

"NO BLOOD, NO GUTS, NO GLORY"

by  
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Inspired by the book *Stealing the General*  
by Russel S. Bonds

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Misher Films  
Paramount Pictures

EXT. STRAWBERRY PLAINS BRIDGE - EAST TENNESSEE - DAWN

A bridge burns with lusty violence.

In the creek below, a glassy-eyed Confederate sentry bobs in the black waters. MURDERED. Somewhere in the distance a train whistle screams...

Over the treetops we see the puff-puff-puff of a smokestack, then the throw of a headlamp down the tracks, then the fire-breathing LOCOMOTIVE itself...

It spooks off half a dozen shadowy figures into the dense woods. Union loyalists.

EXT. CARTER CABIN - DAY

Two scrawny goats shiver outside a mountainside cabin. Something spooks them out in the woods...

INT. CARTER CABIN - DAY

A pretty young mother, MARY CARTER, sits at the kitchen table with her two young daughters stitching a man's jacket. ROSE, age six, pricks herself with the needle.

ROSE

Ow!

MARY

Rose, child, let me do that part.  
Come here.

Rose does as she's told. Her mother inspects the finger. A tiny dollop of blood appears on the tip. Mary puts it in her mouth and sucks.

JANE

Mama, somethin' happened to Mr. and  
Mrs. Billygoat.

Mary looks up, mouth smeared with blood. She takes Rose's hand and they step over to Jane, age ten, gaping out the window.

IN THE YARD Mary sees one goat staggering against the fence, arterial blood spurting from its neck. The other lay dead nearby, throat also slit.

Rose screams. Mary covers her eyes and yanks her away from the window.

Jane continues to peer out. She spots a band of saddled horses in the woods, roped to trees.

JANE (CONT'D)

Mama?

FRONT DOOR

is KICKED open and a half dozen Confederate soldiers storm the cabin. Mary and the girls scream as the graybacks prod them into a corner at bayonet point.

LIEUTENANT VICKERS

Don't move, cunt.

Enter COLONEL DANVILLE LEADBETTER (40s), the new sheriff in town, who steps across the threshold like the devil on an Easter stroll. He ignores his whimpering captives and wanders the homestead, taking inventory. He finds himself plucking at a broken fiddle.

LEADBETTER

I'm looking for your husband.  
William Blount Carter.

Mary says nothing. A bayonet jabs against her neck.

LIEUTENANT VICKERS

Answer the good Colonel.

MARY

I don't know where he is. Bastard left us. Gone since winter.

Leadbetter goes to a doorway. The bedroom is already being turned over by one of his men. No sign of the husband. Leadbetter gives Vickers a look.

LIEUTENANT VICKERS

(barking orders)

Everyone out. Take the children.

The graybacks grab the two girls and carry them away. Mary claws after them but is reined back by Vickers.

LEADBETTER

Again, where's that black snake bridge burner husband of yours?

MARY

Please, my girls...

Vickers flings her onto the tabletop, china sent crashing.

LEADBETTER

Your girls will watch you thrown  
atop a stake like a bird feeder if  
you don't tell me where he is.

MARY

I told you. He left.

Leadbetter holds up the man's jacket they were sewing.

LEADBETTER

Then who the fuck is this jacket  
for?

MARY

No one, my brother...

Leadbetter nods to Vickers, who removes his belt and ropes it  
under Mary's chin and over her skull, binding her jaw shut.

LEADBETTER

Last fucking time... WHERE. IS.  
YOUR. HUSBAND.

MARY

Please he moves I don't know I don't...

Leadbetter snaps off the needle and thread that dangles from  
her husband's jacket. Vickers grabs her lips.

LEADBETTER

(whispering in her ear)

It's okay. I understand. You don't  
need to say anything.

He leans in looking to sew.

EXT. CARTER CABIN - DAY

The two girls are held back by soldiers, forced to listen to  
their mother's stifled screams inside.

EXT. STRAWBERRY PLAINS BRIDGE - DAY

A hive of engineers, soldiers and slaves reconstruct the  
bridge. The train from the opening waits patiently on one  
side of the gap. Leadbetter lords over the scene. He sees:

WILLIAM BLOUNT CARTER and half a dozen grizzled Tennessee  
mountain men arrive in camp on their own volition, arms  
raised stoically. They surrender before Leadbetter.

CARTER  
Where are my girls?

Leadbetter points to the bridge, where a series of cages have been built into the structure. Inside are little children, including Rose and Jane.

LEADBETTER  
You mean the little birdies keeping an eye out for saboteurs?

The girls see their father.

ROSE  
Daddy!

LEADBETTER  
I guess they've spotted one.

CARTER  
You have what you want. Let them go.

LEADBETTER  
Of course.

EXT. STRAWBERRY PLAINS BRIDGE - DAY

The span has been rebuilt, the train and builders gone. The mountain men have been left impaled on ten foot stakes in front of their children, still simpering in their cages. A warning to anyone who might try again...

Confederate sentries watch the last slave pound a sign into the earth beside the tracks. It reads:

*"WELCOME TO CHATTA-FUCKING-NOOGA"*

INT. CONFEDERATE HOSPITAL - CHATTANOOGA, TENNESSEE - DAY

Crammed with bunk after bunk of howling, suffering men, a horror show of malarial sweats and amputated limbs. Behind an operating curtain...

A SURGEON cracks a crate marked "BIBLES". Packed inside are fifty 2-ounce bottles of white powder. QUININE. The Surgeon dips a pinky, tastes and looks to CAPTAIN WHITSITT, a dashing young Confederate officer.

SURGEON  
It's good.

Whitsitt nods to a QUARTERMASTER, who smacks down five thousand Confederate dollars on the operating table next to the crate of medicine.

VOICE (O.C.)  
That some kind of joke?

The voice comes from a man who peruses amputation saws in the corner. A handsome scoundrel of aristocratic bearing, he cuts a striking figure in his black, ankle length duster. If John Wilkes Booth had Sinatra's panache, he'd be this man and we wouldn't give a shit if Lincoln were shot twenty fucking times. Meet JAMES ANDREWS.

CAPTAIN WHITSITT  
It's what we agreed. One hundred  
ounces of quinine at fifty an  
ounce.

ANDREWS  
Those are bluebacks. Confederate  
fucking dollars.

CAPTAIN WHITSITT  
Where do you think you are?

ANDREWS  
Gold, Captain. That's what you pay  
me in. That or Union dollars.

QUARTERMASTER  
Our paper is just as good.

ANDREWS  
Yeah? Tell that to your boys next  
door dying of malaria.

Andrews throws the lid back on the crate. Whitsitt draws his saber and blocks him.

CAPTAIN WHITSITT  
I'm sure whatever the Union Secret  
Service pays you to spy on us while  
smuggling your contraband more than  
covers the cost of your trouble.

Andrews smiles.

ANDREWS  
You would think.

Viper-quick he bats away Whitsitt's saber with the lid. Whitsitt draws his pistol, as does the quartermaster.

Andrews draws two, ending it in a Mexican stand-off. The surgeon reels back in horror.

SURGEON

Gentlemen, please. This is a hospital for God's sake.

ANDREWS

So, doc, who you wanna attend to first?

MIRIAM (O.C.)

Am I interrupting something, gentlemen?

At the curtain is MIRIAM LEADBETTER (30), a stunning and stately lady of the south, completely unruffled by the scene.

QUARTERMASTER

Mrs. Leadbetter!

MIRIAM

I was just stopping by to do my duty as a lady and see the wounded.

Andrews looks her up and down, likes what he sees.

ANDREWS

Now there's a reason for getting shot.

She does too.

MIRIAM

And you are?

CAPTAIN WHITSITT

Nothing but a double-dealing snake wants to deny our boys the treatment they require. We're persuading him otherwise.

Pistols stay raised. They hold their awkward stand off. Andrews brightens as if this were the most glowing of introductions.

ANDREWS

James Andrews. Pleasure.

MIRIAM

Is there anything I can do to persuade you, Mr. Andrews?

ANDREWS

You got five thousand in gold  
stashed under that dress of yours?

SURGEON

Sir!

CAPTAIN WHITSITT

Careful cocksucker, that's a  
Colonel's wife you're talking to.

Andrews pretends to be impressed.

MIRIAM

If it's gold you want, I'd be happy  
to help if it means relief for our  
good soldiers.

CAPTAIN WHITSITT

You don't have to do that, Miss. We  
can handle this.

MIRIAM

Yes, clearly.

(to Andrews)

What do you say, Mr. Andrews? Join  
me and my husband for dinner  
tonight and we'll satisfy your  
account.

ANDREWS

And if you're giving me the  
runaround?

MIRIAM

Well, then you'll be in my home and  
in a position to take whatever you  
want.

It's an invitation. Andrews accepts and the guns go down.

EXT. LEADBETTER'S HEADQUARTERS - NIGHT

A hotel across from the train station, fortified like an  
embassy in a hostile country. Andrews approaches the gauntlet  
of guards outside. Snipers pace the rooftop.

ANDREWS

Evenin' boys.

He's frisked.

INT. MIRIAM'S ROOM - LEADBETTER'S HEADQUARTERS - NIGHT

Miriam runs around getting dressed. Her CHAMBER SERVANT, a slave girl, keeps up behind trying to tighten her corset.

MIRIAM  
Tighter.

CHAMBER SERVANT  
I don't wanna hurt ya, Miss Miriam.

Miriam smacks her hands away.

MIRIAM  
Please, I'm not some delicate fucking flower.

INT. DRAWING ROOM - LEADBETTER'S HEADQUARTERS - NIGHT

Andrews wanders the room in waiting. He stops before a huge framed MAP OF TENNESSEE mounted over the fireplace. Leadbetter's domain.

LEADBETTER (O.C.)  
Lincoln himself calls Chattanooga the keystone to the Confederate war effort.

Entering, Leadbetter approaches Andrews.

LEADBETTER (CONT'D)  
By rail it connects Atlanta with rebel forces north, east and west. Whoever controls the city controls the flow of munitions, troops and supplies all across the south. Chattanooga falls, so will our dear Confederacy.

ANDREWS  
That's why they've installed a man like you, Colonel. Keep a firm grip on things. James Andrews.

He extends his hand. Leadbetter takes it and pulls Andrews close.

LEADBETTER  
(menacing)  
My wife may be naive about the guests she invites to her table, but I most certainly am not.

Miriam shows at the door, a formidable and ravishing beauty.

MIRIAM

Looks like you two boys have  
started without me.

INT. PRIVATE DINING ROOM - LEADBETTER'S HEADQUARTERS - NIGHT

They dine in awkward silence. Leadbetter eyes Andrews with each bite. Miriam tries to play innocent. Andrews just enjoys the lamb.

ANDREWS

So, Mrs. Leadbettter, how long does  
your husband have you?

MIRIAM

Just a night or two, I'm afraid.  
Given the insurgents in these  
parts, Danny prefers me stay back  
at home in Marietta where it's  
safe. You ever been?

ANDREWS

I have an old friend there.

MIRIAM

(smiling)

Now you have a new one.

Leadbetter sniffs out the flirtation. He isn't pleased.

LEADBETTER

You seem to have friends all over  
the map. Many of them our enemies.

ANDREWS

I'm a man of enterprise, Colonel.  
To do what I do you gotta play all  
sides.

LEADBETTER

Sooner or later you'll have to pick  
one. If I were you I'd pick wisely.

ANDREWS

The south? What makes you so  
confident?

LEADBETTER

Because for all the Union's advantages--men, money, industry--our side has shown something the north hasn't: guts. Every act of daring in this struggle has been by a rebel. Even your own generals know it: one confederate is worth ten bluebellies on the battlefield. That's why they're so timid. The fact is while those pussies are busy counting their men, our men are busy winning this war.

Suddenly Vickers runs in, sooty and breathless.

LIEUTENANT VICKERS

Colonel! Come quick! There's a fire. The stables next to the armory.

Leadbetter leaps to his feet.

ANDREWS

Guess your wife will have to see me through dessert.

The Colonel looks to Andrews. No way does he trust this guy.

LEADBETTER

(to Miriam)

Dinner's over. Get this man what he came for, then get him out.

He goes, turning back at the door:

LEADBETTER (CONT'D)

Oh, and Mr. Andrews, one more thing: You ever turn a gun on one of my men again and I'll have you drained like a stuck pig.

INT. DRAWING ROOM - LEADBETTER'S HEADQUARTERS - NIGHT

Miriam leads in Andrews and shuts the door behind them. She moves behind a desk where she opens a safe and pulls out a large pouch. Unlacing it, she empties its contents onto the desk: \$5000 in gold coins.

MIRIAM

Satisfied?

Andrews steps up beside her, brushing close. He can't take his eyes off her.

ANDREWS  
All those hospital visits you make.  
You're quite the lady of  
compassion.

MIRIAM  
I do my part.

ANDREWS  
Rumor has it that includes inviting  
wounded men back for dinner.

MIRIAM  
Most of them are just boys.

ANDREWS  
But not when you're done with them?

He grabs her roughly by the hair, hikes up her dress and rips down her undergarment. Without a kiss, or a word, he begins to finger her against the desk. She writhes and bucks against his hand, loving every minute.

Done, Andrews swipes the gold coins off Leadbetter's desk and by the clutch of her hair spins Miriam around and bends her over, pressing her pretty face against the Colonel's papers on the desktop.

He unbuckles his pants and penetrates her from behind. Miriam whimpers in pain and ecstasy as he fucks her hard in her husband's office, scattered gold coins clutched between her white knuckles.

LATER

Miriam and Andrews adjust their clothing and pull themselves together. Andrews scoops up his gold, notices the coins are all marked "LB"

ANDREWS (CONT'D)  
This gold is marked?

MIRIAM  
Yes, Danny likes to keep track of  
everything that passes through his  
hands.

ANDREWS  
I didn't see any markings on you?

MIRIAM  
We didn't get that far.

Andrews looks her over, admiring.

ANDREWS  
What's a woman like you doing with  
that prick?

MIRIAM  
Why do you do what you do, Mr.  
Andrews?

She makes a show of slipping a gold coin into Andrews' vest pocket.

MIRIAM (CONT'D)  
Anyway, you two aren't as different  
as you'd like to think.

ANDREWS  
Yeah, and how the fuck is that?

MIRIAM  
Let's just say he shares your  
aversion to Confederate dollars.

ANDREWS  
I thought all loyal southern  
gentlemen of means were expected to  
trade in their gold for war bonds  
and bluebacks, make sure the  
Confederacy has the war chest it  
needs to deal oversees?

MIRIAM  
Not all it seems.

ANDREWS  
What, your husband been hoarding  
gold?

MIRIAM  
His entire fortune. Eight hundred  
thousand dollars.

ANDREWS  
(intrigued)  
For a Colonel with a key city to  
defend that doesn't show much  
confidence in the future of  
Confederate money, or the  
Confederacy.

Nibbling on his ear...

MIRIAM

That's why he's kept the gold a secret. Only his banker, his wife and a spy who appears to work for everyone and no one knows the man is hedging his bets.

Andrews kisses her hard. As they claw at each other to undress, he steals a glance at the:

MAP OF TENNESSEE

and the Western & Atlantic (W & A) railroad line running up from Atlanta, Georgia through MARIETTA all the way to Chattanooga, Tennessee.

EXT. CHATTANOOGA STREETS - DAY

Confederates everywhere. Andrews strolls down the busy, muddy thoroughfare and ducks inside...

INT. GAMBLING HALL - DAY

A lively establishment of ill repute full of mercenaries, horse thieves and whores. Andrews looks to the craps table, where HENRY GREEN COLE, slick as oil, rolls the dice and comes up big again. He's everyone's best friend.

COLE

Well, well, if it ain't my oldest friend on God's green earth.

ANDREWS

Who's your newest?

Andrews nods to a BODYGUARD by the piano, hand on a revolver concealed under his jacket.

COLE

You can never be too careful around old friends.

ANDREWS

Especially if you're you.

Cole grins, guilty as charged. He gestures for the bodyguard to stand down. They walk over to the bar.

COLE

So how's the contraband business?

ANDREWS

Losing it's luster with every  
picket I have to cross in the cold  
fucking rain. I was thinking of  
turning respectable, like you.

COLE

Glad to hear it.

(to the bartender)

Bottle 'a whiskey. On this gent  
here.

(winking to Andrews)

Who ya gonna screw to get there?

Andrews pays for the bottle.

ANDREWS

What if I told you I got a line on  
eight hundred thousand in gold that  
if it went missing, the cocksucker  
it goes missing from couldn't alert  
the authorities without exposing  
himself as a hypocrite, possibly a  
traitor and definitely an asshole.  
And that this score just happens to  
be sitting in your backyard of  
Marietta.

Cole is very intrigued. Shots are poured.

COLE

I'd say you're looking for a  
partner.

ANDREWS

Cut you in for 25%.

COLE

Fifty.

ANDREWS

Thirty.

COLE

Fifty.

ANDREWS

Thirty-five.

Cole flashes his hands. Five, zero. Fifty.

ANDREWS (CONT'D)

Fine. Fuck you. Fifty. But minus the twenty thousand you cheated me out of the last time to buy that Goddamn respectability of yours.

COLE

Actually it was a hotel.

ANDREWS

Plus interest.

Cole entertains this, shrugs.

COLE

Okay. Deal. But given our history, why not just do it yourself?

ANDREWS

Cuz at this point I'm too well known as a Union agent, the gold is two hundred miles behind enemy lines, and the man we're stealing it from just so happens to control those very lines.

It hits Cole.

COLE

You mean Colonel Leadbetter?

Andrews smiles like a fox.

COLE (CONT'D)

James, what's the fucking difference if he can't call a sheriff? The Colonel's got an army not a posse. How the hell you gonna move that much gold fast and far enough before he knows what's what? Cuz when he does, getting outta the south'll be easier for a nigger with two heads and a white woman swinging on his cock than it will be for you. You got a plan?

ANDREWS

Yeah. I'm gonna steal a train.

He slaps down a railroad timetable for the *Western & Atlantic R.R.*, Atlanta to Chattanooga.

EXT. UNION CAMP - SHELBYVILLE, TENNESSE - NIGHT

A PICKET GUARD dashes through camp, zig-zagging down rows of white tents and past dying fires...

EXT. MEADOW - EDGE OF CAMP - NIGHT

The picket guard runs up to a man looking through a telescope at the stars above. A chart of the night skies is spread across a small table with a lantern on it.

PICKET GUARD

General sir, a man just arrived in camp.

The star-gazer finishes with his calculation, marks up his chart, and finally turns to the guard, intrigued. Meet GENERAL "OLD STARS" ORMSBY MITCHEL.

EXT. HORSE CORRAL - UNION CAMP - NIGHT

The picket leads Mitchel to the corral, where Andrews stands under armed guard, amused by the rifles in his face.

MITCHEL

I should have known. Whatever you're selling I ain't buying.

ANDREWS

Why would you? I sell opportunity, and that's shit you gotta act on. God forbid anyone in this army take action, especially its generals.

MITCHEL

Go fuck yourself, Andrews. You'll see action soon enough.

Mitchel turns to walk away.

ANDREWS

So it's true. You're marchin' on Huntsville. Four days.

Mitchel is startled. He pulls Andrews aside.

MITCHEL

Nobody knows that but me and my closest officers.

ANDREWS

Then lucky I work for you and not  
the graybacks. And trust me, you'll  
catch 'em with their pants down.

MITCHEL

What is it that you want?

INT. MITCHEL'S TENT - NIGHT

By lamplight Andrews and Mitchel lean over a field map of the eastern United States. Andrews plants his finger on...

ANDREWS

Chatta-fuckin'-nooga. The keystone to the Confederacy. After taking Huntsville all you gotta do is pile your army into a troop train and breeze on down the line. Even with half your men dropped behind to hold points along the way you outnumber Leadbetter's forces three to one. The cocksucker doesn't stand a chance.

MITCHEL

Neither will we when rebel reinforcements come rolling up from Atlanta.

ANDREWS

That's where I come in. I'm gonna steal a train. Here, in Marietta.

He points to Marietta, Georgia, south of Chattanooga along the W&A line.

ANDREWS (CONT'D)

And drive it up the line torching bridges, ripping up track and cutting telegraph wire. By the time anyone knows you've moved on Chattanooga, your troops'll be dug in with one hundred miles of fucked-up rail between them and the nearest Confederate cocksucker who can do one Goddamn thing about it. All I need are twenty men and your word you'll knock out Leadbetter.

Mitchel considers the plan. He likes it. Still...

MITCHEL  
It's a million to one.

ANDREWS  
23,000 men were killed a week ago  
at Shiloh. More Americans than in  
all the wars in all the history of  
our nation, total. That was one  
fucking day. And it's only the  
beginning. My plan works you can  
put an end to this war, and start  
measuring yourself for a monument.  
If it's a clusterfuck you can  
always pull back and say I went  
ahead without orders. I'll be dead  
anyway.

Mitchel is starting to buckle.

MITCHEL  
What do you get out of it?

ANDREWS  
Beside the warm and fuzzy feeling  
of knowing I served my country?

Mitchel smiles. He knows Andrews is full of shit.

ANDREWS (CONT'D)  
Fifty thousand if I make it back.  
Don't even have to be in gold.

Mitchel calls to the picket outside the tent.

MITCHEL  
Get me Captain Arbuckle.

Andrews knows he's just sold a bill of goods.

EXT. MITCHEL'S TENT - UNION CAMP - DAWN

They step outside. Mitchel lights a cigar. He offers one to Andrews, who pockets it.

ANDREWS  
I think I'll wait 'til we catch up  
in Chattanooga.

Mitchel gazes up at the last stars still visible in the brightening sky.

MITCHEL

You know, studying the sky I've come to accept we live in a violent universe. All fire and brimstone and cosmic destruction. Yet through it all comes something else...

ANDREWS

What's that?

MITCHEL

Rebirth.

CAPTAIN ARBUCKLE comes running up.

CAPTAIN ARBUCKLE

You wanted to see me, General?

Mitchel opens the tent flap.

MITCHEL

Inside.

(to Andrews)

Excuse us for a moment.

ANDREWS

Do your thing, General.

Mitchel ducks in after Arbuckle, Andrews left to wonder...

EXT. UNION CAMP - MORNING

A shame-faced Union deserter is paraded through camp as soldiers razz him, ripping off his boots and uniform piece by piece. Meet CPL. DORSEY. He's buck naked by the time Andrews and CAPTAIN ARBUCKLE come across the fracas.

CAPTAIN ARBUCKLE

Sergeant! What's going on here?

UNION SERGEANT

We caught this peckerwood trying to skip camp. Coward don't wanna wear the uniform so we'll see how he likes goin' without it.

Arbuckle turns to Andrews. Oh no.

CAPTAIN ARBUCKLE

Looks like we've found your first raider, Mr. Andrews.

## EXT. UNION CAMP - LATER

Arbuckle brings Andrews in front of a big bruiser of a man in civilian clothes and hood who stands balanced on a barrel, something he's clearly been doing for hours. A hand-painted sign pinned to his chest reads "MURDERER". Meet WILLIAM CAMPBELL.

## CAPTAIN ARBUCKLE

The big man there is a civilian. Name's Campbell. We caught him in camp, hiding out with a friend who's enlisted. He's from Louisville, worked a whorehouse there keeping the customers in line. He went on the run after knocking the life outta a Sheriff's deputy. One punch. He's all yours.

Andrew starts to sense he's being sandbagged.

## EXT. RIVERBANK - EDGE OF CAMP - NIGHT

Four Union soldiers stand by watching one of their own lure an unsuspecting duck to eat out of his hand. Meet PVT. SHADRACH. When the animal ventures close enough Shadrach seizes it's neck.

## SHADRACH

Now this boys is what I like to call a Kentucky sparkler.

He douses the duck with hair tonic, SETS IT ABLAZE and flings it airborne. A frantic flapping fireball, the poor creature finally splashes down to its death in the river.

Shadrach laughs hysterically. The soldiers are appalled. Arbuckle witnesses this with Andrews.

## ARBUCKLE

Soldier! A word.

Andrews worst fear is confirmed: Mitchel's handing him the dregs.

## EXT. UNION CAMP - LATER

Arbuckle kicks to life a pickled old geezer passed out under a cannon, cradling a bottle of whiskey. Meet PVT. BUFFUM.

## ARBUCKLE

Alright Buffum. Up and at 'em.

Andrews has seen enough.

ANDREWS

Let the fucker sleep it off. I get it. Now how about a guy or two who might actually make this more than a suicide mission?

CAPTAIN ARBUCKLE

(smiling coyly)

Who do you have in mind?

EXT. UNION CAMP - LATER

A whole regiment, the 21st Ohio, stands at attention. Arbuckle paces the line. Andrews watches from the wings.

CAPTAIN ARBUCKLE

I'm looking for locomotive engineers. Anyone who can run a steam engine.

Two hands go up: CPL. LLEWELLYN, an old hand railroad man; and portly PVT. SLAVINS, shy about his experience. Arbuckle looks to Andrews who gestures fine, he'll take 'em.

INT. MITCHEL'S TENT - DAY

A soldier with fancy oval spectacles and the bearing of a Russian intellectual has been summoned before Mitchel. Meet CPL. PITTINGER.

MITCHEL

You're Pittinger, the young man who's been serving as a correspondent for your hometown newspaper.

PITTINGER

The Steubenville Herald. Yes, sir.

Mitchel holds up a clutch of his articles.

MITCHEL

I've read the dispatches. You paint a vivid portrait with the pen, Corporal.

PITTINGER

I would hope so, General. I'm a teacher of English back in Ohio.

Mitchel smiles, gets to the point.

MITCHEL

I'm planning a top secret expedition. One that could quite possibly alter the course of the war. I'd very much like to have someone on hand who can record the events for posterity. I'd like it to be you.

PITTINGER

I'm honored, sir. What's the expedition?

MITCHEL

You'll be briefed tonight by its leader, Mr. Andrews.

PITTINGER

The man who arrived in camp?

MITCHEL

Yes. Which brings me to something else about your role as my eyes and ears. Mr. Andrews is a man of, shall we say, varied agendas. If anything he does looks to jeopardize the mission...

Mitchel opens a small jewel box and hands Pittinger a concealable pistol.

MITCHEL (CONT'D)

I'm authorizing you to take command.

INT. PAUL REVERE ROOM - WIDOWS HALL - DAY

Andrews commands the floor before his 18 RAIDERS: an assortment of fuck-ups and misfits, crazies and cowards, now outfitted in civilian clothes. They include Dorsey, Campbell, Shadrach, Buffum, the engineers Llewellyn and Slavins, and Pittinger, who Andrews clocks with a second glance.

ANDREWS

Evenin' raiders. My name is James Andr--

A door swings open and the last two raiders come bumbling in, the Rosencrantz and Guildenstern of the bunch. Meet PVTS. PARROTT and WOLLAM, a preacher and a Scotsman.

PARROTT

Sorry, sorry, don't mind us.

ANDREWS

You two yahoos are late.

WOLLAM

(thick Scottish brogue)

We got a wee turned around.

ANDREWS

All you had to do was walk a wee  
quarter mile down the fucking road.

PARROTT

We did. The good Lord just pointed  
us in the wrong direction.

He flashes his bible.

WOLLAM

(about to crack up)

The prick.

Andrews takes in their goofy grins and bloodshot eyes.  
They're high as shit. He looks down the line of raiders.

ANDREWS

Okay soldiers, I want you to look  
at the dipshit next to you.

They do this.

ANDREWS (CONT'D)

If you haven't noticed, he ain't  
exactly the prize of the Union  
army. Now look at the other way.  
See a theme here. He's a fuck-up,  
cannon fodder, dead weight,  
expendable. Like you all are. See  
we got ourselves a dangerous  
fucking expedition, boys. So  
dangerous in fact it seems your  
commander General Mitchel doesn't  
give it much of a shot. That's why  
he's handed me you shitheels. But  
I'll tell ya something, I wouldn't  
be leading this parade if I didn't  
think we could make some noise. And  
maybe just come back heros.

The raiders crack smiles.

PITTINGER  
So what's the mission, sir?

ANDREWS  
Simple. First you're gonna break into small groups, then posing as secesh sympathizers slip past confederate pickets. After that you're gonna cover however you can the 90 miles to Chattanooga by Thursday afternoon. Those who make it will rendezvous at the train station where we'll board the 5pm to Marietta. Once we're down there the rest of the plan will be revealed.

Andrews strides to a table arranged with 20 pouches and begins to distribute one to each raider.

ANDREWS (CONT'D)  
Now, in each of these pouches you will find a map, confederate cash and three gold coins for emergency only.

Shadrach shakes out the gold coins and we see Leadbetter's markings. He pockets them greedily.

Andrews stops before the youngest of the raiders, PVT. WOOD, a boy not a day over fifteen.

ANDREWS (CONT'D)  
How old are you, son?

WOOD  
Eighteen, sir.

ANDREWS  
You're gonna have to lie better than that if you want to make it past the graybacks.

WOOD  
Seventeen?

Andrews shakes his head.

ANDREWS  
Sorry. This is a mission for men, not fourteen year old boys. Get yourself back to camp.

Wood stands his ground.

WOOD

Please, sir... I can do this. My folks wouldn't let me enlist cuz I was too young. But I ran off and lied good and well to the recruiter and here I am. All I ever wanted to be was a soldier.

Andrews is moved by the boy's appeal. Shadrach snorts with condescension. Andrews bounds over to him.

ANDREWS

Find something funny about that?

SHADRACH

I find somethin' funny about this whole shady fuckin' operation.

Andrews grabs Shadrach by the collar and hurls him across the room into a portrait of Paul Revere. Shadrach claws himself up purple-faced with anger and humiliation and draws his knife. Before he can charge Andrews blasts it away with his pistol.

ANDREWS

Make no mistake, cocksucker. You might not be wearing a uniform anymore but you're still a Union soldier. And I'm in command.

(to the room)

Got it, raiders?

They all nod, no doubt who's in charge.

ANDREWS (CONT'D)

Good. We leave in ten minutes.

Shadrach rubs his grazed knuckles, shit clearly not settled between them. Not yet...

EXT. WIDOWS HALL - NIGHT

Pittinger, Campbell and Shadrach step outside. Turning up their collars they begin their journey.

PITTINGER

You know they say not even Pinkerton knows who that man is really working for.

From an upper window, Andrews watches them go...

INT. PAUL REVERE ROOM - WIDOWS HALL - NIGHT

Andrews looks back to the remaining raiders. He points for Slavins and Wood to switch groups, so both engineers aren't traveling together, placing Slavins with Dorsey and Buffum and Wood with Llewellyn. They go...

EXT. ROAD - MORNING

Llewellyn and Wood trudge along the road to Chattanooga. A WAGON bounces past.

LLEWELLYN

Those lucky sons 'a bitches.

Riding pleasantly in back are Parrott and Wollam, who wave...

INT. WAGON - MOVING

Parrott opens his Bible. Carved out of the pages inside is a compartment filled with hash. They start rolling joints.

EXT. LULU FALLS - DUSK

Buffum and Slavins forge across a waist deep pool at the base of a whooshing waterfall, Dorsey left back on the embankment.

DORSEY

Why can't we just look for a bridge ahead?

SLAVINS

Cuz bridges mean confederates.

DORSEY

Is it cold?

BUFFUM

It ain't the fuckin' waters of Acapulco.

He swigs some whiskey.

DORSEY

What about catchin' pneumonia?

CRACK! A rifle shot snaps at Dorsey's booteels. He jumps like a little girl. On the slope ahead he spots:

ANDREWS on his horse, rifle out, monitoring their progress.

Dorsey gets the message. He sloshes into the water and forges his ass across. Andrews gallops off into the woods.

EXT. TENNESSEE HILLS - EVENING

Pitterer, Campbell and Shadrach hike through the woods. Shadrach has taken a shine to Campbell.

SHADRACH

C'mon, what was it like? Killin' a guy with your bare hands?

Campbell clearly doesn't want to go there.

PITTINGER

Enough. The big man doesn't wanna talk about it.

SHADRACH

Why not? I'd strut that shit around like it was a badge of fuckin' honor.

CAMPBELL

I ain't no killer, okay.

SHADRACH

Cocksucker's dead, ain't he?

CAMPBELL

It was an accident. He was a customer. I was just trying to stop the man from hitting one of the girls.

SHADRACH

Shit, ain't that parta what we pay for?

Campbell shoves Shadrach hard against a tree and cocks his fist.

PITTINGER

Campbell! No!

Pitterer tries to pull Campbell off. The big man swats him away. Shadrach is defiant.

SHADRACH

Try it motherfucker. You know you wanna.

Campbell does everything in his power to resist.

CAMPBELL

I told ya. I'm not like that.

SHADRACH

Well boo-fuckin'-hoo.

Shadrach bites into Campbell's hand like a rabid dog. Campbell howls and lets Shadrach go. The little man laughs.

SHADRACH (CONT'D)

Guess he ain't so tough after all.

Campbell lunges. CRACK! A shot separates them. ANDREWS comes riding up.

ANDREWS

Like there won't be enough guys out there who'll wanna kill you assholes. Keep it movin'.

INT. CHATTANOOGA STREETS - DAY

Confederate soldiers scramble about the city. Raiders Llewellyn and Wood wander through the chaos, clearly out of place. They're spotted by Lieutenant Vickers, Leadbetter's man from the cabin.

LIEUTENANT VICKERS

You two. Git over here.

The two raiders exchange anxious looks. They step up to the Lieutenant and several other officers.

LIEUTENANT VICKERS (CONT'D)

(to Llewellyn)

I never seen a shoe with tips like that. Perforated like. Where you from?

Llewellyn freezes up. Wood jumps in.

WOOD

(great southern accent)

We from Kain-tucky. Left to git rid 'a Yankee rule. Headin' to Geo'gia to enlist.

LIEUTENANT VICKERS

Wanna fight, eh? Guess you ain't on top of the latest turn 'a events?

He gestures to all the scrambling soldiers.

LIEUTENANT VICKERS (CONT'D)  
General Mitchel marched into  
Huntsville last night. Forget  
Georgia, we need us some new men  
right here.

Oh shit.

EXT. CHATTANOOGA STATION - DAY

A train waits at the platform, engine snarling and steam  
blasting everywhere: the 5 o'clock to Marietta. The raiders  
loiter in small groups, trying to remain inconspicuous.  
Andrews returns to Pittinger, Campbell and Shadrach with a  
head count.

ANDREWS  
Looks like we're down four men. The  
two village idiots, the boy and  
Llewellyn, our engineer.

PITTINGER  
That a problem?

ANDREWS  
(re: Slavens)  
Not since we brought two.

He gives the signal and his now 16 raiders board the train.

INT. HOTEL ROOM - FLETCHER HOUSE - MARIETTA, GA - DAY

Wollam kicks back on the comfy bed. Parrott peers out their  
window at MARIETTA STATION right next door, clutching his  
bible.

PARROTT  
You sure we shouldn't have waited  
up there for the 5 o'clock? I'm  
pretty sure we should have waited.

WOLLAM  
Why? We all gonna meet down here  
any-fookin'-how.

PARROTT  
Yeah, but we don't know where. We  
don't know anything.

Wollam plugs a joint in his mouth and lights it.

WOLLAM

That's why we gotta room where we  
can see 'em roll into town.

EXT. GEORGIA COUNTRYSIDE - DUSK

The 5:00 train to Marietta huffs and puff its way down the tracks.

INT. PASSENGER CAR - 5:00 TRAIN TO MARIETTA - MOVING - DUSK

Andrews walks down the aisle slipping instructions on bits of paper to each row of raiders, never making eye contact. Dorsey unfolds the slip and flashes it to Buffum. It reads:

*FLETCHER HOUSE  
ROOM 33  
MIDNIGHT*

Buffum eats the note and washes it down with a slosh of whiskey from his bottle.

ANDREWS takes a seat next to Pittinger, who eyes him closely.

PITTINGER  
So, Mr. Andrews. Things going  
according to plan?

ANDREWS  
Don't know. Depends on what plan  
we're talkin' about. The one I got  
with Mitchel, or the one he's got  
with you?

Pittinger's mouth drops. Andrews grins. They face off for a beat, until the CONDUCTOR steps into the car and announces:

CONDUCTOR  
Next stop Big Shanty!

Andrews attention quickly turns to the approaching station outside his window:

As they pull up glowing fires dot the entire meadow on the west side of the tracks, their halos illuminating rows of white tents.

The blood drains out of Andrews' face.

EXT. BIG SHANTY - CONTINUOUS

Their train stops at a dirt platform in front of a small inn that's basically smack dab in the middle of a Confederate encampment, 200 strong. Welcome to Camp McDonald.

INT. PASSENGER COACH - 5:00 TRAIN TO MARIETTA - STOPPED - DUSK

Andrews draws back from the window, tries to show he's not shaken, but Pittinger sees this is something unexpected.

INT. HOTEL ROOM - FLETCHER HOUSE - NIGHT

Wollam and Parrot loll around on the floor, high as shit.

PARROTT

(dead serious)

You know what I admire most about  
our lord and savior Jesus Christ?  
His sandals. Why don't men these  
days wear sandals?

Wollam is busy taking a big toke.

WOLLAM

(exhaling)

The chinks do. I seen 'em down in  
the coal mines. Clop, clop, clop  
every-fookin'-where.

He passes the joint.

PARROTT

That's right. They're godless  
heathens. But their feet are free.

Wollam looks to his booted feet. He yanks one boot off then the other and throws them both out the window.

Inspired, Parrot does the same. They wiggle their stockinginged feet at each other and start laughing like maniacs.

INT. HOTEL ROOM - FLETCHER HOUSE - LATER

The two are passed out. Out the window they should be watching we see a train has arrived. Andrews and the raiders emerge onto the platform...

EXT. FLETCHER HOUSE - NIGHT

Andrews and Pittinger's group cross over to the hotel. Campbell and Shadrach notice two pair of boots strewn on the sidewalk. They all step inside...

INT. RECEPTION - FLETCHER HOUSE - NIGHT

A CLERK looks up from behind the front desk.

CLERK

May I help you gentlemen?

ANDREWS

You may.

Cole materializes at the balustrade top of the stairs, watching them, saying nothing.

INT. ANDREWS' ROOM - FLETCHER HOUSE - NIGHT

A large corner room on the third floor. A clock reads twenty after midnight. Andrews holds the floor. Pittinger, Shadrach, Campbell, Dorsey, Slavins, Buffum and 10 other raiders (save Parrott and Wollam) are gathered before him. They look scared.

BUFFUM

Steal a Confederate train?

ANDREWS

And drive it up the line wreaking havoc. By the time we roll into Chattanooga General Mitchel will have taken the city.

SHADRACH

So what, we gonna just fuckin' walk next door. Demand the cocksuckers hand over their train? We ain't even got guns.

ANDREWS

Actually next door is where we'll board. We grab the train someplace else.

CAMPBELL

Where's that?

Andrews hesitates to say. Pittinger beats him to the punch.

PITTINGER  
Big Shanty.

All the oxygen seems to leave the room.

SLAVINS  
The stop we just came through?

DORSEY  
But that's in the middle of a  
Confederate camp?

ANDREWS  
It's the first station on the line  
without a telegraph. This only  
works if no one ahead knows we're  
coming.

SHADRACH  
And if they do?

ANDREWS  
We're dead as dirt.

The raiders start yammering and arguing amongst themselves. Andrews sees it's already cracking apart. He pulls a knife sheathed in his boot and flings it across the room. It STICKS A PERFECT LANDING in the opposite wall. Everyone shuts the fuck up.

ANDREWS (CONT'D)  
Okay, raiders. This is how it is. I  
know you're all pissing in your  
boots. But the truth is if you  
weren't here most of you'd be  
standing out front on a skirmish  
line getting your heads blown off,  
the rest staring at a prison  
latrine or worse. At least with me  
you got the element of surprise. At  
least here you got a shot to step  
up and reach for fucking glory. Cuz  
I don't know about you assholes,  
but I wouldn't mind making it back  
to Mitchel and shoving a whole  
confederate train up his ass.

He can see them gaining confidence.

ANDREWS (CONT'D)  
So what do ya say? You've already  
come this fucking far. Let's go all  
the way. All Chattanooga or all  
hell!

Buffum, now shitfaced, toasts the mission with his whiskey bottle.

BUFFUM  
Fuck it. All Chattanooga or all hell!

Then Campbell.

CAMPBELL  
All Chattanooga or all hell!

Then Pittinger.

PITTINGER  
All Chattanooga or all hell!

Then all of them. Psyched up for battle.

KNOCK-KNOCK

The door. Everyone hushes. Andrews pulls a revolver. So does Pittinger. Mitchel's gun. He and Andrews exchange an awkward, knowing look. At least two of them are armed. Another knock...

Andrews opens the door. It's Cole, standing behind a trolley with a tea tray.

COLE  
Room service.

He and Andrews exchange sly smiles. The raiders eye Cole nervously as he rolls in with the trolley.

SHADRACH  
Who the fuck is this?

ANDREWS  
Mr. Cole here is the proprietor of this establishment. He also happens to be one of my oldest friends and a staunch pro-Unionist.

Cole sets aside the tea tray and yanks off the tablecloth, revealing the trolley to be a crate on wheels.

COLE  
Welcome to Georgia, boys.

He cracks the crate, marked "*BIBLES*." The raiders gather around and gawk at what's inside:

REVOLVERS, RIFLES, GRENADES, DYNAMITE. Everything a man needs for an insurrection. Except a bible.

INT. BACK STAIRWAY - FLETCHER HOUSE - NIGHT

Narrow, dimly lit. Andrews and Cole descend to the back door. Andrews is pissed.

COLE

Nice speech in there. First class horseshit. Very fucking impressive.

ANDREWS

I had to come up with something.  
Why didn't you tell me the rebs  
were throwing a party where we  
planned to steal the Goddamn train?

COLE

They pitched camp three days ago.  
You and your raiders were already  
en route.

ANDREWS

Yeah, or maybe you just didn't want  
me to abort this whole operation,  
miss out on your fucking share.

Cole grins coyly. Andrews opens the back door to a dark alleyway.

ANDREWS (CONT'D)

Now how do I look?

Cole tugs straight his friend's lapel.

COLE

I'd fuck you.

ANDREWS

That's what I'm afraid of. Meet you  
at the bank.

Andrews strides off into the night. Cole watches him go. We don't trust him either.

EXT. LEADBETTER'S MANSION - NIGHT

A white townhouse fronted by huge Doric columns. Tracking up the front porch and through the half open door we hear the cries of two people having crazy, animal sex...

INT. LEADBETTER'S MANSION - CONTINUOUS

Andrews fucks Miriam on the marble floor at the bottom of a *Gone with the Wind* staircase, their clothes half ripped off. He didn't get more than ten feet.

INT. BATHROOM - LEADBETTER'S MANSION - NIGHT

Entangled together in a steamy bath, Andrews and Miriam linger.

ANDREWS  
Come back with me.

MIRIAM  
Back where?

ANDREWS  
New York. London even. Get out of  
this country before it burns itself  
to the ground.

MIRIAM  
Spoken like a true patriot.

ANDREWS  
I'm fucking serious.

MIRIAM  
Maybe, but you can't afford me.

ANDREWS  
What if I said I'm twenty-four  
hours away from making my fortune?

Miriam smiles. There's no way.

MIRIAM  
Lay a finger on my husband's gold  
and he'll have us both killed  
before we reach the state line.

ANDREWS  
And what if I said I had that  
covered?

She's intrigued.

INT. MIRIAM'S BEDROOM - NIGHT

Miriam, naked under an open robe, gazes at herself into a mirror, grappling with her decision. Andrews comes up behind and strings a locket around her neck.

ANDREWS  
This the necklace?

She snaps open the locket and takes out a little slip of paper like a fortune cookie. On it are THREE NUMBERS.

MIRIAM  
The combination for the safe. You still need the banker's key to open it.

She turns to him.

MIRIAM (CONT'D)  
What would you have done if I chose not to come with you?

He pins her arms behind her back, presses close.

ANDREWS  
I probably would have beat it out of you.

He kisses her hard. By the time he's done her wrists are bound and he holds the combo. She's totally taken aback.

ANDREWS (CONT'D)  
And something tells me you would have enjoyed it.

He flings her bodily onto the bed. Before she can recover he's pulling out another length of rope.

LATER

Miriam is tied to a chair, gagged and furious. Andrews scoots her and into a closet.

ANDREWS  
I really do like you. You're like me. Which is exactly why I can't trust you 'til we're free and clear of your husband. After that I'll be at the Biltmore in New York.

He kisses her on the forehead.

ANDREWS (CONT'D)  
I'll keep the bed warm and  
champagne on ice.

He locks her in the closet and goes.

EXT. MARIETTA SQUARE - NIGHT

Deserted, with the town asleep. Andrews walks up to a BANK.

EXT. BANK - CONTINUOUS

Seemingly all shuttered up for the night. Andrews finds THREE BULLETS lined up by increasing caliber on the threshold. He throws on a feed sack with two eye holes cut in it as a mask and slips right in the front door...

INT. BANK - NIGHT

It's very dark inside. Andrews nearly slips in a pool of blood. Beside it the NIGHT WATCHMAN, his throat slit.

ANDREWS  
Jesus. I thought no killing.

Cole, in a similar mask, holds the BANK PRESIDENT at gunpoint in his office. The man is still in his bedclothes.

COLE  
Fucker got frisky. You got the combination?

Andrews flashes it.

ANDREWS  
You got the key?

Cole flashes the BANKER'S KEY.

INT. BANK PRESIDENT'S OFFICE - NIGHT

They crack open a concealed wall safe, eyes widening through their feed sack masks. Inside is \$800,000 in gold coins. It's a shitload to carry. They start loading up saddlebag after saddlebag.

EXT. BANK - NIGHT

Andrews and Cole, masks off and weighed down by a half dozen gold-filled saddlebags under their long dusters, duck out the front door. Cole locks it up behind them and they walk nonchalantly across the square toward Cole's hotel.

INT. ANDREWS' ROOM - FLETCHER HOUSE - NIGHT

Andrews and Cole throw down the saddlebags and begin to divide up the spoils.

COLE

I still don't like leavin' that fucking banker alive.

ANDREWS

We need him to confirm what the bank's ledgers show: the robbers got away with nothing.

A *CLICK* comes from behind Andrews' head.

COLE (O.C.)

You mean one of 'em got away with nothing.

He slowly turns, finds himself looking down the barrel of Cole's Remington.

ANDREWS

Son of a bitch.

COLE

I'm honestly doing both of us a favor. You know well as I what a damn shame it'll be to see your share go to waste when you get yourself killed tomorrow. And just think, if you make it, who needs gold when you're a hero.

Andrews' hand itches for his holster.

COLE (CONT'D)

I wouldn't. There's a floor full of grayback officers bunking right above us. Any gunplay they're gonna want an explanation. For the first time in your life you got more than yourself to worry about.

Andrews looks out the window to the station next door, considers his men. He seems to give in.

ANDREWS  
You're right.

Cole relaxes his gun. With a roundhouse kick, Andrews knocks it away onto the bed. They both lunge for it. Andrews again swats the gun skittering into a far corner.

Cole jams Andrews head between the mattress and bed frame, strangling his old friend with the rope support. Andrews, in serious trouble, sees his knife still stuck in the wall from before. With his last gasp he grasps the knife and STABS COLE IN THE BACK.

Cole rolls off him, getting tangled in the bedding as he goes. Andrews, now with the advantage, wraps Cole up even more and starts stabbing him repeatedly through the sheets. After a while Cole's thrashing subsides.

Andrews steps back from the body shaking and spent. He looks at the white sheets now soaked crimson with his old partner's blood. He's never quite killed a man like that. He spits good riddance.

EXT. WORKING CLASS STREET - ATLANTA - DAWN

We push in on a modest little home. Over it, a subtitle appears:

"ATLANTA  
138 MILES TO CHATTANOOGA"

A tall, young man steps out the front door wearing the checkered pants and dark, indigo coat of a train conductor. This is WILLIAM FULLER. His YOUNG WIFE, infant cradled in her arm, runs out the door after him...

FULLER'S WIFE  
I almost forgot...

She delivers Fuller a small, wrapped GIFT and kisses him on the cheek.

FULLER'S WIFE (CONT'D)  
Happy birthday, William.

EXT. TRAIN YARDS - ATLANTA - DAWN

Gift in hand, Fuller walks up to the railroad's roundhouse.

INT. ROUNDHOUSE - ATLANTA - DAWN

Fuller enters. There, gleaming in the morning light, is his beloved engine: *THE GENERAL*. Nothing less than a melody cast and wrought in metal.

A free black man, CAIN, finishes up giving a little extra spit and polish to the engine. Fuller's fireman.

CAIN

Got her all nice and ready for you  
this mornin', Mr. Fuller.

FULLER

Good work, Mr. Cain.

Fuller helps Cain with the last of it. It's like they're grooming a thoroughbred.

FULLER (CONT'D)

Nice to find someone who loves  
these machines much as myself.

CAIN

I ain't done scrimped and scraped  
for thirty years to buy my freedom  
so I could slouch on a real job.

(re: the gift)

Ain't ya gonna open your gift from  
the missus?

Fuller smiles, jumps into cab.

FULLER

Let's get things moving first.

EXT. MARIETTA STATION - MORNING

Pittinger, Buffum, Shadrach, Dorsey, Campbell and Slavins, along with 10 other raiders, stand among passengers on the platform. Andrews looks at the station clock. A steam whistle signals the arrival of *The General*, right on schedule.

The engine draws into the station hitched to a TENDER (storing the wood and water that fuels the train) and THREE EMPTY BOXCARS, with a mail/baggage car and two passenger cars in the rear.

Andrews approaches a PORTER pointing to the weapons crate marked "BIBLES."

ANDREWS

Porter! That crate there is really  
medicine for our boys up the line.  
I'd rather it not get tossed around  
with the loose baggage.

He slips him a gold coin.

PORTER

I can put it in one of the empty  
boxcars?

ANDREWS

Perfect.

Andrews looks to his men. It's time.

INT. HOTEL ROOM - FLETCHER HOUSE - MORNING

Wollam snores in bed. Parrott is splayed out on the  
floorboards. A ringing train bell wakes him, head pounding.  
Out the window he sees:

ANDREWS and the raiders boarding the train. The CRATE is  
loaded into the last boxcar.

PARROTT

Dear God. Wake up!

He shakes Wollam then scrambles around gathering up his shit.

PARROTT (CONT'D)

It's Andrews! They're leaving!

WOLLAM

But we just got here?

Parrott stops, everything in hand. He looks around perplexed.

PARROTT

Where the fuck are our boots?

Outside the General leaves the station.

INT. GENERAL - ENGINE CAB - MOVING

Cain, the fireman, feeds wood from the tender into the  
boiler. The engineer, a fatty named MURPHY, leans on the  
throttle.

EXT. GENERAL - MOVING

Hanging off the back of last car of the train is an old brakeman, ANDERSON, who watches Marietta Station fall away.

INT. GENERAL - PASSENGER COACH - MOVING

Fuller comes down the aisle collecting tickets. Andrews hands him his and the two lock eyes.

FULLER  
Mornin'. Headed up to Chattanooga?

ANDREWS  
Yes, sir. You?

FULLER  
Well, of course. It's my train.

ANDREWS  
(smiling)  
Of course.

Fuller senses something off, but he moves on...

INT. CONFEDERATE ENCAMPMENT - CHATTANOOGA - MORNING

Young Wood, now wearing Confederate grays, is curled and asleep alongside other rebels on the muddy ground. He's collared to his feet by Lieutenant Vickers, the man who enlisted him.

LIEUTENANT VICKERS  
Wake up, maggot.

Wood gets his bearings and sees a dozen graybacks surrounding him. They don't look happy. He looks around for Llewellyn, nowhere to be seen.

LIEUTENANT VICKERS (CONT'D)  
Yer friend ain't here. Coward  
skipped out last night. A deserter.  
Know where he was goin'?

Wood shakes his head, clearly confused with the situation. Vickers drops him on his ass in the mud.

LIEUTENANT VICKERS (CONT'D)  
We'll find him, that's for certain.  
And when we do, well, let's just  
say you don't wanna be havin' the  
same ideas.

They go, leaving Wood to take in the unfamiliar, unsympathetic faces of his awakened fellow soldiers, who now eye him with suspicion. He shudders in the cold.

INT. GENERAL - PASSENGER COACH - MOVING

Fuller steps in for an announcement.

FULLER

Next stop Big Shanty. We'll be holdin' for breakfast fifteen minutes.

Andrews looks to Buffum. This is it. Buffum throws back some whiskey. Andrews snatches away the bottle.

ANDREWS

I need you clear headed.

Buffum snatches it back. He takes another, bigger swig.

BUFFUM

Exactly.

We flash across the steeled, anxious faces of the raiders we've come to know: Dorsey, Campbell, Shadrach, Slavins and Pittinger who watches out the window for...

EXT. CAMP MCDONALD - BIG SHANTY - DAY

The Confederate camp is just starting to stir. Rebels emerge from their tents still in their long johns. Once again, a subtitle appears:

*"BIG SHANTY/CAMP MCDONALD  
110 MILES TO CHATTANOOGA"*

They yawn and watch the General pull to a stop in front of the LACY HOTEL.

EXT. BIG SHANTY STATION - CONTINUOUS

A crowd of passengers and crew step off the train, including Fuller, Murphy and Anderson. They all head to the hotel for a quick breakfast. All but...

## INT. GENERAL - PASSENGER COACH - DAY

Andrews and the raiders, the only passengers left in the car. Andrews gestures for the men to stay put, then steps off himself...

## EXT. BIG SHANTY STATION - CONTINUOUS

Andrews walks the platform calmly but purposefully down the length of the train. On the camp side of the tracks he sees two rebel pickets pacing with muskets, bored as shit.

Arriving at the engine Andrews first checks the cab and finds it empty, then looks ahead for the open switch: all clear. He pivots and strolls back down the platform, keeping an eye on:

## EXT. LACY HOTEL - DAY

Fuller and his crew clean off their greasy hands with soap and water in a battered wash pan by the door. They go inside.

## EXT. BIG SHANTY STATION - CONTINUOUS

Andrews stops where the last of three boxcars is coupled to the mail and baggage car, itself coupled to the coaches that make up the rest of the train.

He waits for the picket to pace by then ever so stealthily uncouples the boxcar from the mail and baggage car, effectively splitting the train in two. It takes five seconds and nobody notices a thing.

## INT. LACY HOTEL - DAY

Fuller and his crew stands in the cafeteria line.

## INT. GENERAL - PASSENGER COACH - DAY

Andrews hops back aboard, smiles to his waiting raiders.

ANDREWS

Well, boys, I guess it's time to go.

EXT. BIG SHANTY STATION - DAY

The 16 raiders hop off the passenger coach and herd up the platform to the last open boxcar, where they begin to climb in en masse as if this were nothing unusual. Andrews, Slavins and Buffum continue on up to the engine...

INT. LACY HOTEL - DAY

Fuller and his crew finally sit down with their plates of hot gravy and biscuits, oblivious.

INT. GENERAL - ENGINE CAB - DAY

Andrews, Slavins and Buffum take over the cab. They're surprised by Cain in the tender.

CAIN

What ya'll think yer doin'?

ANDREWS

We're takin' this train, my friend.

Cain drops his breakfast and grabs a stoker.

CAIN

Hell you are.

Andrews draws his pistol.

ANDREWS

We're Union agents. On your side, boy. Now put down that stoker and let us do our business.

CAIN

Boy, huh? I'm loyal to men, not sides. And to the man I'm loyal, this train is like our old lady. And I ain't lettin' nobody touch our old lady.

ANDREWS

Have it your way.

EXT. BIG SHANTY STATION - DAY

Cain is thrown from the engine. He lands with thud on the Camp McDonald side of the tracks. The pickets see this, as do other rebels in camp.

The *General* roars to life and with a pull, jar and clang lurches forward out of the station.

INT. BOXCAR - THE GENERAL - MOVING

Shadrach hands out weapons like candy from the open crate.

SHADRACH  
Here we fuckin' roll!

Dorsey and Campbell exchange uneasy glances.

INT. LACY HOTEL - DAY

Fuller jumps up from his breakfast, shocked at what he sees: Outside the *General*, tender and three boxcars are skipping the station. Its mail and baggage car and two coaches just sit there on the tracks, left behind.

INT. GENERAL - ENGINE CAB - MOVING

Buffum feeds wood into the firebox. Slavins presses the throttle and they gain speed. Andrews holds his stove-pipe hat and grins at Big Shanty falling away behind them.

EXT. BIG SHANTY STATION - DAY

Soldiers everywhere come running. The pickets stand over Cain in the grass clutching his leg.

CONFEDERATE PICKET  
What's going on, nigger?

Fuller sprints out from the Lacy.

FULLER  
Mr. Cain! You okay? Who's in the train?

CAIN  
They's Union, sir. Three so far as I could tell.

Fuller looks at the *General* building steam and starts running after it down the tracks. The pickets eye Cain with suspicion.

CONFEDERATE PICKET  
Your friends, eh?

INT. GENERAL - BOXCAR - MOVING

The raiders celebrate their success. Pittinger looks out the open door at Fuller booking after them, and pursuing rebels not far behind. Shadrach comes up, little man cocky.

SHADRACH

What, that joker think he's gonna  
catch us?

The boxcar shutters and the train starts losing momentum.

INT. GENERAL - ENGINE CAB - MOVING

The pressure gauge on the boiler quickly drops. Slavins scrambles at the controls.

ANDREWS

What's the fuck's happening?

SLAVINS

I don't know. We're losing steam.  
We're losing steam!

EXT. TRACKS NORTH OF BIG SHANTY - CONTINUOUS

Still running, Fuller and the Big Shanty rebels start to gain on the General up ahead as it drifts to a complete stop.

BIG SHANTY REBEL

They ours now, boys!

They give a rebel yell and start shooting at the train.

EXT. BIG SHANTY STATION - DAY

Cain is manhandled to his feet by a scrum of Confederate soldiers egged on by the irate passengers.

CONFEDERATE PICKET

What we got ourselves here, folks,  
is a nigger collaborator.

CAIN

No please wait!

INT. GENERAL - ENGINE CAB - DAY

Musket shots crack off the cab around them. Andrews blasts back. Slavins is at a loss.

SLAVINS  
Shit. Shit. Shit. Shit. Shit.

Buffum shoves him aside and whacks a lever with his elbow. The steam pressure kicks up and the train lumbers forward.

SLAVINS (CONT'D)  
What did you do?

BUFFUM  
Closed the damper, you ninny.

INT. GENERAL - BOXCAR - MOVING

Campbell, bracing for a firefight, look relieved as the train gets moving. Dorsey just vomits.

EXT. TRACKS NORTH OF BIG SHANTY - CONTINUOUS

Fuller, still running and oh so close watches the *General* gain speed and race away. He finally stops, panting and dejected. The pursuing rebels let loose a last, futile volley of shots at the fleeing train. Fuller looks back to Big Shanty just in time to see:

CAIN hoisted from a telegraph pole and LYNCHED.

FULLER  
No!

Fuller runs back toward his friend, but Cain's flailing body soon hangs limp. Dead. Fuller falls to his knees in despair. He's surrounded by the pursuing rebels.

BIG SHANTY REBEL  
That your barnburner? What in Sam  
hell's happenin' round here?

Fuller glares in the direction of the *General*, now only a belched trail of smoke over the treetops. He picks himself up and pulls his shit together.

FULLER  
You need to get a man on a horse  
back to Marietta so somebody can  
telegraph the stations ahead.

BIG SHANTY REBEL  
And tell 'em what?

FULLER

The General has just been seized by  
Union agents drivin' it north. And  
that William Fuller, the conductor,  
is in pursuit.

The Big Shanty Rebel looks Fuller up and down, incredulous.

BIG SHANTY REBEL

In pursuit? How are you in pursuit?

FULLER

Any Goddamn way I can.

They watch Fuller trot off up the tracks after the General.

FULLER (CONT'D)

(calling back re: Cain)

And get that man down from that  
pole.

INT. GENERAL - BOXCAR - MOVING

The countryside streaks by. The raiders whoop it up over  
their clean(ish) getaway. Even Dorsey looks emboldened.

INT. GENERAL - ENGINE CAB - MOVING

Andrews too is elated.

ANDREWS

Nice work, gentlemen.

Buffum takes another pull of whiskey, offers the bottle to  
Andrews. Andrews takes a pull.

ANDREWS (CONT'D)

How'd you know what to do about the  
damper anyway?

BUFFUM

I never ran a engine, but I used  
the boiler to blow a shitload of  
'em up.

ANDREWS

Blow 'em up where?

BUFFUM

Good 'ol days back in bleedin'  
Kansas.

(MORE)

BUFFUM (CONT'D)  
I was fightin' for the  
abolitionists. One of the few who  
escaped Harper's Ferry.

Andrews is impressed. Slavins grabs Fuller's gift on the dash, starts rattling it to his ear.

SLAVINS  
Hey what about this? Should we open  
it?

Andrews nods for him to put it down.

ANDREWS  
We're patriots, Mr. Slavins, not  
thieves.

He winks.

EXT. HUNTSVILLE STATION, ALABAMA - DAY

A city under occupation. General Mitchel mobilizes his troops into boxcars, coaches, flatbeds, anything that can hold them. It's a massive rolling convoy. A subtitle appears:

*"HUNTSVILLE, ALABAMA  
100 MILES WEST OF CHATTANOOGA"*

Arbuckle comes up.

CAPTAIN ARBUCKLE  
Scouts say we should have no  
trouble pushing as far as Stevenson  
Junction.

MITCHEL  
Good. It's a beautiful sight, isn't  
it Captain? An army on the move.

CAPTAIN ARBUCKLE  
Yes, sir. Let's hope Andrews is  
movin' just the same.

MITCHEL  
Don't worry. If he's captured or  
killed we'll hear at a telegraph up  
the line.

CAPTAIN ARBUCKLE  
And if we hear nothing?

MITCHEL

That means wires are being cut and  
the raiders are on their way.

INT. CONFEDERATE ENCAMPMENT - CHATTANOOGA - DAY

Wood drills with his new regiment. Something causes commotion within the ranks. All heads turn to:

Llewellyn, marched back into camp by Lieutenant Vickers. He and Wood make eye contact.

A MOUNTED OFFICER comes riding through.

MOUNTED OFFICER

Look sharp men, Colonel Leadbetter  
is comin'! Colonel Leadbetter!

INT. MIRIAM'S BEDROOM - MARIETTA - DAY

We can hear Miriam pounding away inside the closet. Finally a female HOUSE SLAVE enters.

HOUSE SLAVE

Miss Miriam?

At first she's confused about the source of the pounding and the scattered state of the room.

HOUSE SLAVE (CONT'D)

Miss Miriam? Is that you?

She opens the closet and finds Miriam, still gagged and bound to a chair.

HOUSE SLAVE (CONT'D)

Oh my Lord!

She removes the gag and unties her.

MIRIAM

Tell no one about this, you  
understand.

EXT. UP THE LINE PAST BOONE'S STATION - DAY

The General has stopped again, this time on purpose. A gang of raiders struggle to pry up the tracks, getting nowhere. Finally Campbell jumps in, the big man ripping shit up with his bare hands.

Ahead at the engine, Andrews ties a red handkerchief to the cowcatcher.

BUFFUM

What the fuck you tyin' a bow on  
this thing for? It Mitchel's  
birthday or somethin'?

ANDREWS

Tell him Slavins.

SLAVINS

It's a signal to everyone up ahead.  
Says we're running an emergency  
train.

ANDREWS

We're gonna have to stop at a  
station or two. It's part of our  
cover for passing through  
unscheduled. We'll say we're racing  
extra munitions up to Leadbetter.

He points to Shadrach shimmied atop a telegraph pole cutting  
the lines.

ANDREWS (CONT'D)

With the telegraph cut, there's no  
one to tell 'em any different.

Pittinger comes running.

PITTINGER

Andrews! You're not gonna believe  
this.

A man is running toward them up the tracks:

FULLER

Rolling his eyes, Andrews draws his pistol and aims.  
Pittinger jumps in front.

PITTINGER (CONT'D)

Wait! He's one man. On foot. A  
civilian.

Andrews gives Pittinger a barbed look, then pops off a  
warning shot at Fuller's feet. Fuller pulls up, message  
received.

ANDREWS

I'm a lot of things, Mr. Pittinger,  
but cold blooded ain't one of them.

(MORE)

ANDREWS (CONT'D)

Don't ever challenge me in front of  
the men again.

He barks to his raiders.

ANDREWS (CONT'D)

Okay raiders, let's get this show  
on the road.

(annoyed, to Pittinger)

And make sure you shut them boxcar  
doors.

The raiders toss the torn up track into the last boxcar and climb in behind it, pulling the doors shut.

FULLER again starts chasing after them, again getting close, only to lose the *General* once more. He lets go a primal scream of frustration and pulls up.

Doubled over and gasping for air, Fuller looks between his legs and spots something coming up the tracks behind him. The sweat in his eyes and the lack of oxygen make it hard to recognize...

A POLE CART, manned by Murphy and Anderson, Fuller's engineer and brakeman from the *General*. They propel themselves up the tracks waving and shouting.

MURPHY

Look at what we found at Boone's  
Station!

Fuller is so Goddamn happy he could cry.

EXT. MARIETTA STATION - DAY

Parrott and Wollam lurk the platform, panicked, their bootless stockinginged feet receiving looks from everyone.

PARROTT

What are we going to do?

WOLLAM

You're the fookin' one good with  
God, ain't ya? Ask him.

Right then the Big Shanty Rebel Fuller dispatched comes galloping into the station. The two raiders watch as he jumps off his horse, confers with the STATION MASTER, then disappears into the TELEGRAPH OFFICE. A flustered Station Master addresses the crowd:

## STATION MASTER

Uh, ladies and gentlemen, due to an unexpected, uh, situation on the line, there will be no passenger service to Chattanooga today. The Western & Atlantic Railroad apologizes for your inconvenience.

Passengers grumble and twitter. The soldiers among them suddenly look on alert. Parrott and Wollam look at each other. Oh fuck.

## EXT. MARIETTA SQUARE - DAY

Miriam, now dressed, hurries across the square, citizens and soldiers frantic with the news of the raiders. She steps up to the BANK, where a group of customers and employees stand outside the locked doors.

## MIRIAM

What's going on?

## BANK TELLER

Don't know. They usually open the doors at eight.

## INT. GENERAL - BOXCAR - MOVING

The raiders sit rocking in the dark of the buttoned up Boxcar. Shadrach scratches his head with his pistol. Dorsey and Campbell play gin rummy. Pittinger peeks out a crack at the world speeding by outside.

## SHADRACH

Why the fuck didn't we wax that confederate back there?

## CAMPBELL

Why's everything gotta be about killing with you?

## DORSEY

Cuz he's never done it.

## SHADRACH

Shit, at least I ain't got the balls of school girl. You must be the pride of pussyville, Ohio.

Shadrach shoves him into a corner. Dorsey is humiliated. What's sad is he knows it's true.

PITTINGER

Enough. If a man can't hurt the mission, we're not gonna hurt him.

EXT. ETONAH STATION - DAY

The *General* approaches a small hamlet sprung around the Etonah Mining & Manufacturing Company. An old, rinky-dink workhorse switch engine sits on the spur with a cart load of coal. This is the *YONAH*. Again, a subtitle:

*"ETONAH STATION  
95 MILES TO CHATTANOOGA"*

INT. GENERAL - ENGINE CAB - MOVING

Buffum sprinkles oil into the fire. Slavins holds her steady. They see the little engine and turn to Andrews with concern.

SLAVINS

I thought we weren't suppose to see any trains 'til Kingston?

ANDREWS

We weren't.

BUFFUM

So let's stop and blow that fuckin' engine?

ANDREWS

I don't wanna risk a skirmish and break appearances. We play our cards right we'll ride into Chattanooga without another shot fired. That coal clunker's nothin' to worry about anyway.

EXT. ETONAH STATION - DAY

The *General* thunders past the brick platform and the dismayed faces of passengers looking out for the usual train, the *Yonah* left in its dust.

EXT. UP THE LINE PAST BOONE'S STATION - DAY

Fuller, Murphy and Anderson lift the pole cart over the gap in the sabotaged tracks. They set it down, hop on and start pushing up the line.

INT. CONFEDERATE ENCAMPMENT - CHATTANOOGA - DAY

Young Wood's new regiment stands at attention. Colonel Leadbetter paces before them.

LEADBETTER

You boys know why we don't give out metals in our Confederate army?  
It's because you're all heroes. And it would be a mistake to single out one man from any other.

He comes to Llewellyn, who stands naked on a barrel, arms strapped to a crosstie balanced atop his shoulders like a crucifix.

LEADBETTER (CONT'D)

Unless, of course, that man's a deserter. In that case you get to be a shining star, the one everyone talks about, the center of all our attention.

The ranks laugh. All but Wood. This is not lost on Leadbetter, who steps up to the boy.

LEADBETTER (CONT'D)

You're his friend, are you?

WOOD

Just... just traveling together, sir.

LEADBETTER

Well, in that case you won't mind doing the honor.

He hands him a revolver. Wood looks up, horrified. Leadbetter drags him over to Llewellyn.

LEADBETTER (CONT'D)

(to Llewellyn)

Anything you'd like to say? A reason for me to spare you?

Llewellyn looks to Wood. He could easily sell him out, but he says nothing.

LEADBETTER (CONT'D)

(to Wood)

Okay, private. Shoot him so we can all get on with our lives.

Wood can't even raise the gun. Leadbetter raises his own to Wood's temple.

LEADBETTER (CONT'D)  
You have twenty seconds.

Llewellyn nods for him to do it, tries to give a forgiving smile. Wood lifts the revolver, looks away and SHOOTS.

Llewellyn blows from the barrel and smacks it in the mud. Wood looks back to his friend, shot dead in the chest. Leadbetter snatches the gun back.

LEADBETTER (CONT'D)  
(to Lt. Vickers)  
Give that one the other's rations  
for the day. Company dismissed!

INT. ANDREWS' ROOM - FLETCHER HOUSE - DAY

A SHERIFF and two deputies unwrap Cole's corpse from the blood-matted bedding. He looks to the front desk clerk from the night before.

SHERIFF  
You say a whole gang of men you  
never seen before bunked here last  
night?

The clerk nods. Another DEPUTY comes to the door.

DEPUTY  
Sheriff, something weird is goin'  
on at the bank.

INT. BANK - DAY

A SHOTGUN BLAST blows off the lock and the front door kicks in. The sheriff and his deputies enter and see two bodies with feed sacks thrown over their heads.

Yanking off the masks they find first the night watchman, his throat slit, then Bank President, gagged but alive.

Customers gawk from the doorway, Miriam among them.

EXT. CASS WOOD & WATER STATION - DAY

The General refuels under a water tower. Slavins draws down the spigot and begins to fill the tender. A subtile reads:

(MORE)

DEPUTY (CONT'D)  
 "CASS WOOD & WATER STATION  
 86 MILES TO CHATTANOOGA"

Andrews hands the STATION TENDER a refueling ticket. The station tender eyes Buffum, who grabs cords of wood.

CASS STATION TENDER  
 Movin' gunpowder you say?

ANDREWS  
 By special order of Colonel Leadbetter. Those Yankee cocksuckers try to move on Chattanooga like they did Huntsville, he'll blow 'em sky high.

CASS STATION TENDER  
 And where's Mr. Fuller?

ANDREWS  
 Mr. Fuller?

CASS STATION TENDER  
 That there's the *General*. They got plenty 'a rigs down in Atlanta, curious they should give you his baby.

ANDREWS  
 Yes, well, the Confederate High Command doesn't need to run its mission's by railroad employees.

CASS STATION TENDER  
 (eyes narrowing)  
 Maybe not, but if this particular employee wants to keep his job, he better know what's runnin' through his station.

Slavins and Buffum swap looks. The station tender goes to the first boxcar.

CASS STATION TENDER (CONT'D)  
 Open this door please.

INT. GENERAL - BOXCAR - STOPPED

The raiders keep still in the dark. Shadrach ever so quietly cocks his pistol.

EXT. CASS WOOD & WATER STATION - DAY

CASS STATION TENDER  
Well? You gonna open her or am I?

ANDREWS  
Be my guest.

The station tender throws open the boxcar door. Car's empty. He looks back to Andrews, not satisfied. He goes to the second boxcar and does the same. Also empty.

CASS STATION TENDER  
Gunpowder, huh?

Andrews is unreadable.

The station tender goes to the last boxcar. Again he throws open the door. He's surprised to see:

14 ARMED MEN crouched in the dark.

BLAM! Shadrach shoots the man in the face. He drops like a sack of dirt.

Andrews stalks up to the boxcar.

ANDREWS  
Alright, who shot the bastard?

Pittenger points a thumb at Shadrach.

PITTINGER  
Who do you think?

SHADRACH  
Woo-hoo! Bagged my first Johnny-  
Reb!

Andrews looks down at the corpse then to Shadrach, not happy.

CRACK! A rifle shot splinters the side of the boxcar just missing him. Andrews rolls under the carriage on the tracks, no idea where the fire is coming from.

CRACK! One of the raiders is tagged. Shadrach and Dorsey duck for cover inside the boxcar. Campbell drags the wounded man away from the door. Pittenger flings it shut.

CRACK! Aimed somewhere else. Andrews see Slavins smack the ground a few cars ahead. He groans, begins to crawl.

ANDREWS  
Slavins!

CRACK! A second shot ends him.

INT. BANK - DAY

The sheriff pours a shot of whiskey for the Bank President.

SHERIFF

What do you mean no monies were  
taken?

The Bank President dabs sweat from his upper lip, shifty and nervous. He looks to Miriam, who gives a slight nod.

BANK PRESIDENT

Not a cent. You can check the  
ledgers against what's in the safe.  
Guess halfway through the thieves  
got spooked.

EXT. ALLEYWAY BEHIND FLETCHER HOUSE - MARIETTA - DAY

Parrott and Wollam peek around a corner into the square, swarming with agitated soldiers and deputies.

PARROTT

No doubt they're combing the city  
for spies.

WOLLAM

Maybe we lay low back at the  
fookin' hotel?

They look back to Fletcher's back door which swings open. Out steps the front desk clerk, a bundle of blood-soaked sheets in his arms. He sees the two raiders--their bootless, stocking feet and guilty expressions.

CLERK

Hey, you two--

Before he can dump the bedding the raiders run off into the square.

EXT. CASS WOOD & WATER STATION - DAY

Andrews is pinned beneath the boxcar, sniper shots ricochetting around him.

ANDREWS

Fuck this.

He starts blasting back blindly, screams to his raiders.

ANDREWS (CONT'D)  
Give me cover you shitheels.

INT. GENERAL - BOXCAR - CONTINUOUS

Pittinger pumps his rifle and throws open the door.

PITTINGER  
You heard the man.

The raiders blindly volley off a blister of gunfire.

EXT. CASS WOOD & WATER STATION - CONTINUOUS

Andrews scrapes to his feet and dashes out into the open, covering the forty or so yards to the station tender's SHACK, and diving in. There, through a sooty window pane he sees:

A 9-YEAR-OLD BOY with a Davy Crocket musket, positioned in the woods. The boy sees him and shoots.

The whole window blows out. By the time Andrews is reassured he still has a head the boy is running off into the woods. Andrews takes chase...

EXT. WOODS - CONTINUOUS

The boy runs like a jackrabbit, lugging a musket as long as he is tall. Andrews, right on his heels, has his pistol out but can't bring himself to shoot...

The boy finally trips up on his own gun and goes tumbling. Andrews has him. The boy tries to whack him away with the musket but Andrews ducks and puts a boot in the little fucker's face, knocking him unconscious.

EXT. TRACKS SOUTH OF ETONAH STATION - DAY

Fuller, Murphy and Anderson push up the line on the pole cart. They spot the belched smoke of a locomotive over the treetops.

MURPHY  
You think that's them?

FULLER  
I don't.

They round the bend and Fuller breaks a huge smile. It's the *Yonah*.

FULLER (CONT'D)  
I think that's our new ride.

EXT. CASS WOOD & WATER STATION - DAY

The station burns. Campbell and a gang of raiders have mangled some track. They heave ties into a boxcar. Andrews returns with the boy in his arms.

PITTINGER  
That's the sniper?

ANDREWS  
My guess, the station tender's boy.  
I didn't want him running off to  
flag down some nearby group of  
cavalry.

He glares at Shadrach.

SHADRACH  
What?

Andrews just shakes his head. He turns to Campbell.

ANDREWS  
You looked after whores, right?  
Back in Louisville?

Campbell nods. Andrews entrusts him with the boy.

ANDREWS (CONT'D)  
Put him in the boxcar. I don't want  
him hurt. Just keep him quiet.

Campbell cradles the kid with the greatest of care. He's both honored and frightened by the responsibility.

DORSEY  
What about Mr. Slavins?

Andrews glances at the body beside the tracks.

ANDREWS  
He stays here.

INT. GENERAL - ENGINE CAB - CONTINUOUS

Buffum stares at the controls. He looks to his bottle of whiskey then back to the controls then back to the bottle. He takes one last long sweet pull.

INT. GENERAL - BOXCAR - CONTINUOUS

The raiders mount up. Andrews goes to the weapons crate and with a nonchalant boot-tap to its base checks on a secret stash within. The gold.

ANDREWS

Okay, boys, let's get movin'.

Andrews hops out. Shadrach looks to Pittinger.

SHADRACH

Moving how? Who's gonna drive the fuckin' train?

EXT. CASS WOOD & WATER STATION - CONTINUOUS

Walking to the engine Andrews comes upon Buffum's shattered whiskey bottle.

INT. GENERAL - ENGINE CAB - CONTINUOUS

Aboard Andrews finds Buffum familiarizing himself with the controls.

ANDREWS

Think you can handle it?

Buffum smiles sheepishly.

BUFFUM

I'll try not to blow this one up.

He pulls a lever and the boiler shutters and screams.

INT. YONAH - DAY

Fuller, now at the controls, with Murphy and Anderson alongside him, waves farewell to the small crowd gathered alongside the tracks, including the train's normal crew.

FULLER

Much obliged, fellas.

YONAH'S ENGINEER  
You nail them Yankee bastards!

FULLER  
We're sure gonna try.

He opens the throttle and the little *Yonah* races off.

INT. TELEGRAPH OFFICE - MARIETTA STATION - DAY

Miriam, in a huff, speaks with the telegraph operator.

MIRIAM  
What do you mean I can't send a  
message to my husband?

TELEGRAPH OPERATOR  
I'm sorry, Mrs. Leadbetter. But  
we've heard nothing from nobody  
that way all morning. We're pretty  
confident the train thieves cut the  
wires alongside the track.

MIRIAM  
So no one up there knows what's  
happened?

He shakes his head.

TELEGRAPH OPERATOR  
Only message that's gettin' up to  
Chattanooga is one you carry  
yourself.

Miriam decides that's exactly what she's going to do.

INT. GENERAL - ENGINE CAB - MOVING

The train barrels ahead. Buffum, behind the controls, looks  
like he's getting the hang of it. Andrews feeds the firebox.

ANDREWS  
Not bad for a washed up old  
radical.

BUFFUM  
Shit. Getting her goin' was easy.  
It's stopping I ain't so sure  
about.

ANDREWS

Well, get ready cuz in about two-three miles comes Kingston.

BUFFUM

What's in Kingston?

ANDREWS

Our last stop before we start  
burning bridges.

EXT. KINGSTON STATION - DAY

The General approaches a junction station crawling with men and clogged with cars. A passenger train, the *William R. Smith*, waits on a spur headed toward Rome, Georgia. A long freight bound south is parked on one of the four sidings. At the center of it all is a stone depot with a broad, three-foot high platform around it on all three sides. Subtitle:

*"KINGSTON  
79 MILES TO CHATTANOOGA"*

INT. GENERAL - BOXCAR - MOVING

Pittenger peers through a crack, Shadrach pestering.

SHADRACH

What'cha see smart guy?

PITTINGER

Two other trains, a depot, and a  
shitload of railroad men.

DORSEY

(anxious)

Then why are we slowing down?

Campbell gently cradles the boy, still unconscious.

INT. GENERAL - ENGINE CAB - DAY

Buffum eases her onto one of the sidings. In an open field directly in front of them local militiamen play baseball.

BUFFUM

Busy fuckin' place.

ANDREWS

Just follow my lead. We'll be outta  
here in no time.

EXT. KINGSTON STATION - DAY

Andrews hops from the engine and struts up to a group of railroad men milling around chewing tobacco.

ANDREWS  
Mornin', gentlemen. Know where I can find the stationmaster?

A crusty, old SWITCHMAN nods to a dandy over by the depot.

SWITCHMAN  
That's him. Stephens.

ANDREWS  
Thanks.

The switchman spits and watches Andrews walk off toward STEPHENS.

ANDREWS (CONT'D)  
Mr. Stephens.

STEPHENS  
This the ten o'clock? I don't see any passenger cars?

ANDREWS  
The regular train is due behind us.  
We're on a special mission runnin'  
ammunition up to Colonel  
Leadbetter.

STEPHENS  
Ammunition?

ANDREWS  
Enough to blow this entire station to kingdom come.

Stephens looks to the boxcars and frowns.

ANDREWS (CONT'D)  
Now I'm sure both of us want to get this train outta here so if you could just direct the switchman with the key to our siding to let us loose.

STEPHENS  
You just spoke to him.

He points back to the crusty switchman.

STEPHENS (CONT'D)  
But I can't let you go just yet.

ANDREWS  
Why not?

STEPHENS  
There's a freight coming down the  
line hasn't arrived yet. You'll  
have to wait for it to pass.

Andrews looks to the freight already there.

ANDREWS  
Isn't that the scheduled southbound  
right there?

STEPHENS  
Yes, but there's another,  
unscheduled train. Seems Mitchel  
marching on Huntsville has the  
whole world scrambling up and down  
this line. You included.

Andrews tries to remain calm.

ANDREWS  
How long you think it'll be?

STEPHENS  
No more than 20, 30 minutes. Come  
inside for a coffee.

Andrews surveys their predicament: the rail traffic, the  
glaring railroad men, the baseball playing militia, the  
impatient passengers. They're sitting ducks.

ANDREWS  
Why not.

INT. GENERAL - BOXCAR - DAY

Dorsey has found a crack of his own to peek from.

DORSEY  
(blurting out)  
What's he doin'? He's heading in--

SHADRACH  
(shushing him)  
We're suppose to be gunpowder. Shut  
the fuck up.

EXT. KINGSTON STATION - DAY

The crusty switchman eyes the *General* with mounting suspicion. He sees Buffum looking at him. He nods. Buffum nods back. Something's not right.

EXT. COACH STAND - MARIETTA SQUARE - DAY

Miriam climbs into a COACH. Parrot and Wollam traipse up.

PARROTT

(bad southern accent)

Pardon me lady. The fella over yonder says you just hired the last coach to Chattanooga?

MIRIAM

What's it to you?

PARROTT

Me and my associate here was kindly wonderin' if we could travel with ya?

She sizes them up: two jokers with no shoes standing in the mud.

MIRIAM

I don't think so.

PARROTT

Please. We'll make it worth your while.

Parrot holds out a clutch of gold coins, what Andrews gave them in case of emergency. Miriam catches her breath. She sees her husband's markings.

MIRIAM

(sly)

So you will. Get in.

The clerk from the Fletcher watches this from the alleyway.

INT. YONAH - MOVING

Fuller and his crew draw up to the smoldering remains of the Cass Wood & Water Station, stopping short of the gap in the sabotaged track.

MURPHY

The bastards.

EXT. CASS WOOD & WATER STATION - CONTINUOUS

Fuller jumps off, kneels next to the dead station tender, hole in his face. He scopes around the station.

FULLER  
Eli? You here, son?

INT. GENERAL - BOXCAR- DAY

The raiders huddle in the dark, quiet as mice. ELI, the boy in Campbell's arms, stirs.

CAMPBELL  
(whispering)  
He's wakin'.

Eli's eyes open, adjust, and he knows he's in trouble. He recoils away from Campbell, but Shadrach is there with a knife in his face.

SHADRACH  
One peep and it'll be your last.

Campbell wraps his giant hand around Shadrach's wrist and pushes the knife away.

CAMPBELL  
You touch this boy and I'll rip  
your throat out.

They face off for a moment: the gentle giant and the sociopath. Then the boy retreats back into the safe harbor of Campbell's mighty arms. Shadrach can't conceal his amusement.

SHADRACH  
I thought you weren't no killer.

INT. DEPOT - KINGSTON STATION - DAY

Andrews sips coffee in the stationmaster's office with Stephens and another big man, WILEY HARBIN, engineer of *William R. Smith*. Harbin checks his timepiece.

HARBIN  
When you say Fuller's usual train  
was gonna arrive behind you?

STEPHENS  
Mr. Harbin here runs the connecting  
train down from Rome. He's a  
stickler for schedule.

ANDREWS  
(to Harbin)  
I didn't. But I'm sure it'll come  
along soon.

Harbin is skeptical.

STEPHENS  
By the way, you happen to see if  
any branches might 'a blown down  
and snapped the telegraph line?

He gestures to the TELEGRAPH OFFICE next door.

STEPHENS (CONT'D)  
We haven't received a message  
coming up all morning.

ANDREWS  
Frankly, Mr. Stephens, the only  
thing I'm concentrating on is  
delivering Leadbetter his  
ammunition.

HARBIN  
Lil' strange they wouldn't  
telegraph ahead 'bout it.

Andrews, unflappable.

ANDREWS  
Not if you consider there are spies  
among the railroad men.

HARBIN  
Spies?

An approaching train's steam whistle blows. They all look out  
the window where the second freight pulls into the station.  
The *CATOOSA*.

ANDREWS  
Time to go.

STEPHENS  
Not just yet I'm afraid.

Harbin points to a red handkerchief tied to the last flatbed.

HARBIN  
Looks like there's a second  
unscheduled train comin' up behind.

EXT. CASS WOOD & WATER STATION - DAY

Fuller, Murphy and Anderson have carefully pried up a section of rail from behind the *Yonah* and carry it to the gap in the tracks.

MURPHY

You ever done this before?

FULLER

Mr. Murphy, there's not much about this morning I've done before.

They insert the rail in the gap.

EXT. KINGSTON STATION - DAY

The crusty switchman strolls up to the *General's* engine. Buffum sits in the cab, anxiously counting down the minutes.

SWITCHMAN

Looks like it's gonna storm.

BUFFUM

Darkenin' up, alright.

SWITCHMAN

Mighty fine rig you got here.

BUFFUM

She's a good one.

SWITCHMAN

Baldwin. 4-4-0. Mighty fine.

BUFFUM

Mighty fine indeed.

SWITCHMAN

Only this one here's a Rogers.

BUFFUM

Right. Of course.

Buffum knows he's just fucked up. The switchman knows it too. He smiles and moseys off, strolling down the length of the train, eying each car as he goes. He stops outside the last boxcar. He can sense something very wrong inside...

INT. GENERAL - BOXCAR - CONTINUOUS

The raiders. They too sense him right there. They dare not move or breathe. Campbell smothers Eli's mouth with his beefy hand, keeping him quiet. Shadrach spies the boy's left foot shaking uncontrollably. He smiles. No one else notices.

EXT. KINGSTON STATION - CONTINUOUS

Something catches the switchman's eye, something around the boxcar doors:

BULLET GASHES

He works his finger in one of the gashes. The splintering is fresh. He looks back to Buffum, who watches him. They're both startled by the...

SQUEALING WHISTLE of the third and final freight rolling south. The *TEXAS*.

EXT. DEPOT - CONTINUOUS

Andrews steps out with Stephens and Harbin, relieved.

ANDREWS  
It's about fuckin' time.

INT. GENERAL - ENGINE CAB - CONTINUOUS

Buffum watches as the *Texas* rumbles into the station, it's boxcars and flatbeds loaded to the hilt with artillery and Confederate soldiers. Shit.

INT. SWITCHMAN'S OFFICE - DEPOT - CONTINUOUS

The switchman hangs up his switch key, grabs a revolver and locks the door behind him.

INT. GENERAL - BOXCAR - CONTINUOUS

Dorsey listens to the *Texas* outside wheezing to a stop. Pittinger finally notices Eli's glassy, bottomless eyes and yanks Campbell's huge hand from covering the boy's mouth and nose.

Eli has suffocated.

Campbell is shattered. He looks down at his hands, hands that have once again betrayed him, the hands of a killer. He's horrified at himself.

Shadrach just cackles.

EXT. SWITCHMAN'S OFFICE - DEPOT - CONTINUOUS

Andrews and Stephens walk up to the switchman, who stands in front of his office, gun in his waistband.

STEPHENS

Mr. Bedloe, if you'd be so kind to turn the switch for Mr. Andrews.

SWITCHMAN

I will not. There's somethin' fishy goin' on. Who is this fella to order us all around? By what authority? And if he's runnin' ammunition up to Leadbetter, why's the Colonel runnin' his own forces south? Look at that train just arrived.

ANDREWS

This is fucking absurd. I have my orders.

He pushes past the switchman, but finds the door locked.

EXT. KINGSTON STATION - CONTINUOUS

Over at the General Buffum pretends to take a leak against the wheels of the last boxcar. He whispers to the men inside.

BUFFUM

Pssst! Shit is gettin' a lil' uneasy out here, boys.

INT. GENERAL - BOXCAR - CONTINUOUS

The raiders listen up, all but Campbell, who just stares at the dead boy he was entrusted by Andrews.

BUFFUM (O.S.)

Be ready to jump out and let 'em have it hot and fast.

Shadrach is eager to start shooting. Dorsey not so much. Pittinger has to literally put a gun in Dorsey's hand.

EXT. SWITCHMAN'S OFFICE - DEPOT - CONTINUOUS

Andrews turns to the switchman, not fucking around.

ANDREWS  
Open this door old man or I break  
it down.

The switchman draws his gun.

SWITCHMAN  
You do and I'll shoot you dead as  
dirt.

STEPHENS  
Gentlemen, please.

Andrews steps away from the door, conciliatory.

ANDREWS  
Fine. Telegraph Leadbetter up the  
line.

The switchman relaxes and Andrews pounces, viper-quick,  
twisting away the gun and heaving the old man through the  
door, breaking it down.

EXT. TEXAS - FLATBED - CONTINUOUS

The scuffle is seen by a grayback PRIVATE, who turns to his  
commander reading *Voltaire* next to a GATLING GUN.

PRIVATE  
Captain?

It's none other than Captain Whitsitt from the hospital.

CAPTAIN WHITSITT  
Yes, Private?

PRIVATE  
Something's stirrin' over by the  
depot.

INT. SWITCHMAN'S OFFICE - DEPOT - CONTINUOUS

Andrews grabs the switch key, steps over the groaning  
switchman on his way out...

EXT. SWITCHMAN'S OFFICE - DEPOT - CONTINUOUS

Andrews strides past Stephens.

STEPHENS

I don't know how I feel about this.

Ignoring him, Andrews stalks toward the SWITCH. A voice calls out from behind.

VOICE (O.C.)

Stop right there and identify yourself.

Andrews turns. He can't fucking believe it. It's Whitsitt, flanked by five Confederate soldiers. The Captain recognizes Andrews immediately.

CAPTAIN WHITSITT

Andrews?

ANDREWS

Captain.

He nods to Buffum, who flings open the boxcar door.

BUFFUM

Showtime, boys.

Lead by Shadrach, a dozen raiders spill out guns blazing.

CAPTAIN WHITSITT

Union agents! Union agents!

The massacre begins. Shadrach and Pittinger each notch up kills. Dorsey fumbles with his pistol, fires it next to Pittinger's ear, blowing his eardrum.

PITTINGER

Jesus Christ, Dorsey!

Whitsitt scrambles away...

INT. GENERAL - BOXCAR - CONTINUOUS

Campbell sits with Eli, catatonic with grief.

EXT. SWITCHMAN'S OFFICE - DEPOT - CONTINUOUS

Andrews sees Whitsitt duck into the telegraph office. He tosses Buffum the switch key...

ANDREWS

Get the switch.

BUFFUM

Where the fuck you goin'?

ANDREWS

That cocksucker shoots a wire off  
to Leadbetter we're done for.

Andrews races after Whitsitt. Pittinger, reading the situation, follows on his heels...

Bullets starts to fly from the *Texas*, tagging Dorsey with a gut shot. He goes down howling.

Shadrach and the remaining raiders blister fire back across the station, keeping the rest of Whitsitt's troops at bay.

INT. TELEGRAPH OFFICE - DEPOT - CONTINUOUS

Captain Whitsitt rushes in, and oddly, shuts the blinds. To the telegraph operator:

CAPTAIN WHITSITT

We need to send out alarm.

TELEGRAPH OPERATOR

About what?

CRASH!

A piece of luggage shatters through the window. Andrews, stepping up behind it, SHOOTS WHITSITT, then turns his gun on the operator, frozen at the telegraph. Whitsitt, wounded but alive, HURLS THE LUGGAGE back at Andrews, deflecting the kill shot. The CAPTAIN LUNGES for Andrews and grappling with each other, the two tumble back onto the operator. As they GO AT IT HAND TO HAND the operator tries to somehow reach the telegraph...

EXT. DEPOT - CONTINUOUS

Pittinger hustles up the platform to the shattered telegraph office window and is WHACKED IN THE CHEST with a shovel by Harbin, knocking him off his feet. Harbin swings again but Pittinger dodges and blasts off Harbin's kneecap...

EXT. KINGSTON STATION - CONTINUOUS

BUFFUM keys the switch, sees MILITIAMEN come running from the baseball field with muskets.

BUFFUM

Fuck me.

He books back to the engine.

THE REBELS ON THE *TEXAS* finally regroup and get the Gatling going. They begin to strafe the station, mowing down innocents, their own, three of the rifle-wielding raiders.

EVERYONE SCATTERS. Shadrach and some raiders grab the wounded Dorsey and they take cover back at...

INT. GENERAL - BOXCAR - CONTINUOUS

Where Campbell is still immobilized, numb to the boxcar splintering around him.

SHADRACH

Jesus Christ, Campbell, pick up a fuckin' gun will ya!

Campbell finally looks up, all hate and rage in his eyes...

INT. TELEGRAPH OFFICE - DEPOT - CONTINUOUS

Andrews and Whitsitt thrash about, grappling over a pistol on the floor. The operator gets to his desk. Thanks to Andrews the gun discharges, the bullet STRIKING THE OPERATOR before he taps anything out, his brains scattering across the telegraph. Finally Whitsitt flings Andrews off of him, controls the pistol, and HAS HIM DEAD TO RIGHTS...

BLAM!

Pittinger wastes Whitsitt from the window. Andrews nods, grateful. They're even.

EXT. KINGSTON STATION - CONTINUOUS

BUFFUM stokes the engine, ready to fucking fly. He blasts away two militiamen who try to take the cab.

BUFFUM

(shouting to the depot)

Andrews!

SHADRACH and the rest take fire from all sides. The Gatling has them pinned. Suddenly, thankfully, the shredding stops.

THE REBELS ON THE *TEXAS* scramble to unjam the Gatling. It's barrel's so hot it scorches their hands.

CAMPBELL finally snaps into action. He grabs two double barrel shotguns and a shitload of grenades from the "*BIBLES*" crate. To Shadrach:

CAMPBELL  
I never wanted to be a killer.

He jumps from the boxcar...

INT. TELEGRAPH OFFICE - DEPOT - CONTINUOUS

Andrews and Pittinger smash the telegraph.

EXT. KINGSTON STATION - CONTINUOUS

Campbell rampages across the clearing between the two trains, blasting buckshot and chucking grenades like a man possessed. He takes bullets without blinking...

Behind him, Andrews and Pittinger dash from the depot...

Campbell storms the flatbed with the Gatling, slaughtering everyone. At one point, running out of shotgun shells, he beats a rebel to death with the butt of the shotgun. Then, unjamming the Gatling, Campbell swivels it around and starts shredding up the troop train.

EXT. GENERAL - BOXCAR - DAY

Pittinger dives in and sees the carnage. Two more raiders dead, several others tagged and oozing blood, including Dorsey.

PITTINGER  
Jesus Christ.

INT. GENERAL - ENGINE CAB - DAY

Andrews climbs in with Buffum.

ANDREWS  
Let's get the fuck outta here.

BUFFUM  
What about the big fella?

He points to the *Texas*, Campbell at the Gatling...

INT. TEXAS - GATLING FLATBED - CONTINUOUS

Campbell's a KILLING MACHINE! He screams like a maniac shredding everyone and everything in sight, unaware he's about to be ambushed by two dozen rebels advancing from both directions.

INT. GENERAL - BOXCAR - CONTINUOUS

Shadrach and Pittinger see this.

PITTINGER  
Campbell!

INT. TEXAS - GATLING FLATBED - CONTINUOUS

The rebels blister Campbell with barrage of hot lead, tossing the big man around like a rag doll, his grip never loosening from the wildly recoiling gun. It's as violent and spectacular a death as any of these men have ever witnessed.

INT. GENERAL - ENGINE CAB - CONTINUOUS

Andrews is horrified. Their little heist has now moved into all out war. He looks to Buffum, who opens the throttle.

INT. TEXAS - DAY

Slumped against the blood splattered Gatling, Campbell looks up to the darkening sky with a final breath as RAINDROPS BEGINS TO FALL...

INT. YONAH - MOVING

Approaching through the rain, Fuller sees Kingston.

FULLER  
Dear God.

It's a scene of corpse strewn carnage. The General flees fast up the line.

## EXT. KINGSTON STATION - CONTINUOUS

The *Yonah* stops short of the train clogged station. Fuller steps through the death, blood mingling with mud. Women howl over their men, wounded rebel soldiers wander in a daze. Fuller is sickened and shocked. He finds...

FULLER  
Mr. Stephens.

Stephens watches rebels rifle through Campbell's pockets then kick his bullet riddled corpse from the flatbed.

STEPHENS  
Who are these savages?

FULLER  
Union agents. And we need to keep after 'em. It'll take too much time to move all these trains. What rig can I get rolling north the quickest?

STEPHENS  
(pointing)  
The *Texas*.

Fuller's already running to it. Stephens yells after.

STEPHENS (CONT'D)  
Only there's no way you can turn her around!

## INT. GENERAL - ENGINE CAB - MOVING

Buffum throttles through the downpour. He looks to Andrews, who watches the tracks behind them. For the first time he's rattled.

## INT. GENERAL - BOXCAR - MOVING

The raiders ride in stunned silence, only 10 left. Pittinger attends to Dorsey, a gurgling bloody mess.

DORSEY  
They're comin' after us aren't they?

Pittinger nods. He sees the rain leaking in the countless bullet holes.

PITTINGER

If this keeps up we're not gonna be  
able to torch bridges behind us.

Shadrach, arming himself to the teeth, holds up a brick of dynamite.

SHADRACH

Guess we'll just have to fucking  
blow 'em.

INT. MIRIAM'S COACH - MOVING

Miriam stares at Parrott and Wollam as they bump along the road. They have no idea the jig is up.

MIRIAM

So what's Andrews' plan?

They tense up.

PARROTT

Huh? Who's plan? What?

MIRIAM

Don't play dumb, hard as it may be.  
(re: the coins they gave  
her)

This is my husband's gold. Colonel  
Leadbetter? You were in on the  
heist.

The guys look at each other, truly clueless.

WOLLAM

I think ya got us mixed up with  
some other fookin' fellas.

MIRIAM

Do I now? Because one word from me  
that you're Union agents and that  
coachman out there will shoot your  
dicks off.

PARROTT

Listen, Mrs. Bedwetter--

MIRIAM

Leadbetter.

PARROTT

Legbutter--

MIRIAM  
Leadbetter, you idiot.

PARROTT  
We swear, the each of us, on this  
holy fuckin'--

She chuck's his bible out the window. Parrott gasps.

MIRIAM  
Last chance, assholes. I want to  
know what you know. Now where's  
Andrews headed with my husband's  
fortune?

WOLLAM  
Lady, we ain't even sure where he  
was headed with us. We got turned  
around before we were told word  
one.

MIRIAM  
What do you mean turned around?

PARROTT  
He means: do we look like two guys  
up to speed with any real plan?

They wiggle their muddy stockinginged feet at her. Miriam  
realizes she's snagged two useless buffoons.

EXT. COVERED BRIDGE - OOSTANAULA RIVER - DAY

The General idles just north of the crossing in the rain.  
Andrews, Shadrach and two other raiders sprint from the  
bridge unspooling a wire. They tie it to the detonation box,  
crouch down behind the tracks and Andrews throws the plunger.

Nothing.

ANDREWS  
(to Shadrach)  
Go find out what happened.

SHADRACH  
Go your fuckin' self.

There's no time to argue. Andrews runs back to the bridge,  
its pylons strapped with bricks and bricks of dynamite. He  
checks the fuses. Suddenly the SOUND OF A LOCOMOTIVE echoes  
in the distance. Fuck.

INT. TEXAS - MOVING

Barreling up the tracks in reverse, pushing the tender, Fuller, Murphy and Anderson at the controls. Behind them...

The *WILLIAM R. SMITH*, Stephens in the cab, passenger cars filled with rowdy soldiers and militiamen out for blood.

EXT. COVERED BRIDGE - OOSTANAULA RIVER - CONTINUOUS

Andrews returns from checking on the explosives.

PITTINGER

Is that them?

Andrews nods.

ANDREWS

The fuses are soaked.

SHADRACH

So we're fucked.

A weak voice rasps from the boxcar.

DORSEY (O.C.)

I'll keep 'em lit.

All eyes turn to Dorsey, more blood on him than in him.

DORSEY (CONT'D)

You need someone right up against the gunpowder. I can't do much, but I can do that.

Andrews looks back to the bridge, their pursuers now visible huffing and puffing up the line...

He turns to his raiders. All but Pittinger look away. Nodding, they take Dorsey to the bridge.

INT. TEXAS - MOVING

Up ahead Fuller sees the bridge and the *General* stopped beyond it. Murphy spots some men scrambling around the bridge pylons.

MURPHY

Look! They're gonna blow it.

Ignoring him, Fuller throttles it faster. Murphy looks at him like he's crazy.

INT. WILLIAM R. SMITH - MOVING

Racing behind, unable to see much over the Texas, Stephens keeps pace...

EXT. COVERED BRIDGE - OOSTANAULA RIVER - CONTINUOUS

Pittinger straps Dorsey to the bridge with the explosives.

ANDREWS

You sure about this?

DORSEY

No one back home thought I'd make it anyway. Or if I did, only be cuz I spent the war hiding behind trees. Guess they weren't wrong.

Andrews squeezes his hand.

ANDREWS

Bullshit. You're about to give 'em something new to think about.

DORSEY

(grimacing in pain)  
What's that?

ANDREWS

Whether they'll ever do anything half as brave as what you're doing right here and fucking now.

Dorsey eeks out a proud, toothy, blood smeared smile. Andrews nods to Pittinger and the two run off, leaving Dorsey to light the short fuses with the cigarette.

INT. GENERAL - ENGINE CAB - DAY

Andrews and Pittinger jump aboard.

BUFFUM

Is that Dorsey?

ANDREWS

Just go!

INT. TEXAS - MOVING

Fuller races toward the covered bridge, only 100 yards now, the rain subsiding. He sees the *General* start away...

EXT. COVERED BRIDGE - OOSTANAULA RIVER - CONTINUOUS  
Dorsey, fading, sees the lit fuse spittle out...

INT. WILLIAM R. SMITH - MOVING

The soldiers and militiamen in the passenger car hoot and laugh, no clue about what's happening ahead...

INT. GENERAL - BOXCAR - MOVING

Shadrach and the rest look out for the explosion...

INT. GENERAL - ENGINE - MOVING

As does Andrews.

ANDREWS  
C'mon fucker, blow!

Rounding a bend, the bridge crossing vanishes from view...

EXT. COVERED BRIDGE - OOSTANAULA RIVER - CONTINUOUS

Dorsey desperately tries to re-light the little nub of fuse. The two pursuing locomotives, now almost on top of him, cause the bridge pylons to shake violently. Finally success! The fuse sizzles...

INT. TEXAS - MOVING

Fuller's engine stampedes across the covered bridge, the light at the end of the tunnel getting brighter and brighter...

BOOM!

EXT. COVERED BRIDGE - OOSTANAULA RIVER - CONTINUOUS

The *Texas* shoots out the other side just as the bridge BLOWS TO SMITHEREENS.

The *William R. Smith* isn't so lucky. It plunges into the river below in a magnificent display of twisted cars and flung bodies...

INT. GENERAL - BOXCAR - MOVING

Shadrach and the remaining raiders cheer the cloud of smoke and debris rising over the treetop.

EXT. NEARBY CLEARING DOWN THE RIVER - DAY

A small cavalry detachment, bivouacking in the woods, sees the explosion. Their leader is the infamous Confederate marauder NATHAN BEDFORD FORREST.

FORREST

Mount the fuck up, lads. Someone's throwin' a party and we just got invited.

INT. GENERAL - ENGINE CAB - DAY

Andrews is ecstatic. Pittinger not so much.

PITTINGER

(pointing)

Look!

Chugging into view as the blast cloud dissipates: SMOKE FROM A LOCOMOTIVE.

Andrews can't conceal his amazement and frustration.

INT. TEXAS - MOVING

Fuller hurtles them ahead, a little Ahab in his eyes. Murphy and Anderson glance back at the blown bridge.

MURPHY

What about survivors?

FULLER

God help 'em. We're after the General.

INT. GENERAL - ENGINE CAB - MOVING

Andrews turns to Pittinger and Buffum.

ANDREWS

This chasing shit ends here.

EXT. WHERE THE COVERED BRIDGE ONCE STOOD - CONTINUOUS

Forrest's cavalrymen gallop up to the blown bridge, train wreckage everywhere. They too see the *Texas*' smoke over the treetops. A whistle from Forrest and they're in hot pursuit...

EXT. TEXAS - DAY

Fuller slams the brakes. They stop short of a BOXCAR dropped from the *General*, left behind smoldering on the tracks.

MURPHY

What do you think?

FULLER

Attach it and push on.

ANDERSON

What if it's full of explosives?

FULLER

They need what they got for the bridges ahead. Car's only smokin' cuz it's too wet to torch.

Fuller grabs an old musket in the cab and hops off...

EXT. TRACKS AND DROPPED BOXCAR - CONTINUOUS

Fuller walks up to the boxcar, black smoke wafting ominously from its innards. He looks in the open door, the stack of dead raiders barely visible through the smoke. A GUN BARREL presses to his temple.

SHADRACH

Don't move fuck-face.

Andrews, Pittinger and the rest of the raiders (except Buffum) charge from the woods popping shots in the air. It's an ambush. Murphy and Anderson throw up their hands. The *Texas* is easily overtaken.

Andrews ambles up to Fuller, the two men surprised to see each other.

ANDREWS

You're a persistent fucker, I'll give you that.

FULLER

You stole my train.

ANDREWS

Yeah, well, I'm about to steal  
another one.

FULLER

Our fireman, the one your side  
supposedly cares so much about...

ANDREWS

The colored?

FULLER

He's dead cuz of you.

ANDREWS

(unmoved)

Lotsa folks die for lotsa reasons.

FULLER

I'm not gonna stop chasing you.

ANDREWS

That'll be a neat trick.

He raises his pistol. Suddenly the sound of gunshots and the thundering hooves.

FORREST'S CAVALRY.

PITTINGER

(from the *Texas*, looking  
down the line)

It's the cavalry!

Fuller bats away Andrews' gun and barrel rolls into the smoldering boxcar. Shadrach blasts blindly into the smoke.

Emboldened, Murphy boots Pittinger from the cab into one raider. Another is jumped by Anderson, who takes a bullet...

The cavalry fast approaching, Andrews and the raiders abandon the *Texas* and the dropped boxcar and high tail it to...

INT. GENERAL - ENGINE CAB - DAY

Idle, just around the bend. Buffum hears the commotion and sees Andrews come running, the rest of the raiders right behind him. He screams his head off:

ANDREWS

Start the fucking engine!

Buffum does just that.

## EXT. TRACKS AND DROPPED BOXCAR - CONTINUOUS

Forrest's cavalrymen storm past the *Texas*, where Murphy cradles Anderson's corpse, and the boxcar, where Fuller emerges unscathed. They blast away at the fleeing raiders, rounding the bend...

## INT. GENERAL/EXT. CAVALRY CHASE - MOVING

THE *GENERAL* is already pulling away. Andrews, Shadrach and three raiders pile into the last of the two boxcars...

PITTINGER runs behind with three other raiders, hustling down the tracks, Forrest's cavalry closing fast. The two guys next to Pittinger are blown away and drop dead...

FORREST and his cavalrymen blast away with pistols. The fallen raiders are trampled by the marauding horses...

ANDREWS and a raider try to give cover, blasting cavalrymen off their mounts while...

SHADRACH and another guy punch a hole in the back of the boxcar and start heaving out rail ties...

THE RAIL TIES bounce and smack Cavalrymen off their horses and trip up their steeds, causing a violent pile up of howling, mangled flesh...

FORREST, somehow getting past this, decapitates a second fleeing raider with the swipe of his broadsword...

PITTINGER makes the boxcar and is reeled in by Andrews. They are surrounded by stampeding cavalrymen on all sides, some shooting, some attempting to jump the train. Yet another raider is shot dead fending them off...

A BRAVE CAVALRYMAN gallops alongside the engine and jumps it from his horse. He tackles Buffum at the throttle and the train slows...

ANDREWS spots the struggle in the engine three cars ahead. Moving to get over there he shimmies atop the boxcar only to run into Forrest, who licks his bloody broadsword.

FORREST  
Hello laddie.

BUFFUM throws off the cavalryman and bashes his skull in with a cord of wood. He retakes the controls and the train speeds up...

ANDREWS bobs and weaves as Forrest swings after him like a maniac, the boxcar roof cracking under every broadsword blow. Andrews finally outmaneuvers Forrest and boots him off the moving train.

THE CAVALRY has been left in the dust.

ANDREWS flops back exhausted when the roof collapses from under him. He goes crashing right onto the weapons crate below, which splinters apart. Leadbetter's stolen gold SPILLS OUT from a false compartment in its base.

THE RAIDERS gape back at Andrews in astonishment and dismay. He grins like a politician.

ANDREWS  
I can explain this.

Only Pittinger, Shadrach, Buffum and 2 other raiders remain.

EXT. COACH ROAD - DAY

Miriam's coach comes upon a WAGON stuck in a rut, a SLAVEHUNTER and his jailbait DAUGHTER flagging them down.

COACHMAN  
Need some help friend?

SLAVEHUNTER  
Does a nigger like to jump?

His cargo includes stacked cages of frothing, barking dogs and CAPTURED SLAVES, their arms and legs badly bitten.

INT. MIRIAM'S COACH - CONTINUOUS

Miriam peers out, not pleased about the stop. She turns back to Parrott and Wollam, scared shitless.

PARROTT  
You gonna blow the whistle on us?

MIRIAM  
I don't know yet. We might just have to see who's left standing in Chattanooga.

WOLLAM  
You mean who's standing with the fookin' gold?

She opens the coach door.

MIRIAM

Just get out there and push.

EXT. TILTON STATION - DAY

Another wood and water stop. The raiders gather in the boxcar to discuss the little matter of the gold.

BUFFUM

Can't we refuel first and talk about this shit later?

Shadrach stands shoulder to shoulder with two other raiders. They look riled.

SHADRACH

No, me and my boys wanna talk now.

ANDREWS

Your boys, huh? I think you're forgetting who's in charge here.

SHADRACH

Like you forgot to tell us about your little fuckin' treasure trove?

ANDREWS

Like I said, some parts of the plan were kept dark. Now you know you'll be well paid.

SHADRACH

Oh, I have no doubt about that.

Shadrach and his two sidekicks draw their weapons.

BUFFUM

What the hell you doin'?

SHADRACH

We're relieving Mr. Andrews here of his command. Along with the gold.

(to Andrews)

Now step off my train, cocksucker.

ANDREWS

I will not. This is treason.

SHADRACH

Treason he says? Like throwin' twenty soldiers into a meat grinder so you can cash in?

(MORE)

SHADRACH (CONT'D)  
I wonder what our dear departed  
comrades would have to say about  
that shit?

ANDREWS  
There's still a mission to finish.

SHADRACH  
Not any more. This here's now a  
getaway.

ANDREWS  
You can't do one without the other.

SHADRACH  
Watch me.

ANDREWS  
(to Pittinger)  
You gonna follow this jerk-off?

Pittinger looks conflicted. He raises his gun. ON ANDREWS.

PITTINGER  
Sorry. Mitchel ordered if anything  
jeopardized the mission...

He turns his barrel on Shadrach's crew. BLAM! Shadrach drops.  
BLAM! Raider 1 tags Andrews. BLAM! Andrews kills Raider 2.  
BLAM! Buffum wastes Raider 1. In five seconds the boxcar is a  
scene of blood and gunsmoke, only Andrews, Pittinger and  
Buffum left standing.

BUFFUM  
Well ain't that just fuckin'  
perfect!

PITTINGER  
(to Andrews)  
You okay?

Andrews, shoulder bloodied, ignores him and walks over  
Shadrach, who writhes on the filthy floor shot in the neck.  
Andrews cocks his pistol for the execution...

PITTINGER (CONT'D)  
No!

ANDREWS  
What, you wanna share your cut with  
this cocksucker?

## PITTINGER

My cut? You think any of us besides these assholes give two shits about the gold? You think that damn conductor who's been dogging us is doing it for money? Or Dorsey blowing himself up on that bridge? Or Campbell taking on a whole train of Confederates? Or any of these men who put their lives on the line? They did it for you, you son of a bitch! Not because they were suckers, or they were conned, but because you gave 'em a shot, you made 'em believe they could be more than the fuck-ups and shitheels the army took 'em for. And you were right. Look how they've stepped up. Look how they've sacrificed. Those raiders we lost were worth a hundred of any man who fights for fucking gold.

He kicks a scattering of gold coins at Andrews.

## PITTINGER (CONT'D)

Worth a hundred of you, Goddamn it!

Andrews lets this sink in. He looks at Pittinger, at Buffum, at Shadrach who's expired, at the shredded boxcar, the gold underfoot, and for the first time the scales start to fall from his eyes.

## BUFFUM

Pittinger's right as rain. You got us into this shitstorm. We can't let our boys die for nothin'. We need to finish this fucking mission. All Chattanooga or all hell.

Once again smoke appears over the treetops. Here comes Fuller. And all hell...

INT. TEXAS - MOVING

Still driving in reverse, the raider's dropped boxcar now coupled in front. A bloodied Forrest and his remaining cavalrymen hang from it. Fuller and Murphy look out from the cab.

FULLER

Look like they're leaving us  
another present.

Up ahead the General pulls away, abandoning yet another boxcar in Fuller's path. The raiders are now down to an engine, tender and their last boxcar.

EXT. TILTON STATION - CONTINUOUS

The Texas stops short of the second dropped boxcar. This time Forrest and his men surround it guns raised, ready for ambush. Inside they see...

The carnage of the raiders last firefight. The gold is gone, all but a stray coin that Forrest picks up. He turns to Fuller.

FORREST

They're turning on each other.

EXT. STEVENSON JUNCTION, ALABAMA - DAY

A small encampment of Confederate soldiers are on their knees having just surrendered to Mitchel's massive troop-train. A subtitle reads:

*"STEVENSON JUNCTION, ALABAMA  
44 MILES WEST OF CHATTANOOGA"*

Captain Arbuckle reports to General Mitchel, who walks the line of prisoners.

CAPTAIN ARBUCKLE

I've fifty men in place to stay  
behind and hold the junction. We  
really gonna roll on Chattanooga?

Mitchel's still not sure. The picket guard from before ushers up a MESSENGER.

PICKET GUARD

General Mitchel?

MITCHEL

Yes?

PICKET GUARD

This man here says he's from  
Marietta.

MESSENGER  
Henry Green Cole sent me.

The messenger hands over a sealed letter.

MITCHEL  
Am I supposed to have heard of this  
Mr. Cole?

MESSENGER  
He's a sympathizer. And an  
associate of a man you know. James  
Andrews.

Mitchel and Arbuckle swap disturbed looks. Mitchel opens the letter and reads it. His demeanor blackens. He whips out a pistol and presses it between the messenger's eyes.

MITCHEL  
You have thirty seconds to convince  
me this isn't a confederate ploy.

MESSENGER  
I... I... I...

The messenger faints at his feet. Mitchel turns to the picket.

MITCHEL  
Get him out of here. String him up  
for interrogation.

The picket drags the messenger away. Mitchel looks to Arbuckle.

ARBUCKLE  
What's it say?

MITCHEL  
Whoever this Cole character is, he  
knows our every move. He claims  
Andrews has been working for the  
Confederates all along. Says the  
man had no intention of carrying  
out his mission. Simply put,  
Chattanooga was meant to be an  
ambush.

ARBUCKLE  
And what if this note is the  
ambush?

Mitchel has a big decision to make.

INT. GENERAL - ENGINE CAB - MOVING

The raiders plunge ahead at frightful speed, Pittinger tossing wood from their dwindling supply to Andrews and Buffum, who feed the firebox. They streak across yet another bridge without torching it.

PITTINGER

We can't keep running up the line  
leaving bridges behind. If  
Mitchel's gonna keep his end of the  
bargain, we need to keep ours.

ANDREWS

We will. I promise.

Andrews glances back at the *Texas*, still on their ass, now pushing both of their dropped boxcars.

ANDREWS (CONT'D)

Only right now we need all the  
distance we can get for the next  
station at Dalton.

BUFFUM

Why, what the fuck happens at  
Dalton?

EXT. DALTON - DAY

The largest town on the line north of Marietta. The *General* barrels toward the red-brick depot at the center of town. A subtitle appears:

*"DALTON, GEORGIA  
38 MILES TO CHATTANOOGA"*

INT. TEXAS - MOVING

Fuller's falling behind, but still in hot pursuit.

FULLER

Okay, this is the last telegraph  
office on the line. They'll wanna  
clear the station before they stop  
to cut the wires.

He hands Forrest a message meant for "*COL. DANVILLE  
LEADBETTER*"

FORREST

Give us just enough time to beat  
these bastards to the punch.

INT. PAVILION - DALTON STATION - DAY

Passengers crowd the ornate, covered platform, including a MOTHER and her YOUNG BOY. The *General* fast approaches, steam whistle screaming, showing no signs of slowing down.

Nervous passengers begin to backpedal from the edge of the platform. The mother pulls the boy close and holds him tight.

They all scatter in terror as the train blisters past in a woosh of cinders and smoke...

INT. GENERAL - ENGINE CAB - MOVING

Andrews looks back, relishing the havoc. He turns to Buffum and Pittinger.

ANDREWS

Alright. Soon as we get to the switch...

EXT. SWITCH - JUST NORTH OF DALTON STATION - DAY

The *General* squeals to a halt just before a fork in the line, about a 300 yards from the station. All three raiders dismount: Buffum running to check the switch ahead, Andrews running to the telegraph line alongside the track and Pittinger covering them both with a pair of rifles.

INT. TEXAS - MOVING

Unlike the *General*, Fuller's train brakes as it approaches the pavilion...

EXT. SWITCH - JUST NORTH OF DALTON STATION - DAY

Boots strapped into a spiked climbing wedge, Andrews quickly scales the telegraph pole.

INT. PAVILION - DALTON STATION - DAY

The *Texas* pulls up, slowing just long enough for one of Forrest's CAVALRYMAN to jump off. He dashes along the platform and into...

INT. TELEGRAPH OFFICE - DAY

The cavalryman bursts in, causing a young TELEGRAPH OPERATOR to spill coffee on himself.

DALTON TELEGRAPH OPERATOR  
What the heck?

EXT. SWITCH - JUST NORTH OF DALTON STATION - DAY

A surly RAILROAD MAN stalks up to Buffum as he returns to the engine.

DALTON RAILROAD MAN  
Hey, you maniac! You can't come  
barreling through like--

Pittinger pops off a warning shot. The railroad man turns tail and runs.

Andrews, now atop the telegraph pole in reach of the wire, pulls a knife from his boot. RIFLESHOTS splinters the pole inches away from his face and he DROPS THE KNIFE.

The shots come from the *Texas*, rushing up the track from the pavilion...

INT. TEXAS - MOVING

Forrest and his cavalrymen open fire. Fuller shouts to Murphy at the throttle.

FULLER  
Give her all you got, Mr. Murphy!

INT. DALTON TELEGRAPH OFFICE - DAY

The telegraph operator looks over Fuller's note.

DALTON TELEGRAPH OPERATOR  
Union agents in disguise? Disguised  
as what?

CAVALRYMAN  
Just tap out the fucking message.

EXT. SWITCH - JUST NORTH OF DALTON STATION - DAY

Pittinger blasts back at the *Texas*, now 200 yards and closing. Buffum tosses the knife back up to Andrews, bullets whizzing by...

INT. DALTON TELEGRAPH OFFICE - DAY

The operator taps out the message. Following the signal bursts, the CAMERA SWOOPS up the telegraph wire to the ceiling, past the ceiling, and to...

THE TELEGRAPH LINES OUTSIDE

...where we travel with the message up the wire, swooping from pole to pole to pole until we reach...

EXT. SWITCH - JUST NORTH OF DALTON STATION - DAY

Just as Andrews is cutting the wire with the knife. HE'S TOO LATE! We shoot past with the signal and continue our burst toward Chattanooga, looking back at Andrews and the cut line as we go...

INT. TEXAS - MOVING

Fuller and Forrest exchange an excited, uncertain look. They have no way of knowing that the raiders' fate has just been sealed. 50 yards ahead, the *General* begins to roll...

INT. GENERAL - ENGINE CAB - MOVING

Andrews and Pittinger dive aboard under a maelstrom of gunfire. Buffum cranks the throttle.

PITTINGER

We good?

Andrews smiles.

ANDREWS

Next stop Chatta-fuckin'-nooga.

INT. LEADBETTER'S HEADQUARTERS OFFICE - NIGHT

A SIGNAL PRIVATE arrives with a telegraph.

SIGNAL PRIVATE  
An urgent wire, Colonel. It's from  
Dalton.

Leadbetter snatches the message. As he reads his nostrils flare.

EXT. CONFEDERATE ENCAMPMENT - CHATTANOOGA - DAY

Wood, miserable, labors alongside others in his regiment digging a trench. Lieutenant Vickers gallops over.

LIEUTENANT VICKERS  
Throw down your shovels, boys. We  
got ourselves a turkey shoot to  
attend.

DIGGING REBEL  
What is it? General Mitchel?

LIEUTENANT VICKERS  
Even better. Yankee fuckin' spies.

Wood's heart leaps in his chest.

EXT. COACH ROAD - DAY

Miriam is impatient to get back on the road. The coachman, slavehunter, Parrott and Wollam sweat like hogs as they try to lift the wagon from the rut. It's no use.

MIRIAM  
(re: the slave cages)  
What about having those men help?

SLAVEHUNTER  
Men? Shit, these here are runaways.

He slaps at one of the cages.

MIRIAM  
They still have shoulders don't  
they?

SLAVEHUNTER  
Feet too. We open them cages  
nigs'll just abscond again. Took me  
and my sweet daughter here two days  
to hunt 'em down the first go.

Parrott can't keep his eyes off the slaves' bloody feet.

COACHMAN  
(pointing)  
Hey, who's that comin' up the road?

Kicking up dust, men on horses charge toward them. Parrot and Wollam shoot panicked looks.

SLAVEHUNTER'S DAUGHTER  
Looks like a posse.

The two raiders dash off into the woods. Everyone looks to Miriam, who throws up her hands in faux-dismay.

The sheriff and his deputies ride up, the hotel clerk among them. The slavehunter's dogs bark wildly.

INT. GENERAL - MOVING

Andrews and Pittinger cannibalize the last remaining boxcar, ripping off planks and heaving the wood into the firebox. It's the only fuel they have left.

ANDREWS  
Can't this fucker go any faster?

BUFFUM  
Sure, fast as you tear up that Goddamn boxcar.

They chug up TUNNEL HILL, a ridge with a horseshoe shaped tunnel ahead, the *Texas* falling further and further behind.

PITTINGER  
What about blowing the tunnel?

ANDREWS  
We need the explosive for what's on the other side. Biggest fuckin' bridge on the line.

He points to a route map and "THE DEVIL'S TIGHTROPE"

ANDREWS (CONT'D)  
We take that out, mission accomplished.

They barrel into the tunnel...

INT. THE TEXAS - MOVING

Fuller sees them vanish into the tunnel.

FORREST  
We're losing 'em.

FULLER  
Their rig's lighter. Pullin' one  
boxcar to our two. But see the  
white smoke...

Fuller points to the WHITE SMOKE wafting around the mouth of the tunnel.

FULLER (CONT'D)  
If their fire was hot goin' through  
the tunnel that smoke would be  
black.

Forrest gets it.

FULLER (CONT'D)  
They're running out of fuel.

INT. WOODS - DAY

The sheriff's posse and the slavehunter race through the woods shooting pistols, the dogs leading the way...

Parrott and Wollam stumble through the brush in their socks, their pursuers gaining with every step.

INT. COACH ROAD - DAY

Miriam looks off into woods, which echo with the savage bark of the dogs. The coachman maneuvers Miriam's coach around the slavehunter's stuck wagon.

COACHMAN  
Shall we, Miss? No need to stay for  
the lynching.

Miriam looks to the slavehunter's daughter, who slaps at the slave's cages like her father.

SLAVEHUNTER'S DAUGHTER  
Quit yer whinin', nigger.

EXT. THE DEVIL'S TIGHTROPE - DAY

A scary-as-shit railroad trestle, spanning a huge gorge between two sheer ridges, white rapids raging 200 feet below. It looks built with matchsticks.

On the span's north side Leadbetter and his army spill from a troop train and dig in for ambush. Vickers and some men rip up the tracks leading off the trestle. Young Wood, the shanghaied raider, helps haul cannons into position. A subtile reads:

*"THE DEVIL'S TIGHTROPE  
4 MILES TO CHATTANOOGA"*

INT. GENERAL - MOVING

Andrews and Pittinger have all but picked the boxcar clean. All that's left are explosives. They look back with a modicum of relief that the *Texas* is no longer visible behind them.

PITTINGER  
We're almost out of shit to burn.

ANDREWS  
Don't worry. We're about to make some kindling.

The TRESTLE comes into view. The sight is breathtaking.

EXT. THE DEVIL'S TIGHTROPE - DAY

Leadbetter sees the *General* approach. His men hunker into position.

LEADBETTER  
Here they are, gentlemen. Hold your fire 'til they reach the gap in the tracks. If we can I wanna take the engine intact and the thieves alive and kickin'.

LIEUTENANT VICKERS  
Alive, sir?

LEADBETTER  
So I can personally gut these sons 'a whores.

INT. GENERAL - MOVING

They race out across the trestle, Andrews and Pittinger awed by the abyss of the gorge. Only Buffum is looking ahead, squinting at what looks to be a...

BREECH IN THE TRACKS

Buffum slams the breaks. Everything squeals and shutters to a stop. All three raiders are flung forward, Andrews almost off the side, caught in just in time by Pittinger.

ANDREWS  
What the fuck, Buffum!

Buffum points to the span's north side. Andrews eyes go wide.

BUFFUM  
There's a breech. It's a fuckin' ambush!

Indeed it is. 200 CONFEDERATES, dug in the woods with rifles and cannons. Leadbetter's army.

ANDREWS  
Right. Get us back. Off this Goddamn trestle. Fuckers try to cross and we'll blow 'em to baby Jesus.

Buffum tugs the lever and they begin to creep in reverse.

EXT. THE DEVIL'S TIGHTROPE - DAY

Leadbetter strides up to the breech in the tracks.

LIEUTENANT VICKERS  
Should we fire? They're gettin' away.

LEADBETTER  
They're not going anywhere.

He spots the *Texas*, racing down the slope.

INT. TEXAS - MOVING

Fuller approaches the trestle, the *General* backing toward them.

FORREST  
You did it. We have 'em.

Fuller looks guarded. He's had them before.

INT. GENERAL - MOVING

Andrews can only laugh. Pittinger is incredulous.

PITTINGER

I should have let you fuckin' shoot  
him.

ANDREWS

Yes, you fuckin' should.

The *Texas* crawls to a stop on the south side of the span,  
blocking any escape. Buffum lays on the lever.

BUFFUM

I'm gonna ram the cocksuckers!

Andrews pulls his hand away.

ANDREWS

You do and we'll derail into the  
motherfuckin' abyss. I didn't come  
all this way to die in a train  
accident.

EXT. THE DEVIL'S TIGHTROPE - DAY

They stop about two thirds of the way across the rickety  
span, suspended 200 feet above the gorge, stuck between the  
hounds and the hunters. It's a sight to see.

Leadbetter slowly walks out onto the trestle, victory at  
hand.

INT. GENERAL - DAY

The raiders look to Andrews for their next move. The direness  
of their situation begins to sink in. Andrews sees:

ANDREWS

Shit. Leadbetter.

BUFFUM

Ain't he supposed to be gettin'  
spanked by Mitchel's army right  
about now?

ANDREWS

That was the plan.  
(to Pittinger)  
Unless there was another one I  
don't know about?

PITTINGER

We stepped up. So will he.

Andrews wants to believe this.

ANDREWS  
You better be fucking right.

He steps off onto the trestle.

BUFFUM  
Where you goin'?

ANDREWS  
Where do you think? Let this  
cocksucker know who he's  
surrendering to.

EXT. THE DEVIL'S TIGHTROPE - DAY

Andrews and Leadbetter meet half-way. It takes a moment for Leadbetter to register the man who only the week before was at his dinner table.

LEADBETTER  
You?

ANDREWS  
Afternoon Colonel. Fancy meeting  
you here.

LEADBETTER  
Am I to understand you're the man  
behind this... act.

ANDREWS  
One of 'em. Shouldn't you be back  
in Chattanooga? Or did General  
Mitchel already drive your ass out.

LEADBETTER  
Mitchel? Mitchel's army stopped  
short at Stevenson.

Andrews can't conceal the blow. Their last chance. Gone.

LEADBETTER (CONT'D)  
Is that what this is all about?  
Taking my city?

ANDREWS  
That's right, and on behalf of the  
Union Army, me and my...  
(re: Buffum and Pittinger)  
(MORE)

ANDREWS (CONT'D)

...my forces, demand that you and  
your men surrender your weapons and  
give up Chattanooga immediately.

Leadbetter laughs.

LEADBETTER

I like you Andrews. I'm going to  
like seeing you thrown off this  
bridge.

He turns to walk away.

ANDREWS

(calling after)

You know you got more riding on  
that train than just a few Union  
spies.

LEADBETTER

Do I now? And what's that?

ANDREWS

For starters, your fortune.

Andrews flips him a coin.

ANDREWS (CONT'D)

Recognize the marking? We got six  
saddlebags of the stuff from a bank  
in Marietta. Pretty sure there's  
nothing left. I heard about it from  
your wife. After fucking her on  
your desk while you were out  
dousing a fire I paid some opium  
fiend to start. When you get back  
to Marietta you might not find her  
there either, most likely cuz she's  
on her way to meet me up in New  
York. We like each other. Cut from  
the same cloth I think. We might  
even cut some kids from that cloth,  
name 'em all Lincoln. The boys and  
the girls. How does that sound,  
cocksucker?

LEADBETTER

You're never getting off this  
bridge.

ANDREWS

Then neither is your gold.

He spits into the rapids below.

ANDREWS (CONT'D)  
Unless we strike a deal.

LEADBETTER  
Like what?

ANDREWS  
Like I hand you the train and the  
loot, you get us horses and let us  
go on our way.

LEADBETTER  
I do that in front of all these  
men, all the gold in the world  
won't save me from getting strung  
up for treason.

ANDREWS  
That would be a shame, but it's a  
risk I'm willing to take.

Leadbetter is not amused.

LEADBETTER  
How about this: I let you go. You  
deliver me what's mine and your two  
boys there, and you can walk away.  
Given your reputation to play all  
sides I'll say you were the one who  
tipped me off. I'll even promise  
not to slice up my wife next time I  
see her.

It's Andrews turn not knowing what to say.

LEADBETTER (CONT'D)  
This should be easy for you. You've  
just been sold out by Mitchel, why  
not do the same. We both know James  
Andrews has no allegiance to anyone  
but himself.

Andrews glances back at Pittinger and Buffum, the two men  
bloodied and exhausted, heros both. He grapples with what to  
do, looking at once genuinely pained and cynically torn, at  
war with himself. Everything is on the line...

EXT. COACH ROAD - DAY

The barking dogs are now distant. The coachman holds the  
coach for Miriam, who's mesmerized with disgust by the  
slavehunter's daughter.

## SLAVEHUNTER'S DAUGHTER

I see you judgin' me. All ya bells  
of the ball. You keep yer hands so  
pink and clean. House niggers all  
dressed up and pretty like dolls to  
tie your corsets. But who do you  
think breaks 'em for ya?

She gets in Miriam's face.

## SLAVEHUNTER'S DAUGHTER (CONT'D)

You think yer better than me but  
you ain't.

Miriam locks eyes with one of the slaves in the cage: a woman the same age as herself. It's the first time she's really ever looked at one of them.

A RIFLE SHOT rings out from...

## INT. WOODS - DAY

Wollam falls, shot in the back. Parrott tries to drag him to his feet but it's no use...

## WOLLAM

I'm done. Go!

Parrott dashes off, leaving Wollam bleeding against a stump. He listens to the dogs get closer and closer until they spring through the weeds and maul him apart.

## INT. GENERAL - DAY

Andrews steps back aboard swimming in his own head. Pittinger and Buffum look to him eagerly.

## PITTINGER

What he say? What's our next move?

Andrews needs time to think. He sees Fuller stepping out in front of the Texas.

## ANDREWS

Gimmie a second.

He grabs FULLER'S GIFT on the dash.

## EXT. FULLER'S POSITION - THE DEVIL'S TIGHTROPE - CONTINUOUS

Andrews crosses over to Fuller.

ANDREWS  
I think that's yours.

He hands over the gift. Fuller says nothing, wary.

ANDREWS (CONT'D)  
Birthday present from your wife?

FULLER  
Yes.

ANDREWS  
Happy fuckin' birthday.

Andrews grins like a snake-charmer. Fuller stays stone-faced, not willing to cede Andrews an inch.

ANDREWS (CONT'D)  
I'll bet you're a pretty good man  
to know in personal life. When this  
shit is over we should get a drink.

FULLER  
I don't think so.

ANDREWS  
I'll buy.

He flashes a gold coin. Fuller doesn't flinch.

FULLER  
How much you get paid to start this  
little bloodbath? Cuz I'll bet it  
was a hellva lot more than those  
poor saps.

Fuller nods to Buffum and Pittinger.

ANDREWS  
You'd like those men if you knew  
'em. They're like you.

FULLER  
How's that?

ANDREWS  
They got grit. And they're loyal.

Fuller is disarmed. Andrews offers his hand. It's an offer of respect between worthy rivals. Fuller takes it.

ANDREWS (CONT'D)  
I'm afraid I'm not gonna be able to  
return your engine in exactly the  
shape it was took.

FULLER  
I'd wish you luck, but I'm glad  
it's run out.

With that, Andrews walks back to the *General*.

EXT. WOODS - DAY

Parrott stumbles along, gasping and out of juice, the dogs  
and men still on his trail. His only option is to quit or...

He looks up to a treetop and starts to climb.

INT. GENERAL - DAY

Andrews climbs into the cab for the last time.

ANDREWS  
Help me with those saddle bags.

BUFFUM  
Tell us you just bribed 'em?

He glances back at Fuller, admiring.

ANDREWS  
Not that man.

PITTINGER  
Then what?

Andrews smiles like a rogue. Saddle bag in hand he steps to  
the edge and...

Tosses the gold into the gorge.

EXT. THE DEVIL'S TIGHTROPE - CONTINUOUS

Leadbetter watches with shock and dismay as coins go  
showering into the rapids below, where the bag finally  
splashes down and vanishes under the current.

INT. GENERAL - CONTINUOUS

Pittinger and Buffum each turn to Andrews, mouths agape. The three men share a loaded look. They know exactly what this means. Thus resigned they start throwing over the rest of the saddle bags, Leadbetter's entire fortune...

EXT. THE DEVIL'S TIGHTROPE - CONTINUOUS

Leadbetter lets out a rancorous, guttural howl.

EXT. GENERAL - CONTINUOUS

The deed done, Andrews pulls out the cigar he got from Mitchel and looks to his raiders.

ANDREWS

Well boys, care to share a last cigar?

Damn right.

EXT. FULLER'S POSITION - THE DEVIL'S TIGHTROPE - DAY

Forrest steps beside Fuller.

FORREST

Are they--

FULLER

Yes, I believe they're smoking a cigar.

FULLER'S POV: The raiders have split the cigar in thirds and light up like men in victory.

FORREST

But they've lost?

Fuller smiles. He's not so sure.

EXT. LEADBETTER'S POSITION - THE DEVIL'S TIGHTROPE - DAY

Leadbetter charges back to his side of the gorge.

LEADBETTER

Prepare to blow 'em back to hell, gentlemen. Or at least New fuckin' York.

WOOD sits behind a cannon. He looks over the 200 guns waiting for his friends, sick about the slaughter to come.

EXT. COACH ROAD - DAY

Miriam looks from the slave woman back to the slavehunter's daughter, still sneering in her face. She notices something in the air, a sound, or lack of one...

MIRIAM

You hear? No dogs?

Barking can no longer be heard.

SLAVEHUNTER'S DAUGHTER

They musta caught the bastards.

Something finally clicks in Miriam. She turns and steps over to the coach, perhaps as if to leave. Instead she snatches the coachman's shotgun, pivots, and BLOWS A HOLE in the daughter's chest.

COACHMAN

(aghast)

What are you doing?

Miriam fishes keys from the corpse's pockets, her smoking shotgun trained on the coachman.

MIRIAM

What the fuck do you think?

She goes to unlock the cages.

INT. GENERAL - DAY

Andrews, Pittinger and Buffum throw every last scrap of wood, cloth, you name it in the firebox to get it stoked for their final run. Even the last of their cigars.

ANDREWS

Well boys, looks like we're down to all hell...

BUFFUM

You know I was really fuckin'  
hopin' this would be the one train  
I wouldn't have to blow up.

He nods to the bricks of dynamite stacked three deep against the boiler. They all smile slyly.

EXT. WOODS - DAY

The sheriff's posse surrounds the base of a tree, dogs snapping their bloody snouts at Parrott trapped on a branch above. The sheriff throws up a rope with a noose.

SHERIFF

Up to you, my friend. The dogs or the rope.

Parrott stares at the noose in his hand.

INT. GENERAL - DAY

The boiler pressure gauge red-lines off the charts. Buffum nods to Pittinger who nods to Andrews who nods back to Buffum. This is it. Buffum cranks the throttle, launching them with a full head of steam. Andrews and Pittinger hold on for dear life...

EXT. FULLER'S POSITION - THE DEVIL'S TIGHTROPE - DAY

Fuller watches them go. Forrest can sense his admiration.

FORREST

You think they've done somethin' here today, don't ya?

FULLER

I don't know. Guess 'til today it was our side took all the risks. One rebel for every ten yanks. But no more. And that was our only advantage.

EXT. LEADBETTER'S POSITION - THE DEVIL'S TIGHTROPE - DAY

Sabre raised over his head, Leadbetter watches the General snarl toward them.

LEADBETTER

(dropping the sabre)

FIRE!

Rifles blast and cannon's boom.

EXT. WOODS - DAY

Parrott leaps from the tree and lynches himself.

INT. GENERAL - MOVING

Barrelling through a shitstorm of enemy fire. The raiders brace themselves as they reach the breech in the tracks and...

EXT. LEADBETTER'S POSITION - THE DEVIL'S TIGHTROPE - DAY

THE *GENERAL* DERAILS! It careens headlong into the woods along the ridge of the gorge, splintering trees and singing brush. Finally the wreckage digs to a stop.

LEADBETTER relishes his triumph. His men stop their shooting and wait for the smoke to clear...

EXT. FULLER'S POSITION - THE DEVIL'S TIGHTROPE - DAY

Fuller watches from across the gorge. Looking to the gift in his hand, he notices a tiny rip in the wrapping.

EXT. LEADBETTER'S POSITION - THE DEVIL'S TIGHTROPE - DAY

ANDREWS, cut up but alive, belly-crawls among the wreckage looking for his friends.

ANDREWS

Buffum!

He finds BUFFUM pinned beneath the boiler, his legs crushed.

PITTINGER, thrown from the train, staggers to his feet. Lieutenant Vickers spots him through the clearing smoke...

LIEUTENANT VICKERS

There!

CONFEDERATES blast away.

Pittinger scrambles for cover, diving behind the boiler with the others. He sees Buffum.

PITTINGER

Shit. How is he?

BUFFUM

(agonized)

I sure as shit could use a drink.

LEADBETTER stalks up to a line of cannons, Wood among the artillerymen. He points over to the toppled engine.

LEADBETTER

You men! Rotate these cannons.

The artillerymen scramble to turn their cannons on the raiders.

ANDREWS grabs Pittinger, points through the blazing woods...

ANDREWS

Listen, you can get outta here.  
Just keep along the ridge. We'll  
keep these cocksuckers occupied.

PITTINGER

What about you?

THE LINE OF CANNONS are aimed for the kill. WOOD can stomach it no more. He jabs the rebel in front of him with his bayonet...

Andrews looks to Buffum, who's fading fast.

ANDREWS

We still got a mission to finish.  
And it'll all be for shit if no one  
knows what these men did here  
today.

Pittinger gets it. Someone has to tell their story.

WOOD swivels his cannon ON HIS OWN RANKS!

LEADBETTER raises his sabre, the artillery prepared to fire...

BOOM! Wood's canoon blasts point blank down the line of artillerymen, wasting everyone and wiping out their cannons.

ANDREWS sees the mayhem and mass confusion among the Confederate ranks.

ANDREWS (CONT'D)

(to Pittinger)

This your chance. Go go go!

Pittinger races off into the woods sight unseen. Andrews looks back just in time to recognize...

WOOD, surrounded by an angry mob of graybacks lead by Vickers.

The boy gives Andrews a proud Yankee salute before getting impaled by dozens of bayonets.

BUFFUM begs to Andrews.

BUFFUM  
(rasping)  
The damper. Gotta close the damper.

Andrews whacks a lever and the boiler pressure spikes.

LEADBETTER turns his attention back to the overturned *General*, and the raiders dug in behind it.

EXT. COACH ROAD - DAY

The slavehunter and sheriff's posse return to the wagon on fire, his daughter and the posse's horses shot dead, and the coachman gag-tied and stripped of his uniform.

SHERIFF  
Is it me, or is the whole world  
goin' crazy?

Miriam's coach is gone.

EXT. LEADBETTER'S POSITION - THE DEVIL'S TIGHTROPE - DAY

Leadbetter and his men advance upon the overturned engine, guns raised.

EXT. FULLER'S POSITION - THE DEVIL'S TIGHTROPE - DAY

FULLER opens his birthday gift. Inside the box is empty.

EXT. LEADBETTER'S POSITION - THE DEVIL'S TIGHTROPE - DAY

ANDREWS admires his new TIMEPIECE, "With Love" engraved on the back. He looks to Buffum, defiant down to his last gasps.

BUFFUM  
Patriots, huh?

The boiler pressure gauge is now so hot it's cracked.

LEADBETTER and his men are just steps away.

LEADBETTER  
Andrews? You still breathin', you fuck.

ANDREWS lights the dynamite all around them.

ANDREWS  
You ready to surrender, cocksucker?

LEADBETTER turns the corner with fifty men, guns raised. Andrews and Buffum grin like schoolboys. We see the overheating boiler, the bricks of explosive, the crackling fuses...

KER-POW!

The *General* EXPLODES SPECTACULARLY, taking with it a good chunk of the ridge supporting the trestle.

EXT. FULLER'S POSITION - THE DEVIL'S TIGHTROPE - DAY

Fuller watches everything, feels the trestle quake under his feet.

FULLER  
Off the bridge! Off the bridge!

They get the fuck off the bridge.

INT. WOODS - THE DEVIL'S TIGHTROPE - DAY

Pittenger, fleeing along the ridge, stops for a moment to witness the ENTIRE TRESTLE COLLAPSE into the gorge, the *Texas* plummeting with it.

EXT. FULLER'S POSITION - THE DEVIL'S TIGHTROPE - DAY

Fuller, Forrest and the others make it to safety. Forrest spots Pittenger across the gorge, raises his rifle, aims...

Fuller pushes it down.

FULLER  
Enough killing for today.

INT. WOODS - THE DEVIL'S TIGHTROPE - DAY

Pittenger runs off into the woods, his voice over rising up:

PITTINGER (V.O.)  
For their actions the Andrews'  
Raiders became the first men in  
American history to be awarded the  
Medal of Honor--the nation's  
highest decoration for gallantry

INT. MIRIAM'S COACH - MOVING

They race north, one of the runaways disguised as a coachman. Miriam sits across from two women from the cages, shotgun over her lap. They exchange grateful but unsettled looks, not at all sure what just happened, or what comes next...

PITTINGER (V.O.)

Because he was a civilian, James Andrews was not among the recipients.

It's a moment of catharsis and ambiguity, not unlike the end of the Civil War itself, although for Miriam one thing is certain: New York. The thought of Andrews cues a sly, half smile.

PITTINGER (V.O.) (CONT'D)

No doubt he would have preferred gold.

CUT TO BLACK