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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. Address <input type="checkbox"/> Check if different than previously reported 1401 K Street NW Washington DC USA 12th Floor DC			
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) rslynch@smithfree.com	5. Senate ID # 35800-214
7. Client Name <input type="checkbox"/> Self Visa USA, Inc.	6. House ID # 30770017		

 TYPE OF REPORT 8. Year 2000 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: Less than \$10,000 <input type="checkbox"/> \$10,000 or more <input checked="" type="checkbox"/> >> \$ <u>\$100,000.00</u> <small>Income (nearest \$20,000)</small>	EXPENSES relating to lobbying activities for this reporting period were: Less than \$10,000 <input type="checkbox"/> \$10,000 or more <input type="checkbox"/> >> \$ _____ <small>Expenses (nearest \$20,000)</small>
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 07/27/2000

 Printed Name and Title Abela W. Smith - Senior VP & Corp. Secretary Page 1 of 3

Registrant Name: The Smith-Free Group

Client Name: Visa USA, Inc.

Item	Description	Data
2f	Registrant Zip	20005-3401

Registrant Name: The Smith-Free Group

Client Name: Visa USA, Inc.

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 BNK (one per page)

16. Specific Lobbying issues
S. 625, Bankruptcy Reform Act of 1999,
HR 833, Bankruptcy Reform Act of 1999,

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

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

Name	Covered Official Position (if applicable)	New
<u>Smith, James E.</u>		<u>No</u>
<u>Free, James C.</u>		<u>No</u>
<u>Locke, W. Timothy</u>		<u>No</u>
<u>Bartlett, Doyle</u>		<u>No</u>

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

Signature Alicia W. Smith Date 07/27/2000

Printed Name and Title Alicia W. Smith - Senior VP & Corp. Secretary Page 3 of 3