

# DARKSTAR







# DARKSTAR

J. Allen Williams    One Man's Decade-Long Odyssey of *Obsessive Production.*



*I've grown a goitre by dwelling in this den—  
My beard turns up to heaven; my nape falls in,  
A rich embroidery bedews my face  
from brush-drops thick and thin.  
Whence false and quaint, I know,  
Must be the fruit of squinting brain and eye;  
To succour my dead pictures and my fame;  
Since foul I fare and painting is my shame.  
—Michelangelo*

### My Frankenstein.

It took Michelangelo five years to paint the ceiling of the Sistine Chapel for Pope Julius II in 1508, and it pushed him to the very precipice of his sanity. By no means am I he, nor do I have Egidio da Viterbo as my theological consultant...only my intimate circle of friends who help glue my machines back together when they fly apart, weave together my pretty pictures in lines of alien code, compose moody passages of melodic madness to augment my stories, and all of the other creative kindnesses bestowed in my honor by these poor, faithful, under-paid individuals. Gratefully acknowledging those that have contributed, I am still left with the fact that I have produced this Frankenstein by myself and invested ten years of my life in the process.

### A previous life.

This is the only way to describe a time that I was not working on **DARKSTAR**. My children but babies, and my insignificant studio an infant as well, I had an idea for a story in '92 and recruited my talented friends & colleagues to join me on a long journey of passion and creativity with a madman at the helm. Unfortunately for some of them the passion was evidently somewhat contagious, and they too journeyed beyond the event horizon of this black hole of my life that I call **DARKSTAR**. I knew that ultimately the responsibility to complete the project would be solely mine, and that total, abject failure was a distinct possibility.

Photo by Josh Mitchell

### Waking the Dragon.

I projected completion in three years. Two in, I realized that I'd roused a much larger, formidable, and hungry dragon than I'd ever imagined, and it was absolutely horrifying. The expense and thousands of hours ahead of me presented itself in a dream one evening, and I instantly realized that it had the potential of devouring my studio and my sanity along with it. A teaser trailer touted an '04 release, which soon turned into '05, and so on. Even close associates began to wonder when it would end...at least it wasn't the Pope yelling at me. I'd hate to go to hell for missing a release date. Many said it couldn't be done, the project too big, me too small, tech issues daunting, and I just wasn't smart enough. I actually agree with that last one.

### This, my dream and also my nightmare.

It has a life of its own. I don't do it, it does me. I have always struggled a bit with a distinct obsessive-compulsive streak, and the jury's out on whether this project was a way to turn that propensity positive, or whether it simply provided a demon to torment me alone in my dark, basement studio for a decade. It has been physically and emotionally trying, and occasionally devastating to some of my relationships. There were weak moments, but giving up was never an option. In the end I'd always crack open the script like a dusty bible, and move through the words I'd written one scene at a time, crossing each one off my list as it gradually came to life.

*Director/Producer  
Screenwriter  
Animator/Editor  
Costume/Prop Designer/Artist  
and Single Father  
(Not necessarily in that order)*

**J. Allen Williams**

**Richard Corben** *Animator/Production Designer*  
**Roger Jared** *Cinematographer/Consultant*  
**Brad Hedrick** *IT/Technology Consultant*  
**Jimmy Pitts** *Score Composer*



**Dahlia Clark** *Media Developer*  
**Bill Bruce** *Score Composer/Audio Engineer*  
**Ruell Chappell** *Composer/Recording Engineer*



*Other important contributions by:  
Brett Piper, Mark Wright, Chris Perry, Melissa Garner, Simon Clark, Matt Veenstra, Craig Kauffman, Stephen Dickson, Jeff Britt, Valli Florez, Mark Walters, Andy Cheren, Shawn Foust, Clive Robertson and many others.*

**RICHARD**  
Since the 60's, Rich has contributed to the prolific Warren series (Eerie, Creepy, Vampirella), Heavy Metal Magazine, DC Comics, Marvel Comics, and his own publishing company Fantagor Press. His character Den was featured in the 1981 classic film, **HEAVY METAL** and he illustrates the popular **HELLBOY** comic series. Rich is the only contributing animator in **DARKSTAR** besides myself, creating all of the "horror" elements; dead bodies, the monster on the alien planet, and design for the temple. Kindred spirits of sorts, Corb and I both attended the Kansas City Art Institute, live in Missouri, birthdays are just three days apart, and we both share an obsessive fascination of the macabre. I've idolized Rich since I was a 12 year-old feverishly devouring my Fantagor comic with a flashlight, praying my Mom wouldn't burn it and drag me to confession. If anything, **DARKSTAR** was an excuse to work with my hero Richard V. Corben. (More on Corb later).

**ROGER**  
*The silent partner and best friend of the project. (See next).*

**BRAD**  
Brad is the interface between my impossible, obsessive ideas and the technology that makes it remotely feasible. Kicking the tires of various platforms & softwares and researching ways that don't yet exist to implement ideas thrown at him from a sleepless idiot in an anonymous animation studio, Brad is the ultimate techno-geek with a heart bigger than his chest and a brain too big for his skull. The coolest geek I know. If Brad's a geek, so's Spiderman.

**JIMMY**  
Jimmy can be described with few words sans the monicker "genius". "Modern day Virtuoso" works too. A cross somewhere between Liberace and Lemmy Killmeister, Jimmy's melodic overtures have graced progressive releases by well-knowns Marty Friedman, Jens Johansson, David Bagby and more. He's a kind, bespectacled giant with three feet of hair, dry teeth because he's always smiling, and fingers so fast that if you poured gasoline on his keyboard it would destroy four city blocks from a single arpeggio.

**DAHLIA**  
The Betsy Ross to this embattled flag, but instead of scissors and thread, Dahlia wields her MacBook Pro with a patriotism to **DARKSTAR** that is unmatched. In sheer hours and years on the project since late '07, she comes in second only to myself. Dahlia is an award-winning developer of new media, and is the true architect of the millions of bits of code that make up this project. The words "it can't be done" are not in this proud Canadian's vocabulary, and her tenacity is matched only by her skill and technical creativity.

**BILL**  
Bill produced the score in tandem with Jimmy, and served as the project's chief audio engineer, both on location and in-studio. His credits include session work with Kenny Amoff (John Cougar Mellencamp), Davey Johnstone, Nigel Olsen, Guy Babylon (Elton John), and tours with Shotgun Messiah & Hellion. We go back over 20 years, and despite my idiosyncrasies, we'll do 20 more standing on our heads.

**RUELL**  
An original member of A&M recording artists the Ozark Mountain Daredevils, Ruell contributed music and his audio production talents both on location and in-studio for the first four years of production. A true friend to the project and it's creator, Ruell was there at the very beginning.





**TOP:** Frank, J. Allen, Joel and Beez at Laurel Canyon Studios, California.

**ABOVE:** With Peter Graves at POP Sound, Santa Monica.

**LEFT ABOVE:** J. Allen directing scene at R. Jared's studio.

**LEFT:** Watching dailies with Clive at PARALLAX.

**RIGHT:** J. Allen securing wardrobe for Brad Hedrick in a cameo role played by the IT guru.

**LEFT BELOW:** Mary Jo Pehl and Brad in the finished shot.



It takes a special kind of actor to allow themselves to be subjected to performing a scene in which the surroundings are depicted only in storyboards, and instead of sharing dialogue with another actor you are talking to a piece of tape on the wall. A perfect example is when two sets of action are going on in a scene, both shot at different times and composited later (see above). This setup consisted of over 80 layers with four separate shots of actors shot individually, exterior plates, interior room plates, pyro, and other post effects and additions.

In the setup to the right, a shot was required that appeared to come from the actor's point of view inside a cryo-chamber. The top picture shows the setup and the bottom insets show the finished sequence. Clive Robertson wins the award for maintaining composure while flying imaginary spacecraft, walking through non-existent doors, pushing buttons not present in the room, and interacting with actors shot a year previous over 2000 miles away.



**LEFT COLUMN:** Peter Graves at POP Sound voicing his script. Clive in costume between shots. Clive blocking a "Shatner" moment with a stand-in for Beez.

**RIGHT COLUMN:** J. Allen checking framing on an effects shot. Frank Conniff and J. Allen at Laurel Canyon. Lighting a shot with Josh Weinstein at Laurel Canyon. Clive and J. Allen going over the shot list and script. Marking the first take of scene 63-67c with Clive in '04.





"It's never easy to find photographs of the guy with the camera, but with a little diligence on my part, a few showed up.

Like myself, he is a thoroughly unattractive mug, but that can't be helped right now...the story must be told."

—JAW



Despite the fact that one man has hand-crafted DARKSTAR from it's inception, it could never have been produced without some major assistance from a few special people. Roger Jared is without a doubt the one person that DARKSTAR could not have lived without. Listed at right are just a few of the many things that he did that made one

Directors' vision possible, and he was there from the very first moment that the project was conceptualized—and he's here today. More important than the fantastic work and the massive contributions in time and talent is the nearly two-decade friendship that has provided laughter, strength, and a sane voice consistently through all of the insanity.



#### Roger and DARKSTAR.

Roger hand-built the computers used to Animate all of the scenes in DARKSTAR. There have been several through the years, all custom-made and the most powerful available at the time. He also supervised the engineering of the PARALLAX Studio rendering farm, a network of five computers that operate in tandem to render the massive amounts of scene files required.

Roger burned every key for each actor, a skill-intensive and time-consuming task.

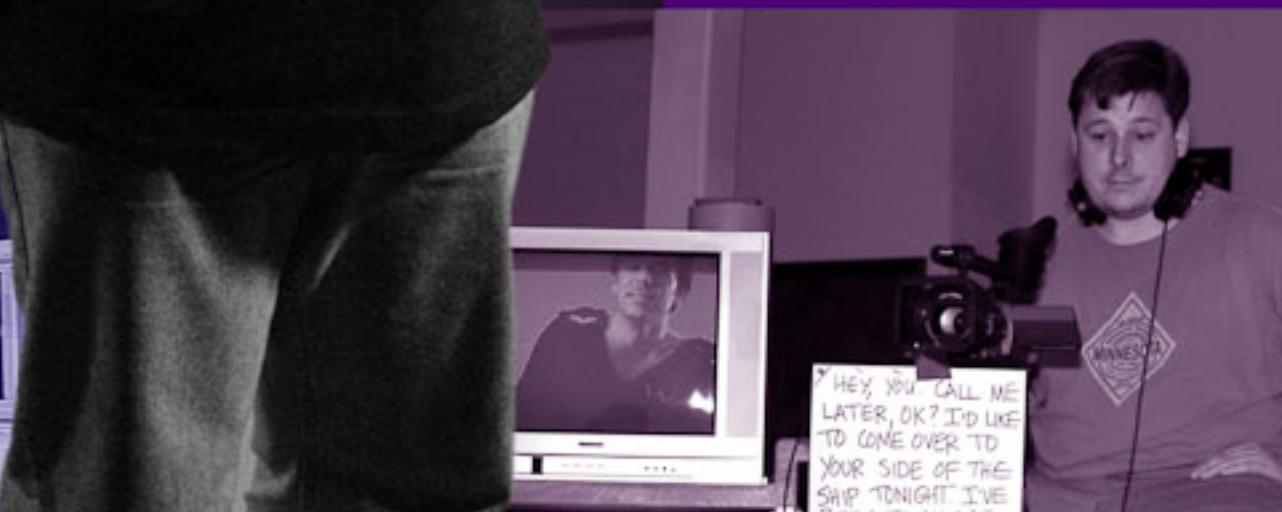
Roger is the lead Cinematographer shooting 90% of the film footage. He has also been the primary still photographer from the beginning.

Roger has supervised all of the animation and editing softwares, and served as 24-hour technical support whenever needed...and that was often.

Roger has traveled on-location to Hollywood on multiple occasions, attended the E-3 conferences, and also provided a soundstage at his studio for most of the Missouri-Produced film/video shoots.

"When **DARKSTAR** began production, Roger actually asked if he could join in. I often wonder if he regrets asking me that. One nice thing about Rog is that he'd lie and say he didn't regret it, and come along on the next nightmare I drag him through for yet another ten years. For a guy so smart, how can he be so stupid? Most have learned to run when they see me coming. Not Rog. He is a sweet, sweet idiot."

—J. Allen Williams





# The MOVIE

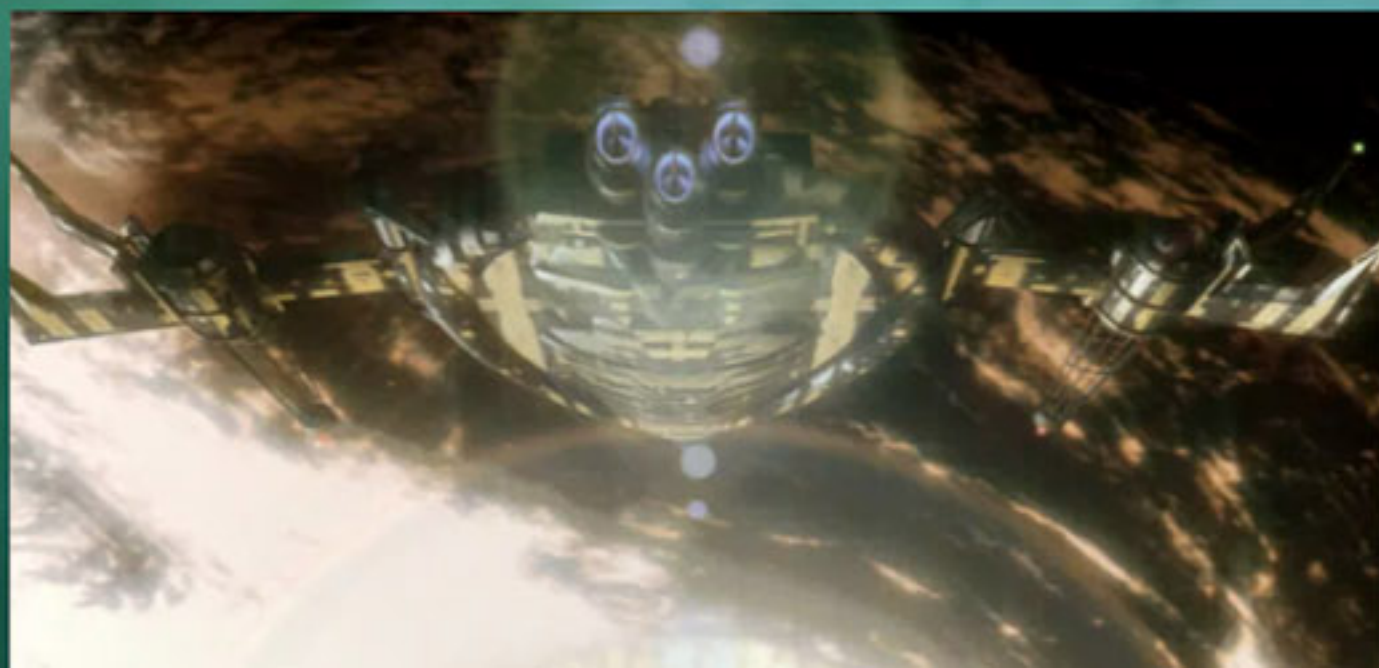
Intro, Prologue and Back Story Cinema

*DARKSTAR has more cinematic footage than any video game ever released. Period.*

Yes, it is old-school point here, go there, you can't set the "gore" level, and if you want levels you have to find the elevator and get in it. If any of this bothers you, you're missing the point. Enjoy the show, because you're a part of it now. Here are some stills from the movie you will unlock one chapter at a time. Don't worry, it's all pre-rendered and the game-play looks exactly the same.

Before the interactive adventure begins, the story opens with the sequence of events that made the **DARKSTAR** mission necessary. In this sequence we see the Earth destroyed in the year 2185 AD by a rogue government that has been formed on the planet Mars, a by-product of a

failed prison facility known as Purgatory II. But before the apocalypse occurs, mankind inadvertently opens a rift in space, a mysterious cloud in which time is frozen in place. Dubbed **DARKSTAR**, it becomes the only hope to save our civilization from annihilation.





# The CAST

Clive Robertson as John O'Neil  
Trace Beaulieu as Ross Perryman,  
Beez McKeever as Paige Palmer  
Frank Conniff as Alan Burk and as the voice of SIMON  
Maggie Williams as the voice of MAGS



Placing live-action actors into a fully animated world created a unique look and feel that makes **DARKSTAR** different from most films or video games. To cast the range of characters that appear in the project, the Director began the process with friend Trace Beaulieu, actor and writer for the cult

Sci-Fi Channel series "**Mystery Science Theater 3000**". The two recruited core members Joel Hodgson, Frank Conniff, Mary Jo Pehl, Josh Weinstein, and Beez McKeever. Peter Graves (*Mission Impossible*/*Airplane*) was chosen as narrator, and Clive Robertson (*Sunset Beach*) was later cast in the lead role.



Top left: Joel Hodgson as Scythe Commander Kane Cooper.  
Bottom left: Mary Jo Pehl as Bridgebuilder Captain Beth Ingram.

Top right: Josh Weinstein as Galactic Discovery II Captain Cedrick Stone.  
Bottom right: Valli Florez as Northstar Pilot Zoe Palmer.



Top inset: Jake Petefish as all Scorpion Pilots.  
Middle inset: Alan Bryce as President Timothy Brisbane.  
Bottom inset: (Left to Right)  
Bill Brown as Billy Brown, Todd Smith as Rock Carnage,  
and a cameo by Director J. Allen Williams as Dean Wilder.  
Below: (Left to Right as various extras)  
Rob McElroy, Ned Wilkinson, Lisa Hamaker, Obie Harrup III,  
Justin Clay Amant, Glen McElroy, Yuji Kainuma, John McElroy,  
Koji Uetake, Brad Hedrick, Andy Jared, Chris Perry, Bill Thomas  
Jr., Matt Miles, Woody P. Snow, Roger Jared, Brandon Linnebur,  
Paul Oakley, Nick Sibley, Ruell Chappell, David Logan,  
Brian McElroy, Aaron Wahlquist, and Libby Chappell.





# The WESTWICK

Evolution of a Starship.

Setting the stage for what was to become *DARKSTAR* required ample attention to detail go into the design of the Westwick. The storyline and plot were always directly connected to the floorplan and functions of the distressed starship, and its architecture very specific to dramatic situations depicted in

the screenplay. Early renditions of the starship bore the working monicker of "Big Bird", until later dubbed the Westwick, this title taken from the name of the street on which PARALLAX studio first operated—West Wick Street. Sister ships in the story were subsequently dubbed Eastmoor, Northstar and Southwind.



## Early Westwick Designs.

Drawings began in the early 90's and evolved for over a decade, but the basic shape and distinctive architecture remained the same throughout all iterations of the Westwick.

- A. Original concept sketch done in 1991.
- B. First CG-model created for tests done in 1993.  
(Note distressed texture maps used on this version)
- C. More refined production drawings done in 1999.  
(Note the early EVM pod and Shuttle designs)
- D. Early rendering of final model done in 2000.

At Left: This top-view drawing was done in tandem with "Illustration B" shown above.



Final views of the Westwick as it appears in *DARKSTAR*.



# The WESTWICK

A Production Manifesto.

or "Why did it take *ten years* to produce **DARKSTAR**?"

A • Hand Crafted by one Artist.

One aspect of **DARKSTAR** that is crucial to note is the scale and amount of work that went into it. The average public has high expectations when it comes to production values, and anything less than amazing is yawned at and dismissed. The massive size of DS as a project, a movie, a fully realized interactive experience, and a game would be daunting for a studio of any size.

It is common for literally hundreds of animators be employed for several years on a single project, with each macro-focusing on a specific task. Modeling, lighting, texture maps, motion, and other duties are necessary to make an animated sequence entertaining, convincing and effective as a storytelling tool. Also, huge amounts of computer equipment is brought to bear in the form of "rendering farms",

## Photo Realism on a Massive Scale.

All **DARKSTAR** models are intricate, virtual worlds. The most insignificant items must be created in order to make them hold up against live action footage. Rooms needed set design right down to books on shelves and chess pieces on a tabletop. Drawers needed junk to be "thrown" in them, pictures hung on the wall, robots, windows and carpeting. Dozens of animated control panels, elevators, chairs, tables, video screens, and a cockroach down on the planet. Skies, mountains, rocks, dirt, and even a shovel stuck in the ground near a new grave. Shadows, reflections and light, each item must be sculpted, one at a time, as a computer generated object by the artist. No free lunch. There is no "make a planet" button, no "make the robot walk" pull-down. The WESTWICK model at right has nearly ten million parts.



The Westwick in digital terms. Top, front, side, and a "skinned" preview is what J. Allen Williams sees as he builds a 3D, CGI world one polygon at a time. Shown is the exterior "hero" model with no interior parts used for fly-by's and battle sequences.



Bottom Photos: J. Allen shown in 2003 at PARALLAX Studio compositing actor footage into various scenes featured in the **DARKSTAR** movie.

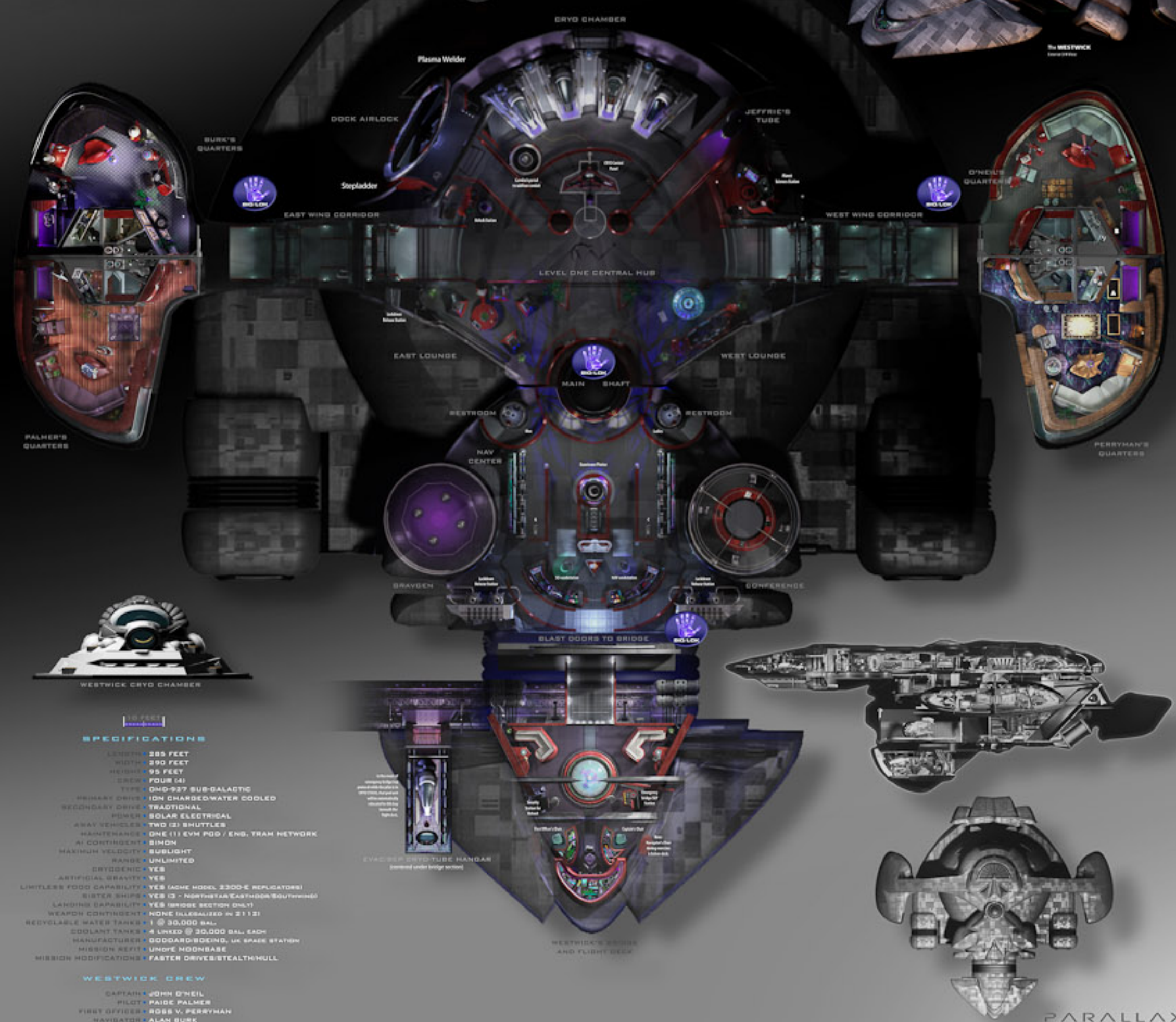
Courtesy NBC affiliate KTV-3, Springfield, MO, Used with permission.

huge networks of literally hundreds of computers slaved together to render elaborate scenes quickly. Then, of course, there's sound, music, editing, cinematography, and everything that goes along with an ambitious production of this nature.

PARALLAX Studios rendering farm consists of just five computers designated specifically for the task. **DARKSTAR** was completely self-funded, and J. Allen Williams *personally* animated all of **DARKSTAR** sans a few crucial items by Corb in Kansas City (later pages). Thousands of scenes and every aspect of modeling, lighting, animation, editing, compositing...literally every element seen on-screen, was done by a *single individual*, along with writing, directing, producing, and all that goes into such an endeavor. It's not the *normal*, studio system procedure, but it is hand crafted by an artist and not by a corporation.

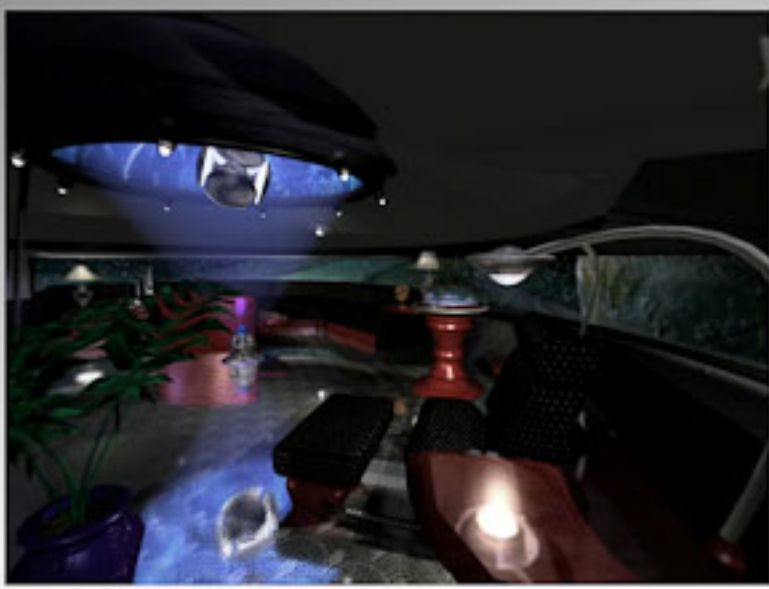
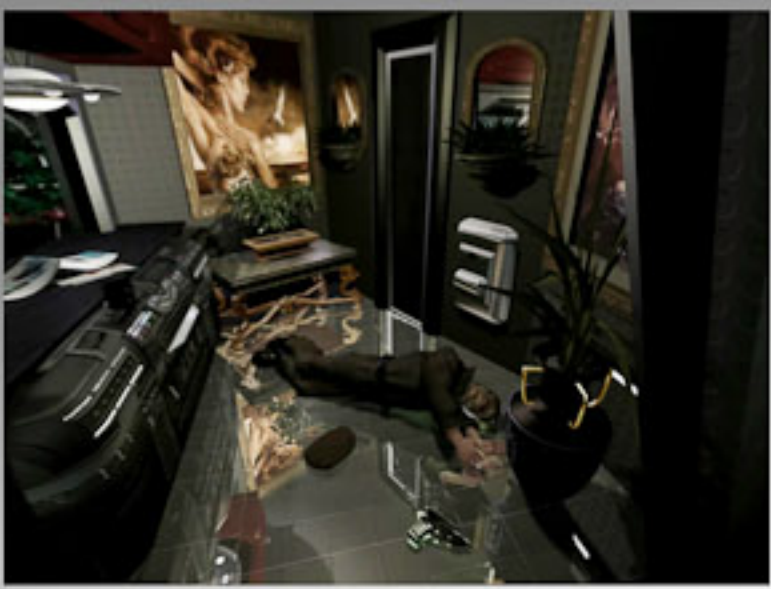
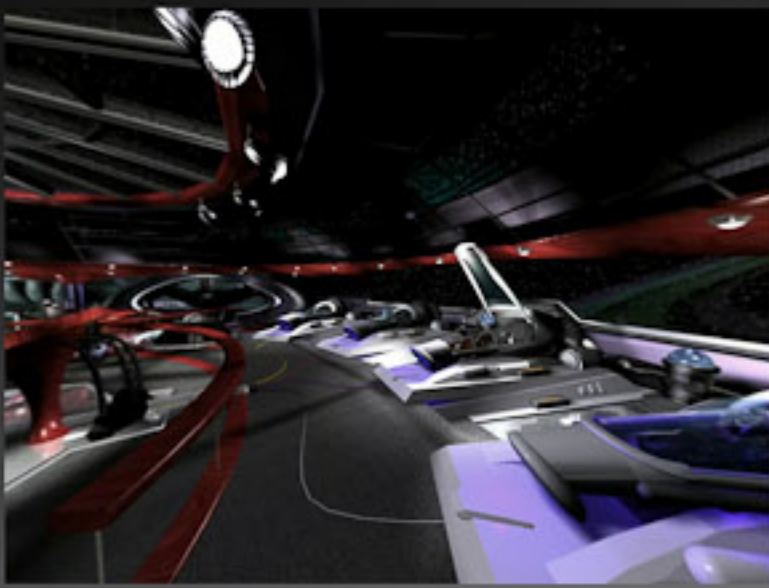


DARKSTAR LEVEL ONE MAIN AREA developer's multi-node guide



The search for answers aboard the lost and damaged Starship Westwick begins in the aft section of the upper deck. After unlocking doors, discovering clues, and witnessing countless curiosities, you meticulously find your way past various dangers that lurk the haunted corridors and rooms. As you probe

deeper you navigate a plethora of obstacles, red herrings, and various manifestations of shipboard anomalies. You soon realize that there is both an epic, historical story and a smaller, more personal one existing intertwined at the edge of the galaxy. One of Armageddon, and one of betrayal and murder.



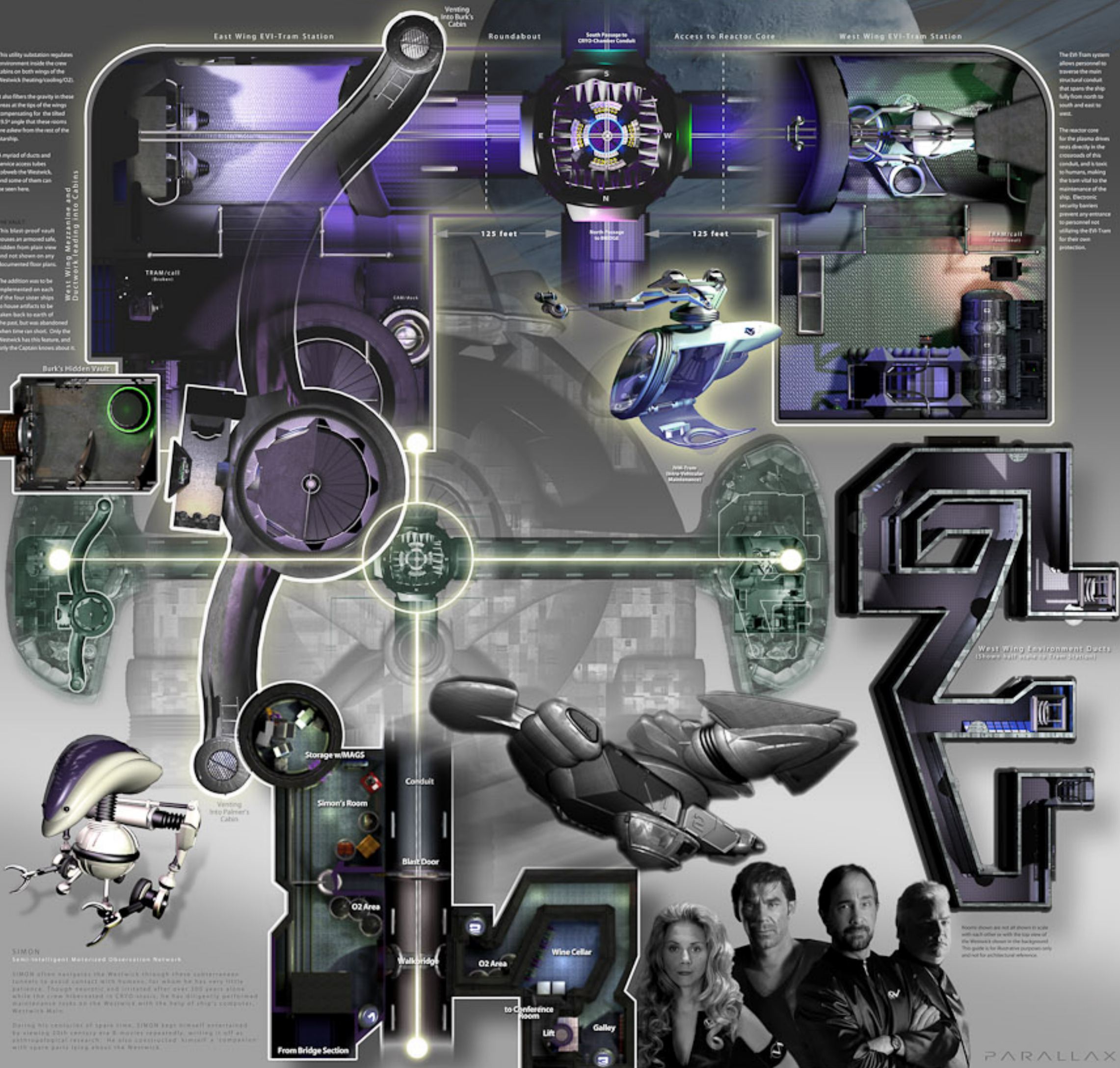
Top left: The Gravity Generation room.  
Center left: The NAV Center.  
Bottom left: A mummified body is found in one of the crew cabins.

Top right: The cryogenic sleep units.  
Center right: The main lift, blocked by a cage wielding a locked Biolok.  
Bottom right: View from the threshold of Alan Burk's cabin.



Captain John O'Neil sleeps for over three centuries as his starship floats aimlessly through space, damaged and all systems locked down. Of his three crewmembers, one still sleeps, one is missing, and one has been murdered. He finds evidence of a hostile boarding, and the bodies of several invaders lie about, mummified after all this time lost in space.





This utility substation regulates environment inside the crew cabins on both wings of the Westwick (heating/cooling/O2). It also filters the gravity in these areas at the tips of the wings compensating for the tilted 15.5° angle that these rooms are otherwise from the rest of the starship.

A myriad of ducts and service access tubes subserve the Westwick, and some of them can be seen here.

**THE HULL:** This blast proof hull houses an armored safe, hidden from plain view and not shown on any documented floor plans.

The addition was to be implemented on each of the four sister ships to house artifacts to be taken back to earth of the past, but was abandoned when time ran short. Only the Westwick has this feature, and only the Captain knows about it.

The EVI Tram system allows personnel to traverse the main structural conduit that spans the ship fully from north to south and east to west.

The reactor core for the plasma drives runs directly in the crossroads of this conduit, and is toxic to humans, making the tram vital to the maintenance of the ship. Electronic security features prevent any entrance to personnel not utilizing the EVI Tram for their own protection.

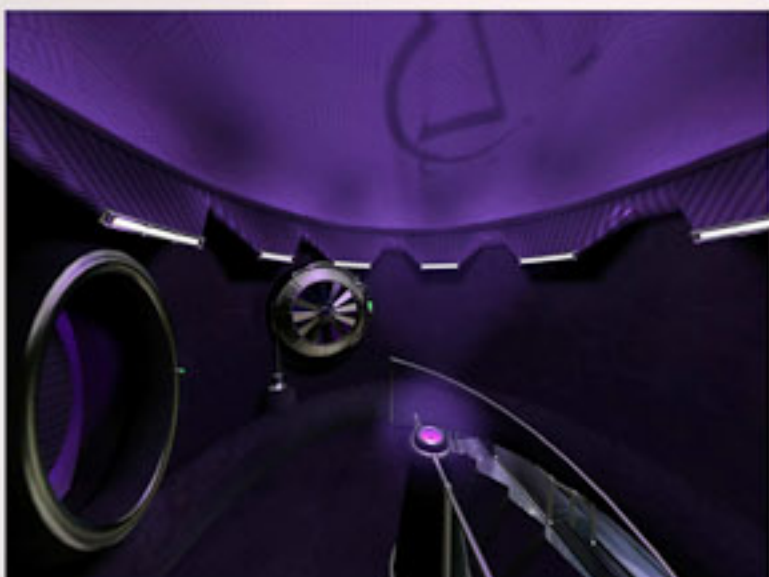
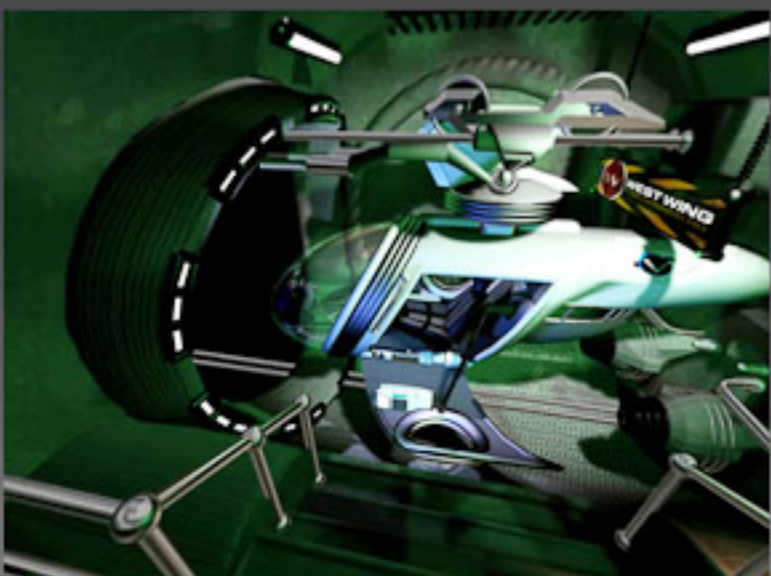
**SIMON**  
Semi-Intelligent Motorized Observation Network

SIMON often navigates the Westwick through their subterranean tunnels to avoid contact with humans, for whom he has very little patience. Though essential and trusted after over 300 years alone while the crew hibernated in cryo-sleep, he has diligently performed maintenance tasks on the Westwick with the help of ship's computer, Westwick Main.

During his centuries of spare time, SIMON kept himself entertained by viewing 20th century era B-movie re-runs, mixing it with an anthropological research. He also constructed himself a "companion with spare parts lying about the Westwick."

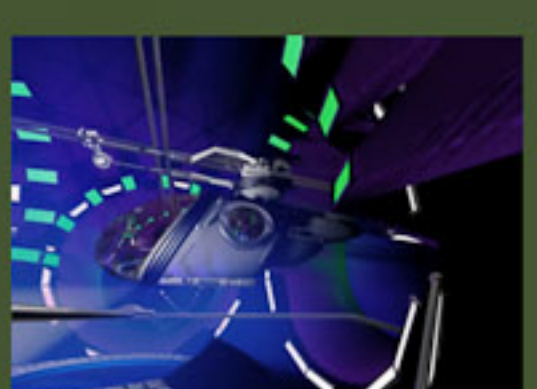
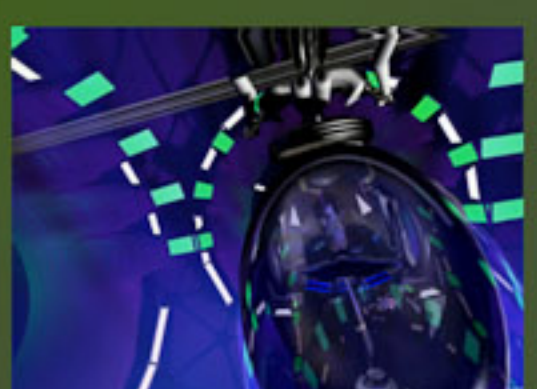
Hidden between the main decks of the Westwick are a myriad of vent ducts, access tubes and utility rooms that the crew rarely, if ever, enter. SIMON, the ship's utility robot (Semi Intelligent Motorized Observation Network) utilizes these areas to do basic maintenance chores. Since the hostile boarding

of the ship by enemy soldiers, SIMON confines himself to these subterranean decks and leaves them only when necessary. Westwick Main (the ship's computer) also uses these and other access ways for the navigation of a HoverCam, her roving eyes aboard the Westwick.



Top left: IVM Tram that leads to forbidden areas of the ship.  
Center left: SIMON's room is filled with odd items you can examine.  
Bottom left: To fight boredom, SIMON has spent 312 years watching bad movies.

Top right: One of many access tubes leading to new areas of the ship.  
Center right: The hidden vault beneath Burk's cabin may hold mysterious treasures.  
Bottom right: A door and a fan, both passageways to hidden destinations.



O'Neil discovers an area of the ship not shown on any plans, a sub-level used mostly by the Westwick's self-maintenance systems and also by SIMON. A tram utilizes a network of access tunnels that criss-cross the starship's wings and keel, and allow O'Neil to enter areas otherwise locked. Unfortunately for the Captain, SIMON has tampered with the tram.



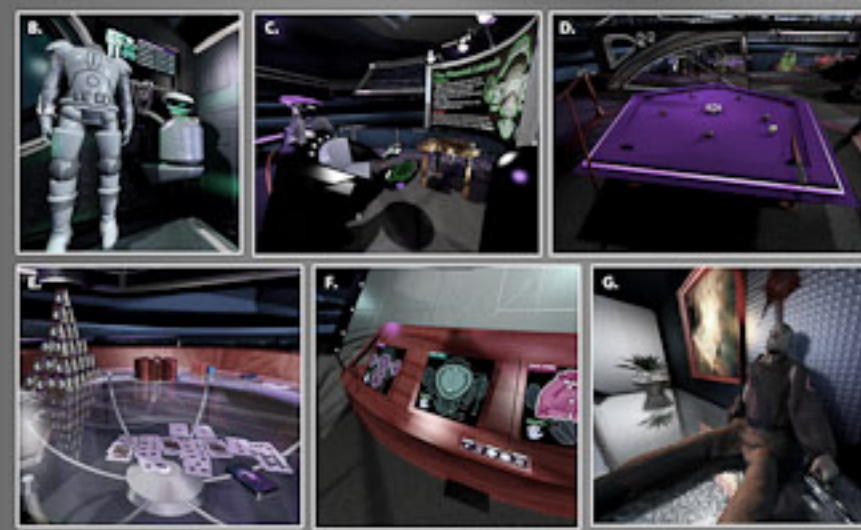


A. Hidden from plain sight behind a wall is this service port into the network of tubes that serve as arteries that provide Westwick Main's hovering camera eye the ability to travel easily from level to level. This is a rare access port to a small section of this treacherous transit system that is large enough for a human to enter.



Westwick Main's HOVERCAM

CATWALK

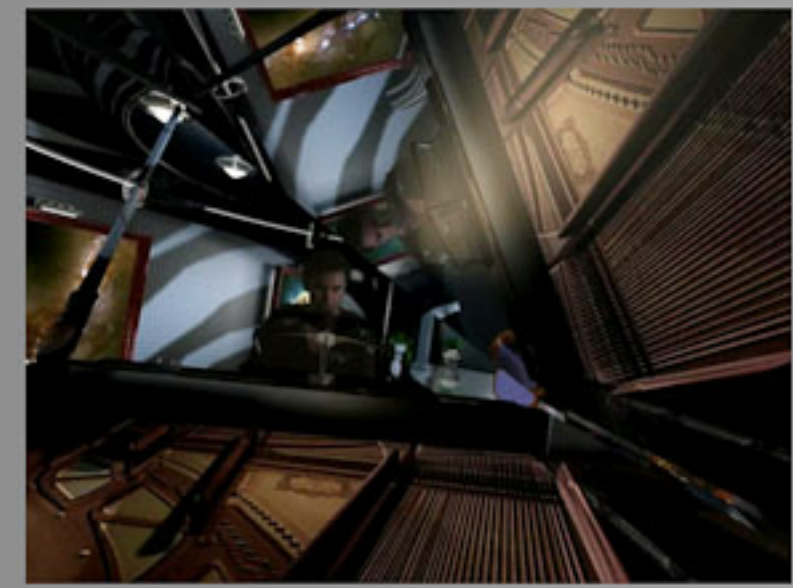


B. Environment Suit Station A on the Forward Airlock Deck.  
C. The Labyrinth is a first-person virtual maze that has been dangerously modified and is now no longer a game at all, hiding shuttle codes within.  
D. A deviation of traditional 20th-century billiards, Pent-a-Pool features five bumper obstacles that add another dimension to the difficult game.  
E. The card table offers three metaphors to the Westwick situation. Solitaire speaks to O'Neil's lonely search for answers. Poker refers to his cat and mouse game with his hidden nemesis, and the house of cards a reference to the fragility of humanity.  
F. The Holographic Status Imaging System provides an overview of the Blockade.  
G. The three centuries dead body of a hostile boarder.



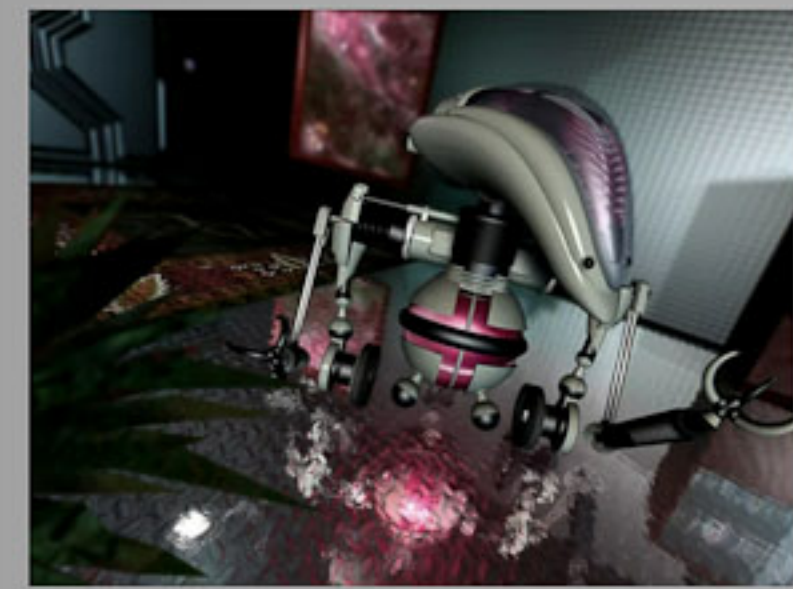
Captain O'Neil

The recreation deck was designed to make long space journeys tolerable, but because of the current situation, games here may not be as they seem. For example, a labyrinth puzzle that projects the player's mind into a maze should be an enjoyable distraction. But this one has been altered so that if the



Top left: O'Neil is able to play a song written for Paige on the piano despite his amnesia. Center left: The Labyrinth game seizes O'Neil's mind, pulling him inside the maze. Bottom left: O'Neil discovers a second airlock and two space suits.

player cannot find the way out, they don't get out. Ever. But you must go in, because the missing first officer has hidden the codes to the Shuttle inside, and the Captain will need these to complete his mission. Even the arts gallery below the main flooring hides dangers and shocking discoveries.

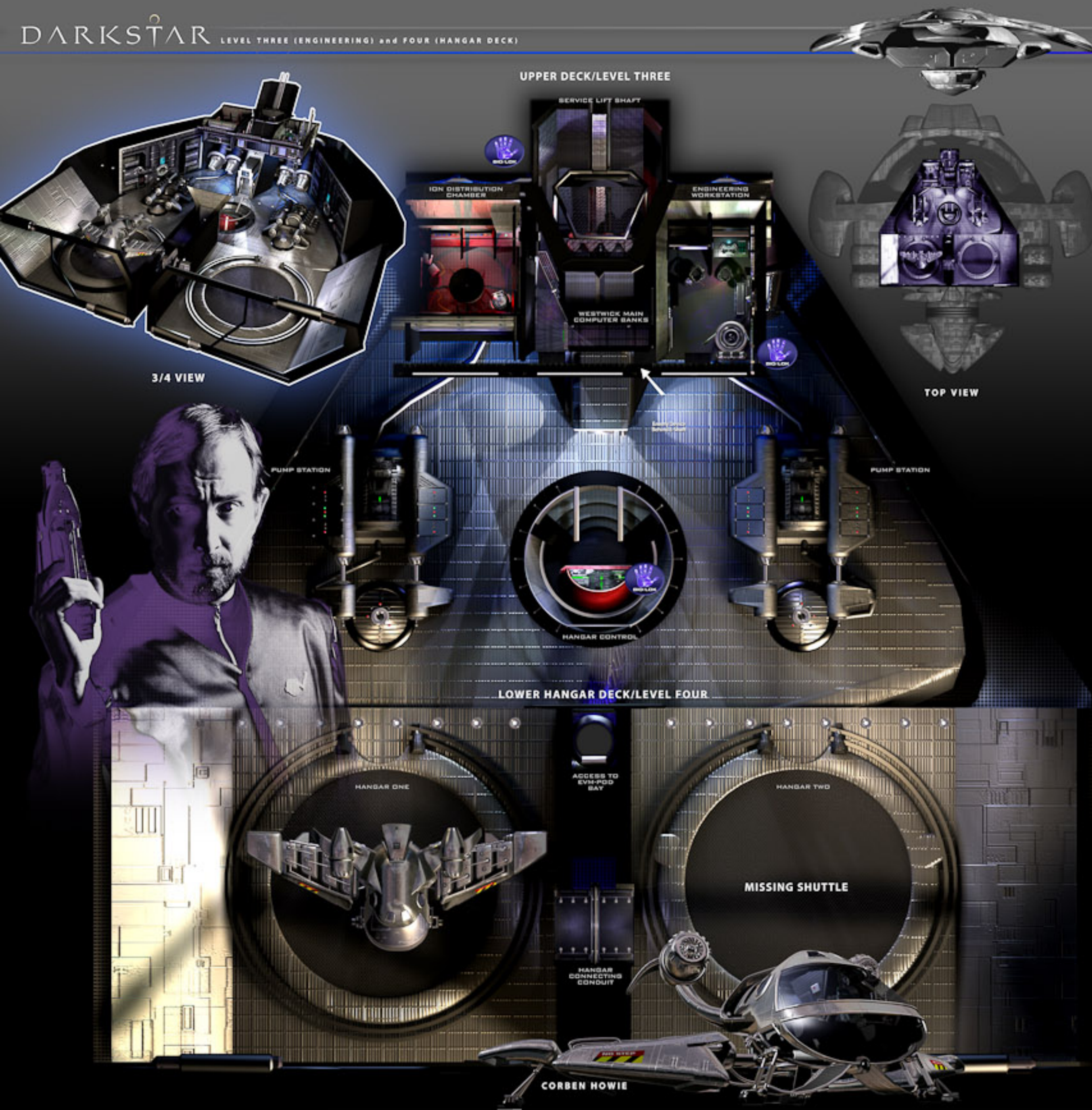


Top right: The Captain discovers a second dead soldier, raising even more questions. Center right: SIMON shares what little he knows of the mummified remains. Bottom right: SIMON's demented nature is hinted at as he elaborates on the corpse.



Two space suits hang near a small airlock, and O'Neil must go outside and remove a clamp placed on the EVM pod bay doors. But what the Captain does not know is that one of the two suits has been sabotaged and will fail. Which one? SIMON tries to alert him of the imminent danger, but will the Captain heed his warning?





The lower decks of the Westwick reveal much of the inner workings of the ship itself. The Ion Generation Chamber controls the power to the engines, but beware, do not activate the system until you have repaired the coolant tanks and filled them. There is an engineering room with more than one

entrance and exit, a fact that may be important later. When you first enter the hangar area you will notice that only one shuttle is present, the other is missing along with First Officer Perryman. O'Neil knows he must soon follow, but first, there are things that must be done to make this possible.



Top left: The Ion Generation Chamber, the heart of the Westwick's engine array.  
Center left: The Engineering Control Room.  
Bottom left: A corridor that leads to the ship's brain, Westwick Main.

Top right: The Westwick Hangar Deck facing aft.  
Center right: The Hangar Deck central control panel, and one of the two Shuttles.  
Bottom right: The cockpit of the remaining Shuttle, ready to pilot down to the planet.



The deeper O'Neil descends into the bowels of the lower decks, the stranger and more dangerous things become. A warning from a spectral ghost image of Burk, a trap set for you in the engine room, and the possibility that the waiting shuttle might just fly you directly into the same jaws of doom that closed so tightly on Ross Perryman.





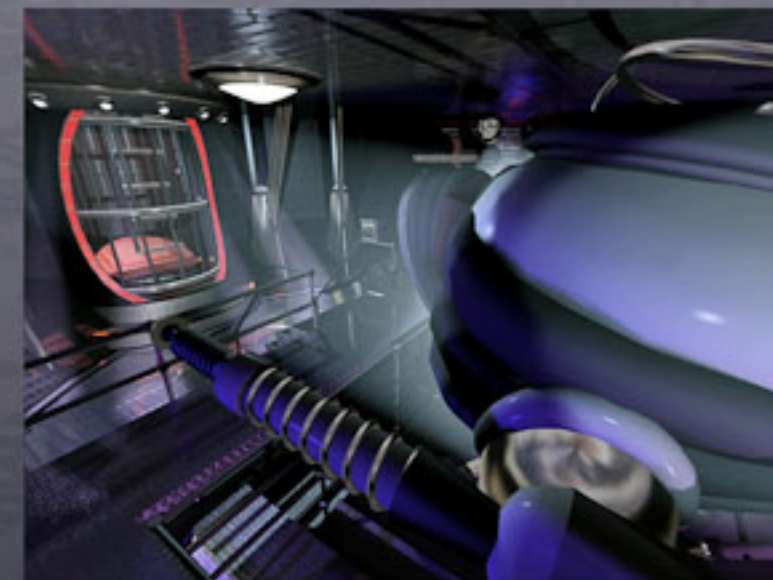
Exterior EVM Pod Side View

At the very belly of the Westwick is the EVM Pod Bay, the receptacle and holding place for the Pod required to perform Extra-Vehicular Maintenance when needed. And with one of the main cooling tanks punctured, this is one of those times. O'Neil finds the last of ten BioLoks that have held the starship

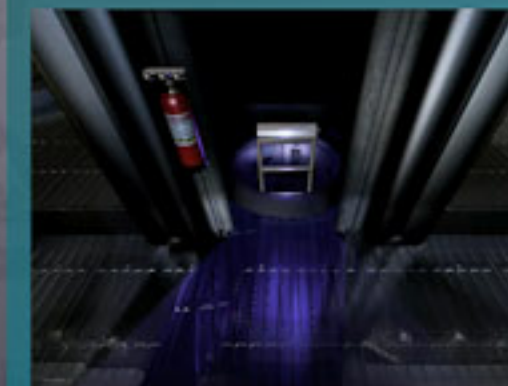
in lock-down mode for all these decades, and realizes that he has now successfully completed a crucial part of his mission. But the Captain is far from the end of his deadly challenges, the cooling tank need to be repaired and filled with water before the Westwick can be brought back to life.



Top left: The entrance to the EVM Pod Bay.  
Center left: A blast cage blocks entrance to the area.  
Bottom left: The EVM Pod parked atop its scaffold, the control station to its left.

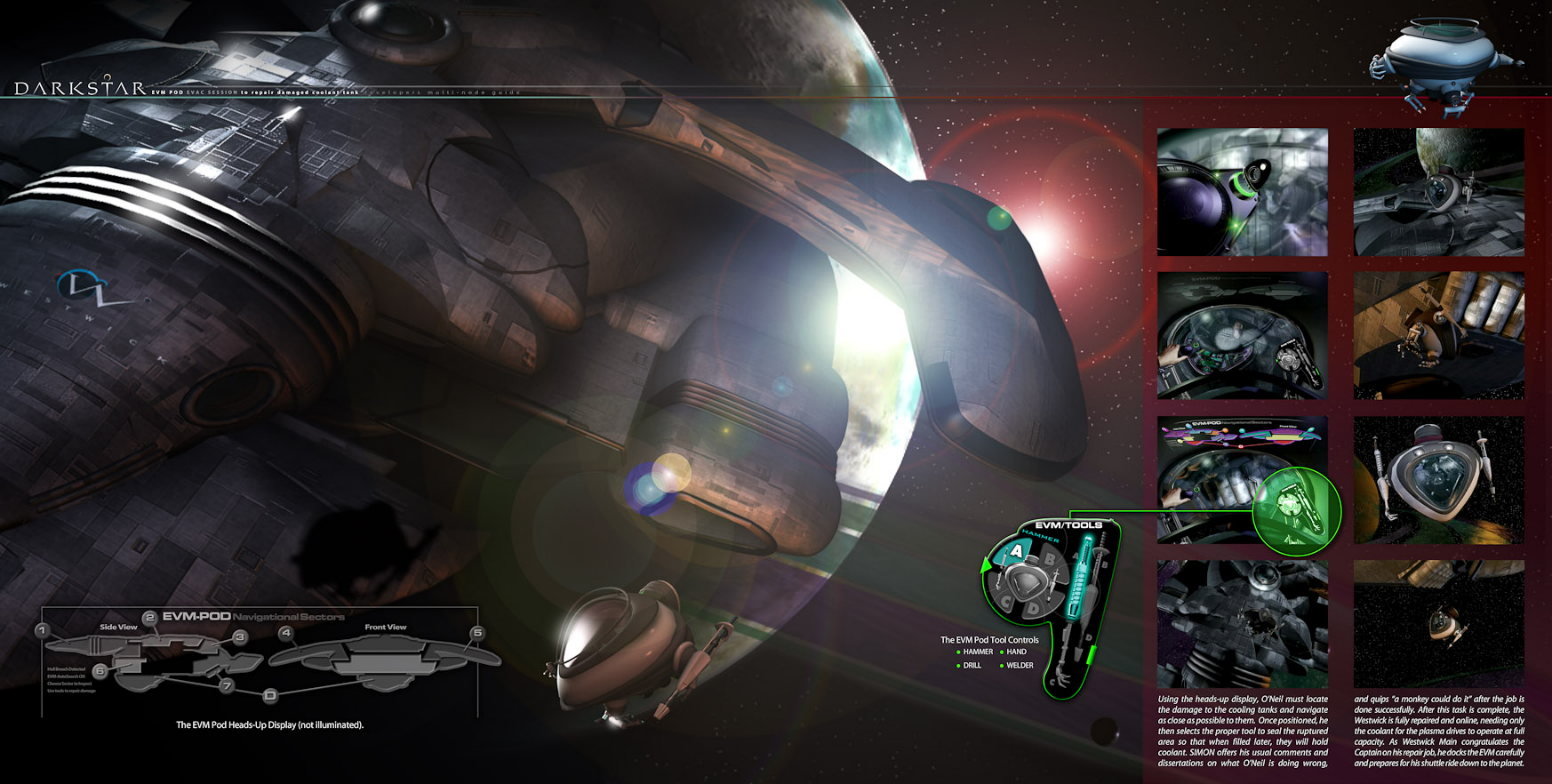


Top right: The EVM Pod has four tools for performing repairs, this shows the jackhammer.  
Center right: A view from the Pod's open hatch shows the 360° rotating seat.  
Bottom right: Built into the seat are the EVM's piloting control (left) and tool controls (right).



An access tube and ladder lead beneath the hangar deck to reveal the EVM Pod Bay. If O'Neil has removed the clamp from the outside of the bay doors and unlocked everything needed to allow the Pod to be deployed, he may now embark on another journey outside the ship to repair the Westwick's damaged cooling tanks.

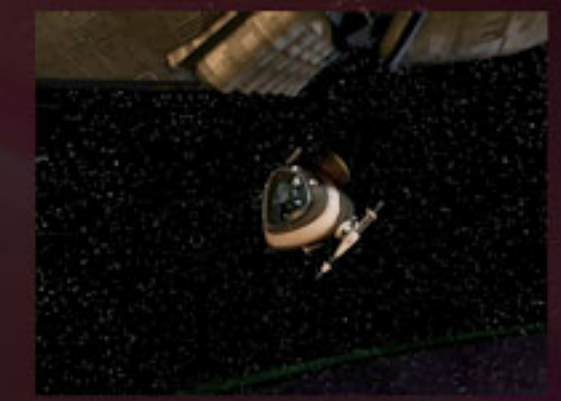




The EVM Pod Heads-Up Display (not illuminated).



The EVM Pod Tool Controls  
● HAMMER ● HAND  
● DRILL ● WELDER



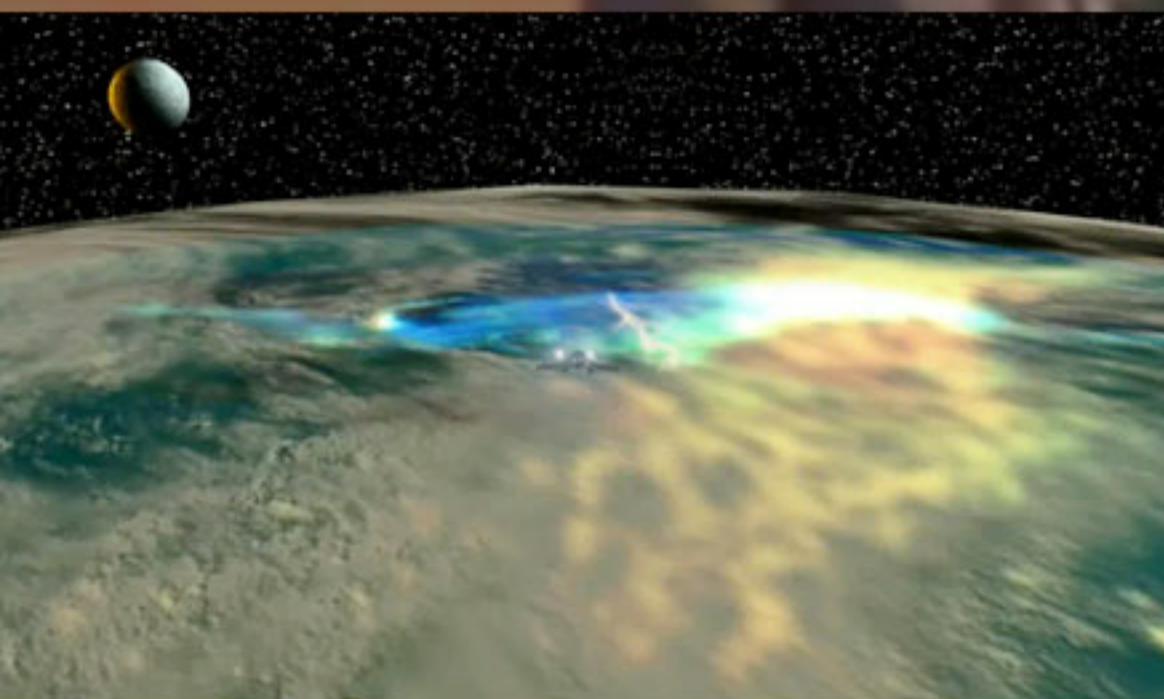
Using the heads-up display, O'Neil must locate the damage to the cooling tanks and navigate as close as possible to them. Once positioned, he then selects the proper tool to seal the ruptured area so that when filled later, they will hold coolant. SIMON offers his usual comments and dissertations on what O'Neil is doing wrong,

and quips "a monkey could do it" after the job is done successfully. After this task is complete, the Westwick is fully repaired and online, needing only the coolant for the plasma drives to operate at full capacity. As Westwick Main congratulates the Captain on his repair job, he docks the EVM carefully and prepares for his shuttle ride down to the planet.



# DARKSTAR

The SHUTTLE FLIGHT down to THETA ALPHA III for water.

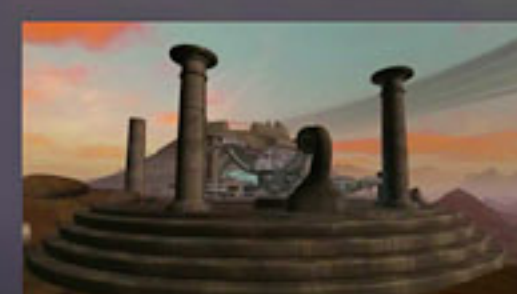
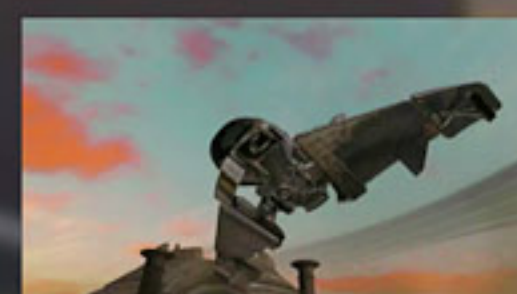


*Westwick Main has programmed a flight plan for O'Neil, taking him to a source of fresh water on the surface of the mysterious Theta Alpha III. Navigating the ice rings that encircle the greenish globe and intermittent electrical discharges in the upper atmosphere, the Captain approaches the drop zone cautiously. He is shocked to see a man-made structure in the distance as he approaches from the sea. As he*

*flies in closer, O'Neil wonders if there are inhabitants, if they are hostile, and if perhaps this is where Penryman met his end. He circles the structure once, and sees that it's very old, and seems abandoned. Adorning the entrance of the temple is a huge stone statue of a vicious looking creature, perhaps some deity. Westwick Main identifies the water source as a nearby well, so he lands the Shuttle and begins to explore while he waits for the tanks to fill.*



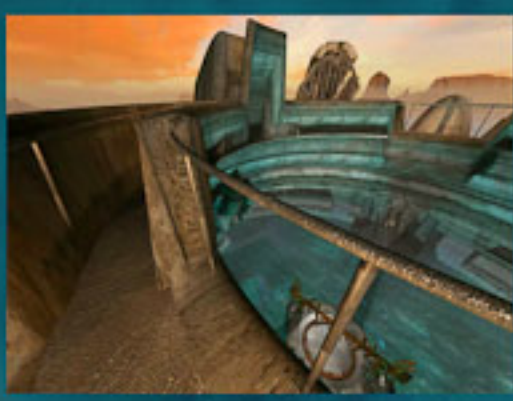
The (Corben Howie) SHUTTLE







*The Alien structure yields much to the wayward Captain. The abandoned temple served a grim purpose once upon a time long ago—a sacrificial altar that offered up virgins to a hideous sea monster while an audience watched in grotesque anticipation. And O'Neil's theory about Perryman was at least partially correct. His shuttle is discovered hidden inside one of the stone boat docks. Parallel to that dock is a twin structure on the opposite side that houses an entirely different flying machine. It is Kane Cooper's WASP Helicopter, complete with charging apparatus and coordinates programmed to auto-pilot the vehicle back to it's mother ship, the elusive Scythe Interceptor. O'Neil has his water now, but there are things he must know. And Cooper may be the only one with the answers.*



BACK VIEW

SIDE VIEW



# DARKSTAR

The WASP FLIGHT to Kane Cooper and his SCYTHE INTERCEPTOR.

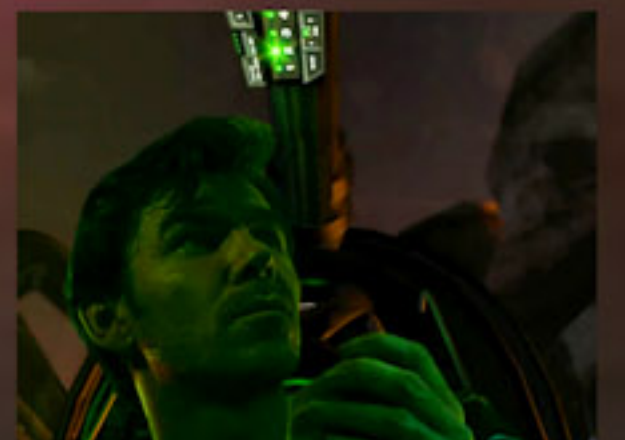


*It's a long flight* through craggy mountains and arid desert, but it gives O'Neil time to think about what may be in store for him. The WASP is a primitive vehicle, loud and with formidable vibration from the single rotor, it shakes the senses and rattles his bones to the core. Despite the old-school rotor, the WASP uses the same repulsor lift technology the Westwick shuttle does, the blades only for gyroscopic and auxiliary

thrust purposes. This combination of basic aviation techniques and advanced propulsion make for a highly agile and quick flying machine that operates in diverse conditions with varying gravity. Twin guns tip pivoting wings, and along with the distinctive window design mimics the insect from which it takes its name remarkably well. One disadvantage, besides lack of comfort, is that it must be recharged frequently, as O'Neil may soon find out the hard way.



The WASP Helicopter Vehicle



*Soon the Scythe Interceptor* appears over the horizon, looking much like a scorpion hiding amongst the rocks. O'Neil docks the WASP with the crouching ship and steps carefully onto the hangar deck.





# DARKSTAR SCYTHER STARSHIP DEVELOPERS MULTI-MEDIA GUIDE

REAR HATCH



The plot thickens dramatically with discoveries made on the enemy Scythe Interceptor. Files, more bodies, and a few answers await Captain John O'Neil as he explores the enemy ship looking for it's Commander. It takes a lot of ingenuity, but he is not disappointed as he works his way to

the Scythe's command deck and finally comes face to face with the soldier who has stalked his ship for over three centuries. Shoddily dug graves hide three enemy crewmembers, and one remains open with a marker that reads simply "RP"—Ross Perryman?



**Designation:**  
Scythe Interceptor/Mars Armada 2185

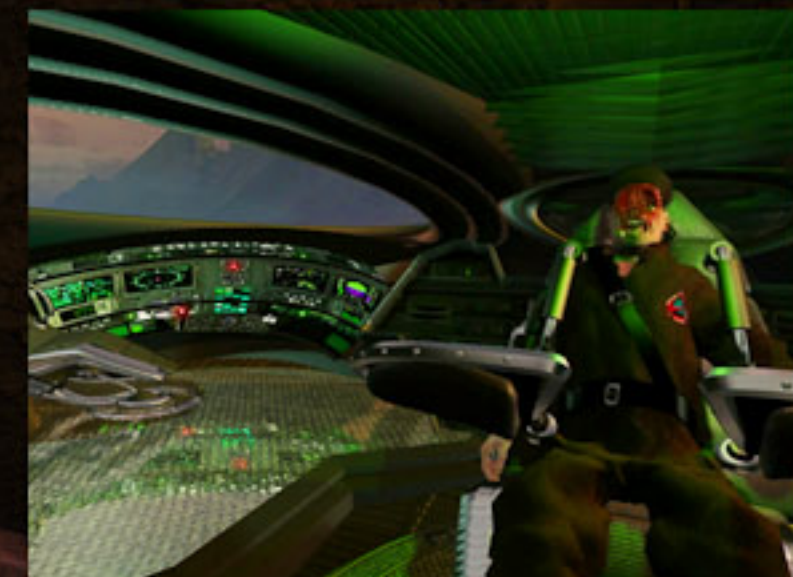
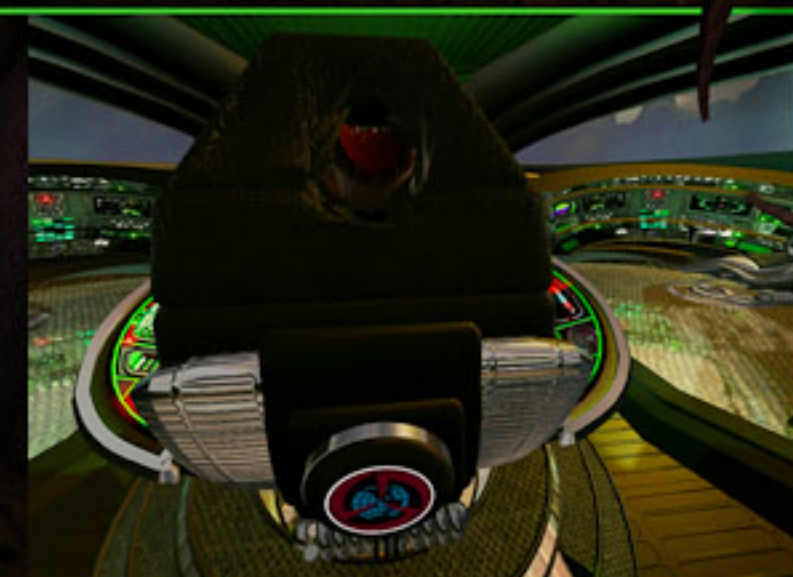
**Dimensions:**  
156 Feet long / 168 Feet Wide

**Ship Status:**  
Landed on Alien Planet 80km from Alien Temple

**Crew Status:**  
Unknown  
Commander believed to be Rogue Armada Officer Kane Cooper



Top left: Scythe locker room for four crewmembers (Cooper/Petefish/Wegley/Mitchell).  
Center left: Starboard engine room.  
Bottom left: Two freezer units (Cryo-Sleep Chambers) for alternating Scythe crew shifts.



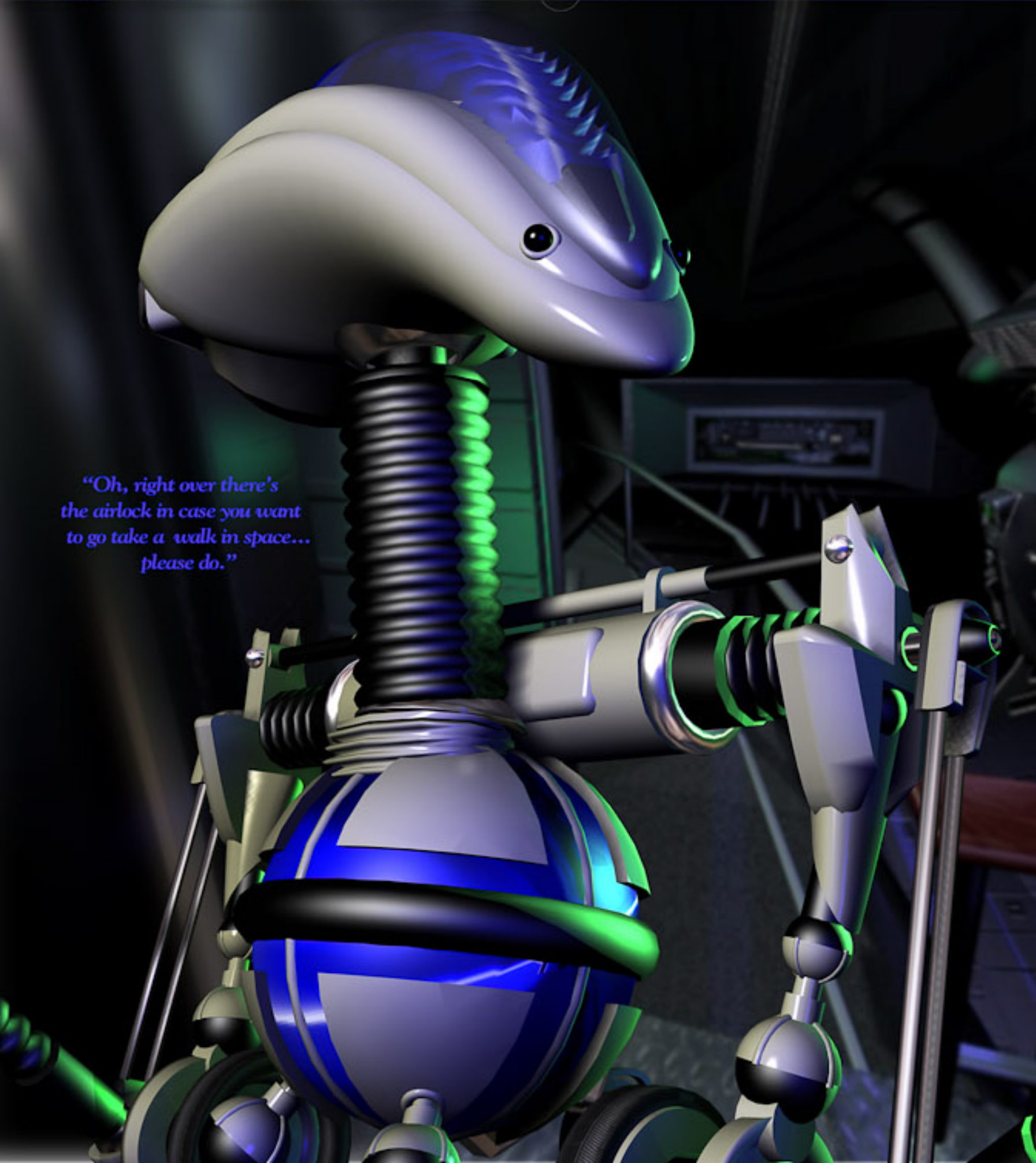
Top right: Scythe Commander's chair...with a hole blown through the headrest.  
Center right: Kane Cooper gruesomely and violently murdered.  
Bottom right: Four graves outside the ship for three crewmembers and Perryman.







**DARKSTAR** The Mechanical Personalities aboard the WESTWICK.



"Oh, right over there's the airlock in case you want to go take a walk in space... please do."



**SIMON**  
(Semi Intelligent Motorized Observation Network)

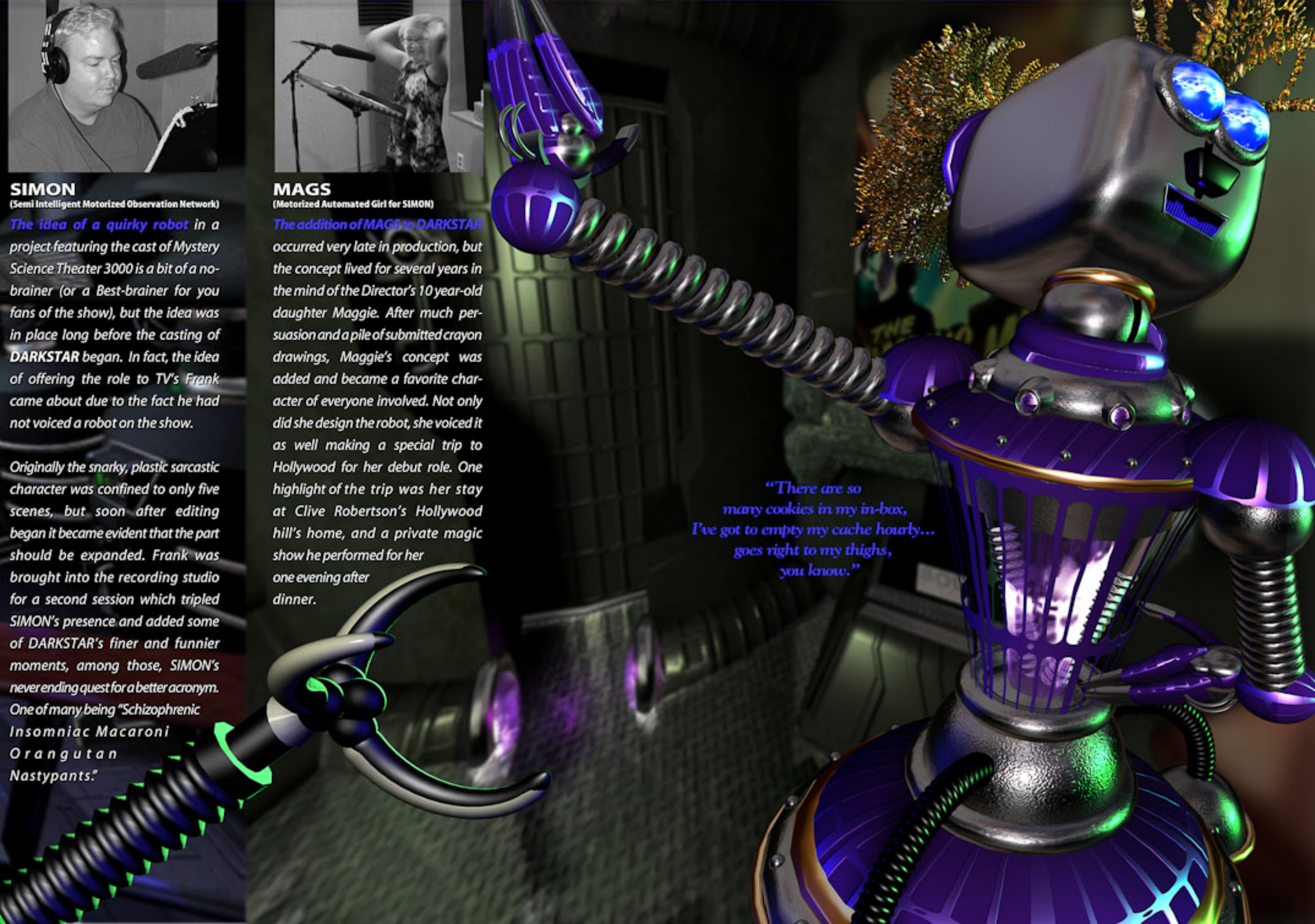
*The idea of a quirky robot in a project featuring the cast of Mystery Science Theater 3000 is a bit of a no-brainer (or a Best-brainer for you fans of the show), but the idea was in place long before the casting of DARKSTAR began. In fact, the idea of offering the role to TV's Frank came about due to the fact he had not voiced a robot on the show.*

*Originally the snarky, plastic sarcastic character was confined to only five scenes, but soon after editing began it became evident that the part should be expanded. Frank was brought into the recording studio for a second session which tripled SIMON's presence and added some of DARKSTAR's finer and funnier moments, among those, SIMON's neverending quest for a better acronym. One of many being "Schizophrenic Insomniac Macaroni Orangutan Nastypants."*



**MAGS**  
(Motorized Automated Girl for SIMON)

*The addition of MAGS to DARKSTAR occurred very late in production, but the concept lived for several years in the mind of the Director's 10 year-old daughter Maggie. After much persuasion and a pile of submitted crayon drawings, Maggie's concept was added and became a favorite character of everyone involved. Not only did she design the robot, she voiced it as well making a special trip to Hollywood for her debut role. One highlight of the trip was her stay at Clive Robertson's Hollywood hill's home, and a private magic show he performed for her one evening after dinner.*



"There are so many cookies in my in-box, I've got to empty my cache hourly... goes right to my thighs, you know."





**Left to Right at Bottom:**  
*Maggie and Clive run lines before the session.*  
*Rehearsing the sequence at the studio.*  
*Sound engineers recording Clive's lines.*  
*J. Allen manning the script.*

**At Right:**  
*Mags on Hollywood Blvd. in front of*  
*Grauman's Chinese Theater.*







*DARKSTAR* required many costumes for its over 40 actors, some with helmets and lit displays. Beez brought to bear her experiences creating costumes and props while on staff with the Peabody Award Winning series *Mystery Science Theater 3000*, and J. Allen Williams designed several pieces as well.

- Left to Right:**
- Scorpion Pilot costume, helmet and laser blaster
  - Warden Tom Carlson costume and helmet
  - President Timothy Brisbane costume
  - The Palmer sisters costumes
  - F-88 Pilot Lisa Hicks costume and helmet





**Most special effects prop items in DARKSTAR** were animated in CGI, but when an actor came in contact with it, often the object needed to be built both in real life and also as an animated element.

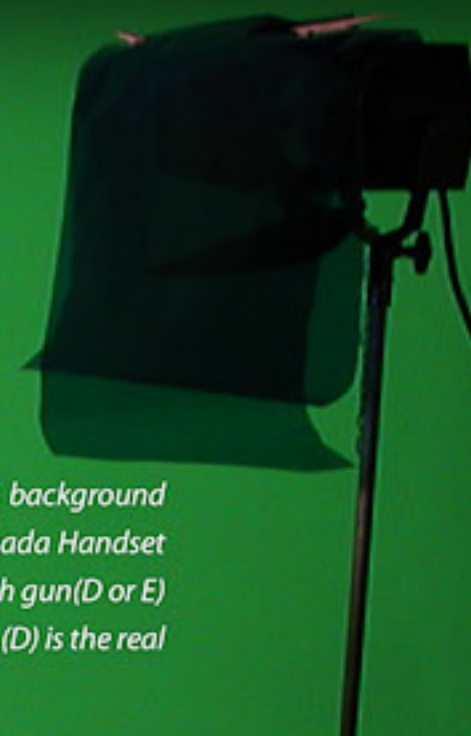
## Opposite page A.

The cockpit of the Scorpion Fighter offered unique challenges because actor Jacob Petefish needed a control stick to interact with in order to seem like he was actually piloting the craft. A special rig was built to sit in that housed a steering column (top far left photo) and designed to match exactly the seat in the CGI model (middle illus.) which you'll note has no steering wheel. By lining up the column in the actor's keyed footage, (left inset) the layers combine to complete the finished scene (below).



## Opposite page B.

In the F-88 ships, a similar issue existed as did in the Scorpion, but in this case J. Allen built the entire seat rig with a working, backlit steering display. Note in the illustrated finished scenes the empty co-pilot's seats—they are animated CGI models right next to the real ones.



## Handheld props.

Several props needed to appear both in live action and also as background items in animated shots. Shown are (C) Kane Cooper's Mars Armada Handset (also pictured below in the composited shot, G). Can you tell which gun(D or E) is the photographed one and which is the CG model? The top one (D) is the real prop. Paige's reboot disk needed to be in both places as well (F).





# **Putting together the pieces**

that completed this intricate puzzle required taking the production on the road, and flying the talent coast to coast. Flights were booked to take people from New York, Minneapolis, and Los Angeles to the studios in Missouri, and took equipment and crew to Los Angeles and London to shoot in various situations to fulfill the needs of the script.

## **PARALLAX STUDIO**

is essentially one man, a midwest based director by the name of J. Allen Williams who has produced commercial work in the animation and broadcast industry for over 20 years. He has produced television commercials and other advertising for Coca-Cola, French's Mustard, DaBryan Coachbuilders, Motorcars International, and LucasFilm. Also, he has specialized in music video airing on both MTV and the Sky Channel in Europe.

**DARKSTAR** is the studio's first venture into the entertainment industry.



### **Left clockwise:**

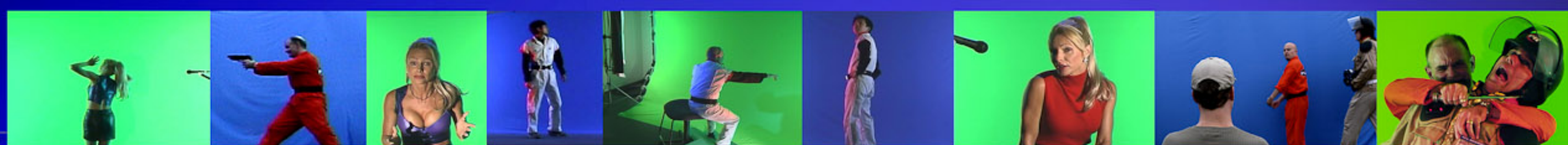
- Trace Beaulieu performing voice-over work at POP Sound, Santa Monica.
- J. Allen directing an exterior blue-screen shoot.
- J. Allen directing in-studio, comparing the camera view with his storyboards.

### **Top bar left to right:**

- Valli Florez performing a scene.
- Ruell Chappell in a scene as a prison inmate on Mars, Purgatory II.
- Valli Florez in a closeup scene.
- Yuji Kainuma in a background plate.
- Brad Hedrick pressing "animated" buttons.
- Koji Uetake in a "Godzilla" moment.
- Valli Florez in a communiqué to O'Neil.
- J. Allen directing a Purgatory II prison scene.
- Nick Sibley being killed by Ruell Chappell.

### **At Right:**

- (Top) POP Engineers Steven Dickson and Jeff Britt
- (Bottom, left to right) Roger Jared, Valli Florez, Frank Conniff, J. Allen, Joel Hodgson, and Beez McKeever.







### The Captain of the Westwick.

He awakens on a broken starship light years from home after a 312 year long drift in space, the sleep session eradicating his memory of who he is or why he is here. As he searches the corridors of his ship he finds clues, answers—yet more questions.

His world has been destroyed, the Earth razed by an off-world prison colony based on Mars that revolted nearly a century previous. Four ships were dispatched on a secret mission through time and space, and at some point, the Mars Armada caught up with the Westwick and boarded her... but why was she not destroyed? O'Neil finds bodies of a few of the enemy soldiers, mummified after three centuries.

O'Neil's crew consists of three others. One, the Pilot Paige Palmer, lies frozen in sleep in her cryogenic unit. Another, First Officer Ross Perryman is missing, as is one of the Westwick's two shuttles. And finally, Navigator Alan Burk lies murdered in his cryogenic unit.



Clive Robertson







**Pilot of the Westwick.**

*Locked away in her cryogenic sleep unit, Paige Palmer lies unconscious as her Captain searches for answers aboard the damaged starship.*

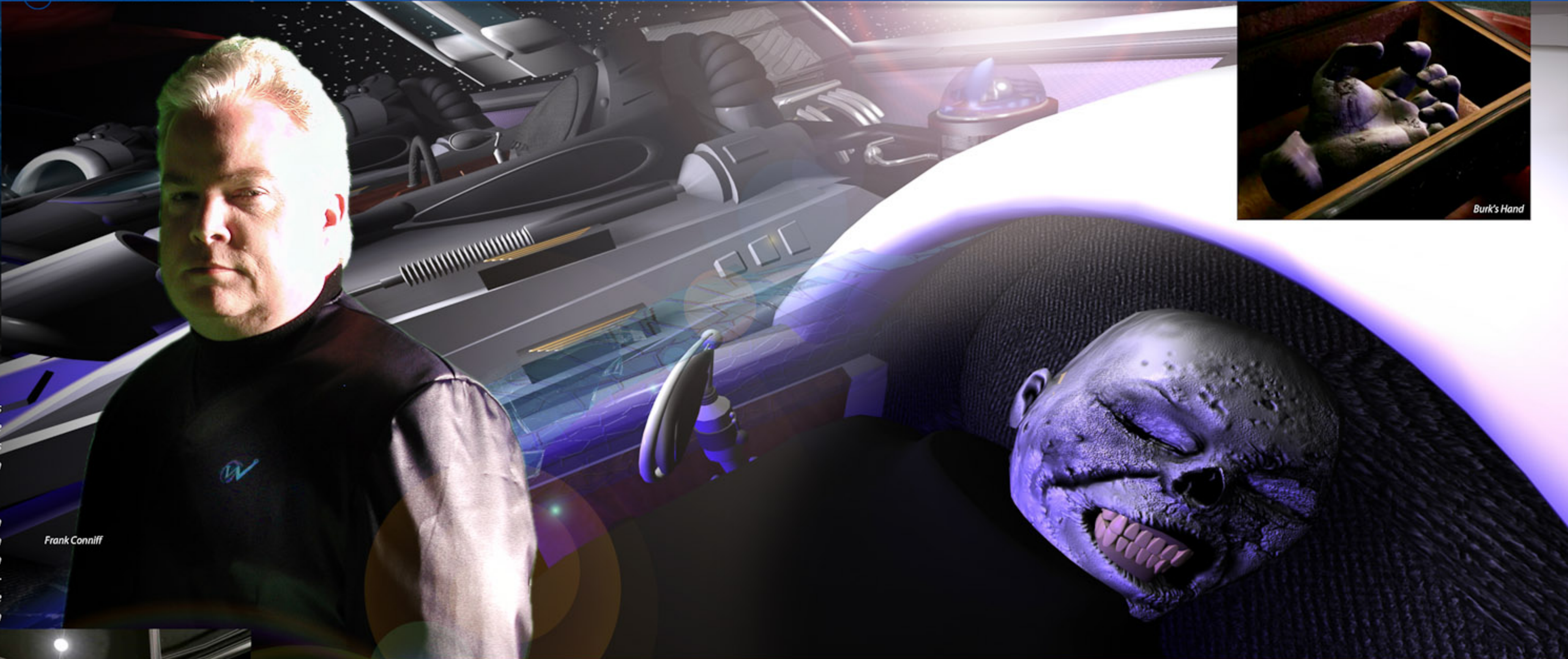
*Alas, like her Captain, she has lost her memory over 312 years of hibernation and nearly kills O'Neil in a confrontation with a plasma welder during a brief interruption in her sleep session.*

*She is restored to her session to avoid a deadly side-effect to premature hibernation termination similar to "the bends". After O'Neil successfully foils the plot that has sidelined the **DARKSTAR** mission, Westwick Main awakens her to pilot the starship into history—literally.*

Beez McKeever







Burk's Hand

**Navigator Alan Burk.**

*Murder after the end of mankind seems unthinkable doesn't it? Well, think again. One of John O'Neil's first grim discoveries aboard his wayward vessel is the body of Navigator Alan Burk, dead at least 300 years.*

*The glass of Burk's cryogenic unit has been shattered, and curiously, his left hand has been severed and is missing. The Captain soon surmises that someone has attempted unsuccessfully to use the inanimate hand to open the many Bioloks aboard the Westwick. Ten such stations are scattered about the ship and require authorized hand scans to open them.*

*The perverse sense of humor of O'Neil's unknown nemesis becomes clear when he discovers the severed member in an ornate wooden box sitting on the conference room table.*

Frank Conniff







**First Officer Ross Perryman.**

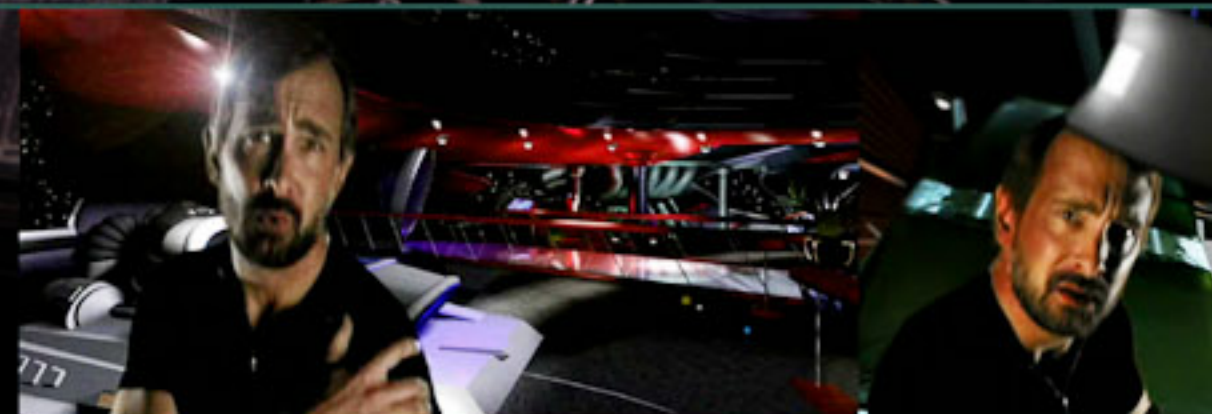
Missing and presumed dead, Ross Perryman has left instructions for Westwick Main to wake Captain O'Neil in the event he does not return successfully to the ship. Perryman has left behind detailed logs, messages, clues and instructions explaining what has occurred and what needs to be done in order to bring the starship back to life.

According to his tale, Perryman was able to thwart the landing party that boarded the Westwick all those years ago while the others slept, and use a device he took from one of them to destroy the Destroyer remotely with it. But in the process the Westwick's cooling tank was damaged, and even worse, one of the Armada attack ships survived and has been stalking them for all these years.

Perryman is the sole member of the Westwick crew with memory intact, his sleep unit programmed with fifty-year increments instead of one long hibernation, therefore sparing him the ill effects of an excessively long session in cryogenic slumber.



Trace Beaulieu







**Scythe Commander Kane Cooper.**

*At some point Kane Cooper took that dark step from being a soldier of the Mars Armada to being an independent mercenary. In league with someone on the Westwick, Cooper has betrayed his world and decided to make planet Earth of the past his new home with the help of a certain anomaly in space called **DARKSTAR**.*

*After the incident that culminated in the destruction of his "mother" ship, Cooper was left in an unenviable position. With the Armada Destroyer gone, his ship lacked the range to return to Mars. His treason made that impossible regardless, and Earth had been destroyed several years back. Now with the Westwick damaged, both ships were stranded light years from anywhere, and at the current rate of drift, it would be centuries before a suitable planet with water for the starship's coolant tanks would be in range.*

*Soon Cooper developed a plan to seize control of the Westwick, but for now...time to sleep.*



Joel Hodgson







## Captain Cedrick Stone/Galactic Discovery II

The *Galactic Discovery II* under the command of Captain Stone had the distinction of being the first and only starship to pass through the anomaly that is **DARKSTAR**.

In the year 2125 while on a mission to explore the new phenomenon, Stone's ship inadvertently crossed **DARKSTAR**'s event horizon and was pulled inside. The starship literally made history when it emerged in the year 2118, a full seven years before the date the mission began.



Josh Weinstein



Left to Right:

- Stone on the Bridge of the *Galactic Discovery II*.
- The Navigator of the ship warns they are "beyond fail-safe".
- The ship is thrown clear of **DARKSTAR** on the other side of time.



## Captain Beth Ingram/Starship Bridgebuilder

A half century after the revolt on Mars, a grim message is received by Earth from the new Government of the Red Planet. They will arrive in six months and intend to leave with half of Earth's water. The Mars Armada agrees to negotiate with an ambassador frigate, the *Bridgebuilder*, commanded by Captain Beth Ingram. The ambassadors are greeted with a military welcome, and destroyed before any words can be exchanged. Ingram manages to send a distress signal and warning to Earth before their demise. The Armada's motives now clear, Earth prepares for the worst.



Mary Jo Pehl



Left to Right:

- The *Bridgebuilder* approaches Mars on a peace mission.
- Captain Beth Ingram sends a distress signal and warning to Earth.
- The *Bridgebuilder* is destroyed by the Mars Armada.



## Zoe Palmer/Pilot of the Northstar

**The Darkstar Mission:** Four identical ships are sent with different strategies to reach **DARKSTAR**, a rip in time that could allow them to go back and warn the Counsel in 2118 of the impending doom awaiting Earth at the hands of the Mars Armada.

Paige Palmer's sister Zoe is the Pilot of the *Northstar*, one of the four starships. In a desperate ploy, the *Northstar* sacrifices itself by attracting the pursuing Armada Destroyer away from the *Westwick*. But the ruse only buys a little time for the fleeing starship, and eventually fate prevails.



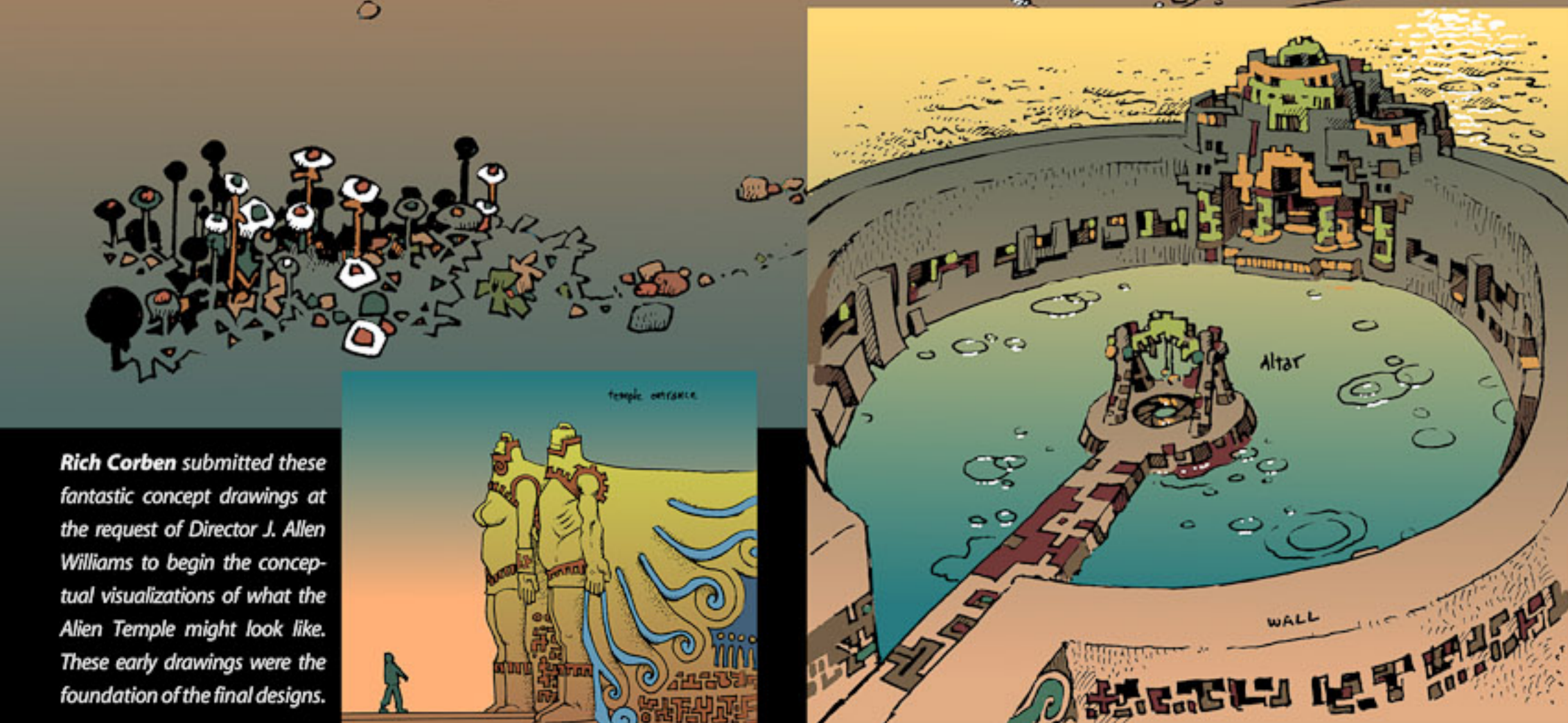
Valli Florez



Left to Right:

- The *Northstar* has lured the Destroyer away from the *Westwick*.
- The attack is swift and brutal, quickly incapacitating the *Northstar*.
- Zoe Palmer sends a final communiqué to her sister, Paige.





Rich Corben submitted these fantastic concept drawings at the request of Director J. Allen Williams to begin the conceptual visualizations of what the Alien Temple might look like. These early drawings were the foundation of the final designs.



Opposite page main: The first concept, reminiscent of Corb's design's for "Den" in the movie "Heavy Metal", and in the comic.

Opposite page/bottom left: Originally there were plans to build large statues of the aliens at the temple gates, but this was later abandoned in lieu of an effigy of the sea beast.

Opposite page/bottom right: This illustration was much closer to the final design in which the sacrificial pool was "theater in the round". Not only did Corben concept the sacrificial altar inside the Temple, he built the working CGI model as well.

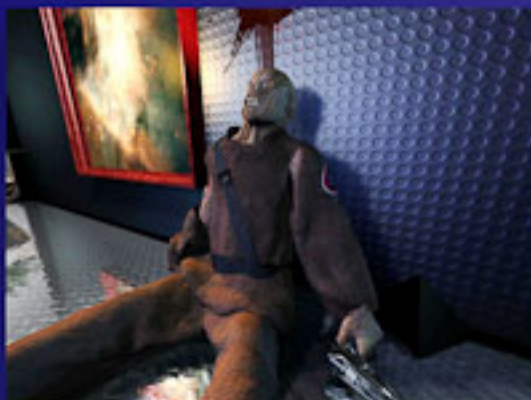
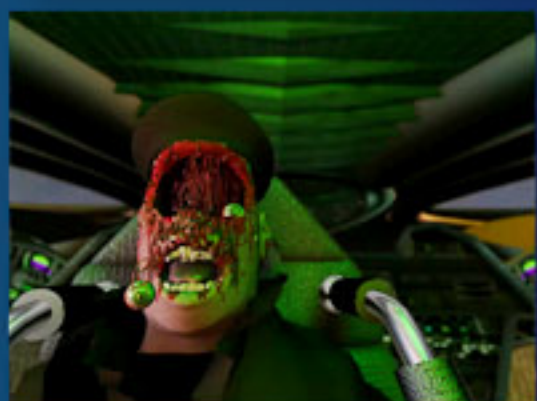
Top Left: This was an idea that Corb & Williams experimented with in which the temple had innovative design features, such as an underwater viewing area to watch the beast tear it's victims apart.

Above: Another exterior drawing, this one depicting the shuttle siphoning water for the Westwick's cooling tank. Corb based this drawing on an older shuttle design that was eventually scrapped.

Right: This was Corben's first design of the Sea Beast. J. Allen loved it, of course, but ultimately one of Corb's later offerings with a more shark-like appearance was chosen instead (see next page).







## The Art of RICH CORBEN.

If you think you haven't seen Richard's work, you're probably mistaken. From the original Meatloaf "Bat Out of Hell" album cover in the '70's, Den in the film "HEAVY METAL" in the '80's, and hundreds of comics published to date by Warren, DC, Marvel and many others, Corb's prolific career spans over a half century. He's illustrated Hellboy, Swamp Thing, and other popular characters that have lived both in comics and up on the big screen. Whether he signs the piece Rich Corben, Corb, or simply "GORE", it's a mere formality, the artist's inimitable style immediately gives away his identity.

## Modeling Human Objects.

Part of the suspense of DARKSTAR comes from the horror elements to the story that Rich created for the project.

In the top sequence, O'Neil finally locates Kane Cooper, but unlike all of the corpses he's uncovered thus far, Cooper has been freshly murdered, shot square in the face with a laser blaster. Still, it did not take long for an insect native to the alien planet to make a home in his head.

In the lower sequence, O'Neil stumbles across the mummified remains of an Armada soldier in the Westwick's art gallery, his gun still gripped tightly in his hand.

## Paige Sleeping.

It was necessary to create a CGI model of actress Beez McKeever as Paige Palmer lying in her cryogenic unit. The interactive experience that is DARKSTAR allows the participant to wander all around this piece of architecture, so by utilizing all angles of photographs, Rich built this photo realistic model—which worked beautifully.



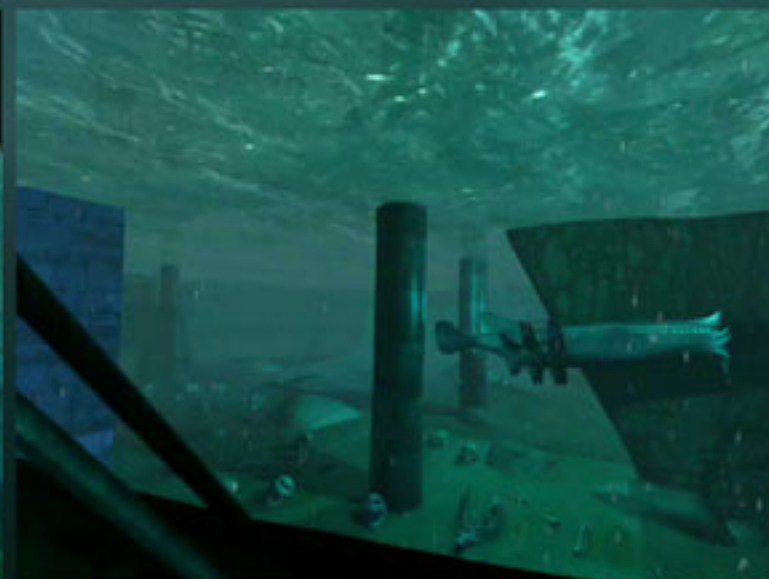
## Scary Textures.

A big part of achieving the realism required to convincingly animate death is to illustrate effective texture maps, the "skin" that wraps itself around a CGI model. Richard's extensive background in illustrating photo-realistic representations of gore comes in very handy here.

Photographs often make the best texture maps as the photo below shows. Rich shot pictures of his own hands and added faux decomposition to them in photoshop, creating textures that make his models look very convincing and creepy.







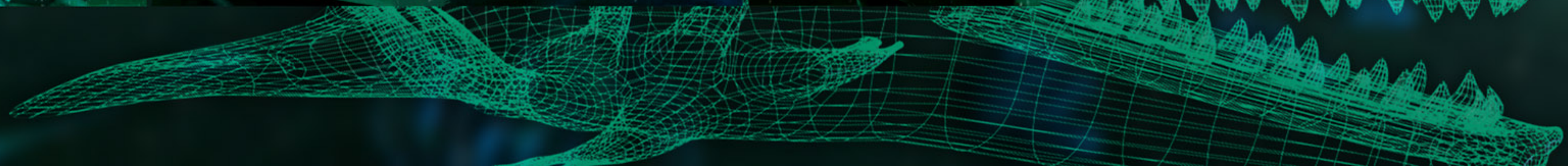
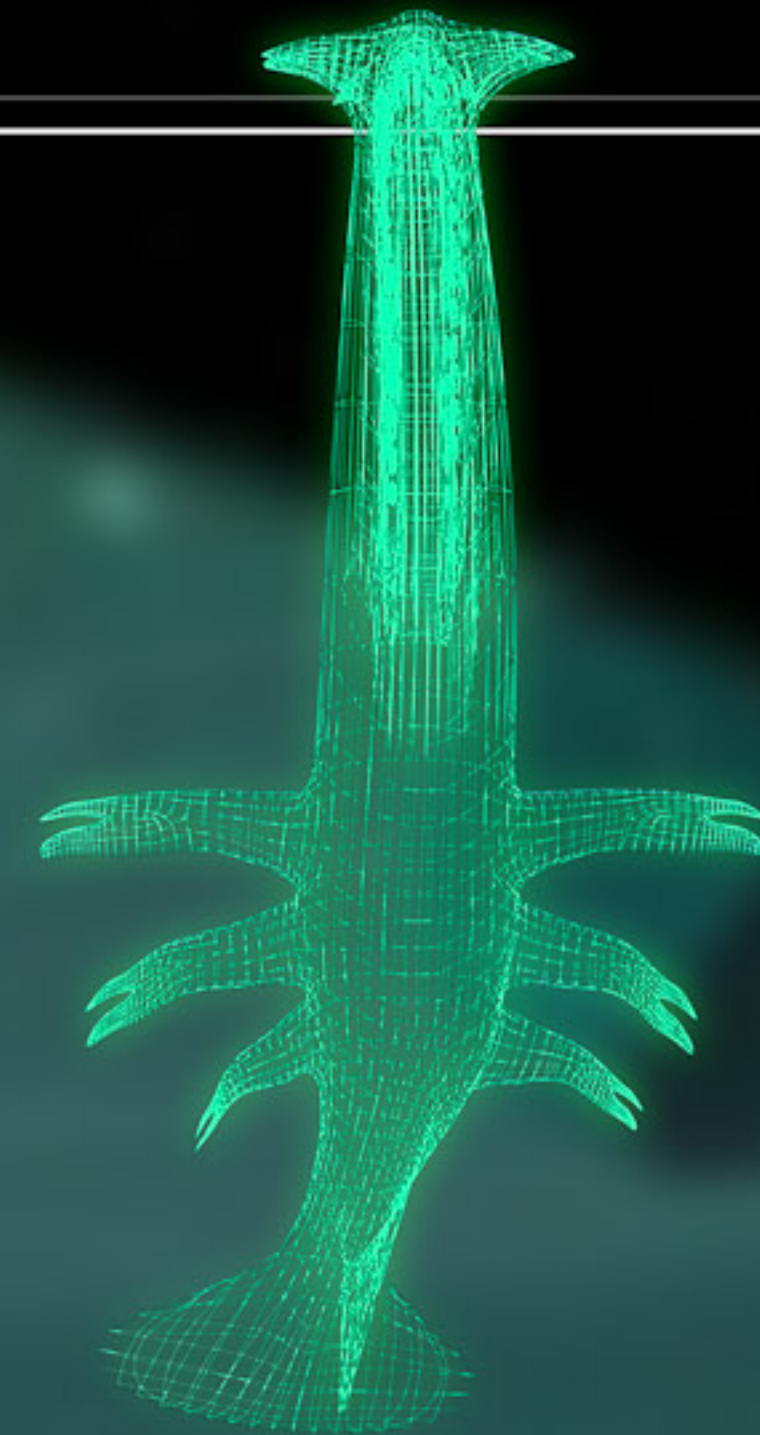
### The Sea Beast.

On this spread you can view the culmination of many of Richard's elements, beginning with the marker illustrations of the temple & monster and ending here with the completed, final sequences. The combination of Richard's art and animation techniques merged in concert with J. Allen's, and between the two cities of Kansas City and Nixa, MO, the two artists collaborated to create what you see here.

First, note the Sacrificial altar. Richard hinted at the basic lines of this structure in his early comps, and then actually built the final model after the drawings were approved. The opening in the center of the altar features an iris much like in an old fashioned camera eye, and Rich built it to work exactly like that type of mechanism.

Next you see how the beast moves and animates in the attack sequence. Richard animated all movements of the beast before sending them to PARALLAX to be added to Parallax's finished Temple model, and then it was rendered and composited with the actor footage by J. Allen.

Note the shot looking into the underwater viewing room and remember Richard's early drawing of this idea. Eight years of work came between those early drawings and the finished scene shown here.

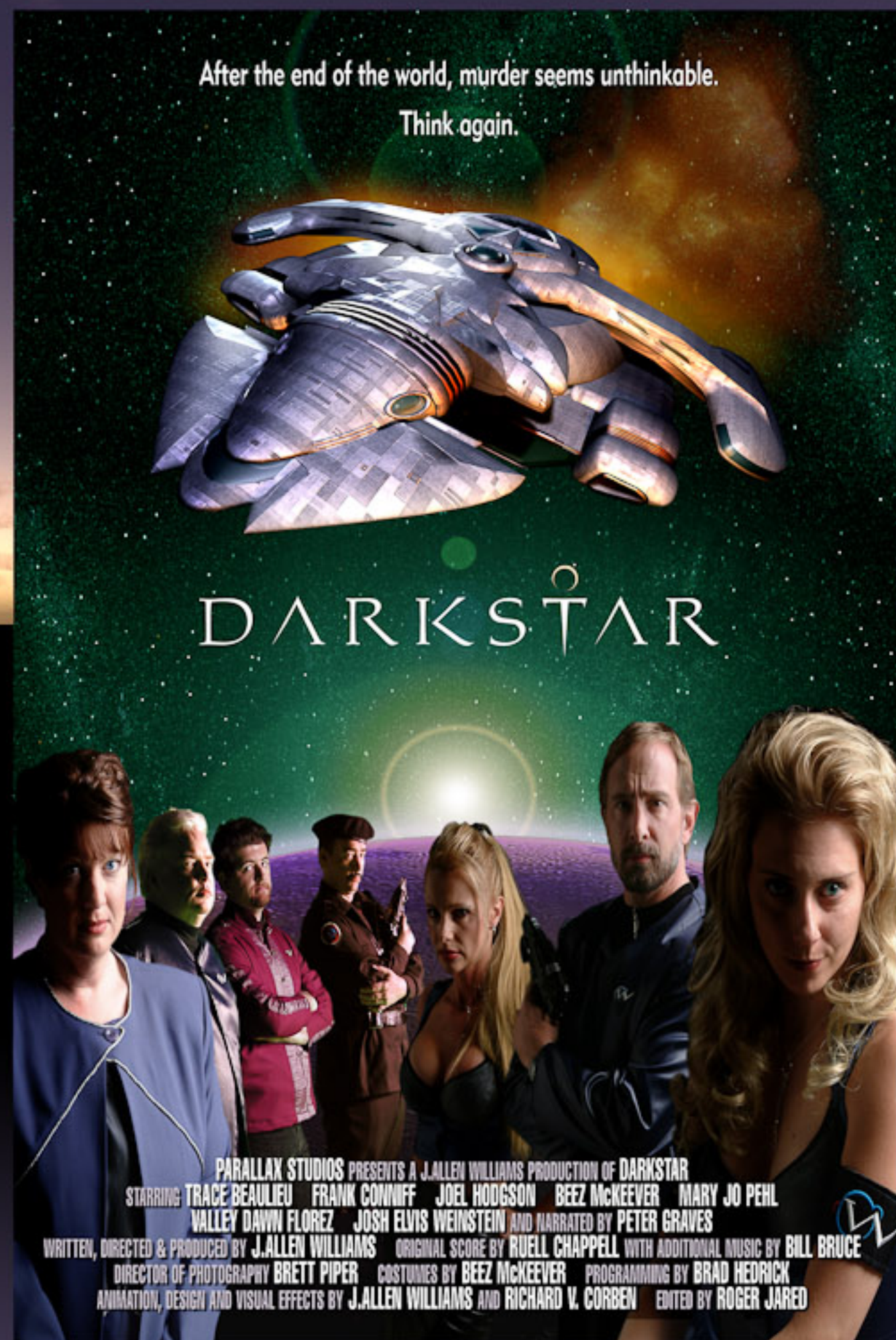






Art Green





Left:  
Promo poster dated December of 2001, produced just after filming the Mystery Science Theater cast, but before casting Clive Robertson as O'Neil. Note no logo on the ship yet.

Above:  
Faux magazine cover "The End of Time, 2185", found aboard the Westwick. This magazine has many pages inside.



Above:  
Promo poster dated April, 2004, produced just before shooting Clive Robertson's scenes. Note: the photo of Clive has clean shaven face, photo provided by William Morris, not shot by PARALLAX.

Right:  
Promo poster dated May, 2002, also produced before Clive Robertson joined DARKSTAR, no Westwick logo here either.

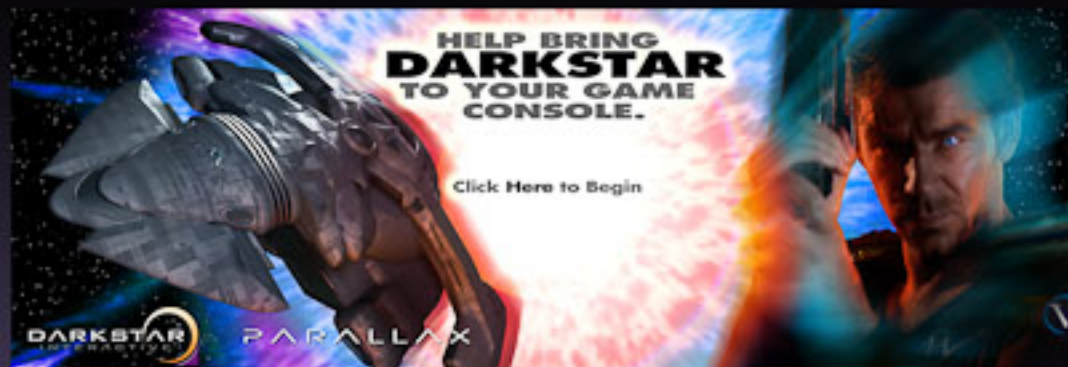






Above:  
Promo poster dated March, 2005, produced after shooting Clive Robertson's scenes.  
Note the Westwick now has it's logo emblazoned on the Bridge hull.





Rare promo poster dated May, '03 with Kurt Coceres cast as John O'Neil. Curt starred in NBC's *Threat Matrix*, but due to management issues PARALLAX opted to change actors. *Threat Matrix* was cancelled after the first season.

*Internet survey banner dated 2009.*

Art done for faux manual appearing in DARK-STAR. Note "ACME" logo and 50's styled art for this booklet explaining the use of the fictional food replicators aboard the Westwick.

Early 2009 landing page design for DS website.

Early 2008 landing page design for DS website.

*Rare Demo Video (VHS) insert dated June, '04.*

*E3 Prospectus cover dated May, '04.*





*"If people knew  
how hard I worked to get my mastery,  
it wouldn't seem so wonderful at all."*

*—Michelangelo*

D A R K S T A R







PARALLAX STUDIO PRESENTS A J.ALLEN WILLIAMS PRODUCTION OF DARKSTAR

STARRING TRACE BEAULIEU BILL BROWN ALAN BRYCE LIBBY CHAPPELL FRANK CONNIFF VALLI DAWN FLOREZ LISA HAMAKER OBIE HARRUP III JOEL HODGSON  
BRIAN McELROY BEEZ McKEEVER PAUL OAKLEY MARY JO PEHL CLIVE ROBERTSON TODD SMITH WOODY P. SNOW AARON WAHLQUIST JOSH ELVIS WEINSTEIN AND NARRATED BY PETER GRAVES  
WRITTEN, DIRECTED & PRODUCED BY J.ALLEN WILLIAMS CO-PRODUCED BY MARK WALTERS MUSIC BY RUSH SCORE BY JIMMY PITTS SOUND DESIGN BY BILL BRUCE DIRECTOR OF PHOTOGRAPHY ROGER JARED  
COSTUME DESIGN BY BEEZ McKEEVER PROGRAMMED BY DAHLIA CLARK ANIMATION, DESIGN AND VISUAL EFFECTS BY J.ALLEN WILLIAMS AND RICHARD V. CORBEN



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