

## **Look What the Fans Drug In:**

### ***A Tribute to the music of Michael Penn***

#### **INTRODUCTION:**

The pop landscape of 1989 was dominated by pre-packaged dance beats and low grade, anthem rock when a new artist – a breath of fresh musical air – appeared on the scene. Michael Penn’s emblematic hit, “No Myth” asked the memorable question - *What if I were Romeo in Black Jeans?* – including a playful literary aside within the irresistible pop hooks, making an indelible impression in an era of processed pap.

Reaching #13 on the pop charts, the song gave Penn national visibility and record label credibility, only being heightened by winning the 1990 MTV Video Award for Best New Artist. Yet, while the mainstream marketplace may momentarily embrace originality and change, it rarely sustains or nourishes it. Penn’s intricate melodies and soulful power pop soon sounded out of lock-step with radio tastemakers.

As a result, perhaps “No Myth” may best be seen as a dual edged sword: it gave Penn a measure of fame, but then became an unfair benchmark against which he’ll always be measured. Patton Oswalt’s running joke, “Play the one about the black pants” is so memorable a line because it’s funny and true - and just a little bit sad.

But more importantly, “No Myth” invited the audience to the table for what has become a deliriously memorable feast of musical originality and expertise. To have only tasted *March*’s catchy, jangly title track is to have only a dim view into the richness of Penn’s music, which includes five full albums, numerous B-sides and covers, as well as a compelling body of soundtrack work.

*Look What the Fans Drug In: A Tribute to Michael Penn* serves as a dedication to those who have savored every musical crumb and morsel over the past 17 years, but even more, to the artist himself. Many, many compliments to the chef...

-- *Dan Armstrong*

## **MARCH: “Play the one about the black pants!”**

*March*'s eleven tracks run the relationship gamut, exploring the many shades of attraction, romance and rejection. While Penn's lyrical inscrutability usually prevents his heart from appearing on his sleeve (conversely, he's more inclined to let the bile slap your face), this early album often features an emotional earnestness not found in much of his subsequent albums. Exuberant youthfulness characterize the early songs of romance – the chances we'll take, the delusional sacrifices we'll make. After all, Penn will take a stab at love rather than a chance for heaven itself! Songs like “This and That” or “Invisible” suggest protagonists who will humble themselves to reach for love, even if love ultimately turns its back (and in case you were wondering, the waitress was real). And a road trip is filled with surreal encounters and an aura of sensuality (*Brave New World*).

Speaking of road trips, on a cross-Nebraska college journey of his own, tribute contributor Ray Hughes sang the entirety of *March* acapella to friends when the car tape deck broke down (even humming “Disney is a Snow Cone”!). “What I lacked in vocal finesse, I made up for in fervor”, he says, and then married “the only woman I knew who had purchased *March* when it came out and still treasured it almost a decade later”. Incidentally, he recreated the surely memorable road trip for his own recording, sitting in his car with a tape recorder, where he “banged out two takes”.

Derek Anderson was on his own countryside drive with the “windows down and the wind in our faces when “This & That” came on...I misheard the lyrics and thought Michael was singing, “How do burning canyons feel?” Anderson sang the wrong lyrics for years until his now-wife corrected him, but he still likes the idea of “trying to understand how a burning canyon feels, but I have to admit the original lyrics make more sense.” Darin Henderson proudly provides “a very rough version of “No Myth”, with me banging the keyboard of an old Casio for the elementary drum sound. I can't sing worth a lick, but I love MP, and I just HAD to cover this song.”

In the latter half of the album, beside nostalgic musings of childhood (“Big House”, with its evocation of Ding-Dong-Ditch), the romances sour and even shatter under the effort. “Battle Room” performer Audrius Sabbie dedicates the song to veterans of war and comments, “if Battle Rooms exist (and they do), then I'm Lord Wellington – that still hasn't won his Waterloo”.

The characters in Penn's songs sometimes seem overmatched by their own desires. Be careful what you wish for - Cupid may visit, but rarely has his strike sounded so violent and foreboding. While Penn's live performances of “Cupid's Got a Brand New Gun” left an indelible impression on Cindy Graham, she wants listeners of her own version to evoke torch song meets David Lynch: “Imagine a gal with a Veronica Lake hairstyle in a satin dress, maybe elbow length gloves, clutching a ribbon mike in a smoky club. Maybe in black & white. At least that's what I'm thinking when I sing it (but I'm just weird that way).”

Tribute artist Jill Sibley long related to the more problematic shadings of “Evenfall”, as she was struggling to hold on to her own failing marriage, “not realizing that the person and the marriage were toxic to me. The high-energy rock and roll style really made that song stand out to me as well.”

Despite fans’ affection for his debut album, the artist himself has a hard time returning to it, and only does so when referencing a song for his live set. Penn looks “back to stuff on *March* and remember how I agonized over certain things... now I realize that many of the things that I struggled to make “perfect”, suck. While other bits that I let slide or were happy accidents are the better moments”. Ever the perfectionist, Penn would change “many many many things” about *March*, starting with his voice. Making the album, he chafed under the producer’s efforts driving him to be a more conventional “Singer”. He comments that “it wasn’t until some of the second album, but really *Resigned* that I started to sound like me”.

-- *Dan Armstrong*

COVER ALBUM CREDITS:

No Myth	Darin Henderson
Half Harvest	Ken Simpson
This & That	Derek Anderson
Brave New World	Andrea Kremer
Innocent One	Ray Hughes
Bedlam Boys	Maarten Kneppers
Invisible	Mike Aquino
Cupid’s Got a Brand New Gun	Cindy Graham: vocals
	Randy Chepigan: keyboards
Battle Room	Audrius Sabbie
Evenfall	Jill Sibley

## **FREE-FOR-ALL: “Now We’re Even”**

There are times that music encourages you wallow in the pain of a lost relationship, or provide the catharsis to overcome it. And then there are times that music can help reveal that the person you are with was all wrong from the start.

*Free-For-All* provided much of the soundtrack for my sophomore year in college, but my then girlfriend couldn't connect with Penn's metaphors and imagery. "Why does he rhyme all the time? *My baby sees every sentence with an underline. Never uses turpentine.* What the hell does that mean?!", she grouched. Well, I'm not sure either, but I did know that my girlfriend and I weren't meant to last for the ages.

In fact, it was the surprising success of *March* that freed Penn to "risk being a bit more subversive lyrically". The poignant earnestness of *March* had been replaced by a deep, complex anger, starting with the embittered protagonist of the deceptively gorgeous "Long Way Down", which Penn considered "the next logical step" from "No Myth". That anger and aggression continues through the racial disharmony of 1992 Los Angeles in "Bunker Hill's" incisive social commentary (for Los Angeleno Wendy Karn, "over drawn and won't erase" sums up her whole experience of the city). Even the album title itself suggests a violent melee erupting both from within and without.

In a 1992 interview, Penn acknowledged that "I went out to the extremities more . The aggressive stuff is more aggressive, the folky stuff is more folky". "Long Way Down" demonstrates both ends of this spectrum, and performer Dave Sills chose this song "because it has one of my all time favorite lines in any song by any writer: *"I've got a feeling she's been sleeping with the whole wide world"*. It kills me every time. As a songwriter, that's the kind of line I aspire to write." The melodic, "folky" aspects of "Coal" are highlighted in Matt Brooks' cover. His wife and song collaborator, Kristin Brooks, comments that Penn "has a meticulous.....(if not magical) way of blending countless layers of multiple instruments, bells and whistles, subtle hints, nods, variables and innuendos, etc, into every song SO WELL that you really feel that every minute detail belongs... He could put hundreds upon hundreds of individual elements and layers into one song, and they would ALL be relevant and justified."

*Free-For-All's* "extremities" oftentimes feature discordant sounds, while a plethora of real drums to replace *March's* fantastic (but decidedly more artificial) drum programming, all of which mesh perfectly with the continued beauty of his melodies and songwriting craft. His ability to jump between sounds and tones, such as from the quiet lyricism of "Coal" (Bob Clearmountain's mix remains one of Penn's favorite pieces of the album), while the dark, almost William S. Burroughs-surreal imagery of "Seen The Doctor" is striking. Penn demonstrates a mature ability to plumb angry, questioning depths without ever becoming contrived, adolescent or remotely self-pitying.

In the album's middle section, Tom Loiacono notes that "By the Book" isn't one of Penn's more elaborate creations, but it's "infectious in it's simplicity, being basically only three chords." And the Gulf War references ("Show me a patriot, show me a Scud")

can instantly transport a listener back to the tumultuous period of the early '90s. Mitch Harris loves the gabardine-suit visuals of "Slipping My Mind", and appreciates how the song "suggests life events involving guilt and forgiveness and/or karma, and reminds us (without apparent judgment) how details of events fade in our minds."

There's little question that the album is something of an acquired taste. Allen Walker calls "Drained" "Ennio Morricone meets Charles Manson! I love the kinetic energy and sonic schizophrenia that propels the lyric...with all the confusion the character experiences, he is absolute about that "*one thing clear*."

Unfortunately, it was a taste that Penn's record label, RCA, never developed. They later showed astonishing callousness by reissuing *March* and including *Free-for-All* as "bonus tracks" - ignoring its status as an individualized work, much more of an evolution from *March* than a direct continuation. RCA added to the indignity by cutting off the exceptional "Now We're Even", so the tracks would fit neatly on one disc - as if pretending the song didn't exist!

Phil Wilson chose to cover that particular, lost song because of the interesting "pairs of things: here and Mexico, crow and chicken. Two fingers, tug of war, either or, even Steven, you and the shark. Even the melody has two parts!" Wilson wonders if Penn was conscious of that theme of doubling, or if it just happened that way - perhaps it was another "happy accident", as Penn would call it. Regardless, the album retains its complex power and emotional appeal. Speaking for myself, it remains a defining album.

Moving forward as a songwriter and producer, Penn finds himself constantly growing, learning that much of the process is instinctual, but there's also become a conscious effort over the years of "dismantling my own perfectionism... it's just a kind of narcissistic stumbling block". Yet, in Penn's endless search for perfection, he has proven that, in fact, there *is* gold in this barren town.

-- Dan Armstrong

#### COVER ALBUM CREDITS:

Long Way Down  
Coal

Dave Sills  
Matt Brooks: acoustic and vocals, producer  
Kristin Brooks: vocals  
Brendon Bigelow: engineer, production  
Scotty Matthews: jingle snare  
Ricky Davis: steel guitar

Seen The Doctor  
By the Book  
Slipping My Mind  
Drained  
Strange Season

Jack Snipe  
Tom Loiacono  
Mitch Harris  
Allen Walker  
Jake Snipe

Bunker Hill

Wendy Karn: vocals

Now We're Even

Phil Wilson: backing track

Phil Wilson

## **RESIGNED: “The Sparks from Smitten Steel”**

There are certain artists in the music world who are so enamored of and inspired by their heroes that they eventually give in and accept their fate. On *Resigned*, Michael Penn mines the same territory explored on his first two releases, but here he is “resigned” to fully accept his place in the music world as a singer-songsmith who happens to think the Beatles were the greatest songwriters of our time. It’s as if Penn believes music starts and ends with the Beatles catalog—and in no way is that a bad thing. Like other artists who might willingly accept this association, such as the Finn brothers of Split Enz and later Crowded House and also guitarist Adrian Belew, Penn makes it his own.

On *Resigned* Penn utilizes the basic song structures of the Beatles to their fullest, accepting their history and hoping to bring the listener on new, yet familiar, voyages with every song. Unexpected chord changes keep things interesting, and Penn’s literate but approachable lyrics define the record. His words often describe common themes of love or the lack thereof, but his clever turns of phrase compel the listener to reexamine what they’ve heard and what they’ve thought. With Penn, you never know quite what to expect, but he always makes you think. He once again creates smart guitar-pop tunes and lets his own unique visions, observations, and voice make the wonderful difference.

Following are words from the performers themselves on songs they’ve chosen:

“Macy Day Parade” from the *Godzilla* soundtrack

Belgian radio producer Dominique Debecker is “proud to say that I’ve turned on more than a few people to Michael Penn’s music. Among them... Alain Pire (of Michel Drucker Expérience)”. Pire adds, “This song was an instant hit in my heart. I had such a pleasure recording it with the band. I hope that the emotion I had when singing it still flows through the music. -Alain Pire, Belgium

“Try”

We consider “Try” one of Mr. Penn’s most hook-laden songs, with the lyrics amply demonstrating his mastery of the turn-of-phrase. The song’s structure and lyrics lent themselves well to the duet format, as *both* participants in any relationship might at times feel a need to stop “trying,”... our first musical project together, was also Cindy’s first attempt at recording, so she jokes that the lyrics were also about *trying* to get a decent sound out of her stage-frightened throat. –Cindy Graham and Randy Chepigan

“Me Around”

As a songwriter, I tend to be someone who enjoys sending a bitter/dark lyric down the path with a little honey—a little bit of sugar to help the medicine go down. “Me Around” seems to do that for me. It’s bitter, but in a catchy sort of way. –Joseph Nemeč

“Out of My Hands”

As with the title of the album it comes from, “Out of My Hands” also ties into a sense of “letting the chips—in life and in relationships—fall where they may.” Sometimes dots (and people) just don’t connect by force. I’ve always viewed that as liberating rather than sad. This is Penn writing at the top of his game—simply fat-free pop craftsmanship and poetry... I took an acoustic approach and tried to stay true to the vibe musically that affected me in the first place -Tommi Zender

#### “All That That Implies”

In covering “All That That Implies,” I decided to stick to the arrangement, except for the extra chorus at the end. You can hear my daughter Naomi’s beautiful vocals on the “nanana” parts (where bagpipes are on the original). Naomi, who is 6 1/2, is as big an MP (and Aimee Mann) fan as I am. In the end, ours is of course a mere imitation of the real thing, but it is done with a lot of love and admiration. Thanks go out to Deena, who enjoys and supports our musical explorations and whimsicalness, and of course to Michael Penn, who is one of my main songwriting inspirations. -Bob van Pelt

#### “Selfish”

This song contains one of my favorite lines: “You may find a prince of men/until that time my name is Penn.” I decided to change that line a bit to personalize the song, and I like the way it came out. I’m not nearly the strong guitar player MP is, so I had to work within my limitations... Basically I did the best I could with what I had to work with...and I had a heck of a good time jammin’ to this great, rockin’ MP tune. -Darin Henderson

#### “Comfort”

*Resigned*, for me, is Michael’s *Revolver*—brilliant, expertly crafted songs; intelligent, poetic lyrics; and sonic brilliance throughout. I chose to cover “Comfort” for three reasons: (1) I couldn’t do “Out of my Hands” the justice it so richly deserves; (2) it reminds me of the classic sitcom that made Jim J. Bullock and Deborah Van Valkenburgh the megastars they are today; and (3) it straight-out rocks! -Eddie Fields

#### “I Can Tell”

“I Can Tell” has always been one of my favorite Michael Penn songs to play live. There’s something about the line “out I never did figure it” that I love. Plus, once at a Largo show, not normally being one to shout out requests, I was mustering the courage to request this song and was opening my mouth to do so just as Mr. Penn announced that he was “feeling really unrehearsed.” Not exactly the most opportune time to shout “I Can Tell” at your favorite artist. Luckily I didn’t. -Duane Dolieslager

-- Julie Greene and David Carlson

#### COVER ALBUM CREDITS:

"Macy Day Parade" from the *Godzilla* soundtrack  
Michel Drucker Expérience

Alain Pire: guitars, vocal, arrangements, recording, and mixing  
Benoît Poncin: bass  
Jérôme Danthinne: drums  
Lorelei Pire: Mellotron  
Dominique Debecker: project manager  
Etienne Demoulin: mastering

“Try”

Produced and arranged by Cindy Graham and Randy Chepigan  
Cindy Graham: lead and background vocals  
Randy Chepigan: lead and background vocals, keyboards, guitars, drum programming

“Me Around”

Joseph Nemec: guitars, bass, lead vocals  
Katie Beltrami: background vocals

“Out of My Hands”

Tommi Zender: production and all instruments  
Recorded by Dave Budrys @ Early Recording, Evanston, IL, August 2006

“All That That Implies”

Bob Van Pelt: vocals, instrumentation  
Naomi Van Pelt: background vocals

“Selfish”

Darin Henderson: vocals, keyboard, guitar

“Cover Up”

Keith Stark: guitars, keyboards, vocals, engineering, production, and mix  
Todd Steinberg: guitars, vocals, production, and mix

“Figment”

Performed by Disnehead Waltzicle, Detroit, Michigan  
Chris Glynn: bass; Jim Predhomme: acoustic drums, sleigh bells, tambourine  
Keith Stark: guitars, keyboards, vocals, engineering, production, and mix  
Todd Steinberg: guitars, vocals, production, and mix  
Recorded 8/23/2006, 9/02/2006

"Small Black Box"

Jonathan Sheen, Keith Stark, Todd Steinberg, and Billy Bacu

“Comfort”

Eddie Fields: all vocals and instruments

“I Can Tell”

Duane Dolieslager: vocals, acoustic and electric guitars, bass  
Brandon Schott: piano; David Raven: drums; Melissa Jordan: narration

## **MP4: DAYS SINCE A LOST TIME ACCIDENT:**

Due to Randi Spiegel's health considerations, the liner notes for *MP4* have unfortunately not yet been completed. We all wish her a speedy surgical recovery, and hope to have the liner notes for your enjoyment as soon as possible.

Thank you for your patience.

### **COVER ALBUM CREDITS:**

Whole Truth	Allen Walker
High Time	Windows To Sky
Beautiful	Justin Prusi
Perfect Candidate	Brandon Schott
Don't Let Me Go	Tom Loiacono
Out Of Its Misery	Randy Chepigan
Bucket Brigade	Ken Simpson

## **MR. HOLLYWOOD JR., 1947:** **“And this was the Year That Was, 1947.”**

This wonderful, refreshingly clear, straightforward power pop record takes its theme from the year in the album title. Lots happened that year. The GI's returned to civilian life from WWII, the CIA was formed, the Blacklist began, as did the Cold War, the transistor was invented, and Chuck Yeager broke the speed of sound. But all of that is merely the backdrop for songs about relationships, some romantic, some not.

The two songs that aren't about relationships mostly are about inventions, such as "The Transistor," or "The Television Set Waltz." Both are instrumentals, one sinister and electronic, to point out what a revolution, good and bad, the transistor caused, and the other celebrates TV broadcasts going national, or if you don't like TV, mourning that fact.

The relationship songs bring to mind another album, a rather unlikely one, but a good comparison nevertheless, Donald Fagen's *The Nightfly*. Fagen, the former Steely Dan lead singer, made this autobiographical album in 1982, about a young man growing up in the late 50s and early 60s, fantasizing about what he'd like to be, his place in the world, who he'd love and like. Lyrically, those songs were topical, about being a DJ at a station that played jazz all night long, or a diplomat working in Cuba as Castro came to power.

What that album shares with *Mr. Hollywood Jr., 1947* is that Penn is wondering how he'd fit in with what was happening in 1947, who he'd meet, love or like, and his reactions to world events. A good example is "On Automatic," a song that zooms by gracefully in three minutes, all jangly guitars, flowing drums, and optimism. Fagen's "I.G.Y. (International Geophysical Year)" has those same qualities, although his song was jazz/pop. There is the same optimism, sense of hope for the future and discovery of it, the same buoyancy.

There is one song, though, on Penn's album that could be interpreted as a dig at the times we live in now. "Walter Reed," the opener, is indeed about the famous Army hospital which cared for injured soldiers in WWII and is serving the same function for soldiers wounded in Iraq. Penn might be saying that he's mad another war is on, and unlike WWII, a war that never should have been fought, that he's had enough of war and the horrible changes it brings. It's that melding of WWII and this new war that gives this mid tempo, nicely swinging and eloquent power pop song a darker cast than some of the songs of the album. That Penn is also looking at today in this song is a nice way to balance the past, and what the past means today.

The covers of the songs on *Mr. Hollywood Jr.* are tremendous. The Breakups version of "Mary Lynn" plays up the power pop, as well as the psychedelic accents. The backwards, treated guitar is wonderful, as are the drums crashing in the back ground. PlasticSouls's cover of "You know How," goes for a classic feel, something that could have been recorded for a 60s LP. Buzzy guitar provides nice textures, as do rattling drums. On both of these songs, the Penn like qualities of the vocals, in the sense of sharp, precise singing, are as much a tribute to Penn, as the songs themselves.

Andrea Zils' version of "O.K." takes on new meaning when a woman sings it, the emotions of the song are accentuated, and like Penn, with a light touch, which also goes for the piano playing, it's just the right amount of music. Zito has this to say about the song. "This song holds a lot of meaning for me. When I was listening to MHJ 1947, I was going through a very serious post-partum depression. It was a dark period in my life. I felt that my life was over and I'd never get better. Listening to O.K. made me feel understood, even though not all the lyrics applied to my situation. Depression is very isolating; you feel all alone even when you have a great support system. O.K. helped me realize that I'm not the first person to feel such pessimism and despair. And musically, it reminded me of a lullaby, which I found comforting."

Spencer Bayles take on "Denton Road" is this, "it's an utterly beautiful, instantly classic melody, coupled with lyrics that are at once ambitious and ambiguous. By stripping away at Michael Penn's original arrangement, we've tried to get to the emotional heart of the song - hopefully this won't offend too many of the hardcore Penn-ites!"

Bayles, who plays a quiet guitar, keyboards and other instruments quietly, and David Thake, on shaker and others, do exactly what they mean to, stripping the song down to its core, highlighting its calm power.

Grant Prusi's comments about "The Television Set Waltz" are, "I've always been interested in history. One of my favorite time periods from 1920-1960. I thought that it would be logical for me to do this track since it's from that time period."

Prusi has done exactly that with his cover. The song sounds like it could have been recorded in 1947, on the equipment that was around at the time, complete with pops and crackles in the background. It is just him at the piano, and you could waltz to it as much as Penn's version. It has a memorable melody, and in its own understated way, as grand as the Penn original.

To close out our ambitious, sometimes messy collection of cover versions is Tom Loiacono's "Millionaire". He comments that "when I think of a Michael Penn song, I usually think of a richly layered, complexly orchestrated, masterfully arranged piece of music. These songs grab hold of you and don't let you go. In stark contrast to his more elaborately textured songs, "(P.S.) Millionaire" strikes you with its sheer simplicity, like someone whispering at a podium: you are compelled to stop and listen because they must be saying something of importance. The song is understated, yet the impression it leaves you with is one of quiet desperation. This is what drew me into this song - it's so different in its arrangement compared to his regular fare, but it's equally captivating. It's a postscript to an album already brimming with meaning and emotion that you wonder what he could have left out to necessitate a "P.S". But when you listen to Michael Penn's "Millionaire", you'll know."

-- *Andrea Weiss*

COVER ALBUM CREDITS:

Walter Reed  
Denton Road

Spencer Bayles: vocals, guitars, keyboards &  
removed xylophone  
Dave "One Take" Thake: shaker, tambourine &  
removed e-chime

Mary Lynn  
The Television Set Waltz  
You Know How  
A Bad Sign  
O.K.  
(P.S.) Millionaire

The Breakups  
Grant Prusi: piano & voice  
Plasticsoul  
Bob Reid  
Andrea Zils  
Tom Loiacono: guitar & vocals

## **P.P.S**

Thanks to all who made this project possible: our countless cheerleaders, Spencer Lewis for his blessing, Dave Sills for his remarkable organization and heavy lifting, the liner notes writers, Cindy Graham for her artwork, to Tom Loiacono for generously providing server space, and to Mr. Penn himself not objecting to our enthusiastic escapade and for submitting to a modest Q&A for the *March* and *Free-for-All* liner notes.

But, more than anything, thanks to all these brave, wonderful musicians who took artistic and emotional risks in displaying their talent, enthusiasm, and heart.

This is doubly true for the remarkable artist who inspired it all – Michael Penn.

-- *Dan Armstrong*