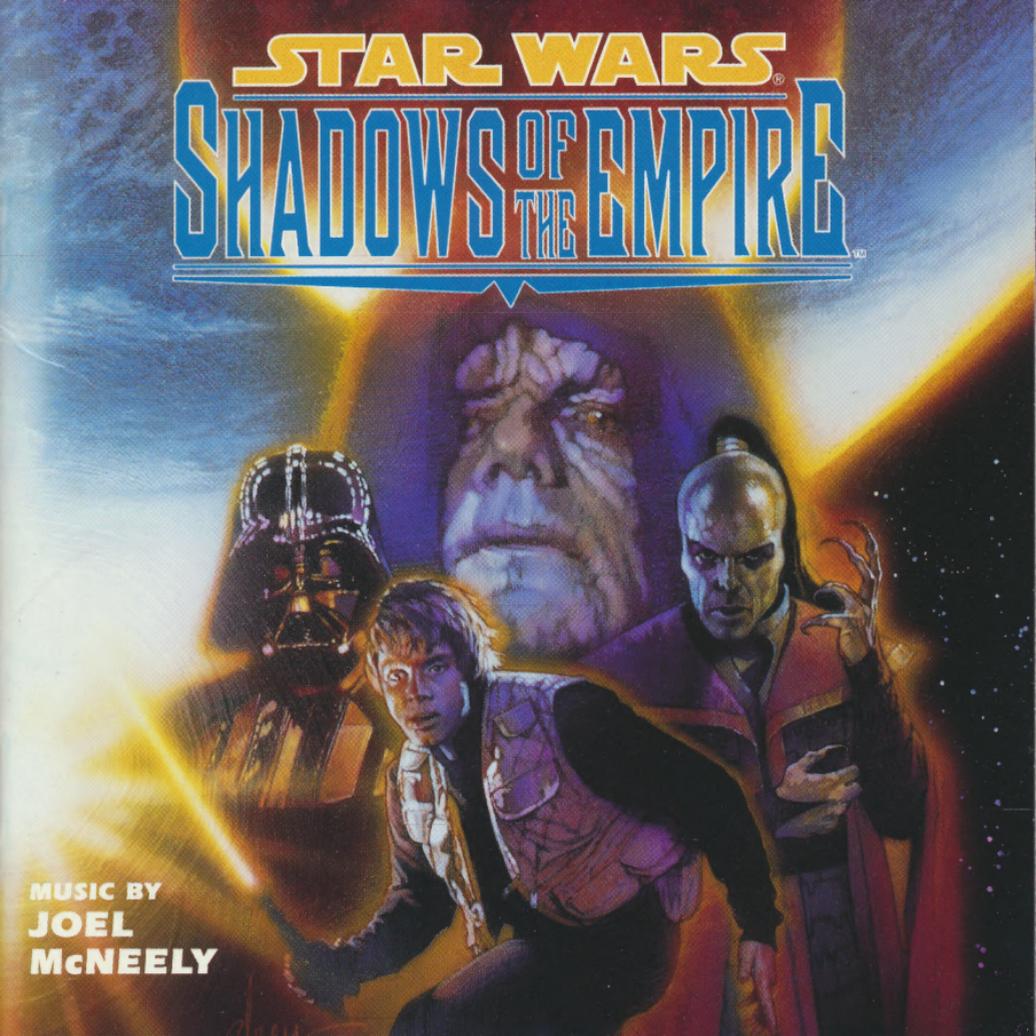


# STAR WARS<sup>®</sup> SHADOWS OF THE EMPIRE<sup>™</sup>

The cover art features a dramatic scene with three main characters in the foreground: Darth Vader on the left, Luke Skywalker in the center, and Emperor Palpatine on the right. In the background, a large, close-up face of Emperor Palpatine looms. The scene is set against a dark, starry space background with bright yellow and orange light beams cutting through the darkness. The overall tone is dark and ominous.

MUSIC BY  
**JOEL  
McNEELY**

VARÈSE  
SARABANDE

# STAR WARS SHADOWS OF THE EMPIRE



Joel McNeely ■ Royal Scottish National Orchestra and Chorus

1. **Main Theme from *Star Wars* and *Leia's Nightmare*** (3:41)\*
2. **The Battle of Gall** (7:59)
3. **Imperial City** (8:02)
4. **Beggar's Canyon Chase** (2:56)
5. **The Southern Underground** (1:48)
6. **Xizor's Theme** (4:35)
7. **The Seduction of Princess Leia** (3:38)
8. **Night Skies** (4:17)\*\*
9. **Into the Sewers** (2:55)
10. **The Destruction of Xizor's Palace** (10:44)



Music Composed and Conducted by **Joel McNeely**  
except \* Composed by **John Williams**  
and \*\* Includes *The Imperial March* by **John Williams**

Produced by **Robert Townson**

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JOEL MCNEELY

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VSDP-5700

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**STAR WARS**  
**SHADOWS OF THE EMPIRE**

## Foreword

An original orchestral score composed for a book? Why not?

Composers have, from the very earliest days of music, owed a great debt to, and taken much inspiration from, the written word. Historical events, plays, poems, sonnets, myths and legends have all, at one time or another, been set to music by many of the world's greatest composers. The classical repertoire is literally full of masterpieces - operas, ballets, tone poems and overtures - which began as dramatic texts.

A modern day extension of this is the orchestral film score. As the medium offering composers the greatest opportunity for musical expression, most of the best music from the second half of this century is that written for the cinema. Clearly some of the most wonderful examples are John Williams' thrilling scores for the **Star Wars** trilogy.

When Lucasfilm's Lucy Autrey Wilson first told me about **Shadows of the Empire**, I immediately saw musical possibilities. Why could we not take film scoring to a new level, or, actually, take it a step back: back to its interpretive roots, to a musical vision of an epic text. Now, composer Joel McNeely has contributed his own thrilling chapter to the rich **Star Wars** musical legacy. In the glorious symphonic tradition practiced by McNeely's most esteemed musical predecessors, we now voyage to the dark side, where deceit lurks in every corridor and power rules supremel

Not intended to be listened to while reading the book, this score is an epic journey unto itself, designed to capture the sweep and excitement of the original **Star Wars** saga. **Shadows of the Empire** takes us to new worlds where we are introduced to new heroes and villains, the likes of which we have never seen before. It is the latest chapter in that saga of good vs. evil which began "a long time ago in a galaxy far, far away..."

- Robert Townson



## A Note From The Composer

**Star Wars**, George Lucas' landmark space opera, has contributed many elements that are now a part of our cultural lexicon. The significant contributions of John Williams' brilliant scores have affected nearly everyone who has experienced these films. For a composer of film music to enter into this domain is to tread on hallowed ground. Therefore rather than tread lightly, I have wandered elsewhere. I have attempted to illuminate a story through music, composing various movements using stylistic material that brought the scene to my mind. The piece is by design, eclectic. By nature this is also a highly programmatic work, much the same as a film score. But it is not a film score. Unlike with film music, I have been allowed to let my imagination run free with the images, characters and events from this story. I have also had the luxury to loiter as long as I like with a character or scene. Every passage represents some person, place or event in this story. I created the shape of the piece by setting up the whole structure of the scene in my mind, visualizing the people and places and then scoring it, exactly as I would a film. Furthermore, in addition to writing the score, on this one occasion I finally got to fulfill every composer's fantasy and assume the role of director, cinematographer, actor and editor!

Ben Burtt's brilliant transcript of the text to **Dha Werda Verda** helped to shape its form. The epic poem's violent and sometimes romantic images fit perfectly with the musical structure of this piece. I utilized the text in sections, applying the portion most applicable to the scene being scored. However, my translations were quite vague, so sometimes the meaning might have gotten a bit skewed.

- Joel McNeely



### 1. Main Theme from Star Wars and Leia's Nightmare

No true **Star Wars** adventure could begin without John Williams' thrilling main title theme; it immediately transports us to the **Star Wars** universe and sets us up for a thrilling galactic ride.

**Shadows of the Empire** opens with a reprise of the frightening carbon freezing scene from **The Empire Strikes Back** in which Han Solo is encased in carbonite at the hands of Darth Vader. This horrifying

nightmare wakes Princess Leia in the middle of a chilly Tatooine night and begins the events of this epic new adventure.

### 2. The Battle of Gall

One of the hallmarks of the **Star Wars** films was the epic space battles and dogfights: the battle of Hoth, the battle of Endor and the asteroid field are some of the most exciting scenes in film history; **Shadows of the Empire** contributes action and battle scenes that rise to the precedent set by the original films.

Lando learns from an old gambling buddy named Dash Rendar that Boba Fett's ship, **Slave I**, has been spotted on the moon Gall and that Fett carries a very precious cargo indeed - the carbonite-encased Han Solo. Luke and Artoo in Luke's X-wing, and everyone else in the **Millennium Falcon**, leave Tatooine to rendezvous with Rogue Squadron at a makeshift Rebel base. They are going to rescue Han! Though Gall is known to be a dangerous Imperial Enclave, Luke and Rogue Squadron attack the Imperials and somehow occupy a hundred TIE fighters and two Star Destroyers while Dash leads the **Falcon** to Fett's ship. To avoid Imperial detection the **Falcon** is forced to maneuver only a few centimeters above the treetops on Gall, while the first Star Destroyer picks up the dozen X-wings on its sensors and unleashes an armada of TIE fighters to intercept them. The battle of Gall is underway.

After a short introduction, we join Luke and his forces preparing busily to engage the Empire. With a fast allegro, we cut to Lando cruising perilously low over the trees on Gall. Back to Luke as all preparations are finished, we pause for a musical battle hymn before entering into the fray.

### 3. Imperial City

Imperial City, located on the Imperial home planet Coruscant, is a major locale in **Shadows of the Empire**. Not seen in the original **Star Wars** film trilogy, it is the seat of the Imperial Government and home to Emperor Palpatine.



The magnificence of the city is unrivaled. Towering, monolithic structures dot the surface and reach high into the sky, creating a glorious display of light and color. When combined with the lights of ship traffic coming and going from orbit, the planet gleams like a Corusca gem - a dazzling exhibition of awesome beauty which belies the evil contained within. Found here are the Imperial Palace - perhaps the largest structure on the surface of any planet in the universe, Xizor's fortress lair - home to his Black Sun operations, Monument Plaza - with its uncovered mountain peak jutting skyward and Darth Vader's own majestic castle.

The piece begins as if we are seeing the planet from orbit, a spectacular sight. As we descend, we see the buildings rising endlessly into the sky. This is represented in soft rising chords, arching ever higher. A choice is introduced, as an ancient welcome/warning to the city. As we travel closer, the piece intensifies, until we reach the main gates where the brass play a welcoming fanfare. As we travel through Monument Plaza a reflective theme is played, moving towards the main theme, representing the grandeur of this magnificent place.

#### 4. Beggar's Canyon Chase

Following the events of **The Battle of Gall**, Luke returns to Tatooine, where he has been living at Ben Kenobi's home. Outside, while practicing with a new lightsaber, the silence of Tatooine's desert morning is broken and Luke sees a dust trail heading straight for him. Then he recognizes the sound: swoops. A favorite speeder of gangs and outlaws, there are a dozen of them, and they all are carrying blasters. After managing to knock one rider from his swoop, Luke hops aboard, hits the retros and roars away. He heads for Beggar's Canyon, actually a series of interlocking canyons, which was carved by rivers that flowed millions of years ago. He knows every centimeter of the canyon and the odds are more in his favor. "Let's see how they like playing in my territory."

As a rousing scherzo, this piece is meant to convey the perilous motion, twists and turns of the chase. As Luke is about to be overcome by the swoop gang, Dash Rendar plucks him out at the last second, signaled by a brief iteration of Dash's theme.

#### 5. The Southern Underground

Leia, wanting a meeting with a representative of Black Sun, leaves with Chewbacca for Coruscant and goes to an area known as the Southern Underground. If, somewhere in the galaxy, there was a more wretched assembly of social outcasts she did not want to see it; even Mos Eisley looked good in comparison. Coruscant, with its surface almost completely built over, has a foundation that, in places, is a kilometer deep. The dregs of the planet seem to have gathered in these dark corridors, where a blue-gray mold grows ten centimeters thick on the walls and ceilings and the stink is unimaginable. From an old Ho'Din named Spero, Leia learns that the leader of Black Sun is a Falleen named Xizor, but is warned "Move with care, Princess. Black Sun is a formidable foe."

The piece is meant to convey the quirky environment in which Leia and Chewbacca find themselves.

#### 6. Xizor's Theme

Xizor, the Dark Prince, is the leader of Black Sun - his power is surpassed by only the Emperor himself and the Dark Lord of Sith, Darth Vader. He is physically strong and intellectually powerful, and irresistible to most females. Xizor rules his galactic empire from a magnificent palace with an unbreachable security system which ensures that there are no unwelcome visitors. A troop of a thousand soldiers would not be able to infiltrate this stronghold - it is a fortress. Xizor may be third in power but his sights are set on ascension. Unspeakably evil, cold-blooded and without remorse, Xizor is to be feared. To contend with Xizor is to lose. To challenge Xizor is to die.

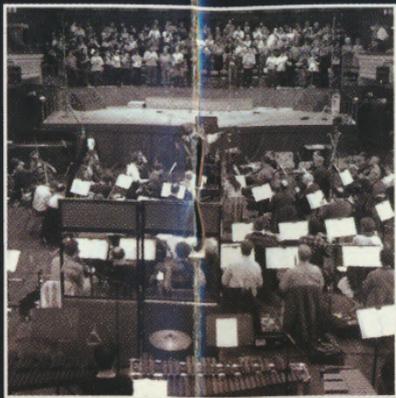
Like Imperial City, I imagine this scene as a trip through the palace of the leader of the Black Sun. As the piece begins we hear faint echoes from the prison cells hidden deep below. As we travel through this massive structure we encounter evidence of great horror, incongruously side by side with objects of great



beauty. While Xizor is a criminal with few peers, he has a cultivated taste of fine art and classic beauty. This is suggested by the wild, ugly motifs from the orchestra followed by moments of seemingly out-of-place classical passages. As a Falleen, Xizor's reptilian roots led me to compose a theme of a simple angry melodic line, accompanied by a battery of ethnic percussion. The middle section conveys Xizor's romantic side, but the primal ultimately wins out.

#### 7. The Seduction of Princess Leia

Leia meets Xizor in his majestic palace. She finds him dressed in a red, transparent fabric which leaves nothing to the imagination. His body is hard and muscular and reflects the shades of red in his robe. A Falleen will, when aroused, change from his usual green color to a warm red and, in the process, emit



colorless, odorless pheromones which render his female victims powerless against his advances. Overcome by her feelings, Leia is torn between her love for Han and the burning desire she feels for Xizor. The Dark Prince leans over and kisses her, lightly at first, then harder. She puts both arms around him, returning his passion with her own.

One of the most unusual scenes in this story, I chose to treat this as a seduction ballet. The piece begins with a musical representation of Xizor's irresistible pheromone scent wafting through the air. As he begins his seduction, the piece starts off with a slow hesitating waltz. As his powers begin to sway Leia, the piece picks up energy and tempo, until it is a mad, reeling, out-of-control waltz. Again we hear the pheromone motif as Xizor overwhelms Leia and the tone changes to a very romantic lush treatment. The piece is abruptly ended, as Chewbacca interrupts this courtship dance.

### 8. Night Skies

Xizor stands on his balcony, high above the city, contemplative and alone. He had invited Leia to join him, to enjoy the evening light show of traffic, but she had refused. His pheromones had never failed him before. He had been unable to bend Leia's will, and that made her all the more attractive to him. "I will have her."

Meanwhile, Vader stands on his own balcony, also alone, and reaches out to Luke through the Force. "What is it, my son? Why have you come here? Let yourself hear me, reveal your whereabouts and I

will come to you." Vader is joined by an aide and informed of the history of Xizor's family. This explains so much. Xizor was not simply a competitor for the Emperor's affections, it was personal.

A quiet treatment of both Xizor's and Darth Vader's themes. While both pieces were composed for an aggressive treatment, here they are played softly, illuminating the rare reflective moment of these two evil beings.

### 9. Into the Sewers

Xizor's impregnable lair had one flaw in its perimeter security, and Luke had found it. No matter how much graywater recycling is done, there must be pipes to pump away the rest of it. Big pipes. With the help of an engineer named Benedict Vidkun, and at a cost of many hundreds of credits, Luke, Lando, Dash and Chewbacca are on their way to rescue Leia. But first they need to wade through a few kilometers of ankle-deep sewage to get into the palace. They hear sewer serpents splashing around in the silty goop. Luke had already run into one of these in the trash compactor on the Death Star and that was enough for him. When confronted this time, however, his lightsaber took care of the situation neatly, leaving the huge creature's muscular body thrashing wildly in quickly subsiding spasms. After a while they found their target. "There," Vidkun whispered. "There is the entrance to the building."

This piece is the musical equivalent of walking through sludge of unimaginable olfactory repugnance.

## 10. The Destruction of Xizor's Palace

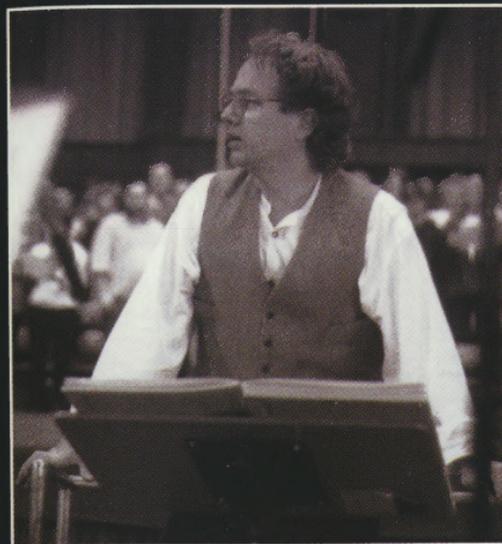
Luke tries to sneak into Xizor's palace quietly but a bungled entry sets blasters firing. When Guri reports a possible problem in the sub-sub basement, Xizor dismisses it as "another communication failure," but has Guri check it out anyway. Leia escapes when Guri comes to get her and soon she and Luke find each other. When Xizor is told of the escape he leaves to personally intercept Skywalker on level 20. "This is where it ends!"

After narrowly escaping the implosion of his majestic palace, Xizor races his ship, the **Virago**, to his skyhook. The **Falcon**, however, after an even narrower escape, is immediately thrust into battle with Xizor's forces. There are hundreds of ships. They are surrounded.

Luke soon spots a battalion of Imperial ships heading toward them. Intended, as it turns out, for Xizor rather than the Rebels, Vader is among them and Xizor must call off the attack and surrender or pay the consequences. This is to be the ultimate showdown.

As Luke and his band search for Leia, we hear more of the poem, **Dha Werda Verda**. Upon discovering Leia, a quiet fanfare is played, and the action begins. The musical tension builds until they encounter Xizor in a stand-off and Lando activates a thermal detonator. The race now begins for everyone to flee the palace before its now unavoidable destruction. The pace becomes increasingly chaotic as the choir adds to the orchestral frenzy with more of the text while the music crescendos as they barely make the **Falcon**, before the structure implodes on itself. Large bursts of percussion signify the gigantic explosion, followed by a triumphal burst as the **Falcon** races into space. Xizor pursues them into orbit, where the final cataclysmic confrontation takes place. The piece resolves with a reiteration of the Alliance Battle Hymn, followed by a triumphant passage signaling the end of another great adventure.

- Robert Townson & Joel McNeely



## JOEL McNEELY

Joel McNeely was born in Madison, Wisconsin and studied composition at the Interlochen Arts Academy in Michigan before pursuing undergraduate studies at the University of Miami and a graduate degree at the Eastman School of Music.

His career as a composer began in television with scores for various series and movies. His breakthrough came when he was hired to score George Lucas' critically acclaimed TV series, **The Young Indiana Jones Chronicles**, for which he won an Emmy award for his work on **Young Indiana Jones and the Scandal of 1920**. Set in the early twentieth century, the series challenged him to write music for a wide variety of historical figures and situations in locations as diverse as London, Paris, Verdun, The Congo and German East Africa.

McNeely's work on the series opened the door to work in feature films. The composer's résumé now includes two Walt Disney pictures, **Iron Will** (1994) and **Squanto: A Warrior's Tale** (1994), George Lucas' **Radioland Murders** (1994), the Charlie Sheen action vehicle **Terminal Velocity** (1994), **Gold Diggers** (1995) and **Flipper** (1996).

McNeely made his conducting debut with the Seattle Symphony Orchestra on Varèse Saraband's **Hollywood '94** recording, a collection of the year's best film scores. He also conducted the world premiere of Bernard Herrmann's complete concert suite from **Fahrenheit 451** with the same orchestra.

**Shadows of the Empire** afforded McNeely the opportunity of again working with the world renowned Royal Scottish National Orchestra and to conduct, for the first time, their 150 member choir. McNeely first conducted the Royal Scottish National Orchestra in September of 1995 when he recorded **Hollywood '95** and a new recording of Bernard Herrmann's classic score for Alfred Hitchcock's film masterpiece, **Vertigo**.

Joel McNeely resides in Los Angeles with his wife, violinist Margaret Batjer, and their son, Joshua.

## Dha Werda Verda

Booten wooten lanlock vootem. Al a sinkee dunken pooten.  
Achta werda verda roll. Poonka dunkee loten cho.

Leeber soong whar tung tach picta. Manner manner migta  
richta. Schelecht varn toom-soing pa ho-grunten. Gersh ve  
dala funken mimpa. Droit! Ta Gropen wettkampf Zunken!

Betteltung seeck da mindy cooten. Parta blax dha scunken drassen.

Manner manner, mittelouse manner. Dha Dhazz jedoch. Land zu land oft letza. Unun nung.

Manner manner. Durchsprung Nocha. Immer hauk gewordenSPA.  
Zeeetoof en poof. Olaffka begonnenspah. Var var goopinski.  
von moglodite. Kortzva.

Verto verto taplasko ta verto.

Vom zoomenfest. Va va vooenfest. Kopocka locka hatta statan. Schel Tha noobin rest du common.  
Morbskurtzl

Kaffee kaffee zum doom kaffee! Ausbröll mobist manner mockah! Ssstrung tartung tha stroong tar-  
tung! Wo-cha nickschat hobbentrose.

Jungclaus dha spricken. Impoot ga kunginchock!

Kungach. Noplenkacht. Kungar Kungar. Ale Da Kungarel



## Historic Notes on Dha Werda Verda

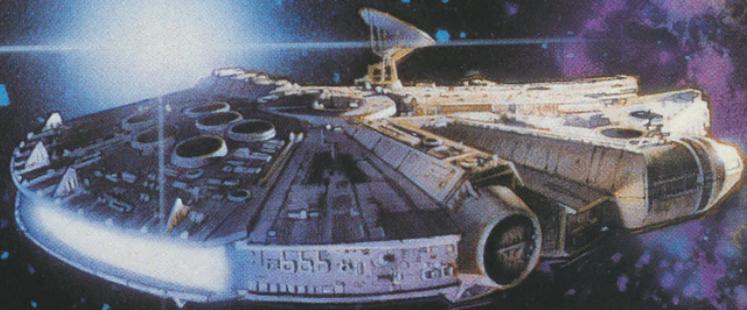
Much has been written on this famous text. We are indebted to the discoveries of space merchant and explorer Mungo Baobab (see **The Adventures of Mungo Baobab**, Lucasfilm 1986) who found and preserved the Roonstones. Encoded into the crystal structure of the Roonstones was the earliest known text of **Dha Werda Verda**. It is considered original, and was translated in the Baobab Archives.

The text was written five millennium before Coruscant's warlike primitive ancestors, a warrior race called the Taungs, invaded and conquered the indigenous peoples.

**Dha Werda Verda** recounts in epic poem fashion the legendary story of a battle between the Taungs and the vanquished people, the Battalions of Zhell. The tide of the final battle was turned when a sudden volcanic eruption rained destructive ash onto the Zhell, smothering their city. The plume of ash rose kilometers into the sky, and cast a giant shadow over the land of the Taungs for two standard years. Thousands of years of continual construction have turned the original site of this epic battle into Imperial City. Henceforth, the Taungs became known as "Dha Werda Verda," i.e. **The Warriors of the Shadow** or in some translations, **Dark Warriors**.

The Taungs themselves saw the shadow as a symbol of their destiny and adopted the Dark Shadow Warrior identity throughout their conquests.





Music Composed and Conducted by **Joel McNeely**  
except \* Composed by **John Williams**  
\*\* includes **The Imperial March** Composed by **John Williams**

Produced by **Robert Townson**

Performed by the **Royal Scottish National Orchestra and Chorus**  
Chorusmaster: **Christopher Bell**

Recording Engineer: **Geoff Foster** ▪ Assistant Engineer: **Graham Kirkby**  
Choral Text by **Ben Burt** ▪ Orchestrations: **David Slonaker, John Bell** and **Joel McNeely**  
Music Preparation: **Vic Fraser**

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VSD-5700

# STAR WARS SHADOWS OF THE EMPIRE™



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MUSIC COMPOSED & CONDUCTED BY  
**JOEL McNEELY**

TRACKS 1 AND 8 INCLUDE MUSIC  
COMPOSED BY JOHN WILLIAMS