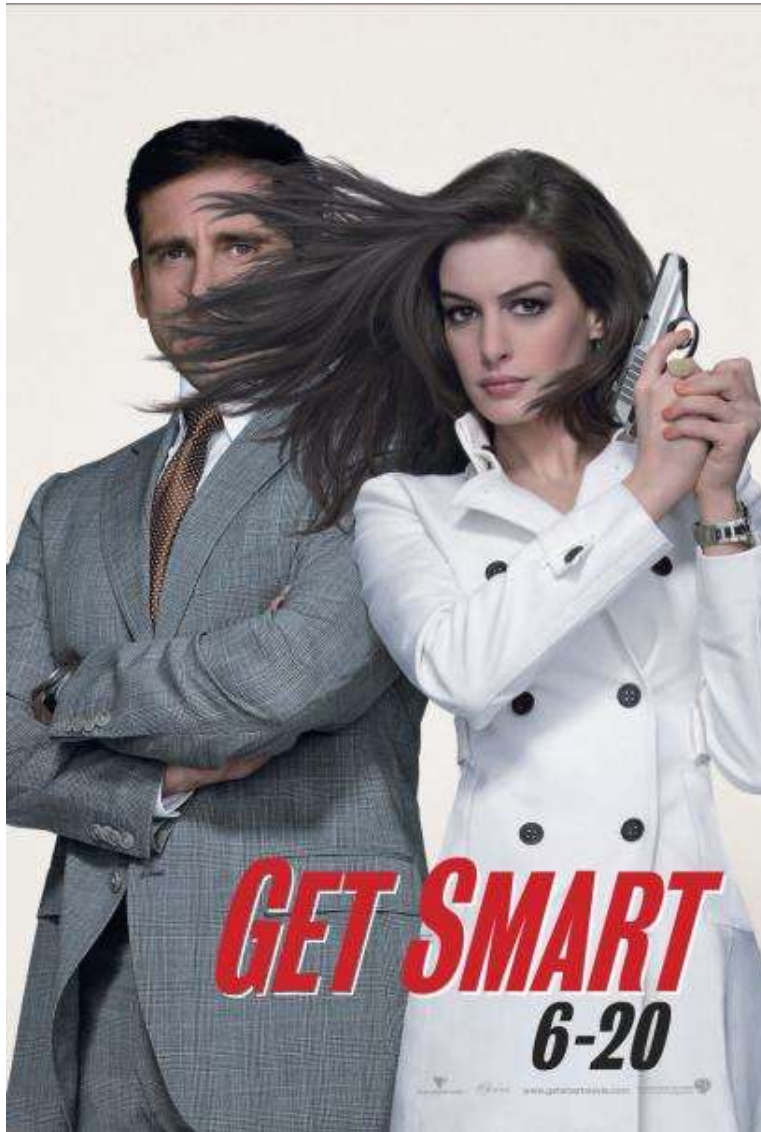


# Get Smart

## Production Notes

*Provided by Warner Bros.*



**Release Date:** June 20, 2008

**Studio:** Warner Bros. Pictures

**Director:** Peter Segal

**Screenwriter:** Tom J. Astle, Matt Ember

**Starring:** Steve Carell, Anne Hathaway, Dwayne "The Rock" Johnson, Alan Arkin, Terence Stamp, Terry Crews, David Koechner, James Caan, Masi Oka, Nate Torrence, Kenneth Davitian

**Genre:** Action, Comedy

**MPAA Rating:** PG-13 (for some rude humor, action violence and language)

**Official Website:**

[GetSmartmovie.com](http://GetSmartmovie.com) |

[MySpace.com/GetSmart](http://MySpace.com/GetSmart)

**Plot Summary:** Maxwell Smart (Steve Carell) is on a mission to thwart the latest plot for world domination by the evil crime syndicate known as KAOS. When the headquarters of U.S. spy agency Control is attacked and the identities of its agents compromised, the Chief (Alan Arkin) has no choice but to promote his ever-eager analyst Maxwell Smart, who has always

dreamt of working in the field alongside stalwart superstar Agent 23 (Dwayne Johnson). Smart is partnered instead with the lovely-but-lethal veteran Agent 99 (Anne Hathaway). Given little field experience and even less time, Smart--armed with nothing but a few spy-tech gadgets and his unbridled enthusiasm--must thwart the doomsday plans of KAOS head Siegfried (Terence Stamp).

## **ABOUT THE FILM**

The action comedy "Get Smart" sends CONTROL agent Maxwell Smart (Steve Carell) on his most dangerous and important mission: to thwart the latest plot for world domination by the evil crime syndicate known as KAOS.

It also happens to be his very first mission.

When the headquarters of secret U.S. spy agency CONTROL is attacked and the identities of its agents compromised, the Chief (Alan Arkin) has no choice but to promote his ever-eager analyst Maxwell Smart, who has always dreamt of working in the field alongside his idol, stalwart superstar Agent 23 (Dwayne Johnson). Smart is partnered instead with the only other agent whose identity has not been compromised: the lovely-but-lethal veteran Agent 99 (Anne Hathaway).

As Smart and 99 get closer to unraveling KAOS' master plan-and each other-they discover that key KAOS operative Siegfried (Terence Stamp) and his sidekick, Shtarker (Ken Davitian), are scheming to cash in with their network of terror. With no field experience and little time, Smart-armed with nothing but a few spy-tech gadgets and his unbridled enthusiasm-must defeat KAOS if he is to save the day.

Warner Bros. Pictures presents, in association with Village Roadshow Pictures, a Mosaic Media Group / Mad Chance / Callahan Filmworks Production of a Peter Segal Film: "Get Smart," starring Steve Carell, Anne Hathaway, Dwayne Johnson, Alan Arkin, Terence Stamp and James Caan. The film is directed by Peter Segal and was written by Tom J. Astle & Matt Ember, based on characters created by Mel Brooks and Buck Henry. Andrew Lazar, Charles Roven, Alex Gartner and Michael Ewing are the producers, with Peter Segal, Steve Carell, Brent O'Connor, Jimmy Miller, Dana Goldberg and Bruce Berman serving as executive producers.

The creative team includes Academy Award-winning director of photography Dean Semler ("Dances with Wolves"), production designer Wynn Thomas ("A Beautiful Mind"), Academy Award-nominated editor Richard Pearson ("United 93") and Academy Award-winning costume designer Deborah Scott ("Titanic"). Music is by Grammy Award nominee Trevor Rabin (Yes music video "90125 Live").

"Get Smart" will be distributed worldwide by Warner Bros. Pictures, a Warner Bros. Entertainment Company, and in select territories by Village Roadshow Pictures. It is rated PG-13 by the MPAA for some rude humor, action violence and language. Soundtrack album on Varese Sarabande.

For downloadable general information and photos from "Get Smart," please visit:  
<http://press.warnerbros.com>

## **ABOUT THE PRODUCTION**

It's Agent Maxwell Smart's first day on the job and the fate of the free world has never been in more capable hands.

"Would you believe?..."

Director Peter Segal approached "Get Smart" as both a filmmaker and a fan. "This was an iconic show from the 1960s, a true classic and one of my favorites," he says. "I loved it. It was smart, irreverent and hilarious."

Says producer Charles Roven, "We didn't want to recreate it but to contemporize it- to make it work for our time with a modern perspective and action sequences that aren't only there to punctuate the laughs but are worthy of any thriller. We wanted to bring this world of super-spies into a new era with the scale and scope it truly deserves on the big screen."

Segal discovered that just imagining the familiar characters and some brand new ones in today's headline-worthy situations sparked a thousand ideas and jokes, inspired by the same savvy humor that made the series-the brainchild of comedy mavericks Mel Brooks and Buck Henry-so memorable.

"Our goal was to embrace the spirit of what Mel and Buck created and bring it to a new generation. The movie pays homage to the touchstones of the series; its irreverence, political satire and some of the catchphrases that are now part of our culture," says Segal, "but with a fresh story, a 2008 point of view and a style and energy all its own. The idea was to make a movie that offers as much to new viewers as longtime fans and, bottom line, to just make it funny as hell so it doesn't matter if you know the history or not."

Producer Alex Gartner credits Segal with "the ability to blend smart comedy [pun intended] with serious action, neither of which is easy and certainly not easily meshed, but it's something at which Peter excels and why we wanted him to direct. There's a lot of physical humor here, but played against a realistic backdrop."

Steve Carell, who stars as Maxwell Smart and also serves as an executive producer, sums it up this way: "I'd say it's 80% comedy, 20% action, 15% heart, 35% romance, 10% adventure and probably less than 1% horror. Put that all together and you have more than 100%, which is more, really, than you can expect from any movie."

Not surprisingly, notes producer Andrew Lazar, "Steve Carell as Max was the most important part of the puzzle in putting this project together. His involvement triggered everything and his ideas about how to play the character informed the entire piece."

"What first attracted me to the project was Steve," acknowledges Segal, who committed on the strength of Carell's casting even before seeing a script. "In my mind, there was no one else who could do justice to this role, and if you don't have the right Max it's not worth doing."

"We were able to tailor the script to Steve's immense comedic talent, which gave us free range to take it to places other people might not be able to go," offers producer Michael Ewing. "Together with screenwriters Tom Astle and Matt Ember, Peter and Steve worked on developing the character, as well as some of the plot points." Bringing with him a wealth of improv experience honed during his days with the famed Second City, Carell often brainstormed with the filmmakers and his fellow actors to come up with alternate jokes and angles on a scene.

To give the property its 21st-century launch, Segal and the producers decided first to take "Get Smart" back a step. Citing another of Roven's recent producing efforts, the 2005 hit "Batman Begins," Segal explains, "I liked the way that film reinvented the Batman franchise by telling an origin story in a way that hadn't been previously explored. With that in mind, we start from the beginning and show how Maxwell Smart came to be an agent, how he met 99, and his first encounter with KAOS villain Siegfried—all those elements already in place when the show aired."

"From this point forward, he's the Max many of us know and love, but this movie tells us how he got there. It's a great introduction for new viewers and offers fans what they love and remember about their favorite secret agent," says screenwriter Tom J. Astle.

As the movie opens, Max is hard at work deciphering suspicious international chatter from surveillance tapes and preparing voluminous reports for his CONTROL colleagues. He is such a valuable analyst that his boss, the Chief, is regrettably unable to offer him the one thing Max wants most in life and has been training for so diligently: to become a field agent.

Says Carell, "Max is incredibly earnest and dedicated at what he does but wants desperately to prove himself in the field."

"In this aspect, as in all his comedies," notes Segal, "Steve brings a measure of humanity into play so that you genuinely feel for him. His Max is a man who sees this opportunity as his final shot, and that fuels a lot of his decisions and the subsequent action."

"His secret fear, like that of many people, is that he may have missed his chance, that it's just never going to happen for him," adds screenwriter Matt Ember. "Then circumstances catapult him into his fantasy career overnight. He gets a new lease on life."

When longtime CONTROL nemesis KAOS attacks the agency's headquarters and exposes the identities of its key operatives, the Chief has no choice but to upgrade Max's status to Agent 86 and dispatch him on the kind of dangerous mission that would challenge even a veteran.

Even though it's under the worst possible circumstances, Max can't help being ecstatic.

"Clearly he has a lot to learn and he makes mistakes," Lazar admits. "But just as clearly he has his own talents that emerge as the action progresses and he comes through in unexpected ways that even surprise his reluctant partner, Agent 99. Max is not only by-the-book, but he knows the book better than anyone else."

Still, as Roven points out, "Although Max has studied the agents' manual and passed all the tests, he's never been in a situation where people are actually, well, shooting at him."

There's no easing in, no learning curve; he has to hit the ground running. Literally.

Max is partnered, by default, with Agent 99, the only top CONTROL operative whose identity was uncompromised by the recent breach. Says Anne Hathaway, who stars in the role, "99 is disappointed, to say the least, about working with a rookie, and everything he does in the first five minutes of their meeting only confirms her worst fears. So not only does Max have to prove himself to his boss, he has to prove himself worthy of working alongside this strong-willed woman who is obviously not going to take it easy on him."

Segal asserts that the accident-prone but tenacious secret agent was never meant to be a bungler. "Rather, the humor here springs from Max's unbridled enthusiasm, combined with a woeful lack of practical experience.

"But he's quick to recover. His mind is always working and he's confident that everything he does is right even when it sometimes goes awry," the director adds.

Such is the charm of Maxwell Smart, as described by Leonard Stern, who was an executive producer and Emmy Award-winning writer on the original series and has a cameo in the film as a bewildered pilot yanked from his plane in the name of national security. "You root for Max. You want him to do well. He's indomitable. For every fall he takes he gets up immediately and ignores it, dusts himself off with aplomb and attacks the problem another way."

"Watching the show I always got the impression that Maxwell Smart was no fool," says Carell, a longtime fan. "I saw him as a resourceful, capable guy who had principles he was willing to fight for. He didn't always take the route others might have taken but still, even if it was counter-intuitive, he managed to come out on top."

By presenting Max as a newly minted agent whose abilities haven't yet been tested, Carell begins from a different place than series star Don Adams, of whom he says, "Don was so distinctive, there was no realistic way to recreate his approach and his cadence, and I didn't want to do an impersonation. Instead, I wanted to tap into the essence of the character and the show's rich template and, without taking anything away from that, create something new and fresh in a way that honors the original but also stands on its own."

Regarding CONTROL, the covert agency to which Maxwell Smart has devoted his life, and KAOS, the group it has vowed to obliterate, part of the "Get Smart" mystique is in its depiction of the ongoing struggle between these rival spy agencies whose very existence is unknown except at the highest levels of government.

"CONTROL was conceived as a secret American spy agency focused solely on defeating KAOS, an international organization committed to doing everything they can to create, well, chaos," offers Ewing. "The two are eternally opposing forces that, in the larger sense, represent good and evil." And, in the "Get Smart" sense, represent myriad opportunities for comedy.

In a world defined by CONTROL and KAOS, you never know if a pen is just a pen or possibly also a dart gun. Phone booths become elevators. There are convoluted passwords and secret codes, fantastic devices that would baffle James Bond and undercover agents who can pop up when and where you least expect it.

"The show aired during the Cold War and Vietnam and reflected some of those concerns. We likewise took inspiration from today's headlines," says Segal, in reference to a pervasive public consciousness of clandestine events occurring worldwide. "With the CIA, FBI, Homeland Security and potentially more than a hundred similar agencies operating in the

U.S. alone, the idea that underground organizations such as CONTROL and KAOS could exist doesn't seem so far-fetched. There's still a lot going on politically to satirize and skewer."

"In other words, in the 40-some years since 'Get Smart' aired in an atmosphere of international tension and suspicion, not much has changed," quips Stern. Clearly, we need Maxwell Smart now more than ever.

**"THE OLD...finding-actors-who-can-deliver-clever-lines-while- fighting-assassins-on-the-roof-of-a speeding-car TRICK."**

"Get Smart" reunites Maxwell Smart with familiar key characters while introducing several new ones.

"There's fantastic interaction between the personalities that really blossoms because of the casting," notes Gartner. "You see the rapport and the rivalry between Max and 99, Siegfried and his assistant, and the almost paternal relationship between the Chief and Max."

The ever-capable Agent 99 is played by Anne Hathaway. Just as series star Barbara Feldon inhabited the fan-favorite role as the epitome of a liberated woman of her time, Hathaway's portrayal presents her as a confident, consummate professional, then takes it a logical step further.

"She was a girl who could keep up with the boys," agrees Hathaway. "Now, she just as often sets the pace. But she never sacrifices her femininity, which is another carryover from the series-that, and her Chanel obsession. She revels in being a woman who can run and fight in high heels, who makes no apologies for being a woman nor asks for special treatment."

Segal enlisted Oscar-winning costume designer Deborah Scott ("Titanic") to create for 99 a look Hathaway describes as "appropriate for battling Ninjas while walking down the runway. It's classically elegant but fun, modern but with a little 60s swing, efficient and undeniably feminine"-like the lady herself.

Notes Lazar, "It's tough to trust people when you're a spy, and 99 did not get this far in her career by opening up to people. Still, she's also a woman with a personal history and the kinds of concerns everyone can relate to, and Anne allows that warmth to shine through. It's at the heart of the banter between Max and 99, despite their differences."

Hathaway claims to have won the role because "I managed to hold it together five seconds longer than the other actresses who read with Steve. He is not easy to keep up with. But he taught me a lot about comedy and ad-libbing and he and Pete made me feel very protected from both sides of the camera."

The filmmakers cast Dwayne Johnson in the newly created role of the invincible and impossibly charismatic Agent 23, whom Max had hoped to be partnered with, knowing that the actor's sense of humor would shine through as CONTROL's reigning superstar. Together, they worked on developing and introducing 23 to the "Get Smart" world as Max's mentor and idol.

"The great thing about Dwayne is that he has a tremendous action resume but he is also outrageously funny and has a great warm personality, all of which he brings to the part," states Roven. "Agent 23 needs to be not only the epitome of cool, the guy everyone wants to be, but at the same time has to be Max's benevolent big brother in a way, always encouraging him to pursue his dream of becoming an agent."

The best way to describe him, offers Johnson, is that "He's simply the greatest agent on the planet, the star quarterback, the absolute best at what he does. He loves his work and loves himself and he's not afraid to let people know it...but in a nice way, which only makes him more likeable. He also cares a great deal for his would-be protégé, Max, and always defends him when the office bullies get after him."

Keeping the office bullies and everything else at CONTROL in line is the Chief, played by Alan Arkin, who sees his character much like "the principal of a high school in a difficult neighborhood. He's earnest, under enormous pressure and often frustrated but is overall a good and effective boss. His genuine affection for Max notwithstanding, his allegiance to the agency comes first."

It was Carell who suggested Arkin for the role, having worked so memorably with him on the acclaimed 2006 comedy "Little Miss Sunshine," for which Arkin earned an Academy Award.

Arkin was in the first company of Chicago's famed Second City improv troupe, at the forefront of a performance tradition in which Carell and fellow "Get Smart" actors Masi Oka, Nate Torrence and David Koechner have shared. "Improvisation is in my blood," he says. "Even when the script is cooking, if you do several takes something just starts happening and Pete was happy to allow it."

Acknowledging that Arkin imparts his own inimitable comic rhythms to the role, Ewing says, "The Chief has an active and formidable presence, someone who you can believe has been running this agency for 30 years and can still kick butt with the best of them."

Adds Segal, "Being a great dramatic actor as well as a comedian, he can play it with absolute gravity as if the world is truly in peril, which only makes everything funnier."

Representing the Chief's biggest problem is Oscar-nominated actor Terence Stamp as notorious KAOS arch-villain Siegfried.

"Terence's delivery is so dry," says Segal. "He's really convincing as someone who would be very comfortable with world domination."

Siegfried also manages to elicit a measure of sympathy because, as undeniably corrupt as he is, the man is trying to get his work done while hobbled and confounded from every direction, not only by CONTROL but by the incompetence of his own staff. "In that way, he is relatable to everyone who works in an office," the director remarks.

Stamp drew inspiration from Malvolio of "Twelfth Night" in making Siegfried "a pompous and pretentious figure, always looking down his nose at everyone. To him, everyone is an underling. We all know people like that, who unfortunately find themselves in positions of power and cannot afford to acknowledge other people as individuals.

"It's always a treat for me to play comedy," he continues. "It's something that has happened later in my film career, although I did comedies previously in the theater. Pete liked the way I approached the Zod role in the 'Superman' films so I aimed for that kind of laconic delivery with Siegfried."

His long-suffering assistant Shtarker is played by Ken Davitian of "Borat" infamy, which Carell acknowledges by joking, "Ken came to our first table read completely naked."

Well, maybe not. But Davitian's entrance did have an unexpected element. As Segal recounts, "He came to his audition with a thick accent and pretended he didn't understand half of what I was saying." The California-born actor originally read for another part before breaking into his natural voice and asking about the Shtarker role.

Segal says, "The only reason I hadn't considered him for it was that I didn't think he spoke much English. He's actually a perfect Shtarker and the visual pairing of him with Terence is funny on its own. Of course, once he got the part I asked him to restore the accent because KAOS is an international, equal-opportunity employer." That his accent is completely different from Siegfried's is even better.

Absolutely subservient to Siegfried, Shtarker obeys his every maniacal order but in a way that makes it known to anyone paying attention that he would gladly push his boss under a bus if he thought for a second he could get away with it. "He's been waiting so long for an opening in the mailroom and it hasn't happened," says Davitian. "Meanwhile, he has to do all of Siegfried's dirty work-kill people, wash his car, whatever he wants. It's a terrible job. I feel sorry for the guy."

Meanwhile, largely oblivious to the threat KAOS poses to the fate of the world is the U.S. President-played by the Oscar-nominated James Caan, the only actor among the "Get Smart" cast who can boast of having once guest-starred on the series.

Caan's portrayal is that of an amiable if not entirely on-the-ball leader, whose refusal to take the KAOS menace seriously causes the CONTROL Chief considerable frustration that he just barely manages to conceal. "But it's the President's sloppy pronunciation skills that really drive the Chief crazy," Segal admits.

While the clock ticks and Max and 99 cross the globe to locate and disarm the KAOS network, CONTROL staffers Bruce and Lloyd of the high-tech weapons lab, together with remaining agents 91 and Larabee, keep things running smoothly at the agency's headquarters.

Emmy nominee Masi Oka ("Heroes") and Nate Torrence ("Studio 60 on the Sunset Strip") star as Bruce and Lloyd-two engineering geniuses who make up in loyalty, energy and creativity what they may lack in certain interpersonal and office skills.

Says Oka, "They're the gadget guys, like Q to Bond. Bruce and Lloyd are passionate about their creations and proud of their service to their country. They get no respect from the other agents, of course, but between the two of them they know the truth: they're the real heart of this operation. Without their technical know-how those hotshot agents would just be empty suits."

"They're nerds," Torrence admits. "Plus, Lloyd has a severe aversion to blood, threats or danger, and has a tendency to faint when faced with any of those things."

Both Second City alums, Oka and Torrence had not met prior to "Get Smart" but struck an immediate rapport on and off the screen, fine-tuning their roles as they went. "Originally Bruce was the bossier and more sarcastic one and Lloyd was the follower, but as production progressed we fell into our own rhythm and it evened out. Now they just bicker like siblings," observes Torrence, prompting Oka to add, "It's an odd-couple thing."

Agents 91 and Larabee, played by Terry Crews and David Koechner, are also a team, of sorts, but not one you'd necessarily want on your side. To extend the schoolyard analogy, if Agents 23 and 99 are the popular jocks, and Bruce and Lloyd the nerds, then, says Segal, "Larabee and 91 are the bullies."

With CONTROL under lockdown following the surprise KAOS attack that inadvertently begins Max's field career, 91 and Larabee are pressed into clerical work and they're not happy about it. Consequently, and with regular target Max suddenly out of their sights and Agent 23 not always around for protection, they torment Bruce and Lloyd more than usual.

On the other side of the street, Siegfried and Shtarker are aided by the charming and deadly KAOS agent Krstic-also a helluva good dancer-played by David S. Lee, and their stoic bodyguard/hit man/chauffeur Dalip, played by towering powerhouse Dalip Singh.

## "Missed it by that much..."

The "Get Smart" production traveled from Washington, DC, to Moscow to shoot in practical locations that included an atmospheric night shoot staged in Red Square.

Regarding the action in this action comedy, Dwayne Johnson says, "I don't want to give too much away but there is one pivotal scene that includes a helicopter, a tractor, golf clubs, a train, people hanging from an airplane banner...and, oh yeah, a swordfish. There's a swordfish involved."

In fact, great care was taken to craft the action for serious impact.

"If the situations appear truly dangerous and credible, the stakes become higher and the humor, in turn, is sharper," Segal posits. "We never wanted the cast to feel as if they were acting in a comedy because it was their earnestness that would make the joke. Everything had to be played straight and that included the action scenes."

Veteran stunt coordinator Doug Coleman ("The Longest Yard"), marking his third collaboration with director Segal on "Get Smart," coincidentally earned his SAG card doubling for Don Adams in 1980's "The Nude Bomb, the Return of Maxwell Smart," so now comes full circle. He says, "The series included an occasional fight or stunt but this film takes it to a whole new level. It's loaded. It opens with a bang and ends with a bang and touches on every facet of stunt work—fire, fights, wire work, cars, aerial, even underwater work."

Describing one sequence that took six weeks to design and execute, Coleman says, "Max drops from a plane onto a vehicle in traffic and starts wrestling with the driver. Once the fight starts no one is driving, so we have to simulate the car going 75 miles an hour, bouncing off the guardrail and other cars while they climb in and out of it, trying to kill each other and hang on at the same time. Did I mention that they crash onto a railroad track, the dashboard is on fire and there's a train coming?"

Amidst such mayhem, notes Gartner, "Steve managed to remain fully grounded. He never overplays it physically. No matter what situations he gets into he always remains connected to reality in some way and brings it all back to the comic throughline, and I believe that's what makes him so relatable and why audiences genuinely respond to him."

For the hand-to-hand clashes, Coleman enlisted renowned fight coordinator James Lew ("Pirates of the Caribbean: At World's End"), who states his claim to fame is "having been beaten up by everyone in Hollywood." Lew helped train the main cast to peak condition, got them accustomed to harness work and customized their moves to match each character's personality.

"Max is like the Energizer Bunny," says Lew. "That's part of his charm, that he has such passion for being an agent he just won't give up. No matter how many times he gets knocked down, he comes back tougher and more determined and with another angle."

Segal, who wanted the cast to do as much of their own stunts as possible, recalls running through some of the key scenes with Carell early in production. "I said, 'Okay, Steve, you're going to dive out of an airplane, then you're on top of a speeding car having a fight. You're good to go with this, right?' Meanwhile he's nodding and we're fitting him with a harness and he's probably wondering what he's getting himself into. Then, when he met Dalip Singh, with whom he has a major fight scene, I think some of the color drained out of his face right then."

Carell offers his own perspective on meeting his onscreen opponent, the 7'2" power-lifting champion and two-time winner of the Mr. India bodybuilding title, known in pro wrestling circles as The Great Khali. "Dalip is, I'd say, about eight feet tall and his biceps are bigger than both my thighs put together. His fist is essentially a honey-baked ham. At one point we both moved to hit each other at the same time. He pulled back, but his fist was so close to my head I realized it could replace my head on my body; I would be just a torso with his fist in place of my head. Yeah, he's a formidable force-an extremely nice guy, to be fair, but still someone I wouldn't want to mess with."

Like Carell, Anne Hathaway makes her action debut in "Get Smart" and proved an equally quick study, comparing the experience to "a ballet recital and a soccer game at the same time. Steve and I have to be two of the unlikeliest action heroes you'll ever see, but with the help of our stunt doubles and the wonderful team supporting us and all that training, we actually ended up doing a significant portion of our own stunts and I was really shocked at how much fun it was. Ironically, the one thing that I'm naturally good at-falling-wasn't so easy when it had to be done on cue. But riding on top of that SUV was like being on an amusement park ride."

Hathaway's challenge was heightened, so to speak, by Agent 99's propensity for high heels, which, of course, could never impede her alpha-female combat skills. Notes Coleman, "Anne had to aim her kicks higher than normal to make contact with the goliath Singh, and those kicks had to snap with the same believable speed and power."

Speaking of speed and power, it's a fair assumption that Dwayne Johnson is one actor who arrived on set camera-ready for his fight scenes as Agent 23. In fact, explains Lew, it's generally more difficult for an experienced athlete to dial it down on screen, but Johnson was the exception to that rule. Lew, who worked with him on a 2000 episode of "Star Trek: Voyager," says, "We had almost zero rehearsals for Dwayne. Anything you want to try, anything you need him to do, he can do flawlessly. Plus, he's safe. He knows how to make it look like he just broke your neck, but in fact it was only a harmless slap."

In keeping with Agent 23's super-spy image of virtual indestructibility, Lew's strategy was for Johnson to subdue his physical inferiors-meaning, just about everyone-without breaking a sweat. Whether in fights or in CONTROL training drills, Johnson moves as if encased in invisible armor, casually deflecting blows like brushing lint from his shirt.

Interconnecting the comedic timing with the action timing took great precision.

It all came down to beats, as Lew illustrates. "If we plan a fight sequence as a rhythmic series of punches, we would have a 'bump, bump, bam' or a 'bump, bump, smack.' We can slot in a

punchline instead of a physical hit. The rhythm accentuates the joke and it becomes 'bump, bump, joke' with the verbal jab as the knockout or a joke immediately followed by the last physical beat that essentially ends the conversation."

Understandably, that imposed a moratorium on ad-libbing and other impulsive departures by the cast of incorrigible improv artists-if only for a moment.

Says Carell, "As much as we enjoyed the freedom Peter fostered on set, this was one area in which all bets were off in terms of anything else we might want to try. When you're having a fight on top of a moving vehicle and you have to deliver three lines before you get smacked by a swinging crane, that's where it gets technical and you stick to the script."

### **Swiss Army Knife with a flamethrower attachment. ...What, you don't have one of these?**

"It wouldn't be a spy story without gadgets," says Roven.

"The show was famous for its gadgets and we have a lot of them," Segal avows, noting that the film pays homage to certain old-school props while introducing a number of equally improbable gizmos to help our heroes meet the modern challenges of surveillance, communication and destruction-although not necessarily in that order.

"The shoe phone will make an appearance and the Cone of Silence is back in a new 2008 design, as well as cutting-edge equipment that spies like Max and 99 would need," he says. "As hard as it is to believe in this day and age when every kid has a cell phone, the shoe phone was an amazing concept in the 1960s; the very idea of mobile communication then was really ahead of its time. Taking off your shoe and putting it to your ear to take a call doesn't seem so innovative now but, c'mon, how can you make a 'Get Smart' movie without it? It's such a definitive image, we figured out a fun way to work it in."

Also, several distinctive sports cars from the series will make drive-on cameos. Fans will spot the red Sunbeam Tiger, the gold Opel GT and the blue Karmann Ghia.

Property master Tim Wiles met with renowned Hollywood memorabilia collector Danny Biederman to examine some of the show's original props, including the shoe phone, that have become icons of American pop culture and were recently on display as part of the Treasures of Hollywood exhibit at Washington, DC's International Spy Museum.

Like kids with toys, there is always an undercurrent of rivalry among the field agents when it comes to the gadgets they employ, each trying to one-up his colleagues with the latest-and-greatest and a casually dropped, "What? You don't have this?" Soon after Max demonstrates his radiation-detector wristwatch, 99 coolly reveals a roll of explosive dental floss; later, following 99's introduction of a molar-mounted radio, Max breaks out the cufflink bombs.

Other debuting items from CONTROL's fantastic crime-fighting arsenal are a pocket compact smokescreen and Max's specially equipped Swiss Army knife that includes, beyond its standard attachments, a flame thrower, a blow gun and a miniature titanium-threaded grappling hook.

With all this state-of-the-art equipment being tossed around, veteran producer Leonard Stern wouldn't be surprised if the Feds came calling...again. With a trace of decades-old incredulity, he recalls how he and his production team were actually approached by the FBI in the series' heyday with questions about how they happened to come up with some of the devices featured on the show. "Apparently some of our creations were close enough to reality, and it was unnerving to them at the time to think that comedy writers could just dream this stuff up."

Finally, new and dedicated fans alike will be glad to see that some things never change. Says Wiles, "The Cone of Silence is now completely digital, with a sophisticated hand-held activation system and multiple ports." Still, even after 40 years of Research & Development, fans would probably be disappointed if it actually worked.

Incorporating familiar favorites while propelling spy-tech gadgetry into a new century exemplifies the kind of balance Segal and the filmmaking team sought overall in bringing "Get Smart" to the big screen.

"As a filmmaker, you want to present something fresh," he says. "With a property this revered the question was, how much do you embrace the source material and how much do you make it your own? I tried to keep the audience in mind every step of the way so that first-time viewers as well as longtime fans would simply find it funny and that those like us who loved the show would also feel that it was treated with respect."

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## ABOUT THE CAST

**STEVE CARELL (Maxwell Smart/Executive Producer)** has emerged as one of the most sought-after comedic actors in Hollywood. First gaining recognition for his contributions as a correspondent on Comedy Central's Emmy Award-winning "The Daily Show with Jon Stewart," he has successfully segued into prime-time television and above-the-Å–title status in the film world.

Carell's first feature leading role was in the comedy "The 40-Year-Old Virgin," which he co-wrote with director Judd Apatow. The surprise hit of 2005, it opened at number one and led the box office for two straight weekends, going on to gross more than \$175 million worldwide with #1 openings in twelve countries. To date, the film has generated over \$100 million in DVD sales in North America alone. It earned an AFI Award as one of The 10 Most Outstanding Motion Pictures of the Year, took home the Best Comedy Movie honors at the 11th Annual Critics' Choice Awards and earned Carell and Apatow a nomination for Best Original Screenplay by the Writers Guild of America.

Carell currently stars in the Americanized adaptation of the acclaimed British television series "The Office." In its fourth season, the show continues to flourish in the ratings and has earned Carell an Emmy Award nomination for Best Actor in a Comedy. In 2006, Carell earned 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. He also won a Writers Guild Award for Best Comedy Series in 2007.

In 2006, as part of an ensemble, he starred in the black comedy "Little Miss Sunshine," which earned an Academy Award nomination for Best Picture and won the SAG Award for Outstanding Performance by a Cast in a Motion Picture. He also recently starred opposite Juliette Binoche in the romantic comedy "Dan in Real Life," and in the comedy "Evan Almighty." Earlier this year, Carell was the voice of the Mayor of Whoville in the Dr. Seuss classic "Horton Hears a Who," co-starring Jim Carrey.

His previous film credits include "Anchorman: The Legend of Ron Burgundy," "Bruce Almighty" and "Bewitched."

Born in Massachusetts, Carell now lives in Los Angeles with his wife, actress Nancy Walls (NBC's "Saturday Night Live"), whom he met while at the Second City Theater Group in Chicago, where both were members. He is the proud father of a daughter and a son.

**ANNE HATHAWAY (Agent 99)** shot to stardom opposite Meryl Streep in the 2006 hit "The Devil Wears Prada." She was most recently seen in the title role of Jane Austen in the biopic "Becoming Jane," starring opposite Maggie Smith and James McAvoy.

Hathaway will next be seen in several vastly different films: the drama "Passengers," with co-star Patrick Wilson, directed by Rodrigo Garcia; the Jonathan Demme comedy "Dancing with Shiva," with co-star Debra Winger; and the romantic comedy "Bride Wars," with Kate Hudson, directed by Gary Winick and set for a 2009 release.

Hathaway's prior film credits include a role in Ang Lee's drama "Brokeback Mountain," opposite Jake Gyllenhaal, Heath Ledger and Michelle Williams, for which she shared a 2005 IFP Gotham Award for Best Cast Ensemble, as well as a 2006 Screen Actors Guild nomination for Outstanding Performance by a Cast in a Motion Picture. The film and its director and cast garnered numerous additional accolades, including seven Golden Globe and eight Academy Award nominations, the most received by any film that year.

Hathaway also lent her voice to the highly successful animated feature "Hoodwinked," with fellow cast mates Glenn Close, Andy Dick, Anthony Anderson and Jim Belushi. She earned a 2002 Teen Choice Award nomination for her starring role in Garry Marshall's "The Princess Diaries" and reprised the role in its much anticipated sequel, "The Princess Diaries 2: Royal Engagement." Her additional film credits include the independent drama "Havoc," directed by Barbara Kopple; "Ella Enchanted," based on Gail Carson Levine's celebrated novel and directed by Tommy O'Haver; "Nicholas Nickleby," directed by Douglas McGrath; and "The Other Side of Heaven," directed by Mitch Davis.

In January 2005, Hathaway traveled to Cambodia on behalf of the documentary "A Moment in the World," directed by Angelina Jolie, which premiered at the 2007 Tribeca Film Festival. Additionally, she has dedicated time and effort to community service on this side of the globe. She has been involved with the Step Up Women's Network, created to strengthen community resources for women and girls, served as host for the group's inaugural Inspirational Awards in April 2007 and was honored by them in June. She is also on the advisory board for Lollipop Theater Network, an organization that screens movies in hospitals for pediatric patients suffering from chronic or life-threatening illnesses.

Hathaway first gained Hollywood's attention for her acclaimed turn in the series "Get Real," for which she was nominated for a 2000 Teen Choice Award for Best Actress in a Drama. She studied acting at the Paper Mill Playhouse in New Jersey and at the award-winning Barrow Group in New York City, where she was the first and only teen ever admitted to their intensive acting program. In April 2005, she was honored for her achievements by the Barrow Group. She also studied in the musical theater program with the Collaborative Arts Project, CAP 21, affiliated with New York University. In high school, Hathaway was nominated for the Rising Star Award, sponsored by the Paper Mill Playhouse, for the best high school performance by an actress in the state of New Jersey.

Her theater credits include the Lincoln Center Encore series presentation of "Carnival," for which she won the prestigious 57th Annual Clarence Derwent Award; Andrew Lloyd Webber's workshop of "Woman in White"; and "Forever Your Child." In 2004-2005, she participated in the Encores Concert Gala as well as the Stephen Sondheim Birthday Gala.

Hathaway is also an accomplished dancer who studied at the Broadway Dance Center in New York City. Additionally, she is a first soprano and has performed in two concerts at Carnegie Hall as a member of the All-Eastern U.S. High School Honors Chorus.

As the new face of Lancome, Hathaway will front an advertising campaign by the cosmetics giant for a new fragrance to be launched this year.

**DWAYNE JOHNSON (Agent 23)** most recently starred as a bachelor NFL quarterback who discovers he has a young daughter in the Disney family comedy hit "The Game Plan," which grossed more than \$92 million in the United States and nearly \$150 million worldwide.

He has demonstrated his wide range in a number of recent features, including the gritty, critically acclaimed drama "Gridiron Gang," directed by Phil Janou and based on a true story about a correctional facility counselor who forms a football team of inmates, and "Southland Tales," directed by Richard Kelly and co-starring Sarah Michelle Gellar, Mandy Moore and Seann William Scott, which was selected for competition at the 2006 Cannes Film Festival.

Johnson previously appeared alongside John Travolta, Uma Thurman and Vince Vaughn in "Be Cool," for director F. Gary Gray; starred in the 2004 remake of "Walking Tall," as a sheriff who returns from the Army to find his hometown corrupted; and starred in "The Rundown," the acclaimed action comedy, directed by Peter Berg and co-starring Seann William Scott, Rosario Dawson and Christopher Walken, a role which solidified his action hero status.

He has numerous projects in development, among them the action adventure "Race to Witch Mountain," directed by Andy Fickman, which advances the plot of the 1975 favorite "Escape to Witch Mountain." The film is set to open nationwide March 13, 2009.

Born in San Francisco and raised in Hawaii, Johnson excelled as a high school All-American and star defensive lineman for the University of Miami Hurricanes, helping lead his team over huge hurdles to become National Champions. After a stint in the Canadian Football league, he considered a different career after suffering a shoulder injury.

Upon graduating from the University of Miami, Johnson followed in the footsteps of both his WWE Hall of Fame father, Rocky Johnson, and grandfather, Samoan High Chief Peter Maivia, by joining the competitive sports entertainment world of the WWE. Within the seven-year period 1996-2003, his intense passion led to an extraordinarily successful career, simultaneously breaking box office attendance records across the U.S. and setting pay-per-view buy rate records. Johnson's character creation of "The Rock" became one of the most charismatic and dynamic characters the industry has ever seen.

A desire to branch out subsequently led him to appear on "Saturday Night Live" in March 2000, surprising many with his comedic talent and helping earn the show's highest rating of that year.

Johnson was subsequently cast by Stephen Sommers in "The Mummy Returns," his feature film debut, which grossed more than \$400 million worldwide. His character was so well-received that it led to a film based on him, "The Scorpion King," which in 2002 broke box office records with the biggest April opening of all time.

Johnson's autobiography, *The Rock Says*, became #1 on The New York Times Bestseller List shortly after its publication in January 2000.

He is a devoted father to six-year-old daughter Simone Alexandra and devoted partner to Dany Garcia Johnson.

**ALAN ARKIN (The Chief)** has long been recognized as an actor of great talent and versatility on stage, screen and television. He won the 2007 Academy Award for Best Supporting Actor, the 2007 BAFTA Award for Best Supporting Actor, the 2007 SAG Award for Best Motion Picture Cast Performance and the 2007 Independent Spirit Award for Best Supporting Male for his performance in "Little Miss Sunshine."

Most recently, Arkin starred in "Rendition," opposite Reese Witherspoon, Jake Gyllenhaal and Meryl Streep, and in "Sunshine Cleaning," with Emily Blunt and Amy Adams, which premiered at the Sundance Film Festival in January 2008. He will next star opposite Jennifer Aniston and Owen Wilson in the comedy "Marley & Me," for director David Frankel, and "The Private Lives of Pippa Lee," for director Rebecca Miller.

Born in New York, Arkin launched his career with the Chicago improvisational revue Second City. This led to his first part on Broadway, the lead in Carl Reiner's "Enter Laughing," for which he won a Tony Award. The following year, he appeared again on Broadway in Murray Schisgal's hit, "LUV." In 1998, he directed, co-wrote (with Elaine May) and starred in the hit production of "Power Plays" at the Promenade Theatre. Arkin began directing for the stage with the much acclaimed "Eh?," starring Dustin Hoffman, at Circle in the Square, after which he won an Obie Award for directing Jules Feiffer's "Little Murders," which he followed with Feiffer's "The White House Murder Case"; the three shows kept Circle in the Square tied up for several years. These productions were followed by "The Sunshine Boys," on Broadway; "Rubbers and Yanks Three," at the American Place Theater; "Joan of Lorraine," at the Hartman in Stamford; "The Sorrows of Stephen," at the Burt Reynolds Theatre, starring his son Adam Arkin; and "Room Service," at the Roundabout in New York.

Arkin's first feature, "The Russians Are Coming, The Russians Are Coming," earned him a Golden Globe Award for Best Actor as well as an Oscar nomination. He received a second Oscar nomination and the New York Film Critics Circle Award for his performance in "The Heart is a Lonely Hunter." A second New York Film Critics Circle Award followed for his role in "Hearts of the West." Arkin's film credits include roles in "Catch 22"; "Little Murders," which he also directed; "Joshua: Then and Now"; "The In-Laws"; "Edward Scissorhands"; "Havana"; "Glengarry Glenn Ross"; "Four Days in September"; "Mother Night"; "Slums of Beverly Hills"; "Gattaca"; "Steal Big Steal Little"; "Jakob the Liar"; "Grosse Pointe Blank"; "America's Sweethearts"; "Thirteen Conversations About One Thing"; and "The Novice."

He has written and directed two short films, "T.G.I.F." and "People Soup." The former opened the New York Film Festival, while the latter received an Oscar nomination for Best Short Subject.

Arkin starred in the highly acclaimed A&E series "100 Centre Street," written and directed by Sidney Lumet. Other television appearances include his Emmy Award-nominated performances in "The Pentagon Papers," for FX, and "Escape from Sobibor." He guest-starred as the father of

real-life son Adam on "Chicago Hope," which earned him another Emmy nomination, and appeared in Showtime's "Varian's War." He was recently seen in HBO's "And Starring Pancho Villa as Himself," with Antonio Banderas, for director Bruce Beresford.

He directed the television adaptation of the Broadway play "Twigs," with Carol Burnett, and "The Visitor," with Jeff Daniels, Swoozie Kurtz and Julie Haggerty, which won multiple international awards.

Arkin also devotes his time to music and writing. He has written six books published by Harper/Collins, and his children's book entitled "Cassie Loves Beethoven" was published by Hyperion. An earlier work, "The Lemming Condition," has sold steadily for 20 years and was honored by the Booksellers Association of America with placement in the White House Library.

**TERENCE STAMP (Siegfried)** was born in Bow, London. He made his motion picture debut as the title character in Peter Ustinov's "Billy Budd," the 1962 adaptation of Herman Melville's classic novel, for which he earned an Academy Award nomination and international attention.

Following this success, Stamp collaborated with some of the cinema's most revered filmmakers. He starred in William Wyler's "The Collector," adapted from the John Fowles novel, opposite Samantha Eggar, and in "Modesty Blaise," for director Joseph Losey and producer Joe Janni. Stamp re-teamed with producer Janni for two more projects: John Schlesinger's Thomas Hardy adaptation "Far From the Madding Crowd," co-starring Julie Christie, and Ken Loach's first feature, "Poor Cow."

After journeying to Italy to star in Federico Fellini's "Toby Dammit," a 50-minute portion of the Edgar Allan Poe adaptation entitled "Spirits of the Dead," Stamp made the country his home for several years, during which time his film work included Pier Paolo Pasolini's "Teorema," opposite Silvana Magano.

His subsequent film credits include Alan Cooke's "The Mind of Mr. Soames"; Richard Donner's "Superman" and Richard Lester's "Superman II," as Kryptonian super-villain General Zod; Peter Brook's "Meetings with Remarkable Men"; Stephen Frears' "The Hit"; Richard Franklin's "Link"; Ivan Reitman's "Legal Eagles"; Michael Cimino's "The Sicilian"; and Oliver Stone's "Wall Street." "Prince of Shadows," in which he starred for director Pilar Miro, was awarded the Silver Bear at the Berlin Film Festival. Stamp also starred with Guy Pierce and Hugo Weaving in the comedy "The Adventures of Priscilla, Queen of the Desert," for director Stephan Elliott.

In 1999, Stamp's lead role in Steven Soderbergh's "The Limey," which debuted to widespread critical acclaim at the Cannes Film Festival, earned him nominations for Best Male Lead at the 2000 Independent Spirit Awards and Best British Actor at the London Critics Circle Film (ALFS) Awards, and introduced him to a whole new generation of moviegoers.

Stamp can also be seen in George Lucas's global blockbuster "Star Wars, Episode I: The Phantom Menace," Frank Oz's "Bowfinger," "Red Planet," the French comedy "My Wife is an Actress," "The Guest," Disney's "The Haunted Mansion" and "Elektra."

Later this year, Stamp will star opposite Angelina Jolie and James McAvoy in the highly anticipated feature "Wanted," and with Tom Cruise in "Valkyrie," for director Bryan Singer, based on the real-life plot to assassinate Adolf Hitler. He recently wrapped production on the comedy "Yes Man," opposite Jim Carrey, scheduled for a December 2008 release.

Stamp is also an accomplished writer. He has published three volumes of memoirs, including Stamp Album, in tribute to his late mother, as well as a novel entitled The Night and a cookbook, co-written with Elizabeth Buxton, that provides alternatives to those who are wheat- and dairy-intolerant.

**JAMES CAAN (The President)** is one of the most versatile actors in motion pictures, best known for his Academy Award-nominated performance as Sonny Corleone in "The Godfather" and his Emmy Award-nominated portrayal of football star Brian Piccolo in "Brian's Song."

Appearing in more than 50 feature films over the course of his career, Caan also earned great recognition starring in Rob Reiner's highly successful and critically acclaimed film "Misery," a psychological thriller based on the novel by Stephen King, and in "For the Boys," a romantic drama co-starring Bette Midler. He was equally praised for his performance as a brain damaged football star in Francis Ford Coppola's "The Rain People," garnering him the Best Actor Award from the San Sebastian Film Festival. He also received the Actor of the Year honor from the National Association of Theater Owners for his role in "The Gambler."

Born in the Bronx and raised in Queens, New York, Caan knew early on that he did not want to follow in his father's footsteps and work in the family meat business. He entered Michigan State University at age 16 to study economics and play football. Caan transferred to Hofstra University to study law, and during a spring break was interviewed by and accepted to Sanford Meisner's Neighborhood Playhouse. He then won a scholarship to study with Wynn Handman, and went on to get the first four jobs he auditioned for in the theater.

Caan began his career on stage in the 1961 off-Broadway production of "La Ronde." He followed with a powerful slate of guest appearances in virtually every major television series of the day.

Caan's additional film credits include "Cinderella Liberty," "Funny Lady," "A Bridge Too Far," "Thief," "T.R. Baskin," "Slither," "Silent Movie," "Rollerball," "The Killer Elite," "Another Man, Another Chance," "Comes a Horseman," "Gardens of Stone," "Alien Nation," "Flesh and Bone," "The Program," "Honeymoon in Vegas," "Eraser" and "Mickey Blue Eyes."

He also starred in "The Yards," opposite Joaquin Phoenix, Mark Wahlberg and Charlize Theron, and "The Way of the Gun," with Benicio Del Toro. He directed, as well as starred in, the critically acclaimed film "Hide in Plain Sight."

Caan was most recently seen in the mega-hit comedy "Elf," in which he co-starred with Will Ferrell, and Lars von Trier's "Dogville," co-starring Nicole Kidman. He also recently starred in the NBC drama "Las Vegas."

**MASI OKA (Bruce)** has earned Emmy and Golden Globe Award nominations for his role in the NBC hit ensemble drama "Heroes" as Hiro Nakamura, a Tokyo nonconformist computer/anime geek who develops a way to pierce the space-time continuum and move back in time through sheer willpower.

Concurrent with the feature release of "Get Smart," Oka will also star with Nate Torrence in the companion DVD release "Get Smart's Bruce and Lloyd Out of Control," slated for a June 2008 release.

His additional feature film credits include memorable roles in "Along Came Polly" and "Austin Powers in Goldmember."

On television, Oka has had recurring roles on NBC's "Scrubs" and Fox's "Luis," and has guest-starred on the series "Without a Trace," "Joey," "Reba," "The Loop," "All of Us," "Still Standing," "Will & Grace," "Yes, Dear" and "The Gilmore Girls."

With a background in improvisation, Oka has graced the stages of The Groundlings, ImprovOlympics, Second City and TheatreSports, and his improvisational expertise has been showcased with guest appearances as various characters on "Punk'd," "Reno 911!" and "The Jamie Kennedy Experiment."

After graduating from Brown University with degrees in Mathematics and Computer Science and a Theatre Arts minor, Oka pursued an acting career while taking his first job at George Lucas' Oscar-winning special effects house Industrial Light & Magic (ILM). Today, despite his successful career as an actor, he has continued to provide ILM with technology for groundbreaking effects for more than 30 films.

Born in Tokyo, Japan, Oka moved to Los Angeles at age six. He is fluent in Japanese and proficient in Spanish. He is the spokesperson for One Laptop Per Child, a charity dedicated to providing children around the world with new opportunities to explore, experiment and express themselves.

**NATE TORRENCE (Lloyd)** began his career within the commercial industry, appearing in over 40 national and regional spots, most notably as David Spade's sidekick Chubby in the Capital One "What's in Your Wallet?" campaign.

Soon after, he began breaking into television with guest star appearances on several shows, including "C.S.I.," "Malcolm in the Middle," "How I Met Your Mother," "Las Vegas," "Ghost Whisperer" and "House," and, in 2006 landed the recurring role of Dylan Killington on NBC's critically acclaimed "Studio 60 on the Sunset Strip."

Torrence continues to perform sketch/improv shows in area venues including The Second City Studio Theater in Los Angeles.

He will soon be seen alongside Kate Hudson and Dane Cook in the feature comedy "My Best Friend's Girl" and in a leading role in the romantic comedy "She's Out of My League," as well as

the upcoming season of "Reno 911!" He will also recreate his "Get Smart" role in the concurrent DVD release "Get Smart's Bruce and Lloyd Out of Control," slated for June 2008.

**KEN DAVITIAN (Shtarker)** is currently in production on director Malcolm D. Lee's comedy "Soul Men," alongside Samuel L. Jackson, Jennifer Coolidge and Sean Hayes. He is also slated to star opposite Bernie Mac in the new Fall 2008 FOX comedy "Starting Under."

Davitian wrestled his way into the Hollywood spotlight as Azamat Bagatov, opposite Sacha Baron Cohen in the critically-acclaimed 2006 blockbuster comedy "Borat: Cultural Learnings of America for Make Benefit Glorious Nation of Kazakhstan." Knowing the role was that of a foreigner, he arrived at his audition in character, speaking only broken English in a thick Armenian accent and had Cohen and the producers fully convinced before revealing himself as an American.

Although audiences worldwide thought they learned everything there is to know about Davitian after experiencing "Borat," they are discovering that the Los Angeles native has been acting for 15 years, with guest-starring television roles in "The Closer," "Boston Legal," "Six Feet Under," "Boomtown," "Gilmore Girls" and "Becker," among others, and more recently on "ER" and "Ghost Whisperer."

On the big screen, Davitian most recently starred in the comedy spoof "Meet the Spartans." He also appeared in the Curtis Hanson drama "Lucky You" and the independent drama "South of Pico." His feature credits include "S.W.A.T." and Disney's "Holes."

Davitian lives in Los Angeles with his wife of 30 years, Ellen, and their two sons. He co-owns an LA-based French dip sandwich chain called The Dip.

**TERRY CREWS (Agent 91)** was a professional football player for the L.A. Rams, San Diego Chargers and Washington Redskins before making the transition to acting, and has quickly amassed an impressive resume of film and television roles.

He recently wrapped the feature "Game," starring opposite Gerard Butler. The thriller, slated for a 2009 release, is set in a future world where humans can control other humans in a mass-scale, multi-player online gaming environment.

In April of this year, Crews starred with Keanu Reeves and Forest Whitaker in the crime drama "Street Kings." His other recent feature appearances include roles alongside Eddie Murphy and Katt Williams in the comedy "Norbit"; in the acclaimed Mike Judge comedy "Idiocracy," with Luke Wilson and Dax Shepard; and a notable cameo in the thriller "Harsh Times," starring Christian Bale. He has also appeared in "Balls of Fury," "The Longest Yard," "White Chicks," "Baadasssss!," "Malibu's Most Wanted" and "Friday After Next."

This past fall, Crews reprised his role as Julius Rock for the third season of the CW hit comedy "Everybody Hates Chris," inspired by the childhood experiences of comedian Chris Rock, who narrates the series.

Crews was born and raised in Flint, Michigan. In high school, he won an art scholarship to Interlochen Art Academy and was then awarded the Art Excellence Scholarship to attend Western Michigan University, with a plan to become a special effects artist in Hollywood. He went on to play All Mid-American Conference defensive end, winning the Mid-American Conference championship in 1988.

He lives in California with his wife of 18 years and their four daughters and one son.

**DAVID KOECHNER (Larabee)** studied political science at Benedictine College in Atchison, Kansas, then transferred to the University of Missouri. After college, he moved to Chicago, studied improvisation at the IO (formerly the ImprovOlympic) with Del Close and Charna Halpern and went on to become an ensemble member of Second City Northwest.

Koechner spent one season in the cast of "Saturday Night Live" before moving to Los Angeles, where he landed guest appearances on "Curb Your Enthusiasm" and "Reno 911!" and played a recurring character on "Still Standing." He also co-starred in the independent features "Dill Scallion," "Waking Up in Reno," "Dropping Out" and "Run Ronnie Run," while turning in solid performances in studio comedies such as "Out Cold," "My Boss's Daughter" and "A Guy Thing." Concurrently, Koechner developed and performed, along with Dave "Gruber" Allen, "The Naked Trucker & T-Bones Show" on stage at Club Largo in Los Angeles. The show later became a Comedy Central series.

His major film break came when he was cast as Champ Kind in "Anchorman: The Legend of Ron Burgundy." Since then, he has been seen in a variety of studio and independent films, such as "Daltry Calhoun"; "The Dukes of Hazzard," with Johnny Knoxville; "Talladega Nights: The Ballad of Ricky Bobby"; "Waiting"; "Let's Go to Prison"; "Snakes on a Plane"; the animated feature "Barnyard"; the family comedy "Yours, Mine and Ours"; the critically acclaimed "Thank You for Smoking," opposite Aaron Eckhart and Maria Bello; and the recent comedy "Semi-Pro." He can also be spotted in cameo roles in "The 40 Year-Old Virgin," "Balls of Fury" and "Reno 911!: Miami."

Koechner continues to play the recurring character Todd Packer on NBC's "The Office." He recently starred in the feature comedy "The Comebacks" and can next be seen in "The Goods: The Don Ready Story." He is currently in production on the comedy "Tenure," alongside Luke Wilson.

Koechner lives in Los Angeles with his wife and four children.

**DALIP SINGH (Dalip)** made his American acting debut in the 2005 sports comedy "The Longest Yard," for "Get Smart" director Peter Segal.

A professional wrestler known as The Great Khali, he has appeared in more than 60 episodes of the popular World Wrestling Entertainment (WWE) shows "Smackdown," "Monday Night Raw" and "Saturday Night's Main Event" in the past two years, as well as other programs on the wrestling circuit, including "Wrestlemania" and "Extreme Championship Wrestling."

Born into a poor family in the Dhirana village in Himachal Pradesh of Punjab, India, Singh began working at a young age as a roadside stone breaker to help provide for his family. In 1993 he joined the police force. This allowed the naturally athletic 7'2" Singh to also pursue his interest and training in bodybuilding, and he subsequently went on to win the title of Mr. India in 1997 and 1998. His success led him to train as a wrestler in the U.S. in 1999, where he developed the skills necessary to compete on a global stage, enabling him to win numerous wrestling titles in Japan, where he is currently a very popular figure.

Singh is an active mentor to young people, encouraging them to stay away from drugs and urging them to seek discipline, health and success through sports.

## ABOUT THE FILMMAKERS

**PETER SEGAL (Director/Executive Producer)** most recently directed Adam Sandler and Chris Rock in 2005's "The Longest Yard," which became the highest worldwide grossing sports comedy in history. He previously teamed with Sandler on the comedy blockbusters "50 First Dates," which also starred Drew Barrymore, and "Anger Management," with Oscar winner Jack Nicholson.

Segal made his feature film directorial debut in 1994 with "Naked Gun 33 1/3: The Final Insult," starring Leslie Nielsen. His other credits include the 2000 hit comedy "Nutty Professor II: The Klumps," starring Eddie Murphy; the critically acclaimed "My Fellow Americans," starring screen legends Jack Lemmon, James Garner and Lauren Bacall; and the hit comedy "Tommy Boy," starring Chris Farley and David Spade.

A USC graduate, Segal began his career directing for television, with an extensive resume including eight Emmy Awards, a Cable ACE award for Best Director and two National Association of Broadcasters' Service to Children Awards.

In 1995, he formed his production company, Callahan Filmworks, along with long-time producing partner Michael Ewing. In 2002, he created the NBC comedy series "Hidden Hills." Currently, Callahan's development slate includes DC Comics' "Captain Marvel"; "Goblins," based on Brian Froud's acclaimed book; and "I, Thalus," a comedy about the first Olympiad.

**ANDREW LAZAR (Producer)** formed the Warner Bros. Studios-based production company Mad Chance in 1995 with a mandate to focus on smart, intriguing material in every genre and budget range. It debuted with the Shakespeare-influenced teen comedy "10 Things I Hate About You," starring Heath Ledger and Julia Stiles.

The past few years have been wide-ranging and productive for Lazar, currently in production on the unique comedic love story "I Love You Phillip Morris," for writer/directors Glenn Ficarra and John Requa and starring Jim Carrey and Ewan McGregor.

Lazar has many projects in development and pre-production at several studios, including a feature film version of the 70's hit TV show "Welcome Back, Kotter," with Ice Cube attached to reprise the starring role of the inner city teacher; "Cats & Dogs 2," the highly anticipated sequel to the 2001 live action/CGI international box office hit; "Jonah Hex," written by "Crank" directors Mark Neveldine and Brian Taylor; "Akira," a live-action remake of the revered anime of the same name; the madcap art heist comedy "The Great Mortedecai Moustache Mystery"; and "Fleming," based on the life of James Bond creator Ian Fleming. He is also developing "Namath," a retelling of acclaimed football legend Joe Namath's story with Jake Gyllenhaal attached to star.

His previous feature releases include the critically acclaimed "Confessions of a Dangerous Mind," starring Sam Rockwell, Drew Barrymore, Julia Roberts and George Clooney, and the pre-teen caper "Catch That Kid." Lazar also produced Danny DeVito's black comedy "Death to Smoochy," starring Edward Norton, Robin Williams, and Catherine Keener; Clint Eastwood's

"Space Cowboys," an inspirational adventure about retired NASA astronauts, starring Eastwood and Tommy Lee Jones; and Nora Ephron's lottery comedy "Lucky Numbers," starring John Travolta and Lisa Kudrow. He also produced the independent dramedy "Panic," starring William H. Macy and Neve Campbell, which debuted at the Sundance Film Festival; the Wachowski brothers' directorial debut, "Bound," a film noir thriller starring Gina Gershon and Jennifer Tilly; "The Astronaut's Wife," starring Johnny Depp and Charlize Theron; and his producing debut, Richard Donner's "Assassins," starring Sylvester Stallone and Antonio Banderas.

Born in New York City and raised in Los Angeles, Lazar discovered his passion for film while attending New York University. After making several student films, he got his first break working for Academy Award-winning producer Richard Zanuck. He joined Dino De Laurentiis Communications as a file clerk and ascended the ranks to become Executive Vice President of Production. Lazar earned his first major film credit serving as executive producer on John Dahl's provocative "Unforgettable," starring Ray Liotta.

**CHARLES ROVEN (Producer)** is distinguished by over two decades as a producer of independent and studio-based motion pictures. He is co-founder of Atlas Entertainment and its affiliated company Atlas/Third Rail Management, which in 1999 became part of Mosaic Media Group, an integrated multimedia film, television and management company where he serves as a founding principal.

Roven is a producer on the July 2008 release "The Dark Knight," the follow-up to "Batman Begins," directed by Christopher Nolan and starring Christian Bale, Michael Caine, Heath Ledger, Gary Oldman, Aaron Eckhart, Maggie Gyllenhaal and Morgan Freeman. He also serves as producer on "The International," starring Clive Owen and Naomi Watts under the direction of Tom Tykwer, set for August. Among his upcoming projects is a film adaptation of the DC Comics character "The Flash."

Most recently, Roven produced the critically acclaimed film "The Bank Job," starring Jason Statham and Saffron Burrows and directed by Roger Donaldson, which opened at number one at the UK box office in its opening week. He produced "Batman Begins," directed by Christopher Nolan and featuring an all-star cast including Christian Bale, Michael Caine, Katie Holmes, Liam Neeson, Morgan Freeman, Gary Oldman and Ken Watanabe, which was number one at the U.S. box office two weeks in a row with a worldwide gross of over \$370 million. Additionally, Roven produced "Live!," written and directed by multiple Oscar-winning documentary filmmaker Bill Guttentag and starring Eva Mendes; the musical "Idlewild," directed by Bryan Barber and starring Outkast's Andre Benjamin (Andre 3000) and Antwan Patton (Big Boi); and the Terry Gilliam-directed "The Brothers Grimm," starring Matt Damon and Heath Ledger. Previously, Roven produced the \$275 million-plus worldwide box office hit "Scooby-Doo," followed by its sequel, "Scooby-Doo 2: Monsters Unleashed."

Roven is one of the industry's most diverse filmmakers, having served as the producer on such films as the Oscar-nominated "Twelve Monkeys," "Fallen" and the \$200 million fantasy romance "City of Angels," as well as the highly acclaimed post-Gulf War tale "Three Kings."

Roven began his career as a talent manager, subsequently bringing an attuned sensibility for working with artists to the realm of production.

In 2008, he was honored with the ShoWest Producer of the Year Award for his prolific contributions to the film industry.

**ALEX GARTNER (Producer)** has worked in the entertainment industry for over a decade both as a producer and as a senior executive at two major studios, most recently concentrating on producing.

In 2004 Gartner joined Atlas Entertainment as a producing partner with Mosaic partner and Atlas Entertainment founder Charles Roven. Last year, he served as a producer on the comedy mockumentary "Live!," written and directed by Bill Guttentag, the multi Oscar-winning documentary filmmaker, and starring Eva Mendes.

Gartner also produced the critically acclaimed "The Upside of Anger," directed by Mike Binder and starring Joan Allen, Kevin Costner, Erika Christensen, Evan Rachel Wood, Alicia Witt and Keri Russell, and "Barbershop 2: Back in Business," which starred Ice Cube and Cedric The Entertainer, and was executive producer on "Out of Time," starring Denzel Washington, Sanaa Latham and Eva Mendes.

Previously, Gartner was President of Production at MGM Studios, where he supervised the entire production slate, including such movies as "Die Another Day," "Barbershop," "Legally Blonde," "Heartbreakers" and "Windtalkers."

After producing "Indecent Proposal" in 1993, Gartner became Executive Vice President at Fox 2000, having started the division with President Laura Ziskin. At Fox 2000 he worked on such films as "Soul Food," "Fight Club," "Courage Under Fire," "Men of Honor" and Terrence Malick's "The Thin Red Line."

**MICHAEL EWING (Producer)** is partnered with Peter Segal in Callahan Filmworks and oversees the development of numerous feature film and television projects for the company. Most recently, he executive produced the box office hits "The Longest Yard," starring Adam Sandler, Chris Rock and Burt Reynolds, and "50 First Dates," starring Adam Sandler and Drew Barrymore, and co-produced "Anger Management," starring Adam Sandler and Jack Nicholson. All three films were directed by Segal.

Ewing began his career in New York studying with Stella Adler and Lee Strasberg at the Actors Studio. He went on to direct and co-produce John Rechy's off-Broadway play "Tiger Wild," before turning his attention to feature films.

His first feature was "The Naked Gun," starring Leslie Nielsen and Priscilla Presley. He returned as associate producer on the next two successful sequels, "Naked Gun 2 1/2: The Smell of Fear" and "Naked Gun 3 1/3: The Final Insult," on which he first worked with director Peter Segal. Ewing went on to serve as associate producer and co-producer, respectively, on the director's next two features, the hit comedy "Tommy Boy," with Chris Farley and David Spade, and the

critically acclaimed "My Fellow Americans," starring Jack Lemmon, James Garner, Dan Aykroyd and Lauren Bacall. He then co-produced Eddie Murphy's box-office hit "Nutty Professor II: The Klumps."

Ewing's next venture as producer is the John August script of the classic Marvel comic "Billy Batson and the Legend of Shazam," to be directed by Segal.

**TOM J. ASTLE (Screenwriter)** and screenwriting partner Matt Ember previously wrote the screenplay for the hit romantic comedy "Failure to Launch," and before that worked for many years in television as solo writer-producers. They are currently working on another script for Warner Bros. Pictures.

Astle's television credits include "Coach," "The Hughleys," "Stargate" and many others. He created the long-running Disney Channel series "So Weird" and, before that, won an Emmy Award for writing another children's series, "Adventures in Wonderland."

He is a graduate of Northwestern University's film school and lives in Sherman Oaks when he isn't sneaking away to go fishing in his native Montana.

**MATT EMBER (Screenwriter)** is currently working on another script for Warner Bros. Pictures with his "Get Smart" screenwriting partner Tom J. Astle. The two previously collaborated on the hit romantic comedy "Failure to Launch," starring Matthew McConaughey and Sarah Jessica Parker.

Ember's television writing credits include episodes of "Becker," "Titus," "The Drew Carey Show" and "Grace Under Fire."

A graduate of Wesleyan University, Ember lives in Sherman Oaks.

**BRENT O'CONNOR (Executive Producer)** most recently served as executive producer on the inspiring drama "We Are Marshall," starring Matthew McConaughey and Matthew Fox, and the Harrison Ford thriller "Firewall."

Previously, O'Connor was an executive producer on the 2005 action thriller "Elektra," starring Jennifer Garner, and the 2004 family adventure "Scooby Doo 2: Monsters Unleashed." His co-producing credits include "K-11: The Widowmaker," starring Harrison Ford and Liam Neeson, and "Bulletproof Monk," starring Chow Yun-Fat and Seann William Scott.

Among his current credits is the long-anticipated "X-Files" feature sequel, "The X-Files: I Want to Believe," set to debut in theaters July 2008.

Early in his career, O'Connor served as an electrician and business agent. He went on to serve as production manager on a variety of feature films, including the Arnold Schwarzenegger thriller "The Sixth Day"; the comedic romp "Rat Race," starring Cuba Gooding Jr., Whoopi Goldberg, John Cleese and Rowan Atkinson; Gus Van Sant's Academy Award-winning "Good Will Hunting," starring Matt Damon, Robin Williams and Ben Affleck; and "Seven Years in Tibet,"

with Brad Pitt; as well as "Eye See You," "Jumanji," "Deep Rising," "Disturbing Behavior" and "Andre."

**JIMMY MILLER (Executive Producer)**, founder of The Miller Company and currently a principal in Mosaic Media Group, manages some of the most sought-after comedy talent in the industry, including actors Jim Carrey, Will Ferrell and Sacha Baron Cohen.

He has also helped shape the careers of some of the most talented writers and directors in the comedy genre, such as Jay Roach of the "Austin Powers" trilogy, "Meet the Parents" and "Meet the Fockers"; Judd Apatow, of "The 40 Year-Old Virgin," "Knocked Up" and "Superbad"; Adam McKay of "Talladega Nights: The Ballad of Ricky Bobby" and "Anchorman"; and Steve Rudnick and Leo Benvenuti of "The Santa Clause" trilogy and "Kicking & Screaming."

Miller's film producing credits include "Talladega Nights: The Ballad of Ricky Bobby," "Elf," "Semi-Pro" and the upcoming comedy "Step Brothers," with Will Ferrell and John C. Reilly.

He is currently in production on the adventure comedy "Land of the Lost" and the romantic comedy "She's Out of My League."

**DANA GOLDBERG (Executive Producer)** is President of Production at Village Roadshow Pictures. She is currently executive producing the upcoming romantic drama "Nights in Rodanthe," starring Richard Gere and Diane Lane.

Since joining the company in 1998, Goldberg has been involved with Village Roadshow Pictures' entire slate of films, including "Ocean's Eleven" and its sequels, "The Matrix" trilogy, "Training Day," "Mystic River," "Miss Congeniality," "Rumor Has It..." and "Charlie and the Chocolate Factory." She has also served as an executive producer on the blockbuster "I Am Legend," starring Will Smith; the drama "The Brave One," starring Jodie Foster under the direction of Neil Jordan; the Oscar-winning animated feature "Happy Feet," directed by George Miller and featuring the voices of Elijah Wood, Robin Williams, Brittany Murphy, Nicole Kidman and Hugh Jackman; "The Lake House," starring Keanu Reeves and Sandra Bullock; "The Dukes of Hazzard," starring Johnny Knoxville and Seann William Scott; and "Taking Lives," starring Angelina Jolie.

Prior to joining Village Roadshow Pictures, Goldberg spent three years with Barry Levinson and Paula Weinstein at Baltimore/Spring Creek Pictures, where she was Vice President of Production. She began her career in show business as an assistant at Hollywood Pictures.

**BRUCE BERMAN (Executive Producer)** is Chairman and CEO of Village Roadshow Pictures. The company will co-produce 65 theatrical features in a joint partnership with Warner Bros. through 2008, with all films distributed worldwide by Warner Bros. Pictures and in select territories by Village Roadshow Pictures.

The initial slate of films produced under the pact included such hits as "Practical Magic," starring Sandra Bullock and Nicole Kidman; "Analyze This," teaming Robert De Niro and Billy Crystal; "The Matrix," starring Keanu Reeves and Laurence Fishburne; "Three Kings," starring George

Clooney; "Space Cowboys," directed by and starring Clint Eastwood; and "Miss Congeniality," starring Sandra Bullock and Benjamin Bratt.

Under the Village Roadshow Pictures banner, Berman has subsequently executive produced such wide-ranging successes as "Training Day," for which Denzel Washington won an Academy Award; "Ocean's Eleven," starring George Clooney, Brad Pitt and Julia Roberts; its sequels "Ocean's Twelve" and "Ocean's Thirteen"; "Two Weeks' Notice," pairing Sandra Bullock and Hugh Grant; "Mystic River," starring Sean Penn and Tim Robbins in Oscar-winning performances; the second and third installments of "The Matrix" trilogy, "The Matrix Reloaded" and "The Matrix Revolutions"; Tim Burton's "Charlie and the Chocolate Factory," starring Johnny Depp; the Oscar-winning animated comedy adventure "Happy Feet"; Neil Jordan's "The Brave One," starring Jodie Foster; the blockbuster "I Am Legend," starring Will Smith; and, most recently, the Wachowski brothers' "Speed Racer," starring Emile Hirsch, Christina Ricci, and Matthew Fox.

Village Roadshow's upcoming projects include the romantic drama "Nights in Rodanthe," reuniting Richard Gere and Diane Lane; the comedy "Yes Man," starring Jim Carrey; and "Gran Torino," directed by and starring Clint Eastwood.

Berman got his start in the motion picture business working with Jack Valenti at the MPAA while attending Georgetown Law School in Washington, DC. After earning his law degree, he landed a job at Casablanca Films in 1978. Moving to Universal, he worked his way up to production Vice President in 1982.

In 1984, Berman joined Warner Bros. as a production Vice President, and was promoted to Senior Vice President of Production four years later. He was appointed President of Theatrical Production in September 1989 and, in 1991, was named President of Worldwide Theatrical Production, where he served through May 1996. Under his aegis, Warner Bros. Pictures produced and distributed such films as "Presumed Innocent," "GoodFellas," "Robin Hood: Prince of Thieves," the Oscar-winning Best Picture "Driving Miss Daisy," "Batman Forever," "Under Siege," "Malcolm X," "The Bodyguard," "JFK," "The Fugitive," "Dave," "Disclosure," "The Pelican Brief," "Outbreak," "The Client," "A Time to Kill" and "Twister."

In May of 1996, Berman started Plan B Entertainment, an independent motion picture company at Warner Bros. Pictures. He was named Chairman and CEO of Village Roadshow Pictures in February 1998.

**DEAN SEMLER (Director of Photography)** won an Academy Award for his work on Kevin Costner's epic of the American West, "Dances With Wolves." One of the world's most accomplished cinematographers, Semler has photographed a wide range of productions in both his native Australia and the United States, as well as around the world.

Semler began his career at a local television station photographing news stories. This led to a nine-year stint at Film Australia, where he made documentaries and anthropological films for educational and research purposes. His first credit as a feature cinematographer was "Let the Balloon Go" in 1976.

In Australia, Semler served as cinematographer for "Hoodwink"; the now classic futuristic thriller "The Road Warrior," which earned him an Australian Film Institute Award nomination, and its follow-up, "Mad Max Beyond Thunderdome"; "Razorback," for which he won an AFI Award; "The Coca-Cola Kid"; "The Lighthorsemen"; and "Dead Calm," for which he received an Australian Film Critics Award nomination. His American credits include "Young Guns" and "Young Guns II," "Cocktail," "Farewell to the King," "City Slickers," "The Power of One," "The Three Musketeers," "The Cowboy Way," "Waterworld," "The Bone Collector," "Nutty Professor II: The Klumps," "Heartbreakers," "Dragonfly," "We Were Soldiers," "XXX," "Bruce Almighty" and "The Alamo."

More recently, Semler filmed the comedy "I Now Pronounce You Chuck and Larry," starring Adam Sandler, Kevin James and Jessica Biel; Mel Gibson's "Apocalypto," for which he received an ASC nomination; the romantic comedy "Just My Luck," starring Lindsay Lohan; and the box office hits "Click," starring Adam Sandler, Kate Beckinsale and Christopher Walken, and "The Longest Yard," starring Adam Sandler, Chris Rock and Burt Reynolds. He also worked with director Rob Cohen on the action-adventure thriller "Stealth."

For television, Semler photographed "Return to Eden" in Australia and "Passion Flower" in the U.S. He also served as cinematographer and second unit director on the television miniseries "Lonesome Dove" and "Son of the Morning Star."

During the filming of "XXX," Semler was the recipient of a Member in the General Division of the Order of Australia, appointed by Her Majesty Queen Elizabeth II for services to the arts, an honor bestowed upon him by his fellow countrymen.

**WYNN THOMAS (Production Designer)** has worked with some of the film industry's most important directors. For director Ron Howard and producer Brian Grazer he designed the Oscar-winning "A Beautiful Mind" and the critically acclaimed "Cinderella Man," both starring Russell Crowe. For director Tim Burton, Thomas designed the cult classic "Mars Attacks!" He also designed the offbeat comedy "To Wong Foo Thanks for Everything, Julie Newmar," directed by Beeban Kidron; "Keeping the Faith," for actor/director Edward Norton; and, most recently, "Breach," directed by Billy Ray.

Thomas has had a long-term relationship with Robert De Niro's Tribeca Productions, having been for many years their in-house designer. He was the production designer on "A Bronx Tale," directed by De Niro; "Wag the Dog," directed by Barry Levinson and starring De Niro and Dustin Hoffman; and "Analyze This" and "Analyze That," both directed by Harold Ramis and starring De Niro and Billy Crystal.

He has also collaborated with director Spike Lee on more than 10 films, beginning with "She's Gotta Have It" and continuing with "School Daze," "Do the Right Thing," "Mo' Better Blues," "Jungle Fever," the epic biographical drama "Malcolm X," "Crooklyn," "He Got Game," "The Original Kings of Comedy" and, most recently, the critical and commercial success "Inside Man."

A graduate of Boston University with a BFA in Theatre Design, Thomas began his career designing sets for the theatre. He was resident designer with the world-famous Negro Ensemble Company and also designed sets for Joe Papp's Public Theatre, the Arena Stage in Washington, DC, Great Lakes Shakespeare Company in Cleveland and the Long Wharf Theatre in New Haven.

As an assistant art director, he worked with distinguished production designer Richard Sylbert on "The Cotton Club," and also art-directed or assisted on "Beat Street," "The Money Pit," "Brighton Beach Memoirs" and "The Package," with Gene Hackman.

Thomas holds the distinction of being the first African-American production designer to become a member of the Art Directors Guild in Los Angeles and was the first African-American nominated for an Art Directors Guild Award, for his design work on "Mars Attacks!"

**RICHARD PEARSON (Editor)** is currently at work on the James Bond film "Quantum of Solace," starring Daniel Craig, for director Marc Forster.

Pearson most recently served as editor on the Will Ferrell comedy "Blades of Glory," and shared editing duties with Clare Douglas and Christopher Rouse on writer/director Paul Greengrass's acclaimed historic drama "United 93." His work on that film garnered him an Academy Award nomination for Best Achievement in Editing, along with a BAFTA win for Best Feature Film Editing and an Eddie Award nomination from the American Cinema Editors.

Previously, Pearson edited the motion picture adaptation of the groundbreaking Broadway musical "Rent"; the dark ensemble comedy "A Little Trip to Heaven"; and, with Christopher Rouse, the international hit "The Bourne Supremacy." Pearson also edited the jungle-set action-adventure "The Rundown," starring Dwayne Johnson and Seann William Scott, and, with Steven Weisberg, the hit sequel "Men in Black II." His other motion picture credits include "The Score," "Drowning Mona," "Bowfinger" and "Muppets from Space."

Pearson earned both an Emmy Award nomination and an Eddie Award nomination for his work on the 1998 miniseries "From the Earth to the Moon." He also created the title design for the acclaimed series.

**TREVOR RABIN (Music)**, having scored the blockbuster hits "Armageddon" and "Enemy of the State," "Deep Blue Sea," "Gone In 60 Seconds," "Remember the Titans," "National Treasure" and "National Treasure 2: Book of Secrets," has secured his position in the first rank of popular film composers.

Rabin is part of a new group of film composers who hail from the world of rock music. A member of the group YES since 1983, he played guitar and wrote most of the material on their best-selling album "90125," including the number-one single "Owner of a Lonely Heart." He also penned the majority of the songs and served as co-producer on the YES album "Big Generator," which sold over 2 million copies worldwide. Additionally, he has written or co-written the songs, played every instrument but drums, produced, and engineered almost all of his solo work.

Born in Johannesburg, South Africa, Rabin studied classical piano and trained as a conductor and arranger. His first professional band performed original anti-apartheid songs and his family was heavily involved in anti-apartheid activities-Sidney Kentridge, his father's first cousin, is the lawyer who pressed charges against the South African government on behalf of Steven Biko's family after his death. Rabin later founded the band Rabbit, which became the most popular South African rock band in history.

Rabin's diversity shows in his work, from the soulful score to "Glory Road," on which he collaborated with Alicia Keys, to the comedic "Kangaroo Jack" and "The Banger Sisters," as well as the spectacularly epic score for "Armageddon," the intricate, unnerving electronic score for the techno-thriller "Enemy of the State" and a lyrical orchestral sound for the family film "Jack Frost." For the documentary "Whispers," he returned to his roots, drawing on traditional African instrumentation, rhythms and vocal performances.

Rabin's additional film scores include "Bad Boy 2," "The Great Raid," "Coach Carter," "Snakes on a Plane" and "The Guardian."

**DEBORAH SCOTT (Costume Designer)** was honored with an Academy Award for Best Costume Design in 1988, as well as a BAFTA Award nomination, for her work on James Cameron's record-breaking blockbuster "Titanic."

Scott previously worked for director Michael Bay on last year's science fiction action adventure "Transformers," as well as "The Island" and "Bad Boys II"; and for producer Steven Spielberg on his science fiction thriller "Minority Report."

More recently, she designed the costumes for "Reign Over Me," starring Adam Sandler, Don Cheadle and Jada Pinkett Smith; "Seraphim Falls," with Liam Neeson and Pierce Brosnan; and Andy Garcia's directorial debut, "The Lost City." Scott's other feature film credits include "The Upside of Anger," "The Patriot," "Wild Wild West," "Heat," "The Indian in the Cupboard," "Legends of the Fall," "Sliver," "Jack the Bear," "Hoffa," "Defending Your Life" and "Back to the Future."

She next re-teams with Michael Bay for "Transformers 2," currently in production and slated for a 2009 release.

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