

AGAINST THE GRAIN

The Making Of
**ALL EYEZ
ON ME**

When 2Pac was released from prison and into the arms of Death Row Records and Suge Knight, he couldn't wait to hit the studio and make music.

*The result was **ALL EYEZ ON ME**, hip-hop's first true double LP that solidified 'Pac's status as the top rapper in the game. Like we always do about this time, let's throw it back to 1996.*

IN THE WEEKS LEADING UP TO TUPAC SHAKUR'S FALL 1995 arrival at Los Angeles' Can-Am Studios—Death Row Records' de facto recording home—the place was abuzz with anticipation. Arrangements were being made, tracks prepared. It had yet to be reported in the press, but 'Pac's release from Upstate New York's Clinton Correctional Facility was imminent.

Death Row Records owner Suge Knight had secured a \$1.4 million bail bond, and 'Pac signed to his label in return. † When 'Pac reached the studio at 12:00 a.m. Friday, October 13, he worked 'til daybreak, completing the songs "Ambitionz Az A Ridah" and "I Ain't Mad At Cha." The blatantly confrontational "Ambitionz" is emblematic of 'Pac's post-prison mind state. The difference from his previous album—*Me Against The World*, released through Interscope/Atlantic Records during his incarceration—was palpable. "*Me Against The World* was sort of handpicked by the record company to be all positive songs," explains B-Legit, who appears on *All Eyez*. "All the material he wrote during that time that was expressing who he was, he wasn't able to use. So when he got out and got with Death Row, it was like he could say anything



that he wanted to." † 'Pac monopolized both of Can-Am's rooms, churning out music at a blistering pace. A rotating host of producers catered to his every need. Johnny J, Dat Nigga Daz, DJ Quik (listed in the credits by his birth name, David Blake, due to a legal squabble with Profile Records), Rick Rock and Mike Mosley, Doug Rasheed, Devante Swing, Bobcat,

DJ Pooh, QD3. (Dr. Dre, who contributed just two tracks, was planning his Death Row exit strategy.) A full double album—27 songs, no skits—*All Eyez On Me* was completed in two weeks. Its tireless star, though, stayed at the studio for a total of three months—recording over 100 songs worth of raw material. "Death Row had instructed [the assistant engineers] to always take the tapes, put 'em in the vault," explains former head Death Row engineer Rick Clifford. "Lock them up.

Nobody got copies. That's why there's still a lot of 2Pac catalog." With *All Eyez On Me* certified nine-times platinum, and the six 2Pac albums released since his death in September '96 totaling more than 12 million in sales, Suge has certainly made back his initial investment. *XXL* talked to the people who put in work on a West Coast classic.—ADAM MATTHEWS

Compiled by: Jon Caramanica, Imani Dawson, Ben Detrick, Jack Erwin, Toshitaka Kondo, Adam Matthews, Justin Monroe, Keith Murphy, Vanessa Satten

ALL EYEZ ON: Nate Dogg Long Beach, CA singer/rapper † Kurupt Death Row Records vice president; former member of rap duo The Dogg Pound † Daz Snoop Dogg's cousin; rapper and producer; former member of The Dogg Pound † Rick Rock Alabama producer † Mike Mosley Fairfield, CA producer † Danny Boy Chicago singer; formerly signed to Death Row † Big Syke Inglewood, CA rapper; member of 2Pac's old crew, the Outlawz † Napoleon New Jersey rapper; member of the Outlawz † E.D.J. Brooklyn rapper; member of the Outlawz † Kastro Harlem rapper; member of the Outlawz † Johnny J LA producer † DJ Pooh LA producer, songwriter † E-40 Vallejo, CA rapper; founder of independent Sick Wid It Records; leader of rap group the Click † D-Shot Vallejo, CA rapper; E-40's brother; member of the Click † B-Legit Vallejo, CA rapper; E-40's cousin; member of the Click † Dru Down Oakland, CA rapper † Tommy D engineer/mixer † Dave Aron engineer/mixer † K-Ci Charlotte, NC singer; member of R&B group, Jodeci † Richie Rich Oakland rapper † QD3 Quincy Jones' son; producer/limo driver † Carlos Warlick mixer † Rick Clifford engineer † DJ Quik Compton rapper/producer/engineer/mixer † Eboni Foster Benicia, CA singer





BOOK 1

1 "Ambitionz Az A Ridah"

Produced by Dat Nigga Daz

KURUPT: First day he came home. "Ambitionz Az A Ridah"—that was the first record that he did. Suge brought him in. The word went through the office that 'Pac was home. Everybody [who was] at the studio at that time was up there. I came a little bit later, and when I came, Daz already had the beat started. 'Pac wasn't in the studio for any more than 45 minutes before he had his first verse done and laid, that fast. He didn't even wanna chill; all he wanted to do was get on the mic. Whatever day he landed in Los Angeles, two hours after he landed, he had his first verse laid.

DAVE ARON: That's the first song I ever did with 2Pac. The day he got out of jail, he didn't go to the clubs. He didn't go try to meet women. He went straight to the studio like he was on a mission, and he recorded "Ambitionz Az A Ridah" and "I Ain't Mad At Cha." 2Pac came in, and he was fresh out of jail. I seen them give him his Death Row medallion that same night. And then he came right in. He was ready to go. He was very hyped, very focused, a lot of energy—mad energy. And you could tell that he was really on a mission. He really had a real vision of what was going on, and he wanted to get a lot done in that short amount of time.

DAZ: The idea came from me sampling Pee Wee Herman. So if you listen to Pee Wee Herman [the Champs' "Tequila"], I just put the gangsta twist on it. I gave it to 'Pac. Came back to the studio, and it was done.

2 "All About U"

Featuring Snoop Doggy Dogg, Nate Dogg, Fatal and Yaki Kadafi
Produced by Johnny J and 2Pac

NATE DOGG: It was me, him and Snoop, and we was talking about all the girls that we had seen before. The whole thing came from a video shoot. We was at a video shoot, and it was so funny how, if it wasn't Snoop that knew the girl, 2Pac knew her, or I knew her. It's like, "Damn, everywhere we go, we see the same girls." And that's how the song came about. It was the same as it always is: a little liquor, a little weed, we aight. 'Pac was one-taking his verses. He did that a lot. We was having so much fun, the song just came out.

JOHNNY J: That was one of the most hilarious records I've ever done with 2Pac... I used Cameo's old-school cut [1986 single, "Candy"]. Nate Dogg, Snoop, everybody sitting around on speakers, doing their thing. Next thing I know [sings]: "Every other city we go/Every other video..." I'm like,



"[Working with 'Pac was] like working with your little brother. He was a little wild muthaf#*ka, full of life. He got an opportunity and ran with it. 'Cause he didn't want to be on Death Row Records... So he pushed out at least two to three songs a day."

—NATE DOGG ON "SKANDALOUZ"

2 "All About U"

"Nate, I know you gotta be fucking playing." They're like, "Nah, man. We're dead serious. That's the hook—we're talking about video hoes."

DRU DOWN: It was me, 'Pac, Syke, Rage and a couple Outlawz in the studio. We always had bitches in the studio. The only thing crazy was, the Outlawz niggas—Fatal Hussein and Yafeu Fula—was gonna get on the track. It was like an interlude at the end. I did the beginning [uncredited ad-libbing]; they was gonna do something at the end. Then them muthafuckas did something where they fucked up. They couldn't get it right. They was too high and too drunk. They was messing up. They was in the microphone booth, and they was fucking up, and 'Pac said, "Y'all gotta get the fuck up out of there. I don't know what the fuck ya'll are doing." They was just playing around. They was taking too long, wasting time. They laughed they ass up in there and all the way out.

3 "Skandalouz"

Featuring Nate Dogg
Produced by Dat Nigga Daz

NATE DOGG: That song was done in 10 minutes. The beat was always already made. We don't go in the studio and wait on nobody to make a beat. We'd never stay in there long enough. [Working with 'Pac was] like working with your little brother. He was a little wild muthafucka, full of life. He got an opportunity and ran with it. 'Cause he didn't want to be on Death Row Records. And I think he had a three or four... I'm not sure what kind of album deal he had. But he wanted to get off, though. So he pushed out at least two to three songs a day.

DAVE ARON: 'Pac was demanding and very difficult for some people to work with. He had run engineers out of the room before... He was easy to work with if you gave him what he wanted. He

wanted to work fast, quickly. He didn't want to mess around with a whole lot of things technically. So you had to have together right away. He'd come and want to record, not from the top of the song, but when he first walked into the booth, he'd say, "Drop it into 'record,'" and he'd start talking that shit. He would come in and jack people's time because he knew his stuff was more important. He had a sense that he was important.

4 "Got My Mind Made Up"

Featuring Dat Nigga Daz, Kurupt, Redman and Method Man
Produced by Dat Nigga Daz

KURUPT: The original record was me, Rage, Redman, Method Man and Daz. I told Daz, "Man, this is the one, we need to drop this, we need to put this on *Dogg Food*." 'Cause we did it when we was making *Dogg Food*. When 'Pac came home, we put it up for 'Pac, like, "You want this record?" 'Pac was like,



"Hell, yeah, I want that record!" And he dropped his verse where Rage's was, 'cause Rage said she'd put her verse on something else, and that's how that record made it on 'Pac's album. Me, Method Man and Redman and Daz and Rage—that was the original record, and Inspectah Deck was on it at the end. That's him you hear at the end: "Wish... this... bliss..." That's Inspectah Deck.

I went and picked up Red and Meth and Deck personally and took them to Daz's house. We knocked the record off in about three, four hours. It was a done deal, and then we... We didn't use it, 'cause Daz wasn't feeling like mixing it and doing all that. We end up taking it to 'Pac when 'Pac came 'cause Suge was like, "When it's time to work on a project, everybody needs to give everything to whoever's project it is."

DAZ: We did that song at my house. Kurupt had brought Method Man and Redman over to my house. And Inspectah Deck was on the song too. He was at the end—"I.N.S., the rebel..." Just his voice. They had taken his verse out and kept the background 'cause it sounded good. It wasn't originally a 2Pac song. I had transferred it at Dr. Dre's house and had left it out there. [2Pac was] flossing like, "I got a beat with Method Man, Redman. Dre made it." That's what Dr. Dre told 2Pac. That's how the whole feud started between Dre and 'Pac. 'Cause I happened to be walking by the studio like, "That's my beat. I did that." 2Pac [was] like, "That's your stuff?" From that situation, that's when he and Dre started feuding. Dr. Dre was taking credit and wasn't doing nothing, wasn't coming around.



"I was laying on the floor, 'cause when I rap—me, B-Legit and all of us—when we rap, we lay on the floor and write on our stomachs... When I laid on the floor, I had two pistols... We had beef with another side of town. And so I put my pistols down. He ['Pac] looked at me, he just put two pistols down on the ground and was writing along with me."

—E-40 ON "AIN'T HARD 2 FIND"



5 "How Do U Want It"

Featuring K-Ci and JoJo
Produced by Johnny J

DAVE ARON: Danny Boy was originally on the hook. I already had it mixed. And at the last minute, 'Pac wanted to put K-Ci and JoJo on it. Maybe that was a decision between him and Suge and whatever, I don't know.

K-CI: One night we were sitting in the crib, and Suge Knight gave me a call, 'cause we real good friends with Death Row family and everything. They asked us would we like to do a song with 'Pac, and we were like, "Hell yeah, why not?" That's our boy. So we got in the studio that same night, actually, that we got the phone call. Man, we were just tripping in the studio, having fun. If y'all read between the lines, y'all know what we was doing up there. [We] had the gries up in there, doing our thing. The song came out blazing. The funny part was at first, when 'Pac was trying to sing it, trying to teach us how it go. I was like, "I see where you're trying to go, 'Pac, but it's not sounding too good." Anyway, then we heard him doing his rhyme, and we're like, "Man, we got to rip this, because he came strong."

6 "2 Of Amerikaz Most Wanted"

Featuring Snoop Doggy Dogg
Produced by Dat Nigga Daz

DAVE ARON: We were in the studio, and 'Pac was there, and Snoop was in there. In walks big Suge, and this was before they did "2 Of Amerikaz..." He's so big, and he walks up. Snoop's kinda tall, but he was very skinny. He grabs 'Pac with one arm, and he grabs Snoop with the other and pulls them both together, almost squeezing them into one. He's like, "I think you guys oughta do a song together. I think that'd be great." That was awesome to see how big he was, and he put 'em both together like that. And they ended up doing that song.

DAZ: 'Pac was going to court. Snoop was going to court. There was a lot of chemistry between them.

RICK CLIFFORD: 'Pac was very adamant that the album was spontaneous. Everything that you hear, everybody got one take. They couldn't go back and fix anything. 'Pac said that, number one, hip-hop is different from R&B. If a guy can't get out and spit eight to 16 bars, he's not ready

yet. Then he said he loves the first take because there's a certain feel to it. He said if people go back and try and fix it, they would lose the feel, they would mess it up. So the only one who refused to get out there like that was Snoop. Snoop said he'd come back tomorrow and do it. I think Snoop went home and wrote his stuff, learned his stuff, came in and knocked it off, first take. All Snoop said was, "Wait a minute. You ain't going to put me out on one take. I'll come back and do it tomorrow."

7 "No More Pain"

Produced by DeVante Swing

DAVE ARON: I was at the studio at 8 p.m. Everyone else always got there late—10, 11 p.m. At 3 a.m. DeVante showed up by himself. He wanted to lay a few more parts before they mixed it. It was a very sparse track. But the keyboard parts he put in were very eerie and weird sounding. He was very quiet that night. Very focused. It was interesting to watch him work. He finished about five or six in the morning and said, "I want to mix this now." We mixed it that same night. It was a long night.

8 "Heartz Of Men"

Produced by David Blake,
a.k.a. DJ Quik

DJ QUIK: It's crazy. A lot of the credits got fucked up back then. It was real bad business going on up there sometimes, and if you didn't go into the office with Roy Testay [Suge Knight's assistant] and them and do your credits, you got screwed. I got fucked. I did a lot of remixing on that record, and overdubbing and mbing [that I wasn't credited for]. I made a lot of those records sound a lot better than they did when they came into the studio, and in a real small amount of time. In two days, I remixed like 12 songs.

But for the most part "Heartz Of Men" was the only one that made it on the album that I produced by myself. 2Pac was venting. He was vexed about something he wanted to speak about, and my job as the producer is to lay down the musical bed so he can be most comfortable getting that shit out of his system. And I think that's what we accomplished. A driving, angry beat to match his driving, angry delivery.

'Pac was a consummate artist. 'Pac would really think first before he wrote. He would become a part of the song. Almost as if he knew the shit would last forever. He was that meticulous about the way he wrote to certain tracks. My thing with that record was that, as tight as 2Pac was—he's legendary—I still had to be the producer and check what I didn't like and how we could make that record near-perfect, if we couldn't make it perfect. I had to be stern with him on some things, but for the most part, it was like working with a ghost. When he got out of jail and came to the studio, it was like he was a ghost. It was like, "You're not supposed to be here." He was there in the flesh.

We'd get into it every now and then. He'd be like, "Fuck, Quik, why you gotta be so hard on me with the backgrounds?" I'm like, "If you make them perfect, they'll always be perfect. But if you just slouch, they're gonna suck forever."

9 "Life Goes On"

Produced by Johnny J

JOHNNY J: We had people in sessions—you want to call them street guys or hardcore, they were deep into their thing—and they broke down in tears. I can't believe I saw that. [That record] just had so many people emotional.

DRU DOWN: That was more on the serious tip. When they got serious about something, there wasn't too many people up in the studio. When a nigga wanna really be serious, 'Pac just dumped out all the weed on the mixing board—about four ounces of smoke—and was writing. And niggas had to be quiet. It was on the real low, quiet tip. That was a serious time.

10 "Only God Can Judge Me Now"

Featuring Rappin' 4-Tay
Produced by Doug Rasheed for
Mad Castle Productionz and
Harold Scrap Freddie

DAVE ARON: I thought that was pretty introspective. Pretty straightforward. [Doug Rasheed's] beats weren't that complex. They usually were comprised of a few loops and some percussion and a good solid drumbeat. I recorded Rappin' 4-Tay's vocals for that. He's a fun guy. He had his little pimp status going on. He really fit the Oakland mold.

11 "Tradin War Stories"

Featuring Outlawz, CPO and Storm
Produced by Mike Mosley and
Rick Rock for Steady Mobbin'
Productions

RICK ROCK: I don't know where the fuck I got the sample from. Dionne Warwick or something. When I ended up doing it with 'Pac, I told him it was "It's A Man's World," and it got cleared under that, but I don't know who it was. I know I didn't get it from James Brown, I got it from somewhere else, but it sounds like, "A Man's World." I couldn't remember, 'cause I used to do beats and I didn't keep my samples. I just had all my shit on a disk. And when I came to California from Alabama, I used to carry a bag full of disks.

NAPOLEON: That song was personal for me. When I was three years old, I witnessed my mother and father get murdered in front of me. I got shot in the foot. So on that song, I kinda touched up on that. I was saying, "Brothers wanna talk about war stories, I seen my first war story at the age of three." 'Pac already knew what happened to my parents, so he was excited that I touched on it. He knew that it was real. When 'Pac came and got me from the hood, he seen that I was going through it at an early age. I think that was one of the reasons he embraced me—not that he felt sorry for me—but 'Pac had a good heart. He saw this brother lost his parents and said, "I feel it's obligatory to help him out."

12 "California Love (Bmx)"

Featuring Dr. Dre and
Roger Troutman
Produced by Dr. Dre

TOMMY D: Fuck it, I can say it: Dre really didn't want nothing to do with that record. He didn't like it at all that 2Pac came to Death Row, which I thought was kind of interesting, 'cause I remember he said, "That's it, I'm done with Death Row now that 2Pac is here." I was like, "What the fuck?" I mean, if you look at that album, he didn't do shit on *All Eyes On Me* except for "California

Love," which basically was, uhh, that was going to be his single for *Aftermath*, right? And Suge heard that shit and said, "Fuck it," and rushed up to Dre's house and made him put 2Pac on there. So basically he lost his first single for *Aftermath*, and it ended up being the first single for 2Pac. Because the original version of that is three verses with Dre rapping on it. The only person who's got that original version is DJ Jam, Snoop's DJ. So basically Suge was like, "Fuck it, we're putting 2Pac on that shit, and this is going to be the single off the record..." That shit was dope. Suge ain't no dummy.

13 "I Ain't Mad At Cha"

Featuring Danny Boy
Produced by Dat Nigga Daz

KURUPT: We knew when that was done, it was over. Oh, yeah. 'Pac heard the beat and flipped out. And basically he was just like, "Man, this is it." We sat and we drank and then Daz was just operating on the record, and when 'Pac was in there working, he wasn't with the distractions. It was more or less all, "Let's knock this out. Let's knock this out. Let's knock this out." I mean, he'd get mad at the engineers

for moving too slow. That was his thing. He'd be on top of them like that. You know, "Come on, man, what the fuck? This ain't too goddamn hard. All you have to do is press fuckin' 'record.' Press fuckin' 'record.' Now!"


14 "What's Ya Phone #"

Featuring Danny Boy
Produced by Johnny J and 2Pac

JOHNNY J: That's probably one of the most explicit records I've ever done. Definitely a dirty record. Sexual, sexual, sexual.

DANNY BOY: 'Pac was a walking legend, and I don't even know if he knew it. There were women coming through all the time, like in any studio. You a guy, you not married, you living that life. You have all the things that the industry provides for you. They're there as frequently as you like.

[The phone call], that was real. Whatever you heard on there was the real thing. ['Pac got calls like that] all the time. That's just us clowning in the studio. We put it on speakerphone and held a mic up to it, getting it going... [There's no credit for the girl because] she probably didn't want her mama hearing her talk like that.


 "Man, we were just tripping in the studio, having fun. If y'all read between the lines, y'all know what we was doing up there. [We] had the girlies up in there, doing our thing. The song came out blazing."
 —K-CI ON "HOW DO U WANT IT"



She was one of those girls from around the way.

DAVE ARON: On that song, the front desk girl came and did that conversation with 2Pac over the phone. I actually miked the telephone—a little speakerphone that they had—and they had that conversation between them. That was a little different. They were very creative. When they came up with an idea, they would want to do it, and I could facilitate it. That phone conversation was definitely a one-take thing as well. They just did that straight from the top. That's how he liked to do it—very spontaneous.

BOOK 2

1 "Can't C Me"

Produced by Dr. Dre
Additional vocals by
George Clinton

ERONI FOSTER: George Clinton is bananas. It was magic. It was like a special chemistry. I mean, you know how great minds think alike. And when two people are like, really masters at what they do... I basically sat back and looked. It was just like—I can't find the right words to describe it. I just keep saying "magic." It was amazing to see two people come together like that. They just collab'd together and thought about it together. They stayed high as 10 kites and it didn't take them long to do the song. I mean, musical genius like that... First of all, George, he's like an older guy, so he thought of 'Pac as his son.

2 "Shorty Wanna Be A Thug"

Produced by Johnny J

JOHNNY J: It was kinda smooth that day, a laid-back session. 'Pac started thinking about how these kids think. He was like, "Little homies just want to be a thug." He just put the title up there, and the subject just jumped off. It gave Napoleon a vibe of making him think it was about him. I kinda looked at it the same way. It was as if he was talking about Napoleon. He saw his parents murdered in front of him. Napoleon had a hard upbringing. He was going through it. It was like a therapeutic vibe. It had 2Pac thinking for a minute.

3 "Holla At Me"

Produced by Bobby "Bobcat" Ervin

DAVE ARON: I have great memories of staying up all night with Bobcat. Bobcat had a track that was kinda sparse. Before I mixed it, he wanted to lay a few parts. He wound up laying a whole lot of parts, and we stayed up all night and ended up mixing it 'til about three in the morning.

4 "Wonda Why They Call U Bytch"

Produced by Johnny J and 2Pac

JOHNNY J: We went through quite a few people on the hook. Faith Evans. I had her on there at first. It was going through a little political mode at the time, you know, the Death Row/Bad Boy thing was going. She was there with me and Pac and my wife—all of us hanging out in the studio. For me to see her over there, I was in shock. I was like, "Wait a minute, that's Biggie's wife, dude." I had a Budweiser with her and said, "Forget it, man." I stopped thinking about it. I drop the track to "Wonda Why They Call U Bytch," [and] Faith gets in there—I'm not going to lie—she sounds beautiful on the record. Because of politics, I had to take her off. Suge was like, "J, you know we gotta take Faith off."

RICK CLIFFORD: Pac comes walking in, there's a big smile on his face. This girl comes walking in behind him. She looked like she had a rough night. Once again, all the kids, they're all up in my ear. "Faith...?" And I'm like, "Ah, that's what started all this bullshit." It hadn't hit me. I was kinda naive on the whole thing.

DAVE ARCH: That's about Faith Evans. He was definitely into that whole thing, the Biggie rivalry with Faith. He'd get hyped up a lot.

CARLOS WARLICK: Pac wrote that song with Faith Evans, and actually, we recorded it with Faith singing the whole hook. Faith wrote that whole hook and all the parts. But then when it came time to put the album out, they couldn't get the clearances—the whole Bad Boy thing. They ended up putting Michelle on it. Michelle basically copied all the harmonies and everything that Faith had done. It was featuring Faith. They wrote it one night in the studio. They kind of both came up with the concept, and Pac then wrote his vocals, and Faith basically came up with all the harmony and created all the background parts. So it basically was not about Faith.

5 "When We Ride"

Featuring Outlawz Immortalz

Produced by DJ Pooh for DJ Pooh Productions

NAPOLEON: I was listening to rap music the other day, and it seems everybody's song seems to say "ride or die" and talking something about a "rider" in it. Half these brothers don't know what it is, they don't even know where the concept came from. It was something 2Pac got from the Black Panthers. It was a thing during the time of the Black Panthers, where they used to say "ride or die." If you got that weapon on you and you get pulled over by the police, you gotta ride or die, you gotta really use it. So Pac took



"[2Pac was] flossing like, 'I got a beat with Method Man, Redman. Dre made it.' That's what Dr. Dre told 2Pac... I happened to be walking by the studio like, 'That's my beat. I did that.' 2Pac [was] like, 'That's your stuff?' From that situation, that's when he and Dre started feuding. Dr. Dre was taking credit and wasn't doing nothing, wasn't coming around."

—DAZ ON "GOT MY MIND MADE UP"

it and put it in hip-hop form. A lot of people running around saying they a rider, but they don't even know what it's about. It's just a fad they jumped on.

BIG SYKE: When he gave everybody their names, we was in Clinton, in the penitentiary. We went to visit him, and he gave everybody their names. When he named himself Makaveli, he named E.D.I., Castro, Napoleon—he gave Fatal Husseln, Yaki Kadafi, Moprime...
E.D.I.: That's the one and only track that has all seven members—all nine of us, really—on some Wu-Tang shit. That was just our version of whatever Wu-Tang was doing at the time.

"Pac was out of jail and on some "rider" shit. That was really a word that [he used] when he got out of jail. Suge and them used to say it a lot—all the niggas from Suge's hood. Pac just adopted that.

KASTRO: Everybody got eight bars. We just basically had the concept; we were introducing our aliases and shit

like that. That was right around the era when they had the Wu-Gambinos.

DJ POOH: We were over at Can-Am Studios working on a bunch of material. It was me, Snoop, Daz, all the producers—we're just sitting there working out tracks. 2Pac, Dre and Snoop Dogg—all the artists were going through the studio checking out tracks and recording songs. It was like a work machine. It was one of the best scenarios any record company would want to see. All these powerful people in the studio working together. And 2Pac also brought along his crew. Guys always want to open the door for cats that's coming behind them. He was opening up the door for the Thug Life cats then. I had a track that Pac came in and was like, "Whoa, what the fuck is this?" I was just twisting it together. He was like, "This is us! We doing it! We're going in the other room. When we finish up over there, we'll be over here tonight." I said, "Okay." Later

on, I guess early in the morning, three or four in the morning, he stepped into the studio and said, "Put that track back up!" I put the track back up, and he instantly was like, "This is the one that we doing with the group—we gonna ride on this one and ride the track." "When We Ride." He came up with the hook right there and just laid the hook down. He had all the guys come in one by one and just kick it off. It was incredible, man. The song was done in a couple hours. In one night, everybody felt like they just wanted to take a crack at it—just jump on it, go, spit. So many different flavors and styles—it was an incredible opportunity.

6 "Thug Passion"

Featuring Jewell, Outlawz and Storm

Produced by Johnny J and 2Pac

JOHNNY J: That was sponsored by Hennessy. I'ma tell you why I say that. Hennessy was always around, the cognac—you know the drink. But when Pac did that, it's hilarious—listen to how tipsy he was at the beginning of that record. It was a funny, funny song, but it worked. It was a drink he was going to come out with. He was going to mix Cristal and Alizé. We were about to create all types of mixed drinks. We never got to it, just made a theme song for it. I don't think Hennessy was even aware of what was going on or what we were trying to do. I can't imagine how much Hennessy sold behind that man saying it on his records.

E.D.I.: We were listening to the song and we not really feeling it, 'cause the beat is some real poppy-type, happy shit Johnny J did. Pac comes in the studio, and he's like, "What the fuck is wrong with y'all? Y'all niggas don't like this shit? Well, watch what I do to this muthafucker!" We been sitting in the studio all day with just us, he roll through with all these girls having all this fun. He had Jewell, the Death Row singer who sang on all those great Death Row songs, and him and her just get in the corner and come up with this hook. She laid the hook down, and all of a sudden we like, "Damn, this song is starting to sound better."

7 "Picture Me Rollin'"

Featuring Danny Boy,

Big Syke and CPO

Produced by Johnny J

JOHNNY J: My wife made up the title. Pac had a good subject, talked about all the things he did on the record. He was walking around like, "Man, I don't have a title, damn!" Then he said, "J, your wife just gave me the title."

DANNY BOY: When he was locked down, wasn't too many people messing with him. The man knew a lot of celebrities, a lot of stars, had a lot of connections, but none of those peo-

ple went and got him out of jail. This is just me speculating, but all those people that were coming around, none of them put up the bond that Suge did. Those that couldn't, I think he had a lot of respect for 'em. Those that wouldn't, I guess they had their reasons, but for the ones that didn't connect with him while the brother was locked down, or didn't connect with him 'cause they possibly thought he was guilty or whatever—he was getting at them with "Picture Me Rollin'."

8 "Check Out Time"

Featuring Kurupt and Big Syke
Produced by Johnny J and 2Pac

JOHNNY J: It was based on how we all went to Vegas. We went out there and had a real good time at Club 662, where 'Pac kind of debuted and let it be known that he was out on bail and *All Eyez On Me* was coming out... We had a ball. It was one big party on the highway, man. We all caravanned out there. Me, 'Pac, the whole musical Death Row family.

KURUPT: It's a true story. We was in Vegas, and it was time to leave, and nobody could find Daz. This mutha-fucka was disappearing or some shit. And everybody's like, "Man, where the fuck is Daz at? Let's get the fuck outta here, it's time to go back to LA and finish the album up." 'Pac was saying, "Where the fuck is Daz at?" and I'm like, "I don't know where the fuck this nigga is." So I'm looking for this nigga, I find him, I'm like, "Come on, man, let's roll." 'Pac was yelling at the Outlawz and Syke and them, like, "Let's get the fuck out of here, man, it's time to roll."

"I mean, he'd get mad at the engineers for moving too slow. That was his thing. He'd be on top of them like that. You know, "Come on, man, what the f#*k? This ain't too goddamn hard. All you have to do is press f#*kin' record.' Press f#*kin' record.' Now!"—KURUPT ON "I AIN'T MAD AT CHA"



And we went back to Can-Am. I think it was two days after we was back from Vegas... We had the beat up, and the beat was bangin', and he said, "Tell the story about being out there in Vegas, man, how we was looking for Daz and looking for everybody, telling 'em, 'Come on, let's get the fuck outta here!' And everybody just lollygaggin' and wrapped up with a bitch."

9 "Ratha Be Ya Nigga"

Featuring Richie Rich
Produced by Doug Rasheed for
Mad Castle Productionz

RICHIE RICH: 2Pac called me and told me to bring some Bay Area niggas to put on the album. As many people from the Bay. Everybody was in this one big studio. 2Pac comes at me like, "I wanna us to do a song about bitches. When you want to be down for them, but not be there... Man, you know." He finished his first verse in six minutes. He came over to me, and I was still writing. He laid his verse then wrote his second verse. When I split the verse, he said, "That's why I fuck with you. You know exactly what the fuck I'm talking about."

10 "All Eyez On Me"

Featuring Big Syke
Produced by Johnny J

JOHNNY J: That was the very first track I laid when we got together at Death Row. When he just got out of jail, just got released, two days later he's like, "J, get to the studio, I'm with Death Row now." I assumed it was a joke, somebody perpetrating 2Pac. I'm like, "Hell



"We'd get into it every now and then. He'd be like, "F#*k, Quik, why you gotta be so hard on me with the backgrounds?" I'm like, "If you make them perfect, they'll always be perfect. But if you just slouch, they're gonna suck forever."—DJ QUIK ON "HEARTZ OF MEN"

no—"Pac is locked up!" He's like, "J, I'm out. Meet me at Death Row." I walk in, 15 minutes into the session, the first beat I put in the drum machine is "All Eyez On Me." I wasn't going to show him the track, honestly. I was like, "This track? Nah, it's not finished. It's incomplete." My wife says, "Hey, it's a dope beat!" So I just pop it in. Titles just come right off his fuckin' head.

BIG SYKE: 'Pac was going on the pace of, "If you don't have no lyrics by the time I finish doing this first verse, your ass ain't on the song." He'd finish it. It was a test anytime he picked up a pen. It was like, "Nigga, on your mark, get set, go. And you better have some cutting shit."

11 "Run Tha Streetz"

Featuring Michelle, Mutha
and Storm
Produced by Johnny J and 2Pac

DAVE ARON: That's what was great about working on the album. You got to work with so many people. Who didn't grow up listening to that "No More Lies" song? And then you work with Michelle and you hear the little voice, and it's true. The little voice is little, and then she sings, and it's just so big, and she's such a little girl. And she's so sweet.

12 "Ain't Hard 2 Find"

Featuring E-40, D-Shot, B-Legit,
C-Bo and Richie Rich
Produced by Mike Mosley and
Rick Rock for Steady Mobbin'
Productions

RICK ROCK: That's more like a Bay Area song. He wanted a Bay Area-sounding

song. [E-40 and the Click] was in the studio vibing. He really was looking for them to come up with it. He just wanted really to vibe with them dudes and come up with a good Northern California song. 'Cause when he got out of the pen, he was in LA, doing the LA thing. He had that Death Row sound and he wanted that Bay Area sound. They was just in there vibing, smoking big weed, and drinking. Drinking 40s on the floor. That's how 'Pac wrote his verses, laying on the floor.

MIKE MOSLEY: 2Pac said, "Go ahead, Mike, gimme one of those Bay Area beats." He made sure everyone from the Bay was on that one, so we could shine. The concept was basically that the whole West Coast was one. We finally had a voice. 'Pac was blowing up; the Bay Area was selling independently. There still was an East Coast/West Coast thing. We're basically calling out the East Coast: "Biggie, we ain't hard to find, we right here on the West Coast, come out here."

D-SHOT: 'Pac came to me, and he asked me, he said, "Shot, what you wanna do, man? Just tell me what you wanna do." And I said, "First of all, I think that we should let Mike Mosley and Rick Rock do the track." So Mike and Rick got up there, and 2Pac came back to me again. He said, "Shot, okay now—what's the subject? What's the name of the song?" For some reason, I don't know why, he was just constantly on me about it. We all were sitting there—40, B-Legit, everybody—and I think C-Bo was in there. I think everybody from the Bay was in there. I think Richie Rich was in there. But 2Pac kept on coming to me