She left town on a 3 o'clock train, Goin' God knows where...far away, And the last words she spoke to me's, "I'll be all right."

She grew up in a sad dark place, The kind of path you don't retrace. Been tryin' to wake from nightmares, All her days.

Goodnight, goodnight, goodnight, goodnight, Oh goodnight...and this is her lullaby.

The LA sun, it warms her face, And she don't seem so far away. She sends photographs, To hold me tight.

I call her on the phone again,
And ask if she'll come home, and then,
I won't hang up,
Until she says she might.

Goodnight, goodnight, goodnight, goodnight, Oh goodnight...and this is her lullaby. Goodnight, goodnight, goodnight, goodnight, Oh goodnight...and this is her lullaby.

I don't know if I believe,
I'm everything this woman needs,
But I swear on my soul,
I'd rather die than let her go.
She's been searching from the start,
For pieces of her tattered heart.
I know...but I'm not sure...

These winter nights, she's in my prayers. I wake to find she isn't there...

And every time,
I laugh until I cry.

Goodnight, goodnight, goodnight, goodnight, Oh goodnight...and this is her lullaby. Goodnight, goodnight, goodnight, goodnight, Oh goodnight...and this is her lullaby. This is her lullaby...