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LOBBYING REPORT

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

1. Registrant Name <i>Strategic Rail Finance</i>			
2. Address <input type="checkbox"/> Check if different than previously reported <i>4100 Main Street</i>			
3. Principal Place of Business (if different from line 2) City: <i>Philadelphia</i> State/Cap. (or Country): <i>PA 19127</i>			
4. Contact Name <i>Drew Miller</i>		Telephone <i>(215) 483-3916</i>	E-mail (optional) <i>STRATEGICRAIL@EROLS.COM</i>
7. Client Name <input checked="" type="checkbox"/> Self		5. Senate ID # <i>47917-12</i>	6. House ID # <i>34456000</i>

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 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 checked="" type="checkbox"/> Method A. Reporting amounts using LDA definitions only</p> <p><input type="checkbox"/> Method B. Reporting amounts under section 6033(b)(3) 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 *Andrew Miller*

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 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 Adm., General Accounting Office, Office of Management & Budget and Small Business Adm.

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

Name	Covered Official Position (if applicable)	New
Miller, Andrew		<input type="checkbox"/>
Sussman, Michael B.		<input type="checkbox"/>
Stein, Victoria L.		<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 2-6-00

Printed Name and Title Andrew Miller

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, Department of Transportation, Dept. of Agriculture
Federal Railroad Admin., General Accounting Office,
Office of Management + Budget and Small Business Admin.*

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 B.</i>		<input type="checkbox"/>
<i>STEIN, VICTORIA L.</i>		<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 2-6-00

Printed Name and Title *Andrew Miller*

Registrant Name STRATEGIC RAIL FINANCE Client Name SELF

Information Update Page - Complete ONLY where registration information has changed.

20. Client new address

- NOT APPLICABLE -

21. Client new principal place of business (if different from line 20)

City _____ State/Zip (or Country) _____

22. New general description of client's business or activities

LOBBYIST UPDATE

23. Name of each previously reported individual who is no longer expected to act as a lobbyist for the client

- NOT APPLICABLE -

ISSUE UPDATE

24. General lobbying issues previously reported that no longer pertain

AFFILIATED ORGANIZATIONS

25. Add the following affiliated organization(s)

Name	Address	Principal Place of Business (city and state or country)
<u>- NOT APPLICABLE -</u>		

26. Name of each previously reported organization that is no longer affiliated with the registrant or client

NOT APPLICABLE

FOREIGN ENTITIES

27. Add the following foreign entities

Name	Address	Principal place of business (city and state or country)	Amount of contribution for lobbying activities	Ownership percentage in client
<u>NOT APPLICABLE</u>				

28. Name of each previously reported foreign entity that no longer owns, or controls, or is affiliated with the registrant, client or affiliated organization

Signature Andrew Miller Date 2-6-00

Printed Name and Title ANDREW MILLER : VICE PRESIDENT