

UNSTOPPABLE

by

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INT. A ONE-BEDROOM RENTAL - BEDROOM - DAWN

A cheap clock radio blinks from 6:29 to 6:30am; instantly uptempo rock music blasts mid-song. WILL DENNING gropes for the button but knocks the dial and now it's loud static. He finds the power cord, seizes it and yanks it from the wall.

Will rolls out of bed in his underwear - young, strong, and with absolutely no desire to start his day. He hunts through a pile of dirty clothes on the floor, finally finds a wrinkled "ITX Transportation" workshirt crumpled in a ball.

Burn in: "Stanton, Ohio."

INT. CONROY HOME - EARLY MORNING

LUCILLE CONROY (60s) draws a pair of curtains, revealing a small yard, beyond it a stretch of train tracks. She turns from the window to address her grandson, MICHAEL DENNING (8), eating cereal as he watches cartoons.

LUCILLE

Michael dear, don't you want something more for breakfast?

DARCY DENNING (late 20s) hurries through, carrying a laundry basket, her still-youthful beauty belying her weariness.

DARCY

He's fine, Mom. Don't pester him, okay?

EXT. CONROY HOME - EARLY MORNING

Will pulls to the curb in an old pick-up and honks the horn. His truck's interior is something of a mess. A day-old box of fried chicken is on the passenger seat. Will warily opens it, finds a cold drumstick. He sniffs it, then takes a bite.

Through his windshield he sees ED CONROY (60s) walking down the driveway to get the morning newspaper. Seeing Will, Ed barely nods. Will returns the same cold gesture, then takes out his cell phone and dials. RING... RING...

Through a window, we see Darcy crossing for the phone...

INT. CONROY HOME - KITCHEN (CONTINUOUS)

Crossing, Darcy glances out the window at Will in his truck.

DARCY

Michael, your Dad's here.
(picks up the phone)
Hi. He'll just be a minute.

(CONTINUED)

CONTINUED:

WILL (O.S.)
Your father looks thrilled to see me, as
always.

Darcy lets out a small sigh as if to say "don't start."

WILL (O.S.)
When's your shift today?

DARCY
Noon to eight. Why?

WILL
I was thinking maybe I could get Michael
after work. Take him to Friendly's or
something.

DARCY
He's got Little League at five thirty.

WILL
Yeah? Great, well I can-

DARCY
Dad's taking him. You want to go too, I
guess that's up to you.

Off his silence, Darcy glances out the window at his truck.

DARCY
Will?

WILL
Yeah. I'll see.

A quiet beat as they regard each other through the window.

DARCY
He's coming right out.

EXT. CONROY HOME

Will hangs up, sees Ed in the driveway now only a few yards
away, newspaper under his arm. Ed checks the time on his
watch, then looks at Will with a hard, disapproving stare.

WILL
It's 7:05, in case your watch stopped.

ED
Fitz said you were late last week. I had
to call in a lot of favors to get you
that job. You can't hack it, just say so.

(CONTINUED)

CONTINUED:

Will fumes, about to snap back, but restrains himself and simply flashes a flat smile.

WILL

Good luck with the crossword.

The front door now flies open and Michael bounds out. Will's whole face brightens as his son races over to his truck - we can tell this is the absolute highlight of Will's day. Ed observes with a hard stare, then returns to the house.

ANGLE ON DARCY at the window, a sad smile on her lips as she watches Michael climb into Will's truck; Will says something that makes the boy laugh, affectionately musses his hair.

EXT. STANTON STREETS - EARLY MORNING

As Will and Michael drive through the bleak, working-class town, we spot train tracks at nearly every other turn.

Will brakes before a RAILROAD CROSSING, the gate lowered. We hear the whistle of an approaching train. A PAIR OF LOCAL TEENS on dirt bikes come up behind Will's truck, barely looking up as they skirt the gate, jump the tracks and ride on. Five seconds later a FREIGHT TRAIN barrels past.

EXT. ELEMENTARY SCHOOL - EARLY MORNING

Will dropping Michael off.

MICHAEL

Bye, Dad. See you tomorrow.

WILL

Okay, bud. Have fun in there.

Michael hops down and hurries into school. Will's smile lingers as he idles, reluctant to go. He finally pulls away.

CUT TO:

INT. BARNES HOME - BATHROOM - EARLY MORNING

In a towel, FRANKLIN "FRANK" BARNES (mid 30s) stares into his own eyes as he finishes his shave. Despite the intensity in his look, his expression itself is hard to read.

Burn in: "Columbus, Ohio."

INT. BEDROOM - MOMENTS LATER

Frank opens his closet, pulls a neatly ironed and folded CSX workshirt off a hanger.

INT. BARNES HOME - KITCHEN - EARLY MORNING

The kitchen, like the rest of the house, is clean but modest; not much money but plenty of love. Wearing her nurse's uniform, Frank's wife VANESSA stands by the counter, her pretty face taut with private worry as she reads a folded business letter.

Meanwhile at the table, NICOLE (8) and MAYA (6) are finishing breakfast, playfully arguing with each other.

MAYA

It does not!

NICOLE

Mom, will you tell her that children means under 7 years old?

VANESSA

(not looking up, preoccupied)
Girls, enough, okay?

INSERT THE LETTER IN VANESSA'S HANDS: on "*Brotherhood of Locomotive Engineers and Trainmen, Local 515*" letterhead is a form letter addressed to **Franklin Barnes**.

"Mr. Barnes: We are pleased to inform you that our union has at last reached what we feel to be an equitable settlement with ITX Transportation regarding those workers affected by the company's reduction of operations..."

Finished eating, the girls are putting their dishes in the sink as O.S. we hear Frank entering. Vanessa quickly re-folds the letter and returns it to its envelope.

FRANK

Morning, ladies...

Now dressed in his neatly-ironed ITX workshirt, Frank wraps his arms around Vanessa's waist and kisses her.

MAYA

See! Daddy didn't use his tongue.

FRANK

Excuse me?

Both girls crack up giggling.

NICOLE

Nothing. Bye Daddy.

Nicole gives Frank an affectionate kiss on the cheek as she

(CONTINUED)

CONTINUED:

hurries past, grabbing her school books. Maya too hops up and kisses Frank, then races after her sister.

MAYA

Bye Daddy! Bye, Momma.

Frank smiles after them, then sits down at the table as Vanessa sets his breakfast in front of him.

FRANK

Thanks. Looks great.

Vanessa sits down across from him, a faint undercurrent of tension as she watches Frank read the newspaper as he eats.

VANESSA

So I ran into Sue Murphy yesterday buying groceries.

FRANK

(doesn't look up)

Yeah?

VANESSA

They're thinking Virginia now. Judd's got a cousin works for a big moving company there - Bekins or Allied, I can't remember. Anyway, there's an opening.

Vanessa pauses to see if he might respond, but he doesn't.

VANESSA

She asked where we were with all this. I said we were just taking it day by day.

Again she pauses, then starts to say more -

FRANK

Vanessa -

VANESSA

Baby, I know you think everything's going to work out but-

FRANK

It will work out, okay? We'll be fine.

VANESSA

It's you I'm worried about.

(glances back at the letter)

I thought unions were supposed to save jobs, not negotiate severance pay. 6 months, 12 months, like it matters?

Maybe if you talked to management again -

(CONTINUED)

CONTINUED:

FRANK

And say what?

VANESSA

You could remind them: 20 years you've worked there, a perfect accident record -

FRANK

I already did. I reminded them. They said their hands were tied. There's nothing more I can do except humiliate myself.

VANESSA

You love your job - how many people can say that? Doesn't that count for something?

FRANK

It counts. Just not enough.

(smiles gently)

Hey. Look at me... I've never lied to you, have I?

She shakes her head 'no.'

FRANK

It's going to be all right. Understand?

She nods reluctantly. Frank kisses her forehead.

FRANK

I've gotta go.

(rises from the table)

Don't want to be late for work.

EXT. HOOPER HOME - DRIVEWAY - EARLY MORNING

CONNIE HOOPER (late 30s) is late for work, racing out the front door clutching a stack of papers, a coffee thermos and a pop tart. Her house is one of many crammed into this middle-class neighborhood on the outskirts of the city.

Burn in: "Toledo, Ohio."

Connie gets to her old Buick, sets her coffee thermos and pop tart on the roof, fishes in her bag for her car keys.

CONNIE

Shit... Jason!

INT. HOOPER HOME - FOYER

The front door bangs open and Connie races back inside.

(CONTINUED)

CONTINUED:

CONNIE

Jason, I need my keys!

INT. JASON'S ROOM

Typical 14 year old's room. JASON HOOPER is fast asleep.

CONNIE

Jason. JASON!

A faint groan from under the covers.

CONNIE

You drove the car last night. Where'd you put my keys?

Jason lifts an arm, points to a dresser. Connie hurries over, hunting through his mess.

CONNIE

I'm not finding them, Jason... Jason, I am late to work, I've got a bunch of big shots coming by this morning, and I don't have time to play hide and seek with my own damn-- forget it, I found them.

She snatches up the keys - then frowns. She picks up a crumpled test paper marked "D+." She walks to his bed - and abruptly yanks off the covers.

JASON

What the hell?!

CONNIE

Why don't I know about this?

JASON

(sees the paper; busted)

It's my problem, I'll deal with it, okay?

CONNIE

You're going to talk to your teacher - or I will, if you think that'll-

JASON

No! Jesus, why do you always have to try to control everybody?

CONNIE

Oh please, spare me the Oprah segment.

(CONTINUED)

CONTINUED:

JASON

It wasn't even a big test, all right? The final's the only one she really counts.

CONNIE

Good, you'll start studying for it today. I'll be home by 4. I expect you here.

JASON

It's not for another month!

Connie blows him a kiss as she hurries for the door.

CONNIE

4 o'clock, or I'm changing the locks.

EXT. HOOPER HOME - DRIVEWAY

Connie jumps in her car, starts it and peels off - sending the coffee mug and pop tart she'd left on the roof flying.

EXT. ITX ENGINEERING INSPECTION CAR - MORNING

A pristine, construction-orange eyesore of a heavyweight passenger car takes the alloyed steel tracks at 20 mph.

Burn in: "Bowling Green, Ohio (12 mi. south of Toledo)."

INT. INSPECTION CAR

CLOSE ON A MAP of the region's rail system.

WOMAN'S VOICE (O.S.)

(overly enthusiastic)

As many of you know, 90% of all railroad traffic is freight, and ITX operates one of the largest rail networks in the U.S.

ANGLE ON JAN LEITCH (late 30s), a PR liaison with ITX TRANSPORTATION, addressing a small group of LOCAL OFFICIALS.

LEITCH

Like everyone, we've recently felt the impact of a changing economy. Crucial to our continued success has been the advocacy of local politicians such as yourselves. And with the short line tax credit extension soon up for a vote, we at ITX are grateful for your advocacy.

LEITCH'S ASSISTANT extends a quivering glass of OJ to a man with the shallow good looks of a high-end car salesman. His name sticker reads "BART CAMPOS, COUNTY COMMISSIONER."

(CONTINUED)

CONTINUED:

LEITCH

Which is why we invited you here this morning, to thank you for your support...

Campos flashes a polite smile, whispers to his aide, SCHIFF:

CAMPOS

For God's sake, how much longer?

SCHIFF

Another half hour, plus five minutes face time at the rail yard.

CAMPOS

And after that?

SCHIFF

(checks his PDA)

Rotary Club of Toledo's annual Pancake Breakfast.

Campos exhales wearily and resumes pretending to listen.

LEITCH

...thought we'd give you a sense of our operation, so we've hitched a ride this morning with Region 2 Federal Safety Inspector Scott Werner, who is making his quarterly track inspection. Mr. Werner, perhaps you can explain to our guests a bit about what you're doing this morning?

WERNER is a wiry man with crew cut and glasses, clearly more comfortable interfacing with equipment than people.

WERNER

Basically I'll be conducting induction as well as ultrasonic tests to measure track geometry, gauge, profile, alignment and superelevation...

Jan Leitch stands off to the side, maintaining a forced smile as she observes this snooze-fest. She catches the eye of County Commissioner Campos. Campos smiles back.

CAMPOS

(through his teeth, to Schiff)

Get me off this goddamn train or I swear I'll jump.

Schiff catches Leitch's attention, politely taps his watch.

EXT. A ITX TERMINAL - MORNING

Establishing shot of receiving and departing tracks.

Burn in: "ITX SUBDIVISION. Columbus, Ohio."

We find Frank heading toward the Dispatch Offices. Nearly everyone he passes greets him warmly; Frank smiles, says hello's. He glances around at the yard activity...

FRANK'S POV: Crew loading freight cars. Mechanics running maintenance checks. Locomotives everywhere. Men's voices, clanging machines, roaring engines. A world all its own.

ON FRANK: he's going to miss this. A hint of sadness in his eyes even as he smiles at those he greets as he continues to

INT. TERMINAL DISPATCH OFFICES - MORNING

Hectic. The din of train talk and gruff laughter. Assistant Trainmaster FITZ paces behind a counter barking assignments.

We find Will getting coffee from a vending machine. In contrast to the bustling camaraderie around him, Will talks to no one - an outsider. A few older guys give him sideways looks, which Will tries to ignore.

FITZ

Denning!

Will glances up with a guarded expression.

FITZ

Check the board, I got you on a Detroit run in twenty.

ACROSS THE ROOM

Frank enters, again greeted with warmth and respect by everyone he passes. He spots fellow engineer JUDD MURPHY (40s) coming toward him. They crack familiar smiles.

FRANK

What's this I hear about you moving to Virginia? How can you live in a state that doesn't even have its own teams? We're talking baseball, basketball...

JUDD

So you root for D.C..

FRANK

D.C.? Come on now.

(CONTINUED)

CONTINUED:

JUDD

Gotta go where the work is, right? Pay's okay, and I already got my trucker's license. Sue's worried about the kids adjusting or whatever. I told her either that or they adjust to food stamps.

Frank laughs. Judd does too.

FRANK

Well I'm happy for you. Really. I hope it works out.

JUDD

We'll see. At least we won't have to look at that goddamn board anymore, huh?

Frank forces a smile, but doesn't reply.

ANGLE ON THE WET-ERASE "CALL" BOARD

where Will now stands, reading the hand-scrawled grid of names and trains. Beside "Train: 1206" he finds: "Engineer: BARNES, F. Conductor: DENNING, W."

FRANK (O.S.)

Are you Denning?

Will turns to find Frank standing beside him, a clipboard thick with paper in one hand, the other extended.

FRANK

Seems we're working together today. Franklin Barnes. Everyone calls me Frank. Good to meet you.

WILL

Will.

They shake hands. Frank regards the board, frowns.

FRANK

Hey Fitz! You know you got us going out on K12, only there's a Dash 8 sitting there with a full assembly.

FITZ

Shit... Okay, take her out on D7. What am I gonna do without you, Frank?

FRANK

(a modest smile)
You'll manage, I'm sure.

(CONTINUED)

CONTINUED:

FITZ

Denning, you pay attention out there today. You're hogging with the best.

Will nods with a polite smile utterly devoid of enthusiasm.

EXT. FULLER YARD - EMPLOYEE PARKING LOT - MORNING

Connie's car skids to a halt as Connie finishes applying lipstick in the mirror; her lack of technique suggests she doesn't usually wear make-up to work.

Burn in: "**FULLER YARD. Toledo, Ohio.**"

She hops out, pops her trunk and takes out four boxes of Dunkin Donuts. She sets her stack of papers atop the donut boxes and carries them through a mesh gate...

... toward the sprawl of 40 interconnected tracks, hundreds of freight cars, power lines, signals and looming beige tower that make up Toledo's main hub: Fuller Yard.

EXT. FULLER YARD - BOWL YARD - MORNING

Connie carries her donut boxes past "HOSTLERS," yard crew in fluorescent vests responsible for moving trains around the yard. She spots DEWEY and GILLEECE taking a cigarette break.

CONNIE

Dewey! Gilleece!

The two shoot each other a look: *oh great.*

CONNIE

Sorry to break up charm school, but can I ask why 888's still in the bowl yard?

DEWEY

Morning to you too, Connie.

CONNIE

I said yesterday that train needed to be on a departure track no later than 7 a.m.-

A train abruptly passes between them, and we realize they're standing on separate sides of a track. The train rolls on, Connie still staring them down, not missing a beat.

CONNIE

Well? It's not going to move itself.

Dewey grimaces, crushes out his cigarette under his boot.

(CONTINUED)

CONTINUED:

CONNIE

Uh-uh.

DEWEY

What?

CONNIE

That's rail ballast, not your own
personal ashtray. Find a trash can.

Humiliated, Dewey slowly bends and picks up the butt.

DEWEY

Happy now?

CONNIE

(big smile)
Over the moon.

She turns and walks off toward the tower, the two men
watching after, equally annoyed.

INT. YARD TOWER - CONTROL ROOM - MORNING

Connie enters to find MARGO, her dispatcher.

CONNIE

Margo, am I a ballbuster?

MARGO

Oh, I don't think so... Maybe a little.
(thinks about it)
Well actually, maybe more than a little -

CONNIE

Forget it. What's happening?

MARGO

That woman Leitch from P.R. called to say
they might be a few minutes early.

CONNIE

Ugh. Okay, help me set these donuts up
somewhere. What else?

MARGO

Let's see. That 38-car consist out of
Indianapolis just pulled in to the
receiving yard. We've got an Ore Jenny
from Queensgate with a cracked truck
frame. Oh - and the coffeemaker's busted.

(CONTINUED)

CONTINUED:

CONNIE

What? Shit...
(frazzled)
Anything else?

MARGO

You have lipstick on your teeth.

INT. O'ROURKE'S DINER - MORNING

Pushing 300 lbs, train mechanic NED OLDHAM barely fits into his grease-stained ITX-issue coveralls, let alone the booth in which he eats alone, polishing off a big breakfast. He strikes us a shy but good man with a quiet, lonely life.

WAITRESS

All set, Ned?

Ned shyly nods. The waitress sets down his check.

WAITRESS

Margo called, she needs you to bring back some coffees. I left them on the counter.

Ned glances over to the counter, where ten coffees are waiting for him in a cardboard box.

EXT. ITX COLUMBUS SUBDIVISION - DEPARTURE YARD - MORNING

A maze of activity - trains constantly coming and going as we find Will and Frank heading for train 1206.

FRANK

(looking at his clipboard)
So it looks like we've got a fairly light consist. We should be in Detroit in time for lunch. You ever eat at Hecky's?

WILL

I don't think so.

FRANK

Well then it's your lucky day. Best burger in the city, hands down.

WILL

Sounds good.

Frank looks up at Will's lack of enthusiasm, then realizes:

FRANK

Wait a second - "Denning" - you're Ed Conroy's son-in-law, right?

(CONTINUED)

CONTINUED:

WILL
Ex-son-in-law. Why?

Frank sees Will is defensive. Frank just smiles briefly.

FRANK
No reason.

CARMAN (O.S.)
Yo Frank! This your hog?

Frank looks over at the CARMAN servicing a locomotive, gesturing to the next train over: 1206.

FRANK
Sure is. She ready, Ted?

CARMAN
Black, slack, and well stacked.
(sees Will, scowls)
That your skipper?

FRANK
Yeah. Ted, I want you to meet Will-

CARMAN
I know who he is.

WILL
There a problem? Or do you have some kind of squinting condition?

CARMAN
Oh there's a problem.

FRANK
(stepping in)
All right now-

CARMAN
It's not bad enough they axe half the yard, now they make us train our goddamn replacements -

FRANK
(harder)
Ted. Lay off, huh?

Ted backs off for Frank's sake. Frank turns to Will.

FRANK
Why don't you fire her up, Will. I'll meet you in the cab.

(CONTINUED)

CONTINUED:

Staring down Ted, Will nods, then walks off.

EXT. FULLER YARD - MORNING

A BLOCK SIGNAL blinks from red to green as the bright orange INSPECTION CAR ROLLS IN to the yard, right past train 888.

INT. FULLER YARD - YARD TOWER - CONTROL ROOM - MORNING

Connie nervously observes the car's arrival below through the tower's LARGE PANORAMIC WINDOW, turns back to Margo.

CONNIE

They're here, they're here...

Margo is almost done arranging the donuts in two pyramids.

MARGO

Doesn't that look nice?

Connie inspects the arrangement, then re-configures the left pyramid so a sprinkle donut sits on top, matching the right.

MARGO

You have issues, you know that, right?

Connie grins at this, then quickly straightens her blouse.

CONNIE

How do I look?

Margo spots a donut-frosting smudge Connie just made straightening her blouse, but decides it's not worth it.

MARGO

Perfect.

Connie is about to thank her when she spies out the window:

CONNIE

Damn it, 888's still in the hump?!

She hurries over to the console, grabs a radio.

CONNIE

Dewey, are you underwater? What's taking you so long?

EXT. FULLER YARD - HUMP YARD

Grumpily lugging his grip beside a line of freight cars, Dewey grabs his belt radio.

(CONTINUED)

CONTINUED:

DEWEY

It's a 47 car consist, Connie, the thing's a friggin' monster for Chrissake.

CONNIE (O.S.)

Just get her out of the bowl and onto D10 as soon as you can. Ugh!

Dewey clicks off, turns to Gilleece.

DEWEY

You believe this shit?

Dewey starts toward 888's locomotive cab. We glimpse the ID number painted along the engine casing "**ITX 888.**"

GILLEECE

Hold up, you forgot to connect the air hose from the point.

DEWEY

Yeah. So?

GILLEECE

So the air brakes won't work.

DEWEY

The dynamics will do, we're not taking her far. I'll connect the hose on the departure track once Connie's quit her bitching.

Gilleece frowns, not entirely at ease with the plan.

ANGLE ON ITX 888

As Dewey climbs in and engages the locomotive, we hear the engine roaring to life, and in a moment, the train starts forward as we CRANE UP to get our first real look at it...

Dewey wasn't kidding: *it is a monster*. 47 cars of varying size and utility, led by a new 5,000-hp SD40-2 locomotive, with a freshly painted candy-apple red "war bonnet" livery. At half a mile long, the train seems to go on forever.

CUT TO:

EXT. COLUMBUS SUBSTATION - DEPARTURE TRACK

The relatively shorter train 1206 is presently idling before a block signal.

INT. 1206 - LEAD LOCOMOTIVE - ENGINE COMPARTMENT - MORNING

Will stands alone before the compartment's equipment rack. He sets the start/stop switch to "PRIME," listens for the fuel pump to load the injectors. Blowers begin to hum. He then rotates the control to the "START" position...

INSERT SHOTS OF INDIVIDUAL CYLINDERS chugging to life.

Will can hear the chugging getting faster. In seconds the entire train is rumbling and roaring...

FRANK (O.S.)

Gotta love that sound.

Will glances back to find Frank climbing into the cab.

FRANK

This your first run in a Geep 60?

WILL

Yeah.

FRANK

Beautiful machines. They built them back when progress was measured in horsepower, not gigabytes.

Frank pauses to admire the engine compartment.

FRANK

They got great feel though, and that's what it's all about.

Will just stares back at him, couldn't care less.

WILL

Feel.

FRANK

(smiles)

Feel.

INT. 1206 LOCOMOTIVE CAB - COCKPIT - MOMENTS LATER

Frank and Will settle into their respective positions in the cab, stowing their grips, checking gauges.

FRANK

(re: Will's grip)

Might want to tuck that under some more.

(CONTINUED)

CONTINUED:

Will looks down - it looks fine to him - but he complies. Will then sits back, peering impatiently out the windshield at the block signal set to RED. He huffs.

WILL

What're they waiting for, a different shade of red?

FRANK

That's how it is around here, always hurry up and wait. You'll get used to it.

WILL

Great, something to look forward to.

FRANK

Meanwhile you can check your mirrors.

WILL

I did. Contrary to what your buddy back there said, I already had my training.

FRANK

Well, that's reassuring.

(a beat)

You always this chipper in the morning?

Will says nothing, just stares out at the block signal. A train whistle blares beside them as a locomotive passes.

FRANK

Listen, what Ted said, don't let it get to you.

WILL

Oh, okay. I mean the guy accused me of stealing your job, but you're right, he probably didn't mean anything by it.

FRANK

He was just blowing off steam. We all know it's a numbers game. If it was up to corporate, the whole yard would be at your pay grade. No one blames you.

WILL

Could've fooled me.

Through the windshield the signal turns from RED to GREEN.

WILL

Finally...

(CONTINUED)

CONTINUED:

From their console radio they now hear:

DISPATCHER (O.S.)
1206, you ready to highball?

FRANK
This is 1206. Ready when you are.

DISPATCHER (O.S.)
All clear 1206. You've got a good set and
release. Have a safe run.

FRANK
Thanks, Jerry.

Frank turns to Will and nods. Will checks that the generator field is "ON," sets the reverser to forward.

Will then starts to reach for the throttle -

FRANK
Wait - give her a few more seconds.

Will looks defensive, like he's being tested.

FRANK
It's an older train. The releases on the
rear cars are slower than you're used to.
(beat; a slight smile)
They may have skipped that in training.

Will hesitates, still guarded, unsure what to make of Frank.

WILL
Now?

Frank gestures for him to hold a moment longer, head turned
as if listening for the sound amid all the others.

FRANK
There - you hear that? Like a breath?

Will looks unsure, he thinks he did. He reluctantly nods.

FRANK
You're good. Throttle to Run 1.

Will shifts the throttle out of "IDLE" into "RUN 1."
Gradually he releases the independent engine brake.

INSERT: EXTERIOR SHOT OF 1206. Before the train itself moves forward, the individual cars begin to part as the slack

(CONTINUED)

CONTINUED:

between each coupler is taken up (this is called "stretching" the train, and it's an impressive sight).

BACK TO FRANK AND WILL

FRANK

Throttle to Run 2. What's your amperage?

WILL

About 250.

The train chugging louder, turbochargers starting to whine.

INSERT: UNDERSIDE SHOT OF 1206 as the STEEL WHEELS turn, and the train slowly starts to move forward.

BACK TO FRANK AND WILL

A faint glint in Frank's eye; he still savors the sounds and feel of a train rolling out of a station. The look on Frank's face intrigues Will a little, causing him to regret his previous attitude.

WILL

(a gesture)

Run 3?

Frank looks over, meets Will's eyes a moment, then nods.

Will grips the throttle, the cab louder now, moving faster.

FRANK

So tell me about yourself, Will.

WILL

What do you want to know?

FRANK

Shoot, I don't care, anything - what you had for dinner, who's taking the AL East. Break the ice.

WILL

I have a son. Michael.

Frank is slightly surprised by this unexpected response.

FRANK

A little boy, huh? That's great. We got two daughters, my wife and me. Amperage?

WILL

270.

(CONTINUED)

CONTINUED:

FRANK

All right.

Will glances over, hesitates, then carefully asks:

WILL

So - have you got a new job lined up?

FRANK

Huh? Oh, no - not yet. Still weighing my options, you know. Besides, I got another three weeks here, so... We'll see.

Will nods, sensing Frank's casual attitude is something of a front. He considers whether or not to ask more -

FRANK

Run 4, Will. Don't fall asleep on me now.

Will shifts to Run 4, and drops the subject.

INSERT: EXTERIOR SHOT OF 1206

rolling past the last yard traffic, out onto the mainline.

CUT TO:

EXT. FULLER YARD - MORNING

The 47 car consist that is ITX 888 is rolling out of the bowl yard at about 8 miles per hour. Gilleece is standing by a "camera" switch, counting off freight cars as they pass, checking them against 888's shipping records.

INT. ITX 888'S CAB

Dewey irritably mans the controls, unlit cigarette dangling from his lips. Unlike 1206, 888's cab is brand new and state-of-the-art. Computer screens occupy the bulk of its console on which the I.C.E. (Integrated Cab Electronics) glows, providing indications for nearly every facet of in-train operations. [note: 888's cab is a "whisper cab," so there's a muted silence inside.]

INT. FULLER YARD - YARD TOWER - CONTROL ROOM

CLOSE ON JAN LEITCH, as forcibly chipper as before:

LEITCH

So this is the yard tower, basically the eyes and ears of any classification yard.

The prior occupants of the Inspection Car are now gathered

(CONTINUED)

CONTINUED:

here. Commissioner Campos checks his watch, gives Schiff a look. Inspector Werner helps himself to a second donut.

LEITCH

And to walk you through the in's and out's around here, I'd like to introduce Yardmaster Connie Hooper. Connie?

Standing at the back of the room, Connie is instantly self-conscious. She flashes her best warm smile.

CONNIE

Hi and welcome. Sorry about the coffee.

WERNER

There's coffee?

CONNIE

Um - no.

EXT. RAIL YARD - GILLEECE AT THE "CAMERA" SWITCH

Gilleece still ticking off 888's individual freight cars as the last of them pass. He clicks his hand-held radio:

GILLEECE

You taking PB9 over to D10?

INT. 888'S CAB

Dewey reaches for his radio to reply -- when the unlit cigarette falls from his lips. Grumbling, he bends down to hunt for the cigarette on the floor.

GILLEECE (O.S.)

Dewey?

Dewey finally finds his cigarette, and grabs his radio.

DEWEY

Hold your horses, I was just -

Eyes now returning to the windshield, he suddenly frowns.

INSERT DEWEY'S POV: THE SWITCH FOR TRACK PB9 is less than 200 yards ahead; it's where the train is heading, only the track switch isn't aligned to permit it.

DEWEY

Shit...

GILLEECE (O.S.)

What's wrong?

(CONTINUED)

CONTINUED:

DEWEY

Damn trailing point switch is reversed -
the tracks aren't aligned. Hang on.

Dewey's eyes dart to the computer's speedometer: *11 MPH*.
He quickly throttles down to Run 1. He looks at the
speedometer: it only goes down to *10 MPH*.

DEWEY

Come on, you sonuvabitch...

GILLEECE (O.S.)

What're you doing, man?

DEWEY

Slowing down, whaddya think?

Dewey peers out anxiously: the switch for track PB9 is now
only 120 yards away... He checks his speedometer: only down
to *8 MPH*. He looks nervous as hell.

DEWEY (CONT'D)

Screw it - I'm hoppin out.

BACK TO GILLEECE OUTSIDE

He *really* doesn't like this plan.

GILLEECE

Dewey, man, do not leave that cab.

DEWEY (O.S.)

What other choice do I got - you want me
to ground the thing?!

BACK TO DEWEY IN 888'S CAB

Dewey's sweaty hand grips the dynamic brake lever and forces
it upward. On the I.C.E. display: "*DYNAMIC BRAKE: **ENGAGED.***"

He REACHES FOR THE THROTTLE, shifts up all the way to "RUN
8." We immediately hear the 5000 horsepower engine respond.
Dewey checks the speedometer: holding steady at *8 MPH*.

Satisfied, he throws open the cab hatch and HOPS OUT.

We HOLD, however, pushing in tight on the DYNAMIC BRAKE
LEVER. *There's about an inch of space before the slot end.*
If it doesn't look right, that's because it isn't fully set.
The cab registers a JOSTLE - and *the lever slips back down.*

On the cab's I.C.E. display the word "***ENGAGED***" blinks off.

INT. FULLER YARD - YARD TOWER - CONTROL ROOM

Connie is in the midst of her shpiel:

CONNIE

As Yardmaster, it's my job to ensure the safety and efficiency of our yard and road crews. That means overseeing inbound and outbound traffic, as well as supervising the makeup and breakup of trains here in the yard.

(smiles nervously)

What else...

EXT. HUMP YARD

ON DEWEY hauling ass, gasping as he finally makes it to PB9's SWITCH STAND. Dewey's foot kicks the pedal, releasing the lever. His arms work the lever, eyes glued on ITX 888 coming toward him, less than 20 yards away...

CLOSE ON THE RAIL SWITCH inching into the forward position -

CLOSE ON ITX 888'S LOCOMOTIVE NOSE as it rolls right at us -

ON THE RAIL POINTS as they lock in place seconds before they're draped in the train's shadow, its wheels racing right past us.

CLOSE ON DEWEY, relief washing over him. He lets out a cocky howl, then grabs his walkie talkie from his belt.

DEWEY

Man, that was close!

GILLEECE (FROM WALKIE)

(laughs)

Better get back on, dickhead.

Dewey chuckles smugly, starts jogging after the empty train.

Only as he jogs alongside 888's freight cars, we see the traces of his grin fading as he finds himself having to run harder, breathing harder - we see confusion on his brow: for some reason *he's not gaining on the train like he should.*

INSERT: 888'S CONSOLE COMPUTER SPEEDOMETER: the reading creeps up from 14 MPH to 15 MPH...

BACK TO DEWEY as he labors to pick up the pace, running harder now - yet he's only managed to overtake a few more freight cars...

(CONTINUED)

CONTINUED:

INSERT GILLEECE: watching the scene from afar, seeing Dewey racing to keep up with the train...

CLOSER ON DEWEY, feet pounding ballast, he overtakes the last of the freight cars, the locomotive cab now in view. Panting, he finally makes it alongside the cab door...

DEWEY'S HAND reaches out and seizes the rail as DEWEY'S BOOT tries to find the steel step - only he's running too fast to maintain his balance, and no sooner does his boot touch the metal than it slips off - as does his hand grip -

- and Dewey tumbles face first in a spray of rail ballast.

INSERT GILLEECE gaping in a classic *oh shit* look.

BACK TO DEWEY as he raises his stunned face from the dirt... to see the last car of train 888 rolling away.

INT. FULLER YARD - YARD TOWER - CONTROL ROOM - MORNING

Connie still doing her best to make a speech.

CONNIE

In the end, I really think it comes down to good communication, and to instilling in our staff a sense of responsibility for every single train in our -

PUSH IN TIGHT ON CONNIE as her brows furrow in confusion.

CONNIE

- yard...

REVERSE ANGLE/ CONNIE'S POV: through the panoramic window she sees train ITX 888 rolling right out of Fuller Yard.

TIGHTER ON CONNIE as she hesitates, swallows -

- when the far door BANGS OPEN: Dewey and Gilleece standing there, panting. Heads start to turn -

CONNIE

(quickly)

I'm sorry - will you all excuse me just one minute? My dispatcher, Margo Reese, will be happy to answer any questions you might - you know.

(starts for the door)

I'll just be a minute.

Dewey starts to say something to Connie - she quickly shakes her head, briskly leading Dewey and Gilleece out into

A STAIRWELL (MOMENTS LATER)

Connie facing off with Dewey and Gilleece in hushed voices.

CONNIE

What do you mean it "got away from you?"
It's a train, not a chipmunk!

DEWEY

I had to leave the cab to throw a switch -

CONNIE

You left the cab? Before or after you
applied your air brakes?

GILLEECE

Neither. Air brakes were disconnected.
(corrects himself)
Are disconnected.

Connie looks from Tweedledum to Tweedledee, a knot in her chest tightening.

CONNIE

It was heading south on the northbound
track, you do realize that?

Both men nod anxiously.

CONNIE

So you're telling me we've got an
unmanned train rolling into opposing
traffic with non-operational air brakes?

DEWEY

I set the dynamic brake. That'll for sure
stop it eventually.

(humbled)

I'm sorry, Connie -

CONNIE

From here it looked to be going about 10
miles per. That sound right to you?

Dewey nods. Connie gnaws her lip, her mind racing...

CONNIE

Grab a HyRail truck and go after it. Now.

INT. YARD TOWER - CONTROL ROOM - MOMENTS LATER

Margo is in the midst of addressing the group as best she can when Connie returns, trying her nervous best at a smile:

(CONTINUED)

CONTINUED:

CONNIE

I'm sorry to cut this short, but I'm afraid there's some yard business that requires my immediate attention.

Commissioner Campos couldn't be more relieved.

CAMPOS

Not at all. It's been very informative.

He shoots Schiff a look that says let's get out of here. Confused, Jan Leitch scrambles to keep up appearances.

LEITCH

Before you all go, I'd just like to say, on behalf of ITX Transportation...

CLOSE ON CONNIE as she beelines for Margo, pulls her aside.

MARGO

What is it? You looked like you suddenly had the runs or something -

CONNIE

We've got a coaster.

Margo's eyes go wide -

CONNIE

Ssh! We're gonna tackle this with as little fanfare as possible, okay? Now Dewey said he applied the dynamic brake, so friction should stop the damn thing after a few miles. In the meantime we need to contact every northbound train we've got on the mainline, tell them to pull into the nearest siding - first 20 miles of track take priority. We've got to pull 888's bill of lading, and I have to call in to corporate and report this.

Connie's eyes are already on an electronic track map. She traces her finger from the yard up the mainline track, to a lengthy stretch of siding track at "MILEPOST 5" (i.e. 5 miles south of the yard).

CONNIE

I want that train off the mainline...

WERNER (O.S.)

(in background)

I'm sorry - so there is no coffee?

(CONTINUED)

CONTINUED:

Connie glances up: this suddenly gives her an idea.

EXT. A STREET - MORNING

Ned Oldham is driving his old PICK-UP TRUCK at slow speed for fear of spilling the ten coffees on the passenger seat - when his CELL PHONE RINGS. Ned looks mildly surprised.

NED

Hello?

CONNIE

Ned, how far are you from Milepost 5?

INT. YARD TOWER - CONTROL ROOM (CONTINUOUS)

Connie on the phone, talking low to avoid attention.

CONNIE

I need you to haul ass over there, throw the siding switch and wait. Train 888 left the yard about 6 minutes ago unmanned. It should reach MP5 in about 15 minutes. That should give you enough time to throw the switch, get it off the mainline and onto the siding.

BACK TO NED IN HIS TRUCK

Ned just listens quietly, not the sort to get alarmed.

NED

'kay. You want I should try to climb on board and stop it?

CONNIE

You're a sweetheart, but I've got two hostlers on their way to do just that. You just throw that switch, okay Ned?

INT. YARD TOWER - CONTROL ROOM

Connie hangs up, whips back to her map when -

LEITCH

You were a little brusky, don't you think?

Connie spins to find Jan Leitch looking most unhappy.

CONNIE

I regret that, I really do, but we have a situation on our hands.

(CONTINUED)

CONTINUED:

LEITCH
What kind of "situation?"

MARGO
Connie? Corporate on line 2.

Connie looks nervous, takes the phone, braces herself:

CONNIE
This is Connie Hooper over at Fuller...

LEITCH
(turns on Margo)
Will someone tell me what's going on?

CUT TO CAMPOS AND SCHIFF, shaking hands as they try to excuse themselves, Schiff busily talking on his cell phone.

CUT TO INSPECTOR WERNER considering a donut for the road when he notices LEITCH'S ALARMED EXPRESSION as Margo explains something to her. He then looks over at Connie, speaking tensely into the phone. He senses something's up.

BACK TO CONNIE/ MARGO/ LEITCH

Connie still on with headquarters as Leitch grills Margo.

LEITCH
What do you mean "a coaster?" There's no one driving the train?

CONNIE
I'm sorry, could you hold for just a sec?
(cups phone; snaps at Leitch)
Look, this sort of thing happens, okay?
We're on top of it. But right now what's best for everyone is for you to get yourself and these people out of here.

Leitch is muted. Connie resumes:

CONNIE (CONT'D)
I should probably speak to Mr. Galvin directly... Well can you have him call me then?... No, I was just about to review the bill of lading myself.

She hangs up, turns to Margo.

CONNIE (CONT'D)
Where's that bill of lading?

CUT TO:

EXT. MAINLINE NORTHBOUND TRACK - TRAIN 1206 - MORNING

Wide shot of 1206 and its 20-car consist travelling over a large trestle bridge. They pass a sign: "ENTERING STANTON."

INT. 1206 LOCOMOTIVE CAB

Will and Frank at their controls. Frank glances out at the town of Stanton as they pass.

FRANK

You from Stanton originally?

WILL

Born and raised.

FRANK

I take it that's how you and Ed Conroy's daughter...?

Will nods, guard up instinctively.

WILL

So you know Ed Conroy, huh?

FRANK

Not too well. Only rode with him once or twice. But I do recall him being a fairly unpleasant sonuvabitch.

Will glances over at Frank, surprised - then laughs.

WILL

I'd say you know him well enough.

OFF THE BRIDGE NOW, they take a treacherous-looking turn.

FRANK

Watch your speed here. Keep her under 20.

INSERT: A WIDE SHOT OF THE CURVE

Their train rolls slowly along the curve; in the drop below we can see a pair of cylindrical storage tanks.

BACK TO FRANK AND WILL IN THE CAB

Coming out of the curve, Will adjusts the throttle. Frank observes, impressed by his handling.

FRANK (CONT'D)

What sort of work did you do before this?

(CONTINUED)

CONTINUED:

WILL

I drained sewers. Down in Banksville.

FRANK

(cracks a smile)

You serious?

WILL

Laugh. It was the best job I ever had. I ran my own crew, made my own hours...

FRANK

So what happened?

WILL

Same thing happens to most people who get married too young. It didn't work out.

(beat)

Darcy and Michael moved back in with her folks. I tried the distance thing, but I needed to see him more than once a month. So I took the only job there is around here.

FRANK

Sanitation department wasn't hiring?

Will can't help but crack a smile.

WILL

As a matter of fact, no.

(shakes his head)

I swear though, if you told me I'd be back in Stanton, working for ITX like every other asshole...

(realizes)

No offense.

Frank shrugs it off with a grin. He regards Will a beat.

FRANK

For what it's worth, you're good at it.

Will looks surprised by the unexpected compliment.

FRANK

You got a real feel for the train. Not everyone does. You'll do well at this.

WILL

At least until they shitcan me too, right?

(CONTINUED)

CONTINUED:

Frank forces a brief, uncomfortable smile.

WILL

Sorry, I didn't mean to-

FRANK

That's okay. Union got us a fair deal.

WILL

But you'd rather stay on, right?

FRANK

(matter-of-fact)

More than anything.

Will is about to respond - but Frank cuts him off:

FRANK

You can give her more here. We're past the rough spot.

As Will complies, he takes a last look at Stanton below...

...while Frank peers out pensively at empty tracks ahead.

EXT. MAINLINE TRACK - "MILEPOST FIVE" SWITCH STAND

Ned Oldham is standing by the switch stand a few feet from the northbound track, the switch already thrown so that 888 will veer to the siding track. However with the exception of faint car traffic in the distance, *it is too quiet out here.*

Ned frowns, checks his watch - when he hears an engine gunning behind him. He looks to find Dewey and Gilleece rolling up in a HY-RAIL TRUCK: a small maintenance truck with steel-flanged wheels that allow it to ride the rails.

Dewey leans out of the Hy-Rail, looks to the empty siding track - then back at Ned. Ned just shakes his head. Dewey's expression immediately tells us something is very wrong.

INT. FULLER YARD - YARD TOWER - CONTROL ROOM

Connie is reviewing the pages that comprise ITX 888's BILL OF LADING, her finger travelling down shipments (marble, lumber, automobiles) in various freight cars (hoppers, flatcars, boxcars, reefers). Her finger halts beside:

TYPE: BOXCAR(s) (SPC, DOUBLE-DOOR) - 2 CARS, #23 & #24
CONTENTS: MOLTEN PHENOL (ATT: HAZ. MAT.)
SHIPPER: ALDER CHEM., SPRINGFIELD, ILL.

Connie quickly peers up from the list.

(CONTINUED)

CONTINUED:

CONNIE

You ever hear of a chemical called
"molten phenol?"

MARGO

I'll call the shipper.

O.S. the PHONE rings. Margo picks up.

MARGO

Yard tower.

(quickly turns to Connie)

It's Ned, over at the switch.

EXT. FULLER YARD - PARKING LOT

A black towncar waits idling among the other cars as Jan Leitch escorts Campos, Schiff, Werner and the others out.

LEITCH

Again, sorry to have cut this short -

WERNER

What exactly is the problem up there?

LEITCH

Excuse me? Oh, that. Nothing to be
alarmed about, just a routine - glitch.

WERNER

What sort of glitch?

LEITCH

(trying to sound casual)

Um - it's - a coaster, however it's-

WERNER

I'm sorry, did you just say a coaster?

SCHIFF

What's a coaster?

INT. YARD TOWER - CONTROL ROOM

Connie on the phone looking like her heart has just stopped.

CONNIE

You've been standing there how long?

NED (ON PHONE)

It's been 18 minutes.

EXT. MILEPOST FIVE SWITCH STAND (INTERCUT AS NECESSARY)

NED

I figured maybe it was going slower than you thought, only these guys you sent -

He glances over at Dewey and Gilleece, now a few feet away.

NED

- they said they were eyeing the mainline the whole way over and didn't see it.

CONNIE

I don't -- are you saying that train has already passed?

NED

That'd be my guess, yes ma'am.

CONNIE

(stunned; beat)

Put Dewey on the phone.

Ned hands the phone to Dewey, who anxiously takes it.

CONNIE

I need you to rally every cell in that brain of yours and think: when you applied the dynamic brake, did you counter with the throttle?

DEWEY

Yeah - that's standard procedure.

CONNIE

In what position was the throttle set?

Dewey goes pale on his end. Now he gets the implication.

CONNIE

Damn it, Dewey, what position was that-

DEWEY

Run 8, full throttle. I needed maximum resistance.

TIGHT ON CONNIE as she shuts her eyes. Tries to breathe.

DEWEY

You're thinking something's wrong with the dynamic brake?

(CONTINUED)

CONTINUED:

CONNIE

There's nothing wrong with that brake. It was inspected yesterday. That train is under power.

(trying not to panic)

Okay. Take the southbound track, see if that train's still going slow enough for one of you to jump on. We got to Milepost 10 before the tracks split. Let me talk to Ned again.

Dewey hands the phone back to Ned. Connie's heart is racing.

CONNIE

Ned honey, I need you to get back in your vehicle and follow the mainline, okay? The second you spot that train, call me.

Connie hangs up, dials another number as she whips to Margo:

CONNIE

I'm gonna need corporate again.

(abruptly into phone)

Ohio State Police? This is Connie Hooper, I'm a yardmaster over at ITX Transportation's Fuller Yard. I hate to alarm anyone, but I'm afraid I have t-

Margo glances over. Connie looks ready to pull her hair out.

MARGO

What happened?

CONNIE

Nothing, I'm on hold.

EXT. FULLER YARD - PARKING LOT

Jan Leitch is reluctantly leading Campos, Schiff and Werner back toward the yard tower.

LEITCH

I assure you, the yard staff are equipped to handle this-

SCHIFF

I'm sure they are, Ms. Leitch. But a runaway train in Lucas County is as much Commissioner Campos's concern as it is ITX's. We'll remain here until we're assured this situation is under control.

Leitch nods queasily. Campos tugs on Schiff's arm, sotto:

(CONTINUED)

CONTINUED:

CAMPOS

You're sure about this?

SCHIFF

Absolutely. It's an election year.

CAMPOS

So?

SCHIFF

So if this thing's the no-brainer they're saying it is, we can pump it up with a little drama and milk it for a photo op. Besides, it's this or the rotary breakfast.

INT. YARD TOWER - CONTROL ROOM

Connie finally has someone from O.S.P. on the phone.

CONNIE

Like I said, it's definitely under power, we're not sure of the exact speed.

INT. OHIO STATE POLICE - FIELD OPERATIONS BUREAU

Captain ALLEN (50s) is at his desk phone, incredulous.

ALLEN

I thought all trains have some sort of dead man's brake?

CONNIE

(impatient)

There's a wand the engineer has to hit periodically or the air brakes are automatically applied; unfortunately this train's air brakes were disconnected. Sir, I would gladly explain the particulars of locomotive operation to you if we had time, but right now I really need your assistance posting officers at all the mainline crossings.

Allen realizes he's in for a hell of a morning.

ALLEN

I'll start making some calls.

CONNIE

Thank you.

(CONTINUED)

CONTINUED:

ALLEN

Just one question: how do you all plan to stop it?

EXT. MAINLINE - SOUTHBOUND TRACK

Dewey and Gilleece are racing their Hy-Rail truck - which for a Hy-Rail translates to about 25mph. They pass a marker for "MILEPOST 9."

INT. HY-RAIL TRUCK

The Hy-Rail rattles turbulently, both men looking fearful, scanning the tracks ahead. They barrel over a dip -

GILLEECE

There!

Through their windshield we can make out the REAR-MOST CARS OF ITX 888, a good half-mile ahead on the northbound side.

EXT. MAINLINE TRACK

As the Hy-Rail truck speeds down the southbound track, more and more of 888 comes into view. As it does, the train's sheer size and brute power truly hits us, underscored by the furious roar of its engines, the relentless clacking of its wheels, the exhaust streaming from its stacks...

CLOSE ON THE HY-RAILS WHEELS: quaking wildly, the thin flanges just barely holding the rails.

INT. HY-RAIL TRUCK

Gilleece looks at the speedometer: they're pushing 30 mph. The Hy-Rail lurches and sways as if it could tip any second.

DEWEY

Hurry up, man! The split's coming up!

GILLEECE

We're barely staying on as it is!

EXT. MAINLINE TRACKS

The Hy-Rail teetering even more violently now as it finally gains on the rear-most cars of 888. Dewey opens the truck door closest to the opposing track.

CLOSE ON DEWEY standing in the open doorframe, gaping at car after car whipping past, the tracks a blur beneath him.

(CONTINUED)

CONTINUED:

GILLEECE

You sure you can do this?

DEWEY

Just get us alongside the cab!

Through the open door, various freight cars blur past, until finally the Hy-Rail is inching up alongside the gleaming cherry red locomotive at the head of the train.

Dewey peers at the distance between the Hy-Rail and the locomotive: 15 feet at least. He eyes the steel steps leading to the locomotive's closed cab door. If he misses those steps, he'll be sucked right under its wheels.

Gilleece eyes the tracks ahead: they're fast approaching the split, where a PAIR OF TUNNELS is located.

Sweat streaming down his face, Dewey is still staring into the rushing chasm between truck and train -

GILLEECE

It's now or never, man!

Dewey glances up, sees they're seconds from the tunnel... Breathing harder, every limb trembling, Dewey bends his knees, about to make the jump... he knows it's now or never -

DEWEY

Shit!

He shrinks back from the open door, gasping. He shakes his head, crushed... as the TRACK SPLITS into a 'Y' and the Hy-Rail truck is swallowed by the darkness of the tunnel.

EXT. TUNNEL - OTHER SIDE

888 BLASTS OUT with a roar - a good 20 yards away from the southbound side, on which the Hy-Rail rolls out in defeat.

From the Hy-Rail's windshield, the men watch helplessly as 888 veers off along the diverging northbound track in a plume of exhaust. Dewey reluctantly takes out his phone.

INT. Fuller YARD - YARD TOWER - CONTROL ROOM

Connie looks even tenser, shaking her head as she listens to Dewey's report.

CONNIE

... All right, you tried. Come on back.

On the sound of the door opening, Connie and Margo spin -

(CONTINUED)

CONTINUED:

- to find Leitch entering with Campos, Schiff and Werner.

LEITCH

I'm sorry, they insisted -

CONNIE

This is really not the time-

SCHIFF

Maybe not, but Commissioner Campos represents the citizens of this county-

CONNIE

I don't care if he represents the voting population of Mars, we've got a major situation on our hands!

LEITCH

I thought you said this was routine?

CONNIE

Yeah well, not anymore.

(sees her other line blinking)

Look, just - sit, okay?

(grabs the phone)

This is Connie Hooper over at Fuller-...

(even tenser)

Mr. Galvin... Yes, I'm afraid you heard correctly. Train 888 is on the mainline unmanned, throttle fixed at Run 8...

FRA inspector Werner immediately gets the jeopardy.

WERNER

(whips to Leitch)

Run 8? You said it was coasting?

INT. ITX CORPORATE HEADQUARTERS - GALVIN'S OFFICE (CONTINUOUS)

V.P. of train operations OSCAR GALVIN is an ex-yardmaster himself, and has the hard attitude of someone who's worked his ass off to earn his white collar.

GALVIN

Damn it, how could this happen?

CONNIE

An unfortunate combination of human error and bad luck.

GALVIN

Luck? I was a YM for ten years before I joined management - luck's got no place

(CONTINUED)

CONTINUED:

GALVIN (CONT'D)
in a rail yard. Now what are we worried
about in terms of cargo?

CONNIE
The diesel fuel is obviously a concern -

GALVIN
Obviously. I said cargo.

INTERCUT W/ CONNIE AS NECESSARY:

CONNIE
Well, our primary concern is cars 23 and
24. They're carrying a chemical called
molten phenol; we're still trying to
connect with the shipper to determine
exactly what it-

WERNER
(pipes in; ever-the-nerd)
It's used in the manufacture of glue.

CONNIE
Can you hold just a minute?
(turns to Werner)
You know about molten phenol?

WERNER
(doesn't everyone?)
Yes?

CONNIE
Mr. Galvin, there's an F.R.A. inspector
here who knows something about this
chemical. I'll put him on speaker phone.

She clicks speaker phone, gestures Werner over.

WERNER
This is Region 2 Federal Safety Inspector
Scott Werner, how can I-

GALVIN
Just tell me what you know about this
chemical.

WERNER
Like I said, it's used to make glue. Also
dyes, disinfectants. It's pretty serious
stuff: extremely toxic, highly volatile -

GALVIN
Is it combustible?

(CONTINUED)

CONTINUED:

WERNER

I would guess yes.

GALVIN

Wonderful. Hooper, get state police back on the line, make sure they have a HazMat team briefed and ready. I take it you've sided all other rail traffic?

CONNIE

On our end, yes. Columbus is notifying its own.

(warily)

Sir? How are we going to stop this? I mean that train's en route to pass through some highly populated areas -

GALVIN

We're having a strategy call in two minutes.

CONNIE

All right, I'll be ready.

GALVIN

You won't be on the call, Ms. Hooper.

CONNIE

...Excuse me?

GALVIN

I'll let you know our course of action once it's been decided. Just continue coordinating with local authorities. God knows how many crossings we need to secure.

Galvin hangs up. Connie tries not to appear as humiliated as she feels. Instead she quickly dials another number.

WERNER

One hundred seventy three.

(off Connie's baffled look)

Railroad crossings. Between here and ITX's substation in Columbus, that is.

Connie just stares at this middle-aged geek, not sure if he's a help or a nuisance - when the other end picks up.

CONNIE

(into phone)

Captain Allen, it's Connie Hooper again... No, but I should have an update

(CONTINUED)

CONTINUED:

CONNIE (CONT'D)
for you soon. Right now I need to alert
you to a possible HazMat situation.

CUT TO:

E/I. TRAIN 1206 - MORNING

Frank and Will are continuing along the northbound track, when Frank notices something through his windshield: AN OHIO STATE POLICE HELICOPTER soaring right over their heads as it races down the same stretch of track they're riding on.

FRANK
That's strange.

WILL
What?

FRANK
That helicopter. I'd swear it's following
the tracks.

The helicopter continues off until it's out of sight.

RADIO DISPATCH (O.S.)
1206, check in.

FRANK
(clicks the radio mic)
This is 1206. We're less than 60 miles
from Toledo, should be passing Fuller
Yard in about 40 minutes or so.

RADIO DISPATCH (O.S.)
Negative 1206. Remove your train to the
nearest siding until further instructed.

WILL
(puzzled, to Frank)
We just passed the nearest siding.

FRANK
Dispatch, our next siding isn't for
another ten miles. What exactly is the
problem?

RADIO DISPATCH (O.S.)
There's an unmanned train out of Fuller
on the northbound track.

FRANK
Really? A coaster?

(CONTINUED)

CONTINUED:

RADIO DISPATCH (O.S.)

We don't have any details yet. Just proceed to the next siding.

FRANK

Sure we've got enough time?

A static-filled pause from the other end, then:

RADIO DISPATCH (O.S.)

Yes, 1206, we're sure. Just stay in that hole until we give the all-clear.

FRANK

Okay.

(clicks off; turns to Will)

So much for lunch at Hecky's.

A SECOND HELICOPTER suddenly appears whomping overhead, racing over their train and, again, straight down the track.

FRANK

What do you say we pick up the pace, just to be on the safe side?

EXT. FINDLAY CROSSING - MORNING

Inexpensive homes line the tracks as we find Ned driving on a SERVICE ROAD, ten cold coffees getting jostled in their box. Encountering traffic, Ned brakes as he sees A CLOSED RAILROAD CROSSING ahead: gate lowered. A lone, overworked POLICE OFFICER is redirecting traffic as best he can.

Ned peers across the southbound side to THE NORTHBOUND SIDE and its corresponding gate, also lowered, a LINE OF SIX CARS waiting before it in vain. In line is a van, from which A REPORTER and CAMERAMAN hop out and start toward the tracks.

Seeing this, the lone Police Officer abandons traffic duty to jog across both sides of the mainline and wave them back.

OFFICER

Hey! You can't leave that van -

REPORTER

I'm from Channel 10 news. What's going on? Every railroad crossing's closed off for a good twenty miles.

OFFICER

Look, I'm just doing what they told me. Now get back in your vehicle...

INSERT: A NEARBY INTERSECTION (NORTHBOUND SIDE OF TRACKS)

A CHEVY 4X4 speeds through traffic, a geeked-up RAILFAN talking on a CB radio, a camcorder on his passenger seat.

RAILFAN

I'm on my way now, it's gonna be awesome.
Friggin' 5,000 h.p. SD-40-2 with a candy
apple livery, 3-axle truck... 3-axle, I'm
positive. You're thinking of the EMD
models... You're wrong, dude...

He reaches for his "Trainspotter's Guide," flipping pages...

DRIVER

Yeah? I'm looking it up right-- SHIT!

The Railfan suddenly sees the HALTED LINE OF CARS just ahead of him - he stomps the brake, but there's not enough time and his truck CRASHES into the car at the back of the line -

- setting off a CHAIN OF COLLISIONS, each car SMASHING into the next, and in seconds THE FIRST CAR IN LINE (A TOYOTA) is rear-ended - but with no car in front of it, the Toyota SMASHES through the lowered gate and bounces up onto the northbound track, where the dip between the rails stops it.

Ned watches uneasily through his dusty windshield as drivers and passengers of the other damaged cars climb out...

The Toyota's driver, a petite WOMAN, is visibly in shock. The Officer arrives, tugs open her door - then suddenly freezes. He hears something: an approaching train.

INSERT: EXTREME CLOSE ON ITX 888'S LOCOMOTIVE UNDERSIDE

The noise deafening. Heavy steel wheels spin like buzzsaws.

The Officer's eyes dart frantically, but a swell in the landscape offers less than 100 yards' visibility. The Officer quickly starts to pull the driver out, glancing back anxiously at the sound of the nearing train -

INSERT: CLOSE ON 888'S state-of-the-art CAB INTERIOR, eerily vacant and whisper quiet.

The train now louder, closer, the Officer rests the Toyota's driver down, then glances back at the Toyota, debating whether to try to move it before the train comes, when

THE TRAIN'S NOSE is suddenly visible on the horizon line. And on the faces of every bystander we see a mounting awe at the massive power and size of this monster racing at them...

(CONTINUED)

CONTINUED:

CLOSE ON THE TOYOTA on the tracks, a purse on the front seat. We feel the rattling of rails as 888's approach grows louder, the Toyota now starting to shake, harder and harder - so hard you'd think the ground was just about to erupt when

SMASH! the locomotive bashes the Toyota with a force so jolting we can barely keep up as the car is plowed under the sheer mass of the train in a violent spray of sparks -

TIGHT ON THE UNDERSIDE OF THE LOCOMOTIVE, flanges struggling to stay inside the rails, screeching and sparking, and for an instant we're thinking *this train is going off the track* -

- when the Toyota's frame abruptly SNAPS, the car instantly pulverized in a spray of parts and glass as 888 plows over.

AT THE CROSSING Ned and other bystanders all gape in dead silence, like they've just witnessed some extreme violence they were helpless to prevent... as the last cars of 888 shrink in the distance like a shark returning to open water.

CUT TO:

INT. FULLER YARD - YARD TOWER - CONTROL ROOM - DAY

Connie is nervously scanning the electronic map, ensuring that the vast majority of nearby trains are already sided. 888 blinks as a dot as it continues along the mainline -

WERNER

The mainline is class 4 track, you know.

Connie turns to find Werner hovering a few feet away.

WERNER

There's a speed restriction of 60 mph. Any faster and even a train as heavy as your runaway risks derailment.

He points to a spot on the electronic map about 50 miles from where 888 is presently.

WERNER

Then of course you've got that hillside curve in Stanton. You take that stretch any faster than 25 and the laws of physics alone will -

CONNIE

There's no way that train is going all the way to Stanton, okay?!

(exhales, assuring herself)

There's no way.

(CONTINUED)

CONTINUED:

ON MARGO, looking stunned as she quickly calls to Connie:

MARGO

Ned says 888 just obliterated a Toyota -
and stayed on the tracks.

Connie looks incredulous: how can this be happening?

CONNIE

Tell him not to let it out of his sight.

Werner notices Leitch seated anxiously nearby.

WERNER

(a nerd's matter-of-factness)
I guess this could shape up to be
something of a PR nightmare for ITX, huh?

Leitch looks up at him in baffled exasperation. Campos and Schiff now approach, as if to justify their presence.

SCHIFF

I don't see why you don't just lower
someone down from a helicopter?

Connie just shakes her head. Werner scoffs audibly.

WERNER

I suppose it's a viable option, provided
we could requisition a Navy SEAL unit in
the next 30 minutes and had, oh, 7 weeks
to train an officer in the operation of a
5,000 horsepower SD40-2 locomotive.
Of course that would give you enough time
to remove all those pesky high-voltage
powerlines from either side of the track.

Neither Campos nor Schiff appreciate the nerdy sarcasm.

CAMPOS

Fine, then what is the plan, Ms. Hooper?

CONNIE

That's what I'm waiting to find out.

SCHIFF

Waiting? I thought you were in charge?

Stung, Connie says nothing, just stares at the electronic map, feeling humiliated and powerless.

EXT. A RIVER - UTAH - MORNING

Five CEOs in highly expensive fly-fishing gear stand in their waders amidst a gorgeous mountain setting; we can barely make out their talk over the rushing water, but their bearing suggests entitled men of wealth and influence.

A new Jeep bounds up a wooded trail (a staff vehicle from an upscale resort). The Jeep halts by the riverbank, and a YOUNG MAN in a pristine resort uniform anxiously hops out.

YOUNG MAN

Mr. Janeway, sir?

JANEWAY (50s) looks up, surprised at the interruption.

INT. ITX CORPORATE HEADQUARTERS - CONFERENCE ROOM - MORNING

A group of 30 EXECUTIVES are amassed in closed-door session, the tension palpable. Galvin is one of the few men who seems like he actually works for a railroad - the rest could be bankers. More than half have laptops in front of them.

MOSS, an actuary, is standing, leaned forward so as to be better heard by a triangular state-of-the-art speaker phone resting on the center of the long conference table.

MOSS

We're still going back and forth on this with the insurance company. But should 888 derail - factoring in cargo liability, environmental liability...

ANGLE ON GALVIN, looking impatient. He notices the man next to him wears a sleek Movado. Galvin tugs on his suit jacket to conceal his own cheaper watch.

MOSS

...rail damage, car and locomotive loss - we're looking at a projected cost anywhere from \$35 to \$50 million.

INT. EXPENSIVE RESORT LODGE - BUSINESS CENTER (CONTINUOUS)

ITX CEO Janeway, still in fly-fishing gear, is on the other end of the call, maintaining a steely exterior as he paces alone in the lavish business center of this Utah resort.

JANEWAY

This apart from a stock devaluation.

On a plasma TV we see muted FOOTAGE OF THE TOYOTA CRASH rerun at the moment of impact (courtesy of that cameraman at

(CONTINUED)

CONTINUED:

the scene). The headline: "RUNAWAY TRAIN IN OHIO?"

BACK TO ITX CONFERENCE ROOM

HOFFMAN, another exec, leans in uneasily.

HOFFMAN

Yes, sir. And of course future revenue loss, which our projections indicate could be in the 20-30% range.

All eyes are on the speaker box, silence on the other end, the only sound the faint rustle of Janeway's breath. Until:

JANEWAY (FROM SPEAKER)

I say we go with Mr. Galvin's option.

A hint of satisfaction surfaces on Galvin's face. Faces turn to him - some dissenting, some tense, some envious.

GALVIN

I've already prepped our substation in Columbus. They just need the go-ahead.

JANEWAY (FROM SPEAKER)

You have it.

BACK TO JANEWAY

As he hangs up, glances back at the TV in the conference room, on which the live news coverage now runs HELICOPTER CAM FOOTAGE of ITX 888 barreling down the tracks.

EXT. 30 MILES FURTHER UP THE NORTHBOUND TRACK - TRAIN 1206

The older train chugs ahead at almost 60 mph in the opposite direction, smoke billowing from its exhaust stacks.

INT. 1206 LOCOMOTIVE CAB

WILL

I don't think I've ever taken the mainline this fast.

Will looks tense, as opposed to Frank.

FRANK

We've only got 4 miles to that siding. Just modulate the throttle coming out of this sag 'til you feel the cars start to gather. We want time to brake. Remember, handling a train is really about managing slack. You only get six inches per car - that's 50 feet for the entire train.

(CONTINUED)

CONTINUED:

WILL
(frowns)
This your idea of a pep talk?

FRANK
(smiles in reassurance)
You're doing fine, Will.

Will nods, his confidence only minimally boosted.

WILL
All the time you've been hogging, you
ever been in a collision?

FRANK
Me? No. I've known a lot of guys who have
though.
(beat)
Some of them even lived.

WILL
God, I hate this job...

INT. FULLER YARD - YARD TOWER - CONTROL ROOM

Connie practically lunges for the blinking phone line.

CONNIE
This is Connie-

GALVIN (O.S.)
Have all mainline crossings been closed?

Connie quickly looks over at Margo, mouths "Galvin."

CONNIE
Yes, sir, I've been coordinating with
O.S.P. Is there a strategy in place?

GALVIN (O.S.)
As a matter of fact there is.

ACROSS THE ROOM

Schiff is anxiously holding his cell phone to his ear.

SCHIFF
Yes?
(deflated)
I see... Well, please let the Governor
know that Commissioner Campos is here at
Fuller Yard if he needs to... Right. Bye.

(CONTINUED)

CONTINUED:

Schiff hangs up, turns awkwardly to Campos.

SCHIFF

They said the Governor's already been briefed, but he appreciates the call.

Campos nods tersely, feeling a little foolish.

BACK TO CONNIE

holding the phone close - now looking sick with worry.

CONNIE

Mr. Galvin, with all due respect, I'm not sure I agree with your plan. This thing is half a mile long, weighs over four million pounds and travelling at high speed into populated areas with two freight cars worth of extremely hazardous chemicals and 5,000 gallons of diesel fuel. Sir, we're not just talking about a train here. We're talking about a missile the size of the Chrysler Building.

INTERCUT ITX CORPORATE HQ (GALVIN'S OFFICE) AS NECESSARY:

GALVIN

What is your point, Ms. Hooper?

CONNIE

My point is we have a limited window. The train just passed Findlay - there's about 12 miles of vacant farmland, and after that it's nothing but town after town all the way to Columbus.

GALVIN

So what are you suggesting - we just derail it?

CONNIE

Yes, sir, I am. While we still can.

GALVIN

You've got to be-

Galvin's door suddenly opens as his Assistant nervously pokes her head in. Behind her we see two FEDERAL AGENTS.

GALVIN

(to his Assistant)

What?

(CONTINUED)

CONTINUED:

GALVIN'S ASSISTANT

Two agents from the Ohio field office of the Department of Homeland Security here to speak with you.

Galvin leans across his desk to get a look at the pair of suited Agents waiting by the cubicle beyond his door.

GALVIN

Unbelievable. For Chrissake, this isn't -
(calls out to the Agents)
This isn't terrorism, okay?!

The Agents glance up - they'll be the judge of that.

GALVIN

Just - say I'll be with them in a minute.

CONNIE (FROM PHONE)

Mr. Galvin, I know it'll cost the company a lot of money-

GALVIN

Do you think?

CONNIE

- but in my opinion, we need to derail this train before it returns to populated-

GALVIN

We are not going to intentionally destroy one of our trains when we can stop it.

CONNIE

But -

GALVIN

Miss Hooper, I'm going to extend to you my last ounce of good will, and pretend this conversation didn't happen. Okay?

BACK TO CONNIE

CONNIE

Will you just-

But he's already hung up. Connie slams her fist down.

CONNIE

DAMN it!

She spins to find everyone in the tower is staring at her.

(CONTINUED)

CONTINUED:

MARGO

What's their plan?

EXT. MAINLINE TRACK - MILEPOST 35

FIREFIGHTERS IN HAZMAT GEAR, POLICE and F.R.A. OFFICIALS descending on this isolated stretch of track that bifurcates a barren field. A makeshift MOBILE OPS FACILITY has been established in the weed-strewn field.

The track itself is empty except for a LASH-UP: a train of multiple locomotives connected by electrical and pneumatic lines. The lash-up is positioned on a siding track - we can assume it was ordered to pull over along with the others - and yet we hear its engine firing up...

...and in moments the train begins to chug forward, *out onto the northbound track*. We recognize the engineer at the helm: it's Judd Murphy, Frank's friend from the yard.

ALONG A NEARBY ROAD

backed-up traffic is being diverted. Among the cars and trucks, we recognize NED'S PICK-UP TRUCK. Ned leans his girth out his window - sees there's no following the train this way. He opens his glove compartment, takes out an old road map. His pudgy, expressionless face studies it - then he refolds it and makes a U-turn onto another road.

ANGLE ON THE MOBILE OPERATIONS FACILITY TRACK-SIDE

Confusion among the various firefighters, cops and FRA guys, each trying to issue orders to the others. Rack focus on THE TWENTY-PLUS CAR LASH-UP approaching at a full throttle 60 mph. PUSH IN ON MURPHY IN THE CAB, tense but determined.

CUT TO:

EXT. MAINLINE TRACK - TRAIN 1206

Travelling fast in the opposite direction.

INT. 1206 LOCOMOTIVE CAB

Will and Frank focused on the track ahead. There's a dip in the landscape.

WILL

You're not even a little nervous?

FRANK

We're almost there. That siding should be just down this -

(CONTINUED)

CONTINUED:

Frank's words halt. Will follows his look out the windshield - to a flattening valley below. There's the siding all right. *But there's another train already holed in it!*

WILL

What the hell -?

He looks to Frank - who now really does look nervous. They're barreling toward the switch point, gathering more speed on the decline. Frank quickly clicks the radio mic.

FRANK

1206 to dispatch. Dispatch come in.

INT. COLUMBUS SUBSTATION - DISPATCH

Everyone in here is glued to a TV set on which we see live footage of 888 racing down the tracks.

FRANK (O.S.)

(from speaker; tenser)

Repeat, this is 1206 -

The Dispatcher now hears Frank's voice, grabs the mic.

DISPATCH

1206, are you in the hole yet?

BACK TO FRANK AND WILL

peering out anxiously at the train in the siding: *they have no choice but to pass it by.*

FRANK

We would be if it wasn't already occupied! What the hell's going on out here?

DISPATCH

1206, you have to get off that mainline now!

FRANK

Tell that to the train parked in our spot!

DISPATCH

1206, just - give me a minute...

Frank looks to Will, both uneasy by how panicked the dispatcher just sounded.

EXT. MAINLINE TRACK - LASH-UP ATTEMPT SITE

A pair of O.S.P. OFFICERS are standing behind sawhorses, holding out RADAR GUNS as we hear a train roaring nearer. In a moment, we glimpse the cherry-red lead of 888 on the horizon, racing toward them.

The Officers look so tense you'd think they were about to take out a sniper as they level RADAR GUNS on the train...

CLOSE ON THE RADAR GUN'S DIGITAL DISPLAYS: red numbers jog and blink, then both settle on "51 MPH."

INT. LASH-UP CAB

Murphy sits alone in the cockpit.

DISPATCH

888's clocked at 51 mph. It's about a mile back. Should be coming up behind you in less than 2 minutes.

Murphy glances in his side-view mirror - it's as big as an 18-wheeler's, but with 1/4 mile of cars behind him, it's all but impossible to see much of anything beyond his own train.

CUT TO:

CLOSE ON A TELEVISION TUNED TO LOCAL NEWS. An aerial shot taken from a news helicopter shows the lash-up racing down the mainline track.

REPORTER

...will neither confirm or deny, but we are being told that what we are looking at is in fact a runaway train, some 7 miles outside the town of Maybridge...

Reverse angle to reveal

INT. FULLER YARD - YARD TOWER - CONTROL ROOM

Connie and the others are watching in here, tense as hell.

CONNIE

Idiots, you've got the wrong train.

REPORTER

Wait a second, Chris, it seems as if a second train is on the line - in fact it appears to be coming up behind it...

ON THE TELEVISION: the nose of 888 now creeps into frame, a

(CONTINUED)

CONTINUED:

few hundred yards back from the last car of the lash-up.

WERNER

Actually that would've made more sense.
 (off Connie's confused glance)
 Coupling from the rear. At least the
 driver would have more control.

Connie chews on this, as on TV we see ITX 888 edging closer to the lash-up.

WERNER

Too late now though.

REPORTER

*Uh, Chris, I'm being told we might have
 our trains mixed up...*

EXT. TRAIN 1206 - FURTHER UP THE MAINLINE

Travelling in the opposite direction of 888 and the lash-up.

INT. 1206 LOCOMOTIVE CAB

Frank and Will gunning it, still tensely waiting for a response from dispatch.

DISPATCH

1206, there's a rip track in 6.2 miles,
 you can hole there. How fast are you
 going?

FRANK

Around 60.

DISPATCH

Go faster.

FRANK

(frowns)

I don't get it. How hard is it to get a
 coaster off the mainline and into a
 siding?

DISPATCH

1206, train 888 isn't a coaster.

FRANK

What do you mean it's not a... It's under
power?

ON FRANK, the full scope of the danger they're in suddenly hitting like a ton of bricks. Will is stunned speechless.

(CONTINUED)

CONTINUED:

DISPATCH

Look, they're trying to stop it-

FRANK

Where precisely on the mainline is it?

DISPATCH

We're not exactly-

FRANK

Find out exactly. I want a milepost. Now.

A beat of static-filled silence. Then:

DISPATCH

I'll try to get one for you. In the meantime give it all you got.

Frank clicks off, jaw set with tension; he sees Will just staring at him, worried as hell.

FRANK

Now I'm nervous.

EXT. MAINLINE TRACK - MILEPOST 40

As emergency vehicles race alongside to keep up, we see the lash-up is now ahead of 888 by less than 100 yards...

INT. LASH-UP CAB

Murphy is struggling with the difficult task.

MURPHY

Still holding at 53.

DISPATCH

Get her down to 51 and brace yourself.

EXT. MAINLINE TRACK - MILEPOST 40

The two trains are now only about 30 yards apart...

ANGLE ON THE LAST CAR IN THE LASH-UP: an old DASH 7 locomotive, its rear coupler head hovering over track that blurs like a rushing river... when into our tight frame 888's grill inches in, its front coupler head heralding its massive red livery, now badly scraped from the Toyota...

The two couplers finally TOUCH - but they don't engage.

INT. LASH-UP CAB

Murphy swallows his nerves, shifts the throttle down -- and instantly we feel a massive JOLT in the cab! The sound of screeching metal and straining parts -

QUICK SHOTS:

- THE LASH-UP REAR CAR/ ITX 888'S FRONT CAR: sparks fly from steel against steel, the rattling of the wheels below unstable and terrifying -

- ITX 888'S FREIGHT CARS #23 AND #24: the slack between them rapidly gathering until the two cars almost touch -

- THE LASH-UP'S FRONT TWO CARS also nearly bang into each other -

BACK TO MURPHY

as he rapidly adjusts his speed, pulling ahead just in time.

INT. YARD TOWER - CONTROL ROOM

Connie et al see this on the TV, a nervous smile starting to form on her face.

CONNIE

It's actually working - they're slowing it down!

INT. ITX 888'S COCKPIT

In the empty cab, we focus on the train's speedometer. It is actually starting to slow - already down to 44 mph.

INT. LASH-UP CAB'S COCKPIT

The same 44 mph creeps downward on its speedometer.

DISPATCH

Keep braking, Murph, you're doing great.
There's a siding about half a mile ahead.
Try to get her under 40 and guide her in.

INT. ITX CORPORATION HQ - A CONFERENCE ROOM

Galvin and the other ITX execs are all watching a video feed of the action. We hear someone mutter "Thank god." Galvin allows himself a self-satisfied smile.

EXT. MAINLINE TRACK/ SIDING TRACK

The lash-up is heading for the siding, where a blinking signal indicates the switch has been thrown.

INT. YARD TOWER - CONTROL ROOM

Connie and Werner are the first to show a shadow of unease.

CONNIE

What are they-? Don't side it yet!

CAMPOS

Why not? What's wrong?

WERNER

(gravely)

They're taking it in too fast.

INT. LASH-UP CAB'S COCKPIT

ON THE SPEEDOMETER struggling to creep down from 42mph. Murphy clutches the throttle, feeling the strain.

MURPHY

Come on, damn it, slow down -

EXT. MAINLINE TRACK/ SIDING TRACK

EXTREME LOW ANGLE ON THE TRACK as the lash-up's lead *plows right over us*, making the turn onto the siding...

INT. ITX HEADQUARTERS - CONFERENCE ROOM

...as the video feed shows the lash-up almost entirely onto the siding, 888's nose flush against the lash-up's last car.

Galvin tenses, knows it's all about this moment right now -

INT. YARD TOWER - CONTROL ROOM

As does Connie, pacing toward the TV, fingers crossed tight -

EXT. SIDING SWITCH POINT

As the final cars of the lash-up smash over the switch and turn onto the siding, we drift down to track level to see

THE REARMOST CAR WHEELS turn into the switch at over 40 mph, allowing, for a split second, A GAP of a mere three inches between the two trains -

- but that's enough. *Time slows* just long enough to see THE

(CONTINUED)

CONTINUED:

FIRST WHEELS OF ITX 888 smash directly into the rail and
JUMP THE SWITCH.

888's lead whips past in a red blur, *time rapidly resuming its frantic pace* as THE GAP CLOSES AGAIN - only this time with a clumsy BANG, thrusting the turning rear car forward -

- and KNOCKING ITS WHEELS OFF THE RAILS. Smash to:

A QUICK CRANE UP from the two trains as they part ways - the LASH-UP barreling onto the siding as ITX 888 remains stubbornly on the mainline track -

INT. LASH-UP CAB COCKPIT

Murphy feels something's gone wrong even as he hears:

DISPATCH

Bail! Bail now!

EXT. SIDING TRACK

THE LASH-UP coming right at us, the lead cab's door swinging open as we see Murphy LEAP from the moving train -

- as behind him we see the rearmost locomotive in the train flailing off the track. And if we've never seen a quarter-mile train derail, well, we're about to right now -

- as from the rear of the train the cars start to topple from the tracks one by one, as if they're being yanked off the track by some invisible string, until the force of their derailment is so overwhelming that suddenly the rest of the train is jerked back along with it, jackknifing in a terrifying whiplash, millions of pounds of heavy machinery smashing to the ground one on top of the other in a destruction so intense and overwhelming we barely have time to take it all in -

- when the first of the locomotive's diesel tanks ERUPTS with the impact, setting off a chain reaction of explosions so rapid and powerful they blacken the sky almost instantly.

INT. YARD TOWER - CONTROL ROOM

The TV's helicopter footage is engulfed in smoke. Connie, Margo, Werner, Schiff and Campos gape at the black screen. Margo turns away. Connie closes her eyes.

INT. FULLER YARD - YARD CREW LOUNGE

A sea of hard hats watching a small TV overhead in silence. We find Dewey alone in the corner, head in his hands.

INT. ITX HEADQUARTERS - CONFERENCE ROOM

Pandemonium erupting as Galvin stares, shell-shocked.

EXT. SIDING TRACK BY MILEPOST 40

Paramedics rush Murphy into a MedEvac as firefighters try to contain the raging flames.

INT. ITX 888'S VACANT, QUIET COCKPIT

Its speedometer gradually inching back up toward 50 mph...

EXT. MAINLINE TRACK - MILEPOST 42

... as ITX 888 continues its charge down the mainline, its lead car now even more scraped and dented, caked with soot and dirt, like a deranged version of its former self.

INT. 1206 LOCOMOTIVE CAB

Frank and Will still racing in the opposite direction. A distant sound of sirens. Will glances out his window, sees a LINE OF THREE FIRETRUCKS racing down the service road in the direction they're heading.

WILL

Maybe it derailed?

Frank says nothing, uneasily eyeing the sign for "MP 53" they're presently racing pass.

INT. FULLER YARD - YARD TOWER - CONTROL ROOM

Werner, Campos, Schiff and Leitch hover by the TV; Connie and Margo by the console, still reeling from the disaster.

CONNIE

I should've tried harder to convince him.

MARGO

Honey, the man hung up on you.

CONNIE

So I should've called back.

ON TV news footage of that awful lash-up derailment replays.

REPORTER (V.O.)

...still trying to sort out what exactly happened out here...

The console's dispatch speaker suddenly crackles to life:

(CONTINUED)

CONTINUED:

FRANK (O.S.)
Fuller Yard, this is ITX 1206, passing MP
52 on the northbound track...

Connie's head snaps up in alarm; she lunges for the mic:

FRANK (O.S.)
We're having difficulty getting a
straight answer as to the exact
whereabouts of your -

CONNIE
1206, who am I speaking with?

FRANK (O.S.)
This is Frank Barnes, the engineer. My
conductor is Will Denning -

CONNIE
Frank, my name is Connie Hooper, I'm
yardmaster here at Fuller, and I need to
know right now what in God's name you two
are doing out on the mainline?

INT. TRAIN 1206 LOCOMOTIVE CAB (CONTINUOUS - INTERCUT)

FRANK
Someone screwed up, the siding we were
directed to was already occupied. We're
on our way to a rip track just past MP
50. Which is why we very much need to
know the location of your yard's train.

Connie glances at the electronic map and instantly blanches,
breathless.

CONNIE
It just passed Milepost 47.

WILL
Holy shit...

FRANK
They can't switch it to a siding?

CONNIE
They just tried. It jumped a switch and
derailed a 20 car lash-up in the process.

FRANK
A lash-up? Who was the driver?

(CONTINUED)

CONTINUED:

CONNIE

An engineer from Columbus named Murphy.

FRANK

(stunned)

God, no...

WILL

You know him?

Frank nods, devastated.

CONNIE

What's your power on the point?... Frank?

FRANK

We're in a Geep 60. Not a hot-shot.

CONNIE

How hard do you think you can push it?

FRANK

I don't know... 70, 75 tops.

BACK TO CONNIE IN THE YARD TOWER CONTROL ROOM

CONNIE

Do it. I'd like to stay on the radio with you, if you don't mind.

She spins to Margo, out of earshot of the dispatch mic:

CONNIE

Call Galvin, tell him there's a pair of hoppers on the line about to play chicken with our train.

INT. UTAH RESORT LODGE - BUSINESS CENTER

Live news coverage of 888 still plays on the plasma screen. Janeway has removed his waders and paces in wool socks as one of the resort STAFF sets down a fresh bottle of water.

JANEWAY

(into phone, gravely)

It'll be bad, no question, but I'm sure you saw what happened out there. We simply can't afford another failed attempt... Well, that's why I'm - just a minute, Governor.

Janeway glances over at the Staff member, waits until the young man leaves the room, then lowers his voice a notch:

(CONTINUED)

CONTINUED:

JANEWAY

That's why I'm calling. It's the sort of decision that requires input on the state level. And, to be honest, your support.

INT. ITX CORPORATE HQ - EXECUTIVE CONFERENCE ROOM

A sleek panel is open to a TV monitor on which live news plays in b.g.. The audio is inaudible, drowned out by the multiple voices of the 30 ITX brass still amassed in here in panicked session, a sense of defeat looms in the stale air.

Galvin is of course here as well, face fixed in hard tension. He sits silent, reeling and only half-listening.

BAKER

There's got to be another way-

HOFFMAN

According to Mechanical Ops, all other scenarios carry way too much risk. Look, we tried to stop it, we blew it. That train's got to go down. The only question is how do we minimize collateral damage?

Galvin's assistant suddenly hurries in, whispers something to him. Galvin is instantly alarmed, practically leaps up:

GALVIN

What?

He grabs the TV remote off the conference table.

GALVIN

QUIET!

The room goes hush as Galvin turns up the volume: live news is running a SPLIT SCREEN: on the left, helicopter cam of 888; on the right, shots of traffic jams in various towns.

REPORTER

...hundreds of crossings, and small towns through which this track runs are seeing a whole lot of traffic jams this morning.

On the right, shots of cars along both sides of the tracks, passengers standing on hoods and roofs for a better look.

REPORTER

Officials are urging people to keep as far from the tracks as possible - a distance of at least 10 miles is what they're calling for.

(CONTINUED)

CONTINUED:

And then - abruptly - the split shot is suddenly replaced by a NEW HELICOPTER CAM SHOT... of train 1206 racing down the tracks far below.

REPORTER

We're still awaiting more information, but we now have word there is yet another train on the tracks, this one apparently headed directly at the runaway.

Amid an outburst of murmurs and exclamations, Galvin stunned that this could have just gotten any worse.

INT. COLUMBUS GENERAL HOSPITAL - PATIENT ROOM - DAY

Vanessa Barnes finishes adjusting the IV drip for an elderly patient. Humming to herself, she steps out into

THE CORRIDOR

and stops in her tracks: the entire length of the corridor is vacant. Even the nurses station is empty. Baffled, she briskly paces down the corridor. As she does, she can hear the faint sound of TV news coming from

A LOUNGE

Vanessa enters to find a good 50 people packed in here - doctors, nurses, candy strippers, patients - their heads all craned up to a television mounted overhead.

VANESSA

What's going-

- and then she sees THE LIVE NEWS: that same aerial shot of train 1206, not more than a speck but the camera is trying to zoom in tighter.

REPORTER

It's unclear if this is another effort at stopping that rogue train, or if in fact we might be minutes from witnessing a head-on collision...

TIGHT ON VANESSA: her heart in her throat, the way a firefighter's wife would react upon news of a fire.

INT. 1206 LOCOMOTIVE CAB

Frank and Will work their racing train, sweat gathering on their brows - when a cell phone CHIRPS. Frank looks down at his grip bag lying open, the cell on top. The display reads "VANESSA CELL." He considers picking up, then opts not to.

INT. FULLER YARD - YARD TOWER - CONTROL ROOM

Connie eyeing the TV news footage of 1206 split-screened with 888 - hammering home the fact that these two trains are headed straight at each other. She clicks the dispatch mic:

CONNIE
1206, how're you holding up?

INT. 1206 LOCOMOTIVE CAB

The speedometer's at 72 mph. You can feel the speed in here.

FRANK
We're okay. Less than half a mile to that rip track.

CONNIE
Listen, I don't want to freak you guys out, but you're gonna see 888's nose any minute now.

FRANK
All right.
(turns to Will)
Apply the independent brake.

WILL
Brake? Are you crazy?

FRANK
That rip track's designated for minor repairs. It's Class 2. We try to turn onto it at the speed we're going now, we'll tear right off the tracks.

Will suspects he's right, but is loathe to slow down at all.

FRANK
Will - trust me.

Will reluctantly applies the independent brake. We can hear the screech of its shoes as the speedometer starts to drop.

EXT. MAINLINE TRACK - MILEPOST 50

An aerial view of the same. We can make out the rip track only a quarter of a mile ahead, its signal blinking... and about a quarter mile beyond it: a *blind curve*.

INT. COLUMBUS GENERAL - NURSE'S LOUNGE

Cell phone to her ear, Vanessa is watching on TV the two

(CONTINUED)

CONTINUED:

trains heading right at each other. She anxiously eyes the number painted on the shorter train: "1206."

VANESSA

This is Vanessa Barnes. I need to know what train my husband's operating today.

INT. 1206 LOCOMOTIVE CAB

The landscape racing by as they gain on the rip track. Frank and Will's gazes are narrowed on the bend just beyond - when Frank notices something overhead, frowns.

INSERT FRANK'S POV: ANOTHER HELICOPTER is flying overhead in the opposite direction - a HUGE, DISC-SHAPED OBJECT strapped to the underbelly by heavy cables.

FRANK

(anxiously)

Jesus...

WILL

What? What is it?

FRANK

It's called a "cookie," it's a portable derailer.

WILL

They're gonna derail the train?

FRANK

It certainly looks that -

His words trail as through the windshield they see something rising into the air above the blind curve: *exhaust smoke*.

WILL

Shit!

FRANK

Just focus, Will! We're almost there.

Will struggles to remain in control, but we see his eyes widen in their sockets, knuckles whiten with their grip -

- as the cherry-red lead of ITX 888 now rears its head from around the bend.

EXTERIOR SHOT OF 1206

Barrelling down the rails as it nears the rip track.

(CONTINUED)

CONTINUED:

EXTERIOR SHOT OF ITX 888

Racing in the opposite direction, monstrous and mindless.

INT. FULLER YARD - YARD TOWER - CONTROL ROOM

Connie clutches the edge of the console as on TV she watches the nail-biting sight of two trains heading right at each other, less than a mile between them now - the helpless, desensitizing remove of the TV image juxtaposed by *her own personal audio of the intimate rattling* from inside Frank and Will's cab filtered through the dispatch radio.

INT. 1206 LOCOMOTIVE CAB

FRANK AND WILL'S POV THROUGH WINDSHIELD: The intense image of the full face of ITX 888 coming right toward us.

FRANK

All right, this is it now.

WILL

Any last words of advice?

FRANK

Think happy thoughts.

EXT. MAINLINE TRACK

1206 BLARES ITS HORN as it makes the treacherous turn onto the rip track...

888 races forward, oblivious to the obligatory alert...

CLOSE ON 1206'S LEAD LOCOMOTIVE'S NOSE as it crosses the switch and turns into the rip track...

CLOSE ON FRANK AND WILL, the controls shaking violently in their grasp...

CLOSE ON 888 as it rushes right at the heart of 1206's turning consist like a predator seeking its prey - and we

PEER RIGHT THROUGH THE WINDSHIELD OF 888'S EMPTY CAB as it races right at 1206's vulnerable rear cars and then cut to

A LOW AERIAL VIEW of the same hammers just how close this is going to be, the pounding rush of two trains in such proximity almost deafening as 888's nose careers even closer to 1206's trail of freight cars, all but completing a V-formation, when

THE FINAL CARS OF 1206 bound onto the rip track and we're

(CONTINUED)

CONTINUED:

focused on the very last car of its consist, and we can feel the breath of 888 on its steel and it looks like there's no way in hell it's going to get up onto that rip track in time to escape impact -

- and yet it does! 888's nose missing the rear coupler of 1206's final car by a matter of feet as it blasts past with a punishing gust.

INT. FULLER YARD - YARD TOWER - CONTROL ROOM

Hear the cheers from in here, as well as from the lounge below - but our shot is of Connie: practically blue from holding her breath, she finally allows herself to exhale.

INT. 1206 LOCOMOTIVE CAB

Rolling to a stop as Frank and Will peer out in stunned silence - and we too allow ourselves a breath, as for the first time, we truly get a sense of the power, enormity and velocity of this runaway train, via

THEIR POV: *a real-time observation of each and every car as ITX 888 passes right in front of our faces - we're talking a solid half-minute of sheer train as we at last gaze at the monster in its entirety, from head to toe.*

Frank says nothing. Neither does Will. They both just stare with nothing short of awe at what almost killed them.

INSERT - A FULL AERIAL VIEW OF ITX 888 as the last car in the train finally overtakes 1206 on its rip track. Again: the beast in its totality at last.

1206'S POV THROUGH WINDSHIELD as the rear-most car of ITX 888 is pulling away...

CLOSE ON FRANK as his eyes narrow, fixing on something...

...THE REAR-MOST CAR'S COUPLER.

Frank sits in motionless silence, staring intently after the train: he's working something over in his mind.

CONNIE (O.S. FROM RADIO)
(huge relief in her voice)
1206? Are you guys okay?

Frank doesn't react. Will glances over to find Frank's eyes still fixed out the windshield: on ITX 888 shrinking in the distance. Frank finally picks up the radio mic.

FRANK
What did you say your name was again?

(CONTINUED)

CONTINUED:

CONNIE

It's Connie. Connie Hooper.

FRANK

Connie, I just got a look at your train.
I don't think you're gonna ground it with
a portable derailer.

INT. FULLER YARD - YARD TOWER (INTERCUT AS NECESSARY)

Connie at the radio, confused.

CONNIE

Who said anything about a derailer?

FRANK

Nobody. Only one just flew over us about
5 minutes ago.

Connie looks alarmed, unsure - when Margo leans in, hushed:

MARGO

Ned wants to know if he should keep
following the-

CONNIE

I'll call him back.
(into radio)
Frank, that train's carrying something
like 10,000 gallons of toxic chemicals.
It's one town after another out there -
they wouldn't derail it now.

FRANK

You sure about that?

We see it on Connie's face: she isn't. Connie grabs a scrap
of paper, scribbles "GALVIN" on it, hands it to Margo. Margo
nods, dials Galvin on another line.

CONNIE

Look, let me make some calls-

FRANK

The knuckle was open on the last car.

CONNIE

Excuse me?

FRANK

The rear coupler. It was open.

(CONTINUED)

CONTINUED:

CONNIE

And you're telling me this why?

FRANK

Because I think we might be able to stop that train for you.

WILL

(shocked)

What?

FRANK

If we can catch up to it, we could couple to the rear, try to slow it down -

WILL

Hold on a sec -

CONNIE

Frank, I know you want to help, but we both know your train isn't fast enough to-

FRANK

Not our whole train. Just our locomotive. I'm talking about ditching our cars, going back on that track, and chasing it in reverse.

CONNIE

In reverse?

FRANK

The only way to counter that kind of power is to grab on and pull in the opposite direction.

WILL

No! No way -

CONNIE

Frank, it's next to impossible to do what you're -

FRANK

I know the risks.

WILL

I'm not doing this.

CONNIE

"Risks?" That train's going over 60! Even if you did manage to catch it, you'd be coupling at ten times the normal speed-

WILL

I said NO!

(CONTINUED)

CONTINUED:

Frank and Connie are both halted by the outburst.

WILL

You want to get yourself killed, you can do it alone.

CONNIE

Alone is not even an option, okay?

Frank stays quiet, his expression hard.

CONNIE

Frank, will you just -- will you at least let me find out what's happening?

FRANK

Better make it fast.

Frank clicks off his radio.

BACK TO CONNIE AT HER CONSOLE

Tense as hell, she turns to find Margo hovering beside her.

MARGO

Galvin's assistant said he'll have to call back.

Connie looks scared, suspecting that Frank was right.

ACROSS THE CONTROL ROOM

we find Schiff answering his chirping cell phone as Campos, Leitch and Werner continue to watch the live news coverage.

SCHIFF

This is Schiff... They do?... No, we can - no problem. We're on our way now.

Schiff hangs up, quickly turns to Campos, voice lowered:

SCHIFF

(gloating)

That was the Governor's press office. They want you to make a statement about the train. Did I call this or what?

CAMPOS

You're kidding me. Where?

SCHIFF

Arklow.

(off Campos's confusion)

(CONTINUED)

CONTINUED:

SCHIFF (CONT'D)

Your guess is as good as mine. They're e-mailing me the text. Ready to roll?

WERNER

(cuts in)

What's in Arklow?

Connie and the others hear Werner's question and look over.

SCHIFF

Just - another appointment. Listen everyone, thank you for your hospitality, but we need to be going.

Schiff leads Campos toward the door.

CAMPOS

Take care now. Connie, Margo. Jan.

(a politician's thumbs-up)

Best of luck. And thanks for the donuts.

The two men exit. Leitch looks to Werner - he just shrugs.

But Connie looks to Margo, and both sense the same thing.

MARGO

You don't think -?

Connie's already grabbing the phone and dialing.

CONNIE

Yes, this is Connie Hooper, calling for Mr. Galvin again... Well maybe you could tell me: is the company planning to intentionally derail 888 in Arklow?

(inhales, tense)

No, of course you're not at liberty to... Please. As soon as he can. Thank you.

Connie lowers the receiver, turns to Margo, stunned.

CONNIE

Sonuvabitch. Frank was right.

EXT. RIP TRACK - TRAIN 1206

Frank is standing at the rear of the lead unit, straining to uncouple the locomotive from the rest of its freight cars.

Will stands in the ballast, glaring at him.

WILL

I meant what I said. I am not down with this.

(CONTINUED)

CONTINUED:

Frank briefly glances up at him, then resumes working.

FRANK

I guess I misjudged you.

WILL

Oh yeah? You thought I was suicidal?

A news copter whomps past above.

FRANK

You do what you have to. I can go it alone.

WILL

In reverse, at high speed? You need your eyes behind you the whole time - how're you gonna work the damn controls?

Frank doesn't reply. Will kicks ballast in frustration.

WILL

What the hell's wrong with you?! You're gonna risk your life - for what? For a company that doesn't give a shit about you? For Chrissake, they fired your ass!

Frank visibly burns, stung by the truth of this - but he says nothing, resumes focusing on unhooking the coupler.

INT. FULLER YARD - YARD TOWER - CONTROL ROOM

ON CONNIE at her console, conferring with Werner.

CONNIE

It's impossible, right?

WERNER

If this guy Frank goes it alone? Absolutely. He's got the right idea though, coupling from the rear.

Connie considers this - she's been thinking the same thing.

MARGO (O.S.)

Connie.

Connie spins to find Margo anxiously holding out the phone for her. Connie takes it, takes a deep breath.

CONNIE

Mr. Galvin, thanks for getting back to me...

EXT. RIP TRACK - TRAIN 1206

Frank and Will as they were, Frank working on the coupler.

WILL

You said yourself, they only care about numbers! That's all you are to them!

(grabs Frank's arm)

You don't owe them shit!

Frank suddenly throws Will's hand off, a jolting flash of anger in his face as if he might crack Will across the jaw.

FRANK

Who says I'm doing this for them?! Huh? I don't give a damn about them! They want to treat people like garbage, that's for them to live with.

WILL

You're telling me this isn't about getting your job back?

FRANK

Hell yes I want my job back! I've been driving trains over 20 years - not for them, for me. Because it's who I am. It's what I do.

Frank glares back at him, wipes sweat from his face.

FRANK (CONT'D)

But that's got nothing to do with this, understand? You want to talk about numbers? How many people you think are gonna be injured or killed if that train -

Suddenly the faint squawk of the radio from inside the cab:

CONNIE (O.S.)

1206 come in... Frank?... Frank?

Still glaring at Will, Frank finally turns and starts for the cab. Will stares after him, grappling with the sincerity of what Frank was saying.

INT. 1206 LOCOMOTIVE CAB

CONNIE (O.S.)

1206, you there?

Climbing in, Frank clicks the mic. Will climbs in after.

(CONTINUED)

CONTINUED:

FRANK

Still here, waiting on an answer.

INT. FULLER YARD - YARD TOWER (CONTINUOUS)

Connie sounds stiff - like she's being listened to.

CONNIE

Frank, you were right - about the portable derail. They're going to ground the train in Arklow.

INTERCUT FRANK AND WILL IN THE LOCOMOTIVE:

FRANK

Arklow? Jesus... Did you tell them what I-

GALVIN (O.S.)

She did, Frank, yes.

Connie shuts her eyes, feeling guilty but cornered.

CONNIE

Frank, I have Oscar Galvin, VP of Operations, patched in at his request.

GALVIN

Frank, on behalf of ITX, I want to personally thank you for your offer. But it's not necessary. We're derailing 888 in Arklow, that's a done decision. No one's happy about it, but it's our best option at this point.

FRANK

With all due respect, Mr. Galvin, I couldn't agree less.

INTERCUT GALVIN IN HIS OFFICE

A glad-handing condescension in his tone.

GALVIN

Frank, we already lost one man today. He's from Columbus - you probably know him. Jeff Murphy.

FRANK

Judd. Murphy.

(crushed)

You're telling me he didn't make it?

(CONTINUED)

CONTINUED:

CONNIE

I'm sorry, Frank.

Frank struggles against a tide of loss and anger.

FRANK

He should've never been out there in front of it.

GALVIN

In hindsight it was the wrong call-

FRANK

(furious)

It was a careless call. Careless and irresponsible.

GALVIN

Be that as it may, we don't want to lose you as well.

FRANK

(flatly)

No, I'm sure you don't.

GALVIN

Frank, we value your input, and we all appreciate your experience-

FRANK

Then listen to what I'm telling you: you are taking too big a risk.

GALVIN

Not according to our people here.

FRANK

Have any of these people ever actually driven a train?

Galvin huffs, his "patient" veneer quickly evaporating:

GALVIN

Look, we can control the outcome in Arklow - there's a small population already being evacuated, and a workable space. It'll be a mess, but we'll be on top of it. But if 888 derails any point after that-

FRANK

I'm saying it doesn't have to! Not if I can catch it and stop it.

(CONTINUED)

CONTINUED:

GALVIN

And what if you don't? If I cancel that derailer and you fail - which in all likelihood you will - do you have any idea the kind of catastrophe we're looking at in Stanton?

FRANK

I know it's a gamble -

WILL

Wait - what about Stanton?

FRANK

(hesitates)

That hillside curve we took earlier. The maximum speed for any train is 25.

CONNIE

(cutting in; uneasy)

888 will be going close to 70 if it makes it to Stanton. It's a guaranteed derail. They're predicting the damage to that area could be a hundred times worse.

Will is stunned by this; he looks to Frank and realizes Frank was sparing him this knowledge.

WILL

But then what if Frank's right? What if that cookie doesn't work?

ON CONNIE: this is what's nagging at her too.

GALVIN

Son, trust me, that train isn't getting past Arklow. Your engineer just wants one last shot at being a hero. Isn't that right, Frank?

Frank fumes, utterly incredulous at Galvin's attitude.

FRANK

You guys are unbelievable...

GALVIN

Look. I've got a lot on my plate, so let me make this clear: going after that train will not save your job. In fact it will mean your immediate termination. You can kiss your generous severance package goodbye, and I personally guarantee any

(CONTINUED)

CONTINUED:

GALVIN (CONT'D)
potential employer even thinking about
hiring you will get a call from me first.

FRANK
Damn it, you're sitting there wasting
time threatening me and I'm trying to
help!

GALVIN
We don't want it! Is that clear enough?
(a tense silence)
That is our property - not yours.

Will looks to Frank... only Frank is staring dead ahead.

GALVIN
Now you are to stay in the hole,
understand? Frank?
(off Frank's silence)
Damn it, Barnes, answer me!

Frank stares hard out at the tracks. Finally:

FRANK
Okay.

Will looks quickly to Frank, stunned.

Connie looks equally thrown on her end.

FRANK
I just hope to God you're right.

He clicks off and climbs out without even looking at Will.

BACK TO CONNIE

Staring helplessly at the mic she's just clicked off,
visibly agonizing, as behind her the others react:

LEITCH
Why Arklow?

WERNER
I'll tell you why Arklow. Of all the
towns en route, it has the lowest income
per capita and practically no industry.

MARGO
(hopeless)
In other words, it's expendable.

EXT. TOWN OF ARKLOW, OHIO

Quick shots of an impoverished, small trailer-park town presently overrun by police and emergency vehicles. Poor families are herded out of trailer homes; workers file out of dilapidated storefronts; children ushered out of school.

EXT. MAINLINE TRACK - ARKLOW

Police try to contain rubbernecking as more fire engines arrive. No hope in the air, only tension as HazMat teams in hooded suits busily stake off a two-mile perimeter.

INT. COLUMBUS GENERAL HOSPITAL - LOUNGE

Vanessa watching in relief the TV image of 1206 idling in the rip track (headline "HEAD-ON COLLISION AVERTED.")

REPORTER (O.S.)

...now being told of a massive evacuation attempt in the tiny town of Arklow, approximately 14 miles from where the train is presently...

Vanessa's cell phone RINGS. She quickly picks up:

VANESSA

Frank?

FRANK

Hi, beautiful.

EXT. RIP TRACK - TRAIN 1206

Frank is pacing alongside the boxcars, phone to his ear, looking far from at peace with the decision he conceded.

VANESSA

I was watching the news, thinking please don't let that be him, and then when I called and they told me...

She starts choking up.

FRANK

Ssh. It's okay now. I'm still here. I just - I wanted to let you know I'm all right, and that I...

Frank's words trail, eyes suddenly narrowing - we quickly follow his look down the train's cars, toward the lead...

... to find Will frantically resuming Frank's work of

(CONTINUED)

CONTINUED:

uncoupling the locomotive. Frank stares in confusion.

FRANK

I'll - be home soon.

VANESSA

I love you, Frank. You hear me?

FRANK

I love you too.

Frank quickly hangs up, then hurries over to

WILL UNCOUPLING THE LOCOMOTIVE

Will glances up at the sound of Frank approaching.

FRANK

What are you doing, Will?

WILL

What's it look like?

FRANK

This is about your family in Stanton.

Will doesn't answer, all tension and determination.

FRANK

Look - I don't know what that derailer may do. It might work, Will.

WILL

And it might not. And if it doesn't, there's no way I'm letting that train get to Stanton.

Will finishes detaching the coupler. He quickly rises, wiping grease and sweat from his face. Frank studies him.

FRANK

You know you'll be fired for this.

WILL

I figured there had to be some upside.

Frank can't help but smile a little, with a renewed determination of his own...

INT. FULLER YARD

FRANK (FROM RADIO)

1206 to Fuller Yard. Connie, you there?

(CONTINUED)

CONTINUED:

Connie's surprised to hear Frank's voice again. Clicks on:

CONNIE

Frank? I'm real sorry about Galvin-

FRANK (O.S.)

That's all right.

CONNIE

It was a good idea, Frank. Really.
(glances at Margo and Werner)
We all thought so.

INTERCUT FRANK AND WILL IN 1206'S LOCOMOTIVE CAB

Frank on the mic, he and Will starting up the locomotive.

FRANK

I'm glad you feel that way. Because we're going after it anyway.

CONNIE

What?

WILL

That's right. Both of us.

Connie takes a breath, torn between fear and admiration.

CONNIE

You know there's no way I can get Arklow to pull that cookie -

FRANK

We're not asking you to. But we really need your help keeping us posted on 888's whereabouts and present speed. What do you say?... Connie?

Connie peers around: everyone watching her, wondering what she'll do. Connie shuts her eyes and takes a deep breath.

CONNIE

I say it's the least I can do. Hang on...

As Connie turns to the electronic map, her eyes meet Margo's, watching Connie with a look of tremendous respect.

INT. 1206 LOCOMOTIVE CAB - COCKPIT

The engine is chugging louder as Will releases the brakes. The locomotive starts to roll forward...

EXT. RIP TRACK - 1206'S LEAD UNIT

The solitary locomotive pulls away from its consist, leaving 20 cars and their freight behind as it heads into the loop.

The locomotive makes the turn toward the mainline northbound track, facing north, but preparing to head south.

INT. 1206 LOCOMOTIVE CAB

Will and Frank stand before their gauges and levers.

FRANK

I'm gonna put her in reverse and try to get us up to 70 as quick as I can.

WILL

Please tell me you've done this before.

FRANK

Will, no one's done this before.

EXT. MAINLINE TRACK - 1206'S LEAD UNIT

The single locomotive starts after the runaway in reverse.

EXT. MAINLINE TRACK - ITX 888

Far more intimidating shot of 888 roaring down the tracks.

EXT. MAINLINE TRACK AT ARKLOW

F.R.A. official GENE DEVEREAUX peers out from behind aviator shades as he arrogantly supervises a crew affixing the "cookie" to the track. Made of heavy iron painted yellow, the 8 foot steel disc sits atop the rail head.

DEVEREAUX

Basically it works like a ramp. Train comes along, this piece here lifts the flange and pulls it outside the rail.

(spits)

Sonuvabitch won't even know what hit it.

INT. ITX HEADQUARTERS - GALVIN'S OFFICE

Galvin watching the latest media coverage. Shots of the Arklow evacuation, caravans of poor residents.

REPORTER

...indeed planning on derailing this train in Arklow. There are sure to be a

(CONTINUED)

CONTINUED:

REPORTER (CONT'D)

lot of questions as to the necessity of something this drastic...

Galvin rubs his temples anxiously when his Assistant enters.

GALVIN'S ASSISTANT

Mr. Janeway for you. Line 3.

Galvin braces himself, then quickly picks up.

GALVIN

Hello?... Yes, sir, state police are already issuing mandatory evacuations for every town down the line... Yes, sir, Stanton as well, but I doubt it'll be -

Galvin's words trail as his eyes narrow on his TV set: on it they're showing an aerial shot of 1206's lone locomotive riding down the northbound track in reverse!

REPORTER

...again, not certain what that locomotive is doing. Perhaps it's part of this effort, perhaps not...

Galvin can't believe what he's seeing.

GALVIN

Huh? No sir, I'm still here...
(eyeing the screen, burning)
Yes sir. I will.

No sooner does he hang up than he screams:

GALVIN

SHEILA! Get Connie Hooper on the line!

EXT. MAINLINE TRACK

Another anxiety-building shot of ITX 888 tearing ahead.

EXT. MAINLINE TRACK (8 MILES AHEAD OF ITX 888)

The portable derail is finally in place.

EXT. MAINLINE TRACK (5 MILES BEHIND ITX 888)

The strange sight of 1206's lone locomotive plowing down the track *in reverse* at 50 mph.

INSERT 1206'S UNDERSIDE: 40-inch wheels tucked in the truck frame, upon which the entire locomotive rests - held in place only by gravity. If it looks precarious, that's because it is at this speed.

INT. 1206 LOCOMOTIVE CAB - COCKPIT

A persistent vibration jars the car, T-handles rattling; it's immediately apparent that locomotives are not designed to go unattached at high speeds. Tension and a hint of fear in Frank's face, eyes glued to his 18 inches of side-view mirror in order to see behind him.

WILL

What's the fastest you've ever taken a prime mover like this unattached?

FRANK

Maybe 25, 30 miles per.

(beat)

Of course that was going forward.

Will glances over at the speedometer, the needle quivering by 50. He looks even more nervous, when -

CONNIE

1206, where are you?

WILL

Just past Milepost 57.

INT. YARD TOWER - CONTROL ROOM (CONTINUOUS)

CONNIE

You're still about 4 miles behind.

WILL

How far out from Arklow is 888?

CONNIE

(tense)

7 1/2 miles.

Connie sees Margo holding the phone as she mouths "Galvin." Connie shakes her head.

MARGO

I'm sorry, Mr. Galvin, she stepped away for a-.... Yes, sir... I'll tell her.

Margo scribbles a note, slides it to Connie: "CALL BACK IN 5 MIN OR YOU'RE FIRED."

INT. CONROY HOME - DAY

Lucille Conroy is stuffing photo albums into paper bags; three hastily packed suitcases sit nearby. O.S. we can hear news coverage on an unseen TV, and Ed Conroy on the phone.

(CONTINUED)

CONTINUED:

ED (O.S.)

I'll be right there, let me just get
Lucille on the road... No, Darcy just
left work to get Michael... Right.

We hear Ed hang up - then suddenly the sound of a CIVIL
DEFENSE SIREN startles Lucille. She catches her breath,
peers out the window to see neighbors scrambling to their
cars, equally unnerved by the siren's wailing.

ED

(enters, car keys in hand)

I told Hal Mason at the firehouse I'd
chip in. Apparently National Guard's on
their way, but no one's heard from them.

(off her look of worry)

I'll be fine, Lu, you just -

Ed suddenly freezes as he sees on TV: aerial footage of
locomotive 1206, zooming in as tight as it can go. We can
make out part of Will's face through the windshield. Ed
stares at the screen in utter amazement.

LUCILLE

Is that Will?

CLOSE ON the shaky TV image of Will and Frank in 1206's cab -

INT. COLUMBUS GENERAL HOSPITAL - LOUNGE

- only now we're watching the same footage on TV from
Vanessa's POV, where she remains standing with the other
nurses and doctors. Her breath catches in her throat when
she sees the number on the side of the cab: 1206.

VANESSA

Oh my God...

NURSE 1

Vanessa, what is it?

Vanessa is shaking her head, sick with worry... and now a
glimpse of Frank through the cab door window confirms it.

EXT. INTERSTATE HIGHWAY

Campos's black towncar is cruising down the highway.

SCHIFF (O.S.)

Here it is now. Finally.

INT. CAMPOS'S TOWNCAR

Campos and Schiff in back, hunched over Schiff's PDA. As they read the text, both look increasingly shocked.

CAMPOS

What-? Did you know about this?

SCHIFF

Of course not! They just said they needed a statement-

CAMPOS

They're sacrificing the poorest town in Lucas county, and they want me to break the news? Well fuck 'em, you tell them no way in hell. I won't be the face of this.

EXT. MAINLINE TRACK AT ARKLOW

A good 200 emergency personnel getting ready. A HAZMAT WORKER approaches Devereaux, hands him a suit and hood.

HAZMAT WORKER

Train's about six minutes away.

EXT. MAINLINE TRACK - ITX 888

Low angle of 888 racing toward us with a tremendous roar.

INT. 888'S "WHISPER CAB"

In the eerie quiet, we see the I.C.E. display's digital speedometer blink from 57 mph to 58.

INT. 1206 LOCOMOTIVE CAB

About a hundred times louder in here, as on 1206's old-fashioned speedometer gauge, the needle creeps past 65.

Neither Will or Frank say a word, when - BANG! something jolts the cab, and for an instant we see terror flash on Frank's face as he feels the unit losing control. He braces himself, downshifting the throttle -

INSERT SHOT OF 1206'S TRUCK ASSEMBLY/ RAILS BELOW: sparks flying from the wheels grinding beneath their flanges -

Frank downshifts again, and the train settles back into its groove. Frank wipes the sweat from his brow.

Will manages to breathe again.

(CONTINUED)

CONTINUED:

FRANK

Connie, we're passing Milepost 62.

CONNIE

Still a 3 mile gap, but you're gaining on her. Keep it up.

Will turns to Frank, notices he still looks uneasy.

FRANK

I'm gonna have to slow us down. There's a blind right coming up. Then three more curves between MP 63 and 65.

Will realizes what Frank's saying. Mulling it, then:

WILL

What if I went out there? I could signal you by hand.

FRANK

At 70 miles an hour?

WILL

I'm asking, would it help?

Frank hesitates to answer - which of course means yes.

EXT. MAINLINE TRACK - 1206'S LEAD UNIT

CLOSE ON 1206'S RIGHT CAB DOOR AS IT BANGS OPEN to a rush of wind and the impossibly louder sound of the locomotive smashing down the rails -

- as WILL CAREFULLY CLIMBS OUT. No sooner does he step onto the narrow gangway than the violent jostling knocks him off balance; he bangs his shoulder, then tumbles the other way, seizing the handrail before he can fall off, eyes meeting the track rushing right beneath him: a terrifying sight.

Regaining his footing, Will proceeds cautiously down the gangway. The wind is punishing; it's a struggle to keep his eyes open as he continues the length of the engine, toward

THE BACK OF THE LOCOMOTIVE. There, Will wedges one foot beneath the lower railing, spreads his legs for balance, and leans his torso over the side rail so that, twisting his neck, he can see Frank in the distant rear-view mirror. He then peers out to where the track begins to curve...

INSERT FRANK'S POV IN REAR-VIEW MIRROR to find Will in view, HAND SIGNALLING to Frank which way to steer.

(CONTINUED)

CONTINUED:

Eyes fixed on Will's signals, Frank's muscles strain as he expertly works the quaking controls, adjusting accordingly.

EXT. MAINLINE TRACK AT ARKLOW

Police are struggling to keep spectators at bay, while news helicopters jockey for position in the sky. Far below we can see a line of people in yellow HazMat suits and hoods.

INT. CAMPOS'S TOWNCAR

Schiff is on his cell phone, sweating bullets.

SCHIFF

Commissioner Campos grew up in the area!
He has ties to the community... But we'd
never have agreed if... Yes... Yes but...
(exhales)

I understand.

Schiff hangs up, reluctantly turns to Campos like he's delivering a death sentence.

SCHIFF

Your name and bio have already been
released to the major outlets. If we back
out now it'll only look worse.

Campos looks like he's going to be sick.

CAMPOS

And the Governor's not saying a thing?

SCHIFF

(shakes his head)
It's an election year.

INT. FULLER YARD - YARD TOWER - CONTROL ROOM

Looking a lot more anxious, Connie leans into her radio mic.

CONNIE

Frank, 888 just passed Milepost 68.
They're less than 3 miles from Arklow.

FRANK

How is that possible?

CONNIE

The train picked up speed on a decline.

FRANK

We only just passed MP 65.

(CONTINUED)

CONTINUED:

Connie tenses, hoping they'd be farther.

BACK TO FRANK IN THE CAB

He glances at his speedometer, quivering at 70 -- when the cab door abruptly bangs opens and Will climbs in, looking anxiously to Frank.

WILL

We're not gonna catch it before Arklow,
are we.

Frank shakes his head "no," equally tense.

INT. ITX HEADQUARTERS - GALVIN'S OFFICE

Galvin is tensely watching split screen TV coverage of ITX 888 and the scene at Arklow. Beneath 888 it reads "RUNAWAY LESS THAN 2 MILES FROM ARKLOW." On the other side, the image zooms in on the "cookie" resting alone on the tracks.

ASSISTANT

Connie Hooper for you.

Galvin grabs the phone.

GALVIN

Did you know about this?!

CONNIE

Know about what, Mr. Galvin?

GALVIN

Damn it, I was explicit that those men
were to stay put! Now did you or didn't
you-

CONNIE

Yes, sir, I knew. They radio'd me before
they took off.

INT. FULLER YARD - YARD TOWER - CONTROL ROOM (CONTINUOUS)

Everything on the line, Connie is no longer scared of him.

GALVIN

And did you try to stop them?

CONNIE

No, sir. I didn't.

(CONTINUED)

CONTINUED:

GALVIN

You just bought yourself a ticket to the show, lady.

CONNIE

I'm sorry, sir, but I'm not even sure what that means.

BACK TO GALVIN IN HIS OFFICE (CONTINUOUS)

GALVIN

It means getting fired is gonna seem like a picnic when I'm done with you. I will look into filing a lawsuit, maybe even press charges if there's a -

Galvin's words trail as his gaze lands on his TV set, where the scroll beneath ITX 888 reads "RUNAWAY TRAIN 1/2 MILE FROM TOWN OF ARKLOW."

EXT. MAINLINE TRACK AT ARKLOW

Everyone gathered on the east side of the track in HazMat gear, braced for the impending crash and explosion.

CLOSE ON THE "COOKIE" laying across the tracks. Tilt up to

THE EMPTY NORTHBOUND TRACK. We can hear the faint sound of ITX 888 approaching... and in a moment we see its cherry-red A-Unit coming into view on the horizon.

EXT. MAINLINE TRACK (2 MILES BACK)

Will is back inside 1206's cab, standing beside Frank, both peering solemnly through their windshield at the skyline above - awaiting the massive plumes of smoke.

INT. FULLER YARD - YARD TOWER - CONTROL ROOM

Werner, Leitch and Margo all stand before the TV, frozen in the awful anticipation of what they're about to see. Connie stands alone, phone dangling limp in her hand as she too stares helplessly at the ominous images on the set...

EXT. MAINLINE TRACK AT ARKLOW

ON THE EMERGENCY WORKERS IN HAZMAT SUITS as the roar 888 swallows all other sounds. As it finally arrives, we see the train passing in the reflective visors of their hoods...

CLOSE ON ITX 888'S LEAD UNIT as it races down the track -

CLOSE ON THE PORTABLE DERAIL straddling its path -

(CONTINUED)

CONTINUED:

CLOSE ON A COP'S RADAR GUN clocking the train at 62 MPH -

CLOSE ON ITX 888 CARS 23 AND 24 with their HazMat symbols -

CLOSE ON THE TRAIN'S DIESEL FUEL TANKS -

INSERT GALVIN WATCHING IN HIS OFFICE.

INSERT CONNIE AND THE OTHERS IN THE YARD TOWER.

INSERT FRANK AND WILL IN THEIR CAB, STARING AT THE SKY...

EXTREME CLOSE ON ITX 888'S FRONT END as it barrels straight at the portable derail in its path -

REVERSE ANGLE OF SAME, and we realize it's going to hit that derail in about two seconds -

- AS DOES EVERYONE ELSE WHO IS WATCHING -

WIDE SHOT OF ITX 888 as it SMASHES right into the "cookie" -

- and FLINGS it from its path, the "cookie" soaring through the air at an ungodly speed and trajectory, directly toward the mass of HazMat suits -

CLOSE ON A HAZMAT SUIT VISOR as we see the "cookie" hurtling straight at it, missing the top of the wearer's head by inches. The man behind the visor drops in a faint -

- as the "cookie" keeps SOARING down a side street like the frisbee from hell, decapitating two streetlamps before tearing a disc-shaped hole through the side of a McDonald's.

OVERHEAD ON ITX 888 as it passes all the commotion and preparation without so much as a jostle, the stunned crews all pulling off their hoods to gape at the train whipping past in a proud display of its seemingly endless body.

Back to the guy who fainted. Someone pulls off his hood to give him air, and we find Devereaux inside.

INT. GALVIN'S OFFICE

Galvin gapes at what he's just seen on his TV set; he looks like he can barely breathe.

GALVIN

What -- what the hell was that??

CONNIE

That was 2000 tons of train passing through Arklow, Mr. Galvin.

(CONTINUED)

CONTINUED:

Only now does he realize he still has Connie on the line.

INT. FULLER YARD - YARD TOWER - CONTROL ROOM (CONTINUOUS)

CONNIE

And this is the sound of me saving your
ass.

She hangs up on Galvin, spins over to her dispatch mic.

INT. 1206 LOCOMOTIVE CAB

Will and Frank are still watching the skyline a mile back,
unaware of what just happened - when from the console radio:

CONNIE

Frank? Will? You still there?

Frank quickly hits transmit:

FRANK

Yeah, Connie?

CONNIE

(exhales relief)
Please tell me you're doing okay on gas.

Will grins over at Frank, their hopes rekindled.

EXT. ARKLOW - MAINLINE

Campos's towncar rolls to a halt amid all the post-"cookie"
attempt confusion: Hazmat teams scrambling back into their
trucks, fire engines spinning out as they try to turn around
in the grassy fields, police starting to remove roadblocks.

Campos and Schiff step out of their car fearfully, not sure
what's going on. Only when they see a group of FRA officials
still in Hazmat suits carrying out the "cookie" from the
obliterated McDonald's do they realize the attempt failed.

A gasp of relief escapes Schiff. He turns to Campos -- only
Campos is walking away, stare fixed on a poor TRAILER HOME
vacated in a hurry, battered children's toys on a tiny patch
of lawn, clothes drying on a clothesline. On his face we see
the gravity of what almost happened here now sinking in...

WOMAN'S VOICE (O.S.)

Commissioner Campos?

A small swarm of REPORTERS are hurrying toward him.

(CONTINUED)

CONTINUED:

REPORTER

Mr. Campos, your reaction to what we just witnessed here?

Campos stares blankly back, in a fog, mouth slightly agape -

INT. FULLER YARD - YARD TOWER

Leitch and Werner watching this exact moment ON LIVE TV:

CAMPOS (ON TV)

(pale and stunned)

Thank God.

Campos wanders away from the reporters in a daze as they shout more questions after him.

EXT. MAINLINE TRACK - TRAIN 1206

The lone locomotive still racing in reverse.

INT. 1206 LOCOMOTIVE CAB

Frank and Will at their stations. There's a renewed vigor in their faces, as well as a huge amount of anxiety.

FRANK

You know we only get one shot at this. Coupling to a train at high speed is like trying to lasso a bull by one horn. You don't catch it just right, you get thrown clear to Sunday.

WILL

You've got a real knack for inspiring confidence, you know that?

Frank manages to smile.

FRANK

I'm probably gonna need you to go out again when we get close -

WILL

I can do it.

Frank nods, studies him a silent beat.

WILL

What?

(CONTINUED)

CONTINUED:

FRANK

I knew I hadn't, you know.
 (off Will's confusion)
 Misjudged you.

Will's taken off guard by the compliment - and moved.

EXT. STANTON STREETS

IMAGES OF A DISORGANIZED START TO LARGE-SCALE EVACUATION:

- An O.S.P. HELICOPTER circles overhead, an OFFICER on a radio speaker ordering everyone to leave town immediately.

- LOCAL POLICE at all the intersections, trying to cope with the massive amount of vehicular traffic. Motorcycles swerve dangerously between crawling cars and trucks. AMBULANCES evacuate hospital patients by priority. STAFF at a nursing home struggle to assist the elderly into vans.

- The MAIN STREET, already under construction and limited to one lane, is a crawl. POLICE, FIREFIGHTERS AND VOLUNTEERS try to keep traffic moving, but radio communication is near impossible to hear with all the honking of panicked drivers.

AMONG THE VOLUNTEERS WE FIND ED CONROY, trying to direct cars. He spots a minivan abandoning the single jammed lane in the hopes of going around. Alarmed, Ed starts to call out but CRASH! a SECOND CAR ahead doing the exact same thing collides with its front end. Ed hurries over to help...

... as we crane up to see that the car accident has only created worse congestion.

EXT. STANTON ELEMENTARY SCHOOL - DAY

Scores of confused CHILDREN are being hurried onto school buses, or into the arms of frantic parents.

ANGLE ON DARCY (in her grocery clerk uniform) anxiously scanning faces of children, fear rising as she hunts everywhere for Michael in the chaos -

- when she finally spots him about to board one of the buses. She rushes over to retrieve him just in time.

EXT./INT. 1206 LOCOMOTIVE

Will and Frank racing in reverse. Over the roar of noise in here, Will hears something. He fishes in his pocket, finds his cell phone ringing. He clicks on.

(CONTINUED)

CONTINUED:

WILL

Darcy?

DARCY

Dad just told me what you're doing.

WILL

Yeah.

INTERCUT DARCY AND MICHAEL IN THE SCHOOL PARKING LOT

hurrying through a sea of kids and mothers. Michael clutches his mother's hand, looking frightened. Darcy is overwhelmed.

DARCY

Are you all right?

WILL

More or less.

DARCY

I've got Michael. I thought you'd want to know.

WILL

(exhales with great relief)

Thanks.

(beat)

Your folks okay?

DARCY

Dad's working the evacuation. But he wanted me to tell you, he's real proud of you.

WILL

I guess there's a first for everything.

She can't help but smile through her fear, lowers her voice:

DARCY

I can put Michael on if you-

WILL

No - no, it'll only...

Will knows he'll lose it if he talks to his son.

WILL

Just tell him I love him more than anything... And say I'm gonna try to make it to his ball game tonight.

(CONTINUED)

CONTINUED:

carts full of water. Buses crammed to capacity. Flatbed trucks abandon cargo to haul as many people as they can.

But despite police efforts, the closed railroad crossings and mass exodus have streets of honking vehicles at a standstill. Many are abandoning cars to evacuate on foot.

INT. DARCY'S CAR - DAY

The car one of many barely crawling along this stretch of road. Darcy glances back at Michael in her rear view mirror.

DARCY

It'll be okay, sweetheart.

Michael barely nods, peering nervously out the window at a length of train tracks no more than 100 yards away. They pass a sign that says "LEAVING STANTON." He doesn't listen to the news radio turned low, but Darcy does:

REPORTER (V.O.)

Because of the highly toxic nature of the cargo, we're being told to anticipate an event radius anywhere from 8 to 15 miles. Of course every effort is underway to evacuate the area - but if this train does derail, a significant number of casualties may be unavoidable.

WIDEN TO THE SEA OF CARS in which they're sitting, bumper-to-bumper as far as the eye can see...

EXT. MAINLINE TRACK - ITX 888

The enormous, deranged-looking runaway roars straight at us, then whips past in a flurry of freight.

INSERT AERIAL FOOTAGE OF THE TRAIN FROM ABOVE. We can see dense crowds of SPECTATORS on both sides of the tracks. Many are standing on top of cars to get a better look, some taking home video footage, snapping photos.

INT. FULLER YARD - YARD TOWER - CONTROL ROOM

ON THE TV we see live split-screen aerial coverage of 1206 and ITX 888. Nearly everyone's eyes are glued to the image - except for Werner, who is hunched in a corner, a pad and pen in hand, scribbling some calculations.

OVER TO CONNIE, peering hard at the electronic map - when Werner abruptly hurries over, clutching his pad and pen.

WERNER

Do you have a minute?

INT. 1206 LOCOMOTIVE CAB

Like before, as loud and turbulent as a blender on wheels at such high speed. The radio clicks on (volume turned way up just to hear):

CONNIE

You're getting close. Gap's at a mile and a half, and 888's 10 miles to Stanton. Listen Frank, I've got a guy here named Werner from the FRA. I'm inclined to defer to your judgement, but he-

FRANK

Put him on. We'll take all the help we can get.

INTERCUT CONNIE & WERNER IN YARD TOWER

Werner steps up to the dispatch mic.

WERNER

It's about slowing 888 once you've coupled. I know conventional wisdom says to just gun it in the opposite direction, but you'll have a better shot running full throttle in tandem with dynamic braking.

FRANK

I don't know. We can't afford to lose any counter-thrust.

WERNER

What you'll lose in counter-thrust you'll compensate for in tractive force.

WILL

What is this, Physics 101?

FRANK

Werner, you're sure about this?

WERNER

Well - it's more of a hunch, based on some quick calculations...

FRANK

Okay, thanks. May I speak with Connie?

CONNIE

(gets back on)
Your call, Frank.

(CONTINUED)

CONTINUED:

FRANK

This guy know what he's talking about?

Connie glances over at Werner, wandering off hunched over his calculations, double-checking.

CONNIE

In a perfect world, I'd say yes.

EXT. MAINLINE TRACK - ITX 888

The mauled steel monster passes the blinking lights of a closed RR crossing, rattling the gate arms with its gust.

INT. 1206 LOCOMOTIVE CAB

FRANK

(clicks radio)

We're about to pass MP 76.

CONNIE

You're only half a mile away. Once Will's out there he should be able to see it.

Will looks over at Frank for what they both realize could be the last time.

WILL

(joking to avoid emotion)

I was thinking, if we both come out of this alive, I could really go for some lunch.

FRANK

(manages a smile)

My treat.

EXT. 1206 LOCOMOTIVE CAB

BANG! the door swings open again, and once more Will climbs out onto the gangway, this time more carefully. Wind whipping his face, he crouches and moves toward the rear. At the risk of overstating it: you can really feel the danger when it's just a single locomotive going 70 mph.

INT. 1206 LOCOMOTIVE CAB

Frank's eyes glued to Will in his mirror.

EXT. 1206 LOCOMOTIVE CAB - REAR (NOW FRONT) OF THE CAB

Will clutching the railing, legs spread wide, eyes fixed on the vacant track ahead -

(CONTINUED)

CONTINUED:

- when off in the distance he can make out the small, dark shape of ITX 888's tail end.

Will whips his head around, nods to Frank in the mirror.

WILL
(into his walkie-talkie)
I see it!

EXT. MAINLINE TRACK

Super-wide aerial shot of the scene as the solitary locomotive 1206 gains on the 47 car consist of ITX 888. We can see the tiny figure of Will standing on 1206's stern.

Abrupt low-angle shots of both vehicles hammers home just how fast they're going.

CLOSE ON WILL, his body vibrating as he peers ahead...

WILL'S POV: THE REAR-END OF ITX 888

as it comes closer and closer, their lone engine pushing them nearer and nearer...

Will glances back at Frank, bracing himself with his legs. He makes a hand gesture to indicate how far apart they are.

Frank nods in the mirror, then proceeds to modulate the throttle...

CLOSE ON THE COUPLER OF LOCOMOTIVE 1206, rattling wildly with the ride...

CLOSE ON THE REAR-CAR COUPLER OF ITX 888, steadier with the weight of its train...

CLOSE ON WILL craning his neck back at Frank in the mirror. Will narrows the space between his hands...

INSERT: NEWS FOOTAGE OF SAME MOMENT

the locomotive creeping right up on ITX 888 - completely and utterly dwarfed by it.

INSERT: REACTION SHOTS

- Connie. Vanessa. Darcy.

- Galvin. Other ITX executives. Janeway. Campos. Schiff.

EXTREME CLOSE ON THE COUPLER OF 1206, quivering frantically as it nears THE COUPLER OF 888 (within the same shot) just a

(CONTINUED)

CONTINUED:

few feet away, the locomotive's coupler inching toward it...

EXTREME CLOSE ON FRANK

Eyes locked on Will, knowing it all comes down to this...

EXTREME CLOSE ON WILL

Peering straight down at the couplers below as his body is draped in the shadow of the train less than a foot away...

EXTREME CLOSE ON THE COUPLERS

as they come within inches of each other... nearer... nearer and - by some miracle - they align at just the right moment and click into place, 888's open knuckle closing over...

INSERT CONNIE AT HER CONSOLE

Watching in astonishment.

CONNIE

They did it?... They DID IT!

BACK TO WILL

Peering down into the gap, much less enthusiastic - he quickly grabs his in-train WALKIE-TALKIE from his belt.

WILL

FRANK! THE PIN! THE PIN DIDN'T FALL!

FRANK (FROM WALKIE)

(alarmed)

Are you sure?

Will leans closer to the gap...

WILL'S POV: EXTREME CLOSE ON THE COUPLERS BELOW. The steel rod that connects the pin on the freight car's coupler to the car body has broken off, the rod bouncing on the ballast and swinging around... and with every jostle the jaws of the freight car's coupler open and close a little.

WILL

(into walkie)

One of the rods broke! Looks like the pin got jammed halfway!

INSIDE THE CAB

Frank knows this is really bad, clutching his walkie-talkie.

(CONTINUED)

CONTINUED:

FRANK

Any chance it could drop on its own?

BACK TO WILL

Straining to get a better look into the narrow gap -

WILL

I don't think-

- when a JOLT causes him to lose his balance, his walkie-talkie SLIPPING from his grasp -

- and is instantly CRUSHED under the train.

INSIDE THE CAB

Frank desperately trying his walkie.

FRANK

Will?... Will?

BACK TO WILL

Will gaping down fearfully at THE TWO COUPLERS: banging against each other because they can't engage with the misaligned pin.

Will hesitates only a moment, knowing he has no choice... He then very carefully lowers himself into the gap between 1206 and ITX 888. Sandwiched in darkness only a few feet above the ground racing beneath him - his feet just barely balance on the couplers themselves, which rock against each other.

INSERT: YARD TOWER - CONTROL ROOM

ON TV: an aerial shot of the same, Will disappearing in the narrow chasm between the cars...

BACK TO WILL

Seizing a grip with one hand, Will precariously bends into a crouch and reaches his free hand under the couplers, just inches above the tracks racing below...

CLOSE ON WILL'S HAND - inches from being shorn off - as his fingers fumble blindly along the greasy underside of the couplers, trying to locate the pin...

A wider shot of Will shows just how precariously he's positioned between the cars - he could fall any second...

CLOSE ON HIS FINGERTIPS as they search blindly under the

(CONTINUED)

CONTINUED:

couplers, fumbling over metal and grease, until finally they clutch the coupler pin. He betters his grip, then tries to force it down - but its not perfectly aligned.

EXTREME CLOSE ON WILL'S FACE, twisting in agony as he exerts every ounce of strength to PULL DOWN ON THE PIN...

... AND IT GIVES, THE COUPLER JAWS AT LAST LOCKING into their closed position.

BACK TO FRANK IN THE CAB

Frank's eyes are fixed fearfully on the vacancy in his rear view mirror... when he sees Will climbing back up into view! A wave of relief washes over Frank's face.

INT. YARD TOWER - CONTROL ROOM

CHEERS can be heard from everywhere in the yard (below, outside) as Connie manages to breathe a little easier.

INT. 1206 LOCOMOTIVE CAB

The door swings open and Will climbs back inside. Frank beams, sweat staining his work shirt.

FRANK

Thought I might've lost you back there.

WILL

And let you take all the credit?

Frank grins. Will gets back into position, wipes off sweat. Frank clicks on the radio.

FRANK

Connie, how far to Stanton?

CONNIE

4 miles. You're cutting it close. I'm sure I don't have to tell you guys, everyone's pulling for you.

(beat; emotional)

I just want to personally say - good luck. And thank you.

FRANK

Don't start getting sentimental on me now. It makes me think we're gonna die.

Connie can't help but smile at this.

Frank clicks off, grasps the T-handle and turns to Will.

(CONTINUED)

CONTINUED:

FRANK

What do you say? Ready for a tug-of-war?

EXT. MAINLINE TRACK

As we take a beat to get the full view: for all intents and purposes, locomotive 1206 is the last car of what is now a powered 48-car consist - only it's facing the other way.

INT. 1206 LOCOMOTIVE CAB

Frank and Will both tense as hell as their own car quakes violently.

FRANK

I'm just - trying to - match our speed -
with the lead...

He eyes the speedometer, *creeping not down but up* to 64 mph. In a moment the quaking lessens some.

FRANK

There - feel that?

Will nods.

FRANK

Don't get too comfortable -

Frank then grips the T-handle and shifts - and instantly their car jolts hard with the grind of a straining engine...

EXT. 1206/ ITX 888 CONSIST

CLOSE ON THE REAR OF 1206 as we see it pulling just slightly away from the rear-most car of 888, straining the coupler -

BACK TO FRANK AND WILL

Will cranes his neck out the window to peer at the coupler -

WILL

We're gonna snap right off!

FRANK

No we're not! We're stretching. Remember what I said, it's all about slack.

WILL

You said it's all about "feel?!"

FRANK

That too.

(CONTINUED)

CONTINUED:

Frank pushes the throttle harder -

EXT. 1206/ ITX 888 CONSIST

- and the slack between their locomotive and the consist *strains to its very limit*, the coupler stretching over the blur of track below as we drift back to the next car in the consist (car 47)... *to see it starting to pull away from car 46 in a similar fashion...*

Wide shot of the entire consist as we see the train itself "stretching" car by car, gradually letting out all slack...

INT. YARD TOWER - CONTROL ROOM

Connie and everyone else watching the live news coverage with held breath.

INT. 1206 LOCOMOTIVE CAB - FRANK AND WILL

Frank keeping a tight grip on the quivering controls.

FRANK

We should start slowing any second now.

Frank peers down at the speedometer. Still trembling at 64.

EXT. 1206/ ITX 888 CONSIST

The train is fully stretched as it whips past the sign for "MILEPOST 78." It shows no visible sign of slowing.

INT. YARD TOWER - CONTROL ROOM (CONTINUOUS)

The group watching uneasily.

CONNIE

They've got less than 3 miles to Stanton.

INT. 1206 LOCOMOTIVE CAB

Frank is still staring at the speedometer: it's not budging.

WILL

Oh shit -

Frank hesitates just a moment, weighing his options...

INT. YARD TOWER - CONTROL ROOM (CONTINUOUS)

CLOSE ON WERNER watching anxiously, scratch pad in his lap.

INT. 1206 LOCOMOTIVE CAB

... as Frank warily opts to give Werner's theory a shot, his hand reaching for the dynamic brake - and engaging it.

EXT. 1206/ ITX 888 CONSIST

With a screeching grind, the slack starts to return to the gap between their locomotive and the consist - gathering so quickly in fact that it looks like they're going to smack back up against it -

BACK TO FRANK

- when Frank shifts to the throttle -

BACK TO THE EXTERIOR SHOT

- just in time to stretch them back out.

BACK TO FRANK

Harnessing the moment, he expertly works the dynamic brake and the throttle simultaneously... as on his speedometer we see the needle start to slowly creep down to 63... 62...

The most hesitant hope creeps into Frank's face -

INT. ITX 888 COCKPIT

- as the digital speedometer blinks down to 60... 59...

INT. YARD TOWER - CONTROL ROOM (CONTINUOUS)

- and a flicker of hope is restored to Connie, et al.

INT. 1206 LOCOMOTIVE CAB

WILL
What's our speed?

FRANK
We just dropped under 50.

Will beams in amazement and pride. Frank hits transmit.

FRANK
Connie, how far are-

CONNIE
2.3 miles. FRA's got men on the ground ready to hop in 888's cab as soon as you guys get it safely under twenty.

EXT. MAINLINE TRACK

- Shot of the FRA teams gathered and waiting in the blazing sun, watching the train on video monitors.

- Shot of hundreds of spectators gathered in anticipation, listening to coverage on car radios.

INT. 1206 LOCOMOTIVE CAB

Frank still eyeing the speedometer, creeping down to 30... 29... 28... 28... 29 - and then it holds there?

Frank's faint smile starts to vanish.

EXT. ITX 888 LEAD END

888's lead locomotive roaring as it regains control of its consist.

Reverse angle on the track ahead: there's a dip in the landscape, the depth of which we can't make out yet...

BACK TO FRANK AND WILL

Will's eyes dart to the speedometer: 29... 31... 34...

WILL

Why are we gaining speed?

Frank raises his face as *the answer suddenly hits him.*

FRANK

Gravity.

EXT. ITX 888

...as we race across half a mile of train, arriving at the lead as its nose *starts to turn downward* and we PULL BACK TO REVEAL A SIGNIFICANT DECLINE that the train is now cresting into! In seconds it is barrelling downward -

INT. 1206 LOCOMOTIVE CAB

- and Frank and Will are feeling the increase in speed already, the speedometer climbing up to 40 mph...

CONNIE (V.O.)

Frank -

FRANK

We know!

(CONTINUED)

CONTINUED:

The steady increase in speed registering on the speedometer as it climbs over 40...

FRANK (CONT'D)

Will! The cab brakes!

Will grabs the locomotive's independent brake and pulls it.

Through the dusty windshield we can see it in Frank's face: the momentum is too great. They remain at the mercy of -

EXT. ITX 888 LEAD END

- the monstrous engine careening further. Wide shot of the 1/2 mile train racing downhill...

INT. ITX 888 COCKPIT

The computer's speedometer reads 47 mph.

INT. YARD TOWER - CONTROL ROOM

Connie gapes at the image on TV.

FRANK (O.S.)

Connie -

She clicks on the dispatch, fear in her voice:

CONNIE

I'm here, Frank.

INTERCUT FRANK & WILL AS NECESSARY:

Frank steadfastly working the throttle and dynamic brake. The speedometer hovers at 46, creeps down to 45... 44...

FRANK

We're up over 40.

Connie absorbs this, terrified but tries not to sound it:

CONNIE

HazMat's heading for the curve. They're prepared for the worst.

FRANK

Have they gotten most people out?

CONNIE

(hesitant)

Most.

(CONTINUED)

CONTINUED:

ON WILL'S FACE, a harrowed look.

CONNIE (CONT'D)

Limit on that curve is 25 miles per hour.

Will peers down at their speedometer: 40... 39...

WILL

(resolutely)

We've got to get it down to 25 then.

Frank looks equally determined - then it suddenly hits him:

FRANK

Wait a minute! Those hopper cars in the rear -

WILL

(gets what he's suggesting)

- they have brakes!

EXT. MAINLINE TRACK

We can see the modest skyline of Stanton in the distance -

- when ITX 888 tears past us, heading right toward it.

EXT. 1206/ 888 - REAR HOPPER CARS

We see Frank and Will now both outside, climbing over the top of the rearmost hopper car.

Frank carefully climbs down into the gap between cars, grabs the wheel that controls the car's individual brakes... as above him Will is jumping to the next hopper car.

Frank twists the wheel - a chain connected to it tightens the brake shoes over the car's racing wheels which now screech violently, spraying sparks.

As Frank climbs back up, we see Will climbing down into the gap between the next hopper cars, twisting its brake wheel. Frank jumps over him to the 3rd hopper car...

INT. COLUMBUS GENERAL HOSPITAL - LOUNGE

AERIAL FOOTAGE ON TV shows Frank outside the train, making his way along the 3rd hopper car.

TIGHT ON VANESSA, staring at the TV, absolutely terrified.

INT. 1206'S EMPTY CAB

The speedometer needle is starting to creep down: 34...33...

EXT. 1206/888 - REAR HOPPER CARS

Will is climbing over the top of the 4th hopper car, heading for the next one, as below him Frank is twisting the brake wheel on the third car.

EXT. STANTON STREETS - TV COVERAGE

Locals still trying to evacuate, the civil defense siren still wailing as entire neighborhoods are sealed off; pan to

THE CURVE: the ominous sight of ITX 888 barrelling into town, blowing past houses and cars, heading into the turn...

EXT. MAINLINE TRACK - ITX 888

Cut to the same in jarring close-up, 888's engine roaring.

EXT. 6TH HOPPER CAR

Will twists the brake wheel, hears the screech from below. He then climbs the ladder to head for the next hopper car.

INT. 1206 LOCOMOTIVE CAB

THE SPEEDOMETER at 30... 29... 28....

BACK TO FRANK

Frank's eyes narrowed ahead, houses blurring past on either side, the road next to the track jammed with cars... He sees 888's locomotive enter the curve a half mile ahead...

EXT. ITX 888 LEAD LOCOMOTIVE

The cherry-red locomotive barrels into the START OF THE CURVE with oblivious recklessness. It looks like it could plow straight through it and into the tanks...

CLOSE ON ITS WHEELS: flanges biting the rails in a spray of sparks as the rails curve beneath it...

... as the locomotive leans out of the curve - but manages to stay on the tracks...

EXT. GAP BETWEEN HOPPER CARS 6 & 7

Will setting the car's brakes as Frank leaps above him.

EXT. HAZMAT CARS

The three cars containing the hazardous chemicals now making the turn, their outer wheels entirely raised above the track - but the cars are (barely) staying on...

EXT. GAP BETWEEN HOPPER CARS 7 & 8

Frank twisting the brake wheel, starting up to the next car.

EXT. 888 - GONDOLA CAR (HALFWAY DOWN THE CONSIST)

The open gondola car looks like it's going to be the car to fly off the tracks - only its cargo of coal starts spraying off everywhere as it manages to hang on...

EXT. TOP OF HOPPER CAR 8

Frank sees the center-line freight car about ten cars ahead now taking the curve...

ANGLE ON THE CENTER-LINE FREIGHT CAR as it tips hard, barely staying on and spilling its entire load of 2X4's which fall and scatter down the slope, CLANKING against the fuel tanks.

Frank climbs down to set the next brake.

EXT. TOP OF HOPPER CARS 8 & 9

Frank sees Will emerging from car 9. Seeing they're seconds from entering the curve themselves, he motions for Will to get back down in the gap.

EXT. GAP BETWEEN HOPPER CARS 9 & 10

Will climbs down into the gap to see Frank climbing down as well from the opposite side. They exchange a look as they each grab onto their respective ladders for dear life...

SMASH CUT TO THE UNDERSIDE OF ITX 888

The curved rails spraying sparks, one side of the train is starting to lift off the ground...

EXT. GAP BETWEEN HOPPER CARS

Will and Frank feel the train lurching, struggling to hold the curve... the cars they're sandwiched between starting to VEER. In the narrow space, Frank sees the fuel tanks...

INT. 1206 LOCOMOTIVE CAB

CLOSE ON THE OLD SPEEDOMETER: NEEDLE QUIVERING BY 30 MPH...

INT. YARD TOWER - CONTROL ROOM (CONTINUOUS)

Connie and the others watch the consist racing along the curve, looks like it's one breath from tipping over...

IN THE GAP BETWEEN HOPPER CARS

Canting into the curve, outer wheels of the hopper cars lift off the track as Frank feels them careening even further...

They're going to tip. Frank and Will both feel it, hanging on as tight as they can as they race ahead at a tilt canting at least 60 degrees to the ground, the G-force mercilessly pulling on them and their hopper cars -

PUSH IN TIGHT ON WILL'S FACE. Braced for a crash, *time seems to slow* as he shuts his eyes....

...then opens them as he feels himself start to level again -

INSERT: CLOSE ON THE HOPPER CAR WHEELS as they slowly lurch back into the outer track.

BACK TO WILL AND FRANK IN THE GAP

Will looks to Frank - both amazed that they're still alive.

EXT. MAINLINE TRACK - HILLSIDE CURVE - ITX 888/1206

Huge, inspiring wide shot of the train completing its insanely treacherous run around the curve...

EXT. MAINLINE TRACK - STANTON

Masses of spectators, cops and firefighters erupt in wild cheers as the last cars of the train finally exit the curve.

EXT. STANTON - MAIN STREET

Cheers erupt from the sea of cars with a view of the same.

CLOSE ON DARCY AND MICHAEL, their fear momentarily quelled by their relief and pride as they watch through the windshield the train's tail receding...

INT. FULLER YARD - YARD TOWER - CONTROL ROOM

Werner and even Leitch join the unseen roar of cheers from the cafeteria below. Only Connie looks hesitant.

CONNIE

Frank? Will?

(CONTINUED)

CONTINUED:

A static-filled silence on the other end.

CONNIE (CONT'D)
Are you guys okay?

FRANK (O.S. FROM WALKIE)
(beat)
Yes and no.

EXT. HOPPER CAR GAP

We see the curve receding as Frank grips his walkie. A renewed tension: he feels something happening. So does Will.

FRANK
We're taking on speed again.

CONNIE (O.S.)
What?

FRANK
Our locomotive's brakes are completely stripped. That last stretch must've wore the shoes to the beams. We got nothing left to slow us but some hopper cars and an overheated engine block.

EXT. MAINLINE TRACK - ITX 888/1206

The enormous train races past us, leaving town over the trestle bridge. Locomotive 1206 is the last to pass.

BACK TO FRANK AND WILL

FRANK
We can hold it maybe another mile or two with whatever counterthrust we've got left, but then it's going to fight back up to full speed.

Frank then looks to Will, as he concludes to Connie:

FRANK (CONT'D)
We won't survive a derail.

Will knows this. A meaningful beat, each thinking the same thing...

FRANK
No point giving up now.

BACK TO CONNIE IN THE YARD TOWER

Waiting to hear more from Frank, when -

MARGO (O.S.)

What are they doing?

Connie spins to the TV: cheering crowds in the distance as the train is seen coming toward us, leaving the trestle bridge. We can just make out the tiny figures of Will and Frank climbing up from the gap and starting across the 10th hopper car.

CONNIE

(realizing, breathless)

Climbing to the front.

EXT. ITX 888/1206 LOCOMOTIVE CAB

News helicopters hovering dangerously above them, Frank and Will arrive at the front end of the hopper car, look down at the five foot gap to the next car: a boxcar.

Will peers hard at the very slim steprail on the boxcar - then ahead at the 42 other cars beyond it - and for an instant we see fear in his eyes as he realizes the enormity of what he's trying.

Frank steels himself and makes the leap, landing on top of the boxcar. He peers back at Will, calls to him:

FRANK

It's okay! You can do this!

Will swallows hard - and JUMPS to the the boxcar, barely making it! He follows Frank across it.

INT. FULLER YARD - YARD TOWER

ON CONNIE, watching Frank and Will traversing the top of the boxcar on live TV. The next car in the consist is a tanker.

WERNER

They won't make it. Those tanker cars don't have anything to hold on to.

She's just as scared for them -

- when she sees something else. She leaps up, squinting at the TV: farther back, we can make out the tiny shape of an OLD PICK-UP TRUCK trailing on a side road in the distance.

(CONTINUED)

CONTINUED:

CONNIE
 Un-friggin-believable...
 (quickly spins to Werner)
 They're still under 30, right?

WERNER
 Not for long.

SMASH CUT TO:

TEN COFFEE CONTAINERS spilled on a passenger floorboard.
 We hear a PHONE CHIRP. Widen to

INT. NED'S PICK-UP TRUCK - DRIVING

Ned reaches over and answers his phone.

NED
 Hello?

CONNIE
 Ned, it's Connie. I hope you're not
 bashful, cause I'm about to profess my
 undying love for you.

EXT. MAINLINE TRACK - 1206/ ITX 888 CONSIST

The runaway train going 30 mph against the straining engine
 of its rearmost car: 1206.

ON FRANK

Peering at the tanker ahead of them, its cylindrical shape
 allowing precious little room for error: basically they've
 got about three feet to land on or they'll slip right off.

Frank inches to the edge, fighting any hesitation he feels -
 and JUMPS...

... landing with no more than a few inches to spare. He
 carefully gets to his feet and starts ahead.

ON WILL BEHIND HIM

About to make the same jump, his heart racing, the sound of
 clacking rails pounding in his ears. He braces himself,
 steps to the edge of the boxcar like a man to the gallows...

...and JUMPS to the tanker - his feet just barely making it -
 his hands splayed to the sides! It's beyond precarious-
 looking - balancing is all but impossible. He catches his
 breath, gets to his feet and starts to move forward -

(CONTINUED)

CONTINUED:

- when a BANG on the rails beneath him jostles the tanker -

- and Will above - Will's FOOTING SLIPS, instant terror in his eyes as he starts to slip down the smooth steel side of the tanker's cylinder -

- when Frank GRABS him and pulls him up, saving Will's life - but in doing so losing his grip himself! Frank starts to slide from the car, about to fall -

- when Will grabs Frank's ankle, Frank now dangling upside-down as Will hangs on to his ankle with one hand and grasps the tanker's circular fill tank with the other.

Will struggles to pull Frank up, but it's all he can do just to hold on to him. He peers out at the 36 cars remaining between them and 888's locomotive cab - then looks down at Frank in his desperate grasp, both men realizing they're almost surely going to die -

- when they hear a CAR HORN HONKING?

Stunned, Frank and Will quickly peer back... to find Ned's old pick-up truck just behind them, but separated by a row of houses.

INT. COLUMBUS GENERAL HOSPITAL - NURSES' STATION

Vanessa and the others all glued to the set as we see the bizarre image of Ned's beat-up old truck racing alongside the train one street over, houses and yards between them.

REPORTER

... not sure what's happening here...

EXT. ITX 888 - TANKER CAR

Frank is still hanging off the tanker by Will's grasp, desperately waiting for

NED IN HIS TRUCK

searching for a way to get across to the tracks, but there's no access road in sight. Through the gaps in houses he can see Will is seconds from falling off; Ned knows he's got no choice... He steels himself, then with a look that says "fuck it" he abruptly jerks the steering wheel -

- and plows right into the row of houses, cutting a swath through yards, skidding across dirt and grass and gravel -

(CONTINUED)

CONTINUED:

- until he emerges on the other side, barrelling out onto the rail ballast, now just behind the last car in the consist (1206's locomotive cab).

EXT. 888'S TANKER CAR

Frank can now make out Ned pulling alongside 1206's locomotive cab and the rearmost hopper cars. Ned offers a shy nod by way of a greeting as he speeds up to align himself with

FRANK, just barely hanging on as Ned's truck now passes him, so that the flatbed is aligned with Frank's upside-down body. Frank peers up at Will, just barely maintaining his grasp of his ankle.

FRANK

Do it!

Will hesitates just a moment - then lets Frank go -

FRANK FALLING HEAD-FIRST into Ned's truck's flatbed and landing with a HARD THUD!

CLOSE ON NED

peering back through the dust-caked rear windshield, he finds Frank getting to his knees. He gives Ned a grateful thumbs-up. Ned steadies his truck and floors it, keeping pace with the train as his truck bounces wildly along the ballast.

Gaining speed, he starts to overtake car after car of 888...

EXT. TANKER CAR

Will crawls across the top of the tanker car, determinedly making his way to THE LADDER at the end...

EXT. ITX 888/ NED'S TRUCK

Wide shot of Ned's battered pick-up truck racing against a 1/2 mile long train, Frank crouched in the flatbed, squinting in the wind...

FRANK'S POV: as he closely passes each and every car of the consist, until finally he sees ahead...

THE LEAD LOCOMOTIVE

its cab doors a good five feet off the ground. NED'S TRUCK pulls alongside the wide cab, but Frank can't get nearly

(CONTINUED)

CONTINUED:

close enough to make this easy. Still a good ten feet between Ned's truck and that cab door. At 30+ miles an hour.

INT. YARD TOWER - CONTROL ROOM (CONTINUOUS)

Connie watching on the edge of her seat...

EXT. ITX 888/ NED'S TRUCK

Frank stands on the edge of the flatbed, one hand on the truck's roof, trying to keep his balance as he eyes the handrail and metal steps that lead up to the cab door...

Frank steadies himself as best he can - eyes on that metal handrail ten feet away... and FRANK LUNGES FOR IT --

CLOSE ON THE METAL HANDRAIL AS FRANK'S HAND GRASPS IT!

QUICKLY WIDEN to find that's about the only part of him that's got a hold of anything, the rest of his body flailing wildly in the wind!

INSERT - TANKER CAR GAP

Will in the dark gap by the ladder, arriving at the tanker car's brake wheel. With his last ounce of strength he twists the wheel with all he's got, hears it screech...

BACK TO FRANK HANGING ON TO THE LOCOMOTIVE'S STEP RAILING

Frank still just hanging on by his hands, his feet kicking wildly toward the steps, trying to land on them -

CLOSE ON FRANK'S SWEATY HAND as it slips down the rail...

Frank's body is about to get sucked right under the locomotive, his feet dangling mere inches from the steel wheels racing like sanding belts...

With an anguished grunt Frank GRABS on to the handrail with his free hand, pain clenching his face as he struggles to pull himself back up... up.... up....

CLOSE ON HIS FOOT as it somehow finds the steps...

Frank can barely breathe relief, his eyes on 888's cab door.

EXT. TANKER CAR GAP

Will waiting anxiously, a sense that Frank should've made it by now...

...when his expression subtly shifts. We can see it in his eyes: *he feels something.*

(CONTINUED)

CONTINUED:

WILL'S POV: darting to the wheels, starting to slow just a little...

INT. 1206 LOCOMOTIVE CAB

The needle is creeping back down: 30... 29... 28... 27...

EXT. TANKER CAR GAP

The biggest smile in the world surfaces on Will's face...

INT. ITX 888 COCKPIT

... and Frank's, sitting at the helm of 888's whisper cab at last; he shifts the throttle of the high-tech locomotive down to Run 7, and re-engages the dynamic brakes.

He looks out at the track ahead, then at the controls he's working, admiring the machine now in his command at last.

Savoring the moment and all its worth.

INT. FULLER YARD - YARD TOWER

Connie lets out a joyful holler as she throws her arms around Werner and squeezes him. Clearly unaccustomed to physical contact, Werner smiles bashfully as he awkwardly hugs her back. Hugging Werner, Connie's eyes meet her friend Margo's, who smiles back at her in mutual appreciation.

EXT. FULLER YARD (WIDE SHOT)

CHEERS of the crews are heard across the yard...

INT. COLUMBUS SUBSTATION - DISPATCH OFFICES

...and in the substation from which Frank and Will departed.

INT. ITX CORPORATE HEADQUARTERS - CORRIDOR

Even in these stodgy environs the cheers of the railways executives and their assistants are audible as we find

GALVIN IN HIS OFFICE, behind his desk, purposefully alone, his palpable relief mingled with an uncomfortable humility.

EXT. MAINLINE TRACK - ITX 888/1206

The massive train at last rolls to a huffing halt. The mud-splattered door of the thrashed lead locomotive swings open -

- and Frank steps out of the cab. He starts down the steel steps, and climbs into the back of Ned's pick-up truck.

EXT. ITX 888 - TANKER CAR

Ned's pick-up pulls up alongside the step rail. Will peers down at Frank in the flatbed, smiling up at him, exhausted, amazed, and relieved. Frank helps him into the truck bed...

CLOSE ON TV NEWS FOOTAGE OF EXACT SAME MOMENT as we widen to

INT. COLUMBUS HOSPITAL - NURSES' LOUNGE

as Vanessa finally brings herself to breathe again. The other nurses embracing her -

- when Vanessa's cell phone RINGS. She quickly takes it out.

VANESSA

Frank?

Tears of gratitude as she hears her husband's voice.

CUT TO:

EXT. MAINLINE TRACK - STANTON - SHORT TIME LATER

The massive train is being inspected by FRA and ITX officials as it rests on the northbound track in this rural stretch of the Stanton outskirts. News crews. Firefighters and paramedics. And of course crowds of cheering locals. We travel through the throngs, until we arrive at

FRANK AND WILL, seated in the open back of an ambulance, being attended to. Then, from off-screen:

CONNIE (O.S.)

One of those mornings, huh?

Frank recognizes the voice, he and Will quickly look over -

- to find Connie, newly arrived and heading over to them, an emotional, proud grin on her face.

The two men get to their feet and each man embraces her; it feels like an emotional, almost familial reunion - even though they've never met before.

She takes a seat next to them, and as they talk and shake their heads and laugh and talk some more, we're already craning away, until the only thing that dominates our frame is the tamed half-mile of train that is ITX 888.

DISSOLVE TO:

EXT. STANTON - BASEBALL FIELD - LATE DAY

A Little League game in progress. We see Michael at second base, fielding a grounder. IN THE BLEACHERS we find Ed Conroy watching the game. The empty space beside him -

- is now occupied by Will, who hesitantly takes a seat, smiling tentatively at Ed. Ed smiles back, genuinely proud of Will, and grateful to have him here...

...as is Michael, who beams up at his dad from the infield. He waves to Will with his gloved hand.

Will waves back, brimming with love for his son as he settles in to watch the game, feeling for once like a truly lucky man.

INT. FRANK'S HOME - LATE DAY

Frank enters his home to huge hugs from both his daughters, gathering them in his arms as they ask a million questions about what happened today. Frank sees Vanessa across the room - they meet halfway as he takes her in his arms and kisses her deeply.

Nicole gives a Maya an "I told you so" look. Maya makes a grossed-out grin, when O.S. the phone rings. Nicole goes to the kitchen to answer it.

NICOLE (O.S.)

Barnes residence... Hold on please.

(calls out)

Daddy, phone call!

Frank enters

THE KITCHEN

as Nicole hands him the phone.

NICOLE

Somebody named Janeway?

Frank looks genuinely surprised, takes the phone from her.

FRANK

Hello?... Well, it's kind of you to call... Yes, we all are... I see...

Frank's eyes land on something on the counter: the LETTER from his union Vanessa had been re-reading this morning.

(CONTINUED)

CONTINUED:

FRANK

Thanks, I will...

Frank glances through the open door at Vanessa in the next room. The look on his face says it all; her face lights up, her eyes locked proudly on Frank...

... as Frank picks up that letter from the counter, crumples it into a ball, and tosses it in the trash.

The End