

SECURITIES AND EXCHANGE COMMISSION

FORM N-30D

Initial annual and semi-annual reports mailed to investment company shareholders pursuant to Rule 30e-1 (other than those required to be submitted as part of Form NCSR)

Filing Date: **1999-09-10** | Period of Report: **1999-06-30**
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FILER

NATIONWIDE VA SEPARATE ACCOUNT-B

CIK: **878670** | IRS No.: **311000740** | State of Incorporation: **OH** | Fiscal Year End: **1231**
Type: **N-30D** | Act: **40** | File No.: **811-06399** | Film No.: **99709508**

Mailing Address	Business Address
<i>NATIONWIDE LIFE & ANNUITY INSURANCE CO PO BOX 182008 COLUMBUS OH 43218-2008</i>	<i>NATIONWIDE LIFE & ANNUITY INSURANCE CO PO BOX 182008 COLUMBUS OH 43218-2008 8008603946</i>

Nationwide (R) VA Separate Account - B
June 30, 1999

[THE BEST OF AMERICA LOGO]

SEMI-ANNUAL REPORT

AMERICA's
Exclusive
ANNUITY (SM)

[NATIONWIDE LOGO]

Nationwide Life and Annuity Insurance Company
Home Office: Columbus, Ohio

[NATIONWIDE LOGO]

NATIONWIDE LIFE AND ANNUITY INSURANCE COMPANY
ONE NATIONWIDE PLAZA, COLUMBUS, OHIO 43215-2220
[GASPER PHOTO]
PRESIDENT'S MESSAGE

On behalf of Nationwide Life and Annuity Insurance Company, we are pleased to present the 1999 semi-annual report of the Nationwide VASeparate Account-B.

Equity investments performed well during the first half of 1999 with the major market indices showing double-digit gains. Fixed income investments did not fare as well during this period in the face of the Federal Reserve's inflation cautiousness. The Fed is mindful of the resilient U.S. economy and the increasingly tight labor pool that portends future wage inflation. Accordingly, we have seen a ratcheting-up of short-term interest rates to dampen the momentum of the current expansion. How aggressively the Fed may react to the perceived inflation threat only adds uncertainty to the already jittery equity markets. Over the long term, however, a slower but sustainable rate of growth, with low inflation, provides a favorable environment for further advances in financial assets.

At mid-year, we are pleased to report that all the mission-critical systems used to service our variable annuity and variable life business have been internally inventoried, assessed and tested as being Year 2000 compliant. We are currently contacting our critical business partners to determine if they will be Year 2000 compliant. Contingency plans are being developed and are to be completed by the end of the third quarter. All these steps are being taken to assure that Nationwide Financial will be able to continue to serve your financial needs into the Year 2000 and beyond.

Thank you for selecting Nationwide Financial to help you achieve your financial planning and retirement savings goals. You have our commitment to provide the consistent, high quality service you expect and deserve.

/s/ Joseph J. Gasper

Joseph J. Gasper, President
August 19, 1999

NATIONWIDE VA SEPARATE ACCOUNT-B
STATEMENT OF ASSETS, LIABILITIES AND CONTRACT OWNERS' EQUITY
June 30, 1999
(UNAUDITED)

<TABLE>
<CAPTION>
<S>
Assets:

<C>

Investments at market value:

American Century VP - American Century VP Balanced (ACVPBal)	
581,315 shares (cost \$4,508,687)	\$ 4,284,289
American Century VP - American Century VP Capital Appreciation (ACVPCapAp)	
231,075 shares (cost \$2,267,909)	2,419,360
American Century VP - American Century VP Income & Growth (ACVPIncGr)	
427,938 shares (cost \$2,982,457)	3,183,859
American Century VP - American Century VP International (ACVPInt)	
2,136,452 shares (cost \$17,026,237)	17,476,178
American Century VP - American Century VP Value (ACVPValue)	
443,102 shares (cost \$2,901,714)	3,008,660
The Dreyfus Socially Responsible Growth Fund, Inc. (DrySRGro)	
245,465 shares (cost \$7,524,178)	8,603,542
Dreyfus Stock Index Fund (DryStkIx)	
1,603,824 shares (cost \$49,805,085)	57,914,101
Dreyfus VIF - Capital Appreciation Portfolio (DryCapAp)	
176,286 shares (cost \$6,618,935)	6,843,418
Dreyfus VIF - Growth and Income Portfolio (DryGrInc)	
144,748 shares (cost \$3,069,062)	3,623,053
Fidelity VIP - Equity-Income Portfolio (FidVIPEI)	
1,659,466 shares (cost \$40,681,972)	45,220,448
Fidelity VIP - Growth Portfolio (FidVIPGr)	
861,208 shares (cost \$37,555,162)	39,383,061
Fidelity VIP - High Income Portfolio (FidVIPHI)	
2,792,370 shares (cost \$31,244,184)	31,525,858
Fidelity VIP - Overseas Portfolio (FidVIPOv)	
390,779 shares (cost \$7,938,910)	8,128,197
Fidelity VIP-II - Asset Manager Portfolio (FidVIPAM)	
714,088 shares (cost \$12,236,730)	12,632,217
Fidelity VIP-II - Contrafund Portfolio (FidVIPCon)	
1,344,760 shares (cost \$30,579,622)	35,098,233

</TABLE>

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<TABLE>

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Fidelity VIP-III - Growth Opportunities Portfolio (FidVIPGrOp)	
918,559 shares (cost \$20,045,234)	21,714,736
Morgan Stanley - Emerging Markets Debt Portfolio (MSEmMkt)	
26,480 shares (cost \$184,121)	182,444
Nationwide SAT - Capital Appreciation Fund (NSATCapAp)	
929,687 shares (cost \$24,556,023)	27,593,105
Nationwide SAT - Government Bond Fund (NSATGvtBd)	
1,468,123 shares (cost \$17,143,572)	16,340,212
Nationwide SAT - Money Market Fund (NSATMyMkt)	
87,520,668 shares (cost \$87,520,668)	87,520,668
Nationwide SAT - Small Cap Value Fund (NSATSmCapV)	
280,431 shares (cost \$2,927,531)	3,109,985
Nationwide SAT - Small Company Fund (NSATSmCo)	
571,108 shares (cost \$9,115,931)	9,840,185

Nationwide SAT - Total Return Fund (NSATTotRe)	
686,315 shares (cost \$12,865,282)	13,925,325
Neuberger & Berman AMT - Growth Portfolio (NBAMTGro)	
72,701 shares (cost \$1,794,579)	1,856,068
Neuberger & Berman AMT - Guardian Portfolio (NBAMTGuard)	
106,026 shares (cost \$1,621,887)	1,714,446
Neuberger & Berman AMT - Limited Maturity Bond Portfolio (NBAMTLMat)	
523,164 shares (cost \$7,107,933)	6,848,216
Neuberger & Berman AMT - Partners Portfolio (NBAMTPart)	
868,519 shares (cost \$15,616,864)	17,995,722
Oppenheimer VAF - Bond Fund (OppBdFd)	
808,340 shares (cost \$9,689,346)	9,295,913
Oppenheimer VAF - Global Securities Fund (OppGlSec)	
447,558 shares (cost \$9,393,234)	10,736,905
Oppenheimer VAF - Growth Fund (OppGro)	
119,158 shares (cost \$4,404,899)	4,855,709
Oppenheimer VAF - Multiple Strategies Fund (OppMult)	
296,510 shares (cost \$4,983,526)	5,022,886
Strong Opportunity Fund II, Inc. (StOpp2)	
390,919 shares (cost \$8,126,420)	9,014,599
Strong VIF - Strong Discovery Fund II (StDisc2)	
98,997 shares (cost \$1,107,081)	1,013,727

</TABLE>

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Strong VIF - Strong International Stock Fund II (StIntStk2)	
80,513 shares (cost \$755,255)	783,394
Van Eck WIT - Worldwide Bond Fund (VEWrldBd)	
153,494 shares (cost \$1,818,051)	1,654,666
Van Eck WIT - Worldwide Emerging Markets Fund (VEWrldEMkt)	
405,984 shares (cost \$4,090,490)	4,218,176
Van Eck WIT - Worldwide Hard Assets Fund (VEWrldHAs)	
85,541 shares (cost \$900,817)	916,143
Van Kampen LIT - Morgan Stanley Real Estate Securities Portfolio (MSRESec)	
360,163 shares (cost \$4,999,566)	5,002,667
Warburg Pincus Trust - International Equity Portfolio (WPIntEq)	
666,611 shares (cost \$7,623,379)	7,832,679
Warburg Pincus Trust - Post Venture Capital Portfolio (WPPVenCap)	
56,491 shares (cost \$638,204)	750,206
Warburg Pincus Trust - Small Company Growth Portfolio (WPSmCoGr)	
470,359 shares (cost \$7,223,550)	8,038,440
Total investments	557,121,696
Accounts receivable	22,539
Total assets	557,144,235
Accounts payable	4,857,100
Contract owners' equity (note 4)	\$ 552,287,135

See accompanying notes to financial statements.

NATIONWIDE VA SEPARATE ACCOUNT-B
STATEMENTS OF OPERATIONS AND CHANGES IN CONTRACT OWNERS' EQUITY
SIX MONTH PERIODS ENDED JUNE 30, 1999 AND 1998
(UNAUDITED)

<TABLE>
<CAPTION>

	Total		ACVPBal	
	1999	1998	1999	1998
<S>	<C>	<C>	<C>	<C>
Investment activity:				
Reinvested dividends	\$ 9,238,628	5,143,059	84,936	33,348
Mortality, expense and administration charges (note 2)	(3,842,081)	(2,453,249)	(31,070)	(15,028)
Net investment activity	5,396,547	2,689,810	53,866	18,320
Proceeds from mutual fund shares sold	778,825,069	287,759,397	785,180	138,679
Cost of mutual fund shares sold	(760,072,287)	(275,065,214)	(861,096)	(130,662)
Realized gain (loss) on investments	18,752,782	12,694,183	(75,916)	8,017
Change in unrealized gain (loss) on investments .	4,938,357	(1,278,191)	(432,003)	47,266
Net gain (loss) on investments	23,691,139	11,415,992	(507,919)	55,283
Reinvested capital gains	11,514,871	12,023,517	586,056	206,788
Net increase (decrease) in contract owners' equity resulting from operations	40,602,557	26,129,319	132,003	280,391
Equity transactions:				
Purchase payments received from contract owners	61,905,844	124,383,786	309,591	798,880
Transfers between funds	--	--	234,793	451,187
Redemptions	(54,623,228)	(20,059,987)	(374,800)	(182,779)
Annuity benefits	(7,786)	--	--	--
Adjustments to maintain reserves	22,661	(6,204)	(47)	160
Net equity transactions	7,297,491	104,317,609	169,537	1,067,448
Net change in contract owners' equity	47,900,048	130,446,928	301,540	1,347,839
Contract owners' equity beginning of period	504,387,087	271,561,976	3,982,699	1,566,336
Contract owners' equity end of period	\$ 552,287,135	402,008,904	4,284,239	2,914,175

	ACVPCapAp		ACVPIncGr	
	1999	1998	1999	1998
<S>	<C>	<C>	<C>	<C>
Investment activity:				
Reinvested dividends	--	--	600	--
Mortality, expense and administration charges (note 2)	(16,702)	(12,121)	(18,248)	(688)
Net investment activity	(16,702)	(12,121)	(17,648)	(688)
Proceeds from mutual fund shares sold	3,279,520	823,291	2,392,098	1,592,643
Cost of mutual fund shares sold	(3,074,329)	(810,822)	(2,173,822)	(1,588,773)

Realized gain (loss) on investments	205,191	12,469	218,276	3,870
Change in unrealized gain (loss) on investments .	70,146	(54,095)	26,077	782
Net gain (loss) on investments	275,337	(41,626)	244,353	4,652
Reinvested capital gains	--	77,047	--	--
Net increase (decrease) in contract owners' equity resulting from operations	258,635	23,300	226,705	3,964
Equity transactions:				
Purchase payments received from contract owners	80,331	291,991	375,930	61,737
Transfers between funds	709,432	216,050	608,944	99,368
Redemptions	(180,488)	(109,736)	(505,961)	(600)
Annuity benefits	--	--	--	--
Adjustments to maintain reserves	24	9	2,206	(4)
Net equity transactions	609,299	398,314	481,119	160,501
Net change in contract owners' equity	867,934	421,614	707,824	164,465
Contract owners' equity beginning of period	1,551,448	1,334,061	2,478,206	--
Contract owners' equity end of period	2,419,382	1,755,675	3,186,030	164,465

</TABLE>

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NATIONWIDE VA SEPARATE ACCOUNT-B
STATEMENTS OF OPERATIONS AND CHANGES IN CONTRACT OWNERS' EQUITY
SIX MONTH PERIODS ENDED JUNE 30, 1999 AND 1998
(UNAUDITED)

<TABLE>
<CAPTION>

	ACVPInt		ACVPValue	
	1999	1998	1999	1998
<S>	<C>	<C>	<C>	<C>
Investment activity:				
Reinvested dividends	\$ -	39,772	22,101	12,481
Mortality, expense and administration charges (note 2)	(109,830)	(59,752)	(19,125)	(17,158)
Net investment activity	(109,830)	(19,980)	2,976	(4,677)
Proceeds from mutual fund shares sold	55,459,335	4,141,150	3,410,156	1,228,775
Cost of mutual fund shares sold	(53,730,004)	(3,564,383)	(3,482,510)	(1,213,160)
Realized gain (loss) on investments	1,729,331	576,767	(72,354)	15,615
Change in unrealized gain (loss) on investments .	(406,181)	632,338	65,481	(76,258)
Net gain (loss) on investments	1,323,150	1,209,105	(6,873)	(60,643)
Reinvested capital gains	--	408,286	209,382	149,013
Net increase (decrease) in contract owners' equity resulting from operations	1,213,320	1,597,411	205,485	83,693
Equity transactions:				
Purchase payments received from contract owners	902,934	2,421,401	269,885	644,307
Transfers between funds	2,659,014	6,554,583	(587,973)	254,034
Redemptions	(959,339)	(300,315)	(156,832)	(52,170)
Annuity benefits	(1,154)	--	(702)	--
Adjustments to maintain reserves	153	(11)	55	(24)
Net equity transactions	2,601,609	8,675,659	(475,567)	846,147

Net change in contract owners'equity	3,814,929	10,273,070	(270,082)	929,840
Contract owners'equity beginning of period	13,661,390	4,929,570	3,278,763	1,692,181
	-----	-----	-----	-----
Contract owners'equity end of period	\$ 17,476,319	15,202,640	3,008,681	2,622,021
	=====	=====	=====	=====

	DrySRGro		DryStkIx	
	1999	1998	1999	1998
	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
Investment activity:				
Reinvested dividends	--	--	294,197	219,888
Mortality, expense and administration charges (note 2)	(52,362)	(28,423)	(393,199)	(189,044)
	-----	-----	-----	-----
Net investment activity	(52,362)	(28,423)	(99,002)	30,844
	-----	-----	-----	-----
Proceeds from mutual fund shares sold	1,720,685	2,171,050	23,219,799	12,816,180
Cost of mutual fund shares sold	(1,565,692)	(2,040,529)	(20,449,023)	(10,956,729)
	-----	-----	-----	-----
Realized gain (loss) on investments	154,993	130,521	2,770,776	1,859,451
Change in unrealized gain (loss) on investments .	667,057	460,529	2,516,697	1,703,693
	-----	-----	-----	-----
Net gain (loss) on investments	822,050	591,050	5,287,473	3,563,144
	-----	-----	-----	-----
Reinvested capital gains	--	--	226,425	55,413
	-----	-----	-----	-----
Net increase (decrease) in contract owners' equity resulting from operations	769,688	562,627	5,414,896	3,649,401
	-----	-----	-----	-----
Equity transactions:				
Purchase payments received from contract owners	547,064	826,633	5,315,897	8,150,530
Transfers between funds	2,550,141	902,640	(2,983,961)	11,309,698
Redemptions	(714,019)	(136,668)	(3,927,569)	(1,442,559)
Annuity benefits	--	--	--	--
Adjustments to maintain reserves	79	(5)	633	(921)
	-----	-----	-----	-----
Net equity transactions	2,383,265	1,592,599	(1,595,000)	18,016,747
	-----	-----	-----	-----
Net change in contract owners'equity	3,152,953	2,155,226	3,819,896	21,666,148
Contract owners'equity beginning of period	5,450,670	3,353,933	54,094,842	16,172,340
	-----	-----	-----	-----
Contract owners'equity end of period	8,603,623	5,509,159	57,914,738	37,838,488
	=====	=====	=====	=====

</TABLE>

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NATIONWIDE VA SEPARATE ACCOUNT-B
STATEMENTS OF OPERATIONS AND CHANGES IN CONTRACT OWNERS'EQUITY
SIX MONTH PERIODS ENDED JUNE 30, 1999 AND 1998
(UNAUDITED)

<TABLE>
<CAPTION>

	DryCapAp		DryGrInc	
	1999	1998	1999	1998
	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
Investment activity:				
Reinvested dividends	\$ 286	172	14,704	10,308
Mortality, expense and administration charges (note 2)	(58,235)	(10,283)	(24,526)	(13,966)
	-----	-----	-----	-----
Net investment activity	(57,949)	(10,111)	(9,822)	(3,658)

Proceeds from mutual fund shares sold	10,656,133	590,646	696,865	1,421,841
Cost of mutual fund shares sold	(9,884,455)	(512,971)	(669,967)	(1,382,995)
Realized gain (loss) on investments	771,678	77,675	26,898	38,846
Change in unrealized gain (loss) on investments .	(290,587)	131,324	311,627	1,929
Net gain (loss) on investments	481,091	208,999	338,525	40,775
Reinvested capital gains	--	574	--	33,601
Net increase (decrease) in contract owners' equity resulting from operations	423,142	199,462	328,703	70,718
Equity transactions:				
Purchase payments received from contract owners	719,481	448,362	183,516	954,248
Transfers between funds	2,404,106	2,413,692	(108,972)	227,941
Redemptions	(1,583,202)	(86,150)	(234,252)	(112,311)
Annuity benefits	--	--	--	--
Adjustments to maintain reserves	12	(780)	30	(478)
Net equity transactions	1,540,396	2,775,124	(159,679)	1,069,400
Net change in contract owners'equity	1,963,538	2,974,586	169,024	1,140,118
Contract owners'equity beginning of period	4,879,906	378,082	3,454,067	1,235,782
Contract owners'equity end of period	\$ 6,843,444	3,352,668	3,623,091	2,375,900

	FidVIPeI		FidVIPGr	
	1999	1998	1999	1998
<S>	<C>	<C>	<C>	<C>
Investment activity:				
Reinvested dividends	718,655	438,197	62,752	96,650
Mortality, expense and administration charges (note 2)	(348,799)	(258,651)	(254,785)	(139,053)
Net investment activity	369,856	179,546	(192,033)	(42,403)
Proceeds from mutual fund shares sold	26,076,211	15,605,730	27,338,277	27,271,006
Cost of mutual fund shares sold	(25,097,610)	(12,552,206)	(24,546,188)	(25,397,518)
Realized gain (loss) on investments	978,601	3,053,524	2,792,089	1,873,488
Change in unrealized gain (loss) on investments .	1,978,323	(1,701,515)	(2,445,544)	(1,269,630)
Net gain (loss) on investments	2,956,924	1,352,009	346,545	603,858
Reinvested capital gains	1,588,606	1,559,466	3,945,522	2,528,165
Net increase (decrease) in contract owners' equity resulting from operations	4,915,386	3,091,021	4,100,034	3,089,620
Equity transactions:				
Purchase payments received from contract owners	2,245,324	7,918,443	2,930,869	3,278,880
Transfers between funds	(8,293,751)	1,957,710	4,003,999	(6,839,826)
Redemptions	(2,684,313)	(1,773,441)	(2,703,742)	(1,361,920)
Annuity benefits	(1,489)	--	(1,725)	--
Adjustments to maintain reserves	470	1,351	422	177
Net equity transactions	(8,733,759)	8,104,065	4,229,822	(4,922,686)
Net change in contract owners'equity	(3,818,373)	11,195,086	8,329,856	(1,833,066)
Contract owners'equity beginning of period	49,039,213	29,458,165	31,053,591	24,529,865
Contract owners'equity end of period	45,220,840	40,653,251	39,383,447	22,696,799

</TABLE>

NATIONWIDE VASEPARATE ACCOUNT-B
 STATEMENTS OF OPERATIONS AND CHANGES IN CONTRACT OWNERS' EQUITY
 SIX MONTH PERIODS ENDED JUNE 30, 1999 AND 1998
 (UNAUDITED)

<TABLE>
 <CAPTION>

	FidVIPHI		FidVIPov	
	1999	1998	1999	1998
<S>	<C>	<C>	<C>	<C>
Investment activity:				
Reinvested dividends	\$ 3,049,368	1,651,369	82,634	82,111
Mortality, expense and administration charges (note 2)	(226,953)	(197,999)	(50,407)	(35,969)
Net investment activity	2,822,415	1,453,370	32,227	46,142
Proceeds from mutual fund shares sold	28,163,035	15,164,580	75,980,761	8,839,238
Cost of mutual fund shares sold	(30,075,512)	(15,371,681)	(75,103,454)	(8,546,843)
Realized gain (loss) on investments	(1,912,477)	(207,101)	877,307	292,395
Change in unrealized gain (loss) on investments .	1,272,527	(1,478,993)	17,403	91,664
Net gain (loss) on investments	(639,950)	(1,686,094)	894,710	384,059
Reinvested capital gains	113,995	1,049,307	133,280	242,012
Net increase (decrease) in contract owners' equity resulting from operations	2,296,460	816,583	1,060,217	672,213
Equity transactions:				
Purchase payments received from contract owners	1,583,663	11,205,519	333,138	1,169,203
Transfers between funds	(2,559,839)	3,230,676	1,339,615	230,831
Redemptions	(1,752,475)	(892,443)	(290,763)	(218,750)
Annuity benefits	--	--	--	--
Adjustments to maintain reserves	132	58	79	11
Net equity transactions	(2,728,519)	13,543,809	1,382,070	1,181,296
Net change in contract owners' equity	(432,059)	14,360,392	2,442,287	1,853,509
Contract owners' equity beginning of period	31,958,042	20,215,332	5,686,000	3,619,156
Contract owners' equity end of period	\$ 31,525,983	34,575,724	8,128,287	5,472,665

	FidVIPAM		FidVIPCon	
	1999	1998	1999	1998
<S>	<C>	<C>	<C>	<C>
Investment activity:				
Reinvested dividends	365,259	169,515	193,521	111,354
Mortality, expense and administration charges (note 2)	(84,042)	(46,774)	(274,748)	(155,898)
Net investment activity	281,217	122,741	(81,227)	(44,544)
Proceeds from mutual fund shares sold	2,169,940	259,770	21,766,452	14,439,689
Cost of mutual fund shares sold	(2,160,665)	(236,848)	(18,613,138)	(12,320,915)
Realized gain (loss) on investments	9,275	22,922	3,153,314	2,118,774
Change in unrealized gain (loss) on investments .	(244,869)	(153,237)	(790,330)	22,350
Net gain (loss) on investments	(235,594)	(130,315)	2,362,984	2,141,124
Reinvested capital gains	462,661	508,545	1,419,156	819,250
Net increase (decrease) in contract owners' equity resulting from operations	508,284	500,971	3,700,913	2,915,830
Equity transactions:				
Purchase payments received from contract owners	1,382,618	1,982,164	2,037,947	4,448,280

Transfers between funds	2,083,474	1,042,334	(5,967,067)	1,498,469
Redemptions	(964,854)	(120,671)	(2,799,711)	(1,166,895)
Annuity benefits	--	--	--	--
Adjustments to maintain reserves	80	24	391	97
	-----	-----	-----	-----
Net equity transactions	2,501,318	2,903,850	(6,728,440)	4,779,950
	-----	-----	-----	-----
Net change in contract owners'equity	3,009,602	3,404,821	(3,027,527)	7,695,780
Contract owners'equity beginning of period	9,622,689	4,846,817	38,126,162	21,505,171
	-----	-----	-----	-----
Contract owners'equity end of period	12,632,291	8,251,638	35,098,635	29,200,951
	=====	=====	=====	=====

</TABLE>

(Continued)

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10

NATIONWIDE VA SEPARATE ACCOUNT-B
STATEMENTS OF OPERATIONS AND CHANGES IN CONTRACT OWNERS'EQUITY
SIX MONTH PERIODS ENDED JUNE 30, 1999 AND 1998
(UNAUDITED)

<TABLE>
<CAPTION>

	FidVIPGrOp		MSEmMkt	
	1999	1998	1999	1998
	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
Investment activity:				
Reinvested dividends	\$ 219,859	44,124	--	--
Mortality, expense and administration charges (note 2)	(175,380)	(84,514)	(2,664)	(1,418)
	-----	-----	-----	-----
Net investment activity	44,479	(40,390)	(2,664)	(1,418)
	-----	-----	-----	-----
Proceeds from mutual fund shares sold	16,463,266	2,852,737	1,498,934	299,156
Cost of mutual fund shares sold	(14,251,955)	(2,601,606)	(1,489,391)	(301,860)
	-----	-----	-----	-----
Realized gain (loss) on investments	2,211,311	251,131	9,543	(2,704)
Change in unrealized gain (loss) on investments	(1,161,221)	540,335	17,248	(16,473)
	-----	-----	-----	-----
Net gain (loss) on investments	1,050,090	791,466	26,791	(19,177)
	-----	-----	-----	-----
Reinvested capital gains	411,041	153,385	--	--
	-----	-----	-----	-----
Net increase (decrease) in contract owners' equity resulting from operations	1,505,610	904,461	24,127	(20,595)
	-----	-----	-----	-----
Equity transactions:				
Purchase payments received from contract owners	736,560	4,216,192	37,705	130,190
Transfers between funds	(703,038)	8,981,339	(167,405)	83,238
Redemptions	(1,335,448)	(1,202,574)	(50,111)	(3,232)
Annuity benefits	--	--	--	--
Adjustments to maintain reserves	188	(229)	5	(15)
	-----	-----	-----	-----
Net equity transactions	(1,301,737)	11,994,728	(179,807)	210,181
	-----	-----	-----	-----
Net change in contract owners'equity	203,873	12,899,189	(155,680)	189,586
Contract owners'equity beginning of period	21,511,059	2,957,868	338,131	106,790
	-----	-----	-----	-----
Contract owners'equity end of period	\$ 21,714,932	15,857,057	182,451	296,376
	=====	=====	=====	=====

	NSATCapAp		NSATGvtBd	
	1999	1998	1999	1998
	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
Investment activity:				
Reinvested dividends	75,512	46,272	427,607	168,250
Mortality, expense and administration				

charges (note 2)	(216,960)	(63,544)	(113,831)	(36,583)
Net investment activity	(141,448)	(17,272)	313,776	131,667
Proceeds from mutual fund shares sold	18,276,339	2,279,536	7,083,397	2,504,087
Cost of mutual fund shares sold	(16,029,925)	(1,795,569)	(7,308,997)	(2,465,358)
Realized gain (loss) on investments	2,246,414	483,967	(225,600)	38,729
Change in unrealized gain (loss) on investments .	1,176,291	868,118	(512,376)	(5,148)
Net gain (loss) on investments	3,422,705	1,352,085	(737,976)	33,581
Reinvested capital gains	--	--	--	--
Net increase (decrease) in contract owners' equity resulting from operations	3,281,257	1,334,813	(424,200)	165,248
Equity transactions:				
Purchase payments received from contract owners	2,215,491	2,699,310	1,521,766	2,254,240
Transfers between funds	(4,785,700)	5,602,604	1,319,667	851,490
Redemptions	(2,746,087)	(356,161)	(1,151,013)	(300,637)
Annuity benefits	--	--	--	--
Adjustments to maintain reserves	205	(275)	(33)	(5)
Net equity transactions	(5,316,090)	7,945,478	1,690,387	2,805,095
Net change in contract owners' equity	(2,034,833)	9,280,291	1,266,187	2,970,343
Contract owners' equity beginning of period	29,628,162	4,591,009	15,073,995	3,920,140
Contract owners' equity end of period	27,593,329	13,871,300	16,340,182	6,890,483

</TABLE>

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11

NATIONWIDE VASEPARATE ACCOUNT-B
STATEMENTS OF OPERATIONS AND CHANGES IN CONTRACT OWNERS' EQUITY
SIX MONTH PERIODS ENDED JUNE 30, 1999 AND 1998
(UNAUDITED)

<TABLE>
<CAPTION>

	NSATMyMkt		NSATSmCapV	
	1999	1998	1999	1998
<S>	<C>	<C>	<C>	<C>
Investment activity:				
Reinvested dividends	\$ 1,550,479	1,201,000	--	--
Mortality, expense and administration charges (note 2)	(502,637)	(335,629)	(8,447)	(486)
Net investment activity	1,047,842	865,371	(8,447)	(486)
Proceeds from mutual fund shares sold	310,430,223	120,430,198	10,922,184	595,092
Cost of mutual fund shares sold	(310,430,223)	(120,430,198)	(10,661,838)	(599,399)
Realized gain (loss) on investments	--	--	260,346	(4,307)
Change in unrealized gain (loss) on investments .	--	--	165,584	(1,818)
Net gain (loss) on investments	--	--	425,930	(6,125)
Reinvested capital gains	--	--	21,718	--
Net increase (decrease) in contract owners' equity resulting from operations	1,047,842	865,371	439,201	(6,611)
Equity transactions:				
Purchase payments received from contract owners	31,822,044	43,301,508	58,299	14,374
Transfers between funds	18,751,847	(34,951,488)	2,159,966	500,143

Redemptions	(20,106,106)	(4,800,912)	(44,063)	(4,355)
Annuity benefits	--	--	--	--
Adjustments to maintain reserves	16,623	(2,709)	28	2
	-----	-----	-----	-----
Net equity transactions	30,484,408	3,546,398	2,174,229	510,164
	-----	-----	-----	-----
Net change in contract owners' equity	31,532,250	4,411,769	2,613,430	503,553
Contract owners' equity beginning of period	51,148,025	29,048,680	496,578	--
	-----	-----	-----	-----
Contract owners' equity end of period	\$ 82,680,275	33,460,449	3,110,008	503,553
	=====	=====	=====	=====

	NSATSmCo		NSATTotRe	
	1999	1998	1999	1998
	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
Investment activity:				
Reinvested dividends	--	--	55,279	49,044
Mortality, expense and administration charges (note 2)	(64,031)	(55,221)	(98,881)	(58,100)
	-----	-----	-----	-----
Net investment activity	(64,031)	(55,221)	(43,602)	(9,056)
	-----	-----	-----	-----
Proceeds from mutual fund shares sold	13,492,734	4,330,486	9,105,845	581,216
Cost of mutual fund shares sold	(12,547,974)	(4,025,304)	(8,250,525)	(419,523)
	-----	-----	-----	-----
Realized gain (loss) on investments	944,760	305,182	855,320	161,693
Change in unrealized gain (loss) on investments	(263,334)	85,650	445,164	837,494
	-----	-----	-----	-----
Net gain (loss) on investments	681,426	390,832	1,300,484	999,187
	-----	-----	-----	-----
Reinvested capital gains	--	--	6,561	--
	-----	-----	-----	-----
Net increase (decrease) in contract owners' equity resulting from operations	617,395	335,611	1,263,443	990,131
	-----	-----	-----	-----
Equity transactions:				
Purchase payments received from contract owners	359,438	2,000,113	1,235,850	3,338,553
Transfers between funds	670,022	675,565	(714,034)	1,034,796
Redemptions	(577,814)	(290,559)	(1,054,346)	(579,021)
Annuity benefits	(756)	--	--	--
Adjustments to maintain reserves	75	(28)	116	(5)
	-----	-----	-----	-----
Net equity transactions	450,965	2,385,091	(532,414)	3,794,323
	-----	-----	-----	-----
Net change in contract owners' equity	1,068,360	2,720,702	731,029	4,784,454
Contract owners' equity beginning of period	8,771,862	5,965,693	13,194,413	5,737,078
	-----	-----	-----	-----
Contract owners' equity end of period	9,840,222	8,686,395	13,925,442	10,521,532
	=====	=====	=====	=====

</TABLE>

(Continued)

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12

NATIONWIDE VA SEPARATE ACCOUNT-B
STATEMENTS OF OPERATIONS AND CHANGES IN CONTRACT OWNERS' EQUITY
SIX MONTH PERIODS ENDED JUNE 30, 1999 AND 1998
(UNAUDITED)

<TABLE>
<CAPTION>

	NBAMTGro		NBAMTGuard	
	1999	1998	1999	1998
	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
Investment activity:				
Reinvested dividends	\$ --	--	2,390	--
Mortality, expense and administration charges (note 2)	(15,483)	(10,295)	(6,066)	(102)
	-----	-----	-----	-----
Net investment activity	(15,483)	(10,295)	(3,676)	(102)

Proceeds from mutual fund shares sold	2,624,715	1,273,472	961,804	81
Cost of mutual fund shares sold	(2,471,064)	(1,364,523)	(860,129)	(84)
Realized gain (loss) on investments	153,651	(91,051)	101,675	(3)
Change in unrealized gain (loss) on investments ...	(275,288)	(52,249)	20,293	554
Net gain (loss) on investments	(121,637)	(143,300)	121,968	551
Reinvested capital gains	102,839	353,652	--	--
Net increase (decrease) in contract owners' equity resulting from operations	(34,281)	200,057	118,292	449
Equity transactions:				
Purchase payments received from contract owners	99,708	628,093	53,569	53,862
Transfers between funds	(1,263,813)	(284,546)	1,080,573	34,307
Redemptions	(206,068)	(115,662)	(229,566)	--
Annuity benefits	--	--	--	--
Adjustments to maintain reserves	5	(3)	--	--
Net equity transactions	(1,370,168)	227,882	904,577	88,169
Net change in contract owners' equity	(1,404,449)	427,939	1,022,869	88,618
Contract owners' equity beginning of period	3,260,519	1,422,982	691,579	--
Contract owners' equity end of period	\$ 1,856,070	1,850,921	1,714,448	88,618

</TABLE>

<TABLE>

<CAPTION>

	NBAMTLMat		NBAMTPart	
	1999	1998	1999	1998
<S>	<C>	<C>	<C>	<C>
Investment activity:				
Reinvested dividends	473,933	383,662	291,657	51,137
Mortality, expense and administration charges (note 2)	(59,433)	(45,292)	(144,182)	(138,064)
Net investment activity	414,500	338,370	147,475	(86,927)
Proceeds from mutual fund shares sold	2,940,067	2,487,670	11,901,192	14,098,408
Cost of mutual fund shares sold	(3,098,462)	(2,447,356)	(11,678,285)	(13,113,121)
Realized gain (loss) on investments	(158,395)	40,314	222,907	985,287
Change in unrealized gain (loss) on investments ...	(287,879)	(269,947)	1,058,621	(1,831,512)
Net gain (loss) on investments	(446,274)	(229,633)	1,281,528	(846,225)
Reinvested capital gains	--	--	507,229	1,610,813
Net increase (decrease) in contract owners' equity resulting from operations ...	(31,774)	108,737	1,936,232	677,661
Equity transactions:				
Purchase payments received from contract owners	696,882	2,316,836	934,857	6,133,318
Transfers between funds	(1,791,154)	(2,363,941)	(8,327,643)	2,365,132
Redemptions	(934,285)	(316,260)	(1,156,760)	(1,088,142)
Annuity benefits	--	--	(769)	--
Adjustments to maintain reserves	(3)	12	226	(1,766)
Net equity transactions	(2,028,560)	(363,353)	(8,550,089)	7,408,543
Net change in contract owners' equity	(2,060,334)	(254,616)	(6,613,857)	8,086,204
Contract owners' equity beginning of period	8,908,547	6,461,890	24,609,788	18,361,316
Contract owners' equity end of period	6,848,213	6,207,274	17,995,931	26,447,520

</TABLE>

NATIONWIDE VA SEPARATE ACCOUNT-B
STATEMENTS OF OPERATIONS AND CHANGES IN CONTRACT OWNERS' EQUITY
SIX MONTH PERIODS ENDED JUNE 30, 1999 AND 1998
(UNAUDITED)

<TABLE>
<CAPTION>

	OppBdFd		OppGlSec	
	1999	1998	1999	1998
<S>	<C>	<C>	<C>	<C>
Investment activity:				
Reinvested dividends	\$ 521,048	95,707	113,678	117,153
Mortality, expense and administration charges (note 2)	(76,940)	(44,193)	(73,762)	(43,589)
Net investment activity	444,108	51,514	39,916	73,564
Proceeds from mutual fund shares sold	2,992,177	1,302,882	2,970,797	666,482
Cost of mutual fund shares sold	(3,048,525)	(1,258,314)	(2,828,513)	(530,175)
Realized gain (loss) on investments	(56,348)	44,568	142,284	136,307
Change in unrealized gain (loss) on investments	(675,002)	15,047	729,268	(64,155)
Net gain (loss) on investments	(731,350)	59,615	871,552	72,152
Reinvested capital gains	50,039	86,615	318,556	440,985
Net increase (decrease) in contract owners' equity resulting from operations	(237,203)	197,744	1,230,024	586,701
Equity transactions:				
Purchase payments received from contract owners	664,733	2,053,048	522,256	1,617,483
Transfers between funds	(977,695)	1,832,707	(340,800)	1,434,556
Redemptions	(878,526)	(382,338)	(619,891)	(280,943)
Annuity benefits	--	--	(1,192)	--
Adjustments to maintain reserves	(24)	6	117	33
Net equity transactions	(1,191,513)	3,503,422	(439,509)	2,771,129
Net change in contract owners' equity	(1,428,716)	3,701,166	790,515	3,357,830
Contract owners' equity beginning of period	10,724,612	4,255,487	9,946,491	4,374,815
Contract owners' equity end of period	\$ 9,295,896	7,956,653	10,737,006	7,732,645

</TABLE>
<TABLE>
<CAPTION>

	OppGro		OppMult	
	1999	1998	1999	1998
<S>	<C>	<C>	<C>	<C>
Investment activity:				
Reinvested dividends	13,874	1,770	165,810	32,207
Mortality, expense and administration charges (note 2)	(24,655)	(2,357)	(35,884)	(27,732)
Net investment activity	(10,781)	(587)	129,926	4,475
Proceeds from mutual fund shares sold	497,846	63,523	863,451	237,408
Cost of mutual fund shares sold	(434,599)	(61,635)	(873,005)	(206,558)
Realized gain (loss) on investments	63,247	1,888	(9,554)	30,850
Change in unrealized gain (loss) on investments	279,855	27,369	1,319	(7,591)

Net gain (loss) on investments	343,102	29,257	(8,235)	23,259
Reinvested capital gains	152,407	21,359	239,845	186,801
Net increase (decrease) in contract owners' equity resulting from operations	484,728	50,029	361,536	214,535
Equity transactions:				
Purchase payments received from contract owners	174,904	257,307	210,159	1,036,792
Transfers between funds	3,155,009	263,224	(356,011)	426,761
Redemptions	(364,884)	(7,829)	(143,204)	(181,632)
Annuity benefits	--	--	--	--
Adjustments to maintain reserves	36	(7)	24	(2)
Net equity transactions	2,965,066	512,695	1,281,919	
Net change in contract owners' equity	3,449,794	562,724	72,504	1,496,454
Contract owners' equity beginning of period	1,405,954	142,386	4,950,413	3,224,563
Contract owners' equity end of period	4,855,748	705,110	5,022,917	4,721,017

</TABLE>

(Continued)

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NATIONWIDE VA SEPARATE ACCOUNT-B
STATEMENTS OF OPERATIONS AND CHANGES IN CONTRACT OWNERS' EQUITY
SIX MONTH PERIODS ENDED JUNE 30, 1999 AND 1998
(UNAUDITED)

<TABLE>

<CAPTION>

	StOpp2		StDisc2	
	1999	1998	1999	1998
<S>	<C>	<C>	<C>	<C>
Investment activity:				
Reinvested dividends	\$ --	2,899	--	--
Mortality, expense and administration charges (note 2)	(60,424)	(68,583)	(8,198)	(8,857)
Net investment activity	(60,424)	(65,684)	(8,198)	(8,857)
Proceeds from mutual fund shares sold	3,809,954	9,839,033	844,049	898,449
Cost of mutual fund shares sold	(3,778,753)	(8,722,382)	(973,570)	(891,955)
Realized gain (loss) on investments	31,201	1,116,651	(129,521)	6,494
Change in unrealized gain (loss) on investments	591,917	(985,262)	(100,076)	68,908
Net gain (loss) on investments	623,118	131,389	(229,597)	75,402
Reinvested capital gains	835,183	1,068,077	148,014	17,503
Net increase (decrease) in contract owners' equity resulting from operations	1,397,877	1,133,782	(89,781)	84,048
Equity transactions:				
Purchase payments received from contract owners	327,444	1,999,020	50,166	286,952
Transfers between funds	(2,019,444)	(7,507,658)	(12,389)	77,037
Redemptions	(406,313)	(672,668)	(72,924)	(55,130)
Annuity benefits	--	--	--	--
Adjustments to maintain reserves	142	22	6	10
Net equity transactions	(2,098,171)	(6,181,281)	(35,142)	308,869
Net change in contract owners' equity	(700,294)	(5,047,499)	(124,923)	392,917
Contract owners' equity beginning of period	9,715,041	13,294,201	1,138,651	1,101,162
Contract owners' equity end of period	\$ 9,014,747	8,246,702	1,013,728	1,494,079

</TABLE>

<TABLE>
<CAPTION>

	StIntStk2		VEWrldBd	
	1999	1998	1999	1998
<S>	<C>	<C>	<C>	<C>
Investment activity:				
Reinvested dividends	5,672	29,980	81,369	17,723
Mortality, expense and administration charges (note 2)	(8,845)	(21,960)	(13,941)	(15,478)
Net investment activity	(3,173)	8,020	67,428	2,245
Proceeds from mutual fund shares sold	1,988,976	3,178,538	720,415	436,949
Cost of mutual fund shares sold	(2,032,955)	(3,462,775)	(740,645)	(430,290)
Realized gain (loss) on investments	(43,979)	(284,237)	(20,230)	6,659
Change in unrealized gain (loss) on investments	153,272	535,006	(240,408)	45,009
Net gain (loss) on investments	109,293	250,769	(260,638)	51,668
Reinvested capital gains	--	--	36,356	--
Net increase (decrease) in contract owners' equity resulting from operations	106,120	258,789	(156,854)	53,913
Equity transactions:				
Purchase payments received from contract owners	30,942	373,495	42,772	326,515
Transfers between funds	(667,485)	(1,710,458)	(226,751)	42,920
Redemptions	(61,467)	(248,179)	(202,012)	(98,858)
Annuity benefits	--	--	--	--
Adjustments to maintain reserves	19	15	(18)	23
Net equity transactions	(697,991)	(1,585,127)	(386,008)	270,600
Net change in contract owners' equity	(591,871)	(1,326,338)	(542,862)	324,513
Contract owners' equity beginning of period	1,375,282	2,891,518	2,197,517	1,931,919
Contract owners' equity end of period	783,411	1,565,180	1,654,655	2,256,432

</TABLE>

NATIONWIDE VA SEPARATE ACCOUNT-B
STATEMENTS OF OPERATIONS AND CHANGES IN CONTRACT OWNERS' EQUITY
SIX MONTH PERIODS ENDED JUNE 30, 1999 AND 1998
(UNAUDITED)

<TABLE>
<CAPTION>

	VEWrldEMkt		VEWrlDHAs	
	1999	1998	1999	1998
<S>	<C>	<C>	<C>	<C>
Investment activity:				
Reinvested dividends	\$ --	11,626	11,193	12,719
Mortality, expense and administration charges (note 2)	(11,017)	(10,722)	(6,509)	(10,147)
Net investment activity	(11,017)	904	4,684	2,572
Proceeds from mutual fund shares sold	10,441,127	1,098,712	8,803,055	1,850,669
Cost of mutual fund shares sold	(9,855,502)	(1,551,908)	(8,686,114)	(2,313,504)
Realized gain (loss) on investments	585,625	(453,196)	116,941	(719,906)
Change in unrealized gain (loss) on investments	79,570	68,674	37,619	(36,049)

Net gain (loss) on investments	665,195	(384,522)	154,560	(498,884)
Reinvested capital gains	--	10,334	--	312,331
Net increase (decrease) in contract owners' equity resulting from operations	654,178	(373,284)	159,244	(183,981)
Equity transactions:				
Purchase payments received from contract owners	40,809	357,557	6,631	71,225
Transfers between funds	2,591,443	(275,053)	42,855	(27,362)
Redemptions	(139,385)	(63,613)	(173,095)	(11,730)
Annuity benefits	--	--	--	--
Adjustments to maintain reserves	50	248	44	(1,156)
Net equity transactions	2,492,917	19,139	(123,565)	30,977
Net change in contract owners' equity	3,147,095	(354,145)	35,679	(153,004)
Contract owners' equity beginning of period	1,071,134	1,542,884	880,479	1,447,250
Contract owners' equity end of period	\$ 4,218,229	1,188,739	916,158	1,294,246

</TABLE>
<TABLE>
<CAPTION>

	MSRESec		WPIntEq	
	1999	1998	1999	1998
<S>	<C>	<C>	<C>	<C>
Investment activity:				
Reinvested dividends	340,255	12,621	--	--
Mortality, expense and administration charges (note 2)	(39,835)	(57,135)	(44,591)	(56,710)
Net investment activity	300,420	(44,514)	(44,591)	(56,710)
Proceeds from mutual fund shares sold	3,329,977	1,435,058	47,053,407	6,286,843
Cost of mutual fund shares sold	(4,049,883)	(1,370,710)	(46,343,489)	(6,249,441)
Realized gain (loss) on investments	64,348	709,918	37,402	
Change in unrealized gain (loss) on investments	775,695	(589,986)	5,542	922,748
Net gain (loss) on investments	55,789	(525,638)	715,460	960,150
Reinvested capital gains	--	124,195	--	--
Net increase (decrease) in contract owners' equity resulting from operations	356,209	(445,957)	670,869	903,440
Equity transactions:				
Purchase payments received from contract owners	343,916	1,646,083	175,199	917,022
Transfers between funds	(1,731,893)	(533,281)	841,395	(900,258)
Redemptions	(525,762)	(228,949)	(465,049)	(373,417)
Annuity benefits	--	--	--	--
Adjustments to maintain reserves	33	(41)	66	47
Net equity transactions	(1,913,707)	883,811	551,611	(356,602)
Net change in contract owners' equity	(1,557,498)	437,854	1,222,480	546,838
Contract owners' equity beginning of period	6,560,195	7,434,472	6,610,263	7,309,529
Contract owners' equity end of period	5,002,697	7,872,326	7,832,743	7,856,367

</TABLE>

(Continued)

STATEMENTS OF OPERATIONS AND CHANGES IN CONTRACT OWNERS' EQUITY
SIX MONTH PERIODS ENDED JUNE 30, 1999 AND 1998
(UNAUDITED)

<TABLE>
<CAPTION>

	WPPVenCap		WPSmCoGr	
	1999	1998	1999	1998
<S>	<C>	<C>	<C>	<C>
Investment activity:				
Reinvested dividends	\$ --	--	--	--
Mortality, expense and administration charges (note 2)	(5,331)	(5,096)	(61,123)	(70,635)
Net investment activity	(5,331)	(5,096)	(61,123)	(70,635)
Proceeds from mutual fund shares sold	534,755	717,973	5,159,936	1,510,471
Cost of mutual fund shares sold	(471,722)	(679,034)	(5,388,779)	(1,145,597)
Realized gain (loss) on investments	63,033	38,939	(228,843)	364,874
Change in unrealized gain (loss) on investments	19,672	62,068	581,187	146,872
Net gain (loss) on investments	82,705	101,007	352,344	511,746
Reinvested capital gains	--	--	--	--
Net increase (decrease) in contract owners' equity resulting from operations	77,374	95,911	291,221	441,111
Equity transactions:				
Purchase payments received from contract owners	45,376	98,515	280,180	1,655,605
Transfers between funds	(201,431)	679,096	(2,418,046)	119,743
Redemptions	(57,924)	(13,194)	(1,088,805)	(426,584)
Annuity benefits	--	--	--	--
Adjustments to maintain reserves	3	5	10	(50)
Net equity transactions	(213,976)	764,422	(3,226,661)	1,348,714
Net change in contract owners' equity	(136,602)	860,333	(2,935,440)	1,789,825
Contract owners' equity beginning of period	886,812	515,118	10,973,897	8,686,435
Contract owners' equity end of period	\$ 750,210	1,375,451	8,038,457	10,476,260

</TABLE>

See accompanying notes to financial statements.

NATIONWIDE VA SEPARATE ACCOUNT-B

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 1999 AND 1998
(UNAUDITED)

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Organization and Nature of Operations

The Nationwide VA Separate Account-B (the Account) was established pursuant to a resolution of the Board of Directors of Nationwide Life and Annuity Insurance Company (the Company) on March 6, 1991. The Account has been registered as a unit investment trust under the Investment Company Act of 1940.

The Company offers tax qualified and non-tax qualified Individual Deferred Variable Annuity Contracts through the Account. The primary

distribution for the contracts is through the brokerage community; however, other distributors are utilized.

(b) The Contracts

Only contracts without a sales charge, but with certain other fees are offered for purchase. See note 2 for a discussion of contract expenses.

Contract owners in either the accumulation or payout phase may invest in the following:

Portfolios of the American Century Variable Portfolios, Inc.

(American Century VP)

American Century VP - American Century VP Balanced (ACVPBal)
American Century VP - American Century VP Capital Appreciation (ACVPCapAp)
American Century VP - American Century VP Income & Growth (ACVPIncGr)
American Century VP - American Century VP International (ACVPInt)
American Century VP - American Century VP Value (ACVPValue)

The Dreyfus Socially Responsible Growth Fund, Inc. (DrySRGro)

Dreyfus Stock Index Fund (DryStkIx)

Portfolios of the Dreyfus Variable Investment Fund (Dreyfus VIF);

Dreyfus VIF - Capital Appreciation Portfolio (DryCapAp)
Dreyfus VIF - Growth and Income Portfolio (DryGrInc)

Portfolios of the Fidelity Variable Insurance Products Fund (Fidelity VIP);

Fidelity VIP - Equity-Income Portfolio (FidVIPEI)
Fidelity VIP - Growth Portfolio (FidVIPGr)
Fidelity VIP - High Income Portfolio (FidVIPHI)
Fidelity VIP - Overseas Portfolio (FidVIPOv)

Portfolios of the Fidelity Variable Insurance Products Fund II

(Fidelity VIP-II);

Fidelity VIP-II - Asset Manager Portfolio (FidVIPAM)
Fidelity VIP-II - Contrafund Portfolio (FidVIPCon)

Portfolio of the Fidelity Variable Insurance Products Fund III

(Fidelity VIP-III);

Fidelity VIP-III - Growth Opportunities Portfolio (FidVIPGrOp)

Portfolio of the Morgan Stanley Universal Funds, Inc. (Morgan Stanley);

Morgan Stanley - Emerging Markets Debt Portfolio (MSEmMkt)

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Funds of the Nationwide Separate Account Trust (Nationwide SAT)

(managed for a fee by an affiliated investment advisor);

Nationwide SAT - Capital Appreciation Fund (NSATCapAp)
Nationwide SAT - Government Bond Fund (NSATGvtBd)
Nationwide SAT - Money Market Fund (NSATMyMkt)
Nationwide SAT - Small Cap Value Fund (NSATSmCapV)
Nationwide SAT - Small Company Fund (NSATSmCo)
Nationwide SAT - Total Return Fund (NSATTotRe)

Portfolios of the Neuberger & Berman Advisers Management Trust

(Neuberger & Berman AMT);

Neuberger & Berman AMT - Growth Portfolio (NBAMTGro)
Neuberger & Berman AMT - Guardian Portfolio (NBAMTGuard)
Neuberger & Berman AMT - Limited Maturity Bond Portfolio (NBAMTLMat)
Neuberger & Berman AMT - Partners Portfolio (NBAMTPart)

Funds of the Oppenheimer Variable Account Funds (Oppenheimer VAF);

Oppenheimer VAF - Bond Fund (OppBdFd)
Oppenheimer VAF - Global Securities Fund (OppGlSec)
Oppenheimer VAF - Growth Fund (OppGro)
Oppenheimer VAF - Multiple Strategies Fund (OppMult)

Strong Opportunity Fund II, Inc. (StOpp2)

Funds of the Strong Variable Insurance Funds, Inc. (Strong VIF);

Strong VIF - Strong Discovery Fund II (StDisc2)
Strong VIF - Strong International Stock Fund II (StIntStk2)

Funds of the Van Eck Worldwide Insurance Trust (Van Eck WIT);
Van Eck WIT - Worldwide Bond Fund (VEWrldBd)
Van Eck WIT - Worldwide Emerging Markets Fund (VEWrldEMkt)
Van Eck WIT - Worldwide Hard Assets Fund (VEWrldHAs)

Portfolio of the Van Kampen Life Investment Trust (Van Kampen LIT);
Van Kampen LIT - Morgan Stanley Real Estate Securities Portfolio
(MSRESec)

Portfolios of the Warburg Pincus Trust;
Warburg Pincus Trust - International Equity Portfolio (WPIntEq)
Warburg Pincus Trust - Post Venture Capital Portfolio (WPPVenCap)
Warburg Pincus Trust - Small Company Growth Portfolio (WPSmCoGr)

At June 30, 1999, contract owners have invested in all of the above funds. The contract owners' equity is affected by the investment results of each fund, equity transactions by contract owners and certain contract expenses (see note 2).

The accompanying financial statements include only contract owners' purchase payments pertaining to the variable portions of their contracts and exclude any purchase payments for fixed dollar benefits, the latter being included in the accounts of the Company.

A contract owner may choose from among a number of different underlying mutual fund options. The underlying mutual fund options are not available to the general public directly. The underlying mutual funds are available as investment options in variable life insurance policies or variable annuity contracts issued by life insurance companies or, in some cases, through participation in certain qualified pension or retirement plans.

Some of the underlying mutual funds have been established by investment advisers which manage publicly traded mutual funds having similar names and investment objectives. While some of the underlying mutual funds may be similar to, and may in fact be modeled after, publicly traded mutual funds, the underlying mutual funds are not otherwise directly related to any publicly traded mutual fund. Consequently, the investment performance of publicly traded mutual funds and any corresponding underlying mutual funds may differ substantially.

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(c) Security Valuation, Transactions and Related Investment Income

The market value of the underlying mutual funds is based on the closing net asset value per share at June 30, 1999. The cost of investments sold is determined on the specific identification basis. Investment transactions are accounted for on the trade date (date the order to buy or sell is executed) and dividend income is recorded on the ex-dividend date.

(d) Federal Income Taxes

Operations of the Account form a part of, and are taxed with, operations of the Company which is taxed as a life insurance company under the Internal Revenue Code.

The Company does not provide for income taxes within the Account. Taxes are the responsibility of the contract owner upon termination or withdrawal.

(e) Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with generally accepted accounting principles may require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities, if any, at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(2) EXPENSES

The Company does not deduct a sales charge from purchase payments made for these contracts, nor is any sales charge deducted upon the surrender of the contract.

The following contract charges are deducted by the Company: a mortality risk charge, an expense risk charge and an administration charge assessed through the daily unit value calculation equal to an annual rate of 0.80%, 0.45% and 0.20%, respectively.

(3) RELATED PARTY TRANSACTIONS

The Company performs various services on behalf of the Mutual Fund Companies in which the Account invests and may receive fees for the services performed. These services include, among other things, shareholder communications, preparation, postage, fund transfer agency and various other record keeping and customer service functions. These fees are paid to an affiliate of the Company.

(4) COMPONENTS OF CONTRACT OWNERS' EQUITY

The following is a summary of contract owners' equity at June 30, 1999.

<TABLE>
<CAPTION>

Contract owners' equity represented by:	UNITS ----- <C>	UNIT VALUE ----- <C>	PERIOD RETURN* ----- <C>
American Century VP - American Century VP Balanced:			
Tax qualified.....	98,401	\$ 14.633812	\$ 1,439,982
Non-tax qualified.....	194,362	14.633812	2,844,257
American Century VP - American Century VP Capital Appreciation:			
Tax qualified.....	70,809	9.927663	702,968
Non-tax qualified.....	172,892	9.927663	1,716,414
American Century VP - American Century VP Income & Growth:			
Tax qualified.....	72,702	11.784618	856,765
Non-tax qualified.....	197,653	11.784618	2,329,265
American Century VP - American Century VP International:			
Tax qualified.....	286,848	16.250014	4,661,284
Non-tax qualified.....	788,024	16.250014	12,805,401
American Century VP - American Century VP Value:			
Tax qualified.....	63,437	14.622483	927,606
Non-tax qualified.....	141,903	14.622483	2,074,974
The Dreyfus Socially Responsible Growth Fund, Inc.:			
Tax qualified.....	181,600	20.604026	3,741,691
Non-tax qualified.....	235,970	20.604026	4,861,932
Dreyfus Stock Index Fund:			
Tax qualified.....	900,386	21.463966	19,325,854
Non-tax qualified.....	1,797,845	21.463966	38,588,884
Dreyfus VIF - Capital Appreciation Portfolio:....			
Tax qualified.....	134,809	13.950638	1,880,672
Non-tax qualified.....	355,738	13.950638	4,962,772
Dreyfus VIF - Growth and Income Portfolio:			
Tax qualified.....	111,913	13.899308	1,555,513
Non-tax qualified.....	148,754	13.899308	2,067,578
Fidelity VIP - Equity-Income Portfolio:			
Tax qualified.....	926,510	17.029402	15,777,911
Non-tax qualified.....	1,728,201	17.029402	29,430,230

Fidelity VIP - Growth Portfolio:				
Tax qualified.....	568,498	21.012246	11,945,420	14%
Non-tax qualified.....	1,305,111	21.012246	27,423,313	14%
Fidelity VIP - High Income Portfolio:				
Tax qualified.....	925,735	12.855690	11,900,962	7%
Non-tax qualified.....	1,526,563	12.855690	19,625,021	7%
Fidelity VIP - Overseas Portfolio:				
Tax qualified.....	177,834	14.312456	2,545,241	7%
Non-tax qualified.....	390,083	14.312456	5,583,046	7%
Fidelity VIP-II - Asset Manager Portfolio:				
Tax qualified.....	224,775	15.538618	3,492,693	5%
Non-tax qualified.....	588,186	15.538618	9,139,598	5%

</TABLE>

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<TABLE>				
<S>	<C>	<C>	<C>	<C>
Fidelity VIP-II - Contrafund Portfolio:				
Tax qualified.....	493,421	20.452737	10,091,810	10%
Non-tax qualified.....	1,222,664	20.452737	25,006,825	10%
Fidelity VIP-III - Growth Opportunities Portfolio:				
Tax qualified.....	272,249	14.182328	3,861,125	6%
Non-tax qualified.....	1,258,877	14.182328	17,853,807	6%
Morgan Stanley - Emerging Markets Debt Portfolio:				
Tax qualified.....	6,871	7.759218	53,314	12%
Non-tax qualified.....	16,643	7.759218	129,137	12%
Nationwide SAT - Capital Appreciation Fund:				
Tax qualified.....	502,091	22.448420	11,271,150	11%
Non-tax qualified.....	727,097	22.448420	16,322,179	11%
Nationwide SAT - Government Bond Fund:				
Tax qualified.....	489,253	11.433545	5,593,896	(3)%
Non-tax qualified.....	939,891	11.433545	10,746,286	(3)%
Nationwide SAT - Money Market Fund:				
Tax qualified.....	3,089,420	11.286220	34,867,874	2%
Non-tax qualified.....	4,236,352	11.286220	47,812,401	2%
Nationwide SAT - Small Cap Value Fund:				
Tax qualified.....	47,054	10.460560	492,211	23%
Non-tax qualified.....	250,254	10.460560	2,617,797	23%
Nationwide SAT - Small Company Fund:				
Tax qualified.....	214,679	14.947388	3,208,890	7%
Non-tax qualified.....	443,203	14.947388	6,624,727	7%
Nationwide SAT - Total Return Fund:				
Tax qualified.....	286,154	18.995128	5,435,532	10%
Non-tax qualified.....	446,952	18.995128	8,489,910	10%
Neuberger & Berman AMT - Growth Portfolio:				
Tax qualified.....	25,295	15.500190	392,077	2%
Non-tax qualified.....	94,450	15.500190	1,463,993	2%
Neuberger & Berman AMT - Guardian Portfolio:				
Tax qualified.....	47,209	10.794572	509,601	16%
Non-tax qualified.....	111,616	10.794572	1,204,847	16%
Neuberger & Berman AMT - Limited Maturity Bond Portfolio:				
Tax qualified.....	187,674	11.004770	2,065,309	0%
Non-tax qualified.....	434,621	11.004770	4,782,904	0%
Neuberger & Berman AMT - Partners Portfolio:				
Tax qualified.....	310,524	18.297939	5,681,949	12%
Non-tax qualified.....	672,614	18.297939	12,307,450	12%
Oppenheimer VAF - Bond Fund:				

Tax qualified.....	217,819	11.380189	2,478,821	(2)%
Non-tax qualified.....	599,030	11.380189	6,817,075	(2)%
Oppenheimer VAF - Global Securities Fund:				
Tax qualified.....	251,568	17.209394	4,329,333	13%
Non-tax qualified.....	371,731	17.209394	6,397,265	13%

</TABLE>

(Continued)

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<S>	<C>	<C>	<C>	<C>
Oppenheimer VAF - Growth Fund:				
Tax qualified.....	148,147	14.642463	2,169,237	15%
Non-tax qualified.....	183,474	14.642463	2,686,511	15%
Oppenheimer VAF - Multiple Strategies Fund:				
Tax qualified.....	84,147	14.551926	1,224,501	8%
Non-tax qualified.....	261,025	14.551926	3,798,416	8%
Strong Opportunity Fund II, Inc.:				
Tax qualified.....	133,117	18.609978	2,477,304	19%
Non-tax qualified.....	351,287	18.609978	6,537,443	19%
Strong VIF - Strong Discovery Fund II:				
Tax qualified.....	22,989	10.787785	248,000	(6)%
Non-tax qualified.....	70,981	10.787785	765,728	(6)%
Strong VIF - Strong International Stock Fund II:				
Tax qualified.....	21,274	9.243025	196,636	10%
Non-tax qualified.....	63,483	9.243025	586,775	10%
Van Eck WIT - Worldwide Bond Fund:				
Tax qualified.....	51,447	10.543436	542,428	(8)%
Non-tax qualified.....	105,490	10.543436	1,112,227	(8)%
Van Eck WIT - Worldwide Emerging Markets Fund:				
Tax qualified.....	102,614	8.256014	847,183	45%
Non-tax qualified.....	408,314	8.256014	3,371,046	45%
Van Eck WIT - Worldwide Hard Assets Fund:				
Tax qualified.....	35,055	7.840396	274,845	17%
Non-tax qualified.....	81,796	7.840396	641,313	17%
Van Kampen LIT- Morgan Stanley Real Estate Securities Portfolio:				
Tax qualified.....	95,004	15.304291	1,453,969	8%
Non-tax qualified.....	231,878	15.304291	3,548,728	8%
Warburg Pincus Trust - International Equity Portfolio:				
Tax qualified.....	161,661	11.093279	1,793,351	6%
Non-tax qualified.....	544,419	11.093279	6,039,392	6%
Warburg Pincus Trust - Post Venture Capital Portfolio:				
Tax qualified.....	19,957	13.336128	266,149	12%
Non-tax qualified.....	36,297	13.336128	484,061	12%
Warburg Pincus Trust - Small Company Growth Portfolio:				
Tax qualified.....	158,365	12.987268	2,056,729	6%
Non-tax qualified.....	460,584	12.987268	5,981,728	6%
Reserve for annuity contracts in payout phase:				
Tax qualified.....			66,693	

			\$ 552,287,135	
			=====	

</TABLE>

* The period return does not include contract charges satisfied by surrendering units.

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NATIONWIDE LIFE AND ANNUITY INSURANCE COMPANY
HOME OFFICE: ONE NATIONWIDE PLAZA o COLUMBUS, OHIO 43215-2220

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