

THE RUNAWAY TRAIN

Screenplay
by

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FADE IN

START TITLES OVER:

EXT. DAWN THE SYRACUSE YARD OF THE NEW YORK CENTRAL RAILROAD

The CAMERA PANS eastward from atop the overpass that bisects the yard.

It is a vast yard, covered with snow. Countless lines of track twist and turn for a mile and a half toward the horizon. Their glitter reflects the cold brightening morning sky. Yard lights, are blinking here and there.

To the left, in the North Yard, a few freight cars are standing. Everything here is still.

But as CAMERA PANS to the centrally-located Eastbound Class yard, we see a huge freight train move forward with a stolid, solemn rhythm. It moves toward the far-off Eastbound Advance yard.

From track 1 on the main line (which runs along the southern edge of the yard) a mile-long freight train can be seen rolling slowly (westerly) between the freight cars in the Westbound Receiving yard (at right). As if to outdistance it, four coupled engines on track 2 move westward - in the same direction as the train on track 1. CAMERA PANS west to follow these engines.

To the west, a snowy vastness of rails and freight cars. Far to the left, the Westbound Advance yard. In front of it, the Westbound class yard. Directly under the overpass, the yard switcher is detaching freight cars.

END TITLES

EXT. DAY THE WESTBOUND CLASS YARD A SERIES OF SHOTS

We see the detaching of the freight cars...their formation onto the Classification Hump...the automatic uncoupling ...the cars rolling down the slope onto their designated tracks. CAMERA follows all this indiscriminately, until it seems to fix on just one of these cars, a flatcar. We FOLLOW it as it rattles across several switch points - alone, a maverick - until it comes to a stop in a crazy maze of steel rails.

EXT. DAY CLOSER SHOT THIS FLATCAR

It has a snow-covered protective tarpaulin. The edge of this lifts - slowly - and two pairs of eyes stare out from under. One pair: wide-eyed, in a face that appears young even in the dark shadows under the tarpaulin. The second pair: squinting, deep in a white face. Both pairs of eyes look furtively out into the cold light of day. The young eyes (BUCK) turn to the older (MANNY). The Give-and take of the conversation between these two is softly aimiable. Buck has a profound respect for Manny; Manny a deep affection for the younger man, so that these might be the voices of father and son:

BUCK
We been unhitched!

MANNY
Is that what happened?

BUCK
Which one we take now?

MANNY
Which one we take now. Yeah...
(a shrug in his voice)
The main question is, which one we take now?

BUCK
I think the main question is, where are we going?

MANNY
That is the second question.

BUCK
Where are we goin'?

Manny gestures with his thumb, his chin. Buck turns his eyes in that direction.

EXT. DAY LONG SHOT THEIR POV A FREIGHT TRAIN
It starts to move out of from the westbound yard.

BACK TO MANNY AND BUCK

BUCK
That's west - where he's headin'.

MANNY
You figure that's the next one out?

BUCK
I don't know.

MANNY

(a grin in his voice)
You're the expert, ain't you?

BUCK

Whattaya talkin' about - "expert." I worked
in the yards one summer, that's all.
(pause)
When I was a kid.

MANNY

(with affection)
And that was a lo-o-ong time ago, huh, grandpa?

BUCK

(accustomed to this kind of kidding)
Okay, okay.

MANNY

(gestures)
Sssssshhhhhh.....

Buck turns to look.

EXT. DAY LONG SHOT THEIR POV ACROSS THE TRACKS

A man, carrying a lunch pail, hunched against the cold, picks his way across the tracks and passes the flatcar which contains Manny and Buck. FOLLOW him until he reaches the pit, where a group of men (work clothes) stand around a fire blazing in a metal drum. The men are pounding their arms and shoulders against the cold. They all sip coffee from thermos cups.

As the new arrival (CHARLIE) joins the group, he speaks a touch too heartily, with too broad a grin - the type who tries too hard to be one of the regulars.

CHARLIE

Morning! I smell coffee or do I smell coffee?

The others look imperturbably at him, giving no answer. Finally, one of them (KELLY) gestures to a lunch pail.

Thanks, Kel!

He opens his own lunch pail, takes out a plastic cup, pours coffee into it. The other men stare fixedly at him. Just as he starts to drink; one of the other men (STEVE) quietly asks:

STEVE

You ever bring your own coffee, Charlie?

Charlie, suddenly taut, holds the coffee at his mouth, unable to speak or to drink. After a frozen silence, Kelly speaks for him.

KELLY
(to Steve)
Lay off.

STEVE
Why? Just 'cause his old lady don't get outta bed early enough to make his coffee, he's gotta keep drinkin' ours?

KELLY
First place, he ain't drinkin' ours. He's drinkin' mine. Second -

STEVE
Whatta you? His lawyer? He don't open his own mouth?
(to Charlie)
Whadda say, Charlie? You gonna kick that fat Louise outta bed one of these mornings, make her make you some hot coffee, you don't hafta mooch a cup evvy morning from somebody else?

KELLY
Hit him, Charlie.

STEVE
(grins)
Yeah. Hit me, Charlie.

Charlie pours the coffee back into the thermos. As he does so:

STEVE
(suddenly repentant)
Aw, come on, Charlie, I didn't mean -

Charlie replaces the thermos, walks away. The other men star after him.

EXT. DAY. BACK TO MANNY AND BUCK
Staring in the direction of the fuelling station.

MANNY
Whadda they do over there?

BUCK
Oh, you know - fill up the engines - look 'em over - inspect 'em.

EXT. DAY LONG SHOT THEIR POV FOUR COUPLED ENGINES AT THE
FUELLING STATION

The building is marked with a large sign: "Fuelling and Sanding Station". It is so constructed that the front and rear engines protrude (from front and rear of the building)

and the two middle engines are concealed within the building proper.

BACK TO MANNY AND BUCK

MANNY

We are now gonna go some fancy thinkin'.

BUCK

Yeah? What?

MANNY

We ain't gonna take no freight outa here.
We're gonna take one of those.

BUCK

(astonishment)

The engines?!

MANNY

They're fillin' 'em with gas, right?

BUCK

With oil.

MANNY

Oil. Okay. That means they're getting them engines ready to pull a load of freight, right?

BUCK

So what?

MANNY

So we could sit here on our butts for a week tryin' to figure out what freight is gettin' ready to go - but we get on one of them engines they're pumpin' full of oil, and we know we're gonna be movin' right away - right?

BUCK

Yeah, but -

MANNY

And we ride the engines, we don't ever have to worry about gettin' unhitched, right? Where them four babies is goin', that's where we go - whadda we care? - and we don't wind up unhitched in some crummy freight yard, freezin' our butts off. Now - question.

(staring toward the fuelling area)

How do we get on?

BUCK

I never heard of nobody jumpin' an engine.

MANNY

(unheeding)

Where do we get on?

EXT. DAY ANOTHER ANGLE THE FLATCAR

Manny climbs warily out of the car, eyes in the back of his head. He is a wiry man in his late thirties. His complexion is pasty, even against this whitely tinted background. He is dressed in wool hat, jeans, heavy work shoes - all spanking new. He bends low to start forward furtively, but stops at a loud TWANGING SOUND.

TWO SHOT MANNY AND BUCK

As Buck climbs out of the car. He is a muscular young man in his early twenties, dressed exactly like Manny. Both men carry lunch pails, but Buck carries two pieces of excess baggage - a bundle of clothing, and a guitar. The twanging was caused by the banging of the guitar against the flatcar. Manny studies Buck with half-amusement, half-pity. He points to the clothing.

MANNY

What are you carrying that for?

BUCK

'Cause you told me to carry it!

MANNY

I toldja to carry it till we could get rid of it. This is where we get rid of it.

He takes the bundle out of Buck's arms, lifts the tarp of the flatcar and tosses the bundle back in. Then he gestures to Buck to follow him as he moves forward.

SERIES OF SHOTS MANNY AND BUCK THROUGH THE YARD

They try to walk with a certain nonchalance, as if they belong here, but they take great care to keep themselves as inconspicuous as possible. They carefully make use of such cover as piled-up railway ties, the mountains of ballast throughout the yard, oil drums, small shacks along the way, as they head slowly but surely toward the fueling area.

It is tricky going. Manny can easily maneuver because of his size and his lack of gear. Buck has a tough time of it because he carries the guitar. They move beneath the underpass. Once on the other side of it, they crawl

under a maintenance vehicle, stare out toward the fueling area (visible in b.g.), their eyes in line with the track.

AT THE FUELING AREA... SERIES OF SHOTS

The last of the four coupled engines has just been fuelled. A signal is given to the engineer... The engines draw away from the fueling and sanding towers, move backwards and stop at the pit...

One of the men around the fire picks up a bag of tools, climbs down into the pit. Almost immediately we HEAR the SOUND of a hammer on metal.

EXT. DAY BACK TO BUCK AND MANNY

Observing all this. O.S. we can hear the clanking SOUNDS of the hammer.

EXT. DAY BACK TO THE ENGINES SERIES OF SHOTS

We see a man climb aboard the last engine, open the lid of the sand filler at the front of the engine. He inspects it, then climbs down.... He raises his hand to signal, and checks the front wheels.... in the front cab the yard engineer leans back from the window.... SSSSSSSS, the SOUND of compressed air... The man now climbs out of the fourth engine, climbs aboard the third, starts a similar procedure.

EXT. DAY BACK TO BUCK AND MANNY

MANNY

What's that jerk up to?

BUCK

Sometimes they gotta throw sand on the tracks so they don't skid. He's the guy who checks the sand boxes.

MANNY

(half to himself, wonderingly)

Where we gonna climb on one of those engines?

BUCK

Maybe it's not a good idea to climb on any of 'em.

MANNY

(grins)

You chicken?

BUCK

(outraged)

Me?!!

Manny gestures him to pipe down. They both turn to stare back at the engines.

EXT. DAY AROUND THE FUELING AREA SERIES OF SHOTS

The pit man crawls out....The sand man gives the okay sign after his final inspection... the foreman raises his hand. CAMERA FOLLOWS the train out of the pit area.

With the alarm whistle going full blast, the four engines start to move backward toward Buck and Manny. (The ROAR of the diesels is now deafening.) We see Manny gesture to Buck ("Looka that!")

At a point some 30 yards beyond them, the engines stop, the whistle blows, and this time the engines move forward. Just as they reach Buck and Manny, the engines switch onto another track, and head for the Temporary Park. We see the yard engineers step down and two road engineers, with shoulder bags, step up into the cab to relieve them.

BACK TO MANNY AND BUCK

MANNY

Well, goodbye Charlie - We missed it!

BUCK

(pointing)

Yeah - but look! Number two comin' up!

AT THE PIT FOUR MORE COUPLED ENGINES

They have pulled up for fueling and servicing. The yard engineer (AL), coffee cup in hand, is leaning out of the cab talking to two road engineers (CUSHMAN and BROWN). The business going on around them is the same as before.

CUSHMAN

How long?

AL

Ready for you in about two minutes.

He takes a sip of the coffee, lifts it as if in a toast -toward the last car, into which the hoses are pouring fuel.

She's still thirsty. Everybody's thirsty!

CUSHMAN

(kicks the engine)

She's a little thirstier than you are.

Al grins, leans out, pats the engine affectionately.

AL

Yeah....

Cushman and Brown start to walk away.

BROWN

See you.

Al nods. He starts to stroke the iron hide of the engine - softly, as one strokes a pet. Then he turns to look to the rear of the train.

ANOTHER ANGLE TOWARD THE REAR OF THE TRAIN

We see Charlie climb aboard one of the engines, open the lid of the sand filler and climb down.

BACK TO BUCK AND MANNY

Manny intently studying the train.

MANNY

We grab the last engine.

BUCK

Why the last one?

MANNY

Don'cha see that number? 6161.

(claps Buck on the back)

Come on - that last engine is the lucky one. Two sevens!

He crawls out from under the maintenance vehicle. Buck follows. Again: the twang of the guitar. Manny looks back. Buck shrugs apologetically.

You gotta carry that?

BUCK

Come on, Manny! I'm askin' you to carry it?

MANNY

A hunnert and sixty thousand things to grab in a hock shop, you gotta grab a guitar? You couldn't swipe

(hunching against the cold)

a couple of overcoats?

BUCK

I didn't see no overcoats!

MANNY

You didn't?

BUCK

No.

MANNY

Neither did I. Come on!

Manny moves forward, throws himself behind a snowdrift. Buck follows suit.

EXT. DAY BUCK AND MANNY SERIES OF SHOTS

Showing their progress toward the switchpoint. They crawl for a distance, which makes it awkward for Buck, carrying lunch pail and guitar. Manny, less encumbered, is remarkably agile - crawling, moving, jumping from point to point.

They finally reach a spot near the locomotive switchpoint and conceal themselves behind a snowdrift. Buck is blowing hard from the exertion; Manny looks back at him with a grin, then peeks up and over the snowdrift. We HEAR the alarm whistle.

MANNY

Here she comes!

The SOUND of the approaching Diesels. Buck hoists himself, huddles next to Manny, and looks at:

EXT. DAY THE FOUR COUPLED ENGINES

They are backing up toward Buck and Manny. When the last engine stops directly in front of them, Manny cuts from the snowdrift, runs rabbit-like across the snow. Buck follows.

The two reach the gangway ladder of the last car, open the door of the cab, fall inside. We see the door slam behind them.

INT. DAY INSIDE THE CABIN OF THE REAR TRAIN

As Manny and Buck fall in. Out of breath, they frantically look around.

MANNY

Now, where?

Buck moves to a small door in floor of cab, left of control panel. He pulls it open, climbs down a short ladder. Manny follows.

INT. DAY AT THE BOTTOM OF THE LADDER

A small compartment. A row of batteries to the right, a toilet bowl center. The two men barely fit in.

MANNY

It's like I never got outa stir!! I'm right back in!

BUCK

Room enough to lay down and sleep, anyway.

MANNY

I stashed away in a lottaplaces in my life.
I never slept in a john before.

Buck pulls the high door shut. The tiny compartment becomes almost completely dark. Only a small amount of light penetrates from ventilators in the wall. Moreover, the room (like a steel case) acts like a sound box. Any sounds made in here reverberate with great force. From far off, we HEAR the alarm whistle. The engines (above) suddenly set up a deafening ROAR. Manny says something to Buck, but it is inaudible. Buck cups his hand to his hear, leans close to Manny.

MANNY

(top of his voice, gleefully)

Now we're really off and runnin!!!!

(slaps one palm off the other, as he says)

Ffffssssssssssttt!!!

EXT. DAY THE FOUR LOCOMOTIVES

Rolling along, just as we saw the previous coupled four. But there is an immediately apparent difference: these four make much more NOISE as they move much faster.

EXT. DAY AT THE FUEL AREA

The foreman (JOHN CASSIDY) and a fireman (BILLY WRIGHT). As the NOISE of the four engines impinges, both men look o.s. in that direction.

CASSIDY

What's his hurry?

WRIGHT

You know Al. Whenever hs's in that G.P. 30 he likes to fly.

CASSIDY

(frowning, as he looks off)

Yeah - but -

EXT. DAY THE TRAIN

We see it gaining SPEED.

EXT. DAY BACK TO CASSIDY AND WRIGHT

They exchange anxious glances, then both break off, start to run toward the train.

EXT. DAY THE TEMPORARY PARK

Cushman and Brown (waiting to board the train when it stops) stand dumbfounded as the train piles right past them, still picking up speed. As they stand staring after it, Wright comes rushing in, thrusts them aside, runs past them. Cassidy (older, fatter) is puffing behind him.

EXT. DAY THE CURVE IN THE WESTBOUND YARD

The four engines hit the curve at a speed of about 20 mph.

As it passes the curve and vanishes, we see the engineer, Al, by the trackside, stumbling in the dirt, making crab-like attempts to stand up.

CLOSER SHOT AL

Wright comes rushing to his side, tries to help him up. Al has a bloody gash across his face, is barely conscious. Cassidy comes puffing up.

CASSIDY

What happened?

WRIGHT

What happened, Al? You fall out? Somebody throw you?

But Al can only shake his head in dumb bewilderment, just before he passes out. As Wright fumbles with the falling body, Cassidy starts to run off, then stops, turns:

CASSIDY

Get him to the Infirmary! Call the Doc!

He runs off in the direction of the fuel shop.

EXT. DAY THE FOUR LOCOMOTIVES

The mass of steel rumbles along. Speed now: about 25 mph.

INT. DAY MANNY AND BUCK'S COMPARTMENT

Buck looks around with a puzzled air. Manny is on the floor, settling down for some sleep. Buck squats beside him, shouts something. Manny cups his hand to his ear.

BUCK

(shouting)

Something's wrong!

MANNY

(sleepily)

What's wrong?

BUCK

We didn't stop to change engineers!

MANNY

Go tell them how to run a railroad. I wanna sleep.

MED. SHOT CASSIDY IN THE FUEL SHOP

He is shouting into the telephone.

CASSIDY

Dick...hello, Dick?! Cassidy. There's an unmanned runaway heading your way! For God's sakes get on that automatic control! Stop her!

CLOSE SHOT THE SPEEDOMETER OF THE LEAD ENGINE

It points to 30mph. CAMERA RISES to give us a look through the front glass. The tracks come rolling by. They decrease in number as the engines head for the western edge of the Westbound Yard. Straight ahead is the switchman's shed underneath the Old Bridge Street bridge. We see the switchman (DICK NOVA) come running out of the shed, stare at the train (directly into CAMERA).

EXT. DAY OUTSIDE THE SWITCHMAN'S SHED

Nova runs back into the shed, grabs the phone

NOVA

Clark Street!...Clark Street...This is Dick Nova. Unmanned engines coming this way, four of 'em, no freight. Track 191. What do we do?

INT. DAY THE CLARK STREET CONTROL TOWER

The train dispatcher (ARTHUR PULASKI) is on the other end of the phone.

PULASKI

(stupefied)

What did you say?

(but quickly gaining control)

Okay, okay! Put her on track 11! Shunt line 265.

EXT. DAY OUTSIDE THE SWITCHMAN'S SHED

Nova comes rushing out, his eyes on the runaway facing down track 191. He cuts across the track directly in front of shed, grabs the hand switch for shunt 265 and jams it down.

EXT. DAY THE ENGINES

We see them change course, head onto the shunt line, straight for Nova. Then, with juggernaut force, they miss him by charging onto track 11.

EXT. DAY NOVA

Stiff with fear, as the train hurtles past him.

EXT. DAY ANOTHER ANGLE THE ENGINES

Roaring toward the Bridge Street overpass. Sparks are now flying from the wheels, and something that glows red hot blows from the train onto the trackside.

EXT. DAY BACK TO NOVA

He rushes up to the burning fragment, stoops to examine it. The fear already in his face grows more intense.

INT. DAY CLARK STREET CONTROL TOWER

Pulaski clutching the phone.

PULASKI

Rochester! Damn you, Rochester! - Emergency!!!!

INT. DAY CLOSE SHOT A TANK OF TROPICAL FISH

Peculiar and beautiful varieties swim in a magnificently decorated tank. In b.g. we HEAR a PHONE RINGING. As CAMERA RISES to the top of the tank, we see FRANK BARSTOW leaning over the edge, delicately dropping something into the tank with an eye dropper. He seems to be paying no attention to the RINGING of the phone.

INT. DAY BACK TO CLARK STREET CONTROL

Pulaski is hanging on the phone, his face desperate with impatience.

PULASKI (Cont'd)

Rochester? Rochester?

He stars at the control panel in front of him. On the right side of the panel we can see a flickering white light, which represents the runaway. It is on track 11, and the light aims for Clark Street. Suddenly:

PULASKI

Frank?... Art Pulaski, Syracuse. Listen!
Four unmanned engines just tore loose here.
We shunted them to track 11. It's your move
now.

INT. DAY THE ROCHESTER CONTROL TOWER

Barstow holds the phone. Beside him, at the control panel, sits his assistant. DAVE PRINCE. The first phrase out of Frank's mouth causes Dave to look up at him with sudden surprise. The languid Frank from the previous scene suddenly galvanizes into high, but his voice is always under control.

FRANK

Unmanned you say? ... okay, okay. Let her onto the main line, but signal red on the high iron. The automatic signal should stop her.

BACK TO PULSAKI

PULSAKI

Okay.

He pushes the button for the electrically-operated switch.

EXT. DAY CLARK STREET TRACK I

We see the electric switch snap into place, connecting track II with track I. (We establish here, for the first time, that the contact between the control-tower panel and its various connections on the actual railroad line is practically instantaneous.)

EXT. DAY LONG SHOT THE HIGH IRON

The red light goes on.

EXT. DAY OUTSIDE THE CLARK STREET CONTROL TOWER

Pulaski comes running out. Directly in front of him the runaway pounds by, making a high-pitched scraping NOISE, throwing sparks in pinwheel profusion. Pulaski stands and watches in fear and amazement.

EXT. DAY THE TRAIN

It plunges onto track I. More sparks are flying now, the scraping NOISE is the kind that claws the nerve ends. Suddenly, whole fragments of the right and left wheel brakes scatter in all directions and burn with bright flames where they land.

EXT. DAY PULASKI

Watching this, transfixed.

INT. DAY THE COMPARTMENT IN THE FOURTH ENGINE

Buck is peering outside through the ventilators. He seems puzzled. He moves over to Manny, who is already faintly snoring. Buck shakes him.

MANNY

Wha-? Wha-? Whassa-???

BUCK

(softly)

Come and take a look through those ventilators.

MANNY

(angrily)

What for?

BUCK

(now unsure of himself)

Well-I- I dunno. I think something's burning....

MANNY

(exasperation)

What are you - crazy? I'm trying to sleep!
You mind?

He turns over, closes his eyes. Buck looks at the ventilator, worried.

INT. DAY SPEEDOMETER OF THE LEAD CAR

It reads 35 mph. CAMERA PAN up to the front glass. Ahead, we see the high iron approaching, the red signal on top of it. But the train seems eager to rush it, gaining more speed.

INT. DAY CLARK STREET CONTROL TOWER

Pulaski on the phone.

PULASKI

(yelling)

Rochester?.... She's on track I, going about 35 and getting faster by the minute. She'll be out of our territory and into yours in no time.

INT. DAY ROCHESTER CONTROL

Frank on the phone.

FRANK

Thanks for nothing.

PULASKI

Yeah. Now you ready for the bad news?

BACK TO FRANK

Nodding to the phone, his face grim.

FRANK

Got it.

(hangs up, to Dave)

The brakes on that runaway have burnt out.

DAVE

(astonishment)

The brakes.....??!

FRANK

The throttle must be wide open.

He and Dave turn to the panel.

(NOTE: The panel will have a system of continuous flashing lights, to show us at all times the position, the speed, the direction of all trains. The panel will act as an animated map, to give us, whenever necessary, a birds-eye view of the entire landscape, in microcosm. One glance at the panel will always be sufficient to clarify the entire situation at a glance.)

Frank and Dave keep a tense watch on the control panel. Near the right edge of the panel, a flashing white light (the runaway) keeps advancing westward (to the left).

Frank presses a button. A red light pops on in front of the advancing white one. But the white light ignores it, continues west, unimpeded.

FRANK

(pointing to the white light)

There she goes.

DAVE

(staring at panel)

Frank..... look!

He points to another white light, advancing toward the runaway.

FRANK
Good God....

DAVE
Eastbound New York, 12. Headed straight for
that runaway.

FRANK
What do you figure?

DAVE
There're about nine miles apart.

FRANK
That means in about.... five minutes....

He bangs a fist viciously into the palm of his other
hand. The gesture is unmistakable: head-on collision.

DAVE
(searching the panel)
Any siding in between?

FRANK
No.
(a moment's thought)
Okay. Stop her here -
(points)
and put her on track 2.

DAVE
But westbound local 7 is due on track 2 in
ten minutes! And she's all passengers!

FRANK
We'll put New York 12 back on track 1 after
the runaway's passed.

Dave stares at him, stiffly erect in his chair.

Move!

DAVE
(jumps to it)
Yeah!

FRANK
And just in case, give number 7 local a red
light, right -
(points)
here.

Dave pushes a button.

INT. DAY ON THE CONTROL PANEL

A red light goes on in front of the blinking light of the runaway - between the runaway light and the advancing light which represents NY 12.

EXT. DAY THE HIGH IRON

A red light goes on.

INT. DAY ROCHESTER CONTROL TOWER

Frank crosses to a door leading to adjoining room, shouts into it:

FRANK

Get Mr. Douglas and Eddie MacDonald down here.
Tell 'em there's a runaway heading here from
Syracuse. No engineer, no brakes, no nothin!

This delivered with his usual cold control. We HEAR an indistinguishable reply from the next room. At which point Frank loses his reserve; his jaw juts, he shouts:

FRANK (cont'd)

I don't care what time it is!!!! GET 'EM OUT
OF BED!!!!

From the adjoining room:

A NERVOUS VOICE

Yes sir!

EXT. DAY A SNOWY PLAIN

The black runaway moving along through the whiteness at a high clip.

INT. DAY CAB OF THE FOURTH ENGINE OF THE RUNAWAY

The door at front of the cab opens, Buck's head appears. He climbs up into cab, Manny remains half submerged in the hatchway, yawning, looking round.

BUCK

You ask me, there's something wrong with
this train.

MANNY

(sleepily)

I didn't ask you.

There is a door leading from the cab to the side deck. Buck crosses to this, looks back.

EXT. DAY THROUGH THE WINDOW BUCK'S POV

Behind the engine is empty track, no sign of freight cars.

BACK TO BUCK AND MANNY

BUCK

Hey - look out there!

Manny comes up behind him, stares in the same backwards direction.

BUCK (cont'd)

I told'ja something was wrong! Where would this job be goin' without any freight?

MANNY

Maybe they're sending the engines to another yard to pick up the freight.

Buck thinks, then nods - tentatively, not at all sure of the diagnosis.

MANNY (cont'd)

What the hell do we care if she travels light, long as the travels!

EXT. DAY THE RUNAWAY

Moving steadily westward through the crystalline countryside.

EXT. DAY THE EASTBOUND NEW YORK 12

Coming in opposite direction (as if head-on into the runaway), It screeches to a quick stop under the high iron.

CLOSER SHOT THE EASTBOUND

The assistant engineer jumps to the ground, picks up a phone hung on a telephone pole.

ASSISTANT

New York 12!

INT. DAY ROCHESTER CONTROL TOWER

A signal light flashes on one of a battery of microphones, and we HEAR:

ASSISTANT'S VOICE

New York 12. New York 12.

Frank moves to the mike.

FRANK

Runaway headed straight for you on track 1.
Four engines.

EXT. DAY THE ASSISTANT ENGINEER ON THE PHONE

Startled, he turns and looks westward. He sees tracks disappearing into a haze of light snow which has just begun to fall. Over the phone in his hand, we HEAR:

FRANK'S VOICE

You hear me? Number 12, you hear me?

ASSISTANT

It's snowing here. I don't see no runaway.

BACK TO FRANK

FRANK

If you were close enough to see her, you'd be dead. Now listen to me, and listen good. She's four miles ahead of you. Pull out on track two at once. Repeat: at once! Pull up at the signal and call back soon as that runaway passes you.

ASSISTANT'S VOICE

Okay!

We HEAR the SOUND of phone clicking off.

FRANK

What's her speed now?

DAVE

About fifty.

FRANK

Then, they've got four and a half minutes to pull that big baby out of the way.
(blows hard, shakes his head)

That's too damn close.

EXT. DAY A STREET IN ROCHESTER

Empty and grey in the morning light, until a car comes squealing round a curve, heads full tilt into CAMERA

EXT. DAY CLOSER SHOT ON THIS CAR

We see TOM DOUGLAS at the wheel, showing all the grim, glassy signs of a man hauled out of bed. He wears no tie, his shirt is half buttoned, he frantically combs his fingers through his hair.

EXT. DAY A HOME ON A SUBURBAN ROCHESTER STREET

The door is flung open. Foreman EDDIE MACDONALD comes tearing out, carrying a shirt and suit, pulling his overcoat over his pajamas. He runs across the lawn to the garage, hoists the overhead door open. As he stumbles into the garage, we see his wife come to the doorway, pulling a bathrobe over her negligee. Two small boys (in pajamas) clamber to her side. As one starts out to the lawn, she grabs him, smacks him on the head, holds him back. They all watch with anxiety while we HEAR the car start up, then see it come tearing backwards out of the garage, down

the short driveway, into the street, then turn off with a screech of tires as MacDonald careens down the street. Mrs. MacDonald shouts after him.

EXT. DAY ANOTHER STREET IN ROCHESTER

Eddie's car comes two-wheeling round a corner.

CLOSER SHOT THIS CAR

EDDIE is at the wheel. His overcoat has been hastily pulled over his pajamas. He stifles a yawn, but his face shows anxiety as he guns down the street.

INT. DAY THE ROCHESTER CONTROL TOWER

Frank and Dave staring hard at the control panel. Behind them several night-shift workers are trying to catch glimpses of the panel.

INT. DAY ON THE CONTROL PANEL

A light moves slowly toward the red signal to the east on track 2. On track 1, another light moves westward toward this same point with great speed. We HEAR:

DAVE'S VOICE

She's up to sixty now. Gaining faster than we expected.

TWO SHOT FRANK AND DAVE

FRANK

New York 12 better get her tail off that track fast.

EXT. DAY NEW YORK 12

NY 12 is a monster freight, pulling amile-long variety of rolling warehouses, grain hoppers, dry bulk cars, oil tanks. She is in the last stages of pulling off track 1 onto track 2. Most of her has completed this move, but her caboose is still rattling along on track 1.

EXT. DAY ANOTHER ANGLE NEW YORK 12 AND THE RUNAWAY

The runaway (track 1) comes roaring past the lead engine of NY 12 (on track 2)

INT. DAY IN THE LEAD ENGINE OF NY 12

The terrified engineer throws the throttle wide open.

EXT. DAY ON THE CABOOSE OF NY 12

The caboose attendant, clinging to a support on the rear dock, watches horrified as the black-tornado runaway zooms by, just missing the caboose. The stupendous NOISE it makes seems to dissolve into a high-pitched twanging SOUND as we CUT TO:

INT. DAY THE CAB OF THE FOURTH RUNAWAY ENGINE

Buck sits on the floor against the rear wall of the cab, thrumming away at his guitar. Manny sits in the engineer's seat, eating a sandwich out of his lunch box, chewing steadily, studying Buck disdainfully.

MANNY

Bucky boy, you wanny answer me one question?

BUCK

(busy with guitar)

Sure.

MANNY

Why steal a guitar?

BUCK

'Cause I want a guitar.

MANNY

Buy why? You play like you got no hands.

BUCK

I'm gonna learn.

MANNY

Who's gonna learn you? Me?

(a sneer)

That's one thing I can't learn you.

(he laughs)

BUCK

I'll learn by myself.

MANNY

You know something? All the years I known you, I never figured you out.

BUCK

What's to figure?

MANNY

What's to figure? All right. I'll give you a sample. You take a punk, you teach him the ins and outs, everything you know - you give him an education better than a college 'cause you learn him how to get along in this cockeyed world -

BUCK

All right, Manny - so I'm grateful....

MANNY

Shut up, I'm talkin! You take care of him in stir, so keep breakin' your bloody butt for

MANNY (cont'd)
 him 'cause he's nothing but a punk and he
 don't know how to get along for himself.
 He thinks he does, but he don't: - and you
 think you got this punk figured inside out,
 and what happens? Turns out he wantsa play
 the guitar!

He grins, shakes his head. Buck looks up from his guitar.

BUCK
 I'm sorry, Manny.

MANNY
 (shakes his head, chews away)
 Che-e-e-e-e-e-est....

INT. DAY THROUGH THE FRONT GLASS OF THE LEAD CAB
 We see swirling snow; the accelerated forward pace now
 gives a frightening feeling of uncontrolled speed.
 CAMERA PANS DOWN to the speedometer. It shows 65 mph.

EXT. DAY THE NY 12 ASSISTANT ON THE OUTSIDE PHONE

ASSISTANT
 She's gone - but, boy! - she ain't a bird,
 she ain't a train, she's a pla-a-a-ane!!!

He whistles through his teeth to make the familiar SOUND
 of take-off.

INT. DAY ROCHESTER CONTROL
 Frank on the phone.

FRANK
 Just what we need - jokes. All right - get
 back on track one - fast!

ASSISTANT'S VOICE
 Yes sir!

Frank clicks off the mike, stands staring at it. Dave
 shouts to him:

DAVE
 Hey! That B.F. 9 is moving off her siding back
 onto track 1!

FRANK
 Well, stop her!

He rushes to the panel, as Dave presses the button.

INT. DAY ON THE PANEL
 A red light flashes on at the junction of a siding and
 track 1, but the white light indicating B.F. 9 is just

sliding past it, continues to head westward on track 1.
(She has missed the signal by a split second).

INT. DAY DAVE AND FRANK AT THE PANEL

FRANK
Damn!

DAVE
Just missed.

FRANK
(pointing them out)
What's the distance between B.F. 9 and
the runaway?

DAVE
Twelve miles.

BACK TO CONTROL PANEL

The white light of the runaway is catching up to the white
light of the B.F. 9. (Both heading west) We HEAR:

FRANK'S VOICE
Twelve miles is 17 minutes.

EXT. DAY THE RUNAWAY

Plowing forward through a driving snowstorm.

BACK TO ROCHESTER CONTROL PANEL

PAN from the runaway light to the light of the B.F. 9.

EXT. DAY THE B.F. 9

Steadily slashing through snow, heading west.

INT. DAY ROCHESTER CONTROL TOWER

Frank, David, several co-workers on the night shift at the
control panel. A signal flashes on one of the mikes.
Frank dashes to it, clicks it on.

FRANK
Rochester. Go ahead.

INT. DAY A SMALL STATION ON THE TRACKS

The stationmaster is on the phone. Through the windows
in b.g. we can see the swirling snow.

STATIONMASTER
Lyons here. Looks like we got a real
blizzard. Snow and ice all over the
track between here and the Seneca river
and the river just passed the danger level.
We got the snow remover standing by here.
We can send it east to clear track 1 if
you want it.

BACK TO FRANK

FRANK

How long will the cleanup job take?

VOICE ON MIKE

Twenty, twenty five minutes.

FRANK

(to Dave)

Position of the runaway in 25 minutes?

DAVE

(computing it)

Ten miles east of the Seneca River -
near Port Byron.

FRANK

(into mike)

Okay. Go ahead with the snow removal.
When you're finished, pull the snow plow
over on that siding east of the Seneca bridge.

VOICE ON MIKE

Okay.

Frank clicks off the mike.

DAVE

But what about the B.F. 9? You got her in
between now. She can sock that snowplow head-
on, or get hit from behind by the runaway.

FRANK

(indicating)

Have the B.F. 9 pull off on the siding at
Weedsport.

(looks at watch)

Where the devil are Douglas and MacDonald?

EXT. DAY THE ROCHESTER STATIONTom Douglas comes skidding to a stop, jumps out of his
car, starts running. Eddie MacDonald's car rams to a
stop next to Tom's. Eddie tumbles out, clutching his clothes.INT. DAY ROCHESTER CONTROL TOWER

Dave hits a button.

ON THE PANEL

A red light goes on at Weedsport.

BACK TO GROUP AROUND CONTROL PANEL

Now Dave leans back in his chair, the picture of exhaustion and relief. (As if the situation is now under control) The others behind him also seem to sigh with relief. But they are shocked back into reality when Frank shouts:

FRANK
Wait a minute!

DAVE
What now?

FRANK
(indicating panel)
If we put the snow plow on track 1 between Lyons and Seneca River, that means track two is out of commission too!

DAVE
Because of the snow, yeah?

FRANK
All traffic between Lyons and the river has to stop, right?

DAVE
Right.

FRANK
Even after that plow finishes the job we'll still be functioning on only one track!
(indicating at the control panel)
Well, take a look! Three trains from the west, three from the east - including the runaway - and more on the way. How're we going to take care of all of them on one track?

DAVE
(hopelessly)
You tell me.

A signal flashes on one of the mikes. Frank clicks it on.

FRANK
Rochester here. Go ahead.

MIKE VOICE
Passenger local 7 here.

DAVE
(a groan)
Omygawd.... the local!

He pushes a button on the panel. We see a red light change to green.

VOICE ON MIKE

Okay, okay! - I just got your green signal. But I got a trainload of passengers drivin' me crazy with questions. What do I tell 'em? Why'd you stop us like that in the middle of nowhere?

Frank starts to answer, but he is interrupted by a shout o.s.

VOICE

Don't tell 'em about the runaway!!!

Frank turns.

WIDER SHOT THE CONTROL TOWER

Tom Douglas comes pushing through the now increasing crowd of night staff and off-duty hangers-on. He reaches Frank.

TWO SHOT FRANK AND DOUGLAS

DOUGLAS

We don't wanna panic those passengers.

Besides -

(pause)

We got the company's reputation to consider here.

Frank takes this deadpan, then turns back to the mike:

FRANK

(into mike)

Tell the nice people we stopped you just to let the "Reputation Express" go by.

MIKE VOICE

What?

FRANK

You heard me! Get going!

He switches off the mike. Douglas looks displeased as he and Frank exchange looks. Obviously, no love lost between these two. They both turn at sound of:

EDDIE MACDONALD'S VOICE

Hey, Frank!

WIDE SHOT ANOTHER ANGLE THE CONTROL TOWER
As MacDonald comes rushing in.

MACDONALD
What's the latest on that runaway?

Frank leads the way to the panel, points to the runaway's light. MacDonald and Douglas stare at it.

MACDONALD
How fast?

DAVE
Seventy.

EDDIE
Why can't you stop her?

Dave pushes a button; a red light flashes on in front of the runaway.

DAVE
Automatic Control has no effect.
(shrugs)
She's got no brakes, Eddie. Her brakes are completely burnt out.

EXT. DAY LEAD ENGINE OF THE RUNAWAY
Roaring toward a signal tower, on which a light shines bright red.

INT. DAY IN THE FOURTH CAB
Manny is sitting in the engineer's seat, drowsily looking through the front glass. We HEAR the inept strumming of Buck's guitar.

ANOTHER ANGLE SAME
Through the front glass Manny sees the red signal flash past the roof of the third engine. He frowns, seems lost in thought. He crosses to rear compartment door, looks through the rear window.

EXT. DAY THE SIGNAL TOWER BEHIND MANNY'S POV
The driving snow around the fading tower is stained red.

WIDER ANGLE IN THE FOURTH CAB
Buck sits with his back against the engine control panel, strumming away.

MANNY
Buck....

BUCK
(absorbed in the guitar)
Huh?

MANNY
We just went past a red light.

BUCK
So we'll get a ticket.

MANNY
Don't be funny! We just went past a red light!

BUCK
(snorts)
You're color blind!

Manny steps to the panel, points to:

CLOSE SHOT ON THE PANEL

Manny's finger points to a red button, underneath which it says, "Engine Stop." We HEAR:

MANNY'S VOICE
Is that red?

BACK TO TWO SHOT

BUCK
(turns to look)
Yeah.

MANNY
So there's nothing wrong with my eyes.
Maybe the engineer is color blind. Or drunk,
or sump'n.

A puzzled look on Buck's face, he slowly rises. He looks from the panel to Manny and back again.

MANNY
This is a train, ain't it? Why the hell
don't the whistle ever blow?
(a sudden thought)
Hey!

BUCK
Whatsa matter?

MANNY
You ever hear of an engineer getting a
heart attack?

BUCK
(softly, but without conviction)
Come o-o-o-o-n.....

They look uneasily at one another.

MANNY

Now why the hell'd we have to pick the
last car? We better take a look up front.

INT. DAY ROCHESTER CONTROL TOWER

Now the room is crowded, noisy, buzzing with activity.
The CAMERA finds Frank and Tom Douglas face to face.

DOUGLAS

I'm going to call New York.

FRANK

(instantaneous opposition to the idea)
What for?

DOUGLAS

Something like this taking place, they
oughta know what's goin' on at the top.

FRANK

And what the devil are they going to do
at the top?

DOUGLAS

I just feel they ought be informed.

FRANK

Tommy, you know all they'll do is just
bother the hell out of us! We've got
no time to be bothered! We've got four
very high-priced engines out there on a
rampage. Lose them for the company, then
you'll hear plenty from New York. Right
now our job is to stop that runaway from
committing suicide!

DOUGLAS

Suicide?

FRANK

Wild animals are very good at it. Look....!

He leads Douglas to the panel.

We're concentrating everything on keeping
the track clear for the runaway.

He points to a light moving eastward on the panel.

And we got the jet snow remover right here,
clearing the track between Lyons and Seneca.
One more in our list of special deluxe
services for runaway clients. Now what the
devil are we not doing that New York can do
for us?

DOUGLAS
 (doggedly)
 I still think we ought to inform New York.

FRANK
 Tommy, listen to me...!

On his look of exasperation, CUT TO:

EXT. DAY FOURTH ENGINE OF THE RUNAWAY

The cab door is forced open against tremendous wind pressure. Buck and Manny come onto the front deck. They lean against raging wind and snow, stagger forward.

EXT. DAY THE SNOW REMOVER

It plows down the snow-covered track, geyser-like effects, toward the Seneca River bridge, dimly visible in b.g.

INT. DAY AT THE CONTROL PANEL

Dave looks across to where Frank engages Tom Douglas in heated conversation.

FRANK
 Now will you listen to reason?

DAVE
 (shouts)
 Frank!

Frank comes to the control panel, Douglas close behind him.

Listen, Frank - the Seneca Bridge is a pontoon bridge. The speed limit on that bridge is 50 miles per hour. I estimate by the time the runaway reaches it she'll be doing 90. She crosses on pontoons at 90 miles an hour, she'll rip that bridge apart and we'll wind up with four diesels in the river.

FRANK
 (a moment's hesitation - then total surrender)
 All right, shove her onto the siding in Jordan and derail her.

DOUGLAS
Deraill!!! Wait a minute! You know what those engines are worth? You were just saying yourself -

FRANK
 And if we lose the bridge and the engines? You want to lose 'em both?

DOUGLAS

But the insurance! We'll never collect a cent if we derail her on purpose!

FRANK

(viciously)

Insurance! Look, Tommy - it's just four engines.

(gaining control)

Thank God, there are no people on board. If we keep this wild animal on the tracks, she'll run into something sooner or later. It might be people! She'll kill herself and she'll kill people! You know what that will cost the company?

DOUGLAS

(always the hardnose company man)

I still think it's a matter for New York to decide.

FRANK

For God's sake! We've got four, maybe five minutes before the runaway reaches Jordan! The siding there is not automatic! And you think there's time to call Papa and ask him what to do?

He picks up a phone, starts dialing. He does not see Douglas walk to rear of the room, pick up another phone and start dialing.

INT. DAY THE SWITCHMAN'S SHED AT JORDAN

SWITCHMAN

Jordan.

BACK TO FRANK

FRANK

Rochester control tower, There's an unmanned runaway heading west on track 1. Head her onto your blind siding, then get out of the way. We're going to derail her... Don't ask questions! Get going!

He hangs up, stares at the control panel. He does not see Tom Douglas in b.g., spewing into the phone. Douglas's words are inaudible at this distance.

EXT. DAY THE FOURTH ENGINE OF THE RUNAWAY

Buck (first) and Manny out on the front deck, taking a beating from the snow and wind. They pull themselves slowly forward on the railing. They look down at:

EXT. DAY THE COUPLING BETWEEN ENGINES THREE AND FOUR
 The jumper (main electric cable connecting the engines) and the coupling are shaking violently. The snow whirls around them, the rails beneath speed by.

EXT. DAY BACK TO MANNY AND BUCK
 Manny is shouting into Buck's ear ("Gaw head, cross over!") but we cannot hear his words. Buck shouts back ("You crazy? Nobody can cross that!"), again inaudibly... but their conversation is perfectly clear from their gestures. Manny continues to shout and to point to the coupling. Buck finally grabs the handrail, to try to cross to the deck of cab three.

At this point, the TRAIN WHISTLE gives a shrill BLAST.

Buck looks up at Manny - elation in both faces.

EXT. DAY JORDAN
 The switchman has just finished connecting track 1 with the blind siding. He stares with strained expression into the east, where track 1 disappears into the snow. The job done, his only impulse now is to get as far as possible away from the tracks - these tracks where the derailling will take place. He stumbles through the snow away from the tracks.

INT. DAY THE CAB OF ENGINE FOUR
 As Buck and Manny come piling in, slam the door shut.

MANNY
 We got an engineer!

BUCK
 (elation, wild relief)
 Oh boyboyboyboyboyboy!!!

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

MANNY
 (arms in the air, deliriously)
 Ye-a-a-h, buddy! Blow it! Blow your
 brains out! Hurray for the engineer!
 You're the best friend I ever had!

INT. DAY CAB OF THE FIRST ENGINE
 We are looking through the front glass at the dazzling crosshatch of rails and snow. CAMERA PULL BACK and PAN DOWN to the speedometer. It shows a speed of 75mph. Now CAMERA PULLS further back, and we see the engineer's seat is still empty. Through all this the WHISTLE continues to BLOW.

EXT. DAY THE LEAD ENGINE OF THE RUNAWAY

Looking through the glass we see the empty cabin. Now the entire train pulls past CAMERA (the WHISTLE BLOWING) until we reach the streamlined glass nose of the second engine. Through the misted glass we can see a shadowy figure.

INT. DAY THE CAB OF THE SECOND ENGINE

Charlie is standing at the console, pounding at the button that keeps blowing the whistle. His face shows sick fear, he is sweating profusely. He abandons the console, starts pacing the cabin like a caged animal. We sense he has been in this condition for some time, is now in a state bordering hysteria. He rushes back to the whistle button.

EXT. DAY JORDAN

The switchman is crouching in the snow, a good distance from the tracks, staring into the east, waiting for catastrophe. His expression is almost diffident, in the manner of old and tired men. Then, from a distance, he hears the sound of a train whistle... For a second or two, it makes no impression - then the old man jerks to stupefied attention. He listens a moment or two longer, then he jumps up, starts stumbling through the snow back in the direction of the tracks.

INT. DAY MED SHOT JOHN BELLAMY

The Company's man in New York, (withhold his exact status and position) is a handsome greying type in his late sixties. He sits behind a posh desk, backed by enormous windows that reveal the New York skyline. He is speaking into the phone, his face shows both anger and amazement.

BELLAMY

Barstow? That his name... well, put him on, for God's sake!

INT. DAY ROCHESTER CONTROL TOWER

Douglas takes the phone from his mouth, calls across the room:

DOUGLAS

Frank!

Frank looks up from the control panel.

For you.

Frank crosses, takes the phone from Douglas.

FRANK

(to Douglas)

Who is it?

(into phone)

Yes?

We hear indistinguishable words over the phone. Frank lowers the phone a brief moment to throw a poisonous look at Douglas (who stares righteously right back at him), then puts the phone back to his ear.

FRANK (cont'd)
Yes, Mr. Bellamy.

CUT BACK AND FORTH: BELLAMY AND FRANK

BELLAMY
Barstow, did I hear Mr. Douglas correctly?
Are you about to derail four engines?

FRANK
Got to, Mr. Bellamy. There's no choice.

BELLAMY
Is that a decision for you to make?

FRANK
We've got three minutes left, Mr. Bellamy.
What do you suggest? Hold a board meeting
before we make a decision?

He slams down the phone, turns on Douglas, is about to lash out at him when an office worker calls out:

MAN
Pick up six, Mr. Barstow! Urgent.

Frank picks up another phone. Douglas stands belligerently staring at him.

FRANK
Barstow. Yes?
(suddenly tense)
Yes, Jordan?

INT. DAY THE JORDAN SWITCHMAN'S SHED

SWITCHMAN
Listen - did I hear you right, dispatcher?
Did you say this runaway in unmanned?

BACK TO FRANK

FRANK
That's right.

BACK TO SWITCHMAN

SWITCHMAN
Well, Mister, lemme tell you something...
With exasperating slowness, he runs his tongue around his

mouth, leans a toothless mouth close to the phone.

BACK TO FRANK

Listening to the phone. His eyes grow big.

FRANK

The whistle? Her whistle is blowing?

All heads turn toward Frank. Shock reactions, disbelief.
Frank shouts into the phone.

FRANK (cont'd)

All right! Derailing is out! Switch back
to track 1. Let her through!

He hangs up. To Douglas:

Somebody is on that train.

CLOSE SHOT DOUGLAS

Shock, incredulity - and relief, knowing that the train
won't be derailed.

EXT. DAY THE JORDAN SIDING

As the switchman fights his way back through the snow
toward the switch.

INT. THE ROCHESTER CONTROL TOWER

Everybody staring fixedly at the panel, as the light of the
runaway continues to move westward toward the Jordan light.

EXT. DAY THE SWITCHMAN

Barely distinguishable in the storm, grabbing the switch.

INT. DAY THE GROUP AROUND THE CONTROL PANEL

Intently watching.

EXT. DAY THE JORDAN SWITCHMAN

Just as he throws the switch back off. In a matter of
seconds the four engines come pounding past him. Whirlpools
of snow engulf him as he clings to the switch to hold
himself up.

INT. DAY GROUP AT CONTROL PANEL

A great moan of relief as the runaway light passes the light
of the Jordan siding.

DAVE

Okay, next hurdle. The B.F. 9.
(points to panel)

CONTROL PANEL

The light of the runaway advancing steadily westward. We see Dave's finger point to the light of the B.F. 9, which is stationary beside a red light (representing Weedsport). The runaway is approaching this red light. We HEAR:

DAVE'S VOICE

She's stopped at Weedsport.

BACK TO GROUP

FRANK

As soon as you hear from her, have her get onto the siding. Now, where's that snowplow?

A signal flashes on one of the mikes. Frank clicks it on.

FRANK

Rochester.

EXT. DAY A MAN ON A PHONE AT TELEGRAPH POLE

Heavily bundled, snow-covered. In b.g. we can see the snow remover on a siding.

MAN

Snow crew here. Pete talking. We got track 1 clean clear across the bridge. We're now on the Montezuma siding. You want us to clear track 2, we gotta go all the way to Syracuse or Rochester to turn around.

BACK TO ROCHESTER CONTROL

FRANK

Stay where you are. We'll contact you.

Another signal flashes. Dave picks it up.

DAVE

Rochester here.

VOICE

B.F. 9 here. What's going on?

DAVE

Hold tight and listen. Four runaway engines with somebody on board have just passed through Jordan. They're headed your way. Get onto the siding there fast.

FRANK

And tell him to hang on that phone!

DAVE

(into phone)

On the double. But keep that phone open!

He pushes the button of the automatic control.

EXT. DAY SIDING TRACKS

We see the siding tracks automatically connect with the main track. In b.g. we see the assistant engineer of the B.F. 9 inside a booth.

EXT. DAY THE ASSISTANT ENGINEER (HANK) ON THE PHONE

In b.g. we see the engine of the B.F. 9 Hank leans out, shouts something to the engineer. We HEAR the ROAR of the engine. Hank leans back to the phone.

INT. DAY ROCHESTER CONTROL

The men gathered around the mike. We HEAR:

HANK'S VOICE

Okay, we've begun the switch.

As the men huddle round the mike, we can plainly HEAR the horrendous NOISES of the B.F. 9 making the switch.

FRANK

Dave, I've got an idea.

DAVE

(nods to the mike)

All yours.

FRANK

(into mike)

B.F. 9, you there?

HANK'S VOICE

Go.

FRANK

Once you're on that siding, detach your freight. You're going to wait for that runaway and go after her.

DOUGLAS

(appalled)

What did you say?

EXT. DAY CLOSE SHOT HANK

Astonishment.

HANK

We're gonna what?

INT. DAY SERIES OF SHOTS ROCHESTER CONTROL TOWER

Showing the reactions of the various men gathered round the mike and the control panel. They all show bewilderment - all but Dave. His eyes light up.

BACK TO FRANK AT THE MIKE

FRANK

You're gonna chase her, and you're gonna catch her. Sneak up on her from behind, couple on to her, and apply your brakes. Drag her down with all you've got. She mustn't reach the Seneca Bridge.

DOUGLAS

That's crazy!

A long pause before the response comes back.

HANK'S VOICE

How fast is she goin'?

DAVE

(into mike)

Eighty.

EXT. DAY BACK TO HANK

He crosses himself. We HEAR:

FRANK'S VOICE

You hear me?

HANK

I hear you.

CLOSE SHOT FRANK AT THE MIKE

FRANK

(the football coach)

You're one engine up on the runaway! You've got five and she's got four! Pretty good odds in any race!

BACK TO HANK

HANK

Some race! She's doin' eighty and we gotta catch her from a dead stop.

He stares dazedly at the phone as he slowly hangs up. He allows himself the luxury of a moment's silent, solitary thought. He crosses himself again, then walks out to the freight. We see him aboard the auto-rack car as it moves onto the siding.

INT. ROCHESTER CONTROL TOWER

Douglas comes up behind Frank, who is staring at the panel.

DOUGLAS

(incensed)

You'll wind up destroying nine engines instead of four!

FRANK

(to Dave)

Get on the open line to Syracuse. Find out who's on that runaway.

(picks up another phone, turns to Douglas)

Listen, Tommy - we've got to take that chance. It could work.

DAVE

(phone)

Syracuse? Rochester Control here. Give me the fuel shop.

FRANK

(into phone)

Get me that snow plow at Montezuma.

(to Douglas)

Trust me, Tommy. This is my can of peas. If it were a question of paper work, or policy, any of that brainy stuff in the front office, I'd trust you.

DAVE

(phone)

Hello, Rochester here. Why the hell didn't you tell us there was somebody in that train?

DOUGLAS

(to Frank)

This is front office policy! And I'm making it! You cannot send one train out to catch another!

Dave gestures to Frank. He shrugs, turns palms up, shakes his head as if to say, "They didn't know!"

DAVE

(phone)

Well, there is somebody on it! Take a roll call immediately. Call back.

(hangs up)

DOUGLAS

Did you hear me, Frank?

FRANK

(into phone)

Pete? There's a runaway coming your way in about ten minutes. She's out of control - no brakes - and she's going too fast for the Seneca Bridge. Get an emergency crew together. Call me back when you're ready

(hangs up, turns to Douglas)

Sorry, Tommy. I make emergency policy in the control tower.

He walks to the panel. MacDonald (he has been dressing in bits and patches all through this) joins him. Douglas glares in futile anger, then joins the others at the panel.

INT. DAY THE PANEL

The light of the B.F. 9 is moving onto the siding. We HEAR:

DOUGLAS' VOICE

Isn't that B.F. 9 on that siding yet?

DAVE'S VOICE

Take it easy, Mr. Douglas. She's only about a mile long.

DOUGLAS' VOICE

Take it easy!!!

INT. DAY THE RUNAWAY LEAD ENGINE

Through the front glass, in the distance, we can see the tail end of the B.F. 9 just completing the move onto the siding.

EXT. DAY THE RUNAWAY BETWEEN FIRST AND SECOND ENGINES

Charlie is attempting to cross over from the second engine to the first, but these engines were never designed for such a maneuver - it is a physical impossibility to make the crossing while the train is moving, particularly in the face of freezing, slashing snow. Charlie struggles mightily - scrambling, scuffling, kicking - all in vain. He pauses for a rest. He looks up, and total terror takes over.

EXT. DAY ON THE TRACKS AHEAD CHARLIE'S POV

He can see the rear end of the B.F. 9 straight ahead of him. It is actually moving onto the siding, but from this angle it looks as if the train is stalled on the tracks ahead.

EXT. DAY BACK TO CHARLIE

A moment of paralysis, then he scrambles back to the catwalk, thence to the cab door. He pulls it open.

INT. THE CABIN OF THE SECOND ENGINE

As Charlie enters, like one demented. The thought in his mind now is that the runaway is headed for a crash with the train ahead. Where can he hide? In the front of the cab, protruding steel knobs bare their teeth at him. He turns in terror to the door leading to the engine room behind, pulls it open, dashes into:

INT. THE ENGINE ROOM OF THE SECOND ENGINE

He dashes past the pounding pistons of the engines - away from the front of the train! - as far back as possible! He reaches the rear door, opens it and runs outside to:

EXT. DAY THE COUPLING BETWEEN SECOND AND THIRD ENGINES

The third engine is a G.P. 30, so designed that one can easily cross to it from a preceding car.... at average speeds. At this speed, however, the cross-over is extremely difficult. The foothold is ice-covered, there is the ripping wind, the vision impaired by the snow. Charlie shies from the task at first, then looks forward again - and we sense that his fear of the impending collision is stronger than his fear of this cross-over. Blind instinct is urging him to take this alternative.

He grabs the railing; he jumps over the forbidding four-foot coupling, onto the deck of the third engine. Grasping every available handhold, he works his way to the door, pulls it open, falls into:

INT. DAY THE CAB OF THE THIRD ENGINE

The G.P. 30 does not have interior passageways on both sides of the engines as the streamliner (NO. 2 engine) does. It has only a door leading to an outside catwalk that extends the length of the engine. Charlie scrambles for this door, tears it open, pushes out to:

EXT. DAY THE OUTSIDE CATWALK OF NO. 3 ENGINE

Charlie grips the handrail, makes his way as swiftly as possible to the rear. But now, suddenly, the rear car of the B.F. 9 moves past him. He stops, stares in bewilderment, as the long line of B.F. 9 freight slides by. Once he realizes what is happening, he collapses on the deck, though his hands still cling to the rail.

INT. DAY THE CAB OF THE FOURTH ENGINE

Buck and Manny are at the side window, watching the cars of the B.F. 9 roll by.

MANNY

Maybe that's the load of freight we're supposed to pick up.

BUCK

So why ain't we stopping to pick it up?

His eyes move idly from the side window to the front glass. He jerks to attention.

BUCK

Manny!!!!

He points.

EXT. DAY THROUGH THE FRONT GLASS THEIR POV

They can see Charlie cowering on the deck of the third engine ahead. Alongside him, the long expanse of freight cars still goes gliding by.

EXT. DAY ON THE SIDING

The five engines of the B.F. 9, detached from the freights, their motors running.

INT. DAY IN THE CAB OF THE LEAD ENGINE OF THE B.F. 9
 HANK is leaning out the window, looking rearwards. He SHOUTS something inaudible ("Here she comes") and waves his hand. SAM (engineer) throws the throttle wide open. The diesels respond with a tremendous ROAR.

EXT. DAY ALONG THE SIDING
 The runaway comes flying past the long expanse of detached freight cars, then past the five detached engines.

BACK TO THE B.F. 9 ENGINE CAB
 Sam makes a gesture that says, "Let's go!" He engages the gears. Hank pulls the alarm whistle rope and the whistle screams.

EXT. DAY ALONG THE SIDING
 The five engines of the B.F. 9 start forward (whistle blowing) at an exasperatingly slow speed, but as soon as the last cab passes the switchpoint, the huge corporate body of the train heaves violently, shaking as it makes its initial leap forward.

INT. IN THE CAB OF THE LEAD ENGINE
 Through the front glass we can see the rails rolling by. The runaway is no longer in sight. Sam and Hank stare ahead as they talk:

HANK
 Hey, Sam - you think if we pull this off they'll give us a medal?

SAM
 We pull this off, they oughta give us the railroad.

HANK
 I'll settle for a little extra on the Christmas bonus.

INT. DAY MANNY AND BUCK
 Staring out at the forlorn figure of Charlie.

MANNY
 What the hell does he think he's doing?

EXT. DAY CHARLIE ON THE CATWALK
 Slowly rises, still groggy from the stupor of fear, exhaustion, relief. He gets to his feet, stares vacantly round. He looks forward - and the old fear contorts his features. The way to go is back, back! - as far as possible from the impact of collision. He staggers back toward the rear engine.

INT. DAY BACK TO BUCK AND MANNY

MANNY

He's comin' back here!

BUCK

We oughta give him a hand....

MANNY

(slaps Buck viciously across
the shoulder)You outta your stupid mind? When you
gonna grow up?

He grabs Buck by the blouse, starts to pull him away from the window.

EXT. DAY THE COUPLING BETWEEN THIRD AND FOURTH ENGINES

The fourth engine is also a G.P. 30, so that the coupling and crosswalk are the same as Charlie has conquered before. But that time he was driven to the act by fear and inspired by panic. Now the fear and panic - as well as the strength which welled up out of fear and panic - have oozed out of him; what is left is a numbed consciousness, half awake, half alive. His hands and feet are near-frozen, his teeth are chattering, his eyes bugging out. The wind is tearing him apart, the train lurches violently. As he stares dumbly down at the coupling he seems incapable of movement. At this moment he turns to look forward again.

A great chill seems to shake his body.

He sticks out one foot, tentatively, to test the ice-covered coupling. The four-foot chasm must look like infinity to him now. Inching his way forward, slipping, almost losing his grip, he finally crosses the endless bridge. He gropes his way along the catwalk, opens the door, and falls into:

INT. DAY THE CAB OF THE FOURTH ENGINE

As Charlie reels in.

The cab is empty.

Charlie falls to his knees. His teeth are chattering. His head almost touches the floor.

INT. DAY THE BATTERY COMPARTMENT DOWN BELOW

Manny and Buck huddled in the darkness beneath the door. They can hear nothing but the train noises. After a silent look at one another, they open the door an inch or two, peer into the cab through the slit. They can see Charlie (his back to them). He is now praying out loud, continuously crossing himself. Buck and Manny carefully let the door down again.

MANNY
What the hell's he doing?

BUCK
He's prayin'.

MANNY
What are you givin' me? Prison chaplains
I heard of! Train chaplains?

INT. DAY IN THE LEAD CAB

The speedometer reads 85mph. Through the front glass
we see snow, we feel the fantastic speed.

INT. DAY CAB OF THE B.F. 9.

Sam and Hank are peering through their front glass.

HANK
Can't see her yet. Poosh'em up, Sam.

SAM
I'm not pushin' her any more than this!

He points to the speedometer.

CLOSE SHOT THE SPEEDOMETER

It reads 90 MPH.

BACK TO TWO SHOT SAM AND HANK

HANK
Come on Sam! Think of that medal!

SAM
Who you kiddin'? All you got in mind
is bonus, bonus, bonus!

HANK
No, Sam - honest to God! All I wanna do is
catch the bastard! Come on, Sam - a le-e-e-tle
more push!!!!

INT DAY ROCHESTER CONTROL CLOSE SHOT THE CONTROL PANEL

The lights of the runaway, and the B.F. 9 pursuing. The
second light is catching up to the first.

INT. DAY AROUND THE PANEL

Douglas, MacDouglas, Frank, Dave staring at the panel.
Behind them, a sizable crowd of off-duty employees. There
is nothing audible at first, but the silent scream of tension.

DAVE
Runaway 85. The B.F.9 is now up to 95.

MACDONALD
Looks like old Sam's gonna make it!

FRANK

Don't count your chickens. They're still about a half a mile apart.

MACDONALD

Ninete-e-e-five! Wow! That's gotta be the highest speed we ever chalked up. Those rails-

He bulls through the crowd behind him, rushes to a doorway that leads to an adjoining room.

MACDONALD

Tony! What's the condition of the rails?

INT. DAY IN THE NEXT ROOM

TONY picks up a length of tape (much like an electrocardiogram) and reads it. He looks to Eddie standing in the doorway in b.g.

TONY

Good!

EXT. DAY THE TRACK

As the wheels of the runaway whizz past. They sink deep into the roadbed. Once the wheels pass, the rails hold a humming low-piano pedal TONE. This swells into a crescendo as the wheels of the B.F. 9 come roaring by.

INT. DAY IN THE CAB OF THE B.F. 9

Sam and Hank peering through the glass. The assistant suddenly points.

HANK

(shouts)

There she is!

EXT. DAY THROUGH THEIR FRONT GLASS

In a haze of snow the vague outline of the runaway can be discerned in the near distance.

INT. DAY FOURTH CAR OF THE RUNAWAY CHARLIE ON HIS KNEES

Praying. Nobody else in sight. But suddenly, out of nowhere, Buck's arms reach down and grab Charlie, haul him to his feet. Buck pins him against the front glass. Manny moves in close.

MANNY

Awright! - who are you?

Buck's grip on Charlie's throat is constricting. Charlie gasps for breath, his eyes roll. Manny nudges Buck, who loosens his grip. Charlie takes deep breaths, stares at the strangers.

CHARLIE

Charlie Briggs.

MANNY

Who cares what kind of a name you got!
 Didn't you hear me?
 Who are you? What are you doin' here?

CHARLIE

I'm the sheet metal worker. I - I check
 the sand pipes.

Buck once more grabs his collar.

BUCK

Yeah? How do you check 'em... by prayin'?

His hold is once more causing Charlie to gasp.

MANNY

Let him talk!

Buck loosens his grip.

CHARLIE

(vehemently)
 I'm prayin' to God to stop this train!!!!

MANNY

Prayin' to God? Why don't you just go up
 and ask the engineer?

CHARLIE

There is none!

Buck and Manny exchange bewildered glances. Charlie
 screams at them.

There's no engineer on this train!!!

Buck takes his hands from Charlie, who collapses to
 the floor. A WHISTLE BLOWS. Manny and Buck exchange
 glances. A look of hope and malice crosses Manny's face
 as he SHOUTS down at Charlie.

MANNY

If there's no engineer on this train, who's
blowin' that whistle?

He takes a vicious kick at Charlie. But Charlie seems to
 feel nothing. He is listening to something far off.

CHARLIE

(in a daze)
 That's not..... our train....

Buck too seems caught by the sound. He turns toward the
 rear window.

BUCK

Manny! Look!

Manny turns in the direction of Buck's gaze.

There's a train chasin' us!

Charlie springs to his feet, screaming ecstatically.

CHARLIE

They come to save us!

He thrusts the other two aside; tears open the door, runs out to:

EXT. DAY THE DECK OF THE FOURTH ENGINE

As Charlie appears. He starts frantically waving at the B.F. 9 behind.

INT. DAY CAB OF THE B.F. 9

Hank points forward

HANK

(shouts)

There he is!

Sam leans forward.

EXT. DAY THROUGH THE FRONT GLASS THEIR POV

The small, faint shadow of Charlie on the rear deck of the runaway, waving wildly.

INT. DAY THE CONTROL PANEL IN ROCHESTER

We see the two lights representing the runaway and the pursuing B.F. 9. The first light (runaway) is approaching a stationary light on the panel. Fran's finger moves into frame, points to this light. We HEAR:

FRANK'S VOICE

Port Byron. They gotta catch up by Port Byron.

Now the runaway light passes his fingertip.

INT. DAY THE GROUP OF MEN AROUND THE PANEL

FRANK

(dejected)

They didn't. Okay. Give Sam the red light.

Dave pushes a button.

BACK TO THE PANEL

A red light flashes in front of the runaway and the B.F. 9.

BACK TO GROUP SHOT AROUND THE PANEL.

MACDONALD

Why stop him now, Frank?

FRANK

At 95, that runaway'll tear that bridge to pieces. There won't be any bridge for Sam to cross.

(turns to Douglas, bitterly)

Want to call New York, Tommy? Wanna tell 'em we took a wild chance, and muffed it? The chase is over.

DOUGLAS

(incensed)

Come on, now, Frank - what the hell you accusing me of? Why get mad at me?

The two men stare with hostility at one another, until Frank shrugs.

FRANK

You're right. I'm sorry.

He turns back to the panel.

EXT. DAY THE DECK OF THE FOURTH CAB

Charlie still waving furiously to the B.F. 9 behind.

INT. DAY THE CAB OF THE FOURTH ENGINE

Buck and Manny staring out the window.

BUCK

You hear him? He said they come to save us.

MANNY

I heard! You know what being saved means?

BUCK

What?

MANNY

Being caught.

BUCK

And, if they don't catch us? We're dead!

He opens the door, runs out on the deck. Manny hesitates, then follows him.

EXT. DAY THE FLATCAR IN SYRACUSE

The same on which we first saw Manny and Buck. A harsh wind is blowing, ripping at the tarpaulin which covers the car. Suddenly, a corner of the tarp is ripped back - the bundle of clothing which Manny tossed back into the car is exposed. The wind, like an invisible animal, starts to tear viciously at this bundle.

INT. DAY CAB OF THE B.F.9

Hank and Sam, staring through the front window, bend suddenly forward, simultaneously.

HANK

Holy jumpin' Jerusalem! There's three guys

EXT. DAY THROUGH THE FRONT GLASS THEIR POV

Now three small waving shadows adorn the rear deck of the runaway.

BACK TO HANK AND SAM

Frozen a long moment, until Sam suddenly hits the brakes.

HANK

What're you doin'?

SAM

That was a red light we just passed, son.
Rochester wants us to quit.

EXT. DAY THROUGH THE FRONT GLASS

The three phantoms adorning the rear deck of the runaway now begin to fade as the runaway pulls away from the decelerating B.F.9.

BACK TO SAM AND HANK

SAM

Forget the medal. Forget the bonus.
(bitterly)
Forget it!

HANK

(gestures with his chin, quietly says)
Forget them too, huh?

EXT. DAY THROUGH THE FRONT GLASS

The rear engine of the runaway dissolves in the distance.

EXT. DAY SYRACUSE YARD

A yard man is walking across the tracks, into the teeth of the heavy wind. Suddenly an article of clothing, tumbleweed in the wind, catches against his legs. He bends down to brush the thing away, but it catches his attention.

CLOSER SHOT THE YARD WORKER

We recognize him now as Bob Wright, staring intently at the garment. He looks up.

ACROSS THE YARD HIS POV

The other pieces of clothing (out of Buck's bundle) are being blown off the flatcar.

BACK TO WRIGHT

Staring at the flatcar, then back at the garment in his hands.

INT. DAY CONTROL PANEL ROCHESTER

The light of the runaway moving faster and faster as it pulls away from the steadily slowing light of the B.F.9.

GROUP AROUND THE PANEL

DAVE

Runaway speed now 90. Three miles to the Seneca Bridge.

He looks up inquiringly at Frank, the unasked question in his eyes. A silence, then Dave speaks with forces enthusiasm.

DAVE (cont'd)

Okay, the bridge is pretty old, but they built 'em pretty good in those days!

FRANK

Before they ever heard of Diesel engines?!

Frank betrays his despair by shutting his eyes, rubbing his temples. At which moment, a whole battery of microphones starts flashing at once.

THE CONTROL PANEL

A number of red light signals start flashing on tracks 1 and 2 near Lyons. (The lights of the east and westbound trains.) They form a nervously complex pattern on the panel.

BACK TO DAVE AND FRANK

FRANK

(shouting)

All right, let's stop thinkin'! Let's move! Clear off all track 1 trains onto sidings or move 'em to track 2! Keep the track 2 trains where they are!

He picks up the Syracuse phone. But his initial words are drowned out by Dave, who starts barking into the mikes in a jargon so rapid-fire as to be almost incomprehensible.

DAVE

(into first mike)

Get off track one immediately onto the siding at Bellport.

(flicks it off, speaks into mike two)

Get off track one, take the siding at McKeesburg.

(flicks it off, speaks into third mike)

Stay where you are, don't -

Now his words are drowned out by

FRANK

(into phone)

Sheet metal?!....are you sure that's the guy?
...Well, would he, by some God-given miracle,
know anything about operating a train?

INT. DAY THE SYRACUSE FUEL SHOP

Cassidy is on the phone. He turns to a group of men nearby drinking coffee.

CASSIDY

Hey, you guys! Does Charlie know anything
about operating an engine?

One of the men (Steve) holds up a doughnut.

CASSIDY (cont'd)

(into phone)

Yeah! He knows zero!

INT. DAY THE CAB OF THE FOURTH ENGINE

Buck and Manny giving the third degree to Charlie. Manny is a different creature now. The soft voice is loud. The easygoing manner is gone. A harsh, bullying temper is taking over.

MANNY

So what the hell kinda jerk are you? You
work for the railroad and you don't know
nothin' about runnin' one of these jobs?

CHARLIE

(cowering, intimidated)

I'm just the sand box man, I told you!
I'm no engineer.

MANNY

(total revulsion)
Sand box!

CHARLIE

(a pitiful show of bravado)

Well, look who's talkin''. You guys work
for the line too, don'cha? You can't run the
engine neither!

Manny and Buck look at one another. Manny suddenly breaks
into an irritatingly high-pitched laugh.

MANNY

For the railroad!

He hits Charlie almost playfully on the face, as one slaps
a silly child.

MANNY (cont'd)
 No buddy. We don't work for no railroad.
 We work for the state!
 (outrageously amused by his own
 sense of humor)
 I mean we used to!
 (the big laugh again)

BUCK
 Come on, Manny, this ain't no time to laugh!

Manny stops laughing but his eyes hold on Charlie. Charlie cowers under the brutality of his look.

INT. DAY FUEL SHOP SYRACUSE

Cassidy stands thoughtfully by the phone. He slowly looks up.

CASSIDY
 Yeah, Bob?

WIDE SHOT IN THE FUEL SHOP

Wright stands in the doorway holding the blouse which blew against him. He comes forward to Cassidy. He looks round to make sure the other men in the b.g. cannot hear, then in a low voice:

WRIGHT
 Mr. Cassidy, I just found this in the yard.

CASSIDY
 (looks at it)
 So what?

WRIGHT
 (after a pause)
 It's part of a prison uniform.

Cassidy quickly looks up at him.

Blew off one of the flatcars.

CASSIDY
 (staring hard at him)
 How do you know it's a prison uniform?

Wright simply stares back at him without answering. Cassidy gets the message. He nods. He claps Wright on the shoulder.

Okay, Bob. Go back to work.

Wright leaves. Cassidy stares at the garment. The phone rings. He picks it up.

INT. DAY ROCHESTER CONTROL TOWER

FRANK

John, tell me - what kind of character is this Charlie? Can he be depended on in an emergency situation? Has he got guts?

BACK TO CASSIDY

He turns again to the men.

CASSIDY

Your buddy, Charlie - he got any guts?

STEVE

In his family his wife's the one with all the guts!

Amid loud laughter Cassidy turns back to the phone.

BACK TO FRANK

On the phone, listening, nodding.

FRANK

Too bad he didn't take his wife with him.

He hangs up. A mike flashes on. Dave answers it.

DAVE

(mike)

Rochester.

HANK'S VOICE

B.F. 9 here. You guys like big news flash? There ain't one guy riding on that runaway. There's three!

SERIES OF SHOTS DOUGLAS, MACDONALD, DAVE, FRANK

Portraits in astonishment. CAMERA holds on Frank, as he grabs the phone again.

FRANK

Fuel shop - fast!..... John? Is this guy Charlie the only one missing in your yard?

CUT BACK AND FORTH, FRANK AND CASSIDY

CASSIDY

We made a complete roll call. He's the one and only. Why? What's wrong?

FRANK

Not a thing. Except we just discovered he's got company. There are two other characters

FRANK (cont'd)
on that train.

Cassidy stares at the phone. He hangs up with a preoccupied air.

CASSIDY
(to himself)
Two others....?

He crosses to a table on which he placed the garment blown from the flatcar. He examines it. He crosses back, picks up another phone.

INT. DAY FOURTH CAB OF THE RUNAWAY
Manny and Buck cross-examining Charlie.

MANNY
I wanna know one thing! A guy works on the railroad - he's a railroad worker - and he gets caught on a train like this! What kind of a helfwit are you?

CHARLIE
Well, the train in the yards always makes a stop at the switchpoint to pick up the road engineers. I figured I'd get off there and -

MANNY
Aw shaddup! C'mere.

He hauls Charlie over to the console. He points.

Looka here.

CLOSE SHOT THE RED BUTTON MARKED "STOP TRAIN"
We HEAR:

MANNY
What happens if we push this?

BACK TO THREE SHOT MANNY, CHARLIE, BUCK

CHARLIE
Nothing.

MANNY
Why not?

CHARLIE
'Cause this is not the lead engine! When they're hooked up like this, all the controls are in the lead engine.

BUCK

How? What connects us with the lead engine?

CHARLIE

The cable.

MANNY

Where is it?

CHARLIE

Between the engines!! Where else -

MANNY

Okay! Let's tear it apart.

CHARLIE

You crazy? It's impossible. That cable's all covered with ice. You could never pull it apart.

MANNY

Impossible?! We gotta do something! We don't do something, we're dead! Come on, let's go!

He pushes Charlie into the lead, they all go out the door to the deck.

INT. DAY THE SYRACUSE FUEL SHOP

Cassidy stands by while two plainclothes men, MULVEY and HARRISON examine the pile of clothes from the flatcar. Mulvey suddenly turns to Cassidy.

MULVEY

Okay, it begins to make sense. Now listen. We got the word from Cornwall last night. Two guys broke outa prison. And last night somebody broke into a hock shop in Cornwall and stole two pairs of pants, two pairs of shoes, two pairs of gloves, two lunch pails....

HARRISON

We figure it coulda been the same two guys broke outa stir.

CASSIDY

(taps his head)

Very good thinkin! It coulda been.

MULVEY

They also stole a guitar.

CASSIDY

(always deadpan)

One or two?

MULVEY

One hour after these guys broke out, eleven-thirty-two, a freight pulled outa the Cornwall station. Now - did that eleven-thirty freight pull in here, by any chance?

Cassidy nods

HARRISON

Then those two cons coulda hopped that freight!

CASSIDY

They coulda.

MULVEY

So it's makin' sense. We're gonna throw a dragnet around this whole yard, look for these guys.

HARRISON

One of them was a big kid, 22, hunnert and eighty seven. The other was a little guy, maybe a hunnert and thirty, five three..

CASSIDY

(final exasperation)

A hunnert and eighty five and a hunnert and thirty? You think you got a couple of escapees? We got one 210 feet long and weighs about a million pounds!

MULVEY

Wha-?

CASSIDY

We got a runaway train on our hands! And if you want some real news, I give you ten to one your two guys are on it! Why the hell you think I called you guys?

Mulvey and Harrison stare dumbfounded at him. The phone rings. Cassidy picks it up.

CASSIDY

Cassidy... Frank. I been trying to get you. Listen, I got a Lieutenant Mulvey here who's got some news for you.

(hands the phone to Mulvey)

It's the Rochester control tower. They're trying to stop that train. You wanna tell 'em what you're lookin' for?

Mulvey slowly takes the phone from his hand.

MULVEY

This is Lieutenant Mulvey, Syracuse police
(to Cassidy)
What's his name?

CASSIDY

Barstow.

MULVEY

Look, Barstow, I think maybe we're gonna
be in the same business for a while.

INT. DAY ROCHESTER CONTROL TOWER

Frank on the phone. He listens, he nods.

FRANK

Uh, huh....uh huh.... I see.... Isee....
(pause)

Not at all, Lieutenant. I'm glad to hear
it! If they were smart enough to bust out
of prison, maybe they're smart enough to
stop that runaway.

EXT. DAY THE FRONT DECK ENGINE FOUR

As the three appear, into the face of the violent wind and snow.
Manny is shoving Charlie ahead of him. When they reach the
coupling between the engines, Charlie points down and yells some-
thing inaudible. (All words are inaudible at this point, but their
meanings are perfectly clear).

EXT. DAY THE COUPLING

A fat cable, it is indeed completely covered with ice.
Beneath it, the rails race swiftly by.

BACK TO SIDE DECK

Manny yells something to Charlie. Charlie backs away from him.
Manny aims a kick at his rear, then turns to Buck and yells at
him. Buck sits down, grabs the handrail, starts kicking at the ice
on the coupling. Charlie hesitates, then sits besides him, starts
kicking too. Their positions are precarious. Manny stands apart
from them, safe by the handrail, constantly shouting into the wind.

CLOSER SHOT THE COUPLING

The kicking has its effect; the last of the fragments of ice fall
away from it. Now we see the socket that must be unplugged.

BACK TO BUCK, CHARLIE, MANNY

Buck crawls out onto the deck. Charlie plants his feet firmly at
the base of the railing and holds onto Buck by the hips. Buck
looks up at Manny and shouts. We see the revulsion in Manny's face,
but he sits down beside Charlie and helps hold onto Buck. With
the upper half of his body hanging out over the coupling,
Buck grabs the cable.

EXT. DAY OVERHEAD SHOT -BUCK

Struggling with the coupling. The cable rolls violently, the snow engulfs, the wind rips. The dizzying pace of the rails passing below seem to suck one down, down.

INT. DAY ROCHESTER CONTROL

The men are studying the panel. A phone rings. An office worker picks it up in b.g. We see him talking into it, then he holds it up, shouts across the room:

MAN

Mr. Barstow!

Frank crosses to the phone, takes it from the man's hand.

FRANK

Barstow.

INT. DAY JOHN BELLAMY

BELLAMY

(angry)

Bellamy! Why isn't this line being kept clear? Why do I have so much trouble contacting you?

CUT BACK AND FORTH, FRANK AND BELLAMY

FRANK

We been busy, sir.

BELLAMY

Is that train still on the loose?

FRANK

Yes sir.

BELLAMY

What are your plans?

FRANK

To stop it.

BELLAMY

How? Would you mind favoring me with a brief outline of your plans?

FRANK

Not now, sir. We're trying to run a railroad.

He hangs up, starts back to the panel.

EXT. DAY THE SIDE DECK

Buck grimaces, turns his face to Manny, shakes his head in defeat. Manny's scream is barely audible above the noise:

MANNY
YOU WANNA LIVE OR YOU WANNA DIE?

CLOSER SHOT BUCK

Bending back to the cable; the veins in his head and neck bursting from the strain of trying to loose the coupling.

EXT. DAY VARIOUS SHOTS

The swirling snow...the wind tearing at the three men... their precarious footholds...the track whizzing by underneath Buck... the violent rolling...and above everything the horrendous NOISE of the coupling: steel grinding steel.

ANOTHER ANGLE

Little by little, Buck manages to make the frozen socket pull apart. (The inside of it, like a lotus root, has many holes). Immediately, the SOUND decreases. (The electricity to the fourth engine has been cut; its power is shut off; the SOUND of its engines dies).

Manny cries out in triumph. He gestures: "Let's go up front and try it again!" Charlie clings to Buck's torso with a face so distorted he seems ready to cry. Buck is ready to collapse from the strain.

INT. DAY ROCHESTER CONTROL TOWER

DAVE

Frank...the runaway's dropping speed.
She's down to 80.

FRANK

Great.....
(but worried)
Buy why? Why's she dropping speed?

Douglas points to the panel.

DOUGLAS

She's almost on the bridge!

Frank runs into the next room, the others close behind him.

INT. DAY THE ADJOINING ROOM

Tony is watching the rail shock gauge. The others crowd around him. A dead silence.

EXT. DAY SIDE DECK OF THE THIRD ENGINE

Grasping the handrail, fighting snow and wind, Manny, Buck, Charlie move slowly forward on the icy foothold.

INT. DAY LEAD CAB OF THE RUNAWAY THROUGH THE FRONT GLASS

The Seneca Bridge is approaching. We can see the emergency crew standing by. Their faces show their anxiety and fear.

EXT. DAY THE BRIDGE AT THE WATER LINE

The still pontoons supporting the bridge draw great black circles on the surface of the water as the bridge sinks lower, lower.

EXT. DAY SIDE DECK OF THE RUNAWAY THIRD ENGINE

This anti-gravitational force makes the men strain for their lives on the handrails; they seem about to be flung into the void.

INT. DAY CLOSE SHOT THE RAIL SHOCK GAUGE

Violent shocks are being recorded on the tape.

EXT. DAY ON THE BRIDGE

The runaway completes the crossing.

EXT. DAY WIDE SHOT THE EMERGENCY CREW

Their frozenly anxious faces suddenly - all at the same instant - seem to unfreeze.

INT. DAY ROCHESTER CONTROL TOWER

As everybody shouts with relief, joy. ("She made it!" "How about that!" "Good old Seneca!")

INT. DAY CLOSE SHOT THE RAIL TRACK GAUGE

The shock waves have stopped, the reading returns to normal.

BACK TO GROUP AROUND THE TAPE

The babble of relief and triumph. Frank breaks away from the group, walks back into the control tower. The others follow him.

CLOSE SHOT THE CONTROL PANEL

The light of the runaway is now beyond the bridge.

GROUP AROUND THE PANEL

FRANK

What's her speed?

DAVE

No change. Eighty.

EXT. DAY THE RUNAWAY THE COUPLING BETWEEN ENGINES TWO AND THREE

Buck, Manny Charlie in the same positions as before, trying to unhook the cable as before. Buck heaves mightily, the others hold on to him with all their strength. Buck finally lets go, cries out in anguish, holds up his hands. ("I can't - my hands are frozen!") Manny screams back at him ("You're not the only one!") Buck gropes back for the cable.

INT. DAY INFIRMARY IN THE SYRACUSE YARD

The yard engineer, Al, lies on a cot, his head heavily bandaged. A doctor sits beside him, feeling his pulse. The bundle of prison clothes is on a table nearby, immediately apparent. Cassidy stands by, looking on. Mulvey and Harrison are looking at the doctor. He nods to them. They sit beside Al and start a tough interrogation of the prostrate man.

MULVEY

Okay....you're the yard engineer, huh?

Al stares into space.

Now tell us how it happened.

There is pain, despair, a touch of wildness in Al's replies to the officer. We infer he is not quite right in the head yet.

AL

I don't know!

MULVEY

Maybe we can help you. You're in the cab, you're takin' the engine to the switchpoint, when these two guys jump you. From behind - huh?

HARRISON

They were hiding in the cab all the time!

MULVEY

They clobbered you over the head and they threw you out. Is that the way it happened?

AL

(softly)

She started by herself.

MULVEY

Now look, buddy, all we're tryin' to do is find out.-

AL

(losing control)

If she's gonna do a thing like that, why's she have to do it to me? You know how many times I handled that baby? What's she got against me?

HARRISON

(puzzled)

Is he talkin' about the train?

MULVEY

(driving hard)

Now look! Just give us a yes or a no! Did

MULVEY (cont'd)
 these guys jump you from behind - were
 they hidin' in the cab all the time - or

Cassidy moves into the group, gestures to the officers to
 move away, to let him take over.

CASSIDY
 Awright, awright-

Mulvey and Harrison rise, Cassidy sits beside the bed.
 His tone is strangely tender.

CASSIDY
 Al.....

The engineer turns his eyes to him.

What happened?

Al stares at Cassidy, makes to reply.

Somebody hit you from behind?

Al shakes his head.

She get outa control? Is that what happened?

AL
 The throttle jammed! I couldn't do nothin'
 with it. I reach for the red button....

He cannot continue. Cassidy speaks softly, solicitously:

CASSIDY
 Did you get hit? Somebody hit you?

Al shakes his head.

AL
 We're coming round the curve. I reach for the
 red button - wham! I get thrown outa the chair!
 Outa the chair, outa the door, under the railing....

Great tears loom up in his eyes.

CASSIDY
 Al, tell me something. You got thrown out?
 You didn't panic in there? You didn't jump
 off the train when you got scared?

AL
 I didn't get scared!!! What the hell you think
 I am anyway.

CASSIDY
 Take it easy. Easy.

Cassidy stands up, turns to face Mulvey and Harrison.

MULVEY

I still say that the way it happened.
They were waiting for him. Soon as he got
the train started for 'em, they socked him
and took over.

CASSIDY

Yeah. With one thing wrong. Anybody dumb
enough to steal a train is smart enough to
run a train. And from the reports we're
gettin' the guys on that train don't know
nothin'!

Dead expressions all around as they all turn to look at
the man in the bed.

INT. DAY THE CONTROL PANEL

The light of the runaway advancing westward.

INT. DAY THE MEN AROUND THE PANEL

DAVE

She's down to seventy! Is that great?

Everybody sighs with relief, everybody but

FRANK

Yeah, great. But what's slowing her down?

A signal flashes on one of the mikes. Then another flash. Another.

DAVE

Hey, Frank! Help!

ON THE CONTROL PANEL

We see lights representing all the trains that have been
stopped in order to clear the track for the runaway. We
see red stop-lights in front of these trains.

GROUP AROUND PANEL

Frank rushes back into the battery of mikes. He and Dave begin
the rapid-fire patter with the mikes. Their voices mix in a
jumble of instructions.

DAVE

Rochester.... okay, stay there until -

FRANK

Rochester... no! Stay there until you hear -

DAVE
 (another mike)
 Rochester... yeah, go ahead with procedure -

INT. DAY ON THE RUNAWAY, CAB OF ENGINE TWO

The door leading to the engine room opens. Manny, Buck and Charlie enter. Snow-covered, showing signs of terrible wear and tear, they enter with shouts of joy.

MANNY
 Two down, two to go!

CHARLIE
 I can feel her slowing down!

Charlie rushes to the front window, and suddenly the joy drains out of him. He puts his head in his hands, crumples to the floor.

MANNY
 Whatsa matter with you?

CHARLIE
 This is the end of the line.

Buck pulls him to his feet.

BUCK
 What're you talking about?

Charlie feebly points to the front window.

CHARLIE
 Man, I been here before. I tried to get that first engine. It's impossible.

MANNY
 Impossible - yeah! You said that the last time. Come on!

CHARLIE
 I know what I'm talkin' about! It's impossible!

Manny looks him over. He pronounces the following loudly, gloatingly, proudly.

MANNY
 Man, don't you ever use that word to a couple of guys just broke outa prison!

He looks for the expected sign of shock on Charlie's part at this disclosure. But Charlie barely bats an eye. Manny blasts away at him:

MANNY (cont'd)
 Couple of guys like Buck and me, climbing
 over an engine is nothin'. Last night, we
made the prison wall!

Still no reaction from Charlie. Manny is infuriated.

You hear what I just said? You're
 traveling with a couple of guys just
 broke outa prison! We're on the lam!

CHARLIE
 (stares up at him)
 What am I supposed to do - start shakin'
 all over? You think you can scare me -
 (looks around the cab)
 Now?!

Manny stares at him with furious frustration. He turns to Buck.

MANNY
 Come on, Buck! We're gonna make that first
 engine.

BUCK
 Can't we take a little rest?

MANNY
 Is the train takin' a rest?! Come on,
 come on!

CHARLIE
 There ain't even enough room for two guys
 out there!

MANNY
 (cajolingly)
 So what? Bucky can do it all by himself.
 What the hell is this compared to that
 wall we climbed last night?

BUCK
 That wall wasn't movin'!

MANNY
 A wall is a wall!! We did it last night,
 didn't we? You can do it again.

He opens the door to the catwalk.

MANNY (cont'd)
 You don't need us, Bucky. They got hand
 rails out there you can hang on.
 (loudly)
Get goin'!!

Buck walks out. Manny slams the door shut.

CHARLIE

You sure got lotsa guts with his muscle!

Manny turns, backhands Charlie, knocks him down.

MANNY

Ask him what good his muscle is without
my guts!

He goes to a corner of the cab, sits down. Charlie jumps up, runs to the window.

Through the glass, we can see Buck inching his way forward on the outside catwalk.

EXT. DAY ON THE CATWALK

Buck picking his way forward. Charlie keeps step with him on the inside, separated only by the glass.

The distance from the cab door to the nose is only eight feet. But the catwalk on a D.F.A2 (streamliner) is four inches wide. It has no guard rail. Buck is reaching overhead, clinging to a handrail attached to the roof. Both catwalk and handrail are intended for the use of window-washers when the train is in the yards. They were never meant for present purposes.

Buck makes slow headway forward, against the storm, hand over hand on the roof handrail, foot in front of foot on the precariously narrow catwalk.

INT. DAY BACK INSIDE THE CAB

Charlie, separated from Buck by the glass, shows as much anguish as if were on the outside.

CHARLIE

For God's sake, stop him! It's crazy!

MANNY

Gimme a cigarette.

CHARLIE

I don't smoke.

Manny spits in disgust, then draws a pack out of his own pocket, lights up.

MANNY

What kinda jerk are you, anyway? Of all the guys we coulda been caught with on this train, we get one woulda been more help if he wasn't here.

He suddenly raises his voice, SHOUTS to the battered figure of Buck on the outside.

MANNY (cont'd)
GET MOVIN!!! YA JERK!! GET MOVIN!!!

CHARLIE
He'll never make it!

MANNY
He'll make it. I tell him to do something,
he does it.

CHARLIE
(shouts)
Come back! Hey Buck! Come back!

As if he can hear (which he cannot) Buck turns, starts to make his way back toward the door. Charlie tears the door open. One arm holds fast to the jamb of the doorway, the other reaches out.

EXT. DAY OUTSIDE THE ENGINE

Charlie grasps Buck's blouse, starts helping him back.

INT. DAY INSIDE THE CAB

With a muffled curse, Manny leaps up, rushes to the door, grabs Charlie, swings him back into the cabin. He slashes him across the face, sending him across the cab. He slams the door shut, turns to the window, makes wild gestures at Buck.

MANNY
(top of his voice)
GO BACK, YA CRUMB! DON'T COME BACK IN HERE!
KEEP GOIN!! TURN AROUND AND KEEP GOIN!!!!

Buck (his hands above him clinging to the roof rail) staring in at Manny, changes his direction, starts forward again.

INT. DAY ROCHESTER CONTROL PANEL

Frank and Dave at the panel.

FRANK
Any more loss of speed?

DAVE
Still seventy.

Frank looks at the panel, picks up a phone.

FRANK
Savannah? Rochester here. The train coming
your way is a runaway. Four engines. There
are three men aboard. Here's what I want you
to do. When she passes you, take a good look.

FRANK (cont'd)

See if you can spot which engine those men are in... No, no! I'll hang on.

EXT. DAY THE RUNAWAY LEAD ENGINE

In the distance the Savannah station can be seen. A figure comes running out to trackside.

EXT. DAY THE SAVANNAH STATION

As the runaway roars by.

EXT. DAY THE STATION ATTENDANT

Staring up as she roars by. The figure of Buck on the catwalk of the second engine is dimly visible. The attendant rushes back into the station.

INT. DAY THE SAVANNAH STATION

As the attendant picks up the phone.

ATTENDANT

Yeah! She just went through. All I could see was one guy hanging on the catwalk of the second engine. The D.F.A2.

INT. DAY ROCHESTER CONTROL

Frank on the phone.

FRANK

On the catwalk?!?. Okay, thanks.

(hangs up, half-murmurs to himself)

D.F.A2....

(to the others)

The second engine is a streamliner. And one of those guys is on the catwalk, trying to cross from the second engine to the first...

EDDIE

What?

DOUGLAS

Is it possible?

FRANK

Not from the catwalk. There's a door up in the front of the cab. Why the hell haven't they seen that door?

INT. DAY CLOSE SHOT THE LOWER HALF OF MANNY'S BODY

He is standing against the front end of the cab, his back to the window. Now he turns around to face the window. There is a cardboard carton in front of the cab, which hides the outline of the door.

WIDER ANGLE MANNY FACING THE FRONT WINDOW

We can see Buck through the window. He has managed to reach the far side of the front window.

EXT. DAY BUCK OUTSIDE

Clinging to the handrails, his face pressed against the front glass, Buck pushes a log down over the nose, feeling for a foothold. His foot reaches the front headlight (front center). He kicks at it. Directly under his foot we can see the outline of the door in the nose. Now Buck raises his head to yell something in to Manny and to shake his head.

INT. DAY INSIDE THE CABIN

MANNY

(screaming)

Don't you turn back, now, you bastard!

Hold onto that headlight and climb down!

Manny is screaming directly into Buck's face. But Buck is shaking his head, starting to move back to the catwalk. As he continues this retreat, Manny goes wild with rage.

MANNY (cont'd)

No you don't, no you don't! You don't come back in here you lousy coward - not till you finish the lousy job!

Buck has reached the catwalk, starts inching his way toward the door. Manny keeps pace with him by the window, screaming all the way.

MANNY (cont'd)

You don't get back in here - you hear me!? You don't finish the job, you stay out there and freeze to death, you crumb! You lousy coward! You're no good! I told you that a thousand times, I tell you again - you got no guts! YA GOT NO GUTS!!! And you're not comin' back in here!!!

He steps to the door, bolts it from the inside. He rushes back to the window-side of Buck.

See that?! Ya see that? You ain't comin' back in here, you crummy bastard!

He starts to laugh.

INT. DAY CHARLIE

He lies in the corner. Blood trickles from his mouth. He stares stupidly in Manny's direction. Over this we HEAR Manny's laughter.

INT. DAY ROCHESTER CONTROL PANEL

The light of the runaway is approaching a station light.

INT. DAY GROUP IN THE TOWER

Close by the panel. Douglas and MacDonald are studying a large diagram of an engine spread out on a table. Frank turns from the panel, joins them. As if this discussion has been going on for some time:

FRANK

All right - now let's do some simple thinking. What do we know? The runaway has dropped speed twice. First possibility, the men on the train have somehow cut off the power of two of those engines. Does that make sense?

MACDONALD

Check.

DOUGLAS

Go on.

FRANK

Okay. How did they do it? They haven't gotten to the lead engine yet. That means they couldn't have used the throttle to slow'er down.

DAVE

All they'd have to do is press the red button on the control panel.

DOUGLAS

That's right! It says "Engine Stop" right under the button, plain as the nose on your face. That's what they did! They found the red button in engines three and four and they -
(makes a gesture of pushing a button)

FRANK

Sounds simple. One thing wrong with it. The power has been cut off in engines three and four. Why haven't they cut off the power in the second engine the same way?

DOUGLAS

I don't follow -

FRANK

They're in the second engine right now! There's a red button there! Why haven't they hit it?

DOUGLAS

(baffled)

Is there some other way to cutt off the power?

MACDONALD
 (a wild guess)
 They disconnected the cables!

FRANK
 (shakes his head)
 On a train going that fast? In this weather? Forget it.
 (pause)
 Okay! They found some way to cut off the power. Whatever it is, it works. Now, they're trying to get into the lead engine to try the same trick there. Our job is to show them how to get there. Through that front door.

MACDONALD
 How we gonna show 'em?

A voice calls out from the crowd of onlookers.

VOICE
 What about the mail catcher?

Frank jerks to attention.

FRANK
 Would they know about the mail catcher?

DAVE
 Even if they knew, they could never grab it going seventy.

ANOTHER VOICE FROM THE CROWD
 How about hanging a big sign from the high iron?

DOUGLAS
There's an idea!

FRANK
 They couldn't read a lot of instructions on a big sign at that speed!

MACDONALD
 We write it out along the side of one of the freights we have on a siding!

FRANK
 Too close. Too fast. They'd be looking at one big blur.

DAVE
 Frank, listen. The S.L.15 is on the track 2 siding at Lyons. That siding is way off the tracks, back of a marsh. You could read something at that distance.

Frank thinks this over a brief moment, then grabs a phone.

FRANK
Lyons?... Rochester control here.
Now lend an ear....

EXT. DAY THE CATWALK OF THE SECOND ENGINE

Buck has made it to the door. One hand holding the roof railing, one banging on the door. Manny is peering at him from the inside of the window, gesturing as if to say "Get back up front!" But Buck keeps banging madly on the door.

INT. DAY INSIDE THE CAB

Charlie, still huddled in his corner, still bloody, rises, crosses to Manny, grabs him.

CHARLIE
Let him in! For God's sake, let him in!

MANNY
(thrusting him off)
Shaddup!

CHARLIE
No, listen! I got an idea! But we need Buck for it.

MANNY
What's your idea?

CHARLIE
Why don't we disconnect the coupling?

MANNY
What the hell's the coupling?

CHARLIE
It holds the engines together! Now listen - the last two engines got no power in 'em any more - right? Okay! We disconnect them from the first two - then they're loose, without any power. They they got to stop!

Manny jumps up, opens the door. Buck comes staggering in. Charlie helps him in, helps him settle to the floor, starts rubbing his face and hands.

CHARLIE
You all right?

BUCK
(to Manny)
Whad'ja do that for?

MANNY

Come on, get up! We got a great idea!
We're gonna disconnect the last two engines
from the first two!

BUCK

Whad'ja keep that door locked for?

MANNY

Who the hell you think opened it for
you?! Now, come on, get up, we're
gonna disconnect the last two engines.

CHARLIE

No, you're not.

MANNY

Wha--?

CHARLIE

It's impossible to disconnect the
coupling! I only said it so you'd
let him in!

Manny leaps on Charlie, wrestles him down, starts to pummel
his head against the floor. Buck leaps on Manny and pulls
him off.

BUCK

Leave him alone!

MANNY

(struggling in his arms)

You know what he just did? - the dirty
little double-crossing -

Buck throws Manny across the room.

BUCK

I said leave him alone!

Manny stares at him wild-eyed. Slowly he starts toward Buck.

MANNY

Now just who the hell do you think you -

But Buck's loud voice stops Manny in his tracks.

BUCK

Now look, Manny! I never hit you! I
never once hit you! But you start something
now and I swear to God you'll never get up.
I got every right to, Manny! I got a right
to kill you for what you just did!

(pause, he calms down)

But I need you.

CHARLIE

For what?

BUCK

(still talking to Manny, he jerks
a thumb at Charlie)

He said it was impossible before, didn't he?

MANNY

(a total change of mood, elation now)

Yeah!

Buck starts for the door.

CHARLIE

(yells)

You're gonna uncouple a moving locomotive!?

MANNY

Yeah! That's what we're gonna do!

He grabs Charlie and pulls him out after Buck.

EXT. DAY THE SIDING AT LYONS LONG SHOT

We can see the S.L.15 on the other side of the tracks, across a marsh. We see men carrying ladders, pails, all the paraphernalia of painters, running toward it.

CLOSER ANGLE THE SAME

These men jam the ladders against the train, start climbing with their paints and brushes.

EXT. DAY ON THE RUNAWAY BETWEEN ENGINES TWO AND THREE

The catwalk of the engine three runs clear around the nose of the engine, with a guard rail all the way. Buck is on the deck, leaning down to the coupling. Manny and Charlie are holding on to him.

CLOSER SHOT BUCK GRAPPLING WITH THE COUPLING

One good look at this coupling is enough to tell us that the job is - in Charlie's word, finally - impossible. Buck struggles mightily, then shakes his head, bends back to the catwalk. Manny keeps shouting at him, keeps trying to force him to go back to the coupling. Buck keeps shaking his head, struggles to get back.

EXT. DAY THE LYONS SIDING

The painters have succeeded in painting several large letters on the sides of the trains. They still work frantically.

EXT. DAY BACK TO THE FRONT OF ENGINE THREE

Buck is now back on the catwalk, remonstrating with Manny, who keeps screaming at him. On both sides of the catwalk up front there are steps leading to the ground. Manny starts shoving Buck down these steps, pointing to the footboard on the stairway, about a foot above the tracks. He reaches over to the coupling.

CLOSER SHOT BUCK GRABBING THE COUPLING FROM THE SIDE

The sight below him is hideously hypnotic: the rails speeding by (extremely close to him) in a welter of snow and wind and noise.

TWO SHOT MANNY AND CHARLIE

Looking down. Charlie can't take it; he closes his eyes, turns away. Manny turns to scream at him.

ANOTHER ANGLE THE THREE MEN OVER THE COUPLING

But now in the b.g. we can plainly see the S.L.15 rolling into sight. On its side, plainly printed, easy to read from the distance, are the words:

OPEN DOOR FRONT OF CAB

HIT RED BUTTON FIRST CAB

EXT. DAY IN THE LEAD ENGINE OF THE S.L.15

A man pulling furiously at the alarm whistle. Its screech is ear-splitting.

BACK TO THE RUNAWAY BUCK, MANNY, CHARLIE

They are too preoccupied with what they are doing to look up. They cannot hear the alarm whistle because of their proximity to the rails. The S.L.15 slides from sight as Buck continues to fight the coupling.

INT. DAY ROCHESTER CONTROL PANEL

The light of the runaway passes the Lyons light.

THE GROUP AROUND THE PANEL

Intently watching. A signal on one of the mikes starts flashing. Frank clicks it on.

FRANK

Rochester here. Go ahead.

MIKE VOICE

No soap. We saw them - on the outside between engines two and three. But they didn't see us.

FRANK

Did you hit the alarm whistle?

VOICE

We blew like hell. I guess they couldn't hear us.

FRANK

What were they doing out there?

VOICE

I hate to say this, but it looked like they were trying to uncouple the engines.

FRANK

(a terrible groan of despair)

No-o-o-o-o-o.....

Frank clicks off the mike, falls heavily into a chair.

We sense the heat in the room. Everyone sweats, everyone is silent - all eyes on Frank. He gets up, takes a look at the panel, starts pacing. All eyes stay on him. Someone in the crowd calls out:

VOICE

You fellas want something to drink?

DOUGLAS

Good idea. I could stand a coke.

(solicitously)

Frank?

No reply.

MACDONALD

Coffee for me.

DAVE

Coffee

FRANK

Arsenic.

He suddenly turns to Dave.

Isn't there a westbound express somewhere in that neighborhood?

DAVE

(to man)

He takes iced coffee.

(to Frank)

The Empire State Express bound for Chicago.

We stopped her at Devlin.

FRANK

Okay. Detach those engines and tell 'em to start chasing.

DOUGLAS

(shocked)

You're gonna try it again!

DAVE

Why not? Those engines can do it!

DOUGLAS

They cannot drag that runaway to a stop!

FRANK

They're not going to drag her to a stop.

We're going to try something else this time.

DOUGLAS
(relieved but anxious)
What?

FRANK
Have 'em pull up to the runaway, and get the
assistant engineer to climb aboard.

Dave grabs a phone.

EXT. DAY BACK TO THE COUPLING BETWEEN ENGINES TWO AND THREE
Charlie helps an exhausted Buck up the steps of the catwalk.
Manny is screaming at both of them. Charlie helps Buck down
the catwalk to the door of the third cab, opens the door,
together they fall in.

EXT. DAY MANNY
On the footboard, staring helplessly after them. He aims a
kick at the coupling, climbs the steps, staggers down the
side deck, follows them into the cab.

EXT. DAY DEVLIN
We see men working at fever pitch, detaching the engines
of the Empire State Express from the rear of the train.

INT. DAY IN THE THIRD CAB OF THE RUNAWAY
All three men lie panting on the floor. In their exhaustion
they do not notice that the windows are caked with ice and
snow. Manny is the first to get his breath, to sit up.

MANNY
Why the hell is it so cold in here?

CHARLIE
We discontinued the power, didn't we?
The engine stops, the heat stops.

MANNY
(rising)
You wanna stick around to freeze to death?
I'm goin' back where it's warm.

He opens the door, waits there. Charlie, shivering now,
rises.

CHARLIE
(to Buck)
Come on.

But Buck, exhausted, slowly shakes his head.
Whatsa matter with you? Come on!

BUCK
(barely audible)
Gotta rest.

Charlie still hovers over Buck. Manny shouts:

MANNY
Come on! He'll follow us when he
gets cold enough!

Charlie looks worried, but he can no longer bear the cold. He goes out the door. Manny turns to Buck, jerks a thumb after Charlie.

MANNY
Him and his big ideas! Disconnect
the power!

He follows Charlie out.

Buck stares after Manny. His eyes show exhaustion, bewilderment, disillusionment. Slowly, he shakes his head. Slowly, he rises. He goes to the door, opens it.

EXT. DAY ON THE SIDE DECK

As Buck appears from the cab. He looks forward, but does not move in that direction. He turns and starts toward the rear of the train.

INT. DAY ROCHESTER CONTROL PANEL

The light of the runaway advancing toward Devlin.

THE GROUP AROUND THE PANEL

Watching the light. One of the mikes flashes. Frank clicks it on.

FRANK
Rochester. Go ahead.

MIKE VOICE
This is the Empire. We're all set.

FRANK
Okay. She should be passing you in about
three minutes. She's doing seventy. Good luck!

VOICE
Okay.

Somebody comes in with a load of coffee and cokes on a tray. He offers the tray to Frank, absorbed now in the panel. Frank automatically picks up a glass, pours cream into it. He drinks, shows no reaction.

DAVE
Frank....

FRANK
HMMMMMM?

DAVE

You always take cream with coke?

Frank looks at the drink. Now he makes a sour face.

INT. DAY SECOND CAB

Charlie's squatting, staring into space. Manny is pacing frenziedly. Suddenly Charlie jumps up, starts tugging at the rope of the alarm whistle. Manny watches him, then sneers.

MANNY

You think that's gonna stop the train?

CHARLIE

When you need help you holler for help!

MANNY

Now that's smart! That's a real philosopher we got here. I mean, a guy with real brains, a guy who knows -

The door opens, Buck comes in carrying his guitar.

And whatta we got now? We got a philosopher and we got a guitar player. Only the philosopher's a jerk and the guitar player can't play the guitar. What the hell you gotta go back for that thing for?

BUCK

It's my guitar.

MANNY

(disgust)

Ohboyoboyoboyoboy....

Charlie is near the heater, holding up his hands for warmth. Buck moves down beside him. Charlie moves so that Buck can warm his hands.

CHARLIE

That right? You can't play it.

BUCK

Nah....

CHARLIE

Nothin'?

BUCK
 (strums guitar)
 Nothin'.

CHARLIE
 So whaddaya carry it around for?

BUCK
 (angrily)
 You have to play it to carry it
 around

He sees the hurt look on Charlie's face, he softens:

Only one song I ever wanted to play,
 anyway.

MANNY
 Awhaw! He-e-e-ere we go!

CHARLIE
 What song?

BUCK
 (slow to start, then softly)
 The railroad run past the prison,
 you know? We used to listen every
 night. You know - all thinking
 the same thing. You know "Boy,
 I'd like to be on that train".

CHARLIE
 Yeah?

BUCK
 But one guy had a different idea.
 That's what we wrote the song about.

CHARLIE
 How'd it go?

Buck speaks the words haltingly and he strums in a
 totally unmusical way, but what ensues is a strange sort
 of music.

BUCK
 How when the train goes by the prison, the
 engine hollers out to us guys inside, 'Hey,
 you guys, you think you got chains? Looka
 me! I got a mile of freight on my back...
 You wanna know what it's like to be hooked
 in.... looka me....whooo whooo.... and don't
 be jealous.
 (looks embarrassed, at Charlie)
 Like that.

CHARLIE
The engine says that? The engine talks?

BUCK
Yeah.

CHARLIE
That's kinda crazy.

He looks up. Slowly his eyes take in the whole cab.

BUCK
You think so.

CHARLIE
What?

BUCK
(pause, he closes his eyes)
Nothin!....

INT. DAY ROCHESTER CONTROL PANEL

The men are staring at the light of the runaway on the control panel.

The mood now is strangely silent; a trance-like resignation seems to have taken over. Frank moves slowly away from the panel. He speaks almost to himself:

FRANK
Dave, supposing - just supposing - we can't stop her. Suppose she got away from all of us, all the way down the line. Where could she wind up?

DAVE
Man! She's got enough oil in her to take her to Hawaii, if they had track all the way.

Frank walks to his fish tank, stares over the rim into the water.

FRANK
(barely audible)
Hawaii....

DAVE
I read you right? You jealous of that train?

Frank pauses a long time, staring into the tank, before he replies:

FRANK
Maybe that's it....

DAVE
(amused)
Why? you got a feeling maybe you'd like to run away?

Frank does not answer. His silence seems to stir mysterious forces. The others in the room all stare at him. Something alien, something languid is seeping into the room, into the thoughts of all these men,

DOUGLAS

What are you running away from?

MED SHOT FRANK STARING INTO THE TANK

Over this, as if to illustrate his thoughts, we see the figure of Frank, half nude, in undersea diving outfit, swimming in tropical waters, languidly making his way through flashing schools of fish. When the image fades, Frank slowly looks up and across the room.

FRANK

What

DOUGLAS

(dreamily)

I'm asking if you'd like to run away....

FRANK

You know something?

DOUGLAS

What?

FRANK

I'd almost like to see that train make it....

Douglas turns his eyes away from Frank to stare into space. Dave raises his eyes from the control panel to stare at the ceiling. Eddie MacDonald stares steadily at the floor by his feet. They all remain immovable, each man weighing his own silent secrets. Over this curious apathy a soft music invades the room.

EXT. DAY THE RUNAWAY

It is racing along the white landscape, but now - for the first time - instead of the SOUND of her engines and her wheels - we HEAR the same MUSIC... poignant, romantic. The train is sleekly beautiful, racing across the countryside. The sight of her speeding along to this music is pure lyric. She seems to symbolize everything beautiful, everything free.

INT. DAY CAB OF THE SECOND ENGINE

Buck and Charlie by the heater. The same MUSIC is heard over the following:

CHARLIE

I used to think I'd like to run away
on a train...

BUCK

That's what you're doin'!

CHARLIE

No... the train's runnin' away -
not me. I'd like to do the runnin'!...
once in my life.

BUCK

From what?

Manny has been pacing back and forth. He stops.

MANNY

Will you two shut up? Yack, yack,
yack! Will you shut up?

He grabs the guitar out of Buck's hands. The MUSIC suddenly stops.

INT. DAY ROCHESTER CONTROL TOWER

The lethargy in the room persists for another moment, until Frank suddenly springs back to life.

FRANK

What the hell are we doing? Pulling
for that train? We've got to stop it!

EXT. DAY THE RUNAWAY

Thundering along the track.

BACK TO RUNAWAY SECOND CAB

Manny raises the guitar to smash it against the wall. Buck wrestles it away from him. Carefully, he places the guitar against a wall. Then, in a frenzy, he grabs Manny.

EXT. DAY DEVLIN

The runaway is racing past the passenger cars and the detached engines of the Empire State.

ANOTHER ANGLE

The moment the runaway passes, the engines of the Empire State start up in pursuit.

INT. DAY IN THE SECOND CAR

A blazing Buck is pressing Manny against a wall, holding him in a demonic grip.

MANNY

Leggo a me, now.... I'm tellin' you!

Buck tightens his grip. Manny's blood drains from his faee, his eyes bulge. Charlie jumps on Buck's back.

CHARLIE

Let go! You're killing him!

BUCK

I'm gonna kill this bastard! - I'm gonna kill him!

He swings Manny around, starts pounding his head against the controls on the panel. The NOISE in the cab suddenly diminishes. Buck freezes to listen, releasing Manny, who falls to the floor, coughing.

CHARLIE
The engines stopped!

BUCK
Huh?

Charlie rushes to the panel, stares at it.

CHARLIE
You musta hit something...
(he points)
The red button! It works! You hit
the red button and it stopped the engines!
My God, we didn't have to do all that before -
all we hadda do was push the red button! Buck!
we can stop this train!!! We're saved!!!!

BUCK
(dazed)
Yeah?

MANNY
(choking it out)
Saved! Yeah!!!

BUCK
And why not?

MANNY
You guys kill me! So we stopped this
engine - so what? How we gonna stop the
first engine?? You got a way we can get
in the first engine?

Buck and Charlie look at one another. The ecstasy based on false hope dies in their eyes: Manny is right.

And once he sees their sudden despair, he must gloat over it:

MANNY (cont'd)
We're dead!

And the anger wells up again in Buck.

BUCK
Okay, okay - we're dead. But you first!

He grabs Manny, hurls him across the cab into a corner.
Then he starts for him. Charlie grabs him around the waist.

MANNY

Keep him offa me! He's crazy! He goes crazy like that!

CHARLIE

(struggling with Buck)

Don't Buck - let him alone - Buck!

Manny is crawling deep into a corner, whimpering with fear. Buck is lunging for him but Charlie is holding him back.

INT. DAY ROCHESTER CONTROL

At the panel.

DAVE

Frank! She's down to sixty!

FRANK

That's great... great... but what are they doing to cut the speed like that?

INT. DAY THE LEAD ENGINE OF THE EMPIRE STATE

The engineer (HARRY) and his assistant (GEORGE) peering through the front glass. The runaway is not far ahead of him. Now the distance seems to diminish.

GEORGE

She's slowing down, Harry! Watch out!

Harry moves the throttle to decrease the Empire's speed.

INT. DAY ROCHESTER CONTROL THE PANEL

Showing the light of the runaway, and the Empire right behind it.

INT. DAY THE MEN AROUND THE PANEL

A railroad cop (in uniform) has now joined the group.

DOUGLAS

Frank, look! She's gonna make it!

BACK TO THE CONTROL PANEL

The light of the runaway and the Empire light extremely close now.

INT. DAY THE CAB OF THE EMPIRE STATE

George opens the floor hatch, starts down.

HARRY

Not yet. I'll tell you when.

George closes the hatch.

INT. DAY SECOND CAB OF THE RUNAWAY

The windows are now caked with ice and snow. The men are shivering with the cold, their breath comes in vapors.

BUCK
 Boy, it gets cold once those engines
 go off.

MANNY
 (from his corner)
 Why the hell don't you turn it on again?

BUCK
 (enjoying his new authority)
You turn it on!

Manny jumps up, rushes to the control panel, studies
 it a moment.

CLOSE SHOT THE CONTROL PANEL
 There is a button marked "start switch". Manny's
 finger presses this.

BACK TO WIDE SHOT BUCK, MANNY, CHARLIE

BUCK
 He follows orders good, huh?

CHARLIE
 Yeah.

Manny turns on Charlie.

MANNY
 Don't you get smart with me, big shot.
 I'll tear you apart.

BUCK
 (quiet menace)
 Try it.

INT. DAY LEAD CAB OF THE EMPIRE STATE THROUGH THE FRONT GLASS
 The runaway, about 60 feet ahead, now starts to draw away again.

GEORGE
 Hey, don't slow down!

HARRY
 I didn't. She's pickin' up speed again.

INT. DAY ROCHESTER CONTROL TOWER

DAVE
 Frank, she's picking up speed again.

FRANK
 Picking up again! Why?

DAVE

Don't ask me.

INT. DAY CAB OF THE EMPIRE

HARRY

Slowing down, speeding up - what the hell do those guys think they're doing?

GEORGE

I'll give them the whistle.

He pulls the cord.

INT. DAY THE RUNAWAY, SECOND CAB

The three are huddled close to the heater. Buck clings to his guitar again. At the SOUND of the whistle, Buck jumps up, thrusts his guitar into Charlie's hands, rushes to the rear door, opens it, piles into the engine room.

MANNY

Big brain! Running after whistles.
Like a jerky kid.

CHARLIE

That makes you scared of jerky kids,
don't it?

This is an ignominy not to be borne - being made fun of by Charlie. Manny rises in anger. As he does so, his back hits the lid of the cab's tool box and forces it open. Manny turns to look at it.

INSIDE THE TOOL BOX

It is filled with spare parts for the throttle and the brakes. They gleam.

INT. DAY BACK TO MANNY AND CHARLIE

Manny grabs a throttle lever from the box and turns to Charlie.

MANNY

I think I oughta warn you. I don't like
to fight fair.

He takes a step toward Charlie, raises the glistening tool. But he stops in his tracks when he hears:

BUCK'S VOICE

Hey! -- you guys!

Buck comes piling back into the cab.

There's a train behind us! Might be -

He sees the tool uplifted in Manny's hand.

BUCK (cont'd)

I thought I told you to leave him alone!

Manny now turns on him with the tool.

MANNY

(screams)

Don't tell me nothin', stoop! Don't
think you can give me orders!

He and Buck start to circle one another, each coiled to spring.

INT. DAY THROUGH THE FRONT GLASS

The track ahead whirring by. Now we see a curve in the path.
As the train takes it we feel the heaving pitch.

BACK TO BUCK AND MANNY

As they are thrown off balance by the thrust of the train. Manny
recovers first. He lunges at Buck with the lever and swings at his
head. But Buck parries the blow with a hacking stroke. The lever
flies from Manny's hand, flies at the control panel, smashes into
the section holding the "Engine Stop" button and "Prime Engine-Start"
switch. It makes a hideous clatter inside the control cabinet, and
once more we HEAR the sound of the engine die down.

Without his weapon, Manny starts backing away. Buck looks
contemptuously at him, then turns to Charlie.

BUCK

Come on. We got company.

He goes to the rear door. Charlie follows. Manny watches,
then runs after them.

INT. DAY ROCHESTER CONTROL

The group around the panel.

DAVE

What the - she's slowing down again! She
keeps this up, they'll collide!

FRANK

(short pause)

We can't take any more chances. She's too
erratic. Give the Empire State the red light.

INT. DAY THE CAB OF THE EMPIRE STATE

Through the front glass Harry and George watch as they
draw closer to the runaway, now about 150 feet ahead.

HARRY

Okay - down the hatch.

George crosses to the floor hatch, starts to open it. He is suddenly and violently tossed across the cab, headlong against the wall.

GEORGE
What the hell --

HARRY
Automatic control! They musta given us
a red light we missed.

He applies the brakes.

INT. DAY THROUGH THE FRONT GLASS OF THE EMPIRE
Now the runaway recedes at a rapid pace.

EXT. DAY THE RUNAWAY SIDE DECK FOURTH ENGINE
Buck, Manny and Charlie staring in bewilderment after the
disappearing Empire State.

INT. DAY ROCHESTER CONTROL PANEL
The light of the Empire falling rapidly behind the light
of the runaway, then coming to a stop.

THE GROUP AROUND THE PANEL
Douglas slumps into a chair.

DOUGLAS
(total surrender)
Well, we've done just about everything -

FRANK
(disregarding)
Dave, put all track 2 trains on spur tracks.

DOUGLAS
(incensed)
What do you want to do? Paralyze the
whole damn railway?!

FRANK
(loud, angry)
She's coming into Rochester, Tommy! If
we give up now she'll be screaming into
Rochester!

DAVE
.... and she's doing 60.

FRANK
Yeah! She's doing 60 and the speed limit
on that south end curve is 15 miles an hour!
She hits that curve at 60 and she goes right
off those tracks! She'll plow into those
houses around Sherman Street like six
tornadoes!

FRANK (cont'd)
 (turns to the railroad cop)
 Get to the police emergency squad.
 They've got to evacuate that whole area.

COP
 My Gawd! - you know what that means?
 Squad cars and fire engines and -

FRANK
 I know what it means! Get going!

The cop runs out. Frank turns to Dave.

We got one more chance at a miracle.
 Get a westbound engine ready on track 2.
 Have it catch up to the runaway on the
 adjoining track, stick with it, and hand
 a message over.

Dave grabs a phone.

INT. DAY THE RUNAWAY SECOND CAB

Once more, the cab has turned ice-box cold. (The windows are
 caked with ice and snow). Buck, Manny and Charlie come
 back in through the rear door.

CHARLIE
 (hunching up)
 Wow!

BUCK
 Turn up those engines again, Mr. Engineer.

Manny moves to the control panel, stares at it.

CLOSER SHOT THE CONTROL PANEL

A gaping hole where the controls used to be.

BACK TO MANNY AT THE PANEL

Buck and Charlie step up behind him.

CHARLIE
 (piteously)
 Oh, no....

They look up at the windows. Traceries of ice flowers
 cover the glass around them. With one thought they all
 turn, move to the rear door, move into:

INT. DAY THE ENGINE ROOM

They come silently down the aisle to stare at the engines.
 The diesel's radiator has frozen; the pipes have burst.
 Buck turns furiously to Manny.

BUCK
Your fault!

MANNY
My -

Buck grabs him by the collar.

BUCK
You busted those controls! Awright -
 you busted something, now you can
fix something!

MANNY
 Wha-?

BUCK
 You're gonna climb into that nice front
 engine up there and stop this nice train
 for us!

MANNY
Me? Are you crazy?

BUCK
 It's what you wanted me to do, and you
 ain't crazy, are you, Manny? If we're
 all gonna die, let's do it right. You
 freeze to death and I'll die laughin'
 watchin' you!

He drags Manny off.

INT. DAY THE CAB OF THE SECOND ENGINE

As Buck drags Manny in. He pulls open the side door,
 thrusts Manny outside.

MANNY
 Don't do this! Don't do this to me!
 Bucky! BUCKY!

He grabs the side rail on the outside. Buck slams the
 door shut, turns his back on it.

Manny is soon visible on the other side of the glass,
 squinting through the snow and cold, shouting something
 inaudible.

Charlie moves to the glass, to stare at him.

INT. DAY ROCHESTER CONTROL TOWER
 Frank shouting into a phone.

FRANK
 Sixty miles an hour. She'll pass you in
 seven minutes. Start your engines in
 four minutes. When you get alongside
 hand them that message.

EXT. DAY PALMYRA

The waiting track 2 engine. Close to it the engineer on the phone.

ENGINEER

Okay... now let me check the message
once again

(holds paper, reads)

"Open front door in cab... cross to
front engine..." Yeah...

EXT. DAY THE RUNAWAY THE SECOND ENGINE

Manny clinging to the handrail, not moving. Through the glass Buck is urging him to move forward, at the same time stamping his feet, swinging his arms against the cold.

INT. DAY IN THE CAB.

Charlie too is moving frenziedly to fight the cold, but he pleads with Buck.

CHARLIE

You can't do it, Buck. You'll kill him.
You can't kill a man. It's against God.

They both hop about during this discussion, stamping their feet, banging their fists against their bodies.

BUCK

God! What the hell you worried about
God for? It don't look like he's worried
about you.

Charlie recites his homilies like a boy in Sunday School.

CHARLIE

We all have to answer for our sins, Buck.
Don't go to judgement with this sign on your head.

BUCK

Why not?

CHARLIE

They'll ask you, Buck! You'll be asked
to account for all your deeds on earth!

BUCK

Well, I'll tell 'em! I'll tell 'em the
last thing I did in this world was send
a crummy two-timin' rat out on a catwalk
goin' a million miles an hour, and I
laughed myself to death!

He turns to look at the apparition of Manny's shocked frozen face smeared against the window. But he does not laugh.

CHARLIE
So lemme hear you laugh!

He seen Buck's attrition at sight of Manny. He rushes to the door, opens it, reaches out.

EXT. DAY THE CATWALK

As Charlie grabs Manny, tries to pull him to the door, Manny, stiff with cold, can hardly move of his own volition. Charlie uses all his strength to help him along.

INT. DAY INSIDE THE CAB

Buck is watching the two men through the window. He suddenly turns, rushes to the door, reaches out and helps Charlie bring Manny into the cabin. He kicks the door shut. All three are stiff with shock and cold. Out of some deep atavism that knows no hostility, they cling to one another against the cold.

INT. DAY ROCHESTER CONTROL PANEL

The light of the relay engine on track 2. The light of the runaway on track 1 is approaching it.

FRANK ON THE PHONE

FRANK
Three more minutes. Start your engines, get her up to fifty, and go!

EXT DAY PALMYRA

The engineer on the phone.

ENGINEER
Gotcha!

He hangs up, rushes outside, jumps into the cab of his engine. The ROAR of the engines starting up.

INT. DAY THE RUNAWAY, SECOND CAB

Manny, Buck and Charlie are still locked in the embrace to shield them from the cold. The pounding of the first engine, the wheels, the coupling, the wind - all these SOUNDS penetrate from the outside, but the three men seem oblivious, each frozen in his own last-minute thoughts. A sense of despair, of resignation, of final surrender to death.

Manny sits in a blank stupor. As Charlie stares at him, with growing fear, Buck rises.

CHARLIE
Where are you going?

Buck picks up his guitar, walks to the window. After a long moment, he gestures Charlie to join him. Charlie does so. They stand staring out the window. Charlie points.

EXT. DAY OUT THE WINDOW THEIR POV

On a snowy pasture by a silo, a lone dog is walking.

BACK TO CHARLIE AND BUCK

Looking out the window.

BUCK

You ever think you'd be jealous of a dog?

EXT. DAY OUT THE WINDOW THEIR POV

A farmhouse. Smoke is pouring from the chimney.

BACK TO CHARLIE AND BUCK

CHARLIE

You know what's inside of that?

BUCK

What?

CHARLIE

Hot coffee...

(softly)

Hey, Buck?

BUCK

What?

CHARLIE

You really think we're gonna die?

BUCK

Yeah.

CHARLIE

No, we're not!

BUCK

(his sudden wild streak again)

Yes we are! We're gonna die! We're locked up inside some kinda crazy wild animal and it's gonna kill us! Why don't we kill back?!

He raises his guitar and slams it against the wall, smashing it to splinters.

CHARLIE

Buck, take it easy...

BUCK

(starts to search the cab)

BUCK (cont'd)

Don't be afraid, Charlie - no more!
You're gonna die, so what the hell's
the use of being afraid?

(discovers the tool box, pulls a
large wrench out of it)

It's gonna kill us, let's do a little
killin' first!

He slams the wrench against the front window and smashes it. The wind comes howling in. Buck looks up at the ceiling and screams:

YEAH!!! How's that feel?

He breaks into enormous laughter. He raises the wrench to smash at one of the side windows. Charlie leaps on his back to stop him. Buck easily throws the smaller man from him. Buck's laughter continues, but the break in his throat tells us he is half-crying.

He stops this strange catharsis when a WHISTLE BLOWS.

EXT. DAY THE RUNAWAY LEAD ENGINE

INT. DAY THROUGH THE FRONT GLASS OF THE LEAD ENGINE

About 90 feet ahead, the engine on the adjoining track is seen, dropping back, closer and closer to the runaway.

INT. DAY THE ROCHESTER CONTROL PANEL

As the two lights representing the runaway and the track 2 train pull alongside each other, we HEAR a loud cheer.

INT. DAY THE ROCHESTER CONTROL PANEL

All the men gathered around it, watching the lights, shouting words of encouragement.

EXT. DAY THE CAB OF TRACK 2 ENGINE

The assistant engineer (TIM) sticks his head out the side door, yells something back inside the cab ("There's nobody in the lead engine!") We then see the track 2 engine drop back alongside engine 2 of the runaway.

INT. DAY THE RUNAWAY, SECOND CAB

Buck and Charlie rush to the side window. (Manny stays on the floor, staring dumbly).

EXT. DAY THE RUNAWAY, SECOND CAB ALONGSIDE TRACK 2 ENGINE

Tim yells out to Buck and Charlie. He holds up the big rubber ring with the mail pouch attached.

INT. DAY THE RUNAWAY, SECOND CAB

Buck and Charlie rush to the door. Now we sense the numbness in their bodies as they struggle to get the door open. Their fingers hardly move, their hands stiffly grapple with the bolt until they finally manage to open the door.

EXT. DAY THE RUNAWAY AND TRACK 2 ENGINE (NEAR MACEDON)

Tim is stretching the mail pouch out to Buck and Charlie, out on the catwalk. Buck desperately leans far out to grab it, Charlie holds on to Buck. But the distance between the two tracks is too wide: Buck cannot reach the pouch. Tim latches onto the handrailing of his engine, leans far out to make contact. Still the distance is too great. Tim yells to them. ("Do what I'm doing! Grab the railing! Lean out!") His words are drowned out by the maddening SOUND of engines, wheels, wind. Buck and Charlie gesture back by holding up their numbhands like paws - they cannot cling to the railing. Their agony shows in their faces.

INT. DAY IN THE CAB OF TRACK 2 ENGINE

Tim pulls back into the cab. He grabs a screwdriver, starts to scratch something on the outside of the door.

EXT. DAY THE TWO ENGINES SIDE BY SIDE

Buck and Charlie on the catwalk watching Tim with desperate impatience. Now Tim slams his door shut, and what he has scraped on the paint becomes visible to Buck and Charlie:

OPEN DOOR FRONT OF CAB
GO ENGINE 1
PUSH RED BUTTON

EXT. DAY BUCK AND CHARLIE

They read, they nod to Tim (staring at them through the window of his cab). When he sees the nod, he raises his hands in the boxer's gesture, grins broadly across the gulf between, keeps nodding his head for encouragement.

INT. DAY THE RUNAWAY SECOND CAB

Buck and Charlie come dashing back in, start looking for the door. The wind pouring through the front window tosses them about.

Manny sits shivering and moaning in the same position as before. Buck approaches him, pushes him and the cardboard carton aside. Manny has been sitting in front of the door, hiding it.

Buck grabs the handle with his stiff fingers, pulls it open. When they get the door open, the pressure sends them reeling, chaff in the wind. But once they see the rear of the lead engine through the open door, nothing can hold them back. They fight their way forward against terrible wind pressure.

EXT. DAY THE COUPLING BETWEEN ENGINES 1 AND 2

Buck and Charlie start the perilous crossing over the coupling.

EXT. DAY THE TRACK 2 ENGINE

The two trains running parallel. The engineer and Tim are watching the two, transfixed.

INT. DAY ROCHESTER CONTROL PANEL

The lights representing the two trains running parallel.

INT. DAY THE GROUP AROUND THE PANEL

FRANK

Should be slowing down by now!

DAVE

(shakes his head)

Still sixty.

FRANK

She'll be on the curve in 15 minutes.

He turns to the crowd in the room. He shouts:

Everybody get out there! We'll need
everybody! Let's get plenty of grease
on track 1 in front of the curve! Maybe
she'll skid and lose speed that way!

They all go charging out.

EXT. DAY THE COUPLING BETWEEN ENGINES 1 AND 2 / THE RUNAWAY

Buck and Charlie take the last steps across, grab the handrailing on the lead engine, stagger along the side deck toward the door.

INT. DA CAB ON TRACK 2 ENGINE

The engineer and Tim staring out as Buck and Charlie start their trek down the catwalk. They shout,
simultaneously.

ENGINEER

NO!!!! Not that side!

TIM

You can't get in that side!!!

ENGINEER

There's no door on that side!!!!

EXT. DAY BUCK AND CHARLIE

They cannot hear. They reach the cab section. They can find no door. They grope like blind men, looking for an opening. The WHISTLE BLOWS. They turn to:

EXT. DAY CAB OF TRACK 2 ENGINE

Tim opens the side door, frantically gestures to tell them "Around the other way!!! Go round the other way!!!"

EXT. DAY SIDE DECK OF THE LEAD ENGINE, THE RUNAWAY

Buck and Charlie start making their way back.

EXT. DAY THE S-SHAPED CURVE APPROACHING ROCHESTER
A SERIES OF SHOTS

At the curve, the rails run along an embankment which crosses two overpasses and overlooks city streets.

The streets look like a battlefield... evacuees in near-panic... policemen all over, trying to keep some order, patrol cars, fire engines, ambulances; sirens are screaming.

EXT. DAY A STRAIGHT STRETCH OF TRACK JUST BEFORE THE CURVE

Men are spreading grease on the rails.

INT. DAY ROCHESTER CONTROL PANEL

The two lights still running parallel on tracks 1 and 2, on the approach to Rochester.

FRANK AND DAVE

Bending over the panel.

FRANK

She can't stop before she hits that curve!
Even if they turn off that lead engine
she'll still run on inertia for a good five
minutes. She's got no brakes.

DAVE

Three minutes.

INT. DAY CAB OF THE LEAD ENGINE

The door is pushed open, Buck and Charlie fall in. They scramble to the control panel, they jam the red button. Immediately, the NOISE of the engine dies away.

EXT. DAY TRACK 2 ENGINE AND THE RUNAWAY

The runaway loses speed, starts falling behind.

EXT DAY THE TRACK 2 ENGINE THROUGH THE WINDOW

The engineer and Tim wildly gesticulating their congratulations to the men on the runaway.

INT. DAY CAB OF THE LEAD ENGINE

Buck and Charlie in a savage victory dance.

INT. DAY THE CAB OF TRACK 2 ENGINE

The engineer moves the throttle to zero, applies the brakes, Tim waves goodbye to the runaway.

EXT. DAY THE RUNAWAY AND TRACK 2 ENGINE

As track 2 engine slows down, pulls behind the runaway, which continues to run on inertia.

INT. DAY ROCHESTER CONTROL TOWER

The men are gathered around the panel.

DOUGLAS

My God! The runaway's picking up speed again!

DAVE

No. She's slowing down. It's the relay engine pulling back - putting on her brakes.

FRANK

She's almost here!

EXT. DAY ROCHESTER STATION THE UNDERGROUND PASSAGE

As Douglas and MacDonald come running up the stairs, the runaway passes right in front of them.

EXT. DAY THE ROCHESTER YARD

A group of railway police climb aboard a maintenance vehicle. They leave a siding, head onto track 1.

INT. DAY SPEEDOMETER OF THE LEAD ENGINE, THE RUNAWAY

It points to a diminishing 30 mph.

PAN upward to show Buck and Charlie with their faces pressed against the front glass. The tall buildings of Rochester loom up beyond the sharp curve ahead. Both men squeeze their eyes shut for what seems like impending disaster. Charlie crosses himself, prays out loud.

EXT. DAY TRACK 1, JUST BEFORE THE CURVE

The runaway skids on the greased rails; the wheels stop turning, but the train continues to lunge forward.

EXT. DAY A STREET IN ROCHESTER SERIES OF SHOTS

The waiting police... the admixture of people - those whose faces show the strain of their involvement in the coming crash and those who are merely curious spectators - whose faces show their enjoyment of the spectacle. They all watch as

EXT. DAY ON THE TRACKS

The runaway hits the curve.

INT. DAY SPEEDOMETER OF THE LEAD ENGINE

It shows 20mph.

EXT. DAY BY THE CURVE VARIOUS SHOTS

The faces of the onlookers showing tension, fear, delight -
the faces of the responsible and the irresponsible.
They watch as the runaway safely rounds the curve.

INT. DAY ROCHESTER CONTROL TOWER

DAVE

She's past the curve... speed 10 and still
going down... Wait till she hits that grade
coming up! Then she'll stop!

Joy unconfined as the men in the room start to whoop it up.
Only Frank, somewhat removed from the revelers, takes out
a handkerchief, blots his forehead. The phone near Douglas
rings. He picks it up.

DOUGLAS

Douglas here... Well, he's a pretty busy
man right now, Mr. Bellamy.

INT. DAY JOHN BELLAMY

On the phone, CUT BACK AND FORTH between him and Douglas

BELLAMY

He's not too busy to talk to me! Now get
him back on the phone.

DOUGLAS

Afraid I can't right now, Mr. Bellamy.

BELLAMY

Why not?

DOUGLAS

Because he's running a railroad!

He slams the phone down. He stares at the phone, then
lifts it off the hook, lays it down, crosses back to the panel.

EXT. DAY THE GRADE

The runaway is still running out its momentum. It slows
down more sharply when it hits the grade.

EXT. DAY THE LEAD CAB

Charlie and Buck on the catwalk.

CHARLIE

Okay - let's jump!

But Buck is looking to the rear. He does not answer.
Instead he starts for the rear. Charlie frowns at first,
then understands. He follows Buck.

INT. DAY ROCHESTER CONTROL

Dave over the panel.

DAVE

She's ju-u-u-ust about...

INT. DAY CAB OF THE SECOND ENGINE

Buck and Charlie come through the front door. Manny sits where they left him before, lost to the world, staring blankly.

BUCK

Go head, Charlie, jump. We'll be right behind you.

But Charlie stands by as Buck lifts Manny to his feet.

EXT. DAY THE GRADE

The runaway running out its last gasp; it is down to a very low pace. Charlie climbs down the front steps of the second cab, jumps off into a snowdrift. Buck follows, holding Manny up with one arm. Buck lets Manny drop gently to the ground. Charlie and Buck stand looking after it as the runaway finally comes to a stop near the top of the grade. Buck and Charlie clasp each other tightly.

CLOSER TWO SHOT BUCK AND CHARLIE

Charlie, happily grinning in Buck's arms, looking over his shoulder in the direction of the train. Suddenly, the grin dies, his eyes open wide.

CHARLIE

Oh my God - Buck! Look!

Buck turns.

EXT. DAY ON THE GRADE

The runaway is starting to roll backward down the steep grade, picking up speed.

BACK TO CHARLIE AND BUCK

Charlie turns to look down the track.

CHARLIE

Buck!

Buck turns to look.

EXT DAY DOWN THE TRACK THEIR POV

The maintenance vehicle, loaded with men, is coming up track 1, directly in the path of the backtracking runaway. From their angle, the runaway cannot be seen.

BACK TO CHARLIE AND BUCK

CHARLIE

Cops!

He stares back at Buck a long beat, then runs to the track, starts picking up ballast rocks and balancing them on the track. Buck stands watching him, then rushes to the tracks, helps Charlie pile the rocks on the track. The runaway comes moving down on them. At the last moment, they jump out of its way.

EXT. DAY A WIDER ANGLE

Buck and Charlie watch as the runaway rolls onto the braking rocks, slowly crunches to a complete stop. They turn to look down the track.

EXT. DAY DOWN THE TRACK SERIES OF SHOTS

The maintenance vehicle brakes suddenly, in time to prevent a collision. The cops come tumbling off, drawing their guns. They rush up to Buck, handcuff him. He offers no resistance, stands there with a curious dignity. Charlie stares at him.

CHARLIE

You coulda made a run for it!

BUCK

(he looks up at the runaway)
I done all my running for one day.

He turns to look at:

EXT. DAY POLICE SURROUNDING MANNY

They stare curiously at him as he stares blankly, hopelessly. He shivers. He stares at his ghosts. The police close gently in on him, knowing he will offer no resistance.

INT. DAY ROCHESTER CONTROL

FRANK

All right, let's mind the store!

Dave starts giving instructions into a battery of mikes. Lights on the control panel begin to move in various directions.

INT. DAY ONE OF THE OFFICE WORKERS

As he walks past a table, he notices the phone still off the hook. He puts it back. As soon as he does this, the phone starts to ring. The man picks it up.

MAN

Rochester Control....

(alert)

Yes Sir! One Second!

(holds up the phone, shouts)

For you, Mr. Barstow - urgent!

Frank crosses to the phone.

FRANK
Ye-e-es, Mr. Bellamy....

At mention of this name, all the others turn to look at Frank.

She's under control now, yes sir.

On the table beside the phone is an amplifying box. Frank clicks it on. Bellamy's voice rings loud and clear through the room.

BELLAMY'S VOICE
Mister Barstow - I've got just one question to ask you, and you better have a satisfactory answer. Why didn't you maintain contact with this office? Just who the hell do you think is running this railroad, anyhow?

FRANK
Mr. Bellamy, if we'd taken time off to keep in touch with you, you'd now be running a scrap company instead of a railroad.

There is no reply. Frank bends to the box:

Is that a satisfactory answer, sir?

BELLAMY'S VOICE
I read you loud and clear.
(pause)
Just one more thing.
(pause)
Thanks.

EXT. CHARLIE REAR SHOT

In b.g. to one side, the runaway is now being moved back along the track. An engineer leans out of the lead cab, signalling with his hand. To the other side (in b.g.), the police are leading Buck and Manny away. As Charlie stands in f.g. alone, watching the double retreat, Buck stops, turns, stares back at Charlie. Charlie raises a hand, waves at him. Buck turns away, the police lead him off. Charlie continues to stare at the vanishing figures. We HEAR a TRAIN WHISTLE in the distance. Suddenly the dim landscape is engulfed by a magnificent basso voice, accompanied by a guitar, singing (something like) the following to a spine-tingling arrangement of the same music we heard over the runaway train.

VOICE

Hey - you guys inside! -
This is the train rolling by
You think you got it bad inside?
You got complaints to make?
Looka me!
I got something on my back one mile long!
I gotta pull and pull my whole life long!
I'd like to get away too!
I'd like to be free too!
Don't envy me, brother!
You hear me?
Whooooooo Whooooooo.....

Charlie looks at his watch, jerks to attention, starts to walk hurriedly off. On the wide view of all our escapees returning to their separate cages - Buck and Manny being led off in one direction, the train moving back along the track, and Charlie hurrying home - we

FADE OUT