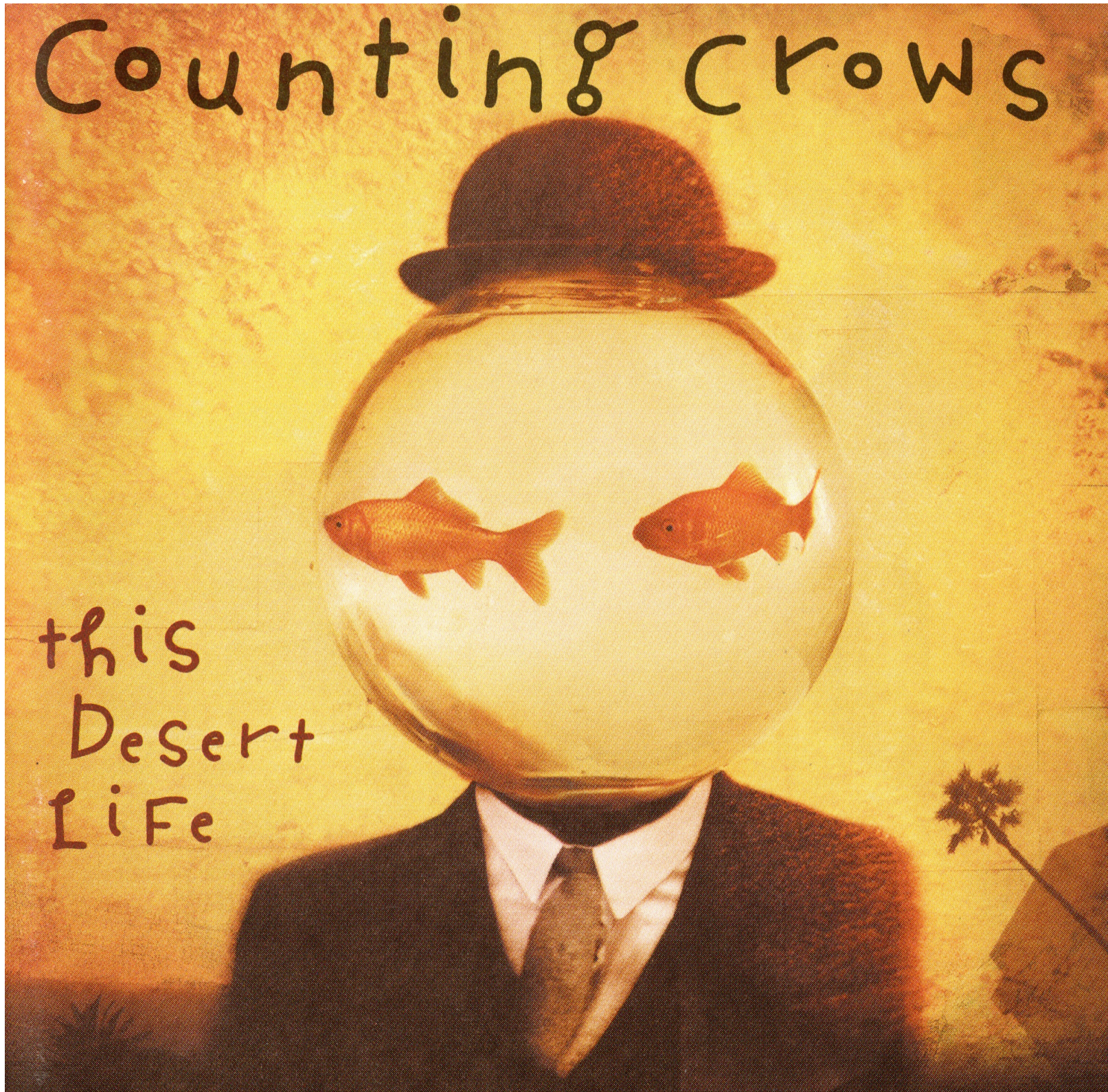


Counting Crows

this
Desert
Life



DGC

COUNTING CROWS THIS DESERT LIFE

069490415-2



Side 1

hAnginaround

mrs. potter's Lullaby

amy Hit The atmosphere

four days

all my friends

Side 2

High Life

colorblind

i wish i WAS a Girl

SPeEDWAY

st. Robinson in His cADILLAC dREAM

Produced by
David Lowery & Dennis Herring



GEFFEN RECORDS, INC.

DGC, 10900 Wilshire Blvd., Suite 1230, Los Angeles, CA 90024. Manufactured and distributed in the United States
by Universal Music & Video Distribution, Inc. ©1999 Geffen Records, Inc.
All rights reserved. Printed in the U.S.A. Unauthorized duplication is a violation of applicable laws.

069490415-2

COUNTING CROWS THIS DESERT LIFE

DGC

side 1

hAnginaround

mrs. potter's Lullaby

amy Hit The atmosphere

four days

all my friends

Side 2

High Life

colorblind

i wish i WAS a Girl

SPeEDWAX

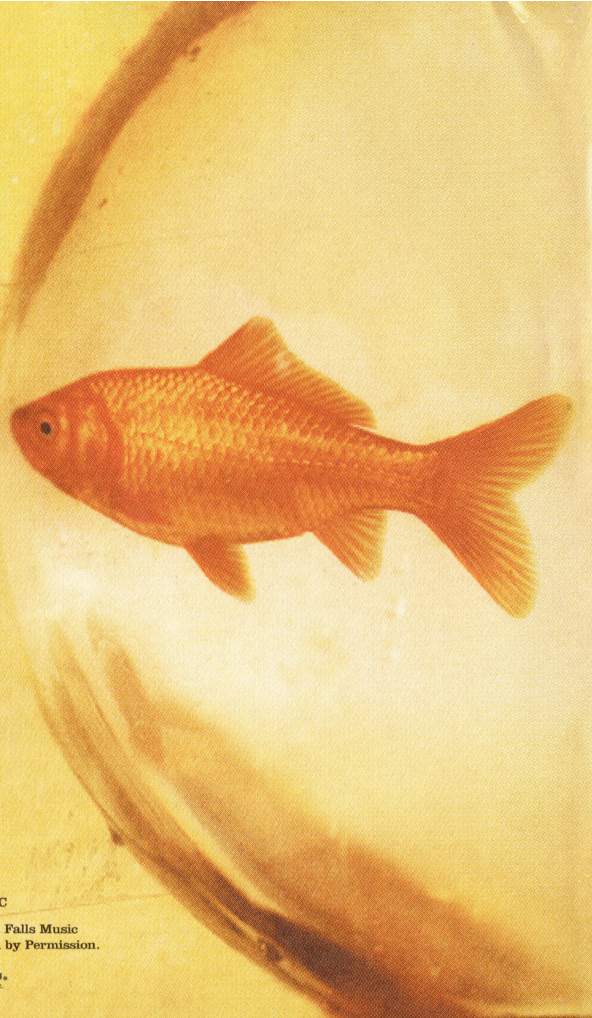
st. Robinson in His
CaBilLaC Dream

Produced by
David Lowery & Dennis Herring

Joe 90 appears courtesy of E Pluribus Unum Recordings LLC

All songs published ©1999 EMI Blackwood Music Inc./Jones Falls Music
(adm. By EMI-Blackwood Music Inc.) BMI. Lyrics Reprinted by Permission.

©1999 Geffen Records, Inc. All Rights Reserved.
Printed in the USA. 069490415-2



Counting Crows

this
Desert
Life



CoUntiNg CRoWs:

DaN ViCkREy:

Electric & Acoustic Guitars, Vocals, Sitar on "Amy Hit The Atmosphere"

Ben MiZe:

Drums, Percussion, Vocals

MaTt MalLey:

Bass, 12-String Guitars on "St. Robinson In His Cadillac Dream," Vocals

ChaRles GilLinGhaM:

Mellotron, Piano, Wurflitzer Electric Piano, Hammond B-3 Organ, Nord, KT Acoustic Guitar, Chamberlain, Vocals

ADAm DuRiTz:

Vocals; Piano on "hanginaround," (me & Charlie), "Mrs. Potter's Lullaby," "Amy Hit The Atmosphere," "All My Friends" (with Charlie's help) and "Colorblind," Loo Bells on "Amy Hit The Atmosphere" and "Colorblind"

DaVid BrySoN:

Electric & Acoustic Guitars, Slide Guitars, 12-string Electric Guitar on "Four Days"

Produced by David Lowery & Dennis Herring

Additional musicians: David Immerglück: Bass on "Four Days," Pedal Steel on "All My Friends," Outro Electric Guitar on "I Wish I Was A Girl," KT Mandolin, Clay Jones: Acoustic Guitar on "Mrs. Potter's Lullaby," Electric Guitar on "Four Days," Mandolin on "St. Robinson In His Cadillac Dream," David Lowery: KT b/v, Dennis Herring: Baby Keys on "Four Days," Loops on "St. Robinson In His Cadillac Dream," Chris Seefried: Chorus Backing Vocals on "I Wish I Was A Girl"

Hand Claps on "hanginaround" Gretchen Rosenblatt, Jennifer McComb, Heather McComb, Cinjun Tate, Cedric LeMoynes, Cindy Butler, Jeffrey Cain, Greg Slay, Adam Hamilton, Chris Seefried, Gary DeRosa, Craig Ruda, Ben Mize, Tony Moore, Teri Polo, Jen Keohane, Eddie Mills, Susan Johnson, Dan Vickrey, David Bryson, Charlie Gillingham

Honorary Clapping:

Nathan Fillion, Bonnie Somerville.

Drunken Backing Vocals on "hanginaround": David Lowery, Adam Duritz, Ben Mize & Dan Vickrey.

Only semi-drunken juice backing vocals: Chris Seefried, Gary DeRosa, Cinjun Tate, Adam Duritz, Dan Vickrey, Charles Gillingham.

Strings arranged by Charles Gillingham

Additional arranging & orchestration by David Campbell, strings, conducted by David Campbell
Violins: Joel Derouin, Eve Butler Viola: Matt Funes Cello: Larry Corbett

Recorded by Richard Hasal, Additional Engineers: Martin Pradler on "hanginaround," Jeff Sheehan on "High Life"

Mixed by Jim Scott, except "hanginaround" & "Four Days" mixed by Jack Joseph Puig & "Colorblind" mixed by Dennis Herring

Mixed at Village Recorders, West Los Angeles, CA and Ocean Way Studios, Hollywood, CA

Second Engineers: Ok Hee Kim, Jim Champagne

Mastered by Bob Ludwig at Gateway Mastering, Portland, Maine

Production coordinated by Janette Sheridan

Care & Feeding of the Animals: Aaron Kirsch

Recorded in a casino on a hill in Hollywood last year.

Creative Direction: Bill Merryfield Art Direction: Bill Merryfield, Dave McKean & Adam Duritz

Illustrations by Dave McKean cover illustration adapted from the book "The Day I Swapped My Dad For Two Goldfish" by Dave McKean & Neil Gaiman (White Wolf Press)

Photography: Rocky Schenck

Direct Management Group, Inc. Steven Jensen & Martin Kirkup, Janette Sheridan

Special thanks to Bill Thomson, Dennis Herring, David Lowery, Richard Hasal, Aaron Kirsch, Martin Pradler, Jeff Sheehan, Doug Sax and the Mastering Lab, Bob Ludwig at Gateway, Russell Jackson (for helping with the daily feedings), Tom Schindler, Kelly Dyer and Lawrence Manion (for turning our houses into studios), Jeff "Skippy" Payatt, Chris Seefried, Davey Faragher (for helping with "hanginaround"), Clay Jones (for helping period) and David Immerglück (for his generous donation to the daily poker pot).

More thanks to Todd Trent and Ludwig, Kristen Matt and Zildjian, Brett Avrill, Gary Brawer, Alex Perez at Fender Custom Shop, Wade Goeke, Matt Clark, Ampeg Bass Amps, Ernie Ball Strings, Jimmy Dunlop.

Even more for Gretchen Rosenblatt, Dashiell Gillingham, Hannah Mae, Amy Lea, John-John, Sydney-Sue, Ma, Pa and Jim, David, Kyle, Clay and Pete, John Bostosky, The 40-Watt, D.C. Herring, Johnny Hickman, John Dahl, Ted Demme, Joel Stillerman, Roger Kumble and Neil Moritz, Sal Jenco, Frank O'Riley and the Viper Room, Sarah Uphoff, Jennifer Rosero, Brent Bolthouse.

Need more, how about the Grand Marshal Henry "Red" Griffin, Isaac Webb, Charlie Brown, Alex "Pet" Bovaird, and all past, present and future C-Town residents, including Curtis Watson, Andre Carter, Gigolo Aunts (Dave Gibbs, Steve Hurley, John Skibic and Fred Eltringham), Chris Lane, Jenny Jen Jen Keohane, Gary, Maria, Noah, Emmylou, Tracy Falco, Monica (for being Monica), Tony Moore (for coming to Africa), Teri Polo (for letting him go), Milton (for taking us as close as we will ever need to be to animals that were seriously considering killing us), Remy Zero (Cinjun especially for the inspiration, (Alissa too), Cedric LeMoynes, Shelby Tate, Greg Slay and Jeffrey Cain) Cracker, Tony Berg and the Berg Family, Gil Norton, Bill Flanagan, Joe 90 (Chris Seefried, Adam Hamilton, Gary DeRosa and Craig Ruda) and my pal Pasquale Manocchia.

We would also never have gotten here without our Moms and Dads and brothers and sisters.

Not to mention Allen Lenard, Eddie Rosenblatt, John Sykes, Mitch Rose, Paola Palazzo, Judy McGrath, Wayne Isaak, Tom Freston, Martin Bandier, Bob Flax, Larry Solters, Mario Gonzalez, Bernie Gudvi, Jeff Hinkle, Rick Gomez, Joyce Mastro, John Connell, Ken Krasner, Marc Geiger, Steve Rennie, Nick Turner, Gen Tyrell, Bill Merryfield, Karen Glauber, Peter Baron, Bill Bennett, Robert Smith, Tom Whalley, E Pluribus Unum Recordings and Direct Management Group.

For the ticket buying crowd, we and you owe it all to Tom Mullally and our crew Alan Hornall, Doug Redler, Bill Thomson, Eric Anderson, Bruce Knight, Mike Duncan, Kory Carter, Richard Carter, Graham "Hutch" Hutchison, Jeff Lee and Jeff Leonardo.

Lastly, Matt wishes to thank Sri Mataji Nirmala Devi for everything and go see www.sahajayoga.org.

Visit countingcrows.com
Shop www.countingcrowdsdirect.com
Write info@countingcrows.com
Counting Crows Fan Club
Liberty Lyle Productions
300 Queen Anne Ave. N.
Suite 332 • Seattle, WA 98109



Words by Adam F. Duritz
Music by Adam F. Duritz, Dan Vickrey, Ben Mize, David Bryson

She sat right down on the sofa
I said, "Where have you been? I've been waiting for you.
Cause last night I had something so good
These days get so long and I got nothing to do"

I been hanginaround this town on the corner
I been bummin' around this old town so long
I been hanginaround this town on the corner
I been bummin' around this old town for way too long

We spend all day getting sober
Just hiding from daylight
Watching TV
We just look a lot better in the blue light
Well, you know I gotta get out
But I'm stuck so tight
Weighed by the chains that keep me...


hanginaround this town on the corner
I been bummin' around this old town too long
I been hanginaround this town on the corner
I been bummin' around this old town for way too long

And this girl listens to the band play
She says "where have you been?
I've been lyin right here on the floor"

hanginaround

Well, I got all this time
To be waiting for what is mine
To be hating what I am
After the light has faded

hanginaround this town on the corner
I been bummin' around this old town so long
I been hanginaround this town on the corner
I been bummin' around this old town for way, way,
way, way, way too long



Words & music by Adam F. Duritz

Well I woke up in mid-afternoon cause that's when it all hurts the most
I dream I never know anyone at the party and I'm always the host
If dreams are like movies, then memories are films about ghosts
You can never escape, you can only move south down the coast

Well, I am an idiot walking a tightrope of fortune and fame
I am an acrobat swinging trapezes through circles of flame
If you've never stared off in the distance, then your life is a shame
And though I'll never forget your face,
sometimes I can't remember my name

Hey Mrs. Potter don't cry
Hey Mrs. Potter I know why but
Hey Mrs. Potter won't you talk to me

Well, there's a piece of Maria in every song that I sing
And the price of a memory is the memory of the sorrow it brings
And there is always one last light to turn out and one last bell to ring
And the last one out of the circus has to lock up everything

Or the elephants will get out and forget to remember what you said
And the ghosts of the tilt-a-whirl will linger inside of your head
And the ferris wheel junkies will spin them forever instead
When I see you a blanket of stars covers me in my bed

Mrs. Potter's Lullaby

Hey Mrs. Potter don't go
Hey Mrs. Potter I don't know but
Hey Mrs. Potter won't you talk to me

All the blue light reflections that color my mind when I sleep
And the lovesick rejections that accompany the company I keep
All the razor perceptions that cut just a little too deep
Hey I can bleed as well as anyone, but I need someone to help me sleep

So I throw my hand into the air and it swims in the beams
It's just a brief interruption of the swirling dust sparkle jet stream
Well, I know I don't know you and you're probably not what you seem
But I'd sure like to find out
So why don't you climb down off that movie screen

Hey Mrs. Potter don't turn
Hey Mrs. Potter I burn for you
Hey Mrs. Potter won't you talk to me

When the last king of Hollywood shatters his glass on the floor
and orders another
Well, I wonder what he did that for
That's when I know that I have to get out cause I have been there before
So I gave up my seat at the bar and I head for the door

We drove out to the desert just to lie down beneath this bowl of stars
We stand up at the Palace like it's the last of the great Pioneertown bars
We shout out these songs against the clang of electric guitars
You can see a million miles tonight
But you can't get very far

Hey Mrs. Potter I won't touch and
Hey Mrs. Potter it's not much but
Hey Mrs. Potter won't you talk to me



AMY HIT THE ATMOSPHERE

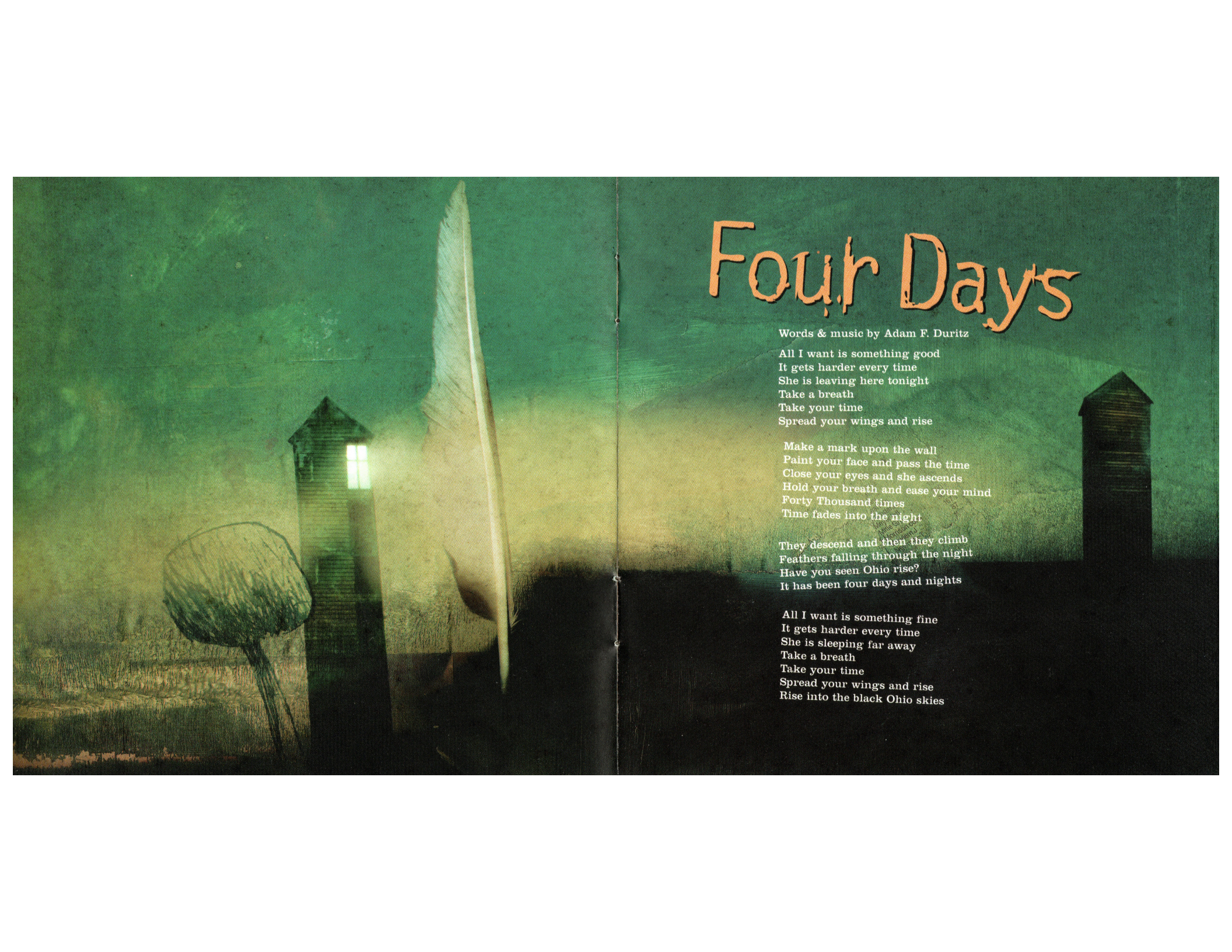
Words & music by Adam F. Duritz
Music by Adam F. Duritz & Matt Malley

If I could make it rain today
And wash away this sunny day down to the gutter
I would
Just to get a change of pace
Things are getting worse but I feel a lot better
And that's all that really matters to me

Amy hit the atmosphere
Caught herself a rocket ride out of this gutter and
She's never coming back, I fear
But any time it rains,
She just feels a lot better
And that's all that really matters to me

We've waited so long for someone to take us back home
It just takes so long
And meanwhile the days go drifting away
And some of us sink like a stone
Waiting for mothers to come

There has to be a change, I'm sure
Today was just a day fading into another
And that can't be what a life is for
The only thing she said was she feels a lot better
And that's all that really matters to me



Four Days

Words & music by Adam F. Duritz

All I want is something good
It gets harder every time
She is leaving here tonight
Take a breath
Take your time
Spread your wings and rise

Make a mark upon the wall
Paint your face and pass the time
Close your eyes and she ascends
Hold your breath and ease your mind
Forty Thousand times
Time fades into the night

They descend and then they climb
Feathers falling through the night
Have you seen Ohio rise?
It has been four days and nights

All I want is something fine
It gets harder every time
She is sleeping far away
Take a breath
Take your time
Spread your wings and rise
Rise into the black Ohio skies



Words & music by Adam F. Duritz

Thought I might get a rocket ride
When I was a child but it was a lie
That I told myself when I needed something good
At seventeen, had a better dream.
Now I'm thirty-three and it isn't me
But I'd think of something better if I could

All My Friends

All my friends and lovers leave me behind
I'm still looking for a girl
One way or another
I'm just hoping to find a way
To put my feet out in the world

Caught some grief from a falling leaf
As she tumbled down to the dirty ground.
Said I should have put her back there if I could
But everyone needs a better day
And I'm trying to find me a better way
To get from the things I do to the things I should

All my friends and lovers leave me alone
To try to have a little fun
One way or another I just wish I had known
To go out walking in the sun
And find out if you were the one

Does it make you wanna come a little closer now?
And did you wanna dance with me?
Did you wanna hum a little harder now?
Can you see her waiting there?
Can you see her? Because I'm almost there
Can you see her waiting there for someone like me?

All you want is a beauty queen
Not a superstar but everybody's dream machine
All you want is a place to lay your head
You go to sleep dreaming how you would
Be a different kind if you thought you could
But you come awake the way you are instead

All my friends and lovers shine like the sun
I just turn and walk away
One way or another
I'm not coming undone
I'm just waiting for the day



High Life

Words by Adam F. Duritz
Music by Dan Vickrey & Adam F. Duritz

All my friends got flowers in their eyes
But I got none this season
All of the last ten years blooms have gone and died
Time doesn't give a reason
Hey baby, do you ask yourself sometimes
What you need to be forgiven?
Everything that you've ever done wrong
Is the reason that I'm driven
Straight to you.

Waiting here for you
Wanting to tell you
How I get my ends and my beginnings mixed up too
Just the way you do
Thought if I told you
You might want to stay for just another day or two

Waiting for the trains that just never come
Beginning to believe in
the disappearing nature of the people we have been
We have begun to change into the worst kind of people
So unkind
Oh apologies, no apologies, this apology
Doesn't describe the way it feels to feel for you

Waiting here for you
Waiting here for you
Wanting to tell you
How I find myself slowly disappearing too
Just the way you do
Thought if I told you
You might want to help me to remain with you

I just wanna stay for a little while
I wanna stay for a little while

There's a night life falling down on me
I just feel like a change
Beneath the sun in the summer,
a sea of flowers won't bloom without the rain
But oh, this desert life, this high life
Here at the dying end of the day
I wasn't made for this scene baby
But I was made in this scene
And baby it's just my way
I don't wanna go home alone, I wanna come on home to you

Waiting here for you
Wanting to tell you
How I line my sky with all the silver I can use
Just the way you do
Thought if I told you
You might want to stay for just another day or two


A painting of a man with a dog's head, wearing a dark suit, white shirt, and tie. He is also wearing a tall, conical dunce cap. The background is a textured, dark blue and green. The painting is on the left side of a spread, with a vertical crease in the center.

Colorblind

Words by Adam F. Duritz
Music by Adam F. Duritz
and Charles Gillingham

I am colorblind
Coffee black and egg white
Pull me out from inside
I am ready
I am taffy stuck and tongue tied
Stutter shook and uptight
Pull me out from inside
I am ready
I am fine

I am covered in skin
No one gets to come in
Pull me out from inside
I am folded and unfolded and unfolding
I am colorblind
Coffee black and egg white
Pull me out from inside
I am ready
I am fine



Words by Adam F. Duritz
Music by Charles Gillingham, Adam Duritz & Counting Crows

The devil's in the dreaming
He tells you I'm not sleeping in my hotel room alone
With nothing to believe in
You dive into the traffic rising up
And it's so quiet
You're surprised
And then you wake

For all the things you're losing
You might as well resign yourself to try and make a change
I'm going down to Hollywood
They're gonna make a movie from the things that they find
crawling round my brain

I wish I was a girl so that you could believe me
And I could shake this static everytime I try to sleep
I wish for all the world that I could say,
"Hey Elizabeth, you know, I'm doing alright these days."

The devil's in the dreaming
You see yourself descending from a building to the ground
You watch the sky receding
You spin to see the traffic rising up
And it's so quiet
You're surprised
And then you wake

For all the things I'm losing
I might as well resign myself to try and make a change
But I'm going down to Hollywood
They're gonna make a movie from the things that they find
crawling round my brain

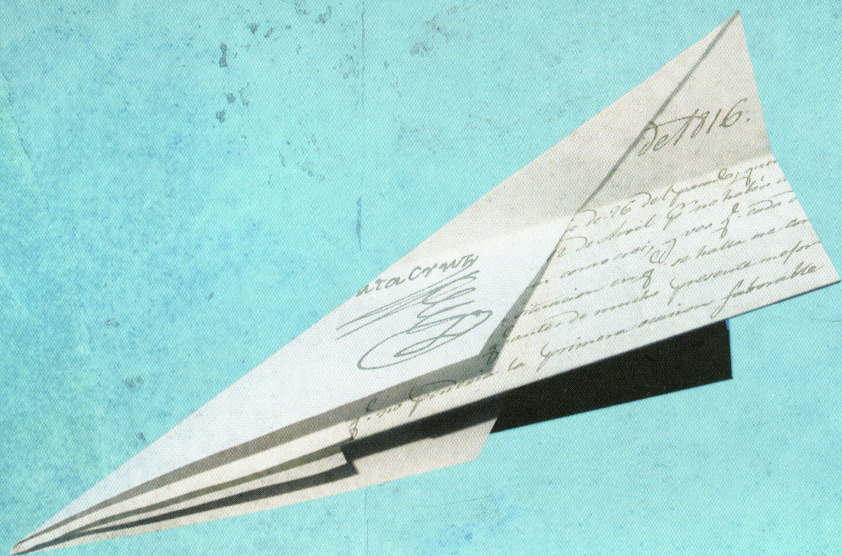
I wish i was a girl

I wish I was a girl so that you could believe me
And I could shake this static every time I try to sleep
I wish for all the world that I could say,
"Hey Elizabeth, you know, I'm doing alright these days."

In one of these dreams, you forgive me
It makes me think of the bad decisions that keep you at home
How could anyone else have changed?
All these wrong conclusions that leave you alone
How could everyone rearrange?
How could everyone else have changed?
What I see I believe

For all the things I'm losing
I might as well resign myself to try and make a change
Well, I'm going down to Hollywood
They're gonna make a movie from the things that they find
crawling around my brain

I wish I was a girl so that you could believe me
And I could shake this static everytime I try to sleep
I wish for all the world that I could say,
"Hey Elizabeth, you know, I'm doing alright these days."
But I can't sleep at night



Words by Adam F. Duritz
Music by Dan Vickrey & Adam F. Duritz

I get so nervous I'm shaking
Gets so I got no pride at all
Gets so bad but I just keep coming back for more
I guess I just get off on that stuff

I'm thinking about taking some time
I'm thinking about leaving soon

I got some things I can't tell anyone
I got some things I just can't say
They're the kind of things no one knows about
I just need somebody to talk to me

I'm thinking about leaving tomorrow
I'm thinking about being on my own
I think I been wasting my time
I'm thinking about getting out

In all this time,
The bottom line's you don't know how much I feel
You say you see but I don't agree
You don't know how I feel

Speedway

I'm just trying to get myself some gravity
You're just trying to get me to stay
Sometimes I sit here looking down upon Los Angeles
Sometimes I'm floating away

I'm thinking about breaking myself
I'm thinking about getting back home
I think I been waiting for way too long
I'm thinking about getting out

Hollywood Dr



ST. ROBINSON IN HIS CADILLAC DREAM

Words & music by Adam F. Duritz

Staring out of his window as the world rushes by
Arthur Robinson closes the glass and replies,
"I dream of Ballerinas and I don't know why
but I see Cadillac's sailing

I was born on the shores of the Chesapeake Bay
But Maryland and Virginia have faded away
And I keep thinking tomorrow is coming today
So I am endlessly waiting

And the comet is coming between
Me and the girl who could make it all clean
Out there in the shadow of the modern machine
Walks St. Robinson in his Cadillac dream.

Carrie's down in her basement all toe shoes and twinned
With the girl in the mirror who spins when she spins
From where you think you'll end up to the state that you're in
Your reflection approaches and then recedes again

And the comet is coming between
Me and the girl who could make it all clean
Out there in the shadow of the modern machine
Walks St. Robinson in his Cadillac dream.

I have dreamed of a black car that shimmers and drives
Down the length of the evening to the carnival side
In a house where regret is a carousel ride
We are spinning and spinning and spinning and now...

There's a hole in the ceiling down through which I fell
There's a girl in a basement coming out of her shell
And there are people who will say that they knew me so well...
I may not go to heaven
I hope you go to hell

And the comet is coming between
Me and the girl who could make it all clean
Out there in the shadow of the modern machine
Walks St. Robinson in his Cadillac dream."





GEFFEN RECORDS, INC.

069490415-2

©1999 Geffen Records, Inc.
DGC, manufactured and distributed
in the United States
by Universal Music & Video Distribution, Inc.
All rights reserved.
Unauthorized duplication
is a violation of applicable laws.



069490415.

1-1-8



1685

1FPI 1044