

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

Date of Report (Date of Earliest Event Reported): February 22, 1995

NATIONSBANK CORPORATION

(Exact Name of Registrant as Specified in its Charter)

North Carolina	1-6523	56-0906609
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(State of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

NationsBank Corporate Center, Charlotte, North Carolina	28255
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(Address of Principal Executive Offices)	(Zip Code)

(704) 386-5000

(Registrant's Telephone Number, including Area Code)

ITEM 5. OTHER EVENTS.

On February 22, 1995, NationsBank Mortgage Corporation ("NationsBank Mortgage"), an indirect, wholly-owned subsidiary of NationsBank Corporation, announced that it had reached a definitive agreement with Source One Mortgage Services Corporation ("Source One") for NationsBank Mortgage to purchase a \$10 billion residential mortgage servicing portfolio from Source One. NationsBank Mortgage will pay approximately \$190 million for this Source One portfolio. The transaction, which is subject to certain regulatory conditions and other customary closing conditions, is expected to be completed by March 31, 1995. The press release announcing this transaction is included as Exhibit 99.1 hereto.

On February 23, 1995, NationsBank Mortgage announced that it had reached a definitive agreement with KeyCorp and Key Bank of New York for NationsBank Mortgage to purchase the residential mortgage servicing business of KeyCorp Mortgage Inc. The acquired assets will include primarily KeyCorp Mortgage Inc.'s \$25 billion residential mortgage servicing portfolio, for which NationsBank Mortgage will pay approximately \$350 million, a mortgage servicing operation employing about 500 people and other servicing-related assets, for which NationsBank Mortgage will pay approximately \$150 million. The transaction, which is subject to certain regulatory conditions and other customary closing conditions, is expected to close by March 31, 1995. The press release announcing this acquisition is included as Exhibit 99.2 hereto.

-2-

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

The following exhibits are filed herewith:

Exhibit No. -----	Description of Exhibit -----
99.1	Press Release dated February 22, 1995 with respect to the joint announcement of NationsBanc Mortgage Corporation, and Source One Mortgage Services Corporation that NationsBanc Mortgage will acquire a \$10 billion residential mortgage servicing portfolio from Source One.
99.2	Press Release dated February 23, 1995 with respect to the joint announcement of NationsBanc Mortgage Corporation, and KeyCorp and Key Bank of New York that NationsBanc Mortgage will acquire the residential mortgage servicing business of KeyCorp Mortgage Inc.

-3-

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NATIONSBANK CORPORATION

By: /s/ Charles M. Berger  
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Charles M. Berger  
Associate General Counsel

Dated: March 2, 1995

-4-

EXHIBIT INDEX

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99.2	Press Release dated February 23, 1995 with respect to the joint announcement of NationsBanc Mortgage Corporation and KeyCorp and Key Bank of New York that NationsBanc Mortgage will acquire the residential mortgage servicing business of KeyCorp Mortgage Inc.

FOR IMMEDIATE RELEASE

EXHIBIT 99.1

FEBRUARY 22, 1995 -- NationsBanc Mortgage Corp. and Source One Mortgage Services Corp. today announced they have reached a definitive agreement for NationsBanc Mortgage to purchase \$10 billion of mortgage servicing from the Michigan-based company. Terms of the agreement were not disclosed.

The sale represents 25 percent of Source One's mortgage servicing portfolio.

The transaction is expected to close by the end of March, subject to required approvals.

NationsBanc Mortgage's servicing portfolio increases to about \$50 billion.

The portion of the Source One portfolio that was purchased consists of servicing for about 115,000 loans, with a weighted average interest rate of 7.72 percent. The servicing portfolio represents a mix of Fannie Mae, Freddie Mac and Ginnie Mae loans. The loans principally are in California, Washington, Texas and Florida.

"This is an excellent opportunity to increase our size in the mortgage servicing business," said Andrew D. Woodward, president of NationsBanc Mortgage Corp. "We look forward to serving our new customers."

NationsBanc Mortgage Corp. originates mortgages through 120 retail mortgage lending offices in the mid-Atlantic states, Southeastern states, Texas, California and Arizona. The company purchases loans from correspondents in 36 states and serves customers nationwide through its telemortgage unit. It is a subsidiary of NationsBank Corp., the fourth-largest bank holding company in the nation.

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Contact:

NationsBank	Source One
Mary Alice Rogers	Tim Shepherd
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FOR IMMEDIATE RELEASE

EXHIBIT 99.2

FEBRUARY 23, 1995 -- NationsBanc Mortgage Corp. and KeyCorp today announced they have reached a definitive agreement for NationsBanc Mortgage to purchase the residential mortgage servicing business of KeyCorp Mortgage Inc. The acquisition primarily will include a \$25 billion residential mortgage servicing portfolio, a mortgage servicing operation employing about 500 people and other servicing-related assets.

NationsBanc Mortgage will pay about \$350 million for the servicing portfolio and the servicing operation. It also will pay about \$150 million for servicing-related assets, such as receivables, advances, etc. The transaction is expected to close by the end of March.

On closing, the purchase will boost NationsBanc Mortgage's residential servicing portfolio to about \$75 billion, which should place the company in the top five mortgage servicers in the nation. Earlier this week, NationsBanc Mortgage announced the purchase of a \$10 billion mortgage servicing portfolio from Source One Mortgage.

The KeyCorp servicing portfolio consists of about 390,000 loans, with a weighted average interest rate of 7.95 percent. The portfolio represents a mix of government and conventional residential mortgage loans.

"We're very attracted to mortgage servicing right now, as it provides a good, recurring source of revenue," said Andrew D. Woodward, president of NationsBanc Mortgage Corp. "The addition of this portfolio will place us in the top ranks of mortgage servicers. This acquisition is a core step in our growth agenda for mortgage banking."

"While we continue to actively provide home mortgages through our banking offices across the country, the servicing component of the business was sold for strategic reasons," said Victor J. Riley, Jr., KeyCorp chairman and chief executive officer. "To provide returns comparable to our other businesses, substantial investments would have been required in the servicing component of the business, in which profits are now driven principally by size and scale."

NationsBanc Mortgage Corp. originates mortgages through 120 retail offices in the mid-Atlantic states, Southeastern states, Texas, California and Arizona. The company purchases loans from correspondents in 36 states and serves customers nationwide through its telemortgage unit. It is a subsidiary of NationsBank Corp., the fourth-largest bank holding company in the nation, with

more than \$169 billion in assets.

KeyCorp (NYSE:KEY), headquartered in Cleveland, Ohio, is one of the nation's largest bank holding companies with assets of \$66.8 billion and equity capital of \$4.7 billion at Dec. 31, 1994. The financial services company is comprised of more than 1,300 branch and affiliate offices in 25 states from Maine to Alaska.

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Contact:

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