

As filed with the Securities and Exchange Commission

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported):  
August 29, 1997

NATIONSBANK CORPORATION  
(Exact name of registrant as specified in its charter)

North Carolina  
(State or other jurisdiction of incorporation or organization)

1-6523  
(Commission File Number)

56-0906609  
(IRS Employer Identification No.)

NationsBank Corporate Center  
Charlotte, North Carolina  
(Address of principal executive offices)

28255  
(Zip Code)

(704) 386-5000  
(Registrant's telephone number, including area code)

ITEM 5. OTHER EVENTS.

On August 29, 1997, NationsBank Corporation, a corporation organized and existing under the laws of the State of North Carolina ("NationsBank"), and Barnett Banks, Inc., a corporation organized and existing under the laws of the State of Florida ("Barnett"), and each registered as a bank holding company under the Bank Holding Company Act of 1956, as amended, entered into an agreement and plan of merger (the "Merger Agreement"), pursuant to which Barnett will be merged with NationsBank or a wholly-owned, direct or indirect, subsidiary thereof (the "Merger"). The Board of Directors of both NationsBank and Barnett approved the Merger Agreement and the transactions contemplated thereby at their respective meetings held on August 29, 1997.

In accordance with the terms of the Merger Agreement, each share of Barnett common stock, par value \$2.00 per share ("Barnett Common Stock"), outstanding immediately prior to the effective time of the Merger (the "Effective Time") will be converted into the right to receive 1.1875 shares (the "Exchange Ratio") of NationsBank common stock ("NationsBank Common Stock"). Each holder of Barnett Common Stock who would otherwise be entitled to receive a fractional share of NationsBank Common Stock (after taking into account all of a shareholder's certificates) will receive cash, in lieu thereof, without interest. The Merger Agreement may be terminated by the Board of Directors of Barnett by giving notice to NationsBank if both (i) the average closing price of NationsBank Common Stock for the ten full trading days ending on the date the Federal Reserve Board approves the Merger (the "Average Closing Price") is less than \$50.65, and (ii) the number obtained by dividing the Average Closing Price by \$63.3125 (the closing price of NationsBank Common Stock on August 28, 1997) is less than the number obtained by (a) dividing the average of the closing prices of a specified index of bank stocks during the above-mentioned ten-day period by the closing price of such index on August 28, 1997 and (b) subtracting 0.15. In the event Barnett gives notice of its intent to terminate the Merger Agreement pursuant to the conditions set forth in the preceding sentence, NationsBank may determine, in its sole discretion, to increase the Exchange Ratio to eliminate Barnett's right to terminate the Merger Agreement.

The Merger is intended to constitute a reorganization under Section 368(a) of the Internal Revenue Code of 1986, as amended, and to be accounted for as a pooling of interests.

In addition, the Merger Agreement contemplates that each stock option or other right to purchase shares of Barnett Common Stock under the stock option and

other stock-based compensation plans of Barnett (each a "Barnett Plan"), will be converted into and become a right to purchase shares of

NationsBank Common Stock in accordance with the terms of the Barnett Plan and Barnett option or right agreement by which it is evidenced, except that from and after the Effective Time (i) the number of shares of NationsBank Common Stock subject to each Barnett option or right shall be equal to the number of shares of Barnett Common Stock subject to such option or right immediately prior to the Effective Time multiplied by the Exchange Ratio, and (ii) the exercise price per share of NationsBank Common Stock purchasable thereunder shall be that specified in the Barnett option or right divided by the Exchange Ratio.

Consummation of the Merger is subject to various conditions, including: (i) receipt of the requisite approval by the shareholders of each of NationsBank and Barnett of appropriate matters relating to the Merger Agreement and the Merger; (ii) receipt of requisite regulatory approvals from the Board of Governors of the Federal Reserve System and other federal and state regulatory authorities; (iii) receipt of opinions as to the tax and accounting treatment of certain aspects of the Merger; (iv) listing, subject to notice of issuance, of the NationsBank Common Stock to be issued in the Merger; and (v) satisfaction of certain other conditions.

The Merger Agreement and the Merger will be submitted for approval at meetings of the shareholders of each of Barnett and NationsBank. Prior to such meetings, NationsBank will file a registration statement with the Securities and Exchange Commission registering under the Securities Act of 1933, as amended, the NationsBank stock to be issued in the Merger. Such shares of NationsBank stock will be offered to the Barnett shareholders pursuant to a prospectus that will also serve as a joint proxy statement for the shareholders' meetings.

Following consummation of the Merger and the retirement of Andrew B. Craig III as Chairman of NationsBank at the 1998 NationsBank Annual Meeting of Shareholders, Charles E. Rice, Chairman and Chief Executive Officer of Barnett, will become Chairman of NationsBank. Hugh L. McColl, Jr., will remain Chief Executive Officer of NationsBank. In addition, five current members of the Board of Directors of Barnett, including Mr. Rice, will be added to the Board of Directors of NationsBank.

In connection with the Merger Agreement, NationsBank and Barnett entered into the following Stock Option Agreements: (i) a stock option agreement dated August 29, 1997 (the "Barnett Stock Option Agreement"), pursuant to which Barnett granted to NationsBank an option to purchase, under certain circumstances, up to 39,379,343 shares of Barnett Common Stock at a price, subject to certain adjustments, of \$54.8125 per share (the "Barnett Option"); and (ii) a stock option agreement dated August 29, 1997 (the "NationsBank Stock Option Agreement"), pursuant to which NationsBank granted

to Barnett an option to purchase, under certain circumstances, up to 70,654,895 shares of NationsBank Common Stock at a price subject to certain adjustments, of \$63.3125 per share (the "NationsBank Option") (collectively, the "Option Agreements" and the "Options"). The Barnett Option, if exercised, would give the holder thereof the right to acquire, before giving effect to the exercise of the Barnett Option, 19.9% of the total number of shares of Barnett Common Stock outstanding. The NationsBank Option, if exercised, would give the holder thereof the right to acquire, before giving effect to the exercise of the NationsBank Option, 10.0% of the total number of shares of NationsBank Common Stock outstanding. The Option Agreements were granted by the respective parties as conditions and inducements to each others' willingness to enter into the Merger Agreement. Under certain circumstances, the respective issuers of the Options may be required to repurchase the Options or the shares acquired pursuant to the exercise thereof.

#### ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

##### (a) Financial Statements of Business to be Acquired.

The following consolidated financial statements of Barnett are incorporated herein by reference to Exhibit 99.2 filed herewith:

1. Consolidated Statements of Financial Condition as of December 31, 1996 and 1995.
2. Consolidated Statements of Income for the years ended December 31, 1996, 1995 and 1994.
3. Consolidated Statements of Changes in Shareholders' Equity for the years ended December 31, 1996, 1995 and 1994.

4. Consolidated Statements of Cash Flows for the years ended December 31, 1996, 1995 and 1994.
5. Notes to the Consolidated Financial Statements. The Other Events in Item 5 of this Form 8-K should be read in connection with these financial statements.

The report of Arthur Andersen LLP, independent accountants, on the consolidated financial statements of Barnett as of December 31, 1996 and 1995 and for the three years then ended is filed herewith as part of Exhibit 99.2 and the related consent is filed herewith as Exhibit 99.3. Both the opinion and consent are incorporated herein by reference.

Certain unaudited financial information regarding Barnett, including consolidated statements of financial condition as of June 30, 1997, and consolidated statements of income, consolidated statements of changes in shareholders' equity and consolidated statements of cash flows for the six months ended June 30, 1997 and June 30, 1996, is incorporated herein by reference to Exhibit 99.4 filed herewith.

(b) Pro Forma Financial Information

Unaudited Pro Forma Condensed Financial Information showing the impact on the historical financial position and results of operations of NationsBank of the proposed combination with Barnett will be filed by amendment within 60 days of the date hereof.

(c) Exhibits.

The following exhibits are filed herewith:

EXHIBIT NO.	DESCRIPTION OF EXHIBIT
99.1	Text of joint press release, dated August 29, 1997, issued by NationsBank Corporation and Barnett Banks, Inc.
99.2	Consolidated Financial Statements of Barnett Banks, Inc. and Report of Arthur Andersen LLP.
99.3	Consent of Arthur Andersen LLP.
99.4	Unaudited Financial Information regarding Barnett Banks, Inc. as of June 30, 1997, and for the six months ended June 30, 1997 and June 30, 1996.

SIGNATURES

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

NATIONSBANK CORPORATION

By: /s/ MARC D. OKEN  
Marc D. Oken  
Executive Vice President and  
Chief Accounting Officer

Dated: September 12, 1997

EXHIBIT INDEX

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as of June 30, 1997, and for the six months ended June 30,  
1997 and June 30, 1996.

STATEMENTS OF FINANCIAL CONDITION  
Consolidated--Barnett Banks, Inc. and Subsidiaries  
<TABLE>  
<CAPTION>

Dollars in Thousands	June 30 (Unaudited)		December 31 (Audited)
	1997	1996	1996
<S>	<C>	<C>	<C>
<b>Assets</b>			
Cash and due from banks.....	\$ 2,388,144	\$ 2,109,441	\$ 2,781,146
Federal funds sold and securities purchased under agreements to resell.....	4,800	1,054,475	2,500
Investment securities available for sale.....	4,579,544	5,024,079	5,031,123
Investment securities held to maturity (fair value \$122,552, \$184,187 and \$139,999).....	113,555	173,083	129,595
Loans.....	31,022,124	30,484,664	30,297,954
Less: Allowance for loan losses.....	(481,965)	(506,892)	(476,709)
Unearned income.....	(98,482)	(29,399)	(45,430)
Net loans.....	30,441,677	29,948,373	29,775,815
Assets under operating leases.....	1,789,064	--	--
Premises and equipment.....	1,185,205	1,076,949	1,135,644
Intangible assets.....	1,105,915	616,017	592,142
Other assets.....	2,397,167	1,672,037	1,783,410
Total assets.....	\$ 44,005,071	\$ 41,674,454	\$ 41,231,375
<b>Liabilities</b>			
Demand deposits.....	\$ 6,453,827	\$ 5,673,099	\$ 6,528,006
NOW and money market accounts.....	11,880,355	11,715,564	12,163,289
Savings deposits.....	2,850,778	3,149,093	2,938,243
Certificates of deposit under \$100,000.....	9,555,051	9,729,532	9,708,311
Other time deposits	2,645,014	4,077,923	2,482,409
Total deposits.....	33,385,025	34,345,211	33,820,258
Short-term borrowings:			
Federal funds purchased and securities sold under agreements to repurchase.....	2,973,449	957,787	1,265,837
Commercial paper.....	264,558	870,783	42,297
Other short-term borrowings.....	1,313	110,127	1,233
Other liabilities.....	1,161,308	869,154	1,004,890
Long-term debt.....	1,933,627	1,227,716	1,226,529
Total liabilities.....	39,719,280	38,380,778	37,361,044
<b>Minority Interest</b>			
Company obligated mandatorily redeemable securities of trusts holding solely parent debentures.....	750,000	--	500,000
<b>Shareholders' Equity</b>			
Preferred stock, \$.10 par value: 20,000,000 shares authorized; 8,489, 10,669 and 8,489 shares outstanding.....	212	267	212
Common stock, \$2 par value: 400,000,000 shares authorized; 190,668,090, 192,830,212 and 189,668,922 shares outstanding.....	397,336	385,660	395,338
Contributed capital.....	518,343	343,227	220,041
Net unrealized gain (loss) on investment securities available for sale and certain other financial assets.....	(721)	(2,358)	8,187
Retained earnings.....	2,677,885	2,634,837	2,808,749
Less: Employee stock ownership plan obligation, collateralized by 3,547,064, 4,209,410 and 3,852,556 shares.....	(57,264)	(67,957)	(62,196)
Total shareholders' equity.....	3,535,791	3,293,676	3,370,331
Total liabilities, minority interest and shareholders' equity.....	\$ 44,005,071	\$ 41,674,454	\$ 41,231,375

The accompanying Notes to Financial Statements are an integral part of these financial statements.

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 For the Periods Ended June 30--Dollars in Thousands (Unaudited)  
 1996

	1997	1996	1997	
Interest Income				
Loans.....	\$ 685,188	\$ 664,872	\$ 1,342,675	\$
1,333,429				
Investment securities.....	78,679	83,180	159,514	
162,611				
Federal funds sold and securities purchased under agreements to resell.....	4,257	9,175	11,956	
17,465				
Total interest income.....	768,124	757,227	1,514,145	
1,513,505				
Interest Expense				
Deposits.....	231,238	227,609	457,134	
462,559				
Federal funds purchased and securities sold under agreements to repurchase.....	37,261	14,990	60,221	
28,347				
Other short-term borrowings.....	6,467	14,081	10,692	
28,157				
Long term debt.....	37,396	24,718	59,833	
48,189				
Total interest expense.....	312,362	281,398	587,880	
567,252				
Net interest income.....	455,762	475,829	926,265	
946,253				
Provision for loan losses.....	36,170	39,444	67,945	
81,042				
Net interest income after provision for loan losses.....	419,592	436,385	858,320	
865,211				
Non-Interest Income				
Service charges on deposit accounts.....	63,674	58,023	126,043	
115,933				
Consumer finance income.....	48,563	24,342	90,206	
55,789				
Net rental income.....	45,496	--	45,496	
--				
Trust income.....	20,339	20,586	41,364	
41,776				
Credit card discounts and fees.....	9,200	13,137	17,783	
24,672				
Mortgage banking income.....	11,700	18,772	27,952	
40,135				
Brokerage income.....	13,427	11,796	25,098	
23,015				
Other service charges and fees.....	42,862	35,941	80,483	
65,714				
Securities transactions.....	56	340	56	
19,302				
Other income.....	15,303	11,259	31,817	
23,419				
Total non-interest income.....	270,620	194,196	486,298	
409,755				
Non-Interest Expense				
Salaries and employee benefits.....	222,823	207,437	440,449	
418,687				
Net occupancy expense.....	38,186	33,933	71,232	
67,353				
Furniture and equipment expense.....	40,718	37,805	80,379	
75,134				
Other expense.....	131,227	121,529	256,747	
247,123				
Total non-interest expense.....	432,954	400,704	848,807	
808,297				

Net non-interest expense.....	162,334	206,508	362,509	
398,542				
-----				
Earnings				
Income before income taxes and minority interest.....	257,258	229,877	495,811	
466,669				
Income tax provision.....	91,922	90,346	176,514	
178,939				
Minority interest expense, net of income taxes.....	8,308	--	16,619	
-----				
Net income.....	\$ 157,028	\$ 139,531	\$ 302,678	\$
287,730				
-----				
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Earnings Per Common Share				
Restated for 2-for-1 stock split in September 1996				
Primary: Earnings per share.....	\$ .80	\$ .71	\$1.59	
\$1.47				
Average number of shares.....	196,062,719	196,187,050	190,797,93	
194,120,142				
Dividends on preferred stock.....	--	\$1	--	
\$2,168				
Fully Diluted: Earnings per share.....	\$ .80	\$ .71	\$1.58	
\$1.45				
Average number of shares.....	196,546,702	196,439,044	191,536,447	
197,951,134				
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</TABLE>

The accompanying Notes to Financial Statements are an integral part of these financial statements.

Barnett  
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STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY  
Consolidated--Barnett Banks, Inc. and Subsidiaries  
<TABLE>  
<CAPTION>

Dollars in Thousands (Unaudited)	Preferred Stock	Common Stock	Contri- buted Capital	Net Unrealized Gain (Loss)	Retained Earnings	ESOP Obligation
Total						
-----						
<S>	<C>	<C>	<C>	<C>	<C>	<C>
For the Period						
Balance at January 1, 1996 .....	\$ 97,753	\$ 379,461	\$ 385,734	\$ 38,242	\$2,445,810	\$ (74,814)
3,272,186						
Net income .....					287,730	
287,730						
Change in net unrealized gain (loss) on investment securities available for sale .....				(40,600)		
(40,600)						
Cash dividends declared:						
Common (\$.51 per share) .....					(96,523)	
(96,523)						
Preferred .....					(2,180)	
(2,180)						
Issuances of common stock:						
Stock purchase, option and employee benefit plans .....		2,966	38,924			6,857
48,747						
Preferred stock conversions .....	(97,486)	14,636	82,287			
(563)						
Repurchases of common stock .....		(11,403)	(163,718)			
(175,121)						
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-----						

Balance at June 30, 1996 .....	\$	267	\$ 385,660	\$ 343,227	\$ (2,358)	\$2,634,837	\$ (67,957)	\$
3,293,676								
-----								
For the Period								
Balance at January 1, 1997 .....	\$	212	\$ 395,338	\$ 220,041	\$ 8,187	\$2,808,749	\$ (62,196)	\$
3,370,331								
Net income .....						302,678		
302,678								
Change in net unrealized gain (loss) on investment securities available for sale and certain other financial assets .....					(8,908)			
(8,908)								
Cash dividends declared:								
Common (\$.58 per share) .....						(107,076)		
(107,076)								
Preferred .....						(11)		
(11)								
Issuances of common stock:								
Stock purchase, option and employee benefit plans .....			3,419	30,529			4,932	
38,880								
Acquisition of Oxford Resources Corp. 577,802			27,262	550,540				
Repurchases of common stock .....			(28,683)	(282,767)		(326,455)		
(637,905)								
-----								
Balance at June 30, 1997 .....	\$	212	\$ 397,336	\$ 518,343	\$ (721)	\$2,677,885	\$ (57,264)	\$
3,535,791								
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</TABLE>

The accompanying Notes to Financial Statements are an integral part of these financial statements.

Barnett  
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STATEMENTS OF CASH FLOWS  
Consolidated--Barnett Banks, Inc. and Subsidiaries  
<TABLE>  
<CAPTION>

For the Periods Ended June 30--	1997	1996
Dollars in Thousands (Unaudited)		
<S>	<C>	<C>
Cash Flows from Operating Activities		
Net income .....	\$ 302,678	\$ 287,730
Reconcilement of net income to net cash provided by operating activities:		
Provision for loan losses .....	67,945	81,042
Gains from securities transactions .....	(56)	(19,302)
Gain on securitization and sale of loans .....	(81,022)	(47,934)
Depreciation on assets under operating leases .....	41,011	--
Depreciation and amortization, excluding depreciation on assets under operating leases .....	136,196	130,433
Employee benefits funded by equity .....	13,830	12,216
Deferred income tax provision (benefit) .....	26,861	(4,562)
Decrease (increase) in interest receivable .....	(9,304)	16,776
Increase (decrease) in interest payable .....	3,430	(10,592)
Increase in other assets .....	(516,200)	(296,494)
Increase in other liabilities .....	87,930	276,567
Originations of loans held for sale .....	(2,735,567)	(3,030,481)
Proceeds from sales of loans held for sale .....	2,783,796	2,879,074
Other .....	(28,002)	(11,799)
Net cash provided by operating activities .....	93,526	262,674
Cash Flows from Investing Activities		
Purchases of investment securities available for sale .....	(687,294)	(2,191,971)



Proceeds from sales of investment securities available for sale . . . . .	1,720	379,665
Proceeds from maturities of investment securities available for sale . . . . .	1,140,706	1,926,142
Purchases of investment securities held to maturity. . . . .	--	(2,932)
Proceeds from maturities of investment securities held to maturity . . . . .	16,285	31,074
Net decrease (increase) in loans . . . . .	(609,179)	17,539
Purchases of vehicles under operating leases . . . . .	(300,429)	--
Proceeds from sales of vehicles under operating leases . . . . .	120,862	--
Proceeds from sales of premises and equipment. . . . .	16,828	15,179
Purchases of premises and equipment. . . . .	(118,508)	(73,916)
Receipts related to dispositions and acquisitions, net of cash acquired . . . . .	--	378,249
-----		
Net cash provided by (used for) investing activities . . . . .	(419,009)	479,029
-----		
Cash Flows from Financing Activities		
Net decrease in demand, NOW, savings and money market accounts . . . . .	(444,578)	(1,534,036)
Net increase in certificates of deposit and other time deposits . . . . .	9,345	1,528,310
Net increase (decrease) in short-term borrowings . . . . .	1,917,800	(140,252)
Principal repayments of long-term debt . . . . .	(1,077,844)	(213,098)
Proceeds from issuance of long-term debt . . . . .	--	250,000
Proceeds from issuance of company obligated mandatorily redeemable securities of trusts holding solely parent debentures . . . . .	250,000	--
Issuances of common stock. . . . .	25,050	35,968
Repurchases of common stock. . . . .	(637,905)	(175,121)
Cash dividends . . . . .	(107,087)	(98,703)
-----		
Net cash used for financing activities . . . . .	(65,219)	(346,932)
-----		
Net increase (decrease) in cash and cash equivalents	(390,702)	394,771
Cash and cash equivalents, January 1 . . . . .	2,783,646	2,769,145
-----		
Cash and cash equivalents, June 30 . . . . .	\$2,392,944	\$3,163,916
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</TABLE>

For the periods ended June 30, 1997 and 1996, income tax payments of \$69 million and \$198 million were paid and interest of \$584 million and \$578 million was paid, respectively. Cash and cash equivalents includes cash and due from banks, interest-bearing deposits in other banks, securities purchased under agreements to resell and federal funds sold.

For each of the periods ended June 30, 1997 and 1996, \$32 million and \$24 million of loans, respectively, were transferred to real estate held for sale.

During the period ended June 30, 1997, the company acquired \$2.4 billion of non-cash assets and \$1.9 billion of liabilities. During the period ended June 30, 1996, the company disposed of \$559 million of non-cash assets and \$55 million of liabilities.

The accompanying Notes to Financial Statements are an integral part of these financial statements.

Barnett  
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#### NOTES TO FINANCIAL STATEMENTS

In September 1996, Barnett completed a 2-for-1 stock split. All historical data in this report has been restated to reflect the split.

##### A. General

The accounting and reporting policies of Barnett Banks, Inc. and its subsidiaries conform to generally accepted accounting principles and to predominant practices within the banking industry. Except as noted below, the company has not changed its accounting and reporting policies from those disclosed in its 1996 Annual Report on Form 10-K.

On January 1, 1997, the company adopted Statement of Financial Accounting Standards (SFAS) No. 125, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities." This Statement establishes new ground rules for determining whether a transfer of financial assets constitutes a sale and, if so, the determination of any resulting gain or loss. This statement requires that an enterprise recognize only assets it controls and liabilities it has incurred, to remove assets only when control has been surrendered and to remove liabilities only when they have been extinguished. The adoption of SFAS No. 125 did not have a material impact on the financial position or results of operations of the company.

The results of operations for the three and six-month periods ended June 30, 1997 may not be indicative of operating results for the year ending December 31, 1997. Certain prior year and prior quarter amounts have been reclassified to conform to current classifications.

On April 1, 1997, the company acquired all of the outstanding common stock of Oxford Resources Corp., the nation's largest independent automobile leasing company for 13.6 million shares of company common stock. The acquisition was accounted for as a purchase transaction, and, accordingly, the results of operations of Oxford are included from the date of purchase. The primary asset of Oxford was automobiles under operating leases of \$1.6 billion. The company enters into or purchases leases on new and used automobiles from automobile dealers. All of the leases which are entered into are accounted for as operating leases. At the inception of the lease, no revenue is recognized and the leased vehicle, together with the initial direct costs of originating the lease, which are capitalized, appear on the statements of financial condition as "Assets Under Operating Leases." The capitalized cost of each vehicle is depreciated over the lease term on a straight line basis down to the company's original estimate of the projected value of the vehicle at the end of the scheduled lease term. Income from Oxford's automobile leasing program is included in the statements of income as net rental income and is presented net of related depreciation. The purchase price in excess of the fair value of net assets acquired was \$515 million and may change as certain estimates are finalized.

In the opinion of the company's management, all adjustments necessary to fairly present the financial position as of June 30, 1997 and 1996, and the results of operations and cash flows for the periods then ended, all of which are of a normal and recurring nature, have been included.

#### B. Loans

June 30--Dollars in Thousands	1997	1996
Net of Unearned Income		
Commercial, financial and agricultural.....	\$ 5,533,593	\$ 4,902,115
Real estate construction.....	813,043	818,364
Commercial mortgages.....	1,706,892	2,049,812
Residential mortgages.....	9,606,952	10,095,321
Installment.....	11,204,123	10,045,435
Bank card.....	1,202,098	1,785,464
Credit lines.....	856,941	758,754
Total.....	\$ 30,923,642	\$ 30,455,265

#### C. Allowance for Loan Losses

For the Six Months Ended June 30-- Dollars in Thousands	1997	1996
Beginning balance.....	\$476,709	\$ 505,148
Recoveries.....	16,146	23,935
Provision expense.....	67,945	81,042
Loans charged off.....	(83,969)	(104,784)
Other, net.....	5,134	1,551
Ending Balance.....	\$481,965	\$ 506,892

#### D. Long-Term Debt

June 30--Dollars in Thousands	1997	1996
Parent Company:		
7.75% Sinking Fund Debentures, due 1997.....	--	\$ 9,500
Less: Face value of debentures repurchased and held for future retirements.....	--	(72)
Total outstanding.....	--	9,428
Medium-term notes, due in varying maturities through 2003, with interest from a floating 5.87% to a fixed 9.83%....	\$ 251,500	401,500
8.50% Subordinated Capital Notes, due 1999...	200,000	200,000
9.875% Subordinated Capital Notes, due 2001..	100,000	100,000
10.875% Subordinated Capital Notes, due 2003.	55,000	55,000
6.90% Subordinated Capital Notes, due 2005...	150,000	150,000
8.50% Subordinated Capital Notes, due 2007...	100,000	100,000
Senior Notes, with interest from a floating 5.85%, due 1998.....	200,000	200,000
Subsidiaries:		
Notes payable to finance the purchase of leased vehicles, fixed interest rates ranging from 6.11% to 9.05%.....	364,673	--
Capitalized lease obligations.....	512,454	11,788
Total.....	\$ 1,933,627	\$ 1,227,716

Notes payable to finance the purchase of leased vehicles are due in installments equal to the lease rentals receivable by the company from the lease. The final payments on these borrowings are equal to the residual value of the vehicle at lease termination.

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E. Earnings Per Common Share

The weighted-average number of shares used in the computation of earnings per share are as follows:

<TABLE>  
<CAPTION>

For the Periods Ended June 30-- Dollars in Thousands	Three Months		Six Months	
	1997	1996	1997	1996
<S>	<C>	<C>	<C>	<C>
<b>Primary Shares</b>				
Average common shares outstanding.....	190,801,184	193,206,438	185,922,564	191,140,266
Common shares assumed outstanding to reflect dilutive effect of:				
Convertible preferred stock.....	44,122	55,552	44,122	56,224
Common stock options.....	5,217,413	2,925,060	4,831,249	2,923,652
<b>Total.....</b>	<b>196,062,719</b>	<b>196,187,050</b>	<b>190,797,935</b>	<b>194,120,142</b>
Adjustments for preferred dividends.....	--	\$1	--	\$2,168

For the Periods Ended June 30--	Three Months		Six Months	
	1997	1996	1997	1996
<b>Fully Diluted Shares</b>				
Average common shares outstanding.....	190,801,184	193,206,438	185,922,564	191,140,266
Common shares assumed outstanding to reflect dilutive effect of:				
Convertible preferred stock.....	44,122	307,546	44,122	3,887,216
Common stock options.....	5,701,396	2,925,060	5,569,761	2,923,652
<b>Total.....</b>	<b>196,546,702</b>	<b>196,439,044</b>	<b>191,536,447</b>	<b>197,951,134</b>

</TABLE>

In February 1997, the Financial Accounting Standards Board issued SFAS No. 128, "Earnings Per Share" which, when adopted, will replace the current methodology for calculating and presenting earnings per share. Under SFAS No. 128, primary and fully diluted earnings per share will be replaced with the presentation of basic and diluted earnings per share. Basic earnings per share excludes dilution and is computed by dividing income available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted earnings per share is computed similarly to fully diluted earnings per share. The Statement will be effective for the company's December 31, 1997 consolidated financial statements.

Barnett  
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STATEMENTS OF FINANCIAL CONDITION  
Consolidated--Barnett Banks, Inc. and Subsidiaries  
<TABLE>  
<CAPTION>

Dollars in Thousands	June 30 (Unaudited)		December 31 (Audited)
	1997	1996	1996
<S>	<C>	<C>	<C>
<b>Assets</b>			
Cash and due from banks.....	\$ 2,388,144	\$ 2,109,441	\$ 2,781,146
Federal funds sold and securities purchased under agreements to resell.....	4,800	1,054,475	2,500
Investment securities available for sale.....	4,579,544	5,024,079	5,031,123
Investment securities held to maturity (fair value \$122,552, \$184,187 and \$139,999).....	113,555	173,083	129,595
Loans.....	31,022,124	30,484,664	30,297,954
Less: Allowance for loan losses.....	(481,965)	(506,892)	(476,709)
Unearned income.....	(98,482)	(29,399)	(45,430)
Net loans.....	30,441,677	29,948,373	29,775,815
Assets under operating leases.....	1,789,064	--	--
Premises and equipment.....	1,185,205	1,076,949	1,135,644
Intangible assets.....	1,105,915	616,017	592,142
Other assets.....	2,397,167	1,672,037	1,783,410
Total assets.....	\$ 44,005,071	\$ 41,674,454	\$ 41,231,375
<b>Liabilities</b>			
Demand deposits.....	\$ 6,453,827	\$ 5,673,099	\$ 6,528,006
NOW and money market accounts.....	11,880,355	11,715,564	12,163,289
Savings deposits.....	2,850,778	3,149,093	2,938,243
Certificates of deposit under \$100,000.....	9,555,051	9,729,532	9,708,311
Other time deposits	2,645,014	4,077,923	2,482,409
Total deposits.....	33,385,025	34,345,211	33,820,258
Short-term borrowings:			
Federal funds purchased and securities sold under agreements to repurchase.....	2,973,449	957,787	1,265,837
Commercial paper.....	264,558	870,783	42,297
Other short-term borrowings.....	1,313	110,127	1,233
Other liabilities.....	1,161,308	869,154	1,004,890
Long-term debt.....	1,933,627	1,227,716	1,226,529
Total liabilities.....	39,719,280	38,380,778	37,361,044
<b>Minority Interest</b>			
Company obligated mandatorily redeemable securities of trusts holding solely parent debentures.....	750,000	--	500,000
<b>Shareholders' Equity</b>			
Preferred stock, \$.10 par value: 20,000,000 shares authorized; 8,489, 10,669 and 8,489 shares outstanding.....	212	267	212
Common stock, \$2 par value: 400,000,000 shares authorized; 190,668,090, 192,830,212 and 189,668,922 shares outstanding.....	397,336	385,660	395,338
Contributed capital.....	518,343	343,227	220,041
Net unrealized gain (loss) on investment securities available for sale and certain other financial assets.....	(721)	(2,358)	8,187
Retained earnings.....	2,677,885	2,634,837	2,808,749
Less: Employee stock ownership plan obligation, collateralized by 3,547,064, 4,209,410 and 3,852,556 shares.....	(57,264)	(67,957)	(62,196)
Total shareholders' equity.....	3,535,791	3,293,676	3,370,331
Total liabilities, minority interest and shareholders' equity.....	\$ 44,005,071	\$ 41,674,454	\$ 41,231,375

The accompanying Notes to Financial Statements are an integral part of these financial statements.

-----  
 For the Periods Ended June 30--Dollars in Thousands (Unaudited)  
 1996

	1997	1996	1997	
Interest Income				
Loans.....	\$ 685,188	\$ 664,872	\$ 1,342,675	\$
1,333,429				
Investment securities.....	78,679	83,180	159,514	
162,611				
Federal funds sold and securities purchased under agreements to resell.....	4,257	9,175	11,956	
17,465				
Total interest income.....	768,124	757,227	1,514,145	
1,513,505				
Interest Expense				
Deposits.....	231,238	227,609	457,134	
462,559				
Federal funds purchased and securities sold under agreements to repurchase.....	37,261	14,990	60,221	
28,347				
Other short-term borrowings.....	6,467	14,081	10,692	
28,157				
Long term debt.....	37,396	24,718	59,833	
48,189				
Total interest expense.....	312,362	281,398	587,880	
567,252				
Net interest income.....	455,762	475,829	926,265	
946,253				
Provision for loan losses.....	36,170	39,444	67,945	
81,042				
Net interest income after provision for loan losses.....	419,592	436,385	858,320	
865,211				
Non-Interest Income				
Service charges on deposit accounts.....	63,674	58,023	126,043	
115,933				
Consumer finance income.....	48,563	24,342	90,206	
55,789				
Net rental income.....	45,496	--	45,496	
--				
Trust income.....	20,339	20,586	41,364	
41,776				
Credit card discounts and fees.....	9,200	13,137	17,783	
24,672				
Mortgage banking income.....	11,700	18,772	27,952	
40,135				
Brokerage income.....	13,427	11,796	25,098	
23,015				
Other service charges and fees.....	42,862	35,941	80,483	
65,714				
Securities transactions.....	56	340	56	
19,302				
Other income.....	15,303	11,259	31,817	
23,419				
Total non-interest income.....	270,620	194,196	486,298	
409,755				
Non-Interest Expense				
Salaries and employee benefits.....	222,823	207,437	440,449	
418,687				
Net occupancy expense.....	38,186	33,933	71,232	
67,353				
Furniture and equipment expense.....	40,718	37,805	80,379	
75,134				
Other expense.....	131,227	121,529	256,747	
247,123				
Total non-interest expense.....	432,954	400,704	848,807	
808,297				

Net non-interest expense.....	162,334	206,508	362,509	
398,542				
-----				
Earnings				
Income before income taxes and minority interest.....	257,258	229,877	495,811	
466,669				
Income tax provision.....	91,922	90,346	176,514	
178,939				
Minority interest expense, net of income taxes.....	8,308	--	16,619	
-----				
Net income.....	\$ 157,028	\$ 139,531	\$ 302,678	\$
287,730				
-----				
-----				
Earnings Per Common Share				
Restated for 2-for-1 stock split in September 1996				
Primary: Earnings per share.....	\$ .80	\$ .71	\$1.59	
\$1.47				
Average number of shares.....	196,062,719	196,187,050	190,797,93	
194,120,142				
Dividends on preferred stock.....	--	\$1	--	
\$2,168				
Fully Diluted: Earnings per share.....	\$ .80	\$ .71	\$1.58	
\$1.45				
Average number of shares.....	196,546,702	196,439,044	191,536,447	
197,951,134				
-----				
-----				

</TABLE>

The accompanying Notes to Financial Statements are an integral part of these financial statements.

Barnett  
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STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY  
Consolidated--Barnett Banks, Inc. and Subsidiaries  
<TABLE>  
<CAPTION>

Dollars in Thousands (Unaudited)	Preferred Stock	Common Stock	Contri- buted Capital	Net Unrealized Gain (Loss)	Retained Earnings	ESOP Obligation
Total						
-----						
<S>	<C>	<C>	<C>	<C>	<C>	<C>
For the Period						
Balance at January 1, 1996 .....	\$ 97,753	\$ 379,461	\$ 385,734	\$ 38,242	\$2,445,810	\$ (74,814)
3,272,186						
Net income .....					287,730	
287,730						
Change in net unrealized gain (loss) on investment securities available for sale .....				(40,600)		
(40,600)						
Cash dividends declared:						
Common (\$.51 per share) .....					(96,523)	
(96,523)						
Preferred .....					(2,180)	
(2,180)						
Issuances of common stock:						
Stock purchase, option and employee benefit plans .....		2,966	38,924			6,857
48,747						
Preferred stock conversions .....	(97,486)	14,636	82,287			
(563)						
Repurchases of common stock .....		(11,403)	(163,718)			
(175,121)						
-----						
-----						

Balance at June 30, 1996 .....	\$	267	\$ 385,660	\$ 343,227	\$ (2,358)	\$2,634,837	\$ (67,957)	\$
3,293,676								
-----								
For the Period								
Balance at January 1, 1997 .....	\$	212	\$ 395,338	\$ 220,041	\$ 8,187	\$2,808,749	\$ (62,196)	\$
3,370,331								
Net income .....						302,678		
302,678								
Change in net unrealized gain (loss) on investment securities available for sale and certain other financial assets .....					(8,908)			
(8,908)								
Cash dividends declared:								
Common (\$.58 per share) .....						(107,076)		
(107,076)								
Preferred .....						(11)		
(11)								
Issuances of common stock:								
Stock purchase, option and employee benefit plans .....			3,419	30,529			4,932	
38,880								
Acquisition of Oxford Resources Corp. 577,802			27,262	550,540				
Repurchases of common stock .....			(28,683)	(282,767)		(326,455)		
(637,905)								
-----								
Balance at June 30, 1997 .....	\$	212	\$ 397,336	\$ 518,343	\$ (721)	\$2,677,885	\$ (57,264)	\$
3,535,791								
-----								

</TABLE>

The accompanying Notes to Financial Statements are an integral part of these financial statements.

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STATEMENTS OF CASH FLOWS  
Consolidated--Barnett Banks, Inc. and Subsidiaries  
<TABLE>  
<CAPTION>

For the Periods Ended June 30--	1997	1996
Dollars in Thousands (Unaudited)		
<S>	<C>	<C>
<b>Cash Flows from Operating Activities</b>		
Net income .....	\$ 302,678	\$ 287,730
Reconcilement of net income to net cash provided by operating activities:		
Provision for loan losses .....	67,945	81,042
Gains from securities transactions .....	(56)	(19,302)
Gain on securitization and sale of loans .....	(81,022)	(47,934)
Depreciation on assets under operating leases .....	41,011	--
Depreciation and amortization, excluding depreciation on assets under operating leases .....	136,196	130,433
Employee benefits funded by equity .....	13,830	12,216
Deferred income tax provision (benefit) .....	26,861	(4,562)
Decrease (increase) in interest receivable .....	(9,304)	16,776
Increase (decrease) in interest payable .....	3,430	(10,592)
Increase in other assets .....	(516,200)	(296,494)
Increase in other liabilities .....	87,930	276,567
Originations of loans held for sale .....	(2,735,567)	(3,030,481)
Proceeds from sales of loans held for sale .....	2,783,796	2,879,074
Other .....	(28,002)	(11,799)
Net cash provided by operating activities .....	93,526	262,674
<b>Cash Flows from Investing Activities</b>		
Purchases of investment securities available for sale .....	(687,294)	(2,191,971)

Proceeds from sales of investment securities		
available for sale . . . . .	1,720	379,665
Proceeds from maturities of investment securities		
available for sale . . . . .	1,140,706	1,926,142
Purchases of investment securities held to maturity. . . . .	--	(2,932)
Proceeds from maturities of investment securities		
held to maturity . . . . .	16,285	31,074
Net decrease (increase) in loans . . . . .	(609,179)	17,539
Purchases of vehicles under operating leases . . . . .	(300,429)	--
Proceeds from sales of vehicles under operating leases	120,862	--
Proceeds from sales of premises and equipment. . . . .	16,828	15,179
Purchases of premises and equipment. . . . .	(118,508)	(73,916)
Receipts related to dispositions and		
acquisitions, net of cash acquired . . . . .	--	378,249
-----		
Net cash provided by (used for) investing		
activities . . . . .	(419,009)	479,029
-----		
Cash Flows from Financing Activities		
Net decrease in demand, NOW, savings and		
money market accounts . . . . .	(444,578)	(1,534,036)
Net increase in certificates of deposit and		
other time deposits . . . . .	9,345	1,528,310
Net increase (decrease) in short-term borrowings . . . . .	1,917,800	(140,252)
Principal repayments of long-term debt . . . . .	(1,077,844)	(213,098)
Proceeds from issuance of long-term debt . . . . .	--	250,000
Proceeds from issuance of company obligated		
mandatorily redeemable securities of trusts		
holding solely parent debentures . . . . .	250,000	--
Issuances of common stock. . . . .	25,050	35,968
Repurchases of common stock. . . . .	(637,905)	(175,121)
Cash dividends . . . . .	(107,087)	(98,703)
-----		
Net cash used for financing activities . . . . .	(65,219)	(346,932)
-----		
Net increase (decrease) in cash and cash equivalents	(390,702)	394,771
Cash and cash equivalents, January 1 . . . . .	2,783,646	2,769,145
-----		
Cash and cash equivalents, June 30 . . . . .	\$2,392,944	\$3,163,916
-----		

</TABLE>

For the periods ended June 30, 1997 and 1996, income tax payments of \$69 million and \$198 million were paid and interest of \$584 million and \$578 million was paid, respectively. Cash and cash equivalents includes cash and due from banks, interest-bearing deposits in other banks, securities purchased under agreements to resell and federal funds sold.

For each of the periods ended June 30, 1997 and 1996, \$32 million and \$24 million of loans, respectively, were transferred to real estate held for sale.

During the period ended June 30, 1997, the company acquired \$2.4 billion of non-cash assets and \$1.9 billion of liabilities. During the period ended June 30, 1996, the company disposed of \$559 million of non-cash assets and \$55 million of liabilities.

The accompanying Notes to Financial Statements are an integral part of these financial statements.

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#### NOTES TO FINANCIAL STATEMENTS

In September 1996, Barnett completed a 2-for-1 stock split. All historical data in this report has been restated to reflect the split.

##### A. General

The accounting and reporting policies of Barnett Banks, Inc. and its subsidiaries conform to generally accepted accounting principles and to predominant practices within the banking industry. Except as noted below, the company has not changed its accounting and reporting policies from those disclosed in its 1996 Annual Report on Form 10-K.

On January 1, 1997, the company adopted Statement of Financial Accounting Standards (SFAS) No. 125, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities." This Statement establishes new ground rules for determining whether a transfer of financial assets constitutes a sale and, if so, the determination of any resulting gain or loss. This statement requires that an enterprise recognize only assets it controls and liabilities it has incurred, to remove assets only when control has been surrendered and to remove liabilities only when they have been extinguished. The adoption of SFAS No. 125 did not have a material impact on the financial position or results of operations of the company.



The results of operations for the three and six-month periods ended June 30, 1997 may not be indicative of operating results for the year ending December 31, 1997. Certain prior year and prior quarter amounts have been reclassified to conform to current classifications.

On April 1, 1997, the company acquired all of the outstanding common stock of Oxford Resources Corp., the nation's largest independent automobile leasing company for 13.6 million shares of company common stock. The acquisition was accounted for as a purchase transaction, and, accordingly, the results of operations of Oxford are included from the date of purchase. The primary asset of Oxford was automobiles under operating leases of \$1.6 billion. The company enters into or purchases leases on new and used automobiles from automobile dealers. All of the leases which are entered into are accounted for as operating leases. At the inception of the lease, no revenue is recognized and the leased vehicle, together with the initial direct costs of originating the lease, which are capitalized, appear on the statements of financial condition as "Assets Under Operating Leases." The capitalized cost of each vehicle is depreciated over the lease term on a straight line basis down to the company's original estimate of the projected value of the vehicle at the end of the scheduled lease term. Income from Oxford's automobile leasing program is included in the statements of income as net rental income and is presented net of related depreciation. The purchase price in excess of the fair value of net assets acquired was \$515 million and may change as certain estimates are finalized.

In the opinion of the company's management, all adjustments necessary to fairly present the financial position as of June 30, 1997 and 1996, and the results of operations and cash flows for the periods then ended, all of which are of a normal and recurring nature, have been included.

#### B. Loans

June 30--Dollars in Thousands	1997	1996
Net of Unearned Income		
Commercial, financial and agricultural.....	\$ 5,533,593	\$ 4,902,115
Real estate construction.....	813,043	818,364
Commercial mortgages.....	1,706,892	2,049,812
Residential mortgages.....	9,606,952	10,095,321
Installment.....	11,204,123	10,045,435
Bank card.....	1,202,098	1,785,464
Credit lines.....	856,941	758,754
Total.....	\$ 30,923,642	\$ 30,455,265

#### C. Allowance for Loan Losses

For the Six Months Ended June 30-- Dollars in Thousands	1997	1996
Beginning balance.....	\$476,709	\$ 505,148
Recoveries.....	16,146	23,935
Provision expense.....	67,945	81,042
Loans charged off.....	(83,969)	(104,784)
Other, net.....	5,134	1,551
Ending Balance.....	\$481,965	\$ 506,892

#### D. Long-Term Debt

June 30--Dollars in Thousands	1997	1996
Parent Company:		
7.75% Sinking Fund Debentures, due 1997.....	--	\$ 9,500
Less: Face value of debentures repurchased and held for future retirements.....	--	(72)
Total outstanding.....	--	9,428
Medium-term notes, due in varying maturities through 2003, with interest from a floating 5.87% to a fixed 9.83%....	\$ 251,500	401,500
8.50% Subordinated Capital Notes, due 1999...	200,000	200,000
9.875% Subordinated Capital Notes, due 2001..	100,000	100,000
10.875% Subordinated Capital Notes, due 2003.	55,000	55,000
6.90% Subordinated Capital Notes, due 2005...	150,000	150,000
8.50% Subordinated Capital Notes, due 2007...	100,000	100,000
Senior Notes, with interest from a floating 5.85%, due 1998.....	200,000	200,000
Subsidiaries:		
Notes payable to finance the purchase of leased vehicles, fixed interest rates ranging from 6.11% to 9.05%.....	364,673	--
Capitalized lease obligations.....	512,454	11,788
Total.....	\$ 1,933,627	\$ 1,227,716

Notes payable to finance the purchase of leased vehicles are due in installments equal to the lease rentals receivable by the company from the lease. The final payments on these borrowings are equal to the residual value of the vehicle at lease termination.

Barnett  
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E. Earnings Per Common Share

The weighted-average number of shares used in the computation of earnings per share are as follows:

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<CAPTION>

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	1997	1996	1997	1996
<S>	<C>	<C>	<C>	<C>
Primary Shares				
Average common shares outstanding.....	190,801,184	193,206,438	185,922,564	191,140,266
Common shares assumed outstanding to reflect dilutive effect of:				
Convertible preferred stock.....	44,122	55,552	44,122	56,224
Common stock options.....	5,217,413	2,925,060	4,831,249	2,923,652
Total.....	196,062,719	196,187,050	190,797,935	194,120,142
Adjustments for preferred dividends.....	--	\$1	--	\$2,168

For the Periods Ended June 30--	Three Months		Six Months	
	1997	1996	1997	1996
Fully Diluted Shares				
Average common shares outstanding.....	190,801,184	193,206,438	185,922,564	191,140,266
Common shares assumed outstanding to reflect dilutive effect of:				
Convertible preferred stock.....	44,122	307,546	44,122	3,887,216
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Total.....	196,546,702	196,439,044	191,536,447	197,951,134

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Barnett  
19

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Consolidated--Barnett Banks, Inc. and Subsidiaries  
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<b>Assets</b>			
Cash and due from banks.....	\$ 2,388,144	\$ 2,109,441	\$ 2,781,146
Federal funds sold and securities purchased under agreements to resell.....	4,800	1,054,475	2,500
Investment securities available for sale.....	4,579,544	5,024,079	5,031,123
Investment securities held to maturity (fair value \$122,552, \$184,187 and \$139,999).....	113,555	173,083	129,595
Loans.....	31,022,124	30,484,664	30,297,954
Less: Allowance for loan losses.....	(481,965)	(506,892)	(476,709)
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Assets under operating leases.....	1,789,064	--	--
Premises and equipment.....	1,185,205	1,076,949	1,135,644
Intangible assets.....	1,105,915	616,017	592,142
Other assets.....	2,397,167	1,672,037	1,783,410
Total assets.....	\$ 44,005,071	\$ 41,674,454	\$ 41,231,375
<b>Liabilities</b>			
Demand deposits.....	\$ 6,453,827	\$ 5,673,099	\$ 6,528,006
NOW and money market accounts.....	11,880,355	11,715,564	12,163,289
Savings deposits.....	2,850,778	3,149,093	2,938,243
Certificates of deposit under \$100,000.....	9,555,051	9,729,532	9,708,311
Other time deposits	2,645,014	4,077,923	2,482,409
Total deposits.....	33,385,025	34,345,211	33,820,258
Short-term borrowings:			
Federal funds purchased and securities sold under agreements to repurchase.....	2,973,449	957,787	1,265,837
Commercial paper.....	264,558	870,783	42,297
Other short-term borrowings.....	1,313	110,127	1,233
Other liabilities.....	1,161,308	869,154	1,004,890
Long-term debt.....	1,933,627	1,227,716	1,226,529
Total liabilities.....	39,719,280	38,380,778	37,361,044
Minority Interest			
Company obligated mandatorily redeemable securities of trusts holding solely parent debentures.....	750,000	--	500,000
<b>Shareholders' Equity</b>			
Preferred stock, \$.10 par value: 20,000,000 shares authorized; 8,489, 10,669 and 8,489 shares outstanding.....	212	267	212
Common stock, \$2 par value: 400,000,000 shares authorized; 190,668,090, 192,830,212 and 189,668,922 shares outstanding.....	397,336	385,660	395,338
Contributed capital.....	518,343	343,227	220,041
Net unrealized gain (loss) on investment securities available for sale and certain other financial assets.....	(721)	(2,358)	8,187
Retained earnings.....	2,677,885	2,634,837	2,808,749
Less: Employee stock ownership plan obligation, collateralized by 3,547,064, 4,209,410 and 3,852,556 shares.....	(57,264)	(67,957)	(62,196)
Total shareholders' equity.....	3,535,791	3,293,676	3,370,331
Total liabilities, minority interest and shareholders' equity.....	\$ 44,005,071	\$ 41,674,454	\$ 41,231,375

The accompanying Notes to Financial Statements are an integral part of these financial statements.

-----  
 For the Periods Ended June 30--Dollars in Thousands (Unaudited)  
 1996

	1997	1996	1997	
Interest Income				
Loans.....	\$ 685,188	\$ 664,872	\$ 1,342,675	\$
1,333,429				
Investment securities.....	78,679	83,180	159,514	
162,611				
Federal funds sold and securities purchased under agreements to resell.....	4,257	9,175	11,956	
17,465				
Total interest income.....	768,124	757,227	1,514,145	
1,513,505				
Interest Expense				
Deposits.....	231,238	227,609	457,134	
462,559				
Federal funds purchased and securities sold under agreements to repurchase.....	37,261	14,990	60,221	
28,347				
Other short-term borrowings.....	6,467	14,081	10,692	
28,157				
Long term debt.....	37,396	24,718	59,833	
48,189				
Total interest expense.....	312,362	281,398	587,880	
567,252				
Net interest income.....	455,762	475,829	926,265	
946,253				
Provision for loan losses.....	36,170	39,444	67,945	
81,042				
Net interest income after provision for loan losses.....	419,592	436,385	858,320	
865,211				
Non-Interest Income				
Service charges on deposit accounts.....	63,674	58,023	126,043	
115,933				
Consumer finance income.....	48,563	24,342	90,206	
55,789				
Net rental income.....	45,496	--	45,496	
--				
Trust income.....	20,339	20,586	41,364	
41,776				
Credit card discounts and fees.....	9,200	13,137	17,783	
24,672				
Mortgage banking income.....	11,700	18,772	27,952	
40,135				
Brokerage income.....	13,427	11,796	25,098	
23,015				
Other service charges and fees.....	42,862	35,941	80,483	
65,714				
Securities transactions.....	56	340	56	
19,302				
Other income.....	15,303	11,259	31,817	
23,419				
Total non-interest income.....	270,620	194,196	486,298	
409,755				
Non-Interest Expense				
Salaries and employee benefits.....	222,823	207,437	440,449	
418,687				
Net occupancy expense.....	38,186	33,933	71,232	
67,353				
Furniture and equipment expense.....	40,718	37,805	80,379	
75,134				
Other expense.....	131,227	121,529	256,747	
247,123				
Total non-interest expense.....	432,954	400,704	848,807	
808,297				

Net non-interest expense.....	162,334	206,508	362,509	
398,542				
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Earnings				
Income before income taxes and minority interest.....	257,258	229,877	495,811	
466,669				
Income tax provision.....	91,922	90,346	176,514	
178,939				
Minority interest expense, net of income taxes.....	8,308	--	16,619	
-----				
Net income.....	\$ 157,028	\$ 139,531	\$ 302,678	\$
287,730				
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-----				
Earnings Per Common Share				
Restated for 2-for-1 stock split in September 1996				
Primary: Earnings per share.....	\$ .80	\$ .71	\$1.59	
\$1.47				
Average number of shares.....	196,062,719	196,187,050	190,797,93	
194,120,142				
Dividends on preferred stock.....	--	\$1	--	
\$2,168				
Fully Diluted: Earnings per share.....	\$ .80	\$ .71	\$1.58	
\$1.45				
Average number of shares.....	196,546,702	196,439,044	191,536,447	
197,951,134				
-----				
-----				

</TABLE>

The accompanying Notes to Financial Statements are an integral part of these financial statements.

Barnett  
15

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY  
Consolidated--Barnett Banks, Inc. and Subsidiaries  
<TABLE>  
<CAPTION>

Dollars in Thousands (Unaudited)	Preferred Stock	Common Stock	Contri- buted Capital	Net Unrealized Gain (Loss)	Retained Earnings	ESOP Obligation
Total						
-----						
<S>	<C>	<C>	<C>	<C>	<C>	<C>
For the Period						
Balance at January 1, 1996 .....	\$ 97,753	\$ 379,461	\$ 385,734	\$ 38,242	\$2,445,810	\$ (74,814)
3,272,186						
Net income .....					287,730	
287,730						
Change in net unrealized gain (loss) on investment securities available for sale .....				(40,600)		
(40,600)						
Cash dividends declared:						
Common (\$.51 per share) .....					(96,523)	
(96,523)						
Preferred .....					(2,180)	
(2,180)						
Issuances of common stock:						
Stock purchase, option and employee benefit plans .....		2,966	38,924			6,857
48,747						
Preferred stock conversions .....	(97,486)	14,636	82,287			
(563)						
Repurchases of common stock .....		(11,403)	(163,718)			
(175,121)						
-----						
-----						

Balance at June 30, 1996 .....	\$	267	\$ 385,660	\$ 343,227	\$ (2,358)	\$2,634,837	\$ (67,957)	\$
3,293,676								
-----								
For the Period								
Balance at January 1, 1997 .....	\$	212	\$ 395,338	\$ 220,041	\$ 8,187	\$2,808,749	\$ (62,196)	\$
3,370,331								
Net income .....						302,678		
302,678								
Change in net unrealized gain (loss) on investment securities available for sale and certain other financial assets .....					(8,908)			
(8,908)								
Cash dividends declared:								
Common (\$.58 per share) .....						(107,076)		
(107,076)								
Preferred .....						(11)		
(11)								
Issuances of common stock:								
Stock purchase, option and employee benefit plans .....			3,419	30,529			4,932	
38,880								
Acquisition of Oxford Resources Corp. 577,802			27,262	550,540				
Repurchases of common stock .....			(28,683)	(282,767)		(326,455)		
(637,905)								
-----								
Balance at June 30, 1997 .....	\$	212	\$ 397,336	\$ 518,343	\$ (721)	\$2,677,885	\$ (57,264)	\$
3,535,791								
-----								

</TABLE>

The accompanying Notes to Financial Statements are an integral part of these financial statements.

Barnett  
16

STATEMENTS OF CASH FLOWS  
Consolidated--Barnett Banks, Inc. and Subsidiaries  
<TABLE>  
<CAPTION>

For the Periods Ended June 30--	1997	1996
Dollars in Thousands (Unaudited)		
<S>	<C>	<C>
Cash Flows from Operating Activities		
Net income .....	\$ 302,678	\$ 287,730
Reconcilement of net income to net cash provided by operating activities:		
Provision for loan losses .....	67,945	81,042
Gains from securities transactions .....	(56)	(19,302)
Gain on securitization and sale of loans .....	(81,022)	(47,934)
Depreciation on assets under operating leases .....	41,011	--
Depreciation and amortization, excluding depreciation on assets under operating leases .....	136,196	130,433
Employee benefits funded by equity .....	13,830	12,216
Deferred income tax provision (benefit) .....	26,861	(4,562)
Decrease (increase) in interest receivable .....	(9,304)	16,776
Increase (decrease) in interest payable .....	3,430	(10,592)
Increase in other assets .....	(516,200)	(296,494)
Increase in other liabilities .....	87,930	276,567
Originations of loans held for sale .....	(2,735,567)	(3,030,481)
Proceeds from sales of loans held for sale .....	2,783,796	2,879,074
Other .....	(28,002)	(11,799)
Net cash provided by operating activities .....	93,526	262,674
Cash Flows from Investing Activities		
Purchases of investment securities available for sale .....	(687,294)	(2,191,971)

Proceeds from sales of investment securities		
available for sale . . . . .	1,720	379,665
Proceeds from maturities of investment securities		
available for sale . . . . .	1,140,706	1,926,142
Purchases of investment securities held to maturity. . . . .	--	(2,932)
Proceeds from maturities of investment securities		
held to maturity . . . . .	16,285	31,074
Net decrease (increase) in loans . . . . .	(609,179)	17,539
Purchases of vehicles under operating leases . . . . .	(300,429)	--
Proceeds from sales of vehicles under operating leases	120,862	--
Proceeds from sales of premises and equipment. . . . .	16,828	15,179
Purchases of premises and equipment. . . . .	(118,508)	(73,916)
Receipts related to dispositions and		
acquisitions, net of cash acquired . . . . .	--	378,249
-----		
Net cash provided by (used for) investing		
activities . . . . .	(419,009)	479,029
-----		
Cash Flows from Financing Activities		
Net decrease in demand, NOW, savings and		
money market accounts . . . . .	(444,578)	(1,534,036)
Net increase in certificates of deposit and		
other time deposits . . . . .	9,345	1,528,310
Net increase (decrease) in short-term borrowings . . . . .	1,917,800	(140,252)
Principal repayments of long-term debt . . . . .	(1,077,844)	(213,098)
Proceeds from issuance of long-term debt . . . . .	--	250,000
Proceeds from issuance of company obligated		
mandatorily redeemable securities of trusts		
holding solely parent debentures . . . . .	250,000	--
Issuances of common stock. . . . .	25,050	35,968
Repurchases of common stock. . . . .	(637,905)	(175,121)
Cash dividends . . . . .	(107,087)	(98,703)
-----		
Net cash used for financing activities . . . . .	(65,219)	(346,932)
-----		
Net increase (decrease) in cash and cash equivalents	(390,702)	394,771
Cash and cash equivalents, January 1 . . . . .	2,783,646	2,769,145
-----		
Cash and cash equivalents, June 30 . . . . .	\$2,392,944	\$3,163,916
-----		

</TABLE>

For the periods ended June 30, 1997 and 1996, income tax payments of \$69 million and \$198 million were paid and interest of \$584 million and \$578 million was paid, respectively. Cash and cash equivalents includes cash and due from banks, interest-bearing deposits in other banks, securities purchased under agreements to resell and federal funds sold.

For each of the periods ended June 30, 1997 and 1996, \$32 million and \$24 million of loans, respectively, were transferred to real estate held for sale.

During the period ended June 30, 1997, the company acquired \$2.4 billion of non-cash assets and \$1.9 billion of liabilities. During the period ended June 30, 1996, the company disposed of \$559 million of non-cash assets and \$55 million of liabilities.

The accompanying Notes to Financial Statements are an integral part of these financial statements.

Barnett  
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#### NOTES TO FINANCIAL STATEMENTS

In September 1996, Barnett completed a 2-for-1 stock split. All historical data in this report has been restated to reflect the split.

##### A. General

The accounting and reporting policies of Barnett Banks, Inc. and its subsidiaries conform to generally accepted accounting principles and to predominant practices within the banking industry. Except as noted below, the company has not changed its accounting and reporting policies from those disclosed in its 1996 Annual Report on Form 10-K.

On January 1, 1997, the company adopted Statement of Financial Accounting Standards (SFAS) No. 125, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities." This Statement establishes new ground rules for determining whether a transfer of financial assets constitutes a sale and, if so, the determination of any resulting gain or loss. This statement requires that an enterprise recognize only assets it controls and liabilities it has incurred, to remove assets only when control has been surrendered and to remove liabilities only when they have been extinguished. The adoption of SFAS No. 125 did not have a material impact on the financial position or results of operations of the company.

The results of operations for the three and six-month periods ended June 30, 1997 may not be indicative of operating results for the year ending December 31, 1997. Certain prior year and prior quarter amounts have been reclassified to conform to current classifications.

On April 1, 1997, the company acquired all of the outstanding common stock of Oxford Resources Corp., the nation's largest independent automobile leasing company for 13.6 million shares of company common stock. The acquisition was accounted for as a purchase transaction, and, accordingly, the results of operations of Oxford are included from the date of purchase. The primary asset of Oxford was automobiles under operating leases of \$1.6 billion. The company enters into or purchases leases on new and used automobiles from automobile dealers. All of the leases which are entered into are accounted for as operating leases. At the inception of the lease, no revenue is recognized and the leased vehicle, together with the initial direct costs of originating the lease, which are capitalized, appear on the statements of financial condition as "Assets Under Operating Leases." The capitalized cost of each vehicle is depreciated over the lease term on a straight line basis down to the company's original estimate of the projected value of the vehicle at the end of the scheduled lease term. Income from Oxford's automobile leasing program is included in the statements of income as net rental income and is presented net of related depreciation. The purchase price in excess of the fair value of net assets acquired was \$515 million and may change as certain estimates are finalized.

In the opinion of the company's management, all adjustments necessary to fairly present the financial position as of June 30, 1997 and 1996, and the results of operations and cash flows for the periods then ended, all of which are of a normal and recurring nature, have been included.

#### B. Loans

June 30--Dollars in Thousands	1997	1996
Net of Unearned Income		
Commercial, financial and agricultural.....	\$ 5,533,593	\$ 4,902,115
Real estate construction.....	813,043	818,364
Commercial mortgages.....	1,706,892	2,049,812
Residential mortgages.....	9,606,952	10,095,321
Installment.....	11,204,123	10,045,435
Bank card.....	1,202,098	1,785,464
Credit lines.....	856,941	758,754
Total.....	\$ 30,923,642	\$ 30,455,265

#### C. Allowance for Loan Losses

For the Six Months Ended June 30-- Dollars in Thousands	1997	1996
Beginning balance.....	\$476,709	\$ 505,148
Recoveries.....	16,146	23,935
Provision expense.....	67,945	81,042
Loans charged off.....	(83,969)	(104,784)
Other, net.....	5,134	1,551
Ending Balance.....	\$481,965	\$ 506,892

#### D. Long-Term Debt

June 30--Dollars in Thousands	1997	1996
Parent Company:		
7.75% Sinking Fund Debentures, due 1997.....	--	\$ 9,500
Less: Face value of debentures repurchased and held for future retirements.....	--	(72)
Total outstanding.....	--	9,428
Medium-term notes, due in varying maturities through 2003, with interest from a floating 5.87% to a fixed 9.83%....	\$ 251,500	401,500
8.50% Subordinated Capital Notes, due 1999...	200,000	200,000
9.875% Subordinated Capital Notes, due 2001..	100,000	100,000
10.875% Subordinated Capital Notes, due 2003.	55,000	55,000
6.90% Subordinated Capital Notes, due 2005...	150,000	150,000
8.50% Subordinated Capital Notes, due 2007...	100,000	100,000
Senior Notes, with interest from a floating 5.85%, due 1998.....	200,000	200,000
Subsidiaries:		
Notes payable to finance the purchase of leased vehicles, fixed interest rates ranging from 6.11% to 9.05%.....	364,673	--
Capitalized lease obligations.....	512,454	11,788
Total.....	\$ 1,933,627	\$ 1,227,716



Notes payable to finance the purchase of leased vehicles are due in installments equal to the lease rentals receivable by the company from the lease. The final payments on these borrowings are equal to the residual value of the vehicle at lease termination.

Barnett  
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E. Earnings Per Common Share

The weighted-average number of shares used in the computation of earnings per share are as follows:

<TABLE>  
<CAPTION>

For the Periods Ended June 30-- Dollars in Thousands	Three Months		Six Months	
	1997	1996	1997	1996
<S>	<C>	<C>	<C>	<C>
<b>Primary Shares</b>				
Average common shares outstanding.....	190,801,184	193,206,438	185,922,564	191,140,266
Common shares assumed outstanding to reflect dilutive effect of:				
Convertible preferred stock.....	44,122	55,552	44,122	56,224
Common stock options.....	5,217,413	2,925,060	4,831,249	2,923,652
<b>Total.....</b>	<b>196,062,719</b>	<b>196,187,050</b>	<b>190,797,935</b>	<b>194,120,142</b>
Adjustments for preferred dividends.....	--	\$1	--	\$2,168

For the Periods Ended June 30--	Three Months		Six Months	
	1997	1996	1997	1996
<b>Fully Diluted Shares</b>				
Average common shares outstanding.....	190,801,184	193,206,438	185,922,564	191,140,266
Common shares assumed outstanding to reflect dilutive effect of:				
Convertible preferred stock.....	44,122	307,546	44,122	3,887,216
Common stock options.....	5,701,396	2,925,060	5,569,761	2,923,652
<b>Total.....</b>	<b>196,546,702</b>	<b>196,439,044</b>	<b>191,536,447</b>	<b>197,951,134</b>

</TABLE>

In February 1997, the Financial Accounting Standards Board issued SFAS No. 128, "Earnings Per Share" which, when adopted, will replace the current methodology for calculating and presenting earnings per share. Under SFAS No. 128, primary and fully diluted earnings per share will be replaced with the presentation of basic and diluted earnings per share. Basic earnings per share excludes dilution and is computed by dividing income available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted earnings per share is computed similarly to fully diluted earnings per share. The Statement will be effective for the company's December 31, 1997 consolidated financial statements.

Barnett  
19

STATEMENTS OF FINANCIAL CONDITION  
Consolidated--Barnett Banks, Inc. and Subsidiaries  
<TABLE>  
<CAPTION>

Dollars in Thousands	June 30 (Unaudited)		December 31 (Audited)
	1997	1996	1996
<S>	<C>	<C>	<C>
<b>Assets</b>			
Cash and due from banks.....	\$ 2,388,144	\$ 2,109,441	\$ 2,781,146
Federal funds sold and securities purchased under agreements to resell.....	4,800	1,054,475	2,500
Investment securities available for sale.....	4,579,544	5,024,079	5,031,123
Investment securities held to maturity (fair value \$122,552, \$184,187 and \$139,999).....	113,555	173,083	129,595
Loans.....	31,022,124	30,484,664	30,297,954
Less: Allowance for loan losses.....	(481,965)	(506,892)	(476,709)
Unearned income.....	(98,482)	(29,399)	(45,430)
Net loans.....	30,441,677	29,948,373	29,775,815
Assets under operating leases.....	1,789,064	--	--
Premises and equipment.....	1,185,205	1,076,949	1,135,644
Intangible assets.....	1,105,915	616,017	592,142
Other assets.....	2,397,167	1,672,037	1,783,410
Total assets.....	\$ 44,005,071	\$ 41,674,454	\$ 41,231,375
<b>Liabilities</b>			
Demand deposits.....	\$ 6,453,827	\$ 5,673,099	\$ 6,528,006
NOW and money market accounts.....	11,880,355	11,715,564	12,163,289
Savings deposits.....	2,850,778	3,149,093	2,938,243
Certificates of deposit under \$100,000.....	9,555,051	9,729,532	9,708,311
Other time deposits	2,645,014	4,077,923	2,482,409
Total deposits.....	33,385,025	34,345,211	33,820,258
Short-term borrowings:			
Federal funds purchased and securities sold under agreements to repurchase.....	2,973,449	957,787	1,265,837
Commercial paper.....	264,558	870,783	42,297
Other short-term borrowings.....	1,313	110,127	1,233
Other liabilities.....	1,161,308	869,154	1,004,890
Long-term debt.....	1,933,627	1,227,716	1,226,529
Total liabilities.....	39,719,280	38,380,778	37,361,044
Minority Interest			
Company obligated mandatorily redeemable securities of trusts holding solely parent debentures.....	750,000	--	500,000
<b>Shareholders' Equity</b>			
Preferred stock, \$.10 par value: 20,000,000 shares authorized; 8,489, 10,669 and 8,489 shares outstanding.....	212	267	212
Common stock, \$2 par value: 400,000,000 shares authorized; 190,668,090, 192,830,212 and 189,668,922 shares outstanding.....	397,336	385,660	395,338
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Retained earnings.....	2,677,885	2,634,837	2,808,749
Less: Employee stock ownership plan obligation, collateralized by 3,547,064, 4,209,410 and 3,852,556 shares.....	(57,264)	(67,957)	(62,196)
Total shareholders' equity.....	3,535,791	3,293,676	3,370,331
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Interest Income				
Loans.....	\$ 685,188	\$ 664,872	\$ 1,342,675	\$
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Total interest income.....	768,124	757,227	1,514,145	
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Total interest expense.....	312,362	281,398	587,880	
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Non-Interest Income				
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Total non-interest income.....	270,620	194,196	486,298	
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Non-Interest Expense				
Salaries and employee benefits.....	222,823	207,437	440,449	
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67,353				
Furniture and equipment expense.....	40,718	37,805	80,379	
75,134				
Other expense.....	131,227	121,529	256,747	
247,123				
Total non-interest expense.....	432,954	400,704	848,807	
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Net non-interest expense.....	162,334	206,508	362,509	
398,542				
-----				
Earnings				
Income before income taxes and minority interest.....	257,258	229,877	495,811	
466,669				
Income tax provision.....	91,922	90,346	176,514	
178,939				
Minority interest expense, net of income taxes.....	8,308	--	16,619	
-----				
Net income.....	\$ 157,028	\$ 139,531	\$ 302,678	\$
287,730				
-----				
-----				
Earnings Per Common Share				
Restated for 2-for-1 stock split in September 1996				
Primary: Earnings per share.....	\$ .80	\$ .71	\$1.59	
\$1.47				
Average number of shares.....	196,062,719	196,187,050	190,797,93	
194,120,142				
Dividends on preferred stock.....	--	\$1	--	
\$2,168				
Fully Diluted: Earnings per share.....	\$ .80	\$ .71	\$1.58	
\$1.45				
Average number of shares.....	196,546,702	196,439,044	191,536,447	
197,951,134				
-----				
-----				

</TABLE>

The accompanying Notes to Financial Statements are an integral part of these financial statements.

Barnett  
15

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY  
Consolidated--Barnett Banks, Inc. and Subsidiaries  
<TABLE>  
<CAPTION>

Dollars in Thousands (Unaudited)	Preferred Stock	Common Stock	Contri- buted Capital	Net Unrealized Gain (Loss)	Retained Earnings	ESOP Obligation
Total						
-----						
<S>	<C>	<C>	<C>	<C>	<C>	<C>
For the Period						
Balance at January 1, 1996 .....	\$ 97,753	\$ 379,461	\$ 385,734	\$ 38,242	\$2,445,810	\$ (74,814)
3,272,186						
Net income .....					287,730	
287,730						
Change in net unrealized gain (loss) on investment securities available for sale .....				(40,600)		
(40,600)						
Cash dividends declared:						
Common (\$.51 per share) .....					(96,523)	
(96,523)						
Preferred .....					(2,180)	
(2,180)						
Issuances of common stock:						
Stock purchase, option and employee benefit plans .....		2,966	38,924			6,857
48,747						
Preferred stock conversions .....	(97,486)	14,636	82,287			
(563)						
Repurchases of common stock .....		(11,403)	(163,718)			
(175,121)						
-----						
-----						

Balance at June 30, 1996 .....	\$	267	\$ 385,660	\$ 343,227	\$ (2,358)	\$2,634,837	\$ (67,957)	\$
3,293,676								
-----								
For the Period								
Balance at January 1, 1997 .....	\$	212	\$ 395,338	\$ 220,041	\$ 8,187	\$2,808,749	\$ (62,196)	\$
3,370,331								
Net income .....						302,678		
302,678								
Change in net unrealized gain (loss) on investment securities available for sale and certain other financial assets .....					(8,908)			
(8,908)								
Cash dividends declared:								
Common (\$.58 per share) .....						(107,076)		
(107,076)								
Preferred .....						(11)		
(11)								
Issuances of common stock:								
Stock purchase, option and employee benefit plans .....			3,419	30,529			4,932	
38,880								
Acquisition of Oxford Resources Corp. 577,802			27,262	550,540				
Repurchases of common stock .....			(28,683)	(282,767)		(326,455)		
(637,905)								
-----								
Balance at June 30, 1997 .....	\$	212	\$ 397,336	\$ 518,343	\$ (721)	\$2,677,885	\$ (57,264)	\$
3,535,791								
-----								

</TABLE>

The accompanying Notes to Financial Statements are an integral part of these financial statements.

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STATEMENTS OF CASH FLOWS  
Consolidated--Barnett Banks, Inc. and Subsidiaries  
<TABLE>  
<CAPTION>

For the Periods Ended June 30--	1997	1996
Dollars in Thousands (Unaudited)		
<S>	<C>	<C>
Cash Flows from Operating Activities		
Net income .....	\$ 302,678	\$ 287,730
Reconcilement of net income to net cash provided by operating activities:		
Provision for loan losses .....	67,945	81,042
Gains from securities transactions .....	(56)	(19,302)
Gain on securitization and sale of loans .....	(81,022)	(47,934)
Depreciation on assets under operating leases .....	41,011	--
Depreciation and amortization, excluding depreciation on assets under operating leases .....	136,196	130,433
Employee benefits funded by equity .....	13,830	12,216
Deferred income tax provision (benefit) .....	26,861	(4,562)
Decrease (increase) in interest receivable .....	(9,304)	16,776
Increase (decrease) in interest payable .....	3,430	(10,592)
Increase in other assets .....	(516,200)	(296,494)
Increase in other liabilities .....	87,930	276,567
Originations of loans held for sale .....	(2,735,567)	(3,030,481)
Proceeds from sales of loans held for sale .....	2,783,796	2,879,074
Other .....	(28,002)	(11,799)
Net cash provided by operating activities .....	93,526	262,674
Cash Flows from Investing Activities		
Purchases of investment securities available for sale .....	(687,294)	(2,191,971)

Proceeds from sales of investment securities		
available for sale . . . . .	1,720	379,665
Proceeds from maturities of investment securities		
available for sale . . . . .	1,140,706	1,926,142
Purchases of investment securities held to maturity. . .	--	(2,932)
Proceeds from maturities of investment securities		
held to maturity . . . . .	16,285	31,074
Net decrease (increase) in loans . . . . .	(609,179)	17,539
Purchases of vehicles under operating leases . . . . .	(300,429)	--
Proceeds from sales of vehicles under operating leases	120,862	--
Proceeds from sales of premises and equipment. . . . .	16,828	15,179
Purchases of premises and equipment. . . . .	(118,508)	(73,916)
Receipts related to dispositions and		
acquisitions, net of cash acquired . . . . .	--	378,249
-----		
Net cash provided by (used for) investing		
activities . . . . .	(419,009)	479,029
-----		
Cash Flows from Financing Activities		
Net decrease in demand, NOW, savings and		
money market accounts . . . . .	(444,578)	(1,534,036)
Net increase in certificates of deposit and		
other time deposits . . . . .	9,345	1,528,310
Net increase (decrease) in short-term borrowings . . . .	1,917,800	(140,252)
Principal repayments of long-term debt . . . . .	(1,077,844)	(213,098)
Proceeds from issuance of long-term debt . . . . .	--	250,000
Proceeds from issuance of company obligated		
mandatorily redeemable securities of trusts		
holding solely parent debentures . . . . .	250,000	--
Issuances of common stock. . . . .	25,050	35,968
Repurchases of common stock. . . . .	(637,905)	(175,121)
Cash dividends . . . . .	(107,087)	(98,703)
-----		
Net cash used for financing activities . . . . .	(65,219)	(346,932)
-----		
Net increase (decrease) in cash and cash equivalents	(390,702)	394,771
Cash and cash equivalents, January 1 . . . . .	2,783,646	2,769,145
-----		
Cash and cash equivalents, June 30 . . . . .	\$2,392,944	\$3,163,916
-----		

</TABLE>

For the periods ended June 30, 1997 and 1996, income tax payments of \$69 million and \$198 million were paid and interest of \$584 million and \$578 million was paid, respectively. Cash and cash equivalents includes cash and due from banks, interest-bearing deposits in other banks, securities purchased under agreements to resell and federal funds sold.

For each of the periods ended June 30, 1997 and 1996, \$32 million and \$24 million of loans, respectively, were transferred to real estate held for sale.

During the period ended June 30, 1997, the company acquired \$2.4 billion of non-cash assets and \$1.9 billion of liabilities. During the period ended June 30, 1996, the company disposed of \$559 million of non-cash assets and \$55 million of liabilities.

The accompanying Notes to Financial Statements are an integral part of these financial statements.

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#### NOTES TO FINANCIAL STATEMENTS

In September 1996, Barnett completed a 2-for-1 stock split. All historical data in this report has been restated to reflect the split.

##### A. General

The accounting and reporting policies of Barnett Banks, Inc. and its subsidiaries conform to generally accepted accounting principles and to predominant practices within the banking industry. Except as noted below, the company has not changed its accounting and reporting policies from those disclosed in its 1996 Annual Report on Form 10-K.

On January 1, 1997, the company adopted Statement of Financial Accounting Standards (SFAS) No. 125, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities." This Statement establishes new ground rules for determining whether a transfer of financial assets constitutes a sale and, if so, the determination of any resulting gain or loss. This statement requires that an enterprise recognize only assets it controls and liabilities it has incurred, to remove assets only when control has been surrendered and to remove liabilities only when they have been extinguished. The adoption of SFAS No. 125 did not have a material impact on the financial position or results of operations of the company.

The results of operations for the three and six-month periods ended June 30, 1997 may not be indicative of operating results for the year ending December 31, 1997. Certain prior year and prior quarter amounts have been reclassified to conform to current classifications.

On April 1, 1997, the company acquired all of the outstanding common stock of Oxford Resources Corp., the nation's largest independent automobile leasing company for 13.6 million shares of company common stock. The acquisition was accounted for as a purchase transaction, and, accordingly, the results of operations of Oxford are included from the date of purchase. The primary asset of Oxford was automobiles under operating leases of \$1.6 billion. The company enters into or purchases leases on new and used automobiles from automobile dealers. All of the leases which are entered into are accounted for as operating leases. At the inception of the lease, no revenue is recognized and the leased vehicle, together with the initial direct costs of originating the lease, which are capitalized, appear on the statements of financial condition as "Assets Under Operating Leases." The capitalized cost of each vehicle is depreciated over the lease term on a straight line basis down to the company's original estimate of the projected value of the vehicle at the end of the scheduled lease term. Income from Oxford's automobile leasing program is included in the statements of income as net rental income and is presented net of related depreciation. The purchase price in excess of the fair value of net assets acquired was \$515 million and may change as certain estimates are finalized.

In the opinion of the company's management, all adjustments necessary to fairly present the financial position as of June 30, 1997 and 1996, and the results of operations and cash flows for the periods then ended, all of which are of a normal and recurring nature, have been included.

#### B. Loans

June 30--Dollars in Thousands	1997	1996
Net of Unearned Income		
Commercial, financial and agricultural.....	\$ 5,533,593	\$ 4,902,115
Real estate construction.....	813,043	818,364
Commercial mortgages.....	1,706,892	2,049,812
Residential mortgages.....	9,606,952	10,095,321
Installment.....	11,204,123	10,045,435
Bank card.....	1,202,098	1,785,464
Credit lines.....	856,941	758,754
Total.....	\$ 30,923,642	\$ 30,455,265

#### C. Allowance for Loan Losses

For the Six Months Ended June 30-- Dollars in Thousands	1997	1996
Beginning balance.....	\$476,709	\$ 505,148
Recoveries.....	16,146	23,935
Provision expense.....	67,945	81,042
Loans charged off.....	(83,969)	(104,784)
Other, net.....	5,134	1,551
Ending Balance.....	\$481,965	\$ 506,892

#### D. Long-Term Debt

June 30--Dollars in Thousands	1997	1996
Parent Company:		
7.75% Sinking Fund Debentures, due 1997.....	--	\$ 9,500
Less: Face value of debentures repurchased and held for future retirements.....	--	(72)
Total outstanding.....	--	9,428
Medium-term notes, due in varying maturities through 2003, with interest from a floating 5.87% to a fixed 9.83%....	\$ 251,500	401,500
8.50% Subordinated Capital Notes, due 1999...	200,000	200,000
9.875% Subordinated Capital Notes, due 2001..	100,000	100,000
10.875% Subordinated Capital Notes, due 2003.	55,000	55,000
6.90% Subordinated Capital Notes, due 2005...	150,000	150,000
8.50% Subordinated Capital Notes, due 2007...	100,000	100,000
Senior Notes, with interest from a floating 5.85%, due 1998.....	200,000	200,000
Subsidiaries:		
Notes payable to finance the purchase of leased vehicles, fixed interest rates ranging from 6.11% to 9.05%.....	364,673	--
Capitalized lease obligations.....	512,454	11,788
Total.....	\$ 1,933,627	\$ 1,227,716

Notes payable to finance the purchase of leased vehicles are due in installments equal to the lease rentals receivable by the company from the lease. The final payments on these borrowings are equal to the residual value of the vehicle at lease termination.

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E. Earnings Per Common Share

The weighted-average number of shares used in the computation of earnings per share are as follows:

<TABLE>  
<CAPTION>

For the Periods Ended June 30-- Dollars in Thousands	Three Months		Six Months	
	1997	1996	1997	1996
<S>	<C>	<C>	<C>	<C>
<b>Primary Shares</b>				
Average common shares outstanding.....	190,801,184	193,206,438	185,922,564	191,140,266
Common shares assumed outstanding to reflect dilutive effect of:				
Convertible preferred stock.....	44,122	55,552	44,122	56,224
Common stock options.....	5,217,413	2,925,060	4,831,249	2,923,652
<b>Total.....</b>	<b>196,062,719</b>	<b>196,187,050</b>	<b>190,797,935</b>	<b>194,120,142</b>
Adjustments for preferred dividends.....	--	\$1	--	\$2,168

For the Periods Ended June 30--	Three Months		Six Months	
	1997	1996	1997	1996
<b>Fully Diluted Shares</b>				
Average common shares outstanding.....	190,801,184	193,206,438	185,922,564	191,140,266
Common shares assumed outstanding to reflect dilutive effect of:				
Convertible preferred stock.....	44,122	307,546	44,122	3,887,216
Common stock options.....	5,701,396	2,925,060	5,569,761	2,923,652
<b>Total.....</b>	<b>196,546,702</b>	<b>196,439,044</b>	<b>191,536,447</b>	<b>197,951,134</b>

</TABLE>

In February 1997, the Financial Accounting Standards Board issued SFAS No. 128, "Earnings Per Share" which, when adopted, will replace the current methodology for calculating and presenting earnings per share. Under SFAS No. 128, primary and fully diluted earnings per share will be replaced with the presentation of basic and diluted earnings per share. Basic earnings per share excludes dilution and is computed by dividing income available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted earnings per share is computed similarly to fully diluted earnings per share. The Statement will be effective for the company's December 31, 1997 consolidated financial statements.

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