

CATCH THE DEVIL

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INSPIRED BY ACTUAL EVENTS

"Catch the Devil"

FADE IN:

Throughout most of the American Civil War,
the Confederate South, though greatly
outnumbered and under-supplied, fought the
Union North to a standstill...

For the South had General Stonewall
Jackson...

And Stonewall had an extraordinary new weapon.

EXT. A VIRGINIA BATTLEFIELD -- 1865 -- DAY

Snow whitens the ground.

Union and Confederate troops face each other, a bare thousand yards
apart.

The Union troops hunker down behind earthen embankments and logs,
their blue uniforms crisp and new, fingering shiny rifles as they
squint across the field at--

-- The Confederate Infantry, standing shoulder to shoulder in the
open, just out of Union rifle range, gripping old muskets or battered
rifles, their gray uniforms shabby and mismatched.

Both sides grim, determined, unblinking. Accustomed to death.

The CONFEDERATE COMMANDER nods at his BUGLER.

The BUGLE sounds. Directly across, at the edge of the woods,
Union soldiers stiffen.

THE CONFEDERATES

begin their advance.

UNION ARTILLERYMEN

roll massive black iron balls into cannon, ready fuses as

THE CONFEDERATES

stride in methodical lock step across open terrain towards the
entrenched Union troops. Another brave, mindless frontal
assault.

Nine hundred yards to go.

Eight hundred.

A PARTRIDGE

is flushed from a patch of tall grass and flutters into the air.

A CONFEDERATE SOLDIER

raises his musket and blasts the bird out of the sky, as

THE GRAY LINE

continues its advance, boots crunching the snow.

EXT. A CONFEDERATE TROOP TRAIN

speeds through the Virginia countryside -- a half dozen cattle cars packed with mounted confederate CAVALRY, followed by an artillery flat car supporting an enormous mortar, all pulled by:

A MASSIVE BLACK LOCOMOTIVE --

A stunning piece of machinery, twice the height, length, power and speed of any locomotive of its day. Two steam funnels suggest a pair of engines acting in tandem, but hidden by a sheath of steel plate, lending the locomotive a modern, streamlined appearance.

Save for its face -- a huge, bright red

FIGUREHEAD OF THE DEVIL

jutting forward as if on the bow of a ship, grinning fiercely.

EXT. VIRGINIA BATTLEFIELD

UNION SOLDIERS

watch impassively as their enemy, now just seven hundred yards away, marches directly into their rifle sights.

AT SIX HUNDRED YARDS

The Confederate BUGLE SOUNDS again.

THE REBELS

yell and charge forward in a dead run.

JUST TO THE LEFT OF THE UNION LINES

UNION GENERAL THORNTON, mounted on a white horse, raises his sword. Lowers it.

GENERAL THORNTON

Fire!

JUST TO THE UNION LINE'S RIGHT

COLONEL MALLORY, Thornton's field officer, echoes his command.

COLONEL MALLORY

Fire!

THE UNION TROOPS

volley point blank into

THE ONCOMING CONFEDERATES

Men in gray stagger, spin around, fall. But the rest keep charging in, fearless, firing back, even as their front row falls like wheat before the scythe.

Now the Union shelling begins. The earth heaves, rolls and pitches, knocking the onrushing men to the ground.

A DIRECT HIT --

ONE CONFEDERATE vanishes,

A SECOND watches mesmerized as his bowels tumble out.

THE REST

keep advancing, hollering, shooting, utterly resolute.

EXT. CONFEDERATE DEVIL TRAIN

Hurtling forward, its leering red face biting at the wind.

EXT. VIRGINIA BATTLEFIELD

MEN IN BLUE

are taking hits now, flung backwards, others dropping to their knees in agony.

And then -

as the rebels close in, the Union center seems to lose heart in the face of confederate fury. It falls back -- a few men at first, then more and more, until --

the entire center collapses, hastily retreating into

THE WOODS BEHIND

Sensing a rout, the triumphant Confederates charge in after them, whooping and hollering.

But --

Half the federal forces are waiting for them unseen, hidden in

THE UNION FLANKS

stacked three to four deep.

As the Confederates push into the center, fresh Union soldiers swoop out from the sides to envelop them. The rebels, now abruptly surrounded and outnumbered, resist ferociously, but their position is suddenly desperate.

Except that --

A QUARTER MILE AWAY

EXT. THE DEVIL TRAIN

puffs to a halt.

WOODEN DOORS OF THE CATTLE CARS

fly open. Ramps are flung down and

MEN ON HORSEBACK

burst out and race towards the ongoing battle, led by GENERAL STONEWALL JACKSON.

EXT. BATTLEFIELD

Hand to hand combat, and going badly for the outnumbered rebels.

A CONFEDERATE PRIVATE stands frozen in terror, his face registering the slaughter all around him. A bullet between the eyes ends his ordeal.

MOMENTS AWAY, THE CONFEDERATE CAVALRY

in a thunderous gallop, enveloped by dusty snow. Stonewall is out in front, eyes ablaze with a near-religious fervor.

They reach

THE BATTLEFIELD

pile in, and break through to their embattled comrades.

All at once it's the Federals who are outnumbered. They stagger back as the mounted Confederates fall upon them, sabers flashing, pistols barking.

EXT. DEVIL TRAIN

With a ROAR, the Confederates' massive mortar fires, belching flames and smoke.

EXT. THE BATTLEFIELD

Union troops in full retreat, stumbling into

THE SURROUNDING WOODS

As confederate shells land amongst them.

MEN IN BLUE

are hit on all sides now, scrambling in panic, stumbling, falling, staggered by rifle balls, slammed by mortars. The snow turns crimson.

A mortar hits the FLAG BEARER in the neck, blowing his head clean off. For several seconds his body remains upright, carotids spurting, hands still clutching the Stars and Stripes, then slowly crumples to the ground.

GENERAL THORNTON AND COLONEL MALLORY

hurry to "lead" the retreat.

THORNTON

Stonewall? Where the hell did he come from...?!

MALLORY

He was in Charleston. How could he get...?

A mortar shell smashes in, blowing both men and their mounts into jagged red fragments.

DISSOLVE TO:

EXT. A VIRGINIA VALLEY -- DAY

Springtime, and the softly rolling countryside is a carpet of light green. BIRDS SING their hearts out. A perfect morning.

EXT. CONFEDERATE ENCAMPMENT

by a bend in the Shenandoah River, which meanders through the bucolic valley. A single railroad track parallels the course of the river.

Stonewall Jackson is readying his TROOPS to move out.

EXT. ON A LEDGE

high above the valley

JAMES J. ANDREWS, thirties, clad in rough woodsman's garb, sprawls on his stomach, peering through field glasses at the Confederate troops gathering below. He focuses methodically on successive segments of Stonewall's army.

He shakes his head.

ANDREWS

(sotto voce)

Just infantry --? Hah!

HIS P.O.V.

A plume of smoke, a train WHISTLE, and THE DEVIL TRAIN rounds the bend.

Chugs to a halt.

Cattle car doors push open, the ramps slide down, and the Confederate cavalry disembarks.

ON ANDREWS

ANDREWS

(sotto voce)

Where would ole Stonewall be
without his cavalry --
and that goddamn train.

HIS P.O.V.

The Confederates form up, Stonewall taking the point. A TEENAGE BOY bearing the Confederate flag marches proudly in the front line of infantry.

ON ANDREWS

He's seen enough. He prepares to stand, then freezes. Cocks an ear as he realizes that the birds have abruptly stopped singing.

Absolute silence.

Then the CRUNCH OF A BROKEN TWIG behind him.

Andrews flips over to find THREE CONFEDERATE SOLDIERS have snuck up on him --

FIRST SOLDIER

Well, well. Will ya lookey
here!

SECOND SOLDIER

Breed faster than we can hang
'em, these Yankee spies.

He grins down at Andrews. Unflappable, Andrews grins right back.

THIRD SOLDIER

I'd say this one's about
through breedin'. Got some
rope in my saddlebag.

SECOND SOLDIER

Nah. Take too damn long.

He points his rifle at Andrews' chest and, though less than two feet away, closes one eye and aims through his rifle sight with mock precision. Cocks the firing pin.

In a flash, Andrews grabs the rifle's muzzle, pulls it forward, then jerks it back with great force. The wooden stock smashes against the soldier's cheekbone, knocking him back on his heels. The confederate releases his grip, sinks to his knees.

Andrews has the rifle's muzzle in both hands now and is on his feet as the first soldier rushes him. Andrews swings the rifle like a bat. Splinters wood as he slams his attacker above the ear.

The second soldier is just starting to rise again when the first falls against him. The two men tumble to the ground together in a heap, just as --

The third man charges at Andrews.

Andrews drops to a crouch. Flips the onrushing confederate over his head and off the ledge. He bounces down the mountainside.

The first two soldiers struggle to their feet. Andrews swoops over, whacks their heads together, knocking them senseless, then turns and dashes for his horse, tethered a few yards away.

EXT. UNION ENCAMPMENT

Ulysses S. Grant's Grand Army of the Potomac.

Andrews, whipping his horse, gallops through an acre of Federal tents, Union soldiers, horses, mules and wagons.

Pulls up and reports to his Commanding Officer, COLONEL HOMER MITCHELL, just emerging from his tent.

ANDREWS

The rebs are moving out,
Colonel!

COLONEL MITCHELL

(disbelieving)

What? They were just starting
to make camp last night...!

ANDREWS

They're almost here. Suggest
you inform General Grant.
Stonewall's brought up...

COLONEL MITCHELL

I suggest you inform the general
yourself, Captain. Seems
he wants to speak with you.

ANDREWS

General -- General Grant?
With me?

EXT. GENERAL GRANT'S TENT

Andrews, now in captain's uniform, and Colonel Mitchell,
approach on foot. Salute the SOLITARY GUARD. Enter

INT. GENERAL GRANT'S TENT

To meet

ULYSSES S. GRANT, his face as familiar as a fifty dollar bill;
GENERAL SHERMAN, grizzled and leather-tough; SEVERAL
SUBORDINATE OFFICERS.

Grant, a plain man of simple, ruthless purpose, wears the uniform
of a private. He chain-smokes cigars. Now and again an ash
will tumble onto his rumpled tunic.

Behind him, a sepia daguerreotype of the Devil Train locomotive
stands on an easel.

A round of salutes. Mitchell addresses Grant.

MITCHELL

Captain Andrews, General.

Grant shakes Andrews' hand.

GRANT

They say you slip into the reb
camp, sample Robert E. Lee's
breakfast, and slip out again
with all sorts of useful
information.

ANDREWS

Ain't never quite ate the
general's breakfast, sir. Once
got to smell the bacon.

The men chuckle.

SHERMAN

What do you have for us this
morning, Andrews?

ANDREWS

Stonewall's a day ahead of
schedule.

GRANT

Hmph! That train again, isn't
it. Always that blessed train.

ANDREWS

(nods)

I expect they'll attack
within the hour. Not their
main force, but enough to
tie us down some. Cavalry.
Light artillery.

Grant absorbs this news without emotion, then looks pointedly
at Sherman.

SHERMAN

We're ready for 'em, General.
More than ready.

Satisfied, Grant nods. Turns back to Andrews. Taps the Devil
Train's photo.

GRANT

So you've seen this monster.

ANDREWS

She was close by the river.
Just wish she'd stay put for
once, so we could...

GENERAL GRANT

Yes, so do I.

(Beat)

Captain, you know these reb
highways ain't much more than
cow paths. What matters in
this war are railroads -- quickly
shifting troops in and out,
supplying ammunition and food.

Nods and murmurs of agreement all around.

Grant takes a last puff from what's left of his cigar and drops
the butt at his feet.

GRANT

Build a better locomotive, you
control the rails. And you
win the war...

The SOUNDS OF AN ARTILLERY BARRAGE erupt.

SHERMAN

(to Andrews)

Once again, Captain, your
information proves correct.

(to Grant)

If you'll excuse us, General?

Sherman and his subordinates salute, exit, leaving Grant, Andrews and Colonel Mitchell.

GRANT

That goddamn Devil Train's
so fast it gives the rebs
numeric advantage wherever
they choose. So long as
there's track --.

A stray bullet whizzes through the canvas. Mitchell flinches, but Andrews and Grant, probably the two coolest soldiers in the Union, hardly notice. Grant fires up another cigar.

GRANT

It also enables them to slip away,
just when we've got 'em cornered...

The SOUNDS OF BATTLE are suddenly close, very close -- much GUN FIRE, the SHOUTS OF MEN.

EXT. BATTLE RAGING OUTSIDE

A small, plucky BAND OF CONFEDERATES have effected a narrow breakthrough and are sprinting directly for

GRANT'S TENT

Several UNION SOLDIERS rush to stop them. Hand to hand combat.

TWO CONFEDERATES manage to reach the

TENT ENTRANCE

Grant's guard shoots one, but is shot in the chest by the second, who then rushes into

INT. GRANT'S TENT

Grant, Andrews and Mitchell find themselves confronted by a CONFEDERATE LIEUTENANT, in turn stunned to discover his

revolver pointing directly at Grant.

Without hesitation, Andrews calmly steps between Grant and the confederate just as

The confederate fires-- a loud CLICK, sparks fly -- but no bullet.

Before he can try for a second shot, Andrews has his Sabre out and in one fluid motion whacks the pistol. As it flies from the Confederate's hand it goes off, the bullet deflected into the photo of the Devil Train.

Andrews immobilizes the lieutenant with the point of his Sabre, just as four breathless UNION SOLDIERS AND THEIR SERGEANT pile in.

GRANT

What in hell's going on out there, Sergeant?

The four soldiers roughly hustle the Confederate out.

SERGEANT

(squirring)

A few rebs punched a hole, General. We plugged it. Beat 'em back.

GRANT

(matter of fact)

That fella damn near plugged a hole in me.

SERGEANT

Mighty sorry, sir...

GRANT

All right, Sergeant. Finish your business.

SERGEANT

(relieved)

Yes, sir.

He salutes and is out the door.

The SOUNDS OF BATTLE are now subdued and increasingly remote.

GRANT

That was a mighty selfless
act, Captain.

Andrews shrugs.

ANDREWS

Didn't give it much thought, sir.

Grant nods.

GRANT

Emm.

A long, appraising look. Then --

GRANT

You know Colonel William
Knight?

ANDREWS

I know of him. Railroad man.

MITCHELL

The best railroad man in the
army.

GRANT

(to Mitchell)

Did ya know, Homer, that
Colonel Knight and I were in
the same engineering class
at West Point?

ANDREWS

Never knew you were an
engineer, sir.

GRANT

Yes -- well, I graduated number
146. In a class of 146.

(Puffs his cigar)

Dead last. Knight graduated --
second, I believe. A very
serious, competent fellow.

Grant pokes his finger through the bullet hole in the Devil
Train's photo.

GRANT

But just now he has need
of your services, Captain.

ANDREWS

Sir?

GRANT

Knight has to get inside this infernal machine. Figure out what in hell the rebs have done to make a locomotive so goddamn fast. Too fast for us to ever catch up here.

He fixes his gaze on Andrews.

GRANT

So I want the colonel waiting for her when she gets home. Way down in Marietta. That means you'll have to slip deep into Reb territory. Get him to that cursed locomotive. And after the colonel's found out how she's put together --
(puffs his cigar)
I want you to blow her up.

Andrews takes this in. Says nothing.

GRANT

Enemy troops every step of the way. Get caught and they'll hang you on the spot -- if you don't get yourselves shot first.

Andrews doesn't bat an eye.

GRANT

You can say "no," Andrews.

ANDREWS

Why would I do that, sir.

Grant looks at him carefully, then nods his approval.

ANDREWS

I should tell you, I ain't
never handled explosives...

MITCHELL

You'll also be taking the army's
best dynamiter -- Sgt. Parrott.

ANDREWS

Sergeant Jacob Parrott?

MITCHELL

You know him?

Andrews grins.

ANDREWS

Once it took him all of thirty
minutes to relieve me of two
months' pay.

MITCHELL

Ah. You know him.

ANDREWS

When did you want me to...?

GRANT

Immediately. Knight and
Parrott are just awaitin'
word from you.

Andrews nods, salutes crisply. Turns to leave.

GRANT

And Captain?

ANDREWS

Sir?

GRANT

Thank you. And God speed.

ANDREWS

Me and God ain't on speaking
terms just now, sir. But I
reckon I'll get the job done.

He turns again and strides out.

Grant looks at Mitchell.

GRANT

First class choice, Homer.
Iron nerves.

A long, slow puff on his cigar.

GRANT

Still, to get himself and
two men over four hundred
miles, ambush that train right
under Stonewall's nose --.

He shakes his head, sighs.

GRANT

He have family?

MITCHELL

Just before the war, he lost
his wife and boy. To a fever.

(Beat)

Ever since, the man's been a
loner. Don't seem to mind if
he lives or dies.

Grant turns back to the Devil Train's photo.

GRANT

Then that makes him uniquely
qualified, don't it.

EXT. UNION RAILROAD WORKS

An 1860's version of Boeing Aircraft -- a "military-industrial complex" of railroad cars and particularly, of locomotives in various stages of construction.

Train tracks criss-cross and connect up, others pass through wooden buildings and sheds.

Stacks of iron plates.

Mountains of coal.

SHIRTLESS MUSCULAR MEN, dark with soot, shining with sweat. The RACKET of metal hammered and scraped.

Andrews, his crisp uniform decidedly out of place, approaches a WORKER who is bolting iron plate to a locomotive.

Andrews shouts to him above the din.

ANDREWS

I'm told I can find Colonel
Knight somewhere around here!

WORKER

Yup!

He continues working.

ANDREWS

Where might that be?!

The worker gestures across the yard to

A PAIR OF BATTERED BOOTS

sticking out from under

A STRANGE CONTRAPTION --

two enormous steam engines, either one sufficient to power a locomotive, together suspended on a sturdy wooden scaffold, and united by a jerry-built array of iron pipes, copper tubing, gauges and vents. Their steam funnels, welded to each other, are much the silhouette of the Devil Train.

WIDEN ANGLE

A HALF DOZEN CHILDREN watch expectantly from a safe distance.

Andrews approaches, bends down.

ANDREWS

Colonel Knight?

UNDERNEATH HIS CONTRAPTION

WILLIAM KNIGHT, forties, frustrated, overweight, utterly humorless, and profoundly pessimistic, wrestles with a wrench. His ill-fitting uniform is covered with grease, his hair and beard untouched by a barber in months.

He struggles to tighten a bolt that seems to lie just between the focal length of the halves of his bi-focals. Cursing to himself, he squints, moves his spectacles up and down on his nose, trying to focus.

KNIGHT

(sotto voce)

Damn thing is never going
to work --.

ANDREWS (O.S.)
Er, Colonel...?

KNIGHT
Whadya want?!

ANDREWS (O.S.)
I believe we're about to take
a trip together. Due south.

KNIGHT
(Beat) Hold on a minute.

Knight finishes with the wrench. Scrambles out.

WIDEN ANGLE

Andrews smiles, offers his hand.

ANDREWS
I'm Andrews, Colonel.

A brisk handshake. Some grease changes hands.

KNIGHT
Been expectin' ya, Captain.
Almost done here.

He glares at his youthful audience.

KNIGHT
Didn't I tell you to quit
coming around? This is
top secret work!

The kids hold their ground.

Knight shakes his head in resignation, throws a lever on his contraption. With a roar of super-heated steam, the two engines chug, rattle and puff. The children back off a little.

Knight watches warily -- a tentative success. Andrews is mystified, but impressed.

Knight's worker joins them. Studies a gauge on Engine 1.

WORKER
(apprehensive)
Hey, Colonel, looks like
pressure's falling on this one.

Alarmed, Knight hurries around to Engine 2 -- checks

Its gauge --: moving up into the red zone.

KNIGHT

Sure as hell not falling
here.

Frantically, he turns an escape valve. Then another. But the pressure keeps dropping on one, climbing on the other.

KNIGHT

Geez! Everybody -- back!

The kids, Andrews and Knight's assistant get moving, but Knight lingers, eyes on the second gauge, hoping against hope. And then --

The gauge pops off its stem and flies skyward like a rocket. Knight turns and runs just as the entire contraption explodes, shooting steam and iron plate high into the air.

The kids are delighted.

Knight watches with dismay as bits and pieces of his experiment fall back to earth with a clatter. He shakes his head. Turns to his assistant with a sigh.

KNIGHT

That's it! We're closing
her down.

(To Andrews)

This way, Captain.

He leads Andrews away through the group of children.

KNIGHT

Don't any of you have homes?

LITTLEST KID

You gonna blow something
else up today, mister?

KNIGHT

No, I'm not blowing something
else up! Now scram!

ANDREWS

(consolingly)

The way that gauge shot off,
Colonel, you may have invented
a new kind of weapon.

Knight looks at him, dead serious. Andrews grins.

ANDREWS

Just joshing with ya, Colonel.

KNIGHT

Oh.

KNIGHT AND ANDREWS ENTER

INT. KNIGHT'S OFFICE

and into the purposeful chaos of a dedicated nineteenth century nerd:

Calibrating devices of every sort and size;
Rolls of blueprints;
Reference books stacked to the ceiling;
Boxes of chocolate, candy wrappers, and remnants of
long-forgotten meals scattered on the tables and
floor;
The walls plastered with photos, sketches, and
schematics of the Devil Train.

Knight points to one that presumes to be the Devil Train, sliced in half. His words come in a torrent, his mind as focused as a bullet in flight.

KNIGHT

I've tried my damndest to re-
create the guts of that wretched,
ingenious thing. An entire
year at it now.

He punches the sketch with his fist.

KNIGHT

Tell me how the hell you
harness two steam engines
simultaneously.

ANDREWS

Well...

KNIGHT

Then, even if you manage that,
how do you get all that
power to the wheels?

Andrews shrugs, shakes his head.

Knight rips the sketch off the wall and tears it up.

KNIGHT

Every engine I've ever built --:
obsolete!

Defeated, he shakes his head, fumbles distractedly in a box of chocolates, unwraps and pops one in his mouth.

ANDREWS

So, you're determined to
make this trip.

KNIGHT

Captain, you've never met a more
determined man. For lots of
reasons. Scared shitless, but
determined.

(Beat)

What do you know of our
explosives man?

ANDREWS

Jacob? You never want to play
cards with him. And I hear tell
he can blow the tail off a cat
with such finesse, the cat don't
even notice.

KNIGHT

Who says that?

ANDREWS

Jacob.

KNIGHT

If he's that good, how
come he's two fingers short?

INT. UNION STOCKADE

A right hand, two fingers missing, holding five playing cards.
It is shackled to its left by iron manacles.

Andrews and Knight stand to the side of a table and observe

SGT. JACOB PARROTT

twenties, good-looking, irreverent, and foppish in his
custom-tailored blue uniform, engaged in a poker game with FOUR
GUARDS of various ranks, all losing to Jacob. A PRETTY "CAMP
FOLLOWER" stands behind him, admiring the man -- and his pile
of cash.

Jacob glances up over his cards and addresses Andrews with a
thick Southern drawl.

JACOB

Ah feel quite privileged to have been chosen to join your raiding party. Long shots help me keep my edge. Ya know, only last week Ah used a bit of dynamite to rid a fella of a decrepit wisdom tooth.

ANDREWS

Is that a fact?

Jacob tosses another large greenback onto the sizeable pot accumulating in the center of the table. One of his opponents frowns, shakes his head.

GUARD

That's it for me.

He throws down his cards.

Two other soldiers follow suit.

SECOND GUARD

Too rich for my blood.

That leaves just the dealer and Jacob.

Jacob sticks his finger in his mouth, manacles jangling.

JACOB

This tooth right here. Fixed an itty-bitty explosive charge. Blew it right out. Fella didn't feel a thing.

Jacob holds a single pair -- that's it. The dealer has three of a kind. Jacob's bluffing.

The dealer still has a few bills left to bet, but hesitates. Jacob takes measure of his opponent's uncertainty.

JACOB

You could see me, mah friend. Even raise me.

DEALER

Sure could.

Jacob pats his winnings, glances knowingly at the defeated men sitting dejectedly around the table.

JACOB

You realize what that's gonna cost? This here's a game of skill.

The dealer stares at his cards, then shakes his head and folds.

Jacob smiles, rakes in the pot -- on one lousy pair -- then looks up at Andrews and Knight.

JACOB

Well, gentlemen, time for us to save the Union?

EXT. FEDERAL ENCAMPMENT

Andrews, Knight and Jacob exit the stockade and stride through a city of army tents. From time to time an ATTRACTIVE CAMP FOLLOWER passes by, ad libis Jacob a greeting. Jacob, now manacle free, responds with a wave and winsome smile.

JACOB

Pity this couldn't wait till I served the rest of my sentence. By next week I'd be a wealthy man.

KNIGHT

What'd they lock ya up for?

JACOB

Gamblin' on Sundays.

KNIGHT

(Beat) Today's Sunday.

JACOB

Already? Amazin' how time flies when you're involved in something truly worthwhile.

CAMP FOLLOWER

Good day, Jacob.

JACOB

Good day, Daisy.

CAMP FOLLOWER

(crestfallen)

I'm Danielle, Jacob. Don't you remember?

JACOB

'Course Ah do. That's
precisely why you'll always
be mah Daisy, Danielle, mah
little flower blossom.

She blushes and moves on, satisfied.

KNIGHT

How come a southern boy
is fighting for the Union?

JACOB

Much better pay. You
Yankees have money to burn.
I've never been one for self-
sacrifice.

(a luminous smile)

And y'all have no talent
whatever for cards.

He looks at Andrews.

JACOB

If I might enquire, Captain,
what are the chances of all
three of us getting back in
one piece?

ANDREWS

Well if everything breaks our
way --

(he grins)

slim to none.

Knight stops dead in his tracks.

KNIGHT

Slim to none?!

Jacob chuckles.

JACOB

Good.

(a cocky smile)

When ya lead a charmed life,
its hard to find a real
challenge.

KNIGHT

Slim to none?!

Andrews pats Knight's shoulder.

ANDREWS

Just joshing, Colonel.

INT. ANDREWS' TENT

Andrews, Knight, and Jacob pore over a map of the confederacy.

ANDREWS

Actually, getting to the train
is the easy part. Still,
best avoid the post roads.
Travel separately. By Tuesday,
I'd expect -- we should be --
right here.

He presses a finger on Marietta, Georgia.

DISSOLVE TO:

EXT. MARIETTA TRAIN TERMINUS -- DAY

The largest railroad complex in the confederacy.

Set apart from the principal passenger and freight
stations is

THE MILITARY WING

jammed with soldiers, troop trains, and home to

THE DEVIL TRAIN LOCOMOTIVE

at that very moment pulling into Berth No. 1, its ENGINEER,
MURPHY, at the throttle.

Adjacent to the Devil Train's berth is

COLONEL FULLER'S HOUSE

FULLER, forties, emerges and waits by the track as the sleek,
demonic locomotive emits a steamy sigh and shudders to a halt.

A pugnacious, single-minded, impatient man who has come to
resemble his locomotives -- he just keeps charging ahead, in
speech and manner, contemptuous of any obstacles -- or people
-- in his path. Fuller is never without an officer's grey
long-coat, his sole concession to military protocol.

NEARBY

is a second, even larger "mystery" berth, guarded by TWO
SOLDIERS, and draped closed with a heavy canvas stenciled with
large block letters:

ALL UNAUTHORIZED PERSONNEL KEEP OUT! THIS
MEANS YOU!

THE ENTIRE STATION

bustles with railroad workers in overalls and striped uniforms,
and with Confederate troops.

A HALF DOZEN WORKERS swarm over the Devil Train like pit
mechanics at the Indianapolis 500, speedily uncoupling the cars
behind, oiling her moving parts, wiping her down with huge
chamois cloths.

Fuller frowns, first at a gash in the locomotive's side, then
at the thick black smoke billowing from her twin stacks. He
hollers over the din at his engineer with some heat.

FULLER
Sixteen grade, isn't it.

ENGINEER
(wary)
Whazzat, sir?

FULLER
I told you, Murphy, never use
sixteen grade!

Fuller points to the Devil Train's smoke. The engineer's gaze
follows Fuller's finger.

ENGINEER
(apprehensive)
Uh, just used a little, suh.
That's all the coal was left
at Charlottesville Station...

FULLER
Then you telegraph me for
proper fuel. I won't have
her burning impurities.

ENGINEER
I'll go clean it out...

FULLER
No you're not.

Fuller gingerly touches the gash in the locomotive's side as if
it were an open human wound.

FULLER

I don't want you or anyone
else tampering with her innards.

He pats his engine reassuringly.

FULLER

Unbolt her panels.
(softly)
I'll do the rest.

EXT. MARYLAND COUNTRYSIDE -- DAY

Andrews, Knight and Jacob on horseback trotting south, three abreast. They wear civilian clothes, Andrews and Knight dressed simply, Jacob with panache.

They come to a sign pointing back the way they've come:

"WASHINGTON -- 32 MILES."

Next to the sign is

A MAKESHIFT UNION GALLOWS

Two bodies still dangle from ropes around their necks, one in Confederate uniform, the other a civilian. Scrawled in black paint on the gallows steps: "REB SPIES WELCOME"

Knight finds the scene unsettling. Andrews and Jacob scarcely notice.

Andrews raises a hand. They rein their horses to a halt.

ANDREWS

Reb line is somewhere right
over that hill.

He dismounts.

ANDREWS

Jacob, let's divvy that dynamite.
Case you blow yourself up or
something.

JACOB

Hmph!

ANDREWS

And take that pistol out of your belt. Only a spy would be harboring firearms under his jacket.

Jacob opens his saddlebag, deposits his handgun, withdraws and casually begins tossing Andrews and Knight four sticks of dynamite each -- as if they were breadsticks.

The two men gingerly catch their share. Warily work them into their saddlebags.

Jacob smiles.

JACOB

Absolutely no cause for worry, gentlemen. Can't go off without a fuse.

Neither Andrews nor Knight look reassured. Jacob chuckles.

JACOB

This great fear y'all have of explosives -- entirely groundless.

ANDREWS

That a fact?

JACOB

Tis. In war, you know what does most men in? T'ain't explosives. T'ain't artillery. T'aint even bullets.

KNIGHT

No?

Jacob tosses Knight his fourth stick the hard way -- backwards and over his head. A perfect throw, nonetheless.

JACOB

No, suh. It's that soldiers let themselves get run down.

KNIGHT

"Run down."

Knight packs away the last stick, then pulls a bar of chocolate from his pocket, unwraps it, and pops a piece in his mouth.

JACOB

Neglect their health. Eat
constipating abominations.
Like ox tails. Pig's feet.

He looks directly at Knight.

JACOB

Chocolate. Soon they get sick.
Real sick. Then the army
doctor comes along. Finishes
'em off.

He tosses Andrews his fourth stick with a deliberate spin, end over end. Andrews fumbles, almost misses the catch. Glares at Jacob.

JACOB

A bullet's the least
of your worries.

ANDREWS

I'll keep that in mind the
next time Johnny Reb takes
a shot at me. Gentlemen, time
to dress up.

Andrews hands Knight a sling, Jacob an eye patch. Knight looks puzzled.

ANDREWS

(to Knight)

Run it 'round your neck,
Colonel, put an arm in it.

Knight complies. Jacob slips on his eye patch, smiles knowingly.

JACOB

My countrymen would be a mite
curious about why any able-
bodied man wasn't at the front.

Andrews nods, looks for, finds himself a sturdy wooden staff. Leans on it. Seems to make a suitable cane. Then he removes his boot, slips a pebble inside, puts the boot back on. Takes a few steps with a convincing limp.

ANDREWS

One more thing.

He opens a leather pouch, withdraws a roll of pink Confederate bills, and distributes it amongst them.

ANDREWS

This is your only cash. Dump your greenbacks.

Reluctantly, Jacob reaches for his huge wad of Union bills.

JACOB

Captain, Ah got more than two hundred dollars here! Real money. That Confederate scrip is maybe good for wiping your butt...

ANDREWS

These days you get caught south of Richmond with greenbacks, you won't have a butt to wipe.

He hands Jacob his leather pouch.

ANDREWS

Here. Bury 'em in this. Should be safe and waiting for you when we get back.

(grinning)

And if we get hung instead, you won't be needin' much money.

Jacob nods goodnaturedly, but Knight appears greatly distressed, shakes his head unhappily.

JACOB

Hey -- the captain's just joshing again, aren't you, Captain? Where's your sense of humor, Colonel?

KNIGHT

My sense of humor is just fine.

JACOB

It is.

KNIGHT

It certainly is. Just that, in this world there are few occasions for levity. Good fortune never lasts. Failure and defeat lie in wait. You find what you've wanted all your life, and someone steals it.

JACOB

Well then, it's damn fortunate you've retained your sense of humor.

Jacob has grudgingly stuffed his wad in Andrews' pouch. He dismounts and scrapes a shallow hole by the gallows. Drops his money in while Andrews returns to his horse.

ANDREWS

Okay -- I'm headin' out. Colonel, wait about an hour, Jacob you follow an hour after that. We'll meet up -- Tuesday noon. Marietta station.

He attaches his "cane" to his saddle, mounts up, salutes casually, and gallops off.

INT. MARIETTA TRAIN TERMINUS -- DAY

A CONFEDERATE PRIVATE and CORPORAL tote a massive axle between them on their shoulders towards the mysterious

BERTH NUMBER TWO

FULLER (O.C.)

Stop!

They do, as Fuller charges towards them.

FULLER

Nothing -- not a screw, not a pin goes in there that I haven't personally inspected.

PRIVATE

Foundry said this axle was perfect.

FULLER

The foundry said that about
the cannon that blew up
last week. Hold still.

Fuller slips a small ballpeen hammer and a metal funnel from his breast pocket. He places the narrow end of the funnel in his ear and the wide end against the axle -- like a stethoscope. He taps the axle with the hammer and listens to the resulting vibrations.

He taps a different spot. Listens. Sounds okay. A third tap. Frowns at what he hears.

FULLER

(brusque)

Take it back. Tell 'em to
start over.

PRIVATE

They did start over. This is
the third time.

FULLER

(icily)

Well perhaps they've finally
had enough practice to get
it right. Now take this
piece of junk, and bring
me something I can use!

EXT. UNION GALLOWS

Knight and Jacob wait.

Knight reaches into his pocket for another piece of chocolate. Offers some to Jacob, who declines with a disdainful shake of his head.

Knight nervously checks his pocket watch, nods at Jacob, and rides off.

LATER

Jacob, now alone, paces back and forth. Waiting is not his strong suit.

STILL LATER

Shadows have lengthened.

Jacob paces. Stops. Eyes his money's burial site. He sighs with resignation, mounts his horse, and gallops off in the direction of his companions.

Gets about two hundred yards, then impulsively reins in his horse. He wheels around, returns to the gallows. Digs up his money, pockets the leather pouch, re-mounts, and once again heads south.

EXT. CHARLOTTE-- DAY

A quiet southern town flying the occasional Confederate flag. Now and again a Confederate soldier passes by.

Knight uneasily trudges Main Street on foot, leading his horse. It's gone lame.

A few buildings along he encounters a HORSE TRADER relaxing on his front porch with a newspaper, his chair tilted back.

A sign on the porch overhang reads:

"FOR SALE -- MULES, HORSES -- CHEAP."

Several of each are tied to the wooden railing. None are Derby contenders.

Knight approaches, greets the Trader. Points to a horse. Offers all his confederate scrip.

The Trader laughs dismissively, shakes his head "no," and returns to his paper.

Knight pushes on towards the center of town.

EXT. CHARLOTTE TRAIN STATION

A southbound train is taking on passengers and freight.

Knight ties up his horse, eases his satchel out of the saddlebag, flings it over his "good" shoulder and heads for the ticket booth.

INT. PASSENGER CAR

Rumbling through the countryside. The train is about half full -- men, women, children, and a few confederate soldiers.

Knight sits by a window, extremely tense, trying to look inconspicuous. Unconsciously, his eyes dart down towards his lumpy satchel, lying at his feet.

Seated kitty-corner in an adjacent row --

A MAN IN A BROWN SUIT observes Knight, his nervousness, and his satchel, all with considerable interest.

THE TRAIN

slows as it passes

EXT. KAISERVILLE PRISONER OF WAR CAMP

An enormous open air stockade fenced with barbed wire fourteen foot high, and jammed with gaunt, miserable UNION PRISONERS in shabby blue uniforms. They stare listlessly at the slowing train. Among them, for the first time, we see black Americans.

There are wooden barracks for the guards, but other than a few makeshift lean-to's, no shelter whatever for the prisoners.

CLEM, a small, thin, 15-year-old prisoner in a tattered drummer boy's uniform, peers through the fence as the train slows to a crawl. He grips a bar of soap that he's carving into a creditable figure of a horse, using an old spoon.

A few yards away, a short spur line peels off the through track to run under the camp's front gate, cut through the camp, and continue on out the other side to re-join the main rail.

Knight's train remains on the through track as it squeals to a halt.

Overhead, rain clouds gather.

Knight stares through the window, aghast at the malnourished, unkempt lumps of humanity confined, like livestock, behind the fence. He and little Clem make eye contact.

THE MAN IN THE BROWN SUIT

leaves his seat, steps

DOWN FROM THE TRAIN

greeted and exchanges words and documents with a waiting JUNIOR OFFICER. The two men chat for a moment, then glance up at the train where Knight's face can be seen at the window. Reflexively, Knight ducks out of sight.

Brown Suit receives a deferential salute from the officer, then turns and climbs back into the train.

Rain begins falling. The prisoners remain by the fence. Nowhere else to go.

INT. THE PASSENGER CAR

starts rolling forward again.

Knight catches one last glimpse of Clem, soaked to the skin and shivering, as the train picks up speed and the sad, smallest Union prisoner is lost to view.

As Knight struggles to conceal his distress, Brown Suit studies him closely. Says nothing.

EXT. HOTEL MARIETTA -- DAY

The best in town. White pillars. Tall, shuttered windows. Breakfast served on the cool veranda.

Several Confederate officers, elegantly attired, mount the marble steps and enter

INT. THE FOYER

At the front desk, Jacob, eye patch in place, is checking out. Behind the DESK CLERK, an old grandfather clock reads: 10:15.

JACOB

That venerable clock accurate,
suh?

DESK CLERK

Been keeping perfect time for
eighty years. 'Cept when I
forget to wind it.

Jacob smiles. Seems he has two hours to kill.

Picking up his satchel, a bit lumpy with its four sticks of dynamite, he heads for a heavy wooden door signed -- "Men's Parlor."

EXT. COUNTRYSIDE

Andrews, on horseback, trots past a signpost:

MARIETTA, 2 MILES

A mounted patrol of SIX CONFEDERATES canter toward him. Several look him over.

Andrews stares straight ahead as they pass.

INT. MARIETTA HOTEL, MEN'S PARLOR

INSERT ORNATE WALL CLOCK: 11:45

Jacob, his back against the veranda window, is well into a high stakes poker game. He's already amassed more coins and Confederate scrip than three of his FOUR OPPONENTS. But hard-bitten CONFEDERATE MAJOR TURLEY, opposite him, is doing even better.

THE PLAYER closest to Jacob is simultaneously wolfing down breakfast -- pork chop, bacon, grits. Jacob is disdainful but smiles diplomatically as he edges the man's breakfast plate a bit to the side.

The major's turn as dealer.

MAJOR TURLEY

How many cards, gentlemen?

The men signal their needs.

Jacob is one short of a straight flush.

JACOB

Ah believe one will do me,
Major.

MAJOR TURLEY

For a man without an eye, you're
a mighty fine poker player.
Whereabouts did ya leave the
other one?

Jacob receives his card. His usual luck is with him. He's got
his straight flush. He works to hide his elation.

MAJOR TURLEY

Ah say, suh, where'd you lose
that eye, if ya don't mind
my asking?

JACOB

Er, no Major. Lotsa folks ask.
Chicamauga.

MAJOR TURLEY

That so! Ah was at Chicamauga.
Where'sabouts were you?

He looks closely at Jacob. Jacob peddles faster.

JACOB

I'm betting ten, and raise
you ten more.

FIRST PLAYER

I'm out.

MAJOR TURLEY

Ya one of Jefferson's boys?

JACOB

You in this hand or not, Major?

MAJOR TURLEY

Oh yeah. I'm in. I'll see
ya ten -- and raise ya ten.

He peels two pink bills off a fat wad and slaps them down.

JACOB

Ya absolutely certain you
want to do that, Major? You
know, this here's a game of
skill.

SECOND PLAYER

Too rich for my blood.

He folds his cards.

MAJOR TURLEY

Ah say, suh, just what part
of the battle was you in?

JACOB

Raise you ten more.

MAJOR TURLEY

Not a problem. Here's my
ten -- and another fifty.

A lot of money, and a great deal more than Jacob's got on the
table. A cocky smiles steals across his poker face.

JACOB

Well then --.

Jacob reaches down for his money pouch and, with little thought,
empties it on the table. Scrip -- and greenbacks
-- tumble out. A whole pile of greenbacks.

Dead silence all around.

The men stare at Jacob. He suddenly has the look of a man in
very deep shit.

FIRST PLAYER

(slowly)

Don't much see greenbacks
round these parts any more.

MAJOR TURLEY

No Rufus, you sure don't. Might
come in handy though -- if you're
gonna play cards with Yankees.

(to Jacob)

You ain't about to take a
little trip now, are ya, suh?

JACOB

(Beat) Matter of fact -- I am.

Jacob, still holding his cards, grabs his money with the other
hand and in the same second propels himself backwards with his
legs, chair and all. Crashing through

THE WINDOW

He tumbles onto

EXT. THE VERANDA

flat on his butt. Jumps up. Shoves his cards into the hand of the astonished MATRON at whose feet he has just landed.

JACOB

Cards you get once in a
lifetime, my dear.

Major Turley appears at the broken window, pistol cocked. First player, rifle in hand, squeezes in alongside him.

JACOB

Regrettably, some folks resent
the good fortune of others.

Jacob's off the veranda and down the street in a hail of bullets.

INT. KNIGHT'S TRAIN

Through the window, farmland is giving way to city buildings.

Knight fumbles around in one pocket, then another. Finally extracts a candy bar.

The Man in the Brown Suit watches as Knight peels back the wrapper. He's about to take a bite when he feels Brown Suit's eyes on him.

KNIGHT

Er, ya like a piece?

BROWN SUIT

Don't mind if I do. That's
most gracious of yuh, sir.

Nervously, Knight passes him the chocolate. Brown Suit breaks off a piece, glances at the wrapper, then hands the rest back to Knight.

BROWN SUIT

Haven't seen this fine
Amish candy since the start
of the war. Made in Ohio,
isn't it? Or is it --
Pennsylvania?

He smiles.

INT. MARIETTA STATION

Knight's train pulls in. He hurries down onto the platform, closely followed by Brown Suit who, almost imperceptibly, signals to TWO GUARDS who stand waiting by the exit.

They approach, cutting Knight off.

BROWN SUIT

(to Knight)

Ah wonder if you'd be so kind,
suh, as to let me check the
contents of your bag.

EXT. APPROACH TO MARIETTA TRAIN STATION

Andrews trots up, dismounts. Unties his cane, hoists his satchel out of his saddlebag and limps into

THE STATION

RAILROAD CLOCK reads 11:50. Ten minutes to his noon rendezvous with Knight and Jacob.

And then --

Andrews spots a perspiring Knight being led away by the two guards and Brown Suit, Knight still carrying his satchel.

Andrews quickly moves onto the platform, drops his own satchel by the offloaded baggage, and hurries to shadow Knight out of the station, and down

EXT. A MARIETTA STREET

Brown Suit must have a sixth sense -- he stops, turns, and eyeballs Andrews. Is reassured by his limp and cane.

Knight turns and sees Andrews as well. Manages to keep his cool.

The detention party proceeds on a bit, Andrews limping along behind nonchalantly, then turns into

EXT. A SHORT NARROW ALLEYWAY

A dead end, and their apparent destination -- a small building with bars on its windows, and signed "Secret Service."

For the moment, the alley is otherwise empty.

Andrews quickly moves in. With a one-two swipe of his cane he wallops the two guards' necks. Down they go.

Brown Suit spins around to face Andrews, reaches inside his jacket, and pulls his pistol.

Knight springs to life, yanking a stick of dynamite from the satchel.

KNIGHT

Here -- catch!

He tosses the stick to Brown Suit like an Indian club. Brown Suit reflexively catches it. Knight tosses him a second, a third, a fourth. Brown Suit manages to catch them all but as he clutches at the last one, drops his pistol.

Andrews' fist connects with Brown Suit's jaw. He goes down to join the two guards, the dynamite rolling in all directions.

At the far end of the alley a CONFEDERATE LIEUTENANT and a PLAINCLOTHESMAN exit Secret Service Headquarters. The commotion catches their attention. They see Andrews, Knight, then spot the three men on the ground.

LIEUTENANT

Hey!

PLAINCLOTHESMAN

You two -- stop right there!

He withdraws, fires a pistol. The lieutenant raises his rifle.

Knight scrambles to retrieve his dynamite. A bullet ricochets off the cobblestones, inches from his hand.

Andrews yanks Knight up by the collar, and they sprint back up the alley, bullets whizzing past them. Turn the corner -- and are gone.

EXT. TRAIN STATION

The station clock reads 12:03.

Andrews and Knight huddle together in a doorway. They spot Jacob, half concealed behind a post. He sees them, nods. Furtively crosses over to them.

All three are now empty-handed.

JACOB

(to Knight)

Where's the dynamite Ah gave you?

KNIGHT

Property of the Confederate
Secret Service.

(beat)

Where the hell's yours?

JACOB

(Beat)

Let's just say Ah lost it
at cards.

They both look hopefully at Andrews. Andrews points.

There, where he left it minutes before, is his satchel, sitting amongst the baggage on the station. Just five hundred or so easy yards away.

Except that --

Not more than twenty feet further, Brown Suit, with a swollen jaw, and two guards with very sore necks are methodically working the bustling station platform, making inquiries.

Even from a distance, we get the drift of their questions -- "Two men? One about so tall, carries a cane, etc.?"

ANDREWS

(to Jacob)

That's us they're looking for.

JACOB

Em. Well they've never set
eyes on me.

He retires his eye patch.

ANDREWS

(alarmed)

Jacob--!

Without hesitation, Jacob starts strolling the five hundred yards to the station and Andrews' satchel.

Just as --

Major Turley and his three poker playing confederates from Jacob's morning game arrive. Scan the crowd as they move in.

Jacob has four hundred yards to go.

Three hundred.

Andrews and Knight watch from the doorway, fingers crossed.

MAJOR TURLEY

squints in Jacob's direction, smiles wickedly, pokes one of his confederates, and points at

JACOB

who is now within two hundred yards of the station platform. A hundred. Piece of cake.

And then --

BROWN SUIT

out of the corner of his eye, spots a familiarly lumpy satchel amongst the baggage. He looks more closely. Begins walking towards it. Just as --

MAJOR TURLEY AND HIS MEN

make a bee-line for Jacob.

JACOB

has almost reached the baggage area now, as close to the satchel as is Brown Suit. Realizes they're both heading for the same bag.

Quickly he pulls out his cherished roll of greenbacks.

Bends down.

Begins leaving clumps of them on the ground, while pretending to pick them up.

JACOB

Heavens. Will y'all look here!
Some poor fella musta lost his
life's savings.

That gets people's attention.

JACOB

Say -- can someone lend a
hand, before they blow away.
A whole mess of greenbacks!

Real money!

THE CROWD

rushes over to "lend a hand."

Major Turley is cut off, and Jacob is lost from view.

MAJOR TURLEY

Hey --!

CROWD

(ad lib)

Greenbacks!

Even Brown Suit is sucked in. The satchel can wait. He barges through the frenzied crowd.

BROWN SUIT

Hold on. I want to see that money. You, hand that over!

Right.

A LITTLE OLD LADY charges in, scrambles to get her share.

BROWN SUIT

Ma'am, I need you to give that over...

She shoves him aside, almost tramples him.

In the tumult, Jacob slips over to the baggage and makes off with the satchel.

INT. TRAIN STATION, DEVIL TRAIN'S BERTH

Fuller has removed one of the Devil Train's metal shields and, wrench in hand, is giving the machinery inside one last, loving tweak.

His engineer approaches cautiously. A tentative salute.

Fuller ignores him.

ENGINEER

(nervous)

Uh, sorry to interrupt again, Colonel. Uh, General Beaumont wants to know when...

FULLER

Tell General Beaumont he can start loading troops within the hour.

ENGINEER

Yes, sir.

FULLER

Perhaps sooner, if he stops
with his incessant questions.

WIDEN ANGLE -- THE ENTIRE STATION

is a staging area for troops readying to board. New squads march up every few seconds. Individual soldiers scurry about seeking their regiments. OFFICERS BARK COMMANDS.

AT THE FAR END OF THE STATION

From behind bales of cotton stacked twelve foot high, Andrews, Knight and Jacob observe with consternation -- the Devil Train is surrounded by Confederate soldiers, and its departure appears imminent.

ANDREWS

Running out of time.

KNIGHT

Geez, it's hopeless. How in
God's name do we get past all
those men?

EXT. TRAIN STATION OUTHOUSE

A long, narrow wooden building with a moon on the door, and large enough to accommodate about a half dozen patrons.

Andrews and Knight follow a tall, stocky Confederate infantryman as he enters. Jacob watches from behind a tree.

From inside there's a loud THUNK!

Moments later, Knight emerges in the soldier's uniform, no less ill-fitting than his own clothes. He stands off to the side and waits for Andrews.

A second soldier arrives to relieve himself, followed immediately by a third. Both carry rifles.

Knight looks to Jacob to aid Andrews, but Jacob merely smiles, watches, waits.

FROM THE OUTHOUSE:--

SOUNDS OF A SCUFFLE, then THUNK! THUNK!

A fourth soldier arrives, enters. Jacob still doesn't move.
THUNK!

A fifth soldier approaches. He too is armed.

Knight is greatly agitated. Gestures furiously at Jacob. Jacob placidly smiles back. And waits. Until --

The fifth soldier enters

THE OUTHOUSE

This time Jacob follows.

THUNK!

In moments, Jacob and Andrews emerge wearing Confederate uniforms. Jacob's is virtually brand new, and a perfect fit. He carries a rifle. Andrews carries two, plus a cartridge belt.

They wedge a wooden bar across the outhouse door.

ANDREWS

The hell took you so long?

JACOB

Waitin' for the right size, suh.
Clothes make the man, ya know.

Knight joins them. Andrews hands him one of his two rifles. Knight accepts it uneasily.

KNIGHT

Been in the army nineteen years,
Captain. Spent most of them
under a train. Never fired a
gun in anger.

ANDREWS

In anger? Neither have I.

INT. RAILROAD STATION

Andrews, Knight and Jacob, their uniforms blending with all the others, now breeze right through.

Arrive at

THE DEVIL TRAIN BERTH

where the ferocious locomotive waits.

Soldiers of every rank mill along the station platform side of the locomotive, but the trio drop down to the tracks and access the other side unnoticed.

DEVIL TRAIN

Knight is everywhere at once, sliding underneath, scrambling up on footholds, then climbing into the cab where, scrunched down low, he squints through his bifocals at the controls and dials.

Coal already burns vigorously in the fire box. Gauges indicate about a half head of steam.

Underneath, Jacob checks for a suitable place to pack their dynamite.

Andrews tensely stands guard, eyes darting this way and that.

Up on the platform side, a CONFEDERATE CORPORAL drops his cap. A breeze dances it across the track, deposits it a few feet from the locomotive.

The corporal climbs down to retrieve it.

Andrews freezes.

The corporal dusts off his cap and scrambles back on the platform. He's seen nothing.

Andrews breathes a sigh of relief, then stiffens again as, at the far end of the station, he spots the five out-house soldiers, faces bruised, clad only in their skivvies, and limping in their general direction.

Knight lowers himself out of the cab, shaking his head unhappily. He raps one of the locomotive's black metal shields, turns to Jacob.

KNIGHT

Jacob: could you blow one
of these plates?

JACOB

Easily, suh.
(Beat)
But not quietly.

ANDREWS

This whole damn Confederate
army would be on top of us in
seconds, Colonel

(pointing)

beginning with those five
gentlemen...

KNIGHT

But I gotta see what's inside --
get to the guts of that engine.

Andrews glances at Jacob, then back at Knight.

ANDREWS

All right. Maybe there is a way.
Can you -- operate this thing?

KNIGHT

I -- I suppose. Yeah. Sure.
But what...?

ANDREWS

'Cause we're taking her back
with us.

But just at that moment, up on

THE PLATFORM SIDE

the Devil Train engineer and FIREMAN arrive. Hoist themselves
aboard the Devil Train's cab.

DOWN ALONG THE TRACKS

the trio huddle together, while above them

INSIDE THE CAB

the engineer turns a few valves, throws a lever, opens the
throttle a bit.

STATION PLATFORM

Ponderously, the Devil Train and its coal-tender inch backwards
toward the waiting troop transport cars. Workers stand ready
to couple them up.

BACK INSIDE THE CAB

The trio spring aboard. With a couple of well placed punches,
Andrews quickly subdues the engineer, Jacob the

fireman. Knight grabs the controls, throws a lever, opens the throttle full.

The Devil Train jerks to an abrupt halt, then begins rolling forward.

INT. FULLER'S DINING ROOM

Engine parts everywhere amongst the furniture. Several clocks. Fuller is a man who doesn't waste a second.

He bolts down lunch served to him by SOUTHERN BELLE, thirties, demurely elegant. He tinkers with an engine part while he eats.

FULLER

(mouth full)

All I needed was one more day.
By tomorrow I'd finish testing.
Could've had the new locomotive
at Stonewall's disposal as well.

Fuller cocks an ear, his attention half drawn to the ENGINE SOUNDS outside.

FULLER

Bring the damn war right
to Honest Abe's doorstep.

BELLE

And with your second great
locomotive finally built,
what will you do with all
your free time?

FULLER

Why, we'll get married. Just
like I promised.

Southern Belle flashes him a skeptical smile, snorts doubtfully.

THE SOUNDS OF THE DEVIL TRAIN picking up speed. Puzzled, Fuller glances at a clock.

FULLER

What in Sam Hill are they
doing out there?

STATION PLATFORM

GENERAL BEAUMONT, THREE OF HIS OFFICERS, AND A RAILROAD WORKMAN, all confused by the locomotive's starting forward before having been coupled to the troop carriers.

Fuller strides up just as the Devil Train lumbers towards them at about ten miles an hour, heading out of the station for open track.

Fuller sees three "Confederate soldiers" in the cab, none at first familiar.

Then he and Knight make eye contact.

Recognition! Knight gives him a long, slow nod.

FULLER

He's taking her!

GENERAL BEAUMONT

What?

FULLER

Those men -- Yankees. They're stealing my engine.

Confirmation is immediate as the Devil Train's engineer and fireman, semi-conscious, are dumped out of the cab. Sprawl out on the platform.

GENERAL BEAUMONT

(to his men)

Stop them!

INT. DEVIL TRAIN

Knight leans on the throttle, trying to coax more acceleration through an act of will.

Shouts to Andrews, Jacob --

KNIGHT

More coal! Shovel more coal!

STATION PLATFORM

Several soldiers raise their rifles, begin firing. But Fuller throws his arms against their weapons, deflecting the bullets.

FULLER

Idiots. You'll hit the engine!

INT. FULLER'S DINING ROOM

Southern Belle, clearing the table, is startled by the GUN FIRE.

STATION PLATFORM

One AGGRESSIVE LIEUTENANT keeps firing at the now rapidly receding locomotive. Fuller yanks the rifle out of his hand, pokes his chest with the rifle butt.

FULLER

Didn't you hear me?!

General Beaumont is flabbergasted.

GENERAL BEAUMONT

See here, sir...!

FULLER

Finish loading your men,
General.

GENERAL BEAUMONT

Loading my --? What good is
a damn troop train without a
locomotive? I think we
should...

FULLER

You're paid to be a general.
You're not paid to think.
Load the cars, sir!

Southern Belle rushes up.

BELLE

What's happened?

FULLER

It seems your former fiancée
came down to even the score.

Belle is floored.

BELLE

William -- here...?

FULLER

(A smile of contempt)
Well I have one hell of a
surprise for him.

EXT. MARIETTA STATION

Devil Train is well clear now and accelerates rapidly on wide open track.

INT. NEXT STATION (NORTH MARIETTA)

Telegrapher's desk, unattended. A message starts CLATTERING in, with no one to receive it.

Through the telegrapher's office window: The Devil Train flies by.

INT. MARIETTA TRAIN STATION -- TELEGRAPH OFFICE

Fuller, General Beaumont, ARMY TELEGRAPHER.

ARMY TELEGRAPHER
No response.

FULLER
Try Kingston.

INT. KINGSTON STATION

The KINGSTON TELEGRAPHER is very much on duty. His eyes widen as Fuller's message comes TAP-TAP-TAPPING in.

EXT. RURAL RAILWAY

Devil Train racing along, towards

KINGSTON STATION

where a barrier of logs and wooden furniture is piled high upon the tracks. A half dozen CONFEDERATE SOLDIERS and their COMMANDING OFFICER stand on either side, armed and ready.

DEVIL TRAIN

Just south of Kingston.

The trio spots what awaits them about half a mile ahead.

Knight throttles the locomotive down to a crawl. Sizes up the problem.

KNIGHT
Jacob, feed 'er some more.

Jacob starts shoveling coal into the fire box.

Andrews has a another concern: The telegraph wire running between poles all along the track.

He raises his rifle, blasts the glass connector holding the telegraph wire to the nearest pole, then knocks off a few others.

JACOB

Little late, isn't it, suh?
Looks like they're expecting us.

ANDREWS

Don't want them good folks
back in Marietta to learn
what's about to happen.

JACOB

Happen? What's about to happen?

KINGSTON STATION

The soldiers wait. One idly gets a bead on the Devil Train's cab through his rifle sight. She's well out of range. But moving forward and picking up speed again.

Getting closer.

DEVIL TRAIN

Moving rapidly now, wind slapping the trio in the face.

KINGSTON STATION

The soldiers watch, wait, sweat.

COMMANDING OFFICER

All right!

In unison, they raise their rifles.

COMMANDING OFFICER

Aim for the men. We're not
to hit the engine.

DEVIL TRAIN

Throttle wide open as she heads straight for the wall of wood.

KINGSTON STATION

COMMANDING OFFICER

Fire!

Devil Train bearing down like a tornado.

She slams into the barricade, tossing logs and chunks of furniture aside like match sticks. Soldiers scatter and duck flying wood as the locomotive hurtles past.

EXT. OPEN TRACK

Minutes later.

Devil Train slowing down.

INT. DEVIL TRAIN CAB

Knight throttles the locomotive to a halt. Brow furrowed, he taps a gauge.

ANDREWS

What's wrong?

KNIGHT

Pressure's falling. I can't figure.

ANDREWS

More coal?

Knight shakes his head.

KNIGHT

Got a leak somewhere.

He turns, runs his eyes along the network of piping connecting the boilers to the engine. Finds steam shooting from a hole in one of the pipes.

KNIGHT

Looks like we took a bullet.

Andrews and Jacob join him to study the problem.

KNIGHT

Gotta seal it up.

JACOB

How? With what?

He pulls out a handkerchief. Mops his brow.

KNIGHT

I dunno.

(he thinks)

Yes I do. Jacob -- one of your bullets -- pry out the lead. Better make that two.

Jacob nods, reaches for his pocket knife.

Meanwhile, Andrews' rifle makes quick work of the telegraph wire running northwards overhead. He reloads, glances back at Knight.

ANDREWS

How long you figure this'll take?

KNIGHT

Not long -- if it works. Trouble is, a lot of my ideas don't. The few that do, seems somebody always thought of it first...

ANDREWS

Shit, Colonel -- just get us movin' again as best you can...

JACOB

(to Knight)

Suh -.

Jacob hands Knight a pair of lead balls. Knight drops them in the fireman's shovel. Slides it carefully into the fire box.

Andrews, always on red alert, scans the horizon on all sides.

Knight turns back to Jacob.

KNIGHT

Now Jacob, I need you to tie that handkerchief around the leak.

JACOB

What? This here is silk...

KNIGHT

Perfect.

Jacob grimaces but complies.

KNIGHT

Good. Now stand clear.

Knight withdraws the shovel from the fire box, brings it above Jacob's handkerchief, tilts it and carefully pours molten lead on the leak. The liquid metal seeps through the silk cloth, hardens in place. A serviceable, if crude job of soldering.

Andrews and Jacob are impressed. Nod their approval.

Knight lays the shovel down, throttles forward. The Devil Train starts rolling again.

Jacob looks at Andrews.

JACOB

Think you got that wire in time?

ANDREWS

We'll know in about -- three minutes. Calhoun barracks dead ahead.

EXT. OPEN TRACK

The Devil Train cautiously rounds a sharp bend and runs alongside

CONFEDERATE ARMY BARRACKS, CALHOUN

Rows of low wooden buildings; a stable; parade grounds.

SOLDIERS everywhere along the track, some of them armed.

The trio steel themselves -- but the soldiers just wave, delighted to see their famous locomotive.

Andrews solemnly offers them a salute as they clear the camp, pick up speed. Jacob waves back.

JACOB

Looks like we're home free!

INT. MARIETTA TRAIN STATION

MYSTERY BERTH

Two soldiers peel back the canvas sheeting, and a startling machine slowly emerges -- the largest, fastest, most powerful steam locomotive ever to ride the rails, before -- or since. A good third larger than even the Devil Train, it

sports three steam funnels, and makes an ordinary locomotive on an adjacent track seem like a toy.

Above the track-sweeper, the head and neck of a white angel protrude from the locomotive's face as if on the bow of a ship. Her name is embossed in large gold letters below:

"VENGEANCE"

EXT. DEVIL TRAIN

Tootling along.

They pass A FARMER in a buckboard, waiting to cross the tracks. He tips his hat.

Then, TWO CHILDREN playing high in a tree, look down in awe as the Devil Train steams past.

Finally, a CONFEDERATE PATROL gives them crisp salutes.

INSIDE THE CAB

the atmosphere has brightened considerably. All three men, though tired, dirty and unshaven, are pleased with themselves. Relax a little.

EXT. SAUSAGE STAND

A wooden lean-to signed: "Hot sausages," servicing both the railway and a post road that parallels the track. Several hundred yards further along, a track-side wooden tower supports a huge yellow water tank.

INT. DEVIL TRAIN CAB

Knight points to the approaching stand. Throttles down.

KNIGHT

Hey, look. Whadja say, Captain?

Andrews looks, hesitates.

KNIGHT

Haven't eaten all day. And these boilers could use some filling up too.

Andrews glances back at the track behind them -- empty right to the horizon. He nods his assent.

EXT. SAUSAGE STAND

Knight overshoots as he brings the Devil Train to a halt.

The three men pile out. Walk back to A VIGOROUS OLD MAN in a pork pie hat, standing in the shade of the lean-to, grilling sausages.

SAUSAGE MAN
Afternoon, fellas.

ANDREWS
Afternoon to you, sir.

Andrews reaches into his pockets, finds a coin.

ANDREWS
How many for this?

SAUSAGE MAN
Ordinarily buy you five. But because of that there train, I'll make it an even half dozen. How'd that be? Two apiece.

Andrews flips him the coin.

ANDREWS
We don't have much time.

SAUSAGE MAN
These have been waitin' for ya.

He forks six sausages off the grill, puts them on a crude wooden plate. Hands it to Andrews.

Jacob wrinkles his nose in distaste.

JACOB
None for me, thank you, suh.

Andrews walks the sausages over to

AN OLD LOG

Knight and Jacob following.

EXT. MARIETTA STATION

Vengeance nosing out into the sunlight, her ponderous engines beginning to find their rhythm.

EXT. SAUSAGE STAND

Andrews and Knight sit on the old log. Start chowing down with gusto.

Jacob watches disapprovingly, but Andrews' and Knight's finger-licking pleasure and the delicious smell wafting in with the smoke off the grill are getting to him. Not that he'd admit it.

JACOB

How in heaven's name can you boys put something like that in your bodies? You've no idea what you're eating.

ANDREWS

I'm eating sausage.

JACOB

And what's that? You don't know what they put in there.

ANDREWS

Don't know all what they put in bread, but I eat it.

KNIGHT

Don't know all what they put in beer, but I drink it.

ANDREWS

Sure could use a beer right now. Betcha don't drink spirits, do you Jacob?

He takes another bite of sausage.

ANDREWS

Boy, these are tasty.

He smacks his lips for Jacob's benefit.

There are now just two left on the plate.

KNIGHT

(to Jacob)

Here, try this little one.

He picks it up, holds it under Jacob's nose.

Poor Jacob can stand it no longer. He gingerly grasps the sausage, takes a tiny tentative bite. A second bite. Then in a single gulp, scarfs down the rest.

One sausage remains.

JACOB

Er, either of you gentlemen
gonna eat that last one?

EXT. KINGSTON STATION

Vengeance hurtles north. She pulls a huge coal-tender, and a troop train of three cars packed with CONFEDERATE SOLDIERS, bristling with rifles. And she is really moving, her three engines creating a terrific roar!

INT. VENGEANCE CAB

The engineer, Murphy, no worse for wear, at the controls; Fuller; General Beaumont; fireman, his lip cut, but otherwise unhurt.

The town of Kingston whizzes by.

ENGINEER

They've got almost two hours
lead. They'll make the Union
line by nightfall.

Fuller appears to do a quick calculation in his head, checks his watch.

FULLER

We'll should be overtaking
them long before that.
(a tight smile)
I expect they'll be stopping
along the way. Maybe take a
little time out to make some
more mischief.

General Beaumont shakes his head.

GENERAL BEAUMONT

They'd never chance it.

Fuller sniffs.

FULLER

Sure they would. Those boys
think they're settin' on
the fastest moving object on
earth. Out-run any horse.
Out-distance any train.

He laughs, derisively.

FULLER

Poor William.

GENERAL BEAUMONT

William?

FULLER

Colonel William Knight. The
Yankees' engineer. An old --
classmate of mine.

(a sardonic chuckle)

He's always come in second.

EXT. THE DEVIL TRAIN

rolls forward a bit, then stops at the

EXT. YELLOW WATER TANK

Knight pops over to their coaler, toting a shovel and basket.

KNIGHT

Gotta move some coal. You
boys give her boilers a drink.

While Knight shovels coal, then carries it from the coaler to the locomotive, Andrews and Jacob climb to the top of the cab. They lower the water tank's discharge pipe over the Devil Train's twin boilers.

Water splashes out invitingly.

Andrews and Jacob look at each other for a moment, then strip off their clothes. The boilers quickly fill to overflow, and the two men treat themselves to a shower, washing off the sweat and coal dust.

Andrews glimpses Jacob unselfconsciously rinsing the grime off the stumps of his two missing fingers.

ANDREWS

Dynamite blast?

JACOB

Five card stud.

Andrews looks at him.

JACOB

This dealer took offense at
mah winning ways. Shot the
cards right out of mah hands.

INT. WATER TANK TENDER'S COTTAGE

Across and fifty yards down the track, a bright-eyed YOUNG WOMAN peeps from behind a lace curtain, mesmerized by the two naked men.

EXT. VENGEANCE

Racing northwards.

EXT. YELLOW WATER TANK

Jacob looks across the track towards the tank-tender's cottage. Catches the curtain moving, then glimpses a woman's lovely face.

INT. COTTAGE

The young woman sees that she's been spotted. Slips demurely back behind the curtain for a moment. Then tugs it aside and gazes openly at Jacob's splendid physique. Smiles.

It's a long time between trains.

EXT. WATER TANK

Jacob hurriedly throws on his trousers. Starts to saunter across the tracks towards the cottage. Behind him, Andrews dresses, hollers at Jacob's receding figure.

ANDREWS

Jacob -- where the hell ya goin'? We gotta get movin'!

JACOB

Be right there, Captain.

EXT. RURAL RAILWAY

Vengeance speeds through the countryside.

EXT. COTTAGE

As Jacob mounts the porch steps, the young woman comes out with a tray, a pitcher of buttermilk and three glasses.

YOUNG WOMAN

Afternoon, sir.

JACOB

Ma'am.

YOUNG WOMAN

Ah thought perhaps you and
your companions could use
some cool refreshments.
So hot along these tracks.
Sometimes one could just
perish.

EXT. RURAL RAILWAY

Vengeance, drawing closer.

INT. COTTAGE PORCH

Jacob ravishes his glass of buttermilk as his eyes ravish his
hostess. The chemistry between them is immediate and intense.

YOUNG WOMAN

Sittin' on that powerful
thing -- how excitin'!
Where y'all going with
that awesome engine -- if
it's not a military secret?

JACOB

We're delivering her --
north. Afraid that's all
I'm at liberty to say.

Jacob finishes the glass. She pours him another. Her face is
flushed, bosom heaving.

YOUNG WOMAN

Please, allow me to give you
a bit more.

(Smiles)

Ah have more milk than Ah
know what to do with.

Jacob nods, smiles back appreciatively.

JACOB

Thank you, ma'am. We'd nothing
to drink -- and no vittles --
all day. 'Cept a couple of
sausages.

YOUNG WOMAN

Sausages?

(she hesitates)

Y'all didn't acquire them from
that old gentleman just down
the track, did you?

JACOB

Uh, why yes, ma'am. We did.

The woman looks down at her feet, reluctant to discuss it further.

JACOB

Something the matter?

YOUNG WOMAN

Well suh, I don't know, but --
ever since that lil'ole
sausage maker's come to town,
all the cats 'round these
parts have disappeared.

EXT. WATER TANK

Andrews squints impatiently over at the cottage -- Jacob seems to be looking intently over the porch rail.

ANDREWS

We should get goin'! What
in hell's he doing?

INT. COTTAGE PORCH

What Jacob's doing is throwing up.

INT. VENGEANCE'S CAB

The fireman thrusts shovelfuls of coal into its huge, crackling fire-box.

INT. COTTAGE PORCH

Jacob and the young woman, now joined by Andrews and Knight.

Jacob sits limply in a white wicker chair, staring straight ahead. The woman is about to pour glasses for the new arrivals.

ANDREWS

Most gracious of you, miss.
But we've a schedule to keep.

He and Knight hustle Jacob to his feet, each supporting a shoulder.

KNIGHT

Very sensitive stomach.

They head for the porch steps.

ANDREWS

He knows better than to
drink cold liquids on a
hot day.

INT. DEVIL TRAIN CAB

The raiders are on their way again. Jacob has revived. The single set of rails ahead of them is straight for miles. The men exchange confident, congratulatory glances.

INT. VENGEANCE CAB

The fireman keeps shoveling coal like a man possessed.

Fuller glances at a pressure gauge as it flirts with the red zone. He looks away. Says nothing.

EXT. COUNTRYSIDE

The Devil Train steams through acre upon acre of lush farmland, passes a white columned plantation house, then runs alongside vast fields of cotton.

Families of blacks, seemingly content, prune and weed.

Children wave.

INT. DEVIL TRAIN CAB

The men wave back.

And then --

Knight stiffens as he spots the unmistakable plume of a steam engine dead ahead, then the approaching locomotive itself -- pulling a passenger train -- and coming straight at them on their shared track.

KNIGHT

immediately throttles down, hits the brakes, sounds the WHISTLE.

ANDREWS AND JACOB

rush forward and gape at the oncoming southbound

INT. PASSENGER TRAIN CAB

Its ENGINEER too is throttling back, braking. He turns to his FIREMAN.

PASSENGER TRAIN ENGINEER

What are they doing here?
Shouldn't be down this
way for another hour.

He answers the Devil Train's whistle with his own.

EXT. DEVIL TRAIN

Knight brings them to a controlled stop.

EXT. RAILWAY

The passenger train has slowed to a crawl, approaches, stops nose to nose with the Devil Train. Heads of passengers pop out windows. There are a few confederate soldiers aboard.

Its engineer waves, shouts --

PASSENGER TRAIN ENGINEER
You fellas are early.

Knight shrugs, hollers back.

KNIGHT
Say, didn't we pass a siding --
by the water tower about three
miles back?

PASSENGER TRAIN ENGINEER
Yep. That's the closest one.

Knight puts Devil Train in reverse. Begins heading back the way they came, the passenger train following, still practically nose to nose.

EXT. YELLOW WATER TANK

They grind to a halt about where Devil Train had been only minutes before.

EXT. VENGEANCE

Bearing down in a roar of metal rolling against metal.

INT. VENGEANCE CAB

Fuller glances at his pocket watch, shouts at Beaumont.

FULLER
Eyes peeled. We should spot
their smoke any time now!

EXT. YELLOW WATER TANK

Devil Train and passenger locomotive idling.

Andrews and Jacob climb down. Together they throw a switch that allows diversion to a siding.

Knight backs the Devil Train onto the siding, clearing the through track for the passenger train to pass.

Andrews and Jacob push the switch back.

The passenger train rolls by. Its engineer waves his thanks as they continue southward.

A third throw of the switch and the Devil Train starts lumbering forward again, back on the through track, and heading north once more.

Andrews and Jacob trot alongside, scramble aboard.

INT. PASSENGER TRAIN CAB

The engineer gets his first glimpse of Vengeance about a mile distant, barreling towards them on their shared single track.

PASSENGER ENGINEER
What in hell's that?!

He slams on the brakes.

INT. VENGEANCE

Fuller is less than pleased to see the passenger train ahead. Angrily toots the WHISTLE. His engineer throttles back, stands on the brakes as the two locomotives approach each other.

EXT. RAILWAY

Vengeance and the passenger train idle nose to nose, Fuller's creation dwarfing the conventional locomotive.

Heads pop out windows of the passenger cars.

The engineer of the passenger train drops down from his cab, strides up to Vengeance for a better look. Shakes his head in wonderment as he approaches.

PASSENGER TRAIN ENGINEER
My -- gosh!

FULLER
We're in a hurry.

PASSENGER TRAIN ENGINEER
Yes, sir. There's a spur about a half mile behind you. We can slip past you there...

FULLER
We're not backing up. You are.

PASSENGER TRAIN ENGINEER
Pardon?

Fuller thrusts his hand northwards.

FULLER
I want you to back up till
we get to a spur. Get on
it and out of our way.

PASSENGER TRAIN ENGINEER
But -- but that's not for
twenty miles!

Fuller's response is to nudge his engineer aside and slowly open the throttle. He brings Vengeance' nose up against the passenger train locomotive and presses forward.

INT. PASSENGER CAR

PASSENGERS feel a jolt as Vengeance connects and begins forcing the entire passenger train back.

EXT. RAILWAY

PASSENGER TRAIN ENGINEER
Holy cow!

He gets the message, turns, hurries to climb back into his cab as it slowly rolls backwards.

He throttles into reverse. Doesn't much matter. Vengeance is in control.

EXT. DEVIL TRAIN

Approaching

EXT. KAISERVILLE PRISONER OF WAR CAMP

Knight cuts their speed to a crawl.

Listless, haggard Union prisoners gather along the high, barbed wire fence that encircles the camp. Stare with hollow eyes as the Devil Train creeps past.

Just ahead, a rusty side track diverts off the main rail, runs under the padlocked gate and on through the center of the camp, then beneath a back gate to connect full circle with the through line.

Andrews and the little, 15-year-old drummer boy, CLEM, eye each other. The boy works a soap carving.

Andrews gives him a furtive salute. With his carving, the boy gives one back.

Devil Train slowly passes between a water tower that stands on the camp side of the track, and on the far side, a switch that would divert them onto the spur looping through the stockade.

The three men look at the switch, then at each other -- with exactly the same idea.

Knight applies the brakes. The locomotive chugs to a halt. Knight puts her into reverse, runs her back to the water tower. Stops.

Jacob and Andrews scramble to lower the water tank's discharge pipe over the Devil Train's boilers. Then they climb down, stroll casually around the front of the train. Now hidden from the view of the camp guards by the locomotive itself, they throw the diversionary switch.

The spur that loops through the prison camp is now connected to the main track.

EXT. PRISON YARD

A bored GUARD sits on a wooden barrel, smoking a cheroot as he watches the Devil Train taking on water.

Joined by a SECOND GUARD.

SECOND GUARD

That monster drinks more
than our commandant.

FIRST GUARD

More water, anyway.

He yawns.

DEVIL TRAIN

Andrews and Jacob heave themselves back up into the cab as Knight opens the throttle. The locomotive lumbers towards the camp. Switches to the spur looping through

THE STOCKADE

Picking up speed, it crashes through the compound gate and pulls it down, dragging with it whole sections of the perimeter barbed wire fencing, posts and all.

The entire fence around the stockade now peels away, taking along a wooden guard tower; it topples majestically to the ground.

PRISONERS

scatter, scramble over the collapsed fencing. Dash in every direction for the surrounding fields and woods.

STARTLED GUARDS

pour out of their barracks, take off after them, firing rifles.

PRISONERS

stagger, fall.

LITTLE CLEM

sprints across the yard, a FAT GUARD right behind him, and gaining.

The boy, legs pumping like pistons, cuts sharply and runs straight for the tracks as the Devil Train approaches.

Andrews reaches down, scoops him up just as the fat guard lunges for him. The guard tackles air, stumbles, falls, cursing to himself.

INT. DEVIL TRAIN

Two athletic guards hoist themselves into the cab, seething with anger. One throws himself on Jacob, the second goes for Knight, grabbing his neck from behind.

Andrews pulls the first off Jacob by his hair. Throws him out of the cab, then grabs the coal shovel and liberates Knight with a whack to the second guard's head. He too goes flying out to join his comrade on the stockade ground.

Two more Confederates pile in from opposite sides, charging Andrews from both directions. He takes a quick step back, flings his attackers together, mashing their faces against one another, then tosses them overboard like two rag dolls.

Just as --

One last, very determined guard, running alongside, manages to get a grip on the Devil Train's side rail. Starts pulling himself up.

Jacob grabs the shovel, slams the man's fingers. With a yowl, the guard lets go and is left behind, sprawling in the dust.

EXT. DEVIL TRAIN

has come complete circle, reconnects with the main line and, picking up more speed, continues north.

BEHIND HER

guards continue to chase prisoners, shoot a few more, capture others. But most are getting away.

INT. DEVIL TRAIN

Speeding along.

Andrews leans out of the cab and shoots telegraph wires from their poles. Notes little Clem watching him closely.

ANDREWS

Wanna try?

The boy nods.

Andrews reloads, puts the rifle in Clem's hands.

Clem leans out, takes aim, fires, misses. Takes a second shot. Bulls eye.

ANDREWS

Hey, that's pretty darn good!
Army learn you to shoot?

Clem shakes his head.

CLEM

My Pa.

ANDREWS

Your Pa.
(Eyes clouding over)
I had a son.

FLASH CUT TO:

EXT. A FIELD OF WILDFLOWERS - DAY

A beaming Andrews and his WIFE crouch down, facing each other about ten feet apart. His wife steadies their 2-YEAR-

OLD SON and sends him toddling towards his father's outstretched arms.

CUT TO:

INT. DEVIL TRAIN

Andrews, Clem.

ANDREWS

Too small to handle a rifle.

EXT. PRISONER OF WAR CAMP

Still in chaos.

Vengeance approaches.

The switch remains open and

VENGEANCE

is shunted through the wrecked prison yard.

Fuller and General Beaumont exchange a look of comprehension.

The engineer shouts down to a GUARD.

ENGINEER

When did this happen?

GUARD

'Bout twenty minutes ago.

Fuller turns to Beaumont.

FULLER

"Twenty minutes." They should be starting up the Shenandoah Incline. Even The Devil's going to lose speed there.

(chortles)

We got 'em, General!

EXT. SHENANDOAH INCLINE

A long, slow, gradual rise through rolling hills.

EXT. DEVIL TRAIN

Slowing noticeably as she starts climbing.

INT. DEVIL TRAIN CAB

The trio are brought up sharply as a single bullet ricochets around them. Then another.

The men turn, look back and see

EXT. VENGEANCE

about a quarter mile behind. A SHARPSHOOTER perched on the tracksweep is taking potshots at them.

INT. DEVIL TRAIN

ANDREWS

What in blazes is that?!

EXT. SHENANDOAH INCLINE

VENGEANCE

Starts her climb. Even pulling a coal-tender and a troop train, she doesn't lose speed.

DEVIL TRAIN

KNIGHT

Whatever it is, it's fast!

JACOB

Look at that damn thing! It's faster than God!

Vengeance closes in.

ANDREWS

Jacob, how long would it take you to blow up our coaler?

JACOB

'Bout a minute. Less, if you're in a big rush...

KNIGHT

Hey -- we're gonna need that coal to get home...

ANDREWS

If they catch up with us, we're not goin' anywhere. Clem, give us a hand.

Andrews, Jacob and the boy jump into the coal-tender. Andrews frantically shovels and Clem tosses coal over into the basket at the back of the locomotive while Jacob sets a dynamite charge.

Vengeance is now less than five hundred yards behind them.

Bullets fly. No more time.

Jacob lights a fuse. Scrambles back onto the locomotive. Andrews tosses Clem to him like a basketball, then reaches down, starts working the coaler's coupling.

It snaps open.

The gap between locomotive and coaler widens rapidly as the coaler loses momentum -- one foot, two feet. Andrews had better jump now.

Andrews stands, leaps the gap over to the locomotive, almost falling into Jacob's arms.

ABOARD VENGEANCE

the Confederates watch helplessly as the Devil Train's coaler rolls toward them.

FULLER

Shit!

Futilely, Engineer hits Vengeance' brakes. The sharpshooter out on the track sweeper scrambles back towards the cab.

THE COALER

has almost reached

VENGEANCE

The men on board cringe, brace themselves. And then --

THE COALER

explodes, shooting flaming chunks of coal everywhere like rockets. What's left of it slams up against Vengeance in a choking cloud of sparks and smoke.

DEVIL TRAIN

Reaches the top of the incline. Then starts down again, quickly gathering speed, leaving

VENGEANCE

behind at a dead stop, pocked with smoking debris.

Fuller, soldiers jump down, pry wreckage of the coal tender out from under.

Agitated, Fuller shoves the soldiers aside. Slides himself face up underneath his creation.

After a moment he crawls back out. Stands, his face streaked with soot.

FULLER

We were lucky.

(To engineer)

Let's go. I want to be there when those sons-of-bitches run out of coal.

EXT. RAILWAY

Running alongside a river.

DEVIL TRAIN

Approaches, slows, stops at a

GREEN WATER TOWER

Jacob and Clem quickly maneuver the water tank's discharge pipe over Devil Train's boilers.

Andrews and Knight drop down to the tracks. Crowbars in hand, they trot behind the locomotive. Pry up a section of rail. Roll it down an embankment into the river. They return, climb back into

THE CAB

as Jacob and the boy top off the boilers. Jacob pulls away the discharge pipe, but rather than hoisting it back up, lets water continue to drain onto the ground.

JACOB

I'm gonna let it all out.
That thing behind us must
use an awful lot of water.

Knight shakes his head, points to the river.

KNIGHT

They can get all they need.

(To Clem)

How much soap you got on you, boy?

Clem empties his pockets -- pants, jacket, shirt -- then a couple of pockets inside his jacket. Bars of soap and soap carvings tumble out. He dumps a last chunk from inside his cap.

JACOB

I'll be. You figuring on
openin' up a laundry?

Where'd you get all that?

CLEM

Stole it.

ANDREWS

Stole it? Didn't your Pa learn
you that stealing's a sin?

CLEM

Yup. 'Cept stealing from
rebs don't count.

KNIGHT

Well if you stole it from
rebs, the right thing to do
is give it back to them.

He nods at the water tank.

TIME CUT:

GREEN WATER TOWER

Vengeance approaches, slows.

Fuller scans the empty track ahead -- and spots the missing rails.

FULLER

Stop! Stop!

The engineer brings Vengeance to a halt.

Fuller pulls a lever, and two shiny new sections of rail shoot out, one from each side of the locomotive.

Fuller drops from the cab to the ground. Under his direction, a half dozen soldiers pour from a troop car,

hoist the rails forward. Quickly lock them in place in seconds, using spikes and hammers.

FULLER

(ad lib)

You -- we need another spike.
Right there. (Etc.)

The engineer maneuvers Vengeance under the water tank's drainage pipe. Two soldiers unload water into Vengeance's boilers.

EXT. DEVIL TRAIN

Nearing a high railroad trestle bridging the river valley.

EXT. GREEN WATER TOWER

Vengeance pulls away.

EXT. OPEN RAILWAY

Vengeance has barely reached cruising speed when a few bubbles, then masses of foam erupt from the engine's boilers. Pour out the funnels.

Vengeance's mighty engines jerk, cough. The entire locomotive shudders violently.

FULLER

Son-of-a--!

(To Engineer)

Stop, Murphy! Stop!

EXT. RAILROAD TRESTLE

FIVE CONFEDERATE SOLDIERS

stand by the guard shack at the far (north) anchorage.

DEVIL TRAIN

Approaches the south anchorage, slows, stops.

THE FIVE GUARDS

are delighted to see their notorious locomotive. One points.
ABOARD THE DEVIL TRAIN

The three men and Clem look down at the deep gorge beneath them. Scope out the guards at the trestle's north end.

THE GUARDS

stare back at them across the length of the trestle, then glance at each other -- why has the train stopped?

EXT. VENGEANCE

A seething Fuller has soapy water draining out of his boilers. A bucket brigade hauls a fresh supply in from the river running alongside.

EXT. RAILROAD TRESTLE

Jacob, drops from the locomotive, lugging the satchel of explosives. Begins to make his way down beneath the trestle's track.

One enterprising guard meanders across for a better look. Approaches the Devil Train. Sees Jacob climbing down amongst the trestle's support beams.

Andrews attempts to distract him with a crisp salute.

The guard salutes back. Friendly but nose.

GUARD

What's he doin' down there?

ANDREWS

Gotta be sure this old bridge
can carry our weight.

The guard moves closer.

GUARD

Ain't heard of any prob--hey!

He spots the stick of dynamite in Jacob's hand. Then he sees the business end of Andrews rifle pointed at his nose.

ANDREWS

Put down your rifle.

Reluctantly the guard starts to comply. Changes his mind, turns tail and dashes back towards the guard house.

Andrews hesitates. Fires once. Drops the guard.

The four remaining guards are stunned for a moment, then start firing back.

BENEATH THE TRACK

Jacob ignores the bullets ricocheting around him, and prepares his explosive charges in a methodical, almost leisurely fashion. He straps down three sticks, the last of their dynamite, one on each of the principal supports of the trestle's southern attachment. Connects them to a single long fuse.

He strikes a match.

UP ON THE TRESTLE

Andrews exchanges shots with the four Confederates. Drops a second one. The remaining three rush to take cover in the guard house.

Jacob scrambles out from under, rejoins Knight and Clem back on the train, just as Andrews too hoists himself aboard.

BENEATH THE TRESTLE TRACK

The fuse sputters and smokes towards the dynamite.

ON BOARD THE DEVIL TRAIN

Knight throttles up. The locomotive slowly rolls forward into the confederate gun fire, while

BENEATH THEM

the fuse burns its way along.

DEVIL TRAIN

Bullets flying everywhere, bouncing off metal.

One round lodges between an external axle and the wheel. An ear-piercing SCRAPING NOISE as the wheel's motion jams the bullet in tighter. Tighter.

Now the wheel won't turn at all.

Devil Train's powerful engine struggles and strains, but the locomotive is stuck mid-trestle.

KNIGHT

Christ -- they've hit something!

He throttles back.

JACOB

Losing pressure?

KNIGHT

Pressure's okay. Check --
check the wheels!

Andrews and Jacob again jump down, search for, find the jammed bullet.

Jacob pulls out a pocket knife, tries prying the round loose as others PING around them.

Andrews returns the guards' fire.

Jacob's knife blade snaps.

JACOB

Shit! Clem -- toss that
crowbar!

Hurriedly, Clem does.

Jacob rams the crowbar behind the errant lead ball, struggles to work it loose.

The confederates, seeing both Andrews and Jacob out in the open, dart from the guard house for a clean shot. Fire simultaneously with Andrews.

One of their bullets grazes Andrews' shoulder, but Andrews' shot slams into a guard's chest, flinging him back into the guard house.

Andrews must reload. He breaks open his rifle, shoulder wound slowing him down. Drops in shells.

The two remaining guards see their chance. Raise their rifles. Aim with care.

TWO SHOTS ring out.

The first round finds the fourth guard's head. The second shatters the last guard's pelvis -- he staggers backwards off the trestle. Falls hundreds of feet to the river below.

Andrews whirls around. Clem stands behind him up in the cab, Knight's smoking rifle in his hands. Their eyes connect for one intense moment.

ANDREWS

(beat)

Some shootin', son. One day,
I gotta thank your Pa.

Jacob throws all his weight on the crowbar. The bullet pops free.

BENEATH THE SOUTH ANCHORAGE

The fuse splits into three branches, each burning towards its own stick of dynamite. But the middle fuse is feeble. Starts sputtering out.

DEVIL TRAIN

Knight throttles the locomotive forward again as Andrews and Jacob scramble back aboard. It reaches the end of the trestle just as --

Explosions rock the south anchorage -- ONE, TWO, in rapid succession, Jacob counting -- but not a third.

Devil Train is safely off the trestle and around a bend.

BEHIND THEM

The trestle sways ominously as the smoke clears -- but still holds together.

EXT. SOUTH ANCHORAGE

MOMENTS LATER

Vengeance approaches slowly, stops. Fuller and General Beaumont climb down. They first see the guards lying on the tracks --

GENERAL BEAUMONT

Damn!

Then Fuller spots a slight depression in the tracks above where Jacob had set off his blast.

FULLER

Something's not right.

With a raised hand he signals the engineer not to follow. Starts across the track on foot.

The trestle at first seems solid enough, but as Fuller peers down between two railroad ties he spots two shattered beams and the third, unexploded charge.

FULLER

Good God!

He scrambles below to assess the damage.

The engineer disembarks, follows after Fuller, stares dispiritedly at the splintered wood.

BENEATH THE TRESTLE

Fuller studies the remaining supports, eyes clouding over as he does a quick calculation in his head. Nods to himself.

ABOVE

SEVERAL OFFICERS exit the troop cars and wander over. Join Beaumont, who calls down to Fuller.

BEAUMONT

Can't we replace them?

FULLER

Sure -- in maybe half a day.

He starts climbing back up.

FULLER

Let's get everybody off the train, General. Have the men cross on foot. We've gotta leave the troop cars behind. The trestle can't take the weight.

BEAUMONT

And how are we going to get my men...?

FULLER

We can take some in the coaler, pack a few more on the locomotive. Have to leave the rest. Or they can walk.

BEAUMONT

Walk?

FULLER

I won't risk my locomotive.

Beaumont flushes with suppressed rage.

BEAUMONT

I've had just about enough of what you will or won't do. Those troop cars are coming with us. I got orders to deliver these men to Stonewall, all of them, and all of them is what he's gonna get.

FULLER

General, this engine alone is over six tons...!

BEAUMONT

I'll have them walk across the bridge, but you're gonna move those troop cars over. And then my men are getting right back on board.

FULLER

This trestle won't...

BEAUMONT

That is an order, Colonel!

He turns to a subordinate.

BEAUMONT

Major, have the troops cross on foot.

MAJOR

Sir!

The major salutes, walks back along the train, shouting orders.

MAJOR

(ad lib)

All right, let's empty out these cars. We're going to march across. Etc.

The men pour out, form up, start across. Medics collect the lifeless bodies of the guards.

Fuller and the engineer, jaws set, re-board

VENGEANCE

Beaumont starts climbing up behind them.

The trestle twitches once and GROANS malevolently.

BEAUMONT

I'd, er, better stay with my
men.

He steps down.

FULLER

Yes, General. By all means.
(To engineer)
Murphy, I can handle her.

MURPHY

Beg pardon, Colonel Fuller,
but not even you can see
what's going on behind you.

Fuller hesitates, then nods. Murphy will stay on board.

Fuller grabs the throttle, opens it just a bit.

Murphy climbs up to the locomotive's roof, then leaps to the top
of the coal-tender. Makes his way back along the roof of the
first troop car.

Vengeance creeps toward the trestle.

BEAUMONT AND HIS MEN

observe intently from the safety of the north anchorage. As

VENGEANCE INCHES ACROSS

Murphy peers over and looks

DOWN BELOW

The remaining supports CREAK ominously under Vengeance's
stupendous weight -- but hold.

EXT. TRESTLE

The locomotive is past the damage now. The coal-tender follows.
So far, so good.

The empty troop cars reach the beginning of the trestle track
and start across. Murphy makes his way to the end of the last
car.

More CREAKS and GROANS from underneath.

The weight of the entire train -- Vengeance, coaler, and three troop cars -- is now on the trestle, the locomotive but twenty feet from the safety of the north anchorage.

Fifteen feet.

Ten.

And then --

Murphy sees it first. Standing on the roof of the last car, he watches impotently as the remaining principal support beam for the south anchorage buckles. The track segment above sinks.

Vengeance is now, in effect, pulling its load uphill. But still inching forward. And then --

A resonant CRACK like a rifle shot -- and the main support beam breaks. Then, one by one, the smaller cross-beams SNAP like pretzels.

The track itself momentarily holds together, but the entire south anchorage sags heavily, turning the three troop cars above into dead weight -- an impossible challenge even for Vengeance's mighty engines.

More CRACKING SOUNDS as the trestle's southern end enters its final moments.

The locomotive and coal-tender have made it to solid ground, but as the trestle behind drops away, the troop cars to which they remain coupled must fall as well, inevitably pulling Vengeance back with them, down to the river below.

VENGEANCE spins its wheels, trying futilely to drag the troop cars with it to safety.

Murphy turns and scrambles forward to the first of the troop cars. Drops down to the coupling. He manages to release the troop cars from the coal-tender, just as --

the last supports at the southern end of the trestle collapse. The entire anchorage gives way.

The three troops cars roll backwards, slide off the rails and crash into

THE RIVER BED BELOW

taking Murphy with them.

CUT TO:

EXT. OOSTENAULA STATION

Deserted.

Devil Train chugs past.

ANDREWS

Maybe another thirty miles --
we should be on the Union side.

Knight looks down at their dwindling pile of coal.

KNIGHT

Not sure our coal will last
thirty miles.

JACOB

Anything else we can burn, suh?
Wood --?

KNIGHT

Nowhere near hot enough.

Again he takes measure of their coal supply. Shakes his head.

KNIGHT

Goin' to be close.

Andrews sees Clem's worried face.

ANDREWS

Don't worry, son. I won't
let them get you again.

EXT. VENGEANCE

Flying down the tracks, Fuller at the controls, a tense Beaumont standing next to him. Soldiers are perched everywhere -- on top of the locomotive, hanging off the sides, standing on its track-sweeper, packed in the coal-tender. She hurtles past the

OOSTENAULA STATION

racing along ever faster, now unencumbered by troop cars.
Approaching

EXT. ARSENAL

A huge, windowless, brick building, signed "OOSTENAULA ARMORY."

BEAUMONT
We're stopping here.

FULLER
What? The hell are you
talking about?

They shoot past it.

BEAUMONT
You're so concerned with this
damn engine, those Yankees
are gettin' away. Now run us
back to that armory!

FULLER
We've almost caught up. I'm
not stopping...

Beaumont draws his pistol.

BEAUMONT
This time we're not just
"catching up." I'm gonna
finish those saboteurs
once and for all. Now stop
this goddamn thing, Colonel!

CUT TO:

EXT. RAILWAY

THE DEVIL TRAIN

is completing a

LONG SLOW CURVE

just as

VENGEANCE

appears about an eighth of a mile behind. Begins the curve. Vengeance now pulls an open flatbed carrying "Big Bertha," an enormous German railroad gun, and four artillery men with General Beaumont in personal command. Big Bertha is pointed

almost broadside at the Devil Train.

Beaumont lowers his sword. Bertha fires. Fuller winces as if the cannon were aimed at him.

DEVIL TRAIN

Something huge whizzes past the locomotive's nose and sends trees crashing down along the track.

BEAUMONT'S MEN

reload.

THE DEVIL TRAIN CREW

gape helplessly at disaster closing in on them.

EXT. ARTILLERY PLATFORM

Again Beaumont lowers his sword. Bertha vomits fire and smoke, and hurls a second shell that almost hits its mark -- just a little high, it clips one of the Devil's steam funnels as it whizzes overhead, knocking it askew.

The Confederates reload, just as the Devil Train reaches

A TUNNEL

and disappears inside.

IMMEDIATELY BEHIND THEM

Fuller throttles Vengeance back, hits the brake. The massive locomotive screeches to a ragged stop at the tunnel entrance.

Beaumont angrily drops off the artillery car, rushes forward to confront Fuller.

BEAUMONT

Nobody gave you any orders
to halt!

FULLER

Well then, General, you tell
me what's waiting for us in
there. They could dynamite
that whole damn tunnel right
down on top of us.

INT. TUNNEL

The Devil Train idles near the far end.

Knight climbs atop the locomotive's cab to check his mangled funnel. Andrews and Jacob keep a wary eye on Vengeance, glowering at them from the tunnel entrance.

Andrews calls up to Knight.

ANDREWS

You're right. Don't look like they're coming in.

KNIGHT

No. Not till Fuller's sure. He'd never do anything to jeopardize that engine. It's like his own flesh and blood. Hand me the wrench, will ya?

Andrews complies.

ANDREWS

Seems you know him pretty well.

KNIGHT

Oh yeah. Classmates at West Point. A hard man even then. First in his class. Could never stand second best. In anything.

Knight grunts as he tightens a fitting.

KNIGHT

Then when war came, he resigned his commission. Joined the Rebs.

(matter of fact)

And took off with the woman who was gonna marry me.

JACOB

He took --?! Son-of-a-bitch! Why'd she go?

KNIGHT

Old Savannah family. Strong confederate ties, ya see. Like Fuller.

He climbs down.

KNIGHT

And she always said I had
no sense of humor.

He pulls himself back into the cab.

KNIGHT

Funnel took a beating. We
got a new leak somewhere.
Not much I can do about it.

EXT. TUNNEL ENTRANCE

A dozen Confederate soldiers advance cautiously into the tunnel,
rifles held stiffly out in front of them.

INT. TUNNEL

Soldiers silhouetted against the tunnel entrance.

Andrews and Jacob slip a rail they've pried loose back in place
-- minus its rivets.

Andrews' rifle is at his feet. He glances back at the
silhouettes of the approaching men -- like targets in a shooting
gallery.

ANDREWS

Stupid, stupid.

He shakes his head, picks up his rifle. Opens fire. One, two,
then a third silhouette falls.

Andrews' rifle CLICKS. He fingers his cartridge belt. Empty.
He looks at Jacob.

JACOB

I'm out too.

EXT. TUNNEL ENTRANCE

The surviving soldiers flatten themselves against the tunnel
wall. Continue creeping in.

INT. TUNNEL

ANDREWS

All right. We gotta go. Where's
the boy?

RIFLE FIRE -- shells WHIZ AND WHINE all around them in the dim
light.

ANDREWS

Clem?

Aboard the cab, Knight throttles up. Bullets, thick as fleas, ricochet off metal.

ANDREWS

Clem?!

JACOB

Hey, boy.

ANDREWS

Clem, where the hell are you?

Clem rushes up with chunks of coal in his hands, pockets stuffed.

CLEM

Look!

He hoists Clem aboard, jumps on as the Devil train starts rolling forward. Bullets flying everywhere.

ANDREWS

You did real good, son.

The Devil Train exits the tunnel. Several soldiers go through the motions of chasing after them, fire a few parting shots.

TUNNEL ENTRANCE

Two soldiers with lanterns, Beaumont, cautiously lead Vengeance, Fuller at the controls, into

THE TUNNEL

All four men search the darkness ahead, looking for signs of sabotage.

So far, nothing.

Vengeance creeps along behind them. The tracks ahead appear undamaged.

Beaumont's out of patience, shouts up to Fuller.

BEAUMONT

Nothing here. You've let them get away again!

Fuller ignores him as his eyes peer ahead to the limits of the lantern light.

Vengeance is halfway through the tunnel when Fuller backs off the throttle, hits the brake. Inertia carries the engine forward several yards before she squeals to a stop.

Fuller points to the tracks just ahead of him.

FULLER

There!

Beaumont, the lantern men look. See nothing. The soldiers squat, inspect the rails carefully. Still see nothing. They turn back to Fuller, shaking their heads.

Exasperated, Fuller springs from the cab, rushes over, presses his boot against the offending rail. It slides off the bed. He turns to the nearest soldier.

FULLER

The spikes -- they've pulled the spikes! Something wrong with your eyes?

He nods toward Vengeance.

FULLER

I've got a pailful by the fire-box.

He points further down the tunnel.

FULLER

Now kick each and every rail.

EXT. ABANDONED COAL MINE -- DAY

LATE AFTERNOON

Devil Train, laboring at half speed now, approaches a played out, dilapidated coal mine lying immediately to the west of the tracks.

A worried Clem passes Knight a piece of coal.

CLEM

Last one, sir.

Knight hands it back.

KNIGHT

You're our fireman. Feed it in.

Clem tosses it into the fuel box.

Andrews squints westward into the low-lying sun.

ANDREWS

Hey! Look!

He points to the mine entrance as they chug past.

ANDREWS

That spur goes right through
the mine. On out the other
side. There's gotta be some
coal left in there.

He prepares to jump off.

ANDREWS

(to Knight)

Colonel -- run her back.

Andrews jumps from the slowing train. Sprints to a switch.
Falls on it with all his weight. Jammed with rust, it doesn't
budge.

EXT. OPEN TRACK

Vengeance, out the tunnel and on its way again. Gaining speed.

COAL MINE ENTRANCE

The Devil sits idling, Knight waiting at the controls.

Nearby, Jacob and Clem join Andrew's attempt to loosen the
switch.

JACOB

Doubt this
(grunt)
thing's budged
(grunt)
in ten years.

A METALLIC CLANG, and the switch jerks into position. Andrews
signals Knight.

Knight applies the throttle. The Devil Train rolls forward,
crosses the switching point, and diverts off the main track and
into the mine.

EXT. OPEN TRACK

Vengeance hurtles forward.

Inside the cab, Fuller grips the throttle, Beaumont, fireman by his side. All eyes fix on the straight track ahead.

Late afternoon sunlight bounces off the gleaming rail as far as the horizon.

And then --

About a quarter mile ahead, Fuller spots a break in the reflection -- a segment of track is gone. His jaw drops, eyes widen. It's less than 45 seconds to a train wreck.

Fuller slams on the brake as the gap rushes up to them.

Twenty seconds...

Thirty seconds...

Approaching more slowly now, but the outcome too close to call. The three men, white-knuckled, stare at disaster just ahead.

Until -- Vengeance finally lumbers to a halt, inches from derailment.

Huge sighs of relief. Fuller wipes his brow, scrambles down from the cab, Beaumont following.

A good 20 feet of track has been yanked out. And no sign of the missing rails.

FULLER

General, I'll need about a dozen men. We'll pull up track behind us, replace it in front. Meanwhile, send a rider into town. Pick up a fast horse and he just might get to the next telegraph office ahead of those sons-of-bitches.

EXT. COAL MINE

The Devil Train stands empty, idling, as the three men and Clem scurry about looking for and occasionally finding the odd chunk of coal.

Andrews points to the main shaft a few dozen yards to the west.

ANDREWS

Let's try down there.

Andrews and Jacob hurry over to

THE MINE SHAFT

Andrews spots, grabs an old bucket and what's left of two candles, then clambers down a ladder into the darkness, Jacob following.

JACOB

How deep is this thing?

ANDREWS

I dunno. Deep.

They disappear into the pitch black hole, while

KNIGHT AND CLEM

continue searching the surface. They're brought up short by
THE WHISTLE OF A TRAIN

Clem points anxiously to a column of smoke about a half mile distant.

EXT. OPEN TRACK

VENGEANCE

approaching with caution. TWO SHARPSHOOTERS stand on the locomotive's sweeper, eyes searching ahead for signs of sabotage.

Back in the cab, Beaumont turns impatiently to Fuller.

BEAUMONT

Damn! They're getting away
again. Another few miles,
they'll be on Yankee soil.

Fuller, stone-faced, says nothing.

EXT. MINE SHAFT

Knight hurries over to the edge and calls down.

KNIGHT

We gotta get out of here!

No reply, save Knight's ECHO.

INT. MINE SHAFT

Andrews, Jacob, each holding candles.

KNIGHT (O.C.)

Hey, they're practically on
top of us!

The two men start scurrying back up the ladder.

EXT. OPEN TRACK

Vengeance has almost reached

EXT. THE COAL MINE

Andrews and Jacob exit the mine shaft, dash for the Devil Train.

Up in the cab, Clem tosses the pathetically few chunks of coal they've scrounged into the fire-box, as Andrews and Jacob jump aboard.

Knight throttles up. The locomotive starts off again through the mine towards the exit -- a few hundred yards further along and they'll rejoin the main track.

Jacob runs his eyes along the small network of rails criss-crossing the mine.

JACOB

Captain -- see that spur? Runs
straight to the open mine shaft!

He jumps out again, drops alongside, turns, and heads in the opposite direction.

ANDREWS

What? There isn't time...!

Jacob races back to the open shaft, and there begins to struggle with the switch that diverts trains that have entered the mine directly to the shaft itself.

Just as --

Vengeance crosses the first switch point and turns into the mine.

At the mine's far end, Devil Train exits, returning to the through track.

ABOARD VENGEANCE

All eyes are on the Devil Train, now but a tantalizing thousand yards ahead. Knight turns and glances behind him. For a moment, Fuller's eyes connect with his.

Beaumont can no longer contain himself. He shoves past Fuller, pulls the throttle wide open. The gap between Vengeance and Devil Train closes.

JUST AHEAD

Jacob, with Herculean effort, gets the rust-encrusted switch to move an inch or two. Another inch.

And then the top of the rusty lever snaps off in his hands.

JACOB

Christ!

VENGEANCE

is heading straight for him, still picking up speed.

JACOB

frantically slams his body against what's left of the lever. Once. Twice.

The third time it gives. Snaps into a new position as the switch controlling the track at his feet locks into place.

Vengeance is almost on top of him. Jacob turns, sprints to catch up with the Devil Train.

THE SHARPSHOOTERS

squatting on Vengeance's track-sweeper, lift their rifles. Fire. Miss.

JACOB

runs for his life.

ABOARD THE DEVIL TRAIN

Andrews and Clem anxiously wave him on.

THE SHARPSHOOTERS

fire again.

JACOB

stumbles as a bullet enters below his left shoulder blade and continues on through his heart. A surprised look on his face as he is flung forward to the ground.

ABOARD THE DEVIL TRAIN

Andrews and Clem watch in impotent despair.

Now but a few hundred yards behind them

VENGEANCE

crosses the second switch point and is diverted onto the short length of track that leads straight to the open shaft. The men aboard, staring directly into the low-lying sun, cannot see that their track abruptly ends just ahead.

Vengeance crashes through a flimsy wooden barrier, lurches off the track's terminus, and hurtles forward on the bare earth. Fuller hangs on but Beaumont and his men are thrown or jump off right and left as the mighty locomotive bounces the final few yards to the lip of the mine shaft.

At last Fuller sees the huge black hole looming up. He has a moment to jump free.

But he doesn't.

Through a roaring blizzard of sparks and steam, Vengeance and Fuller begin their stately plunge together down the mine shaft into the bowels of the earth.

CUT TO:

EXT. OPEN TRACK

DEVIL TRAIN

only minutes now from the sanctuary of Union lines. But her head of steam has fallen on her gauge to a mere twenty pounds, and she is slowing to a crawl.

Knight looks back at Andrews, shakes his head.

Andrews turns to Clem.

ANDREWS

End of the line, son.

He points to the surrounding woods.

ANDREWS

Into those trees and just
head north. A mile or two
and you'll be safe.

Clem doesn't move. Looks beseechingly at Andrews.

Andrews shakes his head.

ANDREWS

This is your best chance.

He tussles Clem's hair, then grasping the boy gently by the
shoulders, turns him to face the slowly passing landscape.

ANDREWS

I'll catch up with you.

Clem jumps from the train and disappears into the forest, just
as the Devil Train rounds

A BEND

to face

A SOLID WALL OF STONES

piled high on the track a hundred yards ahead at the entrance
to

EXT. RAILWAY STATION, DALTON

The northernmost town in Southern hands.

CONFEDERATE SOLDIERS

stand atop the barrier and on both sides of the track, their
rifles leveled straight at Andrews and Knight.

MORE GUNS

point down at them from the top of a water tower, others from
the roof of the Station House.

DEVIL TRAIN

can barely make it to the barricade. It gasps its last and sighs to a halt amidst the soldiers.

WIDEN ANGLE

The soldiers advance on Andrews and Knight as the Confederate commander, a MAJOR, standing on the station platform, issues orders.

MAJOR

Please shut her down and climb off.

Knight glances at Andrews. Then with great deliberateness, he turns three of four valves. He just touches the fourth, looks back at Andrews, and nods once.

MAJOR

Climb off!

Andrews and Knight begin lowering themselves out of the cab. Several soldiers cock their rifles.

MAJOR

Easy, men. We don't want to hurt that engine!

ANDREWS

(to Knight, sotto voce)
Whadja do back there?

KNIGHT

(sotto voce)
I closed off the boiler outlet and both escape valves. Steam should keep building -- with no place to go.

MAJOR

Now, put your hands up!

They comply.

ANDREWS

(sotto voce)
Enough to blow the boiler?

KNIGHT

(sotto voce)

Donno. We were down to twenty pounds of pressure. Fire's pretty low.

(he sighs)

Sure wish we had Jacob.

MAJOR

Search them, Sergeant.

The SERGEANT does, starting with Andrews, patting him down roughly.

ANDREWS

(to Knight)

I thought blowing up boilers was your specialty.

Knight gives him a blank look.

ANDREWS

(shaking his head)

Just joshing with ya, Colonel, just joshing.

The sergeant moves on to Knight. At first finds nothing.

SERGEANT

Turn.

Knight turns.

SERGEANT

What's that in your back pocket?

KNIGHT

My back pocket? Nothin'.

SERGEANT

Yeah?

The sergeant jams his hand into Knight's pocket. Pulls it back out in a hurry. It's covered with brown goo.

KNIGHT

Oh -- my chocolate! I wondered where I put that last piece.

The major approaches.

MAJOR

You two boys have done a helluva lot of damage for one day.

ANDREWS

Actually, it took four of us...

MAJOR

Ah can't help but admire your audacity. But -- for Federals, you're wearing the wrong uniform. I'm truly sorry. You've left me no choice.

INT. DEVIL TRAIN

A steel plate on the boiler bulges ominously.

Knight's makeshift lead and silk solder pops off.

The entire locomotive begins to tremble.

EXT. DALTON STATION

The sergeant grins vengefully at Andrews and Knight, chomping at the bit.

SERGEANT

Y'all done your last piece of sabotage...

And then --

All eyes turn in the direction of a roar bellowing from the Devil Train, as superheated steam shatters the two boilers, sending sheets of steel sailing like flying sledge hammers in every direction through the engine. Huge chunks of locomotive explode upward and outward. What's left collapses on itself in a heap of twisted, steaming metal.

The red face of the devil falls back from the sky, and with a clatter, lands on top of the pile.

DISSOLVE TO:

EXT. CONFEDERATE OUTPOST -- DAY

SLAPDASH WOODEN GALLOWS

Two sacks of potatoes drop side by side through trap doors. They jerk to a halt, mid-fall, and swing gently from stout ropes. Trial run.

ANDREWS AND KNIGHT

in rough, ill-fitting clothes, hands tied behind their backs, march stoically through a rain shower in the midst of SIX GUARDS, led by the major. He alone carries a rifle. His vengeful sergeant brings up the rear.

They pass through the outpost gates and start up a small but steep hill. The gallows stands at the top, silhouetted against the steel gray sky.

Rain is falling more heavily now, whipped by wind. The hanging party slips and slides as it clambers up the muddy slope. At last they reach

THE GALLOWS

and a rickety ladder.

The major unties the two men's hands. Knight nudges Andrews aside.

KNIGHT

I'm first.

Andrews bows theatrically. Knight calmly starts up the ladder, then Andrews, the major following, up to

THE SCAFFOLD

where two hemp nooses and the HANGMAN await. The makeshift platform CREAKS and sways precariously under the weight of the four men. The hangman almost loses his balance.

Down below, wind lashes rain against the gallows' earthen supports.

KNIGHT

Say, sure this thing is safe?

Andrews smiles, then breaks into laughter.

ANDREWS

Hey, Colonel, that's funny.

Knight looks at him.

ANDREWS

"Sure this thing is safe?"
You just said something
real humorous.

KNIGHT

Yeah. I -- I guess I did.

Andrews' laughter is contagious. Knight's solemn expression softens, brightens into a smile, and for the very first time, he laughs out loud.

Andrews is now laughing uncontrollably; then Knight loses it as well.

KNIGHT

I made -- I made a joke.

The major is shaken by all this merriment, as the equally non-plussed hangman puts each of the condemned men's necks into a noose. They continue to laugh, then slowly regain their composure.

The major has nearly lost his.

MAJOR

I've -- I've family myself up north. I'm -- I'm -- sorry -- it's come to this...

KNIGHT

He's sorry.

MAJOR

I can get a message to anyone you'd...

ANDREWS

Let's get on with it, shall we Major? I'm getting soaked.

A DRUM ROLL

Andrews and Knight are quiet now as they await their fate.

BENEATH THEM

rainwater is washing away the gallows' supports in gulleys of mud.

THE SCAFFOLD

walloped by the wind, leans a little.

Then a little more.

Andrews sees his chance. He reaches up, grabs the noose around his neck with both hands to support his weight, then throws himself towards the gallows' precarious angle. The scaffold abruptly tilts several more critical degrees, teetering at the point of inevitability.

ANDREWS

Colonel--!

Knight turns, grasps what Andrews is doing, and does the same. His added two hundred pounds are almost enough.

A blaze of lightning streaks across the sky, followed by an explosive rumble of THUNDER from God's mightiest woofer, further shaking the gallows from its crumbling supports. The scaffold sways past the angle of no return and topples over, coming apart as it falls, the men tumbling with it in a shower of wooden planks to

THE MUD BELOW

Andrews lands on his knees, Knight face down but unhurt, the nooses hanging freely and harmlessly from their necks.

Several of the hanging party are knocked cold by falling wood; all are stunned.

Andrews recovers his wits, yanks Knight up by the shoulders.

ANDREWS

Ya wanna be first?!
Race me to those woods!

Nooses dragging, they take off

DOWN THE HILL,

stumbling, sliding, running towards a dense thicket.

The sergeant and several soldiers give chase, slip and fall in the mud, regain their footing, and resume the pursuit, but their hearts aren't in it -- they're not running for their lives -- and they're quickly outdistanced.

THE MAJOR

stands, his uniform caked with mud. With great deliberateness, he raises his rifle and taking careful aim, gets a bead on the two receding figures, still well within range.

His finger tightens on the trigger.

Then he abandons his aim, moves the rifle several inches to the right -- and fires harmlessly into the trees.

MAJOR

(sotto voce)

Two miles to the Union lines.
Ya boys should make it easy.

MAJOR'S P.O.V.

Andrews and Knight are now barely visible in the heavy downpour as they disappear into the safety of the woods.

(MORE)

EPILOGUE

When the Civil War ended eighteen months later, James J. Andrews, William Knight and Jacob Parrott were awarded their nation's first Congressional Medal of Honor, Jacob receiving his posthumously...

Vengeance's revolutionary technology was lost with its destruction, and the death of its inventor. Steam turbines were not re-discovered for another thirty years...

Clem, the little drummer boy, remained in the Union army until retiring in 1915 as a Brigadier General, the last Civil War veteran on the army rolls. He died in 1935, and is buried at Arlington National Cemetery...

He had been one of more than a thousand soldiers under the age of 14 to see active duty.

FADE OUT

