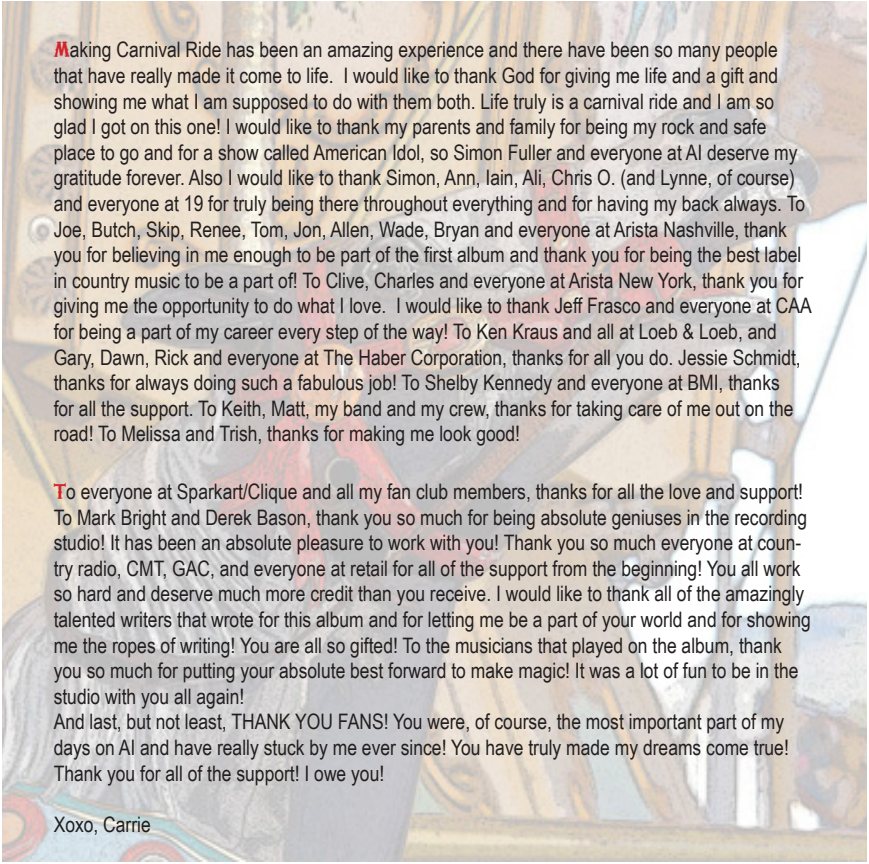


CARNIVAL RIDE





Making Carnival Ride has been an amazing experience and there have been so many people that have really made it come to life. I would like to thank God for giving me life and a gift and showing me what I am supposed to do with them both. Life truly is a carnival ride and I am so glad I got on this one! I would like to thank my parents and family for being my rock and safe place to go and for a show called American Idol, so Simon Fuller and everyone at AI deserve my gratitude forever. Also I would like to thank Simon, Ann, Iain, Ali, Chris O. (and Lynne, of course) and everyone at 19 for truly being there throughout everything and for having my back always. To Joe, Butch, Skip, Renee, Tom, Jon, Allen, Wade, Bryan and everyone at Arista Nashville, thank you for believing in me enough to be part of the first album and thank you for being the best label in country music to be a part of! To Clive, Charles and everyone at Arista New York, thank you for giving me the opportunity to do what I love. I would like to thank Jeff Frasco and everyone at CAA for being a part of my career every step of the way! To Ken Kraus and all at Loeb & Loeb, and Gary, Dawn, Rick and everyone at The Haber Corporation, thanks for all you do. Jessie Schmidt, thanks for always doing such a fabulous job! To Shelby Kennedy and everyone at BMI, thanks for all the support. To Keith, Matt, my band and my crew, thanks for taking care of me out on the road! To Melissa and Trish, thanks for making me look good!

To everyone at Sparkart/Clique and all my fan club members, thanks for all the love and support! To Mark Bright and Derek Bason, thank you so much for being absolute geniuses in the recording studio! It has been an absolute pleasure to work with you! Thank you so much everyone at country radio, CMT, GAC, and everyone at retail for all of the support from the beginning! You all work so hard and deserve much more credit than you receive. I would like to thank all of the amazingly talented writers that wrote for this album and for letting me be a part of your world and for showing me the ropes of writing! You are all so gifted! To the musicians that played on the album, thank you so much for putting your absolute best forward to make magic! It was a lot of fun to be in the studio with you all again!

And last, but not least, THANK YOU FANS! You were, of course, the most important part of my days on AI and have really stuck by me ever since! You have truly made my dreams come true! Thank you for all of the support! I owe you!

Xoxo, Carrie

1. FLAT ON THE FLOOR:


I'm flat on the floor with my head down low Where the sky can't rain on me anymore. Don't knock on my door 'cause I won't come I'm hidin' from the storm 'til the damage is done. Baby, baby, baby, baby Tell me why You gotta make me, make me Make me, make me, make me cry, oh Lord If I told you once I told you a thousand times You can't knock me off my feet When I'm already on my knees Ooh, yeah Baby, baby, baby, baby Tell me how You think you're gonna live without my love now I don't know why you gotta keep comin' around Creepin' up my street But boy, you can't bother me You ain't gonna get to me tonight I'll lay right here till it all rolls through I ain't gonna raise my body Till there ain't no sight Till there ain't no sight Till there ain't no sight of you.

2. ALL AMERICAN GIRL:

Since the day they got married He'd been praying for a little baby boy Someone he could take fishing Throw the football and be his pride and joy He could already see him holding that trophy Taking his team to state But when the nurse came in with a little pink blanket All those big dreams changed And now, he's wrapped around her finger She's the center of his whole world And his heart belongs to that sweet, little, beautiful, wonderful, perfect All American girl Sixteen short years later She was falling for the senior football star Before you knew it he was dropping passes Skipping practice just to spend more time with her The coach said, hey son what's your problem Tell me have you lost your mind Daddy said you'll lose your free ride to college Boy, you better tell her goodbye But now, he's wrapped around her finger She's the center of his whole world And his heart belongs to that sweet, little, beautiful, wonderful, perfect All American And when they got married and decided to have one of their own She said, be honest, tell me what you want And he said, honey you outta know A sweet, little, beautiful one just like you I want a beautiful, wonderful, perfect All American girl.

3. SO SMALL

What you got if you aint got love? The kind that you just wanna give away It's okay to open up Go ahead and let the light shine through I know it's hard on a rainy day You wanna shut the world out You wanna shut the world out And just be left alone Don't run out on your faith Sometimes that mountain you've been climbing Is just a grain of sand What you've been out there searching for forever, Is in your hands When you figure out love is all that matters, after all It sure makes everything Seem so small It's so easy to get lost inside A problem that seems so big, at the time It's like a river



that's so wide It swallows you whole While you're sittin round thinking about what you can't change
And worryin' about all the wrong
things Time's flying by, moving so fast You better make it count, cause you can't get it back Some-
times that mountain you've been climbing Is just a grain of sand What you've been out there searchin
for forever Is in your hands Oh, When you figure out love is all that matters after all It sure makes
everything else Seem so small.

4. JUST A DREAM:

It was two weeks after the day she turned eighteen All dressed in white Going to the church that night
She had his box of letters in the passenger seat Sixpence in a shoe, something borrowed, something
blue And when the church doors opened up wide She put her veil down Trying to hide the tears Oh
she just couldn't believe it She heard trumpets from the military band And the flowers fell out of her
hand Baby why'd you leave me Oh, Why'd you have to go? I was counting on forever, now I'll never know
I can't even breathe It's like I'm looking from a distance Standing in the background Everybody's say-
ing, he's not coming home now This can't be happening to me This is just a dream The preacher man
said let us bow our heads and pray Lord please lift his soul, and heal this hurt Then the congregation
all stood up and sang the saddest song that she ever heard Then they handed her a folded up flag
And she held on to all she had left of him Oh, and what could have been And then the guns rang one
last shot And it felt like a bullet in her heart

5. GET OUT OF THIS TOWN:

Got it all figured out inside of my head There's a bag packed up at the foot of my bed You say the
word, baby I'm all set We'll cover our tracks, tell a couple white lies Make sure we got a good alibi And
by the time they catch on, we'll be outta their sight Long gone, baby Let's get out of this town tonight
Nothing but dust in the shadows Gone by morning light Somewhere we won't ever get caught, ever be
found Baby, let's just get out of this town Don't need directions, don't need a map If we get lost I'll be
good with that Yeah we'll find a way to make the time pass Window rolled down with the heat on high
Stars all aligned in a runaway sky Holding my hand as the miles roll by Long gone, baby Let's get out
of this town tonight Nothing but dust in the shadows Gone by morning light Somewhere we won't ever
get caught, ever be found Baby, let's just get out of this town.

6. CRAZY DREAMS:

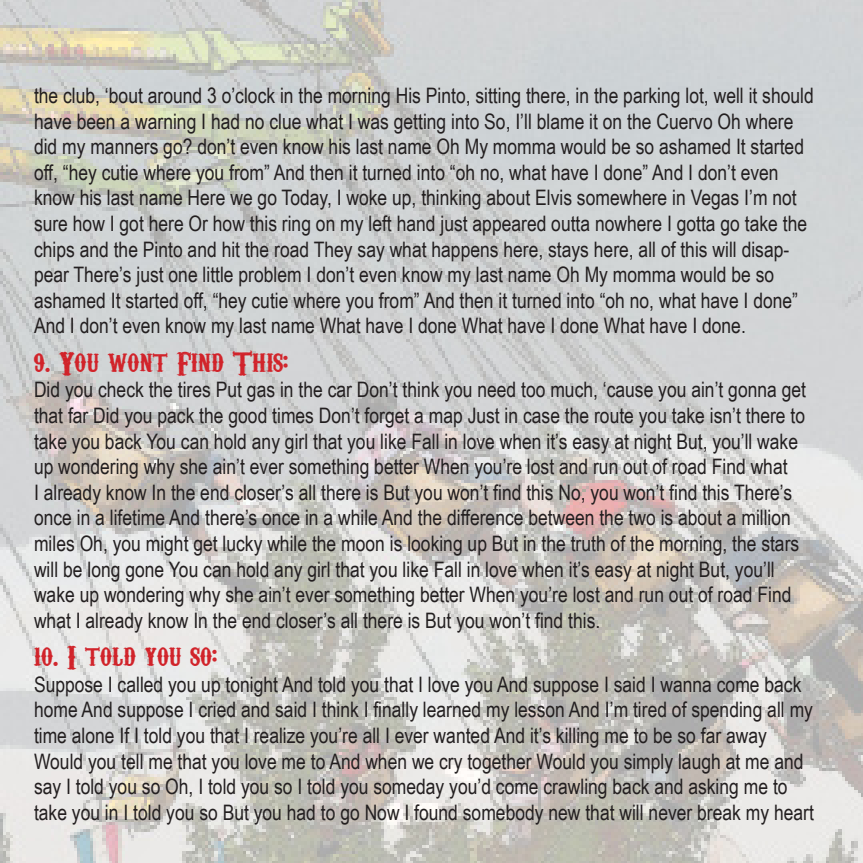
Hello you long shots You dark horse runners Hairbrush singers, dashboard drummers Hello you wild magnolias Just waiting to bloom There's a little bit of all that inside of me and you Thank God even crazy dreams come true I stood at the bottom of some walls I thought I couldn't climb I felt like Cinderella at the ball just running out of time So I know how it feels to be afraid Think that it's all gonna slip away Hold on, hold on Here's to you free souls, you firefly chasers Tree climbers, porch swingers, air guitar players Here's to you fearless dancers, shaking walls in your bedrooms There's a lot of wonder left inside of me and you Thank God even crazy dreams come true Never let a bad day be enough To go and talk you in to giving up Sometimes everybody feels like you Oh, feels like you, just like you Yeah I've met some go-getters Some difference makers Small town heroes, and big chance takers I've met some young hearts with something to prove Oh, yeah Here's to you long shots You dark horse runners Hairbrush singers, and dashboard drummers Here's to you wild magnolias Just waiting to bloom There's a little bit of all that inside of me and you Thank God even crazy dreams come true Thank God even crazy dreams come true.

7. I KNOW YOU WANT:

I know you don't mean to be mean to me 'Cause when you want to you can make me feel like we belong We belong Lately you make me feel all I am is a back-up plan I say I'm done and then you smile at me and I forget Everything I said I buy into those eyes And into your lies You say you'll call, but I know you You say you're coming home, but I know you You say you'll call, but I know you won't You say you'll call, but I know you won't I wish you were where you're supposed to be Close to me But here I am just staring at this candle burning out And still no sound Of footsteps on my stairs Or your voice anywhere You say you'll call, but I know you You say you're coming home, but I know you You say you'll call, but I know you won't You say you'll call, but I know you won't.

8. LAST NAME:

Last night, I got served a little bit too much of that poison, baby Last night, I did things I'm not proud of And I got a little crazy Last night, I met a guy on the dance floor and I let him call me baby And I don't even know his last name My momma would be so ashamed It started off, "hey cutie where you from" And then it turned into oh no, what have I done And I don't even know his last name We left,



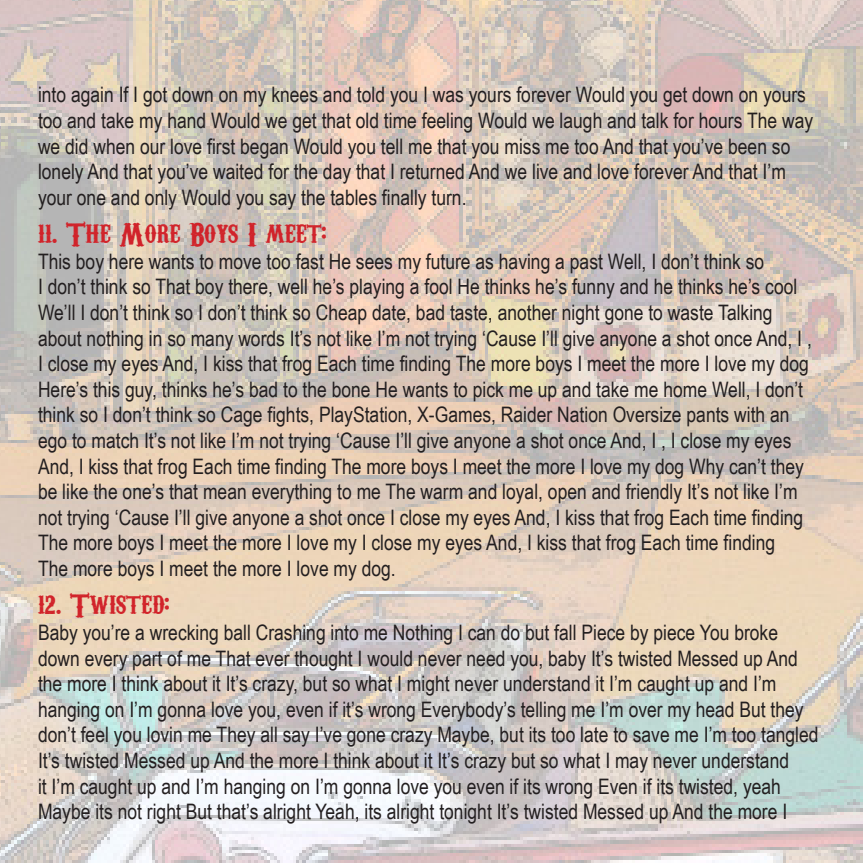
the club, 'bout around 3 o'clock in the morning His Pinto, sitting there, in the parking lot, well it should have been a warning I had no clue what I was getting into So, I'll blame it on the Cuervo Oh where did my manners go? don't even know his last name Oh My momma would be so ashamed It started off, "hey cutie where you from" And then it turned into "oh no, what have I done" And I don't even know his last name Here we go Today, I woke up, thinking about Elvis somewhere in Vegas I'm not sure how I got here Or how this ring on my left hand just appeared outta nowhere I gotta go take the chips and the Pinto and hit the road They say what happens here, stays here, all of this will disappear There's just one little problem I don't even know my last name Oh My momma would be so ashamed It started off, "hey cutie where you from" And then it turned into "oh no, what have I done" And I don't even know my last name What have I done What have I done What have I done.

9. YOU WONT FIND THIS:

Did you check the tires Put gas in the car Don't think you need too much, 'cause you ain't gonna get that far Did you pack the good times Don't forget a map Just in case the route you take isn't there to take you back You can hold any girl that you like Fall in love when it's easy at night But, you'll wake up wondering why she ain't ever something better When you're lost and run out of road Find what I already know In the end closer's all there is But you won't find this No, you won't find this There's once in a lifetime And there's once in a while And the difference between the two is about a million miles Oh, you might get lucky while the moon is looking up But in the truth of the morning, the stars will be long gone You can hold any girl that you like Fall in love when it's easy at night But, you'll wake up wondering why she ain't ever something better When you're lost and run out of road Find what I already know In the end closer's all there is But you won't find this.

10. I TOLD YOU SO:

Suppose I called you up tonight And told you that I love you And suppose I said I wanna come back home And suppose I cried and said I think I finally learned my lesson And I'm tired of spending all my time alone If I told you that I realize you're all I ever wanted And it's killing me to be so far away Would you tell me that you love me to And when we cry together Would you simply laugh at me and say I told you so Oh, I told you so I told you someday you'd come crawling back and asking me to take you in I told you so But you had to go Now I found somebody new that will never break my heart



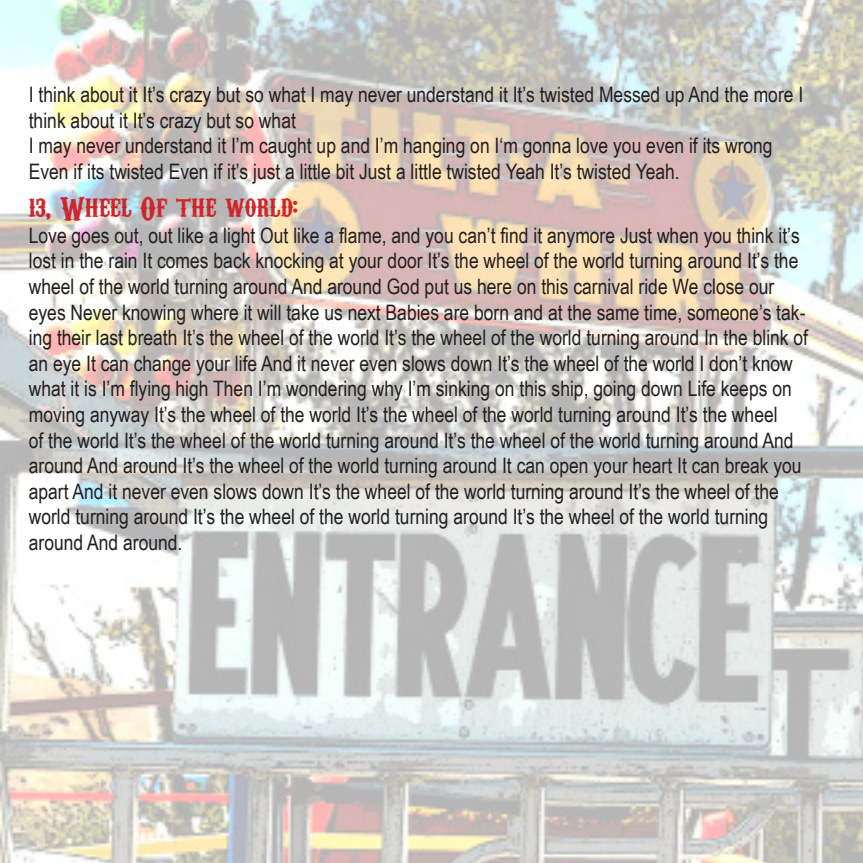
into again If I got down on my knees and told you I was yours forever Would you get down on yours too and take my hand Would we get that old time feeling Would we laugh and talk for hours The way we did when our love first began Would you tell me that you miss me too And that you've been so lonely And that you've waited for the day that I returned And we live and love forever And that I'm your one and only Would you say the tables finally turn.

11. THE MORE BOYS I MEET:

This boy here wants to move too fast He sees my future as having a past Well, I don't think so I don't think so That boy there, well he's playing a fool He thinks he's funny and he thinks he's cool We'll I don't think so I don't think so Cheap date, bad taste, another night gone to waste Talking about nothing in so many words It's not like I'm not trying 'Cause I'll give anyone a shot once And, I, I close my eyes And, I kiss that frog Each time finding The more boys I meet the more I love my dog Here's this guy, thinks he's bad to the bone He wants to pick me up and take me home Well, I don't think so I don't think so Cage fights, PlayStation, X-Games, Raider Nation Oversize pants with an ego to match It's not like I'm not trying 'Cause I'll give anyone a shot once And, I, I close my eyes And, I kiss that frog Each time finding The more boys I meet the more I love my dog Why can't they be like the one's that mean everything to me The warm and loyal, open and friendly It's not like I'm not trying 'Cause I'll give anyone a shot once I close my eyes And, I kiss that frog Each time finding The more boys I meet the more I love my I close my eyes And, I kiss that frog Each time finding The more boys I meet the more I love my dog.

12. TWISTED:

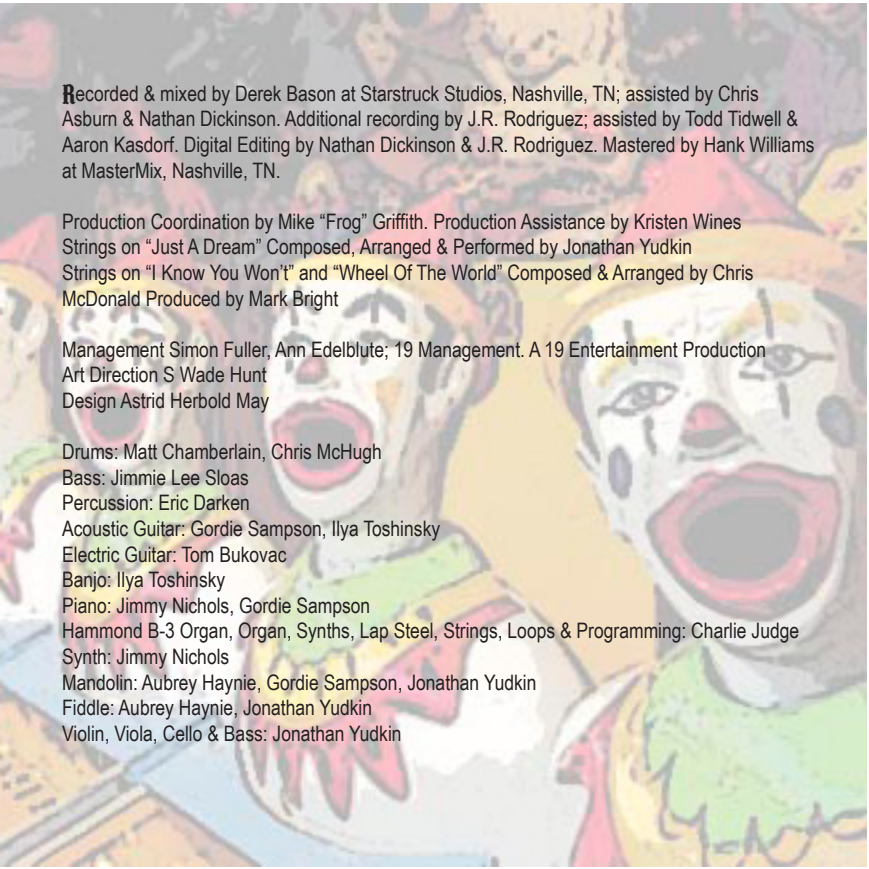
Baby you're a wrecking ball Crashing into me Nothing I can do but fall Piece by piece You broke down every part of me That ever thought I would never need you, baby It's twisted Messed up And the more I think about it It's crazy, but so what I might never understand it I'm caught up and I'm hanging on I'm gonna love you, even if it's wrong Everybody's telling me I'm over my head But they don't feel you lovin me They all say I've gone crazy Maybe, but its too late to save me I'm too tangled It's twisted Messed up And the more I think about it It's crazy but so what I may never understand it I'm caught up and I'm hanging on I'm gonna love you even if its wrong Even if its twisted, yeah Maybe its not right But that's alright Yeah, its alright tonight It's twisted Messed up And the more I



I think about it It's crazy but so what I may never understand it It's twisted Messed up And the more I think about it It's crazy but so what
I may never understand it I'm caught up and I'm hanging on I'm gonna love you even if its wrong
Even if its twisted Even if it's just a little bit Just a little twisted Yeah It's twisted Yeah.

13. WHEEL OF THE WORLD:

Love goes out, out like a light Out like a flame, and you can't find it anymore Just when you think it's lost in the rain It comes back knocking at your door It's the wheel of the world turning around It's the wheel of the world turning around And around God put us here on this carnival ride We close our eyes Never knowing where it will take us next Babies are born and at the same time, someone's taking their last breath It's the wheel of the world It's the wheel of the world turning around In the blink of an eye It can change your life And it never even slows down It's the wheel of the world I don't know what it is I'm flying high Then I'm wondering why I'm sinking on this ship, going down Life keeps on moving anyway It's the wheel of the world It's the wheel of the world turning around It's the wheel of the world It's the wheel of the world turning around It's the wheel of the world turning around And around And around It's the wheel of the world turning around It can open your heart It can break you apart And it never even slows down It's the wheel of the world turning around It's the wheel of the world turning around It's the wheel of the world turning around It's the wheel of the world turning around It's the wheel of the world turning around And around.




Recorded & mixed by Derek Bason at Starstruck Studios, Nashville, TN; assisted by Chris Asburn & Nathan Dickinson. Additional recording by J.R. Rodriguez; assisted by Todd Tidwell & Aaron Kasdorf. Digital Editing by Nathan Dickinson & J.R. Rodriguez. Mastered by Hank Williams at MasterMix, Nashville, TN.

Production Coordination by Mike "Frog" Griffith. Production Assistance by Kristen Wines
Strings on "Just A Dream" Composed, Arranged & Performed by Jonathan Yudkin
Strings on "I Know You Won't" and "Wheel Of The World" Composed & Arranged by Chris McDonald Produced by Mark Bright

Management Simon Fuller, Ann Edelblute; 19 Management. A 19 Entertainment Production
Art Direction S Wade Hunt
Design Astrid Herbold May

Drums: Matt Chamberlain, Chris McHugh
Bass: Jimmie Lee Sloas
Percussion: Eric Darken
Acoustic Guitar: Gordie Sampson, Ilya Toshinsky
Electric Guitar: Tom Bukovac
Banjo: Ilya Toshinsky
Piano: Jimmy Nichols, Gordie Sampson
Hammond B-3 Organ, Organ, Synths, Lap Steel, Strings, Loops & Programming: Charlie Judge
Synth: Jimmy Nichols
Mandolin: Aubrey Haynie, Gordie Sampson, Jonathan Yudkin
Fiddle: Aubrey Haynie, Jonathan Yudkin
Violin, Viola, Cello & Bass: Jonathan Yudkin



Steel Guitar: Mike Johnson, Paul Franklin

Dobro: Paul Franklin

Background vocals: Wes Hightower, Lisa Cochran, Hillary Lindsey, Vince Gill, Carrie Underwood
Strings Performed by The Nashville String Machine

NASHVILLE STRING MACHINE: Violin: Carl Gorodetzky (Contractor), Pam Sixfin, Conni Ellisor, Alan Umstead, Dave Angell, Carry Umstead, Cate Myer, Karen Winkelmann, Janet Darnall, Carrie Bailey, Gerald Greer, Zeneba Bowers, Erin Hall, Denise Baker, Bev Drukker, Betty Small / Viola: Kris Wilkinson, Gary Vanosdale, Jim Grosjean, Bruce Christensen, Monisa Angell, Chris Ferrell / Cello: Carole Rabinowitz, Anthony LaMarchina, John Catchings, Julie Tanner, Keith Nicholas, Sari Riest / Bass: Craig Nelson, Jack Jezioro