

RUNAWAY TRAIN

by

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and

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from the script

by

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REVISED DRAFT

15 FEBRUARY 85

*missing pgs. 2 & 3,

FADE IN:

1 EXT. SHOT: STONEHAVEN PRISON - DAY (LA & AK) - 1
(MATTE SHOTS)

The ancient, fortress-style prison buildings are dark against a landscape of white snow and wilderness.

2 INT. PRISON GYM - DAY - (LA) 2

The prison gym is an enormous, high-ceilinged room, primarily used for prison boxing matches. A guard surveys the gymnasium from a high catwalk along one wall. The place is nearly empty. A few inmates are sitting in folding chairs in one corner, watching a TV.

2A INT. PRISON GYM - DAY - (LA) 2A

ANGLE ON - BUCK LOGAN - 22, flat-nosed, scar tissue around the eye from boxing. He wears a hooded sweatshirt pulled over his head, and a towel is around his neck, tucked into his denim jacket. His hands are wrapped in Ace bandages and he is sweating. He has just run several miles, and at the moment, is sitting in the TV area, but not particularly watching the afternoon movie. Buck glances up.

2B INT. PRISON GYM - DAY - (LA) 2B

ANGLE ON TV SCREEN - NEWSWOMAN, SUE MAJORS

SUE MAJORS (TV)

We've just gotten word that the federal judge has issued his opinion in the Stonehaven prison case. We don't have all the details, but apparently Oscar Manheim, the notorious life-term prisoner, who has been welded in a cell for nine years, has won his civil rights suit against officials at Stonehaven. Stay with us for details, and in a few minutes we'll be back with comment from Associate Warden Ranken.

6A CONTINUED:

6A

RANKEN (V.O.)

A man, yes, but this is an animal. He broke out twice. He's robbed banks. He's a killer who doesn't care about your life, my life...or even his own life.

At the sound of Ranken's voice, convicts begin throwing a few things out the bars, and a few scream curses: "Your Mama's a punk, Ranken." "Fuck you, Ranken...or Bear Tracks." But others yell: "Shaddup...listen!"

RANKEN (V.O.)

(continuing)

I welded him in because he's dangerous to inmates, guards, and society. This is no country club. Stonehaven's average sentence is twenty-two years.

The cellhouse bedlam is gathering momentum. The cellhouse guard reaches for the telephone.

7 INT. RADIO ROOM - DAY - (LA)

7

Rogers has a heavy desk against the door, with a bar across the top -- and he is braced against the desk for leverage.

8 OMIT

8

9 INT. MAIN CELLHOUSE - DAY - (MT)

9

As Buck enters, his POV of cellhouse. It is madness. Burning strips of toilet paper float down, torrents of water fall from a hundred plugged up toilets. All kinds of things are descending to the floor, jars, burning clothing, sheets, a bonfire of newspapers started on the tier and shoved off en masse by a broom through the bars.

BUCK

(awed by it)

Goddamn! Wow!

Without a moment's hesitation, Buck leaps to the bottom of the second tier, pulls himself up, and climbs like a monkey. Around him is the chaos. He scrambles up, stands

(CONTINUED)

9 CONTINUED:

9

on a guardrail his head above the floor of the tier above. He is looking upward into a cell.

BUCK
Hey, Jonah...man...

JONAH appears at the bars. His is 40ish, very tough looking, and he is shaving his head. He asks what Buck wants with a gesture of his head.

BUCK
Manny did it...He did it...
really fuckin' did it.

JONAH
That's good. I'll see you
on the yard.

He turns away from the bars, leaving Buck. Buck gives a clenched fist salute.

10 INT. EDUCATION SECTION - DAY - (LA)

10

A platoon of guards reach the Radio Room door.

GUARD #1
Rogers, crack this door.

ROGERS (O.S.)
Fuck you and the horse you
rode in on.

OTHER GUARDS
Sonofabitch...bastard...etc.

11 INT. RADIO ROOM - SAME TIME - (LA)

11

Rogers is braced as -- boom -- the door starts to fly in. He pushes the desk back, closing the door, holding his ground at least once -- and the curses come through at him.

12 INT. PRISON GYM - SAME TIME - (LA)

12

ANGLE ON TV SCREEN

(CONTINUED)

12 CONTINUED:

12

SUE MAJORS (V.O.)

If, as you say, Manheim is an animal, why do the other prisoners love him so much?

RANKEN (V.O.)

Because they're mostly animals just like he is. They idolize violence...and he's the most violent among them.

12A INT. MAIN CELLHOUSE - SAME TIME - (MT)

12A

The cons yell: "Coddle your mother, punk...Eat shit Ranken."

13 INT. RADIO ROOM - SAME TIME - (LA)

13

The door is coming down, the guards spilling in.

14 INT. MAIN CELLHOUSE - SAME TIME - (MT)

14

The words are now drowned by bedlam. On the floor of the cellhouse, Buck is beside himself, laughing hysterically as he dances and shadowboxes.

Suddenly, drowning it all, the LOUDSPEAKER blasts forth with "The Yellow Rose of Texas".

15 OMIT

15

16 OMIT

16

17 EXT. INSIDE PRISON WALLS - DAY - (LA)

17

Ranken is now passing the main cellhouse, in view of a thousand convicts. They see him through the windows, five tiers full, and the scream is of one maddened beast unified. "PIG...FUCK YOU, RANKEN! SHIT EATER!" Ranken stops for a moment, turns, and makes obscene gestures and movements, defying them, goading them. Then he gives them the finger and keeps going, as if they are nothing. Windows break rapidly.

(CONTINUED)

17 CONTINUED:

17

RANKEN

(to the guards behind)

Yeah -- they're gonna freeze
this winter. I ain't got tax-
payer money for that...

He laughs. The guards grin, some at the rear catch up
by running.

17A INT. MAIN CELLHOUSE - DAY - (MT)

17A

Ranken strides with the arrogance of a king, or a baron,
on his fief, and the few convicts ahead scurry aside.
Overhead a rifleman treads the catwalk, covering him.
The "Goon Squad" is stretched out behind him. We can
hear, O.S., the hooting and hollering and popping window
glass from the cellhouse. A guard comments: "They're gonna
get cold the rest of the winter."

18 INT. THE HOLE - DAY - (LA)

18

The retinue is in the building. The Segregation Guard
unlocks a barred grille gate and they walk along in front
of cells. Faces stare out. Nobody says anything. At
the end of the tier is a solid door. The Segregation Guard
runs ahead to unlock it.

As the door opens, a flood of water rushes out, and lots
of smoke. This is a smaller, darker area, obviously
special. The cells have heavy mesh wire over them. The
figures are shadowy. A few small fires burn on the tier
outside.

As the door opens:

CON'S VOICE (V.O.)

There's a tall weed in the garden.

ANOTHER CON (V.O.)

Bear Tracks come to see Manny.

A titter comes from the cells.

Ranken knows where he is going, which cell is which.
Behind Ranken some of the guards are ducking their heads
and coughing. Ranken is unmoved. He reaches the cell.

(CONTINUED)

18 CONTINUED:

18

RANKEN'S POV OF THE BARS. The gate is welded shut.
Through the bars he sees:

On the floor, wearing sweatclothes, is OSCAR (MANNY) MANHEIM, sometimes called in the press "Tiger" Manheim, which he dislikes. He is relentlessly doing situps. The flooding water is held out of his cell by a dam made of newspapers and rags. The cell is immaculate. The bed is perfectly made with a grey woolen blanket tucked in and squared at the corner. There are two bunks permanently affixed to the wall. The upper bunk is neatly covered with books, papers, etc. and a few piles of lawbooks up against the walls. The cell has no decoration.

RANKEN

On your feet, convict.

Manny raises his eyes, pauses for half a second at the top of a situp, but then continues with the set.

MANNY

196...197...198...199...200

O.S. we hear voices: "Shhh...dummy up...lemme hear", and the noise suddenly abates. Along the tier, bits of mirror are held out so the cons can see Ranken.

RANKEN

I've got a federal court order
to let you out of the hole.

Manny has been starting to get up, and now does so, ignoring Ranken until he is erect and leaning against the bunk.

RANKEN

(continuing)

I could ask for a stay during
the appeal. The court would go
for that.

MANNY

I can sure last nine more months
for an appeal. I can stand on
my head that long.

He finishes with a derisive snort and falls on the floor in a pushup position.

RANKEN

(enraged)

I oughta rack this door and
kick your brains in.

(CONTINUED)

18 CONTINUED:

18

Manny pauses after one pushup, looks up without rising.

MANNY

Fuck you -- you wouldn't do it by yourself.

RANKEN

I don't get my hands dirty on scum like you. Now, I'm gonna let you out in the yard and I hope you make a move so I can stop your clock. That's a promise.

MANNY

You promised to keep me in this hole the rest of my life, too.

RANKEN

I kept you in there four months short of a decade. That's long enough for me.

MANNY

(continuing pushups)

Whatever doesn't kill me makes me stronger.

RANKEN

We'll see. Please try again... so I can send you out in plastic.

MANNY

You do what you have to do, I'll do what I have to do, and whatever happens, happens...

Ranken spins, starts out, beckoning to the Segregation Unit Guard.

RANKEN

Call the machine shop and spring him to the yard.

From one of the dark cells, someone makes a flatulent sound, which elicits laughter. A voice calls:

VOICE (V.O.)

That's your mama's fart hole, Ranken. The bitch is loud.

(CONTINUED)

18 CONTINUED:

18

Other voices scream curses and bang things. Ranken has been heading for the door. He stops and spins.

RANKEN

You're all punks, hiding there
and yelling in the dark...

His eyes sweep along the front of the cells, seeing tiny fragments of faces in the mirrors between the bars.

RANKEN

(continuing)

I'll tell you where you assholes
stand. First comes God, then
the Warden, then my guards, then
the dogs out in the kennel --
and finally you pieces of human
waste. Useless to yourselves
and everybody else.

He exits, followed by boos and catcalls.

19 EXT. PRISON YARD - AFTERNOON - (LA)

19

Cons are coming off their jobs and heading toward the cellhouse. Jonah and Buck are hunkered down next to a building, watching the door into the Segregation Building. Jonah has a newspaper folded up that he carries almost like a swagger stick every time we see him.

ANGLE ON the Segregation Building door. A guard opens it, his keys on a long chain he never unfastens.

Manny steps out. On one shoulder he carries a rolled up prison mattress, the blankets inside the roll. Hanging from his other hand is a pillowslip containing all his worldly possessions (or maybe an open shoebox, plus a paper briefcase of legal documents). He turns his eyes away from the glare of the sun. He is pasty and pale from nine years without any sunlight whatsoever. His denim clothes are grossly ill fitting and badly wrinkled.

Instantly, Jonah and Buck are moving forward, Buck a little back in deference. Manny is obviously overwhelmed by the glare and movement. Then he sees and recognized Jonah about ten feet away. His somber face breaks into a lopsided grin.

Jonah, too, is grinning. As he moves forward, he slips the folded newspaper in his hip pocket and feigns a very

(CONTINUED)

19 CONTINUED:

19

slight boxing stance, dancing forward with his hands up -- until he and Manny meet, and then they embrace, laughing, brothers formed in the hot fires of adversity. Manny has dropped the mattress. Buck, on the sidelines, turns to Jonah.

BUCK

Can I carry it, Manny?

Buck hoists the mattress on his own shoulder, and Jonah reaches for the pillowslip.

Manny blinks at the bright sunlight. His hands cover his tearing eyes.

MANNY

Turn off the lights, man, so
I can see you.

Buck takes off his shades and offers them to Manny. Manny puts them on and looks at Jonah intently.

MANNY

(continuing)

Let's go. It should be time for
lockup, huh?

Jonah nods. They walk along side by side, with Buck a little to the rear.

MANNY

So what's been happenin' in this
ten years?

JONAH

Just what you know. I went out
and got a fresh thirty year bit.

MANNY

(joking)

So you couldn't make it without
me...Don't worry 'bout that.
I'll get you outta here.

JONAH

Not during winter. That's a
suicide move.

Manny makes a slight head gesture toward Buck.

(CONTINUED)

19 CONTINUED:

19

MANNY

(softly)

What is that?

JONAH

He's okay -- and he pushes the laundry cart.

MANNY

(much interested)

Hmmm. Is that right?

The whimsical note in Manny's words makes Jonah laugh. He tugs Manny's arm. They stop, look each other over for the first time.

JONAH

Welcome home, brother.

Manny winks. They clasp arms and walk a little way, nearing the corner, or the end of the passage, to where the cellhouse will be visible. While they are walking, cons have seen Manny and give him a wave, a salute, or whatever: "Hey, Manny, right on, Bro'." "Get on, Manny." Or "Whaddya need, man?" Manny nods, or waves, kind of sluffing them off, but always with a smile.

19A EXT. INSIDE PRISON WALLS - AFTERNOON - (LA)

19A

But when they come in sight of the cellhouse the sound inside grows. The cons in the cells have seen him coming and a chain reaction has set in.

20 INT. MAIN CELLHOUSE - AFTERNOON - (MT)

20

They step through. The sound now reverberates through the building, although there are no fires.

Buck is standing closer. He leans toward Manny.

BUCK

See...all these scruffy convicts love you.

Manny turns his head away, his eyes are wet with tears that he hides forthwith. Keeping his head away, he gives a small but definite salute to all the convicts.

(CONTINUED)

20 CONTINUED:

20

JONAH

Hey, bro', don't be shy.
Remember what the devil said --
it's better to reign in hell
than serve in heaven.

He finishes with an affectionate hand on Manny's shoulder,
and they start along the bottom tier in front of the cells.

21 INT. MAIN CELLHOUSE - SAME TIME - (MT)

21

RANKEN'S POV from a gunrail above, watching the trio and
the floor area. He is near a door up there. In it is a
uniformed sergeant of guards, CONLAN.

RANKEN

Hose 'em on down...cool 'em off.

Conlan reaches for a telephone affixed to the wall.

22 INT. MAIN CELLHOUSE - DAY - (MT)

22

Guards drag firehoses through the door. It is the "Goon
Squad". Cons in bottom cells see them and scramble to
grab their personal property and put it on the mattress,
folding it over to provide some protection as:

The firehoses come on, the water aimed through the bars.
It slams convicts against the rear wall, drenching everything.
The guards step back and aim the hoses up at the 2nd and 3rd
tiers, where their effect is only slightly less devastating.
A few cons hurl curses of outrage, but most are too busy
trying to hold down flood damage.

ANGLE ON Ranken grinning at the scene.

23 INT. PRISON GYM - DAY - (LA)

23

A "Fight Card" is in progress. Around the walls are the
fold-away bleachers packed with convicts, some eating
goodies, milk and cookies, passing them back and forth,
smoking joints, drinking homebrew, making bets from cartons
of cigarettes carried in their shirtfronts, etc.

The central floor area has a couple of rows of chairs at
ringside, but the great mass of convicts mill around between
the bleaches and ringside. They stand to watch. The fight

(CONTINUED)

23 CONTINUED:

23

in progress is Buck Logan vs. a young Mexican. Buck is winning. The gym is screaming.

ANGLE ON MANNY in the crowd, seated in one of the folding chairs at the end of the row at ringside. Jonah is standing beside him, tapping a folded newspaper against his thigh. They both watch Buck, faces impassive.

Between rounds Buck looks down from the corner and grins. while his TRAINER, a big, black body builder, gives him instructions.

JONAH

(leaning over)

The kid can fight a little,
can't he?

MANNY

Yeah...that's worth about two
dead flies.

JONAH

But he works in the laundry.

They both smile.

JONAH

I gotta take a leak.

Manny nods, Jonah moves off through the crowd. He looks up.

JONAH'S POV. On the gunrail, just inside the gym door, is Ranken, plus the regular rifleman assigned. Ranken is looking over the 250 convicts below.

BACK TO JONAH pushing through the crowd.

RANKEN'S POV from gunrail into the teeming mass below. His finds Manny, focuses. Then his eyes roam the crowd until he locates another face -- his HIT MAN, who is edging through, looking around, hunting for his prey.

A big cheer goes up, moving Ranken's attention to the ring. The referee is raising Buck's hand in victory.

ANGLE ON MANNY clapping and nodding.

Buck sees him and raises a glove in salute when he comes to his corner. Manny starts to salute in return.

(CONTINUED)

23

CONTINUED:

23

The Hit Man lunges from the crowd, a 17" shiv, fashioned like an "Arkansas toothpick" aimed at Manny's back. Manny doesn't see it coming, but shifts his position a couple of inches at the critical instant, and instead of going into his heart, the shiv goes through his left shoulder, coming out his bicep. The force of it drives him forward, and pulls the Hit Man with him, before he can jerk his shiv out and strike again. By this time, Manny has half turned and gets a hand up. The shiv is now facing the Hit Man, who isn't going to wait a second before continuing the attack. In fact, he does a fast border switch with the shiv.

Whistles are already blowing, and guards are trying to get through the back of the tightly packed crowd. The only space is at the heart of the scene. Convicts are knocking over chairs, trying to get away from danger.

Then, at that moment (the whole action takes no more than five or six seconds), Jonah appears from the Hit Man's side. Jonah's back is kind of sideways, and his hand is extended down his leg, his body shielding the newspaper he holds next to his leg. He tiptoes forward and whips the newspaper in a short arc so he can use body leverage for power. When the newspaper hits, it crumples back against his hand -- but the big steel blade goes all the way in to the hilt. He jerks it out and draws back to strike again, but the Hit Man has dropped his weapon, turned, trying to run.

HIT MAN

I'll be a dirty sonofabitch.

He takes three or four staggering steps, the cons pulling back, and falls on his face and dies at their feet. Someone kneels and takes off his wristwatch before they close around him.

Guards have arrived in the center, but they are afraid of Jonah and his shiv and keep their distance.

Ranken, not knowing, pushes through. Seeing him, Jonah lunges to stab him. But a guard steps in from the side and levels him with a club (or lead-tipped cane). As he falls, other guards descend. Overhead, the rifleman fires into the ceiling, yelling: "Keep back...keep back..." The swinging clubs make blood dance in the light.

24

INT. PRISON HOSPITAL - DAY - (LA)

24

ANGLE DOWN: An empty hospital corridor, barred gates on one side. The big black convict who was Buck's trainer in yesterday's boxing match appears at the end of the corridor and motions someone behind him to come in. A wheelchair appears by a convict nurse. In the wheelchair is Manny in a bathrobe -- beneath which are his clothes.

The Trainer runs ahead, stops at a locked gate.

TRAINER

(inside)

Jonah...Jonah...

The wheelchair arrives, turns.

MANNY'S POV THROUGH BARS. Jonah is wired up for a broken jaw and looks terrible. He has to talk from between the wires. He starts to raise an arm to wave; both are in restraints affixed to the bedframe.

MANNY

They're lettin' me out in the yard. You know what it means, don't you?

Jonah nods.

JONAH

Gonna kill ya. If you stay he'll kill you for sure.

Manny shakes his head in worry.

MANNY

The Winter...that's vicious.

JONAH

Uh-uh. Ya gotta go...

MANNY

I don't wanna go without you.

Jonah laughs.

JONAH

He's puttin' me in your cell. I won't see the mainline until the century changes.

(CONTINUED)

24

CONTINUED

24

Manny dislikes that.

JONAH (CONT'D)

Man, you better run. If he kills you, he'll break the last trace of pride in some of these lops around here. Go...

Manny still hesitates, shakes his head.

MANNY

So what can I do for you out there?

JONAH

Just get to that beach pad we had in Puerto Vallarta... Make it, man, and don't come back.

Manny nods, goes to the chair.

JONAH

Hey, brother.

Manny turns back, and sees tears in Jonah's eyes.

JONAH

All over the world convicts will be watching you from behind the bars.

Manny nods, understanding. Their eyes lock and both have tears.

Trainer runs up the hall to them.

TRAINER

The bull's on the stairs. Let's duff.

Manny sits down, gives a salute as the convict nurse spins the wheelchair and starts pushing. The Trainer moves ahead, turns the corner. A Guard appears at the top of the stairs behind them as the wheelchair nears the next corner.

THE GUARD'S POV - seeing nothing wrong.

The Guard checks doors, looks in, routine patrol. His third glance is into Jonah's cell.

GUARD'S POV. Tears are streaming down Jonah's cheeks.

25 INT. PRISON WEIGHTROOM - NIGHT - (LA)

25

Perhaps 40 cons are in the weightroom. Now most of them have showered and are hanging around, more or less near the exit. Waiting for the lockup call. The loudspeaker crackles.

SPEAKER (V.O.)

Clear the showers! Gym lockup
in ten minutes!

From a door near the locker and shower area, Buck appears, pushing a canvas laundry wagon, standard institution size and configuration. It is filled with wet towels and sweatclothes.

BUCK

Comin' through...comin' through.
Excuse me...excuse me...

The cons part and he pushes through. The Guard at the door (perhaps female) waits with her key already in the lock, attached to her waist by a long chain. With her right hand she turns the key, although keeping the door closed, and with her left she digs a little in the hamper, enough to make sure nobody is hidden underneath. It takes little effort, the space not being that large. She opens the door. Buck pushes out.

26 EXT. INSIDE PRISON WALLS - NIGHT - (LA)

26

Light and shadow in sharp contrast. He turns the noisy cart around a corner and starts down a passage. Snow cascades from the low roof. He stops. A duffel bag drops. He jumps on it and throws it in the cart -- meanwhile Manny has also dropped, landing in a crouch.

BUCK

It was easy...She didn't...

MANNY

Shhhh.

He quickly steps into the cart and lies down. Up close he is easily seen, but at a distance in darkness he is invisible.

MANNY

Let's go.

Buck pushes, leaning forward.

BUCK

Ranken's gonna go out of his
cotton pickin' mind...

27 EXT. INSIDE PRISON WALLS - NIGHT - (LA)

27

The laundry hamper is loud going down a ramp through light and shadow. Silhouetted against the night sky is the guntower on a wall, and beside it the shape of a figure with a rifle.

BUCK

(calling out)

Walkin' with the laundry, boss.

Walkin' with it...

GUARD #2

Bring it on, boy, bring it on.

At the base of the wall, under the guntower, is a gate. During the day a guard passes convicts into the industrial area, which is still inside the walls, but a night nobody is there and it is controlled by the guntower above on the few occasions it is open. One of them is to leave the laundry for the early morning crew. The gate buzzes as the cart gets close. Buck pushes the cart against it and shoves it open. When they pass beyond, it swings shut with a loud crash of steel on steel.

Buck pushes the hamper around a corner to an abandoned building with the window frames pulled out. It's a hulk. Manny raises up, pitching out the duffel bag of gear.

MANNY

Thanks, youngster. I owe ya one.

BUCK

Hey...lemme go with ya.

Manny has disappeared through the window.

Buck is by the laundry cart. Buck starts to leave, pushing the cart, but after a couple of steps, he stops, starts to follow; then pauses long enough to dig into the cart and come up with an armload of dirty sweatclothes. He heads for the window.

27A INT. ABANDONED BUILDING - NIGHT - (LA)

27A

Buck can't see Manny. He goes forward uncertainly in the darkness.

BUCK

(softly)

Manny! Hey, Manny!

MANNY (O.S.)

Shaddup...fool.

(CONTINUED)

27A CONTINUED:

27A

Buck goes forward, sees the top of a ladder jutting up through the floor. When he looks down, he sees:

Manny's figure stripped naked. A flashlight from the duffel bag gives a wan glow. Manny is digging into a gallon can, rubbing axle grease on his body. He is slopping great globs of it and looking up.

MANNY

What the fuck are you doing here?

BUCK

Lemme go with you?

MANNY

What good're you!

BUCK

C'mon, man, lemme go with you. Your hand is no good. I got two I can use. I'll carry my weight...no bullshit. I brought these sweatclothes.

MANNY

(cursing fate)

Sonofabitch...come on, fool. (beat)
Get your clothes off and grease down.

Buck has already moved to the ladder and is coming down. He hears "grease down" and stops -- but says nothing and comes on down, carrying the bundle of sweatclothes from the laundry cart, and dropping a few ahead of him onto the floor.

He strips off his upper garments and lowers his pants without stepping out of them. He, too, digs into the can and digs out a handful of axle grease, but before putting it on his body, he holds it up to his nose.

BUCK

Yeek...this shit is foul...Waah.

Buck is slopping the grease on himself very fast. Manny is more deliberate, making sure it is complete. Buck finishes first, pulls up his pants. He looks at Manny.

(CONTINUED)

27A CONTINUED:

27A

BUCK

What're we doin' now, man?

MANNY

Shut the fuck up.

Manny finishes with the grease, and begins wrapping his body in Saranwrap over the grease.

BUCK

Hey, man, I just asked what we're doin'.
What's that shit?

MANNY

You talk too fuckin' much.
Here --

He throws the Saran wrap to Buck. Buck starts to wrap himself up.

27 AA EXT. INSIDE PRISON WALLS - NIGHT - (LA)

27 AA

From the guntower comes the beam of a searchlight. The guard moves it around the maintenance area beyond the inner gate. The light misses the laundry cart by a couple of feet.

27B INT. ABANDONED BUILDING - NIGHT - (LA)

27B

Buck and Manny have finished readying their bodies and clothes. Manny has things in the duffel bag. Using the flashlight, he digs out a clawhammer and large screwdriver. The flashlight beam locates a padlocked trap door. He promptly knocks the hasp off and lifts the trap door.

ANGLE DOWN the ladder with flashlight beam onto a manhole cover.

BUCK

We're going through there?

MANNY

I am. Throw the duffel bag down when I get there.

27B A INT. THE HOLE BENEATH THE TRAP DOOR - (STAGE)

27B A

Manny climbs down, Buck follows. Manny looks up.

MANNY

Pull that lid over you. No
use makin' it easy for 'em.

Buck does so and the darkness comes.

27C INT. THE SEWAGE TUNNEL - NIGHT - (STAGE)

They are on their hands and knees in the blackness. There
is sewage on the bottom, slushy and half frozen.

BUCK

(in darkness)

How much further? My hands are
freezing and my leg muscles are
cramped.

Manny turns on the flashlight. Rats dart away ahead of
them. The slush is half frozen here. Manny listens.

MANNY

When we stop I can hear it.

Ahead is the faint roar of a river. Manny turns off the
light and they travel on.

27D INT. THE SEWAGE TUNNEL - NIGHT - (STAGE)

The flashlight beam illuminates the grate, coated with
frozen sewage. Manny drags out the bar spreader and
goes to work, while Buck waits behind him. The bars
spread pretty easily, making a space large enough for
Manny to wriggle through. Beyond the grate, the angle
drops sharply. As he's getting through, he drops the
flashlight. It slides down and away.

BUCK

What happened to the light?

MANNY

It's steeper on this side. It
fell.

BUCK

Where'd it fall?

(CONTINUED)

27D CONTINUED:

MANNY

About three hundred feet into
the American River.

BUCK

Ohhh, man...nobody told me
about that. I'm scared to
death of heights.

MANNY

Nobody told you because nobody
invited you. You can go back
as far as I'm concerned. Me,
I'm gone...

With that, Manny releases his grip on the gate, clutches
the duffle bag, and slides down, quickly gathering speed.

27E EXT. THE CLIFF ABOVE THE RIVER - NIGHT - (AK) - D4N 27E

As the figure shoots out of the sewage pipe and drops toward
the river below.

BUCK (O.S.)

Hey, Jesus, I'm a fuckup, but
gimme a break here -- please.
Oooohhhh.....

The last shrill, and another form spews out and drops.

27F EXT. THE RIVER - NIGHT - (AK) - D4N 27F

Two bobbing figures struggling in the whitecaps as they
are swept downstream.

28 EXT. A VAST GLACIER - NIGHT - (AK) - D4N 28

Two tiny figures climbing its face.

28A EXT. A FROZEN PETRIFIED FOREST - NIGHT - (AK) - D4N 28A

The two figures, Manny some distance ahead, carrying bag.

28B INT. ABANDONED BUILDING - NIGHT - (LA) 28B

Ranken, Conlan, and another guard are at the trap door,
which is pulled aside. A guard is down inside:

(CONTINUED)

28B CONTINUED

28B

GUARD #3

(calling up)

They came this way. No doubt
of it.

RANKEN

(to Conlan)

Okay...stop searching in the
prison. Notify the State police
and get their pictures out. You
know what to do.

Conlan nods and goes out.

RANKEN

Dear God, don't kill them.
Let me do it.

28C EXT. A HILLSIDE - DAWN - (MT)

28C

Rocky, barren except for pine scrub, with patches of snow
in hollows and against trees. Manny is ahead, moving
relentlessly, but he is now leaning to the side, left
arm dangling. He wears civilian ski jacket, knit cap and
boots, although still in prison pants. Buck has on
three sweatshirts, and sweatpants over his jeans, but his
light shoes are scant protection. He is obviously in
distress.

BUCK

Hold up a minute. My feet --

Manny stops, looks back.

MANNY

Keep movin'...or die.

Buck keeps coming, closing some distance.

BUCK

I don't wanna die.

MANNY

then get your tail out from
between your legs and act like
a man. I'm hurtin' too.

BUCK

You got shoes. How much more
we gotta go?

(CONTINUED)

28C CONTINUED:

28C

MANNY

Maybe half a mile. Who knows?

Buck has caught up.

BUCK

Shoes...that's what I need.
Maybe I can make half a mile.

MANNY

You gotta make it...

Manny hoists Buck to his feet. Buck manages a halfhearted grin and a grunt of laughter. They continue up the hillside, Manny pulling Buck's sleeve when the younger man falters.

28D EXT. RAILROAD YARDS - DAWN - (MT)

28D

MANNY AND BUCK'S POV - from atop a ridge. Below them the yard stretches to the horizon. A huge freight train jerks and begins moving with a rolling crash. Manny gestures with his head and pulls back from the rim. Buck does the same. They will descend by another route.

28E OMIT

28E

29 EXT. RAILROAD YARDS - EARLY MORNING - (MT)

29

Manny and Buck are crouched behind the end of a freight car, looking toward a building a few tracks away. Making sure that nobody watches, they sprint across the tracks. stopping outside the door. They draw their shivs. Then they enter.

29A INT. LOCKER ROOM - MORNING - (MT)

29A

Inside, they pause, listening. They hear nothing.

BUCK'S POV - a radiator against a wall. He starts toward it, but Manny grabs his arm and swings him around.

MANNY

Push one of those lockers
against the door.

(CONTINUED)

29A CONTINUED

29A

As they wrestle some lockers over:

BUCK

Un-be-lievable. Man, only
two other guys have gotten out
even once. You've beat this
sucker three times. Wow, man!

Buck breaks into laughter at the idea.

BUCK

Ranken's jaw's gotta be tight!
(beat)
And the dudes -- they love it.

MANNY

We've got a long way to go.

With the lockers against the door, Manny tries to open one.
It is locked. He tries another, also locked.

Buck has been at the radiator. He walks up, turns almost
backward, and delivers a mighty kick, which elicits a
tremendous crash of sound. Nothing happens. As he
starts to kick again, Manny pulls him off balance.

MANNY

Freeze, fool!

BUCK

Ain't nobody gonna hear.

MANNY

Just don't do it.

Buck flushes.

BUCK

Hey, man, don't treat me like
no punk.

The show of fire triggers Manny. He tenses, ready for
whatever happens.

MANNY

Fuck you! You don't like it...
get in my ass. You're a prize-
fighter. Take a punch at me.

Buch shakes his head.

(CONTINUED)

29A CONTINUED

29A

BUCK

No...uh-uh. You'll kill me.

MANNY

That's right. I'll kill you.
So keep your mouth shut.

Buck lowers his head, nods acquiescence.

From the duffle bag, which is much, much smaller now that clothes and bar spreader and other things have been removed, Manny brings out the claw hammer and a strong screwdriver. With that he is able to spring each locker with a single wedging of the screwdriver and one blow from the hammer. As he pops them, Buck tears through, throwing things on the floor. Buck finds a three-quarter full pint of bourbon, which excites him. He holds it up like a trophy.

BUCK

Hey, man, check it.

Manny turns, squints.

MANNY

Take a shot for the belly and
give it here.

BUCK

(unscrewing)

Just one?

Manny nods. He has finished the lockers (everything is done fast) and he is going through lockers Buck hasn't reached. The clothes strewn on the floor are workclothes, not much better than those they have on. But among them is a heavy workman's coat, dyed red. Manny picks it up. Meanwhile, Buck is putting on layers of socks and several layers of clothing -- anything that fits. The final touch is a loud Hawaiian shirt.

Manny is ready, heading for the door.

MANNY

Let's blow.

Buck is looking through the piles of clothes.

BUCK

(frantically)

Shoes...shoes...lemme find some
shoes.

(CONTINUED)

29A CONTINUED:

29A

He finally comes up with a tattered, huge pair of low-cut tennis shoes. He starts to throw them aside, but quickly changes his mind and sits down to put them on.

Manny is at the door. He looks back impatiently.

30 EXT. RAILROAD YARD - MORNING - (MT)

30

Manny and Buck move into a concealed place and watch the yard below.

31 EXT. RAILROAD YARD - (MT)

31

THEIR POV - as they see the uncoupling of freight cars, being shoved up on the Classification Hump, the pinpuller uncoupling, the cars which then roll down the slope into their designated tracks. A freight train moves to a stop in a crazy maze of steel rails. Another freight train slowly passes them.

32 EXT. RAILROAD YARD - MORNING - (MT)

32

BACK TO BUCK:

BUCK

Let's nail this one.

MANNY

Do you know where it's goin'?

BUCK

How you gonna know that?
There's a thousand around here.

MANNY

Not all of 'em are going anywhere.
I don't want a ride to the
parking lot.

(beat)

Look over there.

33 EXT. LOCOMOTIVE SERVICING AREA - MORNING - (MT)

33

THEIR POV - four coupled engines are at the fueling area. Half a dozen figures can be seen fueling and sanding the engines.

34 EXT. RAILROAD YARD - MORNING - (MT)

34

MANNY

That's our limousine to
Broadway right there.

BUCK

If you say so...but it looks
like all the rest to me.

MANNY

They're puttin' fuel in it...
has to be a reason.

BUCK

(impressed)

That's right, huh?

MANNY

Come on. We gotta circle in
from the other side.

They start to move.

35 EXT. THE PARKING LOT OUTSIDE STONEHAVEN - MORNING - (AK) 35

Ranken and Conlan carry their rifles as they board a
helicopter. It climbs up, rising above the trees and
heading for the horizon. The view is of a great
wilderness landscape.

36 EXT. RAILROAD YARD - MORNING - (MT)

36

Manny and Buck have moved around until they are under a
maintenance vehicle near the servicing area, but on the
other side.

37 EXT. LOCOMOTIVE SERVICING AREA - MORNING - (MT)

37

THEIR POV - they can see the legs of someone coming
toward the coupled engines, descending to a repair pit.
Immediately comes the sound of steel clanging against
steel.

38 EXT./INT. BACKSHOP AREA - MORNING - (MT)

38

Two young workers, JONSON, 28 and WILLARD, 23, are standing
on the front of an engine changing a light. The clang of
work is in the B.G. The old hostler, AL TURNER, age 60,
approaches from the coupled engines.

(CONTINUED)

38 CONTINUED:

38

AL

Hey, Jonson, why'd you strip
the radios from the last two
engines?

JONSON

Willard told me to.

WILLARD

Hey, Pop, give it up. She's
through. She's going to the
scrapheap.

AL

Don't call me 'Pop'...and she's
not through yet. I've ridden
her for 25 years.

WILLARD

That's why they're givin' you
the last ride. This piece of
junk is condemned like you are.

Al grabs Willard's arm.

WILLARD

Watch your blood pressure, Pop.

AL

(boiling)

Don't call me 'Pop', smartass...
I'll bet I'm stronger than either
one of you.

JONSON

Ahh, man, you're old, Al...too
goddam old.

AL

I got forty bucks says I can
beat either one of you arm
wrestling.

WILLARD

Naw, Pop, we don't wanna take
your money.

Al is ready, elbow on the table,

AL

That's bullshit. You're yellow
and you know it. I'd show you
up.

(CONTINUED)

38 CONTINUED:

38

Onlookers gather around to cheer Al on.

JONSON

Damn, Willard, the old man wants
to give it away. That's beer
money for this weekend.

Willard comes over and they arm wrestle. Willard is strong.
But Al, his face red from effort, is no weaker.

38A EXT. RAILROAD YARD - SAME TIME - (MT)

38A

BACK TO MANNY AND BUCK - THEIR POV - as the machinist,
WRIGHT moves from the engines to the wrestling match.

MANNY

Go!

He's up and running low, Buck on his heels. They reach
the last engine and climb up.

38B INT. 4TH ENGINE - RAILROAD YARD - MORNING - (STAGE)

38B

Panting, Manny and Buck orient themselves. Manny spots a
door on the cab wall below the windshield and pulls it
open. He makes an "okay" sign with circled thumb and
forefinger and lowers himself. Buck follows.

38C INT. 4TH ENGINE - TOILET COMPARTMENT - (RAILROAD YARD)
(STAGE)

38C

They barely fit in. A toilet bowl is in the center. Buck
pulls the door shut. The place is dark but for a stream
of light coming from the ventilator on the wall.

38D EXT./INT. BACKSHOP AREA - MORNING - (MT)

38D

The wrestling match is a standoff. Willard isn't joking
anymore. He's about to lose.

Wright approaches. We hear an O.S. train whistle.

WRIGHT

That's you, Al.

AL

In a minute.

(CONTINUED)

38D CONTINUED:

38D

With a powerful surge, he crushes Willard, pinning his arm.

JONSON
(to Willard)
You burn.

Al holds his hand out.

WILLARD
What's that?

AL
My money. The bet.

WILLARD
Ah, man. We were jokin'.

AL
What the hell do you mean,
jokin'? It wasn't a joke.

WILLARD
I don't have it, so what?

Al is furious, looking from one to the other. Wright comes forward.

WRIGHT
You'd better go, Al.

AL
(half to himself)
These goddamned welchers...
punks.

He gestures his disgust and turns away, heading for the train, moving his head as he mutters hot curses.

39 INT. LEAD ENGINE - RAILROAD YARD - MORNING - (MT)

39

Al climbs aboard, obviously still furious, slamming around the cab. The throttle is hard to move; he shakes it; then angrily shoves it all the way over. The train starts to move.

Al looks through the opposite window of the cab.

AL'S POV - of Willard and Jonson. They are laughing and making rude gestures at him.

(CONTINUED)

39 CONTINUED:

39

BACK TO AL:

AL
(furious)
Bastards.

He leans down, jams a rolled-up red flag in over the "dead man's pedal" and gets up to move to the side they are on.

AL
(through the window)
You'd better have my money
tomorrow.

WILLARD
Get lost old man.

Al goes to the door, really angry, and shoves it open so he can lean out and let fly at them. At that moment he goes rigid, his eyes widen, his hand goes to his collar, he tears it open, fights for breath and manages to pull the emergency brake valve.

39A EXT. RAILROAD YARD - MORNING - (MT)

39A

The train jerks as the brakes grab. But the train doesn't stop because the throttle is wide open. Sparks spray from the wheels of all four engines.

39B INT. LEAD ENGINE - RAILROAD YARD - SAME TIME - (MT)

39B

Semi-conscious, Al struggles out onto the walkway for air.

39C INT. CAB OF 4TH ENGINE - SAME TIME - (STAGE)

39C

Angle on a door on the wall of the cab. It is open about an inch. It closes.

39D INT. 4TH ENGINE - TOILET COMPARTMENT - SAME TIME - (STAGE) 39D

Manny and Buck as they feel the train's motion.

BUCK
It's movin', man, it's movin'.
We're gonna make it. We're a
team -- and we beat the walls.
Oh, man, that's great!

(CONTINUED)

39D CONTINUED:

39D

Manny nods without enthusiasm, and begins feeling his injured arm, which obviously hurts.

40 EXT. RAILROAD YARD - MORNING - (MT)

40

The engines have started to roll along, but there's one difference -- they are very loud.

40A EXT. RAILROAD YARD - SAME TIME - (MT)

40A

Some distance from the servicing area, CASSIDY, the backshop foreman, and Wright look up, frowning, and see Al's figure on the walkway.

WRIGHT

What the hell's he doin' out there?

CASSIDY

Damn... Damn!

They look at each other, and then both start running like crazy for the train.

41 EXT. READY TRACK - SAME TIME - (MT)

Road engineers CUSHMAN and BROWN stand dumbfounded as the engines hurtle past, still picking up speed.

Just then, Wright rushes up, the older, heavier Cassidy puffing along behind. All four men stare after the speeding train, with Al standing on its walkway.

42 EXT. CURVE IN THE WESTBOUND YARD - SAME TIME - (MT)

42

THEIR POV - as the four engines hit the curve at about 25 mph, throwing the engineer, Al, off the walkway. He crashes into a pile of oil barrels stacked at trackside and lies there, motionless.

Wright, Cassidy, Cushman and Brown run down the track toward Al.

WRIGHT

Jesus, Al, can you hear me?

(CONTINUED)

42 CONTINUED:

42

CUSHMAN

Don't move his head around. We
better get a doctor.

CASSIDY

(horrified; looking
after the train)

Oh, my God... Stop her!

They look after the speeding train, forgetting Al for the moment. Cassidy runs in the direction of the backshop, screaming to the others. He pulls out his walky-talky.

CASSIDY

Stop her! Do something for
God's sake! Run!

43 EXT. RAILROAD YARD - THE FOUR ENGINES - SAME TIME - (MT) 43

The mass of steel hurtles along. Speed now about 25 mph.

44 INT. 4TH ENGINE COMPARTMENT (RAILROAD YARD) - SAME TIME - 44
(STAGE)

Manny looks puzzled. He yells over the roar, beckoning Buck close. Buck cups his hand to his ear.

MANNY

(shouting)

I think something's wrong!

Buck gestures as if to ask what.

BUCK

(grinning)

Take it easy. They know what
they're doing. I'm gonna try
to sleep.

Buck curls up on the floor, but Manny is too tense to rest. He peers out through the ventilator slat.

44A EXT. CURVE IN THE WESTBOUND YARD - SAME TIME - (MT)

44A

Cassidy is shouting into the walky-talky:

(CONTINUED)

44A CONTINUED:

44A

CASSIDY

Nova! Hello, Nova! Cassidy
here. There is an unmanned
runaway heading your way...
Stop her, for God's sake! I'm
not kidding... Stop them!

45 INT. LEAD ENGINE - THE SPEEDRECORDER - (STAGE)

45

It points to 35 mph.

ANGLE ON - "dead man's pedal" and wide-open throttle.

46 EXT. NOVA'S SHANTY - MORNING - (MT)

46

The tracks fly by. Straight ahead in the distance, is
the switchtender's shanty.

DICK NOVA, the switchtender, jumps out still holding
the telephone. He stares straight ahead.

46A EXT. RAILROAD TRACKS - MORNING - (MT)

46A

NOVA'S POV OF THE DISTANT, APPROACHING ENGINES

46B INT. NOVA'S SHANTY - MORNING - (MT)

46B

Nova runs into the shed and screams into the telephone.

NOVA

Clark Street! Clark Street!
Unmanned engines coming my
way...four of 'em... Track
191... Yeah, you heard me!
Tell me what to do! Speak up
Pulasky!

47 INT. CLARK STREET TOWER - SAME TIME - (MT)

47

The tower operator, PULASKY, is staring at the receiver
in his hand, stupefied.

(CONTINUED)

47 CONTINUED:

47

PULASKY
 (stuttering)
 Wh-what did you say?
 (Nova screams,
 rattles out)
 Okay, okay...switch her to
 Track 11...Hurry! Hurry...
 Shunt line 265! And hurry,
 man, hurry!

48 EXT. NOVA'S SHANTY - SAME TIME - (MT)

48

Nova, eyes on the runaway racing down Track 191, runs out to the track, and lines the switch.

The runaway engines switch onto the bypass line and roar straight at Nova, who stands very still. With juggernaut force, the engines suddenly switch to Track 11, barely missing the terrified switchman.

Nova is stiff with fear as the runaway zooms past.

The engines speed toward the overpass. Sparks fly from the tracks.

DETAIL: Some glowing red-hot fragments spray onto the trackside.

Nova rushes to examine the fragments, his fear intensifying.

49 INT. CLARK STREET TOWER - MORNING - (MT)

49

Pulasky clutches the phone, panicked.

PULASKY
 Central! Damn you, Central!
 Emergency! Answer, for God's
 sake!

He stares anxiously at the control panel in front of him. The white flickering light that represents the runaway is moving down Track 11, headed straight for Clark Street. Pulasky is dripping sweat from his face.

50 INT. CENTRAL CONTROL ROOM - SAME TIME - (STAGE)

50

DAVE PRINCE, a youngish assistant in the master control room, sips his coffee and leafs through a girlie magazine, ignoring a ringing phone.

(CONTINUED)

50 CONTINUED:

50

He seems dwarfed by the vast layout of TV monitors and massive read-out boards that show all the train movements for four hundred miles around.

DAVE
(calling to front room)
You better answer that.

He turns towards the glass partition that divides the rooms.

DAVE'S POV - of the reception area. RUBY, a statuesque older operator/receptionist in her early forties, is applying her makeup, putting the finishing touches of lipstick. She ignores the phone and Dave.

DAVE (O.S.)
C'mon, Ruby... You're pretty
enough. Now answer the phone!

Ruby flips him the finger and continues to apply her lipstick.

BACK TO DAVE - who can't stand the ringing much longer. He lazily picks up the phone.

DAVE
Central, Dave Prince here...
Hold it, Pulasky --

51 INT. CLARK STREET - TOWER - SAME TIME - (MT)

51

PULASKY
(yelling, mile-a-
minute)
Hold it my ass! Where the hell
is Barstow? We got an
emergency -- a big emergency!

52 INT. CENTRAL CONTROL ROOM - (STAGE)

52

DAVE
Hold it, Pulasky. Barstow's in
the john.

PULASKY (V.O.)
Tell him to cut it off. Do you
hear what I'm sayin'? We got
four unmanned engines.

(CONTINUED)

52 CONTINUED:

52

DAVE
(perks up)
Say what?

PULASKY
(yelling)
I said, we've got runaway
engines...four of 'em. They
just passed here.

DAVE
Hold on...
(yelling to Ruby)
Ruby! Go get Frank! Run!

Ruby doesn't respond fast enough.

DAVE
Goddammit! Get movin'!
(then, into phone)
He's comin'. Hold tight for
a second.

53 INT. HALLWAY - NEAR MEN'S ROOM - (STAGE)

53

Ruby strolls down the hallway and knocks on the Men's Room
door.

RUBY
(nonchalant)
Mr. Barstow, sir? Somebody
wants you on the phone.

No answer.

RUBY
C'mon, Franky. You know what
they say, if you shake it more
than three times.

She giggles and knocks again.

BARSTOW (O.S.)
Come on and give me a hand...

RUBY
(teasing)
You wish, sweetheart.

(CONTINUED)

53 CONTINUED:

53

Dave arrives pushing her away and banging on the door, yelling:

DAVE

Frank, get your ass out here!
We've got a runaway on 11!

Dave barely steps back before the door flies open and FRANK BARSTOW rushes out, still buckling his belt.

54 INT. CLARK STREET TOWER - SAME TIME - (MT)

54

Pulasky is about to crush the receiver in his over-sized hand.

PULASKY

(shouting)

Central! Central! Where are
you? Goddammed sonsofbitches!

55 INT. CENTRAL CONTROL ROOM - (STAGE)

55

Frank picks up the phone and speaks very calmly.

FRANK

I'm here, Pulasky...what seems
to be the trouble?

(he listens)

You sure there's nobody aboard?

(listens)

Twenty miles already?

Dave is visibly shaken. Ruby is concerned. But Frank Barstow, the consummate professional rises psychologically to the crisis. He is calm, assured, efficient and able to use the foil of nonchalance.

FRANK

Be quiet! Calm down!

(beat)

Now listen to me. Line her out
onto the mainline, right on
Track Number One. I'll take
over things from there!

(beat)

Right now change the signal
red on the main line.

(CONTINUED)

55 CONTINUED:

55

Dave is listening, nodding agreement with the decisions.

DAVE
(to Ruby)
The automatic'll shut her down.

56 INT. CLARK STREET CONTROL TOWER - (MT)

56

Pulasky pushes the button for the electronically-operated switch.

57 EXT. CLARK STREET TOWER - TRACK 1 - SAME TIME - (MT)

57

DETAIL: The electric switch snaps into place, connecting Track 11 with Track 1.

DETAIL: The Signal Tower's main line red signal goes on.

Pulasky runs out of the tower just as the runaway pounds by directly in front of him, making a high-pitched scraping noise, throwing sparks everywhere. Pulasky watches in fear and amazement.

The runaway engines switch onto Track 1, more sparks flying, the scraping noise clawing on the nerve endings of every listener.

DETAIL: Suddenly, whole fragments of the brakeshoes from every engine scatter in all directions and burn with bright flames where they land. The snow hisses and steams as it melts.

Pulasky kicks still hot fragments with his shoe, turning them over, as if to make sure what they are.

He stares at the burnt brakes, transfixed.

PULASKY
Good God...!

58 INT. 4TH ENGINE - TOILET COMPARTMENT (BEFORE CLARK STREET) - SAME TIME - (STAGE)

58

Manny is alert, worried, eyes narrow. He peers through the ventilator slat. Buck watches him, relaxed and bemused.

Manny moves to the trapdoor, raises it and looks around the Engine cabin. He closes the door and goes back to the slat. Buck is sitting with both hands rubbing his crotch.

(CONTINUED)

BUCK

Man, that river was so cold
my balls went up my ass and I
swallowed them. They're still
frozen.

Manny ignores him; then shakes his head and motions him
to listen close.

MANNY

Something's fucked up around
here. This isn't normal.

Buck gets up and comes to look out through the slat.

BUCK

Check all those sparks out.
It's like the 4th of July.

Irritated by the simple-mindedness, Manny waves him away,
his thoughts filled with more immediate and serious concerns.

59 INT. LEAD ENGINE - SAME TIME - (STAGE) 59

FULL SCREEN - SPEEDRECORDER - it reads 35 mph.

60 EXT. AFTER CLARK STREET TOWER - SAME TIME - (AK) 60

THROUGH THE WINDSHIELD OF THE LEAD ENGINE

The engines are approaching the main line signal with its
red light on top. The runaway gains speed, as if eager
to reach the signal.

61 INT. CLARK STREET TOWER - SAME TIME - (MT) 61

Pulasky is screaming into the phone:

PULASKY

She's gaining speed real fast.
She'll hit your territory in
no time!

62 INT. CENTRAL CONTROL ROOM - SAME TIME - (STAGE) 62

FRANK

(on phone, almost cocky)
Let 'er come. I'm ready.
(MORE)

(CONTINUED)

62 CONTINUED:

62

FRANK (CONT'D)

(he listens, his
cockiness turns to
agitation)

Are you nuts?

He slams down the phone and looks to Dave, who is tense and waiting.

FRANK

The brakes on the runaway
have burned out.

DAVE

How the fuck can that happen?

FRANK

(in control again)

The throttle must be jammed
wide open in run 8.

DAVE

Sweet Jesus!

Both of them turn back to the control board...

On the main panel, tiny lights flash as they move along the panel, graphically showing the speed and position of all trains. A flashing white light, the runaway, is moving much faster than the other lights.

Frank presses a button and a red light pops on in front of the advancing engines. The runaway ignores it, shooting by.

FRANK

There she goes.

DAVE

(between panic and
despair)

Oh God...what're we gonna do?

Dave looks desperately at Frank, who looks from him to the worried Ruby and winks in bravado. The stage is his.

FRANK

(to Dave)

Calm down...don't panic. This
system is foolproof.

(CONTINUED)

62 CONTINUED:

62

DAVE

You should know. You designed it.

FRANK

That I did, my boy...and I know how to use it. Watch me.

(turns back to board)

C'mon, big train, I'm ready for your runaway ass.

Frank is playing for Ruby, who watches, totally impressed by a Frank Barstow she's never seen before.

63 EXT. RUNAWAY - (AFTER CLARK STREET) - MORNING - (AK)

63

It's still early morning as the runaway engines move in the opposite direction of the rising sun at a fast clip across the snow-covered terrain..

64 INT./EXT. HELICOPTER (OVER GLACIER) - MORNING - (AK & STAGE)

64

Ranken sits next to the PILOT, training a pair of binoculars on the glacier. Conlan is behind him.

PILOT

They couldn't get this far on foot... No way...

CONLAN

We better fly over the highway...

Ranken ignores the suggestion, but the Pilot can't resist:

PILOT

Are you serious? Jesus, those scums are dead in that deep icy water. And we're freezing our asses off for nothing.

Ranken leans towards him and snaps:

RANKEN

Shut your mouth and keep your eyes on the river...

The pilot shuts up instantly. Conlan smirks at him, proud of his boss.

64A EXT. GLACIER - SAME TIME - (AK)

64A

The whirlybird starts a sweeping turn.

65 EXT. SNOW-COVERED TRACKS - (AFTER CLARK STREET) -
MORNING - (AK)

65

The runaway blasts by, exploding snow into the air on both sides of the lead engine.

66 INT. 4TH ENGINE CAB - SAME TIME - (STAGE)

66

The compartment door opens. Manny climbs up. Buck follows. Manny studies the engine's control stand -- the air gauges, operating and control switches, throttle, and air horn valve. He understands nothing.

Buck looks out the window.

BUCK

This sucker is flyin', Manny.

He turns to Manny, who is looking through the back window, not listening.

MANNY

We should've hooked into the freight cars by now.

BUCK

Damn, brother, stop worrying. The game's over. We won.

MANNY

Not yet, we haven't.

Buck watches, bemused, then:

BUCK

Did you know there's some kid in jail in Seattle that claims to be your son? His name is Manheim, too.

Manny nods.

BUCK

I believed him. He knows all about you. The other guys believed him, too. You're a legend in the slammer.

(CONTINUED)

66 CONTINUED:

66

Manny listens, finding something mildly humorous in it.

BUCK

Yeah, man, I want you to know
that I'm proud I'm your partner.

Manny turns, glares.

MANNY

Look, punk, I appreciate what
you did -- but how the fuck can
you be my partner?

(long pause)

Look at all those tattoos.
They'll look real nice at a
swimming pool in Acapulco.

Buck covers the back of his hand where there's an ugly
blue tattoo.

BUCK

Why do I deserve all this shit
from you, man?

MANNY

You don't know nuthin' from
nuthin'. And being around me
is really stupid. I'm at war
with the world and you'll get
hurt.

BUCK

I don't get you, man.

MANNY

Don't try. Rapos are usually
pretty dumb.

BUCK

Rapo! I'm no rapo! Where'd
you get that?

MANNY

It's on your rap sheet. You got
busted for rape two years ago.

BUCK

Ah no, man...that was a
statutory rape. She was fifteen
and I was nineteen.

(CONTINUED)

66 CONTINUED:

66

MANNY

If that's how it was...

Buck looks out through the window.

67 EXT. COUNTRYSIDE - (AFTER CLARK STREET) - SAME TIME - (AK)

67

BUCK'S POV - snowfields rush past.

68 INT. CAB 4TH ENGINE - (AFTER CLARK STREET) - SAME TIME - (STAGE)

68

Mesmerized, Buck opens the outer door a little. A blast of icy wind blows through the cabin. Buck breathes deeply. Manny steps in front of him and shuts the door, almost hitting him.

MANNY

What the hell's wrong with you? You dying for company? Why don't you just wave a flag?

BUCK

C'mon, Manny. Do you expect someone to be watching us?

MANNY

I expect nothing. I'm ready for anything...

69 INT. CENTRAL CONTROL ROOM - SAME TIME - (STAGE)

69

FULL SCREEN - CONTROL BOARD

The runaway's white light goes through another red light on board.

DAVE (O.S.)

There she goes...

ANGLE ON DAVE - as he stands over Frank, who sits calmly, pressing more buttons.

Ruby puts a can of Coke in front of Frank.

RUBY

If you need anything, just holler.

(CONTINUED)

69 CONTINUED:

69

Frank can't believe this change in attitude.

Suddenly Dave shouts:

DAVE
Good God! Oh no!

DETAIL: Dave's pointer indicates another white light on the control board, advancing toward the runaway.

DAVE (O.S.)
Eastbound...New York, twelve...
It's heading straight for the
runaway.

BACK TO FRANK AND DAVE

FRANK
(cool)
That's okay... It looks about
nine miles away.

DAVE
(hyper-ventilating)
At the most.

FRANK
(like a surgeon)
We got plenty of time.

DAVE
(raising his voice)
Five minutes... That's all...and
then --

Dave bangs his fist viscerously into the palm of his other hand. The gesture is unmistakable: head-on collision.

Ruby is almost excited watching Frank play the control board like an arcade wizard.

FRANK
(searching the panel)
Any siding in between?

DAVE
(loudly)
No.

(CONTINUED)

69 CONTINUED:

69

FRANK
 (enjoying every move)
 Okay... I'll stop her here...
 (he points)
 And put her on Track 2.

DAVE
 (exasperated)
 What about Westbound Passenger
 Local 7? It's due in ten
 minutes on Track 2...

FRANK
 (unflappable)
 We'll put Eastbound 12 back on
 Track 1 after the runaway
 passes.

Frank glances up at Dave, who stares at him uncertainly.

FRANK
 (slapping the board)
 This baby is failsafe...and
 don't you forget that... Now
 move!

DAVE
 (jumping)
 Yeah.

Ruby smiles at Frank, admiring his coolness. He smiles back, full of himself as he checks several switches, monitors.

FRANK
 (smugly, to Dave)
 And just in case, give Passenger
 Local #7 a red signal... Right --
 (he points)
 -- here.

Dave pushes the button without questioning, but he's prepared for disaster.

69A INT. CENTRAL CONTROL ROOM - SAME TIME - (STAGE)

69A

FULL SCREEN - CONTROL BOARD

A red light goes on in between the blinking white light of the runaway and the advancing light of Eastbound 12.

70 EXT. ANOTHER SIGNAL TOWER - (COLLISION) - SAME TIME - 70
(AK)

EASTBOUND 12's POV - a red signal goes on.

(We establish here the fact that the contact between the central board and its various connections on the actual railroad line is practically instantaneous.)

71 INT. CENTRAL CONTROL ROOM - SAME TIME - (STAGE) 71

Frank stares at the panel like a general overlooking a battlefield, without looking at Ruby:

FRANK
(business-like)
Get Eddie MacDonald down here.

RUBY
(also business-like)
It's only six o'clock. He is
still sleeping.

FRANK
(looks up at her)
Just go get him. I don't care
if he's sleeping or not.

Ruby is surprised at his attitude.

RUBY
(almost nervous)
Yes, Mr. Barstow.

She rushes to her switchboard.

72 EXT. THE RUNAWAY - (AFTER CLARK ST.) - EARLY MORNING - 72
(AK)

The engines are moving steadily westward through the pristine countryside.

73 EXT. ANOTHER SIGNAL TOWER - (COLLISION) - SAME TIME - (AK) 73

Heading toward the runaway is the Eastbound 12 with five yellow engines. She is a monster freight, pulling a mile-long variety of rusty, giant excavator, junk cars, rolling warehouse grain hoppers, dry bulk cars and oil tanks. The train comes to a sudden stop at a red signal on the signal tower.

73A INT. CAB - EASTBOUND 12 - (COLLISION) - (MT) 73A

The HEAD BRAKEMAN grabs the radio mike.

HEAD BRAKEMAN
(on radio)
Central...Central...

74 INT. CENTRAL CONTROL ROOM - SAME TIME - (STAGE) 74

A light flashes on one of the panels of microphones and the Head Brakeman's voice comes over a speaker:

HEAD BRAKEMAN (V.O.)
Eastbound 12...Eastbound 12...

Frank switches on the microphone.

FRANK
(into mike)
Barstow here... Listen carefully
and stay calm... Now, a runaway
is headed toward you on Track 1.

75 INT. EASTBOUND 12 - (COLLISION) - SAME TIME - (MT) 75

Startled, the Head Brakeman looks eastward to the signal tower.

75A EXT. EASTBOUND 12 - (COLLISION) - SAME TIME - (AK) 75A

HEAD BRAKEMAN'S POV - the tracks disappear in a haze of snow, which is still falling.

FRANK (V.O.)
You hear me, Number 12? You're
there... Answer me...

75B INT. EASTBOUND 12 - (COLLISION) - SAME TIME - (MT) 75B

BACK TO HEAD BRAKEMAN

HEAD BRAKEMAN
I don't see no runaway.

76 INT. CENTRAL CONTROL ROOM - SAME TIME - (STAGE) 76

Frank controls himself, takes on a patronizing inflection:

(CONTINUED)

76 CONTINUED:

76

FRANK

If you were close enough to
see her, you'd be dead... Now
listen close -- she's about
four miles away, coming at you.
Pull out onto Track 2 at once.
Repeat: at once/

76A INT. EASTBOUND 12 - (COLLISION) - SAME TIME - (MT)

76A

The Head Brakeman's hand begins to quiver.

HEAD BRAKEMAN

Oh my God.

76B INT. CENTRAL CONTROL ROOM - SAME TIME - (STAGE)

76B

FRANK

Now don't get excited.
Everything's under control.

Dave looks at him like he's crazy. Frank switches the mike
off.

FRANK

What's her speed now?

DAVE

(looking at the panel)
Over fifty.

FRANK

(confident)
That gives them four and a half
minutes to pull out of the way.

DAVE

(on edge)
That's too close for comfort!

FRANK

This system is built for it.

77 EXT. EASTBOUND 12 (COLLISION) - SAME TIME - (AK)

77

The Eastbound 12 is pulling off onto a siding as fast as
she can, but that's not very fast at all.

78 INT. CAB 4TH ENGINE - (AFTER CLARK STREET) - SAME TIME - 78
(STAGE)

Manny sits in the Engineer's chair, trying to make sense of the control panel while Buck stares through the back window, face against the glass. He suddenly chuckles and turns:

BUCK

Hey...I just thought about that bank you ripped off in Reno. I was in reform school. It was fuckin' great -- two million simoleons.

MANNY

Two million is a little exaggeration. For the insurance company. That's standard.

BUCK

Yeah...but it was great. Man, I know a jug outside 'Frisco that's good for half a mil. They handle the payroll for S & H Sugar.

(beat)

Man, that's what I've been dreaming about -- a really good score. I wanna have fun. I wanna go to the Mardi Gras... and Vegas. With big money a dude can catch them fine bitches.

(beat)

Yeah, man, I sure am gonna party. I spent many nights dreamin' about the good life.

MANNY

Dreaming?

BUCK

Yeah.

MANNY

(with sudden wrath)

Dreaming?! That's bullshit -- straight bullshit. You ain't gonna do nuthin' like that. What you're gonna do is get some shit job washin' cars or cleanin' toilets or some fuckin' shit --

(MORE)

(CONTINUED)

78 CONTINUED:

78

MANNY (CONT'D)
 'cause that's the only kinda
 gig a convict can get no matter
 who the fuck you are -- and
 you're gonna grin at the boss
 and kiss his ass and do whatever
 he tells you.

Buck is shaking his head.

BUCK
 Uh-uh...naw man...I can't do no
 shit like that. I'd rather be
 in jail.

MANNY
 More the pity, youngster, more
 the pity...

BUCK
 What about you? Why don't you
 do that?

MANNY
 I wish I could, I wish I could.

Manny turns away from Buck and stares through the
 windshield as if looking somewhere deep inside of himself.

79 EXT. ANOTHER SIGNAL TOWER - SAME TIME - (AK)

79

MANNY'S POV - of the runaway, which is headed toward a
 signal tower. It is far ahead with bright red lights.

80 OMIT

80

81 INT. CENTRAL CONTROL ROOM - SAME TIME - (STAGE)

81

Frank and Dave stare hard at the control board. Frank
 flips more switches. Dave tosses down three aspirins.

Behind them, night shift workers have seeped in and are
 trying to catch glimpses of the panel. There is tension
 in the air.

Ruby is in her front office chatting away on the telephone,
 obviously trying to keep her mind off the nerve-racking
 development.

81A INT. CENTRAL CONTROL ROOM - SAME TIME - (STAGE)

81A

FULL SHOT - THE CONTROL BOARD

A light slowly moves east on Track 2 while on Track 1, the runaway moves west at a rapid clip.

DAVE (V.O.)

(cracking)

She must be up to 60 mph by now
and gaining every minute.

81B INT. CENTRAL CONTROL ROOM - SAME TIME - (STAGE)

81B

BACK TO FRANK AND DAVE

They look at each other.

FRANK

(with a touch of
nervousness)

That Eastbound 12 is crawling...
Who's the incompetent bastard
on her? He better get his ass
in the clear fast!

82 EXT. EASTBOUND 12 (COLLISION) - SAME TIME - (AK)

82

The train is pulling off Track 1, onto Track 2. Most of it has completed the move, but the caboose is still lagging on Track 1.

Suddenly the light of the runaway is getting closer, passing the Eastbound 12's lead engine on the next track, heading toward the dawdling caboose.

83 INT. CAB 411 ENGINE (COLLISION) - SAME TIME - (STAGE)

83

Manny and Buck are pressed against the side window, staring at the freight cars zooming by.

84 INT. EASTBOUND 12's LEAD ENGINE - (COLLISION) -
SAME TIME - (MT)

84

The terrified Engineer advances the throttle wide open to notch 8.

ENGINEER

(grabs microphone)

Tom, Tom, do you hear me?

85 EXT. EASTBOUND 12'S CABOOSE - (COLLISION) - SAME TIME - 85
(AK)

The rear end of the caboose is still on Track 1. The CONDUCTOR clings to a support on the rear platform watching in horror. He cannot hear the Engineer's voice.

CONDUCTOR

Holy shit!

85A EXT. EASTBOUND 12 - (COLLISION) - SAME TIME - (AK) 85A

CONDUCTOR'S POV - the black tornado-lie runaway approaches closer and closer. A collision is inevitable.

85B EXT. EASTBOUND 12'S CABOOSE - (COLLISION) - SAME TIME - 85B
(AK)

The Conductor jumps off the caboose.

85C EXT. RUNAWAY AND EASTBOUND 12 - (COLLISION) - SAME TIME - 85C
(MINIATURE)

The runaway's lead engine crashes through the rear end of the last flat car before the caboose. It is loaded with the rusty debris of a huge drilling crane and a fuming tank of boiling black tar. The impact is horrendous. The tank explodes, covering the head of the runaway with burning tar.

85D EXT. EASTBOUND 12 - (COLLISION) - SAME TIME - (AK) 85D

CLOSE ON CONDUCTOR - who looks after the speeding beast with horror.

85E EXT. EASTBOUND 12 - (COLLISION) - SAME TIME - 85E
(MINIATURE)

CONDUCTOR'S POV - the rusty debris with the burning remnants of the tank smash into the caboose, piercing it. The whole caboose is impaled and integrated like a black metallic head on the first engine of the runaway. The caboose is separated from its bolster and wheels. The bolster with its axle wheel remains on the rails. Finally, with a piercing screech, this car is derailed and flies off the track. The bolster flips end over end, smashing into the coupling of the 3rd and 4th engines, leaving the handrails a twisted mess.

85F EXT. SNOWFIELD NEAR EASTBOUND 12 - (COLLISION) - 85F
SAME TIME - (AK & MINIATURE)

One of the wheels turns away and zooms through a snowfield towards the shed taking half of it, then continues on to crash into a pile of oil barrels. The barrels explode.

86 INT. CAB 4TH ENGINE - (AFTER COLLISION) - SAME TIME - 86
(STAGE)

Manny and Buck are on the floor, not quite sure what hit them. They scramble up to look through the back window.

87 EXT. EASTBOUND 12 - (COLLISION) - SAME TIME - 87
(MINIATURE)

MANNY AND BUCK'S POV - the caboose is totally demolished. The car next to it is overturned. The oil barrels are burning behind the destroyed shed.

88 INT. CAB 4TH ENGINE - (AFTER COLLISION) - (STAGE) 88

They stare in awe at the devastating power of this beast running amok through anything in its way.

MANNY

(excited, wiping blood
from his nose)

I told you something's fucked up!

Buck refuses to acknowledge the seriousness of the situation. He tries very hard to sound cool, but:

BUCK

(uncertain)

Maybe it's on some express run,
or...

MANNY

(interrupts)

Wake up, wacko! We just blew
the caboose to hell, without
even slowing down... Something
screwy is going on here... Look,
all the handrails are gone.

(thinking aloud)

What if the engineer croaked? I
heard it happens.

(CONTINUED)

88 CONTINUED:

88

BUCK
(doesn't want to
believe this)
Oh Jesus, man.

MANNY
(edgy)
Then why the hell don't the
whistle ever blow? Huh?

Buck reaches the "whistle lever" and starts to pull it.
Manny grabs him.

MANNY
Are you outta your cotton-
pickin' mind?

BUCK
I just wanted to see. You said
the engineer is dead.

Manny crushes Buck's wrist in his grip. Buck winces.

BUCK
Let me go!

Manny suddenly grabs him and pins him against the wall.

MANNY
Listen, kid. I play for keeps.
No holds barred. Each against
all. And you think this is some
cops and robbers game.

BUCK
(with defiance)
Hey, man, you picked this train.

A blush of anger crosses Buck's face. He pushes Manny
away. He's tired of his demeaning attitude, but he sees
Manny's knuckles tightening on the shiv, and he knows
Manny's too crazy for him. He drops his eyes.

89 INT. EASTBOUND 12 - (COLLISION) - SAME TIME - (MT)

89

The Engineer is on the phone in the cab while the Head
Brakeman is attending to the shaken-up Conductor who
bleeds from a cut on his face, but is otherwise all right.

(CONTINUED)

89 CONTINUED:

89

ENGINEER
(shaken, enraged)
Sure she's gone! And she took
my goddammed caboose with her!
You hear me?

90 INT. CENTRAL CONTROL ROOM - SAME TIME - (STAGE)

90

The atmosphere is somber as they listen to the Engineer's
voice:

ENGINEER (V.O.)
(on speaker)
I hold you responsible, you son-
of-a-bitch. You coulda killed
my conductor! It's your ass
I'm gonna --

Frank switches off the speaker and picks up the telephone,
making an effort to appear calm.

FRANK
Quit running your mouth and get
back on Track 1.
(hollers)
And move it!
(to Dave)
What will be the position of
the train in ten minutes?

DAVE
(computing it on
the panel)
Ten miles east of the Seneca
River.

Frank hangs up the phone and swivels to yell across the
room at Ruby:

FRANK
Where the hell's MacDonald?!

Ruby shrugs and gets busy with the telephone.

91 OMIT

91

92 OMIT

92

93 INT. CAB 4TH ENGINE - (AFTER COLLISION) - MORNING - 93
(STAGE)
(BLIZZARD)

Buck sits in the corner on the floor, legs extended. Manny almost trips over them.

MANNY
Move your feet.

Buck does so. He looks, questioning.

BUCK
Do you really think the
engineer is dead?

Manny shakes his head and shrugs.

MANNY
I know something is real wrong
here.

Buck gets up and goes to stare out.

BUCK
Maybe we oughta clear outta
here.

Manny comes up beside him. They both stare out.

BUCK (CONT'D)
Maybe we should jump for it?

94 EXT. COUNTRYSIDE - (AFTER COLLISION) - SAME TIME - (AK) 94
(BLIZZARD)

THEIR POV FROM WINDOW - as the ground below them, covered with drifting snow, flashes by, a dizzying, blinding sight. The railroad ties blue as they cut through the pristine snow. The telegraph poles fly by and are lost behind.

95 INT. CAB 4TH ENGINE - (AFTER COLLISION) - SAME TIME - 95
(STAGE)
(BLIZZARD)

MANNY
Wait awhile. We can break our
necks whenever we want.

(CONTINUED)

95 CONTINUED:

95

BUCK

Maybe the guy up there fell
asleep or somethin'.

MANNY

Let's find out what happened
to him.

BUCK

How the fuck can you do that?

Manny takes the shiv and examines it.

MANNY

We're gonna go up and find out.

Manny starts looking around, searching for something. He finds a monkey wrench. It makes a good weapon. He hands it to Buck, who doesn't know what it's for, not right away.

MANNY

Here, tuck that in on you
somewhere. And wait until I
give you the office before you
attack. Right?

Buck nods and follows Manny's lead in bundling up, wrapping rags around their faces. Manny tries to use his arm. It's shakey, but might be some minimal use along the line.

Manny throws his body against the door, forcing it open against the howling wind and snow. A gust blows inside. It is a blizzard outside.

96 EXT. HIGHWAY - AERIAL SHOT - MORNING - (AK)
(BLIZZARD)

96

The morning traffic on the highway is barely visible through the falling snow. Several patrol cars are checking traffic.

97 INT. HELICOPTER - SAME TIME - (LA)
(BLIZZARD)

97

Ranken and Conlan study the highway below. The radio buzzes and Ranken flicks the switch...heavy traffic.

OPERATOR (V.O.)

Railroad security called, they
found some prison clothes in a
switch yard. Looks like prison
brogans...

(CONTINUED)

97 CONTINUED:

97

CONLAN
(astonished)
How'd they get so far?

RANKEN
Tell 'em I'll be there in ten
minutes. And get some officers
there.

Ranken gestures to the pilot, telling him to turn.

RANKEN
(smiling)
Thank God, you're bringing him
into my hands.

97A INT. CENTRAL CONTROL ROOM - SAME TIME - (STAGE) 97A
(BLIZZARD)

FULL SCREEN CONTROL BOARD

Lights are flashing like a video game.

98 INT. CENTRAL CONTROL ROOM - SAME TIME - (STAGE) 98
(BLIZZARD)

Frank leans back, sips his Coke and watches his "baby" as
if everything is under control. Others are staring at the
board as if awaiting a new excitement.

A signal flashes on a microphone and Frank flips the switch.

FRANK
Control...go ahead.

VOICE ON RADIO
Passenger Local 7 here.

DAVE
Omygod! The local!

Frank shoots him a look. Dave pushes a button on the
panel and a red light changes to green.

VOICE ON RADIO
I got it... Thanks... What do I
tell my passengers? They're
driving me crazy with questions...
Why'd you stop us in the middle of
nowhere?

(CONTINUED)

98 CONTINUED:

98

Frank is about to turn on the mike when someone shouts at him O.S.

LOUD VOICE (O.S.)
Don't tell 'em about the
runaway!

Frank and everyone else turns.

EDDIE MACDONALD, a man in his fifties, pushes through the onlookers. Judging from their reactions, he is their boss.

MACDONALD
(with authority)
We don't wanna panic those
passengers...and besides...we
got the company's reputation
to uphold.

Frank can't resist. He switches on the mike:

FRANK
(into mike)
We stopped you to let the
Reputation Express go by.
Tell your passengers that.

VOICE ON RADIO
What was that?

FRANK
Never mind.

He switches the mike off. MacDonald glares at him. There is no love lost between these two.

Dave is relieved to have MacDonald aboard, standing to offer the boss his chair.

MACDONALD
(all business)
What's the latest on that
runaway?

Frank just points to the panel.

DAVE
(volunteering)
It went straight through the
caboose of Eastbound 12.

Frank shoots him a look.

(CONTINUED)

98 CONTINUED:

98

MACDONALD
(alarmed)
Anyone hurt?

FRANK
No, except for Al.

MACDONALD
Old fart. He made everyone
bananas trying to keep that
old engine from going to scrap.
What's the speed?

FRANK
About seventy.

MACDONALD
Why can't you stop her? You
put this system in. It cost
the company 4.5 million!

FRANK
(exaggerated politeness)
This system is designed for the
efficient dispatching of trains
when they are manned, not to
stop them when they are unmanned.
Her brakes are burned out, the
overspeed control must have gotten
screwed up from the collision.
But don't worry, Eddy, I will
avoid any other casualties.

DAVE
(under his breath)
Bullshit...

FRANK
(his look could kill)
Dave...get us some coffee...
C'mon.

Frank turns to the panel, avoiding MacDonald's inquisitive
look.

DAVE
(loud, as he walks by)
Mr. Barstow... I hope you
haven't forgotten the Seneca
Bridge.

(CONTINUED)

98 CONTINUED:

98

MACDONALD
(to Frank)
What about the bridge?

FRANK
I'm taking care of it.

DAVE
(taking over for a
minute)
Like to remind you...Seneca is
an old bridge...

FRANK
(jumping up, yelling)
So what?

Dave turns to MacDonald, ignoring Frank.

DAVE.
Sir...by the time the runaway
reaches the bridge, she'll be
doing ninety... The speed
restriction for that bridge
is fifty...

MACDONALD
(snaps at Frank)
Get that runaway on the siding
in Jordan and derail her...

FRANK
(his mouth open)
Derail? Are you out of your
mind?

Dave is right behind MacDonald.

DAVE
That's the best idea, sir...

MACDONALD
I don't need you to tell me if
I'm right...
(to Frank)
Derail that sonofabitch. I
don't care about engines, I
don't want to lose the bridge.

(CONTINUED)

98 CONTINUED:

98

FRANK

(trying to reason)

Listen, Eddie -- with this system I can get everyone out of her way and onto the siding. Meanwhile, we'll figure out something else.

MACDONALD

(hissing at Frank)

Right now, it's just four engines... No people aboard... if I let you jerk-off with your system, this wild animal is gonna kill someone sooner or later...

(he's yelling now)

And you know what that'll cost the company? Do you? Derail her! That's my order!

Frank is motionless. He just stares at the fuming MacDonald. The onlookers, including Dave and Ruby, are looking at Frank, waiting for his move.

FRANK

(trying to be smug)

If you say derail, then we derail...but these people are witnesses -- it's your decision -- I could've stopped her.

MacDonald is firm. Dave is triumphant. There is a definite split of opinion among the onlookers. Ruby seems to be leaning toward Frank and so are some night-shifters.

Frank picks up the phone and dials.

99 EXT. JORDAN/INT. MAINTENANCE TRUCK - MORNING - (MT) (BLIZZARD)

99

The SIGNAL MAINTAINER, an old coot with a limp and a pint of Jack Daniels, picks up the radio mike.

SIGNAL MAINTAINER

(slurred speech)

Jordan...Signal Maintainer #40...

100 INT. CENTRAL CONTROL ROOM - SAME TIME - (STAGE) 100
(BLIZZARD)

He pronounces every word slowly and loudly:

FRANK

Central here... There is an
unmanned runaway heading west
on Track 1. You're going to
have to line her into the siding...
Then get out of the way...
Superintendent MacDonald wants
to derail her... You got that
name? Eddie MacDonald.

Frank hangs up the phone and looks real hard at MacDonald,
then snaps at Dave, venting his frustration, saving face:

FRANK

What're you waiting for? Get
me the goddammed coffee!

Dave stiffens, but MacDonald offers no help, so he gets
up and goes out.

101 EXT. JORDAN/INT. MAINTENANCE TRUCK - SAME TIME - (MT) 101
(BLIZZARD)

The Signal Maintainer is still holding the receiver, talking
to himself:

SIGNAL MAINTAINER

I'll be damned... Sonofabitch...
That's gonna be somethin'...
Whee...heeee...

He drops the receiver without hanging it up and limps as
fast as he can, which is pretty slowly, towards the track.

102 EXT. BETWEEN 3RD & 4TH ENGINES - (BEFORE JORDAN) - 102
MORNING - (MT)
(BLIZZARD)

The runaway zooms by at an already tremendous speed.

Manny and Buck are out on the front platform, taking a
beating from the snow and wind as they pull themselves
slowly forward on the railing. They look down at:

THEIR POV - THE COUPLING BETWEEN ENGINES

(CONTINUED)

102 CONTINUED:

102

The electric jumper cables connecting the engines and the coupling are shaking violently. The snow whirls around them, the rail speeding by below.

BACK TO MANNY AND BUCK

Manny is shouting into Buck's ear: "Cross over! Cross over!" But the words are inaudible. Buck shouts back: "You're crazy!" Again inaudibly, but their conversation is perfectly clear from their gestures.

Manny, pissed at Buck, starts the crossing himself, but encounters trouble due to his broken arm. Buck finally pulls Manny back and, grabbing the handrail, starts very slowly toward the 3rd Engine. He definitely does not like the idea.

103 EXT. JORDAN - SAME TIME - (MT)
(BLIZZARD)

103

The Signal Maintainer is working on lining Track 1 to the blind siding. Finally he does it and "hurriedly" limps away.

104 EXT. BETWEEN 4TH & 3RD ENGINES - (BEFORE JORDAN) -
SAME TIME - (MT)
(BLIZZARD)

104

Buck is still between the two engines, just about to cross to the third when A TRAIN WHISTLE gives off a shrill blast.

Buck looks up at Manny - elation on both faces.

105 EXT. JORDAN - SAME TIME - (MT)

105

The Signal Maintainer is trying to get as far as possible from the oncoming disaster. He hasn't gotten very far.

106 INT. 4TH ENGINE CAB - (BEFORE JORDAN - SAME TIME -
(STAGE)
(BLIZZARD)

106

Manny and Buck come piling in, slamming the door shut.

BUCK

(elated)

See! See! I told you. It's
okay! We've got an engineer
on this sucker.

(CONTINUED)

106 CONTINUED:

016

MANNY
 (just as excited)
 You're right, kid...

They are pounding themselves to restore warmth to their bodies, almost dancing with relief. Again the Whistle blows.

BUCK
 (jumping in the air)
 Blow, baby, blow! I'm gonna be
 a free man manana...shittin' in
 tall cotton in the land of milk
 and honey.

THE WHISTLE SOUNDS AGAIN.

107 INT. LEAD ENGINE - (BEFORE JORDAN) - SAME TIME - (STAGE) 107
 (BLIZZARD)

FULL SCREEN - SPEEDRECORDER - reads seventy mph.

The snow is pelting through the shattered windshield. Part of the rusty bar protrudes through the window. Glazed tar covers the floor. The hostler's seat is still empty but the whistle continues to blow.

108 EXT. RUNAWAY - (BEFORE JORDAN) - SAME TIME - (MT) 108
 (BLIZZARD)

The train pulls by, revealing a shadowy figure in a misted window of the second engine.

109 OMIT 109

110 EXT. JORDAN - SAME TIME - (MT) 110
 (BLIZZARD)

The old Signal Maintainer is sitting in his truck, a good distance from the tracks drinking his bourbon, staring east, waiting for the show to start.

THE WHISTLE BLOWS IN THE DISTANCE.

111 INT. CENTRAL CONTROL ROOM - SAME TIME - (STAGE)
(BLIZZARD)

111

Frank and Dave are at the panel. MacDonald paces in the background. All eyes are on the board. The tension could be cut with a knife. A light flashes on the panel. Dave flicks the switch nervously.

DAVE
(anxious)
Central...

The old Signal Maintainer's loud, out-of-breath, slurred voice booms from a speaker:

SIGNAL MAINTAINER (V.O.)
Signal Maintainer #48 here, at
Jordan...

Everybody perks up.

SIGNAL MAINTAINER (V.O., CONT'D)
Listen... Did I hear you right,
mister? This runaway's supposed
to be unmanned?

Frank grabs the mike.

FRANK
Yeah... That's right.

SIGNAL MAINTAINER (V.O.)
Well...lemme tell you something,
mister...
(gulping)
I think you are wrong...

Suddenly from the speaker comes the faint sound of a train whistle. Frank literally jumps.

FRANK
(yelling)
The whistle! The goddammed
whistle is blowing!

SIGNAL MAINTAINER (V.O.)
(louder)
That's what I'm trying to tell
you!

Everyone is looking at Frank in chock, disbelief.

(CONTINUED)

111 CONTINUED:

111

FRANK
 (shouting into mike)
 Derailing is out! Line her
 through! Run, old man, run!

Frank turns to the dumbfounded MacDonald.

FRANK
 Somebody's blowin' the whistle
 on that train, Mr. MacDonald.
 And you would've killed him...
 Just like that...

Frank looks around, as if expecting applause from the crowd. Dave's face is buried in the panel. Ruby looks at Frank with pride, happy that he was vindicated.

112 EXT. JORDAN - SAME TIME - (MT) 112
 (BLIZZARD)

The old Signal Maintainer slogs his way through the snow toward the switch. It's a desperate effort.

113 EXT. 2ND & 3RD ENGINES - (BEFORE JORDAN) - SAME TIME - 113
 (MT)
 (BLIZZARD)

The HOSTLER HELPER is fighting the wind, grabbing for the handrails with both hands trying desperately to move from the 2nd engine to the 3rd and along the walkway that runs the length of the third engine, toward the back of the train to the 4th engine.

114 INT. CENTRAL CONTROL ROOM - SAME TIME - (STAGE) 114
 (BLIZZARD)

Every eye is fixed on the panel.

115 EXT. JORDAN - SAME TIME - (MT) 115
 (BLIZZARD)

The Signal Maintainer looks back. The runaway is almost there. The old man throws himself forward, grabbing the switch. With all the strength left in his body, he lines the switch back.

115 CONTINUED:

115

Seconds later, the runaway comes pounding almost on top of him. Her lead engine looks like a monstrous prehistoric creature with the iron jaws of a steam shovel jutting from the tar glazed impaled caboose.

The old Signal Maintainer stares at it in horror and awe.

The Hostler's Helper is hanging on the walkway of the 3rd Engine.

The Signal Maintainer is engulfed in a whirlpool of snow as the runaway flies past him and away.

116 INT. CENTRAL CONTROL ROOM - SAME TIME - (STAGE)
(BLIZZARD)

116

A great moan of relief goes up as the runaway's light passes the light of the Jordan siding up on the panel.

FRANK

(triumphant)

Okay... Next Hurdle... C'mon
you big tough sucker. I'll
slap your ass...

117 INT. 4TH ENGINE CAB - (AFTER JORDAN) - SAME TIME -
(STAGE)
(BLIZZARD)

117

Buck is doing pushups to keep warm, a prison habit. Manny is at the window.

BUCK

Boy, I was shittin' in my pants
just thinking about jumping at
this speed... See, bro? I was
right. Everything's cool.

Manny doesn't respond. Buck gets up, shadow boxes a little, stops.

BUCK

Ain't you hungry?

MANNY

I haven't thought about it.

(CONTINUED)

117 CONTINUED:

117

BUCK

As soon as we get to Broadway,
I'm gonna have a whole big
pizza covered with anchovies.
They don't ever have anchovies
in the joint...and I love 'em.
(beat)

Do you like 'em...anchovies?

MANNY

I can't remember having any.

BUCK

Aw, man...you don't know what
you've been missin'. In fact,
it's hard to believe any guy
don't know about anchovies.

He laughs at the idea.

Manny suddenly tenses and looks forward.

MANNY

Get up here, quick!

Buck jumps up. Manny is pointing outward.

118 EXT. 3RD & 4TH ENGINE COUPLING - (AFTER JORDAN) - (MT) 118
(BLIZZARD)

MANNY & BUCK'S POV THROUGH SNOWY WINDOW

The Hostler Helper is on the platform of the 3rd Engine,
just about to cross to the 4th Engine.

119 INT. 4TH ENGINE CAB (AFTER JORDAN) - SAME TIME - (STAGE) 119
(BLIZZARD)

They stare. Manny's jaws tighten, his eyes squint and burn.
Buck glances over for a sign, a direction. Manny snatches
him down to the floor.

MANNY

I don't think he saw us.

Buck raises his head to look.

MANNY

Be careful. Let him come. As
soon as he gets about two-thirds
in, we'll nail him.

(CONTINUED)

119 CONTINUED:

119

BUCK

We're not gonna kill him, are we?

MANNY

Not unless he makes us. We can find out what's happenin'.

BUCK

Yeah...right.

Buck starts to look.

BUCK

He's in big trouble out there.

Manny rises up enough to look.

120 EXT. 3RD & 4TH ENGINE COUPLING (AFTER JORDAN) - 120
SAME TIME - (MT)
(BLIZZARD)

MANNY AND BUCK'S POV - the Hostler Helper has slipped and nearly gone off the platform, and is holding onto the rail -- but cannot get back on because his feet are sliding on the frozen coupling.

120A INT. 4TH ENGINE CAB (AFTER JORDAN) - SAME TIME - (STAGE) 120A
(BLIZZARD)

BUCK

Let's go help him, man. C'mon.

MANNY

Freeze...fool. That sucker ain't nuthin' to us, not family or friend. Let him save himself... if he can.

121 EXT. 3RD & 4TH ENGINE COUPLING (AFTER JORDAN) - 121
SAME TIME - (MT)
(BLIZZARD)

The Hostler Helper is fighting to live. The wind tears at every inch. Everything he touches is frozen, especially underfoot there is ice, so his feet have no traction at the pitch and roll of the engine. He has to use his arms -- and finally he leaps the "bridge" to the next engine.

(CONTINUED)

121 CONTINUED: 121

He drags himself down the walkway, opens the door, and starts to fall in.

122 INT. 4TH ENGINE CAB (AFTER JORDAN) - SAME TIME - 122
(STAGE)
(BLIZZARD)

From the side comes the driving fist -- right on the jaw, and down he goes, as if pole-axed.

123 OMIT 123

124 INT. 4TH ENGINE CAB (AFTER JORDAN) - SAME TIME - (STAGE) 124
(BLIZZARD)

The Hostler Helper's hat and face-scarf fly off and long blonde hair spreads on the floor.

Manny just stares at the woman.

BUCK

(excited)

Wow...Wow...I don't believe
this... Am I tripping? You
ain't real... Jesus...

(turning to Manny)

What're we gonna do with her?

Manny does not react.

Buck touches her face, almost lustfully... She lashes out violently, slapping his hands away. Undeterred, he keeps grinning.

Manny watches her intently.

For a moment nobody moves.

The Hostler Helper sits up. Manny snaps to attention, knife poised in his hand. She shifts away from him without taking her eyes from them. Manny continues his scrutiny of her.

She pushes her hair back. She has a good-looking, earthy face, bruised on one side and scraped as if someone had struck it with a file and the blood had dried. Her jacket is torn. She couldn't be much older than thirty. Her name is SARA MAGUIRE.

(CONTINUED)

124 CONTINUED:

124

SARA

You guys are from the prison,
aren't you?

Manny and Buck exchange glances. Manny shrugs.

MANNY

Yeah, we're from Stonehaven. So
what?

BUCK

Why'd you tell her that, man?

MANNY

What difference does it make?

BUCK

Nothing...but...

MANNY

Is she gonna drop a dime on us?

SARA

You either came from the prison
or outer space.

(she smiles crookedly)

And you poor bastards really
picked the wrong train.

Buck keeps staring at her, a lopsided grin coming across
his face.

BUCK

Yeah, that's where we came
from...a real garbage can. I
haven't been laid in so long...
In fact, I ain't even seen a
woman except in a centerfold.

Buck smiles back at her, tenuously and artificially. He
begins to edge closer.

BUCK

Listen, sugar, how'd you like
a really good fuck?

She picks up a chunk of wood used for blocking wheels and
flings it at him with all her strength. It lands full-
square in his face. Buck swings at her, lunging. Suddenly,
Manny jumps on Buck from behind and drags him away.

(CONTINUED)

124 CONTINUED:

124

MANNY

Freeze on that bullshit before
I put my foot in your ass.

(turns to Sara)

What happened to you?

SARA

I'm a hostler helper...and I
got stuck when it took off.
I thought there was an
engineer aboard until it was
too late to jump off. There's
nobody on this train but us.

MANNY

You say we're on a runaway
without an engineer?

BUCK

She's lyin', Manny. We heard
the whistle.

SARA

I blew the whistle.

BUCK

She wants to get us off guard
and get us busted --

Manny nods. Buck doesn't want to believe the story, but he
is afraid to say anything to Manny.

SARA

Listen, you jerk, this runaway
is going to run into something
pretty soon. I climbed back
here because the hit is going
to be up front. Maybe we'll
have a chance back here. Not
much, but --

Buck is shaking his head; he can hold back no longer.

BUCK

I think her story is bullshit.
I don't believe her.

Sara ignores him and looks to Manny, knowing he is the one
that matters. Manny is cold as ice.

(CONTINUED)

124 CONTINUED:

124

MANNY

Then we'd better make some kind
of move.

SARA

Don't you understand? This train
is out of control...running wild.
There's nothing to do but ride it
out or jump.

125 INT. CENTRAL CONTROL ROOM - MORNING - (STAGE)
(BLIZZARD)

125

Frank is on the phone, agitated.

FRANK

What about the 'Hostler Helper'?
A woman? God damn. Does she
know anything about running a
locomotive?

He listens for a moment.

Behind the partition we see Ranken entering the reception
room. He speaks with Ruby.

FRANK

(disgusted)

The only person on the whole
train is a woman? How unlucky
can I get?

Ruby appears behind Frank and touches his shoulder. He
doesn't react. She does it again. He spins, glares.

FRANK

Now what?

Instead of answering in words, Ruby points to the front
office.

FRANK (CONT'D)

Who's that?

RUBY

The chief of security at
Stonehaven. His name's
Ranken and he wants to talk
to you.

(CONTINUED)

125 CONTINUED:

125

FRANK

Ye gods! I don't have time.

RUBY

It's important...he says.

MACDONALD

Does he know anything about the runaway?

RUBY

I don't think so.

MACDONALD

Good, tell him we'll see him later.

FULL SCREEN - RANKEN

His eyes narrow as he glares at Frank's back.

BACK TO MACDONALD

MACDONALD

How far to the bridge? What's the E.T.A.?

DAVE

Twenty-five minutes...

MacDonald grabs the microphone out of Frank's hand.

MACDONALD

Seneca Station? Seneca Station?
This is MacDonald at Central
Control... There's a runaway
coming your way. It's goin'
over eighty.

(stops, listens a
moment)

Yeah, I know it's too fast for
the bridge. Get an emergency
crew together.

(listens again)

No...no! Of course we'll stop
her. But have 'em there just in
case...

He looks over at Frank, who is half-smirking. Dave is ready to vomit. Ranken is behind the glass partition with Ruby.

126 126
- OMIT
146 146

147 INT. CAB 4TH ENGINE - (CHASE) - SAME TIME - (STAGE) 147
(BLIZZARD)

FULL SCREEN - RED BUTTON MARKED "EMERGENCY FUEL CUT-OFF
ENGINE STOP"

A finger is poised over the button.

Manny is about to press down. Sara and Buck watch from the side.

SARA
It won't do a thing. Go ahead.

Manny presses. Nothing happens. He presses again.
Still nothing. Buck steps forward and pounds it with his fist.

SARA
I told you. I already tried from the second engine.

MANNY
Why not?

SARA
I'm no expert, but I know that when a bunch of engines are hooked up, everything operates from the one in front. You stop the first one, the others stop too.

Buck giggles.

BUCK
I can't believe this shit. We got out of a maximum security prison, and wind up on this fuckin' unmanned train with this broad. We have to stop it!

(CONTINUED)

147 CONTINUED:

147

MANNY

Will you get on the dummy?

(to Sara)

How come you didn't go up there instead of back here?

SARA

You can't cross from the second to the first. It's a streamliner. It doesn't have the walkway... It's smooth -- especially with ice and snow. There is a door in the front but I've already tried it. It must have jammed during the collision.

Buck is gettin wild-eyed with panic.

BUCK

So man? What are we going to do now?

MANNY

(to Sara)

Do you think they know this train's running wild?

SARA

They must. They've been clearing the track. Otherwise we'd be a mess in the snow by now.

Instead of savoring the information, Manny makes a face.

MANNY

If they woke up, there's gonna be all kinda pigs wherever this thing stops -- whatever way it stops. Ranken is hunting all over the region.

BUCK

Yeah, man, maybe they will stop us.

SARA

I pray for that.

(CONTINUED)

147 CONTINUED:

147

MANNY

I'm not giving up no matter what
I have to do... No matter who
has to die. I ain't gonna give
him that pleasure... No fucking
way... Never!

BUCK

I don't wanna die, man.

MANNY

I'm not getting caught, not alive...
And you either!

BUCK

I don't know, man...don't know
nuthin'. I can't even think
straight now.

MANNY

Just do what I tell ya and don't
crap on yourself. I let you tag
along to be a regular, not a
piece of shit.

Manny lets him go. Sara watches.

SARA

I'll say this...you've got
guts, mister.

148 OMIT

148

149 EXT. MAJESTIC LANDSCAPE - (CHASE) - MORNING - (AK)
(BLIZZARD)

149

As the wheels of the runaway whiz past, the tracks sink
deep into the roadbed. After the wheels pass, the rails
hold a humming tone. In the background, there is a family
of moose striding through the naked forest.

150
- OMIT

150

165

165

166 INT. CENTRAL CONTROL ROOM - DAY - (STAGE) 166
(BLIZZARD)

The room is somber, down, sagging with defeat.

DAVE
(reading automatically)
Speed is ninety. Fifteen
minutes E.T.Z. with Seneca
Bridge.

FRANK
Incredible. We've never had
anything go that fast on a
track.

MACDONALD
Maybe the bridge'll hold up.

Frank shakes his head.

FRANK
Not going ninety. It'll sail
off like it came from a cannon
and tear the bridge apart.

166A EXT. SENECA BRIDGE - DAY - (MT) 166A
(BLIZZARD)

Two emergency crew cars arrive. The drivers get out of
their cars and approach the camera.

166B EXT. SENECA BRIDGE - DAY - (AK) 166B
(BLIZZARD)

Emergency workers POV of bridge - silence, falling snow.

167 INT. CAB 4TH ENGINE - (BEFORE GRANITE CORRIDOR) - 167
MORNING - (STAGE)
(BLIZZARD)

Manny is adding extra layers of clothing and wrapping rags
around his wounded arm, trying to pad himself against the
fall when he jumps.

Buck is watching him.

BUCK
Man...what you're doin' ain't
nuthin'. You're just cashing in
your hand. That's one chance in
a hundred.

(CONTINUED)

167 CONTINUED:

167

MANNY

I'm not going back...

Sara steps forward.

SARA

This is suicide...jumping here.
You're sure gonna break
something...and then what?

Manny continues to prepare, but pauses for a moment.

MANNY

I'll deal with that when I'm
there, off this train. That's
a better looking hand than
this one.

BUCK

Yeah man, this is a hard-balled
man, man.

He jumps up and starts to put his clothing back on.

BUCK (CONT'D)

Yeah man, lead on. I'm with
you until the wheels come off.

Buck grabs at Sara's scarf. Sara resists and jumps to the
door blocking Manny.

SARA

You can't go like that.

MANNY

Why?

SARA

(childishly)

You can't leave me alone.

MANNY

(beat)

I don't care who jumps with me,
honey. I'm going through that
door.

Manny pushes her aside and goes out the door. There is
an explosion of icy snow inside. Manny pauses and
plunges out. Buck follows.

168 EXT. 4TH ENGINE - GRANITE CORRIDOR - SAME TIME - (MT) 168
(BLIZZARD)

Manny leans out into the wind, grasps the grab iron of the ladder and begins to climb down, looking over his shoulder behind him. Buck is watching him. Sara, all wrapped up, climbs out and stands by Buck. They both look at Manny. Manny looks over his shoulder, preparing to jump.

MANNY'S POV - the curve is approaching. The rocky wall curves ahead, snowy rocks fly past almost rubbing Manny's back.

BACK TO MANNY

Manny swears under his breath. Buck and Sara are watching him.

Manny doesn't raise his eyes. Sara shouts something in Buck's ear. Buck leans close to Manny and yells.

BUCK

Manny, Manny!

Manny, concentrating, doesn't react.

BUCK

Manny, she knows how to stop the train.

Manny looks him in the eye. Buck nods affirmation then holds up two fingers in scouts honor.

Manny starts climbing back in.

168A 168A

- OMIT

168D 168D

169 INT. CENTRAL CONTROL ROOM - DAY - (STAGE) 169
(BLIZZARD)

FULL SCREEN - CONTROL BOARD

Lights are flashing like a Christmas tree. The runaway is crossing through myriad red lights, heading toward a larger light and a sign indicating the Seneca Bridge.

170 INT. CENTRAL CONTROL ROOM - SAME TIME - (STAGE) 170
(BLIZZARD)

Tension. Dave, Frank and MacDonald are staring at the control panel. Silence.

171 INT. CAB 4TH ENGINE - (BEFORE SENECA) - SAME TIME - 171
(STAGE)
(BLIZZARD)

All three are inside. Manny and Buck are knocking the snow off, but Manny is at the edge of fury.

MANNY

(to Sara)

Why'd you lie to me?

SARA

Because I don't want you to die and with you we might have a chance. We probably can't stop it one hundred percent, but maybe we can slow it down.

(beat)

Then we might jump.

MANNY

Tell me. How?

SARA

I just realized that if we disconnect the M.U. cables -- the electric cables -- between the engines, they'll shut down, one at a time.

They stare at her, stunned by the new information.

SARA (CONT'D)

It won't be easy. They'll be frozen solid and we don't have the right tools.

(beat)

But it's a chance -- a better chance than jumping now.

BUCK

You'd better not be jivin'.

SARA

Don't threaten me, punk!
What's wrong with you?

(CONTINUED)

171 CONTINUED:

171

MANNY

Ya...don't threaten her, punk!

BUCK

What if she's bullshitting?

MANNY

She ain't. C'mon, let's make our move.

SARA

God must've sent you guys to me.

Sara opens a toolbox and begins digging through in search of what they can use.

172 EXT. 3RD AND 4TH ENGINES - (BEFORE SENECA) - SAME TIME - 172
(MT)
(BLIZZARD)

The wind tears at them. All three are hanging onto the railings with both hands, their eyes looking downward. Sara points:

THE COUPLING

Their POV of the M.U. cable. A fat cable, completely encased in ice, dangles over the rails beneath it.

BACK TO MANNY

He pushes Sara away, sits down on the platform and beckons Buck. Buck squats without letting go of the handrails. Manny stomps down at the ice on the M.U. cable. Buck follows suit. Their position is precarious. Sara moves closer to the wall to protect herself slightly from the wind. The ice is too hard. Manny reaches back to the tools and comes up with a heavy pipe wrench -- or maybe he motions and has Sara hand it to him. He leans close to Buck, yelling into his ear.

MANNY

I'm gonna bust it off with this.

He hefts the wrench.

MANNY (CONT'D)

Hold my feet.

(CONTINUED)

172 CONTINUED:

172

Sara can see the idea from the motions. She comes forward and leans in.

SARA

(to Buck)

I'll get some rope...or something. So you can tie yourself to the rail.

Manny nods and they get up as Sara goes back inside.

172A EXT. RUNAWAY - (BEFORE SENECA) - SAME TIME - (MT)
(BLIZZARD)

172A

The runaway tearing through the blizzard.

172B INT. CENTRAL CONTROL ROOM - DAY - (STAGE)
(BLIZZARD)

172B

Everyone is still, looking nervously at the control board.

172C EXT. SENECA BRIDGE - DAY - (MT)
(BLIZZARD)

172C

EMERGENCY CREW, ambulances, police cars, pull up by the bridge.

172D EXT. 3RD AND 4TH ENGINES - (BEFORE SENECA) - SAME TIME - (MT)
(BLIZZARD)

172D

Buck has tied himself to the railing, and around one of Manny's legs is a rope, which Buck has entwined around a wrist and wrapped around one hand. He is next to Manny -- and Manny is hanging out over the abyss, smashing the wrench at the ice, which is now beginning to break and fly off in chips. The cable's socket is now visible, but it takes two hands to unhook it. Manny drops the wrench and gestures for Buck to pull him back.

Buck does so. Manny is panting, his face coated with ice.

MANNY

You're gonna have to do it.
I've only got one hand and it takes two.

(CONTINUED)

172D CONTINUED:

172

BUCK

You can't hold me with one hand, can you?

Manny makes a "who knows" gesture.

Buck looks into Manny's eyes for a second; then he shrugs stoically.

BUCK

Let's do it.

They reverse positions, with Buck hanging over the edge, the rope around his ankle and Manny's good wrist. Manny tries to hold the railing with his foot and the hand with the wounded arm. The wounded arm has no strength, so he has to keep his body with the balancing point on the edge. Buck doesn't have enough extension to work with both hands. Buck looks up, shakes his head. Manny points him to keep going.

Sara is watching. She sees what is wrong and comes forward, getting Manny's attention. She gestures that she wants to help. She points to herself and then to Buck's legs. Manny nods and Buck comes back enough to wait until she gets over the rail and into position. She lays across his legs (he is extended over the abyss almost to his knees) and Manny holds her wrist through the railing.

Buck is straining to the maximum, meanwhile suspended over the entry to hell.

The cable's safety lock finally cracks. Buck cannot do the rest with gloves. He tears them off, lets them drop away, and goes to work with bare hands.

THEIR POV - as the cable lock snaps apart, the two M.U. cables hang loose, down over the rails. The sound of the fourth engine dies.

Manny pulls Sara, who has now extended herself to grasp one of Buck's hands, hauling him up sideways onto the platform where he rests momentarily on his back, his chest heaving, looking up at Manny. Buck grins, proud of himself. Manny winks, nods and gives him a terse fist salute. Meanwhile, Sara jumps over the couplings to the 3rd engine and they all head for the cab.

173 INT. CENTRAL CONTROL ROOM - SAME TIME - (STAGE)
(BLIZZARD)

173

Dave's head is tilted to the side, watching in curious disbelief. Then, when he is sure, he is energized. He turns to Frank.

DAVE

Frank -- Frank...lookit this --

FRANK

(uninterested)

Look at what?

DAVE

The runaway -- it's slowed down.

Frank gets up, frowning. MacDonald comes from the sidelines.

DAVE

See -- it's down to eighty,
and holding there.

MACDONALD

It was ninety-two just a couple
minutes ago.

Frank cannot believe what he sees, not quite.

DAVE

I don't understand. It can't
happen.

FRANK

Are you sure your computer is
working right?

MACDONALD

It doesn't matter -- eighty or
a hundred and eighty -- the
bridge won't take the train
going that fast.

Hope is deflating again.

MACDONALD

How far to the bridge?

DAVE

Six miles...about five minutes.

(CONTINUED)

173 CONTINUED:

173

With shaking hands, MacDonald lights a cigarette from a butt he is ready to throw away.

Ranken is still watching the control room through the glass.

173A EXT. RUNAWAY TRAIN - (BEFORE SENECA) - (AK)
(BLIZZARD)

173A

We see three tiny figures between the second and third engines of the train as it zooms through the tundra.

174 EXT. 2ND AND 3RD ENGINES - (BEFORE SENECA) - SAME TIME -
(MT)
(BLIZZARD)

174

Encouraged by his previous success, Buck is cocky, hanging very low over the cable, entrusting his safety to Manny and Sara, who are sitting on his legs, holding him by his belt.

Buck smashes at the cable lock with the cab's fire extinguisher. They are more resourceful and efficient this time around.

175 EXT. SENECA BRIDGE - SAME TIME - (MT & AK)
(BLIZZARD)

175

A large emergency crew is waiting, watching down the tracks. Every eye is focused on where the runaway will appear, and all are silent in expectation, until:

One of the crew is kneeling at the tracks, his ear pressed to the rail.

CREW MEMBER #1
She's comin'. The E.T.A. is
about 3 minutes. Get to your
assigned positions.

The crew starts moving.

176 EXT. 2ND AND 3RD ENGINES - (BEFORE SENECA) - SAME TIME -
(MT)
(BLIZZARD)

176

FULL SCREEN - M.U.CABLE

as the fire extinguisher crashes against it with tremendous force. It doesn't give.

(CONTINUED)

176 CONTINUED:

176

But as Buck heaves the extinguisher back for another blow, it is slower, more of a struggle. He strikes another blow, and another -- but as he swings again, the fire extinguisher slips from his fingers and falls to the tracks. He dangles, empty-handed; then Manny pulls him back up.

BUCK

Oh, man...I lost it.

Sara is facing them.

SARA

There's another fire extinguisher inside.

Buck is exhausted. He moves an arm and it is obviously a strain.

BUCK

My arms feel like lead.

MANNY

Look!

THEIR POV - the cable is dangling loose, swaying with the motion of the train. They look at each other and hope is stirred anew.

177 INT. CENTRAL CONTROL ROOM - SAME TIME - (STAGE)
(BLIZZARD)

177

DAVE

(awed)

Unbelievable! She's under seventy!

Everyone in the room is watching the same board and feeling the same disbelief.

MACDONALD

Sweet Mary, Mother of Jesus...
do we have a miracle?

FRANK

The bridge...here is the
bridge.

ANGLE ON THE LIGHT AS IT TOUCHES THE BRIDGE

178 EXT. SENECA BRIDGE - SAME TIME - (AK) 178
(BLIZZARD)

LOOKING TOWARD RUNAWAY

The noise is deafening now as the runaway "jumps" onto the bridge.

DETAIL: One of the log supports falls from the trembling bridge.

178A EXT. 2ND AND 3RD ENGINES - (SENECA BRIDGE) - SAME TIME - 178A
(MT)
(BLIZZARD)

Manny, Buck and Sara hold onto each other, braced against the vestibule in fear.

178B EXT. SENECA BRIDGE - SAME TIME - (AK) 178B
(BLIZZARD)

LOOKING TOWARD RUNAWAY - as it flies over the bridge.
Three tiny figures are hanging onto the rails between
2nd and 3rd engines.

178C EXT. SENECA BRIDGE - SAME TIME - (MT) 178C
(BLIZZARD)

The Emergency Crew is happy and relieved -- but one of them
points and shouts:

CREW MEMBER #1

Look! Look!

A 2nd Crew Member gets on the car radio:

CREW MEMBER #2

Get me the Central Control
Tower -- quick!

179 EXT. 2ND & 3RD ENGINES (AFTER SENECA) - SAME TIME - (MT) 179
(BLIZZARD)

Buck is shouting excitedly. Manny and Sara exchange a smile,
still flattened against the engine, afraid to move.

180 CENTRAL CONTROL ROOM - SAME TIME - (STAGE)
 (BLIZZARD)

180

MacDonald and Dave laugh with joy. PHONE RINGS. Frank takes the call. Listens.

 FRANK
 That's crazy...

Dave and MacDonald look at him. Franks hangs up and looks at them.

 FRANK
 There are three people on the
 runaway.

There is a short pause as the news sinks in.

 MACDONALD
 Holy shit! Where'd they come
 from?

 FRANK
 (faint smile)
 How do I know? But we just
 saved three lives.

 DAVE
 Not for long.

 FRANK
 Gimme a break, Dave, will ya?

 DAVE
 I wish I could, but look at
 this --

He points to a flashing light on the control board.

 DAVE
 We've got to clear the runaway
 off the main line in thirty
 seconds or we'll have a head-on
 with the Northeast Express.

 FRANK
 (pressing buttons)
 That's no big deal, dummy. We'll
 just shunt her off onto the
 fourteen.

(CONTINUED)

180 CONTINUED:

180

DAVE
(sarcastically)
Great idea, Frank -- just send
her to Elkins.

FRANK
So?

MACDONALD
On no -- that's the chemical
plant.

DAVE
She'll never make the curve at
that speed.

MACDONALD
She'll skid and wipe out the
whole plant. We'll have toxic
chemicals from here to Kansas.

Frank reaches for the phone.

FRANK
(getting pale)
We'd better warn 'em.

MACDONALD
It's your mess, Frank. You
should have listened to me and
derailed it. You don't have
any future with this company.

FRANK
(exploding)
Fuck the future...fuck this
company. We're responsible for
three lives out there... Hello,
Elkins, Elkins...!

Ranken observes the scene coldly, behind the glass.

181 EXT. 2ND AND 3RD ENGINES - (AFTER SENECA) - SAME TIME - 181
(MT)
(BLIZZARD)

Buck is on the 2nd engine's rear platform, holding the
railing with one hand and helping Manny across the
treacherous icy couplings with the other. Sara waits
on the front platform of the 3rd engine, afraid for
Manny, who nearly slips off.

(CONTINUED)

181 CONTINUED:

181

Manny gets hold of the railing and lunges forward, crashing against the 2nd engine's wall, where he sits, leg doubled under him, for a few seconds to regain his strength.

Buck whacks him on the shoulder, giving alarm. Suddenly Manny rises in alarm. Sara has slipped and is hanging on for dear life, reaching out to him, her eyes wide.

Before Buck can react, Manny is back on the coupling, snatching at her with his one good arm, as she slips down, her feet coming off the slippery couplers. She swings down between the engines, her feet inches from the roadbed, and steel wheels, held from death only by the one hand grasping her coat at the collar. Manny is extended, without leverage he cannot raise her by himself with one hand. Sara shakes her head. Manny screams like a madman, and with a superhuman effort (Valjean raising the cart from the child) he lifts her high enough where she can grab a railing.

As Buck arrives, grabbing her wrist.

They pull her back aboard.

All of them collapse, drained, at least momentarily, of strength. The way they have fallen, Sara is cuddled next to Manny.

Buck is first to sit up. He looks at them and beckons with his head "let's get on with it."

Manny struggles up and stumbles to a small door that leads in to the engine compartment.

182 INT. 2ND ENGINE'S ENGINE ROOM (AFTER SENECA) - SAME
TIME - (MT)
(BLIZZARD)

182

Sara, Manny and Buck crowd inside, covering their ears against the unbearable noise. This Engine Room looks like the inside of a submarine. Nothing but a huge diesel engine. They hurry down a narrow corridor between pounding pistons. It sways. They pass through a small door that lead to the cab.

183 INT. 2ND ENGINE'S CAB (AFTER SENECA) - SAME TIME -
(STAGE)
(BLIZZARD)

183

Sara enters first and slides down a wall to a sitting position. Manny and Buck come in and slam the door. They are breathing hard and pause, erect, to catch their breath. Manny looks around the cab, which is older and larger than on the 3rd and 4th engine cabs. Manny meets Sara's eyes and he smiles.

MANNY

You know something, girl, you was right. I ought to thank you. It's one thing to jump and wrap yourself around a fucking tree or pole, but to wind up spilled all over a ditch with a broken hip, waiting for cops -- what a waste.

Sara smiles.

BUCK

You're right. And look -- we're almost there.

Buck goes to the window in front and sees the back of the 1st Engine only five feet ahead of them. He is full of energy.

BUCK

There it is. Let's get it.
(looks to Manny)
Let's whip this fucker.

MANNY

(indicating)
That's the door?

SARA

(nods)
It's jammed or something. I couldn't open it.

BUCK

(upbeat mood)
Don't worry, baby, we've been bustin' through doors all our lives.

(CONTINUED)

183 CONTINUED:

183

Manny goes close to the door, looks it over.

MANNY

We need some tools.

SARA

There's the toolbox.

She points it out to them. Manny digs through and comes up with a long, heavy screwdriver and a wrench, or maybe a heavy hammer. He goes to the door, which is structured so there's only room for one person close in to it. Buck is at his shoulder. Manny is having trouble because he cannot get a solid grip as he tries to wedge the screwdriver into the crack.

BUCK

Lemme in there.

MANNY

Freeze.

Sara has watched, and now she starts praying quietly, her face pale, her lips cracked from the icy wind, her cheek bruised, her eyes closed.

Buck, behind Manny, is impatient.

BUCK

Man, you can't do that with a bum wing. Lemme help.

Manny ignores him as he manages to wedge the big screwdriver in.

MANNY

Get the hammer.

Buck picks it up and hits the screwdriver Manny holds.

MANNY

come on, push it.

Buck comes close, adds his strength to the wedging. they push hard -- and suddenly the screwdriver snaps. Manny winces in sudden pain. The screwdriver has gouged his wounded hand. He steps back, holding the injured hand next to his body, looking at the door.

(CONTINUED)

183 CONTINUED:

183

MANNY

We can't go through there
without a cutting torch.

BUCK

Bullshit! This raggedy-ass door
ain't stoppin' me.

He continues to fight the unyielding steel while Manny
watches, cradling his hand, and Sara prays quietly.

184 INT. CENTRAL CONTROL ROOM - DAY - (STAGE)

184

FULL SCREEN - RANKEN'S FACE

It is twitching with fury.

RANKEN

Get outta the way. I've
stopped waiting.

He shoves the protesting Ruby aside and strides into the
control room.

Ranken is heading straight for Frank, who is bent over his
board, barking orders into a microphone, and Dave is
punching buttons.

FRANK

Take the siding at McKessburg.
(another button)
Stay where you are.

DAVE

Get off Track 1 immediately.
(punches another button)
Get onto the BellPort siding...

Neither of them is aware of Ranken until he taps Frank on
the shoulder.

FRANK

(into microphone)
Get the emergency crew ready.
Evacuate the plant immediately!
(MORE)

(CONTINUED)

184. CONTINUED:

184

FRANK (CONT'D)

Get them as far as possible from
the tracks! You've got ten
minutes, if you're lucky.

Ranken taps Frank again.

FRANK

(yelling)

Get off my back, woman!

Frank looks back, his eyes pop when he sees Ranken's
stern face glaring at him.

RANKEN

(very official)

Mr. Barstow, I have two very
dangerous prisoners on the
loose --

FRANK

(cutting him off,

venting his

frustration at him)

I don't give a shit if your
whole prison is on the loose --
I got a killer train on my
hands, with three goddammed
people on board and I got no
free tracks left to play with.
So do me a fucking favor and
get lost or I'm gonna have your
ass kicked out of here.

(shouting)

On the double!

(to Dave, getting up)

You keep an eye on her. I'm
going to take a leak.

185 INT. TOILET STALL - DAY - (STAGE)

185

Frank closes the door behind him, unzips his fly and
starts relieving himself. He is tired and closes his
eyes.

The stall door slams open, shoving him forward, barely
throwing up his hand against the wall. Ranken is instantly
inside, grabbing his arm and wrenching it up behind his
back, forcing him over and down toward the toilet.

(CONTINUED)

185 CONTINUED:

185

FRANK

Hey...what the --

The words are cut off as his face splashes into the water. Ranken reaches over him with the other hand and starts flushing the toilet.

After a couple of flushes, Ranken suddenly changes his grip, grabbing Frank's collar and slinging him out of the stall and across the room.

As Frank slams back against a wall, Ranken stands before him, leaning slightly forward pugnaciously.

RANKEN

I hope you don't like it
and wanna do something about
it.

Frank is frightened; this is outside his civilized experience. He says nothing, but his fear is evident.

RANKEN

Yeah... I didn't think you
wanted to back up that loud
conversation. Here.

He takes a roll of toilet paper and slams it into Frank's chest.

RANKEN (CONT'D)

Dry that piss off your face --
and I don't want no more crap
outta you. If I don't bring
my convicts back, the prison
will be out of control. Do
you know what a riot in a
maximum security prison looks
like? Your brains are too
small to imagine it.

The words are soft, but the rhythm, and something beneath them, scares Frank, and he has no thoughts of indignation as he nods his understanding.

RANKEN (CONT'D)

First -- where's that train?

FRANK

On Track 1...

(CONTINUED)

185 CONTINUED:

185

Like the whip of a rattlesnake, Ranken's fingers snatch Frank's shirtfront, and the snarl on Ranken's face is pure wolfish fury.

RANKEN

I'm gonna knock your teeth out if you're playin' games. You tell me real simple, got it? You tell me how to find it with a helicopter.

185A INT. CENTRAL CONTROL ROOM - DAY - (STAGE)

185A

Ranken, MacDonald and Frank are at the map.

FRANK

(pointing)

Right here.

MACDONALD

But you can't fly there in this weather. The wind --

RANKEN

That's my worry.

MACDONALD

No, it's my worry. It's railroad property.

FRANK

Be quiet, Eddie. He might stop the train. He's the only hope we've got.

Ranken nods.

RANKEN

Thank you, Mr. Barstow. It's a pleasure to do business with a gentleman.

CONLAN enters, wearing a prison guard uniform, carrying a short shotgun, dressed for the hunt too, looking for a sign from Ranken.

Ranken extends his hand to Frank. Surprised, Frank responds. Ranken leans forward, so only Frank can hear.

(CONTINUED)

185A CONTINUED:

185A

RANKEN

It was okay once I got your
attention.

He winks, turns, starts out, beckoning Conlan to follow.

185B EXT. CENTRAL CONTROL ROOM - DAY - (AK)

185B

The prison helicopter rising into the storm, the State
Police helicopter and pilot wave it away.

186 OMIT

186

187 INT. 2ND ENGINE CAB - DAY - (STAGE)

187

Buck continues to pound the door, while Sara prays
quietly and Manny watches.

The door yields nothing, and Buck's growing despair turns
to frenzy. He picks up the wrench and begins to pound.

BUCK

I can't believe it. We got
all the way here and we can't
get this chickenshit door open.

He kicks the door and smashes it blindly with the wrench.

BUCK

(in despair)

FUCK! FUCK! FUCK!

Sara has stopped praying, and looks at Buck with sorrow
and compassion.

SARA

I'm sorry.

(beat)

I thought you guys might
open it.

Buck glares at her.

BUCK

You jive-ass bitch -- you
lied to us.

(CONTINUED)

187 CONTINUED:

187

SARA

Don't give up. I don't know why, but I still have faith we'll get through this.

BUCK

(seriously)

How?

SARA

I don't know...but I do know people are clearing the tracks.

(beat)

And also, I know that God won't abandon us.

BUCK

How do you know that?

SARA

In my heart I know we'll get a miracle.

MANNY

(sneeringly)

You're stupid... Do you know how stupid you sound?

He begins to pace around the cab, still favoring his hand, his face hard as granite as he looks out the window, then back at Sara.

MANNY

Miracle, my ass! Me, I count on myself...nobody else. I'm not sitting here to wait for a miracle. I'm goin' out and around.

He begins to gird himself, putting on his goggles and pulling down his hat.

SARA

(frustrated)

We cannot make it. Look for yourself -- you see any walkways, any footholds? You can only hang on out there... I told you before, look for yourself.

As Sara talks, Manny cracks the door just enough to peer out.

188 EXT. 2ND ENGINE (AFTER SENECA) - SAME TIME - (AK) 188

MANNY'S POV - there is no walkway on this engine. It's a different design.

189 INT. 2ND ENGINE (AFTER SENECA) - SAME TIME - (STAGE) 189

Manny slams the door and turns to them. He brings out the open bottle of whiskey from the Railroad Yard locker room. He unscrews it and takes a good slug. As he screws it back:

MANNY

I'll make it, girl. If I have to, I'll fly that five feet.

SARA

(wanting to believe)

Do you think so?

Buck steps up, shaking his head.

BUCK

Hey, man, you can't do it -- not with that bum wing of yours.

(beat)

Let me make it. I'll stop this big, bad mother.

(he grins)

Wake the town and tell the people.

Buck reaches out, takes the bottle of whiskey from Manny, winks and takes a big slug -- and keeps guzzling, his adam's apple bobbing -- until Manny snatches it away.

MANNY

Hey, man, lighten up on that shit.

Sara looks at each of their faces.

SARA

You know...you are very brave men.

As Manny hands over the goggles, Sara gets up. She takes off her muffler and wraps it around his neck and face, like a mother getting a child ready for the storm outside. Buck feels good as they minister to him.

(CONTINUED)

189 CONTINUED:

189

Buck turns to the door. Beyond the glass the world goes past at a blur -- disaster and death are out there. He looks back, doubt flickering across his face.

BUCK

(less cocky now)

Well...if I make it I'll be
Big Buck the miracle man.

MANNY

You can do it, man.

SARA

God is with you.

MANNY

Listen, 'blood', all over the
world there'll be convicts
knowing who you are. How do
you feel?

BUCK

I'm okay. I can handle it.
No sweat...

189A EXT. MOUNTAIN LANDSCAPE - DAY - (MT)

189A

POV THROUGH BINOCULARS - the railroad line stretches to
the horizon -- empty.

190 EXT. ELKINS STATION - SAME TIME - (MT)

190

A STATE PATROLMAN watches through binoculars for the first
sign of the runaway. His PARTNER calls to him from the
car parked nearby:

PATROLMAN #1

See anything yet?

PATROLMAN #2

Nothing yet.

The 2nd Patrolman relays the message over the car radio.
Behind them we see the enormous soot-blackened chemical
plant that rises out of the majestic landscape.

190A EXT. ELKINS CHEMICAL PLANT GATE - SAME TIME - (MT)

190A

Utter pandemonium as the huge plant is evacuated. A helicopter lifts off as another chopper circles overhead. People rush to their cars in the parking lot. Office workers carry armloads of files. Emergency vehicles are moving into place. A loudspeaker blares: "-- no panic, we have time to evacuate..."

191 INT. CENTRAL CONTROL ROOM - SAME TIME - (STAGE)

191

Everyone is frozen motionless, focused on the speaker.

VOICE

(on speaker)

Yeah, now I see 'em -- a streamliner and three B.F. nines comin' past Dead Dog gulch...about five miles away.

FRANK

(choked up)

This is...sheer madness...

Suddenly Ruby begins bouncing up and down, snapping her fingers:

RUBY

Frank...Frank...what about the spur of track to the old mines in the mountains?

Frank stops, think; then shakes his head.

FRANK

That hasn't been used in years.

RUBY

So what? If the switch and everything is still there...

MacDonald has heard Ruby and gets excited.

MACDONALD

That's right.

(now yelling)

C'mon, Frank -- get moving.

FRANK

So we shunt them onto the siding and in fifteen minutes they run out of track and we have a pile of scrap.

(CONTINUED)

191 CONTINUED:

191

MacDonald doesn't wait for Frank. He grabs the mike:

MACDONALD
Elkins Station... Gilchrist.
This is MacDonald.

Frank takes the mike from him.

FRANK
Barstow here. Listen close and
act fast. You've got about one
minute to line that runaway onto
the old spur -- the one they
don't use. Now GO!

MACDONALD
Good boy. We'll save the
chemical plant.

FRANK
(bitterly)
We're still gonna lose those
three people.

The rising elation in the room is dissipated as the reality is considered. This is not a triumph but still a disaster. Ruby begins to cry, body shaking. Dave embraces her.

191A EXT. HELICOPTER (SENECA PASS) - DAY - (AK)
(BLIZZARD)

191A

The helicopter is going through in the blizzard of snow driven by hurricane winds. It seems to sway and slide and weave through the air.

192 EXT. LEAD ENGINE (BUCK'S CROSSING) - SAME TIME - (AK)

192

FULL SCREEN - HEAD-ON OF RUNAWAY'S LEAD ENGINE

A giant beast, it zooms by, ploughing relentlessly.

193 EXT. FRONT OF 2ND ENGINE (BUCK'S CROSSING) - SAME
TIME - (AK & STAGE)

193

FULL SCREEN - BUCK'S FACE

(CONTINUED)

193 CONTINUED:

193

His eyes are wild with madness and fear, while the rest of his face is covered with a makeshift scarf coated with particles of icy snow. There are no walkways or guardrails, just a handrail attached to the curved roof and another one by the door.

Buck is hanging onto both of them, spread-eagled against the engine as he tries to maneuver his feet from a narrow foot rest below the door to a very thin ledge running around the otherwise sheer nose of the engine. It is evident why it is called a "streamliner".

Behind Buck, Sara and Manny can be seen, staring through the window, their faces grimacing in reaction to his every move. Buck's progress is so slow, so arduous, that it seems as if he isn't moving.

194 EXT. BUCK'S CROSSING/INT. 2ND CAB - SAME TIME - (AK & STAGE) 194

Manny, separated from Buck by just the glass and a few feet, shows as much anguish on his face as if he was out there.

MANNY

(muttering fiercely)
C'mon, kid...come on...keep
movin'. You've got guts, kid...
real guts.

(beat, then softly
with a hint of derision)
In fact, more guts than brains.

SARA

What did you say?

MANNY

No brains, no brains.

Sara looks over, registering disbelief.

SARA

That's mean.

MANNY

That's truth.

Manny bangs on the glass, getting Buck's eye. Manny points at the handrail below the windshield. Buck shakes his head. To grab it he will have to commit himself.

(CONTINUED)

194 CONTINUED:

194

If he misses the grab, he will fall down the smooth side and off the train, maybe even between the wheels. Manny bangs again, pointing emphatically and nodding his head at the same time.

195 EXT. FRONT OF 2ND ENGINE (BUCK'S CROSSING) - SAME TIME - 195
(AK & STAGE)

The wind is deafening, clawing at Buck, and icy snow is accumulating on his face even as we watch. He lets go of the roof handrail and reaches for the one beneath the windshield. He is inches short. He tries to climb back up, but he can't. For a second, he dangles dangerously against the window, holding on with one hand on the door handrail.

196 INT. 2ND ENGINE'S CAB (BUCK'S CROSSING) - SAME TIME - 196
(STAGE)

Sara is wringing her hands up next to her face, wanting to cover her eyes. Manny stares. Then Buck makes the lunge -- if he misses, he falls -- but he grabs it, stabilizes himself as he is pressed against the window.

MANNY

C'mon, Buck...make it...make it, man.

SARA

He's not going to. That's suicide, too. I'm going to tell him to come back.

MANNY

God damn, he could have taken it.

SARA

Easy to say.

Manny shoots her a look. Buck is hardly moving on the outside. The wind tears at him.

SARA

(nervous)

This is crazy. You've got to call it off... He'll kill himself.

(pause)

I can't watch this.

(CONTINUED)

196 CONTINUED:

196

MANNY

Then turn around.

SARA

Don't you care? Doesn't his
life mean anything to you?

Manny presses his head against the window. Buck is
flattened outside, frozen and unmoving. Manny bangs the
glass, yelling:

MANNY

Do it, brother...do it!
Make your move!

Buck looks at him with saucer-wide eyes and a wan smile,
managing an imperceptible nod.

197 EXT. FRONT OF 2ND ENGINE (BUCK'S CROSSING) - SAME
TIME - (AK & STAGE)

197

Buck reaches the handrail under the windshield and slowly
brings his leg down over the nose, feeling with his toe
for the foothold. His foot reaches the front headlight.
He kicks at it. Nothing. He kicks again -- and slips.

He dangles from the handrail until he finds the headlight
again. He looks in at Manny, and now his face is
contorted. He shakes his head in despair.

198 EXT./INT. 2ND ENGINE CAB (BUCK'S CROSSING) - SAME TIME
(AK & STAGE)
Manny screams and gestures:

198

MANNY

Climb down now! You gotta!
Jump, man, jump!

Buck shakes his head and starts to move back toward the
door. Manny moves along the window with him, banging
on the glass and screaming:

MANNY

Don't quit, punk! You hear me!

Buck shakes his head, continuing toward the door.

MANNY

You can't quit, Buck. I
ain't gonna let you.

(CONTINUED)

198 CONTINUED:

198

SARA
(shouting)
For God's sake, stop it! He's
killing himself!

Manny whirls on her:

MANNY
Stay outta this.

SARA
But --

MANNY
No!

The command is a snarl, punctuated by an emphatic gesture with finger or clenched fist under her chin. It stops her.

SARA
You're a brute, too...along
with whatever else you are.

Manny flinches, but when she reaches to open the door, he grabs her wrist in a grip of unyielding steel.

Buck has come back to where he can bang on the door, but he is holding on with one hand. Manny has to release his grip on Sara's wrist to hold the door shut.

MANNY
Go back, you fuckin' gutless
coward! You wanna be a tough
guy! You wanna be a legend?
You ain't shit! You're a
protective custody punk...
that's what you are.

Buck is hanging on, horrified by Manny's hand on the inside handle and the gyrations of Manny's mouth.

Sara has watched and listened since being let go. Her face registers her growing horror.

SARA
Let him in! You're gonna
kill him!

Sara jumps on Manny's back, her forearm around his windpipe and locking (maybe).

(CONTINUED)

198 CONTINUED:

198

It pulls Manny away from the door. He runs backward across the cab, slamming her against the far wall, her legs around him. It doesn't dislodge her.

The door opens as he bangs her again against the bulkhead, this time loosening her grip as her wind is knocked out. He is able to reach around, spinning, and rip her off his back as --

Buck drops inside. The element are loose, wind and storm and raging passions. He is aching from drained stamina, hunkered over and panting, facing Manny, who seems almost casual. The door swings open behind him.

BUCK

What the fuck did you do that for?

MANNY

I thought you had some guts, punk... Get your ass back out there and prove you ain't got shit in your blood. Your heart ain't big as a mustard seed.

BUCK

Hey, man... Manny...damn, brother...

Buck raises himself on one elbow and tries to reach over and shut the door. With violent abruptness, Manny kicks him in the arm, keeping the door wide open.

MANNY

You poop butt punk. Get out there!

He punches the command with a boot in the ass, while:

MANNY (CONT'D)

You wanna be a tough guy -- get out there.

BUCK

(crying out)

Awww, man...are you tryin' to punch my ticket?

(CONTINUED)

198 CONTINUED:

198

MANNY

Fool...if I wanted to punch
your ticket, you'd be long
gone...you...can...do...it,
turkey... So get out there...

BUCK

Man, I tried. It's impossible.

MANNY

Everything is possible for a
man.

Once more Manny pokes Buck roughly with his feet. Sara,
stunned, her face white, watches.

MANNY

You ain't nothin' but a coward.
Why did I break out with this
chickenshit? Get up, goddammit!

BUCK

OK, OK, I'm going, Manny...

Buck stands up with difficulty.

Sara can't stand this any longer. She jumps up and leaps
for the door, slamming it shut.

SARA

What are you doing? Are you
blind? He's using you... He
doesn't care about you! You
mean nothing to him, nothing.

Manny hits her in the chest. The force of the blow throws
her to the floor.

SARA

(screaming)

Buck, he'll kill you!

MANNY

I should have iced him way
back. He's not a man --
just the trembling pile of
blood and bones, ready to
crap on himself.

SARA

Do it yourself, if you're so
brave.

(CONTINUED)

198 CONTINUED:

198

MANNY

I would have done it a long time ago if I had both my arms. I'm not afraid to die... but you, with your bullshit miracles? You're doomed now, you could have had your miracle, you could have lived out your years...

Sara stares back at him, unflinching, defiant.

SARA

(serenly calm)

You're the most vicious son-of-a-bitch that ever lived, you know that? You think you can sacrifice someone else's life instead of your own... You are not human!

Manny stares with widened eyes and menacingly moves toward her.

MANNY

Human? Human? Human?

SARA

You know it's the truth...
Go ahead, hit me!

He swings to strike her. At this moment, Buck comes up and hits Manny. The unexpected blow causes Manny's knees to buckle and sink to the floor. Buck's knuckles bring blood from his nose.

BUCK

Don't you touch her, you bastard... Don't you touch her... I thought you were my friend, my father. You know what I mean? But you're worse than Ranken. He's upfront with it, and you...you was a hero to all of us in that hell-hole of a prison...

MANNY

Naw, kid, you're okay --

(CONTINUED)

198 CONTINUED:

198

At that instant, he kicks viciously, the foot going between Buck's legs and lifting him. As he flinches, Manny draws his shiv.

MANNY (CONT'D)

There just ain't no demand for
good kids these days.

Manny holds the shiv low, and close to his own body, ready to "stick" with one of several style blows. He strikes -- Buck twists his body and the shiv tears from breast bone to shoulder as he does so, but it is not a full-penetrating stab in the main body.

Manny feints, lunges, and this time Buck's hand grabs for him while taking the point in the thigh. Instead of wrist, he gets blade -- and he holds on for dear life as Manny tries to pull it back for a final death blow.

CLOSE UP

Buck clutches, Manny pulls, and blood oozes out from Buck's palm around his fingers.

Their face are close, their eyes locked.

SARA .

(screams)

Stop it! Stop it please.
You're going to die anyway...
are you crazy?

Buck lets go.

BUCK

Go ahead...if that's what
fixes you.

Manny starts to strike, stops:

MANNY

Why don't you kill me...if you
can?

He flips the knife, catches the blade and offers it to Buck. Buck shakes his head.

BUCK

No...I'm not a killer.

(CONTINUED)

198 CONTINUED:

198

He covers his face with both hands.

BUCK (CONT'D)

I don't want to do it.

MANNY

Scared?

BUCK

I don't want to die either.

MANNY

(disdainfully)

You're scared of rotting in a grave -- you'd rather rot in a shithole of a cell.

(beat)

You forgot about Jonah and those twelve hundred sorry bastards, who're living through you. If I want to be out it's only for them, for Jonah...but you'd rather be in your shithole. Only you're lucky and you don't understand... you're gonna die free.

BUCK

(weeping)

I don't wanna die... I only had 7 months left before parole.

MANNY

Seven months? So why'd you deal yourself in?

BUCK

Man, I wanted to be a regular. I wanted to impress the dudes... impress you, too.

(beat)

I admit it... I'm not a tough guy.

Manny snorts, sags and turns away, resting his head on the cold glass. Buck sinks down to the floor, back against the wall. Sara is still sitting where she fell earlier. The trio remains motionless in their poses: Buck and Sara sitting in different corners of the cab, Manny stock-still by the window of the thundering, quivering iron shell flying through the clouds of fine powdery snow.

- 199 EXT. COUNTRYSIDE (CONLAN'S LANDING) - (AK) 199
 The runaway can be seen curving around a switchback. When it comes around another mountain it will be on a straightaway toward the disabled train.
- 200 INT. CENTRAL CONTROL ROOM - SAME TIME - (STAGE) 200
 FULL SCREEN - CONTROL BOARD
 Lights flash. A blipping white light represents the runaway moving across the screen.
- 201 INT. CENTRAL CONTROL ROOM - SAME TIME - (STAGE) 201
 Only Dave, Frank, and MacDonald remain in the room. No one is watching the progress of the blip. Amidst helpless apathy, the seconds drag like oozing pitch.
- 202 INT. WOMEN'S RESTROOM - SAME TIME - (STAGE) 202
 Ruby is refinishing her makeup at the mirror.
- 203 EXT. RUNAWAY TRAIN (CONLAN'S LANDING) - (AK) 203
 FULL SCREEN - THE RACING WHEELS OF THE DIESEL ENGINE
 Heavy steel wheels grip the rails in a relentless fury.
- 204 INT. 2ND ENGINE'S CAB (CONLAN'S LANDING) - SAME TIME - (STAGE) 204
 All three are now sitting, backs against the walls. Sara looks up and out through the window.
- SARA
 Look! Look!
- She points up.
- 205 EXT. HELICOPTER (CONLAN'S LANDING) - (AK & LA) 205
 SARA'S POV - an upward angle through the window, a helicopter is flying parallel to the train. A rope ladder drops from its bottom, swings through the air.

205A INT. 2ND ENGINE'S CAB (CONLAN'S LANDING) - SAME TIME - 205A
(STAGE)

She jumps up, and as they get up, she closes her eyes:

SARA
Dear God...please.

205B EXT. HELICOPTER (CONLAN'S LANDING) - (AK & LA) 205B

SARA'S POV - it's flying very low over the front engine. Conlan is suspended on a rope ladder while the pilot tries to keep in line with the speeding runaway. Ranken is hanging out the door, shouting instructions to the pilot.

206 INT. 2ND ENGINE'S CAB (CONLAN'S LANDING) - SAME TIME - 206
(STAGE)

All three are glued to the windows.

207 EXT. HELICOPTER (CONLAN'S LANDING) - (AK & LA) 207

THEIR POV - Conlan is almost on top of the front engine.

208 INT. 2ND ENGINE'S CAB (CONLAN'S LANDING) - SAME TIME - 208
(STAGE)

Sara closes her eyes in prayer:

SARA
Oh dear God...please help...

Sara opens her eyes.

209 EXT. HELICOPTER (CONLAN'S LANDING) - (AK & LA) 209

POV FROM RUNAWAY - Conlan lets go of the rope. His body hits the roof of the front engine, just at the end of it.

He bounces up in the air, then flies straight at the windshield of the second engine, crashing into the glass and splattering all over the front. Gruesome.

210 INT. 2ND ENGINE'S CAB (CONLAN'S LANDING) - (STAGE) 210

They flinch back away from the shattered windshield, splattered with blood. The wind howls through the broken glass.

(CONTINUED)

210 CONTINUED: 210

Manny grins; then explodes in wild laughter.

Sara and Buck turn to stare at him.

Manny springs to the broken window and looks up.

211 EXT. HELICOPTER (CONLAN'S LANDING) - (AK & LA) 211

MANNY'S POV - the helicopter has risen some and is coming in closer again. Ranken leans out.

212 INT. 2ND ENGINE'S CAB (CONLAN'S LANDING) - (STAGE) 212

MANNY

(shouts to Ranken)

See that? See that? You'll never get me alive!

(waves Ranken down)

Come on down! Come on down!

213 INT. HELICOPTER (TUNNEL) - SAME TIME - (LA) 213

Ranken hangs out the door, holding the rope ladder steady, gesturing for the pilot to fly lower. The pilot shakes his head -- negative. Ranken gesticulates wildly. The pilot shouts back:

PILOT

You're crazy! They're gonna crash! They're dead!

RANKEN

(demented)

I want him alive!

PILOT

I'm not gonna die for it!

Ranken pulls out his gun and aims at the pilot, who thinks he's bluffing until Ranken fires, putting a hole in the copter's glass bubble some six inches from the pilot's head. The pilot holds his ringing ear, and, horrified, begins the descent.

- 214 EXT. HELICOPTER (TUNNEL) - SAME TIME (AK) 214
The helicopter is coming down toward the approaching runaway with Ranken hanging onto the ladder.
- 214A INT. HELICOPTER (TUNNEL) - (LA) 214A
The pilot indicates something ahead and screams.
- 214B EXT. HELICOPTER (TUNNEL) - (LA) 214B
Ranken twists his head.
- 214C EXT. RUNAWAY (TUNNEL) - (AK) 214C
RANKEN'S POV - the train is approaching a tunnel on the ridge.
- 214D EXT. RUNAWAY (TUNNEL) - (AK) 214D
The train nears the tunnel. The helicopter, with Ranken hanging from the ladder, veers away just in time to avoid a collision with the cliff.
- 214E INT. 2ND ENGINE'S CAB (TUNNEL) - (STAGE) 214E
It's pitch black. There's sudden illumination as the train zooms out of the tunnel. Manny lets out a sneering scream as he sees:
- 214F EXT. HELICOPTER (TUNNEL) - (AK) 214F
MANNY'S POV - Ranken flying through the air alongside the train. He is suspended on the helicopter ladder which is flying over a creek that runs parallel and almost level with the tracks.
- 214G EXT. TRAIN (TUNNEL) - AERIAL - (AK) 214G
Ranken is flying low now, along a sheer cliff as the train speeds in and out of a series of short tunnels.

215 INT. 2ND ENGINE'S CAB (TUNNEL) - (STAGE) 215

It's pitch black inside the tunnel. Suddenly the train emerges into sunlight and gives a violent lurch, throwing Buck, Sara and Manny across the cab.

216 EXT. WHITE FIELD (RANKEN'S LANDING) - (AK) 216

The runaway is speeding away from the main track that's hardly visible in the distance. The rails of this track are completely covered with inches of snow.

217 INT. 2ND ENGINE'S CAB (RANKEN'S LANDING) - (STAGE) 217

Sara looks at Buck and Manny.

MANNY

What's happening?

SARA

(calmly)

They switched us off the main track...onto a dead end.

BUCK

We're saved?

SARA

We're gonna crash at the end of the tracks. It's the end of the line.

She closes her eyes and starts to pray.

Manny looks at her with a frozen smile, then he turns back to the window, watching Ranken, who is swinging above. Manny extends his arm and gives him the finger.

SARA

(to Buck)

Please hold me. I don't want to die alone.

MANNY

(without turning)

We all die alone.

SARA

Hold me. Why are you looking at me?

(CONTINUED)

217 CONTINUED:

217

Buck looks into her eyes. Sara takes Buck's hand, unbuttons her shirt and places his hand on her breast.

BUCK
We'll be all right, you'll
see. I know it.

218 EXT. WHITE FIELD (RANKEN'S LANDING) - (AK)

218

The helicopter, with Ranken on the ladder, zooms over the runaway, getting in position to come lower for the drop.

219 INT. 2ND ENGINE'S CAB (RANKEN'S LANDING) - (STAGE)

219

Manny is standing in the open door, waiting defiantly.

MANNY
(shouts)
No guts, Ranken, no guts! I
told you I'd break free...
You hear me, Ranken? I won!
I won!

220 EXT. WHITE FIELD (RANKEN'S LANDING) - (AK)

220

MANNY'S POV - Ranken, lower on the ladder, flying right over the runaway.

221 INT. 2ND ENGINE'S CAB (RANKEN'S LANDING) - (STAGE)

221

Manny is smashing the remaining glass in the windshield, with a wrench, screaming into the gale like a madman.

MANNY
C'mon... Come on...you fuckin'
punk. You'll never stop this
train, never... I'll kill you...

Buck, who has been kissing Sara, emerges from his trance and turns to Manny.

Manny is getting ready to crawl out the window.

BUCK
(shouts at Manny)
You can't get across.

(CONTINUED)

221 CONTINUED:

221

Manny ignores him. He puts on gloves and hat, knocking out the last jagged pieces of glass from the frame.

MANNY

I will or I won't, kid...and it's all the same. Everybody's gonna lose everything sooner or later. Once you accept that, you're ready for whatever happens in life. Your body can bear any pain, your mind can accept any thought.

(beat)

You're gonna learn, kid, it's all up here in your head.

(beat)

I'll cross the fucking thing... Watch me!

Sara pulls Buck's head around, begins kissing him.

SARA

Forget him...if he wants to die full of rage and hate, let him.

Buck is completely absorbed in Sara.

Manny jumps on the control stand and crawls out the window without looking back.

222 EXT. FRONT OF 2ND ENGINE (RANKEN'S LANDING) - (AK)

222

Manny, back against the windshield, hangs onto the roof handrail and tries to get a foothold on a narrow ledge beneath the windshield. The ledge is less than a foot wide.

222A EXT. WHITE FIELD (RANKEN'S LANDING) - (AK)

222A

MANNY'S POV - as the rails flash below him, the couplers sway and jump and jerk.

223 INT. 2ND ENGINE'S CAB (RANKEN'S LANDING) - (STAGE)

223

From within, Manny looks as if he's crucified on the empty frame of the windshield. He lets go and flies into the void, disappearing out of sight.

(CONTINUED)

- 223 CONTINUED: 223
- Sara gasps, Buck flinches and turns his head away, pressing his face against her bosom.
- 223A OMIT 223A
- 224 EXT. HELICOPTER (RANKEN'S LANDING) - (AK) 224
- The pilot is angling down, watching for Ranken's hand signals. Ranken is now at the bottom of the ladder.
- 225 EXT. HELICOPTER (RANKEN'S LANDING) - (LA) 225
- Ranken is looking down like a hawk searching for his prey. He see nothing. He motions for the pilot to go lower.
- 226 EXT. WHITE FIELD (RANKEN'S LANDING) - (AK) 226
- AERIAL SHOT OF THE RUNAWAY TRAIN
- There is no sign of Manny.
- 227 INT. 2ND ENGINE'S CAB (RANKEN'S LANDING) - (STAGE) 227
- Buck and Sara are lying down, face to face, pressed together. Buck cradles her face to his chest, kissing her hair and forehead, stroking her soothingly. Sara holds him as close as possible, even hooking her heels over his leg.
- BUCK
- I'll take care of you. You'll see. We're going to go to Mardi Gras and Vegas. We're going to have fun...
- SARA
- I don't know your name...
- BUCK
- ...We'll go to this beautiful beach. It's so white. I'm gonna introduce you to my Granny, you know.
- SARA
- My name is Sara, what's yours?

228 EXT. REAR PLATFORM OF FRONT ENGINE (RANKEN'S LANDING) - (AK & STAGE) 228

FULL SCREEN - BLOODY FINGERS gripping the couplers, hanging on for dear life, then gradually slipping down and losing their hold. The couplers are straining violently and shaking with a piercing banging and screeching. Manny's fingers slip into the couplers and he cannot get them out.

FULL SCREEN - MANNY'S FACE - is contorted with pain.

Manny hangs onto the railing on the platform of the front engine, his body straining against the metal. With the strength of desperation, or madness, Manny pulls himself up on the platform, his feet searching for a foothold before his arm gives out.

His hands are a bloody mess. A dangling foot grazes a rail briefly, the deflection throwing it up. He screams soundlessly. But he finally hooks his foot on a narrow ledge and he pushes himself up, inch by inch.

229 EXT. RUNAWAY TRAIN (RANKEN'S LANDING) - (AK) 229

AERIAL SHOT OF RUNAWAY

Manny is clearly visible on the back deck of the front engine.

230 EXT. WHITE FIELD (RANKEN'S LANDING) - (AK & LA) 230

RANKEN ON THE ROPE LADDER

Ranken, who was about to begin climbing back to the helicopter, now points emphatically down at Manny, signalling the pilot to descend faster.

The helicopter drops at a reckless speed, approaching the runaway from the front of the first engine.

Ranken readies to drop onto the roof of the engine.

230A EXT. LEAD ENGINE (RANKEN'S LANDING) - (AK & STAGE) 230A

Manny climbs up onto the lead engine and crawls on all fours towards the door. At first he cannot open it. His strength is gone and his hand is too slippery from blood. Finally, he uses a rag of some kind to aid his grip. The door opens and he spills into the cab.

230B EXT. LEAD ENGINE'S ROOF (RANKEN'S LANDING) - (AK & STAGE) 230B

Ranken lets go of the ladder. As he drops onto the roof, he starts to slide, but stops himself by grabbing the radiator cooling fan grill. The train plunges into the darkness of the next tunnel. When it's light again, Ranken looks over his shoulder toward Engine 2.

Manny is not there.

Ranken crawls over the roof toward a spot above the door. He draws his pistol with one hand and holds the roof grabiron with the other.

He bends over the edge to look through the windshield.

231 INT. LEAD ENGINE'S CAB (RANKEN'S LANDING) - (STAGE) 231

RANKEN'S POV - the cabin is empty.

232 EXT. LEAD ENGINE (RANKEN'S LANDING) - (AK & STAGE) 232

BACK TO RANKEN

He's puzzled, alarmed. He locks his safety harness to the handrail on the side of the door and lowers himself to the narrow footrest below the door. With his pistol ready, he looks into the cab, which is still empty.

Ranken unhooks his harness, pulls the door open and leaps inside, spinning around to cover himself with the gun.

233 INT. LEAD ENGINE'S CAB (RANKEN'S LANDING) - SAME TIME - (STAGE) 233

No sign of anyone.

Ranken reaches out to push the STOP button.

Suddenly a bloody hand strikes a crushing blow with a monkey wrench, smashing Ranken's extended hand.

The light is like psychadelic strobe as the train speeds through another series of short tunnels.

(CONTINUED)

233 CONTINUED:

233

Ranken buckles, turns, trying to raise his pistol -- but the wrench swings again, hitting pistol and hand and separating one from the other. A kick in the crotch doubles Ranken over, and a third blow from the wrench (Ranken moves his head at the last instant) on the shoulder, drops him.

RANKEN

Oh God...

He is cowering, expecting the death blow, his broken hands and arm raised over his head to protect himself as much as possible.

MANNY

Is Jonah alive?

RANKEN

Yes.

MANNY

Good. He'll be glad.

Ranken is in a corner, on his hands and knees, cowering. Manny reaches down, tears the handcuffs from Ranken's hip holster. He flips one bracelet of steel around Ranken's wrist and the other around a railing. Ranken screams as his broken arm is so rudely twisted and wrenched.

RANKEN

Don't do it, Manny. You'll
burn for it, you know you will.

Manny bursts into wild laughter.

RANKEN

Push the button. We're on a
dead end siding. We're gonna
crash in five minutes.

MANNY

Then we've got a nice five
minute ride together.

RANKEN

You think you're a hero?
You're scum.

MANNY

We're both scum, brother.

233A EXT. TUNNEL GATES - (AK)

233A

The train approaches another tunnel. Its gates are closed as a protection against the snow. The train tears through the gates and continues into the tunnel.

233B EXT. OTHER SIDE OF TUNNEL GATES - (AK)

233B

This gate is also closed. The train rams through the snow barricade, shattering it to pieces and liberating the lead engine of the impaled, sculpturesque remnants of its collision with the Eastbound 12.

233C INT. LEAD ENGINE'S CAB (AFTER GATES) - (STAGE)

233C

Ranken is like a leashed bull trying to break free. His eyes are red with hatred.

RANKEN

You're going to push that button, Manheim, and stop the train. We've got only a few minutes.

MANNY

We have all the time in the world.

RANKEN

You'll die, bastard.

MANNY

Yeah...and you'll die with me.

RANKEN

Fuck you. You're as afraid to die as everyone else. And I never let you free. Do you hear me?

MANNY

I am free, Ranken. I am free...

RANKEN

You think you won? I know how to die, too.

MANNY

Won or lost, who cares?

(CONTINUED)

233C CONTINUED:

233C

RANKEN

What about that punk...and
the girl?

MANNY

(looks in Ranken's
eyes)

No, no...it's just you and me.

Manny unfastens Ranken's safety harness, straps it on
himself and bursts out.

234 EXT. LEAD ENGINE (END) - (MT)

234

Manny limps to the engine's rear platform.

235 EXT. LEAD AND 2ND ENGINE (END) - (MT)

235

Manny tries the uncoupling lever but it is frozen solid.
Manny hooks the harness to the handrail and lowers himself,
head first, down to the couplers. Then he pulls himself
up and tries the uncoupling lever again. This time the
pin lifts and the couplers separate.

The huge monkey wrench crashes repeatedly against the pin
in the coupling, slowly loosening it in its frozen bedding.

235A INT. LEAD ENGINE - SIMULTANEOUSLY (END) - (STAGE)

235A

Ranken is handcuffed to the ladder. He stands like a
stone, petrified, waiting for his death. Sweat drips
down his face.

236 INT. 2ND ENGINE'S CAB (END) - SAME TIME - (STAGE)

236

In the corner away from the broken windshield, Sara and
Buck are making love when they hear the engine die. They
look at each other -- then jump up and rush to the
windshield.

237 EXT. LEAD AND 2ND ENGINE (END) - (MT)

237

SARA AND BUCK'S POV - of Manny, still hanging over the
coupling, the distance already beginning to widen as the
rear three engines begin to slow down.

238 INT. 2ND ENGINE'S CAB (END) - (STAGE) 238

BUCK
He did it... I can't believe
it...

239 EXT. LEAD ENGINE (END) - (MT) 239

BUCK'S POV - Manny now stands on the platform of the receding first engine, looking at them. The gap is rapidly widening.

240 INT. 2ND ENGINE'S CAB (END) - (STAGE) 240

BUCK
Awww, Manny, shut it down.
That's all you gotta do...shut
it down.
(beat)
Please, man, please.

SARA
(softly)
He knows what he wants to do.

Buck's face wrinkles up, tears form in his eyes. Sara grabs his hand, holds it tight.

241 EXT. LEAD ENGINE (END) - (MT & AK) - ALTERNATE SHOTS 241

THEIR POV - Manny is outside, climbing up the side of the runaway engine, struggling to reach the roof, relentless as the engine he rides.

241A INT. MAIN CELLHOUSE (END) - (MT) 241A

CUT TO: Convicts look out from behind bars, with farewell sadness in their eyes as if they see...

241B EXT. LEAD ENGINE (END) - (MT & AK) - ALTERNATE SHOTS 241B

Manny on the roof, torn by wind and snow, waving one clenched fist in defiant salute.

242 INT. 2ND ENGINE'S CAB (END) - (STAGE) 242

BUCK
Aww...Manny...Manny...

(CONTINUED)

242 CONTINUED:

242

SARA

It's a miracle. There's nothing
else you could call it.

(beat)

God works his will in strange
ways...

243 EXT. RUNAWAY TRAIN (END) - (MT)

243

CLOSEUP OF MANNY'S FACE - encased in ice and snow, wind-
torn, cracked lips drawn back from grinning teeth. PULL
BACK as he suddenly crouches and leaps into the white
infinity. FREEZE IN MID-LEAP. He leaps to meet his fate.

FADE OUT: