*** THE LIONEL TRAINS FUN FACTORY ***

INSIDE

THE HISTORY OF A MANUFACTURING ICON AND THE PLACE WHERE CHILDHOOD **DREAMS WERE MADE**

ROBERT J. OSTERHOFF

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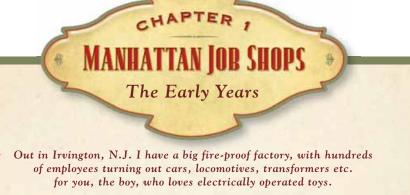
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A LIFETIME INVEST



-JOSHUA LIONEL COWEN, 1917

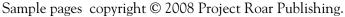
APRIL 5, 2004 WAS A GRUELING DAY for Matt Hibbett, deputy chief of the Irvington, New Jersey Fire Department and his battalion team. Hours earlier, a stubborn industrial fire had challenged the proud professionals, finally subsiding after three hours of unrelenting efforts. Hibbett was about to steal a brief moment of rest when the allfamiliar blaring of the fire alarm sounded at 6:05 p.m. For some reason, he did not sense this was a false alarm.

The location was quickly identified as a partially abandoned factory at 605 South 21st Street. Immediately, Hibbett realized this could be significant; he was well aware of the dated construction of the buildings in the neighborhood, with their timber beams and aging framework, an infrastructure most often in colossal disrepair. Older construction with highly flammable materials made for a firefighter's worst nightmare. Hibbett, like many earlier residents of Irvington, recognized the address, a well-respected aging icon and a major part of the industrial history of the town. The building, a factory addition constructed in 1920, was known as "the old Lionel building," although Lionel had not occupied the site for almost 60 years.

Deputy Chief Hibbett, a 20-year veteran of firefighting in Irvington, was the shift platoon leader that evening, with overall responsibility for fighting the fire. It was not to be easy. The skies were already enveloped in a thick, wide cloud of black smoke, the first signal that a monstrous industrial fire was raging. The men of Battalion Two echoed a common theme: "It was like the Fourth of July...transformers popping, explosive bursts from chemical drums; it was a wild and dangerous fire." Arriving on the scene as smoke and fire spewed from the structure, the firefighters made containment their first priority. Separating the buildings by a matter of three feet was a warehouse containing thousands of bottles of vodka and other spirits, a potent mixture and fuel for igniting flames fanned by the evening's high winds and potentially destroying an entire block of buildings.

Very early reports on the fire indicated a successful containment, a sure sign of relief and a fitting finale of a day for the overtaxed firefighters. Unknown to them, a volatile mix of storage drums and vehicles in the rear of the building waited for its release. With 40-mile-per-hour winds blowing, it did not take long for the fire to consume the remainder of the premises known as 605-621 South 21st Street. The entire factory, a monument to successful industrial prowess in a once-thriving Irvington, was quickly consumed in flames, offering a further challenge to the firefighters. Joshua Lionel Cowen's once proud dreams of his fun factory were being reduced to ashes because of a homeless man's need for shelter and warmth. The flames, now licking at the barren trees of a budding spring and anything near the structure, were creating a forbidding menace.

Quietly transformed into smoldering rubble, the building had experienced decades of spirited growth, contagious enthusiasm, and ultimate obsolescence. Time takes its toll when a product becomes dated, just as dated as the decaying buildings that once housed the mighty machines producing the greatest toys of the era. Like the automobile, refrigerator or telephone, a consumer purchase is made and the product used with seldom a thought as to the design and manufacturing expertise that goes into its physical assembly.







The scene of Irvington's South 21st Street neighborhood in the early evening hours of April 5, 2004.



The first Lionel toy train, the Electric Express, was shown in the company's catalogs in 1901 and 1902. Certain questions can be raised about why Ingersoll would have purchased electric trains from Cowen. At the time Cowen approached Robert Ingersoll, the latter was already selling steam and windup toy trains. He also was selling an "electric railway and car," powered by a battery that used a solution of bichromate of potash and sulphuric acid. The set, including trolley and track, sold for \$4.00.

With Ingersoll selling electric trains for more than three years, why would he suddenly be enticed by Cowen's offering? Perhaps the appearance of that open gondola was the critical factor. Hollander speculated that "because he wanted his new device to dress up a window, perhaps even to carry merchandise as it went around, Cowen didn't make his first 'electric car' look much like a real train." To put it another way, an open gondola offered more utility than a closed trolley for showcasing merchandise. And that was the angle Cowen was using to woo Ingersoll.

Another explanation is possible. Maybe Cowen, eager to expand his fledgling product array, merely offered Ingersoll an opportunity to introduce yet another innovative product while matching the price of his

trolley and providing added customer value.

Even though the exact circumstances of the introduction of the first Lionel train remain a mystery, one point is beyond question. Joshua Lionel Cowen was planting the seeds for a product that was about to make a profound and lasting impact on the American toy industry as well as the lives of Although it is not known whether Cowen maintained a continuing business relationship with Ingersoll after his initial sale, he could have learned from this savvy shop owner. Ingersoll knew how to protect his products and was granted patents on a wide range of inventions, including the locking key ring, a pencil compass and a watch chain. It was watches that made a name for Ingersoll. Long after his encounter with the young Cowen, he became a leading producer of watches, teaming with Connecticutbased Waterbury Clock Company to mass-produce and sell a variety of timepieces, including the newly popular wristwatch. Shortly after World War I, saddled by debt, the Ingersoll partnership went through bankruptcy and was acquired by the Waterbury firm. The latter, on the verge

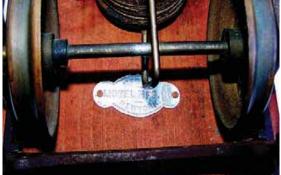


The 1897 catalog put out by Robert H. Ingersoll & Bro. contained 128 pages of products that ranged from batteries and scarf pins to pocket knives, purses and the firm's popular Shure Shot Detective Camera and Yankee Dollar Watch. Also included were a windup toy locomotive, a working steam train with track and what was called an "electric railway and car." This is the greatest recent scientific toy," proclaimed the catalog, "and one which the 1897 boy will catch onto quickly." Although the manufacturer of this electric trolley was not identified, it appears to be a new product from the Cincinnati company of Carlisle & Finch. Ingersoll's familiarity with this electric toy train raises questions as to why he was enamored with Cowen's Electric Express Mitch be nurchased over three years later

Sample pages^{hildren}tight © 2008 Project^ERoat Publishing purchased over three years later.

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Cowen took pride in the manufacture of his Electric Express, and included an embossed metal label on the undercarriage that identified his new business, Lionel Manufacturing Company.



THE FACTORY WARS

IONEL'S COMPETITORS were not to be outdone in the use of prominent artistic renderings of factories. Similar to Lionel, The Ives Manufacturing Corporation and American Flyer Manufacturing Company promoted their factories in illustrations and invitations for plant visits. Ives, an early competitor that would be absorbed by Lionel through bankruptcy proceedings in 1928, openly promoted its factory in Bridgeport, Connecticut. Although the plant was never described as a fun

factory (to use Cowen's terminology), Ives implied as much with its advertising slogan, "Ives Toys Make Happy Boys." The company stated in its catalogs that its customers "ought to see this factory in Bridgeport, with its rows of bustling machines, and expert mechanics working under a most efficient organization, to bring out each year better and better trains, and more new stunts."



The Ives plant is now a parking lot at the corner of Ash Street and Holland Avenue.



"Come on over to the lves Factory, they'll give you a guide and show you how your train is made," lves proclaimed in 1928. Tickets for a factory tour were issued by the company as part of its 1927 toy conductor outfit.

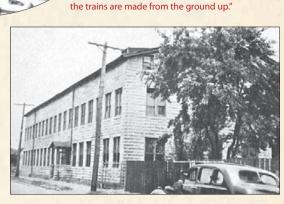


American Flyer used this Chicago factory drawing in 1932 to call attention to its mammoth seven-story home on the city's South Side—aptly titled "miniature train headquarters—of over 8 million trains ... so realistic that it will be seen by everyone that their choice is limited to an American Flyer." Sample pages copyright © 2008 Project Roar Publishing.

This 1917 rendering of the lves factory in Bridgeport, Connecticut, greatly resembles the factory portrayals from Lionel. Note the vast open space inferring a rather large facility, surrounded by a flag and some activity. A 1929 contest sponsored by lves asked boys to answer the guestion, "Why are railroads the best public servants?"

The top three winners would win an all-expenses-paid

trip to Bridgeport, and spend "a day in the factory where



The main building of the lves factory circa 1944.



Today the American Flyer's South Halsted Street factory in Chicago has only the bottom three floors of its original seven remaining. A page one headline in the November 16, 1951 edition of the *Chicago Daily Tribune* explains the reason: "Million Dollar Fire Sweeps Seven Story Mattress Factory." Occupying the building at that time was the Superior Sleeprite Corporation, maker of mattresses and bedding goods. The fire raged for more than three hours, with flames shooting 300 feet into the air. This fire followed a less-devastating one at the same factory on June 12, 1950. In July 1952, a permit was issued to remove the upper four floors of the building. Ironically, both the Lionel and American Flyer factories of the

Thank you for your interest.

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The Austin Company provided this 1928 frontal drawing of the proposed 9,500-square-foot administrative building adjoining the Hillside factory. The building, sporting a clear "The Lionel Corporation" above the entrance, was never built.



Two interior views of the Hillside factory shortly after its construction in 1929. Left: Note the vastness of the factory. Right: The saw-tooth roof provided energy-saving natural lighting for the interior of the factory.





painters and plumbers. During the portion of the year when train production was slow, other plant personnel, including the 'working supervisors' would perform tasks such as painting and general maintenance. The only craft not handled internally was steel work and roofing,

including the 'working supervisors' would perform tasks which was sub-contracted." Sample pages copyright © 2008 Project Roar Publishing. To order your own copy visit www.projectroar.com, call 630-653-ROAR (7627) or use the order form at end of this document.

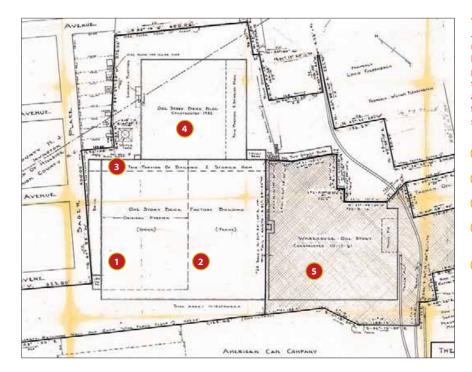
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An exterior view of the Hillside building shortly after its construction in 1929. The photo was taken from the southeast side of the factory, the land of which later became the addition of 1940.

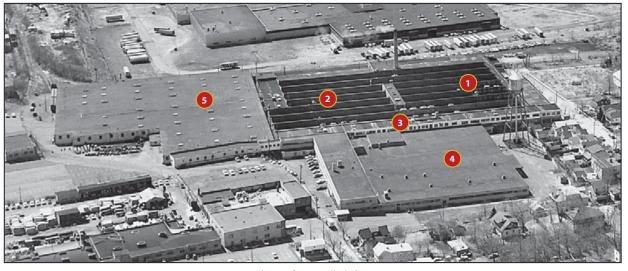
Left: A construction photograph from 1929 shows the Hillside factory before Lionel occupied it. Right: A similar current interior view reveals that the basic structure remains mostly intact after seven decades and numerous tenants.

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This survey map with revisions dated July 1969 is one of the final drawings made while The Lionel Corporation was both owner and occupant. The Lionel property line was redrawn because Lionel technically did not own the warehouse and its land was not part of the final factory sale. The major Hillside factory structures include:

- (1) The original factory, 1929
- (2) The first major expansion, 1940
- (3) The second-story addition, 1941
- (4) The new factory with two-story administrative offices, 1952
- (5) The warehouse, privately constructed and leased by Lionel in 1961; includes relocated railroad spur for new loading dock



Aerial view of 1960s Hillside factory. Sample pages copyright © 2008 Project Roar Publishing. To order your own copy visit www.projectroar.com, call 630-653-ROAR (7627) or use the order form at end of this document. Thank you for your interest.

Despite its downsized capacity, this structure was viewed by management as a new beginning, especially considering what Lionel was leaving at South 21st Street. The Lawrio board (and similarly the Lionel board) as early as December 1929 engaged in a discussion, led by Cowen, "to make an effort to sell the property situated on South 21st Street, Irvington, New Jersey." Selling that property proved to be a formidable task and directly contributed to the adoption by Cowen of a conservative approach regarding future expansions of the Hillside property.

One additional and important structure, the signature water tower emblazoned with "Lionel Trains," was a critical appendage. Unlike the 15-inch-high no. 193 toy train accessory introduced in 1953, this tower was fully functional. Nearly 100 feet high and with a tank that was eight feet in diameter at the top, the water tower had a capacity of 100,000 gallons. The tower's use was strictly

for fire sprinkler and hydrant water pressure in the event of an emergency.

Lionel took occupancy of the new facility in early 1929, and by 1933, all toy train manufacturing operations had been relocated to

the building. With Lionel's new factory came production of Standard and O gauge trains, including the classic no. 400E steam locomotive and tender-a full 32 inches of sheer power and overwhelming size. Standard gauge accessories, such as the nos. 300 Hell Gate Bridge and 840 power station, also were manufactured in the new plant. New whistle and train control technologies were being introduced.

On moving day, Lionel executives would have been giddy with excitement and optimism. After all, their

Charles and

This 1928 drawing by The Austin Company depicts the saw-toothed roof in relationship THE LIONEL CORPORATION to the one-story factory plan. HONEL TRAINS nightmare. Buckets were often required on the factory Zita and floor to catch rainwater from the leaking windows. 1955 Lineal revolution!

As late as September 1933 Lionel was communicating with its dealers using stationery with a reference to the factories of South 21st Street in Irvington. There was no mention of the new Hillside factory on Sager Place.

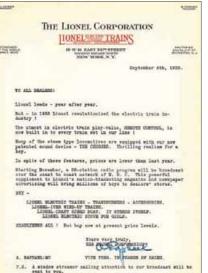
Lionel family engagements, births, deaths and sports were vibrantly discussed within this men's locker room in the original Lionel factory. Sample pages copyright © 2008 Project Roar Publishing.

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moved into its new Hillside factory.



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WERE THERE TWO HAGERSTOWN SETS IN 1968?

HERE EXISTS a "Special Train Set #11620," which in the sequence following the Hagerstown set no. 11600 would place it in 1968. This set was in fact a Hillside set, offered to dealers in November 1968 and shipped from Hoffman Place in Hillside. Undoubtedly, the sets, packed in plain Hillside stamped boxes, were comprised of inventory either returned from Hagerstown or kept in the Hillside Service Department.



This disagreement between the Hagerstown managers came to a head in September, when Porter made his concerns known in a letter to Wolfe and recommended that Sherlak be discharged. Wolfe, not pleased with Porter's documented request, demanded a full review of the Hagerstown operation. The 10-day review was conducted by a New Jersey-based team led by Lionel executive Richard Schilling, during which both Porter and Sherlak were put on paid leave of absence. Predictably, Wolfe fired both Porter and Sherlak.

Wolfe underestimated Porter's one big happy family of Hagerstown's 206 employees, 75 percent of whom were women. When informed of Porter's dismissal, nearly 200 people walked off their jobs in late October in a wildcat strike to protest the firing, some carrying signs that read, "We love John." The strike erupted into a demand for unionization, and the restoration of Porter as the plant operations head.

Porter was never to return to the operation founded by his father some 50 years prior. With the strike over in a matter of days, Lionel did recognize the Hagerstown employees' affiliation with the International Union of Doll, Toy, Plaything, Novelties and Allied Products of the AFL-CIO. The distaste for striking Hillside employees in 1965 was still fairly fresh in the minds of Lionel executives. Although the plant would now be union-recognized, it would be only a matter of weeks before clandestine plans were put in place to address the Hagerstown labor situation in a manner reminiscent of Hillside. Like Hillside, Hagerstown would no longer play a role in Lionel's future plans.

Plans were well underway in late 1968 to move the remaining toy train stock back to Hillside. Once that occurred, this relocation would play a pivotal role in the eventual lease arrangement of the Lionel name with the Model Products Corporation division of General Mills in April 1969. With the trains conveniently removed from Hagerstown, the Lionel board acted swiftly to dispose of the majority of the science-related assets with a sale on January 7, 1969 to Gabriel Industries, Inc. for an undisclosed amount. The sale did realize a profit of \$250,000 for Lionel. With a quick vote of the board at its January 9 meeting, the chemistry and science piece of The Porter-Spear Company was history. Additional Porter-Spear assets were sold on January 27, 1969, and on March 11, 1969 the company signed an agreement to sell the remainder. With yet another segment of the

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Former employee Louis Sena, who worked at Lionel for 38 years when the Hillside Service Department closed in 1975, best sums up employment at Lionel. In an interview by John Schierer in *The New Jersey Hillside Times*, Sena relates: "I started here in 1936 for just 25 cents an hour," his quivering voice exuding a deep emotional tone. "There was no real money made in those days—but the fun we had! Parties and trips to Bear Mountain on the company no less. We were a family for years and years."

Ask most employees what it was like to work at the company, and they most likely would use the terms "great" and "terrific." For those people, it was cherished memories of Lionel as a family, with good benefits and camaraderie with co-workers. Forgotten were the strikes, the parking problems and the persistent amusement of being spectators in the revolving door of senior management. For years, it was steady employment, an appreciative management team, and benefits unsurpassed by some of the largest corporations in American industry. The pay wasn't great, but the people were. That's what counted most to those with the careful hands, assembling the most desired toy trains of American youth. When asked where they worked, they were always proud to say, "Lionel."

LIONELERS ALWAYS RETURNED

CCASIONALLY THERE WOULD BE organized reunions for Lionel people, especially factory management and supervision. Held at off-site locations, such as the Friar Tuck Restaurant in Cedar Grove, New Jersey, the events were terrific opportunities to reminisce about the good old days with Cowen and Caruso and think about what could have been. Souvenir keepsakes of these occasions were often a part of the festivities.





A cigarette lighter from the Lionel reunion of 1972. The silver Cross pen has inscribed "Lionel Alumni 1967." For the 1972 reunion, unlike the camaraderie of prior years, no current corporate officers were invited.

This photograph taken at a Lionel reunion in 1972 includes many key executives in the company's later history. The list identifying the attendees was compiled by Alice Caton, secretary to Works Manager Giaimo and later President Ronald Saypol and one of the longest serving employees.

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The tool-making room on the second floor of the first phase of the Irvington factory in 1917, notable for its overhead drive shaft and pulleys. This view looks directly through the center windows to South 21st Street. Tool making was a critical first step in fabricating tools and dies needed to manufacture components for Lionel. The size of this operation relative to the overall factory attested to the priority the company gave to precision tooling.

While the tooling vaults in the Hillside factory were low key from a consumer standpoint, they nevertheless were an important structural facet included in the original factory layout plans. Lionel's Tool Department, accelerating its growth in 1934, treated its output as a highly valued asset to be adequately secured and protected. Lionel was not shy in promoting its heavy investment in capital equipment, declaring in the 1930s, "Dominance and leadership is maintained year after year by continuous investments in new tools, new dies, and new machinery to make new and better trains." It was a marketing position supported by the premise that "no premium is placed on Lionel perfection."

Akin to the entrance to an ancient pyramid, the reinforced door to the empty and gutted tool vault in Irvington still stands in this current photo.





Lionel proclaimed in 1917 that "in this vault are dies worth over \$150,000 [more than \$2.5 million in current dollars]. It's made of concrete and steel like a bank's and has a combination lock in the heavy steel door."



These 1917 Irvington factory views depict workers using drill presses.

Lionel facility planners were constantly struggling with storage problems. With production expanding, storage for raw materials, parts and finished goods severely taxed the cramped facilities. This photograph was taken in early 1952, when parts awaiting assembly were moved into a partially completed storage section of the newly

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LIONEL PRODUCTS FOR WORLD WAR II



Packing of Lionel military equipment was just as precise as that of the toy trains. This photo illustrates a taffrail log, a product that was dragged from the stern of a vessel to measure the speed or distance traveled during a voyage.



Original artwork executed by Lionel artist Louis Melchionne for MBF binnacle parts.

The J-36 key, often called "the Bug," had a number of manufacturers, including Vibroplex, Bunnell and Lionel. The Lionel model can be identified by its unique narrow nameplate, which is often missing. The nameplate is mounted to the base using five small pins; when the key was used, being electrical, it would get extremely hot, and the plastic nameplate would expand, separate from the pins, and often melt.

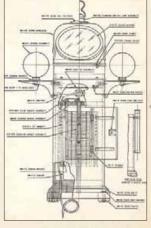




Lionel MBF Merchant Marine binnacle.

The Lionel CR3 motor was made for the Navy from June 1943 until mid-1944 and used to power windshield wipers on ships. The motor provides an example of one of the rare uses of the gold "L" and diagonal "Lionel" emblem, which was affixed to the gearbox.





Original line artwork for MBF binnacle for use in military promotional purposes.

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A SCRAPBOOK OF THE RUINS IN IRVINGTON



Flames devour the Lionel Building at 605 South 21st Street.





The corner of South 21st and Nye Streets with Slick's Tavern in the center and the former Lionel factory to the right.



The interior ruins of the old Irvington factory, reflecting total destruction.



The second-floor interior of the original factory built in 1917.





The first-floor interior Scheortzinal factory built in 1997 © 2008 Project Roar Publish Interior of the ruined factory. To order your own copy visit www.projectroar.com, call 630-653-ROAR (7627) or use the order form at end of this document. Thank you for your interest.

Lionel trains are produced today by Chinese manufacturer Sanda Kan Industrial, which also produces goods for other American- and European-based train distributors. (Used with permission of Lionel L.L.C.)



respected third party Original Equipment Manufacturer (OEM) companies as a major supplier in performing skilled manufacturing and supply-chain solutions.

Lionel began using Samhongsa in the late 1980s. The Seoul-based company, organized in February 1970, has grown substantially over the years through its focus on three major product sectors: micro motors, gas lifts for chairs, and high-quality model trains for export. Samhongsa also has manufacturing facilities in China and the Philippines; however, there is no evidence that

> Lionel trains were ever produced at these locations.

Sanda Kan Industrial, Ltd., a \$100 million independent enterprise held by investment bankers, is one of the world's largest manufacturers of toy trains and racing cars for the American, European and Japanese markets. Headquartered in Hong Kong, its factories extend over a wide expanse of southern China.

Both companies know the toy train market and produce goods efficiently and



cost effectively. This is necessary for Lionel to stay ahead of its competitors, given the fast changing technology and dynamic economic environment.

Under New Ownership

For personal and business reasons, Kughn in 1995 decided his tenure as protector of the Lionel brand should come to an end. He sold the company to an investment partnership that included billionaire investor Marvin Davis (through his Wellspring Capital Management private equity firm) and rock star Neil Young. On Davis' death in September 2004, his estate continued to hold his share of Lionel through Wellspring. Wellspring typically takes controlling positions in what it describes as "promising middle-market companies where it can realize substantial value by contributing innovative operating and financing strategies and capital."

Wellspring's portfolio includes restaurants, food distribution and steel servicing. As majority owner, Wellspring, like similar investment firms, typically brings in a new management team to run the operation. Positive financial results are the driving force.

On February 1, 2001, Lionel top management made a decisive announcement that would be a stunning shock for the brand and the hobby in general: it would terminate the Michigan manufacturing operations, with a plan to be completed by the end of August 2001. All manufacturing would now be done overseas. Remaining in Michigan would be those services needed to support products, including consumer services, research and development, sales and marketing, quality assurance and engineering.

The company made a further announcement that a plant auction would be held. In July 2001, after multiple

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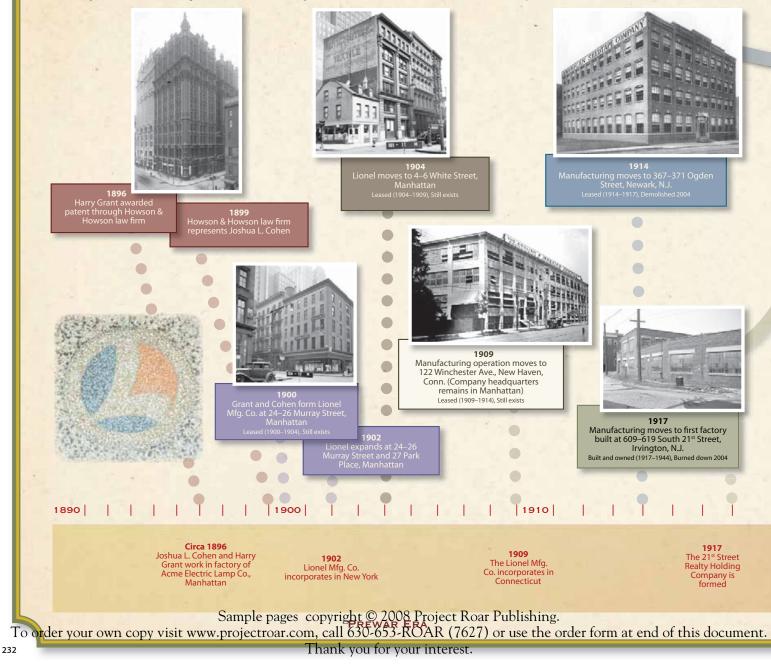
These photos depict Sanda Kan's operation in southern China, in a trade-free zone near Hong Kong. (Used with permission of Lionel L.L.C.)

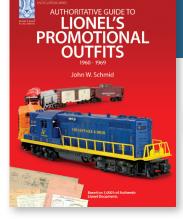


Appendix B TIMELINE OF MAJOR LIONEL FUN FACTORIES

RYING TO ARRANGE in a sequential order the numerous buildings and changing addresses of Lionel's manufacturing facilities has long challenged researchers. This pictorial timeline is designed to overcome this problem. It offers an overview of Lionel's major factory facilities and key dates to illustrate where and when the company made toy electric trains and other products.

9





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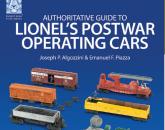
OW EXCITING it is when adults rediscover the Lionel electric train outfit they played with as youngsters. Yet how frustrating it is when they realize that information about its history and value cannot be found. In fact, complete documentation has never existed for the outfits that Lionel created exclusively for such major retailers and promotional firms as Sears, Montgomery Ward, J.C. Penney, Spiegel, Western Auto, A&P, Quaker Oats, and others.

Fortunately, that problem of learning about these desirable trains and their worth has now been solved. Lionel historian and collector John W. Schmid has used recently recovered documents from Lionel's archives, along with more than 1,500 brilliant color photos, to compile the first and only collector's reference guide that details more than 700 of these unique train sets.

"THIS WORK IS ONE THAT IS UNEQUALED BY ANYTHING PREVIOUSLY AVAILABLE."

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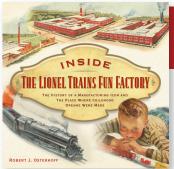
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