



As we began the process of selecting the songs for this record, Joni came up with the idea of having the record trace the arc of a modern romantic relationship. I thought that this idea was innovative, exciting and especially appropriate considering that the focal point of her work has been an inquiry into the nature of modern love. The album would be a programmatic suite documenting a relationship from initial flirtation through optimistic consummation, metamorphosing into disillusionment, ironic despair, and finally resolving in the philosophical overview of acceptance and the probability of the cycle repeating itself.

The results have surpassed our expectations. In singing these songs, I believe that Joni has achieved something quite extraordinary in that she has truly sung them as if, as Nietzsche would say, she had written them in her own blood.

—Larry Klein



You're My Thrill

(Words by Sidney Clare; Music by Jay Gorney)

You're my thrill
You do something to me
You send chills right through me
When I look at you
'Cause you're my thrill

You're my thrill
How my pulse increases
I just go to pieces
When I look at you
'Cause you're my thrill

Nothing seems to matter
Here's my heart on a silver platter
Where's my will
Why this strange desire
That keeps mounting higher
When I look at you
I can't keep still
You're my thrill

At Last

(Mack Gordon/Harry Warren)

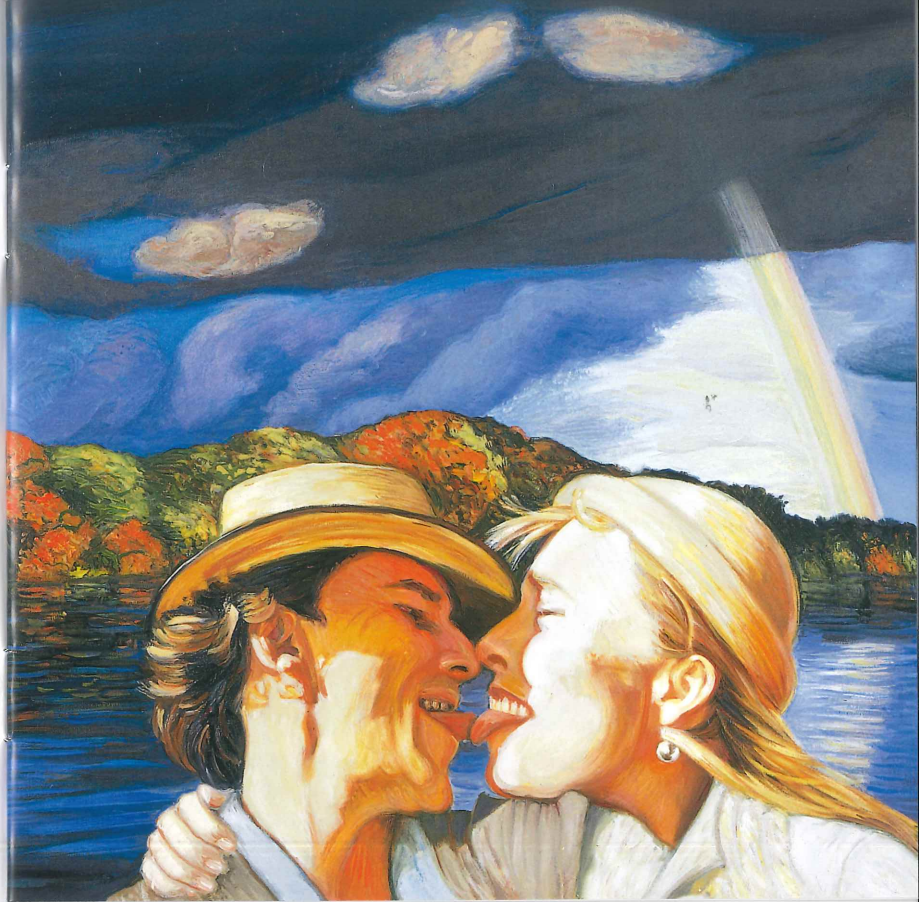
At last
My love has come along
My lonely days are over
And life is like a lovely song
At last

The skies above are blue
My heart's wrapped up in clover
Ever since the night I looked at you

I found a dream that I could speak to
A dream to call my own
I found a thrill to press my cheek to
A thrill like I have never known
Oh when you smile, when you smile at me
That's how the spell was cast
And now here we are in heaven
I found my love at last

I found a dream that I could speak to
A dream to call my own
I found a thrill to press my cheek to
A thrill like I have never known
Oh when you smile, when you smile
That's how the spell was cast
And now here we are in heaven
I found my love at last
At last

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Comes Love

(Lew Brown/Sammy Stept/Charles Tobias)

Comes a rain storm
Put your rubbers on your feet
Comes a snow storm
You can get a little heat
Comes love
Nothing can be done

Comes a fire
Firemen come and rescue me
Blow a tire
You can patch the inner tube
Comes love
Nothing can be done

Don't try hidin'
'Cause it isn't any use
You'll just start slidin'
When your heart turns on the juice

Comes a heat wave
You can hurry to the shore
Comes a summons
Hide yourself behind a door
Comes love
Nothing can be done

Comes a headache
You can lose it in a day
Comes a toothache
See your dentist right away
Comes love
Nothing can be done

Comes the measles
You can quarantine the room
Comes a mousy
You can chase it with a broom
Comes love
Nothing can be done

That's all brother
If you've ever been in love
That's all brother
And you know just what I'm speakin' of

Comes a nightmare
You can always stay awake
Comes depression
You could get another break
Comes love
Nothing can be done
Nothing can be done



You've Changed

(Bill Carey/Carl Fischer)

You've changed
That sparkle in your eyes is gone
Your smile is just a careless yawn
You're breaking my heart
You've changed

You've changed
Your kisses now are so blasé
You're bored with me in every way
I can't understand
You've changed

You've forgotten the words I love you
And the memories that we've shared
You've ignored all the stars up above you
I can't realize that you ever cared
You've changed

You're not the angel I once knew
No need to tell me, I know we're through
It's all over now
You've changed

You've forgotten the words I love you
And the memories that we've shared
You ignore all the stars up above you
I can't realize that you ever cared
You've changed

You're not the angel I once knew
No need to tell me, I know we're through
It's all over now
You've changed

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Answer Me, My Love

(Gerhard Winkler/Fred Rauch; English Lyric by Carl Sigman)

Answer me
Oh my love
Just what sin have I been guilty of
Tell me how I came to lose your love
Please answer me my love

You were mine yesterday
I believed that love was here to stay
Won't you tell me how I've gone astray
Please answer me my love

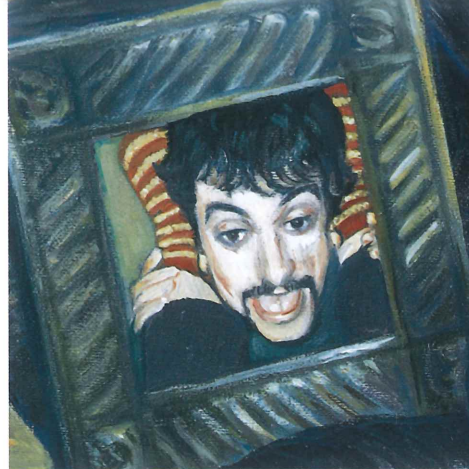
If you're happier without me
I'll try not to care
But if you still think about me
Please listen to my prayer

You must know that I've been true
Won't you say that we can start anew
In my sorrow now I turn to you
Please answer me my love

If you're happier without me
I'll try not to care
But if you still think about me
Please listen to my prayer

You must know that I've been true
Won't you say that we can start anew
In my sorrow now I turn to you
Please answer me my love
Answer me my love

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A Case Of You

(Joni Mitchell)

Just before our love got lost you said
"I am as constant as a northern star"
And I said, "Constantly in the darkness
Where's that at?"

If you want me I'll be in the bar"

On the back of a cartoon coaster
In the blue TV screen light
I drew a map of Canada
Oh Canada

And I sketched your face on it twice

Oh you are in my blood like holy wine
Oh and you taste so bitter but you taste so sweet

Oh I could drink a case of you
I could drink a case of you darling
Still I'd be on my feet
I'd still be on my feet

Oh I am a lonely painter
I live in a box of paints
I'm frightened by the devil

And I'm drawn to those ones that ain't afraid
I remember that time that you told me, you said
"Love is touching souls"

Surely you touched mine
'Cause part of you pours out of me
In these lines from time to time

Oh you're in my blood like holy wine
And you taste so bitter and you taste so sweet
I could drink a case of you
I could drink a case of you darling
Still I'd be on my feet
I'd still be on my feet

I met a woman
She had a mouth like yours
She knew your life
She knew your devils and your deeds
And she said
"Go to him, stay with him if you can
Oh but be prepared to bleed"
Oh but you are in my blood you're my holy wine
Oh and you taste so bitter but you taste so sweet
Oh I could drink a case of you darling
Still I'd be on my feet
Still I'd be on my feet
I'd still be on my feet

Don't Go To Strangers

(Redd Evans/Arthur Kent/David Mann)

Build your dreams
To the stars above
But when you need someone true to love
Don't go to strangers
Lover come to me

Play with fire
Get your fingers burned
But when there's no place left for you to turn
Don't go to strangers
Lover come home to me

When you get the call to follow your heart
You'll follow your heart, I know
I've been around
I'm an old hand
I'll understand if you have to go

So make your mark
For your friends to see
But when you need more than company
Don't go to strangers
Darlin' come home to me

Don't go to strangers
Lover come to me

Sometimes I'm Happy

(Irving Caesar/Clifford Grey/Vincent Youmans)

Sometimes I'm happy
Sometimes I'm blue
My disposition is dependent on you
I never mind the rain from the skies
As long as I have the sun in your eyes

Sometimes I love you
Sometimes I hate you
When I hate you
It's because I love you
That's how I am
So what can I do
I'm happy when I'm with you

Sometimes I'm happy
Sometimes I'm blue
My disposition is dependent on you
I never mind the rain from the skies
Just so long as I have the sun in your eyes

Sometimes I love you
Sometimes I hate you
But when I hate you
It's because I love you
That's how I am
So what can I do
I'm happy when I'm with you

I'm happy when I'm with you
I'm happy when I'm with you
I'm happy when I'm with you
I'm happy when I'm with you

Don't Worry 'Bout Me

(Rube Bloom/Ted Koehler)

Don't worry 'bout me
I'll get along
Forget about me
Just be happy my love

Let's say that our little show is over
And so the story ends
Why not call it a day the sensible way
And still be friends

Look out for yourself
That should be the rule
Give your heart and your love
To whomever you love
Darlin' don't be a fool

Why do we cling to this old faded thing
That used to be
So if you can forget
Then don't worry 'bout me

Why should we cling to some old faded thing
That used to be
So if you can forget
Then you don't worry 'bout me

Stormy Weather
(Ted Koehler/Harold Arlen)

Don't know why
There's no sun up in the sky
Stormy weather
Since my man and I ain't together
Keeps rainin' all of the time

Life is bare
Gloom and misery everywhere
Stormy weather
Just can't get my poor old self together
I'm weary all the time
All the time
So weary all of the time

When you went away
The blues stepped up and met me
If he's gone to stay
That old rocking chair's going to get me
Every night I pray
That the Lord above will let me
Walk in the sunlight once more

I can't go on
Everything I had is gone
Stormy weather
Since my man and I ain't together
Keeps rainin' all of the time

Keeps rainin' all of the time

I Wish I Were In Love Again
(Lorenz Hart/Richard Rodgers)

The sleepless nights
The daily fights
The quick toboggan when you reach the heights
I miss the kisses and I miss the bites
I wish I were in love again

The broken dates
The endless waits
The lovely loving and the hateful hates
The conversations with the flying plates
I wish I were in love again

No more pain
No no more strain
Now I'm sane
But I'd rather be punch drunk

The flying fur of cat and cur
The fine mismatching of a him and her
I've learned my lesson but
I wish I were in love again

The furtive sigh
The blackened eye
The words I love you 'til the day I die
The self deception that believes that lie
I wish I were in love again

When love congeals
It soon reveals
The faint aroma of performing seals
The double crossing of a pair of heels
I wish I were in love again

No more care
No no despair
Now I'm all there
But I'd rather be punch drunk

Believe me sir, I much prefer
The classic battle of a him and her
I don't like quiet and I wish I were
In love again
In love again

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Both Sides Now

(Joni Mitchell)

Rows and flows of angel hair
And ice cream castles in the air
And feather canyons everywhere
I've looked at clouds that way

But now they only block the sun
They rain and they 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
From up and down, and still somehow
It's cloud illusions I recall
I really don't know clouds at all

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

But now it's just another show
And 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 love's illusions that I recall
I really don't know love
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 crowds
I've looked at life that way

Oh but now old friends they're acting strange
And they shake their heads
and they tell me that I've changed
Well something's lost but something's gained
In living every day

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

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Produced by Larry Klein and Joni Mitchell

Musical Director: Larry Klein

Arranged and conducted by Vince Mendoza

except "Stormy Weather" arranged by Vince Mendoza and Gordon Jenkins

1. You're My Thrill 2. At Last 3. Comes Love § 4. You've Changed * 5. Answer Me, My Love *
6. A Case Of You * 7. Don't Go To Strangers § 8. Sometimes I'm Happy + 9. Don't Worry 'Bout Me *
10. Stormy Weather 11. I Wish I Were In Love Again + 12. Both Sides Now *

Featured Soloists:

* Wayne Shorter *soprano and tenor saxophone*

+ Herbie Hancock *piano*

§ Mark Isham *trumpet*

Drums Peter Erskine

Bass Chuck Berghofer

Concert Master: Gavyn Wright

Violins: Gavyn Wright, Perry Montague-Mason, Rita Manning, Wilf Gibson, Peter Oxer,
Jackie Shave, Boguslav Kotecki, Jim McLeod, Vaughan Armon, Cathy Thompson,
Dermot Crehan, Everton Nelson, Dave Woodcock, Chris Tombling, Rebecca Hirsch, Roger Garland,
Jonathan Strange, Patrick Kiernan, Maciej Rakowski, Ben Cruft, Kathy Shave,
Simon Fischer, Warren Zielinski, Mike McMenemy,

Godfrey Salmon, Antonia Fuchs, Julian Leaper, Matthew Scrivener

Violas: Peter Lale, Katie Wilkinson, Bruce White, Catherine Bradshaw,

Ivo Van der Werff, Rachel Bolt, Bill Benham, Don McVay

Celli: Anthony Pleeth, Helen Liebmann, Paul Kegg, Frank Schaefer, Tony Lewis, Martin Loveday, Dave Daniels

Basses: Chris Laurence, Mary Scully, Mike Brittain, Anthony Pike *Harp:* Skaila Kanga

Flute: Andy Findon, Helen Keen, Jamie Talbot, Stan Sulzman, Phil Todd

Oboe: John Anderson *Oboe/Cor Anglais:* Sue Bohling

Clarinet: Nick Bucknall, Anthony Pike, Jamie Talbot, Stan Sulzman, Phil Todd, Iain Dixon

Bassoon: Julie Andrews, Gavin McNaughton *Contra Bassoon:* Richard Skinner

Horns: John Pigneguy, Richard Watkins, Nigel Black, Mike Thompson, Paul Gardham, Hugh Seenan, Phil Eastop

Trumpets: Derek Watkins, John Barclay, Andy Crowley, Steve Sidwell, Gerard Presencer

Trombones: Pete Beachill, Peter Davies, Richard Edwards, Neil Sidwell

Bass Trombone: Dave Stewart, Richard Henry *Tuba:* Owen Slade *Perussion:* Frank Ricotti

Piano: Dave Arch *Alto Saxophone:* Jamie Talbot *Alto Flute:* Phil Todd *Bass Clarinet:* Iain Dixon



Recorded by Geoff Foster at Air Studios, UK

Assistant Engineer: Ben Georgiades

Additional Recording by Allen Sides at Ocean Way Studios, L.A.

Mixed by Allen Sides at Ocean Way Studios

Assistant Engineer: John Tyree

Mastered by Bernie Grundman at Bernie Grundman Mastering

Production Coordinator: Dana Pilson

Orchestral Contractor: Isobel Griffiths

Art Direction by Joni Mitchell and Robbie Cavolina

Paintings by Joni Mitchell

Peter Erskine appears courtesy of ECM Records and Fuzzy Music

Herbie Hancock appears courtesy of The Verve Music Group

Mark Isham appears courtesy of Columbia Records

Wayne Shorter appears courtesy of The Verve Music Group

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Management by Stephen Macklam and Sam Feldman for S.L. Feldman & Associates

This album is dedicated to my daughter Kilauren.

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