1. Me Against The Music featuring Madonna
2. (I Got That) Boom Boom featuring Ying Yang Twins
3. Showdown
4. Breathe On Me
5. Early Mornin’
6. Toxic
7. Outrageous
8. Touch Of My Hand
9. The Hook Up
10. Shadow
11. Brave New Girl
12. Everytime
13. Me Against The Music featuring Madonna Rishi rich’s desi Kulcha Remix
14. The Answer (Bonus Track)

ME AGAINST THE MUSIC featuring Madonna
(6. Spears/Madonna/C. Stewart/T. Tab
Nicks/Many/R. Mortgage/N. Nash/G. O’Brien)
Zomba Songs Inc/Britney Spears Music (adm. by Zomba
Songs Inc.) [BMI]/Weba Girl Publishing (all rights
or behalf of Weba Girl Publishing administered by WM
Music Co.) Songs of Peer, Ltd. (adm. by WM
Music Pub/Tabalusa Music/Hito South (adm. by Music
Windspief/Songs of Peer, Ltd./Songs of Peer, Ltd. c/o
BMG/Morningstar Trail Music (ASCAP)/Copyright Control)
Produced by Trixter for RedZone Entertainment Inc.
Co-Produced by Renee Magnier for RedZone
Entertainment Inc. • Arranged by C. “Tricky” Stewart,
Penelope Magnier, Britney Spears and Steve Lust
Rounded by Britney Spears, Max Martin, Benny
Batter Osland, NYC and Triangle Sound Studios, Atlanta, GA
Madonna’s Vocals Recorded by Mark “Spike” Stent at
Olympic Studios, London • Mixed by Serban Ghenea at
Metropolis Studios, London • Mixed by Serban Ghenea at
Virgin Beach, VA and Mark “Spike” Stent at Olympic Studios, London
Assistant Engineers: Charles McCreery, David Treahern,
Rob Hagger and Tim Roberts • Guitar: Gray O’Brien
All Other Instruments and Programming: C. “Tricky” Stewart
• Background Vocals: Britney Spears, Penelope Magnier,
Courtney Copeland, Emma Roos and Roxanne Estrada
• Digital Editing: Brian “B-Luv” Thomas, John Hanes
and P-Dub Walton

[I GOT THAT] BOOM BOOM featuring Ying Yang Twins
[R. Hamilton/C. Royal/R. Hamilton/D. Holmes/E.
Jackson]
Zomba Songs Inc/Hits District (adm by Zomba
Songs Inc.) EMI/Param Co-Publishing/Island
Publishing/Colossal Music/EWC Publishing/Dr. Crippler
Publishing (BMI)
Produced by Roy, “Royalty” Hamilson for Hits-District.com
Arranged by Roy, “Royalty” Hamilton and Steve Lust
Recorded by Paul Mucquag and Rich Tingman
Westlake Audio, Los Angeles, CA and Battery Studios,
NYC • Mixed by Serban Ghenea at MixStar Studios,
Virgin Beach, VA • Assistant Engineers: Michael Copp,
Jason Franko and Tim Roberts • Bass and Guitar: Roy
Garrett • All Other Instruments: Roy, “Royalty” Hamilton
Background Vocals: Britney Spears, Roy Hamilton, Elisa
Greene, and Ying Yang Twins
Additional Pro Tools Engineering: John Hanes

SHOWDOWN
Jonback)
Zomba Songs Inc/Britney Spears Music (adm. by Zomba
Songs Inc.) BMI/Columbia/EMI Music Inc. c/o EMI
Music Pub Ltd/Murk Songs AB, administered in the U.S.
and Canada by Universal-PolyGram Int. Pub., Inc. (ASCAP)
Produced and Recorded by Bloodshy & Avant for Murk
Music AB • Arranged by Bloodshy & Avant
and Steve Lust • Recorded at Murk Studios,
Stockholm, Sweden and Record Plant, Hollywood, CA
Mixed by Mikael Flyckt at Khabang Studio, Stockholm,
Sweden • Assistant Engineers: J.D. Anderson and Jonas
Olsman • Background Vocals: Britney Spears, Cathy
Dennis, Emma Holmgren and BlackCell • Guitar: Henrik
Jonback • Bass: Thomas Lindberg
All Other Instruments and Programming: Bloodshy &
Avant • Digital Editing: Bloodshy & Avant and Chris
Haggerity

BREATHE ON ME
[S. Lee/S. Anderson/L. Greene]
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On Behalf of Warner/Chappell Music Ltd. administered by
WM Music Corp.

Produced by Mark Taylor for Metropolis Productions
Recorded by Pablo Menegia at Battery Studios, NYC
and Mark Taylor at Metropolis Studios, UK
Mixed by Mark Taylor at Metropolis Studios, UK
Assistant Engineers: Jon, L. Yoon, Matt Perdicize and
Rich Topper • Keyboards and Programming: Steve
Anderson • Background Vocals: Britney Spears and Liss
Greene • Production Coordinator: Vanessa Lezark
EARLY MORNIN’
(B. Spears/Moby/C. “Tricky” Stewart/P. Magnet)

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Produced and Engineered by Moby
Vocals Produced and Arranged by Troxter and Penelope Magnet for RedZone Entertainment Inc. • Vocal Recording and Digital Editing: Brian “B-Luv” Thomas • Recorded at Battery Studios, NYC and Triangle Sound Studios, Atlanta, GA • Mixed by Serban Ghenea at MixStar Studios, Virginia Beach, VA • Assistant Engineers: Rich Trapper, Vance Hornbuckle and Tim Roberts • All Other Instruments and Programming: Moby • Background Vocals: Britney Spears, Tricky, Penelope Magnet and Kyron Leslie • Additional Pro Tools Engineering: Dug and John Hanes

TOXIC
(C. Dennis/C. Karlsson/P. Winnberg/H. Jonback)

Colgems-EMI Music Inc. c/o EMI Music Pub., Ltd./Murlyn Music AB, administered in the U.S. and Canada by Universal PolyGram Int. Pub., Inc. (ASCAP)

Produced and Recorded by Bloodshy & Avant for Murlyn Music: AB • Arranged by Bloodshy & Avant and Steve Lund • Recorded at Murlyn Studios, Stockholm, Sweden and Record Plant, Hollywood, CA • Mixed by Niklas Flyckt at Khabang Studio, Stockholm, Sweden • Assistant Engineers: J.D. Andrew and Jonas Odatea • Guitar: Henrik Jonback • Bass: Thomas Lindberg • All Other Instruments and Programming: Bloodshy & Avant • Background Vocals: Britney Spears, Cathy Dennis, Emma Holmgren and Black Call • Bollywood Strings: Stockholm Session Strings • Strings Arranged and Conducted by Janson & Janson • Digital Editing: Bloodshy & Avant
OUTRAGEOUS
(R. Kelly)

Zomba Songs, Inc./R. Kelly Publishing, Inc. ©adm. by Zomba Songs, Inc./BMI.

Produced by R. Kelly • Recorded by Ian Mereness, Abel Gamblinl and Andy Graffis at The Chocolate Factory, Chicago, IL • Vocals Produced and Arranged by Tristen and Penelope Magnet for Red Zone Entertainment, Inc. • Vocals Recorded by Brian "B Liv" Thomas at Battery Studios, NYC • Programmed by Ian Mereness and Abel Gamblinl • Mixed by Serban Ghenea at MixStar Studios, Virginia Beach, VA • Co-Mixed by R. Kelly • Assistant Engineers: Rich Tapper, Nathan Wheeler, Steve Berkes, Jason McComb and Tim Roberts • Guitar: Donnie Kyle • Additional Keyboards: Kendall Nesbit • Background Vocals: Britney Spears, R. Kelly, Roxanne Estrada and Penelope Magnet • Digital Editing: Brian "B Liv" Thomas and John Hanes

TOUCH OF MY HAND
(B. Spears/J. Harry/B. Muhammad/S. Solomon)


Produced by Jimmy Harry and Shep Solomon for Blue Angel Arranged by Jimmy Harry • Recorded by Brad Gilderman and Chris Pedarch at Pacific Studio, N. Hollywood, CA, Westlake Audio, Los Angeles, CA and 3:20 Studios, Los Angeles, CA • Mixed by Mark "Noize" Steir at Olympic Studios, London • Assistant Engineers: David Trahearn and Bob Haggert • String Arrangement: Ed Allen • All Keyboards, Guitars and Programming: Jimmy Harry • Digital Editing: Don Yaskey and P-Dub Walton

THE HOOK UP
(B. Spears/C. "Tricky" Stewart/T. "Tab" Nkhereanye/P. Magnell)

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Produced by Tristen for Red Zone Entertainment, Inc. Co-Produced by Penelope Magnet for Red Zone Entertainment, Inc. • Arranged by C. "Tricky" Stewart • Mixed by Serban Ghenea at MixStar Studios, Virginia Beach, VA • Guitar: Gary O’Brien • Additional Keyboards: Darrin Couto • All Other Instruments and Programming: C. "Tricky" Stewart • Dancemall Vocal flavo by BUD for FULL FORCE Productions • Background Vocals: Britney Spears, Penelope Magnet and Roxanne Estrada • Digital Editing: Brian "B Liv" Thomas and John Hanes

SHADOW
(B. Spears/C. Christy/S. Strock/G. Edwards/C. Midnight)


Produced, Recorded and Arranged by THE MATRIX at Decoy Studios, Studio City, CA • Mixed by Mick Guzauskas at Serking Doctoral Studio, Mount Kisco, NY • Assistant Engineers: Andrew Napier and Tom Bender • Background Vocals: THE MATRIX, Britney Spears and The Wizard of Oz
BRAVE NEW GIRL
(B. Spears/B. Krierff/J. Schwartz/K. Dioguardi)

Zomba Songs Inc./Britney Spears Music/Kierulf Songs, Inc./Mugby Bay Publishing (all adm. by Zomba Songs Inc.)/K Stuff Publishing (BMI)

Produced by Brian and Josh for KNS Productions, Inc. Music Recorded by Brian and Josh at The Dojo, NYC and Westlake Audio, Los Angeles, CA • Vocals Recorded and Edited by Brian and Mike Tucker at The Dojo, NYC and Westlake Audio, Los Angeles, CA • Assistant Engineer: Tony Zeller • Programming, Keyboards and Guitars: Brian Kierulf • Additional Guitars: Josh Schwartz • Background Vocals: Britney Spears, Kara Dioguardi and Jennifer Kerr

EVERYTIME
(B. Spears/A. Stamatelatos)

Zomba Songs Inc./Britney Spears Music (adm. by Zomba Songs Inc.) (BMI)/Sea Nymph (ASCAP)

Produced by Guy Sigsworth Recorded at Conway Studios, Los Angeles, CA Mixed at Frau Frau Control, London All Instruments Performed by Guy Sigsworth. Engineered, Edited and Mixed by Sean McGhee Assistant Engineer: Seth Waldmann

Bonus Remix:
ME AGAINST THE MUSIC Featuring Madonna
Rishi Rich’s Deej K stu Mix

Zomba Songs Inc./Britney Spears Music (adm. by Zomba Songs Inc.) (BMI)/Webe Girl Publishing (all adm. by Webe Girl Publishing) administered by WB Music Corp./Songs of Peer, Ltd./March Ninth Music Pub/Tabaluga Music/Hitco South (adm. by Music of Windway)/Songs of Peer, Ltd./Songs of Peer, Ltd./of/6/6 Morningdale Trail Music (ASCAP)/Copyright Control

Produced by Trixter for RedZone Entertainment Inc. Co-Produced by Penelope Magnet for RedZone Entertainment Inc. Remixed Produced and Programmed by Rishi Rich for TwoPointNine Ltd., UK at The Heights Recording Studio, London + Additional Arrangement by Steve Lunt and Serban Ghenea • Mixed by Serban Ghenea at MEStar Studios, Virginia Beach, VA • Vocals Recorded by Brian “B-Luv” Thomas at Battery Studios, NYC and Triangle Sound Studios, Atlanta, GA • Madonna’s Vocals Recorded by Mark “Spike” Stent at Olympic Studios, London • Assistant Engineers: Charles McCray, David Freedman, Rob Haggart and Tim Roberts • Guitar: Gary O’Brien • Additional Keyboards: Mentor • Tumbi and Alprokes: Pardeep Sandhu Orchestra Background Vocals: Britney Spears, Penelope Magnet, Courtney Cepeland, Emma Roads and Awesome Grads • Project Shouts: Juggy D Digital Editing: Brian “B-Luv” Thomas, John Hanes and P-Dub Wallon

Ying Yang Twins appear courtesy of TVT Records Madonna appears courtesy of Warner Bros. Records Madonna managed by Carresse Henry for Galante Management

All tracks mastered by Tom Coyne at Sterling Sound NYC
THE ANSWER (Bonus Track)
(R. Leslie/S. Combs)


Produced by Sean “P. Diddy” Combs for The Hitmen/Bad Boy Entertainment, Inc. and Ryan Leslie for Next Selection Music
Recorded by Rob Paustian at Daddy’s House Recordings, NYC
Mixed by Paul Logus For Logusound at Daddy’s House Recordings, NYC
Assistant Engineers: Lyn Montrose and Alexis Seaton
All Instruments: Ryan Leslie - Background Vocals: Britney Spears
Production Coordinator: Slam

Ying Yang Twins appear courtesy of TVT Records
Madonna appears courtesy of Warner Bros. Records
Madonna managed by Carese Henry for Caliente Management

All tracks mastered by Tom Coyne at Sterling Sound, NYC
Thank You:

First and foremost, I want to thank the Lord for blessing me with so many precious gifts and moments I can cherish forever. My amazing family for their unconditional love. Larry Rudolph for always being there for me. Dan Dymtrow and Jen Webster for all you do. My assistant Felicia and my security Tony and Moe for making me feel safe.

Vivian Lewit and everyone at Davis Shapiro Lewit, Montone and Hayes, LLP. David Zedek, Susan Bank, Mo Morrison, Rickey Minor, Richard Chanier, my dancers, band and crew. Johnny Mac and Nina Biggar. Stacy Smith and everyone at Stacy Smith and Associates.

I want to thank all the producers that I worked with: Red Zone and Penelope Magnet... thanks for the fun. Bloodshy & Avant, Moby, Guy Sigsworth, R. Kelly, Josh & Brian, Roy Hamilton, Sean "P. Diddy" Combs, Jimmy Harry & Shep Solomon, Mark Taylor, Linda Perry and THE MATRIX.

Steve Lunt - the greatest A&R guy in the world! Thanks for having my back and being on the same page.
Jive Records and Zomba for always being supportive even when I say you’re wrong. Barry Weiss, Tom Carrabba, Sonia Muckle, Randy Miller, Kim Kaiman, Deane Marcus, Dan Zucker, Lynda Simmons, Joe Riccitelli, Jackie Murphy, JoAnn Kaeding, Michael Galbe, Janet Kleinbaum, Denise George, Bob Anderson, Jon Michugh, Peter Theo, Richard Blackstone, Julia Lipart, Daniel Sassoon, Gerry Kuster, Stephanie Tudor, Roberto Magnini, Jennifer Sabba, Jeff Dodes, Diane Covucci, Steven Savoca, Chris Melvin, Jim Backus, Marilyn Lopez, Carlos Vega, Jessie Maldonado, Chris Ward, Allison Joyce, Shari Kane, Tanille Mcpain, Jennifer Kroog, Sasha Tylim, Nathalie Marini, Joyne Cohen, Niki Benjamin, Jenny Colwell, Linda Finke, Julia Dillon, Mark Michel, Jeff "JR" Rizzo, Joe Daddio, Tom "TC" Cunningham, Phil Poulos, Kelley Ashtrain, Rose Braunstein, Doug Hamann, Amy Basler, Michelle Deleon, Laura Bartlett, Amanda Levine, Mandy Heinbauch, Cara Bridgins, Olivia Echeverria, Peggy Apostolides, Michele Shpetner, David Stamm, Nancy Roef, Kristin Russell, Allyson Levy, Michelle Borek, Christian Alcantara, Lori Drielchaz, Eric Beall, Brian Gately, Mary Kay Boo, David Schmidt, Chaz Harper, Chris Dunn, Tamara Miller, Donna Ferrante, Frank Famalaro, Jean Kelly, Maria Ho, Susan Annamumma, Wanda Corlana, Justin Oaski, Kupao Janda, Abby Lin, Gina Orr, John Strazzia, Claudia Paulisen and Diane Lockner.

Everyone at BMG for your continued love and support.

Madonna, for being on my record. This is something I’ll always remember, thank you.

CL, LL, Jansen, Courtney, Carissa and Jenny for being my girls. I love you all. Medusa--I told you I wouldn’t forget. You guys rock! Kevin and Columbus - we haven’t even begun.

To all my fans--I wouldn’t be here if it weren’t for you!!

For all official Fan Club information, please visit my website at www.brineyspears.com

Management: Larry Rudolph for ReignDeer Entertainment
Management Representative: Dan Dymtrow

Legal Representation: Vivien Lewit, Esq. for Davis, Shapiro, Lewit, Montone & Hayes, LLP

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