



PORTRAIT OF THE ARTIST AS A YOUNG WOMAN

DON'T LET HER LOOKS OR ONSTAGE ATTITUDE FOOL YOU. **GRACE POTTER** IS THE SHY, BESPECTACLED GIRL THAT SHE ALWAYS WAS, STILL LIVING WITH HER PARENTS AND WARY OF BEING ABLE TO SEE HER AUDIENCE WHILE PERFORMING. THE NEW SELF-TITLED ALBUM WITH HER BAND **THE NOCTURNALS** HEARS A NEW GRACE—ONE THAT'S OLDER, WISER AND BRUTALLY HONEST.

BY JEFFERSON WAFUL
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[FADE FROM BLACK]

The year is 1992.

Atop a steep snowy hill sits a rickety old wonderland of sprawling wooden structures. A light, steady snow falls as we ascend the narrow, cavernous driveway lined with tall, naked trees. As far as the eye can see the arrow-straight trees point upward in perfect formation. There is uniformity to them, like the rigid bars of a jail cell, but this solitary Vermont forest is the antithesis of confinement. It is an oasis of creative freedom. This is Potterville.

Around the bend, there is a weathered old barn where Sparky Potter spends hours each day hand-carving wooden signs and an adjacent art studio where his wife, Peggy, makes polished wooden bowls in all shapes and sizes. Nearby is a quaint little house that they built together while frequently high on acid in the '70s. At first glance it appears to be like any other country home, but upon closer inspection there is much more detail down to the nooks and crannies artistically accented. The massive front door has a hand-carved image of a gorgeous mystical goddess, scantily clad in a loose-fitting shroud that reveals one of her supple, bare breasts.

On the second floor, there is a light on and we see the silhouette of a little girl peering out of a picture window. Little Gracie Potter often hides here looking out into the valley, drawing inspiration from its vastness. She sits alone playing her toy piano and writing songs she doesn't want anyone to hear. Downstairs in the living room, there is a full-size piano that her parents lovingly encourage her to play, but she is too embarrassed. So she curls up in the windowsill, peering out at the world and composing the soundtrack to her life.

[CUT TO PRESENT DAY]

Today, 27-year-old Grace Potter still views her life as a screenplay. She still lives in the house on the compound called Potterville in Waitsfield, Vt., with her parents and her longtime boyfriend Matt Burr, the drummer in her band, The Nocturnals. Late last night, she and Burr arrived back in Vermont from the Sundance Film Festival, where the band had performed. While Grace wasn't able to catch any movies in

Utah, she continues to write films in her head, which is the genesis for the imagery in many of her songs.

She and Burr pop out of an old 1977 Cheyenne pick-up truck in front of their favorite brunch restaurant, Sneakers, a popular spot in nearby Burlington, where the band often performed in its early days. It takes all of three seconds before they're recognized. Grace is blond and strikingly beautiful, dressed in tight black leggings, knee-high boots and a plaid winter coat. She's rather glamorous save for her stubby, unpainted fingernails, which show signs of countless hours spent pounding chords on her Hammond B-3 organ and Flying V guitar. Burr is tall with long black hair, sporting a mustache, naturally faded jeans and cowboy boots. They look the part of the rock and roll couple.

It's shortly after noon and while waiting for a table at the bar next door, they opt for cocktails instead of coffee. "Can I go for a Mimosa?" Grace asks Matt, batting her eyelashes and playfully seeking his permission. He grins with approval while asking the bartender which top shelf vodka is available for a

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Bloody Mary.

As the leader of The Nocturnals, Grace is technically Burr's boss, but they strike a delicate balance as a couple. "He's totally the leader in the relationship," she says. "He's my boss man." They both emphatically deny problems with the scenario.

Once seated at a table, Grace begins raving about The Nocturnals' two newest members: guitarist Benny Yurco and bassist Catherine Popper (formerly of Ryan Adams and The Cardinals), who join Burr and longtime guitarist Scott Tournet. While Yurco is an old friend from the Burlington music scene and plays in a side project called Blues and Lasers with Tournet and Burr, Popper had never met any of the band members. "I remember the moment she walked in, her ass was hanging out of her jeans," says Grace of her first impression of the bassist. After Popper made a vulgar comment about feminine hygiene, Grace knew she'd fit right in: "She gets my poop jokes."

As we eat, an eclectic mix of songs plays over the restaurant's sound system. Right now it's "American Girl" by Tom Petty and The Heartbreakers, a band that shares similar sonic qualities with The Nocturnals. Grace takes the comparison a step further, deliberately pronouncing the name of each band. "Tom-Petty-and-The-Heartbreakers. Grace-Potter-and-The-Nocturnals. They both have the exact same number of syllables," she says with something of a wink.

Edie Brickell's cover of Bob Dylan's "A Hard Rain's A-Gonna Fall" plays next. For all of the comparisons that have been made about Grace's vocal style, Brickell is typically not at the top of the list. "I like Edie a lot more than Bonnie Raitt or Janis Joplin," says Grace.

When Grace stretches to sustain the high notes on the band's new self-titled album due in early June, there is a subtle grittiness—a seductive hoarseness reminiscent of Kim Carnes doing "Bette Davis Eyes." And while her voice frequently sparkles on the album, these imperfections



Potter, age nine, on the family piano

At the final Jammy Awards at the Theater at Madison Square Garden, May 7, 2008

Photo: Sparky Potter



are what make her real. The album is the pinnacle of Grace's young career and also that of The Nocturnals as a band—but it almost didn't happen.

[FLASHBACK: MARCH, 2009]

Last March, The Nocturnals fell apart. There had been mounting philosophical differences between bassist Bryan Dondero and Grace, and his future with the group was uncertain. Although she says that the band didn't officially break up, at the time she considered herself a solo artist.

"There was this feeling of heaviness to even the idea of us getting on a bus together and going back out on the road, so something needed to be dealt with," says Grace. "But also we were long overdue to start making a record." She went to Los Angeles to begin co-writing with producer Mark Batson, who's worked with well-known hip hop artists such as Jay-Z, Eminem and 50 Cent, and groups like the Dave Matthews Band and Maroon 5.

Meanwhile, Bob Cavallo, the head of Grace's label Hollywood Records, had been telling his old golfing buddy—legendary producer T-Bone Burnett—about one of his up-and-coming artists. He convinced

Burnett to have breakfast with Grace and by the end of the meal he had agreed to work with her on a new album—a solo album.

"It was a really scary time," Grace says. "My band was gone. I had all these songs and I knew I wanted to record them. I had to get them out to the world, but things were falling apart from the inside and I felt like I needed to have action because that's just what Potters do. That action was to work with T-Bone until my band found its feet again."

Her other course of action was to fly back home to Vermont and meet with Dondero. Two days later he was gone from the band. When asked about specifics, she chooses her words carefully. "It was something that I felt needed to happen and I sat him down and told him that maybe this wasn't the right band for him. I presented him with all the variables and he took a day [to think about it] and agreed. So, I'd like to think that it was an amicable moment. It was his decision to make. I wasn't telling him to leave, but I do feel like it's my responsibility to accept the fact that I brought it up and said, 'I see all these problems, these growing issues.'"

The band had already committed to perform for the VH-1 documentary *Woodstock: Now and Then* and were now suddenly in need of a bassist. A mutual friend suggested Catherine Popper for the one-off

Nocturnals, 2.0:
Burr, Popper, Potter,
Tournet, Yurco



gig, but never in her wildest dreams did Grace think Popper would become a fulltime member of The Nocturnals.

Grace was in New York City working with musician David Poe, with whom Burnett suggested she co-write with for the new solo record. On the day Popper arrived for rehearsal, longtime Nocturnal pal Benny Yurco was with Burr and guitarist Scott Tournet. Grace claims Yurco was just there to hang out and hopefully meet Popper, but he wound up strapping on a guitar with the band as rehearsals began. As the five musicians ran through Woodstock era-classics such as Jefferson Airplane's "White Rabbit," Joni Mitchell's "Woodstock" and Janis Joplin's "Try (Just a Little Bit Harder)," Grace says Poe started freaking out: "He was like, 'What the fuck! This is it! Why are you going to go looking for anybody else?'" The Nocturnals had found their new line-up without even trying.

"From the first time we played together, it felt natural and it felt right," says Burr. "It was like we'd known each other forever and already had a relationship in another life. It was that easy."

Although she was initially weary of scaring Popper off, Grace called her the following week and asked her to join the band. Without flinching, Popper accepted. Her extensive musical influences—jazz, blues, alt-country and her stint in The Cardinals—all come through in her playing and have added a new element to the Nocturnals' sound. The addi-

tional female voice also means that many of Grace's overdubbed harmonies on the new album can now be done in a live setting.

With Yurco also joining as a second full-time guitarist, it gives the band a new, thicker sound. "It's like they're singers," says Grace of the guitar interplay between Tournet and Yurco. "It's almost like watching two opera singers trying to sing the same thing, but they try to find the harmonies together and there's just this visceral organic vibe. You can't fake two guitar players making love like that. That really inspired me. I was never intending on asking another guitarist to join the band."

Last June, the revitalized Nocturnals hit the stage at the Bonnaroo Music Festival for a scorching set that included the debut of "Medicine," the working title of Grace's project with Burnett. But once executives at Hollywood Records saw video footage of the performance, they recognized an immediate need for The Nocturnals to record a new studio record—as a *band*.

"It's not even really considered [to be] shelved," says Grace of the completed Burnett album. "It's simply because of the fact that this band came along. Maybe [the solo record] is just on the middle burner."

The band headed into the studio to record with Mark Batson, who co-wrote six of the songs on the album. Grace already knew that she and Batson had a symbiotic relationship and calls it the easiest and



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The set that changed it all: After Hollywood Records executives saw video footage from the band's Bonnaroo performance last year, they shelved Potter's T-Bone Burnett solo record and had The Nocturnals enter the studio with Mark Batson

most freeing thing that she's ever done musically. The resulting album represents a new beginning for The Nocturnals and their fuller instrumentation.

Songs like the sultry punk-flavored "Paris" or the infectious reggae groove "Goodbye Kiss" are complemented by slower arrangements, such as the gentle country ballad "Things I Never Needed" and "Colors," the album's uplifting centerpiece complete with strings, lush harmonies and a hair-raising finale. "Oasis" stands out with its dueling guitar arpeggios and reverb-drenched outro vocals that sound eerily similar to My Morning Jacket's "Wordless Chorus." Grace is friends with that band and a big fan (and even interviewed them for *Relix* last year), but says that any similarities are completely unintentional. She says the song was actually influenced by the layered harmonies of The Nylons.

In the past, many of Grace's songs were written from the perspective of fictitious characters, partly because of her love of film, but mostly because she hadn't yet experienced the adult situations her songs were portraying. But she's a bit older now and can tell an intriguing story all her own. Take for example "One Short Night," a song which addresses a night of infidelity when Grace and Matt had an open relationship: *Caught up in a moment/I thought I'd feel no shame/Because I didn't have to tell you lies when the daylight came*. Appropriately, it has a Fleetwood Mac feel to it.

"We were sort of in our free love phase and he let me go off one night with a different person," explains Grace. "I didn't sleep with anybody, but it was very romantic and it was a moment of connection with someone else. The night ended quickly and I came home, but in the meantime, I didn't know why he was so bummed. Matt kept making

me feel guilty and I finally asked him what was going on. He told me that it was his birthday. I got so spun out on stupid ideas and stupid romantic thoughts that are so fleeting only to realize I was forgetting someone I care about and his birthday. Not only was there regret, the greatest thing about it was that it was the most affirming night of my life. Why would I ever want to be with anyone else?"

[CUT TO PRESENT DAY VERMONT WITH POTTER FAMILY AT DINNER]

Grace Potter's parents are sitting across from her at a quaint Mexican restaurant. Her father Sparky is full of energy and has an engaging personality. He mentions that he skipped Woodstock to go to a Led Zeppelin show and he hits Bonnaroo whenever his daughter is there. Her mother Peggy is slightly quieter, but equally warm. A round of chilled tequila is quickly ordered and slowly sipped.

With her hair pulled back and wearing a pair of thick, red-framed glasses, Grace is almost unrecognizable. She typically dresses down when going out in Vermont, where she's a bit of a local celebrity. As much as she flaunts her sex appeal on stage, she doesn't always welcome the attention in her personal life.

In many ways, Grace is still that shy little girl in the window—although you'd never guess it given the confidence she exudes in her live show. However, in impromptu settings like the house party where Burr will be playing later tonight, she doesn't like to perform. She pretends it's because she's trying to be private, but it's really just stage fright. For

Continued on page 87

munally painted walls, hipster-made bed-nooks and a 'zine library. The wide kitchen serves as a stage and downstairs, where the kegs go, is a lo-fi video arcade dubbed Babycastles.

The space is home to the dreamy folk-psych band Woods, the bi-weekly events listing broadsheet *Showpaper* (whose folding parties are the occasion for the potlucks) and 20 micro-phones, hung Merry Prankster-style, to capture unsuspecting party-goers. They are above the stove, over the front door, between the couches and wired into a central soundboard, known as the Center For Non-Amoral Surveillance, from which Woods' G. Lucas Crane makes cassette collages to spin during his band's shows. Like Eye's collapse of a club wall with a mini-backhoe, like Os Mutantes' music shattering into sound of broken glass, like Nuss' drum-stacking, Crane's microphones are a way of confronting and destroying convention. Like psychedelics themselves, they are acts that might inspire listeners to wonder where the boundaries of music are.

In a recent essay, music journalist Rachael Maddux posed the eminently marketable question, "Is Indie Dead?" citing label and advertising executives and the occasional musician without stopping to suggest that, so long as there are bands doing it themselves, outside any structures that might constrain them, then indie culture can never be diminished.

Psychedelic bands, in their million sprawling forms in every corner of the country, are a reminder that independent music is only as valid as listeners who step through the mirror and do it themselves. The other side is winking. ●



Continued from page 55

her, actually seeing the faces of her audience is too intimate. It may also explain why she chooses to go on stage each night without wearing glasses or contact lenses—she's legally blind without them and can't see more than a few feet in front of her. It's ironic that someone who has always interpreted the world in such a cinematic way experiences her own art with blurry vision.

As dinner arrives, the discussion turns to the new album and the ballad "Colors," which depicts the emotions of watching television on the day Barack Obama was elected president: *This is the greatest time of day/When all the clocks are spinning backwards/And all the ropes that bind begin to fray/And all the black and white turns into colors.* The lyrics are purposefully ambiguous and even Grace's parents are unsure of the meaning.

Grace: *The point was that the whole country kept turning blue and red and I just thought it was so weird and poetic and beautiful.*

Mom: *I never knew that "Colors" referred to the red and blue states on the map. I always thought it referred to the color of your skin.*

Grace: *No, I mean I knew that was a conscious thing with the lyrics... but I would never be so shallow. My imagery for that song is always The Wizard of Oz when Dorothy comes out of the house.*

Dad: *It might help to know that our family is all about colors. We all paint a lot and are never restricted to red and blue. I always just thought that colors was just what we erupt with as a family on a regular basis.*

Grace: *I don't like anything that is politically charged or tells you what to believe in. I just think it's a foul, bastardization of music, to let the lyrics be more important than the music is. I think it takes away from the song when the lyrics are too soapbox-y. It just leaves your mouth tasting like soap... I didn't want to say, "This is the guy that's going to change the world." I wanted to say, "This is a moment where people are never going to be the same again."*

Dad: *I heard "Colors" a year ago at our New Year's Eve party. It was the first time Grace ever played it for anyone, at four in the morning on the house piano. And she played it with a bunch of friends over her shoulder and that was the most magical thing. I can't hear it any other way now and love it as much—it was very emotional.*

(His voice trails off as his eyes well up with tears and he grabs his daughter's hand.)

Thank you for that song, baby.

[CUE MONTAGE OF FLASHBACKS REFERENCING IMMEDIATE SURROUNDINGS]

The hippie ethos of the '60s is such a part of Grace's upbringing that it's fitting the new incarnation of her band was spawned from a Woodstock documentary. A studio version of The Nocturnals' take on "White Rabbit" will also appear on *Almost Alice*, a companion CD for Tim Burton's movie, *Alice in Wonderland*. There's quite a bit of serendipity in all of this, beyond the fact that both Jefferson Airplane and The Nocturnals have lead singers whose names begin with Grace or that Burr's mother is also named Grace (or, as Grace points out, the fact that the other person present in the room is named Jefferson). And, nearly 30 years ago, Grace's parents staged an *Alice in Wonderland* photo shoot for Sparky's multi-media company, Dream On Productions. Peggy played the part of the Mad Hatter and is immortalized in a large framed print that hangs prominently on one of Potterville's many art-filled walls.

"I think our lives are meant to kind of happen and this is how they're happening," says Grace when asked if this is all just coincidence. She smiles as she stares at her young mother in the psychedelic portrait. "My parents are never going to not be a part of that."

Grace walks through her family's house at Potterville with a wealth of pride and a childlike sense of wonder. She is eager to bring every room to life with stories of her past. In the living room, over in the corner where all of the old vinyl records are stacked vertically in wooden crates, sits a new vinyl-to-digital converter. Here, she used to make mix cassette tapes with her dad.

She walks past the dusty old family piano and pauses to play a couple of stray notes. The black keys are chipped around the edges and the white keys have yellowed from years of melodies and Grace. This is where "Colors" was born. Today the piano is severely out of tune, but its dissonant echoes ring true among the slightly crooked walls and creaky wooden floorboards.

The Potters' home isn't necessarily large by modern standards, but it's complex. There is a dizzying maze of stairways reminiscent of an M.C. Escher lithograph and it's easy to get disoriented. Yet around every twist and turn there is a paradoxical sense of familiarity.

"That's one of my favorite parts of this house," says Grace. "It's not that you don't remember where you just were. It's that where you just were looks completely different from another direction." ●

[FADE TO BLACK]