When Ulysses Grant took over command of all United States armies, he devised a plan to totally annihilate the Confederacy from multiple directions. While Grant and George Meade attacked Robert E. Lee and pushed him back toward Richmond, William Tecumseh Sherman would invade Georgia, Nathaniel Banks would attack Mobile, Alabama and Franz Sigel would invade the Shenandoah Valley, the Confederacy’s “breadbasket”.

The Valley Campaign did not start well for the Union as Sigel’s troops were defeated at New Market in May by a Confederate army that included VMI cadets. Sigel was replaced by David Hunter. Hunter resumed the offensive in early June and pushed the Confederates all the way up the valley to Lexington, where Hunter burned most of the VMI campus. Hunter then turned his sites on Lynchburg, but he was headed off there by reinforced Confederate troops under Jubal Early. On June 18, Hunter withdrew into West Virginia.

Robert E. Lee, concerned about the lack of supplies and food that would result from Union control of the valley, ordered Early to go on the offensive. He also wanted Early to provide a diversion to relieve the pressure Lee was feeling from Grant’s offensive. Early moved down the valley with little Union opposition and in early July moved into Maryland, defeating a Union force at Frederick. From there he actually reached the outskirts of Washington, DC, fighting a battle that concerned Abraham Lincoln so much that he watched it in person.

Not being able to make more progress, Early withdrew back into Virginia, where he defeated the Union again near Winchester at the Second Battle of Kernstown. From here, Early decided to exact revenge on the Union for Hunter’s destruction in the valley. He sent a cavalry
force north into Pennsylvania where on July 30, 1864 they burned and sacked the town of Chambersburg.

At this point, Grant had had enough. He transferred his aggressive cavalry commander Phil Sheridan to the valley to replace Hunter. Sheridan was given control of all Union troops in the valley, now to be called the Army of the Shenandoah. After taking control, Sheridan began to slowly press on Early, and defeated him soundly on September 19 at the Third Battle of Winchester. Sheridan attacked Early again at Fisher’s Hill, forcing him to retreat all the way up the valley to Waynesboro. Without opposition, Sheridan now exacted revenge for Chambersburg, scorching the earth of the valley by burning houses, barns and factories as he traveled. Sheridan’s work, mainly between September 26 and October 8, was long known in the valley as “The Burning” or “Red October”. The main areas affected were Harrisonburg, Waynesboro, Staunton and Port Republic.

At this point, Sheridan slowly withdrew back down the valley toward Strasburg and Early, reinforced by cavalry under Thomas Rosser, decided to go back on the offensive. On the night of October 18, Early began to form his men for attack. Sheridan, not expecting any aggressive action by the Confederates, was spending the night in Winchester. He directed his subordinates to stay alert to any possibilities, but several of his commanders discounted the risk and did not properly place their men for observation.

Expecting any Confederate attack to come straight up the floor of the valley, the Union armies would be shocked the next day when Rebel soldiers came screaming at them from their left flank. The ensuing Battle of Cedar Creek would be a near disaster for Sheridan and the Army of the Shenandoah.