

straight spittin'

Without double-album hype or a star-studded lineup, 2Pac's final official album left a heavy mark on the rap game. It's the record that even the rappers who got dissed can't stop listening to. Here's an inside look at hip-hop's most controversial classic.

The recording sessions that yielded Tupac Shakur's last album took place over seven Hennessy-soaked days in August 1996, while the multitasking rapper was concurrently filming two movies (*Gridlock'd* and *Gang Related*). Approximately 20 songs were put to tape at Los Angeles' Can-Am studios, 11 of which made the finished product. (Much of the remaining material—most notably three tracks produced by Quincy Jones' son QD3, whose sister Kidada was reportedly engaged to Shakur at the time of his death—would appear on various posthumous compilations.)

That 'Pac's final work was produced mainly by Tyrone "Hurt M Badd" Wrice and Darryl "Big D" Harper—two Death Row Records also-rans who failed to draw interest even in the vacuum left by the departed Dr. Dre—and featured guest spots mostly from 'Pac's childhood friends and family, the Outlawz, speaks volumes about the climate at the label at the time. Released nine months earlier, 'Pac's double opus, *All Eyez On Me*, had been certified quintuple-platinum, making the controversial star the marquee name at the most successful company in rap music.

Apparently, though, internal Death Row rivalries and tensions were at play (no doubt compounded by the notorious "East vs. West" beef boiling between Tupac and Biggie and a host of other New York hip-hop figures). So with Snoop and the Dogg Pound in an adjacent studio, 'Pac closed ranks and rushed his supporting cast of underdogs through a blitzkrieg artistic process—creating a dark, insular, paranoid collection of songs he subtitled "The 7 Day Theory."

The urgency of the album is palpable. (Many listeners have, in fact, suggested that 'Pac somehow "knew" that he was running out of time.) The way it captures the raw morbidity of a man staring down his enemies is as powerful as it is downright disturbing. (It's telling that Eminem, 50 Cent and Busta Rhymes chose to

remake "Hail Mary" as a diss record aimed at Ja Rule.)

Today, *Makaveli*, with all its attendant contradictions, remains 'Pac fans' favorite memorial to their hero after his passing. Seven years later, *XXL* spoke to some of the people who were working so closely with 'Pac during his final days, and got a track-by-track rundown of the making of a classic album.—ADAM MATTHEWS



MAKAVELI'S SEVEN SAMURAI:

Tyrone "Hurt M Badd" Wrice, Producer • Darryl "Big D" Harper, Producer • Lance Pierre, Assistant Engineer • Napoleoni, Former member of the Outlawz • Young Noble, Member of the Outlawz • E.D.I., Tupac's cousin, member of the Outlawz • QD3, Producer
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RISKIE
2003

1 BOMB FIRST (MY SECOND REPLY)

FEATURING E.D.I. AND YOUNG NOBLE

Produced by Darryl "Big D" Harper

Young Noble: They had a little production room up there, and I was up there writing. I had rapped last. I had kicked a verse for 'Pac. We was up in there freestyling a little bit. We just went in there and laid the song. He came up with the first verse. E.D.I. wrote his verse and it came out pretty tight. I think "Bomb First" was one of those classic ones. 'Pac let loose. [When I said "King of New York"] I was talking to Biggie. You know the whole situation that was going on. 'Cause Biggie really was the King of New York at the time.

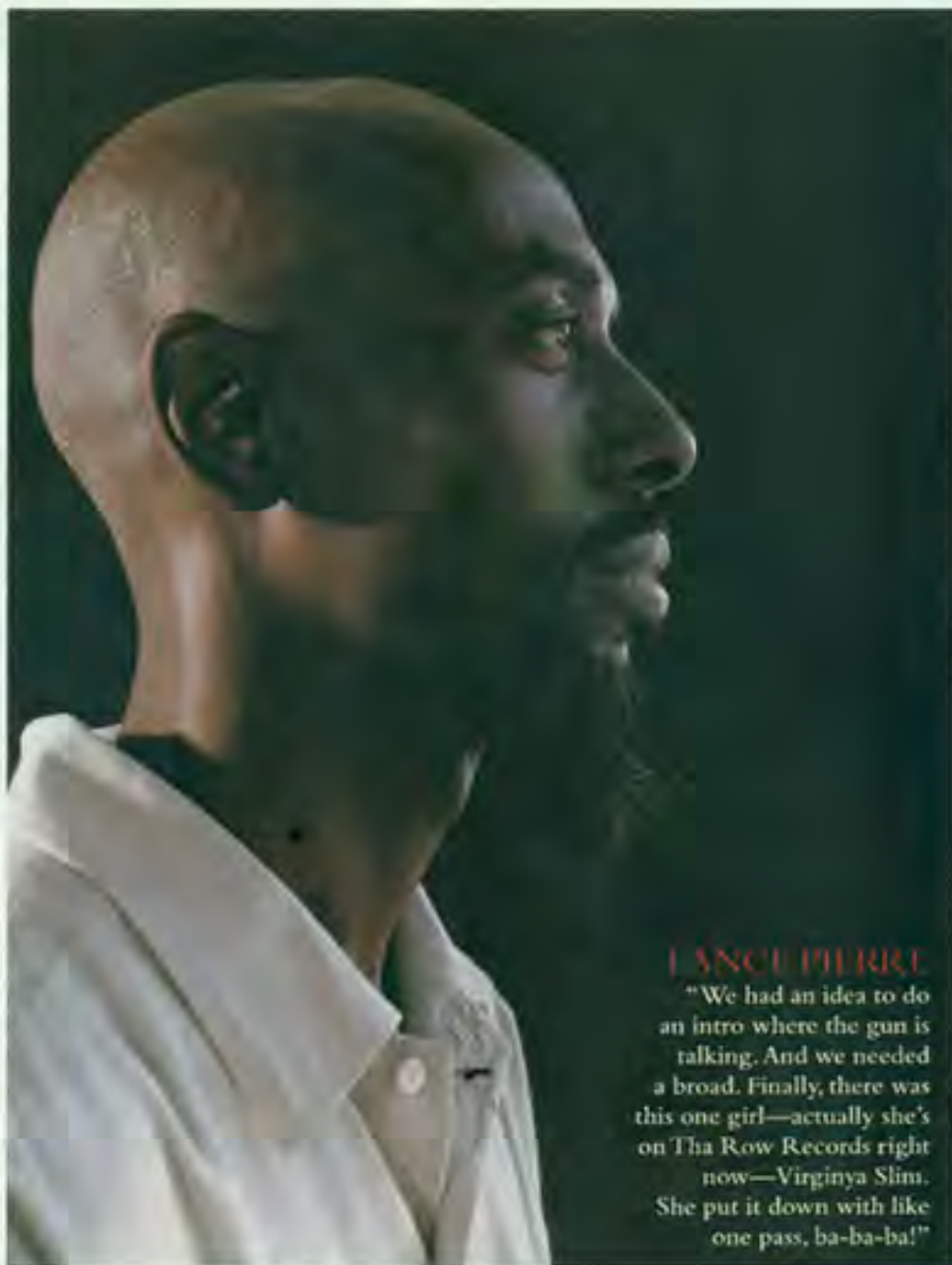
E.D.I.: *Makaveli* is an album that 'Pac basically did on his own. I mean production, lyrics... A lot of people don't know that 'Pac was a producer. "Bomb First" was actually a beat he started on. Other people got credit for it, but 'Pac started that beat. The bass line was from Naughty By Nature's "Uptown Anthem."

That was a song that we always loved. 'Pac was working on the drums and shit, then a couple of other session players came in and we just put it down and it was like the reply to "Hit 'Em Up." It was after "Hit 'Em Up" came out and everybody had their little comments on the song and how they felt about it. 'Pac was like, "All right, I got something else to say and this one is going to start *Makaveli* off." It's a just a ride track. It's just niggas riding. Also, it introduced Noble. He was the last official Outlaw.

We was all learning that shit at the same time. So what 'Pac would do, is he would have it in his head and just tell people to do it, like, "I want the drums to go like this. I want the bass line to go like that." But also what's crazy is, he had just bought a new house and he had a grand piano up in there and a nigga used to just fuck with melodies on that piano all the time. One of those melodies is actually the melody for "Bomb First." He just came up with it himself. He'd remember the shit and just go to the studio, play that melody and have somebody loop it, and then just tell niggas to add drums here, add bass here, add guitar here, add that there. He ain't really know how to program drums and shit like that, but he know how to program people. 'Pac was good at that. He could get the best out of people.

Darryl Harper: I presented a beat to 'Pac and he liked it, but he wanted the bass line changed. He wanted the bass line similar to the one someone had did on the movie *Juice* [Naughty by Nature's "Uptown Anthem"]. I didn't know what it was like, so I had to get it and find out what it was like. So I changed the bass line and it went like that.

Lance Pierre: Tupac actually did that bass line. He actually sat up on the Moog and punched out each button on that. But Darryl did the beat. 'Pac did that song; a lot of people don't know that. It seemed like 'Pac was getting



LANCE PIERRE

"We had an idea to do an intro where the gun is talking. And we needed a broad. Finally, there was this one girl—actually she's on Tha Row Records right now—Virginia Slim. She put it down with like one pass, ba-ba-ba!"

off into production. That was one of the songs that Tupac actually had a lot to do with as far as the production of it.

2 HAIL MARY

FEATURING KASTRO AND YOUNG NOBLE

Produced by Hurt M Badd

Young Noble: When we first did the song, it was cool. But I didn't like that song like that. When it hits the street, you kind of hear it through different ears. Hearing it after it came out, it was like, Damn, that was an incredible song. I was just blessed to be a part of that.

The studio had two big rooms and a little production room. Snoop and the Pound used to be in the back studio a lot. We'd go in there and we would just work. It would be a box of liquor every day—Cristal, Alizé, we was drinking that back then as young niggas. Drinking the Thug Passion, girls everywhere, weed smoke everywhere. We'd just

be making music. Three, four, five songs a day, just banging shit out.

Altogether, "Hail Mary" took maybe 30 minutes. It probably took about 15 minutes to write it and about five minutes to lay it. We laid the shit, my verse was already written. I had it in my book. I wrote the last little hook part, "Outlawz on a paper chase..." That was going to be the hook at first. I had that hook already, and I was like, "Yeah 'Pac, I got a little hook." He was like, "Nah, we going to put that at the end." And then he came up with the "Hail Mary" shit. 'Pac, he wrote from the heart, so it wasn't even like writing, it was like talking.

E.D.I.: I give Hurt M Badd credit for "Hail Mary." 'Pac told him, "I need some slow, thuggish shit." Hurt M Badd made "Hail Mary" and when we heard it, 'Pac went crazy. We just did the song in an hour and a half.

It wasn't my favorite record on *Makaveli*. It reminded me of some down-South record. I didn't know it was going to be as big a record as it is today. 'Pac loved Kastro and Noble's

Pain Is Love

Outlawz's E.D.I. reflects on the craziest times of his life.

Makaveli is an album that I don't really listen to a lot because it brings back old memories. It's just too deep for me. It brings me back to that time where something bad is about to happen, and we don't know it because we just loving life and living good. The success of *All Eyez On Me* had got us on a whole other plane.

How 50 Cent is right now, they having all this fun and they doing all this touring. At the time that's exactly how we was. Running around the country having fun, having our way. We riding on our enemies, we got 'em scared, they ain't even answering back. It's like we really, really felt like we won. The future was just bright—so bright—you couldn't even see. So *Makaveli*—I always think, *Damn, what could have been? What should have been?* So I haven't listened to that album in three years.

It was crazy at Death Row at the time. You had Snoop, Daz and all of them on one side of the studio and you had us on the other side. At this point in the game there was a lot of bad tension going on. Niggas wasn't really feeling each other. So it was real campish, real cliquish. Like, I'm going to stay with my click, you stay with your click. I don't want you fucking with my producers.

At the time, we wasn't fucking with [principle *All Eyez On Me* producer] Johnny "J" no more. We was looking for a whole new sound. At the time Hurt M Badd, who was just an up-and-coming producer at Death Row, and Darryl Harper, who was an R&B producer—Suge had him working on all the R&B projects—they had a green room up in Can-Am [Studios] which everybody around Death Row called the "wack room" because they said, "Ain't nothing but wack shit come out of there." But we was up in the studio one day and we trying to get music done—ain't none of us producers—we see them two niggas in the "Wack room" and "Pac like, 'Go get them niggas.'" So niggas go bring them. "Pac just start putting niggas to work like, 'I need a beat here. I need y'all to do this, do that.'" And these are niggas that nobody at Death Row was fucking with. They'll tell you themselves.

There was a lot of complaints over studio time. 'Pac was in the studio a lot. There was a lot of separation in the camps. There really wasn't no beef shit like niggas wanted to fight, but it was just niggas being with their own clicks. It got a lot to do with that gang-bangin' shit. I ain't from LA so I don't really get involved with all that.

At the time, 'Pac and Snoop was still cordial to each other. There was a respect level there, but Snoop ain't on that album. Do you hear any of the Dogg Pound on that album besides Bad Azz? That's self-explanatory. From *All Eyez On Me* to *Makaveli* you notice a drastic change. 'Pac was looking for a new sound. He would say it every day. He had his ear to the street real bad. He was a hip-hop junkie on the real. He paid attention to the game, studied it. So he knew the sound was changing. He knew '97 was going to be some different shit.

As I look back on it now, seven years later, I'm a lot older and a lot wiser. I could see 'Pac was probably scared 'cause some shit was going down. He probably knew a lot of shit was going down that we ain't know about, that he ain't tell us about or whatever. I can tell you right now, there was probably some shit jumping off that he knew about.—AS TOLD TO ADAM MATTHEWS





HURT M BADD
 "We all had a listening party for the album, and 'Pac was loving every song. But when they played *that* song ["Hail Mary"], he just went through a thing. He threw his hands up in the air with his Hennessy bottle. He threw his hands up in the air like he ruled a nation."

part. How they changed the whole vibe of the song up on some Outlawz shit. But really, I think he just loved what he was saying in it. It's some real cold shit he's saying: "Seein' niggas comin' for me/To my diamonds, when they glistenin'/Now pay attention, rest in peace, Father." Because he knew niggas was coming for him. At the end of "Hail Mary," I just remember 'Pac shouting out "Snoop." That's another thing that sticks in my mind. 'Cause at the time, even with the tension, he still made it a point to shout-out Snoop on *Makaveli*. You got [Outlaw] Kastro in the background going, "Makaveli the don, don, don." At the end of the song, when 'Pac is talking about his conglomerates, you hear Kastro in the background going, "Makaveli the don."

Lance Pierre: That was the best song on the record. It also was the strangest song. What I mean by that is the way it came out at the end, as far as the "Makaveli the don," and all of that. Tupac used to do a lot of that ad-lib. Just talking

toward the end of the song. I was mixing it, and none of that shit was supposed to come out like that. But it came out and it sounds good. I'm talking about the outro, when you hear K in the background: "Makaveli the don." That was some extra stuff. That was a total fluke. The song was supposed to stop there. But it sounded good. So we just kept it and turned it into an interlude with the whole monk thing going on. That one turned out more than how we really expected it to turn out.

Hurt M Badd: "Hail Mary" actually only took me 15, 20 minutes to create the whole beat. I just came to work one day, I was feeling good. I was sitting behind the boards. I just touched a few sounds man, and it was like done. And so an engineer came into the room where I worked, and he heard the track—I told him to put the headphones on. He looked at me like, "Damn, Hurt! This sounds like a hip-hop funeral, man." When I do stuff, I don't be feeling

it like everybody else, I guess 'cause it's me. He said, "Why don't you let Tupac hear this?"

When 'Pac heard it, he really didn't say nothing but "Gimme that." I left the studio, and when I came back the next day, everybody from the security guard to the phone lady to the engineer—everybody ran up to me like, "Wait 'til you hear what this nigga done laid down over your track."

When I heard it, I didn't think it was a hit. I was like, "Why is Tupac laying this stuff down over my track?" We all had a listening party for the album, and 'Pac was loving every song. But when they played *that* song, he just went through a thing. He threw his hands up in the air with his Hennessy bottle. He threw his hands up in the air like he ruled a nation.

3 TOSS IT UP

FEATURING DANNY BOY, AARON HALL AND K-CI & JOJO
 Produced by Dametrius Ship and Reggie Moore

E.D.I.: That's a song that was already done. Suge had it done with Danny Boy and Jodeci on it. That's my least favorite song on *Makaveli*. 'Pac just got on the track and did his thing. That was some shit him and Suge had already worked out. And the crazy part that a lot of people don't know is that that song was originally to [Blackstreet's] "No Diggity" beat, 'cause [Dr.] Dre had did that "No Diggity" beat while he was still at Death Row. And Suge had it. But then Dre sold the shit to Teddy Riley. The beginning of those songs were almost exactly alike. I don't know who bit off of who. I ain't here to start no shit, but in the beginning, "No Diggity" and "Toss It Up" were almost exactly alike. Yeah, you would have to be there to know that.

4 TO LIVE AND DIE IN LA

FEATURING VAL YOUNG
 Produced by QD3

Young Noble: That was like a different "California Love." 'Pac used to love LA. Everywhere we went out in LA, it was nothing but love. When we'd go to the malls, the whole damn mall would be following us. It was like they really loved that dude out here. Even to this day. We'd be in the streets, the esse's they love us to death... Making it, we were drunk as hell with a whole bunch of girls in the studio. We were getting head in the bathroom, all types of shit. It was never like we got to buckle down and work, 'cause even if we smoking and high, the whole time we was working. Every 'Pac song you hear, that's how we did it: basically smoking, drinking, having fun. I don't think niggas did one song that took over an hour to make. 'Pac was working on *Gang Related* at the time, and what's the other one? With the White dude when they were dope fiends—*Gridlock'd*. So we'd get up and go to the set at

like six, seven in the morning, and then go to the damn studio after that. We'd get to the studio at five or six, and not leave that bitch 'til three, four in the morning. We'd be leaving with four, five, six songs a day. So if you doing six songs a day, in three days, that's 18 songs.

E.D.I.: That's QD3. He was the only outside producer on that album, besides the dude who did "Toss It Up." QD3 was one of 'Pac's favorite producers. He loved fucking with Q.

That's a sample [Ed. note: it's actually a reinterpretation] of "Do Me Baby" by Prince. A lot of people don't know that 'Pac was a big Prince fan. He fucked with Prince. If you listened to a lot of 'Pac's shit, he sampled Prince in different ways. That was probably 'Pac's favorite song on *Makaveli*, besides "Against All

Odds." He loved the whole groove—"To Live And Die In LA," a real LA song. Drop tops, 80 degrees down Sunset, it just gave him the feeling of being in LA. And he just loved the city.

QD3: I was in the studio with 'Pac, I had some records with me, and there was this old song that I played for him to see if he liked the vibe. He felt it and told me to go home and hook up a beat like that. I went home and hooked it up as fast as I could, and I think I came back the same night and he listened to the track three times, and in like 15 minutes he was already done with his lyrics. He went in the booth without telling anyone what the track was about. He just laid it in one take—over about three tracks. Then he told Val Young what the concept was, and she went in and laid her chorus

vocal in one take, too. After the vocals were done, 'Pac had Ricky Rouse [*Makaveli* musician] replace my keyboard bass and guitar parts with live bass and guitar parts, and the song was done—less than two hours total.

This song just flowed out of everyone that was a part of it. No one thought twice, no one doubted anything. It was full speed ahead until it was done—as if it was guided or meant to be. Ever since recording like that, without thinking twice like that, I have changed the way I look at making music.

5 BLASPHEMY

FEATURING PRINCE ITAL

Produced by Hurt M Badd

Young Noble: I remember after he did that song, riding back to the crib listening to it. He even bugged *himself* out on that one. He got real deep on there, and he didn't even know where it came from. It was like he didn't really... That dude, he was just a gift from God. But I remember that shit. He was like, "Damn, you hear what I'm talking about?" He surprised himself with that like, "I don't know where the hell I be coming up with this shit." It ain't like he sit around all day and think about it, the shit just be coming out like that. God put that in certain people, and he was one of them dudes. God definitely put shit in that man's heart.

He used to always talk about that kind of stuff. He just knew. He felt like he was going to be a big star and just disappear. And that's exactly how it happened. He made his mark like crazy. Dude was definitely sent from up above. I can't explain everything. There's certain shit I don't know. He used to talk to us about that shit all the time. We ain't used to want to hear that shit. Like, *We don't want to hear that shit. You ain't going nowhere. You better not go nowhere.* But he knew it, I guess.

E.D.I.: If you listen to "Blasphemy," there is a girl saying a prayer at the end of the song. That's Kastro's sister, Jamala Lasane, who's also 'Pac's cousin. It was a little family thing. She was just up in the studio, and she was like, "I could just say this at the end of that shit." 'Pac heard what she was saying and was like, "Go ahead." And she ended up on the album.

"Blasphemy" is a deep song featuring Ital Joe. He passed away a few years ago [in a car accident]. It reminds me of "Hail Mary." It's one of those deep, spiritual things.

A lot of times in 'Pac's music, he was talking to us, 'cause we was so wild and out of control—just so caught up in the rap lifestyle. I think a lot of times he wanted to snap us back to reality. Like, "It's real out here. It's not all fun and games." He used to say that a lot. So "Blasphemy" is one of those songs where I feel like he was talking to us on some personal shit.

Lance Pierre: That was another song that was weird. In the studio, late, late night. Candles are burning. Vibe is just like: *What is going on here?*

YOUNG NOBLE

"We were drunk as hell with a whole bunch of girls in the studio. We were getting head in the bathroom, all types of s#*t. It was never like we got to buckle down and work, 'cause even if we smoking and high, the whole time we was working."



6 LIFE OF AN OUTLAW

FEATURING THE OUTLAWZ

Produced by Makaveli and
Darryl "Big D" Harper

Napoleon: My grandmother died [during] Makaveli, so I had to leave early. When I came back, 'Pac had many of the songs done except for "Life Of An Outlaw," the [only] song that I'm on. It was just me, E.D.I., Castro, Noble and 'Pac in the studio. I remember the beat came on and 'Pac got one of the guys from Six Feet Deep, Sixx-Nine to do the hook. He said, "I'm going to do this song to let people know: Beware that the Outlawz is coming." It was like an introduction to the Outlawz album we was going to do with 'Pac.

'Pac took it on another level. In the middle of the song before my verse started, [he asked] "Hey Napoleon, would you die for me? Would you kill for me?" And then I came in with my joint to end the song off. So it was a deep song for me also.

'Pac was a one-hitter-quitter, man. He's a one-take G. He could go in there and do his thing and that was it. He could go in hyped up and be into it to the fullest. He come out the booth sweating. He probably go in there with his blunt and his Hennessy, do his thing. We all was in that state of mind. I call it the ignorant state. Just being drunk and not knowing what's going on. We didn't miss one day without drinking. We was caught up, living the life.

We always got in the studio and did the verse. We didn't even know what beat. 'Pac would tell someone to play a beat. Next thing you know he would be like, "Alright, we're going to talk about this." And if your verses ain't done before 'Pac's, you don't get on the song. That's how 'Pac was. He'd be like, "I already got one verse done. Y'all don't got no verse, you ain't getting on the song."

We just had to write, man. Try to keep up with this dude. He'd put the beat on, we'd be like, "Damn, let's get a head start." Some of the songs he would take to the neck, man. "Life Of An Outlaw," he was going to do one verse. He was like, "I've finished one verse. Y'all ain't ready?" Then he'd start writing another verse. And do that verse. He would have kept it going. He would have took over the song and did it himself.

'Pac was one of those dudes in the studio where if you mess up, he get angry. Like, he want you to go in there and do it, as is. But sometimes, 'Pac will go in there and not even care if he'd mess up. You know how he'd be doing a dub, and you hear one of his voices come on before the other? He'd keep it like that. He'd go in there, do it and get out. The work we done—it was professional in 'Pac's way. He'd do his thing, and if he messed up on the dub, he'd keep it. He'd say, "We'll fix it when we mix it."

E.D.I.: 'Pac actually played that melody on that

NAPOLEON

"We all was in that state of mind. I call it the ignorant state. Just being drunk and not knowing what's going on. We didn't miss one day without drinking. We was caught up, living the life."



song. He's not credited for it, but he played it. It's a little keyboard sound that you hear in the background. He's playing that. Any session player that was involved with Makaveli will tell you that. If they don't, they lying.

Darryl Harper: We started working kind of exclusive. Like, it was me, 'Pac and Tyrone [Hurt M Badd]. We was always together when it came to the studio. He would lock the door and the other people got jealous of it at Death Row. They got a little bit peeved that he was spending days in the room with us. Certain people started claiming it was favoritism going on, 'Pac using our beats. But the ironic thing was, before 'Pac actually gave us a shot, we had been presenting tracks to everybody on the label. Nobody would take them but the new people that was just signed to the label, people that would probably never get an album out. Nobody would even take beats from us. Matter of fact, they called us the "Wack Room" until 'Pac started taking our beats. Then people started complaining to Suge that we were only giving 'Pac beats.

7 JUST LIKE DADDY

FEATURING THE OUTLAWZ

Produced by Hurt M Badd

Contains a sample of "Impeach The President" by the Honeydrippers

E.D.I.: "Just Like Daddy" is a song that was done for the Outlawz album. 'Pac was trying to teach us how to do some shit for the bitches, 'cause all our shit was hard shit—kill 'em up, hard times, struggle shit. Why-my-life-like-this? type shit. 'Pac was like, "That shit is cool and people going to love y'all for that. But y'all gotta give 'em something else. You got to get the girls. Y'all got to do some other shit, some lighter shit, some shit people can have fun to." So this nigga went up there, and we start doing "Just Like Daddy." The beat is the "Impeach The President" drums, Hurt M Badd just had them shits looping. 'Pac just start singing melodies like, "Play this melody here. Play that right here." Then Val Young come in. "Val Young, I want you to sing this shit right

DARRYL HARPER

"[Pac] would lock the door and the other people got jealous of it at Death Row. They got a little bit peeved that he was spending days in the room with us. Certain people started claiming it was favoritism going on, 'Pac using our beats. But the ironic thing was, before 'Pac actually gave us a shot, we had been presenting tracks to everybody on the label."



here. This is the hook." Then we got a love song and shit. Boom. "Just Like Daddy," for the honeys.

Lance Pierre: 'Pac always used Val Young because he liked her voice. It was a little raspy, gospel-sounding voice.

8 KRAZY

FEATURING BAD AZZ

Produced by Darryl "Big D" Harper

Young Noble: We was supposed to be on that song, but we took too long with our verses. Bad Azz was up in there chilling with us. 'Pac used to like Bad Azz; he had a nice flow. And 'Pac threw Bad Azz up on there and I'm glad he did, 'cause Bad Azz did his thing on that muthafucka. That's one of those classic 'Pac songs, too. "Time goes by, puffing on la got a nigga going crazy..."

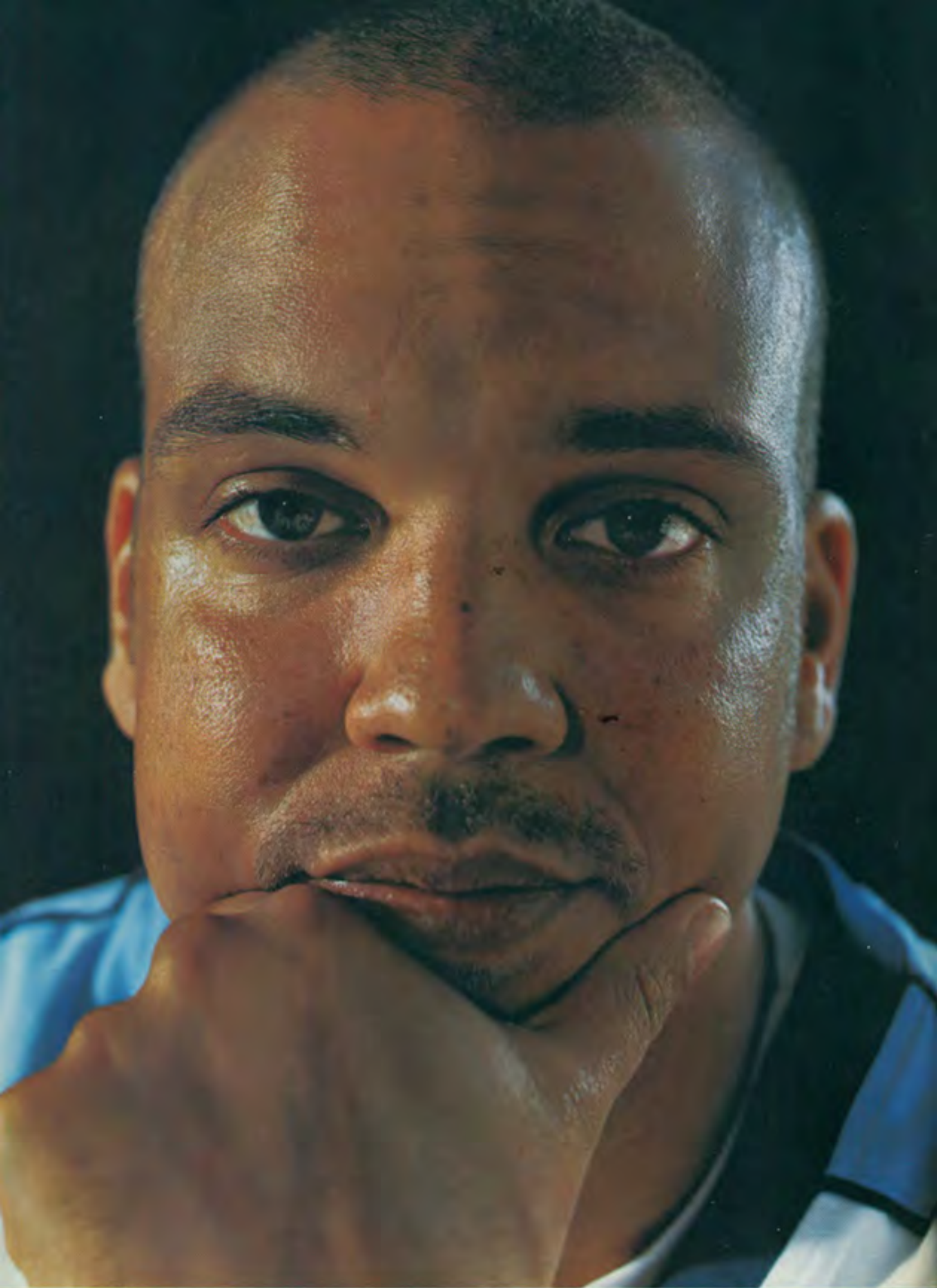
We had started writing the shit and we was taking long. 'Pac was like, "Who got something? Bad Azz you got something?" And it fit perfect, so it was meant for Bad Azz to be on that song. We had already been on a million 'Pac songs. That was his way of motivating us. Like, "If y'all ain't ready, then you don't make the song." That's why some songs, you might hear one Outlaw on there, or you might

hear two or you might hear three. 'Cause when the song got just about done, if niggas ain't have no verses, we were scratching that and going to the next song.

'Pac was surrounded by a lot of controversy, and a lot of people be thinking he that way. But that dude was really all about love, yo. He loved his family, he loved the kids and he loved Black people to death. That dude was really all about love. That's why the streets love him. Through all that shit, through all the beefing... When I think about 'Pac, I don't think about none of that shit, I think about love. This nigga had so much love in his heart it was ridiculous, and you hear that shit in his music.

E.D.I.: Bad Azz is another cat who was around a lot. He loved our music so he always came through. 'Pac was a fan of BA. 'Pac wanted us on that song, but the beat was so slow. We was used to rapping on the up-tempo shit. We wasn't really vibing to it. Here comes BA, the hands of fate just swung that nigga's way. 'Pac was like, "You got a verse, write a verse to that." Bad Azz was like, "I already got a verse." 'Pac was like, "Get in there and kick that shit."

Darryl Harper: E.D.I. was interested in the beat from "Krazy," because during that year



Good To Go

Quincy Jones' seed QD3 on hip-hop's hardest-working artist.

We recorded *Makaveli* in the summer of '96. 'Pac had just got out of jail, and he was running back and forth in the studio smokin' and rappin' very intensely. That was my first image. I remember seeing the bullet scars on his chest as soon as I walked in. It was so surreal.

But as soon as I met 'Pac, I felt his honesty. He gives off a very trustworthy energy. Regardless of how he would act, you sensed his good heart immediately. Sometimes meeting a big-name artist can be disappointing. With 'Pac, meeting him instantly expands any perception you may have had of him, surpasses any image you may have had in your head.

When I showed up at the studio to record the *Makaveli* tracks, he started breaking down what his vision was for the album. He told me he was going to continue to drop single after single from *All Eyez On Me* for the next two years, and that *Makaveli* was an album that was only intended for the swap meets and underground shops—to let people know that he still could make grimy street records. He said it would not be available to the masses—no single, no video. Up until this point, I'd prided myself on being well known for coming through with radio singles, and I was looking forward to doing that for 'Pac this time, too. So when I heard that this album was only for the swap meets, I was a bit disappointed at first, because I had only brought what I felt were radio and club heaters.

'Pac would almost always pick his beats over the phone. He'd know within the first three seconds into the track if he wanted it or not. He'd either say, "Yeah, put that one down for me," or "No, keep going." In less than a three-minute phone conversation, we would have seven or eight songs ready to get recorded.

That's what I loved about working with 'Pac, he had so much energy and motivation that you couldn't help being influenced by it. It was amazing to see someone with that much confidence and direction. 'Pac was the first artist that I had ever worked with that never second-guessed anything. He always kept it moving.

'Pac taught me that if you don't get it right on this song, we can always do a hundred more. Why try to force any one idea? Working with 'Pac felt like time was suspended. Things would move so fast, you had no time to apply what you already knew, you'd just hold on and go along for the ride.

As a producer, if you look more than 15 minutes to set up your track in the studio, 'Pac would kick you out. He'd tell you to come back when you were ready, and move on to another producer.

I would say that 'Pac felt a bit more manic during this period. I would give him smooth, laidback tracks that were intended for radio, and he would go off on them—be yelling at the top of his lungs. I'm not sure if he was feeling pressure from something, but it gave me the impression that he was not at ease. Or that he was running from something in his life.

It was a historical time in many ways. Snoop was fighting his case in court during this time, the whole East-West drama was going on. Making the music was only a part of it.—AS TOLD TO EBONY FOWLER

there were a lot of planes crashing and churches burning. He wanted to speak to that situation. E.D.I. thought that the beat that I had would fit that. So I brought 'Pac in to hear it. 'Pac loved the beat, but he didn't hear it for that. He put another hook on it. Bad Azz just happened to be coming by the studio when we were doing it. 'Pac looked at him and said, "You got 16?" He said, "I have 16." He got busy.

Lance Pierre: That song wasn't really put together, it was just a beat. Kevin Lewis, who was actually the project coordinator, he's related to [jazz pianist] Ramsey Lewis. He was there, and we kept saying, "Man, this is not a song." He said, "But Tupac wants that song on the record." I said, "Man, I got it mixed, but it's still not sounding right." He said, "It just needs some piano." So he just went in there and he just played according to the vocals. The song turned out a lot better than it originally was.

9 WHITE MAN'Z WORLD

Produced by Darryl "Big D" Harper

Young Noble: That was one of those ones that 'Pac was just expressing himself on, just being a Black man. 'Pac had love for White folks, too. 'Pac had love for people in general.

E.D.I.: He's talking to his sister. It's kind of personal, so I don't want to get into the personal side of it, but he's talking to his sister and he's talking to his mother. It's a personal record. I think it's like an open letter to his mother and his sister. He's like writing from jail. He's really just apologizing for a lot of shit.

At 25, we're all trying to grow up and change and figure out shit. A lot of people don't remember that dude was only 25. That's still a kid, really. Twenty-five is a real young, immature age. But at the same time, he had the responsibility of a 40-year-old. He had the responsibility of a whole family, a whole label. At that point in the game, Death Row was on 'Pac's shoulders and he knew it.

Darryl Harper: 'Pac wrote the hook. I had did a beat; he liked it. He wrote the melody and everything for the hook and I sung it. I wasn't really happy with a lot of the stuff, because he didn't let us do a lot of parts over. On "White Man'z World" I could hear my backgrounds are kind of off there—like I'm saying something twice or something. But 'Pac said, "That's it. That's it. That song's finished. Wrap that up. Send it down there to get mixed."

10 ME AND MY GIRLFRIEND

Produced by Makaveli,
Darryl "Big D" Harper and
Hurt M Badd

Young Noble: He got that concept from Nas. Remember Nas did that song about the gun ["I Gave You Power" from the 1996 album *If Was Written*]? 'Pac used to like that song.

When him and Nas squashed their beef, I was happy, I grew up on Nas. Around my way, when Nas came out with the "Live At The Barbeque" shit, I could have been the first nigga promoting his ass. All the Outlawz were fans of Nas. 'Pac was too. He used to like Nas. That's all hip-hop do. You hear a nice idea, and you flip it and make it better. That was one of those shits. There was a lot of shit going on, and 'Pac was never a dude to hold his tongue. He put it out there. He felt like a lot of muthafuckas was against him, and that didn't sit well with him neither. Muthafuckas made it like an East Coast/West Coast situation, when in reality 'Pac and all the Outlawz is from the East Coast. That was just one of those songs where 'Pac was riding on his enemies. 'Pac had nothing but love from New York. We was in New York for the MTV [Video Music] Awards two days before he got shot in Vegas. That's where we seen Nas and they squashed it.

That was one of the happiest times I've seen him. He was happy to be in New York and feeling the love. We was all in New York—Uptown, it wasn't like we was in the hotel all day. We even walked for some damn blocks. In Manhattan somewhere. 'Pac said, "Fuck it, let's walk." We could have walked for 30 minutes. People couldn't believe it. This nigga was giving bums hundreds of dollars and shit. He had me holding a damn little briefcase with all this money. He was really happy to be back in New York and see that he still had love out there. He was really on the verge of taking it back to New York. I think he wanted to get in touch with everybody out there—rappers, and just the streets, period. He was happy about squashing the beef out there with Nas.

E.D.I.: 'Pac had the idea for the song already. We was in the studio trying to come up with the right track for it. I remember Hurt M Badd was up there working on the drums and 'Pac wasn't really feeling what was coming up on there and then Rickey Rouse just came up and said, "'Pac, I got something. I got a song I wrote." Rickey Rouse, he a session player. He a cool brother, but he was always worrying about his publishing. 'Cause he knew where he was at. He was at Death Row, and you got to be about your business or you won't get paid. So he's like, "'Pac, I got some shit for this shit, it's some Spanish shit. But I got to get my publishing on it. I got to get my writer's [credit] on that." 'Pac was like, "Hell yeah." 'Cause 'Pac was a fair nigga. He gave everyone their shot, their credit. He was the only one who gave Val credit, even though half the time he might have wrote the hook.

Rickey Rouse started playing this guitar shit. 'Pac went crazy. He was like, "That's it right there. That's what I'm looking for." Then he started singing, just came up with the hook. He told us all to write verses for that, too. All of us wrote verses but he just shot us down like, "Nah, that ain't tight enough."

He had ol' girl Queen—she play the part of

the gun in the song—'Pac had her come in once the song was done. I know her as Queen. She used to work at Death Row. She was the receptionist up there. She go by Virginya Slim now, and she's signed to Death Row. She the one that talking that shit like, "Like what? West Side, Nigga. Die Nigga, Die!"

Darryl Harper: "Me And My Girlfriend" was Tyrone's [Hurt M Badd's] but I just played on it. Keys. We would work on each other's beats. He would do drums on mine and I would do something on his. We basically did the whole album together. The album was finished in three days. The mixing still had to be done. So the album was done in a week. As for 'Pac's parts, all of them was done in three days if I remember correctly. He would have ideas for it. He would instantly know what the song was going to be named if he heard a track. He would know. He would instantly tell the Outlawz what they needed to be writing about. And they had to be on it, because the one that didn't have it, he wasn't going to be on the song. It was a trip, because 'Pac would finish his vocals and come out [from the vocal booth] and point at one of them. If he stuttered, he would point to the next one. He just missed that track. If they weren't confident right away, he would let them know they weren't going to be on there.

Lance Pierre: We had an idea to do an intro where the gun is talking. And we needed a broad. Finally, there was this one girl—actually she's on Tha Row Records right now—Virginya Slim. She put it down with like one pass, ba-ba-ba!

Hurt M Badd: On "Me And My Girlfriend," he tried to bluff me, he called me out. After we had done like four songs, Tupac had called me in my session one day—now mind you, I work my own little production room—Tupac called me in his room one day and he said, "You know what? I need a kind of up-tempo beat that don't sound like anything you ever done before." So my eyebrows raised and I was like, Whoa! So he said, "And I want you to stand right here and create it right in my face." Let me tell you something: Everything surrounding my heart went to my feet. Sweat just broke out all under my arm. But I'm also that type of person, I love a challenge when it comes to something I do, you know what I'm saying? So Tupac said, "Right now, in my face."

So I started from scratch. I just told the DJ to sample a kick and a snap from the keyboard. Everybody was looking at me like, "What?" Looking at me crazy like, "He don't know what he's doing." Before you know it, I have the drums going and I look over at the guy with the bass guitar. I told him to come in with something, and I gave him a little rhythm. He came in with it. Before you know it—Tupac was on the couch—he had this look on his face like, "I don't believe this guy." By the time we laid the guitar strings, he was up on the floor like, "Yeah!" Every time he'd get a track that he liked, he would listen to it and come up with the hook

in his head. Then he'd turn around to the Outlawz and say, "Here's the hook, listen to this." And he came up with "Me And My Girlfriend."

11 HOLD YA HEAD

FEATURING TYRONE WRICE

Produced by Hurt M Badd

E.D.I.: That shit remind me of some *Me Against The World* shit. That's another one of those melodies where I sat and watched this nigga sing to them like, "Play this." That shit just came together. Hurt M Badd did the drums, you got that piano shit. It's some real soulful shit, and that nigga just spittin' that real shit that 'Pac was famous for.

Hurt M Badd: 'Pac did the verses and the hook already. He came in my room and asked me if I knew how to sing. He said he wanted me to sing on the hook. I said, "I'll be right in there." When he shut the door, I started jumping up and down in a room by myself. When I went in there, I got real nervous. He gave me the notes to sing and everything. And fortunately, it turned out cool. Anytime you had to like rap or sing with him, that's how he was. But as far as producers, I've seen him get at a couple of producers. Fortunately—thank God—me and him didn't have to go through that.

12 AGAINST ALL ODDS

Produced by Makaveli and

Hurt M Badd

E.D.I.: That just closes the album out. A lot of people don't know it's a replay of a Cameo song, "The Skin I'm In." 'Pac probably listened to it on the way to the studio, came in and played that shit for Hurt M Badd, like, "I want that bass line right there." Hurt M Badd played that shit [on the keyboards]. I don't want to take nothing from none of the producers, but they all know 'Pac produced that record himself. Almost every note that nigga was humming to them niggas, every drum kick, every beat, snare, hi-hat—that nigga was telling niggas what to play.

Hurt M Badd: On that song he was going at Nas and his other adversaries. He was getting his weapons for war, his arsenal ready.

The day we made that song Tupac said, "I need a war song. I wanna go to war." He gave me an hour then came back and heard the beat, and he wanted me to add that Cameo song baseline. Once it was in 'Pac started snapping, "This is it!" He called the Outlawz in and started reciting the hook: "This be the realest shit I ever wrote." While 'Pac was doing his vocals he wasn't just recording his vocals, he was also kicking over the music stand, hitting the microphone.

There was a vibe in the room. We all knew what was going on. As ['Pac] started reciting his lyrics we was just looking at each other like, "Uh-oh, here we go again." ♦