

# SPIDER-MAN® 2

*"I have been stung by fate. I am its prisoner. A prisoner of my own conscience. My love for the girl I want always to be with is locked within me. With me, she is always in danger from those who fight against me. Without her, I travel a lonely road. My story will always be about the loss of a girl...and every day I ask myself, how long can I endure this loneliness?"*

*--Spider-Man*

Columbia Pictures' *Spider-Man*® 2 is the highly-anticipated latest installment in the adventures of the legendary superhero, an exciting and fun-filled adventure, which reunites the cast and filmmakers from the blockbuster first film, including Tobey Maguire, Kirsten Dunst, James Franco, Rosemary Harris and J.K. Simmons, under the leadership of director Sam Raimi and producers Laura Ziskin and Marvel's Avi Arad.

In *Spider-Man*® 2, the web-slinging hero encounters a formidable new adversary, the villainous "Doc Ock," played by Alfred Molina. Also joining the ensemble are Daniel Gillies as John Jameson, Vanessa Ferlito as Louise, Dylan Baker as Dr. Curt Connors and Donna Murphy as Rosalie Octavius.

## **SYNOPSIS**

Two years have passed since the mild-mannered Peter Parker (Tobey Maguire) walked away from his longtime love Mary Jane Watson (Kirsten Dunst) and decided to take the road to responsibility as Spider-Man. Peter must face new challenges as he struggles to cope with "the gift and the curse" of his powers while balancing his dual identities as the elusive superhero Spider-Man and life as a college student. The relationships Peter holds most dear are now in danger

of unraveling as he clashes with the powerful, multi-tentacled villain Doctor Octopus aka “Doc Ock” (Alfred Molina).

Peter’s life-long yearning for M.J. becomes even stronger as he fights the impulse to abandon his secret life and declare his love. In the meantime, M.J. has moved on with her life. She has embarked on an acting career and has a new man in her life. Peter’s relationship with his best friend Harry Osborn (James Franco) has been overshadowed by Harry’s growing vendetta against Spider-Man, whom he holds responsible for his father’s death.

Peter’s life becomes even more complicated when he is pitted against a powerful new nemesis, Dr. Otto Octavius (Molina) — “Doc Ock.” Peter must now learn to accept his fate and harness all his superhero talents in order to stop this diabolical madman in his octagonal tracks.

Columbia Pictures Presents A Marvel Enterprises/Laura Ziskin Production *Spider-Man*® 2 starring Tobey Maguire, Kirsten Dunst, James Franco, Alfred Molina, Rosemary Harris, Donna Murphy and J.K. Simmons.

The film is directed by Sam Raimi (*Spider-Man*, *The Evil Dead*). The screenplay is by Oscar® winner Alvin Sargent (*Ordinary People*, *Unfaithful*) based on the Marvel Comic Book by Stan Lee and Steve Ditko. The screen story is by Alfred Gough & Miles Millar (*Shanghai Noon*) and Pulitzer-Prize winning author Michael Chabon. The producers are Laura Ziskin (*Spider-Man*, *Pretty Woman*) and Avi Arad (*X-Men*, *Daredevil*). The executive producers are Stan Lee (*Spider-Man*, *X-Men*), Kevin Feige (*X2: X-Men United*, *Daredevil*) and Joseph M. Caracciolo (*Charlie’s Angels*®, *Big Daddy*). The director of photography is Bill Pope, ASC (*The Matrix* trilogy). The production designer is Neil Spisak (*Spider-Man*,

*Face/Off*). The film editor is Bob Murawski (*Spider-Man*, *Army of Darkness*). The Co-Producer is Grant Curtis (*Spider-Man*). The costume designers are three time Oscar® winner James Acheson (*The Last Emperor*, *Dangerous Liaisons*, *Restoration*) and Gary Jones (*The Talented Mr. Ripley*, *The English Patient*) The music is by Danny Elfman (*Spider-Man*, *Men in Black®*, *Big Fish*). The visual effects are designed by Oscar® winner John Dykstra, ASC. (*Spider-Man*, *Star Wars*). The special visual effects are by Sony Pictures Imageworks Inc.

*Spider-Man® 2* has been rated PG-13 by the Motion Picture Association of America for Stylized Action Violence.

*Spider-Man® 2* swings into theaters nationwide on June 30, 2004.

## **THE SPIDER-MAN® WEB: A WORLDWIDE PHENOMENON**

Columbia Pictures' blockbuster *Spider-Man®* grossed more than \$820 million worldwide when it debuted in summer 2002 and became the fifth highest grossing movie in U.S. history. *Spider-Man* is based on the classic Marvel Comic book character. The creation of Marvel executive Stan Lee and company character designer Steve Ditko, Spider-Man first appeared in 1962 in the last issue of the failing Amazing Fantasy comic book. The character made such an immediate impression that Amazing Fantasy was renamed the Amazing Spider-Man and reappeared in March 1963. Since then, Spider-Man has become a household name worldwide, evolving into one of the most popular superheroes of all time.

The filmmakers were elated by the worldwide acceptance of *Spider-Man®*. But

even more importantly, they were thrilled at the universal acceptance of the film's story and its characters, which transcended all language and cultural barriers.

“It was truly gratifying and even a bit overwhelming to witness how strongly moviegoers around the world responded to *Spider-Man*,” says director Sam Raimi. “As a filmmaker, I always want people to really enjoy my movies, and on that level, *Spider-Man* exceeded my expectations. It was a true testament to the many artistic contributors on the film — both behind and in front of the camera — who worked so long and so hard on the film, especially the dedicated talents at Imageworks ... exceptional work from everyone involved. They all did themselves proud, giving the audience a truly memorable experience.”

“We were completely thrilled, and maybe a bit shocked at the success of the first movie,” says producer Laura Ziskin. “That level of acceptance here and around the world is impossible to anticipate, though we always sensed that *Spider-Man* had enormous potential, because we had a character and the kind of storyline that had proven to be successful in other forms for more than 40 years. Our objective was to capture on film all the intriguing elements — the adventure, the romance, the humor — that made the Marvel comic book series so popular. Throughout the process, we were always careful to remain true to the spirit of the source material. Even today, two years after it was released, people still tell me how much they loved *Spider-Man* and how they can't wait for his new adventure.”

“The expectation was always high,” admits producer Avi Arad, “because the appeal of *Spider-Man* is that there is a little Peter Parker in all of us, male, female, young, old ... Still, it was fascinating to see the incredible emotional investment the audience had for this one movie.”

The audience's acknowledgement of *Spider-Man* was clear from day one, according to Tobey Maguire, who memorably brought the reluctant superhero to life. "The opening weekend is something I'll never forget," says Maguire. "It was amazing to walk into a movie theater and hear the entire audience cheer and to sense all the moods and emotions they were going through. To be a part of providing that kind of an entertainment was great."

## **"MY GIFT, MY CURSE"** **SPIDER-MAN® 2** **THE EVOLUTION OF A SUPERHERO**

"The thing that set *Spider-Man* apart from other movies with great technology and action, is how much attention was given to the characterization and personal relationships," says Stan Lee, the co-creator of the Spider-Man comic book series. "The action, the great set-pieces, that's a given. But delving into Peter Parker's problems in the way they did, truly elevated the film."

After the triumph of the first *Spider-Man*, Raimi knew he had a responsibility to follow it up with a story that justified the fans' enthusiasm and their built-in expectations for the next adventure. "There's great interest in this movie, following the success of the first one," he acknowledges. "For the kids who come to see it, Spider-Man is their hero. So while the job of making this movie is to provide entertainment, it is also to create a story that shows them a moral character, someone who has to make tough choices and the right decisions in order to continue to be worthy of their admiration."

The wealth of detailed stories and characters in the Spider-Man comic book series provided a mother lode from which to cull the plot for *Spider-Man 2*. "The

Marvel artists and writers have done a great job through the decades — I know, because I'm a big fan myself — so there's a tremendous amount of good material to draw upon," notes Raimi. "The character of Spider-Man is so clear. It's not difficult to make a movie if you understand the character, because every story's strength lies in who that character is. Finding a storyline wasn't that difficult. It was finding the right story, the one that made for a proper follow-up installment, and provided a logical progression for the audience and a logical growth for the character. For that, I relied on the terrific storytelling instincts of my very fine producers Laura Ziskin and Avi Arad. Together with the contributions of our great writers, we found a plot line with ideas that reverberated."

As with the first film, says Ziskin, the mandate was to be true to the spirit of the comic book. "We weren't out to reinvent the wheel. The audience loves these characters and is eager to learn where they're going next. So, for each character in *Spider-Man 2* there is an evolution, and along the way, suspense about what will happen to them. The obstacles they are facing have a feeling of inevitability."

Without giving too much away, Raimi will say that, "This *Spider-Man* is about choices — but not in a 'message movie' kind of way. It shows us how we can all make choices and, like any emotionally satisfying story, it shows us the way, it shows us what's possible."

With the storyline of the new adventure locked, Arad looked forward to the reunion of the *Spider-Man* filmmaking family, not the least of which was Tobey Maguire, the actor who perfectly conveyed the conflicts between Peter Parker and his courageous alter ego Spider-Man. "Tobey was so happy to be Spider-Man again and to be Peter Parker," says Arad. "He enjoyed the joy of creation and being a partner in the process. He was totally caught up in his character

again, which is terrific for the movie.”

“As an actor Tobey relished deepening the audience’s understanding of who Peter Parker is and who he is becoming,” adds Ziskin. “Peter’s a man who is in transition, someone who’s struggling with the choices he making.”

Having demonstrated how Peter Parker acquired his extraordinary powers in *Spider-Man*, the new installment will broaden the audience’s understanding of those special skills and abilities, according to Arad — “not just the web-shooting and the wall climbing, but Peter’s ‘spider sense,’ his internal early warning system, a kind of precognition — and the potential danger of turning his back on those special gifts.”

At the beginning of *Spider-Man 2*, two years have passed since the memorable kiss between Peter Parker (Maguire) and his beloved M.J. (Kirsten Dunst), which was followed by a bittersweet parting. Now, Peter faces new challenges in his struggle with what he calls “the gift and the curse” of his powers.

“At the end of the last picture, when we left Peter, he had decided to take the road to responsibility,” notes Raimi. “This movie depicts that journey — the outgrowth of that momentous decision. How is Peter going to weigh his personal needs against his sense of responsibility, when he knows that he must use his gift for the benefit of others? His dilemma is something we all live with — in smaller, less dramatic ways — every day of our lives. Behaving responsibly is always difficult and often a sacrifice. You may have to give up something of yourself or maybe even allow yourself to be wounded a bit. That’s what’s so satisfying about this story. It’s all about choices and a character who is terribly conflicted because it’s never easy to do the right thing.”

Maguire adds, “The theme ‘with great power comes great responsibility’ is never lost on Peter. It’s difficult to be a young man and have to sacrifice as much as he has — presumably for the greater good — and to neglect his personal desires. The struggle continues here and it’s quite complicated, because Peter’s searching desperately for a way to achieve some balance in his life.”

As Peter becomes more immersed in his dilemma, it creates a rift between him and the important people in his life. Though his love for M.J. is stronger than ever, she has moved on with her life, pursuing an acting career, living in Manhattan and moving in new social circles. “In this film, Peter is off in his own world and not a reliable presence in M.J.’s life,” explains Kirsten Dunst. “She still loves him a great deal, so it has become painful for her to be around him. Though they’ve both done a lot of growing up in the past two years, at the same time, they’ve drifted apart.”

Adds Raimi, “At the end of the last movie, Peter chose to go it alone fearing that, if he revealed his identity to M.J., her life would be in danger. Despite his strong feelings for her, he left her standing there to go off and do the noble thing. And she finally got tired of waiting and moved on.”

The effect of M.J.’s decision on Peter is devastating, according to Maguire. “He’s tortured by it, even though he’s happy for her success,” he says. “But his heart is still aching for her. Everywhere he goes around New York, he sees her face on billboards and it’s a nagging reminder of what he’s lost. He’s really trying to get her out of his mind, because he knows he can’t get her out of his heart.”

Peter is also alienated from his best friend Harry Osborn (James Franco). Harry is consumed by the desire to avenge his father’s death, for which he blames Spider-Man. That, and Peter’s continuing efforts to strike a balance in his life,

fosters a growing rift between them. “James Franco came to this film loaded with great ideas that really enhanced his performance and the movie as a whole,” says Raimi. “His role in *Spider-Man 2* is a lot richer and more central and he interacts with Tobey’s character in a much deeper way.”

And Peter’s relationship with his widowed Aunt May (Rosemary Harris) has become estranged as she struggles with financial reversals and deepening concerns about her nephew’s future.

Then, as if Peter’s life was not complicated enough, the situation moves from bad to worse — much worse.

Enter “Doc Ock.”

Dr. Otto Octavius (Alfred Molina) is a brilliant scientist whose life work has been dedicated to experiments utilizing fusion as a new source of energy. Charming, vibrant and energetic, Dr. Octavius is introduced to Peter by Harry Osborn (James Franco), who is head of special projects at OsCorp and is funding Dr. Octavius’ research in the hope of exceeding his late father’s expectations. Peter is thrilled to meet the doctor, who is the focus of Peter’s forthcoming college science paper. In turn, Dr. Octavius is charmed by the intelligent young man whose avid interest in science mirrors his own.

“This movie is the story of Peter’s life, which is out of balance, and Dr. Octavius who, for Peter, represents someone who has achieved that balance,” explains Raimi. “Peter sees Octavius as somebody who has mastered both his gifts — in this case science, through which he can serve the good of mankind, while also maintaining a personal life, a loving relationship with his wife Rosie (Donna

Murphy). This leads Peter to the conclusion that it's possible to have both.”

Dr. Octavius, with the support of his wife, has been working diligently in his home laboratory, trying to perfect his groundbreaking fusion theory. But when a demonstration of his creation goes horribly wrong, Dr. Octavius undergoes a terrible transformation — evolving into the powerful, multi-tentacled Doc Ock.

In *Spider-Man 2*, the talented and versatile Molina brings this powerful adversary to terrifying life. “He is a formidable enemy for Spider-Man,” says Arad. “He can climb walls faster and better than Spider-Man. In fact, there’s nothing Spider-Man can do that Ock cannot counteract.”

“So when you see Ock, you say ‘Wow! Who can fight that?’” Arad continues. “Now Spider-Man not only has to summon up all his strength and agility, he has to outsmart someone for whom he had a great deal of respect, someone who, in his previous incarnation, was the kind of man Peter wished he could be. It creates a great deal of conflict within him. ‘Doc Ock’ is a richer, bigger villain — a truly worthy opponent.”

The filmmakers were eager to attract Molina for the central role. “We needed someone who brought a palpable reality to the part, and who was also sincere, had a great sense of humor and personal warmth,” says Raimi. “Alfred is a brilliant actor, and what he’s brought so effectively to the character of ‘Doc Ock’ is the sense of him as a misunderstood man who has turned into a beast.”

“Alfred has an immense talent, and he brings a wealth of experience and humanity to this role,” adds Ziskin. “He perfectly captures the character’s duality. Otto Octavius is a man who has dreams, desires and flaws. When he gets

carried away in the service of something he feels is vital to the betterment of mankind, his hubris brings him down. 'Doc Ock' is not as much an alter ego as the darker side of Otto Octavius emerging. That makes for a very credible — and terrifying — villain.”

Molina confesses, “I’ve always been a Marvel Comics fan because their characters are so interesting. They have problems. They’re very realistic.” For him, the mechanics behind the role of “Doc Ock” was a true education. “It was mind-boggling, the breadth and the imagination that went into how each of my character’s actions — flying across the room, crashing through a plate glass window, smashing a taxicab — was to be executed. It’s a unique way of filming that’s not like anything most of us get to do really. It’s a very particular way of working, and absolutely fascinating.”

He was pleased to discover that just as much imagination was invested into the dramatic arc of his character, Molina continues. “Sam Raimi and I had a number of discussions tracing the evolution of Dr. Otto Octavius into ‘Doc Ock,’ and how we were going to achieve it,” he recalls. “Sam is always eager for your input and your opinions. I told him that my desire was to make the character amusing, charming and hopefully, someone the audience would like from the start. In this way, when the terrible change occurs, it’s that much more shocking.”

One of the characters who has the great misfortune to cross “Doc Ock’s” path is Peter’s beloved Aunt May (Rosemary Harris), whose appearance in the first film earned the Tony award-winning veteran actress a new generation of admirers. “It’s wonderful to have fans who are four years old come up to you and say ‘Are you really Peter Parker’s aunt?’ And when I say ‘Yes,’ their eyes get bigger and bigger. It’s very thrilling,” she laughs.

In *Spider-Man*® 2, “Doc Ock” sweeps Aunt May off her feet — literally — and takes her up several stories of a tall building. But she is not cowed by him. She fights the multi-limbed villain every step of the way with her umbrella. Harris performed her stunts in a variety of harnesses, but only after she had managed to talk the filmmakers into letting her give her stunt double a rest. “I was a bit miffed at first, because my wonderful stunt double was going to do a lot of the harness maneuvers,” recalls Harris. “So I asked Sam and Laura, ‘Why not let me have a go at it?’ At first they were reluctant. But I begged them to at least let me try and they finally relented.”

“I’ve never seen an actress with as much gusto and gumption as Rosemary,” admits Raimi. “What a trooper. She would just get on that wire and go on her wild ride in ‘Doc Ock’s’ arms. And the first thing she’d say afterwards was ‘Let’s do it again! Can I do it again?’ She was completely fearless. I loved it!”

Harris performed her first *Spider-Man 2* wire-work in New York City on Easter Sunday, 2003. While the city’s famed Easter Parade was in progress uptown on Fifth Avenue, Aunt May was taking flight — suspended from a wire near downtown’s City Hall Park — bringing traffic to a standstill as everyone watched her swoop through the air with Spider-Man. “And I adored every minute of it. It was wonderful, just the best feeling,” Harris exclaimed after returning to terra firma. “The only time I’ve flown before was when I played Peter Pan in an outdoor production, and that was a long time ago. I remember that I was airborne as Peter Pan just as the Sputnik satellite was passing by in the sky overhead!”

J. K. Simmons also returns in *Spider-Man 2* as Peter’s gruff boss at The Daily Bugle, J. Jonah Jameson — one of the most popular characters from the first film

and from the comics. “J. K. was just amazing as Jameson,” says Arad. “He brought such a unique energy to *Spider-Man* that we were all hungry for more.”

In *Spider-Man 2*, Jameson is seen outside the Daily Bugle offices in some scenes. Still, some things never change. “I fire Peter several times in this movie. Every time I see him, I fire him,” laughs Simmons. “And then I re-hire him because there’s always some pressing need for his services. It was fun to get outside the office for a few of my scenes, particularly the one at the Planetarium gala, where my son John is a guest of honor. John is a hero, an astronaut, and a very prominent figure in the history of Spider-Man comics. We also get to meet Jameson’s wife this time.”

New Zealand-born actor Daniel Gillies plays John Jameson, who returns from the moon to a hero’s welcome and embarks on a relationship with M.J. Also new to the cast are Vanessa Ferlito, who plays M.J.’s best friend Louise, a fellow actress with whom M.J. shares the stage in an off-Broadway production of Oscar Wilde’s “The Importance of Being Earnest,” and Dylan Baker who portrays Dr. Curt Connors, Peter’s one-armed university professor.

“I’ve been a movie fan all of my life, and I never thought it was possible to have so many amazing and funny moments in one film,” says Arad. “On the one hand, the drama, tragedy and realities of life are there. By contrast, the film also contains some classically humorous movie moments. Audiences will be experiencing a wide range of emotions throughout the film and that’s what going to the movies should be about.”

## **ABOUT THE PRODUCTION**

“After the first movie we asked ourselves, “What do we wish to have more of for the next installment?”” says producer Avi Arad. “And the answer was ‘New York.’ After all, Peter Parker is the quintessential New Yorker. And Jameson? Jameson *is* New York. Also, we wanted to capture more of the vertigo of the city — its tall buildings, its bridges, its tunnels. Considering the advances in filmmaking technology we didn’t really have to shoot in New York at all. But we wanted the authenticity of the streets and the skyline.”

Principal photography on *Spider-Man 2* began on April 12, 2003 in New York City, where the production spent approximately three weeks shooting at various locations in Manhattan, Queens and Brooklyn, as well as on a Yonkers stage. From ground-level street shots to rooftops high above the city, the filmmakers efficiently utilized the time they spent in New York, giving them the opportunity to expand on the city’s unique environment, which had leant such vibrancy to the first *Spider-Man*.

“In the first film we established New York as a character in the movie. With *Spider-Man 2*, we went even further,” says production designer Neil Spisak. “We used a lot more of the city, including (photographic) plates of real buildings and real streets. Improvements in technology over the past three years enabled (visual effects designer) John Dykstra and I to marry existing buildings to scenery buildings to CG buildings even better than the first time around. It’s a much more complete experience.”

Again, director Sam Raimi worked closely with Spisak to help “take the edge off reality” when presenting the cityscape. “Neil has created a very consistent New York,” says Raimi. “It’s not an absolutely real New York, nor is it some fantasy

town. Neil was able to find the fantastic in the New York we know. Then he concentrated and condensed it so that you absolutely believe it's the world Spider-Man inhabits."

"We got more of a feeling of New York in this movie," adds Ziskin. "The movie is being shot in widescreen, which is appropriate because this is a different story, so it required a different approach."

Production began on the campus of Columbia University in uptown Manhattan, which serves as the university Peter Parker attends while he struggles with the responsibilities of his academic workload and his superhero duties. Revered comic book artist John Romita, Sr., who is best known for his work as the artist for "Spider-Man" comics after the departure of the series' co-creator Steve Ditko, visited the set during a classroom scene.

The rooftop of the Hotel Intercontinental, across from the Waldorf Astoria, was the location where Spider-Man contemplates his next move, while downtown, in the Wall Street area, another rooftop served as the "launch-pad" for the Spydercam camera, as it dipped and swooped over several blocks to replicate one of Spider-Man's high-stakes aerial journeys through the city.

"We executed one of the longest wire shots the Spydercam has ever done," says executive producer Joseph M. Caracciolo. "The Wall Street shot was around 2400 feet. I'm an ex New Yorker, so I didn't find the location shoot particularly daunting. But there are always difficulties when you're doing wire work in New York, including the placement of the cranes on the buildings, the movement of the cast, crew and equipment, and of course, the crowds."

“It was a challenge for us to move our production to the tops of buildings, but we couldn’t have been happier, because rooftops are Spider-Man’s world and that is his view of the city as he swings through it,” notes co-producer Grant Curtis. “It was breathtaking to see the world from 70 stories up — a world unto itself. You can’t fully really appreciate the beautiful architecture of New York’s skyscrapers from ground level. We showed some of that in the first film, but we wanted to show more of Spider-Man’s vertiginous world, and I think we really captured that with this film.”

The company returned to a Queens neighborhood, familiar from the original *Spider-Man* as the street where Peter lived with his Aunt May and Uncle Ben, with M.J. as his next-door neighbor. Peter, who has moved to a tiny apartment in Manhattan, returns for a conciliatory talk with his beloved Aunt May and has a conversation with M.J. over the back fence.

Brooklyn’s Cypress Hills Cemetery is the setting for Peter and Aunt May’s sad visit to Uncle Ben’s grave, and the exterior of the Anthology Film Archives in Manhattan’s East Village is the site of chaos in the aftermath of a terrible explosion during Dr. Octavius’ fusion demonstration.

Peter and M.J. have another conversation during a walk in Chinatown, and the exterior of The Rose Center (which includes the Hayden Planetarium) at The Museum of Natural History serves as the location for a benefit gala where M.J. has an uncomfortable run-in with Peter, who is covering the event for the Daily Bugle.

Returning to Los Angeles, *Spider-Man 2* shot on several stages on the Sony Pictures Studios lot in Culver City. Stage 15 was home to the Daily Bugle offices,

as well as Peter's tiny apartment and Dr. Octavius' elaborate home laboratory. On Stage 29, the Osborn mansion, where Harry Osborn now lives, was recreated. Stage 27 housed M.J.'s apartment set, a giant spider web, the interior of the Planetarium, the massive clock tower set as well as various other set pieces.

A series of elevated trains were built on Stage 14, where Spider-Man and "Doc Ock" match wits.

One of the most elaborate sets for *Spider-Man 2* was the pier set, designed by Spisak and built over the course of 15 weeks on soundstage 30. The pier is "Doc Ock's" East River refuge, where he continues to work on his fusion experiments. But since his terrible transformation, the experiments have taken on a twisted sense of purpose. It was on this set that some of the more complex and pivotal scenes in the film were shot.

"In contrast to Dr. Octavius' lab, which was part of his apartment — a streamlined, organized and clean space — the pier is a maniacal, decaying, decrepit space," explains Spisak. "It follows his character development in terms of his becoming a wilder, more dangerous and more formidable adversary for Spider-Man."

The set, approximately 60 feet wide by 120 feet long and 40 feet tall, was constructed over a water tank and enhanced by several different components, including CG/plate work and miniatures.

"Before we built the set, we created an exact 3/4" scale model of it, about 7 feet long and 4 feet wide, from drawings and blueprints. The model was extremely

useful to the carpenters, who could take measurements to help them construct the full-sized pier, as well as for the miniatures team, so they could ascertain the dimensions, textures and materials that were used," explains art director Tom Wilkins. "We shot plates down in San Pedro, where we panned from a real pier to the water. In post-production a New York background was added. We also built a miniature pier — interiors and exteriors — to complete the composition on the East River."

The art department team designed a 136 feet by 40 ft. high vinyl backing to represent Ock's view of Manhattan through a large window at the end of the pier set. Wave machines were rigged in the water to create movement under the pier. (Exterior scenes for "Doc Ock's" pier headquarters were shot on Terminal Island in San Pedro).

Other Los Angeles-area locations include the former Bank of America headquarters on Spring Street in downtown L.A., the site of an explosive bank withdrawal by "Doc Ock."

The production then moved to the Universal backlot for two weeks of shooting. Several city streets were transformed into a variety of New York neighborhoods including the exterior of the Lyric Theater where M.J. performs in an off-Broadway production of Oscar Wilde's "The Importance of Being Earnest." A laundromat was built and dressed for a humorous scene involving Peter Parker and some dirty clothes, and Ari's Village Deli and Bakery became the site of an extremely complex scene involving a quiet conversation between Peter and M.J., which is interrupted by Peter's "spider sense" — and a car careening through the plate glass window, followed by the arrival of "Doc Ock."

“It was a great luxury to be able to build that set from every aspect, so that we could do everything we needed for the scene,” says Spisak. “The walls were made of trench plate so that when the car smashed through it, the buildings around it were protected. We were able to design what we thought it should look like visually, then as tricks, gags and stunts became clearer, we were able to add them to the set before it was completely finished.”

“The deli was a full, 360 degree set, with a kitchen, deli counters, pastries, ceiling fans and chandeliers,” adds art director Steve Saklad, who worked closely with Spisak. “We dressed the exterior streets so that you could look out the window and see the intersection of Lafayette Street and Astor Place. It required an enormous amount of signage, billboards, street dressing, trees and traffic lights. Set decorator Jay Hart and his crew even brought in lampposts and papered them with handbills as they would look in New York.”

For Raimi, “The diner was a complex technical scene, because it brought together so many different departments, each relying on the other to fulfill their function and to communicate with each other so that each individual shot would work. We utilized mechanical effects and the stunt department had to take an automobile, spin it and flip it through the deli window, with the prop department providing the breakaway items. What made it even more complex was that we had to fly ‘Doc Ock’ in, using something we dubbed the ‘walk rig.’”

The “walk rig” was created for “Doc Ock,” because the character not only moves himself, but his tentacles move him around as well. When he walks on the tentacles, they support his weight, so a device was constructed to harness him and move him through space as if the tentacles were supporting him. The visual effects department also created “virtual” tentacles where practical ones weren’t

feasible.

## **DOC OCK: FROM MAN TO MENACE**

“Doc Ock,” one of the most popular villains of the Spider-Man comic book series, first appeared in The Amazing Spider-Man #3, which was published in 1963. He immediately became one of Spider-Man’s most formidable foes. According to comic lore, each of Ock’s limbs can move at speeds of up to 90 feet per second and strike with the force of a jackhammer. The extremely powerful tentacles enable him to lift a vehicle off the ground, pulverize bricks, claw through concrete walls and hover above his victims by rising into the air.

“‘Doc Ock’ is a fan favorite, and we were aware of the great visual potential of such a character,” notes Sam Raimi. “I think we all just naturally fell for ‘Doc Ock.’”

“Alfred Molina is just amazing as Otto Octavius/‘Doc Ock,’” says Arad. “He was able to convey all of the rich aspects of the character, facially, through his body language, and especially his resonant voice. The moods, the edge, the humanity, the sorrow and the hope — they’re all there in his performance.”

In addition to conveying a wide range of emotions, Molina was largely required to work with his four inanimate co-stars — “Doc Ock’s” elaborate tentacles, with which Molina had to coordinate all his movements and delivery. He rehearsed for months with Raimi and the Edge FX puppeteers and designers of the character’s intricately detailed appendages.

“We had many conversations about how we were going to achieve the various

effects and the illusion that the tentacles were an integral part of me,” recalls Molina. “We discussed body movement and how a moving tentacle here might affect the rest of my body. When I first spoke with lead puppeteer Eric Hayden, he talked as if the tentacles were really alive. I must admit I was a little skeptical and confused at first, but then, I realized what he was talking about. The tentacles weren’t just lifeless appendages. They were manipulated by puppeteers who were live performers. What they did was give the tentacles an organic life. My respect for their work was tremendous, because they really invested the tentacles with personality.”

When he was in full costume, Molina’s tentacles weighed between 75 to 100 pounds, depending upon the action required for the scene. Each of the tentacles was fully articulated. In their expanded, 13-foot length, each upper tentacle consisted of approximately 76 individual pieces. Each vertebrae was hand made, hand molded, sanded, individually hand painted, chromed, then painted again and assembled by hand. The entire collection of “Doc Ock” tentacles, bases, heads and wrists, if laid end to end, would be taller than a 20-story building.

Three-time Academy Award®-winning costume designer James Acheson welcomed the opportunity to further explore and improve upon the already classic Spider-Man costume for *Spider-Man 2*. “Creating the Spider-Man suit for the first film was a real challenge since we were designing for a kind of Cirque du Soleil acrobat, someone who had an unbelievable kinetic spiraling ability,” he says. “So the suit had to be extremely flexible. For the new installment we made several improvements, though you’d have to be a real enthusiast to spot them. The colors are slightly different, and we have made subtle changes in terms of the movement inside the costume’s hood. We also adjusted the eyepieces of Spider-Man’s mask as well as certain aspects of the spider design on the front and the back of the suit.”

A total of 35 new Spider-Man suits were created for *Spider-Man 2*, with each suit taking several weeks and 30 specialists to complete. “James made about 100 minor alterations to his original vision of the suit, all of which I think are improvements,” affirms Raimi. “He has magnetized the lenses so that they seamlessly join together with the mask, and the spider on the suit has been redesigned. I feel it has a more elegant, flowing line, giving it greater harmony.”

For *Spider-Man 2*'s “Doc Ock,” Acheson and Raimi spent close to a year collaborating with Spisak and visual effects designer John Dykstra and working with Edge FX in what began as a series of “group think” sessions, according to Raimi. “I needed John Dykstra’s input, because it was John who was going to have to handle ‘Doc Ock’s’ movements in CG, so he had to be involved in designing the character, along with Jim, who was going to determine the look of the character,” recalls Raimi. “Part of the look determined the movement, and what the arms look like began to govern how it functioned. Neil was involved because Ock had to be a part of Neil’s world in the film. A great interdependence developed among the department heads in order to achieve the complex nature and physicality of the character.”

“It’s been an extraordinary opportunity to work on the design for ‘Doc Ock,’ and joining forces with Sam, John and Neil,” says Acheson. “I got to work with model-makers, engineers and robotic experts, and all of the wonderful people at Steve Johnson’s company Edge FX. It was a thrill to work with these specialists with whom I usually wouldn’t have a chance to work. The approach to the character was an emotional one. We wanted to create tentacles that possessed a kind of beauty but were also very threatening.”

“The challenge with ‘Doc Ock’ is to visually create a believable world, focusing on a man with four tentacles growing out of his back,” says Spisak. “Now, that can be a tough swallow. So, in creating Ock and his world, we needed to design and play it so that everything was credible. Over the course of several months, it became clear what was physically possible for Ock and what would have to be achieved through CG. We conceptualized the look and only then did we deal with the physical limitations, rather than letting them stop us at the beginning.”

Adds Dykstra: “It was a huge challenge to make ‘Doc Ock’ come to life. His tentacles had to meet several criteria. They had to be appropriate with regard to the world Neil had created for Spider-Man and Ock. The components of the costume — the texture and the weight — had to be something an actor could actually wear. Since using the tentacles wasn’t always practical, we had to create ‘virtual’ versions with Edge FX. In the end, integrating the tentacles into the story was a marriage of all those components and the collaboration of everyone involved.”

Not only is Ock aided by the power of his tentacles, but they also help him visually, according to art director Jeff Knipp. “Each tentacle is outfitted with its own camera, so that Ock can view things through the tentacles that he might not otherwise see with his own eyes,” says Knipp.

Spisak and his team designed and dressed more than 100 sets and locations for *Spider-Man 2*. “There are probably 10 enormous sets, while some are simply street corners. We covered eleven blocks in downtown Los Angeles and used many rooftops, streets and buildings in New York City,” notes Spisak. “This is certainly the biggest film I’ve ever done.”

Spisak worked with director of photography Bill Pope on the color palette for the sets, and they poured over research and location pictures to inspire them for the story's lighting requirements. "In the first film, Peter Parker was younger, less aware and just beginning to discover his new powers. That was reflected in the overall look of the movie," says Spisak. "With this film, he has been Spider-Man for a while, so his frustration over how to deal with his life versus his duty is more complex. That's reflected in the color palette and the tone of this film — it's a little more sophisticated, more complicated and deeper, in terms of color and look."

One of the film's motifs is the use of clocks throughout the story, the largest of which is a giant clock tower where Spider-Man and "Doc Ock" have a meeting. "In the beginning of the movie, there are many images of clocks, because Peter is always running late — he's always racing to get somewhere and his Spider-Man life is getting in the way of his regular life," notes Spisak. "Thus, the clock tower seemed a fitting place for them to meet."

"People have asked me what my challenges were on the second movie," says Dykstra. "And I told them that, not only has *Spider-Man* raised the bar in visual effects, but over the intervening years, other films have been released that have also been incredibly successful and had some spectacular effects breakthroughs. So, the challenge for us has been to project into the future how high the bar was going to be by the time *Spider-Man 2* reached theaters."

Among the tools Dykstra and his team utilized to achieve the shot's presenting Spider-Man's point-of-view, while he is soaring over the city, was Earl Wiggins' Spycam. During the New York portion of the shoot, the specialized camera was launched using a remote controlled computer suspended on a cable from a Wall Street-area rooftop more than 30 stories in the air, which recorded what

Spider-Man saw as he swung over the city. The camera traveled along a line suspended over four blocks, dipping down into the street and over the tops of several blocks of vehicles and background art that had been placed for the sequence.

“We were dropping the camera and moving it up and down over the course of the shot to follow Spider-Man’s trajectory as he swings through the arch, releasing a web, and shooting a new web as he swings into the traffic below,” explains Dykstra.

“One of the successes of the first film was the empathy the audience had for the main character. He was very sympathetic,” Dykstra says. “This movie explores the character in greater depth, and in terms of the visual effects, we’re hoping to give audiences an even more intimate sense of what it’s like to be Spider-Man. In the first film, we get to fly with him. The idea here is to make the flying sequences poetic enough and evocative enough that you will get an even stronger sense of what it’s like to fly like Spider-Man.”

That approach is reinforced by Raimi, says Ziskin. “One of the really striking aspects about Sam is that he *is* the audience for this film. He makes the movie for the audience, identifies with the characters and is always aware of the rhythms and how each sequence will play — both to him and the other members of the audience. That makes him the perfect director for this kind of material. Also, he’s at a point in his directing career where he’s at the top of his game. He is brilliant technically, but also works extraordinarily well with the actors. Ultimately, his personal connection to Peter Parker and the other main characters is a great gift to the audience.”

“These are tough, scary times and during such periods we look to heroic stories to give us hope,” notes Raimi. “Maybe that has something to do with why the audience was so taken with Spider-Man when he first appeared two years ago. With *Spider-Man 2*, I truly hope that audiences will feel that they’re seeing a love story, that they’re participating in another episode of Peter Parker’s life and are seeing the challenges and conflicts he faces and how he overcomes them. I hope it will leave them feeling uplifted and exhilarated.”

## **ABOUT IMAGEWORKS**

Sony Pictures Imageworks is an award winning visual effects and character-animation company dedicated to the art and artistry of digital production and character creation. Among the key members of the Imageworks' *Spider-Man*® 2 visual effect team include visual effects supervisor Scott Stokdyk (Oscar® nominee for *Spider-Man*), visual effects producer Lydia Bottegoni, animation director Anthony La Molinara (Oscar® nominee for *Spider-Man*), Computer Graphics supervisors Peter Nofz, Daniel Eaton, Seth Maury and Ken Hahn and digital producer Carey Smith.

Imageworks has been recognized by the Academy of Motion Picture Arts & Sciences with nominations for its work on *Spider-Man*, *Hollow Man*, *Stuart Little* and *Starship Troopers*, and was awarded an Oscar® for the CG animated short film *The ChubbChubbs!* Imageworks continues to raise the standards in the visual effects and character animation businesses, becoming a major force in the industry by providing leading-edge technologies to its world-class artists.

## **ABOUT THE CAST**

**TOBEY MAGUIRE** (Peter Parker/Spider-Man) created the role of the iconic web-slinging superhero in *Spider-Man*® opposite Kirsten Dunst and Willem Dafoe. Directed by Sam Raimi, the film broke all records by earning \$114.8 million in its opening weekend, making it the largest domestic opening of all time. The film went on to gross more than \$820 million in worldwide box office.

Maguire most recently starred in Universal's *Seabiscuit*. Directed by Gary Ross, the film grossed more than \$120 million and earned seven Oscar® nominations including one for Best Picture. Based on Linda Hillenbrand's best-selling nonfiction book of the same name, *Seabiscuit* tells the true story of the legendary 1930s racing horse who, with the collaboration of his jockey (Maguire), trainer (Chris Cooper) and owners (Jeff Bridges and Elizabeth Banks), was able to beat the odds to win horse racing honors during the Great Depression. Maguire also served as executive producer. Ross' company Larger Than Life and Kennedy/Marshall co-produced.

Maguire has an exclusive two-year, first-look film production deal with Sony Pictures. He made his first outing as producer when he teamed with producer Julia Chasman and Industry Entertainment's Nick Wechsler on a big-screen adaptation of David Benioff's novel *The 25th Hour*. Also in development is *Electroboy* based on Andy Behrman's memoir, which follows a 28-year-old manic-depressive who tries to sort out his troubled life with electroshock therapy.

Other recent acting credits include Curtis Hanson's *Wonder Boys* opposite Michael Douglas, Lasse Hallstrom's Oscar®-nominated *The Cider House Rules* opposite Michael Caine and Ang Lee's Civil War drama *Ride with the Devil* opposite Skeet Ulrich, Jeffrey Wright and Jewel. In his first film with Lee,

*The Ice Storm*, Maguire received critical notice for his performance as Paul Hood, a philosophical, bright mid-1970s teen. Maguire co-starred with Kevin Kline, Sigourney Weaver, Joan Allen and Christina Ricci.

In the Gary Ross-directed fantasy-adventure *Pleasantville*, Maguire and Reese Witherspoon starred as bickering siblings who are magically transported into the world of a wholesome '50s era sitcom.

Maguire first gained attention with his critically acclaimed performance in the Academy Award®-nominated short film *Duke of Groove*. Directed by Griffin Dunne, the film also starred Kate Capshaw, Uma Thurman and Kiefer Sutherland. He went on to appear in Woody Allen's literary satire *Deconstructing Harry* opposite Allen, Kirstie Alley, Demi Moore, Judy Davis, Billy Crystal and Robin Williams.

**KIRSTEN DUNST** (Mary Jane Watson) has catapulted her way into the spotlight by capturing some of the most coveted roles being offered young actresses. She starred in the record-breaking, box office smash *Spider-Man* opposite Tobey Maguire and Willem Dafoe. Directed by Sam Raimi, *Spider-Man* earned \$114.8 million in its first weekend, giving it the largest domestic opening of all time.

In addition to *Spider-Man*, Dunst recently starred in the independent film *Levity* opposite Billy Bob Thornton and Morgan Freeman. She also starred in the Columbia Pictures release of Revolution Studios' *Mona Lisa Smile* with Julia Roberts and Julia Stiles, as well as *Eternal Sunshine of the Spotless Mind*, written by Charlie Kauffman, directed by Michel Gondry and starring Jim Carrey, Kate Winslet and Mark Ruffalo. Dunst portrayed Marion Davies opposite Edward

Hermann's William Randolph Hearst in Lions Gate Entertainment's *The Cat's Meow*, a semi-biographical murder mystery directed by Peter Bogdanovich. Upcoming is the tennis comedy *Wimbledon*, in which she stars opposite Paul Bettany, and Cameron Crowe's  *Elizabethtown*.

Dunst's performances in Universal's comedy *Bring it On*, which opened at #1, and the critically acclaimed *Virgin Suicides* with James Woods and Kathleen Turner, pleased critics and fans alike. In 2001, she won rave reviews for her role as a troubled girl in Disney's *Crazy/Beautiful*.

Earlier in her career, Dunst was nominated for a Golden Globe for her performance in *Interview with the Vampire*, for which she also received the Blockbuster Video Award for Best Supporting Newcomer, an MTV award for Best Breakthrough Artist and the Saturn Award for Best Young Actress. Dunst recently copped an MTV award as Best Actress for her role in *Spider-Man* and shared a Best Kiss MTV honor with co-star Tobey Maguire for their memorable lip lock in the film. Earlier in her career, Dunst was named by *The Hollywood Reporter* as Best Young Star for her portrayal of a teenage prostitute in NBC's hit series "ER."

Dunst's other motion picture credits include starring roles in *Drop Dead Gorgeous* with Ellen Barkin and Kirstie Alley, *Dick* with Michelle Williams, *Little Women* with Susan Sarandon and Winona Ryder, *Jumanji* with Robin Williams, *Mother Night* with Nick Nolte, the Golden Globe-nominated Barry Levinson film *Wag the Dog* starring Dustin Hoffman and Robert De Niro and *Small Soldiers* with the late Phil Hartman.

Dunst got her professional start at the age of three when she began filming television commercials. With more than 100 commercials to her credit, she made the jump to the big screen in 1989 in Woody Allen's *New York Stories*.

Dunst has also made a notable impression on the small screen. In addition to a critically acclaimed recurring role on "ER," she starred in Showtime's "The Outer Limits" and "Devil's Arithmetic," which was produced by Dustin Hoffman and Mimi Rogers. Additional appearances include the telefilm "Ruby Ridge: An American Tragedy," the Wonderful World of Disney's "Tower of Terror" and Lifetime's "15 and Pregnant."

Dunst, a Point Pleasant, NJ native, currently lives in Los Angeles. She is active in charity organizations such as the Pediatric AIDS Foundation and frequently attends philanthropic functions that benefit women and children.

**JAMES FRANCO** (Harry Osborn) received a Golden Globe Award for his critically acclaimed performance in the title role of the TNT film "James Dean" directed by Mark Rydell. His portrayal also earned him an Emmy nomination as well as a Screen Actors Guild Award nomination.

With *Spider-Man 2*, Franco reprises his role as Harry Osborn. Franco was recently seen in Robert Altman's *The Company* opposite Neve Campbell, Nicolas Cage's directorial debut *Sonny* and *City by the Sea* opposite Robert De Niro. Other film credits include the Martin Scorsese-produced *Deuces Wild*, *Whatever It Takes* and *Never Been Kissed*. Upcoming is Kevin Reynolds' *Tristan & Isolde* and John Dahl's *The Great Raid* with Benjamin Bratt.

On television, Franco starred in NBC's critically acclaimed series "Freaks and Geeks."

Franco currently resides in Los Angeles.

**ALFRED MOLINA** (Dr. Otto Octavius) is an accomplished and versatile actor with more than 50 film, television and theater productions to his credit.

Molina recently starred as Diego Rivera in *Frida* opposite Salma Hayek, Edward Norton, Geoffrey Rush and Ashley Judd. His performance earned him Best Supporting Actor nominations from BAFTA, the Screen Actors Guild, the Chicago Film Critics Association and the Broadcast Film Critics Association. Molina also appeared in the hit Columbia Pictures thriller *Identity* opposite John Cusack, Ray Liotta and Amanda Peet, as well as *Plots With A View* with Brenda Blethyn, Naomi Watts and Christopher Walken. He appeared opposite Juliet Binoche and Johnny Depp in director Lasse Hallstrom's critically acclaimed *Chocolat*, as the narrow-minded mayor of a small French town.

Molina made his movie debut with a small role in *Raiders of the Lost Ark* and had a notable role as a Soviet sailor in *Letter to Brezhnev*. His breakthrough role came in 1987 when he portrayed Kenneth Halliwell, the tragic lover of Joe Orton in *Prick Up Your Ears*. In 1998, Molina earned accolades for his powerful performance in Paul Thomas Anderson's film *Boogie Nights*, which won the Screen Actors Guild Award for outstanding performance by a cast in a theatrical motion picture. His other films include *The Impostors*, *Anna Karenina*, *Species*, *The Perez Family*, *Maverick*, *Enchanted April*, *Pete's Meteor*, *Not Without My Daughter*, *Dudley Do-Right* and *Texas Rangers*. For television, Molina served as a producer and actor for the CBS situation comedy "Ladies Man," co-starring Sharon Lawrence and Betty White. He also starred in another sitcom, "Bram and Alice."

Molina made his Broadway debut in 1998 in the Tony winning play "Art" with Alan

Alda and Victor Garber. In addition to his own Best Actor Tony nomination, he received a Drama Desk Award for his performance, and the production was honored for its ensemble work with an Outer Circle Critics Award. He starred in the off-Broadway production of “Molly Sweeney,” for which he was honored with a Theater World Award and a Drama Desk Award nomination for Most Outstanding Debut Performance. His other theater credits include roles in two Royal National Theater productions, “Night of the Iguana” and David Mamet’s “Speed the Plow,” for which he was nominated for an Olivier Award for Best Comedy Performance. He also starred in “Serious Money” at the Royal Court Theater and on the West End. Molina also received an Olivier Award nomination for his performance in “Oklahoma” at the Palace Theater. Molina returned to Broadway earlier this year as the star of “Fiddler on the Roof” at the Minskoff Theater.

**ROSEMARY HARRIS** (Aunt May), the veteran film and stage actress returns to her role as Aunt May in *Spider-Man 2*, after having portrayed Peter Parker’s beloved aunt in the recording-breaking film phenomenon *Spider-Man*. *Spider-Man* grossed \$114.8 million in its opening weekend, making it the largest domestic film opening of all time.

Harris received an Academy Award® nomination for her performance in 1994’s *Tom and Viv* opposite Willem Dafoe, and more recently portrayed the widowed matriarch Valerie in the critically acclaimed *Sunshine* with Ralph Fiennes. In the film, Valerie’s younger incarnation is played by Harris’ own daughter, the Tony-winning actress Jennifer Ehle.

Harris first worked with director Sam Raimi in the supernatural thriller *The Gift*. Harris made her feature film debut in 1954 opposite Elizabeth Taylor, Stewart

Granger and Peter Ustinov in the classic *Beau Brummell* and has appeared in such films as *The Boys From Brazil*, *Crossing Delancey*, director Kenneth Branagh's *Hamlet* and *My Life So Far*.

Harris is an eight-time Tony Award nominee for her theater work and won a Tony in 1966 for her performance as Queen Eleanor of Aquitaine in "A Lion in Winter" opposite Robert Preston. Her seven other Tony nominations were for her stage roles in "Old Times," "The Royal Family," "Heartbreak House," "Pack of Lies," Noel Coward's "Hay Fever," "A Delicate Balance" and "Waiting in the Wings" opposite Lauren Bacall.

Harris was recently honored with an Obie Award for her performance in Edward Albee's "All Over." She made her Broadway stage debut with Moss Hart's "Climate of Eden" and her extensive credits include performances in "The Seven Year Itch" in London and the Broadway production of "Lost in Yonkers." Harris' classical work at the Old Vic and the Royal National Theater includes roles as Desdemona opposite Richard Burton's "Othello," Ophelia to Peter O'Toole's "Hamlet" and Ilyena in Chekov's "Uncle Vanya" with Laurence Olivier and Michael Redgrave.

Harris received a Golden Globe award for her work in television production of "The Holocaust" and an Emmy Award for "Notorious Woman — The Life of George Sand." Her other television credits include "The Chamomile Lawn" and "Death of a Salesman."

**DONNA MURPHY** (Rosalie Octavius) has been building a career of striking range and diversity on stage and on the large and small screen. She has been honored numerous times including two Tony Awards, Drama Desk and

Drama League Awards, a Cable Ace Award and a Daytime Emmy. This summer she will also be seen in *Door in the Floor* starring Jeff Bridges and Kim Basinger.

Murphy is currently starring on Broadway as Ruth Sherwood in the smash hit revival of "Wonderful Town" at the Al Hirschfeld Theater, for which she has received spectacular acclaim. She won the first of her two Tony Awards for best Actress in a Musical, along with Drama Desk and Drama League Awards for her portrayal of Fosca in Stephen Sondheim and James Lapine's "Passion," which was televised to great acclaim on "American Playhouse" and recently released on DVD. She was awarded her second Tony and Drama League Awards as well as Drama Desk and Outer Critics Circle nominations for her performance as Anna Leonowans in the highly praised revival of "The King and I" with Lou Diamond Philips.

Murphy's first television film, HBO's "Someone Had to Be Benny," for their Lifestories series, earned her a Cable ACE Award as Best Actress in a Drama Special or Series, as well as a Daytime Emmy. In addition to her role as Heather Olshansky on the CBS series "Hack," for which she was nominated for a 2002 Christian Film and Television Excellence Award as Best Actress in a Television series, her other television credits include co-starring with Joan Cusack as Dr. Ruby Stern on ABC's "What About Joan," Showtime's political drama "The Last Debate" with James Garner, playing Mary Todd Lincoln in "The Day Lincoln Was Shot"(TNT), Stephen Bochco's "Murder One,"(ABC), "Leonard Bernstein's New York" and playing Abigail Adams in "Liberty!" (both for PBS), the 2000 and 2002 "Kennedy Center Honors" (CBS), and guest appearances on "Law & Order," "The Practice," "Ally McBeal," "The Education of Max Bickford," "Nothing Sacred" and AMC's "Remember WENN."

Her feature film work includes Juliette Simone in *Center Stage*, Anij in *Star Trek: Insurrection* opposite Patrick Stewart, *The Astronaut's Wife* with Charlize Theron and Johnny Depp and *Jade* directed by William Friedkin.

In 2002, she was named by New York Magazine as one of the “Three Living Legends” of the New York theater and awarded one of their prestigious New York Awards for her work in the theater, Murphy studied with the legendary Stella Adler and attended New York University's Tisch School of the Arts. She made her professional debut in Neil Simon’s Broadway hit “They're Playing Our Song,” and went on to create memorable characters in comedies, dramas and musicals on and off-Broadway and in theaters across the country.

A versatile singer, Murphy can be heard on a number of recordings, including Leonard Bernstein's “New York,” “Hello Again,” “The King and I,” the Grammy Award-winning “Passion” and the new cast recording of “Wonderful Town.”

Murphy was born in Corona, New York, and raised in Hauppauge, Long Island, and Topsfield, Massachusetts. She is married to actor Shawn Elliott, has two beautiful stepdaughters and makes her home in New York City. [www.donnamurphy.com](http://www.donnamurphy.com).

**J.K. SIMMONS** (J. Jonah Jameson) reprises his role as Peter Parker's gruff Daily Bugle boss J. Jonah Jameson in *Spider-Man 2*, which marks his fourth film collaboration with director Sam Raimi. The versatile actor brought Jameson to life in the recording-breaking film phenomenon *Spider-Man*, which grossed \$114.8 million in its opening weekend, making it the largest domestic film opening of all time. Simmons also appeared in Raimi's *The Gift* and *For Love of the Game*.

Simmons recently appeared with Tom Hanks in the Coen brothers' *The Ladykillers*, in *Hidalgo* with Viggo Mortensen and Campbell Scott's *Off the Map* with Sam Elliot and Joan Allen.

Simmons' other feature films include *The Mexican* with Brad Pitt, *Autumn in New York* with Richard Gere and Winona Ryder, *The Jackal* with Gere, Bruce Willis and Sidney Poitier, *The Ref*, *Facedown*, *Texas Rangers*, *Above Freezing* and *Extreme Measures*.

For television, Simmons starred in the acclaimed HBO original series "Oz." He also has a recurring role as Dr. Emil Skoda on "Law & Order" and has appeared in guest spots on "Homicide," "New York Undercover," "Feds," "Everwood," "ER" and "Spin City." He is a regular on the ABC series "The D.A."

Simmons has performed on Broadway in "Laughter on the 23rd Floor," "Guys and Dolls," "A Few Good Men," "Peter Pan" and "A Change in the Heir" and off-Broadway in "Das Barbecu" and "Birds of Paradise."

## **ABOUT THE FILMMAKERS**

**SAM RAIMI** (Director) returns to helm a new adventure with one of the world's most popular comic book superheroes in *Spider-Man 2* after directing the record-breaking worldwide phenomenon *Spider-Man* starring Tobey Maguire, Kirsten Dunst and Willem Dafoe.

On May 3, 2002, Columbia Pictures released *Spider-Man*, which grossed \$114.8

million in its opening weekend, making it the largest domestic opening of all time. To date, the film has surpassed \$820 million in worldwide box office gross.

Raimi previously directed the supernatural thriller *The Gift* starring Cate Blanchett, Hilary Swank, Keanu Reeves, Greg Kinnear and Giovanni Ribisi. Raimi also directed the acclaimed suspense thriller *A Simple Plan*, which starred Bill Paxton, Billy Bob Thornton and Bridget Fonda, and earned Thornton an Academy Award® nomination for Best Supporting Actor. Additional directorial credits include the baseball homage *For Love of the Game* starring Kevin Costner and Kelly Preston.

Known for his imaginative filmmaking style, richly drawn characters and offbeat humor, Raimi wrote and directed the cult classic *The Evil Dead*, which became an immediate favorite when it debuted at the Cannes Film Festival and spawned the equally impressive *The Evil Dead II: Dead By Dawn*.

Raimi then proved his mastery of the fantasy thriller genre, writing and directing *Darkman* starring Liam Neeson and Frances McDormand, which he followed up with *Army of Darkness*, a comic sword-and-sorcery fantasy starring Bruce Campbell. Raimi also served as executive producer for John Woo's *Hard Target*, and co-wrote (with Joel and Ethan Coen) *The Hudsucker Proxy* starring Tim Robbins, Paul Newman and Jennifer Jason Leigh. Raimi also directed the western *The Quick and the Dead* starring Leonardo DiCaprio, Sharon Stone, Russell Crowe and Gene Hackman.

Raimi's extensive television work includes the hit syndicated series "Xena: Warrior Princess," which he executive produced with Tapert. The highly successful series starring Lucy Lawless ran for six seasons. Raimi and Tapert

also executive produced the enormously popular “Hercules: Legendary Journeys” and served as executive producer for the CBS series “American Gothic.”

Raimi’s interest in filmmaking began as a youngster in Michigan, where he directed his own Super 8 films. Later, he left Michigan State University to form Renaissance Pictures with Tapert and longtime friend and actor Bruce Campbell.

**ALVIN SARGENT** (Screenplay by) is a two-time Academy Award® winner for his screenplays for *Julia* and *Ordinary People* and an Academy Award® nominee for *Paper Moon*. He has won three Writers Guild Awards (for *Julia*, *Ordinary People* and *Paper Moon*), a BAFTA award for *Julia* and, in 1991, received the Writers Guild Laurel Award for Screenwriting Achievement.

Most recently, Sargent wrote the script for *Unfaithful* starring Diane Lane. His other films include *Anywhere But Here*, *Other People's Money*, *White Palace*, *Dominick and Eugene*, *Nuts*, *Straight Time*, *Bobby Deerfield*, *The Effect of Gamma Rays on Man-in-the-Moon Marigolds*, *Love and Pain and the Whole Damn Thing*, *I Walk the Line*, *The Sterile Cuckoo*, *The Stalking Moon* and *Gambit*.

**ALFRED GOUGH & MILES MILLAR** (Screen Story by) wrote the 2000 hit action comedy *Shanghai Noon* starring Jackie Chan, Owen Wilson, and Lucy Liu, as well as its sequel *Shanghai Knights*. Since the first film, this dynamic team has gone on to success on the big and small screen.

Gough and Millar currently serve as executive producers and creators of the critically acclaimed action-adventure drama "Smallville," which is the #1 show on the WB network. Also accomplished screenwriters, their upcoming features

include the much-anticipated *Iron Man*. Other feature film credits include *Showtime* starring Eddie Murphy and Robert De Niro and *Lethal Weapon 4*. Gough and Millar first made a name for themselves as students in the Peter Stark Producing Program at USC in Los Angeles. While still in film school they made a high-profile sale of the 1994 script *Mango*.

**MICHAEL CHABON** (Screen Story by) is the Pulitzer-Prize winning author of The Amazing Adventures of Kavalier and Clay. His other books include The Mysteries of Pittsburgh, A Model World, Wonder Boys and Werewolves in Their Youth. His work has appeared in such periodicals as The New Yorker, Harper's, Esquire and Playboy as well as in a number of anthologies, among them Prize Stories 1999: The O. Henry Awards.

Chabon lives in Berkeley, California, with his wife, Ayelet Waldman, also a novelist, and their four children.

**LAURA ZISKIN** (Producer) has established herself as one of Hollywood's leading independent producers and studio executives with a passion for discovering new talent.

Marking Ziskin's second collaboration with director Sam Raimi, *Spider-Man 2* also reunites Tobey Maguire, Kirsten Dunst and James Franco, and introduces a new villain, Doc Ock, played by Alfred Molina. In addition, Ziskin is producing Columbia Pictures' futuristic aerial thriller *Stealth* directed by Rob Cohen and starring Josh Lucas, Jessica Biel and Jamie Foxx in the lead roles. The film is scheduled for release in 2005.

In 2003, Ziskin served as Executive Producer on the WB network's series "Tarzan."

In May 2002, Columbia Pictures released *Spider-Man*, a Marvel Enterprises/Laura Ziskin Production, directed by Sam Raimi and starring Tobey Maguire, Kirsten Dunst and Willem Dafoe. In its opening weekend, *Spider-Man* grossed \$114.8 million, making it the largest domestic opening of all time, and the movie surpassed \$820 million in worldwide box office gross.

In March 2002, Ziskin produced the 74<sup>th</sup> Annual Academy Awards® (the first woman to produce the awards solo). The show was nominated for eight Emmy Awards including Outstanding Variety, Music or Comedy Special.

Ziskin also Executive Produced the Norman Jewison-directed HBO Film "Dinner With Friends" written by Donald Margulies from his Pulitzer Prize-winning play and starring Dennis Quaid, Andie MacDowell, Greg Kinnear and Toni Collette. The film was nominated for two Emmy Awards, including Outstanding Made for Television Movie.

In 1984, Ziskin partnered with Sally Field in Fogwood Films and produced *Murphy's Romance*, which yielded an Academy Award® nomination for James Garner as Best Actor. She also produced *No Way Out* starring then newcomer Kevin Costner and Gene Hackman. In 1990, she was Executive Producer of *Pretty Woman*, which remains one of the highest grossing films in Disney's history.

In 1991, Ziskin produced two films, the comedy hit *What About Bob?*, from a story by Ziskin and Alvin Sargent, starring Bill Murray and Richard Dreyfuss and

the critically acclaimed *The Doctor* starring William Hurt and Christine Lahti under the direction of Randa Haines. In 1992, Ziskin produced *Hero*, which was also from a story by Ziskin and Sargent, directed by Stephen Frears and starred Dustin Hoffman, Andy Garcia, and Geena Davis. In 1994, she produced *To Die For* starring Nicole Kidman (who won a Golden Globe as Best Actress – Musical or Comedy) and directed by Gus Van Sant. She also developed and served as Executive Producer of Columbia Pictures' *As Good as it Gets*, which garnered Academy Awards® for stars Helen Hunt and Jack Nicholson.

In 1994, Ziskin was named President of Fox 2000 Pictures, a newly formed feature film division of 20<sup>th</sup> Century Fox. Under her stewardship, Fox 2000 released such films as *Courage Under Fire*, *One Fine Day*, *Inventing the Abbotts*, *Volcano*, *Soul Food*, *Never Been Kissed*, *Fight Club*, *Anywhere but Here*, *Anna and the King* and *The Thin Red Line*, which garnered seven Academy Award® nominations including Best Picture.

Ziskin has been actively involved in issues that concern both the environment and families, having served on the board of Americans for a Safe Future, the National Council of Jewish Women and Education First. She is also a board member of the Producer's Guild of America. In addition she was honored by Senator Barbara Boxer as a "Woman Making History IV," by the City of Hope as Woman of the Year, Premiere Magazine's "Women in Hollywood" award, the Big Sisters of Los Angeles Sterling Award, Women's Image Network Award, Women in Film's Crystal Award and, most recently, the Israel Film Festival's Visionary Award.

**AVI ARAD** (Producer), a lifetime Marvel fanatic, is living his dream. As the Chairman and CEO of Marvel Studios, the film and television division of Marvel

Enterprises, Arad has been the driving force behind Marvel's Hollywood renaissance. His passion and creative vision have enabled him to rapidly become one of the industry's hottest producers with a track record that has been nothing short of spectacular with seven consecutive number one box office openings since 1998.

Beginning with Arad's introduction of the *Blade* franchise in August of 1998, the producer has created a string of record-breaking film successes including one of the highest grossing pictures of all-time Columbia Pictures' *Spider-Man*. His other film credits include *The Hulk*, *X-Men* and *X2: X-Men United*, *Daredevil* and *Blade II*. Arad's current live-action feature film slate includes pictures that will hit the big screen throughout 2004 and well into 2006 including *Ghost Rider* at Columbia Pictures, *The Fantastic Four*, *The Punisher* and *Man-Thing*, *Namor*, *Blade: Trinity* and *Iron Man*, *Elektra*, *Werewolf by Night* and *Dr. Strange*. The incredible appeal of Marvel's character library combined with Arad's well-established reputation has attracted some of Hollywood's most prestigious directors (Sam Raimi, Ang Lee and Bryan Singer), writers (Michael Chabon, David Hayter and James Schamus) and actors (Ian McKellan, Tobey Maguire and Jennifer Connelly) who are helping translate the ever-popular Marvel Super Heroes➔ for the big screen.

Additionally, Arad has positioned Marvel Studios as a major provider of entertainment on the small screen with both live action and animated series in production including the top-rated "X-Men Evolution" currently airing on the Kid's WB! and MTV's "Spider-Man" animated series. Arad's previous Marvel successes in the animated arena include "Spider-Man" and "X-Men," two of the highest rated kids' shows appearing on the FOX Kids Network, as well as "The Incredible Hulk," "Fantastic Four," "Iron Man" and "Silver Surfer." Before joining

Marvel, his animation credits included “Conan the Adventurer,” “King Arthur & the Knights of Justice,” “Double Dragon” and “Bots Master.” For live-action TV, Arad executive produced the telefilm “Generation X” and “Nick Fury, Agent of S.H.I.E.L.D.”

Born in Cyprus and raised in Israel, Arad came to the United States during his college years and enrolled in Hofstra University to study industrial management. He first made a name for himself in the entertainment industry as a toy designer. Arad has been involved in the creation and development of dozens of successful products, including action figures, play sets, dolls, vehicles, electronic products, educational software and video games. In fact, virtually every major toy and youth product manufacturer, including Toy Biz, Hasbro, Mattel and Nintendo, has been selling his items for more than 20 years.

When Marvel Entertainment Group acquired an interest in Toy Biz in April 1993, Arad entered into an arrangement with the New York City-based entertainment conglomerate to devote his time exclusively to Toy Biz and Marvel Studios. As director and principal of Toy Biz, Arad continues to oversee design, development and approval of Toy Biz products, from initial concepts through final packaging, advertising and merchandising strategies and he has been instrumental in the company’s expanding presence as a major force in the licensing arena, acquiring the master toy rights to brand names and properties outside the Marvel Universe, including New Line Cinema’s highly successful *Lord of the Rings* film trilogy. As of October 1998, Toy Biz acquired Marvel Entertainment and united the two companies under the name Marvel Enterprises.

When not producing hit movies and television series, Arad, who resides in Los Angeles, can be found riding his Harley Davidson. His enthusiasm for the

motorcycle brand actually led to him becoming a successful restaurateur: he founded and still owns the Harley Davidson café in Las Vegas.

**STAN LEE** (Executive Producer/Based on the Marvel Comic Book by Stan Lee and Steve Ditko), the Chairman Emeritus of Marvel Comics, is known to millions as the man whose Super Heroes propelled Marvel to its preeminent position in the comic book industry. Hundreds of legendary characters, including Spider-Man, The Incredible Hulk, The X-Men, The Fantastic Four, Iron Man, Daredevil, The Avengers, Thor and Dr. Strange, all grew out of his fertile imagination.

Lee served as executive producer for Columbia's worldwide blockbuster *Spider-Man*, directed by Sam Raimi and starring Tobey Maguire, Kirsten Dunst and Willem Dafoe. *Spider-Man* earned \$114.8 million in its first weekend, the largest domestic opening of all time. To date, the film has surpassed \$820 million in worldwide box office gross. Most recently, Lee served as executive producer on Ang Lee's *The Hulk* starring Eric Bana and Jennifer Connelly. *The Hulk* debuted in first place at the box office, grossing \$62.1 million and setting a record for the biggest June opening ever.

It was in the early 1960s that Lee ushered in what has come to be known as "The Marvel Age of Comics," creating major new Super Heroes while breathing life and style into such old favorites as Captain America, The Human Torch and The Sub Mariner.

During his first 25 years at Marvel, as editor, art director and head writer, Lee scripted no fewer than two and as many as five complete comic books per week. His prodigious output may comprise the largest body of published work by any single writer. Additionally, he wrote newspaper features, radio and television

scripts and screenplays.

By the time he was named publisher of Marvel Comics in 1972, Lee's comics were the nation's biggest sellers. In 1977, he brought the Spider-Man character to newspapers in the form of a syndicated strip. This seven-days-a-week feature, which he has written and edited since its inception, is the most successful of all syndicated adventure strips, appearing in more than 500 newspapers worldwide.

In 1981, Marvel launched an animation studio on the West Coast and Lee moved to Los Angeles to become creative head of Marvel's cinematic adventures. He began to transform his Spider-Man and Hulk creations into Saturday morning television and paved the way for Marvel's entry into live-action feature films.

Lee has served as executive producer on a growing list of major films such as the recent blockbuster hits *Spider-Man*, *X-Men*, *X2: X-Men United* and *Daredevil*. His television credits include serving as co-producer and creator of "Stripperella" on the Spike Cable Channel and as executive producer on "Nick Fury: Agent of S.H.I.E.L.D.," "The Incredible Hulk," "Generation X," "Spider-Man" and "X-Men."

Lee has written more than a dozen best-selling books, including The Origins of Marvel Comics, The Best of the Worst, The Silver Surfer, How to Draw Comics the Marvel Way, The Alien Factor, Bring on the Bad Guys, Riftworld, The Superhero Women and his recent biography Excelsior! The Amazing Life of Stan Lee.

**KEVIN FEIGE** (Executive Producer) is Executive Vice President of Marvel Studios. Feige was most recently executive producer on *The Punisher* starring Thomas Jane and John Travolta, and *The Hulk* directed by Ang Lee. He co-

produced the critically acclaimed smash *X2: X-Men United* directed by Bryan Singer and starring Patrick Stewart, Hugh Jackman, Ian McKellen and Halle Berry. Immediately prior, he co-produced the winter 2003 hit *Daredevil* starring Ben Affleck and Jennifer Garner. Feige served as executive in charge of production on 2002's top-grossing film *Spider-Man*, which was directed by Sam Raimi and starred Tobey Maguire, Kirsten Dunst and Willem Dafoe.

In 2003 he was included in the Hollywood Report's Next Gen Class of 2003 as one of the top 35 executives poised to become industry leaders.

After graduating from the University of Southern California's School of Cinema-Television, Feige worked for Lauren Shuler Donner and Richard Donner at their Warner Bros.-based Donners' Company. While there, he worked on such films as *Volcano* starring Tommy Lee Jones and the hit romantic comedy *You've Got Mail* directed by Nora Ephron and starring Tom Hanks and Meg Ryan. He then transitioned into a development position that led to an Associate Producer role on the film that revamped the comic book genre, *X-Men*.

**JOSEPH M. CARACCILO** (Executive Producer) recently served as executive producer on the blockbuster film *Charlie's Angels* starring Drew Barrymore, Cameron Diaz and Lucy Liu. He also served as executive producer for two of Adam Sandler's films, the hit comedies *Big Daddy* and *Mr. Deeds*.

*Spider-Man 2* marks Caracciolo's third film with producer Laura Ziskin, having served as executive producer for Columbia Pictures' *To Die For*, directed by Gus Van Sant and starring Nicole Kidman, who earned a Golden Globe Award for her performance. Caracciolo also served in the same capacity on the Ziskin-

produced *Hero*, which starred Dustin Hoffman, Andy Garcia and Geena Davis, and was directed by Stephen Frears.

Caracciolo's numerous other film credits as executive producer include *8MM*, *Courage Under Fire*, *The Sunchaser*, *My Girl*, *My Girl 2*, *Lost in Yonkers*, *True Colors*, *The Dream Team*, *Parenthood*, and *Biloxi Blues*.

**GRANT CURTIS** (Co-Producer) most recently served as co-producer on the record-breaking worldwide phenomenon *Spider-Man* starring Tobey Maguire, Kirsten Dunst and Willem Dafoe. On May 3, 2002, Columbia Pictures released *Spider-Man*, which grossed \$114.8 million in its opening weekend, making it the largest domestic opening of all time. To date, the film has surpassed \$820 million in worldwide box office gross.

Curtis previously served as associate producer on Sam Raimi's supernatural thriller *The Gift* starring Cate Blanchett, Hilary Swank, Keanu Reeves and Giovanni Ribisi. Curtis' association with Raimi began in 1997, serving as Raimi's assistant on the critically acclaimed *A Simple Plan*, which earned Billy Bob Thornton an Academy Award® nomination. He later worked with Raimi on the baseball drama *For Love of the Game* starring Kevin Costner and Kelly Preston. Curtis graduated from the University of Missouri with a bachelor's degree in marketing. He received a master's degree in mass communication from Central Missouri State University, after which he relocated to Los Angeles.

**STEVE DITKO** (Based on the Marvel Comic Book by Stan Lee and Steve Ditko) was born in Johnstown, Pennsylvania, on November 2, 1927. He studied at the famous Cartoonists and Illustrators School in New York City, landing his

first professional break in comic books in 1953. Amongst his influences were Mort Meskin, Jerry Robinson, Burne Hogarth and Jack Kirby.

In a career lasting more than 45 years, Ditko has worked on titles such as The Amazing Spider-Man, The Incredible Hulk, Doctor Strange, Tales of the Mysterious Traveler, Captain Atom, The Question, Mr. A, The Creeper, The Hawk and the Dove, Shade the Changing Man, Static and numerous others.

Ditko lives in New York City, and continues to be prolific in his craft.

**BILL POPE, ASC** (Director of Photography) continues “his apprenticeship under the tutelage of the Master, Sam Raimi,” which began with their collaboration on Raimi’s *Darkman* starring Liam Neeson and Frances McDormand and the comic sword-and-sorcery fantasy *Army of Darkness*.

In addition, Pope lensed the *The Matrix* trilogy directed by Andy and Larry Wachowski, with whom Pope had previously collaborated on *Bound*. Pope’s other credits as cinematographer include *Clueless* directed by Amy Heckerling.

**NEIL SPISAK** (Production Designer) most recently designed the record-shattering smash hit *Spider-Man* starring Tobey Maguire, Kirsten Dunst and Willem Dafoe for director Sam Raimi. *Spider-Man 2* marks Spisak’s fourth collaboration with Raimi. He also designed Raimi’s *The Gift* starring Cate Blanchett, Hilary Swank, Keanu Reeves, Greg Kinnear and Giovanni Ribisi and *For Love of the Game* starring Kevin Costner and Kelly Preston.

Spisak also designed John Woo’s *Face/Off* starring Nicolas Cage and John Travolta as well as *Heat* directed by Michael Mann and starring Al Pacino, Robert

De Niro and Val Kilmer. Other film credits include *Disclosure*, *My Life*, *Benny & Joon*, *Pacific Heights* and *The Trip to Bountiful*.

**BOB MURAWSKI** (Film Editor) most recently co-edited Sam Raimi's blockbuster hit *Spider-Man* and previously co-edited Raimi's *The Gift*. He began his career as an assistant editor on *Darkman*, then served as editor on Raimi's *Army of Darkness* starring Bruce Campbell. Murawski also edited *Hard Target* for acclaimed director John Woo. His other credits as film editor include *From Dusk 'Till Dawn 2: Texas Blood Money*, *Night of the Scarecrow* and *Uncle Sam*. He did additional editing on the dramatic television series "American Gothic."

Murawski has cut music videos for such groups as The Ramones, Motorhead and Sublime. In addition to editing, Murawski runs Grindhouse Releasing, a Hollywood-based distribution company dedicated to the restoration and preservation of motion pictures historically held in low regard.

Murawski was his high school's valedictorian and later graduated from Michigan State University.

**JOHN DYKSTRA, ASC** (Visual Effects Designed By) is a four-time Academy Award® nominee whose most recent nomination was for the record-breaking boxoffice phenomenon *Spider-Man*, which was directed by Sam Raimi and starred Tobey Maguire, Kirsten Dunst and Willem Dafoe.

Dykstra won a Visual Effects Academy Award® for his work on *Star Wars*, as well as an Academy Technical Achievement Award for Industrial Light & Magic. Dykstra was instrumental in the founding of the now world-renowned Industrial Light and Magic with Gary Kurtz and George Lucas. Dykstra assembled the

facility and supervised the creative and technical teams that produced the visual effects for the first *Star Wars*. More recently, Dykstra earned an Academy Award® nomination for his work on Columbia Pictures' hit film *Stuart Little*, on which he also served as second unit director. He was also honored with an Academy Award® nomination for Best Visual Effects for *Star Trek: The Motion Picture*.

Dykstra came to the entertainment industry with a background in industrial design and still photography. Early on, he worked building models and doing effects photography, as well as designing, building and operating a computer-controlled camera system for the National Science Foundation at the University of California, Berkeley. This sophisticated camera would later be acknowledged as the foundation of motion-control technology.

Dykstra produced and served as visual effects supervisor for the television series "Battlestar Galactica," working with his key creative team from *Star Wars* in the newly formed company, Apogee. Using Apple's first personal computers as the basis for its motion-imaging systems, Apogee garnered an Emmy for his work. It was during his time at Apogee that Dykstra and his effects team worked on *Star Trek: The Motion Picture* and contributed to the visual effects for other feature films, as well as theme parks and video games. Under his guidance, Apogee developed benchmark motion-control and blue-screen technologies. Dykstra also directed commercials and served as second unit director on many of his projects. He served as visual effects supervisor on *Batman Forever* and *Batman & Robin*.

Dykstra began a fruitful collaboration with Sony Pictures in 1998.

**JAMES ACHESON** (Costume Designer) most recently designed the

costumes for Sam Raimi's record-shattering blockbuster hit *Spider-Man*. He also served as costume designer for *Daredevil* starring Jennifer Garner and Ben Affleck.

Acheson is a three-time Academy Award®-winner for his costume designs, earning his first award in 1988 for his work on Bernardo Bertolucci's *The Last Emperor* starring Peter O'Toole, John Lone and Joan Chen. He followed up with a second win in 1989 for Stephen Frears' *Dangerous Liaisons* starring Glenn Close, John Malkovich, Michelle Pfeiffer, Keanu Reeves and Uma Thurman. Acheson was honored with his third Academy Award® in 1996 for his designs for the Michael Hoffman-directed *Restoration* starring Robert Downey, Jr., Meg Ryan, Ian McKellen and Sam Neill.

Acheson's numerous other film credits include *Man in the Iron Mask*, *Mary Shelley's Frankenstein*, *The Sheltering Sky*, *Highlander* and Bernardo Bertolucci's *Little Buddha*, on which he served as costume designer and production designer. Acheson has collaborated with several members of the Monty Python comedy troupe, starting in 1979 when he designed the costumes for Terry Gilliam's *Time Bandits* starring John Cleese, Sean Connery, Shelley Duvall and Michael Palin. He then designed costumes for Gilliam's *Monty Python's The Meaning of Life* as well as Gilliam's *Brazil*.

**GARY JONES** (Costume Designer) designed the costumes for *Raising Helen*, *The Princess Diaries* and *The Princess Diaries II* for Garry Marshall and *Heartbreakers* and *Divine Secrets of the Ya Ya Sisterhood*. His other film credits are *The First Deadly Sin*, *The Trip to Bountiful*, *The Mosquito Coast*, *Guilty As Sin*, *Vanya on 42<sup>nd</sup> Street*, *Desperate Measures* and *The Other Sister*. Jones has enjoyed a long creative collaboration with Ann Roth, and in 1999 they shared

an Academy Award® nomination for *The Talented Mr. Ripley*. Some of their other film collaborations include *Dressed to Kill*, *The Mambo Kings*, *Consenting Adults*, *Just Cause*, *Sabrina*, *Primary Colors* and *The English Patient*.

**DANNY ELFMAN** (Composer) is one of the film world's most versatile and successful contemporary composers. *Spider-Man 2* reunites Elfman with director Sam Raimi, with whom he collaborated on *Spider-Man*, *Darkman*, *Army of Darkness* and *A Simple Plan*. Elfman has had a prolific collaboration with director Tim Burton, which has included such films as *Big Fish*, *Planet of the Apes*, *Pee Wee's Big Adventure*, *Beetlejuice*, *Batman* (which won Elfman a Grammy Award for Best Instrumental and a nomination for Best Score), *Edward Scissorhands*, *Batman Returns*, *Mars Attacks!* and *The Legend of Sleepy Hollow*. Elfman also scored the Tim Burton-produced *The Nightmare Before Christmas*, receiving a Grammy nomination for Best Score.

Elfman earned Academy Award® nominations for his work on *Good Will Hunting*, *Men in Black* and, this year, for *Big Fish*. His other feature credits include *Men in Black II*, *Proof of Life*, *The Family Man*, *Red Dragon*, *A Civil Action*, *A Simple Plan*, *Dolores Claiborne*, and the Grammy-nominated *Dick Tracy*, *Darkman*, *Sommersby*, *Dead Presidents*, *Black Beauty*, *To Die For* and *Mission Impossible*.

Elfman was a founding member of Oingo Boingo, playing energetic, eclectic and individualist rock and roll for more than a decade.

**KEVIN O'CONNELL** (Supervising Sound Mixer) started in the industry in 1978 as a Machine Room Operator at Samuel Goldwyn Studios. He was promoted to a Sound Mixer in 1980. He received his first Academy Award® nomination in 1983 for his sound mixing on *Terms of Endearment* at the age of

26. To date he has garnered a record 16 Oscar® nominations.

O'Connell joined Sony Pictures in 1993 as the Supervising Sound Mixer in the Cary Grant Theatre. His numerous projects have included *Top Gun*, *A Few Good Men*, *Tombstone*, *Crimson Tide*, *The Rock*, *Armageddon*, *The Mask Of Zorro*, *Pearl Harbor*, *Spider-Man®* and, most recently, *The Passion of the Christ* for Mel Gibson.

In addition to sound mixing, O'Connell is a member of the Academy of Motion Picture Arts & Sciences, and represents the Sound branch on the Board of Governors.

**GREG P. RUSSELL** (Supervising Sound Mixer) started his career in sound at T.T.G. Recording Studios in 1977, where he was involved in music recording for T.V. and Motion Pictures. In 1981, he moved to Evergreen Studios for two years where he worked with Heart, Neil Diamond, Al Stewart, Ring Starr, Air Supply and many other performers. In 1983, he transitioned from recording engineer to Re-recording mixer and, in the next five years, mixed 55 feature films and many T.V. shows, was nominated for two Emmys and won one in 1988. That same year, Russell moved to Warner Bros. for exclusive feature film mixing. In 1989, he received his first Academy Award® nomination for his work on Ridley Scott's *Black Rain*. He worked at Warner Bros. until 1995 when he moved to Sony Pictures where he works in the Cary Grant Theater. Over the past decade he has received seven Academy Award® nominations for his work on *The Rock*, *Con Air*, *The Mask of Zorro*, *Armageddon*, *The Patriot*, *Pearl Harbor* and *Spider-Man®*. He has more than 135 feature films to his credit and recently mixed *Man on Fire* for director Tony Scott.

“ACADEMY AWARD®” and “OSCAR®” are the registered trademarks and service marks of the Academy of Motion Picture Arts and Sciences.”

Spider-Man character® & © 2004 Marvel Characters, Inc. All Rights Reserved