

A photograph of Britney Spears sitting on a wooden bench. She has long, straight blonde hair and is wearing a white, ruffled, off-the-shoulder top and dark, lace-up boots. She is looking directly at the camera with a serious expression. A red laser beam is visible in the background, passing behind her. The background is a blue wall with a window. The name "Britney" is written in a yellow, stylized font in the upper right corner.

Britney





## i'm a slave 4 u

(C. Hugo/P. Williams) *EMI Blackwood Music o/b/o itself and Waters of Nazareth (BMI)/EMI April Music, Inc. o/b/o Chase Chad Music (ASCAP)*  
Produced by The Neptunes. Recorded by Andrew Coleman at Master Sound Studios, Virginia Beach, VA and Brian Garten at Right Track Studios, NYC. Mixed by Serban Ghenea at Windmark Recording, Virginia Beach, VA. Assistant Engineers: Ryan Smith, Tim Roberts. All Instruments by Pharrell Williams & Chad Hugo for The Neptunes. All Vocals by Britney Spears

## overprotected

(M. Martin/Rami) *Maratone/Zomba Enterprises Inc., (ASCAP)*. Produced by Max Martin and Rami for Maratone Productions. Recorded by Max Martin and Rami at Maratone Studios, Stockholm, Sweden and Battery Studios, NYC. Mixed by Max Martin and Rami at Maratone Studios, Stockholm, Sweden. Pro Tools Engineer at Battery Studios: Michael "PGA Tour" Tucker. Pro Tools and Vocalwestefolloway Engineer: John Amatiello, Assistant Engineer at Battery Studios: Charles McCrorey. Guitars: Max Martin, Turntable: Daniel Savio. Background Vocals: Britney Spears, BossLady

## lonely

(B. Spears/J. Schwartz/B. Kieruff/R. Jerkins) *Zomba Songs Inc./Britney Spears Music/Mugsy Boy Publishing/Kieruff Songs Inc. (all adm. by Zomba Songs Inc.)/EMI Blackwood Music, Inc. o/b/o itself and Rodney Jerkins Productions (BMI)*. Produced by Rodney Jerkins for Darchild Entertainment Inc. Vocals Produced and Arranged by Brian Kieruff and Josh Schwartz for KNS Productions, Inc. Vocals Recorded by Brian Kieruff and Josh Schwartz at Rusk Sound Studios, Los Angeles, CA; The DOJO, Jackson, NJ; Battery Studios, NYC and Fabian Marasciullo at 2nd Floor Recording, Orlando, FL. Mixed by Jean-Marie Horvat at The Hit Factory Criteria, Miami, FL. Assistant Engineers: Aaron Kaplan, Jill Tengan, Javier Valverde. Drum and Keyboard Programming: Rodney Jerkins, Brian Kieruff. Bass: Josh Schwartz. Guitars: Brian Kieruff, Josh Schwartz, Isaac Phillips. Background Vocals: Britney Spears, Jennifer Karr

## i'm not a girl, not yet a woman

(M. Martin/Rami/Dido) *Maratone/Zomba Enterprises Inc./Warner Chappell Music Ltd. (PRS) (adm. by WB Music Corp.) (ASCAP)*. Produced by Max Martin and Rami for Maratone Productions. Recorded and Mixed by Max Martin and Rami at Maratone Studios, Stockholm, Sweden. Lead Vocals Recorded by Michael Tucker at Battery Studios, NYC. Assistant Engineer at Battery Studios: Charles McCrorey. Pro Tools and Vocalwestefolloway Engineer: John Amatiello. Guitars: Esbjörn Öhrwall. Bass: Thomas Lindberg. Background Vocals: Jeanette Olsson, Max Martin

## boys

(C. Hugo/P. Williams) *EMI Blackwood Music o/b/o itself and Waters of Nazareth (BMI)/EMI April Music, Inc. o/b/o Chase Chad Music (ASCAP)*  
Produced by The Neptunes. Recorded by Andrew Coleman at Master Sound Studios, Virginia Beach, VA and Brian Garten at Right Track Studios, NYC. Mixed by Serban Ghenea at The Hit Factory, NYC and Windmark Recording, Virginia Beach, VA. Assistant Engineers: Dan Milazzo, Tim Roberts. All Instruments by Pharrell Williams & Chad Hugo for The Neptunes. All Vocals by Britney Spears

## anticipating

(B. Spears/J. Schwartz/B. Kieruff) *Zomba Songs Inc./Britney Spears Music/Mugsy Boy Publishing/Kieruff Songs Inc. (all adm. by Zomba Songs Inc.) (BMI)*. Produced by Brian Kieruff and Josh Schwartz for KNZ Productions, Inc. Recorded by Brian Kieruff and Josh Schwartz. Recorded at Rusk Sound Studios, Los Angeles, CA; The DOJO, Jackson, NJ; Battery Studios, NYC and Sound On Sound Studios, NYC. Mixed by Stephen George at Battery Studios, NYC. Assistant Engineers: Aaron Kaplan, Rich Tapper, Jill Tengan, Charles McCrorey. All Programming by Brian Kieruff. Guitar: Nile Rodgers. Bass and Additional Guitars: Brian Kieruff. Background Vocals: Britney Spears, Jennifer Karr. Strings Arranged by Jimmy Rondillo and Mark Suzzo. Strings Recorded by Yasu

## i love rock n' roll

(J. Hooker/A. Merrill) *Finchley Music Corp. (ASCAP)/Rak Publishing Ltd. (PRS) (adm. by Music & Media International Inc. for the US and Canada)*  
Produced by Rodney Jerkins for Darkchild Entertainment Inc. Recorded by Fabian Marasciullo and Brian Gilderman at The Record Plant, Los Angeles, CA and The Hit Factory Criteria, Miami, FL. Mixed by Jean-Marie Horvat at The Hit Factory Criteria, Miami, FL. Assistant Engineers: Javier Valverde, Marc Lee. Guitars: Paul Umbach. Scratches: Corey Chase. Background Vocals: Ann Marie Bush, Sue Ann Carwell, Tyler Collins, Deann Dover, Albert D. Hall, Damien Hall, Maxayn Morguchi, Jeff Pescetto, Jason R. Scheff, Chris Thompson, Will Wheaton, Jr.

## cinderella

(M. Martin/Rami/B. Spears) *Maratone/Zomba Enterprises Inc./ (ASCAP)/Zomba Songs Inc./Britney Spears Music (adm. by Zomba Songs Inc.) (BMI)*. Produced by Max Martin and Rami for Maratone Productions. Recorded by Max Martin and Rami at Maratone Studios, Stockholm, Sweden. Assistant Engineer/Pro Tools Engineer: John Amatiello. Background Vocals: Britney Spears, Jeanette Olsson



## let me be

(B. Spears/J. Schwartz/B. Kierulf) *Zomba Songs Inc./Britney Spears Music/Mugsy Boy Publishing/Kierulf Songs Inc.* (all adm. by *Zomba Songs Inc.*) (BMI) Produced by Rodney Jerkins for Darkchild Entertainment Inc. Vocals Produced and Arranged by Brian Kierulf and Josh Schwartz for KNS Productions, Inc. Vocals Recorded by Brian Kierulf and Josh Schwartz at Rusk Sound Studios, Los Angeles, CA; The DOJO, Jackson, NJ; Battery Studios, NYC and by Fabian Marasullo at 2nd Floor Recording, Orlando, FL. Mixed by Jean-Marie Horvat at The Hit Factory Criteria, Miami, FL. Assistant Engineers: Aaron Kaplan, Jill Tengan, Javier Valverde, Rick Tapper, Charles McCrorey. Drum and Keyboard Programming: Brian Kierulf, Rodney Jerkins. Bass: Brian Kierulf. Guitar: Isaac Phillips. Background Vocals: Britney Spears, Jennifer Karr

## bombastic love

(M. Martin/Rami) *Maratone/Zomba Enterprises Inc.*, (ASCAP). Produced by Max Martin and Rami for Maratone Productions. Recorded and Mixed by Max Martin and Rami at Maratone Studios, Stockholm, Sweden. Assistant Engineer/Pro Tools Engineer: John Amatiello. Background Vocals: Nana Hedin, Annika Tömkvist, BossLady

## that's where you take me

(B. Spears/J. Schwartz/B. Kierulf) *Zomba Songs Inc./Britney Spears Music/Mugsy Boy Publishing/Kierulf Songs Inc.* (all adm. by *Zomba Songs Inc.*) (BMI) Produced and Recorded by Brian Kierulf and Josh Schwartz for KNS Productions, Inc. Recorded at Battery Studios, NYC; The DOJO, Jackson, NJ. Mixed by Michael Tucker at Battery Studios, NYC. Assistant Engineer: Rich Tapper. All Programming and Instruments by Brian Kierulf. Background Vocals: Britney Spears, Jennifer Karr

## when i found you

(J. Elofsson/D. Hill) *TBC/It Dreams Had Wings Music Ltd.*, (adm. by *Zomba Enterprises Inc.*) (ASCAP). Produced by Peter Kvint for Jailhouse Productions. Recorded by Peter Kvint at Jailhouse Studios, Stockholm, Sweden. Vocal Engineer at Shanongs: Mathias Wenge. Mixed by Simon Nordberg and Peter Kvint at Toy Town Studios, Stockholm, Sweden. Additional Mixing by Hoffe Stanow

## i run away

(J. Schwartz/B. Kierulf) *Zomba Songs Inc./Mugsy Boy Publishing/Kierulf Songs Inc.* (all adm. by *Zomba Songs Inc.*) (BMI) Produced by Brian Kierulf and Josh Schwartz for KNS Productions, Inc. Recorded by Brian Kierulf and Josh Schwartz at Rusk Sound Studios, Los Angeles, CA; The DOJO, Jackson, NJ; Battery Studios, NYC and Sound On Sound Studios, New York, NY. Mixed by Stephen George at Battery Studios, NYC. Assistant Engineers: Rich Tapper, Charles McCrorey. Programming and Guitars: Brian Kierulf. Additional Guitars: Josh Schwartz. Strings Arranged by Jimmy Biondillo and Mark Suozzo. Strings Recorded by Yasu

## what it's like to be me

(J. Timberlake/W. Robson) *Tennman Tunes* (all adm. by *Zomba Enterprises Inc.*) (ASCAP)/*WaJeRo Sound* (adm. by *South Hudson Music*) (BMI) Produced by Wade J. Robson for WaJeRo Entertainment, Inc. and Justin Timberlake for Tennman Productions. Recorded by Pablo Munguia at Westlake Audio, Los Angeles, CA and Michael Tucker at Battery Studios, NYC. Mixed by Rich Travali at The Hit Factory, NYC. Assistant Engineers: Jamie Duncan, Charles McCrorey, Rich Johnson. Vocal Arrangement by Justin Timberlake. All Music by Wade J. Robinson.

## before the goodbye

(B. Spears/B. Transeau/J. Schwartz/B. Kierulf) *Zomba Songs Inc./Britney Spears Music* (all adm. by *Zomba Songs Inc.*)/*Embrace The Future Music/Mugsy Boy Publishing/Kierulf Songs Inc.* (both adm. by *Zomba Songs Inc.*) (BMI) Produced and Programmed by BT. Engineered by Steven Barkan and BT at 4 Box Studios/Time. Carlos Vasquez of Digital Assassins appears courtesy of Offworld Music

BONUS TRACK:

overprotected (darkechild radio edit)  
i'm not a girl, not yet a woman (metro remix)  
i'm a slave 4 u (thunderpuss radio mix)

Pharrell Williams and Chad Hugo on N.E.R.D. appear courtesy of Virgin Records American, Inc.  
All tracks mastered by Tom Coyne at Sterling Sound, NYC



## **i'm not a girl, not yet a woman** (M. Martin/Rami/Dido)

I used to think I had the answers to everything/But now I know/Life doesn't always go my way/

Feels like I'm caught in the middle/That's when I realize

**CHORUS:** I'm not a girl, not yet a woman/All I need is time, a moment that is mine/While I'm in between/  
I'm not a girl/There is no need to protect me/It's time that I/Learn to face up to this on my own//I've seen  
so much more than you know now/So don't tell me to shut my eyes

**CHORUS - repeat**

But if you look at me closely/You will see it in my eyes/This girl will always find her way

**CHORUS**

(I'm not a girl) I'm not a girl don't tell me what to believe/(Not Yet a woman) I'm just trying to find  
the woman in me, yeah/(All I need is time) oh, all I need is time/(A moment that is mine) That is mine/  
While I'm in between./I'm not a girl, not yet a woman, no no/

**All I need is time, a moment that is mine/While I'm in between/I'm not a girl, ooh not yet a woman**

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Special Thanks: First I want to say I feel extremely blessed. I want to thank the Almighty Creator from up above for giving me so many beautiful gifts in my life. One of the best gifts of all - being able to share my music with the world. I thank You and love You for that. It's nice to know You're only a prayer away! I want to tell my sweet family I love them more than anything. It's really nice to have a family that can laugh as much as we do. Bryan - I'm truly proud to say you're my brother and no you can't drive my car! Tell "cuddles" to be good! Jamie Lynn - I love you more than you'll ever know!! And please talk to me when I call ya "Miss Thang." Daddy - I love you so much, especially when you cook for me!! Mama - thanks for being the best role model in the world. I want to be just like you when I'm older. I just won't ask my daughter to get me coffee in the grocery store!! HA HA - I love you!! J - you're the one I love - the one I live for - the one I can't live without! Fe - thank you for sticking with me and being my best friend. Lordy - we're really been thru it all! Much more to come - good luck with "just bead it" and also with Malibu Ken! Robbells - "Fanks" for making me feel so safe and next time I get real scared I'll use your technique and god hide behind a pole!! "Fanks" for advancing EVERYTHING - including my life! One day I promise you the purple Lamborghini - one that your shoes will fit in! Many more "tornado heads" your way - don't make Fe pull off her flip-flop and whoop yo ass! Q and my security team - you guys are the best. I truly feel safe and protected - thanks! To Larry Rudolph and Johnnt Wright - words cannot express how grateful I am to have the two of you on my side and heading up my team! I love you both and Johnny, I can't wait to babysit! To Mark Steverson - take a break, get some sleep! To Dan "cuddles" Dymtrow & Jen "J-webb" Webster - thanks for everything! Thanks also to Vivien Lewit, Steven Beer, Kristi Gamble, George Gilbert, Adam Kaplan and Johnny Mac. Thank you to everyone at Wright Entertainment Group: Erika Wright, Ada Mojica, Mariel Armitage, Dave Brown, Roy Wynns, Sally Ann Ball, Melinda Bell, Tandy Gilstrap, Lara Beth Sampe, Michael "Lacy" Wellman, Leticia Cabello, Christina Roberts and Robert Watson. To Theresa Page - our own little angel. Thank you Max and Rami for your continuously amazing songs and all of your hard work (owner of an Irish ♥) he he. To Chad and Pharrell - thanks to you guys for helping me rediscover who I really am and what I'm really about. My heart tells me this is only the beginning for us! Chad - stay cool! Pharrell - I regret I didn't get to measure up to your dance moves in my video! Josh and Brian - you are not amazing songwriters but you guys are amazing to work with. Thanx for making me feel so comfy writing with you guys. Rodney - thanx for being the genius that you are. Dido - it was truly an honor for you to be part of my album. Thanks for your input. BT - thnaks for welcoming us into your home and letting us love Chill and Turbo. Jürgen - I so enjoyed our writing sessions at your "safe haven" studio. Brad & Alex - thanks, guys, for all your hard work. To Nile Rodgers: you're so chic! Thanks to Bert Padell and Pat Marchese for taking such good care of me! David Zedeck - the king of agents - thank you for "setting the stage" for me to perform on! Thanks to David Lipman, Steven Klein and Herb Ritts. Glam Squad - Fran, Kevin, Kurt (Pukey), Bart, Karen (tragedy), Manuella, Michelle. Thanks for making me feel so beautiful and laugh SO HARD. Wade (WaJeRo) - thanks for all the many hours - all your creative input and knowing this is just the beginning. Love ya! To Nelson Blanchard - thank you for giving me so much an incredible jump-start to my career. To my dancers, band and crew - without you all the show definitely can't go on!



Your love and support means everything to me! To the triple threat - Laura Lynne, Jasen and Courtney - thanks for always being my best friends - it's nice to know I have people like you I can laugh and act really crazy with! Thanks for loving me now as you loved me then! I dedicate this album to my Aunt Sandra and MawMaw Ruth - I love you both dearly! Clive - it's truly an honor to know someone as genius as you could continually believe in me! Thanks for giving me the life I've dreamed of! Special Thanks to Barry Weiss, my guide through the jungle of the music biz. Special Thanks to Lynda Simmons for always protecting my visions and making GREAT videos! Thanks to my worldwide Jive/Zomba family: Stuart Watson, Martin Dodd, Steve Jenkins, Kurt Thielen, Bert Mayer, Paul Paoliello, Ryan Wright, Christophe LaMeignere, JoAnn Kaeding and Michael Galbe. To my wonderful team at Jive and Zomba, I thank you from the bottom of my heart for all your hard work and care, every unfailing year: Tom Carrabba, Neil Portnow, Ivan Gavin, Dan Zucker, Joe Riccitelli, Jackie Murphy, Denise George, Janet Kleinbaum, Bob Anderson, Jon McHugh, Peter Thea, Richard Blackstone, Rachelle Greenblatt, Brian Roberts, Julia Lipari, Lori Landew, Paul Katz, Seth Schachner, Gerry Kuster, Stephanie Tudor, Benny Tarantini, Victor Jackson, Roberto Magrini, Jennifer Sabba, Michael Babcock, Jeff Dodes, Diane Covucci, Mark Flaherty, Steven Savoca, Chris Melvin, Aaron Simon, Marilyn Lopez, Carlos Vega, Jessie Maldonado, Claudine Atout, Tanielle McBain, Nathalie Marin, Jayne Cohen, Niki Bejamine, Jenny Colwell, Linda Finke, Julia Dillon, Mark Michel, Bill Richards, James "Hurricane" Heathfield, Jeff "JR" Rizzo, Joe Daddio, Dawn Fox, Tom "TC" Cunningham, Trish Bock, Phil Poulos, Kelley Ashtari, Rose Braunstein, Neil Harris, Jennifer Ryan, Doug Hamann, Mozy Mosanko, Micki Boas, Amanda Levine, Mandy Heinbaugh, Elisa Garcia, Cara Bridgins, Allison Joyce, Olivia Echeverria, Peggy Apostolides, Mickey Carter, Michele Shpetner, Carline LeBlanc, Jim Backus, Jennifer Kroog, Sasha Tylim, Chase, Rebecca Bercy, David Stamm, Joyve Sevilla Stern, Nancy Roof, Shay Young, Jennifer Ludwig, Shari Kane, Abby Wohl, Michelle Borek, Christian Alcantara, Maria Cosmelli, Velisa Crayton, Lori Drelicharz, Beth Neidlinger, Megan Hudson, Eric Beall, Paul Umbach, Denise Levy, Deborah Keegan, Brian Gately, Chaz Harper, Susan Morrison, Chris Dunn, Donna Ferrentigo, Stacey Romano, Elsa Viera, Frank Famularo, Jean Kelly, Maria Ho, LaCrissa Spencer, Lauren Meola, Glenn Schwartz, Susan Annarumma, Wade Leak, Wanda Coriano. To Pete Jones and everyone at BMG - you are always so good to me, making sure the fans hear my songs. Thank you so very much for your continued love and support. Thank you to my movie family: everyone at Fuzzy Bunny: the wonderfully talented Tamra Davis and Shonda Rhimes, Ann Carli, John Hughes and Melanie Pipes, Dan Carlin at Segue Music, everyone at MTV Films and Paramount Pictures, especially Van Toffer, David Gale, Sherry Lansing, Rob Friedman and Arthur Coher, Rob Lee at Bayonne Entertainment, and my leading ladies and gentlemen: Taryn Manning, Zöe Saldana, Anson Mount, Dan Aykroyd & Kim Cattrall. To my fans - thanks for embracing, loving me and supporting me - it's overwhelming to think so many wonderful people like you are behind me. I do this for you!

Please write to me care of my only official fan club worldwide:

Britney Spears Official International Fan Club, CS 9712, Bellingham, WA USA 98227 or email me at: [emailBritney@radiant.net](mailto:emailBritney@radiant.net)

**And Check out Britney online at [www.britney.com](http://www.britney.com) and [www.britneyspears.com](http://www.britneyspears.com)**

Management: Larry Rudolph & Johnny Wright Entertainment Group;  WYG Legal Representation: Rudolph & Beer, LLP

Be sure to pick up **Britney: The Videos** (01242-41785-3/9) Including the hit videos for "I'm A Slave 4 U" and "I'm Not A Girl, Not Yet A Woman" on Zomba Home Video and DVDs in store November 20, 2001

Also available on Tuesday January 22, 2002 on Zomba Home Videos and DVDs **Britney Spears Live From Las Vegas** (01241-41784-2/9) on HBO filmed Sunday, November 18, 2001



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Styling by Kurt & Bart; Makeup by Kevyn Aucoin; Hair by Kevin Mancuso for themanething.com;

Fairy Illustration artwork by Jordana & Mark Archer-May







1. i'm a slave 4 u
2. overprotected
3. lonely
4. i'm not a girl, not yet a woman
5. boys
6. anticipating
7. i love rock n' roll
8. cinderella
9. let me be
10. bombastic love
11. that's where you take me
12. when i found you
13. i run away
14. what's it like to be me
15. before the goodbye
16. overprotected (darkechild radio edit)
17. i'm not a girl, not yet a woman (metro remix)
18. i'm a slave 4 u (thunderpuss radio mix)

Mastered by Tom Coyne at Sterling Sound, NYC

AN ORIGINAL SOUND RECORDING MADE BY ZOMBA RECORDING CORPORATION

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