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Panic At The Disco is *Brendan Urie, Ryan Ross,
Jon Walker and Spencer Smith*

All music written and performed by PANIC AT THE
DISCO Lyrics by *Ryan Ross* Except for lyrics for I
HAVE FRIENDS IN HOLY SPACES and FOLKIN'
AROUND by *Brendan Urie* Additional lyrics by *Jon
Walker and Spencer Smith*

Produced by *Heathth Rob Mathes*
Engineered and Recorded by *Claudius Mittendorf*
at Studio At The Palms, Las Vegas, NV.
Assisted by *Mark Everton, Gray*
Studio Manager: *Zoe Churchill*

Mixed by *Peter Colbin* at Abbey Road Studios,
London, UK

Assisted by *Richard Lancaster*
Second Assistant: *Peter Hutchings*
Studio Manager: *Colette Barber*

Mastered by *Scott Hull* at Scott Hull Mastering, NYC

Additional Guitars, Keyboards, Mandolin, and Acoustic
Piano: *Rob Mathes*

Wurlitzer on MAD AS RABBITS by *Rick Ronick*

Orchestra recorded at Abbey Road Studios, London, UK
Orchestra arranged and conducted by *Rob Mathes*

Orchestra Contracted by *Isobel Griffiths*

Engineered by *Jonathan Allen*

Assisted by *Levis Jones*

Thanks to *Colette Barber*

String leaders

1st Violin by *Perry Montague Mason*

2nd Violin by *Warren Zielinski*

Viola by *Peter Lale*

Cello by *Tony Boeth*

Double Bass by *Chris Laurence*

Alto Sax / Clarinet by *David Mann*

Tenor Sax by *Andy Snitzer*

Baritone Sax by *Roger Rosenberg*
Trombone by *Mike Davis*
Trumpet / Flugelhorn by *Jeff Kievit*

Except NINE IN THE AFTERNOON Orchestra:

Orchestra Arranged by *Rob Mathes*

Strings Contracted by *Shandra Park*

Concertmaster: *Shandra Park*

Trumpets: *Jeff Kievit, Tony Kadlecik*

Piccolo Trumpet: *Jeff Kievit*

Strings and Trumpets recorded at Legacy Recording
Studio, NYC

Studio Manager: *Chris Bibacz*

Engineered by *Alex Venguer*

Management: *Scott Nagelberg, Bob McLynn* and
Jonathan Daniel for Crush Management **CRUSH**
management

A&R: *Pete Wentz*

Legal: *Scott Bradford, Esq.* for Davis, Shapiro,

Lewit, & Hayes

Booking: *Andrew Simon* for CAA

UK and Mainland Europe Agent: *Mark Nigui* for
Primary Talent

Business Management: *Murray Richman* and *Nathan*

Richman for Richman Business Management

Marketing: *Anthony Felia*

A&R Administration: *Anne DeClemente*

Creative and Art Direction: *Alex Kirzner* and PANIC
AT THE DISCO.

Illustration: *Alex Kirzner, Connie Makita, Tanayana
Danyapakdee*

Photography: *Jennifer Trzar*

Styling: *Anthony Franco*

Prop Stylist: *Tamon Chesse*

VP Creative: *Liz Barrett*

Packaging Manager: *Alene Budin*

WE'RE SO STARVING

Oh how it's been so long, We're so sorry we've been gone!

We were busy writing songs for you

You don't have to worry, because we're still the same band...

You don't have to worry,
you don't.

NINE in the AFTERNOON

Back to the street
where we began. Feeling as
good as lovers can you know,

yeah we're feeling so good.

Picking up things we shouldn't read. It looks like the end of history as we know,
it's just the end of the world. Back to the street where we began. Feeling as good as love,
you could you can, into a place where thoughts can bloom. Into a room where it's
nine in the afternoon.

and we know that it could be.

And we know that it should.

And you know that you feel it too. cause it's nine in the afternoon.
And your eyes are the size of the moon. You could cause you can, so you do.
We're feeling so good, just the way that we do. When it's nine in the afternoon.
Back to the street down to our feet, Losing the feeling of feeling unique.
Do you know what I mean? Back to the place where we used to say,
man it feels good to feel this way. now I know what I mean.
Back to the street, back to the place, back to the room where it all began.

SHE'S a HANDSOME WOMAN

Innocence. Sunk the glow and
drowned in covers, send for all
your absent lover's things. Sheepish Wolves. Looking lived in eating buttons,
Wink, just don't put your teeth on me. Accidents. Let the evening in the backdoor,
filled the room ceiling to the floor. Beat backbones. Grazed the poem and made it
strange, I wasn't born to be a skeleton. Go on, grab your hat and fetch a camera.
Go on, film the world before it happens. Jealous orchard.
The sky is falling off the ceiling while I'm tucking fibs into a cookie jar.
Bombed reverie. It's useless searching in the cupboards when everything you have
is on your back.

DO YOU KNOW WHAT I'M SEEING?

Clouds are marching along, singing a song
just like they do. If the clouds were singing a song,
I'd sing along. Wouldn't you too?

If you just knew, what they could do.

Oh if you just knew,
what would they do? And if the birds
are just hollow words, flying along,

singing a song,
what would they do, if
they just knew what we
could do? Oh if they just
knew. I know it's sad that
I never gave a damn about
the weather, and it never gave

a damn about me. No it never gave a damn about me. I know it's mad, but if I go
to hell would you come with me? Or just leave? I know it's mad but if the world were
ending would you kiss me? Or just leave me? Clouds are singing a song, marching
along, just like they do. If the clouds were playing a song, I'd play along. Wouldn't
you too? If you just knew, what they could do. Oh if you just knew what would
they do? And if words are just hollow birds, flying along, singing a song,
what would they do, if they just knew what we could do? Oh if they just knew.

THAT green GENTLEMAN (Things Have Changed)

Things are shaping up to be
pretty odd. Little deaths in musical beds.

So it seems I'm someone I've never met. You will only hear these elegant crimes,
fall on your ears from criminal dimes. They spill unfound from a pretty mouth. Everybody gets there
and everybody gets their way. I never said I missed her when

everybody kissed her, Now I'm the only one to blame. Things have changed for me,
and that's okay. I feel the same, I'm on my way, and I say. I want to go where everyone
goes, I want to know what everyone knows I want to go where everyone feels the same
I never said I'd leave the city, I never said I'd leave this town. At falling out we won't
tiptoe about.

I HAVE FRIENDS in HOLY spaces

You remind me of a former love, that I once knew. And you carry a little piece with you. We were holding hands, walking through the middle of the street.

It's fine with me, I'm just taking in the scenery. You remind me of a few of my famous friends. Well that all depends on what you qualify as friends. Take a chance, take your shoes off, dance in the rain. Yea we're splashing around, and the news spread all over town. I'm not complaining, I'm just saying, I'd like it a lot more than you think, If the sun would come out and sing with me.

NOR THE RN DOWNPOUR

If all our life is but a dream, fantastic posing greed. Then we should feed our jewelry to the sea. For diamonds do appear to be. Just like broken glass to me. Then she said she can't believe. Genius only comes along in storms of fabled foreign tongues. Tripping eyes, and flooded lungs. Northern downpour sends its love. Hey moon, please forget to fall down. Hey moon, don't you go down. Sugarcane in the easy morning.

Weather vanes my one and lonely. The ink is running toward the page, it's chasing off the days. Look back at boat feet and that winding knee. I missed your skin when you were east. You flicked your heels and wished for me. Through playful lips made of yarn That fragile Capricorn unraveled words like moths upon old scarves. I know the world's a broken bone, but melt your headaches call it home. You are at the top of my lungs. Drawn to the ones who never yawn.

WHEN The DAY MET THE NIGHT

When the moon fell in love with the sun, All was golden in the sky. All was golden when the day met the night. When the sun found the moon, She was drinking tea in a garden. Under the green umbrella trees. In the middle of summer. When the moon found the sun, He looked like he was barely hanging on. But her eyes saved his life in the middle of summer.

In the middle of summer. All was golden in the sky. All was golden when the day met the night. So he said, "would it be alright."

If we just sat and talked for a little while. If in exchange for your time, I give you this smile?" So she said, "that's okay as long as you can make a promise not to break my little heart or leave me all alone in the summer."

Well he was just hanging around,

then he fell in love.

He didn't know how, but he couldn't get out.

Oh, little did she know,
couldn't let me go,
already a part of her.

So often do I meet
people in between, that
just can't get a hold of it.

So we'll just sing it for
them. Yea we'll just
sing it. It's the greatest
thing that's yet to have
happened. Imagine

knowing me. It's the
greatest thing you'd ever imagine, but you'll never know
until you're there. Slow. Leave walking to the world. Give your feet a chance,
they'll do all the thinking. Toast high until they find less pathetic wine,
until they get a better blend then we'll just drink it for them.

Yea we'll just drink it.

THE PIANO KNOWS SOMETHING I DON'T KNOW

I won't cut my beard and I won't change my hair.

It grows like fancy flowers but it grows nowhere. If I could
build my house just like the Trojan horse, I'd put a statue of myself upon the
shelf of course. She's the smoke, she's dancing fancy pirouettes. Swan diving off of the
deep end of my tragic cigarette. She's steam, laughing on the windowpanes. The
never-ending swaying haze, oh that ever smiling maze ballet. Everything's

Pas DE CHEVAL

gone missing I've lost more songs to floods. I can't prove this makes any
sense but I sure hope that it does. Perhaps, I was born with the curiosity
of old crows. The piano knows something I don't know.

BETWEEN THE SEA

At daydream spills
from my corked head and
breaks free of my wooden neck.
Left to nod over sleeping waves
like bobbing bait for bathing cod.

Floating flocks of candled swans slowly drift
across wax ponds. The men all played along to marching drums. And boy did
they have fun behind the sea.

They sang, so our matching legs are marching clocks
and we're all too small to talk to god.

Yes we're all too smart to talk to god. Toast the fine folks casting silver
crumbs to us from the dock. Jinxed things ringing as they leak
through tiny cracks in the boardwalk.

Scarecrow now it's time to hatch sprouting suns and ageless daughters.
Don't you know that those watermelon
smiles just can't ripen underwater?

Legs of wood waves, waves of wooden legs.



FOLKIN' AROUND

Allow me to exaggerate a memory or two
Where summers lasted longer than we do.

Where nothing really mattered except for
me to be with you. But in time we all forgot
and we all grew. Your melody sounds as
sweet as the first time it was sung with
a little bit more character for show.

and by the time your father's heard of all
the wrong you've done, I'm putting out
the lantern find your own way back home.

If I've forgotten how to sing before I've sung

this song, I'll write it all across the wall before my job is done. And I'll even
have the courtesy of admitting I was wrong. Ats the final words before I'm dead
and gone. You've never been so divine in accepting your defeat, and I've never been
more scared to be alone. If love is not enough to put my enemies to sleep,
then I'm putting out the lantern find your own way back home.

SHE HAD the WORLD

She held the world upon a string.

But she didn't ever hold me.

She spun the stars on her fingernails.

But it never made her happy. Because she couldn't ever have me.

She said she'd won the world at a carnival. But she didn't ever win me.

Because she couldn't ever catch me. I...I know why. Because when

I look in her eyes, I just see the sky. When I look in her eyes, well I, just

see the sky. I don't love you, I'm just passing the time. You would love me.

If I knew how to lie. But who could love me? I am out of my mind. Throwing

a line out to sea. To see if I can catch a dream. The sun was always in her eyes.

She couldn't even see me. That girl had so much love. She'd want to kiss you all the time.

I swear I didn't ruin her. I just made her more interesting.

FROM A MOUNTAIN IN THE MIDDLE of the CABINS

Lying there with a halo in her hair she cried,
You do this all the time. Crying now, through a rusted smile she knows this isn't how he
paid the bills before. Drug farm entrepreneur. Go spin circles for me, wound relentlessly
around the words we used to sling. Oh such torturous things always chewing up the only ones
I ever mean. If you're going then go. Watch love get strangled by a kite's cold strings.
Fall comes early and summer leaves as a storm with the car keys. Spark your heels
up against the picket fence I built. All your wishes they will sink like stones slowly down
a lonely well.

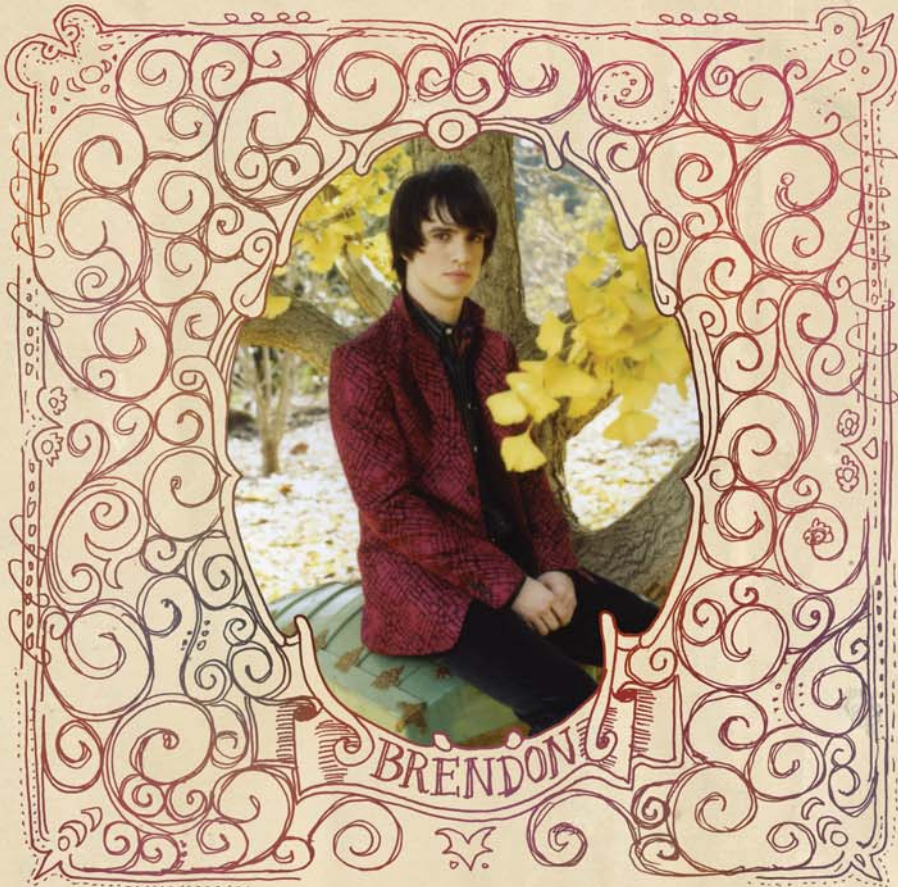
MAD AS RABBITS

Come save me from walking off a windowsill or I'll sleep in
the rain. Don't you remember when I was a bird and you were
a map? Now he drags down miles in America briefcase in hand.
The stove is creeping up his spine again, can't get enough trash. He
took the days for pageant. Became as mad as rabbits. With
bushels of bad habits. Who could ask for anymore?
Yea who could have more. His arms were the
branches of a Christmas tree preached the devil in the
belfry. He checked in to learn his clothes had
been thieved at the train station. Rope hung his
other branch and at the end was a dog called
bambi. Who was chewing on his Parliaments

when he tried to save the calendar business. The poor son of a humble chimney
sweep fell to a cheap crowd. So stay asleep and put on that cursive type you know we
live in a toy. Paul Cates bought himself a trumpet from the Salvation Army.

But there ain't no sunshine in his song. We must reinvent love.







PANIC AT THE DISCO Plays:
SJC Drums, Fender, Gibson, Hagstrom, Ampeg, Meinl, Pro-Mark, Yamaha, Remo

PANIC AT THE DISCO
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PRODUCED BY *Rob Maches*

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