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Production Information

Columbia Pictures' *Spider-Man*[™] 3 reunites the cast and filmmakers from the first two blockbuster adventures for a web of excitement that will transport worldwide audiences to thrilling new heights on May 4, 2007.

In *Spider-Man*[™] 3, based on the legendary Marvel Comics series, Peter Parker has finally managed to strike a balance between his devotion to M.J. and his duties as a superhero. But there is a storm brewing on the horizon. When his Spider-Man suit suddenly changes, turning jet-black and enhancing his powers, it transforms Peter as well. Under the influence of the suit, Peter becomes prideful and overconfident and he begins to neglect the ones he cares about the most. As two of the most-feared villains yet, Sandman and Venom, gather unparalleled power and a thirst for retribution, Peter's greatest battle is the one within himself. Spider-Man will need to rediscover the compassion that makes him who he is: a hero.

Columbia Pictures presents a Marvel Studios/Laura Ziskin production, *Spider-Man*[™] 3, starring Tobey Maguire, Kirsten Dunst, James Franco, Thomas Haden Church, Topher Grace, Bryce Dallas Howard, James Cromwell, Rosemary Harris, and J.K. Simmons. The film is directed by Sam Raimi (*Spider-Man*[™], *Spider-Man*[™] 2). The screenplay is by Sam Raimi & Ivan Raimi and Alvin Sargent (*Ordinary People*, *Spider-Man*[™] 2) and the screen story is by Sam Raimi & Ivan Raimi; based on the Marvel Comic Book by Stan Lee and Steve Ditko. The producers are Laura Ziskin (*Spider-Man*[™], *Spider-Man*[™] 2), Avi Arad (*Spider-Man*[™], *X-Men*), and Grant Curtis (*Spider-Man*[™], *Spider-Man*[™] 2). The executive producers are Stan Lee, Kevin Feige (*Spider-Man*[™] 2, *X Men* 2), and Joseph M. Caracciolo (*Spider-Man*[™] 2, *Charlie's Angels*®). The director of photography is Bill Pope, ASC (*Spider-Man*[™] 2, *The Matrix* trilogy). The production

designers are Neil Spisak (*Spider-Man*[™], *Spider-Man*[™] 2) and J. Michael Riva (*The Pursuit of Happyness*, *A Few Good Men*). The film editor is Bob Murawski (*Spider-Man*[™], *Spider-Man*[™] 2). The visual effects supervisor is Oscar[®]-winner Scott Stokdyk (*Spider-Man*[™], *Spider-Man*[™] 2). The special visual effects are by Sony Pictures Imageworks Inc. The costume designer is three-time Oscar[®] winner James Acheson (*The Last Emperor*, *Dangerous Liaisons*, *Restoration*). Original music themes by Danny Elfman (*Spider-Man*[™], *Spider-Man*[™] 2). Score by Christopher Young (*Ghost Rider*, *Spider-Man*[™] 2).

Spider-Man[™] 3 has been rated PG-13 by the Motion Picture Association of America for sequences of intense action violence. The film will be released in theaters worldwide on May 4, 2007.

ABOUT THE FILM

One of moviegoers' favorite film characters returns in Columbia Pictures' *Spider-Man*[™] 3, continuing one of the biggest blockbuster franchises in film history. Together, *Spider-Man*[™] and *Spider-Man*[™] 2 have grossed more than \$1.6 billion at the worldwide box office.

As the continuing adventures of Peter Parker unfold, *Spider-Man*[™] 3 wraps up some of the character arcs begun in the first two films. Sam Raimi, who has directed all three installments in the blockbuster franchise, says, "The heart of the *Spider-Man* films has always been the depth of the characters and their interconnected lives. Peter's love of Mary Jane Watson and his friendship with Harry Osborn have always been the richest parts of our stories.

"When developing this third installment, we asked ourselves, 'What does this young man still have to learn?'" says Raimi. "We placed him in situations where he'd be forced to confront his absences of character – obstacles that, in previous stories, he might not

have been able to surmount. In this way, he would either be defeated or grow into the heroic person who might be capable of overcoming these obstacles. As the depth of our characters grow, they become richer human beings and can achieve more than in the previous films.”

“At the end of the second movie, for the first time, there’s reason for optimism in Peter’s life,” says producer Avi Arad, who until recently served as CEO of Marvel. “He’s won the girl – but when she says, ‘Go get ‘em, tiger,’ you know that she is realistic and maybe uneasy about what life is going to be like. What Sam likes to do is test the hero – and that means that *Spider-Man*[™] 3 will take us to a very different place in Peter’s life, in Mary Jane’s life, and in Harry’s life.”

In *Spider-Man*[™] 3, Peter Parker faces his biggest challenge to date – and the greatest battle of all is the battle within himself.

When the film opens, things are finally going so well for Peter that his success begins to go to his head a little bit ... and when a black substance clings to Peter’s scooter, things take a turn. The substance attaches itself to Peter’s Spider-Man suit, changing it from the familiar red and blue to a deep black. The transformed suit also changes Peter, as he becomes stronger and quicker than ever before... but it also brings out the dark side of Peter’s personality that he is struggling to control.

“We wanted to explore the darker side of Peter’s character,” says producer Laura Ziskin. “When his suit turns black, it enhances and emphasizes characteristics that are already in the host. In this case, it makes him stronger and quicker, but also more prideful and aggressive.”

“When I read the script I was really excited about the different direction we were going with Peter Parker and the other characters and storylines,” says Tobey Maguire, who returns to the role of Peter Parker. “We are covering a lot of new ground here, with a

fresh take on the story while maintaining the continuity of the characters from the previous two films.”

Kirsten Dunst returns to her role as Mary Jane Watson in *Spider-Man*[™] 3. “I think fans will love this movie, because we love this movie,” says Dunst. “It means so much to all of us, and we’ve really worked hard at making every scene the best it can be.”

Also reprising his role as Harry Osborn is James Franco. “Harry’s story picks up from the end of *Spider-Man*[™] 2, when he learned the awful truth about his father and his friend – although he doesn’t have the full story. Harry is a troubled soul; he lived his whole life for his father, and when his father was taken from him, the only thing he had left in his life was to avenge his father’s death.”

Of course, *Spider-Man*[™] 3 also features the incredible action sequences that Spider-Man fans have come to expect. In this film, Spider-Man takes on two classic villains: Sandman, who first made his appearance in the fourth issue of [The Amazing Spider-Man](#), and Venom, one of the comic book’s most memorable villains.

“Marvel comic books – and especially the [Spider-Man](#) books – have always had a great bunch of villains to choose from,” notes Raimi. “So many great Marvel artists and writers developed these characters. It was a very easy task to pick up these wonderful tales and images and develop our story from them.”

Thomas Haden Church plays Flint Marko, a man haunted by the mistakes of his past, who is caught in a physics experiment gone wrong. His DNA becomes fused with sand ... and he becomes Sandman, a villain who can change his shape, size, and form at will. “I consider it an honor, really,” says Church, an Academy Award® nominee for his role in *Sideways*, on joining the franchise. “The *Spider-Man*[™] films stand tall in the pantheon of superhero movies. Many are called, few are chosen, and I’m proud to be one of the few.

“Flint Marko becomes Sandman when he stumbles into a radioactive test site where they’re performing a molecular fusion experiment and he accidentally becomes fused with sand,” Church adds. “As a result, he can change his shape and adapt to his environment. He can be ten, 30, 80 feet tall. He can form giant sand fists, hammers, a mace. He can shift into a sand tornado, or sift into sand. He is as malevolent and menacing as any villain can be.”

Topher Grace joins the cast as Eddie Brock, a character in some ways similar to Peter Parker, who transforms into Venom – Spider-Man’s arch-nemesis. “When I was first talking about the movie, Sam asked me if I knew what ‘arch-nemesis’ meant. I thought it meant a huge villain, but Sam pointed out that it really means a villain who has the same powers and abilities as the hero, but uses them for evil,” says Grace. “Sam has gone to great lengths to make this character Spider-Man’s equal and opposite.”

Grace continues, “Eddie Brock, who becomes Venom, is very similar to Peter Parker. They both work at the same place, they’re both striving for the same job, they both have the same woman in their lives – the difference is that Eddie is very insecure. You might say that Eddie is the guy that Peter would have been if he didn’t have the good fortune of having Aunt May and Uncle Ben to bring him up.”

Once again putting the lift and swing into Spider-Man’s webs are the special effects stars at Sony Pictures Imageworks. The team was nominated for the Academy Award® for their work on the first *Spider-Man*™ film and took home the Oscar® for their visual effects work on *Spider-Man*™ 2. In continuing his work on *Spider-Man*™ 3, visual effects supervisor Scott Stokdyk was responsible for overseeing the efforts of more than 200 Imageworks animators and artists.

“My biggest challenge on *Spider-Man*™ 3 has been the necessity to turn on a dime and respond to the changes as they come,” says Stokdyk. “There’s so much more going on

in this movie – more characters and more plotlines. Sam is working very hard to make sure all the pieces come together, and it was our responsibility to respond in the execution of his vision.”

Laura Ziskin says that as with the first two films, audiences can expect *Spider-Man™ 3* to have a compelling story, exceptionally well-drawn characters with complex relationships, but even bigger and better: “We have more new characters, more villains and more struggle for Peter Parker – perhaps the biggest struggle of his life.”

OLD FRIENDS ...

“At the beginning of *Spider-Man™ 3*, we find Peter Parker pretty much where we left him at the end of the second Spider-Man story,” says director Sam Raimi. “He is coming to terms with what it means to be a hero and the sacrifices he has to make to do the right thing. In terms of his relationship with Mary Jane, the two are closer than they’ve ever been – she has learned that he is Spider-Man by the end of the second film and she is trying to live up to the promise she made to share the responsibilities of Peter’s superhero status.”

“We have watched Peter, Mary Jane, and Harry grow up over the course of the first two films, so we wanted to do something that was surprising but inevitable,” adds Laura Ziskin. “We wanted to take the characters on a journey which would satisfy the audience and ring true for the characters.”

Returning for that journey are Tobey Maguire, Kirsten Dunst, and James Franco.

“Peter is feeling pretty good—things are lining up in his life in ways they never have before,” says Maguire. “He is finally receiving recognition as Spider-Man, as someone who is helping his community, and he is in this great relationship with Mary Jane, who is

also experiencing success of her own. He is beginning to feel the kind of confidence of becoming a man, mixed with the glowing attention he has begun to receive.”

Raimi notes, “Peter has never had anyone look up to him as someone they admire. Certainly, he’s never had anyone cheer for him before. This has an unexpected effect on Peter: it stirs his prideful self. This is the beginning of a movement toward his dark side in this film.” That dark side is brought to the forefront when he comes into contact with a black substance that attaches itself to Peter’s Spider-Man suit. When the substance turns his suit black, he finds he has greater strength and agility than ever before... but also that the substance brings out his pride and his vengefulness. “In the climax, Peter has to put aside his prideful self. He must put aside his desire for vengeance,” Raimi continues. “He has to learn that we are all sinners and that none of us can hold ourselves above another. In this story, he has to learn forgiveness.”

Maguire was thrilled to return again to the role of Peter Parker. “You always want to tread new ground and this was a chance to do that with familiar characters,” he notes. “The fresh take is a direct continuity – it comes out of *Spider-Man*[™] and *Spider-Man*[™] 2. As an actor, it’s really exciting – there’s a lot to play with.

“We were always looking for ways to take the mask off, so you can see what Peter is going through,” says Maguire. “When I see a movie, I get invested in the characters and I care about them. I’ve got to connect with them so I can feel what they’re feeling.”

Peter’s change in demeanor begins to take its toll on his relationship with Mary Jane. “Mary Jane is very confident in her career, even though there’s still some insecurity there because of her family life growing up,” explains Dunst. “But when she loses her job just as Spider-Man is being heralded, Peter is not there for her as much as she’d like him to be. She is kind of pushed aside a little bit, and their relationship begins to fall apart.”

“Peter and M.J. are struggling with things everybody deals with in a relationship,” adds Ziskin. “They’re both trying to figure it out, and they’re not in sync with where they are in their lives – they’re missing each other at a rather critical moment.”

“Now that Tobey and I have worked on three movies together, we know each other very well,” Dunst says. “I know which buttons to press in him, and he knows which to press in me. It makes for a more complicated, adult relationship, which is great for the film. Everything we feel about each other is all in the movie. Our relationship has matured.”

After previously showing off her vocal talent in such films as *The Cat’s Meow*, Dunst relished the chance to sing on screen once again. “I had fun doing the singing scenes,” she says. “I had prerecorded the singing – I was terrified to sing live – but my first day of work was walking down the stairs of the Broadway stage for ‘Manhattan Memories’ in high heels and a dress and then dancing at the bottom.”

Rounding out the central trio is James Franco as Harry Osborn. At the end of the last film, Harry learned the truth about his father and the secret identity of his friend, Peter. Harry’s anger and bitterness toward Spider-Man now extends to Peter, whom he now sees as his enemy. Consumed by vengeful thoughts against Peter, whom he holds responsible for the death of his father, Harry enters his father’s lair and becomes the New Goblin.

The filmmakers wanted a fresh look for the hardhearted Harry. “We discussed how Harry would probably use the latest technology available to him at OsCorp to create his arsenal,” notes executive producer Kevin Feige. “We wanted something contemporary, but still deadly practical.”

“Harry has a vehicle that’s more sleek and agile than the glider – he has taken his father’s weapons and dialed them up a notch,” says producer Grant Curtis. “On the other hand, some weapons, like the pumpkin bombs, you just can’t top. With the New

Goblin, you get a mix of the old school with the pumpkin bombs and the new school with the souped-up sky-stick.”

Costume designer James Acheson collaborated with the filmmakers on Harry Osborn’s military look. “Harry’s clothing reflects a cross between urban SWAT troops and kind of a black knight, but with rather nasty attributes like blades that come out of his arm,” says Acheson. “The suit is mainly black. There’s a hint of green here and there as a reminder of his father, but Harry is very much his own man.”

“Harry’s main dilemma comes down to this: How much does he love his friends?” says Franco. “If he accepts the fact that he loves Peter and M.J., he also has to accept that his life up until now has been a lie – he’s been living only for hate, loving the evil man that was his father and doing his bidding.”

“We have come so far together with these characters,” says Raimi. “This film was a chance to continue each of their stories, to show their journey since we first met them five years ago and also to explore how far they still have to go.”

... AND NEW FACES

In *Spider-Man*[™] 3 – just as in the first two films – the filmmakers made a special effort to ensure that the villains are a reflection of Peter and the struggles he endures as he comes of age. According to Raimi, every character in *Spider-Man*[™] 3 moves Peter Parker’s story forward. “We’re holding up a mirror,” Raimi says. “Each character is there with a purpose – part of the thread of Peter’s life.”

“The Spider-Man books have probably the greatest rogues’ gallery of any superhero comic – there are so many memorable villains throughout the books,” says executive producer and Marvel’s president of production Kevin Feige. “With the villains in *Spider-*

*Man*TM 3, we wanted to continue the tradition – following the Green Goblin and Doc Ock – of presenting villains that not only provide spectacle and a physical challenge to Spider-Man’s abilities, but characters that are multi-layered and conflicted.” To that end, the filmmakers called upon two of the greatest and most memorable villains in Spider-Man lore: Sandman and Venom.

SANDMAN

Sandman is a classic villain, having made his first appearance in 1963 in The Amazing Spider-Man #4.

“Flint Marko/Sandman is one of the stalwarts of the Marvel universe, and the character presents an opponent for Spider-Man that we’ve never been able to explore before – the intangible aspect of a villain,” notes producer Grant Curtis. “What if you punch your opponent, and there’s suddenly nothing there – what if all of a sudden they become dust? The beauty of Sandman is it’s like battling a Swiss Army knife. You think you’ve got him figured out, then he morphs into a sand cloud, or levels his hammer fist at you, or becomes a pile of sand.”

Academy Award® nominee Thomas Haden Church plays the key role of the complex Sandman. “We have been fortunate to be able to attract some extraordinary actors to play the villains in the *Spider-Man*TM films, and *Spider-Man*TM 3 is no exception,” says Raimi. “When we saw how Thomas Haden Church in his *Sideways* role presented a character with warmth and humanity and grace – even as the character consistently made all the wrong choices – we knew he could do the same for this classic Marvel villain.”

“I think they wanted Sandman to be a guy like me – a guy who’s rough around the edges and could easily have been a criminal; a guy who’s bare-knuckled his way through a few events, which I have in real life,” says Church. “There’s a roughness and a rawness that Sam finds appealing.”

“Flint Marko is a loner who has a pretty dark past,” says Church. “I thought a lot about Lon Chaney, Jr. and the characters he was best known for – there was always a sadness in his eyes and a kind of disaffected quality to him as a man.”

Church notes that in his early conversations with Raimi, he found another inspiration for his character, one that roots Sandman in a legend centuries old. “Sam gave me a storybook of a Jewish fable surrounding the Golem – a creature made of earth. That idea – this creature who was not a villain at heart – was very meaningful to Sam and became a big influence.

“As Flint says of himself, he’s not a bad person,” Church says. “He’s just made bad choices. He’s carrying a massive burden of guilt over something that happened in his past and things that are happening right at that moment. He knows that what he’s doing is criminal, but I think he sees himself as a man of integrity. He’s doing what he feels he has to do. Nobody in the *Spider-Man*[™] movies just wears a black hat.”

On the run after escaping from prison, Marko stumbles upon a physics test and is fused molecularly with sand. After this accident, Marko discovers he can draw material from his immediate environment to his shape-shifting physicality. “The birth of Sandman is going to be one of the most amazing scenes in *Spider-Man*[™] 3,” says producer Avi Arad. “Flint Marko is on the run, and he walks into a testing facility just as a new scientific process is being tested. In the great Marvel tradition, Marko’s bad timing leads to his transformation into Sandman. It will be fascinating to see the creation of this creature.”

Church spent over a year preparing for the role, with a physical training and diet regimen which led to his gaining about 20 pounds of muscle before shooting began. “In the comic book, Sandman was a bulky-muscled guy – he looked like a guy out of the

WWF,” says the actor. “For the movie, we decided on a leaner look – street hardened, like Terry Malloy in *On the Waterfront*.”

Church says that all the hard work paid off when shooting started. “Sam outlined for me what the physical rigors of the role would be, so I wasn’t surprised. All the physical activity and training really helped me develop the stamina which I needed for a lot of my work in the film.”

VENOM

Eddie Brock, played by Topher Grace, is a smooth-talking, ambitious young photographer who becomes a rival for Peter’s job at the *Daily Bugle*. When Spider-Man finally rids himself of the sinister black substance, it finds Brock, who transforms into the deliciously evil Venom, also a Marvel fan favorite. In many ways, Venom is a reflection of Peter Parker himself; one might say that he is Peter’s own dark side come to life.

“We were really excited to bring Venom into the film, because it is a character that has its origins in Peter,” explains producer Grant Curtis. “When Spider-Man wears the black suit, the suit begins to take on the imprint and abilities of Spider-Man. When Peter rids himself of it, the substance moves to Eddie Brock, who is not as good a man as Peter. It transforms Brock, a person who feels universally ostracized, into Venom. Venom possesses some of the powers of Spider-Man, and he wants to lash out.”

“Venom is one of the most difficult characters for Spider-Man to defeat,” notes Arad. “Venom knows Spider-Man: how he feels, what his strengths are as well as his weaknesses. That is the ultimate enemy.”

“Venom has a unique origin story, and we looked forward to telling that story, doing justice to a character who is arguably one of the most popular Marvel characters of all

time,” says Curtis. “Venom has the same powers that Spider-Man does, but it’s tweaked a bit more and he’s more aggressive – he can jump farther, swing farther, and run faster. In a way, it’s like watching Spider-Man battle his stronger self when you see the in-air ballet between the two. It’s very exciting to watch.”

The Marvel comic introduced Venom in the 1980s. He made his first appearance in The Amazing Spider-Man #298, and Eddie Brock appeared for the first time two issues later. Previously, Spider-Man’s black suit had first been featured on the cover of Secret Wars #8, in 1984.

Grace had been a Marvel fan for years, and he relished the opportunity to portray one of his all-time favorite villains: “I was reading the comics years ago when Venom appeared, and I remember thinking he was just the coolest, most charismatic character,” says Grace. “I was so honored just to come in to meet with Sam, Laura, and Avi; it was great to hear Sam outline the entire plot of the film. I was nervous and excited, and I still felt that way a year later, as we were shooting the film.”

After Grace was offered the role of Eddie Brock/Venom, director Sam Raimi discussed the character in depth with him. “Sam’s take on Venom being kind of an evil double of Peter was really interesting to me,” Grace continues. “We discussed that Venom delights in being evil. He gets drunk on that power very quickly.”

“Unlike Sandman, who is present very early in the film, my character, Eddie, undergoes a very slow transformation – it’s woven in throughout the story,” says Grace. “You wonder if Peter hadn’t been under the spell of something so terrible, would Eddie have had to go so far. It’s one of the many intriguing aspects of the story, having Peter Parker be one of the reasons that a villain is born.”

Ziskin says that Grace was the ideal choice to portray Eddie Brock/Venom. “Topher is spectacular, just riveting! He’s fun and scary, and a great addition to the ensemble.”

Grace, a self-described “skinny guy,” put on about 15 to 20 pounds for the role, working out during the several months before shooting began. During pre-production, Grace was subjected to body scans and motion capture data analysis for use by the costume and visual effects departments.

“They were doing a scan of my body, and someone mentioned that the scan would be really helpful for making my action figure. My *action figure!*” recalls Grace. “It hadn’t even occurred to me that I would become an action figure! It was very exciting.”

GWEN STACY

Another fan favorite, Gwen Stacy, makes her film debut in *Spider-Man*[™] 3. Well known to fans of the comic books, Gwen made her first appearance in December 1965 ([The Amazing Spider-Man #31](#)) and quickly became Peter Parker’s first love.

In *Spider-Man*[™] 3, Gwen is a beautiful classmate who’s developed a crush on Spider-Man. Her presence brings a new dynamic to his relationship with his true love, M.J. Gwen is also the object of desire for Eddie Brock, who mistakes her casual friendliness for romantic interest.

Bryce Dallas Howard takes on the role. She says that despite the differences between the comic book and screen versions of her character, Howard was able to use the comic book as inspiration in bringing Gwen Stacy to life. “There was a very deep relationship built into the comic books – that became my foundation,” says the actress. “Gwen is a supporting character in this film, but there are nuances and subtext built into Gwen’s scenes with Peter. She’s not a mere distraction for Peter Parker. This is a person who, had things been different, could have been a good mate for him. Because her father is a police captain, she’s accustomed to someone leaving and putting his life

in jeopardy every day and loving him unconditionally. I was able to build on that, to play the character that was written in the comic book.”

Producer Laura Ziskin notes that Howard was particularly excited to perform her own stunts and game for anything that Raimi threw her way. “Bryce just knocked us out when she came in to read with Tobey for the part of Gwen Stacy,” recalls Ziskin. “She had this kind of sunshine in the midst of a lot of darkness and drama in the story. She was such a trooper, too. Anything we asked her to do – whether it be hanging from a building several stories up or soaring in the air with Spider-Man – she was spectacular.”

Oscar® nominee James Cromwell plays Gwen’s father, NYPD Captain George Stacy, who shares with Peter disturbing new information about the death of Uncle Ben, and who becomes concerned with Eddie Brock’s intense interest in his daughter. Theresa Russell plays Emma Marko, Flint Marko’s estranged wife.

“It’s wonderful to bring new actors into the series because, although you have an existing set of rules and storylines you want to adhere to, at the same time you need to shake it up, bringing new voices and energies to the film that we haven’t experienced before,” notes Raimi. “It gives the audience a new experience, with the characters they love, but with a new energy dynamic with those new faces on screen with them.”

ABOUT THE PRODUCTION

“In terms of logistics and scope, *Spider-Man*™ 3 is by far the largest of the three films,” says Ziskin. “We want to fulfill the audience’s expectations, yet bring new and exciting experiences to the third movie. Sam has really upped the ante for this film, in terms of action sequences and visual effects involving Sandman and Venom, so it is a gigantic endeavor, with over 1,000 people working toward that goal.”

During production, Raimi relied on key members of his filmmaking team to bring to life before the cameras as much of Peter Parker's story as possible. "Whenever it's safe and practical, I like to capture the action in camera," says Raimi. "Visual effects are an amazing tool for action that human beings can't do – but if a human being can do it, let's do it."

The talented team of stuntmen was ready, but so was the cast. Bryce Dallas Howard, especially, surprised the filmmakers by being game for anything they could throw at her. At one point, the actress found herself hanging from a harness. "When a runaway construction crane causes a beam to crash into a building, it demolishes everything and causes the floor beneath Gwen to collapse," says Howard. "Gwen tries to hang on to whatever she can grab, but eventually plummets many stories before being rescued by Spider-Man."

After performing several portions of the sequence on soundstages in Los Angeles, Howard was eager to get in the harness again to fly with Spider-Man over Sixth Avenue. "What's so great about movies is you get to really experience these crazy, crazy stunts, things that you would never emerge from alive in real life," says Howard. "I knew I would be 100% safe because Sam and the stunt team really protect the actors. So I tried to do as many things as possible, because it's really fun and a great adrenaline rush!"

Thomas Haden Church was also up to the challenge – in fact, even more so. Other than Tobey Maguire – Spider-Man himself – Church suffered the most brutal treatment to complete the stunts for *Spider-Man*[™] 3. Whether it was being yanked five feet in the air so he could do a face-plant in the mud, or being chased (and caught) by dogs, or dangling off the side of a set, or falling onto train tracks, or having his face smashed into a pane of plexiglass, the actor found himself bruised and battered repeatedly, but was ready for anything. According to producer Grant Curtis, "It wasn't intentional, but it

seemed sometimes like if any actor was required to get beat up in any way, Thomas was always drawing the short straw.”

Two members of the production team that played key roles in ensuring that these action sequences were both as safe and as spectacular as possible were special effects supervisor John R. Frazier (who previously served in the same capacity on the first two *Spider-Man*[™] films) and second unit director Dan Bradley (a veteran of *Spider-Man*[™] 2). “Working with Sam is like going back to school,” says Frazier. “You have that moment where you say, ‘Oh, this is going to be really, really hard, but a lot of fun.’ It’s not unusual for me to be on a movie like *Spider-Man*[™] 3 for nine months, from the beginning planning stages through production.”

One scene that highlights their work is the Subway Drain portion of an elaborate fight sequence between Spider-Man and Sandman. Raimi worked closely with Frazier, Bradley, and visual effects supervisor Scott Stokdyk on the sequence, in which Sandman is blasted by the force of a burst water pipe and, quite literally, goes down the drain. Sam wanted Sandman to melt away, in essence, during this sequence.

“This is the largest water gag for one shot I’ve ever done for a film,” recalls Frazier, who had previously supervised the special effects for *Poseidon*. “We used 50,000 gallons of water, shooting out of a pipe which blasted the rear of the set fifty feet away. When you see this sequence, the water appears to be a six-foot-thick column of water; however, we made the center of the pipe hollow, and used a restrictor plate to control the size of the column of water. The water is recirculated using pumps which are able to pump 3,000 gallons a minute. We can fill both tanks in about five minutes, so that we are ready for another take.”

The sequence was covered using eight cameras, according to Stokdyk. “This sequence is where Spider-Man discovers Sandman’s weakness – water. We had to put a CG Sandman in here because the velocity of the water is too great to have Thomas Haden

Church or a stuntman perform portions of the sequence. Water is a huge challenge for visual effects, especially on a large scale, so our goal here was to seamlessly integrate the elements for this sequence between practical and CG.”

For Bradley, one favorite scene is the fight between Peter and Harry in the den of the Osborn mansion – which contrasts nicely with the aerial battle among superheroes earlier in the film. “It’s a great fight, because it’s mano-a-mano,” Bradley says. “These two guys love each other like brothers – there’s a lot of history between them. Because of confusion, miscommunication, and immaturity, they end up hurting each other.

“We worked closely with Sam in choreographing the fight,” says Bradley. “Sam wanted this to be a fight between two old friends who had a falling out, rather than a ‘superhero’ fight. It had to be driven by the emotions of the two characters, better told through a style of fighting that the audience might relate to. Sam, Tobey, James, and my team worked hand in hand, so that the choreography felt real and true to these characters.”

Bradley’s and Frazier’s work is also on display in an action sequence during a bank heist, in which a security guard (played by none other than producer Grant Curtis) falls victim to Sandman’s wrath. “As a producer, Grant is uniquely qualified for guarding money,” laughs Bradley, “so Sam typecast him and invited him to spend a lot of time on set being buried underneath tons of sand as one of the armored car guards.”

Apprehensive as he might have been about performing the stunt, Curtis says that it would have been pointless to argue. “I’ve worked with Sam for ten years, so I know that once a decision’s been made, he’s going to get his way,” he says.

The sequence begins spectacularly, when Sandman smashes into the top of the armored car with his fist – which, in reality, Frazier’s team made of polyurethane foam. It was eight feet tall, six feet wide, and weighed over 500 pounds. Then, debris – sand

– came flying at Curtis. “On the first take, I anticipated the crash and reacted too early,” he remembers. After an adjustment, he nailed the second take.

At the end of the sequence, the guard is buried in sand. To film the scene, the armored car was lifted and tilted at a fifty-degree angle so that the sand could be dumped in and fill the car but with a fraction of the pressure on Curtis. The producer soon found himself beneath 4,000 pounds of ground corncob – the filmmakers’ ingenious substitute for sand.

The idea of using ground corncob as a double for sand did not come immediately to the filmmakers. The first man charged with investigating what kind of sand would make Sandman was costume designer James Acheson. After all, as part of the team responsible for the look of the character, Acheson would have to answer some critical questions early in production. What does a character made from sand look like? Would his face be gritty or smooth? Would his clothes also be made of sand?

Different kinds of sand from around the world were brought in and examined. However, in their investigation, the filmmakers quickly discovered that not only would importing sand be costly, but also, due to its weight, too much of it would be unsafe for the actors and stuntmen. At the end of the day, the creative solution of ground corncob was perfect, because it is both safe and effective: it looks like sand but weighs only half as much.

Whether helping to figure out what kind of sand would make Sandman or solving any number of other costuming challenges, Acheson’s motto was: when in doubt, go back to the original text. “We derive our inspiration, as always, from the comic,” he says. “Sandman is one of these remarkable characters who can change shape, dissolve, disappear, grow, or become mud or concrete. We designed various stages and different scales of Sandman’s evolution, working with wonderful sculptors to create maquettes, small statues of Sandman in his various appearances.”

As much as Sandman required each of the departments to step up their game, so, too, did Venom – Spider-Man’s equal and opposite. Acheson and his team created various stages of Venom’s look, working with Raimi to create a tension in the sculpting of the suit. “It was important to Sam and to James that we keep the suit really sharp and aggressive, as with the tendrils that crawl across Venom’s face at points,” says head specialty costumer Shownee Smith, whose company Frontline Design worked under Acheson’s direction to manufacture the specialty costumes for the film.

In order for the audience to connect with the characters, Raimi felt it was essential that the eyes of the masked and the villainous characters be visible at times during the course of the story. “For Sam, it was very important to see Topher’s eyes through the suit,” says Acheson. “Sam wants the emotion that real eyes and a real face convey, so in order to maintain that, we designed various stages that Venom goes through before he becomes a complete monster creation.”

For scenes where Brock transitions into Venom, Grace spent an hour being placed into the suit, which added between 120 and 140 pounds to his weight. The actor then spent an additional four and a half hours in makeup for the addition of various appliances, including special sets of teeth worn by Grace to give the character the illusion of a larger, more menacing mouth. The filmmakers also attached monofilament to the skin on Grace’s face so that they could pull and distort the character as he makes his transformation.

“At one point while shooting the transition scenes, I thought, ‘What have I signed up for?!’” Grace laughs. “I had black goo poured all over me, wires attached to my face that people with fishing poles were pulling up, and other people below me were pulling down ... When you see my character in pain, well, there wasn’t a whole lot of acting required.”

Acheson also was responsible for helping to design another villain, of sorts: the black suit itself. When the goo attaches itself to Spider-Man's suit, it turns black and brings out some of the darker sides of Peter's personality. For Acheson, that presented a challenge – how to design a costume that would reinforce the idea that a costume was affecting the character? “It is the same fabric as the Spider-Man suit, but dyed a different color, and we've changed the color of the highlights,” explains Acheson. “We've also changed the eyes slightly and have coated the suit with a grid, printed in Plastisol, which we've screen printed onto the suit. It is a similar grid system to the red and blue Spider-Man suit, but printed with a black sheen that, we hope, gives the suit a kind of liquidity. It becomes almost an organic structural element within the suit.”

Whether it's the familiar red and blue costume or the new black one – building a Spider-Man suit is an enormous undertaking, according to Acheson. It takes 200 man-hours to create one Spider-Man suit – and filming required 40 suits. That's 8,000 man-hours just to create the Spider-Man suit – not counting Spider-Man's black suit or any other costumes.

Acheson studies the actors' movements when designing for their characters, and takes into account the wire work they will need to perform when creating the costumes. “Nearly all of the characters in this film wear safety harnesses under their clothes, which obviously affects the way the clothes move and the way the actor moves, so we keep all of these aspects in mind during the design process,” he says.

Acheson, who had designed the costumes for *Spider-Man*[™] and *Spider-Man*[™] 2, says that the *Spider-Man*[™] series still intrigues and challenges him. “I continue to be interested in working with different technologies such as foam, plastics and metals, as well as fabric,” he notes. “I'm interested in the fusion between the sculptor, the special effects shop, and the costume workshop. We had a lot of interaction among those departments with *Spider-Man*[™] 3.”

Also interacting with each of the departments was production designer J. Michael Riva, the member of the team responsible for bringing Raimi's stylish vision to life. Riva is especially proud of his work in creating the construction site that serves as the arena for the film's final battle. "Making a construction site doesn't sound very difficult, but if you have only eight weeks to design and build it, it's practically impossible," he says. "We used over 20 tons of steel, 100 welders, and 200 carpenters working around the clock, seven days a week to get it done! But we all did it."

The set took six weeks to complete, using tons of steel from a cancelled building project. A construction elevator, complete with operator, transported cast and crew to the various levels of the elaborate set. For the extensive lighting and electrical needs required for the sequence, a labyrinth of connections was designed and installed eighty feet above the stage floor, using over four miles of electrical cable. By the time the set was ready for shooting, Stage 27 was outfitted with approximately 21,000 amps, enough power to service over 200 homes.

"The great thing about a construction site is that it's a very dangerous place. First, besides the implied height of the set, you have a lot of steel and rebar lying around at such a site. You can always rely on Sam to see opportunities and come up with an effective way to use these set elements to enhance the danger in a scene," says Riva. "Second, it was an open structure, pretending to be 50 stories high, open on all sides. It offered Sam a jungle gym of possibilities to web up and down, to do a chase all over the face of the steel structure. The higher they go fighting their way up the building, the more the danger and tension increase. It's a long way to fall if you're not Spider-Man!"

One way that the filmmakers were able to reach such great heights is that many members of the crew are veterans of either *Spider-Man*[™] or *Spider-Man*[™] 2 or both films. One such example is a member of Frazier's special effects crew – "webmaster" George Stevens, who was in charge of designing and building all of the webs in *Spider-Man*[™] 2, returned to tackle a similar job for *Spider-Man*[™] 3. For a memorable scene

early in the film, in which Peter and M.J. share a romantic evening in a giant web under the stars, Stevens built a web measuring 26 by 32 feet. “Counting the research we did before we starting building, we worked on that web for two months,” says Stevens. When the time came for filming, Maguire and Dunst were lifted by harness and lowered into the web.

ABOUT THE VISUAL EFFECTS

“The audience always demands new things, to be taken to new places,” says director Sam Raimi. “When it comes to visual effects, that means you either rely on existing technology and apply it in new ways or develop new technology to bring about these fantastic sights. You’re always asking yourself, ‘What haven’t I seen before?’ Well, if you haven’t seen it before, there’s probably no technology to bring it about. In almost every case, we had to develop the means to pull off the effects for *Spider-Man*[™] 3.”

For visual effects supervisor Scott Stokdyk – the man charged with bringing the visual effects to the screen – those words were the beginning of a two-year process to develop the technology that would make *Spider-Man*[™] 3 the most visually stunning film in the series so far. As great as the challenge to bring Sandman to the screen was for the practical effects departments, perhaps no group faced a greater hurdle than Stokdyk’s team. “When we began the pre-production process, the computer programs had not yet been developed which could achieve the look of Sandman and his capabilities that Sam wanted to see,” recalls producer Grant Curtis. “However, Scott Stokdyk and his team created new technology to manipulate every piece of sand on our character. The existing technology allowed management of thousands of particles at once – but to animate Sandman the way Sam wanted to, we would have to be able to render *billions* of particles. In the end, the new software they wrote required ten man-years to code.” A team of programming engineers, led by Douglas Bloom, Jonathan Cohen, and Chris

Allen, stepped up to deliver the software that would give the animators the tool they needed to do their job.

Producer Avi Arad notes that before any work could begin, the animators first had to know what they were up against. “We had to understand how sand behaves. Only after we did that could we work out the mathematical equations to know how to manipulate it.”

Stokdyk saw from the very beginning that to bring Sandman to the screen would require his team to step up their game. “We knew from the start of this movie that we were facing a huge challenge from an effects and character animation perspective – sand,” says Stokdyk. “Sam wanted the on-screen sand to be controllable, but not magical. The sand had to flow in a very realistic fashion. We’ve all seen falling sand, so that had to sell as real. But the sand would also have to flow up and form into a human being.”

Stokdyk says that he and his team prepared for the challenge by first observing how sand moves in the real world. “One of the first things we did was to organize a sand shoot with Sam and Bill Pope, the director of photography,” Stokdyk continues. “We shot footage of sand every way we would need it – thrown up, thrown against blue screen, over black screen. John Frazier, the special effects supervisor, shot it out of an aero can at a stuntman. Anything we could imagine sand doing in the film, we shot.”

What they found was a new way to think about sand. “Sand has unique challenges in that it behaves sometimes like a solid – you’ll often see individual grains flying – and sometimes like a liquid – think of rolling sand dunes,” Stokdyk continues. “We knew that raw particle count was going to be our big challenge – not only from a technical standpoint, but from an artistic one, combining effects animation of sand flying around with character-driven animation.”

As Stokdyk and the effects animators were working out the “quantum mechanics” of the motion of sand, Spencer Cook, the animation supervisor on *Spider-Man*TM 3, began the process of designing the character. “Sandman is really an interesting challenge in that he requires such integration between character animation and effects animation,” he says. “The sand, and the way sand moves on his body, and the way he moves are all intimately tied together. Not only did we have to animate the character realistically and in line with Thomas’s performance, but all while chunks of sand are falling off the character.”

“There’s a character there, emoting, but it’s just a pile of sand,” says Stokdyk. “If we’ve pulled together enough grains of sand to make people feel something, then we’ve pulled it off.”

In the end, the artists were all extremely proud of their creation. “Sony Pictures Imageworks delivered on *Spider-Man*TM and *Spider-Man*TM 2, but for *Spider-Man*TM 3 it changed the industry standard,” says Curtis.

Sandman, of course, was not the only character that posed a considerable challenge for Cook; animating the black-suited Spider-Man required subtle changes to reflect the character’s more aggressive personality. “He’ll move a little quicker here and there, hunch his shoulders a little more, pull his elbows up a little higher when he’s stuck to a wall. We tried to find poses that the classic Spider-Man would not do – where the red-suited Spider-Man was graceful and elegant in his motions, black-suited Spider-Man is more blunt, rough, and reckless.”

In creating *Venom*, Stokdyk notes that the character has at least three distinct stages. First, of course, is the initial transformation, in which Topher Grace’s skin is pulled away from his body and tendrils of goo cross his face until they completely envelop him. “As he gets angrier, he turns into more of a monster, more of a beast,” Stokdyk notes. First, he becomes a kind of double for Spider-Man, played by Grace. By the very end of the

film, he becomes an entirely CG character – the classic Venom from the comic books, with a menacing, unhinged jaw and full mouth of very sharp teeth. “Everything is alive on ‘comic-book Venom,’” Stokdyk continues. “The challenge was to make a character that was monstrous, very detailed, very kinetic – but not delicate. Despite all the detail, he’s still menacing.”

If Sandman, black-suited Spider-Man, and Venom had been the only great challenges that Stokdyk and his team would face, it would have been enough. But Stokdyk was also determined to break new ground in terms of live-action integration with the visual effects. The supervisor was on hand during production so that he could be ready to take the ball as soon as the scenes were filmed. “It was important to Sam and me to incorporate as much live action into the CG as possible,” he says. “The typical reason a shot is animated is because a person can’t do all of it. We wanted to find a way to have an actor or stunt person do part of the action, and synthesize the rest. The goal was to find a balance between keeping the shot real and making it exciting and cinematic.”

One dramatic example of this idea comes early in the film, as Peter Parker finds himself ambushed by the New Goblin – his friend, Harry Osborn. Interestingly, this scene was the very first shot in principal photography on *Spider-Man*[™] 3 and began right where *Spider-Man*[™] 2 left off. Stage 30 at Sony Pictures Studios in Culver City, California – the final stage used for *Spider-Man*[™] 2 for the elaborate Doc Ock pier set – became the first site for filming on *Spider-Man*[™] 3. A brick wall and alley set was created by the art department and rigged by the stunt department for the aerial battle.

“It was Sam’s idea to show Peter fighting as Peter, not as Spider-Man,” says producer Avi Arad. “It’s a terrific moment, because it brings home what a personal battle this is for Peter when you can see his face.”

Tobey Maguire and James Franco completed much of the aerial stunt sequence themselves, doing wire work suspended high above the stage floor. “Tobey is really

handy with stunt situations, and he picks it up really quickly,” says stunt coordinator Scott Rogers. “James is also terrific – he’s got a great attitude. Both actors are used to the type of physicality required for their roles, and they excelled.”

For Stokdyk, achieving such great heights would not have been possible without the contribution from his team at Sony Pictures Imageworks, assembling, in the end, between 200 and 250 people to complete more than 900 effects shots. “You live and die by your team,” says Stokdyk. “They were always ready to respond, always on their toes. That’s part of the process of working with Sam; you have to be flexible and ready to deliver.”

ABOUT THE CAST

TOBEY MAGUIRE (Peter Parker/Spider-Man) reunites with Kirsten Dunst, James Franco, and director Sam Raimi for *Spider-Man*[™] 3, the third installment of a franchise that to date has grossed over \$1.6 billion worldwide.

Achieving both critical and commercial success in his career, Maguire recently starred opposite George Clooney and Cate Blanchett in Steven Soderbergh’s *The Good German*. Maguire’s credits include an acclaimed performance as horse jockey Red Pollard in Gary Ross’s *Seabiscuit*. The race horse epic received seven Academy Award® nominations including Best Picture.

An actor since his childhood, Maguire has appeared in numerous film and television projects, including *This Boy’s Life*, in which he starred opposite Robert DeNiro and Leonardo DiCaprio; and Griffin Dunne’s 1996 Academy Award®-nominated short *Duke of Groove*, featuring Kate Capshaw, Uma Thurman and Kiefer Sutherland. In 1997, Maguire followed that up with the Fox Searchlight release *The Ice Storm*, directed by

Ang Lee. The film put Maguire on the map with critics and audiences alike for his portrayal of misunderstood youth.

Maguire's other credits include Woody Allen's literary satire *Deconstructing Harry*; Terry Gilliam's *Fear and Loathing in Las Vegas*, based on the novel by Hunter S. Thompson; and New Line's 1998 fantasy *Pleasantville*, directed by Gary Ross and co-starring Reese Witherspoon. Maguire cemented his career as a compelling actor with turns as Homer Wells in Lasse Hallstrom's poignant coming-of-age drama *The Cider House Rules* (a film nominated for seven Academy Awards®); Jake Roedel in Ang Lee's *Ride with the Devil*, the story of a young American bushwhacker striving to define himself in a country redefining its image amidst social turmoil; and James Leer in Curtis Hanson's *Wonder Boys*, in which Maguire starred opposite Michael Douglas as a student with a tendency to fictionalize his own family history.

Maguire's first outing as a producer was the big-screen adaptation of David Benioff's novel "The 25th Hour" for the Walt Disney Company. The critically acclaimed film was directed by Spike Lee and stars Ed Norton.

Maguire is developing several projects through Maguire Entertainment, among them *Tokyo Suckerpunch*, an adaptation by writer Ed Solomon of Isaac Adamson's novel, which tells the story of a young columnist who portrays himself as a hero living in a fictionalized version of modern-day Tokyo. Maguire is producing with Red Wagon Entertainment's Douglas Wick and Lucy Fisher. Also in development is the big-screen adaptation of Jonathan Tropper's bestselling novel, *Everything Changes*, which Dan Futterman (*Capote*) is currently writing. Maguire will produce with Wendy Finerman for Columbia Pictures. Maguire will also produce *Hot Plastic* with Radar Pictures and Ted Tally for Focus Features. Based upon the celebrated novel by Peter Craig (who is adapting the screenplay), *Hot Plastic* centers on a father and son con team who both fall for the same woman.

KIRSTEN DUNST (Mary Jane Watson) recently starred in Sofia Coppola's *Marie Antoinette* opposite Jason Schwartzman and in the Cameron Crowe film *Elizabethtown* opposite Orlando Bloom. Prior to that, she starred in *Wimbledon* as a young tennis ace opposite Paul Bettany, and reprised her role as Mary Jane Watson in *Spider-Man™ 2*, a role she originated two years earlier in *Spider-Man™*.

Dunst also starred in the acclaimed surreal comedy *Eternal Sunshine of the Spotless Mind*, written by Academy Award® nominee Charlie Kaufman, directed by Michel Gondry, and starring Jim Carrey, Kate Winslet, and Mark Ruffalo; *Mona Lisa Smile* with Julia Roberts, Julia Stiles, and Maggie Gyllenhaal; the independent film *Levity* starring Billy Bob Thornton and Morgan Freeman; Peter Bogdanovich's *The Cat's Meow*; the box-office hit *Bring It On*; *Crazy/Beautiful*, directed by John Stockwell; *Little Women*, with Susan Sarandon and Winona Ryder; *Jumanji*, with Robin Williams; *Mother Night*, with Nick Nolte; the Barry Levinson film *Wag The Dog*, starring Dustin Hoffman and Robert DeNiro; Neil Jordan's *Interview with the Vampire*, opposite Tom Cruise and Brad Pitt; and *Small Soldiers*, with the late Phil Hartman. She is set to star in an as-yet-untitled film about the late Marla Ruzicka, a relief worker who advocated for Iraqi and Afghani victims of the American-led invasions of their respective countries.

Dunst has amassed a growing list of accolades. Her performance in *Interview with the Vampire* earned her a Golden Globe nomination, the Blockbuster Video Award for Best Supporting Newcomer, and an MTV Award for Best Breakthrough Artist. The Hollywood Reporter also named Dunst Best Young Star for her portrayal of a teenage prostitute for the hit series "E.R." Earlier this year, she was awarded Female Star of the Year at ShoWest.

Dunst got her start at the age of three, when she began filming television commercials. With more than 50 commercials under her belt, she made the jump to the big screen in 1989 with Woody Allen's *New York Stories*.

Her career has not been limited to the big screen. In addition to her work on “E.R.,” she starred on Showtime’s “The Outer Limits” and “Devil’s Arithmetic” produced by Dustin Hoffman and Mimi Rogers, the telefilm “Ruby Ridge: An American Tragedy,” the Wonderful World of Disney’s “Tower of Terror,” and Lifetime Television’s “15 and Pregnant.”

After playing Harry Osborn in *Spider-Man*[™] and *Spider-Man*[™] 2, **JAMES FRANCO** (Harry Osborn) returns to the role in *Spider-Man*[™] 3.

Franco’s metamorphosis into the title role of James Dean in TNT’s biopic earned rave reviews and industry-wide attention. For his portrayal of the screen legend, he won a Golden Globe for Best Actor in a Motion Picture made for Television, and was nominated for an Emmy and a Screen Actors Guild Award.

Franco, who recently starred in Karen Moncrieff’s *The Dead Girl*, next stars opposite Seth Rogen in David Gordon Green’s comedy *Pineapple Express*, produced by Judd Apatow. He also stars in First Look’s *An American Crime*, starring Catherine Keener; *In the Valley of Elah*, written and directed by Paul Haggis; and the dark comedy *Camille* starring opposite Sienna Miller.

His credits include the World War I drama *Flyboys*; the naval academy drama *Annapolis*; the romantic drama *Tristan & Isolde*; John Dahl’s *The Great Raid*; Robert Altman’s *The Company*; Nicolas Cage’s directorial debut *Sonny*; *City by the Sea* opposite Robert DeNiro; and the Martin Scorsese-produced *Deuces Wild*.

On television, Franco starred in NBC’s critically acclaimed series “Freaks and Geeks.”

Franco has also written, directed and starred in several short plays, including “Fool’s Gold” and “The Ape,” which have been adapted to film. He is currently in post-production on *Good Time Max*, which he wrote, directed, and stars in.

He resides in Los Angeles.

THOMAS HADEN CHURCH (Flint Marko/Sandman) received an Academy Award® nomination for his role as Jack, starring opposite Paul Giamatti, in Alexander Payne’s critically acclaimed film *Sideways*. The Fox Searchlight Pictures release premiered at the 29th Toronto Film Festival and went on to win numerous awards in 2004 and 2005, including a Golden Globe for Best Comedy Picture, the Broadcast Film Critics Award for Best Picture, a Screen Actors Guild Award for Best Ensemble Cast, and six Independent Spirit Awards. Church was also honored as Best Supporting Actor by the Broadcast Film Critics and the Independent Spirit Awards.

Church recently starred opposite Robert Duvall in American Movie Classics’ Western epic telefilm “Broken Trail,” directed by Walter Hill, and earned Golden Globe and SAG nominations for his performance. He lent his unique voice in two voiceover roles – as Dwayne in DreamWorks’ *Over the Hedge* and as Brooks the crow in Paramount’s *Charlotte’s Web*. Church made his feature film debut in 1993 in *Tombstone*, directed by George P. Cosmatos. His other feature films include the box-office blockbuster *George of the Jungle* opposite Brendan Fraser, and the film *Free Money* opposite Marlon Brando. In addition, Church is the co-screenwriter and director of the film *Rolling Kansas*, which premiered as an official selection to the Sundance Film Festival in 2003.

For television, Church starred as the mechanic Lowell Mather on the long-running NBC comedy “Wings.” He also starred as the self-righteous Ned Dorsey opposite Debra Messing in the Fox series “Ned and Stacey.” In 1997, Time Magazine proclaimed that “Ned Dorsey is one of the six reasons to watch television.” That same year, and for the

same performance, Church was declared “unfit to live with dogs” by National Public Radio.

Church resides on his ranch in Texas.

TOPHER GRACE (Eddie Brock/Venom), who was a weekly fixture in homes across America in the hit comedy series “That ‘70s Show,” seamlessly transitioned from the small screen to the big screen. As testament to his success, he was honored with Breakthrough Acting Awards by both the National Board of Review and the New York Online Film Critics for his starring roles in *In Good Company* and *P.S.* in 2004.

Currently, Grace is executive producing and starring in *Kids in America* for Imagine/Universal. Grace co-wrote the script with his producing partner Gordon Kaywin and stars opposite Anna Faris. He will also executive produce with Kaywin and star in *Source Code*, a sci-fi thriller for Universal. Grace also has the comedy *Coxblocker* in development with Seann William Scott.

Grace’s major breakthrough in film came with his debut role in Steven Soderbergh’s Oscar®-nominated *Traffic*, which he followed up with a memorable cameo in Soderbergh’s *Ocean’s Eleven*. He also reprised his cameo in the sequel, *Ocean’s Twelve*. Grace’s other credits include Robert Luketic’s romantic comedy *Win a Date With Tad Hamilton!*, with Kate Bosworth and Josh Duhamel; and Mike Newell’s *Mona Lisa Smile*, opposite Julia Roberts and Kirsten Dunst.

He fell into acting in high school, where he starred in productions such as “The Pirates of Penzance,” “Joseph and the Amazing Technicolor Dreamcoat,” and “A Funny Thing Happened on the Way to the Forum.” Upon graduation, he moved to Los Angeles to attend USC where after only a short time he was called in to read for the starring role of

Eric Forman on “That ‘70s Show” by a high-school classmate’s parents who remembered him from a high-school performance. He currently resides in Los Angeles.

BRYCE DALLAS HOWARD (Gwen Stacy) most recently starred in the M. Night Shyamalan film *Lady in the Water* opposite Paul Giamatti, followed by Kenneth Branagh’s forthcoming adaptation of the Shakespeare classic “As You Like It” for HBO Films, in which she stars as Rosalind opposite Kevin Kline and Alfred Molina. Prior to that, she appeared opposite Willem Dafoe and Danny Glover in the Lars von Trier film *Manderlay*, the filmmaker’s follow-up to *Dogville*. *Manderlay* premiered at the 2005 Cannes Film Festival.

Howard made her feature film debut starring in the M. Night Shyamalan film *The Village* opposite Adrien Brody, Joaquin Phoenix, and Sigourney Weaver. After leaving the Tisch School of the Arts program at New York University, Howard immediately began working on the New York stage. Her stage work includes the role of Marianne in the Roundabout’s Broadway production of “Tartuffe;” Rosalind in the Public Theatre’s “As You Like It;” Sally Platt in the Manhattan Theater Club’s production of Alan Ayckbourn’s “House/Garden;” and as Emily in the Bay Street Theater Festival production of “Our Town.”

JAMES CROMWELL (Captain Stacy) received a Best Supporting Actor Oscar® nomination for his memorable performance as Farmer Hoggett in the smash-hit, *Babe*. Cromwell’s recent motion picture work includes *The Longest Yard*; *I, Robot*; *Space Cowboys*; Frank Darabont’s critically acclaimed *The Green Mile*; *The General’s Daughter*; *Snow Falling on Cedars*; *The Bachelor*; *The Sum of All Fears*; DreamWorks SKG’s *Spirit: Stallion of The Cimarron*; Stephen Frears’ Oscar®-nominated film *The Queen*; and *Becoming Jane*.

Additionally, he starred as Grandpa in *The Education of Little Tree*, and Police Captain Dudley Smith in *L.A. Confidential*. Among his many other films are *Star Trek: First Contact*, *The People vs. Larry Flynt*, and *Babe: Pig in the City*.

Cromwell can now be seen on Fox's "24" as Phillip Bauer. He earned Emmy nominations for his work on the HBO original series "Six Feet Under," the HBO movie "RKO 281," and the NBC drama "ER." Cromwell also starred in TNT's "A Slight Case of Murder." His body of work encompasses dozens of miniseries and movies-of-the-week, including a starring role in TNT's "A Slight Case of Murder," a cameo appearance in HBO's "Angels in America," "The West Wing," "Picket Fences," "Home Improvement," "L.A. Law," and "Star Trek: The Next Generation."

Cromwell has also performed in many revered plays, including "Hamlet," "The Iceman Cometh," "Devil's Disciple," "All's Well That Ends Well," "Beckett," and "Othello" in many of the country's most distinguished theaters, including the South Coast Repertory, the Goodman Theatre, the Mark Taper Forum, the American Shakespeare Festival, Center Stage, the Long Wharf Theatre, and the Old Globe. He recently played A. E. Houseman in the American premiere of Tom Stoppard's "The Invention of Love" at A.C.T. in San Francisco.

Cromwell has directed at resident theaters across the country and was the founder and artistic director of his own company, Stage West, in Springfield, Massachusetts. He also co-directed a short film, which was shown at the London Film Festival.

Born in Los Angeles, Cromwell grew up in New York and Waterford, Connecticut, and studied at Carnegie Mellon University (then Carnegie Tech). His father, John Cromwell, an acclaimed actor and director, was one of the first presidents of the Screen Directors Guild. His mother, Kay Johnson, was a stage and film actress.

The veteran film and stage actress, **ROSEMARY HARRIS** (Aunt May), returns to her role as Aunt May in *Spider-Man™ 3*, after having portrayed Peter Parker's beloved aunt in the blockbuster hits *Spider-Man™* and *Spider-Man™ 2*.

Harris received an Academy Award® nomination for her performance in 1994's *Tom & 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 appeared opposite Annette Bening in *Being Julia* and she recently completed work on Sidney Lumet's forthcoming *Before The Devil Knows You're Dead* opposite Philip Seymour Hoffman, Ethan Hawke, and Albert Finney.

Harris first worked with director Sam Raimi in the supernatural thriller *The Gift*. She 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 the 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.”

J.K. SIMMONS (J. Jonah Jameson) reprises the role he created as Peter Parker’s gruff *Daily Bugle* boss in *Spider-Man*™ 3, which marks his fifth film collaboration with director Sam Raimi. Simmons’ other films with Raimi are *Spider-Man*™, *Spider-Man*™ 2, *The Gift*, and *For Love of the Game*.

Simmons recently appeared in *Thank You For Smoking*, *The Ladykillers*, *Hidalgo*, *Off the Map*, *First Snow*, *Rendition*, and the forthcoming *Juno*. Simmons’ other feature films include *The Mexican*, *Autumn in New York*, *The Jackal*, *The Ref*, *Facedown*, *Texas Rangers*, *Above Freezing*, and *Extreme Measures*.

On television, Simmons is a series regular on “The Closer.” He also starred in the acclaimed HBO original series “Oz,” and has a recurring role on “Law & Order.” Simmons plays McLaughlin in the upcoming HBO film “Bury My Heart at Wounded Knee.” He has appeared in guest spots on “The West Wing,” “Homicide,” “New York Undercover,” “Feds,” “Everwood,” “ER,” and “Spin City.” He was a regular on the 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/Screen Story/Screenplay) returns to helm a third adventure with one of the world's most popular comic book superheroes in *Spider-Man™ 3* after directing the first two blockbuster adventures, *Spider-Man™* and *Spider-Man™ 2*.

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.

With his longtime producing partner Rob Tapert, Raimi returned to his horror roots in 2002, forming Ghost House Pictures. Ghost House is dedicated to the financing, development, and distribution of high concept genre films. Their next release is David Slade's *30 Days of Night*, based on the comic book by Steve Niles.

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 *Evil Dead II*.

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 producers 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.

IVAN RAIMI (Screen Story/Screenplay) is a screenwriter and physician. In addition to *Spider-Man*TM 3, Raimi has collaborated with his brother, director Sam Raimi, on many writing projects, including the classic comic sword-and-sorcery fantasy *Army of Darkness*, starring Bruce Campbell. Ivan co-wrote the screenplay for *Army of Darkness* with Sam, who directed the film. He also co-wrote the comic-book adaptation of *Army of Darkness* for Dark Horse comics. Raimi's credits also include the screenplay for the horror thriller *Darkman*, starring Liam Neeson and Frances McDormand and directed by Sam Raimi. He also co-wrote the motorcycle comedy, *Easy Wheels*. Raimi was one of the creators on the 1997 ABC series "Spy Game," which starred Patrick Macnee.

Raimi currently lives in the Midwest, where he practices Emergency Medicine and also works as a private investigator.

ALVIN SARGENT (Screenplay) 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. Sargent most recently wrote the screenplay for the blockbuster hit *Spider-Man™ 2* directed by Sam Raimi.

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*.

STAN LEE (Based on the Marvel Comic Book/Executive Producer), 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, The Silver Surfer, Thor and Dr. Strange, all grew out of his fertile imagination.

Lee served as executive producer for Columbia's worldwide blockbusters *Spider-Man™* and *Spider-Man™ 2*, directed by Sam Raimi and starring Tobey Maguire and Kirsten Dunst.

Lee most recently executive produced the global hit *Ghost Rider*, which has, to date, taken in over \$200 million worldwide. Lee also executive produced *X-Men: The Last Stand*, after executive producing the first two smash *X-Men* films. He also served as executive producer of *Fantastic Four*, *Hulk*, *Elektra*, *Daredevil*, and the *Blade* trilogy. Next, Lee will executive produce *Fantastic Four: Rise of the Silver Surfer*.

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.

Under the umbrella of his new company POW! (Purveyors of Wonder!) Entertainment, Inc., Lee is creating and executive producing an animated "Stan Lee Presents" DVD series, with the first three slated for release this year: "Mosaic" (January '07), "The Condor" (March '07) and "Ringo" (with Ringo Starr). Lee's television credits with POW! include serving as executive producer and star on NBC SCI FI's hit reality series "Who Wants To Be a Superhero?," and as co-producer and creator of "Stripperella" on the Spike cable channel, in addition to previously executive producing "Nick Fury: Agent of S.H.I.E.L.D.," "The Incredible Hulk," "Spider-Man" and "X-Men."

Lee has written more than a dozen best-selling books, including Stan Lee's Superhero Christmas, 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 autobiography Excelsior! The Amazing Life of Stan Lee.

STEVE DITKO (Based on the Marvel Comic by) 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.

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

Ziskin returns to produce a third adventure with one of the world's most popular comic book superheroes in *Spider-Man*[™] 3, after producing the first two blockbuster adventures.

Earlier this year, Ziskin produced the 79th Annual Academy Awards®, her second time producing the show. In March 2002, Ziskin produced the 74th 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 starring 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 20th 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. 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, and she received 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, the Israel Film Festival's Visionary Award and, most recently, The Producers Guild of America's David O. Selznick Award.

Until recently, **AVI ARAD** (Producer) was the chairman and chief executive officer of Marvel Studios, the film and television division of Marvel Entertainment, and chief creative officer of Marvel Entertainment. In June of 2006, Arad branched off to form his own production company, which has produced films based on some of Marvel's most renowned properties, such as Iron Man, the Hulk and Spider-Man. Arad has been the driving force behind Marvel's Hollywood renaissance, with a track record that has been nothing short of spectacular, including a string of eight consecutive No. 1 box office openings. As an executive producer and producer, his credits include *Spider-Man*[™] and its sequel, *Spider-Man*[™] 2 (Columbia Pictures), which set an industry record for opening-day box office receipts; *X-Men*, *X2: X-Men United*, and *X-Men: The Last Stand* (Twentieth Century Fox); *The Hulk* (Universal Pictures); *Daredevil* (New Regency); *The Punisher* (Lionsgate Entertainment); *Blade*, *Blade II*, and *Blade: Trinity* (New Line Cinema); *Elektra* (Twentieth Century Fox); *The Fantastic Four* (Twentieth Century Fox); and, most recently, *Ghost Rider* (Columbia Pictures). Arad's current live-action feature film slate includes *Spider-Man*[™] 3 (Columbia Pictures), *Fantastic Four: Rise of the Silver Surfer* (Twentieth Century Fox), and *Bratz: The Movie* (Lionsgate) – all slated for 2007 – with *Iron Man* (Paramount Pictures) and *The Incredible Hulk* (Universal) slated for 2008.

Born in Cyprus and raised in Israel, Arad came to the United States during his college years and enrolled at Hofstra University to study industrial management. He earned a bachelor of business administration in 1972. A long-established expert in youth entertainment, Arad is one of the world's top toy designers. He has been involved in the creation and development of over 200 successful products, including action figures, play

sets, dolls, toy vehicles, electronic products, educational software, and video games. In fact, virtually every major toy and youth-entertainment manufacturer, including Toy Biz, Hasbro, Mattel, Nintendo, Tiger, Ideal, Galoob, Tyco and Sega, has been selling his products for more than 20 years.

GRANT CURTIS (Producer) most recently served as co-producer on the first two blockbuster adventures, *Spider-Man*[™] and *Spider-Man*[™] 2. He is also the author of *The Spider-Man Chronicles: The Art and Making of Spider-Man 3*, which will be published May 4 by Chronicle Books.

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.

KEVIN FEIGE (Executive Producer), as President of Production at Marvel Studios, has creative oversight over the company's film projects, its animation work for television and DVD, and its theme park activities.

Feige joined Marvel in 2000 and has been involved in key capacities in all of Marvel's theatrical productions, including the *X-Men* trilogy, *Spider-Man*[™] and *Spider-Man*[™] 2, and *Fantastic Four* and its upcoming sequel, *Fantastic Four: Rise of the Silver Surfer*.

He is currently producing *Iron Man*, which is now before the cameras starring Robert Downey, Jr. and Gwyneth Paltrow; and *The Incredible Hulk*, which begins production in June.

In addition to his work on the *X-Men* and *Spider-Man*[™] franchises, Feige was executive producer on *The Hulk*, *Elektra* and *The Punisher*, and he co-produced the 2003 hit *Daredevil*.

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

After graduating from the USC's School of Cinema-Television, Feige worked for Lauren Shuler Donner and Richard Donner at their Warner Bros.-based The Donners' Company. While there, he worked on the action-adventure *Volcano* and the hit romantic comedy *You've Got Mail*. He then transitioned into a development position that led to an associate producer role on *X-Men*, the film that revamped the comic book genre.

JOSEPH M. CARACCIOLO (Executive Producer) recently served as executive producer on the Columbia Pictures film *Guess Who* starring Bernie Mac and Ashton Kutcher. He also served as executive producer for Columbia Pictures' *Spider-Man*[™] 2.

Spider-Man[™] 3 marks Caracciolo's fourth film with producer Laura Ziskin, having served as the executive producer on *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 was also the executive producer for the blockbuster *Charlie's Angels* starring

Drew Barrymore, Cameron Diaz, and Lucy Liu; and for two of Adam Sandler's films, the hit comedies *Big Daddy* and *Mr. Deeds*.

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*.

BILL POPE, ASC (Director of Photography) continues – in his words – “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, continued with the comic sword-and-sorcery fantasy *Army of Darkness*, and most recently contributed to the worldwide box-office phenomenon *Spider-Man™ 2*.

In addition, Pope lensed the *The Matrix* trilogy directed by the Wachowski brothers. His other credits as cinematographer include *Clueless*, directed by Amy Heckerling; and *Team America: World Police* with Matt Stone and Trey Parker.

NEIL SPISAK (Production Designer) designed the blockbuster adventures *Spider-Man™* and *Spider-Man™ 2*. 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. More recently, Spisak served as production designer for Nora Ephron's *Bewitched* starring Nicole Kidman and Will Ferrell.

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. His other film credits include *Disclosure*, *My Life*, *Benny & Joon*, *Pacific Heights*, and *The Trip to Bountiful*.

J. MICHAEL RIVA (Production Designer) is an Academy Award® nominee for his designs on *The Color Purple*. He most recently designed *The Pursuit of Happyness*, starring Will Smith. Riva designed *Zathura: A Space Adventure*, *Stealth*, *Charlie's Angels*, *Charlie's Angels: Full Throttle*, as well as Ivan Reitman's *Dave*. Riva has doubled as the production designer and second unit director on *A Few Good Men*, *Radio Flyer*, *Scrooged*, and *The Goonies*. Other memorable production design credits include *Six Days Seven Nights*, *Evolution*, *Congo*, *The Adventures of Buckaroo Banzai*, *Lethal Weapon*, *Lethal Weapon 2*, *Lethal Weapon 4*, *Ordinary People*, *Bad Boys*, and *Brubaker*.

Among his television credits is the Emmy Award-winning telefilm "Tuesdays with Morrie" and "The 74th Academy Awards®," for which he received an Emmy nomination.

BOB MURAWSKI (Film Editor) most recently co-edited Sam Raimi's blockbuster hit *Spider-Man™* and edited *Spider-Man™ 2*. He also previously co-edited Raimi's *The Gift*. He began his career as an assistant editor on *Darkman*, and 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 'Til Dawn 2: Texas Blood Money* and *Night of the Scarecrow*. 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, preservation, and theatrical distribution of classic exploitation films.

SCOTT STOKDYK (Visual Effects Supervisor) won the Academy Award® for his work on *Spider-Man™ 2*. He was also nominated for an Oscar® for his work on *Spider-Man™*, while collaborating with visual effects designer John Dykstra and director Sam Raimi.

For *Spider-Man™*, Stokdyk's team created the digital characters of Spider-Man and the Green Goblin, as well as an innovative, synthetic Manhattan, which allowed the filmmakers the ability to move Spider-Man through a virtual cityscape with complete freedom. For *Spider-Man™ 2*, huge advancements were made in the digital environment and a unique process was built to recreate the actors in CG.

Stokdyk joined Imageworks in 1997 working as a digital artist on *Contact* and *Starship Troopers*. He was CG supervisor on both *Godzilla* and *Stuart Little*. Stokdyk received his first Oscar® nomination as Digital Effects Supervisor for the creation of the incredible disappearing man and gorilla in *Hollow Man* (Best Visual Effects, 2000).

Prior to Imageworks, he worked as a digital artist on *Titanic* and *Terminator 2:3-D*, and as a sequence supervisor on *The Fifth Element*

JAMES ACHESON (Costume Designer) most recently designed the costumes for Sam Raimi's blockbuster hits *Spider-Man™* and *Spider-Man™ 2*. 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 *The 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 from the Monty Python comedies, 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 *Brazil* as well as Terry Jones' *Monty Python's The Meaning of Life* and *The Wind in the Willows*, for which he also did production design.

DANNY ELFMAN (Original Music Themes by) is one of the world's most versatile and successful contemporary composers. Nominated for the Academy Award® for his original scores for *Good Will Hunting*, *Men In Black*, and *Big Fish*, he is perhaps best known for his collaboration with Tim Burton on thirteen films including *Pee's Wee's Big Adventure*, *Beetlejuice*, *Batman* (for which he won a Grammy Award for Best Instrumental and a nomination for Best Score), *Edward Scissorhands*, *Batman Returns*, *The Nightmare Before Christmas* (another Grammy nomination for Best Score), *Mars Attacks*, *Sleepy Hollow*, *Planet of the Apes*, *Big Fish*, *Charlie and the Chocolate Factory*, and *The Corpse Bride*.

Elfman most recently wrote the original scores for *Meet the Robinsons* and *Charlotte's Web*. He also wrote the original score for the Oscar®-winning musical *Chicago* and scored the worldwide smashes *Spider-Man*™ and *Spider-Man*™ 2. His credits also include *The Hulk*, *Red Dragon*, *Men In Black II*, *Proof of Life*, *Family Man*, *A Simple Plan*, *Dolores Claiborne*, the Grammy-nominated *Dick Tracy*, *Darkman*, *Sommersby*, *Dead Presidents*, *Black Beauty*, *To Die For*, and *Mission: Impossible*. Elfman is currently scoring the thriller *The Kingdom*.

CHRISTOPHER YOUNG (Score) has evolved into one of the most skilled of a new generation of film composers who are able to move effortlessly between hardcore melodrama and off-the-wall satire and comedy. He combines the orchestral craftsmanship of the great film composers of the '50s, '60s, and '70s with an edgy sensibility as well as a keen and sharply tuned intelligence. His music can enhance dramas with subtlety and simplicity, propel suspense and action films with powerfully thrusting rhythms and electrifying textures, and provide comedies and unusual subject matter with hip, cutting-edge musical commentary. He achieved early recognition in 1987 with his bone-chilling score to the Clive Barker horror tale *Hellraiser* and in 1988 added two more thundering horror scores to his resume: *Hellbound: Hellraiser II* and *The Fly II*.

Young's distinctive and imaginative approaches to several unique projects have made him a highly sought-after commodity on films with unusual subject matter. He wrote an ingenious score incorporating breathing effects for the offbeat film *The Vagrant* in 1992. His score to the moody serial-killer film *Jennifer Eight* added immeasurably to the film's unnerving atmosphere, while his darkly dramatic score to the Christian Slater/Kevin Bacon prison drama *Murder in the First* distinguished it from several competing courtroom thrillers.

In 1995, his music elevated a trio of thrillers: the sci-fi horror film *Species* received an unnerving score in the manner of Saint-Saëns, the cyber-reality adventure *Virtuosity* was energized by a supercharged action score, and the Sigourney Weaver/Holly Hunter serial-killer film *Copycat* received a brilliantly nuanced score that burrowed deeply into the psychologies of both Weaver and Hunter's characters. He tuned in perfectly to the offbeat sensibility of the Bill Murray comedy *The Man Who Knew Too Little* and provided an appropriate urban blues groove to the John Dahl gambling melodrama *Rounders*. His other works include the scores for *Head Above Water*; Jon Amiel's

Entrapment; *The Big Kahuna*, starring Kevin Spacey and Danny DeVito; Norman Jewison's *Hurricane*, starring Denzel Washington; *Wonder Boys*, starring Michael Douglas and Tobey Maguire; and Sam Raimi's *The Gift*, as well as the scores to such hits as *Runaway Jury* and *The Core*.

Young's most recent film credits include *Ghost Rider™*, starring Nicolas Cage; *Something's Gotta Give*, starring Jack Nicholson and Diane Keaton; Raimi's *Spider-Man™ 2*, *The Grudge*, *Miss Congeniality 2: Armed & Fabulous*, starring Sandra Bullock; *Beauty Shop*; and *The Exorcism of Emily Rose*. His work will next be heard in *Lucky You*.

Young also believes in giving back to the film music community. 2007 marks his tenth year teaching as part of USC's film scoring program.

KEVIN O'CONNELL (Supervising Sound Mixer) has been a sound mixer for 25 years. He is currently working at Sony Studios in the state-of-the-art Cary Grant Theater. His credits include *Terms of Endearment*, *Top Gun*, *A Few Good Men*, *Armageddon*, *Pearl Harbor*, *Spider-Man™*, *Spider-Man™ 2*, *Memoirs of a Geisha*, and *Apocalypto*. He has been nominated for the Academy Award® for Best Sound Mixing a record 19 times.

GREG P. RUSSELL (Supervising Sound Mixer) started his career at T.T.G. Recording Studios in 1977 as an assistant recording engineer for television and film scoring. In 1981, he moved to Evergreen Studios, where he worked with such artists as Neil Diamond, Al Stewart, Heart, Ringo Starr, and many others. In 1983, he transitioned from recording engineer to re-recording mixer at B&B Sound Studios, where he mixed 55 feature films and numerous television shows, earning him an Emmy Award and two nominations.

Russell then moved to Warner Bros., and in 1989, he received his first of his eleven Academy Award® nominations, for his work on Ridley Scott's *Black Rain*. In 1995, he moved to Sony Studios, where for the past twelve years he has been mixing in the Cary Grant Theater with partner Kevin O'Connell. Since then, he has been nominated for the Oscar® for Sound Mixing for *The Rock*, *Con Air*, *Armageddon*, *The Mask of Zorro*, *The Patriot*, *Pearl Harbor*, *Spider-Man™*, *Spider-Man™ 2*, *Memoirs of a Geisha*, and this year's *Apocalypto*.

Spider-Man™ 3 marks his 160th feature film.

PAUL N. J. OTTOSSON, M.P.S.E. (Supervising Sound Editor/Sound Designer) is an industry veteran with over 100 movies to his credit. His recent films include *Spider-Man™ 2*, for which he was nominated for an Academy Award® for Best Achievement in Sound Editing, as well as *The Grudge*, *The Grudge 2*, *RV*, *The Exorcism of Emily Rose*, and *The Messengers*.

Paul was born in Sweden and came to the United States in 1987 to try his luck as a musician. After finding success in a rock band, Ottosson realized his true interests lay elsewhere and he started recording and mixing albums and smaller movies.

Ottosson won an Emmy in 1998 for the National Geographic Explorer program "Rats" and produced one of the segments for the 2007 Academy Awards®.

SONY PICTURES IMAGEWORKS INC. is an Academy Award® winning, state-of-the-art digital production studio dedicated to the art of visual effects production and character animation. Among the key members of the Imageworks' *Spider-Man™ 3* visual effect team are visual effects supervisor Scott Stokdyk (Oscar® winner for *Spider-Man™ 2*, Oscar® nominee for *Spider-Man™* and *Hollow Man*); animation

director Spencer Cook; digital visual effects supervisors Ken Hahn and Peter Nofz; computer graphics supervisors Grant Anderson, Dave Seager, Francisco DeJesus, Bob Winter and Albert Hastings; senior visual effects producer Terry Clotiaux and visual effects producer Josh R. Jaggars.

Sony Pictures Imageworks has been recognized by the Academy of Motion Picture Arts and Sciences with Oscars® for its work on *Spider-Man™ 2* and the CG animated short film *The Chubbchubbs!*, as well as nominations for *The Chronicles of Narnia: The Lion, The Witch and the Wardrobe*, *Spider-Man™*, *Hollow Man*, *Stuart Little* and *Starship Troopers*.

Imageworks continues to raise the level in the visual effects and character-animation industry, becoming a major force by providing leading edge technology to its world-class artists.

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