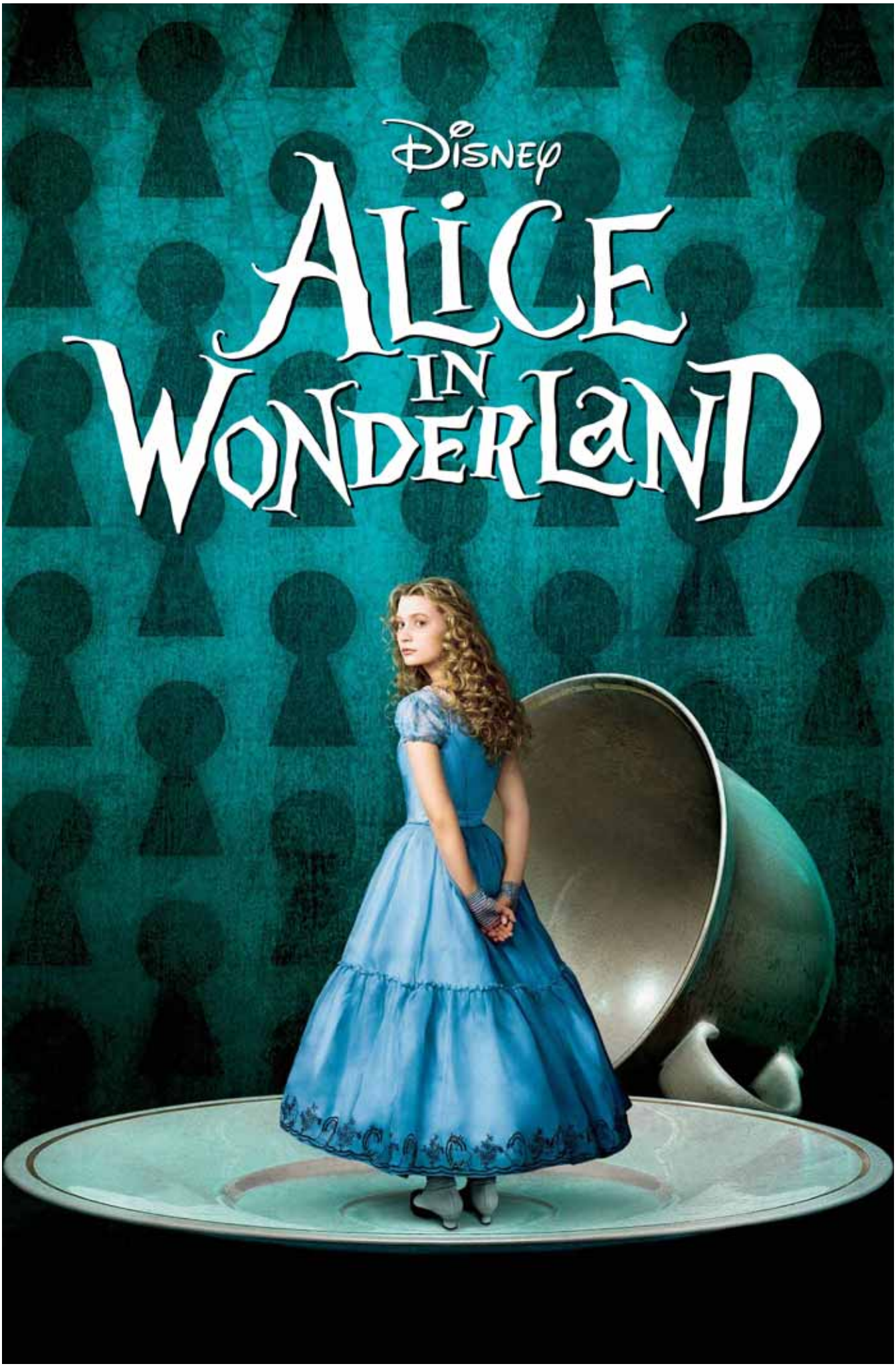
Disney
Alice in Wonderland

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FANTASY ACTION/VIOLENCE INVOLVING SCARY IMAGES AND SITUATIONS, AND FOR A SMOKING CATERPILLAR

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WALT DISNEY PICTURES

Presents

ALICE IN WONDERLAND

A
ROTH FILMS
Production

A
TEAM TODD
Production

A
ZANUCK COMPANY
Production

A Film by
TIM BURTON

Directed by . . . . . TIM BURTON
Screenplay by . . . . . LINDA WOOLVERTON
Based on "ALICE'S ADVENTURES IN WONDERLAND" and "THROUGH THE LOOKING GLASS" by . . . . . LEWIS CARROLL
Produced by . . . . . RICHARD D. ZANUCK
Produced by . . . . . SUZANNE TODD & JENNIFER TODD
Produced by . . . . . JOE ROTH
Executive Producers . . . . PETER TOBYANSEN, CHRIS LEBENZON
Co-Producers . . KATTERLI FRAUENFELDER, TOM PEITZMAN
Director of Photography . . . . . DARIUSZ WOLSKI, ASC
Production Designer . . ROBERT STROMBERG
Film Editor . . . . . CHRIS LEBENZON, A.C.E.
Costume Designer . . . . . COLLEEN ATWOOD
Senior Visual Effects Supervisor . . . . . KEN RALSTON
Music by . . . . . DANNY ELFMAN
Casting by . . . . . SUSIE FIGGIS

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Second Assistant Director . . . . . BRANDON LAMBDIN

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Animation Supervisor . . . . . DAVID SCHAUB
Senior Visual Effects Producer . . . . . CRYS FORSYTH-SMITH

Conceptual Designs by . . . . DERMOT POWER

CAST

Mad Hatter . . . . . JOHNNY DEPP
Alice . . . . . MIA WASIKOWSKA
Red Queen . . . . HELENA BONHAM CARTER
White Queen . . . . . ANNE HATHAWAY
Stayne – Knave of Hearts . . CRISPIN GLOVER
Tweedledee/Tweedledum . . . . . MATT LUCAS
White Rabbit . . . . . MICHAEL SHEEN
Cheshire Cat . . . . . STEPHEN FRY
Blue Caterpillar . . . . . ALAN RICKMAN
Dormouse . . . . . BARBARA WINDSOR
March Hare . . . . . PAUL WHITEHOUSE
Bayard . . . . . TIMOTHY SPALL
Charles Kingsleigh . . . . . MARTON CSOKAS
Lord Ascot . . . . . TIM PIGOTT-SMITH
Colleague #1 . . . . . JOHN SURMAN
Colleague #2 . . . . . PETER MATTINSON
Helen Kingsleigh . . . . . LINDSAY DUNCAN
Lady Ascot . . . . . GERALDINE JAMES
Hamish . . . . . LEO BILL
Aunt Imogene . . . . . FRANCES DE LA TOUR
Margaret Kingsleigh . . . . . JEMMA POWELL
Lowell . . . . . JOHN HOPKINS
Faith Chattaway . . . . . ELEANOR GECKS
Fiona Chattaway . . . ELEANOR TOMLINSON
Strange Woman Kisser . . . REBECCA CROOKSHANK

Dodo Bird . . . . . MICHAEL GOUGH
Tall Flower Faces. . . . . IMELDA STAUNTON
Jabberwocky . . . . . CHRISTOPHER LEE
6-Year-Old Alice. . . . MAIRI ELLA CHALLEN
Red Queen Court:
Woman with Large Nose . . HOLLY HAWKINS
Woman with Big Ears . . . LUCY DAVENPORT
Man with Large Belly . . . . . JOEL SWETOW
Woman with
Large Poitrine . . . . . JESSICA OYELOWO
Man with Large Chin . . . . . ETHAN COHN
Man with Big Forehead . . RICHARD ALONZO

Ship Captain . . . . . HARRY TAYLOR
Executioner. . . . . JIM CARTER
Additional Vocal Effects by . FRANK WELKER
Hatter Futterwacken Dance
Double . . . DAVID "ELSEWHERE" BERNAL
Hightopp Hat Juggler . . . . . CHRIS GRABHER
Party Dancers . . . . . CAROLINE ROYCE
BONNIE PARKER
SIMONE SAULT
LEIGH DANIELS
CARL WALKER
MATT DEMPSEY
CHRIS GRIERSON
DALE MERCER
Party Musicians . . . . . DAVID LALE
JOHN BASS
NICHOLAS LEVY
PATRICK ROBERTS
PHILLIP GRANELL
STEPHEN GILES
Maypole Dancer. . . . . HILARY MORRIS
White Queen
Loyalist . . . . . JACQUELINE TRIBBLE

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Key Stunt Rigger . . . . . MARK GINTHER
Stayne Stunt Double . . . . . ADAM HART
Mad Hatter Stunt Double . . . . . THEO KYPRI
Alice Stunt Double . . . . . TARAH PAIGE
Tweedledee Stunt
Double . . . . . ERNIE REYES, JR.
Tweedledum Stunt
Double . . . . . MARTIMIANO NITO LARIOZA
Fire Juggler. . . . . JACK KALVAN
Female Stunt Hightoppers . . . STACY CARINO
AIMEE BELL
Male Stunt Hightoppers . . . . . RYAN GRAY
PAUL SCOTT
Action Girl Hightopper . . . . . KYLA WARREN
Action Boy Hightoppers . . VLADAMIR KUBR
TROY BROWN
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Townspeople. . . . . ALICIA VELA-BAILEY
JASI COTTON LANIER
TANIA PEARSON-LOESER
Red Queen Stunt
Male Townspeople . . . . . RANDALL ARCHER
WAYNE DALGLISH
ALEX CHANSKY
Utility Stunts. . . . . SCOTT ARMSTRONG
ILRAM CHOI
RICHARD EPPER
MICHAEL HANSEN
J.E. JOHNSON
DAVE SCHULTZ
FRANK TORRES
STEVE UPTON
AARON WALTERS
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Alice Stand-In . . . . . CAROLINE FIFE
Stayne Stand-In . . . . . MARTIN TREES

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Costumer for Mr. Depp . . . . . MARINA MARIT
Set Costumer. . . . . BRENDA DONOHO
Specialty
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LETICIA SANDOVAL
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Men's Cutter/Fitter . . . . . MICHAEL SLOAN

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MOCAP Key Costumer . . . MICHELLE Y. LIU
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"Alice"
Written by Avril Lavigne
Produced by Butch Walker
Mixed by Deryck Whibley
Performed by Avril Lavigne
Courtesy of RCA/JIVE, a Label Group of
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Soundtrack available on

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Disney Alice in Wonderland

Production Information

"In any fairy-tale land there is good and bad. What I liked about Underland is that everything is slightly off, even the good people. That, to me, is something different."
~ Tim Burton, Director

From Walt Disney Pictures and visionary director TIM BURTON comes an epic 3D fantasy adventure "ALICE IN WONDERLAND," a magical and imaginative twist on some of the most beloved stories of all time. JOHNNY DEPP ("Pirates of the Caribbean" films, "Public Enemies") stars as the Mad Hatter, and MIA WASIKOWSKA ("Amelia") as 19-year-old Alice, who returns to the whimsical world she first encountered as a young girl, reuniting with her childhood friends: the White Rabbit, Tweedledee and Tweedledum, the Dormouse, the Caterpillar, the Cheshire Cat, and of course, the Mad Hatter. Alice embarks on a fantastical journey to find her true destiny and end the Red Queen's reign of terror. The all-star cast also includes ANNE HATHAWAY ("Get Smart," "The Devil Wears Prada") as the White Queen, HELENA BONHAM CARTER ("Harry Potter and the Half-Blood Prince," "Terminator Salvation") as the Red Queen, CRISPIN GLOVER ("Beowulf," "9") as Stayne-Knave of Hearts, and MATT LUCAS ("Little Britain") as Tweedledee and Tweedledum. Providing the voices for Underland's menagerie of inhabitants is an eclectic and impressive mix of acting talent, including MICHAEL SHEEN as the White Rabbit, STEPHEN FRY as the Cheshire Cat, ALAN RICKMAN as Absolem the caterpillar, TIMOTHY SPALL as Bayard, BARBARA WINDSOR as the Dormouse, SIR CHRISTOPHER LEE as the Jabberwocky, MICHAEL GOUGH as the Dodo, and PAUL

WHITEHOUSE as the March Hare.

"ALICE IN WONDERLAND" marks a return to Disney for director Tim Burton ("The Nightmare Before Christmas," "Sweeney Todd: The Demon Barber of Fleet Street," "Charlie and the Chocolate Factory"). The film is produced by Oscar® and Thalberg winner RICHARD D. ZANUCK ("Driving Miss Daisy"), JOE ROTH ("Hellboy II: The Golden Army") and SUZANNE and JENNIFER TODD ("Across the Universe"), and executive produced by PETER TOBYANSEN and CHRIS LEBENZON. The screenplay is written by LINDA WOOLVERTON ("The Lion King," "Beauty and the Beast"). The director of photography is DARIUSZ WOLSKI ("Eagle Eye," "Pirates of the Caribbean" trilogy) and senior visual effects supervisor is five-time Academy Award® winner KEN RALSTON ("Forrest Gump," "Star Trek IV: The Voyage Home," "The Polar Express"). Costume designer is two-time Oscar® winner COLLEEN ATWOOD ("Memoirs of a Geisha," "Chicago," "Public Enemies") and editor is CHRIS LEBENZON, A.C.E. ("Sweeney Todd: The Demon Barber of Fleet Street," "Charlie and the Chocolate Factory"). Providing the score is long-time Burton collaborator and four-time Academy Award® nominee DANNY ELFMAN ("Terminator: Salvation," "Taking Woodstock").

"ALICE IN WONDERLAND" will be presented in Disney Digital 3D™, RealD 3D and IMAX® 3D. The film has been rated PG by the MPAA Ratings Board.

RealD 3D is the new generation of entertainment, with crisp, bright, ultra-realistic images so lifelike you feel like you've stepped inside the movie. RealD 3D adds depth that puts you in the thick of the action, whether you're joining favourite characters in a new world or dodging objects that seem to fly into the theatre. RealD pioneered today's digital 3D and is the world's most widely used 3D cinema technology with over 9,500 screens under contract and 5,000 screens installed in 48 countries. And unlike the old days of paper glasses, RealD 3D glasses look like sunglasses, are recyclable and designed to comfortably fit on all moviegoers, and easily over prescription glasses (www.RealD.com).

Along with the film's nationwide release in conventional theatres, "ALICE IN WONDERLAND" will be released in IMAX® theatres, digitally re-mastered into the unparalleled image and sound quality of The IMAX Experience® through proprietary IMAX DMR® technology. With crystal clear images, laser-aligned digital sound and maximized field of view, IMAX provides the world's most immersive movie experience.

Capturing the wonder of Lewis Carroll's beloved "Alice's Adventures in Wonderland" (1865) and "Through the Looking-Glass" (1871) with stunning, avant-garde visuals and the most charismatic characters in literary history, "ALICE IN WONDERLAND" comes to the big screen around the world in Spring 2010.

INSPIRED
Touched by Lewis Carroll's Stories

Originally published in 1865, Lewis Carroll's "Alice's Adventures in Wonderland" changed forever the course of children's literature. For director Tim Burton, the prospect of being able to put his own fresh spin on such a timeless classic as "Alice in Wonderland" was impossible to resist. "It's so much a part of the culture," he reflects of Carroll's tale that has inspired numerous stage, television and film adaptations. "So whether you've read the story or not, you'll know certain images or have certain ideas about it. It's such a popular story."

"I'm a huge fan of the book," says Johnny Depp, who stars in the film as the Mad Hatter. "It's such a beast in terms of invention, of literary achievement. It's as brilliant and as fresh and as new and as interesting today as it was then."

"Lewis Carroll had a remarkable mind and these books just transcend time and place," says Woolverton. "The characters are all so wild and funny, and there's a little bit of us in all of them: The Red Queen, in her rages; Alice's wonder at everything she sees around her; and The Hatter's tragedy. It makes for great cinema."

"The imagination and creativity of the book is so unique and remarkable," says producer Jennifer Todd. "There's something to the images, and the characters, and the outlandishness of the book that really resonates with people."

With the success of "Alice," Carroll (the pen name for Reverend Charles Lutwidge Dodgson, a lecturer in mathematics at Christchurch University in Oxford, England) became the leading children's author of his day, and he followed it six years later with "Through the Looking-Glass, and What Alice Found There," which was even more popular than its predecessor. Today, both books tend to be published together under the title "Alice in Wonderland," and their continued influence can be seen in everything from music videos to films, comic books to computer games, opera to art.

"One of the reasons why Lewis Carroll's characters work so well in cinema is because they're wildly imaginative and there's no one way to interpret them," says Anne Hathaway, who stars as the White Queen. "Because Lewis Carroll played around with words and concepts, and because the characters appeal to the imagination, I feel there are as many interpretations as there are imaginations in the world. It depends on what your take is."

"It somehow taps a subconscious thing," says Burton of his source material. "That's why all those great stories stay around because they tap into the things that people probably aren't even aware of on a conscious level. There's definitely something about those images. That's why there have been so many versions of it.

"As a movie, it's always been about a passive little girl wandering around a series of adventures with weird characters. There's never any kind of gravity to it," Burton continues. "The attempt with this was to take the idea of those stories and shape them into something that's not literal from the book but keeps the spirit of it."

"I truly believe that Lewis Carroll would be ecstatic because the movie is done with such respect and is rooted deeply in the original material," Depp says. "This story by Carroll, along with the characters, under Tim Burton's vision is a real treat."

CARROLL'S CHARACTERS HEAD TO THE BIG SCREEN
This Time, Alice Is All Grown Up

"Now as a girl on the cusp of adulthood, Alice goes back.
And there she discovers that the real name of the world is Underland."
~Linda Woolverton, screenwriter

Incorporating characters, story elements and central themes from Carroll's books, director Tim Burton's "Alice in Wonderland" takes the stories to new heights, so to speak, featuring a grown-up Alice as she returns to the place she visited as a child.

Screenwriter Linda Woolverton pitched the idea to producers Joe Roth and Suzanne and Jennifer Todd. "Linda came up with a great idea," says Roth. "It all hangs together, kind of a political allegory—those residents down there are not just crazy, they're actually revolutionaries. So it just struck me right on every single level, and Disney seemed like the right place to take it. And there was only one choice of director, Tim Burton, and lo and behold, he wanted to do it."

"They gave me a script and they said 3D," says Burton. "And even before I read it. I thought that's intriguing, and what I liked about Linda's script was she made it a story, gave it a shape for a movie that's not necessarily the book. So all those elements seemed good to me."

"The story takes place when Alice is 19, and she's about to enter into a marriage she's not sure about," screenwriter Linda Woolverton explains. "Time has passed. The Red Queen rules the whole land. It's under her thumb. And the people of Underland need Alice."

UNDERLAND?

"Underland," says Woolverton, "is the same fantastical land that Alice visited as a child. But she misheard the word 'Underland' and thought they said 'Wonderland.' Now as a girl on the cusp of adulthood, Alice goes back and there she discovers that the real name of the world is Underland."

Part of what appealed to Burton about the script was that it centered on an Alice who, at 19, is substantially older than in Carroll's books, yet feels very real and identifiable. "What I liked about this take on the story is Alice is at an age where you're between a kid and an adult, when you're crossing over as a person," he says. "A lot of young people with old souls aren't so popular in their own culture and their own time. Alice is somebody who doesn't quite fit into that Victorian structure and society. She's more internal."

For Alice Kingsleigh, life is about to take a turn for the unexpected. Hamish, the worthy

but dull son of Lord and Lady Ascot, proposes to Alice during a Victorian garden party thrown in their honor. She flees without giving an answer, heading off after a rabbit she's spotted running across the lawn; the rabbit, of course, is wearing a waistcoat and pocket watch.

Following the White Rabbit across a meadow, Alice watches as he disappears into a rabbit hole, suddenly finds herself falling down after him, tumbling through a strange, dreamlike passage before landing in a round hall with many doors. She discovers a bottle labeled DRINK ME; its contents shrink her, and a cake with the words EAT ME iced on top; it makes her grow. Alice eventually finds her way through a door into the wondrous and fantastical world called Underland—the same place she visited as a young girl—although she has no memory of her previous adventures there, except in her dreams.

"Underland is a part of the earth," says Woolverton, "but it lies somewhere far beneath our world. The only way to get there is to fall down a rabbit hole."

There she meets a menagerie of colorful characters, including a swashbuckling Dormouse, an off-his-rocker Mad Hatter, a grinning Cheshire Cat, a wise caterpillar called Absolem, a beautiful White Queen and her spiteful older sister the Red Queen, who happens to be the petulant ruler of Underland.

According to Woolverton, Underland has come upon hard times since the malevolent Red Queen has taken over the throne. It is, however, a truly wonderful land, which might explain why the girl who mistook it for "Wonderland" has been called upon to help return it to its glory. But, says Woolverton, "Underland has always been Underland since the Beginning, no matter who sits on the throne. It will remain Underland until the End."

"What Linda has done is fashion a story with an emotional context for the film's events to occur," says Bonham Carter. "In this, there's a point to the whole story and a journey for Alice."

"In the beginning, Alice is very awkward and uncomfortable in her skin," Wasikowska says. "So her experience in Underland is about reconnecting with herself and finding she has the strength to be more self-assured in figuring out what she wants."

"Tim Burton is, in his own way, a modern-day Walt Disney," says producer Suzanne Todd. "There's no one else like him. And 'Alice' really spoke to Tim—that idea of Alice and her journey, going someplace else to find out who she really is."

For a fabulist filmmaker renowned for creating fantastical and breathtakingly elaborate worlds, Carroll's rich tapestry of characters and their magical world afforded Burton ample opportunity to run wild with his imagination, putting his own, indelible stamp on the material.

"The combination of the 135-year-old best seller, 'Alice in Wonderland,' Tim Burton, Johnny Depp, Disney and 3D make this an irresistible and 'must see' movie event," says producer Richard Zanuck.

WHO'S WHO IN "ALICE IN WONDERLAND"
Cast of Characters

ALICE (Mia Wasikowska) is a 19-year-old woman contemplating her future. An independent soul, she feels trapped in the narrow-minded views of women in aristocratic Victorian London. Alice Kingsleigh is uncertain how to balance her dreams with other people's expectations. Her true destiny lies in Underland, a place she first visited as a child (and called Wonderland)—though she has no memory of it or its inhabitants. So down the rabbit hole she falls, revisiting Underland and reuniting with her childhood friends, including Absolem the caterpillar, the Cheshire Cat, Tweedledee and Tweedledum, and of course, the Mad Hatter. She thinks it's all a dream as she shrinks and grows, grows and shrinks. But when she encounters some of the not-so-friendly residents of Underland and is asked to defend the fantastical land, she's not sure if she's up to the challenge.

THE MAD HATTER (Johnny Depp) doesn't just wear his heart on his sleeve—his ever-changing moods are quite literally reflected in his face and his attire. He's been anxiously awaiting Alice's return and is, arguably, her one true friend, believing in her when nobody else does. He is fearless, going to great lengths to protect her at his own risk. Once the proud hat maker for the White Queen, the Hatter has been affected by mercury poisoning, an unfortunate side effect of the hat-making process, and isn't altogether well. "I always saw the Hatter as kind of tragic," says Depp. "He's a victim in a lot of ways. The mercury has certainly taken its toll, but there's a tragic element to his past in this particular version that weighs pretty heavily on the character."

IRACEBETH, THE RED QUEEN (Helena Bonham Carter), is the tyrannical monarch of Underland, an amalgam of the Queen of Hearts from "Alice's Adventures in Wonderland" and the Red Queen from "Through the Looking-Glass." With her oversized head, fiery temper and propensity to scream for people's heads to be chopped off, she rules her subjects through fear. "She's got emotional problems," says Bonham Carter. "It takes nothing, practically, for her to lose her temper. Her tantrums are that of a two-year-old." Her younger sibling, the White Queen, has designs on the throne and crown that Iracebeth once stole from her.

MIRANA, THE WHITE QUEEN (Anne Hathaway), is the younger sister of the Red Queen, and while she appears to be all sweetness and light, beneath the surface there's a hint of darkness to her character. "She comes from the same gene pool as the Red Queen," says Hathaway. "She really likes the dark side, but she's so scared of going too far into it that she's made everything appear very light and happy. But she's living in that place out of fear that she won't be able to control herself." When Alice returns to Underland, the White Queen takes her under her wing, offering her protection, although her motives aren't completely altruistic.

ILOSOVIC STAYNE, THE KNAVE OF HEARTS (Crispin Glover), is the head of the Red Queen's Army. Seven feet, six inches tall, with a scarred face and a heart-shaped patch covering his left eye, Stayne is an arrogant, tricky character who follows the Red Queen's every order. He's the only one capable of pacifying her and calming her dramatic mood swings. "I am the martial element for the Red Queen," says Glover. "The Red Queen has a fair amount of short-tempered reactions to things that people do, and so my character has to be quite diplomatic." His darker side emerges in the shadows of the castle hallways.

TWEEDLEDEE and TWEEDLEDUM (Matt Lucas) are rotund twin brothers who constantly disagree with each other and whose confusing chatter makes little sense to anyone but them. When Alice arrives in Underland, she looks to the Tweedles for guidance. Innocent and infantile, adorable and sweet, they mean well but are of little real help since they speak in weird rhythms and riddles. "I like to think the Tweedles have never really encountered a proper human before," says Matt Lucas, the British comedian and actor who plays them both. "When Alice arrives, she is an object of curiosity. In this world, Alice is the unusual one and everything else is normal. A talking caterpillar is normal. A girl is unusual."

McTWISP, THE WHITE RABBIT (voice of Michael Sheen), is always worried about being late, always in a hurry, always rushing about. Charged with finding Alice and bringing her back to Underland so that she can fulfill her destiny, he shows up at her garden party in an effort to lure her back down the rabbit hole. "He's a warm character," says Sheen, "but, at the same time, he can be quite fussy and quite strict with Alice as well. He has an edge to him, a nervous energy, always feeling like he's behind time, time is very important to him. But he's quite brave when called upon."

ABSOLEM, THE CATERPILLAR (voice of Alan Rickman), is the all-knowing and absolute guardian of the Oraculum, an ancient document that depicts every major event, past, present and future, in Underland's history. Alice is taken by the White Rabbit and the Tweedles to meet Absolem, so that he can ascertain whether she is, in fact, the real Alice who first visited Underland as a child, the Alice who is destined to help them. They find the bulbous blue caterpillar atop a mushroom in a mushroom forest surrounded by misty smoke. Several times Absolem challenges Alice to come to a better understanding of herself, forcing her to face the difficult question: "Who are you?"

CHESSUR, THE CHESHIRE CAT (voice of Stephen Fry), is a dapper tabby with the ability to appear and disappear. He is all calm, casual sensuality with a seductive grin that masks his cowardice. It's the cat's disembodied head that first appears to Alice in Tulgey Wood after she's been attacked by the vicious Bandersnatch. He offers to purify the gashes on

her arm by licking them. Alice declines, although she allows him to lead her to the Hatter's Tea Party where the Hatter blames him for deserting them on the day the Red Queen seized control of Underland. Using his skills and the Hatter's coveted top hat, Chessur later finds a way to redeem himself.

MALLYMKUN, THE DORMOUSE (voice of Barbara Windsor), is a swashbuckling mouse in Underland who wears riding breeches. She refuses to believe that the White Rabbit has found the right Alice, the one who can help return Underland to its true splendor, and is only too happy to poke poor Alice in the ankle with a hat pin when Alice insists she's only dreaming. But the tough little mouse comes through in a pinch when Alice is threatened by a clawing creature called a Bandersnatch. Her loyalty to the Hatter is unmatched, and she willingly faces the prospect of death to stand by him.

THE DODO (voice of Michael Gough) is one of the first residents of Underland Alice sees upon entering the fantastical world. One of the oldest Underland inhabitants, the Dodo wears eye-glasses and carries a walking stick. Both quiet and wise, he stops his friends' bickering over Alice's true identity by suggesting they bring her to the even wiser Absolem.

THE JABBERWOCKY (voice of Sir Christopher Lee) is tall as a dinosaur with reptilian wings, scales, long sharp claws, a pronged tail and a vest. This ferocious hissing beast is a favorite weapon of the Red Queen and will stand between Alice and her ultimate destiny.

THE MARCH HARE (voice of Paul Whitehouse) hosts the Mad Hatter's Tea Parties at his Hare House. Paranoid, anxious and slightly insane, he constantly wrings his paws and ears and has a thing for tossing teapots and other items. He has a penchant for cooking and is one of the few Underland inhabitants to escape the Red Queen's clutches all together.

BAYARD THE BLOODHOUND (voice of Timothy Spall) is an unwilling accomplice to the Red Queen's forces, fearful that his imprisoned wife and pups will be injured if he doesn't do Stayne's bidding. He proves to be secretively loyal to the Underland Underground resistance, becoming both Alice's ally and a rather convenient transportation system.

THE BANDERSNATCH is a disgusting, drooling, foul-smelling creature with a big filthy body and the squashed, teeth-baring face of a rabid bulldog. A swipe of his long claws leaves Alice with a rather painful reminder of the Red Queen's horrible reign.

FILLING "ALICE'S" SHOES
Filmmakers Assemble Provocative Cast

A NEW KIND OF ALICE

When it came to casting the role of Alice, filmmakers sought fresh talent. "We saw an enormous amount of actors from all over the world," recalls producer Richard Zanuck. "Everybody wanted to play this part."

"Everyone has an idea of Alice and it was important to take away the baggage and make her as real a teenager as possible, but also keep some of the original aspects of her character. It's exciting to bring those characters and stories to another generation."

~ Mia Wasikowska, Alice

"I just liked her quality," says director Tim Burton of Mia Wasikowska, who was ultimately chosen for the role. "I always like it when I sense people have that old-soul quality to them. Because you're witnessing this whole thing through her eyes, it needed somebody who can subtly portray that."

"It's not a silly Alice. It's not a frivolous Alice. It's not a fly-by-night Alice," says producer Suzanne Todd. "There's a real weight to the character."

Playing such an iconic role as Alice was a dream come true for the 19-year-old Australian-born actress, although she considered the role a challenge. "There's a lot of pressure in a way," she says. "Everyone thinks they know who she is, and you can't please everyone. So the hardest thing is making her your own, and making yourself comfortable with her and confident in the decisions you make."

"Mia's incredible," says Depp. "She's like this wonderful little being from another planet. For me, it was great working with Mia who is beautiful, wonderful, sweet—the perfect Alice."

MAD AS A HATTER

"ALICE IN WONDERLAND" marks the seventh collaboration between Tim Burton and Johnny Depp since they first worked together on "Edward Scissorhands."

"It's amazing," says Depp, "having worked with Tim coming up on 20 years, I've had the opportunity to see him grow. He's so unique and so special and such a brilliant filmmaker. Anything Tim wants me to do is a real honor."

"The combination of being able to play the Mad Hatter and take what Lewis Carroll has done and what Tim's vision is, and then throw your own stuff in there…it's a dream come true."

~ Johnny Depp, The Mad Hatter

The Hatter offered Depp the opportunity to create yet another unique character. "It was a

real challenge to find something different, to define the Mad Hatter in terms of cinema," he says. "One of the things Tim and I talked about early on, is the idea that he would be so pure, in the sense that you see, instantly, what he's feeling—so much so that his clothes, his skin, his hair, everything, reflects his emotion. So when he's beaming, you get this kind of bright effect and everything comes to life, like a flower blooming, very, very quickly. He's like a mood ring. His emotions are very close to the surface."

"He has an ability for transformation that is fabulous," says producer Richard Zanuck of Depp. "There's no one who can do these crazy, offbeat, eccentric characters like Johnny can. He has a way of being funny and crazy, yet poignant. He's one of the world's great actors; he takes bigger chances than any other male star."

As the actor developed the character, Depp discovered that the hatters of the period often suffered from mercury poisoning. "The term 'mad as a hatter' actually came from real hatters when they were making these sort of beautiful beaver-pelt top hats," he says. "The glue they used had very high mercury content. It would stain their hands; they'd go goofy from the mercury and go nuts."

Depp felt his character's entire body, not just his mind, would be affected by the mercury poisoning, and painted a watercolor of the Hatter with orange hair, a clown-like face, and green eyes of different size. "I just knew what he looked like for some reason," he says of the Hatter's final look. "When I went into the makeup trailer the process just sort of happened. It's very rare that everything works so quickly. The only time I'd ever had that happen on that level was with Captain Jack."

Depp also thought the Hatter would have several distinct personalities and accents. "It seemed to me also that because he would be so hyper-sensitive, he would need to travel into another state, another personality, to be able to survive, which kicks in when he is threatened or when he's in danger. I thought it would be like experiencing a kinder form of personality disorder in a way."

SIBLING RIVALRY

To play Underland's petulant ruler, the Red Queen, Burton turned to his real-life partner Helena Bonham Carter, the Oscar®-nominated British actress. "She doesn't really rule through any kind of justice or fairness, but through terror," says Bonham Carter. "I chop off people's heads. That's my solution to everything."

"Helena is a fearless actress," says producer Joe Roth. "She is unafraid of being this incredibly demonic character. She is quite an ogre. What's funny about it is, she does it in a kind of baby-doll way."

While Bonham Carter's head is digitally increased to around twice its normal size for the final film, the actress still had to endure a daily visit to the makeup chair to be transformed into the Red Queen. "It took about three hours," she says. "But I love being Royal. The big hazard was I lost my voice pretty much every day by 10 o'clock, because she shouts a lot. 'Off

with his head! Off with her head!' It's quite exhausting losing your temper all the time."

In contrast, Mirana the White Queen, younger sister of the Red Queen, is mild mannered and kind—with a hidden dark side. Anne Hathaway, tapped to play the more subdued sibling, says she had to find a way to capture the character's layered personality. "When I was trying to work her out, I kept saying to myself, 'she is a punk-rock, vegan pacifist.' So I listened to a lot of Blondie, I watched a lot of Greta Garbo movies, and I looked at a lot of the artwork of Dan Flavin. Then a little bit of Norma Desmond got thrown in there, too. And she just kind of emerged."

Hathaway even moved like a subdued royal figure. "I noticed the more languid I could make my arms, the more it looked like I was gliding," she says.

"It's like she's on wheels," says Depp. "She sort of glides through, and her hands begin talking before she does. Her hands have their own little personality."

BOYS WILL BE BOYS

To play Ilosovic Stayne, the Red Queen's duplicitous, one-eyed Knave of Hearts, Burton turned to Crispin Glover, an actor, filmmaker, musician and author. "I first met him in the early '80s," says Burton. "He's a very unique individual. He's a real Renaissance man. There are not many people who do movies and then do their own films and do their own art and live their own lives in the way that he does. But he's great. He's got such a pleasant visual presence."

Co-star Depp has worked with Glover in previous films. "I always admired him as an actor—always thought he was kind of revolutionary in his approach," says Depp. "What Crispin brought to it is this 'rock star' quality, this very dark, strangely good-looking, rock-'n'-roll-star quality. With the patch, he looked like some cool old Harry Clarke drawing come to life."

Two of Carroll's most lovable creations are Tweedledee and Tweedledum, the rotund twin brothers who constantly disagree with each other and whose confusing chatter makes little sense to anyone but themselves. Matt Lucas was cast to play them both. The actor says he had an advantage in playing the roles. "I imagined them as naughty Victorian children, with their hand in the honey jar. And so I made them quite child-like, which does come naturally to me, because I'm a big kid anyway."

Burton says that while the onscreen appearance of the Tweedles will be largely CG, Lucas' performance will be front and center, ensuring the actor's comedic take on the characters shines through. "I love working with people like him who do characters because I think they're great actors. They're fun to watch. He did one character then slipped into another; that to me is the sign of a good actor, and it was really great to work with him."

THE VOICES OF WONDERLAND

"It was important to me to have a real, heavy British flavor," says Burton of the "ALICE IN WONDERLAND" voice cast which includes Alan Rickman as the Caterpillar, Michael

Sheen as the White Rabbit, Stephen Fry as the Cheshire Cat, Timothy Spall as Bayard the Bloodhound, Barbara Windsor as the Dormouse, Christopher Lee as the Jabberwocky, Michael Gough as the Dodo, and Paul Whitehouse as the March Hare. "There are lots of people I've always admired.

"I wanted to try and make the animated voices not overly animated, so they all felt like they were in the same world," Burton continues. "I didn't want them to feel like live-action characters in a completely animated world, so I tried to make the live-action a bit more extreme, and then with the animation, I tried to bring it back. I was lucky enough to get really great actors who—if they had done it as humans would have been great—brought the animated characters up to the level of the live-action."

"I wished I could have put the suit on and run around with the ears and the tail," laughs Michael Sheen, who provided the voice of the White Rabbit. "Unfortunately, I just got to be in a sound studio doing the voice. Tim very much wanted the characters not to be too cartoonish, so it was just a question of getting the tone right. Most of the characters in 'Alice' are quite posh. Upper-middle-class characters."

CREATING UNDERLAND
Filmmakers Re-Imagine Literary Locale

"As cool as 'Alice' is, it needed to be reinvented. Tim's created a whole new world for Alice to live in. The tone is a little more grown up. There isn't a little girl in a blue and white dress."

~ Jennifer Todd, Producer

For a filmmaker famous for creating fantastical and breathtaking onscreen worlds, Lewis Carroll's rich tapestry of characters and their magical realm afforded Burton ample opportunity to let his imagination run wild.

"What's amazing about Carroll's books is that his imagery is so strong," says Mia Wasikowka, who stars as Alice. "That's why it's so exciting Tim is doing it, because he's such a visual person."

"Everybody's got an image of Underland," says Burton. "I think in people's minds, it's always a very bright, cartoony place. We thought if Alice had had this adventure as a little girl and now she's going back, perhaps it's been a little bit depressed since she's left. It's got a slightly haunted quality to it."

"This world is so enchanting and fun and a bit odd," says producer Richard Zanuck of Burton's Underland. "And, of course, the look of it is incredible—you almost have to see it twice to catch the details. That kind of exotic vision can only come out of Tim's brain. Visually, it's stunning."

To create his vision of Underland, filmmakers first returned to the source material—

Carroll's books. "We gathered all the artwork from all of the various artists who'd drawn 'Alice in Wonderland' and put it up on the wall, to get a mood, a flavor going," recalls production designer Rob Stromberg. "Then we started talking about how we could keep it true to the book, but take it to a place that hadn't been seen before."

"The illustrations for the original printing of the book became a pretty decent roadmap for us," adds art director Todd Cherniawsky. "Those became our imprint for Alice's flashbacks in the movie, whereas what ends up happening in Underland is definitely a more Burtonesque version."

Burton's Underland is in decline, drained of color and vitality under the oppressive rule of the Red Queen, but, say filmmakers, that's not where they began. "Early on, Underland was being explored as a very colorful place," says Cherniawsky. "But the more those initial designs evolved, Tim's reaction was, 'This is visually really nice, but it's a better place to end up in.' So we had a bit of an aesthetic shift to ground it into Tim's world, and it became a tale, to a certain extent, of oppression and suppression."

The key to Underland's haunted look was a photograph taken during World War II of a British family having tea outside their estate. "In the background you could see the skyline of London, quite dishevelled," Cherniawsky says. "That started to fuel the arc of Underland starting out as a very suppressed, gloomy world with a crushed palette. Then, as the film unfolds and things become more positive, we had a place to go to with the sunlight and with the color."

"The thing about Underland, like any fairy-tale land, there's good and the bad," Burton says. "The thing I liked about Underland is that everything is slightly off, even the good people. That to me is something different."

MOVIE MAGIC
Burton Calls on SFX Legend Ken Ralston

Using a mixture of visual effects techniques, including actors shot against green screen, all CGI characters, as well as 3D, "ALICE IN WONDERLAND" promises to showcase Burton's vision in a unique, richly detailed way.

Ken Ralston, senior visual effects supervisor on the film, says it was a challenge deciding how to tackle the director's vision. Ultimately, says Ralston, they decided to "blend a lot of different types of techniques into something that would give us a very unique look for the movie. And it was really based on what it should be based on—what the environments needed to be to best tell the story, what the characters would look like to best tell the story.

"I think the film provides a very visceral, exciting, almost tactile experience in the 3D thing that's happening within these weird worlds," Ralston continues. "I want to put audiences right in the middle of this strangeness and just let it happen, you know—let these characters take them on this journey which I think will be really fun."

One of the founding members of George Lucas' Industrial, Light & Magic, Ralston is a visual effects legend, having worked on the original "Star Wars," "Who Framed Roger Rabbit?," "Back to the Future," "Forrest Gump," "Polar Express," and "Beowulf," winning four Oscars® for his pioneering work.

While the live-action sequences involving Alice in the real world that bookend the film were shot on location in Cornwell in England, all the scenes that take place in Underland itself were shot on green-screen stages at Culver City Studios in Los Angeles, with all its environs created entirely digitally in post-production.

"This is a very unique project," says visual effects producer Tom Peitzman. "I've been in visual effects for a long time and to have a film like this, where you're throwing so many different disciplines into one project, makes it that much more fun and unique."

OFF WITH HER HEAD

One of Ralston's challenges was to enlarge Helena Bonham Carter's Red Queen head to twice its size, while keeping her body intact and unchanged. Filmmakers employed a wholly unique camera system to shoot all of the film's sequences that involved increasing an element's size—from the Queen's head, to the Tweedles' bodies, to Alice herself when she measured over eight feet tall. According to Peitzman, the second camera system offered additional lines of resolution. "To blow the Red Queen's head up larger than normal size, we needed more data. We needed more pixels to be able to make that work."

Ralston adds that scenes shot with the sophisticated camera system had to be carefully shot and later intricately adjusted so that they matched the rest of the film. "And that's even before the horrifyingly complicated issue of blending the Queen's neck into her costume."

Certain precautions needed to be observed while shooting the Red Queen. "If she puts her hand up in front of her face and we enlarge her head, she's got a huge hand crossing her face," reveals Ralston, who was on set every day. "Each shot I had to watch for situations like that."

FUN WITH THE HATTER

For the Hatter, Ralston's team increased the size of Depp's eyes. "If you go too far, it looks cartoony," says Peitzman. "If you don't do enough, it's like you didn't do anything."

The team had some fun with the Hatter's mood changes, which were reflected quite literally in his appearance. "Sometimes it'll be very subtle," says Peitzman. "If he's in a more melancholy mood, it may be a little dark or a little gray. Whereas if he's suddenly happy, you'll see vibrancy come into the clothing. Or you may see his bowtie go up, almost like a smile. We were trying to do things that were very subtle, so they're not drawing attention to themselves, but will give his whole character this unique, fun persona."

ON WITH HIS HEAD

Crispin Glover's Stayne features Glover's real head on top of the character's seven-and-a-

half-feet-tall computer-generated body. To help Stayne appear the necessary height on set, Glover would wear stilts, a technique which helped eye lines and made it possible for Burton to have different-size characters interact with him within the same shot.

For Tweedledee and Tweedledum, actor Matt Lucas wore a green, teardrop shaped suit, which allowed only his face to be seen. "The fat suit didn't allow him to bring his arms straight down to his sides," notes Peitzman. "It gave him a volume to work with and a way of walking that's unique."

As with Stayne, Lucas' head was captured on film and was later placed onto the Tweedles' computer-generated bodies, their movements built around the actor's own. To play both Tweedles, Lucas would perform a scene first as Tweedledee, then he would play the scene as Tweedledum. Lucas worked with actor Ethan Cohn to effectively pull off the dual roles.

"I can only be one of these two characters at any one time," Lucas explains. "Ethan is a great actor in his own right and he's really helped me develop the character."

IT'S NOT EASY BEING GREEN

The film's almost entirely virtual environment required the whole cast to act in front of the green screen—a task that proved challenging. "It's hard because you can't draw anything from your environment," says Mia Wasikowska, who portrays Alice. "You have to imagine what it would be like to be in the space."

"I was told as a child that I had a very fertile imagination," says the Tweedles' Matt Lucas. "The implication was that it was something quite negative. But actually it's really helped me on this job because you have to imagine everything."

In addition to virtual sets, a number of characters would be created entirely using CGI in post-production, among them the White Rabbit, the Dormouse, the Jabberwocky, the March Hare and the Dodo.

During filming, these entirely CGI creations would be represented in a shot by either a cardboard cutout of the character, or a person dressed in green. "I got to act with lots of green people," says Helena Bonham Carter, who portrayed the Red Queen. "They're the unsung heroes, all the actors who won't ever be seen or heard, frankly, because we had a legion of actors in green leotards reading for the other characters. And they're brilliant. We couldn't do it without them."

Carter as well as Johnny Depp and the rest of the cast were often asked to exercise their imaginations acting opposite inanimate objects like tennis balls and tape. "I'm used to acting to tape," says Depp. "Stick a piece of tape up there and go to town. I don't mind it. The whole film, the whole process, was like that in a way. It's a giant green room with a few props in it. And because Alice is always changing sizes, she's either standing on the top of some scaffolding or you're looking at a piece of tape because she's six inches tall. I don't mind that kind of thing. I like obstacles."

These variations in size and scale between characters were a constant challenge for the production, and Ralston in particular. "Alice is rarely normal size," he says. "She is six inches,

two feet or eight feet tall, and all the other characters have to be in proportion to that, too."
"Anytime you introduce scale differences in two characters acting on a screen it complicates things immensely," says production designer Rob Stromberg. "Something as simple as putting a spoon in another character's mouth is insanely complicated if one of the characters is 15 feet tall. It takes a lot of forethought, a lot of on-set alignment, and visual effects trickery. But the net result is something you don't see everyday."

"Traditionally, in most effects films, you'd say, 'We'll shoot the Hatter, we'll move him out, and then we'll shoot Alice,'" Ralston says. "Sometimes we have to do that. Other times, when there's a lot of close interaction between the characters or it's a really emotional scene, I try to do it all in one."

"If somebody asks me how we did this movie," says director of photography Dariusz Wolski, "I'd say, 'Which shot?'"

Once work on the green-screen section was completed, Burton and his editor Chris Lebenzon assembled a rough cut of the film which was handed over to Ralston and his team at Sony Imageworks for them to begin the long process of creating the CG world of Underland and all its animated characters—around 2,500 visual effects shots in total.

"Tim would talk us through each individual sequence, and we'd have big discussions on characters and light," says Ralston. "Everything imaginable has to be discussed because nothing's there except for the foundation of some of the performances. It's an ongoing process, putting our animated characters into scenes at the same time we're compositing our live-action guys, getting the lighting designs to work, so it all blends together as best as possible. It takes a ton of people. It'll be hundreds and hundreds of people at Sony. Then on top of all that, we have to add 3D."

A THIRD DIMENSION

Burton chose to shoot the film in 2D and then convert it in 3D. "I didn't see the benefit of shooting in 3D," he says. "After seeing the conversion job that was done on 'Nightmare Before Christmas,' I found no reason to do it any other way. We were trying to do it faster and at the end of the day, I didn't see any difference in quality."

"There isn't a whole lot of poking sticks at the audience or throwing balls out at you, or anything just for the 3D trick," Ralston says. "It will happen naturally. It's just going to be there. Like having the Cheshire Cat appear, but so he's floating out and above the audience. But not trying to oversell this trick, not trying to be corny."

The idea of making a film in 3D was, for Burton, one of the main reasons he was drawn to directing "ALICE IN WONDERLAND" in the first place.

"I thought it was intriguing," says Burton. "It seemed like the right kind of story to do the 3D. I always try to say, 'Is the right medium for this?' and not just do it because it's a gimmick or it's fashionable now, and it did feel like it was the right kind of material. So seeing it come to life in 3D supports the material. It gives you that kind of 'out there' feeling that was a very crucial element to the film."

A PERFECT FIT
The Art Behind the Characters

WARDROBE

"Every movie has its challenges," says two-time Academy Award®-winning costume designer Colleen Atwood, "and this one is the two worlds—the world that Alice falls into and the so-called real world, up above—and figuring out how they're different and how they're similar. When you look at the original books, there really aren't many clothes. The Hatter's hat is similar to the early illustrations, but the rest of our wardrobe is all new."

Atwood first worked with Burton on "Edward Scissorhands" and subsequently provided the costumes for "Ed Wood," "Mars Attacks!," "Sleepy Hollow," "Planet of the Apes," "Big Fish" and "Sweeney Todd: The Demon Barber of Fleet Street."

"For the real world, we went more classical with Alice, in the sense we did a version of her in the blue dress," says the costume designer. "We played around with other colors but came back to blue because it seemed the right thing and it also looked really pretty on Mia. It was her color. Then, as the story progresses, Alice gets clothes made out of different elements of the world she's in. She shrinks and grows and loses her original dress and ends up in her under-dress, which shrinks and grows."

"I start off in the classic blue dress, of course, for the garden party," says Mia Wasikowska who portrays Alice in the film. "When I shrink for the first time, I tie an undergarment around my waist. And then at the tea party when I shrink again, the Hatter makes me a little six-inch dress from the undergarment. At the Red Queen's castle when I grow, the Red Queen makes me a dress out of curtains, which is this big, extravagant, puffy red dress. Not only am I eight feet tall, but I have a dress that spans almost as wide. It's pretty funny."

Those various changes in size were a major challenge for Atwood, particularly since Burton wanted to shoot them in as real a way as possible. "We had to really think out how all that worked together," she says, "and make different scales of fabric to make it work with the shrinking and growing of Alice. If she's small, stripes have to be bigger. If she's large, they have to be smaller."

In designing the Hatter's costume, Atwood began, unsurprisingly, with his hat. "The hat's based on a real hat shape of the period. It's just exaggerated and stretched out. I found this leather in Italy that was laser-cut in a weird pattern that looked like it had been burnt, just by chance, and I said, 'Oh, the Hat could be made out of this stuff,' and then I had it made by a milliner in London who's a great hat maker."

Atwood first met Depp on "Edward Scissorhands." The pair has worked together many times. "As a costume designer, there's nothing quite like working with Johnny," she says. "First of all, he's a very generous artist and he brings a lot to everything. He has a great sense of play. He knows how to wear clothes in a very special way."

"Clothes are the shell of the character, a first, major step to seeing how the guy behaves,

moves," Depp explains. "Colleen has always been incredible with that kind of thing. She thinks like the character, and finds his outer skin."

Together with Depp, she began to formulate the Hatter's look. "We started playing around with who the Hatter was," Atwood notes. "Every time Johnny and I hooked up, he took it to another place. We kept pushing it. We talked about him having all the tools of his trade apparent, so they aren't just on a shelf but part of his costume. So he's got his thimbles and his pincushion ring. All these things help make the Hatter otherworldly and magical, but still real, in a sense."

One of Depp's early ideas for the Hatter was that his clothes would change color depending on the character's mood. "When I mentioned the idea of mood clothing, she went crazy for it," he recalls. "She started immediately building all these cool things, like a bow tie that has a kind of mechanism in it."

For the Red Queen's costume, Atwood based her design on the heart shape as featured on playing cards. "The costume's got a lot of lines on it and heart textures to give it scale, and there's gold foil in the hearts," she reveals. "I wanted to keep it playful and a little cheesy because the Red Queen is, in fact, a bit tacky. So it's not the best materials. It's cheesier stuff used in a way to give it a graphic quality. Her shoes were made out of gold metallic leather with lace over them. And then we put a heart on the sole, so when she puts her feet up, you get a little bit of that. But they were a bit tacky, too, like poor man's Louboutin shoes."

In contrast, the White Queen's dress was much more glam. "The White Queen is the Beverly Hills version of the Red Queen," says Atwood. "In fact, she's a bit more tightly wound, with a little bit of sparkle, sort of like the Good Witch. But there's something of the sisterhood in their silhouettes and the shape of their clothes and the feeling of them, so it ties them together. Her dress has lots of layers of fabric, with silkscreen snowflakes and metallic foil prints to give it sparkle, but a kind of cracked sparkle. And she's got lots of jewels added to give it a little bling."

"It's grand and the most fragile dress I've ever worn in my life," says Anne Hathaway, who plays the White Queen. "I love it so much. It's beautiful. If you ever had a dream of being any kind of fairy princess, this is the dress you would wear. I love the idea that it's this idealized, fairy-tale Queen, but it is in a Tim Burton movie, so there's darkness mixed up with it as well."

While the Hatter's clothes were altered in post-production to reflect his mood swings, the entire wardrobe for characters like the White Rabbit and the March Hare was created digitally. "Some of the costumes I've designed and some I've just collaborated with the animators on, offering up swatches and textures and suggestions, mainly to get a feeling and to keep the world texturally together," Atwood says. "I always feel when I'm working on costumes for a Tim Burton movie, I have the latitude to be an artist."

MAKEUP

Valli O'Reilly spearheaded the makeup for the film. O'Reilly, who's worked on films like "Lemony Snicket's A Series of Unfortunate Events," "Last Chance Harvey" and Burton's "Mars Attacks," says this film called for creativity, ingenuity and patience. "On this particular film it was a process of elimination to come up with the looks," says O'Reilly. "Everybody had a lot of detail. Tim enjoys that, he's very colorful. He likes a lot of visuals."

Details included the scar on Stayne's face, modeled after an old Kirk Douglas movie; the Red Queen's much discussed eyebrows; Alice's pale complexion, and the scars left behind on Alice's arm after the Bandersnatch attack. "I had to do them in the same position every day," says O'Reilly. "I made a stencil for that which lined up using the beauty marks on Mia's arm."

Patty York attended to Johnny Depp's makeup. "The concept of Johnny Depp's makeup for the Mad Hatter character was uniquely Johnny's," said York. "After almost 20 years of doing Johnny's makeup on 17 movies and various other projects, I've learned that he's very involved with his looks. This one actually started with a watercolor Johnny did of himself as The Hatter. Then, from that, it was a matter of creating that look with makeup."

O'Reilly worked with individual actors prior to the start of production to create their ultimate looks, submitting several options to the director for his input. "I like to collaborate with the actors," O'Reilly says. "I've always done that. I might say, 'let's do it your way and then shoot it for the test, and then do it my way, too, and we'll see which one we like better.' I think successful makeup is a collaboration with the actor, because they make that character come alive."

REAL-WORLD FASHION

"ALICE IN WONDERLAND" has inspired a host of real-world fashion, from Donatella Versace's Spring/Summer 2010 runway collection, to accessories by Stella McCartney, to jewelry by world-renowned designer Tom Binns, to one-off dresses from Christopher Kane, Alexander McQueen, Martin Margiela and Ann Demeulemeester that will appear in Parisian store Printemps window in time for the movie opening. Leading fashion designer Sue Wong recently announced her high-end dress line for Spring 2010.

Renowned crystal manufacturer Swarovski launched their own exclusive jewelry collection while OPI created four limited-edition Nail Lacquer shades inspired by the film and Urban Decay developed an elaborate, limited-edition book of shadows.

NOW HEAR THIS
Iconic Film Sparks Two CDs

Buena Vista Records will release two unique albums in conjunction with "ALICE IN WONDERLAND." The motion picture soundtrack, featuring four-time Academy Award® nominee Danny Elfman's score, and "Almost Alice," a 16-song compilation of music inspired by the film.

KEEPING SCORE

Composer Danny Elfman has established himself as one of Hollywood's leading film composers with nearly 50 film scores for films including "Charlie and the Chocolate Factory," "Milk," "Chicago," "Batman," "Spiderman," "Men in Black," "Edward Scissorhands" and "Pee Wee's Big Adventure." The "Alice in Wonderland" soundtrack will feature select cues from the film's score.

A long-time Burton collaborator, Elfman says his experience with the director doesn't simplify the creative process. "There's no technique to it or formula, even after this many films together," says Elfman, "other than to jump in, try lots of things and then throw them all at him, even the craziest stuff that I come up with. There's nothing I won't play for him because often some of our best stuff comes out of that odd thing that I almost didn't play.

"It's just a constant sense of 'This works, this doesn't. This works, this doesn't,'" Elfman continues. "I develop an understanding of the movie from his perspective. It's always a bit of a journey getting there. It's not easy."

The composer has learned along the way that it doesn't pay to do his homework. "In the past every time I've tried to get a head start—reading the script and creating themes—not one note of it has ever made it in the movie."

So it wasn't until he saw an early cut of the film that the score began to take shape. "Clearly it is Alice's story, and she has several parts to her character," says Elfman. "So Alice actually doesn't have one theme, she has several themes—from the sweeter more innocent side of her as she begins the story very naïve and somewhat weak, to the Alice that emerges at the end of the story—stronger. She finds herself during the story."

The score itself is lush and imaginative. "It's an orchestral score and the instruments that we used are traditional orchestral instruments," says Elfman. "Tim and I both wanted to keep it pretty organic and pure. It's strictly playing the emotional side of what you're seeing, but there's a kind of a vibe that permeates Wonderland."

"ALMOST ALICE"

"Almost Alice" is a 16-song compilation featuring the film's end credit track "Alice (Underground)," written and performed by Avril Lavigne and produced by Butch Walker. The

song hit the radio Feb. 1, 2010, has an accompanying music video and is the only song on the album to be in the film. Artists including All American Rejects, 3OH!3, Franz Ferdinand and Shinedown contributed songs—most are original songs created specifically for the album. "Very Good Advice," performed by Robert Smith, is a cover version of a song from Disney's 1951 animated film "Alice in Wonderland."

Brian Malouf, executive producer for "Almost Alice," says assembling the artists for the album was a piece of cake, so to speak. "The name Tim Burton, along with Johnny Depp and 'Alice in Wonderland,' conjures up a lot of healthy interest. It wasn't a terribly hard sell."

According to Malouf, artists were given the freedom to explore elements from the film and Lewis Carroll's books to develop their individual interpretations. "Everyone knew the stories," says Malouf. "With Tim Burton's film and now the music, the stories will continue to work their way through generations."

"ALMOST ALICE" Track List

1. Alice *Performed by Avril Lavigne*
2. The Poison *Performed by The All-American Rejects*
3. The Technicolor Phase *Performed by Owl City*
4. Her Name Is Alice *Performed by Shinedown*
5. Painting Flowers *Performed by All Time Low*
6. Where's My Angel *Performed by Metro Station*
7. Strange *Performed by Tokio Hotel and Kerli*
8. Follow Me Down *Performed by 3OH!3 featuring Neon Hitch*
9. Very Good Advice *Performed by Robert Smith*
10. In Transit *Performed by Mark Hoppus with Pete Wentz*
11. Welcome to Mystery *Performed by Plain White T's*
12. Tea Party *Performed by Kerli*
13. The Lobster Quadrille *Performed by Franz Ferdinand*
14. Always Running Out of Time *Performed by Motion City Soundtrack*
15. Fell Down a Hole *Performed by Wolfmother*
16. White Rabbit *Performed by Grace Potter and the Nocturnals*

Retailer Hot Topic will issue an exclusive version of "Almost Alice," which includes three bonus tracks, including "Topsy Turvy" by Family Force 5, "Sea What We Seas" by Never Shout Never" and "Extreme" by Valora. All three albums will be released on March 2, 2010.

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ABOUT THE CAST

JOHNNY DEPP (Mad Hatter) starred as real-life criminal John Dillinger opposite Christian Bale and Academy Award® winner Marion Cotillard in Michael Mann's "Public Enemies," and received his third Academy Award nomination for Best Actor for Tim Burton's "Sweeney Todd: The Demon Barber of Fleet Street," winning a Golden Globe Award® for the role.

As Captain Jack Sparrow, Depp reprised the role for a third time in Gore Verbinski's "Pirates of the Caribbean: At World's End," after "Pirates of the Caribbean: Dead Man's Chest" earned more than $1 billion, making it the third largest-grossing movie of all time. He received his first Academy Award® nomination, as well as a Golden Globe Award nomination, a British Academy of Film and Television Arts (BAFTA) Award nomination and a Screen Actors Guild Award for his portrayal of Sparrow in "Pirates of the Caribbean: The Curse of the Black Pearl."

In 2005, Depp collaborated with Burton on "Charlie and the Chocolate Factory," for which he received a Golden Globe Award nomination for Best Actor in a Comedy or Musical, and Tim Burton's "Corpse Bride," which received an Academy Award® nomination for Best Animated Film in 2006.

Depp received his second Academy Award® nomination, as well as a Golden Globe Award® nomination, Screen Actors Guild Award® nomination and BAFTA nomination for his role as J.M. Barrie in Marc Forster's "Finding Neverland," in which he starred opposite Kate Winslet and Freddie Highmore.

In 2004, Depp starred in "The Libertine" as 17th-century womanizing poet John Wilmot, the Earl of Rochester. Other screen credits include David Koepp's "Secret Window," Robert Rodriguez's "Once Upon a Time in Mexico," Albert and Allen Hughes' "From Hell," Ted Demme's "Blow," Lasse Hallström's "Chocolat," Julian Schnabel's "Before Night Falls," Sally Potter's "The Man Who Cried," Burton's "Sleepy Hollow," Roman Polanski's "The Ninth Gate," Terry Gilliam's "Fear and Loathing in Las Vegas," Mike Newell's "Donnie Brasco" with Al Pacino, Jim Jarmusch's "Dead Man" and Jeremy Leven's "Don Juan DeMarco," in which he starred opposite actors Marlon Brando and Faye Dunaway.

It was Depp's compelling performance in the title role of Tim Burton's "Edward Scissorhands" that established him as one of Hollywood's most sought-after talents, and earned him a Golden Globe Award nomination for Best Actor. He was honored with another

Golden Globe Award nomination for his work in the offbeat love story "Benny & Joon," directed by Jeremiah S. Chechik.

Depp reunited with Burton for the critically acclaimed "Ed Wood" and his performance garnered him yet another Golden Globe Award nomination for Best Actor. Other films include Lasse Hallström's "What's Eating Gilbert Grape," Emir Kusturica's "Arizona Dream" and John Badham's "Nick of Time."

Depp began his career as a musician with the rock group named Kids, which took him to Los Angeles. When the band broke up, Depp turned to acting and earned his first major acting job in "A Nightmare on Elm Street." He followed that with roles in several films including Oliver Stone's Academy Award®-winning "Platoon" before landing the role that would prove to be his breakthrough, as undercover detective Tom Hanson on the popular TV show "21 Jump Street." He starred on the series for four seasons before starring as the title character in John Waters' "Cry-Baby."

Depp starred and made his feature directorial debut opposite Marlon Brando in "The Brave," a film based on the novel by Gregory McDonald. He co-wrote the screenplay with his brother D.P. Depp.

Depp recently starred in Terry Gilliam's "The Imaginarium of Doctor Parnassus" and will next be seen in "The Rum Diary," based on Hunter S. Thompson's novel, for director Bruce Robinson. He also lends his voice to Gore Verbinski's "Rango."

MIA WASIKOWSKA* (Alice Kingsleigh) has established herself as a rising star of the big screen. A trained ballerina turned actress, Wasikowska has been challenging herself as a performer since the age of 9.

Wasikowska made her debut to US audiences as the tormented and suicidal teen Sophie in HBO's series "In Treatment." Produced by Mark Wahlberg and directed by Rodrigo Garcia, "In Treatment" focuses on the relationship between a therapist (Gabriel Byrne) and his patients. In recognition of her performance, Wasikowska was honored by the Los Angeles-based organization Australians in Film (whose Host Committee includes Cate Blanchett, Naomi Watts, Nicole Kidman and Hugh Jackman, among others) with the Breakthrough Actress Award. The series was also nominated for a Golden Globe Award® for Best Drama Series.

In January 2009, Wasikowska was seen in a supporting role in the film "Defiance," directed by Ed Zwick. Based on a true story, three Jewish brothers (Daniel Craig, Liev Schreiber and Jamie Bell) escape from Nazi-occupied Poland into the Belarusan forest where they encounter a village of Russian resistance fighters. Wasikowska plays a young villager who builds a relationship with one of the brothers.

In October 2009, Wasikowska appeared in a supporting role in Fox Searchlight's film "Amelia," starring Hilary Swank and Richard Gere for director Mira Nair. Wasikowska portrayed a young fan of Earhart. During the same month, Wasikowska shared the screen with Hal Holbrook in the independent picture "That Evening Sun," directed by Scott Teems. Wasikowska earned an Independent Spirit Award nomination for Best Supporting Actress for her role as a naïve Tennessee teenager.

Wasikowska appears in the upcoming Gus Van Sant-directed film "Restless" alongside

Henry Hopper. The film, produced by Imagine Entertainment with Bryce Dallas Howard, features Wasikowska as a terminally ill girl who falls in love with a death-obsessed teenage boy. Columbia Pictures will release the film in 2010.

She also appears in the upcoming independent film "The Kids Are Alright" opposite Annette Bening and Julianne Moore. Directed by Lisa Cholodenko, the film features Wasikowska as a teenage daughter of lesbian parents who sets out to find her sperm-donor father. The family comedy-drama is an official entry at the 2010 Sundance Film Festival.

In March 2010, Wasikowska will portray Jane Eyre in the screen adaptation of Charlotte Bronte's classic novel for director Cary Fukunaga ("Sin Nombre"). Shooting will take place in the U.K.

Wasikowska began her acting career in her home country of Australia, landing a recurring role on the popular medical drama "All Saints." Upon securing her first major role in the independent film "Suburban Mayhem," Wasikowska was recognized by the Australian Film Institute Awards for Best Young Actor. She followed up these projects with acclaimed performances in "Lens Love Story," "Skin" (a short film), "September," and in the Australian horror film "Rogue," alongside Michael Vartan and Radha Mitchell.

* *Pronounced "Vah-she-kov-ska"*

ANNE HATHAWAY (The White Queen) shot to stardom opposite Meryl Streep in the 2006 hit "The Devil Wears Prada" and won critical acclaim for her performance in the challenging role of Kym in "Rachel Getting Married," directed by Jonathan Demme. She also starred as Agent 99 in the action-comedy "Get Smart" with Steve Carell, and "Passengers" with Patrick Wilson, directed by Rodrigo Garcia.

Hathaway's film credits also include the title role of Jane Austen in the biopic "Becoming Jane" starring opposite Maggie Smith and James McAvoy, and Ang Lee's drama "Brokeback Mountain" opposite Jake Gyllenhaal, Heath Ledger, and Michelle Williams, for which Hathaway 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 lent her voice to the highly successful animated feature "Hoodwinked" alongside Glenn Close, Andy Dick, Anthony Anderson and Jim Belushi.

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 contributed time and effort to community service on this side of the globe. Hathaway has been involved with the Step Up Women's Network, created to strengthen community resources for women and girls. She 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 has been involved with Lollipop on a number of levels, beginning with her participation in a screening

event for young patients at Mattel Children's Hospital at UCLA.

Hathaway earned a 2002 Teen Choice Award nomination for her starring role in Disney's "The Princess Diaries," directed by Garry Marshall, and reprised the role in its much-anticipated sequel "The Princess Diaries 2: Royal Engagement." Additional film credits include the independent drama "Havoc," directed by Barbara Kopple, "Ella Enchanted," directed by Tommy O'Haver, "Nicholas Nickleby," directed by Douglas McGrath, and "The Other Side of Heaven," directed by Mitch Davis.

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, Hathaway 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.

HELENA BONHAM CARTER (The Red Queen) has starred in a wide variety of film, television and stage projects both in the United States and in her native England. Most recently she starred in "Harry Potter and the Half-Blood Prince," reprising the role of the evil Bellatrix Lestrange, which she first played in 2007's "Harry Potter and the Order of the Phoenix." Bonham Carter is also set to return as Bellatrix Lestrange in the two-part film that completes the blockbuster hit franchise, "Harry Potter and the Deathly Hallows."

Bonham Carter earned a Golden Globe® nomination and won an Evening Standard British Film Award for Best Actress for her performance as Mrs. Lovett in Tim Burton's screen adaptation of the Stephen Sondheim musical "Sweeney Todd: The Demon Barber of Fleet Street," starring Johnny Depp in the title role.

Bonham Carter was previously honored with Oscar®, Golden Globe®, BAFTA and Screen Actors Guild Award® nominations for her work in the 1997 romantic period drama "The Wings of the Dove," based on the novel by Henry James. Her performance also brought her Best Actress Awards from a number of critics' organizations, including the Los Angeles Film Critics, Broadcast Film Critics, National Board of Review and London Film Critics Circle.

She had made her feature film debut in 1986 in the title role of Trevor Nunn's historical biopic "Lady Jane." She had barely wrapped production on that film when director James Ivory offered her the lead in "A Room with a View," based on the book by E.M. Forster. She went on to receive acclaim in two more screen adaptations of Forster novels: Charles

Sturridge's "Where Angels Fear to Tread" and James Ivory's "Howard's End," for which she earned her first BAFTA Award nomination.

Bonham Carter's early film work also includes Franco Zeffirelli's "Hamlet," opposite Mel Gibson, "Mary Shelley's Frankenstein," directed by and starring Kenneth Branagh, Woody Allen's "Mighty Aphrodite," and "Twelfth Night," which reunited her with Trevor Nunn. She went on to star in David Fincher's "Fight Club," with Brad Pitt and Edward Norton, as well as the Tim Burton-directed films "Big Fish," "Planet of the Apes" and "Charlie and the Chocolate Factory." In addition, she has starred in such independent features as "Carnivale," "Novocaine," "The Heart of Me," "Till Human Voices Wake Us" and "Conversations with Other Women."

In 2005, Bonham Carter lent her voice to two animated features: Tim Burton's "Corpse Bride," in which she played the title role, and the Oscar®-winning "Wallace & Gromit in The Curse of the Were-Rabbit."

On the small screen, Bonham Carter earned Emmy®- and Golden Globe Award®-nominations for her performances in the telefilm "Live from Baghdad" and the miniseries "Merlin," and a Golden Globe nomination for her portrayal of Marina Oswald in the miniseries "Fatal Deception: Mrs. Lee Harvey Oswald." She also starred as Anne Boleyn in the British miniseries "Henry VIII," and as the mother of seven children, including four autistic sons, in the BBC telefilm "Magnificent 7." She starred as best-selling children's author Enid Blyton in the BBC telefilm "Enid."

Her stage credits include productions of "The Woman in White," "The Chalk Garden," "The House of Bernarda Alba" and "Trelawny of the Wells."

CRISPIN GLOVER (Stayne-Knave of Hearts) has been a working actor for nearly three decades.

His film credits as an actor include Jonathan Parker's "Bartleby" and Glen Morgan's "Willard"—he played the title character in both. Other credits include McG's "Charlie's Angels" and "Charlie's Angels: Full Throttle," Neil LaBute's "Nurse Betty," Milos Forman's "The People vs. Larry Flynt," Jim Jarmusch's "Dead Man," Lasse Hallström's "What's Eating Gilbert Grape," Gus Van Sant's "Even Cowgirls Get the Blues," Oliver Stone's "The Doors" as Andy Warhol, David Lynch's "Wild at Heart," John Boorman's "Where the Heart Is," Tim Hunter's "River's Edge," James Foley's "At Close Range," Robert Zemeckis' "Back to the Future," and Richard Benjamin's "Racing with the Moon." Glover portrayed Grendel in Robert Zemeckis' "Beowulf" and provided the voice of 6 in "9," which was produced by Tim Burton.

His feature film directorial debut was "What Is It?," which he also wrote and produced. He appeared in the film alongside a cast that consisted mostly of actors with Down's Syndrome. Subsequently, he directed and produced the sequel "It Is Fine. Everything Is Fine!" Glover continues to tour the world with his films and performs a live show before them titled "Crispin Hellion Glover's Big Slide Show." This live show is described thusly: Crispin Hellion Glover performs a one-hour dramatic narration of eight different books that are profusely illustrated. More information about his personal films and shows can be found on CrispinGlover.com.

MATT LUCAS (Tweedledee and Tweedledum) is an actor, writer and comedian best known for his BAFTA award-winning series "Little Britain." Lucas made his debut on the London stand-up comedy circuit at 18 as Sir Bernard Chumley, legendary actor and raconteur. The first season "Little Britain" hit in 2001, which started out as a comedy sketch series for Radio Four. The series was one of many successful collaborations between Lucas and his frequent comedic partner David Walliams.

Following the second season of the sketch series radio program, Lucas teamed with Walliams to film a TV pilot of "Little Britain" for the BBC which was screened in February 2003. The series proved to be a huge hit. Lucas and Walliams have been awarded multiple BAFTA Awards, and the two have been voted GQ Comedians of the Year. In October 2005, the pair embarked on "Little Britain Live"—which was to become the most successful live comedy tour in British history, eventually playing 252 dates to 800,000 people. 2006-2007 saw the final leg of the "Little Britain" tour as it left the UK and traveled to Australia, taking in Sydney, Melbourne, Canberra, Perth, Newcastle, Adelaide, Brisbane and Wollongong. This leg was documented in the hour-long BBC film "Little Britain Down Under"—the first program to be made by Lucas, Walliams and Geoff Posner's newly formed Little Britain Productions.

In 2008, the US was introduced to Lucas and Walliams when they wrote and starred in "Little Britain USA" for HBO. The two also gained more notoriety when they launched www.funnyordie.co.uk (the sister site of Will Ferrell and Adam McKay's funnyordie.com). The site showcases sketches from established and aspiring comedians and also features a regular blog from Lucas. American television audiences saw more of Lucas in April of 2009 as Dongalor in the six-part medieval sitcom "Krod Mandoon and the Flaming Sword of Fire" for Comedy Central/BBC2.

Last fall, Lucas lent his voice to Summit's animated feature "Astroboy," with Nicolas Cage, Freddie Highmore, Kristen Bell and Donald Sutherland.
Lucas currently resides in London, England.

MICHAEL SHEEN (voice of the White Rabbit), recognized as one of the most talented of the new generation of British actors, is equally accomplished on stage and screen.

Sheen was most recently seen on screen in two very different performances: as Aro, the leader of the vampire royalty Volturi, in the blockbuster "The Twilight Saga: New Moon," and as Brian Clough in "The Damned United," the darkly humorous story of confrontational former Leeds United boss' doomed 44-day tenure as manager of the reigning champions of English football in 1974; Sheen received accolades for his performance.

Among Sheen's upcoming projects are the high-tech adventure "Tron: Legacy," and "The Special Relationship," in which Sheen reprises his role as Tony Blair. He will be seen on the hit comedy show "30 Rock" in a guest appearance as a love interest for Tina Fey's character. Sheen's recent film credits include the hits "Frost/Nixon," which he starred as David Frost, directed by Ron Howard from Peter Morgan's screen adaptation of his own stage play, and the

starring role in "Underworld: The Rise of the Lycans," a prequel to the popular Underworld franchise.

Another notable film role is "Music Within," the story of Richard Pimentel, an early champion of the rights of the disabled and a primary activist behind the Americans with Disabilities Act. Sheen played Pimentel's best friend, Art, a wheelchair-bound genius who uses his wit to deflect prejudice.

Sheen played British Prime Minister Tony Blair in Stephen Frears' acclaimed drama "The Queen." Sheen won the Los Angeles Film Critics Award for Best Supporting Actor and earned a BAFTA nomination for Best Supporting Actor. He previously portrayed the British politician, also under Frears' direction, in the television movie "The Deal." Sheen made his feature film debut in the director's "Mary Reilly" as Dr. Jekyll's footman, with a cast that included Julia Roberts, John Malkovich and Glenn Close.

Sheen's film credits include Ed Zwick's "Blood Diamond," Ridley Scott's "Kingdom of Heaven," Peter Howitt's "Laws of Attraction," Richard Donner's "Timeline," Stephen Fry's "Bright Young Things," Shekhar Kapur's "The Four Feathers" and Brian Gilbert's "Wilde." Born in Wales, Sheen grew up in Port Talbot, an industrial town also home to Richard Burton and Anthony Hopkins. He was trained at the Royal Academy of Dramatic Art (RADA) in London where, in his second year, he won the coveted Laurence Olivier Bursary for his consistently outstanding performances.

While still a student at RADA, Sheen landed a starring role opposite Vanessa Redgrave in 1991's "When She Danced," which marked his West End debut. Sheen has since earned an Olivier Award nomination for his performance as Mozart in the West End production of Peter Hall's revival of "Amadeus." He went on to make his Broadway debut in the 1999 U.S. production.

Sheen also received Olivier Award nominations for his performances in "Look Back in Anger" and "Caligula," for which he also won a London Critics Circle Award and the London Evening Standard Award for Best Actor in 2003. He has received acclaim for his performances in such plays as "Romeo and Juliet," "Peer Gynt" and "Henry V."

On television, Sheen's credits include his heartbreaking portrayal of performer Kenneth Williams in the BBC's "Kenneth Williams: Fantabulosa!" Sheen received a BAFTA nomination and the 2006 Royal Television Society Best Actor Award. He also received a 2005 BAFTA nomination for his performance in "Dirty Filthy Love."

On stage, Sheen starred on Broadway during the summer of 2007 in the hit "Frost/Nixon," in which he played Frost to Frank Langella's Nixon. Sheen received a Distinguished Performance Award nomination from the Drama League for his work. This followed the sold-out run in London, where Sheen received nominations for Best Actor from the Olivier Awards and Evening Standard Awards.

In January 2009, Sheen was announced on The Queen's annual honor list as being appointed an Officer of the Order of the British Empire (OBE) for his contributions to the arts.

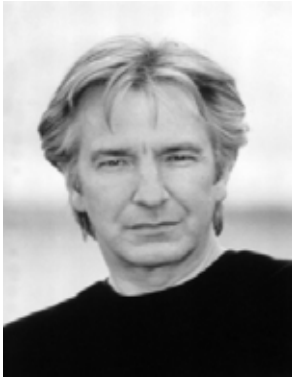
STEPHEN FRY (voice of the Cheshire Cat) was born in 1957 and educated at an unfeasibly large number of educational establishments, most of which rapidly tired of him. At Cambridge University, however, he met and worked with Emma Thompson and life-long friend and comedy partner Hugh Laurie. Fry's first play "Latin!" received a Scotsman fringe first award and has been performed around the country. The Footlights revue he wrote and performed with Thompson, Laurie and Tony Slattery was televised by the BBC. Subsequent credits include "Alfresco," a comedy series for Granada (along with Laurie, Thompson, Ben Elton and Robbie Coltrane), three seasons of "Blackadder" with Rowan Atkinson (and Hugh Laurie), four seasons of "A Bit of Fry and Laurie" with Laurie (both for the BBC), and four seasons of "Jeeves and Wooster" (also with Laurie) for Granada TV and WGBH Boston.

Fry hosts the BBC quiz show "QI" (for five seasons), has completed two series of "Absolute Power with John Bird" for the BBC and "Bones" for Fox, plus numerous single dramas for television, including Tom Brown's "Schoolboys" and most recently the series "Kingdom" for ITV. He has also presented the documentaries "Last Chance to See," "Fry I America," "Manic Depression," "HIV and Me" and "The Machine That Made Us," all for the BBC.

As a stage actor, he performed in Alan Bennett's "Forty Years On," Michael Frayn's "Look, Look," Simon Gray's "The Common Pursuit and Cell Mates" (a run cut inexplicably short). He won a Drama Circle award and a Tony® nomination for his work on the revived musical "Me and My Girl," which ran for years on Broadway and in the West End.

His numerous film appearances have included award-winning performances in "Peter's Friends," "Wilde," "Gosford Park," "V for Vendetta" and most recently "Eichmann." He wrote and directed "Bright Young Things" in 2003.

He has written four best-selling novels, an autobiography "Moab Is My Washpot" and is well known amongst a younger generation as the reader of the audiobook versions of J. K. Rowling's "Harry Potter" novels. His latest book, "The Ode Less Travelled," was published in 2005.



ALAN RICKMAN (Absolem the Caterpillar) has starred as Professor Severus Snape in all of the "Harry Potter" movies to date. He reprises the role in the next two films in the franchise: "Harry Potter and the Deathly Hallows: Part I" (2010) and "Harry Potter and the Deathly Hallows: Part II" (2011). In 2007, he portrayed Judge Turpin in Tim Burton's "Sweeney Todd: The Demon Barber of Fleet Street."

Rickman was already an award-winning stage actor in his native England when he made his feature film debut in the 1988 action blockbuster "Die Hard." He has since been repeatedly honored for his work in films and on television.

In 1992, he won a BAFTA Award for Best Supporting Actor for his portrayal of the Sheriff of Nottingham in "Robin Hood: Prince of Thieves." Also that year, he garnered both the Evening Standard British Film Award and the London Film Critics Circle Award for Best Actor for his

work in that film, as well as in Anthony Minghella's "Truly, Madly, Deeply" and Stephen Poliakoff's "Close My Eyes," with the London Film Critics Circle adding his performance in "Quigley Down Under" for good measure. He later earned BAFTA Award nominations for his performances in Ang Lee's "Sense and Sensibility" and Neil Jordan's "Michael Collins."

In 1997, Rickman won Emmy®, Golden Globe® and Screen Actors Guild Awards® for his performance in the title role of the HBO movie "Rasputin." He more recently received an Emmy nomination for his starring role in the acclaimed HBO movie "Something the Lord Made."

Rickman's additional film credits include "Bottle Shock," for which he won Best Actor at the 2008 Seattle Film Festival; "Nobel Son"; "Perfume: The Story of a Murderer"; "Snow Cake"; "Love Actually"; "Blow Dry"; "Galaxy Quest"; "Dogma"; "Judas Kiss"; and "Mesmer," for which he was named Best Actor at the 1994 Montreal Film Festival.

In 1997, Rickman made his feature film directorial debut with "The Winter Guest," starring Emma Thompson, which he also scripted with Sharman Macdonald, based on Macdonald's original play. An official selection at the Venice Film Festival, the film was nominated for a Golden Lion and won two other awards, and it was later named Best Film when it screened at the Chicago Film Festival. Rickman also directed the play for the stage at both the West Yorkshire Playhouse and the Almeida Theatre in London. In addition, he directed "My Name Is Rachel Corrie" at The Royal Court in the West End, winning Best New Play and Best Director at the Theatregoers' Choice Awards before the production transferred to New York. He recently directed Strindberg's "Creditors" at the Donmar Warehouse, which will be seen at the Brooklyn Academy in New York in 2010.

Rickman studied at the Royal Academy of Dramatic Art before joining the Royal Shakespeare Company (RSC) for two seasons. In 1985, he created the role of the Vicomte de Valmont in "Les Liaisons Dangereuses" and, in 1987, he earned a Tony Award® nomination when he reprised the role on Broadway. Rickman starred in the acclaimed West End production of Noel Coward's "Private Lives," winning a Variety Club Award and earning Olivier and Evening Standard Award nominations for Best Actor. The play then moved to Broadway, where Rickman received his second Tony Award nomination for Best Actor.

London-born **TIMOTHY SPALL (Bayard the Bloodhound)** has been a familiar face in film, television and on the stage for many years since his portrayal of Barry in BBC's long-running "Auf Wiedersehen, Pet" (1983-2004). He has since gone on to star in numerous films, including Mike Leigh's "Secrets & Lies," for which he won the Best Actor BAFTA in 1997. Other notable film credits include Rosencrantz in Branagh's "Hamlet," Aubrey in Mike Leigh's "Life Is Sweet," Thomas Tipp in Cameron Crowe's "Vanilla Sky," Peter Pettigrew in "Harry Potter and the Prisoner of Azkaban" and "Harry Potter and the Goblet of Fire," Mr. Poe in "Lemony Snicket's A Series of Unfortunate Events" and Simon Graham in "The Last Samurai."

Spall is also highly respected in the world of television drama. In the early 1980s, he starred in his own drama series "Frank Stubbs Promotes," and has played such varied roles as Kevin in "Outside Edge" and Terry in "Cherished." Spall received a BAFTA nomination for his portrayal of Mr. Venus in Julian Farino's "Our Mutual Friend," for which he also won the

Broadcasting Press Guild Television Award for Best Actor in 1998. Additionally, Spall collected Best Actor awards from both the Prix d'Italie and Cinema Tout Ecran for his role in Stephen Poliakoff's "Shooting the Past," as well as nominations for Danny Boyle's "Vacuuming Completely Nude in Paradise."

In addition to his career in film and television, Spall is also a revered stage actor. After graduating from RADA in 1978, he joined the Royal Shakespeare Company, performing in "The Merry Wives of Windsor" and "Nicholas Nickleby." He also played Bottom in Robert LePage's "A Midsummer Night's Dream" at the National Theatre.

Spall narrated "Jamie's School Dinners," which won the National Television Award for Most Popular Factual Programme in 2005, and lent his voice to the scavenger rat Nick in the award-winning film "Chicken Run" in 2000. Spall was awarded with an Officer of the Order of the British Empire (OBE) on New Year's Eve 1999.

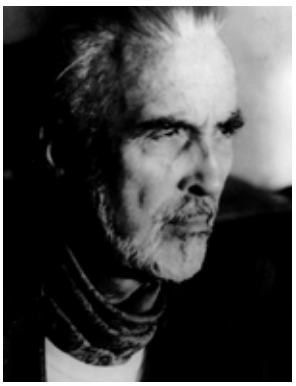
Spall was seen in Tim Burton's film adaptation of "Sweeney Todd: The Demon Barber of Fleet Street," starring Johnny Depp, as well as the Disney feature "Enchanted," alongside Amy Adams and Patrick Dempsey.

BARBARA WINDSOR (voice of the Dormouse) was awarded the MBE. Her portrayal of Peggy Mitchell in Eastenders and her long showbiz career has earned her various awards, including BBC Personality of the Year, Best Actress from the National TV Soap Awards, The Manchester Evening News Best Soap Actress and two lifetime-achievement awards from Inside Soap and the prestigious Women in Film and Television Awards. A true Eastender, Windsor made her stage debut age 13 in pantomime. A year later she made her West End debut in the musical "Love from Judy." She's appeared on Broadway in "Oh What a Lovely War" and starred in London's West End in "Fings Ain't Wot They Used T'Be," "Sing a Rude Song," "Come Spy with Me" and "Threepenny Opera" with Vanessa Redgrave. Her many hundreds of TV appearances include the hit series "The Rag Trade," "Dads Army," "Worzel Gummidge" and "One Foot in the Grave." She has appeared on every quiz and panel game show, including being a regular judge on BBC's "Star for a Night," and is a much sought after guest on chat shows ranging from "Parkinson," "Jonathan Ross" and "Paul O'Grady." She was the subject of "This Is Your Life," "Best of British" and "Hall of Fame."

Windsor has appeared in numerous British films including "Chitty Chitty Bang Bang," "The Boyfriend" and "Sparrers Can't Sing," but is best known for her "Carry On" films. Her recording work includes several LPs; a top-30 hit with "Sparrers Can't Sing" and had a successful CD "You've Got a Friend." She has toured all over the world in plays and musicals, portraying Maria in "Twelfth Night," Jane in "Calamity Jane," Miss Adelaide in "Guys And Dolls" and Kath in "Entertaining Mr. Sloane." She's still one of the most sought after Pantomime stars in the UK. Windsor played herself in Terry Johnson's "Cor Blimey" on ITV, which was based on his play "Cleo, Camping, Emmanuelle and Dick" and won an Olivier Award. She appeared in the Royal Variety show-stopping number "You Gotta Have a Gimmick" alongside Cilla Black and Paul O'Grady.

Windsor's autobiography "All of Me" was number 2 in the best-seller list in both hardcover and paperback, published by Hodder Headline. Continuing her role in Eastenders and various

other work, Windsor was the subject of BBC's "Who Do You Think You Are," as well as a guest appearance in "Dr. Who." Windsor celebrated her 70th birthday in 2007. The occasion was marked with a special "Radio 2 Music Night" recorded live at The Hackney Empire to celebrate the music associated with her early theatre career. In 2009, Windsor was awarded A Lifetime Achievement Award at The British Soap Awards for her work in Eastenders and past contribution to television. Windsor recently announced that she will be leaving Eastenders in the summer of 2010, after 15 years of playing Peggy Mitchell.



Legendary actor **CHRISTOPHER LEE (voice of the Jabberwocky)** starred as Mr. Wonka, Willy's dentist father, in "Charlie and the Chocolate Factory." He also appeared in "The Lord of the Rings" trilogy from New Line Cinema, "Star Wars: Episode II – Attack of the Clones" and "Star Wars: Episode III – Revenge of the Sith" from Lucasfilm. Prior to his roles in these blockbusters, Lee starred in the critically acclaimed independent picture "Jinnah" and the epic BBC miniseries "Gormenghast." He was also recently seen in "Crimson Rivers II" with Jean Reno, as well as Tim Burton's "Sleepy Hollow" and "Corpse Bride." In 2007 he was featured in "The Heavy," "The Colour of Magic" by Terry Pratchett and "The Golden Compass." In 2008 Lee filmed "Triage" and Stephen Poliakoff's "Glorious 1939" and "Season of the Witch" with Nicolas Cage. He also appears in the upcoming "The Resident" with Hilary Swank.

Lee has worked with directors John Huston, Raoul Walsh, Joseph Losey, George Marshall, Orson Welles, Nicholas Ray, Michael Powell, Edward Molinaro, Jerome Savary, Billy Wilder, Steven Spielberg, Joe Dante, Peter Jackson, Tim Burton, John Landis, Alejandro Jodorowsky and Andrei Konchalovsky. He has appeared in more than 250 film and television productions, including "A Tale of Two Cities," "Dracula," "The Mummy," "The Wicker Man," "The Private Life of Sherlock Holmes," "The Three and the Four Musketeers," "The Man with the Golden Gun," "1941," "Airport '77" and "Gremlins II." He considers the most important point in his career to have been as host of "Saturday Night Live" in 1978 with John Belushi, Dan Aykroyd, Bill Murray, Gilda Radner, Laraine Newman and Jane Curtin. It is still the third highest-rated show of the series.

Lee has received awards for his contribution to the cinema from the United States, France, Germany, Spain, Italy and Great Britain. He is a Commander Brother of the Order of St. John of Jerusalem, the world's oldest order. In 2001 he was made commander of the order of the British Empire, and in 2009 was awarded a Knighthood in the Queen's honours list.

MICHAEL GOUGH (voice of the Dodo) is familiar to Burton fans for his recurring role as butler Alfred Pennyworth in "Batman," "Batman Returns," "Batman Forever" and "Batman & Robin."

Throughout his career, Gough has graced hundreds of films, plays and TV programs with his extraordinary flexibility as a performer. His myriad portrayals have been seen in such English screen classics as "Anna Karenina," "The Man in the White Suit," Laurence Olivier's "Richard III," "The Horse's Mouth," "Women in Love," and "The Go Between." Gough's films have included "The Age of Innocence," "The Serpent and the Rainbow," "The Dresser," "Oxford Blue," "Caravaggio," "Top Secret!" and "Out of Africa." He has appeared several times on Broadway and won a Tony Award® for his role in "Bedroom Farce."

But to a generation of fans—including Tim Burton—Gough is perhaps best known as the star of a series of horror films for Hammer and other British studios, including "Horror of Dracula," "Konga," "The Black Zoo," "The Phantom of the Opera," "The Skull," "Berserk," and "Trog."

The veteran actor has more than 100 film credits to his name, including the more recent "Sleepy Hollow" and "Corpse Bride."

PAUL WHITEHOUSE (voice of the March Hare) is an iconic actor, performer and writer who has been involved in many of the best-loved comedy shows of the last 20 years. He has helped create iconic characters such as Stavros, Loadsamoney, Smashie and Nicey, the Old Gits, Ted, Ralph, Kevin, Perry—many have become part of the cultural landscape from their origins in "The Fast Show."

In 1982, Whitehouse established a great writing partnership with Charlie Higson and Harry Enfield that culminated in "The Harry Enfield Television Programme" in 1990. He starred alongside Harry Enfield for two seasons, as well as working with other leading lights in comedy such as Vic Reeves. In 1994, he co-created with Charlie Higson "The Fast Show," a six-part sketch series for BBC TV which he co-wrote, produced and starred in. It ran for three seasons and won many awards including a BAFTA in 1998, the British Comedy Award in 1996 and 1997, and the Royal Television Award in 1997. "The Final Fast Show Ever" was made in 2001. "Harry & Paul" (originally titled "Ruddy Hell! It's Harry & Paul") was first broadcast on BBC1 in 2007 with the second season going on to win a BAFTA in 2009.

Whitehouse has also taken on dramatic roles including cameos in "David Copperfield," "Finding Neverland," "Harry Potter," as well as voicing characters for "The Corpse Bride." Other successes include the BAFTA award-winning comedy "Help and Happiness" for BBC2; Sony Radio award-winning "Down the Line," a spoof radio program for BBC Radio 4 that has been adapted for TV and will be aired on BBC2 in 2010 renamed "Bellamy's People." Whitehouse is currently writing on a third "Harry and Paul" series for 2010. He is also starring in a set of commercials for AVIVA.

ABOUT THE FILMMAKERS

TIM BURTON (Director) began his career at Walt Disney as a concept and in-between artist in 1979, working on the animated features "The Fox and the Hound" and "The Black Cauldron."

This past year was a busy one for Burton. Aside from directing "Alice in Wonderland" and producing the animated feature "9", he released "The Art of Tim Burton," a 430-page book comprising more than 40 years of his personal and project artwork. In November The Museum of Modern Art (MoMA) opened an extensive exhibit of his work. The exhibit will tour Melbourne, Australia and Toronto, Canada, later this year.

In 2007, Burton directed an adaptation of Stephen Sondheim's blood-soaked, Tony Award®-winning musical "Sweeney Todd: The Demon Barber of Fleet Street," starring Johnny Depp and Helena Bonham Carter, which won an Academy Awar® for Best Art Direction as well as nominations for Costume Design and Actor (Depp).

Prior to that, Burton directed an adaptation of Roald Dahl's classic children's book "Charlie and the Chocolate Factory," starring Depp and Freddie Highmore, which opened to impressive critical and box-office success and continues to entertain audiences everywhere. That same year, Burton also directed and produced the dark, romantic stop-motion animated feature "Corpse Bride," with voices by Depp and Bonham Carter.

Burton's previous film was "Big Fish," a heartwarming tale of a fabled relationship between a father and his son. The film, hailed as Burton's most personal and emotional to date, earned respectable reviews and box office, and starred Ewan McGregor, Albert Finney, Jessica Lange and Billy Crudup. Prior to "Big Fish," Burton directed "Planet of the Apes," a project that brought him together with producer Richard D. Zanuck, the former 20th Century Fox studio head who had greenlit the original film in 1968. Burton's "Planet of the Apes" starred Mark Wahlberg, Tim Roth, Helena Bonham Carter, Michael Clarke Duncan and Kris Kristofferson and was a summer 2001 box-office hit.

Burton began drawing at an early age, attended Cal Arts Institute on a Disney fellowship and, soon after, joined the studio as an animator. He made his directing debut for Disney with the stop-motion animated short "Vincent," narrated by Vincent Price. The film was a critical success and an award-winner on the festival circuit. Burton's next in-house project was the live-action short "Frankenweenie," an inventive and youthful twist on the Frankenstein legend.

In 1985, Burton's first feature film, "Pee-wee's Big Adventure," was a box-office hit; the director was praised for his original vision. He followed that with "Beetlejuice," a supernatural comedy starring Michael Keaton, Geena Davis, Alec Baldwin and Winona Ryder, and another critical and financial success.

In 1989, Burton directed the blockbuster "Batman," starring Jack Nicholson, Michael Keaton and Kim Basinger. Following the triumph of "Batman," the National Association of Theatre Owners (NATO) awarded Burton the Director of the Year Award. The film also won an Academy Award® for Best Art Direction.

"Edward Scissorhands," starring Depp, Winona Ryder and Diane Wiest, was one of the big hits of the 1990 holiday season and acclaimed for its original vision and poignant fairy tale sensibility. In 1992, Burton once again explored the dark underworld of Gotham City in "Batman Returns," the highest grossing film of that year, which featured Michelle Pfeiffer as

Catwoman and Danny DeVito as the Penguin.

In 1994, Burton produced and directed "Ed Wood," starring Johnny Depp in the title role. The film garnered two Academy Awards® for Best Supporting Actor (Martin Landau) and Best Special Effects Makeup.

Burton conceived and produced the stop-motion animated feature "The Nightmare Before Christmas," an original holiday tale that has become a seasonal perennial. He also produced 1993's "Cabin Boy" and 1995's summer blockbuster "Batman Forever," as well as the 1996 release of "James and the Giant Peach," based on Roald Dahl's children's novel.

Burton produced and directed "Mars Attacks!" a sci-fi comedy based on the original Topps trading card series, starring an array of leading actors including Jack Nicholson, Glenn Close, Danny DeVito, Pierce Brosnan and Annette Bening.

In 1999 Burton directed "Sleepy Hollow," which was inspired by Washington Irving's classic story and starred Johnny Depp, Christina Ricci, Miranda Richardson and Michael Gambon. The film was nominated for three Academy Awards®, including Best Costume Design and Best Cinematography; it won the Oscar® for Best Art Direction.

RICHARD D. ZANUCK (Producer) is an Academy Award®-winning producer as well as one of the motion picture industry's most progressive and honored leaders.

Pre-eminent as an independent producer and former studio head, Zanuck has earned numerous awards and citations for his achievements in his more than forty years of filmmaking. Among them, the Irving G. Thalberg Memorial Award, which was bestowed upon him and long-time associate David Brown in 1991, recognized Zanuck as "a creative producer whose body of work reflects a consistently high quality of motion picture production." A precedent-setting honor and personal milestone as well, this particular Thalberg Award makes Zanuck the only second-generation recipient ever, in company with his father, Darryl F. Zanuck.

Only one year prior, Zanuck, along with Lili Fini Zanuck, took home an Oscar as producer of the Academy Award®-winning Best Picture of 1989, "Driving Miss Daisy," for which he also received a Golden Globe Award®, The National Board of Review Award and Producer of the Year honors from the Producers Guild of America. His award for "Driving Miss Daisy" set another industry precedent—making Richard and Darryl the only father and son in motion picture history to both win Best Picture Oscars®.

As head of his own production entity, The Zanuck Company, in which he is partnered with his wife, Lili, Zanuck continues a successful career forged on a solid foundation.

Upon graduation from Stanford University and military service as an army lieutenant, Zanuck joined his father as a story and production assistant on two 20th Century Fox films, "Island in the Sun" and "The Sun Also Rises." At 24, he made his debut as a full-fledged producer with the feature film "Compulsion," which went on to win the Best Actor award at the Cannes Film Festival for the ensemble work of its stars Orson Welles, Dean Stockwell and Bradford Dillman. He followed that with "Sanctuary," based on the William Faulkner novel, and with "The Chapman Report," directed by George Cukor.

At 27, Zanuck was named president in charge of production of 20th Century Fox and became the then-youngest corporate head in the Hollywood annals. During his eight years at the helm, the studio recaptured the luster of its heyday and received an unprecedented 159 Oscar® nominations. Three of the films, "The Sound of Music," "Patton" and "The French

Connection," went on to win Best Picture Oscars®. Among his other successes at Fox were the "Planet of the Apes" series, "Butch Cassidy and the Sundance Kid" and "M*A*S*H."

Zanuck subsequently moved from Fox to become senior executive vice president at Warner Bros., where he and soon-to-be partner David Brown oversaw production of such box-office hits as "The Exorcist" and "Blazing Saddles."

With the formation of the Zanuck/Brown Co. in 1971, one of the motion picture industry's most distinguished and successful independent production entities was born. Over the ensuing decade and a half, Zanuck/Brown was responsible for such critical and box-office hits as "Jaws," a triple-Oscar winner and Best Picture nominee; "Jaws II"; "The Sugarland Express," Best Screenplay winner at the Cannes Film Festival, and Steven Spielberg's first feature directorial effort; "The Sting," winner of seven Academy Awards® including Best Picture; and "The Verdict," nominated for five Academy Awards. Along with Lili Fini Zanuck, Zanuck/Brown also produced the double-Oscar® winner Cocoon" and its sequel "Cocoon: The Return."

The Zanuck Company, formed in 1988, scored a phenomenal success with its debut production, "Driving Miss Daisy." Nominated for nine Academy Awards® and winner of four including Best Picture, the Pulitzer Prize-winning play-turned-feature film grossed in excess of $100 million at the domestic box office; with its cost of $5 million, it now ranks as one of the most profitable releases in Warner Bros. history.

Zanuck followed up the major success of "Driving Miss Daisy" with the critically acclaimed "Rush," starring Jennifer Jason Leigh and Jason Patric, based on the best-selling book by Kim Wozencraft. The film represented the directorial debut of Lili Fini Zanuck.

Other producing credits with Lili Fini Zanuck include "Rich in Love," which reunited the "Driving Miss Daisy" creative team of the Zanucks with director Bruce Beresford and writer Alfred Uhry, as well as "Wild Bill," Walter Hill's fact-based look at the legendary frontiersman Wild Bill Hickok, and "Mulholland Falls," a drama set in the '50s about a team of elite L.A. police officers, with an all-star cast including Nick Nolte, Melanie Griffith and John Malkovich.

"Deep Impact," Zanuck's release for DreamWorks SKG and Paramount, grossed $350 million in the worldwide market place, while "Rules of Engagement," which Zanuck produced with Scott Rudin, starring Tommy Lee Jones, Samuel Jackson, Guy Pearce and Ben Kingsley, was also enormously successful.

In 1999, The Zanuck Company joined forces with Academy Award® winner Clint Eastwood to produce "True Crime," a suspense thriller based on Andrew Klavan's best-selling novel, in which Eastwood also starred and directed for Warner Bros.

In March of 2000, Richard and Lili Zanuck produced the 72nd annual Oscar® presentation, which garnered nine Emmy® nominations and earned the highest network ratings of the previous six years.

It was on 2001's "Planet of the Apes" that Zanuck first met Tim Burton, beginning a partnership between producer and director that continues to this day. "Planet of the Apes" was released by 20th Century Fox in July 2001 and became one of the top-grossing films of that year in both domestic and international markets.

Other projects from the Zanuck Company include DreamWorks' critically acclaimed "The Road to Perdition," directed by Sam Mendes and starring Tom Hanks, Paul Newman and Jude Law; Rob Bowman's "Reign of Fire" with Christian Bale and Matthew McCounaughey;

Burton's star-studded "Big Fish," featuring Ewan McGregor, Albert Finney, Billy Crudup, Jessica Lange and Alison Lohman; and Peyton Reed's "Yes Men," starring Jim Carrey.

In 2005, Zanuck and Burton's third collaboration together, Warner Bros.' "Charlie and the Chocolate Factory," based on Roald Dahl's classic novel starring Johnny Depp, grossed more than $600 million worldwide.

In 2007, Zanuck produced Burton's adaptation of Stephen Sondheim's horror musical "Sweeney Todd: The Demon Barber of Fleet Street," starring Johnny Depp and Helena Bonham Carter, which won an Academy Award® for Best Art Direction as well as nominations for Costume Design and Actor (Depp). The film earned a Golden Globe® for Best Motion Picture—Musical or Comedy.

Zanuck most recently produced Louis Leterier's "Clash of the Titans" for Warner Bros. starring Sam Worthington, Liam Neeson and Gemma Arterton.

JOE ROTH (Producer) is the founder of Revolution Studios. In seven years of operation Revolution has released 47 films, including "Black Hawk Down," "XXX," "Maid in Manhattan," "Anger Management," and "Rocky Balboa." He completed shooting on "Knight and Day" with Tom Cruise and Cameron Diaz for 20th Century Fox to be released this summer.

Prior to founding Revolution Studios, Roth served as chairman of both the Walt Disney Studios and 20th Century Fox. In 2004, he was the Emmy Award®-nominated producer of the 76th Annual Academy Awards, which won an Emmy Award for Outstanding Directing for a Variety, Music or Comedy Program.

Equally noted for his diverse civic and charitable activities, Roth has received various awards such as the 1991 Variety Club's Man of the Year award, the 1996 Humanitarian award from the NCCJ, the 1997 American Museum of Moving Image award, and was honored in 1998 by APLA and the National Multiple Sclerosis Society. He was also the recipient of the 2004 Dorothy and Sherill C. Corwin Human Relations award from the American Jewish Committee.

Roth currently serves as a board member for Save the Children and is the majority owner of the Seattle Sounders FC, a major league soccer team.

SUZANNE TODD (Producer) is an award-winning producer whose movies have grossed over one billion dollars worldwide.

With unparalleled creative energy and a passion for fostering filmmaker-driven material, Todd has produced eighteen movies in the last eighteen years, including hits for nearly every major studio.

In 1986, after graduating with a B.A. in film production from USC Film School, Todd went to work for Joel Silver at Warner Bros., serving as associate producer on "Die Hard 2," "Lethal Weapon 2," "Hudson Hawk," "Predator 2," "The Adventures of Ford Fairlane," "Road House" and the award-winning HBO series "Tales from the Crypt." She was co-producer on "Ricochet," starring Denzel Washington.

In 1992, Todd joined New Line Cinema, producing "Live Wire," starring Pierce Brosnan, and "National Lampoon's Loaded Weapon 1," starring Emilio Estevez and Samuel L. Jackson. Todd followed with "Mighty Morphin Power Rangers" for 20th Century Fox.

In 1994, she formed Moving Pictures, a Columbia-based production company in

partnership with Demi Moore. During the five-year partnership, Todd produced "G.I. Jane" for director Ridley Scott at Disney, which starred Moore, as well as "Now and Then" for New Line Cinema, starring Moore with Rosie O'Donnell, Melanie Griffith, Rita Wilson and Christina Ricci.

For TV, Todd produced the HBO film "If These Walls Could Talk," starring Demi Moore, Cher, Sissy Spacek and Wilson. It was the highest-rated movie in HBO history and earned Todd a Golden Globe® nomination and two Emmy Award® nominations—the Best Picture Made for Television and the prestigious Governor's Award. Cher and Demi Moore were also Golden Globe-nominated for acting.

In 1997, Todd partnered in the production company Team Todd with her sister Jennifer. The Todds are recognized for their consummate development skills for socially relevant, family friendly and commercial fare. Their first film release was "Austin Powers," which launched a trilogy that became the most successful comedy franchise in New Line Cinema history. "Austin Powers: International Man of Mystery," starring Mike Myers and Elizabeth Hurley, quickly became an audience favorite. With a budget of $16 million, it went on to gross $67 million worldwide and won the Saturn Award for Best Fantasy Film as well as two MTV Movie Awards—Best Villain and Best Dance Sequence.

In 1999, Todd executive produced HBO's "If These Walls Could Talk 2," starring Vanessa Redgrave, Ellen DeGeneres and Sharon Stone, which garnered an Emmy Award® nomination for Outstanding Made for Television Movie and also a PGA Golden Laurel Award nomination for Producer of the Year. Redgrave won the Emmy®, Golden Globe® and SAG Award® for her performance. Todd received an award from GLAAD for producing.

The 1999 follow-up "Austin Powers: The Spy Who Shagged Me," starring Myers and Heather Graham, grossed $310 million worldwide and won a Grammy Award® for Best Song Written for a Motion Picture, two MTV Movie Awards and a Teen Choice Award. It was nominated for other awards, including an Academy Award® for Best Makeup, a Golden Globe® for Best Original Song, a Grammy for Best Soundtrack Album and an MTV Award for Best Movie.

Next up was "Boiler Room," the gritty Wall Street drama starring Giovanni Ribisi and Ben Affleck, which won a Special Jury Prize at Deauville, and was nominated for two Independent Spirit Awards and two Teen Choice Awards.

In 2000, Todd was the recipient of the prestigious "Lucy Award" from Women in Film—given for her work in television on the two "If These Walls Could Talk" movies.

In 2002, she was nominated for the AFI Best Picture for the highly acclaimed independent film "Memento," directed by Christopher Nolan. Produced for a mere $4 million, the film went on to gross nearly $40 million worldwide and won the Saturn Award for Best Picture, the Broadcast Film Critics Award for Best Screenplay, the Critics Award, the Jury Special Prize at Deauville and four Independent Spirit Awards for Best Feature, Best Screenplay, Best Director and Best Supporting Female Actor. It was also nominated for two Academy Awards® for Best Screenplay and Best Editing, one Golden Globe® and three AFI awards including Best Picture. The movie garnered the filmmaker, Christopher Nolan, MTV's Best New Filmmaker Award in 2002 and AFI's Screenwriter of the Year Award.

The final installment of the "Austin Powers" trilogy, "Goldmember," starring Myers with Beyonce Knowles, grossed $289 million worldwide and won a Kids' Choice Award for Favorite Movie, the MTV Award for Best Comedic Performance and a BMI Film Music

Award. It was nominated for a Saturn Award in addition to several other MTV, Teen Choice and Black Reel Awards.

Todd's next films included "Must Love Dogs," starring Diane Lane and John Cusack for Warner Bros., and "Prime," starring Meryl Streep and Uma Thurman for Universal.

Todd was nominated for a 2008 Golden Globe® for producing the highly acclaimed "Across the Universe," a musical featuring the songs of The Beatles. Directed by Julie Taymor and starring Evan Rachel Wood and Jim Sturgess, it featured a memorable version of "I Am the Walrus" performed by Bono. The film was Oscar®-nominated for Best Costume Design and also received Grammy® and Teen Choice Award nominations.

Team Todd's next film was a re-teaming with Uma Thurman for the romantic comedy "The Accidental Husband," starring Jeffrey Dean Morgan and Colin Firth and directed by Griffin Dunne. The sisters' film "The Romantics," starring Katie Holmes, Josh Duhamel and Anna Paquin, debuted at the 2010 Sundance Film Festival and will be released later in 2010.

With a proven track record of identifying and fostering new directing talent, Team Todd produced the first films of Jay Roach, Ben Younger and the first American film by Christopher Nolan. "The Romantics" marks the feature film debut of director Galt Niederhoffer.

The Todd sisters have been featured in *Vanity Fair*, *Forbes*, *Cosmopolitan*, *Elle*, *Glamour*, *Movieline*, *Entertainment Weekly*, *The New York Times*, the *Los Angeles Times* and many others. For the past six years, the Todds have written a monthly column in *LA Confidential Magazine* entitled "Sister Act."

Todd regularly devotes her time and resources to several children's charities and also serves on the Board for the Archer School for Girls. She mentors young filmmakers every year through the USC Stark Mentorship Program and also the PGA. She volunteers yearly as a Team Captain for the Revlon Run/Walk in support of research for women's cancers.

Todd is a member of the Academy of Motion Picture Arts and Sciences, the Producers Guild of America, the Academy of Television Arts and Sciences, and the Directors Guild of America.

JENNIFER TODD (Producer) is a partner at Team Todd, a company she founded alongside her sister Suzanne Todd in 1997. In her career thus far, she has produced over a dozen films for theatrical and television, garnering both critical and commercial success. Todd has been honored with numerous awards including the Independent Spirit Award for Best Picture, Women in Film's Lucy Award, the GLAAD Media Award, a People's Choice Award, three Saturn Awards and several MTV Movie Awards. With an exceptional eye for intriguing stories and a passion for filmmaking, she has produced numerous hit movies throughout her career.

She was nominated for a 2008 Golden Globe® for producing the highly acclaimed "Across the Universe," a musical featuring the songs of The Beatles. Directed by Julie Taymor and starring Evan Rachel Wood, it also received an Oscar® nomination for Best Costume Design and a Grammy® nomination for Best Soundtrack Album.

Team Todd's unique and inventive independent film "Memento" was both a box-office and critical success. With a budget of $4 million, it went on to gross more than $25 million domestically and over $39 million worldwide. "Memento" won many awards, including the 2002 Independent Spirit Award for Best Feature, the Saturn Award for Best Action/Adventure/Thriller Film and the Sierra Award for Best Picture. The Todd sisters were

also nominated for the AFI Movie of the Year. Director Christopher Nolan won the AFI Screenwriter of the Year Award and was celebrated by MTV as 2002's Best New Filmmaker. He also won Best Screenplay and Best Director at the 2002 Independent Spirit Awards and was nominated for both an Oscar® and a Golden Globe® for his screenplay.

The Todds are the producing duo behind one of the most successful comedy franchises in history, "Austin Powers." Starring Mike Myers and Elizabeth Hurley, 1997's "Austin Powers: International Man of Mystery" grossed more than $67 million worldwide and won the 1998 Saturn Award for Best Fantasy Film and two 1998 MTV Movie Awards. The 1999 sequel "Austin Powers: The Spy Who Shagged Me," this time starring Heather Graham with Myers, grossed an overwhelming $310 million worldwide and won numerous awards, including nominations for an Academy Award® for Best Makeup, a Golden Globe® for Best Original Song, a MTV Award for Best Movie and a Grammy® for Best Soundtrack Album. The final film in the franchise, 2002's "Austin Powers: Goldmember," starring Beyonce Knowles with Myers, grossed $289 million worldwide and won the 2003 Kids' Choice Award for Favorite Movie, the 2003 MTV Award for Best Comedic Performance and a 2003 BMI Film Music Award for composer George S. Clinton.

Todd continues to develop unique, challenging dramas, large-scale fantasy and family fare, as well as light-hearted comedies for the big screen. She produced the upcoming film "The Romantics," a romantic drama starring Katie Holmes, Josh Duhamel and Anna Paquin. Galt Niederhoffer adapted from her novel and directed the film, which premieres at Sundance 2010.

With Team Todd, Todd's other credits include the romantic comedies "Must Love Dogs," starring John Cusack and Diane Lane for Warner Bros., "Prime," starring Uma Thurman and Meryl Streep for Universal Pictures, and the gritty Wall Street drama "Boiler Room," starring Giovanni Ribisi and Ben Affleck for New Line, which was nominated for Best Feature and Best First Screenplay at the 2001 Independent Spirit Awards. In 2007, Team Todd also released "Ira and Abby," a charming romantic comedy starring Chris Messina and Jennifer Westfeldt, which won Best Comedy at the HBO Comedy Festival. For the small screen, Jennifer served as an executive producer on "If These Walls Could Talk II," starring Vanessa Redgrave, Chloe Sevigny, Sharon Stone and Ellen Degeneres. Todd was nominated for an Emmy® for Outstanding Made for Television Movie, and received a nomination for the Television Producer of the Year Award in Longform by the Producers Guild of America. For her performance in the film, Redgrave won an Emmy, a Golden Globe®, and the Screen Actors Guild Award®.

Born and raised in the San Fernando Valley, Todd attended USC Film School before working for Joel Silver at his Warner Bros.-based production company, Silver Films. While there, Todd worked alongside her sister, Suzanne, until she moved on to Miramax as a production executive. At Miramax, Jennifer supervised several films including "The Opposite Sex" and "Romeo Is Bleeding." After leaving Miramax, Todd went on to run Bruce Willis' production company, Flying Heart Films, for Columbia Pictures. In 1995, she executive produced her first feature film, "Now and Then," with Suzanne, who was working with Demi Moore at Moving Pictures.

While working as a development executive at CBS, **LINDA WOOLVERTON (Screenwriter)** wrote two young adult novels: "Star Wind" and "Running before the Wind." After her books were published by Houghton Mifflin, she abandoned development and began to write full time. She started by writing scripts for animated television shows.

When one of Woolverton's novels caught the attention of a Disney executive, she was hired to write the script for the animated feature "Beauty and the Beast." Upon its release in 1991, the film won the Golden Globe® for the Best Comedy/Musical and became the first animated film to be nominated for the Best Picture Academy Award®.

Woolverton was then hired to write the screenplay for "The Lion King" (shared credit). She then re-wrote the script for "Homeward Bound: The Incredible Journey" (shared credit) as well as writing for the animated feature "Mulan."

She went on to adapt the script of "Beauty and the Beast" for the Broadway stage and received the Tony Award® nomination for Best Book of a Musical in 1994. Woolverton was also awarded the Laurence Oliver Award for "Beauty and the Beast" for Best New Musical in the U.K. "Beauty and the Beast" ran between 1994 and 2007, becoming the sixth longest running show in Broadway history. Woolverton also wrote the book (shared) for Elton John and Tim Rice's musical "AIDA," which ran for five years at the Palace Theatre.

In 2009, the Writers Guild of America-West's Animation Writers Caucus named Linda Woolverton as the honoree of its 11th annual Animation Writing Award for lifetime achievement, recognizing her creative contributions to advance the craft of film and television animation writing.

DARIUSZ WOLSKI (Director of Photography) recently traveled to Puerto Rico to shoot Bruce Robinson's adaptation of Hunter S. Thompson's novel "The Rum Diary," which reunited him with Johnny Depp who starred in and produced the film.

Wolski previously worked with Depp on the three "Pirates of the Carribean" movies, all of which were directed by Gore Verbinski, as well as on Tim Burton's "Sweeney Todd: The Demon Barber of Fleet Street." Wolski also collaborated with Verbinski on "The Mexican" starring Brad Pitt and Julia Roberts.

Other feature film credits include Alex Proyas' "The Crow" and "Dark City," Tony Scott's "The Fan" and "Crimson Tide" for which Wolski was nominated for an ASC Award, Andy Davis' "A Perfect Murder," John Polson's "Hide and Seek," Joel Schumacher's "Bad Company," Peter Medak's "Romeo Is Bleeding" and Evelyn Purcell's "Land of Little Rain." In addition to Wolski's film career he has worked with such artists as Neil Young, Keith Richards, Sting, Aerosmith, Travelling Willburies, Eminem, Dido and Van Halen, shooting more than 100 music videos.

COLLEEN ATWOOD (Costume Designer) won her first Academy Award® for her work on Rob Marshall's "Chicago" after previously being nominated for Oscars® for Tim Burton's "Sleepy Hollow," Jonathan Demme's "Beloved," and "Little Woman." In 2005 she won her second Academy Award® for "Memoirs of a Geisha" as well as winning a BAFTA. In 2004 she was nominated for an Academy Award® for her work on "Lemony Snicket's A Series of Unfortunate Events."

A frequent collaborator with Burton, Atwood began their association on "Edward Scissorhands" and has worked with the director on "Ed Wood," "Sleepy Hollow," "Mars

Attacks!," "Planet of the Apes" and "Big Fish." Atwood won a BAFTA for her work on "Sleepy Hollow." Atwood has also worked regularly with director Jonathan Demme, beginning with "Married to the Mob" and including his Oscar®-winning "Silence of the Lambs" and multiple award-winning "Philadelphia."

Atwood began her career as a wardrobe assistant in 1982 on the romantic comedy "A Little Sex" and became a designer only two years later on the Michael Apted-directed drama "First Born." She gained notice in 1986 as designer on Michael Mann's "Manhunter" and followed with features such as "Married to the Mob" and Apted's "Critical Condition."

Among Atwood's other credits are "Mission Impossible 3," "The Mexican," "Gattaca," "Buddy," "That Thing You Do," "Wyatt Earp," "Lorenzo's Oil" and "Joe Versus the Volcano." Most recently Atwood reunited with director Rob Marshall as costume designer of "Nine," which starred Daniel Day Lewis and Nicole Kidman.

CHRIS LEBENZON, A.C.E. (Editor) previously collaborated with Tim Burton on "Sweeney Todd: The Demon Barber of Fleet Street," "Charlie and the Chocolate Factory," "Corpse Bride," "Big Fish," "Planet of the Apes," "Sleepy Hollow," "Mars Attacks! ," "Ed Wood," Tim Burton's "The Nightmare Before Christmas" and "Batman Returns."

Lebenzon has teamed up many times with award-winning producer Jerry Bruckheimer, working with him on "Pearl Harbor," "Gone in Sixty Seconds," "Enemy of the State," "Armageddon," "Con Air," "Crimson Tide," "Days of Thunder," "Beverly Hills Cop II" and "Top Gun," and is a frequent collaborator of directors Michael Bay and Tony Scott. Lebenzon is a two-time Academy Award® nominee for the films "Crimson Tide" and "Top Gun" (co-editor). His other credits include "Déjà Vu," "XXX," "Radio," "The Last Boy Scout," "Revenge," "Midnight Run," "Weird Science" and "Wolfen."

DANNY ELFMAN (Composer) has earned numerous honors, including a Grammy Award®, an Emmy Award® and four Academy Award® nominations. In 1998, he was honored with dual Oscar® nominations for Best Original Score for his work on Barry Sonnenfeld's "Men in Black" and Gus Van Sant's "Good Will Hunting." He received his third Oscar nomination for the score for Tim Burton's acclaimed fantasy "Big Fish." Elfman earned his most recent Oscar nomination for his score for the acclaimed biopic "Milk," directed by Gus Van Sant.

Elfman has worked extensively with Tim Burton, most recently on the live-action "Charlie and the Chocolate Factory" and the stop-motion animated film "Corpse Bride." Their previous collaborations include "Planet of the Apes," "Sleepy Hollow," "Mars Attacks!," "The Nightmare Before Christmas," "Edward Scissorhands," "Beetlejuice," "Pee-Wee's Big Adventure," and both "Batman" and "Batman Returns."

In all, Elfman has composed more than 60 motion picture scores for a variety of directors, including Gus Van Sant, Sam Raimi, Ang Lee, Taylor Hackford, Errol Morris, Rob Marshall, Brett Ratner, Guillermo del Toro, Wayne Wang, Timur Bekmambetov, Barry Sonnenfeld, Brian De Palma, Peter Jackson, The Hughes Brothers, Richard Donner, Jon Amiel, Martin Brest, and Warren Beatty.

Elfman has worked on films of every genre, including "Spider-Man (1&2)," "Men in Black (1&2)," "To Die For," "A Simple Plan," "Mission: Impossible," "Family Man," "Wanted," "Hellboy II: The Golden Army," "Charlotte's Web," "Dick Tracy," "Darkman," and "Chicago."

For television, Elfman won an Emmy Award® for his theme for the hit series "Desperate Housewives," and was also Emmy-nominated for his theme for "The Simpsons," which is the longest-running primetime comedy series ever.

A Los Angeles native, Elfman got his first experience in performing and composing at the age of 18 for the French theatrical troupe Le Grand Magic Circus. The following year, he collaborated with his brother Richard, performing musical theatre on the streets of California. Elfman then worked with a "surrealistic musical cabaret" for six years, using the outlet to explore multifarious musical genres.

For 17 years he wrote and performed with rock band Oingo Boingo, producing such hits as "Weird Science" and "Dead Man's Party."

His first composition for ballet "Rabbit and Rogue" had its American Ballet Theatre (ABT) World Premiere at The Metropolitan Opera House at New York's Lincoln Center in June 2008. The ballet was choreographed by Twyla Tharp and commissioned by ABT.

Elfman's most recent film credits include the comedy "Taking Woodstock," directed by Ang Lee, and McG's "Terminator: Salvation."

KEN RALSTON (Senior Visual Effects Supervisor) serves as the creative leader at Sony Pictures Imageworks. Ralston's title is senior visual effects supervisor, but that doesn't even begin to capture his importance to Imageworks and the entire field of visual effects. His five Academy Awards® plus two additional Oscar® nominations attest to the respect Ralston has earned from peers and audiences alike for his unique insights into dramatic development and unparalleled mastery of visual effects technology. Often his input transcends traditional job titles, leading to his colleagues tagging him simply as visual effects guru.

Ralston worked with senior visual effects supervisor Jerome Chen and director Robert Zemeckis on "Beowulf" and "The Polar Express."

Many other projects at Sony Pictures Imageworks have tapped Ralston's abilities. He has served as special visual effects supervisor on "Phenomenon," senior visual effects supervisor on "Michael" and "Contact," visual effects guru on "Patch Adams" and senior visual effects supervisor on "Men in Black II" and "Cast Away."

For close to two decades previously, Ralston was visual effects supervisor at Industrial Light & Magic, placing his aesthetic and technical stamp on many of the company's landmark film innovations. Constantly pushing the technological envelope, he played a central role in establishing ILM's reputation. Ralston is renowned for his work as visual effects supervisor on "Star Trek IV: The Voyage Home," "Star Trek III: The Search for Spock" and "Star Trek II: The Wrath of Khan." In 1981, he received his first Academy Award® nomination for best visual effects on "Dragonslayer." Ralston designed one of the key dragon characters and worked as special effects cameraman.

While at ILM, Ralston designed and executed the visual effects on such top-grossing motion pictures as all three movies in the "Back to the Future" trilogy, "The Rocketeer" and "Jumanji," and he garnered himself an Academy Award® nomination for best visual effects on "Back to the Future II."

An astounding achievement, Ralston earned five Academy Awards® for best visual effects, recognizing his work as visual effects supervisor on "Forrest Gump" (which also was awarded the Best Picture Oscar® among other Academy Awards), "Death Becomes Her," the pioneering "Who Framed Roger Rabbit," the much-lauded "Cocoon," and a Special Achievement Award

for his role in realizing the visual effects in the 1984 phenomenon "Star Wars: Episode VI – The Return of the Jedi." The Special Achievement Award was quite a leap from Ralston's first encounter with the "Star Wars" franchise, where he worked as a camera operator on "Star Wars: Episode V—The Empire Strikes Back." Ralston initially joined George Lucas' company as a camera assistant under the leadership of special effects supervisor Dennis Muren.

Ralston began his career at the visual effects commercial house Cascade Pictures, in a position he obtained via a 45-minute film called "The Bounds of Imagination" and having befriended Cascade Pictures' Jon Berg while visiting the home of celebrated movie historian Forrest Ackerman. Ralston worked in almost every conceivable capacity in the prototypical visual effects advertising campaigns of the early '70s—he built sets, sculpted models, animated puppets, created optical effects, performed stop-motion animation and more on close to 200 spots. Following Cascade Pictures, Ralston joined Berg at the then-newly formed Industrial Light & Magic.

Canadian-born **VALLI O'REILLY (Make-Up Design)** had not intended to work in the film business. With an art history/theatre arts double major and with studies in sculpture, she planned on applying her Fine Arts degree to a career in the art world.

O'Reilly began doing make-up with friends for New York TV commercials and fashion to earn extra money. In 1981, a friend got her a job on a film in Florida, where she married and then moved to Los Angeles. Living so far from the New York art scene, it seemed like a good idea to pursue a make-up career in the film capital. She started working on artistic, low-budget independent films with such talented directors as Martin Scorsese, John Schlesinger and Nicolas Roeg.

O'Reilly feels honored to have been requested by many of the industry's most esteemed directors, actors and costume designers to work on films which have taken her all over the world. Having received the Academy Award® for her superb work as department head on "Lemony Snicket's A Series of Unfortunate Events," she sees her career as a series of very fortunate events.

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