

# Sesame Street, Upside-Down World

Ernie: Hey, Bert!  
Come fly with me in an upside-down world!

(Bert: Whaaa!)

There's so many strange things to see! (laugh)  
There's upside-down people who walk down the street  
With upside-down shoes on their upside-down feet  
In an upside-down world

(Bert: Ernie!!)

In an upside-down world

(Bert: Ernie, I don't feel so good)

Ernie: Whee!  
It's fun to be in an upside-down world  
There's fish that fall out of the sea

(Bert: Uh oh!)

There's upside-down clocks that make everyone late!

(Bert: Aaah!)

Upside-down food that won't stay on your plate  
In an upside-down world (laugh)  
In an upside-down world!

There's upside down everything all over town  
It all looks so funny that I've got to frown  
'Cause a frown is a smile when it's turned upside-down  
In an upside-down

(Bert: What side down?)

Ernie: Upside-down world.

Spoken:  
Ernie: Hey, Bert, how'd you like to take over the controls?

Bert: No! No! Never in a million years!

Ernie: Yeah, Bert, it's really easy!

Bert: No! No!

Ernie: Hey, Bert, I'm going to trade places with you!

Bert: What?? What, no, Ernie!

\*sound of airplane listing to one side badly\*

Bert: \*laugh\* Hey, Ernie, this is fun! \*laugh\*

Ernie: We don't have time for fun now, Bert! We've gotta find Big Bird!

Bert: Oh!

Sung:  
Ernie: There's upside-down everything all over town

It all looks so funny, that I've got to frown  
'Cause a frown! Is a smile! When it's turned upside-down!  
In an upside down, what side down?, whoops side down, oops side down, what side down, upside

Spoken:

Ernie: Oh no, I think you've lost him, Bert!

Bert: I'VE lost him???

Ernie: Yeah, while you were singing, Bert!

Bert: But ... you were singing too, you always do this to me!

Ernie: Why don't you just turn the plane around?

Bert: You, you, you drive it!!

Ernie: Would you just turn the plane around?

\*fading voices\*