United States
Securities and Exchange Commission
Washington, D.C. 20549

FORM

10-K

(Mark one)

[x] Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the fiscal year ended December 31, 1999

or

[ ] Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from to

Commission file number 1-8606

Bell Atlantic Corporation

(Exact name of registrant as specified in its charter)

Delaware *(State of incorporation)*	**Securities registered pursuant to Section 12(b) of the Act:** *Title of each class* Common Stock, $.10 par value *Name of each exchange on which registered* New York, Philadelphia, Boston, Chicago and Pacific Stock Exchanges **Securities registered pursuant to Section 12(g) of the Act:** None
1095 Avenue of the Americas New York, New York 10036 *(Address of principal executive offices)* *(Zip Code)*	
23-2259884 *(I.R.S. Employer Identification No.)*	
Registrant's telephone number, including area code: (212) 395-2121	

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ✔ No ___

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ✔

At February 29, 2000, the aggregate market value of the registrant's voting stock held by nonaffiliates was approximately $75,843,000,000.

At February 29, 2000, 1,550,659,354 shares of the registrant's Common Stock were outstanding, after deducting 25,586,971 shares held in treasury.

Documents incorporated by reference:

Portions of the registrant's Proxy Statement prepared in connection with the 2000 Annual Meeting of Shareowners (Part III).

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Unless otherwise indicated, all information is as of March 28, 2000

PART I
Item 1. *Business*

General

Bell Atlantic Corporation was incorporated in 1983 under the laws of the State of Delaware and completed a merger with NYNEX Corporation on August 14, 1997. Our principal executive offices are located at 1095 Avenue of the Americas, New York, New York 10036 (telephone number 212-395-2121).

Bell Atlantic is a telecommunications company that operates in a region stretching from Maine to Virginia. Our principal operating subsidiaries are: New York Telephone Company, Bell Atlantic-New Jersey, Inc., Bell Atlantic-Pennsylvania, Inc., New England Telephone and Telegraph Company, Bell Atlantic-Maryland, Inc., Bell Atlantic-Virginia, Inc., Bell Atlantic-West Virginia, Inc., Bell Atlantic-Delaware, Inc., Bell Atlantic-Washington, D.C., Inc. and Bell Atlantic Mobile.

We have four reportable segments, which we operate and manage as strategic business units and organize by products and services. Our segments and their principal activities consist of the following:

Domestic Telecom	Domestic wireline telecommunications services-primarily our nine operating telephone subsidiaries that provide local telephone services from Maine to Virginia, including voice and data transport, enhanced and custom calling features, network access, directory assistance, private lines and public telephones. This segment also provides customer premises equipment distribution, data solutions and systems integration, billing and collections, and Internet access services.
Global Wireless	Wireless telecommunications services to customers in 24 states in the United States and foreign wireless investments servicing customers in Latin America, Europe and the Pacific Rim.
Directory	Domestic and international publishing businesses including print directories and Internet-based shopping guides, as well as website creation and other electronic commerce services. This segment has operations principally in the United States and Central Europe.
Other Businesses	International wireline telecommunications investments in Europe and the Pacific Rim and lease financing and other businesses.

You can find financial information with respect to our segments in Note 18 to the consolidated financial statements.

Proposed Bell Atlantic-GTE Merger

Bell Atlantic and GTE Corporation (GTE) have announced a proposed merger of equals under a definitive merger agreement dated as of July 27, 1998. Under the terms of the agreement, GTE shareholders will receive 1.22 shares of Bell Atlantic common stock for each share of GTE common stock that they own. Bell Atlantic shareholders will continue to own their existing shares after the merger.

We expect the merger to qualify as a pooling of interests, which means that for accounting and financial purposes, the companies will be treated as if they had always been combined. At annual meetings held in May of 1999 the shareholders of each company approved the merger. The completion of the merger is subject to a number of conditions, including certain regulatory approvals (all of which have been obtained except that of the Federal Communications Commission (FCC)) and receipt of opinions that the merger will be tax-free.

We are targeting completion of the merger in the second quarter of 2000.

Domestic Telecom

Operations

Our Domestic Telecom segment, primarily comprised of our nine operating telephone subsidiaries, provided approximately 79% of 1999 operating revenues. The operating telephone subsidiaries presently serve a territory consisting of 31 LATAs, or local access and transport areas, and provide mainly two types of telecommunications services:

- *Exchange telecommunications service* is the transmission of telecommunications among customers located within a local calling area within a LATA. Examples of exchange telecommunications services include switched local residential and business services, local private line voice and data services, and Centrex services. We also provide toll services within a LATA, including Wide Area Telecommunications Service and intraLATA toll (long distance) service. In New York State, we also provide interLATA toll (long distance) services.
- *Exchange access service* links a customer's premises and the transmission facilities of other telecommunications carriers, generally interLATA (long distance) carriers. Examples of exchange access services include switched access and special access services.

We have organized our Domestic Telecom segment into business units operating across our telephone subsidiaries. The business units focus on specific market segments. We are not dependent on any single customer. The telephone subsidiaries remain responsible within their respective service areas for the provision of telephone services, financial performance, and regulatory matters.

The *Consumer* unit markets communications services to residential customers, as well as operator services, within our territory (22 million households and 63 million people). 1999 revenues were approximately $10 billion, representing approximately 39% of Domestic Telecom's aggregate revenues. These revenues were derived primarily from the provision of telephone services to residential users.

The *General Business* unit markets communications and information services to small and medium-sized businesses, as well as pay telephone services, within our territory. The General Business unit has approximately 2.1 million customers in our territory and generated approximately $5 billion in revenues in 1999, representing approximately 19% of Domestic Telecom's aggregate revenues.

The *Enterprise Business* unit markets communications and information technology and services to large businesses and to departments, agencies and offices of the executive, judicial and legislative branches of the federal and state government. These services include voice switching/processing services (e.g., dedicated private lines, custom Centrex, call management, and voice messaging), end-user networking (e.g., credit and debit card transactions and personal computer-based conferencing, including data and video), internetworking (establishing links between the geographically disparate networks of two or more companies or within the same company), network optimization (disaster avoidance, 911 service, and intelligent vehicle highway systems), video services (distance learning, telemedicine, and videoconferencing) and interactive multimedia applications services. The Enterprises Business unit also includes the Data Solutions Group which provides data transmission and network integration services (integrating multiple geographically disparate networks into one system), as well as IP-based solutions (communications using internet protocol and internet services, including high-speed internet access). Global Networks, a unit of the Data Solutions Group, is building a next generation long distance network using ATM (asynchronous transfer mode) technology. 1999 revenues were approximately $5 billion, representing approximately 19% of Domestic Telecom's aggregate revenues.

The *Network Services* unit markets (i) switched and special access to the telephone subsidiaries' local exchange networks, and (ii) billing and collection services, including recording, rating, bill processing and bill rendering. 1999 revenues were approximately $6 billion, representing approximately 23% of Domestic Telecom's aggregate revenues. Approximately 75% of total Network Services revenues were derived from interexchange carriers. Most of the remaining revenues came from business customers and government agencies with their own special access network connections, wireless companies, and other local exchange carriers which resell network connections to their own customers.

Telecommunications Act of 1996

The Telecommunications Act of 1996 (1996 Act) became effective on February 8, 1996, and replaced the Modification of Final Judgment (MFJ), a consent decree that arose out of an antitrust action brought by the United States Department of Justice against AT&T. In general, the 1996 Act includes provisions that open local exchange markets to competition and permit Bell Operating Companies (BOC), including ours, to engage in manufacturing and to provide long distance service under certain conditions.

First, the 1996 Act permitted us to apply immediately for state approval to offer long distance services originating outside of the states where our operating telephone subsidiaries operate as local exchange carriers. Our wireless businesses also were permitted immediately to offer long distance services without having to comply with the conditions imposed in waivers granted under the MFJ.

Second, the 1996 Act permits us to offer in-region long distance services (that is, services originating in the states where our telephone subsidiaries operate as local exchange carriers), once we have demonstrated to the FCC that we have satisfied certain requirements. The requirements include a 14-point "competitive checklist" of steps which we must take to help competitors offer local services through resale, through purchase of unbundled network elements, or through their own networks. We must also demonstrate to the FCC that our entry into the in-region long distance market would be in the public interest.

In-Region Long Distance

On December 22, 1999, the FCC released an order approving our application for permission to enter the in-region long distance market in New York. The FCC concluded that we have satisfied the 14-point "competitive checklist" required under the 1996 Act for entry into the in-region long distance market, and that our entry into the long distance business in New York would benefit the public interest. Following the FCC's decision, AT&T and Covad sought a stay of the Commission's order. The stay request was denied, first by the FCC and later by the U.S. Court of Appeals. AT&T's and Covad's appeal of the order remains pending and is proceeding on an accelerated schedule, with argument scheduled for April 2000.

KPMG LLP (KPMG), which conducted an extensive third-party test of our operations support systems (OSS) in New York under the supervision of the New York Public Service Commission, has been retained by the Massachusetts Department of Telecommunications and Energy to conduct a third-party test of our OSS in Massachusetts. The Massachusetts test is designed to build on the KPMG test of the similar systems in New York.

KPMG has also been retained by the Pennsylvania Public Utility Commission to conduct a third-party test of our OSS in Pennsylvania and by the New Jersey Board of Public Utilities to conduct a test of the New Jersey OSS that builds on the concurrent testing of the similar systems in Pennsylvania. The Virginia State Corporation Commission has also retained KPMG for the same purpose.

The timing of our long distance entry in each of our remaining 13 jurisdictions depends on the receipt of FCC approval.

We are unable to predict definitively the impact that the 1996 Act will ultimately have on our business, results of operations, or financial condition. The financial impact will depend on several factors, including the timing, extent and success of competition in our markets, the timing and outcome of various regulatory proceedings and any appeals, and the timing, extent and success of our pursuit of new opportunities resulting from the 1996 Act.

FCC Regulation and Interstate Rates

The operating telephone subsidiaries are subject to the jurisdiction of the FCC with respect to interstate services and certain related matters. In 1999, the FCC continued to implement reforms to the interstate access charge system and to implement the "universal service" and other requirements of the 1996 Act.

Access Charges

Interstate access charges are the rates long distance carriers pay for use and availability of our operating telephone companies' facilities for the origination and termination of interstate service. The FCC required a phased restructuring of access charges, which began in January 1998, so that the telephone companies' non-usage-sensitive costs will be recovered from long distance carriers and end-users through flat rate charges, and usage-sensitive costs will be recovered from long distance carriers through usage-based rates.

In addition, the FCC has required that different levels of usage-based charges for originating and for terminating interstate traffic be established. The final phase of this restructuring was completed on January 1, 2000.

Price Caps

Under the FCC price cap rules that apply to interstate access rates, each year our price cap index is adjusted downward by a fixed percentage intended to reflect increases in productivity (productivity factor) and adjusted upward by an allowance for inflation (GDP-PI). Our annual price cap filing, effective July 1, 1999, reflects the effects of the current productivity factor of 6.5 %.

In May 1999, the U. S. Court of Appeals reversed the FCC's order that adopted the 6.5 % productivity factor. The Court concluded that the FCC had not justified its choice of a productivity factor and directed the FCC to reconsider and explain the methods used in selecting the productivity factor. The Court granted the FCC a stay of its order, however, until April 1, 2000. As a result, the FCC is now conducting a proceeding to determine an appropriate productivity factor in response to the Court's order.

At the same time, the FCC is considering a proposal to further restructure access rates by an industry coalition that includes both local exchange carriers (including Bell Atlantic) and long distance carriers. Among other things, that proposal would set into place a mechanism to transition to a set target of $.0055 per minute for switched access services. Once that target rate is reached, local exchange carriers would no longer be required to make further annual price cap reductions to their switched access prices. To allow time to consider this industry proposal, parties have requested that the Court further extend the stay of its price cap decision order until June 30, 2000.

The FCC has adopted rules for special access services that provide for added pricing flexibility and ultimately the removal of services from price regulation when certain competitive thresholds are met. In order to take advantage of this relief, however, carriers must forego the ability to take advantage of provisions in the current rules that provide relief in the event earnings fall below certain thresholds, and we have not filed for this relief. The order also allows certain services, including those included in the interexchange basket of services, to be removed from price regulation immediately. In response, effective in October 1999, we removed approximately $90 million in annual revenues of our services in the interexchange basket from price regulation and from the operation of the productivity offset which otherwise would require annual price reductions.

Universal Service

In July 1999, the U.S. Court of Appeals reversed certain aspects of the FCC's order implementing the "universal service" provision of the 1996 Act. The universal service fund includes a multi-billion dollar interstate fund to link schools and libraries to the Internet and to subsidize high cost areas, low income consumers and rural healthcare providers. Previously, under the FCC's rules, all providers of interstate telecommunications services had to contribute to the schools and libraries fund based on their total interstate and intrastate retail revenues. The Court reversed the decision to include intrastate revenues as part of the basis for assessing contributions to that fund. As a result of this decision, our contributions to the universal service fund were reduced by approximately $107 million annually beginning on November 1, 1999, and our interstate access rates will be reduced accordingly because we will no longer have to recover these contributions in our rates. AT&T and MCI WorldCom, Inc. have since asked the U.S. Supreme Court to review this latter portion of the appeals court decision. Other parties have asked the U.S. Supreme Court to review additional aspects of the court of appeals decision.

In November 1999, the FCC adopted a new mechanism for providing universal service support to high cost areas served by large local telephone companies. This funding mechanism will provide additional support for local telephone services in several states served by Bell Atlantic. State regulatory commissions must take these funds into account in the ratemaking process.

Unbundling of Network Elements

In November 1999, the FCC announced its decision setting forth new unbundling requirements. The FCC had previously identified seven elements that had to be provided to competitors on an unbundled basis. With respect to those seven elements, the FCC concluded that incumbent local exchange carriers, such as our operating telephone subsidiaries, do not have to provide unbundled switching (or combinations of elements that include switching, such as the so-called unbundled element "platform") under certain circumstances to business customers with four or more lines in certain offices in the top 50 Metropolitan Statistical Areas (MSAs). It also held that incumbents do not have to provide unbundled access to their directory assistance or operator services. The remaining elements on the FCC's original list still must be provided.

With respect to new elements, the FCC concluded that new equipment to provide advanced services such as Asymmetric Digital Subscriber Line (ADSL) does not have to be unbundled as a general matter. On the other hand, the FCC concluded that incumbents must provide dark fiber as an unbundled element, and that sub-loop unbundling should be provided. Finally, the FCC ruled that combinations of loops and transport must be made available under certain circumstances, but left to a further rulemaking that it initiated certain issues relating to the use of these combinations to substitute for special access services. While this rulemaking proceeds, the FCC adopted interim rules limiting the instances in which such combinations of elements must be made available. The FCC set a target date of June 30, 2000 to decide the further rulemaking.

In addition to the unbundling requirements released in November 1999, the FCC released an order on December 9, 1999 in a separate proceeding requiring incumbent local exchange companies also to unbundle and provide to competitors the higher frequency portion of their local loop. This provides competitors with the ability to provision data services on top of incumbent carriers' voice services.

State Regulation of Rates and Services

State public utility commissions regulate our operating telephone subsidiaries with respect to certain intrastate rates and services and certain other matters. In most jurisdictions the telephone subsidiaries have been able to replace rate of return regulation with price regulation plans.

New York Telephone

New York

The New York State Public Service Commission has regulated New York Telephone under the Performance Incentive Plan since 1995. The plan is performance-based, replacing rate of return regulation with a form of price regulation and incentives to improve service, and does not restrict New York Telephone's earnings. The plan:

- caps prices at current rates for "basic" services such as residence and business exchange access, residence and business local calling, and LifeLine Service;
- establishes price reduction commitments for a number of services, including toll and intraLATA carrier access services;
- adjusts prices annually based on certain costs associated with state commission mandates and other defined "exogenous" events; and
- establishes service quality targets with stringent rebate provisions if New York Telephone is unable to meet some or all of the targets.

Connecticut

New York Telephone's operations are subject to rate of return regulation, but an incentive regulation plan which would eliminate regulation of earnings has been filed with the Connecticut Department of Public Utility Control.

Bell Atlantic-New Jersey

The 1992 New Jersey Telecommunications Act classifies telecommunications services as "Competitive" or "Protected." "Protected telephone services" include basic residence and business local service, touch tone, access services and the ordering, installation and restoration of these services. Bell Atlantic-New Jersey provides "Protected telephone services" and other services, including vertical services (Rate-Regulated Services), under a Plan for Alternative Form of Regulation, which is scheduled to expire on December 31, 2000.

There is no cap on earnings for Rate-Regulated Services. Under the terms of the Plan, Bell Atlantic-New Jersey shares equally with ratepayers earnings above a 13.7% return on equity for Rate-Regulated Services.

Bell Atlantic-New Jersey may petition the New Jersey Board of Public Utilities to reclassify services from "Protected" to "Competitive" and may change prices for any Competitive service without prior regulatory review or approval.

Bell Atlantic-Pennsylvania

The Pennsylvania Public Utility Commission (PUC) regulates Be Atlantic-Pennsylvania under an Alternative Regulation Plan approve in 1994. The plan provides for a pure price cap plan with no sharin of earnings with customers and replaces rate base, rate of retur regulation.

- Competitive Services, including directory advertising, billin services, Centrex service, paging, speed calling, repeat calling and HiCap and business services provided to larger customers are price deregulated.
- All Noncompetitive Services are price regulated. The plan:
  - permits annual price increases up to, but not exceeding, the GDP-PI minus 2.93%;
  - requires annual price decreases when the GDP-PI falls below 2.93%;
  - caps prices for protected services, including residential and business basic exchange services, special access and switched access, through 1999; and
  - permits revenue-neutral rate restructuring for noncompetitive services.

The PUC's order approving the Bell Atlantic-GTE merger extended the cap on residential and business basic exchange services through 2003.

The plan requires Bell Atlantic-Pennsylvania to provide a Lifeline Service for residential customers. The plan also requires deployment of a universal broadband network, which must be completed in phases: 20% by 1998; 50% by 2004; and 100% by 2015. Deployment must be reasonably balanced among urban, suburban and rural areas.

From September 1998 through February 1999, the PUC sponsored a multi-party global telecommunications settlement proceeding aimed at resolving issues in a number of contentious telecommunications regulatory dockets at the PUC. On September 30, 1999, the PUC issued a final decision in its Global proceeding on telecommunications competition matters. The decision proposes to require Bell Atlantic-Pennsylvania, to split into separate retail and wholesale corporations. It proposes reductions in access charges applicable to services provided to interexchange carriers and in both unbundled network element rates and wholesale rates applicable to services and facilities provided to competitive local exchange carriers. It requires Bell Atlantic-Pennsylvania to provide combinations of unbundled network elements beyond those required by the FCC. It reclassifies certain business services as "competitive," but restricts the pricing freedom that that classification is supposed to give Bell Atlantic-Pennsylvania. It sets a schedule of prerequisites for state endorsement of a Bell Atlantic-Pennsylvania application to the FCC for permission to offer in-region long distance service under Section 271 of the 1996 Act that are likely to delay that endorsement. Bell Atlantic-Pennsylvania has challenged the lawfulness of this order in the Pennsylvania Supreme Court, the Commonwealth Court of Pennsylvania, and the Federal District Court.

On January 18, 2000, Bell Atlantic-Pennsylvania and fourteen other parties submitted to the PUC a Joint Petition for Settlement to resolve the appeals from the Global Order. If approved by the PUC, the settlement will eliminate the wholesale/retail separate subsidiary requirement and replace it with a requirement to establish an advanced services affiliate. The settlement would also expedite the process to obtain state endorsement of any Bell Atlantic-Pennsylvania application to the FCC for permission to offer long distance service. On February 2, 2000, the Commonwealth Court denied the PUC's request to consider the settlement and set an expedited briefing schedule for the appeals. On February 22, 2000, the PUC and Bell Atlantic-Pennsylvania appealed this determination to the Pennsylvania Supreme Court, and the matter is pending.

New England Telephone

Maine

In 1995, the Maine Public Utilities Commission adopted a five year price cap plan for New England Telephone, with the provision for a five year extension after review by the state commission. Overall average prices and specific rate elements for most services are limited by a price cap formula of inflation minus a productivity factor plus or minus certain exogenous cost changes. There is no restriction on New England Telephone's earnings. The Commission also established a service quality index with penalties in the form of customer rebates to apply if service quality categories are missed.

Massachusetts

In 1995, the Massachusetts Department of Telecommunications and Energy approved a price regulation plan for New England Telephone through August 2001, with no restriction on earnings. Certain residence exchange rates are capped. Pricing rules limit New England Telephone's ability to increase prices for most services, including a ceiling on the weighted average price of all tariffed services based on a formula of inflation minus a productivity factor plus or minus certain exogenous changes. In addition, New England Telephone's service quality performance levels in any given month could result in an increase in the productivity offset by one-twelfth of one percent for purposes of the annual price cap filing.

New Hampshire

New England Telephone's operations in New Hampshire are subject to rate of return regulation.

Rhode Island

In 1996, the Rhode Island Public Utilities Commission approved an incentive regulation plan for New England Telephone. The plan has no set term or expiration, although there are opportunities for annual review by the state commission, and there is no earnings cap or sharing mechanism. Other features of the plan include: more stringent service quality requirements, including a financial penalty, and no increase in residence or business basic exchange rates through 1999. On April 28, 1999, the Commission opened dockets to review New England Telephone's earnings and its form of regulation. To date, those dockets remain open, but no substantive action has been taken.

Vermont

New England Telephone traditionally has been subject to rate of return regulation. The Vermont Public Service Board, however, has approved a five year incentive regulation plan that will provide New England Telephone increased flexibility to introduce and price new products and services. The plan also removes most restrictions on New England Telephone's earnings from Vermont operations during the life of the plan and contains no productivity adjustment. The plan will limit New England Telephone's ability to raise prices on existing products and services, and will require revenue reductions of $16.5 million at the outset of the plan; $6.5 million during the first year of the plan; and approximately $6.0 million over the subsequent years of the plan. The plan also will require certain service quality improvements subject to financial penalty.

Bell Atlantic-Maryland

In 1996, the Public Service Commission of Maryland approved a price cap plan for regulating the intrastate services provided by Bell Atlantic-Maryland. Under the plan, services are divided into six categories: Access; Basic-Residential; Basic-Business; Discretionary; Competitive; and Miscellaneous. Rates for Access, Basic-Residential, Basic-Business and Discretionary Services can be increased or decreased annually under a formula that is based upon changes in the GDP-PI minus a productivity offset based upon changes in the rate of inflation (CPI). Rates for Competitive Services may be increased without regulatory limits. Regulation of profits is eliminated.

Bell Atlantic-Virginia

Effective in 1995, the Virginia State Corporation Commission approved an alternative regulatory plan that regulates Bell Atlantic-Virginia's Noncompetitive Services on a price cap basis and does not regulate Bell Atlantic-Virginia's Competitive Services. The plan includes a moratorium on rate increases for basic local telephone service until 2001 and eliminates regulation of profits. In its November 1999 Order approving the Bell Atlantic-GTE merger, the Commission conditioned its approval by extending the moratorium on rate increases for basic local services to 2004.

Bell Atlantic-West Virginia

In February 1998, the West Virginia Public Service Commission issued an order extending the Incentive Regulation Plan until December 31, 2000. The Incentive Regulation Plan includes pricing flexibility for competitive services. Bell Atlantic-West Virginia is committed to invest at least $225 million in its network over the three-year period from 1998 through 2000.

Bell Atlantic-Delaware

In 1994, Bell Atlantic-Delaware elected to be regulated under the alternative regulation provisions of the Delaware Telecommunications Technology Investment Act of 1993 (Delaware Telecommunications Act). The Delaware Telecommunications Act provides that:

- the prices of "Basic Telephone Services" (e.g., dial-tone and local usage) will remain regulated and cannot change in any one year by more than the GDP-PI less 3%;
- the prices of "Discretionary Services" (e.g., Identa Ring℠ and Call Waiting) cannot increase more than 15% per year per service;
- the prices of "Competitive Services" (e.g., voice messaging and message toll service) are not subject to tariff or regulation; and

- Bell Atlantic-Delaware will develop a technology deployment plan with a commitment to invest a minimum of $250 million in Delaware's telecommunications network during the first five years of the plan.

The Delaware Telecommunications Act also provides protections to ensure that competitors will not be unfairly disadvantaged, including a prohibition on cross-subsidization, imputation rules, service unbundling and resale service availability requirements, and a review by the Delaware Public Service Commission during the fifth year of the plan. In March 1998, the Commission approved Bell Atlantic-Delaware's request to continue under the Delaware Telecommunications Act until March 2002.

Bell Atlantic-Washington, D.C.

In 1996, the District of Columbia Public Service Commission approved a price cap plan for intra-Washington, D.C. services provided by Bell Atlantic-Washington, D.C. In 1999, the Commission modified the plan and extended it through the end of 2001. Key provisions of the plan, as extended, include:

- a term of two additional years, through December 31, 2001;
- retention of three service categories: basic, discretionary, and competitive;
- caps on certain basic residential rates for the extended term of the plan and elimination of the prior rate adjustment formula (GDP-PI minus 3%);
- discretionary service rate increases of up to 15% annually;
- elimination of price limits on competitive service rates;
- elimination of the regulation of profits;
- guaranteed $4.3 million reduction in basic rates during the next two years; and
- contribution of $1.5 million to the Infrastructure Trust Fund.

Reciprocal Compensation

State regulatory decisions have required us to pay "reciprocal compensation" under the 1996 Act for the increasing volume of one-way traffic from our customers to customers of other carriers, primarily calls to Internet service providers. In February 1999, the FCC confirmed that such traffic is largely interstate but concluded that it would not interfere with state regulatory decisions requiring payment of reciprocal compensation for such traffic and that carriers are bound by their existing interconnection agreements. The U.S. Court of Appeals has vacated and remanded the FCC's decision for a better explanation of why this traffic is interstate.

Based upon the FCC's February 1999 decision, the Massachusetts Department of Telecommunications and Energy modified its earlier decision, resulting in a reduction of our reciprocal compensation obligation. Both the New Jersey Board of Public Utilities and the West Virginia Public Service Commission also have issued favorable decisions on reciprocal compensation for Internet-bound traffic. The New York PSC issued a decision that high volume, convergent traffic (which includes Internet-bound traffic) has different cost characteristics and should be compensated at the lower end-office rate. The New York PSC determined that traffic in excess of a 3:1 ratio is presumed to be high volume, convergent traffic, although this presumption may be rebutted. The Virginia State Corporation Commission has denied jurisdiction over compensation for Internet access and has referred us and other parties to the FCC. Commissions in Delaware, Maryland, Pennsylvania and Rhode Island have issued decisions requiring us to continue to pay reciprocal compensation on Internet-bound traffic. We currently estimate that our reciprocal compensation payment obligations will be approximately $500 million to $550 million in 2000.

Competition

Legislative changes, including provisions of the 1996 Act discussed above under the section "Telecommunications Act of 1996," regulatory changes and new technology are continuing to expand the types of available communications services and equipment and the number of competitors offering such services. We anticipate that these industry changes, together with the rapid growth, enormous size and global scope of these markets, will attract new entrants and encourage existing competitors to broaden their offerings. Current and potential competitors in telecommunication services include long distance companies, other local telephone companies, cable companies, wireless service providers, foreign telecommunications providers, electric utilities, Internet service providers and other companies that offer network services. Many of these companies have a strong market presence, brand recognition and existing customer relationships, all of which contribute to intensifying competition and may affect our future revenue growth. In addition, a number of major industry participants have announced mergers, acquisitions and joint ventures which could substantially affect the development and nature of some or all of our markets.

Local Exchange Services

The ability to offer local exchange services has historically been subject to regulation by state regulatory commissions. Applications from competitors to provide and resell local exchange services have been approved in every jurisdiction in our territory. The 1996 Act has significantly increased the level of competition in our local exchange markets.

One of the purposes of the 1996 Act was to ensure, and accelerate, the emergence of competition in local exchange markets. Toward this end, the 1996 Act requires most existing local exchange carriers (incumbent local exchange carriers, or ILECs), including our operating telephone subsidiaries, to permit potential competitors (competitive local exchange carriers, or CLEC) to:

- purchase service from the ILEC for resale to CLEC customers
- purchase unbundled network elements from the ILEC, and/or
- interconnect the CLEC network with the ILEC's network.

The 1996 Act provides for arbitration by the state public utility commission if an ILEC and a CLEC are unable to reach agreement on the terms of the arrangement sought by the CLEC.

Negotiations between the operating telephone subsidiaries and various CLECs, and arbitrations before state public utility commissions, have continued. As of January 31, 2000, the operating telephone subsidiaries had entered into approximately 1,316 agreements with CLECs covering all of our territory, of which 1,045 have been approved by state regulators.

We expect that these agreements, and the 1996 Act, will continue to lead to substantially increased competition in our local exchange markets in 2000 and subsequent years. We believe that this competition will be both on a facilities basis and in the form of resale by CLECs of our operating telephone subsidiaries' service. Under the various agreements and arbitrations discussed above, our operating telephone subsidiaries are generally required to sell their services to CLECs at discounts ranging from approximately 14% to 29% from the prices our operating telephone subsidiaries charge their retail customers.

IntraLATA Toll Services

IntraLATA toll calls originate and terminate within the same LATA, but generally cover a greater distance than a local call. State regulatory commissions rather than federal authorities generally regulate these services. All of our state regulatory commissions (except in the District of Columbia, where intraLATA toll service is not provided) permit other carriers to offer intraLATA toll services within the state.

Until the implementation of "presubscription," intraLATA toll calls were completed by our operating telephone subsidiaries unless the customer dialed a code to access a competing carrier. Presubscription changed this dialing method and enabled customers to make these toll calls using another carrier without having to dial an access code. All of our operating telephone subsidiaries have implemented presubscription.

Implementation of presubscription for intraLATA toll services has had a material negative effect on intraLATA toll service revenues. However, the negative effect has been partially mitigated by an increase in intraLATA network access revenues.

Alternative Access

A substantial portion of our operating telephone subsidiaries' revenues from business and government customers is derived from a relatively small number of large, multiple-line subscribers.

We face competition from alternative communications systems, constructed by large end-users, interexchange carriers and alternative access vendors, which are capable of originating and/or terminating calls without the use of our plant. The FCC's orders requiring us to offer collocated interconnection for special and switched access services have enhanced the ability of such alternative access providers to compete with us.

Other potential sources of competition include cable television systems, shared tenant services and other noncarrier systems which are capable of bypassing our operating telephone subsidiaries' local plant, either partially or completely, through substitution of special access for switched access or through concentration of telecommunications traffic on fewer of our operating telephone subsidiaries' lines.

Wireless Services

Wireless services also constitute potential sources of competition to our wireline telecommunications services, especially as wireless carriers continue to lower their prices to end users. Wireless portable telephone services employ analog and digital technology that allows customers to make and receive telephone calls from any location using small handsets, and can also be used for data transmission. Our investment in wireless services is described below under the section "Global Wireless."

Public Telephone Services

We face increasing competition in the provision of pay telephone services from other providers. In addition, the growth of wireless communications decreases usage of public telephones.

Operator Services

Alternative operator services providers have entered into competition with our operator services product line.

Agreement with Metromedia Fiber Network, Inc.

On October 7, 1999, we announced a strategic agreement with Metromedia Fiber Network, Inc. (MFN), a domestic and international provider of fiber optic networks in major metropolitan markets, pursuant to which we agreed to acquire approximately $550 million of long-term capacity on MFN's fiber optic networks and to make an investment of approximately $1.7 billion.

Directory

Through Bell Atlantic Yellow Pages Company, Bell Atlantic Electronic Commerce Services, Inc. and other subsidiaries, we publish printed and electronic directories and provide Internet-based electronic shopping guides, as well as website creation and other electronic commerce services. Our directory publishing business produces over 600 domestic and international Yellow Page directories with over 900,000 advertisers and distributes approximately 80 million copies annually in its regional markets, as well as in Poland, the Czech Republic, Slovakia, Greece, Gibraltar and China. We provide on-line shopping services with more than 10,000 advertisers and nearly 23 million visits per month. 1999 revenues from the Directory segment were approximately $2.3 billion.

Global Wireless

1999 revenues from our Global Wireless segment were approximately $4.5 billion.

United States

We provide wireless communications services in the United States principally through our subsidiary, Bell Atlantic Mobile (BAM), and PrimeCo Personal Communications, L.P. (PrimeCo), a joint venture.

BAM provides wireless services to approximately 7.7 million customers in the Northeast, mid-Atlantic, Southeast and Southwest portions of the United States. BAM competes with other cellular carriers and personal communications service (PCS) providers licensed by the FCC. Competing providers offer competitive pricing plans, digital technology,

and enhanced calling features. BAM has introduced new pricing plans designed to meet this new competition, and offers digital service as well as enhanced calling features in its markets.

PrimeCo is a partnership between Bell Atlantic and AirTouch Communications which provides PCS services in over 30 major cities across the United States. At year-end PrimeCo had approximately 1.4 million customers. Since 1994 we have invested approximately $2 billion in PrimeCo to fund its operations and the build-out of its PCS network.

Proposed Domestic Wireless Transactions

On September 21, 1999, we signed a definitive agreement with Vodafone AirTouch plc (Vodafone AirTouch) to create a national wireless business (Wireless Co.) composed of both companies' U.S. wireless assets. The completion of this transaction is subject to a number of conditions, including certain regulatory approvals. In February 2000, we signed an agreement with ALLTEL Corporation to exchange certain wireless interests. This agreement eliminates all of the overlapping cellular operations that would be created by the combination of Bell Atlantic and Vodafone AirTouch properties. We expect to complete the Vodafone AirTouch transaction in April 2000.

On August 3, 1999, Bell Atlantic and Vodafone AirTouch announced an agreement to restructure our ownership interests in PrimeCo . Under the terms of that agreement, we would assume full ownership of PrimeCo operations in five "major trading areas" (MTAs)-Richmond, VA, New Orleans, LA and the Florida MTAs of Jacksonville, Tampa and Miami. Vodafone AirTouch would assume full ownership of the remaining five PrimeCo MTAs-Chicago, IL, Milwaukee, WI and the Texas MTAs of Dallas, San Antonio and Houston.

Under the terms of the Wireless Co. agreement described earlier, Bell Atlantic and Vodafone AirTouch agreed to suspend the August 3, 1999 agreement to restructure PrimeCo ownership interests, with certain limited exceptions. As a result, no action will be taken to allocate most PrimeCo markets unless either we or Vodafone AirTouch give notice to initiate such an allocation. Neither party has given such notice.

In January 2000, we and Vodafone AirTouch purchased the remaining 20% partnership interest in the Texas MTAs of Dallas, San Antonio and Houston held by TXU Communications Holding Company (TXU). We invested $196 million to acquire 55% of the TXU partnership interest. Vodafone AirTouch will own the remaining 45% of the TXU partnership interest.

Mexico

We have a 40.2% economic interest in Nuevo Grupo Iusacell, S.A. de C.V. (Iusacell), a telecommunications company in Mexico whose primary business is the provision of wireless telephone service. The Peralta Group, the other principal shareholder of Iusacell, holds approximately 40.2%, and the remaining 19.6% is held by public shareholders.

Since 1993, we have invested approximately $1.2 billion in Iusacell. In the first quarter of 1997, we consummated a restructuring of our investment in Iusacell to permit us to assume control of its board of directors and management. At year end, Iusacell had approximately 1.3 million subscribers.

Italy

We have an economic interest of approximately 23% in Omnitel Pronto Italia, S.p.A. (Omnitel), an Italian digital cellular telecommunications company. Since 1994 we have invested approximately $1.2 billion in Omnitel. At year-end, Omnitel had approximately 10.4 million subscribers.

Greece

We have a 20% economic interest in STET Hellas Telecommunications S.A. (STET Hellas), which holds one of three nationwide licenses for cellular services in Greece. At year-end, STET Hellas had approximately 1.2 million subscribers.

Czech Republic and Slovakia

We have an economic interest of approximately 25% in EuroTel Praha s r.o. and EuroTel Bratislava a.s., which have been operating cellular systems in the Czech Republic and Slovakia, respectively, since 1991. At year-end EuroTel Praha had approximately 1.1 million subscribers and Eurotel Bratislava had approximately 267,000 subscribers.

Indonesia

We have an economic interest of approximately 23% in P.T. Excelcomindo Pratama (Excelcomindo), which holds a nationwide license to provide cellular service in Indonesia.

Other Businesses

1999 revenues from our Other Businesses were approximately $151 million.

New Zealand

We have a 24.94% economic interest in Telecom Corporation of New Zealand Limited (TCNZ). TCNZ is the principal provider of telecommunications services in New Zealand, offering local service, national and international long distance service, cellular service and Internet access. TCNZ faces increasing competition in most of its markets. The New Zealand government retains a single share in TCNZ, which gives the government the right to limit residential local service price increases to no more than the rate of inflation and requires a flat-rate local calling option for residential customers.

In February 1998, we monetized our investment in TCNZ and issued approximately $2.5 billion in five year notes, which are exchangeable into shares of TCNZ at the option of the holder after September 1, 1999. Upon exchange by the holders, we retain the option to settle in cash or by delivery of shares. None of the notes have been exchanged.

Great Britain

We have an 18.6% economic interest in Cable & Wireless Communications, plc (CWC), which was created in April 1997 through the merger of Mercury Communications, NYNEX CableComms, and Bell Cablemedia, following the acquisition of Videotron Holdings by Bell Cablemedia. CWC provides telecommunications and CATV services.

On July 27, 1999, we announced our agreement to a proposal by Cable & Wireless plc (Cable & Wireless), NTL Incorporated (NTL) and CWC for the proposed restructuring of CWC. Under the terms of the agreement, CWC's consumer cable telephone, television and Internet operations would be separated from its corporate, business, Internet

protocol and wholesale operations. The consumer operations would be acquired by NTL and the other operations would be acquired by Cable & Wireless. In exchange for our interest in CWC, we would receive shares in the two acquiring companies, representing approximately 9.1% of the NTL shares currently outstanding and approximately 4.6% of the Cable & Wireless shares currently outstanding.

The completion of the restructuring is subject to a number of conditions and, assuming satisfaction of those conditions, is expected to close in the first half of 2000.

In August 1998 we monetized our investment in CWC and issued approximately $3,180 million in notes which are exchangeable into shares of CWC at the option of the holder after July 1, 2002. Upon completion of the restructuring, our previously issued $3,180 million in CWC exchangeable notes would be exchangeable on and after July 1, 2002 for shares in NTL and Cable & Wireless in proportion to the shares received in the restructuring. Upon exchange by the holders, we retain the option to settle in cash or by delivery of shares.

Thailand

We have an economic interest of 18.2% in TelecomAsia Corporation Public Company Limited (TelecomAsia), which operates a telecommunications network and CATV system in metropolitan Bangkok. At year-end, TelecomAsia had approximately 1.4 million telephony lines billed. It is anticipated that, on or about March 31, 2000, our economic interest in Telecom Asia will drop to approximately 13.8% in connection with an increase in capital of the company and the issuance of preference shares to a major creditor of the company as part of the company's debt restructuring. Under the terms of the issuance, we would have the right, commencing March 31, 2002 and continuing for six years thereafter, to purchase our pro rata portion of common shares from the creditor at a formula price, and thereby restore our 18.2% interest in TelecomAsia.

Philippines

We have a 19.36% economic interest in Bayan Telecommunications Holdings Corporation (BayanTel), a local exchange provider. At December 31, 1999, BayanTel had approximately 252,000 access lines.

FLAG

FLAG Limited (FLAG) owns and operates an undersea fiberoptic cable system, providing digital communications links between Europe and Asia. FLAG launched commercial service in the fourth quarter of 1997. We have invested approximately $227 million in the venture since 1994.

At December 31, 1999, we had an approximately 34% interest in FLAG and an approximately 5% interest in the parent company of FLAG, FLAG Telecom Holding Limited (FLAG Telecom). In January 2000, we exchanged our shares in FLAG for an interest in FLAG Telecom resulting in an aggregate interest in FLAG Telecom of approximately 38%. There was no impact to our financial statements or our effective ownership interest as a result of this transaction.

In February 2000, FLAG Telecom conducted an initial public offering. The primary offering consisted of approximately 28 million of newly issued common shares. Certain existing shareowners also participated in a secondary offering in which approximately 8 million of their common shares were sold. We did not acquire any new shares in the primary offering, nor did we participate in the secondary offering. As a result, our current ownership interest has been reduced to approximately 30%.

Employees

As of December 31, 1999, Bell Atlantic and its subsidiaries had approximately 145,000 employees. Unions represent approximately 69% of our employees. Collective bargaining agreements with the unions expire in August 2000.

Cautionary Statement Concerning Forward-Looking Statements

In this Annual Report on Form 10-K we have made forward-looking statements. These statements are based on our estimates and assumptions and are subject to risks and uncertainties. Forward-looking statements include the information concerning our possible or assumed future results of operations. Forward-looking statements also include those preceded or followed by the words "anticipates," "believes," "estimates," "hopes" or similar expressions. For those statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

The following important factors, along with those discussed elsewhere in this Annual Report, could affect future results and could cause those results to differ materially from those expressed in the forward-looking statements:

- materially adverse changes in economic conditions in the markets served by us or by companies in which we have substantial investments;
- material changes in available technology;
- the final outcome of federal, state and local regulatory initiatives and proceedings, including arbitration proceedings, and judicial review of those initiatives and proceedings, pertaining to, among other matters, the terms of interconnection, access charges, universal service, and unbundled network elements and resale rates;
- the extent, timing, success and overall effects of competition from others in the local telephone and toll service markets;
- the timing and profitability of our entry into the in-region long distance market;
- the timing of, and regulatory or other conditions associated with, the completion of the merger with GTE and our ability to combine operations and obtain revenue enhancement and cost savings following the merger; and
- the timing of, and regulatory or other conditions associated with, the completion of the wireless transaction with Vodafone AirTouch, and the ability of the new wireless enterprise to combine operations and obtain revenue enhancements and cost savings.

Item 2. *Properties*

General

Our principal properties do not lend themselves to simple description by character and location. Our total investment in plant, property and equipment was approximately $89.2 billion at December 31, 1999 and $83.1 billion at December 31, 1998, including the effect of retirements, but before deducting accumulated depreciation. Our gross investment in plant, property and equipment consisted of the following at December 31:

	1999	1998
Outside communications plant	40.7%	40.5%
Central office equipment	37.9	37.9
Land and buildings	8.3	8.5
Furniture, vehicles and other work equipment	8.9	9.5
Other	4.2	3.6
	100.0%	100.0%

Our properties are divided among our operating segments as follows:

	1999	1998
Domestic Telecom	87.4%	92.3%
Global Wireless	12.0	7.2
Directory	.3	.4
Other Businesses	.3	.1
	100.0%	100.0%

"Outside communications plant" consists primarily of aerial cable, underground cable, conduit and wiring, cellular plant, and telephone poles. "Central office equipment" consists of switching equipment, transmission equipment and related facilities. "Land and buildings" consists of land and land improvements, and principally central office buildings. "Furniture, vehicles and other work equipment" consists of public telephone instruments and telephone equipment (including PBXs), furniture, office equipment, motor vehicles and other work equipment. "Other" property consists primarily of plant under construction, capital leases, capitalized computer software costs and leasehold improvements.

The customers of our operating telephone subsidiaries are served by electronic switching systems that provide a wide variety of services. The operating telephone subsidiaries' network is in a transition from an analog to a digital network, which provides the capabilities to furnish advanced data transmission and information management services. At December 31, 1999, approximately 99% of the access lines were served by digital capability.

Substantially all of the assets of New York Telephone Company, totaling approximately $14.1 billion at December 31, 1999, are subject to the lien of New York Telephone Company's refunding mortgage bond indenture.

Capital Expenditures

We continue to make significant capital expenditures to meet the demand for communications services and to further improve such services. Capital expenditures for our Domestic Telecom business were approximately $7.5 billion in 1999, $6.4 billion in 1998 and $5.5 billion in 1997. Capital expenditures for our Global Wireless, Directory and Other Businesses were approximately $1.2 billion in 1999, $1.0 billion in 1998 and $1.1 billion in 1997. Capital expenditures exclude additions under capital leases. We expect capital expenditures in 2000 to be in the range of $8.9 billion to $9.2 billion.

Item 3. *Legal Proceedings*

The New York State Attorney General's Office is conducting a grand jury investigation of possible environmental violations and false document charges relating to the former Orangeburg, New York Material Reclamation Center, which was operated by NYNEX Material Enterprises Company from 1988 to 1990; by Telesector Resources Group, Inc. from 1990 to May 1997; and under contract with Telesector Resources Group, Inc. by an unrelated company from May 1997 to October 1998, when the facility was closed. The Attorney General's Office has indicated that its investigation includes Telesector Resources Group, Inc., NYNEX Corporation and Bell Atlantic Corporation, but no charges have been filed against any of the foregoing companies, which are cooperating with the investigation.

Item 4. *Submission of Matters to a Vote of Security Holders*

Not Applicable.

Executive Officers of the Registrant

Set forth below is certain information with respect to our executive officers.

Name	Age	Office	Held Since
Ivan G. Seidenberg	53	Chairman and Chief Executive Officer	1998
Lawrence T. Babbio, Jr.	55	President and Chief Operating Officer	1998
James G. Cullen	57	President and Chief Operating Officer	1998
Jacquelyn B. Gates	48	Vice President – Ethics and Corporate Compliance	1998
William F. Heitmann	51	Vice President – Treasurer (Acting)	1999
John F. Killian	45	Vice President – Investor Relations	1999
Mark J. Mathis	52	Executive Vice President and General Counsel (Acting)	2000
Donald J. Sacco	58	Executive Vice President – Human Resources	1997
Frederic V. Salerno	56	Senior Executive Vice President and Chief Financial Officer/Strategy and Business Development	1997
Dennis F. Strigl	53	President and Chief Executive Officer – Global Wireless Group	1995
Thomas J. Tauke	49	Executive Vice President – External Affairs and Corporate Communications (Acting)	1999
Doreen A. Toben	50	Vice President – Controller	1998

Prior to serving as an executive officer, each of the above officers have held high level managerial positions with the company or one of its subsidiaries for at least five years.

Officers are not elected for a fixed term of office but are removable at the discretion of the Board of Directors.

PART II
Item 5. *Market for Registrant's Common Equity and Related Stockholder Matters*

The principal market for trading in the common stock of Bell Atlantic is the New York Stock Exchange. The common stock is also listed in the United States on the Boston, Chicago, Pacific, and Philadelphia stock exchanges. As of December 31, 1999, there were 1,028,500 shareowners of record.

High and low stock prices, as reported on the New York Stock Exchange composite tape of transactions, and dividend data are as follows:

	Market Price High	Market Price Low	Cash Dividend Declared
1999			
First Quarter	$ 60 7/16	$ 50 7/8	$ .385
Second Quarter	65 3/8	50 15/16	.385
Third Quarter	68 7/16	60 1/4	.385
Fourth Quarter	69 1/2	59 3/16	.385
1998			
First Quarter	$ 53	$ 42 3/8	$ .385
Second Quarter	51 1/4	44 11/16	.385
Third Quarter	50 7/16	40 7/16	.385
Fourth Quarter	61 1/16	47 3/4	.385

Reflects 2-for-1 stock split declared and paid in second quarter of 1998

Item 6. *Selected Financial Data*

The information required by this item is included on page F-23 of this report.

Item 7. *Management's Discussion and Analysis of Financial Condition and Results of Operations*

The information required by this item is included on pages F-2 through F-21 of this report.

Item 7A. *Quantitative and Qualitative Disclosures About Market Risk*

The information required by this item is included on pages F-15 through F-17 of this report.

Item 8. *Financial Statements and Supplementary Data*

The information required by this item is included on pages F-22 through F-55 of this report.

Item 9. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure*

Not Applicable.

PART III
Item 10. *Directors and Executive Officers of the Registrant*

For information with respect to our executive officers, see "Executive Officers of the Registrant" at the end of Part I of this Report. For information with respect to the Directors and compliance with Section 16(a) of the Securities Exchange Act of 1934, see the Proxy Statement for our 2000 Annual Meeting of Shareholders to be filed pursuant to Regulation 14A, which is incorporated herein by reference.

Item 11. *Executive Compensation*

For information with respect to executive compensation, see the Proxy Statement for our 2000 Annual Meeting of Shareholders to be filed pursuant to Regulation 14A, which is incorporated herein by reference.

Item 12. *Security Ownership of Certain Beneficial Owners and Management*

For information with respect to the security ownership of the Directors and Executive Officers, see the Proxy Statement for our 2000 Annual Meeting of Shareholders to be filed pursuant to Regulation 14A, which is incorporated herein by reference.

Item 13. *Certain Relationships and Related Transactions*

For information with respect to certain relationships and related transactions, see the Proxy Statement for our 2000 Annual Meeting of Shareholders to be filed pursuant to Regulation 14A, which is incorporated herein by reference.

PART IV
Item 14. *Financial Statement Schedules, and Reports on Form 8-K*

(a) The following documents are filed as part of this report:

(1) Financial Statements
See Index to Financial Information appearing on Page F-1.

(2) Financial Statement Schedule
See Index to Financial Information appearing on Page F-1.

(3) Exhibits

Exhibits identified in parentheses below, on file with the Securities and Exchange Commission (SEC) in File No. 1-8606 except as otherwise noted, are incorporated herein by reference as exhibits hereto.

Exhibit Number

2 *Agreement and Plan of Merger by and among Bell Atlantic* Corporation, Beta Gamma Corporation and GTE Corporation, dated as of July 27, 1998. (Exhibit 2.01 to Form 8-K, date of report July 30, 1998.)

3a Restated Certificate of Incorporation of Bell Atlantic Corporation ("Bell Atlantic"). (Exhibit 3(i) to Form 8-K, date of report August 14, 1997.)

3b By-Laws of Bell Atlantic, as amended and restated as of January 1, 1999. (Exhibit 3b to Form 10-K for the year ended December 31, 1998.)

4 No instrument which defines the rights of holders of long-term debt of Bell Atlantic and its consolidated subsidiaries is filed herewith pursuant to Regulation S-K, Item 601(b)(4)(iii)(A). Pursuant to this regulation, Bell Atlantic hereby agrees to furnish a copy of any such instrument to the SEC upon request.

10a Bell Atlantic Deferred Compensation Plan for Outside Directors, as amended and restated as of January 1, 1998. (Exhibit 10a to Form 10-K for the year ended December 31, 1998.)*

10b Description of Bell Atlantic Insurance Plan for Directors.*

10c Description of Bell Atlantic Plan for Non-Employee Directors' Travel Accident Insurance.*

10d Bell Atlantic Retirement Plan for Outside Directors, as amended and restated as of January 1, 1996. (Exhibit 10k to Form 10-K for the year ended December 31, 1995.)*

10e Bell Atlantic Stock Compensation Plan for Outside Directors, as amended and restated as of January 1, 1998. (Exhibit 10e to Form 10-K for the year ended December 31, 1998.)*

10f Bell Atlantic Corporation Directors' Charitable Giving Program. (Exhibit 10p to Form SE dated March 29, 1990.)*

10f(i) Resolutions amending and partially terminating the Program. (Exhibit 10p to Form SE dated March 29, 1993.)*

10g Description of Changes in Compensation for Outside Directors of Bell Atlantic, effective August 14, 1997 (Exhibit 10y to Form 10-Q for the quarter ended September 30, 1997.)*

10h Bell Atlantic Senior Management Short Term Incentive Plan, as amended and restated effective as of January 22, 1996. (Exhibit 10a to Form 10-K for the year ended December 31, 1996.)*

10h(i) Description of Amendment, effective August 14, 1997. (Exhibit 10a(i) to Form 10-Q for the quarter ended September 30, 1997.)*

10i Bell Atlantic Senior Management Income Deferral Plan, effective as of January 1, 1998.*

10j Bell Atlantic 1985 Incentive Stock Option Plan, restated as of June 1, 1999 to incorporate amendments adopted through May 31, 1999.*

10k Section 6 from Bell Atlantic Cash Balance Plan regarding limitations on payment of pension amounts which exceed the limitations contained in the Employee Retirement Income Security Act of 1974.*

10l Bell Atlantic Senior Management Long-Term Disability and Survivor Protection Plan, as amended. (Exhibit 10h to Form SE filed on March 27, 1986.)*

10l(i) Description of Amendments, effective January 1, 1998, to Bell Atlantic Senior Management Long Term Disability Plan (formerly known, as the Bell Atlantic Senior Management Long-Term Disability and Survivor Protection Plan). (Exhibit 10b(ii) to Form 10-K for the year ended December 31, 1997.)*

10m Bell Atlantic Salary Program for Senior Managers, effective August 14, 1997. (Exhibit 10x to Form 10-Q for the quarter ended September 30, 1997.)*

10n (reserved)

10o Description of Bell Atlantic Senior Management Estate Management Plan, effective April 1, 1998. (Exhibit 10rr to Form 10-K for year ended December 31, 1997.)*

10p Description of Bell Atlantic Senior Management Flexible Spending Perquisite Account, effective January 1, 1998. (Exhibit 10ss to Form 10-K for year ended December 31, 1997.)*

10q (reserved)

10r NYNEX 1987 Restricted Stock Award Plan (Exhibit No. (28) (i) 1 to NYNEX's filing on Form SE dated March 23, 1988, File No. 1-8608.)*

10s NYNEX 1990 Stock Option Plan as amended. (Exhibit No. 2 to NYNEX's Proxy Statement dated March 20, 1995, File No. 1-8608.)*

10t NYNEX 1995 Stock Option Plan as amended. (Exhibit No. 1 to NYNEX's Proxy Statement dated March 20, 1995, File No. 1-8608.)*

10u (reserved)

10v NYNEX Supplemental Life Insurance Plan. (Exhibit No. 10 iii 21 to NYNEX's Quarterly Report on Form 10-Q for the period ended June 30, 1996, File No. 1-8608.)*

10w Form of NYNEX Executive Retention Agreement with John Killian and Thomas J. Tauke. (Exhibit No. 10 iii 35 to NYNEX's Quarterly Report on Form 10-Q, for the period ended June 30, 1996, File No. 1-8608.)*

10x Employment Agreement, dated June 30, 1995, between Cellco Partnership and Dennis Strigl, as amended.*

10y Employment Agreement, dated as of June 1, 1998, by and between Bell Atlantic Corporation and Lawrence T. Babbio, Jr.. (Exhibit 10a to Form 10-Q for the quarter ended June 30, 1998.)*

10z Employment Agreement, dated as of June 1, 1998, by and between Bell Atlantic Corporation and James G. Cullen. (Exhibit 10b to Form 10-Q for the quarter ended June 30, 1998.)*

10z(i) Letter, dated November 4, 1999, to James G. Cullen concerning employment-related issues.*

10aa Employment Agreement, dated as of June 1, 1998, by and between Bell Atlantic Corporation and Frederic V. Salerno. (Exhibit 10c to Form 10-Q for the quarter ended June 30, 1998.)*

10bb Employment Agreement, dated as of June 1, 1998, by and between Bell Atlantic Corporation and Donald J. Sacco. (Exhibit 10d to Form 10-Q for the quarter ended June 30, 1998.)*

10cc Employment Agreement, dated as of June 1, 1998, by and between Bell Atlantic Corporation and Morrison DeS. Webb. (Exhibit 10e to Form 10-Q for the quarter ended June 30, 1998.)*

10dd Employment Agreement, dated as of June 1, 1998, by and between Bell Atlantic Corporation and James R. Young. (Exhibit 10f to Form 10-Q for the quarter ended June 30, 1998.)*

10ee Form of Amendment, dated as of October 27, 1998, to Employment Agreements with Lawrence T. Babbio, Jr., James G. Cullen, Frederic V. Salerno, Donald J. Sacco, Morrison DeS. Webb and James R. Young. (Exhibit 10ee to Form 10-K for the year ended December 31, 1998.)*

10ff Employment Agreement, dated as of January 1, 1999, by and between Bell Atlantic Corporation and Ivan G. Seidenberg. (Exhibit 10ff to Form 10-K for the year ended December 31, 1998.)*

10gg (reserved)

10hh Resolution, dated January 24, 1994, granting Lawrence T. Babbio, Jr. certain nonqualified stock options to purchase American Depository Receipts representing Series L shares of the capital stock of Grupo Iusacell, S.A. de C.V. (Exhibit 10s to Form 10-K for the year ended December 31, 1993.)*

10ii Form of stock option grant to Lawrence T. Babbio, Jr., dated February 18, 1997, containing terms and conditions of certain nonqualified stock options to purchase American Depository Receipts representing Series L shares of the capital stock of Grupo Iusacell, S.A. de C.V. (Exhibit 10q to Form 10-K for the year ended December 31, 1996.)*

10jj Form of Stay Incentive Agreement and Separation and Non-Compete Agreement with Doreen A. Toben with respect to the Bell Atlantic-NYNEX merger. (Exhibit 10(f) to Registration Statement on Form S-4 No. 333-11573.)*

10kk Form of Stay Incentive Agreement, dated as of November 23, 1998, with Doreen A. Toben and Dennis Strigl with respect to the Bell Atlantic - GTE Merger. (Exhibit 10kk to Form 10-K for the year ended December 31, 1998.)*

10ll Form of Stay Incentive Agreement, dated as of November 23, 1998, with Thomas J. Tauke, William F. Heitmann, Mark J. Mathis, and John Killian. (Exhibit 10ll to Form 10-K for the year ended December 31, 1998.)*

10mm Form of Stay Incentive Agreement, dated as of November 23, 1998, with Jacquelyn B. Gates and Chester N. Watson. (Exhibit 10mm to Form 10-K for the year ended December 31, 1998.)*

10nn Form of Merger Agreement, dated as of January 29, 1999, with Doreen A. Toben, William F. Heitmann, and Mark J. Mathis. (Exhibit 10nn to Form 10-K for the year ended December 31, 1998.)*

10oo U.S. Wireless Agreement, dated September 21, 1999, among Bell Atlantic Corporation and Vodafone AirTouch plc, including the forms of Amended and Restated Partnership Agreement and the Investment Agreement. (Exhibit 10 to Form 10-Q for the quarter ended September 30, 1999.)

10pp Form of Merger Agreement, dated as of January 29, 1999, with Jacquelyn B. Gates and Chester N. Watson. (Exhibit 10pp to Form 10-K for the year ended December 31, 1998.)*

10qq Stock Option Agreement, dated as of July 27, 1998, between Bell Atlantic Corporation and GTE Corporation. (Exhibit 10.01 to Form 8-K, date of report July 30, 1998.)*

10rr Stock Option Agreement, dated as of July 27, 1998, between GTE Corporation and Bell Atlantic Corporation. (Exhibit 10.02 to Form 8-K, date of report July 30, 1998.)*

12 Computation of Ratio of Earnings to Fixed Charges.

21 List of subsidiaries of Bell Atlantic.

23 Consent of Independent Accountants.

24 Powers of Attorney.

27 Financial Data Schedule.

* Indicates management contract or compensatory plan or arrangement.

(b) Current Reports on Form 8-K filed during the quarter ended December 31, 1999:

A Current Report on Form 8-K, dated October 7, 1999, was filed regarding a strategic agreement with Metromedia Fiber Network, Inc.

A Current Report on Form 8-K, dated October 20, 1999, was filed regarding Bell Atlantic's third quarter 1999 financial results.

A Current Report on Form 8-K, dated November 16, 1999, was filed regarding a statement made on November 16, 1999 following an investment conference.

A Current Report on From 8-K, dated November 19, 1999, was filed regarding the termination of discussions concerning a potential combination of the wireless properties of Nuevo Grupo Iusacell, S.A. de C.V. and cellular properties in Northern Mexico.

A Current Report on Form 8-K, dated December 22, 1999, was filed regarding the approval by the Federal Communications Commission of our application to offer long distance service in New York.

A Current Report on Form 8-K, dated December 27, 1999, was filed containing audited financial statements of Cellco Partnership and Subsidiaries at and for the years ended December 31, 1996, 1997 and 1998, together with a report of PricewaterhouseCoopers LLP, and unaudited financial statements at and for the nine months ended September 30, 1999 and for the nine months ended September 30, 1998.

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Bell Atlantic Corporation

By /s/Doreen A. Toben

Doreen A. Toben
Vice President - Controller

March 28, 2000

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

Principal Executive Officer: Ivan G. Seidenberg	Chairman of the Board and Chief Executive Officer
Principal Financial Officer: Frederic V. Salerno	Senior Executive Vice President and Chief Financial Officer/Strategy and Business Development
Principal Accounting Officer: Doreen A. Toben	Vice President - Controller

Directors:

Lawrence T. Babbio, Jr.
Richard L. Carrion
James G. Cullen
Lodewijk J.R. de Vink
James H. Gilliam, Jr.
Stanley P. Goldstein
Helene L. Kaplan
Thomas H. Kean
Elizabeth T. Kennan
John F. Maypole
Joseph Neubauer
Thomas H. O'Brien
Eckhard Pfeiffer
Hugh B. Price
Rozanne L. Ridgway
Frederic V. Salerno
Ivan G. Seidenberg
Walter V. Shipley
John R. Stafford
Shirley Young

By /s/Doreen A. Toben

Doreen A. Toben
(individually and as attorney-in-fact)
March 28, 2000