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DOCKET NO.
RM 2002-1
COMMENT NO. //

Before the
UNITED STATES COPYRIGHT OFFICE
LIBRARY OF CONGRESS
Washington, D.C.

APR 26 2002

**GENERAL COUNSEL
OF COPYRIGHT**

In the Matter of:

_____)	
Notice and Recordkeeping for)	
Use of Sound Recordings Under)	Docket No. RM 2002-1A
Statutory License)	
_____)	

**REPLY COMMENTS OF THE
AMERICAN FEDERATION OF MUSICIANS OF THE
UNITED STATES AND CANADA
AND
THE AMERICAN FEDERATION OF TELEVISION
AND RADIO ARTISTS**

In comments filed in this proceeding on April 5, 2002, a number of commenters insisted that services should only be required to make reports based on the samples of their actual use of recordings, and that services should be relieved of reporting obligations due to the expense of reporting. The American Federation of Musicians of the United States and Canada ("AFM") and the American Federation of Television and Radio Artists ("AFTRA") file these reply comments in order to address those issues.¹

¹ The AFM and AFTRA also wish to correct an omission on page 14 of our comments filed on April 5, 2002. The last two lines of text on that page were inadvertently deleted. The text beginning at the bottom of page 14 and ending at the top of page 15 should have read, "Based on their knowledge of the operations of SoundExchange and the operations of the independent administrator, the AFM and AFTRA do not believe that appropriate distributions can be made to the correct non-featured and featured recording artists - that is, distributions that compensate featured and non-featured artists for the actual performances of their sound recordings - if the services provide only minimal information (such as merely song title and featured artist name)."

I. Random Sampling Will Not Provide Reasonable Notice of Use; Reports of Actual Performances Are Necessary to Compensate Featured and Non-featured Artists

A number of commenters – including some of the nation’s largest broadcasters such as Clear Channel Communications, Inc., Bonneville International Corporation and Cox Radio, Inc., as well as some college and community radio broadcasters – asked for a rule that will require them to report only samples of their programming, rather than to report all performances of sound recordings. These commenters assert that sample reporting will provide an adequate basis for distribution of royalties.

The AFM and AFTRA, representing artists, strongly disagree. The report of actual performances throughout the year (“census reporting”) – not just a sample of performances over a period ranging from a few days to a few weeks – is necessary for a correct and adequate distribution of royalties to featured and non-featured artists, who together are entitled to 50% of the compulsory license revenues. Only census reporting will enable the designated agents to distribute royalty shares to *all* of the featured artists whose recorded works have been performed via internet transmission – including new, young, avant garde, “niche,” and alternative artists as well as the better known and commercially more successful artists. This is true because only census reporting will capture *all* sound recording performances rather than merely the most frequent performances of mainstream and commercially successful sound recordings.

As we pointed out in our opening comments, and as the Future of Music Coalition also has emphasized in its comments, lesser-known recording artists and independent labels should receive the full value of compensation for the use of their recorded works. In the first place, this is a matter of basic fairness. Compulsory license fees that are paid by services as a consequence of transmitting a lesser-known or alternative artist's recorded performance should not be routed to a mainstream (and commercially more successful) artist just because the latter's work is much more likely to be noted in a random sample. Rather, the former should receive the credit and the financial benefit that flows from the exploitation of his or her particular work.

Moreover, it is a matter of some cultural importance that all featured artists, not just the most heavily promoted mainstream artists, be compensated for the use of their work. Of course, commercially successful artists are entitled to the full measure of compensation for the exploitation of their recordings. But a distribution system that calculates artists' royalty shares based only on sampling rather than on actual performances inevitably will result in commercially successful artists receiving not only their royalty shares but also the royalty shares that in fact are attributable to the use of recorded performances of lesser-known artists and artists on smaller and independent labels. Skewing the royalty distribution in that way not only deprives some artists of income that is rightfully theirs, but also fails to promote cultural diversity and artistic invention by failing to compensate artists who expand the range of creative expression in our society.

Such a result is not only antithetical to the underlying copyright policy of promoting progress in the arts, it also runs counter to the goals and values expressed by many of the webcasting and broadcasting services themselves. Throughout the CARP proceeding, participating services emphasized the economic and cultural importance of their ability to provide a diverse range of music. Similarly, many of the broadcasters and webcasters in this proceeding argue that the breadth and diversity of their music offerings make their survival a culturally important goal. The AFM and AFTRA agree that the promotion of musical variety is important – but we recall that varied and diverse musical expression originates with *artists*. The true promotion of diversity must include the ability to ensure that each featured artist whose work is exploited on the web receives his or her proper share of the resulting royalties. Census reporting is required to achieve this result.

The fundamental fact is that artists must have income in order to survive and create. As we indicated in our opening comments, most artists command only modest incomes, and all too often the lack of income inhibits creative expression. In enacting Section 114(g) of the Digital Performance Right in Sound Recordings Act, Congress created a new revenue stream for artists. It is critically important – not only for artists but also for the development of art and culture – that the promise of that new income stream become a reality for the fullest range of recording artists, not just those who are the most commercially successful.

II. Recording Artists Should Not Be Required to Pay the Costs of Data Collection and Reporting

Several comments filed on behalf of large services, such as the comments of the Digital Media Association, the joint comments of Sirius Satellite Radio and XM Satellite Radio, and the joint comments of the broadcasters including Clear Channel Communications and Cox Radio object to reporting requirements on the basis of cost. Indeed, the Digital Media Association has characterized the cost of reporting anything more than the barest minimum of data an “unjustified tax,” and further has suggested that rather than being entitled to receive data from the services, the designated agent that distributes the royalties must pay the costs of acquiring data from copyright owners and other sources.

The AFM and AFTRA strenuously object to the twin ideas that providing data constitutes an “unjustified tax” on services and that the parties entitled to receive royalties – artists and copyright owners – must bear all the costs and burdens of identifying the artists and the sound recordings that have been exploited by the services in their businesses. As we pointed out at pages 10 to 13 of our initial comments, such notions are contrary to the Congressional intent to compensate performers for the digital performance of their sound recordings, because they lead to the dissipation of the artists’ share of the license fees which would have to be spent on data collection instead of being distributed to artists.

Moreover, as we also pointed out in our initial comments, such notions fail to recognize the large extent to which the expense and burden of the

services' Section 114 compulsory license payments already have been shifted to artists and copyright owners via the system of allowing services to make payments and data reports to only one agent rather than to each copyright owner. Royalty recipients already are paying all of the costs of finding copyright owners, calculating their shares and reporting to them – costs which the services would have had to bear in the absence of a system allowing the services to render all payments and reports to one agent rather than to each copyright owner. The services should not be allowed in this proceeding to shift even more costs to performers.

III. The Services Should Report the Names of Non-featured Artists

Our initial comments proposed that the records of use should be expanded to require the services to report the names of non-featured artists where available. In anticipation of reply comments that will object that such information is not available to the services, we have attached several examples of label copy that includes the names of the session musicians and vocalists who perform on each track.

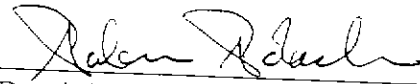
For example, Exhibit 1 includes the label copy for Patsy Cline: 12 Greatest Hits, the CD that includes the recording of “Crazy” about which Harold Ray Bradley testified in the CARP proceeding. The label copy plainly shows the names of each of the Jordanaires and indicates that they performed background vocals on each track on the CD. It also identifies the session musicians on each track, including, for example, the fact that Harold Ray Bradley, Floyd Cramer, Buddy Harman, Walter Haynes, Randy Hughes, Grady

Martin and Bob Moore performed on "Crazy" in the session that was described in the CARP proceedings. Exhibit 2 includes the label copy of the Jennifer Warnes CD Famous Blue Raincoat, which also was an exhibit and was discussed in the CARP proceeding. That label copy identifies session musicians and vocalists underneath the lyrics of each song.

In the same vein, Exhibit 3 includes label copy from the Danilo Perez CD Central Avenue identifying session musicians and vocalists on each track, Exhibit 4 includes label copy from the Eric Clapton CD Unplugged which shows session musicians and vocalists for the entire album, Exhibit 5 includes label copy from the Lyle Lovett CD Live in Texas which shows session musicians and vocalists for the whole album, and Exhibit 6 includes label copy from the Lucinda Williams CD Essence which includes the names of session personnel under the lyrics for each song. Similar session personnel information also is generally available on websites such as www.cdnw.com. Wherever services have such information, either on a CD or because they have consulted another service, they should be required to capture and report it on their records of use.

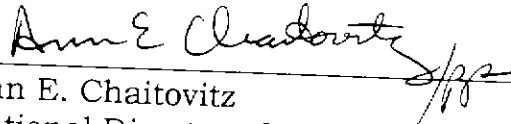
Respectfully submitted,

Date: April 26, 2002



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American Federation of Television
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Counsel for the American Federation of
Television and Radio Artists

Patsy [★]line

12 GREATEST HITS



ORIGINAL
DECCA

AAD
MCAD 12

1. **Walkin' After Midnight**
(a) 8/25/61 (Don Hecht-Alan Block)
2. **Sweet Dreams (Of You)**
(b) 2/5/63 (Don Gibson)
3. **Crazy**
(c) 8/21/61 (Willie Nelson)
4. **I Fall To Pieces**
(d) 11/16/60 (Harlan Howard-Hank Cochran)
5. **So Wrong**
(e) 2/28/62 (Carl Perkins)
6. **Strange**
(a) 8/25/61 (Mel Tillis-Fred Burch)
7. **Back In Baby's Arms**
(f) 9/10/62 (Bob Montgomery)
8. **She's Got You**
(g) 12/17/61 (Hank Cochran)
9. **Faded Love**
(h) 2/4/63 (John Wills-Bob Wills)
10. **Why Can't He Be You**
(i) 9/5/62 (Hank Cochran)
11. **You're Stronger Than Me**
(a) 8/25/61 (Hank Cochran-Jimmy Key)
12. **Leavin' On Your Mind**
(i) 9/5/62 (Wayne Walker)

PRODUCED BY
OWEN BRADLEY

SESSION PERSONNEL:

PATSY CLINE, vocal; JORDANAIREs (GORDON STOKER, HOYT HAWKINS, RAY WALKER, and NEAL MATTHEWS, JR.), backing vocals on all tracks, with:

(a) HAROLD BRADLEY, elec bs; FLOYD CRAMER, organ; BUDDY HARMAN, drums; WALTER HAYNES, steel gtr; RANDY HUGHES, rhythm gtr; GRADY MARTIN, elec gtr; BOB MOORE, acoustic bs; HARGUS "PIG" ROBBINS, piano.

(b) HAROLD BRADLEY, elec bs; FLOYD CRAMER, piano; RAY EDENTON, rhythm gtr; BUDDY HARMAN, drums; RANDY HUGHES, rhythm gtr; GRADY MARTIN, elec gtr; BOB MOORE, acoustic bs; BILL PURSELL, vibraphone.

(c) HAROLD BRADLEY, elec bs; FLOYD CRAMER, piano and organ; BUDDY HARMAN, drums; WALTER HAYNES, steel gtr; RANDY HUGHES, rhythm gtr; GRADY MARTIN, elec gtr; BOB MOORE, acoustic bs.

(d) HAROLD BRADLEY, elec bs; HANK GARLAND, elec gtr; RANDY HUGHES, rhythm gtr; BEN KEITH, steel gtr; DOUG KIRKHAM, drums; BOB MOORE, acoustic bs; HARGUS "PIG" ROBBINS, piano.

(e) HAROLD BRADLEY, elec bs; FLOYD CRAMER, piano; RAY EDENTON, rhythm gtr; BUDDY HARMAN, drums; RANDY HUGHES, rhythm gtr; JOE JENKINS, acoustic bs; GRADY MARTIN, elec gtr.

(f) HAROLD BRADLEY, elec bs; RAY EDENTON, rhythm gtr; BUDDY HARMAN, drums; RANDY HUGHES, rhythm gtr; MILLIE KIRKHAM, backing vocals; GRADY MARTIN, elec gtr; BOB MOORE, acoustic bs; BILL PURSELL, organ; HARGUS "PIG" ROBBINS, piano.

(g) HAROLD BRADLEY, elec bs; FLOYD CRAMER, piano; BUDDY HARMAN, drums; WALTER HAYNES, steel gtr; RANDY HUGHES, rhythm gtr; GRADY MARTIN, elec gtr; BOB MOORE, acoustic bs; BILL PURSELL, organ.

(h) HAROLD BRADLEY, elec bs; FLOYD CRAMER, piano; RAY EDENTON, rhythm gtr; BUDDY HARMAN, drums; RANDY HUGHES, rhythm gtr; GRADY MARTIN, elec gtr; BOB MOORE, acoustic bs.

(i) HAROLD BRADLEY, elec bs; RAY EDENTON, rhythm gtr; BUDDY HARMAN, drums; RANDY HUGHES, rhythm gtr; GRADY MARTIN, elec gtr; BOB MOORE, acoustic bs; HARGUS "PIG" ROBBINS, piano; RITA FAYE WILSON, autoharp.

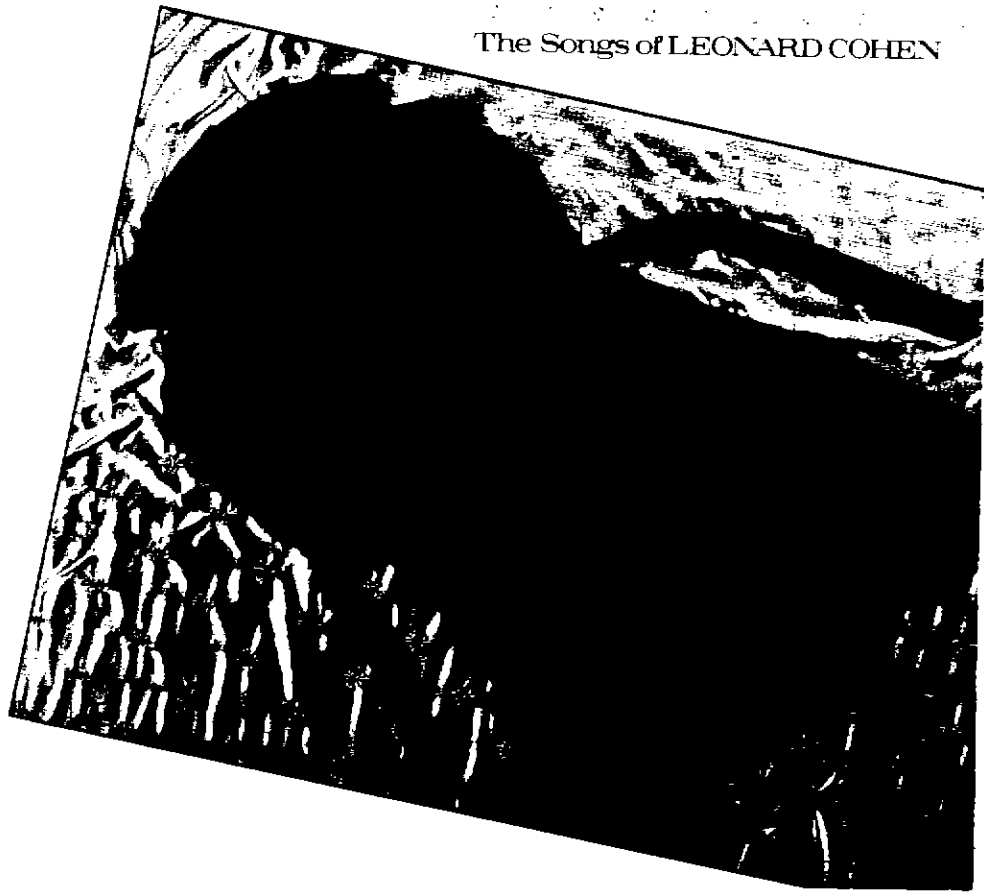
Strings on A2,5 and B1,3,6.

ALL SELECTIONS PREVIOUSLY RELEASED
Also available on album and cassette.

Jennifer Warnes

Famous Blue Raincoat

The Songs of LEONARD COHEN



Produced by C. Roscoe Beck and Jennifer Warnes
Guardian Angel Henry Lewy
Chief Recording Engineer Bill Youdelman
AIN'T NO CURE FOR LOVE recorded by Frank Wolf and
Csaba Petocz
SONG OF BERNADETTE recorded by Steven Strassman,
Bill Youdelman and Paul Brown
Additional recording by Larry Brown, Frank Wolf and Tim Boyle
Mixed by Frank Wolf
BIRD ON A WIRE and FAMOUS BLUE RAINCOAT mixed by
George Massenburg
SONG OF BERNADETTE mixed by
Frank Wolf and Henry Lewy
JOAN OF ARC mixed by Larry Brown
Mastered by
Bernie Grundman Mastering
Studios: The Complex, Amigo Studios, Hollywood Sound, The
Enterprise, Mama Jo's, Salty Dog Recording, and The
Record Plant
Assistant Engineers: Sharon Rice, Duane Seykora,
Garth Richardson, Dan Reed, Russell Bracher,
Terry Dunavan, Ken Fowler, Clyde Taylor, Joel Stoner,
Jeff Park, Nyya Lark and Steven Bradley Ford
Programmers: Todd Yyega, Chuck Barth
Recorded on Sony Digital Equipment
Line Drawing by Leonard Cohen
Cover photograph by Harry Bowers
Back cover photograph by Betsy Annas
Representation: Donald Miller
Business Management: Pam Wilson-Shepodd

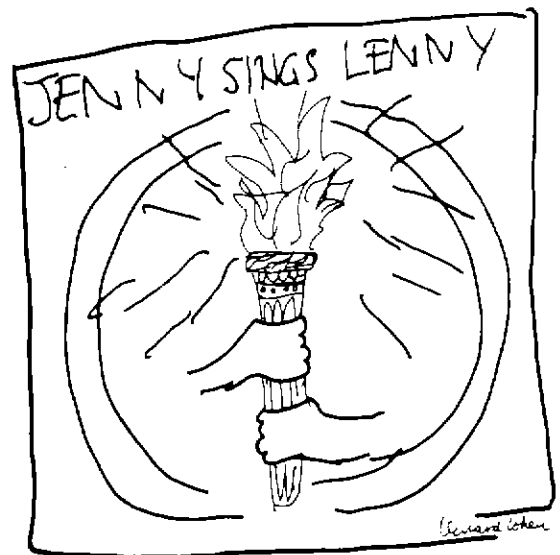
TO ALL THE FINE MUSICIANS WHO CONTRIBUTED SUCH
INSPIRED PERFORMANCES THIS ALBUM IS
GRATEFULLY DEDICATED

WE OWE OUR THANKS TO

Richie Salvato, Harry Grossman, Robert Spano, Joe Tuzen and
everyone at the Complex, Barry Wilson, Paul Brown, Chet Himes,
Steve Strassman and our many friends at Amigo Studios, Bruel and
Kjaer, Kathleen Cary, Helene Chaleff, Ted Cohen, Dan DeSouza at
Fairlight, Howard Dumble, George Massenburg, Steve Meador, Roy
Meurer, Mike Novitch, Jim Pace and all at Audio Intervisual Design,
Sally and Van Dyke Parks for the use of their home, Todd Urbonas,
Mitch Watkins, Walter New and Garry George

*A very special thanks to Donald Miller, Ron Goldstein, Peter Baumann,
Judy Graham-Dunitz, Peter Paterno, Veronica Albano and Jackson
Browne whose continuous support and belief have given these songs
a new life*

-JW



FIRST WE TAKE MANHATTAN

they sentenced me to twenty years of boredom
for trying to change the system from within
I'm coming now
I'm coming to reward them
first we take Manhattan
then we take Berlin
I'm guided by a signal in the heavens
I'm guided by the birthmark on my skin
I'm guided by the beauty of our weapons
first we take Manhattan
then we take Berlin
I'd really like to live beside you baby
I love your body and your spirit and your clothes
but you see that line that's moving through the station
I told you
I told you
I told you I was one of those
I don't like your fashion business mister
I don't like those drugs that keep you thin
I don't like what happened to my sister
first we take Manhattan
then we take Berlin

Stevie Ray Vaughan —guitar
Robben Ford—guitar
Gary Chang—synthesizers and programming
Russell Ferrante—synthesizer
Roscoe Beck—bass and guitar
Vinnie Colaiuta—drums
Lenny Castro—percussion
Jennifer Warnes—vocal harmonies

BIRD ON A WIRE

like a bird on a wire
like a drunk in a midnight choir
I have tried in my way
to be free
like a fish on a hook
like a knight from an old fashioned book
I have saved all my ribbons
for thee
if I have been unkind
I hope that you'll just let it go by
if I have been untrue
I hope you know
it was never to you
like a baby stillborn
like a beast with his horn
I have torn everyone
who reached out for me
but I swear by this song
by all that I've done wrong
I'll make it all
up to you
I saw a beggar leaning on his wooden crutch
he cried out to me
don't ask for so much
and a young man leaning in his darkened door
he called out to me
why not ask for more
like a bird on a wire
like a drunk in a midnight choir
I have tried in my way
to be free

Robben Ford—guitar
William "Smitty" Smith—synthesizer
Jorge Calderon—bass
Vinnie Colaiuta—drums
Lenny Castro—percussion
"Reverend" Dave Boruff—saxophone
Bill Ginn—synthesizer
Larry Brown—shaker

Singers:
Kal David
Willie Greene Jr.
Jennifer Warnes

FAMOUS BLUE RAINCOAT

it's four in the morning
the end of December
I'm writing you now just to see if you're better
New York is cold
but I like where I'm living
there's music on Clinton Street all through the evening
I hear that you're building your house deep in the desert
are you living for nothing now
hope you're keeping some kind of record
Jane came by with a lock of your hair
she said that you gave it to her
the night that you planned to go clear
did you ever go clear
the last time we saw you
you looked so much older
your famous blue raincoat was torn at the shoulder
you'd been to the station
to meet every train
but she never turned up, I mean Lili Marlene
so you treated some woman to a flake of your life
and when she got home she was nobody's wife
I see you there with a rose in your teeth
one more thin gypsy thief
well, I see Jane's awake
she sends her regards
what can I tell you
what can I tell you
what can I possibly say
I guess that I miss you
I guess I forgive you
I'm glad that you stood in my way
and if you ever come by here
be it for Jane or for me
I want you to know your enemy is sleeping
I want you to know your woman is free
thanks for the trouble you took from her eyes
I thought it was there for good
so I never really tried
and Jane came by with a lock of your hair
she said that you gave it to her
the night that you planned to go clear

Sincerely,
A FRIEND

Paul Ostermayer—tenor sax
Bill Ginn—piano
Roscoe Beck—string bass

STRINGS ARRANGED AND CONDUCTED BY BILL GINN

Sid Page—first violin
Barbara Porter—violin
Novi Novog—viola
Larry Corbett—cello
Suzie Katayama—cello

JOAN OF ARC

now the flames they followed Joan of Arc
as she came riding through the dark
no moon to keep her armor bright
no man to get her through this dark and smoky night
she said "I'm tired of the war
I want the kind of work I had before
a wedding dress or something white
to wear upon my swollen appetite"
la la la . . .
"well I'm glad to hear you talk this way
I've watched you riding every day
and something in me yearns to win
such a cold, such a lonesome heroine"
"and who are you?" she sternly spoke
to the one beneath the smoke
"why, I'm fire," he replied
"and I love your solitude, I love your pride"
la la la . . .
"well then fire, make your body cold
I'm going to give you mine to hold"
and saying this, she climbed inside
to be his one, to be his only bride
it was deep into his fiery heart
he took the dust of Joan of Arc
and then she clearly understood
if he was fire, oh she must be wood
it was deep into his fiery heart
he took the dust of Joan of Arc
and high above the wedding guests
he hung the ashes of her lovely wedding dress
la la la

Leonard Cohen—vocal duet
Roscoe Beck—guitars, basses, and additional synthesizer
Bill Ginn—piano and synthesizer
Russell Ferrante—synthesizer
Vinnie Colaiuta—drums
Larry Brown—tambourine
The Angel Choir:
Greg Prestapino Jennifer Warnes

AIN'T NO CURE FOR LOVE

I've loved you for a long long time
I know this love is real
don't matter how it all went wrong
that don't change the way I feel
I don't believe
that time can heal this wound I'm speaking of
there ain't no cure
there ain't no cure
there ain't no cure for love
I'm aching for you baby
I can't pretend I'm not
I love to see you naked in your body and your thought
I've got you like a habit
I'll never get enough
there ain't no cure
there ain't no cure
there ain't no cure for love
there ain't no cure for love
there ain't no cure for love
no pill no drug
it's all been cut with stuff
I can't get nothing done
can't be with anyone
I don't want your brother love
I want that other love
ain't no cure for love
I don't expect a medal
just because the scene got rough
and I see you've been so careful to forget how good it was
but I'm never giving in
I'm never giving up
there ain't no cure
there ain't no cure for love
there ain't no cure for love
there ain't no cure for love
no pill no drug
ain't nothing pure enough
I can't get nothing done
I can't be with anyone
There ain't no cure
there ain't no cure for love

SIZERS ARRANGED AND PERFORMED BY BILL PAYNE

Michael Landau—guitar
Vinnie Colaiuta—drums
Steve Forman—percussion
Jennifer Warnes—vocal harmonies

COMING BACK TO YOU

maybe I'm still hurting
I can't turn the other cheek
but you know that I still love you
it's just that I can't speak
I looked for you in everyone
and they called me on that too
I lived alone
but I was only coming back to you
they're shutting down the factory now
just when all the bills are due
and the fields are under lock and key
though the rain and the sun come through
and springtime starts
but then it stops
in the name of something new
and all my senses rise
against this coming back to you
and they're handing down my sentence now
I know what I must do
another mile of silence
while I'm coming back to you
there are many in your life
and many still to be
since you are a shining light
there's many that you'll see
so I've got to deal with envy
when you choose the precious few
who've left their pride
on the other side
of coming back to you
even in your arms
I know I'll never get it right
even when you bend to give me comfort in the night
so I gotta have your word on d ma
or none of it is true
and all I've said
was just instead of coming back to you
coming back to you

David Lindley—lap steel guitar
Fred Tackett—guitar
William "Smitty" Smith—Hammond organ
Bill Ginn—piano
Russell Ferrante—synthesizer
Jorge Calderon—bass
Vinnie Colaiuta—drums

Singers:

Bobby King Willie Greene Jr.
Terry Evans Jennifer Warnes

SONG OF BERNADETTE

there was a child named Bernadette
I heard the story long ago
she saw the queen of heaven once
and kept the vision in her soul
no one believed what she had seen
no one believed what she heard
that there were sorrows to be healed
and mercy, mercy in this world
so many hearts I find
broke like yours and mine
torn by what we've done and can't undo
I just want to hold you
won't you let me hold you
like Bernadette would do
we're been around, we fall, we fly
we mostly fall, we mostly run
and every now and then we try
to mend the damage that we've done
tonight, tonight I cannot rest
I've got this joy here inside my breast
to think that I did not forget
that child, that song of Bernadette
so many hearts I find
broke like yours and mine
torn by what we've done and can't undo
I just want to hold you
come on let me hold you
like Bernadette would do
I just want to hold you
won't you let me hold you
like Bernadette would do

Bill Ginn—piano
Roscoe Beck—string bass
STRINGS ARRANGED BY JEREMY LUBBOCK
CONDUCTED BY BILL GINN

Sid Page—first violin
Barbara Porter—violin
Novi Novog—viola
Larry Corbett—cello
Richard Feves—bass

A SINGER MUST DIE

now the courtroom is quiet
but who will confess
is it true you betrayed us
the answer is yes
then read me the list of the crimes that are mine
I will ask for the mercy
that you love to decline
and all the ladies go moist
and the judge has no choice
a singer must die for the lie in his voice
and I thank you
I thank you for doing your duty
you keepers of truth
you guardians of beauty
your vision was right
my vision was wrong
I'm sorry for smudging the air with my song
oh la la la la la la
oh, the night it is thick
my defenses are hid
in the clothes of a man I would like to forgive
in the folds of his leather
the shade of his eyes
where I have to go begging in beauty's disguise
oh goodnight goodnight
my night after night
my night after night after night after night after
so save me a place
in the ten dollar grave
with those who took money for the pleasure they gave
with those always ready
with those who undressed
so you could lay down with your head on their breast
and the ladies go moist
and the judge has no choice
a singer must die for the lie in his voice
oh la la la la la la

ARRANGEMENT BY VAN DYKE PARKS AND BILL GINN
CONDUCTED BY BILL GINN

The Singers:

David Lasley
Greg Prestopino
Sharon Robinson
Arnold McCuller
Kal David
Josef Powell
Tim Stone
George Ball
Willie Greene Jr.
Jennifer Warnes
Bill Ginn—percussion

CAME SO FAR FOR BEAUTY

I came so far for beauty
I left so much behind
my patience and my family
my masterpiece unsigned
I thought I'd be rewarded
for such a lonely choice
and he would answer
to such a hopeless voice
I practiced on my sainthood
I gave to one and all
but the rumours of my virtue
they moved him not at all
I changed my style to silver
I changed my clothes to black
and where I would surrender
now I would attack
I stormed the old casino
for the money and for the flesh
and I myself decided
what was rotten and what was fresh
and men to do my bidding
and broken bones to teach
the value of my pardon
the shadow of my reach
but no, I could not touch him
with such a heavy hand
his star beyond my order
his nakedness unmanned
I came so far for beauty
I left so much behind
my patience and my family
my masterpiece unsigned

SYNTHESIZERS ARRANGED, PROGRAMMED AND
PERFORMED BY GARY CHANG

Bill Ginn—electric piano
Van Dyke Parks—synthesizer and accordion
Roscoe Beck—fretless bass
Jennifer Warnes—vocal harmonies

ALL SONGS WRITTEN BY LEONARD COHEN
except CAME SO FAR FOR BEAUTY
Lyrics by Leonard Cohen
Music by Leonard Cohen, John Lissauer

Stranger Music, Inc., BMI
Lyrics reprinted by permission. All rights reserved
and SONG OF BERNADETTE
Lyrics by Jennifer Warnes, Leonard Cohen
Music by Jennifer Warnes, Bill Elliott

Warnes Music, Inc., BMI
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Stevie Ray Vaughan appears courtesy of Epic Records
Russell Ferrante appears courtesy of MCA Records, Inc.

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CENTRAL AVENUE |

01 Blues for the Saints 6:08 (Danilo Perez) Pueblo Nuevo Perez Music (BMI)
Danilo Perez—piano
John Patitucci—bass
Jeff Ballard—drums

02 Impromptu (Conversations) 5:38 (Danilo Perez) Pueblo Nuevo Perez Music (BMI)
Danilo Perez—piano
John Patitucci—bass
Jeff "Tain" Watts—drums
Ray Spiegei—tabla
Luciana Souza—vocals
Pernell Saturnino—congas, guiro

03 Lush Life 5:47 (Billy Strayhorn)
Danilo Perez—piano
John Patitucci—bass
Jeff Ballard—drums

Rhythm in Blue Suite:

04 Playground 2:46 (Danilo Perez) Pueblo Nuevo Perez Music (BMI)
Danilo Perez—piano
John Patitucci—bass
Jeff "Tain" Watts—drums

05 Sideways 5:31 (Danilo Perez) Pueblo Nuevo Perez Music (BMI)
Danilo Perez—piano
John Patitucci—bass
Jeff "Tain" Watts—drums

06 Love in 5 5:26 (Danilo Perez) Pueblo Nuevo Perez Music (BMI)
Danilo Perez—piano
John Patitucci—bass
Jeff "Tain" Watts—drums

- 07 Impressions 5:53 (John Ceitrane) Jowcol Music (BMI)
Danilo Perez—piano
John Benitez—bass
Jeff "Tain" Watts—drums
Pernell Saturnino—congas, clave, shekere, okonkolo
Luciana Souza—vocals
- 08 Cosa Linda 5:11 (Avelino Muñoz) Cholo Music (ASCAP)
Danilo Perez—piano
John Benitez—bass
Jeff Ballard—drums
- 09 Panama Blues 4:05 (Public Domain — Adaptation and arrangement by Danilo Perez)
Pueblo Nuevo Perez Music (BMI)
Danilo Perez—piano
John Patitucci—bass
Jeff "Tain" Watts—drums
Raul Vital—vocals
Miguel Angra Diaz—okonkolo, iya, itotele
Aguiles Beez—cuatro





clapton unplugged

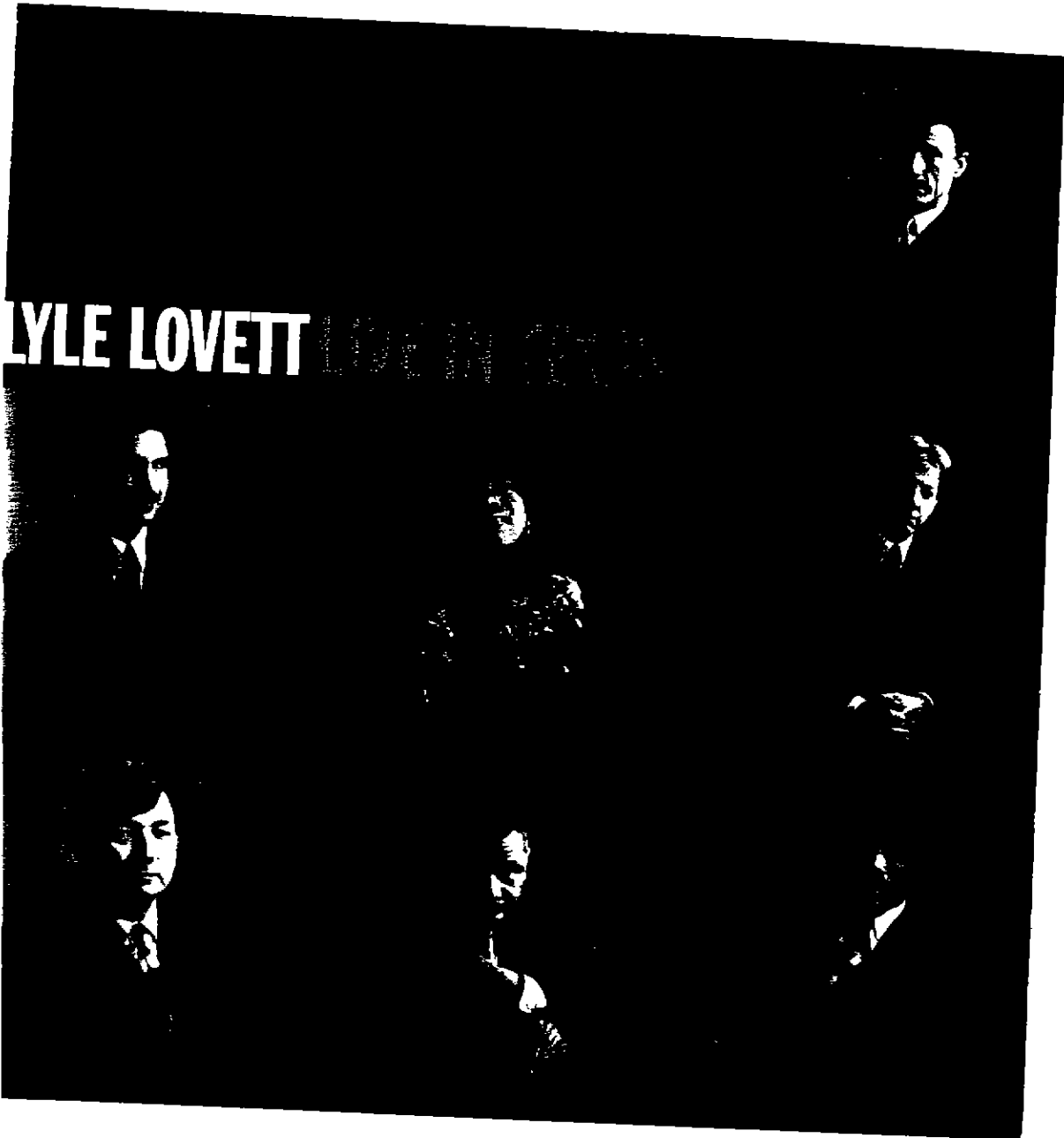
the band:
eric clapton: *guitar / vocals*
ray cooper: *percussion*
nathan east: *bass guitar / backing vocals*
steve ferrone: *drums*
chuck leavell: *keyboards*
andy fairweather low: *guitar*
katie kissohn: *backing vocals*
tessa nils: *backing vocals*

sound:
produced by russ titelman
recorded by jim barton
mixed by steve boyer at the power station, nyc.
assisted by victor deyglio
mastered by ted jensen at sterling sound, nyc.

for mtv:
executive producer: joel gallen
produced by alex coletti
directed by milton lage



LYLE LOVETT



1 BILLY WILLIAMS - producer 2 ANDREA ZINN - fiddle 3 BUCK REED - pedal steel 4 DAN TOLINSON - drums 5 MATT ROLLINGS - piano, keyboards 6 RAY HERMOND - electric guitar 7 LYLE LOVETT - acoustic guitar, vocals
 8 NATHANIEL KUNKEL - recording engineer 9 GARY SPELMAN - tour manager 10 JOHN RICHARDS - front of house engineer 11 STEVE MARSH - alto sax, tenor sax 12 HARVEY THOMPSON - tenor sax 13 ARNOLD McCULLER - vocals
 14 VICTOR KRABUSS - bass 15 FRANCIENE REED - vocals 16 JOHN HADGEN - cello 17 MARK HADMONTEE - guitar tech 18 SCOTTER DeLONG - baritone tech 19 STEVE JONES - monitor engineer 20 WANNIE CUSICKSKI - trumpet 21 CHARLES ROSE - trombone
 22 SIR HARRY BOWERS - vocals 23 JAMES CILMER - percussion 24 WILLE GREENE, JR. - vocals 25 SWEET PEA ATKINSON - vocals

1	2	3	4	5	6	7
8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	25			

PRODUCED BY BILLY WILLIAMS AND LYLE LOVETT

RECORDED AND MIXED BY NATHANIEL KUNKEL ASSISTED BY MARK WILSHIRE JOHN NELSON, AND TONY FLORES

RECORDED IN AUSTIN AND SAN ANTONIO, TEXAS AUGUST 29 - SEPTEMBER 1, 1985

MIXED AT CONWAY STUDIOS, LOS ANGELES, CALIFORNIA

MASTERED BY DOUG SAX AT THE MASTERING LAB, LOS ANGELES, CALIFORNIA WITH ROBERT HADLEY AND DON LEWIS

ALL SONGS WRITTEN BY LYLE LOVETT, EXCEPT "THAT'S RIGHT (YOU'RE NOT FROM TEXAS)" WRITTEN BY LYLE LOVETT, WILLIS ALAN RAMSEY, AND ALISON ROGERS; "NORTH DAKOTA," WRITTEN BY LYLE LOVETT AND WILLIS ALAN RAMSEY; "WILD WOMEN DON'T GET THE BLUES," WRITTEN BY DA COO; "THE GLORY OF LOVE," WRITTEN BY BILLY HILL, REFERENCED IN "WHAT DO YOU DO," WRITTEN BY LYLE LOVETT.

FRANCIENE REED APPEARS COURTESY OF KICHIBAN RECORDS

DESIGN: TIM STEPMAN WITH KEITH TAMASHIRO

PHOTOGRAPHY: MICHAEL WILSON

THANKS TO KEN LEVYAN, MATHI WHITLEY, AND VECTOR MANAGEMENT

THANKS TO GARY SPELMAN

THANKS TO GARY HABER, PATTY WICKER, RON REIMS, AND THE HABER CORPORATION

THANKS TO GARY GILBERT

THANKS TO FRED BOHLINGER AND MONTEREY PENNSYLVANIA ARTISTS

THANKS TO TONY BROWN, CANDACE TOBARREN, AND MCA RECORDS

THANKS TO MIKE CURB, DICK WHITEHOUSE, AND CURB RECORDS

THANKS TO BO GOLDSEN AND CRITERION MUSIC

THANKS TO GUY CLARK AND JIM RODNEY

THANKS TO GEORGE MASSENBERG

THANKS TO DON WAS

THANKS TO L. DAVID SLOAN, MATT MCKENZIE, AND JEFF BORREE, WITHOUT WHOM THE LARGE BAND WOULD NOT EXIST

THANKS TO PAT BERGESSON AND ALISON KRABUSS, SAM BUSH, STUART DUNCAN, JERRY DOUGLAS, GENE ELDERS, PAUL GLESSIE, AND MIKE AULDRIDGE

THANKS TO TIM BAY, PETE SWEET, CHAMP FLOOD, JOHNNY LEE SCHELL, TONY BRAUNAGEL, HUTCH HUTCHINSON, WILHE WEEKS, MICHAEL THODES, GARY ARMSTRONG, ANDY LISTER, RONNIE LEADES, WAYNE MURRY, EVERETT ORRINE, AND VONNIE HAMPTON

THANKS TO MAPLE BYRNE, BO BRES, STEVE WOODGIRDS, ROBERT BENNETT, ANDREW BURNS, RON STEEN, JIMMY JOHNSON, AND RICK MARTINI

THANKS TO CHUCK MORRIS AND MARK BLESENER

THANKS TO LEO KOTTNE

THANKS TO RICHIE LEE JONES

THANKS TO WAYNE MILLER, JONAS LIVINGSTON, AND PAULA BATSON

THANKS TO LARRY CHANDLER AND PHIL DUNAP

THANKS TO VANCE KNOWLES

THANKS TO HOW AND DAD

THANKS TO APRIL

FOR EVERYONE IN THE LARGE BAND AND CREW



LONELY GIRLS

Refrain:

LONELY GIRLS, LONELY GIRLS
LONELY GIRLS, LONELY GIRLS

HEAVY BLANKETS, HEAVY BLANKETS, HEAVY BLANKETS
COVER LONELY GIRLS

SWEET SAD SONGS, SWEET SAD SONGS, SWEET SAD SONGS,
SUNG BY LONELY GIRLS

Refrain:

LONELY GIRLS, LONELY GIRLS
LONELY GIRLS, LONELY GIRLS

PRETTY HAIRDOS, PRETTY HAIRDOS, PRETTY HAIRDOS
WORN BY LONELY GIRLS

SPARKLY RHINESTONES, SPARKLY RHINESTONES, SPARKLY RHINESTONES
SHINE ON LONELY GIRLS

Refrain:

LONELY GIRLS, LONELY GIRLS
LONELY GIRLS, LONELY GIRLS

I OUGHTA KNOW, I OUGHTA KNOW, I OUGHTA KNOW
ABOUT LONELY GIRLS

Refrain:

LONELY GIRLS, LONELY GIRLS
LONELY GIRLS, LONELY GIRLS

written by LUCINDA WILLIAMS

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drums Jim Keltner

bass Tony Garnier

acoustic guitar Lucinda Williams

electric guitar Bo Ramsey

hand drum, rhythm guitar & one note harmony Charlie Sexton

Hammond B3 organ Reese Wynans

Violin/Viola David Mansfield

harmony vocals Jim Lauderdale

BLUE

GO FIND A JUKEBOX
AND SEE WHAT A QUARTER WILL DO
I DON'T WANNA TALK
I JUST WANNA GO BACK TO BLUE

FEEDS ME WHEN I'M HUNGRY
AND QUENCHES MY THIRST
LOVES ME WHEN I'M LONELY
AND THINKS OF ME FIRST

BLUE IS THE COLOR OF NIGHT
WHEN THE RED SUN DISAPPEARS FROM THE
SKY

RAVEN FEATHERS SHINY AND BLACK
A TOUCH OF BLUE GLISTENING DOWN HER BACK

WE DON'T TALK ABOUT HEAVEN
AND WE DON'T TALK ABOUT HELL
WE'VE COME TO DEPEND ON
ONE OTHER SO DAMN WELL

SO GO TO CONFESSION
WHATEVER GETS YOU THROUGH
YOU CAN COUNT YOUR BLESSINGS
I'LL JUST COUNT ON BLUE

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acoustic bass Tony Garnier
acoustic guitar Lucinda Williams
electric guitar Bo Ramsey
electric rhythm guitar & acoustic popoose Charlie Sexton
violin & viola David Mansfield

OUT OF TOUCH

ONCE IN AWHILE WE MIGHT PASS ON THE STREET
WE NOD AND WE SMILE AND WE SHUFFLE OUR FEET
MAKING SMALL TALK STANDING FACE TO FACE
HANDS IN OUR POCKETS 'CAUSE WE FEEL SO OUT OF PLACE

OUR PATHS MAY CROSS AGAIN IN SOME CROWDED BAR
WE FEEL A LITTLE LOST 'CAUSE WE'VE DRIFTED AWAY SO FAR
HOPING TO FIND THE RIGHT WORDS TO SAY
WE JOKE A LITTLE AND THEN GO ON OUR WAY

Refrain:

WE ARE SO OUT OF TOUCH, YEAH
WE ARE SO OUT OF TOUCH, YEAH
LA, LA, LA...

WE SPEAK IN THE PAST TENSE AND TALK ABOUT THE WEATHER
HALF BROKEN SENTENCES WE TRY TO PIECE TOGETHER
I ASK ABOUT AN OLD FRIEND THAT WE BOTH USED TO KNOW
YOU SAID YOU HEARD HE TOOK HIS LIFE ABOUT FIVE YEARS AGO

WE MAY PASS EACH OTHER ON THE INTERSTATE
WE HONK AND CROSS OVER TO THE OTHER LANE
EVERYBODY'S GOING SOMEWHERE, EVERYBODY'S INSIDE
HUNDREDS OF CARS, HUNDREDS OF PRIVATE LIVES

Refrain:

WE ARE SO OUT OF TOUCH, YEAH
WE ARE SO OUT OF TOUCH, YEAH
LA, LA, LA...

drums & percussion **Jim Keltner**

bass **Tony Garnier**

acoustic guitar **Lucinda Williams**

electric guitar **Bo Ramsey**

electric guitar, electric experience guitar, 12 string

acoustic guitar & simple piano **Charlie Sexton**

Hammond B3 organ **Reesa Wynans**

harmony & background vocals **Charlie Sexton**

ARE YOU DOWN

CAN'T PUT THE RAIN BACK IN THE SKY
ONCE IT FALLS DOWN
PLEASE DON'T CRY

RAIN TURNS THE DIRT INTO MUD
WARM AND MESSY
LIKE YOUR LOVE

CAN'T FORCE THE RIVER UPSTREAM
WHEN IT GOES SOUTH
KNOW WHAT I MEAN

NOTHIN' WILL MAKE ME TAKE YOU BACK
ARE YOU DOWN BABE
DOWN WITH THAT

CAN'T PUT THE RAIN BACK IN THE SKY
ONCE IT FALLS DOWN
PLEASE DON'T CRY

RAIN TURNS THE DIRT INTO MUD
WARM AND MESSY
LIKE YOUR LOVE

CAN'T FORCE THE RIVER UPSTREAM
WHEN IT GOES SOUTH
KNOW WHAT I MEAN?

NOTHIN' WILL MAKE ME TAKE YOU BACK
ARE YOU DOWN BABE
DOWN WITH THAT?

ARE YOU DOWN, BABE
DOWN WITH THAT
ARE YOU DOWN, BABE
DOWN WITH THAT

written by **LUCINDA WILLIAMS**
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drums **Jim Keltner** bass **Tony Garoier** acoustic guitar **Lucinda Williams** lead guitar & resoelectric guitar **Bo Ramsey**
Hammond B3 organ **Reese Wynans** percussion, rhythm guitar & moaning live loop **Charlie Sexton**

ESSENCE

BABY, SWEET BABY, YOU'RE MY DRUG
COME ON AND LET ME TASTE YOUR STUFF

BABY, SWEET BABY, BRING ME YOUR GIFT
WHAT SURPRISE YOU GONNA HIT ME WITH

Refrain:

I AM WAITING HERE FOR MORE
I AM WAITING BY YOUR DOOR
I AM WAITING ON YOUR BACK STEPS
I AM WAITING IN MY CAR
I AM WAITING AT THIS BAR
I AM WAITING FOR YOUR ESSENCE

BABY, SWEET BABY, WHISPER MY NAME
SHOOT YOUR LOVE INTO MY VEIN

BABY, SWEET BABY, KISS ME HARD
MAKE ME WONDER WHO'S IN CHARGE

Refrain:

I AM WAITING HERE FOR MORE
I AM WAITING BY YOUR DOOR
I AM WAITING ON YOUR BACK STEPS
I AM WAITING IN MY CAR
I AM WAITING AT THIS BAR
I AM WAITING FOR YOUR ESSENCE

BABY, SWEET BABY, I WANNA FEEL YOUR BREATH
EVEN THOUGH YOU LIKE TO FLIRT WITH DEATH

BABY, SWEET BABY, CAN'T GET ENOUGH
PLEASE COME FIND ME AND HELP ME GET FUCKED UP

Refrain:

I AM WAITING HERE FOR MORE
I AM WAITING BY YOUR DOOR
I AM WAITING ON YOUR BACK STEPS
I AM WAITING IN MY CAR
I AM WAITING AT THIS BAR
I AM WAITING FOR YOUR ESSENCE

YOUR ESSENCE
YOUR ESSENCE

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drums Jim Keltner bass Tony Garnier guitar Lucinda Williams electric guitar Bo
Ramsey tremolo guitar Ryan Adams Hammond B3 organ Reese Wynans Violin/Viola
David Mansfield rhythm & live loop guitar, electric experience guitar, additional drums,
fuzz bass & acoustic guitars Charlie Sexton background vocals Gary Louris

REASON TO CRY

JUST TO SIT AND TALK
THE WAY WE USED TO DO
IT JUST BREAKS MY HEART
THAT I CAN'T GET CLOSE TO YOU

IF OUR EYES SHOULD MEET
SOMEWHERE DOWN THE ROAD
WILL YOU STOP AND BE SWEET
OR WILL YOU JUST WALK ON

I THOUGHT THINGS WOULD STAY THE SAME
I THOUGHT THINGS WERE RIGHT ON
IN OUR SUNNY DAYS
HOW COULD WE GO WRONG

NOW THESE DAYS HAVE FOUND US
RIGHT HERE WHERE WE STAND
WE THOUGHT WE WERE SO TOUGH
BUT NOTHING WORKED OUT LIKE WE PLANNED

OF EVERYTHING IN THIS WORLD
I GUESS I'LL NEVER KNOW WHY
SOMETHING AS GOOD AS THIS COULD
FLOWER UP AND DIE

WHEN YOU LOSE YOUR HAPPINESS
WHEN NO ONE'S STANDING BY
WHEN NOTHING MAKES ANY SENSE
YOU'VE GOT A REASON TO CRY
WHEN NOTHING MAKES ANY SENSE
YOU'VE GOT A REASON TO CRY

GET RIGHT WITH GOD

I WOULD RISK THE SERPENT'S BITE
I WOULD DANCE AROUND WITH SEVEN
I WOULD KISS THE DIAMONDBACK
IF I KNEW IT WOULD GET ME TO HEAVEN

REFRAIN:

'CAUSE I WANT TO GET RIGHT WITH GOD
YES, YOU KNOW YOU GOT TO GET RIGHT WITH GOD

I WOULD BURN SOLES OF MY FEET
BURN THE PALMS OF BOTH MY HANDS
IF I COULD LEARN AND BE COMPLETE
IF I COULD WALK RIGHTEOUSLY AGAIN

REFRAIN:

'CAUSE I WANT TO GET RIGHT WITH GOD
YES, YOU KNOW YOU GOT TO GET RIGHT WITH GOD

I WOULD SLEEP ON A BED OF NAILS
TILL MY BACK WAS TORN AND BLEEDING
IN THE DEEP DARKNESS OF HELL
THE DAMASCUS OF MY MEETING

REFRAIN:

I WANT TO GET RIGHT WITH GOD
YES, YOU KNOW YOU GOT TO GET RIGHT WITH GOD

I ASKED GOD ABOUT HIS PLAN
TO SAVE US ALL FROM SATAN'S SLAUGHTER
IF I GIVE UP ONE OF MY LAMBS
WILL YOU TAKE ME AS ONE OF YOUR
DAUGHTERS

REFRAIN:

'CAUSE I WANT TO GET RIGHT WITH GOD
YES, YOU KNOW YOU GOT TO GET
RIGHT WITH GOD

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drums Jim Keltner
resonator guitar Lucinda Williams
slide guitar Bo Ramsey
tremolo slide & rhythm guitars Charlie Sexton
background vocals Jim Lauderdale & Joy Lynn White

BUS TO BATON ROUGE

I HAD TO GO BACK TO THAT HOUSE ONE MORE TIME
TO SEE IF THE CAMELLIAS WERE IN BLOOM
FOR SO MANY REASONS ITS BEEN ON MY MIND
THE HOUSE ON BELMONT AVENUE

BUILT UP ON CINDERBLOCKS OFF OF THE GROUND
WHAT WITH THE RAIN AND THE SOFT SWAMPY LAND
BY THE SWEET HONEYSUCKLE THAT GREW ALL AROUND
WERE SWITCHES WHEN WE WERE BAD

Refrain:

I TOOK A BUS TO BATON ROUGE
I TOOK A BUS TO BATON ROUGE

ALL THE FRONT ROOMS WERE KEPT CLOSED OFF
I NEVER LIKED TO GO IN THERE MUCH
SOMETIMES THE DOORS THEY'D BE LOCKED 'CAUSE
THERE WERE PRECIOUS THINGS THAT I COULDN'T TOUCH

THE COMPANY COUCH COVERED IN PLASTIC
LITTLE BOOKS ABOUT BEING SAVED
THE DINING ROOM TABLE NOBODY ATE AT
THE PIANO NOBODY PLAYED

Refrain:

I TOOK A BUS TO BATON ROUGE
I TOOK A BUS TO BATON ROUGE

THERE WAS THIS BEAUTIFUL LAMP I ALWAYS LOVED
A SEASHORE WAS PAINTED ON THE SHADE

IT WOULD TURN AROUND WHEN YOU
SWITCHED ON THE BULB
AND GENTLY ROCK THE WAVES

THE DRIVEWAY WAS COVERED WITH
TINY WHITE SEASHELLS
A FIG TREE STOOD IN THE BACKYARD
THERE ARE OTHER THINGS I REMEMBER
AS WELL
BUT TO TELL THEM WOULD JUST BE
TOO HARD

GHOSTS IN THE WIND THAT BLOW
THROUGH MY LIFE
FOLLOW ME WHEREVER I GO
I'LL NEVER BE FREE FROM THESE
CHAINS INSIDE
HIDDEN DEEP DOWN IN MY SOUL

Refrain:

I TOOK A BUS TO BATON ROUGE
I TOOK A BUS TO BATON ROUGE

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drums Jim Keltner
bass Tony Garnier
acoustic guitar Lucinda Williams
lead guitar Bo Ramsey
rhythm & live loop guitar Charlie Sexton
background vocals Jim Lauderdale & Joy Lynn White

BROKEN BUTTERFLIES



YOU WEAR YOUR ANGER WELL AND STAND
FOR ALL THE WORLD TO SEE
A HEAVY CLOAK AND ONE GLOVED HAND
AND NO HUMILITY

YOU STAND INSIDE THE GARDEN
AND FEAST ON BLACK CHERRIES
AND SWALLOW THE MANNA FROM HEAVEN
AND SPIT OUT THE SEEDS

YOU SPREAD YOUR ANGER ON SHARP-
EDGED KNIVES
CUT MY SKIN AND MAKE IT BLEED
LIKE PILATE IN HIS SELF RIGHTEOUSNESS
YOU'RE A TRAITOR AND A THIEF

CHOKING ON YOUR UNPLANNED WORDS
COUGHING UP YOUR LIES
TUMBLING FROM YOUR MOUTH A FLURRY
OF BROKEN BUTTERFLIES

BROKEN BUTTERFLIES AT REST
THEIR WINGS HAVE SNAPPED IN TWO
ON THEIR WAY TO CERTAIN DEATH
THEIR COLORS GOLDEN BLUE

BUT THE BLOOD THAT FLOWS I CANNOT HIDE
THE BLOOD THAT COVERS ME

NOURISHES THE BUTTERFLIES
AND THEY ARE HEALED AND ARE SET FREE

I WISH YOU HAD WHAT RUTH POSSESSED
BUT THEN I DON'T EXPECT THAT OF YOU
GRACE AND HONOR AND FAITHFULNESS
AND THE LOVE THAT YOU REFUSE

WILL YOU EVER LEARN TO JUST FORGIVE
WILL YOU OPEN YOUR BEAUTIFUL EYES
AND BLEED THE WAY CHRIST DID
AND FIX THE BROKEN BUTTERFLIES

written by LUCINDA WILLIAMS
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drums & percussion Jim Keltner
acoustic bass Tony Garnier
resoelectric guitar Bo Ramsey
rhythm & live guitar loops Charlie Sexton
violin & viola David Mansfield
harmony vocals Joy Lynn White

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produced by
Charlie Sexton and Lucinda Williams
basic tracks produced by **Bo Ramsey**
co-produced by **Tom Tucker**

all songs written by Lucinda Williams

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Recorded and mixed by Tom Tucker at Mastermix Studios, Minneapolis, Minnesota

Assisted by Joe Lepinski and James (Fluff) Harley

Digital editing by Joe Lepinski

Mastered by Bernie Grundman at Bernie Grundman Mastering, Hollywood, CA

Lucinda Williams uses D'Addario Strings

Charlie thanks Karen and Marlo, GHS strings, Larry Dalton at Fishman,
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Bo thanks Lucinda, Tom Tucker, Sr. and staff, Frank Callari, Brian Harrison, Eric Heywood, Trip
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Jim Keltner, Cynthia Keltner, Tony Garnier, Trisha Mulligan, Reese Wynans, David Mansfield, Gary
Louris, Ryan Adams, Jim Lauderdale, and Joy Lynn White; Kerri Leich and Sarah Ellis; Karen Naff,
Jim Kemp, and Alan Messer; my band and crew; all my family between Arkansas and Louisiana;
and a special thank you to Richard Price for helping me get right with God.
peace & love & gracias para toda, Lucinda

Jim Keltner appears courtesy of Cynthia

A&R and Artist Development **Frank Callari**

Production Coordinator **Mike Griffith**

Booking Information **Frank Riley**, Monterey Peninsula Artists 831 375 4889

General Information **Frank Callari**, 615 524 7800

Photography/packaging design by Alan Messer Hair & Makeup: Sheila Davis

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website: www.lucindawilliams.com
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