

As filed with the Securities and Exchange Commission on November 12, 1997

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K/A-1

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)

INFORMATION TO BE INCLUDED IN THE REPORT

The Current Report on Form 8-K dated August 29, 1997 and filed with the Securities and Exchange Commission on September 12, 1997, is amended to amend and restate Item 7 in its entirety as follows:

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial Statements of Business Acquired.

The following supplemental 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 Statement 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.

Pro forma financial information

UNAUDITED PRO FORMA CONDENSED FINANCIAL INFORMATION

The following Unaudited Pro Forma Condensed Balance Sheet as of September 30, 1997, combines the historical consolidated balance sheets of NationsBank and Barnett as if the Merger had been effective on September 30, 1997, after giving effect to certain adjustments described in the attached Notes to Unaudited Pro Forma Condensed Financial Information. NationsBank's acquisition of Boatmen's Bancshares Inc. ("Boatmen's") was completed on January 7, 1997 and is reflected in NationsBank's September 30, 1997 unaudited historical balance sheet.

The Unaudited Pro Forma Condensed Statements of Income for the nine months ended September 30, 1997, and the year ended December 31, 1996 present the combined results of operations of NationsBank, Barnett and Boatmen's as if the Merger and the Boatmen's acquisition had been effective at January 1, 1996, after giving effect to certain adjustments described in the attached Notes to Unaudited Pro Forma Condensed Financial Information. The unaudited Pro Forma Condensed Statements of Income for the years ended December 31, 1995 and 1994 present the combined results of operations of only NationsBank and Barnett as if the Merger had been effective at the beginning of each period, after giving effect to certain adjustments described in the attached Notes to Unaudited Pro Forma Condensed Financial Information.

The unaudited Pro Forma Condensed Financial Information and accompanying notes reflect the application of the pooling-of-interests method of accounting for the Merger. Under this method of accounting, the recorded assets, liabilities, shareholders' equity, income and expenses of NationsBank and Barnett are combined and reflected at their historical amounts.

The Boatmen's transaction was accounted for using the purchase method of accounting. Accordingly, the results of operations of Boatmen's have been included in the NationsBank historical financial statements from the date of acquisition. Under the purchase method of accounting, the purchase price was allocated to assets acquired and liabilities assumed based on their estimated fair values at the closing date of the transaction. The amount of the purchase accounting adjustments included in these unaudited Pro Forma Condensed Financial Statements are based on actual information known to date.

The combined company expects to achieve substantial merger benefits in the form of operating cost savings. The pro forma earnings, which do not reflect any direct costs or potential savings which are expected to result from the consolidation of operations of NationsBank and Barnett, are not indicative of the results of future operations. The 1996 pro forma earnings do not reflect any direct costs or potential savings from the consolidation of operations of Boatmen's. No assurances can be given with respect to the ultimate level of expense savings.

The pro forma condensed financial information does not include the effects of NationsBank's acquisition of First Federal Savings Bank of Brunswick, Georgia which was completed April 15, 1997, or its acquisition of Montgomery Securities, which was completed on October 1, 1997. These acquisitions are not significant to the historical financial position or results of operations of NationsBank either individually or in the aggregate.

PRO FORMA CONDENSED BALANCE SHEET
(UNAUDITED)

TABLE	CAPTION
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100	100

AT SEPTEMBER 30, 1997

NATIONSBANK

BARNETT

NATIONSBANK	BARNETT	ADJUSTMENTS
-------------	---------	-------------

COMBINED

<C> <C> <C> <C>
(DOLLARS IN MILLIONS)

ASSETS

Cash and cash equivalents.....	\$ 9,273	\$ 2,297	\$ (250) (2)	\$ 10.895
--------------------------------	----------	----------	--------------	-----------

Time deposits placed.....	2,070	--	--
2,070			

Investment securities.....	35,540	4,111	--
39,651			

Federal funds sold and securities purchased under agreements to resell.....	9,301	2	--
---	-------	---	----

Trading account assets.....	24,259	--	--	
24,259				
Loans, leases and factored accounts receivable, net of unearned income.....	139,582	30,835	(1,140) (3)	
169,277				
Allowance for credit losses.....	(2,783)	(483)	--	
(3,266)				
Loans, leases and factored accounts receivable, net of unearned income and allowance for credit losses.....	136,799	30,352	(1,140)	
166,011				
Premises, equipment and lease rights, net.....	3,144	1,188	(50) (3)	
4,282				
Customers' acceptance liability.....	1,179	208	--	
1,387				
Intangible assets.....	9,590	1,102	--	
10,692				
Other assets.....	11,282	3,959	295 (2)	
15,536				
Total assets.....	\$ 242,437	\$43,219	\$ (1,570)	\$
284,086				
LIABILITIES				
Deposits.....	\$ 130,447	\$32,920	\$ (1,900) (3)	\$
161,467				
Borrowed funds.....	43,777	2,826	--	
46,603				
Trading account liabilities.....	13,033	--	--	
13,033				
Acceptances outstanding.....	1,179	208	--	
1,387				
Accrued expenses and other liabilities.....	5,484	1,055	700 (2)	
7,342				
Trust preferred securities.....	1,955	750	103 (3)	
2,705			--	
Long-term debt.....	26,245	1,819	--	
28,064				
Total liabilities.....	\$ 222,120	\$39,578	\$ (1,097)	\$
260,601				
SHAREHOLDERS' EQUITY				
Preferred stock.....	\$ 95	\$ --	\$ --	\$
95				
Common stock.....	8,833	402	540 (4)	
9,775				
Surplus.....	--	540	(540) (4)	
--				
Retained earnings.....	11,209	2,741	(473) (2, 3)	
13,477				
Other including loan to ESOP trust.....	180	(42)	--	
138				
Total shareholders' equity.....	20,317	3,641	(473)	
23,485				
Total liabilities and shareholders' equity.....	\$ 242,437	\$43,219	\$ (1,570)	\$
284,086				

</TABLE>

PRO FORMA CONDENSED STATEMENT OF INCOME
(UNAUDITED)

<TABLE>
<CAPTION>

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 1997

NATIONSBANK

BARNETT

COMBINED

<S>

AMOUNTS)

Income from Earning Assets

Interest and fees on loans and leases.....	\$ 9,451	\$ 2,045	\$ (72) (3)	\$
11,424				
Interest and dividends on securities.....	1,182	232	(31) (3)	
1,383				
Interest on federal funds sold and securities purchased under agreements to resell.....	515	13	--	
528				
Trading account securities.....	1,001	--	--	
1,001				
Other.....	142	--	--	
142				

PRO FORMA

NATIONSBANK BARNETT ADJUSTMENTS

<C> <C> <C> <C>
(DOLLARS IN MILLIONS, EXCEPT PER SHARE

Total income from earning assets.....	12,291	2,290	(103)	
14,478				
Interest Expense				
Deposits.....	2,973	690	(40)	(3)
3,623				
Borrowed funds.....	1,604	123	--	
1,727				
Long-term debt.....	1,316	132	--	
1,448				
Other.....	488	--	--	
488				
Total interest expense.....	6,381	945	(40)	
7,286				
Net interest income.....	5,910	1,345	(63)	
7,192				
Provision for credit losses.....	570	106	--	
676				
Net credit income.....	5,340	1,239	(63)	
6,516				
Gains on sales of securities.....	91	2	--	
93				
Noninterest income.....	3,502	772	(11)	(3)
4,263				
Noninterest expense.....	5,403	1,358	(44)	(3)
6,717				
Income before income taxes.....	3,530	655	(30)	
4,155				
Income taxes.....	1,271	230	(11)	(7)
1,490				
Net income before preferred dividends.....	2,259	425	(19)	
2,665				
Preferred dividends.....	9	--	--	
9				
Net income available to common shareholders.....	\$ 2,250	\$ 425	\$ (19)	\$
2,656				
Primary earnings per common share.....	\$ 3.13			\$
2.81				
Fully diluted earnings per common share.....	\$ 3.04			\$
2.74				
Average Common Shares -- Primary.....	719,489			
946,171				
Average Common Shares -- Fully Diluted.....	741,455			
971,474				

</TABLE>

PRO FORMA CONDENSED STATEMENT OF INCOME
(UNAUDITED)

FOR THE YEAR ENDED DECEMBER 31, 1996							
NATIONSBANK							
NATIONSBANK BARNETT COMBINED <S>	PRO FORMA		BOATMEN'S		PRO FORMA		<C>
	NATIONSBANK	BOATMEN'S	ADJUSTMENTS	COMBINED	BARNETT	ADJUSTMENTS	
	<C>	<C>	<C>	<C>	<C>	<C>	
(DOLLARS IN MILLIONS, EXCEPT PER SHARE AMOUNTS)							
Income from Earning Assets							
Interest and fees on loans and leases.....	\$ 10,440	\$ 2,110	\$ --	\$ 12,550	\$ 2,657	\$ (96) (3)	\$
15,111							
Interest and dividends on securities.....	1,306	737	7 (6)	1,400	325	(41) (3)	
1,684							
			(650) (6)				
Interest on federal funds sold and securities purchased under agreements to resell.....	666	24	--	690	24	--	
714							
Trading account securities....	1,225	4	--	1,229	--	--	
1,229							
Other.....	159	6	--	165	--	--	
165							
Total income from earning assets.....	13,796	2,881	(643)	16,034	3,006	(137)	
18,903							
Interest Expense							
Deposits.....	3,322	994	--	4,316	924	(53) (3)	
5,187							
Borrowed funds.....	2,155	249	(617) (6)	1,787	119	--	
1,906							

Long-term debt.....	1,337	53	300 (6)	1,690	97	--	
1,787							
Other.....	653	--	--	653	--	--	
653							
Total interest expense.....	7,467	1,296	(317)	8,446	1,140	(53)	
9,533							
Net interest income.....	6,329	1,585	(326)	7,588	1,866	(84)	
9,370							
Provision for credit losses.....	605	85	--	690	155	--	
845							
Net credit income.....	5,724	1,500	(326)	6,898	1,711	(84)	
8,525							
Gains on sales of securities....	67	2	--	69	19	--	
88							
Noninterest income.....	3,646	839	(6) (6)	4,479	791	(14) (3)	
5,256							
Merger related charge.....	118	70	--	188	--	--	
188							
Noninterest expense.....	5,685	1,453	286 (6)	7,424	1,617	(59) (3)	
8,982							
Income before income taxes.....	3,634	818	(618)	3,834	904	(39)	
4,699							
Income taxes.....	1,259	295	(120)	1,434	340	(14) (7)	
1,760							
Net income before preferred							
dividends.....	2,375	523	(498)	2,400	564	(25)	
2,939							
Preferred dividends.....	15	7	--	22	2	--	
24							
Net income available to common							
shareholders.....	\$ 2,360	\$ 516	\$ (498)	\$ 2,378	\$ 562	\$ (25)	\$
2,915							
Primary earnings per common							
share.....	\$ 4.00			\$ 3.29			\$
3.06							
Fully diluted earnings per							
common share.....	\$ 3.92			\$ 3.26			\$
3.03							
Average Common Shares --							
Primary.....	590,216			723,115			
953,844							
Average Common Shares -- Fully							
Diluted.....	603,530			736,429			
970,788							

PRO FORMA CONDENSED STATEMENT OF INCOME
(UNAUDITED)

<TABLE>
<CAPTION>

FOR THE YEAR ENDED DECEMBER 31, 1995

NATIONSBANK

BARNETT

COMBINED

<S>

AMOUNTS)

Income from Earning Assets

Interest and fees on loans and leases.....	\$ 9,552	\$ 2,580	\$ (96) (3)	\$
12,036				

Interest and dividends on securities.....	1,468	376	(41) (3)	
1,803				

Interest on federal funds sold and securities purchased under				
agreements to resell.....	937	5	--	
942				

Trading account securities.....	1,097	--	--	
1,097				

Other.....	166	--	--	
166				

Total income from earning assets.....	13,220	2,961	(137)	
16,044				

Interest Expense

Deposits.....	3,281	993	(53) (3)	
4,221				

Borrowed funds.....	2,710	148	--	
2,858				

Long-term debt.....	886	78	--	
964				

Other.....	896	--	--	
------------	-----	----	----	--

896				
Total interest expense.....	7,773	1,219	(53)	
8,939				
Net interest income.....	5,447	1,742	(84)	
7,105				
Provision for credit losses.....	382	123	--	
505				
Net credit income.....	5,065	1,619	(84)	
6,600				
Gains on sales of securities.....	29	5	--	
34				
Noninterest income.....	3,078	714	(14) (3)	
3,778				
Merger related charge.....	--	--	--	
--				
Noninterest expense.....	5,181	1,519	(59) (3)	
6,641				
Income before income taxes.....	2,991	819	(39)	
3,771				
Income taxes.....	1,041	286	(14) (7)	
1,313				
Net income before preferred dividends.....	1,950	533	(25)	
2,458				
Preferred dividends.....	8	16	--	
24				
Net income available to common shareholders.....	\$ 1,942	\$ 517	\$ (25)	\$
2,434				
Primary earnings per common share.....	\$ 3.56			\$
3.13				
Fully diluted earnings per common share.....	\$ 3.52			\$
3.07				
Average Common Shares -- Primary.....	544,959			
776,634				
Average Common Shares -- Fully Diluted.....	554,267			
801,218				
</TABLE>				

PRO FORMA CONDENSED STATEMENT OF INCOME
(UNAUDITED)

<TABLE>
<CAPTION>

FOR THE YEAR ENDED DECEMBER 31, 1994

NATIONSBANK

BARNETT

COMBINED
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		PRO FORMA		
	NATIONSBANK	BARNETT	ADJUSTMENTS	
	<C>	<C>	<C>	<C>
	(DOLLARS	IN MILLIONS,	EXCEPT PER SHARE	

AMOUNTS)

Income from Earning Assets				
Interest and fees on loans and leases.....	\$ 7,727	\$ 2,164	\$ (96) (3)	\$
9,795				
Interest and dividends on securities.....	1,378	388	(41) (3)	
1,725				
Interest on federal funds sold and securities purchased under agreements to resell.....	547	3	--	
550				
Trading account securities.....	764	--	--	
764				
Other.....	113	--	--	
113				
Total income from earning assets.....	10,529	2,555	(137)	
12,947				
Interest Expense				
Deposits.....	2,415	762	(53) (3)	
3,124				
Borrowed funds.....	1,618	99	--	
1,717				
Long-term debt.....	550	61	--	
611				
Other.....	735	--	--	
735				
Total interest expense.....	5,318	922	(53)	
6,187				
Net interest income.....	5,211	1,633	(84)	
6,760				
Provision for credit losses.....	310	74	--	
384				
Net credit income.....	4,901	1,559	(84)	
6,376				

Losses on sales of securities.....	(13)	(13)	--	
(26)				
Noninterest income.....	2,597	556	(14)	(3)
3,139				
Merger related charge.....	--	--	--	
--				
Noninterest expense.....	4,930	1,364	(59)	(3)
6,235				
Income before income taxes.....	2,555	738	(39)	
3,254				
Income taxes.....	865	250	(14)	(7)
1,101				
Net income before preferred dividends.....	1,690	488	(25)	
2,153				
Preferred dividends.....	10	18	--	
28				
Net income available to common shareholders.....	\$ 1,680	\$ 470	\$ (25)	\$
2,125				
Primary earnings per common share.....	\$ 3.06			\$
2.72				
Fully diluted earnings per common share.....	\$ 3.03			\$
2.67				
Average Common Shares -- Primary.....	549,312			
782,254				
Average Common Shares -- Fully Diluted.....	557,146			
805,965				

</TABLE>

NOTES TO THE UNAUDITED PRO FORMA
CONDENSED FINANCIAL INFORMATION

(DOLLARS IN MILLIONS, SHARES IN THOUSANDS, PER SHARE AMOUNTS ACTUAL)

NOTE 1 -- BASIS OF PRESENTATION

On August 29, 1997, NationsBank entered into an agreement and plan of merger pursuant to which Barnett Banks, Inc. ("Barnett") will be merged with a wholly-owned subsidiary of NationsBank (the "Merger"). Barnett is a multi-bank holding company headquartered in Jacksonville, Florida with approximately \$43.2 billion in assets, \$32.9 billion in deposits and \$3.6 billion in shareholders' equity at September 30, 1997. The agreement calls for a tax-free exchange of 1.1875 shares of NationsBank common stock for each share of Barnett common stock.

The unaudited Pro Forma Condensed Financial Information has been prepared assuming that the Merger will be accounted for under the pooling-of-interests method and is based on the historical consolidated financial statements of NationsBank and Barnett. Certain amounts in the historical financial statements of Barnett have been reclassified to conform with NationsBank's historical financial statement presentation.

On January 7, 1997 NationsBank completed the acquisition of Boatmen's Bancshares, Inc. ("Boatmen's"), headquartered in St. Louis, Missouri, resulting in the issuance of approximately 195 million shares of NationsBank's common stock valued at \$9.4 billion and aggregate cash payments of \$371 million to Boatmen's shareholders. At the acquisition date, Boatmen's total assets and deposits were approximately \$41.2 billion and \$32.0 billion, respectively. The acquisition was accounted for under the purchase method of accounting.

The pro forma adjustments represent management's best estimate based on available information at this time. Actual adjustments will differ from those reflected in the unaudited Pro Forma Condensed Financial Information. NationsBank and Barnett are still in the process of reviewing their respective accounting policies relative to those followed by the other entity. As a result of this review, it might be necessary to restate certain amounts in NationsBank's or Barnett's financial statements to conform to those accounting policies that are most appropriate. In management's opinion, any such restatements will not be material.

The unaudited Pro Forma Condensed Financial Information should be read in conjunction with the historical consolidated financial statements and the related notes thereto of each of NationsBank and Barnett incorporated by reference herein. The Barnett Annual Report on Form 10-K for the year ended December 31, 1996 should be read in conjunction with the Barnett Current Reports on Form 8-K filed September 12, 1997 and September 24, 1997.

NOTE 2 -- MERGER AND INTEGRATION COSTS

In connection with the Merger, NationsBank expects to incur pre-tax merger-related costs of approximately \$700 million (\$495 million after-tax), which will include approximately \$240 million in severance, relocation and change in control payments, \$270 million of conversion costs and occupancy and equipment expenses (primarily lease exit costs and the elimination of duplicate

facilities and other capitalized assets), \$100 million of exit costs related to contract terminations and \$90 million of other Merger costs (including legal and investment banking fees).

In connection with the Merger, Barnett expects to incur a pre-tax charge of approximately \$250 million (\$160 million after-tax) related to the Barnett Supplemental Executive Retirement Plan (which becomes vested and accruable on a change in control), investment banking fees and other Merger costs. The approval of the Merger by Barnett's shareholders constitutes a change in control under the Barnett Supplemental Executive Retirement Plan. These amounts, including the related tax effect, have been reflected in the Unaudited Pro Forma Condensed Balance Sheet as of September 30, 1997 and are not reflected in the Unaudited Pro Forma Condensed Statements of Income as they are not expected to have a continuing impact on the combined company.

NOTES TO THE UNAUDITED PRO FORMA
CONDENSED FINANCIAL INFORMATION -- CONTINUED

NOTE 3 -- DIVESTITURES

NationsBank anticipates that, in order to comply with what the Federal Reserve Board, the Department of Justice and certain Florida authorities may require in connection with their review of the Merger, the combined company will divest branches of Barnett with loans and deposits aggregating approximately \$1.1 billion and \$1.9 billion, respectively, in various markets in Florida. NationsBank expects to receive a premium of 15 percent of deposits on such divestitures. Such divestitures have been included in the unaudited Pro Forma Condensed Balance Sheet. The amount of any required divestitures has not yet been finally determined, and there can be no assurance the divestitures exceeding \$1.9 billion will not be required.

The estimated impact of anticipated branch divestitures on net income included in the unaudited Pro Forma Statements of Income for the nine months ended September 30, 1997 and the years ended December 31, 1996, 1995 and 1994 is based on information available at this time and was estimated using Barnett's historical interest yields and rates, ratio of service charges on deposit accounts to average deposits and costs directly related to operating the branches to be divested. The actual impact of anticipated branch divestitures will differ from that reflected in the unaudited Pro Forma Statements of Income for the nine months ended September 30, 1997 and the years ended December 31, 1996, 1995 and 1994.

NOTE 4 -- SHAREHOLDERS' EQUITY

In conjunction with the Merger, NationsBank will exchange 1.1875 shares of its common stock for each share of common stock of Barnett. Barnett had 192,870,753 shares of common stock outstanding as of September 30, 1997. The common stock in the Unaudited Pro Forma Condensed Balance Sheet has been adjusted to reflect the reclassification of Barnett's surplus to conform to NationsBank's presentation. Pro forma condensed retained earnings reflects the adjustments for anticipated merger-related costs and divestitures as described above.

NOTE 5 -- OPERATING COST SAVINGS

The combined company expects to achieve substantial cost savings through the optimization of delivery systems, reduction of corporate overhead, elimination of redundant staff functions, consolidation of business lines, data processing and back office operations, infrastructure and vendor leverage and the elimination of certain duplicate or excess office facilities. Approximately 50 percent of the operating cost savings are expected to be achieved by the end of 1998 with the remainder achieved in 1999. No adjustment has been included in the unaudited pro forma financial information for the anticipated operating cost savings. There can be no assurance that anticipated operating cost savings will be achieved in the expected amounts or at the times anticipated.

NOTE 6 -- BOATMEN'S ACQUISITION

The unaudited Pro Forma Financial Information reflects the Boatmen's acquisition using the purchase method of accounting. The cash component of the purchase price is assumed to equal 35% of the purchase price (the actual amount paid at closing plus share repurchases completed through August 1997) and is funded through the issuance of additional debt securities. The Unaudited Pro Forma Income Statement for the year ended December 31, 1996 also reflects the impact of the purchase accounting adjustments including the fair value adjustments related to investment securities, accrued expenses and other liabilities, other intangible assets and mortgage servicing rights.

NOTES TO THE UNAUDITED PRO FORMA
CONDENSED FINANCIAL INFORMATION -- CONTINUED

NOTE 6 -- BOATMEN'S ACQUISITION -- Continued

Purchase accounting adjustments related to the acquisition of Boatmen's

reflected in the unaudited Pro Forma Condensed Statement of Income for the year ended December 31, 1996 are summarized as follows:

<TABLE>	
<S>	
Interest income	<C>
Accretion of securities fair value adjustment.....	\$ 7
Noninterest income	
Amortization of mortgage servicing rights.....	6
Noninterest expense	
Amortization of intangibles.....	286
Interest Income	
Decrease in interest income from reduction in discretionary investment security portfolio...	650
Interest Expense	
Increase in interest expense on debt securities to fund cash component of purchase price....	300
Reduction in funding cost due to reduction in investment security portfolio.....	617
</TABLE>	

The following assumptions were used in establishing the purchase accounting adjustments reflected in the unaudited Pro Forma Condensed Statement of Income:

Securities -- Accrete the discount into interest income on a straight-line method over the estimated maturities of the affected securities, 3 years.

Mortgage Servicing Rights -- Amortize the excess of fair value over carrying value on a straight-line method over the estimated maturities of the underlying mortgages, 7 years.

Intangibles -- Amortize the identifiable intangible value as noninterest expense over 10 years and goodwill on a straight-line basis over 25 years.

NOTE 7 -- INCOME TAXES

Income tax expense on pro forma adjustments is reflected using a 36% tax rate.

(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.*

* Previously filed.

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: November 12, 1997

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