





1. **WE JUST COULDN'T SAY GOODBYE** 3:07

Vocal and Piano - Diana Krall  
Drums - Jay Bellerose  
Bass - Dennis Crouch  
Acoustic Guitar - Marc Ribot  
Keyboards - Keefus Ciancia  
Writers: Harry M Woods,  
Publisher: Calicoon Music

2. **THERE AIN'T NO SWEET MAN THAT'S WORTH THE SALT OF MY TEARS** 4:30

Vocal and Piano - Diana Krall  
Drums - Jay Bellerose  
Bass - Dennis Crouch  
Electric Guitar - Marc Ribot  
Dobro - Colin Linden  
Keyboards - Keefus Ciancia  
Writers: Fred Fisher,  
Publisher: Sony/ATV Tunes LLC

3. **JUST LIKE A BUTTERFLY THAT'S CAUGHT IN THE RAIN** 3:43

Vocal and Piano - Diana Krall  
Drums - Jay Bellerose  
Bass - Dennis Crouch  
Electric Guitar, Acoustic Guitar - Bryan Sutton  
Ukelele, 6 String Bass - Marc Ribot  
Keyboards - Keefus Ciancia  
Writers: Mort Dixon/Harry M Woods,  
Publisher: Calicoon Music and Olde Clover Leaf Music

4. **YOU KNOW - I KNOW EV'RYTHING'S MADE FOR LOVE** 3:48

Vocal and Piano - Diana Krall  
Drums - Jay Bellerose  
Bass - Dennis Crouch  
Acoustic Guitar - Bryan Sutton  
Ukelele - Howard Coward  
Keyboards - Keefus Ciancia  
Writers: Al Sherman/Charles Tobias/  
Howard L Johnson,  
Publishers: Shapiro Bernstein & Co. Inc. and Sherman Al Music Company

5. **GLAD RAG DOLL** 4:35

Vocal - Diana Krall  
Acoustic Guitar - Marc Ribot  
Writers: Milton Ager/Dan Dougherty/Jack Yellen,  
Publisher: Morris Edwin H&O, Inc and Warner Bros. Inc.

6. **I'M A LITTLE MIXED UP** 4:37

Vocal and Piano - Diana Krall  
Drums - Jay Bellerose  
Bass - Dennis Crouch  
Acoustic Guitar - Marc Ribot  
Electric Guitar - Colin Linden  
Keyboards - Keefus Ciancia  
Writers: Betty James/Edward Johanson,  
Publisher: Garnet Publishing Co. and Sunflower Music, Inc.

7. **PRAIRIE LULLABY** 4:22

Vocal and Piano - Diana Krall  
Drums - Jay Bellerose  
Bass - Dennis Crouch  
Acoustic Guitar - Marc Ribot  
Keyboards - Keefus Ciancia  
Writers: Billy Hill,  
Publisher: La Salle Music Publishers, Inc

8. **HERE LIES LOVE** 5:09

Vocal and Piano - Diana Krall  
Drums - Jay Bellerose  
Bass - Dennis Crouch  
Electric Guitar, Acoustic Guitar and Banjo - Marc Ribot  
Keyboards - Keefus Ciancia  
Writers: Ralph Rainger/Leo Robin,  
Publisher: Sony ATV Harmony

9. **I USED TO LOVE YOU BUT IT'S ALL OVER NOW** 2:51

Vocal and Piano - Diana Krall  
Drums - Jay Bellerose  
Bass - Dennis Crouch  
Acoustic Guitar - Marc Ribot  
Keyboards - Keefus Ciancia  
Writers: Albert von Tilzer/Leo Brown,  
Publisher: Broadway Music Corp.

10. **LET IT RAIN** 5:44

Vocal and Piano - Diana Krall  
Drums - Jay Bellerose  
Bass - Dennis Crouch  
Acoustic Guitar - Marc Ribot  
Keyboards - Keefus Ciancia  
Writers: James Kendis/Hal Dyson,  
Publisher: Warner Bros. Inc. (Warner Bros. Music Division), Warner Chappell Inc.

11. **LONELY AVENUE** 6:58

Vocal and Piano - Diana Krall  
Drums - Jay Bellerose  
Bass - Dennis Crouch  
Electric Guitar, Acoustic Guitar, Banjo - Marc Ribot  
Electric Guitar - T Bone Burnett  
Mandola - Howard Coward  
Keyboards - Keefus Ciancia  
Writers: Doc Pomus,  
Publisher: Great Moments In Music LLC.

12. **WIDE RIVER TO CROSS** 3:51

Vocal and Piano - Diana Krall  
Drums - Jay Bellerose  
Bass - Dennis Crouch  
Acoustic Guitar, Electric Guitar - Marc Ribot  
Baritone Guitar - Bryan Sutton  
Tenor Guitar, Background Vocals - Howard Coward  
Keyboards - Keefus Ciancia  
Writers: Julie Miller/Steven P Miller,  
Publisher: Bug Music/BMG Rights Management

13. **WHEN THE CURTAIN COMES DOWN** 4:55

Vocal and Piano - Diana Krall  
Drums - Jay Bellerose  
Bass - Dennis Crouch  
Acoustic Guitar, Banjo, Eb Horn - Marc Ribot  
Ukelele, Background Vocals - Howard Coward  
Mellotron - Keefus Ciancia  
Writers: Carl Hootli/Al Lewis/Al Sherman,  
Publishers: EMI Test Catalog, Inc. and Sovereign Music Company

**BONUS TRACKS**

14. **AS LONG AS I LOVE** 2:32

Vocal and Piano - Diana Krall  
Writers: Milton Drake/George Jessel/Ben Oakland,  
Publisher: Bourne Co. and Drake Activities Corp.

15. **GLAD RAG DOLL**

(ALTERNATE VERSION) 2:56  
Vocal and Piano - Diana Krall  
Writers: Milton Ager/Dan Dougherty/Jack Yellen,  
Publisher: Morris Edwin H&O, Inc and Warner Bros. Inc.

16. **GARDEN IN THE RAIN** 2:57

Vocal and Piano - Diana Krall  
Writers: James Dyrenforth/Carroll Gibbons,  
Publisher: Campbell Connelly and Co. LTD % Music Sales Corporation

17. **THERE AIN'T NO SWEET MAN THAT'S WORTH THE SALT OF MY TEARS**

(ALTERNATE VERSION) 2:11  
Vocal and Piano - Diana Krall  
Writers: Fred Fisher,  
Publisher: Sony/ATV Tunes LLC

Tracks 15-17 Produced by Diana Krall / Chris Potter

Engineered by Chris Potter  
Mixed by Chris Potter  
Recorded and mixed in Beautiful Vancouver, Canada

**PRODUCED BY T BONE BURNETT**

Recorded and Mixed by Mike Piersante  
2nd Engineers - Bob Mallory, Vanessa Parr

Assistant Mix Engineer - Zachary Dawes  
Editing - Mike Piersante  
Recorded at Avatar Studios, New York, NY;  
The Village, West Los Angeles, CA  
Mixed at Olympic Studios, Los Angeles, CA  
Equipment Technician - Thomas Perme  
Mastered by Gavin Lurssen at Lurssen  
Mastering, Hollywood, CA  
Production Coordinator - Ivy Skoff

**DIANA KRALL MANAGEMENT**

Macklam Feldman Management,  
Vancouver, B.C., Canada  
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Photographer: Mark Seliger  
Producer: Ruth Levy  
Stylist: Colleen Atwood  
Assistant: Christine Cantella  
Hair: Danilo

Make-up: Pati Dubroff at The Wall Group  
Manicurist: Jenna Hipp for HIPPA:RGB  
Prop Stylist: Kristen Vallow for PARTOS  
Package Design: Coco Shinomiya  
"Desole", wintergreen oil print: Jo Andres ©2012  
Lettering & Illustration: Edwin Fotheringham

**SPECIAL THANKS**

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and Howard Coward.

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Steve Wengert, Karla Ortiz and Grace Kim

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**TO JIM KRALL WITH LOVE, FOR STARTING THIS THING...**

