



PRODUCTION BRIEF

How do you celebrate such a momentous milestone as the 100th anniversary of Walt Disney Animation Studios, and honor a century of remarkable animated features and shorts, and all the fantastic stories and unforgettable characters which comprise that legacy into one animated short? That was the quest that directors Dan Abraham and Trent Correy embarked upon back in 2021 as they put their imaginations to work on their dream project, “Once Upon a Studio.” This tribute to over 10 decades of artists and artistry from Disney Animation brings together an all-star cast of animated superstars in an all-new animated short that is packed with joy, laughter and emotion. In fact, 543 characters from more than 85 Disney feature-length and short films are featured or make cameo appearances in this unique and delightful short. During the course of production, dozens of voice performers (many of them reprising their famous roles) recorded new dialogue for the film, and a chorus of 54 voices contributed to the song finale. Adding to the joy and magic of the film is a newly recorded track of “Feed the Birds” by the Academy Award®-winning composer/songwriter and Disney Legend Richard Sherman, who, in 2022 at age 94, returned to Walt Disney’s office to play piano exclusively for this short.

The setting for “Once Upon a Studio” is the end of the work day at Walt Disney Animation Studios in Burbank, California, as the artists, technicians and storytellers are headed for home. Disney Legend Burny Mattinson (who worked at the Studio for 70 years and passed away in early 2023) is the last one out the door and, when the coast is clear, Mickey and Minnie step out of a picture on the wall, and put out a call for everyone to assemble for an official 100th Anniversary Studio portrait. From Oswald the Lucky Rabbit to Asha (the star of the upcoming 2023 Disney animated musical comedy feature “Wish”), the cast of this delightful short includes heroes and villains, princes and princesses, as well as sidekicks and sorcerers, among others. Hand-drawn characters cavort with CG favorites as they comically scramble to assemble for the big photo finish.

Jennifer Lee, chief creative officer for Walt Disney Animation Studios, recalls, “When Dan and Trent pitched me the idea for ‘Once Upon a Studio,’ I couldn’t talk, I was just crying. I have never had more confidence in something. It celebrates the most important thing, which is these characters, and what they mean to all of us. And it did that by staying true to the artistry of these characters, their original designs regardless of whether they were hand-drawn or CG, and even our studio building, which is symbolic of the home where things are created. Dan and Trent came up with something incredibly special, and we knew we wanted to make it from the very start.

“Bob Iger and I have discussed how important it is for our centennial to celebrate with gratitude and acknowledgment of the artistry and cast members, and also the fans in the audience that have made these 100 years possible,” Lee continues. “Everyone here at the Studio loves these characters so much, they were committed to doing them justice. And to me, that speaks to the legacy more than anything in the world. All of the artists working on the film, including some of our very best who came back just to work on their signature characters, did such an amazing job. We are all connected through these 100 years in ways that are very personal. These films and those characters belong to everyone, and it’s the most beautiful, positive and collective ownership I can think of.”

“Once Upon a Studio” was produced by Yvett Merino (Oscar-winning producer of “Encanto,” and the upcoming “Moana” series) and Bradford Simonsen (producer of “Us Again,” “Baymax,” and associate producer of “Encanto,” “Ralph Breaks the Internet,” “Zootopia” and “Big Hero 6”), who bring their unique talents to this assignment. Simonsen, whose pre-Disney credits include extensive work in the area of live-action visual effects, lent his expertise to solving the unique challenges of this production. Merino’s experience in production at Disney Animation over the past 19 years in a variety of capacities, made her the perfect choice to help pull all of the elements together.

Approximately 80 percent of the animated characters in the film are hand-drawn, with Eric Goldberg, a Disney veteran and one of the top animation talents of all-time, serving as head of hand-drawn animation. Andrew Feliciano was the head of CG animation and worked with a talented group of Disney animators to give life and personality to a diverse group of characters. Cameos by CG characters run the gamut from some of Disney’s earliest CG features (including Aladar from the 2000 feature “Dinosaur,” and the title character from 2005’s “Chicken Little”) up through such recent blockbuster titles as “Wreck-it Ralph,” “Moana,” “Zootopia” and “Encanto.”

The hand-drawn animation team included a small but mighty in-house group of veteran hand-drawn specialists, including such top talents as Mark Henn, Randy Haycock, Alex Kuperschmidt and Bert Klein, among others. Five of Disney’s most accomplished animator alumni reunited with their famous characters for guest assignments on the film, including James Baxter (Belle and the Beast, Quasimodo, Rafiki), Ruben Aquino (Ursula), Tony Bancroft (Pumbaa and Timon), Nik Ranieri (Hades, Kuzco and Meeko) and Will Finn (Iago and Cogsworth). Also making a major contribution on the hand-drawn side were five Walt Disney Animation Studios apprentices—Courtney DiPaola,

Ella Khan, Tyler Pacana, Austin Traylor and Robert Cox—who had recently been selected from among several thousand applicants to work at the Studio. The making of “Once Upon a Studio” was a technically complex undertaking that required shooting live-action plates and drone photography of the Animation Building exterior, the interior art-lined hallways and the spiral staircase inside the building’s iconic Sorcerer’s Apprentice hat.

According to Simonsen, “We had some challenging problems to solve integrating our hand-drawn 2D animation with our CG animation into live-action background plates. In some cases, we had to scan the room and environment to collect digital data so that we could rebuild the room virtually. Because technology changes so rapidly, we also had to rebuild CG character models from ‘Tangled’ backward to ‘Chicken Little’ so they would work in our current pipeline. It’s like a car that’s been parked in the garage for 15 years and you expect to drive it like it was brand new. This short provided opportunities for us to all learn and grow together and get to experience things that were new to most of us.”

Mohit Kallianpur was the visual effects supervisor, Rebecca Vallera-Thompson served as technical supervisor and Leah Latham was the production manager. Also playing key roles on the production were Le Joyce Tong as head of effects animation; John Hasbrook as director of cinematography, layout; Daniel Rice as director of cinematography, lighting); and Brandon Bloch as head of scene planning and ink & paint. Ryan Lang and Paul Felix were the production designers.

The film’s original score is by Dave Metzger, whose previous credits include producing, arranging and orchestrating songs for such popular Disney films as “Frozen,” “Frozen 2” and “Moana.” He is also composing the score for “Wish.”

ONCE UPON AN IDEA

Directors Dan Abraham and Trent Correy Reunite for Special Project

Dan Abraham and Trent Correy had previously collaborated as directors on the animated short film “Once Upon a Snowman,” which debuted on Disney+ in 2020 and offered a whimsical account of Olaf’s origin story. That partnership proved to be an enjoyable and rewarding one, and the duo began looking for other projects to work on together.

Abraham recalls, “Back in 2021, during Covid when we were working from home and meeting over Zoom, Trent and I would meet in separate cars at the local Taco Bell parking lot and talk through our car windows about projects we wanted to do together. One of the ideas that bubbled up really quickly was the realization that we were going to be at the Studio for the 100th anniversary, and wouldn’t it be cool to do something for that. We organically thought about a project that would mark that milestone.” Correy adds, “I had an initial idea about Disneyland rides coming to life, but, to Dan’s credit, he said why don’t we do that at the Studio. We both felt that this would be a great opportunity to celebrate not only all the features in our library, but also the artists, the musicians, the voice actors and the incredible legacy. Nobody had asked us to do

anything, but we knew that, in our wildest dreams, this was what we wanted to do. We landed on the idea of having the characters come alive from the artwork at the Studio.” Over the next eight months, the directors would meet in secret, anytime and anywhere that they could (weekends, lunch hours, etc.), and began coming up with gags, ideas and characters that they wanted to see, and that they knew Disney fans would love seeing again. “It was super fun being able to draw those characters and anything that we wanted,” says Abraham. “We began doing beat boards and sketches, and we would pitch to each other over Zoom.”

“I remember Dan texted me one night with an idea about taking a group photo in front of the building like we do with all of the animation team every year,” says Correy. “That was a big discovery moment and it led us to the notion that all of the characters could come to life every day after everybody leaves. We wanted to celebrate both the hand-drawn and the CG characters, and we knew right out of the gate that the hand-drawn characters had to be created on paper like in the old days.”

“We started fantasizing about all of the characters from the most popular to the most obscure that we wanted to include,” notes Abraham. “We started geeking out over the possibility of meeting some of our favorite voiceover talents like Jodi Benson and Paige O’Hara, the voices of the Little Mermaid and Belle. At the same time, I was saying to Trent, ‘Dude, making this with hand-drawn and CG, just doesn’t happen.’”

After eight months of working on their pitch for “Once Upon a Studio,” the time had come to present their labors of love to Jennifer Lee, the chief creative officer for Walt Disney Animation Studios.

According to Correy, “I remember telling Dan not to get his hopes up and that we may have just wasted our time. We didn’t know what the Studio’s plans were for the 100-year celebration or what the resources were for such a project.”

Abraham remembers, “We pitched it to Jenn over Zoom, and at the end of the presentation, she just got up and left the screen without saying anything. When she came back, she was wiping away tears and she went on and on about how we had hit the right tone and that it was the perfect way to bring all of the characters together. Mickey wanting to get everyone together for a photo was just so simple and a reason that felt right. We could never have expected such a positive reaction. She ended by saying, ‘I don’t know how, but we have to make this.’”

“Working on this film was the highlight of my career, the most fun I’ve ever had, and the most fulfilled I’ve ever been,” concludes Abraham. “As hard as we worked, it never seemed like work. When Friday would come around, I felt like ‘do I have to go home for two days?’ I couldn’t wait to get back to work on Mondays.”

Correy adds, “I’m proud that the Studio wanted to make this film, and that it came about for all the right reasons. It came from the heart, and from a desire of all the artists wanting to celebrate our artistic accomplishments, and a passion for the legacy. They really cared about standing on the shoulders of greatness over the years and paying homage to our 100 years of animation.”

Producer Yvett Merino is a fan of the directors. “Working with Dan and Trent was truly amazing,” she says. “They’re such a great team together and they have this great vision. They have such a love and respect for the history, and they were the perfect pair to do this. I couldn’t imagine going through this with anyone else.”

GIVING VOICE

All-Star Voice Cast Returns to Bring Iconic Characters to Life

For directors Dan Abraham and Trent Correy, working with the incredible actors and voice talents that brought some of Disney’s greatest characters to life was a dream come true. Superstars like Jeremy Iron, Kristen Bell, Idina Menzel, Josh Gad, Ginnifer Goodwin, Anika Noni Rose, Nathan Lane, Lea Salonga, Jonathan Groff, Jodi Benson and Paige O’Hara either came to the Studio or recorded their parts over Zoom. Prior to each recording session, the actors were shown a storyboard assemblage of the film to help them get up to speed.

Correy recalls, “Dan and I were such fan boys of all of the classic Disney animated characters, and we were especially geeking out to be working with some of our favorite princess voices. In the first version of the storyboards, Ariel was just fixing her hair with a dinglehopper in the ladies room and didn’t have a line or singing part. We both agreed, ‘we have to meet Jodi Benson.’ She’s so famous for that voice, so we wrote her into the song finale. She amazed us because she still sounded like she was 16 and easily slipped into character.”

As for Paige O’Hara, the voice of Belle, says Abraham, “It was fun to watch her step into the booth again. She was so excited to be voicing Belle again, and by the end of the session, she sounded like the Belle we all know from 30 years ago. We couldn’t have been happier with the way it turned out. When we showed her the finished film, she got very emotional watching it.”

Jeremy Irons, the chilling and distinctive voice of Scar in “The Lion King,” maintained a cool exterior as he watched the story reel over Zoom, but when it came time to record his line at the end of the film, he became very animated and kept knocking off his head phones as he pictured Scar dodging Mr. Toad swooping by on a flying carpet.

Kristen Bell, reprising her role as Anna from the “Frozen” films, similarly had fun with her interaction with Elsa (Idina Menzel), questioning whether all of the villains will be there for the group photo. Correy recalls, “She would give us the same line in so many different ways and was really having a great time.” Josh Gad, the voice of Olaf, also had fun at the session, and lent his improvisational skills to the dialogue and humming of “Friend Like Me.”

The latest addition to Disney’s impressive roster of voice talents is Ariana DeBose, who provides the voice of Asha in the Studio’s latest film, “Wish.” Abraham notes, “She came in and was rocking out to the storyboards. She was so animated and was rocking back

and forth as she watched. She impressed us so much with her pipes when it came to singing. She gave us all chills during that recording session.”

Bill Farmer has been doing the voice of Goofy since 1987. “My biggest memory of working with Bill was when we recorded the moment where Goofy falls off the ladder and he has to do the classic Goofy scream,” says Abraham. “He warned us that it was going to be loud and, by gosh, it was loud.”

Abraham concludes, “All of these wonderful voice talents are such superstars, and they were so earnest in wanting to deliver the best performance they could. The characters meant so much to them, and they all seemed to be thrilled to be a part of this 100-year celebration. We were certainly thrilled to have them in the film.”

ERIC GOLDBERG HEADS UP THE HAND-DRAWN ANIMATION TEAM **Classic Characters Recreated with Paper and Pencil**

From its inception, “Once Upon a Studio” was going to be a mammoth animation project requiring a top team of hand-drawn and CG animators. The directors turned to the legendary veteran animator/director Eric Goldberg to supervise the traditional hand-drawn characters for the film. His team included a handful of hand-drawn experts on the Studio staff, including Mark Henn and Randy Haycock, several of the CG animators who also have hand-drawn talents, five apprentices specializing in traditional animation, and five returning animation greats who had helped to create some of the most memorable characters from the Studio’s recent past.

Much to Goldberg’s delight, Abraham and Correy insisted that the animation be done with paper and pencil, as much as possible, and that the characters be faithful to their roots. Goldberg believes that working on paper gives the animator a connection that is harder to get from a digital tablet. “You can make a good drawing, digitally, but I think there’s something about the pencil touching paper, and that the tooth of the paper that helps you make a well realized drawing,” he notes.

“This was a very ambitious project,” says Goldberg. “The challenges for all of us were plentiful. For example, in a scene near the end of the film, I animated Goofy climbing a CG ladder and holding a camera. I would animate rough ladders and the camera on paper, and then Andrew [Feliciano] would match the CG to the hand-drawn movements.”

Although he was serving as head of hand-drawn animation and supervised much of the animation, Goldberg still managed to carve out some choice assignments for himself, including a key emotional moment where Mickey interacts with a portrait of his old boss Walt Disney. “One of the main sequences that I wanted to work on was Mickey standing in front of Walt’s portrait, for a lot of reasons,” he explains. “One is that it’s emotional and quiet and kind of toned down. I don’t think most people expect that out of me. Most of the time, they expect me to do the stuff that’s kind of wild and wacky. But I like to do things that are very sincere too.

Goldberg also found time to revisit his most famous creation, the Genie from “Aladdin,” in one of the short’s most entertaining interactions with a CG character (Olaf). Goldberg also couldn’t resist tackling some of the characters made famous by Ward Kimball—one of Walt Disney’s most original and eccentric artists—including the Cheshire Cat, the Mad Hatter and that crooning cricket, Jiminy.

“When I first heard Dan and Trent’s pitch for the film, I was very excited,” notes Goldberg. “It was clear even from the early stages how much they cared about the legacy characters and wanted to do them right. That just deepened every day I was on the project as I fully comprehended how much they knew and how much they cared. I have to admit, after seeing the first couple of story reels, I was thinking, ‘how are they going to get this done? Oh my god, there’s so many characters.’ But we did it.”

Goldberg particularly appreciated the inclusion of some of the lesser-known Disney characters from over the decades. “I think the real Disney fans, the ones who know everything about Disney animation, are really going to appreciate it. It will tweak some memories for people that they had put away. I have a feeling that this film will remind viewers why they love these characters so much, even if they haven’t seen some of them in 20, 50 or 90 years.”

Some of the more obscure or lesser-known hand-drawn characters include Susie the little Blue Coupe, Pecos Bill, Bongo, Dodger, Gurgi, Ferdinand the Bull, Johnny Appleseed, Peter and the Wolf, Alice Blue Bonnet and Johnny Fedora, the Reluctant Dragon, Casey at the Bat, John Henry, and the Robin character from “Back to Neverland.” The latter character, voiced by Robin Williams and featured in a film that was part of the animation tour at Disney-MGM Studios, was a sentimental favorite for many on the animation team, including animator Michael Woodside, who animated him for this short. Many were inspired by that film and that Studio to become animators. Goldberg is also quick to give credit to a trusty core of clean-up artists, headed by veteran artists Rachel Bibb, Lureline Weatherly, Emily Jiuliano, Kathleen Bailey and Dan Tanaka, who worked alongside the hand-drawn animators to make sure the characters were on-model and ready for their close-ups.

ANDREW FELICIANO LEADS A TEAM OF TOP CG ANIMATORS **Animators Tackle More than 100 CG Characters**

Overseeing the film’s CG animation team was Andrew Feliciano, a 10-year Disney veteran whose animation credits include “Big Hero 6,” “Moana,” “Frozen 2,” “Ralph Breaks the Internet.” He served as animation supervisor for “Raya and the Last Dragon” and “Strange World.” A group of Disney’s renowned CG animators worked in close concert with Eric Goldberg and the hand-drawn team to bring the two worlds together for one fun and fantastic celebration. In all, more than 100 CG characters are seen during the course of the film, including such favorites as Anna, Elsa and Olaf from the “Frozen” films, Flash the Sloth from “Zootopia,” Baymax, Rapunzel, Moana and Maui, Wreck-It Ralph and Fix-It Felix, Jr., along with Mirabel and her familia Madrigal. There are even a few quick moments with characters from shorts like “Inner Workings,” “Us Again” and “Feast.” The star of Disney’s newest animated feature, Asha from “Wish,”

also appears in the film, taking her place alongside some other notable Disney heroines.

“From the very first moment I saw the pitch, I knew it was going to be great fun,” says Feliciano. “I love character mashups, and the idea of combining CG and hand-drawn characters was really exciting to me, and I was up for the challenge. To achieve the interaction between the 2D and CG characters, Eric and I went through the short, shot by shot, to determine whether a scene would be led by a hand-drawn or CG character.”

“Eric has been a hero of mine ever since I saw ‘Aladdin’ when I was 8 years old,” continues Feliciano. “It was so cool being able to collaborate with him and watch him work. As a kid, I actually memorized the entire film, and performed it word for word for my Auntie Barbara. If I told my 8-year-old self that one day I would be working this closely with the guy who created the Genie, I would never have believed it.”

Figuring out how to combine the CG and hand-drawn characters was a tricky matter and required close coordination. “Sometimes hand-drawn would lead the scene and CG would follow, and other times the CG character would be animated first and lead the interaction. For example, in the scene with Moana and Flounder, we animated the CG Moana first, and then the hand-drawn animator would use that as a roadmap for where to place Flounder.”

In some situations, animators who were adept at both hand-drawn and CG were called on to work on combo shots such as Mr. Toad on the CG carpet (Michael Woodside), Stromboli at the vending machine (Bert Klein), and Donald Duck with CG Baymax squashing him in the elevator (Tony DeRosa).

Feliciano and his team also played a key role in the group shot grand finale. Dan Abraham created a detailed layout of where each character would be, as well as the camera moves in the shot. More than 100 CG characters and their accompanying animation adds to the grandeur of the moment. Revisiting CG characters from some of the Studio’s earliest digital efforts going back to “Dinosaur” in 2000 and “Chicken Little” in 2005 was not without its challenges, given the ever-evolving state of technology.

“Our character asset team did an amazing job going back to the old models and actually rigging them for use in our current system,” says Feliciano. “For example, the existing model for Bolt dates back to 2008, but the rig was not usable. Rigging had to be redone along with the character’s fur and texturing. We had the same challenges with the characters from ‘Chicken Little’ and ‘Meet the Robinsons.’ Our goal throughout the character-building process was to stay true to the character from the original film while updating the character asset to work with the Studio’s latest technology.”

Feliciano explains that it was very personal for members of his CG animation team to be able to revisit some of their favorite characters from the past 18 years. Animator Adam Green had a chance to work on characters from his first Disney credit, “Bolt,” all the way through to his most recent, which was Splat from “Strange World.”

“It was very exciting for all of us in CG to have a chance to work with some of our favorite characters from past films,” says Feliciano. “Everybody had a personal story or connection to these characters, and it was fun and inspiring to hear those stories throughout the making of this short.”

DISNEY’S ALL-STAR HAND-DRAWN ANIMATORS MAKE THEIR MARK **Mark Henn and Randy Haycock Revisit Their Roots**

Contributing in a major way to “Once Upon a Studio” were two of Disney’s top hand-drawn experts, who continue to work exclusively in that medium on films, special projects and theme park projections, as well as mentoring new talents and lending their expertise on CG features.

Mark Henn started at Disney in 1980 and became one of the very best animators in Disney history. He has supervised such popular characters as Mickey Mouse (in “Mickey’s Christmas Carol”), Ariel, Belle, Jasmine, Young Simba, Mulan, Tiana and Winnie the Pooh, among others. “This film gave us a great opportunity to revisit a lot of the characters we helped to create,” says Henn. “It’s still a thrill and a joy to bring these characters to life through a drawing. I also had a chance to try my hand at such other iconic characters as Tinker Bell, Snow White and Grumpy, the fairies from ‘Sleeping Beauty,’ and a lot of others. I was lucky enough to work on 22 of the more than 70 shots in the film.

“Snow White was a little daunting because she’s very special,” he adds. “I wanted to make sure that she had the same charm, elegance and sweetness that she had in the original feature. I looked at parts of the film to refresh my memory, but it’s part of my DNA. Having Rachel Bibb, who has been my clean-up assistant over a period of 30 years, was incredibly important. She is my right arm in putting my work on model. There’s a real shorthand between us and she understands my style and approach.”

Randy Haycock has been animating at Disney since 1992, when he was hired to do inbetween drawings for the character of Aladdin. A native of Colorado, Haycock saw the Disney classic “Fantasia” when he was 15 years old and knew that he wanted to be an animator from that point on. For “Once Upon a Studio,” he worked on a dozen or more characters and was able to revisit such memorable characters as Pocahontas, Aladdin, Princess Kida (“Atlantis”), Jim Hawkins (“Treasure Planet”), Abu, Jafar, Gaston, Orville, Bernard and Bianca, Alan-a-Dale (“Robin Hood”), and Pluto, among others. “Animating Aladdin and Princess Kida was like riding a bike and came fairly easily, but Pocahontas has always been a character whose design in motion was hard to get a handle on,” recalls Haycock. “Everything has to be just right to make her seem real and believable. I worked really hard on drawing her back at the time we were making the feature film and she’s still challenging to animate today. Working with Glen Keane on the feature, I would bring my scenes in for him to review, and he would always do a draw-over to put her more on model. My goal on that film was to do one scene where Glen didn’t have to draw. I finally turned in a scene where he said, ‘Did I go over these?’ I took that as a compliment.

“This film really is a love letter to hand-drawn animation,” continues Haycock. “I don’t know of another Studio in Hollywood that appreciates and celebrates its legacy as much as Disney does. This film shows what Disney stands for, not just today, but what it has always stood for, and what it has meant to the culture and our country. It’s just an amazing thing. If I hadn’t seen ‘Fantasia’ when I was 15, maybe I never would have chosen this career.”

Haycock has taught gesture drawing to the staff at Walt Disney Animation Studios for the past seven years, helping to shape several generations of up-and-coming animators through his classes at CalArts, among other places. Along with Eric Goldberg, Mark Henn and a few others, he played an important role in guiding the Disney apprentices on this film.

PAST MASTERS REUNITE WITH THEIR CLASSIC CHARACTERS **Five Studio Stars Invited to Reunite with Signature Characters**

Five superstar animators from Disney’s animation renaissance that began in 1989 with the release of “The Little Mermaid” accepted invitations to reunite with some of their signature characters. In addition to Ruben Aquino and James Baxter, this illustrious group included Nik Ranieri, who revisited his characters Hades, Meeko and Kuzco; Tony Bancroft, who returned to animate Pumbaa and Timon; and Will Finn, who turned in some outstanding animation of his key creations, Iago and Cogsworth.

Ruben Aquino, who worked at Disney Animation for 31 years, was the supervisor for the character of Ursula from “The Little Mermaid” and he came out of retirement to work on “Once Upon a Studio.” “Ursula was my favorite character to animate, bar none,” he says. “I retired in 2013 and only do the occasional assignment for character modeling or turnarounds, but I was happy to accept the invitation to work on this film when I heard I would be doing Ursula. Animating her again was a bit like riding a bike, only I had to figure out all over again her locomotion pattern. The tentacles are a lot of work. I’m very grateful to be part of this project celebrating 100 years of Disney animation. I was there at the right time, and I was lucky to have such a fun and popular character to work on.”

James Baxter, who is regarded as one of the finest animators of his generation, not only accepted the invitation to draw some of his old friends like Belle and the Beast, Quasimodo and Rafiki, he also couldn’t resist the opportunity to draw such other classic characters as Bambi, Thumper and Flower, as well as the stunning opening animation of Peter Pan, Wendy, Michael and John swooping through the spiral staircase of the Animation Building. “Working on Belle and the Beast again was definitely like being with old friends,” says Baxter. “It gave me a chance to do them the best I possibly could. Having that amount of experience now, I felt like I could draw them in a way that I felt was better than they ever looked. My go-to drawing, if someone asks me for a drawing for them, is usually Rafiki from ‘The Lion King.’ I sort of have him in my fingers already.

“When Trent and Dan first showed me the story reel, I was just really excited to animate some classic Disney characters, and these days I jump at doing anything hand-drawn,” Baxter continues. “It’s sort of like my first love, and getting your hands on a classic

character is something special. There's something different when you get your hands on a character that well designed. It doesn't exactly animate itself, but it guides you where you're supposed to go. That's why I wanted to animate Peter Pan, Wendy, Michael and John flying through the lobby of the building and down the hallways. It was technically very tricky having them match the camera moves, and I ended up drawing angles on characters that no one could have ever conceived. No one ever saw them from that angle."

Baxter's all-time favorite film is the 1942 Disney classic, "Bambi," and he asked the directors if he could please do the trio of characters from the film. "I figured this was my one chance to do a piece of that character, and I probably had the most fun working on that part," says Baxter. "I admire 'Bambi' because it's so beautifully animated and poetic. It was a real marker for how far the entire craft had come up to that point. There's a handful of shots in that film that I don't think anyone's ever done better. It's amazing how well it's performed, composed and drawn, and how well it was understood in terms of anatomy and believability."

Baxter concludes, "Working on 'Once Upon a Studio' was a huge amount of fun because it gave me a chance to revisit these great characters. Working on paper again was also really cool. It was so nice to work on a project that obviously had so much love in it. I don't think I've ever been so appreciated as I was on this project."

A NEW GENERATION LENDS A HAND **Animation Apprentices Land Dream Assignment**

Contributing to the production of "Once Upon a Studio" was a group of young hand-drawn-animation apprentices, who started as trainees in March of 2022, and were being taught by Disney's resident experts in the field. Following a four-month training program, this talented group of five served as apprentices on the short and have since gone on to become animators. They were initially selected from over 2,000 applicants, representing the first new hand-drawn animator hires at Disney in over a decade. The group included Austin Traylor, Tyler Pacana, Courtney DiPaola, Robert Cox and Ella Louise Khan.

Tyler Pacana studied animation for five years at Sheridan College in Canada. He grew up loving Disney animation and the lineup of shows on Cartoon Network and was attracted to the "visceral nature" of hand-drawn animation. Among the characters that Pacana animated for the short were Robin Hood and Little John, Sebastian, Elliott the dragon, Cody, Scrooge McDuck, numerous Dalmatian puppies, Lady and the Tramp, and even Sleeping Beauty herself. He also played an important role in rigging the large group of characters in the final group shot, using a technique called 2D puppetry. "Being accepted into the training program and being mentored by Eric Goldberg, Mark Henn, Randy Haycock, Alex Kuperschmidt and Rachel Bibb was amazing and is still hard to wrap my head around," says Pacana. "It was an opportunity that I never thought I'd have because it didn't seem like something Disney was actively pursuing. And then to be an apprentice animator on 'Once Upon a Studio' was unbelievable. Robin Hood has always been one of my favorite characters and it was so much fun to animate him and Little John. When I was working on Sleeping Beauty, I had the unparalleled support of

artists like Bert Klein, who was always willing to help when I was struggling with a scene. It helped me to learn along the way so that I could tackle the next scene with more confidence.”

Austin Traylor grew up in Chicago and remembers seeing “Fantasia” when he was just 3 years old. The music, colors and Mickey Mouse left a lasting impression on him. “It captured my attention, and I still remember thinking that Mickey was really cool and I wanted to know more about this character,” recalls Traylor. “From watching the VHS tapes of ‘The Lion King’ I discovered that there are people drawing these characters and bringing them to life. I wanted to do that.”

After studying animation at Laguna College of Arts, Traylor worked at Disneyland as a costumed character and a freelance artist, while still pursuing dreams of becoming an animator. Before coming to the Studio, he contributed animation to “Mary Poppins Returns,” working with Duncan Studios on the animated sequence. “Getting hired at Disney to do hand-drawn animation and having a chance to work on ‘Once Upon a Studio’ is like achieving the impossible dream,” says Traylor. “I wished on a star as a kid and it actually came true. I’ve always wanted to work on a project where all these Disney characters come together. Another dream came true for me when I was assigned to the moment where Mickey and Minnie first come out of the picture. Another fun one for me was the scene in the men’s room where Prince John is adjusting his crown. I also animated scenes with Dumbo and Pinocchio.”

Randy Haycock says, “It was such a momentous thing to bring these hand-drawn apprentices into the Studio because it had been about 12 years since that had happened. It was really exciting for all of us, and we loved having them around and being able to mentor them and guide them along the way. They did a really nice job and brought something new and fresh to the Studio with their unique approaches and visions. They were so eager to learn. I’ve always wanted to be able to give back to young artists and help them along the way; teaching them is so very rewarding.”

“Most of the people of my generation were lucky to have been mentored and inspired by people who created this medium,” adds Goldberg. “To be able to pass that along to the next generation means a lot to all of us and warms my heart knowing how much they want to do it. They made a significant impact on this short and helped us to get it done.”

TECHNICAL FEATS

Filmmakers Embrace Challenging Blend of Hand-Drawn & CG Characters, Plus, Complex Camera Moves and Real-World Backdrop

Making a film that combines traditional hand-drawn and state-of-the-art CG characters in close interaction while complex camera moves with drone shots and camera matching are going on at the same time is no easy feat. Producers Brad Simonsen and Yvett Merino put together an expert team that was able to support the technical needs of the film. Mohit Kallianpur was the film’s visual effects supervisor and led the team responsible for combining all of the various elements. “This whole project was unique and unprecedented in that we have never had so many hand-drawn and CG characters,

with such a level of complex interaction between them in the same film before,” says Kallianpur. “One of the biggest challenges on this film was with the live-action plates and integrating our hand-drawn and CG characters into that environment and making them feel like they are really there. This is difficult because of the nature of CG characters and how they’re lit compared to hand-drawn characters which are very flat. I can’t think of another film that integrates hand-drawn and CG characters on such a large scale. The fun part for me is always figuring how to get things done. And, in this case, there were so many new things to learn.”

Technical supervisor Becca Thompson helped oversee the creation of the production pipeline and the development of new tools needed by the artists to marry the various components of hand-drawn and CG animation, live-action plates and virtual sets.

“One of the most difficult scenes we worked on was the moment where the hand-drawn Genie emerges from a drawing being created by CG Olaf,” recalls Thompson. “To further complicate matters, Olaf is sitting on a prop book – a copy of ‘The Illusion of Life’ by legendary animators Frank Thomas and Ollie Johnston – when his chair falls over and the book lands on the floor. This involved delivering renders of the scene to the 2D animators so they would have the plates to draw upon, and then taking those drawings back into a CG environment.”

The big group shot at the end of the film was another major technical challenge for Kallianpur and the team. Production manager Leah Latham explains, “Dan [Abraham] took at least several weeks to draw that final image, and he and Trent [Correy], with help from Eric [Goldberg] and Andrew [Feliciano], had to figure out where and how to place all 543 characters in the most logical and appealing way. We had to figure out how we were going to attack this shot and combine all of the different elements.”

The film boasts a number of spectacular effects from sparkles and pixie dust (including one scene where the pixie dust was hand-drawn by director Dan Abraham), to having the picture frames on the wall move believably when the characters emerge from them. Kallianpur says, “We tried to put as much interaction between our characters and the real world so that it feels like they’re in that space.”

REMEMBERING “OUR PAL” BURNY MATTINSON **Beloved Disney Legend Stars Alongside Characters He Helped Create**

The last title card on the end credits for “Once Upon a Studio” is a dedication that reads: “For our Pal Burny and his 70 years of legendary storytelling at Disney Animation.” That heartfelt acknowledgement is a remembrance of Disney Legend Burny Mattinson, who passed away on Feb. 27, 2023. Burny began his Disney career in 1953 and was still making contributions to new animation projects up until his passing. He was a mentor, a friend and an inspiration to many generations of Disney animators.

Mattinson started his career at Disney as an assistant to such animation legends as Marc Davis and Eric Larson, working on classic films like “Lady and the Tramp,” “Sleeping Beauty,” “101 Dalmatians,” “The Jungle Book” and the “Winnie the Pooh”

featurettes. He became a full-fledged animator with 1973's "Robin Hood" and went on to further acclaim as a story artist, director and producer. He directed the much-loved 1983 holiday favorite "Mickey's Christmas Carol" and served as a producer on "The Great Mouse Detective." As the Studio's story guru, Mattinson contributed to many films and shorts over the next 35 years, including a role as head of story on the 2011 feature "Winnie the Pooh." His most recent credits included story contributions to "Strange World." At the time of his passing, he was working with director Don Hall and others on a new project. He was a beloved and legendary figure who loved working with young filmmakers and sharing all that he had learned during his unprecedented 70 years of service.

Mattinson filmed his opening segment for "Once Upon a Studio" in August 2022—he had a chance to see a screening of the short prior to his passing and expressed his delight at having been a part of this special film. Says Abraham, "From the very first pitch for this short, we knew we wanted Burny to be in it. We loved the idea of him walking out of the building with a young intern. It was like he was passing on the torch and his experience just as Eric Larson had done with him many years before. A couple of days before the shoot, he was sending us pictures of different outfits he could wear. We finally just said, we'd really just love you to wear your sweater and artist's cap. He was tickled to know that he was going to be in the short. When we finally showed him the rough cut, his face was just beaming and glowing. After all that he did for the Studio and the art of animation, we're so thrilled that he will have such a lasting legacy within this film."

MUSIC TO OUR EARS **Legendary Songwriter Richard Sherman Chimes In**

Directors Dan Abraham and Trent Correy dared to dream big in coming up with the idea for "Once Upon a Studio," and were amazed throughout the production as one dream after another came true. As they contemplated the musical cue that would accompany the tender moment where Mickey Mouse stops to express gratitude to a portrait of Walt Disney, they knew that it had to be something special in keeping with that emotional moment. Abraham recalls, "We already knew that the Sherman Brothers song 'Feed the Birds' had to be heard at that special moment in the short. There was no other song that would fit, as it was Walt's favorite song and he often asked Richard and Robert Sherman to come to his office and play it for him on a Friday afternoon. One day, we were discussing this with [executive music producer] Matt Walker and he said, 'What if we got Richard Sherman to actually play 'Feed the Birds' for this? And what if we recorded it up in Walt's office?'"

"So, on a Friday afternoon in August 2022," continues Abraham, "Trent and I put on sports coats and met Richard Sherman, who at that time was 94 years old, up in Walt Disney's office on the Burbank lot. At the same piano he played back in the day, Richard played a beautiful new rendition of 'Feed the Birds' for our film. I think that may have been either the best day of my life or, at least, one of the very top days ever."

Correy adds, “There have been so many moments like that on this short where everything we dreamed of with the original pitch just came true. Being with Richard Sherman on that day up in Walt’s office is something we will always remember.”



ABOUT THE FILMMAKERS

DAN ABRAHAM (Directed & Written by) helms Walt Disney Animation Studios’ “Once Upon a Studio” alongside Trent Correy; the two previously directed the Frozen-inspired short film “Once Upon a Snowman,” together. Abraham is a veteran story man, director and animator, who began his association with Disney Animation in 2005, when he started an internship which led to full-time roles at Disney Animation and Disneytoon Studios. Abraham previously directed the “Mbita” episode of the Disney+ series “Baymax!” He was also a story artist on “Frozen 2” and the Academy Award®-winning “Encanto.”

Abraham was part of the story team on the first five “Tinker Bell” direct-to-DVD projects for Disneytoon Studios. As head of story on the 2013 animated feature “Planes,” he oversaw a team of eight story artists in the challenging assignment of bringing a wide range of plane characters to life. In 2014, Abraham made his directing debut on the Disneytoon short “Vitaminamulch: Air Spectacular,” which offered an all-new adventure featuring the colorful characters from the world of “Planes.”

Abraham was trained in traditional animation at Sheridan College in Toronto, from which he graduated in 1993. From there, he launched his career at Heart of Texas Productions, where he worked on films for Warner Bros. and DreamWorks Animation.

Moving to Los Angeles in 2000, Abraham worked as a clean-up animator and animator for Klasky-Csupo on a variety of commercials, and also illustrated interactive children’s books and provided character design for The Learning Company.

TRENT CORREY (Directed & Written by) helms Walt Disney Animation Studios’ “Once Upon a Studio” alongside Dan Abraham; the two previously directed the Frozen-inspired short film “Once Upon a Snowman.” Correy started at Disney Animation in 2012 as an animation trainee in the Talent Development Program (where he was mentored by acclaimed Disney animation veteran Amy Smeed). He made his directing

debut on the short film “Drop,” part of Disney Animation’s Short Circuit Experimental Films. His Disney Animation credits as animator include “Frozen,” “Big Hero 6,” “Zootopia” and “Moana,” as well as “Frozen 2,” for which he oversaw the animation of Olaf and Bruni the fire spirit salamander, among other characters, in his role as animation supervisor.

Born in Ottawa, Canada, Correy grew up during the second golden age of Disney Animation (“The Little Mermaid,” “Aladdin,” “The Lion King,” etc.). With a passion for art and film, he decided to pursue animation as a career by the time he was in 12th grade, with guidance and encouragement from his mother and a high school film teacher. After attending Algonquin College, he got his professional start in animation at age 19, working for five years in Canada in television, commercials and film.

Before joining Disney, Correy worked at Sony Animation, Mercury Filmworks, Bardel Entertainment, Kratt Brothers, and as a freelance artist.

Correy and his wife, Gillian, live in Los Angeles.

YVETT MERINO (Produced by) is the Academy Award®-winning producer of “Encanto,” and the first Latina to receive the Oscar® for best animated feature. Merino first came to Walt Disney Animation Studios more than 20 years ago and has worked in a variety of production capacities on some of the most popular animated features of all time. Among her most recent credits, she served as production manager on the Oscar®-winning feature “Big Hero 6,” as well as the Oscar®-nominated “Moana.”

Launching her Disney Animation career in the technology department, Merino moved into the world of production as a supervisor on “Tangled.” She went on to work with the stereo team on “The Lion King 3D,” and with various departments on “Wreck-It Ralph.”

Merino was also a part of the team that started Voces@Disney, the Studio’s first Latinx employee resource group, where she served as co-president for two years.

Merino lives in Los Angeles, Calif., with her family. She holds an MBA from Loyola Marymount University and an undergraduate degree in sociology from the University of California, Santa Barbara.

BRADFORD SIMONSEN (Produced by) brings his expertise and diverse experience in the worlds of animation and visual effects to his role as producer. He last produced three episodes of the Disney+ series “Baymax!” and Walt Disney Animation Studios’ short film “Us Again,” which was included in the shortlist for the 94th Academy Awards® Animated Short Film category and won the prestigious NAACP Image Award for outstanding short-form (animated). He first joined Disney Animation in 2012, and has served as associate producer on three Oscar®-winning features, “Big Hero 6,” “Zootopia” and “Encanto,” as well as the 2018 Oscar®-nominated film “Ralph Breaks the Internet.” He also produced the animated short film “Weeds,” which garnered festival acclaim and Academy consideration.

Among Simonsen's notable live-action film credits are "Real Steel" and "Jack the Giant Slayer" (digital producer), "Alice in Wonderland" and "Big Fish" (digital production manager) and the animated films "Open Season," "Polar Express," "Beowulf" and the 2003 Oscar®-winning short "The ChubbChubbs!" (for which he also voiced the character of Meeper).

Simonsen attended the University of Washington School of Business in Seattle, where he earned a degree in marketing and human resource management. During that time, he was also active in the school's drama department as an actor and writer while he produced for the University of Washington's production programs.

Upon graduation, Simonsen moved to Los Angeles where he launched his industry career as an assistant director. He segued from production to feature film development with an assistant role at Jan De Bont's production company. This was followed by a role as director of production at Robert Redford's film banner, where he worked on such titles as "The Legend of Bagger Vance," "Spy Game," "The Motorcycle Diaries" and "The Last Castle" among others.

Developing an interest in visual effects, Simonsen landed a job at Sony Imageworks in 2001, where he coordinated the production of "The ChubbChubbs!" and went on to work as digital production manager over the next nine years. From 2010-2012, he worked as a digital producer at the award-winning Digital Domain production company.