In the late 1820s the young Thomas Cole quickly built a successful career as a painter of Hudson River landscapes, but he harbored ambitions of turning the landscape form to a larger purpose. As early as 1827 he conceived a cycle of paintings that would illustrate the rise and fall of a civilization, and a few years later he began sketching and developing his ideas. The artist attempted unsuccessfully to persuade Robert Gilmor, a Baltimore patron, to commission the series, and in 1833 he secured a commission from New York merchant Luman Reed to paint a cycle of five paintings for the art gallery in his home. In the resulting series, The Course of Empire, Cole presented a cyclical view of history in which a civilization appears, matures, and collapses. The artist's distinctly pessimistic vision differed from that of many of his peers; in the early years of the United States'
history, its future was considered limitless. Cole drew from a number of literary sources, such as Gibbon's The Decline and Fall of the Roman Empire and Byron's epic Childe Harold's Pilgrimage. The motto he attached to the series was taken from Byron's popular poem: "First freedom, then glory; when that fails, wealth, vice, corruption." The artist finally settled on a title in 1835, taken from Bishop George Berkeley's 1729 poem, "Verses on the Prospect of Planting Arts and Learning in America," which begins "Westward the Course of Empire takes its way." Cole also drew upon paintings he had seen on his recent trip to Europe (1829-32), including the work of J.M.W. Turner and Claude Lorrain. The five paintings follow a dramatic narrative arc, anchored by the imperturbable mountain in the background, and expounded with rich and complex symbolic systems that illustrate this imaginary world's history, including the course of the sun across the sky, the changing relation of man to nature, the role of animals, the arts, and the military, and even the placement and character of his own signature. Luman Reed, Cole's generous patron, did not live to see the completion of the series. He died in June of 1836, but Reed's family encouraged Cole to complete the work. The series was exhibited to great acclaim in New York later that year. The Course of Empire, along with the rest of Reed's collection, became the core of the New-York Gallery of the Fine Arts. That group of works was donated to the New-York Historical Society in 1858, forming the foundation of its acclaimed collection of American landscape painting. Cole intended this third painting as the visual climax of the series, choosing a slightly larger canvas and taking considerable time and pains with the composition. He planned to depict "a great city girding the bay...splendid processions, &c.-all that can be combined to show the fullness of prosperity..." The carefully orchestrated abundance of architectural features relies on Dido Building Carthage, a painting by the English artist J.M.W. Turner that Cole had seen in London. Cole also turned to publications of antiquities. In Cole's initial conception for the series he called this stage "Luxury," referring to the precarious moment in his Byronic motto when "glory" declines into "wealth, vice," and "corruption." His elaborate and overbuilt city is a visually stunning creation, but Cole meant the scene as a warning, rather than an apotheosis. This painting was the most difficult for Cole to execute, and after several months he declared that he was "tired of the gaud and glitter" of the scene. At this stage the city gives itself over to the militaristic rule of an emperor-like figure, who is being carried across the foreground bridge in great state under the glare of mid-day. All the arts of man have been pressed into the service of glorifying the ruler. Even nature itself has been tamed to serve him, in the form of the elephant that tows his chariot and the domesticated flowers and potted plants that decorate his domain. Looming over the scene like a mute observer is a statue of Minerva, with a winged victory figure in her hand. The goddess of wisdom, she is ignored. Some scholars theorize that the red-cloaked conqueror is a metaphor for President Andrew Jackson, and suggest that Cole intended the cycle as a cautionary message about his administration, which some considered dangerously autocratic. Cole's signature is in keeping with the elaborate care he lavished on the picture; it appears in neat letters on an architectural element at the right center edge.

Signed: Signed and dated mid right: "T. Cole / 1836"