



DREAMWORKS
**OVER THE
HEDGE**

Just whose backyard is it, anyway?

Spring has sprung, and Verne and his woodland friends awaken from their long winter's nap to discover that a large, green hedge has cropped up right through the middle of their once-natural habitat. Enter RJ, an opportunistic raccoon who explains that the world beyond the hedge is "the gateway to the good life" where peculiar creatures called humans live to eat, rather than eat to live. "For humans," RJ proclaims, "enough is never enough."

Suspicious and even a little jealous of the charismatic, smooth-talking RJ, the ever-cautious Verne wants to keep his blended family safely on their side of the hedge. But, proving the adage that one man's garbage is another man's—or, rather, *animal's*—treasure, the manipulative RJ has his own reasons for convincing the woodland band that there is little to fear and everything to gain from their over-indulgent new neighbors. Eventually, RJ and Verne form an unlikely friendship as they and their furry friends learn to coexist with—and even exploit—this strange new world called suburbia.

Heading up an all-star voice cast, Bruce Willis (the "Die Hard" franchise, "The Sixth Sense") is the voice of the roguish con-artist raccoon named RJ, and Emmy winner Garry Shandling (TV's "The Larry Sanders Show," "It's Garry Shandling's Show") voices the overly practical turtle named Verne. Rounding out the voice cast of "Over the Hedge" are: Steve Carell ("The 40-Year-Old Virgin," TV's "The Office") as a hyperactive squirrel named Hammy; comedienne Wanda Sykes (TV's "Wanda at Large") as a sassy skunk named Stella; two-time Emmy winner William Shatner (TV's "Boston Legal") as Ozzie, a possum who excels at playing dead with a melodramatic flair; chart-topping recording artist Avril Lavigne as Ozzie's daughter, Heather; Catherine O'Hara and Eugene Levy (both "A Mighty Wind," "Best in Show"), who are paired as the porcupine couple, Penny and Lou, with a brood of little porcupine mouths to feed; two-time Oscar[®] nominee Nick Nolte ("Affliction," "The Prince of Tides") as a bear named Vincent; and Omid Djalili ("Casanova") as a spoiled housecat named Tiger. On the human side of the hedge, four-time Emmy winner Allison Janney (TV's "The West Wing") plays Gladys, the president of the local homeowners' association, who isn't about to see her neighborhood overrun by wildlife; and Oscar[®] nominee Thomas Haden Church ("Sideways") is the voice of "The Verminator," whom Gladys hires to rid the area of our woodland heroes.

Based on the popular comic strip by Michael Fry and T Lewis, “Over the Hedge” was directed by Tim Johnson (“Antz”) and Karey Kirkpatrick (“Chicken Run” screenwriter), making his directorial debut. Bonnie Arnold (“Toy Story,” “Tarzan”) produced the film, with Bill Damaschke serving as executive producer. The screenplay is by Len Blum and Lorne Cameron & David Hoselton and Karey Kirkpatrick.

ABOUT THE PRODUCTION

FROM STRIP TO SCREEN

They eat to live. We live to eat.

They take what they need and use what they take. We take what we want...and then want more.

In fact, the oddest creatures on Earth may very well be us.

For more than 10 years, that has been the view of a pair of unlikely best friends—a raccoon and a turtle—as they have peered into the manufactured and manicured world of suburbia in the popular comic strip *Over the Hedge*. Written by Michael Fry and illustrated by T Lewis, the strip made its debut in June 1995 and has since shared daily doses of the animals’ wry and often pointed observations about human foibles and fallacies.

Director/screenwriter Karey Kirkpatrick notes, “The comic strip is about a turtle and a raccoon who peer over a hedge to observe human society and then lampoon it with razor-sharp wit. It’s brilliant observational humor told from an animal’s unique point of view.”

Director Tim Johnson remarks, “The comic strip is an inspired funhouse-mirror reflection of what we are as suburbanites, as humanity. It’s from the perspective of the animals that glimpse us through our own backyards and comment on the strangest animals on the face of the Earth, human beings.”

“It’s a great setting because anyone who has a backyard has had some experience with wildlife,” Michael Fry states.

T Lewis offers, “That was certainly my situation. I lived out in the suburbs and would often see squirrels and rabbits in the yard and raccoons scratching at the windows, looking for food.”

Johnson adds that the experience of sharing our backyards with wildlife is a global one and is not exclusive to America’s suburbs. “Whether you’re in the suburbs of Chicago or the suburbs of Paris, whether you live out on a farm or in the middle of the

city, there are animals who have had to learn to deal with the fact that humans are pretty much everywhere now. Wherever you are in the world, the species may change, but the hijinks are pretty much the same.”

“You might look at these animals and ask yourself, ‘What are they thinking?’ And what we’re saying is that they’re thinking they want to get into your kitchens and into your refrigerators,” Fry laughs.

Johnson says he was a fan of the comic strip long before he became involved in the film, partly because he had lived some of the story. “I grew up in the suburbs of Chicago and, at the time I started first grade, from the end of my street there were miles and miles of cornfields as far as the eye could see. By the time I graduated high school, those cornfields had been replaced by a housing development, and one past that, and one past that, and another past that. So I went from living on the edge of suburban sprawl to living in the middle of it within a span of 10 years. We didn’t exactly have a hedge, but we did have a bunch of small trees, and in back of that was a field full of possums and raccoons and skunks. So for me, ‘Over the Hedge’ was a chance to dabble in the very world I grew up in, while swapping places with the animals to see the world from their point of view.”

“It felt like a great arena in which to set an animated film,” says Kirkpatrick, who co-wrote the screenplay with Len Blum and Lorne Cameron & David Hoselton. “We were able to take characters who are very cute and lovable for the kids and allow them to offer a satirical commentary on society within the context of the story.”

Johnson points out that the movie “Over the Hedge” serves as something of a prequel to the long-running comic strip. “We like to say that our story ends where the comic strip began, meaning the comic strip features the sort of ‘odd couple’ friendship that already exists between Verne and RJ. The movie explores how they met in the first place, which allowed us to take a brand new approach to the characters. It was very liberating for us, but we still worked closely with Mike and T to make sure we stayed within the framework of their world.”

“Mike and T were both actively involved in the development of the film; it was an outstanding partnership,” Kirkpatrick agrees. “We would have been fools not to tap into their unique insights. We worked very hard to include their voice, their commentary, their perspective on this world. As we built the story, we always tried to keep the spirit of the comic strip at its heart—the attitude that it has toward our need for wretched excess, for convenience, to have everything bigger, better and faster. What all that looks like to our animal characters and the effect it has on the animals—that’s also at the heart of this film.”

Producer Bonnie Arnold asserts, “Really, it is we who are in the animals’ backyard; they are not in ours. The comic strip and now the movie are about how suburban sprawl impacts the animals’ lives and how they have to adjust to survive in this new environment.”

WOODLAND BAND

One animal has not just learned to survive but actually to thrive in the paved and pre-packaged world of suburbia. An enterprising raccoon named RJ has found a way to make the other animals’ loss his gain.

Johnson expounds, “A group of woodland creatures awaken from months of hibernation to discover that, where once was a forest there’s a hedge, and beyond that hedge, there is a brand new world they are terrified to venture into. Enter RJ. We call him our raconteur raccoon. He’s a sly character with his own agenda, who’s used to living life on his own and who has never experienced anything like the home and family that Verne and his friends have. We compare RJ to Harold Hill in ‘The Music Man’—a sort of sly con man who comes in and talks a good game, but never quite warns the animals of the perils he’s leading them into.”

Bruce Willis provides the voice of RJ, and Kirkpatrick says he had just the right vocal quality for the role, which was part thief, part huckster and all charm. “RJ needed to be a charming rascal. Bruce has this roguish side to his personality, but he always has this kind of half smile that gives you the sense he’s playing a little bit of a game with you while letting you in on the joke.”

Willis offers, “It was fun to get into the RJ mode. He is a devil-may-care raccoon, the David Addison of the animal kingdom,” the actor adds, referencing the irreverent character that first brought him to fame on the television series “Moonlighting.” “Over the years, RJ has accumulated all these human items that he carries in a golf bag—his own bag of tricks. It’s all very clever, but the most appealing aspect of the character for me is when he shows his vulnerability. He is really a lonely little raccoon, who runs into this family of animals and finds he wants to be part of them. But the con man in him needs something from them, and a lot of the comedy comes out of the predicaments RJ gets them into. There are a lot of funny things that kids will be able to relate to, but much of the humor was written specifically for the adults. The film makes a strong point about over-consumption, and holds a mirror up to human behavior and society in general in a way that I think everybody is going to find funny.”

“Bruce was a wonderful guy to work with,” Johnson states. “Every session he would ask what else we had learned about the character and how he could bring more to

the part. It's a joy to work with somebody who is not only so passionate about his own performance but also about contributing to the overall picture."

Unfortunately for Willis' character, RJ is going to learn a lesson about over-consumption the hard way when he forgets one important rule of nature: only take what you need. Caught stealing a wagonload of food from an angry bear, RJ has exactly one week to pay it all back—right down to the red wagon—or he'll be dead meat...literally.

"How is he going to do it?" Johnson asks and answers, "Take advantage of these naïve innocents and con them into gathering enough food to repay the bear."

The leader of that group of innocents is a turtle named Verne, who is voiced by Garry Shandling. "Verne is a very practical, cautious turtle, and Garry did a marvelous job of capturing his warmth and family affection, as well as his fear of change and anything new," Johnson says.

As the de facto head of the forest family, Verne is the first to venture to the other side of the hedge, with disastrous results. He barely makes it back alive, and now, Johnson reports, "Verne looks at suburbia and sees nothing but peril. He never wants to go over that hedge again, but RJ has other plans. He needs the animals' help to gather a wagonload of food for a hungry bear."

Shandling offers, "Verne is consumed with protecting his family from this fast-talking fellow, RJ, who just comes in and takes over. Right off the bat, Verne has a bad feeling about him because his tail tingles. When that happens, Verne knows to watch out, and everything RJ says is driving Verne's tail crazy. Verne has learned to trust his instincts because he is the oldest and wisest of the group. The turtle has been around for millions of years as a species, and they live a long time. I figured Verne to be about 120 years old, but, if I may say, he looks maybe 70, 75 at most...without makeup of course."

Kirkpatrick notes, "In this role, Garry gives you everything you would expect from him, which is his incredibly smart and wry sense of humor. I don't think there is anybody better at the subtle undercut. But Verne is also the emotional center of the film, and Garry stepped up to do that very nobly. It was definitely a challenge to find ways for Verne to be as funny as Garry can be without sacrificing the heart and emotion of the story, but he did an amazing job walking that line, just amazing."

Working on his first animated feature, Shandling states, "The directors, Tim and Karey, really helped me with the character. They were fantastic and very supportive, even though I kept calling Karey 'Tim,' and Tim 'Karey.' But I used to call my mom 'Dad,' and my dad 'Mom.'"

If Verne is the wariest member of the group, the most trusting is Hammy, a hyperactive squirrel who seems to move at the speed of light and, unlike Verne, takes an

instant liking to RJ. Johnson comments, “Hammy is a big-hearted character who embraces RJ, this new guy who comes into their midst. He is adorable.”

Steve Carell, who is the voice of Hammy, observes, “Hammy is tremendously loyal to his friends; he is very kind and very loving. It’s going to make me cry just thinking about him because he is the sweetest thing. However, he also has a very short attention span. He will see things and immediately attach himself to that thing, be it food or be it a friend. He is totally fascinated by life, and I think that is one of his best attributes. He lives life to the fullest...amped up about a thousand percent.”

“Hammy is constantly moving,” Johnson affirms. “In fact, we created special effects that sort of vibrate the air whenever Hammy goes by because he moves so fast, but it was Steve who pushed the design of the character with his voice. In computer animation, we connect all of these controls to animate the character. We realized right away that we needed more controls to reflect the range of Steve’s extremely dynamic vocal performance.”

“His ownership of this character was transformative,” Kirkpatrick agrees. “Steve was able to bring all that manic energy to the role, but he also has an inherent sweetness, and the marriage of those two qualities is truly how the character of Hammy came to life. Our sessions with him were almost too short because he was so good.”

“As an actor, the process of recording the role was very exciting because anything was fair game in terms of creating the character and finding out what makes him tick,” Carell says. “Originally, I was just shown thumbnail sketches of what the scenes would be, then I’d come back a few months later and see it all come to life. To see elements of yourself appear in this animated character was a little jarring, I have to admit, because, for one thing, that squirrel is way better looking than I am,” he jokes.

In contrast to Hammy’s sweet optimism, there is Stella, for whom life, in a word, *stinks*. Kirkpatrick relates, “The first descriptions of Stella were that she is a skunk with attitude. What do you think of when you hear the word ‘skunk’? You think of an animal that stinks. So we thought, if that is the baggage you carry around all your life, it is bound to shape your personality a little bit. You’re bound to be a tad defensive.”

Stella is voiced by Wanda Sykes, who understands her character’s outlook on life. “Stella has every right to be grouchy and to have an edge to her. Who wouldn’t if you just stunk all the time? Stella is great; she gets it. She’s like, ‘These are the cards I’ve been dealt. I’m a skunk. People see me and run away. This is my life. It stinks, but I know it stinks and I’m going to deal with it...but not necessarily on a positive note.’”

Johnson recalls, “When we pitched Wanda the part, she really tapped into the idea that this is a character with a self-esteem problem. Stella’s acerbic humor and

quick temper is actually hiding a fear of rejection. She wants to push you away before you push her away.”

“Wanda brought Stella to life with great verve and spunk,” Kirkpatrick remarks. “She was a perfect fit for the role. Wanda has an amazing vocal quality and her attitude has almost become iconic. She is a writer’s dream, because you can give her just about anything to say and she’ll make it funny with the attitude she brings to it. But there is also a vulnerability to Stella, and Wanda played that beautifully as well.”

The softer side of Stella comes out when she finds romance with a domestic housecat she calls Tiger. Tiger holds the key to getting into his house, and his house holds the key to saving RJ’s tail. Sykes explains, “Stella goes through this huge makeover because she has to look like a cat to trick Tiger. She’s hesitant, but she does it to help her family—the group of animals who have always accepted her. But seeing how pretty she looks starts to give Stella more confidence. She looks in the mirror and says, ‘Hey, I’m not that bad.’ She also feels a real connection with Tiger, although she knows she’s not being herself.”

A spoiled purebred Persian cat, Tiger is immediately smitten with the disguised Stella, and even after learning she’s a fake feline, Tiger is undeterred. “When he finds out she’s a skunk and the attraction is still there, Stella knows she’s found her guy. She’s not letting this one get away,” Sykes laughs.

Tiger, whose full name is Prince Tigerius Mahmoud Shabazz, is voiced by actor and comedian Omid Djalili, who says, “Tiger is a ridiculously pompous Persian cat who thinks Stella is a down-and-dirty street cat, but they seem to have chemistry anyway. Basically, Tiger falls in love with a skunk, but he doesn’t care because he can’t smell anyway,” he notes, referring to the “designer” nose of the purebred Persian cat.

Djalili adds that he immediately felt a cultural affinity for the role. “I got a call from my agents saying the people at DreamWorks had seen my work and wanted to meet me for this role. They said the character is Persian, so why not have a real Persian play it? I couldn’t say no.”

Producer Bonnie Arnold offers, “We had heard some voice tapes of Omid and knew he was very funny. We were really excited about him for the role of Tiger and flew him over from London to meet with us about the project. His voice added a different texture to the character, and he was so much fun to work with, too.”

There are two real families within the extended forest family of woodland creatures: the possums, Ozzie and his daughter, Heather; and the porcupine couple, Penny and Lou, and their triplets, Quillo, Bucky and Spike.

William Shatner is the voice of Ozzie, a possum who excels at—what else?—playing possum. Johnson says, “Possums do in our film what possums do in reality:

whenever they are in danger, they play dead. But our possum, voiced by William Shatner, plays dead with a Shakespearean flair. He is a very melodramatic possum.”

Shatner expounds, “Possums don’t have a fight-or-flight mentality. What they do when threatened is drop dead; that’s their defense mechanism. The way they wrote my character, he’s a very Shakespearean possum. He likes to die very theatrically...I don’t know *why* they chose me.”

“As a longtime fan of William Shatner, it was a real honor to direct him,” notes Johnson. “You will never work with a more energetic, dedicated performer than Bill. The man’s comic timing is consummate. You never have to explain the setup of a joke to Bill; he reads the scene, gets it and will give you 15 different variations on a line, and every one is flawless.”

“I’ve had a lot of radio experience, and doing animation is almost like radio because the only way to reach the audience is through the coloration of your voice,” says Shatner. “You’re in a room taking cues from the director about the context of the line—What’s the situation? What’s the energy? What’s the tempo? There’s also room for improvisation, so it’s great fun.”

“Some of the funniest lines were the ones the actors came up with on the spot,” Kirkpatrick says. “We were very big on letting the actors find the character and own it. That’s when the magic really starts to happen.”

Ozzie has a teenaged daughter named Heather, who doesn’t share her father’s penchant for drama. Johnson says, “Ozzie takes great pride in his species’ ability to play dead to fool his enemies. The problem is that he sees enemies at every turn, so, to Heather’s mortification, Ozzie is flopping over ‘dead’ any time there is a loud noise, or a sudden movement draws his eye. We like to say that every time Ozzie dies, Heather dies a little, too...of embarrassment.”

Chart-topping recording artist Avril Lavigne, who plays Heather, attests, “When Heather’s dad fakes dying, it’s embarrassing to her because she thinks he goes overboard with it. You know, a lot of teenagers get embarrassed by their parents. We all go through it, so maybe a few kids out there will relate,” she smiles.

Although Lavigne is obviously no stranger to working in a recording studio, “Over the Hedge” marks her acting debut. She remembers, “When the offer came in to do this movie, I thought it would be exciting because the script was great and it was a good part. I came in not really knowing what to expect, and I had a blast. Everyone I worked with was super cool and made me feel very comfortable.”

“Avril is an incredible voice in the world of pop music and a terrific voice in the world of our film,” Johnson notes. “This is her first acting role, but by the end of her first session, Avril didn’t need any advice from us. She gave us a ton of great line readings.

As a young woman, Avril still has a finger on the pulse of teenagers today. We wanted Heather to be a girl wrestling with the expectations of her father and this peculiar thing her species does, playing dead. Avril got it immediately and gave so much wit and personality to the character. We were just thrilled to have her in the cast.”

Representing traditional family values are the perfect porcupine parents, Penny and Lou, voiced by two actors who have frequently been paired on the screen, Catherine O’Hara and Eugene Levy. “They’ve known each other for a long time and have worked together before, and their voices complement each other nicely,” Arnold says. “They are both such talented actors and comedians, and they immediately understood what we were looking for in the characters. They brought a lot of warmth and heart to their parts.”

Johnson adds, “We thought of how much fun it would be to unite Catherine and Eugene to play Penny and Lou. They go way back to their Second City days together, so they have a natural chemistry and the kind of rapport that a couple married with children would have. Because they’ve performed together so often, they know each other’s rhythms and comic timing, which was important because, as is usually the case with animation, they did their parts separately.”

O’Hara remarks, “Watching the movie, I was struck by how close the characters seemed—like they had this history together and were having so much fun. I kept remembering that we were not with each other when we recorded the voices, but it really comes off like we were together.”

“You forget for a split second that it’s your voice,” Levy adds. “You can actually detach yourself and just start looking at the film as cute and funny and lovable, and then realize, ‘Hey, that’s me.’ It’s a great feeling to know that I’m in this movie with these other great actors playing furry little characters. I can tell my grandkids, ‘That’s me doing the voice of Lou.’”

Both hailing from Canada, O’Hara and Levy had no problem calling to mind Penny and Lou’s distinctly northern accent. Levy says, “We grew up in Toronto, Canada, where we got American television through a border station in Buffalo. They talk like that there, as well, so it wasn’t unfamiliar to my ear.”

Penny and Lou have the added prickly circumstance of being the parents of a set of mischievous porcupine triplets: Quillo, voiced by Madison Davenport; Spike, voiced by Shane Baumel; and Bucky, voiced by Sami Kirkpatrick, who, being the son of director Karey Kirkpatrick, admittedly had an inside track for the role.

The woodland band is not without enemies, both natural and manmade. On their side of the hedge, there is Vincent, a large bear with an appetite to match. Before going into hibernation, Vincent had stockpiled enough junk food to keep himself fat and happy for many months—that is until RJ tried to make off with his cache and ended up

accidentally destroying it. Now Vincent has given RJ one week to recoup his losses or Vincent will be forced to resort to a *different* food group.

Nick Nolte, who provides the voice of Vincent, asserts, “Vincent is not a bad guy, he just has a little behavior problem. When anyone steals his food, he gets angry...and who can blame him?”

“When we approached Nick Nolte to voice Vincent, he was truly surprised. In his gravelly voice, he asked, ‘Now why would you want *me* to be a bear?’ Johnson laughs. “The role was his the moment we met him. He is an actor who really understands subtext and totally wraps his brain around a character. He brought such an incredible richness to the role.”

Another cast member making his animation debut, Nolte states, “In 40 years of doing films, this was the first time that I had no idea what my character would look like. I found the process to be quite interesting. It was much more collaborative and directorial than I expected it to be, which was very helpful because the directors were with the characters for so long and knew them better than anyone.”

On the suburban side of the hedge, the animals face a new kind of enemy in the person of Gladys Sharp, the by-the-book president of the El Rancho Camelot Estates Homeowners Association, who lives and dies by the rules that keep her community in perfect order. Kirkpatrick says, “The character of Gladys was a way for us to take a not-so-subtle jab at the homogeneity that results from development—the push towards uniformity and to squelch individuality. Gladys is obsessed with appearances, and she is there to enforce the rules.”

Lending her voice to the character of Gladys, Allison Janney agrees, “Gladys is a stickler for rules and regulations. What makes her happy is having a tightly run ship. She gets very upset when things get messy, and what messes things up more than raccoons in your trash cans? She is trying to maintain this wonderful community where everything is perfect and clean and beautiful, and these animals come along and threaten to destroy it. Gladys sees her neighborhood being overrun by vermin, and it’s up to her to get rid of these vicious animals.”

Bonnie Arnold comments, “We all know Allison Janney from ‘The West Wing,’ and she has done a lot of drama, but I don’t think many people know how funny she can be. She was up for anything; the more outrageous the character became, the more she relished in the role. We laughed a lot when Allison was in the studio.”

“I think doing animated films is one of the greatest jobs for an actor,” Janney states, “and it’s especially fun to play the villainess. I love to be silly and do crazy voices and be big and bold. Most of the time, directors are telling me to bring it down, but with this project, whatever I could bring was good...and the more the better.”

Horrified by what she regards as a virtual vermin infestation, Gladys calls for professional help. She gets more than she bargains for, however, when Dwayne—a.k.a. “The Verminator”—answers the call. A ruthless exterminator with an arsenal of weapons and the world’s worst comb-over, Dwayne is a formidable foe to any animal unlucky enough to be in his sights. Kirkpatrick confirms, “Dwayne is a force to be reckoned with when it comes to the animals. He is utterly committed to pest control, and his nose is so trained that he can take one sniff and know the phylum, genus and species of whatever animals are in range.”

Thomas Haden Church, who provides the voice of Dwayne, remarks, “He is absolutely an arch professional, but given his line of work, you could say he’s inhumane. He is the animal kingdom’s worst nightmare. Gladys is at her wits’ end, so she hires Dwayne to be the answer to her problems, but he just exacerbates things to a whole other level. Dwayne probably solves fewer problems than he creates. He thinks he is the best at what he does, but he may have met his match in these animals.”

Kirkpatrick notes, “Thomas is an amazing talent, but I don’t think any of us were aware of how extraordinary his improv abilities are. I would say that half the lines Dwayne utters are ones that Thomas came up with on the spot. He really helped develop this character and brought him to life in ways that were not on the pages of the script.”

“I had a lot of fun working with Tim and Karey,” Haden Church says. “I thought the lines were funny, the characters were funny... It was just clever and different. I am proud to be part of something so wildly entertaining and original, and at the core of it, there is a genuinely sweet, life-affirming story. That’s what really made me want to be a part of it.”

Bonnie Arnold states, “When you look at our entire cast, it is just an extraordinary ensemble for any movie. We were so thrilled that these remarkable actors all wanted to be a part of this film. Each of them contributed so much, not only to the development of their respective characters but also to the comedy and to the heart of the movie.”

ALL CREATURES GREAT AND SMALL

In bringing the characters in “Over the Hedge” to the big screen, the filmmakers wanted to retain the spirit of Michael Fry and T Lewis’ comic strip in both attitude and appearance. Tim Johnson attests, “We were fortunate to have them as consultants on the picture—to learn from Mike about the tone of these animals’ wry observations, and then there are T Lewis’ beautiful drawings. It’s always a pretty big leap when you go from a 2D drawing to a 3D character, and perhaps an even larger leap when you go from the beautiful line quality of T’s illustrations to something as fleshed-out and furry as our

CG characters. It was an incredible challenge to capture the personalities T has drawn in his two-dimensional, black-and-white world in our three-dimensional, color world and still stay true to them, but because we worked so closely with Mike and T, I think we caught their irreverent fun and style in our animated characters.”

The comic strip creators say they understood the challenges and were impressed with the results. “They just had my little black-and-white scratchings as a jumping off point,” Lewis says, “so when I finally saw everything come alive, I wasn’t prepared for it. The color, the richness and the beauty...it was staggering. For me, it was like Dorothy walking into Oz from her black-and-white Kansas house. It was fantastic.”

Fry agrees, “It’s always a scary thing to have your creation brought to life—to wonder, ‘Is that how I imagined it in my head?’ And for our readers, is it how they imagined it? But they did such a marvelous job of staying faithful to our characters.”

Production designer Kathy Altieri, who oversaw all of the film’s design elements, from the characters to their environments, remarks, “The comic strip characters have an intrinsic charm, but we had to take them to a more sophisticated level visually in order for audiences to feel the kind of connection to them that we wanted in our film.”

“Over the Hedge” involves animals that might be seen in our own backyards, but it is neither easy nor advisable to get close enough to study them. Instead, Sea World and Busch Gardens Animal Ambassador Julie Scardina, a frequent guest on “The Tonight Show” and other talk shows, came to the DreamWorks Animation campus to give the various departments the opportunity to get up close and personal with the animals they were designing and animating. The teams could see firsthand how the animals moved, and observe and even feel the different qualities of their fur, quills or shell.

Bonnie Arnold relates, “She brought examples of all the different animals we have in our story and allowed the teams to study them and learn about their habits and habitats. It was an invaluable experience for everyone working on the film.”

Johnson affirms, “To actually get hands-on with our animals was a remarkable perk. It showed us that they have completely distinct body language, movement, faces and personalities. Although we are familiar with these species, there were still many discoveries: the inquisitiveness of the raccoon, the quickness of their fingers and how they want to touch everything; the roly-poly quality of the porcupines, which were adorable—nobody expected them to be like spiky little bears; the wisdom in the turtle’s face; and even the squirrels...we’ve all seen them before, of course, darting around campus or in our yards, but to get close enough to see the electricity in their eyes... It was all incredibly inspiring. It was a chance for all of our people to appreciate the spirit and

uniqueness of these animals, and it translated into the way we approached not only the character design but also the characters' personalities and their individual story arcs."

Altieri remembers, "When they brought the animals to the studio, it surprised us because we had spent a lot of time designing these exquisitely stylized characters, and when the real thing showed up, they were so much cuter than what we'd been creating. Animals have a natural appeal that we weren't capturing in our original designs, so we had to take a step back and say, 'Okay, how can we make our characters at least as cute as their real-life counterparts?' We went back and redesigned the characters, and that was directly inspired by the animals that were brought to the studio that day."

As cute as they are, the furry little animals in "Over the Hedge" came with their own set of challenges, beginning with the fur itself. With the exception of Verne the turtle, all of the animals are covered in fur, and each species' coat has its own qualities and markings. "Over the Hedge" is the first computer-animated film from DreamWorks Animation with dynamic full-body fur, meaning the fur itself could be animated from head to toe.

Animation has always been an exceedingly collaborative art form, but creating, animating and rendering the many lengths, properties and colors of the fur in "Over the Hedge" involved an overlapping collaboration that blurred the line between departments. The process often circled back and moved forward again through the pipeline as different hands discovered what worked and what didn't.

The fur system is an offshoot of the wig system that was first utilized in "Shrek 2" and expanded for "Madagascar." For "Over the Hedge," the system had to be advanced exponentially. The basis of the program involves multiple "guide hairs," which are positioned by the surfacing department on computer models of each character and serve as the template for the movement of the fur overall. By manipulating the guide hairs, the animators could move and deform the fur—the more guide hairs there are, the finer the controls. Different parameters could also be assigned to the guide hairs, allowing the animators to choose the degree of movement from one character to the next and from one scene to the next. Even on a single character, the number and placement of the guide hairs could be adjusted to fit the requirements of the action.

As with any "first," there was a fair amount of trial and error involved in animating the fur. The porcupines, with their long, sharp quills, proved particularly thorny. Lead character technical director (TD) Nicolas Scapel clarifies, "The quills are very long so their motion was amplified. But when the first cuts came back, we had to trim the quills because the porcupines kept stabbing each other."

To give the animators control over the many hundreds of quills, the character TDs rigged a system of hair "magnets," using the wig system. In addition, a set of

animatable geometric shapes was designed to deform the fur or quills from the outside when they came in contact with objects or other characters.

Visual effects supervisor Craig Ring says that, despite the constant advancements in computer animation, “things still don’t know when they run into each other. Every time the porcupines spun around, their quills stuck through other characters or objects. We were constantly manipulating them to bend out of the way. They were also a huge challenge to light because the quills are long and spiky and have graduating colors. It was hard to get them to read well, but the end result was worth the effort.”

Surfacing supervisor Clunie Holt adds, “The guide hairs were the route to the movement and animation of the fur, but the quality of the fur was done in partnership with lighting. Lighting was responsible for the light and shadows that create depth and dimension, so we worked closely with the lighting people to make sure our fur was working with the different lighting set-ups.”

Fur also had an impact on how the animators achieved the animals’ facial expressions. Richard Walsh, who won a technical Academy Award® for his development of the facial animation system, explains, “The way you perceive expressions on a human face is by noticing what’s called signature wrinkles that appear when you smile or frown. For example, you can read my facial expressions by watching the physical changes in the skin around my eyes, mouth, etc. But on cartoon characters whose faces are covered with fairly thick fur, you can’t see wrinkles. To get any reading of the expressions at all, you really have to exaggerate the animation.”

Johnson illustrates, “When a character is, say, lying—one of the hardest things to do in animation—the character has to imply somehow that he is hiding the truth. RJ does a lot of lying in this movie, and our animators had to be able to communicate that wordlessly. The complexity of our character set-up allowed for an incredible level of sophistication in our CG characters’ expressions.”

Being a turtle, Verne was hairless, but what he lacked in fur, he made up for in shell. While his shell has the appearance of being a solid, inflexible object, character TD supervisor Jeffrey Light counters, “You’d think it was rigid, but there are hundreds of controls all over Verne’s shell, so every little piece can be manipulated to allow him to move around. (Character TD) Marc Wilhite built the rig for Verne, and he spent the better part of a year getting it so that Verne could take the shell off, huddle down into the shell, and any other variation you can think of. But even then, animating Verne in his shell was a real challenge for the animators.”

Supervising animator John Hill confirms, “Verne is wearing that big shell, so it was like animating a chubby, little guy wearing a heavy backpack that also restricts his arms and legs. It took us a while to figure out how to animate him walking, for example,

because if he stepped too high, his leg would come right through the shell and we couldn't have that. So that was one of a few issues we had to deal with."

Light comments, "Between all the characters, there is a wide range of mobility, so the most difficult thing for the character TDs was to envision how each one would move. In the case of Verne, you have a limited range of motion, but with RJ, he had to be very agile, able to climb trees and do all sorts of things. Certainly for Hammy—who's zipping across the screen at supersonic speeds—we knew the animators were going to have to be able to stretch him and do some very non-anatomical things to his character."

A lightning-fast squirrel, Hammy represents the most graphic use of squash and stretch in "Over the Hedge." Squash and stretch—the process of deforming an object and then snapping it back into shape—is used by animators to illustrate motion or impact. With Hammy, it was also incorporated to convey speed. Nicolas Scapel says, "He's really fast, so we knew when we were rigging him that they were going to have to push him to the extreme. But when we looked at the footage frame by frame, even we were amazed by how far the animators could push him. In fact, Hammy is so fast, he was breaking the laws of gravity and physics."

The visual effects team helped depict Hammy moving at warp speed with an effect they dubbed "Sonic Hammy." Effects supervisor Mahesh Ramasubramanian offers, "When he runs that fast, it's like a sonic boom. There's a ripple effect: the grass and leaves bend in whatever direction he goes; there's a cloud of dust; anything and anyone in his path reacts to him running past. The directors loved it so much, they wanted more 'Sonic Hammy' shots. It was a lot of fun."

Apart from the animals, the animators also had fun with the two most prominent human characters in "Over the Hedge," Gladys Sharp and Dwayne "The Verminator," who were as individual as the animal characters. Supervising animator David Burgess observes, "They look and move very differently. Gladys is thin, tall and angular with very clear body language. Dwayne is big and heavy...and he also has that ridiculous comb-over."

Light says, "Dwayne has this huge belly, and it was important for the animators to be able to slosh his belly around as he walked, so (character TD) Yakov Baytler had the job of putting a whole control system into his midsection."

Dwayne's most obvious feature, however, is his comb-over, which Baytler set up almost to have a life of its own. Light expounds, "Yakov put controls in it so it acts more like a hand. It can fly up and over and go all over the place when he moves his head, so it was pretty comical. I love the character. He's really quite bizarre."

"The Verminator" arrives in a truck that is tricked out with an arsenal of pest-control weapons that he utilizes to hunt, trap and kill his prey. Though inanimate, every

gadget had to be rigged by the character TDs so they could then be “worked” by the animators. Scapel says that the truck was only one of the many intricate props used in the film. “We had a lot of really complex character props. RJ’s golf bag, for example, required hundreds of controls. The modeling department would send us these perfect computer models with all kinds of moving parts, but they didn’t come with instruction manuals. We had to go in and figure out which part moved with what and how.”

PAVE PARADISE

The “title character” in the film is the Hedge itself, nicknamed “Steve” by the forest animals, who are alarmed by its sudden appearance and decide naming it will make it less threatening. Production designer Kathy Altieri reveals that rendering the seemingly static block of leaves was much harder than it appeared. “You look at a hedge and think it’s the simplest thing on the planet. It’s a hedge; it’s just leaves around a box. How hard can that be? Trust me, our hedge was incredibly hard to achieve, from both an artistic and technical standpoint. It was especially challenging when we had the characters walking through the hedge.”

Altieri continues that the hedge, albeit large, was only one piece of the foliage seen in “Over the Hedge,” which is comprised of a virtual greenhouse of assorted plants. “We created a variety of basic designs for the trees, bushes and grass, along with a number of what we call paint effects, which are little set-dressing plants that we could place here and there in the woodlands. In the computer, all of these could be combined, re-combined, flipped, re-grown, re-surfaced, re-colored and re-textured to make this amazingly rich forest. Working with the effects team, we could customize any tree or plant exactly to fit our needs. In fact, the hardest thing about creating a forest is the rendering time required because of the sheer volume of data. There was a lot of underlying technical support going on at a furious pace just to allow us to have all that wonderful background stuff, like leaves gently blowing in the wind.”

Lighting supervisor Michael Necci confirms, “We had a convergence of a whole forest full of furry characters, resulting in a huge amount of detail, with individual hairs and individual leaves. The computer has a hard time coping with that much information, which presented a technical challenge on top of the aesthetic challenge of making everything not only look realistic but beautiful. Our render times went way beyond any film we’ve ever made, so the increased power in our render farm was essential to getting this film done.”

DreamWorks Animation’s longstanding relationship with Hewlett-Packard (HP), the studio’s preferred technology provider, made it possible to meet the massive computing demands of “Over the Hedge.” In the largest and most powerful render farm

ever used for a DreamWorks Animation film, HP servers, powered by AMD Opteron™ dual-core processors, delivered more than 15 million combined render hours to turn digital information into full-fledged images of fur and foliage, not to mention water, fire, an explosion of artificial nacho cheese flavoring...and virtually everything else that can be seen on the screen.

With the hedge serving as the dividing line, fur and foliage spelled the difference between the still-natural habitat of the woodland creatures and the artificial, cookie-cutter world of suburbia that has encroached on their forest. Altieri affirms, “We tried as much as possible to pull those two worlds apart to reflect the animals’ point of view. The forest is this beautiful, sunlit, glistening place that the animals have known their whole lives. It’s their home. And when RJ first introduces them to the world over the hedge, the suburbs are glorified—the land of opportunity. Later, as Gladys’ backyard becomes a harsh and threatening place, we used lighting, staging and color to make the suburbs now appear dangerous and unfriendly.”

Both worlds were designed to be seen from an unusual perspective. “We very much wanted to tell the story from the animals’ point of view,” says Altieri. “We addressed that by paying a lot more attention to the lower echelons of our world.”

Art director Christian Schellewald recalls, “A lot of our research was just crawling around, going everywhere little critters could go and seeing things from all kinds of crazy angles. I sometimes found myself stopping on the way to work and crawling on the asphalt, taking pictures. Everybody was looking at me wondering what I was doing,” he laughs.

“We were taking pictures of the most absurd things,” Altieri agrees. “I spent a lot of time on my hands and knees taking close-up photos of lamp bases and the legs of a patio table. We had to think of little details, like the pads that go on the bottom of table legs, because these characters were going to be at that level.”

To give moviegoers a “squirrel’s-eye-view” of the action, so to speak, head of layout Damon O’Beirne took a similar approach with the cinematography. Director Tim Johnson states, “Working with Damon and our layout department, we really wanted to create a very immersive experience that made you feel like you were a squirrel running along a high wire or a turtle cautiously peering over his shell. Our camera is not just observing our characters but moving with them. We wanted the audience to experience what it might be like to be 12 inches off the ground and seeing a human or a house for the first time.”

O’Beirne adds, “Scale was a very important cinematic element in the movie—like thinking of a kitchen being the size of a cathedral—but it was not just the scale of the animals to the environment, it was also the scale of the animals to humans. It’s one

thing to look at the height of a raccoon or a turtle and say, 'Okay, I need to put the camera low to the floor,' but to get the feeling of being with the animals, that's what we were going for."

O'Beirne reveals that one member of the layout team devised an interesting way to illustrate the idea. "Dave Morehead put a camera on the back of a dog and let it run. It was really interesting to watch the footage. It not only captured that point of view, but it also gave us a sense of how the camera would work with the motion."

The directors also came up with a way to help everyone working on "Over the Hedge" identify with the animals' perspective. On the DreamWorks Animation campus, one wall of the five-story garage is covered in ivy, and standing next to it looking up, a person might better comprehend what it would be like to be a small animal dwarfed by a giant hedge.

Director Karey Kirkpatrick notes, "We look at a six-foot hedge and it's not that big a deal to us, but this movie is about seeing the world from a different perspective. Every person coming on this film was required to stand at the base of that wall to get a feel for what it would be like for the animals in that situation and, hopefully, apply some of that insight to the work they were doing."

In "Over the Hedge," the viewer's perspective is also influenced by a method more commonly employed by live-action cinematographers. O'Beirne offers, "Something people should look for in 'Over the Hedge' is a lot of depth of field. We've never made an animated film like that before. We definitely looked for opportunities where we could rack focus between the foreground and the background to draw your eye."

Visual effects supervisor Craig Ring expounds, "Depth of field simply means controlling the focus. Your eye naturally goes to what is sharp and crisp on the screen, so live-action cinematographers use it all the time to make the audience look where they're supposed to look. It's a tool we've had available in computer graphics, but haven't used nearly as extensively as we have on 'Over the Hedge.'"

The final step in crafting the look of the film was the lighting, which adds color, depth, dimension and definition. The lighting is handled by the computer graphics team, who, again taking a cue from the work of live-action cinematographers, used cutting-edge techniques to over-expose the daytime scenes to saturate them with sunlight, or to use just enough ambient light to suggest a moonlit night.

Johnson offers, "We're very proud of the breakthroughs we've seen during the making of 'Over the Hedge.' As a filmmaker in the medium of computer animation, I still marvel that there seems to be no limit to what is possible. With the kind of tools we have, anything we can imagine is within our grasp as storytellers."

Karey Kirkpatrick adds, “I was the least technically savvy guy on this production, and although I was aware of the various technical challenges and advancements, they never hindered our ability to tell the story. Quite the contrary. And, in the end, that is what our technology is in service of, a good story, well told.”

ROCKIN’ THE SUBURBS

The music in “Over the Hedge,” in the form of both score and songs, also contributed to the telling of the story. “I think everybody knows that music evokes emotions in ways that spoken words cannot,” Kirkpatrick states. “A song or a musical score can dictate the emotions of a certain scene in a way that the script or even images might not be able to, so I’m incredibly excited about the trio of musical artists who had a hand in the music for this movie. They span the gamut of experience.”

Composer Rupert Gregson-Williams created the score for “Over the Hedge,” and popular singer/songwriter Ben Folds contributed three original songs to the film, as well as a rewrite of his appropriately titled hit, “Rockin’ the Suburbs,” and a cover of the Clash song “Lost in the Supermarket.” Overseeing the process, Academy Award®-winning composer Hans Zimmer served as the executive music producer for the film.

“It was a great team,” Bonnie Arnold notes. “We had not one but two great composers working on this film. Rupert Gregson-Williams composed the score, and then we had the fabulous Hans Zimmer coordinating with him and Ben Folds to bring all the music elements together. I have to give credit to our directors, Tim Johnson and Karey Kirkpatrick, because they were much more familiar with Ben’s work than I was when we first started, but I really appreciated what he brought to the film.”

Kirkpatrick attests, “Tim and I have long been fans of Ben Folds and we wanted to get him on this picture, because of his lyrics in particular. Ben sort of views the world the way these animals might view the world; he has a keen eye for our human foibles and writes about them in his songs, so it seemed a perfect fit.”

“Ben is one of the smartest lyricists and most inventive tunesmiths working in music today,” Johnson agrees. “He not only wrote songs for the picture, he worked closely with Rupert and Hans, so his songs and Rupert’s score work together seamlessly.”

Gregson-Williams says, “I could have written this sweet orchestral score for the movie, but with Ben’s sound, we could do something different, something a bit more rock ‘n’ roll. We had never even met each other before, but when he came in to work, there was no ego with him. He just loves music, so it was great fun working with him.”

Folds comments, “Rupert is a very talented composer and has had more experience in movies than I have, so he really held my hand through a lot of this. He and Hans were both great, and to get to work with the best is always good.”

Folds’ reworking of his song “Rockin’ the Suburbs” is heard as the film’s end credits start to roll, and Folds says, “I was really happy with the ‘Rockin’ the Suburbs’ rewrite because it’s a difficult thing to do—to go back and rewrite your own stuff again. I actually dug up a new approach to the song about living in the suburbs.” Folds’ re-recording of the Clash song “Lost in the Supermarket” follows “Rockin’ the Suburbs” during the end credits of “Over the Hedge.”

The first original Ben Folds song heard in the film is “Family of Me,” which focuses on RJ, who travels alone and is, as he says in the film, “a family of one.” Folds relates, “He’s a pretty cocky fellow, but he’s been put in a very tough position. In the song, he’s saying ‘how great I am,’ but the directors were really into the angle of showing how great he’s not, so you hear that in the background vocals.”

The second song, called “Heist,” accompanies the montage sequence when, under RJ’s guidance, the animals engage in a coordinated effort to steal the suburbs blind. “I wanted that song to be silly fun,” Folds offers. “The words are about how you can take all you want because, from the animals’ perspective, it all grows back. There’s plenty more where that came from.”

In a complete change of pace, the third song, called “Still,” is a ballad that underscores the point in the film when both Verne and RJ are forced to change their perspective as they arrive at the same crossroads, albeit from different directions.

Johnson reflects, “As Mike Fry and T Lewis’ comic strip has shown us, to look at how we live from the point of view of the animals is a constant source of funny commentary. If there is any message here, it’s ‘Boy, do we have it good.’ Our world of instant food and amazing consumer electronic pleasures is a dazzling wonderland. But the other side of that message is that those things are really distractions in life. It’s wonderful to have our choice of junk food or video games or hundreds of channels at a moment’s notice, but what our lives should be centered around are family and friends, who can’t be replaced. RJ discovers the support of friends and family that, when we look at our own lives, we’d be well advised not to take for granted.”

Kirkpatrick concludes, “‘Over the Hedge’ is a smart comedy with a little social commentary that also has a great message about family at its heart. At the same time, we didn’t want to get too sentimental, because it also allowed us to lampoon the strangest creatures on the planet...us.”

ABOUT THE CAST

BRUCE WILLIS (RJ) has demonstrated remarkable versatility in a career that has included such diverse roles as the prizefighter in Quentin Tarantino's "Pulp Fiction"; the philandering contractor in Robert Benton's "Nobody's Fool"; the heroic time traveler in Terry Gilliam's "Twelve Monkeys"; his Golden Globe-nominated portrayal of the traumatized Vietnam veteran in Norman Jewison's "In Country"; the compassionate child psychologist in M. Night Shyamalan's Oscar[®]-nominated "The Sixth Sense," for which Willis won the People's Choice Award; and, what could be considered his signature role, detective John McClane in the blockbuster "Die Hard" trilogy. Willis will soon bring John McClane back to the screen in the much-anticipated fourth installment of the franchise, "Die Hard 4.0."

Willis most recently starred in "Lucky Number Slevin," Richard Donner's "16 Blocks," and Nick Cassavetes' "Alpha Dog," which premiered at the 2006 Sundance Film Festival. He next stars in James Foley's "Perfect Stranger," opposite Halle Berry.

His wide array of film credits also includes "Sin City," directed by Frank Miller and Robert Rodriguez; Antoine Fuqua's "Tears of the Sun"; Barry Levinson's "Bandits"; "Unbreakable," which reunited him with director M. Night Shyamalan; Jon Turteltaub's "The Kid"; Jonathan Lyn's "The Whole Nine Yards"; Rob Reiner's "The Story of Us"; "Breakfast of Champions" and "Mortal Thoughts," both for director Alan Rudolph; Edward Zwick's "The Siege"; Luc Besson's "The Fifth Element"; Walter Hill's "Last Man Standing"; Robert Zemeckis' "Death Becomes Her"; and Blake Edwards' "Blind Date," which marked Willis' feature film debut. In addition, he provided the voice of the wise-cracking baby, Mikey, in "Look Who's Talking" and "Look Who's Talking Too," and more recently lent his voice to the character of Spike in the animated film "Rugrats Go Wild!"

Willis first achieved international stardom when he won the starring role of irreverent private eye David Addison on the groundbreaking hit television series "Moonlighting." His work on the show brought him several acting honors, including an Emmy and a Golden Globe Award. In 2000, Willis won another Emmy Award for his guest appearance on "Friends."

A native of New Jersey, Willis studied with Montclair State College's prestigious theatre program and began his career on the stage. His first major leading role came in the 1984 off-Broadway production of Sam Shepard's "Fool for Love," which ran for 100 performances. Still maintaining a hand in the theatre, Willis co-founded A Company of Fools, a non-profit theatre troupe committed to developing and sustaining stage work in the Wood River Valley of Idaho and throughout the U.S. He also starred in and directed a staging of Sam Shepard's dark comedy "True West" at the Liberty Theater in Hailey,

Idaho. The play, which depicts the troubled relationship between two brothers, was aired on Showtime and is dedicated to Willis' late brother, Robert.

An accomplished musician, Willis recorded the 1986 Motown album *The Return of Bruno*, which went platinum and contained the #5 Billboard hit "Respect Yourself." Three years later, he recorded a second album, titled *If It Don't Kill You, It Just Makes You Stronger*. In 2004, he launched a U.S. club tour with his music group, The Accelerators.

GARRY SHANDLING (Verne) has been recognized for his work as an actor and writer with numerous awards, including an Emmy Award, American Comedy Awards, a BAFTA Award and several Emmy and Golden Globe nominations.

Shandling began his career in 1977 as a writer for the series "Sanford and Son" and "Welcome Back, Kotter." Within a short time, he decided to try his hand at stand-up comedy. In 1981, he made his first of many appearances on "The Tonight Show with Johnny Carson," which changed the focus of his career. Shandling also went on to guest host "The Tonight Show" a number of times in the mid-1980s.

Shandling made his first cable comedy special for Showtime in 1984 and created his first television series, the critically acclaimed "It's Garry Shandling's Show," for the same cable network two years later. The unconventional series utilized the innovation of breaking the "fourth wall" to a degree never before seen on television. The show ran for four years—eventually running on Showtime and Fox simultaneously—and brought Shandling an American Comedy Award, as well as Emmy and Cable ACE Award nominations.

In 1992, Shandling enjoyed even greater success when he created and starred in the HBO series "The Larry Sanders Show." During the show's six-year run, Shandling received five Emmy nominations and won two American Comedy Awards for Best Lead Actor in a Comedy Series. He also earned six consecutive Emmy nominations for Best Comedy Series, and eight Emmy nods for Best Writing for a Comedy Series, winning the Emmy for Best Writing in the series' final season.

Shandling is currently putting the finishing touches on a Special Edition DVD retrospective of "The Larry Sanders Show," which will include raw and unedited footage of Garry reminiscing with former guests from the show in a unique manner. These special features capture the essence of what made "The Larry Sanders Show" groundbreaking, while taking it further in a celebration of this award-winning program. "The Larry Sanders Show DVD Retrospective" is due for release in 2006.

In addition to starring in his own comedy specials, Shandling has been a frequent and sought-after guest on numerous talk and comedy shows, including a hosting stint on

“Saturday Night Live.” He has also served twice as the host of the Emmy Awards and three times as the host of the Grammy Awards.

On the big screen, Shandling wrote the sci-fi comedy “What Planet Are You From?,” in which he also starred with Annette Bening under the direction of Mike Nichols. His other film credits include “Hurlyburly,” with Sean Penn and Kevin Spacey, and “Love Affair,” with Warren Beatty, Annette Bening and Katharine Hepburn. He will next be seen in Bart Freundlich’s “Trust the Man,” with David Duchovny, Julianne Moore, Billy Crudup and Maggie Gyllenhaal. The film made its debut at the 2005 Toronto Film Festival and is due for release in summer 2006.

STEVE CARELL (Hammy) has recently emerged as one of Hollywood’s most popular and sought-after comedic actors. After gaining recognition for his contributions as a correspondent on Comedy Central’s Emmy Award-winning “The Daily Show with Jon Stewart,” Carell has successfully segued into primetime television stardom and above-the-title status in the feature film arena.

In summer 2005, Carell starred in his first title role in the feature “The 40-Year-Old Virgin,” which he also co-wrote with director Judd Apatow. The film opened at number one at the box office and held the top spot for two straight weekends on its way to grossing more than \$175 million worldwide. It has since generated more than \$100 million in DVD sales in North America. On the awards front, Carell and Apatow were honored by their peers with a Writers Guild of America Award nomination for Best Original Screenplay. “The 40-Year-Old Virgin” also won the Critics’ Choice Award for Best Comedy Movie and was named one of 2005’s “Top Ten Films” by the AFI.

On television, Carell currently stars in the Americanized adaptation of the acclaimed British television series “The Office.” Earlier this year, Carell won a Golden Globe Award for Best Performance by an Actor in a Television Series - Musical or Comedy for his portrayal of Michael Scott, the pompous and deluded boss of a Pennsylvania paper company. Now in its second season, “The Office” continues to flourish in the ratings and received an early renewal for a third season.

Later this summer, Carell stars with Greg Kinnear and Toni Collette in the dark comedy feature “Little Miss Sunshine,” which received glowing reviews when it screened at the 2006 Sundance Film Festival. He is currently in production on “Evan Almighty,” the sequel to the comedy hit “Bruce Almighty,” being directed by Tom Shadyac. As the title suggests, this time it is Carell’s character, Evan Baxter, who is the one “annointed” by God, played again by Morgan Freeman. Carell’s previous film credits include “Anchorman: The Legend of Ron Burgundy,” with Will Ferrell; “Bruce Almighty,” with Jim

Carrey and Jennifer Aniston; Nora Ephron's "Bewitched," with Nicole Kidman and Ferrell; and Woody Allen's "Melinda and Melinda."

Carell is an alumnus of the Second City comedy troupe in Chicago, where he also performed with several noted theatre groups at The Goodman Theatre and Wisdom Bridge Theater. He made his film debut in 1991 in the John Hughes comedy "Curly Sue" before segueing to television as a writer and actor.

WANDA SYKES (Stella) was named one of the 25 Funniest People in America by *Entertainment Weekly*. Her sharp-witted and acerbic style of comedy has taken her from the comedy club stage to feature films and television.

Sykes previously created, produced and starred in the Fox Network series "Wanda at Large," and executive produced the Comedy Central reality series "Wanda Does It," in which she tried her hand at different non-show business jobs. She also starred in her own Comedy Central special called "Wanda Sykes: Tongue unTied," and was heard as the voice of Gladys Murphy on the Comedy Central series "Crank Yankers." In addition, she has guest starred on HBO's "Curb Your Enthusiasm," CBS's "The New Adventures of Old Christine" and NBC's "Will & Grace."

Following "Over the Hedge," Sykes co-stars with Luke Wilson and Uma Thurman in the romantic comedy "My Super Ex-Girlfriend," and she will be heard in the animated feature "The Barnyard." She is currently filming the comedy "Evan Almighty," the sequel to "Bruce Almighty," in which she co-stars with Steve Carell.

Sykes recently co-starred with Jennifer Lopez and Jane Fonda in the comedy "Monster-in-Law," for which she won a BET Comedy Award for Best Supporting Actress in a Feature. She includes among her other film credits "Nutty Professor 2: The Klumps," "Pootie Tang" and "Down to Earth."

Born in Portsmouth, Virginia, and raised in Maryland, Sykes graduated with a Bachelor of Science degree from Hampton University. Her stand-up career began at a Coors Light Super Talent Showcase in Washington, DC, where she performed for the first time in front of a live audience.

Sykes spent five years as a writer and performer on HBO's critically acclaimed "The Chris Rock Show." As part of the writing team, she won an Emmy Award in 1999, and shared in three additional Emmy nominations for Outstanding Writing for a Variety, Music or Comedy Special. In 2001, she won an American Comedy Award for Outstanding Female Stand-Up Comic. Two years later, Sykes earned a Comedy Central Commie Award for Funniest TV Actress. She also won two more Emmy Awards, in 2003 and 2004, for her work on "Inside the NFL."

In September 2004, Simon and Schuster published Sykes' first book, titled *Yeah, I Said It*, a hilarious collection of essays touching on life, family and current events. Her additional writing credits include "The Keenan Ivory Wayans Show," "The MTV 1999 Music Video Awards," "The MTV Movie Awards" and "The 74th Annual Academy Awards."

WILLIAM SHATNER (Ozzie) has cultivated a successful career spanning 50 years and encompassing work as an actor, director, producer, screenwriter, recording artist, author and horseman.

Recently, Shatner won back-to-back Emmy Awards for his portrayal of eccentric lawyer Denny Crane, first on the ABC series "The Practice" and then as one of the stars of the hit series "Boston Legal." In addition, Shatner won a Golden Globe Award for his creation of the character on "The Practice." Earlier this year, he received two Screen Actors Guild Award nominations for his performance as Denny Crane on "Boston Legal," one for Best Actor in a Comedy Series and another as part of the ensemble cast. In 1999, he garnered his first Emmy nomination for his guest turn on the sci-fi comedy series "3rd Rock From the Sun."

Shatner first rocketed to fame in 1966 when he originated the now-iconic role of Captain James T. Kirk in the seminal series "Star Trek." Cancelled after three seasons, the series only grew in popularity in syndication, eventually spawning a blockbuster feature film franchise. Shatner reprised the role of Captain Kirk in seven "Star Trek" movies. He also made his feature film directorial debut on "Star Trek V: The Final Frontier," for which he also helped conceive the story.

Born in Montreal, Canada, Shatner started working professionally at the Canadian Broadcasting Company even before he reached his teens. Joining the Stratford Shakespeare Festival under Sir Tyrone Guthrie, he appeared in the play "Tamburlaine," which eventually moved to Broadway, taking the young actor with it. In 1958, he returned to Broadway with a starring role in "The World of Suzie Wong."

Moving to New York, Shatner was part of television's Golden Age, working on such programs as "Playhouse 90" and "Studio One." He went on to appear in more than 100 guest roles, including his two classic episodes of "The Twilight Zone."

Shatner made his film debut in 1958's "The Brothers Karamazov," followed by a co-starring role in Stanley Kramer's "Judgment at Nuremberg," and a starring role in "The Intruder." His later film credits include the comedies "Airplane II: The Sequel" and "Loaded Weapon 1," as well as both "Miss Congeniality" films. In addition to his role in "Over the Hedge," Shatner can be heard as the voice of Kazar in "The Wild," a film that

was animated by C.O.R.E. Digital Pictures in Toronto, a company in which Shatner is a partner.

Shatner starred in several series between “Star Trek” and “Boston Legal.” He played the title role in the cop show “T.J. Hooker,” before hosting the CBS series “Rescue 911” for six seasons. In 2004, Shatner traveled to Riverside, Iowa (which boasts of being the “Future Birthplace of Captain James T. Kirk”), to film “Invasion Iowa,” a reality series in which the entire town was duped into believing that it was the location set of a new sci-fi movie. Shatner is also the spokesman for Priceline.com on television and radio, and hosted the History Channel special “How William Shatner Changed the World,” which showcases how the futuristic marvels of “Star Trek” inspired real-life advancements in science and technology.

In addition, Shatner has authored more than 20 best-selling books in both the fiction and non-fiction genres. His novel series *TekWar* was turned into a television series for The Sci-Fi Network, which he starred in and directed. Some of his other popular books include the novels *Man O’ War*, *Star Trek Avenger* and *Ashes of Eden*, and the autobiographical *Star Trek Memories* and *Star Trek Movie Memories*.

Shatner has also enjoyed success as a recording artist. His latest CD, *Has Been*, is a compilation of songs he recorded with such artists as Ben Folds, Brad Paisley, Joe Jackson, Aimee Mann and Henry Rollins.

Apart from performing, Shatner is a longtime dedicated breeder of champion American quarter horses. His passion for horses led to his involvement with AHEAD With Horses, which gives physically and mentally challenged children the thrill of riding a horse to boost their confidence and self-esteem. For the past 15 years, he has hosted the Hollywood Charity Horse Show at the Los Angeles Equestrian Center.

NICK NOLTE (Vincent), a two-time Academy Award® nominee in the category of Best Actor, earned his first Oscar® nod for his role in the 1991 drama “The Prince of Tides,” in which he starred opposite Barbra Streisand, who also directed the film. In addition, Nolte won a Golden Globe and the Los Angeles and Boston Film Critics Awards for his portrayal of a man trying to help his suicidal sister while uncovering his own haunting childhood memories. He received his second Oscar® nomination for his work in 1997’s “Affliction,” directed by Paul Schrader, on which Nolte also served as an executive producer. For his performance as a man battling the cycle of addiction, Nolte also won Best Actor Awards from the New York Film Critics Circle and the National Society of Film Critics, and garnered Golden Globe, Independent Spirit Award and Screen Actors Guild (SAG) Award nominations.

In 2005, Nolte gained another SAG Award nomination as part of the ensemble cast of the searing true-life drama "Hotel Rwanda," in which he starred with Don Cheadle. His recent film credits also include Neil Jordan's "The Good Thief," Ang Lee's "Hulk," and the independent features "Neverwas," "Clean" and the Polish brothers' "Northfork."

His upcoming films include "The Death of Harry Tobin" and "Peaceful Warrior." Nolte also has several films in development under the banner of his own production company, Kingsgate Films.

Hailing from Omaha, Nebraska, Nolte began his professional acting career on the stage at the Pasadena Playhouse and in regional theatres. In 1976, he landed his breakthrough role in the groundbreaking television miniseries "Rich Man, Poor Man," which catapulted Nolte to fame and brought him Emmy and Golden Globe Award nominations.

Nolte made his feature film debut in "The Deep," starring opposite Jacqueline Bisset. He followed with a wide range of starring roles in such films as Karel Reisz's "Who'll Stop the Rain"; the football comedy "North Dallas Forty"; "Heart Beat," opposite Sissy Spacek; Walter Hill's action comedy smash "48 Hrs.," in which he partnered with Eddie Murphy; Roger Spottiswoode's "Under Fire"; Paul Mazursky's "Down and Out in Beverly Hills"; Walter Hill's "Extreme Prejudice"; and the drama "Weeds," for which Nolte earned another Golden Globe nomination.

Continuing to take on challenging and diverse characters, Nolte subsequently starred in the comedy "Three Fugitives," with Martin Short; Sidney Lumet's "Q & A"; Martin Scorsese's segment of "New York Stories"; John Milius' "Farewell to the King"; Karel Reisz's "Everybody Wins"; the sequel "Another 48 Hrs.," which reunited him with Eddie Murphy and director Walter Hill; Martin Scorsese's acclaimed remake of the thriller "Cape Fear"; George Miller's "Lorenzo's Oil," with Susan Sarandon; James L. Brooks' "I'll Do Anything"; "I Love Trouble," opposite Julia Roberts; the title role in James Ivory's "Jefferson in Paris"; Oliver Stone's "U Turn," with Sean Penn; Alan Rudolph's "Afterglow" and "Investigating Sex"; and Terrence Malik's "The Thin Red Line."

Recently returning to the stage, Nolte starred with Sean Penn in a production of Sam Shepard's play "The Late Henry Moss."

THOMAS HADEN CHURCH (Dwayne) earned Academy Award[®], Golden Globe and Screen Actors Guild (SAG) Award nominations for his work in Alexander Payne's award-winning independent film "Sideways." For his portrayal of Jack, the philandering groom-to-be taking a last road trip before his wedding, Church also won an Independent Spirit Award, as well as Best Supporting Actor Awards from a number of critics groups,

including the Broadcast Film Critics, the Los Angeles Film Critics, the National Board of Review, the National Society of Film Critics, and the Boston, San Francisco and Chicago Film Critics, among others. Additionally, he shared in winning a SAG Award for Outstanding Motion Picture Cast with fellow "Sideways" stars Paul Giamatti, Virginia Madsen and Sandra Oh.

Church's versatility as an actor is exemplified in three very different upcoming projects. Following "Over the Hedge," he lends his voice to the character of a crow named Brooks in the new live-action screen version of "Charlotte's Web," set for a Holiday 2006 release. He is also filming the role of Spider-Man's new archenemy, Sandman, in the much-anticipated third installment of the "Spider-Man" franchise, scheduled to be released in 2007. In addition, he will star opposite Robert Duvall in the Western epic "Broken Trail," directed by Walter Hill, which premieres June 24 on television's American Movie Classics channel.

His previous feature film credits include "3000 Miles to Graceland," with Kurt Russell and Kevin Costner; the hit comedy "George of the Jungle," starring Brendan Fraser in the title role; the cable movie "Free Money," with the legendary Marlon Brando, Donald Sutherland and Martin Sheen; and the acclaimed Western "Tombstone," in which Church made his feature film debut.

Church first became best known to television audiences when he landed the series regular role of Lowell Mather, the dim-witted airplane mechanic, on the long-running NBC comedy series "Wings." He went on to play the title role of the self-righteous Ned Dorsey on the Fox comedy series "Ned and Stacey," in which he starred opposite Debra Messing.

In addition to his acting work, Church is also the co-screenwriter and director of the film "Rolling Kansas," which premiered as an official selection at the 2003 Sundance Film Festival.

ALLISON JANNEY (Gladys) is a consummate actress who has been honored for her work on stage, screen and television. For the past seven years, she has starred on NBC's award-winning drama series "The West Wing," playing C.J. Cregg, the White House Press Secretary who was recently promoted to Chief of Staff. Janney won a remarkable four Emmy Awards and received a fifth Emmy nomination, as well as four consecutive Golden Globe Award nominations, for her work on the show. In addition, she garnered four Screen Actors Guild (SAG) Awards for her performance on "The West Wing," two for Best Female Actor in a Drama Series and two as a member of the winning ensemble cast, and gained another seven SAG Award nominations, including three individual nods for Best Female Actor in a Drama Series.

Janney has also been recognized for her work in films. In 2000, she won her first SAG Award as part of the cast of Sam Mendes' Academy Award®-winning drama "American Beauty." Janney also joined Meryl Streep and Nicole Kidman in the ensemble cast of the acclaimed drama "The Hours," for which she shared in a SAG Award nomination for Outstanding Cast in a Motion Picture. Most recently, she earned a 2006 Independent Spirit Award nomination for Best Supporting Actress for her work in "Our Very Own," which debuted at the Los Angeles Film Festival.

Janney next stars with Matt Damon and Anna Paquin in Kenneth Lonergan's "Margaret." Her recent film credits also include the independent features "The Chumscrubber," which premiered at the 2005 Sundance Film Festival; "Piccadilly Jim," which premiered at the Tribeca Film Festival; and the critically acclaimed "Winter Solstice," which was an official selection at a number of film festivals.

Previously, Janney was seen in such films as "How to Deal," "Nurse Betty," "Drop Dead Gorgeous," "10 Things I Hate About You," "Celebrity," "Six Days, Seven Nights," "The Object of My Affection," "Primary Colors," "The Ice Storm" and "Big Night."

An accomplished stage actress, Janney was nominated for a 1998 Tony Award and won an Outer Critics Circle Award and a Drama Desk Award for Best Supporting Actress for her performance on Broadway in Arthur Miller's "A View from the Bridge." The year before, she won an Outer Critics Circle Award and a Theatre World Award for her work on Broadway in "Present Laughter." Her theatre repertoire also includes the New York Public Theater's production of "Taming of the Shrew," which was part of the Shakespeare in the Park series.

EUGENE LEVY (Lou) has been a favorite of both critics and comedy audiences for more than 30 years, beginning in the 1970s with the celebrated Second City comedy troupe. Today's audiences know him best for his work in some of the most popular comedy films in recent years, including the "American Pie" movies, as well as for his successful collaborations with writer/director Christopher Guest.

Levy honed his comedy skills as a part of the renowned Second City comedy troupe in his native Canada. In the mid-1970s, he and fellow troupe members John Candy and Joe Flaherty made the move from Toronto to California to try their luck in the U.S. Their idea for a television series about a low-budget television station blossomed into "Second City TV." The show became a solid hit in Canada and developed a loyal cult following in the States. After "SCTV's" initial run ended in 1981, NBC brought the show back in an extended version called "SCTV Network 90," which ran until 1983. In addition to being one of the program's favorite players, Levy won two Emmy Awards and earned six additional Emmy nominations as a member of the show's writing staff.

Following "SCTV," Levy continued to act and write for television and also segued to the big screen, appearing in such feature films as "National Lampoon's Vacation" and "Father of the Bride." In 1992, he made his feature film directorial debut with the comedy "Once Upon a Crime," starring John Candy and Jim Belushi. In 1996, Levy and Christopher Guest teamed to write a screenplay for a mockumentary about a small-town theatre troupe, called "Waiting for Guffman." Guest directed the film in which Levy starred as the stage-struck dentist, Allan Pearl. The film was a hit and Levy and Guest shared an Independent Spirit Award nomination for Best Screenplay.

In 1999, Levy became a star to a new generation when he appeared in the smash hit comedy "American Pie." Levy earned an American Comedy Award nomination for his performance as the understanding but terminally unhip father of a hormonally charged teenager. He went on to reprise his role in the 2001 sequel, "American Pie 2," and in 2003's "American Wedding."

In 2000, Levy and Guest reunited to write the hit comedy "Best in Show," which lampooned the world of dog shows and brought them a Best Screenplay nomination from the Writers Guild of America. Levy also starred in the film under Guest's direction. He and Guest more recently co-wrote and starred in the 2003 mockumentary "A Mighty Wind," a parody about 1960s folk musicians who reunite for a tribute concert decades after their heyday. For that film, Levy and Guest earned another Independent Spirit Award nomination for Best Screenplay, and Levy won a New York Film Critics Award for Best Supporting Actor for his performance. In addition, Levy shared in a Grammy Award and a Critics' Choice Award for co-writing the film's title song. His latest writing and acting collaboration with Guest is the comedy "For Your Consideration," due out this fall.

Levy's additional film credits include "Bringing Down the House," with Steve Martin and Queen Latifah; "The Man," starring Samuel L. Jackson; and "Cheaper by the Dozen 2," with Steve Martin and Bonnie Hunt. He also lent his voice to the animated film "Curious George."

CATHERINE O'HARA (Penny) won an American Comedy Award for Funniest Supporting Actress in a Motion Picture for her work in Christopher Guest's acclaimed comedy hit "Best in Show." She has also worked with Guest as a member of the ensemble casts of "A Mighty Wind," for which she also co-composed some of the songs, and "Waiting for Guffman." They most recently reunited on Guest's upcoming comedy "For Your Consideration," due out this fall.

O'Hara first got into acting, writing, improvising and directing with Toronto's Second City Theatre, then, with fellow alumni, created the comedy show "SCTV," which

recently enjoyed a successful DVD release. O'Hara won an Emmy Award and earned four additional Emmy nominations for her writing on the show.

One of O'Hara's earliest film roles was the outlandishly artistic mother in Tim Burton's "Beetlejuice." She also played the mother in the comedy smash "Home Alone," as well as in the hit sequel "Home Alone 2: Lost in New York." Her other film credits include "Game 6," "Lemony Snicket's A Series of Unfortunate Events," "After Hours," "Heartburn," "Home Fries" and "Orange County." In addition, she provided the voices of Sally and Shock in the animated fantasy film "Tim Burton's The Nightmare Before Christmas." She will next be heard in "Monster House," and will be seen in "Penelope."

Among her television credits, she joined the cast of HBO's "Six Feet Under" for several episodes of the 2003 season.

AVRIL LAVIGNE (Heather) is one of the music industry's top female recording artists with multi-platinum-selling CDs and #1 singles. Since bursting onto the scene in 2002, at the age of 17, she has earned numerous awards and honors, including eight Grammy nominations, three World Music Awards, an MTV Music Video Award, and seven Juno Awards in her native Canada.

Born in the small town of Napanee, Ontario, Canada, Lavigne stood out from the crowd at an early age. Her musical talents were noticeable by the age of two and, by the time she was in her early teens, she was already writing songs and playing guitar. Singing in the church choir and at local festivals allowed Lavigne to get her voice heard.

On a trip to New York at age 16, Lavigne was signed to Arista Records when she impressed Arista head Antonio "LA" Reid. Not long after, Lavigne moved to Los Angeles to work on her first record. By summer 2002, her debut CD, *Let Go*, was released and began soaring up the charts. With 15 million albums sold and three #1 singles—"Sk8ter Boi," "Complicated" and "I'm With You"—Lavigne gave young women a defiant voice.

In May 2004, Lavigne again scored a hit with her follow-up CD, *Under My Skin*. This time the Canadian chanteuse took charge of her creative direction, and the album reflected a more introspective Avril. Debuting at #1 on charts worldwide, the CD delivered her fourth #1 single, "My Happy Ending."

Twenty-five million albums later, and following multiple world tours and myriad magazine covers and television appearances, Lavigne is now finding time to concentrate on her other passions, including acting and fashion. She is also continuing to work on her third album, which will likely be released in 2007.

OMID DJALILI (Tiger) has gained a large and loyal following as a stand-up comedian, and has also been steadily building a career as an actor in films and on

television. He was most recently seen with Heath Ledger in Lasse Hallström's "Casanova," starring as Casanova's sidekick, Lupo. Djalili's other film credits include the role of Picasso in "Modigliani," opposite Andy Garcia; "Sky Captain and the World of Tomorrow"; "Mean Machine"; Tony Scott's "Spy Game," with Robert Redford and Brad Pitt; Ridley Scott's Oscar[®]-winning epic "Gladiator"; the James Bond actioner "The World is Not Enough"; the horror hit "The Mummy"; and the romantic comedy hit "Notting Hill."

On television, Djalili was a series regular on the comedy series "Whoopi," starring Whoopi Goldberg, and he provided the voice of Zipeau in the fantasy series "Dinotopia." He was also seen in the telefilms "Jason and the Argonauts" and "Cleopatra," and has starred in several television projects in his native England, most recently including "Chopratown" and "My Family and Other Animals."

Djalili's breakthrough success came as a stand-up comedian. He won the Spirit of the Fringe Award for his show "A Strange Bit of History" at the Edinburgh Festival in 1994 and has since been a festival favorite. He won another Spirit of the Fringe Award in 1999 for "The Iranian Ceilidh," and his popularity continued to grow with 2002's "Behind Enemy Lines," for which he received a Perrier Award nomination.

In early 2005, he shot an HBO special, which aired to great critical acclaim. Also that year, his show "No Agenda" became the top-selling comedy show in the history of the Edinburgh Festival. Djalili took the show on a tour of the UK, where his performance at the famous London Palladium was filmed for release on DVD in March 2006. Djalili has also proven to have tremendous international appeal, with performances in Australia, Austria, Germany, Holland, Denmark, Sweden, Norway, Switzerland, the Czech Republic, and Slovakia. He recently performed in Qatar, where the audience included former President Bill Clinton.

ABOUT THE FILMMAKERS

TIM JOHNSON (Director) made his animated feature film directorial debut in 1998 on DreamWorks' first computer-animated comedy release, "Antz," which starred the voices of Woody Allen, Sharon Stone, Anne Bancroft, Sylvester Stallone, Gene Hackman and Jennifer Lopez. He more recently directed the animated action adventure "Sinbad: Legend of the Seven Seas," starring the voices of Brad Pitt, Catherine Zeta-Jones and Joseph Fiennes.

Johnson joined PDI in 1988 and, two years later, co-founded the studio's Character Animation Group. He later served as the animation director on "The Simpsons" 1995 Halloween special, "Homer3," leading the team in transporting the two-dimensional Homer into a three-dimensional world. The episode has remained a favorite of fans of "The Simpsons," and has become a classic to animation aficionados.

Johnson's background in film and animation dates back to his college years. While earning a BA in English Literature at Northwestern University, he produced two animated films, both of which earned Richter Grant Organization Awards. Upon graduation, he worked for two years as a freelance cel animator and director. His introduction to computer animation came in 1985 while he was on staff at Post Effects in Chicago.

KAREY KIRKPATRICK (Director/Screenwriter) makes his directorial debut on "Over the Hedge." Kirkpatrick's writing credits encompass both live-action and animated features. He most recently co-wrote the new live-action version of "Charlotte's Web," based on the beloved children's classic. Due out this holiday season, the film stars Dakota Fanning and also features the voice talents of Julia Roberts, Robert Redford, Steve Buscemi, Oprah Winfrey and John Cleese, among others. Together with his writing partner, Chris Poche, he also wrote an original comedy entitled "Flakes," which Kirkpatrick also produced. Slated for release in 2006, the film stars Zooey Deschanel, Christopher Lloyd and Aaron Stanford.

Born and raised in Louisiana, Kirkpatrick attended a performing arts high school and started out as an actor. His career pursuits eventually landed him on the streets of Walt Disney World's EPCOT Center, where he performed improvisational audience-participation street theater. As his artistic focus turned to writing, he was accepted to the USC School of Cinema-Television's Filmic Writing Program, where he won the Robert Riskin Screenwriting Award and the Jack Nicholson Screenwriting Award.

Immediately out of film school, Kirkpatrick landed a job as a staff writer at Walt Disney Feature Animation, where he worked for more than three years. During that time,

he earned his first screenwriting credit as a co-writer on “The Rescuers Down Under.” Since then, Kirkpatrick has been working almost non-stop as a freelance screenwriter. He co-wrote the comedy “Honey, We Shrank Ourselves,” which, together with his animation experience, led to his co-writing the acclaimed stop-motion animated feature “James and the Giant Peach.” In addition, he adapted the film’s script into a children’s storybook, featuring illustrations and conceptual designs by award-winning illustrator Lane Smith.

Kirkpatrick went on to write the screenplay for DreamWorks’ and Aardman’s award-winning clay-animated comedy “Chicken Run,” which was named the best-reviewed movie of 2000. On the live-action side, he co-wrote the screenplay for the family comedy fantasy “The Little Vampire.” He more recently collaborated with author Douglas Adams on the screenplay for the sci-fi comedy “The Hitchhiker’s Guide to the Galaxy,” based on Adams’ enduring bestseller.

BONNIE ARNOLD (Producer) previously produced the 1995 landmark computer-animated feature “Toy Story” and the Disney blockbuster “Tarzan.” In the world of live-action production, the veteran filmmaker’s credits include serving as an associate producer on Kevin Costner’s Oscar®-winning epic Western “Dances with Wolves” and Barry Sonnenfeld’s hit comedy “The Addams Family.” She has also held a variety of production posts, working with such top directors as Peter Weir, Tony Scott, Stephen Frears and Michael Mann.

An interest in journalism led Arnold to her first professional entertainment industry assignment as the unit publicist for American Playhouse’s debut production, “King of America.” Following that, Arnold began working with several independent filmmakers’ groups and helped to promote the Atlanta Independent Film and Video Festival. In addition, she oversaw a touring showcase of independent films, sponsored by the American Film Institute. Her efforts to arrange financing for independent ventures influenced her decision to pursue a career as a producer.

In 1984, Arnold worked on her first major Hollywood film as a production coordinator for Neil Simon’s “The Slugger’s Wife.” She went on to serve as the production coordinator for the U.S. portions of Peter Weir’s “The Mosquito Coast.” While working in a similar role on “Leader of the Band,” she met David Picker, who invited her to work with him at Columbia Pictures. Assignments as a production supervisor on such films as “Hero,” “Stars and Bars,” “The Mighty Quinn” and “Revenge” followed. Her association with Kevin Costner and her reputation for managing complex productions led to her work on “Dances with Wolves.”

MIKE FRY (Creative Consultant) brings an illustrious cartooning background to his work as the co-creator and writer of the comic strip *Over the Hedge*. He is a screenwriter and producer of the Internet cartoon series “Live Nude Geeks” (at pcmag.com). He was also the executive producer and creative consultant for the animated television series “Committed.” Produced by Nelvana, the series debuted in 2001 on CTV Canada and is based on the irreverently funny comic panel that Fry created for United Feature Syndicate.

Fry, together with Guy Vasilovich, co-created the popular comic *When I Was Short*, which was made into a pilot short for Warner Bros. Television Animation. Fry is also the creator of “Cheeverwood,” “Scotty” and the editorial cartoon “No Bull.” In addition to the *Over the Hedge* collections, Fry’s published works include *When I Was Short* (Avon Books), *Scotty: Born to Be Mild* (Fine Toon Books) and *Scotty’s Houston: The View From Cafe Phil* (Loud Books).

Born in Minneapolis, Fry attended Baylor University in Waco, Texas, and holds a Bachelor of Arts in History from the University of Texas at Austin. He was an editorial cartoonist for the student newspapers at both universities, and his first cartoon published after college appeared in *Playboy*. Fry is a founding partner of RingTales, a New Media company that produces short-form animated content for all platforms. He has also worked with Mondo Media to create, produce and develop interactive animated Web programming. Fry lives in Austin, Texas, with his wife, their two daughters, one dog, two turtles, a few scorpions and a dozen or so shrub-eating cows.

T LEWIS (Creative Consultant) is the co-creator and illustrator of the *Over the Hedge* comic strip. A native of Texas, he grew up in such exotic locales as Africa, Switzerland and Alaska. He now lives and works in Omak, Washington, commuting occasionally to Houston, New York and Los Angeles.

Lewis’ eclectic artistic interests have found many wide-ranging outlets, including children’s books, for which he won the 1999 National Cartoonist Society’s Reuben Award for Book Illustration. His most recent major book is *The Forgotten Helper* (Random House), which was conceived and illustrated by Lewis and authored by Lorrie Moore. It has since been published in Italian, Spanish, German and Japanese editions. Lewis has also drawn the *Mickey Mouse* comic strip for Disney Productions and King Features Syndicate.

Lewis holds a Bachelor of Fine Arts degree and has taught art at the University of Alaska, as well as in the Alaskan State Arts Council’s Artists in Villages program, above the Arctic Circle.

LEN BLUM (Screenwriter) is a veteran screenwriter who most recently co-wrote, with Steve Martin, the screenplay for the hit remake of “The Pink Panther.” Blum also co-wrote the screenplay for “Private Parts,” based on the Howard Stern autobiography, and wrote the comedy sequel “Beethoven’s 2nd.”

Blum first made his mark in the film industry when he partnered with Daniel Goldberg on two back-to-back comedy hits for director Ivan Reitman: 1979’s “Meatballs” and 1981’s “Stripes,” both starring Bill Murray. Blum lives in Montreal, Canada, where his wife is President of McGill University.

LORNE CAMERON & DAVID HOSELTON (Screenwriters) co-wrote the 2003 animated film “Brother Bear,” which earned an Academy Award® nomination for Best Animated Feature. Cameron and Hoselton also co-wrote the computer-animated feature “Ratatouille,” starring the voice of Brad Garrett, which is due out in summer 2007.

On the live-action side, Cameron and Hoselton co-wrote the comedy “Like Father Like Son,” starring Dudley Moore, and wrote the story for the Arthurian legend “First Knight,” starring Sean Connery and Richard Gere.

Cameron and Hoselton have also written for television, including the pilot for “Justice League of America,” on which they served as executive producers, and the crime comedy telefilm “Catch Me If You Can,” starring Tim Matheson.

BILL DAMASCHKE (Executive Producer) is the Head of Creative Production and Development for DreamWorks Animation (DWA), where he is responsible for overseeing the creative production process for all DWA projects, overseeing all artistic development, shaping the creative teams behind each project, and growing and developing the company’s creative talent pool.

In addition to his studio responsibilities, Damaschke produced the computer-animated comedy “Shrek,” which earned an Academy Award® nomination for Best Animated Feature. During his tenure at DWA, Damaschke has also been involved in such animated releases as the Academy Award®-winning blockbuster “Shrek”; the Oscar®-nominated sequel, “Shrek 2,” which is the top-grossing animated film of all time; the recent Oscar® winner “Wallace & Gromit: The Curse of the Were-Rabbit”; and “Madagascar,” which is the highest-grossing original film in the studio’s history.

Currently, there are a wide range of computer-animated comedies in production at DWA, including “Flushed Away,” due out in Fall 2006, and “Shrek the Third” and “Bee Movie,” both slated for release in 2007. Damaschke is also actively overseeing the new theatrical “Shrek” musical, which is being produced for the stage.

A native of Chicago, Damaschke graduated from Illinois' Wesleyan University with a BFA in Music and Theatre. He began his career in animation working on the hit feature "Pocahontas." Coming to DreamWorks in 1995, Damaschke served as a production manager on the traditionally animated musical epic "The Prince of Egypt." He later co-executive produced the animated adventure "The Road to El Dorado." Damaschke was named Head of Creative Production in 1999, and was promoted to his current post in 2005.

ELLEN COSS (Associate Producer) is a 20-year veteran in computer-generated imagery, starting out as a coordinator at the seminal Digital Productions. In the 1980s, Coss spent two and a half years at Universal Studios' theme park, serving as the production manager of the film for the innovative "Funtastic World of Hanna Barbera" attraction, which opened at Universal's Florida park in 1991.

Following her stint at Universal, Coss joined Rhythm & Hues as a producer. During her five-year tenure, she produced several theme park-attraction films, including "Seafari," which won first place at Imagina that year. She later became the executive producer of the theme park division. Moving to Disney Feature Animation, Coss produced the theme park-attraction films "Magic Lamp" and "Mickey's Philharmagic." "Magic Lamp" is currently playing at Disneyland Tokyo, and "Philharmagic" is currently playing at the Magic Kingdom in Orlando and Disneyland Hong Kong.

Coss came to DreamWorks Animation as a production executive in 2003.

JIM COX (Co-Executive Producer) is a screenwriter and producer who has primarily worked in the family entertainment arena, particularly animated features. His writing credits include the films "Oliver & Company," "The Rescuers Down Under" and "FernGully: The Last Rainforest," on which he also served as a co-producer. In addition, he worked on the inception of and script development for the Oscar[®]-nominated animated hit "Beauty and the Beast."

In addition to his film work, Cox and *Over the Hedge* co-creator Mike Fry are the co-founders of RingTales LLC, a new media company that produces short animated content for the internet and mobile phones.

Born in Spokane, Washington, Cox received his undergraduate degree in Media Studies from Evergreen College in Olympia, Washington.

RUPERT GREGSON-WILLIAMS (Composer) has scored a wide variety of film and television projects. In 2004, he collaborated with Andrea Guerra to compose the score for the acclaimed true-life drama "Hotel Rwanda," for which the composers won a

European Film Award. He more recently contributed to the scores of the Oscar®-winning animated feature “Wallace & Gromit: The Curse of the Were-Rabbit” and Antoine Fuqua’s live-action epic “King Arthur.” His upcoming films include Nick Hurran’s “It’s a Boy Girl Thing” and Peter Hewitt’s “Zoom.”

Gregson-Williams has also created the scores for such feature films as the teen comedy “What a Girl Wants,” starring Amanda Bynes and Colin Firth; the biographical comedy-drama “The Night We Called It a Day,” starring Dennis Hopper and Melanie Griffith; Brad Mirman’s crime comedy “Crime Spree,” starring Gérard Depardieu and Harvey Keitel; Nick Hurran’s “Plots With a View,” starring Brenda Blethyn and Alfred Molina; Peter Hewitt’s “Thunderpants,” starring Simon Callow; Nick Hurran’s “Virtual Sexuality”; and “Urban Ghost Story.” He has also collaborated with composer Hans Zimmer on a number of animated and live-action features.

Gregson-Williams received an Emmy Award nomination for his score for “Jack and the Beanstalk: The Real Story.” His television work also includes Peter Hewitt’s “Princess of Thieves,” and four projects for director Nick Hurran: “Walk Away and I Stumble”; “Take a Girl Like You”; “Happy Birthday Shakespeare”; and the series “The Last Detective.” He also scored the acclaimed documentary miniseries “Long Way Round,” which followed actors Ewan McGregor and Charley Boorman on a motorcycle trip around the world.

In addition to his busy film schedule, Gregson-Williams has composed for the London Symphony Orchestra, wrote the FIFA Soccer World Cup anthem, produced albums for EMI, and worked alongside several famed conductors and recording artists.

BEN FOLDS (Songs) has enjoyed success as both a solo artist and as the frontman and pianist for the group Ben Folds Five. His composition and playing technique remain wholly unique, combining elements of jazz and power rock. Although he is best known for his prowess as a pianist, Folds’ first instrument was drums, and he is also adept at guitar and bass.

Emerging in the early 1990s, the guitarless trio Ben Folds Five was a refreshing break from the norm. In addition to Folds on piano and vocals, the group also included a bassist and a drummer. The group put on a high-energy, blistering live show, turning the band into a must-see live act. Ben Folds Five was signed to an independent record label, resulting in their self-titled debut CD in 1995. Two years later, their second album, *Whatever and Ever Amen*, was released on Epic Records, and included the ballad “Brick,” which broke the band commercially.

While 1998 didn’t see a new studio album by the band, Ben Folds Five’s former label issued a 16-track rarities collection, titled *Naked Baby Photos*. That same year,

Folds released his first solo album, *Volume 1*, under the pseudonym Fear of Pop. Ben Folds Five regrouped with 1999's *The Unauthorized Biography of Reinhold Messner*, which was a more mature work than its predecessors, although the energetic lead-off single, "Army," showed that Folds' humorous approach hadn't dulled at all.

Due to artistic differences, Ben Folds Five broke up in 2000. In 2001, Folds' second solo album, *Rockin' the Suburbs*, was released, with Folds playing most of the instruments himself. A year later, he released a live album, *Ben Folds Live*, and followed it up with three EPs. In 2005, his latest solo work, *Songs for Silverman*, was released to critical acclaim.

Over the past few years, Folds has also provided a number of songs for film soundtracks, including "Lonely Christmas Eve" for Ron Howard's "How the Grinch Stole Christmas," and a rendition of the Beatles' "Golden Slumbers" for "I Am Sam." He has also done charity compilations, including the song "Wicked Little Town," from the show "Hedwig and the Angry Inch," for the benefit album *Wig in a Box*, and *No Boundaries*, a benefit album for Kosovo refugees.

Touring each year, Ben Folds is famous for his charismatic, energetic concerts, and his trademark wit and musicality. Supporting the independent music scene, Folds created his own record label (Attacked By Plastic), and does promotional work for independent record stores across the country.

KATHY ALTIERI (Production Designer) came to DreamWorks in 1994 and worked as an art director on the traditionally animated epic musical "The Prince of Egypt." She then moved up to production designer on the Oscar[®]-nominated animated feature "Spirit: Stallion of the Cimarron." Presently, Altieri is overseeing the production design for one of DreamWorks Animation's future projects, the computer-animated comedy "How to Train Your Dragon," based on the book by Cressida Cowell.

Altieri's earlier animation credits include work as a background supervisor on the hit feature "Aladdin," the featurette "The Prince and the Pauper," and the Roger Rabbit short "Tummy Trouble." She was also a background painter on such animated successes as "The Lion King," "The Little Mermaid" and "The Hunchback of Notre Dame," as well as on another Roger Rabbit short, "Roller Coaster Rabbit."

CRAIG RING (Visual Effects Supervisor) served as the digital supervisor on DreamWorks' animated adventure "Sinbad: Legend of the Seven Seas."

Prior to coming to DreamWorks Animation, Ring was based at PDI/DreamWorks in Northern California. While at PDI, he worked as a CG Supervisor on the traditionally animated "The Road to El Dorado" and was also the lead lighting supervisor for

DreamWorks' first computer-animated release, "Antz." In addition, Ring worked on such live-action features as "Batman and Robin," "The Peacemaker," "The Arrival" and "Batman Forever."

Before joining PDI/DreamWorks, Ring was at Industrial Light & Magic, where he worked on the computer graphics in the Oscar[®]-winning feature "Forrest Gump." He had started out working in product design, software design and digital hardware design at Hewlett-Packard.

JOHN K. CARR (Editor) has worked as both a film editor and as a sound editor. He has won three Golden Reel Awards from the Motion Picture Sound Editors, the first in 1997 for his work on the animated film "The Hunchback of Notre Dame," and one the following year as part of the editing team on the animated feature "Hercules." He won his third Golden Reel in 2002 as the supervising sound editor on the animated film "Atlantis: The Lost Empire."

Carr also served as a sound editor on the animated hit "A Bug's Life." He had earlier edited the animated feature "All Dogs Go to Heaven," and he was a co-editor on "The Land Before Time."

JEFF SNOW (Head of Story) has been with DreamWorks since 1997, when he served as a co-story supervisor on the traditionally animated feature "The Road to El Dorado."

Snow began his career in animation as a story artist at Disney, where he worked on the films "Tarzan," "Mulan," "Hercules" and "The Hunchback of Notre Dame." Snow also worked at Warner Bros. as a story artist on the animated feature "Batman: Mask of Phantasm," and as a layout and story artist on the television series "Batman: The Animated Series."

DAMON O'BEIRNE (Head of Layout) held the post of layout supervisor on the traditionally animated adventure "Sinbad: Legend of the Seven Seas." He was more recently a part of the layout teams on the computer-animated hits "Madagascar" and "Shark Tale."

O'Beirne came to DreamWorks in 1995, starting out as a workbook and lighting layout artist on "The Prince of Egypt." He later served as a layout supervisor on "The Road to El Dorado" and also worked as an animatic artist on "Spirit: Stallion of the Cimarron."

O'Beirne started his animation career at London-based Amblimation, where he worked on the animated features "Balto" and "We're Back! A Dinosaur's Story."

CHRISTIAN SCHELLEWALD (Art Director) previously served as a visual development artist on DreamWorks' "The Prince of Egypt." He went on to be the production designer on the studio's second traditionally animated feature, "The Road to El Dorado."

Hailing from Essen, Germany, Schellewald studied graphic design at the University of Essen. He went on to work as a comic strip artist and freelance illustrator before segueing into animation. He began his animation career at Amblimation in London, where he worked as a layout artist on "Balto."

PAUL SHARDLOW (Art Director) has served as a visual development artist on the DreamWorks Animation films "The Prince of Egypt," "Shrek," "Spirit: Stallion of the Cimarron" and "Shark Tale," as well as the upcoming features "Flushed Away," "Bee Movie" and "How to Train Your Dragon."

Originally from Manchester, England, Shardlow earned a B.A. in Illustration from Leicester College of Art and began his career in 1970. He spent 25 years in London as a freelance artist, working on commercials and television specials, and illustrating for books, magazines and program titles. He also worked as a background painter on the films "Watership Down," "Heavy Metal" and "Who Framed Roger Rabbit." In 1995, he came to DreamWorks as part of the animation company's core start-up group.

DAVID BURGESS (Supervising Animator) most recently worked on the computer-animated hits "Madagascar" and "Shrek 2." He is currently working as the head of character animation on the future DreamWorks Animation project "Rex Havoc."

Burgess came to DreamWorks from Walt Disney Feature Animation, where he worked on some of their most successful productions. His credits include the posts of supervising animator on "Tarzan" and "The Lion King," and animator on "Beauty and the Beast" and "Aladdin."

JOHN HILL (Supervising Animator) is currently at work as a supervising animator on DreamWorks' upcoming animated feature "Bee Movie." During his tenure at the studio, he has also served as an animator on the films "Shark Tale," "Sinbad: Legend of the Seven Seas" and "Spirit: Stallion of the Cimarron."

Before coming to DreamWorks, Hill had collaborated with renowned animation director Don Bluth on a number of films. He was a supervising animator on Bluth's "Titan A.E.," "Bartok the Magnificent," "Anastasia," "A Troll in Central Park" and "Thumbelina."

Hill also worked as an animator on the Bluth-directed features “Rock-A-Doodle,” “All Dogs Go to Heaven” and “The Land Before Time.”

JASON REISIG (Supervising Animator) most recently worked on the hit comedy “Madagascar.” He is now serving as a supervising animator on the computer-animated comedy “Kung Fu Panda,” which is slated for release in 2008.

Reisig began his career in 1996 at PDI/DreamWorks, where he worked as an animator on “Antz” and “Shrek.” For his work on the latter, he was nominated for an Annie Award for Outstanding Individual Achievement for Character Animation.

In 2002, Reisig went to Sony Pictures Imageworks, where he was a lead character animator on the live-action blockbuster “Spider-Man 2.” He also worked on “Stuart Little 2,” “Christmas with the Kranks” and the Oscar[®]-winning animated short “The Chubbchubbs.”

KRISTOF SERRAND (Supervising Animator) came to DreamWorks in 1995 and was a supervising animator on “The Prince of Egypt.” He then supervised the animation teams on “The Road to El Dorado” and “Sinbad: Legend of the Seven Seas.” He also served as the animation and final line supervisor on “Spirit: Stallion of the Cimarron” and as an animator on the computer-animated comedy “Shark Tale.”

Serrand had previously worked at Amblimation in London, where he was a supervising animator on the films “Balto,” “We’re Back! A Dinosaur’s Story” and “An American Tail: Fievel Goes West.” He also worked as an animator for Gaumont Studios on such features as “The Big Fight,” “Asterix in Britain” and “The Cesar’s Surprise.”

WILLIAM SALAZAR (Supervising Animator) was a supervising animator on the computer-animated hit “Shark Tale.” He previously supervised the animation for several central characters in DreamWorks’ traditionally animated features. He was the supervising animator for the female lead character, Marina, in “Sinbad: Legend of the Seven Seas,” the equine love interest, Rain, in “Spirit: Stallion of the Cimarron,” Tulio in “The Road to El Dorado,” and Young Moses in “The Prince of Egypt.”

Salazar also worked at the London-based Amblimation, where he served as an assistant animator on “An American Tail: Fievel Goes West,” as an animator on “We’re Back! A Dinosaur’s Story,” and as a supervising animator on “Balto.”