

Isaac Slade had to laugh. Here he was, finishing up a piano part for the last song to be recorded for the Fray's debut album, *How to Save a Life*. And co-producer Aaron Johnson is asking him how the second record is coming?

"I laughed at him. He wasn't laughing," Slade says. "I said, 'You've gotta be kidding, right?' He said, 'No, you've got to start writing for it.'"

Slade and his cohorts - guitarist and vocalist Joe King, drummer Ben Wysocki and guitarist Dave Welsh - got the hint.

"One of the first songs came six months after that," Slade says. "So it's been on our mind for a long time."

And what a time it's been for the Fray: The Denver-based group played to sold-out crowds around the world in support of 2005's *How to Save a Life* (Epic/Sony), which went on to sell more than 3 million copies in the U.S. Melodically charged hits "Cable Car (Over My Head)" and the title track worked their way onto the radio and into the hearts of fans - not to mention onto the soundtrack of TV phenom "Grey's Anatomy." Throw in a trio of Grammy nominations, and you've got the kind of out-of-the-gate explosion that any young artist would envy.

It's also the kind of success that can play some mind games, and all four musicians acknowledge experiencing moments of the unhealthy headiness of celebrity.

"It's a battle to go through any kind of fame or success - it's not good for a person," King says. "But we have people around us who really ground us. Most of them, at some point or another in the last couple of years, would say, 'Dude, you're nothing special.'"

"We've tried really hard to get back to who we are and what we do," Wysocki says. "And that's pretty much friends making music."

With perspective regained, the friends didn't take themselves too seriously - but took their art very seriously - when beginning work in earnest on the new record in the summer of 2007.

"A lot of people know us for two songs, and those are both extremes - way up and way down," says Slade, the Fray's lead singer and piano player. He and King are the group's primary songwriters, and count those two hits among their compositions.

"This album has a lot more depth. To write those songs in the first place, we had to have a soberness or gravity to what we were writing," Slade says. "We wanted to make the songs count. I'm happy with this record because the songs feel like they count. They really connect to us."

Like the Fray's organic beginning in 2002, when onetime high school friends Slade and King bumped into each other at a guitar shop, the new album's "You Found Me" begins

quietly. Slade is at his piano, contemplating a soul lost and found. And like the band's rise in recent years, the song evolves from something intimate into something huge, a haunting guitar-and-drum opus, with Slade's anguished singing making for an unshakeable experience. And that's just one track.

On "Absolute," Slade pushes his voice into new territory, exploring the upper register of his range. The pretty "Never Say Never" boasts a chugging momentum that suggests it'll have a welcome home on the stage, where the group honed its chops over the past three years. The Fray even brought untested songs to the hometown stage early in 2008 at Denver's Bluebird Theater, taking note of audience reaction before returning to studio work.

"With our first experience in the studio, recording 'How to Save a Life,' maybe we could hear something in our heads, but we didn't know how to translate it onto the physical record," Welsh says. "Now, we're better musicians, and all of us are beginning to

think outside the box. This time, I branched out a little past guitar, whether it was synthesizer or other keyboard parts. I love to explore musically."

Reunited with producers Mike Flynn and Aaron Johnson, the bandmates began their explorations for the second album at a storied facility in Sausalito, Calif., The Plant. But it was at a nondescript studio back home in the suburbs of Denver where they felt most comfortable, putting in workmanlike hours six days a week to write and record the follow-up to their hugely successful debut.

There was no shortage of real-life experience to influence the storytelling, with the band amassing about 30 songs to choose from for the record.

"With success, you have a lot more drama," King says. "For me, it was extreme highs in career and extreme lows in a relationship. There were really obvious things to write about."

"Three of us got married within the last three years," notes Welsh; King's marriage predates the band. "Trying to have these two things coexist - traveling in a band for nine or 10 months out of the year, and having a wife at home who's trying to go about this other life she has - is fascinatingly difficult. If you could put your finger on one thing that's been hard or a challenge, that would be it."

With its reference to "a sailor in a new port every night," "Absolute" could very well be inspired by the risk of long distance relationships and life on the road. "Never Say Never" is even more direct, a love song between two people who are "pulling apart and coming together again and again."

"A lot of really big realizations about ourselves are on this record," King says. "We're singing about real things that we've experienced. I'm not really comfortable talking about

it, but I'm a lot more comfortable singing about it. It's a different side of me. The lyrics didn't come until the very end on a lot of the songs."

"The biggest goal we have is to be honest, at every point, with the music," Welsh says.

"There's a lot more questions than answers," Slade says. "But there are points of light throughout the record. I'm really proud of how we managed to capture extreme perspectives. A lot of the lyrics are super intimate, about the interior of a relationship. And a lot are from the perspective of human struggle."

King says every track on the album was given long, thoughtful attention - one reason the album's creation took about a year.

"We've spent a lot of time on each song, and I hope that shows in the record, that it's all very balanced," he says. "The intimate songs are special - and the same with the big, loud songs. If I'm a fan of a band, when I listen to a second record I look for the things that I immediately want to connect to - things I liked in their music on the first album. Then I look for, have they changed in a good or bad way? Hopefully the fans will see that we've grown, that we've changed artistically a little bit. And I would hope they would listen to it and say, 'They haven't become different guys.'"