

Pricing Supplement No. 0194 Dated May 28, 1998
(To Prospectus dated November 24, 1995 and
Prospectus Supplement dated January 8, 1998)

Rule424(b)(2)
File number: 33-63097

Subordinated Medium-Term Notes, Series G
Due Nine Months or More From Date of Issue
Fixed Rate Notes

Principal Amount:		\$	25,000,000.00
Issue Price:			100% (1)
Commission or Discount:	2.050%	\$	512,500.00
Proceeds to Company:	97.950%	\$	24,487,500.00

Agent: Smith Barney Inc., as Principal (1)

Original Issue Date: June 29, 1998
Stated Maturity Date: June 29, 2018

Cusip #: 63858S-BS-7

Form: Book entry only

Interest Rate: 6.750% per annum

Interest Payment Dates: 29th of June and December, commencing on
December 29, 1998

Discount Note? No
May the Notes be redeemed by the Company prior to maturity? Yes (See below)
The notes will be subject to redemption at the option of the Company, in whole,
on the Interest Payment Date occurring June 29, 2001 and on any Interest Payment
Date occurring thereafter at a redemption price equal to 100% of the principal
amount of the Notes, plus accrued interest thereon, if any, upon at least 30
calendar days prior notice, as described in the Prospectus Supplement.

May the notes be repaid (other than by way of redemption) prior
to maturity at the option of the holder? No

(1): Notes purchased by the Agent as principal may be resold to investors and
other purchasers at varying prices relating to prevailing market prices at
the time of resale as determined by Smith Barney Inc.