





WOMANIZER

Written by Nikesha Briscoe & Rafael Akinyemi
Published by Outsyder Entertainment Music Publishing (SESAC),
Gametyne Music Publishing Group (ASCAP)

PRODUCED BY K. BRISCOE/THE OUTSYDERS

Recorded by Brendan Dekora at Glenwood Place Studios, Burbank, CA &
Bojan "Genius" Dugic at Legacy Studios, NYC
Assisted by Derik Lee

Additional Recording by Jim Beanz on behalf of Sunset Entertainment Group/Unlimited Inc.
& Marcella "Ms. Lago" Araica

Mixed by Serban Ghenea at MixStar Studios, Virginia Beach, VA
Additional Pro Tools Engineering by John Hanes
Assisted by Tim Roberts

CIRCUS

Written by Lukasz Gottwald, Claude Kelly & Benjamin Levin
Published by Kasz Money Publishing (ASCAP), Studio Beast Music/Warner Tamerlane Music Corp (BMI),
Matza Ball Music/Kasz Money Publishing, Inc. (BMI)

PRODUCED BY DR. LUKE & BENNY BLANCO FOR KASZ MONEY PRODUCTIONS, INC.

Mixed by Serban Ghenea at MixStar Studios, Virginia Beach, VA
Additional Pro Tools Engineering by John Hanes
Assisted by Tim Roberts

Recorded by Emily Wright, Matt Beckly & Sam Holland at Conway Recording Studios, CA,
Glenwood Place Studio, Burbank, CA & Chalice Studios, Los Angeles, CA
Assisted by Eric Weaver, Chad Carlisle, Chris Kasych & Tatiana Gottwald

Vocal Editing by Matt Beckly & Emily Wright
Guitars by Lukasz Gottwald

Drums, Keyboards & Programming by Lukasz Gottwald & Benny Blanco
Background Vocals by Cathy Dennis, Claude Kelly & Myah Marie

OUT FROM UNDER

Written by Shelly Peiken, Arnthor Birgisson & Wayne Hector
Published by ROR Songs (BMI) (adm. by Kobalt Music Publishing America Inc.), Maratone Publishing (ASCAP)
(adm. by Kobalt Music Publishing America Inc.), Sony/ATV Tunes LLC (ASCAP)

PRODUCED BY GUY SIGSWORTH

Recorded & Mixed by Andy Page at Conway Recording Studios, Los Angeles, CA
Assisted by Valente Torrez

Electric, Acoustic Guitars & Synth Bass by Andy Page
Strings, Keyboards & Hang Samples by Guy Sigsworth
Drum Programming by Andy Page & Guy Sigsworth
Background Vocals by Leah Haywood



KILL THE LIGHTS

Written by Nathaniel Hills, James Washington, Luke Boyd & Marcella Araica
Published by Danjahandz Muzik Inc. (SESAC) (adm. by Kobalt Music Group Ltd.),
Millennium Kid Music (ASCAP), Songs For Heart Music (ASCAP)
(adm. by Bug Music), Yaslina Music Publishing Inc. (ASCAP) (adm. by David M. Ehrlich, Esq., P.C.)

PRODUCED BY DANJA FOR DANJAHANDZ PRODUCTIONS

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

Recorded & Mixed by Marcella "Ms. Lago" Araica at
Chalice Studios, Los Angeles, CA
Assisted by Jared Newcomb
Pro Tools Editing by Ron Taylor

SHATTERED GLASS

Written by Lukasz Gottwald, Claude Kelly & Benjamin Levin
Published by Kasz Money Publishing (ASCAP),
Studio Beast Music/Warner Tamerlane Publishing Corp. (BMI),
Matza Ball Music/Kasz Money Publishing Inc. (BMI)

**PRODUCED BY DR. LUKE & BENNY BLANCO FOR
KASZ MONEY PRODUCTIONS, INC.**

Mixed by Serban Ghenea at MixStar Studios, Virginia Beach, VA
Additional Pro Tools Engineering by John Hanes
Assisted by Tim Roberts

Recorded by Emily Wright & Sam Holland at
Conway Recording Studios, Los Angeles, CA, &
Chalice Recording Studios, Los Angeles, CA
Additional Vocal Production by Claude Kelly

Assisted by Eric Weaver, Eric Eylands, Chris Kasych & Aniela Gottwald
Vocal Editing by Emily Wright

Drums, Keyboards & Programming by Lukasz Gottwald & Benny Blanco
Guitars by Lukasz Gottwald

Background Vocals by Claude Kelly & Windy Wagner

IF U SEEK AMY

Written by Max Martin, Shellback, Savan Kotecha & Alexander Kronlund
Published by Maratone AB (ASCAP) (adm. by Kobalt Music Publishing America, Inc.),
Maratone AB (ASCAP) (adm. by Kobalt Music Publishing America, Inc.),
Oh Suki Music/EMI Blackwood Music Inc. (BMI), Warner Chappell Music Scandinavia (ASCAP)

PRODUCED BY MAX MARTIN FOR MARATONE PRODUCTIONS

Recorded by Seth Waldmann at Conway Recording Studios, Los Angeles, CA
& Sunset Studios, Los Angeles, CA

Additional Recording at Maratone Studios, Stockholm, Sweden
Assisted by Eric Eylands

Mixed by Serban Ghenea at MixStar Studios, Virginia Beach, VA
Additional Pro Tools Engineering by John Hanes
Assisted by Tim Roberts

All Programming by Shellback & Max Martin

Background Vocals by Britney Spears, Kinnda & Max Martin



UNUSUAL YOU

Written by Christian Karlsson, Pontus Winnberg,
Henrik Jonback & Kasia Livingston

Published by Christian Karlsson Publishing Designee (STIM),
Pontus Winnberg Publishing Designee (STIM),
Croastown Songs UK Ltd (PRS/ASCAP) (adm. by Music Of Windswept),
Dad's Dreamer/Art In The Fodder Music/Bug Music o/b/o Arthouse Entertainment (BMI)

PRODUCED BY BLOODSHY & AVANT

Recorded by Bloodshy, Avant, Henrik Jonback & Andrew Wyatt at
Conway Recording Studios, Los Angeles, CA

Mixed by Anders Hvenare, Bloodshy & Avant at
Roboterget, Stockholm, Sweden

Keyboards, Bass & Guitar by Bloodshy & Avant
Additional Guitar by Henrik Jonback

Programming by Bloodshy & Avant

Background Vocals by Kasia Livingston

BLUR

Written by Nathaniel Hills, Stacy Barthe & Marcella Araica
Published by Danjahandz Muzik Inc. (SESAC) (adm. by Kobalt Music Group LTD.),
Universal Music Corp. (ASCAP), Yaslina Music Publishing Inc. (ASCAP)
(adm. by David M. Ehrlich, Esq., P.C.)

PRODUCED BY DANJA FOR DANJAHANDZ PRODUCTIONS

Recorded by Marcella "Ms. Lago" Araica at
Glenwood Place Studios, Burbank, CA

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

Assisted by Jared Newcomb

Pro Tools Editing by Ron Taylor

Background Vocals by Luke Boyd

MMM PAPI

Written by Britney Spears, Henry Walter, Adrian Gough,
Peter-John Kerr & Nicole Morier

Published by Britney Spears Music (BMI) (adm. by Universal Music - Z Songs),
Henry Walter (SOCAN), Adrian Gough (SOCAN), Peter-John Kerry (SOCAN),
Gummizella/Brill Building Songs (ASCAP) (adm. by Kobalt Music Publishing America Inc.)

PRODUCED BY LET'S GO TO WAR

Vocals Produced by Nicole Morier

Recorded by Henry Walter at Train Tracks Studios, Los Angeles, CA
Additional Recording by Eric Weaver at

Conway Recording Studios, Los Angeles, CA
Assisted by Eric Eylands

MIXED BY TONY MASERATI FOR TWO CHORD MUSIC, INC.
at Canaan Road Studios, NY & Looking Glass Studios, NY

Guitars by Chris Worthly

All Music & Programming by Let's Go To War

Background Vocals by Nicole Morier



MANNEQUIN

Written by Britney Spears, Harvey Mason, Jr., Rob Knox & James Fauntleroy II

Published by Britney Spears Music (BMI) (adm. by Universal Music – Z Songs), T&Me Music Publishing/Universal Music – MGB Songs (ASCAP), Cleopatra's son's Music/EMI Aprli Music Inc. (ASCAP), Fauntleroy Music/Underdog West Songs/Almo Music Corp. (ASCAP)

PRODUCED BY HARVEY MASON, JR. & ROB KNOX

Recorded by Andrew Hey & Dabling Harward at The Underlab, Los Angeles, CA

Additional Recording by David Boyd

Mixed by Harvey Mason Jr. at The Underlab, Los Angeles, CA

Production Coordination by David "Touch" Wright & Angela N. Gollightly

LACE AND LEATHER

Written by Lukasz Gottwald, Benjamin Levin, Frankie Storm & Ronnie Jackson

Published by Kasz Money Publishing (ASCAP), Matza Ball Music/Kasz Money Publishing, Inc. (BMI), Dabney Music Publishing/Sony/ATV Songs LLC (BMI), Einnor Music/Warner-Chappell Music Publishing Inc. (ASCAP)

PRODUCED BY DR. LUKE FOR KASZ MONEY PRODUCTIONS, INC.

Co-Produced by Benny Blanco for Kasz Money Productions, Inc.

Mixed by Serban Ghenea at MixStar Studios, Virginia Beach, VA

Additional Pro Tools Engineering by John Hanes

Assisted by Tim Roberts

Recorded by Emily Wright & Sam Holland at Conway Recording Studios, Los Angeles, CA

Assisted by Eric Weaver, Eric Eylands & Aniela Gottwald

Vocal Editing by Emily Wright

Drums, Keyboards & Programming by Lukasz Gottwald & Benny Blanco

Guitars by Lukasz Gottwald

Background Vocals by Kesha Sebert & Debi Nova

MY BABY

Written by Britney Spears & Guy Sigsworth

Published by Britney Spears Music (BMI) (adm. by Universal Music – Z Songs), Copyright Control (PRS/ASCAP)

PRODUCED BY GUY SIGSWORTH

Recorded & Mixed by Andy Page at Glenwood Place Studios, Burbank, CA & Frou Frou Central, London

Assisted by Brendan Dekora at Glenwood Place Studios, Burbank, CA

Acoustic, Electric Guitars, Piano, Strings, Synthesizer &

Drum Programming by Andy Page

BONUS TRACK

RADAR

Written by Christian Karlsson, Pontus Winnberg, Henrik Jonback, Balewa Muhammad,
Candice Nelson, Ezekiel Lewis & Patrik "J. Que" Smith
Published by Crosstown Songs UK Ltd (PRS/ASCAP) (adm. by Music Of Windswept),
Jahqae Joins Music/Universal-PolyGram Int'l Tunes Int. (SESAC), Bootleggers Stop! Universal Music Corp. (ASCAP),
Ezeke Int'l Music (BMI), Christopher Matthew Music/Hitco Music (BMI) (both adm. by Songs of Windswept Pacific)

PRODUCED BY BLOODSHY & AVANT
Co-Produced by The Clutch

Recorded by Bloodshy & Avant at Bloodshy & Avant Studios, Stockholm, Sweden &
The Clutch at Sony Music Studios, NYC
Additional Recording by Jim Carauna

Mixed by Niklas Flyckt at Mandarin Studios, Stockholm, Sweden
Keyboards, Programming, Additional Bass & Guitar by Bloodshy & Avant
Bass & Guitar by Henrik Jonback
Background Vocals by Candice Nelson





**EXECUTIVE PRODUCERS:
TERESA LABARBERA WHITES & LARRY RUDOLPH**

Album Mastered by Tom Coyne at Sterling Sound, NYC
A&R Executive: Teresa LaBarbera Whites

Art Direction: Jackie Murphy, Jeri Heiden for Smog Design, L.A.
Design: John Heiden & Nick Steinhardt for Smog Design, L.A.

Photography: Kate Turning
Set Design: All Sets
Props Design: Anna Schoenberger
Production : Steven Jacobi
Wardrobe Styling: Laura Duncan
Hair: Chris McMillan
Make-Up: Pati Dubroff

**MANAGEMENT: LARRY RUDOLPH FOR
REIGND EER ENTERTAINMENT**

Thank you

Preston and Jayden - My Heart, my soul, my everything! Mom and Dad.
My Brother Bryan. My sister Jamie Lynn and my beautiful niece Maddie.
Larry Rudolph for helping me keep it all together.

Adam Leber AKA Twinkle Toes. Brett Miller AKA Snowflake -
for getting my ass out of bed. Lulu - for cooking my food.
Casey Sanchez, Edan/Princess, Tom Hanson, Ken Hertz, Seth Lichtenstien,
Jason Trawick, John Marx, Mark Itkin, Tim, Randy, John and
everyone at AEG, Andre Fuentes, Wade Robson, Amanda Robson,
Steve Dixon, Mo Morrison, Dan George, Phil Griffin, Andrew Fried,
Radical Media, Joseph Bongiovi, Larry Winokur, Holly Shakoor,
Joseph Nejman, Lauren Kozak and Andrew Gallery.

My Family at Jive Records...

Barry Weiss, Tom Carrabba, Peter Thea, Teresa LaBarbera Whites,
Dan Zucker, Jeff Dodes, Joe Riccitelli, Wendy Washington, Gina Orr,
Janet Kleinbaum, Jackie Murphy, Bob Anderson, John Fleckenstein,
JoAnne Kaeding, Donna Clower and Shannah Miller.

Special thanks to Clive Calder for helping me get it all started!

And especially my amazing fans!



© & © 2008 Zomba Recording LLC Manufactured in the United States by SONY MUSIC ENTERTAINMENT.
Printed in the United States. All rights reserved.

FBI ANTI-PIRACY WARNING: UNAUTHORIZED COPYING IS PUNISHABLE UNDER FEDERAL LAW

britney.com
britneyspears.com
jiverecords.com