

THE GREAT STEAMBOAT RACE BETWEEN THE NATCHEZ AND THE ROBERT E. LEE

PART I

an original screenplay by

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FADE IN:

EXT. PORT OF NEW ORLEANS - 3:00 PM, JUNE 30, 1870

A HOT SUMMER'S AFTERNOON.

THOUSANDS GATHER. ALL DRESSED in their SUNDAY BEST. DAREDEVILS HANG from the rooftops, ironworks and railings of their homes. Others DRAPE the DOME of the ST. CHARLES HOTEL. As HAWKERS WORK their way through the crowds SELLING their wares.

All HOPE to get a glimpse of the start of the GREAT RACE.

CHARLES WELBOURNE KNAPP (V.O.)

"I will not stop to discuss the cause which led to this gloriously exciting and wonderful event. I will merely say that for some months now a spirit of rivalry has existed between the two captains of the boats that soon will be racing. And between the cities in which the contracts for their building were fulfilled. Everyone, it seems, has come to New Orleans today to celebrate the 'race of the century.'"

INT. NEW ALBANY GOVERNMENT OFFICES - AFTERNOON

SAMUEL MILLIGEN (mid 50's) SHOWS OFF to the elegant ELK HORMS the winner will receive to his celebrating friends. Its GOLD PLAQUE READS: THE A. L. SHOTWELL.

CHARLES WELBOURNE KNAPP (V.O.)  
"The news spread as wildfire."

Milligen RAISES his GLASS in a TOAST.

MILLIGEN  
To the captain who takes the horns!

They DRINK.

EXT. CITIES, TOWNS ALONG THE MISSISSIPPI - AFTERNOON

Men, women, dressed to the nines, GOSSIP, GAMBLE--REVEL in the day's fare.

CHARLES WELBOURNE KNAPP (V.O.)  
"From New Orleans to Memphis, to Louisville, Cincinnati and St. Louis, money is passed from hand to hand, one pocket to another as freely as  
(MORE)

CHARLES WELBOURNE KNAPP (V.O.) (CONT'D)  
the water running down the stream on  
which the boats will be racing.  
Everywhere, the great race was the  
principal topic of conversation."

EXT. PORT OF NEW ORLEANS - AFTERNOON

Docks are JAMMED with STEAMERS and PASSENGERS, anxiously  
waiting to board.

A DRUNK TEETERS on the edge of one of the docks. He FALLS  
IN.

The crowd ROARS with LAUGHTER.

A QUICK MIST OF RAIN POURS DOWN on them, ending as quickly  
as it began. The crowd ROARS again--with JUBILATION.

A PICAYUNE DAILY NEWSIE SNAKES his way through the crowd,  
SHOUTING:

NEWSIE  
ROBERT E. LEE FAVORED TO WIN! GET  
YOUR PAPER HERE!

CHARLES WELBOURNE KNAPP (V.O.)  
"Cannon had thrown his whole heart  
and soul into the race."

EXT. ALONG THE NEW ORLEANS DOCKS - AFTERNOON

As DECK HANDS LOAD FUEL, LUGGAGE, other items onto the  
steamers ...

CHARLES WELBOURNE KNAPP (V.O.)  
"He took nothing on that would impede  
the Lee's progress except coal, oil  
and hog grease."

INT. ROBERT E. LEE, BOILER ROOM

U. S. INSPECTOR WHITMORE SETS INTO PLACE, ON ONE OF THE  
BOILERS, A CERTIFIED GOVERNMENT SEAL.

EXT. ROBERT E. LEE BOILER DECK - AFTERNOON

CAPTAIN JOHN W. CANNON TAKES a mannerly STROLL along his  
decks GREETING his passengers, mostly men, and two women,  
already on board. Fifty, well over six feet tall, Cannon's  
a quiet man, genteel, mild in his manner. Yet, a striking  
figure, a giant among steamboat captains. His tuffs of black  
hair streaked with silver curling about his head. His  
sparsely filled beard bordering around his chin.

His eyes of steel blue, forever vigilant, observant, and determined, Cannon RULES every inch of his world.

CHARLES WELBOURNE KNAPP (V.O.)  
"Everything that could be spared on  
the Lee was, left at the mouth of  
the Ohio on her trip from Louisville."

TIPPING his cap ...

CANNON  
Gentlemen. Enjoy your journey.  
Ladies.

Five feet nine, black hair, black eyes, dark, very handsome,  
ALBERT G. EBERMAN (25) CARRIES A CANE to aid him in his limp  
from a war wound.

CANNON (CONT'D)  
Welcome aboard, Mr. Eberman. Give  
my regards to your brother.

ALBERT  
Thank you, Captain. I will.

CHARLES WELBOURNE KNAPP (V.O.)  
"Every last piece of wood, furniture  
that wasn't tied or nailed down was  
stripped from the Lee, to her very  
bones."

Inspector Whitmore EMERGES from the BOILER ROOM. Cannon  
stops to speak with him.

WHITMORE  
She's good to go, Captain.

CANNON  
Thank you, Mr. Whitmore.

WHITMORE  
God speed.

Whitmore DISEMBARKS. Cannon looks after.

EXT. NATCHEZ, DOCKED IN HER MOORING - AFTERNOON

Splendidly DECORATED with her GOLD LEAF CROWNS, her bright  
RED CHIMNEY STACKS GLIMMER beneath the sun as they BELCH OUT  
CLOUDS of billowy, black smoke.

THOMAS P. LEATHERS, 54, STANDS on his HURRICANE DECK OBSERVING  
his men below as they work, anxious for the race to begin.

An imposing figure, Leathers is dressed in his fanciest attire: ruffled white shirt, vest, diamond pin, a bold, black Captain's uniform with matching gold-leafed trim and cap. His dark, wavy, auburn hair and curled beard tell the story of his many years in service to the steamboat industry.

LEATHERS

Load everything that ya can on her,  
men. She can handle it and them  
some.

He POINTS to a deck hand.

LEATHERS (CONT'D)

You there! See if you can buy me  
six hundred more boxes of coal. I  
don't care what it costs.

The deck hand TAKES OFF RUNNING.

EXT. PORT OF NEW ORLEANS, TRAIN STATION - AFTERNOON

TRAIN WHISTLE BLOWS.

PASSENGER CARS of the IRON MOUNTAIN RAILROAD are STUFFED like sardine cans with exuberant ONLOOKERS WAVING hats, handkerchiefs, American flags from their windows.

SHOUTS OF JOY PIERCE THE AIR.

As PUFFS OF SMOKE ROLL out of the locomotive's chimney.

EXT. TRAIN OUTSIDE NEW ORLEANS - AFTERNOON

A second train, crammed with as many spectators, SPEEDS along, on its way to New Orleans.

INT. PASSENGER CAR

CHARLES WELBOURNE KNAPP (22, dark brown hair, clean shaven) STARES out his window. He PULLS an antique POCKET WATCH from his vest, OPENS it. Lingering over the portrait inside for a moment, he CLOSES it again--only to stare out the window again as the train continues on toward New Orleans.

The portrait is of his young--dead--fiance, ABIGAIL MCCULLOUGH.

EXT. ROBERT E. LEE, PILOTHOUSE - AFTERNOON

SHIP'S CARPENTERS REMOVE a part of the SASH from the doorway.

CHARLES WELBOURNE KNAPP (V.O.)

"Even the sash around the Pilothouse door, which serves as protection against strong currents of air when under a fast run, was removed."

INT. PASSENGER CAR

Charles observes the SWARM of spectators bustling about as his train SLOWLY PULLS INTO THE STATION.

CHARLES WELBOURNE KNAPP (V.O.)

"Whatever the result of this race, soon to be taking place, it is not an exaggeration to say it will stand unparalleled in ancient or modern times. Two magnificent machines, the pride of their respective homes, poised to race twelve hundred miles up the mightiest river of the world, the artery and lifeblood of our magnificent continent."

EXT. NATCHEZ, PILOTHOUSE - AFTERNOON

A PECULIAR LOOKING LITTLE STATUE OF CHIEF PUSHMATAHA STANDS prominently before the Pilothouse.

Leathers, takes his last tour of inspection, PASSING his CARPENTER, E. W. BAWIFE, with his ASSISTANT, PULLING OFF a piece of the FRAMEWORK around the Pilothouse doorway.

LEATHERS

I told you no, goddamn it! Not one beam's to be removed!

BAWIFE

But, Captain Leathers, Sir. Can't we at least remove the sash?

LEATHERS

Nothing! Not one carpenter's nail!

Leathers STORMS OFF, heading for the stairs ...

LEATHERS (CONT'D)

I'll not have anyone thinking this is a race!

ASSISTANT

But, they already do, Captain.

as Bawife NAILS the piece back into place--shaking his head.

EXT. NATCHEZ, TEXAS DECK - AFTERNOON

Stepping onto the lower level, Leathers SPOTS a LITTLE BOY, ALONE, unattended.

LEATHERS  
What are you doing up here, lad?

The boy FREEZES.

LEATHERS (CONT'D)  
Get back down below with your parents.

He MAKES A TERRIBLE FACE at him. The boy RUNS.

Leathers PULLS OUT an exquisite, GOLD POCKET WATCH from his vest pocket. He OPENS it, SHAKES HIS HEAD, noting the time, then continues down the stairs to the lower decks as he shoves the watch back into his vest, mumbling to himself.

LEATHERS (CONT'D)  
Passengers. They're going to be the death of me yet before this race is over.

EXT. NEW ORLEANS PIER - AFTERNOON

Newsie pushes through the ever-growing crowds.

NEWSIE  
CAPTAINS DENY RUMOR! NO RACE BETWEEN THE NATCHEZ AND ROBERT E. LEE!

Two well-dressed DANDIES approach.

DANDY #1  
Boy.

They each BUY a paper.

NEWSIE  
Thank you, Sirs.

As the Newsie disappears back into the crowd, the dandies TURN to the page and THE CARDS (ADS) advertising the race.

CLOSE UP of the CARDS.

DANDY #2  
Business as usual, eh?

EXT. NEW ORLEANS TRAIN STATION/INT. PASSENGER CAR -  
AFTERNOON

Charles' train slowly PULLS INTO the station. As he watches the swelling crowd ...

CHARLES WELBOURNE KNAPP (V.O.)

I wonder what my father must have been thinking that morning he assigned me to write this story. All I can remember of that day is--my watching him hang the photograph of the ill-fated Sultana on the wall overlooking his desk.

FLASHBACK

INT. TEMPORARY OFFICES OF THE MISSOURI REPUBLICAN - DAY

CLOSE UP OF THE PHOTOGRAPH of the SULTANA taken before her ill-fated explosion and fire.

Slowly recovering from his losses in a devastating fire only days before in his offices, JOHN KNAPP, 50's gray-haired, long beard, craggy looking, PRIVATELY CONSULTS with his EDITOR-IN-CHIEF, WILLIAM HYDE--also in his 50's, rotund, balding.

Charles, at his telegraph desk, WAITS on an ELDERLY WOMAN/CUSTOMER. He returns a handful of change to her, then ESCORTS her to the door.

JOHN KNAPP (O.S.)

CHARLIE!

EXCUSING himself, Charles quickly joins his father and William Hyde.

CHARLES WELBOURNE KNAPP (V.O.)

And Mr. Hyde informing me of the race that had been years in the making.

VERY SHORT TIME LAPSE.

HYDE

It'll be great experience for you, Charlie. Your first story.

CHARLES WELBOURNE KNAPP

But, I'm not ready. Send Dacus. Send Waterloo. They'll write you a much better--professional--story.

JOHN KNAPP

Nonsense. I didn't spend all that money on your education for nothing. You're going and that's final.

CHARLES WELBOURNE KNAPP

What if I fail to give you the story you want for the Republican? Father, I don't know the first thing about being a newspaper reporter.

JOHN KNAPP

You'll learn. Dacus is going to be your editor and mentor. I've been wanting to give him a promotion for quite some time now, anyway.

CHARLES WELBOURNE KNAPP

You can't be serious.

HYDE

Charlie, my boy. Your father wants you to learn the business from the ground up. That includes how to report a news story as it happens.

CHARLES WELBOURNE KNAPP

But, Mr. Hyde. I'm not ready.

HYDE

You are--ready, Charlie. Believe me. And it will do you a world of good to get your mind off Abigail's passing for a time.

END FLASHBACK

EXT. NEW ORLEANS TRAIN STATION/INT. PASSENGER CAR -  
AFTERNOON

Train comes to a FULL STOP. Charles remains in his seat as the other passengers make their way to the exits first.

CHARLES WELBOURNE KNAPP (V.O.)

And I, Charles Welbourne Knapp, certain that when this race is over, I will be returning to my duties at the Missouri Republican as a telegraph clerk and to a life of obscurity in my father's business.

BAG IN HAND, Charles EXITS the train.

EXT. PASSENGER CAR - AFTERNOON

Dressed to the hilt in a top coat, top hat, sporting a proper moustache and walking cane, JOSEPH A. DACUS, 39, WAITS for Charles at the depot. He GREETS the apprehensive young man with a hearty handshake and gargantuan smile.

DACUS

Welcome to New Orleans, Charlie.  
And to your first assignment as a  
newspaper reporter. Come. Cannon  
is waiting for us.

As they disappear into the crowd ...

EXT. TRAIN STATION DEPOT, DOORWAY - DAY

JOHN C. KAY, 31, dressed in an expensive, white silk suit, a matching top hat--smoking an expensive cheroot--STEPS OUT into the afternoon sunlight, a devilish, pearly white, grin on his face, a twinkle in his eyes, all framed by his wavy, sandy-colored hair. His well-trained eyes miss nothing.

SCRIBBLING a few notes into his notebook, he PAUSES a moment, deep in thought, then tucks his book away in an inside pocket.

EXT. ROBERT E. LEE, TEXAS DECK - AFTERNOON

As he peers out toward the open waters of the mighty Mississippi, Cannon RECALLS:

FLASHBACK

EXT. UPPER DECK OF THE GENERAL QUITMAN, FIVE YEARS EARLIER - DAY

Cannon PEERS DOWN at Thomas Leathers, standing on the dock looking up at him, both men full of anger.

LEATHERS

Traitor. You cheated your own country out of your steamer to help the North. And then ya charged them exorbitant prices for the cotton you sold 'em, to boot.

CANNON

It's called business, Thomas. Get over it. And don't blame me you weren't savvy enough to hide your precious Natchez from the governments. You want to captain another steamer? Go build one.

LEATHERS

By the Lord God Almighty. I would if I had a little more than a dollar to my name. The war took everything.

CANNON

So sue the government. Or haven't you heard? There's such a thing as salvaging rights.

LEATHERS

You'd turn your back on your own mother, if she were dying.

CANNON

You want a job on this steamer to pay for your new one? You get down on your knees and you beg me for it first.

LEATHERS

You can go to bloody hell, that's what you can do.

CANNON

Fine. Don't come to work for me.

END FLASHBACK

EXT. NEW ORLEANS DOCKS - AFTERNOON

As Charles, Dacus struggle through the crowd ...

CHARLES WELBOURNE KNAPP

I wonder if this is how Sam Clemens felt on his first story.

DACUS

I think he was off looking for gold or silver somewhere. A few butterflies?

CHARLES WELBOURNE KNAPP

I would have preferred reporting on the Natchez. I understand Leathers' engines are state of the art.

DACUS

Your father had his reasons for putting Kay with Leathers and you with Cannon.

CHARLES WELBOURNE KNAPP

All the same.

(MORE)

CHARLES WELBOURNE KNAPP (CONT'D)  
He's given me a huge responsibility  
writing in this story. I'm still  
not sure I should be the one handling  
it.

DACUS  
John Knapp's brilliant first born?  
Crack law student? Afraid of a little  
writing assignment? It will get  
better, Charlie. I promise.

MRS. A. C. MCKEEN, 40-ish, her fifteen year old daughter,  
MAGGIE, WALK ahead of them. Maggie TURNS, FLIRTS with them,  
then GIGGLES. Dacus politely TIPS his hat.

DACUS (CONT'D)  
Ladies.

A disapproving Mrs. McKeen HRRUMPHS, PUSHES Maggie along,  
not another word, or hrrumph, spoken.

Charles keeps very silent.

EXT. NATCHEZ, DOCKED IN HER MOORING - AFTERNOON

FRANCES SHACKELFORD, a young beauty of 18, STANDS on the  
dock with her father, RICHARD SHACKELFORD. Fifty-ish, tall,  
handsome. He wears the dignified air of well-earned wealth,  
with an attitude to match, as PRESIDENT and MAJOR STAKEHOLDER  
of the BELLEFONTAINE RAILROAD COMPANY. They WAIT to board  
the steamer.

Frances wears the finest of traveling clothes money can buy.

A BLACK BAGGAGE HANDLER waits with them, surrounded by  
luggage, shopping bags, other travel items.

RICHARD  
You wait here, Frances, while I go  
purchase our tickets.

TURNING to the Baggage Handler ...

RICHARD (CONT'D)  
You. Keep an eye on her.

BAGGAGE HANDLER  
Yes, Sir, Mr. Shackelford.

EXT. DOCKS NEAR ROBERT E. LEE - AFTERNOON

Dacus, Charles draw closer to the steamer.

CHARLES WELBOURNE KNAPP

By the way, why isn't Sam reporting on the story for the paper? I would have thought he'd be the perfect choice.

DACUS

His father-in-law's ill. And I hear Olivia's not doing well either, given her delicate condition.

CHARLES WELBOURNE KNAPP

I'll be sure to write them a letter. I have to get off at Memphis. We've been having some issues lately with our telegraph office there.

DACUS

You'll be able to board again at Cairo. We'll get you a train ticket and a ticket for the Idlewild. I hear the Old Man will be picking up some very special passengers there to help him with the last few miles into St. Louis. Cannon's never piloted that part of the river before.

CHARLES WELBOURNE KNAPP

Sounds like an excellent opportunity to catch an interview.

DACUS

Devil's Country. Dangerous enough waters for an experienced riverboat captain to navigate. Could get mighty busy in the Lee's Pilothouse. But, then again, you'll be on the Idlewild with them.

EXT. NATCHEZ, MOORING DOCK - AFTERNOON

Frances' eyes suddenly LIGHT UP WITH EXCITEMENT AND DELIGHT, seeing Charles walking her way.

FRANCES

Well, I'll be.

She WAVES to Charles, trying to gain his attention.

FRANCES (CONT'D)

Charles! Charles Knapp!

Maggie McKeen TURNS, HEARING, SEEING FRANCES calling out. SPOTTING Dacus and Charles still struggling to get through the crowd, she GIGGLES again.

Mrs. McKeen HRRUMPHS again, STEERING her daughter even closer toward the Lee's boarding ramp.

MRS. MCKEEN  
You're too young, Maggie McKeen.  
For either one of them.

SCANNING the crowd, Charles SPOTS Frances waving, trying to get his attention--to his great consternation. Dacus CRACKS another wide smile, well NOTICING the young beauty himself.

DACUS  
Well now. Who's that pretty young thing over there waving at you?

CHARLES WELBOURNE KNAPP  
Frances Shackelford. Abigail's cousin.

Dacus' smile DISAPPEARS.

DACUS  
Shackelford, eh? Is she any relation to Richard Shackelford?

CHARLES WELBOURNE KNAPP  
She's his daughter.

DACUS  
Better steer clear of those dangerous waters, Charlie.

CHARLES WELBOURNE KNAPP  
My father would never forgive me if I even thought of courting the daughter of his worst nightmare. Shackelford still hasn't forgiven him.

Charles RECALLS for Dacus the encounter he had weeks ago with Richard:

FLASHBACK

INT. GRAND BALLROOM - NIGHT, WEEKS EARLIER

Frances' DEBUTANTE BALL. Dressed in their finest, the young women ENJOY their night of partying and gaiety, REVELING in the opulence, the music, the dancing--and the eligible young men.

Dressed in BLACK TIE, Charles ATTENDS to his fiance, Abigail McCullough, as they watch on the sideline. As guests TWIRL and WHIRL across the dance floor, Abigail's the most prim and proper of young ladies--and the happiest of fiances.

FLITTING ABOUT, FLIRTING, and quite open about her crush on Charles, Frances brazenly CRASHES in on the young couple's alone time.

FRANCES

Oh, Charles. Please dance with me.  
You won't mind, will you, Abigail?  
I do so love to dance.

Amused by her cousin's boldness ...

ABIGAIL

Should I be jealous, Charles? My  
young cousin can be very persuasive.

CHARLES WELBOURNE KNAPP

I'm afraid these two left feet of  
mine wouldn't serve either one of  
you very well on the dance floor.

A young and proper WEST POINT LIEUTENANT ATKINSON, APPEARS.  
He INTERRUPTS ...

LT. ATKINSON

Miss Shackelford. Would you do me  
the honor of this dance?

Promptly--firmly--taking the young lieutenant's arm ...

FRANCES

Why, Lieutenant Atkinson, Sir. I  
thought you'd never ask.

WHISKING her away, the young lieutenant GLIDES with her onto  
the dance floor in a GRAND WALTZ.

FRANCES (CONT'D)

My friends call me Fanny, but I don't  
really like that. You may call me  
Frances, or Frannie, if you like.

Abigail eyes Charles with amusement, making him BLUSH.

ABIGAIL

Alas. I'm afraid my poor cousin's  
crush on you is quite fatal. But  
then, so is mine.--I see Mama's all  
alone. If you will excuse me.

Charles NODS in agreement.

As Abigail takes her leave, Richard approaches, expensive  
cigar in hand, a stern, disapproving look well-etched in his  
face and eyes from years of scorn for the Knapps.

RICHARD

The McCulloughs may approve of your little marriage to their daughter, Mr. Knapp. But the Shackelfords never will.

CHARLES WELBOURNE KNAPP

My father has no quarrel with the McCulloughs. Only that bit of competition between our newspapers. Which will be rectified as soon as Abigail and I are married.

RICHARD

What's it been? Five years since the war ended?--Your father still owes me that retraction.

Unhappily, Frances watches her father over the shoulder of her lieutenant as they dance.

CHARLES WELBOURNE KNAPP

For reporting the truth, Sir? It was most unfortunate you were accused of treason, which was honestly reported by our paper. You were eventually exonerated of that crime. By Lincoln himself, if I remember correctly. Which we reported on honestly and fairly as well. But, I gather, that still isn't enough for you.

RICHARD

And until I get that retraction, you will stay away from Frances and Genevieve. In fact, you will stay away from all us Shackelfords.

Richard SAUNTERS away, quite pleased with his pompous self.

CHARLES WELBOURNE KNAPP

How can I, Sir, when we are about to become in-laws?

END FLASHBACK

EXT. NATCHEZ, MOORING DOCK - AFTERNOON

Frances, still trying to get Charles' attention ...

DACUS

Perhaps you and Abigail were never meant to be. Marriage and politics never do mix.

FRANCES

Charles! Charles! Over here!

DACUS

Speaking of never meant to be's.

Charles is completely frozen in his tracks.

DACUS (CONT'D)

Well. Don't just stand there keeping  
the young lady waiting.

Dacus SEES someone in the crowd.

DACUS (CONT'D)

I'll be back for you in a few moments.  
There's someone over there I need to  
speak to.

He saunters off.

'Walking on egg shells,' Charles makes his way toward Frances--  
searching for any sign of Richard in the crowd.

FRANCES

Oh, Charles. It's so good to see  
you again. What are you doing here  
in New Orleans?

CHARLES WELBOURNE KNAPP

I'm on assignment for the paper.  
It's my first, actually. Writing  
assignment.

FRANCES

Oh, how exciting! On the Natchez?

CHARLES WELBOURNE KNAPP

Robert E. Lee.

FRANCES

(disappointed)

Oh. Have you caught the racing fever  
yet? I can't wait until five o'clock.

CHARLES WELBOURNE KNAPP

I haven't placed any bets, if that's  
what you're asking. You're a long  
way from home, too.

FRANCES

Shopping. And Papa's doing a little  
business here for the railroad.

(MORE)

FRANCES (CONT'D)

I'll be going away to school in a few weeks.--Why haven't you come to call on Mama, Genevieve, and me?

CHARLES WELBOURNE KNAPP

I've been busy--at the paper.

FRANCES

The fire.--Perhaps you won't be too busy to call on us before I go. Or maybe you could even write to me at the school. I'm sure Abigail wouldn't mind. If she were here.

CHARLES WELBOURNE KNAPP

Perhaps. If I'm not too busy.

FRANCES

I know Mama and Genevieve would so love to see you again.

CHARLES WELBOURNE KNAPP

It is lovely seeing you again,  
Frances.

Charles SEES Richard returning.

FRANCES

Will you be interviewing Captain Cannon?

CHARLES WELBOURNE KNAPP

I expect so. I really do have to go.

RICHARD

Well, well, well. Mr. Knapp.

Richard OFFERS Charles a gentleman's handshake.

RICHARD (CONT'D)

Pleasure seeing you again. What brings you here to New Orleans, as if I couldn't guess?

Dacus INTERRUPTS.

DACUS

Richard Shackelford.

He SHAKES Richard's hand.

DACUS (CONT'D)  
How's the railroad business these  
days?

RICHARD  
The Bellefontaine's doing just fine,  
Judge. Have you met my daughter,  
Frances?

DACUS  
A pleasure, Miss Shackelford.

RICHARD  
A lot of traveling and wheeling and  
dealing before the harvest season.

DACUS  
I hear you on that.

Dacus TURNS to Charles.

DACUS (CONT'D)  
It's time, Charlie.

Dacus TIPS his hat to Frances.

DACUS (CONT'D)  
If you'll excuse us, Miss. We're on  
a very tight schedule.

FRANCES  
Of course.  
(to Charles)  
Good luck with your story, Charles.

Dacus quickly WHISKs Charles away into the crowd.

DACUS  
I hate people calling me Judge.

Gone from Richard's sight ...

RICHARD  
I'd hoped Abigail's death would have  
been the end of your little friendship  
with that Knapp boy, Frances. I  
have much bigger plans for you and  
your sister.

FRANCES  
Papa. What did you tell Charles the  
night of the Cotillion?

RICHARD  
It's time to be on our way.

EXT. ROBERT E. LEE, MOORING DOCK - AFTERNOON

Dacus GIVES Charles another devilish grin.

DACUS

I'm afraid your Miss Shackelford's been bitten quite badly, my boy.

CHARLES WELBOURNE KNAPP

She's the least of my worries. Her father despises me. I believe he would prefer if all us Knapps drowned in the Mississippi River. The sooner the better.

DACUS

Shackelford does hold quite a grudge against your father. And it looks like he can barely tolerate you. But that's what fathers do. You can't blame him for wanting to protect his little girl--who's not so little anymore.

CHARLES WELBOURNE KNAPP

As if he has anything to worry about with me. Abigail was the love of my life. I'm still in love with her.-- There's no room for anyone else in my heart right now.--Probably never will be.

DACUS

Tell that to the man who has two daughters, and one just recently become of marrying age.

CHARLES WELBOURNE KNAPP

Richard Shackelford. My father-in-law. Now that is a dreadful thought.

Dacus lets out a belly laugh.

DACUS

Come, my boy. You've got a steamer to catch.

They head onward ...

EXT. THE HENRY TATE, MOORING DOCK - AFTERNOON

4:00 PM.

A GREAT BLAST FROM HER SMOKESTACKS. THE CLANGING OF HER BILLS.

The Henry Tate, CRAMMED WITH SPECTATORS, slowly makes her way out of port. Followed by several more steamers, too, OVERFLOWING with passengers.

EXT. TRAIN STATION DEPOT - AFTERNOON

Kay STUDIES the Natchez--still harbored in her mooring--from the distance. Her bright red smokestacks with their gold leaf trimmed crowns, BELCHING OUT blasts of billowy, black SMOKE, as they GLIMMER in the sunlight. He GRINS like a Cheshire cat.

A SPECTATOR STROLLS BY.

SPECTATOR  
Good afternoon, Mr. Kay.

KAY  
Afternoon, Sam. Lovely day for a race.

TAKING another long drag from his cheroot, Kay casually BLOWS OUT the smoke as he MAKES another notation into his book, GRINNING.

EXT. NEW ORLEANS DOCKS - AFTERNOON

Three more steamboats leave port for the waters: THE GREAT REPUBLIC, THE GRAND ERA, THE MARY HOUSTON.

INT. MAYFLOWER, STILL DOCKED, GRAND SALOON

RIVERBOAT GAMBLER and longtime friend of Thomas Leathers, GEORGE DEVOL, black hair, grand moustache, puffs away on an expensive STOGIE as he TAKES BETS from a long line of other gamblers.

GAMBLER TULLY  
Seventy-five dollars on the Lee, Mr. Devol.

DEVOL  
Seventy-five will get you one hundred, Mr. Tully. But the Lee's not going to win.

GAMBLER TULLY  
You are, indeed, a loyal friend to Captain Leathers, Sir.

Tully moves on, Devol TAKES another sizable bet from the next man in line. He moves on.

DEVOL

And you, kind Sirs, are, indeed,  
loyal friends to my change purse.

Finally, the last man places his bet, moves on. Devol COUNTS his take, REVELING in the size of the wad.

DEVOL (CONT'D)

It's been a pleasure, gentlemen.

EXT. ROBERT E. LEE, MOORING DOCK - AFTERNOON

As a deck hand REMOVES another piece of the wood frame from the already half-stripped WHEELHOUSE, Charles, Dacus marvel at the Lee's appearance, now looking very much like "a giant skull and bones stripped of every inch of skin, sinew and muscle" as they continue toward the boarding plank.

CHARLES WELBOURNE KNAPP (V.O.)

"Everything that could be spared from the Lee was. And as soon as her cargo was on shore, her carpenters went to work removing other materials that might impede her progress. The greatest clearing was aft of her wheels. Here everything was removed that could possibly check the flow of the water from the paddles."

DACUS

You'd think Cannon was preparing for a cock fight.

CHARLES WELBOURNE KNAPP

May I quote you on that in my first dispatch to the newspaper?

DACUS

As editor of this story?--I've had worse happen.

ADOLPH MARTIN, Cannon's CLERK, GREETS them, as they step onto the boarding plank, allows them to pass.

CHARLES WELBOURNE KNAPP

I'm wondering if Captain Leathers decided to do the very same.

EXT. NATCHEZ, MOORING DOCK - AFTERNOON

As beautifully whole as the day she left her builder's shipyard, NOTHING has been stripped from the Natchez. Her GINGER AND WHITE LATTICE WORK GLEAM in the sunlight.

As Leathers BARKS out more orders, he PEERS DOWN from one of the upper decks to see ...

LEATHERS  
Shackelford!

CURSING under his breath, he STOMPS his way down the stairs to the end of the plank where his CLERK, OVID BELL, STANDS TAKING TICKETS.

LEATHERS (CONT'D)  
Mr. Bell. Mr. Bell. This man is not to board my steamer.

RICHARD  
I bought two tickets to St. Louis.-- And paid good money for them, I might add, Captain. You're obligated to let me board.

LEATHERS  
You're money's no good here, Shackelford. Not on this steamer, or any other I might own. Not now. Nor in the future! I don't care what you're the owner of. On second thought, I do care. You're the owner of a goddamned railroad! Now, get off my plank!

Leathers STORMS BACK to the main deck as Richard FUMES.

RICHARD  
Still not accepting Yankee money, Captain.

Leathers, STOPS, TURNS BACK TO GET INTO Richard's face.

LEATHERS  
I don't care if Andrew Johnson himself were here in New Orleans trying to board my boat. The both of you are traitors in my book. And I'll not be transporting any such persons, railroad presidents or U. S. ones-- present or former--on my Natchez. Not now. Not ever! Mr. Bell. DO YOUR DUTY!

Leathers HEADS BACK to the Main Deck SPEWING CUSS WORDS all the way for all to hear.

RICHARD  
War's over Leathers! Or haven't you heard? The NORTH WON!

Leathers DISAPPEARS from Richard's sight.

RICHARD (CONT'D)  
DAMN IT!

BELL  
Mayflower's still taking on passengers, Mr. Shackelford. But you'd better hurry. She's about ready to leave, too.

RICHARD  
Wait for me at the Mayflower, Frances.  
I won't be long.

Richard HURRIES off.

FRANCES  
Men!

Baggage Handler remains silent, but FULL of something to say, nevertheless.

EXT. ROBERT E. LEE, BOILER ROOM - DAY

Charles, Dacus find Cannon CONVERSING with CAPTAINS JOHN SMOKER and JOHN TOBIN, friends of his.

DACUS  
Captain Cannon.

A wide, but nervous SMILE APPEARS on Cannon's lips, recognizing the face of an old friend.

CANNON  
Judge Dacus, you old hornswaggler.  
How long has it been?

Cannon OFFERS his hand in warm greeting.

DACUS  
Too long, John. You still won't let me live that nickname down after all these years, will you?--I guess it takes a race this big to finally see an old friend.

CANNON  
Aye. That it does.

DACUS  
You remember little Charlie Knapp.

CANNON

Colonel John's boy? Why I haven't seen you, son, since ... You're all grown up.

DACUS

And home from the universities. For good, this time.

Charles SHAKES Canon's hand.

CHARLES WELBOURNE KNAPP

My father sends his greetings.

CANNON

And well-mannered. Welcome aboard, Charlie. They still call you Charlie.

CHARLES WELBOURNE KNAPP

Yes, Sir. They do.

CANNON

I want you to meet my friends. This is John Tobin, captain of the Frank Pargoud. And this is Captain John Smoker.

DACUS

Charlie will be reporting on the Lee for us.

CANNON

I intend to win. And you can quote me on that.

(returns to Dacus)

You're along for the ride, of course.

DACUS

Sadly, no. I'm taking the train back to St. Louis. I'll be editing the story there.

CANNON

But, surely you can stay for a short while. I was just about to call a meeting on the Texas Deck. You're welcome to join us. The both of you.

The men HEAD for the stairs for the Texas Deck.

DACUS

By the way, John. I was meaning to ask you.

(MORE)

DACUS (CONT'D)  
An exclusive interview with the  
Cincinnati Commercial? Surely, you  
didn't mean that.

CANNON  
Next time, the exclusive is yours.

INT. ROBERT E. LEE, NEARLY EMPTY CARGO HOLD, WATER PIPE

The rusted sleeve joint and water pipe QUIVER from the high  
water pressure rushing through and the hard vibrations of  
the engines.

EVER SO SLOWLY, HOT WATER, STEAM BEGIN TRICKLING OUT of the  
connected ends, SIGNALING MAJOR TROUBLE.

EXT. NATCHEZ, MOORING DOCK - AFTERNOON

Frances, the Baggage Handler haven't yet moved from their  
spot.

BAGGAGE HANDLER  
We'd better go, Miss.

FRANCES  
Abigail thought Charles a decent  
enough man to marry.

BAGGAGE HANDLER  
Your father will be waiting, Miss.

FRANCES  
Mrs. Charles Welbourne Knapp. It  
has a very lovely ring to it, don't  
you think?

BAGGAGE HANDLER  
I think we'd better get to the  
Mayflower. It's almost five o'clock.

Frances HEARS a NEWSIE HAWKING in the distance. An IDEA  
suddenly POPS into her head.

FRANCES  
I have to go buy a paper--for the  
ride home. I won't be a minute.

Frances TAKES OFF LIKE A SHOT into the swelling crowds.

BAGGAGE HANDLER  
Miss Shackelford! Your father!

EXT. STEAMBOAT TICKET STATION - AFTERNOON

Kay SCRIBBLES more notes into his book ...

KAY (V.O.)

Thirty-four inch cylinders, ten feet  
stroke, forty-two feet, eleven inch  
wheels.

He RAISES his EYES to the Natchez--still moored in the  
distance--momentarily, then JOTS down a quick CALCULATION  
into his notebook.

KAY (CONT'D)

Seventeen revolutions per minute.  
Not bad.

RUSHING IN, Richard BUMPS INTO Kay.

INT. STEAMBOAT TICKET STATION

Richard RUSHES over to the ticket window, PULLING OUT a wad  
of bills.

RECOGNIZING the man, a curious Kay, FOLLOWS Richard--to  
EAVESDROP.

RICHARD

Can I still get tickets for the  
Mayflower?

TICKET CLERK

Old Push kick you off his steamer,  
too, Mr. Shackelford? Seems every  
race, he's got to kick somebody off  
the Natchez for one reason or the  
tuther.

RICHARD

Good nickname for him--Old Push.

TICKET CLERK

They say he got it from that old  
Natchez Indian war chief.

RICHARD

More like from his surly attitude  
toward decent, paying customers.

Ticket Clerk STAMPS the tickets. Richard HANDS OVER the  
money.

TICKET CLERK

There you go, Sir.  
(MORE)

TICKET CLERK (CONT'D)  
Two tickets for the Mayflower. You're sure you wouldn't want to go by train instead? Getcha home a lot quicker.

Richard takes his tickets.

RICHARD  
My daughter wants to go by steamer.  
It's this accursed race.

TICKET CLERK  
Can't say as I blame her any. Got a daughter out there myself somewhere in the crowd. This brouhaha's got her more excited than a boll weevil in a cotton patch.

RICHARD  
I just want to go home.

TICKET CLERK  
Well, good luck to ya.

Richard RUSHES toward the door. Kay conveniently BUMPS INTO HIM.

KAY  
Mr. Shackelford? Of the Bellefontaine Railroad Company in St. Louis? John Kay of the Missouri Republican. If I could have a moment of your time, Sir?

RICHARD  
I'm not an advocate of your paper, Mr. Kay, is it? And I'm somewhat in a hurry.

KAY  
Fair enough. I'll walk out with you.

They HEAD for the Mayflower together.

KAY (CONT'D)  
As president and one of the major stakeholders of the newest railroad company in St. Louis, what is your opinion on the future of the steamboat industry in the United States?

EXT. ROBERT E. LEE, TEXAS DECK - AFTERNOON

Cannon's meeting BEGINS. Attending: PILOTS WES CONNER, JAMES PELL, GEORGE CLAYTON; ENGINEER WILLIAM PERKINS; ASSISTANT ENGINEERS TOM BERRY, STEVE JERMEY, THOMAS YEADON, JOE MCCLOVEY, GEORGE BROWN, JOHN Wiest; MATES ROBERT SINGLETON, THOMAS HASTINGS, MIKE PETERS; CAPTAINS JOHN TOBIN and JOHN SMOKER. Charles and Dacus, along with black fireman, MARCUS, are the last to join.

Cannon, taking George Clayton aside ...

CANNON

George.

GEORGE CLAYTON

Aye, Captain.

CANNON

I want you in the Pilothouse ready to go before five o'clock.

George Clayton NODS in understanding.

CANNON (CONT'D)

Take care not to be seen until it's time. If we can leave New Orleans before the Natchez, we might have a good chance of staying ahead of her.

GEORGE CLAYTON

Aye, Captain.

George Clayton HEADS DIRECTLY for the Pilothouse. Cannon, next, takes Marcus aside.

CANNON

Marcus.

MARCUS

Aye, aye, Cap'n.

CANNON

I want you to give us a quick release of the bowline before Old Push realizes we're moving. Chop the ropes clean ...

MARCUS

Shore is gonna be a big enough surprise, all right, when Cap'n Leathers sees us backing out ahead of him and his Natchez.

Marcus HURRIES down the stairs.

EXT. ROBERT E. LEE, BOARDING PLANK - AFTERNOON

Frances, PLEADING with Adolph Martin to let her aboard . . .

MARTIN

Sorry, Miss. We're not taking on  
anymore passengers.

FRANCES

But. It's my aunt. She forgot her  
purse.

(shows handbag)

I have to take it to her. She's  
already on board.

Martin is UNMOVED.

FRANCES (CONT'D)

Please?

. . . PLYING her "cow eyes" stare.

MARTIN

(caving)

I don't know, Miss. All visitors  
must be off by quarter to five.  
It's almost that now.

FRANCES

I promise I'll hurry.

MARTIN

--No later than three bells.

Frances SCURRIES UP the boarding plank.

FRANCES

I promise! I'll hurry!

EXT. ROBERT E. LEE, MAIN DECK - AFTERNOON

Frances SCOURS the deck, searching frantically for any sign  
of Charles. SEEING a flight of stairs, up, she climbs to  
the next level.

EXT. MAYFLOWER, MOORING DOCK - AFTERNOON

Richard JOINS the Baggage Handler.

RICHARD

Where's my daughter? I told her to  
wait here for me.

BAGGAGE HANDLER

She said she wanted to buy a newspaper  
for the ride home. She is taking an  
awful long time, Sir.

RICHARD

She's a responsible young woman.  
The crowd may have just delayed her.  
In the meantime, let's get these  
bags on board.

Together, they HAUL the baggage onto the boarding plank.

EXT. NATCHEZ, BOARDING PLANK - AFTERNOON

Kay has finally made his way to the Natchez. At the opposite end, a SCOWLING Captain Leathers WAITS, HOLDING his pocket watch, CHECKING the time.

LEATHERS

Well, it's about damn time.

KAY

Permission to come aboard, Captain.

Leathers re-pockets his watch, still scowling, as Kay makes his way up the plank.

LEATHERS

It's four thirty, Mr. Kay. Time and the Natchez wait for no man.  
Including tardy newspaper reporters like yourself.

KAY

Always the charmer.

LEATHERS

Well, you're not a genteel woman to be charming to now, are ya?

KAY

I'd like to take a look at your engines, Captain, if you wouldn't mind.

LEATHERS

Would it stop you if I did mind?

KAY

Lead the way.

EXT. ROBERT E. LEE, TEXAS DECK - AFTERNOON

Cannon's meeting is CALLED TO ORDER.

CANNON

I want every man alert and ready at his post. We're leaving port two minutes before five.

TOBIN

Givin' Tom Leathers a taste of his own medicine, eh, John?

The men LAUGH as Cannon RUBS his jaw, remembering.

CANNON

I only wish it could be another right cross like the one I gave him the night he accused me of cheating my customers.

SMOKER

It would serve him right.

TOBIN

Darn tootin' it would.

FLASHBACK

INT. NEW ORLEANS SALOON/EXT. STREET OUTSIDE SALOON - NIGHT, TWO YEARS EARLIER

Both in a DRUNKEN STUPOR, Leathers PICKS A FIGHT with Cannon.

LEATHERS

Who the hell gave you permission to name your new steamer after the greatest general who ever lived?

CANNON

It was business. Nothing more.

LEATHERS

Business? It's always business with you. The prices you charge? Why they're downright thievery.

CANNON

When are you going to stop punishing me for keeping my General Quitman out of the hands of the North--and South--unlike you, with your precious fifth Natchez?

LEATHERS

When you admit you're a God damned traitor. And God damn you for doing business with the North during the war.

## CANNON

You. The biggest wheeler dealer in the entire Mississippi Valley. Calling me a thief. And a Yankee? I knew I should have told you to go to hell when you came begging--no--crawling to me for a job after the war.

## LEATHERS

I assure you, that was no great favor you did me, Sir. You're not only a God damned Yankee, you're a lying, cheating, thieving, profiteering son of a bitch! That's what you are! Thank the Lord I didn't need your pitiful excuse for charity any longer than I did!

FED UP . . .

## CANNON

You swaggering son of bitch!

Cannon TAKES A SWING, LANDS IT SQUARELY on Leathers' JAW.

## LEATHERS

Is that all you've got?

Leathers TAKES HIS SWING, MISSES. Cannon gives Leathers another jawbreaking WALLOP.

BLOW FOR BLOW, they BLOODY each other as they fight their way out into the street.

## LEATHERS (CONT'D)

Yes, that's right. Old Man. I've got backers. Backers who will lend me the money to build my Natchez Six. And she'll be the biggest, grandest, prettiest steamer the Mississippi's ever seen in spite of you! And I'm going to build her--to beat the pants off your Lee!

They FIGHT TO EXHAUSTION.

Finally, ONLOOKERS STEP IN, breaking the two apart.

END FLASHBACK

EXT. ROBERT E. LEE, TEXAS DECK - AFTERNOON

A final word . . .

## CANNON

My friends. We're about to begin the run to end all runs. A record that could stand for all time. The railroads are taking over and I want the Lee to have that record. What we're about to do. What we're *going* to do, all of us, together, in these next three days. Whatever this river may bring us, we're going to beat Leathers and his Natchez six once, and for good. We're running her top speed, boys. All the way to St. Louis. And we're not stopping for anyone--or anything--until we've entered her harbors. WE'RE TAKING THE HORNS!

HUZZAHS FILL THE AIR!

## CANNON (CONT'D)

To your posts!

The men SCRAMBLE.

A WHISTLE BLOWS. BELLS CLANG. The Mayflower DEPARTS.

EXT. ROBERT E. LEE, MOORING POST - AFTERNOON

AXE IN HAND, Marcus WORKS HIS WAY to the end of the Lee's BOWLINE, taking care not to be seen by Leathers or his crew.

A SECOND WHISTLE BLOWS.

EXT. MAYFLOWER, MAIN DECK - AFTERNOON

On board, Richard's getting nervous. There's no sign of Frances.

INT. MAYFLOWER, GRAND SALOON - AFTERNOON

Devol, his gamblers ANTE UP for their first game ...

RAISING HIS GLASS IN A TOAST ...

## DEVOL

To the Natchez and the Robert E. Lee. May the best captain--and steamer--win.

As they DRINK UP, MONEY FLIES into the pot. Devol SHUFFLES the CARDS ...

## DEVOL (CONT'D)

What shall it be, gentlemen?

INT. NATCHEZ, BOILER ROOM

Kay finds Leathers' PUFFERY amusing.

LEATHERS

They're the finest boilers in the entire country, Mr. Kay. The best money can buy. Built to my specifications. They've already broken records, let me remind you.

KAY

Very impressive. I can see why you're extremely proud of you latest Natchez.

Leathers nervously FINGERS the vest pocket holding the watch.

LEATHERS

The Lee's no match for her, I can guarantee you that. Her being three years older and all. Why the Lee's practically ready for the scrap heap.

KAY

I see the old grudge between you and Cannon still runs very deep.

LEATHERS

That carbuncle on my backside.

KAY

John Cannon's quite a savvy riverboatman. No doubt he'll be running his engines red hot with pine tar and hog fat all the way to St. Louis. Just a fair warning, Captain.

LEATHERS

Well, you can rest assured, Mr. Kay. I'll not be burning any hog fat in these beauties. Only coal. And the finest at that. Old Push doesn't need to resort to any tricks in order to beat the Robert E. Lee--if this were a race, let me remind you again, Mr. Kay.

KAY

May I quote you on that?

LEATHERS

You can quote me on this, Sir.

(MORE)

LEATHERS (CONT'D)

The care and comfort of my passengers come first. Now, if you will excuse me. I need to get back to my duties.

Leathers HESITATES.

LEATHERS (CONT'D)

What's a goddamned newspaper reporter such as yourself telling an experienced steamboat captain how to run his business anyway?

Leathers STORMS out, a jovial Kay following close behind, SCRIBBLING more notes into his book.

EXT. ROBERT E. LEE, STAIRS DESCENDING TO THE MAIN DECK - AFTERNOON

Cannon SPOTS an old friend struggling to get to the Lee along with a companion. Cannon HURRIES down to greet them.

HENRY CLAY WARMOTH, 26, stern, mustachioed GOVERNOR of Louisiana, and DR. A. W. SMYTH, an older, stately-looking gentleman of Irish descent, APPEAR tired and well-worn from their recent journey, yet excited to be among the celebrants.

CANNON

Henry. Dr. Smyth. I'm so glad the two of you could make it.

SMYTH

We wouldn't have missed this for the world, John.

WARMOTH

I supposed as the governor of this great state I should be making a grand speech, or some such nonsense.

CANNON

There'll be plenty of time for speechmaking in St. Louis. Come with me. The both of you. There's plenty of room.

WARMOTH

We've just recently arrived home from L-S-U. I hardly think either one of us is in any shape ...

CANNON

You can rest from handing out diplomas at supper. We're serving ham this evening. Come. I insist.

SMYTH

It would be a grand story to tell  
the grandchildren one day, Henry.

WARMOTH

Well, then. How can we possibly  
refuse such a magnanimous invitation?

CANNON

Good.

Canon MOTIONS to his deck hands as he WHISKS the two aboard.

CANNON (CONT'D)

Someone get their bags. We can catch  
up on things during dinner tonight.  
My treat, of course.

ANOTHER WHISTLE BLOWS. A CLANGING BELL.

EXT. ROBERT E. LEE, TEXAS DECK - AFTERNOON

Still no sign of Charles as Frances makes her way to the Texas Deck. She SPOTS the Mayflower across the way slowly leaving port--her father standing on the Main Deck. She WAVES, SHOUTING.

FRANCES

Papa!

EXT. MAYFLOWER, MAIN DECK - AFTERNOON

Black smoke BELCHES from her smokestacks as deck hands work together to haul in her boarding plank ...

HEARING Frances' voice, Richard LOOKS UP to see her waving to him--FROM THE LEE! Angrily ...

RICHARD

FRANCES!

Rushing to the boarding plank, he TRIES to DISEMBARK.

MAYFLOWER DECK HAND

It's too late, Sir.

RICHARD

But my daughter's up there--on the Lee! You have to let me off!

MAYFLOWER DECK HAND

Sir. We're pulling out of port.  
It's too late.

RICHARD  
THE HELL IT'S TOO LATE!

Richard JUMPS from the deck onto the dock, landing hard, as the steamer continues to move away. He STRUGGLES through the burgeoning crowd to catch the Lee.

EXT. ROBERT E. LEE, HURRICANE DECK - AFTERNOON  
THREE CLANGS OF HER BELLS SIGNALING 4:45 PM.

EXT. NATCHEZ, HURRICANE DECK - AFTERNOON  
HEARING the Lee's bells, Leathers and his crew TURN TO LOOK.

PILOTS FRANK CLAYTON, MORT BURNHAM; ENGINEERS ANDY PAULEY, JOHN FAREWELL, PAT NOLAN, JOHN MONTREVILLE, JOHN MONTAGUE, ALEXANDER MEEHA; MATES E. CUMMINGS, JAMES DILLON are with him.

WHIPPING OUT his pocket watch, he CHECKS the time again. Leathers SWEARS under his breath.

LEATHERS  
Quarter to five. To your posts!

Leathers SHOVES his watch back into his vest pocket.

LEATHERS (CONT'D)  
We've no time to waste.

Crew SCRAMBLES. Leathers HEADS to the Natchez's BELLS, RETURNING THREE CLANGS in answer.

EXT. DOCK NEAR ROBERT E. LEE - AFTERNOON

Richard STRUGGLES to reach the Lee.

EXT. ROBERT E. LEE, HURRICANE DECK - AFTERNOON

4:47 PM. ELEVEN MINUTES BEFORE DEPARTURE.

Standing on the dock before the Lee, Dacus SALUTES Cannon, Charles, Warmoth and Smyth, still at the deck's railing, his warm good-bye, and then AMBLES OFF into the crowd.

EXT. NATCHEZ, PILOTHOUSE - AFTERNOON

SPRINTING up the stairs, Leathers joins Burnham at the wheel. HE PULLS OUT his watch again, angry with himself, and CHECKS the time again. Then SHOVES his watch back into his pocket.

LEATHERS  
Four forty-seven.  
(MORE)

LEATHERS (CONT'D)  
We'll be off to the dot soon and  
then we shall see who's the better  
riverboat captain, John Cannon.

EXT. ROBERT E. LEE, HURRICANE DECK - AFTERNOON

Cannon SHOUTS OUT for the time.

CANNON  
MR. HASTINGS!

HASTINGS  
FIVE MINUTES TO FIVE, CAPTAIN!

CANNON  
(to himself)  
It's almost time.

George Clayton TAKES the WHEEL.

CANNON (CONT'D)  
Be alert!

EXT. ROBERT E. LEE, BOARDING PLANK - AFTERNOON

Richard ARGUES with Martin.

RICHARD  
But my daughter's up there! On your  
boat!

MARTIN  
Sorry, Sir. No one can board now.

RICHARD  
FRANCES! COME DOWN HERE AT ONCE!  
(to Martin)  
If anything happens to her, it's on  
your head. And your captain's!

Frances REMAINS UNMOVED as she watches her father plead with  
Martin below.

Richard SPOTS her. POINTS to her.

RICHARD (CONT'D)  
There! That's her!

Martin RECOGNIZES her.

MARTIN  
Wait here, Sir. I'll go fetch her  
down.

Martin HEADS for the Texas Deck.

RICHARD  
You'd better.

Richard PACES.

EXT. ROBERT E. LEE, TEXAS DECK - AFTERNOON

Frances, more than determined ...

FRANCES  
I've been in love with you ever since  
I can remember, Charles. Since  
Abigail first introduced us. I know  
you still love her very much.--But  
maybe now that she's gone--you can  
find it in your heart to love me,  
too. Oh, I do hope so.

EXT. ROBERT E. LEE, MOORING DOCK - AFTERNOON

Richard's pleas FALL ON DEAF EARS.

RICHARD  
FRANCES! YOU COME DOWN HERE THIS  
INSTANT! FRANCES!

EXT. ROBERT E. LEE, BOWLINE AND POST - AFTERNOON

Marcus STANDS READY for Cannon's command.

EXT. ROBERT E. LEE, HURRICANE DECK - AFTERNOON

Cannon, Charles, Warmoth and Smyth together, COUNTING DOWN  
the seconds.

INT. ROBERT E. LEE, BOILER ROOM, ENGINES, FURNACES

STRIPPED TO THE WAIST, MUSCLES RIPPLING, COVERED IN SWEAT,  
BLACK FIREMEN SHOVEL COALS AND WOOD KNOTS INTO THE HOT FLAMES  
OF THE FURNACES. A BLACK STEWARD DOLES OUT SHOTS OF WHISKEY  
FOR THEM TO DRINK.

CHARLES WELBOURNE KNAPP (V.O.)  
"No sound is heard but the clanging  
of machinery ... as companies of  
grimy fellows, naked to the waist,  
feed the flaming furnaces ..."

STACKED BARRELS OF GREASE STAND READY TO BE THROWN INTO THE  
FIRES.

STRIKERS, young apprentice engineers, MILL ABOUT the machinery  
KEEPING WATCH over the delicate instruments.

CHARLES WELBOURNE KNAPP (V.O.) (CONT'D)  
 "The engineers move cautiously about,  
 trying the water in the boilers,  
 watching each nut and screw, valve  
 and lever of the huge engines."

JOHN Wiest, 26-7, ginger-haired, muscular, bearded, German,  
 OVERSEES their work.

Wiest  
 Keep your eyes on the pressure, men.

INT. ROBERT E. LEE, NEARLY EMPTY CARGO HOLD, WATER PIPE

Leak WORSENS. A STEADY STREAM OF WATER GUSHES THROUGH THE JOINT, ALMOST SEVERING IT.

EXT. NATCHEZ, PILOTHOUSE - AFTERNOON

Leathers, Burnham COUNT the seconds down as Kay JOINS them. The statue of Pushmataha, momentarily halts his progression, CAPTURING his attention.

KAY  
 You certainly are an ugly little thing, aren't you?

KAY (CONT'D)  
 (to Leathers)  
 I see you didn't take your friends' advice and strip your boat to the bare bones like Cannon.

LEATHERS  
 I intend to run a fair and honest race against the Lee, Mr. Kay, even if Cannon doesn't.--And it's steamer.

KAY  
 I thought you said this wasn't a race?

LEATHERS  
 It isn't. As far as the press is concerned. Mr. Burnham. At my command.

CLOSE UP. NATCHEZ'S BUILDER'S METAL PLAQUE READS: THE NATCHEZ VI BUILT BY SAUNDERS P. HARTBOURNE, MASTERBUILDER, CINCINNATI, OHIO.

EXT. ROBERT E. LEE, MAIN DECK/EXT. TEXAS DECK/EXT. HURRICANE DECK - AFTERNOON

4:48 PM.

Albert Eberman, on the Main Deck with the other passengers, WATCHES, WAITS with eager anticipation for the race to begin.

Frances, on the Texas Deck, her eyes remain SEARCHING for any sign of Charles.

Charles, Warmoth, and Smyth, still with Cannon at the railing on the fore of the Hurricane Deck, the captain, AGAIN, CALLS OUT for the time.

CANNON  
MR. HASTINGS!

HASTINGS (O.S.)  
FOUR FIFTY-EIGHT, CAPTAIN!

CANNON  
(under his breath)  
It's time.

Cannon BELLOWS to Marcus below.

CANNON (CONT'D)  
LET HER GO!

EXT. ROBERT E. LEE, BOWLINE AND POST - AFTERNOON

ONE GREAT SWING OF THE AXE. Marcus CHOPS the bowline clean from its post. The Lee begins to DRIFT AWAY from its mooring.

As fast as he's able, Marcus SPRINTS BACK to the boarding plank.

EXT. ROBERT. E. LEE, STILL IN PORT - AFTERNOON

Deck hands HOIST the "STAR SPANGLED BANNER" up the JACKSTAFF into place.

PADDLEWHEELS ENGAGE IN REVERSE.

Richard suddenly REALIZES the Lee is slowly backing away from her dock.

RICHARD  
FRANCES! YOU GET DOWN HERE!

Frances REMAINS UNMOVED.

As deck hands slowly, painstakingly, PULL the boarding plank back onto the Main Deck ...

RICHARD (CONT'D)  
NO! WAIT! My daughter's still on board!

INT. MAYFLOWER, GRAND SALOON

Devol DEALS another hand, gamblers ANTE UP.

GAMBLER ONE

I heard Cannon cancelled his plans  
to stop at Louisville.

GAMBLER TWO

I heard he's not stopping anywhere  
til be gets to St. Louis.

GAMBLER THREE

Cannon's gonna beat the hogchains  
off that overpriced tugboat of  
Leathers'. For certain.

HEARTY LAUGHTER. Devol FROWNS.

CHARLES WELBOURNE KNAPP (V.O.)

"Not much time was lost by the Lee."

EXT. ROBERT E. LEE, MOORING DOCK - AFTERNOON

The Lee continues to back out--AT AN ANGLE--INSURING the Natchez is PINNED IN and cannot leave until the Lee's well underway.

CATCHING UP, running like the wind, Marcus HURLS himself onto the boarding plank. HOLDING ON FOR DEAR LIFE, he's pulled back onto the boat--with the board. Deck hands HOIST HIM BACK ONTO THE DECK, GRABBING ONTO his clothing.

SLAPPING Marcus, themselves on the backs, they CHEER, CONGRATULATING each other.

EXT. ROBERT E. LEE, PILOTHOUSE - AFTERNOON

George Clayton TAKES THE SPEAKING TUBE FROM ITS HOOK.

GEORGE CLAYTON

Almost there, Mr. Perkins.

EXT. ROBERT. E. LEE, PORT WATERS - AFTERNOON

FULL SHOT, AS THE LEE CONTINUES TO MAKE A WIDE, SEMI-CIRCLE OUT OF HER DOCK AND INTO THE PORT WATERS, DELIBERATELY, COMPLETELY PINNING THE NATCHEZ IN.

EXT. NATCHEZ, PILOTHOUSE - AFTERNOON

Leathers is COMPLETELY TAKEN BY SURPRISE ...

LEATHERS

ENGAGE, MR. BURNHAM!

BURNHAM  
I can't, Captain. We're pinned in.

Kay TAKES a long drag on his cheroot, SMILES devilishly.

KAY  
Two minutes ahead of schedule.--Well done, Cannon.

EXT. ROBERT E. LEE - AFTERNOON

Out of her mooring ...

INT. ROBERT E. LEE, BOILER ROOM, ENGINES

Middle-aged, rotund Mr. Perkins OVERSEES the young strikers and pounding engines like a mother hen protecting her chicks.

MR. PERKINS  
Give 'em lots of grease, boys. It's going to be a long ride.

EXT. ROBERT. E. LEE, PORT WATERS - AFTERNOON

READY TO ENGAGE ...

CHARLES WELBOURNE KNAPP (V.O.)  
"Before she was straightened in the steam, she went ahead on her starboard wheel. Quickly, her pilot signaled the larboard engines and both paddles now went to work with all the power her furious engines could give them."

CANNON ON THE HURRICANE DECK ...

CANNON  
FULL STEAM AHEAD, MR. CLAYTON!

GEORGE CLAYTON  
AYE, AYE, CAPTAIN!

INTO THE SPEAKING TUBE:

GEORGE CLAYTON (CONT'D)  
ENGAGE, MR. PERKINS! FULL STEAM AHEAD!

INSTANTLY, PADDLE WHEELS LOCK, SETTING THEMSELVES ON THEIR EDGES as Perkins SHOVES the Lee's engines INTO HIGH GEAR.

SPINNING like the Devil was after her, SPRAYING MUDDY WATER EVERYWHERE, not yet fully straight in the waters, the Lee JUTS itself forward like a cannonball fired out of its cannon.

CHEERS, HUZZAHS RING OUT ACROSS THE WATERS.

CHARLES WELBOURNE KNAPP (V.O.)

"The Lee fairly leaped from the heavy power now applied her, and with her bow pointed for St. Louis, shot by the upper wharves with the speed of a mad locomotive."

EXT. IRON MOUNTAIN RAILROAD, LOCOMOTIVE, PASSENGER CARS - AFTERNOON

WHEELS ENGAGE. TRAIN WHISTLE BLOWS. Slowly, the train CHUGS AND PUFFS her way out of the station as passengers SHOUT FOR JOY WAVING HATS, HANDKERCHIEFS, FLAGS out of their windows.

THE RACE HAS BEGUN!

EXT. ROBERT E. LEE, MOORING DOCK, PORT WATERS - AFTERNOON

Richard FUMES, watching the Lee speed out towards the open waters of the Mississippi and onward toward St. MARY'S MARKET  
...

as CLOSE SHOT, Frances SEARCHES for Charles from the Texas Deck.

CLOSE SHOT. The Natchez CANNOT MOVE, the Lee, STILL IN HER WAY.

EXT. NATCHEZ, PILOTHOUSE - AFTERNOON

A red-faced Leathers RUNS to the railing, CURSING. He WHIPS OUT his pocket watch, CHECKING the time again.

LEATHERS  
Four fifty-nine.

He SHOVES the watch back into his vest, SHOUTING:

LEATHERS (CONT'D)  
YOU CHEATING SON OF A BITCH!

He BELLOWS to his men below.

LEATHERS (CONT'D)  
LET HER GO! LET HER GO!

INT. NATCHEZ, PILOTHOUSE - AFTERNOON

Burnham, still at the wheel ...

BURNHAM  
We'll be backing right into her bow,  
Captain.

Leathers SHAKES HIS FIST, WATCHING the Lee as she heads out into the open waters--AHEAD of the Natchez.

LEATHERS

Damn you, John Cannon! You and your devil steamer! Just wait until we're out in the open waters. You son of a bitch!

EXT. ROBERT E. LEE, TEXAS DECK - AFTERNOON

The Lee SPEEDS FORWARD--CROWNED WITH CHEERS AND HUZZAHS--into the waters of the mighty MISSISSIPPI RIVER.

EXT. NATCHEZ, TEXAS DECK - AFTERNOON

Still unable to move, Leathers FUMES.

EXT. ROBERT E. LEE, HURRICANE DECK - AFTERNOON

Cannon gives his companions a veritable GRIN of deep satisfaction.

CANNON

And that, my friends, is how you beat a cheating captain at his own game.

(shouting)

TO WORK, MR. CLAYTON! WE HAVE A RACE TO WIN!

GEORGE CLAYTON

AYE, AYE, CAPTAIN!

CLANGING OF BELLS.

ALONG THE PIERS and on the decks of the still docked steamboats, SPECTATORS REVEL as the Lee continues along at a steady speed.

As Cannon HEADS for the Pilothouse, Warmoth, Smyth, make their exits, too, leaving Charles alone on the deck.

EXT. NATCHEZ, PILOTHOUSE - AFTERNOON

Finally, able to leave port, the TRAIL of "RUTTED WAVES" left by the Lee's departure make it MOST DIFFICULT for the Natchez to engage and navigate forward.

Leathers SPEWS OUT every cuss word he can think of.

LEATHERS

(into speaking tube)

Give it all you got, Mr. Pauley.

Cautiously, gingerly, the Natchez EDGES her way out of the port.

EXT. ROBERT E. LEE, PILOTHOUSE, NEARING ST. MARY'S MARKET - AFTERNOON

THOUSANDS LINE the piers, CHEERING Cannon on, as he and George Clayton steer the Lee along the way.

EXT. NATCHEZ, PILOTHOUSE - AFTERNOON

Standing just outside its fore, Leathers STRAINS to get a glimpse of his competitor, now well ahead.

LEATHERS

You won't stay ahead of me for long,  
you cheating bastard.

EXT. ROBERT E. LEE, PILOTHOUSE - AFTERNOON

George Clayton TUGS on the Lee's WHISTLE--A HEARTY BLOW.

EXT. ROBERT E. LEE, ALL DECKS - AFTERNOON

Cannon's men CHEER as they steam ahead toward ALGIERS POINT where another BURGEONING CROWD AWAITS THEM, CHEERING THEM ONWARD.

EXT. NATCHEZ, PILOTHOUSE - AFTERNOON

Kay joins Leathers at the fore.

KAY

Business as usual, Captain?

LEATHERS

As I told you before, Mr. Kay. The comfort and safety of my passengers come first. Shouldn't you be reporting somewhere else?

KAY

What? And miss this gorgeous view? Looks like Cannon's gotten quite an early lead on you.

LEATHERS

THIS IS NOT A RACE! And if you print one word in your paper that it ...

KAY

Pity. All those lovely millions riding on either boat that it is.

LEATHERS

Steamers, Mr. Kay. They're called steamers. And if you're not going to remove yourself to another deck, I will!

Leathers heads to a deck below, mumbling, cussing under his breath as he goes. A silent Kay GRINS.

EXT. ROBERT E. LEE, TEXAS DECK - AFTERNOON

Frances, unaware, scans the passengers below as Adolph Martin SNEAKS UP ON HER from behind. HE GRABS FOR HER ...

MARTIN

You're coming with me, Miss.

GIVING HER A GOOD FRIGHT.

Frances FIGHTING, STRUGGLING to free herself, Martin, HOLDS ONTO her for all he's worth as he STRUGGLES to "escort" her down the stairs.

EXT. ROBERT E. LEE, NOW EMPTY MOORING DOCK - AFTERNOON

Richard RUSHES back toward the TRAIN STATION as several more steamboats leave port in pursuit of the racers.

EXT. ROBERT E. LEE, ST. MARY'S MARKET - AFTERNOON

5:01 PM. CHEERS RESOUND across the water as the Lee ENTERS St. Mary's Marketplace.

BOOM! Deck hands FIRE their cannon, MARKING the OFFICIAL START of the race for the Lee.

INT. NEW ORLEANS, TRAIN STATION, TICKET WINDOW

Richard SHOVES some bills at the TICKET CLERK.

RICHARD

I need a ticket for the next train to St. Louis.

TRAIN TICKET CLERK

Sorry, Mr. Shackelford. She's all filled up. I do have a couple of seats left on the one headed for Cairo.

RICHARD

Fine.--In fact, better. I heard the Lee's stopping at Cairo.

Transactions TENDERED.

TRAIN TICKET CLERK  
Pleasant trip home, Mr. Shackelford.

Richard POCKETS his change, EXITS in a huff.

RICHARD  
Pleasant trip home, my fanny!

EXT. TRAIN STATION DEPOT - AFTERNOON

Richard HEADS DIRECTLY for the train.

RICHARD  
If that Knapp boy had anything to do  
with this!

EXT. NATCHEZ, TEXAS DECK - AFTERNOON

Leathers moves to the fore of the deck, KEEPING A WARY EYE  
on the Lee's progress, as they pass through Algier's Point.  
Kay is close behind.

KAY  
I must say, Captain, your Natchez  
Six is one excellent piece of  
machinery.

LEATHERS  
That rag of a newspaper had to assign  
you to my boat.

KAY  
Don't you mean steamer, Captain?

LEATHERS  
Don't you have someone else you can  
bother?

Leathers CHECKS his watch again. He mumbles to himself.

LEATHERS (CONT'D)  
You may have outsmarted me, Old Man,  
but you haven't outrun me. Not yet.  
Not by a long shot.

KAY  
It sounds like you're a little  
worried.

Leathers re-pockets his watch.

LEATHERS  
And you can go to hell.

EXT. ALGIERS POINT, OPEN WATERS - AFTERNOON

TWO LADS--teens--MANNING A ROWBOAT, STRUGGLE TO CROSS THE RIPPLING WATERS to GREET the Natchez.

BOYS, IN UNISON  
CAPTAIN LEATHERS! CAPTAIN LEATHERS!

More rowboats FOLLOW.

EXT. NATCHEZ, TEXAS DECK - AFTERNOON

Keenly observant, Kay jots down more notes into his book:

KAY (V.O.)  
"Algiers was by no means asleep.  
And from that quiet place, a host of  
joyful faces lined the western shore  
of the Mississippi. All the little  
crafts that belonged on that side of  
the river were put in motion and  
with all the manner of propelling  
power glided out in the stream to  
get a close view of the racing boats.  
A rather frail looking skiff, manned  
by two boys, pulled out from the  
crowd, endeavoring to get close to  
the Natchez."

Kay JOINS Leathers at the railing, in time to WATCH the boys  
SALUTE the Captain.

KAY (CONT'D)  
Brave lads.

LEATHERS  
Were we ever that young and foolish?

KAY  
Two grown men, well past their prime,  
trying to outrace each other to  
oblivion--and you have to ask that  
question.

Leathers moves to refute Kay's statement.

Kay RAISES AN ADMONISHING FINGER before Leathers can say  
anything.

KAY (CONT'D)  
Yes. I know. It's not a race.

AN OAR SNAPS IN TWO ON THE FRAIL ROWBOAT. Instantly, the  
two boys PLUNGE THEMSELVES INTO THE WATERS, SWIMMING OUT to  
meet the Natchez, SHOUTING:

BOY ONE  
CATCH HER, CAPTAIN LEATHERS!

BOY TWO  
GO FOR IT, BIG INJUN!

LEATHERS  
(shouts back)  
I'LL GIVE YOUR REGARDS TO CAPTAIN  
CANNON AT MY VICTORY DINNER!

KAY  
Big Injun?

LEATHERS  
It's the people's name for my Natchez.

Leathers TAKES OUT his pocket watch again, CHECKS the time.

WATCH READS: 5:04 pm.

LEATHERS (CONT'D)  
It's time.

LEATHERS (CONT'D)  
(shouts down)  
FIRE THE CANNON!

BOOM! Natchez's cannon is FIRED as she PASSES THROUGH ST. MARY'S MARKET, announcing her start of the race.

Kay remains on deck with Leathers EYEING THE BEAUTIFUL WOMEN ALONG THE SHORELINE WAVING TO THEM as they trundle by.

Kay TIPS his hat, SMILES, REVELING in their attention. He SCRIBBLES another note into his book.

KAY (V.O.)  
"The belles of Louisiana who have come to watch the spectacle are more beautiful than a country garden alive with the intoxicating perfumes of magnolias and oleander, and all of them dressed in their best summer finery."

LEATHERS  
What a grand sight to behold.

KAY  
Yes. Indeed, they are.

EXT. ROBERT E. LEE, HURRICANE DECK - AFTERNOON

The wind CARESSES Charles' face as he OBSERVES the teeming crowds below. The VIEW. The EXCITEMENT of the crowds. IT ALL TAKES HIS BREATH AWAY.

CHARLES WELBOURNE KNAPP (V.O.)

"Like uncaged eagles the Lee and the Natchez fly, one captain striving like the devil to increase the space between the two steamers while the other strives to reduce it."

INT. ROBERT E. LEE, PILOTHOUSE - AFTERNOON

Cannon, with George Clayton, in the Pilothouse ...

CANNON

Steady as she goes, George.

INT. NATCHEZ, PILOTHOUSE - AFTERNOON

Leathers TAKES the speaking tube from its hook.

LEATHERS

More power to her, Mr. Pauley.

INT. ROBERT E. LEE, HURRICANE DECK - AFTERNOON

Charles MARVELS at the sights, the exhilaration of the crowds.

CHARLES WELBOURNE KNAPP (V.O.)

"One by one, the ships Golden Rule, Nowautum, Selma and the Achello Thurlow salute us with their flags ... and from each of their decks a thousand voices can be heard cheering us on our course."

INT. ROBERT E. LEE, PILOTHOUSE - AFTERNOON

Cannon DRINKS IN the spectacle as if it's his first time.

CANNON

Have you ever seen anything like it, George?

GEORGE CLAYTON

No, Captain. Can't say as I have.

CANNON

In all the years I've been a riverboat captain--neither have I.

EXT. ROBERT E. LEE, HURRICANE DECK - AFTERNOON

Charles remains at the railing, OBSERVANT.

CHARLES WELBOURNE KNAPP (V.O.)

"And when it is finally over, who  
will be the victor of this glorious  
event?"

Lee's WHISTLE BLOWS. Crowds ROAR, CHEERING, WAVING. A  
GRANDIOSE SPECTACLE TO BEHOLD.

EXT. ROBERT E. LEE, MAIN DECK - AFTERNOON

Albert, too, more than enjoys the sight of the myriad ladies,  
like a Monet painting, draping the shorelines with their  
fresh, brilliant colors of summer.

EXT. ROBERT E. LEE, HURRICANE DECK, STEPS LEADING DOWN TO  
THE MAIN DECK - AFTERNOON

Frances STRUGGLES to free herself of Adolph Martin's grip,  
and Martin just as determined not to let her slip away.

FRANCES

Let go of me! You know I could have  
your job for this!

MARTIN

I doubt it, Miss.

EXT. NATCHEZ, FORE OF THE HURRICANE DECK - AFTERNOON

Leathers MARKS the time again on his pocket watch, then TUCKS  
it back into his vest. Kay's more than OBSERVANT of the  
captain's exquisite "trophy."

KAY

Is that?

LEATHERS

The grand prize I won for breaking  
the J. M. White's record from New  
Orleans to St. Louis? Aye. That it  
is.

KAY

And only days ago. Exquisite. And  
exquisitely done. I'll be wanting  
to send out a dispatch soon.

LEATHERS

We won't be stopping until the  
morning, Mr. Kay.

KAY  
Understood.

Kay returns to his writing:

KAY (V.O.) (CONT'D)  
"Nothing is wanted here but a faster motion. Both steamers are going at a speed never before seen, leaving a trail of black smoke from their chimneys reaching to the point where the race began. The Lee, I'm certain, is doing all she can, but as far as I can ascertain, she hasn't gained an inch, while the Natchez lifts the river from its very bottom to catch up. Yet, she remains one and a quarter miles behind the Lee."

KAY (CONT'D)  
How far behind the Lee do you think we are right now, Captain?

Leathers HRRUMPHS, giving Kay a silent, icy STARE back. He STORMS his way down to the FORE of the BOILER DECK.

Kay lets out a mischievous LAUGH.

EXT. NATCHEZ, FORE OF THE BOILER DECK - AFTERNOON

Leathers FINDS HIS WAY to his ROCKING CHAIR awaiting him. He sits.

With a slow, steady, ROCKING, Leathers SETS A WARY EYE on the Lee, directly ahead of him.

EXT. NATCHEZ, FORE OF THE HURRICANE DECK - AFTERNOON

Kay JOTS DOWN more notes his book, quite impressed with himself.

KAY (V.O.)  
"Leathers is calm and quiet as he takes position on the front of the boiler deck, where he will watch the Lee for a time, to see if the distance between her and the Natchez grows any less."

He stops, PEERS DOWN onto Boiler deck below. He LEANS OVER the railing in taunt:

KAY (CONT'D)  
Was it something I said?

EXT. NATCHEZ, FORE OF THE BOILER DECK - AFTERNOON

Kay's words FALL ON DEAF EARS as Leathers continues to rock and observe in a cold, stony stew.

LEATHERS

(mumbling to himself)

By the morrow we'll be passing Natchez City, John Cannon. And the Natchez will finally be ahead. I can guarantee you that. There'll be no taking of the Princess's horns by the Lee. They're mine!

Leathers RUBS the pocket watch, securely nestled in his vest pocket, as if it were a good luck charm.

EXT. ROBERT E. LEE, STAIRS LEADING DOWN TO THE MAIN DECK - AFTERNOON

Martin PUSHES Frances, still STRUGGLING to free herself, ever closer to his offices.

FRANCES

Do you realize who I am?

MARTIN

Quite well, Miss. You're an unpaid passenger on this steamer.

FRANCES

My father is Richard Shackelford, President of Bellefontaine Railway. My grandfather is Benjamin Shackelford.

MARTIN

Never heard of them, Miss.

FRANCES

Surely you've heard of the Cabells and the McCulloughs. Not to mention Judge Trimble. Why, on my other's side alone my family owns nearly half of St. Louis.

MARTIN

Nope. Can't say as I have. But it wouldn't surprise me, Miss.

EXT. ROBERT E. LEE, AFT ON THE HURRICANE DECK - AFTERNOON

Diligently WATCHING the Natchez in the distance, Charles HEARS a familiar voice CALLING OUT:

FRANCES (O.S.)  
Charles! Charles!

CHARLES WELBOURNE KNAPP  
Frances?

He RUSHES to investigate.

Charles MEETS UP with Cannon by the STAIRS LEADING DOWN from the Texas to the Hurricane Deck. They descend together ...

CANNON  
Are you enjoying the trip so far,  
Mr. Knapp?

CHARLES WELBOURNE KNAPP  
Very much.--That's going to take some time getting used to--now that I'm old enough to wear it. Being called Mr. Knapp.

EXT. ROBERT E. LEE, STAIRS LEADING DOWN TO THE MAIN DECK - AFTERNOON

... to find Adolph Martin in a tough match with Frances.

MARTIN  
Captain Cannon.

CANNON  
Well, well, well, Mr. Martin. What do we have here?

MARTIN  
Looks like we have a stowaway on board, Captain.

CANNON  
I can see that.

CHARLES WELBOURNE KNAPP  
Frances. What are you doing here?

CANNON  
You know this woman?

FRANCES  
Please tell these--fine gentlemen-- who I am, Charles.

INT. ROBERT E. LEE, NEARLY EMPTY CARGO HOLD, WATER PIPE

Twenty-seven minutes into the race. Water pipe finally BURSTS WIDE OPEN, COMPLETELY SEPARATING AT ITS SLEEVE JOINT. Hot water, steam SPEW EVERYWHERE, FLOODING THE HOLD.

CHARLES WELBOURNE KNAPP (V.O.)

"Soon the Lee was running under the  
disadvantage of a broken supply pump  
from a point thirty miles above New  
Orleans."

A YOUNG DECK HAND PASSES BY the doorway. He NOTICES THE GUSHING WATER, ENTERS TO DISCOVER the broken pipe. He RUSHES BACK OUT FOR HELP ...

YOUNG DECK HAND  
MR. PERKINS! MR. PERKINS!

EXT. ROBERT E. LEE, STAIRS LEADING DOWN TO THE MAIN DECK - AFTERNOON

Cannon, far from amused ...

CANNON  
Young woman. You do realize the seriousness of your offense.

FRANCES  
Miss Shackelford, if you please.  
Charles.

The Young Deck Hand, running to the Captain ...

YOUNG DECK HAND  
Captain Cannon. You'd better come quick.

He runs back, leaving Cannon and company.

CANNON  
We'll continue with Miss Shackelford, here, later. In the meantime, confine her until I've dealt with whatever it is.

Cannon TAKES HIS LEAVE. Charles starts to follow.

FRANCES  
Charles. Aren't you going to help me?

CHARLES WELBOURNE KNAPP  
Frances. I have a story to write.  
It will have to wait.

Charles RUSHES to catch up, Frances HRRUMPHS, still secure in Martin's grip.

FRANCES  
Men!

EXT. ROBERT E. LEE, NEAR EMPTY CARGO HOLD - AFTERNOON

Cannon meets up with Perkins.

CANNON

Will. What's the problem?

PERKINS

We've got a leak, John. And a mighty big one at that.

Perkins takes Cannon to the water pipe.

INT. ROBERT E. LEE, NEARLY EMPTY CARGO HOLD

As they PUSH their way through the anxious spectators, Wiest and some of his crew, are already hard at work ASSESSING the damage.

Charles ENTERS, he JOINS Albert at the head of the crowd.

PERKINS

(to crewman nearby)

One of you. Go man the bilge pumps!

A man SCRAMBLES OUT.

Cannon's forehead is FURROWED WITH WORRY.

CANNON

Good God, Will. Can Wiest fix it?

PERKINS

You trained him, John.

CANNON

Aye. That I did.

Hot water continues to SPRAY everywhere.

WIEST

You, there. Hand me your gloves.

A man RIPS OFF his gloves, HANDS them to Wiest. Wiest PULLS them on, he POINTS to two men.

WIEST (CONT'D)

You two. Grab the ends.

(to two others)

I'll need some packing and some wood to fashion a frame. Quick now!

The crewmen HIGHTAIL IT OUT as hot water DRENCHES the first two holding onto the pipe's ends with their gloved hands.

Wiest (CONT'D)  
We'll need to bring the ends together.  
On my word.--NOW!

Slowly, the crewmen REJOIN the pipe, SHUTTING the water down to a TRICKLE.

PERKINS  
(to Cannon)  
Rusted sleeve joint. Vibrations of the engines must have been too much for it.

Wiest  
HOLD!

Crewmen RETURN LOADED with packing, wood for the frame, tools for the repair work, followed by a striker. Wiest goes to work BUILDING A BLADDER AND WOOD FRAME around the broken joint.

BEADS OF NERVOUS SWEAT BREAK OUT along Cannon's BROW.

STRIKER  
One hundred pound pressure, Mr. Perkins!

PERKINS  
Keep an eye on her, lad. We don't want the pressure going any lower.

STRIKER  
Aye, Mr. Perkins.

Striker RUSHES OUT.

CANNON  
I should have listened to you, Will.  
I should have made those repairs when I had the chance in Mound City.

PERKINS  
John. How could you have known? I inspected the machinery--myself.

EXT. NATCHEZ, FORE OF THE BOILER DECK - AFTERNOON

Leathers FAILS TO NOTICE, the Lee's beginning to SLOW DOWN, as he continues to rock and observe in his mad stew.

INT. ROBERT E. LEE, NEARLY EMPTY CARGO HOLD

Charles NOTICES Albert watching the men, intently, and with great fascination.

CHARLES WELBOURNE KNAPP  
Do you know what happened?

ALBERT  
Rusted sleeve joint gave way on the  
main supply pump.

CHARLES WELBOURNE KNAPP  
I'm guessing that means the end of  
the race for Cannon?

ALBERT  
Not necessarily.

CHARLES WELBOURNE KNAPP  
You say that like you're an expert.  
With all the water we've taken on.

ALBERT  
The break looks much worse than it  
actually is.

WIEST  
(shouting)  
KEEP THOSE ENDS TOGETHER! THE BOILERS  
CAN'T AFFORD TO LOSE ANY MORE WATER.

Crewmen hold the pipe's ends together for dear life as Wiest  
continues to build the bladder and frame.

WIEST (CONT'D)  
I'm almost finished. Keep holding!

Like a skilled surgeon, Wiest WRAPS the bladder round the  
joint tightly, keeping the leak to a minimum.

WIEST (CONT'D)  
I need more packing.

Wiest, CALLS for the wood, tools.

WIEST (CONT'D)  
Don't let go!

Swiftly, deftly, as packing's added, Wiest fashions the frame  
around the joint--to hold the ends together as skillfully as  
a well-crafted nut and bolt.

CHARLES WELBOURNE KNAPP  
How is it you know about steamers,  
if I might ask?

ALBERT

My father builds them out of Pennsylvania for companies overseas. I'm sure you've heard of Eberman and McFall. We're known all over the world. In fact, my brother captains a steamer just like this one on the Ohio. Albert Eberman at your service, Sir.

Wiest

SOMEONE. HAND ME THAT SCREWDRIVER!

Another striker RUSHES IN.

STRIKER #2

We're down to seven miles to the hour, Mr. Perkins,

He RUSHES OUT.

CHARLES WELBOURNE KNAPP

Charles Welbourne Knapp. From the Missouri Republican. One hundred pounds pressure. Isn't that low for boilers?

ALBERT

I've seen boilers hold perfectly together at even lower levels without the risk of danger.

CHARLES WELBOURNE KNAPP

Should I ask? What danger could the Lee experience at this point?

ALBERT

Explosion. Fire. Death. But the Captain's engineer has everything well under control. You needn't worry.

Wiest finishes in record time. Water's contained. No more leak. But Cannon REMAINS worried over the repair.

CANNON

(to Perkins)

If the Natchez gets ahead of us, even an inch. The Lee's too old. She won't be able to catch up.

Wiest  
(overhearing)

You're not giving up to that  
egotistical blowhard, John. There's  
plenty of life in the Lee, yet.  
Plenty of fight still in her.

Cannon returns a grateful, but nervous smile.

CANNON  
You always know the right thing to  
say.

Wiest  
Let's get those boilers back up to  
full pressure, men. I'll need two  
of you to keep watch on the bladder  
at all times for the remainder of  
this race.

Two men take their places at the sleeve joint as others return  
to their posts.

CHARLES WELBOURNE KNAPP  
Your father's ships are known all  
over the world?

ALBERT  
Yes. But, sadly, trains are taking  
over the markets now. In eight years,  
we may no longer be building steamers.  
That would be a shame.--Are you a  
betting man, Mr. Knapp?

CHARLES WELBOURNE KNAPP  
I hadn't planned. Why do you ask?

ALBERT  
Well. If you do decide to place a  
bet or two--  
(points to Wiest)  
I'd bet on that man, right over there.

PERKINS  
Show's over, folks.

As Perkins CLEARS OUT the cargo hold of spectators, the  
standing water's beginning to subside. Albert leisurely  
TAKES HIS LEAVE.

Ship's CARPENTER, JOHN BUIST, ENTERS, HEADS toward Cannon.

BUIST  
I'll be needing your opinion, Captain.  
(MORE)

BUIST (CONT'D)  
On the hogchains. They might need a  
bit of loosening.

CANNON  
The devil's work is never done, it  
seems, Mr. Buist.

Cannon MOTIONS Buist to take his leave first.

CANNON (CONT'D)  
We've got a race to finish, Mr.  
Perkins. And I have a stowaway on  
board. A spoiled, little rich one  
at that.

Perkins turns to his men as Cannon follows Buist out of the hold.

PERKINS  
All right, you slackers! Let's finish  
up here. We've got a race to win.

Heading for the doorway, Charles JOTS DOWN a few notes in  
his book. SUDDENLY, he REMEMBERS ...

CHARLES WELBOURNE KNAPP  
Frances!

HIGHTAILS IT OUT.

EXT. NATCHEZ, FORE OF THE BOILER DECK - TOWARD EVENING

Kay rejoins a more than determined Leathers, still ROCKING  
AWAY in his STEWING.

KAY (V.O.)  
"Leathers continues to look for some  
evidence of superiority over the  
Lee."

KAY (CONT'D)  
Am I mistaken? Or has the Lee lost  
some ground?

LEATHERS  
Aye. We're catching up to her all  
right. And soon we'll be passing  
her.

Kay jots down another note into his book. He looks up,  
HEARING Leathers' GRUMBLING.

KAY

My sources tell me the Frank Pargoud waits upstream with a load of pitched pine knots for the Lee. You think it's true?

LEATHERS

I know for a fact that it is--true. I saw the load myself, Mr. Kay. With my own eyes. The rumors you heard spinning around the New Orleans docks are quite correct.

Kay grins. He TAKES ANOTHER LONG LOOK at the Lee, still ahead of the Natchez, but not by very much.

KAY

Perhaps you should be plying one of your old tricks you usually have up your sleeve right about now. The Lee looks only a mile or two ahead of you. Or are you waiting for the right moment to strike?

LEATHERS

You can crawl back into your hole now, Mr. Kay.

Kay turns to take his leave, GRINNING.

EXT. ROBERT E. LEE, MAIN DECK, OUTSIDE MARTIN'S BUSINESS OFFICES - TOWARD EVENING

Charles ENTERS ...

INT. MARTIN'S MAIN BUSINESS OFFICE

... to find Frances CONFINED and STARING OUT THROUGH THE SLATS of Martin's inner office DOOR, along with a CHATTER-WORN Martin, THANKING GOD under his breath for the RELIEF that just walked in.

FRANCES

And another thing, Mr. Martin ...

MARTIN

Salvation!

FRANCES

Oh, Charles. Thank God!

INT. TRAIN TO CAIRO, PASSENGER CAR - TOWARD EVENING

The CONDUCTOR SLOWLY MAKES HIS WAY DOWN THE AISLE. Richard PULLS OUT his POCKET WATCH, CHECKS the TIME, then SHOVES IT BACK into his vest, SULKING in silence.

INT. ROBERT E. LEE, MARTIN'S BUSINESS OFFICES

Cannon ENTERS.

CANNON

Now, Mr. Martin. What's this about a stowaway on board?

FRANCES

Charles. Would you please tell these-- fine gentlemen--who I am?

Cannon FOLDS HIS ARMS, unamused.

FRANCES (CONT'D)

(quite boldly)

My father is the president of Bellefontaine Railway.

CANNON

I know very well who your father is, Miss Shackelford.

FRANCES

He could own you and your Lee several times over.

CANNON

Threaten all you like. You came aboard without a ticket, unininvited. And it's the Robert E. Lee.

FRANCES

Charles?

CHARLES WELBOURNE KNAPP

You know he's right, Frances.

FRANCES

Well. The Missouri Republican isn't the only newspaper in St. Louis that can report the news. Perhaps Uncle Joseph's readers would just love to hear all about how you treat your passengers on board your ship.

CANNON

Steamer.

FRANCES  
In the *Globe Democrat*.

CHARLES WELBOURNE KNAPP  
Frances. Do not dig yourself in any  
deeper.

CANNON  
I think we can dispense with the  
pleasantries.

CHARLES WELBOURNE KNAPP  
I'm sure we can work something out  
in a civilized manner, Captain.

FRANCES  
There's nothing pleasant or civilized  
about being locked up like a common  
criminal.

CANNON  
But that's exactly what stowaways  
usually are, Miss Shackelford.

CHARLES WELBOURNE KNAPP  
I'm certain she didn't mean to be a  
stowaway, Captain.

CANNON  
You can honestly vouch for her  
childlike behavior, Mr. Knapp?

MARTIN  
She did tell me she had an aunt on  
board.

CANNON  
And you believed her, Mr. Martin?

CHARLES WELBOURNE KNAPP  
She does come from a rather large,  
extensive family.

CANNON  
(to Frances)  
You're just like your father. He'd  
try wrangling blood out of a dried  
up turnip if he thought he could get  
a drop.

FRANCES  
For all you know I *could* have an  
aunt on board.

CANNON

Lying to my clerk to sneak a ride on  
my steamer won't help you.

(turns to Martin)

With only seventy passengers on board,  
and most of them men, you believed  
her.

MARTIN

We do have five women on board,  
Captain.

CANNON

Five. We have five on board.

FRANCES

There! You see? I could have an  
aunt on board.

CHARLES WELBOURNE KNAPP

Frances. You don't have an aunt on  
board.

FRANCES

Charles!

CANNON

And which passenger might that be,  
Miss Shackelford?

CHARLES WELBOURNE KNAPP

Captain Cannon. I'm sure Frances  
meant no harm.

CANNON

No harm? Any extraneous weight on  
board, Mr. Knapp, could cost me this  
race.

FRANCES

Now you're calling me fat? Charles!  
Are you going to defend me or not?

CHARLES WELBOURNE KNAPP

She barely weighs ninety pounds,  
Captain.

FRANCES

That's how you're going to defend  
me.

CANNON

You're your father's daughter, all  
right.

FRANCES

You wouldn't dare be saying that if  
my father were here.

CANNON

Oh, no? Why, I ought to turn you  
over my knee and ...

FRANCES

(defiant))

AND DO WHAT?

CHARLES WELBOURNE KNAPP

Frances. The Captain is right. You  
came aboard his steamer under false  
pretenses.

(turns to Cannon)

And you, Captain Cannon. You will  
please comport yourself like a  
gentleman toward the lady, Sir.  
After all, Miss Shackelford is from  
one of the first families of St.  
Louis.

FRANCES

Oh, Charles. I knew you would defend  
me.

(turns to Cannon)

You just try laying a hand on me,  
Captain Cannon!

CANNON

So, then. Just who's going to be  
paying for Miss Shackelford's passage?--  
Miss Shackelford?

FRANCES

--Charles?

CANNON

Mr. Knapp.

REACHING INTO his pocket, Charles TAKES out the few bills he  
has for expenses, HANDS them over to Martin.

CHARLES WELBOURNE KNAPP

As soon as we pull into port, you're  
getting on the first train back home  
to St. Louis. And no more arguments.

Martin FREES Frances from her "jail." She promptly HUGS  
Charles.

FRANCES

Thank you, Charles.

(to Cannon)

And here I thought you'd be the nicer  
of the two Captains in this race.

Neither one of you, it turns out, is  
very nice at all.

(to Charles)

I just knew Abigail saw something  
very special in you ... the only  
gentleman on board this ship, it  
seems.

CHARLES WELBOURNE KNAPP

What's our next stop, Captain?

CANNON

Natchez City. Tomorrow morning.

CHARLES WELBOURNE KNAPP

(to Frances)

I'll take you to my cabin so you can  
rest a bit before dinner.

FRANCES

That would be quite lovely.

CHARLES WELBOURNE KNAPP

But then, you're on a train back to  
St. Louis.--IN the morning.

Frances OPENS her mouth to speak. Charles STOPS her.

CHARLES WELBOURNE KNAPP (CONT'D)

Not another word.

PLAYING THE VERY OBEDIENT HANDMAIDEN, Frances brazenly LOCKS  
HER ARMS around Charles' and, together, they STROLL out of  
Martin's office.

TURNING her head, Frances STICKS HER TONGUE OUT AT CANNON  
AND MARTIN before disappearing around the corner with Charles.

Cannon lets out a hearty BELLY LAUGH.

MARTIN

But aren't you forgetting something,  
Captain? We're not stopping at  
Natchez City.

CANNON

That little problem we'll leave for  
Mr. Knapp to solve all on his own.

He GIVES Martin a SLY, ALL-KNOWING GRIN.

CANNON (CONT'D)  
 Little Charlie certainly does have  
 his hands full.

MARTIN  
 You're telling me?

EXT. ROBERT E. LEE, PROMENADE, MAIN DECK - TOWARD EVENING

Frances SLIPS her arms around Charles' even more tightly as they HEAD toward his cabin.

CHARLES WELBOURNE KNAPP  
 Dinner is at eight.

FRANCES  
 Do you think there'll be music? Oh,  
 I would so love to have a dance after  
 dinner. Wouldn't you like to have a  
 dance after dinner? A waltz, perhaps?

CHARLES WELBOURNE KNAPP  
 I have a dispatch to write, first,  
 for the paper, Frances.--

Frances MAKES A GRAND POUTY FACE at Charles.

Charles gives in.

CHARLES WELBOURNE KNAPP (CONT'D)  
 We'll see.

Frances BEAMS, very pleased with her success.

EXT. NATCHEZ, TEXAS DECK - TOWARD EVENING

Steamers, ANCHORED along the shorelines, STUFFED with spectators, STAND WATCH. Their MUSIC, CHEERS GREET the Natchez as she SPEEDS ALONG her way--as Kay WELL OBSERVES.

KAY (V.O.)  
 "Rapidly, we are coming in sight of the fleet that went before us. Though Leathers remains calm and quiet, the anxiety of each commander must certainly be at its highest pitch. Standing at the front of the Boiler Deck, he eyes the Lee like a hawk to see if the distance between them grows any less. While firemen below continue to heave in fuel as the engineers watch patiently every stroke the huge paddlewheels whirling madly against the deep water of the grand old Mississippi."

EXT. MAYFLOWER, MAIN DECK - TOWARD EVENING

George Devol and his gamblers RAISE their glasses in a GRAND SALUTE to the racers PASSING BY.

EXT. NATCHEZ, TEXAS DECK - TOWARD EVENING

Kay MOCKS Leathers with an old SEA SHANTY.

KAY

*So we'll ro-o-ll the old chariot  
along! An' we'll roll the golden  
chariot along! So we'll ro-o-ll the  
old chariot along! An' we'll all  
hang on--behind!*

Leathers, below on the Boiler Deck, GRUMBLES all the LOUDER.

LEATHERS

You're not funny, Mr. Kay.

INT. TRAIN HEADING TO CAIRO, PASSENGER CAR - TOWARD EVENING

Conductor HANDS Richard a NEWSPAPER.

CONDUCTOR

This is the last one, Mr. Shackelford.

Richard PAYS the man.

RICHARD

I'm sure it will be fine. Will we  
be stopping before we reach Cairo?

CONDUCTOR

Natchez City and Memphis. To let  
off passengers.

RICHARD

Memphis. Good. I need to send a  
message home.

Conductor continues down the aisle.

RICHARD (CONT'D)

(grumbling to himself)

Maybe buying that damned paper will  
keep those two apart. Their offices  
burning down certainly didn't keep  
the Knapps from reopening.

INT. ROBERT E. LEE, CHARLES' CABIN - EVENING

Every stick of furniture has been REMOVED, except for a BED,  
a WASH STAND, WASH BOWL and PITCHER.

CHARLES WELBOURNE KNAPP  
I shall see you later, then. Around  
eight?

Frances SMILES COQUETTISHLY.

FRANCES  
Yes. Of course. Thank you, Charles,  
for letting me stay in your cabin.

CHARLES WELBOURNE KNAPP  
I won't be needing it.

Charles EXITS.

With a huge FROWN, Frances SLUMPS ONTO THE BED, SIGHS.

FRANCES  
Natchez City. Well. At least we're  
having dinner together. That is  
something.

She JETS UP STRAIGHT, suddenly REALIZING.

FRANCES (CONT'D)  
I haven't a thing to wear!

EXT. ROBERT E. LEE, ALONG THE BANKS OF THE MISSISSIPPI -  
TOWARD EVENING

One by one, BONFIRES LIGHT UP ALONG the river, REVEALING the  
banks, too, OVERFLOW with onlookers.

INT. ROBERT E. LEE, WALKWAY OUTSIDE CHARLES' CABIN

Frantically, Frances SEARCHES the doorless cabins ...

FRANCES  
Hello? Hello? Could you help me?  
Is anyone there?

Albert Eberman APPEARS at his doorway, STARTLING Frances.  
She BLUSHES. His looks TAKE HER BREATH AWAY.

Albert is not unpleasantly surprised either.

FRANCES (CONT'D)  
Oh, kind Sir. Could you help me?  
Do you know if there's a dress shop  
on board?

He PLIES a bit of flirting.

ALBERT

I'm not certain. I've never had the occasion to need a dress. But, then again. On this steamer ...

Frances BLUSHES again.

ALBERT (CONT'D)

Perhaps we could have dinner together, later--to discuss it.

Mrs. McKeen and Maggie APPEAR at their doorway, HEARING the commotion.

MRS. MCKEEN

I'm afraid the captain's removed everything that wasn't nailed down or draped over a warm body.

MAGGIE

(whispering)

How exciting, Mama! Two suitors!

Frances is quite speechless.

MRS. MCKEEN

You're going to be the death of me yet, Maggie McKeen.

She "escorts" her daughter back into their room.

ALBERT

It appears you've found your experts, Miss ...

FRANCES

Shackelford.

Albert gently, lightly KISSES her hand.

ALBERT

Miss Shackelford.

Mrs. McKeen REAPPEARS.

MRS. MCKEEN

Well, are ya comin'?

SWOONING with delight, Frances SCURRIES OFF to the McKeen's cabin, leaving behind a grinning Albert.

INT. ROBERT E. LEE, MCKEEN CABIN

SHORT TIME LATER.

Measuring Frances with her eyes ...

MRS. MCKEEN

You won't be finding any dress shops on this bucket of male dominated bones, Miss. Not on this trip, anyway.

MAGGIE

We're lucky to have any luggage at all with us.

FRANCES

I'm afraid all my luggage is on the Mayflower with my father.

MRS. MCKEEN

Well then, we'll just have to find you something in our wardrobe that will catch the eye of at least one of those young men, won't we?

Mrs. McKeen gives Frances' slender form another long study.

MRS. MCKEEN (CONT'D)

Looks like you and Maggie are about the same size.

MAGGIE

Let her wear the red velvet one you bought for Aunt Sylvia, Mama.

MRS. MCKEEN

Now, we don't want to be scaring the both of them off first thing--do we?

FRANCES

It sounds lovely.

MRS. MCKEEN

We'll find something suitable for your evening with your young man.

As Mrs. McKeen rummages around in one of her cases ...

MAGGIE

Two men asking you to dinner on the same evening. And so handsome. Especially that Mr. Eberman. Isn't he just to die for?

Frances, Maggie try to stifle their giggling.

MRS. MCKEEN

MAGGIE MCKEEN!

EXT. ROBERT E. LEE, ALONG THE BANKS OF THE MISSISSIPPI - TOWARD EVENING

BONNET CARRE CHURCH, her TOWERING, BLACK STEEPLE RISES MAJESTICALLY AGAINST THE ORANGE AND PURPLE SKIES as the Lee PASSES her by.

EXT. NATCHEZ, TEXAS DECK - EVENING

The Natchez, Leathers reckons, hasn't gained any ground, but she hasn't lost any either. Nor momentum.

RAISING his BINOCULARS to his eyes, the FIERY FLAMES OF THE LEE'S FURNACES, JUST AHEAD--BURNING THEIR BRIGHTEST against the darkening skies--CAPTURES Leathers' attention.

Kay JOINS Leathers on deck.

LEATHERS

Have you finished serenading the crew?

KAY

For now.

Kay RETURNS to his notebook, JOTTING more observations down.

KAY (V.O.) (CONT'D)

"The middle of the night is fast approaching Yet, no one seems to be wearied. The large crowds that were once gathered along the shores are now dwindling, though every few minutes we can still hear a 'hurrah for the Lee!' Or a 'hurrah for the Natchez!' As we pass along the various habitations. Soon, at our rate of speed, we shall be passing One Hundred Mile Point, around the hour of midnight, I reckon."

Leathers CHECKS the time again on his pocket watch as Kay EYES the gold keepsake, almost envious.

The SHOUTS and CHEERS of the spectators along the shoreline are ever present.

KAY (CONT'D)

You certainly do love that watch.

LEATHERS

She is a beauty, isn't she?--And I'll be breaking *that* record very shortly, as well.

Leathers re-pockets his watch.

KAY

You seem so confident. We haven't gained an inch on the Lee since we left New Orleans.

LEATHERS

Once we've reached the upper part of the river, that will change. Cannon's never captained a steamer between the Ohio and St. Louis. But I have.

KAY

Devil's Country. Some say that's a hard enough stretch of water for anyone to navigate--even for the most experienced captain.

LEATHERS

Only the most foolish would try to navigate those waters without some experience behind them--especially at night.

KAY

Cannon's certainly no fool.

LEATHERS

Neither am I, Sir.

Kay SCRIBBLES another note into his book.

KAY (V.O.)

"Leathers' steamer plows on her watery way, puffing white clouds and streaming a constant current of fiery sparks from her chimney tops, bounded by blackness on either side ...

He stops a moment to take in the view.

KAY (V.O.) (CONT'D)

... the effect at night is simply grand."

KAY (CONT'D)

You still haven't gotten over that fight with Cannon.

LEATHERS

Aye, that is true. There's no love lost between us. Cannon, as a Captain and businessman, has no honor.

(MORE)

LEATHERS (CONT'D)

The man's horned in on my territory--  
my bread and butter. That is not  
the way business is done on the  
Mississippi.

KAY

The world is changing, Thomas.  
Unhappily, the way business is  
conducted these days is changing--  
and not for the better. Soon the  
railroad will be taking over.  
There'll be no room for steamers or  
their captains in the marketplace.  
You and Cannon will be--obsolete.

LEATHERS

There'll always be room for steamers  
on the Mississippi, Mr. Kay. And  
honest businessmen to pilot them.  
And that's why Cannon will never  
beat me--not even on my worst day.  
I know these waters like the back of  
my hand--and blindfolded. This  
Natchez was built to be the very  
best.--And she is--the very best  
steamer there is. She'll be traveling  
these waters for a very long time to  
come.

KAY

I'm sure she will, Thomas.

Leathers SAUNTERS away.

KAY (CONT'D)

I hope it doesn't come to pass,  
Captain. Your worst day.

EXT. ALONG THE MISSISSIPPI RIVER - EVENING, TOWARD NIGHTFALL

MUSIC. REVELRY. SHOUTS OF "HURRAH FOR THE LEE! "HURRAH  
FOR THE NATCHEZ!" CONTINUE TO FILL THE AIR--making their  
way to the steamers.

INT. ROBERT E. LEE, MCKEEN CABIN

Frances is quickly transformed into the Belle of the Ball.  
A powder puff of make-up, a touch of rouge on the cheeks,  
lips.

MRS. MCKEEN

There now. I dare say your young  
man will not be able to resist you.

MAGGIE

Wait!

Maggie FETCHES a bottle of perfume from one of her cases. She DABS a bit behind each of Frances' ears.

FRANCES

Oooh! It smells divine! What's it called?

MRS. MCKEEN

Essence of something or other. It's French.

MAGGIE

I think it smells like Mama's kitchen when she's baking cookies.

FRANCES

Well, you know what they say. The way to a man's heart ...

MRS. MCKEEN

Let's take a look.

Frances TWIRLS before their full length mirror. One last inspection. Mesmerized, awed ...

FRANCES

It's perfect!

MRS. MCKEEN

Just like catching a fish. All you need is the right bait on your hook. Ready to reel that young man of yours in?

GRINNING from ear to ear ...

FRANCES

Absolutely, yes!

INT. ROBERT E. LEE, GRAND SALOON - NIGHTFALL

A LARGE PORTRAIT OF ROBERT E. LEE HANGS AT THE END OF THE SALOON.

A banjo and violin SERENADE the paltry few diners in the background.

Albert, at the bar, ENJOYS a drink as Warmoth and Smyth sit at the Captain's table, alone, eating their dinner, the captain's chair quite empty.

At a second table, Charles COMPOSES his DISPATCH as he waits for Frances, the WIND WHISTLING through the open doorways, the VIBRATIONS of the ENGINES SHAKING the table hard, making it difficult for him to write anything.

Charles TAKES a SIP of his coffee.

CHARLES WELBOURNE KNAPP (V.O.)

"Two magnificent steamers, both the pride of the west and the south, both renown for their prowess and one of which as already eclipsed all previous exploits; stripped for the arena; carrying no freight but fuel, no passengers but a select few who choose to take the risk ... from that far north lake, where it is born ... the Mississippi is a marvel of serene, unblemished beauty, such as none but those who have looked thereon can even faintly imagine. Wide and deep almost as an inland sea, with no rocks nor shoals, nor snaps to mar its progress, the gigantic stream, yellow as liquid gold, sweeps through the heart of a rare garden such as earth cannot match ...

EXT. ROBERT E. LEE, PILOTHOUSE - NIGHTFALL

Cannon, George Clayton stand at the Lee's wheel watching the WAKENING BONFIRES as they trundle through the muddy waters.

CHARLES WELBOURNE KNAPP (V.O.)

"The captain is sleepless on deck,  
the pilots ...

CLOSE SHOT. MORT BURNHAM, LEATHERS at the wheel of the Natchez.

CHARLES WELBOURNE KNAPP (V.O.) (CONT'D)

" ... are nervous yet confident at  
the wheel ...

CLOSE SHOT. Lee's STEAM GAUGES STILL REGISTERING NORMAL, strikers still working diligently about them.

CHARLES WELBOURNE KNAPP (V.O.) (CONT'D)

"... the engineers stand by their engines watching every movement of the machinery ...

CLOSE SHOT, FIREMEN SHOVELING COAL INTO THE FURNACES.

CHARLES WELBOURNE KNAPP (V.O.) (CONT'D)  
 "The firemen work like Trojans and  
 look like demons in the red glare of  
 the furnaces."

INT. ROBERT E. LEE, GRAND SALOON - NIGHTFALL

Charles continues with his writing ...

CHARLES WELBOURNE KNAPP (V.O.)  
 "The clatter of the fire doors and  
 the occasional savage hiss of the  
 steam gauge, are the only sounds  
 distinguishable amid the thunder  
 produced by the general movement."

EXT. ROBERT E. LEE, PILOTHOUSE - NIGHTFALL

Cannon TAKES HIS LEAVE, heads for the Grand Saloon.

INT. ROBERT E. LEE, GRAND SALOON

Cannon ENTERS, JOINS Warmoth and Smyth at their table.  
 Cannon's directly SERVED his meal and coffee.

The wind WHISTLES through the openness of the saloon like a  
 terrible omen.

CHARLES WELBOURNE KNAPP (V.O.)  
 "There is no gilt and pictures in  
 the stately cabin of the steamer.  
 The only ornament in color is a noble  
 portrait of the General Robert E.  
 Lee suspended overhead at the end of  
 her saloon."

As Charles finishes, Cannon has an informative word or two  
 with Warmoth and Smyth.

CANNON  
 That's partly the reason I agreed to  
 this race. The railroads have been  
 eating into our profits.

WARMOTH  
 One last hurrah before the inevitable.

CANNON  
 There will always be the need for a  
 good steamer, my friend.

SMYTH  
 Tell the truth, John.

## CANNON

Leathers has been needing one good kick in the arse for the past few years now. Why not me? And I'm the best man who can give it to him.

A HEARTY LAUGH.

Frances MAKES HER GRAND ENTRANCE.

EXT. NATCHEZ, FORE OF THE MAIN DECK, - NIGHTFALL

As Leathers WALKS the decks, OBSERVING his FIREMEN, his ENGINEERS, the PADDLEWHEELS hard at work, Kay REMAINS steadfast at his journal ...

## KAY (V.O.)

"And now comes a season of comparative solitude and every man on board is completely absorbed in the duties of his post, and become an actual part of the steamer, with which he has cast his fortunes and in which he has centered his hopes."

INT. ROBERT E. LEE, PILOTHOUSE - NIGHTFALL

George Clayton remains steady at the wheel as the crewmen work diligently on the decks below.

## CHARLES WELBOURNE KNAPP (V.O.)

"His eyes look for her, his hands work for her, his heart beats for her ... perhaps never before was a steamboat so truly a thing of life."

INT. ROBERT E. LEE, GRAND SALOON

The men CAN'T TAKE their eyes away from the spoiled, little, rich girl transformed into a beautiful, young woman.

EXT. NATCHEZ, FORE OF THE MAIN DECK - NIGHTFALL

The steamer steadily speeds along, trying to catch up, as Kay continues his writing ...

## KAY (V.O.)

" ... this tension of the nerves that is continual, almost painful in its effects. And yet, still no advantage is gained by the one over the other."

INT. ROBERT E. LEE, GRAND SALOON

Charles is CAPTIVATED by the VISION before him.

CHARLES WELBOURNE KNAPP (V.O.)

"A kingdom was once offered by a  
great man for a horse. What either  
Captain wouldn't give for one more  
ounce of power."

EXT. NATCHEZ, FORE OF THE MAIN DECK - NIGHTFALL

KAY (V.O.)

"Yet the Natchez's gallant commander  
persists he is not running a race."

Leathers STROLLS BY. He GIVES Kay the EVIL EYE, then moves onward, making Kay flash another devilish GRIN.

INT. ROBERT E. LEE, GRAND SALOON

Charles' thoughts drift back to the NIGHT OF THE COTILLION

...

FLASHBACK

INT. BALLROOM - EVENING, WEEKS EARLIER - CONTINUOUS

Charles and Abigail SHARE A WALTZ together as they watch Frances enjoying her latest dance and partner.

ABIGAIL

You see? You are--a wonderful dancer.

CHARLES WELBOURNE KNAPP

You make it easy.

ABIGAIL

I should ask one more favor of you  
before the night is over.

CHARLES WELBOURNE KNAPP

Something I may regret if I say yes?

Abigail GRINS.

ABIGAIL

Dance with Frances before she drives  
us both to distraction.

Charles TWIRLS Abigail around as THEY LAUGH. Charles gently KISSES her.

CHARLES WELBOURNE KNAPP  
I shall love you forever, my dearest,  
sweet Abigail.

ABIGAIL  
And I shall always love you.

END FLASHBACK.

INT. ROBERT E. LEE, GRAND SALOON

Charles whispers to himself ...

CHARLES WELBOURNE KNAPP  
I shall love you forever, my sweet  
Abigail ...

... though he cannot take his eyes from Frances.

Cannon RISES to greet his GUEST.

WARMOTH  
I see our young man has a date for  
this evening.

CANNON  
A tad more than he bargained for on  
this trip, I think. If you'll excuse  
me.

Cannon HEADS directly for Frances, OFFERS her his arm.

FRANCES  
Why, thank you, Captain.

He ESCORTS her to Charles' table.

CANNON  
So nice of you to finally join us,  
Miss Shackelford.

INT. ROBERT E. LEE BOILER ROOM

Perkins and his young strikers HOVER OVER the boilers' GAUGES like hawks. Everything APPEARS to be running normal.

PERKINS  
Stay alert, men. St. Louis is still  
a long ways away.

INT. ROBERT E. LEE, GRAND SALOON

Warmoth and Smyth HAVE JOINED Cannon at Charles' table.

SMYTH

So nice to see a young couple enjoying  
a good race together.

CHARLES WELBOURNE KNAPP

Uh, we're not ...

FRANCES

You may thank Charles for that.

WARMOTH

John. As we were saying earlier.  
Dr. Smyth and I have had a rather  
long day already and would like to  
get some rest before it gets any  
longer. If you will excuse us.  
Miss Shackelford. Mr. Knapp. It  
was a pleasure meeting the both of  
you.

CANNON

I should be returning to my duties  
as well. May I escort you out,  
gentlemen?

Cannon, Warmoth and Smyth make a--JOVIAL--EXIT.

CHARLES WELBOURNE KNAPP

Captain.

A WAITER APPROACHES the table with bread and a PITCHER OF MUDDY LOOKING WATER. He sets the bread, fills their glasses, leaves.

Frances SCOWLS, NOTICING the look of her drink.

FRANCES

They expect us to drink this? Ugh.

She sets the glass back down.

CHARLES WELBOURNE KNAPP

Some people believe drinking the  
water from the Mississippi has great  
health benefits.--Would you rather  
have some coffee, or a glass of wine?

FRANCES

Yes, please.

Charles MOTIONS the waiter to return.

FRANCES (CONT'D)

I would like a glass of Madeira,  
please.

Charles OFFERS Frances some bread. She takes a roll.

CHARLES WELBOURNE KNAPP  
I prefer my bread served warm, but  
for the time we're on this excursion,  
I'm afraid we'll have to rough it.

FRANCES  
It's a sacrifice I'm happy to make.

Their dinners are served: ham, cabbage, carrots, VERY UNAPPEALING TO THE EYES. Frances SMILES bravely.

FRANCES (CONT'D)  
Mmmmm! I'm starved.

She TAKES a bite, MAKES a FACE.

CHARLES WELBOURNE KNAPP  
You look quite lovely this evening.

FRANCES  
What? This old thing?

CHARLES WELBOURNE KNAPP  
I was under the impression ...

He gets a whiff of her perfume.

CHARLES WELBOURNE KNAPP (CONT'D)  
Your perfume. Is that--oleander?

FRANCES  
It's from Paris.

She OFFERS Charles an ear to sniff.

CHARLES WELBOURNE KNAPP  
*Tres bon.* Abigail used to wear a  
similar fragrance.

FRANCES  
You do know your perfumes--and your  
women--Mr. Knapp.--I'm so glad you  
asked me to dine with you this  
evening. I do so hate eating alone.

Charles TAKES more bread. He OFFERS the basket again to Frances. She DECLINES.

CHARLES WELBOURNE KNAPP  
Your father must be fretfully worried.

FRANCES

I am eighteen. Papa would have had me married off by now--right after that cotillion--to that lieutenant--if he had his way.

CHARLES WELBOURNE KNAPP

I'm sure he's only looking out for your best interests. Your future happiness.

FRANCES

Best interests? Future happiness? It's a brand new day, Charles. A brand new country. A woman should be able to make her own decisions, don't you think? We've already proven ourselves very capable on the battle fields.

CHARLES WELBOURNE KNAPP

I didn't mean ...

FRANCES

You men never give us women credit for anything. Do you?

CHARLES WELBOURNE KNAPP

Well. I, for one, would like to see women treated a little more equally. And, of course, when I'm owner of the Missouri Republican, I certainly will use it as a springboard to defend women's rights. Women, at least, should have the right to vote.

FRANCES

Then I forgive you.

(beat)

Could we please not talk about politics or Papa anymore tonight? I would much rather spend a pleasant dinner talking about you and why you haven't come to call on us. You know, you used to visit us all the time when Abigail was alive.

CHARLES WELBOURNE KNAPP

I've been very busy at the paper. I'm sure you're aware ...

FRANCES

The fire. I know. You do realize you have a life outside of work, though.

CHARLES WELBOURNE KNAPP  
 Between attending the universities  
 and then going straight to work for  
 my father, I'm afraid I haven't had  
 much time for anything else.

FRANCES  
 Well. You do know what they say.  
 All work and no play ...

CHARLES WELBOURNE KNAPP  
 Well. For "their" sakes, I will try  
 to do better. I promise. I did  
 like visiting your mother, you and  
 your little sister--if not your  
 father.

Frances GIGGLES.

Musicians STRIKE UP A WALTZ.

FRANCES  
 Music! Oh, Charles! You did promise  
 me I could have a dance with you at  
 my cotillion, regardless of your two  
 left feet. But you disappeared.  
 Long before the evening was over.  
 And it's been weeks, weeks since any  
 of us have seen hide or hair of you.

CHARLES WELBOURNE KNAPP  
 As I said, Father's been keeping me  
 very busy at the paper.

A familiar voice INTERRUPTS.

ALBERT (O.S.)  
 Well. If you're not going to ask  
 the lovely lady to dance ...

Charles, Frances LOOK UP to find Albert STANDING OVER THEM,  
 DRESSED in splendid dinner ATTIRE.

ALBERT (CONT'D)  
 It would be a sin to waste such lovely  
 music on a plate of ham and cabbage.  
 The Hills of Clay County, I believe.  
 One of my mother's favorites.

Albert EXTENDS his hand to Frances.

ALBERT (CONT'D)  
 Would you care to dance, my lady?

BLUSHING, GRACIOUSLY ACCEPTING.

FRANCES  
Why, I would be delighted, kind Sir!

Albert SWEEPS Frances onto the dance floor, to Charles' great CONSTERNATION.

CHARLES WELBOURNE KNAPP  
Frances. You haven't been properly introduced.

ALBERT  
You look absolutely ravishing, Miss Shackelford. My compliments to the McKeens.

Albert KISSES Frances' hand again. Frances SWOONS with delight as they swirl and twirl to the music.

INT. ROBERT E. LEE BOILER ROOM - EVENING

Perkins and his strikers remain busy at their posts. ALL STEAM GAUGES are HOLDING STEADY, EXCEPT for the FOURTH. A SLOW LEAK IN THE MUD DRUM of the FOURTH BOILER IS BEGINNING TO FORM. Its gauge SHOWS A SLIGHT DROP IN PRESSURE. IT GOES UNNOTICED.

INT. ROBERT E. LEE, GRAND SALOON

Albert's limp seems to have VANISHED as he and Frances twirl and whirl together on the dance floor. Charles GROWS more and more uncomfortable by the moment.

ALBERT  
No. I've never been to St. Louis, Miss Shackelford. Have you ever been to West Virginia?

FRANCES  
Frances. Please. No. Never, Mr. ... Albert.

Charles INTERRUPTS.

CHARLES WELBOURNE KNAPP  
Frances. Your father isn't going to like this one bit when he learns of it.

FRANCES  
On, Charles. Don't be such an old hen. It's only one dance. Besides. Who's going to tell Papa? I'm certainly not.

ALBERT

I assure you, Mr. Knapp. I shall return Miss Shackelford safe and unharmed to your table.

Albert whirls Frances away, to Charles further frustration.

EXT. ROBERT E. LEE, OUTSIDE CARGO HOLD ON DECK - NIGHT

Beneath the "newest of moons," (barely visible sliver) Wiest STANDS at his POST, taking pleasure in a SMOKE on his CORN COB PIPE. All's quiet, except for the relentless POUNDING of the engines' machinery. Cannon joins him.

WIEST

Not to worry, John. She's holding.

CANNON

That is good news, but it's not been a hundred miles. St. Louis is still a long ways away.

WIEST

Thinking of the time the boiler blew on your Louisiana.

CANNON

Aye.

WIEST

It wasn't your fault.

CANNON

All the same. I was almost sent to prison for it. Good men's lives were lost on my watch.

WIEST

Not to mention passengers.

CANNON

A mighty price to pay for an engineer asleep at his post.

WIEST

You're a good man, John. And a good man to work for. The judge knew that when he pronounced you innocent of it all. You've always been careful where your passengers were concerned. You still are.

CANNON

It doesn't change the fact I should be dead, too--like those men.

(beat)

Why didn't you stay with me on the Lee?

WIEST

There's no mystery to that. You'd already hired the best engineer on the Mississippi. I was still wet behind the ears. And I didn't know a good thing when I had it right in the palm of my hands. The captain of the Belle Yazoo's a good man to work for, too.

CANNON

He'd better be. Or he'll have me to answer to.

WIEST

You worry too much, John. The boys are keeping a good watch on the engines. Perkins is seeing to that. But, if something does happen, I'm right here.

CANNON

And thank God for that. Still, twelve hundred miles--not to mention Devil's Country.

WIEST

A cake walk for those two men you hired for that stretch of the race.

Cannon gives Wiest and UNEASY SMILE.

WIEST (CONT'D)

No more fretting like an old woman. You're the best teacher this once, wet behind the ears engineer could have ever asked for.--The Lee's going to do just fine.

INT. ROBERT E. LEE, GRAND SALOON

Frances glances over at Charles, back at their table, fretting and stewing.

FRANCES

You know, Papa really did try to be a good soldier in the war.

(MORE)

FRANCES (CONT'D)

I guess he just wasn't cut out for it. He makes a much better businessman. Although, he does love to say, very much, a strong military makes for a strong country.

ALBERT

With all due respect to your father, after a wound the likes I received, I shall be glad to never see another gun or cannon--or uniform, for that matter--ever again.

INT. ROBERT E. LEE BOILER ROOM

FLAMES, STEAM, run high. The gauge on the fourth boiler continues its steady drop as the leak in the mud drum loses more and more of its precious water.

INT. ROBERT E. LEE, GRAND SALOON

Charles interrupts the waltz a second time.

CHARLES WELBOURNE KNAPP

Come. Sit down, Frances, and finish your supper.

FRANCES

I'm not a little girl, Charles.

ALBERT

The lady has spoken.

Albert quickly WHISKs Frances away to another part of the dance floor, leaving Charles even more frustrated than ever.

INT. NATCHEZ, PILOTHOUSE - NIGHT

Leathers and Burnham's eyes remain squarely on the Lee.

LEATHERS

Stripping his steamer to her bare bones like that. Where's the man's pride? Where is his dignity?

Burnham TAKES the speaking tube from its hook.

BURNHAM

Mr. Pauley.

As Leathers puts his binoculars to his eyes again, he NOTICES the Natchez has, finally, inched closer to the Lee. He HANDS his binoculars to Burnham.

LEATHERS

Mr. Burnham. Can you take a look?

Burnham PUTS Leathers' binoculars to his eyes.

BURNHAM

I can see it, Captain. We've edged closer.

Pauley ANSWERS.

PAULEY (V.O.)

Aye, Mr. Burnham.

BURNHAM

Can you give us more power?

Leathers' eyes remain thoroughly FIXED on the Lee.

BURNHAM (CONT'D)

But we're still a good distance behind.

LEATHERS

Aye. But it's a good sign, yes?

BURNHAM

Yes. But there's no telling how soon we can get close enough to pass her.

LEATHERS

You worry about closing the distance between the steamers, Mr. Burnham. I'll keep my eyes peeled for the Frank Pargoud. That load of pine knots has got to be waitin' around here somewhere.

BURNHAM

What other tricks do you suppose Cannon's got waiting for us?

LEATHERS

Only the good Lord knows that.

(beat)

Damn you, John Cannon. Damn you all to hell and then some.--Mr. Burnham.

Leathers MOVES to another part of the steamer, all the while keeping his eyes squarely on the Lee.

EXT. ROBERT E. LEE, NEARING COLLEGE POINT - NEARING MIDNIGHT

Closing in on ISLAND NUMBER 125 and 100 MILE POINT, the Lee ENTERS the waters of DONALDSONVILLE. The shoreline's ALIVE with CRIES FROM WELL-WISHERS. AGLOW with the BLAZE of BONFIRES.

INT. ROBERT E. LEE, WALKWAY LEADING TO WARMOTH AND SMYTH'S CABIN

A wearied Warmoth and Smyth ENTER to find ...

INT. ROBERT E. LEE, WARMOTH, SMYTH CABIN

EVERY PIECE OF FURNITURE, AND WHATEVER ELSE, STRIPPED FROM THE ROOM. The only thing remaining: a single BED the men will have to share for the evening.

WARMOTH

Just think of it, Doctor. If you hadn't come to this country, how long it might have been before you found yourself in bed with a politician?

SMYTH

Think on it yourself, Henry. If we were both still living in Ireland, would you even BE a governor right now?

They SHARE a HEARTY LAUGH.

INT. ROBERT E. LEE, GRAND SALOON

Charles continues to watch the dance, utterly frustrated with Frances.

ALBERT

I was a Calvary officer in the last year of the rebellion. The West Virginia First.

FRANCES

I just adore horses--and horsemen. Where exactly were you wounded, Mr. Eberman?

ALBERT

Albert, please.--I do like the way you say my name.--The Wilderness Campaign, Battle at Cedar Creek. I still have a bit of trouble recalling exactly where I was, or what happened.

(MORE)

ALBERT (CONT'D)

But somehow I do remember seeing  
General Grant astride his magnificent  
steed on the battlefield when it  
happened.--Or was it at Lee's  
surrender at Appomattox I recall  
that particular memory?

FRANCES

Oh, how exciting! You actually  
witnessed General Lee surrender to  
General Grant.

Charles INTERRUPTS--AGAIN.

CHARLES WELBOURNE KNAPP

Frances. Do come, sit down and finish  
your supper.

FRANCES

Oh fiddle dee dee, Charles. Albert  
is a war hero. The least I can do  
is finish my waltz with one of  
President Grant's very brave and  
very gallant cavalrymen.

CHARLES WELBOURNE KNAPP

Albert?--Your father is going to be  
furious.

FRANCES

Oh, let him be. After all, I have a  
chaperone.--Or don't I?

Albert WHIRLS Frances away to another part of the dance floor  
again--despite Charles' every OBJECTION!

CHARLES WELBOURNE KNAPP

Frances!

(beat)

Dearest Abigail. What am I ever  
going to do with your cousin?

EXT. ROBERT E. LEE, PILOTHOUSE - NEARING MIDNIGHT

ALL REMAINS CALM, QUIET as Cannon REJOINS George Clayton at  
the wheel.

FAINT SHOUTINGS OF 'HURRAH FOR THE LEE' CONTINUE UNABATED  
along the shorelines.

CHARLES WELBOURNE KNAPP (V.O.)

"And now comes a season of comparative  
solitude.

(MORE)

CHARLES WELBOURNE KNAPP (V.O.) (CONT'D)  
Every man on board is completely  
absorbed in the duties of his post,  
becoming an actual part of the steamer  
... "

INT. NATCHEZ, PILOTHOUSE - NEARING MIDNIGHT

Burnham remains steady at the wheel.

EXT. NATCHEZ, OUTSIDE THE PILOTHOUSE/INT. ROBERT E. LEE,  
PILOTHOUSE - NEARING MIDNIGHT - LATER

Leathers is ever vigilant over the distance between his  
Nathcez and the Lee ...

CHARLES WELBOURNE KNAPP (V.O.)  
"Every pulsation is a throb in  
sympathy with her driving machinery  
as she bounds with every revolution  
of her wheels. On board this tension  
of the nerves is continual, becoming,  
at times, almost painful in its  
effect. Never before was a steamboat  
so truly a thing of life."

... just as Cannon, at the Lee's wheel with George Clayton.  
As are the crews of each of the steamers.

EXT. NATCHEZ, NEARING ONE HUNDRED MILE POINT - NEARING  
MIDNIGHT

ST. GABRIEL'S CHURCH, LOOMING LARGE in the distance, more  
SHOUTS of "HURRAH FOR THE NATCHEZ" can be heard across the  
waters.

SKIFFS OVERFLOWING WITH ONLOOKERS, ALL HAIL HER as she  
trundles on by.

EXT. NATCHEZ, OUTSIDE THE PILOTHOUSE - NEARING MIDNIGHT

Leathers EXITS, checking his watch. Six hours, twenty-three  
minutes since they left St. Mary's Market. 11:27 pm.

He PEERS UP at the silvery sliver of a MOON SHINING DOWN on  
the waters below. He cracks a wee, nervous smile and heads  
for the Boiler Deck, WARMLY GREETING HIS WELL-WISHERS along  
the shorelines, bathed in the glow of their bonfires, as he  
DESCENDS to his rocking chair awaiting him.

Kay, EVER OBSERVANT, NOTES the Natchez's every move. She  
has gained six minutes on the Lee, as her FIREMEN and  
ENGINEERS TIRELESSLY, STEADFASTLY LABOR at their posts.

KAY (V.O.)

"Leathers was calm and quiet, and took position on the boiler deck where he watched the Lee for a long time, to see if the distance to her did not grow less. Below the firemen heaved in the fuel. And the engineers watched patiently every stroke given the huge paddle wheels as they whirled madly the deep water of the grand old Mississippi. All was done that could be done and yet neither had gained a foot on the other, since they passed Carrollton."

ALL REMAINS IN PERFECT WORKING ORDER.

INT. ROBERT E. LEE, GRAND SALOON

GAZING INTO HER EYES, Albert gently KISSES Frances' hand again, their waltz finished.

ALBERT

Take a walk with me.

FRANCES

(swooning)

I would be delighted, Mr. Eberman.

TAKING her arm into his ...

ALBERT

Albert, please.

FRANCES

Albert.

They EXIT the saloon together, leaving Charles in a DITHER.

EXT. ALONG THE MISSISSIPPI RIVER - NEARING MIDNIGHT

The FLOTILLA of WELL-WISHERS REMAIN STEADFAST, FAITHFUL in their determination to witness if only part of the historic race. In the distance, the LIGHTS OF BATON ROUGE GLOW ACROSS THE HORIZON.

EXT. ROBERT E. LEE, PROMENADE, MAIN DECK - NEARING MIDNIGHT

Charles JOINS Wiest, still on the deck, WATCHING Albert and Frances as they turn the corner and DISAPPEAR from sight.

Wiest LIGHTS UP his pipe again, taking a long, contemplative moment before speaking.

WIEST

I wouldn't worry too much about your lady friend.

CHARLES WELBOURNE KNAPP

What?

WIEST

The captain's little stowaway. I hear she's been quite a handful for the captain.

CHARLES WELBOURNE KNAPP

I'm afraid she takes after her mother in temperament.

WIEST

The captain swears she's more like her father.

CHARLES WELBOURNE KNAPP

Mr. Shackelford as made quite a stalwart reputation for himself as a temperamental businessman.

WIEST

Not unlike the two captains in this race.

CHARLES WELBOURNE KNAPP

Well deserving of their titles.--As for Mr. Eberman.

WIEST

That one. Just by looking at him, I can tell you right now, he's the love 'em and leave 'em type.

CHARLES WELBOURNE KNAPP

You think he'll break Frances' heart?

WIEST

I'd lay a double gold eagle on it--two--if I had 'em.

CHARLES WELBOURNE KNAPP

Frances has a good head on her shoulders--most of the time. I'm certain she'll see Mr. Eberman for what he is--eventually.

WIEST

It's that eventually I'd be worried about, if I were you.

CHARLES WELBOURNE KNAPP  
 She'll be getting off the Lee soon  
 enough and then she'll be heading  
 back home again, safe with her  
 parents. I'll see to it.

Wiest takes another long, contemplative puff on his pipe.

Wiest  
 She's quite pretty, for a spoiled  
 little rich girl.

CHARLES WELBOURNE KNAPP  
 I--really hadn't noticed.

Wiest  
 I reckoned as much.

Wiest takes one more puff before discarding his tobacco.

Wiest (CONT'D)  
 Time for my shift. If I were you,  
 I'd keep a keen eye on that Mr.  
 Eberman. Women somehow have a way  
 of falling in love with the wrong  
 men--and at the most inopportune of  
 times--for men like you.

Wiest quietly strolls off, leaving a very puzzled Charles  
 behind.

CHARLES WELBOURNE KNAPP  
 --What do you mean, men like me?

INT. ROBERT E. LEE, PILOTHOUSE - NEARING MIDNIGHT

As Cannon, George Clayton KEEP VIGILANCE at the wheel . . .

GEORGE CLAYTON  
 We should be nearing Natchez City by  
 ten o'clock tomorrow morning, Captain.  
 Barring anymore, unexpected delays.

CANNON  
 Good. I think we've had enough  
 setbacks for one night.

GEORGE CLAYTON  
 Amen to that. But, I'd still rather  
 have the river's waters at their  
 normal levels.

CANNON  
 Perhaps we'll get a good rain before  
 this race is over.

GEORGE CLAYTON  
A good rain would help.

CANNON  
Steady as she goes, George.

Cannon takes his leave again.

EXT. ROBERT E. LEE, PROMENADE, MAIN DECK - NEARING MIDNIGHT

The tiny crescent of a moon continues to SHINE its meager light overhead, as Albert and Frances STROLL to the railings to WATCH its reflection RIPPLING in the waters.

ALBERT  
So beautiful tonight.--It's nights like these that make me miss West Virginia.

FRANCES  
The mountains there must be beautiful this time of year.

ALBERT  
A lot of my time is spent in the shipyard these days.

FRANCES  
My father intends to be a railroad mogul like Mr. Gould one day. He already owns part of the Bellefontaine Railway System. And traveled on several occasions to New York to discuss expanding the line into the Northeast. What brings you here to the race?

ALBERT  
The Natchez. My father heard she was a bit top heavy and wanted someone to find out if it was true. It could mean the race for Leathers. So, I volunteered.

FRANCES  
But you're on the Lee.

ALBERT  
The better to observe her performance in the waters. Tell me about your mother.

FRANCES

She was a nurse in the war for the Union. That's what I want to be when I get out of school. A nurse. You haven't told me very much about you.

ALBERT

Father wants me to take over the business when he's gone. But I find that business quite bores me. And the war has unsettled me. I'm more of an adventurer. A traveler. A seeker of fame and fortune.--A far better enterprise for a war hero, don't you think?

FRANCES

Perhaps. I shall be going away to school in New England. A far less adventurous proposition than yours.

ALBERT

Then I shall write you from wherever I go.

FRANCES

Papa does want us to marry well. It's a very good way for an accomplished young woman of means to present herself to the world of the very rich and famous. So my father says.

ALBERT

Us?

FRANCES

My sister, Genevieve, and me. Papa wants to expand his business through a family pedigree. Sometimes I think he doesn't believe in falling in love, just for love's sake--at all. Only marrying for the prestige, the money and the bloodlines.

ALBERT

Then why don't you come with me to California? It appears you don't like your circumstances any better than I like mine. And it would be ever so much fun having a companion along for the adventure. Especially a very beautiful one.

FRANCES

What ever would my father say if he  
heard such a scandalous proposal?--  
You really think I'm beautiful?

Charles abruptly INTERRUPTS.

CHARLES WELBOURNE KNAPP

It's nearly midnight, Frances. Time  
for bed. And you, Mr. Eberman,  
(getting in between  
them)  
should never allow a proper lady to  
be without a proper chaperone.

FRANCES

Charles, I ...

CHARLES WELBOURNE KNAPP

Tell Mr. Eberman goodnight, Frances.

FRANCES

It was a lovely dance, Albert.

Charles quickly WHISKS Frances away, not another word to be said.

ALBERT

Don't forget our breakfast engagement  
in the morning.  
(beat)  
You, too, old man. Or should I say,  
old woman?

Albert GRINS, quite pleased with his TAUNT. It has fallen on deaf ears as Charles whisks Frances further away toward her cabin.

CHARLES WELBOURNE KNAPP

Your father will be thanking me when  
you're back home safe and sound in  
St. Louis. And away from men like  
Mr. Eberman.

FRANCES

(whispering)

Oh, Charles. I didn't think you  
cared.

INT. ROBERT E. LEE, PILOTHOUSE - MIDNIGHT

12:02 AM, July 1, 1870.

George Clayton, alone in the Pilothouse, steers the Lee  
steadily along.

The night still calm and quiet, ALL are UNAWARE of the catastrophe BREWING in the fourth boiler's mud drum.

EXT. ROBERT E. LEE, TEXAS DECK, AFT - AFTER MIDNIGHT

As the black firemen aboard the Natchez LIFT THEIR COAL into the hot furnaces, CANNON CAN SEE the RED, BURNING, GLOW of their FLAMES from his watch on the deck.

The Natchez INCHES CLOSER.

The faint, city lights of Baton Rouge, still over an hour away, BURN even more brightly on the horizon as the racers draw closer.

The night's stillness makes Cannon feel UNEASY.

INT. ROBERT E. LEE BOILER ROOM, FOURTH BOILER

The PRESSURE on the fourth boiler's GAUGE DROPS significantly low--to a near DANGEROUS LEVEL. The LEAK INSIDE the mud drum continues to GROW LARGER as TINY HOLES begin FORMING IN THE OVERTAXED METAL.

EXT. ROBERT E. LEE, HURRICANE DECK, AFT - AFTER MIDNIGHT

CLIMBING DOWN to the Hurricane Deck below, Cannon anxiously KEEPS HIS EYES FIXED on the waters ahead. But he can FEEL IT. SOMETHING IS WRONG.

INT. ROBERT E. LEE BOILER ROOM, FOURTH BOILER

A striker SUDDENLY DISCOVERS THE PRESSURE GAUGE IS REGISTERING DANGEROUSLY LOW.

HE CRIES OUT ...

YOUNG STRIKER  
MR. PERKINS! MR. PERKINS!

EXT. ROBERT E. LEE, HURRICANE DECK, AFT - AFTER MIDNIGHT

Cannon HEARS PERKINS CALLING to him.

PERKINS (O.S.)  
CAPTAIN! COME QUICK!

He SPOTS Perkins below, with a second crewman, MOTIONING him frantically to come down at once.

Cannon SHOOTS to the stairs.

INT. ROBERT E. LEE, CHARLES' CABIN

Charles, SCOLDING Frances ...

CHARLES WELBOURNE KNAPP  
What were you thinking? You hardly  
know that man.

FRANCES

I think I know him well enough to  
know he's a very fine gentleman. A  
war hero, in fact. I think Papa  
would be very happy to learn I've  
cultivated ties with an extremely  
wealthy shipping family from  
Pennsylvania.

CHARLES WELBOURNE KNAPP  
Perhaps you should be thinking of  
your reputation instead.

FRANCES

Can't you be happy for me, Charles?

CHARLES WELBOURNE KNAPP  
I seriously doubt he's interested in  
you for you.

FRANCES

Oh? And how do you know that? Did  
you ask him?

CHARLES WELBOURNE KNAPP  
I just know.

FRANCES

Well, I think he's perfect! And  
you're much too old fashioned for  
your age.

CHARLES WELBOURNE KNAPP  
You're not going to see him again.

FRANCES

You're not my father. And we are  
going to have breakfast together in  
the morning.

CHARLES WELBOURNE KNAPP  
No, you're not.

Frances HRRUMPHS and FOLDS her arms defiantly.

Charles EXITS the cabin in a STEW.

Gone, Frances SMILES victoriously.

INT. ROBERT E. LEE BOILER ROOM, FOURTH BOILER AND MUD DRUM

The leak is EXTINGUISHING THE FIRE under her boilers. If not stopped, an explosion could occur, killing many or all on board.

Cannon, Perkins, the strikers huddled over the dilemma SWEAT BULLETS, KNOWING, ALSO, THIS could cost Cannon the race.

CANNON

My God, Will.

The loss of another steamer years ago RETURNS to TAUNT Cannon's MEMORY:

FLASHBACK

EXT. NEW ORLEANS DOCKS, GRAVIER STREET, - NIGHT

November 15, 1849.

As Cannon's LOUISIANA slowly BACKS OUT of its mooring, suddenly, WITHOUT WARNING, she EXPLODES, SETTING FIRE TO THE PIER and many of the other steamboats still docked there.

DEBRIS FLIES EVERYWHERE. BODIES, LIKE PROJECTILES, ARE HURLED INTO THE AIR. One body PLUNGES INTO THE PILOTHOUSE OF THE BOSTON.

The Louisiana is quickly and utterly DESTROYED, consumed. She SINKS.

END FLASHBACK

INT. ROBERT E. LEE BOILER ROOM

John Smoker ENTERS, SEES the worry etched deep in Cannon's-- and everyone's--faces.

CANNON

Can we fix her, Will--without stopping?

PERKINS

I don't know. It looks mighty bad.

SMOKER

You can't give up, John.

CANNON

If we don't, we could run the risk of an explosion and fire. It could kill everyone on board.

Cannon TURNS to one of his crewmen.

CANNON (CONT'D)  
Fetch me Wiest--and be quick about  
it!

The crewman FLIES out the door.

Cannon, Perkins, Smoker TURN their eyes back to the failing  
boiler and mud drum.

PERKINS  
What do you want us to do, John?

CANNON  
If Wiest can't come up with a way to  
fix this, we have little choice.  
The race is over.--We'll have to  
shut down the boilers before we're  
all blown to kingdom come.

FADE OUT.

END OF PART ONE

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