

DIMENSION FILMS

Presents a

TROUBLEMAKER STUDIOS

Production of a

ROBERT RODRIGUEZ

Movie

ANTONIO BANDERAS

CARLA GUGINO

SPY KIDS 3D: GAME OVER

ALEXA VEGA

DARYL SABARA

RICARDO MONTALBAN

HOLLAND TAYLOR

MIKE JUDGE

MATT O'LEARY

EMILY OSMENT

CHEECH MARIN

BOBBY EDNER

COURTNEY JINES

RYAN PINKSTON

ROBERT VITO

DANNY TREJO

ALAN CUMMING

TONY SHALHOUB

and

SYLVESTER STALLONE

Casting By

MARY VERNIEU

Music By

ROBERT RODRIGUEZ

Production Designer

ROBERT RODRIGUEZ

Director of Photography

ROBERT RODRIGUEZ

Executive Producers

BOB WEINSTEIN
HARVEY WEINSTEIN
Produced by
ELIZABETH AVELLAN
And
ROBERT RODRIGUEZ

Written, Edited and Directed by
ROBERT RODRIGUEZ

CAST

Gregorio Cortez	ANTONIO BANDERAS
Ingrid Cortez	CARLA GUGINO
Carmen Cortez	ALEXA VEGA
Juni Cortez	DARYL SABARA
Grandfather	RICARDO MONTALBAN
Grandmother	HOLLAND TAYLOR
Toymaker	SYLVESTER STALLONE
Donnagon Giggles	MIKE JUDGE
Cesca Giggles	SALMA HAYEK
Gary Giggles	MATT O'LEARY
Gerti Giggles	EMILY OSMENT
Arnold	RYAN JAMES PINKSTON
Rez	ROBERT VITO
Francis	BOBBY EDNER
Demetra	COURTNEY JINES
Felix Gumm	CHEECH MARIN
Machete	DANNY TREJO
Fegan Floop	ALAN CUMMING
Alexander Minion	TONY SHALHOUB
Romero	STEVE BUSCEMI
Dinky Winks	BILL PAXTON
Devlin	GEORGE CLOONEY
The GUY	ELIJAH WOOD
Waterpark Girl	SELENA GOMEZ
Creepy Kid	EVAN SABARA
Processor	CAMILLE CHEN
Agent Hot Rod	STEVE WERTHEIMER
Edog	ALEJANDRO ROSE-GARCIA
Logos	LANE TURNEY
Long-fingered Boy	GLEN POWELL, JR
Agent Damage Report	BOB FONSECA
OSS Agent #2	PETER MARQUARDT
Dinky Winks Jr.	JAMES PAXTON

Filmmakers

Written, Edited and Directed by	ROBERT RODRIGUEZ
Produced by	ELIZABETH AVELLAN and ROBERT RODRIGUEZ
Executive Producers	BOB WEINSTEIN HARVEY WEINSTEIN
Director of Photography	ROBERT RODRIGUEZ
Production Designer	ROBERT RODRIGUEZ
Music By	ROBERT RODRIGUEZ
Music Performed by	THE TEXAS PHILHARMONIC DIGITAL ORCHESTRA
Casting By	MARY VERNIEU
Line Producer	BILL SCOTT
Unit Production Manager	BILL SCOTT
First Assistant Director	BRIAN BETTWY
Second Assistant Director	VINCENT PALMO JR.
Visual Effects Supervisor	ROBERT RODRIGUEZ DANIEL LEDUC
Visual Effects Producer/Post Production Supervisor	BRIAN McNULTY
Visual Effects Coordinator	KEEFE BOERNER
Visual Effects Editor	ETHAN MANIQUIS
First Assistant Editor	JAY MAHAVIER
Additional 3D Photography	VINCE PACE
Stunt Coordinator	JEFF DASHNAW

STUNTS

J.J. DASHNAW	SHAWN ROBINSON	TONY BOGGS
CHAD DASHNAW		JOSH KEMBLE

CREW

Art Director / Set Dresser	JEANETTE SCOTT	
Set Designer	RONN BASQUETTE	
Storyboard Artist	MARC BAIRD	
Art Dept. Coord.	DEBBIE C. HABER	
Art Dept. Asst.	CHRISTOPHER TELLES	
Second Second Assistant Director	ROMY STEVENSON	
Costume Design and Supervision	NINA PROCTOR	
Key Set Costumer	MITZIE CORBIN	
Costume Shop Supervisor	NATALIE C. FLORES	
Set Costumers		
	VANESSA A. NIRODE	
CLARE NICHOLAS	JOHNNY H. SMITH	M. CAROLINE PRUET
	Sticher	BETTY CHLYSTEK
	Costume Prod. Asst.	CRYSTAL FALKNER-PAYSSE
	Seamstresses	
LUCY MONCADO	REBECCA M. SKELTON	ESTHER MARY MARQUIS
	Costume Dept. Intern	ERIN RANDALL
Department Head Make-Up	ERMAHN OSPINA	
Department Head Hair	MELISSA FORNEY	
Asst. Make-Up & Hair	JOE RIVERA	
Camera Operator	JIMMY LINDSEY	
1 st Asst. Camera	SEBASTIAN VEGA	
2 nd Asst. Camera	JOSEPH A. VASQUEZ JR.	
HD Tech	DALE HUNTER	
HD Prod. Asst.	GABRIEL PROCTOR	
Camera Prod. Asst.	RUHI ZANDRA	
Script Supervisor	MONIKA PETRILLO	
Still Photographer	RICO TORRES	
Prod. Sound Mixer	STACY F. BROWNRIGG, C.A.S.	
Boom Operator	THADD DAY	
Utility Sound Technicians	BROOKE SATRAZEMIS	
	ALEX A. HERRERA	

Chief Lighting Technician JOHN SANDAU
Best Boy Electric TODD E. SMILEY
Company Electricians
BUZZY BURWELL SCOTT CONN MATTHEW FLIEHLER
ROB JANECKA

Key Grip RICHARD J. BALL, JR.
Best Boy Grip SEAN R. WRIGHT
Dolly Grip MIKE SHEEREN
Crane Grip SEAN MAXWELL
Company Grips
CYNTHIA BYSTRAK CHRISTOPHER HAMALA STEVE URBAN

SFX Coord. COREY PRITCHETT
SFX Supervisor JASON GUSTAFSON
SFX Foreman MATTHEW J. MCDONNELL
SFX Purchaser JAYNE PRITCHETT
SFX Technicians
EVERETT BYROM III PRESTON MALOTT ANTHONY RAY HERRERA
JOHN L. SHANK JEFF SCHWAN

Additional Story Concepts Marcel Rodriguez

Creative Consultant George Huang

Production Coord. CYNTHIA STREIT
Asst. Production Coord. TODD GREEN
Production Secretary JOURDAN HENDERSON
Exec. Asst. to Producers ALLISON GAY BAKER
Asst. to Ms. Avellán RYAN GOMEZ
Asst. to Mr. Rodriguez NICOLE SIEBER
Asst. to Mr. Banderas DINAH LARY
Publicist SANDRA CONDITO
Editorial Asst. CHRIS JACK
Non-linear Digital Asst. ANDY COCKRUM
Post Prod. Asst. MAIA MEDVE
Key Set Prod. Asst. SCOTT R. MEYERS
Office Prod. Asst. JOE BOB STRUBLE

Physical Production Executive JANE EVANS

Post Production Executive LINDA BORGESON

Prod. Accountant BRIAN BRUSKRUD
1st Asst. Accountant MYLAN STEPANOVICH
2nd Asst. Accountant SANDRA COLLISTER
Payroll Accountant DAWN ROBINETTE
Post Prod. Accountant WHITNEY MILLER

Set Decorator DAVID S. HACK

Asst. Set Decorator JENNIFER LONG
Leadman CHRISTOPHER STULL
On-Set Dresser JAY F. MCCUIN

Set Dressers

BRADLEY BLEI GEN QUINTANILLA JEREMY REEVES
STEVE SAWHILL
Swing Gang BRIAN ZIEVERT
PAUL STEELE

Property Master STEVE JOYNER
Assistant Property Master CAYLAH EDDLEBLUTE
Property Assistant GINNIE CAPOBIANCO
Property Fabricators JOE MACK
MARCUS GRAY LAPORTE
Property Mold Maker KEVIN BERVE
3-D CNC Prop Fabrication TROY B. ENGEL
Property Prod. Asst. BRANDON CAMPBELL

Construction Coord. JOE McCUSKER
Construction Foremen RODNEY BROWN
RON PERKINS
ALAN R. SEROTTA
Gang Boss LUCKY LOBDELL
Welders J.P. BARROW
BRIAN T. MCCARTY

Carpenters

BILL DUNAGAN KENNY ANDERSON MICHAEL RIVIERE
JERRY KILBER RON WHITE
Lead Scenic Artist TOMMY KARL, JR.
Scenic Foreman SHEILA M. EITSON

Painters

JIMMIE S. GOODMAN JOHN B. GOODMAN DAWN BAKER
DAVID MICHAEL ABELMAN

Location Manager K.J. KERNAN
Asst. Location Manager JOEY HUDGINS

Transportation Coord. CECIL D. EVANS
Transportation Captain RONALD D. CHAMBERS
Transportation Co-Captain DALLAS SMALLEY

Drivers

BOBBY SCONCI, JR. BOBBY SCONCI DANNY STEWART
DWAYNE HAEVISCHER BILLY CUDE SISSY SCHRIBER
JOE N. DYE LANCE HAYNES JOE LLANES

JOHN EAST

TRACY CRAYTOR

On-Set First Aid	LAURA J. KING
Add'l Prod. Assistants	LUCINDA HINTON-SCHWAN TANYA ATHERTON KELLY BOGDON
Sound Design & Supervision	DEAN BEVILLE
Special Sound Effects	JOHN POSPISIL STEPHEN HUNTER FLICK
Sound Editors	WILLIAM JACOBS PAULA FAIRFIELD CARLA MURRAY STEVEN TICKNOR DAVID E. STONE MIKE CHOCK, MPSE MATT BEVILLE
Foley Editing & Supervision	JOHN DUNN
Dialogue Editors	CHARLES EWING SMITH, MPSE NICHOLAS JAMES
ADR Editing & Supervision	DEAN BEVILLE
First Assistant Sound Editor	TIM RAKOCZY
LA Assistant Sound Editor	SUREN WIJEYARATNE
Foley Services by	PHOENIX SOUNDWORKS, Hollywood, CA
Foley Artist	CAREY MILBRANT
Sound Editorial Production Asst.	MARK HILL
Re-Recording Mixers	SERGIO REYES ROBERT RODRIGUEZ DOUG ANDORKA
Re-Recording Stage Engineer	BRAD ENGLEKING
<u>Score Produced by</u>	ROBERT RODRIGUEZ GEORGE OLDZIEY and CARL THIEL
<u>Additional Music by</u>	GEORGE OLDZIEY JOHNNY RENO and CARL THIEL
Music Editor	TIM RAKOCZY
Music Score Mixer	CARL THIEL
Orchestrations/Conducting	GEORGE OLDZIEY
Post Production Sound Services Provided by	TROUBLEMAKER SOUND A division of Troublemaker Studios Austin, Texas
Catering Provided by	LOCATIONS CATERING/David Long
Chef/Driver	SCOTTIE DUNCAN
Catering Cook	STEVEN FOSSLER
Chef Assistants	JOSH MOREHEAD HENRY R. OCHEL, JR.
Craft Service	MICHAEL L. ROBINS

Craft Service Asst. EDWARD ANTHONY NAVARRO

Studio Teachers ADRIA LATER
ELISE GANZ

Casting Associate (LA) SHALIMAR REODICA
Local/Extras Casting by BETH SEPKO
Local/Extras Casting Asst. SHEILA STEELE

CARMEN & JUNI'S GAME SUITS DESIGNED BY ALEX TOADER

CARMEN & JUN'S GAME SUITS BUILT BY

KURTZMAN, NICOTERO & BERGER EFX GROUP, INC.

<u>Supervisor</u>	<u>Production Coordinator</u>	<u>On-Set Technicians</u>
GREG NICOTERO	CHIZ HASEGAWA	MIKE McCARTY
<u>Foreman</u>	<u>Art Department</u>	RICK KESS
MIKE DEAK	GRADY HOLDER	GINO CROGNALE
<u>Fabrication/Costuming</u>	DEREK KROUT	<u>Sculptors</u>
BETH HATHAWAY	RUSSELL SEIFERT	NICK MARRA
CLARE MULROY	MARK TAVARES	SCOTT PATTON
CONNIE CADWELL	CAREY JONES	<u>Mechanic</u>
DAWN DININGER	CHAD ATKINSON	DAVID WOGH
<u>Purchasing</u>	DAVID PERTEET	<u>KNB EFX Production Supervisor</u>
LINDA BASKIN		KAMAR BITAR

DIGITAL VISUAL EFFECTS BY
HYBRIDE TECHNOLOGIES

Visual Effects Supervisor & Producer
DANIEL LEDUC

Visual Effects Executive Producer
PIERRE RAYMOND

Visual Effects Financial Controller
MICHEL MURDOCK

Visual Effects Production Supervisors
THIERRY DELATTRE
SEBASTIEN BERGERON
SEAN STRANKS

Visual Effects Coordinators
ANOUEK DEVEAULT MOREAU
MYLENE GUERIN
MARTINE LOSIER

MARIE-CHANTALE SAVARD-COTE

CG Supervisors
PHILIPPE THEROUX

MAY LEUNG
YANICK WILISKY
Lead CG Modeler

	MARCO TREMBLAY	
	<u>CG Modelers</u>	
MARTIN BEAUDOIN	MATHIEU LALONDE	BARRY McDOUGALL
	<u>Lead Animator</u>	
	JEAN-YVES AUDOUARD	
	<u>Animators</u>	
SERGE BRETON	ANDREW OGAWA	KEN STEEL
KATRINA CONWRIGHT	JONATHAN PAQUIN	GAETAN THIFFAULT
MICHAEL COZENS		SANDRA WARREN
	<u>Textures & Lighting Lead</u>	
	JOSEPH KASPARIAN	
	<u>Textures & Lighting</u>	
ROMAIN BAYLE	MATHIEU BOUCHER	CHRISTIAN PARADIS
MICHAEL BENTITOU	YANICK GAUDREAU	FREDERIC ST-ARNAUD
BENOIT BLOUIN	FRANCOIS GENDRON	JESSY VEILLEUX
	<u>Lead Technical Director</u>	
	MARC BOURBONNAIS	
	<u>Technical Directors</u>	
LAFLECHE DUMAIS	NICOLAS LANGLOIS-DEMERS	PATRICK PICHE
ALAIN LACROIX	ROBERT MOODIE	CONAL WENN
	<u>Lead Render</u>	
	MARTIN PELLETIER	
	<u>Render Wranglers</u>	
MELISSA ALMEIDA	ROBERT W. CRAIN	PIERRE-SIMON HENRI
	BRIAN WADDINGTON	
	<u>Digital Compositing</u>	
	<u>Lead Compositors</u>	
MICHEL BARRIERE		MATHIEU DUPUIS
	<u>Compositors</u>	
PATRICE-ALAIN BARRETTE	GAEL HOLLARD	CHRISTIAN MORIN
CEDRIC BONNAFFOUX	NADINE HOMIER	STEPHANE MORALI
XAVIER BOURQUE	LUC JULIEN	JOE RAASCH
WAYNE BRINTON	FRANCK LAMBERTZ	ERIC SCHAECHTER
MATHIEU DESTRADE	JEAN LAPOINTE	JOEL SKEETE
JEAN FILIATRAULT	FRANCOIS LEDUC	GUILLAUME ST-AUBIN-SEERS
XAVIER FOURMOND	PHILIP CHE SUNG MAN	JEAN FREDERIC VEILLEUX
NATHALIE GIRARD	PHILIPPE MONTAGNY	MICHAEL XIAONING YIN
	<u>Technical Support</u>	<u>Communications</u>
<u>Production Assistants</u>	LUC DESMARAIS	SYLVIE TALBOT
CAROLINE BRIEN	SEBASTIEN DALPHOND	<u>Bidding Producer</u>
EVELYNE LEBLOND	STEPHAN GERVAIS	LOUISE BERTRAND
OLIVIER BEAULIEU	JEAN-SEBASTIEN GUAY	<u>Administration</u>
JEAN-FRANCOIS HOUDE	STEVE PELCHAT	CAROLINE BELISLE
ANTOINE SIROIS	FREDERIC SICOTTE	ANN-SOPHIE LINTEAU
	VINCENT TOUSSAINT	

DIGITAL VISUAL EFFECTS BY

TROUBLEMAKER DIGITAL STUDIOS

Executive Producer ROBERT RODRIGUEZ

Creative Team

RODNEY BRUNET
CHRIS OLIVIA

JOHN FORD

ED LEE
ALEX TOADER

Technical Supervisor

CID NEWMAN

Troublemaker Coordinator

KURT VOLK

2D Supervisor

ERIC PHAM

Digital Compositing Artists

JONATHAN ALVORD
C. RYAN NASH

CHADWICK CHENNAULT
DONALD P. SATTTLER
GARY WALKER

STEVE LYNDON
JULIE STARK

Information Systems

MIKE BRADY
Visual Effects Assistant
PASTOR ALVARADO III

VINCE CARNETT
Additional Programming
EUGENE KWON

DIGITAL VISUAL EFFECTS BY

COMPUTER CAFE, INC.

Visual Effects Supervisor JOHN F. K. PARENTEAU
Visual Effects Producer VICKI GALLOWAY WEIMER
Digital Effects Supervisor DAVID EBNER
Executive Producer JEFF BARNES
Visual Effects Coordinator PHILLIP MOSES
Character Animation DOMENIC DiGIORGIO

3D Animation

GREG JONKAJTYS
DANNY BRAET

VICTOR GRANT
ALEX FRIDERICI

MIKE FISCHER
LEE CARLTON

LANCE ARMSTRONG

Supervisor Compositor JEFF GOLDMAN

Compositors STEVE LLOYD

MANNY GUIZAR

TOBY NEWELL

STEVE ARGUELLO

MARK KOCHINSKI

Stereoscopic Supervisor DANIEL L. SMITH

Design GLENN HIRAMATSU

Effects Editor DESI ORTIZ

Data I/O JACK WELLS

LARRY THOMAS

Render Manager JEREMY CHO

Accounting SHARRON SEVER

Production Assistants KATHI GALLOWAY

RHONDA THOMPSON
TONY DeLIRA
Software Development CHRIS REID
KRESIMIR TKALCEC

DIGITAL VISUAL EFFECTS BY

THE ORPHANAGE

Visual Effects Supervisor	STU MASCHWITZ
Visual Effects Producer	VELVY APPLETON
Executive Producers	MARC SADEGHI LUKE O'BYRNE
Computer Graphics Supervisor	MATTHEW HENDERSHOT
Lighting-Texturing Supervisor	JAEWOOK PARK
Compositing Supervisor	JANCE ALLEN
Creature Supervisor	RUDY GROSSMAN
Animation Supervisor	CHRISTOPHER ERIN WALSH
Extraction-Rotoscope Supervisor	AARON RHODES
Matchmove Supervisor	TIM DOBBERT
Sequence Leads	JOHN HAN ASA HAMMOND SANGHUN KWON KEVIN BAILLIE STAN SEO JOSEF RICHARDSON SHADI ALMASSIZADEH
Modelers	SUNGRAE KIM YOON BAE KIM DONG SHIN
Animators	LEE GREENWOOD RONAN De BRUN ALEX WHITNEY
Paint-Design	RUBEN PEREZ MARIA BOWEN
Character Design	PAUL MICA
Post Production Supervisor	IAN McCAMEY
VFX Editor	MICHAEL McGOVERN
VFX Assistant Editor	NICHOLAS HASSON
VFX Associate Producer	YVETTE MEMORY
VFX Production Coordinator	MEREDITH GILL

DIGITAL VISUAL EFFECTS BY

JANIMATION

Executive Producer/Visual Effects Supervisor	STEVE GACONNIER
Animation Supervisor/Lead Animator	GREG PUNCHATZ
Visual Effects/Post Production Producer	PETE HERZOG
Technical Supervisor/3D Anaglyph Camera Operator	LUDOVICK WILLIAM MICHAUD
Visual Effects Animation/Match Mover and stuff	LYN CAUDLE JOHN W. McINNIS

3D Team

JEFFREY DATES
JABBAR K. RAISANI
ISAAC K. MENSAH
CHRISTOPHER EVANS
JASON STAMBOLLIAN
MIKE DUFFY

2D Supervisor/Lead Compositor
Compositing Team

ALEX NEUMAN
JENNI HUDGENS
FRAN GACONNIER
JOHN S. FULTON
DAVID RENNKE
NICK MUETH

Concept Art
Digital Artist

JOHN W. McINNIS
DWAYNE WINDELL
DAVID BURTON

Systems Administrator/Render Wrangler
Production Assistants

KEVIN S. KORNGUT
SALLY SCOTT
JOYCE NUGA
BEVERLY SEIGERLIND

DIGITAL VISUAL EFFECTS BY

CIS HOLLYWOOD

VFX Supervisor	DR. KEN JONES
Executive Producer	JULIE OROSZ
VFX Producer	KIM BOYLE
Compositing Supervisor	GREG OEHLER
Inferno Artists	SUZANNE MITUS-URIBE
	TOM DAWS
Lead CG Artist	DIANA MIAO
CG Artists	AMY GARBACK
	CHRIS RYAN
	JOHN CASSELLA
Digital Paint Supervisor	LARRY GAYNOR
R&D Programmer	KYLE YAMAMOTO
Production Accountant	MARYJANE LAYANI

Insurance by	AON/ALBERT G. RUBEN
Payroll Services provided by	ENTERTAINMENT PARTNERS
HD Video Dailies by	LASER PACIFIC
HD Video Coordinators	ANDRE TREJO
	CHAD GUNDERSON
LA Visual Effects Coordinator	LESLIE McMINN

Color Correction & DLP D-Cinema Mastering by	POST LOGIC CINEMA DIGITAL
Exec. In Charge of Production	LARRY BIRSTOCK
Technical Director	MERLE SHARP
Digital Color Timer	JOHN PERSICHETTI
Digital Mastering Producer	CASSANDRA WILTSHIRE
Online Editor	MATTHEW W. JOHNSON

Manager of Operations DONNA WALTEMATH
Digital Titling BILL COFFIN
LORI NOBLEZA
Digital Color Asst. DANNY LAUREYS
Color Correction, Mapping & Digital Intermediate by EFILM, Hollywood, CA
Digital Intermediate Producer HILDA SAFFARI
VP of Technology BILL FEIGHTNER
Film Color and Prints by DELUXE LABORATORIES, Hollywood, CA
Color Timer JIM PASSON

SONGS

<p>“GAME OVER” Written by Rebecca Rodriguez and Robert Rodriguez Performed by Alexa Vega Produced by Robert Rodriguez and Carl Thiel</p> <p>“SPY KIDS MAIN TITLE” Written by Harry Gregson Williams, Gavin Greenaway, and Hietor Pereira</p> <p>“DEMETRA’s THEME” *** Written by Rebecca Rodriguez</p>	<p>“HEART DRIVE” Written by Robert Rodriguez, Carl Thiel, and Donnell “Overlord” Robinson Performed by Bobby Edner and Alexa Vega Produced by Carl Thiel and Robert Rodriguez</p> <p>“SPY WEDDING THEME” Written by Robert Rodriguez, Steve Berlin, David Hidalgo, Conrad Lozano, Louie Perez, and Cesar Rosas</p>
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Music Performed by
THE TEXAS PHILHARMONIC Digital ORCHESTRA

Additional Music Performed by
The GAME OVER BAND
Carl Thiel, Johnny Reno, Michael Blake, George Oldziey, David Garza, Robert Rodriguez,
Aden Bubech, Joey Carter, Paul Boll, Craig Robinson and Rick Del Castillo

Original soundtrack available on MILAN RECORDS

SPECIAL THANKS TO:

<p>James Cameron George Huang Texas Hatters/David A. Torres Gaultier Bluebonnet Cut & Sew Entertainment Partners/Gabriela Ortega The State of Texas The City of Austin Dept. of Public Works & Transportation The Honorable Rick Perry Governor of Texas & First</p>	<p>Linda Lopez & Lety Ledezma The Texas Film Commission, Office of the Governor The City and Citizens of Austin, Texas The City of Austin Film Office The City of Austin Police Department The City and Citizens of New Braunfels, TX Vanessa Thomas The Honorable James E. “Pete” Laney Randall Riley And</p>
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Lady Anita Perry
AMD/Hector Ruiz & Charlie Boswell

Valentin, Maximilliano y Antonio

Filmed on location in Austin, Texas, New Braunfels, Texas

SPY KIDS 3D: GAME OVER

MISSION BRIEFING

"A new game is about to begin . . ."
-- The Toymaker

TOP SECRET COMMUNIQUÉ:

World's Most Dangerous Video Game Must Be Defeated

The Spy Kids and director Robert Rodriguez are about to launch family entertainment into an entirely new dimension: *the 3rd dimension*. Introducing the new future of high-tech interactivity, **SPY KIDS 3D: GAME OVER** uses the very latest digital technology to weave 3-D images directly into the Spy Kids' trademark espionage action, inviting audiences of all ages to become part of the larger-than-life excitement on the screen. "SPY KIDS 3D is totally different from the first two movies," says Rodriguez. "It takes the same characters everyone already knows somewhere completely new and has lots of fun surprises for the audience."

Rodriguez, whose groundbreaking inventions and boundless imagination have already changed the way movies are made, is now taking another leap forward by bringing back the excitement of 3-D in his own inimitable pioneering style. For the first time in decades, a new generation will experience the thrill of putting on special glasses that transport them right into the middle of the exhilarating action and adventure.

Parents who grew up loving 3-D classics such as Alfred Hitchcock's "Dial M For Murder" and Andre DeToth's "House of Wax," will now be able experience the thrill of the 3-D experience as a family event. Rodriguez has incorporated up-to-the-minute computer effects and his own specially designed high definition 3-D monitors and camera systems to create a fantasy world in unprecedented detail. Unlike the more gimmicky 3-D spectacles of the past, Rodriguez adds, "From the beginning, I realized this movie wouldn't really be like making a sequel at all. It was a completely fresh and exciting challenge for everyone involved." He has created the very plot and fabric of this film with 3-D in mind from the start, weaving three-dimensional scenes throughout the film, into the plot, making it part and parcel of his high-flying storytelling.

This HD/3-D technology comes to the fore as under-age agents Juni and Carmen Cortez set out on their most mind-blowing mission yet: journeying *inside* the virtual reality world of a 3-D video game designed to outsmart them, as the awe-inspiring graphics and creatures of gaming come to real life. Rodriguez continues, "Because the Spy Kids are immersed in this digitally animated world, it allowed us to raise the bar on excitement and thrills." Relying on humor, gadgetry, bravery, family bonds and lightning-quick reflexes, the Spy Kids must battle through tougher and tougher levels of the game- facing challenges that include racing against road warriors and surfing on boiling lava - in order to save the world from a power hungry villain.

3500 theatres across the US will be equipped with special free viewing glasses for the release of SPY KIDS 3D: GAME OVER - glasses that become part of the interactive fun -- making it a major family event for kids that have never seen 3-D and parents who have never seen 3-D *like this*.

SPY KIDS 3D: GAME OVER stars Alexa Vega and Daryl Sabara as Juni and Carmen Cortez and Antonio Banderas and Carla Gugino as spy-parents Gregorio and Ingrid. Also returning to the series are Ricardo Montalban as the Spy Kids' grandfather; Steve Buscemi as the mad scientist Romero; Alan Cumming as Floop; Bill Paxton as the President of the United States; Cheech Marin as Uncle Felix; and Danny Trejo as Machete. Action film veteran Sylvester Stallone joins the cast as the power-hungry villain the 'Toymaker,' who wants to take over the youth of the world

MISSION BACKGROUND:

How the Spy Kids Collided With Virtual Reality

For years, Robert Rodriguez dreamed of making a family movie that would take place inside the virtual world of a video game, a world that excited him because anything can happen there, because speed, color, strength and the intensity of adventure can be magnified beyond all human proportions. But it wasn't until the director began thinking about his next Spy Kids movie that he realized this was a perfect mission for underage agents Juni and Carmen Cortez, to play the toughest video game ever invented for the highest of stakes: saving the youth of the world.

Says Rodriguez: "For a long time, I had plans for a family science fiction movie about siblings who get stuck inside a video game and I wanted it to be in 3-D. I liked the idea of the audience getting totally immersed in this visually exciting world, having to duck and shift in their seats to avoid being hit by flying objects. It soon occurred to me that this was the perfect concept for the third Spy Kids movie. It's totally different from the first two movies, yet takes the characters everyone already knows somewhere completely new and has lots of fun surprises for the audience. And because the Spy Kids are immersed in this digitally animated world, it raises the bar on visual excitement and thrills. I realized this wouldn't really be like making a sequel. It would be a completely fresh and exciting challenge for everyone involved.

Rodriguez had played plenty of video games in his life, beginning with PONG in the 70's and now with his own children. But as he started writing the script, he began to envision a kind of "ultimate video game," one that was faster, wilder and more complicated than any he'd ever encountered. This became "Game Over," the new software designed by The Toymaker to draw kids into his trap with irresistibly sweet graphics and a cool multi-level design.

"The idea was strong, and I quickly realized I was going to have to invent some really wild new levels in order to live up to the potential this story was offering. I also wanted the video game in the movie to be a combination of different game genres. One level would be spooky and full of stealth, another level would have battling mech styled robots, another level would be a zany and colorful Ninentendo64-type world with giant Toads on pogo sticks whipping their tongues at the characters and the audience. Others would be more extreme sports type levels with unicycle Road Warrior-style racing, and Lava Surfing," he says. "The idea was to create one exciting set piece after another, and have each level get more complex visually as you progressed through the game and became more involved in the characters. I wanted to create a game that I'd like to play with my own kids, but also one we'd really love the chance to go inside. And of course each challenge in the game had to be conducive to hurling objects the audience must dodge. There was certainly a lot to think about, and an enormous amount of condensed design work."

Another inspiration for Rodriguez was his life-long love affair with 3D. He wanted to bring the excitement of sharing this kind of movie-going event to a new generation that has never experienced the fun of wearing 3D glasses with their friends and family. Rodriguez was raised on such 3D classics as "House of Wax" and Hitchcock's "Dial M for Murder," but for SPY KIDS 3D, he wanted to bring the latest computer and camera technology to the party. Using a high-definition video camera created by James Cameron and Pace Technologies for the acclaimed 3D documentary "Ghosts of the Abyss," Rodriguez also designed rigs to re-invigorate and simplify the whole 3D process. Along the way, he also sketched, invented and oversaw the digital creation of some of his most sophisticated CG characters, creatures and vehicles to date.

In writing the script, Rodriguez was influenced by the idea that the Spy Kids, Juni and Carmen, are getting older, stronger and savvier - and more capable of serious espionage action. Accordingly, he upped the action, and the stakes, in this movie. "Juni and Carmen have become a lot more confident in this story," Rodriguez notes. "And so too have Daryl Sabara and Alexa Vega as actors. Daryl and Alexa do a lot of things in this movie that would have been impossible in the first two. But by gradually facing and conquering the challenges inherent in the past movies, they were very prepared for this movie.

The writer/director also created the most complex and threatening villain the Spy Kids have yet faced: The Toymaker, a computer mastermind and brilliant inventor with multiple personalities. "I think I can most relate to the Toymaker because in some ways he is trapped in his own imagination. He has all these different voices going on inside his head, these split personalities that are always arguing with one another. On the set, I also have to split myself up - I'm the guy who does lighting, sets up the shots, designs the production and costumes, wrestles with the 3D, while writing (and rewriting) and directing. And none of those different people are ever in complete agreement with each other. So I drew a bit from personal experience in creating him, because I know how jumbled things can get when you're trying to create something big while coordinating different parts of your personality! And at night, that's when the voices would really start talking. I don't get much sleep."

**MISSION NEMESIS:
Meet The Toymaker**

One of the OSS spy organization's oldest and most ingeniously insane enemies, The Toymaker, comes out of hiding to wreck havoc on the video game players in SPY KIDS 3D: GAME OVER. And in keeping with the movie's themes, he's a multi-dimensional character who can't always make up his many different minds. To play The Toymaker, Robert Rodriguez thought of one person right off the bat: Sylvester Stallone. "The video game world we've created is such an athletic and extreme environment that it seemed no one could better oversee it than Stallone," says the writer-director. "More than that, it was really exciting to have a chance to use such an icon in a totally fresh and comic way that he's never been seen before. "I had met Stallone years ago. In fact his connection with the series was that he was actually in the room when I pitched the first SPYkids to Bob Weinstein in 1997. It was at the Venice Film Festival premiere party for COPLAND. That day I had hung out with Sly, and was delighted to discover what a truly funny and likeable person he was. I'd wanted to work with him since then, but in a comedic role, rather than in an action role. Stallone really went wild in the part of the TOYMAKER and we had a blast. He never left the set. Every day he was a different character. We'd shoot all the footage for that character, wrap that character, and start a new one the next morning. It was demanding and thrilling."

Stallone, like most parents, had been introduced to the first two SPY KIDS adventures by his own children. But he'd never seen anything quite like The Toymaker before. "I already loved the SPY KIDS because it's a great fable that has a lot of morality within it," he says. "But The Toymaker was a chance for me to take a total departure, to fly by the seat of my pants and play the five completely different personalities that make up his identity. There's my dictatorial self, my mellow self, my clever self, my ambitious self, my not-too-bright self, and they all constantly argue with one another like a schizoid form of ping-pong! It couldn't have been more fun to attempt."

He continues: "I also loved how ambitious Robert Rodriguez was in coming up with this concept. This clearly isn't the same 3D I was brought up on so I think it's going to be a big visual surprise for a lot of people, including a lot of kids who have never seen 3D before. I think Robert has become a sort of Super-Walt-Disney. He has own language that speaks directly to kids but also translates into inventive fun for parents." For Stallone, another new experience was acting almost entirely in front of a green screen. "It was sort of like being submerged in endless photosynthesis," he jokes, "or in my grandmother's old shag carpet. But it was all so high-tech and imaginative, I sometimes felt I was in the middle of a dream."

AGENTS ON THE CASE:

The Cortez Family Goes Multi-Dimensional

Going up against The Toymaker and his digital domain of multi-dimensional surprises will take the agents of the Cortez family, young and old, into their most dangerous and demanding mission yet. Sure, the Cortezes are quite familiar with facing the wildest villains, the greatest gadgets and the most mind-boggling creations on earth already - but in the realm of a video game they soon learn that anything can happen, including things they used to believe were impossible!

"When the SPY KIDS go into the video game, it means that they're suddenly in a world that's totally made up of imagination - it's all shapes and colors and creatures -- exactly what kids love," says Antonio Banderas, who reprises the role of spy-dad Gregorio Cortez. "I think the 3D aspect is going to be a blast for families. And as for my character, he is on the verge of making a very important decision about his career, but when his kids need him, he's there, ready to fight robots or whatever else comes flying at him. The one thing they have learned by now, is that no matter what happens, they're in it together."

Adds Carla Gugino, who plays the world's buffest spy-mom Ingrid Cortez: "I think SPY KIDS 3D has given Robert Rodriguez exactly what he and his fans have always wanted: a license to do anything fun without having to be tied to reality. In this movie, you're completely in this other, computer-generated dimension so anything can happen. And for the audience, experiencing it in 3D, it will be so much more thrilling, scary

and fun than the first two. But like the first two, it's very high-tech but it has a lot of humanity. As much as ever, I think this film is very subtly about how important family and how we're all really family to one another in the world."

One Cortez family member who makes the most of the cyber-zone is Grandpa Cortez, portrayed by Ricardo Montalban as a man magically given back his physical prowess inside the virtual reality of the game. But even once he jettisons his wheelchair and starts bounding around like a super-athlete, Grandpa Cortez knows the real key to winning any game is brainpower and unity. The more Juni lets Grandpa lead the way, the more he learns just what makes a family hero. "I loved being such an important part of this story," says Montalban. "Not only does my character develop a close personal relationship with Juni on-screen, but I developed one with Daryl Sabara for real. Part of the fun of SPY KIDS is being around such great, respectful and daring kids."

"Ricardo is a true hero of mine. He is an incredible talent, and has a physical stamina that Superman couldn't touch. He is in such great physical pain, due to botched back surgeries, that he is stricken to a wheelchair in real life. For the movie, I wanted to liberate him from his chair using CG technology, but in reality he still had a very physically demanding role. To simulate his body movements he had to physically "get into" his performance. He wanted the challenge, and he took it on like a true professional, if not beyond. Sometimes I'd see him in extreme pain, his face contorting on set. I'd try and tell him we could stop for a break, but he'd say, 'Just call action. The mind can't focus on two things at once. If you call action the pain will go away for the duration of the take.' Who needs heroes, when you have someone like Ricardo Montalban around? People were in awe. I see his finished performance as a jewel. He is a remarkable man."

Montalban has been making films for a long time, but this was his first encounter with 3D. "A new challenge is always welcome at my age," he admits. "And this was a totally new way of working for me, having to work in front of a green screen, pretending to be surrounded by all these computerized creations. I had to really use my imagination. The 3D is

certainly going to be very exciting, but I believe that it's such a great story that 3D is just another bonus."

Holland Taylor, who stars as Grandma Cortez, was also thrilled to see Montalban leaping, jumping and battling with the rest of the family. "I think we really start to understand what a great man Grandpa Cortez was by seeing how superbly he plays the video games," Taylor comments. "They might be in virtual reality, but he teaches Juni a lot about the real world."

And then there are the Spy Kids themselves, who are sent on an adventure even they never could have seen coming. Alexa Vega couldn't believe it when Robert Rodriguez told her Carmen Cortez was going to get trapped inside a 3D video game, sparking a virtual reality adventure. "When he told me the movie was going to be 3D, I said 'are you kidding?' because it seems like nobody has done that in forever. I knew right then it was going to be very fun, totally different experience," she says.

For Vega, it was also a chance to really stretch herself as a young action star who has grown up before the audience's eyes. "When we first started making the SPY KIDS movies, I was practically a baby," she jokes. "But now, Carmen has really started to grow up. She's become very tough and in control. Everyone in the video game soon sees that it's not a good idea to mess with her!" Vega continues: "One of the best things that Carmen learns is that no matter what, her family will always be there for her. Her parents leave their own mission to come save her and that's the way all parents are - and also grandparents. They turn out to be the people you can really look up to in life."

To keep in the video game mood, Carmen regularly played video games on the set with Daryl Sabara. But she was ultimately glad they games never came to life. "I like video games because they take you somewhere else," she observes. "But for Carmen and Juni, the game becomes a little too real and suddenly there's these giant creatures chasing them everywhere. That could be pretty intimidating." As for her favorite SPY KIDS 3D stunt, Vega has a hands-down winner: "Surfing on the lava was the most exciting thing I've ever done," she says. "They actually brought in set-up where we were on something like a skateboard and we got to roll up and down this metal half-pipe with wind blowing on us. It was so

cool, it really felt like surfing, and we could totally imagine these giant waves of lava."

Meanwhile, Daryl Sabara says that he was excited by the SPY KIDS 3D story because "it has more action, more excitement and a whole other dimension." He was also thrilled to see Juni getting even more hands-on in his spy work as he battles the video game, makes new friends and collaborates with Grandpa Cortez. "I think Juni is more willing to try new things now," says Sabara, "so that was really fun for me. I even had to do a lot of training for this movie. I did running, lifted five-pound weights and did obstacle courses, too." Sabara was also impressed by the new 3D camera. "To me, it looks like it has two eyes," he says. "It's not like looking at a Cyclops anymore! And we got to see how cool the 3D is going to look."

THE BETA-TESTERS:

Meet Rez, Arnold, Francis And Demetra

Joining the Spy Kids and the Cortez family inside The Toymaker's video game are four smart and tenacious young beta testers (cyber-savvy kids who get to try out games before they are for sale) who have tricks, clues and vital inside knowledge to share with Juni - if he can get them to trust him. They quartet is composed of: laid-back leader Rez, athletic Arnold, brainy Francis and the mysterious Demetra.

Fifteen year-old Bobby Edner, who plays Francis the Brain, is not unlike his character. "I love video games," he admits. "I have five or six different systems, and I like playing all the different kinds of games from sports to mystery to adventure and action, just like the five levels of the Toymaker's game. To me, they're all fun to play."

Edner describes Francis as "a book-smart guy who's not a nerd. He's really cool but he's also pretty smart and he has a lot of knowledge about the game. Kind of the way I am!" Edner also did all of his own stunts, learning for the first time how to use a safety harness. "I definitely loved flying around," he says. "It's pretty exciting." Above and beyond the action of the film, Edner also was intrigued by the story.

"It's really about looking after your family and friends - because if you do, it all seems to work out," he summarizes.

Demetra, the tough young gamer who catches Juni's eye, is played by 11 year-old Courtney Jines. "What I think is really cool about the SPY KIDS movies is that they show that little kids can do important stuff," she states. Jines describes Demetra as "really mysterious." "You never quite if she's good or bad," she continues. "One of the things I like best is that she's the only girl in the game, other than Carmen. So she gets to show how tough girls can be, and how they can do anything. Plus, it's fun for me because I've always liked hanging out with boys."

Rodriguez says, "I think I had the most fun creating the character of Demetra. She was my favorite written character in the script, yet even after weeks of casting I couldn't find anyone that looked the way I wanted her to look. But Courtney Jines embodied her spirit, so together we conspired to MAKE her into Demetra. Courtney allowed me to cut her treasured long blonde hair off into a dark, sculpted bob. Eyeliner and a robotic style of movement completed the makeover. She now looks like something out of a Japanese Anime. I think she fell in love with her new look, because I just saw her recently and she hasn't changed her hair color back."

Physically buff Arnold is played by Ryan Pinkston, already a World Champion Martial Artist and competitive gymnast at age 15. Pinkston was drawn to the SPY KIDS series of film through his love of gadgets. "They have the coolest gadgets in all the SPY KIDS films, but this is the best one yet," he says. Pinkston also found himself relating to the character of Arnold. "He's a very strong person but he also has a real purpose for trying so hard to win the game: he's trying to save his family from poverty. They're not very rich, and Arnold wants to win money for them."

Pinkston also got to put his exceptional skills in karate, tai chi, kung fu and tumbling to use as Arnold. "I got to do a lot of stunts, and even use a little karate," he explains. "The best part was that every time Robert got a new idea, the kids in the movie all got a fun new stunt out of it. It was awesome."

Finally, beading the group of gamers is Rez, played by newcomer Robert Vito, who tries to drive Juni out of the game until he learns to trust him. Vito was thrilled when he learned he was going to journey inside a video game. "Inside a video game, you can do whatever you want to do and be whoever you want to be," he says. "Nothing could be more exciting to kids today."

Vito describes Rez as a natural-born if somewhat fiery leader. "He has it all: he's smart, athletic and he's usually got a great attitude. He's also the oldest of the kids inside the game, so he becomes the one they look up to and he tries to live up to that." Among all the thrilling stunts he got to do as Rez, Vito's favorite was riding the tricked-out virtual motorcycles in the mega-race sequence. "I got to do flips and jumps using a harness," he explains. "But, as cool as it was, it's going to be even cooler to see it all in 3D."

SPY ROSTER:

The Oodles of Agents At Work in SPY KIDS 3D

Joining the SPY KIDS cast for the first time is new recruit Salma Hayek, who stars as Francesca Giggles, wife to Donnagan and mother to Spy Kids Gertie and Gary Giggles. For Hayek, it was a mission accomplished. "I've been in every Robert Rodriguez movie except the SPY KIDS movies," she notes. "So, Robert promised me a part in this one." She continues: "Robert is not only a good friend, he's like family to me. He was the first person to give me a chance in the movie business and we always work really well together. I get him, and he gets me. And I love that he doesn't see the everyday boring world everyone else sees. He sees everything as an adventure."

As Francesca, Hayek portrays one of the OSS spy organization's most top-secret agents and the woman who sends Juni into the madness and mayhem of The Toymaker's video game to rescue Carmen and all the kids around the world. "I liked the storyline about a video game that steal people's minds because I've seen that happen," she says. "Maybe not forever, but some video games can steal a person for a good two hours or so. I think it might be this generation's way of escaping from reality, or going into a different reality." Most of all, Hayek wanted to be part

of what she sees as a classic series of 21st century family movies. "Robert creates eye candy for kids that really cater to their fantasies," she says, "but his films treat kids like they're smart. He never looks down on his audience, because for him it's all about creativity and imagination. And with this film, he has taken it to a whole new level."

Filling out the rest of the cast is an ensemble of characters from SPY KIDS past, turning the film into a kind of spy and villain reunion. "SPY KIDS 3D is kind of the best parts of all three movies wrapped into one," observes Tony Shalhoub, who brings back the genetically mutated character Minion. Among other returnees is Bill Paxton playing Dinky Winks, who uses his amusement park background - and lasso skills -- to help tame a digital robot. "For me, there's nothing more fun than playing a larger-than life character," says Paxton, "especially in a larger-than-life film." Equally excited to rejoin the SPY KIDS fun was Steve Buscemi reprising the role of mad inventor Romero, who rides into the digital realm on a flying pig. "It seems that just about everything about this movie is a surprise," Buscemi offers. Indeed, many of the adult cast members found themselves doing their most physically challenging work yet, using harnesses in front of green screens. "It's enough to put out your back with all this flying!" notes Cheech Marin who again portrays Uncle Felix. "It's hard work, but we know it will look great on screen."

Alan Cumming also joins up for a third time as Floop, who plays a key role in teaching the audience about how to use their 3D glasses. Cumming was thrilled with the new concept. "It's going to be so exciting to have these characters who already know come zooming at you," he comments. For some of the adult cast, the appeal of entering a video game was already huge. Notes Mike Judge, who plays spy dad Donnagan Giggles: "I could easily see myself getting trapped inside a video game. I already spend way too many hours playing "Free Cell" on my computer."

The sprawling cast of SPY KIDS 3D: GAME OVER only added to the sensation of creating the most ambitious SPY KIDS movie. Says producer Elizabeth Avellan: "I'd have to say that it was a mixture of fun combined with tremendous challenges. But the great thing is that

everybody, whether in the cast or crew, had the same goals: to make the film look greater than any SPY KIDS adventure that has come before."

SPECIAL TECHNICAL REPORT:

A Quick History of 3D and Where The Spy Kids Take It

It has always been a dream of mankind to be able to simulate the real world in all its wild textures, shapes and depth of motion. Long before the Spy Kids entered the Third Dimension, scientists, artists, photographers and filmmakers had been playing with ways to make the human eye see moving images in a completely life-like fashion, full of palpable structure and form, instead of as a flat canvas or screen.

As early as ancient Rome, artists experimented with techniques to make paintings "pop" and tease the eye with extra depth and dimension. Then, in 1838, came a breakthrough. Physicist Charles Wheatstone created the world's first *stereoscopic viewer*, allowing anyone to see pictures in multiple dimensions. Wheatstone based his invention on the scientific reality that our left eye and our right eye see the world from slightly different angles. When we look at an object, the brain magically fuses the two images into one, allowing the viewer to understand depth and distance.

Taking that idea one step further, Wheatstone created a special viewer that could display two different pictures from two different angles simultaneously - one image to the right eye and one image to the left. When viewed together, the two pictures created a "stereo" effect that gave the resulting image a greater sense of dimension. It was as if you were no longer looking AT a picture, but right through it! In 1854, the London Stereoscopic Company was formed, and their breathtaking portraits of Niagara Falls and New York City became inspiration to millions.

In the 20th century, filmmakers became curious about the potential for using stereoscopic principles to make movies more visceral and fantastical. By creating a camera with two lenses about the same distance apart as human eyes - known as *the interocular distance*, which is about 2.5 inches -- early 3D filmmakers were able to capture two images simultaneously. The only problem was that during projection, the effect was as if the audience was seeing double. This was solved by creating *anaglyphic glasses*, or glasses with one red and one blue lens. When a

person wears anaglyphic glasses, each lens filters out the opposing image, and the brain then fuses the two. The result is the singular sensation that you're experiencing a movie in three dimensions!

Once developed, 3D caused great excitement in Hollywood, both with directors and audiences. In the 1950s, moviegoers flocked to numerous three-dimensional features, often horror movies, such as "Bwana Devil" and "Creature From the Black Lagoon." In fact at the height of 3D production, some 30 3D movies were released each year! For much of that time, the application of 3D was limited by technology, and the filmmaking techniques of the day could not overcome the headaches and eyestrain 3D could cause. Even so, filmmakers continued to recognize the potential fun and excitement of the format. In the 80s, 3D was added to give new life to such blockbuster franchises as "Jaws" and "Friday the 13th."

More recently, with skyrocketing advances in camera engineering, optical technology and computer-generated special effects - as well as the race to create a true virtual reality experience for audiences - 3D has experienced the start of a new renaissance. Innovative filmmakers are just beginning to explore how far the new technology can go.

When Robert Rodriguez decided to make the third SPY KIDS installment a 3D experience, his first thought was that he'd have to start by inventing an entirely new 3D camera from scratch - one that would use the high-definition digital video that gives him the stylish flexibility that has become his trademark. To his astonishment, Rodriguez then discovered that a much better version of the camera he was designing already existed!

In fact, director James Cameron had commissioned the creation of just such a versatile camera for his groundbreaking 3D documentary "Ghosts of the Abyss." Cameron's camera essentially fused two high-definition video lenses (separated by the interocular distance of 2.5 inches) together into one unit. Although never used for a fictional film before, let alone a family film, the camera offered a lot of what Rodriguez had dreamed about, and more. The camera was even designed with a unique ability to cross its lenses, rather like human eyes crossing, in order to reduce eyestrain for the 3D viewer. Most of all, it was an extremely adaptable system. "Leave it to Jim to go where no one has gone before in

designing this amazing new system. Once you've shot your movie with the two cameras, you can release it a number of ways. The same movie can then be used in IMAX, at a theme park, in theaters with anaglyph 3D glasses, or even on a flat television screen without the 3D," says Rodriguez. "You have all the options."

"The first concern on any 3D project is the fact that you're flying blind," Rodriguez says. "As a filmmaker you are unable to see what you are capturing on the set, which is crucial to capturing great 3D. That's why other 3D movies are so static. They had to lock down the cameras, choose a convergence point, and then let it ride. A lot of 3D movies rarely work because of the 'shoot it blind' way of working. Not so with this new system. Because we were shooting in high definition, we were able to install a unique monitoring system at our Austin, Texas studio: a four-foot by three-foot high-definition 3D projection screen that allowed us to see exactly what the finished image would look like in astonishing clarity - as long as we were wearing our 3D glasses!" This set-up allowed Rodriguez to focus on two of the most essential elements of 3D filmmaking: convergence and focus. *Convergence* refers to the point of *focus* at which two images cross. By using convergence, the filmmaker can determine if an object will appear to be behind the screen, in front of the screen, or somewhere in between. This was essential to creating the sensation of flying Spy Kids, floating robot heads, hurtling toads, spewing lava balls, zooming high-speed vehicles and glowing staffs that pierce right through the screen.

The challenge had the special kick of an adventure for Rodriguez. "Filmmaking is already a visual medium, but doing it in three dimensions only makes it that much more exciting," says Rodriguez. "I think making a 2D movie is going to feel a little too easy after this, because 3D is about envisioning a whole world, full of color and depth. You have to approach everything in a new way when you're not just looking at a flat image in front of you. I had to rethink the way I would shoot and light, the production design, even the way actors move and talk, in order to make it all work in three dimensions - and this made the emphasis on the visual elements stronger throughout the film."

He adds: "The hardest part was probably for the actors who had to act out all this incredible action entirely in front of a green screen. They had no walls, no sets, not even props to help them - since everything had to look like it was set in a video game, even the props themselves needed to be computer generated. If they were lucky I might be able to give them a thumbnail sketch but a lot of it was just done out of sheer imagination. I wanted the moviemaking process on this to be as free as it had been on my earlier movies that had no effects. Knowing a lot about effects, and what was possible, we were able to really fly free everyday. I improvised a lot with the actors. The actors could try out different ideas spontaneously as we were shooting - and they did their part by coming up with all kinds of fun concepts on the spot."

Shooting in 3D further spurred Rodriguez to consider all kinds of visual elements in greater detail - especially the use of color and perspective. Early 3D effects from the 1950s appeared in black and white. Polychromatic 3D images are still a new frontier, and require extreme care in color-correction. Rodriguez used real-time color correction that allowed him to correct each frame's colors to his eye's satisfaction instantly. But one thing Rodriguez had to get used to was the idea that the use of his absolute favorite design color - primary red - had to be limited (no red light gets through the blue lens of the anaglyphic glasses). "To me red is a color that just *pops out* and I really like to use a lot of it, but when you're wearing anaglyphic glasses, you can't see true red, so I had to start thinking differently. I learned to like purples," he notes. "Eventually, I discovered so much about how different shapes and colors would appear in 3D that I realized I was going to have to design a lot of the costumes myself, it was not only a lot faster for me than having to explain it all to someone else, it was also probably the most fun job on the set."

Indeed, because all of SPY KIDS 3D's wild inventions, cyber-space vehicles and espionage gadgets were designed inside computers, the costumes for SPY KID 3D became one of the few physical design elements for Rodriguez to concentrate on (Rodriguez also wrote the film's orchestral score). From the athletic, articulated, ultra-colorful power suits that Juni, Carmen and Grandpa Cortez wear to Salma Hayek's efficiently stylish silver labcoat, Rodriguez was intimately involved in the entire costume

process. The pièce de resistance was The Toymaker's trademark outfit: a mix of velvet, gold lame and snakeskin that reflects the villain's many outrageous personalities all in one outfit. "You realize how important a costume becomes in a movie like this, because it's the one thing the actor has to latch on to for his or her character. Because everything thing else is green screen! A lot of times the actors had to be shot separately, even if the final shot would be a group shot, they acted alone."

As for depth, Rodriguez wanted to avoid the staged look that has sometimes plagued 3D productions of the past and bring out richer layers of texture. "The idea was to constantly highlight the visual assault factor of a video game. I had a requirement that in every shot we had to read several planes of distance: a foreground, a middle ground and a background," he explains. "For the most part, I found that simplicity and a clean look to every frame was the best approach for the design. This works best for 3D and the simplicity of the design only serves to further remind the audience that the kids are trapped inside a world that is animated, not real."

All along, Rodriguez wanted to avoid only one thing: predictability. "I think a lot of the fun of what we've created in the film is through the set-up of the different 3D gags. In previous 3D movies, you might have nine or ten good 3D gags, but this movie has *hundreds* and you can't always see them coming," he says. "We started from the rule that anything is possible inside a video game so anything could happen on the screen. 3D with anaglyphic glasses works fantastically well with computer generated images, so we were able to raise the bar even further on new thrills."

Helping Rodriguez to create this chaotic, anything-can-and-and-will happen world were his crack team of special effects specialists, who were at the ready to sketch, composite and render on demand. Since you can't shoot computer animation with a 3D camera, the effects team solved the problem by rendering each shot twice: the first time as seen by the right eye, and the second time as seen by the left. The computer then interwove the two images and *voilà*: a 3-dimensional virtual reality world was created. Rodriguez notes: "One of the great things about having my own effects company is that I could work with the technical people to develop

effects on the fly, rather than having to wait months to try out ideas. I've realized in making the SPY KIDS films that the more versed you are in the technical aspects of moviemaking, especially effects, the more it allows you as a director to be free creatively and push the envelope."

Perhaps just as astonishing as the effects Rodriguez and crew created is how fast they did it - cramming into only a few months a pioneering technological production. "For me, making this film was a bit like being thrown into the most frantic, hectic, challenging video game there is," says Rodriguez. "But it was by far the most fun I've ever had. There's also a creative bonus to moving fast. You tend not to over think things, and you head straight towards the ideas that really work, and discard the rest. It's a very efficient way to work, one that allows complete creative freedom because you're also controlling the budget by doing it that way. Lower budgets mean total creative freedom, which is ultimately what you want as an artist."

SPY KIDS 3D: GAME OVER **DOSSIERS**

Antonio Banderas (Gregorio Cortez) returns in the role he created in SPY KIDS and SPY KIDS 2. Banderas earned critical praise and a "Best Actor" Golden Globe nomination for his acting and vocal talents opposite Madonna in Alan Parker's big-screen adaptation of the musical "Evita" and earned his second Golden Globe nomination for playing the title role in "The Mask of Zorro" opposite Anthony Hopkins and Catherine Zeta Jones. In 1999, he made his debut as a director with "Crazy in Alabama," starring Melanie Griffith. This year, Banderas makes his Broadway debut in the Roundabout Theater Company production of "NINE. NINE," a musical inspired by Fellini's "8 1/2." Also, this year, Banderas will be seen starring alongside Johnny Depp and Willem DaFoe in Robert Rodriguez' "Once Upon a Time in Mexico"; with Emma Thompson in "Imagining Argentina"; in the HBO movie "And Starring Pancho Villa" as Himself. Born in Malaga, Spain, Banderas has been seen in five films from writer/director Pedro Almodovar: "Labyrinth of Passion," "Matador," "Law of Desire," "Women On The Verge Of A Nervous Breakdown" and "Tie Me Up! Tie Me Down!" He made his US film debut in "The Mambo Kings," prior to which he spoke no English. He followed this with roles in "Philadelphia," "House of the Spirits," "Interview With The Vampire" and "Miami Rhapsody." Other film credits include "Desperado," "Never Talk to Strangers," "Assassins," "Four Rooms," "Two Much," "The 13th Warrior," "Play it to the Bone," "Original Sin" and "Femme Fatale."

Carla Gugino (Ingrid Cortez) reprises the role of spy mom Ingrid Cortez from the first two installments of the SPY KIDS series. Gugino will next be seen in "The Singing Detective," opposite Robert Downey, Jr., Robin Wright Penn and Jeremy Northam; and this fall, she will star as the title character in the television series "Karen Sisco," which is based on the Jennifer Lopez character from the Steven Soderbergh film "Out of Sight." Additional recent credits include Wayne Wang's "The Center of the World," "The One" opposite Jet Li, and Frank Whaley's "The Jimmy Club." She also starred in Sebastian Gutierrez's "Creature Feature Part 1: She Creature" for Cinemax. She has also been seen in Brian DePalma's "Snake Eyes" with Nicolas Cage, in "Judas Kiss" with Emma Thompson, in Disney's "The War at Home" with Martin Sheen and Kathy Bates and "Michael" with John Travolta and William Hurt. Gugino's television credits include roles opposite Michael J. Fox on "Spin City," as a neurosurgeon on "Chicago Hope," in the Hallmark Hall of Fame movie "A Season for Miracles" and in the BBC/PBS mini-series "The Buccaneers," based on the Edith Wharton novel. Her additional film credits include "Miami Rhapsody," "This Boys Life," "The Son in Law," "Jaded," "Loveline," HBO's "A Private Matter" and Showtime's "The Motorcycle Gang."

Daryl Sabara (Juni Cortez) was 7 years old when he was introduced to the world as a fearless son trying to save his parents from evil in the first SPY KIDS. He returned as Juni Cortez SPY KIDS 2; THE ISLAND OF LOST DREAMS. Daryl began his career at the age of 3 1/2 when he started acting and ballet lessons. At the age of 4 he was performing with a professional ballet company, the South Bay Ballet Company. He composes music and has been awarded several PTA awards for his compositions. When he is not working, Daryl is an aspiring filmmaker. Other television credits include "John Doe" "The O'Keefs" "Will and Grace", "Oh, Baby", "Love and Money", and "Life's Work."

Alexa Vega (Carmen Cortez) possesses a special charm and talent that emanates on-screen, making her one of Hollywood's hottest up-and-coming actresses. Vega has already earned box office success starring in SPY KIDS and SPY KIDS 2. She has also appeared in prominent films such as "Deep End of the Ocean," "Ghosts of Mississippi," "Twister," "Nine Months" and "Little Giants" among many other feature films. On the small screen, Vega has starred in several made-for-television films including the acclaimed "Follow the Stars Home." She has also appeared as a series regular in "Ladies Man" opposite Alfred Molina, "The Doyles," "Life's Work," "In Your Dreams," and "Evening Shade." Additional television work includes "Chicago Hope," "E.R.," "To Have and to Hold," "The Magnificent 7," "High Incident" and "The Bernie Mac Show." Vega was recently featured in the July 2003 issue of *Vanity Fair* as one of today's hottest teen celebrities.

Sylvester Stallone (The Toymaker) established his worldwide recognition as an actor, writer and director when he played the title role in his own inspirational screenplay of "Rocky," which won the Academy Award in 1976 for Best Picture. Stallone's credits as actor/writer/director include "Rocky II" and "Paradise Alley." As actor and co-writer, Stallone filmed "F.I.S.T.," "First Blood," "Rambo: First Blood Part II," "Rhinestone" and "Rambo III." He co-wrote, directed and produced "Staying Alive" and starred in "Nighthawks," "Victory" "Tango & Cash," "Lock Up," "Rocky V," which he also wrote and "Demolition Man," which set box-office records for its 1993 release. Other credits include "The Specialist," "Assassins" and

"Daylight." More recently Stallone won acclaim in the challenging and compelling role of Freddy Heflin, in the movie "Copland." He went on to take the starring role in "Get Carter" with Michael Caine. He then wrote and starred in the number one box-office race car thriller "Driven." In addition, he has completed filming "Avenging Angelo," co-starring Madeline Stowe. Stallone is one of the founding partners in Planet Hollywood, the internationally famous chain of entertainment complexes. In 2002 Stallone was honored by the Video Dealers Software Association when he was presented with the "Action Star of the Millennium Award."

Ricardo Montalban (Grandpa Cortez) is known to today's film and television audiences for his roles in "Fantasy Island," "Star Trek II: The Wrath of Khan," Chrysler television ads and SPY KIDS 2, in which he introduced the character of Grandpa Cortez. But he also has a list of memorable performances in more than 40 motion pictures in Mexico, Europe, and the United States with stars ranging from Clark Gable and Marlon Brando to Jane Powell and Shirley Maclaine. Few actors active today can look back at a successful career during the heyday of MGM as a contract player, through the infancy of television and on to the present era. His extensive television work is highlighted by an Emmy for his work in "How The West Won," and he also is well known for his role on the popular series "The Colbys." His more recent film work includes playing the villain in "Naked Gun." On stage, Ricardo has also won much acclaim, including for his Music Center performance in "The King And I" and also in the Broadway musical "Jamaica," which he starred in for two years with Lena Horne. For decades, he has also been a role model and in 1969, Ricardo helped found Nosotros, an organization that made in-roads in helping to remove negative stereotypes of Hispanics in the film and television industries. Although he is no longer associated with Nosotros, Ricardo continues his work to improve the climate for Hispanic culture and arts in the United States.

Holland Taylor (Grandma Cortez) was previously seen as Grandma Cortez in SPY KIDS 2. An accomplished star of stage, television and movies, her recent film credits include "Legally Blonde," "Keeping the Faith," "Town and Country," "The Truman Show," "George of the Jungle," "One Fine Day," "Next Stop Wonderland," "Betty," "Last Summer in the Hamptons," "Steal Big, Steal Little," "To Die For," "Jewel of the Nile" and "How to Make an American Quilt." She has worked with Woody Allen in "Alice," with John Hughes in "She's Having a Baby," with Robert Zemeckis in "Romancing the Stone" and with Alan Parker in "Fame." Holland is also well known for her Emmy Award-winning role on television's "The Practice." Her other recent television work includes the Showtime movie "The Day Reagan was Shot." On Broadway, Taylor has been seen in "Breakfast With Les and Bess," "Moosemurders," "Murder Among Friends," "Butley," "Something Old, Something New," "We Interrupt This Program Collette" and "The Devils."

Salma Hayek (Francesca Giggles) recently received an Academy Award Nomination, a Golden Globe Award Nomination, a SAG Nomination, and a BAFTA Nomination for Best Actress for her stirring portrait of the world-famous artist in Julie Taymor's "Frida." She will next be seen in the Robert Altman film, "Ultraviolet" and in Robert Rodriguez's, "Once Upon a Time in Mexico," opposite Antonio Banderas and Johnny Depp. Salma also recently completed her directorial debut, "The Maldonado Miracle," which premiered at the 2003 Sundance Film Festival. Showtime will air the film, which stars Peter Fonda, Mare Winningham and Ruben Blades, this fall. In 2001, Salma starred in and co-produced Showtime's "In the Time of the Butterflies," for which she was nominated for a Broadcast Film Critics Association's Award. Her

other film credits include the Mexican feature, "No One Writes to the Colonel," directed by Arturo Ripstein, and based on the novel by Gabriel Garcia Marquez; Mike Figgis' "Hotel" and "Timecode"; Kevin Smith's "Dogma" Barry Sonnenfeld's "Wild Wild West"; the comedy "Fools Rush In" opposite Matthew Perry; "54"; "From Dusk Till Dawn" directed by Robert Rodriguez and written by Quentin Tarantino; Rodriguez's "Desperado"; and "Breaking Up," opposite Russell Crowe. Born and raised in Coatzacoalcas, Mexico, Salma studied International Relations and Drama in college in Mexico before beginning a career in television. Other Mexican credits include, "Midaq Alley," based on a novel by Nobel Prize winner Naguib Mafouz.

Danny Trejo (Machete), who returns to SPY KIDS 3 as Machete after playing the role of the inventor in the first two installments, began his life on the rough streets of East Los Angeles and in prison yet went on to build a prolific career as an actor and producer in Hollywood. Upon his release from San Quentin, Upon his release from San Quentin, he became involved in programs aimed at helping those who, like him, battle drug and alcohol addictions. Years later, Danny went to the set of "Runaway Train" to offer support to a man he'd been counseling. He was immediately cast as a convict. He went to star in dozens of films include Robert Rodriguez's "Desperado" and "From Dusk Til Dawn," as well as "Heat" with Robert DeNiro and Al Pacino, "Con Air" with Nicolas Cage and "Reindeer Games" with Ben Affleck and Gary Sinise. Trejo recently formed the production company Starburst and made his first foray into producing feature films with "The Animal Factory" directed by Steve Buscemi. He is currently developing several projects including "Winnebago," a noir adventure set in the 70's surf scene of California and Mexico, to be directed by Nick James. He continues to do work as an intervention counselor.

Bobby Edner (Francis the Brain) made his feature film debut opposite Sharon Stone and Albert Brooks in "The Muse." He went on to star in the award-winning feature film "The Penny Promise," "The Trial of Old Drum," for which he won a Young Artist Award nomination and the HBO/Stam Winston remake of the "Creature Feature" episode "The Day The World Ended" with Randy Quaid and Nastassja Kinski. Bobby then had the unique opportunity to play a ghost in "R.L. Steins Haunted Lighthouse, 4D," directed by Joe Dante. Bobby has made over thirty-five television guest appearances and can be seen in numerous national commercials. As a professional "Hip-Hopper," Bobby is also known for his portrayal as Michael Jackson in the "Alien Ant Farms" remake video of "Smooth Criminal," which was MTV's second most requested video of 2001.

Ryan Pinkston (Arnold) stars in MTV's hit show "Punk'd" alongside Ashton Kutcher, in which they pull off outrageous pranks on unsuspecting celebrities. His work on the runaway hit show led to other opportunities, which include the upcoming feature "Soul Plane," in which he will star as Tom Arnold's son. Pinkston gets a chance to show off his martial arts skills in SPY KIDS 3D. Starting as a white belt at age four, Ryan is now fourteen and holds a Second Degree black belt in Wushu Kung Fu, a First Degree black belt in Tae Kwon Do Karate, and World Titles in the U.S., France, Canada, and Central America. In March 2002, he competed before 25,000 spectators at the famous French sports complex, "The Bercy." In 2000, Ryan won both Ed McMahon's "Next Big Star" contest (Best in Dance), and Jenny Jones' "Amazing Kids That Rock" contest.

Robert Vito (Rez) has been seen in the feature films "Mean," "Grown Ups" and "Broken Chapters." His first television role was as a guest star on "Chicago Hope." Other television work includes co-starring roles on the

"Bernie Mac" show and "Buffy the Vampire Slayer"; a recurring role on ABC's daytime drama "Port Charles"; and a guest starring role on "The Practice."

Courtney Jines (Demetra) has been acting professionally since the age of 6 1/2. She began her career with the film "Drop Back Ten" starring James LeGros and Josh Lucas and went on to star in "Gaudi Afternoon" with Marcia Gay Harden, Judy Davis, Juliette Lewis and Lili Taylor, and "Red Betsy." Courtney has made television appearances on "ER," "Third Watch," and "Law and Order: SVU," and won notice for her portrait of a sweet girl turned cold-blooded murderer on the hit series "CSI." She also starred in the PAX television movie "Anna's Dream" alongside Richard Thomas and Connie Selleca.

Matt O'Leary (Gary Giggles) returns to SPY KIDS 3D after starring as Gary Giggles in SPY KIDS 2. He is currently filming "The Alamo" opposite Dennis Quaid, Jason Patric and Billy Bob Thornton. Matt received critical acclaim for his debut role in "Frailty" directed by Bill Paxton, and then starred with John Travolta in "Domestic Disturbance." Matt was nominated for Best Performance in a TV Movie (Comedy) by the Young Artist Awards for his work in "Mom's Got a Date with a Vampire."

Emily Osment (Gertie Giggles) reprises the role of Gertie Giggles from SPY KIDS 2. Emily began her acting career performing in several national commercials, including a radio spot with Dick Van Dyke, before landing the role of Glen Close and Christopher Walken's daughter on the Hallmark Hall of Fame series "Sarah Plain and Tall." She also starred with Linda Hamilton and Eugene Levy in "The Secret Life of Girls" and lent her voice Disney's "The Hunchback of Notre Dame Duex" and "Jungle Book II. On television, she has been seen on "3rd Rock from the Sun" and "Friends," and voiced the starring role in Nickelodeon's short film "Edward Fudwupper fibbed Big" which was written, illustrated and directed by Berkley Breathed.

Steve Buscemi (Romero) has portrayed some of the most unique and unforgettable characters in recent cinema, including the mad inventor Romero from SPY KIDS 2. In 2002 he won the Independent Spirit Award, The New York Film Critics Award and was nominated for a Golden Globe for his role in "Ghost World." He was also nominated for an Emmy and a DGA Award for directing the "Pine Barrens" episode of HBO's "The Sopranos." Buscemi's most recent work includes acting in and directing the 5th season of "The Sopranos." Recent films include "Mr. Deeds," "The Grey Zone," "Love in the Time of Money," the HBO film "The Laramie Project" and voices for the animated features "Monster Inc." and "Final Fantasy." Steve has also starred in Jim Jarmusch's "Mystery Train" for which he received an IFP Spirit Award Nomination, Alexandre Rockwell's "In The Soup", Martin Scorsese's "New York Stories", the Coen Brothers' "Millers Crossing", "Barton Fink", the Academy Award-winning "Fargo" and "Big Lebowski", Stanley Tucci's "The Impostors", Robert Altman's "Kansas City", the Jerry Bruckheimer productions "Con Air" and "Armageddon", as well as "Living in Oblivion," "Twenty Bucks," "Escape From LA," "Desperado," "Domestic Disturbance," "Things To Do in Denver When You're Dead," "Somebody to Love" and an IFP Spirit Award-winning performance as Mr. Pink in Quentin Tarantino's "Reservoir Dogs." He will next be seen "Big Fish" with Ewan McGregor. In addition to his acting, Steve is a respected writer and a director. He marked his full-length feature film directorial debut with "Trees Lounge" which he also wrote, and starred in, and followed that with "Animal Factory."

Alan Cumming (Floop) reprises the role of Floop from the first two SPY KIDS installments. Alan is known for outstanding performances in theater, feature films, stand-up comedy as well as writing and directing for film and television. His portrayal of the Emcee in the Broadway musical "Cabaret" was one of the most celebrated performances of recent years. In addition to a Tony Award, he also won the Drama Desk, Outer Critics Circle, Theater World and more awards. Alan can currently be seen starring as 'Nightcrawler' in "X2: Men United." In addition, he hosts the talk show "Eavesdropping with Alan Cumming", and just launched a new theatre company, The Art Party. His recent roles include "Nicholas Nickleby" "Company Man," and "Josie and the Pussycats." Alan also co-produced, co-wrote, co-directed and starred in "The Anniversary Party" with Jennifer Jason Leigh. He recently completed work in Berlin on Alan Rudolph's "Investigating Sex" and made a highly anticipated return to the stage in Noel Coward's "Design For Living." Other film credits include "Get Carter," "Urbania," "Titus," Stanley Kubrick's "Eyes Wide Shut," "Plunkett and Macleane," "Spice World," "The Flintstones in Viva Rock Vegas," "Romy and Michelle's High School Reunion," "Buddy," "Emma," "Goldeneye," "Circle of Friends," "Black Beauty," "Prague" and "Second Best." On American television he starred the sinister 'Rooster' in the "Annie," which received 11 Emmy nominations. He has also hosted "Saturday Night Live" and guest starred in episodes of "Third Rock From The Sun" and "Sex and The City."

Cheech Marin (Uncle Felix) is best known as one half of the hilariously irreverent duo of "Cheech and Chong," but he is also an actor, writer, director, musician, art collector and humanitarian. His art is currently being shown in the blockbuster museum exhibit "Chicano," which will visit 13 cities in the next five years. Cheech has also been in high demand as an actor. For the last few years, he starred with Don Johnson in the popular series "Nash Bridges." On the big screen, he starred not only in SPY KIDS and SPY KIDS 2 but will appear in Robert Rodriguez's forthcoming "Once Upon A Time in Mexico." He has twice before worked with Rodriguez, in "From Dusk Til Dawn" as well as "Desperado." His other credits include Alfonso Arau's black comedy "Picking Up The Pieces" starring Woody Allen, "Tin Cup" with Kevin Costner, "Paulie" with Tony Shalhoub and "The Great White Hype." Cheech has also lent his voice to children's music and animation in "The Lion King," Disney's "Oliver and Company," and the CBS show, "Santo Bugito." Previously, as part of Cheech and Chong, Cheech starred in eight feature films which are to this day number one weekend video rentals. After splitting with Chong, Cheech wrote, directed, and starred in the hit comedy, "Born in East L.A." Other films and television credits include "Cisco Kid," "Rude Awakening," "Fatal Beauty," and "Shrimp on the Barbie."

Bill Paxton (Dinky Winks) reprises the role of Dinky Winks from the second installment of the SPY KIDS series. Bill Paxton has appeared in numerous hit films including "Titanic," "U-571," "Twister," "Apollo 13," "True Lies," "Weird Science" and "Aliens." He has also starred in several acclaimed independent films including "One False Move," "Traveller," and "A Simple Plan." Most recently, Bill was seen opposite Matthew McConaughey and Matt O'Leary in the critically acclaimed film "Frailty," which also marked his directorial debut. He recently completed work in the upcoming action comedy "The Thunderbirds" with Ben Kingsley and Anthony Edwards, and the thriller "Broken Lizard's Club Dread".

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