

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM T-1

STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE

Check if an application to determine eligibility of a Trustee
pursuant to Section 305 (b) (2) (X)

CITIBANK, N.A.

(Exact name of trustee as specified in its charter)

399 Park Avenue, New York, New York
(Address of principal executive office)

13-5266470
(I.R.S. employer
identification no.)

10043
(Zip Code)

Hasbro, Inc.

(Exact name of obligor as specified in its charter)

Rhode Island
(State or other jurisdiction of
incorporation or organization)

05-0155090
(I.R.S. employer
identification no.)

1027 Newport Avenue
Pawtucket, RI
(Address of principal executive offices)

02861
(Zip Code)

Debt Securities
(Title of the indenture securities)

Item 1. General Information.

Furnish the following information as to the trustee:

- (a) Name and address of each examining or supervising authority to
which it is subject.

| Name | Address |
|---------------------------------------|------------------|
| ----- | ----- |
| Comptroller of the Currency | Washington, D.C. |
| Federal Reserve Bank of New York | New York, NY |
| Federal Deposit Insurance Corporation | Washington, D.C. |

- (b) Whether it is authorized to exercise corporate trust powers.

Yes.

Item 2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such
affiliation.

None.

Item 16. List of Exhibits.

List below all exhibits filed as a part of this Statement of
Eligibility.

Exhibits identified in parentheses below, on file with the
Commission, are incorporated herein by reference as exhibits
hereto.

Exhibit 1 - Copy of Articles of Association of the
Trustee, as now in effect. (Exhibit 1 to T-1 to
Registration Statement No. 2-79983)

Exhibit 2 - Copy of certificate of authority of the Trustee to commence business. (Exhibit 2 to T-1 to Registration Statement No. 2-29577).

Exhibit 3 - Copy of authorization of the Trustee to exercise corporate trust powers. (Exhibit 3 to T-1 to Registration Statement No. 2-55519)

Exhibit 4 - Copy of existing By-Laws of the Trustee. (Exhibit 4 to T-1 to Registration Statement No. 33-34988)

Exhibit 5 - Not applicable.

Exhibit 6 - The consent of the Trustee required by Section 321(b) of the Trust Indenture Act of 1939. (Exhibit 6 to T-1 to Registration Statement No. 33-19227.)

Exhibit 7 - Copy of the latest Report of Condition of Citibank, N.A. (as of March 31, 1998 - attached)

Exhibit 8 - Not applicable.

Exhibit 9 - Not applicable.

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, the Trustee, Citibank, N.A., a national banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York and State of New York, on the 17th day of July, 1998.

CITIBANK, N.A.

By /s/ Florence Mills

Florence Mills
Senior Trust Officer

Charter No. 1461
Comptroller of the Currency
Northeastern District

REPORT OF CONDITION
CONSOLIDATING
DOMESTIC AND FOREIGN
SUBSIDIARIES OF

Citibank, N.A.

of New York in the State of New York, at the close of business on March 31, 1998, published in response to call made by Comptroller of the Currency, under Title 12, United States Code, Section 161. Charter Number 1461 Comptroller of the Currency Northeastern District.

ASSETS

| | Thousands of dollars ----- |
|-------------------------------------------------------------|----------------------------------|
| Cash and balances due from depository institutions: | |
| Noninterest-bearing balances and currency and coin | \$ 6,890,000 |
| Interest-bearing balances | 14,848,000 |
| Held-to-maturity securities | 0 |
| Available-for-sale securities | 31,464,000 |
| Federal funds sold and securities purchased | |

| | |
|--------------------------------------------------|----------------|
| under agreements to resell | 19,345,000 |
| Loans and lease financing receivables: | |
| Loans and Leases, net of unearned | |
| income | \$ 159,106,000 |
| LESS: Allowance for loan and lease | |
| losses | 4,259,000 |
| Loans and leases, net of unearned income, | |
| allowance, and reserve | 154,847,000 |
| Trading assets | 36,633,000 |
| Premises and fixed assets (including capitalized | |
| leases) | 3,376,000 |
| Other real estate owned | 485,000 |
| Investments in unconsolidated subsidiaries and | |
| associated companies | 1,386,000 |
| Customers' liability to this bank on acceptances | |
| outstanding | 1,824,000 |
| Intangible assets | 160,000 |
| Other assets | 9,670,000 |
| | ----- |
| TOTAL ASSETS | \$ 280,928,000 |
| | ===== |

LIABILITIES

| | |
|----------------------------------------------------------|----------------|
| Deposits: | |
| In domestic offices | \$ 37,884,000 |
| Noninterest-bearing | \$ 12,822,000 |
| Interest-bearing | 25,062,000 |
| In foreign offices, Edge and Agreement | |
| subsidiaries, and IBFs | 155,776,000 |
| Noninterest-bearing | 9,878,000 |
| Interest-bearing | 145,898,000 |
| Federal funds purchased and securities sold | |
| under agreements to repurchase | 7,429,000 |
| Trading liabilities | 29,266,000 |
| Other borrowed money (includes mortgage indebtedness | |
| and obligations under capitalized leases): | |
| With a remaining maturity of one year or less | 9,518,000 |
| With a remaining maturity of more than one year | |
| through three years | 2,340,000 |
| With a remaining maturity of more than three years | 898,000 |
| Bank's liability on acceptances executed and | |
| outstanding | 1,992,000 |
| Subordinated notes and debentures | 5,600,000 |
| Other liabilities | 12,507,000 |
| | ----- |
| TOTAL LIABILITIES | \$ 263,210,000 |
| | ===== |

EQUITY CAPITAL

| | |
|-----------------------------------------------------------|----------------|
| Perpetual preferred stock and related surplus | 0 |
| Common stock | \$ 751,000 |
| Surplus | 7,604,000 |
| Undivided profits and capital reserves | 9,617,000 |
| Net unrealized holding gains (losses) on | |
| available-for-sale securities | 443,000 |
| Cumulative foreign currency translation adjustments | (697,000) |
| | ----- |
| TOTAL EQUITY CAPITAL | \$ 17,718,000 |
| | ----- |
| TOTAL LIABILITIES, LIMITED-LIFE PREFERRED STOCK, | |
| AND EQUITY CAPITAL | \$ 280,928,000 |
| | ===== |

I, Roger W. Trupin, Controller of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

ROGER W. TRUPIN
CONTROLLER

We, the undersigned directors, attest to the correctness of this Report of Condition. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

PAUL J. COLLINS
JOHN S. REED

WILLIAM R. RHODES
DIRECTORS