

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A-3

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

Date of Report: April 10, 1998

(Date of earliest event reported)

NationsBank Corporation

(Exact name of registrant as specified in its charter)

North Carolina

(State or other jurisdiction of incorporation)

1-6523

(Commission File Number)

56-0906609

(IRS Employer Identification Number)

NationsBank Corporate Center
Charlotte, North Carolina

(Address of principal executive offices)

28255

(Zip Code)

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

INFORMATION TO BE INCLUDED IN THE REPORT

The Current Report on Form 8-K dated April 10, 1998 and filed with the Securities and Exchange Commission ("SEC") on April 17, 1998, as amended by Form 8-K/A-1 filed April 24, 1998 and Form 8-K/A-2 filed May 18, 1998, 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 consolidated financial statements of BankAmerica are incorporated herein by reference to Exhibit 99.1 filed herewith:

1. Consolidated Balance Sheet as of December 31, 1997 and 1996.
2. Consolidated Statement of Operations for the years ended December 31, 1997, 1996 and 1995.
3. Consolidated Statement of Cash Flows for the years ended December 31, 1997, 1996 and 1995.
4. Consolidated Statement of Changes in Stockholders' Equity for the years ended December 31, 1997, 1996 and 1995.
5. Notes to Consolidated Financial Statements.

The Other Events in Item 5 of this Form 8-K should be read in connection with these consolidated financial statements.

The report of Ernst & Young LLP, independent auditors, on the consolidated financial statements of BankAmerica as of December 31, 1997 and 1996 and for the three years then ended is filed herewith as part of Exhibit 99.1 and the related consent is filed herewith as Exhibit 99.2. Both the opinion and consent are incorporated herein by reference.

Certain unaudited financial information regarding BankAmerica, including a Consolidated Balance Sheet as of March 31, 1998, and Consolidated Statement of Operations, Consolidated Statement of Cash Flows and Consolidated Statement of Changes in Stockholders' Equity for the three months ended March 31, 1998 and March 31, 1997, is incorporated herein by reference to Exhibit 99.3.

2

Certain unaudited financial information regarding BankAmerica, including a Consolidated Balance Sheet as of June 30, 1998, Consolidated Statement of Operations for the three and six months ended June 30, 1998 and June 30, 1997, and Consolidated Statement of Cash Flows and Consolidated Statement of Changes in Stockholders' Equity for the six months ended June 30, 1998 and June 30, 1997, is incorporated herein by reference to Exhibit 99.4.

(b) Pro Forma Financial Information.

3

UNAUDITED PRO FORMA CONDENSED FINANCIAL INFORMATION

The following Unaudited Pro Forma Condensed Balance Sheet as of June 30, 1998 combines the historical consolidated balance sheets of NationsBank Corporation ("NationsBank") and BankAmerica Corporation ("BankAmerica") as if the Reorganization had been effective on June 30, 1998, after giving effect to certain adjustments described in the attached Notes to the Unaudited Pro Forma Condensed Financial Information. NationsBank's historical financial statements, restated to give retroactive effect to the merger of NationsBank with Barnett Banks, Inc. ("Barnett") on January 9, 1998, are included in NationsBank's Current Report on Form 8-K filed with the SEC on April 16, 1998. In addition, NationsBank's historical interim financial statements for the quarter ended June 30, 1998 are included in NationsBank's Form 10-Q filed with the SEC on August 14, 1998. BankAmerica's historical financial statements are incorporated by reference in its Annual Report on Form 10-K for the year ended December 31, 1997 as filed with the SEC on March 16, 1998 and its Form 10-Q for the quarter ended June 30, 1998 as filed with the SEC on August 13, 1998. The unaudited Pro Forma Condensed Financial Information should be read in conjunction with the historical financial statements of NationsBank and BankAmerica.

The Unaudited Pro Forma Condensed Statements of Income for the six months ended June 30, 1998 and the years ended December 31, 1997, 1996 and 1995 present the combined results of operations of NationsBank and BankAmerica as if the Reorganization had been effective at January 1, 1995, after giving effect to certain adjustments described in the attached Notes to the Unaudited Pro Forma Condensed Financial Information.

The Unaudited Pro Forma Condensed Financial Information and accompanying Notes to the Unaudited Pro Forma Financial Information reflect the application of the pooling of interests method of accounting for the Reorganization. Under this method of accounting, the recorded assets, liabilities, shareholders' equity, income and expenses of NationsBank and BankAmerica are combined and reflected at their historical amounts.

NationsBank's acquisition of Boatmen's Bancshares, Inc. ("Boatmen's") on January 7, 1997, 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.

4

The combined company expects to achieve certain merger benefits in the form of operating cost savings which may be significant. 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 BankAmerica, may not be indicative of the results of future operations. The unaudited pro forma earnings for the years ended December 31, 1997, 1996 and 1995 do not reflect any direct costs or potential savings from the consolidation of operations of Barnett. No assurances can be given with respect to the ultimate level of expense savings. The merger and restructuring items reflected in the pro forma condensed balance sheet include severance and change in control and other

employee-related expenses, conversion and related costs and occupancy and equipment expenses (primarily lease exit costs and the elimination of duplicate facilities and other capitalized assets), exit costs related to contract terminations and other merger and restructuring costs (including legal and investment banking fees).

5

PRO FORMA CONDENSED BALANCE SHEET
NATIONSBANK/BANKAMERICA
(Unaudited)

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	AT JUNE 30, 1998			
	NATIONSBANK	BANKAMERICA	PRO FORMA ADJUSTMENTS	NATIONSBANK BANKAMERICA COMBINED
	(DOLLARS IN MILLIONS)			
ASSETS				
Cash and cash equivalents	\$ 12,568	\$ 14,053	\$ -	\$ 26,621
Time deposits placed	1,680	5,566	-	7,246
Investment securities	44,958	15,994	-	60,952
Federal funds sold and securities purchased under agreements to resell	12,409	12,220	-	24,629
Trading account assets	22,696	28,461	-	51,157
Loans, leases and factored accounts receivable, net of unearned income	180,897	166,621	-	347,518
Allowance for credit losses	(3,215)	(3,517)	-	(6,732)
Loans, leases and factored accounts receivable, net of unearned income and allowance for credit losses	177,682	163,104	-	340,786
Premises and equipment, net	4,010	3,528	-	7,538
Customers' acceptance liability	1,046	2,688	-	3,734
Intangible assets	11,589	6,201	-	17,790
Other assets	19,347	12,070	-	31,417
Total assets	\$ 307,985	\$ 263,885	\$ -	\$ 571,870
LIABILITIES				
Deposits	\$ 169,238	\$ 178,094	\$ -	\$ 347,332
Borrowed funds	54,645	23,805	-	78,450
Trading account liabilities	14,130	13,984	-	28,114
Acceptances outstanding	1,046	2,689	-	3,735
Accrued expenses and other liabilities	8,038	9,541	800 (2)	18,379
Trust preferred securities	2,705	2,212	-	4,917
Long-term debt	31,513	13,521	-	45,034
Total liabilities	281,315	243,846	800	525,961
SHAREHOLDERS' EQUITY				
Preferred stock	85	-	-	85
Common stock	10,499	1,210	3,826 (4)	15,535
Additional paid-in capital	-	8,022	(8,022) (4)	-
Retained earnings	15,767	14,922	(800) (2)	29,889
Common stock in treasury, at cost	-	(4,196)	4,196 (4)	-
Other, including loan to ESOP trust	319	81	-	400
Total shareholders' equity	26,670	20,039	(800)	45,909
Total liabilities and shareholders' equity	\$ 307,985	\$ 263,885	\$ -	\$ 571,870

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6

PRO FORMA CONDENSED INCOME STATEMENT
NATIONSBANK/BANKAMERICA
(Unaudited)

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FOR THE SIX MONTHS ENDED JUNE 30, 1998				
	NATIONSBANK	BANKAMERICA	PRO FORMA ADJUSTMENTS	NATIONSBANK BANKAMERICA COMBINED
(DOLLARS IN MILLIONS, EXCEPT PER SHARE AMOUNTS)				
INTEREST INCOME				
Interest and fees on loans and leases	\$ 7,572	\$ 6,755	\$ -	\$ 14,327
Interest and dividends on securities	1,644	558	-	2,202
Federal funds sold and securities purchased under agreements to resell	339	510	-	849
Trading account securities	660	770	-	1,430
Other interest income	260	207	-	467
Total interest income	10,475	8,800	-	19,275
INTEREST EXPENSE				
Deposits	2,441	2,942	-	5,383
Borrowed funds	1,555	989	-	2,544
Trading account liabilities	366	170	-	536
Long-term debt	1,056	579	-	1,635
Total interest expense	5,418	4,680	-	10,098
NET INTEREST INCOME	5,057	4,120	-	9,177
Provision for credit losses	530	475	-	1,005
NET CREDIT INCOME	4,527	3,645	-	8,172
Gains on sales of securities	260	73	-	333
Noninterest income	3,635	3,583	-	7,218
Foreclosed properties expense (income)	21	(10)	-	11
Merger and restructuring items	470	-	-	470
Noninterest expense	4,960	4,520	-	9,480
INCOME BEFORE INCOME TAXES	2,971	2,791	-	5,762
Income tax expense	1,066	1,066	-	2,132
NET INCOME BEFORE PREFERRED DIVIDENDS	1,905	1,725	-	3,630
Preferred dividends	3	19	-	22
NET INCOME AVAILABLE TO COMMON SHAREHOLDERS	\$ 1,902	\$ 1,706	\$ -	\$ 3,608
Basic earnings per share	\$ 1.99	\$ 2.49		\$ 2.09
Diluted earnings per share	\$ 1.95	\$ 2.41		\$ 2.03
Average common shares - Basic (thousands)	954,040	684,264		1,728,353
Average common shares - Diluted (thousands)	978,032	707,773		1,778,948

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7

PRO FORMA CONDENSED INCOME STATEMENT
NATIONSBANK/BANKAMERICA
(UNAUDITED)

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FOR THE YEAR ENDED DECEMBER 31, 1997

PRO FORMA NATIONSBANK
BANKAMERICA

	NATIONSBANK	BANKAMERICA	ADJUSTMENTS	COMBINED
	(DOLLARS IN MILLIONS, EXCEPT PER SHARE AMOUNTS)			
INTEREST INCOME				
Interest and fees on loans and leases	\$ 15,270	\$ 13,932	\$ -	\$ 29,202
Interest and dividends on securities	2,140	1,123	-	3,263
Federal funds sold and securities purchased under agreements to resell	699	817	-	1,516
Trading account securities	1,352	1,230	-	2,582
Other interest income	226	415	-	641
Total interest income	19,687	17,517	-	37,204
INTEREST EXPENSE				
Deposits	4,891	5,793	-	10,684
Borrowed funds	2,435	1,676	-	4,111
Trading account liabilities	678	297	-	975
Long-term debt	1,966	1,166	-	3,132
Total interest expense	9,970	8,932	-	18,902
NET INTEREST INCOME	9,717	8,585	-	18,302
Provision for credit losses	954	950	-	1,904
NET CREDIT INCOME	8,763	7,635	-	16,398
Gains on sales of securities	155	26	-	181
Noninterest income	5,929	6,042	-	11,971
Foreclosed properties expense (income)	9	(22)	-	(13)
Merger and restructuring items	374	-	-	374
Noninterest expense	9,234	8,399	-	17,633
INCOME BEFORE INCOME TAXES	5,230	5,326	-	10,556
Income tax expense	1,898	2,116	-	4,014
NET INCOME BEFORE PREFERRED DIVIDENDS	3,332	3,210	-	6,542
Preferred dividends	11	100	-	111
NET INCOME AVAILABLE TO COMMON SHAREHOLDERS	\$ 3,321	\$ 3,110	\$ -	\$ 6,431
Basic earnings per share	\$ 3.53	\$ 4.45		\$ 3.71
Diluted earnings per share	\$ 3.44	\$ 4.32		\$ 3.61
Average common shares - Basic (thousands)	941,992	699,189		1,733,194
Average common shares - Diluted (thousands)	967,672	719,777		1,782,172

8

PRO FORMA CONDENSED INCOME STATEMENT
NATIONSBANK/BANKAMERICA
(UNAUDITED)

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	FOR THE YEAR ENDED DECEMBER 31, 1996			
	NATIONSBANK	BANKAMERICA	PRO FORMA ADJUSTMENTS	NATIONSBANK BANKAMERICA COMBINED
	(DOLLARS IN MILLIONS, EXCEPT PER SHARE AMOUNTS)			
INTEREST INCOME				
Interest and fees on loans and leases	\$ 13,121	\$ 13,412	\$ -	\$ 26,533
Interest and dividends on securities	1,618	1,160	-	2,778
Federal funds sold and securities purchased under agreements to resell	689	682	-	1,371
Trading account securities	1,228	1,001	-	2,229
Other interest income	176	453	-	629
Total interest income	16,832	16,708	-	33,540
INTEREST EXPENSE				

Deposits	4,246	5,359	-	9,605
Borrowed funds	2,274	1,430	-	3,704
Trading account liabilities	653	227	-	880
Long-term debt	1,435	1,063	-	2,498
	-----	-----	----	-----
Total interest expense	8,608	8,079	-	16,687
	-----	-----	----	-----
NET INTEREST INCOME	8,224	8,629	-	16,853
Provision for credit losses	760	885	-	1,645
	-----	-----	----	-----
NET CREDIT INCOME	7,464	7,744	-	15,208
Gains on sales of securities	86	27	-	113
Noninterest income	4,408	5,336	-	9,744
Foreclosed properties expense	21	1	-	22
Merger and restructuring items	118	280	-	398
Noninterest expense	7,283	8,053	-	15,336
	-----	-----	----	-----
INCOME BEFORE INCOME TAXES	4,536	4,773	-	9,309
Income tax expense	1,597	1,900	-	3,497
	-----	-----	----	-----
NET INCOME BEFORE PREFERRED DIVIDENDS	2,939	2,873	-	5,812
Preferred dividends	17	185	-	202
	-----	-----	----	-----
NET INCOME AVAILABLE TO COMMON SHAREHOLDERS	\$ 2,922	\$ 2,688	\$ -	\$ 5,610
	=====	=====	=====	=====
Basic earnings per share	\$ 3.56	\$ 3.72		\$ 3.42
	=====	=====		=====
Diluted earnings per share	\$ 3.50	\$ 3.65		\$ 3.36
	=====	=====		=====
Average common shares - Basic (thousands)	820,945	722,373		1,638,382
	=====	=====		=====
Average common shares - Diluted (thousands)	837,706	736,055		1,670,626
	=====	=====		=====

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9

PRO FORMA CONDENSED INCOME STATEMENT
NATIONSBANK/BANKAMERICA
(UNAUDITED)

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	FOR THE YEAR ENDED DECEMBER 31, 1995			
	NATIONSBANK	BANKAMERICA	PRO FORMA ADJUSTMENTS	NATIONSBANK BANKAMERICA COMBINED
	-----	-----	-----	-----
	(DOLLARS IN MILLIONS, EXCEPT PER SHARE AMOUNTS)			
	-----	-----	-----	-----
INTEREST INCOME				
Interest and fees on loans and leases	\$ 12,134	\$ 12,760	\$ -	\$ 24,894
Interest and dividends on securities	1,844	1,276	-	3,120
Federal funds sold and securities purchased under agreements to resell	942	650	-	1,592
Trading account securities	1,100	741	-	1,841
Other interest income	166	466	-	632
	-----	-----	----	-----
Total interest income	16,186	15,893	-	32,079
	-----	-----	----	-----
INTEREST EXPENSE				
Deposits	4,274	4,923	-	9,197
Borrowed funds	2,858	1,160	-	4,018
Trading account liabilities	896	182	-	1,078
Long-term debt	964	1,113	-	2,077
	-----	-----	----	-----
Total interest expense	8,992	7,378	-	16,370
	-----	-----	----	-----
NET INTEREST INCOME	7,194	8,515	-	15,709
Provision for credit losses	505	440	-	945
	-----	-----	----	-----
NET CREDIT INCOME	6,689	8,075	-	14,764
Gains on sales of securities	34	24	-	58
Noninterest income	3,787	4,469	-	8,256
Foreclosed properties expense	30	18	-	48
Merger and restructuring items	-	-	-	-
Noninterest expense	6,670	7,983	-	14,653
	-----	-----	----	-----
INCOME BEFORE INCOME TAXES	3,810	4,567	-	8,377

Income tax expense	1,327	1,903	-	3,230
	-----	-----	---	-----
NET INCOME BEFORE PREFERRED DIVIDENDS	2,483	2,664	-	5,147
Preferred dividends	24	227	-	251
	-----	-----	---	-----
NET INCOME AVAILABLE TO COMMON SHAREHOLDERS	\$ 2,459	\$ 2,437	\$ -	\$ 4,896
	=====	=====	=====	=====
Basic earnings per share	\$ 3.18	\$ 3.28		\$ 3.03
	=====	=====		=====
Diluted earnings per share	\$ 3.10	\$ 3.24		\$ 2.98
	=====	=====		=====
Average common shares - Basic (thousands)	773,799	741,963		1,613,404
	=====	=====		=====
Average common shares - Diluted (thousands)	800,104	751,112		1,650,062
	=====	=====		=====

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10

NOTES TO THE UNAUDITED PRO FORMA
CONDENSED FINANCIAL INFORMATION

NOTE 1 - BASIS OF PRESENTATION

On April 10, 1998, NationsBank entered into an Agreement and Plan of Reorganization with BankAmerica. The Reorganization will create a new Delaware holding company which will be headquartered in Charlotte, North Carolina. Each outstanding share of BankAmerica common stock will be converted into 1.1316 shares of the new holding company's common stock and each share of NationsBank's common stock will be converted into one share of the new company's common stock.

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

The pro forma adjustments represent management's best estimates based on available information at this time. Actual adjustments will differ from those reflected in the unaudited Pro Forma Condensed Financial Information. NationsBank and BankAmerica 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 may be necessary to restate certain amounts in NationsBank's or BankAmerica's financial statements to conform to those accounting policies that are most appropriate. In management's opinion, any such restatements will not be material.

On January 9, 1998, NationsBank completed its merger with Barnett, headquartered in Jacksonville, Florida, resulting in the issuance of approximately 233 million shares of NationsBank's common stock. The transaction was accounted for under the pooling of interests method of accounting and accordingly, the historical financial statements of NationsBank reflect the merger with Barnett for all periods presented.

On January 7, 1997, NationsBank completed the acquisition of 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 and, accordingly, is included in NationsBank's historical financial statements from the date of acquisition.

11

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 BankAmerica. NationsBank's historical financial statements, restated to give retroactive effect of the merger of NationsBank with Barnett, are included in NationsBank's Current Report on Form 8-K filed with the SEC on April 16, 1998. In addition, NationsBank's historical interim financial statements for the six months ended June 30, 1998 are included in NationsBank's Form 10-Q filed with the SEC on August 14, 1998. BankAmerica's historical financial statements are incorporated by reference in its Annual Report on Form 10-K for the year ended December 31, 1997 as filed with the SEC on March 16, 1998 and its Form 10-Q for the six months ended June 30, 1998 as filed with the SEC on August 13, 1998.

NOTE 2 - MERGER AND RESTRUCTURING ITEMS

In connection with the Reorganization, the combined company expects to incur pre-tax merger and restructuring items of approximately \$1.3 billion (\$800 million after tax), which will include severance and change in control and other employee-related items, conversion and related costs and occupancy and equipment expenses (primarily lease exit costs and the elimination of duplicate facilities and other capitalized assets), exit costs related to contract terminations and other Reorganization costs (including legal and investment banking fees). The pro forma adjustments represent management's best estimates based on available information at this time. Actual adjustments will differ from those reflected in the unaudited Pro Forma Condensed Financial Information.

The following table presents the major components of the estimated pre-tax merger and restructuring items (dollars in millions):

Severance, change in control and other employee-related items	\$ 450
Occupancy and equipment expense	250
Conversion and related costs	200
Contract terminations	200
Other	200

	\$1,300

NOTE 3 - DIVESTITURES

The combined company anticipates that, to comply with what the Federal Reserve Board, the Department of Justice and certain state authorities may require in connection with their review of the Reorganization, certain branches of NationsBank and BankAmerica will need to be divested in various markets where each of NationsBank and BankAmerica have a combined share of deposits. The impact of anticipated branch divestitures on the combined company's financial condition and results of operations is not expected to be material.

12

NOTE 4 - SHAREHOLDERS' EQUITY

In conjunction with the Reorganization, a new holding company will be established, NationsBank (DE). Each outstanding share of BankAmerica common stock will be converted into 1.1316 shares of the new holding company's common stock and each share of NationsBank's common stock will be converted into one share of the new company's common stock. Each share of the combined company's common stock will have a par value of \$0.01 per share. NationsBank and BankAmerica had approximately 960 million and 685 million shares of common stock outstanding as of June 30, 1998, respectively. The pro forma average common share amounts used to calculate pro forma basic and diluted earnings per share were derived from the actual average share amounts for NationsBank and the average share amounts for BankAmerica as adjusted for the exchange ratio of 1.1316. The common stock in the Unaudited Pro Forma Condensed Balance Sheet has been adjusted to reflect the reclassification of BankAmerica's additional paid-in capital and treasury stock to conform to NationsBank's presentation. Unaudited pro forma retained earnings reflects the estimated adjustment for anticipated merger and restructuring costs as described above.

NOTE 5 - OPERATING COST SAVINGS

The combined company expects to achieve a certain level of 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 facilities. No adjustment has been included in the unaudited Pro Forma Condensed 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.

13

(C) Exhibits.

The following exhibits are filed herewith:

EXHIBIT NO.	DESCRIPTION OF EXHIBIT
99.1	Consolidated Financial Statements of BankAmerica Corporation and Report of Ernst & Young LLP.*
99.2	Consent of Ernst & Young LLP.
99.3	Unaudited Interim Financial Statements of BankAmerica as of March 31, 1998, and for the

three months ended March 31, 1998 and March 31, 1997, are incorporated by reference to pages 2 through 15 of BankAmerica's Quarterly Report on Form 10-Q dated May 14, 1998.

99.4

Unaudited Interim Financial Statements of BankAmerica as of June 30, 1998, and for the three and six months ended June 30, 1998 and June 30, 1997, are incorporated by reference to pages 2 through 16 of BankAmerica's Quarterly Report on Form 10-Q dated August 13, 1998.

* Previously filed.

14

SIGNATURE

Pursuant to the requirements of the Securities and 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
Registrant

Date: August 17, 1998

/S/ Marc D. Oken

Marc D. Oken
Executive Vice President
and Chief Accounting Officer

15

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Current Report on Form 8-K/A-3 to be dated August 17, 1998 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

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San Francisco, California

August 13, 1998