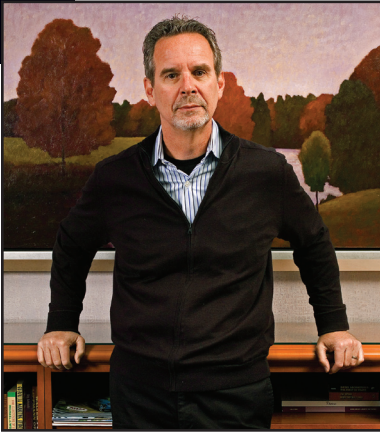


A MESSAGE FROM THE CEO

378 Florence Avenue, Hillside, NJ 07205



Dear Model Railroader,

Happy New Year and welcome to the newly redesigned Winter 2011 Atlas All Scales Quarterly Catalog, the comprehensive source for all Atlas products announced and arriving throughout the year. This resource is designed to provide distributors, retailers and most importantly, you, the consumer, with up-to-date information for both the in-stock and all new product lines in every Atlas scale – HO, N and O!

The catalog is divided into two major sections: one for Atlas Model products (N & HO scales) and one for Atlas O (O and O-27 scales) products. In the new and improved Atlas Quarterly, Announcements and Arrivals in all scales are now highlighted in a comprehensive "Featured Products" section. Newly announced product pages are now notated with a Guaranteed Pre-Order deadline, allowing customers to place

their guaranteed pre-orders with the hobby store of their choosing well in advance so they don't miss out on some great Atlas products. Models arriving at hobby stores during the timeframe covered by the current catalog are also featured in the "Featured Products" section. In this instance, products arriving during the 1st & 2nd Quarters of 2011 are shown.

In addition to Announcements and Arrivals, this catalog also features comprehensive track listings for each scale: HO (pages 25-27), N (pages 52-54) and O (pages 99-102). No matter what your track need, "You're On the Right Track... With Atlas!" We have the pieces to create the easiest or most complex layout of your dreams! Rest assured that our track is backed by our superior customer support. With over 60 years of track production experience, we're always glad to answer your questions and help you with your latest layout building endeavors!

If you need assistance in locating an Atlas Dealer near you, we provide a Hobby Store Locator that will list stores in your area as well as provide detailed driving directions. This locator can be found on our website at www.atlasrr.com. A more detailed description of the dealer locator can be found in this catalog on page 57.

When you choose to purchase Atlas products, you can feel confident you've made a wise investment. All Atlas products in every scale are designed and engineered to create the best looking and performing trains and accessories that will stand the test of time. At Atlas, we understand that superior product is only half of the equation for our success. The other is the high esteem in which we hold our customers. If you have any questions or need assistance in any Atlas matter, please contact us at the phone numbers and web addresses below.

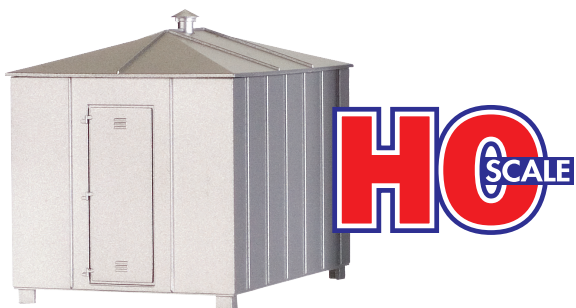
To all of our customers, whether you are a returning loyal customer, or a brand new admirer, we hope you enjoy browsing this catalog to find something new and exciting to add to your layout! I, and the entire Atlas staff thank you for your interest in and support of Atlas products and wish both you and your family a healthy, happy and prosperous New Year!

Sincerely,

Tom Haedrich, CEO
Atlas Model Railroad Co. Inc. and Atlas O, LLC

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All prices are in US dollars. Prices and dates are subject to change without notice. All catalog products are subject to availability at time of order. Atlas reserves the right to correct errors, change prices and modify designs without notice or obligation to purchasers of same or similar products. Any product pricing errors may be corrected at any time through notification of distributors, dealers and on our websites at www.atlasrr.com or www.atlaso.com. Atlas reserves the right to cancel any announced product. Unless otherwise noted, all N scale cars and locomotives will operate properly on 9-3/4" radius and all HO scale cars and locomotives will operate properly on 18" radius. Short length cars and locomotives may operate properly on radii smaller than these.

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