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

1. Registrant Name
Strategic Rail Finance

2. Address Check if different than previously reported
4100 Main Street

3. Principal Place of Business (if different from line 2)
 City: Philadelphia State/Zip (or Country): PA. 19127

4. Contact Name Telephone E-mail (optional) Senate ID #
Drew Miller (215) 483-3916 STRATEGICRAIL 47917-12
@EROLS.COM

5. Client Name Self House ID #
34456000

TYPE OF REPORT B. 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 checked="" type="checkbox"/></p> <p>\$10,000 or more <input type="checkbox"/> ⇔ \$ _____ <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 checked="" 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>
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Signature Andrew Miller

Printed Name and Title ANDREW MILLER'S VICE PRESIDENT

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Registrant Name STRATEGIC RAIL FINANCE Client Name SELF

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

Advancing programs and legislation for comprehensive long-term planning and investment in freight railroads.

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

Senate, House, Dept. of Transportation, Dept. of Agriculture, Federal Railroad Administration, General Accounting Office, Office of Management + Budget and The Small Business Adm.

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

Name	Covered Official Position (if applicable)	New
<i>MILLER, ANDREW</i>		<input type="checkbox"/>
<i>SUSSMAN MICHAEL</i>		<input type="checkbox"/>
<i>STEIN, VICTORIA</i>		<input checked="" type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>

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

Signature *Andrew Miller* Date 8-13-99

Printed Name and Title ANDREW MILLER: VICE PRESIDENT

Registrant Name STRATEGIC RAIL FINANCE Client Name SELF

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 IRA (one per page)

16. Specific lobbying issues
Defining what part freight railroads should play in the nation's freight transportation system.

17. House(s) of Congress and Federal agencies contacted Check if None
Senate, House, Dept. of Transportation, Dept. of Agriculture, Federal Railroad Administration, General Accounting Office, Office of Management + Budget and The Small Business Adm.

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

Name	Covered Official Positions (if applicable)	New
<i>MILLER, ANDREW</i>		<input type="checkbox"/>
<i>SUSSMAN, MICHAEL</i>		<input type="checkbox"/>
<i>STEIN, VICTORIA</i>		<input checked="" type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>

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

Signature *Andrew Miller* Date 8-13-99
Printed Name and Title ANDREW MILLER: VICE PRESIDENT