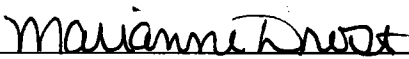


GTE CORPORATION
Certified Copy of Resolutions

I, MARIANNE DROST, Secretary of GTE CORPORATION, a New York corporation, HEREBY DO CERTIFY that the attached is a true, correct and complete copy of resolutions duly adopted at a meeting of the Board of Directors of said Corporation, held on the 27th day of July, 1998, a quorum being present and acting throughout, and that said resolutions are still in full force and effect.

WITNESS my signature and the seal of said Corporation this 21st day of September 1998.


Secretary

GTE CORPORATION
RESOLUTIONS OF BOARD OF DIRECTORS
July 27, 1998

WHEREAS: The Board of Directors of the Corporation (the "Board") deems it to be in the best interest of the Corporation, to enter into a business combination with Bell Atlantic Corporation, a Delaware corporation ("Bell Atlantic"), through the merger of Beta Gamma Corporation, a New York corporation and a wholly owned subsidiary of Bell Atlantic ("Merger Subsidiary"), with and into the Corporation, on the terms and subject to the conditions set forth in the Agreement and Plan of Merger by and among the Corporation, Bell Atlantic and Merger Subsidiary (the "Merger Agreement"), a draft of which has been previously distributed to the directors;

WHEREAS: In connection with the Merger Agreement, the Board deems it to be in the best interest of the Corporation to enter into an option agreement with Bell Atlantic pursuant to which the Corporation shall grant Bell Atlantic an option to purchase up to 10% of its outstanding shares (the "Bell Atlantic Option Agreement"), and another option agreement with Bell Atlantic pursuant to which the Corporation shall receive an option to purchase up to 10% of Bell Atlantic's outstanding shares (the "GTE Option Agreement" and, together with the Bell Atlantic Option Agreement, the "Option Agreements");

NOW THEREFORE BE IT RESOLVED: That the Merger is intended to be a plan of reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder;

RESOLVED FURTHER: That (A) the proposed merger of Merger Subsidiary with and into the Corporation is approved (including for purposes of the Rights Agreement dated as of December 7, 1989 (the "Rights Agreement"), between the Corporation and State Street Bank and Trust Company, and Section 902 of the New York Business Corporation Law ("Section 902")) and (B) the form, terms and provisions of, and transactions contemplated by, (1) the Merger Agreement, a copy of which is filed with the important papers of the meeting, providing for the merger (the "Merger") of Merger Subsidiary with and into the Corporation, pursuant to which each share of common stock par, value \$0.05, of the Corporation ("GTE Common Stock") will be exchanged for 1.22 shares of common stock, par value \$0.10, of Bell Atlantic (the "Merger Consideration"), all as more fully described and set forth in the Merger Agreement, and (2) the Option Agreements and the options granted and received thereunder, all as more fully described and set forth in the Option Agreements, are approved and adopted (including for purposes of the Rights Agreement and Section 902) in substantially the forms presented to this meeting;

RESOLVED FURTHER: That, having considered, among other things, the following:

- (1) the terms and conditions of the Merger Agreement, including the parties' representations, warranties and covenants and the conditions to their respective obligations and the structure of the transaction is a "merger of equals";
- (2) the financial condition, results of operations, cash flows and prospects of the Corporation;
- (3) the current status of the telecommunications industry, including that it is a consolidating industry;
- (4) the benefits of and alternatives to remaining independent;
- (5) the strategic fit of the companies and potential synergies;
- (6) the financial presentations of Goldman, Sachs & Co. and Salomon Smith Barney and the opinion of each of Goldman, Sachs & Co. and Salomon Smith Barney delivered to the Board to the effect that, as of the date of such opinion and based upon and subject to certain matters stated in such opinion, the Merger Consideration to be received by holders of shares of the GTE Common Stock was fair, from a financial point of view, to such holders;
- (7) the fact that the Merger Agreement permits the Board to furnish information and data, and enter into discussions and negotiations, in connection with an unsolicited acquisition or merger proposal, and recommend such unsolicited acquisition or merger proposal to the Corporation's stockholders, if the Board determines that the proposal is superior and, in good faith, after receipt of advice from outside counsel that failure to do so would result in a reasonable possibility that the Board would breach its fiduciary duties;
- (8) the fact that the Merger Agreement provides that the Corporation must pay Bell Atlantic a fee of \$1.8 billion (representing approximately 2.7% of the total value of the consideration to be paid to stockholders and option holders under the agreement with Bell Atlantic, based on 963,241,244 shares of GTE outstanding on June 30, 1998) in the event the Agreement is terminated following a change in the Board's recommendation and in certain other circumstances;
- (9) The fact that the provisions outlined in (5) and (6) apply in the same fashion to Bell Atlantic; and
- (10) the terms and conditions of the Option Agreements, including the options granted and received thereunder;

it is the judgment of the Board that the terms of the Merger are fair to and in the best interests of the Corporation's stockholders and the Board unanimously recommends that the stockholders entitled to vote thereon approve and adopt the Merger Agreement and the transactions contemplated by the Merger Agreement;

RESOLVED FURTHER: That each of the officers of the Corporation (each, an "Authorized Signatory"), acting alone, is authorized for, on behalf of and in the name and of the Corporation, to enter into, execute and deliver the Merger Agreement and the Option Agreements, substantially in the forms submitted to and approved at this meeting, with such changes therein or additions thereto or, after the Merger Agreement or Option Agreements have been executed, amendments thereto, as may, upon advice of counsel,

be approved or deemed necessary, appropriate or advisable by the Authorized Signatory executing the same on behalf of the Corporation. The execution and delivery on behalf of the Corporation thereof (or of any amendment) by any such Authorized Signatory shall be deemed to be conclusive evidence of the approval by the Corporation of all such changes or additions;

RESOLVED FURTHER: That the Corporation reserve for issuance upon the exercise of the Bell Atlantic Option Agreement shares of Common Stock, as contemplated by the Bell Atlantic Option Agreement, and upon any exercise of the Bell Atlantic Option Agreement and the related issuance of shares, such shares of Common Stock shall be fully paid and non-assessable; that, in effecting delivery of the Common Stock pursuant to the Bell Atlantic Option Agreement, each Authorized Signatory is authorized and directed in the name and on behalf of the Corporation to execute and deliver the certificates evidencing the Common Stock, by original or facsimile signature; that each Authorized Signatory is authorized to cause the original or a facsimile of the Corporation's seal to be impressed, imprinted or engraved on such certificates, attested by original or facsimile of his or her signature; and that the facsimile signatures of such Authorized Signatory are expressly adopted by the Corporation for the uses and purposes indicated above in connection with the Common Stock, and if any officer whose facsimile signature appears upon any of the certificates evidencing the Common Stock ceases to be such officer prior to the authentication and delivery or disposition of any of such certificates, the certificate bearing such facsimile signature shall nevertheless be valid;

RESOLVED FURTHER: That each Authorized Signatory is authorized and directed on behalf of the Corporation to prepare, to prepare, execute, deliver and file with the SEC a Registration Statement (such Registration Statement as it may hereafter be amended is herein called the "Registration Statement"), providing, among other things, for the registration by the Corporation under the Securities Act of 1933, as amended (the "Securities Act"), of the Common Stock issued under the Bell Atlantic Option Agreement;

RESOLVED FURTHER: That each Authorized Signatory is authorized and directed on behalf of the Corporation to prepare, execute, deliver and file with the SEC any and all amendments to the Registration Statement or the Joint Proxy Statement/Prospectus and any additional documents that any such Authorized Signatory may deem necessary or advisable with respect to the Merger, including, without limitation, pre-effective amendments, supplements, stickers and post-effective amendments, and any other certificates, documents, instruments and papers and to take any and all such further action as may be required by the SEC or deemed necessary, desirable or advisable in the sole discretion of such officer or officers, including appearing before the SEC and its staff, in order that the Registration Statement, as they hereafter may be amended or supplemented, may become and remain effective, and in order that the Joint Proxy Statement/Prospectus shall be kept current, pursuant to the provisions of the Securities Act and the rules and regulations of the SEC promulgated thereunder, for such time as may be required by law, such amendments to be in such form as the Authorized

Signatory executing the same may approve, as conclusively evidenced by his or her execution thereof;

RESOLVED FURTHER: That each Authorized Signatory is appointed and designated as the person duly authorized to receive communications and notices from the SEC with respect to the Registration Statement or the Joint Proxy Statement/Prospectus;

RESOLVED FURTHER: That each Authorized Signatory is authorized and directed in the name and on behalf of the Corporation to make any required regulatory filings and to seek to obtain any required approvals or consents to the Merger and to any and all actions contemplated in connection therewith of all necessary parties including, without limitation, Federal, state, municipal or foreign agencies, lessors, insurers and any other parties pursuant to any agreement, contract, lease, license, permit, easement or other document or instrument under which the Corporation or any of its subsidiaries or affiliates is bound;

RESOLVED FURTHER: That the Board has authorized and approved the amendment of all stock based compensation plans to the extent necessary so that such plans will be consistent with the terms of the Merger Agreement;

RESOLVED FURTHER: That the Authorized Signatories are authorized and empowered in the name and on behalf of the Corporation to execute and deliver any and all other agreements, amendments, documents and instruments and to take any and all other actions as they or any of them in their reasonable discretion deem necessary or advisable for the purpose of consummating the Merger, carrying out the terms of the Merger Agreement or the Option Agreements and otherwise effecting and carrying out the foregoing resolutions, and that the authority of the Authorized Signatories to execute and deliver any such agreements, amendments, documents and instruments and to take any such other actions shall be conclusively evidenced by their execution and delivery thereof, and their taking any such actions;

RESOLVED FURTHER: That each Authorized Signatory be, and is, directed to advise the Board periodically of the steps that have been taken or are proposed to be taken to implement the foregoing resolutions;

RESOLVED FURTHER: That any actions taken or to be taken on behalf of the Corporation consistent with these resolutions are ratified, confirmed and approved in all respects; and

RESOLVED FURTHER: That all actions heretofore taken by any Authorized Signatories which were consistent with the authority granted by these resolutions are ratified, confirmed and approved in all respects.