

WILLARD

Life has become one big trap for thirty-year-old Willard Stiles (Crispin Glover). Haunted by the ghost of his dead father and suffocated by the psychological cord that keeps him tied to his mother in their once stately home, Willard floats through life, unable to connect with those around him. An office clerk at Martin-Stiles Manufacturing, Willard only has a job because his late father made it a condition of his partnership with Frank Martin (R. Lee Ermey), who reminds Willard of this burden on a daily basis.

But Willard has made an eerie discovery: he shares a powerful bond with the rats that dwell in his basement. Suddenly, Willard has friends – hundreds of them.

A beautiful office temp, Cathryn (Laura Elena Harring), brought in by Mr. Martin to cover for Willard's alleged incompetence, lends an understanding hand. But even she takes a back seat to Socrates, Ben, and the rest of the legion of rats that begin to infest the basement of the Stiles home and whom, seemingly even more vulnerable than himself, Willard is unable to kill.

As the pressures upon Willard build and build, the foundation of his life begins to crack and the walls threaten to come crashing down. When Willard's world is turned upside-down by tragedy, those responsible must answer to his rapidly growing pack of ravenous, fearsome friends.

Beneath the surface a storm is brewing, and a darkness is about to be unleashed.

New Line Cinema presents a Hard Eight Pictures Production, *Willard*, a terrifying journey into a world of small, but deadly, creatures, Directed by Glen Morgan from a screenplay Morgan based on a screenplay by Gilbert Ralston from the classic 1971 chiller of the same name. The film is produced by James Wong, whose longtime association with Glen Morgan includes successful collaborations for television ("The X-Files," "Space: Above & Beyond") and film (*Final Destination*, *The One*). Bill Carraro, Toby Emmerich and Richard Brener are the executive producers.

The creative behind-the-scenes team is led by director of photography Robert McLachlan, A.S.C, C.S.C. (*The One*), production designer Mark Freeborn (*See Spot Run*), two-time Emmy winning editor James Coblenz (*The X-Files*) and costume designer Gregory Mah (*Ignition*). Stuart Robertson is the visual effects supervisor. Boone Narr (*Cats and Dogs*) is the animal stunt coordinator. Rick Lazzarini is the animatronics supervisor. Shirley Walker composed the score.

New Line Cinema will release *Willard* (rated PG-13 by the M.P.A.A. for “terror/violence, some sexual content and language”) nationwide on March 14th, 2003.

ABOUT THE PRODUCTION

Though based on the book Ratman's Notebooks by Stephen Gilbert and the 1971 horror movie it spawned, writer/director Glen Morgan's *Willard* takes a different approach. A devoted Hitchcock fan, Morgan envisioned a psychological horror drama that would cross elements of *Psycho* and *The Birds*. In fact, prior to the start of production, he screened the two movies to give his team a sense of what he was aiming for. "We've really tried to make it smart and creepy," says Morgan. "This is the story of a very lonely, angry young man. Something Crispin Glover pointed out that I like is how the rats just kind of appear. The rats are a manifestation of Willard's anger. And if you don't get rid of that anger then it's literally going to eat you."

Crispin Glover, the enigmatic performer whose diverse film credits include *Back to the Future*, *River's Edge* and *Charlie's Angels* (as well as this Summer's sequel, *Charlie's Angels: Full Throttle*) notes that Morgan's screenplay resonates with classical themes. "This film, more than the book and more than the previous film, has a lot of structural and character similarities to, strangely enough, Hamlet," he says. "Hamlet is a character who never comes to a decision, who doesn't act until it's too late. There is a father who has died yet remains a specter. There is the closeness with the mother. There is the contemplation of suicide: Willard's 'to be or not to be' scene." But while *Willard* may borrow much from tragedy, it still remains a horror film, blending psychological suspense with what Glover calls "the heightened fantasy element" of killer rats.

Glen Morgan infused the film's two key rats, Socrates and Ben, with characteristics that reflect Willard's state of mind or represent key figures in Willard's life. For example, like Willard, Socrates loses his mother while Ben possesses shades of Willard's father. "The two rats also represent our good and bad sides: how Willard can come to love this little rat (Socrates) that came in from the basement, yet ultimately decides to go the way of Ben," Morgan explains.

Adding Freudian psychoanalysis to the mix, Glover explains, "there is an *Id* element that is being represented, and a Superego. If one wants to be strictly Freudian, it's like the rats both enact Willard's wants and also tell him to do this or don't do that."

The rat infestation begins in the cellar of the Stiles home, its atmosphere “a compilation of my and Glen’s memories of the worst cellar in the world,” recounts production designer Mark Freeborn.

In the opening sequence of the film, the fuses blow, plunging the basement into darkness for the duration of the film. “It’s a cave,” Freeborn describes. “The floors are heaved; plaster is cracked. There are light leaks from holes in the foundation. The original pipes, leaking and busted, have been replaced. It’s full from eighty years of people storing their cast-offs. So you never know what’s around the corner. Even without the rats it has a personality of its own.”

In fact, the house becomes a character in itself that, like the rats mirror Willard’s inner psyche. Built in the style of the late 1800s, the house reflects the grandeur and emotional idealism of that age—or at least the illusion of it—yet its furnishings are from the 1970s, indicative of when things took a turn for the worse for the Stiles family. The parlor, long since abandoned by guests, has been turned into a shrine to Willard’s father, who gazes down upon his family from the portrait above his urn, his ashes—and his ghost—never really buried. This is a home centered around death and the threat of it. This is a home and a family in the midst of decay. This is Willard: stuck in the 1970s, stuck in adolescence. “The house really comes to life in this movie,” explains Freeborn. “It underscores Willard’s personality and deteriorates along with him.”

With Willard’s sadistic boss, Mr. Martin, chipping away at the Stiles house, Glover sees the structure as representing the total of Willard’s heritage. “Mr. Martin is ultimately trying to get rid of this house,” the actor says. “And there are many things eating away at the foundation, not just the rats. Everything is going against the solidity of his background. And that’s psychologically traumatizing.”

The attempt by Mr. Martin to take possession of Willard’s home is the last spike in what Martin hopes will be Willard’s coffin. Already implicated in the suicide of Willard’s father, Martin won’t rest until he has rid himself of this threat to his conscience—assuming he has one.

R. Lee Ermey, who plays the wicked Martin, describes his character as “cruel and ruthless. There’s not a redeeming bone in his body. Martin lulls Willard into a false sense of security and

then, when Willard is just about relaxed and becoming unaware, moves in and grabs him by the throat and just chokes the hell out of him.” The abuse takes many forms—verbal harassment, public chastisement, financial penalties—each calculated for maximum damage.

There’s only one person, Cathryn, who understands a measure of what Willard is going through and stands up to Mr. Martin on his behalf. Laura Elena Harring, who electrified audiences in David Lynch’s acclaimed *Mulholland Drive*, describes Cathryn as “the little bit of sunshine in Willard’s life and in the office. She too was a lost soul once, so she understands how lost he is. And she tries to get Willard to let her in.”

“She offers Willard an escape from his boss, from his home life,” adds writer/director Glen Morgan, “and it’s part of the tragedy that he doesn’t grasp to that.”

In contrast to the rats that lead Willard astray, there’s “a very feline energy to Cathryn,” says Harring. “She’s just a wonderful, nourishing character.”

If Glover’s Willard isn’t creepy enough, the rats always are. While Socrates is an Albino Norwegian rat—harmless looking, even cute—Ben is played by an African Gambian, the largest rat in the world, about five times the size of the Norwegian rats most people are familiar with.

“Glen Morgan always envisioned Ben being the sort of rat that people see lurking in the shadows in New York City -- ‘that rat was bigger than my cat’,” says executive producer Bill Carraro. “I think Ben is one of our best creep elements in the film.”

Stubborn and vengeful, Ben’s struggles for control often turn violent. When Ben demands to share the bedroom with Willard and Socrates, Willard forcefully throws the larger rat out, then turns to Socrates—to his “mother” figure—and, in a clearly Oedipal way, plaintively defends his actions: “He *has* to learn. *I’m* the boss.”

The humanlike quality of the rats is made possible through the use of new technologies that allow facial expressions to be tweaked in post production, giving the animals a broader range

of emotion. “If we don’t get 100 percent out of the live animals or the animatronic route, we have the ability to enhance gestures with CGI work,” says Bill Carraro.

Laura Elena Haring remarks how well the animals’ emotions translate onto the screen. “There’s a really interesting dynamic of power and jealousy between Ben and Socrates,” she says. “Everything that we as human beings struggle with, the rats struggle with too.”

Animal Stunt Coordinator Boone Narr points out that computers not only make the rats seem more human, but also much more frightening. “The way our *Willard* differs from the original film is that technology in filmmaking has advanced so far. We’re able to do things in the camera that we weren’t able to do then to heighten the fear factor of these rats.”

Producer and second unit director James Wong adds, “We have a much greater ability to make the attacks of the rats, the way they mass, the quantity of rats that we have, so much more believable and so much scarier and more suspenseful than the original.”

With the bar kicked even higher in terms of both action and visual effects, the filmmakers strove to intensify every aspect of the rats. “Our rats are not just seen running from one point to another, but attacking a tire and chewing it apart, attacking a piece of furniture” describes Bill Carraro. “Whenever you’re dealing with a suspense or horror film, you want to explore people’s fears, things that people are uncomfortable with, and the truth is that most people are fearful or have a discomfort with rodents in general, particularly rats. Just the imagery, the sounds of them in the walls, the swarming images of rats is enough, I think, to creep out most people.”

But while the rats might in many ways be the stars of this film, Laura Elena Haring remarks that writer/director Glen Morgan’s script succeeds precisely because it goes beyond the creep factor, noting “it’s a movie about pain and humiliation, and the lack of compassion that we can have for one another sometimes.” This lack of compassion that can often kill.

Glen Morgan and James Wong have been long-time creative partners, writing and producing together since 1983, most notably on The X-Files. While making the rounds after their feature film debut *Final Destination* (which they co-wrote, Wong directed and Morgan produced) they

discovered there was one film company that was looking to do remakes of late 60s and 70s horror movies. Yet *Willard* never came up in discussions. “Then one day,” as Glen Morgan recalls, “my wife and I were driving past New Line Cinema’s building and out of nowhere I thought ‘*Willard*.’”

After acquiring the rights on their own, Morgan set out developing the project as a contemporary suspenseful version of the original. “One of the bigger challenges to this film was trying to stay true to the script that Glen wrote,” notes executive producer Bill Carraro. “It jumped off the page as far as visualizing what the rats were doing, and what the characters were experiencing when they interacted with them. A lot of what he built into the script had to do with sound design and intimate interaction with the rats, which is not something that’s easily done on screen.”

After exploring and testing various combinations of live, computer generated and animatronic rats, the filmmakers ultimately decided on a combination of all three. “No one element was best for the entire movie, so we knew we were going to have to juggle all of them, weave them together to make a seamless presentation of the rat sequences,” says director Morgan,

To this end the producers began assembling their team with Boone Narr coordinating the live animals and Rick Lazzarini building the animatronic rats. Narr, who had worked with rats for *Mouse Hunt* and *The Green Mile*, swore he wasn’t going to do any more rat movies but the chance to do *Willard* changed his mind: “So then I rethought the ‘not doing the rat thing again’ because this is, like, the ultimate rat movie.”

Lazzarini, who had seen the original, was immediately interested, though he soon discovered he had bit off more than he thought: “We’ve been called to do realistic animals before for different films, but this seemed a bit smaller than usual. But Glen Morgan said, no, this is a big rat. This is an African Gambian Pouch rat.”

While Narr and Lazzarini set to their respective tasks, Morgan and his producing team set about casting the film. First up was, of course, the part of Willard. While Crispin Glover had already been approached, it was while casting the other characters that the decision to go with Glover was cemented: “While we were looking for actors there was an agent that told an

executive at New Line, 'Oh, my God, if Crispin Glover plays Willard I want to see that movie 75 times and I still won't be satisfied,'” explains Morgan. “When an executive hears anyone say something like that, it's a done deal. And now I understand why people wanted to see him play this part. He was very professional and made this part his own.”

Called by many as the “perfect Willard,” Glover himself agrees with this assessment. “I think I was really right for this role. I think it's known that Willard is not relating with the culture. There's somewhat of an outside quality to Willard. This is something I can portray well.”

Glover's co-stars agree. “I honestly believe that we could have looked all over the world and not found the real Willard if we hadn't found the real Crispin Glover,” says R. Lee Ermey. “Because Crispin just fits right into Willard like an old, comfortable pair of shoes. He's fantastic. We'll see the show, and everybody will understand just how intense Crispin can be.” Laura Elena Harring agrees, adding “Crispin plays Willard as if he *were* Willard. When he flashes a smile, it's so innocent, it's so beautiful because there's so much pain.”

R. Lee Ermey found the role of Mr. Martin to be “a completely and totally different individual than I have ever played in any film.” Ermey already had some history with Glen Morgan, having done the pilot for the television series “Space: Above and Beyond.” “And, you know,” he adds, “the highest compliment that a director can pay an actor is to bring him back on another show. So when Glen asked me to do *Willard* I was certainly pleased.”

With Glover and Ermey on board, director Glen Morgan set out to find his female lead. John Papsidera, the casting director, said they had to get Laura Elena Harring. “But,” explains Morgan, “I really thought that she'd be unobtainable for a movie like this. Moreover, it's tough to gauge an actor from a David Lynch movie because the performances and characters are so unique. I watched *Mulholland Drive*, and Laura's character is so different there than here. But when we talked on the phone she understood the movie. And she was wonderful, a terrific actress.”

Harring, too, remembers the call well. “I really enjoyed the first conversation I had with Glen,” she says. “When I read *Willard* I thought, ‘This is a mix between *The Birds* and *Psycho*.’ So when Glen said ‘I want to shoot this like *The Birds* and *Psycho*’ I knew I had to be on board.”

Crispin Glover has nothing but rave reviews for his co-star, whose empathy he found refreshingly real. “The most important thing about Cathryn is her genuine empathy for Willard. And Laura seems to have that very readily. Sometimes that can feel fake. But she’s a great actress. And good with that quality in particular.”

Jackie Burroughs rounded out the key cast as Mrs. Stiles, Willard’s mother. The ensemble of actors gelled, feeding off each other’s talents and learning from different approaches. “Jackie Burroughs had more of a transformative role as well,” say Glover. “She played a character that is very different from how she is as a person. That’s one of the things I like about film acting. It’s those moments when, when they work well, you can incorporate them into the psychology of your character as a memory you can reflect on. Everybody was pretty vivid—Jackie, Lee and Laura.”

Jackie Burroughs even wanted to play her character’s corpse in the funeral scene, but Morgan drew the line, insisting on a dummy. “He was very precise in what he wanted,” Burroughs shrugs. “He didn’t want any human error; he didn’t want that big toe twitching.”

R. Lee Ermey feels it is precisely this perfectionism that will set *Willard* apart from so many other films. “One of the reasons it’s going to be a great show is because of Glen Morgan,” he says. “I’ve watched the scenes that we’ve shot. We left no stone unturned. We shot it until it was right, until it was perfect.”

Morgan also brought a bit of history with him, placing inside jokes and innuendoes that reference the original *Willard* and Morgan’s past work on “The X-Files”. Fans of that show will have fun spotting Scully the doomed cat, who meets his fate during a rather macabre reinterpretation of Michael Jackson’s song “Ben.” The portrait of Willard’s father that hangs in the parlor is of Bruce Davidson, the actor who played the original Willard, a “good homage” says Crispin Glover. And then there’s just the twist of giving all the animals human names and all the humans animal names like Martin, Cat, Leach, Foxx, Salmon, and so on. Not to give all the fun away, but audiences should “look at what the art department did with the signs on the walls and stuff,” says animatronics wizard Rick Lazzarini.

Jokes aside, there were still the rats to contend with, which made crewing up a challenge. “There were a lot of enthusiasts who were fans of the original *Willard*, and also fans of horror films, but who basically just could not get past the idea of spending many, many weeks in and around rats,” remembers executive producer Bill Carraro. Director Morgan adds, “A lot of crew people wouldn’t even interview for this movie because of the rats.”

Once shooting began, says Animal Stunt Coordinator Boone Narr, tensions eased up quickly. “The first few days on the set nobody wanted to get near the trainers or the rats,” he recalls. “Then everybody started getting a little closer, everybody wanted to pick them up, everybody wanted to pet them, and everybody wanted one by the end of the show.”

During prep, Narr and his team spent time with the actors to acclimate them to the rats. “Everyone was a little reluctant,” says Narr, “even the actors. So we got together and worked with the rats a little bit so the actors could get over their fears, especially Crispin because Willard has to be friends with these guys. And it’s a pretty tough thing to go up to somebody and say, ‘Look, I’m going to cover you with rats and you’re going to be fine, there’s not going to be a problem.’ ”

“It’s a movie about rats, so you have to face all your fears,” says Laura Elena Harring. “You have to face all the preconceived notions and judgments about them. I like challenges, and I like doing things that push myself to face my fears. So that’s what I did.”

All that preparation notwithstanding, “there were moments on the set with a couple of our key cast who were not quite as brave in the trenches as they were in the casting sessions or the rehearsal period,” laughs Bill Carraro. But there were also moments of real affection. R. Lee Ermey remembers one little female rat that was “supposed to run to the food with the hordes of other rats. She’d make it about ten feet and then lay down and flop over, looking for somebody to scratch her tummy. She was my favorite, yeah.”

Cute or scary, dealing with animals brings a whole new set of issues to the making of a movie. Says Bill Carraro, “any film that’s done with animals is a challenge because you personally have to deal with the realities of taking precautions and interacting with the American Humane Association, making sure all the animals are healthy, that the crew and cast know what the

limitations are.” This is especially true in scenes of violence. “When you’re working in a situation where an actor is supposed to be struggling with an animal, you actually have to protect the animal while that stunt is happening.”

All of the sets were designed to accommodate the animal trainers, animatronics puppeteers and digital effects supervisors. “And then we had to figure out how we were going to shoot it,” Carraro recalls.

Basic animal instincts were a concern everywhere (particularly with the cats working in the film), but more so with the Gambian rats that played Ben, which producer and second unit director James Wong explains are essentially wild animals. “They’re not a rat that can be sold at pet stores,” he says. “And so we were worried that the Gambians would be too aggressive. And in fact when we first got them they were extremely aggressive; when you reached in to their cages they would bite at the hand. But after a while the trainers realized that if they just let the rat come out of the cage, he was fine. He was just establishing his territory. So, working with a Gambian, you just opened the bag for him to come out; you didn’t reach in to grab him.”

It was a testament to the skills of the trainers—and to Glen Morgan’s meticulous storyboarding—that everything worked out so smoothly. Crispin Glover, who of all the actors spent the most time with the rats, was appreciative of the efforts of his colleagues: “Things were so story-boarded that the trainers knew exactly what rat was going to do what particular action, and each rat was trained specifically just for that action. It was done very well and it was really easy to work with them.”

Glover goes further, noting that the rats were “acting partners, they really were,” he says. “One of the very first scenes that I did with the rat was with my mother in the funeral home. I’m showing the rat to my dead mother, kind of introducing her to Socrates for the first time since I’d always hidden him away. And it was a pretty emotionally involved scene, so I was thankful that each time the rat did exactly what it was supposed to do.”

Working with all those rats also raised considerations for the design and camera crews. Production designer Mark Freeborn indicates how the rats were “a driving force in building the set.” Though initially unsure of what would need to be done to accommodate the rats,

Freeborn and his team planned to simply adapt during the production process as the animal handlers presented them with their needs. As Boone Narr trains his animals to the actual space, this proved easier than expected. “However, we did have to make sure that wherever possible none of the set dressing had openings underneath because the little critters have a real penchant for disappearing,” Freeborn adds. “A great deal of the film takes place on the floor, so we had to take the approach that everything that we did on that level was real. The hardwood floors, the baseboard registers, the quarter-round moldings, everything.”

While Freeborn tended to the physical details, director of photography Rob McLachlan—who, like Freeborn, had worked with Glen Morgan and James Wong on “Millennium”—had to find a way to shoot the rats to achieve the feel that Morgan sought. To his surprise, it turned out that rats, too, could be divas. “Socrates was a little bit difficult at first,” recalls McLachlan. “He insisted on being photographed from the right. And the Ben rats, when we tested them the first time, were incredibly high-strung and twitchy. The trainers did a fabulous job of mellowing them out, but we still found that if we wanted Ben to look really menacing we had to make him look very still so that he would look like he was hovering.” Ben had to be shot at 96 frames a second to “slow down his actions, making his movements seem heavier and giving him the weight of an evil character.”

The second major problem was how to light the rats which, when photographed in too much light, “just became far too cute,” says McLachlan. “They’ve got these bright little eyes, little ears, and they clean themselves—just way too cute. Whereas if we took the light off and they were just shapes on the floor with those long tails, suddenly they got very creepy. That’s the fine line we walked. We wanted detail—we wanted to show that they were real rats—but on the other hand we didn’t want them to look like somebody’s pet.”

McLachlan found that reducing the light on the rats was beneficial not only to the intended effect of the animals, but also to the movie as a whole. “If you were going to encounter rats in an urban situation,” he explains, “usually it’s a fleeting glimpse. It’s a shadow or a shape. That’s a lot creepier and scarier than seeing them really well lit. It’s a classic case of what you don’t see off in those corners around the edges of the screen is scarier than what you do see. It lets your imagination fill in a lot more.”

Further, McLachlan sought to meet Morgan and Wong's desire to not film *Willard* precisely like a traditional horror movie. "They wanted it to look like a domestic drama where all the locations, the lighting, it all looks very familiar to you," he says. "There's no blue moonlight shafts and such coming through the window that instantly say 'horror film.' So, it's more of a challenge to scare someone in broad daylight, and make them feel unsettled in a situation like that."

In the daytime everything is warm and sunny. But this film takes place in an urban environment, where the predominant light source at night is not the moon but streetlights. "And street lights are almost always sodium vapor, that sickly yellow-orange glow which isn't very flattering," McClachlan describes. "It's a really macabre-colored light. And always a little underexposed. Always a little dark and gloomy. It's the color of night in Willard's world."

In addition to carefully planned lighting, McLachlan endeavored to use the camera as much as possible to define the characters and their relationships in the story. Here, he and director Morgan saw very much eye to eye. "Glen had some very specific ideas about how he wanted to use the camera," recounts McLachlan, "in terms of how high the lens was in relation to Willard at certain points in the story. We went from being imposing and intimidating to being a little underneath him as he becomes more powerful and more sure of himself, marshalling these friends—these killer rats—behind him."

McLachlan and Morgan conducted tests with Crispin Glover and discovered that the really wide-angle lenses that they were hoping would work well actually exceeded their expectations. Wide-angle lenses accentuate an actor's features and also hold more of the background around him; the environment becomes much more of an element in their character development. At the beginning, then, Willard was shot using normal lenses, especially when photographed beside Cathryn and beside his mother. "He looks incredibly normal and wholesome, like this really nice guy," says McLachlan. "You feel sorry for him." But as Willard changes from good to bad to worse, the camera's relationship with him also changes. "As Willard starts to really lose it, we got wider and wider. And we tended to shoot close-ups with a wide-angle lens, pushing Willard much more into the audience's laps. It was really effective."

In keeping with director Morgan's intention to invoke the spirit of Hitchcock, the film incorporates influences by the master of suspense. "How we used the camera was very much influenced by Hitchcock," says McLachlan. "Slow camera moves, slow dollies into closed doors, and camera moves that aren't always perfectly smooth and steady but that sometimes stop and start abruptly during the same shot."

McLachlan's camera work was supported by Production Designer Mark Freeborn's set design. Most important of the sets was the Stiles home, a "house that decayed with Willard's decaying sanity," says Freeborn. The idea was also to use as little artificial light as possible, to create the atmosphere mainly using exterior light through the windows, creating a very "cave-like or nest-like atmosphere."

The cellar in particular was important, integral as it is to the film's visual message. There the primary light source is an old-style octopus furnace, for which Freeborn's team searched long and hard for, and which turned out to be more of a character than originally planned. "We didn't want to have any artificial light in the basement whatsoever," says Freeborn. "We wanted to create a space that was the compilation of my and Glen's memories of the worst cellar in the world."

As for the rest of the house, "Glen was very loyal to the original script," says Freeborn. "He wanted the essence of the original house to be a part of the essence of the house in our film. But shooting Vancouver for New York at the best of times is an adventure, mostly because the construction methods are totally different. New York is a brick and brownstone city. Vancouver is a timber and wood siding city."

Luckily for them, location manager Danny McWilliams is a person who doesn't follow the normal path; who's interested in finding something new every time he goes out. The team spent some time looking at the old standbys, but they realized that none of them worked physically. And then luck intervened again when they stumbled on a stand-alone brick house. It was on a slight rise so it had a bit of authority in the neighborhood. "And, interestingly enough," says Freeborn, "it was down the hill from just about where the Stiles house should be. And it was also very much the Stiles house in the interior. Had it been a little bit bigger and had we not had rats to contend with, we could've easily shot the film there."

This house had its own story, which mirrored the story in the film. “It involves long-departed original owners whose possessions remained in the house from the mid 70s, which worked very well with our time line and the idea that the Stiles family started to come apart around that era,” explains McLachlan. “For the mother’s room we used a lot of dressing from the exterior house because it had the right feeling about it. It had the right density. It created the right feeling with mother Stiles. And it also brought a particular smell of decay with it. So that when Jackie Burroughs walked into the room for the first time she was struck dumb.”

In addition to the theme of death and decay, imagery that suggests Willard’s imprisonment also dominates the film. “Throughout the film you will notice that there is a very linear concept with everything,” explains Freeborn. “There are a lot of vertical lines. Everywhere Willard is, everywhere the rats are, everywhere Martin is, everybody is trapped. All the windows have bars. All of the woodwork has a strong vertical theme. The elevator at Willard’s office is the open mesh type, a culmination of the idea of being trapped in a cage

“The thing about rats is you don’t know where they are,” says Laura Elena Harring. “They can be in the walls, living right next to you, and you have no idea they’re there. As soon as the lights go down they’re everywhere. But when the lights go on again, they disappear. They’re survivors. They’re warriors. They must be very clever.”

Harring should know this fact, having survived her own encounter with giant rats. While on location in India, the actress went to a movie theater, “and I kept hearing crackles, crackles, crackles, like something chewing on plastic,” she recollects. “It freaked me out a little bit. So I put my feet up on the seat in front of me. It was an empty theater, a huge place. At intermission all the rats scurried out. Huge rats walking across the screen. It was the freakiest thing. I left. I just couldn’t deal with the fact that as soon as the lights went down again...”

ABOUT THE RATS

“When they first started training these things I thought, oh, this is never going to work,” recalls Glen Morgan. “And it’s just phenomenal how well they trained them; I don’t know how they did it. They train a rat to do that?!”

“It was much like training for the Olympics,” says Animal Stunt Coordinator Boone Narr. “We started off by weighing the rats every single day, making sure they got enough to eat but that they didn’t eat too much and get overweight and sit and didn’t want to work.” Every rat had a number under his tail for identification, and all were logged at the start and end of every day and every scene. It was a tedious but necessary task, even with all the care taken to block off the set and corner off all the little cubby holes where they might want to hide. “And we never lost a single one,” boasts Narr.

About a month before filming began, Narr traveled up from his ranch in California to Vancouver and built a facility next to one of the stages. Here his team trained the rats—all 550 of them! The rats, most of which were of the Norwegian variety, were grouped according to their specialty in teams ranging from as little as five to as much as one hundred rats. There were three hundred “working” rats which could climb, jump, chew tires, go through windows, attack people, and such, all trained for a particular scene. There were rat “extras” for the background—what Narr called atmosphere or filler rats—used where the scene demanded a desk or a chair in the background be covered with the creatures.

It was the sheer numbers that proved the greatest difficulty for the animal team. Taking the rats from the training area to the set, shooting the scene, gathering the rats back up, counting them, and then moving to the next scene was very labor intensive. “To shoot one of our massive scenes where we work in all 500 rats,” says Narr, “took ten trainers to prep, release the rats, do the scene with the actors, and then gather everything back up. A scene could take anywhere from thirty minutes to three hours depending on what was seen in the camera and how it was shot.”

Narr's team even set a precedent working with the African Gambian rats that played Ben. The rats, despite their name, are bred in the U.S. by only a few specialty breeders, as they don't procreate well in captivity. Narr purchased eight of them to play Ben even though, as Narr explains, "nobody had ever trained one before. So we didn't know how they trained, how they handled. Well, to our pleasure they worked out great. I wouldn't say they'd make a good pet, but they're great working rats and they came through for us. They pulled off a lot of scenes that we never thought we would be able to do with a real rat."

And when using a real rat wasn't possible, animatronics puppeteer Rick Lazzarini stepped in with his incredible fakes. Taking over three months from start to wrap, Lazzarini's team of thirty artists produced three animatronic Bens, two non-animatronic Bens, an animatronic Socrates, three non-animatronic Socrates, twenty static mid-ground rats, and 200 static background rats.

It was a long and detailed process to create animatronic animals capable of the scrutiny this film demanded. Lazzarini's team researched the rats, their size and habits, how they moved. Extensive measurements were taken, footage and photographs were analyzed. A rat was purchased from a local pet store and put it in the shop for reference. And a visit to Narr's facility to see the Gambian rats was also required. "Very early on we went to Boone's place and looked at the real Gambian rat," says Lazzarini. "But at that point it hadn't been tamed, domesticated, or trained. It was all over the place. So it was tough to get accurate measurements or even good, non-blurred photographs of the thing."

From there a clay sculpture was created of the rats as they would be without fur, which the team strove to get as anatomically correct as they could. At the same time, however, they built in a little bit of character, making the eyes a tad more sinister than those of real rats because, as Lazzarini explains, "primarily we were looking for shots where you're thinking 'This rat is evil.'"

From the sculpture, Lazzarini proceeded to make silicone master molds, baking molds, and a core, made from foam latex with silicone used for the tail. Latex was chosen because the rats are mostly fur, and latex is the easiest material into one can implant fur. While the molds were being created, Lazzarini had a mechanical crew working on the internal structure of the creature, building all the different joints that were needed to make the nose, eyes, ears, neck,

spine, and legs move; and a fur crew worked on finding the best way to make the hair look and lay and move the way it should. From there he cast rubber skins over the now mechanized molds. Clear urethane latex was used for the ears (as they are translucent on rats) and whiskers made from stripped feathers were added to the face. Comparisons were made to real rats with different iterations and generations worked over until the team got it just right. “And then you had a rat,” concludes Lazzarini, as if it were that easy.

The animatronic rats have an aluminum and steel skeletal structure with a vertebrae construction in the neck, head and tail, giving the rats flexibility and movement. Controlled by cables, bodies move and breath, spines flex, heads move up and down and side to side, eyes blink and brows rise, noses and whiskers wiggle, mouths open, ears flare back, and tails move from side to side. The whole rat is jointed, with rods that can be attached to the arms and feet; alternatively radio control can be used to move these appendages. The two main rats, Socrates and Ben, also have radio-controlled blinking eyes and a brow that comes over to make them look a little concerned or angry. “One of the cool things we did was on the eyes,” says Lazzarini. “Rats don’t blink much, but when they do their eyes kind of suck in almost like a frog’s. So we built a fixed eye with a blinking lid over it; the orb of the eyeball sucks in a little bit. It took a while to design, but it added another dimension to the rat.”

Lazzarini’s most difficult task was creating a realistic animal of such a small size. “Having to have all those functions in a small package became much more of a challenge. Once we looked at a real rat and saw what it does and what we had to duplicate, that became the challenge. In truth we probably made these guys two or three times over.”

“And you would think that because of the size of the rat, that it wouldn’t take very many people to operate it, but actually it did. It took two people to operate just his body, another person to hold him and place him in space. And then another person to operate, say, the bladder that makes his lungs move. And if there were any other rod-operated movements that he needed to do on his other legs, then we needed a person there as well. So it usually took three or four people to give him all of the moves he needed to do.”

Despite what seems like live capabilities, there was one thing the animatronic rat couldn't do: move from one point to another on its own, (or appear to do so across a full frame). The animatronic rat could lunge or take a few steps, but anything further had to be extended using CGI. Rats that appeared on camera also had to be fixed in post. But where computer technology really came in useful was where a multitude of real and animatronic animal movements had to be mixed into a seamless image. The best example of this are the scenes where the rats are swarming and attacking.

"It's a matter of a lot of little pieces put together," says Boone Narr. "The CGI team, the animatronic guys, our guys, the effects people, it seemed like the whole team had to come together to pull this off." The whole team had a great deal of patience. As executive producer Bill Carraro explains, "We wanted a very realistic motion and gait to their run and their head movements. It's quite a complicated process with that great a number of rodents attacking a character. So it was quite time-consuming putting together all the individual shots of them doing various tasks and making it look like they were doing it all in one attack per se, when for us it was dozens of shots."

As Rick Lazzarini concludes, "everything is an illusion." To this adds James Wong, "The reality is that rats will probably never swarm a living animal or human being so fast that they can't escape. But in the computer we can make our rats do the impossible." And that's what horror films are all about.

ABOUT THE CAST

Crispin Glover (Willard)

While he's never been a typical leading man, Crispin Glover has distinguished himself as one of the most intriguing personalities in the movie business. His unusual characters and artworks have inspired a cult-like following that has dubbed him both madman and genius. Glover has delivered standout performances in over 30 films, including *River's Edge*, *Back To The Future*, *Wild At Heart*, *The Doors* (as Andy Warhol), *People Vs. Larry Flynt*, *Nurse Betty*, and *Charlie's Angels*. The author of multiple works of fiction (*Oak Mot*, *Rat Catching*, *What it is*, and *How it is Done*), a spoken-word stage performance (*The Big Slide Show*), and the album, (*The big problem does not equal the solution. The solution equals let it be*). Glover is also the director and producer of two feature films currently in post-production, *What Is It?* (for which he wrote the screenplay) which Glover describes thus; being the adventures of a young man whose principle interests are salt, snails, a pipe, and how to get home, as tormented by a hubristic racist inner psyche. Most of the cast has Down's syndrome, but it is not about that." And it's sequel (*EVERYTHING IS FINE!*) which Glover describes thus: "It was written by and starring Steven C. Stewart who was 62 and had a severe cerebral palsy. "EVERYTHING IS FINE!" is Steven C. Stewart's psychosexual autobiographical story with fiction and fantasy but an ultimate truth. Steven C. Stewart died within a month of the completion of filming".

R. Lee Ermey (Mr. Martin)

R. Lee Ermey, a Golden Globe nominee and Boston Society of Film Critics Award Winner for Best Supporting Actor in director Stanley Kubrick's *Full Metal Jacket*, is one of the most successful and talented actors in film and television today. His numerous film credits include *Switchback*, starring opposite Dennis Quaid and Danny Glover, *Dead Man Walking*, *Seven*, *Leaving Las Vegas*, *Murder In The First*, *Life*, *The Frighteners*, *Sommersby*, as well as his critically acclaimed role opposite Jared Leto in *Prefontaine*. He continues doing numerous voice-over roles which span from *The Simpsons* to *Toy Story (1 and 2)*.

Ermey served 11 years doing active duty with the U.S. Marine Corps. He rose to the rank of staff NCO, served two years as a drill instructor, and performed a tour of duty in Vietnam. Medically retired in 1971, he used his G.I. Bill benefits to enroll at the University of Manila in

the Philippines where he studied drama; Francis Ford Coppola was filming *Apocalypse Now* in the area and cast Ermey in a featured role. He has since gone on to star or appear in approximately sixty films.

Ermey starred with Elizabeth Pena in the feature *On the Borderline*. Just before that, Lee was in the feature film *Skipped Parts*, with Jennifer Jason Leigh and Drew Barrymore. Lee most recently starred in *Saving Silverman*, with Jason Biggs, Jack Black, Steve Zahn and Amanda Peet. And, soon to be released, Ermey appears opposite Jeff Bridges in *Scenes of the Crime* and Harvey Keitel in *Taking Sides*.

Ermey is no stranger to prestigious television either. He has starred in numerous telefilms, including HBO's *Weapons of Mass Distraction*, TNT's *The Rough Riders*, TNT's *You Know My Name* starring Sam Elliot, as well as Showtime's *The Apartment Complex*. He also had a recurring role on FOX's critically acclaimed "Action", starring Jay Mohr and Illeana Douglas. He can currently be seen hosting "Mail Call", his own talk show for the History Channel.

Laura Elena Harring (Cathryn)

With an impressive body of work that encompasses film, television and theater, Laura Elena Harring is quickly emerging as one of Hollywood's most versatile and sought after talents.

Harring also has a role in the darkly poetic tale, *Masked and Anonymous*, for director Larry Charles. The film stars a plethora of actors and actresses, including Bob Dylan, Jessica Lange, Luke Wilson, Penelope Cruz, and Jeff Bridges. Harring will also be seen opposite Dougray Scott in the independent suspense thriller, *The Poet*, for director Paul Hills.

Harring is widely recognized for her role in David Lynch's film *Mulholland Drive* portraying dual roles; as Rita, an amnesia victim searching for clues to her identity and Camilla Rhodes, the classical Hollywood femme fatale. Her performance garnered critical acclaim and comparisons to Hollywood legends such as Rita Hayworth and Ava Gardner. It was for this role that Harring recently received the ALMA Award for "Outstanding Actress in a Motion Picture."

Harring co-starred in *John Q* with Denzel Washington, Anne Heche and Robert Duvall. Other film credits include *The Alamo: Thirteen Days to Glory*, in which she co-starred with the legendary Raul Julia. She also appeared in Adam Sandler's *Little Nicky*, *Exit to Eden*, and *The Forbidden Dance, Lambada*. Laura is most recognized by her fans for her role in Aaron Spelling's television drama "Sunset Beach."

Laura has lived a very diverse life. She lived the first ten years of her life in Mexico, before her family relocated to San Antonio, Texas. At age 16 she convinced her family to let her study in Switzerland at one of the top schools, Aiglon College, where she graduated with an academic diploma. Upon graduating, she spent the next year traveling through Asia, exploring Europe and spending time as a social worker in India.

Jackie Burroughs (Henrietta Stiles)

British born Jackie Burroughs is a veteran actress whose credited career spans some 35 years. Burroughs wrote, directed and starred in *A Winter Tan* and has appeared in numerous films and television shows including *Lost and Delirious*, *Last Night*, *Have Mercy*, *Road to Avonlea*, *Whispers*, *John and the Missus*, *Anne of Green Gables*, and *The Dead Zone*, among many others.

ABOUT THE FILMMAKERS

Glen Morgan (Director/Screenwriter) & **James Wong** (Producer)

Director/screenwriter Glen Morgan makes his feature directorial debut with *Willard*. Recently, Morgan produced *The One*, starring Jet Li, and *Final Destination*. Both films were directed by his writing/producing partner, James Wong.

Partners for almost twenty years, Wong and Morgan were the creators of the cult series “Space: Above and Beyond”. They also co-executive produced two seasons on the Emmy nominated and Golden Globe Award-winning series “The X-Files”, and served as executive producers on the drama “Millennium”.

Glen Morgan and James Wong’s partnership began when the two became friends at El Cajon High School in San Diego. The pair joined a comedy improv group in La Jolla, California, performing alongside comics like Whoopi Goldberg, before entering the communication arts department at Loyola Marymount University. After graduating from Loyola Marymount in 1983, their partnership was firmly established when they co-wrote the hard-hitting feature film *The Boys Next Door*.

Bill Carraro (Executive Producer)

Bill Carraro most recently produced *The Book of Shadows: Blair Witch 2*, *Frequency* and *The Best Man*. His other feature film credits include *The Corruptor*, *American History X*, *A Thin Line Between Love & Hate*, and *Jason's Lyric*.

Carraro was nominated for an Emmy Award as producer of the critically acclaimed historical feature for HBO Pictures, “The Tuskegee Airmen”, starring Andre Braugher, Laurence Fishburne, Cuba Gooding, Jr., and John Lithgow. He also received a Saturn Award for Best Fantasy Film for producing *Frequency*.

Robert McLachlan, A.S.C/C.S.C (Director of Photography)

Robert McLachlan, is an award-winning cinematographer who first crossed paths with Glen Morgan and Jim Wong on the series “The Commish”, where he served as Director of Photography for two seasons. He then moved on to “Millennium”, where he again worked with Morgan and Wong and won two ASC Nominations and two CSC Awards. Most recently, McLachlan lensed the feature film *The One*, which Wong directed and Morgan produced.

McLachlan's additional film credits include *Impolite*, *Final Destination* and *Abducted*. He also served as a second unit on and *American Outlaws*, *The First Season* and New Lines upcoming *Freddy Vs. Jason*. His television credits include “Other Women's Children” and “Courting Justice”, “Murder At My Door “; “Suspect Behavior/Spin & Marty”; “A Vision of Murder” and “High Noon”, for which he received another CSC nomination in 2001.

Mark Freeborn (Production Designer)

Mark Freeborn, a graduate of Fine Arts from Queens University, also studied Architectural Technology at Algonquin College in Ottawa. He has been in the design business since the early seventies and his work as production designer includes the feature films *Distant Thunder*, *Cousins*, *Immediate Family*, *Bingo*, *Love Field*, *Digger*, (for which he was nominated for a Genie Award) *The Yellow Dog*, *Pittsburgh*, and *See Spot Run*. Freeborn previously collaborated with Morgan and Wong on three seasons of their television series” Millennium”. Other series includes “The Marshall”, “Dark Angel”, “Harsh Realm”, “The Lone Gunmen”, “Wolf Lake” and Jonathan Kaplan’s mini-series “In Cold Blood” for Hallmark Entertainment.

In addition, his made-for-television movies include *The Lady Forgets* (NBC), *Anything to Survive* (HBO), *Still Not Human* (Disney), *Sexual Advances* (ABC), *Night Tide* (NBC), and *Don't Look Back* (USA Network). He’s also credited on the short film *A Feeling Called Glory*, which won Freeborn a 2000 Leo Award for Best Production Design.

Gregory B. Mah (Costume Designer)

Gregory Mah has been designing for film and television since 1989. His feature credits include *North of Pittsburgh*, *Mr. Rice’s Secret*, *The Inspectors*, *The Whole Shebang*, and *Ignition*.

In addition, Mah has designed the following movies-of-the week and mini-series: “Surrogate”, “For Hope, In the Shadow of Evil”, “Tricks”, “Fragments”, “The Accident”, “One Hot Summer Night”, “Medusa’s Child”, “The Baby Dance”, “The Taking of Pelham”, “Beauty”, “A Cooler Climate”, “Run Away Virus”, “The Prince of Mirrors”, “Final Run”, “Walking Shadow”, and “Ground Zero”. Television series credits include the critically acclaimed “Wiseguy”, “The Commish” and, most recently, “Pasadena.”

James Coblentz (Editor)

James Coblentz is an award-winning editor who was nominated for an Emmy in `95 for his work on “The X-Files”. In both '94 and '95 he won Monitor Awards for his work on that show. A longtime Morgan and Wong collaborator, Coblentz was also editor on their feature films *The One*, *Final Destination* and the television series “Millennium” and “Space: Above And Beyond”. Coblentz's numerous feature film credits also include *The People Under The Stairs*, *Foxes*, *Runaway*, *Cheech & Chong's Still Smoking*, and *Nuts* (Additional Editing).

His other television credits include: “Quantum Leap; Night Vision”, a Wes Craven television movie for NBC; and “Bing Crosby: His Life and Legend”, for which he also won an Emmy nomination.

Shirley Walker (Composer)

Ms. Walker broke industry ground with her work on 1995's *Escape from L.A.*, a score she co-wrote with the film's director, John Carpenter. Then, she firmly established herself as a leading talent among Hollywood film composers with her score for MGM's suspense thriller, *Turbulence*. However, the most heralded is her gothic score for the animated film, *Batman: Mask of the Phantasm*.

Widely credited as a pioneer for women composers in the film industry, Shirley has maintained the status as one of today's most respected members of the composing community with her scores for the award-winning "Batman" and "Superman" animated series'. In 1999, she added to her legacy the highly acclaimed "Batman Beyond," with its futuristic, techno/grunge rock underscore, for which she garnered a Daytime Emmy award.

Other recent TV credits include underscores for "Disappearance", a TBS film starring Harry Hamlin and Susan Dey and HBO's popular "Spawn" series.

She began her professional music career as a piano soloist with the San Francisco Symphony while still in high school, and later got her first big break as a synthesist on Francis Ford Coppola's 1979 feature *Apocalypse Now*, and co-composing credit on Coppola's, *Black Stallion*, in that same year. Since then, she has garnered a Daytime Emmy Award as musical director on the acclaimed animated "Batman" series and one as composer on "Batman Beyond". Other nominations have included a CableACE nomination for the Blair Brown film *Majority Rule*, a Prime Time Emmy nomination for the Fox series, "Space: Above and Beyond", and two Annie nominations; one for the animated "Superman" Main Title Theme and, more recently, for her original score for HBO's "Spawn" series.

Boone Narr (Animal Stunt Coordinator)

Boone Narr's Animals For Hollywood, Inc. is an internationally known and respected animal training facility with over 30 years of experience working for all the major studios. That experience includes difficult animal work, stunts, and cutting-edge computer-enhanced filmmaking technology. His feature films credits include *Cats & Dogs*, *Mouse Hunt*, *Stuart Little*, *The Green Mile*, *America's Sweethearts* and others too numerous to mention.

Rick Lazzarini (Animatronics Supervisor)

Rick Lazzarini and his company, The Character Shop, is an award-winning special effects company that excels in animatronics, makeup effects, puppets, and robotics. Well-known for innovative, believable, and high quality work, their feature films credits include *Mimic*, *Escape from L.A.*, *Operation Dumbo Drop*, *Outbreak*, and *The Santa Clause*.