SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-K
ANNUAL REPORT PURSUANT TO SECTION 13 OF THE
SECURITIES EXCHANGE ACT OF 1934
(X) Annual Report Pursuant to Section 13 or 15(d) of the Securities
Exchange Act of 1934
For the Fiscal Year Ended December 31, 1993 -- Commission File Number 1-6523
NATIONSBANK CORPORATION
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

<TABLE>
<S> <C>

North Carolina	56-0906609
(STATE OF INCORPORATION)	(IRS EMPLOYER IDENTIFICATION NO.)
NationsBank Corporate Center	
Charlotte, North Carolina	28255
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)	(ZIP CODE)
704 / 386-5000	
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)	

</TABLE>

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

<TABLE>
<CAPTION>

TITLE OF EACH CLASS	NAME OF EACH EXCHANGE ON WHICH REGISTERED
<S>	<C>
Common Stock	New York Stock Exchange
	Pacific Stock Exchange
	Tokyo Stock Exchange
8 3/8% Sinking Fund Debentures, due 1999	New York Stock Exchange
7 3/4% Debentures, due 2002	American Stock Exchange
8 1/2% Notes, due 1996	New York Stock Exchange

</TABLE>

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days.

Yes X 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 the Form 10-K or in any amendment to this Form
10-K. ( )

Aggregate market value of shares of voting stock held by all persons, other than shares beneficially owned by persons who may be deemed to be affiliates (as defined by SEC Rule 405), is approximately $12,054,640,002 computed by reference to the closing price of Common Stock of $47.00 per share on March 15, 1994, on the Composite Tape, as reported in published financial sources, and a stated price of $42.50 for the ESOP Convertible Preferred Stock, Series C. Of the registrant's only class of Common Stock there were 270,904,656 shares outstanding as of December 31, 1993.

DOCUMENTS INCORPORATED BY REFERENCE

<TABLE>
<CAPTION>

DOCUMENT OF THE REGISTRANT	FORM 10-K REFERENCE LOCATIONS
<S>	<C>
1993 Annual Report to Shareholders	PARTS I, II and IV
1994 Proxy Statement	PART III

</TABLE>

PART I

ITEM 1. BUSINESS

GENERAL

The registrant is a bank holding company registered under the Bank Holding Company Act of 1956, as amended (the "Act"), with its principal assets being the stock of its subsidiaries. Through its banking subsidiaries (the "Banks") and its various non-banking subsidiaries, the registrant provides banking and banking-related services, primarily throughout the Southeast and Mid-Atlantic states and Texas. The principal executive offices of the registrant are located at NationsBank Corporate Center in Charlotte, North Carolina 28255.

ACQUISITIONS

On February 18, 1994, the registrant, through NationsBank of Florida, N.A. and NationsBank of Georgia, N.A., entered into an agreement with California Savings Bank, a Federal Savings Bank, to acquire for cash forty-three branches, including deposits, in Florida and one branch, including deposits, in Georgia at a purchase price of approximately $160 million. The registrant expects to complete the acquisition during the third quarter of 1994.

On February 28, 1994, the registrant acquired by merger Corpus Christi National Bank ("CCNB") of Corpus Christi, Texas, which had assets at the closing date of $687 million. The registrant acquired all the outstanding capital stock of CCNB by exchanging 2.5 shares of its Common Stock for each share of CCNB common stock outstanding, resulting in a total consideration of approximately $62 million. As a result, the registrant issued 2.6 million shares of Common Stock.

Effective October 1, 1993, MNC Financial Inc. ("MNC"), a bank holding company headquartered in Baltimore, Maryland, with total assets of $16.5 billion, was merged into the registrant pursuant to an Agreement and Plan of Consolidation, dated July 16, 1992, as amended, between the registrant and MNC. Based on 90.8 million shares of MNC common stock outstanding on the closing date, the purchase price for the common stock was approximately $1.39 billion. The registrant paid 50.1% of the purchase price with shares of its common stock (approximately 13.6 million shares), with cash paid in lieu of fractional shares, and 49.9% in cash (approximately $687 million).

On July 28, 1993, the registrant entered into an agreement with US WEST, Inc. and US WEST Financial Services, Inc., a corporate finance subsidiary of US WEST, Inc. ("USWFS"), to acquire from USWFS for cash, approximately $2.0 billion in net receivables as well as its ongoing business. Effective December 1, 1993, the registrant completed the asset acquisition and established Nations Financial Capital Corporation.

On July 2, 1993, the registrant, through NationsBank of North Carolina, N.A. completed its acquisition of substantially all the assets and certain of the liabilities of Chicago Research & Trading Group Ltd. ("CRT") and certain of its subsidiaries. Total assets at the date of purchase were approximately $12 billion and consisted primarily of trading account assets and securities purchased under agreements to resell. The options market-making and trading portion of CRT became known as NationsBanc-CRT, and the primary government securities dealer portion became a part of NationsBanc Capital Markets, Inc.

On June 7, 1993, the registrant's joint venture with Dean Witter, Discover & Co. to market and sell various investment products and services in selected banking centers commenced operations as NationsSecurities, a Dean Witter/NationsBank Company.

In the past, the registrant has successfully completed numerous bank and bank holding company acquisitions. As part of its operations, the registrant regularly evaluates the potential acquisition of, and holds discussions with, various financial institutions and other businesses of a type eligible for bank holding company investment. In addition, the registrant regularly analyzes the values of, and submits bids for, the acquisition of customer-based funds and other liabilities and assets of failed financial institutions. As a general rule, the registrant publicly announces such material acquisitions when a definitive agreement has been reached.

BANKING OPERATIONS

The registrant, through its various subsidiaries, provides a diversified range of financial services to its customers. These services include activities related to the banking business as provided through the following

customer groups. The General Bank Group's services include comprehensive service in the commercial and retail banking fields; the origination and servicing of home mortgage loans; the issuance and servicing of credit cards; certain insurance services and private banking services. The Trust Group's services include trust and investment management services and mutual fund products. The Institutional Bank Group's services include comprehensive service in the corporate and investment banking fields; trading in financial futures through contractual arrangements with members of the various commodities exchanges, options market making and trading; and arranging and structuring mergers, acquisitions, leveraged buyouts, private debt placements, international financings and venture capital. The Institutional Bank Group also provides international operations through branches, merchant banks or representative offices located in London, Frankfurt, Singapore, Mexico City, Grand Cayman and Nassau, including the traditional services of paying and receiving, international collections, bankers' acceptances, letters of credit and foreign exchange services, as well as specialized international services, such as tax-based leasing, export financing of certain capital goods and raw materials and capital market services, to its corporate customers. The Secured Lending Group's services include real estate lending; commercial finance and factoring; and leasing and financing a wide variety of commercial equipment. The registrant routinely analyzes its lines of business and from time to time may increase, decrease or terminate one or more of its activities as a result of such evaluation.

The following table indicates for each jurisdiction in which the registrant has banking operations its total banking assets, deposits and shareholder's equity and approximate number of banking offices, all as of December 31, 1993:

<TABLE>
<CAPTION>

	TOTAL	NUMBER OF

JURISDICTION	TOTAL ASSETS	TOTAL DEPOSITS	SHAREHOLDER'S EQUITY	BANKING OFFICES
<S>	<C>	<C>	<C>	<C>
	(DOLLARS IN MILLIONS)			
Texas	$36,896	$24,639	$ 2,313	273
North Carolina	24,403	10,895	1,504	231
Florida	21,510	15,189	1,283	359
Maryland	15,605	10,720	1,416	281
Georgia	15,271	8,833	1,029	201
Virginia	11,665	9,378	898	256
South Carolina	8,509	4,861	847	180
Tennessee	5,010	4,258	403	104
District of Columbia	4,111	2,487	586	40
Delaware (1)	3,929	--	304	1
Kentucky	208	163	27	4

</TABLE>

(1) This subsidiary is engaged primarily in the business of issuing and servicing credit cards.

In addition to the banking offices located in the above states, the various Banks have loan production offices located in New York City, Chicago, Los Angeles, Denver and Birmingham. The Banks also provide fully automated, 24-hour cash dispensing and depositing services throughout the states in which they are located. The Banks have automated teller machines (ATMs) which are linked to the PLUS, CIRRUS, VISA, MASTERCARD, and Armed Forces Financial Network (AFFN) ATM networks. ATMs in the Southeastern and Mid-Atlantic states are linked to HONOR (a regional network). ATMs in Texas are linked to the PULSE network (a regional network throughout the Southwest). ATMs in the Mid-Atlantic states also are linked to MOST (a regional network operating only in the Mid-Atlantic states).

NON-BANKING OPERATIONS

The registrant conducts its non-banking operations through several subsidiaries. NationsCredit Corporation and several other subsidiaries engage in consumer credit activities. Nations Financial Capital Corporation engages in corporate finance activities. NationsBanc Mortgage Corporation originates and services loans for the Banks as well as for other investors. NationsBanc Commercial Corporation and an additional subsidiary provide services related to the factoring of accounts receivable. NationsBanc Leasing Corporation and several additional subsidiaries engage in equipment and leveraged leasing activities. NationsSecurities, a Dean Witter/NationsBank Company, provides full service retail brokerage services. NationsBanc Discount Brokerage, Inc. conducts discount brokerage activities.

In addition, NationsBanc Capital Markets, Inc. ("NCMI"), NationsBank's institutional securities subsidiary, underwrites and deals in bank-eligible securities (generally U.S. government and government agency securities, certain municipal securities, primarily municipal general obligation securities, and certain certificates of deposit, bankers acceptances and money market instruments) and, to a limited extent, certain bank-ineligible securities, including corporate debt, as authorized by the Federal Reserve Board under Section 20 of the Glass-Steagall Act. Through NCMI's securities underwriting authority, NationsBank provides corporate and institutional customers a broad range of debt-related financial services.

GOVERNMENT SUPERVISION AND REGULATION

GENERAL

As a registered bank holding company, the registrant is subject to the supervision of, and to regular inspection by, the Federal Reserve Board. The registrant's banking subsidiaries are organized as national banking associations, which are subject to regulation, supervision and examination by the Office of the Comptroller of the Currency (the "Comptroller"). The various banking subsidiaries also are subject to regulation by the FDIC and other federal bank regulatory bodies. In addition to banking laws, regulations and regulatory agencies, the registrant and its subsidiaries and affiliates are subject to various other laws and regulations and supervison and examination by other regulatory agencies, all of which directly or indirectly affect the registrant's operations, manangement and ability to make distributions.

The following discussion summarizes certain aspects of those laws and regulations that affect the registrant. Proposals to change the laws and regulations governing the banking industry are frequently introduced in Congress, in the state legislatures and before the various bank regulatory agencies. For example, Federal interstate bank acquisitions and branching legislation currently is being considered by Congress which, if enacted, would permit nationwide interstate branching by the registrant. In addition, other states including Georgia, North Carolina and Virginia recently revised their banking statutes to facilitate interstate banking in other states that have similar statutes regarding interstate banking. Other states in which the registrant has banking operations are considering similar legislation. However, the likelihood and timing of any changes and the impact such changes might have on the registrant and its subsidiaries are difficult to determine.

Under the Act, the registrant's activities, and those of companies which it controls or in which it holds more than 5% of the voting stock, are limited to banking or managing or controlling banks or furnishing services to or performing services for its subsidiaries, or any other activity which the Federal Reserve Board determines to be so closely related to banking or managing or controlling banks as to be a proper incident thereto. In making such determinations, the Federal Reserve Board is required to consider whether the performance of such activities by a bank holding company or its subsidiaries can reasonably be expected to produce benefits to the public such as greater convenience, increased competition or gains in efficiency that outweigh possible adverse effects, such as undue concentration of resources, decreased or unfair competition, conflicts of interest or unsound banking practices.

Bank holding companies, such as the registrant, are required to obtain prior approval of the Federal Reserve Board to engage in any new activity or to acquire more than 5% of any class of voting stock of any company.

The Act also requires bank holding companies to obtain the prior approval of the Federal Reserve Board before acquiring more than 5% of any class of voting shares of any bank which is not already majority-owned. No application to acquire shares of a bank located outside of North Carolina, the state in which the operations of the applicant's banking subsidiaries were principally conducted on the date it became subject to the Act, may be approved by the Federal Reserve Board unless such acquisition is specifically authorized by the laws of the state in which the bank whose shares are to be acquired is located.

DISTRIBUTIONS

The registrant's funds for cash distributions to its shareholders are derived from a variety of sources, including cash and temporary investments. The primary source of such funds, however, is dividends received from its banking subsidiaries. Without prior regulatory approval the Banks can initiate dividend payments in 1993 of up to $1.4 billion plus an additional amount equal to their net profits for 1994, as defined by statute, up to the date of any such dividend declaration. The amount of dividends that each subsidiary national bank

may declare in a calendar year without approval of the Comptroller is the bank's net profits for that year combined with its net retained profits, as defined, for the preceding two years.

In addition to the foregoing, the ability of the registrant and the Banks to pay dividends may be affected by the various minimum capital requirements and the capital and non-capital standards to be established under the Federal Deposit Insurance Corporation Improvement Act of 1991 ("FDICIA") as described below. Furthermore, the Comptroller may prohibit the payment of a dividend by a national bank if it determines that such payment would constitute an unsafe or unsound practice. The right of the registrant, its shareholders and its creditors to participate in any distribution of the assets or earnings of its subsidiaries is further subject to the prior claims of creditors of the respective subsidiaries.

DEPOSIT INSURANCE

The deposits of each of the Banks are insured up to applicable limits by the FDIC. Accordingly, the Banks are subject to deposit insurance assessments to maintain the Bank Insurance Fund (the "BIF") of the FDIC. As mandated by FDICIA, the FDIC has adopted regulations effective January 1, 1993, for the transition from a flat-rate insurance assessment system to a risk-based system by January 1, 1994. Pursuant to these regulations, a financial institution's deposit insurance assessment will be within a range of 0.23 percent to 0.31 percent of its qualifying deposits, depending on the institution's risk classification. The assessment for the registrant's banks is estimated to average 25.2 cents per $100 of eligible deposits in 1994.

SOURCE OF STRENGTH

According to Federal Reserve Board policy, bank holding companies are expected to act as a source of financial strength to each subsidiary bank and to commit resources to support each such subsidiary. This support may be required at times when a bank holding company may not be able to provide such support. In the event of a loss suffered or anticipated by the FDIC -- either as a result of default of a banking subsidiary of the registrant or related to FDIC assistance provided to a subsidiary in danger of default -- the other banking subsidiaries of the registrant may be assessed for the FDIC's loss, subject to certain exceptions.

CAPITAL AND OPERATIONAL GUIDELINES

The narrative comments under the caption "Capital" (page 48) set forth in the accompanying 1993 Annual Report to Shareholders of the registrant are hereby incorporated by reference. The Federal Reserve Board risk-based guidelines define a two-tier capital framework. Tier 1 capital consists of common and qualifying preferred shareholders' equity, less certain intangibles and other adjustments. Tier 2 capital consists of subordinated and other qualifying debt, and the allowance for credit losses up to 1.25 percent of risk-weighted assets. The sum of Tier 1 and Tier 2 capital less investments in unconsolidated subsidiaries represents qualifying total capital, at least 50 percent of which must consist of Tier 1 capital. Risk-based capital ratios are calculated by dividing Tier 1 and total capital by risk-weighted assets. Assets and off-balance sheet exposures are assigned to one of four categories of risk-weights, based primarily on relative credit risk. The minimum Tier 1 capital ratio is 4 percent and the minimum total capital ratio is 8 percent. The registrant's Tier 1 and total risk-based capital ratios under these guidelines at December 31, 1993 were 7.41 percent and 11.73 percent, respectively.

The leverage ratio is determined by dividing Tier 1 capital by adjusted total assets. Although the stated minimum ratio is 3 percent, most banking organizations are required to maintain ratios of at least 100 to 200 basis points above 3 percent. The registrant's leverage ratio at December 31, 1993 was 6.00 percent.

FDICIA identifies the five capital categories for insured depository institutions (well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized and critically undercapitalized) and requires the respective Federal regulatory agencies to implement systems for "prompt corrective action" for insured depository institutions that do not meet minimum capital requirements within such categories. FDICIA imposes progressively more restrictive constraints on operations, management and capital distributions, depending on the category in which an institution is classified. Failure to meet the capital guidelines could also subject a banking institution to capital raising requirements. An "undercapitalized" bank must develop a capital restoration plan and its parent holding company must guarantee that bank's compliance with the plan. The liability of the parent holding company under any such guarantee is limited to the lesser of 5 percent of the bank's assets at the time it became "undercapitalized" or the amount needed to comply with the

plan. Furthermore, in the event of the bankruptcy of the parent holding company, such guarantee would take priority over the parent's general unsecured creditors. In addition, FDICIA required the various regulatory agencies to prescribe certain non-capital standards for safety and soundness relating generally to operations and management, asset quality and executive compensation and permits regulatory action against a financial institution that does not meet such standards.

The various regulatory agencies have adopted substantially similar regulations that define the five capital categories identified by FDICIA, using the total risk-based capital, Tier 1 risk-based capital and leverage capital ratios as the relevant capital measures. Such regulations establish various degrees of corrective action to be taken when an institution is considered undercapitalized. Under the regulations, a "well capitalized" institution must have a Tier 1 capital ratio of at least 6 percent, a total capital ratio of at least 10 percent and a leverage ratio of at least 5 percent and not be subject to a capital directive order. An "adequately capitalized" institution must have a Tier 1 capital ratio of at least 4 percent, a total capital ratio of at least 8 percent and a leverage ratio of at least 4 percent, or 3 percent in some cases. Under these guidelines, each of the Banks is adequately or well capitalized.

ADDITIONAL INFORMATION

The following information set forth in the accompanying 1993 Annual Report to Shareholders of the registrant is hereby incorporated by reference:

Table 3 (pages 28 and 29) for average balance sheet amounts, related taxable equivalent interest earned or paid, and related average yields earned and rates paid.

Tables 3 (pages 28 and 29) and 5 (page 31) and the narrative comments under the caption "Net Interest Income" (pages 30 and 32) for changes in taxable equivalent interest income and expense for each major category of interest-earning asset and interest-bearing liability.

Tables 9 and 10 (pages 36 and 37, respectively) and the narrative comments under the caption "Securities" (pages 36 through 38) for information on the book values, maturities and weighted average yields of the securities (by category) of the registrant; and Note 5 (pages 66 and 67) of the Notes to Consolidated Financial Statements.

Tables 19 (page 45), 21 (page 47) and 22 (page 48) for distribution of loans and leases, interest-rate risk and selected loan maturity data.

Table 16 (page 43), the narrative comments under the caption "Nonperforming Assets" (pages 41 and 43), and Note 1 (pages 62 to 63) of the Notes to Consolidated Financial Statements for information on the nonperforming assets of the registrant. The narrative comments under the captions "Concentrations of Credit Risk" (pages 43 to 45) and "Loans and Leases" (page 38) for a discussion of the characteristics of the loan portfolio.

Tables 14 (page 41) and 15 (page 42), the narrative comments under the caption "Provision for Credit Losses" (pages 32 and 33), "Allowance for Credit Losses" (pages 40 and 41) and Note 1 (page 62) of the Notes to Consolidated Financial Statements for information on the credit loss experience of the registrant.

Tables 11 and 12 (pages 38 and 39, respectively) and the narrative comments under the caption "Sources of Funds" (pages 38 to 39) and Note 8 (page 68) of the Notes to Consolidated Financial Statements for deposit information.

"Six-Year Consolidated Statistical Summary" (page 79) for return on assets, return on equity and dividend payout ratio for 1988 through 1993, inclusive.

Table 13 (page 40) and Note 9 (pages 69 and 70) of the Notes to Consolidated Financial Statements for information on the short-term borrowings of the registrant.

All tables, graphs, charts, summaries and narrative on pages 1, 25 through 55, and 78 through 79 for additional data on the consolidated operations of NationsBank Corporation and its majority-owned subsidiaries.

COMPETITION

The activities in which the registrant, its non-banking subsidiaries and the Banks engage are highly competitive. Generally, the lines of activity and markets served involve competition with other banks and non-bank financial institutions, as well as other entities which offer financial services, located both within and without the United States. The methods of competition center around various factors, such as customer services, interest rates on loans and deposits, lending limits and location of offices.

The commercial banking business in the various local markets served by the various non-banking subsidiaries and the various Banks is highly competitive, and the non-banking subsidiaries and the Banks compete with other commercial banks, savings and loan associations and other businesses which provide similar services. The non-banking subsidiaries and the Banks actively compete in commercial lending activities with local, regional and international banks and non-bank financial organizations, some of which are larger than certain of the non-banking subsidiaries and the Banks. In its consumer lending operations, the non-banking subsidiaries and the Banks' competitors include other banks, savings and loan associations, credit unions, regulated small loan companies and other non-bank organizations offering financial services. In the trust business, the Banks compete with other banks, investment counselors and insurance companies in national markets for institutional funds and corporate pension and profit sharing accounts. The Banks also compete with other banks, insurance agents, financial counselors and other fiduciaries for personal trust business. The non-banking subsidiaries and the Banks also actively compete for funds. A primary source of funds for the Banks is deposits, and competition for deposits includes other deposit taking organizations, such as commercial banks, savings and loan associations and credit unions, and so-called "money market" mutual funds. The non-banking subsidiaries and the Banks also actively compete for funds in the open market.

The registrant's ability to expand into additional states remains subject to various federal and state laws. See "Government Supervision and Regulation -- General" for a more detailed discussion of interstate branching legislation and certain state legislation.

EMPLOYEES

At December 31, 1993, the registrant and its subsidiaries had 57,463 full time equivalent employees. Of the foregoing employees, 1,341 were employed by the registrant holding company, 5,832 were employed by the North Carolina subsidiary bank, 7,094 were employed by the Texas subsidiary bank, 5,080 were employed by the Florida subsidiary bank, 2,417 were employed by the South Carolina subsidiary bank, 5,897 were employed by the Virginia subsidiary bank, 3,712 were employed by the Georgia subsidiary bank, 1,595 were employed by the Tennessee subsidiary bank, 5,989 were employed by the Maryland subsidiary banks, 10,268 were employed by NationsBanc Services, Inc. (a subsidiary providing operational support services to the registrant and its subsidiaries) and the remainder were employed by the registrant's other banking and operating subsidiaries.

ITEM 2. PROPERTIES

Construction was completed in 1992 on the 60-story NationsBank Corporate Center in Charlotte, North Carolina owned by the registrant through subsidiaries who are partners in NationsBanc Corporate Center Associates. NationsBank occupies approximately 475,000 square feet at market rates under a lease which expires in 2002, and approximately 630,000 square feet of office space is available for lease to third parties at market rates. At year end, approximately 95 percent was occupied by the registrant or subject to existing third party leases or letters of intention to lease.

The principal offices of NationsBank of North Carolina, N.A. ("NationsBank North Carolina") are located in leased space in the 40-story NationsBank Tower located at NationsBank Plaza, Charlotte, North Carolina. NationsBank North Carolina is the major tenant of the building with approximately 588,000 square feet of the net rentable space, of which approximately 456,000 square feet of space is under a lease which expires in 2009 and the remaining space is under leases of shorter duration.

The principal offices of NationsBank of Texas, N.A. ("NationsBank Texas") are located in approximately 667,000 square feet of leased space in the 72-story NationsBank Plaza in Dallas. NationsBank Texas is the major tenant of the building under a lease which expires in 2001 with renewal options through 2011.

The principal offices of NationsBank of Florida, N.A. ("NationsBank Florida") are located in approximately 304,000 square feet of leased space in the NationsBank Plaza in downtown Tampa, Florida. The lease is on a staggered schedule such that the upper floors expire in 1996 while the lower floors and branch bank expire in 2000. NationsBank Florida has four five-year renewal options on this space.

The principal offices of NationsBank of Virginia, N.A. ("NationsBank Virginia") are located in approximately 470,000 square feet of space in NationsBank Center in Richmond, Virginia, a facility that is owned by NationsBank Virginia.

The principal offices of NationsBank of Georgia, N.A. ("NationsBank Georgia") are located in leased space in the new 55-story NationsBank Plaza in Atlanta, Georgia which was completed in 1992. The registrant, through a subsidiary, is a partner in CSC Associates, L.P., a partnership that was formed with Cousins Properties Incorporated for the development and ownership of the office tower. NationsBank Georgia is the major tenant of the building with approximately 566,000 square feet of the net rentable space, under a lease that expires in 2012. NationsBank Georgia has three ten-year renewal options on this space. Of the approximately 668,000 remaining square feet, 417,000 square feet has been leased to third parties with 251,000 remaining square feet available for lease to third parties at market rates.

The principal offices of NationsBank of South Carolina, N.A. ("NationsBank South Carolina") are located in approximately 90,921 square feet of leased space in the NationsBank Tower in Columbia, South Carolina, under a lease which expires in 1995. NationsBank South Carolina, through subsidiaries, owns partnership interests in the tower and the underlying land. In addition, NationsBank South Carolina maintains offices in approximately 81,666 square feet of leased space in NationsBank Plaza in Columbia under a lease that expires in 1999. NationsBank South Carolina has four five-year renewal options.

The principal offices of NationsBank of Maryland, N.A. ("NationsBank Maryland") are located in approximately 142,000 square feet of leased space in the Rockledge Executive Center in Bethesda, Maryland under a lease that expires in 2002. NationsBank Maryland has two five-year renewal options on this space. The principal offices of Maryland National Bank are located in approximately 232,000 square feet of space in Baltimore, Maryland in a facility that is owned by Maryland National Bank.

The principal offices of NationsBank of Tennessee, N.A. ("NationsBank Tennessee") are located in approximately 191,000 square feet of leased space in One Sovran Plaza in Nashville, Tennessee under a lease that expires in 2012. NationsBank Tennessee has two ten-year and one five-year renewal options on this space.

The principal offices of NationsCredit are located in approximately 136,000 square feet of space in Allentown, Pennsylvania in a facility that is owned by NationsCredit. In addition, NationsCredit has approximately 287 leased premises around the country.

The principal offices of Nations Financial Capital Corporation are located in approximately 42,880 square feet of leased space in Canterbury Green in Stamford, Connecticut, under a lease which expires in 1997. Nations Financial Capital Corporation, through subsidiaries or branch offices, leases space in the following states: Alabama, Arizona, Florida, Georgia, Illinois, Louisiana, Maryland, Mississippi, Nevada, Ohio, Oregon, Pennsylvania, Tennessee, Texas and Washington.

As of December 31, 1993, the registrant and its subsidiaries conducted their banking and bank-related activities in both leased and owned facilities throughout the jurisdictions in which the Banks are located, as follows:

<TABLE>
<CAPTION>

<S>	APPROXIMATE LEASED FACILITIES <C>	APPROXIMATE OWNED FACILITIES <C>
North Carolina	216	50
Texas	158	150
Florida	189	227
Virginia	84	147
Georgia	56	170
South Carolina	109	129
Tennessee	53	71
Metro D.C.	452	114
Delaware	1	0
Kentucky	4	4
Other States	11	99

</TABLE>

ITEM 3. LEGAL PROCEEDINGS

The registrant and its subsidiaries are defendants in or parties to a number of pending and threatened legal actions and proceedings. Management believes, based upon the opinion of counsel, that the actions and liability and loss, if any, resulting from the final outcome of these proceedings, will not be material in the aggregate.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

There were no matters submitted to security holders in the fourth quarter of the registrant's fiscal year.

PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON STOCK AND RELATED SECURITY HOLDER MATTERS

The principal market on which the registrant's Common Stock (the "Common Stock") is traded is the New York Stock Exchange. The registrant also listed certain of its shares of Common Stock for trading on the Pacific Stock Exchange and on the Tokyo Stock Exchange. The high and low sales prices of Common Stock on the Composite Tape, as reported in published financial sources, for each quarterly period indicated below are as follows:

	QUARTER	HIGH	LOW
1992	first	48 1/8	39 5/8
	second	49 7/8	43 1/8
	third	50	42 3/8
	fourth	53 3/8	41 5/8
1993	first	58	49 1/2
	second	57 7/8	45
	third	53 5/8	48 1/4
	fourth	53 1/4	44 1/2

As of December 31, 1993, there were 108,435 record holders of Common Stock. During 1992 and 1993, the registrant paid dividends on a quarterly basis, which aggregated $1.51 per share in 1992 and $1.64 per share in 1993.

The tenth paragraph of Note 9 (page 70) and Note 12 (page 71) of the Notes to Consolidated Financial Statements in the registrant's accompanying 1993 Annual Report to Shareholders are hereby incorporated by reference. See also "Government Supervision and Regulation -- Distributions."

ITEM 6. SELECTED FINANCIAL DATA

The information set forth in Table 1 (page 25) in the registrant's accompanying 1993 Annual Report to Shareholders is hereby incorporated by reference.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

All of the information set forth under the captions "Management's Discussion and Analysis -- 1993 Compared to 1992" (pages 25 through 50), "Management's Discussion and Analysis -- 1992 Compared to 1991" (pages 50, 51, 54 and 55), "Report of Management" (page 56) and all tables, graphs and charts presented under the foregoing captions, in the 1993 Annual Report to Shareholders of the registrant is hereby incorporated by reference.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The following information set forth in the accompanying 1993 Annual Report to Shareholders of the registrant is hereby incorporated by reference:

The Consolidated Financial Statements of NationsBank Corporation and Subsidiaries together with the report thereon of Price Waterhouse dated January 14, 1994 (pages 57 through 61); all Notes to Consolidated Financial Statements (pages 62 through 77); the unaudited information presented in Table 24 (page 51); and the narrative comments under the caption "Fourth Quarter Review" (page 50).

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

There were no changes in or disagreements with accountants on accounting and financial disclosure as defined by Item 304 of Regulation S-K.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

Information set forth under the caption "Election of Directors" on pages 3 through 12 of the definitive 1994 Proxy Statement of the registrant furnished to shareholders in connection with its Annual Meeting to be held on April 27, 1994 (the "1994 Proxy Statement") with respect to the name of each nominee or director, that person's age, that person's positions and offices with the registrant, that person's business experience, that person's directorships in other public companies, that person's service on the registrant's Board and certain of that person's family relationships and information set forth in the first paragraph on page 15 of the 1994 Proxy Statement with respect to Section 16 matters is hereby incorporated by reference.

CERTAIN ADDITIONAL INFORMATION CONCERNING EXECUTIVE OFFICERS OF THE REGISTRANT

Pursuant to Instructions to Form 10-K and Item 401(b) of Regulation S-K, the name, age and position of each person who presently may be deemed to be an executive officer of the registrant are listed below along with such person's business experience during the past five years. Officers are appointed annually by the Board of Directors at the meeting of directors immediately following the annual meeting of shareholders. There are no arrangements or understandings between any officer and any other person pursuant to which the officer was selected.

Fredric J. Figge, II, age 57, Chairman, Corporate Risk Policy of the registrant. Mr. Figge was named Chairman, Corporate Risk Policy in October, 1993 and prior to that time served as Chairman, Credit Policy of the registrant and of the Banks. He first became an officer of the registrant in September, 1987. He also serves as Chairman, Corporate Risk Policy of the Banks and as director of various subsidiaries of the registrant.

James H. Hance, Jr., age 49, Vice Chairman and Chief Financial Officer of the registrant. Mr. Hance was named Chief Financial Officer in August, 1988, also served as Executive Vice President from March, 1987 to December 31, 1991 and was named Vice Chairman in October, 1993. He first became an officer of the registrant in 1987. He also serves as a director of Maryland National Bank, NationsBank of D.C., N.A., NationsBank Maryland, NationsBank Tennessee and various other subsidiaries of the registrant.

Kenneth D. Lewis, age 46, President of the registrant. Mr. Lewis was named to his present position in October, 1993. Prior to that time, from June, 1990 to October, 1993 he served as President of the registrant's General Bank and from August, 1988 to June, 1990, he served as President of NationsBank Texas. He first became an officer in 1971. Mr. Lewis also serves as a director of NationsBank Florida, NationsBank Georgia, NationsBank South Carolina and NationsBank Texas.

Hugh L. McColl, Jr., age 58, Chairman of the Board and Chief Executive Officer of the registrant. He first became an officer in 1962. Mr. McColl was Chairman of the registrant from September, 1983 until effectiveness of the merger of C&S/Sovran on December 31, 1991, and was re-appointed Chairman on December 31, 1992. He also serves as a director of the registrant and as Chief Executive Officer of the Banks.

Marc D. Oken, age 47, Executive Vice President and Principal Accounting Officer of the registrant. Mr. Oken was named to his present position in July, 1989, and from 1983 to 1989 served as an Audit Partner with Price Waterhouse. He first became an officer in 1989.

James W. Thompson, age 54, Vice Chairman of the registrant and Chairman of NationsBank East. Mr. Thompson was named Vice Chairman in October, 1993, and as Chairman of NationsBank East upon effectiveness of the merger of C&S/Sovran on December 31, 1991. He first became an officer of NationsBank North Carolina in May, 1963. He also serves as chairman of the board of directors of Maryland National Bank, NationsBank North Carolina, NationsBank of D.C., N.A., NationsBank Maryland, NationsBank South Carolina and NationsBank Virginia.

ITEM 11. EXECUTIVE COMPENSATION

Information with respect to current remuneration of executive officers, certain proposed remuneration to them, their options and certain indebtedness and other transactions set forth in the 1994 Proxy Statement (i) under the caption "Board of Directors' Compensation" on page 17 thereof, (ii) under the caption "Executive Compensation" on pages 18 and 19 thereof, (iii) under the caption "Retirement Plans" on pages 19 and 20 thereof, (iv) under the caption "Deferred Compensation Plan" on pages 20 and 21 thereof, (v) under the caption "Benefit Security Trust" on page 21 thereof, (vi) under the caption "Stock Options" on page 22 thereof, and (vii) under the caption "Certain Transactions" on pages 31 through the first paragraph on page 34 thereof, is, to the extent such information is required by Item 402 of Regulation S-K, hereby incorporated by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The security ownership information required by Item 403 of Regulation S-K and relating to persons who beneficially own more than 5% of the outstanding shares of Common Stock or ESOP Preferred Stock is hereby incorporated by reference to the second full paragraph on page 3 of the 1994 Proxy Statement. Such required ownership information relating to directors, nominees and named executive officers individually and directors and executive officers as a group is hereby incorporated by reference to the Equity Securities ownership information set forth on pages 13 through 15 of the 1994 Proxy Statement.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Information with respect to relationships and related transactions between the registrant and any director, nominee for director, executive officer, security holder owning 5% or more of the registrant's voting securities or any member of the immediate family of any of the above, as set forth in the 1994 Proxy Statement under the caption "Compensation Committee Interlocks and Insider Participation" beginning with the second full paragraph on page 29 through page 30 and under the caption "Certain Transactions" on pages 31 through the first paragraph on 34 thereof, is, to the extent such information is required by Item 404 of Regulation S-K, hereby incorporated by reference.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

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

<TABLE>
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		PAGE IN ANNUAL REPORT*
<S>	<C>	<C>
(1)	Financial Statements:	
	Report of Independent Accountants..	57
	Consolidated Statement of Income for the three years ended December 31, 1993...	58
	Consolidated Balance Sheet at December 31, 1993 and 1992................................	59
	Consolidated Statement of Cash Flows for the three years ended December 31, 1993...	60
	Consolidated Statement of Changes in Shareholders' Equity for the three years ended December 31, 1993...	61

Notes to Consolidated Financial Statements... 62-77
* Incorporated by reference from the indicated pages of the 1993 Annual Report to Shareholders.

(2) All other schedules are omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.

</TABLE>

b. The following reports on Form 8-K have been filed by the registrant during the quarter ended December 31, 1993:
Current Report on Form 8-K dated and filed October 8, 1993, Items 2 and 7.
Current Report on Form 8-K dated and filed October 18, 1993, Items 5 and 7.
Current Report on Form 8-K dated and filed October 29, 1993, Items 5 and 7.
Form 8-K/A Amendment No. 1 to Form 8-K dated and filed November 10, 1993, Item 7.

c. The exhibits filed as part of this report and exhibits incorporated herein by reference to other documents are listed in the Index to Exhibits to this Annual Report on Form 10-K (pages E-1 through E-7, including executive compensation plans and arrangements which are identified separately by asterisk).

With the exception of the information herein expressly incorporated by reference, the 1993 Annual Report to Shareholders and the 1994 Proxy Statement of the registrant are not to be deemed filed as part of this Annual Report on Form 10-K.

SIGNATURE

Pursuant to the requirements of Section 13 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.

NATIONSBANK CORPORATION

Date: March 30, 1994

By: /s/ JAMES H. HANCE, JR.
JAMES H. HANCE, JR.

VICE CHAIRMAN AND
CHIEF FINANCIAL OFFICER
(PRINCIPAL FINANCIAL OFFICER)

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

<TABLE>
<CAPTION>

SIGNATURE	TITLE	DATE
<C>	<C>	<C>
/s/ HUGH L. MCCOLL, JR. (HUGH L. MCCOLL, JR.)	Chairman of the Board and Chief Executive Officer	March 30, 1994
/s/ MARC D. OKEN (MARC D. OKEN)	Executive Vice President (Principal Accounting Officer)	March 30, 1994
/s/ RONALD W. ALLEN (RONALD W. ALLEN)	Director	March 30, 1994
/s/ WILLIAM M. BARNHARDT (WILLIAM M. BARNHARDT)	Director	March 30, 1994
/s/ THOMAS M. BELK (THOMAS M. BELK)	Director	March 30, 1994
/s/ THOMAS E. CAPPS (THOMAS E. CAPPS)	Director	March 30, 1994
/s/ R. EUGENE CARTLEDGE (R. EUGENE CARTLEDGE)	Director	March 30, 1994
/s/ CHARLES W. COKER (CHARLES W. COKER)	Director	March 30, 1994
/s/ THOMAS G. COUSINS (THOMAS G. COUSINS)	Director	March 30, 1994
/s/ ALAN T. DICKSON (ALAN T. DICKSON)	Director	March 30, 1994
/s/ W. FRANK DOWD, JR. (W. FRANK DOWD, JR.)	Director	March 30, 1994
/s/ A. L. ELLIS (A. L. ELLIS)	Director	March 30, 1994

</TABLE>

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SIGNATURE	TITLE	DATE
<C>	<C>	<C>
/s/ PAUL FULTON (PAUL FULTON)	Director	March 30, 1994
/s/ L. L. GELLERSTEDT, JR. (L. L. GELLERSTEDT, JR.)	Director	March 30, 1994

/s/ TIMOTHY L. GUZZLE (TIMOTHY L. GUZZLE)	Director	March 30, 1994
/s/ E. BRONSON INGRAM (E. BRONSON INGRAM)	Director	March 30, 1994
/s/ W. W. JOHNSON (W. W. JOHNSON)	Director	March 30, 1994
/s/ ROBERT E. MCNAIR (ROBERT E. MCNAIR)	Director	March 30, 1994
/s/ BUCK MICKEL (BUCK MICKEL)	Director	March 30, 1994
/s/ JOHN J. MURPHY (JOHN J. MURPHY)	Director	March 30, 1994
/s/ JOHN C. SLANE (JOHN C. SLANE)	Director	March 30, 1994
/s/ JOHN W. SNOW (JOHN W. SNOW)	Director	March 30, 1994
/s/ MEREDITH R. SPANGLER (MEREDITH R. SPANGLER)	Director	March 30, 1994
/s/ ROBERT H. SPILMAN (ROBERT H. SPILMAN)	Director	March 30, 1994
/s/ WILLIAM W. SPRAGUE, JR. (WILLIAM W. SPRAGUE, JR.)	Director	March 30, 1994
/s/ RONALD TOWNSEND (RONALD TOWNSEND)	Director	March 30, 1994
/s/ MICHAEL WEINTRAUB (MICHAEL WEINTRAUB)	Director	March 30, 1994

By: /S/ CHARLES M. BERGER
CHARLES M. BERGER, ATTORNEY-IN-FACT
</TABLE>

INDEX TO EXHIBITS

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EXHIBIT NO.		DESCRIPTION	SEQUENTIAL PAGE NO.
<C>	<S>	<C>	<C>
1.	Not Applicable.		
2.	Not Applicable.		
3.	(a)	Amended and Restated Articles of Incorporation of registrant, as in effect on the date hereof, incorporated by reference to Exhibit 3 (i) of registrant's Report on Form 8-K dated August 2, 1993.	
	(b)	Amended and Restated Bylaws of registrant, as in effect on the date hereof, incorporated by reference to Exhibit 3(b) of registrant's Annual Report on Form 10-K dated March 25, 1992.	
4.	(a)	Specimen certificate of registrant's Common Stock, incorporated by reference to Exhibit 4.1 of registrant's Registration No. 33-45542.	
	(b)	Specimen certificate of registrant's ESOP Convertible Preferred Stock, Series C incorporated by reference to Exhibit 4(c) of registrant's Annual Report on Form 10-K dated March 25, 1992.	
	(c)	Indenture dated as of March 1, 1974 between registrant and Manufacturers Hanover Trust Company, including the form of the Debenture, pursuant to which registrant issued its 8 3/8% Sinking Fund Debentures, due 1999, incorporated by reference to Exhibit 2 of registrant's Registration No. 2-50151.	
	(d)	Indenture dated as of August 1, 1982 between registrant and Morgan Guaranty Trust Company of New York, pursuant to which registrant issued its 7 3/4% Debentures, due 2002, incorporated by reference to Exhibit 4.2 of registrant's Registration No. 2-78530.	

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EXHIBIT NO.		DESCRIPTION	SEQUENTIAL PAGE NO.
<C>	<S>	<C>	<C>
	(e)	Indenture dated as of October 1, 1986 between registrant and Security Pacific National Trust Company (New York), pursuant to which registrant issued its 8 1/2% Notes, due 1996, incorporated by reference to Exhibit 4.1 of registrant's Registration No. 33-7221.	
	(f)	Indenture dated as of March 30, 1989 between registrant and The Bank of New York, including the form of Notes, pursuant to which registrant issued its 10 1/2% Subordinated Notes, due 1999, incorporated by reference to Exhibit 4.2 of registrant's Registration No. 33-27918.	
	(g)	Indenture dated as of September 1, 1989 between registrant and The Bank of New York, pursuant to which registrant issued its 9 3/8% Subordinated Notes, due 2009; its 10.20% Subordinated Notes, due 2015, its 9 1/8% Subordinated Notes, due 2001; and its 8 1/8% Subordinated Notes, due 2002, incorporated by reference to Exhibit 4.1 of registrant's Registration No. 33-30717.	
	(h)	Indenture dated as of January 1, 1992 between registrant and BankAmerica Trust Company of New York, pursuant to which registrant issued its 6 5/8% Senior Notes, due 1998; and its 5 3/8% Senior Notes, due 1995, incorporated by reference to Exhibit 4.1 of registrant's Registration No. 33-54784.	

	(i)	Indenture dated as of November 1, 1992 between registrant and The Bank of New York, pursuant to which registrant issued its 6 7/8% Subordinated Notes, due 2005, incorporated by reference to Exhibit 4.1 of registrant's Amendment to Application or Report on Form 8 dated March 1, 1993.
	(j)	First Supplemental Indenture dated as of July 1, 1993 to the Indenture dated as of January 1, 1992 between registrant and BankAmerica National Trust company (formerly BankAmerica Trust Company of New York), pursuant to which registrant issued its Senior Medium-Term Notes, Series A and B; its 4 3/4% Senior Notes, due 1996; its 5 1/8% Senior Notes, due 1998; and its 5 3/8% Senior Notes, due 2000, incorporated by reference to Exhibit 4.1 of registrant's Report on Form 8-K dated July 6, 1993.
	(k)	First Supplemental Indenture dated as of July 1, 1993 to the Indenture dated as of November 1, 1992 between registrant and The Bank of New York, pursuant to which registrant issued its Subordinated Medium-Term Notes, Series A and B; and its 6 1/2% Subordinated Notes, due 2003, incorporated by reference to Exhibit 4.4 of registrant's Report on Form 8-K dated July 6, 1993.
	(l)	The registrant has other long-term debt agreements, but these are not material in amount. Copies of these agreements will be furnished to the Commission on request.
5.	Not Applicable.	
6.	Not Applicable.	
7.	Not Applicable.	
8.	Not Applicable.	
9.	None.	
10.	(a)	Partnership Agreement between NationsBanc Charlotte Center, Inc. and Charter Properties, Inc. dated July 17, 1987, incorporated by reference to registrant's Annual Report on Form 10-K dated March 27, 1991; Amendment thereto dated as of July 1, 1988, and Amendment thereto dated as of February 20, 1992 incorporated by reference to Exhibit 10(f) of registrant's Annual Report on Form 10-K dated March 25, 1992; and Release and Settlement Agreement between the parties thereto dated as of July 30, 1992 incorporated by reference to Exhibit 10(a) of registrant's Annual Report on Form 10-K dated March 24, 1993.

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EXHIBIT NO.		DESCRIPTION	SEQUENTIAL PAGE NO.
<C>	<S>	<C>	<C>
	(b)	Limited Partnership Agreement of CSC Associates, L. P., between The Citizens and Southern Corporation and Cousins Properties Incorporated dated as of September 29, 1989, including Transfer of Partnership Interest between The Citizens and Southern Corporation and C&S Premises, Inc.; and First Amendment thereto incorporated by reference to Exhibit 10(ss) of registrant's Annual Report on Form 10-K dated March 25, 1992.	
	(c)	Employment Agreement between registrant and A. L. Ellis incorporated by reference to Exhibit 2 of registrant's Registration No. 2-88129.	*
	(d)	The NationsBank Retirement Savings Plan, as effective January 1, 1993.	*
	(e)	Investment Trust Agreement Under The NationsBank Retirement Savings Plan, as effective January 1, 1993.	*
	(f)	ESOP Trust Agreement Under The NationsBank Retirement Savings Plan, as effective January 1, 1993.	*
	(g)	Ancillary Trust Agreement for the Investment Trust of The NationsBank Retirement Savings Plan, as effective January 1, 1993.	*
	(h)	Independent Agency Agreement for the Investment Trust of The NationsBank Retirement Savings Plan, as effective January 1, 1993.	*
	(i)	Description of the 1993 NationsBank Corporation Annual Incentive Plan for Executive Officers.	*
	(j)	NationsBank Corporation and Designated Subsidiaries Directors' Retirement Plan incorporated by reference to Exhibit 10(f) of registrant's Annual Report on Form 10-K dated March 27, 1991.	*
	(k)	NationsBank Corporation and Designated Subsidiaries Supplemental Executive Retirement Plan incorporated by reference to Exhibit 10(g) of registrant's Annual Report on Form 10-K dated March 22, 1989; Amendment thereto dated as of June 28, 1989 incorporated by reference to Exhibit 10(g) of registrant's Annual Report on Form 10-K dated March 28, 1990; Amendment thereto dated as of June 27, 1990 incorporated by reference to Exhibit 10(g) of registrant's Annual Report on Form 10-K dated March 27, 1991; Amendment thereto dated as of July 21, 1991 incorporated by reference to Exhibit 10(bb) of registrant's Annual Report on Form 10-K dated March 25, 1992; Amendment thereto dated as of December 3, 1992 and Amendment thereto dated as of December 15, 1992 both of which are incorporated by reference to Exhibit 10(l) of registrant's Annual Report on Form 10-K dated March 24, 1993.	*
	(l)	NationsBank Corporation and Designated Subsidiaries Deferred Compensation Plan for Key Employees incorporated by reference to Exhibit 10(h) of registrant's Annual Report on Form 10-K dated March 22, 1989; Amendment thereto dated as of June 28, 1989 incorporated by reference to Exhibit 10(h) of registrant's Annual Report on Form 10-K dated March 28, 1990; Amendment thereto dated as of June 27, 1990 incorporated by reference to Exhibit 10(h) of registrant's Annual Report on Form 10-K dated March 27, 1990; Amendment thereto dated as of July 21, 1991 incorporated by reference to Exhibit 10(bb) of registrant's Annual Report on Form 10-K dated March 25, 1992; and Amendment thereto dated	*

		as of December 3, 1992 incorporated by reference to Exhibit 10(m) of registrant's Annual Report on Form 10-K dated March 24, 1993.	
	(m)	1986 Restricted Stock Award Plan of NationsBank Corporation, as amended, incorporated by reference to Exhibit 10(n) of registrant's Annual Report on Form 10-K dated March 24, 1993.	*
	(n)	The NationsBank Pension Plan, as effective January 1, 1993.	*

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EXHIBIT NO.		DESCRIPTION	SEQUENTIAL PAGE NO.
<C>	<S>	<C>	<C>
	(o)	NationsBank Corporation and Designated Subsidiaries Supplemental Retirement Plan; Amendment thereto dated as of June 28, 1989 incorporated by reference to Exhibit 10(k) of registrant's Annual Report on Form 10-K dated March 28, 1990; Amendment thereto dated as of June 27, 1990 incorporated by reference to Exhibit 10(k) of registrant's Annual Report on Form 10-K dated March 27, 1991; Amendment thereto dated as of July 21, 1991 incorporated by reference to Exhibit 10(bb) of registrant's Annual Report on Form 10-K dated March 25, 1992; Amendment thereto dated as of December 3, 1992 and Amendment thereto dated as of December 4, 1992 both of which are incorporated by reference to Exhibit 10(p) of registrant's Annual Report on Form 10-K dated March 24, 1993.	*
	(p)	NationsBank Corporation and Designated Subsidiaries Supplemental Executive Retirement Plan for Senior Management Employees incorporated by reference to Exhibit 10(1) of registrant's Annual Report on Form 10-K dated March 22, 1989; Amendment thereto dated as of June 28, 1989 incorporated by reference to Exhibit 10(1) of registrant's Annual Report on Form 10-K dated March 28, 1990; Amendment thereto dated as of June 27, 1990 incorporated by reference to Exhibit 10(1) of registrant's Annual Report on Form 10-K dated March 27, 1991; Amendment thereto dated as of July 21, 1991 incorporated by reference to Exhibit 10(bb) of registrant's Annual Report on Form 10-K dated March 25, 1992; Amendment thereto dated as of December 3, 1992 and Amendment thereto dated as of December 15, 1992 both of which are incorporated by reference to Exhibit 10(q) of registrant's Annual Report on Form 10-K dated March 24, 1993.	*
	(q)	Compensation Arrangements for Kenneth D. Lewis incorporated by reference to Exhibit 10(m) of registrant's Annual Report on Form 10-K dated March 22, 1989; Amendments thereto dated July 2, 1990 incorporated by reference to Exhibit 10(r) of registrant's Annual Report on Form 10-K dated March 27, 1991; and Amendments thereto dated as of January 1, 1991 incorporated by reference to Exhibit 10(q) of registrant's Annual Report on Form 10-K dated March 25, 1992.	*
	(r)	Split Dollar Agreement dated as of February 1, 1990 between registrant and Hugh L. McColl III, as Trustee for the benefit of Hugh L. McColl, Jr. and Jane S. McColl incorporated by reference to Exhibit 10(s) of registrant's Annual Report on Form 10-K dated March 27, 1991.	*
	(s)	NationsBank Corporation Benefit Security Trust dated as of June 27, 1990 incorporated by reference to Exhibit 10(t) of registrant's Annual Report on Form 10-K dated March 27, 1991; and First Supplement thereto dated as of November 30, 1992 incorporated by reference to Exhibit 10(v) of registrant's Annual Report on Form 10-K dated March 24, 1993.	*
	(t)	The NationsBank Retirement Savings Restoration Plan, as effective January 1, 1994.	*
	(u)	Employment Arrangement with Fredric J. Figge, II dated July 27, 1987 incorporated by reference to Exhibit 10(tt) of registrant's Annual Report on Form 10-K dated March 25, 1992.	*
	(v)	Business Asset Purchase Agreement dated November 17, 1992 among NationsBanc Financial Services and the other Purchasers named or to be named therein and Chrysler First, Inc. and the other sellers named therein incorporated by reference to Exhibit 28.2 of registrant's Report on Form 8-K dated December 2, 1992.	
	(w)	Loan Asset Purchase Agreement dated November 17, 1992 among NationsBank of Texas, N.A. and Chrysler First, Inc. and the other Sellers named therein incorporated by reference to Exhibit 28.3 of registrant's Report on Form 8-K dated December 2, 1992.	
	(x)	Investment Agreement between registrant and MNC Financial, Inc., with certain exhibits attached thereto (except Exhibits A and D), incorporated by reference to Exhibit 28.3 of registrant's Quarterly Report on Form 10-Q dated August 11, 1992; and Amendment thereto dated as of September 28, 1992 incorporated by reference to Exhibit 28.1 of registrant's Report on Form 8-K dated October 2, 1992.	
	(y)	MNC Financial, Inc. Articles Supplementary for Series A Preferred Stock (in the form of Exhibit A to the Investment Agreement) incorporated by reference to Exhibit 28.3 of registrant's Quarterly Report on Form 10-Q dated August 11, 1992.	
	(z)	Registration Rights Agreement dated as of July 16, 1992, by and between registrant and MNC Financial, Inc. (in the form of Exhibit D to the Investment Agreement) incorporated by reference to Exhibit 28.3 of registrant's Quarterly Report on Form 10-Q dated August 11, 1992.	
	(aa)	Agreement and Plan of Consolidation between registrant and MNC Financial, Inc. incorporated by reference to Exhibit 28.4 of registrant's Quarterly Report on Form 10-Q dated August 11, 1992; Amendment thereto dated as of September 28, 1992 incorporated by reference to Exhibit 28.1 of registrant's Report on Form 8-K dated October 2, 1992; and Amendment thereto dated as of November 30, 1992	

		incorporated by reference to Exhibit 28.6 of registrant's Report on Form 8-K dated December 2, 1992.
	(bb)	Agreement among registrant, MNC Financial, Inc., Alfred Lerner and the Maybaco Company incorporated by reference to Exhibit 28.5 of registrant's Quarterly Report on Form 10-Q dated August 11, 1992.
11.	Earnings per share computation.	
12.	None.	
13.	1993 Annual Report to Shareholders. This exhibit filed via EDGAR contains only those portions of the Annual Report that are incorporated by reference.	
14.	Not Applicable.	
15.	Not Applicable.	
16.	None.	
17.	Not Applicable.	
18.	None.	
19.	None.	
20.	Not Applicable.	

EXHIBIT NO.	DESCRIPTION	SEQUENTIAL PAGE NO.
21.	List of Subsidiaries of Registrant.	
22.	None.	
23.	Consent of Price Waterhouse.	
24.1	Power of Attorney.	
24.2	Corporate Resolution.	
25.	Not Applicable.	
26.	Not Applicable.	
27.	None.	
28.	None.	
99.	None.	

* Denotes executive compensation plan or arrangements.

THE NATIONSBANK RETIREMENT SAVINGS RESTORATION PLAN

(as effective January 1, 1994)

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THE NATIONSBANK RETIREMENT SAVINGS RESTORATION PLAN

(as effective January 1, 1994)

THIS INSTRUMENT, executed as of the 22nd day of December, 1993, by NATIONSBANK CORPORATION, a North Carolina Corporation ("NATIONSBANK");

Statement of Purpose

By Instrument dated December 31, 1992, NationsBank amended and restated the NCNB Thrift Restoration Plan and changed its name to "The NationsBank Retirement Savings Restoration Plan" (the "Restoration Plan") in connection with the merger of the NationsBank Corporation and Designated Subsidiaries Stock/Thrift Plan and the C&S/Sovran Retirement Savings, ESOP and Profit Sharing Plan to form The NationsBank Retirement Savings Plan. The purpose of the Restoration Plan is to provide benefits, on a non-qualified and unfunded basis, to certain employees whose benefits under The NationsBank Retirement Savings Plan are adversely affected by the limitations of Sections 401(a)(17), 401(k)(3), 401(m) and 402(g) of the Internal Revenue Code.

By this Instrument, NationsBank is amending and restating the Restoration Plan effective January 1, 1994 (i) to provide that an election by a covered employee to participate in the Restoration Plan shall continue in effect unless and until otherwise changed or terminated, (ii) to change the interest rate used for determining the adjustment to Restoration Plan accounts and (iii) to otherwise meet current needs.

NOW, THEREFORE, for the purposes aforesaid, NationsBank hereby amends and restates the Restoration Plan effective January 1, 1994 to consist of the following Articles I through V:

ARTICLE I.

DEFINITIONS

Section 1.1 Definitions. Unless the context clearly indicates otherwise, when used in the Restoration Plan:

(a) Code means the Internal Revenue Code of 1986. References to the Code shall include the valid and binding governmental regulations, court decisions and other regulatory and judicial authority issued or rendered thereunder.

(b) Code Limitations means any one or more of the limitations and restrictions that Sections 401(a)(17), 401(k)(3), 401(m) and 402(g) of the Code place on the Pre-Tax Employee Contributions and Matching Contributions for a Covered Employee under the Retirement Savings Plan.

(c) Covered Employee means an Employee eligible to participate in the Retirement Savings Plan.

(d) Deferral Account means the account established and maintained on the books of a Participating Employer to record an Employee's interest under the Restoration Plan attributable to amounts credited to the Employee pursuant to Section 3.2 of the Restoration Plan.

(e) Employee means an individual employed by a Participating Employer.

(f) Matching Contribution Restoration Account means the account established and maintained on the books of a Participating Employer to record a Covered Employee's interest under the Restoration Plan attributable to amounts credited to the Covered Employee pursuant to Section 3.3 of the Restoration Plan. Prior to January 1, 1993, the Restoration Plan referred to this account as the "Restoration Account."

(g) Participating Employer means (i) NationsBank, (ii) each other "Participating Employer" under (and as defined in) the Retirement Savings Plan on the date hereof and (iii) any other incorporated or unincorporated trade or business which may hereafter adopt both the Retirement Savings Plan and the Restoration Plan.

(h) Plan Year means the twelve-month period commencing January 1 and ending the following December 31.

(i) Restoration Plan means this Plan: The NationsBank Retirement Savings Restoration Plan as in effect from time to time. Prior to January 1, 1993, the Restoration Plan was named the "NationsBank Thrift Restoration Plan."

(j) Restoration Plan Committee means the committee designated pursuant to Section 2.1 of the Restoration Plan.

(k) Retirement Savings Plan means The NationsBank Retirement Savings Plan, as in effect from time to time. Prior to January 1, 1993, the Retirement Savings Plan was named the "NationsBank Corporation and Designated Subsidiaries Stock/Thrift Plan."

Any capitalized terms used in the Restoration Plan that are defined in the documents comprising the Retirement Savings Plan have the meanings assigned to them in the Retirement Savings Plan, unless such terms are otherwise defined above in this Article or unless the context clearly indicates otherwise.

ARTICLE II.

PLAN ADMINISTRATION

Section 2.1 Restoration Plan Committee. The Restoration Plan shall be administered by the Restoration Plan Committee, which shall have the same membership as the committee from time to time acting as the "Committee" under (and as defined in) the Retirement Savings Plan. The Restoration Plan Committee shall be empowered to interpret the provisions of the Restoration Plan and to perform and exercise all of the duties and powers granted to it under the terms of the Restoration Plan by action of a majority of its members in office from time to time. The Restoration Plan Committee may adopt such rules and regulations for the administration of the Restoration Plan as are consistent with the terms hereof and shall keep adequate records of its proceedings and acts. All interpretations and decisions made (both as to law and fact) and other action taken by the Restoration Plan Committee with respect to the Restoration Plan shall be conclusive and binding upon all parties having or claiming to have an interest under the Restoration Plan. Not in limitation of the foregoing, the Restoration Plan Committee shall have the discretion to decide any factual or interpretative issues that may arise in connection with its administration of the Restoration Plan (including without limitation any determination as to claims for benefits hereunder), and the Restoration Plan Committee's exercise of such discretion shall be conclusive and binding on all affected parties as long as it is not arbitrary or capricious.

ARTICLE III.

DEFERRED COMPENSATION PROVISIONS

Section 3.1 Employee Elections. Prior to January 1 of a Plan Year, or at such other times as may be established by the Restoration Plan Committee, a Covered Employee who is expected to be a highly compensated employee within the meaning of section 414(q) of the Code for the Plan Year of the Retirement Savings Plan to which such election relates may elect to defer under the Restoration Plan the portion of the Covered Employee's Pre-Tax Employee Contributions otherwise permissible under the Retirement Savings Plan which cannot be credited to the Covered Employee under the Retirement Savings Plan for such Plan Year because of the Code Limitations. All elections made under this Section 3.1 shall be made in writing on a form prescribed by and filed with the Restoration Plan Committee and shall be irrevocable for such Plan Year. An election by a Covered Employee under this Section 3.1 shall continue in effect for all subsequent Plan Years (during which the Covered Employee is a highly compensated employee) unless and until changed or terminated by the Covered Employee in accordance with procedures established from time to time by the Restoration Plan Committee. Any such change in or termination of an election under this Section 3.1 shall be effective as of the January 1 of the next succeeding Plan Year.

Section 3.2 Deferral Accounts. A Participating Employer shall establish and maintain on its books a Deferral Account for each Covered Employee employed by such Participating Employer who elects to defer the receipt of any amount pursuant to Section 3.1 of the Restoration Plan. Such Deferral Account shall be designated by the name of the Covered Employee for whom established. The amount attributable to any Pre-Tax Employee Contribution for a particular pay period during such Plan Year which cannot be credited to the Covered Employee under the Retirement Savings Plan because of the Code Limitations, and which the Covered Employee has elected to defer pursuant to Section 3.1 of the Restoration Plan, shall be credited to such Deferral Account as of the last day of the calendar month to which such contribution is related and actually withheld.

Section 3.3 Matching Contribution Restoration Accounts. A Participating Employer shall establish and maintain on its books a Matching Contribution Restoration Account for each Covered Employee employed by such Participating Employer whose Matching Contributions under the Retirement Savings Plan shall have been

limited, directly or indirectly, by the operation of the Code Limitations. Such Matching Contribution Restoration Account shall be designated by the name of the Covered Employee for whom established. If a Covered Employee is a Participant Eligible for Matching Contributions for the Plan Year under the Retirement Savings Plan, the Covered Employee's Matching Contribution Restoration Account shall be credited as of the Valuation Date under the Retirement Savings Plan that occurs on the last day of the Plan Year with an amount equal to the sum of Amount A and Amount B, where:

> Amount A is seventy-five percent (75%) of the sum of the portions (if any) of the amounts credited to the Covered Employee's Deferral Account for the Plan Year pursuant to Section 3.1 of the Restoration Plan that would have been Matchable Pre-Tax Employee Contributions for the Plan Year under the Retirement Savings Plan had such amounts been contributed to the Retirement Savings Plan as Pre-Tax Employee Contributions for the Covered Employee and the Code Limitations not applied to the Retirement Savings Plan.
>
> Amount B is 75% of the portion (if any) of the actual Matchable Pre-Tax Employee Contributions made to the Retirement Savings Plan for the Covered Employee for the Plan Year with respect to which Matching Contribution allocations were not made under Section 5.2 of the Retirement Savings Plan or (if made) were forfeited under Section 5.4 of the Retirement Savings Plan because of the Code Limitations.

Section 3.4 Account Adjustments. Beginning January 1, 1994, as of each end of month Valuation Date under the Retirement Savings Plan, each Deferral Account and Matching Contribution Restoration Account shall be adjusted for the monthly Valuation Period then ended so that the level of investment return of Accounts under the Plan shall be substantially equal to the ask yield of the most recent auction of 30-year Treasury bonds, as quoted for the last business day of the preceding Valuation Period in the Wall Street Journal, or, if such quotations are not available in the Wall Street Journal, in a similar financial publication selected by the Restoration Plan Committee. Prior to January 1, 1994, account adjustments were made in accordance with the terms of the Restoration Plan as then in effect.

Section 3.5 Account Payments. Upon an Employee's termination of employment with a Participating Employer (other than in connection with a transfer of employment to any Affiliated Group member) for any reason other than death, the amount credited to the Deferral Account and Matching Contribution Restoration Account maintained for the Employee shall be paid to the Employee in cash and charged against such Accounts in accordance with such method of distribution authorized under the Retirement Savings Plan as is selected by the Restoration Plan Committee in its absolute discretion. If, however, the Employee is not fully (100%) vested in the amount credited to the Employee's Matching Contribution Account and/or the Employee's Pre-1993 Stock/Thrift Plan Matching Contribution Account under the Retirement Savings Plan at the time of such termination of employment, the amount credited to the Employee's Matching Contribution Restoration Account shall be reduced at the time of such termination of employment to an amount equal to the product of (i) the amount then credited to said Matching Contribution Restoration Account multiplied by (ii) the vested percentage applicable to the Employee's Matching Contribution Account and Pre-1993 Stock/Thrift Plan Matching Contribution Account under the Retirement Savings Plan as of the date of such termination of employment. The amount by which the Employee's Matching Contribution Restoration Account is reduced by application of the preceding sentence shall be forfeited at the time Employee terminates employment.

Upon an Employee's death while employed by a Participating Employer, the full amounts then credited to all Accounts maintained for the Employee under the Restoration Plan shall be paid in a single cash payment to the Employee's "Beneficiary" as determined under the Retirement Savings Plan.

Section 3.6 Withdrawals on Account of an Unforeseeable

Emergency. A Covered Employee who is in active service of a Participating Employer may, in the Restoration Plan Committee's sole discretion, receive a refund of all or any part of the amounts previously credited to the Covered Employee's Deferral Account (but not the Covered Employee's Matching Contribution Restoration Account) in the case of an "unforeseeable emergency."

A Covered Employee requesting a payment pursuant to this Section shall have the burden of proof of establishing, to the Restoration Plan Committee's satisfaction, the existence of such "unforeseeable emergency," and the amount of the payment needed to satisfy the same. In that regard, the Covered Employee shall provide the Restoration Plan Committee with such financial data and information as the Restoration Plan Committee may request. If the Restoration Plan Committee determines that a payment should be made to a Covered Employee under this Section such payment shall be made within a reasonable time after the Restoration Plan Committee's determination of the existence of such "unforeseeable emergency" and the amount of payment so needed. As used herein, the term "unforeseeable emergency" means a severe financial hardship to a Covered Employee resulting from a sudden and unexpected illness or accident of the Covered Employee or of a dependent of the Covered Employee, loss of the Covered Employee's property due to casualty, or other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the control of the Covered Employee. The circumstances that shall constitute an "unforeseeable emergency" shall depend upon the facts of each case, but, in any case, payment may not be made to the extent that such hardship is or may be relieved (i) through reimbursement or compensation by insurance or otherwise, or (ii) by liquidation of the Covered Employee's assets, to the extent the liquidation of such assets would not itself cause severe financial hardship. Examples of what are not considered to be "unforeseeable emergencies" include the need to send a Covered Employee's child to college or the desire to purchase a home. Withdrawals of amounts because of an "unforeseeable emergency" shall not exceed an amount reasonably needed to satisfy the emergency need. If any withdrawal is permitted pursuant to this Section during a Plan Year, no further deferral of compensation shall be made during the Plan Year from and after the effective date of the withdrawal.

ARTICLE IV.

AMENDMENT AND TERMINATION

Section 4.1 Amendment and Termination. NationsBank shall have the right and power at any time and from time to time to amend the Restoration Plan in whole or in part, on behalf of all Participating Employers, and at any time to terminate the Restoration Plan or any Participating Employer's participation hereunder; provided, however, that no such amendment or termination shall reduce the amount actually credited to an Employee's Account(s) under the Restoration Plan on the date of such amendment or termination, or further defer the due dates for the payment of such amounts, without the consent of the affected Employee.

ARTICLE V.

MISCELLANEOUS PROVISIONS

Section 5.1 Nature of Plan and Rights. The Restoration Plan is unfunded and intended to constitute an incentive and deferred compensation plan for a select group of officers and key management employees of the Participating Employers. If necessary to preserve the above intended plan status, the Restoration Plan Committee, in its sole discretion, reserves the right to limit or reduce the number of actual participants and otherwise to take any remedial or curative action that the Restoration Plan Committee deems necessary or advisable. The Accounts established and maintained under the Restoration Plan by a Participating Employer are for accounting purposes only and

shall not be deemed or construed to create a trust fund of any kind or to grant a property interest of any kind to any Employee, designated beneficiary or estate. The amounts credited by a Participating Employer to such Accounts are and for all purposes shall continue to be a part of the general assets of such Participating Employer, and to the extent that an Employee, beneficiary or estate acquires a right to receive payments from such Participating Employer pursuant to the Restoration Plan, such right shall be no greater than the right of any unsecured general creditor of such Participating Employer.

Section 5.2 Termination of Employment. For the purposes of the Restoration Plan, an Employee's employment with an Participating Employer shall not be considered to have terminated so long as the Employee is in the employ of any Participating Employer or other member of the Controlled Group.

Section 5.3 Spendthrift Provision. No Account balance or other right or interest under the Restoration Plan of an Employee, beneficiary or estate may be assigned, transferred or alienated, in whole or in part, either directly or by operation of law, and no such balance, right or interest shall be liable for or subject to any debt, obligation or liability of the Employee, designated beneficiary or estate.

Section 5.4 Employment Noncontractual. The establishment of the Restoration Plan shall not enlarge or otherwise affect the terms of any Employee's employment with his Participating Employer, and such Participating Employer may terminate the employment of the Employee as freely and with the same effect as if the Restoration Plan had not been established.

Section 5.5 Adoption by Other Participating Employers. The Restoration Plan may be adopted by any Participating Employer participating under the Retirement Savings Plan, such adoption to be effective as of the date specified by such Participating Employer at the time of adoption.

Section 5.6 Applicable Law. The Restoration Plan shall be governed and construed in accordance with the laws of the State of North Carolina, except to the extent such laws are preempted by the laws of the United States of America.

Section 5.7 Merged Plans. From time to time the Participating Employers may cause other nonqualified plans to be merged into the Restoration Plan. Schedule 5.7 attached hereto sets forth the names of the plans that merged into the Restoration Plan by January 1, 1994 and their respective merger dates. Schedule 5.7 shall be updated from time to time to reflect mergers after January 1, 1994.

Upon such a merger, the account balance(s) immediately prior to the date of merger of each participant in the merged plan shall be transferred and credited as of the merger date to one or more accounts established under the Restoration Plan for such participant. From and after the merger date, the participant's rights shall be determined under the Restoration Plan, and the participant shall be subject to all of the restrictions, limitations and other terms and provisions of the Restoration Plan. Not in limitation of the foregoing, each Restoration Plan Account established for the participant as a result of the merger shall be periodically adjusted when and as provided in Section 3.4 hereof as in effect from time to time and shall be paid at such time and in such manner as provided in Section 3.5 and Section 3.6 hereof, except to the extent otherwise provided on Schedule 5.7.

IN WITNESS WHEREOF, this instrument has been executed by NationsBank as of the day and year first above written.

NATIONSBANK CORPORATION

By: /s/ Charles J. Cooley
Title: Executive Vice President

SCHEDULE 5.7

MERGED PLANS AS OF JANUARY 1, 1994

Plan Name	Date of Merger
C&S Policy Committee Supplemental Savings Plan	December 31, 1992
C&S Key Executive Supplemental Savings Plan	December 31, 1992
C&S/Sovran Supplemental Retirement Plan for Former Sovran Executives (Thrift Restoration Benefits)	December 31, 1992
First & Merchants Corporation Deferred Management Incentive Compensation Plan	March 31, 1993
Sovran Deferred Compensation Plan	March 31, 1993
NationsBank of Texas, N.A. Profit Sharing Restoration Plan	March 31, 1993
Thrift Plan Reserve Account Maintained Under the NationsBank Corporation and Designated Subsidiaries Supplemental Executive Retirement Plan	March 31, 1993

THE NATIONSBANK RETIREMENT SAVINGS RESTORATION PLAN

(as effective January 1, 1994)

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THE NATIONSBANK RETIREMENT SAVINGS RESTORATION PLAN

(as effective January 1, 1994)

THIS INSTRUMENT, executed as of the 22nd day of December, 1993, by NATIONSBANK CORPORATION, a North Carolina Corporation ("NATIONSBANK");

Statement of Purpose

By Instrument dated December 31, 1992, NationsBank amended and restated the NCNB Thrift Restoration Plan and changed its name to "The NationsBank Retirement Savings Restoration Plan" (the "Restoration Plan") in connection with the merger of the NationsBank Corporation and Designated Subsidiaries Stock/Thrift Plan and the C&S/Sovran Retirement Savings, ESOP and Profit Sharing Plan to form The NationsBank Retirement Savings Plan. The purpose of the Restoration Plan is to provide benefits, on a non-qualified and unfunded basis, to certain employees whose benefits under The NationsBank Retirement Savings Plan are adversely affected by the limitations of Sections 401(a)(17), 401(k)(3), 401(m) and 402(g) of the Internal Revenue Code.

By this Instrument, NationsBank is amending and restating the Restoration Plan effective January 1, 1994 (i) to provide that an election by a covered employee to participate in the Restoration Plan shall continue in effect unless and until otherwise changed or terminated, (ii) to change the interest rate used for determining the adjustment to Restoration Plan accounts and (iii) to otherwise meet current needs.

NOW, THEREFORE, for the purposes aforesaid, NationsBank hereby amends and restates the Restoration Plan effective January 1, 1994 to consist of the following Articles I through V:

ARTICLE I.

DEFINITIONS

Section 1.1 Definitions. Unless the context clearly indicates otherwise, when used in the Restoration Plan:

(a) Code means the Internal Revenue Code of 1986. References to the Code shall include the valid and binding governmental regulations, court decisions and other regulatory and judicial authority issued or rendered thereunder.

(b) Code Limitations means any one or more of the limitations and restrictions that Sections 401(a)(17), 401(k)(3), 401(m) and 402(g) of the Code place on the Pre-Tax Employee Contributions and Matching Contributions for a Covered Employee under the Retirement Savings Plan.

(c) Covered Employee means an Employee eligible to participate in the Retirement Savings Plan.

(d) Deferral Account means the account established and maintained on the books of a Participating Employer to record an Employee's interest under the Restoration Plan attributable to amounts credited to the Employee pursuant to Section 3.2 of the Restoration Plan.

(e) Employee means an individual employed by a Participating Employer.

(f) Matching Contribution Restoration Account means the account established and maintained on the books of a Participating Employer to record a Covered Employee's interest under the Restoration Plan attributable to amounts credited to the Covered Employee pursuant to Section 3.3 of the Restoration Plan. Prior to January 1, 1993, the Restoration Plan referred to this account as the "Restoration Account."

(g) Participating Employer means (i) NationsBank, (ii) each other "Participating Employer" under (and as defined in) the Retirement Savings Plan on the date hereof and (iii) any other incorporated or unincorporated trade or business which may hereafter adopt both the Retirement Savings Plan and the Restoration Plan.

(h) Plan Year means the twelve-month period commencing January 1 and ending the following December 31.

(i) Restoration Plan means this Plan: The NationsBank Retirement Savings Restoration Plan as in effect from time to time. Prior to January 1, 1993, the Restoration Plan was named the "NationsBank Thrift Restoration Plan."

(j) Restoration Plan Committee means the committee designated pursuant to Section 2.1 of the Restoration Plan.

(k) Retirement Savings Plan means The NationsBank Retirement Savings Plan, as in effect from time to time. Prior to January 1, 1993, the Retirement Savings Plan was named the "NationsBank Corporation and Designated Subsidiaries Stock/Thrift Plan."

Any capitalized terms used in the Restoration Plan that are defined in the documents comprising the Retirement Savings Plan have the meanings assigned to them in the Retirement Savings Plan, unless such terms are otherwise defined above in this Article or unless the context clearly indicates otherwise.

ARTICLE II.

PLAN ADMINISTRATION

Section 2.1 Restoration Plan Committee. The Restoration Plan shall be administered by the Restoration Plan Committee, which shall have the same membership as the committee from time to time acting as the "Committee" under (and as defined in) the Retirement Savings Plan. The Restoration Plan Committee shall be empowered to interpret the provisions of the Restoration Plan and to perform and exercise all of the duties and powers granted to it under the terms of the Restoration Plan by action of a majority of its members in office from time to time. The Restoration Plan Committee may adopt such rules and regulations for the administration of the Restoration Plan as are consistent with the terms hereof and shall keep adequate records of its proceedings and acts. All interpretations and decisions made (both as to law and fact) and other action taken by the Restoration Plan Committee with respect to the Restoration Plan shall be conclusive and binding upon all parties having or claiming to have an interest under the Restoration Plan. Not in limitation of the foregoing, the Restoration Plan Committee shall have the discretion to decide any factual or interpretative issues that may arise in connection with its administration of the Restoration Plan (including without limitation any determination as to claims for benefits hereunder), and the Restoration Plan Committee's exercise of such discretion shall be conclusive and binding on all affected parties as long as it is not arbitrary or capricious.

ARTICLE III.

DEFERRED COMPENSATION PROVISIONS

Section 3.1 Employee Elections. Prior to January 1 of a Plan Year, or at such other times as may be established by the Restoration Plan Committee, a Covered Employee who is expected to be a highly compensated employee within the meaning of section 414(q) of the Code for the Plan Year of the Retirement Savings Plan to which such election relates may elect to defer under the Restoration Plan the portion of the Covered Employee's Pre-Tax Employee Contributions otherwise permissible under the Retirement Savings Plan which cannot be credited to the Covered Employee under the Retirement Savings Plan for such Plan Year because of the Code Limitations. All elections made under this Section 3.1 shall be made in writing on a form prescribed by and filed with the Restoration Plan Committee and shall be irrevocable for such Plan Year. An election by a Covered Employee under this Section 3.1 shall continue in effect for all subsequent Plan Years (during which the Covered Employee is a highly compensated employee) unless and until changed or terminated by the Covered Employee in accordance with procedures established from time to time by the Restoration Plan Committee. Any such change in or termination of an election under this Section 3.1 shall be effective as of the January 1 of the next succeeding Plan Year.

Section 3.2 Deferral Accounts. A Participating Employer shall establish and maintain on its books a Deferral Account for each Covered Employee employed by such Participating Employer who elects to defer the receipt of any amount pursuant to Section 3.1 of the Restoration Plan. Such Deferral Account shall be designated by the name of the Covered Employee for whom established. The amount attributable to any Pre-Tax Employee Contribution for a particular pay period during such Plan Year which cannot be credited to the Covered Employee under the Retirement Savings Plan because of the Code Limitations, and which the Covered Employee has elected to defer pursuant to Section 3.1 of the Restoration Plan, shall be credited to such Deferral Account as of the last day of the calendar month to which such contribution is related and actually withheld.

Section 3.3 Matching Contribution Restoration Accounts. A Participating Employer shall establish and maintain on its books a Matching Contribution Restoration Account for each Covered Employee employed by such Participating Employer whose Matching Contributions under the Retirement Savings Plan shall have been

limited, directly or indirectly, by the operation of the Code Limitations. Such Matching Contribution Restoration Account shall be designated by the name of the Covered Employee for whom established. If a Covered Employee is a Participant Eligible for Matching Contributions for the Plan Year under the Retirement Savings Plan, the Covered Employee's Matching Contribution Restoration Account shall be credited as of the Valuation Date under the Retirement Savings Plan that occurs on the last day of the Plan Year with an amount equal to the sum of Amount A and Amount B, where:

Amount A is seventy-five percent (75%) of the sum of the portions (if any) of the amounts credited to the Covered Employee's Deferral Account for the Plan Year pursuant to Section 3.1 of the Restoration Plan that would have been Matchable Pre-Tax Employee Contributions for the Plan Year under the Retirement Savings Plan had such amounts been contributed to the Retirement Savings Plan as Pre-Tax Employee Contributions for the Covered Employee and the Code Limitations not applied to the Retirement Savings Plan.

Amount B is 75% of the portion (if any) of the actual Matchable Pre-Tax Employee Contributions made to the Retirement Savings Plan for the Covered Employee for the Plan Year with respect to which Matching Contribution allocations were not made under Section 5.2 of the Retirement Savings Plan or (if made) were forfeited under Section 5.4 of the Retirement Savings Plan because of the Code Limitations.

Section 3.4 Account Adjustments. Beginning January 1, 1994, as of each end of month Valuation Date under the Retirement Savings Plan, each Deferral Account and Matching Contribution Restoration Account shall be adjusted for the monthly Valuation Period then ended so that the level of investment return of Accounts under the Plan shall be substantially equal to the ask yield of the most recent auction of 30-year Treasury bonds, as quoted for the last business day of the preceding Valuation Period in the Wall Street Journal, or, if such quotations are not available in the Wall Street Journal, in a similar financial publication selected by the Restoration Plan Committee. Prior to January 1, 1994, account adjustments were made in accordance with the terms of the Restoration Plan as then in effect.

Section 3.5 Account Payments. Upon an Employee's termination of employment with a Participating Employer (other than in connection with a transfer of employment to any Affiliated Group member) for any reason other than death, the amount credited to the Deferral Account and Matching Contribution Restoration Account maintained for the Employee shall be paid to the Employee in cash and charged against such Accounts in accordance with such method of distribution authorized under the Retirement Savings Plan as is selected by the Restoration Plan Committee in its absolute discretion. If, however, the Employee is not fully (100%) vested in the amount credited to the Employee's Matching Contribution Account and/or the Employee's Pre-1993 Stock/Thrift Plan Matching Contribution Account under the Retirement Savings Plan at the time of such termination of employment, the amount credited to the Employee's Matching Contribution Restoration Account shall be reduced at the time of such termination of employment to an amount equal to the product of (i) the amount then credited to said Matching Contribution Restoration Account multiplied by (ii) the vested percentage applicable to the Employee's Matching Contribution Account and Pre-1993 Stock/Thrift Plan Matching Contribution Account under the Retirement Savings Plan as of the date of such termination of employment. The amount by which the Employee's Matching Contribution Restoration Account is reduced by application of the preceding sentence shall be forfeited at the time Employee terminates employment.

Upon an Employee's death while employed by a Participating Employer, the full amounts then credited to all Accounts maintained for the Employee under the Restoration Plan shall be paid in a single cash payment to the Employee's "Beneficiary" as determined under the Retirement Savings Plan.

Section 3.6 Withdrawals on Account of an Unforeseeable

Emergency. A Covered Employee who is in active service of a Participating Employer may, in the Restoration Plan Committee's sole discretion, receive a refund of all or any part of the amounts previously credited to the Covered Employee's Deferral Account (but not the Covered Employee's Matching Contribution Restoration Account) in the case of an "unforeseeable emergency."

A Covered Employee requesting a payment pursuant to this Section shall have the burden of proof of establishing, to the Restoration Plan Committee's satisfaction, the existence of such "unforeseeable emergency," and the amount of the payment needed to satisfy the same. In that regard, the Covered Employee shall provide the Restoration Plan Committee with such financial data and information as the Restoration Plan Committee may request. If the Restoration Plan Committee determines that a payment should be made to a Covered Employee under this Section such payment shall be made within a reasonable time after the Restoration Plan Committee's determination of the existence of such "unforeseeable emergency" and the amount of payment so needed. As used herein, the term "unforeseeable emergency" means a severe financial hardship to a Covered Employee resulting from a sudden and unexpected illness or accident of the Covered Employee or of a dependent of the Covered Employee, loss of the Covered Employee's property due to casualty, or other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the control of the Covered Employee. The circumstances that shall constitute an "unforeseeable emergency" shall depend upon the facts of each case, but, in any case, payment may not be made to the extent that such hardship is or may be relieved (i) through reimbursement or compensation by insurance or otherwise, or (ii) by liquidation of the Covered Employee's assets, to the extent the liquidation of such assets would not itself cause severe financial hardship. Examples of what are not considered to be "unforeseeable emergencies" include the need to send a Covered Employee's child to college or the desire to purchase a home. Withdrawals of amounts because of an "unforeseeable emergency" shall not exceed an amount reasonably needed to satisfy the emergency need. If any withdrawal is permitted pursuant to this Section during a Plan Year, no further deferral of compensation shall be made during the Plan Year from and after the effective date of the withdrawal.

ARTICLE IV.

AMENDMENT AND TERMINATION

Section 4.1 Amendment and Termination. NationsBank shall have the right and power at any time and from time to time to amend the Restoration Plan in whole or in part, on behalf of all Participating Employers, and at any time to terminate the Restoration Plan or any Participating Employer's participation hereunder; provided, however, that no such amendment or termination shall reduce the amount actually credited to an Employee's Account(s) under the Restoration Plan on the date of such amendment or termination, or further defer the due dates for the payment of such amounts, without the consent of the affected Employee.

ARTICLE V.

MISCELLANEOUS PROVISIONS

Section 5.1 Nature of Plan and Rights. The Restoration Plan is unfunded and intended to constitute an incentive and deferred compensation plan for a select group of officers and key management employees of the Participating Employers. If necessary to preserve the above intended plan status, the Restoration Plan Committee, in its sole discretion, reserves the right to limit or reduce the number of actual participants and otherwise to take any remedial or curative action that the Restoration Plan Committee deems necessary or advisable. The Accounts established and maintained under the Restoration Plan by a Participating Employer are for accounting purposes only and

shall not be deemed or construed to create a trust fund of any kind or to grant a property interest of any kind to any Employee, designated beneficiary or estate. The amounts credited by a Participating Employer to such Accounts are and for all purposes shall continue to be a part of the general assets of such Participating Employer, and to the extent that an Employee, beneficiary or estate acquires a right to receive payments from such Participating Employer pursuant to the Restoration Plan, such right shall be no greater than the right of any unsecured general creditor of such Participating Employer.

Section 5.2 Termination of Employment. For the purposes of the Restoration Plan, an Employee's employment with an Participating Employer shall not be considered to have terminated so long as the Employee is in the employ of any Participating Employer or other member of the Controlled Group.

Section 5.3 Spendthrift Provision. No Account balance or other right or interest under the Restoration Plan of an Employee, beneficiary or estate may be assigned, transferred or alienated, in whole or in part, either directly or by operation of law, and no such balance, right or interest shall be liable for or subject to any debt, obligation or liability of the Employee, designated beneficiary or estate.

Section 5.4 Employment Noncontractual. The establishment of the Restoration Plan shall not enlarge or otherwise affect the terms of any Employee's employment with his Participating Employer, and such Participating Employer may terminate the employment of the Employee as freely and with the same effect as if the Restoration Plan had not been established.

Section 5.5 Adoption by Other Participating Employers. The Restoration Plan may be adopted by any Participating Employer participating under the Retirement Savings Plan, such adoption to be effective as of the date specified by such Participating Employer at the time of adoption.

Section 5.6 Applicable Law. The Restoration Plan shall be governed and construed in accordance with the laws of the State of North Carolina, except to the extent such laws are preempted by the laws of the United States of America.

Section 5.7 Merged Plans. From time to time the Participating Employers may cause other nonqualified plans to be merged into the Restoration Plan. Schedule 5.7 attached hereto sets forth the names of the plans that merged into the Restoration Plan by January 1, 1994 and their respective merger dates. Schedule 5.7 shall be updated from time to time to reflect mergers after January 1, 1994.

Upon such a merger, the account balance(s) immediately prior to the date of merger of each participant in the merged plan shall be transferred and credited as of the merger date to one or more accounts established under the Restoration Plan for such participant. From and after the merger date, the participant's rights shall be determined under the Restoration Plan, and the participant shall be subject to all of the restrictions, limitations and other terms and provisions of the Restoration Plan. Not in limitation of the foregoing, each Restoration Plan Account established for the participant as a result of the merger shall be periodically adjusted when and as provided in Section 3.4 hereof as in effect from time to time and shall be paid at such time and in such manner as provided in Section 3.5 and Section 3.6 hereof, except to the extent otherwise provided on Schedule 5.7.

IN WITNESS WHEREOF, this instrument has been executed by NationsBank as of the day and year first above written.

NATIONSBANK CORPORATION

By: /s/ Charles J. Cooley
Title: Executive Vice President

SCHEDULE 5.7

MERGED PLANS AS OF JANUARY 1, 1994

Plan Name	Date of Merger
C&S Policy Committee Supplemental Savings Plan	December 31, 1992
C&S Key Executive Supplemental Savings Plan	December 31, 1992
C&S/Sovran Supplemental Retirement Plan for Former Sovran Executives (Thrift Restoration Benefits)	December 31, 1992
First & Merchants Corporation Deferred Management Incentive Compensation Plan	March 31, 1993
Sovran Deferred Compensation Plan	March 31, 1993
NationsBank of Texas, N.A. Profit Sharing Restoration Plan	March 31, 1993
Thrift Plan Reserve Account Maintained Under the NationsBank Corporation and Designated Subsidiaries Supplemental Executive Retirement Plan	March 31, 1993

THE NATIONSBANK RETIREMENT SAVINGS RESTORATION PLAN

(as effective January 1, 1994)

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THE NATIONSBANK RETIREMENT SAVINGS RESTORATION PLAN

(as effective January 1, 1994)

THIS INSTRUMENT, executed as of the 22nd day of December, 1993, by NATIONSBANK CORPORATION, a North Carolina Corporation ("NATIONSBANK");

Statement of Purpose

By Instrument dated December 31, 1992, NationsBank amended and restated the NCNB Thrift Restoration Plan and changed its name to "The NationsBank Retirement Savings Restoration Plan" (the "Restoration Plan") in connection with the merger of the NationsBank Corporation and Designated Subsidiaries Stock/Thrift Plan and the C&S/Sovran Retirement Savings, ESOP and Profit Sharing Plan to form The NationsBank Retirement Savings Plan. The purpose of the Restoration Plan is to provide benefits, on a non-qualified and unfunded basis, to certain employees whose benefits under The NationsBank Retirement Savings Plan are adversely affected by the limitations of Sections 401(a)(17), 401(k)(3), 401(m) and 402(g) of the Internal Revenue Code.

By this Instrument, NationsBank is amending and restating the Restoration Plan effective January 1, 1994 (i) to provide that an election by a covered employee to participate in the Restoration Plan shall continue in effect unless and until otherwise changed or terminated, (ii) to change the interest rate used for determining the adjustment to Restoration Plan accounts and (iii) to otherwise meet current needs.

NOW, THEREFORE, for the purposes aforesaid, NationsBank hereby amends and restates the Restoration Plan effective January 1, 1994 to consist of the following Articles I through V:

ARTICLE I.

DEFINITIONS

Section 1.1 Definitions. Unless the context clearly indicates otherwise, when used in the Restoration Plan:

(a) Code means the Internal Revenue Code of 1986. References to the Code shall include the valid and binding governmental regulations, court decisions and other regulatory and judicial authority issued or rendered thereunder.

(b) Code Limitations means any one or more of the limitations and restrictions that Sections 401(a)(17), 401(k)(3), 401(m) and 402(g) of the Code place on the Pre-Tax Employee Contributions and Matching Contributions for a Covered Employee under the Retirement Savings Plan.

(c) Covered Employee means an Employee eligible to participate in the Retirement Savings Plan.

(d) Deferral Account means the account established and maintained on the books of a Participating Employer to record an Employee's interest under the Restoration Plan attributable to amounts credited to the Employee pursuant to Section 3.2 of the Restoration Plan.

(e) Employee means an individual employed by a Participating Employer.

(f) Matching Contribution Restoration Account means the account established and maintained on the books of a Participating Employer to record a Covered Employee's interest under the Restoration Plan attributable to amounts credited to the Covered Employee pursuant to Section 3.3 of the Restoration Plan. Prior to January 1, 1993, the Restoration Plan referred to this account as the "Restoration Account."

(g) Participating Employer means (i) NationsBank, (ii) each other "Participating Employer" under (and as defined in) the Retirement Savings Plan on the date hereof and (iii) any other incorporated or unincorporated trade or business which may hereafter adopt both the Retirement Savings Plan and the Restoration Plan.

(h) Plan Year means the twelve-month period commencing January 1 and ending the following December 31.

(i) Restoration Plan means this Plan: The NationsBank Retirement Savings Restoration Plan as in effect from time to time. Prior to January 1, 1993, the Restoration Plan was named the "NationsBank Thrift Restoration Plan."

(j) Restoration Plan Committee means the committee designated pursuant to Section 2.1 of the Restoration Plan.

(k) Retirement Savings Plan means The NationsBank Retirement Savings Plan, as in effect from time to time. Prior to January 1, 1993, the Retirement Savings Plan was named the "NationsBank Corporation and Designated Subsidiaries Stock/Thrift Plan."

Any capitalized terms used in the Restoration Plan that are defined in the documents comprising the Retirement Savings Plan have the meanings assigned to them in the Retirement Savings Plan, unless such terms are otherwise defined above in this Article or unless the context clearly indicates otherwise.

ARTICLE II.

PLAN ADMINISTRATION

Section 2.1 Restoration Plan Committee. The Restoration Plan shall be administered by the Restoration Plan Committee, which shall have the same membership as the committee from time to time acting as the "Committee" under (and as defined in) the Retirement Savings Plan. The Restoration Plan Committee shall be empowered to interpret the provisions of the Restoration Plan and to perform and exercise all of the duties and powers granted to it under the terms of the Restoration Plan by action of a majority of its members in office from time to time. The Restoration Plan Committee may adopt such rules and regulations for the administration of the Restoration Plan as are consistent with the terms hereof and shall keep adequate records of its proceedings and acts. All interpretations and decisions made (both as to law and fact) and other action taken by the Restoration Plan Committee with respect to the Restoration Plan shall be conclusive and binding upon all parties having or claiming to have an interest under the Restoration Plan. Not in limitation of the foregoing, the Restoration Plan Committee shall have the discretion to decide any factual or interpretative issues that may arise in connection with its administration of the Restoration Plan (including without limitation any determination as to claims for benefits hereunder), and the Restoration Plan Committee's exercise of such discretion shall be conclusive and binding on all affected parties as long as it is not arbitrary or capricious.

ARTICLE III.

DEFERRED COMPENSATION PROVISIONS

Section 3.1 Employee Elections. Prior to January 1 of a Plan Year, or at such other times as may be established by the Restoration Plan Committee, a Covered Employee who is expected to be a highly compensated employee within the meaning of section 414(q) of the Code for the Plan Year of the Retirement Savings Plan to which such election relates may elect to defer under the Restoration Plan the portion of the Covered Employee's Pre-Tax Employee Contributions otherwise permissible under the Retirement Savings Plan which cannot be credited to the Covered Employee under the Retirement Savings Plan for such Plan Year because of the Code Limitations. All elections made under this Section 3.1 shall be made in writing on a form prescribed by and filed with the Restoration Plan Committee and shall be irrevocable for such Plan Year. An election by a Covered Employee under this Section 3.1 shall continue in effect for all subsequent Plan Years (during which the Covered Employee is a highly compensated employee) unless and until changed or terminated by the Covered Employee in accordance with procedures established from time to time by the Restoration Plan Committee. Any such change in or termination of an election under this Section 3.1 shall be effective as of the January 1 of the next succeeding Plan Year.

Section 3.2 Deferral Accounts. A Participating Employer shall establish and maintain on its books a Deferral Account for each Covered Employee employed by such Participating Employer who elects to defer the receipt of any amount pursuant to Section 3.1 of the Restoration Plan. Such Deferral Account shall be designated by the name of the Covered Employee for whom established. The amount attributable to any Pre-Tax Employee Contribution for a particular pay period during such Plan Year which cannot be credited to the Covered Employee under the Retirement Savings Plan because of the Code Limitations, and which the Covered Employee has elected to defer pursuant to Section 3.1 of the Restoration Plan, shall be credited to such Deferral Account as of the last day of the calendar month to which such contribution is related and actually withheld.

Section 3.3 Matching Contribution Restoration Accounts. A Participating Employer shall establish and maintain on its books a Matching Contribution Restoration Account for each Covered Employee employed by such Participating Employer whose Matching Contributions under the Retirement Savings Plan shall have been

limited, directly or indirectly, by the operation of the Code Limitations. Such Matching Contribution Restoration Account shall be designated by the name of the Covered Employee for whom established. If a Covered Employee is a Participant Eligible for Matching Contributions for the Plan Year under the Retirement Savings Plan, the Covered Employee's Matching Contribution Restoration Account shall be credited as of the Valuation Date under the Retirement Savings Plan that occurs on the last day of the Plan Year with an amount equal to the sum of Amount A and Amount B, where:

Amount A is seventy-five percent (75%) of the sum of the portions (if any) of the amounts credited to the Covered Employee's Deferral Account for the Plan Year pursuant to Section 3.1 of the Restoration Plan that would have been Matchable Pre-Tax Employee Contributions for the Plan Year under the Retirement Savings Plan had such amounts been contributed to the Retirement Savings Plan as Pre-Tax Employee Contributions for the Covered Employee and the Code Limitations not applied to the Retirement Savings Plan.

Amount B is 75% of the portion (if any) of the actual Matchable Pre-Tax Employee Contributions made to the Retirement Savings Plan for the Covered Employee for the Plan Year with respect to which Matching Contribution allocations were not made under Section 5.2 of the Retirement Savings Plan or (if made) were forfeited under Section 5.4 of the Retirement Savings Plan because of the Code Limitations.

Section 3.4 Account Adjustments. Beginning January 1, 1994, as of each end of month Valuation Date under the Retirement Savings Plan, each Deferral Account and Matching Contribution Restoration Account shall be adjusted for the monthly Valuation Period then ended so that the level of investment return of Accounts under the Plan shall be substantially equal to the ask yield of the most recent auction of 30-year Treasury bonds, as quoted for the last business day of the preceding Valuation Period in the Wall Street Journal, or, if such quotations are not available in the Wall Street Journal, in a similar financial publication selected by the Restoration Plan Committee. Prior to January 1, 1994, account adjustments were made in accordance with the terms of the Restoration Plan as then in effect.

Section 3.5 Account Payments. Upon an Employee's termination of employment with a Participating Employer (other than in connection with a transfer of employment to any Affiliated Group member) for any reason other than death, the amount credited to the Deferral Account and Matching Contribution Restoration Account maintained for the Employee shall be paid to the Employee in cash and charged against such Accounts in accordance with such method of distribution authorized under the Retirement Savings Plan as is selected by the Restoration Plan Committee in its absolute discretion. If, however, the Employee is not fully (100%) vested in the amount credited to the Employee's Matching Contribution Account and/or the Employee's Pre-1993 Stock/Thrift Plan Matching Contribution Account under the Retirement Savings Plan at the time of such termination of employment, the amount credited to the Employee's Matching Contribution Restoration Account shall be reduced at the time of such termination of employment to an amount equal to the product of (i) the amount then credited to said Matching Contribution Restoration Account multiplied by (ii) the vested percentage applicable to the Employee's Matching Contribution Account and Pre-1993 Stock/Thrift Plan Matching Contribution Account under the Retirement Savings Plan as of the date of such termination of employment. The amount by which the Employee's Matching Contribution Restoration Account is reduced by application of the preceding sentence shall be forfeited at the time Employee terminates employment.

Upon an Employee's death while employed by a Participating Employer, the full amounts then credited to all Accounts maintained for the Employee under the Restoration Plan shall be paid in a single cash payment to the Employee's "Beneficiary" as determined under the Retirement Savings Plan.

Section 3.6 Withdrawals on Account of an Unforeseeable

Emergency. A Covered Employee who is in active service of a Participating Employer may, in the Restoration Plan Committee's sole discretion, receive a refund of all or any part of the amounts previously credited to the Covered Employee's Deferral Account (but not the Covered Employee's Matching Contribution Restoration Account) in the case of an "unforeseeable emergency."

A Covered Employee requesting a payment pursuant to this Section shall have the burden of proof of establishing, to the Restoration Plan Committee's satisfaction, the existence of such "unforeseeable emergency," and the amount of the payment needed to satisfy the same. In that regard, the Covered Employee shall provide the Restoration Plan Committee with such financial data and information as the Restoration Plan Committee may request. If the Restoration Plan Committee determines that a payment should be made to a Covered Employee under this Section such payment shall be made within a reasonable time after the Restoration Plan Committee's determination of the existence of such "unforeseeable emergency" and the amount of payment so needed. As used herein, the term "unforeseeable emergency" means a severe financial hardship to a Covered Employee resulting from a sudden and unexpected illness or accident of the Covered Employee or of a dependent of the Covered Employee, loss of the Covered Employee's property due to casualty, or other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the control of the Covered Employee. The circumstances that shall constitute an "unforeseeable emergency" shall depend upon the facts of each case, but, in any case, payment may not be made to the extent that such hardship is or may be relieved (i) through reimbursement or compensation by insurance or otherwise, or (ii) by liquidation of the Covered Employee's assets, to the extent the liquidation of such assets would not itself cause severe financial hardship. Examples of what are not considered to be "unforeseeable emergencies" include the need to send a Covered Employee's child to college or the desire to purchase a home. Withdrawals of amounts because of an "unforeseeable emergency" shall not exceed an amount reasonably needed to satisfy the emergency need. If any withdrawal is permitted pursuant to this Section during a Plan Year, no further deferral of compensation shall be made during the Plan Year from and after the effective date of the withdrawal.

ARTICLE IV.

AMENDMENT AND TERMINATION

Section 4.1 Amendment and Termination. NationsBank shall have the right and power at any time and from time to time to amend the Restoration Plan in whole or in part, on behalf of all Participating Employers, and at any time to terminate the Restoration Plan or any Participating Employer's participation hereunder; provided, however, that no such amendment or termination shall reduce the amount actually credited to an Employee's Account(s) under the Restoration Plan on the date of such amendment or termination, or further defer the due dates for the payment of such amounts, without the consent of the affected Employee.

ARTICLE V.

MISCELLANEOUS PROVISIONS

Section 5.1 Nature of Plan and Rights. The Restoration Plan is unfunded and intended to constitute an incentive and deferred compensation plan for a select group of officers and key management employees of the Participating Employers. If necessary to preserve the above intended plan status, the Restoration Plan Committee, in its sole discretion, reserves the right to limit or reduce the number of actual participants and otherwise to take any remedial or curative action that the Restoration Plan Committee deems necessary or advisable. The Accounts established and maintained under the Restoration Plan by a Participating Employer are for accounting purposes only and

shall not be deemed or construed to create a trust fund of any kind or to grant a property interest of any kind to any Employee, designated beneficiary or estate. The amounts credited by a Participating Employer to such Accounts are and for all purposes shall continue to be a part of the general assets of such Participating Employer, and to the extent that an Employee, beneficiary or estate acquires a right to receive payments from such Participating Employer pursuant to the Restoration Plan, such right shall be no greater than the right of any unsecured general creditor of such Participating Employer.

Section 5.2 Termination of Employment. For the purposes of the Restoration Plan, an Employee's employment with an Participating Employer shall not be considered to have terminated so long as the Employee is in the employ of any Participating Employer or other member of the Controlled Group.

Section 5.3 Spendthrift Provision. No Account balance or other right or interest under the Restoration Plan of an Employee, beneficiary or estate may be assigned, transferred or alienated, in whole or in part, either directly or by operation of law, and no such balance, right or interest shall be liable for or subject to any debt, obligation or liability of the Employee, designated beneficiary or estate.

Section 5.4 Employment Noncontractual. The establishment of the Restoration Plan shall not enlarge or otherwise affect the terms of any Employee's employment with his Participating Employer, and such Participating Employer may terminate the employment of the Employee as freely and with the same effect as if the Restoration Plan had not been established.

Section 5.5 Adoption by Other Participating Employers. The Restoration Plan may be adopted by any Participating Employer participating under the Retirement Savings Plan, such adoption to be effective as of the date specified by such Participating Employer at the time of adoption.

Section 5.6 Applicable Law. The Restoration Plan shall be governed and construed in accordance with the laws of the State of North Carolina, except to the extent such laws are preempted by the laws of the United States of America.

Section 5.7 Merged Plans. From time to time the Participating Employers may cause other nonqualified plans to be merged into the Restoration Plan. Schedule 5.7 attached hereto sets forth the names of the plans that merged into the Restoration Plan by January 1, 1994 and their respective merger dates. Schedule 5.7 shall be updated from time to time to reflect mergers after January 1, 1994.

Upon such a merger, the account balance(s) immediately prior to the date of merger of each participant in the merged plan shall be transferred and credited as of the merger date to one or more accounts established under the Restoration Plan for such participant. From and after the merger date, the participant's rights shall be determined under the Restoration Plan, and the participant shall be subject to all of the restrictions, limitations and other terms and provisions of the Restoration Plan. Not in limitation of the foregoing, each Restoration Plan Account established for the participant as a result of the merger shall be periodically adjusted when and as provided in Section 3.4 hereof as in effect from time to time and shall be paid at such time and in such manner as provided in Section 3.5 and Section 3.6 hereof, except to the extent otherwise provided on Schedule 5.7.

IN WITNESS WHEREOF, this instrument has been executed by NationsBank as of the day and year first above written.

NATIONSBANK CORPORATION

By: /s/ Charles J. Cooley
Title: Executive Vice President

SCHEDULE 5.7

MERGED PLANS AS OF JANUARY 1, 1994

Plan Name	Date of Merger
C&S Policy Committee Supplemental Savings Plan	December 31, 1992
C&S Key Executive Supplemental Savings Plan	December 31, 1992
C&S/Sovran Supplemental Retirement Plan for Former Sovran Executives (Thrift Restoration Benefits)	December 31, 1992
First & Merchants Corporation Deferred Management Incentive Compensation Plan	March 31, 1993
Sovran Deferred Compensation Plan	March 31, 1993
NationsBank of Texas, N.A. Profit Sharing Restoration Plan	March 31, 1993
Thrift Plan Reserve Account Maintained Under the NationsBank Corporation and Designated Subsidiaries Supplemental Executive Retirement Plan	March 31, 1993

THE NATIONSBANK RETIREMENT SAVINGS RESTORATION PLAN

(as effective January 1, 1994)

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THE NATIONSBANK RETIREMENT SAVINGS RESTORATION PLAN

(as effective January 1, 1994)

THIS INSTRUMENT, executed as of the 22nd day of December, 1993, by NATIONSBANK CORPORATION, a North Carolina Corporation ("NATIONSBANK");

Statement of Purpose

By Instrument dated December 31, 1992, NationsBank amended and restated the NCNB Thrift Restoration Plan and changed its name to "The NationsBank Retirement Savings Restoration Plan" (the "Restoration Plan") in connection with the merger of the NationsBank Corporation and Designated Subsidiaries Stock/Thrift Plan and the C&S/Sovran Retirement Savings, ESOP and Profit Sharing Plan to form The NationsBank Retirement Savings Plan. The purpose of the Restoration Plan is to provide benefits, on a non-qualified and unfunded basis, to certain employees whose benefits under The NationsBank Retirement Savings Plan are adversely affected by the limitations of Sections 401(a)(17), 401(k)(3), 401(m) and 402(g) of the Internal Revenue Code.

By this Instrument, NationsBank is amending and restating the Restoration Plan effective January 1, 1994 (i) to provide that an election by a covered employee to participate in the Restoration Plan shall continue in effect unless and until otherwise changed or terminated, (ii) to change the interest rate used for determining the adjustment to Restoration Plan accounts and (iii) to otherwise meet current needs.

NOW, THEREFORE, for the purposes aforesaid, NationsBank hereby amends and restates the Restoration Plan effective January 1, 1994 to consist of the following Articles I through V:

ARTICLE I.

DEFINITIONS

Section 1.1 Definitions. Unless the context clearly indicates otherwise, when used in the Restoration Plan:

(a) Code means the Internal Revenue Code of 1986. References to the Code shall include the valid and binding governmental regulations, court decisions and other regulatory and judicial authority issued or rendered thereunder.

(b) Code Limitations means any one or more of the limitations and restrictions that Sections 401(a)(17), 401(k)(3), 401(m) and 402(g) of the Code place on the Pre-Tax Employee Contributions and Matching Contributions for a Covered Employee under the Retirement Savings Plan.

(c) Covered Employee means an Employee eligible to participate in the Retirement Savings Plan.

(d) Deferral Account means the account established and maintained on the books of a Participating Employer to record an Employee's interest under the Restoration Plan attributable to amounts credited to the Employee pursuant to Section 3.2 of the Restoration Plan.

(e) Employee means an individual employed by a Participating Employer.

(f) Matching Contribution Restoration Account means the account established and maintained on the books of a Participating Employer to record a Covered Employee's interest under the Restoration Plan attributable to amounts credited to the Covered Employee pursuant to Section 3.3 of the Restoration Plan. Prior to January 1, 1993, the Restoration Plan referred to this account as the "Restoration Account."

(g) Participating Employer means (i) NationsBank, (ii) each other "Participating Employer" under (and as defined in) the Retirement Savings Plan on the date hereof and (iii) any other incorporated or unincorporated trade or business which may hereafter adopt both the Retirement Savings Plan and the Restoration Plan.

(h) Plan Year means the twelve-month period commencing January 1 and ending the following December 31.

(i) Restoration Plan means this Plan: The NationsBank Retirement Savings Restoration Plan as in effect from time to time. Prior to January 1, 1993, the Restoration Plan was named the "NationsBank Thrift Restoration Plan."

(j) Restoration Plan Committee means the committee designated pursuant to Section 2.1 of the Restoration Plan.

(k) Retirement Savings Plan means The NationsBank Retirement Savings Plan, as in effect from time to time. Prior to January 1, 1993, the Retirement Savings Plan was named the "NationsBank Corporation and Designated Subsidiaries Stock/Thrift Plan."

Any capitalized terms used in the Restoration Plan that are defined in the documents comprising the Retirement Savings Plan have the meanings assigned to them in the Retirement Savings Plan, unless such terms are otherwise defined above in this Article or unless the context clearly indicates otherwise.

ARTICLE II.

PLAN ADMINISTRATION

Section 2.1 Restoration Plan Committee. The Restoration Plan shall be administered by the Restoration Plan Committee, which shall have the same membership as the committee from time to time acting as the "Committee" under (and as defined in) the Retirement Savings Plan. The Restoration Plan Committee shall be empowered to interpret the provisions of the Restoration Plan and to perform and exercise all of the duties and powers granted to it under the terms of the Restoration Plan by action of a majority of its members in office from time to time. The Restoration Plan Committee may adopt such rules and regulations for the administration of the Restoration Plan as are consistent with the terms hereof and shall keep adequate records of its proceedings and acts. All interpretations and decisions made (both as to law and fact) and other action taken by the Restoration Plan Committee with respect to the Restoration Plan shall be conclusive and binding upon all parties having or claiming to have an interest under the Restoration Plan. Not in limitation of the foregoing, the Restoration Plan Committee shall have the discretion to decide any factual or interpretative issues that may arise in connection with its administration of the Restoration Plan (including without limitation any determination as to claims for benefits hereunder), and the Restoration Plan Committee's exercise of such discretion shall be conclusive and binding on all affected parties as long as it is not arbitrary or capricious.

ARTICLE III.

DEFERRED COMPENSATION PROVISIONS

Section 3.1 Employee Elections. Prior to January 1 of a Plan Year, or at such other times as may be established by the Restoration Plan Committee, a Covered Employee who is expected to be a highly compensated employee within the meaning of section 414(q) of the Code for the Plan Year of the Retirement Savings Plan to which such election relates may elect to defer under the Restoration Plan the portion of the Covered Employee's Pre-Tax Employee Contributions otherwise permissible under the Retirement Savings Plan which cannot be credited to the Covered Employee under the Retirement Savings Plan for such Plan Year because of the Code Limitations. All elections made under this Section 3.1 shall be made in writing on a form prescribed by and filed with the Restoration Plan Committee and shall be irrevocable for such Plan Year. An election by a Covered Employee under this Section 3.1 shall continue in effect for all subsequent Plan Years (during which the Covered Employee is a highly compensated employee) unless and until changed or terminated by the Covered Employee in accordance with procedures established from time to time by the Restoration Plan Committee. Any such change in or termination of an election under this Section 3.1 shall be effective as of the January 1 of the next succeeding Plan Year.

Section 3.2 Deferral Accounts. A Participating Employer shall establish and maintain on its books a Deferral Account for each Covered Employee employed by such Participating Employer who elects to defer the receipt of any amount pursuant to Section 3.1 of the Restoration Plan. Such Deferral Account shall be designated by the name of the Covered Employee for whom established. The amount attributable to any Pre-Tax Employee Contribution for a particular pay period during such Plan Year which cannot be credited to the Covered Employee under the Retirement Savings Plan because of the Code Limitations, and which the Covered Employee has elected to defer pursuant to Section 3.1 of the Restoration Plan, shall be credited to such Deferral Account as of the last day of the calendar month to which such contribution is related and actually withheld.

Section 3.3 Matching Contribution Restoration Accounts. A Participating Employer shall establish and maintain on its books a Matching Contribution Restoration Account for each Covered Employee employed by such Participating Employer whose Matching Contributions under the Retirement Savings Plan shall have been

limited, directly or indirectly, by the operation of the Code Limitations. Such Matching Contribution Restoration Account shall be designated by the name of the Covered Employee for whom established. If a Covered Employee is a Participant Eligible for Matching Contributions for the Plan Year under the Retirement Savings Plan, the Covered Employee's Matching Contribution Restoration Account shall be credited as of the Valuation Date under the Retirement Savings Plan that occurs on the last day of the Plan Year with an amount equal to the sum of Amount A and Amount B, where:

Amount A is seventy-five percent (75%) of the sum of the portions (if any) of the amounts credited to the Covered Employee's Deferral Account for the Plan Year pursuant to Section 3.1 of the Restoration Plan that would have been Matchable Pre-Tax Employee Contributions for the Plan Year under the Retirement Savings Plan had such amounts been contributed to the Retirement Savings Plan as Pre-Tax Employee Contributions for the Covered Employee and the Code Limitations not applied to the Retirement Savings Plan.

Amount B is 75% of the portion (if any) of the actual Matchable Pre-Tax Employee Contributions made to the Retirement Savings Plan for the Covered Employee for the Plan Year with respect to which Matching Contribution allocations were not made under Section 5.2 of the Retirement Savings Plan or (if made) were forfeited under Section 5.4 of the Retirement Savings Plan because of the Code Limitations.

Section 3.4 Account Adjustments. Beginning January 1, 1994, as of each end of month Valuation Date under the Retirement Savings Plan, each Deferral Account and Matching Contribution Restoration Account shall be adjusted for the monthly Valuation Period then ended so that the level of investment return of Accounts under the Plan shall be substantially equal to the ask yield of the most recent auction of 30-year Treasury bonds, as quoted for the last business day of the preceding Valuation Period in the Wall Street Journal, or, if such quotations are not available in the Wall Street Journal, in a similar financial publication selected by the Restoration Plan Committee. Prior to January 1, 1994, account adjustments were made in accordance with the terms of the Restoration Plan as then in effect.

Section 3.5 Account Payments. Upon an Employee's termination of employment with a Participating Employer (other than in connection with a transfer of employment to any Affiliated Group member) for any reason other than death, the amount credited to the Deferral Account and Matching Contribution Restoration Account maintained for the Employee shall be paid to the Employee in cash and charged against such Accounts in accordance with such method of distribution authorized under the Retirement Savings Plan as is selected by the Restoration Plan Committee in its absolute discretion. If, however, the Employee is not fully (100%) vested in the amount credited to the Employee's Matching Contribution Account and/or the Employee's Pre-1993 Stock/Thrift Plan Matching Contribution Account under the Retirement Savings Plan at the time of such termination of employment, the amount credited to the Employee's Matching Contribution Restoration Account shall be reduced at the time of such termination of employment to an amount equal to the product of (i) the amount then credited to said Matching Contribution Restoration Account multiplied by (ii) the vested percentage applicable to the Employee's Matching Contribution Account and Pre-1993 Stock/Thrift Plan Matching Contribution Account under the Retirement Savings Plan as of the date of such termination of employment. The amount by which the Employee's Matching Contribution Restoration Account is reduced by application of the preceding sentence shall be forfeited at the time Employee terminates employment.

Upon an Employee's death while employed by a Participating Employer, the full amounts then credited to all Accounts maintained for the Employee under the Restoration Plan shall be paid in a single cash payment to the Employee's "Beneficiary" as determined under the Retirement Savings Plan.

Section 3.6 Withdrawals on Account of an Unforeseeable

Emergency. A Covered Employee who is in active service of a Participating Employer may, in the Restoration Plan Committee's sole discretion, receive a refund of all or any part of the amounts previously credited to the Covered Employee's Deferral Account (but not the Covered Employee's Matching Contribution Restoration Account) in the case of an "unforeseeable emergency."

A Covered Employee requesting a payment pursuant to this Section shall have the burden of proof of establishing, to the Restoration Plan Committee's satisfaction, the existence of such "unforeseeable emergency," and the amount of the payment needed to satisfy the same. In that regard, the Covered Employee shall provide the Restoration Plan Committee with such financial data and information as the Restoration Plan Committee may request. If the Restoration Plan Committee determines that a payment should be made to a Covered Employee under this Section such payment shall be made within a reasonable time after the Restoration Plan Committee's determination of the existence of such "unforeseeable emergency" and the amount of payment so needed. As used herein, the term "unforeseeable emergency" means a severe financial hardship to a Covered Employee resulting from a sudden and unexpected illness or accident of the Covered Employee or of a dependent of the Covered Employee, loss of the Covered Employee's property due to casualty, or other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the control of the Covered Employee. The circumstances that shall constitute an "unforeseeable emergency" shall depend upon the facts of each case, but, in any case, payment may not be made to the extent that such hardship is or may be relieved (i) through reimbursement or compensation by insurance or otherwise, or (ii) by liquidation of the Covered Employee's assets, to the extent the liquidation of such assets would not itself cause severe financial hardship. Examples of what are not considered to be "unforeseeable emergencies" include the need to send a Covered Employee's child to college or the desire to purchase a home. Withdrawals of amounts because of an "unforeseeable emergency" shall not exceed an amount reasonably needed to satisfy the emergency need. If any withdrawal is permitted pursuant to this Section during a Plan Year, no further deferral of compensation shall be made during the Plan Year from and after the effective date of the withdrawal.

ARTICLE IV.

AMENDMENT AND TERMINATION

Section 4.1 Amendment and Termination. NationsBank shall have the right and power at any time and from time to time to amend the Restoration Plan in whole or in part, on behalf of all Participating Employers, and at any time to terminate the Restoration Plan or any Participating Employer's participation hereunder; provided, however, that no such amendment or termination shall reduce the amount actually credited to an Employee's Account(s) under the Restoration Plan on the date of such amendment or termination, or further defer the due dates for the payment of such amounts, without the consent of the affected Employee.

ARTICLE V.

MISCELLANEOUS PROVISIONS

Section 5.1 Nature of Plan and Rights. The Restoration Plan is unfunded and intended to constitute an incentive and deferred compensation plan for a select group of officers and key management employees of the Participating Employers. If necessary to preserve the above intended plan status, the Restoration Plan Committee, in its sole discretion, reserves the right to limit or reduce the number of actual participants and otherwise to take any remedial or curative action that the Restoration Plan Committee deems necessary or advisable. The Accounts established and maintained under the Restoration Plan by a Participating Employer are for accounting purposes only and

shall not be deemed or construed to create a trust fund of any kind or to grant a property interest of any kind to any Employee, designated beneficiary or estate. The amounts credited by a Participating Employer to such Accounts are and for all purposes shall continue to be a part of the general assets of such Participating Employer, and to the extent that an Employee, beneficiary or estate acquires a right to receive payments from such Participating Employer pursuant to the Restoration Plan, such right shall be no greater than the right of any unsecured general creditor of such Participating Employer.

Section 5.2 Termination of Employment. For the purposes of the Restoration Plan, an Employee's employment with an Participating Employer shall not be considered to have terminated so long as the Employee is in the employ of any Participating Employer or other member of the Controlled Group.

Section 5.3 Spendthrift Provision. No Account balance or other right or interest under the Restoration Plan of an Employee, beneficiary or estate may be assigned, transferred or alienated, in whole or in part, either directly or by operation of law, and no such balance, right or interest shall be liable for or subject to any debt, obligation or liability of the Employee, designated beneficiary or estate.

Section 5.4 Employment Noncontractual. The establishment of the Restoration Plan shall not enlarge or otherwise affect the terms of any Employee's employment with his Participating Employer, and such Participating Employer may terminate the employment of the Employee as freely and with the same effect as if the Restoration Plan had not been established.

Section 5.5 Adoption by Other Participating Employers. The Restoration Plan may be adopted by any Participating Employer participating under the Retirement Savings Plan, such adoption to be effective as of the date specified by such Participating Employer at the time of adoption.

Section 5.6 Applicable Law. The Restoration Plan shall be governed and construed in accordance with the laws of the State of North Carolina, except to the extent such laws are preempted by the laws of the United States of America.

Section 5.7 Merged Plans. From time to time the Participating Employers may cause other nonqualified plans to be merged into the Restoration Plan. Schedule 5.7 attached hereto sets forth the names of the plans that merged into the Restoration Plan by January 1, 1994 and their respective merger dates. Schedule 5.7 shall be updated from time to time to reflect mergers after January 1, 1994.

Upon such a merger, the account balance(s) immediately prior to the date of merger of each participant in the merged plan shall be transferred and credited as of the merger date to one or more accounts established under the Restoration Plan for such participant. From and after the merger date, the participant's rights shall be determined under the Restoration Plan, and the participant shall be subject to all of the restrictions, limitations and other terms and provisions of the Restoration Plan. Not in limitation of the foregoing, each Restoration Plan Account established for the participant as a result of the merger shall be periodically adjusted when and as provided in Section 3.4 hereof as in effect from time to time and shall be paid at such time and in such manner as provided in Section 3.5 and Section 3.6 hereof, except to the extent otherwise provided on Schedule 5.7.

IN WITNESS WHEREOF, this instrument has been executed by NationsBank as of the day and year first above written.

NATIONSBANK CORPORATION

By: /s/ Charles J. Cooley
Title: Executive Vice President

SCHEDULE 5.7

MERGED PLANS AS OF JANUARY 1, 1994

Plan Name	Date of Merger
C&S Policy Committee Supplemental Savings Plan	December 31, 1992
C&S Key Executive Supplemental Savings Plan	December 31, 1992
C&S/Sovran Supplemental Retirement Plan for Former Sovran Executives (Thrift Restoration Benefits)	December 31, 1992
First & Merchants Corporation Deferred Management Incentive Compensation Plan	March 31, 1993
Sovran Deferred Compensation Plan	March 31, 1993
NationsBank of Texas, N.A. Profit Sharing Restoration Plan	March 31, 1993
Thrift Plan Reserve Account Maintained Under the NationsBank Corporation and Designated Subsidiaries Supplemental Executive Retirement Plan	March 31, 1993

THE NATIONSBANK RETIREMENT SAVINGS RESTORATION PLAN

(as effective January 1, 1994)

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THE NATIONSBANK RETIREMENT SAVINGS RESTORATION PLAN

(as effective January 1, 1994)

THIS INSTRUMENT, executed as of the 22nd day of December, 1993, by NATIONSBANK CORPORATION, a North Carolina Corporation ("NATIONSBANK");

Statement of Purpose

By Instrument dated December 31, 1992, NationsBank amended and restated the NCNB Thrift Restoration Plan and changed its name to "The NationsBank Retirement Savings Restoration Plan" (the "Restoration Plan") in connection with the merger of the NationsBank Corporation and Designated Subsidiaries Stock/Thrift Plan and the C&S/Sovran Retirement Savings, ESOP and Profit Sharing Plan to form The NationsBank Retirement Savings Plan. The purpose of the Restoration Plan is to provide benefits, on a non-qualified and unfunded basis, to certain employees whose benefits under The NationsBank Retirement Savings Plan are adversely affected by the limitations of Sections 401(a)(17), 401(k)(3), 401(m) and 402(g) of the Internal Revenue Code.

By this Instrument, NationsBank is amending and restating the Restoration Plan effective January 1, 1994 (i) to provide that an election by a covered employee to participate in the Restoration Plan shall continue in effect unless and until otherwise changed or terminated, (ii) to change the interest rate used for determining the adjustment to Restoration Plan accounts and (iii) to otherwise meet current needs.

NOW, THEREFORE, for the purposes aforesaid, NationsBank hereby amends and restates the Restoration Plan effective January 1, 1994 to consist of the following Articles I through V:

ARTICLE I.

DEFINITIONS

Section 1.1 Definitions. Unless the context clearly indicates otherwise, when used in the Restoration Plan:

(a) Code means the Internal Revenue Code of 1986. References to the Code shall include the valid and binding governmental regulations, court decisions and other regulatory and judicial authority issued or rendered thereunder.

(b) Code Limitations means any one or more of the limitations and restrictions that Sections 401(a)(17), 401(k)(3), 401(m) and 402(g) of the Code place on the Pre-Tax Employee Contributions and Matching Contributions for a Covered Employee under the Retirement Savings Plan.

(c) Covered Employee means an Employee eligible to participate in the Retirement Savings Plan.

(d) Deferral Account means the account established and maintained on the books of a Participating Employer to record an Employee's interest under the Restoration Plan attributable to amounts credited to the Employee pursuant to Section 3.2 of the Restoration Plan.

(e) Employee means an individual employed by a Participating Employer.

(f) Matching Contribution Restoration Account means the account established and maintained on the books of a Participating Employer to record a Covered Employee's interest under the Restoration Plan attributable to amounts credited to the Covered Employee pursuant to Section 3.3 of the Restoration Plan. Prior to January 1, 1993, the Restoration Plan referred to this account as the "Restoration Account."

(g) Participating Employer means (i) NationsBank, (ii) each other "Participating Employer" under (and as defined in) the Retirement Savings Plan on the date hereof and (iii) any other incorporated or unincorporated trade or business which may hereafter adopt both the Retirement Savings Plan and the Restoration Plan.

(h) Plan Year means the twelve-month period commencing January 1 and ending the following December 31.

(i) Restoration Plan means this Plan: The NationsBank Retirement Savings Restoration Plan as in effect from time to time. Prior to January 1, 1993, the Restoration Plan was named the "NationsBank Thrift Restoration Plan."

(j) Restoration Plan Committee means the committee designated pursuant to Section 2.1 of the Restoration Plan.

(k) Retirement Savings Plan means The NationsBank Retirement Savings Plan, as in effect from time to time. Prior to January 1, 1993, the Retirement Savings Plan was named the "NationsBank Corporation and Designated Subsidiaries Stock/Thrift Plan."

Any capitalized terms used in the Restoration Plan that are defined in the documents comprising the Retirement Savings Plan have the meanings assigned to them in the Retirement Savings Plan, unless such terms are otherwise defined above in this Article or unless the context clearly indicates otherwise.

ARTICLE II.

PLAN ADMINISTRATION

Section 2.1 Restoration Plan Committee. The Restoration Plan shall be administered by the Restoration Plan Committee, which shall have the same membership as the committee from time to time acting as the "Committee" under (and as defined in) the Retirement Savings Plan. The Restoration Plan Committee shall be empowered to interpret the provisions of the Restoration Plan and to perform and exercise all of the duties and powers granted to it under the terms of the Restoration Plan by action of a majority of its members in office from time to time. The Restoration Plan Committee may adopt such rules and regulations for the administration of the Restoration Plan as are consistent with the terms hereof and shall keep adequate records of its proceedings and acts. All interpretations and decisions made (both as to law and fact) and other action taken by the Restoration Plan Committee with respect to the Restoration Plan shall be conclusive and binding upon all parties having or claiming to have an interest under the Restoration Plan. Not in limitation of the foregoing, the Restoration Plan Committee shall have the discretion to decide any factual or interpretative issues that may arise in connection with its administration of the Restoration Plan (including without limitation any determination as to claims for benefits hereunder), and the Restoration Plan Committee's exercise of such discretion shall be conclusive and binding on all affected parties as long as it is not arbitrary or capricious.

ARTICLE III.

DEFERRED COMPENSATION PROVISIONS

Section 3.1 Employee Elections. Prior to January 1 of a Plan Year, or at such other times as may be established by the Restoration Plan Committee, a Covered Employee who is expected to be a highly compensated employee within the meaning of section 414(q) of the Code for the Plan Year of the Retirement Savings Plan to which such election relates may elect to defer under the Restoration Plan the portion of the Covered Employee's Pre-Tax Employee Contributions otherwise permissible under the Retirement Savings Plan which cannot be credited to the Covered Employee under the Retirement Savings Plan for such Plan Year because of the Code Limitations. All elections made under this Section 3.1 shall be made in writing on a form prescribed by and filed with the Restoration Plan Committee and shall be irrevocable for such Plan Year. An election by a Covered Employee under this Section 3.1 shall continue in effect for all subsequent Plan Years (during which the Covered Employee is a highly compensated employee) unless and until changed or terminated by the Covered Employee in accordance with procedures established from time to time by the Restoration Plan Committee. Any such change in or termination of an election under this Section 3.1 shall be effective as of the January 1 of the next succeeding Plan Year.

Section 3.2 Deferral Accounts. A Participating Employer shall establish and maintain on its books a Deferral Account for each Covered Employee employed by such Participating Employer who elects to defer the receipt of any amount pursuant to Section 3.1 of the Restoration Plan. Such Deferral Account shall be designated by the name of the Covered Employee for whom established. The amount attributable to any Pre-Tax Employee Contribution for a particular pay period during such Plan Year which cannot be credited to the Covered Employee under the Retirement Savings Plan because of the Code Limitations, and which the Covered Employee has elected to defer pursuant to Section 3.1 of the Restoration Plan, shall be credited to such Deferral Account as of the last day of the calendar month to which such contribution is related and actually withheld.

Section 3.3 Matching Contribution Restoration Accounts. A Participating Employer shall establish and maintain on its books a Matching Contribution Restoration Account for each Covered Employee employed by such Participating Employer whose Matching Contributions under the Retirement Savings Plan shall have been

limited, directly or indirectly, by the operation of the Code Limitations. Such Matching Contribution Restoration Account shall be designated by the name of the Covered Employee for whom established. If a Covered Employee is a Participant Eligible for Matching Contributions for the Plan Year under the Retirement Savings Plan, the Covered Employee's Matching Contribution Restoration Account shall be credited as of the Valuation Date under the Retirement Savings Plan that occurs on the last day of the Plan Year with an amount equal to the sum of Amount A and Amount B, where:

Amount A is seventy-five percent (75%) of the sum of the portions (if any) of the amounts credited to the Covered Employee's Deferral Account for the Plan Year pursuant to Section 3.1 of the Restoration Plan that would have been Matchable Pre-Tax Employee Contributions for the Plan Year under the Retirement Savings Plan had such amounts been contributed to the Retirement Savings Plan as Pre-Tax Employee Contributions for the Covered Employee and the Code Limitations not applied to the Retirement Savings Plan.

Amount B is 75% of the portion (if any) of the actual Matchable Pre-Tax Employee Contributions made to the Retirement Savings Plan for the Covered Employee for the Plan Year with respect to which Matching Contribution allocations were not made under Section 5.2 of the Retirement Savings Plan or (if made) were forfeited under Section 5.4 of the Retirement Savings Plan because of the Code Limitations.

Section 3.4 Account Adjustments. Beginning January 1, 1994, as of each end of month Valuation Date under the Retirement Savings Plan, each Deferral Account and Matching Contribution Restoration Account shall be adjusted for the monthly Valuation Period then ended so that the level of investment return of Accounts under the Plan shall be substantially equal to the ask yield of the most recent auction of 30-year Treasury bonds, as quoted for the last business day of the preceding Valuation Period in the Wall Street Journal, or, if such quotations are not available in the Wall Street Journal, in a similar financial publication selected by the Restoration Plan Committee. Prior to January 1, 1994, account adjustments were made in accordance with the terms of the Restoration Plan as then in effect.

Section 3.5 Account Payments. Upon an Employee's termination of employment with a Participating Employer (other than in connection with a transfer of employment to any Affiliated Group member) for any reason other than death, the amount credited to the Deferral Account and Matching Contribution Restoration Account maintained for the Employee shall be paid to the Employee in cash and charged against such Accounts in accordance with such method of distribution authorized under the Retirement Savings Plan as is selected by the Restoration Plan Committee in its absolute discretion. If, however, the Employee is not fully (100%) vested in the amount credited to the Employee's Matching Contribution Account and/or the Employee's Pre-1993 Stock/Thrift Plan Matching Contribution Account under the Retirement Savings Plan at the time of such termination of employment, the amount credited to the Employee's Matching Contribution Restoration Account shall be reduced at the time of such termination of employment to an amount equal to the product of (i) the amount then credited to said Matching Contribution Restoration Account multiplied by (ii) the vested percentage applicable to the Employee's Matching Contribution Account and Pre-1993 Stock/Thrift Plan Matching Contribution Account under the Retirement Savings Plan as of the date of such termination of employment. The amount by which the Employee's Matching Contribution Restoration Account is reduced by application of the preceding sentence shall be forfeited at the time Employee terminates employment.

Upon an Employee's death while employed by a Participating Employer, the full amounts then credited to all Accounts maintained for the Employee under the Restoration Plan shall be paid in a single cash payment to the Employee's "Beneficiary" as determined under the Retirement Savings Plan.

Section 3.6 Withdrawals on Account of an Unforeseeable

Emergency. A Covered Employee who is in active service of a Participating Employer may, in the Restoration Plan Committee's sole discretion, receive a refund of all or any part of the amounts previously credited to the Covered Employee's Deferral Account (but not the Covered Employee's Matching Contribution Restoration Account) in the case of an "unforeseeable emergency."

A Covered Employee requesting a payment pursuant to this Section shall have the burden of proof of establishing, to the Restoration Plan Committee's satisfaction, the existence of such "unforeseeable emergency," and the amount of the payment needed to satisfy the same. In that regard, the Covered Employee shall provide the Restoration Plan Committee with such financial data and information as the Restoration Plan Committee may request. If the Restoration Plan Committee determines that a payment should be made to a Covered Employee under this Section such payment shall be made within a reasonable time after the Restoration Plan Committee's determination of the existence of such "unforeseeable emergency" and the amount of payment so needed. As used herein, the term "unforeseeable emergency" means a severe financial hardship to a Covered Employee resulting from a sudden and unexpected illness or accident of the Covered Employee or of a dependent of the Covered Employee, loss of the Covered Employee's property due to casualty, or other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the control of the Covered Employee. The circumstances that shall constitute an "unforeseeable emergency" shall depend upon the facts of each case, but, in any case, payment may not be made to the extent that such hardship is or may be relieved (i) through reimbursement or compensation by insurance or otherwise, or (ii) by liquidation of the Covered Employee's assets, to the extent the liquidation of such assets would not itself cause severe financial hardship. Examples of what are not considered to be "unforeseeable emergencies" include the need to send a Covered Employee's child to college or the desire to purchase a home. Withdrawals of amounts because of an "unforeseeable emergency" shall not exceed an amount reasonably needed to satisfy the emergency need. If any withdrawal is permitted pursuant to this Section during a Plan Year, no further deferral of compensation shall be made during the Plan Year from and after the effective date of the withdrawal.

ARTICLE IV.

AMENDMENT AND TERMINATION

Section 4.1 Amendment and Termination. NationsBank shall have the right and power at any time and from time to time to amend the Restoration Plan in whole or in part, on behalf of all Participating Employers, and at any time to terminate the Restoration Plan or any Participating Employer's participation hereunder; provided, however, that no such amendment or termination shall reduce the amount actually credited to an Employee's Account(s) under the Restoration Plan on the date of such amendment or termination, or further defer the due dates for the payment of such amounts, without the consent of the affected Employee.

ARTICLE V.

MISCELLANEOUS PROVISIONS

Section 5.1 Nature of Plan and Rights. The Restoration Plan is unfunded and intended to constitute an incentive and deferred compensation plan for a select group of officers and key management employees of the Participating Employers. If necessary to preserve the above intended plan status, the Restoration Plan Committee, in its sole discretion, reserves the right to limit or reduce the number of actual participants and otherwise to take any remedial or curative action that the Restoration Plan Committee deems necessary or advisable. The Accounts established and maintained under the Restoration Plan by a Participating Employer are for accounting purposes only and

shall not be deemed or construed to create a trust fund of any kind or to grant a property interest of any kind to any Employee, designated beneficiary or estate. The amounts credited by a Participating Employer to such Accounts are and for all purposes shall continue to be a part of the general assets of such Participating Employer, and to the extent that an Employee, beneficiary or estate acquires a right to receive payments from such Participating Employer pursuant to the Restoration Plan, such right shall be no greater than the right of any unsecured general creditor of such Participating Employer.

Section 5.2 Termination of Employment. For the purposes of the Restoration Plan, an Employee's employment with an Participating Employer shall not be considered to have terminated so long as the Employee is in the employ of any Participating Employer or other member of the Controlled Group.

Section 5.3 Spendthrift Provision. No Account balance or other right or interest under the Restoration Plan of an Employee, beneficiary or estate may be assigned, transferred or alienated, in whole or in part, either directly or by operation of law, and no such balance, right or interest shall be liable for or subject to any debt, obligation or liability of the Employee, designated beneficiary or estate.

Section 5.4 Employment Noncontractual. The establishment of the Restoration Plan shall not enlarge or otherwise affect the terms of any Employee's employment with his Participating Employer, and such Participating Employer may terminate the employment of the Employee as freely and with the same effect as if the Restoration Plan had not been established.

Section 5.5 Adoption by Other Participating Employers. The Restoration Plan may be adopted by any Participating Employer participating under the Retirement Savings Plan, such adoption to be effective as of the date specified by such Participating Employer at the time of adoption.

Section 5.6 Applicable Law. The Restoration Plan shall be governed and construed in accordance with the laws of the State of North Carolina, except to the extent such laws are preempted by the laws of the United States of America.

Section 5.7 Merged Plans. From time to time the Participating Employers may cause other nonqualified plans to be merged into the Restoration Plan. Schedule 5.7 attached hereto sets forth the names of the plans that merged into the Restoration Plan by January 1, 1994 and their respective merger dates. Schedule 5.7 shall be updated from time to time to reflect mergers after January 1, 1994.

Upon such a merger, the account balance(s) immediately prior to the date of merger of each participant in the merged plan shall be transferred and credited as of the merger date to one or more accounts established under the Restoration Plan for such participant. From and after the merger date, the participant's rights shall be determined under the Restoration Plan, and the participant shall be subject to all of the restrictions, limitations and other terms and provisions of the Restoration Plan. Not in limitation of the foregoing, each Restoration Plan Account established for the participant as a result of the merger shall be periodically adjusted when and as provided in Section 3.4 hereof as in effect from time to time and shall be paid at such time and in such manner as provided in Section 3.5 and Section 3.6 hereof, except to the extent otherwise provided on Schedule 5.7.

IN WITNESS WHEREOF, this instrument has been executed by NationsBank as of the day and year first above written.

NATIONSBANK CORPORATION

By: /s/ Charles J. Cooley
Title: Executive Vice President

SCHEDULE 5.7

MERGED PLANS AS OF JANUARY 1, 1994

Plan Name	Date of Merger
C&S Policy Committee Supplemental Savings Plan	December 31, 1992
C&S Key Executive Supplemental Savings Plan	December 31, 1992
C&S/Sovran Supplemental Retirement Plan for Former Sovran Executives (Thrift Restoration Benefits)	December 31, 1992
First & Merchants Corporation Deferred Management Incentive Compensation Plan	March 31, 1993
Sovran Deferred Compensation Plan	March 31, 1993
NationsBank of Texas, N.A. Profit Sharing Restoration Plan	March 31, 1993
Thrift Plan Reserve Account Maintained Under the NationsBank Corporation and Designated Subsidiaries Supplemental Executive Retirement Plan	March 31, 1993

THE NATIONSBANK RETIREMENT SAVINGS RESTORATION PLAN

(as effective January 1, 1994)

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THE NATIONSBANK RETIREMENT SAVINGS RESTORATION PLAN

(as effective January 1, 1994)

THIS INSTRUMENT, executed as of the 22nd day of December, 1993, by NATIONSBANK CORPORATION, a North Carolina Corporation ("NATIONSBANK");

Statement of Purpose

By Instrument dated December 31, 1992, NationsBank amended and restated the NCNB Thrift Restoration Plan and changed its name to "The NationsBank Retirement Savings Restoration Plan" (the "Restoration Plan") in connection with the merger of the NationsBank Corporation and Designated Subsidiaries Stock/Thrift Plan and the C&S/Sovran Retirement Savings, ESOP and Profit Sharing Plan to form The NationsBank Retirement Savings Plan. The purpose of the Restoration Plan is to provide benefits, on a non-qualified and unfunded basis, to certain employees whose benefits under The NationsBank Retirement Savings Plan are adversely affected by the limitations of Sections 401(a)(17), 401(k)(3), 401(m) and 402(g) of the Internal Revenue Code.

By this Instrument, NationsBank is amending and restating the Restoration Plan effective January 1, 1994 (i) to provide that an election by a covered employee to participate in the Restoration Plan shall continue in effect unless and until otherwise changed or terminated, (ii) to change the interest rate used for determining the adjustment to Restoration Plan accounts and (iii) to otherwise meet current needs.

NOW, THEREFORE, for the purposes aforesaid, NationsBank hereby amends and restates the Restoration Plan effective January 1, 1994 to consist of the following Articles I through V:

ARTICLE I.

DEFINITIONS

Section 1.1 Definitions. Unless the context clearly indicates otherwise, when used in the Restoration Plan:

(a) Code means the Internal Revenue Code of 1986. References to the Code shall include the valid and binding governmental regulations, court decisions and other regulatory and judicial authority issued or rendered thereunder.

(b) Code Limitations means any one or more of the limitations and restrictions that Sections 401(a)(17), 401(k)(3), 401(m) and 402(g) of the Code place on the Pre-Tax Employee Contributions and Matching Contributions for a Covered Employee under the Retirement Savings Plan.

(c) Covered Employee means an Employee eligible to participate in the Retirement Savings Plan.

(d) Deferral Account means the account established and maintained on the books of a Participating Employer to record an Employee's interest under the Restoration Plan attributable to amounts credited to the Employee pursuant to Section 3.2 of the Restoration Plan.

(e) Employee means an individual employed by a Participating Employer.

(f) Matching Contribution Restoration Account means the account established and maintained on the books of a Participating Employer to record a Covered Employee's interest under the Restoration Plan attributable to amounts credited to the Covered Employee pursuant to Section 3.3 of the Restoration Plan. Prior to January 1, 1993, the Restoration Plan referred to this account as the "Restoration Account."

(g) Participating Employer means (i) NationsBank, (ii) each other "Participating Employer" under (and as defined in) the Retirement Savings Plan on the date hereof and (iii) any other incorporated or unincorporated trade or business which may hereafter adopt both the Retirement Savings Plan and the Restoration Plan.

(h) Plan Year means the twelve-month period commencing January 1 and ending the following December 31.

(i) Restoration Plan means this Plan: The NationsBank Retirement Savings Restoration Plan as in effect from time to time. Prior to January 1, 1993, the Restoration Plan was named the "NationsBank Thrift Restoration Plan."

(j) Restoration Plan Committee means the committee designated pursuant to Section 2.1 of the Restoration Plan.

(k) Retirement Savings Plan means The NationsBank Retirement Savings Plan, as in effect from time to time. Prior to January 1, 1993, the Retirement Savings Plan was named the "NationsBank Corporation and Designated Subsidiaries Stock/Thrift Plan."

Any capitalized terms used in the Restoration Plan that are defined in the documents comprising the Retirement Savings Plan have the meanings assigned to them in the Retirement Savings Plan, unless such terms are otherwise defined above in this Article or unless the context clearly indicates otherwise.

ARTICLE II.

PLAN ADMINISTRATION

Section 2.1 Restoration Plan Committee. The Restoration Plan shall be administered by the Restoration Plan Committee, which shall have the same membership as the committee from time to time acting as the "Committee" under (and as defined in) the Retirement Savings Plan. The Restoration Plan Committee shall be empowered to interpret the provisions of the Restoration Plan and to perform and exercise all of the duties and powers granted to it under the terms of the Restoration Plan by action of a majority of its members in office from time to time. The Restoration Plan Committee may adopt such rules and regulations for the administration of the Restoration Plan as are consistent with the terms hereof and shall keep adequate records of its proceedings and acts. All interpretations and decisions made (both as to law and fact) and other action taken by the Restoration Plan Committee with respect to the Restoration Plan shall be conclusive and binding upon all parties having or claiming to have an interest under the Restoration Plan. Not in limitation of the foregoing, the Restoration Plan Committee shall have the discretion to decide any factual or interpretative issues that may arise in connection with its administration of the Restoration Plan (including without limitation any determination as to claims for benefits hereunder), and the Restoration Plan Committee's exercise of such discretion shall be conclusive and binding on all affected parties as long as it is not arbitrary or capricious.

ARTICLE III.

DEFERRED COMPENSATION PROVISIONS

Section 3.1 Employee Elections. Prior to January 1 of a Plan Year, or at such other times as may be established by the Restoration Plan Committee, a Covered Employee who is expected to be a highly compensated employee within the meaning of section 414(q) of the Code for the Plan Year of the Retirement Savings Plan to which such election relates may elect to defer under the Restoration Plan the portion of the Covered Employee's Pre-Tax Employee Contributions otherwise permissible under the Retirement Savings Plan which cannot be credited to the Covered Employee under the Retirement Savings Plan for such Plan Year because of the Code Limitations. All elections made under this Section 3.1 shall be made in writing on a form prescribed by and filed with the Restoration Plan Committee and shall be irrevocable for such Plan Year. An election by a Covered Employee under this Section 3.1 shall continue in effect for all subsequent Plan Years (during which the Covered Employee is a highly compensated employee) unless and until changed or terminated by the Covered Employee in accordance with procedures established from time to time by the Restoration Plan Committee. Any such change in or termination of an election under this Section 3.1 shall be effective as of the January 1 of the next succeeding Plan Year.

Section 3.2 Deferral Accounts. A Participating Employer shall establish and maintain on its books a Deferral Account for each Covered Employee employed by such Participating Employer who elects to defer the receipt of any amount pursuant to Section 3.1 of the Restoration Plan. Such Deferral Account shall be designated by the name of the Covered Employee for whom established. The amount attributable to any Pre-Tax Employee Contribution for a particular pay period during such Plan Year which cannot be credited to the Covered Employee under the Retirement Savings Plan because of the Code Limitations, and which the Covered Employee has elected to defer pursuant to Section 3.1 of the Restoration Plan, shall be credited to such Deferral Account as of the last day of the calendar month to which such contribution is related and actually withheld.

Section 3.3 Matching Contribution Restoration Accounts. A Participating Employer shall establish and maintain on its books a Matching Contribution Restoration Account for each Covered Employee employed by such Participating Employer whose Matching Contributions under the Retirement Savings Plan shall have been

limited, directly or indirectly, by the operation of the Code Limitations. Such Matching Contribution Restoration Account shall be designated by the name of the Covered Employee for whom established. If a Covered Employee is a Participant Eligible for Matching Contributions for the Plan Year under the Retirement Savings Plan, the Covered Employee's Matching Contribution Restoration Account shall be credited as of the Valuation Date under the Retirement Savings Plan that occurs on the last day of the Plan Year with an amount equal to the sum of Amount A and Amount B, where:

Amount A is seventy-five percent (75%) of the sum of the portions (if any) of the amounts credited to the Covered Employee's Deferral Account for the Plan Year pursuant to Section 3.1 of the Restoration Plan that would have been Matchable Pre-Tax Employee Contributions for the Plan Year under the Retirement Savings Plan had such amounts been contributed to the Retirement Savings Plan as Pre-Tax Employee Contributions for the Covered Employee and the Code Limitations not applied to the Retirement Savings Plan.

Amount B is 75% of the portion (if any) of the actual Matchable Pre-Tax Employee Contributions made to the Retirement Savings Plan for the Covered Employee for the Plan Year with respect to which Matching Contribution allocations were not made under Section 5.2 of the Retirement Savings Plan or (if made) were forfeited under Section 5.4 of the Retirement Savings Plan because of the Code Limitations.

Section 3.4 Account Adjustments. Beginning January 1, 1994, as of each end of month Valuation Date under the Retirement Savings Plan, each Deferral Account and Matching Contribution Restoration Account shall be adjusted for the monthly Valuation Period then ended so that the level of investment return of Accounts under the Plan shall be substantially equal to the ask yield of the most recent auction of 30-year Treasury bonds, as quoted for the last business day of the preceding Valuation Period in the Wall Street Journal, or, if such quotations are not available in the Wall Street Journal, in a similar financial publication selected by the Restoration Plan Committee. Prior to January 1, 1994, account adjustments were made in accordance with the terms of the Restoration Plan as then in effect.

Section 3.5 Account Payments. Upon an Employee's termination of employment with a Participating Employer (other than in connection with a transfer of employment to any Affiliated Group member) for any reason other than death, the amount credited to the Deferral Account and Matching Contribution Restoration Account maintained for the Employee shall be paid to the Employee in cash and charged against such Accounts in accordance with such method of distribution authorized under the Retirement Savings Plan as is selected by the Restoration Plan Committee in its absolute discretion. If, however, the Employee is not fully (100%) vested in the amount credited to the Employee's Matching Contribution Account and/or the Employee's Pre-1993 Stock/Thrift Plan Matching Contribution Account under the Retirement Savings Plan at the time of such termination of employment, the amount credited to the Employee's Matching Contribution Restoration Account shall be reduced at the time of such termination of employment to an amount equal to the product of (i) the amount then credited to said Matching Contribution Restoration Account multiplied by (ii) the vested percentage applicable to the Employee's Matching Contribution Account and Pre-1993 Stock/Thrift Plan Matching Contribution Account under the Retirement Savings Plan as of the date of such termination of employment. The amount by which the Employee's Matching Contribution Restoration Account is reduced by application of the preceding sentence shall be forfeited at the time Employee terminates employment.

Upon an Employee's death while employed by a Participating Employer, the full amounts then credited to all Accounts maintained for the Employee under the Restoration Plan shall be paid in a single cash payment to the Employee's "Beneficiary" as determined under the Retirement Savings Plan.

Section 3.6 Withdrawals on Account of an Unforeseeable

Emergency. A Covered Employee who is in active service of a Participating Employer may, in the Restoration Plan Committee's sole discretion, receive a refund of all or any part of the amounts previously credited to the Covered Employee's Deferral Account (but not the Covered Employee's Matching Contribution Restoration Account) in the case of an "unforeseeable emergency."

A Covered Employee requesting a payment pursuant to this Section shall have the burden of proof of establishing, to the Restoration Plan Committee's satisfaction, the existence of such "unforeseeable emergency," and the amount of the payment needed to satisfy the same. In that regard, the Covered Employee shall provide the Restoration Plan Committee with such financial data and information as the Restoration Plan Committee may request. If the Restoration Plan Committee determines that a payment should be made to a Covered Employee under this Section such payment shall be made within a reasonable time after the Restoration Plan Committee's determination of the existence of such "unforeseeable emergency" and the amount of payment so needed. As used herein, the term "unforeseeable emergency" means a severe financial hardship to a Covered Employee resulting from a sudden and unexpected illness or accident of the Covered Employee or of a dependent of the Covered Employee, loss of the Covered Employee's property due to casualty, or other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the control of the Covered Employee. The circumstances that shall constitute an "unforeseeable emergency" shall depend upon the facts of each case, but, in any case, payment may not be made to the extent that such hardship is or may be relieved (i) through reimbursement or compensation by insurance or otherwise, or (ii) by liquidation of the Covered Employee's assets, to the extent the liquidation of such assets would not itself cause severe financial hardship. Examples of what are not considered to be "unforeseeable emergencies" include the need to send a Covered Employee's child to college or the desire to purchase a home. Withdrawals of amounts because of an "unforeseeable emergency" shall not exceed an amount reasonably needed to satisfy the emergency need. If any withdrawal is permitted pursuant to this Section during a Plan Year, no further deferral of compensation shall be made during the Plan Year from and after the effective date of the withdrawal.

ARTICLE IV.

AMENDMENT AND TERMINATION

Section 4.1 Amendment and Termination. NationsBank shall have the right and power at any time and from time to time to amend the Restoration Plan in whole or in part, on behalf of all Participating Employers, and at any time to terminate the Restoration Plan or any Participating Employer's participation hereunder; provided, however, that no such amendment or termination shall reduce the amount actually credited to an Employee's Account(s) under the Restoration Plan on the date of such amendment or termination, or further defer the due dates for the payment of such amounts, without the consent of the affected Employee.

ARTICLE V.

MISCELLANEOUS PROVISIONS

Section 5.1 Nature of Plan and Rights. The Restoration Plan is unfunded and intended to constitute an incentive and deferred compensation plan for a select group of officers and key management employees of the Participating Employers. If necessary to preserve the above intended plan status, the Restoration Plan Committee, in its sole discretion, reserves the right to limit or reduce the number of actual participants and otherwise to take any remedial or curative action that the Restoration Plan Committee deems necessary or advisable. The Accounts established and maintained under the Restoration Plan by a Participating Employer are for accounting purposes only and

shall not be deemed or construed to create a trust fund of any kind or to grant a property interest of any kind to any Employee, designated beneficiary or estate. The amounts credited by a Participating Employer to such Accounts are and for all purposes shall continue to be a part of the general assets of such Participating Employer, and to the extent that an Employee, beneficiary or estate acquires a right to receive payments from such Participating Employer pursuant to the Restoration Plan, such right shall be no greater than the right of any unsecured general creditor of such Participating Employer.

Section 5.2 Termination of Employment. For the purposes of the Restoration Plan, an Employee's employment with an Participating Employer shall not be considered to have terminated so long as the Employee is in the employ of any Participating Employer or other member of the Controlled Group.

Section 5.3 Spendthrift Provision. No Account balance or other right or interest under the Restoration Plan of an Employee, beneficiary or estate may be assigned, transferred or alienated, in whole or in part, either directly or by operation of law, and no such balance, right or interest shall be liable for or subject to any debt, obligation or liability of the Employee, designated beneficiary or estate.

Section 5.4 Employment Noncontractual. The establishment of the Restoration Plan shall not enlarge or otherwise affect the terms of any Employee's employment with his Participating Employer, and such Participating Employer may terminate the employment of the Employee as freely and with the same effect as if the Restoration Plan had not been established.

Section 5.5 Adoption by Other Participating Employers. The Restoration Plan may be adopted by any Participating Employer participating under the Retirement Savings Plan, such adoption to be effective as of the date specified by such Participating Employer at the time of adoption.

Section 5.6 Applicable Law. The Restoration Plan shall be governed and construed in accordance with the laws of the State of North Carolina, except to the extent such laws are preempted by the laws of the United States of America.

Section 5.7 Merged Plans. From time to time the Participating Employers may cause other nonqualified plans to be merged into the Restoration Plan. Schedule 5.7 attached hereto sets forth the names of the plans that merged into the Restoration Plan by January 1, 1994 and their respective merger dates. Schedule 5.7 shall be updated from time to time to reflect mergers after January 1, 1994.

Upon such a merger, the account balance(s) immediately prior to the date of merger of each participant in the merged plan shall be transferred and credited as of the merger date to one or more accounts established under the Restoration Plan for such participant. From and after the merger date, the participant's rights shall be determined under the Restoration Plan, and the participant shall be subject to all of the restrictions, limitations and other terms and provisions of the Restoration Plan. Not in limitation of the foregoing, each Restoration Plan Account established for the participant as a result of the merger shall be periodically adjusted when and as provided in Section 3.4 hereof as in effect from time to time and shall be paid at such time and in such manner as provided in Section 3.5 and Section 3.6 hereof, except to the extent otherwise provided on Schedule 5.7.

IN WITNESS WHEREOF, this instrument has been executed by NationsBank as of the day and year first above written.

NATIONSBANK CORPORATION

By: /s/ Charles J. Cooley
Title: Executive Vice President

SCHEDULE 5.7

MERGED PLANS AS OF JANUARY 1, 1994

Plan Name	Date of Merger
C&S Policy Committee Supplemental Savings Plan	December 31, 1992
C&S Key Executive Supplemental Savings Plan	December 31, 1992
C&S/Sovran Supplemental Retirement Plan for Former Sovran Executives (Thrift Restoration Benefits)	December 31, 1992
First & Merchants Corporation Deferred Management Incentive Compensation Plan	March 31, 1993
Sovran Deferred Compensation Plan	March 31, 1993
NationsBank of Texas, N.A. Profit Sharing Restoration Plan	March 31, 1993
Thrift Plan Reserve Account Maintained Under the NationsBank Corporation and Designated Subsidiaries Supplemental Executive Retirement Plan	March 31, 1993

THE NATIONSBANK RETIREMENT SAVINGS RESTORATION PLAN

(as effective January 1, 1994)

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THE NATIONSBANK RETIREMENT SAVINGS RESTORATION PLAN

(as effective January 1, 1994)

THIS INSTRUMENT, executed as of the 22nd day of December, 1993, by NATIONSBANK CORPORATION, a North Carolina Corporation ("NATIONSBANK");

Statement of Purpose

By Instrument dated December 31, 1992, NationsBank amended and restated the NCNB Thrift Restoration Plan and changed its name to "The NationsBank Retirement Savings Restoration Plan" (the "Restoration Plan") in connection with the merger of the NationsBank Corporation and Designated Subsidiaries Stock/Thrift Plan and the C&S/Sovran Retirement Savings, ESOP and Profit Sharing Plan to form The NationsBank Retirement Savings Plan. The purpose of the Restoration Plan is to provide benefits, on a non-qualified and unfunded basis, to certain employees whose benefits under The NationsBank Retirement Savings Plan are adversely affected by the limitations of Sections 401(a)(17), 401(k)(3), 401(m) and 402(g) of the Internal Revenue Code.

By this Instrument, NationsBank is amending and restating the Restoration Plan effective January 1, 1994 (i) to provide that an election by a covered employee to participate in the Restoration Plan shall continue in effect unless and until otherwise changed or terminated, (ii) to change the interest rate used for determining the adjustment to Restoration Plan accounts and (iii) to otherwise meet current needs.

NOW, THEREFORE, for the purposes aforesaid, NationsBank hereby amends and restates the Restoration Plan effective January 1, 1994 to consist of the following Articles I through V:

ARTICLE I.

DEFINITIONS

Section 1.1 Definitions. Unless the context clearly indicates otherwise, when used in the Restoration Plan:

(a) Code means the Internal Revenue Code of 1986. References to the Code shall include the valid and binding governmental regulations, court decisions and other regulatory and judicial authority issued or rendered thereunder.

(b) Code Limitations means any one or more of the limitations and restrictions that Sections 401(a)(17), 401(k)(3), 401(m) and 402(g) of the Code place on the Pre-Tax Employee Contributions and Matching Contributions for a Covered Employee under the Retirement Savings Plan.

(c) Covered Employee means an Employee eligible to participate in the Retirement Savings Plan.

(d) Deferral Account means the account established and maintained on the books of a Participating Employer to record an Employee's interest under the Restoration Plan attributable to amounts credited to the Employee pursuant to Section 3.2 of the Restoration Plan.

(e) Employee means an individual employed by a Participating Employer.

(f) Matching Contribution Restoration Account means the account established and maintained on the books of a Participating Employer to record a Covered Employee's interest under the Restoration Plan attributable to amounts credited to the Covered Employee pursuant to Section 3.3 of the Restoration Plan. Prior to January 1, 1993, the Restoration Plan referred to this account as the "Restoration Account."

(g) Participating Employer means (i) NationsBank, (ii) each other "Participating Employer" under (and as defined in) the Retirement Savings Plan on the date hereof and (iii) any other incorporated or unincorporated trade or business which may hereafter adopt both the Retirement Savings Plan and the Restoration Plan.

(h) Plan Year means the twelve-month period commencing January 1 and ending the following December 31.

(i) Restoration Plan means this Plan: The NationsBank Retirement Savings Restoration Plan as in effect from time to time. Prior to January 1, 1993, the Restoration Plan was named the "NationsBank Thrift Restoration Plan."

(j) Restoration Plan Committee means the committee designated pursuant to Section 2.1 of the Restoration Plan.

(k) Retirement Savings Plan means The NationsBank Retirement Savings Plan, as in effect from time to time. Prior to January 1, 1993, the Retirement Savings Plan was named the "NationsBank Corporation and Designated Subsidiaries Stock/Thrift Plan."

Any capitalized terms used in the Restoration Plan that are defined in the documents comprising the Retirement Savings Plan have the meanings assigned to them in the Retirement Savings Plan, unless such terms are otherwise defined above in this Article or unless the context clearly indicates otherwise.

ARTICLE II.

PLAN ADMINISTRATION

Section 2.1 Restoration Plan Committee. The Restoration Plan shall be administered by the Restoration Plan Committee, which shall have the same membership as the committee from time to time acting as the "Committee" under (and as defined in) the Retirement Savings Plan. The Restoration Plan Committee shall be empowered to interpret the provisions of the Restoration Plan and to perform and exercise all of the duties and powers granted to it under the terms of the Restoration Plan by action of a majority of its members in office from time to time. The Restoration Plan Committee may adopt such rules and regulations for the administration of the Restoration Plan as are consistent with the terms hereof and shall keep adequate records of its proceedings and acts. All interpretations and decisions made (both as to law and fact) and other action taken by the Restoration Plan Committee with respect to the Restoration Plan shall be conclusive and binding upon all parties having or claiming to have an interest under the Restoration Plan. Not in limitation of the foregoing, the Restoration Plan Committee shall have the discretion to decide any factual or interpretative issues that may arise in connection with its administration of the Restoration Plan (including without limitation any determination as to claims for benefits hereunder), and the Restoration Plan Committee's exercise of such discretion shall be conclusive and binding on all affected parties as long as it is not arbitrary or capricious.

ARTICLE III.

DEFERRED COMPENSATION PROVISIONS

Section 3.1 Employee Elections. Prior to January 1 of a Plan Year, or at such other times as may be established by the Restoration Plan Committee, a Covered Employee who is expected to be a highly compensated employee within the meaning of section 414(q) of the Code for the Plan Year of the Retirement Savings Plan to which such election relates may elect to defer under the Restoration Plan the portion of the Covered Employee's Pre-Tax Employee Contributions otherwise permissible under the Retirement Savings Plan which cannot be credited to the Covered Employee under the Retirement Savings Plan for such Plan Year because of the Code Limitations. All elections made under this Section 3.1 shall be made in writing on a form prescribed by and filed with the Restoration Plan Committee and shall be irrevocable for such Plan Year. An election by a Covered Employee under this Section 3.1 shall continue in effect for all subsequent Plan Years (during which the Covered Employee is a highly compensated employee) unless and until changed or terminated by the Covered Employee in accordance with procedures established from time to time by the Restoration Plan Committee. Any such change in or termination of an election under this Section 3.1 shall be effective as of the January 1 of the next succeeding Plan Year.

Section 3.2 Deferral Accounts. A Participating Employer shall establish and maintain on its books a Deferral Account for each Covered Employee employed by such Participating Employer who elects to defer the receipt of any amount pursuant to Section 3.1 of the Restoration Plan. Such Deferral Account shall be designated by the name of the Covered Employee for whom established. The amount attributable to any Pre-Tax Employee Contribution for a particular pay period during such Plan Year which cannot be credited to the Covered Employee under the Retirement Savings Plan because of the Code Limitations, and which the Covered Employee has elected to defer pursuant to Section 3.1 of the Restoration Plan, shall be credited to such Deferral Account as of the last day of the calendar month to which such contribution is related and actually withheld.

Section 3.3 Matching Contribution Restoration Accounts. A Participating Employer shall establish and maintain on its books a Matching Contribution Restoration Account for each Covered Employee employed by such Participating Employer whose Matching Contributions under the Retirement Savings Plan shall have been

limited, directly or indirectly, by the operation of the Code Limitations. Such Matching Contribution Restoration Account shall be designated by the name of the Covered Employee for whom established. If a Covered Employee is a Participant Eligible for Matching Contributions for the Plan Year under the Retirement Savings Plan, the Covered Employee's Matching Contribution Restoration Account shall be credited as of the Valuation Date under the Retirement Savings Plan that occurs on the last day of the Plan Year with an amount equal to the sum of Amount A and Amount B, where:

Amount A is seventy-five percent (75%) of the sum of the portions (if any) of the amounts credited to the Covered Employee's Deferral Account for the Plan Year pursuant to Section 3.1 of the Restoration Plan that would have been Matchable Pre-Tax Employee Contributions for the Plan Year under the Retirement Savings Plan had such amounts been contributed to the Retirement Savings Plan as Pre-Tax Employee Contributions for the Covered Employee and the Code Limitations not applied to the Retirement Savings Plan.

Amount B is 75% of the portion (if any) of the actual Matchable Pre-Tax Employee Contributions made to the Retirement Savings Plan for the Covered Employee for the Plan Year with respect to which Matching Contribution allocations were not made under Section 5.2 of the Retirement Savings Plan or (if made) were forfeited under Section 5.4 of the Retirement Savings Plan because of the Code Limitations.

Section 3.4 Account Adjustments. Beginning January 1, 1994, as of each end of month Valuation Date under the Retirement Savings Plan, each Deferral Account and Matching Contribution Restoration Account shall be adjusted for the monthly Valuation Period then ended so that the level of investment return of Accounts under the Plan shall be substantially equal to the ask yield of the most recent auction of 30-year Treasury bonds, as quoted for the last business day of the preceding Valuation Period in the Wall Street Journal, or, if such quotations are not available in the Wall Street Journal, in a similar financial publication selected by the Restoration Plan Committee. Prior to January 1, 1994, account adjustments were made in accordance with the terms of the Restoration Plan as then in effect.

Section 3.5 Account Payments. Upon an Employee's termination of employment with a Participating Employer (other than in connection with a transfer of employment to any Affiliated Group member) for any reason other than death, the amount credited to the Deferral Account and Matching Contribution Restoration Account maintained for the Employee shall be paid to the Employee in cash and charged against such Accounts in accordance with such method of distribution authorized under the Retirement Savings Plan as is selected by the Restoration Plan Committee in its absolute discretion. If, however, the Employee is not fully (100%) vested in the amount credited to the Employee's Matching Contribution Account and/or the Employee's Pre-1993 Stock/Thrift Plan Matching Contribution Account under the Retirement Savings Plan at the time of such termination of employment, the amount credited to the Employee's Matching Contribution Restoration Account shall be reduced at the time of such termination of employment to an amount equal to the product of (i) the amount then credited to said Matching Contribution Restoration Account multiplied by (ii) the vested percentage applicable to the Employee's Matching Contribution Account and Pre-1993 Stock/Thrift Plan Matching Contribution Account under the Retirement Savings Plan as of the date of such termination of employment. The amount by which the Employee's Matching Contribution Restoration Account is reduced by application of the preceding sentence shall be forfeited at the time Employee terminates employment.

Upon an Employee's death while employed by a Participating Employer, the full amounts then credited to all Accounts maintained for the Employee under the Restoration Plan shall be paid in a single cash payment to the Employee's "Beneficiary" as determined under the Retirement Savings Plan.

Section 3.6 Withdrawals on Account of an Unforeseeable

Emergency. A Covered Employee who is in active service of a Participating Employer may, in the Restoration Plan Committee's sole discretion, receive a refund of all or any part of the amounts previously credited to the Covered Employee's Deferral Account (but not the Covered Employee's Matching Contribution Restoration Account) in the case of an "unforeseeable emergency."

A Covered Employee requesting a payment pursuant to this Section shall have the burden of proof of establishing, to the Restoration Plan Committee's satisfaction, the existence of such "unforeseeable emergency," and the amount of the payment needed to satisfy the same. In that regard, the Covered Employee shall provide the Restoration Plan Committee with such financial data and information as the Restoration Plan Committee may request. If the Restoration Plan Committee determines that a payment should be made to a Covered Employee under this Section such payment shall be made within a reasonable time after the Restoration Plan Committee's determination of the existence of such "unforeseeable emergency" and the amount of payment so needed. As used herein, the term "unforeseeable emergency" means a severe financial hardship to a Covered Employee resulting from a sudden and unexpected illness or accident of the Covered Employee or of a dependent of the Covered Employee, loss of the Covered Employee's property due to casualty, or other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the control of the Covered Employee. The circumstances that shall constitute an "unforeseeable emergency" shall depend upon the facts of each case, but, in any case, payment may not be made to the extent that such hardship is or may be relieved (i) through reimbursement or compensation by insurance or otherwise, or (ii) by liquidation of the Covered Employee's assets, to the extent the liquidation of such assets would not itself cause severe financial hardship. Examples of what are not considered to be "unforeseeable emergencies" include the need to send a Covered Employee's child to college or the desire to purchase a home. Withdrawals of amounts because of an "unforeseeable emergency" shall not exceed an amount reasonably needed to satisfy the emergency need. If any withdrawal is permitted pursuant to this Section during a Plan Year, no further deferral of compensation shall be made during the Plan Year from and after the effective date of the withdrawal.

ARTICLE IV.

AMENDMENT AND TERMINATION

Section 4.1 Amendment and Termination. NationsBank shall have the right and power at any time and from time to time to amend the Restoration Plan in whole or in part, on behalf of all Participating Employers, and at any time to terminate the Restoration Plan or any Participating Employer's participation hereunder; provided, however, that no such amendment or termination shall reduce the amount actually credited to an Employee's Account(s) under the Restoration Plan on the date of such amendment or termination, or further defer the due dates for the payment of such amounts, without the consent of the affected Employee.

ARTICLE V.

MISCELLANEOUS PROVISIONS

Section 5.1 Nature of Plan and Rights. The Restoration Plan is unfunded and intended to constitute an incentive and deferred compensation plan for a select group of officers and key management employees of the Participating Employers. If necessary to preserve the above intended plan status, the Restoration Plan Committee, in its sole discretion, reserves the right to limit or reduce the number of actual participants and otherwise to take any remedial or curative action that the Restoration Plan Committee deems necessary or advisable. The Accounts established and maintained under the Restoration Plan by a Participating Employer are for accounting purposes only and

shall not be deemed or construed to create a trust fund of any kind or to grant a property interest of any kind to any Employee, designated beneficiary or estate. The amounts credited by a Participating Employer to such Accounts are and for all purposes shall continue to be a part of the general assets of such Participating Employer, and to the extent that an Employee, beneficiary or estate acquires a right to receive payments from such Participating Employer pursuant to the Restoration Plan, such right shall be no greater than the right of any unsecured general creditor of such Participating Employer.

Section 5.2 Termination of Employment. For the purposes of the Restoration Plan, an Employee's employment with an Participating Employer shall not be considered to have terminated so long as the Employee is in the employ of any Participating Employer or other member of the Controlled Group.

Section 5.3 Spendthrift Provision. No Account balance or other right or interest under the Restoration Plan of an Employee, beneficiary or estate may be assigned, transferred or alienated, in whole or in part, either directly or by operation of law, and no such balance, right or interest shall be liable for or subject to any debt, obligation or liability of the Employee, designated beneficiary or estate.

Section 5.4 Employment Noncontractual. The establishment of the Restoration Plan shall not enlarge or otherwise affect the terms of any Employee's employment with his Participating Employer, and such Participating Employer may terminate the employment of the Employee as freely and with the same effect as if the Restoration Plan had not been established.

Section 5.5 Adoption by Other Participating Employers. The Restoration Plan may be adopted by any Participating Employer participating under the Retirement Savings Plan, such adoption to be effective as of the date specified by such Participating Employer at the time of adoption.

Section 5.6 Applicable Law. The Restoration Plan shall be governed and construed in accordance with the laws of the State of North Carolina, except to the extent such laws are preempted by the laws of the United States of America.

Section 5.7 Merged Plans. From time to time the Participating Employers may cause other nonqualified plans to be merged into the Restoration Plan. Schedule 5.7 attached hereto sets forth the names of the plans that merged into the Restoration Plan by January 1, 1994 and their respective merger dates. Schedule 5.7 shall be updated from time to time to reflect mergers after January 1, 1994.

Upon such a merger, the account balance(s) immediately prior to the date of merger of each participant in the merged plan shall be transferred and credited as of the merger date to one or more accounts established under the Restoration Plan for such participant. From and after the merger date, the participant's rights shall be determined under the Restoration Plan, and the participant shall be subject to all of the restrictions, limitations and other terms and provisions of the Restoration Plan. Not in limitation of the foregoing, each Restoration Plan Account established for the participant as a result of the merger shall be periodically adjusted when and as provided in Section 3.4 hereof as in effect from time to time and shall be paid at such time and in such manner as provided in Section 3.5 and Section 3.6 hereof, except to the extent otherwise provided on Schedule 5.7.

IN WITNESS WHEREOF, this instrument has been executed by NationsBank as of the day and year first above written.

NATIONSBANK CORPORATION

By: /s/ Charles J. Cooley
Title: Executive Vice President

SCHEDULE 5.7

MERGED PLANS AS OF JANUARY 1, 1994

Plan Name	Date of Merger
C&S Policy Committee Supplemental Savings Plan	December 31, 1992
C&S Key Executive Supplemental Savings Plan	December 31, 1992
C&S/Sovran Supplemental Retirement Plan for Former Sovran Executives (Thrift Restoration Benefits)	December 31, 1992
First & Merchants Corporation Deferred Management Incentive Compensation Plan	March 31, 1993
Sovran Deferred Compensation Plan	March 31, 1993
NationsBank of Texas, N.A. Profit Sharing Restoration Plan	March 31, 1993
Thrift Plan Reserve Account Maintained Under the NationsBank Corporation and Designated Subsidiaries Supplemental Executive Retirement Plan	March 31, 1993

THE NATIONSBANK RETIREMENT SAVINGS RESTORATION PLAN

(as effective January 1, 1994)

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THE NATIONSBANK RETIREMENT SAVINGS RESTORATION PLAN

(as effective January 1, 1994)

THIS INSTRUMENT, executed as of the 22nd day of December, 1993, by NATIONSBANK CORPORATION, a North Carolina Corporation ("NATIONSBANK");

Statement of Purpose

By Instrument dated December 31, 1992, NationsBank amended and restated the NCNB Thrift Restoration Plan and changed its name to "The NationsBank Retirement Savings Restoration Plan" (the "Restoration Plan") in connection with the merger of the NationsBank Corporation and Designated Subsidiaries Stock/Thrift Plan and the C&S/Sovran Retirement Savings, ESOP and Profit Sharing Plan to form The NationsBank Retirement Savings Plan. The purpose of the Restoration Plan is to provide benefits, on a non-qualified and unfunded basis, to certain employees whose benefits under The NationsBank Retirement Savings Plan are adversely affected by the limitations of Sections 401(a)(17), 401(k)(3), 401(m) and 402(g) of the Internal Revenue Code.

By this Instrument, NationsBank is amending and restating the Restoration Plan effective January 1, 1994 (i) to provide that an election by a covered employee to participate in the Restoration Plan shall continue in effect unless and until otherwise changed or terminated, (ii) to change the interest rate used for determining the adjustment to Restoration Plan accounts and (iii) to otherwise meet current needs.

NOW, THEREFORE, for the purposes aforesaid, NationsBank hereby amends and restates the Restoration Plan effective January 1, 1994 to consist of the following Articles I through V:

ARTICLE I.

DEFINITIONS

Section 1.1 Definitions. Unless the context clearly indicates otherwise, when used in the Restoration Plan:

(a) Code means the Internal Revenue Code of 1986. References to the Code shall include the valid and binding governmental regulations, court decisions and other regulatory and judicial authority issued or rendered thereunder.

(b) Code Limitations means any one or more of the limitations and restrictions that Sections 401(a)(17), 401(k)(3), 401(m) and 402(g) of the Code place on the Pre-Tax Employee Contributions and Matching Contributions for a Covered Employee under the Retirement Savings Plan.

(c) Covered Employee means an Employee eligible to participate in the Retirement Savings Plan.

(d) Deferral Account means the account established and maintained on the books of a Participating Employer to record an Employee's interest under the Restoration Plan attributable to amounts credited to the Employee pursuant to Section 3.2 of the Restoration Plan.

(e) Employee means an individual employed by a Participating Employer.

(f) Matching Contribution Restoration Account means the account established and maintained on the books of a Participating Employer to record a Covered Employee's interest under the Restoration Plan attributable to amounts credited to the Covered Employee pursuant to Section 3.3 of the Restoration Plan. Prior to January 1, 1993, the Restoration Plan referred to this account as the "Restoration Account."

(g) Participating Employer means (i) NationsBank, (ii) each other "Participating Employer" under (and as defined in) the Retirement Savings Plan on the date hereof and (iii) any other incorporated or unincorporated trade or business which may hereafter adopt both the Retirement Savings Plan and the Restoration Plan.

(h) Plan Year means the twelve-month period commencing January 1 and ending the following December 31.

(i) Restoration Plan means this Plan: The NationsBank Retirement Savings Restoration Plan as in effect from time to time. Prior to January 1, 1993, the Restoration Plan was named the "NationsBank Thrift Restoration Plan."

(j) Restoration Plan Committee means the committee designated pursuant to Section 2.1 of the Restoration Plan.

(k) Retirement Savings Plan means The NationsBank Retirement Savings Plan, as in effect from time to time. Prior to January 1, 1993, the Retirement Savings Plan was named the "NationsBank Corporation and Designated Subsidiaries Stock/Thrift Plan."

Any capitalized terms used in the Restoration Plan that are defined in the documents comprising the Retirement Savings Plan have the meanings assigned to them in the Retirement Savings Plan, unless such terms are otherwise defined above in this Article or unless the context clearly indicates otherwise.

ARTICLE II.

PLAN ADMINISTRATION

Section 2.1 Restoration Plan Committee. The Restoration Plan shall be administered by the Restoration Plan Committee, which shall have the same membership as the committee from time to time acting as the "Committee" under (and as defined in) the Retirement Savings Plan. The Restoration Plan Committee shall be empowered to interpret the provisions of the Restoration Plan and to perform and exercise all of the duties and powers granted to it under the terms of the Restoration Plan by action of a majority of its members in office from time to time. The Restoration Plan Committee may adopt such rules and regulations for the administration of the Restoration Plan as are consistent with the terms hereof and shall keep adequate records of its proceedings and acts. All interpretations and decisions made (both as to law and fact) and other action taken by the Restoration Plan Committee with respect to the Restoration Plan shall be conclusive and binding upon all parties having or claiming to have an interest under the Restoration Plan. Not in limitation of the foregoing, the Restoration Plan Committee shall have the discretion to decide any factual or interpretative issues that may arise in connection with its administration of the Restoration Plan (including without limitation any determination as to claims for benefits hereunder), and the Restoration Plan Committee's exercise of such discretion shall be conclusive and binding on all affected parties as long as it is not arbitrary or capricious.

ARTICLE III.

DEFERRED COMPENSATION PROVISIONS

Section 3.1 Employee Elections. Prior to January 1 of a Plan Year, or at such other times as may be established by the Restoration Plan Committee, a Covered Employee who is expected to be a highly compensated employee within the meaning of section 414(q) of the Code for the Plan Year of the Retirement Savings Plan to which such election relates may elect to defer under the Restoration Plan the portion of the Covered Employee's Pre-Tax Employee Contributions otherwise permissible under the Retirement Savings Plan which cannot be credited to the Covered Employee under the Retirement Savings Plan for such Plan Year because of the Code Limitations. All elections made under this Section 3.1 shall be made in writing on a form prescribed by and filed with the Restoration Plan Committee and shall be irrevocable for such Plan Year. An election by a Covered Employee under this Section 3.1 shall continue in effect for all subsequent Plan Years (during which the Covered Employee is a highly compensated employee) unless and until changed or terminated by the Covered Employee in accordance with procedures established from time to time by the Restoration Plan Committee. Any such change in or termination of an election under this Section 3.1 shall be effective as of the January 1 of the next succeeding Plan Year.

Section 3.2 Deferral Accounts. A Participating Employer shall establish and maintain on its books a Deferral Account for each Covered Employee employed by such Participating Employer who elects to defer the receipt of any amount pursuant to Section 3.1 of the Restoration Plan. Such Deferral Account shall be designated by the name of the Covered Employee for whom established. The amount attributable to any Pre-Tax Employee Contribution for a particular pay period during such Plan Year which cannot be credited to the Covered Employee under the Retirement Savings Plan because of the Code Limitations, and which the Covered Employee has elected to defer pursuant to Section 3.1 of the Restoration Plan, shall be credited to such Deferral Account as of the last day of the calendar month to which such contribution is related and actually withheld.

Section 3.3 Matching Contribution Restoration Accounts. A Participating Employer shall establish and maintain on its books a Matching Contribution Restoration Account for each Covered Employee employed by such Participating Employer whose Matching Contributions under the Retirement Savings Plan shall have been

limited, directly or indirectly, by the operation of the Code Limitations. Such Matching Contribution Restoration Account shall be designated by the name of the Covered Employee for whom established. If a Covered Employee is a Participant Eligible for Matching Contributions for the Plan Year under the Retirement Savings Plan, the Covered Employee's Matching Contribution Restoration Account shall be credited as of the Valuation Date under the Retirement Savings Plan that occurs on the last day of the Plan Year with an amount equal to the sum of Amount A and Amount B, where:

Amount A is seventy-five percent (75%) of the sum of the portions (if any) of the amounts credited to the Covered Employee's Deferral Account for the Plan Year pursuant to Section 3.1 of the Restoration Plan that would have been Matchable Pre-Tax Employee Contributions for the Plan Year under the Retirement Savings Plan had such amounts been contributed to the Retirement Savings Plan as Pre-Tax Employee Contributions for the Covered Employee and the Code Limitations not applied to the Retirement Savings Plan.

Amount B is 75% of the portion (if any) of the actual Matchable Pre-Tax Employee Contributions made to the Retirement Savings Plan for the Covered Employee for the Plan Year with respect to which Matching Contribution allocations were not made under Section 5.2 of the Retirement Savings Plan or (if made) were forfeited under Section 5.4 of the Retirement Savings Plan because of the Code Limitations.

Section 3.4 Account Adjustments. Beginning January 1, 1994, as of each end of month Valuation Date under the Retirement Savings Plan, each Deferral Account and Matching Contribution Restoration Account shall be adjusted for the monthly Valuation Period then ended so that the level of investment return of Accounts under the Plan shall be substantially equal to the ask yield of the most recent auction of 30-year Treasury bonds, as quoted for the last business day of the preceding Valuation Period in the Wall Street Journal, or, if such quotations are not available in the Wall Street Journal, in a similar financial publication selected by the Restoration Plan Committee. Prior to January 1, 1994, account adjustments were made in accordance with the terms of the Restoration Plan as then in effect.

Section 3.5 Account Payments. Upon an Employee's termination of employment with a Participating Employer (other than in connection with a transfer of employment to any Affiliated Group member) for any reason other than death, the amount credited to the Deferral Account and Matching Contribution Restoration Account maintained for the Employee shall be paid to the Employee in cash and charged against such Accounts in accordance with such method of distribution authorized under the Retirement Savings Plan as is selected by the Restoration Plan Committee in its absolute discretion. If, however, the Employee is not fully (100%) vested in the amount credited to the Employee's Matching Contribution Account and/or the Employee's Pre-1993 Stock/Thrift Plan Matching Contribution Account under the Retirement Savings Plan at the time of such termination of employment, the amount credited to the Employee's Matching Contribution Restoration Account shall be reduced at the time of such termination of employment to an amount equal to the product of (i) the amount then credited to said Matching Contribution Restoration Account multiplied by (ii) the vested percentage applicable to the Employee's Matching Contribution Account and Pre-1993 Stock/Thrift Plan Matching Contribution Account under the Retirement Savings Plan as of the date of such termination of employment. The amount by which the Employee's Matching Contribution Restoration Account is reduced by application of the preceding sentence shall be forfeited at the time Employee terminates employment.

Upon an Employee's death while employed by a Participating Employer, the full amounts then credited to all Accounts maintained for the Employee under the Restoration Plan shall be paid in a single cash payment to the Employee's "Beneficiary" as determined under the Retirement Savings Plan.

Section 3.6 Withdrawals on Account of an Unforeseeable

Emergency. A Covered Employee who is in active service of a Participating Employer may, in the Restoration Plan Committee's sole discretion, receive a refund of all or any part of the amounts previously credited to the Covered Employee's Deferral Account (but not the Covered Employee's Matching Contribution Restoration Account) in the case of an "unforeseeable emergency."

A Covered Employee requesting a payment pursuant to this Section shall have the burden of proof of establishing, to the Restoration Plan Committee's satisfaction, the existence of such "unforeseeable emergency," and the amount of the payment needed to satisfy the same. In that regard, the Covered Employee shall provide the Restoration Plan Committee with such financial data and information as the Restoration Plan Committee may request. If the Restoration Plan Committee determines that a payment should be made to a Covered Employee under this Section such payment shall be made within a reasonable time after the Restoration Plan Committee's determination of the existence of such "unforeseeable emergency" and the amount of payment so needed. As used herein, the term "unforeseeable emergency" means a severe financial hardship to a Covered Employee resulting from a sudden and unexpected illness or accident of the Covered Employee or of a dependent of the Covered Employee, loss of the Covered Employee's property due to casualty, or other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the control of the Covered Employee. The circumstances that shall constitute an "unforeseeable emergency" shall depend upon the facts of each case, but, in any case, payment may not be made to the extent that such hardship is or may be relieved (i) through reimbursement or compensation by insurance or otherwise, or (ii) by liquidation of the Covered Employee's assets, to the extent the liquidation of such assets would not itself cause severe financial hardship. Examples of what are not considered to be "unforeseeable emergencies" include the need to send a Covered Employee's child to college or the desire to purchase a home. Withdrawals of amounts because of an "unforeseeable emergency" shall not exceed an amount reasonably needed to satisfy the emergency need. If any withdrawal is permitted pursuant to this Section during a Plan Year, no further deferral of compensation shall be made during the Plan Year from and after the effective date of the withdrawal.

ARTICLE IV.

AMENDMENT AND TERMINATION

Section 4.1 Amendment and Termination. NationsBank shall have the right and power at any time and from time to time to amend the Restoration Plan in whole or in part, on behalf of all Participating Employers, and at any time to terminate the Restoration Plan or any Participating Employer's participation hereunder; provided, however, that no such amendment or termination shall reduce the amount actually credited to an Employee's Account(s) under the Restoration Plan on the date of such amendment or termination, or further defer the due dates for the payment of such amounts, without the consent of the affected Employee.

ARTICLE V.

MISCELLANEOUS PROVISIONS

Section 5.1 Nature of Plan and Rights. The Restoration Plan is unfunded and intended to constitute an incentive and deferred compensation plan for a select group of officers and key management employees of the Participating Employers. If necessary to preserve the above intended plan status, the Restoration Plan Committee, in its sole discretion, reserves the right to limit or reduce the number of actual participants and otherwise to take any remedial or curative action that the Restoration Plan Committee deems necessary or advisable. The Accounts established and maintained under the Restoration Plan by a Participating Employer are for accounting purposes only and

shall not be deemed or construed to create a trust fund of any kind or to grant a property interest of any kind to any Employee, designated beneficiary or estate. The amounts credited by a Participating Employer to such Accounts are and for all purposes shall continue to be a part of the general assets of such Participating Employer, and to the extent that an Employee, beneficiary or estate acquires a right to receive payments from such Participating Employer pursuant to the Restoration Plan, such right shall be no greater than the right of any unsecured general creditor of such Participating Employer.

Section 5.2 Termination of Employment. For the purposes of the Restoration Plan, an Employee's employment with an Participating Employer shall not be considered to have terminated so long as the Employee is in the employ of any Participating Employer or other member of the Controlled Group.

Section 5.3 Spendthrift Provision. No Account balance or other right or interest under the Restoration Plan of an Employee, beneficiary or estate may be assigned, transferred or alienated, in whole or in part, either directly or by operation of law, and no such balance, right or interest shall be liable for or subject to any debt, obligation or liability of the Employee, designated beneficiary or estate.

Section 5.4 Employment Noncontractual. The establishment of the Restoration Plan shall not enlarge or otherwise affect the terms of any Employee's employment with his Participating Employer, and such Participating Employer may terminate the employment of the Employee as freely and with the same effect as if the Restoration Plan had not been established.

Section 5.5 Adoption by Other Participating Employers. The Restoration Plan may be adopted by any Participating Employer participating under the Retirement Savings Plan, such adoption to be effective as of the date specified by such Participating Employer at the time of adoption.

Section 5.6 Applicable Law. The Restoration Plan shall be governed and construed in accordance with the laws of the State of North Carolina, except to the extent such laws are preempted by the laws of the United States of America.

Section 5.7 Merged Plans. From time to time the Participating Employers may cause other nonqualified plans to be merged into the Restoration Plan. Schedule 5.7 attached hereto sets forth the names of the plans that merged into the Restoration Plan by January 1, 1994 and their respective merger dates. Schedule 5.7 shall be updated from time to time to reflect mergers after January 1, 1994.

Upon such a merger, the account balance(s) immediately prior to the date of merger of each participant in the merged plan shall be transferred and credited as of the merger date to one or more accounts established under the Restoration Plan for such participant. From and after the merger date, the participant's rights shall be determined under the Restoration Plan, and the participant shall be subject to all of the restrictions, limitations and other terms and provisions of the Restoration Plan. Not in limitation of the foregoing, each Restoration Plan Account established for the participant as a result of the merger shall be periodically adjusted when and as provided in Section 3.4 hereof as in effect from time to time and shall be paid at such time and in such manner as provided in Section 3.5 and Section 3.6 hereof, except to the extent otherwise provided on Schedule 5.7.

IN WITNESS WHEREOF, this instrument has been executed by NationsBank as of the day and year first above written.

NATIONSBANK CORPORATION

By: /s/ Charles J. Cooley
Title: Executive Vice President

SCHEDULE 5.7

MERGED PLANS AS OF JANUARY 1, 1994

Plan Name	Date of Merger
C&S Policy Committee Supplemental Savings Plan	December 31, 1992
C&S Key Executive Supplemental Savings Plan	December 31, 1992
C&S/Sovran Supplemental Retirement Plan for Former Sovran Executives (Thrift Restoration Benefits)	December 31, 1992
First & Merchants Corporation Deferred Management Incentive Compensation Plan	March 31, 1993
Sovran Deferred Compensation Plan	March 31, 1993
NationsBank of Texas, N.A. Profit Sharing Restoration Plan	March 31, 1993
Thrift Plan Reserve Account Maintained Under the NationsBank Corporation and Designated Subsidiaries Supplemental Executive Retirement Plan	March 31, 1993

Exhibit 11

Fully Diluted Earnings Per Common Share and Fully Diluted Average Common Shares Outstanding

The following information is a supplement to the Consolidated Statement of Income for the three years ended December 31, 1993, (page 58) of the 1993 Annual Report to Shareholders.

For fully diluted earnings per common share, net income available to common shareholders can be affected by the conversion of the registrant's convertible preferred stock. Where the effect of this conversion would have been dilutive, net income available to common shareholders is adjusted by the associated preferred dividends and any resulting tax effect, if applicable. This adjusted net income is divided by the weighted average number of common shares outstanding for each period plus amounts representing the dilutive effect of stock options and warrants outstanding and the dilution resulting from the conversion of the registrant's convertible preferred stock, if applicable. The effect of warrants and convertible preferred stock is excluded from the computation of fully diluted earnings per share in periods in which their effect would be antidilutive.

Fully diluted earnings per common share was determined as follows (shares in thousands, dollars in millions except per-share information):

<TABLE>
<CAPTION>

	Year Ended December 31		
	1993	1992	1991
<S>	<C>	<C>	<C>
Average common shares outstanding	257,969,388	243,748,481	226,304,751
Dilutive effect of			
Convertible preferred stock	2,453,054	2,473,017	0
Stock options	2,031,014	2,297,056	1,898,032
Warrants	0	0	161,958
Total fully dilutive shares	262,453,456	248,518,554	228,364,741
Income available to common shareholders before effect of change in method of accounting for income taxes	$ 1,290,888	$ 1,120,746	$ 171,075
Interest expense and accretion of discount related to convertible debt, net of income tax	0	0	191
Tax effect of assumed conversion of ESOP preferred stock	0	(5,726)	0
Preferred dividends paid on dilutive convertible preferred stock	10,284	9,461	0
Income available to common shareholders adjusted for full dilution and before effect of change in method			

of accounting for income taxes..	1,301,172	1,124,481	171,266
Effect of change in method of accounting for income taxes..	200,258	0	0
Total net income available for common shareholders adjusted for full dilution...	$ 1,501,430	$ 1,124,481	$ 171,266
Fully diluted earnings per common share before effect of change in method of accounting for income taxes..	$ 4.95	$ 4.52	$ 0.75
Fully diluted earnings per common share..	$ 5.72	$ 4.52	$ 0.75

</TABLE>

Management's Discussion and Analysis

1993 Compared To 1992
Overview

NationsBank Corporation (NationsBank or the Corporation), headquartered in Charlotte, North Carolina, had total assets of $158 billion at the end of 1993, making it the third largest banking company in the nation.

1993 was a year of continued growth for the Corporation as it responded to significant opportunities to expand and diversify.

During the first quarter of 1993, the Corporation acquired substantially all of the assets and assumed certain of the liabilities of Chrysler First Inc., the non-automotive finance subsidiary of Chrysler Financial Corporation. Finance receivables of approximately $3.7 billion, including $1.5 billion managed for third parties, were acquired. NationsCredit, the consumer finance unit formed as a result of the purchase, originates and services consumer loans and finances inventory purchases for manufacturers of consumer products.

The Corporation's joint venture with Dean Witter, Discover & Co. to market investment products and services in selected NationsBank banking centers commenced operations as NationsSecurities, A Dean Witter/NationsBank Company (NationsSecurities) during the second quarter of 1993. By the end of the year,

<TABLE>
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1 Five-Year Summary of Selected Financial Data
(Dollars in Millions Except Per-Share Information)

<S>	1993 <C>	1992 <C>	1991 <C>	1990 <C>	1989 <C>
Income statement					
Income from earning assets	$ 8,207	$ 7,780	$ 9,398	$ 10,278	$ 9,666
Interest expense	3,570	3,682	5,599	6,670	6,279
Net interest income (taxable-equivalent)	4,723	4,190	3,940	3,771	3,604
Net interest income	4,637	4,098	3,799	3,608	3,387
Provision for credit losses	430	715	1,582	1,025	414
Gains on sales of securities	84	249	454	67	139
Noninterest income	2,101	1,913	1,742	1,605	1,414
Other real estate owned expense	78	183	127	65	16
Restructuring expense	30	-	330	91	-
Noninterest expense	4,293	3,966	3,847	3,473	3,223
Income tax expense (benefit)	690	251	(93)	31	217
Effect of change in method of accounting for income taxes	200	-	-	-	-
FDIC's interest in earnings of NationsBank of Texas	-	-	-	-	(116)
Net income	1,501	1,145	202	595	954
Per common share					
Earnings before effect of change in method of accounting for income taxes	5.00	4.60	.76	2.61	4.48
Earnings	5.78	4.60	.76	2.61	4.48
Cash dividends paid	1.64	1.51	1.48	1.42	1.10
Shareholders' equity (year end)	36.39	30.80	27.03	27.30	26.41
Market price of common stock (close at year end)	49	51 3/8	40 5/8	22 7/8	46 1/4
Balance sheet (year end)					
Total loans, leases and factored accounts receivable, net of unearned income	92,007	72,714	69,108	70,891	66,360
Total assets, excluding Special Asset Division	157,686	118,059	110,319	112,791	110,246
Total deposits	91,113	82,727	88,075	89,065	85,380
Capital leases and long-term debt	8,352	3,066	2,876	2,766	2,517
Total shareholders' equity	9,979	7,814	6,518	6,283	6,003
Performance ratios					
Return on average assets (1)	1.12%	1.00%	.17%	.52%	1.06%
Return on average common shareholders' equity	17.33	15.83	2.70	9.56	18.85
Market price per share of common stock					
High for the period	$ 58	$ 53 3/8	$ 42 3/4	$ 47 1/4	$ 55
Low for the period	44 1/2	39 5/8	21 1/2	16 7/8	27

</TABLE>

(1) Includes FDIC's interest in earnings of NationsBank of Texas in 1989; excludes assets of NationsBank of Texas Special Asset Division.

NationsSecurities had more than 600 full-service account executives in over 400 banking centers.

In the third quarter of 1993, the Corporation acquired substantially all of the assets and certain of the liabilities of Chicago Research & Trading Group Ltd. (CRT). The options market-making and trading portion became known as NationsBanc-CRT and the primary government securities dealer portion became a part of the Corporation's Capital Markets group.

On October 1, 1993, the Corporation completed its acquisition of MNC Financial Inc. (MNC), a bank holding company serving Maryland and the Metro-D.C. area. MNC had total assets of approximately $16.5 billion at the time of acquisition.

Also in the fourth quarter of 1993, the Corporation acquired a substantial amount of the assets and the ongoing business of U S WEST Financial Services Inc., a corporate finance subsidiary of U S WEST Inc. Receivables of approximately $2.0 billion were acquired. The corporate finance unit formed as a result of this acquisition is known as Nations Financial Capital Corporation.

The above acquisitions are reflected in the Corporation's financial data from their dates of acquisition. See Notes 3 and 4 to the consolidated financial statements for more information.

The remainder of management's discussion and analysis of the consolidated results of operations and financial condition of

<TABLE>
<CAPTION>

2 Customer Group Summary
(Dollars in Millions)

	General Bank		Institutional Group		Financial Services	Other	
	1993	1992	1993	1992	1993	1993	1992
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Net interest income (taxable-equivalent)........	$ 3,479	$ 3,235	$ 1,040	$ 955	$ 204	$ -	$ -
Noninterest income..............................	1,430	1,446	626	467	45	-	-
Total revenue...................................	4,909	4,681	1,666	1,422	249	-	-
Provision for credit losses.....................	364	427	31	288	35	-	-
Gains on sales of securities....................	-	-	-	-	-	84	249
Other real estate owned expense.................	30	25	43	158	5	-	-
Restructuring expense...........................	-	-	-	-	-	30	-
Noninterest expense.............................	3,342	3,213	798	753	153	-	-
Income before income taxes and effect of change in method of accounting for income taxes................................	1,173	1,016	794	223	56	54	249
Income tax expense..............................	433	356	302	78	21	20	(91)
Income before effect of change in method of accounting for income taxes..............	740	660	492	145	35	34	340
Effect of change in method of accounting for income taxes............................	-	-	-	-	-	200	-
Net income......................................	$ 740	$ 660	$ 492	$ 145	$ 35	$ 234	$ 340
Net interest yield..............................	4.76%	4.55%	3.17%(2)	3.21%	7.80%		
Efficiency ratio................................	68%	69%	48%	53%	62%		
Return on equity................................	16	15	16(1)	5(1)	13		
Average (3)							
Total loans and leases, net of unearned income...................	$50,055	$43,814	$26,855	$24,743	$2,622		
Total deposits..............................	71,967	71,912	8,721	6,865	-		
Total assets................................	77,976	76,317	44,599	34,165	3,102		
Year end (3)							
Total loans and leases, net of unearned income...................	59,591	45,883	28,244	26,273	5,164		
Total deposits..............................	79,573	71,793	8,926	7,826	-		

</TABLE>

(1) Excluding the Real Estate Finance group, return on equity was 20 percent in 1993 and in 1992.
(2) Excludes CRT. Including CRT, the net interest yield was 2.66 percent.

(3) The sums of balance sheet amounts will differ from consolidated amounts due to intercompany balances and the effect of bank card securitizations.

NationsBank Corporation should be read together with the consolidated financial statements and related notes presented on pages 58 through 77.

Earnings Review

Corporate Review

In 1993, net income of $1.5 billion represented an increase of $356 million, or 31 percent, over earnings of $1.1 billion in 1992. Earnings per common share were $5.78 and $4.60 in 1993 and 1992, respectively. During 1993, the Corporation adopted Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes" (SFAS 109). A tax benefit of $200 million ($.78 per common share) from the cumulative effect of adopting this new standard is included in net income in 1993. Net income, excluding the impact of the tax benefit in 1993 and a lower effective tax rate in 1992, increased $389 million, or 43 percent, to $1.3 billion in 1993, compared to $912 million in 1992.

Customer Group Review

From a strategic perspective, the Corporation is segregated into three major internal management units. As shown in Table 2, these units are identified as Customer Groups and are managed with a focus on numerous performance objectives including return on equity, operating efficiency and net income.

The net income of the customer groups reflects funds transfer pricing. This transfer pricing system derives net interest income by matching assets and liabilities with similar interest rate sensitivity and maturity characteristics. Equity capital is allocated to each customer group based on an assessment of its inherent risk.

The General Bank includes the Corporation's retail banking network known as the Banking Group; Financial Products, which provides specialized services such as bank card, residential mortgages and indirect lending on a national basis; and Trust and Private Banking. The General Bank earned $740 million in 1993 with a return on equity of 16 percent. Earnings growth of $80 million in 1993 over 1992 reflected improvement in asset quality, an improved net interest yield and the addition of MNC in the fourth quarter. Strong loan growth during 1993 and efforts to reduce deposit costs contributed to the 21-basis point improvement in the group's net interest yield compared to 1992. While the General Bank's efficiency ratio improved to 68 percent, this still relatively high ratio reflected continued spending on merger integration and model banking center projects.

The Banking Group contributed approximately one-half of the General Bank's earnings in 1993 with a return on equity of 14 percent. Compared to year-end 1992, the Banking Group realized $2.7 billion of loan growth driven by commercial loans and residential mortgages. The Financial Products group contributed 35 percent of the General Bank's earnings with a return on equity of 22 percent in 1993. The Financial Products group's return was led by Mortgage, where strong origination activity led to a 29-percent return on equity, and Bank Card, which had a return on equity of 26 percent.

The Institutional Group includes Corporate and Investment Banking activities, Real Estate Finance, Specialized Lending and the Capital Markets group, which includes customer-related derivatives, foreign exchange, securities trading and debt underwriting activities. Housed in this unit are NationsBanc-CRT and NationsBanc Capital Markets Inc., which during 1993 received approval to underwrite and deal in all types of corporate debt and, subject to additional regulatory review, equity securities.

The Institutional Group earned $492 million in 1993, representing a return on equity of 16 percent. The significant increase in return on equity from 1992 resulted from strong revenue generation led by investment banking fees and an improvement in asset quality. The improvement in asset quality resulted in lower provision and other real estate owned (OREO) expense and a lower level of nonperforming assets. Driven by loan growth and fee income, the Institutional Group's efficiency ratio was 48 percent in 1993, a marked improvement from 53 percent in 1992.

The Real Estate Finance group returned to profitability in 1993, earning $101 million, primarily due to the improvement in asset quality, with a return on equity of nine percent. This group's efficiency ratio improved substantially from 52 percent in 1992 to 36 percent in 1993. Excluding the activities of the Real Estate Finance group, the Institutional Group contributed earnings of $391 million, a return on equity of 20 percent and an efficiency ratio of 50 percent.

Financial Services consists primarily of NationsCredit and Nations Financial Capital Corporation. These previously mentioned acquisitions formed a new customer group for the Corporation and contributed $35 million in earnings with a return on equity of 13 percent in 1993. The return on equity reflected the higher equity to asset ratio necessary to posture this unit for raising funds in the capital markets.

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<TABLE>
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3 12-Month Taxable-Equivalent Data
(Dollars in Millions)

	1993			1992			1991		
	Average Balance Sheet Amounts	Income or Expense	Yields/ Rates	Average Balance Sheet Amounts	Income or Expense	Yields/ Rates	Average Balance Sheet Amounts	Income or Expense	Yields/ Rates
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Earning assets									
Loans and leases, net of unearned income (1)									
Commercial....................	$ 35,050	$ 2,318	6.61%	$ 29,206	$ 2,067	7.08%	$ 29,731	$2,586	8.70%
Real estate commercial........	6,667	506	7.59	6,769	527	7.78	6,473	591	9.13
Real estate construction......	2,894	217	7.50	3,718	266	7.17	5,085	449	8.82
Total commercial............	44,611	3,041	6.82	39,693	2,860	7.20	41,289	3,626	8.78
Residential mortgage..........	10,904	902	8.27	8,245	769	9.33	7,713	807	10.47
Home equity...................	2,173	155	7.14	2,109	148	7.05	1,883	179	9.53
Bank card.....................	4,376	596	13.62	3,969	574	14.45	3,411	519	15.22
Other consumer................	14,289	1,366	9.56	12,047	1,277	10.60	13,045	1,483	11.37
Total consumer..............	31,742	3,019	9.51	26,370	2,768	10.50	26,052	2,988	11.47
Foreign.......................	961	52	5.49	823	55	6.63	734	62	8.47
Lease financing...............	1,670	133	7.96	1,301	107	8.25	1,292	141	10.89
Total loans and leases, net..	78,984	6,245	7.91	68,187	5,790	8.49	69,367	6,817	9.83
Securities									
Taxable investment securities..................	24,368	1,322	5.43	21,997	1,479	6.72	23,854	2,017	8.46
Tax-exempt investment securities..................	455	53	11.57	544	63	11.59	1,558	172	11.02
Securities held for sale......	1,017	49	4.80	1,785	103	5.77	-	-	-
Total securities............	25,840	1,424	5.51	24,326	1,645	6.76	25,412	2,189	8.61
Loans held for sale...........	790	53	6.73	967	70	7.22	425	37	8.74
Federal funds sold and securities purchased under agreements to resell..........	6,049	194	3.21	5,346	201	3.77	4,904	289	5.89
Time deposits placed and other short-term investments..	2,037	79	3.91	1,802	92	5.09	1,661	115	6.89
Trading account assets.........	5,482	298	5.43	1,592	74	4.64	1,321	92	6.99
Total earning assets.........	119,182	8,293	6.96	102,220	7,872	7.70	103,090	9,539	9.25

Cash and cash equivalents......	7,275			6,512			6,387		
Factored accounts receivable....................	1,074			949			829		
Other assets, less allowance for credit losses and excluding Special Asset Division........	6,869			5,366			5,486		
Total assets, excluding Special Asset Division........	$134,400			$115,047			$115,792		
Interest-bearing liabilities									
Savings.......................	$ 6,774	161	2.38	$ 5,646	161	2.86	$ 4,732	216	4.55
NOW and money market deposit accounts............	28,641	641	2.24	28,283	798	2.82	26,854	1,331	4.96
Consumer CDs and IRAs.........	23,248	1,052	4.52	25,750	1,439	5.59	27,222	1,909	7.01
Negotiated CDs, public funds and other time deposits.....................	4,619	172	3.73	5,934	283	4.77	11,842	830	7.01
Foreign time deposits.........	3,033	123	4.05	1,648	91	5.52	2,548	171	6.70
Borrowed funds and trading liabilities..................	33,293	1,029	3.10	19,204	639	3.33	18,948	1,068	5.64
Capital leases and long-term debt...............	5,268	392	7.44	3,036	271	8.92	2,816	250	8.88
Special Asset Division net funding allocation...........	-	-	-	-	-	-	(2,845)	(176)	(6.20)
Total interest-bearing liabilities.................	104,876	3,570	3.40	89,501	3,682	4.11	92,117	5,599	6.08
Noninterest-bearing sources									
Demand deposits...............	17,156			15,411			14,372		
Other liabilities.............	3,717			2,849			2,698		
FDIC interest in NationsBank of Texas.........	-			-			-		
Shareholders' equity..........	8,651			7,286			6,605		
Total liabilities and shareholders' equity........	$134,400			$115,047			$115,792		
Net interest spread...........			3.56			3.59			3.17
Impact of noninterest-bearing sources..............			.40			.51			.65
Net interest income/ yield on earning assets.......		$ 4,723	3.96%(2)		$ 4,190	4.10%		$3,940	3.82%

</TABLE>

(1) Nonperforming loans are included in the respective average loan balances. Income on such nonperforming loans is recognized on a cash basis.
(2) Excluding CRT the net interest yield was 4.18 percent.

<TABLE>
<CAPTION>

	1990			1989		
	Average Balance Sheet Amounts	Income or Expense	Yields/ Rates	Average Balance Sheet Amounts	Income or Expense	Yields/ Rates
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Earning assets						
Loans and leases, net of unearned income (1)						

Commercial....................	$29,890	$ 3,122	10.44%	$ 28,060	$3,299	11.76%
Real estate commercial........	5,931	622	10.49	5,173	573	11.08
Real estate construction......	5,289	573	10.84	4,848	580	11.96
Total commercial............	41,110	4,317	10.50	38,081	4,452	11.69
Residential mortgage..........	9,079	867	9.55	7,003	774	11.06
Home equity...................	1,625	182	11.18	1,506	178	11.80
Bank card.....................	3,018	476	15.78	2,513	413	16.45
Other consumer................	11,215	1,419	12.66	11,636	1,354	11.64
Total consumer..............	24,937	2,944	11.81	22,658	2,719	12.00
Foreign.......................	838	112	13.28	954	109	11.38
Lease financing...............	1,240	118	9.53	1,178	107	9.08
Total loans and leases, net..	68,125	7,491	11.00	62,871	7,387	11.75
Securities						
Taxable investment securities..................	23,884	2,147	8.99	17,495	1,572	8.98
Tax-exempt investment securities..................	2,100	230	10.96	2,980	331	11.11
Securities held for sale......	-	-	-	-	-	-
Total securities............	25,984	2,377	9.15	20,475	1,903	9.29
Loans held for sale...........	379	44	11.49	251	31	12.36
Federal funds sold and securities purchased under agreements to resell..........	2,148	175	8.16	2,314	213	9.20
Time deposits placed and other short-term investments..	2,810	251	8.95	3,022	294	9.72
Trading account assets.........	1,211	103	8.43	605	55	9.08
Total earning assets.........	100,657	10,441	10.37	89,538	9,883	11.04
Cash and cash equivalents......	6,622			6,474		
Factored accounts receivable....................	845			683		
Other assets, less allowance for credit losses and excluding Special Asset Division........	5,568			4,644		
Total assets, excluding Special Asset Division........	$113,692			$101,339		
Interest-bearing liabilities						
Savings.......................	$ 5,003	258	5.15	$ 6,203	364	5.86
NOW and money market deposit accounts............	24,536	1,477	6.02	18,695	1,159	6.20
Consumer CDs and IRAs.........	24,713	1,962	7.94	20,446	1,735	8.48
Negotiated CDs, public funds and other time deposits....................	13,738	1,116	8.13	15,685	1,379	8.79
Foreign time deposits.........	2,603	231	8.89	2,670	257	9.63
Borrowed funds and trading liabilities..................	21,256	1,685	7.93	17,854	1,606	8.99
Capital leases and long-term debt...............	2,669	245	9.18	2,061	203	9.84
Special Asset Division net funding allocation...........	(4,057)	(304)	(7.49)	(5,164)	(424)	(8.20)
Total interest-bearing liabilities.................	90,461	6,670	7.37	78,450	6,279	8.00
Noninterest-bearing sources						
Demand deposits..............	14,067			13,976		
Other liabilities.............	2,942			3,235		
FDIC interest in NationsBank of Texas.........	-			412		
Shareholders' equity..........	6,222			5,266		
Total liabilities and shareholders' equity........	$113,692			$101,339		
Net interest spread...........			3.00			3.04
Impact of noninterest-bearing sources..............			.75			.99
Net interest income/ yield on earning assets.......		$3,771	3.75%		$ 3,604	4.03%

</TABLE>

<TABLE>
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	1988	Five-Year Compound Growth Rate

	Average Balance Sheet Amounts	Income or Expense	Yields/ Rates	1988/93 Average Balances	1988/93 Income or Expense
<S>	<C>	<C>	<C>	<C>	<C>
Earning assets					
Loans and leases, net of unearned income (1)					
Commercial....................	$22,779	$2,325	10.21%	13%	4%
Real estate commercial........	-	-	-		
Real estate construction......	3,835	408	10.63	(5)	(12)
Total commercial............	26,614	2,733	10.27	11	2
Residential mortgage..........	4,313	449	10.41	20	15
Home equity...................	-	-	-		
Bank card.....................	2,126	348	16.39	16	11
Other consumer................	10,782	1,201	11.14	9	5
Total consumer..............	17,221	1,998	11.60	13	9
Foreign.......................	407	45	11.01	19	3
Lease financing...............	1,083	103	9.49	9	5
Total loans and leases, net..	45,325	4,879	10.76	12	5
Securities					
Taxable investment securities...................	9,721	785	8.08	20	11
Tax-exempt investment securities...................	3,276	366	11.16	(33)	(32)
Securities held for sale......	-	-	-	-	-
Total securities............	12,997	1,151	8.85	15	4
Loans held for sale...........	261	33	12.69	25	10
Federal funds sold and securities purchased under agreements to resell..........	1,337	101	7.57	35	14
Time deposits placed and other short-term investments..	1,858	148	7.96	2	(12)
Trading account assets.........	291	23	7.96	80	67
Total earning assets.........	62,069	6,335	10.21	14	6
Cash and cash equivalents......	4,593			10	
Factored accounts receivable....................	668			10	
Other assets, less allowance for credit losses and excluding Special Asset Division........	3,488			15	
Total assets, excluding Special Asset Division........	$70,818			14	
Interest-bearing liabilities					
Savings.......................	$ 5,124	286	5.58	6	(11)
NOW and money market deposit accounts............	12,912	683	5.29	17	(1)
Consumer CDs and IRAs.........	12,355	922	7.46	13	3
Negotiated CDs, public funds and other time deposits.....................	8,771	657	7.49	(12)	(24)
Foreign time deposits.........	1,815	140	7.74	11	(3)
Borrowed funds and trading liabilities..................	11,620	845	7.27	23	4
Capital leases and long-term debt..............	1,410	135	9.56	30	24
Special Asset Division net funding allocation...........	-	-	-		
Total interest-bearing liabilities................	54,007	3,668	6.79	14	(1)
Noninterest-bearing sources					
Demand deposits..............	10,339			11	
Other liabilities............	2,191			11	
FDIC interest in NationsBank of Texas.........	-				
Shareholders' equity..........	4,281			15	
Total liabilities and shareholders' equity........	$70,818			14	
Net interest spread............			3.42		
Impact of noninterest-bearing sources..............			.88		
Net interest income/ yield on earning assets.......		$2,667	4.30%		12

==
</TABLE>

The Other category in Table 2 includes gains on the sales of securities, restructuring expense related to the MNC acquisition and income tax benefits. In 1993, the tax benefit reflected the adoption of SFAS 109. In 1992, tax benefits reflected the difference between the Corporation's income tax expense at an effective rate of 18 percent and the customer groups' income tax expense calculated at a rate which approximated the statutory rate.

Income Statement Analysis

The year-to-year comparability of most categories of the income statement is impacted by the 1993 acquisitions previously described.

Net Interest Income

Tables 3 and 4 present an analysis of the Corporation's taxable-equivalent net interest income for the years 1988 through 1993. Table 5 analyzes the changes in net interest income between the two most recent years.

Taxable-equivalent net interest income increased $533 million to $4.7 billion in 1993, compared to $4.2 billion in 1992. The increase was primarily due to higher earning asset levels, particularly average loan and lease levels which together increased $10.8 billion and an increased contribution from an interest rate swap program. Taxable-equivalent net interest income in 1993 included $120 million relating to this program.

The net interest yield declined 14 basis points to 3.96 percent in 1993, compared to 4.10 percent in 1992. Responsible for this decline was the addition of CRT which added $6.2 billion to average earning assets yet added minimally to net interest income. While CRT assets, which include the Corporation's primary government securities dealer, are earning assets, dealer trading revenues are recorded as noninterest income. Partially offsetting the effect of CRT was the addition of Financial Services, which inherently contributes a higher net interest yield as a customer group, and the improvement in net interest yield in the General Bank. Excluding the impact of CRT, the 1993 net interest yield increased to 4.18 percent, compared to 4.10 percent in 1992, reflecting the Corporation's management of its interest rate risk position which benefited from declining interest rates.

The yield on average earning assets declined 74 basis points, to 6.96 percent from 7.70 percent, between the periods. Excluding the impact of CRT, the yield on average earning assets declined 63 basis points. While yields on both loans and securities declined, the replacement at current yields of a substantial portion of the Corporation's maturing investment securities was the largest contributor to the 63-basis point decline. The Corporation expects continued downward pressure on the yield on earning assets during 1994 due to the full-year impact of CRT and continuing maturities of assets which were added during a higher interest rate environment. The cost of interest-bearing liabilities fell 71 basis points, to 3.40 percent from 4.11 percent. A lower interest rate environment in 1993, coupled with a change in the mix among deposits, contributed to a decrease in rates paid on customer deposits.

Average earning assets of $119.2 billion in 1993 increased $17 billion from 1992 largely due to growth in loans and leases. The $10.8-billion, or 16-percent, increase in loans and leases was centered in the General Bank where commercial and residential mortgage loans led the growth. This growth was strongest in the Carolinas

<TABLE>
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4 12-Month Taxable-Equivalent Adjustment
(Dollars in Millions)

The interest income earned on certain loans, leases, securities and trading account assets is not subject to federal income tax while a portion of the interest expense incurred in the acquisition of such assets is not deductible for federal income tax purposes.

So that the income and yields on these types of assets can be meaningfully compared to those of taxable assets, an adjustment for taxable equivalency, net of the estimated effect of interest expense disallowed, is added both to interest income and income tax expense, resulting in no net effect on after-tax income. The taxable-equivalent adjustments in the periods shown below are calculated using the statutory federal income tax rates of 35 percent in 1993 and 34 percent in all other years.

	1993	1992	1991	1990	1989	1988
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Interest income -- book basis............	$8,207	$7,780	$9,398	$10,278	$9,666	$6,105
Add taxable-equivalent adjustment...............................	86	92	141	163	217	230
Interest income --						

taxable-equivalent basis	8,293	7,872	9,539	10,441	9,883	6,335
Interest expense	3,570	3,682	5,599	6,670	6,279	3,668
Net interest income -- taxable-equivalent basis	$4,723	$4,190	$3,940	$ 3,771	$3,604	$2,667

</TABLE>

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5 Changes in Taxable-Equivalent Net Interest Income
(Dollars in Millions)

This table presents an analysis of the year-to-year changes in net interest income on a fully taxable-equivalent basis for the years shown. The changes for each category of income and expense are divided between the portion of change attributable to the variance in average levels or yields/rates for that category. The amount of change that cannot be separated is allocated to each variance proportionately.

	From 1992 to 1993				From 1991 to 1992			
	Increase (Decrease) in Income/Expense Due to Change in				Increase (Decrease) in Income/Expense Due to Change in			
	Average Levels	Yields/ Rates	Total	Percentage Increase (Decrease)	Average Levels	Yields/ Rates	Total	Percentage Increase (Decrease)
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Income from earning assets								
Loans and leases, net of unearned income								
Commercial	$ 393	$(142)	$ 251	12.1%	$ (45)	$ (474)	$ (519)	(20.1)%
Real estate commercial	(8)	(13)	(21)	(4.0)	26	(90)	(64)	(10.8)
Real estate construction	(61)	12	(49)	(18.4)	(107)	(76)	(183)	(40.8)
Total commercial	341	(160)	181	6.3	(136)	(630)	(766)	(21.1)
Residential mortgage	227	(94)	133	17.3	53	(91)	(38)	(4.7)
Home equity	5	2	7	4.7	20	(51)	(31)	(17.3)
Bank card	57	(35)	22	3.8	82	(27)	55	10.6
Other consumer	222	(133)	89	7.0	(109)	(97)	(206)	(13.9)
Total consumer	528	(277)	251	9.1	36	(256)	(220)	(7.4)
Foreign	8	(11)	(3)	(5.5)	7	(14)	(7)	(11.3)
Lease financing	29	(3)	26	24.3	1	(35)	(34)	(24.1)
Total loans and leases, net	873	(418)	455	7.9	(114)	(913)	(1,027)	(15.1)
Securities								
Taxable investment securities	148	(305)	(157)	(10.6)	(148)	(390)	(538)	(26.7)
Tax-exempt investment securities	(10)	-	(10)	(15.9)	(117)	8	(109)	(63.4)
Securities held for sale	(39)	(15)	(54)	(52.4)	103	-	103	n/m
Total securities	98	(319)	(221)	(13.4)	(90)	(454)	(544)	(24.9)
Loans held for sale	(12)	(5)	(17)	(24.3)	40	(7)	33	89.2
Federal funds sold and securities purchased under agreements to resell	25	(32)	(7)	(3.5)	24	(112)	(88)	(30.4)
Time deposits placed and								

other short-term investments	11	(24)	(13)	(14.1)	9	(32)	(23)	(20.0)
Trading account assets	209	15	224	302.7	16	(34)	(18)	(19.6)
Total interest income	1,227	(806)	421	5.3	(80)	(1,587)	(1,667)	(17.5)
Interest expense								
Savings	29	(29)	-	-	36	(91)	(55)	(25.5)
NOW and money market deposit accounts	10	(167)	(157)	(19.7)	67	(600)	(533)	(40.0)
Consumer CDs and IRAs	(131)	(256)	(387)	(26.9)	(99)	(371)	(470)	(24.6)
Negotiated CDs, public funds and other time deposits	(56)	(55)	(111)	(39.2)	(333)	(214)	(547)	(65.9)
Foreign time deposits	61	(29)	32	35.2	(53)	(27)	(80)	(46.8)
Borrowed funds and trading liabilities	438	(48)	390	61.0	14	(443)	(429)	(40.2)
Capital leases and long-term debt	172	(51)	121	44.6	20	1	21	8.4
Special Asset Division net funding allocation	-	-	-	-	176	-	176	n/m
Total interest expense	578	(690)	(112)	(3.0)	(155)	(1,762)	(1,917)	(34.2)
Net interest income	676	(143)	$ 533	12.7	(34)	284	$ 250	6.3

</TABLE>

n/m - not meaningful.

and Texas. Loan volume was strong in the Institutional Group as its Syndications group led 234 deals totaling $115.9 billion during 1993, compared to 148 deals totaling $45.4 billion in 1992. However, the impact on average loans was limited as the group focused on fee revenues from the deals while syndicating a significant portion of the volume to other lenders.

The formation of Financial Services and the fourth quarter acquisition of MNC each contributed approximately $2.0 billion to average loans in 1993. Excluding the impact of acquisitions, average loan levels increased $6.6 billion, or 10 percent, during 1993.

Average interest-bearing liabilities increased $15.4 billion in 1993 compared to 1992. Borrowed funds and trading liabilities, which include federal funds purchased, securities sold under agreements to repurchase and short sales, increased $14.1 billion resulting, in a large part, from the financing of CRT's dealer inventory and trading activities. Long-term debt increased $2.2 billion principally due to debt acquired in the MNC acquisition and debt securities issued in connection with financing Financial Services. Interest-bearing deposits declined $946 million, primarily in consumer CDs and negotiated rate CDs, partially offset by increases in savings and foreign time deposits. The decline in interest-bearing deposits was reflective of industry trends and customers' seeking higher yielding investment alternatives.

Provision for Credit Losses

The provision for credit losses was $430 million in 1993, compared to $715 million in the prior year. Excluding the impact of MNC, continual declines in the Corporation's nonperforming asset levels in every quarter of 1993 and 1992 and a significant decline in net charge-offs in 1993 compared to 1992 evidenced an improvement in credit quality. The improvement was centered in the Institutional Group's Real Estate Finance group where nonperforming real estate loans and related charge-offs declined significantly.

Net charge-offs, which are addressed as part

<TABLE>
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6 Noninterest Income
(Dollars in Millions)

	1993		1992		Change	
	Amount	Percent of Taxable-Equivalent Net Interest Income	Amount	Percent of Taxable-Equivalent Net Interest Income	Amount	Percent
<S>	<C>	<C>	<C>	<C>	<C>	<C>

Trust fees	$ 371	7.9%	$ 331	7.9%	$ 40	12.1%
Service charges on deposit accounts	681	14.4	600	14.3	81	13.5
Nondeposit-related service fees						
Safe deposit rent	25	.5	23	.6	2	8.7
Mortgage servicing and related fees	77	1.6	105	2.5	(28)	(26.7)
Fees on factored accounts receivable	74	1.6	69	1.6	5	7.2
Investment banking income	94	2.0	47	1.1	47	100.0
Other service fees	93	2.0	74	1.8	19	25.7
Total nondeposit-related service fees	363	7.7	318	7.6	45	14.2
Bank card income						
Merchant discount fees	30	.7	35	.8	(5)	(14.3)
Annual bank card fees	24	.5	27	.6	(3)	(11.1)
Other bank card fees	144	3.0	137	3.3	7	5.1
Total bank card income	198	4.2	199	4.7	(1)	(.5)
Other income						
Brokerage income	41	.9	87	2.1	(46)	(52.9)
Trading account profits and fees	117	2.5	46	1.1	71	154.3
Foreign exchange income	27	.6	25	.6	2	8.0
Bankers' acceptances and letters of credit	65	1.3	59	1.4	6	10.2
Insurance commissions and earnings	39	.8	45	1.1	(6)	(13.3)
Miscellaneous	199	4.2	173	4.1	26	15.0
Total other income	488	10.3	435	10.4	53	12.2
Asset management fees	-	-	30	.7	(30)	n/m
	$2,101	44.5%	$1,913	45.6%	$ 188	9.8

</TABLE>

of the credit risk discussion beginning on page 39, declined $454 million to $412 million in 1993.

At December 31, 1993, the allowance for credit losses was $2.2 billion, or 2.36 percent of loans, leases and factored accounts receivable, compared to $1.5 billion, or two percent, at the end of 1992. The allowance for credit losses was 193.38 percent of nonperforming loans on December 31, 1993, compared to 103.11 percent on December 31, 1992.

Table 15 on page 42 provides an analysis of the activity in the Corporation's allowance for credit losses for each of the last five years.

Securities Gains

Gains from the sales of securities held for sale were $84 million in 1993, compared to $249 million in 1992. The 1992 gains followed balance sheet management strategies to reposition the components and estimated average maturity of the securities portfolios at a time when the portfolios contained substantial net appreciation.

Noninterest Income

Table 6 compares the major categories of noninterest income for 1993 and 1992.

Noninterest income totaled $2.1 billion in 1993, an increase of $188 million, or 10 percent, from $1.9 billion in 1992. After adjusting for acquisitions, divestitures and the 1992 gain on the sale of a mortgage servicing unit, noninterest income increased $185 million, or 11 percent, in 1993. Growth in most major categories of noninterest income during 1993 was partially offset by declines in mortgage servicing and related fees, brokerage income and asset management fees, all reflecting divestitures as further discussed below.

General Bank trust fees increased $40 million, or 12 percent, in 1993 compared to 1992, principally due to higher personal trust service and mutual fund fees. The higher personal trust service fees resulted from increased pricing and successful solicitations, while fees associated with Nations Fund, a mutual fund group, provided the increase in mutual fund fees. Discretionary trust assets under management totaled $61.2 billion on December 31, 1993, compared to $46.4 billion on December 31, 1992. Total assets under administration by the Trust group were $169.9 billion at the end of 1993, compared to $133.8 billion at year-end 1992. The acquisition of MNC added $12.8 billion to discretionary trust assets and $25.1 billion to total administered assets.

Deposit fees, which benefited from the acquisition of MNC, also contributed significantly to the growth in noninterest income in 1993, increasing $81 million, or 14 percent, from 1992. Commercial and consumer account revenues increased 13 percent and 15 percent, respectively. The acquisition of MNC contributed $26 million to deposit fees in the more recent year.

During 1992, the Corporation sold its residential mortgage servicing unit in

Richmond, Virginia. Servicing rights to approximately $7.6 billion in residential mortgage loans and certain other assets and liabilities associated with the residential mortgage servicing business were sold. Mortgage servicing and related fees declined $28 million, or 27 percent, in 1993 compared to 1992 principally due to the sale of this servicing unit. At December 31, 1993, the General Bank was servicing a $29.1-billion mortgage portfolio, compared to approximately $25.3 billion at December 31, 1992, and $34 billion prior to the sale. The mortgage operation generated approximately $11.2 billion in loan volume in 1993 offsetting the impact of early payoffs due to refinancings.

Higher syndication fees in the Institutional Group contributed the majority of a $47-million increase in investment banking income in 1993 compared to 1992.

The $71-million increase in trading account profits and fees in 1993 was largely attributable to the Institutional Group, including the impact of the CRT acquisition, and other capital market activities.

The Corporation's full-service brokerage business, which became a part of NationsSecurities in mid-1993, has been presented as a joint venture from January 1, 1993. Therefore, brokerage income in 1993, primarily consisting of revenues from the discount brokerage business and the Corporation's London stockbroking firm, was $41 million, a decline of $46 million from the $87 million recorded in the comparable period of 1992.

Miscellaneous other income in 1992 included the $55-million gain on a mortgage servicing unit sale. Excluding the 1992 gain and 1993 acquisitions, miscellaneous other income increased $32 million primarily due to gains on the sales of residential mortgage loans and certain parent company investments in 1993.

During the fourth quarter of 1992, the Corporation sold its asset management subsidiaries, collectively known as AMRESCO. Noninterest income in 1992 included $30 million of asset management fees.

Other Real Estate Owned Expense

OREO expense declined $105 million to $78 million in 1993 from $183 million in 1992, consistent with the improvement in asset quality as previously discussed. The decline in 1993 was

[BAR GRAPH APPEARS HERE]

largely due to lower write-downs associated with real estate values subsequent to foreclosure in the Institutional Group's Real Estate Finance group and lower net costs associated with management of a reduced level of foreclosed properties, excluding acquisitions, compared to the previous year. While OREO expense has declined and there have been signs of an improving economy, OREO expense could increase as the workout process progresses and until there is sustained economic recovery. The large number of OREO properties acquired in the MNC acquisition may also impact such expense.

Restructuring Expense

During 1993, the Corporation recorded $30 million of restructuring expense related to the MNC acquisition and representing the costs of employee severance and real estate dispositions.

Noninterest Expense

The Corporation's noninterest expense, as shown in Table 7, increased $327 million, or eight percent, in 1993 compared to 1992. Most categories of noninterest expense were influenced in 1993 by the previously mentioned acquisitions. Excluding the noninterest expense of acquisitions and divestitures, noninterest expense in the current year increased approximately four percent.

Personnel expense, which accounts for 44 percent of noninterest expense, increased $96 million to $1.9 billion in 1993. Excluding acquisitions and divestitures, personnel expense declined $3 million between the two years. Recent acquisitions added over eight thousand full-time equivalent personnel by year-end 1993; however, the total number of full-time equivalent personnel excluding acquisitions had declined over 1,600 since the end of 1992. This reduction was principally associated with transition projects, several divestitures and continued outsourcing.

The Corporation adopted Statement of Financial Accounting Standards No. 106, "Employers' Accounting for Postretirement Benefits Other Than Pensions" (SFAS 106), in 1993. The incremental expense of adopting SFAS 106 was approximately $12 million in 1993. See Notes 1 and 13 to the consolidated financial statements for further discussions on SFAS 106.

Equipment expense increased $26 million, or nine percent, in 1993 compared to 1992. Excluding the impact of acquisitions, equipment expense increased only two percent between the two years.

Marketing expense increased $33 million, or 31 percent, in 1993 compared to 1992. In addition to the impact of acquisitions, marketing expense increased due to implementation of a "brand image" campaign focusing on the NationsBank name and the Corporation's range of financial services and increased bank card solicitations.

Professional fees were $168 million in 1993, a decline of $14 million, or eight percent, compared to 1992. The decline was largely the result of lower legal fees, influenced by fewer problem credits and a focused cost management program in this area.

In addition to the impact of MNC, the Corporation's expense for FDIC insurance increased due to the FDIC's implementation of a risk-based system mandated by the Federal Deposit Insurance Corporation Improvement Act of 1991. As a result of this industry-wide rate

<TABLE>
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7 Noninterest Expense
(Dollars in Millions)

	1993		1992		Change	
	Amount	Percent of Taxable-Equivalent Net Interest Income	Amount	Percent of Taxable-Equivalent Net Interest Income	Amount	Percent
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Personnel......................................	$1,903	40.3%	$1,807	43.1%	$ 96	5.3%
Occupancy, net.................................	434	9.2	435	10.4	(1)	(.2)
Equipment......................................	317	6.7	291	6.9	26	8.9
Marketing......................................	138	2.9	105	2.5	33	31.4
Professional fees..............................	168	3.6	182	4.3	(14)	(7.7)
Amortization of intangibles....................	110	2.3	111	2.6	(1)	(.9)
Bank card......................................	49	1.0	41	1.0	8	19.5
Private label credit card......................	37	.8	43	1.0	(6)	(14.0)
FDIC insurance.................................	205	4.3	189	4.5	16	8.5
General operating..............................	802	17.0	640	15.3	162	25.3
General administrative and miscellaneous........	130	2.8	122	3.0	8	6.6
	$4,293	90.9%	$3,966	94.6%	$327	8.2

</TABLE>

change, the average assessment rate for the Corporation's banking subsidiaries was approximately 25.7 cents per $100 of qualifying deposits in 1993, compared to 23 cents in 1992. The average assessment rate in 1994 is expected to be approximately 25.2 cents per $100 of qualifying deposits.

General operating expense increased $162 million, or 25 percent, to $802 million in 1993. Excluding $54 million attributable to acquisitions, the increase was the result of higher loan and collection expense and employee relocation expense, as well as higher processing fees due to outsourced services.

Income Taxes

The Corporation's income tax expense for 1993 was $690 million, for an effective tax rate of 34.7 percent of pretax income. Tax expense for 1992 was $251 million, for an effective tax rate of 18 percent. The lower effective rate in 1992 was primarily attributable to $265 million in tax benefits resulting from utilization of financial operating loss carryforwards. As a result of adopting SFAS 109, the Corporation recorded its remaining unrecognized benefits of $200 million in 1993. As such, the 1993 effective rate more closely approximated the statutory rate.

Note 15 to the consolidated financial statements includes a reconciliation of federal income tax expense computed using the federal statutory rates of 35 percent and 34 percent for 1993 and 1992, respectively, to actual income tax expense.

See Notes 1 and 15 to the consolidated financial statements for more information concerning income taxes.

Balance Sheet Review

The Corporation's integrated balance sheet management approach is intended to ensure proper management of interest rate sensitivity, liquidity, and capital position. Significant balance sheet components -- securities, loans and leases, sources of funds and capital -- are examined below.

Table 8 presents an analysis of the major sources and uses of funds during 1993 and 1992, based on average balances. Customer-based funds increased slightly to an average of $77.9 billion in 1993 from $77.3 billion in 1992 and represented 58.0 percent of total sources of funds in 1993, compared to 67.2 percent in 1992. The Corporation's ratio of average loans and leases to customer-based funds was 101.4 percent in 1993, compared to 88.2 percent in the prior year. Market-based funds, comprised principally of wholesale negotiated rate certificates of deposit, borrowed funds and trading liabilities, increased $14.3 billion, or 58 percent, to $38.8 billion. These

<TABLE>
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8 Sources and Uses of Funds
(Average Dollars in Millions)

	1993		1992	
	Amount	Percent	Amount	Percent
<S>	<C>	<C>	<C>	<C>
Composition of sources				
Savings, NOW, money market deposit accounts, and consumer CDs and IRAs	$ 58,663	43.6%	$ 59,679	51.9%
Noninterest-bearing funds	17,156	12.8	15,411	13.4
Customer-based portion of negotiated CDs	2,098	1.6	2,202	1.9
Customer-based funds	77,917	58.0	77,292	67.2
Market-based funds	38,847	28.9	24,584	21.4
Capital leases and long-term debt	5,268	3.9	3,036	2.6
Other liabilities	3,717	2.8	2,849	2.5
Shareholders' equity	8,651	6.4	7,286	6.3
Total sources	$134,400	100.0%	$115,047	100.0%
Composition of uses				
Loans and leases, net of unearned income	$ 78,984	58.8%	$ 68,187	59.3%
Securities held for investment	24,823	18.5	22,541	19.6
Securities held for sale	1,017	.7	1,785	1.6
Loans held for sale	790	.6	967	.8
Time deposits placed and other short-term investments	2,037	1.5	1,802	1.6
Other earning assets	11,531	8.6	6,938	6.0
Total earning assets	119,182	88.7	102,220	88.9
Factored accounts receivable	1,074	.8	949	.8
Other assets	14,144	10.5	11,878	10.3
Total uses	$134,400	100.0%	$115,047	100.0%

</TABLE>

funds represented 28.9 percent of total sources of funds in 1993, compared to 21.4 percent in the same period of 1992.

Acquisitions were the primary contributor to these changes in the composition of sources and uses of funds. The Institutional Group's acquisition of CRT, including its primary government securities dealer, carries dealer inventories financed principally through market sources. CRT contributed $6.6 billion to market-based sources of funds and $6.2 billion to other earning assets in 1993. Another major factor was the addition of Financial Services, the Corporation's nonbank customer group which operates alongside the Corporation's more traditional commercial banking operations. This customer group is supported principally by long-term debt and market-based funds, not by insured customer deposits.

The consolidated statement of cash flows on page 60 also reflects changes in the Corporation's sources and uses of funds.

Cash and cash equivalents decreased $122 million from December 31, 1992, to December 31, 1993, due to an increase of $10.6 billion in cash used by investing activities, nearly offset by increases of $2.1 billion in cash provided by operating activities and $8.3 billion in cash provided by financing activities. Net cash used by investing activities totaled $10.6 billion primarily as a result of purchases of securities held for investment, net loan activities, the formation of Financial Services and the acquisition of MNC.

Net cash provided by financing activities represented increases of $4.5 billion in federal funds purchased and securities sold under agreements to repurchase and $2.0 billion in other borrowed funds, plus proceeds of $4.1 billion from the issuance of long-term debt. These increases were partially offset by a net decrease of $1.6 billion in deposits.

Earning Assets
Securities

The securities portfolio of $29.1 billion at December 31, 1993, consisted of securities held for investment totaling $13.6 billion and securities held for sale totaling $15.5 billion.

On December 31, 1993, the Corporation adopted Statement of Financial Accounting Standards No. 115, "Accounting for Certain Investments in Debt and Equity Securities" (SFAS 115), which specifies the accounting and reporting for all investments in debt securities and for investments in equity securities that have readily determinable fair values. As more fully discussed in Notes 1 and 5 to the consolidated financial statements, the adoption of SFAS 115

<TABLE>
<CAPTION>

9 Securities -- Book Values and Average Maturities
December 31
(Dollars in Millions, Average Maturity in Years)

	1993		1992		1991		1990		1989	
	Amount	Average Maturity	Amount	Average Maturity	Amount	Average Maturity	Amount	Average Maturity	Amount	Average Maturity
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Securities held for investment										
U.S. Treasury securities........	$ 8,928	1.41	$18,514	1.44	$10,453	2.28	$ 6,661	4.19	$ 7,983	4.52
Securities of other U.S. Government agencies and corporations.............	4,182	2.71	3,838	2.62	4,490	2.24	14,044	7.07	11,742	8.47
Other taxable securities........	446	10.73	486	6.36	781	2.41	2,973	3.58	3,275	6.72
Total taxable.................	13,556	2.10	22,838	1.74	15,724	2.28	23,678	5.82	23,000	6.85
Tax-exempt securities..........	28	4.97	517	9.32	551	8.40	1,852	7.54	2,278	8.12
Total.......................	13,584	2.11	23,355	1.91	16,275	2.45	25,530	5.95	25,278	6.97
Securities held for sale										
U.S. Treasury securities........	14,655	1.02	1,374	3.03	5,829	4.62	-	-	-	-
Securities of other U.S. Government agencies and corporations.............	400	3.77	-	-	2,626	5.91	-	-	-	-
Other taxable securities........	7	7.93	-	-	358	3.13	-	-	-	-
Total taxable.................	15,062	1.10	1,374	3.03	8,813	5.15	-	-	-	-
Tax-exempt securities..........	408	5.73	-	-	91	7.73	-	-	-	-
Total.......................	15,470	1.21	1,374	3.03	8,904	5.11	-	-	-	-
Total securities..................	$29,054	1.63	$24,729	1.97	$25,179	3.44	$25,530	5.95	$25,278	6.97

</TABLE>

resulted in the transfer of approximately $14.6 billion of securities from the held-for-investment portfolio to the held-for-sale portfolio on December 31, 1993. The adoption of SFAS 115 did not alter the Corporation's method of accounting for trading securities included in trading account assets.

The securities portfolio serves a primary role in the overall context of balance sheet management by the Corporation. The portfolio generates substantial interest income and serves as a necessary reservoir of liquidity.

The decision to purchase securities is based upon the current assessment of economic and financial conditions, including the interest rate environment and other on- and off-balance sheet positions.

Total securities increased $4.3 billion during 1993 to $29.1 billion. Table 9 presents the levels and average maturities of the components of securities held for investment and for sale at the end of each year from 1989 through 1993.

Table 10 presents the components, maturity distribution and yields of the

Corporation's

<TABLE>
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10 Maturity Distribution and Yields of Securities
Taxable-Equivalent Basis
December 31, 1993
(Dollars in Millions)

	Book Value											
	Due in 1 year or less		Due after 1 through 5 years		Due after 5 through 10 years		Due after 10 years		Total			
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Par Value	Market Value
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Securities held for investment												
U.S. Treasury securities.........	$ 3,612	5.39%	$ 5,242	4.09%	$ 70	4.80%	$ 4	8.66%	$ 8,928	4.63%	$ 8,883	$ 8,919
Securities of other U.S. Government agencies and corporations.......	252	6.67	3,598	5.71	300	4.67	32	6.70	4,182	5.70	4,152	4,196
Other taxable securities.........	20	4.54	181	4.96	48	6.39	197	5.60	446	5.37	431	459
Total taxable.....	3,884	5.47	9,021	4.75	418	4.89	233	5.80	13,556	4.98	13,466	13,574
Tax-exempt securities.........	1	10.86	16	9.41	8	8.83	3	10.51	28	9.42	28	30
Total............	3,885	5.47	9,037	4.76	426	4.96	236	5.87	13,584	4.99	13,494	13,604
Securities held for sale												
U.S. Treasury securities.........	7,965	5.39	6,689	4.20	-	-	1	12.48	14,655	4.85	14,541	14,655
Securities of other U.S. Government agencies and corporations.......	-	-	400	5.08	-	-	-	-	400	5.08	400	400
Other taxable securities.........	-	-	5	9.13	1	6.00	1	9.38	7	8.97	7	7
Total taxable.....	7,965	5.39	7,094	4.26	1	6.00	2	10.47	15,062	4.85	14,948	15,062
Tax-exempt securities..........	35	14.45	231	11.66	60	10.53	82	11.72	408	11.74	388	408
Total............	8,000	5.43	7,325	4.47	61	10.48	84	11.69	15,470	5.03	15,336	15,470
Total Securities.....	$11,885	5.44	$16,362	4.64	$ 487	5.65	$ 320	7.41	$29,054	5.02	$28,830	$29,074
Percent of total.....	40.9%		56.3%		1.7%		1.1%		100.0%			
Cumulative percent of total....	40.9		97.2		98.9		100.0					

</TABLE>

securities portfolio on December 31, 1993. The shorter maturity structure is desirable due to the current low interest rate environment and the Corporation's expectation that the improving economy will continue to fuel quality-loan demand.

The taxable-equivalent yields on securities held at December 31, 1993, are expected to average 5.02 percent, as presented in Table 10, compared to average taxable-equivalent yields of 5.51 percent earned during 1993.

Loans and Leases

Total loans and leases increased $19.2 billion to $91.0 billion at December 31, 1993, compared to $71.8 billion at December 31, 1992. As is evident in Table 19 on page 45, the growth was concentrated in the commercial loan category which increased $8.5 billion, or 26 percent, residential mortgages which increased $3.4 billion, or 37 percent, and consumer loans, other than bank card and home equity, which increased $4.7 billion, or 39 percent, between the two year ends. Loan growth was led by the General Bank's residential mortgage, bank card and commercial divisions, partially offset by the securitization of $1.3 billion in bank card outstandings in late 1993. Excluding 1993 acquisitions and the securitization of bank card outstandings, period-end loans and leases increased $8.1 billion, or 11 percent.

Other Earning Assets

As presented in Table 8 on page 35, other earning assets, comprised of federal funds sold, securities purchased under agreements to resell and trading account assets, averaged $11.5 billion, or nine percent of deployed funds, in 1993, compared to $6.9 billion, or six percent, in 1992. As previously mentioned, the Institutional Group's CRT contributed $6.2 billion to other earning assets in 1993.

Sources of Funds
Deposits

Total average customer-based funds increased $625 million to $77.9 billion in 1993, compared to $77.3 billion one year earlier, as shown in Table 8. Excluding the impact of MNC in 1993, customer-based funds declined

<TABLE>
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11 Average Deposits and Rates Paid
(Dollars in Millions)

	1993		1992		1991	
	Average Amount	Rate	Average Amount	Rate	Average Amount	Rate
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Deposits in domestic banking offices						
Noninterest-bearing deposits	$17,151	-%	$15,405	-%	$14,360	-%
Interest-bearing deposits						
Interest-bearing demand	28,641	2.24	28,283	2.82	26,854	4.96
Savings	6,774	2.38	5,646	2.86	4,732	4.55
Time	27,867	4.39	31,684	5.44	39,064	7.01
Total interest-bearing deposits in domestic banking offices	63,282	3.20	65,613	4.09	70,650	6.06
Total deposits in domestic banking offices	$80,433	-	$81,018	-	$85,010	-
Deposits in foreign banking offices						
Noninterest-bearing deposits	$ 5	-	$ 6	-	$ 12	-
Interest-bearing deposits						
Banks located in foreign countries	546	4.09	285	7.46	392	7.57
Other foreign time and savings	2,487	4.03	1,363	5.11	2,156	6.55
Total interest-bearing deposits in foreign banking offices	3,033	4.05	1,648	5.52	2,548	6.70
Total deposits in foreign banking offices	$ 3,038	-	$ 1,654	-	$ 2,560	-
Total noninterest-bearing deposits	$17,156	-	$15,411	-	$14,372	-
Total interest-bearing						

deposits	66,315	3.24	67,261	4.13	73,198	6.08
Total deposits	$83,471	-	$82,672	-	$87,570	-

</TABLE>

$1.6 billion between the years, again reflective of industry trends as noted earlier. Table 11 provides information on the average amounts of deposits and the rates paid by deposit category for the last three years.

Short-Term Borrowings and Trading Liabilities

Market-based funds constitute the other major instruments of liability management. The Corporation uses market-based funds to assist with changes in its interest sensitivity and as a funding source. As previously noted, market-based funds increased between the two years to an average of $38.8 billion in 1993, compared to $24.6 billion in 1992. As presented in Table 13, securities sold under agreements to repurchase increased significantly. This source of funds served primarily to fund the Institutional Group's trading inventory, including securities purchased under agreements to resell. Short sales represent liabilities utilized in trading activities. Additionally, the Institutional Group diversified its funding sources during 1993 by implementing a short-term bank note program. Outstandings at December 31, 1993, which are included in other short-term borrowings, were $2.2 billion under this program. Commercial paper, an attractive source of funding for the Corporation, increased $845 million between 1992 and 1993 as demand by money fund investors increased following an upgrade in the Corporation's debt rating.

Long-Term Debt

During 1993, the Corporation issued approximately $4.1 billion in long-term senior and subordinated debt with rates ranging from 3.38 percent to 6.875 percent and maturity dates ranging to the year 2005. Since Financial Services is not funded by insured customer deposits, a substantial portion of this new debt was used to fund the assets of this division. The remainder of the new debt served to replace debt repurchased due to its higher cost and other general corporate purposes. Additionally, $1.6 billion was acquired in connection with the MNC transaction. See Note 9 to the consolidated financial statements for details on long-term debt.

Risk Management

The successful management of risk is integral to the continued growth and profitability of the Corporation. The Corporation employs many tools to monitor and control the various risks to which it is exposed. The strategies for managing the key risks -- credit, interest rate and liquidity risk -- are discussed in the following sections.

Credit Risk

Policies and Procedures -- Credit risk arises from credit extension including loans, leases, factored accounts receivable and certain securities; financial guarantees, and counterparty risk on trading and capital markets transactions. At December 31, 1993, the Corporation's credit risk was centered in its $92.0-billion portfolio of loans, leases and factored accounts receivable which represented 65 percent of total earning assets and factored accounts receivable.

The Corporation's objective is to maintain a loan portfolio that is diverse in terms of type of loan, industry concentration, geographic distribution and borrower concentration in order to reduce the overall credit risk by minimizing the adverse impact of any single event or set of occurrences.

The Corporation has an independent credit policy group which oversees the management of credit risk. The Credit Policy group works with lending officers and is involved with the implementation, refinement and consistent application of credit policies and procedures corporate-wide.

Credit risk management policies and procedures include an initial risk rating of loans by the originating lending officer. This rating is

<TABLE>
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12 Maturity Distribution of Domestic Certificates of Deposit and Other Time Deposits in Amounts of $100 Thousand or More
December 31, 1993
(Dollars in Millions)

<S>	Certificates of Deposit <C>	Other Time Deposits <C>	Total <C>
Maturing in 3 months or less	$2,988	$ 35	$3,023
Maturing in over 3 through 6 months	1,252	15	1,267
Maturing in over 6 through 12 months	919	24	943
Maturing in over 12 months	1,055	170	1,225
	$6,214	$244	$6,458

</TABLE>

reviewed for appropriateness, in the case of larger loans, by higher level officers and by the Credit Policy group independent of the lending function. The Corporation's credit policies also establish specific guidelines for the approval of extensions of credit in areas of credit concentration, including review by senior line and credit policy officers of the Corporation, as well as the ongoing management of exposure and risk associated with these portfolios.

An independent ongoing review of the loan portfolio ensures that the risk assessments for loans and overall compliance with policy are reexamined on a regular basis.

The Corporation receives collateral to support credit extensions and commitments for which collateral is deemed necessary. The most significant categories of collateral are real and personal property, cash on deposit and marketable securities. The Corporation obtains real and personal property as security for some loans which are made on the basis of the general credit worthiness of the borrower and whose proceeds were not used for real estate-related purposes.

Allowance for Credit Losses -- At December 31, 1993, the allowance for credit losses was $2.2 billion, versus $1.5 billion at the end of 1992. The allocation of the allowance for credit losses is presented in Table 14. Credit quality improved steadily throughout 1993 evidenced by reduced charge-offs, nonperforming assets and past due credits, as well as an increase in the allowance coverage for nonperforming loans to 193.38 percent; however, management continues to carefully monitor these trends.

Based on the risk rating process described above, an amount is allocated within the allowance for credit losses to cover the amount of loss

<TABLE>
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13 Short-Term Borrowings and Trading Liabilities
(Dollars in Millions)

Federal funds purchased represent overnight borrowings and repurchase agreements represent borrowings which generally range from one day to three months in maturity. Commercial paper is issued in maturities not to exceed nine months. Short sales are trading activities. Other short-term borrowings principally consist of bank notes and U.S. Treasury note balances which are payable on demand.

	1993		1992		1991	
	Amount	Rate	Amount	Rate	Amount	Rate
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Federal funds purchased						
At December 31	$ 7,135	2.92%	$ 6,420	2.94%	$ 2,354	4.54%
Average during year	6,479	3.03	5,634	3.37	5,051	5.70
Maximum month-end balance during year	7,899	-	8,644	-	5,350	-
Securities sold under agreements to repurchase						
At December 31	21,236	3.11	9,632	3.23	5,027	4.41
Average during year	17,283	3.13	10,382	3.25	9,590	5.43
Maximum month-end balance during year	22,733	-	13,210	-	10,607	-
Commercial paper						
At December 31	2,056	3.26	784	3.29	423	5.06
Average during year	1,379	3.26	534	3.78	1,075	6.28
Maximum month-end balance during year	2,056	-	784	-	1,305	-
Short sales (1)						
At December 31	7,768	6.69	561	4.51	-	-
Average during year	3,930	5.84	692	3.33	-	-
Maximum month-end balance during year	9,127	-	1,396	-	-	-
Other short-term borrowings						
At December 31	6,053	3.08	4,560	3.18	2,042	4.57
Average during year	4,222	.42	1,962	3.49	3,232	5.96
Maximum month-end balance during year	8,187	-	4,781	-	6,273	-
Total borrowed funds and trading liabilities						
At December 31	44,248	3.72	21,957	3.17	9,846	4.50
Average during year	33,293	3.10	19,204	3.33	18,948	5.64
Maximum month-end balance during year	44,766	-	23,975	-	23,114	-

</TABLE>

(1) Included in other short-term borrowings in 1991.

estimated to be inherent in particular risk categories of loans. The amount allocated is based upon the Corporation's loss experience within risk categories of loans over a period of years and is adjusted for existing economic conditions as well as performance trends within specific areas such as real estate. In addition to the allocation by risk category, the Corporation reviews significant individual credits and concentrations of credit and makes additional allocations to the allowance when deemed necessary. The nature of the process by which the Corporation determines the appropriate allowance for credit losses requires the exercise of considerable judgment. Management believes its allowance for credit losses is adequate to cover inherent credit losses at December 31, 1993.

Net charge-offs for 1993 were $412 million, or .51 percent of average loans, leases and factored accounts receivable, versus $866 million, or 1.25 percent, in 1992 as shown in Table 15. The decline was primarily concentrated in the commercial, real estate commercial and real estate construction portfolios. Commercial net charge-offs declined $143 million, while real estate commercial and real estate construction net charge-offs declined $203 million and $101 million, respectively. Partially offset by 1993 acquisitions, net charge-offs declined in 1993 primarily due to increased recoveries and the general improvement in financial condition of borrowers and to the impact in 1992 of bulk sales of loans. Because there were no large bulk sales in 1993, there were no related charge-offs in the current year.

Nonperforming Assets -- At December 31, 1993, nonperforming assets, presented in Table 16, were $1.8 billion, or 1.92 percent of net loans, leases, factored accounts receivable and other real estate owned, compared to $2.0 billion, or 2.72 percent, at the end of 1992. Excluding the impact of acquisitions, nonperforming assets totaled $1.1 billion at December 31, 1993, a decline of $848 million from the previous year end.

Nonperforming loans were $1.1 billion at the end of the current year, compared to $1.4 billion the prior year. The decline was centered in commercial nonperforming loans which declined $176 million, or 27 percent, and in real estate commercial and construction nonperforming loans which declined $154 million, or 25 percent. These declines were partially offset by a $57-million increase in other consumer nonperforming loans principally due to acquisitions. The reduction in nonperforming loans primarily reflected payments and the improved financial condition of borrowers, partially offset by acquisitions.

Other real estate owned, which represents real estate acquired through foreclosure and in-substance foreclosures increased $74 million, or 13 percent, to $661 million at the end of 1993 from $587 million at the end of 1992. Excluding acquisitions, other real estate owned declined $189 million between the two year ends.

The Corporation continues efforts to expedite disposition, collection and renegotiation of nonperforming and other lower quality assets. As a part of this process, the Corporation routinely evaluates all reasonable alternatives including the sale of assets individually or in groups. The final

<TABLE>
<CAPTION>

14 Allocation of the Allowance for Credit Losses
December 31
(Dollars in Millions)

	1993		1992		1991		1990		1989	
	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Commercial..........................	$ 403	18.6%	$ 303	20.9%	$ 524	32.6%	$ 498	37.7%	$231	26.3%
Real estate commercial..............	230	10.6	220	15.1	282	17.6	123	9.3	54	6.1
Real estate construction............	123	5.7	141	9.7	252	15.7	239	18.1	85	9.7
Total commercial..................	756	34.9	664	45.7	1,058	65.9	860	65.1	370	42.1
Residential mortgage................	24	1.1	21	1.4	50	3.1	64	4.9	49	5.6
Home equity.........................	23	1.1	18	1.2	26	1.6	23	1.7	21	2.4
Bank card...........................	92	4.2	125	8.6	104	6.5	78	5.9	76	

8.7

Other consumer......................	201	9.3	117	8.1	135	8.4	168	12.7	160	18.2
Total consumer....................	340	15.7	281	19.3	315	19.6	333	25.2	306	34.9
Foreign............................	13	.6	17	1.2	6	.4	5	.4	42	4.8
Lease financing.....................	13	.6	12	.8	12	.7	20	1.5	9	1.0
Factored accounts receivable.........	19	.9	18	1.2	17	1.1	11	.8	11	1.3
Unallocated.........................	1,028	47.3	462	31.8	197	12.3	93	7.0	140	15.9
	$2,169	100.0%	$1,454	100.0%	$1,605	100.0%	$1,322	100.0%	$878	100.0%

</TABLE>

<TABLE>
<CAPTION>

15 Allowance For Credit Losses
(Dollars in Millions)

<S>	1993 <C>	1992 <C>	1991 <C>	1990 <C>	1989 <C>
Balance on January 1..............................	$ 1,454	$ 1,605	$ 1,322	$ 878	$ 760
Loans, leases and factored accounts receivable charged off					
Commercial.......................................	(107)	(245)	(436)	(206)	(143)
Real estate commercial...........................	(84)	(279)	(316)	(101)	(18)
Real estate construction.........................	(17)	(114)	(276)	(58)	(21)
Total commercial.............................	(208)	(638)	(1,028)	(365)	(182)
Residential mortgage.............................	(10)	(18)	(33)	(15)	(21)
Home equity......................................	(3)	(4)	(4)	(2)	(1)
Bank card..	(184)	(172)	(138)	(91)	(115)
Other consumer...................................	(169)	(162)	(181)	(160)	(108)
Total consumer...............................	(366)	(356)	(356)	(268)	(245)
Foreign..	-	(7)	(3)	(28)	(3)
Lease financing..................................	(5)	(8)	(7)	(9)	(2)
Factored accounts receivable.....................	(30)	(17)	(23)	(29)	(10)
Total loans, leases and factored accounts receivable charged off.......................	(609)	(1,026)	(1,417)	(699)	(442)
NationsBank of Texas charge-offs reimbursed by the FDIC..	-	-	-	13	55
Recoveries of loans, leases and factored accounts receivable previously charged off					
Commercial.......................................	67	62	36	27	30
Real estate commercial...........................	21	13	5	3	4
Real estate construction.........................	12	8	3	-	1
Total commercial.............................	100	83	44	30	35
Residential mortgage.............................	3	4	3	2	2
Home equity......................................	1	1	1	-	-
Bank card..	19	13	19	12	11
Other consumer...................................	64	47	36	30	28
Total consumer...............................	87	65	59	44	41
Foreign..	1	1	1	2	1
Lease financing..................................	2	2	2	1	-
Factored accounts receivable.....................	7	9	3	2	2
Total recoveries of loans, leases and factored accounts receivable previously charged off..................................	197	160	109	79	79
Net charge-offs..............................	(412)	(866)	(1,308)	(607)	(308)

Provision for credit losses	430	715	1,582	1,025	414
Allowance applicable to loans of purchased companies	697	-	9	26	12
Balance on December 31	$ 2,169	$ 1,454	$ 1,605	$ 1,322	$ 878
Loans, leases and factored accounts receivable, net of unearned income, outstanding on December 31	$92,007	$72,714	$69,108	$70,891	$66,360
Allowance for credit losses as a percentage of loans, leases and factored accounts receivable, net of unearned income, outstanding on December 31	2.36%	2.00%	2.32%	1.86%	1.32%
Daily average loans, leases and factored accounts receivable, net of unearned income, outstanding during the year	$80,058	$69,136	$70,196	$68,970	$63,554
Net charge-offs as a percentage of daily average loans, leases and factored accounts receivable, net of unearned income, outstanding during the year	.51%	1.25%	1.86%	.88%	.48%
Ratio of the allowance for credit losses on December 31 to net charge-offs	5.27	1.68	1.23	2.18	2.85
Allowance for credit losses as a percentage of nonperforming loans	193.38%	103.11%	81.82%	100.46%	151.67%

</TABLE>

decision to proceed with any alternative is evaluated in the context of the overall credit-risk profile of the Corporation.

The amount of loans past due 90 days or more that were not classified as nonperforming loans totaled $167 million on December 31, 1993, compared to $215 million on December 31, 1992.

Concentrations of Credit Risk

As previously discussed, the Corporation strives to maintain a diverse credit portfolio to minimize the adverse impact of any single event or set of occurrences. Summarized below are areas of credit risk with exposures in excess of 20 percent of shareholders' equity and a discussion of foreign outstandings.

Real Estate -- Total nonresidential real estate loans were $11.5 billion, or 12 percent of total loans, leases and factored accounts receivable, at December 31, 1993. Tables 17 and 18 summarize the geographic and property type distribution of this $11.5-billion exposure. Of these loans, $460 million were nonperforming at year end. During 1993, the Corporation recorded real estate net charge-offs of $68 million, or 17 percent of total net charge-offs for the year. In

<TABLE>
<CAPTION>

16 Nonperforming Assets
December 31
(Dollars in Millions)

	1993	1992	1991	1990	1989
<S>	<C>	<C>	<C>	<C>	<C>
Nonperforming loans					
Commercial	$ 474	$ 650	$ 831	$ 537	$ 312
Real estate commercial	318	404	535	374	131
Real estate construction	142	210	480	349	74
Residential mortgage	77	88	114	56	62
Home equity (1)	7	5	-	-	-
Other consumer (1)	86	29	-	-	-
Lease financing (1)	10	15	-	-	-
Foreign	8	9	1	-	-
Total nonperforming loans	1,122	1,410	1,961	1,316	579
Other real estate owned	661	587	843	335	137
Total nonperforming assets	$1,783	$1,997	$2,804	$1,651	$ 716
Nonperforming assets as a percentage of					
Total assets, excluding Special Asset Division	1.13%	1.69%	2.54%	1.46%	.65%
Loans, leases and factored accounts receivable, net of unearned income, and other real estate owned	1.92	2.72	4.01	2.32	1.08

	1993	1992	1991	1990	1989
Loans past due 90 days or more and not classified as nonperforming					
Domestic......................................	$ 167	$ 215	$ 223	$ 404	$ 213
Foreign.......................................	-	-	-	2	1
Total loans past due 90 days or more and not classified as nonperforming....	$ 167	$ 215	$ 223	$ 406	$ 214

</TABLE>

The loss of income associated with nonperforming loans at December 31 and the cost of carrying other real estate owned were:

<TABLE>
<CAPTION>

<S>	1993 <C>	1992 <C>	1991 <C>	1990 <C>	1989 <C>
Income that would have been recorded in accordance with original terms..................	$ 80	$ 105	$ 205	$ 140	$ 66
Less income actually recorded....................	(34)	(31)	(82)	(44)	(18)
Loss of income.................................	$ 46	$ 74	$ 123	$ 96	$ 48
Cost of carrying other real estate owned.........	$ 18	$ 25	$ 36	$ 19	$ 15

</TABLE>

On December 31, 1993, there were no material outstanding commitments to lend additional funds with respect to nonperforming loans.

(1) Included in commercial nonperforming loans in 1991 and previous years.

addition, Tables 17 and 18 also summarize the distribution of real estate commercial and construction OREO by geographic region and property type.

Consumer -- Consumer loan outstandings totaled $35.7 billion at December 31, 1993, compared to $27.7 billion at December 31, 1992. Consumer loans represented 39 percent of total loans, leases and factored accounts receivable at the end of 1993, compared to 38 percent the previous year. Table 19 shows the components of the Corporation's consumer loan portfolio.

At December 31, 1993, $170 million of consumer loans were nonperforming. Net charge-offs in the consumer portfolio totaled $279 million in 1993, including $165 million in bank card loans, $9 million in residential mortgage and home equity loans and $105 million in other consumer loans.

Energy -- The Corporation has a diversified portfolio of loans to companies involved in energy-related industries totaling $3.0 billion at December 31, 1993. As of that date, $4 million were classified as nonperforming and during 1993, recoveries of previously charged-off loans totaled $6 million. Unfunded commitments to energy-related industries at the end of the year amounted to $3 billion.

Foreign -- Foreign outstandings, which exclude contingencies and the local currency

<TABLE>
<CAPTION>

17 Real Estate Commercial and Construction Loans and Other Real Estate Owned by Geographic Region
December 31, 1993
(Dollars in Millions)

	Loans				OREO	
<S>	Outstanding <C>	Percent <C>	Nonperforming <C>	Percent <C>	Amount <C>	Percent <C>
Florida..	$ 2,053	17.8%	$ 58	12.6%	$100	19.0%
Maryland.......................................	2,048	17.8	116	25.2	126	24.0
Virginia.......................................	1,445	12.6	78	17.0	181	34.4
North Carolina.................................	1,283	11.2	35	7.6	24	4.6
Georgia..	1,139	9.9	19	4.1	16	3.0
Texas..	1,135	9.9	11	2.4	9	1.7
South Carolina.................................	943	8.2	56	12.2	31	5.9
District of Columbia...........................	422	3.7	52	11.3	14	2.7
Tennessee/Kentucky.............................	370	3.2	10	2.2	10	1.9
Other..	657	5.7	25	5.4	15	2.8
	$11,495	100.0%	$460	100.0%	$526	100.0%

</TABLE>

Distribution based on geographic location of collateral.

<TABLE>
<CAPTION>

18 Real Estate Commercial and Construction Loans
and Other Real Estate Owned by Property Type
December 31, 1993
(Dollars in Millions)

	Loans				OREO	
	Outstanding	Percent	Nonperforming	Percent	Amount	Percent
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Office buildings................................	$2,378	20.7%	$ 61	13.3%	$ 73	13.9%
Shopping centers/retail.........................	1,767	15.4	43	9.3	97	18.4
Apartments......................................	1,298	11.3	19	4.1	18	3.4
Land and land development.......................	1,192	10.4	104	22.6	217	41.3
Hotels..	894	7.8	71	15.4	27	5.1
Industrial/warehouse............................	865	7.5	39	8.5	36	6.8
Residential.....................................	863	7.5	26	5.6	18	3.4
Commercial-other................................	595	5.2	32	7.0	25	4.8
Resorts/golf courses............................	226	2.0	3	.7	2	.4
Nursing homes/retirement housing................	189	1.6	4	.9	4	.8
Mobile home parks...............................	129	1.1	1	.2	-	-
Other...	1,099	9.5	57	12.4	9	1.7
	$11,495	100.0%	$460	100.0%	$526	100.0%

</TABLE>

transactions of each country, include loans and leases, interest-bearing deposits with foreign banks, bankers' acceptances and other investments. The Corporation has no significant medium- or long-term outstandings to restructuring countries. The Corporation's foreign outstandings totaled $2.1 billion at December 31, 1993, compared to $2.6 billion at December 31, 1992.

Interest Rate Risk

The goal of the asset and liability management process is to manage the structure of the balance sheet and off-balance sheet portfolios to maximize net interest income while maintaining acceptable levels of risk to changes in market interest rates. While achievement of this goal requires a balance between profitability, liquidity and interest rate risk, there are opportunities to enhance revenues through taking known and well-controlled risk.

The major tools used to manage interest rate risk include adding assets and liabilities with desirable repricing characteristics, product pricing and structure strategies, off-balance sheet financial instruments, and various discretionary asset and liability portfolios. The investment securities portfolio, one of the primary discretionary asset portfolios, serves a primary role in positioning the Corporation based on the long-term interest rate outlook. Securities held for sale serve as a key tool for near-term interest rate risk management and can be utilized to take advantage of market opportunities that are short- to medium-term in nature. During 1993, the Corporation increased its usage of interest rate swaps as a tool for interest rate risk management. Interest rate swap contracts entered for asset and liability management purposes allow the Corporation to manage its interest rate risk position by exchanging net interest payments based on specified underlying notional amounts. The interest payments can be based on a fixed rate or a variable index. The term of the swaps can be fixed or, in the case of index amortizing and collateralized mortgage obligation swaps, can increase or decrease depending on interest rate changes and resulting prepayment patterns.

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<TABLE>
<CAPTION>

19 Distribution of Loans, Leases and Factored Accounts Receivable
December 31
(Dollars in Millions)

	1993		1992		1991		1990		1989	
	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	

<C>

Domestic										
Commercial..........................	$40,808	44.3%	$32,260	44.4%	$28,701	41.5%	$30,951	43.7%	$28,870	43.5%
Real estate commercial..............	8,239	9.0	6,324	8.7	6,756	9.8	5,847	8.2	5,264	8.0
Real estate construction............	3,256	3.5	3,065	4.2	4,212	6.1	5,453	7.7	4,994	7.5
Total commercial..................	52,303	56.8	41,649	57.3	39,669	57.4	42,251	59.6	39,128	59.0
Residential mortgage................	12,689	13.8	9,262	12.7	7,571	11.0	8,133	11.5	7,419	11.2
Home equity.........................	2,565	2.8	2,061	2.8	2,121	3.1	1,687	2.4	1,591	2.4
Bank card...........................	3,728	4.1	4,297	5.9	4,178	6.0	3,501	4.9	2,857	4.3
Other consumer......................	16,761	18.2	12,091	16.6	12,524	18.1	12,392	17.5	12,036	18.1
Total consumer....................	35,743	38.9	27,711	38.0	26,394	38.2	25,713	36.3	23,903	36.0
Lease financing.....................	1,729	1.9	1,301	1.8	1,229	1.8	1,236	1.7	1,218	1.8
Factored accounts receivable.........	1,001	1.1	917	1.3	817	1.2	760	1.1	885	1.3
	90,776	98.7	71,578	98.4	68,109	98.6	69,960	98.7	65,134	98.1
Foreign										
Governments and official institutions.............	22	-	2	-	42	.1	88	.1	110	.2
Banks and other financial institutions.......................	446	.5	304	.4	177	.2	197	.3	386	.6
Commercial and industrial companies..........................	510	.5	634	.9	634	.9	584	.8	685	1.0
Lease financing.....................	253	.3	196	.3	146	.2	62	.1	45	.1
	1,231	1.3	1,136	1.6	999	1.4	931	1.3	1,226	1.9
Total loans, leases and factored accounts receivable, net of unearned income..................	$92,007	100.0%	$72,714	100.0%	$69,108	100.0%	$70,891	100.0%	$66,360	100.0%

</TABLE>

Utilizing these instruments, the Corporation can adjust its interest rate risk position without exposing itself to principal risk and funding requirements as swaps do not involve the exchange of notional amounts, just the net interest payments.

Table 20 presents additional information on interest rate swaps utilized for the asset and liability management program.

Management, via the corporate Finance Committee, determines the desirable magnitude of interest rate risk and, in turn, formulates corresponding strategies. Factors considered in determining the desirable position for the Corporation include the current outlook for the economy and interest rate trends, risks to the current outlook including probabilities of deviation in either direction, the world and regional economies, liquidity and capital levels, and numerous other financial and business risk factors.

The Corporation actively uses computer simulations as its primary method of measuring interest rate risk. Simulations determine the impact on net interest income of various interest rate scenarios and balance sheet trends and strategies. These simulations incorporate the dynamics of the balance sheet as well as the interrelationships between various categories of short-term interest rates and the impact the yield-curve level has on asset and liability pricing. Net interest income sensitivity to various balance sheet trends and strategies and interest rate movements is quantified and appropriate strategies developed and implemented. The overall interest rate risk position and strategies are reviewed weekly by executive management.

In addition to simulations, other interest rate risk measurements including duration and market value sensitivity are selectively used where they provide added value to the overall interest rate risk management process.

Simulations indicate that as of December 31, 1993, the Corporation was positioned to benefit from stable or declining rates with exposure to a gradual increase of 100 basis points in interest rates over the next 12 months approximating a three-percent reduction in net income.

Table 21 represents the Corporation's interest rate gap position at December 31, 1993. This is a one-day position which is continually changing and is not necessarily indicative of the Corporation's position at any other time. Additionally, this table indicates only the contractual or anticipated repricing of assets and liabilities and does not consider the many factors that accompany interest rate movements. The Corporation's negative cumulative interest rate gap position reflects its strong customer deposit-gathering franchise which provides a relatively stable core deposit base. These available funds have been deployed in longer-term interest-earning assets including certain loans and securities.

Liquidity Risk

Liquidity is a measurement of the Corporation's ability to fulfill its cash requirements. Activities reflecting the Corporation's change in cash position from December 31, 1992,

<TABLE>
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20 Asset and Liability Management Interest Rate Swaps
(Dollars in Millions)

<S>	1993 <C>
Notional contracts	
Beginning balance on January 1	$ 2,050
Additions	14,550
Maturities and other	(2,692)
Ending balance on December 31	$13,908
Expected maturities at December 31, 1993	
1994	$ 834
1995	7,437
1996	4,731
1997	617
After 1997	289
	$13,908

</TABLE>

Expected maturities will differ from actual maturities since they are impacted by changes in interest rates and resultant prepayment patterns.

to December 31, 1993, are discussed in the balance sheet review beginning on page 35. Liquidity risk is managed by the Corporation through strong controls over credit and market risk and through its asset and liability management process. This process ensures the maintenance of sufficient funds to meet the needs of the Corporation, including adequate cash flows for off-balance sheet instruments.

In 1993 and 1992, the structure of the Corporation's balance sheet was liquid. As shown in Table 8 on page 35 and previously discussed in the balance sheet review, average customer-based funds comprised 58.0 percent of total sources of funds in 1993 and 67.2 percent in 1992. The percentage of average loans and leases to customer-based funds was 101.4 percent in 1993 versus 88.2 percent in 1992. The scheduled maturities of investment securities and the liquid nature of securities held for sale represent a significant source of liquidity. As previously discussed, Tables 9 and 10 present the characteristics of the portfolios.

The scheduled repayments and maturities of loans also represent a substantial source of liquidity for the Corporation. Table 22 shows selected loan maturity data on December 31, 1993. Approximately 44 percent of the selected loans presented had maturities of one year or less. Of the selected loans due after one year, $18.7 billion, or 62 percent, had floating or adjustable interest rates.

Long-term debt also represents a significant source of liquidity as well as a source of funding for the Corporation's nonbank customer group Financial Services. At December 31, 1993 and 1992, total long-term debt was $8.3 billion and $3.0 billion, respectively.

Other sources of liquidity are also available to the Corporation. Such sources include the

<TABLE>
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21 Interest Rate Gap Analysis
December 31, 1993
(Dollars in Millions)

	Interest-Sensitive					Over 12 Months and Noninterest-	
	30-Day	3-Month	6-Month	12-Month	Total	Sensitive	Total
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Earning assets							
Loans and leases, net of unearned income........	$41,118	$ 7,824	$ 3,519	$ 6,347	$ 58,808	$32,198	$ 91,006
Taxable investment securities..................	1,652	2,220	267	394	4,533	9,023	13,556
Tax-exempt investment securities...............	-	-	-	-	-	28	28
Securities held for sale.......................	16	9	2,707	5,252	7,984	7,486	15,470
Loans held for sale............................	1,697	-	-	-	1,697	-	1,697
Time deposits placed and other short-term investments........................	878	387	209	3	1,477	2	1,479
Other earning assets...........................	17,654	-	-	-	17,654	-	17,654
Total..	63,015	10,440	6,702	11,996	92,153	48,737	$140,890
Interest-bearing liabilities							
Savings..	-	-	-	-	-	8,784	$ 8,784
NOW and money market deposit accounts..........	23,293	-	-	-	23,293	7,588	30,881
Consumer CDs and IRAs..........................	3,213	3,846	4,703	4,359	16,121	7,151	23,272
Negotiated CDs, public funds and other time deposits............................	1,029	814	633	415	2,891	532	3,423
Foreign time deposits..........................	2,473	909	395	257	4,034	-	4,034
Borrowed funds and trading liabilities.........	38,842	1,148	1,800	2,450	44,240	8	44,248
Capital leases and long-term debt..............	1,089	686	7	86	1,868	6,484	8,352
Total..	69,939	7,403	7,538	7,567	92,447	30,547	122,994
Noninterest-bearing, net.......................	-	-	-	-	-	17,896	17,896
Total..	69,939	7,403	7,538	7,567	92,447	48,443	$140,890
Interest rate gap..............................	(6,924)	3,037	(836)	4,429	(294)	294	
Effect of asset and liability management interest rate swaps, futures and other off-balance sheet items..................	(2,308)	(7,244)	(5,449)	(318)	(15,319)	15,319	
Adjusted interest rate gap.....................	$(9,232)	$ (4,207)	$ (6,285)	$ 4,111	$(15,613)	$15,613	
Cumulative adjusted interest rate gap............	$(9,232)	$(13,439)	$(19,724)	$(15,613)			

</TABLE>

securitization and sale of selected loan portfolios. During 1993, the Corporation sold approximately $1.3 billion in bank card loans through a securitization structure. This transaction brought the total amount of securitized loans to $2.6 billion at December 31, 1993.

The Corporation was and continues to be positioned to fund the increased loan demand as economic conditions continue to improve.

The ability of the Corporation to obtain funds from its subsidiaries is discussed in Note 12 to the consolidated financial statements.

Capital

Shareholders' equity on December 31, 1993, was $9.98 billion, compared to $7.8 billion on December 31, 1992.

The Federal Reserve Board, the Office of the Comptroller of the Currency and the FDIC have issued risk-based capital guidelines for U.S. banking organizations. These guidelines provide a uniform capital framework that is sensitive to differences in risk profiles among banking companies.

The guidelines define a two-tier capital framework. Tier 1 capital consists of common and qualifying preferred shareholders' equity less goodwill and other adjustments. Tier 2 capital consists of mandatory convertible, subordinated and other qualifying term debt, preferred stock not qualifying for Tier 1 and the allowance for credit losses up to 1.25 percent of risk-weighted assets.

At December 31, 1993, the Corporation's Tier 1 ratio was 7.41 percent, compared to 7.54 percent at December 31, 1992. The total risk-based capital ratio was 11.73 percent, compared to 11.52 percent in 1992. Both of these measures compare favorably with the regulatory minimums of four percent for Tier 1 and eight percent for total risk-based capital. The Tier 1 leverage ratio standard states a minimum ratio of three percent, although most banking organizations are expected to maintain ratios of at least 100 to 200 basis points above the three-percent minimum. The Corporation's leverage ratio was 6.0 percent at December 31, 1993, compared to 6.16 percent at December 31, 1992.

Off-Balance Sheet Instruments

The subsidiary banks of the Corporation are party to off-balance sheet financial instruments in the normal course of business to meet the financing needs of their customers, to manage their own interest rate and currency risks, and as part of their trading activities. These financial instruments include commitments to extend credit, standby and commercial letters of credit, and interest rate and foreign currency products. Note 11 to the consolidated financial statements summarizes certain contingent and off-balance sheet exposures. Additional information is provided below.

<TABLE>
<CAPTION>

22 Selected Loan Maturity Data
December 31, 1993
(Dollars in Millions)

This table presents the maturity distribution and interest sensitivity of selected loan categories (excluding residential mortgage, home equity, bank card, other consumer loans, lease financing and factored accounts receivable). Maturities are presented on a contractual basis.

<S>	Due in 1 year or less <C>	Due after 1 year through 5 years <C>	Due after 5 years <C>	Total <C>
Commercial......................................	$18,460	$15,504	$ 6,844	$40,808
Real estate commercial..........................	2,067	4,820	1,352	8,239
Real estate construction........................	1,866	1,261	129	3,256
Foreign...	800	120	58	978
Total selected loans, net of unearned income......................................	$23,193	$21,705	$ 8,383	$53,281
Percent of total................................	43.5%	40.7%	15.8%	100.0%
Cumulative percent of total.....................	43.5	84.2	100.0	
Sensitivity of loans to changes in interest rates -- loans due after one year				
Predetermined interest rate...............................		$ 8,054	$ 3,361	$11,415
Floating or adjustable interest rate......................		13,651	5,022	18,673
		$21,705	$ 8,383	$30,088

</TABLE>

Derivatives -- Dealer Positions

The Corporation offers a number of products to its customers to alter the interest rate, currency and price-risk sensitivity of their assets and liabilities. The Corporation also enters into similar transactions for its own account as part of its trading activity. Table 23 presents the notional amounts of such derivative dealer positions at December 31, 1993 and 1992.

A futures or forward contract is an agreement to buy or sell a quantity of a financial instrument or commodity at a predetermined future date and rate or price. An option contract is an agreement that conveys to the purchaser the right, but not the obligation, to buy or sell a quantity of a financial instrument or commodity at a predetermined rate or price at a time in the future. A swap contract is an agreement between two parties to exchange cash flows based on specified underlying notional amounts and indices.

These agreements can be transacted on an organized exchange or directly between parties.

The contract or notional amounts reflected in Table 23 indicate the total volume of transactions and significantly exceed the amount of the Corporation's market or credit risk associated with these instruments. Market risk arises due to fluctuations in interest rates and market prices that may result in changes in the value of the instrument. The Corporation manages its exposure to market risk by imposing limits on the specific and aggregate risk positions traders may take. Position limits are set by senior management and positions are monitored on a daily basis. Additionally, the Corporation manages market risk by entering into offsetting positions.

Credit risk represents the replacement cost the Corporation could incur should counter-parties with contracts in a gain position to the Corporation completely fail to perform under the terms of those contracts and any collateral underlying the contracts prove to be of no value to the Corporation. Counterparties are subject to the credit approval and credit monitoring policies and procedures of the Corporation. Certain instruments require the Corporation or the counterparty to maintain collateral for all or part of the exposure. Generally, such collateral is in the form of cash or other highly liquid instruments. Limits for exposure to any particular counterparty are established and monitored. In certain jurisdictions, counterparty risk may also be reduced through the use of master netting arrangements which allow the Corporation to settle positions with the same counterparty on a net basis.

<TABLE>
<CAPTION>

23 Derivatives -- Dealer Positions
December 31
(Dollars in Millions)

	1993 Contract/ Notional	1993 Credit Risk Amount (1)	1992 Contract/ Notional	1992 Credit Risk Amount (1)
<S>	<C>	<C>	<C>	<C>
Interest rate				
Swaps............................	$15,758	$185	$15,019	$163
Futures..........................	32,503	-	6,927	7
Written options..................	58,499	-	4,138	-
Purchased options................	55,616	129	2,873	35
Foreign exchange				
Swaps............................	258	7	41	-
Futures and forwards.............	12,516	106	4,585	89
Written options..................	8,058	-	215	-
Purchased options................	8,051	134	90	-
Commodity contracts				
Swaps............................	1,470	51	356	5
Futures and forwards.............	1,661	31	9	-
Written options..................	6,696	-	18	-
Purchased options................	7,339	313	15	-
		$956		$299

</TABLE>

(1) At December 31, 1993 and 1992, the credit risk amount represents the replacement cost the Corporation could incur should counterparties with contracts in a gain position to the Corporation completely fail to perform under the terms of those contracts.

The credit risk amount for the instruments reflected in Table 23 is measured by the Corporation as the gross positive replacement cost at December 31, 1993 and 1992. Of the total $956-million credit risk amount reflected in Table 23, $343 million relates to exchange traded instruments. Because exchange traded instruments conform to standard terms and are subject to policies set by the exchange involved, including counterparty approval, margin requirements and security deposit requirements, the credit risk to the Corporation is minimal. As described in the previous paragraph, all of the Corporation's derivatives activities are subject to established policies and procedures to manage credit risk.

Fair Values of Financial Instruments

Note 16 to the consolidated financial statements provides disclosures of estimated fair values of financial instruments. While the fair values provided represent estimates of the amount at which individual financial assets and liabilities might be settled, the Corporation has no current intention to liquidate a significant portion of such instruments outside the normal course of business. Therefore, no immediate recognition of a significant portion of the differences between the carrying values and the estimated fair values is expected. If, in fact, liquidation should occur, the net realizable values could be materially different from the estimated fair values.

The excess of the fair value over carrying value of the Corporation's net loan portfolio increased from December 31, 1992, to December 31, 1993, as the result of the general decline in interest rates and an improvement in the Corporation's asset quality. The general decline in interest rates also contributed to the increased deposit value for the Corporation's time deposit liabilities.

Fourth Quarter Review

The Corporation recorded net income of $373 million in the fourth quarter of 1993, compared to $234 million in the same period of the previous year. Results for the fourth quarter of 1993 reflected a full-quarter impact of the MNC acquisition. Table 24 on page 51 presents selected quarterly operating results for each quarter of 1993 and 1992.

Tables 25 and 26 present an analysis of the Corporation's taxable-equivalent net interest income for the each of the last five quarters ending December 31, 1993. Taxable-equivalent net interest income was $1.3 billion in the fourth quarter of 1993, an increase of $228 million from the same period of the previous year. The increase was due principally to an increase in average earning assets. The net interest yield was 3.77 percent in the fourth quarter of 1993, compared to 4.23 percent in the same quarter of 1992. Excluding the impact of CRT, the net interest yield totaled 4.18 percent in the fourth quarter of 1993.

Provision for credit losses was $100 million in the fourth quarter of 1993, compared to $150 million in the fourth quarter of 1992. This decline primarily reflected improved credit quality. Nonperforming assets at the end of the quarters totaled $1.8 billion and $2.0 billion in 1993 and 1992, respectively.

Securities losses in the fourth quarter of 1992 were $8 million and there were no securities gains or losses in the same quarter of 1993.

Noninterest income of $615 million in the fourth quarter of 1993 increased $154 million over the same period in 1992. Excluding the impact of MNC in the fourth quarter of 1993, the improvement in noninterest income was primarily due to increases of $54 million in trading account profits and fees, $15 million in investment banking income and $9 million each in trust fees and deposit account service charges.

Other real estate owned expense totaled $22 million in the fourth quarter of 1993, compared to $27 million in the same period of 1992.

Fourth quarter 1993 noninterest expense totaled $1.2 billion representing an increase of $155 million over the same period in 1992. Excluding acquisitions and divestitures in 1993 and 1992 and a $50-million facilities reserve in 1992, noninterest expense increased only $35 million, or four percent.

In the fourth quarter of 1993, the Corporation recorded tax expense of $201 million for an effective tax rate of 35 percent of pretax income, compared to $51 million, or 18 percent of pretax income, recorded in the same period of 1992. The lower effective tax rate in 1992 was primarily attributable to tax benefits from the utilization of financial operating loss carryforwards which were not available in 1993 due to the adoption of SFAS 109. Note 15 to the consolidated financial statements more fully discusses the Corporation's tax position.

1992 Compared to 1991

The following discussion and analysis provides a comparison of the Corporation's results of operations for the years ended December 31, 1992 and 1991, and its financial condition as of December 31, 1992 and 1991. This discussion should be read in conjunction with the

consolidated financial statements and related notes on pages 58 through 77.

Overview

In 1992, earnings totaled $1.15 billion, or $4.60 per common share, compared to 1991 earnings of $202 million, or $.76 per common share. 1991 included the pretax impact of $330 million of restructuring expense associated with the merger costs of combining NCNB Corporation and C&S/Sovran Corporation (the Companies) to form NationsBank Corporation. After excluding restructuring charges in 1991, earnings more than doubled in 1992. Return on average common equity was 15.83 percent in 1992, up from 2.70 percent the previous year. The Corporation's results for 1992 reflected initial benefits from consolidation of the Companies, strong earnings in most areas of business and improved credit quality.

<TABLE>
<CAPTION>

24 Selected Quarterly Operating Results
(Dollars in Millions Except Per-Share Information)

	1993 Quarters				1992 Quarters			
	Fourth	Third	Second	First	Fourth	Third	Second	First
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Income from earning assets........	$ 2,353	$ 2,067	$ 1,905	$ 1,882	$ 1,888	$ 1,904	$ 1,932	$ 2,056
Interest expense..................	1,050	919	794	807	812	867	934	1,069

Net interest income (taxable-equivalent)............	1,326	1,168	1,131	1,098	1,098	1,059	1,021	1,012
Net interest income..............	1,303	1,148	1,111	1,075	1,076	1,037	998	987
Provision for credit losses.......	100	100	110	120	150	150	150	265
Securities gains (losses).........	-	50	22	12	(8)	41	12	204
Noninterest income................	615	524	481	481	461	514	467	471
Other real estate owned expense....................	22	11	21	24	27	45	50	61
Restructuring expense.............	-	30	-	-	-	-	-	-
Noninterest expense...............	1,222	1,054	1,019	998	1,067	977	968	954
Income before income taxes and effect of change in method of accounting for income taxes......	574	527	464	426	285	420	309	382
Income tax expense................	201	186	158	145	51	70	58	72
Income before effect of change in method of accounting for income taxes.....................	373	341	306	281	234	350	251	310
Effect of change in method of accounting for income taxes......	-	-	-	200	-	-	-	-
Net income........................	373	341	306	481	234	350	251	310
Earnings per common share.........	1.37	1.33	1.20	1.89	.92	1.40	1.00	1.28
Dividends per common share........	.42	.42	.40	.40	.40	.37	.37	.37
Yield on average earning assets...	6.76%	6.84%	7.09%	7.22%	7.35%	7.55%	7.89%	8.01%
Rate on average interest-bearing liabilities.............	3.39	3.40	3.35	3.50	3.58	3.90	4.33	4.64
Net interest spread..............	3.37	3.44	3.74	3.72	3.77	3.65	3.56	3.37
Net interest yield...............	3.77	3.83	4.17	4.16	4.23	4.16	4.11	3.89
Average total assets.............	$157,790	$136,195	$122,810	$120,374	$117,359	$114,309	$111,416	$117,088
Average total deposits...........	90,338	80,404	81,264	81,819	81,276	81,516	82,526	85,397
Average total shareholders' equity............	9,669	8,642	8,344	7,929	7,720	7,447	7,170	6,799
Return on average assets..........	.94%	.99%	1.00%	1.62%	.79%	1.22%	.91%	1.06%
Return on average common shareholders' equity............	15.34	15.60	14.65	24.56	12.00	18.97	14.21	18.59
Market price per share of common stock								
High for the period............	$ 53 1/4	$53 5/8	$ 57 7/8	$ 58	$ 53 3/8	$ 50	$ 49 7/8	$ 48 1/8
Low for the period.............	44 1/2	48 1/4	45	49 1/2	41 5/8	42 3/8	43 1/8	39 5/8
Closing price..................	49	51 1/2	49 5/8	54 5/8	51 3/8	44 3/8	47 5/8	45 1/2

</TABLE>

<TABLE>
<CAPTION>

25 Quarterly Taxable-Equivalent Data
(Dollars in Millions)

	Fourth Quarter 1993			Third Quarter 1993		
	Average Balance Sheet Amounts	Income or Expense	Yields/ Rates	Average Balance Sheet Amounts	Income or Expense	Yields/ Rates
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Earning assets						
Loans and leases, net of unearned income (1)						
Commercial...	$ 39,233	$ 660	6.67%	$ 34,674	$ 576	6.59%
Real estate commercial.................................	7,915	150	7.51	6,065	115	7.54
Real estate construction...............................	3,260	64	7.77	2,663	53	7.86
Total commercial.....................................	50,408	874	6.87	43,402	744	6.80
Residential mortgage...................................	12,663	249	7.85	11,054	226	8.17
Home equity..	2,586	47	7.24	2,004	36	7.20
Bank card..	4,593	150	12.97	4,435	153	13.65
Other consumer...	16,072	378	9.33	14,237	337	9.41

Total consumer	35,914	824	9.12	31,730	752	9.43
Foreign	931	13	5.82	1,015	13	5.07
Lease financing	1,894	35	7.41	1,656	38	8.95
Total loans and leases, net	89,147	1,746	7.78	77,803	1,547	7.90
Securities						
Taxable investment securities	26,863	341	5.05	22,732	301	5.25
Tax-exempt investment securities	410	13	12.26	435	12	10.89
Securities held for sale	2,211	26	4.69	1,308	16	4.93
Total securities	29,484	380	5.13	24,475	329	5.34
Loans held for sale	961	16	6.54	905	15	6.94
Federal funds sold and securities purchased under agreements to resell	8,237	64	3.08	7,513	66	3.46
Time deposits placed and other short-term investments	2,238	20	3.71	1,888	18	3.74
Trading account assets	9,590	150	6.19	8,563	112	5.22
Total earning assets	139,657	2,376	6.76	121,147	2,087	6.84
Cash and cash equivalents	8,318			7,008		
Factored accounts receivable	1,207			1,115		
Other assets, less allowance for credit losses	8,608			6,925		
Total assets	$157,790			$136,195		
Interest-bearing liabilities						
Savings	$ 8,542	52	2.45	$ 6,411	39	2.37
NOW and money market deposit accounts	30,383	168	2.20	27,873	156	2.22
Consumer CDs and IRAs	23,670	245	4.11	22,369	251	4.44
Negotiated CDs, public funds and other time deposits	4,139	33	3.14	4,304	38	3.58
Foreign time deposits	4,031	39	3.80	2,994	30	4.05
Borrowed funds and trading liabilities	44,188	379	3.37	38,662	310	3.19
Capital leases and long-term debt	8,233	134	6.52	4,850	95	7.81
Total interest-bearing liabilities	123,186	1,050	3.39	107,463	919	3.40
Noninterest-bearing sources						
Demand deposits	19,573			16,453		
Other liabilities	5,362			3,637		
Shareholders' equity	9,669			8,642		
Total liabilities and shareholders' equity	$157,790			$136,195		
Net interest spread			3.37			3.44
Impact of noninterest-bearing sources			.40			.39
Net interest income/yield on earning assets		$1,326	3.77%		$1,168	3.83%

</TABLE>

(1) Nonperforming loans are included in the respective average loan balances. Income on such nonperforming loans is recognized on a cash basis.

<TABLE>
<CAPTION>

	Second Quarter 1993			First Quarter 1993		
	Average Balance Sheet Amounts	Income or Expense	Yields/ Rates	Average Balance Sheet Amounts	Income or Expense	Yields/ Rates
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Earning assets						
Loans and leases, net of unearned income (1)						
Commercial	$ 33,320	$ 543	6.54%	$ 32,906	$ 539	6.64%
Real estate commercial	6,278	122	7.74	6,398	119	7.57
Real estate construction	2,729	50	7.38	2,922	50	6.97
Total commercial	42,327	715	6.77	42,226	708	6.80
Residential mortgage	10,391	220	8.47	9,471	207	8.75
Home equity	2,045	36	7.17	2,052	36	6.96
Bank card	4,309	148	13.82	4,165	145	14.05
Other consumer	13,691	333	9.75	13,125	318	9.81
Total consumer	30,436	737	9.72	28,813	706	9.88
Foreign	972	13	5.34	926	13	5.80
Lease financing	1,586	30	7.64	1,539	30	7.91
Total loans and leases, net	75,321	1,495	7.96	73,504	1,457	8.02
Securities						
Taxable investment securities	24,373	337	5.54	23,485	343	5.91
Tax-exempt investment securities	475	14	11.71	502	14	11.42
Securities held for sale	52	1	5.57	475	6	5.06
Total securities	24,900	352	5.65	24,462	363	6.00
Loans held for sale	642	11	6.68	648	11	6.82
Federal funds sold and securities purchased under agreements to resell	4,559	33	2.96	3,825	31	3.24
Time deposits placed and other short-term investments	2,029	20	3.91	1,992	21	4.28
Trading account assets	1,430	14	4.01	2,231	22	3.92
Total earning assets	108,881	1,925	7.09	106,662	1,905	7.22
Cash and cash equivalents	6,886			6,873		
Factored accounts receivable	1,035			934		
Other assets, less allowance for credit losses	6,008			5,905		

Total assets	$122,810			$120,374		
Interest-bearing liabilities						
Savings	$ 6,180	36	2.34	$ 5,940	34	2.35
NOW and money market deposit accounts	28,137	157	2.24	28,155	160	2.30
Consumer CDs and IRAs	23,214	271	4.69	23,748	285	4.87
Negotiated CDs, public funds and other time deposits	4,850	46	3.80	5,199	55	4.26
Foreign time deposits	2,531	27	4.20	2,560	27	4.31
Borrowed funds and trading liabilities	26,069	173	2.66	23,975	167	2.83
Capital leases and long-term debt	4,154	84	8.10	3,790	79	8.32
Total interest-bearing liabilities	95,135	794	3.35	93,367	807	3.50
Noninterest-bearing sources						
Demand deposits	16,352			16,217		
Other liabilities	2,979			2,861		
Shareholders' equity	8,344			7,929		
Total liabilities and shareholders' equity	$122,810			$120,374		
Net interest spread			3.74			3.72
Impact of noninterest-bearing sources			.43			.44
Net interest income/yield on earning assets		$1,131	4.17%		$1,098	4.16%

</TABLE>

<TABLE>
<CAPTION>

<S>	Fourth Quarter 1992 Average Balance Sheet Amounts <C>	Income or Expense <C>	Yields/ Rates <C>
Earning assets			
Loans and leases, net of unearned income (1)			
Commercial	$ 31,204	$ 529	6.75%
Real estate commercial	6,499	122	7.45
Real estate construction	3,293	60	7.25
Total commercial	40,996	711	6.90
Residential mortgage	8,987	204	9.09
Home equity	2,092	35	6.77
Bank card	4,019	141	13.97
Other consumer	12,026	303	10.00
Total consumer	27,124	683	10.04
Foreign	897	14	6.02
Lease financing	1,387	27	7.73
Total loans and leases, net	70,404	1,435	8.11
Securities			
Taxable investment securities	23,377	358	6.10
Tax-exempt investment securities	522	15	11.26
Securities held for sale	1,051	13	5.27
Total securities	24,950	386	6.17
Loans held for sale	1,151	22	7.39
Federal funds sold and securities purchased under agreements to resell	3,396	26	3.10
Time deposits placed and other short-term investments	1,815	22	4.65
Trading account assets	1,712	19	4.52
Total earning assets	103,428	1,910	7.35
Cash and cash equivalents	7,250		
Factored accounts receivable	1,064		

Other assets, less allowance for credit losses..............	5,617		
Total assets...	$117,359		
Interest-bearing liabilities			
Savings...	$ 5,806	34	2.36
NOW and money market deposit accounts.....................	28,328	166	2.32
Consumer CDs and IRAs...................................	24,013	304	5.03
Negotiated CDs, public funds and other time deposits.......	4,633	44	3.76
Foreign time deposits....................................	1,948	23	4.69
Borrowed funds and trading liabilities....................	22,342	171	3.05
Capital leases and long-term debt.........................	3,106	70	9.00
Total interest-bearing liabilities......................	90,176	812	3.58
Noninterest-bearing sources			
Demand deposits..	16,548		
Other liabilities..	2,915		
Shareholders' equity.....................................	7,720		
Total liabilities and shareholders' equity............	$117,359		
Net interest spread..			3.77
Impact of noninterest-bearing sources.......................			.46
Net interest income/yield on earning assets.................		$1,098	4.23%

</TABLE>

Net Interest Income

Taxable-equivalent net interest income in 1992 was $4.2 billion, representing an increase of $250 million, or six percent, from the $3.9 billion reported in 1991. This increase was attributable to a higher net interest yield, reflecting wider market spreads, partially offset by the impact of slightly lower average earning assets.

The net interest yield increased 28 basis points to 4.10 percent in 1992 from 3.82 percent in 1991. The yield on average earning assets declined 155 basis points between the years, to 7.70 percent in 1992 from 9.25 percent in 1991. The loss of income associated with nonperforming loans decreased the yield on average earning assets by approximately seven basis points in 1992, five basis points less than in 1991. A lower interest rate environment in 1992, coupled with a change in mix among deposits, served to decrease rates paid on interest-bearing liabilities to a greater extent than the decline in yields on earning assets. The cost of interest-bearing liabilities fell 197 basis points, to 4.11 per-cent in 1992 from 6.08 percent in 1991, contributing significantly to the improvement in net interest income.

Provision for Credit Losses

The provision for credit losses was $715 million in 1992, compared to $1.6 billion in the prior year. Net charge-offs declined $442 million to $866 million in 1992. At December 31, 1992, the allowance for credit losses was $1.5 billion, or 2.00 percent of loans, leases and factored accounts receivable, compared to $1.6 billion, or 2.32 percent, at the end of 1991, and covered 103.11 percent of nonperforming loans, compared to 81.82 percent the previous year.

Securities Gains

Gains from the sales of securities were $249 million in 1992, compared to $454 million in 1991. The 1992 gains followed balance sheet management efforts, upon combining the Companies' portfolios at merger, to conform portfolio management strategies and to reposition the components and estimated average maturity of the securities portfolios at a time when they contained substantial net appreciation. All sales in 1992 occurred in the held-for-sale portfolio.

Noninterest Income

Noninterest income totaled $1.9 billion in 1992, an increase of $171 million, or 10 percent, from $1.7 billion in 1991. Excluding the $55-million gain on the mortgage servicing unit sale, noninterest income increased $116 mil-lion, or seven percent. Growth in most major categories of noninterest income during 1992 was partially offset by declines in mortgage servicing and related fees and asset management fees. The declines in these categories reflected the impact of sales of the mortgage servicing unit and the asset management subsidiaries in the last half of 1992.

<TABLE>
<CAPTION>

26 Quarterly Taxable-Equivalent Adjustment
(Dollars in Millions)

The interest income earned on certain loans, leases, securities and trading account assets is not subject to federal income tax while a portion of the interest expense incurred in the acquisition of such assets is not deductible for federal income tax purposes.

So that the income and yields on these types of assets can be meaningfully compared to those of taxable assets, an adjustment for taxable equivalency, net of the estimated effect of interest expense disallowed, is added both to interest income and income tax expense, resulting in no net effect on after-tax income. The taxable-equivalent adjustments in the periods shown below are calculated using the statutory federal income tax rates of 35 percent in 1993 and 34 percent in 1992.

	1993				1992
	Fourth Quarter	Third Quarter	Second Quarter	First Quarter	Fourth Quarter
<S>	<C>	<C>	<C>	<C>	<C>
Interest income -- book basis...........	$2,353	$2,067	$1,905	$1,882	$1,888
Add taxable-equivalent adjustment.......	23	20	20	23	22
Interest income -- taxable-equivalent basis..............	2,376	2,087	1,925	1,905	1,910
Interest expense........................	1,050	919	794	807	812
Net interest income -- taxable-equivalent basis..............	$1,326	$1,168	$1,131	$1,098	$1,098

</TABLE>

Other Real Estate Owned Expense

A $56-million increase in expenses related to OREO in 1992 compared to 1991 was the result of write-downs associated with declines in real estate values subsequent to foreclosure, the administrative and legal costs of managing foreclosed properties and the accelerated workout of problem credits.

Restructuring Expense

Restructuring expense of $330 million in 1991 associated with the merger of the Companies included professional fees, identity-change expenses, personnel costs, and facilities and other consolidation costs.

Noninterest Expense

Noninterest expense of $3.97 billion in 1992 increased only three percent from $3.85 billion in 1991. Included in 1992 noninterest expense was the establishment of a $50-million reserve for identified lease buy-outs, write-offs, office consolidations and the closing or relocating of suboptimal banking centers related to the merger of the Companies.

Income Taxes

Tax expense of $251 million in 1992 arose primarily from a higher level of pretax income as compared to 1991. Tax expense was 18 percent of pretax income, lower than at statutory rates primarily due to benefits from the utilization of financial operating loss carryforwards. The $93-million tax benefit in 1991 reflected the separate consolidated federal tax filing positions of the Companies for 1991. Separately, C&S/Sovran Corporation experienced a loss in 1991 which included a high proportion of tax-exempt income, resulting in a tax benefit. In addition, tax expense on the remainder of the Corporation's 1991 income was reduced by the utilization of financial operating loss carryforwards.

Report of Management

The management of NationsBank Corporation is responsible for the preparation and the integrity and objectivity of the consolidated financial statements of the Corporation. The consolidated financial statements and notes have been prepared by the Corporation in accordance with generally accepted accounting principles and, in the judgment of management, present fairly the Corporation's financial position and results of operations. The financial information contained elsewhere in this report is consistent with that in the financial statements. The financial statements and other financial information in this report include amounts that are based on management's best estimates and judgments and give due consideration to materiality.

The Corporation maintains a system of internal accounting controls to provide reasonable assurance that assets are safeguarded and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in accordance with generally accepted accounting principles.

The Internal Audit Division of the Corporation reviews, evaluates, monitors and makes recommendations on both administrative and accounting control, which acts as an integral, but independent, part of the system of internal controls.

The Corporation's independent accountants were engaged to perform an audit of the consolidated financial statements. This audit provides an objective review of management's responsibility to report operating results and financial condition. Working with the Corporation's internal auditors, they review and make tests as appropriate of the data included in the financial statements.

The Board of Directors discharges its responsibility for the Corporation's financial statements through its Audit Committee. The Audit Committee meets periodically with the independent accountants, internal auditors and management. Both the independent accountants and internal auditors have direct access to the Audit Committee to discuss the scope and results of their work, the adequacy of internal accounting controls and the quality of financial reporting.

/s/ Hugh L. McColl Jr.	/s/ James H. Hance Jr.
Hugh L. McColl Jr. Chairman	James H. Hance Jr. Vice Chairman and Chief Financial Officer

Report of Independent Accountants

To the Board of Directors and
Shareholders of NationsBank Corporation

In our opinion, the accompanying consolidated balance sheet and the related consolidated statements of income, of changes in shareholders' equity and of cash flows present fairly, in all material respects, the financial position of NationsBank Corporation and its subsidiaries at December 31, 1993 and 1992, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 1993, in conformity with generally accepted accounting principles. These financial statements are the responsibility of the Corporation's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with generally accepted auditing standards which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for the opinion expressed above.

As discussed in Note 1 to the consolidated financial statements, the Corporation changed its methods of accounting for income taxes, postretirement benefits other than pensions and certain investments in debt securities in 1993.

/s/ Price Waterhouse

Charlotte, North Carolina
January 14, 1994

<TABLE>
<CAPTION>

NationsBank Corporation and Subsidiaries

Consolidated Statement of Income

(Dollars in Millions Except Per-Share Information)

<S>	Year Ended December 31 1993 <C>	1992 <C>	1991 <C>
Income from Earning Assets			
Interest and fees on loans......................	$ 6,078	$ 5,643	$ 6,578
Lease financing income..........................	110	94	174
Interest and dividends on securities			
Taxable investment securities..................	1,312	1,463	2,000
Investment securities exempt from federal income taxes..................................	35	43	116
Securities held for sale.......................	49	103	-
Interest and fees on loans held for sale........	53	70	37
Time deposits placed and other short-term investments...................................	79	92	115
Federal funds sold..............................	14	44	104
Securities purchased under agreements to resell.	180	157	185
Trading account assets..........................	297	71	89
Total income from earning assets..............	8,207	7,780	9,398

Interest Expense			
Deposits	2,149	2,772	4,315
Borrowed funds and trading liabilities	1,029	639	1,034
Capital leases and long-term debt	392	271	250
Total interest expense	3,570	3,682	5,599
Net interest income	4,637	4,098	3,799
Provision for credit losses	430	715	1,582
Net credit income	4,207	3,383	2,217
Gains on sales of securities	84	249	454
Noninterest income	2,101	1,913	1,742
Other real estate owned expense	78	183	127
Restructuring expense	30	-	330
Noninterest expense	4,293	3,966	3,847
Income before income taxes and effect of change in method of accounting for income taxes	1,991	1,396	109
Income tax expense (benefit)	690	251	(93)
Income before effect of change in method of accounting for income taxes	1,301	1,145	202
Effect of change in method of accounting for income taxes	200	-	-
Net income	$1,501	$1,145	$ 202
Net income available to common shareholders	$1,491	$1,121	$ 171
Per-share information			
Earnings per common share before effect of change in method of accounting for income taxes	$ 5.00	$ 4.60	$ .76
Effect of change in method of accounting for income taxes	.78	-	-
Earnings per common share	$ 5.78	$ 4.60	$ .76
Fully diluted earnings per common share before effect of change in method of accounting for income taxes	$ 4.95	$ 4.52	$ .75
Effect of change in method of accounting for income taxes	.77	-	-
Fully diluted earnings per common share	$ 5.72	$ 4.52	$ .75
Dividends per common share	$ 1.64	$ 1.51	$ 1.48
Average common shares issued (in thousands)	257,969	243,748	226,305

</TABLE>

See accompanying notes to consolidated financial statements.

<TABLE>
<CAPTION>

NationsBank Corporation and Subsidiaries

Consolidated Balance Sheet

(Dollars in Millions)

	December 31	
	1993	1992
<S>	<C>	<C>
Assets		
Cash and cash equivalents	$ 7,649	$ 7,771
Time deposits placed and other short-term investments	1,479	1,994
Securities		
Held for investment, at cost (market value - $13,604 and $23,748)	13,584	23,355
Held for sale: 1993 at market; 1992 at cost (market value - $1,377)	15,470	1,374
Total securities	29,054	24,729
Loans held for sale	1,697	1,236
Trading account assets	10,610	1,518
Federal funds sold	691	337
Securities purchased under agreements to resell	6,353	2,261
Loans, net of unearned income of $553 and $308	89,024	70,300
Leases, net of unearned income of $702 and $428	1,982	1,497
Factored accounts receivable	1,001	917

Loans, leases and factored accounts receivable, net of unearned income	92,007	72,714
Allowance for credit losses	(2,169)	(1,454)
Premises, equipment and lease rights, net	2,259	2,200
Customers' acceptance liability	708	658
Interest receivable	1,117	856
Goodwill	812	450
Core deposit and other intangibles	555	450
Other assets	4,864	2,339
	$157,686	$118,059
Liabilities		
Deposits		
Demand	$ 20,719	$ 17,701
Savings	8,784	5,872
NOW and money market deposit accounts	30,881	29,053
Time	26,695	28,064
Foreign time	4,034	2,037
Total deposits	91,113	82,727
Borrowed funds and trading liabilities		
Federal funds purchased	7,135	6,420
Securities sold under agreements to repurchase	21,236	9,632
Commercial paper	2,056	784
Other short-term borrowings and trading liabilities	13,821	5,121
Total borrowed funds and trading liabilities	44,248	21,957
Obligations under capital leases	27	24
Liability to factoring clients	534	482
Acceptances outstanding	708	658
Accrued expenses and other liabilities	2,752	1,355
Long-term debt	8,325	3,042
Total liabilities	147,707	110,245
Contingent liabilities and other financial commitments (Notes 11 and 13)		
Shareholders' Equity		
Preferred stock: authorized -- 45,000,000 shares		
ESOP Convertible, Series C: issued -- 2,703,440 and 2,812,005 shares	115	119
Series CC: issued -- 752,600 shares and none	38	-
Series DD: issued -- 1,107,600 shares and none	55	-
Common stock: authorized -- 500,000,000 shares; issued -- 270,904,656 and 252,990,138 shares	4,594	3,702
Retained earnings	5,247	4,179
Other	(70)	(186)
Total shareholders' equity	9,979	7,814
	$157,686	$118,059

</TABLE>

See accompanying notes to consolidated financial statements.

<TABLE>
<CAPTION>

NationsBank Corporation and Subsidiaries

Consolidated Statement of Cash Flows

(Dollars in Millions)	Year Ended December 31		
	1993	1992	1991
<S>	<C>	<C>	<C>
Operating Activities			
Net income	$ 1,501	$ 1,145	$ 202
Reconciliation of net income to net cash provided by operating activities			
Provision for credit losses	430	715	1,582
Gains on sales of securities	(84)	(249)	(454)
Gain on sale of mortgage servicing unit	-	(55)	-
Depreciation and premise improvements amortization	242	228	236
Amortization of intangibles	110	111	125
Deferred income tax expense (benefit)	223	14	(20)
Effect of change in method of accounting for income taxes	(200)	-	-
Net change in trading instruments	707	(783)	114

Net (increase) decrease in interest receivable	(93)	88	107
Net increase (decrease) in interest payable	93	81	(117)
Net increase in loans held for sale	(406)	(651)	(270)
Net increase in liability to factoring clients	52	5	47
Other operating activities	(438)	(71)	433
Net cash provided by operating activities	2,137	578	1,985
Investing Activities			
Proceeds from maturities of securities held for investment	9,182	5,154	2,820
Proceeds from sales of securities held for investment	-	-	23,225
Purchases of securities held for investment	(10,493)	(12,234)	(25,240)
Proceeds from sales of securities held for sale	18,295	27,981	-
Purchases of securities held for sale	(15,805)	(20,202)	-
Net (increase) decrease in federal funds sold and securities purchased under agreements to resell	(410)	(1,963)	563
Net (increase) decrease in time deposits placed and other short-term investments	816	(407)	(333)
Net originations of loans and leases	(12,473)	(8,702)	(1,239)
Net purchases of premises and equipment	(65)	(287)	(264)
Purchases of loans and leases	(3,830)	(2,373)	(1,972)
Proceeds from sales and securitizations of loans	8,682	6,182	4,015
Purchases of mortgage servicing rights	(40)	(5)	(43)
Purchases of factored accounts receivable	(7,343)	(6,676)	(5,961)
Collections of factored accounts receivable	7,229	6,559	5,881
Proceeds from sales of other real estate owned	261	352	200
(Purchases) sales of subsidiaries/units, net of cash	(4,606)	(21)	2,573
Net cash provided (used) by investing activities	(10,600)	(6,642)	4,225
Financing Activities			
Net decrease in deposits	(1,581)	(5,348)	(995)
Net increase (decrease) in federal funds purchased and securities sold under agreements to repurchase	4,503	8,671	(2,424)
Net increase (decrease) in other borrowed funds	1,958	2,884	(3,206)
Proceeds from issuance of long-term debt	4,125	349	376
Retirement of long-term debt	(405)	(128)	(254)
Redemption/liquidation of preferred stock	-	(10)	(125)
Proceeds from issuance of common stock	197	544	502
Cash dividends paid	(433)	(395)	(399)
Other financing activities	(23)	13	46
Net cash provided (used) by financing activities	8,341	6,580	(6,479)
Net increase (decrease) in cash and cash equivalents	(122)	516	(269)
Cash and cash equivalents at beginning of year	7,771	7,255	7,524
Cash and cash equivalents at end of year	$ 7,649	$ 7,771	$ 7,255

</TABLE>

Loans transferred to other real estate owned amounted to $251, $403 and $878 in 1993, 1992 and 1991, respectively. Securities held for investment transferred to securities held for sale amounted to $16,377 and $8,904 in 1993 and 1991, respectively.

See accompanying notes to consolidated financial statements.

<TABLE>
<CAPTION>
NationsBank Corporation and Subsidiaries

Consolidated Statement of Changes in Shareholders' Equity

(Dollars in Millions, Shares in Thousands)

	Preferred Stock	Common Stock Shares	Common Stock Amount	Retained Earnings	Loan to ESOP Trust	Other	Total Shareholders' Equity
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Balance on December 31, 1990	$500	216,071	$2,332	$3,626	$(115)	$ (60)	$6,283

Net income				202			202
Cash dividends							
Common				(368)			(368)
Preferred				(31)			(31)
Liquidation of money market preferred stock	(125)						(125)
Issuance of common stock		11,856	428				428
Common stock issued under dividend reinvestment and employee plans		3,241	73			8	81
Common stock issued upon exercise of warrants		49	2				2
Other	(2)	29	1		8	39	46
Balance on December 31, 1991	373	231,246	2,836	3,429	(107)	(13)	6,518
Net income				1,145			1,145
Cash dividends							
Common				(371)			(371)
Preferred				(24)			(24)
Redemption and conversion of Series B preferred stock	(250)	6,734	240				(10)
Issuance of common stock		8,050	353				353
Common stock issued under dividend reinvestment and employee plans		6,569	259			(78)	181
Common stock issued upon exercise of warrants		303	10				10
Other	(4)	88	4		9	3	12
Balance on December 31, 1992	119	252,990	3,702	4,179	(98)	(88)	7,814
Net income				1,501			1,501
Cash dividends							
Common				(423)			(423)
Preferred				(10)			(10)
Issued in MNC acquisition							
Series CC and DD preferred stock	93						93
Common stock		13,608	701				701
Common stock issued under dividend reinvestment and employee plans		4,213	187			10	197
Other	(4)	94	4		10	96	106
Balance on December 31, 1993	$208	270,905	$4,594	$5,247	$ (88)	$ 18	$9,979

</TABLE>

See accompanying notes to consolidated financial statements.

NationsBank Corporation and Subsidiaries

Notes to Consolidated Financial Statements

NationsBank Corporation (the Corporation) is a multi-bank holding company organized under the laws of North Carolina in 1968 and registered under the Bank Holding Company Act of 1956, as amended. The Corporation provides financial products and services, both domestically and internationally.

The accounting and reporting policies of NationsBank Corporation and its subsidiaries conform with generally accepted accounting principles. Certain prior year amounts have been reclassified to conform to current year classifications. A description of the significant accounting policies is presented below.

Note 1 -- Accounting Policies

Principles of Consolidation and Basis of Presentation

The consolidated financial statements include the accounts of NationsBank Corporation and its majority-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. Results of operations of companies purchased are included from the dates of acquisition. Prior year financial statements are restated to include accounts of companies acquired and accounted for as poolings of interests. Assets held in an agency or fiduciary capacity are not included in the consolidated financial statements.

Cash and Cash Equivalents

Cash on hand, cash items in the process of collection and amounts due from correspondent banks and the Federal Reserve Bank are included in cash and cash equivalents.

Securities

The Corporation adopted Statement of Financial Accounting Standards No. 115, "Accounting for Certain Investments in Debt and Equity Securities" (SFAS 115), on December 31, 1993. Management has reviewed the securities portfolio and classified securities as either held to maturity or held for sale. In determining such classification, securities expected to be held to maturity were classified in the amortized historical cost portfolio. All other securities were classified as held for sale and carried at fair value with unrealized gains and losses included in shareholders' equity on an after-tax basis. In addition, marketable equity securities, which are included in other assets, are carried at fair value with unrealized gains and losses included in shareholders' equity on an after-tax basis. See Note 5 for further details on the impact of adopting SFAS 115.

Prior to the adoption of SFAS 115, management determined the appropriate classification of securities at the time of purchase. If management had the intent and the Corporation had the ability at the time of purchase to hold securities until maturity or on a long-term basis, they were classified as investments and carried at amortized historical cost. Securities to be held for indefinite periods of time and not intended to be held to maturity or on a long-term basis were classified as held for sale and carried at the lower of aggregate cost or market value.

Loans Held for Sale

Loans held for sale include mortgage and other loans and are carried at the lower of aggregate cost or market value.

Trading Accounts

Trading instruments are stated at market value. Monthly market adjustments, fees and gains or losses on the sales of trading instruments are included in noninterest income.

Allowance for Credit Losses

The allowance for credit losses is available to absorb losses inherent in the credit extension process. The entire allowance is available to absorb losses related to the loan and lease portfolio and other extensions of credit, including off-balance sheet credit exposures.

The adequacy of the allowance for credit losses is reviewed regularly by management. Additions to the allowance for credit losses are made by charges to the provision for credit losses. On a quarterly basis, a comprehensive review of the adequacy of the allowance for credit losses is performed. This assessment is made in the context of historical losses, as well as existing economic conditions.

Nonperforming Loans

Commercial loans and leases that are past due 90 days or more as to principal or interest, or where reasonable doubt exists as to timely collection, are generally classified as nonperforming loans unless well secured and in the process of collection. Loans whose contractual terms have been restructured, granting a concession to the borrower due to financial difficulties of the borrower, are classified as nonperforming until they have demonstrated performance according to the restructured terms and the probability of collection in full. Loans which are past due 180 days or more as to principal or interest are classified as nonperforming regardless of collateral or collection status. Interest accrued but not collected is reversed when a loan or lease is classified as nonperforming.

Interest collections on nonperforming loans and leases for which the ultimate collectibility of principal is uncertain are applied as principal reductions. Otherwise, such collections are credited to income when received.

Consumer loans, including bank card loans, that are past due 90 days or more are not generally classified as nonperforming assets. Generally, consumer loans are liquidated or charged off soon after becoming 90 days past due or 180 days past due for bank card loans. Income is generally recognized on past-due consumer and bank card loans until the loan is charged off.

Other Real Estate Owned

Other real estate owned includes both formally foreclosed and in-substance foreclosed property and premises no longer used for business operations.

Other real estate owned is carried at the lower of (1) the recorded amount of the loan or lease for which the foreclosed property previously served as collateral, or (2) the current fair value of the property minus estimated costs to sell. Prior to

foreclosure, the recorded amount of the loan or lease is written down, if necessary, to the fair value, minus estimated costs to sell, of the real estate to be acquired by charging the allowance for credit losses.

Subsequent to foreclosure, gains or losses on the sale of and losses on the periodic revaluation of other real estate owned are credited or charged to expense. Net costs of maintaining and operating foreclosed properties are expensed as incurred.

Premises, Equipment and Lease Rights

Premises, equipment and lease rights are stated at cost less accumulated depreciation and amortization. For financial reporting purposes, depreciation and amortization are computed principally using the straight-line method throughout the estimated useful lives of the assets.

Income Taxes

During the first quarter of 1993, the Corporation adopted Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes" (SFAS 109). The Corporation had previously recorded income tax expense following Statement of Financial Accounting Standards No. 96, "Accounting for Income Taxes" (SFAS 96). See Note 15 for further discussion of the impact of the adoption of SFAS 109.

There are two components of income tax provision, current and deferred.

Current income tax provisions approximate taxes to be paid or refunded for the applicable period.

Balance sheet amounts of deferred taxes are recognized on the temporary differences between the bases of assets and liabilities as measured by tax laws and their bases as reported in the financial statements. Deferred tax expense or benefit is then recognized for the change in deferred tax liabilities or assets between periods.

Recognition of deferred tax balance sheet amounts is based on management's belief that it is more likely than not that the tax benefit associated with certain temporary differences, operating loss carryforwards, and tax credits will be realized. A valuation allowance is recorded for those deferred tax items for which it is more likely than not that realization will not occur. Prior to 1993, under SFAS 96, the criteria for recognizing such benefits was more limited.

Retirement Benefits

The Corporation has established qualified retirement plans covering all full-time, salaried employees and certain part-time employees. Pension expense under these plans is accrued each year. The costs are charged to current operations and consist of several components of net pension cost based on various actuarial assumptions regarding future experience under the plans.

In addition, the Corporation has established unfunded supplemental benefit plans providing any benefits which could not be paid from a qualified retirement plan because of Internal Revenue Code restrictions and supplemental executive retirement plans for selected officers of the Corporation. These plans are nonqualified and, therefore, in general, a participant's or beneficiary's claim to benefits is as a general creditor.

The Corporation has established several postretirement medical benefits plans which are not funded. As a result of acquisitions accounted for under the purchase method, certain amounts are carried as other liabilities representing the actuarially determined liabilities for such benefits payable to, or for, the employees of the acquired company.

The Corporation adopted Statement of Financial Accounting Standards No. 106, "Employers' Accounting for Postretirement Benefits Other Than Pensions" (SFAS 106), during the first quarter of 1993. Retiree benefits, including health and life insurance, must be accrued under SFAS 106 compared to the Corporation's prior accounting method which expensed these benefits when paid. See Note 13 for further discussion regarding SFAS 106.

Interest, Currency and Commodity Contracts

The Corporation uses various interest rate, foreign exchange and commodity-related contracts such as futures, swaps, caps, floors, options and forward rate agreements as part of asset and liability management or in trading activities. Revenues or expenses associated with swap contracts used in asset and liability management are accounted for on the accrual basis and recognized as an adjustment to net interest income. Gains and losses associated with futures and forward contracts used as effective hedges of existing risk positions or anticipated transactions are deferred as an adjustment to the carrying value of the hedged item and recognized as a yield adjustment. Derivatives contracts entered into as trading positions are marked to market and gains and losses are recognized currently as noninterest income. The Corporation also enters into interest rate and commodity swaps as an intermediary between two counterparties. The payment differentials are recognized as fee income over the lives of the agreements.

Earnings per Common Share

Earnings per common share is computed by dividing net income, reduced by dividends on preferred stock, by the weighted average number of common shares outstanding for each period presented.

Purchase Method of Accounting

Net assets of companies acquired in purchase transactions are recorded at fair value at date of acquisition. Core deposit intangibles are amortized on an accelerated basis over the estimated periods benefited not exceeding 10 years. Other identified intangibles are amortized on an accelerated or straight-line basis over the period benefited. Goodwill is amortized on a straight-line basis over 25 years.

Foreign Currency Translation and Transactions

Foreign currency assets and liabilities of the foreign branches and subsidiaries are translated into U.S. dollars using month-end spot rates of exchange. Income and expense amounts are translated based on the spot rate in effect at the date on which the individual transactions are recorded.

Other

Cash paid for interest and income taxes for the years presented was as follows (dollars in millions):

	1993	1992	1991
Interest paid, before allocation to the Special Asset Division......	$3,477	$3,601	$5,892
Income taxes paid...................	$ 360	$ 88	$ 50

Note 2 -- Parent Company Financial Information

NationsBank Corporation (Parent Company)

Condensed Consolidated Statement of Income

(Dollars in Millions)

	Year Ended December 31		
	1993	1992	1991
Income			
Dividends from consolidated			
Subsidiary banks and bank holding companies....	$ 894	$ 481	$ 526
Other subsidiaries............................	-	40	55
Interest from consolidated subsidiaries...........	172	85	150
Other income.....................................	533	688	235
	1,599	1,294	966
Expenses			
Interest on borrowed funds.......................	389	255	293
Noninterest expense..............................	453	645	345
	842	900	638
Earnings			
Income before equity in undistributed earnings (losses) of consolidated subsidiaries and taxes..	757	394	328
Equity in undistributed earnings (losses) of consolidated			
Subsidiary banks and bank holding companies.......	742	588	(168)
Other subsidiaries...............................	73	27	(16)
	815	615	(184)
Income before income taxes and effect of change in method of accounting for income taxes..............	1,572	1,009	144
Income tax benefit.................................	(56)	(136)	(58)
Income before effect of change in method of accounting for income taxes........................	1,628	1,145	202
Effect of change in method of accounting for income taxes...	(127)	-	-
Net income...	$ 1,501	$1,145	$ 202
Net income available to common shareholders.........	$ 1,491	$1,121	$ 171

NationsBank Corporation (Parent Company)

Condensed Consolidated Balance Sheet

(Dollars in Millions)

	December 31	
	1993	1992
<S>	<C>	<C>
Assets		
Cash and cash equivalents........................	$ 11	$ 21
Temporary investments............................	312	154
Receivables from consolidated		
Subsidiary banks and bank holding companies...	1,176	2,008
Other subsidiaries............................	6,002	780
Investment in consolidated		
Subsidiary banks and bank holding companies...	10,696	7,945
Other subsidiaries............................	1,249	428
Other assets.....................................	562	598
	$20,008	$11,934
Liabilities and Shareholders' Equity		
Commercial paper and other notes payable.........	$ 2,282	$ 950
Accrued expenses and other liabilities...........	870	533
Long-term debt...................................	6,877	2,637
Shareholders' equity.............................	9,979	7,814
	$20,008	$11,934

</TABLE>

<TABLE>
<CAPTION>

NationsBank Corporation (Parent Company)

Condensed Consolidated Statement of Cash Flows

(Dollars in Millions)

	Year Ended December 31		
	1993	1992	1991
<S>	<C>	<C>	<C>
Operating Activities			
Net income.......................................	$ 1,501	$1,145	$ 202
Reconciliation of net income to net cash provided by operating activities			
Gain on sale of mortgage servicing unit........	-	(55)	-
Equity in undistributed (earnings) losses of consolidated subsidiaries....................	(815)	(615)	184
Effect of change in method of accounting for income taxes................................	127	-	-
Other operating activities....................	113	(23)	154
Net cash provided by operating activities...	926	452	540
Investing Activities			
Net (increase) decrease in temporary investments..	(134)	356	(160)
Net (increase) decrease in receivables from consolidated subsidiaries.......................	(231)	(895)	658
Additional capital investment in subsidiaries.....	(1,428)	(140)	(255)
Net purchases of subsidiaries/units, net of cash..	(4,220)	(21)	-
Net cash provided (used) by investing activities...............................	(6,013)	(700)	243
Financing Activities			
Net increase (decrease) in commercial paper and other notes payable............................	1,332	(124)	(951)
Proceeds from issuance of long-term debt..........	4,125	349	376
Retirement of long-term debt.....................	(174)	(115)	(241)
Redemption/liquidation of preferred stock.........	-	(10)	(125)
Proceeds from issuance of common stock...........	197	544	502
Cash dividends paid..............................	(433)	(395)	(399)
Other financing activities.......................	30	12	55
Net cash provided (used) by financing activities...............................	5,077	261	(783)
Net increase (decrease) in cash and cash equivalents.	(10)	13	-
Cash and cash equivalents at beginning of year.......	21	8	8
Cash and cash equivalents at end of year............	$ 11	$ 21	$ 8
Significant noncash transaction			
Additional capital investment in banking subsidiaries....................................	$ -	$ 25	$ 50

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</TABLE>

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Note 3 -- Acquisition of MNC Financial Inc.

On October 1, 1993, the Corporation completed the acquisition of MNC Financial Inc. (MNC), a bank holding company headquartered in Baltimore, Maryland, with total assets of approximately $16.5 billion. Holders of 45.5 million shares of MNC common stock received approximately 13.6 million shares of the Corporation's common stock, with cash paid in lieu of fractional shares, and the holders of 45.3 million shares of MNC common stock received $15.17 cash for each share they owned, resulting in a total of approximately $1.39 billion. Each of the 753 thousand shares of MNC Series CC Preferred Stock outstanding on October 1 was converted into one share of the Corporation's Series CC Preferred Stock and each of the 1.1 million shares of MNC Series DD Preferred Stock outstanding on October 1 was converted into one share of the Corporation's Series DD Preferred Stock.

The acquisition was accounted for as a purchase; therefore, the results of operations of MNC are included in the consolidated financial statements from the date of acquisition. The following unaudited pro forma information presents the consolidated results of operations as if the MNC acquisition had occurred on January 1 of each respective year (dollars in millions except earnings per common share):

<TABLE>
<CAPTION>

<S>	1993 <C>	1992 <C>
Interest and other income.................	$11,417	$11,425
Income before effect of change in method of accounting for income taxes..	1,362	1,193
Net income................................	1,562	1,193
Earnings per common share		
Income before effect of change in method of accounting for income taxes........................	5.01	4.50
Net income............................	5.75	4.50
Fully diluted income before effect of change in method of accounting for income taxes....................	4.96	4.41
Fully diluted net income...............	5.70	4.41

</TABLE>

Note 4 -- Other Acquisition Activity

On December 1, 1993, the Corporation established Nations Financial Capital Corporation upon completion of its acquisition of a substantial amount of the assets and the ongoing business of U S WEST Financial Services Inc., a corporate finance subsidiary of U S WEST Inc. The Corporation acquired approximately $2.0 billion in net receivables.

On July 2, 1993, the Corporation, through a banking subsidiary, completed its acquisition of substantially all the assets and certain of the liabilities of Chicago Research & Trading Group Ltd. (CRT) and certain of its subsidiaries. Total assets at the date of purchase were approximately $12 billion and consisted primarily of trading account assets and securities purchased under agreements to resell. CRT, an options market-making and trading firm, changed its name to NationsBanc-CRT.

On February 1, 1993, the Corporation, through a subsidiary, acquired substantially all of the assets and assumed certain of the liabilities of Chrysler First Inc., the non-automotive finance subsidiary of Chrysler Financial Corporation. Finance receivables of approximately $3.7 billion, including $1.5 billion which were securitized, were acquired. NationsCredit was formed as a result of this purchase.

On September 20, 1993, the Corporation announced it had reached an agreement to acquire Corpus Christi National Bank (CCNB) of Corpus Christi, Texas. At December 31, 1993, CCNB had total assets of $766 million. Under terms of the agreement, the Corporation will acquire all CCNB outstanding capital stock in a tax-free exchange transaction. The Corporation will exchange 2.5 shares of its common stock for each of the CCNB shares outstanding. At December 31, 1993, CCNB had 1.1 million shares of stock outstanding. The transaction is expected to be completed in early 1994.

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Note 5 -- Securities

On December 31, 1993, the Corporation adopted SFAS 115 related to accounting for investments in debt and equity securities. Upon adoption, the Corporation transferred approximately $14.6 billion from securities held for investment to securities held for sale. Along with marketable equity securities which are included in other assets, the securities held for sale portfolio was marked to market value resulting in a net unrealized gain of approximately $164 million which was included in shareholders' equity at $104 million on an after-tax basis.

The book and market values of securities held for investment on December 31 were (dollars in millions):

<TABLE>
<CAPTION>

	1993				1992			
	Book Value	Gross Unreal-ized Gains	Gross Unreal-ized Losses	Market Value	Book Value	Gross Unreal-ized Gains	Gross Unreal-ized Losses	Market Value
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
U.S. Treasury securities........	$ 8,928	$15	$ 24	$ 8,919	$18,514	$324	$2	$18,836
Securities of other U.S. Government agencies and corporations..........	4,182	20	6	4,196	3,838	36	4	3,870
Other taxable securities........	446	15	2	459	486	5	1	490
Total taxable securities..	13,556	50	32	13,574	22,838	365	7	23,196
Tax-exempt securities...........	28	2	-	30	517	36	1	552
	$13,584	$52	$32	$13,604	$23,355	$ 401	$8	$23,748

</TABLE>

Securities held for sale on December 31 consisted of the following (dollars in millions):

<TABLE>
<CAPTION>

	1993				1992			
	Book Value	Gross Unreal-ized Gains	Gross Unreal-ized Losses	Market Value	Book Value	Gross Unreal-ized Gains	Gross Unreal-ized Losses	Market Value
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
U.S. Treasury securities........	$14,560	$100	$5	$14,655	$1,374	$3	$-	$1,377
Securities of other U.S. Government agencies and corporations............	400	-	-	400	-	-	-	-
Other taxable securities........	7	-	-	7	-	-	-	-
Total taxable securities.....	14,967	100	5	15,062	1,374	3	-	1,377
Tax-exempt securities...........	378	30	-	408	-	-	-	-
	$15,345	$130	$5	$15,470	$1,374	$3	$-	$1,377

</TABLE>

Proceeds from sales of securities held for sale were $18.3 billion and $28.0 billion in 1993 and 1992, respectively. Gross gains of $166 million and $361 million and gross losses of $82 million and $112 million were realized on these sales during 1993 and 1992, respectively.

There were no sales of securities held for investment in 1993 and 1992. Proceeds from sales of securities held for investment amounted to $23.2 billion in 1991. Gross gains of $475 million and gross losses of $21 million were realized on these sales during 1991.

There were no investments in obligations of states and political subdivisions that were payable from and secured by the same source of revenue or taxing authority and that exceeded 10 percent of consolidated shareholders' equity on December 31, 1993 or 1992.

Income tax expense attributable to securities transactions was $29 million, $87 million and $71 million for 1993, 1992 and 1991, respectively.

The book and market values of pledged securities were $24.0 billion and $24.1 billion, respectively, at December 31, 1993, compared to $19.8 billion and $20.1 billion, respectively, at December 31, 1992.

The expected maturities of securities held for investment and securities held for sale at December 31, 1993, are summarized in the tables below. Actual maturities will differ from contractual maturities since borrowers may have the right to prepay obligations with or without prepayment penalties (dollars in millions):

<TABLE>
<CAPTION>

Net
Unreal-
ized

Securities Held for Investment	Book Value	Market Value	Gains (Losses)
<S>	<C>	<C>	<C>
Due in one year or less........	$ 3,885	$3,899	$14
Due after one year through five years..........	9,037	9,030	(7)
Due after five years through ten years...........	426	425	(1)
Due after ten years............	236	250	14
	$13,584	$13,604	$ 20

</TABLE>

<TABLE>
<CAPTION>

Securities Held for Sale	Book Cost	Market Value	Net Unreal-ized Gains
<S>	<C>	<C>	<C>
Due in one year or less........	$ 7,918	$8,000	$82
Due after one year through five years..........	7,291	7,325	34
Due after five years through ten years...........	56	61	5
Due after ten years............	80	84	4
	$15,345	$15,470	$ 125

</TABLE>

==

Note 6 -- Loans, Leases and Factored Accounts Receivable

Loans, leases and factored accounts receivable on December 31 were (dollars in millions):

<TABLE>
<CAPTION>

	1993	1992
<S>	<C>	<C>
Loans		
Commercial...	$40,940	$32,340
Real estate commercial.................................	8,246	6,324
Real estate construction...............................	3,256	3,065
Total commercial....................................	52,442	41,729
Residential mortgage...................................	12,801	9,286
Home equity..	2,565	2,061
Bank card..	3,728	4,297
Other consumer...	17,063	12,294
Total consumer......................................	36,157	27,938
Foreign..	978	941
Factored accounts receivable...........................	1,001	917
Total loans and factored accounts receivable.........	90,578	71,525
Less unearned income................................	(553)	(308)
Loans and factored accounts receivable, net of unearned income....................................	90,025	71,217
Leases		
Lease financing..	2,127	1,520
Estimated residual value...............................	557	405
Unearned income..	(702)	(428)
Leases, net of unearned income......................	1,982	1,497
Loans, leases and factored accounts receivable, net of unearned income.................................	$92,007	$72,714

</TABLE>

Transactions in the allowance for credit losses were (dollars in millions):

<TABLE>
<CAPTION>

	1993	1992	1991
<S>	<C>	<C>	<C>
Balance on January 1................................	$1,454	$ 1,605	$ 1,322

Loans, leases and factored accounts receivable charged off	(609)	(1,026)	(1,417)
Recoveries of loans, leases and factored accounts receivable previously charged off	197	160	109
Net charge-offs	(412)	(866)	(1,308)
Provision for credit losses	430	715	1,582
Allowance applicable to loans of purchased companies	697	-	9
Balance on December 31	$2,169	$ 1,454	$ 1,605

</TABLE>

Loans to directors and executive officers of the Corporation on December 31, 1993, were $107 million and $154 million on January 1 and December 31, 1993, respectively. An analysis of activity for 1993 with respect to such aggregate loans is as follows (dollars in millions):

<TABLE>
<CAPTION>

Balance January 1 <S>	New Loans <C>	Payments <C>	Balance December 31 <C>
$107	$73	$26	$154

</TABLE>

Loans to directors and executive officers who were solely directors and/or executive officers of the Corporation's significant subsidiaries, excluding the aggregate loan amount of any loans to members of their immediate families, amounted to $524 million at December 31, 1993.

Extensions of credit to such persons have been made in the ordinary course of business on substantially the same terms, including interest rates and collateral, as those prevailing at the time in comparable transactions with others and did not involve more than normal risk of collectibility or present other unfavorable features.

On December 31, 1993, 1992 and 1991, nonperforming loans totaled $1.1 billion, $1.4 billion and $2.0 billion, respectively.

The net amount of interest recorded during each year on loans that were nonaccruing on December 31 was $34 million, $31 million and $82 million in 1993, 1992 and 1991, respectively. If these loans had been accruing interest at their originally contracted rates, related income would have been $80 million in 1993, $105 million in 1992 and $205 million in 1991.

Other real estate owned amounted to $661 million, $587 million and $843 million on December 31, 1993, 1992 and 1991, respectively. The cost of carrying other real estate owned amounted to $18 million, $25 million and $36 million in 1993, 1992 and 1991, respectively.

In May 1993, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. 114, "Accounting by Creditors for Impairment of a Loan" (SFAS 114), effective for fiscal years beginning after December 15, 1994. An impaired loan within the scope of SFAS 114 is to be recognized based on the present value of expected future cash flows discounted at the loan's effective interest rate, or at the loan's observable market price or the fair value of the collateral if the loan is collateral dependent. The impact on the Corporation's financial position and results of operations resulting from the adoption of SFAS 114 is not expected to be material.

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Note 7 -- Premises, Equipment and Lease Rights

Premises, equipment and lease rights on December 31 were (dollars in millions):

<TABLE>
<CAPTION>

<S>	1993 <C>	1992 <C>
Land and land improvements	$ 318	$ 348
Buildings	1,408	1,346
Capitalized leased premises	55	46
Leasehold improvements	525	371
Furniture and equipment	1,690	1,451
Construction in progress	63	79
	4,059	3,641
Less accumulated depreciation and amortization	(1,800)	(1,441)
	$ 2,259	$ 2,200

</TABLE>

Provisions for depreciation and amortization charged to noninterest expense were $242 million, $228 million and $236 million for 1993, 1992 and 1991, respectively.

At December 31, 1993, the minimum future noncancelable operating lease payments for premises and equipment are $229 million, $209 million, $187 million, $152 million and $142 million for each of the succeeding years 1994 through 1998, respectively. Rental expense, excluding executory costs, charged to operating expenses during 1993, 1992 and 1991 was approximately $287 million, $272 million and $246 million, respectively.

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Note 8 -- Deposits

The components of interest on deposits for the years ended December 31 were (dollars in millions):

<TABLE>
<CAPTION>

	1993	1992	1991
<S>	<C>	<C>	<C>
Savings and interest-bearing transaction accounts.......	$ 802	$ 959	$1,498
Consumer CDs and IRAs.........	1,052	1,439	1,848
Negotiated CDs, public funds and other time.......	172	283	804
Foreign time..................	123	91	165
	$2,149	$2,772	$4,315

</TABLE>

On December 31, 1993 and 1992, domestic certificates of deposit and other time deposits in denominations of $100 thousand or more amounted to $6.5 billion and $5.7 billion, respectively. Certificates of deposit and other time deposits of $100 thousand or more of foreign offices amounted to $3.8 billion and $1.8 billion on December 31, 1993 and 1992, respectively.

Note 9 -- Short-Term Borrowings and Long-Term Debt

The Corporation's unused bank lines of credit amounted to $1 billion and $360 million on December 31, 1993 and 1992, respectively. In both years, these lines were supported by fees paid directly by the Corporation to unaffiliated banks.

Federal funds purchased in the amounts of $34 million on December 31, 1993, and $38 million on December 31, 1992, were fully secured by securities held for investment.

In May 1993, the Corporation's banking subsidiaries in North Carolina, Georgia and Texas initiated a program to offer from time to time up to $3 billion in short-term bank notes with fixed or floating rates and maturities from 30 days to one year from date of issue. As of December 31, 1993, short-term bank notes outstanding equaled $2.2 billion.

Long-term debt on December 31 is summarized as follows (dollars in millions):

<TABLE>
<CAPTION>

	1993	1992
<S>	<C>	<C>
Senior debt		
Parent company		
8 percent notes, due 1993................................	$ -	$ 100
Floating rate notes, due 1994............................	50	-
5 3/8 percent notes, due 1995............................	399	-
11.70 percent notes, due 1995............................	75	75
4 3/4 percent notes, due 1996............................	399	-
8 1/2 percent notes, due 1996............................	150	150
Floating rate medium-term notes, due 1995 through 1996...	683	-
5 1/8 percent notes, due 1998............................	299	-
6 5/8 percent notes, due 1998............................	399	-
5.51 percent ESOP secured notes, due 1996 through 1999...	125	125
4.36 to 5.70 percent medium-term notes, due 1995 through 2000..	477	-
5 3/8 percent notes, due 2000............................	396	-
9 1/4 percent unsecured notes, due 2006..................	124	124
Other senior notes.......................................	190	186
	3,766	760
Banking and nonbanking subsidiaries		
Floating rate municipal financing, due 1994.............	120	-
Floating rate collateralized financing, due 1994 through 1996..	919	-
Other senior notes.......................................	100	81

	1,139	81
Total senior debt	4,905	841
Subordinated debt		
Parent company		
Floating rate notes, due 1997	299	224
9 3/8 percent notes, due 1997	84	-
9 3/4 percent capital notes, due 1999	99	99
10 1/2 percent notes, due 1999	299	299
9 1/8 percent notes, due 2001	299	299
8 1/8 percent notes, due 2002	349	349
6 1/2 percent notes, due 2003	600	-
6.20 percent medium-term notes, due 2003	75	-
6 7/8 percent notes, due 2005	398	-
9 3/8 percent notes, due 2009	397	397
10.20 percent notes, due 2015	200	200
Other subordinated notes	12	10
	3,111	1,877
Banking and nonbanking subsidiaries		
9 1/2 percent notes, due 2004	301	301
Other subordinated notes	8	23
	309	324
Total subordinated debt	3,420	2,201
Total long-term debt	$8,325	$3,042

</TABLE>

The above table includes in 1993 approximately $4.1 billion of newly issued long-term debt and $1.6 billion of long-term debt acquired from MNC.

The parent company senior and subordinated floating rate notes bear interest based on a factor of the London interbank offered rate (LIBOR). At December 31, 1993, the rates on the $50-million, $683-million and $299-million floating rate notes were 5.25 percent, 3.38 to 3.44 percent and 5.25 percent, respectively.

The floating rate municipal financing consists of municipal bonds, with a book value of $133 million at December 31, 1993, which were lent by MNC subject to a repurchase. Municipal securities and other securities have been pledged as collateral for the amount borrowed. The market value of the securities pledged as collateral is maintained at or above 110 percent of the amount borrowed. The obligation bears interest based on a weekly bidding process. At December 31, 1993, the rate was 4.37 percent.

The floating rate collateralized financing consists of $493 million in consumer loan financing and $426 million in homes financing. Consumer loan financing consists of consumer revolving credit and consumer closed-end asset-backed certificates collateralized by a pool of credit lines and loans with a book value of $539 million at December 31, 1993. Homes financing consists of home equity and second mortgage asset-backed certificates collateralized by a pool of second mortgages and home equity loans with a book value of $521 million at December 31, 1993. The components of collateralized financing bear interest at floating rates based on factors of LIBOR. At December 31, 1993, the rates on consumer financing and homes financing were 3.67 percent and 3.71 percent, respectively.

The indenture covering $75 million of the $299-million floating rate subordinated notes, due 1997, includes provisions for the creation of a segregated fund (the note fund) for certain regulatory purposes and, although it is expected to provide a source of funds for the payment of the notes, the note fund does not constitute security for the notes. The amounts designated for the note fund on December 31, 1993 and 1992, were $50 million and $25 million, respectively.

The indentures covering the parent company's senior long-term debt include provisions that limit funded debt, long-term lease commitments, issuance of subsidiary preferred stock, creation of liens upon the property of the Corporation and the payment of dividends. Under the most restrictive of the provisions, approximately $1.7 billion was available for payment of dividends on December 31, 1993.

The following may be redeemed at any time at the option of the Corporation: the $50-million floating rate senior notes, due 1994, and the $299-million floating rate subordinated notes, due 1997. The floating rate municipal and collateralized financings are redeemable beginning in 1994 and 1995, respectively. The 10 1/2-percent subordinated notes, due 1999, are redeemable beginning in 1996.

As of January 14, 1994, approximately $2.2 billion of corporate debt securities and preferred and common stock was available for issuance under a shelf registration filed August 2, 1993.

The principal maturities for the next five years of long-term debt outstanding on December 31, 1993, were (dollars in millions):

1994	$ 704
1995	1,290
1996	1,294
1997	417
1998	885

Note 10 -- Shareholders' Equity

Changes in preferred stock by series for the two years ended December 31, 1993, were as follows (dollars in millions):

	Series				
	B	C	CC	DD	Total
Balance on December 31, 1991	$ 250	$123	$ -	$ -	$ 373
Conversion to common stock	(240)	(4)	-	-	(244)
Redemption	(10)	-	-	-	(10)
Balance on December 31, 1992	-	119	-	-	119
Issuance	-	-	38	55	93
Conversion to common stock	-	(4)	-	-	(4)
Balance on December 31, 1993	$ -	$115	$38	$55	$ 208

The Corporation has authorized 45 million shares of preferred stock. As of December 31, 1993, the Corporation had outstanding 2.7 million shares of ESOP Convertible Preferred Stock, Series C (ESOP Preferred Stock); 753 thousand shares of Series CC Preferred Stock, and 1.1 million shares of Series DD Preferred Stock. The ESOP Preferred Stock has a stated and liquidation value of $42 1/2 per share and provides for an annual dividend of $3.30 per share which is cumulative, and is convertible into .84 shares of the Corporation's common stock at an initial conversion price of $42 1/2 per .84 shares of the Corporation's common stock. The Series CC Preferred Stock and Series DD Preferred Stock have liquidation values of $50 per share and provide for quarterly dividends at rates determined by formulas contained in the issues but may not be less than 5.5 percent or greater than 11 percent per year. During the fourth quarter of 1993, subsequent to the purchase of MNC, the Corporation paid cash dividends of $.69 per share on Series CC Preferred Stock and on Series DD Preferred Stock.

In January 1994, the Corporation repurchased 78 thousand shares of Series CC Preferred Stock at $49 3/4 per share and 150 thousand shares of Series DD Preferred Stock at $49 per share. The Corporation intends to redeem the remaining Series CC and Series DD Preferred Stock for $51 1/2 per share and $50 per share, respectively, in 1994.

Other shareholders' equity on December 31 was comprised of the following (dollars in millions):

	1993	1992
Restricted stock award plan deferred compensation	$(74)	$(84)
Net unrealized gains on securities held for sale and marketable equity securities, net of tax	104	-
Foreign currency adjustment and other	(12)	(4)
	$18	$(88)

Note 11 -- Commitments and Contingencies

In the normal course of business, the Corporation enters into a number of off-balance sheet commitments. These instruments expose the Corporation to varying degrees of credit and market risk and are subject to the same credit and risk limitation reviews as those recorded on the balance sheet. See the discussion of credit risk policies and procedures and concentrations of credit risk beginning on page 39.

Credit Extension Commitments

The Corporation enters into commitments to extend credit, standby letters of credit and commercial letters of credit to meet the financing needs of its customers. Commitments to extend credit are legally binding, generally have specified rates and maturities and are for specified purposes. The Corporation manages the credit risk on these commitments by subjecting these commitments to the normal credit approval and monitoring processes and protecting against deterioration in the borrowers' ability to pay through adverse-change clauses which require borrowers to maintain various credit and liquidity measures.

Letters of credit and financial guarantees are issued to support the debt obligations of customers or to finance the shipment of goods by customers to a buyer. If a letter of credit is drawn upon, the Corporation looks to its customer for payment. Letters of credit are subject to the same credit approval and collateral policies as other extensions of credit.

For each of these types of instruments, the Corporation's maximum exposure to credit loss is represented by the contractual amount of these instruments. Many of the commitments are collateralized or are expected to expire without being drawn upon; therefore, the total commitment amounts do not necessarily represent risk of loss or future cash requirements. The commitments shown below have been reduced by amounts collateralized by cash or participated to other financial institutions. The following summarizes commitments outstanding on December 31 (dollars in million):

<TABLE>
<CAPTION>

	1993	1992
<S>	<C>	<C>
Commitments to extend credit................................	$61,329	$46,786
Standby letters of credit...................................	6,265	4,949
Commercial letters of credit................................	983	942

</TABLE>

Derivatives

The acquisition of CRT in July 1993 resulted in an increase in the Corporation's activities in derivatives instruments. Derivative transactions are entered into by the Corporation to meet the financing needs of its customers, to manage its own interest rate and currency risks, and as part of its trading activities. See the tables on pages 46 and 49 and the discussion beginning on page 49 regarding the Corporation's derivatives activities.

Litigation

The Corporation and its subsidiaries are defendants in or parties to a number of pending and threatened legal actions and proceedings. Management believes, based upon the opinion of counsel, that the actions and liability or loss, if any, resulting from the final outcome of these proceedings, will not be material in the aggregate.

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Note 12 -- Regulatory Requirements and Restrictions

The banking subsidiaries are required to maintain average reserve balances with the Federal Reserve Bank based on a percentage of deposits. The average of those reserve balances amounted to $1.4 billion and $1.2 billion for the years ended December 31, 1993 and 1992, respectively.

Funds for cash distributions by the Corporation to its shareholders are derived from a variety of sources, including cash and investments. The primary source of such funds, however, is dividends received from its banking subsidiaries. The subsidiary banks can initiate dividend payments in 1994, without prior regulatory approval, of $1.4 billion plus an additional amount equal to their net profits, as defined by statute, for 1994 up to the date of any such dividend declaration. The amount of dividends that each subsidiary bank may declare in a calendar year without approval by the OCC is the bank's net profits for that year combined with its net retained profits, as defined, for the preceding two years.

Regulations also restrict banking subsidiaries in lending funds to affiliates. At December 31, 1993, the total amount which could be loaned to the Corporation by its banking subsidiaries was approximately $1.2 billion. At December 31, 1993, no material loans to the Corporation from its banking subsidiaries were outstanding.

At December 31, 1993, as a result of the above regulatory restrictions, substantially all of the net assets of the Corporation's banking subsidiaries, in excess of the allowable amounts mentioned above, were restricted from transfer to the Corporation in the form of cash dividends, loans or advances.

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Note 13 -- Employee Benefit Plans

The Corporation sponsors noncontributory trusteed pension plans that cover substantially all officers and employees. The plans provide defined benefits based on an employee's compensation, age at retirement and years of service. It is the policy of the Corporation to fund not less than the minimum funding amount required by the Employee Retirement Income Security Act (ERISA).

The following table sets forth the plans' estimated status on December 31 (dollars in millions):

	1993	1992
Actuarial present value of benefit obligation		
Accumulated benefit obligation, including vested benefits of $755 and $513	$ (781)	$(528)
Projected benefit obligation for service rendered to date	$ (917)	$(590)
Plan assets at fair value, primarily listed stocks, fixed income securities and real estate	1,046	852
Plan assets in excess of projected benefit obligation	129	262
Less		
Unrecognized net loss	243	22
Unrecognized net transition asset being amortized	(18)	(21)
Unrecognized prior service benefit being amortized	(30)	(32)
Deferred investment (gain) loss	(9)	62
Prepaid pension cost	$ 315	$ 293

Net periodic pension income for the years ended December 31 included the following components (dollars in millions):

	1993	1992	1991
Service cost--benefits earned during the period	$ 31	$ 28	$ 28
Interest cost on projected benefit obligation	58	51	46
Actual return on plan assets	(101)	(21)	(137)
Net amortization and deferral	3	(69)	54
Net periodic pension income	$ (9)	$ (11)	$ (9)

For December 31, 1993, the weighted average discount rate and rate of increase in future compensation used in determining the actuarial present value of the projected benefit obligation were 7.75 percent and 4.0 percent, respectively. The related expected long-term rate of return on plan assets was 10.0 percent. The increase in unrecognized net loss is primarily attributable to the decrease in the weighted average discount rate from 9.0 percent in 1992 to 7.75 percent in 1993.

Health and Life Benefit Plans

In addition to providing retirement benefits, the Corporation provides health care and life insurance benefits for active and retired employees. Substantially all of the Corporation's employees, including certain employees in foreign countries, may become eligible for postretirement benefits if they reach early retirement age while employed by the Corporation and they have the required number of years of service. Under the Corporation's current plan, eligible retirees are entitled to a fixed dollar amount for each year of service. Additionally, certain current retirees are eligible for different benefits attributable to prior plans.

The Corporation adopted Statement of Financial Accounting Standards No. 106, "Employers' Accounting for Postretirement Benefits Other Than Pensions", with respect to the accrual of postretirement health and life benefits for all eligible full-time employees and current retirees effective for the year beginning January 1, 1993. All of the Corporation's accrued postretirement liability was unfunded at year-end 1993. The "projected unit credit" actuarial method was used to determine the normal cost and actuarial liability.

A reconciliation of the estimated status of the postretirement obligation on December 31 is as follows (dollars in millions):

	1993
Accumulated postretirement benefit obligation	
Retirees	$(158)
Other active plan participants	(41)
	(199)
Unamortized transition obligation	135
Unrecognized net loss	7

Accrued postemployment benefit liability	$(57)

</TABLE>

Net periodic postretirement benefit cost for the year ended December 31, 1993, included the following (dollars in millions):

<TABLE>
<CAPTION>

<S>	1993 <C>
Service cost	$ 2
Interest cost on accumulated postretirement benefit obligation	15
Amortization of transition obligation over 20 years	7
Net periodic postretirement benefit cost	$24

</TABLE>

The weighted average health care cost trend rate used in determining the accumulated postretirement benefit obligation was 5.3 percent. A one-percent change in the average health care cost trend rate would increase the accumulated postretirement benefit obligation by 8.4 percent and the net periodic benefit cost by 7.7 percent. The weighted average discount rate used in determining the accumulated postretirement benefit obligation was 7.75 percent in 1993.

The cost of health care and life insurance benefits for active employees is recognized as expense as claims are paid. Prior to 1993, the cost of health care and life insurance benefits for retired employees was recognized as expense as claims were paid.

The total cost for these benefits for active and retired employees was $95 million in 1992 and in 1991.

Savings and Profit Sharing Plans

In addition to the retirement plans, the Corporation maintains several defined contribution savings and profit sharing plans, one of which features a leveraged employee stock ownership (ESOP) provision.

For 1993, 1992 and 1991, the Corporation contributed approximately $35 million, $34 million and $41 million, respectively, in cash or to purchase the Corporation's stock under the terms of these plans.

Under the terms of the ESOP provision, payments to the plan for dividends on the ESOP Preferred Stock were $9 million, $9 million and $10 million for 1993, 1992 and 1991, respectively. Interest incurred to service the ESOP debt amounted to $5 million, $5 million and $7 million for 1993, 1992 and 1991, respectively.

Stock Option and Award Plans

Under the 1992 Associates Stock Option Plan, eligible full-time and part-time employees received a one-time award of a predetermined number of stock options entitling them to purchase shares of the Corporation's common stock at the closing market price of $48 3/8 per share on July 1, 1992. The options are exercisable until June 30, 1997.

Additional options under a former plan and restricted stock and stock options assumed in connection with various acquisitions remain outstanding. No further options or rights will be granted under such plans.

Under the Corporation's current Restricted Stock Award Plan, key employees are awarded shares of the Corporation's common stock subject to certain vesting requirements. Generally, vesting occurs in five equal annual installments and the related deferred compensation is expensed over the same period.

The following table summarizes activity under the option and award plans for 1993 and the status at December 31, 1993:

<TABLE>
<CAPTION>

Employee Stock Option Plans	Outstanding Options		Exercisable Options	
	Shares	Average Option Price	Shares	Average Option Price
<S>	<C>	<C>	<C>	<C>
Balance on December 31, 1992	9,396,599	$41.65	2,027,684	$27.24
Shares due to acquisition of MNC.	1,810,823	30.84	1,810,823	30.84
Became exercisable	-	-	6,650,390	46.95
Less				
Exercised	(1,691,261)	30.78	(1,691,261)	30.78
Expired or canceled	(926,165)	47.57	(534,959)	50.37
Balance on December 31, 1993	8,589,996	40.88	8,262,677	41.67

</TABLE>

<TABLE>
<CAPTION>

Restricted Stock Award Plan	Shares	Average Option Price
<S>	<C>	<C>
Outstanding unvested grants on December 31, 1992..............	2,503,200	$43.02
Additional stock grants..........	364,870	48.69
Less		
Shares vested.................	(645,600)	40.79
Shares canceled..............	(71,900)	45.19
Outstanding unvested grants on December 31, 1993..............	2,150,570	44.57

</TABLE>

Note 14 -- Noninterest Income and Expense

The significant components of noninterest income and expense for the years ended December 31 are presented below (dollars in millions):

<TABLE>
<CAPTION>

	1993	1992	1991
<S>	<C>	<C>	<C>
Noninterest Income			
Trust fees.......................................	$ 371	$ 331	$326
Service charges on deposit accounts..............	681	600	549
Mortgage servicing and related fees..............	77	105	120
Fees on factored accounts receivable.............	74	69	62
Other nondeposit-related service fees............	212	144	142
Bank card income.................................	198	199	178
Trading account profits and fees.................	117	46	60
Other income.....................................	371	389	258
Asset management fees............................	-	30	47
	$2,101	$1,913	$1,742

</TABLE>

<TABLE>
<CAPTION>

	1993	1992	1991
<S>	<C>	<C>	<C>
Noninterest Expense			
Personnel..	$1,903	$1,807	$1,822
Occupancy, net...................................	434	435	355
Equipment..	317	291	298
Marketing..	138	105	123
Professional fees................................	168	182	145
Amortization of intangibles......................	110	111	125
Bank card..	49	41	41
Private label credit card........................	37	43	74
FDIC insurance...................................	205	189	177
Processing.......................................	190	139	90
Telecommunications...............................	122	109	85
Postage and courier..............................	120	111	109
General operating................................	370	281	311
General administrative and miscellaneous..........	130	122	92
	$4,293	$3,966	$3,847

</TABLE>

Note 15 -- Income Taxes

The components of income tax expense (benefit) for the years ended December 31 were (dollars in millions):

<TABLE>
<CAPTION>

	1993	1992	1991
<S>	<C>	<C>	<C>
Current portion--expense (benefit)			
Federal..	$429	$222	$(87)
State..	30	13	13

Foreign	8	2	1
	467	237	(73)
Deferred portion--expense (benefit)			
Federal	232	11	(34)
State	(10)	4	14
Foreign	1	(1)	-
	223	14	(20)
Total tax expense (benefit)	$690	$251	$(93)

</TABLE>

The Corporation's current income tax expense (benefit) of $467 million, $237 million and $(73) million for 1993, 1992 and 1991, respectively, includes amounts computed under the regular and alternative minimum tax (AMT) systems and approximates the amounts payable or receivable for those years.

Deferred expense (benefit) represents the change in the deferred tax asset or liability and is discussed further below.

A reconciliation of the expected federal tax expense, based on the federal statutory rates of 35 percent for 1993 and 34 per-cent for 1992 and 1991, to the actual consolidated tax expense (benefit) for the years ended December 31 is as follows (dollars in millions):

<TABLE>
<CAPTION>

<S>	1993 <C>	1992 <C>	1991 <C>
Expected federal tax expense	$697	$475	$ 37
Increase (decrease) in taxes resulting from			
Tax-exempt income	(32)	(38)	(67)
Net utilization of operating loss carryforwards for financial reporting purposes	-	(265)	(146)
State tax expense, net of federal benefit	20	17	22
Nondeductible acquisition expense	-	-	17
Tax rate change on beginning net deferred tax assets	(6)	-	-
Other	11	62	44
Total tax expense (benefit)	$690	$251	$(93)

</TABLE>

The operating loss carryforwards utilized for financial reporting purposes in 1992 and 1991 were primarily attributable to the excess tax bases of acquired net assets of NationsBank of Texas, N.A. (NB Texas). In connection with the establishment in 1988 of NB Texas, the Corporation obtained private letter rulings from the Internal Revenue Service to the effect that the tax bases of the assets received by NB Texas from the FDIC as receiver for the subsidiary banks of First RepublicBank Corporation (the FRB Banks) were the same as the FRB Banks' bases in those assets. As a result, to the extent that the tax bases of assets acquired by NB Texas exceeded their book value, the Corporation recognized tax losses through charge-offs or disposition of

such assets in excess of amounts recorded for financial reporting purposes.

In 1993, the Corporation adopted Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes" (SFAS 109), which supersedes Statement of Financial Accounting Standards No. 96, "Accounting for Income Taxes" (SFAS 96). SFAS 109 allows for the recognition of deferred tax assets with respect to previously unrecognized financial operating loss and alternative minimum tax (AMT) credit carryforwards. The cumulative benefit of adopting the new accounting principle was $200 million computed as shown in the table below. Significant components of the Corporation's deferred tax liabilities and (assets) at the beginning and end of 1993 are as follows (dollars in millions):

<TABLE>
<CAPTION>

<S>	January 1 <C>	December 31 <C>
Deferred tax liabilities		
Equipment lease financing	$ 303	$ 464
Depreciation	99	114
Investment securities available for sale	-	57
Intangibles	36	82
Employee retirement benefits	73	85
Other, net	49	49
Gross deferred tax liabilities	560	851
Deferred tax assets		
Net operating loss carryforwards	(45)	(4)

Allowance for credit losses	(490)	(722)
Other real estate owned	(32)	(71)
Loan fees and expenses	(26)	(56)
Restructuring expense	(16)	(55)
AMT credit carryforwards	(232)	(62)
Other, net	(107)	(118)
Gross deferred tax assets	(948)	(1,088)
Valuation allowance	42	77
Deferred tax assets, net of valuation allowance	(906)	(1,011)
Net deferred tax assets under SFAS 109	(346)	$ (160)
Net deferred tax assets under SFAS 96	(146)	
Cumulative benefit from adoption of SFAS 109	$(200)	

</TABLE>

The AMT credit carryforwards of $62 million do not have an expiration. The Corporation's $160 million net deferred tax assets include a valuation allowance of $77 million representing primarily state net operating loss carryforwards for which realization is uncertain. The net change in the valuation allowance for deferred tax assets was an increase of $35 million in 1993. This increase results from a higher level of deferred state tax assets and the state tax valuation allowance acquired in the acquisition of MNC.

During 1993, net deferred tax assets also increased by $94 million as a result of the MNC acquisition and decreased by $60 million due to fair value adjustments to the securities held for sale portfolio under SFAS 115.

During 1992 and 1991, deferred taxes were accounted for in accordance with SFAS 96. An analysis of deferred taxes at December 31, 1992 and 1991, is as follows (dollars in millions):

<TABLE>
<CAPTION>

<S>	1992 <C>	1991 <C>
Tax effects at statutory rates of cumulative temporary differences at December 31 related to		
Tax net operating loss carryforwards	$ (45)	$(349)
Allowance for credit losses	(490)	(528)
Equipment lease financing	303	220
Depreciation	99	86
Employee retirement benefits	73	95
Restructuring expense	(16)	(80)
Other, net	(35)	12
Tax AMT credit carryforwards	(232)	(63)
	(343)	(607)
Less: Tax effect of financial net operating losses	27	320
AMT and other differences in tax rates realized	170	127
Net deferred tax assets at end of year	(146)	(160)
Less: Net deferred tax assets at beginning of year	(160)	(140)
Deferred tax expense (benefit) recognized	$ 14	$ (20)

</TABLE>

Note 16 -- Fair Values of Financial Instruments

Statement of Financial Accounting Standards No. 107, "Disclosure About Fair Value of Financial Instruments" (SFAS 107), requires the disclosure of estimated fair values of financial instruments. Quoted market prices, if available, are utilized as estimates of the fair values of financial instruments. Because no quoted market prices exist for a significant part of the Corporation's financial instruments, the fair values of such instruments have been derived based on management's assumptions with respect to future economic conditions, the amount and timing of future cash flows and estimated discount rates. Different assumptions could significantly affect these estimates. Accordingly, the net realizable values could be materially different from the estimates presented below.

In addition, the estimates are only indicative of individual financial instruments' values and should not be considered an indication of the fair value of the combined Corporation.

Short-Term Financial Instruments

For financial instruments not described below, generally short-term financial instruments including trading liabilities, carrying amounts approximate fair value. These financial instruments generally expose the Corporation to limited credit risk and have no stated maturities, or have an average maturity of less than 30 days and carry interest rates which approximate market.

Financial Instruments Traded in the Secondary Market with Quoted Market Prices or Dealer Quotes

Securities held for investment, securities and loans held for sale, trading account securities, off-balance sheet instruments and long-term debt are actively traded in the secondary market and have been valued using quoted market prices. Fair values of off-balance sheet instruments have been adjusted, when appropriate, to reflect credit risk exposure. The book and fair values of financial instruments traded in the secondary market with quoted market prices or dealer quotes on December 31 were (dollars in millions):

<TABLE>
<CAPTION>

	1993		1992	
	Book Value	Fair Value	Book Value	Fair Value
<S>	<C>	<C>	<C>	<C>
Financial assets				
Securities held for investment.........	$13,584	$13,604	$23,355	$23,748
Securities held for sale..............	15,470	15,470	1,374	1,377
Loans held for sale....................	1,697	1,697	1,236	1,236
Trading account assets................	10,610	10,610	1,518	1,518
Financial liabilities				
Long-term debt........................	8,325	8,774	3,042	3,280

</TABLE>

The carrying and fair values of off-balance sheet assets, including interest rate swaps, caps and floors, and futures and forward contracts on December 31 were (dollars in millions):

<TABLE>
<CAPTION>

	Carrying Value (1) Asset (Liability)	Fair Value (1) Positive (Negative)
<S>	<C>	<C>
1993.......................................	$(22)	$(22)
1992.......................................	-	26

</TABLE>

(1) Excludes accrued interest.

Loans and Commitments to Lend

Fair values were estimated for groups of similar loans based upon type of loan, credit quality and maturity. The fair value of fixed rate loans was estimated by discounting estimated cash flows using corporate bond rates adjusted by credit risk and servicing costs for commercial and real estate commercial and construction loans; and for consumer loans, the Corporation's origination rate for similar loans. Contractual cash flows for consumer loans were adjusted for prepayments using published industry data. For variable rate loans, book value was considered to approximate fair value. Where credit deterioration has occurred, cash flows for fixed and variable rate loans have been reduced to incorporate estimated losses and the discount rates have been adjusted. Where quoted market prices were available, primarily for residential mortgage loans, such market prices were utilized as estimates for fair values. The book and fair values of loans on December 31 were (dollars in millions):

<TABLE>
<CAPTION>

	1993		1992	
	Book Value	Fair Value	Book Value	Fair Value
<S>	<C>	<C>	<C>	<C>
Loans, net of unearned income				
Commercial and foreign................	$41,786	$41,812	$33,200	$32,523
Real estate commercial and construction...................	11,495	11,072	9,389	9,170
Residential mortgage..................	12,689	12,898	9,262	9,389
Bank card.............................	3,728	3,839	4,297	4,416
Other consumer and home equity.........	19,326	19,413	14,152	14,330
Allowance for credit losses..............	(2,169)	-	(1,454)	-

</TABLE>

Additionally, on December 31, 1993 and 1992, the fair value of liabilities on binding commitments to lend approximated $111 million and $98 million, respectively.

Deposits with Stated Maturity

Fair value was calculated by discounting contractual cash flows using market rates for instruments with similar maturities. The book and fair values of deposits with stated maturities on December 31 were (dollars in millions):

	1993 Book Value	1993 Fair Value	1992 Book Value	1992 Fair Value
Consumer CDs	$17,705	$17,824	$18,457	$18,480
Other time deposits	13,024	13,164	11,644	11,724

Intangibles

The provisions of SFAS 107 do not require the disclosure of intangible assets. While the value of such intangibles is significant, the Corporation does not routinely compute their estimated fair values. Such intangibles include core deposit, bank card and trust relationships, and mortgage servicing rights.

NationsBank Corporation and Subsidiaries

Six-Year Consolidated Statistical Summary

	1993	1992	1991	1990	1989	1988
Taxable-Equivalent Yields Earned						
Loans and leases, net of unearned income						
Commercial	6.61%	7.08%	8.70%	10.44%	11.76%	10.21%
Real estate commercial (1)	7.59	7.78	9.13	10.49	11.08	-
Real estate construction	7.50	7.17	8.82	10.84	11.96	10.63
Total commercial	6.82	7.20	8.78	10.50	11.69	10.27
Residential mortgage	8.27	9.33	10.47	9.55	11.06	10.41
Home equity (2)	7.14	7.05	9.53	11.18	11.80	-
Bank card	13.62	14.45	15.22	15.78	16.45	16.39
Other consumer	9.56	10.60	11.37	12.66	11.64	11.14
Total consumer	9.51	10.50	11.47	11.81	12.00	11.60
Foreign	5.49	6.63	8.47	13.28	11.38	11.01
Lease financing	7.96	8.25	10.89	9.53	9.08	9.49
Total loans and leases, net	7.91	8.49	9.83	11.00	11.75	10.76
Securities						
Taxable investment securities	5.43	6.72	8.46	8.99	8.98	8.08
Tax-exempt investment securities	11.57	11.59	11.02	10.96	11.11	11.16
Securities held for sale	4.80	5.77	-	-	-	-
Total securities	5.51	6.76	8.61	9.15	9.29	8.85
Loans held for sale	6.73	7.22	8.74	11.49	12.36	12.69
Federal funds sold and securities purchased under agreements to resell	3.21	3.77	5.89	8.16	9.20	7.57
Time deposits placed and other short-term investments	3.91	5.09	6.89	8.95	9.72	7.96
Trading account assets	5.43	4.64	6.99	8.43	9.08	7.96
Total earning assets	6.96	7.70	9.25	10.37	11.04	10.21
Rates Paid						
Savings	2.38	2.86	4.55	5.15	5.86	5.58
NOW and money market deposit accounts	2.24	2.82	4.96	6.02	6.20	5.29
Consumer CDs and IRAs	4.52	5.59	7.01	7.94	8.48	

7.46

Negotiated CDs, public funds and other time deposits...............	3.73	4.77	7.01	8.13	8.79	7.49
Foreign time deposits...	4.05	5.52	6.70	8.89	9.63	7.74
Borrowed funds and trading liabilities............................	3.10	3.33	5.64	7.93	8.99	7.27
Capital leases and long-term debt.................................	7.44	8.92	8.88	9.18	9.84	9.56
Special Asset Division net funding allocation......................	-	-	(6.20)	(7.49)	(8.20)	-
Total interest-bearing liabilities...........................	3.40	4.11	6.08	7.37	8.00	6.79
Profit Margins						
Net interest spread...	3.56	3.59	3.17	3.00	3.04	3.42
Net interest yield..	3.96	4.10	3.82	3.75	4.03	4.30
Year-End Data						
(Dollars in millions)						
Loans, leases and factored accounts						
receivable, net of unearned income..............................	$ 92,007	$ 72,714	$ 69,108	$ 70,891	$ 66,360	$48,235
Securities held for investment....................................	13,584	23,355	16,275	25,530	25,278	11,943
Securities held for sale..	15,470	1,374	8,904	-	-	-
Loans held for sale...	1,697	1,236	585	315	357	273
Time deposits placed and other short-term investments..............	1,479	1,994	1,622	1,289	3,499	1,978
Total earning assets..	140,890	103,872	96,491	98,754	96,052	63,635
Total assets (3)..	157,686	118,059	110,319	112,791	110,246	73,430
Demand deposits...	20,719	17,701	16,270	16,850	16,112	11,414
Domestic savings and time deposits................................	66,360	62,989	70,445	70,091	66,790	41,165
Foreign time deposits...	4,034	2,037	1,360	2,124	2,478	1,666
Total savings and time deposits...................................	70,394	65,026	71,805	72,215	69,268	42,831
Total deposits..	91,113	82,727	88,075	89,065	85,380	54,245
Borrowed funds and trading liabilities............................	44,248	21,957	9,846	15,474	17,870	10,770
Obligations under capital leases..................................	27	24	32	36	41	42
Long-term debt..	8,325	3,042	2,844	2,730	2,476	1,377
Total shareholders' equity..	9,979	7,814	6,518	6,283	6,003	4,725

</TABLE>

(1) Included in commercial in 1988.
(2) Included in other consumer in 1988.
(3) Excludes assets of NationsBank of Texas Special Asset Division.
(4) Includes FDIC's interest in earnings of NationsBank of Texas in 1989.
(5) Other real estate owned expense is included in noninterest expense in 1988.

<TABLE>
<CAPTION>

	1993	1992	1991	1990	1989	1988
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Earnings Ratios						
Return on average						
Total assets (3)(4)...	1.12%	1.00%	.17%	.52%	1.06%	.99%
Earning assets (3)(4)...	1.26	1.12	.20	.59	1.07	1.13
Common shareholders' equity...................................	17.33	15.83	2.70	9.56	18.85	16.84
Earnings Analysis (Taxable-Equivalent)						
Noninterest income as a percentage of net						
interest income...	44.48	45.65	44.22	42.56	39.23	36.92
Noninterest expense as a percentage						
of net interest income (5)....................................	90.90	94.64	97.62	92.10	89.44	

						85.67
Efficiency ratio: noninterest expense divided by the sum of net interest income and noninterest income (5)	62.91	64.98	67.69	64.60	64.24	62.57
Overhead ratio: noninterest expense less noninterest income divided by net interest income (5)	46.42	48.99	53.40	49.54	50.21	48.74
Net income as a percentage of net interest income	31.79	27.33	5.12	15.77	26.48	26.32
Asset Quality						
For the year						
Net charge-offs as a percentage of average loans, leases and factored accounts receivable	.51	1.25	1.86	.88	.48	.62
Net charge-offs as a percentage of the provision for credit losses	95.76	121.15	82.70	59.24	74.38	91.68
At year end						
Allowance for credit losses as a percentage of total loans, leases and factored accounts receivable	2.36	2.00	2.32	1.86	1.32	1.28
Allowance for credit losses as a percentage of nonperforming loans	193.38	103.11	81.82	100.46	151.67	188.00
Nonperforming assets as a percentage of net loans, leases, factored accounts receivable, and other real estate owned	1.92	2.72	4.01	2.32	1.08	.99
Nonperforming assets as a percentage of total assets (3)	1.13	1.69	2.54	1.46	.65	.65
Nonperforming assets (in millions)	$1,783	$1,997	$2,804	$1,651	$716	$478
Risk-Based Capital Ratios						
Tier 1	7.41%	7.54%	6.38%	5.79%	-	-
Total	11.73	11.52	10.30	9.58	-	-
Common shareholders' equity as a percentage of total assets at year end (3)	6.25%	6.60%	5.67%	5.23%	5.10%	5.92%
Dividend payout ratio (per common share)	28.38	33.07	215.36	61.54	30.66	34.55
Shareholders' equity per common share						
Average	$33.36	$29.05	$27.97	$27.31	$24.97	$21.03
At year end	36.39	30.80	27.03	27.30	26.41	21.88
Other Statistics						
Number of full-time equivalent employees	57,463	50,828	57,177	58,449	57,069	42,786
Rate of increase (decrease) in average						
Total loans and leases, net of unearned income	15.83%	(1.70)%	1.82%	8.36%	38.71%	11.13%
Earning assets	16.59	(.84)	2.42	12.42	44.26	8.35
Total assets (3)	16.82	(.64)	1.85	12.19	43.10	8.46
Total deposits	.97	(5.59)	3.44	8.99	51.37	7.74
Total shareholders' equity	18.73	10.31	6.16	18.15	23.01	13.31
Common Stock Information						
Market price per share						
High for the year	$ 58	$ 53 3/8	$ 42 3/4	$ 47 1/4	$ 55	$ 29 1/8
Low for the year	44 1/2	39 5/8	21 1/2	16 7/8	27	17 1/2
Close at the end of the year	49	51 3/8	40 5/8	22 7/8	46 1/4	27 1/4
Daily average trading volume	666,591	727,578	397,054	405,087	303,599	189,043
Number of shareholders of record	108,435	89,371	102,209	30,824	29,064	29,344

</TABLE>

NATIONS BANK CORPORATION
1993 ANNUAL REPORT

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<TABLE>
<CAPTION>

	General Bank	Institutional Group	Financial Services
<S>	<C>	<C>	<C>
1993 Earnings Contribution By Customer Group......................	58%	39%	3%

</TABLE>

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<TABLE>
<CAPTION>

	1988	1989	1990	1991	1992	1993
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Efficiency Ratio........	62.57%	64.24%	64.60%	67.69%	64.98%	62.91%

</TABLE>

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<TABLE>
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	1988	1989	1990	1991	1992	1993
<S>	<C>	<C>	<C>	<C>	<C>	<C>
(Year end, dollars in billions)						
Nonperforming assets....	$0.478	$0.716	$1.651	$2.804	$1.997	$1.783
Nonperforming loans...	0.329	0.579	1.316	1.961	1.410	1.122
OREO..................	0.149	0.137	0.335	0.843	0.587	0.661

</TABLE>

Subsidiaries of NationsBank Corporation and Its Subsidiaries at 12/31/93
(100% Owned by NationsBank Corporation Unless Otherwise Noted)

Name

American Security Corporation
American Security Bank, N.A. (1)
115 International A Corp. (1A)
7514 A Corp. (1A)
Amberwood A Corp. (1A)
American Security (Louisiana) Ltd. (1A)
AS Land I, Inc. (1A)
AS Land II, Inc. (1A)
ASB Ames Plaza, Inc. (1A)
ASB Realty, Inc. (1A)
Westmarket A Corp. (1B)
ASB Southside, Inc. (1A)
ASB Southwest Corporation (1A)
ASB-Stevensville Corp. (1A)
Ashburn A Corp. (1A)
Burke A Corp. (1A)
Caradoc Estates, Inc. (1A)
Crest A Leigh Corp. (1A)
Daventry A Corp. (1A)
Devon A Corp. (1A)
Elwin Company, Inc. (1A)
Fallstone A Corp. (1A)
Field A Corp. (1A)
Forrest-Marbury Corp. (1A)
Hunt A Corp. (1A)
Logan Circle A Corp. (1A)
Madison Park A Corp. (1A)
Mar A Lowe Corp. (1A)
Palisades A Corp. (1A)
Parkway A Corp. (1A)
Quality A Corp. (1A)
Rive Gauche A Corp. (1A)
Rooms-Springfield, Inc. (1A)
Security Trust Company, N.A. (1A)
SOB-A Corp. (1A)
South Point Shopping Center, Inc. (1A)
Stevens Pier A. Corp. (1A)
Storage A Corp. (1A)
Sully A Corp. (1A)
Sunset Hill Corporation (1A)
Virgrun A Corp. (1A)
Wales B Corp. (1A)
Washington View, Inc. (1A)
Washington View (H) Corporation (1D)
Washington View (NH) Corporation (1D)
Wellington Land Co., Inc. (1A)
Wickliffe A Corp. (1A)
American Security Insurance Corporation (1)
ASB Capital Management, Inc. (1)
Atlantic Credit Corporation
Atlantic Equity Corporation
Banchsares Properties, Inc.
Carolina Mountain Holding Company
Cash Flow, Inc.
C&S Premises, Inc.
CSC Associates, L.P. (2A)
DC Bancorp Venture Capital Company (2B)
First Mortgage Corporation
Nations Financial Holdings Corporation
Nations Financial Capital Corporation (2C)
American Acceptance Corporation (2D)
Central Texas Small Business Investment Company (2D)
DCS Holdings, Inc. (2D)
Portfolio Acceptance Corp. (2D)
Canterbury Indiana Holdings, Inc. (2E)
Saturn Financial Services, Inc. (2D)
USW SIS I, Inc. (2D)
USWFS/Oxford 1991-A Limited Partnership (2F)
USWFS/Oxford 1991-B Limited Partnership (2F)
USWFS/Oxford 1992-A Limited Partnership (2G)
USWFS/Oxford Fixed Rate, L.P. (2F)
NationsCredit Corporation (2C)
NationsCredit Acceptance Corporation (6)
NationsCredit Commercial Corporation (6)
Ariens Credit Corporation (6A)
Fisher Credit Services Inc. (6A)
Gravely Credit Corporation (6A)
Komatsu Forklift Credit Corporation (6A)
Korg Acceptance Corporation (6A)

Music America Finance Corporation (6A)
NationsCredit Commercial Corporation Ltd. (6A)
Roth Financial Services Company (6A)
Sea Ray Credit Corporation (6A)
Trek Financial Services, Inc. (6A)
Winnebago Acceptance Corporation (6A)
NationsCredit Consumer Discount Company (6)
NationsCredit Financial Acceptance Corporation (6)
NationsCredit Financial Services Corporation (6)
NationsCredit Financial Services Corporation of Alabama (6)
NationsCredit Financial Services Corporation of America (6)
NationsCredit Financial Services Corporation of Florida (6)
NationsCredit Mortgage Corporation of Florida (6B)
NationsCredit Financial Services Corporation of Nevada (6)
NationsCredit Financial Services Corporation of Virginia (6)
NationsCredit Home Equity Corporation of Kentucky (6)
NationsCredit Home Equity Corporation of Virginia (6)
NationsCredit Insurance Agency, Inc. (6)
NationsCredit PrivateBrands Acceptance Corporation (6)
NationsBanc Business Credit, Inc.
NationsBanc Capital Markets, Inc.
NationsBanc Insurance Agency, Inc.
NationsBanc Insurance Company, Inc.
NationsBanc Insurance Inc.
NationsBanc Insurance Services, Inc.
NationsBanc Investment Corporation
NationsBanc Leasing Corporation
McCormick Realty Limited Partnership (2H)
NationsBanc Leasing & Finance Corporation
NationsBanc Mortgage Corporation of Georgia
NationsBank of D.C., N.A.
D.C. Bancorp Investment Company (2I)
Federal Properties I, Inc. (2I)
NationsBank of Delaware, N.A.
NationsBank of Florida, N.A.
First Land Sales, Inc. (2J)
NationsBank of Georgia, N.A.
NationsBanc Commercial Corporation (3)
NationsBanc Leasing Corporation of North Carolina (3)
DFF Funding I, Inc. (3A)
DFF Funding II, Inc. (3A)
DFF Funding III, Inc. (3A)
Dff Funding IV, Inc. (3A)
The Ocumulgee Corporation (3)
NationsBank of Kentucky, N.A.
NationsBank of Maryland, N.A.
Central Leasing Corporation (4)
CSB Insurance Agency (4)
Metropolitan Commercial Properties Corporation I (4)
Metropolitan Commercial Properties Corporation VIII (4)
Metropolitan Commercial Properties Corporation X (4)
Metropolitan Commercial Properties Corporation XIII (4)
Pilgrim's Progress (4)
Potomac, Inc. II (4)
Suburban Artery Limited Partnership (4A)
Suburban Trust Data Services, Inc. (4)
NationsBank of South Carolina, N.A.
BT Building Corporation (2K)
Central City General , L.P. (2L)
Carolina Pacific, Inc. (2K)
NationsBank of Tennessee, N.A.
Commerce Place Company (2M)
Commerce Trading Corporation (2M)
NationsBank of Virginia, N.A.
Commerce Corporation of Norfolk (5)
Seventeenth Commerce Properties Corporation (5)
Equitable Leasing Corporation (5)
First Development Corporation (5)
First Realty Mortgage Corporation (5)
NationsBanc Equity Mortgage Corporation (5)
NationsBanc Leasing Corporation of Virginia (5)
NationsBank Community Development Corporation of Virginia (5)
Danville Community Development Corporation (5A)
Hampton Roads Community Development Corporation (5B)
Roanoke Community Development Corporation (5C)
Virginia National Corporation (5)
On Call, Inc.
Second Land Sales, Inc.
Sovran Capital Management Corporation
Suburban Service Corporation
Three Commercial Place Associates (2N)
Equitable Bancorporation Overseas Finance N.V.
Export Funding Corporation
Fayette Insurance Corporation
MAR, Inc.

Maryland National Bank
1268 M Corp. (7)
303 International M Corp. (7)
Baltic M Corp. (7)
Baltin Yachting M Corp. (7)
Beaumeade M Corp. (7)
Bright Seat M Corp. (7)
Campus Hills M Corp. (7)
Carlin M Springs Corp. (7)
CC Plaza M Corp. (7)
Chalmers M Corp. (7)
Chesapeake M Corp. (7)
Coleman M Corp. (7)
Courtcom M Corp. (7)
Dulaney Valley Corporation (7)
Englewood M Corp. (7)
Equitable Financial Corporation (7)
Equitable of Washington, Inc. (7)
FCOP, Inc. (7)
Festival VM Corp. (7)
Fifty West Corp. (7)
Flower Hill M Corp. (7)
Fountain Square Corporation of Maryland (7)
Garrett Cove M Corp. (7)
Glen M Corp (7)
Hallmark - Renaissance M Corp. (7)
Harper Farm M Corp. (7)
HICO Park M Corp. (7)
Main Street M Corp. (7)
Manab Properties, Inc. (7)
Manascro M Corp. (7)
Marco Properties, Inc. (7)
Breckinridge Development, Inc. (7A)
Greenburgh Marco, Inc. (7B)
Recap, Inc. (7B)
Rehold, Inc. (7B)
Reprise, Inc. (7B)
Woodside Corporation (7B)
Maryland National Community Development Corporation (7)
Maryland National Financial Corporation (7)
Maryland National Financial Services Corporation (7)
Maryland Nationalease Corporation (7)
Melwood M Corp. (7)
Metropo M Corp. (7)
Mirror Ridge A Corp. (7)
MNB Brokerager Alternative, Inc. (7)
MNB Tarrymore, Inc. (7)
MNB University, Inc. (7)
MNC Consumer Discount Company (7)
MNC National Direct Mail Services Corp. (7C)
MNC International Bank (7)
MNC Investment Bank, Ltd. (7)
Nor Dan M Corp. (7)
Occoquan M Corp. (7)
Pratt Management Company (7)
Rabbit Road M Corp. (7)
Rannoch M Corp. (7)
Ritchie Court M Corporation (7)
SCRC Carrolltowne, Inc. (7)
SCRC Process Service Corp. (7)
Service-Wright Corporation (7)
Shockey M Corp. (7)
SOP M Corp. (7)
Sorrento M. Corp. (7)
South Charles Realty Corp (7)
Spotted Horse Holdings, Inc., (7)
Sweitzer M Corp. (7)
Sykesville M Corp. (7)
Three Ponds M Corp. (7)
Vernon M Corp. (7)
Westfields M Corp. (7)
Wil-Rand M Corp. (7)
Ballston Corporation (7D)
Windemere M Corp. (7)
Woods M Corp. (7)
Maryland National Pennsylvania Corporation
Mid-Atlantic Life Isurance Company (8)
MN Credit Corporation
MN World Trade Corporation
MNC Affiliates Group, Inc.
MNC American Corporation (9)
MNC Credit Corp (9)
A/M Properties, Inc. (9A)
American Financial Service Group, Inc. (LEASEFIRST) (9A)
Maryland National Realty Investors, Inc. (9A)

Maryland National Leasing Services Corporation (9A)
MNC Canadian Real Property, Inc. (9A)
MNC Capital Corporation (9A)
NationsBanc-CRT Energy (U.K.), Ltd.
NationsBanc-CRT Services, Inc.
NationsBank Community Development Corporation (10)
Carlton Court Community Development Corporation (10A)
NationsBank Housing Fund Investment Corporation (11)
NationsBank of North Carolina, N.A.
BNC Realty Company (12)
Floresville Company Ltd. (12A)
Multi-State Properties, Inc. (12)
NationsBanc Charlotte Center, Inc. (12)
NationsBanc-Corporation Center Associates (12B)
NationsBanc Corporate Center, Inc. (12)
NationsBanc-CRT Holdings I, Inc. (12)
NationsBanc-CRT Options, L.P. (12C)
NationsBanc-CRT Holdings II, Inc. (12)
NationsBanc Dealer Leasing, Inc. (12)
NationsBanc Enterprise, Inc. (12)
NationsSecurities (12D)
NationsBanc Futures Corporation (12)
NationsBanc Lease Investments, Inc. (12)
NationsBanc SBIC Corporation (12)
NationsBanc Securities, Inc. (12)
NationsBanc Venture Corporation (12)
NationsBank Europe Limited (12)
Carolina Leasing Ltd. (13)
Carolina Trust (Guernsey) Ltd. (13)
Demand and Supply Company Ltd. (13)
Friary Nominees Ltd. (13)
NationsBank Panmure Investment Management Limited (13)
Commonwealth Securities Limited (13A)
NCNB (Export Finance) Ltd. (13)
Panmure Gordon & Co. Limited (13)
NationsBank Securities Services Ltd. (13B)
Panmure Gordon Financial Futures Limited (13B)
Parish Nominees Limited (13B)
Rectory Nominees Limited (13B)
Panmure Gordon Investments Ltd. (13)
NationsBank International (12)
NCNB Community Development Corporation (14)
Gateway Hotel Enterprises, Inc. (14A)
Trico Investment, Inc. (14A)
NCNB Overseas Corporation (12)
AF Funding (1993), Inc. (15)
Kill Devil Hills Finance Limited Partnership (15A)
Air France/NationsBank (Grantor Trust) (15B)
Wrightbrothers Ltd. (15C)
AF Funding II (1993), Inc. (15)
Kill Devil Hills II Limited Partnership (15D)
Air France/KDHF II (NGHGI) (Grantor Trust) (15E)
Florita Finance Ltd. (15F)
Carolina Investments Limited (15)
Cathay Pacific\NationsBank Trust I (Grantor Trust) (15)
Wanda Finance Ltd. (15G)
Friary Leasing Limited (15)
InterFirst Leasing Ltd. (London) 15H
Japan Airlines/NCNB 1993-1 (Grantor Trust) (15)
First in Flight Finance Ltd. (15I)
Nations-CRT Asia, Inc. (15)
Nations-CRT Hong Kong, Limited (15)
Nations-CRT International (15J)
Nations. CRT Japan, Inc. (15)
Nations-CRT Overseas, Inc. (15)
Nations-CRT Overseas Inc. & Co. (15K)
Nations-CRT U.K. & Co. (15)
NCNB Australia Holdings Ltd. (15)
NCNB Australia Ltd. (15L)
NCNB Lease Atlantic, Inc. (15)
NCNB Lease Finance III (15M)
Blue Ridge Finance Ltd. (15N)
NCNB Lease Finance (15)
Wingtip Finance Limited (15O)
NCNB Lease Finance IV (15)
Sandhills Finance Ltd. (15P)
NCNB Lease Finance V (15)
Piedmont Finance Ltd. (15Q)
NCNB Lease Finance VI (15)
Kitty Hawk Finance Ltd. (15R)
NCNB Lease International, Inc. (15)
Barnesbury, Ltd. (15S)
NCNB Lease Offshore, Inc. (15)
NCNB Lease Finance II (15T)
Outerbanks Finance Ltd. (15U)

NCNB Overseas Services, Inc. 915)
Republic Dallas Ltd. (U.K.) (15V)
TransPacific Funding (1993), Inc. (15)
TransPacific Finance Limited Partnership (15W)
ANA II (Grantor Trust) (15X)
Fontana Finance Ltd. (15Y)
NationsBank Texas Bancorporation , Inc.
NationsBank of Texas, N.A. (16A)
APL, Inc. (16B)
Austin National Realty Corporation (16B)
Capitol Information Networks, Inc. (16B)
DPC, Inc. (16B)
Westdale Investments I, Inc. (16C)
First RepublicBank Advisory Services, Inc. (16B)
NationsBanc Capital Corporation (16B)
NationsBanc Energy Group Denver, Inc. (16B)
NationsBanc Mortage Corporation (16B)
NCNB Texas TBM, Inc. (16B)
Nationsbanc Services, Inc. (16SD)
Republic National Corporation (16B)
Tarrant Investment Company, Inc. (16B)
TBRC, Inc . (16B)
RepublicBank Insurance Agency, Inc. (16A)
NB Holdings Corporation
NCNB Corporate Services, Inc.
NCNB Properties, Inc.
TIM, Inc.
Tryon Assurance Company, Ltd.
Virginia Federal Savings Bank
Canter V Corp. (17)
First Service Corporation of Virginia (17)
Lightfoot V Corp. (17)
Southern Finance Corporation (17)
Southern Hotel Service, Inc. (17)
Southern Service Corporation (17)
Southern Insurance Agency, Incorporated (17A)

1 American Security Corporation owns 100% of this entity.
1A American Security Bank owns 100% of this entity.
1B ASB Realty owns 100% of this entity.
1C American Security Bank owns 97% of this entity.
1D Washington View, Inc. owns 54% of this entity.
2A C&S Premises, Inc. has a 50% interest in this limited partnership.
2B NationsBank Corporation owns 66.66% of this entity.
2C Nations Financial Holdings Corporation owns 100% of this entity.
2D Nations Financial Capital Corporation owns 100% of this entity.
2E Portfolio Acceptance Corp. owns 100% of this entity.
2F Nations Financial Capital Corporation owns 62.5% of this entity.
2G Nations Financial Capital Corporation owns 67.33% of this entity.
2H NationsBanc Leasing Corporation owns 100% of this limited partnership.
2I NationsBank of D.C., N.A. owns 100% of this entity.
2J NationsBank of Florida, N.A. owns 100% of this entity.
2K NationsBank of South Carolina, N.A. owns 100% of this entity.
2L BT Building Corporation has a 19% general partnership interest and a 43% limited partnership interest in this partnership.
2M NationsBank of Tennessee, N.A. owns 100% of this entity.
2N NationsBank Corporation owns 70% of this entity.
3 NationsBank of Georgia, N.A. owns 100% of this entity.
3A NationsBanc Leasing Corporation of North Carolina owns 100% of this entity.
4 NationsBank of Maryland, N.A. owns 100% of this entity.
4A NationsBank of Maryland, N.A. owns 50% of this limited partnership.
5 NationsBank of Virginia, N.A. owns 100% of this entity.
5A NationsBank Community Development Corporation of Virginia owns 22% of this entity.
5B NationsBank Community Development Corporation of Virginia owns 30% of this entity.
5C NationsBank Community Development Corporation of Virginia owns 28% of this entity.
6 NationsCredit Corporation owns 100% of this entity.
6A NationsCredit Commercial Corporation owns 100% of this entity.
6B NationsCredit Financial Services Corporation of Florida owns 100% of this entity.
7 Maryland National Bank owns 100% of this entity.
7A Marco Properties, Inc. owns 75% of this entity.
7B Marco Properties, Inc. owns 100% of this entity.
7C MNC Consumer Discount Company owns 100% of this entity.
7D Wil-Rand M Corp. owns 100% of this entity.
8 NationsBank Corporation owns 37.4% of this entity.
9 MNC Affiliates Group, Inc. owns 100% of this entity.
9A MNC Credit Corp owns 100% of this entity.

10 NationsBank of Florida, N.A.; NationsBank of Georgia, N.A.; NationsBank of North Carolina, N.A.; NationsBank of South Carolina, N.A.; and NationsBank of Texas, N.A. own, respectively, 4.67%, 33.33%, 28.67%, 8.33% and 25% of this entity.

10A NationsBank Community Development Corporation owns 100% of this entity.

11 NationsBank of Florida, N.A.; NationsBank of Georgia, N.A.; NationsBank of North Carolina, N.A. and NationsBank of Texas, N.A., each, owns 25% of the voting stock of this entity.

12 NationsBank of North Carolina, N.A. owns 100% of this entity.

12A NationsBank of North Carolina, N.A. holds 100% of this entity in trust.

12B NationsBanc Charlotte Center, Inc. has a 99% interest in this partnership, and NationsBanc Corporate Center, Inc. has a 1% interest.

12C NationsBanc-CRT Holdings I, Inc. has a 99% general partnership interest and NationsBanc-CRT Holdings II, Inc. has a 1% limited partnership interest in this limited partnership.

12D NationsBanc Enterprise, Inc. owns 50% of this general partnership.

13 NationsBank Europe Limited owns 100% of this entity.

13A NationsBank Panmure Investment Management Limited owns 100% of this entity.

13B Panmure Gordon & Co. Limited owns 100% of this entity.

14 NationsBank of North Carolina, N.A. is sole member of this non-profit corporation.

14A NCNB Community Development Corporation owns 100% of this entity.

15 NCNB Overseas Corporation owns 100% of this entity.

15A AF Funding (1993), Inc. holds a 1% general partnership and a 49% limited partnership interest in this entity.

15B Kill Devil Hills Finance Limited Partnership owns 100% of this entity.

15C Air France/NationsBank (Grantor Trust) owns 100% of this entity.

15D AF Funding II (1993), Inc. holds a 1% general partnership and a 34% limited partnership interest in this entity.

15E Kill Devil Hills II Limited Partnership owns 100% of this entity.

15F Air France/KDHF II (NGHGI) (Grantor Trust) owns 100% of this entity.

15G Cathay Pacific/NationsBank Trust I (Grantor Trust) owns 100% of this entity.

15H NCNB Overseas Corporation owns 99.5% of this entity.

15I Japan Airlines/NCNB 1993-1 (Grantor Trust) owns 100% of this entity.

15J Nations-CRT U.K. & Co. and Nations-CRT Internatinal, Inc., respectively, have 1% and 99% general partnership interests in this entity.

15K Nations-CRT U.K. & Co. and Nations-CRT International, Inc., respectively, have 1% and 99% general partnership interests in this entity.

15L NCNB Australia Holdings Ltd. owns 100% of this entity.

15M NCNB Lease Atlantic, Inc. owns 100% of this entity.

15N NCNB Lease Finance III owns 100% of this entity.

15O NCNB Lease Finance owns 100% of this entity.

15P NCNB Lease Finance IV owns 100% of this entity.

15Q NCNB Lease Finance V owns 100% of this entity.

15R NCNB Lease Finance VI owns 100% of this entity.

15S NCNB Leaser International, Inc. owns 99.9% of this entity.

15T NCNB Lease Offshore, Inc. owns 100% of this entity.

15U NCNB Lease Finance II owns 100% of this entity.

15V NCNB Overseas Corporation owns 98% of this entity.

15W TransPacific Funding (1993), Inc. holds a 1% general partnership and a 65% limited partnership interest in this entity.

15X TransPacific Finance Limited Partnership owns 100% of this entity.

15Y ANA II (Grantor Trust) owns 100% of this entity.

16A NationsBank Texas Bancorporation, Inc. owns 100% of this entity.

16B NationsBank of Texas, N.A. owns 100% of this entity.

16C DPC, Inc. owns 100% of this entity.

16D NCNB Texas TBM, Inc. owns 100% of this entity.

17 Virginia Federal Savings Bank owns 100% of this entity.

17A Southern Service Corporation owns 100% of this entity.

Exhibit 23

Consent of Independent Accountants

We hereby consent to the incorporation by reference in the Prospectuses constituting part of the Registration Statements on Form S-3 (Nos. 33-44826 and 33-49881) of NationsBank Corporation and the Prospectuses constituting part of the Registration Statements on Form S-4 (Nos. 33-43125 and Post-Effective Amendment No. 1 thereto) of NationsBank Corporation and the Prospectuses constituting part of the Registration Statements on Form S-8 (Nos. 2-91958; 2-73761; 2-80406 and Post-Effective Amendments No. 1, 2, 3, and 4 thereto; No. 33-43125 and Post-Effective Amendment No. 1 thereto, originally filed on Form S-4 (No. 33-43125), No. 33-45279 and No. 33-48883) of NationsBank Corporation of our report dated January 14, 1994, which appears on page 57 of the 1993 Annual Report to Shareholders of NationsBank Corporation, which is incorporated by reference in NationsBank Corporation's Annual Report on Form 10-K for the year ended December 31, 1993.

(signature appears here, see appendix)

PRICE WATERHOUSE

Charlotte, North Carolina
March 30, 1994

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints J. W. Kiser and Charles M. Berger, and each of them (with full power to each of them to act alone), his attorneys-in-fact, for him in any and all capacities, to sign any amendments to this report and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact may do or cause to be done by virtue hereof.

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

<TABLE>
<CAPTION>

SIGNATURE	TITLE	DATE
<C>	<S>	<C>
(HUGH L. MCCOLL, JR.)	Chairman of the Board, and Chief Executive Officer	March 23, 1994
(JAMES H. HANCE, JR.)	Vice Chairman and Chief Financial Officer (Principal Financial Officer)	March 23, 1994
(MARC D. OKEN)	Executive Vice President (Principal Accounting Officer)	March 23, 1994
(RONALD W. ALLEN)	Director	March 23, 1994
(WILLIAM M. BARNHARDT)	Director	March 23, 1994
(THOMAS M. BELK)	Director	March 23, 1994
(THOMAS E. CAPPS)	Director	March 23, 1994
(R. EUGENE CARTLEDGE)	Director	March 23, 1994
(CHARLES W. COKER)	Director	March 23, 1994
(THOMAS G. COUSINS)	Director	March 23, 1994
(ALAN T. DICKSON)	Director	March 23, 1994
(W. FRANK DOWD, JR.)	Director	March 23, 1994
(A. L. ELLIS)	Director	March 23, 1994
SIGNATURE	TITLE	DATE
(PAUL FULTON)	Director	March 23, 1994
(L. L. GELLERSTEDT, JR.)	Director	March 23, 1994
(TIMOTHY L. GUZZLE)	Director	March 23, 1994
(E. BRONSON INGRAM)	Director	March 23, 1994
(W. W. JOHNSON)	Director	March 23, 1994
(ROBERT E. MCNAIR)	Director	March 23, 1994
(BUCK MICKEL)	Director	March 23, 1994
(JOHN J. MURPHY)	Director	March 23, 1994
(JOHN C. SLANE)	Director	March 23, 1994
(JOHN W. SNOW)	Director	March 23, 1994
(MEREDITH R. SPANGLER)	Director	March 23, 1994
(ROBERT H. SPILMAN)	Director	March 23, 1994
(WILLIAM W. SPRAGUE, JR.)	Director	March 23, 1994
(RONALD TOWNSEND)	Director	March 23, 1994
(MICHAEL WEINTRAUB)	Director	March 23, 1994

</TABLE>

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CORPORATE RESOLUTION
NATIONSBANK CORPORATION
BOARD OF DIRECTORS
RESOLUTION

March 23, 1994

RESOLVED, that the Corporation's Annual Report on Form 10-K for the year ended December 31, 1993 (the "10-K Report"), be, and it hereby is, authorized and approved substantially in the form presented to and considered at this meeting, with such changes in form or content or attachment of exhibits as the signing officers shall approve, their approval to be conclusively evidenced by their signature thereof;

RESOLVED FURTHER, that the proper officers of the Corporation be, and they hereby are, authorized and empowered on behalf of the Corporation to execute the 10-K Report and file it with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended, and with such other governmental agencies or instrumentalities as such officers deem necessary or desirable, and to make, execute and file any amendment or amendments to the 10-K Report, as they may deem necessary or appropriate;

RESOLVED FURTHER, that J. W. Kiser and Charles M. Berger be, and each of them with full power to act without the other hereby is, authorized and empowered to sign the aforesaid 10-K Report and any amendment or amendments thereto on behalf of and as attorneys for NationsBank Corporation and on behalf of and as attorneys for any of the following, to wit: the Principal Executive Officer, the Principal Financial Officer, the Principal Accounting Officer, and any other officer of NationsBank Corporation.

RESOLVED FURTHER, that the officers of NationsBank Corporation be, and they hereby are, authorized and directed to do all things necessary, appropriate or convenient to carry into effect, the foregoing resolutions.

CERTIFICATE OF SECRETARY

I, ROWENA C. FOUSHEE, Assistant Secretary of NationsBank Corporation, a corporation duly organized and existing under the laws of the State of North Carolina, do hereby certify that the foregoing is a true and correct copy of a resolution duly adopted by a majority of the entire Board of Directors of said Corporation at a meeting of said Board of Directors held on March 23, 1994, at which meeting a quorum was present and acted throughout and that said resolution is in full force and effect and has not been amended or rescinded as of the date hereof.

IN WITNESS, WHEREOF, I have hereupon set my hand and affixed the seal of said corporation this 30th day of March, 1994.

(signature of Rowena C. Foushee)
Assistant Secretary