

Disney · PIXAR

TOY STORY 3

G GENERAL AUDIENCES
All Ages Admitted  ®

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WALT DISNEY PICTURES

Presents

A
PIXAR ANIMATION STUDIOS
Film

TOY STORY 3

Directed by LEE UNKRICH
Produced by DARLA K. ANDERSON
Executive Producer JOHN LASSETER
Associate Producer NICOLE PARADIS GRINDLE
Story by JOHN LASSETER
ANDREW STANTON
and LEE UNKRICH
Screenplay by MICHAEL ARNDT
Music Composed and Conducted by RANDY NEWMAN
Story Supervisor JASON KATZ
Film Editor KEN SCHRETZMANN
Production Designer BOB PAULEY
Supervising Technical Director GUIDO QUARONI
Production Manager MICHAEL WARCH
Supervising Animators BOBBY PODESTA
MICHAEL VENTURINI
Directors of Photography—
Camera JEREMY LASKY
Lighting KIM WHITE
Character Supervisors SANJAY BAKSHI
BRIAN GREEN
Sets Supervisor DAVID EISENMANN
Simulation & Effects Supervisor MICHAEL FONG
Global Tech Supervisor WILLIAM REEVES
Art Direction DAISUKE "DICE" TSUTSUMI
Character Art Direction DANIEL ARRIAGA
Sets Art Direction ROBERT KONDO
Shading Art Direction BELINDA VAN VALKENBURG
Sound Designer TOM MYERS
Executive Music Producer CHRIS MONTAN
Music Supervisor TOM MACDOUGALL
Post Production Supervisor PAUL CICHOCKI
Production Finance Leads BEATRICE DE LUCA
MARC S. GREENBERG
Casting by KEVIN REHER, C.S.A.
NATALIE LYON, C.S.A.

CAST

Woody TOM HANKS
Buzz Lightyear TIM ALLEN
Jessie JOAN CUSACK
Lotso NED BEATTY
Mr. Potato Head DON RICKLES
Ken MICHAEL KEATON
Rex WALLACE SHAWN
Hamm JOHN RATZENBERGER
Mrs. Potato Head ESTELLE HARRIS
Andy JOHN MORRIS
Barbie JODI BENSON
Bonnie EMILY HAHN
Andy's Mom LAURIE METCALF
Slinky Dog BLAKE CLARK
Chatter Telephone TEDDY NEWTON
Chuckles BUD LUCKEY
Molly BEATRICE MILLER
Spanish Buzz JAVIER FERNÁNDEZ-PEÑA
Mr. Pricklepants TIMOTHY DALTON
Bonnie's Mom LORI ALAN
Young Andy CHARLIE BRIGHT
Trixie KRISTEN SCHAAL
Buttercup JEFF GARLIN
Dolly BONNIE HUNT
Twitch JOHN CYGAN
Aliens JEFF PIDGEON
Stretch WHOOPI GOLDBERG
Chunk JACK ANGEL
Sarge R. LEE ERMEY
Sparks JAN RABSON
Bookworm RICHARD KIND
Sid ERIK VON DETTEN
Peas-in-a-Pod CHARLIE BRIGHT
AMBER KRONER
BRIANNA MAIWAND
Frog JACK WILLIS

STORY

Story Manager RACHEL RAFFAEL-GATES

Story Artists

ERIK BENSON KEN BRUCE
BUD LUCKEY MATTHEW LUHN
ADRIAN MOLINA JEFF PIDGEON
JAMES REINHART ROBERTSON CHRISTIAN ROMAN
JOHN SANFORD DAN SCANLON
Additional Story MARK ANDREWS
JUSTIN WRIGHT
Digital Boarding & Effects DOUGLASS CARNEY
Additional Digital Boarding & Effects ANDREW JIMENEZ
Additional Screenplay Material LEE UNKRICH
Additional Dialogue DAVID REYNOLDS
Script Supervisors COURTNEY BERGIN
SUSAN E. LEVIN
Story Production Coordinator LUCY LALIBERTE
Story Production Assistant GENA SMITH

Simulation & Effects Artists

JACOB BROOKS JUAN J. BUHLER
JAY CARINA CHRIS CHAPMAN
OMAR ELAFIFI DONALD FONG
HENRY DEAN GARCIA TOLGA GÖKTEKIN
ROGAN GRIFFIN STEPHEN MATTHEW GUSTAFSON
CODY HARRINGTON TIFFANY ERICKSON HOUGHTON
TRISTAN IKUTA JOSHUA JENNY
HUMERA YASMIN KHAN MACH TONY KOBAYASHI
HSIAO-HSIEN AARON LO NICK LUCAS
J.D. NORTHRUP LEON JEONGWOOK PARK
KONSTANTIN PROMOKHOV EDGAR RODRIGUEZ
DON SCHREITER MATTHEW KIYOSHI WONG
JANE YEN

Additional Simulation & Effects Artists

MICHAEL FU DAVE HALE
JOHN SINGH POTTEBAUM ENRIQUE VILA
BILL WATRAL

Simulation & Effects CoordinatorsERIK LANGLEY
RUSSELL J. STOUGH
Simulation & Effects Production Assistant KIRSTEN PETERSON

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Global Technology Lead DAVID RYU

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SUSAN FISHER FONG CARL NAI FREDERICK
JAMIE HECKER DANIEL MCCOY
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APURVA SHAH NAJEEB TARAZI

3D Cloth Technology Development DAVID BARAFF
MENG YU

Global Technology Residents OMAR ELAFIFI
HUA-WEI SUNG

Global Technology Interns JAMES L. JACKSON
IGOR MORDATCH
GARY WU

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Lead Lighting Artists STEFAN GRONSKY
JESSICA GIAMPIETRO MCMACKIN
MICHAEL SPARBER

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BRIAN BOYD YE WON CHO
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VANDANA REDDY SAHRAWAT ERIK SMITT
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Shot Lighting Artists

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ED CHEN KEITH CORMIER
MAEL FRANCOIS IAN HOUSE
WEN-CHIN HSU SUNGYEON JOH
JOSÉE LAJOIE BURT PENG
MIN HYUNG LEE FARHEZ RAYANI
JUSTIN RITTER ANDREW PIENAAR
JORDAN REMPEL JULIEN SCHREYER
DALE RUFFOLO AFONSO SALCEDO
ESDRAS VARAGNOLO DAVID SHAVERS
KENNETH SULLIVAN KYOUNG LEE SWEARINGEN

Additional Lighting Artists NICK BARTONE
KATIE COYLE
JONATHAN KIKER

Lighting Coordinator TRISH CARNEY

Lighting Consultation SHARON CALAHAN

PRODUCTION

Assistant to the Director DUNCAN RAMSAY
Assistant to the Producers LUCY LALIBERTE
Assistant Production Accountant RYAN BROEK
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Production Office Assistants CLAIRE FAGGIOLI
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EVAN SMITH
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Dance Choreography CHERYL BURKE & TONY DOVOLANI

POST PRODUCTION

Director of Editorial & Post Production BILL KINDER
Post Production Supervisor, Video CYNTHIA SLAVENS
Post Production Manager ERIC PEARSON
Post Production Coordinator ERICK ZIEGLER
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KATELIN C. HOLLOWAY

Additional Post Production Support LAUREL LADEVICH
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 JUSTIN PEARSON
 ANDREW VERNON
 Original Dialogue Mixers VINCE CARO
 DOC KANE
 Dialogue Recordist. JEANNETTE BROWNING

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 Creative Film Services Coordinator. JENN ILENE NOLAN
 Creative Film Services Lead Technical Director . . DOMENIC ALLEN
 Creative Film Services Technical Director. BRETT WARNE
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 JAMIE DATZ

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 Art Direction. SUSAN BRADLEY
 Creative Film Services Graphics. LAURA MEYER
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 DREW TTV ROGGE

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 Color Grading Operator SUSAN BRUNIG
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 JEFF WAN

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 Manager. PAUL MCAFEE
 Coordinator. LESLIE PAO
 Rendering REID SANDROS
 RENEE TAM

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 Technical Lead CHRISTOPHER C. WALKER

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 BETHANY JANE HANSON
 ERICK TRYZELAAR
 JOSH GRANT
 ERIC PEDEN
 ADAM WOOD-GAINES

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 DAVID WEHR
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 CARL JON VAN ARSDALL

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Lead. MICHAEL B. JOHNSON

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 PHILIP FLOETOTTO
 PHRED LENDER
 PETER NYE
 BRENDAN DONOHOE
 RALPH HILL
 JOSH MINOR
 JACK PAULUS
 RUDRAJIT SAMANTA

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SKYWALKER SOUND

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 Re-Recording Mixers MICHAEL SEMANICK
 TOM MYERS
 Sound Effects Editors. DUSTIN CAWOOD
 TERESA ECKTON
 AL NELSON
 TIM NIELSEN
 Foley Editors. PASCAL GARNEAU
 DEE SELBY
 ADR Editor. STEVE SLANEC
 Assistant Supervising Sound Editor. MAC SMITH
 Assistant Sound Effects Editor FRANK CLARY
 Assistant Sound Editor BENNY BURTT

Foley Artists JANA VANCE
DENNIE THORPE
Foley Mixer FRANK RINELLA
Foley Recordist SEAN ENGLAND
Mix Technician TONY SERENO
Recordist RON ROUMAS
Engineering Services STEVE MORRIS
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Skywalker Sound Accountant RENÉE RUSSO
Additional Dialogue Recording BRIAN REED
TOM LIVSEY
BOBBY JOHANSEN

Additional Voices

CARLOS ALAZRAQUI TERESA GANZEL
JESS HARNELL DANNY MANN
MICKIE MCGOWAN LARAINÉ NEWMAN
COLLEEN O'SHAUGHNESSEY BOB PETERSON
JEROME RANFT LEE UNKRICH
JAMES KEVIN WARD COLETTE WHITAKER

Additional Children's Voices

CONSTANTINO BRAVOS TAIANA HUFF
ADAM JOSHUA JASTROW LEO JERGOVIĆ
THEODORE F. KAYSER GIA MICHAILIDIS
NIKOLAS MICHAILIDIS ARAMÉ SCOTT
WOODY SMITH HANNAH UNKRICH

MUSIC

Orchestrations by JONATHAN SACKS
DON DAVIS
RANDY NEWMAN
Music Editor BRUNO COON
Assistant Music Editor BRENDA HEINS
Music Recorded & Mixed by DAVID BOUCHER
Music Production Director ANDREW PAGE
Music Business Affairs DONNA COLE-BRULÉ
Music Production Coordinator ASHLEY CHAFIN
Executive Music Assistant JILL HEFFLEY
Music Contracted by SANDY DE CRESCENT
PETER ROTTER
Music Preparation by JO ANN KANE MUSIC SERVICE
Additional Recording by JONATHAN ALLEN
Assistant to Mr. Newman DEREK ZHAO
Music Recorded at SONY PICTURES SCORING STAGE
Music Mixed at ... WARNER BROS. EASTWOOD SCORING STAGE

Special Thanks to the Orchestra
for Bringing the Music to Life

"We Belong Together"
Written and Performed by Randy Newman
Produced by Mitchell Froom

"You've Got A Friend In Me"
Written and Performed by Randy Newman

"You've Got A Friend In Me (para Buzz Español)"
Music and Lyrics by Randy Newman
Performed by Gipsy Kings
Featuring Nicolas Reyes and Tonino Baliardo
Produced by Tonino Baliardo and Nicolas Reyes

"Dream Weaver"
Written and Performed by Gary Wright
Courtesy of Warner Bros. Records Inc.
By Arrangement with Warner Music Group Film & TV Licensing

"Le Freak"
Written by Bernard Edwards and Nile Rodgers
Performed by Chic
Courtesy of Atlantic Recording Corp.
By Arrangement with Warner Music Group Film & TV Licensing

PIXAR SENIOR CREATIVE TEAM

MICHAEL ARNDT BRAD BIRD
BRENDA CHAPMAN PETE DOCTER
JOHN LASSETER BOB PETERSON
GARY RYDSTROM ANDREW STANTON
LEE UNKRICH

PIXAR SENIOR TECHNOLOGY TEAM

OREN JACOB EBEN F. OSTBY
RICK SAYRE

PIXAR SENIOR STAFF

GREG BRANDEAU JIM KENNEDY
JOHN KIRKMAN LORI MCADAMS
THOMAS PORTER

PIXAR EXECUTIVE TEAM

ED CATMULL ALI ROWGHANI
JIM MORRIS

PIXAR STUDIO TEAM

A/V Engineering

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CHRIS COLLINS CHRISTOPHER FEHRING
BOB FREY GRANT GATZKE
JOSHUA HOLLANDER WARREN LATIMER
JOANNA LAURENT HOWARD LUKK
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ASHLEY LUBEY

LUIGI PASSALACQUA
LUIS ALARCON-CISNEROS
ARIEL GUTIERREZ-GALLEGOS
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FRANCISCO GUZMAN
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GLENN SETO

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COREY REVILLA
CHRIS SCHOENEMAN
STEFAN SCHULZE
KAY SEIRUP
SHALIN SHODHAN
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RYAN STELZLENI
ALLISON TYER
EMILY TAI
J. WARREN TREZEVANT
BRAD WEST
ANDY WITKIN
SHIQI YANG
DAVID G. YU

BRADLY ANDALMAN
LORRAINE AOCHI
SUNYA BOONYATERA
IAN BUONO
MICHAEL CHANN
ALDEN CHEW
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THOMAS HAHN
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MURAT N. KONAR
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YUN LIEN
AARON LUK
MARK MEYER
TAMSEN MITCHELL
SOWMYA NATARAJAN
CORY OMAND
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PATRICK SCHORK
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OLIVIER SOARES
OTTAVIA STORER
C. BART SULLIVAN
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DIRK VAN GELDER
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RICHARD YOSHIOKA
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STEPHEN GREGORY
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KRISTA SHEFFLER

Special Thanks

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THE FRIEDMAN FAMILY
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CATHLEEN BROWN
VERNELL CRITTENDON

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STEVE ALPERT
TONY "O" OPPEDISANO
JEF BECK
JOHN MALLETT
BRIAN RUPP
GEORGE DUGERIAN

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 DANDELION NURSERY SCHOOL
 DUCK'S NEST PRESCHOOL
 OSHER MARIN JEWISH COMMUNITY CENTER PRESCHOOL
 STEP ONE SCHOOL
 SUNSHINE SCHOOL
 OUR CHILDREN WHO HELPED INSPIRE US IN SO MANY WAYS

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Original Soundtrack available on



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Created and Produced at
 PIXAR ANIMATION STUDIOS
 Emeryville, CA



PIXAR
 ANIMATION STUDIOS



Production Babies

AARON	ADELAIDE	ALLISON
AMALIA	ANDRES FRANCISCO	ANDREW
ARIEL	AVEDIS	BRIANNA
CAMDEN	CAVAN	CORINNA-RASHAJANÉ
DEVAVRAT	DOMINIC	DRESDEN
DYSON	ELEANOR	ELI
ELIANA	EMI	EVELYN
FRANKIE	GABRIELA	HARRISON
HELEN	HENRY EUGENE	HENRY JAKOB
HUDSON	JACKSON	KAITLYN
LANDON	LANEY	LEAH
LILY	LINCOLN	LINNEA
LUCIAN	LUCINDA	LUELLA
MARGARET	MARGOT	MASON
MAVERICK	MAX	MAXWELL HOUSTON
MAXWELL JOHN	MILO	NATHAN ALEXANDER
NATHAN DURFEY	NEALA	NINA
NORA	OWEN	PHOENIX
READ	REIHAN	SAMANTHA
SERAPHINA	SIENA	SIRI
SOFIA AZURE	SUMMER	TOBY
VIVIAN	WESTON	ZOE ABIGAIL
ZOE CARINA	ZOEY	

CPUs for final Rendering INTEL®

Animated on Marionette™

Rendered with Pixar's RenderMan®

MPAA #46302



Sound Mixed in Dolby 7.1 Surround Sound

Color TimersTERRY CLABORN
 JIM PASSON

Color by TECHNICOLOR®

Domestic Prints by DELUXE®

International Prints by TECHNICOLOR®

designer is Bob Pauley, and the supervising technical director is Guido Quaroni. The supervising animators are Bobby Podesta and Michael Venturini, and the directors of photography are Jeremy Lasky (camera) and Kim White (lighting).

"Toy Story 3" hits U.S. theaters June 18, 2010.

"TOY STORY" GROWS UP Backstory Drives the New Story

The original "Toy Story" made motion picture history in 1995 when it became the first full-length animated feature to be created entirely by artists using CG technology. It represented a major milestone—not just in animation, but in the art of filmmaking.

"Toy Story" made an invaluable impression on the history of film," says Rich Ross, chairman of The Walt Disney Studios. "It was created with the same pioneering spirit that the studio was built upon, breaking new ground in the arenas of technology and—more importantly—storytelling. Buzz, Woody and the toys instantly won the hearts of people of all ages—evoking the kind of adoration and devotion typically reserved for Disney's time-honored classic characters. The 'Toy Story' films broadened the audience for animated films and redefined the rules of moviemaking, proving it's possible to make a movie with truly widespread appeal. In effect, 'Toy Story' set the bar for every film—both animated and live-action—that followed."



"Toy Story's" 77 minutes of breathtaking animation, 1,561 shots, and a cast of 76 characters that included humans, toys and a dog were meticulously hand-designed, built and animated in the computer. It became the highest-grossing film of 1995, with a domestic box office of nearly \$192 million, and \$362 million worldwide. "Toy Story" was nominated for three Academy Awards® for Best Original Screenplay, Best Original Score and Best Original Song, and John Lasseter received a Special Achievement Oscar® for his "inspired leadership of the Pixar 'Toy Story' team, resulting in the first feature-length computer-animated film." It became the first animated feature in motion picture history to ever get an Oscar nomination for its screenplay. Additionally, the film was included on the American Film Institute's list of 100 Greatest American Movies.

"I remember when we released 'Toy Story,'" says producer Darla K. Anderson. "Steve Jobs said it was our 'Snow White,' and we thought, 'Boy, wouldn't that be cool if 'Toy Story' did make that kind of mark and was that kind of classic film that people felt like they owned, like it was part of their lives, their childhood, their family's lives.' That was our intention then and it still is the mission statement for each of our films now."

In 1999, "Toy Story 2" (Pixar's third feature) became the first film ever to be entirely created, mastered and exhibited digitally. The film surpassed the original at the box office, becoming the first animated sequel to gross more than its inspiration. It won praise from critics and moviegoers alike, and was nominated for an Academy Award® for Best Original Song and two Golden Globes®, winning the Golden Globe for Best Motion Picture—Comedy or Musical. "Toy Story" and "Toy Story 2" made their Disney Digital 3D™ debut on a special double bill in 2009.



To kick off the creation of "Toy Story 3," Pixar gathered virtually the same team that had created the first two "Toy Story" films. Joining director Lee Unkrich in the session were John Lasseter, Andrew Stanton (who co-wrote the screenplay for "Toy Story" and "Toy Story 2," and who wrote/directed "Finding Nemo" and "WALL•E"), Pete Docter (director/writer of "Monsters, Inc." and "Up"), Darla K. Anderson, Bob Peterson and Jeff Pigeon.

Anderson recalls, "We went out to a place called The Poet's Loft in Tomales Bay in Marin County, a small cabin where the idea for the first 'Toy Story' film was hatched. Andrew brought along a special bottle of wine with a 'Toy Story' label that John had given us when the first film came out. We did a toast to Joe Ranft, our dear departed friend and colleague who had been the head of story on the first 'Toy Story.' Joe was the master of creating true and quirky characters full of heart and character-based humor. His presence was missed."

During the retreat, the participants watched the first two "Toy Story" films in their entirety as a point of reference, and to help immerse them into that world again. "It was of course our goal to make a movie worthy of the first two 'Toy Story' films," says Unkrich. "In the history of cinema, there are only a few sequels that are as good as the first, and we really couldn't think of any excellent third movies. The only one that came to mind was 'The Return of the King,' but that was really more like the third part of one giant story. That's when I had an epiphany: We needed the three 'Toy Story' movies to feel like part of one grand story. That notion became the driving force for us in creating 'Toy Story 3.'"

Tying all three films together became the key to “Toy Story 3.” By the end of the session, the team made great progress, and Stanton, Pixar’s resident story guru/screenwriter/director (currently making his live-action directing debut on Walt Disney Pictures’ “John Carter of Mars”), was charged with writing the initial treatment.



“We felt optimistic,” says Unkrich, “because although crafting a worthy sequel was a daunting task, we were the same creative team that had made the first two films. On the second day of the retreat, we came up with the idea of Andy growing up. We also came up with the idea that Woody and the other toys would end up at day care, as well as the concept of Buzz getting switched into demo mode. Andrew drafted a treatment that got everyone excited. It was at that point that Michael Arndt and I started working on the story in earnest.”

For Oscar®-winning screenwriter Michael Arndt, the process of working with Pixar’s animation team proved to be a happy one. “I saw and loved each of Pixar’s films as they came out, but the idea that I

could ever work there never occurred to me,” says Arndt. “As a filmgoer, there were two things I really admired about their films. Firstly, the completeness of their stories. It’s rare to see a film in which every detail of the script has been thought out completely, and Pixar’s films have that pleasurable sense of density and thoroughness. Secondly, you can feel a palpable joy in the process of filmmaking in every Pixar film—the POV shots, the match cuts, the camera movements. You just know you’re watching something made by people who absolutely love what they do.”

As with all the great Pixar films, “Toy Story 3” blends comedy, action and heartfelt emotion to give moviegoers a uniquely moving experience that touches the heart and tickles the funny bone. The filmmakers drew on their own life experiences and families to make the story even more meaningful and believable.

Unkrich recalls that a key plot point of throwing out a bag of toys touched a chord in his family. “Long before we had kids, my wife and I were living in an apartment in West Hollywood, and making a move to Pasadena,” remembers Unkrich. “We were doing all the moving ourselves, packing our own things, and filling garbage bags with stuff that we no longer wanted. I was dutifully taking the bags to the dumpster behind the building, including one particularly large bag. A few weeks later, as we were settling into our new place, my wife asked me if I had seen her stuffed animals. She couldn’t find any of the stuffed animals from her childhood, which she had been keeping for years. I asked her what box they were in, and she said they weren’t in a box, they were in a garbage bag—a large one. A huge pit formed in my stomach because I knew immediately what had happened and I had to figure out how to break the news to her. I couldn’t understand why she had put them in a garbage bag, and she couldn’t understand why I didn’t check to see what I was throwing away. After all these years, she still won’t let me forget that I threw out all of her beloved stuffed animals. So I like to think that the moment in ‘Toy Story 3’ when Andy’s mom takes the garbage bag down to the curb immortalizes the memory of my wife’s toys, and that in some small way, their demise at the landfill was not in vain.”

“Anything that prevents the toys from playing with their child causes them anxiety and worries,” explains Lasseter. “And each of the ‘Toy Story’ movies deals with those concerns. Basically, in the first film, Woody is concerned with being replaced by a new toy. The toys are always concerned about two days of the year more than anything else—Christmas and a child’s birthday. In ‘Toy Story 2,’ the toys deal with being torn, broken, and not played with because they’re fragile.



Woody faces the choice of staying perfect but never being loved again. It’s a pretty deep thing. And in the third film, we really deal with that point in time that the toys are most concerned about—being outgrown. When you’re broken, you can be fixed; when you’re lost, you can be found; when you’re stolen, you can be recovered. But there’s no way to fix being outgrown by the child. It’s such an interesting evolution to the story.

“The secret to these films is that each movie is not trying to repeat the same emotion or the same story,” continues Lasseter. “We go into something completely different, with the same set of characters and the same world. And therefore we’re able to tap into a completely different set of emotions. Once the toys are alive they become adults with adult concerns. Everyone can relate to these characters. Looking at the world from a toy’s point of view is one thing, but looking at it from a character’s point of view makes it a deeper and more emotional thing. Audiences are able to relate to things in their own lives. This movie has a totally different kind of emotion and depth to it.”

WHO'S WHO IN "TOY STORY 3"

Classic Characters Come Face-to-Face with New Toys on the Block

In addition to the returning cast of characters and the introduction of Ken, "Toy Story 3" boasts a wide range of colorful new toys and a few new humans as well. The toys from Andy's room journey from the security of their longtime home to Sunnyside Daycare, where

they envision getting played with five days a week. Another key player in this latest "Toy Story" adventure is a loving and imaginative child named Bonnie, the daughter of a woman who works at Sunnyside and owner of her own special troupe of toys.

Likewise, "Toy Story 3" reunites one of the most engaging and entertaining vocal ensembles in movie history, with Tom Hanks back in the saddle providing the voice of the popular pull-string cowboy sheriff Woody, and Tim Allen signing on for his third mission as the heroic, intrepid and occasionally deluded space ranger Buzz Lightyear. With a returning cast of favorites and the introduction of a whole new cast of characters, "Toy Story 3" is packed with star power.

Producer Darla K. Anderson tips her hat to the "Toy Story 3" cast. "It was wonderful to get the original actors back on board for 'Toy Story 3.' Having the gang together again helped to ground us at the beginning the filmmaking process. The whole cast—old and new—brings so

much talent and priceless spontaneous improv; they breathe beautiful life into these characters and help inspire the performance of the animation."

FAMILIAR CLASSICS

WOODY is a cowboy sheriff with a pull string that, when pulled, proclaims Woody's signature catchphrases from the 1950s TV show "Woody's Roundup." He's always been Andy's favorite toy. Even though his owner is now grown, the loyal sheriff Woody maintains a steadfast belief that Andy still cares about his toys. As the toys venture into their unknown future, Woody remains the voice of reason. As their dependable leader, he ensures that no toy gets left behind.

Tom Hanks lends his voice once again. For Hanks, slipping back into the role of Woody after a long absence was an easy assignment. "Woody is a passionate guy who throws himself into every action," says Hanks. "As soon as he has an instinctive thought, like 'I have to help them' or 'I have to run away,' he does it with 100-percent commitment. You gotta love that about anybody. I also love the way the relationship between Woody and Buzz has grown. They started off as pure adversaries and learned how to accept each other's strengths, forgive each other's failures, and respect each other as individuals. Opposites definitely attract in this case.

"The fact that Pixar can come up with a third 'Toy Story' movie and have it be completely fresh and real and unique shows just how brilliant they are," continues Hanks. "There's this great logic that John Lasseter and Lee [Unkrich] and Darla [K. Anderson] and all the writers adhere to that makes moviegoers just kind of relax and let themselves be transported to this magical place and time. When you can do that with a movie, it's amazing. With 'Toy Story 3,' you come back to a lovely, familiar and happy place. What's great is that I get credit for the way the character and the humor come off. I have kids that are now in college come up to me and say, 'When you told that neighbor kid to play nice, that really meant a lot to me.'"

Hanks says that the franchise's third installment is not light on emotion. "'Toy Story 3' is a big, massive adventure that has you constantly on the edge of your seat," he says. "It's part 'Great Escape,' with the same kind of excitement as Dorothy escaping from the Wicked Witch of the West. And yet they take those elements and turn them into something that is very emotional. We're talking about toy dinosaurs and Mr. Potato Head, and yet you feel for them and don't want them to get recycled or stuck with the bratty kids. You want them to be together and played with at the end of the movie. You're worried for their essence. The filmmakers at Pixar always manage to get you right in the heart. The story is as simple as growing up and having a guy go off to college, but it is so profoundly emotional that you can't help but have tears in your eyes."



BUZZ LIGHTYEAR is a heroic space ranger action figure, complete with laser beam, karate-chop action and pop-out wings. Buzz is a boy's dream toy who becomes a quick favorite of young Andy, and the closest of buddies with Woody. While Buzz's sole mission used to be defeating the evil Emperor Zurg, what he now cares about most is keeping his toy family together. Buzz's new mission is sidetracked along the way, however, when his journey brings out surprising aspects of his personality even he didn't know existed.

Tim Allen, who returns as the voice of Buzz, recognizes the magic in the new film. "Toy Story 3' is a remarkable achievement with a story that is so good they could have marketed the storyboard version," says Allen. "Even though I knew the story and had read the ending, it grabbed me in the best possible way; I know audiences are going to have the same reaction. There are great action sequences, but the beauty of the movie is the evolution of the subtleties in the shot selection and how it is directed. Pixar just keeps getting better and better. This is a very simple story about friendships and staying together. I love that the ending is really a new beginning. You realize that one door shuts and another one opens. It's very, very emotional.

"The great thing for me about working on the 'Toy Story' films is the great friendships I've made with all the people at Pixar and with Tom Hanks," adds Allen. "Tom and I really like working together and being around each other. I totally respect his talent and I think he feels the same about me."

Allen was a fan of Buzz's storyline. "In this third film, Buzz gets to expand his role," says the actor. "When he accidentally gets reset, he speaks perfect Spanish. He's a conquistador and a bull fighter. It's pretty hysterical. I really do like being Buzz. He's a character I developed with John Lasseter and he's a lot of fun to play."

JESSIE is an exuberant, rough-and-tumble cowgirl doll who's always up for a daring adventure to save critters in need. With Andy's imminent departure hanging over the toys, Jessie is afraid of being abandoned by her owner once again. She takes charge, insisting that the toys take control of their own destinies. But is it a decision they'll later regret?

Joan Cusack, who returns as the voice of the energetic cowgirl, is a fan of the character. "Jessie is such a good role model," she says. "She believes that children are important and approaches them with pride and passion. And she believes girls can do anything! Which of course she is right! She has exuberance for life and has a can-do attitude. She is also not afraid of feeling things and learning from her feelings. Jessie is pretty cool. It is such a treat to be back with the Pixar people, because you know it is going to be quality work and, best of all, really fun."

"Jessie is one of my favorite 'Toy Story' characters because she brings such a strong female presence to the films," says producer Anderson. "She has a big heart, but can keep up with Woody and Buzz and isn't afraid to speak her mind. There's a key scene in 'Toy Story 3' in which Jessie rides up on Bullseye and saves the day, and it was important to me to make sure she had that moment in the film. Not only is it a dynamic way to reintroduce Jessie, but it's a fun twist and unexpected.

"In both 'Toy Story 2' and 'Toy Story 3,'" Anderson continues, "Joan Cusack is so instrumental in making Jessie the tenacious and spirited character that she is. Her voice is powerful, yet she also brings a softness, kindness and of course phenomenal comedic chops."

HAMM is a pink piggybank with a penchant for one-liners. He's still a know-it-all, or at least that's what he'd like everyone to believe. What Pixar movie would be complete without a vocal performance by the studio's acknowledged good luck charm, John Ratzenberger.



the ship; all you have to do is ride on it."



The versatile actor has lent his voice to every Pixar film to date, starting with the wise-cracking pig, right up through a choice cameo as Construction Foreman Tom in last year's Oscar®-winning "Up."

Ratzenberger says, "Doing the voice of Hamm is not so much like revisiting a character, but more like joining a bunch of friends in a sandbox filled with great toys. I'm grateful to be part of Pixar's passion and gleefulness. I like playing Hamm because he's such a wisenheimer. He cracks me up. I watch the films like everybody else in the audience and I just have to laugh. The beauty of working with Pixar is that they do all the heavy lifting. They know the exact punctuation and every breath the character takes. The director knows the emotional direction he wants and he knows what every character sounds like. They built

MR. POTATO HEAD is a wise-cracking, hot-headed spud, complete with angry eyes. He's the eternal pessimist with a tough plastic exterior, but his total devotion to his little "sweet potato," Mrs. Potato Head, reveals a softer side.

Don Rickles celebrates his third outing as the irritable Mr. Potato Head. "When John Lasseter first told me that I was going to be Mr. Potato Head, I said, 'I don't play potatoes. Leave me alone. I gotta try to make a career.' Little did I realize that I would be able to get my wife some jewelry and a couple of houses and so forth. The money's very good.

"This movie has a great storyline," continues Rickles. "There's a lot of jumping, and running and jumping. Lots of action. If you look down for a couple of minutes, you find that Mr. Potato Head is in a garbage can or he flew over a chair. You gotta be right on your toes."

Rickles claims Mr. Potato Head is the true star in the film. "I gotta be honest, I'm a riot in this film, and the things I say are brilliant. Tom Hanks and Tim Allen are time killers. I have to admit, I'm brilliant. It scares me the greatness that I have. In fact, when I think about it, I'm too great for the film. It should just be about Mr. Potato Head."



MRS. POTATO HEAD is Mr. Potato Head's biggest fan. She adores her brave spud and is always willing to lend him a hand. Or an eye. While Mr. Potato Head's "sweet potato" lives up to her pet name, she also shares her husband's hair-trigger temper.

Estelle Harris once again provides the voice of this loving spud.

REX may look like the most fearsome dinosaur in the toy box, but this Tyrannosaurus is one of the most lovable toys of the bunch. Despite his endless worrying and insecurities about his small roar, Rex always comes through for his pals.

Wallace Shawn returns as the voice of Rex.

SLINKY ensures that the saying "Dog is a man's best friend" holds true for the plastic variety as well. Slinky maintains a nearly unflinching faith in Woody, and the practical pup will go to great lengths to help his friend.

Blake Clark lends his voice as Slinky in "Toy Story 3," stepping in for his good friend, the late Jim Varney, who provided the voice in the first two films.

BULLSEYE is Woody's trusty toy steed from the "Woody's Roundup" gang. Bullseye can ride like the wind and leap across giant canyons in a single bound, especially when Woody is in the saddle.

The **ALIENS** are often heard exclaiming "ooohhh!" in unison. These three green, multi-eyed squeak-toys now revere their adoptive parents, the Potato Heads, instead of the Claw because, of course, Mr. Potato Head saved their lives and they are eternally grateful.

BARBIE has survived years of yard sales and spring cleanings, but her glory days come to an abrupt end when Andy's sister Molly dumps her in a daycare donation box. Barbie's despair is short-lived, however. Her perky demeanor returns as soon as she spots Ken and his dream house at Sunnyside Daycare. Despite being smitten at first sight, she's not just another doll in love; assertive Barbie teaches Ken a thing or two about real friendship.

Jodi Benson lends her voice to Barbie once again.



ANDY, Buzz and Woody's kind, imaginative young owner, is now nearly 18 years old and just days away from heading to college. His bedroom walls, once covered with Buzz Lightyear posters, are now plastered with images of sports cars, rock bands and skateboarders. Although Andy no longer brings his old toys out from the chest for playtime, he hasn't been able to bring himself to get rid of them. With his imminent departure looming, and prodding from his mom, the time has come for him to decide the fate of his favorite toys.

The filmmakers called on John Morris, who provided Andy's voice in the first two films, to voice the character once again. John, like Andy, has grown up with the toys.

NEW TOYS ON THE BLOCK

"Toy Story 3" is loaded with comedy, and some of the biggest laughs come from the cast of new toys, who are brought to life by vocal talents with their own unique pedigrees in humor.

As if they're fresh from the box, these new toys come with their very own new-toy descriptions.

Sunnyside Daycare Toys:

LOTS-O'-HUGGIN' BEAR (AKA LOTSO) is a jumbo, extra-soft teddy bear with a pink and white plush body and a velvety purple nose. This lovable bear stands fuzzy heads and shoulders above other teddy bears because he smells like sweet strawberries! With a smile that will light up your child's face and a belly just asking to be hugged, Lots-o'-Huggin' Bear is sure to become a bedtime necessity. Stain-resistant. Spot clean plush surface with a damp cloth.



Lotso is a complex character whose gentle exterior doesn't tell the whole tale. Veteran character actor Ned Beatty provides his voice. "If a character sort of comes at you one way and then he changes and shows you another side, I think audiences like that a lot because we all experience that in life. Everything is not always there when we first meet or form an association with someone.

"You take on a character and he may do things that are not positive," Beatty continues. "Sometimes they're negative or scary. These are things you would never think of doing yourself, but as an actor, you

can go inside yourself and ask if you could possibly ever do something like that. That's a little scary, but also a lot of fun. You find out a lot about yourself because that's what you need to do in order to play the part. I feel really wonderful about being a part of 'Toy Story 3.' This was a gift from the movie gods, wherever they may be."

KEN is a swinging bachelor who's always on the lookout for fun. Grab your binoculars and join him on a safari! Ken sports the perfect outfit for his eco-adventure: light blue shorts and a leopard-print shirt with short sleeves sure to keep him cool in the hot sun. And after his exciting expedition, Ken will be ready to hit the dance floor in style. His accessories include matching scarf, sensible loafers and a fashion-forward gold belt. Dozens of additional Ken outfits sold separately.

Michael Keaton provides the voice for Ken, a character he connected with from the start. "He's fantastic," says Keaton. "I love this guy. He's emotional. He's crazy about Barbie and he's got a lot of outfits—a lot of outfits."

Keaton says he thinks Pixar has long been able to find the right blend of humor, emotion and adventure. "You're connected to these films because they feature universal themes," says the actor. "And they're funny. The pace is always right."

STRETCH is a fun-loving under-the-sea octopus friend that shines in glittery purple. Kids can count her eight rubbery legs and dozens of sticky suckers that are sure to stand up to rough-and-tumble play and extreme stretching. Toss her high on the wall and watch her climb her way down! Clean in mild soap solution to remove dust and lint.

Comedian/Oscar®-nominated actress/talk show host Whoopi Goldberg is heard as the sassy, brassy solitary female member of Lotso's crew.



BIG BABY is a lifelike baby doll with a soft, cuddly fabric body and vinyl arms, legs and face. With dazzling blue eyes that open and close, this realistic baby encourages nurturing play. Eighteen inches tall, he comes dressed in an adorable yellow onesie with matching bonnet, and has his own magical bottle of milk that disappears while he drinks! A perfect first doll for your special child. Machine washable on gentle cycle. Flame retardant.

TWITCH is the insectaloid warrior, where MAN + INSECT = AWESOME! This sturdy action figure stands over five inches tall, with more than 15 points of articulation, including ferocious chomping mandibles. Use his powerful wings and impenetrable exoskeleton to evade capture! Twitch is meticulously detailed and includes his signature magical battle staff and removable chest armor. For children ages 4 and up. Other insectaloid figures sold separately.

Twitch features the voice of John Cygan.

CHUNK will rock your world! This gargantuan creature sports protective shoulder spikes, while his ferocious fists are ready to smash whatever enemy gets in his way. Chunk's oversized limbs are fully posable, making him ready for hours of imaginative fun. As an added bonus, the press of a hidden head spike will spin Chunk's facial expression from friendly to fierce! No batteries necessary.

Jack Angel provides the voice of Chunk.

SPARKS will fly—literally—during electrifying playtimes with your new robot friend Sparks! This retro-inspired toy has flashing red LED eyes and a blaster cavity that actually spits out real sparks when he's rolled along on his sturdy rubber wheels. Sparks also sports telescoping arms with working pincers and an elevator action that raises his entire body to new heights. Sparking action completely child-safe. Requires two AA batteries (not included).

Sparks is voiced by Jan Rabson.

CHATTER TELEPHONE is a classic pull toy that has been inspiring giggles for many generations, while building motor skills and balance. Ring ring! Preschoolers can't resist the friendly face with eyes that move up and down when they pull the toy along, and the bright colors and pleasing sounds keep them happy and engaged. Chatter Telephone is ideal for the little hands in your life.

Chatter Telephone features the voice of Teddy Newton, who also served as director for "Day & Night," a short film that will be released with "Toy Story 3."

BOOKWORM makes story time extra special. This bedtime reading companion encourages your children's love of reading, while keeping them company with his happy smile. Bookworm's sturdy flashlight features an extra-long-lasting lightbulb, bright enough to read by without causing eyestrain. Two C batteries included. Ages 4 and up.

Actor Richard Kind provides the voice of Bookworm.

Bonnie's Toys:

MR. PRICKLEPANTS is the perfect companion for a woodland adventure! This charming lederhosen-wearing hedgehog is from the Waldfreunde collection of premium imported plush toys. He may look prickly, but the plump and fuzzy Mr. Pricklepants is made strictly for cuddling! Hand wash and air dry. Restore fluffiness with fingers. Made in Germany.

Pixar newcomer Timothy Dalton takes on the role of Mr. Pricklepants, who fancies himself a great thespian. "Mr. Pricklepants is an astonishingly sweet character," says Dalton. "He's a marvelous image to look at—this fantastic, strange, fat little hedgehog in lederhosen and these Tyrolean leather shorts. All of the toys in Bonnie's house are big actors who love to make imaginary movies and do improvisation. My character takes it all rather seriously. He's obviously some sort of actor's manager.

"I was thrilled to see the film," Dalton continues. "What's great about animation is that everything has such a strong emotional base, in a way that you never could with real people in a live-action film. In animation, you can go right through to the center of things—right

inside to someone's heart. The characters represent different aspects of all of us. This film has a wonderful purity and it's moving, exciting, and full of heart. It's got huge imagination, and so much humanity has been brought to the story."

BUTTERCUP will lead your child away on a magical adventure! This cuddly unicorn features velvety-soft, snow-colored fur with sparkly gold and pink accents. He sports a signature mythical golden horn and a fun-to-comb mane and tail. Buttercup's durable plastic eyes are both charming and scratch-resistant. Hypo-allergenic. Ages 3 and up.

Jeff Garlin, voice of the Captain in "WALL•E" and of "Curb Your Enthusiasm" fame, lends his distinctive comedic timing to a toy that

some might feel is feminine in appearance. "Hearing my voice come out of a sweet little unicorn is completely strange," says Garlin. "It's funny. I think that 'Toy Story 3' is excellent. It'll make a lot of people very, very happy. It has the magical Pixar quality."

TRIXIE is a perfect playmate for prehistoric playtime! Visit the era when dinosaurs ruled the Earth! Made of rigid, durable plastic and in friendly shades of blue and purple, Trixie features an expressive mouth and movable legs. This gentle Triceratops will feed any child's imagination. Also available: Tyrannosaurus Rex, Stegosaurus and Velociraptor.

"Trixie is a plastic triceratops, designed to be from the same dinosaur toy line as Rex," says director Lee Unkrich. "Kristen Schaal is



a very, very funny actress, who is best known for her role as the stalker-fan Mel in HBO's 'Flight of the Conchords,' and she provides the squeaky, high-pitched voice for this hilarious character. Trixie loves doing improv, and is always trying to figure out who her character is and what situation she's playing. Having a very funny and vocally unique actress gave us some great comic opportunities."



"I am really proud of my work," says Schaal, "which is unusual for a comedian who's self-deprecating in every way. After I finished recording my role, I left the studio and thought, 'I guess I'm immortal now.' These films are classics and timeless. They are going to be around forever. So my voice will be in the ether coming out of a triceratops forever."

DOLLY is a soft and sweet dress-up rag doll, and is the perfect gift for any young child! Her floppy body and sunny smile will make her an irresistible new member of your family. Dolly has purple hair, googly eyes and gently blushing cheeks. She comes with a pretty blue dress, but templates are included to create and sew your own outfits! Machine washable on gentle cycle.

The always-funny Bonnie Hunt is a Pixar favorite who has been featured in "A Bug's Life" as Rosie and in "Cars" as Sally. For this film, she brings her sardonic wit to Dolly, who is Woody's counterpart in terms of being the voice of leadership. "Dolly is definitely not the prettiest doll," says Hunt, "but she is darn cute. Her buttons don't match and her hair is purple, but she is a real loving and funny character. I felt a strong connection with her immediately because a doll named Dolly might seem generic, but she has a good heart and a real depth of character. It brought me back to when I was a little kid and how my imagination could bring to life a simple doll."

PEAS-IN-A-POD will quickly become a parent's favorite on-the-go toy. The soft, plush pod secures the happy peas inside with a durable metal zipper, making it perfect for the car or stroller. The Peas-in-a-Pod plush toy also develops fine motor skills by catering to a child's natural grab instinct. Pulling the three peas out of the pod will provide repeated enjoyment for infants and toddlers, and soon they'll learn to put them back in! Machine washable. Not for human consumption.

Charlie Bright, Brianna Maiwand and Amber Kroner provide the voices.

BARBIE MEETS KEN **A "Toy Story" Love Story?**

One of the true highlights of "Toy Story 2" was the introduction of Barbie, perhaps the most famous and popular doll of all time. In "Toy Story 3," Barbie takes on an even greater role and meets the man of her dreams when she encounters Ken at Sunnyside Day Care. Like all great screen romances, this relationship has its share of challenges, but this one takes on some particularly fascinating twists and turns.

According to Unkrich, "The idea of putting Ken in the film just felt rife with comic potential. Ken is a guy who is ostensibly a girl's toy, and he's also really nothing more than an accessory for Barbie. He is no more important than a pair of shoes or a purse. We figured he had to be pretty insecure about those things, and tried to tap into that as much as possible. He's really into clothes, being the ultimate fashion maven. He wears a different outfit in every scene in the movie. We thought it would be a nice touch to dress Ken only in real outfits that actually existed, so we consulted with a guy who is the world's preeminent Ken expert."

"It's impossible not to have fun with Ken and to take him as far as you can," says story supervisor Jason Katz. "He's this wonderfully insecure kind of guy. We've played him as a mid-eighties California beach guy who's very handsome but incredibly shallow and awkward. And I think Michael Keaton has a way of playing that which is so awesome."

Supervising animator Bobby Podesta adds: "What's nice about working with Barbie and Ken is that the audience knows a lot about these toys already and there's a certain amount of embedded information that they bring to the theater with them that we can play with or against. You don't need to establish that Barbie might have certain doll-like attributes. The audience knows this. They know the way that Barbie's legs bend. When she cries, her hands cover her face in this awkward pose that might look weird, but it's exactly what a Barbie doll would do. And that makes it funny. It's the same thing when Ken is showing Barbie his Dream House and gestures with his fused fingers."



Animator Jaime Landes drew on her memories of playing with Barbie for her scenes with the legendary doll. "I was able to revert to

my childhood and had a lot of fun getting to play with her again," she says. "She is still a popular toy with today's generation. Compared to 'Toy Story 2,' Barbie's role is a lot different here. She has a broader range, which made the assignment more challenging."

Actor Michael Keaton, whose memorable screen performances range from "Batman" to "Beetlejuice," provides the speaking voice for the scene-stealing Ken. "Ken is a fantastic character," says Keaton. "I really love this guy. He's not just an accessory or a girl's toy, even though everyone tries to make him feel that he is. He does have a lot of outfits, however. And he's crazy about Barbie. This is clearly a case of love at first sight."

"The great thing about 'Toy Story 3' is that it's so emotional and touching, but it also has tons of adventure," Keaton continues. "When I was watching the film, I was actually worried about whether they were going to make it or not. You really get caught up in the story. You're connected with the story because the themes are universal. The pace is always right. It's just a perfect alchemy. And there are also

so many visual aspects that just knocked me out.

"Ken is a really passionate and emotional guy and he digs that Barbie is such a formidable woman," adds Keaton. "He didn't expect that. Ken probably had the image of Barbie being very demure. The character is a little larger than life, but still basically me."

Jodi Benson, the popular Broadway performer and voice-acting star who made her animated debut as the title character in Disney's 1989 landmark animated feature "The Little Mermaid," returns to voice Barbie, reprising the role she created for "Toy Story 2." "I find Barbie to be an incredibly entertaining character and I feel even more comfortable in her plastic and perfect skin this time around," says Benson. "I love that she is a more fully developed character in this film. Working closely



with Lee [Unkrich], I tried to make her as real and believable as possible. There's this perception that Barbie is not too bright, and we wanted to show that she actually is quite smart and is able to use all of her gifts and talents to do the right thing. She loves people, is a loyal friend for life and is completely trustworthy. And you sure don't want to mess with her when it comes to her friends. She does tend to be a bit on the perky side and is very full of energy. She's also very passionate about fashion.

"I grew up with Barbie, and had a lot of the accessories like the traveling case that held the doll and her clothes," continues Benson. "On 'Toy Story 2,' John Lasseter and I had a box of Barbies at the recording stage, and we actually played with them to help get us in the spirit. For this film, Lee told me the whole story and acted out all the parts. At the sessions, he read the part of Ken and was a great actor. Like Howard Ashman on 'Mermaid,' he was a terrific inspiration, enabling me to give my best performance."

ANIMATING THE CHARACTERS

Pixar's Animation Team Reunites with Some Old Friends and Makes Some New Acquaintances

In the world of computer animation and technology, tremendous progress has been made over the past 11 years since the release of "Toy Story 2," and even more since the debut of "Toy Story" in 1995.

"We had to stay true to the world of 'Toy Story,' but keep it fresh, get it right, make it entertaining," says producer Darla K. Anderson. "We had to keep ourselves grounded in the design language and the look and feel of the characters, but recreate them with our current technology. So between the story and the world and the characters and the technology, we had to find this place of telling a compelling new story, but staying in line with this classic feel and timeless space."

The challenge for director Lee Unkrich, supervising animators Bobby Podesta and Michael Venturini, and the rest of the "Toy Story 3" animation team was to use the new tools and advances available to them but to make sure that Buzz, Woody and the other returning "Toy Story" favorites still felt like they belonged in the same universe as the two previous films.

"We needed all of the classic 'Toy Story' characters to move and behave the way they did in the earlier films," explains Unkrich. "But the animators have gotten used to much more sophisticated models than we had back then. For example, with the human characters on 'Ratatouille,' the animators had exponentially more controls, and were able to create very subtle, nuanced animation. We had to be very careful with 'Toy Story 3' that we didn't make the characters so fluid and sophisticated in terms of expression and movement that they no longer felt like Woody and Buzz. We wanted them to be what we remembered. It's all about embracing the limitations that we used to have and working within those confines."



Throughout the production, Unkrich had the good fortune of having veteran Pixar animators who worked on the previous "Toy

Story” films mentoring the new animators. “In animation dailies, Angus MacLane, Bobby Podesta, and others would say things like ‘Don’t pull Buzz’s brow down quite that far because that pulls him off model’ or ‘Don’t raise Woody’s lower eyelids like that because that’s not something we do with Woody;” says Unkrich. “We had this constant set of checks in place to make sure that the characters felt like we remembered them.”

Podesta recalls, “I was the first animator on this film, and I felt like an archeologist. It took a lot of digging to see how this civilization was built and why the original animators did the things they did. We looked under the hood to understand why the characters behaved in certain ways back then, and mashed that together with today’s ‘We can do anything’ technology. I feel that the choices our animation team made had to be really well informed by what the original intentions were. I interviewed John Lasseter, Pete Docter, Doug Sweetland, Dylan Brown and Angus MacLane, and had them tell me how they approached the original characters from an animation standpoint.



“We found that there was a certain level of simplicity with the characters that actually added a lot of the charm,” continues Podesta. “Part of it was how the models were built and articulated, and part of it concerned the style of animation. The animators on the first two films did some amazing work with very few controls, and their performances are gorgeous and stand up next to anything we’re doing today. As animators, we tried to execute our acting choices to match the finessed simplicity that characterizes the best animation from the first two films.”

“You have to be a lot more conscious about how you use the characters,” says animator Jaime Landes. “I’m used to using a lot of controls and tools to cheat and create an illusion. But with the ‘Toy Story’ characters, they’re so simple and they’re already alive in the audience’s heads. You can’t overcomplicate them because people will see through it right away. I’m constantly having to strip down my animation and take things out when I realize I’m overdoing something.”

“A lot of these films are so successful because we built an emotional thread that the audience can identify with,” says supervising animator Michael Venturini. “It’s a fine line of feeding ideas into viewers’ heads and letting them project their own relationship with the story onto the character. So in moments like that, when we hold back, we give them enough to set up the story, but leave enough out that they can project their own feelings onto it. That’s when it becomes really emotional and I think that’s how our films tend to touch people a little deeper, because we develop that relationship with the audience.”

With such a large cast of new characters, the animators had a lot to learn in terms of movement and performance. “Our goal for any new characters was to try and establish who they are and their specific body language; we let the character drive how they may or may not move or act,” explains Podesta. “As animators, we start to build up a certain depth of information and do lots of research, like any actor. We want the characters to have a backstory so that it feels like they’re coming from someplace that’s true. We want them to be believable.”

The character of Lotso, Pixar’s first major plush character, represented a new set of challenges to the technical team and the animators. “We had never really tackled a plush toy before,” says production designer Bob Pauley. “Historically, hard plastic toys are



easy to create and not as challenging. With the current tools, we were able to do a great plush. We actually had some real toys made from our design for Lotso. We studied how the plush toy compressed, how the wrinkles moved and how the whole body twisted. We investigated the nature of the material and took the time to research how this particular toy moved and behaved. People brought in their old stuffed animals and we observed that they all had pretty distinct folds and wear lines consistently in the same spots. That became a whole research project, how to show wear and tear on our bear.”

“Animator David DeVan and character modeling and articulation artist Sajan Skaria had to figure out where the stuffing rolls would be and how to make Lotso feel like a plush toy,” says Podesta. “They had to

come up with a character who basically felt like he had no internal structure or bones. They were able to do this by having wrinkles kick in as he moved to make you believe that he is a teddy bear.”

DeVan adds, “There’s not a lot of structure. That comes mostly from the stitching and the strength of whatever stuffing is inside. His arms have to affect his belly, and his legs have to affect his chest. Everything has to affect everything else because he’s all sewn together. When you move him, the stuffing flows over his joints and bunches up.”

For the film’s human characters, Pixar faced the same challenges of incorporating the enormous technological advances of the last decade with the need to have the characters fit into the “Toy Story” universe. “Lee [Unkrich] wanted there to be more contrast between the toys and the humans than in the previous film,” recalls directing animator Rob Russ. “In the first two films, to varying degrees, it’s hard

to differentiate between humans and toys visually and even motion-wise, because we didn't have the refined technology to do humans as well as we could. Our goal on this film was to have the humans look as much like real people as we wanted them to. The question was how much to caricature them."

Director Unkrich adds, "This story also demanded a degree of subtlety in the human acting that we hadn't attempted before, so improving the humans was a must."

Many of the animators drew on their own toddlers and teenagers for inspiration in creating the humans. "I have a son who is about the same age as Bonnie," says Russ, "so I got a lot of inspiration from watching him walk and paying attention to his little gestures. Kids that age do complex things with their hands for no reason. Their hands are busy. There's some story going on in their heads and their hands are just active."

THE 3D WORLD OF "TOY STORY 3" **Using Storytelling, Staging and New Technology** **to Create a Spectacular Moviegoing Experience**

"Toy Story 3" raises the bar for 3D filmmaking and exhibition, and takes full advantage of the newest technology to bring depth and dimension to the story. For this film, the Pixar team has perfected and pioneered the latest 3D advances to tell their story in a visually dynamic way. Director Lee Unkrich says that while 3D certainly enhances the moviegoing experience, Pixar has been incorporating dimension into their films all along.

"Our approach tends to use 3D as a window into the world so the audience can experience everything in depth," says Unkrich.



"We recreated and re-rendered 'Toy Story' and 'Toy Story 2' into 3D, and although neither of those films was designed to be 3D, they felt like they had been. That's due to the fact that we were already staging in depth within our 2D images. For 'Toy Story 3,' my goal was to tell the best story that we could, while staging the action as dynamically as possible."

One of the film's greatest challenges was to take advantage of the new technological advances in computer animation over the past 15 years (since the 1995 debut of the landmark "Toy Story"), while keeping the look and charm of the original film. Production designer Bob Pauley explains: "All of the characters had to be rebuilt. The technology was so old that we couldn't just dig them up and put them in the movie. It

took a lot of work to remake the characters. We dissected the first two films to find the essence of 'Toy Story.' There is a consistent design language and a finessed simplicity that we didn't want to lose."

Adds Unkrich, "We had an interesting challenge on 'Toy Story 3' because the tools and the technology have advanced quite a bit since 'Toy Story 2.' Additionally, the level of talent of the artists at the studio has risen dramatically. The films we make now are really gorgeous. I didn't want 'Toy Story 3' to feel like it was in a completely different design universe—it's still a 'Toy Story' film—but I certainly wanted to take advantage of the technology and artistry of which we're currently capable. I believe we've created a film that sits comfortably alongside the first two films, yet looks exponentially better in so many ways."

As John Lasseter explains, "From the very beginning, I knew that within the computer, the world is truly three-dimensional. And it seemed like something that Walt Disney himself would have loved, because he was always striving to get more dimension in his animation. And now with 3D technology and the latest advances in exhibition, we're able to give moviegoers an amazing experience. It's like we've always been making 3D movies, audiences just haven't been able to see them that way until now. It was like watching the film with one eye closed. Last year, we introduced 3D versions of 'Toy Story' and 'Toy Story 2' and they looked like we made the movies in 3D. With Lee's dynamic staging of things and his knowledge and training in live-action filmmaking, 'Toy Story 3' is the most spectacular 3D experience yet."

Unkrich likens seeing "Toy Story 3" in 3D to the experience a viewer might have looking through a classic stereo slide viewer. "It's a way to look through a window or a portal into this world and see everything in dimension," he says. "The 3D is the icing on the cake and it just makes the movie that much more cool to watch."



One of the things that makes seeing "Toy Story 3" in 3D such a fun and pleasurable experience is the fact that the film is shot in toy scale—not human scale. "We're in a world where the human objects such as tables, chairs and cars are much larger than life," says

Unkrich. “The 3D really helps cement that illusion of being taken down into the hidden world of toys.”

Overseeing the film from a 3D technical perspective was stereoscopic supervisor Bob Whitehill. “With our work on the first two ‘Toy Story’ films, we really found a visual 3D language,” says Whitehill. “We learned that a lot of 3D has to do with the camera separation between the left and right eye. And since we’re living in a world of toys, that interaxial separation is actually quite small. And because we want to see this world through the scale of the toys, through the scale of Woody, we learned how to set the distance between those cameras—the left and right eye cameras—based on Woody’s size. When we got to ‘Toy Story 3,’ it was very easy to create that sense of scale. For example, with ‘Up,’ you would default to a 2.25-inch camera separation, whereas with ‘Toy Story,’ we were defaulting to a 1/3-inch separation. It made a huge difference in getting the toy’s point of view and giving a greater sense of scale.



“As a studio, we’re still very much focused on telling the best story possible,” Whitehill continues. “Lee [Unkrich] and his team make us look like we’re 3D geniuses because the imagery is so gorgeous. The 3D feels so true and natural. In some ways, it’s like a stage play where you’re looking into this world. With ‘Toy Story 3,’ the 3D group has learned to push things a little bit more, but not so that they are really evident to the audience. They are experiencing more dimensionality and more robust depth, but it’s done in such a graceful manner that it feels very natural and reserved. When I see the film in 3D, it feels more involving to me—more gripping and more real.”

Whitehill insists one of his favorite elements of “Toy Story 3” is the lighting. “It’s just beautiful,” he says. “And the texturing and the aerial

diffusion that you would get in different shots add to the sense of scale. So many of the shots are just so well laid out in camera work, in lighting and blocking that you really feel like you’re traveling gracefully through this world. It’s almost like a dance where you’re getting this layout camera, this amazing animation, this great editing and this gorgeous lighting. And the four of them combine into this poetic movement of camera and action. In 3D, it just feels so palpable and dimensional and real.”

Whitehill and his team worked closely with Unkrich and Jeremy Lasky, the film’s director of photography: camera, and the other departments to figure out how 3D could best help tell the story. They created a bar graph to indicate, on a scale of zero to ten, how much depth to add to a given scene. In the case of Woody’s daring aerial escape from day care, Whitehill asked the filmmakers to add a few more frames to the shot because it was such a rewarding 3D experience. Scenes like the imaginative Western opening sequence use 3D to maximum effect and rank an eight on the graph. For the film’s explosive finale, the filmmakers ratcheted the 3D up to the maximum to add to the excitement. “I just hope that as moviegoers leave the theater,” concludes Whitehill, “they’re thinking, ‘Wow, what an amazing film experience—we laughed, we cried, we were scared, we were moved.’ And then maybe by the time they get to their car, they say, ‘And how about that 3D!’”

THE CINEMATIC SIDE OF “TOY STORY 3”

Director Lee Unkrich and the Pixar Team Push the Boundaries of the Medium with Cinematography, Editing and Lighting

With the arrival of “Toy Story” 15 years ago, Pixar Animation Studios broke new ground for animated features not only with its landmark use of computers, but also by bringing traditional filmmaking techniques to the medium. With John Lasseter at the helm and animation newcomer Lee Unkrich on the team in the editing room, the 1995 feature was hailed for its brilliant storytelling and cinematic sophistication. Over the course of the next nine features, Pixar continued to stretch the limits of the art form. With “Toy Story 3,” Unkrich takes the keys to the car and drives the film to some exciting new dimensions in his role as director.

“With ‘Toy Story,’ we pioneered the notion of using traditional cinematic grammar to make an animated film,” says Unkrich. “And that’s what everybody does now. I was very instrumental in designing the camera work and, of course, cutting the first and second film. So there’s a continuity heading into the third film. From a cinematography perspective, we had an interesting challenge on ‘Toy Story 3’ because the tools and the technology have advanced quite a bit since ‘Toy Story 2,’ and the artists at the studio have gotten so much better. When you look at the first ‘Toy Story’ now, it’s relatively crude. After all, it was the first CG film, and we’ve since made a lot of advances in terms of using depth of field and more sophisticated lighting to help tell our stories. For ‘Toy Story 3,’ I didn’t want the film to feel like it was from a completely different design universe. We wanted it to still feel like a ‘Toy Story’ film, but we also wanted to take advantage of the



technology and the artistry that we're capable of now. I believe we've created a film that sits nicely alongside those previous films, but it just looks exponentially better in so many ways.

"The lighting is gorgeous, and the shading and textures have gotten much more sophisticated," continues Unkrich. "The editing, for me, is always about how to best tell the story. Stylistically, we wanted to keep this film very much in the same wheelhouse as 'Toy Story' and 'Toy Story 2.' At the end of the day, the important thing was to make the world feel believable, especially since we're telling a story that's set in the human world, but from the toys' perspectives."

As director of photography: camera, Jeremy Lasky worked closely with Unkrich on blocking and staging the shots. "We tried to keep our cameras grounded in what people are used to seeing historically in cinema," Lasky says. "This isn't a video game. This is a story, and things need to feel believable. You need to feel like you're in this world, and it all makes sense. You want to focus on the story and not on what the camera's doing. You want to get lost in the characters and their feelings.

"Our cameras have a lot more grace, and more realism in how they move, so we can add that into our bag of tricks when we're thinking of certain scenes," Lasky continues. "We're much better at handheld shots than we ever were before, and depth of field has gotten a lot richer. Our use of it is broader than in the previous two films, but we still used a little restraint to keep it in the same realm as its predecessors."



THE LOOK OF "TOY STORY"

Production Design, Character Design and Art Direction

Part of production designer Bob Pauley's duties over the past 15 years at Pixar has been to play with toys and figure out what makes them tick, beep or talk. Pauley, the original character designer of Buzz Lightyear for "Toy Story," led the "Toy Story 3" team that designed the film's toy and human characters, and he created the style and look for the sets and props.

"We did a ton of research for this film, including going to a lot of toy stores and several day-care centers," recalls Pauley. "We also went to Alcatraz to get a sense of prison life. We even went to a huge landfill location with a giant incinerator to get some visual references for the film's climactic ending. The filmmakers on 'Ratatouille' went to Paris and ate at some of the fanciest French restaurants, and the 'Up' team trekked to the tepui mountains in Venezuela. When we came back from our research trip, all we wanted to do was take a shower.



"With the 'Toy Story' movies, we have always tried to create a world that is believable, but not real," he continues. "We're not trying to replicate the world we live in. Our world has a kind of cartoon feel that is a bit chunkier and stubbier. We try to make shapes interesting. We get inspired by photographs but we don't copy things. Even if you look at little things like light switches, there's a bit of a bow to them, a little bit of chunkiness. We try to create shapes that are pleasing, with a little bit more of a hand-drawn cartoon feel to it. The textures aren't real but they're very true to the materials they're made of. From the very beginning, John [Lasseter] has insisted on 'truth in materials,' in designing the toy characters and the sets."

With regard to the human characters, Andy represented one of the film's biggest challenges. Audiences have grown up with this character, and his appearance was particularly important to the filmmakers. "Development-wise, we had to understand who Andy is, how did he grow and what would he look like now as a teenager," says Pauley. "We put up all the old images of the character and we studied the old Andy sculpt that we still had. We looked at drawings and photo references, but it was really some photographs that John provided of his family that helped us the most."

Lasseter recalls, "We were trying to figure out what Andy would look like as a 17-year-old headed off to college. And my wife found these framed pictures of our kids—their 8" x 10" school pictures. Over the years, she had put their latest photo over the ones from preschool and kindergarten up through the high school senior pictures. And it's just fascinating to watch how they grow and their evolution. They provided some great inspiration for taking a look at Andy and trying to predict what he would look like as a teenager."

Also updated for "Toy Story 3" was Andy's bedroom, where some of the most elaborate and imaginative playtime of all time took place. "Andy's bedroom has changed a lot throughout the three films," says Pauley. "In the first film, the room had clouds on the walls. In 'Toy Story 2,' the walls were covered with stars. But now he's not a kid anymore, so posters and this other adult world are eclipsing and overlaying all those stars. There's a bulletin board with coupons for Pizza Planet and information from his camp at the Western Cowboy Ranch. We tried to define his personality with the clutter."

RANDY NEWMAN REVISITS THE TOY BOX
Filmmakers Tap Oscar® Winner Yet Again

One of the most distinctive elements of the “Toy Story” films has been its vibrant musical scores and innovative use of songs. Much of the credit for this belongs to Pixar’s longtime collaborator, Academy Award®-winning composer/songwriter Randy Newman. Newman wrote and sang the defining song “You’ve Got a Friend in Me” (an Oscar® nominee along with the score) for the first film (along with several others), and provided the score and moving ballad “When She Loved Me” (an Oscar®-nominated song performed in the film by Sarah McLachlan) for “Toy Story 2.” “Toy Story 3” also brings new musical talent into the fold with a stylish, new version of “You’ve Got a Friend in Me,” delivered with a Spanish flair by the internationally renowned recording artists the Gipsy Kings.

The big, raucous, flamenco-like version of “You’ve Got a Friend in Me” was newly recorded by the Gipsy Kings in London at the legendary Abbey Road Studios. The Spanish version, “You’ve Got a Friend in Me (Para Buzz Español),” provides the ideal accompaniment to the excitement and action on screen—a special Latin dance number between Buzz and Jessie that was choreographed by Cheryl Burke and Tony Dovolani from the enormously popular ABC TV series “Dancing with the Stars.”

Producer Darla K. Anderson says, “Cheryl and Tony were both big Pixar fans, and they were thrilled to choreograph a dance that would be in one of our films. They spent a lot of time figuring out some moves that they’d never done before. They’re both world champions, and they came up with some amazing stuff that they had never ever tried before.”

Beyond the cover of his celebrated song, Newman serves up new delights in “Toy Story 3” with his evocative score and delivers another defining musical moment with the new song “We Belong Together.”

“When I was working on the first ‘Toy Story,’ I knew it was the best picture I’d ever done,” Newman says. “And that’s been true of all the pictures I’ve done with Pixar. They make really good movies and I can’t think of another studio that’s ever had ten hits in a row. It’s unprecedented. Pixar deserves all the success they’ve had because they make better pictures than anyone else on the average.”

As with every film he takes on, Newman’s job is to help filmmakers tell their story. “When I originally wrote ‘You’ve Got a Friend in Me,’” says Newman, “I basically reinforced what they told me was the central idea of the movie: it’s about the value of friendship and the particular special nature of Andy and Woody’s relationship. And in ‘Toy Story 3,’ they’re examining what happens when that relationship comes to an end. This idea was introduced with Jessie in ‘Toy Story 2.’ The nature of lyric writing is that it has to be concentrated. You’ve got to say what you have to say in a very short amount of time.

“Writing a score for an animated film like this requires more stamina than writing for live action,” adds Newman. “There’s more music, and more music with lots of notes. When the characters run, you have to run with them. The filmmakers at Pixar are real good people and I consider myself fortunate to have been along for the ride.”

Unkrich notes, “We have so much history with Randy and it was great to hear new music from the ‘Toy Story’ universe. It was very exciting to be out on the floor with the orchestra, hearing the first strains of new ‘Toy Story’ music in 11 years. For ‘Toy Story 3,’ Randy revisited some familiar themes, but he also wrote a lot of incredible new music. We play the new character of Lotso as a Southern gentleman with a New Orleans drawl. Randy wrote themes for him that make heavy use of the accordion and harmonica and perfectly support his oversized personality.”

The filmmakers and Newman have developed a very collaborative process that ultimately leads to memorable results. “Randy’s score has a fullness and sense of drama that complements some of the film’s darker and more emotional moments,” says Unkrich. “He’s a great collaborator. We typically sit down and watch the whole movie, discussing it scene by scene. We play the temp music that I’ve cut in and talk about why I used that particular music. Of course, Randy comes to the table with his own ideas about how to make certain moments play best. We talk about where there should and shouldn’t be music and what kind of music it should be. And then he goes off on his own and begins writing.”

Newman’s score for “Toy Story 3” has a broader scope and variety than his work on the previous films. Ranging from the classic Western score that accompanies the film’s opening sequence, to the dramatic music that accentuates the action-packed climax, and the new end credit song “We Belong Together,” the composer was able to explore lots of different directions. “One of the hallmarks of the ‘Toy Story’ films is that we’ve had songs in them,” says Unkrich. “It’s part of the heritage and the fabric of the series. For ‘Toy Story 3,’ we want the audience to leave the theater on an upbeat, happy note, so we asked Randy to write a new song to accompany the end credits. ‘We Belong Together’ touches on several themes of the movie. It’s about change and moving on and what it really means to be with someone—whether you need to physically be with them to have a connection. It was also important to me that Randy sing the song, since his singing voice is such an essential part of the ‘Toy Story’ DNA. As always, Randy did an amazing job.”

Anderson adds, “The entire film has been like a big family reunion, from getting the original cast back, including our very own Andy, John Morris, to working with Randy Newman. It’s completely heartening to have that much support and it helped us gain creative traction and momentum. We’re all so passionate, both personally and professionally, about the ‘Toy Story’ films, as is everyone at Pixar. All of that positive energy was very encouraging and certainly helped the creative process, which is always intimidating and scary when you begin the journey.”

ABOUT THE VOICE CAST



TOM HANKS (Woody) became the first actor in fifty years to be awarded back-to-back Best Actor Academy Awards® in 1994, first as the AIDS-stricken lawyer in “Philadelphia” and then again the following year as the title character in “Forrest Gump.” Hanks earned Golden Globes® for both performances, and again for his roles in “Big” and “Cast Away,” and was honored twice by the Los Angeles Film Critics Association with Best Actor awards for his roles in “Big” and “Punchline.”

Raised in Oakland, Calif., Hanks became interested in acting during high school. He attended Chabot College in Hayward, Calif., and California State University in Sacramento. At the invitation of artistic director Vincent Dowling, he made his professional debut at the Great Lakes Theater Festival in Cleveland, Ohio, and continued with the company for three seasons.

Moving to New York City in 1978, Hanks performed with the Riverside Shakespeare Company before he was teamed with Peter Scolari in the ABC comedy “Bosom Buddies.” This led to a starring role in Ron Howard’s “Splash,” his first collaboration with the director. He has since worked several times with Howard, playing astronaut Jim Lovell in “Apollo 13” and historian-adventurer Robert Langdon, first in “The Da Vinci Code” in 2006, and again in “Angels & Demons” in 2009.

In 1996, Hanks wrote and directed “That Thing You Do!” The film earned a nomination for an Academy Award® for Best Original Song. Hanks served as an executive producer, writer, director and actor for HBO’s “From the Earth to the Moon,” an Emmy® -winning, 12-hour dramatic film anthology that explored the Apollo space program.

In 1998, Hanks starred in Steven Spielberg’s “Saving Private Ryan,” for which he received his fourth Oscar® nomination. Hanks has teamed with Spielberg several times since, first in 2000 as executive producer, writer and director of the epic HBO miniseries “Band of Brothers,” executive-produced by Spielberg and based on Stephen Ambrose’s book. The miniseries earned an Emmy® and Golden Globe® for Best Miniseries in 2002. That year, Hanks also appeared opposite Leonardo DiCaprio in Spielberg’s “Catch Me If You Can,” based on the true-life exploits of international confidence man Frank Abagnale Jr. Hanks starred in Spielberg’s “The Terminal” opposite Catherine Zeta-Jones in 2004, and most recently Spielberg and Hanks produced the HBO miniseries “The Pacific,” which premiered in March 2010. In 2000, Hanks reunited with “Forrest Gump” director Robert Zemeckis and screenwriter William Broyles Jr. in “Cast Away,” for which he received yet another Oscar® nomination. Zemeckis and Hanks worked together again in November 2004 when Hanks starred in the film adaptation of the Caldecott Medal-winning children’s book “The Polar Express” by Chris Van Allsburg.

In 2008, Hanks, with his production company Playtone, executive-produced the critically acclaimed HBO miniseries “John Adams,” starring Paul Giamatti, Laura Linney and Tom Wilkinson. The series went on to win an Emmy® for Outstanding Miniseries and a Golden Globe® for Best Miniseries.

Hanks’ other credits include “The Green Mile,” written and directed by Frank Darabont and based on the novel by Stephen King; “The Road to Perdition,” featuring Paul Newman and Jude Law and directed by Sam Mendes; the Coen Brothers’ dark comedy “The Ladykillers”; and Mike Nichols’ film “Charlie Wilson’s War,” opposite Julia Roberts and Philip Seymour Hoffman. Next up, Hanks will reteam with Julia Roberts in “Larry Crowne,” which he also wrote and is directing.



TIM ALLEN (Buzz Lightyear) was last seen on screen in his feature-film directorial debut, the independent comedy “Crazy on the Outside,” in which he stars opposite Ray Liotta, Sigourney Weaver, Julie Bowen, Jeanne Tripplehorn, J.K. Simmons and Kelsey Grammer. In the film, Allen plays a newly released prisoner who tries to persuade his single-mom parole officer (Tripplehorn) to date him. His struggle to rebuild his life is further complicated by a loving sister (Weaver) and her sarcastic husband (Simmons). The film is currently available on DVD.

In 2008, Allen starred in the Sony Pictures Classics drama “Redbelt,” which was written and directed by David Mamet. In 2007, he starred opposite John Travolta, Martin Lawrence and William H. Macy in Touchstone Pictures’ hit comedy, “Wild Hogs.” In 2006, he starred in Disney’s “The Santa Clause 3,” in which he reprised his role as Santa Claus. That same year, Allen also starred in the Revolution Studios comedy “Zoom,” in which he played a former superhero who is called back to work to transform an unlikely group of ragtag kids into superheroes at a private academy, and Disney’s “The Shaggy Dog,” an update of the family classic, in which he played a lawyer whose devotion to his career comes at the expense of his family.

Allen honed his talents as a stand-up comic throughout the eighties, providing the perfect lead-in to his highly successful ABC television series, “Home Improvement,” for which he garnered a Golden Globe® and an Emmy® nomination and was honored with the People’s Choice Award for Favorite Male Performer in a Television Series for an unprecedented eight years in a row.

He made his film debut in 1994, playing the historic holiday icon in the Walt Disney blockbuster hit “The Santa Clause,” earning him another People’s Choice Award. In 1995, he gave voice to the beloved yet deluded space ranger Buzz Lightyear in the computer-animated smash hit “Toy Story” and starred in Disney’s “Jungle 2 Jungle” with Martin Short and Universal’s “For Richer or Poorer” with Kirstie Alley.

While the Taylor family was still at the top of the prime-time charts, Allen revisited his comedy roots with a successful national concert tour that finished with a sell-out performance at Caesar's Palace, and found time to pen his first book about the male perspective, "Don't Stand Too Close to a Naked Man," topping the New York Times Bestseller List. This was followed by his second bestseller "I'm Not Really Here," focusing on midlife, family and quantum physics.

In 1999, during the eighth and final season of "Home Improvement," the actor was honored with the TV Guide Award for Favorite Actor in a Comedy Series, and in a tearful farewell, Allen hung up his tool belt, shifting his film career into high gear with resounding success.

Allen reprised his character Buzz Lightyear in the 1999 Disney sequel, "Toy Story 2," which proved to be a huge hit at the global box office. This was followed by the popular DreamWorks film "Galaxy Quest," where Tim portrayed the washed-up actor Jason Nesmith and his sci-fi alter ego Commander Peter Quincy Taggart, playing opposite Sigourney Weaver and Alan Rickman. Allen starred in the Twentieth Century Fox picture "Joe Somebody" opposite Jim Belushi, and in 2001, he partnered with Rene Russo in the Barry Sonnenfeld ensemble comedy "Big Trouble." In 2002, with an interesting departure from playing mythical icons and the average "everyman," he took on the role of Critical Jim, a professional hit man in the Paramount Classics comedy "Who Is Cletis Tout?" opposite Christian Slater, and in November 2002, Allen helped kick off the holiday season, successfully reprising his role as "the big man in red" in the long-awaited sequel, "The Santa Clause 2." In a brief return to television in April 2003, Allen's old Tool Time pals, Debbe Dunning and Richard Karn, joined him on stage for the live-event ABC special "Tim Allen Presents: A User's Guide to Home Improvement." In 2004, he starred opposite Jamie Lee Curtis in the Revolution Studios comedy "Christmas with the Kranks," an adaptation of John Grisham's best-selling novel "Skipping Christmas."



JOAN CUSACK (Jessie) has received two Academy Award® nominations, first for her comic portrayal of a Staten Island secretary in "Working Girl" opposite Harrison Ford and Melanie Griffith, and again for her role as Kevin Kline's jilted bride in the critically acclaimed "In & Out." She was the recipient of an American Comedy Award for Best Supporting Actress in a Motion Picture for her role in "Runaway Bride," opposite Julia Roberts and Richard Gere. She also recently received a Daytime Entertainment Emmy® nomination for her work in "Peep and the Big Wide World."

She made her screen debut in "My Bodyguard" at age 15. She has starred in such films as "Friends with Money," "Ice Princess," "Raising Helen," "School of Rock," "Arlington Road," "High Fidelity," "Cradle Will Rock" and "Where the Heart Is." She has also starred in films with her brother, John Cusack, including "War, Inc.," "Grosse Pointe Blank" and "Martian Child." Her filmography includes comedic femme fatale roles in "Addams Family Values," "Nine Months," "The Cabinet of Dr. Ramirez," "Corrina, Corrina," "Toys," "Hero," "My Blue Heaven," "Men Don't Leave," "Broadcast News," "Say Anything" and "Sixteen Candles," among others. Most recently, Cusack appeared in "Confessions of a Shopaholic" for Walt Disney Films and "Kit Kittredge: An American Girl" for HBO Films.

Cusack's appearances on the small screen include a regular role on "Saturday Night Live" during the show's 1985-86 season and a starring role alongside Anne Bancroft in the BBC production of Paddy Chayefsky's "The Mother." She also starred in the sitcom "What About Joan."

Her theatrical work includes the premiere of "Brilliant Traces" at New York's Cherry Lane Theatre, "The Road" at La Mama and the role of Imogen in "Cymbeline" at the Public Theater in New York. She portrayed Helena in "A Midsummer Night's Dream" at the Goodman Theatre in Chicago, and was directed by JoAnne Akalaitis in "'Tis a Pity She's a Whore."

Cusack studied acting at the Piven Theatre Workshop. She became a member of the improvisational group "The Ark" while studying at the University of Wisconsin in Madison, where she graduated with a degree in English.

Her recent film work includes "My Sister's Keeper," starring Cameron Diaz and Alec Baldwin; "Acceptance," based on the Susan Coll novel; and "Mars Needs Moms," an ImageMovers animated film co-starring Seth Green. She is currently working on the Chicago-based comedy "Progress Notes," a series she will produce and star in for NBC.



NED BEATTY (Lotso) was nominated for an Academy Award® for Best Supporting Actor in 1977 for his movie-stealing performance as the Chairman of the Board in Paddy Chayefsky's broadcast-news satire "Network," directed by Sidney Lumet. He was nominated for a Golden Globe® for Best Supporting Actor for his role in 1991's "Hear My Song."

Beatty's more than 70 feature-film roles include performances for directors John Boorman ("Deliverance"), Mike Nichols ("Charlie Wilson's War"), Steven Spielberg ("1941"), Alan Pakula ("All the President's Men"), Richard Lester ("Superman"), Richard Donner ("Superman 2" and "The Toy"), Robert Altman ("Nashville" and "Cookie's Fortune"), Ronald Neame ("Hopscotch") and John Huston ("Wise Blood" and "The Life and Times of Judge Roy Bean"). His other credits include "Mikey and Nicky," "Silver Streak," "Back to School," "The Big Easy," "Rudy," "Radioland Murders," "He Got Game," "Spring Forward," "The Walker" and "Shooter."



DON RICKLES (Mr. Potato Head) is one of comedy's most famous funny men. For over fifty years, he has appeared in top showrooms in Atlantic City and Las Vegas, as well as concert halls throughout the U.S. and the world. Known sarcastically as "Mr. Warmth," Rickles—the world's most famous insult comic—maintains there's a deep affection and love behind his taunts. "If I were to insult people and mean it," he once told an interviewer, "that wouldn't be funny."

Rickles was born in New York City. As a teenager, he performed in high school plays and at neighborhood dances before moving on to small nightclubs. A fine actor who graduated from the American Academy of Dramatic Arts in New York, Rickles had frequently received rave reviews for his acting ability. His insult style "just happened" while working clubs in the two years after his discharge from the U.S. Navy in 1946. Never a great joke-teller in the traditional sense, Rickles found himself more comfortable talking directly to the audience and throwing out lines off the cuff.

His career got its first boost in a small Hollywood club in 1957, when the still-unknown Rickles spotted Frank Sinatra in the audience and cracked, "Make yourself at home, Frank. Hit somebody." Sinatra doubled up laughing, and Rickles was soon an "in" comic amongst the Hollywood glitterati, who lined up to be the subject of his insults.

In 1959, Rickles made his first Las Vegas appearance. He clicked immediately and has headlined there every year since. By the mid-1960s, he was still unknown nationally, however, and he earned a breakthrough appearance on Johnny Carson's "Tonight Show" in October 1965, where his freewheeling performance became the talk of the industry. In 1967, he appeared on "The Dean Martin Show." His second guest shot on "The Dean Martin Show" was the killer, in which Rickles was put in front of an audience including celebrities such as Danny Thomas, Jackie Cooper, Bob Newhart, Lena Horne, Dean Martin, Ernest Borgnine, Don Adams, Ricardo Montalban and Pat Boone, and he was forced to hurl ad-libbed insults at them for an hour. ("What's Bob Hope doing here? Is the war over?") For weeks, people all over the country were repeating Rickles' lines, and by year's end, the networks were besieging Rickles with ideas for a TV series of his own.

In addition to his high-profile "zing" work over the years, including audiences with Princess Margaret at Grosvenor House in London for a fundraising gala and an invitation to grill President Reagan at the 1984 Inaugural Gala, Rickles has starred in prime-time series for ABC, CBS, NBC and FOX and hosted or co-hosted seven television specials. In addition to frequent appearances with TV talk show hosts Larry King, Jay Leno, David Letterman and Regis Philbin, he was awarded an Emmy® in 2008 for his performance in the highly acclaimed, John Landis-directed documentary "Mr. Warmth: The Don Rickles Project," which debuted on HBO in December 2007.

Besides his roles in Disney•Pixar's "Toy Story" and "Toy Story 2," in the world of movies, Rickles is perhaps best known for portraying casino manager Billy Sherbert in Martin Scorsese's "Casino," in which he starred opposite Robert De Niro, Sharon Stone, and Joe Pesci. Rickles' early work includes "Run Silent Run Deep," "Rat Race," and the cult classic "Kelly's Heroes." Rickles was recently seen in the TNT television movie "The Wool Cap" with William H. Macy. Additionally, he has starred in live-stage productions, recorded two best-selling comedy albums and written the books "Rickles' Book" (2007) and "Rickles' Letters" (2008) for Simon & Schuster.

Over the course of his career, Rickles has received numerous accolades and awards, including Caesar's Palace's first-ever Laurel Award and the United States Comedy & Arts Festival's 2007 Pinnacle Award acknowledging his body of work. In April 2009, TV Land honored him with the Legend Award.

Rickles and his wife, Barbara, live in the Los Angeles area. They have a daughter, Mindy, a son, Lawrence, and two grandchildren.



MICHAEL KEATON (Ken) first gained national attention in the hit comedy "Night Shift," followed by starring roles in such films as "Mr. Mom," "Johnny Dangerously" and "Gung Ho."

In 1988, Keaton made a blistering double impression on movie audiences when he appeared in a career-making performance as the ghost-with-the-most title character of Tim Burton's "Beetlejuice," followed closely by an acclaimed dramatic role in "Clean and Sober," for which he earned the Best Actor award from the National Society of Film Critics. The following year, he eased into his new role as a leading man for the multiplex as he starred in Tim Burton's "Batman," reprising his role for Burton in 1992's "Batman Returns." Keaton's film credits in the 1990s included "Pacific Heights," "My Life," "The Paper," "Speechless" and "Jack Frost." In "Multiplicity" in 1996, he wowed audiences by playing a scientist and his many domesticated (and undomesticated) clones simultaneously on screen. He also played the Elmore Leonard-penned FBI Agent Ray Nicolette in both Quentin Tarantino's "Jackie Brown" (1997) and Steven Soderbergh's "Out of Sight" the

following year.

In the Aughts, Keaton starred as Robert Weiner in HBO's critically acclaimed "Live from Baghdad," based on a true story of the CNN crew who reported from Baghdad during the Gulf War. Keaton received a Golden Globe® nomination for his performance. He also starred in "Game Six," a story centered on the historic sixth game of the 1986 World Series, Mets vs. Boston Red Sox. His other credits included "First Daughter," "Post Grad," "The Last Time" and the CIA-themed miniseries "The Company." In 2007, Michael Keaton made his directorial debut and also starred in the drama "The Merry Gentleman." The film was accepted by the Sundance Film Festival for 2008.

Keaton has previously contributed two voices to Disney-related product, including egocentric racecar Chick Hicks in the Disney/

Pixar feature "Cars" and the heroic, fighter-pilot title character of the English-dubbed version of Studio Ghibli's "Porco Rosso." Presently, Keaton has completed a co-starring role in the comedy feature "The Other Guys" with Will Ferrell, Mark Wahlberg and Dwayne Johnson for Columbia Pictures, for release in 2010.



WALLACE SHAWN (Rex) is one of the film industry's most recognizable character actors with a long list of movie and television credits. He has appeared in more than 50 films in a career that began, and continues, as a writer.

Shawn, a New York City native, was actually once a schoolteacher, having taught Latin and drama in New York and English in India. A lifelong writer whose playwriting career began in 1967, Shawn translated Machiavelli's play "The Mandrake" for a Joseph Papp production in 1977, and was asked by the director to appear in it, marking his acting debut. Since then, he has appeared in "Uncle Vanya," "Carmilla" and other plays. In 2005, Shawn co-starred opposite Ethan Hawke in the enormously successful run off-Broadway of David Rabe's "Hurlyburly." In 2007, Shawn starred off-Broadway in a production of his play "The Fever."

Other plays written by Shawn include "Aunt Dan and Lemon" and "Marie and Bruce." The National Theatre in London produced "The Designated Mourner," featuring Mike Nichols and Miranda Richardson. Those two stars reprised their roles in the BBC Films production of "The Designated Mourner" released to critical acclaim in the summer of 1997. His play "The Fever" was produced as a cable film for HBO starring Vanessa Redgrave, premiering in June of 2007, and his play "Marie and Bruce" was produced as a feature film starring Matthew Broderick and Julianne Moore. In the spring of 2006, Shawn had two plays open in New York: off Broadway, "The Music Teacher," an operatic play co-written with composer brother Allen, made its premiere, and on Broadway, his translation of Bertolt Brecht's "Threepenny Opera" was staged, starring Alan Cumming and Cyndi Lauper. Shawn's most recent play, "Grasses of a Thousand Colours," premiered in the summer of 2009 at the Royal Court Theatre in London, starring himself, Jennifer Tilley and Miranda Richardson. This original production was the centerpiece of a yearlong celebration at the theater of Shawn's work during which all of his plays were performed.

Casting director Juliet Taylor saw Shawn in "The Mandrake," then recommended and ultimately cast him in Woody Allen's "Manhattan." Allen later used him in "Radio Days," "Shadows and Fog," "The Curse of the Jade Scorpion" and "Melinda and Melinda." Shawn went on to appear in four films by Louis Malle: "Vanya on 42nd Street," "My Dinner with André," "Atlantic City" and "Crackers." Shawn has appeared in Amy Heckerling's "Clueless"; Rob Reiner's "The Princess Bride"; Blake Edwards' "Mickey and Maude"; Stephen Frears' "Prick Up Your Ears"; James Ivory's "The Bostonians"; Rebecca Miller's "Personal Velocity"; and "The Haunted Mansion," starring Eddie Murphy. Other notable credits include "Kit Kittredge: An American Girl," "My Favorite Martian," "Scenes from the Class Struggle in Beverly Hills," "The Hotel New Hampshire" and "The Moderns."

In addition to having a recognizable face, Shawn's distinctive voice fueled the performance of the nervous dinosaur, Rex, in "Toy Story" as well as its sequel, "Toy Story 2." He can also be heard in the animated feature films "The Incredibles," "The Goofy Movie" and "Teacher's Pet: The Movie," as well as on the animated television series "Family Guy."

Shawn has regularly appeared in such highly regarded television series as "Murphy Brown," "The Cosby Show" and "Taxi," along with special appearances on "Damages," "Desperate Housewives," "Sex and the City" and "Ally McBeal," as well as recurring roles on "The L Word," "Gossip Girl," "Crossing Jordan," "Clueless" and "Star Trek: Deep Space Nine." Movies made for television include "Monte Walsh" starring Tom Selleck, "Mr. St. Nick" starring Kelsey Grammer and "Blonde" with Poppy Montgomery as the legendary Marilyn Monroe.



JOHN RATZENBERGER (Hamm) is an accomplished director, producer and multi-E Emmy®-nominated actor with notable credentials as an entrepreneur and humanitarian. While he is best known to international audiences as postman Cliff Clavin on "Cheers," for which he garnered two Emmy nominations, Ratzenberger is the only actor to voice a role in all of the Disney/Pixar films. Besides the charming and witty Hamm, heard previously in "Toy Story" and "Toy Story 2," Ratzenberger was P.T. Flea in "A Bug's Life," Yeti the snow monster in "Monsters, Inc.," a school of Moonfish in "Finding Nemo," a philosophical villain named The Underminer in "The Incredibles," a Mack Truck in "Cars," head waiter Mustafa in "Ratatouille," and John, a human living aboard the spaceship Axiom in "WALL•E."

A former carpenter, archery instructor, carnival performer and oyster-boat crewman, Ratzenberger was raised in Bridgeport, Connecticut. An English literature major at Sacred Heart University, he starred in one-man shows and directed others after graduation. Ratzenberger spent a decade in England as co-founder of the improvisational duo Sal's Meat Market, earning acclaim across Europe and a grant from the British Arts Council. Early in his career, he appeared in numerous motion pictures, including "A Bridge Too Far," "Superman," "Gandhi," and "Star Wars: The Empire Strikes Back." Ratzenberger also starred in the Granada TV series "Small World" and cut his teeth as a producer and writer for the BBC, Granada TV and several prestigious theater companies.

In 1982, Ratzenberger auditioned for a role on "Cheers," suggesting to the creators that they consider adding a know-it-all bar regular. The character of Cliff Clavin was brought to life, and the "Cheers" team rewrote the pilot to include him. During eleven seasons on

"Cheers," Ratzenberger improvised many of his lines, helping bring freshness and enduring popularity to a show that earned 28 Emmys®. With "Cheers" still airing in worldwide syndication, Cliff Clavin remains one of television's most beloved characters.

Ratzenberger has reprised his role of Cliff Clavin in "Frasier," "The Simpsons," "Blossom," "Wings," "St. Elsewhere" and eight NBC specials. The accomplished character actor has also appeared on "8 Simple Rules," "That '70s Show," "Sabrina, the Teenage Witch," "Murphy Brown," "The Love Boat," "Magnum P.I." and "Hill Street Blues." Among his numerous TV movies are starring roles in "The Pennsylvania Miners Story" for ABC, "A Fare to Remember," "Remember Wenn," PBS Masterpiece Theater's "The Good Soldier," and the BBC's "Song of a Sourdough" and "The Detectives." Ratzenberger's big-screen animation success extends to the small screen in the long-running TBS series "Captain Planet and the Planetears" and "The New Adventures of Captain Planet." He was also a fan favorite on the hit ABC show "Dancing with the Stars."

His more than 40 film credits include "The Ritz" (1976), "Yanks" (1979), "Superman 2" (1980), "Ragtime" (1981), "Reds" (1981), "Outland" (1981), "Firefox" (1982), "Protocol" (1984), "The Falcon and the Snowman" (1985), "She's Having a Baby" (1988), "One Night Stand" (1997), "That Darn Cat" (1997), "Tick Tock" (1999), and "Determination of Death" (2001).

Ratzenberger's recent credits include the film "The Village Barbershop," winner of the Audience Choice Award at the Cinequest Festival, and "Our First Christmas" for Hallmark. For five seasons, he was host of the popular Travel Channel series "John Ratzenberger's Made in America." Ratzenberger created the show in 2004 to showcase American-made products, a cause that remains dear to his heart. Ratzenberger's nonprofit organization, Nuts, Bolts, and Thingamajigs Foundation, is positioned to restore esteem and dignity to the manual and industrial arts, and to inspire the next generation of American artisans, inventors, engineers, repairmen and skilled workers.



ESTELLE HARRIS (Mrs. Potato Head), best known as Mrs. Costanza, George's cranky mother on "Seinfeld," has also been a series regular with Shelly Long in "Good Advice," recurred as Muriel in "The Suite Life of Zack and Cody" and the lovable Easy Mary in "Night Court," and appeared in episodes of "ER," "Providence," "The Parkers," "Half and Half," "Regular Joe," "Cybill," "Conrad Bloom," "Living Single," "Moesha," "Star Trek: Voyager," "In the House," "Mad About You," "Law and Order" and "Married with Children."

Elsewhere in the animation universe, Harris can be heard in "Tarzan 2," "Brother Bear," "Home on the Range," and "Teacher's Pet." She is also heard on many cartoon series and specials, including "Dave the Barbarian," "The Proud Family" and "Kim Possible."

Harris was featured in the mockumentary film "The Grand" opposite Woody Harrelson, Richard Kind and Dennis Farina, and has been seen in many other feature films including "Out to Sea," "The Odd Couple 2," "Lost and Found," "My Giant," "Once Upon a Time in America," "Stand and Deliver," "This Is Your Life," "Perfect Alibi" and "Addams Family Reunion." She co-starred opposite Charlie Sheen and Angie Harmon in the feature film "Good Advice," was in "What's Cooking" with Alfre Woodard, Julianna Margulies and Mercedes Ruehl, and co-starred in "Playing Mona Lisa" with Elliott Gould and Marlo Thomas. She appeared in the funny and poignant short film "No Prom for Cindy" in 2002, and her television movies include Peter Bogdanovich's "Fallen Angels" for Showtime and "The West Side Waltz," co-starring Shirley MacLaine, Liza Minnelli, and Kathy Bates, for CBS-TV.

Harris co-starred in a Los Angeles production of "The Vagina Monologues," has played the feisty role of Granny Berthe in "Pippin" in Thousand Oaks, Tucson and Phoenix for Theatre League, and has performed off-Broadway in "Enter Laughing" and "The Prisoner of Second Avenue." In Regional Theatre, she completed critically acclaimed stints as Doris in "The Cemetery Club," as Miriam in "Beau Jest" at the renowned Westport Summer Playhouse, and as a vast array of other roles in theaters throughout the nation, including Jeannette in "The Last of the Red Hot Lovers," Sue in "Bells Are Ringing," Auntie Queenie in "Bell, Book and Candle," Lola in "Come Back, Little Sheba," Madame Arcati in "Blithe Spirit," Miss Adelaide in "Guys and Dolls" and Clara Weiss in "Milk and Honey." She also played Bert Convy's mom in "Bye Bye Birdie," was revered as Mrs. Strakosh to Carol Lawrence's "Funny Girl" and played Yente in a touring company of "Fiddler on the Roof."

Raised in a small coal-mining town in Pennsylvania, she has been married to her husband for more than 40 years and is a proud mother of three and grandmother of three. She and her husband now spend their time in Los Angeles.



JOHN MORRIS (Andy) was first cast by Pixar for the role of Andy when he was seven years old. He reprised that role in the second installment at age 13, and currently, at 25, he is voicing Andy once again for "Toy Story 3." This role has now been 18 years in the making. Morris additionally lent his voice to Tim Burton's "The Nightmare Before Christmas," playing Santa Boy, among others.

Morris grew up in the Bay Area and began his professional acting career at age six in a national Chevron commercial. He has extensive acting training and, in addition to film work, has worked on stage in the San Francisco Bay Area (Berkeley Rep and A.C.T.), New York and Los Angeles, where he attended UCLA and earned a BA in Theater Arts.



JODI BENSON (Barbie) has received worldwide recognition and critical acclaim as the voice of Ariel from the Academy Award®-winning Walt Disney animated feature film "The Little Mermaid." She also gave life to the spirited Weebo in Disney's live-action feature "Flubber," co-starring Robin Williams. For Warner Bros. and director Don Bluth, she created the title voice in the feature "Thumbelina." Her other voice credits include "The Little Mermaid: Ariel's Beginning," "The Little Mermaid II: Return to the Sea," "Lady and the Tramp II: Scamp's Adventure" as Lady and "101 Dalmatians II: Patch's London Adventure" as Anita. And, as a real person with legs, she appeared as Patrick Dempsey's assistant Sam in Disney's feature film "Enchanted."

A native of Rockford, Ill., Benson received a Tony Award® and a Helen Hayes Award nomination for Best Actress in a Musical for creating the starring role of Polly in the Broadway musical "Crazy for You." Also on Broadway, Benson created the starring roles of Doria Hudson in the Howard Ashman/Marvin Hamlisch musical "Smile," Betty Bursteter in Cy Coleman's "Welcome to the Club" and Virginia in Kenny Ortega's "Marilyn: An American Fable." Internationally, Benson has had the honor of sharing the stage with her husband, Ray Benson, in the European premiere of Gershwin's "My One and Only," starring as Miss Edythe Herbert.

In Los Angeles, Benson starred as Bunny in the critically acclaimed Reprise/UCLA production of "Babes in Arms," Nellie Forbush in "South Pacific" (Pasadena Civic Auditorium), Flora in "Flora the Red Menace" (Pasadena Playhouse), Ado Annie in "Oklahoma!" (Dorothy Chandler Pavilion), Eliza Doolittle in "My Fair Lady" (Alex Theatre) and Florence Vassey in "Chess" (Long Beach Civic Light Opera), for which she won the Drama-Logue Award for Best Actress.

Jodi can be heard on many recordings, including Disney's "Songs from the Sea," "Disney Classics," "Splash Hits," "The Little Mermaid" soundtrack and "The Princess Collection," as well as EMI/Angel's "Crazy For You" cast album. Her newest project for kids is the six-part DVD series "Babyfaith" from the creators of Baby Einstein.

Her animated television credits include the Cartoon Network hit "Camp Lazlo," "Pepper Ann," "Pirates of Dark Water," "P.J. Sparkles," Disney's "Hercules" (as the ever-perky Helen of Troy), "Batman Beyond," "The Grim Adventures of Billy and Mandy" and "The Wild Thornberrys."

On the concert stage, Benson has had the honor of appearing as the guest soloist at the Kennedy Center Honors for Ginger Rogers as well as "Walt Disney: 75 Years of Music" at The Hollywood Bowl. Jodi has performed with symphonies all over the world, including The Philly Pops, The National Symphony, Cleveland Symphony, Dallas Symphony, Tokyo Philharmonic, San Francisco Symphony and Chicago Symphony. Benson is honored to be the resident guest soloist for the Walt Disney Company/Disney Cruise Line and an ambassador for feature animation.

Jodi gives thanks and praise to God for her family, friends, for her loving husband, Ray and her precious children, son McKinley and daughter Delaney.



LAURIE METCALF (Andy's Mom) has appeared on Broadway opposite Nathan Lane in David Mamet's comedy "November," directed by Joe Mantello, and Alexandra Gersten's "My Thing of Love," directed by Michael Maggio. Metcalf has also appeared in Sam Shepard's "A Lie of the Mind," directed by Ethan Hawke, and "Balm in Gilead" at the Circle Repertory Company, for which she received Drama Desk, Obie and Theatre World Awards. In New York, Metcalf most recently appeared on Broadway in Neil Simon's "Brighton Beach Memoirs," directed by David Cromer.

Metcalf's film credits include "A Wedding," "Desperately Seeking Susan," "The Appointments of Dennis Jennings," "Internal Affairs," "Pacific Heights," "JFK," "Leaving Las Vegas," "U Turn," "Bulworth," "Runaway Bride," "Georgia Rule" and "Stop-Loss." In the animation world, she's given voice to characters for projects for TV and film, including "Duckman," "Meet the Robinsons," "God, the Devil and Bob," "Treasure Planet" and "King of the Hill."

An ensemble member of Chicago's Steppenwolf Theatre Company since 1976, Metcalf is the recipient of seven Joseph Jefferson Awards and two L.A. Ovation Awards. Metcalf won three Emmy® awards for her role as Jackie Harris on "Roseanne." She was also nominated for an Emmy for her work on "Desperate Housewives."



BLAKE CLARK (Slinky Dog) has been doing stand-up comedy for more than 20 years on the club circuit, "The Tonight Show," HBO Comedy Specials, "Late Night with David Letterman" and "The Conan O'Brien Show." In addition, he has been in over 50 feature films and hundreds of episodic television shows.

A decorated Infantry Platoon Leader in Vietnam, Clark brought the plight of the Vietnam veteran to the people of America in a humorous way in the 1980s and was adopted by numerous veterans' organizations throughout the United States.

Having moved from his home state of Georgia to Hollywood, Clark landed his first episode of "The Tonight Show" with Johnny Carson and soon thereafter was cast in his first of many recurring roles on television as Fred the Chauffeur on "Remington Steele." Since then, he has been Harry the Hardware Guy on "Home Improvement," Jules the next-door neighbor on "The Drew Carey Show," Chet, the finagling father of Sean Hunter on "Boy Meets World" and Bob the womanizing boss on "The Jamie Foxx Show."

Clark's feature credits include "St. Elmo's Fire," "Shakes the Clown," "Toys," "The Mask," "Little Nicky," "Joe Dirt," "Corky Romano," "Eight Crazy Nights," "Intolerable Cruelty," "The Ladykillers," "Leatherheads" and "Get Smart." He received critical acclaim as Drew Barrymore's father in the hit movie "50 First Dates" in 2004. He is perhaps best known, however, as Farmer Fran, the unintelligible Cajun Coach in "The Waterboy."

A warm, social commentator with a quiet patriotism, Clark has traveled the world doing comedy and has been to Iraq twice for extended USO Tours with Drew Carey and Robin Williams. In 2011, he will be heard alongside Johnny Depp in the Nickelodeon Movies feature "Rango."



TEDDY NEWTON (Chatter Telephone; Director, "Day & Night") came to Pixar in July of 2000 to work on Pixar's sixth feature film, "The Incredibles," and has since contributed his considerable character-design skills to many of Disney•Pixar's award-winning feature and short films, including "Ratatouille," "Your Friend the Rat" and "Presto." He was also instrumental in the creation of the end titles of "The Incredibles" and "Ratatouille," and is frequently cast as a voice in Disney/Pixar films, including the role of Chatter Telephone in "Toy Story 3."

For his Disney/Pixar directorial debut, Newton teamed with producer Kevin Reher on "Day & Night," the new short film being released with "Toy Story 3."

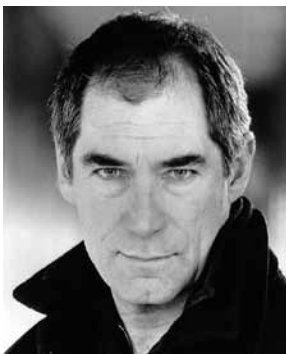
Prior to coming to Pixar, Newton worked in the story department and in character design at Warner Bros. on "Iron Giant." He also served as writer/producer for the independent feature film "The Trouble with Lou."

Newton is inspired by the drawings of Al Hirschfeld and early Warner Bros. animation. He grew up in Dana Point, Calif., and attended California Institute of the Arts (Cal Arts).



JAVIER FERNÁNDEZ-PEÑA (Spanish Buzz) is a highly experienced voice-over artist based in London. Nicknamed by his English colleagues "The Voice of Spain," he has a way of conveying the spoken message with unique finesse. His flawless diction, elegant style and his adaptability to the expectations of the target audience make him one of the most sought-after male Spanish European voice-overs in the industry today.

Fernández-Peña has voiced characters for toys, video games and cartoon series, and voice-over and narration for TV and radio commercials, audio books, and corporate and educational videos.



TIMOTHY DALTON (Mr. Pricklepants) trained at The Royal Academy of Dramatic Art in London. He was a member of Britain's National Youth Theatre and has worked extensively in both classical and modern theater throughout Britain, including seasons with the Royal Shakespeare Company, the Prospect Theatre Company and the National Theatre. His many roles have included Romeo, Prince Hal, Hotspur, Henry V, Petruchio and Mark Antony. He played Cornelius Melody in the highly acclaimed London West End production of Eugene O'Neill's "A Touch of the Poet" and most recently played Lord Asriel in the National Theatre's "His Dark Materials."

On television, his work has encompassed material ranging from the BBC's classic production of "Jane Eyre" to the award-winning documentary on wolves "In the Wild," which took him to within a few hundred miles of the North Pole. He has played in major British and U.S. network TV miniseries and dramas. His work for Showtime and HBO includes the movies "The Informant," "Possessed" and "Made Men."

Dalton began his film career playing alongside Peter O'Toole and Katherine Hepburn in the Oscar®-winning film "The Lion in Winter." He has subsequently starred in films including "Mary, Queen of Scots," "Cromwell," "Wuthering Heights," "Agatha," "Flash Gordon," "Hawks," "The King's Whore," "The Rocketeer," "The Beautician and the Beast," "Timeshare," "American Outlaws," "Looney Tunes" and "Hot Fuzz." From 1987 to 1989, Dalton was the screen's James Bond, playing the world's best-known secret agent in "The Living Daylights" and "License to Kill."



KRISTEN SCHAAL (Trixie) is an American comic famed among television watchers for her portrayal of Mel in the HBO series "Flight of the Conchords," and beloved on the Internet for her much-shared, delightfully deranged performance as a children's-show horse who dances herself to exhaustion to demonstrate how a bill becomes a law. Born in Colorado in 1978, Schaal moved to New York City after graduating from Northwestern University and embarked on a comedy career that so far has seen her appearing in a variety of venues, including the improv team "Big Black Car" at New York's Peoples Improv Theater, the Edinburgh Fringe Festival in Scotland, the children's theater company The Striking Viking Story Pirates, The Bonnaroo Music Festival and Amnesty International's Secret Policeman's Ball in 2008.

In January of 2010, Schaal was seen in the feature "When in Rome" opposite Kristen Bell, Josh Duhamel, Dax Shephard, Will Arnett, Anjelica Huston and Danny DeVito for Disney. In February, she was featured in "Valentine's Day" which Garry Marshall directed for New Line/Warner Bros. In March of 2010, her self-written, self-starring Internet series "Penelope Princess of Pets" premiered as a pilot for the UK's Channel 4. This summer, she entertains as one of the new characters in "Shrek Forever After" for DreamWorks and in "Get Him to the Greek," written and directed by Nick Stoller with Judd Apatow producing for Universal. In July, she will be seen in "Dinner for Schmucks" opposite Paul Rudd and Steve Carell, directed by Jay Roach. In August, she will also be seen in "Going the Distance" for New Line opposite Justin Long and Drew Barrymore.

Schaal was recently highlighted as "The Funniest Woman on Television" in *Esquire* and was featured in *Entertainment Weekly's* "Next Big Things in Comedy" end-of-year issue, as well as its list of the 25 funniest women in Hollywood. She was also featured in *Variety's* "Top 10 Comics to Watch" list in 2009.



JEFF GARLIN'S (Buttercup) talent encompasses writing, producing, directing, acting and performing stand-up comedy. He both co-stars and executive-produces the HBO series "Curb Your Enthusiasm," starring "Seinfeld" creator Larry David. The unique comedy features Garlin as David's loyal manager. The critically acclaimed series has won the Golden Globe® for Best Comedy, The Danny Thomas Producer of the Year Award from the Producers Guild of America and the AFI Comedy Series of the Year Award.

The Chicago native studied filmmaking and began performing stand-up comedy while at the University of Miami. A Second City Theatre alumnus, Garlin has toured the country as a stand-up comedian. His first film as a director, "I Want Someone to Eat Cheese With," was released in 2007 to critical acclaim. He has extensive experience on television and in film, most recently voicing "The Captain" in the Oscar®-winning Pixar movie "WALL·E."

"Curb Your Enthusiasm" recently aired its seventh season on HBO. Garlin's first-ever stand-up comedy special, "Young & Handsome: A Night with Jeff Garlin," aired on Comedy Central on September 25, 2009, and is now available on DVD from Shout! Factory. The DVD special was shot at the historic Second City Theatre in Chicago. In March of this year, he appeared in Columbia Pictures' comedy "The Bounty Hunter" starring opposite Jennifer Aniston and Gerard Butler. Garlin's book, "My Footprint," was released by Simon Spotlight on February 23, 2010.



BONNIE HUNT (Dolly) is a versatile and accomplished writer, director and producer, and an Emmy®, Golden Globe® and SAG Award®-nominated actress, earning critical acclaim in film, television and theater.

Growing up in one of Chicago's blue-collar neighborhoods, Hunt pursued an acting career with the famous Second City improvisational theater while continuing to work as an oncology nurse at Northwestern Memorial Hospital. She soon became familiar to audiences with her unforgettable cameos in such films as "Rain Man," where she played the toothpick-dropping waitress, and in "Dave" as the White House tour guide dropping the famously improvised line, "We're walking, we're walking..."

Starting out in television as Jonathan Winters' daughter on ABC's "Davis Rules," Bonnie was also a series regular on NBC's sitcom "Grand," but Hunt soon looked to broaden her knowledge of the creative aspects of television and its production process. She made television history when she became the first person to write, produce and star in a prime-time series, "The Building," for CBS. The ensemble comedy featured Hunt and her Second City colleagues. Bonnie encouraged improvisation among the cast and this ambitious vision soon became a popular trend. She also produced her show using five cameras instead of four, integrated overlapping dialogue and elected not to use a laugh track. Today, many of Hunt's techniques are standard for prime-time and cable television.

She went on to create two more critically acclaimed series—writing, producing, directing and starring in “The Bonnie Hunt Show,” a popular daytime talk show for CBS currently in its second season, and “Life with Bonnie” for ABC, where she earned Emmy® and Golden Globe® nominations.

Continuing to build an impressive film resume, Hunt received rave reviews for roles, including Tom Cruise’s scrutinizing sister-in-law in “Jerry Maguire,” Tom Hanks’ wife in “The Green Mile,” Robin Williams’ love interest in “Jumanji,” as well as roles in “Random Hearts” with Harrison Ford, Norman Jewison’s “Only You,” “Cheaper by the Dozen” and “Cheaper by the Dozen 2” with Steve Martin, and the family hits “Beethoven” and “Beethoven’s 2nd.” For MGM, Bonnie wrote, directed and acted in the much-praised feature film “Return to Me,” starring David Duchovny and Minnie Driver.

Hunt’s independent film work includes starring roles in “Stolen Summer,” “Loggerheads,” and her fellow Chicagoan Jeff Garlin’s “I Want Someone to Eat Cheese With.” Her long association with Disney/Pixar has included starring roles in the animated hits “A Bug’s Life,” “Monsters, Inc.” and “Cars” (for which she received both acting and writing credits).

Hunt continues her charitable work, raising funds to sponsor research for treatments and cures for cancer and rheumatoid arthritis, and also gives time to support organizations such as The Make-A-Wish Foundation, The Christopher and Dana Reeve Foundation and American Veterans.

Hunt’s frequent and hilarious appearances on talk shows earned her *Entertainment Weekly’s* title of the hands-down best (talk show) guest in America.



WHOOPI GOLDBERG (Stretch) is one of an elite group of artists who have won the Grammy® (“Whoopi Goldberg,” 1985), the Academy Award® (“Ghost,” 1991), the Golden Globe® (“The Color Purple,” 1985, and “Ghost,” 1991), the Emmy® (hosting AMC’s “Beyond Tara: The Extraordinary Life of Hattie McDaniel,” 2002, and “The View” in 2009) and a Tony® (Producer of “Thoroughly Modern Millie,” 2002). She is equally well-known for her humanitarian efforts on behalf of children, the homeless, human rights, education, substance abuse and the battle against AIDS. Among her many charitable activities, Goldberg is a Goodwill Ambassador to the United Nations.

Born and raised in New York City, Goldberg worked in theater and improvisation in San Diego and the Bay Area, where she performed with the Blake Street Hawkeyes theater troupe. It was there that she created the characters which formed the basis of “The Spook Show” and evolved into the hit Broadway show, Grammy®-winning album and HBO special that helped launch her career.

Goldberg made her motion picture debut in Steven Spielberg’s film version of Alice Walker’s “The Color Purple,” for which she earned an Academy Award® nomination and a Golden Globe®. Her performance in “Ghost” earned her the Academy Award and a Golden Globe for Best Supporting Actress. Her film credits include “Jumpin’ Jack Flash,” “Clara’s Heart,” “The Long Walk Home,” “Soaphish,” “The Player,” “Sarafina!,” “Sister Act,” “Made in America,” “Corrina, Corrina,” “Boys on the Side,” “Eddie,” “The Associate,” “Ghosts of Mississippi,” “How Stella Got Her Groove Back,” “Girl, Interrupted,” “Kingdom Come,” and “Rat Race.” She has voiced characters in such animated features as “The Lion King,” “Racing Stripes,” “Doogal,” and “Everyone’s Hero.” She will be seen next in the feature film “Earthbound,” with Kate Hudson, Gael Garcia Bernal and Kathy Bates.

On television, Goldberg appeared for five seasons on “Star Trek: The Next Generation,” co-starred with Jean Stapleton in “Bagdad Café” and hosted her own syndicated late-night talk show. She appeared in the Emmy®-nominated HBO drama “In the Gloaming,” directed by Christopher Reeve, as well as the miniseries “Alice in Wonderland” and “The Magical Legend of the Leprechauns.” She starred in the NBC sitcom “Whoopi,” as well as the television movies “It’s a Very Merry Muppet Christmas Movie” and Showtime’s “Good Fences,” which she co-produced with co-star Danny Glover. She produced and appeared on Nick Jr’s “Whoopi’s Littleburg” and recently guest-starred opposite Benjamin Bratt in A&E’s “The Cleaner.”

Goldberg executive-produced the hit Broadway musical “Thoroughly Modern Millie,” which won six Tony Awards®, including Best Musical. She also produced “Whoopi...The 20th Anniversary” and “Ma Rainey’s Black Bottom” (in which she also starred), as well as the West End debut of the new musical “Sister Act” at the London Palladium. She will produce the upcoming Broadway production of the musical “White Noise.”

The actress has appeared on many television series and specials, including nine “Comic Relief” telecasts with Billy Crystal and Robin Williams. She received Emmy® nominations for hosting the 66th, 68th and 71st Academy Awards® telecasts and returned to host the 2002 telecast at the new Kodak Theatre.

In 1992, Goldberg made her debut as an author with her first children’s book, “Alice.” Her second literary endeavor, simply entitled “Book,” became a bestseller around the world. Hyperion Books published “Whoopi’s Big Book of Manners” in 2006 and launched a new series of books, “Sugar Plum Ballerinas,” in 2008 with “Plum Fantastic,” followed by 2009’s “Toeshoe Trouble” and “Perfectly Prima” in early 2010.

Among her many awards and honors, Goldberg has placed prints of her hands, feet and braids in the forecourt of the famed Grauman’s Chinese Theatre and received her star on the Hollywood Walk of Fame in front of the Kodak Theatre.



R. LEE ERMEY (Sarge) has appeared in more than 60 feature films in 25 years and was a Golden Globe® Best Supporting Actor nominee and Boston Society of Film Critics Award winner for Best Supporting Actor for his performance in Stanley Kubrick's "Full Metal Jacket."

Ermeley served 11 years' active duty with the U.S. Marine Corps. He rose to the rank of staff NCO, served two years as a drill instructor and did 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 Ermeley in a featured role, which inaugurated Ermeley's film career.

His numerous roles in feature film include "Switchback," starring opposite Dennis Quaid and Danny Glover, "Dead Man Walking," "Seven," "Leaving Las Vegas," "Murder in the First," "Life," "The Frighteners" and "Sommersby," as well as his critically acclaimed role opposite Jared Leto in "Prefontaine." Ermeley also starred in "Saving Silverman" with Jason Biggs, Jack Black, Steve Zahn and Amanda Peet; "Scenes of the Crime" with Jeff Bridges; and "Taking Sides" opposite Harvey Keitel. For New Line, he starred in the remake of "Willard" with Crispin Glover, as well as the remake of "Texas Chainsaw Massacre" and the prequel "Texas Chainsaw Massacre: The Beginning," where he reprised his infamous character Sheriff Hoyt.

Ermeley is no stranger to television, having starred in numerous telefilms including HBO's "Weapons of Mass Distraction," TNT's "The Rough Riders" and "You Know My Name," as well as Showtime's "The Apartment Complex." Ermeley also hosted his own show for the History Channel, "Mail Call," which ran for 100 episodes over eight seasons. It focused on military technology—past, present and future. His new show, "Lock N' Load with R. Lee Ermeley," also can be seen on the History Channel and History International.

He continues doing numerous voice-over roles for such popular shows as "The Simpsons" and "Family Guy."



RICHARD KIND (Bookworm), a success on stage, screen and television, continues to redefine the term character actor. Television viewers perhaps best know him as "Paul Lassiter," the irrepressible press secretary to the mayor of New York on the ABC series "Spin City."

In feature films, Kind has most recently completed a starring role in "The Hereafter," directed by Clint Eastwood. His role as Uncle Arthur in the Coen Brothers' Oscar®-nominated "A Serious Man" was critically lauded worldwide. He has appeared in the Independent Spirit Award-winning films "The Visitor" and "The Station Agent," both directed by Tom McCarthy; as Dr. Robert Farley in the Miramax feature "Spymate"; in the Sundance Film "Johns," directed by Scott Silver; and in "The Grand" directed by Zak Penn. Richard's feature credits also include "Hacks," "Stargate" and "Mr. Saturday Night." As an animated voice, he can be heard as a van in the Disney/Pixar feature "Cars," a dimwitted and obnoxious grasshopper in "A Bug's Life" and Tom in "Tom and Jerry" (still the only voice actor ever to portray the character).

In television, besides his infamous role on "Spin City," Kind has also appeared as Fran's ex-husband Mark on NBC's "Mad About You." Recently, he has guest-starred on "Scrubs," "Still Standing," "The Division" and "Miss Match," and has had a recurring role on "Curb Your Enthusiasm," with Larry David. Additional TV credits include stints as a series regular on "Carol and Company" with Carol Burnett, the ABC series "Blue Skies" and "A Whole New Ball Game," "Unsub" and "Stargate Atlantis."

On stage, the actor has starred as Max Bialystock in Mel Brooks' smash-hit Broadway musical "The Producers" at the St. James Theater in New York. He also appeared on Broadway in Charles Busch's smash-hit comedy "The Tale of the Allergist's Wife." He starred in "Candide" at the New York City Opera at Lincoln Center as well as "The Lady in Question" at the Bay Street Theatre in Sag Harbor, New York. He starred in the Stephen Sondheim musical "Bounce," directed by Hal Prince, and at the Williamstown Theatre Festival, he played opposite Eric Stoltz and Christopher Evan Welsh in "Rosencrantz and Guildenstern Are Dead." Other theatre credits include "Sly Fox" and Larry Gelbart's "Power Failure," directed by Arthur Penn and staged on Broadway and at the Actors Studio Free Theatre Company.

Kind started his career in Chicago with the Practical Theatre Company, founded by Julia Louis-Dreyfus, Brad Hill and Gary Kroeger. He was then hired by Second City, where he honed his comedic talents in such productions as "How Green Were My Values," "John, Paul, Sartre and Ringo" and "True Midwest."

ABOUT THE FILMMAKERS

LEE UNKRICH (Director) joined Pixar Animation Studios in April 1994, and has played a variety of key creative roles in nearly every animated feature film since his arrival. He began his Pixar career as a film editor on "Toy Story" and continued on to be supervising film editor on "A Bug's Life."

Unkrich made his feature-film directorial debut in 1999 as co-director on the Golden Globe®-winning "Toy Story 2." He went on to co-direct "Monsters, Inc." and also served as co-director and supervising film editor for the Academy Award®-winning feature "Finding Nemo." Unkrich also contributed his editing skills to two more award-winning Pixar films, "Cars" and "Ratatouille."

In 2009, Unkrich and his fellow directors at Pixar were honored at the 66th Venice International Film Festival with the Golden Lion for Lifetime Achievement Award.

Prior to joining Pixar, Unkrich worked for several years in television as an editor and director. He graduated from the University of Southern California's School of Cinema/Television in 1991, where he directed several award-winning short films.

A native of Chagrin Falls, Ohio, Unkrich spent his youth acting at the Cleveland Playhouse. He lives in Marin County, Calif., with his wife and three children.

DARLA K. ANDERSON (Producer) joined Pixar Animation Studios in 1993. Since then, her prodigious producing talents have contributed to some of the world's most beloved and acclaimed animated feature films, including "Toy Story," "A Bug's Life," and "Monsters, Inc." Anderson produced the Golden Globe®-winning feature "Cars," for which she was awarded Producer of the Year in Animated Theatrical Motion Pictures from the Producers Guild of America.

Before assuming her feature-film production duties, Anderson was the executive producer of Pixar Animation Studios' commercial group. Prior to joining Pixar, she worked with Angel Studios in Carlsbad, California, as the executive producer of its commercial division. It was here that she was introduced to the world of 3D computer graphics, and from there, she relocated to the Bay Area, with the intention of gaining a position at Pixar.

As one of the Studio's and the animation industry's most accomplished producers, Anderson was elected to the Producers Council Board of the Producers Guild of America in July 2008. She is the first producer from the animation arena to be elected to the Council.

Born and raised in Glendale, Calif., Anderson studied environmental design at San Diego State University. Soon thereafter, she began her career in the entertainment industry, working on San Diego-based film and television productions. Anderson currently resides in the San Francisco Bay Area.

MICHAEL ARNDT (Screenwriter) joined Pixar Animation Studios in 2005. In 2007, he won an Academy Award® for Best Original Screenplay for his first film, "Little Miss Sunshine." "Toy Story 3," based on a story by John Lasseter, Andrew Stanton and Lee Unkrich, is his first screenplay for Pixar. He lives in New York and San Francisco.

JOHN LASSETER (Executive Producer) is chief creative officer of Walt Disney and Pixar Animation Studios and principal creative advisor for Walt Disney Imagineering. He is a two-time Academy Award®-winning director and oversees all films and associated projects from Walt Disney and Pixar Animation Studios. He directed the groundbreaking and award-winning films "Toy Story," "A Bug's Life," "Toy Story 2" and "Cars." Additionally, his executive-producing credits include "Monsters, Inc.," "Finding Nemo," "The Incredibles," "Ratatouille," "WALL•E," "Bolt," and last year's critically acclaimed "Up," which enjoyed the distinct honor of opening the 2009 Cannes Film Festival and was awarded two Academy Awards®, for Best Animated Feature and Best Original Score. Lasseter was also executive producer for Disney's Oscar®-nominated "The Princess and the Frog," a musical comedy set in the great city of New Orleans.

Lasseter has written, directed and animated a number of Pixar's early short films, including "Luxo Jr." (1986), "Red's Dream" (1987), "Tin Toy" (1988) and "Knick Knack" (1989). He has also been producer or executive producer on a number of shorts, including "Geri's Game," "For the Birds," "One Man Band," "Lifted," "Presto," and "Partly Cloudy." Pixar's "Tin Toy" became the first computer-animated film to win an Academy Award® when it received the 1988 award for Best Animated Short Film. Pixar earned two more Academy Awards® for "Geri's Game" (1997) and "For the Birds" (2000).

Under Lasseter's supervision, Pixar's animated feature and short films have earned a multitude of critical accolades and film-industry honors. Lasseter received a Special Achievement Oscar® in 1995 for his inspired leadership of the "Toy Story" team. His work on "Toy Story" also earned an Academy Award® nomination for Best Original Screenplay—the first time an animated feature had been recognized in that category.

In 2004, Lasseter was honored by the Art Directors Guild with its prestigious Outstanding Contribution to Cinematic Imagery Award, and he also received an honorary degree from the American Film Institute. Lasseter received the 2008 Winsor McCay Award from ASIFA-Hollywood for career achievement and contribution to the art of animation. In 2009, Lasseter and his fellow directors at Pixar were honored at the 66th Venice International Film Festival with the Golden Lion for Lifetime Achievement Award. He was also honored with the Producers Guild of America's 2010 David O. Selznick Achievement Award in Theatrical Motion Pictures, making him the first producer of animated films to receive this award.

Prior to the formation of Pixar in 1986, Lasseter was a member of the Computer Division of Lucasfilm Ltd., where he designed and animated the computer-generated Stained Glass Knight character in the 1985 Steven Spielberg-produced film "Young Sherlock Holmes." Lasseter attended the inaugural year of the Character Animation program at California Institute of the Arts and received his B.F.A. in film in 1979. While attending California Institute of the Arts, Lasseter produced two animated films, both winners of the Student Academy Award® for Animation—"Lady and the Lamp" (1979) and "Nitemare" (1980). His very first award came at the age of five when he won \$15.00 from the Model Grocery Market in Whittier, California, for a crayon drawing of the Headless Horseman.

RANDY NEWMAN (Composer, Song and Score) is an Oscar®, Grammy®- and Emmy®-winning composer and songwriter whose numerous film credits include “James and the Giant Peach” (1996), “A Bug’s Life,” “Monsters, Inc.” and “Cars.” Earlier this year, he received two Oscar nominations in the Best Song category for his contribution to Disney’s acclaimed animated feature, “The Princess and the Frog.”

Newman has been nominated for 17 Academy Awards® including two each for “Ragtime” (1981), “Monsters, Inc.” and “Toy Story.” He won his first Oscar® in 2002 for the song “If I Didn’t Have You” from “Monsters, Inc.” The song also earned him his second of five Grammy® awards. Newman’s song “When She Loved Me,” written for “Toy Story 2,” won a Grammy for Best Song Written for a Motion Picture, Television or Other Visual Media.

Newman’s other film scores include “The Natural,” “Avalon,” “Parenthood,” “Seabiscuit,” “Awakenings,” “The Paper,” “Pleasantville,” “Meet the Parents” and “Meet the Fockers.” He has also written songs for television, including the Emmy®-winning “Monk” theme song, “It’s a Jungle Out There.”

The multi-talented Newman co-wrote the screenplay for “Three Amigos!” (1986) with Steve Martin and Lorne Michaels and also wrote three songs for the film.

Born in 1943 into a famously musical family, Newman began his professional songwriting career at 17, knocking out tunes for a Los Angeles publishing house. His uncles Alfred, Lionel and Emil were all well-respected film composers and conductors. His father, Irving Newman—a prominent physician—wrote a song for Bing Crosby.

In 1968, Newman made his recording debut with the lushly orchestrated album “Randy Newman.” Before long, his extraordinary and evocative compositions were being covered by a wide range of top artists, from Pat Boone and Peggy Lee to Ray Charles and Wilson Pickett.

Critics raved about his 1970 sophomore effort, “12 Songs,” and increasingly, the public started to take notice of his sly, satirical songwriting with albums such as 1970’s “Live,” the 1972 classic “Sail Away” and the acclaimed and provocative 1974 release, “Good Old Boys.” His 1977 album, “Little Criminals,” included the left-field smash-hit “Short People.”

In the 1980s, Newman divided his time between film-composing and recording his own albums, including 1988’s “Land of Dreams,” another breakthrough work marked by some of his most personal and powerful work.

The ‘90s saw the release of Newman’s comedic take on “Faust,” which included performances by Don Henley, Elton John, Bonnie Raitt, Linda Ronstadt and James Taylor; the compilation “Guilty: 30 Years of Randy Newman;” and a 1999 album for DreamWorks, “Bad Love.”

Newman’s studio album “Harps and Angels” was produced by Mitchell Froom and Lenny Waronker and released in August 2008.