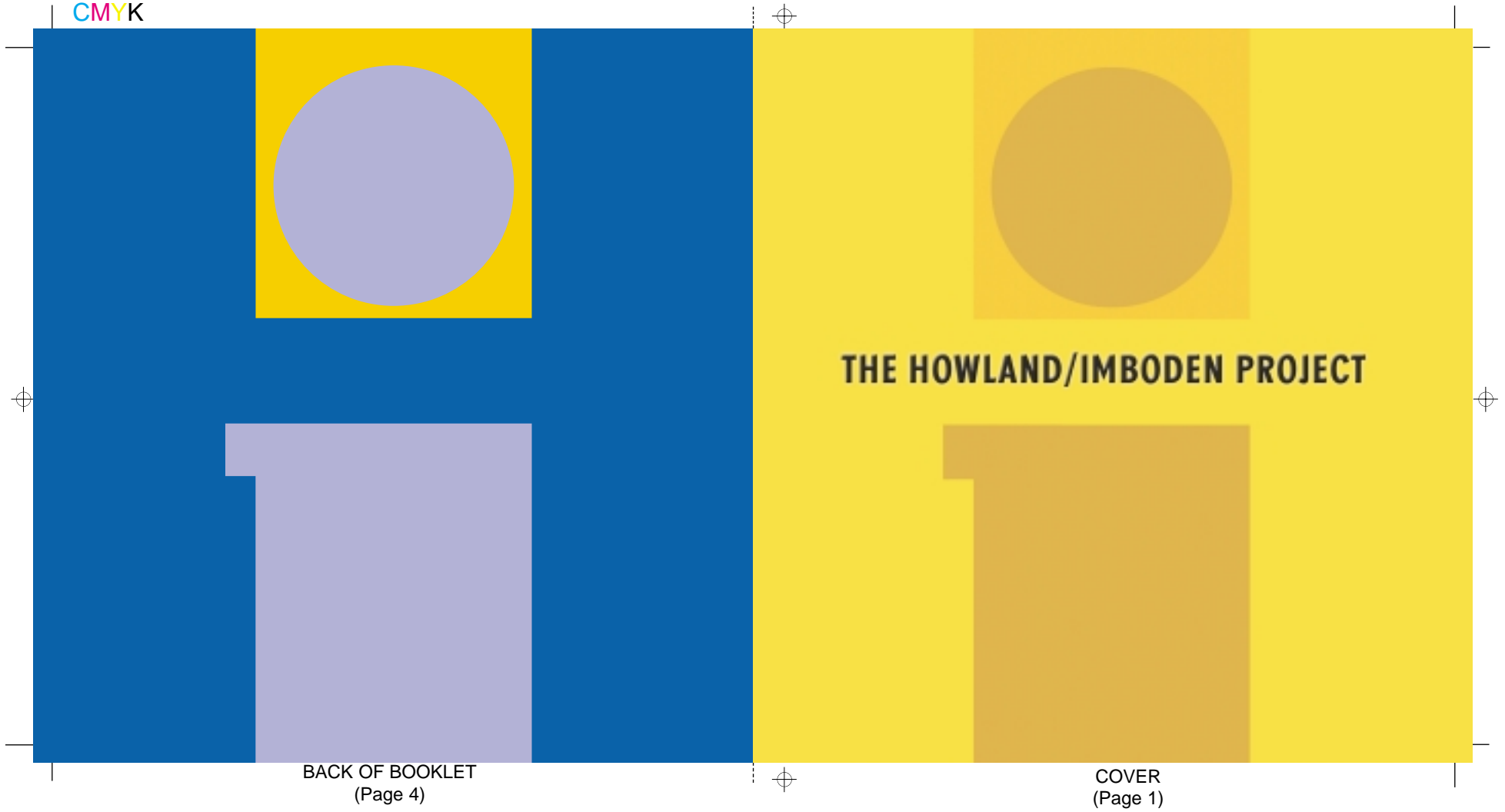


CMYK



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**DON'T WAKE THE BABY 7:58**

Keith Howland, Tris Imboden, Lance Morrison  
Keith Howland Music-ASCAP, Tris Imboden Music-ASCAP,  
Megalopolis Music-ASCAP

Keith Howland: Guitars  
Tris Imboden: Drums  
Lance Morrison: Bass  
Steve Weingart: Keyboards  
Grace Howland: Vocals

NOTE: No babies were unduly upset during the recording of this song.

**THEME FROM A LOVE DREAM 7:29**

Robert Lamm, Keith Howland, Tris Imboden  
Laminations Music-ASCAP, Keith Howland Music-ASCAP,  
Tris Imboden Music-ASCAP

Keith Howland: Guitars  
Tris Imboden: Drums  
Robert Lamm: Keyboards  
Lee Loughnane: Trumpet, Flugelhorn  
Kevin Ricard: Percussion  
Jason Scheff: Electric Upright Bass

**CEMENT MIXER 3:34**

Keith Howland, Tris Imboden  
Keith Howland Music-ASCAP, Tris Imboden Music-ASCAP

Keith Howland: Guitars  
Tris Imboden: Drums  
Bill Champlin: Electric Piano,  
Hammond B-3  
Jimmy Earl: Bass  
Mark Russo: Alto Sax



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**YOUR OLD THINGY 7:46**

Keith Howland, Tris Imboden, Lance Morrison  
Keith Howland Music-ASCAP, Tris Imboden Music-ASCAP,  
Megalopolis Music-ASCAP

Keith Howland: Guitars  
Tris Imboden: Drums  
Jeff Babko: Electric Piano  
Lance Morrison: Bass  
Kevin Ricard: Percussion

**FALLIN' IN A HOLE 6:04**

Keith Howland, Tris Imboden, Lance Morrison  
Keith Howland Music-ASCAP, Tris Imboden Music-ASCAP,  
Megalopolis Music-ASCAP

Keith Howland: Guitars, Keyboards  
Tris Imboden: Drums, Harmonica  
Lance Morrison: Bass  
Hank Steiger: Inspiration

**PHILLY BLUE 3:32**

Keith Howland  
Keith Howland Music-ASCAP

Keith Howland: Guitars, Keyboards  
Tris Imboden: Drums  
Jimmy Earl: Fretless Bass  
Lance Morrison: Bass  
Kevin Ricard: Percussion

**FRIDAY THE 13TH 5:48**

Keith Howland, Tris Imboden, Lance Morrison  
Keith Howland Music-ASCAP, Tris Imboden Music-ASCAP,  
Megalopolis Music-ASCAP

Keith Howland: Guitars  
Tris Imboden: Drums  
David Garfield: Keyboards  
Lance Morrison: Bass  
Kevin Ricard: Percussion

**SHARP FUNK 5 8:35**

Keith Howland, Tris Imboden, Lance Morrison  
Keith Howland Music-ASCAP, Tris Imboden Music-ASCAP,  
Megalopolis Music-ASCAP

Keith Howland: Guitar  
Tris Imboden: Drums  
Jeff Babko: Electric Piano  
Lance Morrison: Bass  
Kevin Ricard: Percussion

**INCHING TOWARDS...? 5:22**

Robert Lamm, Keith Howland, Tris Imboden  
Laminations Music-ASCAP, Keith Howland Music-ASCAP,  
Tris Imboden Music-ASCAP

Keith Howland: Guitars  
Tris Imboden: Drums  
Robert Lamm: Keyboards  
Lance Morrison: Bass  
James Pankow: Trombone  
Kevin Ricard: Percussion

**MR. CEILING FAN 4:14**

Keith Howland, Tris Imboden, Lance Morrison  
Keith Howland Music-ASCAP, Tris Imboden Music-ASCAP,  
Megalopolis Music-ASCAP

Keith Howland: Guitars  
Tris Imboden: Drums  
Lance Morrison: Bass  
Horace Williamson: Keyboards

**KEITH WOULD LIKE TO THANK:**

Joey Brasler, Tim Godwin, and Jorge Tripps at Line6, Tom Anderson, Don Grosh, Alex Perez at Fender Guitars, Bruce Egnater, Dave Friedman and all at Rack Systems Ltd., Joel Singer and Audio-Technica for the amazing mics, Bill Connors and Elixer Strings 'cause I could never use anything else, Boris at Audio Computing, Mike Schibinger at Sonic Foundry, Andre Rocke and all at Bitheadz, and Steinberg/Jones for the great software.

**SPECIAL THANKS TO:**

God, the love of my life Amy and my newest love Grace, Mom and Dad for the endless love and support, Craig my bro' for the musical guidance, Tris for wanting to do this, Lance for his bass playing, great ideas and reasonable rates, TJ Helmerich for the marathon mix sessions, all my musical brothers in the Chicago band, Hank Steiger for his unending perfection and help, and to all the musicians who made this record happen.

**TRIS WOULD LIKE TO THANK:**

Tris would like to thank John Good and Don Lombardi and everyone at DW, Johnny D. and everyone at Zildjian. Also John Dawkes and crew at Vater sticks, Matt Connors at Remo drumheads, Kim Graham and all at Gibraltar racks as well as Toca percussion, and Fred Beato at Beato Bags.

**VERY SPECIAL THANKS TO:**

First and foremost Kelly Muchoney, the unwavering light in my life. Also Jessica Imboden for teaching me a little bit about fatherhood, Mom, Steph, Dad, Bear, Mille, Chicago, and Bill Summers and the Thursday night "Quality Problems" gang. Also big thanks to all the incredible musicians who brought so much to this project. Tris would also like to dedicate this recording to the late Newton H. Lee, you are sorely missed Papa!



Produced by: Keith Howland and Tris Imboden

Recorded by: Keith Howland at Gracenote Studios, Saugus, CA, Jan-June 2001  
Additional Recording at: Salamone Studios, Fredericksburg, VA; Room ??? at the Rittenhouse Hotel, Philadelphia, PA; Goldmine Studios, Woodland Hills, CA; and Mark Russo's house

Mixed by: TJ Helmerich at Tommy Tedesco Studio, LA, CA June 2001

Mastered by: Gene Grimaldi at Oasis Mastering, Studio City, CA

Graphic Design: Andrew Leman

Photography: Debi Aviv, Kathie Birdsell, Kelly Muchoney

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