

1 CALL ME MAYBE 2 CURIOSITY 3 PICTURE 4 TALK TO ME 5 JUST A STEP AWAY 6 BOTH SIDES NOW





® & © 2012 604 RECORDS INC.
#101 – 1001 WEST BROADWAY, UNIT 362, VANCOUVER, BC V6H 4E4.
ALL RIGHTS RESERVED. MANUFACTURED AND DISTRIBUTED BY UNIVERSAL
MUSIC CANADA., 2450 VICTORIA PARK AVE., SUITE #1, TORONTO,
ONTARIO M2J 5H3. UNAUTHORIZED REPRODUCTION, COPYING AND
RENTAL OF THIS RECORDING IS PROHIBITED BY LAW.

CALL ME MAYBE

I threw a wish in the well Don't ask me I'll never tell I looked at you as it fell And now you're in my way

I trade my soul for a wish Pennies and dimes for a kiss I wasn't looking for this But now you're in my way

Your stare was holding Ripped jeans Skin was showing Hot night Wind was blowing Where you think you're going baby?

Hey I just met you And this is crazy But here's my number So call me maybe It's hard to look right at you baby But here's my number So call me maybe

Hey I just met you And this is crazy But here's my number So call me maybe And all the other boys Try to chase me But here's my number So call me maybe

You took your time with the call I took no time with the fall You gave me nothing at all But still you're in my way

I beg and borrow and steal At first sight and it's real I didn't know I would feel it But it's in my way Your stare was holding
Ripped jeans
Skin was showing
Hot night
Wind was blowing
Where you think you're going baby?

Hey I just met you And this is crazy But here's my number So call me maybe It's hard to look right at you bab But here's my number So call me maybe

Before you came into my life
I missed you so bad
I missed you so bad
I missed you so so bad
Before you came into my life
I missed you so bad
And you should know that
I missed you so bad, bad, bad, bad....

It's hard to look right at you baby But here's my number So call me maybe

Hey I just met you And this is crazy But here's my number So call me maybe And all the other boys Try to chase me But here's my number So call me maybe

Before you came into my li I missed you so bad I missed you so bad I missed you so so bad Before you came into my life I missed you so bad And you should know that So call me maybe

CURIOSITY

Break a bone
Got me on my knees
You break my heart
Just to watch it bleed

I'm sick with love Sick like a disease Don't call me up Just so I can please you

I can't stand the way you're smiling I can't stand the way I'm lying

I know, I know, I know you got the key And you know, you know, you know that it's for me It's not up to you, you know it's up to me but Curiosity will never let me go

Oh oh oh oh oh oh Uh oh
Oh oh oh oh oh oh oh
Will never let me go
Oh oh oh oh oh oh oh
Uh oh

Look at me Left here in the corner Stupid girl I really tried to warn her

Walked the streets all night
Until you came around
Knew that you would come
Before you ever even made a sound

I know, I know, I know you got the key And you know, you know, you know that it's for me It's not up to you, you know it's up to me but Curiosity will never let me go Oh oh oh oh oh oh Uh oh Oh oh oh oh oh oh Will never let me go Oh oh oh oh oh oh Uh oh Curiosity

So don't break me tonight
This is crazy love
And you know I'm gunna follow you home
Through the rain
Cause I need your love
And you know I'm gunna follow you home

Cause I need your love and you know I'm going to follow you..

I know, I know, I know you got the key You know, you know, you know that it's for me Well I think that we should try it out to see yeah Curiosity

So don't break me tonight
This is crazy love
And you know I'm gunna follow you home
Through the rain
Cause I need your love
Yes I need your love

So don't break (don't break) me tonight (me tonight)
This is crazy love
And you know I'm gunna follow you home
Through the rain
Cause I need your love
Yes I need your love

Will never let me go
Oh oh oh oh oh
Uh oh
Oh oh oh oh oh
Will never let me go
Oh oh oh oh oh oh
Uh oh Curiosity will never let me go

PICTURE

I could take a picture Of you and me together No one would believe me No one would believe me

Say it in a whisper That baby it don't get much better Would I like to see you again?

And I will pick the city
We'll fly away
Till then, call me when you miss me
If you're asking if I'd really like to see you again
I say oh... just say when

Tell me that you feel it This you and me together No one would believe me Even I cannot believe it

You kiss me like you mean it Oh baby, it don't get much better Would I like to see you again?

Darling just say when

You name the day
And I will pick the city
We'll fly away
Till then, call me when you miss me
If you're asking if I'd really like to see you again
I say oh... just say when

Two different worlds I thought they'd keep us apart I'm ignoring my head Follow my heart

Oh you pick the day
And I will pick the city
We'll fly away
Till then, call me when you miss me
I am willing to wait
Cause I just gotta see you again
Don't ask no... just say when

Just say when...

I could take a picture Of you and me together No one would believe me No one would believe me

TALK TO ME

Every morning As I go walking by I feel vou lookina That's why I take my time Oh oh veah

I can see what 'cha wanna do to me You can feel it something's gonna break Well I'm in if you're in Let's make a big mistake

Talk to me, why won't you talk to me Can't you see I'm burning up When you look like that And I'm looking right back Why don't you talk to me Walk with me baby

When he's singing his song Well all the young girls sigh And we'll be wearing those things That make a grown man cry Oh oh yeah yeah

I can see what 'cha wanna do to me You can feel it something's gonna break Well I'm in if you're in Let's make a big mistake

Talk to me, why won't you talk to Can't you see I'm burning up When you look like that And I'm looking right back Why don't you talk to me Walk with me baby

Come on take me away I've been yours from the start Summer nights, summer days I'll be your summer heart

Come on take me away I've been yours from the start...

When it's love like that And you look like that

Talk to me, why won't 'cha talk to me Can't you see I'm burning up When you look like that And I'm looking right back Why don't 'cha talk to me Walk with me baby

Come on take me away I've been yours from the start Summer nights, summer days I'll be your summer heart

Come on take me away I've been yours from the start

Talk to me, why won't you talk to me Can't you see I'm burning up When you look like that And I'm looking right back Why don't you talk to me talk to me Why won't 'cha talk to me

JUST A STEP AWAY

In the space between the words In the silence of your eyes In the hands that know the touch It's the way I feel inside

Here we are Dancing cross this floor together With every step I take I seem to want you more than ever You made me love you Look into my eyes I want to tell you

I'll never let vou down And I'll never go away And if your ever feeling down I'm just a step away

I'll never let vou down And I'll never go away And if your ever feeling down I'm just a step, just a step, just a step away

It's the beating of your heart It's the tear I have to hide It's the sound of your guitar It's the way I feel inside

Here we are Dancing cross this floor together With every step I take I seem to want you more than ever You made me love you Look into my eyes I want to tell you

I'll never let you down And I'll never go away

And if your ever feeling down I'm just a step away

I'll never let you down And I'll never go away And if your ever feeling down I'm just a step, just a step, just a step away

If you need a shoulder Or someone to hold you I'll keep my arms open wide I'll be the one who loves you I'll be right there by your side

Here we are Dancina cross this floor together With every step I take I seem to want you more than ever You made me love you Look into my eyes I want to tell you

I'll never let you down (I'll never let you down) And I'll never go gway (And I'll never go gway) And if your ever feeling down (And if your ever feeling down) I'm just a step away

I'll never let you down And I'll never ao away And if your ever feeling down I'm just a step away

I'll never let you down And I'll never go away And if you're ever feeling down I'm just a step, just a step, just a step away

In the space between the words In the silence of your eyes In the hands that know the touch It's the way I feel inside

BOTH SIDES NOW

Bows and flows of angel hair And ice-cream castles in the air Feather cannons everywhere I've looked at clouds that way

Now they only block the sun They rain and snow on everyone So many things I would have done But clouds got in my way

I've looked at clouds from both sides now

I've looked at clouds from both sides now From up and down and still somehow It's clouds illusions I recall I really don't know clouds at all

Moons and Junes and ferris wheels The dizzy, dancing way you feel When every fairy tale comes real I've looked at love that way

But now it's just another show You leave 'em laughing when you go And if you care don't let them know Don't give yourself away

I've looked at love from both sides now From give and take and still somehow It's loves illusions I recall I really don't know love at all

Tears and fears and feeling proud To say I love you right out loud Dreams and schemes and circus crowd I've looked at life that way

But now old friends are acting strange They shake their heads They say I've changed Well somethings lost and somethings gained in living every

I've looked at life from both sides now

I've looked at life from both sides now From win and loose and still somehow It's lifes illusions I recall I really don't know life

I've looked at clouds from both sides now From up and down and still somehow It's clouds illusions I recall I really don't know clouds at all

I really don't know life at all







Produced and Engineered by Ryan Stewart Recorded at Winecellar Studios, Vancouver, BC

Except:

"Call Me Maybe" Produced and Engineered by Josh Ramsay Recorded at Umbrella Studios, Richmond, BC

Mixed by Dave Ogilvie at Warehouse Studios and Mushroom Studios, Vancouver, BC Assisted by Zach Blackstone, Brock McFarlane and Jeremy Patch Additional Editing by Nik Pesut

Mastered by Gene Grimaldi at Oasis Mastering, Burbank, CA

Each producer played all instruments and added harmonies to their respective tracks

Call Me Maybe written by Carly Rae Jepsen, Josh Ramsay, and Tavish Crowe Published by Carly Rae Music, Regular Monkey Productions and Tavish Crowe

Curiosity written by Carly Rae Jepsen and Ryan Stewart Published by Carly Rae Music and Nettwerk One Music Picture written by Carly Rae Jepsen Published by Carly Rae Music

Talk To Me written by Carly Rae Jepsen and Ryan Stewart Published by Carly Rae Music and Ardias Music Publishing

Just A Step Away written by Larry Jepsen, Carly Rae Jepsen and Ryan Stewart
Published by beneathmyhands Publishing, Carly Rae Music and Ardias Music Publishing

Both Sides Now written by Joni Mitchell Published by Siquomb Publishing Corp.

Managed by Simkin Artist Management A&R: Jonathan Simkin / 604 Records Inc. Design: Re:form [AVW] Photography: Vanessa Heins

www.carlyraemusic.com twitter.com/carlyraejepser

THANK YOU:

To YOU... Thanks for listening and making all of this possible. :)

Dad, Patty, Mom, Ron, Colin, Kaela and Katie <3. Thank-you for the jam session nights, the dance parties, the years of encouragement and the love.

Jonathan Simkin. Thank-you for believing in this project and helping it to grow. I feel so lucky to have landed in the 604 family. You always have my back.

John Dexter. Your support and guidance have been invaluable to me.

Ryan Stewart. This is your baby as much as mine. I've enjoyed every second of creating this album with you. I truly cannot thank you enough.

Josh Ramsay. You musical genius. Thank-you for the countless opportunities you have given me plus all of the music / touring advice.

Dave Ogilvie. You are unbelievably talented and have quickly become one of my truest friends. Working with you was too much fun. Thank-you.

Kesi Smyth, Jenna Robson, Ben Knechtel, Keri Gilleard, Nicole Mucci, Julie Baldwin, Amber Lockhart, Jen Meyer, Chad Kroeger and everyone else at 604 l couldn't ask for a dreamier team. Thank-you for your hard work and constant friendship.

Bill Miller, Christy Bosworth, Adrian Lock, Eve McCormick and everyone at Dexter Entertainment. Thank-you for your support and guidance.

Thank-you to Randy Lennox, Nicole Van Severen, and everyone at Universal Music. Thank-you to Colin Lewis and everyone at the Agency.

Tavish Crowe, my little Peanut and everyone in the band who literally made this record come to life, I salut you. Nik Pesut, Solomon Standing, Andrew Rasmussen and Jarred Manierka. Your dedication and professionalism astounds me. Here's to many touring adventures..!

Joni Mitchel and Larry Jepsen. Two of my favourite writers who have graciously allowed me to use their material, thank-you.

Jordi Ashworth thank-you for loving me and keeping me sane. Before you came into my life I missed you so bad.

To my amazing friends and family... Katie Mattie, Veronique Roy, Brandon Hamilton, Barron Sullivan, Adam Hobson, Kevin Maher, Amanda McEwan, Kurt Maas, Racheal Ashmore, Maddi Parent, Cameron Brown and many more...
The Jepsens, the Hobsons, the Jakobs, the Lanzarottas, the Barazzas, the Zacharuks, the Matties, the Stewarts, the Ashworths and all the people who have touched my life and inspired me, I thank-you!

CARLY RAE

We acknowledge the financial support of the Government of Canada through the Department of Canadian Heritage (Canada Music Fund) and of Canada's Private Radio Broadcasters.