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LOBBYING REPORT

Lobbying Disclosure Act of 1995 (Section 5) - All Filers Are Required to Complete This Page

1. Registrant Name The Smith-Free Group			
2. Registrant Address <input type="checkbox"/> Check if different than previously reported Address 1401 K Street NW 12th Floor City Washington State/Zip (or Country) DC 20005-3401 USA			
3. Principal Place of Business (if different from line 2) City _____ State/Zip (or Country) _____			
4. Contact Name Robina Spruill-Lynch		Telephone 202-393-4760	E-mail (optional) rlynch@smithfree.com
			5. Senate ID # 35800-51
7. Client Name <input type="checkbox"/> Self CSX Corporation		6. House ID # 30770013	

TYPE OF REPORT 8. Year 1999 Midyear (January 1-June 30) OR Year End (July 1-December 31)

9. Check if this filing amends a previously filed version of this report

10. Check if this is a Termination Report >> Termination Date _____

11. No Lobbying Activity

INCOME OR EXPENSES - Complete Either Line 12 OR Line 13	
12. Lobbying Firms	13. Organizations
INCOME relating to lobbying activities for this reporting period was:	EXPENSES relating to lobbying activities for this reporting period were:
Less than \$10,000 <input type="checkbox"/>	Less than \$10,000 <input type="checkbox"/>
\$10,000 or more <input checked="" type="checkbox"/> >> \$ <u>\$80,000.00</u> Income (nearest \$20,000)	\$10,000 or more <input type="checkbox"/> >> \$ _____ Expenses (nearest \$20,000)
Provide a good faith estimate, rounded to the nearest \$20,000 of all lobbying related income from the client (including all payments to the registrant by any other entity for lobbying activities on behalf of the client).	14. REPORTING METHOD. Check box to indicate expense accounting method. See instructions for description of options.
	<input type="checkbox"/> Method A. Reporting amounts using LDA definitions only
	<input type="checkbox"/> Method B. Reporting amounts under section 6033(b)(8) of the Internal Revenue Code
	<input type="checkbox"/> Method C. Reporting amounts under section 162(e) of the Internal Revenue Code

Signature _____ Date 8/10/1999

Printed Name and Title Alicia W. Smith - Senior VP & Corp. Secretary Page 1 of 2

Registrant Name: The Smith-Free Group

Client Name: CSX Corporation

LOBBYING ACTIVITY. Select as many codes as necessary to reflect the general issue areas in which the registrant engaged in lobbying on behalf of the client during the reporting period. Using a separate page for each code, provide information as requested. Attach additional page(s) as needed.

15. General issue area code RRR (one per page)
16. Specific Lobbying issues
S. 623, Railroad Competition and Service Improvement Act of 1999,
S. 747, Surface Transportation Board Reauthorization and Improvement Act of 1999,
S. 98, Surface Transportation Board Reauthorization Act of 1999,
Issues relating to joint acquisition with Norfolk Southern of Conrail

17. House(s) of Congress and Federal agencies contacted Check if None
House of Representatives
Senate
White House

18. Name of each individual who acted as a lobbyist in this issue area

Name	Covered Official Position (if applicable)	New
Bartlett, Doyle		Yes
Free, James C.		No
Hickmott, Robert		Yes
Locke, W. Timothy		No
Smith, Alicia W.		No
Smith, James E.		No

19. Interest of each foreign entity in the specific issues listed on line 16 above Check if None

Signature Alicia W. Smith Date 8/10/1999

Printed Name and Title Alicia W. Smith - Senior VP & Corp. Secretary Page 2 of 2