

## Prologue

Roy E. Disney pulled his red 1999 Ferrari into the parking lot of the Bodega Wine Bar in Pasadena. It was late on a Thursday afternoon, November 20, 2003, just a week before Thanksgiving. Roy loved the Ferrari, one of the few conspicuous indications that the modest, unassuming seventy-three-year-old nephew of Walt Disney was one of America's wealthiest men. The car stood out in the Disney parking lot, where Roy had a space near Michael Eisner, Disney's chairman and chief executive. Because of the car, everybody knew when Roy was at company headquarters.

Roy hated the "Team Disney" building designed by noted architect Michael Graves at Eisner's behest to serve as the Walt Disney Company's corporate headquarters. Though the monumental facade was leavened by bas-reliefs of the Seven Dwarfs in the pediment, Roy felt the building represented everything that was bloated and pretentious in the company that Eisner had created. As he did from time to time, Roy wondered what his uncle Walt would have thought. Walt's office was still there, in the modest old animation building. Eisner had used it as his own office before moving to the new headquarters. Now Roy had moved into it, preferring it to the Team Disney building, so barren and vast that he joked he had to leave a trail of bread crumbs to find his way out.

In recent months Roy's physical separation from Eisner and other top executives had become more than symbolic. Even though he had brought Eisner to the company almost twenty years ago, he now felt deceived and betrayed by him. Eisner had come to Disney after a dazzling career in programming at ABC and in movies at Paramount Pictures. But Roy now attributed Eisner's earlier great successes to his partnerships with others: with Barry Diller at ABC and Paramount; with Frank Wells and Jeffrey Katzenberg in the early, amazing years at Disney. Since Wells's tragic death in a helicopter crash in 1994, and Katzenberg's acrimonious departure soon after, responsibility for Disney had been Eisner's alone. In Roy's view, the results had been disastrous. As the financial performance and creative energy of the company ebbed, Eisner had clung to power with a King Lear-like intensity, convinced that he and he alone had the creative instincts and managerial skills to shepherd Disney into a twenty-first-century world of giant media and entertainment conglomerates. Indeed, Eisner claimed the mantle of Walt himself, appearing each week on TV screens in the nation's living rooms as host of "The Wonderful World of Disney," just as Walt had.

In this respect, Roy felt that Eisner was only the latest in a series of pretenders to the throne Walt had occupied. Why was it, he sometimes wondered, that so many people wanted to embody Walt? Nobody went around Hollywood claiming to be Louis B. Mayer or Cecil B. DeMille. What gave people the illusion that they could fill Walt's shoes? First there had been E. Cardon Walker and Ron Miller, Walt's son-in-law, who, as Disney's chairman and chief executive, had constantly invoked Walt's memory. Then it was Jeffrey Katzenberg, who claimed Walt's legacy as head of the Disney studio. They had gone too far; Roy had to step in, and they were replaced. Now

Eisner was overstepping the bounds.

Roy didn't claim to be Walt, but if anyone was entitled to the legacy, it was he. He was the one paraded before the world as the embodiment of the Disney Company and what it represented, the last company official bearing the Disney name. Just a month earlier, Eisner had publicly praised Roy's efforts on behalf of the company at the grand opening of "Mission: SPACE," the new attraction at Walt Disney World, which had drawn big applause. Crowds always seemed to respond to Roy, perhaps because, at age seventy-three, he bore such a close physical resemblance to Walt. But Eisner's public praise masked a mounting private hostility. When Eisner's wife, Jane, passed Roy and his wife, Patty, shortly before Eisner's speech, they had pointedly ignored each other.

Roy had long ago stopped attending Eisner's weekly meetings with top executives, or the lunches where he had once kept Roy informed of company plans and strategy. Roy had stopped trusting Eisner after he learned that Eisner had planted a spy next to him in the animation department to report on everything Roy said or did. They had avoided contact at

the recent New York premiere of *Brother Bear*, the Disney studio's latest--and in Roy's view, mediocre--animated feature. Worst of all, when Roy's mother, Edna, and Walt's widow, Lillian, had been posthumously honored at that year's Disney Legends awards, and Roy accepted on the family's behalf, Eisner hadn't shown up. It was the first time Eisner had failed to attend the event, and soon after, word circulated within Disney that the company's chairman and vice chairman were no longer speaking.

Roy wasn't looking forward to the drink he was about to have with John Bryson, chairman and chief executive of Edison International, the parent of Southern California Edison. Bryson, who'd joined the Disney board in 2000, was chairman of the powerful nominating and governance committee. Roy rarely spoke at board meetings. But his ally, business partner, lawyer, and fellow board member Stanley Gold more than made up for his silence. For years, Gold had been sharply critical of Eisner's management and the financial performance of the company. But his comments at board meetings had fallen on deaf ears. The directors seemed to support Eisner blindly. Those who didn't, such as Andrea Van de Kamp and Reveta Bowers, had been purged, a warning to others of the perils of dissent. Roy was especially suspicious of Bryson, an Eisner loyalist who had first displaced Gold as chairman of the governance committee, and then voted him off the committee altogether.

Beginning the previous September, Gold had issued a series of letters to his fellow board members that were harshly critical of Eisner's performance and compensation. He and Roy thought it would be more difficult to ignore comments in writing, and they wanted to make their views perfectly clear. Most recently, Gold and Roy had opposed Eisner's latest compensation package, which awarded him a \$5 million bonus in a year in which the company's operating income declined 25 percent and the company's shares hit a new fifty-two-week low.

Bryson had called Roy a few days before. "I need to talk to you," he said, and insisted they meet somewhere they wouldn't be seen. Roy agreed, though he thought the tone of Bryson's voice had a "mortuary quality" to it. He feared that the Eisner loyalists were going to try to purge Gold. The atmosphere at recent board meetings had been increasingly tense.

"How can I protect him?" Roy wondered about Gold as he walked into the bar. He couldn't understand why the rest of the board would want to cut off the last remaining voice of dissent.

As soon as they ordered their drinks, Bryson dispensed with small talk and got to the point.

"You know, Roy, you're past the mandatory retirement age," he said.

Roy was taken aback by Bryson's directness, and murmured something noncommittal. Yes, technically he was, since the retirement age was seventy-two, and he had turned seventy-three. But it didn't apply to board members who were also part of management, and he was the head of animation. Disney was famous for the longevity of many of its employees.

"The committee has met," Bryson continued, "and Tom Murphy and Ray Watson are going to step down." Murphy, the former chairman of Capital Cities/ABC, had joined the board after Disney acquired ABC in 1995; Watson, Disney's chairman before Eisner's arrival in 1984, was, after Roy, the board's longest-serving member. Both were over seventy-two. Roy wasn't surprised, since they had mentioned to him their plans to retire.

"We've concluded that you shouldn't run for reelection," Bryson said.

Roy looked at him in stunned disbelief. He was speechless. He felt like a knife had been stuck into his heart. It had never crossed his mind that the board would go this far. It wasn't just that he was still one of the company's largest shareholders. He had given fifty years of his life to Disney. He was the only direct link to Walt on the board. Walt had told him stories and fairy tales and read "Pinocchio" to him as a child. Together with Walt, Roy's father had created this company.

There was an awkward silence. Finally Bryson said, "I had to tell Warren Christopher the same thing," referring to Bill Clinton's former secretary of state, who had reached the mandatory retirement age while a member of Edison's board.

"Good for you," Roy said.

"Of course, you can be an honorary director for life," Bryson said. "We'd still like you to show up at the parks, at special events . . ."

Roy cut him off with a laugh. So they still wanted to parade him around like one of the Disney costumed characters. It was insulting.

There was another awkward silence. No doubt they thought he'd go quietly, retreating to his castle in Ireland or his sailboat to sit out his retirement years. But despite his age, he felt a surge of energy and determination. Roy had been underestimated all his life. It had happened before. It was not going to happen again. He had only one thing left to say:

"You're making an awful mistake," he said, looking directly at Bryson. "And you're going to regret doing this."

Then he got up and walked out.

It is late May in central Florida, a brilliant, clear day. Though it's only ten in the morning, the mercury is climbing into the nineties and the humidity is just as high. It doesn't take much imagination to believe that Disney's Animal Kingdom, one of four theme parks that constitute Walt Disney World, is actually located in tropical Africa.

Goofy is standing just outside the park fence, ready to make an appearance. Just as tourists on safari in Africa hope to spot one of the "Big Five" game animals, visitors to the Animal Kingdom look for Disney's "Big Five"--Mickey, Minnie, Donald, Pluto, and Goofy, the biggest celebrities in the Disney pantheon, and the most coveted autographs. Goofy is a dog, of course, with fur, a long snout, floppy ears, a slight potbelly, and big paws. He's also the tallest of the characters, standing over six feet, and on this day he is dressed for the Animal Kingdom. He has on a big safari hat, hiking shoes and socks, lime green shorts in a dinosaur print, a bright red-checked shirt and suspenders, and a khaki neckerchief.

What many people don't realize is that Goofy's eyesight isn't all that good. Those long ears obstruct his peripheral vision, and the oversized nose further limits his view. What he can mostly see is the ground around his feet. Fortunately, Goofy has two human handlers to guide him into the park. They open a door and gently push him forward. He has to duck to get through. Goofy can't really tell where he is, but he hears the murmur of voices in the distance. He's nervous, and he can feel his heart beating. Only seconds have elapsed when he hears: "There's Goofy!"

He hears more children's voices and he sees several running toward him. Goofy waves and demonstrates the "Goofy walk," the silly lope that is one of Goofy's hallmarks. The children love it! More are running over, and their parents are starting to catch up. Suddenly Goofy sees a young girl closing in on him. She looks about five or six, and seems a little apprehensive. As she gets close she shyly extends an autograph book and a pen. Goofy clumsily grips the pen with his paw, and manages to sign the open page, carefully making the backward f that always shows up in Goofy's signature. What a relief, really, that dogs can't talk.

"Hug Goofy!" an adult voice cries out. The young girl looks a little wary, but Goofy extends his arm, and she slips in next to him. He gives her a gentle squeeze. Then, for a moment, Goofy gets a clear look at the little girl's face. The shyness melts away, her eyes widen in delight, and her face glows. She leans in and plants a kiss on Goofy's nose.

Flashbulbs are going off. Goofy wishes he could get his paw over to wipe the tears that have suddenly welled in his eyes. Or maybe it's perspiration.

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The moment when a young child's apprehension vanishes, to be replaced by awe and delight, is what most Disney employees are talking about when they use the word magic to describe their work. It's why many come to work as high school or college students, and find they're still there twenty years later. Goofy, of course, is real. He was real for that young girl, and in

that moment, he was real to me. I was no longer an author and journalist dressed in layers of padding and fake fur. I was Goofy.

Although it's a standard part of the orientation for top Disney executives to appear as a character in a theme park, only after I accepted the role of Goofy was I told I wouldn't be able to write about it, at least not in a way that stated or implied that Goofy was an actor inside a costume. People in charge of the theme parks had imposed this condition on the grounds that the illusion the Disney characters are real had never been publicly breached with the company's cooperation. At first I thought this was preposterous. This is about as credible as the existence of Santa Claus, and surely everyone above the age of eight or ten knows there are people inside these costumes. But the people who work in the theme parks insisted, and once I met them, I had a better understanding. Just about everything inside Disney World is illusion: prettier, cleaner, safer, better, more fun than the real world. It was Walt's

genius to recognize that it is not only children who want an escape from reality. Like any good magician, you have to believe in the illusion, or it falls apart. It is a secular faith that has been embraced so passionately by so many Americans that the name Disney has become all but synonymous with an idealized American culture in which dreams come true.

Like many aspects of Disney, this changed in the tumultuous year and a half after I made my debut at the Animal Kingdom. After Comcast Corporation, the giant Philadelphia-based cable company, launched a hostile takeover bid for Disney in February 2004, Disney endured a withering barrage of publicity, and an article in The Wall Street Journal disclosed that top Disney executives had appeared in the theme parks dressed as Disney characters. With the cover blown to a national readership, Eisner agreed there was no longer any point in my pretending that Goofy was real, and agreed that I could describe my own character experience.

I had first met Michael Eisner many years earlier, before I was a journalist. In 1978 I was a young lawyer at Cravath, Swaine & Moore, a large New York firm, and Eisner was the president of Paramount Pictures. My firm was representing CBS in an antitrust case filed by the Justice Department against the television networks, which argued that they had conspired to drive down the costs of programming produced by the Hollywood studios, who were the instigators of the case and stood to benefit from any remedies. I was assigned to the Paramount aspect of the case and helped take Eisner's deposition.

I remember arriving at his office at the Paramount studios in Hollywood. He had a spacious corner office on the second floor, with an outdoor loggia shaded by a trellis and vines. For someone being questioned by a team of lawyers, Eisner was disarmingly confident and funny, joking about his sometimes contentious relationship with Paramount chairman Barry Diller. He slipped off his shoes and relaxed in his stocking feet--something I'd never seen in a New York law firm. Though we were on opposite sides of the case, Eisner gave me tickets for that night's taping of the "Mork & Mindy" show, then a Paramount hit television series. It was the first time I saw comedian Robin Williams live. In the long stretches when the cameras weren't rolling, Williams continued a frenetic comic monologue that kept the studio audience convulsed with laughter until the early hours of the morning.

This all made more of an impression on me than Eisner; the government ended up dropping the case. When I asked Eisner if he remembered me or the deposition, he drew a blank. Many years had intervened, and he had gone from being the brash young upstart at Paramount to the venerable, successful, and wealthy chairman of Disney. When he arrived at Disney in 1984, the company was faltering, its studio and legendary animation division moribund, its assets coveted by corporate raiders eager to break up the company and sell off the parts. Eisner had not only saved Disney, he had transformed it into the world's leading entertainment company and protected its beloved brand name.

I approached Eisner about writing a book about the company in 2001. Ever since my work on the network antitrust case, I'd been interested in the workings of the entertainment business and Hollywood. Having written books probing the worlds of Wall Street finance and Washington politics, Hollywood seemed like the next major center of power and influence worth exploring. Disney, with its vaunted image, creative success, not to mention a fair

amount of corporate intrigue, seemed the obvious choice. Eisner was predictably cool to the idea. John Dreyer, then head of public relations, was polite but discouraging. Even so, as I continued to gather information about the company, Dreyer invited me to meet with him at Disney's headquarters in Burbank.

I hadn't expected to meet Eisner himself, but as Dreyer and I were having lunch in the company dining room, Eisner suddenly appeared and joined our table. He asked a few questions about my proposed book, but then told me how much he had liked a recent article I'd written in *The New Yorker*, titled "Matchmaker," about Erica Feidner, a woman with a seemingly magical ability to find the perfect piano for Steinway customers. I was flattered, but Dreyer looked uncomfortable. "Michael," he said, "I'm not so sure I'd get into that right now," he said, but Eisner persisted. "I see this as another Mr. Holland's Opus," Eisner went on, referring to the movie starring Richard Dreyfuss as a beloved high school band director. "I told Nina [Jacobson, president of the Disney studio] to develop this."

I wasn't expecting this twist. I thanked him for his interest, but pointed out that I couldn't very well be involved in a Disney movie while I was writing a book on the company. It didn't dawn on me then that perhaps that was the whole idea, that if Disney bought the movie rights I would drop the book idea. Or maybe it was a combination of the two, since Jacobson later told me that she actually did think the story would have made a good movie. Whatever the truth of the matter, nothing came of it. Several weeks later terrorists attacked the World Trade Center. Disney's theme park business went into a tailspin as tourism collapsed and the Disney parks seemed like obvious potential terrorist targets. Dreyer called to say that cooperation on any book was now out of the question, and I, too, put the project aside to write about the events surrounding September 11, resulting in my last book, *Heart of a Soldier*.

By the time I called again, in early 2003, Zenia Mucha, who brought a new, more aggressive posture to the position, had replaced Dreyer as head of corporate public relations. A former senior policy adviser to New York governor George Pataki, Mucha was elevated to the position after distinguishing herself as head of public relations for the ABC network. Though hardly thrilled by the prospect of a book about Disney, Mucha seemed inclined to offer at least some cooperation. Eisner was going to be in New York in March, and she arranged for the three of us to have dinner.

Eisner chose the restaurant, which was Nobu in Manhattan's Tribeca neighborhood, a favorite of visiting Hollywood celebrities. When he arrived, there was a buzz of recognition in the room, and several people stopped him to say hello and shake hands as he made his way to the table. He was as relaxed and funny as I'd remembered him at the deposition. He seemed willing to discuss any subject I brought up, whether it was ABC's recent unsuccessful courtship of David Letterman, negotiations with the Chinese government to open another theme park, or the looming war with Iraq ("Surely Bush won't do anything so stupid," he told me). Mentioning the near heart attack that

almost killed him in 1994, Eisner picked through the menu looking for low-fat options, and urged me to take Lipitor, the cholesterol-lowering medicine that he credits with prolonging his life. Eisner is a good storyteller, a skill that has no doubt guided his selection of countless scripts and treatments that were turned into hit movies over the years.

During that first dinner, I told Eisner my plans for a book: a behind-the-scenes look at the workings of the country's best-known media and entertainment company as it grappled with all kinds of creative and technological challenges. I wanted to see the creative process in action, to show how Disney shaped culture, or was shaped by it, and how executives grappled with both a profit motive and artistic aspirations. To Eisner's credit, Disney had escaped the debacle of a merger like that of America Online and Time Warner, but it was nonetheless still predominantly a company that produced "content," and faced competition from media giants like Viacom, News Corp., and Time Warner that also owned distribution systems such as cable and satellite television. It struck me that Disney was at another turning point in its history, and I proposed to follow it for at least the next year. How the book turned out, I suggested, whether it would be "positive" or "negative" from Eisner's point of view, would in large part depend on what happened. I acknowledged that cooperating with me would be something of a

gamble, since there was no way of knowing how the story would unfold. I made no promises; there could be no quid pro quos for any cooperation.

Eisner seemed intrigued. He said business was on an upswing at Disney, and in any event, he was an optimist by nature. He'd written his own book that was published in 1998, called *Work in Progress*, but he was disappointed in the critical reaction, which suggested that he'd glossed over some of the most controversial incidents in his career, especially the departure of Jeffrey Katzenberg in 1994 and Michael Ovitz a few years later. (Eisner later conceded that the book had been heavily edited by lawyers and other Disney executives, who made him cut anything that might have been controversial.)

Eisner said he welcomed scrutiny. "I really don't mind your investigating the company," he said, "because I've got nothing to hide. You may find that we've made some mistakes, but not because we didn't try to do the right thing." By the end of dinner, Eisner seemed to have warmed to the prospect. We got into his chauffeur-driven, black SUV, and he dropped me off near my apartment. Just before I got out, he mentioned that he loved his job. "There's no point in doing something if it's not fun," he said. "So let's have fun with this book."

Of course no one could have anticipated the dramatic events that were about to unfold, sowing turmoil at the company and keeping Disney on the front pages of the nation's newspapers: a boardroom revolt led by Roy Disney and his ally Stanley Gold; Roy's and Gold's abrupt resignations from the board; the collapse of negotiations with Pixar Animation Studios; a management shake-up at ABC; a hostile takeover bid from Comcast; and a shareholder revolt that left Eisner publicly humiliated and stripped of his chairmanship, if not his day-to-day power. I was at a meeting with Eisner in the midst of all this, the day after Pixar and Apple Computer chief executive Steve Jobs abruptly terminated their negotiations to extend the lucrative partnership that had contributed *Toy Story* and *Finding Nemo* to the Disney library.

"I can see your book is turning into *Barbarians at the Gate*," Eisner wryly observed.

Two months after that first dinner with Eisner, on Thursday, May 21, a car picks me up at 6:30 a.m. at the Animal Kingdom Lodge in Walt Disney World. I've been staying at the Lodge, a spectacular interpretation of the thatched-roof safari lodges found in East Africa, for several days while immersing myself in the theme park, revisiting rides like Space Mountain and The Twilight Zone Tower of Terror, roaming through the "backstage" areas reserved for "cast members," and watching preparations for theatrical events like "IllumiNations: Reflections of Earth." I've walked the park with Walt Disney World president Al Weiss, who, in the tradition of Walt, darted over and snatched up any scrap of paper or debris and placed it in a trash receptacle. The habit was contagious; I soon found myself scanning for any wayward trash.

As a child, I'd made two trips to Disneyland with my family, and I remember them as the best family vacations we ever had. My father worked for a small Midwestern television station that carried the syndicated "The Mickey Mouse Club," and we got the red-carpet, VIP treatment (though we did have to wait in lines). I had unlimited tickets for the most popular rides, like my favorites, Fantasyland's Matterhorn Bobsleds and the Tomorrowland Indy Speedway. The Monsanto House of the Future gained a peculiar hold on my imagination, as did the Swiss Family Robinson's fantasy tree house and the aerial view of London from the Peter Pan ride. On our second visit, we visited the Disney studio and ate in the commissary with costumed children appearing in *Mary Poppins*, which was then in production on the lot. I remember the last night of that vacation, waiting for a taxi to the airport outside the Disneyland Hotel. My seven-year-old sister started crying because we had to leave. She was so distraught that she dropped the fleece blanket that she dragged with her wherever we went, and never mentioned it again. Somehow I knew we'd never be back. It was the summer of 1963, just months before the Kennedy assassination. At age eleven, I already felt a nostalgia for a childhood I knew was coming to an end.

Now, four decades later, I arrive at Walt Disney World's entertainment group offices promptly at 7:00 a.m. to begin training for my appearance as a Disney character. Tammy Gutierrez, an ebullient, petite brunette, greets me and explains that the usual five-day orientation is being

condensed into a few hours for my benefit. Originally hired to portray Dopey, Gutierrez has spent fourteen years in the more demanding role of Snow White, one of the park's "talking" characters. (Any character with a human face--Cinderella, Snow White, Mary Poppins, Prince Charming--is expected to speak in character to guests.) Gutierrez does in fact bear a remarkable resemblance to my own memory of Snow White. Now she auditions and trains new character actors.

I thought I'd simply be putting on a costume and walking around the park, but Gutierrez quickly disabuses me of that idea. "We look for animation," she tells me. "You have to bring energy and spirit to the role--make it real. We're not people dressed up in costumes," she stresses. "Anyone can do that."

She shows me a video featuring archival footage of Walt talking about his vision of Disneyland, a place that adults could enjoy with their children.

"Photos and autographs will be the bulk of your business," Gutierrez continues once the video is over. "Remember, people have waited a lifetime for the moment they meet you. You may be in a costume, but the photo must look real. You don't speak, but you communicate. You must be animated. There's a lot you can do."

I have to walk like Goofy, bob my head like Goofy, make Goofy's gestures, all of which are quite identifiable and unique to Goofy. Gutierrez gives me a typed sheet that distills Goofy's salient characteristics:

Traits: Frequently uncoordinated, klutzy, ever cheerful, optimistic, heart-of-gold, jolly, likes nearly everybody, bumbling, awkward, devoted, sincere, honest, a dreamer.

Synopsis: Although, in fact, Goofy is a dog in man's clothing, he is quite human. He may strike the passer-by as a typical village half-wit, but in truth he is a kindly, eager soul, a little on the silly side, but always harmless.

Goofy strives to be a gentleman, but when embarrassed, hides his simple, buck-toothed face and utters his favorite expression, "Garsh." Goofy has none of the physical attributes usually associated with a "star." His back is bowed, and his shoulders are narrow, sloping down to seemingly heavy arms and a protruding stomach. As he walks, his head, stomach, and knees seem to take the lead. This, however, has not stopped him from becoming a foremost authority on any type of sport or occupation you can name--each accomplished in his own particularly "goofy" way.

Through his hilarious methods of trial and error, he does everything either wrong or completely backwards. Being the everlasting optimist, he laughs at his mistakes and makes the most of them. Goofy's gangling, homespun charm has proved irresistible. Throughout his career, he has never failed to live up to his name. He is simply himself--Goofy!

After absorbing this, I look at Gutierrez with some dismay. This is more than I bargained for.

Gutierrez takes me into a rehearsal space, which looks like a large dance studio. One entire wall is covered with mirrors. Gutierrez hands me a pair of black shorts and a gray T-shirt and tells me to change. In part this is to get me to shed the identity associated with my street clothes and start becoming Goofy. When I return, Gutierrez has me don the structural aspects of the Goofy costume that require the most adjustment: a padded body suit covered in fake fur that gives me a potbelly and some bulk in my rear; and a pair of huge, flapping, clownlike shoes. Gutierrez demonstrates the Goofy walk and arm motions, and has me imitate her while watching myself in the mirror. It's not as easy as it looks. Goofy uses a slow, loping motion, bending at the knees, as he bends his arms at the elbows and swings them in an exaggerated fashion. I think I'm starting to get the hang of it, but Gutierrez makes me do it over and over. Only then does she strap me into Goofy's headgear, which is something of a shock. It's very heavy, and with the long snout, it's unbalanced, constantly threatening to slip forward on my face. Worse, it's designed so that my eyes look out through the opening of Goofy's mouth. Gutierrez guides me to the mirror. "What do you see?" she asks. I'm not sure what to say. "You're staring upwards into space," she points out. "Goofy is not an easy character, because of the sight lines," she explains. "If you're looking straight ahead through the mouth, then

Goofy is tilting his head back. To make it look like Goofy is looking straight ahead, you pretty much have to stare at your feet."

I look again at the typed sheet.

Your role: As Goofy, keep your head down so that your eyes can be seen. When you walk, lope along and let your knees and stomach lead. Try to do something--anything--and when you mix it all up, laugh at yourself and go on to something else. Box with yourself or with an imaginary partner. Play baseball with Donald or tag with Pluto. Pick out a girl, and show her how shy you are. Be extra-polite, dust off chairs for ladies, then bow and chuckle. Be silly, loose, clumsy, and loveable.

Easier said than done. For a nonspeaking character, Goofy certainly seems to be able to make a lot of sounds. After a practice or two, Gutierrez agrees that an authentic "Garsh!" may be beyond my thespian skills. I try walking across the room, watching myself in the mirrors. "Lead with your abdomen," she calls out. "Keep your head down. Splay your feet, put the heel down first and then roll. Keep moving. Nod, turn your head, now wave." All the while I'm staring at my feet. I can't believe how natural all those characters looked in the video; this takes a lot of coordination. Goofy also has a repertoire of gestures I'm expected to master. Since he's tall, Goofy has to get into position for photo opportunities with young children. So he often drops to one knee, arms outstretched, or he makes what Gutierrez calls a "TaDa!" gesture, holding out one arm while he puts the other paw on his knee. Goofy also blows kisses, and can make the sound of a kiss. He laughs by raising his paws to his mouth, but when I try it, Gutierrez says it looks like I'm sneezing.

It's time to move on to autographs, which are avidly collected by adults as well as children. Walt had decreed that each character's signature had to match, wherever it was obtained, to preserve the illusion that each character is unique. The notion that all signatures must match seems to have become something of an obsession, and Gutierrez makes me practice Goofy's distinctive signature over and over until I get it right. This isn't that easy, given that Goofy's gloved paw has just four appendages.

At 10:00 a.m. it's time to leave for the Animal Kingdom, though I definitely could use more practice. This has been too much to absorb in just a few hours. I'm taken to a large cast building just outside the park fences. Inside, other character actors are going through a class of stretching and warm-up exercises. They are trim, limber, and all look like professional dancers. The costume warehouse is vast, with long racks of outfits stretching far into the distance. I pull on a pair of black tights and a tight black spandex shirt. I'm feeling warm even before the padded layer of fur and the colorful safari outfit. Carrying the head, Gutierrez leads me to a van, and she offers encouragement as we drive the short distance to an air-conditioned trailer just outside a door into the park. I feel like an astronaut being taken to the capsule for lift-off. "Remember," she tells me, "to these children, you are a bigger celebrity than anyone you know from the adult world." Inside the trailer, I'm given a cloth cap to keep my hair down, and then the heavy head is placed on my shoulders and fixed to the cap. There's another Goofy in the trailer taking a break between his thirty-minute shifts, and he looks amused as I struggle with the headgear.

Minutes later, I'm in the park. Gutierrez is hovering nearby in case of emergency. After my first successful encounter with the young girl, I'm feeling exhilarated. My adrenaline is kicking in. People surround me. Children are lining up to get my autograph; shy faces, glowing with excitement. I frantically try to remember everything Gutierrez taught me: nod, laugh, wave, blow a kiss, gesture, get down on one knee. Act "silly."

With my impaired vision, I fail to notice a young boy has come alongside, and when I turn my head, I bump him with my nose. Moments later, I hear a shrill voice: "Mommy, Mommy, Goofy hit me on the head." Oh my God, a lawsuit, I'm thinking. But Gutierrez doesn't seem to be reacting, and in any event, there are too many other autograph and photo seekers competing for my attention. Plenty of adults want their pictures taken, too, which gives me a welcome opportunity to stand up. "It must be hot in there," murmurs one man as the flash goes off.

"You'd better believe it," I'm thinking, even though I maintain a strict silence. In all the excitement I'd barely noticed how hot it was, but I'm now so drenched in sweat that the cloth cap to which the Goofy head is attached is starting to creep down my forehead. Soon it's past my eyebrows, and my already limited vision is further obscured. Locked inside my costume, there's nothing I can do to stop it. At this rate, Goofy is going to go blind in a matter of minutes.

Out of the increasingly narrow slit through which I can still see, a young boy has approached. He has blond hair and looks like he might be three years old. "Give Goofy a hug," someone says. He stands frozen in place, and looks like he's about to cry. Gutierrez has warned me that the characters frighten some children, and when that happens, not to make any sudden gestures. I hear her voice now: "Give Goofy a high-five," she says. I slowly hold up my cloth paw, and the boy reaches out and touches it. Then he quickly pulls back. He circles me warily, then comes closer and holds up his palm. I give him the high-five. His face lights up in a huge smile, and people around us start to applaud.

Just as my ability to see disappears, I hear Gutierrez say, "Goofy is going to have to go. Say good-bye to Goofy." I hear a chorus of young voices calling out to me as Gutierrez steers us to the exit, which is mercifully close by. I feel like I've only been "onstage" for a few minutes, but in fact I've completed a standard thirty-minute shift. It's a relief to get the heavy head off and recover my vision. Still, I can see why people like Tammy Gutierrez would keep at it for fourteen years. Once you've seen those children's faces, nothing else seems quite the same.

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