



The Rat Pack in the original "Ocean's Eleven" (1960)

ZOOM

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The gang's all here



Clooney and pals take a load off in "Ocean's Thirteen."

In Hollywood's golden age, MGM boasted it had "more stars than there are in heaven." The new "Ocean's Thirteen" — with George Clooney, Brad Pitt, Matt Damon and Don Cheadle as four of its con artists, plus Al Pacino — can say the same. Here are other flicks that bulged with big names. *Michael Giltz*

GRAND HOTEL (1932)

The Crew: Greta Garbo is a ballerina who just wants to be alone, surrounded by guests like John Barrymore as her light-fingered lover, Lionel Barrymore as a dying man, Wallace Beery as a tycoon, Joan Crawford as a striving secretary and other stars of the day.

The Job: Granddaddy of the all-star film, and a Best Picture winner.

IT'S A MAD MAD MAD MAD WORLD (1963)

The Crew: Spencer Tracy is the detective overseeing a motley collection of treasure hunters (Milton Berle, Mickey Rooney, Jimmy Durante, Buddy Hackett, Ethel Merman). The movie is almost three hours long, but half of that seems to be the credits.

The Job: The loot from a robbery is out there somewhere — if you don't get tripped up by the million gags in this overstuffed comedy.

ROBIN AND THE 7 HOODS (1964)

The Crew: Frank Sinatra plays a gangster with a heart of gold in this final Rat Pack extravaganza, with Bing Crosby and Edward G. Robinson joining Dean Martin, Sammy Davis Jr. and Peter Falk.

The Job: Stealing from the rich and giving to the poor, as long as there's money left over for booze and babes and time for a song.

THE DIRTY DOZEN (1967)

The Crew: Lee Marvin is the craggy leader of a band of misfits and criminals, including Telly Savalas, Charles Bronson, Donald Sutherland, Jim Brown, John Cassavetes and Ernest Borgnine.

The Job: Redeem their criminal past by going on a suicide mission during World War II. Escaping afterward is the tricky part.

MURDER ON THE ORIENT EXPRESS (1974)

The Crew: Albert Finney is Agatha Christie's Hercule Poirot. Ingrid Bergman, Lauren Bacall, Sean Connery, John Gielgud, Vanessa Redgrave and Anthony Perkins play guilty-looking passengers.

The Job: A nasty old man has been murdered and Poirot has to sort through countless suspects in order to discover the killer.

THE TOWERING INFERNO (1974)

The Crew: Steve McQueen is the coolest fireman in history. Paul Newman is the coolest architect in history. And William Holden, Faye Dunaway, O.J. Simpson, Richard Chamberlain, Jennifer Jones and Fred Astaire are the guests trapped in a burning skyscraper.

The Job: Keep everyone calm until they die or are rescued. ("The Poseidon Adventure" lacked McQueen and Newman's firepower.)

THE CANNONBALL RUN (1981)

The Crew: Burt Reynolds throws a party on the road for his friends, including Dom DeLuise, Farrah Fawcett, Dean Martin, Jackie Chan, Peter Fonda, Jamie Farr, Roger Moore and Terry Bradshaw. Someone remembers to bring along a movie camera.

The Job: A cross-country race, but the real point is to crack each other up and fill the closing credits with bloopers.