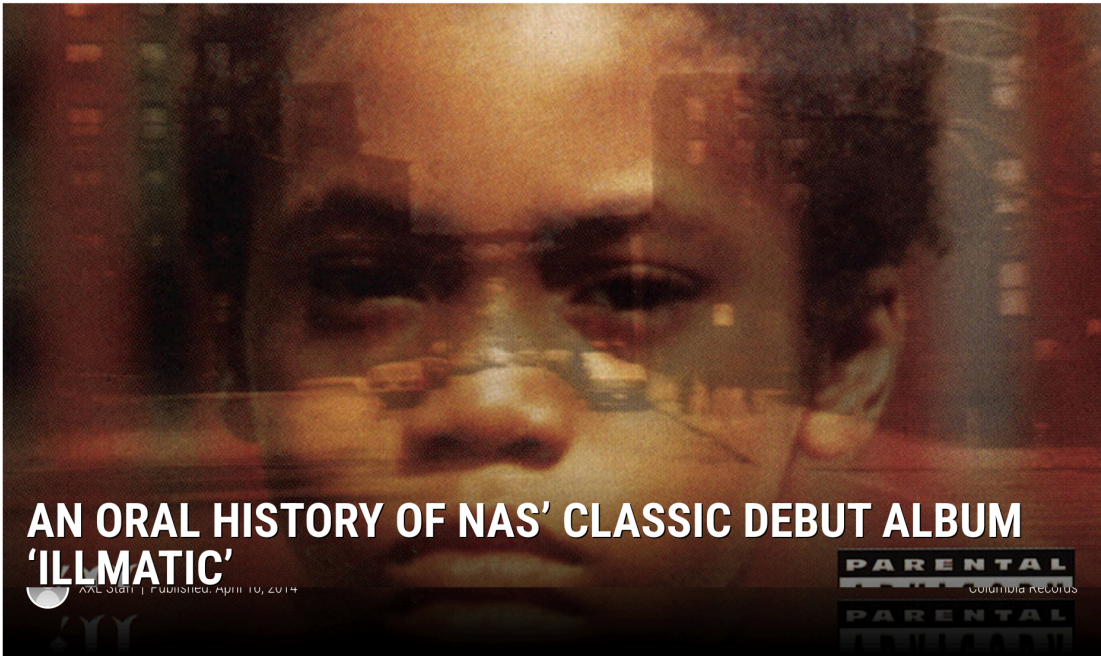




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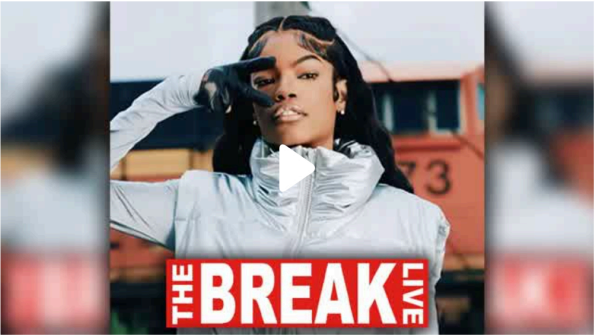
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Still III

In spring 1994, a chip-tooth kid outta Queensbridge released a 10-song debut album that set a new standard for hip-hop lyricism. *XXL* takes a trip down memory lane to get an in-depth look at the making of a classic. It's *Illmatic*. Yeah.

Compiled by Timmhotep Aku, Carl Chery, Clover Hope, Rob Markman, Starrene Rhett, Anslem Samuel

Editor's Note: This story originally appeared in the April 2009 issue of *XXL* Magazine, marking the 15th anniversary of *Illmatic*.



They called him prophet. Poetry was a part of him. And on Tuesday, April 19, 1994, when 20-year-old **Nasir Jones** released *Illmatic*, his debut album on Sony Music's Columbia Records, true-believer hip-hop heads rejoiced. It felt like revelation.

The journey began three years earlier, with Main Source's 1991 posse cut "Live at the Barbeque." On it, the rap world was introduced to an upstart MC from Long Island City's Queensbridge Houses. Queensbridge, the largest housing project in the U.S., was home to Marley Marl, MC Shan and the mighty Juice Crew, who'd

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fallen to the Bronx's Boogie Down Productions in the famous "Bridge Wars" of the late '80s. The son of jazz trumpeter Olu Dara, Nas was discovered by Main Source's Large Professor—and was still in his teens when he stole the "Barbeque" single with lines like, "Verbal assassin/My architect pleases/When I was 12/I went to hell for snuffin' Jesus!"

New York streets were buzzing heavy. 3rd Bass rapper MC Serch signed Nas to his Serchlite Publishing and started shopping for a record deal. Not all of the industry's honchos were as enthused (Russell Simmons, for example, at Serch's own label, Def Jam Recordings, turned him down for fear of commercial failure). But Sony Music A&R Faith Newman eventually signed Nas to Columbia Records.

With an all-star team of New York beatmakers abetting Large Professor's production, work began on hip-hop's perfect album. Nas' first recorded solo track, "Halftime," appeared on the soundtrack to the 1992 indie flick *Zebrahead*, whetting fans' appetites for what was to come. In the years leading up to the album's release, overzealous DJs began liberating unguarded tracks via mixtapes and the college-radio circuit. In the face of such early bootlegging, Columbia rushed a short, 10-song *Illmatic* to stores in '94—nixing original plans to include more material.

New York purists and the rap press raved, but Russell was right: The album was not a huge commercial success, selling a mere 330,000 copies its first year out. Its cultural impact, though, has proved to be immeasurable, marking Nas' messiah-like arrival and the beginning of a nine-album, multimillion-selling career. A decade and a half after its release, *XXL* assembles the people who were there to bear witness. —

ROB MARKMAN

REPRESENTERS

Nas: Queens rapper, a.k.a. the Prophet

Jungle: Nas' Brother, one-half of rap duo Bravehearts

Faith Newman: Executive producer, former Sony A&R

MC Serch: Executive producer, one-third of Queens rap trio 3rd Bass

DJ Premier: Brooklyn (by way of Prairie View, Texas) producer, one-half of rap duo Gang Starr

Large Professor: Queens producer, rapper, member of rap group Main Source

L.E.S.: Queens producer

AZ: Brooklyn rapper

Olu Dara: Nas' father, jazz trumpeter

Pete Rock: Mount Vernon producer, one-half of rap duo Pete Rock & CL Smooth

T La Rock: Bronx rapper

Busta Rhymes: Brooklyn rapper, former member of rap group Leaders of the New School

Grand Wizard: Queens rapper, one-half of rap duo Bravehearts

Q-Tip: Queens rapper, producer, member of rap group A Tribe Called Quest



[1] "THE GENESIS"

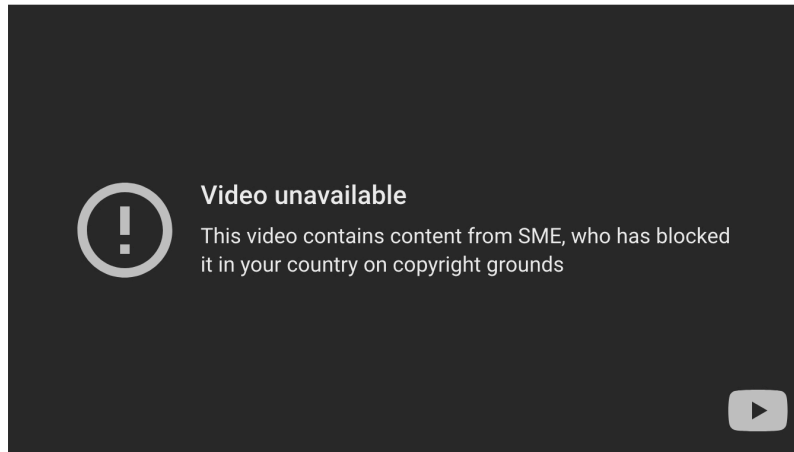
Conceived by NAS AND FAITH NEWMAN

Jungle: Nas picked the beat for us to talk on in the background. I remember I didn't like the beat. I was like, "Off this beat, man? This is garbage." I was mad young. I didn't even understand what he was doing.

Nas: I always loved all the breaks in the *Wild Style* movie. [This session] wasn't in the beginning of recording [the album], it was closer to the end. I brought a VHS tape of the movie and had the engineer just loop it.

Faith Newman: *Wild Style* was, like, his first introduction to hip-hop. His father took him to see that when he was a kid.

MC Serch: The most difficult sample [to clear] was with [*Wild Style* director] Charlie Ahearn, believe it or not. We had made a deal with Charlie, and then Fab 5 Freddy got into the mix and started getting into Charlie's ear like, "Nah, you didn't get enough [money]." The funny thing was, Fab 5 Freddy was about to direct the "One Love" video. So I'm calling Freddy like, "What are you telling your man? I'm about to cut you a check. You're about to direct a video. Get on the same page." [Freddy said,] "Are you threatening me?" I'm like, "Nah, it's not a threat. I'm just saying, you don't take care of this, you're not gonna be directing no video." I haven't spoke to Fab 5 Freddy since.

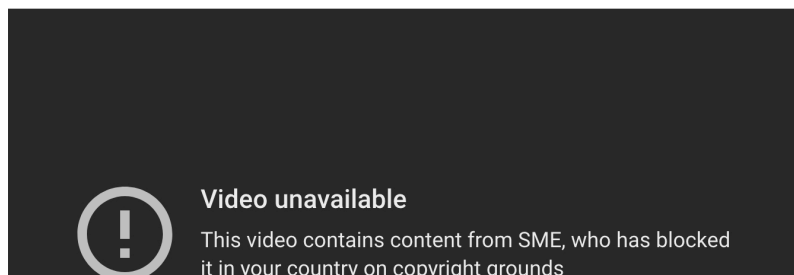


[2] "N.Y. STATE OF MIND"
Produced by DJ PREMIER

DJ Premier: That was actually the second beat that I did [for *Illmatic*]. The first one was "Represent." I just had the drum pattern going with the funny little—it sounds almost like an astronaut signal at the beginning... I found that Joe Chambers sample ["Mind Rain"], which is where that's from. I usually don't disclose my samples, but I cleared it, so it's all good. Found the sample, and when they heard that melody, Nas and them was in agreement, like, "Yo, hook that up, that's hot." So I hooked it up, and Nas started writing.

Nas: I had most of it already written, and the original [rhyme] was probably close to 60 bars, so I just broke it up. When I got in the studio, we heard that record. We were just listening to records. I would sit with Premier for hours on end in D&D Studios. When he started putting it together, I just pieced the stuff that I had and wrote a couple of new things in there, too.

DJ Premier: Right at the beginning of the record, when he says, "Straight out the dungeons of rap, where fake niggas don't make it back." And then there's kind of like a silence, where the music is building up, and you hear Nas go, "I don't know how to start this shit." He just wrote it, and he was trying to figure out how to format it, like when to come in. I'm waving at him in the control room like, "Look at me, go in for the count." So right when he looks up and sees me counting, he just jumps in. He did the whole first verse in one take, and I remember when he finished the first verse, he stopped and said, "Does that sound cool?" And we were all like, "Oh my God!" It was like, I don't even care what else you write.





[3] "LIFE'S A BITCH"

Produced by L.E.S.

Co-Produced by NAS

Featured Vocals: AZ

Trumpet: OLU DARA

Nas: I asked L.E.S. to bring [a copy of Mtume's "Juicy Fruit"]. I wanted to sample "Juicy." He didn't have the record, so he brought the Gap Band's "Yearning for Your Love" instead. Looped it up, and I was like, "Yo, it ain't 'Juicy,' but it's a whole 'nother monster!" Once we looped it up, I didn't even care about "Juicy." Of course, when Biggie dropped, I was like, "Oh my God." I lost my rhyme books [the day we recorded "Life's A Bitch"]. When we got to the studio and realized that I lost my books, we realized I left it on the train. Everybody was mad, like what we left on the train was a winning lotto ticket. *[Laughs]* We were like, "Oh man, it's over!" That was years of writing, but the good thing was that I had memorized a lot of it.

L.E.S.: You know, AZ was there. Nas was like, "A, you got something for this?" A just went in the booth and spit it, and Nas came right behind him. AZ had a chorus. They vibed, and before I even blinked, I left the studio, went back to the projects, and niggas was like, "We love that Nas joint." I was like, Damn. Word? How they get that?

AZ: The hook I had written... After the hook was there, they was like, "Damn, you gotta spit, dawg." I was like, "Aight, fuck it. If you like it, you like it. You don't, you don't." I did it, and everybody liked it. That was it. It was history made. I didn't know who the hell Nas' father was, but I was introduced to him there, and pop was getting it on.

Olu Dara: Well, I had my horn with me, and Nasir said, "Just play 'Life's A Bitch.' Could you play a little at the end?" I remember his brother, Jungle, was there, and we had our Hennessy and our Champagne and everything.



[4] "THE WORLD IS YOURS"

Produced by PETE ROCK

Pete Rock: We were in my basement. Large Professor had brought him over. That's when I actually first met Nas, when Large brought him up to Mount Vernon. We went through beats and stumbled across that one. It wasn't like I made it then. It was already made, so I just popped the disc in, and he was like, "Yo!" Next thing you know, we in Battery Studios knocking it down. When I was doing the scratches, Preemo was there. He was just standing there, looking in amazement, and I was like, "Come on, nigga! You that dude, too."

Nas: At the time, getting a beat from Pete Rock was like getting a beat from Kanye or Timbaland or fuckin' Dre. I fought to get that [T La Rock] sample on there. Pete had a way of doing his beats, and he was Pete

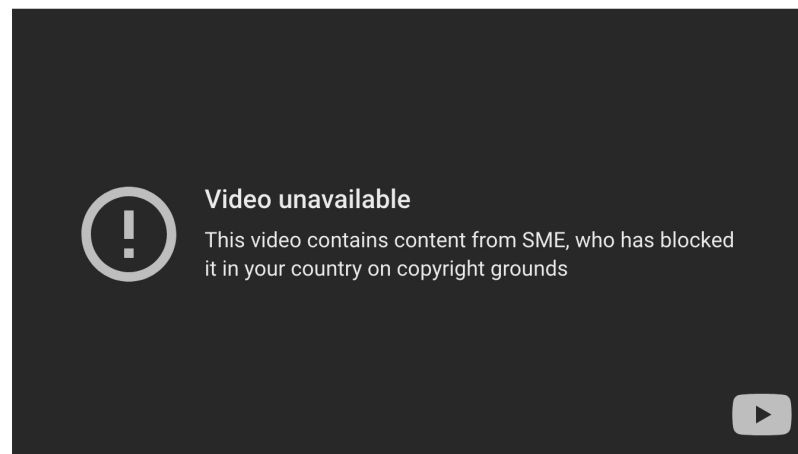
Rock, so I didn't wanna interfere that much. But I had "It's Yours" in my head, and I thought it would sound ill. At the last minute, he fit it in there, I think at the mix. I didn't know how he was gonna fit it in there, but it was perfect how he did it.

T La Rock: When I first listened to Nas, I thought he sounded like a combination of T La Rock and Rakim... Anyone that can rhyme and make sense and not make me wanna just skip to the next track I consider a really good lyricist. And Nas is that. I was kinda blown away by the song itself, and then Pete Rock putting in that "It's Yours" sample.

MC Serch: There was one hiccup—with Pete Rock's brother Ruddy. We were really coming close to the end of the album, and Pete and Nas had done a lot of work together, and the week that they were mixing, my grandmother passed away. And in the Jewish religion, you have to sit shiva, and my day to sit shiva was Friday. When you sit shiva, you basically sit on a box, and you do nothing the whole day. So I get a call from Ruddy, his lawyer and my lawyer telling me that they're due a \$5,000 check for the album. And I explain to them, "No problem, I'll get it to you Monday." And they had that session that day, and they're like, "Well, we'll go into the studio on Monday and record Monday." I was like, "No, no, no. You gotta get it done [today], because mastering is on Monday."

We had a lot of pressure on us to release this album before the streets got flooded with bootlegs. So there was no way I could miss this date. I'm trying to explain to Ruddy, "Look, it's shiva, it's respect to the dead." And he's like, "I don't care about your grandmother, I don't care about shiva, I want my effin' money, or we're not going in the studio." To this day, I don't mess with Pete Rock. I don't have any words for Pete Rock. Even if Pete said to me, "I had no idea, I didn't know," that's still your manager. You still should be involved. And if you're not involved, you're catching an L for his loss. This was not Nas' beef. It was my beef. I didn't even want Nas knowing anything about it. I didn't even tell Nas about it until this past year.

Pete Rock: I don't even remember that shit. I mean, it might have happened, but it was so long ago. Niggas still remember bullshit? All I was concerned with was making a dope-ass record for this new nigga Nas at that time. I don't know what Serch is talking about.



[5] "HALFTIME"

Produced by LARGE PROFESSOR

Large Professor: The session for "Halftime" was hot, 'cause he was gettin' his big chance. And it was like, he had his weed already, Big Bo was there, Jungle was there, Wiz was there. I came through. I had the beat already. And we sat there, cooled out a lil' bit. And he was takin' it easy, 'cause he was like, "This is my turn now, and I'm gon' make it count." So we would roll up an oowop and shit and sit back, listen to the beat. And he was real cool with that shit, like, real smooth with that shit. He'll sit there for a little while and then be like, "Yo, aight, I'm ready." And then he go in the booth and start sayin' the words, and then everybody's up, shit is lit up. And shit is connecting, and everybody is in the live room like, "Wow!"

Busta Rhymes: I went over [to Large Professor's house], and he made the "Halftime" beat in front of me, and he was gonna give it to me at the time. I didn't know what to do with it. I didn't know why I didn't know what to do with it, because I loved the shit out the beat. Then I heard it on "Halftime," and I was like, Goddamn, I

was a stupid ass for not touching this beat!

Nas: I remember one time Busta Rhymes stopping by [Chung King Studios], and I met him. I guess he knew me from being with Large Professor... And my brother told him that he should leave Leaders of the New School and go solo. *[Laughs]*

Jungle: Oh yeah, the first time I met Busta, he was still down with Leaders of the New School and shit. And I was like, "Yo, man, you tight. I think if you went solo and left your peoples alone, you would blow up." And Nas and everybody was like, "What the fuck are you talking 'bout?" It's like I insulted the rest of his crew and shit. But then he went solo, and he blew up.

Busta Rhymes: I just took it in stride. I was feeling good that niggas was feelin' that way about me. I just appreciated Jungle when he told me that.



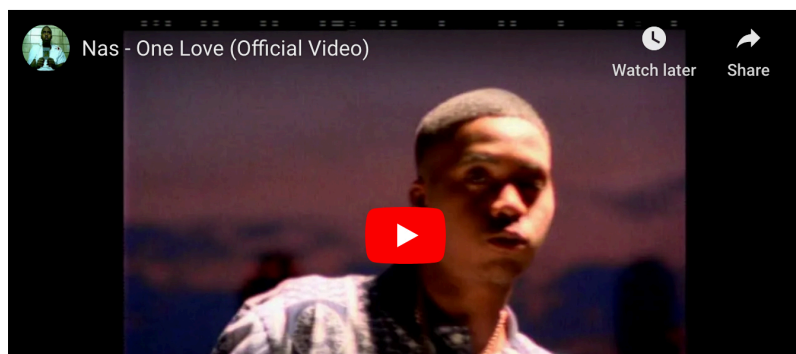
[6] "MEMORY LANE (SITTIN' IN DA PARK)"

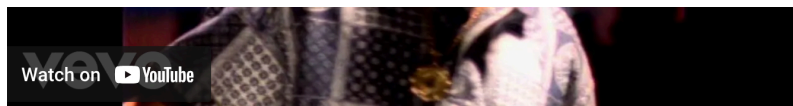
Produced by DJ PREMIER

DJ Premier: Nas wanted to help me pick a sample for that, and he heard the Reuben Wilson sample [from "We're In Love"], and he was like, "That's it." I wasn't really into that one. But he was like, "Yo, that's it, Preem. Cook that up." So I just hooked it up, because he asked me to. I was in competition with the other producers on the album, so I wanted to be funkier than what they had. I had just seen Q-Tip, and he played me a cassette, and he had a rough [version of "One Love"]. He pause-mixed the record in order to let Nas hear it before he put drums and stuff to it. And when I heard the sample and the way he had it hooked up, I was like, Oh my God, everybody is coming with shit harder than mines. But Nas was like, "Man, I really wanna do this one." And he wrote it right on the spot. Once we cut the vocals, I heard what he was saying. I wasn't mad at it, I wasn't against it, I just thought I could have done better.

Nas: I just felt like all the shit I saw in Queensbridge, it meant something. For some reason, I knew this ain't the average shit a kid my age is supposed to be seeing. I knew it was something special about what I was seeing, and it wasn't all good. This was real life. It's situations—whether it's welfare, or my friends' havin' dope-fiend parents, or teenagers being chased by cops.

Grand Wizard: Every word that was spit came from something that happened or something that everybody was a part of. My man got shot for his sheep coat. Every word was happening all around us.





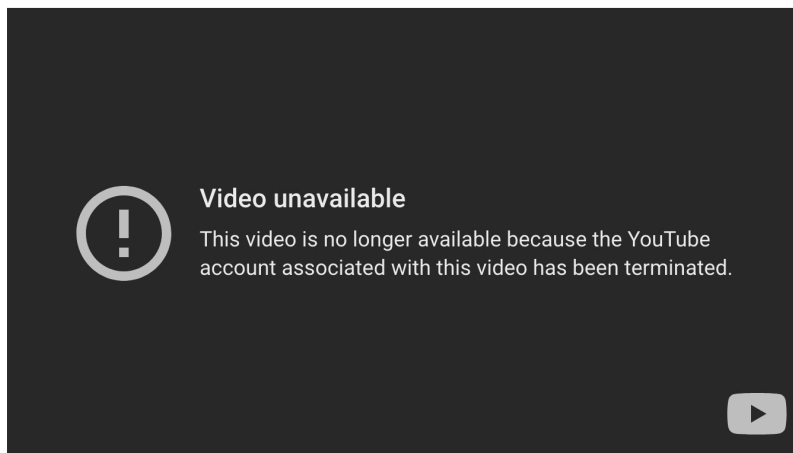
[7] "ONE LOVE"

Produced by Q-TIP

Large Professor: He was like, "Yo, you think Q-Tip would give me a beat?" That's really when I was gettin' up with Tip a lot, so I was like, "Yo, of course. Just roll through with me out to Jamaica one time, and we'll just sit down." And we did. We rolled out there, back when Tip had all the stuff in Phife's grandmother's basement. And we sat down, and Tip was like, "Oh word? I don't really have no beats done right now. But I'ma show you the record I'ma use for you." And he played this record [The Heath Brothers' "Smilin' Billy Suite Part II"], and it was just like, "Oh shit! That shit is crazy!" He hooked it up and did his thing, and it was on.

Even though dudes already knew who Nas was, and they wouldn't have fronted on him, but just kinda makin' it more natural feelin', where he's not going through Sony or Faith or Serch. It was like, We gon' stay right here on the street and roll through to they street. We not goin' in a cab or one of the cars that Sony gets you. We goin' street style, and go right up to they door. Things like that make all the difference in the world to me.

Q-Tip: Just from when you heard Nas initially, you knew he was ill. When I first heard him rhyme, I knew he was ill. Everybody knew he was ill. But I told Faith, "You guys got somebody special." Because he has vulnerability in his rhymes. A lot of niggas who MC, you don't hear the vulnerability. He keeps it relatable, but he has a lot of depth. He can keep it gangsta, he can keep it educated, he can keep it thoughtful. He can tell you that he's the shit, and he can tell you when he fucks up. And that's what makes Nas endearing to everybody.



[8] "ONE TIME 4 YOUR MIND"

Produced by LARGE PROFESSOR

Large Professor: We got this kinda attitude. It wasn't like, "Yo, the budget," and all that type of shit. It was cool, 'cause it was a little quick rhyme that he had. Some shortie-to-the-store shit, like that. Not like he was tryin' to go too hard or lyrical. It was just like, "Yo, I'm a regular dude. I'll kick some cool, around-the-way, corner shit for you."

Nas: Honestly, that song was just like, "Hey, we chilling." That song, I didn't give a fuck— it was just, go in there and have fun. I wanted Wiz's voice on that. Out of everybody around, I thought that he had a voice that can be on a record and come off. I always wanted him to rhyme and shit, and that was my way of pushing him into that shit.

Grand Wizard: At the time, we were just listening to the beat, and Nas was like, "Come in [the booth] with me and help me with the hook." So I get on the mic and say, "One time for ya mind, one time..." And Nas comes in with, "Yeah, whatever..." He just knew how to bounce off of me.





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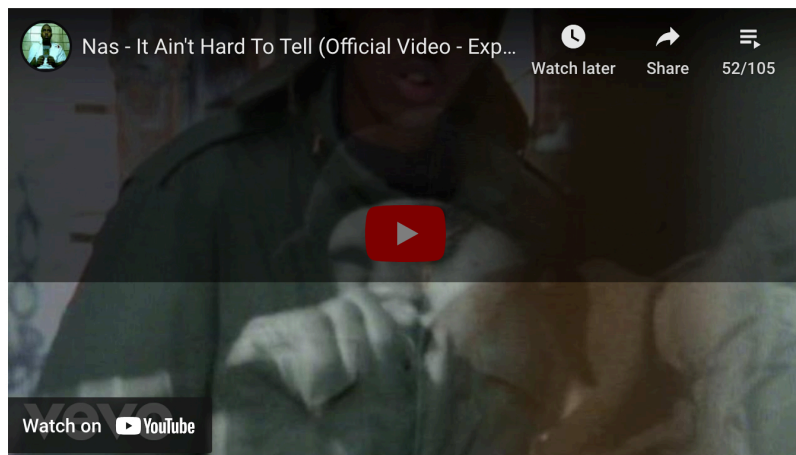
[9] "REPRESENT"

Produced by DJ PREMIER

Jungle: That was one of the days Nas let everybody get in the mic booth and talk and shit. I don't know why he used to do that shit, 'cause none of us was—we only had one or two rappers [in the crew]. Like, everybody who was in the studio was in the booth, but none of them would even wanna be a rapper. They just wanna roll with the rapper. The whole project was happy to just be out the projects and shit. Everybody was packed up in D&D studio.

Nas: That was a serious weight, representing Queensbridge. I was honored to do it, because of what Shan and Marley had already done. I just wanted to grab the flag and hold it up as high as ever. I felt like they had already paved the way, and now they needed an unbeatable solidier to hold that flag up high. After the battle with BDP, you can't ignore the doubt that people had in my hood. So it was like, I'm here now, and I got it, and I'ma hold it down to the death.

Jungle: That era was the era where you thought you wasn't gonna make it to 20 years old. You thought you was gonna die. So when he was making that album, I didn't know it was gonna go further than Queensbridge. I didn't know we could actually go to L.A. and see other famous people and make money.



[10] "IT AIN'T HARD TO TELL"

Produced by LARGE PROFESSOR

MC Serch: "I'm A Villain" and "It Ain't Hard To Tell" [were on his demo]. "It Ain't Hard To Tell" changed a little bit. Not much. First verse and most of the second verse was changed, but the Large Professor's beat, with the horns in it, it pretty much stayed the same. Russell Simmons said, "He sounds like G Rap, and G Rap don't sell no records. I'm not fuckin' with Nas." That's exactly what he said to me. I said okay, and I left, never looked back. I never told Nas, because by the same day I went to Columbia and saw Faith. Her and David Kahne pretty much locked me in a room and said, "Whatever deal you wanna make, let's make it."

Faith Newman: "It Ain't Hard to Tell" was on the original demo that I got from him. Then there was another song ["I'm A Villain"], where he sounded just like G Rap on it, which is why Russell didn't wanna sign him.

Nas: We did the original version in Large Professor's apartment. And once there was a deal in place, we were able to use a real mic and a real studio [to re-record]. After me, SWV did "Right Here" with the same sample

[from Michael Jackson's "Human Nature"]. I felt like I was responsible for that record, but the reality is that "Human Nature" was such a beautiful-ass song that people wanted to replay that. When the SWV record came out, I was pissed, because if I was to have a record for the radio, that was the perfect one. And when SWV took the shine, it was like, "Oh no!" Of course, it was my first album. I was like, Wait, how am I gonna get Michael Jackson to clear this? And then I realized, Oh shit, we're label mates! So we made it happen.

We had an in-store [at Tower Records at Fourth and Broadway]. And I'd never been to one. I expected to sign maybe 40 autographs at the most. [Before we left,] my record company kept telling me what a scene it was down there. I had no idea what they were talking about. It was me and the crew. We were excited, happy, celebrating. And we went to the in-store, and when I saw the crowd, it really let me know that this is gonna be something. This is not a tape that comes out and they just play it for a little while. When we left, it was kids screaming, crying and chasing the car. It was like 'N Sync. And this is my first album. It was a mob scene. That's when I knew. I was like, Yo, this is gonna be all right. I looked around, and I was like, This is gonna be all right.

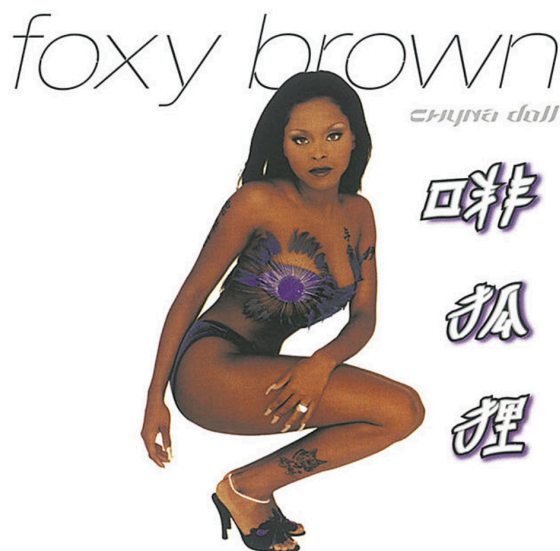
See 65 Hip-Hop Albums Turning 20 in 2019



Priority Records

Silkk the Shocker, *Made Man*

Released: Jan. 19, 1999



The Island Def Jam Music Group

Foxy Brown, *Chyna Doll*