



It's the dawn of a new Millennium and we invite you to take a train ride with us into the 21st Century. Take this opportunity to join the most prestigious train club in the world, or renew your exclusive LIONEL® CENTURY CLUB membership.

The new LIONEL® CENTURY CLUB II blasts into the next Century with an exciting array of locomotives. You've asked us to give you more variety, added value, new options and exclusive offers and we've heard you loud and clear.

To kick off our next Centennial, the CLUB offers its members never before manufactured locomotives. These magnificently appointed, scale proportioned, pieces feature all new tooling, new decoration, and loads of new features. Plus, these items have never been made before and will not be made in their CENTURY CLUB II configurations ever again!

Each CENTURY CLUB II locomotive is outfitted with the latest, cutting-edge technology including our own Odyssey™ System with Speed Control, TrainMaster® Command Control and RailSounds™ digital sound system recordings.

Additionally, each locomotive is specially decorated with its own 24 karat gold accents and CENTURY II details while presented in unique LIONEL® CENTURY CLUB II packaging.

Beginning in 2001 and every year after that until 2005, Lionel will offer one of these magnificent locomotives for purchase to CLUB members. Additional complementary pieces will also be available for purchase each year. These bright new stars are sure to become Lionel classics for the 21st Century!



Recessed smokestack and smoke deflectors add loads of realism to this locomotive!



Complete with moving fans and borns bebind great grillwork detailing!



Unique, new tooling design makes this locomotive pair a must have!



Meticulous decoration and styling denotes attention to details!



Notice the distinctive metal nameplate on the engine nose!

NEW YORK CENTRAL NIAGARA

Features: •All new tooling, die-cast boiler, chassis and tender, with die-cast trucks; metal side rods, hand railings, ladders, and more.

· Precision built, high-torque motor.

. Brilliant headlight illumination, with lighted markers, tender back-up lighting, cab interior lighting and red firebox glow.

·Belching smoke from its stack.

. Detailed cab interior with engineer and fireman figures.

ElectroCoupler on rear of tender.

 Tetherless electronic operation between locomotive and tender. Minimum diameter operation 0-54 track.
 Length of coupled locomotive and tender, 29 inches. 6-28069 \$999.95

UNION PACIFIC M-10000 THREE-PIECE SET

Features: •All new tooling, die-cast and stamped metal construction, die-cast grill and other accents.

· Fully articulated consist.

Precision built, high-torque motor.

. Streaming white diesel exhaust from roof-top vents.

· Brilliant directional lighting with interior illumination of locomotive cab and passenger cars.

Detailed cab interior with engineer and fireman figures.
 Minimum diameter operation 0-54 track.
 Length of combined set, 47 inches.

6-51007 \$999.95

PENNSYLVANIA SHARKNOSE A-A UNITS

Features: • All new tooling, detailed body shells with die-cast pilots, truck sides, fuel tank and more.

· Four precision built, high-torque motors. Two in each unit.

· Diesel styled smoke generator for accurate exhaust.

· Brilliant directional lighting with interior illumination.

· ElectroCouplers on both units.

Detailed cab interior with engineer and fireman figures.
 Minimum diameter operation 0-31 track.
 Length of coupled A-A units, 28 1/2 inches.

6-14532 \$599.95

FAIRBANKS-MORSE TRAIN MASTER DEMONSTRATOR TM-1 AND TM-2

Features: •All new tooling, detailed body shells, with die-cast pilots, truck sides, fuel tank and more.

. Four precision built, high-torque motors. Two in each unit.

Diesel styled smoke generator for accurate exhaust.

·Brilliant directional lighting with interior illumination

· ElectroCouplers on both units.

Detailed cab interior with engineer and fireman figures.
 Minimum diameter operation 0-31 track.
 Length of coupled A-A units, 33 1/2 inches.

6-18340 \$699.95

NEW YORK CENTRAL EMPIRE STATE HUDSON

Features: •All new tooling, die-cast boiler and tender, with die-cast trucks, metal side rods, hand railings, ladders and more.

· Precision built, high-torque motor.

Brilliant headlight illumination, with lighted markers, tender back-up lighting, cab interior lighting and red firebox glow.

· Billowing white smoke from its stack.

ElectroCoupler on rear of tender.

Tetherless electronic operation between locomotive and tender.

Detailed cab interior with engineer and fireman figures.
 Minimum diameter operation 0-31 track.
 Length of coupled locomotive and tender, 25 1/2 inches.

6-38000 \$1099.95



CLUB HIGHLIGHTS

REWARDS AND BENEFITS

GUARANTEED EXCLUSIVITY: All CENTURY CLUB II products are available to CLUB members only! Each locomotive comes with an official, signed, CLUB registered Certificate of Authenticity indicating the product was built exclusively for CLUB members.

GUARANTEED AVAILABILITY AND PRICING: Each member may purchase one of each of the CENTURY CLUB II locomotives or other CLUB products during the ordering period. All published prices will remain as specified.

FREE SHIPPING: All CENTURY CLUB II locomotives and other CLUB products offer free shipping within the United States and Canada.

LIQUIDITY OF INVESTMENT: All CENTURY CLUB II memberships are fully transferable.

ARTFUL DISPLAY: Traditional or contemporary locomotive display cases are available for purchase separately, complete with name plates.

NEW CONVENIENT ORDERING AND PAYMENT METHODS:

Order online through the Lionel web site. Order using our 800 number. Order by FAX. Order by mail. Pay by VISA, MasterCard, Discover, American Express, Check or Money Order.

UNPARALLELED COMMITMENT TO EXCELLENCE:

All CENTURY CLUB II products come with a five-year performance guarantee, warranted by Lionel Service to the original owner of each CLUB membership.





CLUB MEMBERSHIPS

SILVER LEVEL MEMBERSHIP

For \$100, Silver Members receive all rewards of membership, PLUS:

- •Finely crafted, 7" x 5 1/4" x 2", maple accessory box. The CENTURY CLUB II pewter medallion is embedded on the hinged lid while the interior of the box is lined with blue felt.
- Special CENTURY CLUB II pin to wear on your lapel.
- •Crystal clear, 4" x 3" x 1", acrylic paperweight with a full color, imprinted CENTURY CLUB II logo.
- Personalized CENTURY CLUB II, 4" x 6" membership certificate, suitable for framing.
- •Full color, holographic membership card with catalog graphics, member name and number.

GOLD LEVEL MEMBERSHIP

For \$500, Gold Members receive all Silver Member benefits, PLUS:

- ·Exclusive gold member boxcar with gold foil detail.
- •\$100 discount on the offering price of each CLUB locomotive.
- Elimination of a \$100 deposit at time of order for each CLUB locomotive.

CENTURY CLUB II GOLD MEMBER BOXCAR

This exclusive boxcar is brilliantly handsome with gold foil decoration and CENTURY II details!

Features:

 Durable die-cast sprung trucks with operating couplers; Sturdy metal frame, door guides and brakewheel: Detailed molded bodies and opening doors. (6-39218)

Additional \$49.95 Value for Gold Members

Gold





CLUB ENROLLMENT

Become a LIONEL® CENTURY CLUB II member. Here's how!

Contact Lionel to join the CLUB immediately or request a catalog and membership application.

For more details:

- •Visit your Lionel Authorized Value Added Dealer.
- •Call Lionel directly at 1-800-628-6202.
- •Log on the CLUBS section of our web site at www.lionel.com.

You can join online!

Enrollment begins September 5 and ends December 15, 2000! So, hurry now to join this exclusive club today!

We look forward to hearing from you!



Early Bird Special:

Sign-up between 9/5 and 10/16 to receive a FREE, decorated, CLUB boxcar!

CENTURY CLUB II EARLY BIRD BOXCAR

Don't miss out on this unique and colorful, special edition boxcar with CENTURY CLUB II graphics.

Features:

•Durable die-cast sprung trucks with operating couplers; Sturdy metal frame, door guides and brakewheel; Detailed molded bodies and opening doors.

(6-39217)

NEW YORK CENTRAL NIAGARA

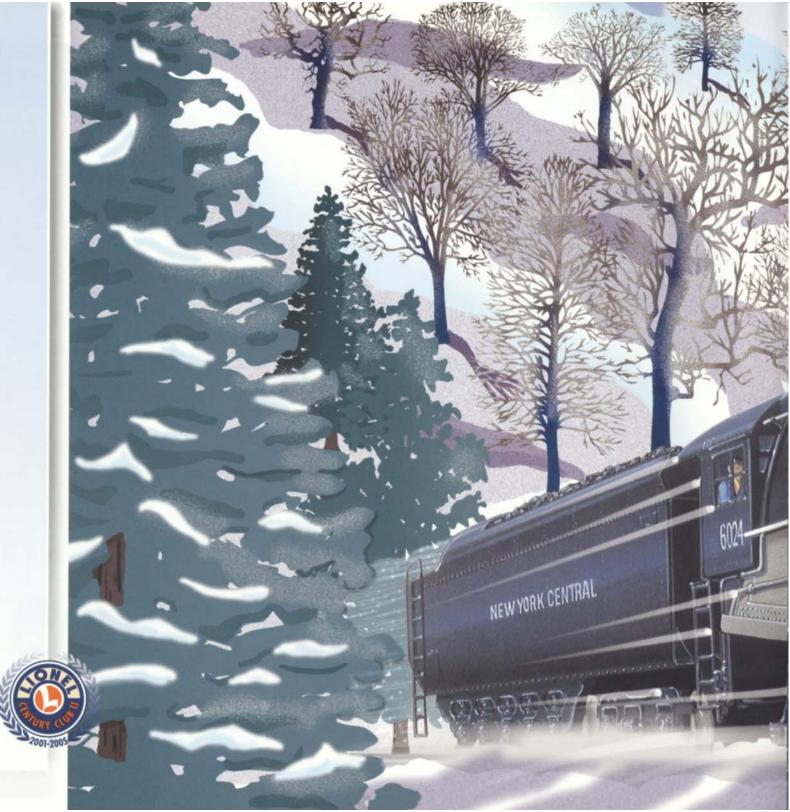
New York Central's stable of steam power was mostly made up of three "thoroughbreds": the Hudsons, the Mohawks and the Niagaras. Although fewer in number at 27 locomotives than its companions numbering in the hundreds, the Niagara held its own.

Using the best features of the Hudson and Mohawk, the Niagara boasted the Mohawk's high tractive force from 8 coupled drivers and more steam power from the Hudson's four wheel trailing truck, which allowed a larger firebox area. The boiler area was also "fat" in diameter with smoke stacks and domes sunken to keep within strictly enforced clearance heights. The only protrusions were the throttle rods and handrails.

These S1b engines were equipped with 79" drivers, a tapered trailing edge to the smoke deflectors and centipede type tenders. The tenders could take water through the water scoop, on the fly, at 80 miles per hour. Many air vents and overflow outlets at the skirt of the tender made this possible. Otherwise, the sides of the tender would have blown out.

The S1b fleet was placed into service on NYC passenger trains, such as the 20th Century Limited, Knickerbocker and Empire State Express. The Niagaras were also used for heavy express trains and on fast freight service. The tremendous reliability of this thoroughbred allowed No. 6024 to run hundreds of miles a day for a total of nearly 300,000 miles a year between shoppings.

Feel the power and majesty of this magnificent iron horse as it pulls an assortment of passenger or freight cars on your railroad. This locomotive thoroughbred is definitely up to the challenge!





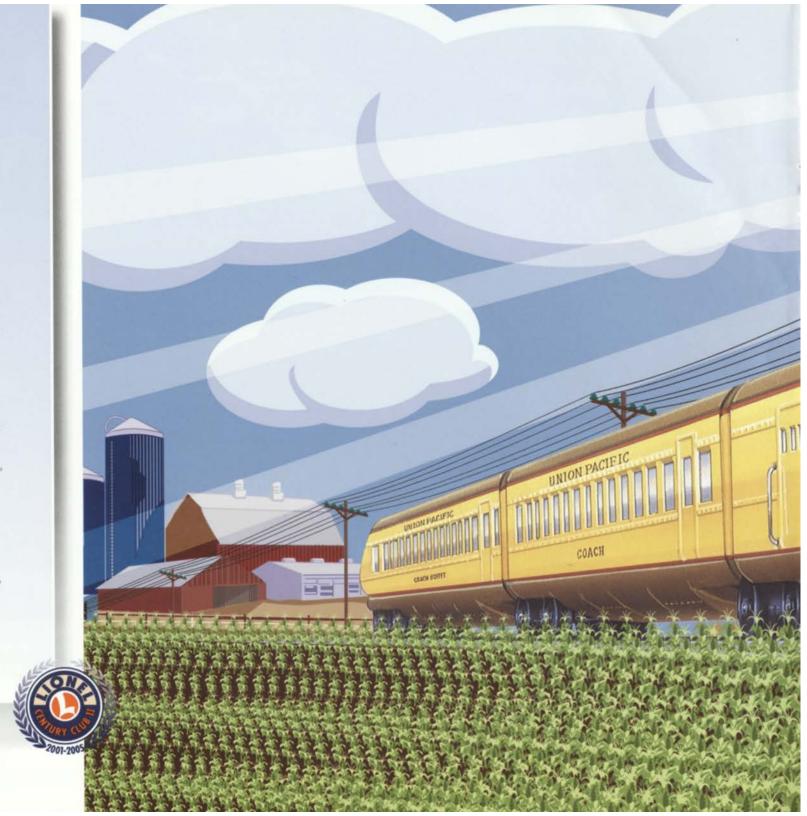
UNION PACIFIC M-10000 THREE-PIECE SET

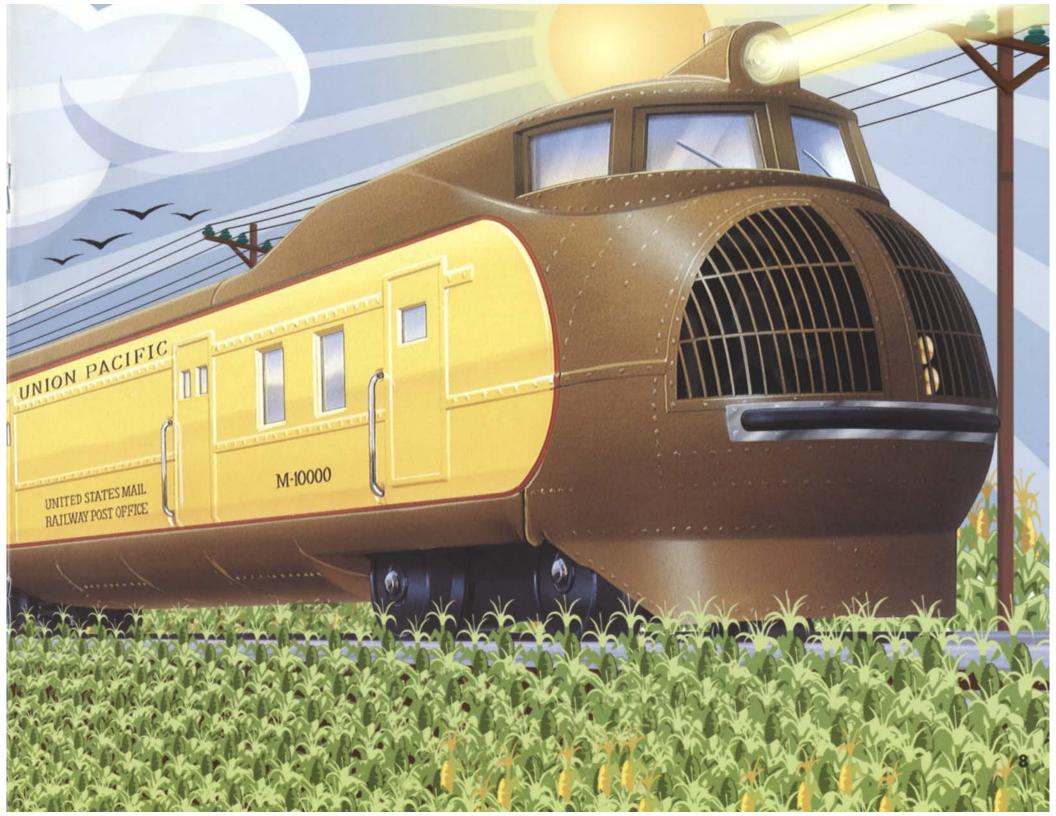
Union Pacific holds the honor of being the first railroad to pioneer a true lightweight streamliner in America. Its builders, Pullman-Standard and Electro-Motive Corporation classified this three-unit train as the M-10000 and delivered the 85 ton, 204 1/2 foot, aluminum, articulated streamliner in February of 1934 which ran on test at 111 mph.

The magnificent styling engaged the imaginations of many, calling the streamliner the "earthworm" because of its high turret cab and aerodynamic styling. Other features resembled nature as well, like its wasp-like rear and caterpillar-like flush mounted marker lights.

This streamliner eventually became known as the City of Salina and ran a so called "somewhere-to-nowhere" route, 187 miles between Kansas City and Salina, Kansas. Its successful design initiated a line of "City" trains that became a Union Pacific institution.

This fully articulated streamliner looks equally impressive in that special place reserved for your prize piece, or effortlessly and majestically negotiating your pike!





PENNSYLVANIA SHARKNOSE A-A UNITS

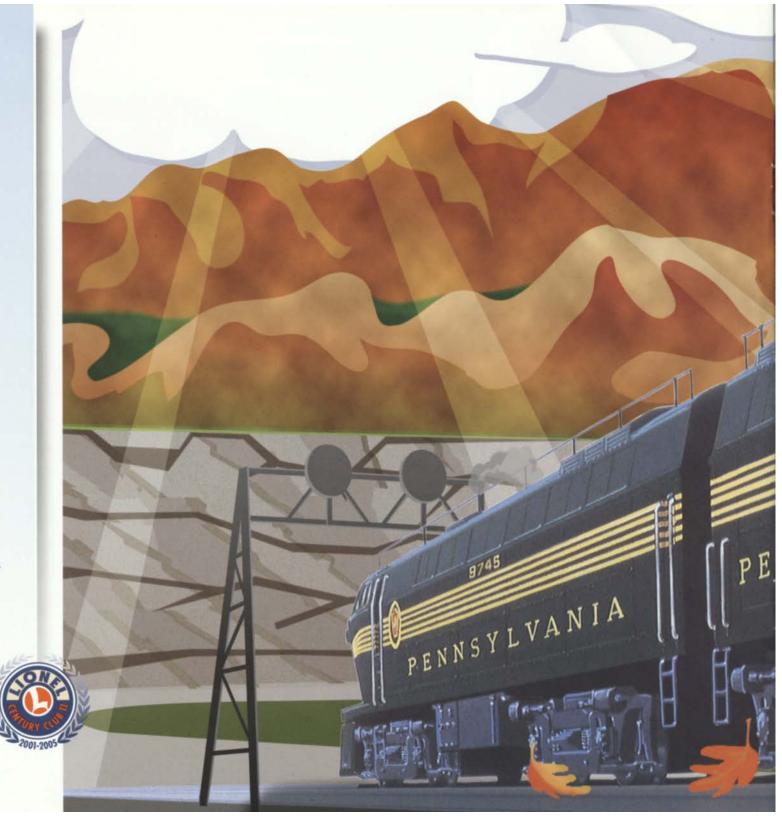
Streamlined freight diesels were in high demand after World War II as railroads sought to replace their old steam power. Baldwin took advantage of this hot market by offering a 1500 h.p. freight unit in September 1945.

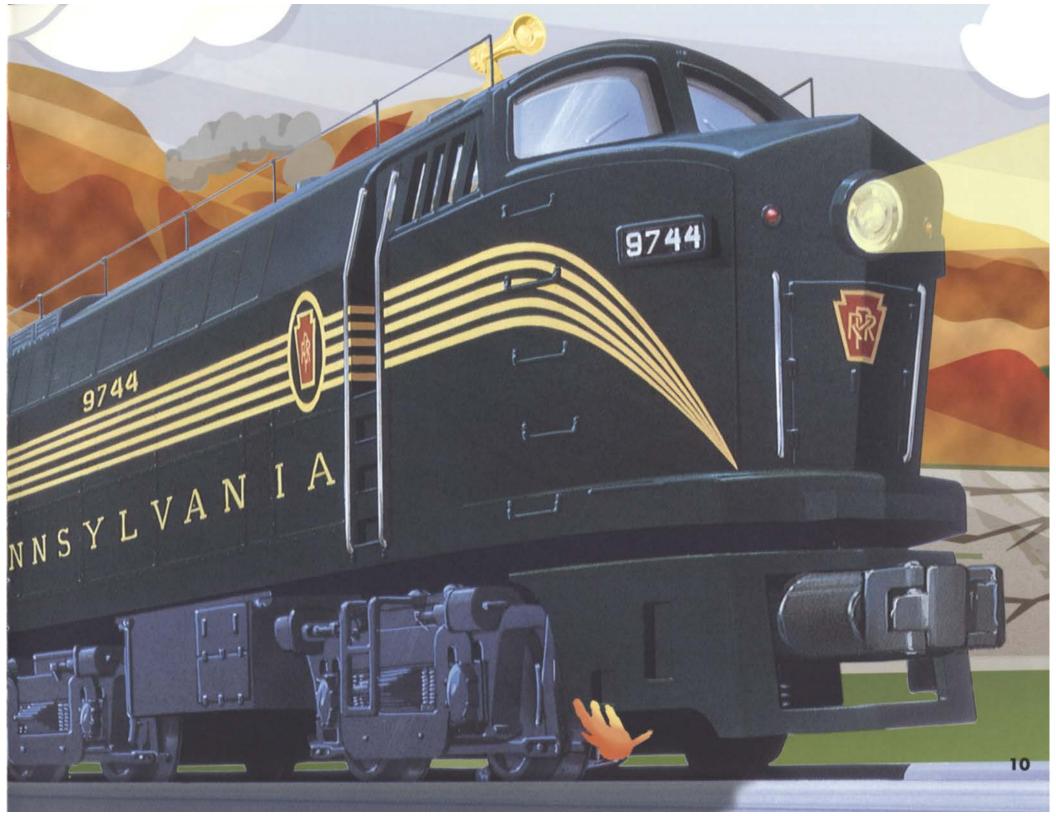
The Central Railroad of New Jersey was Baldwin's first customer, yet it was the PRR who transformed the nose of this diesel. The sleek sharknose design reflected the dramatic styling of the T1 steam locomotives and carried the familiar gold striping and Brunswick green livery of the PRR.

All in all, Pennsy originally purchased 68, 1500 h.p. units. But in 1950, the model was again revised to boast 1600 h.p. and the PRR added 44 locomotives and 16 boosters to its roster.

These units ultimately worked the Ohio and Pennsylvania territories hauling coal or ore and were heavy, slow freights. Although notknown for speed, these sharks were dubbed "Hauling Fools" because of their great endurance to pull heavy trains over severe terrains.

Distinctive angles create a unique look for this progressive locomotive, but don't be fooled by its stately appearance. This Pennsylvania Shark can tear up the rails!





FAIRBANKS-MORSE TRAIN MASTER DEMONSTRATOR TM-1 AND TM-2

The Train Master was probably the best-known locomotive built by Fairbanks-Morse. This diesel-electric road switcher featured a 2,400 h.p. opposed-piston engine which proved the importance of higher horsepower for faster road service. It was claimed to be the most powerful single-engine road-switcher unit in the diesel-electric locomotive market.

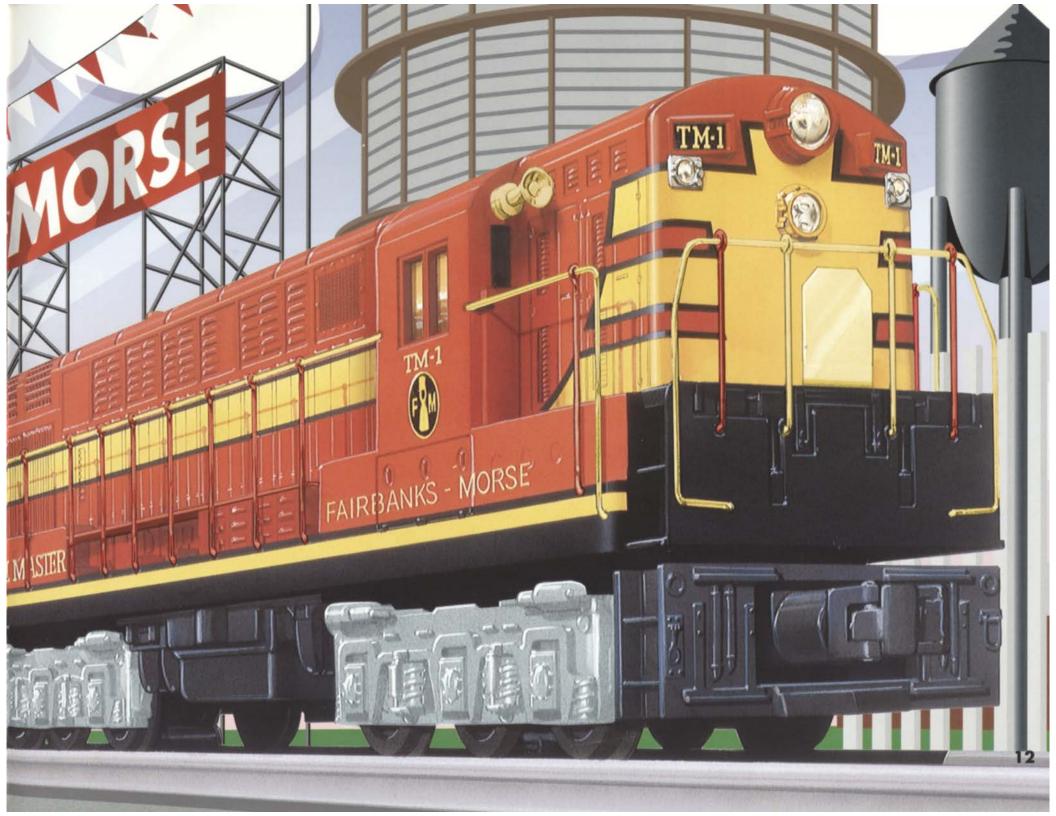
One main difference between the Train Master and other FM models was the all-new truck design. The tri-mount truck employed a three point loading principle but offered several design changes to reduce maintenance costs as well as improve maintenance access.

The first units were built in 1953 as a four-unit set of demonstrators, which toured the United States. Fairbanks, Morse & Co. intended it to be a universal workhorse, one that, through the use of a skillful advertising campaign, promised to be all things to all railroads. The company even used the slogan "The most useful locomotive ever built" at the Railway Supply Manufacturer's Association convention in Atlantic City, New Jersey in June 1953.

The Train Master's first customer was Delaware, Lackawanna & Western in November of 1952, who ordered 10 locomotives to complete the dieselization of its fleet. Other owners included Canadian National, Canadian Pacific, Pennsylvania, Southern, Wabash and Virginian to name a few. In total, 105 units of these all-purpose locomotives were built until production ended in 1957.

This matched set of dynamic road switchers is beautifully decorated in Demonstrator colors and a special addition to the Lionel Train Master collection!





NEW YORK CENTRAL EMPIRE STATE HUDSON

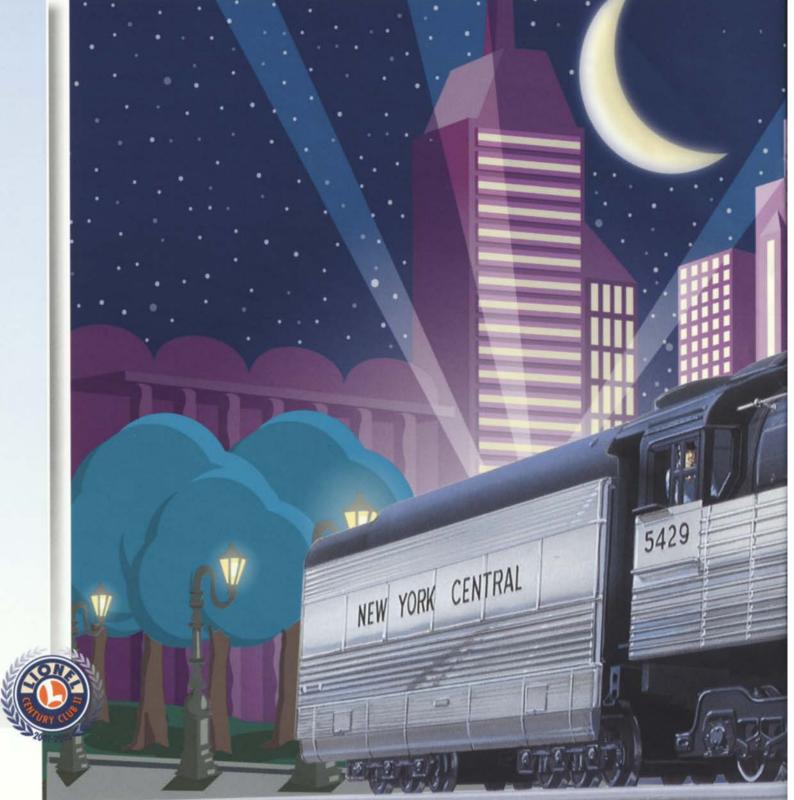
After 10 years experience with the pioneer J1 Hudsons and the J2's, the New York Central designed an even heavier machine, the J3a. Alco built 50 of them starting in 1937. The last 10 of these were built in 1938 with streamlined shrouds.

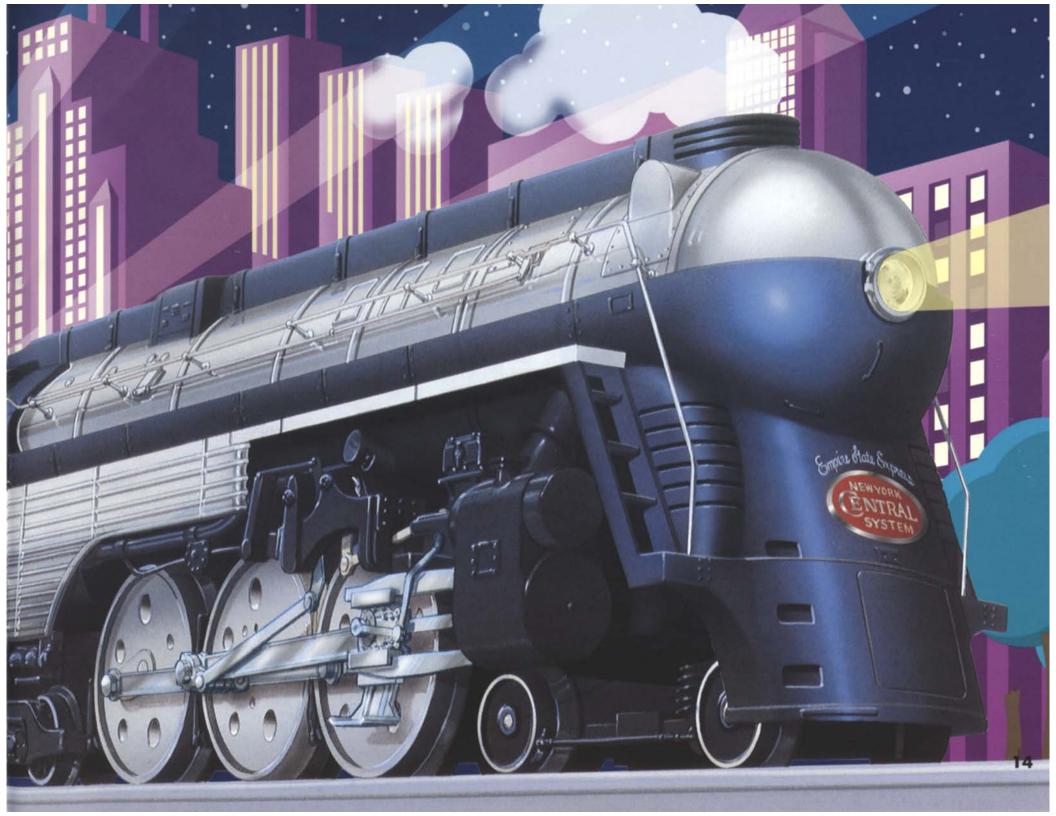
At the time, streamlining was thought to convey an image of progress with its stylized designs and aerodynamic look. The sleek detailing was also believed to cut down on air resistance. This elegant, yet powerful design afforded passengers both speedy and luxurious travel.

Engines 5426 and 5429 were streamlined from 1941 to 1950. These stainless steel engines were assigned to pull the Empire State Express. This was the famous passenger day train between Cleveland and New York City. Known as the New York-Buffalo express, the train originated and terminated at Cleveland Union

Terminal with a section serving Detroit.

Aerodynamic styling will set this streamlined masterpiece apart from others in your collection. The sleekness of this Hudson's design invokes a feeling of power and speed as it rides the rails around your layout!





*For complete CLUB rules and policies, see the reverse side of your membership application.

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