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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 # 35800-191
7. Client Name <input type="checkbox"/> Self Southern Company Services, Inc.	6. House ID # 30770009		

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	
<p>12. Lobbying Firms</p> <p>INCOME relating to lobbying activities for this reporting period was:</p> <p>Less than \$10,000 <input type="checkbox"/></p> <p>\$10,000 or more <input checked="" type="checkbox"/> >> \$ <u>\$100,000.00</u> <small>Income (nearest \$20,000)</small></p> <p>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).</p>	<p>13. Organizations</p> <p>EXPENSES relating to lobbying activities for this reporting period were:</p> <p>Less than \$10,000 <input type="checkbox"/></p> <p>\$10,000 or more <input type="checkbox"/> >> \$ _____ <small>Expenses (nearest \$20,000)</small></p> <p>14. REPORTING METHOD. Check box to indicate expense accounting method. See instructions for description of options.</p> <p><input type="checkbox"/> Method A. Reporting amounts using LDA definitions only</p> <p><input type="checkbox"/> Method B. Reporting amounts under section 6033(b)(8) of the Internal Revenue Code</p> <p><input type="checkbox"/> Method C. Reporting amounts under section 162(e) of the Internal Revenue Code</p>

Signature _____ Date 8/10/1999
 Printed Name and Title Alicia W. Smith - Senior VP & Corp. Secretary Page 1 of 3

Registrant Name: The Smith-Free Group

Client Name: Southern Company Services, 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 ENV (one per page)
16. Specific Lobbying issues
S. 313, Public Utility Holding Company Act of 1999,

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

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

Name	Covered Official Position (if applicable)	New
<u>Free, James C.</u>		<u>No</u>
<u>Hickmott, Robert</u>		<u>Yes</u>
<u>Locke, W. Timothy</u>		<u>No</u>
<u>Smith, Alicia W.</u>		<u>No</u>

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

Signature _____ Date 8/10/1999

Printed Name and Title Alicia W. Smith - Senior VP & Corp. Secretary Page 2 of 3

Registrant Name: The Smith-Free Group

Client Name: Southern Company Services, 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 UTI (one per page)
16. Specific Lobbying issues
**HR 45, Nuclear Waste Policy Act of 1999,
S. 608, Nuclear Waste Policy Act of 1999,
Global Climate Change Issues**

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
Free, James C.		No
Hickmatt, Robert		Yes
Locke, W. Timothy		No
Smith, Alicia W.		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 3 of 3