



BRITNEY SPEARS
BLACKOUT

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(I GOT A PLAN)
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Gimme more

(N. Hills/J. Washington/K. Hilson/M. Araica)

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Produced by Danja for Danjahandz Productions Inc.

Vocal Production by Jim Beanz on behalf of Sunset Entertainment Group/Unlimited Inc. and Keri Hilson

Recorded by Marcella "Ms. Lago" Araica at Conway Recording Studios, Los Angeles, CA

Assisted by Valente

Additional Programming by Marcella "Ms. Lago" Araica

Mixed by Marcella "Ms. Lago" Araica at Chalice Recording Studios, Los Angeles, CA

Assisted by Mike Snow

Additional Vocals & Background Vocals by Jim Beanz for Sunset Entertainment Group/Unlimited Inc.

Additional Background Vocals by Keri Hilson

Additional Editing: Ron Taylor

Production Coordinators for Danjahandz Productions: David M. Erlich & Mike Evans

PIECE OF ME

(C. Karlsson/P. Winnberg/K. Åhlund)

Crosstown Songs UK Ltd. (PRS). All rights on behalf of Crosstown Songs UK Ltd. (PRS) adm. by Music Of Windswept (ASCAP)/Universal Music Publishing MGB Scandinavia AB

Produced by Bloodshy & Avant

Recorded by Bloodshy & Avant at Bloodshy & Avant Studios, Stockholm, Sweden

and Chalice Recording Studios, Los Angeles, CA

Mixed by Niklas Flyckt at Mandarine Studios, Stockholm, Sweden

Keyboards, Programming, Bass & Guitar by Bloodshy & Avant

Additional Guitar by Henrik Jonback

Additional Bass by Klas Åhlund

Background Vocals by Robyn Carlsson

RADAR

(C. Karlsson/P. Winnberg/H. Jonback/B. Muhammad/C. Nelson/E. Lewis/J. Que)
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(ASCAP)/Universal-PolyGram Int'l/Tunes Int'l/Jahque Joints Music (SESAC), Universal Music Corp./Bootleggers Stop
(ASCAP), Ezeke Int'l Music/Christopher Matthew Music, Hitco Music (both adm. by Songs of Windswept Pacific) (BMI)

Produced by Bloodshy & Avant

Co-Produced by The Clutch

Recorded by Bloodshy & Avant at Bloodshy & Avant Studios,

Stockholm, Sweden and The Clutch at Sony Music Studios, NYC

Engineered by Jim Caruana

Mixed by Niklas Flyckt at Mandarine Studios, Stockholm, Sweden

Keyboards, Programming, Additional Bass & Guitar by Bloodshy & Avant

Bass & Guitar by Henrik Jonback

Background Vocals by Candice Nelson

BREAK THE ICE

(N. Hills/J. Washington/K. Hilson/M. Arai)
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Produced by Danja for Danjahandz Productions Inc.

Vocal Production by Jim Beanz on behalf of Sunset Entertainment Group/Unlimited Inc.

Recorded by Marcella "Ms. Lago" Arai at Studio at the Palms, Las Vegas, NV

Assisted by Mark Gray

Mixed by Marcella "Ms. Lago" Arai at Chalice Recording Studios, Los Angeles, CA

Assisted by Mike Snow

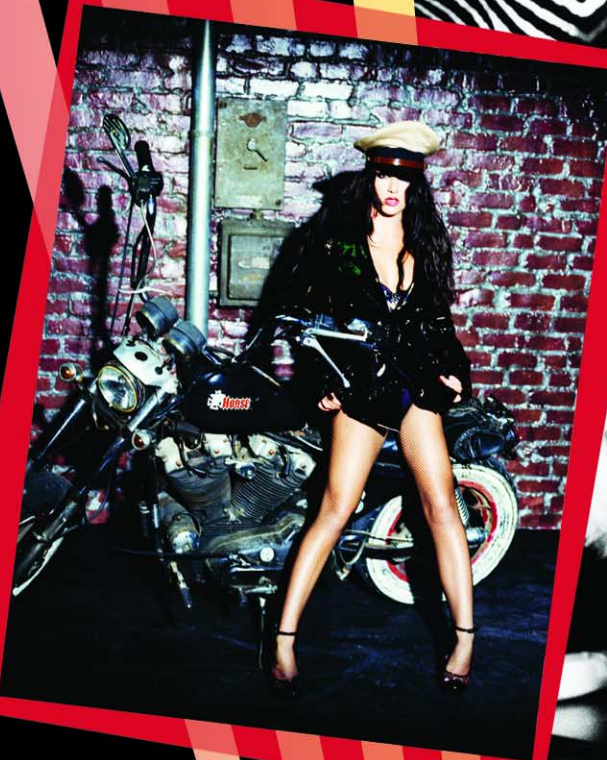
Additional Programming by Marcella "Ms. Lago" Arai

Additional Vocals & Background Vocals by Jim Beanz for Sunset Entertainment Group/Unlimited Inc.

Additional Background Vocals by Keri Hilson

Additional Editing: Ron Taylor

Production Coordinators for Danjahandz Productions: David M. Ehrlich and Mike Evans





HEAVEN ON EARTH

(M. McGroarty/N. Huntington/N. Morier)

Hawk Arm Music & Sizzlegodlessgod Music (BMI) and Brill Building Music Publishing LLC (ASCAP). All rights adm. worldwide by Kobalt Music Publishing Ltd.

Produced by Freescha and Kara DioGuardi

Vocal Production by Kara DioGuardi for Caroland Productions

Vocals Recorded by Brian Paturalski at Chalice Recording Studios, Los Angeles, CA

Mixed by Tony Maserati for Two Chord Music, Inc. at Canaan Road Studios, NYC

All Music Recorded & Performed by Freescha

Background Vocals by Nicole Morier

GET NAKED (I GOT A PLAN)

(C. Ellis/N. Hills/M. Araica)

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Produced by Danja for Danjahandz Productions Inc.

Vocal Production by Jim Beanz on behalf of Sunset Entertainment Group/Unlimited Inc.

Recorded & Mixed by Marcella "Ms. Lago" Araica at Chalice Recording Studios, Los Angeles, CA

Assisted by Mike Snow

Additional Programming by Marcella "Ms. Lago" Araica

Additional Pro Tools Editing and Digital Effects by Devine Evans for First Luv Music & Songs Inc.

Background Vocals by Corte "The Author" Ellis for Souldiggaz Production

Additional Editing: Ron Taylor

Production Coordinators for Danjahandz Productions: David M. Ehrlich and Mike Evans



FREAKSHOW

(C. Karlsson/P. Winberg/H. Jonback/E. Lewis/J. Que/B. Spears)
 Crosstown Songs UK Ltd. (PRS) All rights on behalf of Crosstown Songs UK Ltd. (PRS) adm. by Music Of Windswept (ASCAP)/Ezekiel Music/
 Christopher Matthew Music, Hitco Music (both adm. by Songs of Windswept Pacific)/Britney Spears Music (adm. by Universal Music-Z Songs) (BMI)

Produced by Bloodshy & Avant

Co-Produced by The Clutch

Recorded by Bloodshy & Avant at Bloodshy & Avant Studios, Stockholm, Sweden and The Clutch at Sony Music Studios, NYC

Engineered by Jim Caruana

Mixed by Niklas Flyckt at Mandarine Studios, Stockholm, Sweden

Keyboards, Programming, Additional Bass & Guitar by Bloodshy & Avant

Bass & Guitar by Henrik Jonback

Background Vocals by Candice Nelson and Ezekiel Lewis

TOY SOLDIER

(C. Karlsson/P. Winberg/M. Wallbert/S. Garrett)
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 Team S Dot Publishing (BMI)/Hitco Music (BMI). All rights o/b/o Team S Dot Publishing and Hitco Music adm. by Songs of Windswept Pacific (BMI)

Produced by Bloodshy & Avant

Co-Produced by Sean "The Pen" Garrett for "The Practice: Team S. Dot"

Recorded by Bloodshy & Avant at Bloodshy & Avant Studios,

Stockholm, Sweden and Vernon Mungo at Silent Sound Studios, Atlanta, GA

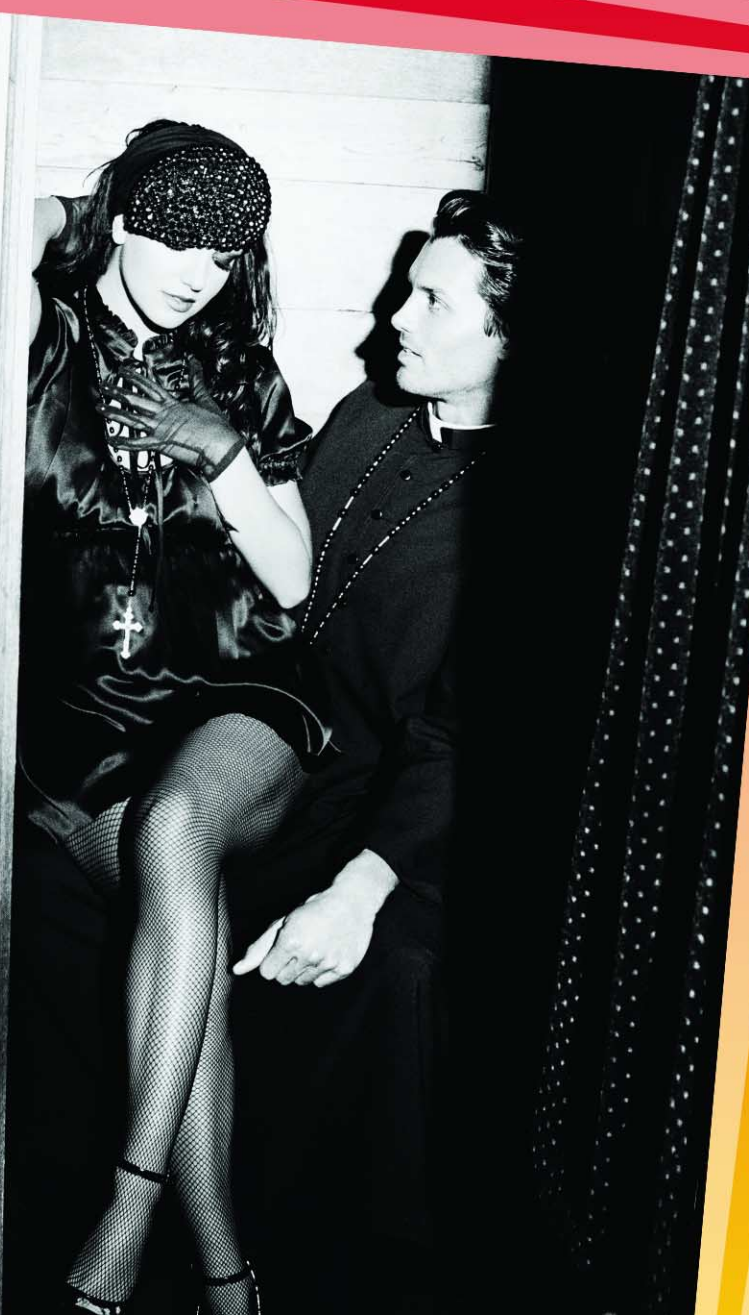
Assisted by Rob Skipworth

Mixed by Niklas Flyckt at Mandarine Studios, Stockholm, Sweden

Keyboards, Programming, Bass & Guitar by Bloodshy & Avant

Additional Programming by Mango

Background Vocals by Sean Garrett





HOT AS ICE

(T-Pain/N. Hills/M. Araica)
Universal Music—Z Songs/NappyPub Music (both adm. by Universal Music—Z Songs) (BMI)/W.B.M. Music Corp. (SESAC) & Danjahandz Muzik (SESAC)/All rights on behalf of itself and Danjahandz Muzik adm. by W.B.M. Music Corp. (SESAC)/Yaslina Music (ASCAP). All rights on behalf of Yaslina Music adm. by David M. Ehrlich, Esq., P.C.

Produced by Danja for Danjahandz Productions Inc.

Arranged by T-Pain for Nappy Boy Productions, Inc.

Vocal Production by Jim Beanz on behalf of Sunset Entertainment Group/Unlimited Inc.

Recorded by Marcella "Ms. Lago" Araica at Chalice Recording Studios, Los Angeles, CA

Assisted by Mike Snow

Mixed by Marcella "Ms. Lago" Araica at Chalice Recording Studios,

Los Angeles, CA and The Hit Factory, Miami, FL

Assisted by Mike Snow & Miguel Bustamante

Additional Vocals & Background Vocals by Jim Beanz for Sunset Entertainment Group/

Unlimited Inc. and by T-Pain for Nappy Boy Productions, Inc.

Additional Background Vocals by Windy Wagner

Additional Editing: Ron Taylor

Production Coordinators for Danjahandz Productions: David M. Ehrlich and Mike Evans

OOH OOH BABY

(K. DioGuardi/F. Nassar/E. Coomes/B. Spears)
*K'Stuff Publishing (BMI); adm. by Arthouse Entertainment/Karam's Kid Songs (ASCAP);
adm. by Arthouse Entertainment/E Danger/Art For Art's Sake Music (ASCAP); adm. by
Arthouse Entertainment/Britney Spears Music (adm. by Universal Music—Z Songs) (BMI)*

Produced by "Fredwreck" Farid Nassar for Chairmen of the Boards Productions

& Kara DioGuardi for Caroland Productions, Inc.

Recorded by Richard "Segal" Huredia, Brian Paturalski & Mike Houge

at Record Plant & Conway Recording Studios, Los Angeles, CA

Mixed by Tony Maserati for Two Chord Music, Inc. at Record Plant, Los Angeles, CA

Assisted by Michael Houge

Guitars & Bass: Erick Coomes

Keyboards & Guitar: Fredwreck

Background Vocals: Kara DioGuardi

PERFECT LOVER

(N. Hills/J. Washington/K. Hilson/M. Araica)
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Music/Yasina Music (ASCAP). All rights on behalf of Yasina Music adm. by David M. Ehrlich, Esq., P.C.

Produced by Danja for Danjahandz Productions Inc.

Vocal Production by Jim Beanz on behalf of Sunset Entertainment Group/Unlimited Inc.

Recorded and Mixed by Marcella "Ms. Lago" Araica at Chalice Recording Studios, Los Angeles, CA

Assisted by Mike Snow

Additional Vocals & Background Vocals by Jim Beanz for Sunset Entertainment Group/Unlimited Inc.

Additional Background Vocals by Keri Hilson

Additional Editing: Ron Taylor

Production Coordinators for Danjahandz Productions: David M. Ehrlich and Mike Evans

WHY SHOULD I BE SAD

(P. Williams)
EMI Blackwood Music Inc., on behalf of itself and Waters Of Nazareth Inc. (BMI)

Produced by The Neptunes

Recorded by Brian Garten at Record Plant, Los Angeles, CA & South Beach Studios, Miami Beach, FL

Assisted by Ryan Kennedy & Hart Gunther

Mixed by Supa Engineer Duro for Chairman of the Boards, Inc. and Chad Hugo at KMA: The Writer's Studio, NYC

Assisted by Jordan "DJ Swivel" Young

Additional Recording by Jordan "DJ Swivel" Young

Background Vocals by Pharrell Williams





EXECUTIVE PRODUCER:
BRITNEY SPEARS

Keri Hilson appears courtesy of Mosely Music/Zone 4/Interscope Records

Album Mastered by Tom Coyne at Sterling Sound, NYC

A&R Executive: Teresa LaBarbera Whites

A&R Administration: Nancy Roof

A&R Coordination: Jenny Prince

Zomba Production Coordination: Cara Hutchinson

Clearances: David Schmidt, Kobie "The Quarterback" Brown, Jeff Monachino and Damon "Ellis" Ellis

Photography: Ellen von Unwerth

Art Direction & Design: Jackie Murphy for Zomba Label Group with Jeri Heiden & Glen Nakasako for SMOG Design, Inc.

Stylist: Patti Wilson

Makeup: Francesca Tolot

Prop Stylist: Kristen Vallow

Manicurist: Lisa Jachno



www.jiverecords.com www.britney.com www.britneyspears.com



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