



Ben Folds
What Matters Most
Credits & Lyrics

1. But Wait, There's More
2. Clouds With Ellipses
3. Exhausting Lover
4. Fragile
5. Kristine From The 7th Grade
6. Back To Anonymous
7. Winslow Gardens
8. Paddleboat Breakup
9. What Matters Most
10. Moments (feat. Tall Heights)

All songs written by Ben Folds

Free From The Man Publishing (BMI)

except

“Moments” written by Ben Folds, Tim Harrington, and Paul Wright

Free From The Man Publishing (BMI) / At the Harm Farm Music (ASCAP)

Ben Folds: singing, piano-ing, bass-ing, some drumming

Tim Harrington: acoustic guitars, singing

Paul Wright: cello, singing

Paul Dumas: drums

Joe Pisapia: electric guitars, pedal steel, background vocals

Ross Garren: keyboards, harmonica

Horn Section on “But Wait, There’s More”, “Exhausting Lover”, and “What Matters Most”:

Jim Hoke: saxophone

Emmanuel Echem: trumpet

John Hinchey: trombone

Dodie Clark: choir of Dodies on “Clouds With Ellipses”

Rob Moose: string arrangements and all violins/violas on “Fragile” and “Winslow Gardens”

Gabe Cabezas: cellos on “Winslow Gardens”

String Quartet on “Kristine From The 7th Grade” (arrangement - Mr Folds)

David Davidson: violin

David Angel: violin

Kristin Wilkenson: viola

Carole Rabinowitz: cello

Ruby Amanfu: harmony on “Back To Anonymous”

Produced by Joe Pisapia, recorded at Middletree Studios, East Nashville, TN

Mixed by Michael Brauer at MHB Productions

Joe Costa: recording engineer

Josh Cournoyer: assistant engineer, some background vocals, and so much more

Mastered by Pete Lyman at Infrasonic, Nashville, TN

Management: Mike Kopp

Business Management: Victor Wlodinguer

Legal: Ken Anderson

Booking: Jonathan Levine and Seth Malasky at Wasserman Music

Live crew: Ray Amico, Leo Overtoom, Michael Praytor

Package Design: Sam Smith

Cover Art by Sensetus, @Sensetus

But Wait, There's More

Wait, there's more

What used to be extreme's now a bore

That freak show in the landscaping parking lot

Was oh so funny then now it's not enough

But wait, there's more

Did we really think we'd go back to normal

Did we really ever think we could cut that cord

Because look who's coming back

Coming back for more

But wait, there's more

More. More. More.

Do you still believe in the good of humankind?

I do

Wait
Time that you won't get back
There's more
All the places you'll never be
Wait
Books that you might have read
There's more
Klan moms you can't unsee

But wait, there's more
More. More. More
Do you still believe in the good of humankind?
I do

But wait, there's more
Not sure that we can take too much more
Pray that there's a bottom somewhere in sight
Brothers and sisters hold tight

Clouds With Ellipses

Fits and starts
Clouds and ellipses
I fill silences with the dark
And I... I can take it
I wanna know the uncensored thoughts
Or maybe not

I know you
And your rhythm
When you took an extra beat
That rang true
Were you being honest and thought better of it?
I watched the cloud hesitate, then nothing

Clouds with ellipses
They come and go and come and go and
Fade away
Clouds with ellipses
They come and go and come and go and fade away

For these moments
Nothing else matters
Life and doldrums and pain
We float free

Until the cloud bursts
Are you even real?
Is that what you started to tell me but couldn't

Clouds with ellipses
They come and go and come and go and
Fade away
Clouds with ellipses
They come and go and come and go

Meet me here
Free and numinous
Soaring over the rain
We get to be our most beautiful versions
Until we come down
Someone else gets the real thing
And we get our dots and our clouds...

Clouds with ellipses
They come and go and come and go and
Fade away
Clouds with ellipses
They come and go and come and go and fade away

Exhausting Lover

I woke up in a truck stop parking lot
A girl in a red white and blue halter top was staring
Thick glasses like mine
And a low bored monotone vocal fry

She said, who's the band on the bus?
What bus?
That one, nerd. The one that you got off of
Oh - Probably no one you've heard of

Don't know what came over me
As I awkwardly dropped my room key
I said I think that's yours
And three hours later I was banging this verse out
Oh no - head meet floor
I don't wanna do this no more
Every kiss is a jam band solo
Never gonna say YOLO no mo'
My mind says no

My body says hell no
Let this be over
Exhausting lover

Not sure if she couldn't stop
Or if she wouldn't stop
As the motel carpet gave me five more raw spots
What's that stabbing my back?
Ah, that's a wire from her halter top
There was an hour where her head kept banging
Against the bottom of a table top
I saw my life in a split screen
But life's just one shot

What the hell would I tell my girlfriend
But the thing is she's not my girlfriend anymore
I traded it all for some third degree carpet burn

Oh no - head meet floor
I don't wanna do this no more
Every kiss is a jam band solo
Never gonna say YOLO no mo'
My mind says no
My body says hell no
Let this be over
Exhausting lover

Then she handed me a hot wheels track
I said, girl that's pretty weird
Where did you get that?
She said never mind that
Here nerd beat my ass in the bath like my dad did
When I was a bad kid
I said, nah what's this!
Let me up out of the Motel Six
And tell me where my pants went
That's when I heard the door breaking
It wasn't housekeeping
It was her boyfriend

Don't know what came over me
Out the door in my boxer briefs
Some dude live tweeted
As I ran half-naked past a Cracker Barrel

Oh no - head meet floor
I don't wanna do this no more
Every kiss is a jam band solo
Never gonna say YOLO no mo'
My mind says no
My body says hell no
Let this be over
Exhausting lover

Fragile

You're only sorry
When you've been called out
And suddenly sane when I stand my ground
You have made such a mess
With no worry no thought
Here come the tears
Now that you've been caught

Afraid to confront you
When you're so childlike
You pull no punches and I absorb them
Just when I've had enough
And I thought I might crack
You make me smile and
I take all of those thoughts back

Something so fragile about you
It's how you get away with what you do
It's like, crash, boom, oops
Did I break that too?
And I almost believe you

And just when I've had enough
And I thought I might leave
Rather than hurt you
I let you hurt me

Something so fragile about you
It's how you get away with what you do
It's like you're someone else
And when you come to
Your eyes well up
Oops did I break that too?
And I almost believe you

Something so fragile about you
It's like I blacked out for a year and woke up with you
With a crash, boom, oops
Did I break that too?

Kristine, From the 7th Grade

Are you the same Kristine
I knew from 7th grade?
No, it's definitely you
Just with a new last name
Someone who laughed a lot
Is what I remember the most
But the face in your profile
Suggests maybe not so much anymore

Yeah, I got the emails
These last two years everyday
And I don't reply because
I'm not really sure what to say
Kristine, from the 7th grade

The anger the all caps
And all the pseudoscience
The misspellings they must be on purpose
We went to a good school Kristine
So what would you imagine
I might take from this deluge of memes
With the cryptic dark bible quotes,
Guns, and dead fetuses
Seriously Kristine, are you okay?

This world can be wonderful too, yeah?
Do you ever see it that way
Kristine, from the 7th grade

There's a break in the rain
A perfect time for a walk
The smell of wet leave, the warm smiles and hellos
These things exist in the real world, you know
Oh, what a shame Kristine
This disease that makes strangers of friends
But if these days it's really us's and them's
Maybe you should just take me off

Both of those lists

It's such a short and sad and beautiful life
Do you ever see it that way?

Back to Anonymous

These days
It doesn't matter, I can let myself go
No disguise, just go for a stroll
It's back to anonymous
But those years were
One big blur
I don't know where I have been
I dream the pieces back now and then

Is it cliché
Does it sound so ungrateful
When it comes out that way?
If so, I only mean to say
Thank you for those crazy days
Now it's back to anonymous

Strangers
Creepy and comfortable that they knew my name
It's not at all what I thought that fame would be
It was just a small world
For a while
Is life better now?
well, that depends on how I'm feeling about it
It's not so much that I wanted out
I really didn't have a say

But it's a big world
With un-famous people who deserve
The grand applause
And they quietly carry on
I'd like to think that I could be that strong
Daydreaming on the bus, that's all
Now it's back to anonymous

The wife and I
Feeding the birds, in love
In comfortable clothes
The neighbors, they don't wink like they know

But back when they'd say
Savor this moment
It's your time
Seize the day
But I couldn't stay awake
And I didn't feel a thing
And she reminds me when I start to think
I might throw my hat back in the ring
But it's time to be ...

Winslow Gardens

Ten minutes in Winslow Gardens
Never noticed the views or the walls
The whole world was closing
We just took the keys and signed the line

Old folks in the windows watching
Rolling in with our rain soaked bags
We'd packed in a rush back home
When always leaving meant always coming back

Oh - some trips just go one way
Oh - just when when plans are made
You find you've started all over again

Ten weeks in Winslow Gardens
Aired out and mold is gone
Back home the toll grows higher
It's hard to reconcile
With the bluer skies

Oh - some trips just go one way
Oh - just when it seemed so safe
It started all over again

Far away across the ocean
A small crowd and an auctioneer
They're picking over the pieces of our life
But in this tiny apartment
Sleeping like the dead through the night

Ten years in Winslow Gardens
A young couple's moved in down the hall

In the window we're watching the rain
Strip the last of the leaves
For an early fall

Oh - some trips just go one way
Oh - just when when plans are made
It's started all over
We've started all over again

Paddle Boat Breakup

Tossed about the ocean in boats built for a lake
Life is but a dream a stream of beautiful mistakes

On a quiet lake so far from the shore
We had paddled for an hour
Back would be way more

She said that's just great
What is wrong with you?
You wait 'til we're trapped in a boat to tell me we're through?

But in the safest dark it had seemed so clear
Tell the truth and let the daylight shine
Watch the shadows disappear
And then the morning came
And I couldn't bring myself to say it

We went through all seasons trapped in safety vests
The bright red sun it seared my soul
Her eyes they burned the rest
You must really hate me to have planned it out like this
You can get us back to the shore
I'm not rowing shit

And then the questions came
With no place to hide
Why did I blurt it trapped alone in a boat
I rowed against the tide
I guess I had all day
But I couldn't bring myself to say it

So we turned in our vests and headed to our cars
She said bye and drove away but mine it would not start
And now the sun is setting and everyone has left

I'm waiting for the tow truck now and she's just sent a text

She says

You see, these last few days I've had something big to say
How romantic it would to wait and I could tell you on the lake
But then you dropped that bomb
And I couldn't bring myself to say it

What Matters Most

I could not see the haze
Back in the days we lived inside of it
Now I'm floating away
And haunting the halls night and day
Out in some storage space out on the highway
Fifteen years tossed in boxes

Chocked the old bills, phones, pictures and trash
Oh the drama and memories attached
Now I'm wondering
What matters most?

A true friend is
Someone who when you are with them
You know what matters most
But that door slammed so tight
With you and our time trapped behind it
Now you're floating away
But in this time of overwhelming change
I just wanna know what I want
Because I only seem to know what I don't
With so little time
What matters most?
Tell me what
What matters most?

I keep going for the phone
To send you a note with the news
And I'm thinking man, you won't believe this
... you're gone

Sorting through photos of fake smiles
And photos of real ones
But I've thrown the whole lot in the bin
Just got a glimpse

Of what matters most
Tell me what
What matters most

Moments

Let's tell ourselves that's it's great to be alive
Let's take our time to open up our eyes
We mumble words that sound meaningless
When meaning is impossible to find

We try to hold these moments as they glow
We'll breathe them in
And then we'll let them go

And so I ask you to bear witness to this crime
Of letting my heart shine
I'm ready to surrender

Let's take the signs like the lonely hummingbird
That hummed right by
I hummed along assured
These stormy skies won't be dark enough
To throw me off when everything's aligned

The sand in the face
The dull and quiet pain
But for now seems so far away
It seems so far away

And so I ask you to bear witness to this crime
Of letting my heart shine
I'm ready to surrender

We try to hold these moments as they glow
We'll breathe them in and then we
Let them go

And now we lie together
Face up to the stars
I'm letting my heart shine
I think I just surrendered

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