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SECRETARY OF THE SENATE

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H. D.

LOBBYING REPORT

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

1. Registrant Name BellSouth Corporation			
2. Registrant Address <input checked="" type="checkbox"/> Check if different than previously reported Address 1133 21st Street, N.W. Suite 900 City Washington State/Zip (or Country) DC 20036			
3. Principal Place of Business (if different from line 2) City Atlanta State/Zip (or Country) GA 30309			
4. Contact Name David G. Frolio	Telephone (202) 463-4182	E-mail (optional) froljo.david@bsc.bls.com	5. Senate ID # S905-12
7. Client Name <input checked="" type="checkbox"/> Self			6. House ID # 31682000

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 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 type="checkbox"/></p> <p>\$10,000 or more <input checked="" type="checkbox"/> >> \$ <u>\$1,940,000.00</u> <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)(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 _____ Date 8/16/99

Printed Name and Title David G. Frolio - Secretary, BellSouth DC, Inc. Page 1 of 14

Registrant Name: BellSouth Corporation

Client Name: BellSouth Corporation

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 COM (one per page)

16. Specific Lobbying issues

H.R. 1027, Satellite Television Improvement Act, all provisions

H.R. 1554, Satellite Copyright, Competition, and Consumer Protection Act of 1999, all provisions

H.R. 851, Save Our Satellites Act of 1999, all provisions

H.R. 879, To Amend the Communications Act of 1934 to exempt licenses in the instructional television fixed service from competitive bidding, all provisions

H.R. 89, Satellite Access to Local Stations Act, all provisions

S. 1301, Competitive Access to Federal Buildings Act, all provisions

S. 247, Satellite Home Viewer Improvement Act, all provisions

S. 303, Satellite Television Act of 1999, all provisions

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

Federal Communications Commission

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
Boozer, Lyndon K.		No
Cox, Cynthia K.		No
English, Pepper		No
Mattoon, Daniel J.		No
Possner, Karen B.		No
White, Ward H.		No

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

Signature _____ Date 8/16/99

Printed Name and Title David G. Frolio - Secretary, BellSouth DC, Inc. Page 2 of 14

Registrant Name: BellSouth Corporation

Client Name: BellSouth Corporation

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 CPT (one per page)

16. Specific Lobbying issues

- H.R. 1189, To make technical corrections in title 17, United States Code, and other laws, all provisions
- H.R. 1225, United States Patent and Trademark Office Reauthorization Act, Fiscal Year 2000, all provisions
- H.R. 1565, Trademark Amendments Act of 1999, all provisions
- H.R. 1761, Copyright Damages Improvement Act of 1999, all provisions
- H.R. 1907, American Inventors Protection Act of 1999, all provisions
- H.R. 354, Collections of Information Antipiracy Act, all provisions
- H.R. 768, Copyright Compulsory License Improvement Act of 1999, all provisions
- H.R. 769, Madrid Protocol Implementation Act, all provisions
- P.L. 105-304, Digital Millennium Copyright Act of 1999, all provisions related to implementation of the Act
- S. 1255, Anticybersquatting Consumer Protection Act, all provisions

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
Boozer, Lyndon K.		No
Cox, Cynthia K.		No
English, Pepper		No
Mattoon, Daniel J.		No
Possner, Karen B.		No
White, Ward H.		No

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

Signature _____ Date: 8/16/99

Printed Name and Title David G. Frolio - Secretary, BellSouth DC, Inc.

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Registrant Name: **BellSouth Corporation**

Client Name: **BellSouth Corporation**

Item	Description	Data
16	Lobbying Issues	S. 1257, Digital Theft Deterrence and Copyright Damages Improvement Act of 1999, all provisions
16	Lobbying Issues	S. 1258, Patent Fee Integrity and Innovation Protection Act of 1999, all provisions
16	Lobbying Issues	S. 1259, Trademark Amendments Act of 1999, all provisions
16	Lobbying Issues	S. 1260, Technical Corrections to Title 17, United States Code, all provisions
16	Lobbying Issues	S. 671, Madrid Protocol Implementation Act, all provisions

Registrant Name: BellSouth Corporation

Client Name: BellSouth Corporation

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 HCR (one per page)

16. Specific Lobbying issues

- H.R. 1057, Medical Information Privacy and Security Act, all provisions
- H.R. 2089, Group Health Plan Review Standards Act of 1999, all provisions
- H.R. 2095, Health Care Quality and Access Act of 1999, all provisions
- H.R. 216, Access to Quality Care Act of 1999, all provisions
- H.R. 2275, Ensuring Physician Choice Act of 1999, all provisions
- H.R. 2309, Independent Medical Review Act of 1999, all provisions
- H.R. 2470, Medical Information Protection and Research Enhancement Act of 1999, all provisions
- H.R. 358, Patients' Bill of Rights Act of 1999, all provisions
- H.R. 448, Patient Protection Act of 1999, all provisions
- H.R. 719, Managed Care Reform Act of 1999, all provisions

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
Boozer, Lyndon K.		No
Brady, Hugh S.		No
Cox, Cynthia K.		No
English, Pepper		No
Mattoon, Daniel J.		No
White, Ward H.		No

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

Signature _____ Date 8/16/99

Printed Name and Title David G. Frolio - Secretary, BellSouth DC, Inc. Page 5 of 14

Registrant Name: **BellSouth Corporation**

Client Name: **BellSouth Corporation**

Item	Description	Data
16	Lobbying Issues	H.R. 989, Hospital Length of Stay Act of 1999, all provisions
16	Lobbying Issues	S. 300, Patients' Bill of Rights Plus Act, all provisions
16	Lobbying Issues	S. 326, Patients' Bill of Rights Act, all provisions
16	Lobbying Issues	S. 374, Promoting Responsible Managed Care Act of 1999, all provisions
16	Lobbying Issues	S. 573, Medical Information Privacy and Security Act, all provisions
16	Lobbying Issues	S. 578, Health Care PIN Act, all provisions
16	Lobbying Issues	S. 6, Patients' Bill of Rights Act of 1999, all provisions
16	Lobbying Issues	S. 881, Medical Information Protection Act of 1999, all provisions

Registrant Name: BellSouth Corporation

Client Name: BellSouth Corporation

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 LBR (one per page)

16. Specific Lobbying issues
H.R. 1302, Sales Incentive Compensation Act, all provisions
H.R. 1390, Working Families Flexibility Act of 1999, all provisions
H.R. 1381, Rewarding Performance in Compensation Act, all provisions
H.R. 775, Year 2000 Readiness and Reponsibility Act, all provisions
H.R. 987, Workplace Preservation Act, all provisions
S. 1070, Sensible Ergonomics Needs Scientific Evidence Act, all provisions
S. 1138, Y2K Act, all provisions
S. 1241, Family Friendly Workplace Act, all provisions
S. 1304, Time for Schools Act of 1999, all provisions
S. 738, Y2K Fairness in Litigation Act, all provisions

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>Boozar, Lyndon K.</u>		<u>No</u>
<u>Brady, Hugh S.</u>		<u>No</u>
<u>Cox, Cynthia K.</u>		<u>No</u>
<u>English, Pepper</u>		<u>No</u>
<u>Mattoon, Daniel J.</u>		<u>No</u>
<u>White, Ward H.</u>		<u>No</u>
<u>Williams, Jr., David O.</u>		<u>No</u>

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

Signature _____ Date 8/16/99

Printed Name and Title David G. Frolio - Secretary, BellSouth DC, Inc. Page 7 of 14

Registrant Name: **BellSouth Corporation**

Client Name: **BellSouth Corporation**

Item	Description	Data
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16	Lobbying Issues	S. 96, Y2K Act, all provisions
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Registrant Name: BellSouth Corporation

Client Name: BellSouth Corporation

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 RET (one per page)

16. Specific Lobbying issues

H.R. 1102, Comprehensive Retirement Security and Pension Reform Act, all provisions

H.R. 226, Family Retirement Savings Act of 1999, all provisions

H.R. 739, Retirement Account Portability Act of 1999, all provisions

S. 1357, Retirement Account Portability Act of 1999, all provisions

S. 646, Retirement Savings Opportunity Act of 1999, all provisions

S. 649, Retirement Savings Opportunity Act of 1999, all provisions

S. 741, Pension Coverage and Portability Act, all provisions

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

Federal Communications Commission

House of Representatives

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

Name	Covered Official Position (if applicable)	New
Bouzer, Lyndon K.		No
Brady, Hugh S.		No
Cox, Cynthia K.		No
English, Pepper		No
Mattoon, Daniel J.		No
White, Ward H.		No
Williams, Jr., David O.		No

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

Signature _____ Date 8/16/99

Printed Name and Title David G. Frolio - Secretary, BellSouth DC, Inc. Page 9 of 14

Registrant Name: BellSouth Corporation

Client Name: BellSouth Corporation

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 TAX (one per page)

16. Specific Lobbying issues

H.R. 1234/S. 680, a bill to permanently extend the R&D tax credit, all provisions

H.R. 1746/S. 1004, a bill to reduce the telephone excise tax to 1%, all provisions

H.R. 2488, Financial Freedom Act of 1999, all provisions relating to the taxation of corporations

H.R. 323/S. 211, a bill to make permanent the employee's gross income exclusion for educational assistance provided by employers, all provisions

S. 1134, Affordable Education Incentives Act of 1999, all provisions relating to the taxation of corporations

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
Boozer, Lyndon K.		No
Cox, Cynthia K.		No
English, Pepper		No
Mattoon, Daniel J.		No
White, Ward H.		No
Williams, Jr., David G.		No

19. Interest of each foreign entity in the specific issues listed on line 16 above

Check if None

Signature

Date 8/16/99

Printed Name and Title David G. Frolio - Secretary, BellSouth DC, Inc.

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Registrant Name: BellSouth Corporation

Client Name: BellSouth Corporation

Item	Description	Data
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16	Lobbying Issues	<p>The proposed "Taxpayer Refund Act of 1999", all provisions relating to the taxation of corporations.</p> <p>Corporate tax provisions proposed in President Clinton's F.Y. 2000 budget submitted to Congress in February 1999, all provisions</p> <p>The income tax deductibility of commissions paid by cellular telephone companies to sales agents for selling subscription agreements, all provisions.</p>
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Registrant Name: BellSouth Corporation

Client Name: BellSouth Corporation

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 TEC (one per page)

16. Specific Lobbying issues

- H.R. 1291, Internet Access Charge Prohibition Act of 1999, all provisions
- H.R. 1320, Millennium Digital Commerce Act, all provisions
- H.R. 1572, Digital Signature Act of 1999, all provisions
- H.R. 1685, Internet Growth and Development Act, all provisions
- H.R. 1686, Internet Freedom Act, all provisions
- H.R. 1714, Electronic Signatures in Global and National Commerce Act, all provisions
- H.R. 1746/S. 1004, Schools and Libraries Internet Access Act, all provisions
- H.R. 1858, Consumer and Investor Access to Information Act, all provisions
- H.R. 1910, E-Mail User Protection Act, all provisions
- H.R. 1930, Prisoner Web Site Disclosure Act of 1999, all provisions

17. House(s) of Congress and Federal agencies contacted Check if None
Federal Communications Commission
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
Biau, Robert T.		No
Boozer, Lyndon K.		No
Byrd, Jr., James E.		No
Cox, Cynthia K.		No
English, Pepper		No
Hathcock, C. Don		No
Johnson, Larry L.		No

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

Signature: David G. Frolio Date: 8/16/99

Printed Name and Title: David G. Frolio - Secretary, BellSouth DC, Inc. Page 12 of 14

Registrant Name: BellSouth Corporation

Client Name: BellSouth Corporation

Item	Description	Data
16	Lobbying Issues	H.R. 2031, Twenty-First Amendment Enforcement Act, all provisions
16	Lobbying Issues	H.R. 2420, Internet Freedom and Broadband Deployment Act of 1999, all provisions
16	Lobbying Issues	H.R. 2533, Fairness in Telecommunications License Transfers Act of 1999, all provisions
16	Lobbying Issues	H.R. 2670/S. 1217, Departments of Commerce, Justice, and State, the Judiciary, and Related Agencies Appropriations Act, 2000, all provisions related to FBI (CALEA) and FCC (Spectrum)
16	Lobbying Issues	H.R. 313, Consumer Internet Privacy Protection Act of 1999, all provisions
16	Lobbying Issues	H.R. 438/S.800, Wireless Communications and Public Safety Act of 1999, all provisions
16	Lobbying Issues	H.R. 612, Protection Against Scams on Seniors Act of 1999, all provisions
16	Lobbying Issues	H.R. 850, The Safety and Freedom Through Encryption (SAFE) Act, all provisions
16	Lobbying Issues	H.R. 896, Childrens' Internet Protection Act, all provisions
16	Lobbying Issues	P.L. 104-104, Telecommunications Act of 1996, all provisions related to implementation of the Act
16	Lobbying Issues	S. 1043, Internet Regulatory Freedom Act of 1999, all provisions
16	Lobbying Issues	S. 1059, National Defense Authorization Act for Fiscal Year 2000, all provisions related to spectrum allocation
16	Lobbying Issues	S. 1084, Telecommunications Competition and Consumer Protection Act of 1999, all provisions
16	Lobbying Issues	S. 1125, Telecommunications Merger Review Act of 1999, all provisions
16	Lobbying Issues	S. 328, A bill to make permanent the moratorium on the imposition of taxes on the Internet, all provisions
16	Lobbying Issues	S. 467, Expeditious Action on Telecommunications Merger Act, all provisions
16	Lobbying Issues	S. 692, Internet Gambling Prohibition Act of 1999, all provisions
16	Lobbying Issues	S. 699, Telemarketing Fraud and Seniors Protection Act, all provisions
16	Lobbying Issues	S. 759, Inbox Privacy Act of 1999, all provisions
16	Lobbying Issues	S. 761, Millennium Digital Commerce Act, all provisions
16	Lobbying Issues	S. 765, a bill to ensure the efficient allocation of telephone numbers, all provisions
16	Lobbying Issues	S. 798, Promote Reliable On-Line Transactions to Encourage Commerce and Trade (PROTECT) Act of 1999, all provisions
16	Lobbying Issues	S. 800, Wireless Communications and Public Safety Act of 1999, all provisions
16	Lobbying Issues	S. 809, Online Privacy Protection Act of 1999, all provisions
16	Lobbying Issues	S. 877, Broadband Internet Regulatory Relief Act of 1999, all provisions
16	Lobbying Issues	S. 97, Childrens' Internet Protection Act, all provisions
16	Lobbying Issues	Third Generation Wireless Standards
18a	Lobbyist Name	Markey, David J.
18b	Covered Official Position	
18c	New Lobbyist	No
18a	Lobbyist Name	Mattoon, Daniel J.
18b	Covered Official Position	
18c	New Lobbyist	No
18a	Lobbyist Name	Miller, Jr., John Ed
18b	Covered Official Position	
18c	New Lobbyist	No
18a	Lobbyist Name	Newman, James R.
18b	Covered Official Position	
18c	New Lobbyist	No
18a	Lobbyist Name	Oliver, William A.

Registrant Name: **BellSouth Corporation**

Client Name: **BellSouth Corporation**

Item	Description	Data
18b	Covered Official Position	
18c	New Lobbyist	No
18a	Lobbyist Name	Owen, David H.
18b	Covered Official Position	
18c	New Lobbyist	No
18a	Lobbyist Name	Possner, Karen B.
18b	Covered Official Position	
18c	New Lobbyist	No
18a	Lobbyist Name	Raynor, Michael S.
18b	Covered Official Position	
18c	New Lobbyist	No
18a	Lobbyist Name	Thompson, Thomas W.
18b	Covered Official Position	
18c	New Lobbyist	No
18a	Lobbyist Name	Urbany, Francis S.
18b	Covered Official Position	
18c	New Lobbyist	No
18a	Lobbyist Name	White, Ward H.
18b	Covered Official Position	
18c	New Lobbyist	No
18a	Lobbyist Name	Williams, Jr., David O.
18b	Covered Official Position	
18c	New Lobbyist	No