

HOLES

PRODUCTION NOTES

Based on the award-winning book by Louis Sachar, “Holes” is a fun and poignant adventure that tells the story of Stanley Yelnats (SHIA LABEOUF), an unusual young hero. Dogged by bad luck stemming from an ancient family curse, Stanley has little clue that he’s in for the adventure of his life when sent to Camp Green Lake, where he and his campmates – Squid, Armpit, ZigZag, Magnet, X-Ray, and Zero – are mysteriously forced by the camp’s director, known only as “The Warden” (SIGOURNEY WEAVER), and her right-hand men Mr. Sir (JON VOIGHT) and Dr. Pendanski (TIM BLAKE NELSON), to dig holes in order “to build character.” Nobody knows the real reason they’re digging all these holes, but Stanley soon begins to question why the head of the camp is so interested in anything “special” the boys find. Through it all, Stanley and his campmates must stick together as they attempt to discover what’s really hidden, solve the mystery, and break the Yelnats family curse forever.

Walt Disney Pictures presents “Holes” in association with Walden Media, a Chicago Pacific Entertainment/Phoenix Pictures production. The film was directed by Andrew Davis, from a screenplay by Louis Sachar, based on his novel. Mike Medavoy, Davis, Teresa Tucker-Davies and Lowell Blank are producers with Marty Ewing and Louis Phillips executive producing. Buena Vista Pictures distributes.

ABOUT THE FILM

Already hailed as a classic, Louis Sachar’s novel, Holes, has been published in nearly 30 countries spanning North and South America, Europe, Asia and the Middle East, and has received over 25 accolades, most notably the 1999 Newbery Medal for Best Children’s and Young Adult Fiction, the Boston Globe Horn Book Award, and the 1998 National Book Award for Young People’s Literature. In a recent poll by Read magazine of the most popular books among children, Holes ranked #1 – beating even Harry Potter and the Sorcerer’s Stone.

Sachar, the author of more than twenty books for children, attributes the phenomenal success of his book to

its thought-provoking themes and humor. “I think it’s a fun and uplifting story,” he comments. “It’s an exciting adventure where the main character rises above his miserable situation, and not only survives, but thrives. I never set out to teach a lesson. My goal is always to write a fun, entertaining, and thought provoking story. Any messages, and I think there are many in this book, come naturally out of the story.”

Sachar’s other popular books include There’s a Boy in the Girls’ Bathroom, Dogs Don’t Tell Jokes, the Wayside School series, and the Marvin Redpost series. In February 2002, The Seattle Children’s Theatre premiered Sachar’s stage adaptation of Holes as part of the city’s literacy initiative program.

To Sachar’s surprise, he was offered the opportunity to adapt his novel into the screenplay for the film. “This was the only way we could make the movie,” says Andrew Davis, who would direct the film adaptation. “I didn’t want to make a movie from this amazing book that didn’t reflect the book.”

Sachar was delighted that Davis wanted to make a movie based on his work, but was a little hesitant about taking on the gargantuan task of writing the screenplay. “Louis was really nervous,” laughs Davis. “He said things like, ‘Oh, I don’t know anything about Hollywood, I’m afraid, I’ve heard horror stories about what’s happened to writers who sell their books to Hollywood filmmakers and producers.’ But I made a commitment to him and to my partners on this film – Louis was going to be a part of the making of the movie.”

“I had never written a screenplay before, but I read a few that Andy sent me, so I had a general idea of what a screenplay looked like,” says Sachar. “But writing a screenplay was a very different experience for me. When I write a novel, it’s just me, alone in my office; I worked on Holes for a year and half without showing it to anyone. The screenplay, on the other hand, was really a collaborative effort. I’d try something, send it to Andy Davis and his staff, they’d make changes, and send it back. I learned a lot from them.”

Though it may seem a departure from the type of film upon which Davis has built his reputation – such as “The Fugitive” and “A Perfect Murder” – in fact, Davis has illustrated his strength as a filmmaker in many genres, from the magical realism of “Steal Big, Steal Little” to the powerful human story of friendship between a group of interracial kids who dream about their big break in Davis’ first film, “Stony Island.” “Holes” is an extension of that

work. “I had been looking for something to direct that was different from the traditional political-action thrillers that I’ve made over the past few years,” says Davis. “But maybe ‘Holes’ isn’t that different for me. As in ‘The Fugitive,’ it’s about an unjustly accused man who proves his innocence.”

Part of what makes the book so compelling is the story’s three distinct but interwoven tales, spanning from modern day Texas to 18th-century Latvia to the Old West. For Tim Blake Nelson (who plays Dr. Pendanski, one of the “counselors” at the camp), like Davis and the rest of the cast and crew, Sachar’s complex story and screenplay was one of the major reasons why the project was so appealing. “‘Holes’ is a story for a young audience, but its structure is incredibly sophisticated,” Nelson says. “It’s telling three stories at once in two different centuries and two different continents and it intertwines these stories in some very inventive ways...it’s not your run-of-the-mill story. It really challenges your sense of narrative, no matter how old you are.”

“Andy Davis has a tremendous visual sense,” says producer Mike Medavoy. “He’s got great enthusiasm for this project, and that’s a great way of putting a picture together. When Andy sent me the book, it struck me as completely different than anything I had ever done before – and I’ve done over 330 movies. Louis Sachar really struck a nerve with a lot of kids.”

“Teresa Tucker-Davies became aware of the book through early reviews and began to pursue it,” Davis continues. “I read the book right away and immediately fell in love with it. Everybody dreams of finding that great book to make into a movie; I think I was lucky enough to find it. Louis Sachar has written a classic.”

CASTING THE FILM

THE ADULTS

The filmmakers say that from the very beginning they had pictured Sigourney Weaver as the Warden for her ability to combine femininity and toughness that would give the character her edge. “I was searching for a woman who could be both sweet and tough enough to paint her nails with rattlesnake venom,” says director Andrew Davis. “Who could possibly fit the bill? Well, how about Ripley from ‘Alien?’”

“My daughter read Holes when she was eight and she loved it,” says Weaver. “It was the first book she really

fell in love with. She said, ‘There’s this awful woman in it named The Warden and you should play her,’” she laughs.

“What I love about Louis Sachar’s story is how he weaves together the three stories into one,” says Weaver. “There’s the story of the curse, and how that came to be; and then, there’s the story of how the curse is broken, 100 years later; and then, there’s the middle story of Sam and Kate. All of these are situations in which love and decency win out over cruelty and greed.”

“The thing I found interesting about the Warden is that she hides her power,” Weaver continues. “She’s very soft-spoken. If one of the boys questions her orders, she doesn’t get angry – it’s just, ‘Excuse me?’ She has a tremendous presence among these kids.

“There’s no one like Andy Davis,” says Weaver of her director. “He took so much responsibility for every single person’s welfare. He kept everything in his mind – from the camera shots to the performances right down to the sunblock, hats, and water for the cast and crew. He was simultaneously open to your ideas and at the same time completely in charge. He was an ideal director.”

Mr. Sir, the ornery overseer of the camp, is played by Jon Voight. Voight’s transformation into Mr. Sir not only involved a physical transformation – he added a ten-pound body pad (for that extra girth around the waist) and several hours in the hair and make-up chair to affix a pompadour-style wig and pencil-thin moustache – but in personality as well, creating a caricature of a villain that also manages to be a three-dimensional character. Voight comments, “Mr. Sir is described pretty well in the book; he looks like he would be an inmate in another circumstance. It’s always fun to do something people have an expectation for and then to see if you can match it with your imagination and portray it properly.”

Sachar, who was on hand to watch the filming, found a special joy in watching Voight portray the larger-than-life Mr. Sir. “I couldn’t have asked for anyone better than Jon Voight to play Mr. Sir. He takes a character that could have easily been just a caricature on screen and rounds him out until he’s just like you picture him in your head. Each of the actors added a lot, but Jon Voight’s impromptu dialogue had me in stitches... it was often funnier than anything I thought of.”

“The kids got very inspired by having Jon around – and vice versa,” says Davis. “I think the kids really learned something, watching him create his character, which was really quite remarkable – he’s created this ornery Texan

who's both very funny and very scary at the same time. Jon Voight is not only a genius, but also a prince."

"That guy has presence," says Shia LaBeouf, who plays Stanley. "You know what I'm saying? You walk on the set, and it's his set. The first time I saw him, I just zoned out – I was just staring at him and watching him work. He's a master."

For the ersatz psychiatrist Dr. Pendanski, the filmmakers cast Tim Blake Nelson, who was attracted to the project by the hopeful elements within the story. He comments, "This film is affirming in the best possible way. It's a story about an innocent boy who through no fault of his own is put into a horrible predicament...and, simply by behaving time and time again in a manner which he feels is right, regardless of the situation, purges a curse which has been afflicting his family for over a century."

"Pendanski is really there at Camp Green Lake to get the treasure – just like Sigourney Weaver's character and Jon Voight's character," Nelson notes, "but he does that under the guise of being a youth counselor."

"Pendanski is a fairly uptight, high-strung, and neurotic gentleman," Nelson continues. "He's very afraid of the sun and the ramifications of the sun on his skin – he's always wearing zinc oxide on his nose."

For the Old West tale of Kissin' Kate Barlow and her heartfelt story with Sam the onion seller, the filmmakers cast Patricia Arquette and Emmy nominee Dulé Hill (best known for his role of Charlie on the Emmy Award-winning NBC hit drama, "The West Wing") as the star-crossed lovers.

The filmmakers felt that Arquette would be the perfect fit for the schoolteacher-turned-outlaw – Arquette was instantly drawn to the role for that reason. She explains, "Kate's story has a magical quality to it...it is a very true love story which is ahead of its time, and it changes her forever. She starts as one person and then something so devastating happens to her that she becomes someone else to adapt to that pain."

Arquette admits she was also able to fulfill her tomboy fantasies preparing for her role as the horse-riding, gun toting outlaw. She underwent weeks of training learning to ride a horse, to throw a bowie knife, and to handle firearms for the role. That said, Arquette was not as thrilled by the idea of working with the foot-long Bearded Dragons used as the deadly Texas yellow-spotted lizards. "I've worked with reptiles before, but I don't care to touch them," she says. "I had some real crybaby moments. There

was one lizard right on top of me growling. I was supposed to be dead but I was scared and breathing hard."

"'Holes' is a story about redemption," says Hill. "It's about righting wrongs. It's never too late to correct past mistakes – we don't have to fall victims to the curses of our ancestors."

Rounding out the cast are two well-known faces: Henry Winkler as Stanley Yelnats III (obviously, Stanley IV's father), and Eartha Kitt as the mysterious Madame Zeroni, who curses four generations of Yelnatses.

THE KIDS

To play Stanley Yelnats IV, the latest male in the Yelnats family to suffer the curse of his no-good-dirty-rotten-pig-stealing great-great-grandfather, the filmmakers turned to Shia LaBeouf, the star of the Disney Channel series, "Even Stevens."

"I needed an actor who could combine the best qualities of Tom Hanks, Dustin Hoffman, and Gene Wilder in the body of a sixteen-year-old, and I think I found him in Shia LaBeouf," says Davis. "He's tremendously talented, and that's unqualified. He's not a talented actor for his age – he's talented for an actor of any age."

"When Stanley gets to Camp Green Lake, he can't even solve his own problems, much less anybody else's," says LaBeouf. "He's a caterpillar when he arrives, and when he leaves he's a butterfly. He can control things like never before – he's not going to be the same guy, and because he's got his life figured out a little more, he can help the other kids in the camp, especially Zero."

LaBeouf credits Andy Davis and Louis Sachar with helping him find the character of Stanley Yelnats. "Andy doesn't force anything on you, but everything he's thinking, he gets out there. He's great at explaining how he sees the character and what he wants. He really cares about every detail and will do everything to make sure that every detail is right – from how you read your lines to the way your shoelaces are tied. He's a genius."

"Having Louis Sachar on set was amazing," LaBeouf continues. "It kind of struck me – he was the whole reason we were here. He had a great idea, and he wrote it down. At first, I was gobbling down Twinkies, because Stanley is chubby in the book. But Louis said that it's more about the attitude – at the beginning of the book, Stanley's unsure of himself and quiet; it was more important for that to come through. Louis helped me find that."

ABOUT THE PRODUCTION

The one kid at Camp Green Lake who everybody feels free to pick on is Zero, who never says anything until Stanley shows up. Khleo Thomas takes the part of a kid who keeps all of his natural talents hidden.

Thomas describes Zero as a kid who “doesn’t like to talk much, but you can tell what he’s saying by the way he looks at you. He’s very quiet, but he has a warm heart.

“Before we started the movie, I only knew Sigourney Weaver from the movies – especially ‘Alien,’ because I’ve seen every trilogy ever made,” says Thomas. “When I saw her, I freaked out, because she looks exactly like she does in the movies. But it was cool working with her – she gave me some good hints about how to stay focused. Jon Voight, too, was great. These guys are legends, but they don’t have a big head or anything. You can just talk to them straight.”

As great as that experience was, though, it couldn’t rate with Thomas’ favorite scene. “When Shia and I are trapped in the hole, with lizards crawling all over us – that was the best,” he says. “I had one lizard, named Mocha, just staring at me. He was great. Another one was on my shoulder, and he kept licking my ear.”

For the rest of D Tent, the filmmakers turned to a talented young cast. Brenden Jefferson was cast as X-Ray, the leader of D Tent, who has terrible eyesight but tremendous force of personality. Newcomer Byron Cotton plays Armpit, an enormous kid with a tremendous stench coming from one particular part of his body. Jake M. Smith plays Squid, a tough kid who’s at odds with Stanley from the start. Max Kasch plays ZigZag, a kid who’s all over the place. Miguel Castro rounds out the cast as Magnet, an aptly-named kleptomaniac who can’t help but steal stuff – his fingers attract hot goods like... well, you know.

“We all got along, like a brotherhood,” says LaBeouf. “Khleo was the mascot, sort of, because he’s smaller than the rest of us – everybody wanted to treat him like their little brother. Miguel is the energy of the group – he’s got this weird laugh that would crack us up every time we heard it. Jake has a lot of the same taste in music that I do – we got along very well. Brenden is an amazing actor – he listens so well. You can ad lib with him for days and he’ll respond to anything you say. Max is the Bob Dylan of our group – he’d come on set and play guitar. Byron is the lyricist – he thinks he’s Biggie, and I think he’s Biggie, too. You have to hear him rap to believe how good he is.”

Davis’ commitment to bringing Sachar’s book to life extended to the set once production began. “Because the book is so beloved, the atmosphere on the set became infused with a joyous loyalty to the story and to its honest portrayal in the film,” says the director. “In spite of some very difficult conditions on the dry lakebed – extreme heat and wind especially – the cast and crew cared for and inspired each other. Everybody felt that something special was going on.”

The group spent close to four weeks filming on the Cuddeback Dry Lake and Red Rock Canyon in the desert just west of Death Valley before returning to the San Fernando Valley just north of Los Angeles. Other locations included the towering rock formations of Vasquez Rocks, Lake Casitas and a soundstage that housed the interior sets for the sneaker-laden Yelnats apartment and the courtroom scenes.

Of all the locales, Cuddeback proved to be the biggest challenge for the filmmakers, cast, and crew who faced daily 110-degree-plus temperatures, high winds and fierce dust funnels, aptly nicknamed “dust devils” during their stay there. LaBeouf remarks on some of the difficulties, “You can’t explain those dust tornadoes. It’s sand and gravel just spitting at you. The audience is going to think it’s CGI. No, my friends, that stuff is real! At times we couldn’t even drive through the desert because of white-outs of sand.”

During the course of filming on the dry lakebed, the grueling conditions were compounded by the daily training maneuvers of fighter jets, stationed at three nearby military bases, buzzing overhead as part of the U.S. Army’s preparations for Afghanistan.

Weaver was a bit more circumspect about the shooting in the desert. “In spite of the difficulties of filming in the desert – the wind, dirt and heat – I love the reality of it,” she says. “I think these scenes are turbulent and it’s good when the weather reflects that. It’s actually very beautiful here... it has a profound silence.”

In an effort to acclimate the boys to some of the physical necessities of their roles, stunt coordinator Alex Daniels developed a two-week boot camp that consisted of daily hikes, calisthenics with their shovels, and contests to test their agility. LaBeouf admits he and the boys scoffed at the idea of boot camp, but it proved essential in the end. LaBeouf explains, “When we first heard about boot camp I thought, ‘It can’t be that hard to dig a hole.’ But if it

hadn't been for that boot camp I wouldn't have made it through what we had to go through. He really worked us."

As Daniels handled getting the human cast in shape, animal trainer Larry Madrid of Animals Unlimited oversaw all aspects of beastly care and performances, including the transformation of the Bearded Dragons into the Yellow-Spotted Lizards. As the deadly Texas Yellow-Spotted Lizards were the product of Sachar's fertile imagination, it was up to Madrid and his staff to create their distinctive spots with a relatively easy and harmless spray painting process which took about an hour. The reptiles, who are less active when housed in a cool environment, were kept cool during the painting sessions.

Members of the art department, led by production designer Maher Ahmad, who has crafted the looks for such films as "U.S. Marshals" and "Chain Reaction," preceded the arrival of the film crew preparing the seven-mile long lake bed for filming by designing an elaborate layout of hundreds of holes. It was a process that initially began with detailed environmental impact studies and an archeological survey of the area followed by mapping out the enormous dry lakebed with a global positioning system. What followed were four weeks of labor intensive digging by both hand and a bucket rig, a specially modified digging machine. Each hole was then numbered for the many, intricate camera shots the filmmakers had in mind for the scenes being filmed.

Once filming concluded, it was up to Ahmad and his crew to return the lakebed to its original condition, which included the painstaking process of refilling and re-packing each of the holes with a layered combination of dirt and water over the next two weeks.

Ahmad was very pleased with the outcome of his work on "Holes." What began with extensive research culminated in what Ahmad describes as the quintessential designer's film. "The film had a lot of great opportunities for good design – the ability to tell a story and reveal characters through the environment, including the horrible dry lakebed, but especially through the flashbacks to Latvia (one of my favorites sets) and the Old West."

Ahmad's dedication to the project is reflected by the work of every member of the crew. "Ultimately, our goal is to have everybody – children and adults – walk out of this movie saying it was just how they pictured it in their heads while they were reading the novel," says Davis. "If that happens, it's a testament to Louis's powerful story, and it means that we were successful in bringing that story to life."