A MESSAGE FROM THE EXECUTIVE CHAIRMAN

January 2014

Dear Model Railroaders,

With the New Year comes change. It can be something as small as a new paint scheme on a favorite model or perhaps, something larger. In this catalog, you will find plenty of the former, as well as brand new models and other items in N, HO and O scales. With this letter, I write to tell you about another bigger change.

2014 is the year that I have decided to step down as CEO of Atlas Model Railroad Company, Inc. After 30 years, I have decided that it is time to let somebody else take over the day to day reins. It's been a fun ride, often challenging but always rewarding and an experience that I will always cherish. I won't be leaving completely, as I will continue to serve as Executive Chairman with the Atlas Board of Directors where I will concentrate my efforts on long term planning.

Not to worry, you're being left in capable hands. Paul Graf, currently the Chief Operating Officer, will be the new CEO as of January 1st, 2014. Paul has been with



Atlas for 25 years and his love of model railroading as a hobbyist and as a businessman has helped us hit more than a few home runs with products in the past and I see nothing but great things coming under his tenure. Jarrett Schaffan Haedrich, currently VP Marketing and the great-grandson of Atlas founder Stephan J. Schaffan Sr. will become the new COO. Jarrett has been employed with Atlas for the past ten years. Atlas, and the model railroad industry will be well served by these changes.

Now to the reason that you're holding this catalog in the first place—model trains. The Atlas All Scales Winter 2014 Catalog contains all of the Atlas announcements and arrivals in all three scales - N, HO and O - for the next six months. You may recognize some old favorites in there along with some new models. The most notable being two more of the California Zephyr passenger cars, including the Dome Observation Car, which will be a beautiful replica—just like the others in the line-- that will look outstanding running on your layout, or displayed anywhere else you see fit.

All Atlas products can be ordered from your local hobby shop. If you need assistance in locating an Atlas Dealer near you, it is as easy as heading over to the Atlas dealer locator at shop.atlasrr.com, typing in your location and hitting "Enter." The results from the search will advise you as to the nearest Atlas Authorized Dealer. Also, for your convenience, a complete Dealer Listing is provided on pages 123-131 of this catalog.

If you are having trouble finding a product, it may be in stock on our online store, also located at shop.atlastr.com. We've completely revamped the site and instituted a new ecommerce system to make ordering Atlas products easier than ever. The new site allows everyone - consumers, dealers and distributors - to easily determine the status of a product and order online from anywhere.

To all of our customers, I, and the entire Atlas staff thank you for your interest in and support of Atlas products and hope you have a happy, healthy and prosperous New Year.

Tom Haedrigh

Sincerely

Executive Chairman, Board of Directors

Atlas Model Railroad Co. Inc.



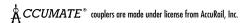
TABLE OF CONTENTS

INTRODUCTION	
A MESSAGE FROM THE CEO	1
TABLE OF CONTENTS	2
PRODUCT INDEX	3-4
HO SCALE FEATURED PRODUCTS	
ANNOUNCEMENTS	5-23
ARRIVALS	27-49
N SCALE FEATURED PRODUCTS	
ANNOUNCEMENTS	50-66
ARRIVALS	67-83
O SCALE FEATURED PRODUCTS	
ANNOUNCEMENTS	85-108
ARRIVALS	109-122
BOOKS	24
HO SCALE STRUCTURES	25-26
GOLDEN SPIKE CLUB	84
DEALER LISTING	123-131
ALL SCALES SPECIAL RUNS1	32-Back Cover

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The cover depicts the HO Master RS-3, Gulf Mobile & Ohio #1518. This model is featured on pages 27-28 of this catalog. Also shown is the HO Master 40' Postwar Box Car with 6' Door, featured on page 39 of this catalog. To order these and other fine Atlas models, track and accessories, please contact your local dealer or visit shop atlastr.com!

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Master/Trainman defined - Atlas has two primary lines of locomotives and rolling stock (freight and passenger cars) designated as either Master or Trainman. The Master line is made up of highly detailed models which most often includes individual parts and details that match a specified model or phase. Road numbers and paint/print decoration will match an actual model, past or present, in the real world. The Trainman line will use accurate numbering, paint and print decoration; however there will not be as great attention to individual detail as afforded in the Master line.

ALL SCALES PRODUCT INDEX

SCALE/MODEL A	ANNOUNCEMENT DATE	EST. ARRIVAL DATE	PAGE#
HO Master GP 38/40 Locomotive	February 2014	4th Quarter 2014	5-6
HO Master H16-44 Locomotive	April 2014	4th Quarter 2014	7-8
HO Master AEM-7/ALP-44 Locomotive	June 2014	4th Quarter 2014	9-10
HO Master 40' Wood Reefer	January 2014	2nd Quarter 2014	11
HO Master 70 Ton Hart Ballast Car	January 2014	2nd Quarter 2014	12
HO Trainman® Aluminum Coal Gondola	February 2014	2nd Quarter 2014	13
HO Master 4650 Centerflow Hopper	February 2014	2nd Quarter 2014	14
HO Trainman® Plus 85' Trash Flat	March 2014	3rd Quarter 2014	15
HO Trainman® 20' High Cube Trash Containers	March 2014	3rd Quarter 2014	16
HO Master 36' Wood Reefer	March 2014	3rd Quarter 2014	17
HO Master 53' Well Car	April 2014	3rd Quarter 2014	18
HO Trainman® 40' Plug Door Box Car	April 2014	3rd Quarter 2014	19
HO Trainman® 1937 40' Box Car Kit	May 2014	4th Quarter 2014	20
HO Master Pulpwood Flat Car	May 2014	4th Quarter 2014	21
HO Trainman® Thrall 4750 Covered Hopper	June 2014	4th Quarter 2014	22
HO Master 25,500 Gallon Veg. Oil Tank Car	June 2014	4th Quarter 2014	23
HO Master RS-3 Locomotive	September 2012	1st Quarter 2014	27-28
HO Master Genset Locomotive	November 2012	1st Quarter 2014	29-30
HO Master S-2 Locomotive	February 2013	1st Quarter 2014	31-32
HO Master C420 Locomotive	August 2012	2nd Quarter 2014	33-34
HO Master C424/425 Locomotive	October 2012	2nd Quarter 2014	35-36
HO Master Dash 8-40 Locomotive	December 2011	2nd Quarter 2014	37-38
HO Master 40' Postwar Box Car w/ 6' Door	November 2011	1st Quarter 2014	39
HO Master 5701/5800 Plastics Grain Hopper	July 2013	1st Quarter 2014	40
HO Master Heavyweight Coach	July 2012	1st Quarter 2014	41
HO Master REA Express Reefer	February 2013	1st Quarter 2014	42
HO Master 53' Evans DPD Box Car	August 2013	1st Quarter 2014	43
HO Master 1932 ARA Box Car	August 2013	1st Quarter 2014	44
HO Master NSC 50' Plug Door Box Car		1st Quarter 2014	45
HO Trainman® Cupola Caboose	June 2013	1st Quarter 2014	46
HO Trainman® 62' Bulkhead Flat Car	September 2013	2nd Quarter 2014	47
HO Master 11k Gallon Tank Car	September 2013	2nd Quarter 2014	48
HO Master 50' Postwar Double Door Box Car	September 2013	2nd Quarter 2014	49
N Master C628 Locomotive	February 2014	4th Quarter 2014	50
N Master SD7/9 Locomotive	March 2014	4th Quarter 2014	51
N Master H16-44 Locomotive	April 2014	4th Quarter 2014	52
N Master GP-38/40 Locomotive	June 2014	4th Quarter 2014	53
N Master 70 Ton Hart Ballast Car	January 2014	2nd Quarter 2014	54
N Master PS 2750 Hopper	January 2014	2nd Quarter 2014	55
N Master 40' Wood Reefer	February 2014	2nd Quarter 2014	56
N Trainman® C&O Caboose	February 2014	2nd Quarter 2014	57
N Trainman® PS2 Covered Hopper	March 2014	3rd Quarter 2014	58
N Trainman® Plus 85' Trash Flat	March 2014	3rd Quarter 2014	59
N Trainman® 20' High Cube Trash Containers	March 2014	3rd Quarter 2014	60
N Trainman® 40' Plug Door Box Car	April 2014	3rd Quarter 2014	61
N Master 89' Flat Car	April 2014	3rd Quarter 2014	62
N Master 40' PS-1 Box Car	May 2014	4th Quarter 2014	63
N Trainman® 90 Ton Hopper	May 2014	4th Quarter 2014	64
N Master 25,500 Gallon Veg Oil Tank Car	June 2014	4th Quarter 2014	65

ALL SCALES PRODUCT INDEX

COME MODEL	NOTATIVE BASE	FOT ADDIVAL DATE	DAGE #
SCALE/MODEL ANNOU	NCEMENT DATE	EST. ARRIVAL DATE	PAGE #
N Trainman® Thrall 4750 Covered Hopper	June 2014	4th Quarter 2014	66
N Master RS3 Locomotive	October 2012	1st Quarter 2014	67
N Master GP38-2 Locomotive	January 2013	1st Quarter 2014	68
N Master VO-1000 Locomotive	November 2012	1st Quarter 2014	69
N Master S2 Locomotive	March 2013	1st Quarter 2014	70
N Master U23B Locomotive	February 2013	1st Quarter 2014	71
N Master Dash 8-40 Locomotive	August 2012	2nd Quarter 2014	72
N Master GP-35 Locomotive	July 2013	2nd Quarter 2014	73
N Classic RS-1 Locomotive	September 2013	2nd Quarter 2014	74
N Master U25B Locomotive	December 2012	2nd Quarter 2014	75
N Master 89'4" Flat Car	June 2013	1st Quarter 2014	76
N Master 5701 Plastics & Grain Hopper	July 2013	1st Quarter 2014	77
N Master 3' Evans DPD Box Car	August 2013	1st Quarter 2014	78
N Master 42' Pulpwood Flat Car	August 2013	1st Quarter 2014	79
N Trainman® 2-Bay Centerflow Hopper	January 2013	1st Quarter 2014	80
N Trainman® 42' Gondola	May 2013	1st Quarter 2014	81
N Trainman® Cupola Caboose	June 2013	1st Quarter 2014	82
N Trainman® 50' Flat w/ 40' Trailer	July 2013	1st Quarter 2014	83
N IIdililidir 50 Tidi W/ 40 IIdilei	July 2013	131 QUAITE 2014	
O Trainman® Dash 8-40 Locomotive - Reannouncement	February 2014	4th Quarter 2014	85-86
O Master GP7 Locomotive - Reannouncement	March 2014	4th Quarter 2014	87-88
O Master SW Series Locomotive - Reannouncement	April 2014	4th Quarter 2014	89-90
O Trainman® RSD-7/15 Locomotive - Reannouncement	May 2014	4th Quarter 2014	91-92
O Master Dash 8-40 B/BW Locomotive - Reannouncemer	· · · · · · · · · · · · · · · · · · ·	4th Quarter 2014	93-94
O Master CZ Dome Observation Car	January 2014	2nd Quarter 2014	95-96
O Master CZ Sleeper Car	January 2014	2nd Quarter 2014	95-96
O Master 40' Wood Reefer	January 2014	2nd Quarter 2014	97
O Trainman® 62' Bulkhead Flat Car	January 2014	2nd Quarter 2014	98
O Master 8k Gallon Tank Car	February 2014	2nd Quarter 2014	99
O Trainman® AAR 3 Bay 70 Ton Hopper	February 2014	2nd Quarter 2014	100
O Master 36' Wood Reefer	March 2014	3rd Quarter 2014	101
O Trainman® Bay Window Caboose	March 2014	3rd Quarter 2014	102
O Master USRA 55 Ton Coal Hopper	April 2014	3rd Quarter 2014	103
O Trainman® 40' Stock Car	April 2014	3rd Quarter 2014	104
O Trainman® 50' Single Sheathed Box Car	May 2014	4th Quarter 2014	105
O Master PS-1 50' Plug Door Box Car	May 2014	4th Quarter 2014	106
O Scale Lighting	January 2014	2nd Quarter 2014	107-108
O Master RS1 Locomotive	July 2012	2nd Quarter 2014	109-110
O Trainman® U23B Locomotive	October 2012	2nd Quarter 2014	111-112
O Master 70 Ton Covered Hopper	June 2013	1st Quarter 2014	113
O Master Evans 53' DPD Box Car	August 2013		114
		1st Quarter 2014 1st Quarter 2014	
O Trainman® 40' Plug Door Box Car	August 2013	2nd Quarter 2014	115
O Master 11k Gallon Tank Car	September 2013		116
O Master 1937 AAR 40' Single Door Box Car	September 2013	2nd Quarter 2014	117
O Master 40' Steel Rebuilt Box Car	September 2013	2nd Quarter 2014	118
O Trainman® Passenger Cars	December 2013	2nd Quarter 2014	119-120
O Hillside Structures	TBA	TBA	121
O Scale Trucks/Smoke Unit		Now Available	122