

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 1

TO

FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

PHILLIPS-VAN HEUSEN CORPORATION
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE (STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	5136 (PRIMARY STANDARD INDUSTRIAL CLASSIFICATION CODE NUMBER)	13-1166910 (IRS EMPLOYER IDENTIFICATION NO.)
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1290 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10104
(212) 541-5200

(ADDRESS AND TELEPHONE NUMBER OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

BRUCE J. KLATSKY
CHAIRMAN AND CHIEF EXECUTIVE OFFICER
PHILLIPS-VAN HEUSEN CORPORATION
1290 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10104
(212) 541-5200
(NAME, ADDRESS AND TELEPHONE NUMBER
OF AGENT FOR SERVICE)

COPY TO:
EDWARD H. COHEN, ESQ.
ROSENMAN & COLIN LLP
575 MADISON AVENUE
NEW YORK, NEW YORK 10022
(212) 940-8800

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: From time to time after the effective date of this Registration Statement.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. / /

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) 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 this form is a post-effective amendment filed pursuant to Rule 462(d) 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. / /

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 OR UNTIL THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 20. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 145 of the General Corporation Law of Delaware, the law of the state in which the Company is incorporated, empowers a corporation within certain limitations to indemnify any person against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with any suit or proceeding to which such person is a party by reason of the fact that such person 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, as long as such person acted in good faith and in a manner which the person reasonably believed to be in, or not opposed to, the best interests of the corporation. With respect to any criminal proceeding, the person must have had no reasonable cause to believe that the person's conduct was unlawful. Article Eighth of the Company's Certificate of Incorporation provides for indemnification of directors to the extent permitted by the General Corporation Law of the State of Delaware.

Section 102(b)(7) of the General Corporation Law of the State of Delaware provides that a certificate of incorporation may contain a provision 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, provided that such provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Company or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 (relating to liability for unauthorized acquisitions or redemptions of, or dividends on, capital stock) of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. Article Eighth of the Company's Certificate of Incorporation contains such a provision.

The Company also has in effect directors' and officers' liability insurance covering certain liabilities incurred by the directors and officers of the Company in connection with the performance of their duties.

ITEM 21. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

See the Exhibit Index included immediately preceding the exhibits to this Registration Statement.

ITEM 22. UNDERTAKINGS.

The undersigned Company 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 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;

(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.

The Company hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Company'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 this 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.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers, and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company 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 Company of expenses incurred or paid by a director, officer or controlling person of the Company 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 Company 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 Act, and will be governed by the final adjudication of such issue.

The undersigned Company hereby undertakes to respond to requests for information that is incorporated by reference into the prospectus pursuant to Items 4, 10(b), 11 or 13 of this form, within one business day of receipt of such request, and to send the incorporated documents by first-class mail or other equally prompt means. This includes information contained in documents filed subsequent to the effective date of the Registration Statement through the date of responding to the request.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company has duly caused this Amendment No. 1 to this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of New York and State of New York on August 6, 1998.

PHILLIPS-VAN HEUSEN CORPORATION

By: /s/ Bruce J. Klatsky

Bruce J. Klatsky
Chairman and Chief Executive Officer

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Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ Bruce J. Klatsky ----- Bruce J. Klatsky	Chairman; Chief Executive Officer; Director	August 6, 1998
/s/ Mark Weber ----- Mark Weber	President, Chief Operating Officer; Director	August 6, 1998
/s/ Irwin W. Winter ----- Irwin W. Winter	Executive Vice President; Chief Financial Officer; Director	August 6, 1998
/s/ Emanuel Chirico ----- Emanuel Chirico	Vice President and Controller	August 6, 1998
/s/ Edward H. Cohen ----- Edward H. Cohen	Director	August 6, 1998
/s/ Joseph B. Fuller ----- Joseph B. Fuller	Director	July 31, 1998
/s/ Joel H. Goldberg ----- Joel H. Goldberg	Director	August 6, 1998
----- Marc Grosman	Director	
/s/ Dennis F. Hightower ----- Dennis F. Hightower	Director	August 6, 1998
/s/ Maria Elena Lagomasino ----- Maria Elena Lagomasino	Director	August 3, 1998
----- Harry N.S. Lee	Director	
/s/ Bruce Maggin ----- Bruce Maggin	Director	August 6, 1998
/s/ Sylvia M. Rhone ----- Sylvia M. Rhone	Director	August 4, 1998
/s/ Peter J. Solomon ----- Peter J. Solomon	Director	August 6, 1998

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
4.1+	-- Indenture, dated as of April 22, 1998, between the Company and Union Bank of California, N.A., as Trustee.
4.2+	-- Exchange and Registration Rights Agreement, dated as of April 22, 1998, among the Company and Goldman, Sachs & Co., Chase Securities Inc. and Citicorp Securities, Inc.
4.3+	-- Form of Global 9 1/2% Senior Subordinated Note due 2008.
5*	-- Opinion of Rosenman & Colin LLP.
12+	-- Statement re: Computation of Ratios.
13	-- Annual Report on Form 10-K for the fiscal year ended February 1, 1998, as amended by its amendment on Form 10-K/A No. 1 (incorporated by reference to the Company's Annual Report on Form 10-K and its amendment on Form 10-K/A filed with the Commission on April 15, 1998 and April 24, 1998, respectively).
21	-- List of Subsidiaries (incorporated by reference to the Company's Annual Report on Form 10-K for the fiscal year ended February 1, 1998).
23.1*	-- Consent of Ernst & Young LLP.
23.2*	-- Consent of Rosenman & Colin LLP (included in Exhibit 5).
24+	-- Power of Attorney.
25*	-- Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of Union Bank of California, N.A., as Trustee.
99.1+	-- Form of Letter of Transmittal for Initial Notes.
99.2+	-- Form of Notice of Guaranteed Delivery for Initial Notes.

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+ Previously filed.
* Filed herewith.

July 31, 1998

Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, NW
Washington, DC 20549

Gentlemen:

We have acted as counsel to Phillips-Van Heusen Corporation (the 'Company'), a Delaware corporation, in connection with the Company's registration statement (the 'Registration Statement') on Form S-4 filed with the Securities and Exchange Commission on June 18, 1998 (Registration Number 333-57203) covering the issuance of \$150,000,000 aggregate principal amount of 9 1/2% Senior Subordinated Notes due 2008 (the 'Notes') of the Company.

In rendering this opinion, we have examined (i) the Indenture between the Company and Union Bank of California, N.A., dated as of April 22, 1998, pursuant to which the Notes will be issued; (ii) the Notes; (iii) the Registration Statement; (iv) the Restated Certificate of Incorporation of the Company; (v) the Amended and Restated By-laws of the Company; (vi) resolutions of the Board of Directors of the Company, dated April 23, 1998, and (vii) such other documents, and made such inquiries as to questions of law, as we have deemed necessary.

Based upon the foregoing, it is our opinion that when (i) the Notes have been (a) duly authenticated in accordance with the Indenture and (b) issued, exchanged and delivered in the manner and for the consideration stated in the Indenture, the final Prospectus included in the Registration Statement and the Letter of Transmittal, which have been, or forms of which have been, filed as part of, or as exhibits to, the Registration Statement; (ii) the Registration Statement has become effective under the Securities Act of 1933, and (iii) the Notes have been qualified as required under the laws of those jurisdictions in which they are to be issued and exchanged, the Notes will be legally issued, and will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, except as enforcement thereof may be limited by bankruptcy, insolvency, reorganization or other similar laws, now or hereafter in effect, and equitable considerations of any court before which enforcement may be sought.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement and further consent to the use of our name in the Registration Statement, including the Prospectus

constituting a part thereof, and any amendments or supplements thereto, under the caption 'Validity of the Exchange Notes.'

Very truly yours,

ROSEMAN & COLIN LLP

By: /s/ Jayshree Parthasarathy

A Partner

CONSENT OF INDEPENDENT AUDITORS

We consent to the reference to our firm under the captions 'Experts', 'Summary Consolidated Financial Information' and 'Selected Consolidated Financial Information' and the use of our report dated March 10, 1998, except for the Long-Term Debt note, as which the date is April 22, 1998, in Amendment No. 1 to the Registration Statement on Form S-4 and the related Prospectus of Phillips-Van Heusen Corporation for the registration of \$150,000,000 of its 9 1/2% Senior Subordinated Notes due 2008.

We also consent to the incorporation by reference therein of our report dated April 14, 1998 with respect to the financial statement schedule of Phillips-Van Heusen Corporation for the years ended February 1, 1998, February 2, 1997 and January 28, 1996 included in the Annual Report (Form 10-K) for 1998 filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, New York
August 3, 1998

August 3, 1998

To the Stockholders and the Board of Directors
Phillips-Van Heusen Corporation

We are aware of the use of our report dated May 20, 1998 relating to the unaudited condensed consolidated interim financial statements of Phillips-Van Heusen Corporation which are included in its Form 10-Q for the 13 weeks ended May 3, 1998 and in Amendment No. 1 to the Registration Statement on Form S-4 and the related Prospectus of Phillips-Van Heusen Corporation for the registration of \$150,000,000 of its 9 1/2% Senior Subordinated Notes due 2008.

/s/ Ernst & Young LLP

New York, New York

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM T-1

STATEMENT OF ELIGIBILITY UNDER THE
TRUST INDENTURE ACT OF 1939 OF A CORPORATION
DESIGNATED TO ACT AS TRUSTEE

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE
PURSUANT TO SECTION 305(b)(2) _____

UNION BANK OF CALIFORNIA, N.A.
(Exact name of trustee as specified in its charter)

350 California Street San Francisco, CA (Address of principal executive offices)	94104 (Zip Code)	94-0304228 (I.R.S. employer identification no.)
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General Counsel
Union Bank of California, N.A..
400 California Street
San Francisco, CA 94104
(415) 765-2945

(Name, address and telephone number of agent for service)

Phillips-Van Heusen Corporation
(Exact name of obligor as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	13-1166910 (I.R.S. Employer Identification no.)
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1290 Avenue of the Americas, 11th Floor New York, New York (Address of principal executive offices)	10104 (Zip Code)
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\$150,000,000 Phillips-Van Heusen Corporation
9 1/2% Senior Subordinated Notes Due 2008

Item 1. General Information.

Furnish the following information as to the trustee --

Name and address of each examining or supervising authority to which it is subject:

Board of Governors of the Federal Reserve System
District Analyst, M/A 155
Washington, DC 20551

Federal Reserve Bank of San Francisco
101 Market Street
San Francisco, CA 94105

Deputy Comptroller for Large Bank Supervision
Office of the Comptroller of the Currency
Mail Stop 6-1
Washington, DC 20219-001

Federal Deposit Insurance Corporation
Analysis and Monitoring Section
550 17th Street, NW
Washington, DC 20429

Office of the Comptroller of the Currency
Western District Office
50 Fremont Street
San Francisco, CA 94105-2292

Whether it is authorized to exercise corporate trust powers: Yes

Item 2. Affiliations with obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

NONE

Item 16. List of Exhibits

List below all exhibits filed as a part of this statement of eligibility.

1. A copy of the articles of association of the trustee now in effect.
2. A copy of the authorization of the trustee to exercise corporate trust powers.
3. A copy of the existing bylaws of the trustee, or instruments corresponding thereto.
4. The consent of United States institutional trustees required by Section 321(b) of the Act.
5. A copy of the latest report of condition of the trustee published pursuant to law or the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939 the trustee, Union Bank of California, N.A., a national banking association formed under the laws of the United States, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of San Francisco, and State of California, on the tenth day of June, 1998.

Union Bank of California, N.A.

By: /s/ Gillian Wallace

Gillian Wallace
Assistant Vice President

Exhibit 1 to FORM T-1

A copy of the articles of association of the trustee now in effect

[LOGO]

UNION
BANK OF
CALIFORNIA

OFFICE OF CORPORATE SECRETARY

I hereby certify that I am the duly qualified, elected and acting Corporate Secretary of Union Bank of California, N.A.

I further certify that the attached Articles of Association, restated as of April 1, 1996, are a true and correct copy, that the same has not been rescinded and now stands in full force and effect.

In witness whereof, I have hereunto set my hand this 8th day of [ILLEGIBLE], 1998.

/s/ Jean C. Nomura

Jean C. Nomura, Corporate Secretary

ARTICLES OF ASSOCIATION
OF
UNION BANK OF CALIFORNIA, NATIONAL ASSOCIATION
(Restated as of April 1, 1996)

FIRST. The name of this Association shall be "Union Bank of California, National Association."

SECOND. The head office of this Association shall be in the City and County of San Francisco, State of California. The general business of the Association shall be conducted at its head office and its legally established branches.

THIRD. The board of directors of this Association shall consist of not less than five (5) nor more than twenty-five (25) individuals, the exact number of directors within such minimum and maximum limits to be fixed and determined from time to time by resolution of a majority of the full board of directors or by resolution of the shareholders at any annual or special meeting thereof. Unless otherwise provided by the laws of the United States, any vacancy in the board of directors for any reason, including an increase in the number thereof, may be filled by action of the board of directors, though less than a quorum.

FOURTH. The annual meeting of the shareholders for the election of directors and the transaction of whatever other business may be brought before said meeting shall be held at the head office or such other place as the board of directors may designate, on the date of each year specified therefor in the Bylaws, but if no election is held on that day, it may be held on any subsequent day according to the provisions of laws; and all elections shall be held according to such lawful regulations as may be prescribed by the board of directors.

Nominations for election to the board of directors may be made by the board of directors or by any shareholder of any outstanding class of capital stock of the Association entitled to vote for election of directors.

FIFTH. The amount of authorized capital stock of this Association shall be \$675,000,000 consisting of 45,000,000 shares of common stock of the par value of \$15 each, but said capital stock may be increased or decreased from time to time, in accordance with the provisions of the laws of the United States.

SIXTH. The board of directors shall appoint one of its members president of this Association, who shall be chairman of the board, unless the board appoints another director to be chairman. The board of directors shall have the power to appoint one or more vice presidents, and to appoint a cashier and such other officers and employees as may be required to transact the business of this Association.

The board of directors shall have the power to define the duties of the officers and employees of the Association; to fix the compensation to be paid to them; to dismiss them; to require bonds from them and to fix the penalty thereof; to regulate the manner in which any increase of the capital of the Association shall be made; to manage and administer the business and affairs of the Association; to make all Bylaws that it may be lawful for them to make; and generally to do and perform all acts that it may be legal for a board of directors to

do and perform.

SEVENTH. The board of directors shall have the power to change the location of the head office to any other place within the limits of the City of San Francisco, without the approval of the shareholders but subject to the approval of the Comptroller of the Currency; and shall have the power to establish or change the location of any branch or branches of the Association to any other location, without the approval of the shareholders but subject to the approval of the Comptroller of the Currency.

EIGHTH. The corporate existence of this Association shall continue until terminated in accordance with the laws of the United States.

NINTH. Special meetings of the shareholders of this Association may be called for any purpose at any time by the board of directors, the chairman of the board, the deputy chairman of the board, the president or by the majority shareholder. Unless otherwise provided by the laws of the United States, a notice of the time, place and purpose of every annual and special meeting of the shareholders shall be given by first-class mail, postage prepaid, mailed at least ten (10) days prior to the date of such meeting to each shareholder of record at his address as shown upon the books of this Association, provided that said notice may be waived by a majority shareholder.

TENTH. These Articles of Association may be amended at any regular or special meeting of the shareholders by the affirmative vote of the holders of a majority of the stock of this Association, unless the vote of the holders of a greater amount of stock is required by law, and in that case by the vote of the holders of such greater amount, voting in person or by proxy.

ELEVENTH. (a) This Association may 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 Association) by reason of the fact that he is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association 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 him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) This Association may 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 Association to procure a judgement in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually or

reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjusted to be liable to the Association unless and only to the extent that the Superior Court of the State of California or the court in which such 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 indemnity for such expenses which the court shall deem proper.

(c) To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) and (b), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under subsections (a) and (b) (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsections (a) and (b). Such determination shall be made (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by shareholders of the Association.

(e) Expenses incurred by an officer or director in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amounts if it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized in this article. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the board of directors deems appropriate.

(f) The indemnification provided by this article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in this official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) This Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this article.

(h) For purposes of this article, references to "the Association" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a

constituent) absorbed in a consolidation or merger which, if its separate existing had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this article with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

(i) For purposes of this article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Association" shall include any service as a director, officer, employee or agent of the Association which imposes duties on, or involves services by, such director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Association" as referred to in this article.

(j) Notwithstanding anything in this article to the contrary, the Association shall not indemnify any director, officer or employee nor purchase and maintain insurance on behalf of any director, officer or employee against expenses, penalties, or other payments incurred in an administrative proceeding or action instituted by an appropriate bank regulatory agency which proceeding or action results in a final order assessing civil money penalties.

TWELFTH. A director of the Association shall not be personally liable to the Association or its stockholder for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporations Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended after approval by the stockholders of this article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Association shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Association shall not adversely affect any right or protection of a director of the Association existing at the time of such repeal or modification.

Exhibit 2 to FORM T-1

A copy of the authorization of the trustee to exercise corporate trust powers

[LOGO]

Comptroller of the Currency
Administrator of National Banks

Washington, D.C. 20219

CERTIFICATE

I, Eugene A. Ludwig, Comptroller of the Currency, do hereby certify that:

1. The Comptroller of the Currency, pursuant to Revised Statutes 324, et seq., as amended, 12 U.S.C. 1, et seq., as amended, has possession, custody and control of all records pertaining to the chartering of all National Banking Associations.
2. "Union Bank of California, National Association," San Francisco, California, (Charter No. 21541) is a National Banking Association formed under the laws of the United States and is authorized thereunder to transact the business of banking and exercise Fiduciary Powers on the date of this Certificate.

IN TESTIMONY WHEREOF, I have hereunto
subscribed my name and caused my seal of
office to be affixed to these presents
at the Treasury Department in the City
of Washington and District of Columbia,
this 31th day of March, 1998.

[SEAL]

[ILLEGIBLE]

Comptroller of the Currency

Exhibit 3 to FORM T-1

A copy of the existing bylaws of the trustee, or instruments corresponding thereto.

[LOGO]

UNION
BANK OF
CALIFORNIA

OFFICE OF CORPORATE SECRETARY

I hereby certify that I am the duly qualified, elected and acting Corporate Secretary of Union Bank of California, N.A.

I further certify that attached Bylaws, restated as of April 1, 1996, are a true and correct copy, that the same has not been rescinded and now stands in full force and effect.

In witness whereof, I have hereunto set my hand this 8th day of June, 1998.

/s/ Jean C. Nomura

Jean C. Nomura, Corporate Secretary

Exhibit 4 to FORM T-1
The consent of United States institutional trustees required by Section 321(b)
of the Act.

CONSENT OF TRUSTEE

Pursuant to the requirements of Section 321(b) of the Trust Indenture Act of 1939 in connection with the proposed issuance of Senior Subordinate Notes of Phillips-Van Heusen Corporation, Union Bank of California, N.A., hereby consents that reports of examinations by Federal, State, Territorial or District Authorities may be furnished by such authorities to the Securities and Exchange Commission upon request therefor.

UNION BANK OF CALIFORNIA, N.A.

By: /s/ Gillian Wallace

Name: Gillian Wallace

Title: Assistant Vice President

Board of Governors of the Federal Reserve System
OMB Number: 7100-0036

Federal Deposit Insurance Corporation
OMB Number: 3064-0052

Office of the Comptroller of the Currency
OMB Number: 1557-0081

Expires March 31, 2000

Federal Financial Institutions Examination Council

[LOGO] Please refer to page i, [1]
Table of Contents, for
the required disclosure
of estimated burden.

Consolidated Reports of Condition and Income for
A Bank With Domestic and Foreign Offices--FFIEC 031

Report at the close of business May 31, 1998 (980331)

(RCRI 9999)

This report is required by law: 12 U.S.C. ss. 324 (State member banks); 12
U.S.C. ss. 1817 (State nonmember banks); and 12 U.S.C. ss. 161 (National banks).

This report form is to be filed by banks with branches and consolidated
subsidiaries in U.S. territories and possessions. Edge or Agreement
subsidiaries, foreign branches, consolidated foreign subsidiaries, or
International Banking Facilities.

NOTE: The Reports of Condition and Income must be signed by an authorized
officer and the Report of Condition must be attested to by not less than two
directors (trustees) for State nonmember banks and three directors for State
member and National banks.

I, David A. Anderson, SVP/Controller

Name and Title of Officer Authorized to Sign Report

of the named bank do hereby declare that the Reports of Condition and Income
(including the supporting schedules) for this report date have been prepared in
conformance with the instructions issued by the appropriate Federal regulatory
authority and are true to the best of my knowledge and belief.

/s/ David A. Anderson

Signature of Officer Authorized to Sign Report

5/11/98

Date of Signature

The Reports of Condition and Income are to be prepared in accordance with
Federal regulatory authority instructions.

We, the undersigned directors (trustees), attest to the correctness of the
Report of Condition (including the supporting schedules) for this report date
and declare that it has been examined by us and to the best of our knowledge and
belief has been prepared in conformance with the instructions issued by the
appropriate Federal regulatory authority and is true and correct.

/s/ Takahiro Moriguchi

Director (Trustee)

/s/ Mimoro Mode

Director (Trustee)

/s/ Robert M. Walker

Director (Trustee)

Submission of Reports

Each bank must prepare its Reports of Condition and Income either:

(a) in electric form and then file the computer data file directly with the
banking agencies' collection agent, Electronic Data Systems Corporation

(EDS), by modem or on computer diskette; or

- (b) in hard-copy (paper) form and arrange for another party to convert the paper report to electronic form. That party (if other than EDS) must transmit the bank's computer data file to EDS.

To fulfill the signature and attestation requirement for the Reports of Condition and Income for its report date, attach this signature page to the hard-copy record of the completed report that the bank places in its file.

FDIC Certificate Number	_ _ _ _ _ _ _ _	Union Bank of California, N.A.
	(RCRI 9050)	-----
		Legal Title of Bank (TEXT 9010)

		350 California Street

		City (TEXT 9130)

		San Francisco, CA 94104

		State Abbrev. (TEXT 9200) ZIP Code (TEXT 9220)

Board of Governors of the Federal Reserve System, Federal Deposit Insurance Corporation, Office of the Comptroller of the Currency

Consolidated Reports of Condition and Income for
A Bank With Domestic and Foreign Offices

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Disclosure of Estimated Burden

The estimated average burden associated with this information collection is 34.1 hours per respondent and is estimated to vary from 15 to 400 hours per response, depending on individual circumstances. Burden estimates includes the time for reviewing instructions, gathering and maintaining data in the required form, and completing the information collection, but exclude the time for compiling and maintaining business records in the normal course of a respondent's activities. A Federal agency may not conduct or sponsor, and an organization (or a person) is not required to respond to a collection of information, unless it displays a currently valid OMB control number. Comments concerning the accuracy of this burden estimates and suggestions for reducing this burden should be directed to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503, and to one of the following:

Secretary
Board of Governors of the Federal Reserve System
Washington, D.C. 20551

Legislative and Regulatory Analysis Division
Office of the Comptroller of the Currency
Washington, D.C. 20219

Assistant Executive Secretary
Federal Deposit Insurance Corporation
Washington, D.C. 20249

Report of Condition

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For information or assistance, National and State nonmember banks should contact the FDIC's Call Reports Analysis Section, 550 17th Street, N.W., Washington, D.C. 20429, toll free on (800) 688-FDIC(3342), Monday through Friday between 8:00 a.m. and 5:00 p.m., Eastern time. State member banks should contact their Federal Reserve District Bank.

Consolidated Report of Income
 For the period January 1, 1998 - March 31, 1998

All Report of Income schedules are to be reported on a calendar year-to-date basis in thousands of dollars.

Schedule RI--Income Statement

 I480 <--

 Dollar Amounts in Thousands RIAD Bil Mil Thou

1. Interest income:

a. Interest and fee income on loans

(1) In domestic offices:

(a) Loans secured by real estate.....	4011	154,315	1.a.(1)(a)
(b) Loans to depository institutions.....	4019	15	1.a.(1)(b)
(c) Loans to finance agricultural production and other loans to farmers.....	4024	5,269	1.a.(1)(c)
(d) Commercial and industrial loans.....	4012	205,479	1.a.(1)(d)
(e) Acceptance of other banks.....	4026	0	1.a.(1)(e)
(f) Loans to individuals for household, family, and other personal expenditures:			
(1) Credit cards and related plans.....	4054	10,544	1.a.(1)(f)(1)
(2) Other.....	4055	32,472	1.a.(1)(f)(2)
(g) Loans to foreign governments and official institutions.....	4056	0	1.a.(1)(g)

(h) Obligations (other than securities and leases) of states and political subdivisions in the U.S.:

(1) Taxable obligations.....	4503	219	1.a.(1)(h)(1)
(2) Tax-exempt obligations.....	4504	110	1.a.(1)(h)(2)

(i) All other loans in domestic offices..... 4058 1,496 1.a.(1)(i)

(2) In foreign offices, Edge and Agreement subsidiaries, and IBF..... 4059 23,717 1.a.(2)

b. Income from lease financing and receivables:

(1) Taxable leases.....	4505	12,942	1.b.(1)
(2) Tax-exempt leases.....	4307	16	1.b.(2)

c. Interest income on balances due from depository institutions: (1)

(1) In domestic offices.....	4105	5	1.c.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs.....	4106	8,221	1.c.(2)

d. Interest and dividend income on securities:

(1) U.S. Treasury securities and U.S. Government agency obligations.....	4027	40,559	1.d.(1)
(2) Securities issued by states and political subdivisions in the U.S.:			
(a) Taxable securities.....	4506	0	1.d.(2)(a)
(b) Tax-exempt securities.....	4507	1,877	1.d.(2)(b)
(3) Other domestic debt securities.....	3657	0	1.d.(3)
(4) Foreign debt securities.....	3658	77	1.d.(4)
(5) Equity securities (including investments in mutual funds).....	3659	723	1.d.(5)

e. Interest income from trading assets..... 4069 5,327 1.e.

 (1) Includes interest income on time certificates of deposit not held for trading.

Schedule RI--Continued

	Dollar Amounts in Thousands	Year-to-date		
		RIAD	Bil Mil Thou	
1. Interest income (continued)				
f. Interest income on federal funds sold and securities purchased under Agreements to resell.....	4020	4,127	1.f.	
g. Total interest income (sum of items 1.a through 1.f).....	4107	507,530	1.g.	
2. Interest expense:				
a. Interest on deposits:				
(1) Interest on deposits in domestic offices:				
(a) Transaction accounts (NOW accounts, ATS accounts, and Telephone and preauthorized transfer accounts).....	4508	1,153	2.a.(1)(a)	
(b) Nontransaction accounts:				
(1) Money market deposit accounts (MMDAs).....	4509	37,297	2.a.(1)(b)(1)	
(2) Other savings deposits.....	4511	6,806	2.a.(1)(b)(2)	
(3) Time deposits of \$100,000 or more.....	A517	53,897	2.a.(1)(b)(3)	
(4) Time deposits of less than \$100,000.....	A518	22,406	1.a.(1)(b)(4)	
(2) Interest on deposits in foreign offices, Edge and Agreement Subsidiaries, and IBFs	4172	47,041	2.a.(2)	
b. Expense of federal funds purchased and securities sold under Agreements to repurchase.....	4180	14,076	2.b.	
c. Interest on demand notes issued to the U.S. Treasury, trading Liabilities, and other borrowed money.....	4185	5,108	2.c.	
d. Not applicable				
e. Interest on subordinated notes and debentures.....	4200	3,459	2.e.	
f. Total interest expense (sum of items 2.a through 2.e).....	4073	191,243	2.f.	
3. Net interest income (item 1.g minus 2.f)		RIAD 4074	316,287	3.
4. Provisions:				
a. Provision for credit losses.....		RIAD 4230	20,034	4.a.
b. Provision for allocated transfer risk.....		RIAD 4243	0	4.b.
5. Noninterest income:				
a. Income from fiduciary activities.....	4070	22,205	5.a.	
b. Service charges on deposit accounts in domestic offices.....	4080	33,026	5.b.	
c. Trading revenue (must equal Schedule RI, sum of Memorandum Items 8.a through 8.d).....	A220	7,211	5.c.	
d.-e. Not applicable				
f. Other noninterest income:				
(1) Other fee income.....	5407	57,010	5.f.(1)	
(2) All other noninterest income*	5408	4,320	5.f.(2)	
g. Total noninterest income (sum of items 5.a through 5.f).....		RIAD 4079	123,772	5.g.
6. a. Realized gains (losses) on held-to-maturity securities.....		RIAD 3521	0	6.a.
b. Realized gains (losses) on available-for-sale securities.....		RIAD 3196	1,729	6.b.
7. Noninterest expense:				
a. Salaries and employee benefits.....	4135	149,747	7.a.	
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest).....	4217	36,440	7.b.	
c. Other noninterest expense*.....	4092	82,968	7.c.	
d. Total noninterest expense (sum of items 7.a through 7.c.).....		RIAD 4093	269,155	7.d.
8. Income (loss) before income taxes and extraordinary items and other Adjustments (item 3 plus or minus items 4.a, 4.b, 5.g, 6.a, 6.b, and 7.d)		RIAD 4301	152,599	8.
9. Applicable income taxes (on item 8).....		RIAD 4302	59,638	9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus 9).....		RIAD 4300	92,961	10.
11. Extraordinary items and other adjustments, net of income taxes*.....		RIAD 4320	0	11.
12. Net income (loss) (sum of items 10 and 11)..		RIAD 4340	92,961	12.

(*) Describe on Schedule RI-E--Explanations.

Schedule RI--Continued

Legal Title of Bank: UNION BANK OF CALIFORNIA, NATIONAL ASSOCIATION Call Date: 03/31/98 ST-BK: 06-1410 FFIEC 031
 Address: 400 CALIFORNIA STREET Page RJ-3
 City, State Zip: SAN FRANCISCO, CA 94104 Printed 05/15/98 at 10:32
 FDIC Certificate No.: 2 2 8 2 6

Schedule RI--Continued

Memoranda	Dollar Amounts in Thousands	Year-to-date				
		RIAD	Bil	Mil	Thou	
----- I481 <-- -----						
1. Interest expense incurred to carry tax-exempt securities, loans, and leases acquired after August 7, 1986, that is not deductible for federal income tax purposes	4513		100			M.1.
2. Income from the sale and servicing of mutual funds and annuities in domestic offices (included in Schedule RI, item 8).....	8431		9,326			M.2.
3.-4. Not applicable						
5. Number of full-time equivalent employees at end of period (round to nearest whole number).	4150		Number 9,895			M.5.
6. Not applicable						
7. If the reporting bank has restated its balance sheet as a result of applying push RIAD CC YY MM DD down accounting this calendar year, report the date of the bank's acquisition (1).....	RAID 9106		CC YY MM DD 00 00 00 00			M.7.
8. Trading revenue (from cash instruments and off-balance sheet derivative instruments) (sum of Memorandum items 8.a. through 8.d must equal Schedule RI, item 5.c):						
a. Interest rate exposures.....	8757		2,360			M.8.a.
b. Foreign exchange exposures.....	8758		4,851			M.8.b.
c. Equity security and index exposures.....	8759		0			M.8.c.
d. Commodity and other exposures.....	8760		0			M.8.d.
9. Impact on income of off-balance sheet derivatives held for purposes other than trading:						
a. Net increase (decrease) to interest income.....	8761		76			M.9.a.
b. Net (increase) decrease to interest expense.....	8762		93			M.9.b.
c. Other (noninterest) allocations.....	8763		0			M.9.c.
10. Credit losses on off-balance sheet derivative (see instructions).....	A251		0			M.10.
11. Does the reporting bank have a Subchapter S election in effect for federal income tax Purposes for the current tax year?.....	A530		YES NO X			M.11.
12. Deferred portion of total applicable income taxes included in Schedule RI, items 9 and 11 (to be reported with the December Report of Income).....	4772		Bil Mil Thou N/A			M.12

(1) For example, a bank acquired on June 1, 1997, would report 19970601.

Legal Title of Bank: UNION BANK OF CALIFORNIA, NATIONAL ASSOCIATION
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 FDIC Certificate No.: 2 2 8 2 6

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Schedule RI-A--Changes in Equity Capital

Indicate decreases and losses in parentheses.

	----- I483 <-- ----- Year-to-date -----		
	Dollar Amounts in Thousands		
	RIAD	Bil Mil Thou	
1. Total equity capital originally reported in the December 31, 1997, Reports of Condition and Income.....	3215	2,624,901	1.
2. Equity capital adjustments from amended Reports of Income, net*.....	3216	0	2.
3. Amended balance end of previous calendar year (sum of items 1 and 2).....	3217	2,624,901	3.
4. Net income (loss) (must equal Schedule RI, item 12).....	4340	92,961	4.
5. Sale, conversion, acquisition, or retirement of capital stock, net.....	4346	828	5.
6. Changes incident to business combinations, net.....	4356	0	6.
7. LESS: Cash dividends declared on preferred stock.....	4470	0	7.
8. LESS: Cash dividends declared on common stock.....	4460	24,529	8.
9. Cumulative effect of changes in accounting principles from prior years* (see instructions for this schedule).....	4411	0	9.
10. Corrections of material accounting errors from prior year* (see instructions for this schedule)	4412	0	10.
11. Change in net unrealized holding gains (losses) on available-for-sale securities.....	8433	(2,194)	11.
12. Foreign currency translation adjustments.....	4414	346	12.
13. Other transactions with parent holding company* (not included in items 5, 7, or 8 above).....	4415	0	13.
14. Total equity capital end of current period (sum of items 3 through 13) (must equal Schedule RC, item 28).....	3210	2,692,313	14.

* Describe on Schedule RI-E--Explanations.

Schedule RI-B--Charge-offs and Recoveries on Loans and Leases and Changes in Allowance for Credit Losses

Part I. Charge-offs and Recoveries on Loans and Leases

Part I excludes charge-offs and recoveries through the allocated transfer risk reserve.

	----- I486 <-- -----			
	(Column A) Charge-offs		(Column B) Recoveries	
	Calendar year-to-date -----			
	Dollar Amounts in Thousands		RIAD Bil Mil Thou	
	RIAD	Bil Mil Thou	RIAD	Bil Mil Thou
1. Loans secured by real estate:				
a. To U.S. addressees (domicile).....	4651	2,356	4661	1,400
b. To non-U.S. addressees (domicile).....	4652	0	4662	0
2. Loans to depository institutions and acceptances of other banks:				
a. To U.S. banks and other U.S. depository institutions.....	4653	0	4663	0
b. To foreign banks.....	4654	0	4664	0
3. Loans to finance agricultural production and other loans to farmers.....	4655	1,085	4665	3,174
4. Commercial and industrial loans:				
a. To U.S. addressees (domicile).....	4645	2,683	4617	3,815
b. To non-U.S. addressees (domicile).....	4646	0	4618	0
5. Loans to individuals for household, family, and other personal Expenditures:				
a. Credit cards and related plans.....	4656	5,879	4666	919
b. Other (includes single payment, installment, and all student loans).....	4657	4,944	4667	2,136
6. Loans to foreign governments and official institutions.....	4643	0	4627	0
7. All other loans.....	4644	295	4628	717
8. Lease financing receivables:				
a. Of U.S. addressees (domicile).....	4658	657	4668	77
b. Of non-U.S. addressees (domicile).....	4659	0	4669	0
9. Total (sum of items 1 through 8).....	4635	17,899	4605	12,238

Legal Title of Bank: UNION BANK OF CALIFORNIA, NATIONAL ASSOCIATION
 Address: 400 CALIFORNIA STREET
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Schedule RI-B--Continued

Part I. Continued

Memoranda	Dollar Amounts in Thousands	(Column A) Charge-offs		(Column B) Recoveries		
		Calendar year-to-date				
		RIAD	Bil Mil Thou	RIAD	Bil Mil Thou	
1-3. Not applicable						
4. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RI-B, part I, items 4 and 7, above.....	5409		0	5410	0	M.4.
5. Loans secured by real estate in domestic offices (included in Schedule RI-B, part I, items 4 and 7, above):						
a. Construction and land development.....	3582		3	3583	3	M.5.a.
b. Secured by farmland.....	3584		0	3585	0	M.5.b.
c. Secured by 1-4 family residential properties:						
(1) Revolving, open-end loans secured by 1-4 family residential Properties and extended under lines of credit.....	5411		1,615	5412	840	M.5.c.(1)
(2) All other loans secured by 1-4 family residential properties.....	5413		424	5414	54	M.5.c.(2)
d. Secured by multifamily (5 or more) residential properties.....	3588		0	3589	0	M.5.d.
e. Secured by nonfarm nonresidential properties.....	3590		314	3591	503	M.5.e.

Part II. Changes in Allowance for Credit Losses

	Dollar Amounts in Thousands	RIAD	Bil Mil Thou	
1. Balance originally reported in the December 31, 1997, Reports of Condition and Income.....		3124	468,606	1.
2. Recoveries (must equal or exceed part I, item 9, column B above).....		2419	12,238	2.
3. LESS: Charge-offs (must equal or exceed part I, item 9, column A above).....		2432	17,899	3.
4. Provision for credit losses (must equal Schedule RI, item 4.a).....		4230	20,034	4.
5. Adjustments* (see instructions for this schedule).....		4815	2	5.
6. Balance end of current period (sum of items 1 through 5) (must equal or exceed Schedule RC, item 4.b).....		A512	462,981	6.

*Describe on Schedule RI-E--Explanations.

Legal Title of Bank: UNION BANK OF CALIFORNIA, NATIONAL ASSOCIATION
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Schedule RI-D--Income from International Operations

For all banks with foreign offices, Edge or Agreement subsidiaries, or IBFs where international operations account for more than 10 percent of total revenues, total assets, or not income.

Part I. Estimated Income from International Operations

	Year-to-date		
	RIAD	Bil	Mil Thou
Dollar Amounts in Thousands			
1. Interest income and expense booked at foreign offices, Edge and Agreement subsidiaries, and IBF's			
a. Interest income booked.....	4837	N/A	1.a
b. Interest expense booked.....	4838	N/A	1.b
c. Net income expense booked at foreign offices, Edge and Agreement subsidiaries, and IBF's (item 1.a minus 1.b).....	4339	N/A	1.c
2. Adjustments for booking location of income international operations:	4840	N/A	2.a
a. Net interest income attributable to international operations booked at domestic offices			
b. Net interest income attributable to domestic business booked at foreign offices.....	4841	N/A	2.b
c. Net booking location adjustment (item 2.a minus 2.b).....	4841	N/A	2.c
3. Noninterest income and expense attributable to international operations:			
a. Noninterest income attributable to international operations	4097	N/A	3.a
b. Provision for loan and lease losses attributable to international operations.....	4235	N/A	3.b
c. Other noninterest expense attributable to international operations.....	4239	N/A	3.c
d. Net noninterest income (expense) attributable to international operations (item 3.a minus 3.b and 3.c).....	4843	N/A	3.
4. Estimated pretax income attributable to international operations before capital allocation Adjustment (sum of items 1.c, 2.c, and 3.d).....	4844	N/A	4.
5. Adjustment to pretax income for internal allocations to international operations to reflect the effects of equity capital on overall bank funding costs.....	4845	N/A	5.
6. Estimated pretax income attributable to international operations after capital allocation Adjustment (sum of items 4 and 5).....	4846	N/A	6.
7. Income taxes attributable to income from international operations as estimated in item 6.....	4797	N/A	7.
8. Estimated net income attributable to international operations (item 6 minus 7).....	4341	N/A	8.

Memoranda	Year-to-date		
	RIAD	Bil	Mil Thou
Dollar Amounts in Thousands			
1. Intracompany interest income included in item 1.a above.....	4847	N/A	M.1.
2. Intracompany interest expense included in item 1.b above.....	4848	N/A	M.2.

Part II. Supplementary Details on Income from International Operations Required by the Departments of Commerce and Treasury for Purposes of the U.S. International Accounts and the U.S. National Income and Product Accounts

	Year-to-date		
	RIAD	Bil	Mil Thou
Dollar Amounts in Thousands			
1. Interest income booked at IBFs.....	4849	N/A	1.
2. Interest expense booked at IBFs.....	4850	N/A	2.
3. Noninterest income attributable to international operations booked at domestic offices (excluding IBFs):			
a. Gains (losses) and extraordinary items.....	5491	N/A	3.a.
b. Fees and other noninterest income.....	5492	N/A	3.b.
4. Provision for loan and lease losses attributable to international operations booked at domestic offices (excluding IBFs).....	4852	N/A	4.
5. Other noninterest expense attributable to international operations booked at domestic offices (excluding IBFs).....	4853	N/A	5.

SCHEDULE RI-E--Explanations

Schedule RI-E is to be completed each quarter on a calendar year-to-date basis.

Detail all adjustments in Schedule RI-A and RI-B, all extraordinary items and other adjustments in Schedule RI, and all Significant items of other noninterest income and other noninterest expense in Schedule RI. (See instructions for details).

		----- I495 <-- ----- Year-to-date -----	
		Dollar Amounts in Thousands RIAD Bil Mil Thou	

1.	All other noninterest income (from Schedule RI, items 5.f.(2)) Report amounts that exceed 10% of Schedule RI, item 5.f.(2):		
	a. Net gains (losses) on other real estate owned.....	5415	1.a.
	b. Net gains (losses) on sales of loans.....	5416	1.b.
	c. Net gains (losses) on sales of premises and fixed assets.....	5417	1.c.
	Itemize and describe the three largest other amounts that exceed 10% of Schedule RI, ... Item 5.f.(2):		

	d. Text 4461	4461	1.d.

	e. Text 4462	4462	1.e.

	f. Text 4463	4463	1.f.

2.	Other noninterest expense (from Schedule RI, item 7.c):		
	a. Amortization expense of intangible assets.....	4531	3,347 2.a.
	Reports amounts that exceed 10% of Schedule RI, item 7.c:.....		
	b. Net (gains) losses on other real estate owned.....	5418	0 2.b.
	c. Net (gains) losses on sales of loans.....	5419	0 2.c.
	d. Net (gains) losses on sales of premises and fixed assets.....	5420	0 2.d.
	Itemize and describe the three largest other amounts that exceed 10% of Schedule RI, Item 7.c:		

	e. Text 4464 Credit card processing	4464	20,000 2.e.

	f. Text 4467	4467	2.f.

	g. Text 4468	4468	

3.	Extraordinary items and other adjustments and applicable income tax effect (from Schedule RI, item 11) (itemize and describe all extraordinary items and Other adjustments):		

	a. (1) Text 4469	4469	3.a.(1)

	(2) Applicable income tax effect	RIAD 4486	3.a.(2)

	b. (1) Text 4487	4487	3.b.(1)

	(2) Applicable income tax effect	RIAD 4488	3.b.(2)

	c. (1) Text 4489	4489	3.c.(1)

	(2) Applicable income tax effect	RIAD 4491	3.c.(2)

4.	Equity capital adjustments from amended Reports of Income (from Schedule RI-A, item 2) (itemize and describe all adjustments):		

	a. Text 4492	4492	4.a.

	b. Text 4493	4493	4.b.

5.	Cumulative effect of changes in accounting principles from prior years (from Schedule RI-A, item 9) (itemize and describe all changes in accounting principles):		

	a. Text 4494	4494	5.a.

	b. Text 4495	4495	5.b.

6.	Corrections of material accounting errors from prior years (from Schedule RI-A, item 10) (itemize and describe all corrections):		

	a. Text 4496	4496	6.a.

	b. Text 4497	4497	6.b.

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SCHEDULE RI-E--Continued

	Year-to-date		
	RIAD	Bil	Mil Thou
Dollar Amounts in Thousands			

7. Other transactions with parent holding company (from Schedule RI-A, item 13) (itemize and describe all such transactions):			
a. Text 4498	4498		7.a.

b. Text 4499	4499		7.b.

8. Adjustments to allowance for credit losses (from Schedule RI-B, part II, item 5) (itemize and describe all adjustments):			
a. Text 4521 Other adjustment	4521	2	8.a.

b. Text 4522	4522		8.b.

9. Other explanations (the space below is provided for the bank to briefly describe, at its Option, any other significant items affecting the Report of Income):	1499	1499	<--
No comment [] (RIAD 4769)			
Other explanations (please type or print clearly):			

(TEXT 4769)

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Consolidated Report of Condition for Insured Commercial
 and State-Chartered Savings Banks for March 31, 1998

All Schedules are to be reported in thousands of dollars. Unless otherwise
 indicated, report the amount outstanding as of the last business day of the
 quarter.

Schedule RC--Balance Sheet

		C400 <--		
Dollar Amounts in Thousands		RCFD	Bil Mil Thou	
ASSETS				
1.	Cash and balance due from depository instructions (from Schedule RC-A:			
a.	Noninterest-bearing balances and currency and coin(1).....	0081	2,435,382	1.a.
b.	Interest-bearing balances(2).....	0071	185,651	1.b.
2.	Securities:			
a.	Held-to-maturity securities (from Schedule RC-B, column A).....	1754	175,696	2.a.
b.	Available-for-sale securities.....	1773	2,830	2.b.
3.	Federal funds sold and securities purchased under agreements to resell.....	1350	7433.87	
4.	Loans and lease financing receivables:			
a.	Loans and leases, net of unearned income (from Schedule RC-C)..	RCFD 2122	22,228,948	4.a.
b.	LESS: Allowance for loan and lease losses	RCFD 3123	462,981	4.b.
c.	LESS: Allocated transfer risk reserve	RCFD 3128	0	4.c.
d.	Loans and leases, net of unearned income, Allowance, and reserve (item 4.a. minus 4.b and 4.c).....	2125	21,765,967	4.d.
5.	Trading assets (from Schedule RC-D).....	3545	851,188	5.
6.	Premises and fixed assets (including capitalized leases).....	2145	376,171	6.
7.	Other real estate owned (from Schedule RC-M).....	2150	19,651	7.
8.	Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M)	2130	0	8.
9.	Customers' liability to this bank on acceptances outstanding.....	2155	535,754	9.
10.	Intangible assets (from Schedule RC-M).....	2143	74,411	10.
11.	Other assets (from Schedule RC-F).....	2160	636,733	11.
12.	Total assets (sum of items 1 through 11).....	2170	30,630,934	12.

(1) Includes cash items in process of collection and unposted debits.
 (2) Includes time certificates of deposit not held for trading.

Schedule RC--Continued

	Dollar Amounts in Thousands		RCFD	Mil	Thou	Bil
LIABILITIES						
13. Deposits:			RCFD 2200	21,255,418		13.a.
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E):						
part I).....						
(1) Noninterest-bearing	RCON 6631	9,057,585				13.a.(1)
(2) Interest bearing.....	RCON 6636	12,197,833				13.a(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, part II)			RCFD 2200	3,950,237		13.b.
(1) Noninterest-bearing	RCFN 6631					13.b.(1)
(2) Interest-bearing.....	RCFN 6636			3,578,932		13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase.....			RCFD 2800	1,009,523		14.
15. a. Demand notes issued to the U.S. Treasury.....			RCFD 2840	169,330		15.a.
b. Trading liabilities (from Schedule RC-D).....			RCFD 3548	95,274		15.b.
16. Other borrowed money (includes mortgage indebtedness and obligations under Capitalized leases):						
a. With a remaining maturity of one year or less.....			RCFD 2332	214,746		16.a.
b. With a remaining maturity of more than one year through three years.....			RCFD A547	607		16.b.
c. With a remaining maturity of more than three years.....			RCFD A548	1094		16.c.
17. Not applicable						
18. Bank's liability on acceptances executed and outstanding.....			RCFD 2920	535,754		18.
19. Subordinated notes and debentures (2).....			RCFD 3200	190,000		19.
20. Other liabilities (from Schedule RC-G).....			RCFD 2930	609,623		20.
21. Total liabilities (sum of items 13 through 20).....			RCFD 2948	27,938,621		21.
22. Not applicable						
EQUITY CAPITAL						
23. Perpetual preferred stock and related surplus.....			RCFD 3838	0		23.
24. Common stock.....			RCFD 3230	604,577		24.
25. Surplus (exclude all surplus related to preferred stock).....			RCFD 3839	1,006,431		25.
26. a. Undivided profits and capital reserves.....			RCFD 3632	1,075,927		26.a.
b. Net unrealized holding gains (losses) on available-for-sale securities			RCFD 8434	17,4904		26.b.
27. Cumulative foreign currency translation adjustments			RCFD 3284	(12,112)		27.
28. Total equity capital (sum of items 23 through 27).....			RCFD 3210	2,692,313		28.
29. Total liabilities and equity capital (sum of items 21 and 28).....			RCFD 3300	30,630,934		29.

Memorandum

To be reported only with the March Report of Condition.

1. Indicate in the box at the right the number of the statement below that best describes the Number most comprehensive level of auditing the work performed for the bank by independent external auditors as of any date during 1997.....						Number

			RCFD 6724	2		M.1.

- 1 = Independent audit of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the bank
- 2 = Independent audit of the bank's parent holding company conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the consolidated holding company (but not on the bank separately)
- 3 = Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority)
- 4 = Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)
- 5 = Review of the bank's financial statements by external auditors
- 6 = Compilation of the bank's financial statements by external auditors
- 7 = Other audit procedures (excluding tax preparation work)
- 8 = No external audit work

-
- (1) Includes total demand deposits and noninterest-bearing time and savings deposits.
 - (2) Includes limited-life preferred stock and related surplus.

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Schedule RC-A--Cash and Balances due From Depository Institutions

Exclude assets held for trading.

		C405 <--					
		(Column A) Consolidated Bank			(Column B) Domestic Offices		
Dollar Amounts in Thousands		RCFD	Bil	Mil Thou	RCON	Bil	Mil Thou
1.	Cash items in process of collection, unposted debits, and currency and coin	0022		1,617,192			
	a. Cash items in process of collection and unposted debits.....				0020	1,204,249	
	b. currency and coin.....				0080	411,479	
2.	Balances due from depository institutions in the U.S.				0082	57,360	
	a. U.S. branches and agencies of foreign banks (including their IBFs).....	0083		40,000			
	b. Other commercial banks in the U.S. and other depository institutions in the U.S. (including their IBFs).....	0085		61,182			
3.	Balances due from banks in foreign countries and foreign central banks.....				0070	3,722	
	a. Foreign branches of other U.S. banks.....	0073		21			
	b. Other banks in foreign countries and foreign central banks.....	0074		150,652			
4.	Balances due from Federal Reserve Banks	0090		751,986	0090	732,578	
5.	Total (sum of items 1 through 4) (total of column A must equal Schedule RC, sum of items 1.a and 1.b).....	0010		2,621,033	0010	2,409,388	

Memorandum		Dollar Amounts in Thousands			RCON	Bil	Mil Thou
1.	Noninterest-bearing balances due from commercial banks in the U.S. (included in item 2, column B above)				0050	57,360	M.1.

Schedule RC-B--Securities

Exclude assets held for trading.

		C410 <--											
		Held-to-maturity						Available-for-sale					
		(Column A) Amortized Cost			(Column B) Fair Value			(Column C) Amortized Cost			(Column D) Fair Value(1)		
Dollar Amounts in Thousands		RCFD	Bil	Mil Thou	RCFD	Bil	Mil Thou	RCFD	Bil	Mil Thou	RCFD	Bil	Mil Thou
1.	U.S. Treasury securities	0211		40,077	0213		41,288	1286		733,421	1287		743,565
2.	U.S. Government agency obligations (exclude mortgage-backed securities):												
	a. Issued by U.S. Government agencies(2)	1289		0	1290		0	1291		0	1293		0
	b. Issued by U.S. Government-sponsored agencies(3)	1294		89,577	1295		91,800	1297		794,754	1298		796,656

(1) Includes equity securities without readily determinable fair values at historical cost in item 6.b, column D.

(2) Includes Small Business Administration "Guaranteed Loan Pool certificates, "U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.

(3) Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

Schedule RC-B--Continued

Dollar Amounts in Thousands	Held-to-maturity						Available-for-sale						<--
	(Column A) Amortized Cost			(Column B) Fair Value			(Column C) Amortized Cost			(Column D) Fair Value(1,2)			
	RCFD	Bil	Mil Thou	RCFD	Bil	Mil Thou	RCFD	Bil	Mil Thou	RCFD	Bil	Mil Thou	
3. Securities issued by states and political subdivisions in the U.S.:													
a. General obligations	1676		20,316	1677		19,899	1678		63,328	1679		70,650	3.a.
b. Revenue obligations	1681		4,373	1686		4,201	1690		24,112	1691		29,708	3.b.
c. Industrial development and similar obligations	1694		0	1695		0	1696		0	1697		0	3.c.
4. Mortgage-backed securities (MBS):													
a. Pass-through securities:													
(1) Guaranteed by GNMA	1698		19,038	1699		20,606	1701		0	1702		0	4.a.(1)
(2) Issued by FNMA and FHLMC	1703		377	1705		390	1706		361,909	1707		363,711	4.a.(2)
(3) Other pass-through securities	1709		0	1710		0	1711		0	1713		0	4.a.(3)
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):													
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	1714		1,938	1715		1,933	1716		773,445	1717		773,932	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA	1718		0	1719		0	1731		0	1732		0	4.b.(2)
(3) All other mortgage-backed securities	1733		0	1734		0	1735		0	1736		0	4.b.(3)
5. Other debt securities:													
a. Other domestic debt securities	1737		0	1738		0	1739		0	1741		0	5.a.
b. Foreign debt securities	1742		0	1743		0	1744		1,681	1746		1,682	5.b.
6. Equity securities:													
a. Investments in mutual funds and other equity securities with readily determinable fair values.....							A510		0	A511		141	6.a.
b. All other equity securities(1).....							1752		48,396	1753		48,396	6.b.
7. Total (sum of items 1 through 6) (total of column A must equal Schedule RC, item 2.a) (total of column D must equal Schedule RC, item 2.b).....	1754		175,696	1771		179,317	1772		2,801,048	1773		2,830,443	7.

(1) Includes equity securities without readily determinable fair values at historical cost in item 6.b, column D.

Schedule RC-B--Continued

Memoranda

	C412		<--
Dollar Amounts in Thousands	RCFD	Bil	Mil Thou
1. Pledged securities(1)	0416	1,613,754	M.1.
2. Maturity and repricing data for debt securities(1,2) (excluding those in nonaccrual status):			
a. Securities issued by the U.S. Treasury, U.S. Government agencies, and states and political subdivisions in the U.S.; other non-mortgage debt securities; and mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or repricing frequency of:(3,4)			
(1) Three months or less	A549	33,244	M.2.a.(1)
(2) Over three months through 12 months	A550	165,288	M.2.a.(2)
(3) Over one year through three years	A551	1,136,517	M.2.a.(3)
(4) Over three years through five years	A552	381,120	M.2.a.(4)
(5) Over five years through 15 years	A553	61,220	M.2.a.(5)
(6) Over 15 years	A554	21,215	M.2.a.(6)
b. Mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or repricing frequency of: (3,5)			
(1) Three months or less	A555	0	M.2.b.(1)
(2) Over three months through 12 months	A556	0	M.2.b.(2)
(3) Over one year through three years	A557	51,364	M.2.b.(3)
(4) Over three years through five years	A558	40,763	M.2.b.(4)
(5) Over five years through 15 years	A559	290,739	M.2.b.(5)
(6) Over 15 years	A560	260	M.2.b.(6)
c. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS; exclude mortgage pass-through securities) with an expected average life of:(6)			
(1) Three years or less	A561	332,122	M.2.c.(1)
(2) Over three years	A562	443,748	M.2.c.(2)
d. Fixed rate AND floating rate debt securities with a REMAINING MATURITY of one year or less (included in Memorandum items 2.a through 2.c above)	A248	196,533	M.2.d.
3.-6. Not applicable			
7. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)	1178	0	M.7.
8. High-risk mortgage securities (included in the held-to-maturity and available-for-sale accounts in Schedule RC-B, item 4.D:			
a. Amortized cost	8780	0	M.8.a.
b. Fair value	8781	0	M.8.b.
9. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule RC-B, items 2, 3, and 5):			
a. Amortized cost	8782	0	M.9.a.
b. Fair value	8783	0	M.9.b.

- (1) Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.
- (2) Exclude equity securities, e.g., investments in mutual funds, Federal Reserve stock, common stock, and preferred stock.
- (3) Report fixed rate debt securities by remaining maturity and floating rate debt securities by repricing frequency.
- (4) Sum of Memorandum items 2.a.(1) through 2.a.(6) plus any nonaccrual debt securities in the categories of debt securities reported in Memorandum item 2.a that are included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, sum of items 1, 2, 3, and 5, columns A and D, plus mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.
- (5) Sum of Memorandum items 2.b.(1) through 2.b.(6) plus any nonaccrual mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, item 4.a, sum of columns A and D, less the amount of mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.
- (6) Sum of Memorandum items 2.c.(1) and 2.c.(2) plus any nonaccrual "Other mortgage-backed securities" included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, item 4.b, sum of columns A and D.

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Schedule RC-C--Loans and Lease Financing Receivables
 Part I. Loans and Leases

Do not deduct the allowance for loan and lease losses from amounts reported in this schedule. Report total loans and leases, net of unearned income. Exclude assets held for trading and commercial paper.

	C415 <--					
	(Column A) Consolidated Bank			(Column B) Domestic Offices		
	Dollars	Amount	in Thousands	RCFD	Bil	Mil Thou
1. Loans secured by real estate.....	1410	7,692,706				1.
a. Construction and land development.....				1415	272,450	1.a.
b. Secured by farmland (including farm residential and other improvements).....				1420	6,259	1.b.
c. Secured by 1-4 family residential properties:						
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....				1797	786,122	1.c.(1)
(2) All other loans secured by 1-4 family residential properties:						
(a) Secured by first lien.....				5367	3,079,657	1.c.(2)(a)
(b) Secured by junior liens.....				5368	432,469	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties.....				1460	449,359	1.d.
e. Secured by nonfarm nonresidential properties.....				1480	2,663,863	1.e.
2. Loans to depository institutions:						
a. To commercial banks in the U.S.....				1505	7,366	2.a.
(1) To U.S. branches and agencies of foreign banks.....	1506	61,979				2.a.(1)
(2) To other commercial banks in the U.S.....	1507	7,366				2.a.(2)
b. To other depository institutions in the U.S.....	1517	0		1517	0	2.b.
c. To banks in foreign countries.....				1510	86,606	2.c.
(1) To foreign branches of other U.S. banks.....	1513	0				2.c.(1)
(2) To other banks in foreign countries.....	1516	670,347				2.c.(2)
3. Loans to finance agricultural production and other loans to farms.....	1590	227,426		1590	227,426	3.
4. Commercial and industrial loans:						
a. To U.S. addressees (domicile).....	1763	9,364,105		1763	9,224,353	4.a.
b. To non-U.S. addressees (domicile).....	1764	348,216		1764	0	4.b.
5. Acceptances of other banks:						
a. Of U.S. banks.....	1756	0		1756	0	5.a.
b. Of foreign banks.....	1757	0		1757	0	5.b.
6. Loans to individuals for household, family, and other personal expenditures (i.e. consumer loans) (includes purchased paper).....				1975	2,082,998	6.
a. Credit cards and related plans (includes check credit and other revolving credit plans).....	2008	350,399				6.a.
b. Other (includes single payment, installment, and all student loans).....	2011	1,757,247				6.b.
7. Loans to foreign governments and official institutions (including foreign central banks).....	2081	43,562		2081	232	7.
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S. (includes nonrated industrial development obligations).....	2107	50,954		2107	20,924	8.
9. Other loans.....	1563	1,183,947				9.
a. Loans for purchasing or carrying securities (secured and unsecured)				1545	18,866	9.a.
b. All other loans (exclude consumer loans).....				1564	1,982,428	9.b.
10. Lease financing receivables (net of unearned income)				2165	618,484	10.
a. Of U.S. addressees (domicile).....	2182	618,484				10.a.
b. Of non-U.S. addressees (domicile).....	2183	0				10.b.
11. LESS: Any unearned income on loans reflected in items 1-9 above	2123	117,780		2123	115,905	11.
12. Total loans and leases, net of unearned income (sum of items 1 through minus item 11) (total of column A must equal Schedule RC, item 4.a).....	2122	22,228,948		2122	20,943,957	12.

Schedule RC-C--Continued
 Part I. Continued

Memoranda

	Dollar Amounts in Thousands	Bil	Mil	Thou
1. Not applicable				
2. Loans and leases restructured and in compliance with modified terms (included in Schedule RC-C, part I, above and not reported as past due or nonaccrual in Schedule RC-N, Memorandum item 1):				
a. Loans secured by real estate:				
(1) To U.S. addressees (domicile).....	RCFD 1687	0		M.2.a.(1)
(2) To non-U.S. addressees (domicile).....	RCFD 1689	0		M.2.a.(2)
b. All other loans and all lease financing receivables (exclude loans to individuals for household, family, and other personal expenditures).....	RCFD 8691	0		M.2.b.
c. Commercial and industrial loans to and lease financing receivables of non-U.S. addressees (domicile) included in Memorandum item 2.b above.....	RCFD 8692	0		M.2.c.
3. Maturity and repricing data for loans and leases (excluding those in nonaccrual status):				
a. Closed-end loans secured by first liens on 1-4 family residential properties in domestic offices (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B) with a remaining maturity or repricing frequency of:(1,2)				
(1) Three months or less.....	RCON A564	504,887		M.3.a.(1)
(2) Over three months through 12 months.....	RCON A565	1,169,480		M.3.a.(2)
(3) Over one year through three years.....	RCON A566	19,837		M.3.a.(3)
(4) Over three years through five years.....	RCON A567	13,041		M.3.a.(4)
(5) Over five years through 15 years.....	RCON A568	425,353		M.3.a.(5)
(6) Over 15 years.....	RCON A569	945,771		M.3.a.(6)
b. All loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column A) EXCLUDING closed-end loans secured by first liens on 1-4 family residential properties in domestic offices (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B) with a remaining maturity or repricing frequency of:(1,3)				
(1) Three months or less.....	RCFD A570	12,024,414		M.3.b.(1)
(2) Over three months through 12 months.....	RCFD A571	2,106,420		M.3.b.(2)
(3) Over one year through three years.....	RCFD A572	1,476,614		M.3.b.(3)
(4) Over three years through five years.....	RCFD A573	1,559,933		M.3.b.(4)
(5) Over five years through 15 years.....	RCFD A574	1,708,728		M.3.b.(5)
(6) Over 15 years.....	RCFD A575	289,435		M.3.b.(6)
c. Fixed rate AND floating rate loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column A) with a REMAINING MATURITY of one year or less.....	RCFD A247	5,384,090		M.3.c.
d. Fixed rate AND floating rate loans secured by nonfarm nonresidential properties in domestic offices (reported in Schedule RC-C, part I, item 1.e, column B) with a REMAINING MATURITY of over five years.....	RCON A577	1,552,519		M.3.d.
e. Fixed rate AND floating rate commercial and industrial loans (reported in Schedule RC-C, part I, item 4, column A) with a REMAINING MATURITY of over three years.....	RCFD A578	4,634,243		M.3.e.

- (1) Report fixed rate loans and leases by remaining maturity and floating rate loans by repricing frequency.
- (2) Sum of Memorandum items 3.a.(1) through 3.a.(6) plus total nonaccrual closed-end loans secured by first liens on 1-4 family residential properties in domestic offices included in Schedule RC-N, Memorandum item 3.c.(2), column C, must equal total closed-end loans secured by first liens on 1-4 family residential properties from Schedule RC-C, part I, item 1.c.(2)(a), column B.
- (3) Sum of Memorandum items 3.b.(1) through 3.b.(6), plus total nonaccrual loans and leases from Schedule RC-N, sum of items 1 through 8, column C, minus nonaccrual closed-end loans secured by first liens on 1-4 family residential properties in domestic offices included in Schedule RC-N, Memorandum item 3.c.(2), column C, must equal total loans and leases from Schedule RC-C, part I, sum of items 1 through 10, column A, minus total closed-end loans secured by first liens on 1-4 family residential properties in domestic offices from Schedule RC-C, part I, item 1.c.(2)(a), column B.

Schedule RC-C--Continued
 Part I. Continued

Memoranda (continued)

	Dollar Amounts in Thousands		
	Bil	Mil Thou	
4. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-C, part I, items 4 and 9, column A, page RC-6(1).....	RCFD 2746	215,692	M.4.
5. Loans and leases held for sale (included in Schedule RC-C, part I, page RC-6).....	RCFD 5369	97,000	M.5.
6. Adjustable rate closed-end loans secured by first liens on 1-4 family residential properties in domestic offices (included in Schedule RC-C, part I, item 1.c.(2)(a), column B, page RC-6).....	RCON 5370	1,670,288	M.6.

(1) Exclude loans secured by real estate that are included in Schedule RC-C, part I, item 1, column A.

Schedule RC-D--Trading Assets and Liabilities

Schedule RC-D is to be completed only by banks with \$1 billion or more in total assets or with \$2 billion or more in par/notional amount of off-balance sheet derivative contracts (as reported in Schedule RC-L, items 14.a through 14.e, columns A through D).

	Dollar Amounts in Thousands		
	Bil	Mil Thou	
C420 <--			
ASSETS			
1. U.S. Treasury securities in domestic offices.....	RCON 3531	6,789	1.
2. U.S. Government agency obligations in domestic offices (exclude mortgage-backed securities).....	RCON 3532	504,165	2.
3. Securities issued by states and political subdivisions in the U.S. in domestic offices.....	RCON 3533	19,028	3.
4. Mortgage-backed securities (MBS) in domestic offices:			
a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	RCON 3534	38	4.a.
b. Other mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (includes CMOs, REMICs, and stripped MBS).....	RCON 3535	0	4.b.
c. All other mortgage-backed securities.....	RCON 3536	0	4.c.
5. Other debt securities in domestic offices.....	RCON 3537	0	5.
6.-8. Not applicable			
9. Other trading assets in domestic offices.....	RCON 3541	237,363	9.
10. Trading assets in foreign offices.....	RCON 3542	981	10.
11. Revaluation gains on interest rate, foreign exchange rate, and other commodity and equity contracts:			
a. In domestic offices.....	RCON 3543	82,809	11.a.
b. In foreign offices.....	RCFN 3543	15	11.b.
12. Total trading assets (sum of items 1 through 11) (must equal Schedule RC, item 5)...	RCFD 3545	851,188	12.
Bil Mil Thou			
13. Liability for short positions.....	RCFD 3546	16,568	13.
14. Revaluation losses on interest rate, foreign exchange rate, and other commodity and equity contracts.....	RCFD 3547	78,736	14.
15. Total trading liabilities (sum of items 13 and 14) (must equal Schedule RC, item 15.b).....	RCFD 3548	95,274	15.

Schedule RC-E--Deposit Liabilities

Part I. Deposits in Domestic Offices

	C425 <--							
	Transaction Accounts				Nontransaction Accounts			
	(Column A) Total transaction accounts (including total demand deposits)		(Column B) Memo: Total demand deposits (included in column A)		(Column C) Total nontransaction accounts (including MMDAs)			
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou		
Dollar Amounts in Thousands								
Deposits of:								
1. Individuals, partnerships, and corporations..	2201	6,917,973	2240	6,215,980	2346	12,952,770		1.
2. U.S. Government.....	2202	5,839	2280	5,839	2520	0		2.
3. States and political subdivisions in the U.S.	2203	299,095	2290	242,183	2530	333,255		3.
4. Commercial banks in the U.S.....	2206	416,164	2310	416,164	2550	3,491		4.
5. Other depository institutions in the U.S.....	2207	104,995	2312	104,995	2349	0		5.
6. Banks in foreign countries.....	2213	61,529	2320	61,529	2236	0		6.
7. Foreign governments and official institutions (including foreign central banks).....	2216	0	2300	0	2377	0		7.
8. Certified and official checks.....	2330	160,307	2330	160,307				8.
9. Total (sum of items 1 through 8) (sum of columns A and C must equal Schedule RC, item 13.a).....	2215	7,965,902	2210	7,206,997	2385	13,289,516		9.

Memoranda

	RCON	Bil Mil Thou	
Dollar Amounts in Thousands			
1. Selected components of total deposits (i.e., sum of item 9, columns and C):			
a. Total individual Retirement Account (IRAs) and Keogh Plan accounts.....	6835	498,334	M.1.a.
b. Total brokered deposits.....	2365	175,000	M.1.b.
c. Fully insured brokered deposits (included in Memorandum item 1.b above):			
(1) Issued in denominations of less than \$100,000.....	2343	0	M.1.c.(1)
(2) Issued either in denominations of \$100,000 or in denominations greater than \$100,000 and participated out by the broker in shares of \$100,000 or less.....	2344		
d. Maturity data for brokered deposits:			
(1) Brokered deposits issued in denominations of less than \$100,000 with remaining maturity of one year or less (included in Memorandum item 1.c.(1) above).....	A243	0	M.1.d.(1)
(2) Brokered deposits issued in denominations of \$100,000 or more with a remaining maturity of one year or less (included in Memorandum item 1.b above).....	A244	175,000	M.1.d.(2)
e. Preferred deposits (uninsured deposits of states and political subdivisions in the U.S. reported in item 3 above which are secured or collateralized as required under state law) (to be completed for the December report only).....	5590	N/A	M.1.e.
2. Components of total nontransaction accounts (sum of Memorandum items 2a. through 2.d must equal item 9, column C above):			
a. Savings deposit:			
(1) Money market deposit accounts (MMDAs).....	6810	6,839,935	M.2.a.(1)
(2) Other savings deposits (MMDAs).....	0352	1,066,911	M.2.a.(2)
b. Total time deposits of less than \$100,000.....	6648	1,666,518	M.2.b.
c. Total time deposits of \$100,000 or more.....	2604	3,716,152	M.2.c.
3. All NOW accounts (included in column A above).....	2398	485,260	M.3.
4. Not applicable			

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Schedule RC-E--Continued

Part I. Continued

Memoranda (continued)

	Dollar Amounts in Thousands	RCON	Bil Mil Thou	
5. Maturity and repricing data for time deposits of less than \$100,000:				
a. Time deposits of less than \$100,000 with a remaining maturity or repricing frequency of:(1)(2)				
(1) Three months or less.....		A579	652,518	M.5.a.(1)
(2) Over three months through 12 months.....		A580	738,478	M.5.a.(2)
(3) Over one year through three years.....		A581	183,935	M.5.a.(3)
(4) Over three years.....		A582	91,587	M.5.a.(4)
b. Fixed rate AND floating rate time deposits of less than \$100,000 with a REMAINING MATURITY of one year or less (included in Memorandum items 5.a.(1) through 5.a.(4) above) A241 1,363,320 M.5.b.				
6. Maturity and repricing data for time deposits of \$100,000 or more:				
a. Time deposits of \$100,000 or more with a remaining maturity or repricing frequency of:(1)(3)				
(1) Three months or less.....		A584	2,866,226	M.6.a.(1)
(2) Over three months through 12 months.....		A585	697,528	M.6.a.(2)
(3) Over one year through three years.....		A586	110,871	M.6.a.(3)
(4) Over three years.....		A587	41,527	M.6.a.(4)
b. Fixed rate AND floating time deposits of \$100,000 or more with a REMAINING MATURITY of one year or less (included in Memorandum items 6.a.(1) through 6.a.(4) above).....				
		A242	3,595,494	M.6.b.

- (1) Report fixed rate time deposits by remaining maturity and floating rate time deposits by repricing frequency.
- (2) Sum of Memorandum items 5.a.(1) through 5.a.(4) must equal Schedule RC-E, Memorandum item 2.b above.
- (3) Sum of Memorandum items 6.a.(1) through 6.a.(4) must equal Schedule RC-E, Memorandum item 2.c above.

Schedule RC-E--Continued

PART II. Deposits in Foreign Offices (including Edge and Agreement subsidiaries and IBFs)

	Dollar Amounts in Thousands	RCFN	Bil Mil Thou	
Deposits of:				
1. Individuals, partnerships and corporations.....	2621		1,458,679	1.
2. U.S. banks (including IBFs and foreign branches of U.S. banks).....	2623		213,817	2.
3. Foreign banks (including U.S. branches and agencies of foreign banks, including their IBFs)..	2625		55,473	3.
4. Foreign governments and official institutions (including foreign central banks).....	2650		26,719	4.
5. Certified and official checks.....	2330		1,936	5.
6. All other deposits.....	2668		1,593,613	6.
7. Total (sum of items 1 through 6) (must equal Schedule RC, item 13.b).....	2200		3,850,237	7.

Memorandum

	Dollar Amounts in Thousands	RCFN	Bil Mil Thou	
1. Time deposits with a remaining maturity of one year or less (included in Part II, item 7 above)A24			3,508,921	M.1

Schedule RC-F--Other Assets

	Dollar Amounts in Thousands	RCFN	Bil Mil Thou	
C430 <--				
1. Income earned, net collected on loans.....		RCFD 2164	108,778	1.
2. Net deferred tax assets(1).....		RCFD 2148	85,067	2.
3. Interest-only strips receivable (not in the form of a security (2) on:				
a. Mortgage loans.....		RCFD A519	0	3.a.
b. Other financial assets.....		RCFD A520	0	3.b.
4. Other (itemize and describe amounts that exceed 25% of this item)		RCFD 2168	462,888	4.
a. TEXT 3549	RCFD 3549			4.a.
b. TEXT 3550	RCFD 3550			4.b.
c. TEXT 3551	RCFD 3551			4.c.
5. Total (sum of items 1 through 4) (must equal Schedule RC, item 11).....		RCFD 2160	636,733	5.

Memorandum

	Dollar Amounts in Thousands	RCFN	Bil Mil Thou	
1. Deferred tax assets disallowed for regulatory capital purposes.....		RCFD	5610 0	M.1

Schedule RC-G--Other Liabilities

	Dollar Amounts in Thousands	RCFN	Bil Mil Thou	
C435 <--				
1. a. Interest accrued and unpaid on deposits in domestic offices (3).....		RCON 3645	33,450	1.
b. Other expenses accrued and unpaid (includes accrued income taxes payable).....		RCON 3646	204,602	2.
2. Net deferred tax liabilities (1).....		RCFD 3049	0	2.
3. Minority interest in consolidated subsidiaries.....		RCFD 3000	0	3.
4. Other (itemize and describe amounts that exceed 25% of this item).....		RCFD 2938	349,571	4.
a. TEXT 3552	RCFD 3552			4.a.
b. TEXT 3553	RCFD 3553			4.b.
c. TEXT 3554	RCFD 3554			4.c.
5. Total (sum of items 1 through 4) (must equal Schedule RC, item 11).....		RCFD 2930	609,623	5.

(1) See discussion of deferred income taxes in Glossary entry on "income taxes."
 (2) Report interest-only strips receivable in the form of a security as

available-for-sale securities in Schedule RC, item 2.b, or as trading assets in Schedule RC, item 5, as appropriate.

(3) For savings banks, include "dividends accrued and unpaid on deposits.

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Schedule RC-H--Selected Balance Sheet Items for Domestic Offices

	C440 <--		
	Domestic Offices		
Dollar Amounts in Thousands	RCFN	Bil Mil Thou	
1. Customer's liability to this bank on acceptances outstanding.....	2155	521,200	1.
2. Bank's liability on acceptances executed and outstanding.....	2920	521,200	2.
3. Federal funds sold and securities purchased under agreements to resell.....	1350	743,887	3.
4. Federal funds purchased and securities sold under agreements to repurchase.....	2800	1,009,523	4.
5. Other borrowed money.....	3190	215,462	5.
EITHER			
6. Net due from own foreign offices, Edge and Agreement subsidiaries, and IBFs.....	2163	N/A	6.
Or			
7. Net due to own foreign offices, Edge and Agreement subsidiaries, and IBFs.....	2941	2,375,154	7.
8. Total assets (excludes net due from foreign offices, Edge and Agreement subsidiaries, and IBFs).....	2192	29,117,623	8.
9. Total liabilities (excludes netdue to foreign offices, Edge and Agreement subsidiaries, and IBFs).....	3129	24,050,156	9.

In items 10-17, report the amortised (historical) cost of both held-to-maturity and available-for-sale securities in domestic offices.

Dollar Amounts in Thousands	RCFN	Bil Mil Thou	
10. U.S. Treasury Securities.....	1039	773,496	10.
11. U.S. Government agency obligations (exclude mortgage-backed securities)	1041	884,331	11.
12. Securities issued by states and political subdivisions in the U.S.	1042	112,129	12.
13. Mortgage-backed securities (MBS):			
a. Pass-through securities:			
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA.....	1043	381,324	13.a.(1)
(2) Other pass-through securities.....	1044	0	13.a.(2)
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):			
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA.....	1209	775,383	13.a.(1)
(2) All other mortgage-backed securities.....	1280	0	13.b.(2)
14. Other domestic debt securities	1281	0	14.
15. Foreign debt securities.....	1282	0	15.
16. Equity securities:			
a. Investments in mutual funds and other equity securities with readily determinable fair values.....	A520	0	16.a.
b. All other equity securities.....	1752	48,305	16.b.
17. Total amortised (historical) cost of both held-to-maturity and available-for-sale securities (sum of items 10 through 16).....	1374	2,974,970	17.

Memorandum (to be completed only by banks with IBFs and other "foreign" offices)

Dollar Amounts in Thousands	RCFN	Bil Mil Thou	
EITHER			
1. Net due from the IBF of the domestic offices of the reporting bank.....	3051	336,177	M.1
OR			
2. Net due to the IBF of the domestic offices of the reporting bank	3059	N/A	M.2

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SCHEDULE RC-I--Selected Assets and Liabilities of IBFs
 To be completed only by banks with IBFs and other "foreign" offices.

		C445 <--	
		Domestic Offices	
Dollar Amounts in Thousands		RCFN	Bil Mil Thou
1. Total IBF assets of the consolidated bank (component of Schedule RC, item 12).....	2133		415,914 1.
2. Total IBF loans and lease financing receivables (component of Schedule RC-C, part I, Item 12, column A).....	2076		337,073 2.
3. IBF commercial and industrial loans (component of Schedule RC-C, part 1, item, 4 Column A).....	2077		0 3.
4. Total IBF liabilities, (component of Schedule RC, item 21).....	2898		121,465 4.
5. IBF deposit liabilities due to banks, including other IBFs (component of Schedule RC-E, part II, items 2 and 3).....	2379		43,547 5.
6. Other IBF deposit liabilities (component of Schedule RC-E, part II, items 1, 4, 5, and 6).....	2381		0 6.

SCHEDULE RC-K--Quarterly Averages (1)

		C445 <--	
Dollar Amounts in Thousands		Bil Mil Thou	
ASSETS			
1. Interest-bearing balances due from depository institutions.....	RCFD 3381		504,099 1.
2. U.S. Treasury securities and U.S. Government agency obligations (2).....	RCFD 3382		2,535,403 2.
3. Securities issued by states and political subdivisions in the U.S. (2).....	RCFD 3383		112,808 3.
4. a. Other debt securities (2).....	RCFD 3647		11,069 4. a.
b. Equity securities (3) (includes investments in mutual funds and Federal Reserve stock).....	RCFD 3648		61,206 4. b.
5. Federal funds sold and securities purchased under agreements to resell.....	RCFD 3365		297,177 5.
6. Loans:			
a. Loans in domestic offices:			
(1) Total loans.....	RCON 3360		20,315,668 6. a. (1)
(2) Loans secured by real estate.....	RCON 3385		7,747,343 6. a. (2)
(3) Loans to finance agricultural production and other loans to farmers.....	RCON 3386		228,302 6. a. (3)
(4) Commercial and industrial loans.....	RCON 3387		9,089,385 6. a. (4)
(5) Loans to individuals for household, family, and other personal expenditures.....	RCON 3388		2,086,527 6. a. (5)
b. Total loans in foreign offices, Edge and Agreement subsidiaries, and IBFs.....	RCON 3360		1,420,954 6. b.
7. Trading assets.....	RCFD 3401		448,228 7.
8. Lease financing receivables (net of unearned income).....	RCFD 3484		601,848 8.
9. Total assets(4).....	RCFD 3368		29,798,466 9.
LIABILITIES			
10. Interest-bearing transaction accounts in domestic offices (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts) (exclude demand deposits).....	RCON 3485		578,944 10.
11. Nontransaction accounts in domestic offices:			
a. Money market deposit accounts (MMDAs).....	RCON 3486		5,774,302 11. a.
b. Other savings deposits.....	RCON 3487		1,043,619 11. b.
c. Time deposits of \$100,000 or more.....	RCON A514		3,554,126 11. c.
d. Time deposits of less than \$100,000.....	RCON A529		1,774,802 11. d.
12. Interest-bearing deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs.....	RCFN 3404		3,504,552 12.
13. Federal funds purchased and securities sold under agreements to repurchase.....	RCFD 3353		1,080,829 13.
14. Other borrowed money (includes mortgage indebtedness and obligations under capitalized Leases).....	RCFD 3355		359,672 14.

- (1) For all items, banks have the option of reporting either (1) an average of daily figurers for the quarter, or (2) an average of weekly figures (i.e., the Wednesday of each week of the quarter).
- (2) Quarterly averages for all debt securities should be based on amortized cost.
- (3) Quarterly averages for all equity securities should be based on historical cost.
- (4) The quarterly average for total assets should reflect all debt securities (not held for trading) at amortized cost, equity securities with readily determinable fair value at the lower of cost or fair value, and equity securities without readily determinable fair values at historical cost.

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Schedule RC-L--Off-Balance Sheet Items

Please read carefully the instructions for the preparation of Schedule RC-L.
 Some of the amounts reported in Schedule RC-L are regarded as volume indicators
 and not necessarily as measures of risk

	Dollar Amounts in Thousands	RCFD	Bil Mil Thou	
			C460	<--
1. Unused commitments:				
a. Revolving, open-end lines secured by 1-4 family residential properties, e.g., home equity lines.....		3814	1,063,609	1.a.
b. Credit card lines.....		3815	714,518	1.b.
c. Commercial real estate, construction, and land development:				
(1) Commitments to fund loans secured by real estate.....		3816	686,509	1.c. (1)
(2) Commitments to fund loans not secured by real estate.....		6550	35,456	1.c. (2)
d. Securities underwriting.....		3817	0	1.d.
e. Other unused commitments.....		3818	12,968,541	1.e.
2. Financial standby letters of credit and foreign office guarantees.....		3819	2,415,464	2.
a. Amount of financial standby letters of credit conveyed to others	RCFD 3820	301,485		2.a.
3. Performance standby letters of credit and foreign office guarantees.....		3821	298,223	3.
a. Amount of performance standby letters of credit conveyed to others.....	RCFD 3822	1,000		3.a.
4. Commercial and similar letters of credit.....		3411	323,862	4.
5. Participations in acceptances (as described in the instructions) conveyed to others by the reporting bank.....		3428	0	5.
6. Participations in acceptances (as described in the instructions) acquired by the reporting (nonaccepting) bank.....		3429	37,056	6.
7. Securities borrowed.....		3432	0	7.
8. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank).....		3433	1,029,415	8.
9. Financial assets transferred with recourse that have been treated as sold for Call Report purposes:				
a. First lien 1-to-4 family residential mortgage loans:				
(1) Outstanding principal balance of mortgages transferred as of the report date..	A521		0	9.a. (1)
(2) Amount of recourse exposure on these mortgages as of the report date.....	A522		0	9.a. (2)
b. Other financial assets (excluding small business obligations reported in item 9.c):				
(1) Outstanding principal balance of assets transferred as of the report date...	A523		0	9.b. (1)
(2) Amount of recourse exposure on these assets as of the report date.....	A524		0	9.b. (2)
c. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:				
(1) Outstanding principal balance of small business obligations transferred as of the report date.....	A249		0	9.c. (1)
(2) Amount of retained recourse on these obligations as of the report date.....	A250		0	9.c. (2)
10. Notional amount of credit derivatives:				
a. Credit derivatives on which the reporting bank is the guarantor.....	A534		0	10.a.
b. Credit derivatives on which the reporting bank is the beneficiary.....	A535		0	10.b.
11. Spot foreign exchange contracts.....		8765	251,010	11.
12. All other off-balance sheet liabilities (exclude off-balance sheet derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 28, "Total equity capital").....		3430	0	12.
a. TEXT 3555	RCFD 3555			12.a.
b. TEXT 3556	RCFD 3556			12.b.
c. TEXT 3557	RCFD 3557			12.c.
d. TEXT 3558	RCFD 3558			12.d.

Schedule RC-L--Continued

	Dollar Amounts in Thousands	RCFD	Bil Mil Thou	
13. All other off-balance sheet assets (exclude off-balance sheet derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 28, "Total equity capital").....		5591	0	13.
a. TEXT 5592	RCFD 5592			13.a.
b. TEXT 5593	RCFD 5593			13.b.
c. TEXT 5594	RCFD 5594			13.c.
d. TEXT 5595	RCFD 5595			13.d.

Dollar Amounts in Thousands	(Column A)		(Column B)		(Column C)		(Column D)		
	Interest Rate Contracts		Foreign Exchange Contracts		Equity Derivative Contracts		Commodity and Other Contracts		
	Tril	Bil Mil Thou	Tril	Bil Mil Thou	Tril	Bil Mil Thou	Tril	Bil Mil Thou	
14. Gross amounts (e.g., notional amounts) (for each column, sum of items 14.a through 14.e must equal sum of items 15, 16.a, and 16.b.....									
a. Future contracts.....	0		0		0		0		14.a.
	RCFD 8693		RCFD 8694		RCFD 8695		RCFD 8696		
b. Forward contracts.....	0		1,536,203		0		0		14.b.
	RCFD 8697		RCFD 8698		RCFD 8699		RCFD 8700		
c. Exchange-traded option contracts:									
(1) Written options.....	0		0		0		0		14.c.(1)
	RCFD 8701		RCFD 8702		RCFD 8703		RCFD 8704		
(2) Purchased options.....	0		0		0		0		14.c.(2)
	RCFD 8705		RCFD 8706		RCFD 8707		RCFD 8708		
d. Over-the-counter option contracts:									
(1) Written options.....	3,183,796		956		0		0		14.d.(1)
	RCFD 8709		RCFD 8710		RCFD 8711		RCFD 8712		
(2) Purchased options.....	4,149,135		956		0		0		14.d.(2)
	RCFD 8713		RCFD 8714		RCFD 8715		RCFD 8716		
e. Swaps.....	2,342,046		137,851		0		0		14.e.
	RCFD 3450		RCFD 3826		RCFD 8719		RCFD 8720		
15. Total gross notional amount of derivative contracts held for trading.....	4,084,639		1,74,242		0		0		15.
	RCFD A126		RCFD A127		RCFD 8723		RCFD 8724		
16. Gross notional amount of derivative contracts held for purposes other than trading:									
a. Contracts marked to market.....	0		475,324		0		0		16.a.
	RCFD 8725		RCFD 8726		RCFD 8727		RCFD 8728		
b. Contracts not marked to market.....	5,590,338		26,400		0		0		16.b.
	RCFD 8729		RCFD 8730		RCFD 8731		RCFD 8732		

c. Interest rate swaps where the bank has agreed to pay a fixed rate.....

0

16.c.

RCFD A589

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Schedule RC-L--Continued

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts			(Column B) Foreign Exchange Contracts			(Column C) Equity Derivative Contracts			(Column D) Commodity and Other Contracts						
	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bill	Mill	Thou
Off-Balance Sheet Derivatives																
Position Indicators																
17. Gross fair values of derivative contracts:																
a. Contracts held for trading:																
(1) Gross positive fair value...	8733		35,758	8734		40,143	8735		0	8736						0 17.a.(1)
(2) Gross negative fair value...	8737		33,803	8738		33,389	8739		0	8740						0 17.a.(2)
b. Contracts held for purposes other than trading that are marked to market:																
(1) Gross positive fair value...	8741		0	8742		736	8743		0	8744						0 17.b.(1)
(2) Gross negative fair value...	8745		0	8746		6,700	8747		0	8748						0 17.b.(2)
c. Contracts held for purposes other than trading that are not marked to market:																
(1) Gross positive fair value...	8749		15,332	8750		3,350	8751		0	8752						0 17.c.(1)
(2) Gross negative fair value...	8753		854	8754		0	8755		0	8756						0 17.c.(2)

Memoranda	Dollar Amounts in Thousands			RCFD	Bil	Mil	Thou
1.-2. Not applicable							
3. Unused commitments with an original maturity exceeding one year that are reported in Schedule RC-L, items 1.a through 1.e, above (report only the unused portions of commitments that are fee paid or otherwise legally binding).....				3833		8,766,742	M.3.
a. Participations in commitments with an original maturity exceeding one year conveyed to others.....				RCFD 3834	397,254		M.3.a
4. To be completed only by banks with \$1 billion or more in total assets: Standby letters of credit and foreign office guarantees (both financial and performance) issued to non-U.S. addresses (domicile) included in Schedule RC-L, items 2 and 3, above.....				3377		86,950	M.4.
5. Loans to individuals for household, family, and other personal expenditures that have been securitized and sold (with servicing retained), amounts outstanding by type of loan:							
a. Loans to purchase private passenger automobiles (to be completed for the September report only).....				2741		N/A	M.5.a.
b. Credit cards and related plans (TO BE COMPLETED QUARTERLY).....				2742		0	M.5.b.
c. All other consumer credit (including mobile home loans) (to be completed for the September report only).....				2743		N/A	M.5.c.

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Schedule RC-M--Memoranda

	C465			
	Dollar Amounts in Thousands			
	RCFD	Bil	Mil	Thou

1. Extensions of credit by the reporting bank to its executive officers, directors, principal shareholders, and their related interests as of the report date:				
a. Aggregate amount of all extensions of credit to all executive officers, directors, principal shareholders, and their related interests.....	6164		234,644	1.a.
b. Number of executive officers, directors, and principal shareholders to whom the amount of all extensions of credit by the reporting bank (including extensions of credit to related interests) equals or exceeds the lesser of \$500,000 or 5 percent of total capital as defined for this purpose in agency regulations.....RCFD 6165	0			1.b.
2. Federal funds sold and securities purchased under agreements to resell with U.S. branches and agencies of foreign banks(1) (included in Schedule RC, item 3).....	3405		2,300	2.
3. Not applicable.				
4. Outstanding principal balance of 1-4 family residential mortgage loans serviced for others (include both retained servicing and purchased servicing):				
a. Mortgages serviced under a GNMA contract.....	5500		3,567	4.a.
b. Mortgages serviced under a FHLMC contract:				
(1) Serviced with recourse to servicer.....	5501		83	4.b.(1)
(2) Serviced without recourse to servicer.....	5502		560,261	4.b.(2)
c. Mortgages serviced under a FNMA contract:				
(1) Serviced under a regular option contract.....	5503		92,189	4.c.(1)
(2) Serviced under a special option contract.....	5504		3,440	4.a.(2)
d. Mortgages serviced under other servicing contracts.....	5505		156,731	4.d.
5. To be completed only by banks with \$1 billion or more in total assets: Customers' liability to this bank on acceptances outstanding (sum of items 5.a and 5.b must equal Schedule RC, item 9):				
a. U.S. addressees (domicile).....	2103		183,738	5.a.
b. Non-U.S. addressees (domicile).....	2104		352,016	5.b.
6. Intangible assets:				
a. Mortgage servicing assets.....	3164		0	6.a.
(1) Estimated fair value of mortgage servicing assets.....RCFD A590	0			6.a.(1)
b. Other identifiable intangible assets:				
(1) Purchased credit card relationships.....	5506		0	6.b.(1)
(2) All other identifiable intangible assets.....	5507		4,927	6.b.(2)
c. Goodwill.....	3163		69,484	6.a.
d. Total (sum of items 6.a., 6.b.(1), 6.b.(2), and 6.c) (must equal Schedule RC, item 10).....	2143		74,411	6.d.
e. Amount of intangible assets (included in item 6.b.(2) above) that have been grandfathered or are otherwise qualifying for regulatory capital purposes.....	6442		0	6.e.
7. Mandatory convertible debt, net of common or perpetual preferred stock dedicated to redeem the debt.....	3295		0	7.

(1) Do not report federal funds sold and securities purchased under agreements to resell with other commercial banks in the U.S. in this item.

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Schedule RC-M--Continued

	Dollar Amounts in Thousands		Bil	Mil	Thou	
8. a. Other real estate owned:						
(1) Direct and indirect investments in real estate ventures.....	RCFD 5372		0			8.a.(1)
(2) All other real estate owned:						
(a) Construction and land development in domestic offices.....	RCON 5508		382			8.a.(2)(a)
(b) Farmland in domestic offices.....	RCON 5509		0			8.a.(2)(b)
(c) 1-4 family residential properties in domestic offices.....	RCON 5510	11,266				8.a.(2)(c)
(d) Multifamily (5 or more) residential properties in domestic offices.....	RCON 5511	0				8.a.(2)(d)
(e) Nonfarm nonresidential properties in domestic offices.....	RCON 5512	8,003				8.a.(2)(e)
(f) In foreign offices.....	RCFN 5513	0				8.a.(2)(f)
(3) Total (sum of items 8.a.(1) and 8.a.(2) (must equal Schedule RC, item 7).....	RCFD 2150	19,631				8.a.(3)
b. Investments in unconsolidated subsidiaries and associated companies:						
(1) Direct and indirect investments in real estate ventures.....	RCFD 5374		0			8.b.(1)
(2) All other investments in unconsolidated subsidiaries and associated companies.....	RCFD 5375		0			8.b.(2)
(3) Total (sum of items 8.b.(1) and 8.b.(2) (must equal Schedule RC, item 8).....	RCFD 2130		0			8.b.(3)
9. Noncumulative perpetual preferred stock and related surplus included in Schedule RC, item 23, "Perpetual preferred stock and related surplus".....	RCFD 3378		0			9.
10. Mutual fund and annuity sales in domestic offices during the quarter (include proprietary, private label, and third party products):						
a. Money market funds.....	RCON 6641		0			10.a.
b. Equity securities funds.....	RCON 8427		0			10.b.
c. Debt securities funds.....	RCON 8428		0			10.c.
d. Other mutual funds.....	RCON 8429	61,330				10.d.
e. Annuities.....	RCON 8430	10,157				10.e.
f. Sales of proprietary mutual funds and annuities (included in items 10.a through 10.e above).....	RCON 8784	10,097				10.f.
11. Net unamortized realized deferred gains (losses) on off-balance sheet derivative contracts included in assets and liabilities reported in Schedule RC.....	RCFD A525		0			11.
12. Amount of assets netted against nondeposit liabilities and deposits in foreign offices (other than insured branches in Puerto Rico and U.S. territories and possessions) on the balance sheet (Schedule RC) in accordance with generally accepted accounting principles(1)....	RCFD A526		0			12.
13. Outstanding principal balance of loans other than 1-4 family residential mortgage loans that are serviced for others (to be completed if this balance is more than \$10 million and exceeds ten percent of total assets).....	RCFD A591		0			13.

Memorandum	Dollar Amounts in Thousands	RCFD	Bil	Mil	Thou	
1. Reciprocal holdings of banking organizations' capital instruments (to be completed for the December report only)		3836				N/A M.1.

(1) Exclude netted on-balance sheet amounts associated with off-balance sheet derivative contracts, deferred tax assets netted against deferred tax liabilities, and assets netted in accounting for pensions.

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Schedule RC-N--Past Due and Nonaccrual Loans, Leases,
 and other Assets

The FFIEC regards the information reported in all of the Memorandum item 1, in items 1 through 10, column A, and in Memorandum items 2 through 4, column A, as confidential.

 C470

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou
Dollar Amounts in Thousands												
1. Loans secured by real estate:												
a. To U.S. addressees (domicile).....	1245		55,416	1246		13,024	1247		46,911	1.a.		
b. To non-U.S. addressees (domicile).....	1248		0	1249		0	1250		0	1.b.		
2. Loans to depository institutions and acceptances of other banks:												
a. To U.S. banks and other U.S. depository institutions.....	5377		0	5378		0	5379		0	2.a.		
b. To foreign banks.....	5380		0	5381		0	5382		0	2.b.		
3. Loans to finance agricultural production and other loans to farmers.....	1594		25	1597		0	1583		5,905	3.		
4. Commercial and industrial loans:												
a. To U.S. addressees (domicile).....	1251		25,109	1252		439	1253		55,228	4.a.		
b. To non-U.S. addresses (domicile).....	1254		0	1255		0	1256		0	4.b.		
5. Loans to individuals for household, family and other personal expenditures:												
a. Credit cards and related plans.....	5383		6,231	5384		1,183	5385		5	5.a.		
b. Other (includes single payment, installment, and all student loans).....	5386		19,590	5387		2,438	5388		37	5.b.		
6. Loans to foreign governments and official institutions.....	5389		0	5390		0	5391		0	6.		
7. All other loans.....	5459		2,242	5460		685	5461		4,365	7.		
8. Lease financing receivables:												
a. Of U.S. addressees (domicile).....	1257		1,975	1258		180	1259		0	8.a.		
b. Of non-U.S. addressees (domicile).....	1271		0	1272		0	1791		0	8.b.		
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....	3505		0	3506		0	3507		0	9.		

Amounts reported in items 1 through 8 above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in item 10 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou
10. Loans and leases reported in item 1 through 8 above which are wholly or partially guaranteed by the U.S. Government.....	5612			0	5613			0	5614			0
a. Guaranteed portion of loans and leases included in item 10 above.....	5615			0	5616			0	5617			0

Schedule RC-N--Continued

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	
Dollar Amounts in Thousands													
1. Restructured loans and leases included in Schedule RC-N, items 1 through 8, above (and not reported in Schedule RC-C, part I, Memorandum item 2).....	1658			0	1659			0	1661			0	M.1.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-N, items 4 and 7, above.....	6558			151	6559			0	6560			265	M.2.
3. Loans secured by real estate in domestic offices (included in Schedule RC-N, item 1, above):	RCFN	Bil	Mil	Thou	RCFN	Bil	Mil	Thou	RCFN	Bil	Mil	Thou	
a. Construction and land development	2759			2,721	2769			0	3492			0	M.3.a.
b. Secured by farmland.....	3493			0	3494			0	3495			0	M.3.b.
c. Secured by 1-4 family residential properties:													
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	5398			3,795	5399			1,492	5400			0	M.3.c.(1)
(2) All other loans secured by 1-4 family residential properties.....	5401			40,015	5402			11,128	5403			1,340	M.3.c.(2)
d. Secured by multifamily (5 or more) residential properties.....	3499			1,017	3500			0	3501			1,458	M.3.d.
e. Secured by nonfarm nonresidential properties.....	3502			7,868	3503			404	3504			44,113	M.3.e.

	(Column A) Past due 30 through 89 days				(Column B) Past due 90 days or more				
	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	
4. Interest rate, foreign exchange rate, and other commodity and equity contracts:									
a. Book value of amounts carried as assets.....	3522			0	3528			0	M.4.a.
b. Replacement cost of contracts with a positive replacement cost.....	3529			0	3530			0	M.4.b.

CATF <-

Person to whom questions about the Reports of Condition and Income should be directed:

Midori Y. Heckert (415) 765-3192
 Name and Title (TEXT 8901) Telephone: Area code/phone number/extension (TEXT 8902)

Even though Call Reports must be filed electronically, send my bank a sample set of paper Call Report forms for the next quarter: Yes [X] (RCN 9117) (415) 76X-2230
 FAX: Area code/phone number (TEXT 9116)

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Schedule RC-0--Other Data for Deposit Insurance and FICO Assessments

	Dollar Amounts in Thousands	RCFD	Bil	Mil	Thou	
----- C475 <--						
1. Unposted debits (see instructions):						
a. Actual amount of all unposted debits.....	0030				N/A	1.a.
OR						
b. Separate amount of unposted debits:						
(1) Actual amount of unposted debits to demand deposits.....	0031				0	1.b. (1)
(2) Actual amount of unposted debits to time and savings deposits(1)	0032				0	1.b. (2)
2. Unposted credits (see instructions):						
a. Actual amount of all unposted credits.....	3510				N/A	2.a.
OR						
b. Separate amount of unposted credits:						
(1) Actual amount of unposted credits to demand deposits.....	3512				8,430	2.b. (1)
(2) Actual amount of unposted credits to time and savings deposits(1)	3514				0	2.b. (2)
3. Uninvested trust funds (cash) held in bank's own trust department (not included in total deposits in domestic offices).....	3520				44,907	3.
4. Deposits of consolidated subsidiaries in domestic offices and in insured branches in Puerto Rico and U.S. territories and possessions (not included in total deposits):						
a. Demand deposits of consolidated subsidiaries.....	2211				510	4.a.
b. Time and savings deposits(1) of consolidated subsidiaries.....	2351				0	4.b.
c. Interest accrued and unpaid on deposits of consolidated subsidiaries	5514				0	4.c.
5. Deposits in insured branches in Puerto Rico and U.S. territories and possessions:						
a. Demand deposits in insured branches (included in Schedule RC-E, Part II).....	2229				60,996	5.a.
b. Time and savings deposits(1) in insured branches (included in Schedule RC-E, Part II).....	2383				100,656	5.b.
c. Interest accrued and unpaid on deposits in insured branches (included in Schedule RC-G, item 1.b.).....	5515				1,243	5.c.
6. Reserve balances actually passed through to the Federal Reserve by the reporting bank on behalf of its respondent depository institutions that are also reflected as deposit liabilities of the reporting bank:						
a. Amount reflected in demand deposits (included in Schedule RC-E, Part I, item 4 or 5, column B).....	2314				0	6.a.
b. Amount reflected in time and savings deposits(1) (included in Schedule RC-E, Part I, item 4 or 5, column A or C, but not column B).....	2315				0	6.b.
7. Unamortized premiums and discounts on time and savings deposits:(1),(2)						
a. Unamortized premiums.....	5516				0	7.a.
b. Unamortized discounts.....	5517				0	7.b.
8. To be completed by banks with "Oakar deposits."						
a. Deposits purchased or acquired from other FDIC-insured institution during the quarter (exclude deposits purchased or acquired from foreign offices other than insured branches in Puerto Rico and U.S. territories and possessions):						
(1) Total deposits purchased or acquired from other FDIC-insured institutions during the quarter.....	A531				N/A	8.a. (1)
(2) Amount of purchased or acquired deposits reported in item 8.a.(1) above attributable to a secondary fund (i.e., BIF members report deposits attributable to SAIF; SAIF members report deposits attributable to BIF).....	A532				N/A	8.a. (2)
b. Total deposits sold or transferred to other FIDC-insured institutions during the quarter (exclude sales or transfers by the reporting bank of deposits in foreign offices other than insured branches in Puerto Rico and U.S. territories and possessions)	A533				N/A	8.b.

(1) For FDIC insurance and FICO assessment purposes, "time and savings deposits" consists of nontransaction accounts and all transaction accounts other than demand deposits.
 (2) Exclude core deposit intangibles.

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Schedule RC-0--Continued

	Dollar Amounts in Thousands	RCON	Bil	Mil	Thou
9. Deposits in lifeline accounts.....		5596			9.
10. Benefit-responsive "Depository Institution Investment Contracts" (included in total deposits in domestic offices).....		8432			0 10.
11. Adjustments to demand deposits in domestic offices and in insured branches in Puerto Rico and U.S. territories and possessions reported in Schedule RC-E for certain reciprocal demand balances:					
a. Amount by which demand deposits would be reduced if the reporting bank's reciprocal demand balances with the domestic offices of U.S. banks and savings associations and insured branches in Puerto Rico and U.S. territories and possessions that were reported on a gross basis in Schedule RC-E had been reported on a net basis		8785			0 11.a.
b. Amount by which demand deposits would be increased if the reporting bank's reciprocal demand balances with foreign banks and foreign offices of other U.S. banks (other than insured branches in Puerto Rico and U.S. territories and possessions) that were reported on a net basis in Schedule RC-E had been reported on a gross basis.....		A181		186,003	11.b.
c. Amount by which demand deposits would be reduced if cash items in process of collection were included in the calculation of the reporting bank's net reciprocal demand balances with the domestic offices of U.S. territories and possessions in Schedule RC-E.		A182			0 11.c.
12. Amount of assets netted against deposit liabilities in domestic offices and in insured branches in Puerto Rico and U.S. territories and possessions on the balance sheet (Schedule RC) in accordance with generally accepted accounting principles (exclude amounts related to reciprocal demand balances):					
a. Amount of assets netted against demand deposits.....		A527			0 12.a.
b. Amount of assets netted against time and savings deposits.....		A528			0 12.b.

Memoranda (to be completed each quarter except as noted)

	Dollar Amounts in Thousands	RCON	Bil	Mil	Thou
1. Total deposits in domestic offices of the bank (sum of Memorandum items 1.a.(1) and 1.b.(1) must equal Schedule RC, item 13.a):					
a. Deposit accounts of \$100,000 or less:					
(1) Amount of deposit accounts of \$100,000 or less.....		2702		7,372,114	M.1.a.(1)
(2) Number of deposit accounts of \$100,000 or less (to be completed for the June report only).....		RCON 3779		N/A	M.1.a.(2)
b. Deposit accounts of more than \$100,000:					
(1) Amount of deposit accounts of more than \$100,000.....		2710		13,883,304	M.1.b.(1)
(2) Number of deposit accounts of more than \$100,000.....		RCON 2722		24,026	M.1.b.(2)
2. Estimated amount of uninsured deposits in domestic offices of the bank:					
a. An estimate of your bank's uninsured deposits can be determined by multiplying the number of deposit accounts of more than \$100,000 reported in Memorandum item 1.b.(2) above by \$100,000 and subtracting the result from the amount of deposit accounts of more than \$100,000 reported in Memorandum item 1.b.(1) above.					
Indicate in the appropriate box at the right whether your bank has a method or procedure for determining a better estimate of uninsured deposits than the estimate described above.....		6861			X M.2.a.
b. If the box marked YES has been checked, report the estimate of uninsured deposits determined by using your bank's method or procedure.....		5597			N/A m.2.b.
3. Has the reporting institution been consolidated with a parent bank or savings association in that parent bank's or parent savings association's Call Report or Thrift Financial Report? If so, report the legal title and FDIC Certificate Number of the parent bank or parent savings association:					
TEXT A545 N/A		RCON A545		N/A	M.3.

Schedule RC-R--Regulatory Capital

This schedule must be completed by all banks as follows: Banks that reported total assets of \$1 billion or more in Schedule RC, item 12, for June 30, 1997, must complete items 2 through 9 and Memoranda items 1 and 2. Banks with assets of less than \$1 billion must complete items 1 through 3 below or Schedule RC-R in its entirety, depending on their response to item 1 below.

1. Test for determining the extent to which Schedule RC-R must be completed. To be

completed only by banks with total assets of less than \$1 billion. Indicate in the appropriate box at the right whether the bank has total capital greater than or equal to eight percent of adjusted total assets..... RCFD 6056 1.

For purposes of this test, adjusted total assets equals total assets less cash, U.S. Treasuries, U.S. Government agency obligations, and 80 percent of U.S. Government-sponsored agency obligations plus the allowance for loan and lease losses and selected off-balance sheet items as reported on Schedule RC-L (see instructions).

If the box marked YES has been checked, then the bank only has to complete items 2 and 3 below. If the box marked NO has been checked, the bank must complete the remainder of this schedule.

A NO response to item 1 does not necessarily mean that the bank's actual risk-based capital ratio is less than eight percent or that the bank is not in compliance with the risk-based capital guidelines.

NOTE: All banks are required to complete items 2 and 3 below.
 See optional worksheet for items 3.a. through 3.f.

	Dollar Amounts in Thousands	RCN	Bil	Mil	Thou	
2. Portion of qualifying limited-life capital instruments (original weighted average maturity of at least five years) that is includible in Tier 2 capital:						
a. Subordinated debt(1) and intermediate term preferred stock.....	A515		139,200			2.a.
b. Other limited-life capital instruments.....	A516		0			2.b.
3. Amounts used in calculating regulatory capital ratios (report amounts determined by the bank for its own internal regulatory capital analyses consistent with applicable capital standards):						
a. (1) Tier 1 capital.....	8274		2,600,412			3.a. (1)
(2) Tier 2 capital.....	8275		500,569			3.a. (2)
(3) Tier 3 capital.....	1395		0			2.a. (3)
b. Total risk-based capital.....	3792		3,100,981			3.b.
c. Excess allowance for loan and lease losses (amount that exceeds 1.25% of gross risk-weighted assets).....	A222		101,612			3.c.
d. (1) Net risk-weighted assets (gross risk-weighted assets less excess allowance reported in item 3.c. above and all other deductions).....	A223		28,807,877			3.d. (1)
(2) Market risk equivalent assets.....	1651		0			3.d. (2)
e. Maximum contractual dollar amount of recourse exposure in low level recourse transactions (to be completed only if the bank uses the "direct reduction method" to report these transactions in Schedule RC-R).....	1727		0			3.e.
f. "Average total assets" (quarterly average reported in Schedule RC-K, item 9, less all assets deducted from Tier 1 capital) (2).....	A224		29,724,055			3.f.

Items 4-9 and Memoranda items 1 and 2 are to be completed by banks that answered NO to item 1 above and by banks with total assets of \$1 billion or more.

4. Assets and credit equivalent amounts of off-balance sheet items

assigned to the Zero percent risk category:

	(Column A) Assets Recorded on the Balance Sheet	(Column B) Credit Equiv- alent Amount of Off-Balance Sheet Items(3)
	RCFD Bil Mil Thou	RCFD Bil Mil Thou
a. Assets recorded on the balance sheet.....	5163 2,151,412	
b. Credit equivalent amount of off-balance sheet items.....		3796 1,029,415

- (1) Exclude mandatory convertible debt reported in Schedule RC-M, item 7.
- (2) Do not deduct excess allowance for loan and lease losses.
- (3) Do not report in column B the risk-weighted amount of assets reported in column A.

Schedule RC-R--Continued

	(Column A) Assets Recorded on the Balance Sheet				(Column B) Credit Equiv- alent Amount of Off-Balance Sheet Items(1)				
	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	
Dollar Amounts in Thousands									
5. Assets and credit equivalent amounts of off-balance sheet items assigned to the 20 percent risk category:									
a. Assets recorded on the balance sheet.....	5165		6,078,604						5.a.
b. Credit equivalent amount of off-balance sheet items.....					3801		618,776		5.b.
6. Assets and credit equivalent amounts of off-balance sheet items assigned to the 50 percent risk category:									
a. Assets recorded on the balance sheet.....	3802		3,299,692						6.a.
b. Credit equivalent amount of off-balance sheet items.....					3803		56,934		6.b.
7. Assets and credit equivalent amounts of off-balance sheet items assigned to the 100 percent risk category:									
a. Assets recorded on the balance sheet.....	3804		19,378,003						7.a.
b. Credit equivalent amount of off-balance sheet items.....					3805		6,513,697		7.b.
8. On-balance sheet asset values excluded from and deducted in the calculation of the risk-based capital ratio (2).....	3806		186,204						8.
9. Total assets recorded on the balance sheet (sum of items 4.a, 5.a, 6.a, 7.a, and 8, column A) (must equal Schedule RC, item 12 plus items 4.b. and 4.c.).....	3807		31,093,915						9.

Memoranda	Dollar Amounts in Thousands				RCFD	Bil	Mil	Thou	
1. Current credit exposure across all off-balance sheet derivative contracts covered by the risk-based capital standards.....					8764		87,890		M.1.

	With a remaining maturity of															
	(Column A) One year or less				(Column B) Over one year through five years				(Column C) Over five years							
	RCFD	Tril	Bil	Mil	Thou	RCFD	Tril	Bil	Mil	Thou	RCFD	Tril	Bil	Mil	Thou	
2. Notional principal amounts of off-balance sheet derivative contracts(3):																
a. Interest rate contracts.....	3809		1,362,144		8766		4,585,106		8767				543,931			M.2.a.
b. Foreign exchange contracts.....	3812		1,418,424		8769		34,616		8770				65,235			M.2.b.
c. Gold contracts.....	8771		0		8772		0		8773				0			M.2.c.
d. Other precious metals contracts...	8774		0		8775		0		8776				0			M.2.d.
e. Other commodity contracts.....	8777		0		8778		0		8779				0			M.2.e.
f. Equity derivative contracts.....	A000		0		A001		0		A002				0			M.2.f.

(1) Do not report in column B the risk-weighted amount of assets reported in column A.

(2) Include the difference between the fair value and the amortized cost of available-for-sale debt securities in item 8 and report the amortized cost of these debt securities in items 4 through 7 above. For available-for-sale equity securities, if fair value exceeds cost, include the difference between the fair value, report the fair value of these equity securities in items 5 through 7 above and include no amount in item 8. Item 8 also includes on-balance sheet asset values (or portions thereof) of off-balance sheet interest rate, foreign exchange rate, and commodity contracts and those contracts (e.g., futures contracts) not subject to risk-based capital. Exclude from item 8 margin accounts and accrued receivables not included in the calculation of credit equivalent amounts of off-balance sheet derivatives as well as any portion of the allowance for loan and lease losses in excess of the amount that may be included in Tier 2 capital.

(3) Exclude foreign exchange contracts with an original maturity of 14 days or less and all futures contracts.

Legal Title of Bank: UNION BANK OF CALIFORNIA, NATIONAL ASSOCIATION
Address: 400 CALIFORNIA STREET
City, State Zip: SAN FRANCISCO, CA 94104
FDIC Certificate No.: 2 2 8 2 6

Call Date: 03/31/98 ST-BK: 06-1410 FFIEC 031
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Printed 05/15/98 at 10:34

Optional Narrative Statement Concerning the Amounts
Reported in the Reports of Condition and Income
at close of business on March 31, 1998

UNION BANK OF CALIFORNIA, NATIONAL ASSOCIATION

Legal Title of Bank

SAN FRANCISCO, California

City State

The management of the reporting bank may, if it wishes, submit a brief narrative statement on the amounts reported in the Reports of Condition and Income. This optional statement will be made available to the public, along with the publicly available data in the Reports of Condition and Income, in response to any request for individual bank report data. However, the information reported in column A and in all of Memorandum item 1 of Schedule RC-N is regarded as confidential and will not be released to the public. BANKS CHOOSING TO SUBMIT THE NARRATIVE STATEMENT SHOULD ENSURE THAT THE STATEMENT DOES NOT CONTAIN THE NAMES OR OTHER IDENTIFICATIONS OF INDIVIDUAL BANK CUSTOMERS, REFERENCES TO THE AMOUNTS REPORTED IN THE CONFIDENTIAL ITEMS IN SCHEDULE RC-N, OR ANY OTHER INFORMATION THAT THEY ARE NOT WILLING TO HAVE MADE PUBLIC OR THAT WOULD COMPROMISE THE PRIVACY OF THEIR CUSTOMERS. Banks choosing not to make a statement may check the "No comment" box below and should make no entries of any kind in the space provided for the narrative statement; i.e., DO NOT enter in this space such phrases as "No statement," "Not applicable," "N/A," "No comment," and "None."

The optional statement must be entered on this sheet. The statement should not exceed 100 words. Further, regardless of the number of words, the statement must not exceed 750 characters, including punctuation, indentation, and standard spacing between words and sentences. If any submission should exceed 750 characters, as defined, it will be truncated at 750 characters with no notice to the submitting bank and the truncated statement will appear as the bank's statement both on agency computerized records and in computer-file releases to the public.

All information furnished by the bank in the narrative statement must be accurate and not misleading. Appropriate efforts shall be taken by the submitting bank to ensure the statement's accuracy. The statement must be signed, in the space provided below, by a senior officer of the bank who thereby attests to its accuracy.

If, subsequent to the original submission, material changes are submitted for the data reported in the Reports of Condition and Income, the existing narrative statement will be deleted from the files, and from disclosure; the bank, at its option, may replace it with a statement, under signature, appropriate to the amended data.

The optional narrative statement will appear in agency records and in release to the public exactly as submitted (or amended as described in the preceding paragraph) by the management of the bank (except for the truncation of statements exceeding the 750-character limit described above). THE STATEMENT WILL NOT BE EDITED OR SCREENED IN ANY WAY BY THE SUPERVISORY AGENCIES FOR ACCURACY OR RELEVANCE. DISCLOSURE OF THE STATEMENT SHALL NOT SIGNIFY THAT ANY FEDERAL SUPERVISORY AGENCY HAS VERIFIED OR CONFIRMED THE ACCURACY OF THE INFORMATION CONTAINED THEREIN. A STATEMENT TO THIS EFFECT WILL APPEAR ON ANY PUBLIC RELEASE OF THE OPTIONAL STATEMENT SUBMITTED BY THE MANAGEMENT OF THE REPORTING BANK.

No comment (RCON 6979) C471 C472 <--

BANK MANAGEMENT STATEMENT (please type or print clearly):
(TEXT 6980)

Signature of Executive Officer of Bank Date of Signature

Legal Title of Bank: UNION BANK OF CALIFORNIA, NATIONAL ASSOCIATION Call Date: 03/31/98 ST-BK: 06-1410 FFIEC 031
 Address: 400 CALIFORNIA STREET
 City, State Zip: SAN FRANCISCO, CA 94104
 FDIC Certificate No.: 2 2 8 2 6

THIS PAGE IS TO BE COMPLETED BY ALL BANKS

NAME AND ADDRESS OF BANK

OMB No. For OCC: 1557-0081
 OMB No. For FDIC: 3064-0052
 OMB No. For Federal Reserve: 7100-0036
 Expiration Date: 3/31/2000

SPECIAL REPORT
 (Dollar Amounts in Thousands)

CLOSE OF BUSINESS DATE FDIC Certificate Number C-700 <--
 03/31/98 | 2 | 2 | 8 | 2 | 6 |

LOANS TO EXECUTIVE OFFICERS (Complete as of each Call Report Date)

The following information is required by Public Laws 90-44 and 102-242, but does not constitute a part of the Report of Condition. With each Report of Condition, these Laws require all banks to furnish a report of all loans or other extensions of credit to their executive officers made since the date of the previous Report of Condition. Data regarding individual loans or other extensions of credit are not required. If no such loans or other extensions of credit were made during the period, insert "none" against subitem (a). (Exclude the first \$15,000 of indebtedness of each executive officer under bank credit card plan.) See Sections 215.2 and 215.3 of Title 12 of the Code of Federal Regulations (Federal Reserve Board Regulation 0) for the definitions of "executive officer" and "extension of credit," respectively. Exclude loans and other extensions of credit to directors and principal shareholders who are not executive officers.

a. Number of loans made to executive officers since the previous Call Report date..... RCFD 3561 0 a.
 b. Total dollar amount of above loans (in thousands of dollars)..... RCFD 3562 0 b.
 c. Range of interest charged on above loans
 (example: 93/4% = 9.75)..... RCFD 7701 0.00 % to RCFD 7702 0.00 % c.

SIGNATURE AND TITLE OF OFFICER AUTHORIZED TO SIGN REPORT

DATE (Month, Day, Year)

/s/ David A. Anderson
 David A. Anderson, SVP/Controller

5/11/98