

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Post-Effective Amendment No. 3
to
FORM S-3

REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

NATIONSBANK CORPORATION
(To be renamed "BankAmerica Corporation")
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

56-0906609
(I.R.S. Employer
Identification No.)

NationsBank Corporate Center
100 North Tryon Street
Charlotte, North Carolina 28225
(704) 386-5000

(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

PAUL J. POLKING
Executive Vice President
and General Counsel
NationsBank Corporation
NationsBank Corporate Center
100 North Tryon Street
Charlotte, North Carolina 28255
(704) 386-5000
(Name, address, including zip code, and
telephone number, including area code, of agent for service)

Copies to:
BOYD C. CAMPBELL, JR.
Smith Helms Mulliss & Moore, L.L.P.
201 North Tryon Street
Charlotte, North Carolina 28202
Tel (704) 343-2000
Fax (704) 334-8467

Approximate date of commencement of proposed sale to the public: From time to
time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered
pursuant to dividend or interest reinvestment plans, please check the following
box. []

If any of the securities being registered on this Form are to be offered on a
delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, as amended (the "Securities Act"), other than securities offered only in
connection with dividend or interest reinvestment plans, check the following
box. [X]

If this form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, please check the following box
and list the Securities Act registration statement number of earlier effective
registration statement for the same offering. [] _____

If this form is a post-effective amendment filed pursuant to Rule 462(c) under
the Securities Act, check the following box and list the Securities Act
registration statement number of the earlier effective registration statement
for the same offering. [] _____

If delivery of the prospectus is expected to be made pursuant to Rule 434,
please check the following box. []

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES
AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE
A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT
SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE
SECURITIES ACT OF 1933, AS AMENDED, OR UNTIL THE POST-EFFECTIVE AMENDMENT TO THE
REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION,
ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

EXPLANATORY NOTE

This Post-Effective Amendment No. 3 to Registration Statement on Form S-3
(Registration No.33-45498 (the "Registration Statement") is filed pursuant to
Rule 414 of the Securities Act of 1933, as amended (the "Securities Act"), to
notify the Securities and Exchange Commission (the "Commission") that

NationsBank Corporation, a North Carolina corporation ("NationsBank"), has been reincorporated from North Carolina to Delaware by forming a new, wholly owned Delaware subsidiary named NationsBank (DE) Corporation ("NationsBank (DE)"), having no assets or liabilities other than nominal assets or liabilities, and merging NationsBank with and into NationsBank (DE) (the "Reincorporation Merger"), with NationsBank (DE) as the surviving corporation in the Reincorporation Merger and being named "NationsBank Corporation." The Reincorporation Merger was consummated on September 25, 1998 in accordance with the terms and conditions of the Plan of Reincorporation Merger by and between NationsBank and NationsBank (DE), dated as of August 3, 1998 (the "Reincorporation Merger Agreement"). Pursuant to the Reincorporation Merger Agreement, NationsBank (DE) acquired all of the assets and assumed all the liabilities and obligations of NationsBank.

In addition, NationsBank and BankAmerica Corporation, a Delaware corporation ("BankAmerica"), have entered into an Agreement and Plan of Reorganization, dated as of April 10, 1998, pursuant to which BankAmerica will merge with and into NationsBank (DE) (the "Merger"), with NationsBank (DE) as the surviving corporation in the Merger. Following the Merger, NationsBank (DE) will change its name to "BankAmerica Corporation." The Reincorporation Merger and the Merger were approved by the shareholders of NationsBank at a Special Meeting of Shareholders held on September 24, 1998 for which proxies were solicited pursuant to Rule 14(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

In accordance with paragraph (d) of Rule 414 of the Securities Act, except as modified by this Post-Effective Amendment No.3, NationsBank (DE) expressly adopts the Registration Statement as its own registration statement for all purposes of the Securities Act and the Exchange Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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Item 15. Indemnification of Directors and Officers.

Subsection (a) of Section 145 of the Delaware General Corporation Law (the "DGCL") empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or

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was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Subsection (b) of Section 145 of the DGCL empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person acted in any of the capacities set forth above, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in accordance with the above standards, except that no indemnification may be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which the action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which the Court of Chancery or such other court shall deem proper.

Section 145 of the DGCL further provides that, to the extent that a director or officer of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) and (b) of Section 145, or in the defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith; and that indemnification provided by, or granted pursuant to, Section 145 shall not be deemed exclusive of any other rights to which those seeking

indemnification may be entitled. Section 145 further empowers the corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liabilities under Section 145 of the DGCL.

Section 102(b)(7) of the DGCL provides that provisions in a corporation's certificate of incorporation eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director shall not eliminate or limit the liability of a director for (i) any breach of the director's duty of loyalty to the corporation or its stockholders; (ii) acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law; (iii) willful or negligent unlawful payment of a dividend or stock purchase or redemption; or (iv) any transaction from which the director derived an improper personal benefit.

The Restated Certificate of Incorporation of the Registrant prevents the recovery by the Registrant of monetary damages against its directors to the fullest extent permitted by the DGCL. In accordance with the provisions of the DGCL, the Bylaws of the Registrant provide that, in addition to the indemnification of directors and officers otherwise provided by the DGCL, the Registrant shall, under certain circumstances, indemnify its directors, executive officers and certain other designated officers against any and all liability and litigation expense, including reasonable attorneys' fees, arising

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out of their status or activities as directors and officers, except for liability or litigation expense incurred on account of activities that were at the time known or believed by such director or officer to be in conflict with the best interests of the Registrant. Pursuant to such Bylaws and as authorized by statute, the Registrant may also maintain insurance on behalf of its directors and officers against liability asserted against such persons in such capacity whether or not such directors or officers have the right to indemnification pursuant to the Bylaws or otherwise.

In addition, the Agreement and Plan of Reorganization by and between BankAmerica and NationsBank, dated as of April 10, 1998, providing for the Reincorporation Merger and the Merger (the "Merger Agreement"), provides that the Registrant will, for six years after the consummation of the Merger, indemnify directors, officers and employees of BankAmerica, NationsBank, or any of their respective subsidiaries against certain liabilities in connection with such persons' status as such or in connection with the Merger Agreement or any of the transactions contemplated thereby. Pursuant to the Merger Agreement, the Registrant will also, for six years after the consummation of the Merger and with respect to events occurring prior to the consummation of the Merger, honor all rights to indemnification and limitations of liability existing in favor of the foregoing persons as provided in the governing documents of NationsBank, BankAmerica or their respective subsidiaries.

Pursuant to the Merger Agreement, for six years after the consummation of the Merger, the Registrant will also use its best efforts to cause the directors and officers of BankAmerica and NationsBank to be covered by a directors' and officers' liability insurance policy with respect to acts or omissions occurring prior to the consummation of the Merger.

THE FOREGOING IS ONLY A GENERAL SUMMARY OF CERTAIN ASPECTS OF DELAWARE LAW DEALING WITH INDEMNIFICATION OF DIRECTORS AND OFFICERS AND DOES NOT PURPORT TO BE COMPLETE. IT IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO THE RELEVANT STATUTES WHICH CONTAIN DETAILED SPECIFIC PROVISIONS REGARDING THE CIRCUMSTANCES UNDER WHICH AND THE PERSON FOR WHOSE BENEFIT INDEMNIFICATION SHALL OR MAY BE MADE.

Item 16. Exhibits.

The following exhibits are filed with or incorporated by reference in this Registration Statement.*

Exhibit No.	Description of Exhibit
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Ernst & Young LLP
24.1	Power of Attorney

* All other required exhibits were previously filed as exhibits to, and are listed in, the Registration Statement on Form S-3 to which this is Post-Effective Amendment No. 3.

Item 17. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to the Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

PROVIDED, HOWEVER, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the Registration Statement is on Form S-3, Form S-8 or Form F-3, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

(d) The Registrant hereby undertakes (1) to use its best efforts to distribute prior to the opening of bids, to prospective bidders, underwriters, and dealers, a reasonable number of copies of a prospectus which at that time meets the requirements of Section 10(a) of the 1933 Act, and relating to the securities offered at competitive bidding, as contained in the Registration Statement, together with any supplements thereto, and (2) to file an amendment to the Registration Statement reflecting the results of bidding, the terms of

the reoffering and related matters to the extent required by the applicable form, not later than the first use, authorized by the Registrant after the opening of bids, of a prospectus relating to the securities offered at competitive bidding, unless no further public offering of such securities by the Registrant and no reoffering of such securities by the purchasers is proposed to be made.

(e) The Registrant hereby undertakes to file an application for the purpose of determining the eligibility of the trustee to act under subsection (a) of Section 310 of the Trust Indenture Act of 1939, as amended (the "Act"), in accordance with the rules and regulations prescribed by the Commission under Section 305(b)(2) of the Act.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, State of North Carolina, on September 28, 1998.

NATIONSBANK CORPORATION

By: /s/ Paul J. Polking

 Paul J. Polking
 Executive Vice President and General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<TABLE>
 <CAPTION>

Signature -----	Title -----	Date ----
<S> <C> * ----- Hugh L. McColl, Jr.	Chief Executive Officer and Director (Principal Executive Officer)	September 28, 1998
* ----- James H. Hance, Jr.	Vice Chairman and Chief Financial Officer and Director (Principal Financial Officer)	September 28, 1998
* ----- Marc D. Oken	Executive Vice President and Chief Accounting Officer (Principal Accounting Officer)	September 28, 1998
* ----- Charles E. Rice	Chairman of the Board and Director	September 28, 1998
* ----- Ray C. Anderson	Director	September __, 1998

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* ----- Rita Bornstein	Director	September 28, 1998
* ----- B. A. Bridgewater, Jr.	Director	September 28, 1998

* ----- Thomas E. Capps	Director	September 28, 1998
* ----- Alvin R. Carpenter	Director	September 28, 1998
* ----- Charles W. Coker	Director	September 28, 1998
* ----- Thomas G. Cousins	Director	September 28, 1998
* ----- Andrew B. Craig, III	Director	September 28, 1998
* ----- Alan T. Dickson	Director	September 28, 1998
* ----- Paul Fulton	Director	September 28, 1998
* ----- C. Ray Holman	Director	September 28, 1998
* ----- W. W. Johnson	Director	September 28, 1998
* ----- Kenneth D. Lewis	President and Director	September 28, 1998

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* ----- Russell W. Meyer, Jr.	Director	September 28, 1998
* ----- Richard B. Priory	Director	September 28, 1998
* ----- John C. Slane	Director	September 28, 1998
* ----- O. Temple Sloan, Jr.	Director	September 28, 1998
* ----- Meredith R. Spangler	Director	September 28, 1998
* ----- Albert E. Suter	Director	September 28, 1998

*

Director September 28, 1998
Ronald Townsend

*

Director September 28, 1998
Jackie M. Ward

*

Director September 28, 1998
John A. Williams

Director September __, 1998
Virgil R. Williams
</TABLE>

*By: /s/ Charles M. Berger

Charles M. Berger
Attorney-in-Fact

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INDEX TO EXHIBITS*

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24.1	Power of Attorney

* All other required exhibits were previously filed as exhibits to, and are listed in, the Registration Statement on Form S-3 to which this is Post-Effective Amendment No. 3.

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Post-Effective Amendments No. 1 to Registration Statements on Form S-3 (Registration Nos. 333-07229; 333-13811; 333-15375; 333-18273; 333-43137 and 333-51367); Post-Effective Amendments No. 2 to Registration Statements on Form S-3 (Registration Nos. 33-54784; 33-49881; 33-57533 and 33-63097); Post-Effective Amendment No. 3 to Registration Statement on Form S-3 (Registration No. 33-45498); Post-Effective Amendment No. 2 to Registration Statement on Form S-4 (Registration No. 333-60553); Post-Effective Amendments No. 1 to Registration Statements on Form S-8 (Registration Nos. 33-45279; 33-60695; 333-02875; 333-07105; 333-20913; 333-24331 and 333-58657); Post-Effective Amendment No. 5 to Registration Statement on Form S-8 (Registration No. 2-80406) and Post-Effective Amendments No. 2 on Form S-8 to Registration Statements on Form S-4 (Registration Nos. 33-43125; 33-55145; 33-63351; 33-62069; 33-62208; 333- 16189 and 333-40515) of NationsBank Corporation of our report dated January 20, 1998, with respect to the consolidated financial statements of BankAmerica Corporation incorporated by reference in its Annual Report on Form 10-K for the year ended December 31, 1997, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Francisco, California
September 25, 1998

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Post-Effective Amendments No. 1 to Registration Statements on Form S-3 (Registration Nos. 333-07229; 333-13811; 333-15375; 333-18273; 333-43137 and 333-51367); Post-Effective Amendments No. 2 to Registration Statements on Form S-3 (Registration Nos. 33-54784; 33-49881; 33-57533 and 33-63097); Post-Effective Amendment No. 3 to Registration Statement on Form S-3 (Registration No. 33-45498); Post-Effective Amendment No. 2 to Registration Statement on Form S-4 (Registration No. 333-60553); Post-Effective Amendments No. 1 to Registration Statements on Form S-8 (Registration Nos. 33-45279; 33-60695; 333-02875; 333-07105; 333-20913; 333-24331 and 333-58657); Post-Effective Amendment No. 5 to Registration Statement on Form S-8 (Registration No. 2-80406) and Post-Effective Amendments No. 2 on Form S-8 to Registration Statements on Form S-4 (Registration Nos. 33-43125; 33-55145; 33-63351; 33-62069; 33-62208; 333- 16189 and 333-40515) of NationsBank Corporation of our report dated January 20, 1998, with respect to the consolidated financial statements of BankAmerica Corporation incorporated by reference in its Annual Report on Form 10-K for the year ended December 31, 1997, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Francisco, California
September 25, 1998

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each of NationsBank Corporation, and the several undersigned Officers and Directors thereof whose signatures appear below, hereby makes, constitutes and appoints Paul J. Polking and Charles M. Berger, and each of them acting individually, its, his and her true and lawful attorneys with power to act without any other and with full power of substitution, to execute, deliver and file in its, his and her name and on its, his and her behalf, and in each of the undersigned Officer's and Director's capacity or capacities as shown below, (a) Post-Effective Amendments No. 1 to Registration Statements on Form S-3 (Registration Nos. 333-07229; 333-13811; 333-15375; 333-18273; 333-43137 and 333-51367); Post-Effective Amendments No. 2 to Registration Statements on Form S-3 (Registration Nos. 33-54784; 33-49881; 33-57533 and 33-63097); Post- Effective Amendment No. 3 to Registration Statement on Form S-3 (Registration No. 33-45498); Post- Effective Amendment No. 2 to Registration Statement on Form S-4 (Registration No. 333-60553); Post- Effective Amendments No. 1 to Registration Statements on Form S-8 (Registration Nos. 33-45279; 33- 60695; 333-02875; 333-07105; 333-20913; 333-24331 and 333-58657); Post-Effective Amendment No. 5 to Registration Statement on Form S-8 (Registration No. 2-80406) and Post-Effective Amendments No. 2 on Form S-8 to Registration Statements on Form S-4 (Registration Nos. 33-43125; 33-55145; 33-63351; 33-62069; 33-62208; 333-16189 and 333-40515) of NationsBank Corporation, which Post- Effective Amendments shall be filed pursuant to Rule 414 of the Securities Act of 1933, as amended, to notify the Securities and Exchange Commission of the reincorporation of NationsBank Corporation as a Delaware company by means of a merger of the predecessor North Carolina corporation of the same name into NationsBank (DE) Corporation, with NationsBank (DE) Corporation as the surviving corporation and being renamed "NationsBank Corporation," and any and all documents in support thereof or supplemental thereto and any and all amendments, including any and all post-effective amendments, to the foregoing (hereinafter called the "Registration Statements"), and (b) such registration statements, petitions, applications, consents to service of process or other instruments, any and all documents in support thereof or supplemental thereto, and any and all amendments or supplements to the foregoing, as may be necessary or advisable to qualify or register the securities covered by said Registration Statements under such securities laws, regulations or requirements as may be applicable; and each of NationsBank Corporation and said Officers and Directors hereby grants to said attorneys, and to each of them, full power and authority to do and perform each and every act and thing whatsoever as said attorneys or attorney may deem necessary or advisable to carry out fully the intent of this power of attorney to the same extent and with the same effect as NationsBank Corporation might or could do, and as each of said Officers and Directors might or could do personally in his or her capacity or capacities as aforesaid, and each of NationsBank Corporation and said Officers and Directors hereby ratifies and confirms all acts and things which said attorneys or attorney might do or cause to be done by virtue of this power of attorney and its, his or her signature as the same may be signed by said attorneys or attorney, or any of them, to any or all of the following (and/or any and all amendments and supplements to any or all thereof): such Registration Statements under the Securities Act of 1933, as amended, and all such registration statements, petitions, applications, consents to service of process and other instruments, and any and all documents in support thereof or supplemental thereto, under such securities laws, regulations and requirements as may be applicable.

IN WITNESS WHEREOF, NationsBank Corporation has caused this power of attorney to be signed on its behalf, and each of the undersigned Officers and Directors in the capacity or capacities noted has hereunto set his or her hand as of the date indicated below.

NATIONSBANK CORPORATION

By: /s/ Hugh L. McColl, Jr.

 Hugh L. McColl, Jr.
 Chief Executive Officer

Dated: September 25, 1998

<TABLE>
 <CAPTION>
 <S> <C>

Signature -----	Title -----	Date ----
/s/ Hugh L. McColl, Jr. ----- Hugh L. McColl, Jr.	Chief Executive Officer and Director (Principal Executive Officer)	September 25, 1998
/s/ James H. Hance, Jr. ----- James H. Hance, Jr.	Director, Vice Chairman and Chief Financial Officer (Principal Financial Officer)	September 25, 1998

/s/ Marc D. Oken ----- Marc D. Oken	Executive Vice President and Chief Accounting Officer (Principal Accounting Officer)	September 25, 1998
/s/ Charles E. Rice ----- Charles E. Rice	Chairman of the Board and Director	September 25, 1998
----- Ray C. Anderson	Director	September __, 1998
/s/ Rita Bornstein ----- Rita Bornstein	Director	September 25, 1998
/s/ B. A. Bridgewater, Jr. ----- B. A. Bridgewater, Jr.	Director	September 25, 1998
/s/ Thomas E. Capps ----- Thomas E. Capps	Director	September 25, 1998
/s/ Alvin R. Carpenter ----- Alvin R. Carpenter	Director	September 25, 1998
/s/ Charles W. Coker ----- Charles W. Coker	Director	September 25, 1998
/s/ Thomas G. Cousins ----- Thomas G. Cousins	Director	September 25, 1998
/s/ Andrew B. Craig, III ----- Andrew B. Craig, III	Director	September 25, 1998
/s/ Alan T. Dickson ----- Alan T. Dickson	Director	September 25, 1998
/s/ Paul Fulton ----- Paul Fulton	Director	September 25, 1998
/s/ C. Ray Holman ----- C. Ray Holman	Director	September 25, 1998
/s/ W. W. Johnson ----- W. W. Johnson	Director	September 25, 1998
/s/ Kenneth D. Lewis ----- Kenneth D. Lewis	President and Director	September 25, 1998
/s/ Russell W. Meyer, Jr. -----	Director	September 25, 1998

Russell W. Meyer, Jr.

/s/ Richard B. Priory Director September 25, 1998

Richard B. Priory

/s/ John C. Slane Director September 25, 1998

John C. Slane

/s/ O. Temple Sloan, Jr. Director September 25, 1998

O. Temple Sloan, Jr.

/s/ Meredith R. Spangler Director September 25, 1998

Meredith R. Spangler

/s/ Albert E. Suter Director September 25, 1998

Albert E. Suter

/s/ Ronald Townsend Director September 25, 1998

Ronald Townsend

/s/ Jackie M. Ward Director September 25, 1998

Jackie M. Ward

/s/ John A. Williams Director September 25, 1998

John A. Williams

Director September __, 1998

Virgil R. Williams

</TABLE>