

CLACKETY CLAXTON

By: Eli Bryan Nelson



Steel clickers on a pair of shoes spanked the concrete floor. Clear, melodious whistling of an upbeat Christmas song kept in time with the steel clickers. The whistling and the sharp, staccato tapping of the all-business clickers came to an abrupt halt.

A knife-switch sunk in place, jolting tungsten warehouse lights over a loading dock on to full bright. Humming from a large ceiling-mount heater started up as the whistler trilled a spiraling crescendo.

The man folded a requisition form, pocketed it in his railroad coveralls, then called loudly toward the front of the building. With shirt and tie tucked neatly inside his work clothes, breath steaming from the cold, he resumed whistling as he walked. He turned a corner, disappearing behind some boxes, but the clickers loudly announced his position. He reached for a hammer and a circular tobacco can filled with nails and glanced at his watch. Lunch was still an hour away.

Seconds later, a freckled man wearing a clerk's apron and Brooklyn Dodger ballcap burst through the swinging doors. He and the whistler turned one-half of a model railroad display upside down, carefully placing it over the other half for crating. The freckled man returned to the front of the store as the whistler began to nail pieces of wood bolster around the base to cradle one of two eight by eight-foot toy train displays being readied for shipment.

Will Claxton, black-haired, green-eyed and somewhat handsome, stopped whistling. He leaned over Lionel display #D-132 to inspect it one last time. It was shipped from Great Falls to Uncle Will's Hobby Shop shortly after arriving from the Lionel factory. The Montana purchaser claimed it came sporting faulty wiring, two broken accessories, and rips in the scenery. Will's hunch was that a north-western sales decrease was likely the real reason for return...nonetheless, the Lionel distributor had authorized its reclamation, repair, and resale, soon to be on its way to Sears and Roebuck's Toyland in Rapid City.

Will had taken special care with this display order.

The layout was destined for a toy and cycle store managed by a friend who, like himself, had left Hollywood years ago and gone east. While his friend had returned to his Dakotan birthplace, Will had landed amidst the bustle and year-round sporting reputation of Minnesota's Twin Cities.

Friendship was the reason Will had given this layout "the quasi", as he called it. After tracing and repairing all flaws, he installed four new accessories taken from his own stock. Will had painted bases, drilled holes and installed the new #282 gantry crane, the #494 beacon and two #140 banjo signals. Then he finished with some subtle but colorful scenic flourishes.

The dazzling display operated three toy trains. It featured rugged tan and gray mountains at one end, with small industrial areas at various points. For dramatic effect on this special layout, Will had installed his own rugged, hand-made tunnel portals to replace and upgrade the look of stock Lionel display tunnel portals. Will had also lettered and installed a larger "Lionel" control board to house the lighted switch and accessory controllers, uncouple and unload buttons and the big ZW and RW transformers. With Will's "Hollywood eye" trained on an already engaging display, it resembled more artist's concept than a sales tool. Will, as the TV character known as Clackety Claxton smiled, recalling the Lionel Train salesman from New York who had once paid him the compliment that he was a "wizard at capturing an essence".

He plugged the display in, left for a moment to return with a medium-sized cardboard box, a Lionel master carton heralding "Western Pacific". Will laid it near the powered display, now ablaze in tiny floodlights, streetlight bulbs, accessories and bright 031 switch stand lanterns. Before opening the carton, he wiped gritty sweat from his hands.

Like a jeweler might unwrap a cache of new diamonds, Will opened the master carton. He carefully

removed each of two units from its separate box, slipping the gleaming silver and orange F3 diesel units from their Lionel logo paper and sitting them aside.

Coupling them on the display's outside track loop, Will advanced the ZW throttle. The diesels charged into action with a smooth, powerful growl. Past sidings, a freight station, through switches and over insulated blocks they cruised. A lantern-swinging gateman, a block, semaphore, banjo signal, and a crossing gate sprung into a clockwork symphony of motion with each pass of the stylish Lionel diesels.

Will had been presented with the #2345 Lionel Western Pacific F-units in 1952 by a Hollywood hobby shop owner. It was a way of showing appreciation to Will for having arranged a short meeting with the man's idol, John Wayne. Since settling in the Twin Cities, Will kept his treasured gift padlocked inside a red cedar cabinet in the basement of his parts department.

In fact, Will's Lionel F3s hadn't been removed from their master carton for months since being shown to the youthful Sherman and Wally, twelve-year-old best friends that claimed to be the biggest "Clackety Claxton" TV show fans in Minneapolis and St. Paul.

The boys had badgered Will to show them the Western Pacific diesels in action. The day he gave in, both youngsters got to take turns operating the locomotive. To make it an occasion, Will coupled them to a passenger consist made up of a baggage car, two vista-domes, and a boat-tailed observation car.

Over time, Will had come to think of red-headed Sherman and round-cheeked Wally as honorary nephews: extended family members his fast-paced earlier life had denied him.

Although they lived some distance away in the suburbs, the boys often caught a ride or bused in to Uncle Will's Hobby Shop on Saturday afternoons. Although Will Claxton liked most of the youths who frequented his store, he especially liked the two boys. Will's staff, except for a couple of jealous part-timers, respected them, for Sherman and Wally knew more about Lionel and American Flyer trains than some of the billed 'Friendly Folks at Uncle Will's'.

Young patrons often professed admiration for Lionel or Flyer or Marx trains, expressing strong opinions about which item, gauge or manufacturer was tops. Sherman and Wally made regular purchases and were two of the best amateur salesmen that Will's stock of toy trains could have had. The proclamation from the two boys was that Lionel Trains were best. More than once, their exuberance had convinced a parent or someone ready to buy something somewhere else, to purchase a set, equipment, or just a bit of trackage from Will.

Clackety Claxton's TV show had become a Minnesotan magnet, attracting young and old alike to Will's hobby shop. Upon entering, a friendly scent emerged from the one-time hardware store. Dioramas hand-built by Will and strategically-placed, drew attention to store merchandise.

Aisles of oak display cases housed trains, planes, and modelling supplies, enough to please the most discerning modeler. Generous amounts of creaky, wooden floor space allowed customers to linger or visit with Will and the staff. With Christmas closing in, foil-wrapped candy canes had been strung from the ceiling to spotlight in-store specials.

A four-by-eight operating display with ovals of 034, 031, S gauge and HO track was a fixture along one wall. On weekends, an assortment of supervised youngsters got to run or test rolling stock on it.

Floor-to-ceiling shelving around the display highlighted a substantial number of cubic yards of new and used Lionel, Marx, American Flyer and HO trains.

Above the display, a glitter sign proclaimed: *"Clackety Claxton...Trains and Such...Channel 11 at 5 pm on Thursdays!"*

Will, despite a reluctance to being treated as someone special, was often introduced in public as the handsome, mustachioed Hollywood Showman, the set designer who had worked alongside some of the most famous names in cinema during the late 40's. His name and reputation as a campaigner and sponsor of hospital, shelter, and Boys' and Girls' Club programs was less well-known than his TV moniker, "Clackety Claxton".

In public, Will enthused loyalty to Lionel Trains in his shop and on his TV show. Yet privately, he had occasions to doubt just how long Lionel Trains would continue to command widespread popular attention.

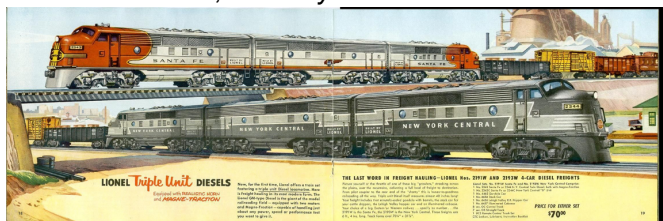
Some trade analysts were predicting train sales to slow over the next couple of years. There were also discomfiting rumors circulating out of Lionel's Chicago showroom. One rumor hinted that Old Man Cowen was losing his grip on the Lionel Corporation to changing times and unscrupulous bigshots at the New Jersey plant. A downturn loomed while people unconnected to the magic of the Lionel tradition were

making cost-cutting decisions to downgrade the much-loved product, and therefore its name.

'The name...' Will had confided to Clark Bogusky, his friend and TV show producer, '...the name is everything. Better to cut volume and drop sales expectations for a short while than cheapen the product, sully the magical name, and guarantee an imminent, mediocre end'.

But for now, Will was grateful for the solidity of train business in this part of the midwest, thanks in part measure to the success of his TV show. Business had steadily increased all year. Advance orders for Christmas and for 1955 were multiplying so fast he had to hire extra staff, and he knew why.

He was TV's master showman-modeler, *Clackety Claxton*.



Six miles away, a pair of sharp skates bit into pond ice with a solid, hollow crunch. Skates and heavy breathing were just a handful of purely human sounds to be heard for some distance.

Red-headed, red-cheeked Sherman Gallagher continued to practice hockey fundamentals in the unseasonably cold temperature. The pickup game had ended, and others had gone home.

His strong, young strides were beginning to slow, but Sherman played on, fantasizing that he was wowing a wildly cheering crowd in the guise of his favorite hockey stars. Orange-cold sunlight glinted off his steel blades with every noisy rush over the pond. He ragged the puck, his stick slapping back and forth, as if ready to score against a most formidable opponent, the late afternoon Minnesota chill. Wristing a hard shot across the pond, Sherman escalated the excitement level of his mythic crowd.

"Gordie Howe steals the puck from Al Arbour. He's using Ted Lindsay as a screen. He's in on Glenn Hall. He shoots. He scores!"

Rocket Richard, Teeder Kennedy, Alex Delvecchio, Stan Mikita. The names were interchangeable, but the outcome predictable: the hockey giants on the tip of his tongue scored magnificent goals, while all missed shots were bellowed out as great saves by acrobatic goalies.

Catching up to the puck, Sherman spotted his sister's car approaching the freshly-shovelled parking area. Sandie Gallagher beeped three quick blasts of the horn. As her light brown and cream DeSoto circled the levee, Sherman fired one last long shot, scoring decisively on Gump Worsley.



The DeSoto's heater had barely begun to warm his feet as Sherman expounded non-stop about "Clackety Claxton" and Lionel Trains. Sandie drove, listening dutifully, interjecting 'Really?'s and 'No Kidding!'s as her brother expounded on what Will's next telecast would contain, revealed to him by Will himself. Sherman's patter slowed as they rolled down a long, freshly-sanded street, home to several utility trailer and heavy equipment manufacturers. At the end of the development was a new freeway entrance.

Soon Sandie and Sherman were cruising bare freeway pavement. Sherman had made it his quest to inform his pretty, red-haired sister of the deeper joys of a life built around toy trains. He wanted Sandie to be properly impressed that he was in the inner circle and allowed to call Clackety Claxton by his real first name. Sandie smiled.

She had driven Sherman and Wally through the streets of old downtown St. Paul to Uncle Will's Hobby Shop many times. She had resolved to keep her opinions about the inner-city location of Uncle Will's out of her brother's listening range. Sherman reached for the dash and dialed down the heat as the DeSoto passed under a recently built cloverleaf.

Just ahead, barreling down the on-ramp was a delivery truck whose driver did not appear to notice how close the DeSoto was. The truck veered onto the new wing of the freeway, nearly on top of them. Sandie gasped and swerved to avoid the truck, then muttered under her breath.

Sherman, his mind on other things, glanced at his sister out of one eye, cautiously asking the question he hoped she could answer.

"Sandie, do you think mom and dad will get me that new Lionel engine for Christmas? You know, that neat gray and maroon one I showed you in my catalog, the 'Lackawanna'?"

"I don't know, brother dear," Sandie replied, amazed that he hadn't noticed the truck.

"You know Dad hasn't had the best year a salesman could have, so I don't think we should count on too, too much. Okay?"

She quickly checked his reaction, then offered, "I'm sure Dad will get you something very nice for your train set, Sherm, but probably not all you want."

"That's OK, I guess. I mean I'm glad 'n everything, you know, that Dad built that neat train table for me. I really am. I mean it."

His sister glanced again, then exclaimed, "Sherman! What happened to your face?"

He didn't answer. She asked again as the car began to slow for a lane change.

"Aw, it's nothin'. I just got into a little scrap with someone, that's all."

He hoped Sandie would let it go, but knew she wouldn't.

Just past the offramp exit to their neighborhood, Sandie pulled off to the side of the road, stopping in front of a brightly-lit Cities Service sign. She tightened the emergency brake, then took a better look at Sherman's face. With an indignant toss of her long hair, she spoke firmly to her brother.

"I need to know. Was it that awful Brewer boy again? Ooh!" she stormed, her green eyes flashing.

"Was it him? If it was him, I say we'd better do something about it this time. We've just got to stand up to that stupid bully, Sherm!"

"I did already. Just let it go, okay? It's no big deal."

"No big deal? Look at you, with bruises and dried blood on your face. Was he calling you names again? Dad is not going to be willing to just let it go, my dear little brother!"

"Son, I'm not pleased about this at-all. This has happened once too often!"

A long pause.

"I'm sure, son, that you gave that Brewer boy a taste of what he had coming. But, we've got to draw the line somewhere. He's thrown eggs at our cars and he's broken our garage window - although I can't prove it was him - and he bullies people. He may think he's a golden gloves boxer, but we're not gonna let him do this to us!"

Phil Gallagher exhaled. "What started it?"

"Not much," replied Sherman, "I guess I got angry and it got worse."

He continued to thumb through his Lionel catalog, head down. But his father again pressed for a reason for the fight with Terry Brewer. Sherman tried to get his father to look at the catalogued Lackawanna diesel, but Phil Gallagher demanded a full, responsive answer.

"He kept calling me Dough Boy," said Sherman in a near-whisper.

Phil winced at what could only be a derogatory reference to his present job, selling and delivering bakers' flours to donut shops and bakeries in the Twin Cities area.

Therefore, Dough Boy, son of a flour delivery man. Phil wasn't surprised. He believed he wasn't the only person who saw his job as a comedown since his layoff as a high-profile ad salesman for a metropolitan radio station.

Within days of his firing, a former radio ad customer offered to hire him, but his sales job would include helping to load and unload hefty bags. Phil labored, intent on finding new employment, but after showering off the sweat and dirt at day's end, he was content to sit back in his recliner with his pipe and paper, at least a door's thickness away from a world whose values appeared to him to be fading fast.

In response to her husband's layoff, Sarah Gallagher was back in university to finish her nursing degree. Years ago, her studies had been curtailed by Sherman's arrival. Now, her dream of graduation would soon be fact. Although energized and happy, she worried about Phil's continuing depression from being laid off by the radio station. She kept a lid on her joy at being back at nursing school, not wanting to add ingredients to her husband's misery pot. Happily, for Sarah, he acknowledged that her completed practicum at the hospital would soon translate to a solid second income.

Phil had always provided well, yet now he felt his family's security was threatened. That's why he took it hard when neighborhood punks like 'that vicious Brewer kid' ridiculed his difficult position. Using hurtful language to pick on his son, too! He resolved to talk to Sherman's school principal at the first opportunity.

Sarah had mixed feelings about the best way to deal with the problem. She hadn't forgotten the way Terry Brewer's father had deserted his wife and three children, days before Sherman's ninth birthday. She had made a point of inviting Terry to Sherman's tenth birthday party, but he didn't show. By then, he was not a popular boy in the neighborhood.

It was around that time that Sherman became friends with dark, round-cheeked Wally Desmond. Sarah was grateful that Sherman had Wally as a best friend. She was also thankful that an interest in girls, at least for now, was still on the horizon for both boys. These days, parents had lots to be concerned about. She was especially grateful that Sherman and Wally spent so many constructive hours playing with their trains in the Gallagher's basement rumpus room.

When Sarah wasn't on a practicum shift at the hospital, she sometimes brought them 6-ounce, green-bottled Cokes to sip while munching nuts and cheese twists. Occasionally, she would sit and watch "Clackety Claxton" with them, partly because it featured her husband's eccentric and thoughtful radio station pal, Will Claxton, and partly because the boys' love of Lionel Electric Trains was kind of infectious.

In truth, Sarah would always be grateful to Will for having called to offer Phil support so soon after his layoff. Will said he was disappointed to have heard the news and thought Phil's layoff was unwise and unnecessary. Soon, around the house, "Uncle Will" was spoken of as if he were family. The Gallaghers trusted that the boys were safe when visiting "Clackety Claxton".

Next day at school, word got around about Sherman's fight with Terry Brewer. Many classmates were supportive. A few even called him a hero, but they hadn't suffered the painful beating.

Wally, ever proud to be Sherman's best friend, knew what it was like to be victim to Terry's bullying. He proposed everything from throwing rocks through Terry's bedroom window late at night to contact-cementing his street clothes together during gym, but Sherman declined, not wanting to "stoop to Brewer's level". His solution was that they had better things to do.

'Better things' was working on Sherman's Lionel layout after homework was done.

Sometimes the two boys would flip through their Lionel catalogs, bragging about what they had, what they wanted, and what they were sure they'd receive for Christmas.

Lately, they had been experimenting with track plans on Sherman's six by nine-foot tabletop pike. Now that they had a track plan, Phil was helping them scenic and finish the layout. He had spray-painted sky-blue backdrops and made a power console for the layout.

Wally had more than one reason for wanting to help build the layout. He had three. The dream of seeing his three engines rolling over a fantastic layout would soon be real. Wally owned a #2020 steam turbine that had stopped puffing smoke and needed a tune-up; a twin-unit silver and gray #2023 UP Alco which, unlike his turbine, ran very well; and a brand-new orange and blue #6250 Seaboard switcher, this year's birthday gift from his grandfather.

Sherman owned one long 3-unit diesel engine, a #2343 Santa Fe ABA twin-motor beauty with magne-traction and horn. In addition to three O-gauge passenger cars and a crack assortment of operating and non-operating freight cars, he also owned a gateman, two automatic coal loaders and an unloader, two crossing gates, two oil derricks and a semaphore signal. But it was Sherman's heavily-used #182 multi-purpose silver gantry crane which was the boys' favorite accessory. Like most of his equipment, the gantry crane had been bought with earnings from subscribers to his early morning paper route.

After dismissal that Thursday, the boys were leaving when they spied Terry Brewer hunching over a water fountain. Wally, with two inches and fifteen pounds on Sherman, was ready to defend his best friend's honor. But Terry's reputation as a boxer was well-known around the school. As they neared the fountain, Sherman cautioned Wally to take it easy.

Terry finished drinking and glanced up, raising his eyebrows and swept his hair back and smiled.

"It's Dough Boy," he said, then glancing at Wally, "and his right-hand man, Caboose Boy."

He gazed at the marks on Sherman's face from the pond fight without expression.

"You think you're so tough," Wally challenged, "but you'll find out that it takes more than a stupid boxing trophy to be a man, Brewer!"

"Oh, yeah, like as if you'd know?" came the reply, then, "You man enough to show me, Desmond?"

Terry Brewer stared at Wally malevolently, then promised, "I ain't gonna forget you two brave guys, not even when you're playin' with all those electric trains."

"What are you talkin' about, doface?" Wally demanded.

"Well if you don't know, Pud, why don't you ask your tire-tester friend, here?" Terry Brewer snarled. He turned and shuffled down the hall, muttering under his breath.

"What was he yappin' about tire-testing, Sherm?" Wally asked, as the boys punched open the latch-bars on the school door and trekked out into a blast of cold air amid lightly falling, powdery snow.

"Aw, your guess is as good as mine with that dork," Sherman replied, donning ear muffs and wrapping his scarf tightly.

"And to think I used to like him, too. My mom invited him to three of my birthday parties. He sure did turn into a first-class jerk!"

"Who cares?" Wally said, waxing philosophical.

"Ignore the ignorant! Tonight we get to tune in our buddy, the greatest railroad guy around, Clackety Claxton!"

Wally imitated the doppler effect of a diesel horn sound as it passes by, then the ding-ding-ding of its bell. They laughed heartily, walking quickly into the wafting snow and chilling cut of the north wind.

On arrival at the Gallaghers', Sandie was preparing to leave.

Sherman prodded until she promised either to give them a lift into Uncle Will's on Saturday or pick them up. As boots, gloves and coats came off, Wally received the usual polite invitation to dine with the Gallaghers. While Sarah made dinner, the boys tuned in Channel 11, readying for "Clackety Claxton".

For over two months, Will had demonstrated step-by-step how to finish a small layout in time for Christmas. On 'live' segments, he emphasized the ease and fun of experimenting with some scenery and detailing.

Will's humorous flair made it all seem pleasant and inexpensive. On camera, Clackety Claxton seldom missed a chance to extol the virtues of such wonderful product names as Lionel, American Flyer, Marx, Kusan, and more. For the 'canned' segments of his show, Will ran film and safety clips about real railroads while commenting simultaneously on mic.

"Clackety Claxton" began his penultimate Christmas show by displaying photos of popular midwest railroads, while highlighting typical cargos and destinations. Of course, Wally and Sherman were far more interested in seeing Will point out the specs of new Lionel locos or operating cars than learning about scenic touches or how many engines or passenger cars the real New York Central had.

But when the segment ended with close-up shots of some famous art which decorated many coaches of the Great Northern's "Empire Builder", Wally listened carefully. He wanted to be able to describe the frescoes and portraits inside the pullmans and club cars to his mother, an art teacher. Much of it had been painted by the famous cowboy artist, Charlie Russell.

Suddenly, on cue, Will glanced at his railroad watch, exclaiming in mock surprise, "Uh Oh! Loose Caboose! *Clackety Claxton* will be right back!"

While commercials ran, the boys were warned that dinner was almost ready. Sherman pleaded with his mother to let them eat in front of the TV. A deal was quickly struck to clean out the garage over the weekend, cold spell or not. With a minimum of complaining, the boys agreed. Wally volunteered to help with the clean-up. Sherman put out the cutlery as Wally quickly set up TV tables.

When 'Clackety Claxton' returned, Will launched into a spiel carefully crafted to bring joy to his toy train-loving viewers. House lights dimmed as he began his pitch alongside a small display of Marx.

Against a simple oval of O34-gauge track, the set lighting cast whimsical shadows. It made the two-unit Santa Fe diesel and its freight consist look very desirable. Slowly the train circled, triggering a Marx crossing gate and a flashing highway signal. Will mused on the scope and success of the legendary AT&SF while emphasizing the affordability and variety of Marx.

As a cheerily upbeat Christmas tune began, the cameras rotated to the right, zeroing in on a near-perfect winterscape showing lots of sparkly snow and ice. Off camera, the look of falling snow was being created by a stage hand sprinkling baking soda. Clackety Claxton had built and scenicked this four by six-foot American Flyer layout the previous year. Although just another oval of track, Will had dressed the pike with some subtle S-scale details plus operating signals. The trackwork had even been modified to disguise Flyer's outlandish ties.

A detailed mountain sported two of Will's excellent scratch-built S-gauge concrete portals which accentuated worn, smoke-stained rockface. Trackage spanned a plate-deck bridge over a frozen creek with a skaters' pond in the middle. Several figures had been reworked to represent frolickers. But it was the gorgeous chugging, whistling and smoking Flyer Hudson loco drawing three heavyweight passenger cars which brought the scene to life.



Up in the control booth, Clark Bogusky, the show's producer, was amusing himself and the viewing audience by flipping the view between two cameras. One was positioned at track level. The other camera was fixed about eighteen inches above the railhead. While Will's deep, pleasant voice promoted the virtues of American Flyer, the loco puffed around. Full-scale winter scenes like this were common in upstate New York and along the Hudson, Will mused.

Will promised one more toy train surprise, then commercials rolled. From the kitchen, Sarah Gallagher brought the boys whipped-cream cobbler which they gratefully launched into. Then, just as the Rice Krispie trio finished snap-crackle-popping on the screen, Will was back.

"Clackety Claxton" always saved his best sales pitch for last. With flair, Will selected Lionel items from a static dealer display upon which bubbling colored lights and glittering silver icicles were hung. Each locomotive, accessory, freight or passenger car he picked from the display rated a few words about the prototype's significance to the great American panorama. Almost as an aside, he declared amazement as to how Lionel could manage to bring most of the items in his hands to within financial range of so many typical American families.

Bells began pealing as the camera focused in on a concealed area showing only a pair of large, well-decorated Christmas trees. Lighting intensified at the camera's approach, and soon a glimmering passenger train, lit structures, and hints of scale scenery appeared.

A visual feast of tiny windows and reflecting surfaces twinkled and shone on a lengthy diorama, subliminally heightened by the distant bells, Christmas music and railroad sounds added in the control booth.

Clackety Claxton spoke in warm, friendly tones, entering the TV frame with a grand gesture. As the shot panned in on the long, imaginative diorama, his voice trailed off, letting viewers take in the sight. Only three feet wide, the diorama spanned thirty-two feet and presented an incredible visual - an enchanting balance of trains, operating accessories, roads and highways, grade crossings and figurines - all highlighted by sparse, realistic midwest-type scenery. A painted backdrop of a sparkling, starry night framed the scene.

At home, Sherman and Wally exploded into wild whoops, for in its early phase, they had helped Will construct the diorama's four detachable three by eight-foot sections in the dock area of the hobby shop! When Will's building and scenery techniques became too sophisticated and exacting for the boys to do anything but watch, watch they did. Now, while the Channel 11 camera cruised the exceptional display, the boys gleefully took ownership for having helped create such an inspired piece of modeling.

Trackage at one end of the mini-scape straddled a scratch-built warehouse and small illuminated oil refinery that accented two operating Lionel #455 oil derricks. Trackage then slipped through a hillside cut with winged culverts, passing through an 072 switch whose siding held three operating coal accessories, with two in motion. The camera glided onward, past fishermen with tiny rods dangling over a rural stream bank, past a dairy with two operating milk cars, concluding the run at a brightly lit multi-track terminal.

The scratch-built Grand Central-type station was fed by four six-foot lengths of track.

Engineless passenger consists lay in wait on two of the four tracks, with micro-travellers milling about. On another track, two REA express reefers sat coupled to a #622 Santa Fe switcher. Next to the express reefers were baggage handlers and scratch-built O gauge baggage carts replete with micro-luggage.

Beginning at the terminal, Will slowly worked his way back, referring to construction techniques demonstrated during previous episodes of "Clackety Claxton". When he arrived at the industrial end, a glossy red, white, and silver Texas Special F-3 AB diesel sat in neutral, coupled to an enchanting chrome-silver passenger set. On a signal from Will, an off-camera operator cut the track power, then gently reapplied it.

The five-unit passenger set, paced by one camera, slowly cruised the length of the diorama and approached the passenger terminal while the host brushed off "Uncle Will's" reduced price tag of \$60 in a flurry of superlatives.

Will carefully mixed in favorable comparisons of the cost of a wholesome hobby with other costs of maintaining a family. His pitch was meant to strengthen the image of toy trains as family-building fulfillment while weakening price-tag opposition. Will knew how effectively this could appeal to a sense of delayed gratification shared by many fathers, and he played to it.

Before closing the show in front of the two lavishly-decorated Christmas trees, Will posed with a young boy and girl, children of TV station employees. With Will's help and studio lights on full, the youngsters opened a brand new light Hudson passenger set while Will pointed to a slogan on the set-box flap which promised "Lionel - an investment in happiness".

Clackety Claxton reminded boys and girls of all ages to come to Uncle Will's Hobby Shop for the Saturday prize draw. Browsers could chance winning one of three prizes: a beautiful lithographed Marx diesel train set plus a choice of two accessories; an American Flyer smoking, chugging Pennsy steam loco and tender; or, the grand prize: three big new Lionel action accessories, including a pair of non-derailing O or O27 gauge switches and two uncouple-unload track sections. While the show's credits rolled, Will waved goodbye, suggesting that one and all plan their Saturday around a trip to "Uncle Will's".



"Clear!" boomed Clark Bogusky, *"Clackety Claxton"*'s rotund producer. Half the studio set lights went dead on a loud click. Will Claxton wiped his forehead with a hand towel and gratefully took the ice-cold soda offered him by his beaming producer.

"Nice show, Will," Clark offered, tugging at the neck of his black turtle-neck sweater.

"Boy, ya really took me back a-ways with that archive stuff we ran earlier in the show! Made me recall the time I took the Erie from Cleveland with a couple of college buddies. Met some incredible people."

His tone became conspiratorial.

"We started east for a day or so, then came back west. Transferred a couple of times, I remember, first to the B&O and then New York Central, I think 'twas. Beautiful long coaches all done up in that deco-style. Make you wanna order dry martinis all night long. Heh. All night long sounds about right, too, 'cos we had more 'n clothes crammed in our duffle bags, m'man! Whoa, mama! Got so wild, one of my buddies jumped train when it slowed down around Toledo. Didn't see him again for a month! Hah!"

Clark leaned in close and lowered his voice.

"Will, I'm standin' here and I'm testifyin' that without no shadow of a doubt, there's the trip I met some of the prettiest women anyone swingin' down outta the trees and walkin' upright ever laid eyes on!"

Will burst into a deep, throaty laugh as Clark gleefully went on.

"Lessee. Thirsty...got on the Empire Builder at Chicago, nearly drank Canada Dry."

"Uh-oh," Will responded, his eyebrows arching while pretending to sniff the air.

"Is there a pasture around here somewhere? I think I smell bull."

Clark snickered and went on.

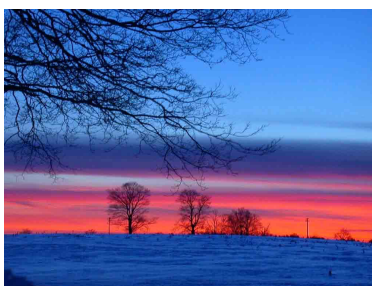
"Well, m'man, we may have tried to drink Canada Dry, but luckily..." Clark paused, "America still had a man named Johnny Walker."

They both snorted. Will kibbitzed with Clark, who continued to toss one-liners while Will packed away his rolling stock.

"Pal," Clark said, suddenly in earnest, "from the time I boarded my first pullman 'till I passed through the Cascades of Washington five days later, I musta rented ten different berths!"

At that, Clark erupted in a thunderous laugh. Before he left, the two arranged to meet for Chinese food.

Although some of the TV crew offered to help, Will preferred to pack the trains himself after each show. With most engines and some of the nicer passenger cars, that could mean re-wrapping them in Lionel paper, then liners, boxes, and even master cartons. It took time, but Will did not want it done by anyone working around dirty sets and greasy cables. Once all items were secure, Will asked two crew members to help him load the converted step-van for the trip back into town.



A narrow band of purple sky was dissipating as Will pulled onto the freeway. The sun had set, his stomach was rumbling, and he was looking ahead to meet up with Clark at Mr. Chow's. With one hand scraping the inside window of his van and the radio tuned to a melodic jazz station, he went back to the hobby shop first, to drop off his highly-regarded "props".

School passed pleasantly for Sherman and Wally the next day, except for a minor incident involving Terry Brewer. The Friday gym class was practicing box-horse vaults and spring-offs.

Coach Fraser had paired spotters, and as luck would have it, Sherman and Terry Brewer were paired. With difficulty they ignored each other for most of their stint, but as Wally approached the box spring for his vault, Terry lightly jostled the box-horse. Wally sprang. His thigh slapped against the padded brown Naugahyde top, but he landed on his feet.

"Nice goin', Brewer!" Sherman chided, muttering, "What a loser."

"Shut up, Dough Boy!"

Terry's chin jutted out and his face reddened in anger.

"I was just tryin' to fix it. The corner came off when Alex went over. Anyway, I don't see Wally cryin' over it. All I hear is Dough Boy whining."

Sherman's face tightened in anger as Coach Fraser stepped between the boys. Each got twenty laps around the gym, and the incident, with their sweat, soon evaporated.

After dinner that evening, construction began on the mountain for Sherman's layout. Phil sent the boys out to his shop to saw two eight-foot long 1x2s into various short lengths to support wire screening. Once Sherman had braced and screwed in wood supports, Phil, wearing heavy gloves, crumpled metal screening to form mountainous terrain. After the boys tacked it in place, Wally got to dip newspaper strips into a paper-mache solution to lay over the screening. Phil and the boys were so engrossed with having gotten this stage of the pike started that they totally lost track of time. When Sarah Gallagher reminded them that 'Uncle Will's Hobby Shop tomorrow means a good sleep tonight', all three reluctantly stopped.

In a twinkle, after Sherman turned off his bedside light, his eyelids, heavy in images of Christmas closed so tightly they might have been north and south poles of a magnet.

Within seconds, he fell into deep sleep. Swirling images of a snowstorm danced in front of his eyes. He was standing in front of Uncle Will's Hobby Shop. Sherman squinted through stinging snow into the

store's iced panes to see Will, laughing animatedly and bantering with...No! How could this be?...Terry Brewer! And Terry was holding a gray and maroon Lackawanna FM diesel in his hand and brandishing it as if it weighed nothing! Sherman felt rising rage. Brewer was cradling what should be his, and Will was treating Terry as if he were...an insider, or worse - a friend!

Sherman found himself pushing violently against the large glass door. It opened easily. As he entered, Will glanced up, barely acknowledging him, then resumed talking to Terry. Then it happened. Terry turned and slowly, deliberately, offered the treasured loco to Sherman, taunting him.

Sherman's heart raced. He could take no more. He looked for something to throw at Terry Brewer. He spied a long, thin, metallic object on the floor, looking like a large nail. Sherman grabbed it in his clenched fist and rose to face Terry Brewer, but...suddenly, there stood Wally outside the shop, pounding on the store window and yelling at Sherman to 'stop, please stop'!

Sherman was completely confused. Wally pointed frantically. Sherman turned around just in time to see Terry preparing to smash him over the head with the Lackawanna Trainmaster. A bloodcurdling yell from somewhere and...

"Sherman! Sherman! Shermie! Wake up, sweetheart. You're having a nightmare."

The light was on and his mother was there, holding him tightly and stroking his head.

"Are you okay, my love? No more potato chips and Coke before bedtime for you!"

His pajama top was warm and damp. His breathing began to slow. For a minute or more, the boy let his mother hold and reassure him.

"Mom," Sherman finally asked, "Do you think...is everybody...kind of a bad person?"

"Why, no, sweetie," she whispered. "Did you have a dream about bad people?"

Sherman laid back, staring at the ceiling when Phil Gallagher called out loudly.

"Sarah, what's wrong with Sherm? Do you need me?"

She replied, "He's alright, Phil, just a bad dream."

Sarah tousled her son's red hair, smoothed his forehead and said, "Now, you put whatever upset you right out of your mind and go back to sleep. Tomorrow's Saturday. Hobby shop day, sweetheart. You need to be rested, okay? Goodnight, Shermie."

She kissed her son on the forehead and left, leaving the light on.

Sherman laid there for several minutes, staring at the stucco ceiling, thinking.

Late next morning amid high spirits at Wally's house, the boys finished two servings of waffles and fruit salad with whipped cream. While Mrs. Desmond stacked the breakfast dishes, the boys pored over Wally's extensive football card collection. Before Wally's mom left them to shop, she told Wally to be home by five-thirty that afternoon.

Wally pled that Clackety Claxton's big prize draw might not be held until after four p.m., but his mother would not be swayed. Getting home by five-thirty meant they would either have to find a ride home from Uncle Will's after the end of his big draw, or they would have to leave early enough to catch a bus home. That meant that they would likely miss the draw.

The boys decided to walk to Sherman's to try talking Sandie into a ride downtown and back. Besides, they could work on layout scenery while they waited for her ride. But, as luck would have it, when Sandie returned just long enough to change and leave for her boyfriend's, they gave up and walked to the transit stop.

Almost sixty minutes later a bus let them off two blocks from Uncle Will's Hobby Shop. It would soon be three o'clock, the Minneapolis winter skyline was already turning pinkish-orange, and Sherman's new galosh buckles were making a tinny clinking sound which irritated Wally. As they walked, Wally fixed his gaze skyward to keep his mind off Sherman's galoshes.

Tall buildings blocked direct sunlight to the street, making the air feel chillier here than in the suburbs. Several thick chimneys issued wispy streams of smoke which rose straight up, shriveled, then dispersed in the frigid temperature.

Wally was a full stride ahead of Sherman's noisy boots when they arrived at the hobby shop. Both were surprised to see a new neon window sign. Small, bright orange letters stated "*Home of*", while a solid beam of large white script proclaimed "***CLACKETY CLAXTON***".



The window display layout was finally up! It consisted of two simple, well-presented ovals. An American Flyer maintenance-of-way consist led by double-headed Texas and Pacific GP-7 diesels circled the inside, while a smoke-puffing O-gauge Lionel Hudson passenger set made passes directly in front of Will's front window.

On a stool next to the window, a young engineer alternately sped up or slowed the trains, occasionally blowing the Hudson's whistle. The intense expression on his face broke into a wide grin with every press on the LW transformer's orange whistle button.

Next to him on another stool, a slightly older native Indian girl managed a span of straight track meant to demonstrate operating freight cars and accessories. Her task seemed to be putting the operating cars through their paces. Whether unloading or reloading milk cans, cattle, logs or coal, her serene face rounded out in innocent bliss.

Wally and Sherman stood in the for cold an extra moment, admiring it all. Then Wally noticed a photo exhibit behind the new neon sign presenting 8x10's of Will with various celebrities. Most of the photos were autographed. Sherman glanced at it quickly, then went inside.

Wally lingered. Many of the names and faces he recognized, like William Bendix, Don Newcombe, Patti Page and John Wayne. But most impressive to Wally was the photo of his hero, Gene Autry. Wally had begged Will to show him the autographed photo of Will and Gene Autry breakfasting at the Brown Derby in Hollywood in 1950, and now here it was - on display!

Suddenly a commotion went up in the store. Wally was missing Clackety Claxton's first prize draw!

He entered in time to see a young girl claim third prize, the lithographed Marx diesel freight led by a Kansas City Southern A-B diesel, plus a choice of two Marx accessories. Her younger brother was in ecstasy. She kept having to assure him that when they got home, he could play with it, too.

As the crowd buzzed, the girl's delighted mother signed a release paper while gushing to Will about how much her family loved to watch "Clackety Claxton".

Will, resplendent in his trademark railroad hat, overalls and red hanky, was in his element playing the benevolent spirit while exchanging niceties with the girl's mother. He sported a smile so wide and proud an onlooker might have mistaken him for the little girl's father.

A few minutes later, Will clanged a mallet on a Pere Marquette warning bell he had rescued from the scrappers, announcing that the second prize draw would be in twenty minutes. He reminded those milling about that they could enter once for free, but after that, each entry would require a purchase, however small. Several patrons began buying up Plasticville or single pieces of track or any cheap bargain just to stuff the draw barrel with their hopeful entries.



Business was brisk and improving by the minute. Since opening at 10 a.m., Will's regular staff, plus two hired extras, had sold over fifty Lionel, Marx, and American Flyer train sets, several locomotives, cartons of freight and passenger cars, and several pounds of track and accessories.

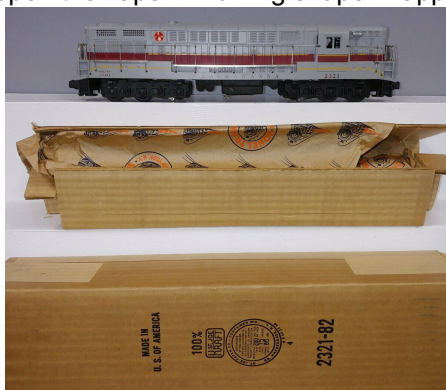
Sales for Marx were so strong that Will had run out of stock and begun recommending other Twin City locations managed or staffed by people he knew.

American Flyer sales were everything he was hoping for. Flyer's two-unit orange and black specially-created, specially-priced Texas and Pacific diesel sets like the one circling in "Uncle Will's" window had sold out early. This pleased Will, as he had ordered thirty Texas and Pacific twin diesels sixty maintenance-of-way cars from Gilbert to make up his own "Uncle Will's" in-store special sets.

Soon he was down to his last made-up Flyer set, the one operating under his new neon sign. When a determined grandfather offered Will ten, then twenty, then thirty dollars over sale price to part with the last set, he paused. Will's intention was to run the colorful Flyer window outfit until nearer day's end but relented when shown a photo of the grandson. He sold the set without taking the bribe.

Meanwhile, Sherman was busy ogling a collection of newer and older Lionel locos which had been appealingly staggered inside a large glass display counter. When he overheard a pipe-smoking man in a beige trench coat requesting to see a Lackawanna Trainmaster diesel, the boy perked up.

While Will reached under the counter where his most expensive locomotives were stored, Sherman pressed up closely to the glass case. Up came a long, sealed box. Will took a gummed razor blade and sliced across the box's end to open the flaps. A hulking shape wrapped in tan Lionel logo paper lay veiled



inside its corrugated box liner.

Out it came. Sherman's eyes were nearly popping in anticipation. He squeezed in so close that Will had to ask Sherman to give the gentleman some breathing room. The man relit his pipe, winked and smiled at Sherman, relieving the boy's embarrassment. But when the man's attention returned to the diesel, Sherman pressed in as close as he dared.

Will unwrapped the Lionel logo paper from the engine carefully, keeping the wrapper pristine. The trench-coated man puffed in admiration at the massive Lackawanna loco. Its look combined elegance with brute strength. Quality shone out from its rich, gray-painted roof, through the maroon band and scooped striping, right down to the massive six-wheel trucks. The man put down his pipe in an ashtray, picked the locomotive up by the trucks and scrutinized it carefully, saying little, but clearly impressed.

A number of times he scanned the locomotive, paused, then with a smile asked Will, 'How Much?' Each time Will dutifully replied, '\$39.95, Sir'. It seemed the man expected Will to tire of the question and have no choice but to drop the price. Finally, the man laid the big diesel gently on the counter, took out his checkbook and began figuring.

Sherman leaned over top of the diesel, catching a pleasant scent emanating from the locomotive. He sniffed the aroma deeply. The scent, from inside the engine, seemed strongest around the open grillwork on the Trainmaster's roof. As Will rung in the sale, Sherman sniffed deeply again. When he felt a soft poke in the back, he turned around, straight into the grinning face of Terry Brewer!

"Hey! Are you that hungry?" Terry joked, with a gleeful glimmer in his eye.

"You don't need to eat the train, Dough Boy. I got a sandwich in this here bag you can have."

"It's you! Brewer!" came the reply. "What're you doin' here?"

Sherman was stunned. For a moment he lost interest in the Lackawanna diesel. He scoured the crowd for Wally, who had already spied their classmate. Wally pushed through the crowd to Sherman's side, ready for trouble.

"Hey, it's Caboose Boy, too," Terry said, grinning at Wally.

"I figured you mugs would be here today. Well, I'm here, too, but I'm the guy who's gonna win the big

prize. I got my lucky longjohns on, and my Lakota grandmother talked to some elder guy in her tribe - I don't know about any of that junk, mind you - but anyways, see, this guy's on my side and that means that I'm gonna win big, so you two very young lads don't be too disappointed, OK?"

The Pere Marquette warning bell rang again. People quickly gathered around the wooden contest barrel, stuffed with several hundred entry slips. Will called for the crowd's attention.

"Now, ladies and gentlemen, boys and girls, it gives Clackety Claxton great pleasure to announce that we have someone special with us today. A famous, very talented, very beautiful, and I'm proud to say - a longtime friend of mine - is in town, lighting up the stage in a Broadway musical."

Will gestured to a pretty, ruby-lipped lady in a full-length silver fur coat and added, "I'm delighted that she consented to be brought here today to draw our next winner."

"So, please welcome a genuine American movie star - the world famous Loretta Young - to our Twin Cities and to Uncle Will's Hobby Shop."

Amid cheering and generous applause, Sherman crinkled his nose, looked at Wally, and asked, "You ever heard of her? I haven't."

Wally ignored the question. His eyes were on the revolving barrel.

Loretta Young laughed at something Will whispered in her ear. Now she smiled warmly at the crowd, stopped the barrel, reached in and withdrew an entry, handing it to Will.

"Thank you, Loretta. Your performance in 'Pygmalion' last night was stellar!"

Then he trumpeted, "Clackety Claxton announces the next winner is Bobby Vargo of St. Paul."

"Yow!" came the exclamation from somewhere in the throng. 'Nuts', muttered Wally.

The sparkling eyes and ecstatic smile of Bobby Vargo was testimony to toy train magic. Minutes later, the ecstatic boy was at the storefront door bear-hugging his new boxed American Flyer loco and tender set. Still at the till with Will and more concerned with reality than magic was his father. He signed the prize release, then asked Will to select complimentary items for his son's prize. Wally, Sherman and Terry watched Mr. Vargo settle up for a transformer, some Plasticville, trackage, and three chestnut-striped silver passenger cars.

Scant seconds after the father and son had paid and left, Will rang in the sale. In an instant, he realized he hadn't provided a power-lockon and wiring packet. Sherman was standing closest to the cash register. Will politely asked him to run quickly to their car and give them the packet.

Out the door, Sherman craned right and left. Far down the block, the Vargos were getting into a two-tone Mercury sedan. Sherman took off at once, shouting intermittently.

Back at the cash register, Will sighed aloud, "Darn it!"

Quickly, he looked up again, this time finding Terry Brewer in his sights.

"Son, would you please run and ask that Vargo boy's dad to come back? Looks like I overcharged them for the three coaches, too. Too much going on, I guess. Thank you, son. I gotta make the last draw."



Like Sherman, Terry Brewer glanced right first, then left. Half a block down, he heard Sherman yell to the Vargo's. Their car was running, and it sounded like they were about to pull onto the slick, dimly lit street. Terry ran as fast as his young feet could take him.

Like Sherman, Terry Brewer's mission was to intercept the people who had won the American Flyer prize. But Sherman, now hidden from Terry's line of sight by increasing darkness, was preparing to dash across the street to stop the Vargo's in time.

A horn blew just as Sherman, poised and about to leap over a snowbank in front of a parked van, became clearly visible.

Terry saw that if Sherman jumped at that instant, he would be in direct line of an approaching car whose headlights had not yet been turned on.

Speeding up, Terry's instinct was to yell, but Sherman's real name wouldn't come. He had called Sherman 'Dough Boy' so often that instead of yelling, he panicked.

The oncoming driver hit the brakes and horn at the same time, just as Sherman's foot leapt from the top of the snowbank.

Terry Brewer dived while running, arms outstretched, tackling Sherman just below the hips. Both boys rolled down the snowbank and skidded against the heavily-sanded edges of the street and curb, cutting and bruising themselves. Mere inches away, sparking, studded tires rolled by. The driver rolled his window down and swore loudly at the boys.

Sherman winced, then jumped up and threw a punch at his tackler, barely missing.

"What are you doin'?" wailed a shocked Terry Brewer, his face contorted in pain and confusion as the crowd caught up.

"You're crazy, Dough Boy! I always knew it! You're crazy!"

Sherman, shaking uncontrollably, yelled at Terry, "You were tryin' to kill me! You were gonna push me under that car!"

His pupils were enlarged, his voice shrill. Terry stood there perplexed, his jaw slack, mouth open, exhaling short, frosty gasps. Both boys were bleeding at hands and wrists.

Wally led the pack running toward the boys. He grabbed his friend by the shoulders and exclaimed, "Sherman, you doze! Don't you know - didn't you see? If it wasn't for Brewer, you'da been mush! Geez!"

Wally brushed snow and dirt off Sherman while Terry Brewer pulled a piece of gravel from his bleeding left palm.

"It's unbelievable, Sherm! It's incredible! Here I'm comin' to tell you that you just won the big last prize, and you nearly get killed on me!"

"What?" Sherman said, in too much pain to drink in his 'big win'.

More footsteps caught up. Three boys and two girls, parents and two onlookers were hushed, asking each other what had happened.

Will Claxton reached out and took Sherman's hand.

"Are you okay, son?"

Concern on his face showed as he assessed both boys. Sherman assured Will that except for a couple of scrapes and cuts he was alright.

Will turned his attention to Terry Brewer. After a once-over, his concern turned to relief.

"I never should have sent you, either of you. My mistake. I even had the Vargo boy's telephone number on his entry form. Well...well, except for the cuts, it's over and thank God, you're both okay."

Sherman's terror was waning quickly. Somewhere inside him, something began to shift. His breath became shallow for a few seconds. He glanced at Terry Brewer, then Will.

"Will...I - I guess that he...he was tryin' to help me. I...I thought that he was tryin' to do me in."

Shame poured over Sherman. He averted eyes.

Will smiled and put his arm around the boy's shoulder, turning Sherman to face Terry Brewer. He said, "Well, stuff happens, but now maybe you can thank this boy for risking himself for you."

Tears began streaming down Sherman's cheeks. He could not face Terry Brewer. Instead, he turned to Wally as he sniffed, brushing tears aside.

"Wally, Remember when Terry first moved into our neighborhood and we were friends for a while and then we started fighting him and he beat me up? Well - I had to get even, but I guess what I did was sorta rotten."

He continued after a long breath.

"Um...well, I wedged a big nail under his dad's car tire, and - Sarah Hall - you know, she lived two doors down - she told me a tire blew. It was me who did that, Wally, it wasn't you - you know, and you got blamed for it. I never said nothin'. I'm really sorry."

But the anger and rejection he believed he deserved did not come.

Wally shrugged. "Ahh, I did something like that once. Blamed my little brother. But...well, maybe you should say somethin' to Brewer."

Sherman began a distressed apology to Terry Brewer for the tire puncturing episode. In shame, he stared at the ground while an ache the size of a grapefruit grew in his throat.

He tried to speak but could only sob. Terry told him to breathe deep. Sherman looked up, apologizing again for misunderstanding that Terry's tackle was an attempt to save him from the onrushing car that he didn't see coming.

Terry began to feel both awkward and sorry for Sherman at the same time.

"No big deal," Terry Brewer offered, "I'd do the same for a friend! Hey, Dough Boy, maybe we can be friends after all, eh?"

Sherman flinched for a second, smiled and nodded.

The hobby shop, now approaching closing time, was full-to-bursting with excited youngsters and exhausted parents looking for gifts in a certain price range.

Many parents had brought sons and daughters to see "Clackety Claxton" in person and to get a better idea about what was affordable. Will re-entered the warmth and bustle, hanging up his fur-lined parka as the street crowd and the three boys returned. Will rang the Pere Marquette bell for a final announcement.

"Boys and girls, ladies and gentlemen, Clackety Claxton's last and best prize, the all-new accessory package by Lionel was won by the twice fortunate Sherman Gallagher.

"He wins this wonderful model, the re-engineered Lionel gantry crane, plus the new scale-length automatic milk car, this rotating Lionel beacon, two special 0-gauge uncouple and unload tracks and a pair of 0-gauge non-derailing switches. Now, please, folks, give yourselves a big hand for being here and being part of this wonderful day!"

Polite applause, a couple of whistles, a soft boo, and a sigh or two of disappointment could be heard above the din.

Will raised his voice once more.

"Also, I especially want to recognize a young man who, it appears to me, risked himself to save a special friend today." Will turned and gestured toward Terry Brewer.

"I'm personally thankful to him. I would have had a heckuva time explaining to the other boy's father, a good friend of mine, why his only son ended up thin as a pancake in front of my store. So, thank you, young Mr. Brewer. Clackety Claxton also thanks our TV audience for coming out today, too. And I really do mean this - Merry Christmas! Everyone!"

This time there were cheers and applause. Some strained to see who the young hero was.

Uncle Will's two cash registers rang up sales as fast as clerks could add and multiply. Orange and blue or yellow and blue toy train boxes seemed to be flowing through tills like weekend skiers through a Bunny Hill gate.

Will, responding to requests for 'Clackety Claxton!' bounced from register to register to meet fans, answer questions and make gift suggestions. Some of the crowd began to disperse for home, while some left to continue shopping elsewhere.

Wally seemed to exhibit more excitement about Sherman's win than Sherman, who stood aside a cash register, an intense expression on his face. A pretty young blonde clerk who Wally kept staring at brought Sherman's prizes to the counter to validate his prizes.

Sherman asked Wally to guard them for a moment. Wally, spying the pretty clerk returning with the last item, broke into a toothy grin, and in an overly dramatic tone suggested Sherman should take his time.

Terry Brewer stood quietly by the window display, watching smoke puff from the smokestack of the Lionel Hudson as the passenger train swept by. Inside, on the American Flyer loop, a chugging, whistling Union Pacific Northern freight had replaced the Texas and Pacific GP-7 in-store special set. The preoccupied spectator was startled to hear his name.

"Umm...Terry," Sherman began, "I...I really do want you to know that um...I think what you did today was actually probably pretty great, and...I'd be really happy if you...well, I'd feel good if you'd let me...please...give you the big prize...just as a way of showin' you that I'm not such a horrible guy, okay? I'd like to, honest. Anyways, you know I've got lots of Lionel stuff at home."

Terry Brewer didn't speak, trying to gauge what it all meant. He brushed black hair back from his eyes and regarded Sherman.

"Thanks...anyways, but that stuff won't do me no good. I don't have no trains, Dough Boy. But, you know...uh...thanks anyways, okay?"

A few paces away, Will was replenishing stock and quietly listening in.

He temporarily laid aside a master carton of operating milk cars, another 'special', moving in closer.

Pretending to fiddle with the wiring on a demo transformer, he suddenly grunted, "Ow! That one was live!"

He winked at the boys so they would know that he was joking, then he turned to Terry.

"Son, I have a part-time job coming open for someone about your build. I need a strong boy to work a bit on weekends and maybe once in a blue moon after school. It might be fun and there might be a time or two I'd get you to run trains out at the TV station for me while I'm doing commercials. The pay's not bad. The extras are great. Just to get you started, let me show you what I mean."

The three boys tagged behind Will, now whistling loudly, as he passed through the swinging doors out to the loading dock where an older Lionel dealer display sat ready for crating.

Will removed a #2025 Pennsy steamer and whistle tender from their orange and blue boxes and inserts, placed them on the track, and coupled them to a dark brown #6457 lighted caboose.

He plugged the ZW transformer in and suggested Terry try running it. Terry cast a glance to Sherman, as if waiting for approval. Tentatively, the boy pushed the right paddle forward, and the Pennsylvania loco's siderods sprung to life. Around and through the mountain, under an overhead loop and through automatic grade crossing signals the smoke-puffing engine and tender raced away, caboose in tow.

Will told Terry to push the whistle button. When the two-tone whistle blew, Sherman and Wally grinned at seeing Terry Brewer's face light up in a way they had never seen. The train ran unabated for a few moments, then Will asked Terry to bring the little Pennsy puffer to a halt.

"Now, son, that's a start, the engine, tender and caboose, that is. I'll get you a nice little #1033 transformer, plus a bit of wiring and track to get you rolling. The rest is up to you to earn, but I hear you've got a few choice accessories now, hmm?" Will winked and slipped away.

Suddenly Sherman felt emboldened.

"Hey, Terry, you could bring those accessories over to my place to see how they'd look on a big layout...if you wanted to...I mean, you know, just until you get enough cars and track and all that. I mean, well, I'd really like it, if, you know, if you could stop callin' me Dough Boy...that'd be great too, okay?"

"Okay, Sherman. It's kinda like this, see? I guess maybe I just been jealous that you and Wally pretty much always got dough in your pocket to go buy anythin' you want. So, to me you're Dough Boy, but...okay, I won't call you that no more, okay?"

Wally and Sherman looked at each other. First Wally, then Sherman, burst into laughter.

"Hey! What're you two laughin' at?" Terry demanded.

Sherman smiled at Terry and told him to relax, that it was nothing, nothing at all.

Wally slapped Terry on the back affectionately and told him he figured they were all going to have some great times together.



"Boys! Come out here, please!" Will's voice boomed. As they came through the loading dock doors, Sherman saw Sandie with her boyfriend. She sat on a stool, holding his hand, next to Will.

"Sherman," Will said, "your sister's here to pick you guys up and she said she'd give Terry a lift, too, but before you go, I've have a piece of new, but broken Lionel equipment. It's useless to me, but may be

useful to you, that is, if you're willing to share it with your friends, here. But it has to stay on your layout."

"Really?" Sherman exclaimed. "Thanks, Will! What is it? Hi, Sandie!"

"Well, it's one of these Lionel Trainmaster diesels." Sherman's mouth opened wide.

Will had an exaggerated frown on his face as he declared, "It must have been shipped broken. I'm pretty sure it runs like a new loco, and it's a darn good-looking piece of equipment, but in good conscience I don't think I could sell it damaged like it is. But, I'll lay dollars to donuts that maybe you can make use of it, hmmm?"

He opened the flaps and slid the Lackawanna Fairbanks-Morse diesel out of its liner and unwrapped it.

Wally looked at it, part awe and part skeptical, and said, "Is it fixable, Will, or is it hopeless?" All three boys were agog at all sixteen and one-half inches of the handsome, twin-motored diesel loco.

"Try to remember this, son," Will replied, smiling warmly at Wally.

"Nothing, and I do mean nothing, is hopeless. If you remember that, you'll be the guy to give the other guy and yourself a big break when you need it most. Thought your new friend here was hopeless, didn't you? And I'll bet he thought the same. Could be the three of you learned something important today."

Will squinted, turning the diesel over for a few seconds, then held it end-to-end for inspection.

"You see this? The rest of this locomotive's fine, but these darn cracks at both ends make it real hard for an honest man to peddle the engine off for retail."

Sherman squinted hard to see the cracks. Will indicated the problem was at the front and back of the locomotive, but Sherman didn't see the cracks until Will indicated where the screws held the body to the frame. Two hairline cracks at each end was all he could spot.

"So, boys..." Will cautioned as he wrapped and re-boxed the locomotive.

"One catch to this, and I mean it! Don't go bragging about this, or Clackety Claxton will regret having done it. Got that?"

He winked at Sandie. "And, Sherman...tell your dad I wish him the very best, alright?"

Sandie Gallagher's pretty green eyes sparkled in the realization of what Will was up to.

With a warm smile, she came off the stool, reached up and gave him a long hug, whispering, "Merry Christmas, Will. I just hope you know how our family will always feel about you!"

Heavy snowstorm clouds were moving in as Will locked and bolted his shop front door.



Leaving the exterior Christmas lights on, Will admired his new neon sign, then flipped the 'Open' banner to 'Closed' before the thought of relaxing washed over him. He clucked and chuckled at the mess on the street in front of his shop. 'Later,' he thought.

At a circuit breaker, he closed some of the mains and cut the store heaters.

Will strode to a dark corner near the swinging doors and retrieved a silver thermos which he had slipped under a counter after returning from lunch. It held just enough still-steaming eggnog to synthesize some rum in a flask he had stashed away for the end of this long, special day.

Whistling "Somewhere" from 'West Side Story', Will brought up his prized Lionel Western Pacific F-3s from their locked counter. Stashing the rum flask into a side pocket of his railroad jeans, he balanced the thermos on top of the Lionel master carton. Then, holding the thermos steady against his chin, he carefully picked up his bounty. A well-placed kick split open the dock doors as he entered whistling, into the starkly-lit shipping and receiving area.

The dock lights came on, the rum and eggnog seemed to pour itself, and Will quickly reached a carefree state of relaxation, content for now and more relaxed by the moment.

Drinking in the beauty of scaled-down, stress-free worlds, Will cruised his twin-unit diesels over an uncrated dealer display while sitting in a high-back stool. Twice he wandered into the front of the store to scour shelves and return with an engine and new or used passenger or freight cars in his hands.

Orange and blue boxes began to dominate free space around the displays. But the apple of his eye, the flawless silver and orange Western Pacific F-unit diesels continued to be the favored motive power.

Will considered the prototypes to be the embodiment of modern diesel technology in railroading.



Lionel's F-3's, like the prototypes, were sleek and powerful, nearly impervious to the payloads he coupled to them.

Will Claxton, mellow and somewhat transcendent, sunk back against his chair. He yawned and his eyes fluttered. He felt good. He felt almost...free. He imagined himself a hobo, unafraid to leave the familiar behind; a hobo, free from a past forever fused to his present, gliding toward someplace new.

A hazy landscape, a landscape laden with buried feelings and truncated potential, began to loosen and fall away by degree, much as a familiar landscape slowly falls away from a passenger speeding toward some new destination brimming with possibility.

Steel wheel flanges sang, click-clicking, click-clicking over gaps in the rail, pulsing in sync with the clockwork of his own resilient spirit. The resonant, cool bite of wheel on rail, the steel wings of an era of great expectation, was the only sound to be heard.

Rhythmic movement. Serenity...He breathed deeply, his eyes fought to focus...

Through the skylight glass of the Zephyr's domed lounge car, Will Claxton stretched out, smiled, and gazed up into endless blue sky. This streamliner was wending its way far west, and he was witnessing the spare, subtle way that grassy summer meadows lengthen into rolling hills. Those same foothills soon gave way to moss-tinged, craggy mountains from which gushing, snow-driven sparkling streams issued.

On and on the train rushed over bridges, brooks and chasms, boring its way through young coastal mountains - vast distances folded into just a twinkle of time.

In the same instant, his view was launched hundreds of feet into the sky above, where he could gaze down from some place on high.

In awe, he looked down onto the shimmering, sun-glinted beauty of a long passenger train. His train.

In that moment, he gained the master's panoramic vista and beheld with clarity the slow-gliding, concurrent coach-needles of the silvery Zephyr threading their way deep into the valley's lush green summer broadloom.

Suddenly the horn blared. A few seconds later, a conductor called up from the lower deck.



'Where does the *time* go?' he mused.

Quickly now, the earlier, bright hues of day began to lengthen and soften into early evening. It was as if a celestial artist had water-colored the rays of fading sunlight with an immense, elongated brush dipped into an infinite supply of summer pastel.

'There's just not enough time', he answered himself, watching the scenery blow by his vista-dome coach. He fixed his gaze on a stretch of blacktop which running parallel to the Zephyr's roadbed.

By degrees, an approaching town announced itself as his train slowed imperceptibly. Cars and trucks, police cruisers, junkyards, cyclists, and industrial parks began to give way to small businesses and houselights which grew denser in the darkening daylight. He yawned, recognizing the approaching town and a familiar railyard.

Nearing his station, a singular man in a domed coach rallied against exhaustion.

Moved to possess fully this one exceptional moment, he allowed himself to conjure and linger on a blissful but sad memory.

He could almost hear her gracious, gentle laughter, her sigh; could almost trace her lightly-scented hair against his shoulder and feel the way her lovely face nestled warmly into his.

Where would she really be, now? Funny how, even after all this time, he remembered the parking lot better than the hospital itself. Faintly, someone coughed as a child moaned. Was that the train conductor calling out again?

On sped the Zephyr. Its deep, throaty horn blared through a ringing grade crossing. The flashing train signal lights seemed to attack and retreat instantly from view, while captive, impatient motorists surrendered to forces more powerful than the mere will to arrive.

Quickly now, the drifter was returning. A feeling inside, one of deeply-placed energy, a buoyant quality which seemed to have been fading for such a long time, was still there, was still alive. He wiped something from one eye and smiled.

A prosperity of spirit - one which placed songs on a whistler's lips; prosperity enough to care for others without expectation - was renewed, because once, his great fortune had been to know well and love deeply a superb teacher and loving partner - a most unusual, most singular woman. He rose.

Standing in the vestibule seconds before the brakes of the Zephyr squealed to a halt, he looked out and drank in the beautiful royal blue hues of a perfect California summer sunset.

Then, from the bottom vista-dome step, his foot lightly touched down onto the frigid concrete of Minnesota winter, where reminiscences of sweet, shared nightfall converged with stark, cool-blue light and shadow of a loading dock and one empty thermos.



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