Remaking television series into movies has led to some of the worst mistakes ever put on celluloid. For every success like "The Fugitive", you get numerous disasters such as "Starsky and Hutch", "The Dukes of Hazzard", or "Miami Vice". Remakes of comedies are even worse, as seen in such stinkers as "Bewitched", "Sgt. Bilko", "Dragnet", "McHale's Navy", and "The Beverly Hillbillies". However, in his latest film review for us, Mitch says they pulled it off with "Get Smart", starring en vogue comedian Steve Carell.

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Given the track record, and also given my history of hating these films with a passion, it struck many as strange that I was coming out and admitting that I was looking forward to seeing the remake of Mel Brooks and Buck Henry's Cold War and James Bond spoof, "Get Smart".

Why? Because it looked like they were going to cast it right, and treat it with the respect that it needed, rather than trying to re-do everything in an attempt to "modernize it".

And surprisingly, they've actually pulled it off. Director Peter Segal, and scriptwriters Tom J. Astle and Matt Ember have come up with the funniest action/spy flick since Arnold Schwarzenegger was plucking Jamie Lee Curtis out of the limo in "True Lies".

"Get Smart" doesn't have that level of action, of course. You wouldn't expect that with the diminutive Steve Carell doing those types of scenes...but there is a surprising amount of stunts and action, and production-wise, they are almost what you'd expect to see in a James Bond movie. This was an added surprise as I expected the movie to be a lot more farce than what it actually was.

Another thing done right is the respectful homage the movie pays to Don Adam's original incarnation of Maxwell Smart. You get all the catch phrases ("Sorry about that, Chief", "Would you believe...?"), and the bumbling klutziness of Max, but they stop short of making him a fool. As the movie starts, Max is a brilliant analyst for the CIA rival agency CONTROL, but he longs to be a field agent. Unfortunately, he had failed all his previous tests as he was hideously (and hilariously) overweight. But now he's lost the extra poundage (evidently via a subtle, but still groan inducing product placement to Subway), and he's finally passed.

Alas, the Chief (Alan Arkin) still will not promote Max, as he is too valuable as an analyst to waste in field work. Crestfallen, Max carries on, buoyed somewhat from the support he receives from lab wonks Bruce and Lloyd (Masi Oka and Nate Torrance), along with the superstar of the field, Agent 23 (Dwayne Johnson).

But just when you thought the Cold War was over, those old meanies at KAOS are at it again. CONTROL is compromised, and all agents are exposed. That

leaves only two possible agents to come to the rescue, ones unknown to KAOS; Max and Agent 99, who had just come off from extensive plastic surgery to alter her face...to the point that she looks just like Anne Hathaway.

So like any good spy movie, it's time to hit the road, and hit almost every spy cliché in the book while dealing with the evil Siegfried (Terence Stamp, developing a nice little cottage industry in playing older Euro-baddies).

While so much of the action, adventure, and even comedy is predictable, what makes it such a joy to watch is the pitch-perfect casting across the board.

Steve Carell, as I expected, is the only person who could have pulled off this role. His combination of physical comedy skills and impeccable comic timing work well with his sad sack persona of a guy we all can identify with and root for, even while feeling sorry for him. What is best is that he's not always the fool or klutz. Yes, you laugh at him when he's shooting himself multiple times with a miniature crossbow, but Max also is no dummy, and he can sometimes come up with some surprising physical or mental moves on his own ("Max...that's brilliant!", says a shocked and impressed 99 at one point).

However, Max's physical moves are nothing compared to Agent 99's. Anne Hathaway makes an amazing break from her normal roles as brainy miscasts in teen movies or chick flicks ("The Devil Wears Prada"), and almost steals the show as the beautiful, sexy, and confident agent who can kick-ass as well as any man. Hathaway steps away from the "Girl Next Door" cuteness we've seen before, giving a completely rounded and believable performance, one that should open up new doors for one of the best young actresses working today.

Rounding out this dream cast are Alan Arkin as the Chief and Dwayne Johnson as Agent 23. Arkin makes the role his own, actually improving on the television role played by Edward Platt. While Platt's Chief was the long suffering head of an

entire department of incompetents, Arkin's Chief is a sharp, feisty patriarch who is refusing to go quietly into retirement. Arkin's comedy skills have had a great revival over the past few years, topped off by his Oscar winning performance in "Little Miss Sunshine". You get to see him at the same level here, and the movie is better in every scene he's in.

I was most surprised by the acting talents of Johnson, the former wrestler previously better known as "The Rock". As far as I was concerned, The Rock was The Stiff; he was just in movies to attract the WWE crowd, or provide some beef cake. He was always better when he kept his mouth shut. Now? The Rock may have stunk, but Dwayne is one hell of an actor. He is completely at ease in his role of the all-star combination of Aahnuld and Bond, and he has turned into an extraordinary comedic actor. Paired with such incredible talents as Carell and Arkin, he holds his own quite admirably.

One last thing...look for a couple of very amusing short cameos paying homage to some of the best known characters from the series...most notably the lonely camouflage wearing Agent 13 and the robotic agent Hymie. There is also a completely unexpected and funny quick glimpse of the original Siegfried, Bernie Kopell.

Is this a great movie? Of course not. But it's a welcome surprise in this year of mediocrity when a predictable remake of a 40 year old television series can be such an enjoyable way to spend two hours on a Summer afternoon.

My Rating: Frank Ryan - 3 footballs