From Page 6B

The village's superficial perfection can be traced to the Governor (David Morrissey), a formidable law-and-order type who has erected walls around the city to keep residents safe from walkers. But his ambitions extend well beyond his small enclave.

"He's so narcissistic that he believes the zombie apocalypse is about him leaping onto the world stage," Mazzara says of the character. "He feels when humanity looks back 1,000 years from now and sees this as the dark ages, that there was an individual who kept the light on, and he wants to be that individual."

In the Robert Kirkman comic book that spawned "The Walking Dead," the Governor was a sadistic rapist who would force prisoners to battle zombies in an arena for sport. His cruelty had dire consequences for Rick and his people, yet the character touched a nerve with fans - so much so that last year Kirkman published a novel titled "The Walking Dead: Rise of the Governor," an origin story of sorts and the first installment in a planned trilogy. A sequel, "The Road to Woodbury," is set for release on Oct. 16, timed with the return of the show.

Between takes, David Morrissey, the towering English actor who won the role of the villain, says he intends to play the Governor with more nuance than the character had in his ink-andpaper incarnations.

"He does need to have a complexity," says Morrissey, shedding the Southern dialect he'd just employed for the street scene. "If he was just an out and out baddie, I think you would hit a ceiling creatively very quickly. I think giving him these levels and colors and fears, hopefully that will give him more longevity."

The idea of adding Morrissey to the show's permanent ensemble would mark a split with Kirkman's text. Both Mazzara and the show's executive producer Gale Anne Hurd note that in the advanced life of the series, fealty to the comic book isn't necessarily their first priority.

"Sometimes we follow what's in the comic book, probably more often we don't," Hurd says.

"We're telling our version of the story," Mazzara adds.

This season picks up months after reluctant hero Rick was forced to kill his former partner and best friend, Shane. The lethal encounter hardened the sheriff, who was frequently plagued by doubts and uncomfortable with command last season. Now, he's become a more fierce and fearless leader who brooks no dissent and drives his hand to the remote prison that serves as their new

her voice lilting into a question mark.

Nearly every member of the cast and crew is genial but remarkably guarded about the show's direction, fearing anything said might ripple across the Web and spoil the surprise. Michael Rooker, whose leering good ol' boy Merle Dixon returns in the flesh this year after a cameo in a hallucinatory dream sequence last season, is particularly cagey.

"Merle was in the Bahamas,

daiquiris, sunning himself, chilling out," he says, chuckling, of his character's recent where-

abouts. It's possible that only Mazzara knows what the future holds. He began drawing up a road map in December and put together a roughly 15-page outline for the show's writers. The document featured a reading list that included the 2000 bestseller "The 48 Laws of Power" by Robert Greene — selected to

give Machiavellian insights into the mind of the Governor.

Morrissey, a Liverpool native best known for his turn in the British miniseries "State of Play" and the noir-inflected "Red Riding" murder mystery film trilogy, says he also looked to George Orwell's landmark "1984" for inspiration.

"I read a lot about various leaders and how they control their communities, how they are able to manipulate the populace, historical things really," he says.

Supervising the season's third episode, Mazzara has a gleeful air about him as he takes in the sight of Woodbury at night. Torches illuminate a deserted street. A team of makeup artists give Gurira the same glistening look she had before day faded into night, her skin dewy with sweat and suspicion as she warily eyes Morrissey's Governor. As director Guy Ferland calls "Action," the Governor makes a

show of allowing his town's new arrivals to get the lay of the land by the light of the moon, while Andrea and Michonne look to each other in sisterly solidarity.

Standing a few feet away, Mazzara describes the action in a whisper, pointing out that the women were trying to determine, after so much time on the run for their lives, whether they would want to remain in Woodbury. "They think they have a

choice," Mazzara says.

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nome base.

The season also marks a new beginning for Mazzara, whose tel-evision credits include "The Shield," "Life," "Crash" and "Hawthorne." It's his first full year at the helm of "The Walking Dead" - he took over last year after creator Frank Darabont abruptly left the show amid rumors of budget cuts, though Darabont reportedly had an acrimonious relationship with AMC executives.

Although the behind-thescenes turbulence never seemed to affect the popularity of the series, some viewers grumbled about the pacing of the second season, much of which took place on a rural farmstead. Mazzara defends the slow burn as a necessary buildup to a heartbreaking plot twist.

He also has an ace up his sleeve in Michonne (Danai Gurira).

If the Governor is the Darth Vader of "The Walking Dead," Michonne might be its feminist Han Solo. The katana-wielding warrior woman — glimpsed in the final moments of last season's finale, hidden beneath a hooded cloak with two armless, jawless walkers in chains by her side — is beloved by fans of Kirkman's comic. Gurira, a playwright and actress who might be most familiar to viewers from her stint on HBO's "Treme," fell in love with her too.

Gurira, born in Iowa but raised in Zimbabwe, says she sees Michonne as a woman who has lived through tremendous trauma yet refuses to be victimized by it. The actress, a graduate of New York's prestigious Tisch School of the Arts, drew on her knowledge of the brutal Liberian civil war to find her character.

"I was so attracted to that experience of women who had gone through certain things," she says. Who do they become and how do they empower themselves in a world that is actually working toward their destruction? What do they pull out of themselves, how far will they go, what are they capable of, how do they re-create themselves to become empowered in a highly disempowered environment?

But ask Gurira where viewers will find Michonne when "The Walking Dead" resumes and she's much less forthcoming. "In an interesting position?" she replies,

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