At least in my opinion, Oceans 11 was a good flick. Oceans 12? God awful. But what about the latest film in the series, Oceans 13? We sent Mitch to the theaters to find out. Most of the usual suspects (Clooney, Pitt, Damon, Cheadle) are back, some aren't (Julia Roberts & Catherine Zeta-Jones), and Al Pacino was added to the cast. But how was the film? Mitch tells us ...

George Clooney really, really enjoys working with his friends. That is the main thing you can tell in watching the mindless romp “Ocean’s Thirteen”, a fluff piece that’s as light and enjoyable as cotton candy; and just about as filling.

George and the entire original eleven are back for their third escapade, and are back in the more appropriate setting of Las Vegas. Not making an appearance this time are the two leading ladies from the first two movies; Julia Roberts and Catherine Zeta-Jones. This is explained away as the revenge caper “not being their problem”…as in; boys must be boys, and having the womenfolk in the way would just muck things up. If you think that line of thought was chauvinistic, just wait until you see how the only female member of the cast is treated…but more on that later.

The weakest part of the movie may just end up making it most enjoyable. Right off the bat, we are told what the problem is, and what they intend to do about it. Money man Rueben (Elliot Gould, still showing his talent) entered into an agreement with Willie Bank (Al Pacino) for the building of another mega-sized hotel-casino on the strip (and the CGI used to place this new design next to the Paris Hotel/Casino is pretty lame), despite Danny Ocean (Clooney) and everyone else telling him it was a bad idea, as Bank always screws over his partners. Of course, this ends up happening, giving Rueben a heart attack. So Danny and his #1 lieutenant Rusty (Brad Pitt) get the entire crew back together to plot out an elaborate scheme to ruin Bank on the opening night of his masterpiece.

So within fifteen minutes, we know what they are going to do, but it's the pulling off of the scams where we get the enjoyment. Those people that were hoping for age to take the shine off from pretty-boy Clooney are in for a disappointment, as he seems to be getting better and more attractive (at least according to my wife), with age. He settles into the role of Danny with an air that would remind one of Sinatra back in his heydays, something that works perfectly for this type of film. It's well known that he does these types of films (box office money makers) to allow him to do his more artsy and serious works. But unlike other superstars that make this type of arrangement, Clooney seems to put just as much effort into this as he did in "Syriana", and the effort helps lift this above the status of simple filler.

Brad Pitt also subjugates ego. Rusty is never portrayed as a pretty-boy, more as the rough around the edges compliment to Danny's smoothness, but at the same time the voice of reason ying to Danny's sometimes impulsive yang. Like the first two movies, it's enjoyable to watch two big named actors at the top of their craft playing off from each other, totally unafraid to mock their own press images while half-mugging into the camera. At one point, Danny is found to be sniffling at an Oprah show. Another time, Rusty is told that he "needs to get a couple of kids", leading to a look of panic in Rusty's face, and howls from the audience knowing it's a wink/nod to his relationship with Angelina Jolie.

Matt Damon will be seen in a few weeks as action hero extraordinaire Jason Bourne, who in the first two movies has been just as believable as a James Bond or a John McLane from the “Die Hard” series. Nevertheless, he has no problem slipping back into the skin of the young, semi-naïve, and insecure con man Linus, parodying his own good looks and hero status by donning silly disguises, and continually fumbling around whenever he’s trying desperately to please his mentors, Danny and Rusty. Once again, you couldn’t see most stars the level of Damon allowing this level of subjugation; but his willingness to do so makes his character so fresh.

Unfortunately, the other eight members of the original Ocean’s Eleven are relegated to semi-cameo appearances. In the case of some, such as the boring Livingston Dell (Eddie Jemison), Turk (Scott Caan), or Virgil (Casey Affleck), we’re not missing that much. What is a shame is the waste of the immense talent that is Don Cheadle. Granted, his Bashar Tarr, with his strange cockney accent, isn’t a character that he could do a great deal with, but I think they could have found a better use for his one “big” scene than putting him in a silly jumpsuit to masquerade as a black Evel Knievel to distract Pacino.

The sacrificed screen time for the Little Eight are used for the two new members of the scamming crew (need to get to that number 13 somehow), and they both add to the film. Andy Garcia is back as casino owner/nemesis Terry Benedict, but this time Danny and the boys are forced to bring him in as a financial partner, which he agrees to due to his hatred of Bank. Garcia is fantastic in the part, enjoyable to watch as a “partner” that they must keep their eyes on at all times. Eddie Izzard is the other new member, an electronics expert originally brought in as a consultant on the supercomputer used for casino security who gets some pretty humorous moments of his own.

As the protagonist Willie Bank, Al Pacino gets to go down the same road he’s done fifteen or twenty times in the last ten years, playing the identical bombastic, ego-out-of-control scenery eater we’ve grown accustomed to see from him. At

least the last time I saw him play this part in the thoroughly unwatchable "Two for the Money", he at least attempted to add something that slightly resembled a second dimension vis-à-vis his relationship with Rene Russo. No such luck in this one, as Bank is easily the weakest "villain" this series has had.

On the positive side, Ellen Barkin makes a wonderful return to a big-budget movie as Bank's highly strung assistant Abigail Sponder. Barkin is over 50 now, but still looks great, and considering that they have her in costumes that show enough cleavage to qualify as a CSI show, it's a good thing. She seems to have a lot of fun in her role as the uptight second-in-command just waiting to release her inner "cougar", and is a good sport playing along in a boys' fantasy movie where her main purpose is to be seduced by the not-so-suave Linus.

Overall, this movie is about as illogical and predictable as most of the last season of "24", but still fun to watch. There are a lot of chuckles, if not side splitting laughs, and the caper routines really do pay off towards the end. For that, credit goes to director Steven Soderbergh, who keeps things at a brisk pace, and shows that he is an excellent juggler when it comes to ensemble casts. Still, I find myself hoping that messieurs Soderbergh, Clooney, Pitt, and Damon have finally had their fill of Danny and his crew, and if they still feel the need for frivolity, maybe they can find something more original, or another ensemble comedy/adventure movie to update. Come to think of it…an update of "Kelly's Heroes" could be amusing.

My rating – Bill Nelsen (2 ½ footballs). A good DVD to rent when it comes out…or a decent waste of a few hours at a matinee if it happens to be raining that day.