When Frank Zappa died in 1993, he left *Civilization Phaze III* as a last testament to both his musical and thematic purpose. The work received a handful of reviews in the popular music press, and has subsequently been ignored by both the popular press and, with few exceptions, academia.

Many are the composers whose careers have been thought describe a mid-period mastery, followed by later decline. This presumption seems to have fallen upon Frank Zappa, apparently due to his retirement from the concert stage, and final years writing music on the Synclavier.

This thesis seeks to demonstrate that Zappa's compositional abilities were in no way diminished at the end of his life, but had instead reached a peak level of mastery in composition of his last work.

This thesis provides an analysis and musical/extra-musical description of this piece, with the intention of situating it in relation to Zappa's compositional legacy, and to establish *Civilization Phaze III* as the crowning compositional achievement of his career.