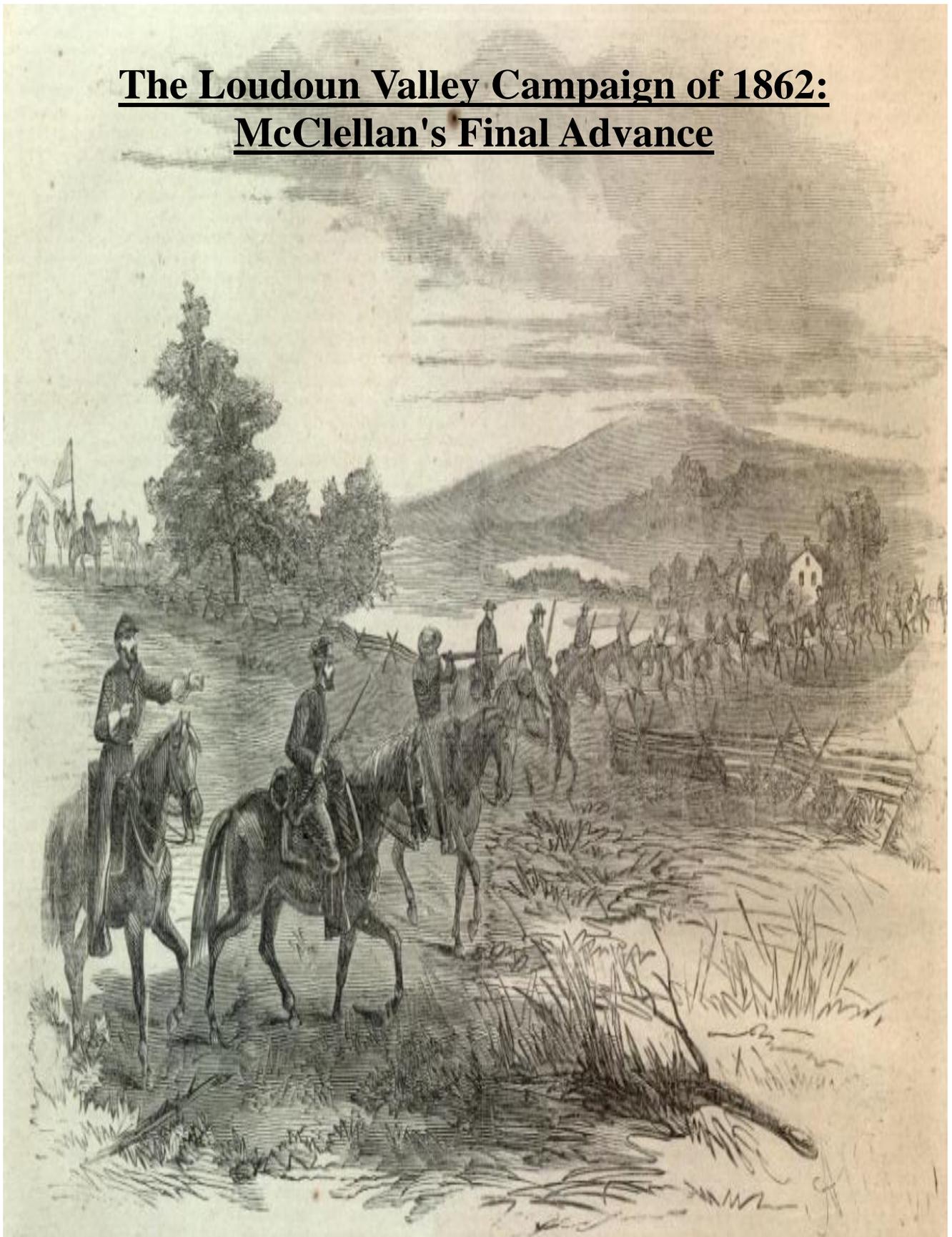


The Loudoun Valley Campaign of 1862:
McClellan's Final Advance



Acknowledgments

First and foremost, I would like to thank the Board of the Save Historic Antietam Foundation for accepting my research proposal for the Dr. Joseph L. Harsh Scholarship Award. My topic, the Loudoun Valley Campaign of 1862, is a bit outside the usual range of research for the Maryland Campaign, but I believe my research will add a great deal to understanding the ramifications of the stresses placed on the Army of the Potomac by the Maryland Campaign, as well as the herculean efforts made to rebuild the army after those bloody days in September.

My friends and colleagues Dr. Tom Clemens and Kevin Pawlak were instrumental in encouraging not only this line of research, but for applying for the Harsh Scholarship. I am indebted to their support and advice.

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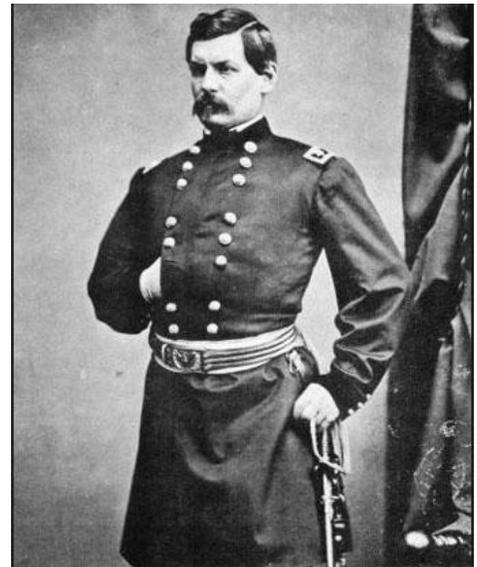
My most sincere thanks to you all, this project would not have been possible without you.

All images included in this project are public domain from the National Archives and Library of Congress or taken by the author himself. The image of "Grimes" Davis was provided by Sharon Murray. The maps are from David Lowe's 2008 National Park Service study of the Loudoun Valley, *Civil War in Loudoun Valley: The Battle of Unison, November 1-3, 1862*. As well as the Civil War Daily Gazette.

Following the titanic fighting at Antietam Creek and the bloody exclamation point at the end of the Maryland Campaign, the Battle of Shepherdstown, both the Army of the Potomac and the Army of Northern Virginia were in need of rest and refitting. The next five weeks saw to the needs of both armies, though neither would recuperate as fast or efficiently as their respective commanders would have preferred. The Army of the Potomac in particular was plagued by delayed supplies and misunderstandings with the War Department that stretched the patience of both Washington and the army headquarters of Major General George B. McClellan. Adding to this period of rebuilding were aggressive actions by the Confederate cavalry and a visit to the Union Army by President Abraham Lincoln himself. This concoction of military necessity, political pressure and Confederate guile, set the stage for a campaign that while promising at its offset, has been generally overlooked in most studies of the American Civil War. The Loudoun Valley Campaign of 1862, also occasionally referred to as McClellan's Second Virginia Campaign, saw a re-forged and strengthened Army of the Potomac once more advance south, maneuvering to place itself between Robert E. Lee and the Confederate capital at Richmond. How this campaign was conducted, the intrigues that occurred during it and its results had a far greater impact on the war, and how it would be waged, than its mere thirteen days would seem to imply. At its abrupt conclusion the Army of the Potomac had lost its most controversial commander and would soon be headed towards its most one sided defeat.

After the Bloodiest Day:

With the repulse of the first Confederate invasion of the north both Union and Confederate forces looked to the Potomac River as a border that needed to be secured. For Robert E. Lee, his initial impulse had been to continue the campaign and gain a crossing point on the Potomac to move back into Maryland. To do this he sent Confederate cavalry and infantry under Major General James Ewell Brown (JEB) Stuart along the Virginia side of the Potomac River to the Williamsport crossing on September 19th, there the Confederate cavalier and his support succeeded in driving back Federal pickets and securing the crossing. The continuation of the campaign was not to be however as Federal troops returned on the 20th in force. Stuart and his mixed command succeeded in returning to Virginia unharmed,¹ but the Potomac crossing points were quickly being blocked by the various elements of the Army of the Potomac.



It was the IV Corps division of Major General Darius Couch, along with support from Brigadier General Alfred Pleasonton's cavalry that secured the Williamsport crossing. That same day, September 20th, the XII Corps, now under Brigadier General Alpheus Williams, gained the Maryland Heights. Williams found the high ground above Harper's Ferry to be steep, rocky and unable to support his entire command. He therefore left a token force on the heights and moved the rest of the XII Corps into Pleasant Valley. With the arrival of Major General Edwin Sumner's II Corps at Harper's Ferry itself on the 22nd,² a division of the XII Corps was sent over to secure the Loudoun Heights as well.³ Harper's

1 United States. War Dept., John Sheldon Moody, Calvin Duvall Cowles, Frederick Caryton Ainsworth, et al., *The Official Records of the War of the Rebellion, A Compilation of the Official Records of the Union and Confederate Armies.; Series 1 - Volume 19, Part 1*, (Washington DC: Government Printing Office, 1887), 820-821.

2 *OR Vol. 19, Part 1*, 68-69.

3 Alpheus S. Williams, edited by Milo M. Quaife, *From the Cannons Mouth: The Civil War Letters of General Alpheus S. Williams*, (Detroit, MI: Wayne State University Press, 1959), 131 & George Brinton McClellan Papers, National

Ferry was secure once more and would act as the main point of supply for the Army of the Potomac in any future campaign that McClellan might plan.⁴ This was seen as necessary by the Army of the Potomac leadership as they were now over twenty miles from the rail depot at Frederick, and fifteen from the depot at Hagerstown, Maryland. The landscape, depleted as it was on both sides of the Potomac, was not seen as conducive to supplying a large army beyond the Potomac River by wagons.⁵

At this point however, the plan was to rest, resupply and rebuild the army after a grueling campaign.



On September 26th, McClellan received a telegram from the General-in-Chief of the Army Henry Halleck, requesting details about the future movements of the Army of the Potomac prior to authorizing large sums of money to repair the railroad bridge across the Potomac to Harper's Ferry. Halleck was also concerned about the apparent buildup of Federal forces around Harper's Ferry, and recommended that Washington, for its defense, should be the base of future operations.⁶ General McClellan's response on the 27th makes it clear that it was his intention to rebuild the army, that it was not in any condition to begin offensive operations again until not only much needed supplies could be obtained, but also the troop strength of the army increased. He also addressed the old War Department concern regarding the safety of Washington, stating that:

All the information in my possession goes to prove that the main body of the enemy is concentrated not far from Martinsburg, with some troops at Charlestown; not many in Winchester. Their movements of late have been an extension towards our right and beyond it. They are receiving reinforcements in Winchester,

mainly, I think, of conscripts—perhaps entirely so.⁷

With the Potomac River still low, McClellan believed the conflict would be resumed in Maryland, far from Washington, and likely due to movements by the Confederates. The reconnaissance of the last several days had all implied that the Confederate forces were not going anywhere, still picketing near Shepherdstown, Virginia, and were indeed concentrating.⁸

To prepare for this perceived Confederate aggression, one of McClellan's proposals for increasing his troop strength had to do with incorporating some of the new regiments around Washington into the brigades of seasoned veterans. This would not only bulk up depleted brigades, divisions and corps that already existed within the Army of the Potomac, but would help train and acclimate the raw soldiers to

Archives, Correspondence I, 1783-1888, Box A, Reel 32, 1862; Sept. 23-30. #15465

4 Stephen W. Sears, editor, *The Civil War Papers of George B. McClellan: Selected Correspondence, 1860-1865*, (New York, NY: Da Capo Press, 1989), 477.

5 United States. War Dept., John Sheldon Moody, Calvin Duvall Cowles, Frederick Caryton Ainsworth, et al., *The Official Records of the War of the Rebellion, A Compilation of the Official Records of the Union and Confederate Armies. ; Series 1 - Volume 19, Part 2*, (Washington DC: Government Printing Office, 1887), 339.

6 *OR, Vol. 19, Pt 2.*, 360.

7 George B. McClellan, *McClellan's Own Story: The War For The Union, The Soldiers Who Fought It, The Civilians Who Directed It and His Relations To It And To Them*, (New York, NY: Charles L. Webster & Co., 1887), 625-626.

8 Pleasonton's reports for September 24th and 25th, along with a message from McClellan to Halleck late on the 25th. George Brinton McClellan Papers, National Archives, Correspondence I, 1783-1888, Box A, Reel 32, 1862; Sept. 23-30. #16493, 16506, 16508&16509.

the field army that much quicker.⁹ This is opposed to what had occurred in the Maryland Campaign, where whole brigades, and occasionally nearly whole divisions of inexperienced troops were deployed together, with often disastrous results.

McClellan was also hoping to replenish his forces by sweeping the rear areas of the army, the depots, the hospitals and the like for those soldiers on extra duty. He felt strongly that soldiers assigned to these positions, never, or rarely returned to active duty in the field. He proposed an aggressive sweep by deputy provost marshals throughout the North to clear out the rear echelons of the army, as well as round up deserters. General McClellan was not the only one thinking on this matter and was very pleased by the War Department's General Orders #140, which was issued on September 24th, 1862 and began just this process.¹⁰

With the reorganization and reinforcement underway, there was still the issue of supply. The supply issues of the Army of the Potomac were noted from headquarters, all the way down to the enlisted men in the ranks. It had been Lieutenant Colonel Rufus Ingalls, Chief Quartermaster of the Army of the Potomac, who had first pointed out the distances of the Hagerstown and Frederick depots from the army. His back and forth with the War Department regarding not only transportation of supplies, but distribution, continued well into October,¹¹ and often pulled into the conversation not only General McClellan, but the Quartermaster General himself, Montgomery Meigs.

As late as October 26th, Brigadier General Alpheus Williams, who commanded a Division of the XII Corps noted to one of his daughters in a lengthy letter:

By some fatality, or by the general crowding, we are lacking much. There seems to be an unaccountable delay in forwarding supplies. We want shoes and blankets and overcoats—indeed, almost everything. I have sent requisition upon requisition; officers to Washington; made reports and complaints, and yet we are not half supplied.¹²

A month previous, on September 26th, Colonel Charles Wainwright, Chief of Artillery for the I Corps noted:

There is said to be a good deal of suffering among our men for want of clothing, especially blankets and shoes. The losses of the Pope affair have not been made good yet. Many of the men are quite barefooted, and others are without a blanket. The necessary requisitions for them have been made, but none have yet been received.¹³

Making up part of the forces now garrisoning Harper's Ferry and its immediate vicinity was the 7th (West) Virginia. They had arrived on Bolivar Heights on September 22nd, “very much exhausted, a great many of us without the necessary clothing and shoes”, according to James Murdock of Company A. Fortunately for these men, their supply woes appear to have been taken care of quicker than other elements of the army. On October 13th Sargent Calvin Bell of Company E wrote in a letter home that,



9 OR, Vol. 19, Pt 2., 366 & *GBM Papers, Box A, Reel 32, 1862; Sept. 23-30.* #16485.

10 Oliver Diefendorf & Thomas M. O'Brien, *General Orders of the War Department, Embracing The Years 1861, 1862 & 1863, Vol. 1*, (New York, NY: Derby & Miller, 1864), 394.

11 OR, Vol. 19, Pt 2., 388, 397, 405-406, 410-411.

12 *From The Cannon's Mouth*, 140.

13 Allan Nevins, Editor, *A Diary Of Battle: The Personal Journals of Colonel Charles S. Wainwright, 1861-1865*, (Gettysburg, PA: Stan Clark Military Books, 1962), 107.

“we have drawn new warm clothes and are pretty well prepared for winter.”¹⁴

The issues of supply for the Army of the Potomac, and the debates surrounding who called for them, what was sent and how often, are part of the larger conversation about Major General George McClellan. This period of resupply and reinforcement is often pointed to as damning evidence against McClellan as a commander. Very recent research however has done much to shed new light on the supplies and demands of the Army, while looking at the failures and machinations of the War Department as a very real potential culprit during the period of September 20th to October 26th, 1862.¹⁵

Four Days In October - A Presidential Visit:

With Federal forces concentrating around Harper's Ferry, but still not ready to advance, there were those in Washington who were curious, even concerned about the Army of the Potomac and its commander. One of those men was none other than President Abraham Lincoln himself. The vaunted “Four Days in October”,¹⁶ Abraham Lincoln's visit to the Army of the Potomac, is usually seen as a paramount event in the weeks following the Battle of Antietam. The President of the United States had become so concerned with the apparent inaction of the army that he decided to go and personally try to kick McClellan into an advance. General McClellan himself feared that this was the president's purpose when he wrote his wife Ellen on October 2nd. “His ostensible purpose is to see the troops & the battlefields. I incline to think that the real purpose of his visit is to push me into a premature advance into Virginia”.¹⁷

The actual purpose of the visit is likely somewhere in between. The visit to the army allowed the President to escape the confines of Washington, something he would do repeatedly throughout the war. This seems to be supported by the fact that the president's trip on October 1st was not well known to those in the capital, not even to his own cabinet members. Secretary of the Navy Gideon Welles made note of the President's absence in his diary:

October 1st, Wednesday. Called this morning at the White House, but learned that the President had left the city. The porter said he had made no mention wither he was going, nor when he would return. I have no doubt he is on a visit to McClellan and the army. None of his Cabinet can have been aware of this journey.¹⁸

14 David W. Mellott & Mark A. Snell, *The Seventh West Virginia Infantry: An Embattled Union Regiment From The Civil War's Most Divided State*, (Lawrence, KS: University Press of Kansas, 2019), 90 & 94.

15 See Steve Stotelmyer's excellently researched, *Too Useful To Sacrifice: Reconsidering George B. McClellan's Generalship in the Maryland Campaign from South Mountain to Antietam*, (Savas Beatie, 2019). Specially chapter 5, Supplies & Demands: The Demise of Major General George B. McClellan.

16 This is a reference to the book of the same name by Antietam Battlefield Guide and historian, Rev. John Schildt. Being one of the first chroniclers of Lincoln's visit to the army, John's title “Four Days in October”, which was self-published first in 1978, has stuck as a kind of overarching title for the whole episode.

17 *Civil War Papers of George B. McClellan*, 488.

18 Gideon Welles, *Diary of Gideon Welles: Secretary Of The Navy Under Lincoln And Johnson; Volume 1*, (Boston & New York: Houghton Mifflin Company, 1911), 157.

President Lincoln's train left Washington DC at 6am on the 1st of October, traveling to Harper's Ferry. Or at least the point immediately opposite the city on the Maryland side of the Potomac.¹⁹ His companions were a variety of personal friends, such as Ward Hill Lamon, a Virginian by birth who Lincoln knew from his time as an Illinois lawyer and politician. Lamon was made the US Marshall to the District of Columbia by Lincoln and acted as an unofficial bodyguard to the president. Also included in the party was Illinois Secretary of State,



Ozias M. Hatch and former Illinois politician, Brigadier General John McClelland. Finally, on the more professional side, the President was also accompanied by John W. Garrett, the President of the Baltimore & Ohio (B&O) Railroad, upon which they were traveling and so much of the army supply was carried. Lastly, Joseph C. G. Kennedy, the superintendent of the census, who was also considered an expert on munitions and manpower.²⁰

Abraham Lincoln spent October 1st - 4th reviewing the various commands of the Army of the Potomac, both around Harper's Ferry and in the vicinity of Sharpsburg. While General McClelland may have had initial reservations regarding the president's visit, that seems to have lifted once the two men were able to converse, which they did at some length on October 4th, prior to Lincoln's return via Middletown to Frederick, Maryland. The president's remarks are commented on by McClelland in a letter to his wife shortly after Lincoln's departure and were reiterated decades later not long before the general's death:

The Presdt was very kind personally – told me he was convinced I was the best general in the country etc etc. He was very affable & I really think he does feel very kindly towards me personally. I showed him the battle fields & am sure he departed with a more vivid idea of the great difficulty of the task we had accomplished...I will try to find time to think over the whole affair today & tonight, & do my best to hit upon some plan of campaign that will enable me to drive the rebels entirely away from this part of the country.²¹

Their conversation was fleshed out in more detail in the general's autobiography:

We spent some time on the battle-field and conversed fully on the state of affairs. He told me that he was entirely satisfied with me and with all that I had done; that he would stand by me against "all comers"; that he wished me to continue my preparations for a new campaign, not to stir an inch until fully ready, and when ready to do what I thought best. He repeated that he was entirely satisfied with me; that I should be let alone; that he would stand by me. I have no doubt that he meant exactly what he said.

19 John W. Schildt, *Four Days in October: Lincoln and McClelland*, (Self-published 1978, revised edition 2015), 10.

20 *Too Useful To Sacrifice*, 217.

21 George Brinton McClelland Papers, National Archives, Letterbooks and Telegram Books, 1852-1862; Extracts of letters to wife, 1861-1862, Box C7, Reel 63, Image 89.

He parted from me with the utmost cordiality. We never met again on this earth.²² Unfortunately, while General McClellan was still devising his plans for the upcoming campaign, the War Department was acting. Much to Little Mac's astonishment, just two days after Lincoln's visit to the army, new orders arrived for the Army of the Potomac.

The War Department Demands – The Confederacy Acts:

On October 6th, 1862, General-in-Chief Henry Halleck sent a telegram to McClellan demanding that, by the direction of the President, the Army of the Potomac must move against Confederate forces to give them battle or drive them further south while the weather and roads remained in good condition. The telegram also laid out two different avenues of approach that McClellan might consider, as well as the amount of reinforcements that could be expected for either route.²³

To make matters more confusing, on October 4th the War Department had begun ordering soldiers *away* from the Army of the Potomac, not to it. Brigadier General Jacob Cox's division of the IX Corps was ordered detached and sent to Point Pleasant, Virginia on the Ohio border for operations on the Kanawha River²⁴. Due to these seemingly conflicting orders and concerned about the quality of the potential reinforcements that would be sent to the army, General McClellan responded late in the afternoon of October 6th, trying to get some clarification:

Your telegram ordering Cox's division to Clarksburg was received before the one directing the offensive across the Potomac. Is it still intended that Cox should march at once? It is important in making my decision regarding the route to be taken by the army that I should know, first, twwhat description of the troops I am to be re-enforced with upon the Shenandoah route, and also upon the other route between the enemy and Washington; whether they are to be old or new troops, or what proportion of each...²⁵

It is during the first week of October that a number of events occurred almost simultaneously. The first was the President's directive on October 6th. The next day General McClellan made the first reference to what would be his plan for the Second Virginia Campaign. After consultation with his corps commanders, the initial plan had been to advance on Winchester by way of the Shenandoah Valley, forcing Lee to give battle, which is what McClellan anticipated, or fall back, thus abandoning the Valley. The Shenandoah approach was the second option proposed by President Lincoln, and the route that would have provided less reinforcements from Washington. This may be why General McClellan reiterated his call for not only more reinforcements at this time, but for very specific units, such as Major General John J. Peck's division, which he had requested repeatedly.²⁶

In addition to the burgeoning campaign, the Young Napoleon also reacted to one of the key developments in Federal war aims, the Preliminary Emancipation Proclamation. A result of the bloodletting and subsequent Union victory at Antietam, the Preliminary Emancipation was not universally hailed in the Federal army. Many troops and even General McClellan expressed at various times a desire to avoid the issue of slavery all together if possible. McClellan's General Order's #163 however reiterates the subservient role of the military to the civilian government stating, “Armed forces are raised and supported simply to sustain the civil authorities, and are to be held in strict subordination thereto in all respects.” He goes on to remind his forces that conversation or discussion that becomes

22 *McClellan's Own Story*, 627-628.

23 *OR Vol. 19, Pt 1*, 10-11.

24 *OR Vol. 19, Pt 2*, 380.

25 *Ibid.*, 387.

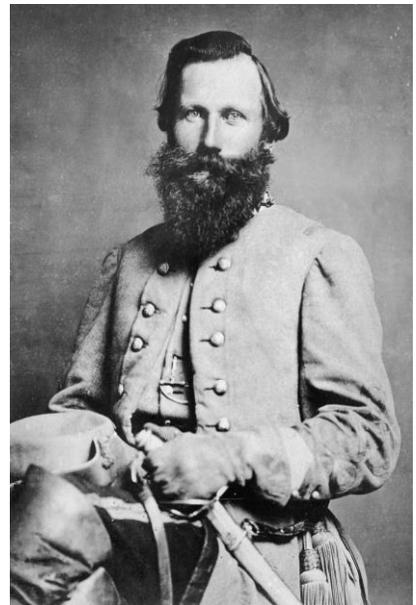
26 *OR Vol. 19, Pt 1*, 11-12.

uncivil has a detrimental impact on the discipline of the army and that, “The remedy for political errors, if any are committed, is to be found only in the action of the people at the polls”.²⁷ While not a glowing endorsement for the Federal policy, this order makes clear the boundaries for discourse within the army.

With all this tumult going on within and around the Army of the Potomac, it is little wonder that Confederate forces were able to take advantage of the situation. On October 8th General Lee ordered Major General JEB Stuart to take a portion of his command, cross the Potomac moving through Maryland and enter Pennsylvania stating:

Proceed to the rear of Chambersburg and endeavor to destroy the railroad bridge over the branch of the Conococheague. Any other damage that you can inflict upon the enemy or his means of transportation you will also execute. You are desired to gain all information on the position, force, and probable intention of the enemy which you can...²⁸

Stuart brought a raiding force of 1,800 troopers and four pieces of artillery together the next day. At 3am on the 10th of October, dismounted soldiers carefully crossed the Potomac at McCoy's Ford, dispersed or captured the Federal pickets and opened the way for Stuart's command, which crossed about daylight. Ironically, while traveling on the National Pike, Stuart's horsemen nearly overtook Cox's Division of Ohio troops that had been ordered west to the Kanawha River a few days previous. With a large Federal force in relatively close proximity, Stuart abandoned his original intention to raid the depots at Hagerstown and instead pushed north. Moving swiftly through Maryland, the Confederate cavaliers reached Mercersburg, Pennsylvania about noon. They made for Chambersburg by way of St. Thomas and succeeded in capturing Chambersburg that night about 7pm. With no military or civil authorities making themselves known, the town was surrendered by several prominent citizens. Between 275 to 300 convalescing Union soldiers were found in the city hospitals and were paroled. Finally, the bridge over the Conococheague Creek, was found to be iron and could not be destroyed. The railroad was obstructed however and the telegraph lines about Chambersburg cut.²⁹



The next morning the Chambersburg rail depot, its various buildings and large quantities of Federal stores, including both uniforms and weapons, were burned by the raiders. Brigadier General Wade Hampton estimated that 5,000 new muskets were destroyed in the fire. His men helped themselves to pistols, as well as uniforms before putting the rest to the torch.³⁰

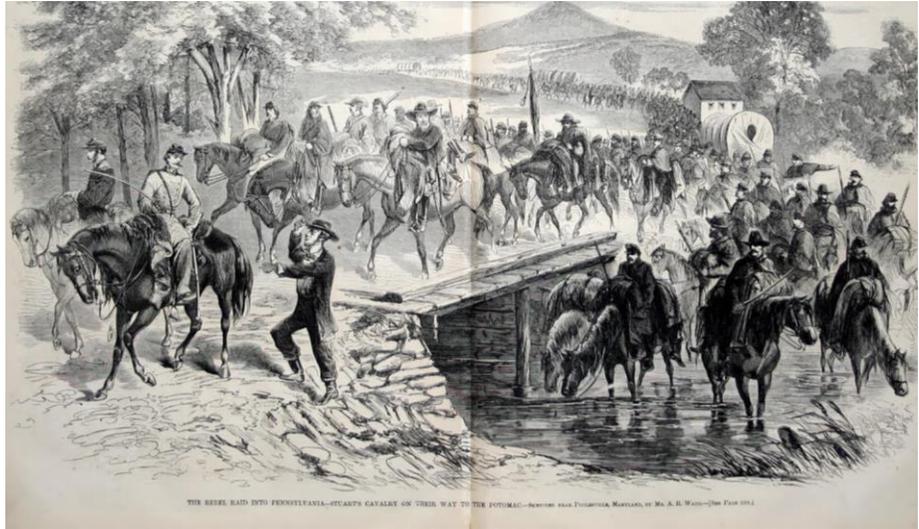
27 *OR Vol. 19, Pt 2, 395-396.*

28 *Ibid., 55.*

29 *Ibid., 52.*

30 *Ibid., 58-59.*

Turning first towards Gettysburg, in an apparent effort to confuse Federal pursuit, Stuart led his cavaliers south moving back into Maryland via Emmitsburg. The Confederate raid would no longer be a joy ride however. By October 11th, Federal forces were well aware of the Confederates behind their lines and were moving to cut them off. Pickets along the Potomac were alerted and larger forces moved into blocking positions at Poolesville, the Monocacy Aquaduct and Monocacy Junction with the intention of intercepting the raiders. This however was not to be. Stuart crossed the Monocacy River north of Frederick moving east of the city. He crossed the B&O railroad near New Market, obstructing the rails and cutting the telegraph lines, but did not make a run at the depots near Frederick. Riding through the night



Confederate forces were in Hyattstown by sun up on the 12th. They pressed on to Barnesville and to avoid the division of Brigadier General George Stoneman based out of Poolesville, moved cross country heading for the Potomac and White's Ford.³¹ Much to the chagrin of the Federal pursuers, the government and the press, Stuart succeeded in crossing back into Virginia between 9 and 10am on the morning of October 12th. General Stuart's cavalry had marched 90 miles in the last 24 hours of the raid, had taken approximately 1000 horses from Maryland and Pennsylvania, as well as other stores and equipage that could be carried. He had done an estimated \$200,000 in damage to the depots at Chambersburg, the warehouses of Wunderlich & Need and had not lost a man killed, though several stragglers would be picked up by Federal patrols over the coming days.³²

The raid, was hailed by those in the South, not just the military, but also the public. Anne Madison Willis Ambler, in her diary made mention of the raid, “[October] Tuesday 14th – General Stuart returned from Maryland today. It was a brilliant affair. Went to Pennsylvania and Maryland. Got about 1500 horses and 700 prisoners...”³³

Stuart's Expedition around the Army of the Potomac did much to embarrass the Union cavalry and high command. The deficiencies in the cavalry had become particularly glaring and were being noted not only in the dispatches of the army, but by the men themselves and the press. McClellan's fight with the War Department about supplies, while continuing to note the needs of his men, now expanded to horse flesh as well. A series of dispatches began during the days of Stuart's raid and continued into late October on just this subject. Both General McClellan and his Chief Quartermaster, Rufus Ingalls, crunched the numbers regarding horses delivered to the army, all the while Quartermaster General Montgomery Meigs laid out his own statistics of horses purchased and delivered. The differences

31 Major George B. Davis, Leslie J. Perry, Joseph W. Kirkley, compiled by Captain Calvin D. Cowles, *The Official Military Atlas of the Civil War*, (Washington DC: Government Printing Office, 1891-1895), Plate 25, Map 6.

32 “A Daring Rebel Raid!”, *The Herald of Freedom & Torch Light*, October 15th, 1862, 2B.

33 Anne Madison Ambler Baylor, “Diary of Anne Madison Willis Ambler: A Civil War Experience”, *Magazine of the Jefferson County Historical Society*, Vol. 37, December 1971, 28.

between these two calculations is over 2,000 animals.³⁴

Colonel Charles Wainwright referred to the whole incident as, “a burning disgrace” and that, “It is said that what little cavalry we have is so badly off for horses that they can do nothing...I fear our cavalry is an awful botch.”³⁵

On October 17th, Middletown, Maryland's newspaper, *The Valley Register*, noted a comment from the *Washington Star*, another paper:

“The lack of horses at this time in our army doubtless had much to do with encouraging the rebels to essay this venture. Our cavalry is well nigh afoot for the time being; while too much of what should be transportation is transportation but in name, as army wagons cannot be moved with our horses. It is notoriously true that in the battle of Antietam so pressing was the need for more effective horses that the train of the headquarters was stripped of them to supply different batteries in actual engagement.”³⁶

While doubtless there is some exaggeration here, it is not far off the mark. Brigadier General Alfred Pleasonton did note in his report of the pursuit of Stuart that at one point his command was down to a mere 400 troopers and that the horses of Pennington's battery were so exhausted that they could not pull the guns up the steep hills. He specifically states that the condition of his force is what allowed Stuart and his command to escape.³⁷



Reconnaissance, Plans and Cavalry:

While all this back and forth, as well as finger pointing, was occurring, President Lincoln sent a letter by courier to General McClellan. The October 13th letter from Lincoln laid out in further detail the plan he had proposed on the 6th of the month. It also challenged McClellan to think like his opponent, who would be forced to worry about his lines of communication if Federal forces moved on the “inside track” of the Loudoun Valley towards Richmond. Lincoln's strategic thinking and use of established military maxims is sound. However the comparisons of the Army of Northern Virginia to the Army of the Potomac's mobility is inappropriate. Lincoln, with the 1862 elections looming, was worried about time, both in the Eastern and Western theaters of the war. He wanted decisive action against the Confederate armies prior to the November elections to help boost the Republican Party at the polls. Lincoln prodded and lightly chastised General McClellan for not worrying about time, but that was exactly the issue between the two contending armies.³⁸ Lee's forces were lighter in manpower, equipage and would be falling back on their lines of supply and communication negating much of the advantage of the Union's inside track, while an advancing Army of the Potomac would be moving away from its base of supply and have to carry with it the extensive impedimenta of a large army operating in the field.

Lincoln's letter made it to McClellan's headquarters on the morning of October 16th. The commander of the Army of the Potomac penned a quick response stating that he was headed to the front and would

34 *OR Vol. 19, Pt 1, 77-81.*

35 *A Diary Of Battle, 115.*

36 “Daring Rebel Raid”, *The Valley Register*, October 17th, 1862, 2C

37 *OR Vol. 19, Pt 2, 39.*

38 *OR Vol. 19, Pt 1, 13-14.*

give a proper response in due course. That same day a reconnaissance-in-force had been sent out to Charlestown, Virginia under the command of Brigadier General Winfield S. Hancock, who commanded the 1st Division, II Corps, as well as about 1,500 men from additional commands. Skirmishing began just beyond Hall Town. Federal forces pushed forward and entered Charlestown around 1pm. General McClellan was noted to have arrived shortly thereafter. Federal forces remained in the vicinity of Charlestown until the next day before beginning a slow withdrawal. They were back at their Bolivar encampments by the 18th. Casualties on both sides were limited, though nearly 100 Confederate medical staff and convalescing soldiers were found scattered about Charlestown, many of them being paroled.³⁹

While Hancock was advancing from Harper's Ferry with one force, another Federal column was moving from Sharpsburg to Smithfield, modern day Middleway, under the command of Brigadier General Andrew Humphreys, 3rd Division, V Corps. The two wings of the joint reconnaissance were coordinated, both Hancock and Humphreys communicating with one another throughout the period. Humphreys advance ran into more resistance than Hancock's, having not only Confederate artillery and cavalry involved, but also infantry. Even with the larger engagement, casualties on both sides were light, the Federals actually under estimating Confederate losses slightly. Beyond the casualties, the results of these movements helped determine that Lee's forces were still in the area of Winchester and Bunker Hill. Prior to being interrupted by the Federal advance the Confederates had been in the process of destroying the railroad between Charlestown and Winchester.⁴⁰

The presence and movements of these large forces, as well as that of General McClellan, did not go unnoticed by the citizens in the region. James Hooff, a Quartermaster Sargent in 2nd Virginia Infantry, lived near Charlestown and made note that McClellan had been in town in the October 18th entry of his journal, also stating, "The enemy did not remain long in our town – Why cannot say."⁴¹

Anne Ambler, who lived at Rock Hall near Summit Point, Virginia, also made note of the fighting in mid-October:

Friday 17th – Yesterday evening there came news that two fights had occurred in town and our men had to retreat, leaving the enemy in possession...

Saturday 18th – The news is that the Yankees have fallen back from Charlestown and our troops are advancing. About 2000 cavalry passed by our gate.⁴²

Finally, a Shepherdstown resident made similar remarks about the Federal troop movements through town in their own diary:

October 16th. About 20,000 Yankees crossed the river and went up the Smithfield [Middleway] pike, and with heavy loss had to make quick retreat from Jackson's forces.

October 19th. "Stonewall" Jackson burned the railroad shops in Martinsburg and tore up the railroad tracks.⁴³

39 *OR Vol. 19, Pt 2, 90-97.*

40 *Ibid.*, 87-89.

41 James Lawrence Hooff, *The Journals of James Lawrence Hooff Charlestown, Virginia now Charles Town, West Virginia, October 17, 1859 – June 1, 1864*, (Jefferson County Museum Collection), 145.

42 *Magazine of the Jefferson County Historical Society, Vol. 37*, December 1971, 29.

43 Contributed by D.C. Gallaher, "Fragments of a Diary of Shepherdstown Events During the War of 1861-65", *Magazine of the Jefferson County Historical Society, Vol. 62*, December 1996, 85.

General McClellan's response to President Lincoln came on the 17th, while the reconnaissance operations were still underway. He explained that he believed that Lee's forces were still between Bunker Hill and Winchester and that he intended to give the President's detailed plan full consideration. He further stated that it was his intention to advance as soon as his men and cavalry were ready, making reference to the need for shoes and horses once again. McClellan concluded his brief message by promising to fully explain any variations between the President's plan and what the army would do.

As it turned out, the intelligence gathered around Charlestown and Shepherdstown, in conjunction with a reconnaissance led by Brigadier General John Geary to Lovettsville on October 21st went a long way to determining that the President's plan for an advance would be the plan adopted by the Army of the Potomac, as the Loudoun Valley was found to have far fewer defenders than the Shenandoah⁴⁴.

On October 22nd General McClellan telegraphed the War Department indicating that he intended to advance, "upon the line indicated by the President in his letter of the 13th instant, and have accordingly taken steps to execute the movement."⁴⁵ The steps referred to specifically was the placement of a massive pontoon bridge at Berlin, modern Brunswick, Maryland. As it would turn out these same pontoons would be used by the Army of the Potomac in December, 1862, during another river crossing meant to surprise the Army of Northern Virginia.

This seemingly positive discourse between the Commander-in-Chief and the commander of his primary field army was about to come to an abrupt end however. Just prior to what would be the stepping off date for the new campaign, General McClellan received a scathingly sarcastic note from President Lincoln concerning the condition of the cavalry in the Army of the Potomac.

War Department, Washington City, October 24 [25?], 1862.

Major-General McClellan: I have just read your dispatch about sore-tongued and fatigued horses. Will you pardon me for asking what the horses of your army have done since the battle of Antietam that fatigues anything?

A. LINCOLN.⁴⁶

This was an unfair and unfounded accusation from a tired and obviously distressed President. McClellan was aware of the President's and the public's desire to see the army move, and according to his private letters, he shared that desire, "I see that there is much impatience throughout the country for a move – I am just as anxious as anyone, but am crippled by want of horses."⁴⁷

It was not just the number of horses that was the concern for Little Mac, but also their condition. As stated in his response to the President's jab, the cavalry of the Army of the Potomac had been in near constant use since the Battle of Antietam:

I have the honor to state, from the time this army left Washington, on the 7th of September, my cavalry has been constantly employed in making reconnaissances, scouting, and picketing. Since the battle of Antietam, six regiments have made a trip of 200 miles, marching 55 miles in one day, while endeavoring to reach Stuart's cavalry.

General Pleasonton, in his official report, states that he, with the remainder of our available cavalry, while on Stuart's track, marched 78 miles in twenty-four hours.

44 *OR Vol. 19, Pt 2*, 99-100.

45 *Ibid.*, 464.

46 *Ibid.*, 485.

47 Extracts of letters to wife, 1861-1862, Box C7, Reel 63, Image 90.

Besides these two remarkable expeditions, our cavalry has been engaged in picketing and scouting 150 miles of river front ever since the battle of Antietam, and has made repeated reconnaissances since that time, engaging the enemy on every occasion, and, indeed, it has performed harder service since the battle than before.⁴⁸

McClellan held back in his official response to the President. However, his private correspondence reveals that he was deeply insulted by the President's missive. Writing to Mary Ellen McClellan, whom he called Ellen, on the 26th, the day his campaign began, the General stated, "I was mad as a 'march hare' yesterday at a telegram received from the Presdt asking what my 'cavalry have done since the battle of Antietam to fatigue anything' - it was one of those dirty little flings that I can't get used to when they are not merited."⁴⁹

A Difficult Crossing - The Campaign Begins:

With tensions high between the administration and army headquarters, the orders to begin crossing the Potomac came down on Sunday, October 26th. The previous day the pontoon bridge at Berlin (Brunswick) was finished and a second one would soon be established. In addition, the pontoons across the Potomac at Harper's Ferry and across the Shenandoah had been in place for some time.



The Army of the Potomac at this point, besides the ongoing horse crisis, was looking very good. In the days preceding the crossing General McClellan had been able to get much of the supply issue under control and he put his troop strength at approximately 110,000 men of all arms. In the coming movement the railroad would no longer be an option for supply. Thus, the wagon train for this massive force would be at least 1,830 wagons. This does not include the additional animals and vehicles required to carry the forage for all the animals, nor the ammunition reserve, ambulances, quartermaster supplies, etc.⁵⁰

At 1:30am on the 26th, Brigadier General Alfred Pleasonton received orders to move his brigade of cavalry to Berlin in preparation for a 9am crossing of the Potomac on the pontoon bridge. The IX Corps under Major General Ambrose Burnside would coordinate with Pleasonton and the cavalryman was to have his troopers just beyond Lovettsville, Virginia by nightfall.⁵¹ As could be expected, the

48 *OR Vol. 19, Pt 2, 485.*

49 *The Civil War Papers of George B. McClellan, 511.*

50 *OR Vol. 19, Pt 1, 80-81.*

51 United States. War Dept., John Sheldon Moody, Calvin Duvall Cowles, Frederick Caryton Ainsworth, et al., *The*

advance was trumpeted in the press:

Special Dispatch to the Baltimore American.

Harper's Ferry, Sunday, Oct. 26-6 P.M.

I am happy to be able to inform you that the advance of the Army of the Potomac commenced this morning, and I have reason to believe that before tomorrow night the movement will be general along the whole line, placing the Potomac in our rear.

At daylight this morning the cavalry force of Gen. Pleasonton, with four pieces of artillery, crossed the new pontoon bridge at Berlin, eight miles east of Harper's Ferry, and proceeded direct to Lovettsville, in Loudon County.⁵²

The President, perhaps trying to smooth over their earlier spat regarding the cavalry, telegraphed General McClellan on the 26th, “rejoiced to learn from your dispatch to General Halleck that you begin crossing the river this morning.”⁵³

With the crossings at Berlin, and shortly to follow Harper's Ferry, begun, the plan of the campaign was to be three pronged. The column from Berlin, consisting of the cavalry under Pleasonton, as well as the I, VI and IX Corps would advance in conjunction with the column crossing at Harper's Ferry, the II and V Corps. These forces would move south, parallel with the Blue Ridge angling for Warrenton, Virginia. As the army advanced it would seize the various gaps in the Blue Ridge, holding them until well after the main body of the army had passed, so as to protect their lines of communication. A third column, out of the defenses of Washington, consisting of the XI Corps and the division of Brigadier General Daniel Sickles would unite with the advancing army at Thoroughfare Gap in the Bull Run Mountains. Upon reaching the Manassas Gap Railroad the passes in the Blue Ridge would be abandoned as no longer necessary to cover the lines of communication and supply.⁵⁴

This plan for the campaign is laid out by General McClellan in a very similar manner in both the Official Records of the War of the Rebellion, as well as in his post war memoir. He goes on to say:

It was my intention, if, upon reaching Ashby's or any other pass, I found that the enemy were in force between it and the Potomac, in the Valley of the Shenandoah, to move into the valley and endeavor to gain their rear.

I hardly hoped to accomplish this, but did expect that by striking in between Culpeper Court-House and Little Washington I could either separate their army and beat them in detail, or else force them to concentrate as far back as Gordonsville, and thus place the Army of the Potomac in position either to adopt the Fredericksburg line of advance upon Richmond or to be removed to the Peninsula...⁵⁵

It appears that even with an order to cross at 9am, Pleasonton may have done so an hour earlier, several sources list the crossing of the Potomac for 8am on October 26th.⁵⁶ The Union cavalry was escorted by a division of the IX Corps, with the rest of the corps following behind the cavalry once it was over the

Official Records of the War of the Rebellion, A Compilation of the Official Records of the Union and Confederate Armies. ; Series 1 - Volume 51, Part 1, (Washington DC: Government Printing Office, 1897), 894.

52 “From the Army of the Potomac”, *The New York Times*, October 28th, 1862, Page 1, <https://www.newspapers.com/image/20609427>

53 *OR Vol. 19, Pt 2*, 490.

54 *OR Vol. 19, Pt 1*, 87.

55 *McClellan's Own Story*, 645-646.

56 “From the Army of the Potomac”, *The New York Times*, October 28th, 1862, Page 1; Patrick J. Brennan, “Little Mac's Last Stand”, *Blue & Gray*, Vol. XVII, Issue 2, December 1999, Page 10.

river. The infantry was not in the horse soldier's way for long. Once over the river they filed onto side roads, allowing the eyes and ears of the army to push on. By 11am Pleasonton's troopers had reached Lovettsville. Though following behind the advance a few days later with the I Corps, Colonel Charles Wainwright gave a glowing description of the Loudoun Valley and the region immediate around Lovettsville:

We have left the limestone country, and are now in a high rolling grassy region, largely cleared and well watered. I have passed through no such farming region before, in either Virginia or Maryland, as we have here in Loudoun County.⁵⁷

While the crossing of the Potomac continued, the river itself began to rise. The rain, long looked for by army command, had begun. While pleased that it would help negate any potential of Confederate forces crossing into Maryland along the upper Potomac, the rain did slow the crossing. McClellan recounted in his report on the campaign:

Heavy rains delayed the movement considerably in the beginning, and the First, Fifth, and Sixth Corps were obliged to halt at least one day at the crossings, to complete, as far as possible, necessary supplies that could not be procured at an earlier period.⁵⁸

The troops were moving however and on October 27th Pleasonton and his brigade of cavalry reached Purcellville. Using the town as a base of operation, Pleasonton sent out his patrols to find and make contact with any Confederate forces in the area. One of the initial clashes of the campaign occurred that day at Snickers Gap. The 8th New York Cavalry had decided to climb the gap to get a view of the Shenandoah Valley. They were only able to advance half a mile before Confederate artillery opened upon them with canister, causing confusion in the ranks. According to the historian of the 8th, "The order was given to about-face and retreat. Away the regiment went down the road faster than they came up."⁵⁹

By the 28th the I Corps, as well as Army Headquarters, was encamped at Berlin in preparation for their crossing. By this point however the Federal movements would no longer be unchallenged and intelligence reports from the Maryland Heights signal station indicated that something was stirring in the Shenandoah Valley. The Union VI Corps would actually be delayed in crossing the Potomac while its cavalry attempted to determine what was going on.⁶⁰



October 28th saw Robert E. Lee and the Army of Northern Virginia begin to react to this latest Federal incursion into Virginia. The dust being kicked by the wagon trains and the movement of troops indicated Confederate forces concentrating near Winchester. Lee ordered the recently promoted Lieutenant General James Longstreet up the Shenandoah Valley, southward,

57 *A Diary Of Battle*, 119.

58 *OR Vol. 19, Pt 1*, 87.

59 Henry Norton, *Deeds of Daring, or History Of The Eighth N.Y. Volunteer Cavalry*, (Norwich, NY: Chenango Telegraph Printing House, 1889), 39.

60 *OR Vol. 51, Part 1*, 896-897.

towards Front Royal so as to cross the Blue Ridge to Culpepper. It was a 75-mile march, but if successful would put Confederate forces once more between McClellan and Richmond. Lieutenant General Thomas J. “Stonewall” Jackson was recalled from the vicinity of Martinsburg to Winchester. He was to watch the gaps in the Blue Ridge for an opportunity to take the Federals in the flank. Finally, Major General Stuart was ordered with about 1,000 cavalry through Snicker's Gap into the Loudoun Valley to oppose and delay the Federal advance as much as possible.⁶¹

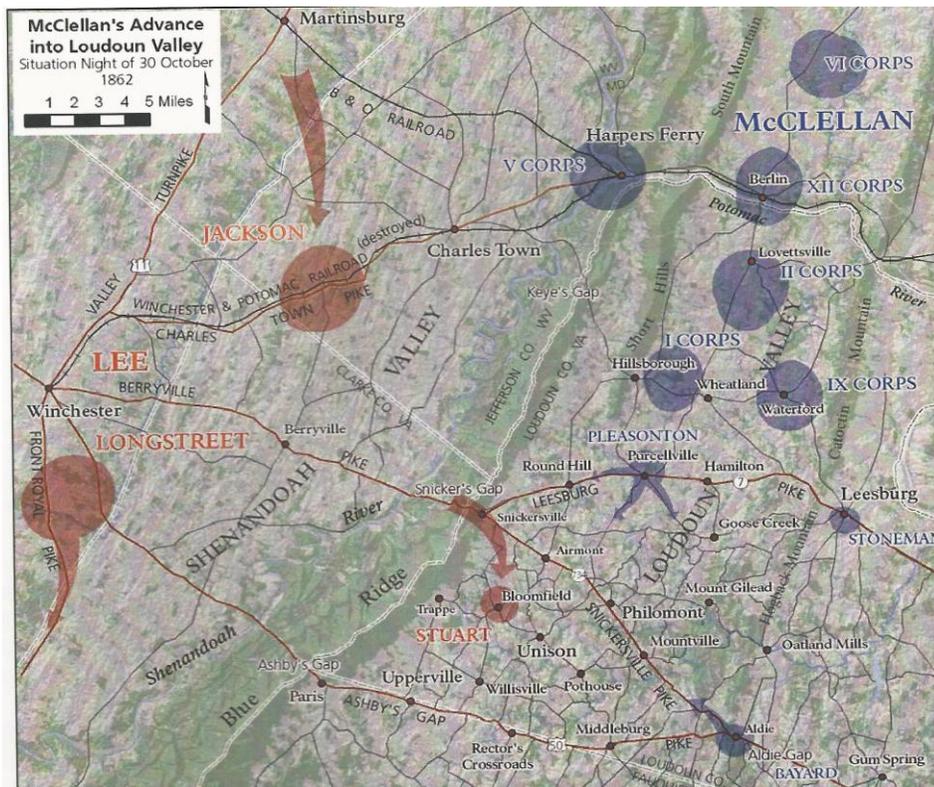
Those civilians within the vicinity of the Army of Northern Virginia made repeated references to the movement of the army in the closing days of October. Anne Ambler noted in her diary on the 28th that she was, “astonished to see a body of infantry passing the road by Mrs. Luke's. Pa thought they were going to camp in our woods but they went beyond...” The rest of the day, and for the next several days the family had to deal with stragglers and stealing. They also received a number of Confederate officers to dinner including, “General A.P. Hill, Pender, Archer, Dr. Hoyt, Capt. Williams and Col. Thomas.” Finally on the 31st, following a canceled review, Anne, “heard that the troops were moving.”⁶²

Continued Crossings – Initial Clashes:

As the Union's reserve artillery crossed the Potomac at Berlin and the II Corps began to cross the Shenandoah River at Harper's Ferry on the 29th, General McClellan updated President Lincoln on the position and strength of Confederate forces. The intelligence reports he was receiving from Pleasonton and others varied greatly, with some even speculating on a potential Confederate attack at Harper's

Ferry. With all this variation, one fact became clear, the Confederates were moving.⁶³

Confederate General Stuart entered the Loudoun Valley on October 30th at the head of Brigadier General Fitzhugh Lee's brigade of Virginia cavalry, at that time commanded by Colonel Williams Wickham, as well as a battery of horse artillery under Major John Pelham. Opposing Stuart was not only Pleasonton's cavalry brigade, but also the brigade of Brigadier General George Bayard, who had been ordered



61 David W. Lowe, *Civil War in Loudoun Valley: The Battle of Unison, November 1-3, 1862*, (Washington, DC: Cultural Resources GIS of the National Park Service, 2008), 10. & “Little Mac's Last Stand”, *Blue & Gray*, 11.
 62 *Magazine of the Jefferson County Historical Society*, Vol. 37, December 1971, 29-30.
 63 *OR Vol. 51, Part 1*, 897-898.

from the western defenses of Washington, all the way to Aldie Gap in the Bull Run Mountains. Bayard was under the impression he was to be coordinating with Pleasonton and had no idea of the Confederate movement into the valley. When three squadrons of the 1st Rhode Island went into camp that night near Mountville, they had no idea their presence had been made known to the Confederate cavalry chief, setting up the first real clash of the Loudoun Valley Campaign.⁶⁴

October 31st, 1862, turned out to be an especially scary day for the 1st Rhode Island Cavalry at Mountville. Rising before dawn, Stuart took two battalions of cavaliers from the 3rd and 9th Virginia Cavalry by back roads towards the Rhode Islander's camp on the Snickersville Turnpike near Mountville. He had left instructions for the 4th Virginia, as well as a section of Pelham's guns to follow. The pickets of the Federal camp were captured by eight picked riders, allowing the 9th Virginia to charge headlong into the camp. Stuart later reported that, "I succeeded in surprising the enemy, who were in force of about 100, and dispersing the whole without difficulty; killed and captured nearly the whole number, among the former Captain Gove, of the First Rhode Island Cavalry."⁶⁵

The history of the 1st Rhode Island corroborates this stating that the picket:

Against such a heavy, well planned, sudden stroke our men vainly attempted to form and make resistance. In the brave effort to make a stand, our noble and honored Lieutenant L. D. Gove who, since July, had been acting Captain received a mortal wound in the spine, near the small of the back, which instantly paralyzed the lower extremities, and from which he died on the following morning (November 1st)...⁶⁶

The sudden attack swept up 58 of the Rhode Island cavalymen. Lieutenant Lorenzo D. Grove, the acting Captain at the time of his mortal wounding, had just received on October 5th, "a beautiful army sabre and belt a gift from his friends in New Hampshire."⁶⁷

Following behind the initial assault, the 3rd Virginia Cavalry pursued those Federals who were able to make it to their horses. The chase continued for about five miles towards Aldie. As the remains of the 1st Rhode Island's pickets dashed through the town, the 1st New Jersey Cavalry, who had been re-shoeing their horses, was formed and struck the Confederate pursuers with a volley, throwing them into confusion.⁶⁸

Now began a series of charges and counter charges as the 1st New Jersey flew into the staggered foe, forcing them to fall back. Only to be in turn thrown back themselves after a short distance by the arrival of Stuart's reserve, the 4th Virginia Cavalry and Pelham's horse artillery. As the Jersey men tumbled back toward Aldie, their own artillery, as well as the 2nd New York Cavalry was brought forward, stabilizing their position. According to the history of the 1st New Jersey, "now each side had taken its position, from which the other was to seek to drive it... so there was a fair opportunity of testing the ability of the famous rebel under circumstances very favorable to him."⁶⁹

Now squared off, both sides fell into fitful skirmishing for much of the rest of the day, punctuated by

64 *Civil War in Loudoun Valley*, 11.

65 *OR Vol. 19, Pt 2*, 141.

66 Rev. Frederic Denison, *Sabres And Spurs: The First Regiment Rhode Island Cavalry In The Civil War, 1861-1865*, (The First Rhode Island Cavalry Veteran Association, 1876), 169.

67 *Sabres And Spurs*, 163.

68 "Little Mac's Last Stand", *Blue & Gray*, 16.

69 Henry R. Pyne, *The History Of The First New Jersey Cavalry, (Sixteenth Regiment, New Jersey Volunteers)*, (Trenton, N.J.: J. A. Beecher, Publisher, 1871), 128.

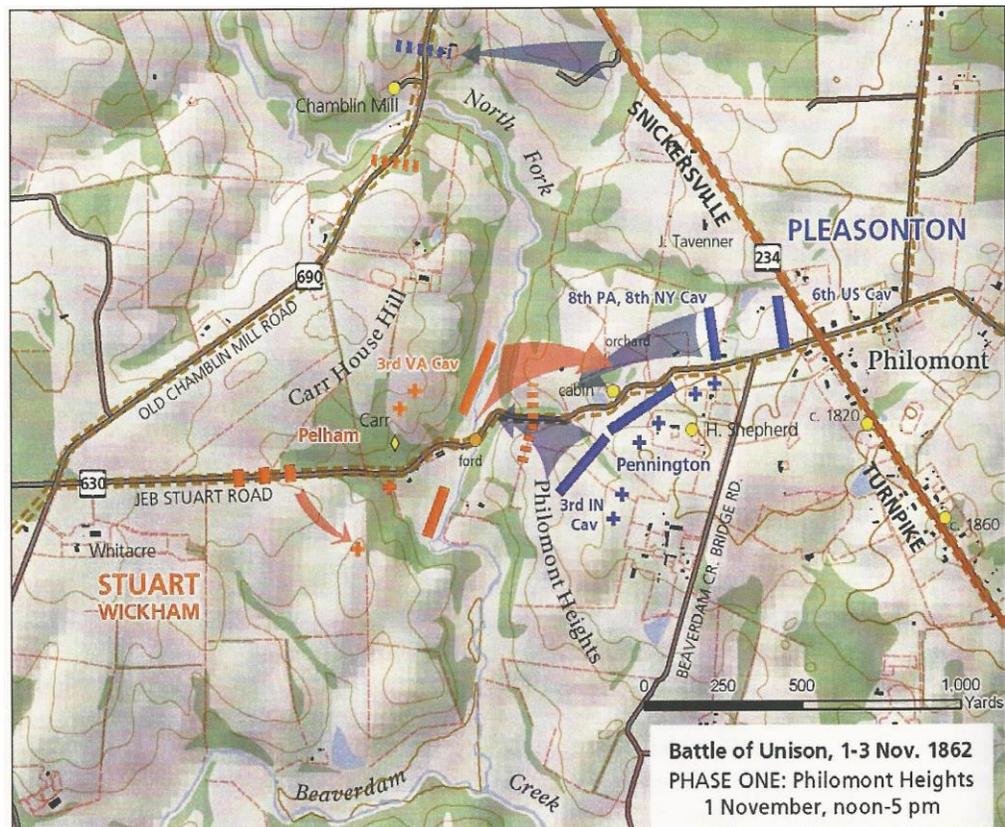
limited advances on both sides that were soon turned back. As evening came on, news reached Stuart of potential Federal advances out of Mountville. Breaking contact, the Confederate cavalry slipped west to Middleburg where they camped for the night. Federal forces also withdrew from Aldie, leaving only a few pickets behind. General Bayard retreated entirely out of the Loudoun Valley, falling back to Fairfax Court House on November 1st.⁷⁰ Alfred Pleasonton noted the firing in the area of Aldie and had also received numerous reports of Stuart being active in the area. Along with orders from General McClellan to screen his advance, Pleasonton advanced the next day, November 1st towards Philomont.

The Battle of Unison, November 1 – 3, 1862:

With the opening of a new month, Federal forces were still crossing into Virginia. On November 1st, McClellan noted that the I Corps was to advance to Purcellville, Pleasonton's cavalry pushing out before it, the II Corps had reached Woodgrove and the V Corps, Hillsboro. The IX Corps was at Wheatland and Watterford, and the VI Corps had begun crossing the Potomac at Berlin.⁷¹ McClellan also informed the President that morning about his own movements: army headquarters was now moving into northern Virginia as well.⁷²

General Pleasonton's advance on the morning of November 1st was led by the 8th Pennsylvania and 3rd Indiana Cavalries. Pleasonton had intended to push his troopers as far as Upperville, just east of Ashby's Gap in the Blue Ridge and trotted into Philomont around 11:00am. Shortly thereafter a squadron of the 8th Pennsylvania moved down the Unison Road, modern day JEB Stuart Road, towards the Philomont Heights, intending to cross the ford on the North Fork, also known as Butcher's Branch.

It was here on the high ground that Stuart's pickets waited and unleashed a withering into the Union advance, compelling it to fall back. The rest of the 8th Pennsylvania, as well as the 3rd Indiana Cavalry were then ordered forward. A member of the 3rd Indiana Cavalry, Samuel Gilpin, noted in his diary following the skirmish, "We double-quickd across the field and raising a yell charged through the woods



70 *OR Vol. 19, Pt 2, 136-137.*

71 *OR Vol. 19, Pt 1, 86.*

72 George Brinton McClellan Papers: Letterbooks and Telegram Books, 1852-1862; Telegram book, 1862; Box C20; Reel 66, Oct. 29-Nov. 4. #16

making the gray coats light out. Our carbine charge would have amused the infantry.”⁷³

The Confederate cavalry pickets fell back across the North Fork ford, taking cover behind the stone walls in the area. Both sides then settled in to exchange fire across the ford. The artillery was soon on scene, at least two of Pelham's guns

going into action near the Carr House, overlooking the ford. The Federals responded by rushing forward the guns of Battery M, 2nd United States Artillery, under Lieutenant Alexander Pennington. With the arrival of the 8th New York Cavalry the fighting around the North Fork ford continued to seesaw with approximately 1,000 men and ten guns engaged between both sides. By the end of the day, the



Federal cavalry had barely moved since noon. Both sides broke off the action at night fall heading back to Philomont and Unison respectively. Stuart had succeeded in delaying the Union advance and kept them from discovering that Confederate reinforcements were on the way. That same day, the division of Major General Daniel Harvey Hill, approximately 5,000 soldiers passed through Ashby's Gap and were now encamped between Paris and Upperville. Stuart was not the only one receiving infantry support however, he noted grimly in his after-action report following the fighting at North Fork that, “The playing of bands and other indications rendered it almost certain that there was a large force of infantry present.”⁷⁴

November 2nd was another active day for the forces then in the Loudoun Valley. General McClellan laid out an ambitious plan for the movements of the day to President Lincoln after letting him know that the last division of the VI Corps was crossing the Shenandoah River. “I move headquarters this morning to Wheatland. The entire army will advance rapidly to-day, and, if possible, the cavalry advance to-night will be near Springfield, on the Manassas Gap Railroad.”⁷⁵

The Union cavalry would have to deal with Confederates in front of them first however. General Pleasonton ordered his troopers forward that Sunday to the ground they had contested the day previously and found all quiet. Major Heros Von Borcke, the famed Prussian officer on Stuart's staff, described the day as, “a rich, soft day, with all the splendour of the autumnal sunshine, and all the quietude of the Christian Sabbath.”⁷⁶ Confederate forces, upon seeing the Federal advance around 8am, had fallen back to Unison and threw out a defensive line to Dog Branch, just northeast of town, to be held by the 1st, 4th and 5th Virginia Cavalry, as well as a section of Pelham's artillery commanded by Captain James Breathed.

The Federals however, as feared by General Stuart, had indeed been reinforced with infantry. The brigade of Lieutenant Colonel J. William Hofmann, 2nd Brigade, 1st Division, I Corps, consisting of the 7th Indiana, 56th Pennsylvania, 76th and 95th New York and the 1st Battery New Hampshire Light Artillery, brought Pleasonton's forces up to approximately 2500 men and 12 cannon. With Confederate forces behind Dog Branch, General Pleasonton decided to lean on his infantry support, while he sent

73 *Civil War in Loudoun Valley*, 13.

74 *OR Vol. 19, Pt 2*, 142 & *Civil War in Loudoun Valley*, 14-15.

75 *OR Vol. 19, Pt 2*, 531.

76 Heros Von Borcke, *Memoirs Of The Confederate War For Independence*, (Edinburgh and London: William Blackwood And Sons, 1866), 20.

his cavalry to find and harass the flanks of Stuart's line. The 8th Pennsylvania Cavalry was sent north towards Bloomfield, while the 6th United States Cavalry, which had arrived late on November 1st, was sent south towards Pot House. These regiments would be removed from the action for much of the rest of the day, though the 8th Pennsylvania did succeed in overrunning an outpost of the 9th Virginia Cavalry near Ebenezer Church and rescued a captured Union staff officer.⁷⁷

Pleasanton then moved against Dog Branch. With skirmishers popping and the artillery barking, Hofmann's infantry was ordered into action. The 56th Pennsylvania and 95th New York deployed to the left of what is today JEB Stuart Road and slipped down the embankment to wade Dog Branch and swung south across the Plaster farm, avoiding Confederate sharpshooters along the banks of Dog Branch. With the Federals now committed, the Confederate cavalry and artillery pulled back, having bought General Stuart more time to establish his defense in Unison. Reforming his commands, Pleasanton ordered them to press on towards the town. The Confederates would continue this delaying tactic throughout the day.⁷⁸

Pleasanton was now moving toward Unison in force and throwing the cavalry out to his flanks. General Stuart was forced to respond in kind. He sent the 9th Virginia Cavalry towards Bloomfield and the 3rd Virginia Cavalry towards Pot House. Now reduced in numbers, Stuart intended to delay the Federal advance through Unison for as long as possible with three regiments of cavalry and Pelham's horse artillery. A key part of the Confederate defense for this part of the Loudoun Valley was the extensive field stone walls, miles of which still exist to this day. Built as property lines or to flank the many farm roads in the area, these walls were incredibly effective defensive structures, forcing the Federals to fight from one line of stone to the next, often with large open fields between them.

As the Federals advanced on Unison, the Confederate artillery took up position on the high ground across from what is today the Unison United Methodist Church. Now overlooking the town, the



Confederate guns had a clear view of the two Federal batteries deploying at the other end of town, just over half a mile away. Heros Von Borcke in his usual dramatic style described the scene:

A double line of tirailleurs [sharpshooters / skirmishers] advanced in excellent order; four batteries opened upon our guns from different points; the air shook with the continuous roar of the cannonade; on every side the bullets buzzed like infuriated insects; on the whole the outward signs were rather those of a great battle than a mere cavalry combat.⁷⁹

As the infantry and cavalry skirmished about Unison, the artillery duel was kept up for about an hour. The town itself received significant damage from the artillery as well as from small arms fire as the two sides probed, attacked and counter attacked through and just south of Unison. With parts of Unison and its immediate area now ablaze, Stuart once again began to pull his men out. This time they fell back slightly less than a mile to the field stone Quaker Meeting House. The Meeting House no longer exists, but the burial ground just behind the structure is still maintained today.

⁷⁷ *Civil War in Loudoun Valley*, 16-18.

⁷⁸ *OR Vol. 19, Pt 2*, 131.

⁷⁹ *Memoirs Of The Confederate War For Independence*, 20.



It was from this position that two incidents, both involving the Stuart Horse Artillery, occurred during the afternoon of November 2nd. Federal forces passed through Unison after Stuart pulled back, shaking out their battle lines south of the Unison Road. Confederate skirmishers moved forward to the wooded Keene's Creek to resist the advance, while Pelham's guns went into action just in front of the Quaker Meeting House. The Federal artillery also moved forward, their guns being deployed south and west of the Unison Methodist Church. Another intense artillery duel now opened, this time at a range of about 800 yards.

One of Pelham's artillerymen, Henry Matthews, who would be wounded himself during the exchange, described the effects of the converging Federal fire coming down on the horse artillery:

We were at one time firing on both flanks and in our immediate front. We being pressed very heavily... one of our caissons was exploded at this position by a shell from the enemy's artillery, killing the horses of the caisson, and burning the two men who were at the caisson at the time, Melvin Bollman and John Culbreth. The rapidity with which we were throwing iron into these Federal batteries made it necessary to have two men at the caisson – the limber of the gun being exhausted of its ammunition. A shell exploded in front of my gun (the 2nd) doing considerable damage to the piece, wounding three men.⁸⁰

Responding to the intense fire, Major Pelham, in one of his daring exploits he was quickly becoming famous for, took a single gun out onto the flank of the now advancing Federal infantry, sighting in on the color guard of the 7th Indiana Infantry. This shot exploded directly above the color guard, tearing Sargent Isaac McGee to pieces, killing one of the color corporals and wounded several others. With artillery now enfilading their line the Federal infantry under Hofmann ground to a halt, taking cover behind one of the many stone walls. A squadron of the 3rd Indiana Cavalry was deployed to take Pelham's gun, or at least shoo it away. This allowed Stuart to once again redeploy his forces, falling back over Beaverdam Creek to the heights beyond. The fight through Unison was over, but the day was not.⁸¹

80 David P. Bridges, *Fighting With JEB Stuart: Major James Breathed and the Confederate Horse Artillery*, (Arlington, VA: Breathed Bridges Best, Inc., 2006), 106.

81 Robert J. Trout, *Galloping Thunder: The Stuart Horse Artillery Battalion*, (Mechanicsburg, PA: Stackpole Books, 2002), 127. & *Civil War in Loudoun Valley*, 21-23.

Both Union and Confederate reports mentioned the spectacular artillery fire outside Unison. Stuart crowed in his after-action report, “Major Pelham, directing one of the shots himself at the color-bearer of an infantry regiment, struck him down at a distance of 800 yards” while in the same report he also mentions one of his caissons being destroyed.⁸²

Thomas Wallace Colley, a member of the 1st Virginia Cavalry, was passing by Pelham's position when the caisson was struck. He too made note of it in his post war recollections:

Just as I was coming up near our battery, Pelham commenced pouring the Grape and Canister into their ranks and that put a check to their hilarity and advance. At this instance, one of our caissons was blown up, killed some 3 or 4 horses and men. 'The shock was awful', me and my horse were thrown off our feet but were up again in an instant.⁸³



Even the commander of the Army of the Potomac, General McClellan, made note of the extensive artillery fire on November 2nd. He initially had difficulty determining if it was Pleasonton's advance or something else. Writing to President Lincoln late in the day, McClellan was on his way to Snicker's Gap, as messages indicated a potential threat. When he arrived the artillery of Brigadier General Winfield Scott Hancock had already driven back a Confederate column that had probed the gap's defenses.⁸⁴

By the time the message to the President had been sent, General McClellan was likely hearing the firing from beyond Beaverdam Creek. When Stuart's forces fell back across the creek, Pelham had sent all but two of his guns to the rear as the Stuart Horse Artillery was badly beat up and needed to rest and rearm. As Federal cavalymen worked their way down to Beaverdam Creek, skirmishing with their Confederate counterparts, Pelham's guns fired upon their former position near the Quaker Meeting House, dispersing the Federal troops lingering there. As the Federal numbers began to creep around the Confederate flanks covering the Beaverdam crossing, Pelham and the rest of the Confederates once more began to pull back.

According to the History of the 3rd Indiana Cavalry, General Stuart “was contesting every step of the advance of the federal cavalry under Pleasonton.”⁸⁵ What he hoped would be his final defensive line was approximately $\frac{3}{4}$ of a mile from Beaverdam Creek at Seaton's Hill, located near the intersection of Welbourne Road and Quaker Lane. As Federal forces crossed Beaverdam Creek after a brief respite, the infantry once more deployed into line, this time east of Quaker Lane, moving south. Pelham's guns, now rearmed, opened upon the 56th Pennsylvania, a shell exploding in their midst killing two and mortally wounding two others. Lieutenant Colonel Hofmann noted with pride in his report, “I would be doing injustice to this regiment to omit mentioning the prompt manner in which the gap, formed by the

82 *OR Vol. 19, Pt 2, 142.*

83 Michael K. Shaffer, editor, *In Memory of Self and Comrades: Thomas Wallace Colley's Recollections Of Civil War Service In The 1st Virginia Cavalry*, (Knoxville, TN: The University of Tennessee Press, 2018), 44.

84 Ethan Rafuse, *McClellan's War: The Failure of Moderation in the Struggle for the Union*, (Bloomington, IN: Indiana University Press, 2005), 370 ; *OR Vol. 19, Pt 1, 88* ; *The Civil War Papers of George B. McClellan*, 517.

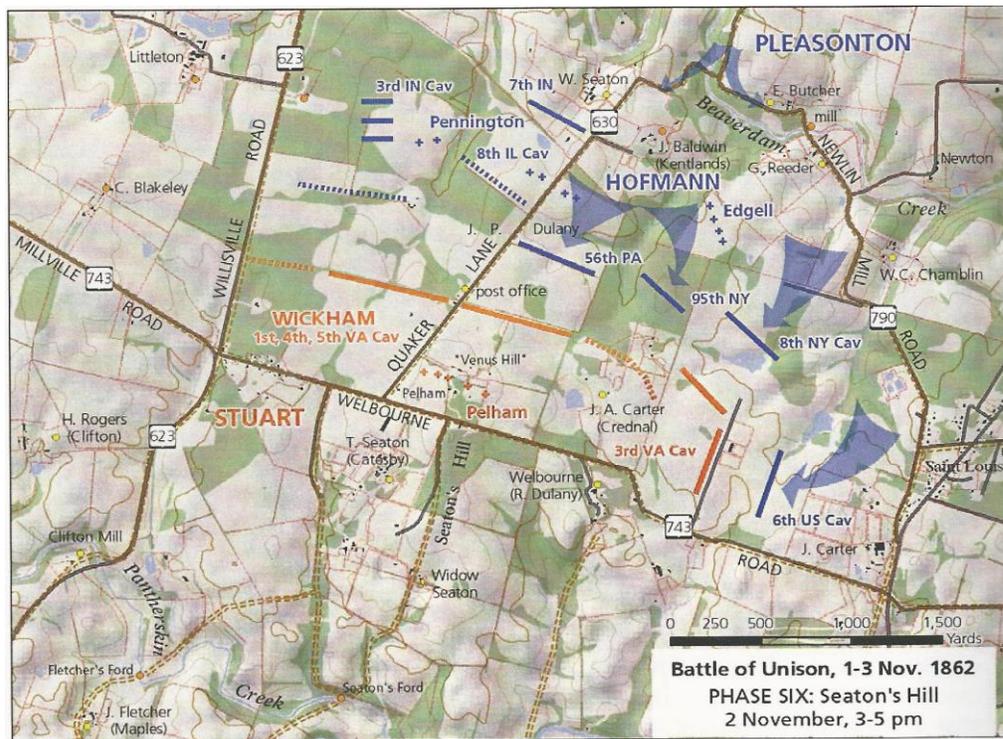
85 W.N. Pickerill, *History of the Third Indiana Cavalry*, (Indianapolis, IN: Aetna Printing Co., 1906), 35.

loss of the 4 men, was closed...”⁸⁶

The 95th New York Infantry was thrown out further to the left of the 56th Pennsylvania in an attempt to flank the Confederate position on Seaton's Hill. Further south, closer to the Welbourne Road, the 6th United States Cavalry, back from its scout to Pot House, skirmished with the 3rd Virginia Cavalry. As the sun began to set Stuart ordered a general withdrawal leaving behind two dozen sharpshooters on Seaton's Hill to keep the Federals heads down.

At the end of the day the Federal cavalry had fallen far short of their hoped-for objective, the Manassas Gap Railroad. However, Snicker's Gap was now firmly in Federal hands and McClellan hoped to take Ashby's Gap the next day. This was the same gap which Stuart had been falling back towards all day. General Stuart soon discovered that he would continue to defend Ashby's Gap, but he would do so alone.

Daniel Harvey Hill's infantry division had been ordered to Manassas Gap and was already on the move by the time Stuart was notified of his new predicament. The Cavalier was not left entirely empty handed however, his forces were now behind Pantherskin Creek and Hill had promised him another battery, Robert Hardaway's Alabama Artillery.⁸⁷



The Confederates were not the only ones moving on the night of November 2nd. Brigadier General William W. Averell, with his three cavalry regiments and a battery of artillery, had been ordered to join Pleasonton on November 1st and reached Unison around 5pm on the 2nd. Averell pushed on after a short time and crossed over Beaverdam Creek. With Averell's arrival Pleasonton now had around 4,000 men, and 18 cannon.⁸⁸

After two days of excellent marching weather, November 3rd dawned cold, wet and blustery. There was good news however, the Army of the Potomac was now entirely over its namesake river. McClellan recorded in his report of the campaign that:

On the 3d the First Corps moved to Philomont, Union, Bloomfield, the Second Corps to the vicinity of Upperville; the Fifth Corps remained at Snicker's Gap; the Sixth Corps

86 *OR Vol. 19, Pt 2, 132.*

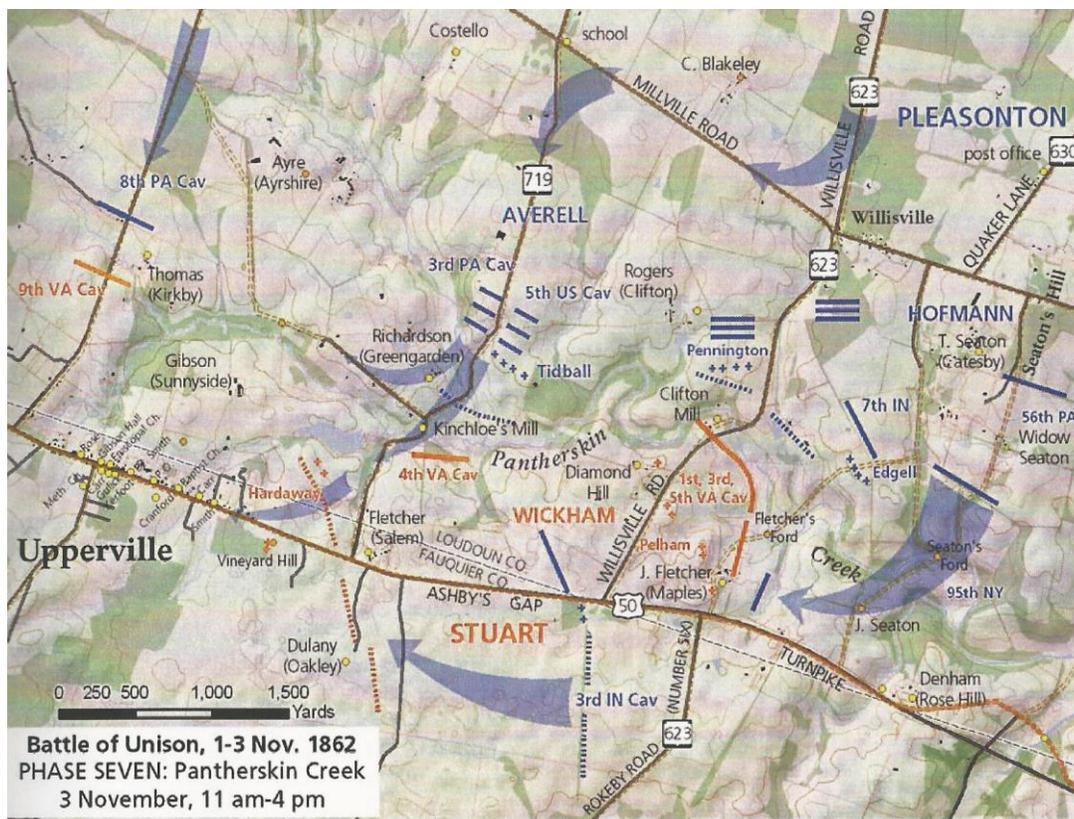
87 *Civil War in Loudoun Valley, 28.*

88 *OR Vol. 51, Part 1, 911-912 ; Civil War in Loudoun Valley, 30.*

moved to Purcellville; the Ninth Corps moved toward Upperville.⁸⁹

Back near Upperville, Pleasonton, now reinforced with Averell's brigade was preparing to drive Stuart from his position behind Pantherskin Creek. The approach was daunting. Three roads crossed Pantherskin Creek. Trappe Road came out just west of Upperville, Greengarden Road just east of the

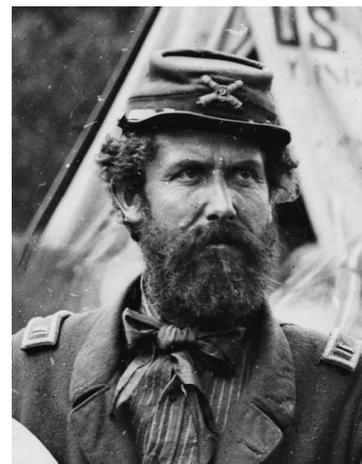
village and what is today Willisville Road, the main road from Unison which passed over the Clifton Mill dam a half mile further east of Greengarden Road. Once over the creek the landscape rose towards Upperville. Stuart concentrated his defense in an arc running from the Clifton Mill dam on the



Willisville Road back up the rising ground to the Fletcher house. The 9th Virginia and 4th Virginia cavalries covered the other approaches to Upperville. Heros Von Borcke described the Federal approach around 10am with his usual dramatic prose:

The tremendous host of Yankees advancing upon us across the fields, which I could compare only to a mighty avalanche, seemed likely to crush everything before them.⁹⁰

With Pennington's and Lieutenant Frederick Edgell's batteries going into action on the high ground north of Pantherskin Creek, a lively artillery duel erupted between them and the five guns that remained in the Stuart Horse Artillery. Skirmishing soon broke out along the line of the creek as Averell's skirmishes worked their way down Greengarden Road and began driving back Stuart's cavaliers located around Kinchloe's Mill. This allowed a third Federal battery, the "Wild Cat Battery", Battery A, 2nd United States Artillery, under Lieutenant John C. Tidball to go into action, dueling with two guns of Hardaway's



89 OR Vol. 19, Pt 1, 88.

90 *Memoirs Of The Confederate War For Independence*, 28.

Battery that had come up to assist Stuart.⁹¹

On the Federal right the drive down Trappe Road had been stymied by accurate long range rifle fire, but on the left the Federals were making headway. The 95th New York Infantry succeeded in working around the Confederate right flank unopposed. They succeeded in wading Pantherskin Creek and started up the rising ground toward the Fletcher House. Lieutenant Colonel Hofmann, commanding the infantry brigade the 95th New York was a part of described the taking of the house in his after action report:

The battery soon opened on the enemy, who was posted in the rear of a large house and barn, on our left and front. The Ninety-fifth Regiment was ordered to take possession of the house, which order they executed in gallant style the instant that the fire of our battery ceased. They held possession of the house during the day.⁹²

Leading the charge on the Fletcher house was Lieutenant Colonel James B. Post, he described how “his little force” waited for the artillery fire and then:

We immediately charged at double quick down to the house and the battery sent another shell which struck in the front door & went in & exploded causing a general smash up in the room in which it went. We entered the grounds and took possession.⁹³

General Stuart's line had been taken in the flank. The 95th New York was quickly supported by the 3rd Indiana Cavalry and they began to roll up the line. Stuart's line bent back in an attempt to contain the situation, now running along the Greengarden Road facing east. The fight however was going against them and Stuart began to pull his forces out, falling back through Upperville to Paris southeast of Ashby's Gap. By 4pm the Confederate situation at Kinchloe's Mill had also deteriorated and Stuart was nearly caught up in the hasty retreat that bordered on a rout. Weary cavalymen and guns trudged westward. The Federals pursued but finally broke off the action that evening after the bolts of Hardaway's Whitworth Rifle smashed into the advancing Federals. Stuart held Paris until after dark and then fell back through Ashby's Gap. The Federal cavalry also maneuvered that night. After several hours rest Averell's brigade was sent south six miles toward Piedmont Station while Pleasanton's troopers took their place on the Ashby's Gap Turnpike.⁹⁴

A Lost Race – A Campaign in Jeopardy:

Besides the stubborn Confederate defense of Upperville and Ashby's Gap on November 3rd, there was also significant movements by other elements of Lee's army. Jackson's Corps was now heading for Front Royal south of Manassas Gap, the dogged defense of Ashby's Gap by Stuart having allowed him to get beyond the immediate reach of McClellan's forces. Also on the 3rd James Longstreet's Corps reached Culpeper. Over the next two days his entire command would arrive and dig in along the Orange & Alexandria Railroad.⁹⁵ The Confederates had succeeded in getting back in front of the Army of the Potomac, blocking the direct route to Richmond. Now however the two wings of Lee's Army of Northern Virginia were not only separated but had the Army of the Potomac between them. This played to the Federal advantage and was exactly what McClellan had proposed at the opening of the campaign.

91 *Civil War in Loudoun Valley*, 32-33.

92 *OR Vol. 19, Pt 2*, 132.

93 James B. Post Letters, *Civil War Miscellaneous Collection*, U.S. Army Heritage and Education Center, 20.

94 *Blue & Gray*, 47 ; *Civil War in Loudoun Valley*, 35 & 37.

95 *McClellan's War*, 373.

Unfortunately, that was not how it was seen in Washington. President Lincoln had decided to use the Loudoun Valley Campaign as a test. As described in Sandburg's multi-volume history of the 16th President:

If that commander should permit Lee to cross the Blue Ridge and place himself between Richmond and the Army of the Potomac, Lincoln would remove him from command. Now when Lee's army reached Culpeper Court House the test of McClellan was over. Lincoln prepared a removal order.⁹⁶

This decision would not be known to McClellan for several days. As such the campaign continued at pace. “On the 4th the Second Corps took possession of Ashby’s Gap; the Sixth Corps reached Union; the Ninth Corps, Upperville; the cavalry occupied Piedmont.”⁹⁷

General McClellan was still attempting to keep President Lincoln up-to-date at this time as well. On the morning of the 4th he sent a brief missive, “Cavalry advance at Piedmont. Infantry in Upperville and in front of Ashby’s Pass, where resistance is probable to-day. I go to the front to see.”⁹⁸



Though rolling forward, the advance on November 4th saw some of the resistance predicted by General McClellan. The previous night Colonel Thomas Rosser, who had taken over command of Fitzhugh Lee's cavalry brigade following Colonel Williams Wickham's wounding at Upperville, had moved to take Piedmont on the Manassas Gap Railroad. This had not happened. By dawn William Averell's Federal cavalry were in Piedmont and succeeded in surprising Rosser on the road from Paris. Rosser extricated his command, falling back to Markham, but he was determined to delay Averell's pursuit. Placing the battery of Captain Mathias W. Henry of the 2nd Stuart Horse Artillery on a hill facing towards Piedmont, Rosser deployed his troopers in support. By noon the skirmishers of the contending forces were engaged. Soon thereafter the 5th United States Cavalry charged down upon the Confederate cannons but were delayed once again by the stonewalls of the region, allowing Rosser to pull his guns further back. Untangling themselves from the stonewall, the Union cavalry attacked again and briefly took the guns of the 2nd Stuart Horse Artillery. A stubborn defense by the artillery however, as well as a counterattack by Rosser's troopers rescued the pieces, throwing back Averell's horse soldiers. Averell needed aid and sent word back to Pleasonton at Piedmont for support. At 4:45pm Pleasonton reported to General McClellan that:

I have sent Colonel Gregg and the Sixth Cavalry to reinforce Averell, at Markham. On looking at the road from here to Markham, I find it would not do to move my whole command to that point, the country being very hilly, and no places to turn round in case of repeat. I have, therefore, directed Averell not to attempt to push farther and, if too hard pressed, to fall back upon me.⁹⁹

96 Carl Sandberg, *Abraham Lincoln: The War Years, Volume I*, (New York, NY: Harcourt, Brace & Company, 1939), 601.

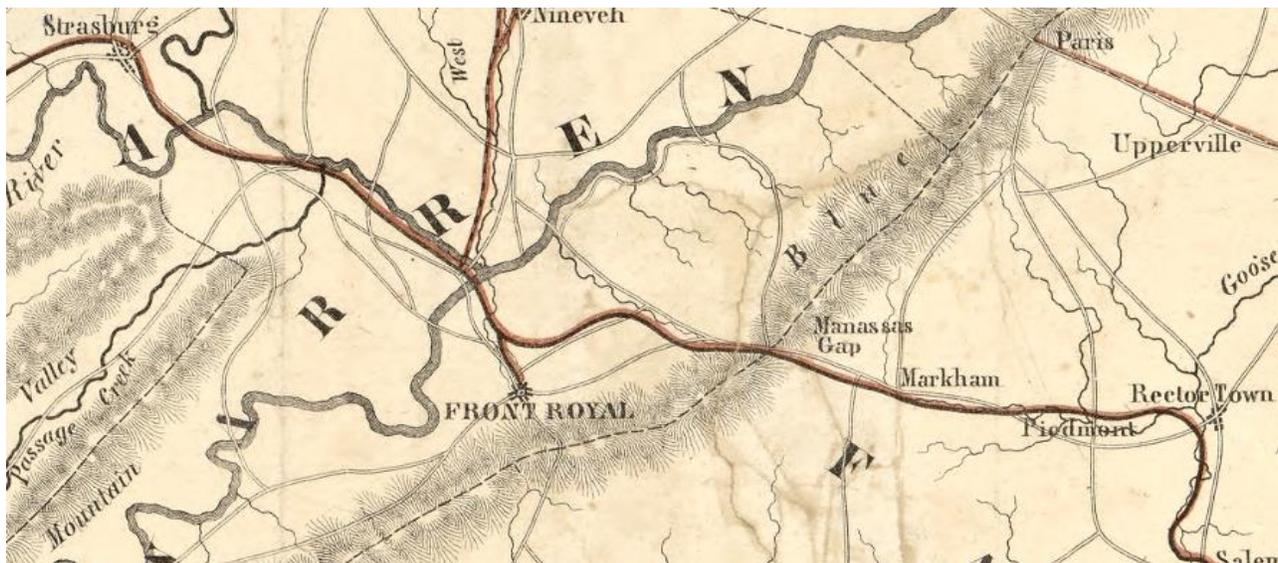
97 *OR Vol. 19, Pt 1*, 88.

98 *OR Vol. 19, Pt 2*, 542.

99 *Ibid.*, 115-116.

With Federal reinforcements arriving, but apparently not inclined to press the issue, Rosser's troopers fell back to Barbee's Crossroads and later Orlean. Heros Von Borcke described, "the dark masses of the enemy with glittering arms and fluttering pennons, and beyond them the rapidly-disappearing lines of our horsemen."¹⁰⁰

As the Federal cavalry was wrapping up operations near Manassas Gap on November 4th, the results of the mid-term elections were also trickling into Washington DC. Lincoln's Republican Party had maintained control of the House and Senate, but as anticipated, had lost seats in both. More troubling however was the loss of two state governorship's to the Democrats, New York and New Jersey. With the midterms now out of the way, and the need to appease the Democratic Party with the War Democrat McClellan, the President drafted his removal order the next day.¹⁰¹



For the Army of the Potomac, November 5th was an auspicious day as not only did the various Corps advance, but the next stage of the campaign was in site. With the gaps secured and the railroad in hand, the shifting of the base of supply from the Berlin depots in Maryland to the Manassas Gap Railroad and the Orange & Alexandria Railroad began.¹⁰²

McClellan stated in his campaign report:

First Corps moved to Rectortown and White Plains; one division of the Second Corps to the intersection of the Paris and Piedmont with the Upperville and Barbee's road; the Sixth Corps to the Aldie pike, east of Upperville; the Ninth Corps beyond the Manassas Railroad, between Piedmont and Salem, with a brigade at Manassas Gap. The cavalry under Averell had a skirmish at Manassas Gap, and the brigade of Pleasonton gained a handsome victory over superior numbers at Barbee's Cross-Roads. Bayard's cavalry had some sharp skirmishing in front of Salem.¹⁰³

The cavalry actions alluded to by General McClellan were the last efforts to secure both Manassas Gap and Chester Gap. These gaps were near each other and Chester's Gap had been utilized by Longstreet's

100 *Memoirs Of The Confederate War For Independence*, 39.

101 *McClellan's War*, 372.

102 *OR Vol. 51, Part 1*, 923 & 927.

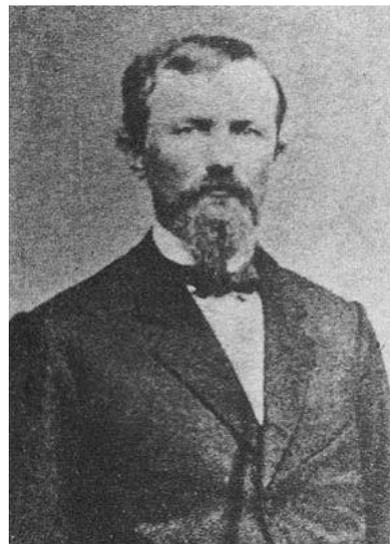
103 *OR Vol. 19, Pt 1*, 88.

Corps during its move to Culpeper.¹⁰⁴ Barbee's Crossroads in particular was important as it was part of Pleasonton's efforts to reach Chester's Gap. Scouts had been sent that direction the night previous and on the 5th Pleasonton led his brigade out of Piedmont and turned south at Markham. Averell's command, according to Pleasonton's dispatches, was believed to be in a bad way from the previous day's fighting and was also calling for more ammunition. As such he was ordered to hold Manassas Gap and would skirmish there for part of the day.¹⁰⁵

General JEB Stuart had begun to fortify the small hamlet of Barbee's Crossroads around midnight on November 5th. His force had been augmented by the troopers of Brigadier General Wade Hampton's cavalry brigade and now Hampton's, as well as Rosser's men waited at Barbee's Crossroads, modern day Hume, with a barricade across the north-south road. Barbee's Crossroads is located about five miles south of Markham, as Pleasonton's men approached to within a mile of the crossroads that morning a pair of Pelham's guns announced the Confederate presence. With this Pleasonton deployed his troopers, the 8th Pennsylvania and 6th United States on the left, the 8th New York on the right and the 8th Illinois in the center, the 3rd Indiana being held in reserve. The advance of the 8th PA and 6th US took advantage of a woodlot and broken ground and succeeded in outflanking the section of Pelham's guns. As the Confederate guns pulled back behind the barricade, they unleashed waves of canister that checked the Federal advance down the main road.¹⁰⁶

As the morning skirmishing and artillery duel was developing, the 8th New York had succeeded in getting behind some rising ground and deploying skirmishers, the majority of the regiment remained in cover and the men in the ranks could tell by looking at their commander, Colonel Benjamin "Grimes" Davis, that they were going to have a fight on their hands:

The General [Colonel] was quite a smoker. He had an old clay, pipe and when he got engaged he would keep his pipe in his mouth for an hour after it was smoked out. The boys knew that there was going to be business that day, for he had his pipe in his mouth bottom side up.¹⁰⁷



As the skirmishing continued into the afternoon, Stuart got word that Federal troops had gained Warrenton, southeast of his position. Fearing that Pleasonton's advance was a mere feint, he signaled a retreat from the field ordering Hampton to Flint Hill and Rosser to Orlean. As the Confederate guns pulled out the 8th Illinois and 3rd Pennsylvania went forward once more scattering the 9th Virginia. Federal troops were now closing on the crossroads from several directions. Hampton, in hopes of stemming the Federal pursuit ordered up his reserve regiment, Lieutenant Colonel James B.

Gordon's 1st North Carolina. As the North Carolinian's moved north shortly after noon, Gordon noticed a concentration of blue coated cavalry off to his left. He later wrote that, "I discovered that I could be flanked and cut off in moving farther up. I therefore moved in the direction of the enemy..." Moving his troopers into a depression to shield them from the fire of the dismounted New Yorkers, Gordon called for instructions. Hampton was soon on the scene and Gordon requested permission to charge but warned him that the stonewall could be shielding sharpshooters. Hampton was incredulous, stating that

104 *Blue & Gray*, 11.

105 *OR Vol. 19, Pt 2*, 116-117.

106 *Galloping Thunder*, 130.

107 *Deeds of Daring*, 44-45.

he had scouted that portion of the field himself and had seen no wall. Gordon was ordered to charge by squadrons and he was to be supported by the 2nd South Carolina in this endeavor.¹⁰⁸

As suspected the charge was a disaster. Gordon's men were almost immediately thrown into disarray by a weed choked gully, before having to maneuver through a stonewall in their front. As they did so dismounted troopers from the 8th New York rose up from behind the stonewall to Gordon's right, as he had feared, pouring on "a withering fire from 150 dismounted men and one piece of artillery".¹⁰⁹

Thoroughly disrupted and unable to get at their opponents, Gordon began to pull back. As he did his regiment was struck by a counter charge led by "Grimes" Davis himself:

From an eminence on which I was standing I galloped back to the Reserve Squadrons, brought them up over the hill and charged the enemy somewhat obliquely just as the main body had arrived nearly opposite to our position. Although less than half their numbers the charge was made with such vigor and intrepidity that he hesitated, pulled up, opened fire with pistol and carbines and finally as the leading files were closing upon him, turned about and fled in the utmost confusion. The men followed with the greatest eagerness close up to the reserves, sabering and taking prisoners at every step.¹¹⁰

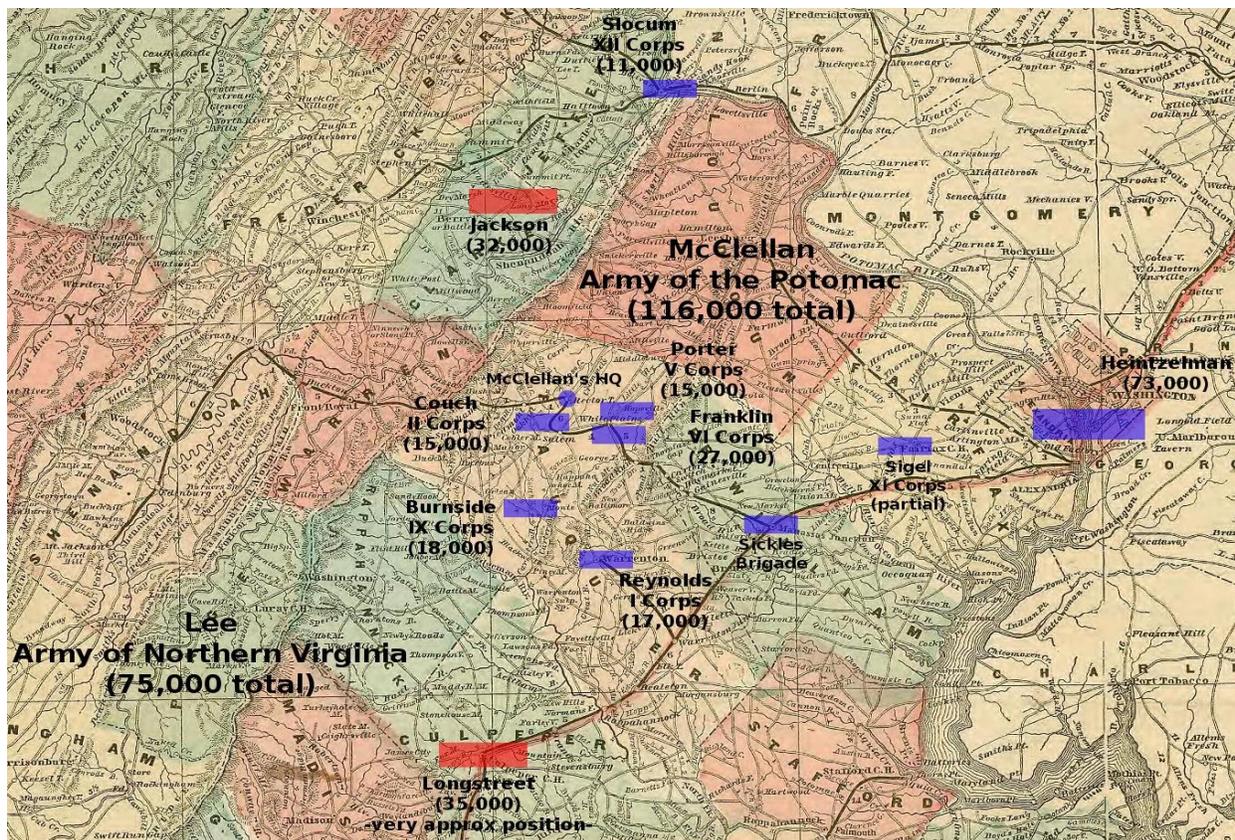
The mounted cavalry clash at Barbee's Crossroads turned out to be the climax of the battle that day. Shortly thereafter the Confederates were gone, falling back towards Warrenton. Alfred Pleasonton gave full credit to his troopers, writing in a dispatch, "My command marched 12 miles to-day, and was fighting for six hours; pretty good day's work. I cannot say too much of my men and officers."¹¹¹

108 *OR Vol. 19, Pt 2, 145-146 ; Blue & Gray, 53.*

109 *OR Vol. 19, Pt 2, 146.*

110 "Col. Benjamin 'Grimes' Davis at Barbee's Cross Roads", Small But Important Riots, last updated September 5th, 2019, <https://smallbutimportantriots.com/2016/10/04/col-benjamin-grimes-davis-at-barbees-cross-roads/>

111 *OR Vol. 19, Pt 2, 117.*



Sporadic skirmishing continued throughout November 6th and 7th as the Army of the Potomac shifted towards Warrenton. The spur of the Manassas Gap Railroad was ideal for supplying the army. Unable to contend with the entire army, the Confederate cavalry, which had done such a masterful job in delaying the Federal advance, could do no more. On November 7th, the army ground to a halt as the first major snowstorm of the season set in.¹¹²

A Change of Command – The Campaign Ends:

President Lincoln's order removing McClellan from command had been making its way through the bureaucracy for several days. A copy of the order was to be hand delivered to McClellan, whose headquarters were then at Rectortown. Lincoln's removal order was in the hands of Brigadier General Catharinus P. Buckingham, who had taken the train to Salem and then ridden through the snowy night of November 7th to the camp of Major General Ambrose Burnside, then in the vicinity of Waterloo. As expected from the man who had already turned down command of the army twice, Burnside protested in the strongest terms. Buckingham however replied that there was no saving McClellan and that if Burnside did not take up the mantle, Major General Joseph Hooker was next in line. Detesting Hooker, Burnside reluctantly accepted.¹¹³

The two generals rode back out into the night to Salem, where Buckingham's train then took them another five miles to Rectortown. They arrived at McClellan's quiet headquarters at about 11pm. Snow was still coming down, and would continue for several days, but a light glowed within McClellan's

112 “Army Operations in Virginia”, *The New York Times*, November 8th, 1862, Page 1, <https://www.newspapers.com/image/20610608>

113 William Marvel, *Burnside*, (Chapel Hill, NC: The University of North Carolina Press, 1991), 159-160.

headquarters tent. When they entered the tent McClellan later claimed he suspected the nature of their visit, but politely entertained with small talk until Buckingham finally suggested to Burnside that they get to the matter at hand. Receiving the messages, General McClellan made pains not to react in front of either man, simply stating, "Well, Burnside, I turn the command over to you."¹¹⁴

The general's personal correspondence reveals a man deeply troubled by the order however, but resigned and still willing to do his duty. In a letter to Ellen, General McClellan described how distraught Burnside appeared and how sorry he felt for him. He then poured his heart out writing:

They have made a great mistake – alas for my poor country – I know in my innermost heart she never had a truer servant. I have informally turned over command to Burnside – but will go tomorrow to Warrenton with him, & perhaps remain a day or two there in order to give him all the information in my power...

Do not be at all worried – I am not. I have done the best I could for my country – to the last I have done my duty as I understand it.¹¹⁵

That duty continued the next day when General McClellan moved his camp to Warrenton. From there McClellan dispatched a final farewell to the Army of the Potomac on November 8th:

Officers and Soldiers of the Army of the Potomac:

An order of the President devolves upon Major-General Burnside the command of this army.

In parting from you, I cannot express the love and gratitude I bear to you. As an army, you have grown up under my care. In you I have never found doubt or coldness. The battles you have fought under my command will proudly live in our nation's history. The glory you have achieved, our mutual perils and fatigues, the graves of our comrades fallen in battle and by disease, the broken forms of those whom wounds and sickness have disabled—the strongest associations which can exist among men—unite us still by an indissoluble tie. We shall ever be comrades in supporting the Constitution of our country and the nationality of its people.

Geo. B. McClellan,
Major-General, U. S. Army.¹¹⁶

The effect of General McClellan's removal was immediate within the army, Major Rufus Dawes of the 6th Wisconsin Infantry summed up the situation in the famed "Black Hat" Brigade. "There was considerable expression of feeling. No acts of insubordination occurred. There was talk of resignations by officers, but not in our brigade."¹¹⁷

That "expression of feeling" was on display at the Corps level as well. Colonel Charles Wainwright, the Chief of Artillery for the 1st Corps, made note in his diary that, "The greatest indignation is expressed by everyone here, even those who have blamed McClellan. Most say the change is a bad one, and the time chosen worse."¹¹⁸

The press coverage for the change of command was also extensive. In the New York Times alone

114 *McClellan's Own Story*, 651-652.

115 *The Civil War Papers of George B. McClellan*, 520.

116 *OR Vol. 19, Pt 2*, 551.

117 Rufus R. Dawes, *A Full Blown Yankee of the Iron Brigade: Service With The Sixth Wisconsin Volunteers*, (Lincoln, NE: University of Nebraska Press, 1962), 105.

118 *A Diary of Battle*, 124.

McClellan's removal and send off was headline news for three days starting on November 9th.¹¹⁹



The sendoff occurred on November 10th with a review of the I, II, and V Corps, those in the immediate vicinity of Warrenton. Captain Francis Adams Donaldson of the 118th Pennsylvania Infantry wrote extensively on the removal of McClellan in one of the letters to his brother on November 10th stating:

Genl. McClellan took leave of us today. The army is in tears – my heart is to full of bitterness to say more at present. Am still in good health, tho' much depressed – defeat is before us – how can I help feeling badly...¹²⁰

Pageantry and melancholy aside, the war continued. General McClellan had already issued orders for the movements of November 8th and 9th, closing the army up around Warrenton and the Manassas Gap Railroad. On November 10th, the day of McClellan's departure, one more clash would occur between Pleasonton and Stuart to finish out the campaign. Near Amissville at Corbin's Crossroads Stuart, backed up by the 16th Mississippi Infantry, attacked Pleasonton. The Federal cavalry commander fell back to Amissville and called up infantry support. Captain James Wren of the 48th Pennsylvania Infantry was among those sent in support of Pleasonton and described his brief action in his diary, “formed Line of Battle after which advanced a skirmish Line with the 48th regiment to the support of Gen. Pleasonton's Cavalry. After a Considerable engagement with Artillery & Cavalry, the enemy fell back...”¹²¹ General Pleasonton received orders to suspend his advance that evening, the campaign was over.¹²²

Conclusion:

119 “HIGHLY IMPORTANT: Gen. McClellan Relieved of His Command”, *The New York Times*, November 9th, 1862, Page 1, <https://www.newspapers.com/image/20610668>

“IMPORTANT NEWS: Gen. McClellan Relieved of the Command of the Army of the Potomac”, *The New York Times*, November 10th, 1862, <https://www.newspapers.com/image/20610895>

“NEWS OF THE DAY: THE REBELLION”, *The New York Times*, November 11th, 1862, <https://www.newspapers.com/image/20611141>

120 J. Gregory Acken, editor, *Inside the Army of the Potomac: The Civil War Experience of Captain Francis Adams Donaldson*, (Mechanicsburg, PA: Stackpole Books, 1998), 159. Captain Donaldson gives an incredibly in depth account of his feelings, and those of the men around him, the next day, November 11th, in another, much longer letter to his brother Jacob.

121 John Michael Priest, editor, *Captain James Wren's Diary: From New Bern To Fredericksburg*, (Shippensburg, PA: White Mane Publishing, 1990), 87.

122 *OR Vol. 19, Pt 2*, 127.

The Loudoun Valley Campaign offered the Army of the Potomac one of its single greatest opportunities to separate Robert E. Lee's Army of Northern Virginia and destroy it in detail. This plan was developed and implemented by George B. McClellan at the urging and suggestion of President Lincoln. Under his leadership the army had begun to rebuild and resupply itself after an exhaustive campaign in Maryland. It stepped off into a new campaign late in the season and pressed southward aggressively, initially stealing a march on Lee. Confederate forces had to react and did so by separating their army. Though successful in getting a portion of the Army of Northern Virginia back in front of the Federal advance, the two halves were dangerously apart. By all appearances, with the Union army closing in around Warrenton and the vital railroad line there. Lee was actually preparing to pull out of the Shenandoah Valley entirely in a desperate bid to close up his command by way of Swift Run Gap, the only gap still viable to Jackson.¹²³

General McClellan was proud of his army and near the end of his final report and in his memoir he laid out its condition and his intentions:

The army was thus massed near Warrenton, ready to act in any required direction, perfectly in hand, and in admirable condition and spirits. I doubt whether, during the whole period that I had the honor to command the Army of the Potomac, it was in such excellent condition to fight a great battle. When I gave up the command to Gen. Burnside the best information in our possession indicated that Longstreet was immediately in our front near Culpeper; Jackson, with one, perhaps both, of the Hills, near Chester and Thornton's Gaps, with the mass of their force west of the Blue Ridge...

Had I remained in command I should have made the attempt to divide the enemy, as before suggested; and could he have been brought to a battle within reach of my supplies, I cannot doubt that the result would have been a brilliant victory for our army.¹²⁴

Major General George Brinton McClellan had rebuilt the Army of the Potomac and given new confidence to its branches. This included the cavalry, which for had fought toe to toe with the vaunted horsemen of Major General JEB Stuart, giving as good as they got. The campaign though was ended prematurely, and soon the Army of the Potomac would be heading in a new direction, under a new commander, towards a new, as yet unheard of disaster.

The movements of the contending armies in the Loudoun Valley had not only changed themselves, but the very landscape. Charles Wainwright had described the Loudoun Valley at the opening of the campaign as some of the finest farm land he had ever seen. Another participant in this grand drama described Loudoun at the end of the campaign:

The country, where rested the remains of so many brave men of both armies, and which had been marched and countermarched over so often by both armies, in the dreary, late autumn days of 1862, had much the appearance of a barren waste, and vast sections of it had ceased to be the habitation of man or beast. Here and there stood a lone chimney surrounded by the charred embers of some destroyed home and an occasional straggling apple tree was all that was left to mark the civilization which in earlier and happier years marked the proud old Virginia as the mother of Presidents.¹²⁵

123 *Ibid.*, 704.

124 *McClellan's Own Story*, 648-650 ; *OR Vol. 19, Pt 1*, 89.

125 *History of the Third Indiana Cavalry*, 36.

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