FORM 10-K

Annual report pursuant to section 13 and 15(d)

Filing Date: **1994-03-18** | Period of Report: **1993-12-31**
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FILER

FIRSTAR CORP/WI

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

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

For the Fiscal Year Ended December 31, 1993   Commission File Number 1-2981

FIRSTAR CORPORATION

WISCONSIN	39-0711710
(State of Incorporation)	(I.R.S. Employer Identification No.)

777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202
Telephone Number (414) 765-4321
Securities Registered Pursuant to Section 12(b) of the Act:

TITLE OF EACH CLASS	NAME OF EACH EXCHANGE ON WHICH REGISTERED
Common Stock, $1.25 par value	New York Stock Exchange, Inc. New York, New York
	Chicago Stock Exchange, Inc. Chicago, Illinois
10% Notes due June 1, 1996	New York Stock Exchange, Inc. New York, New York
Preferred Share Purchase Rights	New York Stock Exchange, Inc. New York, New York
	Chicago Stock Exchange, Inc. Chicago, Illinois

Securities Registered Pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

X Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. X

As of March 3, 1994, 64,388,319 shares of common stock were outstanding, and the aggregate market value of the shares (based upon the closing price) held by nonaffiliates was approximately $1.770 billion.

Documents Incorporated by Reference:

Portions of the 1994 Notice of Annual Meeting and Proxy Statement are incorporated by reference into Part III of the Form 10-K.

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PART I

ITEM 1. BUSINESS

GENERAL

Firstar Corporation is a registered bank holding company incorporated in Wisconsin in 1929. Firstar Corporation ("Firstar") is the largest bank holding company headquartered in Wisconsin. Firstar's 17 bank subsidiaries in Wisconsin had total assets of $9.3 billion at December 31, 1993. Its eleven Iowa banks, four Illinois banks and one Minnesota bank had total assets of approximately $2.6 billion, $944 million and $1.1 billion, respectively, as of December 31, 1993. Firstar has one bank in Phoenix, Arizona with total assets of $99 million. Firstar's principal subsidiary, Firstar Bank Milwaukee, N.A., had total assets of $5.5 billion which represented 40 percent of Firstar's consolidated assets at December 31, 1993, and is the largest commercial bank in Wisconsin.

Firstar provides banking services throughout Wisconsin and Iowa and in the Chicago, Minneapolis-St. Paul and Phoenix metropolitan areas. Its Wisconsin bank subsidiaries operate in 113 locations, with offices in eight of the ten largest metropolitan population centers of the state, including 46 offices in the Milwaukee metropolitan area. Its Iowa bank subsidiaries operate in 42 locations; its Illinois bank subsidiaries in 15 locations; its Minnesota bank subsidiary in 25 locations; its Arizona bank in three locations; and a trust subsidiary in Florida in two locations. Firstar's bank subsidiaries provide a broad range of financial services for companies based in Wisconsin, Iowa, Illinois and Minnesota, national business organizations, governmental entities and individuals. These commercial and consumer banking activities include accepting demand, time and savings deposits; making both secured and unsecured business and personal loans; and issuing and servicing credit cards. The bank subsidiaries also engage in correspondent banking and provide trust and investment services to individual and corporate customers. Firstar Bank Milwaukee, N.A., Firstar Bank Cedar Rapids, N.A. and Firstar Bank Madison, N.A. also conduct international banking services consisting of foreign trade financing, issuance and confirmation of letters of credit, funds collection and foreign exchange transactions. Nonbank subsidiaries provide retail brokerage services, trust and investment management services, residential mortgage banking activities, title insurance, business insurance, consumer and credit related insurance, and corporate computer and operational services.

At December 31, 1993, Firstar and its subsidiaries employed 7,323 full-time and 2,345 part-time employees, of which approximately 926 full-time employees are represented by a union under a collective bargaining agreement that expires on August 31, 1996. Management considers its relations with its employees to be good.

COMPETITION

Banking and bank-related services is a highly competitive business. Firstar's subsidiaries compete primarily in Wisconsin and the Midwestern United States. Firstar and its subsidiaries have numerous competitors, some of which are larger and have greater financial resources. Firstar competes with other commercial banks and financial intermediaries, such as savings banks, savings and loan associations, credit unions, mortgage companies, leasing companies and a variety of financial services and advisory companies located throughout the country.

SUPERVISION

Firstar's business activities as a bank holding company are regulated by the Federal Reserve Board under the Bank Holding Company Act of 1956 which imposes various requirements and restrictions on its operations. The activities of Firstar and those of its banking and nonbanking subsidiaries are limited to the business of banking and activities closely related or incidental to banking.

The business of banking is highly regulated, and there are various requirements and restrictions in the laws of the United States and the states in which the subsidiary banks operate including the requirement to maintain reserves against deposits and adequate capital to support their operations, restrictions on the nature and amount of loans which may be made by the banks, restrictions relating to investment (including loans to and investments in affiliates), branching and other activities of the banks.

Firstar's subsidiary banks with a national charter are supervised and examined by the Comptroller of the Currency. The subsidiary banks with a state charter are supervised and examined by their respective state banking agency and either by the Federal Reserve if a member bank of the Federal Reserve or by the FDIC if a nonmember. All of the Firstar subsidiary banks are also subject to examination by the Federal Deposit Insurance Corporation.

In recent years Congress has enacted significant legislation which has substantially changed the federal deposit insurance system and the regulatory environment in which depository institutions and their holding companies operate. The Financial Institutions Reform, Recovery and Enforcement Act of 1989 ("FIRREA"), the Comprehensive Thrift and Bank Fraud Prosecution and Taxpayer Recovery Act of 1990 and the Federal Deposit Insurance Corporation Improvement Act of 1991 ("FDICIA") have significantly increased the enforcement powers of the federal regulatory agencies having supervisory authority over Firstar and its subsidiaries. Certain parts of such legislation, most notably those which increase deposit insurance assessments and authorize further increases to recapitalize the bank deposit insurance fund, increase the cost of doing business for depository institutions and their holding companies. FIRREA also provides that all commonly controlled FDIC insured depository institutions may be held liable for any loss incurred by the FDIC resulting from a failure of, or any assistance given by the FDIC, to any of such commonly controlled institutions. Federal regulatory agencies have implemented provisions of FDICIA with respect to taking prompt corrective action when a depository institution's capital falls to certain levels. Under the new rules, five capital categories have been established which range from "critically undercapitalized" to "well capitalized". Failure of a depository institution to maintain a capital level within the top two categories will result in specific actions from the federal regulatory agencies. These actions could include the inability to pay dividends, restricting new business activity, prohibiting bank acquisitions, asset growth limitations and other restrictions on a case by case basis.

In addition to the impact of regulation, commercial banks are affected significantly by the actions of the Federal Reserve Board as it attempts to control the money supply and credit availability in order to influence the economy. Changes to such monetary policies have had a significant effect on operating results of financial institutions in the past and are expected to have such an effect in the future; however, the effect of possible future changes in such policies on the business and operations of Firstar cannot be determined.

EXECUTIVE OFFICERS OF THE REGISTRANT

The following is a list of all the executive officers (14) of Firstar as of December 31, 1993. All of these officers are elected annually by their respective boards of directors. All of the officers have been employed by Firstar and/or one or more of its subsidiaries during the past five years, except Messrs. Stowe and Schoenke, who were previously employed by other banking companies and joined Firstar as executive officers in 1989 and 1990, respectively. There are no family relationships between any of the executive officers.

<TABLE>
<CAPTION>

NAME	AGE	POSITION
<S>	<C>	<C>

Roger L. Fitzsimonds..........	55	Chairman of the Board and Chief Executive Officer of Firstar (Since February 1991)
John A. Becker................	51	President and Chief Operating Officer of Firstar (Since January 1990)
Chris M. Bauer................	45	Chairman of the Board and President of Firstar Bank Milwaukee (Since January 1991)
James R. Lang.................	50	Chairman of the Board and President of Firstar Corporation of Iowa (Since April 1991)
Ronald A. Bero................	58	Senior Executive Vice President of Firstar (Since September 1989)
Richard W. Schoenke...........	50	President of Firstar Bank of Minnesota (Since July 1990)
Michael J. Schmitz............	59	Executive Vice President of Firstar (Since October 1990)
Jon H. Stowe..................	49	Executive Vice President of Firstar (Since January 1994)
Blaine E. Rieke...............	60	Chairman of the Board of Firstar Trust Company (Since November 1981)
William H. Risch..............	55	Senior Vice President-Finance & Treasurer of Firstar (Since January 1984)
Dennis R. Fredrickson.........	49	Senior Vice President of Firstar (Since October 1988)
John R. Heistad...............	47	Senior Vice President and Chief Credit Officer of Firstar (Since January 1992)
Howard H. Hopwood III.........	48	Senior Vice President and General Counsel of Firstar (Since January 1986)
Ronald E. Roder...............	45	Senior Vice President of Firstar Bank Milwaukee (Since December 1988)

</TABLE>

ITEM 2. PROPERTIES

On December 31, 1993, Firstar had 200 banking locations, of which 147 were owned and 53 were leased. All of these offices are considered by management to be well maintained and adequate for the purpose intended. See Note 7 of the Notes to Consolidated Financial Statements included under Item 8 of this document for further information on properties.

ITEM 3. LEGAL PROCEEDINGS

Firstar and its subsidiaries are subject to various legal actions and proceedings in the normal course of business, some of which involve substantial claims for compensatory or punitive damages. Although litigation is subject to many uncertainties and the ultimate exposure with respect to these matters cannot be ascertained, management does not believe that the final outcome will have a material adverse effect on the financial condition of Firstar.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

See Item 6 of this document for information on stock price ranges and dividends. The principal markets for the quotations of stock prices are the New York Stock Exchange and Chicago Stock Exchange. There were 9,962 holders of record of Firstar's $1.25 par value common stock on March 3, 1994.

ITEM 6. SELECTED FINANCIAL DATA
<TABLE>
<CAPTION>

	YEARS ENDED DECEMBER 31				
	1993	1992	1991	1990	1989
	(thousands of dollars, except per share data)				
<S>	<C>	<C>	<C>	<C>	<C>
EARNINGS AND DIVIDENDS					
Net interest revenue........	$568,056	$539,152	$480,596	$ 429,954	$413,102
Provision for loan losses...	24,567	44,821	50,276	49,161	52,362
Net income..................	204,294	165,985	134,331	117,457	111,135
Per common share:					
Net income.................	3.15	2.62	2.14	1.82	1.72
Dividends..................	1.00	.80	.705	.635	.545

Stockholders' equity.......	17.96	15.94	14.17	12.79	11.65
Average common shares (000's)....................	63,747	61,879	60,998	61,218	60,164
PERFORMANCE RATIOS					
Return on average assets....	1.59%	1.36%	1.16%	1.06%	1.07%
Return on average common equity.....................	18.61	17.43	15.85	14.83	15.65
Equity to assets............	8.38	7.96	7.44	7.03	7.08
Net loan charge-offs as a percentage of average loans..............	.25	.43	.47	.48	.66
Nonperforming assets as a percentage of loans and other real estate.....................	.72	1.09	1.43	1.87	1.61
Net interest margin.........	5.21	5.27	5.00	4.76	4.88

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(millions of dollars)

<S>	<C>	<C>	<C>	<C>	<C>
BALANCE SHEET AT DECEMBER 31					
Total assets................	$ 13,794	$ 13,169	$ 12,309	$ 12,020	$ 11,163
Investment securities.......	2,834	2,864	2,870	2,642	2,312
Loans:					
Commercial.................	5,306	4,803	4,556	4,426	4,222
Consumer...................	3,678	3,308	2,989	2,920	2,649
Total.....................	8,984	8,111	7,545	7,346	6,871
Earning assets..............	12,117	11,408	10,747	10,326	9,619
Deposits:					
Core.......................	10,191	9,947	9,099	8,744	7,977
Other......................	973	937	964	977	954
Total.....................	11,164	10,884	10,063	9,721	8,931
Long-term debt..............	126	158	144	185	166
Stockholders' equity........	1,156	1,048	916	844	790
STOCK PRICE INFORMATION					
High........................	$ 37 1/4	$ 31 7/8	$24 7/16	$16 15/16	$ 17 1/2
Low.........................	29 3/8	23 1/8	12 3/4	11	12 13/16
Close.......................	30 3/4	31 1/2	24 1/8	14 1/8	16 1/4

</TABLE>

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

HIGHLIGHTS

Firstar reported record earnings in 1993 of $204.3 million, a 23.1% improvement over the $166.0 million earned in 1992. On a per common share basis, 1993 net income increased 20.2% to $3.15 from $2.62 earned in 1992. In 1991, net income was $134.3 million or $2.14 per common share. Firstar has seen successive quarterly improvements in net income for the past twelve quarters.

Earnings as measured as a percent of average common equity increased to 18.61% in 1993, compared to 17.43% in 1992 and 15.85% in 1991. This performance level places Firstar within the top 25% of bank holding companies in its peer group during each of the past three years. This group currently consists of the 29 companies with assets ranging from $10 billion to $25 billion. Return on average assets has shown similar improvement with the return reaching 1.59% in 1993 compared with 1.36% in 1992 and 1.16% in 1991.

Table 1 highlights the major factors affecting the changes in earnings during the last two years. Continued improvement in both net interest revenue and other operating revenue were key factors in the earnings improvement during both years. Also of benefit was a lower loan loss provision resulting from lower net charge-offs and reduced nonperforming assets. Operating expenses, while increasing, were reduced relative to gross revenues resulting in further improvement in Firstar's efficiency ratio.

TABLE 1

CHANGE IN NET INCOME PER COMMON SHARE

<TABLE>
<CAPTION>

1993 VS 1992 1992 VS 1991

<S>	<C>	<C>
Prior period net income	$2.62	$2.14
Changes due to:		
Net interest revenue	.20	.83
Other operating revenue	.51	.39
Provision for loan losses	.34	.10
Personnel costs	(.32)	(.28)
Nonpersonnel costs	.11	(.28)
Income tax expense	(.32)	(.29)
Preferred stock dividend	.01	.01
Current period net income	$3.15	$2.62

</TABLE>

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Calculation based upon shares outstanding in each year.

The net interest margin remained near record levels in 1993, declining modestly from the 1992 high of 5.27% to 5.21% in 1993. During 1991 the margin was 5.00%. Other operating revenue has shown a 13.8% improvement over 1992, led by increased trust and investment management fees along with gains from the mortgage banking business. This growth in fee related revenue follows a similar 10.4% rise in 1992. Continued emphasis has been placed on cost control and operational efficiencies. Operating expenses rose by 5.4% in 1993 and 8.2% in 1992.

Further improvements in asset quality were achieved in 1993. Nonperforming assets were reduced to $64.9 million at December 31, 1993, compared with $88.8 million and $108.5 million at the end of 1992 and 1991 respectively. Nonperforming assets now represent .72% of total loans and other real estate. As a point of comparison, the median of Firstar's peer group is approximately twice as high. Within this peer group, Firstar ranks third by this measure of asset quality.

Stockholders' equity was $1.16 billion at the end of 1993. Capital strength, by all measures, remains strong. Firstar's capital ratios are in the top quartile of its peer group and it has the highest capital rating by its regulatory agency.

NET INTEREST REVENUE

Net interest revenue, which comprises interest and loan-related fees less interest expense, is the principal source of earnings for Firstar. Net interest revenue is affected by a number of factors including the level, pricing and maturity of earning assets and interest-bearing liabilities, interest rate fluctuations and asset quality. Net interest margin is net interest revenue expressed as a percentage of average earning assets. To permit comparisons, net interest revenue and margin in the accompanying discussion and tables have been adjusted to show tax-exempt income, such as interest on municipal securities and loans, on a taxable-equivalent basis. Table 2 shows the components of net interest revenue, net income and net interest margin for 1993 and the two prior years.

TABLE 2

CONDENSED INCOME STATEMENTS--TAXABLE-EQUIVALENT BASIS

<TABLE>
<CAPTION>

				CHANGE FROM PRIOR YEAR			
				1993 VS 1992		1992 VS 1991	
	1993	1992	1991	AMOUNT	PERCENT	AMOUNT	PERCENT
	(millions of dollars)						
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Interest revenue	$867.0	$898.5	$ 981.7	$(31.5)	(3.5)%	$ (83.2)	(8.5)%
Taxable-equivalent adjustment	29.3	31.7	35.5	(2.4)	(7.6)	(3.8)	(10.7)
Interest revenue--taxable-equivalent	896.3	930.2	1,017.2	(33.9)	(3.6)	(87.0)	(8.6)
Interest expense	298.9	359.4	501.1	(60.5)	(16.8)	(141.7)	(28.3)
Net interest revenue--							

taxable-equivalent....	597.4	570.8	516.1	26.6	4.7	54.7	10.6
Provision for loan losses................	24.6	44.8	50.3	(20.2)	(45.1)	(5.5)	(10.9)
Other operating revenue.	342.2	300.8	272.5	41.4	13.8	28.3	10.4
Other operating expense.	587.7	557.6	515.5	30.1	5.4	42.1	8.2
Income before income taxes.................	327.3	269.2	222.8	58.1	21.6	46.4	20.8
Provision for income taxes..................	93.7	71.5	53.0	22.2		18.5	
Taxable-equivalent adjustment............	29.3	31.7	35.5	(2.4)		(3.8)	
Net income............	$204.3	$166.0	$ 134.3	$ 38.3	23.1	$ 31.7	23.6
Yield on earning assets.	7.82%	8.58%	9.86%	(.76)%		(1.28)%	
Cost of interest-bearing liabilities...........	3.34	4.16	5.88	(.82)		(1.72)	
Interest spread.........	4.48	4.42	3.98	.06		.44	
Impact of interest-free funds..................	.73	.85	1.02	(.12)		(.17)	
Net interest margin....	5.21%	5.27%	5.00%	(.06)%		.27%	

</TABLE>

Net interest revenue increased 4.7% to $597.4 million during 1993, which compares with a 10.6% increase in 1992. The growth in both years benefited from higher average earning asset balances. During 1993 the positive effect of increased average earning asset balances was partially offset by the decline in the net interest margin. In 1992, however, the increased margin contributed significantly to the improved net interest revenue.

Net interest margin for the current year was 5.21% compared with 5.27% in 1992 and 5.00% in 1991. The margin declined modestly in 1993 but nonetheless remains strong relative to earlier years. Rates paid on interest bearing liabilities adjust to general market changes more rapidly than rates on loans and investments, thus increasing Firstar's interest rate spreads. This spread, which is the difference between the earning asset rate and the rate paid on interest bearing liabilities, widened by .06%, or 6 basis points, in 1993 compared to 44 basis points in 1992. A general movement by customers from time certificates of deposit to lower rate savings and interest bearing transaction accounts during the past two years has aided the interest rate spread. Offsetting the benefit of wider spreads was the lower contribution of interest-free funds supporting earning assets. While the level of earning assets funded by noninterest-bearing liabilities increased to 21.8% in 1993 from 20.4% in 1992 and 17.4% in 1991, the lower interest rates reduced the earnings contribution of these funds. This factor reduced the net interest margin by 12 basis points in 1993 and 17 basis points during 1992.

Foregone interest on nonperforming loans and other real estate reduced net interest revenue by $4.6 million in 1993, $8.3 million in 1992 and $13.2 million in 1991. This resulted in a corresponding reduction in net interest margin of .03% in 1993 and .05% in 1992 and .11% in 1991. The lower impact is a reflection of Firstar's reduced level of nonperforming assets.

Table 3 shows the components of interest revenue and expense along with changes related to volumes and rates. Total interest revenue on a taxable-equivalent basis declined by 3.6% to $896.3 million in 1993. This resulted from lower overall interest rates, which was partially offset by the 5.7% increase in average earning assets. The rate received on earning assets declined from 8.58% in 1992 to 7.82% in 1993. Likewise, the 5.1% decline in interest revenue during 1992 was attributable to lower interest rates, despite increases in average earning assets. The rate on all earning assets declined from 9.86% in 1991 to 8.58% in 1992. During this three-year period the prime rate dropped from a high of 10% to the current 6% level.

TABLE 3

ANALYSIS OF INTEREST REVENUE AND EXPENSE

<TABLE>
<CAPTION>

		1993 VS 1992		1992 VS 1991	
	INTEREST		DUE TO		DUE TO
		TOTAL		TOTAL	

	1993	1992	1991	CHANGE	VOLUME	RATE	CHANGE	VOLUME	RATE
				(thousands of dollars)					
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Interest-bearing deposits with banks....	$ 1,385	$ 2,608	$ 4,238	$ (1,223)	$(1,441)	$ 218	$ (1,630)	$ 564	$ (2,194)
Federal funds sold and resale agreements......	4,602	9,791	13,016	(5,189)	(4,138)	(1,051)	(3,225)	2,193	(5,418)
Trading account securities............	985	1,012	989	(27)	111	(138)	23	169	(146)
Investment securities...	197,373	215,586	231,148	(18,213)	6,221	(24,434)	(15,562)	12,400	(27,962)
Commercial loans........	385,322	382,129	439,212	3,193	33,766	(30,573)	(57,083)	10,905	(67,988)
Consumer loans..........	306,658	319,102	328,633	(12,444)	27,327	(39,771)	(9,531)	22,364	(31,895)
Total loans...........	691,980	701,231	767,845	(9,251)	61,111	(70,362)	(66,614)	32,347	(98,961)
Total interest revenue.	896,325	930,228	1,017,236	(33,903)	51,334	(85,237)	(87,008)	49,862	(136,870)
Interest-bearing demand.	23,666	31,977	45,490	(8,311)	3,105	(11,416)	(13,513)	7,149	(20,662)
Savings passbook........	38,214	40,247	48,789	(2,033)	7,306	(9,339)	(8,542)	9,262	(17,804)
Consumer time...........	171,282	213,325	288,326	(42,043)	(5,917)	(36,126)	(75,001)	(6,098)	(68,903)
Commercial time.........	28,472	35,856	56,194	(7,384)	(829)	(6,555)	(20,338)	(1,514)	(18,824)
Total deposits.........	261,634	321,405	438,799	(59,771)	8,359	(68,130)	(117,394)	16,072	(133,466)
Short-term borrowed funds..................	23,811	23,423	45,434	388	4,028	(3,640)	(22,011)	(7,036)	(14,975)
Long-term debt..........	13,453	14,541	16,850	(1,088)	(1,026)	(62)	(2,309)	(1,880)	(429)
Total interest expense.	298,898	359,369	501,083	(60,471)	13,049	(73,520)	(141,714)	6,712	(148,426)
Net interest revenue...	$597,427	$570,859	$ 516,153	$ 26,568	31,715	(5,147)	$ 54,706	25,486	29,220

</TABLE>

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Calculations are computed on a taxable-equivalent basis using a tax rate of 35% in 1993 and 34% in 1992 and 1991. The change attributable to both volume and rate has been allocated proportionately to the changes due to volume and rate.

Total interest expense was $298.9 million in 1993, a reduction of 16.8% from 1992. The interest rates on liabilities, declining from 4.16% in 1992 to 3.34% in 1993, produced the lower expense. During 1992 interest expense declined by 28.3% similarly due to reduced interest rates paid, dropping from 5.88% in 1991 to 4.16% in 1992.

OTHER OPERATING REVENUE

Total other operating revenue amounted to $342.3 million, an increase of $41.5 million or 13.8% from 1992. The comparable growth during 1992 was 10.4%. This growth reflects the continuing effort to emphasize non-interest revenue. This focus provides several benefits to Firstar. Much of Firstar's fee revenue is not subject to the fluctuations that are inherent in the interest rate cycle. Firstar's broad customer base provides opportunities for expanded revenues as the marketplace looks to financial institutions for services beyond traditional lending and deposit activities. Table 4 shows the composition of other operating revenue.

TABLE 4
ANALYSIS OF OTHER OPERATING REVENUE

<TABLE>
<CAPTION>

	YEARS ENDED DECEMBER 31				
	1993	1992	1991	1990	1989
			(thousands of dollars)		
<S>	<C>	<C>	<C>	<C>	<C>
Trust and investment management fees............................	$110,185	$ 95,926	$ 80,813	$ 70,051	$ 64,131
Service charges on deposit accounts........................	74,071	66,301	59,368	50,250	44,078
Credit card service revenue......	53,316	51,867	54,594	51,562	46,065
Mortgage banking revenue.........	26,774	13,058	7,922	6,129	5,279
Data processing fees............	21,431	24,215	24,286	24,348	24,851
Insurance revenue................	10,410	8,440	7,643	7,147	6,792
Brokerage revenue................	8,718	6,135	3,012	2,113	2,133
International fees..............	5,234	5,151	4,712	4,476	4,147

Electronic funds transfer fees...	3,678	3,135	2,849	2,732	2,339
Safe deposit fees................	3,323	3,237	3,136	3,058	2,939
Trading securities gains.........	2,074	1,802	1,579	1,559	2,591
Foreign exchange gains...........	1,877	1,752	1,370	667	1,078
Municipal finance fees...........	1,368	1,153	937	1,222	1,201
Investment securities gains (losses)........................	182	981	1,619	117	(20)
Other............................	19,624	17,614	18,695	22,870	17,917
Total...........................	$342,265	$300,767	$272,535	$248,301	$225,521

</TABLE>

Other operating revenue now represents 36% of Firstar's revenue. An industry measure of fee revenue prominence is the ratio of this revenue stream to average assets. During 1993 this ratio was 2.66% compared to 2.46% in 1992 and 2.33% in 1991. These figures place Firstar fifth among the 29 banking organizations with total assets of $10 billion to $25 billion.

Trust and investment management fees are the single largest source of fee revenue, contributing $110.2 million, nearly a third of other operating revenue. This level represents a 14.9% growth in revenue in 1993 which in turn followed an 18.7% rise in the previous year. This pattern of growth was the result of the development of new business and increased market value of assets. Expanded services are being offered through Firstar's banking network. Additional marketing efforts are also being directed to institutional investors beyond the Midwest. The introduction of fourteen proprietary mutual funds and the serving as custodian/transfer agent for 160 publicly registered mutual funds have enhanced trust revenues. Trust assets under management increased by 8.3% during 1993 to $14.8 billion at the end of the year. Additional assets held in custody accounts rose by 22.1% to $39.3 billion.

Revenue from service charges on deposit accounts increased 11.7% in 1993 to a level of $74.1 million, which follows a similar increase in 1992. This growth resulted from an increase in deposits, along with the repricing of certain account charges. Another factor was the impact of the lower rate environment on business accounts, which receive a rate credit for deposit balances in lieu of cash payments. Additional service charge fees were collected as a result of lower rate credits to these accounts in both years.

Credit card service revenues are the third largest source of fee revenue totaling $53.3 million during 1993, which was a 2.8% increase over 1992. During 1992, credit card revenue declined by 5.0%. Increased competition from other card issuers and some consumer anxiety about economic conditions have reversed previous growth trends. The favorable introduction of new credit card products and growth in merchant fee activity have been encouraging trends. Firstar services 600,000 active card holders, has 32,500 merchant accounts and provides credit card programs to more than 780 financial institutions. This customer base, which covers the Upper Midwest and includes Wisconsin, Iowa, Illinois, Minnesota, Upper Michigan and the Dakotas, provides a market for the sale and expansion of other financial products.

Revenue from mortgage banking activities increased substantially during 1993, up 105% to $26.8 million. This income represents mortgage servicing fees, loan origination fees and gains on loan sales into the secondary market. Historically low interest rates fueled a refinancing boom. Loan originations totaled $1.3 billion in 1993 and total loans serviced for others were $2.0 billion at the end of the year. Firstar has expanded its mortgage banking activities during the last two years through coordinated marketing efforts within Firstar's banking network.

Data processing fee income declined 11.5% in 1993 after remaining essentially level during the prior two years. A shrinking customer base due to continuing bank consolidations through mergers or acquisitions and conversions by smaller community banks to in-house data processing systems have acted to reduce revenues. Intense price competition has also occurred due to the shrinking market for sales and has affected revenue levels through pricing changes and some loss of customers.

The past two years saw continued growth in insurance activity, with a 23.3% increase in 1993 compared with 10.4% during 1992. This line of business generates revenue from the sale of annuities and insurance products and represents an important element in Firstar's strategy to continually expand fee revenue.

Brokerage revenue increased by 42.1% during 1993 to $8.7 million. This follows a 1992 increase of 103.7%. This rapid growth reflects the expanded marketing effort throughout the Firstar banking system and favorable market conditions.

The remaining sources of other operating revenue derive from a wide range of services and collectively increased by 3.9% in 1993 and 1.7% during 1992, excluding the effect of $2 million of nonrecurring revenue in 1993.

OTHER OPERATING EXPENSES

Total operating expense increased by 5.4% to $587.7 million in 1993 compared with an increase of 8.2% in 1992. Information on the components of other operating expense is shown in Table 5.

TABLE 5
ANALYSIS OF OTHER OPERATING EXPENSE

<TABLE>
<CAPTION>

	YEARS ENDED DECEMBER 31				
	1993	1992	1991	1990	1989
	(thousands of dollars)				
<S>	<C>	<C>	<C>	<C>	<C>
Salaries..........................	$257,405	$237,997	$221,780	$205,082	$191,017
Employee benefits.................	59,443	49,610	44,977	40,489	41,568
Total personnel expense..........	316,848	287,607	266,757	245,571	232,585
Net occupancy expense.............	48,731	44,408	42,252	35,708	36,618
Equipment expense.................	48,139	48,720	42,483	39,774	38,422
Business development..............	24,063	23,055	20,883	16,960	16,704
F.D.I.C. insurance................	23,670	22,488	19,325	10,360	6,734
Stationery and supplies...........	19,060	18,123	16,767	15,591	15,856
Delivery..........................	15,452	15,840	15,149	13,141	12,629
Professional fees.................	15,336	14,040	14,688	15,431	12,313
Information processing expense....	14,996	14,544	14,836	14,048	11,354
Amortization of intangibles.......	12,717	15,520	8,676	9,006	7,635
Employee education/recruiting.....	7,730	5,982	4,258	4,224	4,316
Federal Reserve processing fees....	5,033	5,370	4,992	5,210	4,088
Commissions and service fees.......	4,631	6,264	4,330	4,021	3,204
Wire communication................	4,586	4,411	4,250	4,246	4,124
Processing and other losses........	3,972	3,314	3,222	2,713	2,565
Credit card assessment fees........	3,851	3,475	3,133	2,739	2,312
Net other real estate expense......	2,056	4,303	10,537	9,837	2,360
Published information.............	2,051	2,216	2,099	2,253	1,977
Insurance.........................	1,240	1,211	1,510	1,867	1,648
Other.............................	13,582	16,675	15,389	12,100	12,064
Total nonpersonnel expense........	270,896	269,959	248,779	219,229	196,923
Total other operating expense.....	$587,744	$557,566	$515,536	$464,800	$429,508

</TABLE>

Personnel costs, which include salaries and fringe benefits, are the largest component of operating expenses, representing more than half of operating costs. This expense rose by 10.2% in 1993 compared with 7.8% in 1992. Salaries rose by 8.2% in 1993 and 7.3% in 1992. In addition to normal merit increases, the staffing level has risen from 7,709 full-time equivalent employees at December 31, 1991 to 8,246 at year-end 1992 and 8,608 at year-end 1993. Approximately half of this staffing growth was attributable to bank acquisitions.

Employee benefit costs rose by 19.8% in 1993 after increasing by 10.3% in 1992. Firstar adopted Statement of Financial Accounting Standards No. 106, "Accounting for Postretirement Benefits Other Than Pensions" in 1993. The statement requires employers to recognize postretirement benefits on an accrual basis over employee service periods, as contrasted to the expensed-as-incurred method of accounting. Excluding the impact of Statement No. 106, which increased costs by $7.0 million, employee benefit costs rose by 5.7% during 1993.

The Financial Accounting Standards Board also issued Statement No. 112, "Employers' Accounting for Postemployment Benefits", which is effective in 1994. The statement requires employers to recognize benefits provided to former employees after employment but before retirement. These postemployment benefits include salary continuation, severance benefits and benefit continuation. The statement will not affect Firstar's current accounting practice with respect to these payments.

Net occupancy expense increased by 9.7% in 1993 and 5.1% in 1992. The addition of new banks and costs associated with office closings/restructuring have affected the increase in 1993 and 1992. Office closing/restructuring charges added $2.2 million, $1.5 million and $3.3 million to expense in 1993, 1992 and 1991, respectively.

Equipment expense declined by 1.2% after increasing by 14.7% in 1992. Firstar has invested in upgraded central data processing equipment as a result of the growth of Firstar through bank acquisitions and strong growth of fee service businesses. Ensuring that Firstar data processing capabilities are up-to-date is critical to deliver quality services in a cost-effective manner to customers.

Business development costs rose by 4.4% in 1993 and 10.4% in 1992. Increased marketing and advertising expenses associated with expansion into new markets, office consolidation programs and changing bank names caused the rise in expenses.

FDIC insurance is an uncontrollable cost, with the premium established by the federal regulatory agency. This expense has more than tripled since 1989. The FDIC set new premium schedules in 1993 which specified varying premium amounts based upon capitalization levels and soundness criteria. Firstar's capital strength has permitted payments at the lowest rate levels.

The amortization of intangibles includes amounts associated with goodwill, core deposit intangibles and purchased mortgage loan servicing rights. During 1993 and 1992 additional amortization of mortgage servicing rights was taken due to the high volume of the underlying mortgage loans which were refinanced. Expense associated with the amortization of mortgage servicing rights was $5.2 million in 1993, $8.3 million in 1992 and $1.6 million in 1991. The remaining unamortized mortgage loan service rights were $2.4 million at the end of 1993.

Expenses associated with foreclosed real estate were further reduced during 1993, decreasing to $2.1 million from $4.3 million in 1992 and $10.5 million in 1991. Included in these expenses are costs associated with the loss on sale and reduction in the book value of the properties of $.8 million in 1993, $1.3 million in 1992 and $8.3 million in 1991. The remaining costs represent the net expense of operating the properties.

All other expenses include a wide range of items and remained level in 1993 and increased by 6.5% in 1992.

A measure of the success in managing operating expense is expressed in the ratio of expense to revenue and is referred to as the efficiency ratio. The objective is to reduce this ratio through revenue growth, cost control or a combination of both. This ratio was 62.6% in 1993, 64.0% in 1992 and 65.5% in 1991 and places Firstar above the median level of its peer companies. Firstar continues to seek ways to improve its efficiency.

PROVISIONS FOR LOAN LOSSES

The provision for loan losses is used to cover actual loan losses and to adjust the size of the reserve relative to the amount and quality of loans. In determining the adequacy of the reserve, management considers the financial strength of borrowers, loan collateral, current and anticipated economic conditions and other factors. The 1993 provision for loan losses was $24.6 million, compared with $44.8 million in 1992 and $50.3 million in 1991. The reduced level of nonperforming assets and lower net charge-offs have permitted Firstar to reduce its provision for loan losses.

INCOME TAXES

Income tax expense was $93.7 million in 1993, compared to $71.5 million in 1992 and $53.0 million in 1991. The effective tax rate was 31.4% in 1993, 30.1% in 1992 and 28.3% in 1991. The effective tax rate rose in 1993 due to a 1% increase in the federal corporate tax rate. Additionally, in both 1993 and 1992, a lower level of tax-exempt municipal interest income served to increase the effective tax rate.

The Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes". Statement No. 109

changes the method of accounting for income taxes from the deferral method to the asset and liability approach. Under previous rules, the tax effects of timing differences between financial reporting and taxable income were deferred. Under Statement No. 109, deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities. Enacted tax rates expected to apply to taxable income in years in which those temporary differences are expected to be recovered or settled are used.

Firstar adopted Statement No. 109 in 1993. The cumulative effect on earnings of adoption resulted in an increase to earnings of $2.3 million and is reported as a component of the provision for income taxes.

BALANCE SHEET ANALYSIS

Changes in the balance sheet of a financial institution reflect both the forces of the marketplace and the company's response to these conditions. Firstar's strategy in managing balance sheet growth is based upon the goals of enhancing soundness and providing a broad range of services for customers.

Total assets at the end of 1993 reached $13.8 billion, an increase of $625 million or 4.7% over a year earlier. Average total assets for 1993 were $12.9 billion, an increase of 5.6% over 1992.

Table 6 shows the geographic distribution of Firstar's banking assets. Firstar has expanded beyond its Wisconsin base through select acquisitions. Assets outside of Wisconsin now represent 36% of consolidated assets. Firstar's acquisition activity will focus on attractive markets in the upper Midwest that will complement the existing Firstar banking network. The combination of internal growth and acquisitions provides new opportunities to build and diversify Firstar's earnings within an economically stable region.

TABLE 6
SUBSIDIARY AVERAGE ASSETS

<TABLE>
<CAPTION>

	1993		1992		1991	
	AMOUNT	PERCENT	AMOUNT	PERCENT	AMOUNT	PERCENT
	(millions of dollars)					
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Bank groups:						
Wisconsin--lead bank....	$ 4,879.2	37.9%	$ 4,478.5	36.8%	$ 4,152.0	35.7%
Wisconsin--other banks..	3,533.8	27.5	3,268.9	26.9	3,038.7	26.2
Iowa banks.............	2,501.2	19.5	2,576.2	21.2	2,616.6	22.5
Minnesota bank..........	1,074.0	8.4	1,037.3	8.5	1,025.4	8.8
Illinois banks..........	915.8	7.1	749.0	6.2	622.4	5.4
Arizona bank...........	88.9	.7	82.9	.6	73.4	.6
Subtotal..............	12,992.9	101.1	12,192.8	100.2	11,528.5	99.2
Trust and investment subsidiaries..........	96.7	.7	78.5	.6	57.7	.5
Nonbank subsidiaries....	23.1	.2	37.6	.3	20.6	.2
Parent company/eliminations...	(255.5)	(2.0)	(139.1)	(1.1)	15.7	.1
Total..................	$12,857.2	100.0%	$12,169.8	100.0%	$11,622.5	100.0%

</TABLE>

LOANS AND INVESTMENTS

Earning assets, shown in Table 7, averaged $11.5 billion, an increase of $620 million, or 5.7% over 1992. Loans, the largest category of earning assets, represented 72.7% of earning assets as compared to 70.4% in 1992. On average, loans totaled $8.3 billion, an increase of $698 million or 9.1% over 1992. Excluding the impact of loans added through bank acquisitions, average loans grew by 5.1%.

TABLE 7
AVERAGE EARNING ASSETS

<TABLE>
<CAPTION>

1993 1992 1991

<S>	AMOUNT <C>	PERCENT <C>	AMOUNT <C>	PERCENT <C>	AMOUNT <C>	PERCENT <C>
	(millions of dollars)					
Commercial and industrial	$ 2,287.4	20.0%	$ 2,003.7	18.5%	$ 2,042.8	19.8%
Real estate	1,860.7	16.2	1,711.7	15.8	1,511.0	14.6
Foreign	21.9	.2	19.6	.2	24.2	.2
Other	766.6	6.7	784.8	7.2	821.3	8.0
Commercial loans	4,936.6	43.1	4,519.8	41.7	4,399.3	42.6
Credit card	500.9	4.4	520.6	4.8	565.8	5.5
Real estate--mortgage	1,291.1	11.3	1,197.1	11.0	1,083.4	10.5
Home equity	416.5	3.6	325.2	3.0	*	
Other	1,187.9	10.3	1,072.3	9.9	1,267.9	12.3
Consumer loans	3,396.4	29.6	3,115.2	28.7	2,917.1	28.3
Total loans	8,333.0	72.7	7,635.0	70.4	7,316.4	70.9
Investment securities	2,929.0	25.6	2,845.0	26.2	2,694.7	26.1
Interest-bearing deposits with banks	33.0	.3	67.9	.6	59.0	.6
Federal funds sold and resale agreements	147.8	1.3	277.1	2.6	232.3	2.3
Trading account securities	17.3	.1	15.5	.2	13.1	.1
Total	$11,460.1	100.0%	$10,840.5	100.0%	$10,315.5	100.0%

</TABLE>

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*Comparable data not available

Commercial loans, which account for 59% of the loan portfolio, increased by $417 million, or 9.2% on average, to $4.9 billion during 1993. Excluding bank acquisitions which occurred during the past two years, commercial loans have increased by 7.0%. This represents a significant change from 1992 where internally generated loan growth was just over 1%. The Wisconsin banks have experienced commercial loan growth of over 9% during 1993 while the Iowa banks' commercial loans rose by 4%.

Consumer loans averaged $3.4 billion, an increase of $281 million, or 9.0% over 1992. Acquisitions added $212 million of this increase. Consumer loans rose by 2.3% excluding this factor.

The level of credit card loans outstanding has declined during the last two years. Average balances were 3.8% lower in 1993 compared to 1992 which in turn was 8.0% lower than 1991. This trend is in part due to increased competitive pressures from new card issuers. Also a factor has been consumers' reluctance to increase personal debt combined with the opportunity afforded consumers to convert unsecured consumer debt to home equity secured loans at a much lower interest rate.

Short-term investments, which include interest-bearing deposits with banks, trading account securities, and federal funds sold and resale agreements, averaged $198 million in 1993, a decrease of $162 million, or 45.0%, from a year earlier. This decrease in part funded the increased loan demand.

Investment securities represent 26% of earning assets. They averaged $2.9 billion during 1993, an increase of $84 million, or 3.0% over 1992. Tables 8 and 9 show the maturity range and changing mix of the investment portfolio. The average maturity of the portfolio was 2.2 years at the end of 1993. Current low interest rates do not make it advantageous to purchase longer maturity securities.

TABLE 8
MATURITY RANGE AND AVERAGE YIELD OF INVESTMENT SECURITIES

<TABLE>
<CAPTION>

	DUE WITHIN ONE YEAR		ONE TO FIVE YEARS		FIVE TO TEN YEARS		AFTER TEN YEARS		TOTAL DECEMBER 31, 1993		AVERAGE MATURITY
	AMOUNT	RATE	AMOUNT	RATE	AMOUNT	RATE	AMOUNT	RATE	AMOUNT	RATE	YEARS

(thousands of dollars)

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
U.S. Treasury and federal agencies.......	$311,704	7.37%	$1,088,245	5.43%	$ 10,043	8.91%	$ 925	7.71%	$1,410,917	5.90%	2.2
Mortgage backed obligations of federal agencies..............	110,107	7.39	182,483	7.55	37,009	8.54	3,138	7.50	332,737	7.60	2.7
State and political subdivisions...........	332,529	5.73	451,846	7.87	106,904	8.04	14,117	10.04	905,396	7.13	2.5
Corporate debt..........	26,527	6.88	42,086	6.74	1,446	6.61	435	8.27	70,494	6.80	1.3
Other..................	101,016	3.01							101,016	3.01	
Subtotal..............	$881,883	6.23	$1,764,660	6.31	$155,402	8.20	$18,615	9.46	2,820,560	6.31	2.2
Equity securities.......									13,745	6.33	
Total.................									$2,834,305	6.31	

</TABLE>

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Rates are calculated on a taxable-equivalent basis using a tax rate of 35%. The maturity information on mortgage-backed obligations is based on anticipated payments.

The Financial Accounting Standards Board issued in 1993, Statement No. 115 "Accounting for Certain Investments in Debt and Equity Securities". This statement established categories of investment securities which include held to maturity and available for sale. The latter securities are carried at market value and the former at amortized cost. Firstar adopted Statement No. 115 as of December 31, 1993. Firstar reviewed its investment policy and goals in conjunction with the statement and has classified its entire portfolio as to be held to maturity. Future purchases of securities may be classified as available for sale.

TABLE 9
INVESTMENT SECURITIES

<TABLE>
<CAPTION>

	DECEMBER 31				
	1993	1992	1991	1990	1989
	(thousands of dollars)				
<S>	<C>	<C>	<C>	<C>	<C>
U.S Treasury and federal agencies..............	$1,410,917	$1,131,715	$1,183,770	$1,247,864	$1,175,919
Mortgage backed obligations of federal agencies..............	332,737	385,215	410,826	395,186	305,840
State and political subdivisions...........	905,396	952,377	885,349	779,290	662,455
Corporate debt..........	70,494	244,821	287,326	195,171	148,488
Equity securities.......	13,745	13,713	10,968	10,224	8,369
Other..................	101,016	136,174	92,019	13,968	10,725
Total.................	$2,834,305	$2,864,015	$2,870,258	$2,641,703	$2,311,796

</TABLE>

FUND SOURCES

Average fund sources, consisting of deposits and borrowed funds, increased by $532 million, or 4.9%, to $11.5 billion in 1993. Total deposits averaged $10.5 billion, an increase of $416 million, or 4.1% over 1992. Bank acquisitions accounted for the deposit growth. A change in the mix of deposits has occurred as customers have moved deposits to passbook and demand accounts to maintain liquidity. A future consequence of this movement of deposits may be an increased sensitivity to rising interest rates if these deposits flow back to term certificates or nonbank investment alternatives. The changing relationships of fund sources are shown in Table 10.

TABLE 10
AVERAGE FUND SOURCES

<TABLE>

<CAPTION>

	1993		1992		1991	
	AMOUNT	PERCENT	AMOUNT	PERCENT	AMOUNT	PERCENT
	(millions of dollars)					
Transaction accounts.....	$ 3,949.9	34.4%	$ 3,604.2	32.9%	$ 3,087.7	29.3%
Savings passbook.........	1,490.2	13.0	1,239.4	11.3	1,017.3	9.7
Money market accounts....	1,063.8	9.3	1,048.7	9.6	949.4	9.0
Certificates of deposit..	3,107.3	27.0	3,280.4	29.9	3,485.3	33.2
Total core deposits.....	9,611.2	83.7	9,172.7	83.7	8,539.7	81.2
Commercial time deposits.	921.5	8.0	943.8	8.6	970.7	9.2
Total deposits..........	10,532.7	91.7	10,116.5	92.3	9,510.4	90.4
Short-term borrowed funds...................	822.6	7.2	692.9	6.3	840.8	8.0
Long-term debt...........	133.1	1.1	146.7	1.4	167.8	1.6
Total...................	$11,488.4	100.0%	$10,956.1	100.0%	$10,519.0	100.0%

</TABLE>

Core deposits, which include transaction accounts and consumer deposits, are Firstar's predominant and most stable source of funds. These deposits equaled $9.6 billion, an increase of $439 million, or 4.8% over 1992. Core deposits represent 84% of average fund sources. Firstar's expanding member bank network allows it to attract core deposits from its many markets.

Commercial deposits were reduced by $22 million on average which was offset by increased levels of short-term borrowed funds which rose by $130 million. The net increase in non-core deposit funds was used to meet the increased loan demand of Firstar's customers.

CREDIT RISK MANAGEMENT

Since the mid-1980's, credit management has been refined through procedural and personnel changes. Emphasis on credit quality standards and diversification of risk have been key strategies. The benefits of this program are seen in the significant reductions in nonperforming assets and overall credit quality achieved during the past several years. During this period nonperforming assets as a percentage of loans and other real estate have declined from 1.87% in 1990 to .72% at the end of 1993. Put in perspective of Firstar's peer group of banks, this placed Firstar near the top 10% for asset quality.

Nonperforming assets consist of loans that are not accruing interest, loans with renegotiated credit terms and collateral acquired in settlement of nonperforming loans. The composition of these assets is shown in Table 11. These nonperforming assets totaled $64.9 million at December 31, 1993 and represented .72% of Firstar's $9.0 billion of loans and other real estate. This is a $23.9 million, or 27%, reduction from a year earlier.

TABLE 11
NONPERFORMING ASSETS AND PAST DUE LOANS

<TABLE>
<CAPTION>

	DECEMBER 31				
	1993	1992	1991	1990	1989
	(thousands of dollars)				
Nonaccrual loans:					
Commercial..................	$21,243	$24,640	$ 30,506	$ 35,488	$ 31,987
Commercial--real estate......	25,477	21,750	26,673	45,718	33,403
Consumer....................	6,417	7,997	7,190	7,130	3,991
Foreign.....................			42	43	36
Total nonaccrual loans......	53,137	54,387	64,411	88,379	69,417
Renegotiated loans:					
Commercial..................	823	1,899	2,821	1,769	3,588
Commercial--real estate......	690	542	1,418	4,039	5,343
Total renegotiated loans....	1,513	2,441	4,239	5,808	8,931
Other real estate*...........	10,215	31,978	39,880	43,963	32,967

Total nonperforming assets..	$64,865	$88,806	$108,530	$138,150	$111,315
Nonperforming assets as a percentage of:					
Loans and other real estate..	.72%	1.09%	1.43%	1.87%	1.61%
Total assets.................	.47	.67	.88	1.15	1.00
Loans past due 90 days:					
Commercial...................	$ 5,521	$ 5,020	$ 5,621	$ 8,326	$ 8,310
Commercial--real estate......	3,934	3,248	9,016	3,518	7,920
Consumer.....................	12,348	12,359	13,591	12,524	10,511
Foreign......................				50	27
Total loans past due 90 days.......................	$21,803	$20,627	$ 28,228	$ 24,418	$ 26,768

</TABLE>

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*Nonperforming loans which were included in other real estate under "in substance foreclosure" accounting rules were $10.5 million, $10.5 million, and $5.0 million at December 31, 1992, 1991 and 1990, respectively. Such "in substance foreclosed" loans were reclassified to loans in 1993.

Commercial real estate related nonperforming assets totaled $36.4 million at the end of 1993, a reduction of 33% from a year earlier. These nonperforming assets represented 1.86% of their respective loan category. Firstar experienced an increase in real estate related nonperforming assets several years ago, although to a much lesser extent than many other financial institutions. These assets reached a high of $93.7 million at the end of 1990. As can be seen, significant progress has been made in reducing this category of nonperforming assets.

The remaining commercial loan portfolio had a nonperforming asset ratio of .66%, down from .89% a year earlier. This is reflective of the overall financial strength of Firstar's commercial borrowers.

Nonperforming consumer loans have also declined from previously higher levels. At year-end 1993, they represented a very minimal .17% of outstandings.

While further reductions of nonperforming assets may not be likely, the attainment of this low level is an indication of Firstar's overall high asset quality. It is Firstar's goal to remain within the top 25% of its peer group in asset quality measures.

Loans ninety days or more past due on December 31, 1993, totaled $21.8 million, compared with $20.6 million a year earlier. These loans are on a full accrual basis and are judged by management to be collectible in full. In addition, Firstar had $23 million of loans at December 31, 1993, on which interest is accruing, but, because of existing economic conditions or circumstances of the borrower, doubts exist as to the ability of the borrower to comply with the present loan terms. While these loans are identified as requiring additional monitoring, they do not necessarily represent future nonperforming assets.

Additional indicators of asset quality can be found in the geographic distribution, industry diversification and type of lending represented in the loan portfolio. Credit policies have been changed over the past several years to reduce vulnerability to potential adverse economic trends. Marketing efforts have been directed to Firstar's primary market segments which are consumer, small business and middle market customers in communities where Firstar banks are located. This emphasis on smaller, locally based credits brings with it a diversified group of customers without any significant industry concentration. Firstar does not participate in any significant syndicated lending or highly leveraged transactions.

Commercial real estate lending includes construction loans, income property loans and other commercial loans where real estate is involved as collateral. Midwestern real estate did not experience the rapid price appreciation that occurred in other areas, spurring over-investment in development projects and subsequent collapse of demand. Consequently, the earlier recessionary economy has not put as much pressure on some of Firstar's borrowers. Policy limits control this type of lending. Approximately sixty percent of these loans represent owner-occupied commercial properties. The remaining portion involves loans to developers and investors. The average loan size in the developer portion of the portfolio was $260,000 and reflects the regional focus and customer diversification of the portfolio.

The reserve for loan losses is reviewed and adjusted quarterly, subject to evaluation of economic conditions and expectations, historical experience and the risk rating of individual loans. Table 12 shows the activity affecting the reserve for loan losses for the last five years. The reserve totaled $174.9 million at the end of 1993, compared with $168.5 million a year earlier.

Total net charge-offs of $20.7 million represented .25% of average loans during 1993, a reduction of 37.6% from 1992. This places Firstar among the lowest charge-off levels in its peer group. This compares with charge-offs of $33.1 million or .43% of loans during 1992 and $34.3 million or a .47% charge-off level during 1991. Not included in these charge-off totals, but nevertheless associated with the credit loss, were additional writedowns or losses on other real estate of $.8 million in 1993, $1.3 million in 1992 and $8.3 million in 1991.

As a regional financial institution, Firstar lends to a diversified group of Midwestern borrowers and, to a much lesser degree, to national companies with Midwest operations. Net charge-offs in this commercial segment of the portfolio were $6.1 million in 1993, or .20% of average loans. This compares with $11.8 million of net charge-offs in 1992, representing .42% of loans. This level of charge-offs is significantly lower than prior years and again, is reflective of the economic strength of the marketplace and Firstar's lending policies.

Commercial real estate loans net charge-offs also declined in 1993 and represented a nominal .03% of outstandings. This level compares with .16% in 1992 and the high of .78% during 1990. The loan charge-off levels within this category result from both the improved economy and earlier periods' recognition of losses by Firstar. Future charge-off levels should not differ significantly from Firstar's overall non-real estate commercial lending experience.

TABLE 12
RESERVE FOR LOAN LOSSES

<TABLE>
<CAPTION>

(thousands of dollars)	1993	1992	1991	1990	1989
Balance at beginning of year	$168,482	$150,628	$134,222	$116,177	$106,187
Loan charge-offs:					
Commercial	12,142	18,565	15,110	16,346	25,756
Commercial--real estate	3,050	6,135	4,227	12,614	7,583
Consumer	6,399	7,049	9,754	7,941	6,237
Consumer--real estate	915	1,534	1,187	662	427
Credit card	14,989	17,779	19,172	12,078	10,325
Foreign					6,555
Total charge-offs	37,495	51,062	49,450	49,641	56,883
Loan recoveries:					
Commercial	6,084	6,789	5,160	6,627	4,884
Commercial--real estate	2,448	3,439	845	1,482	1,243
Consumer	3,359	3,383	2,557	2,276	1,760
Consumer--real estate	232	368	350	115	69
Credit card	4,113	3,555	2,760	2,665	2,394
Foreign	604	428	3,479	3,204	3,197
Total recoveries	16,840	17,962	15,151	16,369	13,547
Net loan charge-offs	20,655	33,100	34,299	33,272	43,336
Provision for loan losses	24,567	44,821	50,276	49,161	52,362
Reserves of acquired banks	2,479	6,133	429	2,156	964
Balance at end of year	$174,873	$168,482	$150,628	$134,222	$116,177
Reserve to year-end loans	1.95%	2.08%	2.00%	1.83%	1.69%
Net charge-offs to average loans:					
Commercial	.20%	.42%	.35%	.35%	.77%
Commercial--real estate	.03	.16	.22	.78	.48
Foreign	(2.76)	(2.18)	(14.36)	(12.29)	4.82
Total commercial	.12	.31	.22	.42	.74
Consumer	.26	.34	.57	.47	.39
Consumer--real estate	.04	.08	.08	.06	.04
Credit card	2.17	2.73	2.90	1.73	1.62
Total consumer	.43	.61	.84	.57	.52

Total loans..............	.25	.43	.47	.48	.66

</TABLE>

Consumer lending includes loans to individuals in communities served by Firstar's banks. These loans include both open-ended credit arrangements subject to an overall limit per customer, such as credit card and home equity loans, and closed-end loans subject to specific contractual payment schedules, such as installment loans and residential mortgages. Consumer net charge-offs were $14.6 million in 1993, compared with $19.1 million in 1992 and $24.4 million in 1991. The net charge-offs of .43% in 1993 compares with .61% and .84% in 1992 and 1991, respectively. Credit card net charge-offs have declined from 2.90% in 1991 to 2.17% during 1993 reflecting both lower charge-offs and higher recovery rates. This progressive reduction in consumer charge-off levels reinforces the conclusion about the economic strength of Firstar's marketplace. Consumer net charge-offs for 1993 are, in fact, at a seven year low. Consumer charge-offs are expected to remain at or near this level.

TABLE 13
COMPOSITION OF LOANS

<TABLE>
<CAPTION>

	DECEMBER 31				
	1993	1992	1991	1990	1989
	(thousands of dollars)				
<S>	<C>	<C>	<C>	<C>	<C>
Commercial and industrial............	$2,470,454	$2,086,146	$1,987,897	$2,054,802	$1,909,719
Real estate-- construction...........	209,181	236,794	278,971	256,506	335,478
Real estate--mortgage...	1,739,608	1,564,001	1,336,556	1,234,978	1,033,689
Foreign.................	31,269	20,546	22,077	21,885	30,917
Other...................	855,249	895,667	930,675	857,459	912,152
Commercial loans.......	5,305,761	4,803,154	4,556,176	4,425,630	4,221,955
Credit card............	546,051	532,787	581,863	606,276	556,678
Real estate--mortgage...	1,363,671	1,318,179	1,067,716	1,021,554	863,886
Home equity............	445,135	375,427	289,386	*	*
Other...................	1,323,200	1,081,944	1,049,519	1,292,653	1,228,605
Consumer loans.........	3,678,057	3,308,337	2,988,484	2,920,483	2,649,169
Total loans...........	$8,983,818	$8,111,491	$7,544,660	$7,346,113	$6,871,124

</TABLE>

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*Comparable data not available

The Financial Accounting Standards Board issued Statement No. 114, "Accounting by Creditors for Impairment of a Loan", which is effective in 1995. The statement establishes procedures for determining the appropriate reserve for loan losses for loans deemed impaired. The calculation of reserve levels would be based upon the discounted present value of expected cash flows received from the debtor or other measures of value such as market prices or collateral values. The adoption of this statement should not have any significant impact on the current level of the reserve for loan losses or operating results.

LIQUIDITY AND INTEREST RATE RISK MANAGEMENT

Two objectives of Firstar's asset and liability management strategy include the maintenance of appropriate liquidity and management of interest rate risk. Liquidity management aligns sources and uses of funds to meet the cash flow requirements of customers and Firstar. Interest rate risk management seeks to generate growth in net interest revenue and manage exposure to risks associated with interest rate movements and provide for acceptable and predictable results. Although conceptually distinct, liquidity and interest rate sensitivity must be managed together since action taken with respect to one often influences the other.

The scheduled maturity of loans can provide a source of asset liquidity. Table 14 shows the range of loan maturities as of December 31, 1993. Short-term investments, such as federal funds, repurchase agreements and interest-bearing deposits, are another source of liquidity. These investments stood at $287 million at the end of 1993. The investment securities portfolio provides liquidity through scheduled maturities, as shown in Table 8, and the ability to use these securities in borrowing transactions.

TABLE 14
MATURITY DISTRIBUTION OF LOANS

	DUE WITHIN ONE YEAR	ONE TO FIVE YEARS	AFTER FIVE YEARS	TOTAL DECEMBER 31, 1993
	(thousands of dollars)			
Commercial	$2,667,487	$2,066,835	$ 571,439	$5,305,761
Consumer	775,570	2,105,308	797,179	3,678,057
Total	$3,443,057	$4,172,143	$1,368,618	$8,983,818

- --------
Of the above loans due after one year, $3,903,916,000 have predetermined interest rates and $1,636,845,000 have floating or adjustable interest rates.

TABLE 15
MATURITY RANGE OF TIME DEPOSITS

	DUE WITHIN THREE MONTHS	THREE TO SIX MONTHS	SIX TO TWELVE MONTHS	AFTER TWELVE MONTHS	TOTAL DECEMBER 31, 1993
	(thousands of dollars)				
Certificates of deposit of $100,000 or more	$219,669	$95,385	$54,138	$ 93,604	$462,796
Other time deposits of $100,000 or more	7,404	4,083	6,533	8,657	26,677
Total	$227,073	$99,468	$60,671	$102,261	$489,473

The requirement for liquidity is diminished by the predominance of core deposits, which account for 84% of Firstar's fund sources. Stable core deposits do not require significant amounts of liquidity to meet the net withdrawal demands of customers on a short or intermediate term basis. Other sources of liquidity are short-term borrowed funds and commercial time deposits, which totaled $2.1 billion at the end of 1993 and consist primarily of funds from customers who use other Firstar services. Firstar's ability to refinance maturing amounts and, when necessary, increase this funding base is a significant factor in its liquidity management.

The absolute level and volatility of interest rates can have a significant impact on earnings. The objective of interest risk management is to identify and manage the sensitivity of net interest revenue to changing interest rates. Firstar's Asset-Liability Committee has established a guideline which limits to 5% the amount of earnings that may be placed at risk over the next twelve months if interest rates move unexpectedly within certain ranges. To ensure compliance with these risk limits, the committee regularly monitors the level of sensitivity. At the end of 1993 Firstar's forecast for 1994 net interest revenue indicated that its position was well within this limit.

Firstar uses simulation modeling as the primary tool in measuring interest rate risk and managing interest rate sensitivity. Simulation modeling incorporates the dynamics of changing balance sheet mix, interest rate movements and the related impact on net interest revenue. This simulation testing is done over a one-year and two-year time horizon.

The simulation model is supplemented with a more traditional tool used in the banking industry for measurement of interest rate risk known as the gap analysis. This measures the difference between assets and liabilities repricing or maturing within specified time periods. The gap analysis does however, have some limitations such as not reflecting degree of rate sensitivity in a given financial instrument. A positive gap indicates that there are more rate sensitive assets than rate sensitive liabilities repricing within a given time frame. A positive gap would generally imply a favorable impact on net income in periods of rising rates. Conversely, a negative gap indicates a liability sensitive position. Table 16 shows Firstar's interest sensitivity under a traditional gap approach.

TABLE 16
ASSET AND LIABILITY INTEREST SENSITIVITY
DECEMBER 31, 1993

	1-30 DAYS	31-90 DAYS	91-180 DAYS	181-365 DAYS	TOTAL ONE YEAR
	(millions of dollars)				
Assets:					
Loans	$3,233	$ 476	$533	$ 838	$5,080
Investment securities	175	155	137	415	882
Interest-bearing deposits with banks	4				4
Short-term investments	295				295
Interest rate swaps	20	85	12		117
Total	3,727	716	682	1,253	6,378
Liabilities:					
Interest-bearing demand accounts	836				836
Passbooks	316				316
Money market accounts	1,564				1,564
Less than one year certificates	184	272	304	79	839
Other deposits	180	277	343	597	1,397
Borrowed funds	931	108	61	12	1,112
Interest rate swaps	100	160			260
Total	4,111	817	708	688	6,324
Interest sensitive gap	$ (384)	$(101)	$(26)	$ 565	$ 54

Interest rate sensitivity can be managed by adjusting the mix of assets and liabilities. Where this is not practical or cost effective, off-balance sheet instruments can be utilized. Firstar uses interest rate swaps, caps and floors in this process. The use of these instruments allows Firstar to change interest rate sensitivity while retaining the ability to offer products that satisfy customer needs. Interest rate instruments have been used to alter the rate characteristics of both loans and deposits. Table 17 shows information on interest rate risk management instruments in effect at the end of 1993. The notional amount of these agreements was $1.3 billion. Additionally, Firstar has $1.3 billion of interest rate instruments for which it serves as an intermediary for customers. Notional principal amounts are the basis for the exchange of interest payments. Under a typical interest rate swap agreement, one party pays a fixed rate of interest on a notional amount to a second party, which in turn pays the first party a variable rate of interest on the same notional amount. Interest rate caps and floors require one party to pay another party if a variable interest rate is above or below a preset level. The net cash flow exchanged in these transactions increased net interest margin by five basis points in 1993. These off balance sheet transactions were constructed as hedges of existing balance sheet items and, to the extent that the hedges were effective, they served to offset reductions in the net interest margin associated with the hedged balances.

Firstar's simulation modeling indicated a modest vulnerability to 1994's net interest margin if interest rates would decline from current levels. The interest rate instruments in effect at year-end 1993 were constructed to contribute approximately seven basis points to net interest margin in a low rate scenario. The low rate scenario assumed a reduction of the prime interest rate from the current 6% level to 4.75% by the end of the year. The modeling indicates that this contribution from interest rate instruments will decline as rates increase. This reduced impact however, would be offset by wider spreads between earning asset rates and deposit rates. Therefore, a gradual increase in interest rates should not adversely impact Firstar's net interest revenue.

TABLE 17
INTEREST RATE RISK MANAGEMENT INSTRUMENTS

DECEMBER 31, 1993

<TABLE>
<CAPTION>

	NOTIONAL AMOUNT	AVERAGE RATE RECEIVED	AVERAGE RATE PAID	WEIGHTED AVERAGE MATURITY	UNREALIZED MARKET VALUE
	(millions)				(thousands)
<S>	<C>	<C>	<C>	<C>	<C>
Swaps:					
Receive fixed rate pay variable rate...........	$ 260	5.71%	3.52%(1)	2.3 yrs	$ 362
Receive variable rate pay fixed rate..............	117	3.08 (2)	4.54	.8	(999)
Receive variable rate pay variable rate...........	720	3.69 (3)	3.40	3.5	(820)
Caps......................	120	(4)		1.1	405
Floors....................	60	(5)		3.6	957
	$1,277				$ (95)

</TABLE>

- --------
(1) Rate paid varies primarily with the three month LIBOR rate
(2) Rate received varies primarily with the Federal funds rate
(3) Rate received includes a fixed spread over three month LIBOR with limitations on periodic increases
(4) Receipt of payments start if the three month LIBOR rate exceeds a weighted average rate of 3.92%
(5) Receipt of payments start if the three month LIBOR rate is below a weighted average rate of 4.67%

CAPITAL

Total stockholders' equity increased 10.3% to $1.16 billion as of December 31, 1993. Stockholders' equity represented 8.38% of total assets at the end of 1993 compared to 7.96% a year earlier.

Firstar redeemed its adjustable rate preferred stock at the end of 1993 at a price of $103 per share, or $51.5 million. This action removed a higher cost equity component.

Dividends paid to common stockholders totaled $63.7 million, or $1.00 per share, a 25% increase over 1992. This represented a 32% payout of net income for 1993. It is Firstar's target to maintain a dividend payout level approximately equal to the median of its peer group.

Bank regulatory agencies have established capital adequacy standards which are used extensively in their monitoring and control of the industry. These standards relate capital to level of risk by assigning different weightings to assets and certain off-balance sheet activity. Capital is measured by two risk-based ratios: Tier I capital and total capital, which includes Tier II capital. The rules require that companies have minimum ratios of 4% and 8% for Tier I and total capital, respectively. As of December 31, 1993, Firstar had Tier I capital of 11.08% and total capital of 13.18%, significantly exceeding regulatory minimum standards. The components of these capital levels are shown in Table 18.

Additionally, a Tier I leverage ratio is also used by bank regulators as another measure of capital strength. This ratio compares Tier I capital to total reported assets reduced by goodwill. The regulatory minimum level of this ratio is 3%, and it acts as a constraint on the degree to which a company can leverage its equity base. Firstar's Tier I leverage ratio was 8.30% at December 31, 1993.

The Federal Deposit Insurance Corporation Improvement Act of 1991 provided additional guidance that considers capital levels and other factors. The guidelines established five supervisory groupings of capital adequacy. Firstar is considered "well capitalized" which is the highest group.

Maintaining a strong capital position is important to Firstar's long-term strategies which emphasize soundness, profitability and growth. Higher capital levels contribute to overall financial soundness as a cushion against cyclical economic trends which can effect the banking industry. Strong capital levels also will permit future growth through both internal asset generation and bank acquisitions.

TABLE 18
CAPITAL COMPONENTS AND RATIOS

	DECEMBER 31		
	1993	1992	1991
	(thousands of dollars)		
Risk-based capital:			
Stockholders' equity	$1,155,897	$1,048,388	$ 916,339
Minority interest in subsidiaries	2,214	1,979	2,284
Less goodwill	(72,602)	(76,992)	(76,432)
Total Tier I capital	1,085,509	973,375	842,191
Allowable reserve for loan losses	123,953	114,837	114,677
Allowable long-term debt	81,486	107,010	123,064
Total Tier II capital	205,439	221,847	237,741
Total capital	$1,290,948	$1,195,222	$1,079,932
Risk-adjusted assets	$9,792,746	$9,056,307	$9,061,792
Tier I capital to risk-adjusted assets	11.08%	10.75%	9.29%
Total capital to risk-adjusted assets	13.18	13.20	11.92
Tier I leverage ratio	8.30	7.71	7.13

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

FIRSTAR CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

	DECEMBER 31		AVERAGE BALANCES	
	1993	1992	1993	1992
	(thousands of dollars)			
ASSETS				
Cash and due from banks	$ 1,228,957	$ 1,289,950	$ 938,407	$ 855,297
Interest-bearing deposits with banks	4,328	183,183	33,043	67,864
Federal funds sold and resale agreements	282,517	228,161	147,744	277,075
Trading account securities	12,491	20,873	17,332	15,514
Investment securities (market value $2,894,594 and $2,942,911 on December 31, 1993 and 1992)	2,834,305	2,864,015	2,929,035	2,844,977
Loans	8,983,818	8,111,491	8,332,963	7,634,934
Reserve for loan losses	(174,873)	(168,482)	(173,224)	(160,642)
Loans--net	8,808,945	7,943,009	8,159,739	7,474,292
Bank premises and equipment	264,569	257,007	259,064	250,425
Customer acceptance liability	17,412	19,879	19,962	24,050
Other assets	340,471	362,840	352,913	360,319
Total assets	$13,793,995	$13,168,917	$12,857,239	$12,169,813
LIABILITIES AND STOCKHOLDERS' EQUITY				
Deposits:				
Demand	$ 3,064,314	$ 2,781,522	$ 2,531,844	$ 2,323,260
Interest-bearing demand	1,557,145	1,487,408	1,418,061	1,280,893
Savings passbook	1,528,222	1,365,968	1,490,209	1,239,367
Consumer time	4,041,411	4,312,523	4,171,099	4,329,151
Commercial time	972,522	936,692	921,476	943,854

Total deposits	11,163,614	10,884,113	10,532,689	10,116,525
Short-term borrowed funds	1,112,490	861,525	822,580	692,879
Long-term debt	126,275	157,921	133,135	146,748
Bank acceptances outstanding	17,412	19,879	19,962	24,050
Other liabilities	218,307	197,091	218,683	208,723
Total liabilities	12,638,098	12,120,529	11,727,049	11,188,925
Stockholders' equity:				
Preferred stock		500	495	500
Common stock	81,149	79,080	80,401	78,134
Issued: 1993, 64,919,422 shares 1992, 63,263,451 shares				
Capital surplus	149,882	179,483	189,718	169,869
Retained earnings	928,559	794,213	863,311	737,123
Treasury stock, at cost	(3,034)	(4,888)	(3,343)	(4,738)
Held: 1993, 558,603 shares 1992, 623,472 shares				
Restricted stock	(659)		(392)	
Total stockholders' equity	1,155,897	1,048,388	1,130,190	980,888
Total liabilities and stockholders' equity	$13,793,995	$13,168,917	$12,857,239	$12,169,813

</TABLE>

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The average balances are not covered by the Independent Auditors' Report.

See accompanying notes to consolidated financial statements.

FIRSTAR CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

<TABLE>
<CAPTION>

	YEARS ENDED DECEMBER 31		
	1993	1992	1991
	(thousands of dollars, except per share data)		
<S>	<C>	<C>	<C>
INTEREST REVENUE			
Loans	$685,530	$693,594	$757,069
Investment securities:			
Taxable	129,574	140,632	155,801
Nontaxable	45,078	51,104	50,776
Total investment securities	174,652	191,736	206,577
Interest-bearing deposits with banks	1,385	2,608	4,238
Federal funds sold and resale agreements	4,602	9,791	13,016
Trading account securities	785	792	779
Total interest revenue	866,954	898,521	981,679
INTEREST EXPENSE			
Deposits:			
Interest-bearing demand	23,666	31,977	45,490
Savings passbook	38,214	40,247	48,789
Consumer time	171,282	213,325	288,326
Commercial time	28,472	35,856	56,194
Total deposits	261,634	321,405	438,799
Short-term borrowed funds	23,811	23,423	45,434
Long-term debt	13,453	14,541	16,850
Total interest expense	298,898	359,369	501,083
NET INTEREST REVENUE	568,056	539,152	480,596
Provision for loan losses	24,567	44,821	50,276
NET INTEREST REVENUE AFTER LOAN LOSS PROVISION	543,489	494,331	430,320

OTHER OPERATING REVENUE			
Trust and investment management fees..................	110,185	95,926	80,813
Service charges on deposit accounts...................	74,071	66,301	59,368
Credit card service revenue...........................	53,316	51,867	54,594
Mortgage banking revenue..............................	26,774	13,058	7,922
Data processing fees..................................	21,431	24,215	24,286
Investment securities gains...........................	182	981	1,619
Other revenue...	56,306	48,419	43,933
Total other operating revenue.....................	342,265	300,767	272,535
OTHER OPERATING EXPENSE			
Salaries..	257,405	237,997	221,780
Employee benefits.....................................	59,443	49,610	44,977
Net occupancy expense.................................	48,731	44,408	42,252
Equipment expense.....................................	48,139	48,720	42,483
Net other real estate expense.........................	2,056	4,303	10,537
Other expense...	171,970	172,528	153,507
Total other operating expense.....................	587,744	557,566	515,536
INCOME BEFORE INCOME TAXES............................	298,010	237,532	187,319
Provision for income taxes............................	93,716	71,547	52,988
NET INCOME..	$204,294	$165,985	$134,331
Net income applicable to common stock.................	$201,028	$162,238	$130,277
PER COMMON SHARE			
Net income..	$ 3.15	$ 2.62	$ 2.14
Dividends...	1.00	.80	.705

</TABLE>

See accompanying notes to consolidated financial statements.

FIRSTAR CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

<TABLE>
<CAPTION>

	PREFERRED STOCK		COMMON STOCK					TREASURY STOCK		
	SHARES	AMOUNT	SHARES	AMOUNT	CAPITAL SURPLUS	RETAINED EARNINGS	RESTRICTED STOCK	SHARES	AMOUNT	TOTAL
	(thousands of dollars, except per share data)									
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
BALANCE AT DECEMBER 31, 1990..................	500,000	$500	62,728,680	$78,411	$174,719	$594,211	$(562)	(605,972)	$(2,802)	$ 844,477
Net income............						134,331				134,331
Cash dividends:										
Preferred stock, series B ($8.2075 per share)..............						(4,104)				(4,104)
Common stock ($.705 per share)...........						(40,425)				(40,425)
Common stock of pooled bank prior to acquisition..........						(2,581)				(2,581)
Retirement of common shares................			(1,390,682)	(1,738)	(18,974)					(20,712)
Common stock issued:										
Bank acquisition......			266,130	332	3,146					3,478
Employee benefit plans................			90,148	113	990			68,144	939	2,042
Other.................			21,004	26	142					168
Treasury stock purchased............								(45,820)	(897)	(897)
Amortization of restricted stock......							562			562
BALANCE AT DECEMBER 31, 1991..................	500,000	500	61,715,280	77,144	160,023	681,432	0	(583,648)	(2,760)	916,339
Net income............						165,985				165,985
Cash dividends:										
Preferred stock, series B ($7.5502 per share)..............						(3,775)				(3,775)
Common stock ($.80 per										

share)...............						(49,429)				(49,429)
Common stock issued:										
Bank acquisitions.....			1,307,016	1,634	15,812			690,262	19,948	37,394
Employee benefit plans................			147,124	184	2,947			50,520	416	3,547
Other.................			94,031	118	701					819
Treasury stock purchased............								(780,606)	(22,492)	(22,492)
	--------	----	----------	-------	--------	--------	-----	--------	-------	----------
BALANCE AT DECEMBER 31, 1992..................	500,000	500	63,263,451	79,080	179,483	794,213	0	(623,472)	(4,888)	1,048,388
Net income............						204,294				204,294
Cash dividends:										
Preferred stock, series B ($7.4419 per share)...............						(3,720)				(3,720)
Common stock ($1.00 per share)...........						(63,733)				(63,733)
Redemption of preferred stock.................	(500,000)	(500)			(48,505)	(2,495)				(51,500)
Common stock issued:										
Bank acquisitions.....			1,018,734	1,273	12,234			105,069	3,098	16,605
Employee benefit plans................			104,043	130	1,920			935	31	2,081
Other.................			502,959	628	3,858					4,486
Treasury stock purchased............								(41,135)	(1,275)	(1,275)
Restricted stock granted..............			30,235	38	892		(930)			0
Amortization of restricted stock......							271			271
	--------	----	----------	-------	--------	--------	-----	--------	-------	----------
BALANCE AT DECEMBER 31, 1993..................	0	$ 0	64,919,422	$81,149	$149,882	$928,559	$(659)	(558,603)	$(3,034)	$1,155,897
	========	====	==========	=======	========	========	=====	========	=======	==========

</TABLE>

See accompanying notes to consolidated financial statements.

FIRSTAR CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

<TABLE>
<CAPTION>

	YEARS ENDED DECEMBER 31		
	1993	1992	1991
	(thousands of dollars)		
<S>	<C>	<C>	<C>
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income................................	$ 204,294	$ 165,985	$ 134,331
Adjustments:			
Provision for loan losses................	24,567	44,821	50,276
Depreciation, amortization and accretion..	29,530	47,571	27,288
Net decrease (increase) in trading securities..............................	8,382	(4,824)	9,649
Net increase in loans held for resale.....	(52,143)	(92,471)	(49,199)
Losses (gains) on securities and other assets.................................	1,249	(2,710)	6,923
Deferred income taxes.....................	(15,162)	(10,061)	(5,526)
Decrease in other assets..................	10,963	14,045	17,592
Increase (decrease) in other liabilities..	26,739	(19,246)	9,328
Other net.................................	211	(6,123)	(1,961)
	----------	----------	----------
Net cash provided by operating activities.............................	238,630	136,987	198,701
CASH FLOWS FROM INVESTING ACTIVITIES			
Net (increase) decrease in federal funds sold and resale agreements...............	(52,756)	74,567	(19,471)
Net decrease (increase) in interest-bearing deposits with banks......................	178,855	(37,826)	18,576
Sales of investment securities............	4,155	92,461	143,095
Maturities of investment securities........	1,467,156	1,714,272	1,081,730
Purchases of investment securities.........	(1,380,307)	(1,719,290)	(1,432,968)
Net increase in loans.....................	(693,323)	(102,818)	(186,183)

Net cash from acquisitions	11,695	6,713	1,127
Proceeds from sales of other real estate	15,818	6,832	28,407
Purchases of bank premises and equipment	(36,141)	(43,093)	(41,906)
Proceeds from sales of bank premises and equipment	458	2,486	2,451
Net cash used in investing activities	(484,390)	(5,696)	(405,142)
CASH FLOWS FROM FINANCING ACTIVITIES			
Net increase in deposits	85,116	259,999	292,707
Net increase (decrease) in short-term borrowed funds	245,803	(79,984)	(110,360)
Repayment of long-term debt	(27,337)	(18,899)	(47,867)
Proceeds from long-term debt			3,750
Cash dividends	(67,453)	(53,204)	(47,110)
Preferred stock redemption	(51,500)		
Common stock transactions	138	(19,788)	(20,761)
Net cash provided by financing activities	184,767	88,124	70,359
NET (DECREASE) INCREASE IN CASH AND DUE FROM BANKS	(60,993)	219,415	(136,082)
Cash and due from banks at beginning of year	1,289,950	1,070,535	1,206,617
Cash and due from banks at end of year	$1,228,957	$1,289,950	$1,070,535
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION			
Cash paid during the year for:			
Interest	$ 303,069	$ 372,713	$ 510,295
Income taxes	107,525	74,483	52,801
Transfers to other real estate from loans	4,964	17,263	32,382
Acquisitions:			
Assets acquired	218,592	655,095	56,133
Cash paid for purchase of stock	$	$ (12,730)	$ (410)
Cash acquired	11,695	19,443	1,537
Net cash from acquisitions	$ 11,695	$ 6,713	$ 1,127

</TABLE>

See accompanying notes to consolidated financial statements.

FIRSTAR CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 1993, 1992 AND 1991

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies of Firstar Corporation and its subsidiaries are summarized as follows:

Principles of consolidation--The consolidated financial statements include the accounts of Firstar and its subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. Results of operations of companies purchased are included from the date of acquisition. Financial statements have been restated to include companies acquired under pooling of interests when material. Certain prior year amounts have been reclassified to conform to current year classifications.

Securities--Purchases of investment securities are made with the intent and ability to hold them to maturity and are carried at cost, adjusted for amortization of premium and accretion of discount using a level yield method. Gains or losses on sales of investment securities are computed on the basis of specific identification of the adjusted cost of each security. Securities to be held for indefinite periods of time and not intended to be held to maturity or on a long-term basis are classified as available for sale and carried at market value. Securities held for indefinite periods of time may include securities that management intends to use as part of its asset/liability management strategy or have been acquired in business acquisitions and are designated to be sold. Trading account securities are carried at market. Valuation adjustments are included in other revenue in the consolidated statements of income.

Loans--Loans, which include lease financing receivables, are stated at the principal amount. Interest is accrued on all loans not discounted by applying the interest rate to the amount outstanding. On discounted loans, income is recognized on a basis which results in approximately level rates of return over the term of the loans. Loan origination and commitment fees and certain direct loan origination costs are being deferred where material and the net amount amortized as an adjustment of the related loans' yield. These amounts are being amortized over the contractual life of the related loans. Where it is not reasonable to expect that income will be realized, accrual of income ceases and these loans are placed on a "cash basis" for purposes of income recognition. Loans upon which foreclosure action is commenced or for which borrowers have begun bankruptcy proceedings are reviewed individually as to continuation of interest accrual. Mortgage loans held for sale are carried at the lower of aggregate cost or market, after consideration of related loan sale commitments.

Reserve for loan losses--The reserve for loan losses is maintained at a level adequate to provide for potential loan losses through charges to operating expense. The reserve is based upon a continuing review of loans which includes consideration of actual net loan loss experience, changes in the size and character of the loan portfolio, identification of problem situations which may affect the borrowers' ability to repay and evaluation of current economic conditions. Loan losses are recognized through charges to the reserve. Installment and credit card loan losses are charged to the reserve based upon fixed delinquency periods. All other loans are evaluated individually and charged to the reserve to the extent that outstanding principal balances are deemed uncollectible. Any subsequent recoveries are added to the reserve.

Other real estate--Other real estate, the balance of which is included in other assets, includes primarily properties acquired through loan foreclosure proceedings or acceptance of deeds in lieu of foreclosure. These properties are recorded at the lower of the carrying value of the related loans or the fair market value of the real estate acquired less the estimated costs to sell the real estate. Initial valuation adjustments, if any, are charged against the reserve for loans losses. Subsequent revaluations of the properties, which indicate reduced value, are recognized through charges to operations. Revenues and expenditures related to holding and operating these properties are included in other operating expense.

Bank premises and equipment--Bank premises and equipment are stated at cost less depreciation, which has been accumulated on the straight-line basis.

Intangible assets--Intangible assets attributable to the value of core deposits and goodwill acquired are included in other assets and are amortized over fifteen to twenty-five years, on a straight-line basis. The value of mortgage servicing rights acquired is amortized in relation to the servicing revenue expected to be earned.

Income taxes--Firstar and its subsidiaries file a consolidated federal income tax return. The effect of items of income and expense that are recognized for financial reporting purposes in periods other than those in which they are recognized for tax purposes are reflected as a current or deferred tax asset or liability based on current tax laws. Accordingly, income taxes provided in the consolidated statements of income include charges or credits for deferred income taxes related to temporary differences.

Foreign currency translation--Monetary assets and liabilities recorded in foreign currencies are translated at the rate of exchange in effect at each year-end. Income statement items are translated monthly using the average rate for the month. Exchange adjustments, including gain or loss on forward exchange contracts, are charged or credited to income currently.

Cash and cash equivalents--For purposes of the consolidated statements of cash flows, cash and cash equivalents are considered to include the balance sheet caption cash and due from banks.

Interest rate swaps and other agreements--Firstar enters into interest rate swaps and other agreements to manage its interest rate exposure and to serve as a financial intermediary for matched transactions. Transactions designated as hedges of assets or liabilities are recorded using the accrual method and settlements are classified as interest income or expense in the consolidated statements of income according to the type of earning assets or interest bearing liability that the agreement hedges. Fee income from matched transactions for which Firstar serves as a financial intermediary is recognized over the lives of the related agreements and is classified as other income in the consolidated statements of income.

Income per common share--Net income per common share is based on the weighted average number of shares of common stock outstanding during each year, after giving effect to common stock splits and the amortization of restricted stock. The weighted average shares were 63,747,000 in 1993, 61,879,000 in 1992 and 60,998,000 in 1991. For calculation purposes, earnings are reduced by preferred stock dividends. Common stock equivalents are not significant in any year presented.

NOTE 2. MERGERS AND ACQUISITIONS

The following table summarizes completed acquisitions:

NAME OF INSTITUTION	TOTAL ASSETS	AQUISITION DATE	CONSIDERATION	METHOD OF ACCOUNTING
	(millions of dollars)			
1993:				
Bank of Athens, Athens, WI	$ 102	August 1993	447,655 shares of common stock	Pooling of interests
Deerfield State Bank, Deerfield, IL	120	February 1993	676,317 shares of common stock	Pooling of interests
Total	$ 222			
1992:				
Federated Bank, S.S.B., Wauwatosa, WI	$ 413	September 1992	Cash $12.7 734,616 shares of common stock	Purchase
Citizens National Bank of Lake Geneva, Lake Geneva, WI	49	August 1992	262,958 shares of common stock	Pooling of interests
First National Bank of Geneva, Geneva, IL	193	June 1992	999,704 shares of common stock	Pooling of interests
Total	$ 655			
1991:				
Northwestern State Bank, Cumberland, WI	$ 56	December 1991	266,130 shares of common stock	Pooling of interests
Banks of Iowa, Inc., Des Moines, IA	2,674	April 1991	15,655,022 shares of common stock	Pooling of interests
Total	$2,730			

The effect of the four 1993 and 1992 bank acquisitions, accounted for as pooling of interests, was not material to prior years' reported operating results and, accordingly, previously reported results have not been restated.

In 1994 Firstar announced a merger agreement with First Southeast Banking Corp., a $423 million bank holding company in Lake Geneva, WI. The transaction will be accounted for as a pooling of interests with the issuance of 1,807,577 shares of Firstar common stock.

NOTE 3. INTANGIBLE ASSETS

Intangible assets, net of accumulated amortization, are summarized as follows:

	DECEMBER 31 1993	1992	1991
	(thousands of dollars)		
Goodwill	$72,602	$ 76,992	$ 76,432
Core deposit intangibles	20,119	22,821	25,523

Mortgage servicing rights	2,357	6,464	12,300
Total	$95,078	$106,277	$114,255
Amortization of intangibles during year	$12,717	$ 15,520	$ 8,676

</TABLE>

Firstar recorded additional amortization of mortgage servicing rights in the amount of $3,088,000 in 1993 and $6,500,000 in 1992 due to increased prepayment rates on serviced loans.

NOTE 4. INVESTMENT SECURITIES

The amortized cost and approximate market values of investment securities are as follows:

<TABLE>
<CAPTION>

	DECEMBER 31, 1993			
	AMORTIZED COST	UNREALIZED GAINS	UNREALIZED LOSSES	MARKET VALUE
	(thousands of dollars)			
<S>	<C>	<C>	<C>	<C>
U.S. Treasury and federal agencies	$1,410,917	$24,639	$(2,477)	$1,433,079
Mortgage backed obligations of federal agencies	332,737	15,041	(700)	347,078
State and political subdivisions	905,396	24,287	(1,340)	928,343
Corporate debt	70,494	1,067	(228)	71,333
Equity securities	13,745			13,745
Other	101,016			101,016
Total	$2,834,305	$65,034	$(4,745)	$2,894,594

</TABLE>

<TABLE>
<CAPTION>

	DECEMBER 31, 1992			
	AMORTIZED COST	UNREALIZED GAINS	UNREALIZED LOSSES	MARKET VALUE
	(thousands of dollars)			
<S>	<C>	<C>	<C>	<C>
U.S. Treasury and federal agencies	$1,131,715	$35,468	$ (524)	$1,166,659
Mortgage backed obligations of federal agencies	385,215	19,808	(164)	404,859
State and political subdivisions	952,377	22,772	(1,291)	973,858
Corporate debt	244,821	3,326	(499)	247,648
Equity securities	13,713			13,713
Other	136,174			136,174
Total	$2,864,015	$81,374	$(2,478)	$2,942,911

</TABLE>

The amortized cost and approximate market value of investment securities at December 31, 1993, by contractual maturity, are shown below. Maturities of mortgage backed obligations were estimated based on anticipated payments.
<TABLE>
<CAPTION>

	DECEMBER 31, 1993	
	AMORTIZED COST	MARKET VALUE
	(thousands of dollars)	
<S>	<C>	<C>
Due in one year or less	$ 881,883	$ 893,683
Due after one year through five years	1,764,660	1,805,492
Due after five years through ten years	155,402	162,272
Due after 10 years	18,615	19,402

	2,820,560	2,880,849
Equity securities	13,745	13,745
Total	$2,834,305	$2,894,594

</TABLE>

Securities held for sale at December 31, 1992 were $21.0 million. Gross gains of $232,000, $1,106,000 and $1,644,000 and gross losses of $50,000, $125,000 and $25,000 were realized on investment securities sales in 1993, 1992 and 1991, respectively.

The amortized cost of investment securities pledged to secure public or trust deposits, securities sold under repurchase agreements and for other purposes as required or permitted by law was $712,696,000 at December 31, 1993 and $598,983,000 at December 31, 1992.

The Financial Accounting Standards Board issued Statement No. 115 "Accounting for Certain Investments in Debt and Equity Securities". This statement established categories of investment securities that include securities that are held to maturity and securities that are available for sale. Firstar adopted Statement No. 115 on December 31, 1993. None of Firstar's current investment portfolio is classified as available for sale.

NOTE 5. LOANS

The composition of loans, including lease financing receivables, is summarized below. Loans are presented net of unearned discount which amounted to $10,938,000 and $15,432,000 at December 31, 1993 and 1992, respectively. Commercial loans pledged to secure public deposits were $15,444,000 on December 31, 1993 and $21,676,000 on December 31, 1992. Firstar serviced $2,045 million, $1,672 million and $1,407 million of mortgage loans for other investors as of December 31, 1993, 1992 and 1991, respectively. Residential mortgage loans held for resale were $229,250,000 and $177,107,000 on December 31, 1993 and 1992, respectively.

<TABLE>
<CAPTION>

	DECEMBER 31	
	1993	1992
	(thousands of dollars)	
<S>	<C>	<C>
Commercial and industrial	$2,470,454	$2,086,146
Real estate--construction	209,181	236,794
Real estate--mortgage	1,739,608	1,564,001
Foreign	31,269	20,546
Other	855,249	895,667
Commercial	5,305,761	4,803,154
Credit card	546,051	532,787
Real estate--mortgage	1,363,671	1,318,179
Home equity	445,135	375,427
Other	1,323,200	1,081,944
Consumer	3,678,057	3,308,337
Total	$8,983,818	$8,111,491

</TABLE>

Loans on which income is recognized only as cash payments are received or is accrued at less than the original contract rate are summarized below. Nonperforming loans which were classified as "in substance foreclosure" and included in other real estate were $10.5 million at both December 31, 1992 and 1991. Such "in substance foreclosed" loans were reclassified to loans in 1993.

<TABLE>
<CAPTION>

	DECEMBER 31		
	1993	1992	1991
	(thousands of dollars)		
<S>	<C>	<C>	<C>

Commercial......................................	$ 48,233	$ 48,690	$ 61,460
Consumer..	6,417	8,138	7,190
	--------	--------	--------
Total...	$ 54,650	$ 56,828	$ 68,650
	========	========	========

The effect of nonperforming loans on interest revenue was as follows:

<CAPTION>

	YEARS ENDED DECEMBER 31		
	1993	1992	1991
	(thousands of dollars)		
<S>	<C>	<C>	<C>
Interest at original contract rate..............	$ 6,586	$ 7,593	$ 10,744
Interest collected..............................	2,567	1,721	2,042
	--------	--------	--------
Net reduction of interest revenue...............	$ 4,019	$ 5,872	$ 8,702
	========	========	========

Certain executive officers, directors, shareholders, and their associates of Firstar and significant subsidiaries are loan customers of the banking subsidiaries. Loans outstanding to such parties were $95.0 million on December 31, 1993 and $77.3 million on December 31, 1992. During 1993 new loans of $35.6 million were made and loan payments of $17.9 million were received. These loans were made in the ordinary course of business and on substantially the same terms as those prevailing for comparable transactions with other persons.

NOTE 6. RESERVE FOR LOAN LOSSES

An analysis of the reserve for loan losses is as follows:

<CAPTION>

	YEARS ENDED DECEMBER 31		
	1993	1992	1991
	(thousands of dollars)		
<S>	<C>	<C>	<C>
Balance at beginning of year....................	$168,482	$150,628	$134,222
Provision for loan losses.......................	24,567	44,821	50,276
Loan recoveries.................................	16,840	17,962	15,151
Loan charge-offs................................	(37,495)	(51,062)	(49,450)
Reserves of acquired banks......................	2,479	6,133	429
	--------	--------	--------
Balance at end of year.........................	$174,873	$168,482	$150,628
	========	========	========
Charge-offs, net of recoveries, as a percentage of average loans..............................	.25%	.43%	.47%
Reserve as a percentage of year-end loans........	1.95	2.08	2.00

</TABLE>

The Financial Accounting Standards Board issued Statement No. 114, "Accounting by Creditors for Impairment of a Loan", which is effective in 1995. The statement establishes procedures for determining the appropriate reserve for loan losses for loans deemed impaired. The calculation of reserve levels would be based upon the discounted present value of expected cash flows received from the debtor or other measures of value such as market prices or collateral values. The adoption of this statement should not have any significant impact on the current level of the reserve for loan losses or operating results.

NOTE 7. BANK PREMISES AND EQUIPMENT

Bank premises and equipment are summarized as follows:

<TABLE>
<CAPTION>

	DECEMBER 31	
	1993	1992
	(thousands of dollars)	
<S>	<C>	<C>
Land...	$ 31,373	$ 30,035

Bank premises	253,062	239,644
Equipment	228,187	205,540
Subtotal	512,622	475,219
Accumulated depreciation	(248,053)	(218,212)
Total	$264,569	$257,007

</TABLE>

Depreciation charged to other operating expense amounted to $34,385,000, $33,418,000 and $31,252,000 in 1993, 1992 and 1991, respectively. Rental expense for bank premises and equipment amounted to $30,079,000, $28,843,000 and $26,896,000 in 1993, 1992 and 1991, respectively. Contingent rentals and sublease rental income amounts were not significant.

Occupancy expense is net of amortization of a total of $68 million of pre-tax deferred gain on a building sale which is being amortized through 1997, at which time the related leaseback expires. This amortization was $6,312,000 in 1993, 1992, and 1991.

Firstar and its subsidiaries are obligated under noncancellable operating leases for various bank premises and equipment. These leases expire intermittently over the years through 2034. The minimum rental commitments under noncancellable leases for the next five years are shown below.

<TABLE>
<CAPTION>

	PERIOD	AMOUNT
	(thousands of dollars)	
<S>	<C>	<C>
Bank premises and equipment	1994	$22,046
	1995	20,329
	1996	18,614
	1997	18,146
	1998	3,806

</TABLE>

NOTE 8. SHORT-TERM BORROWED FUNDS

Short-term borrowed funds are summarized as follows:

<TABLE>
<CAPTION>

	1993	1992	1991
	(thousands of dollars)		
<S>	<C>	<C>	<C>
Federal funds purchased and repurchase agreements:			
At December 31	$1,032,438	$785,967	$792,568
Average during year	745,865	622,227	734,710
Maximum month-end balance	1,051,567	808,393	827,197
Average rate at year-end	2.90%	2.62%	3.63%
Average rate during year	2.84	3.32	5.40

</TABLE>

Federal funds purchased, which totaled $675 million at December 31, 1993, generally represent one-day borrowings obtained primarily from financial institutions in Firstar's marketplace in conjunction with their customer correspondent relationships with the subsidiary banks. Securities sold under repurchase agreements, which totaled $357 million at December 31, 1993, represent borrowings maturing within one year that are secured by U.S. Treasury and federal agency securities. Other short-term borrowed funds comprise primarily treasury, tax and loan notes.

NOTE 9. LONG-TERM DEBT

Long-term debt is summarized as follows:

<TABLE>
<CAPTION>

	DECEMBER 31	
	1993	1992

	(thousands of dollars)	
10 1/4% subordinated notes	$ 78,405	$ 78,715
10% notes	44,200	44,200
Convertible notes		4,422
Advances from Federal Home Loan Bank		26,076
Other debt	3,670	4,508
Total	$126,275	$157,921

Firstar issued $100,000,000 of 10 1/4% notes under an indenture dated as of May 1, 1988. The notes, which are subordinated to all unsubordinated indebtedness of Firstar for borrowed money, are unsecured and mature May 1, 1998. The indenture contains a provision which restricts the disposition of or subjecting to lien any common stock of certain subsidiaries.

Firstar issued $50,000,000 of 10% notes under an indenture dated as of June 1, 1986. The notes are unsecured and mature June 1, 1996. The indenture contains a provision which restricts the disposition of or subjecting to lien any common stock of certain subsidiaries.

The convertible notes matured in 1993 and were converted into 502,959 shares of Firstar common stock. The Federal Home Loan Bank advances were repaid in 1993.

Other debt at December 31, 1993 includes debentures of $757,000 which bear interest at 12% and mature in 1994 and notes of $2,706,000 which bear interest at 11.50% and mature in 1996.

Long-term debt has aggregate maturities for the five years 1994 through 1998 as follows: $832,000 in 1994, $75,000 in 1995, $46,906,000 in 1996 and $78,462,000 in 1998.

Firstar has repurchased portions of the 10 1/4% and 10% notes and incurred losses of $57,000, $605,000, $943,000 in 1993, 1992 and 1991, respectively.

NOTE 10. STOCKHOLDERS' EQUITY

The authorized and outstanding shares of Firstar are as follows:

	DECEMBER 31	
	1993	1992
Preferred stock, $1.00 par value:		
Authorized--series B and C	2,500,000	2,500,000
Outstanding--series B		500,000
Common stock, $1.25 par value:		
Authorized	120,000,000	120,000,000
Outstanding (net of treasury stock)	64,360,819	62,639,979

In June 1986 Firstar issued 500,000 shares of adjustable rate cumulative preferred stock, series B. Firstar Corporation redeemed all of its series B preferred stock on December 29, 1993 at $103 per share plus accrued dividends. Dividends deducted from net income for purposes of determining net income applicable to common stockholders were $3,266,000 in 1993, $3,747,000 in 1992, and $4,054,000 in 1991.

In January 1989 Firstar adopted a shareholder rights plan. Under the rights plan each share of common stock entitles its holder to one-half right. Under certain conditions, each right entitles the holder to purchase one one-hundredth of a share of series C preferred stock at a price of $85, subject to adjustment. The rights will only be exercisable if a person or group has acquired, or announced an intention to acquire, 20% or more of the outstanding shares of Firstar common stock. Under certain circumstances, including the existence of a 20% acquiring party, each holder of a right, other than the acquiring party, will be entitled to purchase at the exercise price Firstar common shares having a market value of two times the exercise price. In the event of the acquisition of Firstar by another company subsequent to a party acquiring 20% or more of Firstar common stock, each holder of a right is entitled to receive the acquiring company's common shares having a market value of two times the exercise price. The rights may be redeemed at a price of $.01 per right prior to the existence of a 20% acquiring party, and thereafter, may be exchanged for one common share per right prior to the existence of a 50% acquiring party. The rights will expire on January 19, 1999. The rights do not have voting or dividend rights and until they become exercisable, have no dilutive effect on the earnings of Firstar. Under the rights plan, the Board of Directors of Firstar may reduce the thresholds applicable to the rights from 20% to not less than 10%.

Preferred shares, when issued, rank prior to common shares both as to dividends and liquidation but have no general voting rights. The series C preferred stock, none of which is outstanding, is entitled to 100 votes per share and other rights such that the value of a one one-hundredth interest in a series C preferred share should approximate the value of one common share.

In conjunction with long-term incentive plans, 30,235 shares of restricted common stock are being held in escrow for executive officers as of December 31, 1993. The shares cannot be sold prior to the end of a three-year period and are subject to adjustment in accordance with the terms of the award.

NOTE 11. STOCK OPTIONS AND STOCK APPRECIATION RIGHTS

Firstar has an incentive stock plan that provides for a maximum grant of 2,600,000 stock options, stock appreciation rights and/or shares of stock. The options expire ten years and one month after the date of grant.

The following table summarizes option activity under these plans:

<TABLE>
<CAPTION>

	NUMBER OF SHARES	OPTION PRICE
<S>	<C>	<C>
Options outstanding at December 31, 1990	766,344	$2.91 to $15.81
Granted......................................	455,000	13.38
Exercised....................................	(130,968)	2.91 to 15.81
Cancelled....................................	(8,200)	13.38 to 15.81
Options outstanding at December 31, 1991	1,082,176	3.06 to 15.81
Granted......................................	354,800	25.13
Exercised....................................	(155,914)	3.06 to 25.13
Cancelled....................................	(19,200)	13.38 to 25.13
Options outstanding at December 31, 1992	1,261,862	4.37 to 25.13
Granted......................................	310,600	32.50
Exercised....................................	(104,978)	4.37 to 15.81
Cancelled....................................	(30,000)	13.38 to 32.50
Options outstanding at December 31, 1993.......	1,437,484	5.68 to 32.50

</TABLE>

At December 31, 1993, options to acquire 797,884 shares were exercisable. In 1994 options to acquire 368,900 shares of common stock at $30.88 to $31.25 per share were issued.

Under stock appreciation rights plans, rights were granted to certain officers of Firstar and its subsidiaries. The rights entitled holders to receive shares of Firstar common stock and cash pursuant to a formula based upon the market performance of the stock. All remaining rights matured in 1992. Firstar accrued as compensation expense a percentage of net market appreciation based on the number of years from origination. Compensation amounting to $182,000 and $1,761,000 was recognized by Firstar in accordance with this method in 1992 and 1991, respectively. No additional rights will be awarded under these plans.

NOTE 12. OTHER OPERATING REVENUE AND EXPENSE

A summary of other operating revenue is as follows:

<TABLE>
<CAPTION>

	YEARS ENDED DECEMBER 31		
	1993	1992	1991

	1993	1992	1991
	(thousands of dollars)		
Insurance revenue	$ 10,410	$ 8,440	$ 7,643
Brokerage revenue	8,718	6,135	3,012
Other	37,178	33,844	33,278
Total	$ 56,306	$ 48,419	$ 43,933

A summary of other operating expense is as follows:

	YEARS ENDED DECEMBER 31		
	1993	1992	1991
	(thousands of dollars)		
Business development	$ 24,063	$ 23,055	$ 20,883
F.D.I.C. insurance	23,670	22,488	19,325
Stationery and supplies	19,060	18,123	16,767
Delivery	15,452	15,840	15,149
Professional fees	15,336	14,040	14,688
Information processing expense	14,996	14,544	14,836
Amortization of intangibles	12,717	15,520	8,676
Other	46,676	48,918	43,183
Total	$171,970	$172,528	$153,507

NOTE 13. EMPLOYEE BENEFIT PLANS

Firstar and its subsidiaries have non-contributory defined benefit pension plans covering substantially all employees. The benefits are based upon years of service and the employee's compensation during the last five years of employment. The funding policy is to contribute annually the minimum amount necessary to satisfy federal minimum funding standards. Plan assets are primarily invested in listed stocks and U.S. Treasury and federal agency securities. The table below summarizes data relative to the plans.

	DECEMBER 31		
	1993	1992	1991
	(thousands of dollars)		
Actuarial present value of benefit obligations:			
Vested benefit obligation	$168,978	$145,806	$121,691
Accumulated benefit obligation	172,742	148,892	130,906
Projected benefit obligation	215,931	190,405	174,335
Plan assets at fair value	205,941	190,667	183,587
Plan assets (less than) in excess of projected benefit obligation	(9,990)	262	9,252
Unrecognized prior service cost	(2,360)	(859)	761
Unrecognized net asset	(7,147)	(8,381)	(9,615)
Unrecognized net loss (gain)	4,341	(5,857)	(13,035)
Pension liability	$(15,156)	$(14,835)	$(12,637)
Net pension expense comprised the following:			
Service cost	$ 7,176	$ 6,739	$ 6,694
Interest cost on projected benefit obligation	15,705	14,389	13,122
Return on plan assets	(20,008)	(13,133)	(36,478)
Net amortization and deferral	2,994	(2,870)	21,548
Special termination benefits			640
Net pension expense	$ 5,867	$ 5,125	$ 5,526
Assumptions used in actuarial values:			
Discount rate	7.75%	8.25%	8.50%
Rates of increase in compensation levels	5.50	6.00	6.00
Expected rate of return on plan assets	9.50	9.50	9.50

Firstar also has unfunded pension plans covering certain employees. Interest rates used in calculating the actuarial values are essentially the same as in the previously described plans. The table below summarizes data relative to the plans.

<CAPTION>

	DECEMBER 31 1993	1992	1991
	(thousands of dollars)		
Projected benefit obligation	$ (9,275)	$ (6,257)	$ (5,534)
Unrecognized transition obligation	232	275	318
Unrecognized net loss	3,847	1,486	1,139
Pension liability	$ (5,196)	$ (4,496)	$ (4,077)
Net pension expense comprised the following:			
Service cost	$ 218	$ 131	$ 117
Interest cost on projected benefit obligation	612	474	437
Net amortization and deferral	211	122	99
Net pension expense	$ 1,041	$ 727	$ 653

</TABLE>

Firstar has a profit sharing plan under which eligible employees can participate by contributing a portion of their salary for investment in one or more trust funds. Contributions are made to the account of each participant based upon profitability or at the discretion of the board of directors. Amounts expensed in connection with this plan were $9,667,000 in 1993, $8,539,000 in 1992 and $7,167,000 in 1991.

In addition to pension benefits, certain health care benefits are made available to active and retired employees. Firstar adopted Statement of Financial Accounting Standards No. 106, "Accounting for Postretirement Benefits Other Than Pensions" in 1993. The statement requires employers to recognize postretirement benefits on an accrual basis over employee service periods as contrasted with the expensed-as- incurred method of accounting. The implementation of this statement resulted in a net increase of $7.0 million in annual costs in 1993. The table below summarizes data relative to this benefit program. The program is unfunded and the transition obligation is being amortized over 20 years.

<TABLE>
<CAPTION>

	DECEMBER 31, 1993
	(thousands of dollars)
Accumulated postretirement benefit obligation:	
Retirees	$(33,507)
Fully eligible active plan participants	(18,056)
Other active plan participants	(20,354)
Total	(71,917)
Unrecognized transition obligation	56,099
Unrecognized net loss	8,854
Postretirement benefit liability	$ (6,964)
Net postretirement benefit expense comprised the following:	
Service cost	$ 1,515
Interest cost	4,938
Amortization of transition obligation	2,953
Net postretirement benefit expense	$ 9,406

</TABLE>

For measurement purposes, a 12% annual rate of increase in the per capita cost of covered health care benefits was assumed, decreasing to 7% by 2008 and remaining at that level thereafter. The health care cost trend rate assumption has a significant effect on the amounts reported. To illustrate, increasing the assumed health care cost trend rates by one percentage point in each year would increase the accumulated postretirement accumulated benefit obligation by $11,915,000 and the aggregate of the service and interest cost components of net postretirement benefit cost by $1,785,000. The weighted average discount rate used in determining the accumulated postretirement benefit obligation was 7.75%.

NOTE 14. INCOME TAXES

Statement of Financial Accounting Standards No. 109 "Accounting for Income Taxes", was issued by the Financial Accounting Standards Board in February 1992 and adopted by Firstar on January 1, 1993. Statement 109 requires a change from the income statement approach under APB Opinion 11 to the asset and liability method of accounting for income taxes. Under the asset and liability method of Statement 109, deferred income taxes are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under Statement 109, the effect on deferred taxes of a change in tax rates is recognized in income in the period that includes the enactment date.

The taxes applicable to net income were as follows:

	YEARS ENDED DECEMBER 31		
	1993	1992	1991
	(thousands of dollars)		
Current income taxes:			
Federal	$ 90,048	$66,746	$45,442
State and other	18,830	14,862	13,072
Subtotal	108,878	81,608	58,514
Deferred income taxes (benefit):			
Federal	(11,340)	(9,229)	(4,826)
State and other	(1,543)	(832)	(700)
Subtotal	(12,883)	(10,061)	(5,526)
Cumulative effect of change in accounting principle	(2,279)		
Provision for income taxes	$ 93,716	$71,547	$52,988

Income tax expense differed from the amount computed by applying the federal statutory rate of 35% in 1993 and 34% in 1992 and 1991 to income before taxes as a result of the following:

	YEARS ENDED DECEMBER 31		
	1993	1992	1991
	(thousands of dollars)		
Tax expense at statutory rate	$104,498	$80,991	$63,899
Increase (reduction) in taxes resulting from:			
Change in the beginning-of-year balance of the valuation allowance for deferred tax assets allocated to income tax expense	195		
Adjustment to deferred tax assets and liabilities for enacted changes in tax laws and rates	(1,586)		
Tax exempt income	(18,486)	(20,882)	(22,086)
State and local taxes--net of federal income tax benefit	11,390	9,260	8,166
Amortization of acquisition premium	1,663	2,433	2,718
Other--net	(1,679)	(255)	291
Cumulative effect of change in accounting principle	(2,279)		
Provision for income taxes	$ 93,716	$71,547	$52,988

</TABLE>

The significant components of deferred income tax expense are as follows:

	YEAR ENDED DECEMBER 31, 1993 (thousands of dollars)
Deferred tax expense (exclusive of the effects of other components listed below)	$(11,492)
Adjustments to deferred tax assets and liabilities for enacted changes in tax laws and rates	(1,586)
Change in balance of the valuation allowance for deferred tax assets	195
Total	$(12,883)

For the years ended December 31, 1992 and 1991, deferred income tax benefits of $10,061,000 and $5,526,000, respectively, resulted from timing differences in the recognition of income and expense for income tax and financial reporting purposes. The sources and tax effects of those timing differences are presented below:

	YEARS ENDED DECEMBER 31 1992	1991
	(thousands of dollars)	
Deduction for loan losses	$ (5,987)	$(5,266)
Foreclosed properties	(2,119)	30
Gain on the sale of building	2,475	2,475
Other--net	(4,430)	(2,765)
Total	$(10,061)	$(5,526)

The significant components of the net deferred tax asset were as follows:

	DECEMBER 31, 1993 (thousands of dollars)
Deferred tax assets:	
Pension costs	$ 9,683
Reserve for loan losses	73,903
Other real estate	5,748
Deferred gain on sale of building	13,382
Deferred compensation	10,649
State and federal net operating loss carryforwards	13,439
Other--net	3,664
Gross deferred tax assets	130,468
Less valuation allowance	(14,186)
Subtotal	116,282
Deferred tax liabilities:	
Depreciation of bank premises and equipment	(14,154)
Equipment leased to customers	(15,829)
Difference in basis of certain acquired assets accounted for as a purchase	(9,822)
Gross deferred tax liabilities	(39,805)

Net deferred tax asset	$ 76,477
	========

</TABLE>

The valuation allowance for deferred tax assets as of January 1, 1993 was $13,991,000. The net change in the valuation allowance for the year ended December 31, 1993 was an increase of $195,000. The valuation allowance has been recognized primarily to offset deferred tax assets related to state net operating loss carryforwards of subsidiaries totaling approximately $156,000,000 which expire at various times within the next 15 years. If realized, the tax benefit for these items will reduce current tax expense for that period.

Other assets include net deferred income tax charges of $76,477,000 at December 31, 1993 and $61,315,000 at December 31, 1992.

NOTE 15. COMMITMENTS AND CONTINGENT LIABILITIES

Firstar is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers and to reduce its own exposure to fluctuations in interest rates. These financial instruments include commitments to extend credit, commitments to sell mortgages, contracts to buy or sell securities and foreign currency, mortgage loans sold with recourse, interest rate caps and floors written and interest rate swaps. Those instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amounts recognized in the consolidated balance sheets. The contract or notional amounts of those instruments reflect the extent of involvement Firstar has in particular classes of financial instruments.

Firstar's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit, commitments to sell mortgages, contracts to buy or sell investment securities and foreign currency, mortgage loans sold with recourse and standby letters of credit is represented by the contractual notional amount of those instruments. Firstar uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments. Firstar evaluates each customer's credit worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary upon extension of credit, is based on management's credit evaluation of the party. For interest rate caps, floors and swap transactions, the contract or notional amounts do not represent exposure to credit loss. Firstar controls the credit risk of its interest rate agreements through credit approvals, limits and monitoring procedures.

A summary of significant off-balance sheet financial agreements at December 31, 1993 and 1992 follows:

<TABLE>
<CAPTION>

	CONTRACT OR NOTIONAL AMOUNT	
	DECEMBER 31	
	1993	1992
	(millions of dollars)	
<S>	<C>	<C>
Financial instruments whose contract amounts represent credit risk:		
Commitments to extend credit	$3,763	$3,153
Credit card lines	1,364	1,311
Standby and commercial letters of credit	349	335
Mortgage loans sold with recourse	21	30
Other	92	43
Financial instruments whose notional or contract amounts exceed the amount of credit risk:		
Commitments to sell mortgages	202	231
Interest rate swap agreements:		
As hedges against interest rate risk	1,097	200
As an intermediary for customers	1,252	533
Interest rate caps and floors written:		
As hedges against interest rate risk	180	80
As an intermediary for customers	72	27

</TABLE>

Commitments to extend credit are agreements to lend to a customer as long as there is not a violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements.

Credit card commitments are unsecured agreements to extend credit. Such commitments are reviewed periodically, at which time the commitments may be maintained, increased, decreased or canceled depending upon evaluation of the customer's credit worthiness and other considerations.

Standby and commercial letters of credit are conditional commitments issued by Firstar to guarantee the performance of a customer to a third party. Those guarantees are primarily issued to support public and private borrowing arrangements, including commercial paper, bond financing and similar transactions.

Firstar originates and sells residential mortgage loans as a part of various mortgage-backed security programs sponsored by United States government agencies or government-sponsored agencies, such as the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association and the Government National Mortgage Association. These sales are often subject to certain recourse provisions in the event of default by the borrower.

Other financial instruments include agreements to purchase or sell investment securities and agreements to purchase or sell foreign currency.

Firstar enters into both mandatory and optional commitments to sell groups of residential mortgage loans that it originates or purchases as part of its mortgage banking activities. Firstar commits to sell the loans at specified prices in a future period typically within 90 days. The risk associated with these commitments consists primarily of loans not closing in sufficient volumes and at appropriate yields to meet the sale commitments.

Firstar enters into interest rate swaps, caps, and floors to hedge its own interest rate risk and to act as an intermediary on behalf of its customers. Under a typical swap agreement, one party pays a fixed rate of interest on a notional amount to a second party who in turn pays a variable rate of interest on the same notional amount. Credit risk associated with interest rate swaps is dependent upon the ability of the counterparty to perform its payment obligation under the agreement. Firstar performs normal credit reviews on its swap counterparties. Where Firstar acts as an intermediary for customers, it enters into positions that essentially offset one another.

Firstar and its subsidiaries are subject to various legal actions and proceedings in the normal course of business, some of which involve substantial claims for compensatory or punitive damages. Although litigation is subject to many uncertainties and the ultimate exposure with respect to these matters cannot be ascertained, management does not believe that the final outcome will have a material adverse effect on the financial condition of Firstar.

NOTE 16. REGULATORY RESTRICTIONS ON SUBSIDIARY DIVIDENDS AND CASH

Federal regulations require Firstar to maintain as reserves, minimum cash balances based on deposit levels at subsidiary banks. Cash balances restricted from usage due to these requirements were $267 million and $238 million at December 31, 1993 and 1992, respectively.

Firstar's subsidiary banks are restricted by regulation as to the amount of funds which can be transferred to the parent in the form of loans and dividends. As of December 31, 1993, $117 million could be loaned to Firstar by the subsidiary banks subject to strict collateral requirements, and $216 million could be paid to Firstar by the subsidiary banks in the form of dividends. In addition each subsidiary bank could pay dividends to Firstar in an amount which approximates Firstar's equity in their 1994 net income. The payment of dividends by any subsidiary bank may also be affected by other factors beyond this regulatory limitation, such as maintenance of adequate capital for such subsidiary bank.

NOTE 17. FAIR VALUE OF FINANCIAL INSTRUMENTS

Statement of Financial Accounting Standards No. 107, "Disclosures about Fair

Value of Financial Instruments", requires that Firstar disclose estimated fair values for its financial instruments. Fair value estimates were based on relevant market data and information about the various financial instruments. These estimates do not reflect any premium or discount that could result from offering for sale at one time Firstar's entire holdings of a particular financial instrument. Because no market exists for a significant portion of Firstar's financial instruments, fair value estimates are based on judgements regarding current economic conditions, risk characteristics of various financial instruments, future expected loss experience and other factors. These estimates are subjective and involve uncertainties and matters of significant judgement and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Fair value estimates are based on existing on and off balance sheet financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities which are not considered financial instruments. Significant assets that are not considered financial instruments include goodwill, core deposit intangibles, certain customer relationships and fixed assets. In addition, the tax ramifications related to the realization of the unrealized gains and losses can have a significant effect on fair value estimates and have not been considered.

Fair value estimates, methods and assumptions are set forth below for Firstar's financial instruments.

Cash and short-term investments--The carrying amounts for short-term investments (which include interest-bearing deposits with banks, federal funds sold and resale agreements) approximate fair value because they mature in 90 days or less and do not represent unanticipated credit concerns.

Investment and trading account securities--Estimated fair value for investment and trading account securities is based on quoted market prices. The fair value of certain small issues and municipal securities which are not readily available through market quotations is assumed to equal carrying value as these securities generally have short terms. These securities do not represent a significant portion of the portfolio.

Loans--Fair values were estimated for loans with similar financial characteristics. The commercial loan portfolio was separated into credit risk categories by variable and fixed rate loans. The fair value of performing loans, except for internally criticized commercial and lease financing loans, was calculated by discounting cash flows using an estimated discount rate that reflects current market rates, the type of loan, credit risk inherent in the loan category and repricing characteristics. Fair value for criticized commercial loans was calculated by reducing the carrying value by an amount that reflects the estimated principal loss. This loss was based on internal credit analysis of specific borrowers taking into consideration past loan loss experience and trends in loan quality. For lease financing loans, carrying value was considered to approximate fair value.

The fair value of credit card loans was estimated using the net present value method. Credit card portfolios are not actively traded and the discount rate used reflects an estimated rate of return based on the credit quality of the portfolio. This estimate does not include the value that relates to estimated cash flows from new loans generated from existing cardholders over the remaining life of the portfolio. For residential mortgages, fair value was estimated by discounting cash flows adjusted for anticipated prepayments using discount rates based on current market rates for similar loans.

Deposits--The fair value of deposits with no stated maturity, such as interest bearing and non-interest bearing demand, savings and money market accounts, is equal to the amount payable on demand. The fair value of certificates of deposit is based on the discounted value of contractual cash flows using current market rates for similar types of deposits.

Borrowed funds--The carrying value of short-term borrowed funds approximate fair value as they are payable within three months or less. The estimated fair value of long-term debt is based on broker quotations, when available. Debt for which quoted prices were not available was valued using cash flows discounted at a current market rate for similar types of debt.

Off-balance sheet items--The fair value of interest rate swap agreements is based on the present value of the swap using dealer quotes. Fair values for caps and floors were obtained using an option pricing model which reflects industry pricing standards. These values represent the estimated amount Firstar would receive or pay to terminate the contracts or agreements taking into account current interest rates and market volatility. The fair value of these agreements were $1 million and $3 million at December 31, 1993 and 1992, respectively. The fair value of commitments to extend credit and standby letters of credit was estimated using fees currently charged to enter into similar agreements. The fair value of credit card lines is based on cardholder fees currently being charged. The estimated fair value for commitments to extend credit, standby letters of credit and credit card lines at December 31, 1993 and 1992 were $15 million and $17 million, respectively.

The estimated fair value of Firstar's financial instruments is summarized as follows:

	DECEMBER 31, 1993		DECEMBER 31, 1992	
	CARRYING VALUE	ESTIMATED FAIR VALUE	CARRYING VALUE	ESTIMATED FAIR VALUE
	(thousands of dollars)			
Financial assets:				
Cash and short-term investments...	$1,515,802	$1,515,802	$1,701,294	$1,701,294
Trading account securities........	12,491	12,491	20,873	20,873
Investment securities.............	2,834,305	2,894,594	2,864,015	2,942,911
Loans, net of allowance for loan losses..........................	8,808,945	9,022,477	7,943,009	8,142,781
Financial liabilities:				
Deposits without stated maturities......................	7,714,095	7,714,095	7,205,797	7,205,797
Deposits with stated maturities...	3,449,519	3,474,675	3,678,316	3,715,885
Short-term borrowed funds.........	1,112,490	1,112,490	861,525	861,525
Long-term debt....................	126,275	145,018	157,921	183,808

NOTE 18. PARENT CORPORATION CONDENSED FINANCIAL STATEMENTS

BALANCE SHEETS

	DECEMBER 31	
	1993	1992
	(thousands of dollars)	
Assets:		
Cash and due from banks................................	$ 124	$ 66
Short-term investments.................................	52,485	34,150
Commercial loans.......................................	694	1,100
Subsidiary loans.......................................	33,018	38,996
Investment in subsidiaries.............................	1,206,978	1,104,015
Other assets...	6,166	13,187
Total assets...	$1,299,465	$1,191,514
Liabilities and stockholders' equity:		
Long-term debt...	$ 125,311	$ 130,043
Other liabilities......................................	18,257	13,083
Stockholders' equity...................................	1,155,897	1,048,388
Total liabilities and stockholders' equity............	$1,299,465	$1,191,514

STATEMENTS OF INCOME

	YEARS ENDED DECEMBER 31		
	1993	1992	1991
	(thousands of dollars)		
Revenue:			

Dividends from subsidiaries	$139,543	$ 92,611	$ 91,082
Fees from subsidiaries	21,727	20,245	15,733
Investment and loan income	3,784	3,834	4,847
Other revenue	1,673	148	128
Total revenue	166,727	116,838	111,790
Expense:			
Interest	13,045	13,578	14,874
Salaries and employee benefits	15,267	14,182	10,117
Other expense	10,669	13,530	12,467
Total expense	38,981	41,290	37,458
Income before income taxes and equity in undistributed income of subsidiaries	127,746	75,548	74,332
Provision for income tax expense (benefits)	8,151	(5,216)	(5,659)
Income before equity in undistributed income of subsidiaries	119,595	80,764	79,991
Equity in undistributed income of subsidiaries	84,699	85,221	54,340
Net income	$204,294	$165,985	$134,331

</TABLE>

NOTE 18. PARENT CORPORATION CONDENSED FINANCIAL STATEMENTS (CONTINUED)

STATEMENTS OF CASH FLOWS

<TABLE>
<CAPTION>

	YEARS ENDED DECEMBER 31		
	1993	1992	1991
	(thousands of dollars)		
<S>	<C>	<C>	<C>
Cash flows from operating activities:			
Net income	$ 204,294	$165,985	$134,331
Adjustments:			
Equity in undistributed income of subsidiaries.	(84,699)	(85,221)	(54,340)
Depreciation, amortization and accretion	733	729	701
Decrease (increase) in other assets	10,527	(4,397)	1,570
Increase in other liabilities	3,153	785	1,160
Other net	406	1,216	958
Net cash provided by operating activities	134,414	79,097	84,380
Cash flows from investing activities:			
Net (increase) decrease in short-term investments	(18,335)	23,615	38,565
Net decrease (increase) in commercial loans	174	(1,513)	
Net decrease (increase) in loans to subsidiaries	5,978	2,566	(34,812)
Expenditures for premises and equipment	(902)	(328)	(338)
Funds invested in acquisitions		(12,730)	
Capital contributions to subsidiaries	(710)	(10,300)	(650)
Purchase of minority shares of subsidiaries	(591)	(779)	(712)
Net (increase) decrease in intercompany receivables	(956)	168	294
Other net	167	(451)	(1,746)
Net cash (used in) provided by investing activities	(15,175)	248	601
Cash flows from financing activities:			
Repayment of long-term debt	(366)	(6,428)	(20,606)
Cash dividends	(67,453)	(53,204)	(44,529)
Preferred stock redemption	(51,500)		
Common stock transactions	138	(19,788)	(20,761)
Net cash used in financing activities	(119,181)	(79,420)	(85,896)
Net increase (decrease) in cash and due from banks	58	(75)	(915)
Cash and due from banks at beginning of year	66	141	1,056
Cash and due from banks at end of year	$ 124	$ 66	$ 141

Supplemental disclosures of cash flow

information:			
Cash paid during the year for interest.........	$ 12,829	$ 13,672	$ 15,039

</TABLE>

LOGO

INDEPENDENT AUDITORS' REPORT

The Board of Directors
Firstar Corporation:

We have audited the accompanying consolidated balance sheets of Firstar Corporation and subsidiaries as of December 31, 1993 and 1992, and the related consolidated statements of income, stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 1993. These consolidated financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Firstar Corporation and subsidiaries at December 31, 1993 and 1992, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 1993, in conformity with generally accepted accounting principles.

As discussed in notes 13, 14 and 4 to the consolidated financial statements, Firstar Corporation adopted the provisions of Statement of Financial Accounting Standards Nos. 106, 109 and 115, respectively, in 1993.

LOGO
KPMG PEAT MARWICK

Milwaukee, Wisconsin
January 20, 1994

FIRSTAR CORPORATION AND SUBSIDIARIES

SUMMARY OF QUARTERLY FINANCIAL INFORMATION
(UNAUDITED)

<TABLE>
<CAPTION>

	1993			
	FIRST QUARTER	SECOND QUARTER	THIRD QUARTER	FOURTH QUARTER
	(thousands of dollars, except per share data)			
<S>	<C>	<C>	<C>	<C>
Interest revenue..........................	$217,901	$216,253	$216,549	$216,251
Interest expense..........................	78,149	75,409	74,037	71,303
NET INTEREST REVENUE......................	139,752	140,844	142,512	144,948
Provision for loan losses.................	6,334	5,328	6,789	6,116
Other operating revenue...................	79,325	84,285	88,058	90,597
Other operating expense...................	141,739	144,882	147,885	153,238
INCOME BEFORE INCOME TAXES................	71,004	74,919	75,896	76,191
Provision for income taxes................	20,978	24,522	24,541	23,675
NET INCOME................................	$ 50,026	$ 50,397	$ 51,355	$ 52,516

PER COMMON SHARE				
Net income................................	$ .78	$ .78	$ .79	$ .80
Dividends.................................	.22	.26	.26	.26
Stock price ranges:				
high....................................	35 7/8	37 1/4	34 1/8	35 3/8
low.....................................	29 7/8	29 1/2	31 5/8	29 3/8
close...................................	33 7/8	32 1/2	33 5/8	30 3/4

<CAPTION>

	1992			
	FIRST QUARTER	SECOND QUARTER	THIRD QUARTER	FOURTH QUARTER
	(thousands of dollars, except per share data)			
<S>	<C>	<C>	<C>	<C>
Interest revenue..........................	$228,656	$225,186	$220,914	$223,765
Interest expense..........................	98,962	91,557	85,616	83,234
NET INTEREST REVENUE......................	129,694	133,629	135,298	140,531
Provision for loan losses.................	12,214	11,959	10,340	10,308
Other operating revenue...................	71,786	71,686	77,405	79,890
Other operating expense...................	136,690	132,754	139,555	148,567
INCOME BEFORE INCOME TAXES................	52,576	60,602	62,808	61,546
Provision for income taxes................	15,513	19,591	19,647	16,796
NET INCOME................................	$ 37,063	$ 41,011	$ 43,161	$ 44,750
PER COMMON SHARE				
Net income................................	$ .59	$ .65	$ .68	$ .70
Dividends.................................	.18	.20	.20	.22
Stock price ranges:				
high....................................	26 3/4	27 9/16	29 5/8	31 7/8
low.....................................	23 5/16	23 1/8	26 15/16	25 3/8
close...................................	24 15/16	27 7/16	27 3/4	31 1/2

</TABLE>

FIRSTAR CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME AND FINANCIAL RATIOS

<TABLE>
<CAPTION>

	YEARS ENDED DECEMBER 31				
	1993	1992	1991	1990	1989
	(thousands of dollars, except per share data)				
<S>	<C>	<C>	<C>	<C>	<C>
INTEREST REVENUE					
Loans........................	$685,530	$693,594	$757,069	$769,384	$746,803
Investment securities........	174,652	191,736	206,577	195,366	166,544
Other........................	6,772	13,191	18,033	28,288	41,123
Total interest revenue......	866,954	898,521	981,679	993,038	954,470
INTEREST EXPENSE					
Deposits.....................	261,634	321,405	438,799	474,114	450,166
Short-term borrowed funds....	23,811	23,423	45,434	70,410	73,507
Long-term debt...............	13,453	14,541	16,850	18,560	17,695
Total interest expense......	298,898	359,369	501,083	563,084	541,368
NET INTEREST REVENUE.........	568,056	539,152	480,596	429,954	413,102
Provision for loan losses....	24,567	44,821	50,276	49,161	52,362
NET INTEREST REVENUE AFTER LOAN LOSS PROVISION.........	543,489	494,331	430,320	380,793	360,740
OTHER OPERATING REVENUE					
Trust and investment management fees............	110,185	95,926	80,813	70,051	64,131
Service charges on deposit accounts....................	74,071	66,301	59,368	50,250	44,078
Credit card service revenue..	53,316	51,867	54,594	51,562	46,065
Other........................	104,693	86,673	77,760	76,438	71,247

Total other operating revenue....................	342,265	300,767	272,535	248,301	225,521
OTHER OPERATING EXPENSE					
Salaries and employee benefits....................	316,848	287,607	266,757	245,571	232,585
Net occupancy expense........	48,731	44,408	42,252	35,708	36,618
Equipment expense............	48,139	48,720	42,483	39,774	38,422
Other........................	174,026	176,831	164,044	143,747	121,883
Total other operating expense...................	587,744	557,566	515,536	464,800	429,508
INCOME BEFORE INCOME TAXES...	298,010	237,532	187,319	164,294	156,753
Provision for income taxes...	93,716	71,547	52,988	46,837	45,618
NET INCOME...................	$204,294	$165,985	$134,331	$117,457	$111,135
Per common share:					
Net income..................	$ 3.15	$ 2.62	$ 2.14	$ 1.82	$ 1.72
Dividends...................	1.00	.80	.705	.635	.545
Return on average total assets......................	1.59%	1.36%	1.16%	1.06%	1.07%
Return on average common equity......................	18.61	17.43	15.85	14.83	15.65
Dividend payout ratio........	31.75	30.53	32.94	34.89	31.69
Equity as a percentage of assets:					
At year-end.................	8.38	7.96	7.44	7.03	7.08
Average for the year........	8.79	8.06	7.50	7.41	7.24
Full-time equivalent staff (at year-end)...............	8,608	8,246	7,709	7,791	7,776
Number of common stockholders (at year-end)...............	9,990	9,652	8,742	9,422	9,453
Average common shares outstanding (000's).........	63,747	61,879	60,998	61,218	60,164

</TABLE>

FIRSTAR CORPORATION AND SUBSIDIARIES

CONSOLIDATED AVERAGE BALANCE SHEETS, NET INTEREST REVENUE AND RATE ANALYSIS

<TABLE>
<CAPTION>

(thousands of dollars)

	1993			1992			1991		
	AVERAGE BALANCE	INTEREST	AVERAGE RATE	AVERAGE BALANCE	INTEREST	AVERAGE RATE	AVERAGE BALANCE	INTEREST	AVERAGE RATE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
ASSETS									
Interest-bearing deposits with banks............	$ 33,043	$ 1,385	4.19%	$ 67,864	$ 2,608	3.84%	$ 59,003	$ 4,238	7.18%
Federal funds sold and resale agreements.......	147,744	4,602	3.11	277,075	9,791	3.53	232,272	13,016	5.60
Trading account securities.......	17,332	985	5.68	15,514	1,012	6.52	13,089	989	7.56
Investment securities:									
Taxable.........	2,005,584	129,593	6.46	1,913,174	140,652	7.35	1,881,714	155,821	8.28
Nontaxable......	923,451	67,780	7.34	931,803	74,934	8.04	813,033	75,327	9.26
Total investment securities......	2,929,035	197,373	6.74	2,844,977	215,586	7.58	2,694,747	231,148	8.58
Loans:									
Commercial......	4,936,620	385,322	7.81	4,519,772	382,129	8.45	4,399,308	439,212	9.98
Consumer........	3,396,343	306,658	9.03	3,115,162	319,102	10.24	2,917,125	328,633	11.27
Total loans.....	8,332,963	691,980	8.30	7,634,934	701,231	9.18	7,316,433	767,845	10.49
Interest earning assets..........	11,460,117	896,325	7.82	10,840,364	930,228	8.58	10,315,544	1,017,236	9.86
Reserve for loan losses..........	(173,224)			(160,642)			(144,714)		
Cash and due from									

banks............	938,407			855,297			810,141		
Other assets.....	631,939			634,794			641,521		
Total assets....	$12,857,239			$12,169,813			$11,622,492		
LIABILITIES AND STOCKHOLDERS' EQUITY									
Interest-bearing demand...........	$ 1,418,061	$ 23,666	1.67%	$ 1,280,893	$ 31,977	2.50%	$ 1,086,022	$ 45,490	4.19%
Savings passbook.	1,490,209	38,214	2.56	1,239,367	40,247	3.25	1,017,324	48,789	4.80
Consumer time....	4,171,099	171,282	4.11	4,329,151	213,325	4.93	4,434,678	288,326	6.50
Commercial time..	921,476	28,472	3.09	943,854	35,856	3.80	970,666	56,194	5.79
Short-term borrowed funds...	822,580	23,811	2.89	692,879	23,423	3.38	840,780	45,434	5.40
Long-term debt...	133,135	13,453	10.10	146,748	14,541	9.91	167,833	16,850	10.04
Interest-bearing liabilities.....	8,956,560	298,898	3.34	8,632,892	359,369	4.16	8,517,303	501,083	5.88
Demand deposits..	2,531,844			2,323,260			2,001,692		
Other liabilities......	238,645			232,773			231,662		
Stockholders' equity...........	1,130,190			980,888			871,835		
Total liabilities and stockholders' equity..........	$12,857,239			$12,169,813			$11,622,492		
Net interest revenue/margin...		$597,427	5.21%		$570,859	5.27%		$ 516,153	5.00%

</TABLE>
<TABLE>
<CAPTION>

	1990			1989		
	AVERAGE BALANCE	INTEREST	AVERAGE RATE	AVERAGE BALANCE	INTEREST	AVERAGE RATE
<S>	<C>	<C>	<C>	<C>	<C>	<C>
ASSETS						
Interest-bearing deposits with banks............	$ 64,772	$ 5,668	8.75%	$ 98,914	$ 9,215	9.32%
Federal funds sold and resale agreements.......	265,280	21,572	8.13	334,456	30,536	9.13
Trading account securities.......	15,068	1,331	8.83	18,880	1,669	8.84
Investment securities:						
Taxable.........	1,701,890	147,506	8.67	1,575,206	134,532	8.54
Nontaxable......	734,592	71,133	9.68	483,962	47,941	9.91
Total investment securities......	2,436,482	218,639	8.97	2,059,168	182,473	8.86
Loans:						
Commercial......	4,247,266	462,684	10.89	4,114,226	461,109	11.21
Consumer........	2,754,243	319,319	11.59	2,474,474	300,466	12.14
Total loans.....	7,001,509	782,003	11.17	6,588,700	761,575	11.56
Interest earning assets..........	9,783,111	1,029,213	10.52	9,100,118	985,468	10.83
Reserve for loan losses...........	(124,955)			(115,078)		
Cash and due from banks............	838,644			812,252		
Other assets.....	607,499			557,200		
Total assets....	$11,104,299			$10,354,492		
LIABILITIES AND STOCKHOLDERS' EQUITY						
Interest-bearing demand...........	$ 958,890	$ 44,370	4.63%	$ 875,501	$ 41,699	4.76%

Savings passbook.	945,242	48,199	5.10	915,325	46,343	5.06
Consumer time....	4,206,338	312,597	7.43	3,819,432	287,438	7.53
Commercial time..	972,565	68,948	7.09	947,501	74,686	7.88
Short-term borrowed funds...	913,330	70,410	7.71	834,389	73,507	8.81
Long-term debt...	181,797	18,560	10.21	171,198	17,695	10.34
	-----------	---------		-----------	--------	
Interest-bearing liabilities.....	8,178,162	563,084	6.89	7,563,346	541,368	7.16
Demand deposits..	1,877,794			1,806,507		
Other liabilities......	225,920			234,554		
Stockholders' equity..........	822,423			750,085		
	-----------			-----------		
Total liabilities and stockholders' equity..........	$11,104,299			$10,354,492		
	===========			===========		
Net interest revenue/margin...		$ 466,129	4.76%		$444,100	4.88%
		=========			========	

</TABLE>

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Interest and rates are calculated on a taxable equivalent basis, using a tax rate of 35% in 1993 and 34% in 1992, 1991, 1990 and 1989. The rate calculations include the effect of certain loans on which income is recognized only as cash payments are received or is accrued at less than the original contract rate.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

The Notice of the 1994 Annual Meeting and Proxy Statement filed pursuant to Regulation 14A is incorporated herein by reference.

The executive officers of Firstar Corporation are listed under Item 1 of this document.

ITEM 11. EXECUTIVE COMPENSATION

The Notice of the 1994 Annual Meeting and Proxy Statement filed pursuant to Regulation 14A is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The Notice of the 1994 Annual Meeting and Proxy Statement filed pursuant to Regulation 14A is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The Notice of the 1994 Annual Meeting and Proxy Statement filed pursuant to Regulation 14A is incorporated herein by reference.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

(A)1. FINANCIAL STATEMENTS

The following financial statements of Firstar Corporation are filed as a part of this document underItem 8. Financial Statements and Supplementary Data.

Consolidated Balance Sheets as of December 31, 1993 and 1992

Consolidated Statements of Income for the Years Ended December 31, 1993, 1992 and 1991

Consolidated Statements of Stockholders' Equity for the Years Ended December 31, 1993, 1992 and 1991

Consolidated Statements of Cash Flows for the Years Ended December 31, 1993, 1992 and 1991

Notes to Consolidated Financial Statements

Independent Auditors' Report

(A)2. FINANCIAL STATEMENT SCHEDULES

All financial statement schedules have been included in the consolidated financial statements or are either not applicable or not significant.

(A)3. EXHIBITS

<TABLE>

<C>	<S>	<C>
3(i)	Articles of incorporation of Firstar Corporation (incorporated by reference to Exhibit 19 of the Form 10-Q of Firstar for the quarter ended September 30, 1992)	
3(ii)	By-Laws of Firstar Corporation (incorporated by reference to Exhibit 3.2 of the Form 10-K for the year ended December 31, 1991)	
4.2	Indenture dated as of June 1, 1986 between Firstar Corporation and Chemical Bank, as Trustee, relating to 10% Notes due June 1, 1996 (incorporated by reference to Exhibit 4(b) to Amendment No. 1 to Registration No. 33-5932 of Firstar)	
4.3	Indenture dated as of May 1, 1988 between Firstar Corporation and Chemical Bank, as Trustee, relating to 10 1/4% Subordinated Notes due May 1, 1998 (incorporated by reference to Exhibit 4(a) to Amendment No. 1 to Registration No. 33-21527 of Firstar)	
4.4	Shareholder Rights Plan of Firstar Corporation (incorporated by reference to Exhibit 4 of Form 8-K dated January 19, 1989 of Firstar)	
10.1	Collective Bargaining Agreement between Firstar Bank Milwaukee, N.A. and Firstar Bank Milwaukee Employees Association dated July 30, 1993 (incorporated by reference to Exhibit 10.1 of the Form 10-Q of Firstar for the quarter ended September 30, 1993)	
10.3	Directors' Deferred Compensation Plan, as amended (incorporated by reference to Exhibit 10.3 of the Annual Report Form 10-K of Firstar for the year ended December 31, 1988)	
10.4*	Key Executive Employment and Severance Agreement, as amended (incorporated by reference to Exhibit 10.4 of the Form 10-Q of Firstar for the quarter ended September 30, 1993)	
10.5	Security Financial Services, Inc. 1979 Stock Option Plan, as amended, assumed by Firstar (incorporated by reference to Exhibit 4.1 of Registration No. 33-3432 of Firstar)	
10.6	Security Financial Services, Inc. 1984 Incentive Stock Option Plan, as amended, assumed by Firstar (incorporated by reference to Exhibit 4.2 of Registration No. 33-3432 of Firstar)	
10.7*	1988 Incentive Stock Plan, as amended (incorporated by reference to Exhibit 10.7 of the Form 10-Q of Firstar for the quarter ended September 30, 1993)	
10.8*	Annual Executive Incentive Plan, as amended (incorporated by reference to Exhibit 10.8 of the Annual Report Form 10-K of Firstar for the year ended December 31, 1989)	
10.9*	Long-Term Incentive Plan, as amended (incorporated by reference to Exhibit 10.9 of the Form 10-Q of Firstar for the quarter ended September 30, 1993)	
10.10	Form of Indemnity Agreement between Firstar Corporation and its directors (incorporated by reference to Exhibit 10 of the Quarterly Report on Form 10-Q of Firstar for the quarter ended September 30, 1988)	
21.	Subsidiaries of Firstar Corporation	
23.	Consent of Independent Auditors	
24.	Powers of Attorney	

</TABLE>

A copy of the exhibits listed herein can be obtained by writing to Mr. William H. Risch, Senior Vice President-Finance and Treasurer, Firstar Corporation, P.O. Box 532, Milwaukee, Wisconsin 53201.

*Executive Compensation Plans

(B) No reports on Form 8-K were filed during the fourth quarter of 1993.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FIRSTAR CORPORATION

LOGO

Roger L. Fitzsimonds
Chairman and Chief Executive Officer

March 18, 1994

Pursuant to the requirement of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

March 18, 1994

LOGO
- -------------------------------------
Roger L. Fitzsimonds
Chairman, Chief Executive Officer
and director

March 18, 1994

- -------------------------------------
LOGO
John A. Becker
President, Chief Operating Officer
and director

March 18, 1994

LOGO
- -------------------------------------
William H. Risch
Senior Vice President-Finance and
Treasurer
(principal finance and accounting
officer)

DIRECTORS

Michael E. Batten*	John H. Hendee, Jr.*	George W. Mead II*
George M. Chester, Jr.*	Jerry M. Hiegel*	Guy A. Osborn*
Roger H. Derusha*	Joe Hladky*	Judith D. Pyle*
James L. Forbes*	James H. Keyes*	Clifford V. Smith, Jr.*
Holmes Foster*	Sheldon B. Lubar*	William W. Wirtz*
Joseph F. Heil, Jr.*	Daniel F. McKeithan, Jr.*	

March 18, 1994

LOGO
*By_________________________________
William H. Risch
Attorney-in-Fact

Exhibit 21

Subsidiaries of the Registrant

Firstar Corporation has no parents. The following list shows the name of each subsidiary of Firstar and the state or juristiction of the incorporation.

<TABLE>
<CAPTION>

	Name of Subsidiary	State or Other Jurisdiction in which Incorporated or Organized
<S>		<C>
1	Firstar Bank Milwaukee, N.A.	United States
1	Firstar Bank Appleton	Wisconsin
1	Firstar Bank Eau Claire, N.A.	United States
1	Firstar Bank Fond du Lac, N.A.	United States
1	Firstar Bank Grantsburg, N.A.	United States
1	Firstar Bank Green Bay	Wisconsin
1	Firstar Bank Lake Geneva, N.A.	United States
1	Firstar Bank Madison, N.A.	United States
1	Firstar Bank Manitowoc	Wisconsin
1	Firstar Bank Minocqua	Wisconsin
1	Firstar Bank Oshkosh, N.A.	United States
1	Firstar Bank Portage	Wisconsin
1	Firstar Bank Racine	Wisconsin
1	Firstar Bank Rice Lake, N.A.	United States
1	Firstar Bank Sheboygan, N.A.	United States
1	Firstar Bank Wausau, N.A.	United States
1	Firstar Bank Wisconsin Rapids, N.A.	United States
1	Bank of Athens	Wisconsin
5	Firstar Bank Ames	Iowa
5	Firstar Bank Burlington, N.A.	United States
5	Firstar Bank Cedar Falls	Iowa
5	Firstar Bank Cedar Rapids, N.A.	United States
5	Firstar Bank Council Bluffs	Iowa
5	Firstar Bank Davenport, N.A.	United States
5	Firstar Bank Des Moines, N.A.	United States
5	Firstar Bank Mount Pleasant	Iowa
5	Firstar Bank Ottumwa	Iowa
5	Firstar Bank Red Oak, N.A.	United States
5	Firstar Bank Sioux City, N.A.	United States
3	Firstar Bank of Minnesota, N.A.	United States
2	Firstar Bank DuPage	Illinois
2	Firstar Bank West, N.A.	United States

2	Firstar Bank North Shore	Illinois
2	Firstar Bank Park Forest	Illinois
4	Firstar Metropolitan Bank & Trust	Arizona

</TABLE>

<TABLE>
<CAPTION>

	Name of Subsidiary	State or Other Jurisdiction in which Incorporated or Organized
<S>		<C>
	Firstar Corporation of Wisconsin	Wisconsin
	Firstar Corporation of Illinois	Illinois
	Firstar Corporation of Minnesota	Minnesota
	Firstar Corporation of Arizona	Arizona
	Firstar Corporation of Iowa	Iowa
1	Firstar Trust Company	Wisconsin
1	Firstar Trust Company of Florida, N.A.	United States
2	Firstar Trust Company of Illinois	Illinois
3	Firstar Trust Company of Minnesota	Minnesota
	Firstar Investment Research & Management Company	Wisconsin
	Elan Insurance Services, Inc.	Wisconsin
6	Elan Investment Services, Inc.	Wisconsin
	Elan Life Insurance Company, Inc.	Arizona
	Elan Title Services, Inc.	Wisconsin
6	Firstar Community Investment Corporation	Wisconsin
	Firstar Development Corporation	Delaware
6	Firstar Leasing Services Corporation	Wisconsin
6	Firstar Mortgage Corporation	Wisconsin
6	FM Properties of Wisconsin, Inc.	Wisconsin
6	CSFM Corporation	Wisconsin
	Firstar Home Mortgage Corporation	Wisconsin
6	Firstar Information Services Corporation	Wisconsin
5	Banks of Iowa Capital Corporation	Iowa
5	Banks of Iowa Credit Corporation	Iowa
	Federated Insurance Services Corporation	Wisconsin
6	Hopkins Bonding Corporation	Wisconsin
7	CRC Corporation	Wisconsin
5	Firstar CSC Corporation	Iowa
6	DPC of Milwaukee, Inc.	Wisconsin

</TABLE>

<TABLE>
<CAPTION>

State or
Other Jurisdiction
in which Incorporated

Name of Subsidiary	or Organized
<S>	<C>
Appleton Capital Corporation	Nevada
BOA Investment Corporation	Nevada
Eau Claire Capital Corporation	Nevada
Fond du Lac Capital Corporation	Nevada
Grantsburg Capital Corporation	Nevada
Green Bay Capital Corporation	Nevada
Lake Geneva Capital Corporation	Nevada
Madison Capital Corporation	Nevada
Manitowoc Capital Corporation	Nevada
Milwaukee Capital Corporation	Nevada
Minocqua Capital Corporation	Nevada
Oshkosh Capital Corporation	Nevada
Portage Capital Corporation	Nevada
Racine Capital Corporation	Nevada
Rice Lake Capital Corporation	Nevada
Sheboygan Capital Corporation	Nevada
Wausau Capital Corporation	Nevada
Wisconsin Rapids Capital Corporation	Nevada
Burlington Capital Corporation	Nevada
Cedar Rapids Capital Corporation	Nevada
Davenport Capital Corporation	Nevada
Des Moines Capital Corporation	Nevada
Red Oak Capital Corporation	Nevada
Sioux City Capital Corporation	Nevada

</TABLE>

Notes

1 Subsidiary of Firstar Corporation of Wisconsin
2 Subsidiary of Firstar Corporation of Illinois
3 Subsidiary of Firstar Corporation of Minnesota
4 Subsidiary of Firstar Corporation of Arizona
5 Subsidiary of Firstar Corporation of Iowa
6 Subsidiary of Firstar Bank Milwaukee, N.A.
7 Subsidiary of Firstar Bank Madison, N.A.

All Capital Corporations are subsidiaries of their respective banks

Exhibit 23

The Board of Directors
Firstar Corporation:

We consent to incorporation by reference in the Registration Statements Nos. 33-38830, 33-41030, 33-3432 and 33-19830 on Form S-8 of Firstar Corporation of our report dated January 20, 1994, relating to the consolidated balance sheets of Firstar Corporation and subsidiaries as of December 31, 1993 and 1992, and the related consolidated statements of income, stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 1993, which report appears in the December 31, 1993, Annual Report on Form 10-K of Firstar Corporation.

KPMG PEAT MARWICK

Milwaukee, Wisconsin
March 18, 1994

Exhibit 24

POWER OF ATTORNEY

Firstar Corporation

(Commission File No. 1-2981)

FIRSTAR CORPORATION

Annual Report on Form 10-K

WHEREAS, FIRSTAR CORPORATION, a Wisconsin corporation (hereinafter referred to as the "Corporation"), will file with the Securities and Exchange Commission, under the provisions of the Securities and Exchange Act of 1934, an Annual Report on Form 10-K for the fiscal year ended December 31, 1993; and

WHEREAS, the undersigned is or may hereafter be a director or executive officer of the Corporation;

NOW, THEREFORE, the undersigned hereby constitutes and appoints ROGER L. FITZSIMONDS, WILLIAM H. RISCH AND WILLIAM J. SCHULZ, and each of them, his or her attorney, with full power to act for and in his or her name, place and stead, to sign his or her name in such capacity to the Annual Report on Form 10-K, hereby ratifying and confirming all that said attorney may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has signed this Power of Attorney this 19th day of January, 1994.

/s/ Michael E. Batten SEAL

POWER OF ATTORNEY

Firstar Corporation

(Commission File No. 1-2981)

FIRSTAR CORPORATION

Annual Report on Form 10-K

WHEREAS, FIRSTAR CORPORATION, a Wisconsin corporation (hereinafter referred to as the "Corporation"), will file with the Securities and Exchange Commission, under the provisions of the Securities and Exchange Act of 1934, an Annual Report on Form 10-K for the fiscal year ended December 31, 1993; and

WHEREAS, the undersigned is or may hereafter be a director or executive officer of the Corporation;

NOW, THEREFORE, the undersigned hereby constitutes and appoints ROGER L. FITZSIMONDS, WILLIAM H. RISCH AND WILLIAM J. SCHULZ, and each of them, his or her attorney, with full power to act for and in his or her name, place and stead, to sign his or her name in such capacity to the Annual Report on Form 10-K, hereby ratifying and confirming all that said attorney may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has signed this Power of Attorney this 7th day of February, 1994.

/s/ George M. Chester, Jr. SEAL

POWER OF ATTORNEY

Firstar Corporation

(Commission File No. 1-2981)

FIRSTAR CORPORATION

Annual Report on Form 10-K

WHEREAS, FIRSTAR CORPORATION, a Wisconsin corporation (hereinafter referred to as the "Corporation"), will file with the Securities and Exchange Commission, under the provisions of the Securities and Exchange Act of 1934, an Annual Report on Form 10-K for the fiscal year ended December 31, 1993; and

WHEREAS, the undersigned is or may hereafter be a director or executive officer of the Corporation;

NOW, THEREFORE, the undersigned hereby constitutes and appoints ROGER L. FITZSIMONDS, WILLIAM H. RISCH AND WILLIAM J. SCHULZ, and each of them, his or her attorney, with full power to act for and in his or her name, place and stead, to sign his or her name in such capacity to the Annual Report on Form 10-K, hereby ratifying and confirming all that said attorney may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has signed this Power of Attorney this 17th day of January, 1994.

/s/ Roger H. Derusha SEAL

POWER OF ATTORNEY

Firstar Corporation

(Commission File No. 1-2981)

FIRSTAR CORPORATION

Annual Report on Form 10-K

WHEREAS, FIRSTAR CORPORATION, a Wisconsin corporation (hereinafter referred to as the "Corporation"), will file with the Securities and Exchange Commission, under the provisions of the Securities and Exchange Act of 1934, an Annual Report on Form 10-K for the fiscal year ended December 31, 1993; and

WHEREAS, the undersigned is or may hereafter be a director or executive officer of the Corporation;

NOW, THEREFORE, the undersigned hereby constitutes and appoints ROGER L. FITZSIMONDS, WILLIAM H. RISCH AND WILLIAM J. SCHULZ, and each of them, his or her attorney, with full power to act for and in his or her name, place and stead, to sign his or her name in such capacity to the Annual Report on Form 10-K, hereby ratifying and confirming all that said attorney may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has signed this Power of Attorney this 20th day of January, 1994.

/s/ James L. Forbes SEAL

POWER OF ATTORNEY

Firstar Corporation

(Commission File No. 1-2981)

FIRSTAR CORPORATION

Annual Report on Form 10-K

WHEREAS, FIRSTAR CORPORATION, a Wisconsin corporation (hereinafter referred to as the "Corporation"), will file with the Securities and Exchange Commission, under the provisions of the Securities and Exchange Act of 1934, an Annual Report on Form 10-K for the fiscal year ended December 31, 1993; and

WHEREAS, the undersigned is or may hereafter be a director or executive officer of the Corporation;

NOW, THEREFORE, the undersigned hereby constitutes and appoints ROGER L. FITZSIMONDS, WILLIAM H. RISCH AND WILLIAM J. SCHULZ, and each of them, his or her attorney, with full power to act for and in his or her name, place and stead, to sign his or her name in such capacity to the Annual Report on Form 10-K, hereby ratifying and confirming all that said attorney may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has signed this Power of Attorney this 26th day of January, 1994.

/s/ Holmes Foster SEAL

POWER OF ATTORNEY

Firstar Corporation

(Commission File No. 1-2981)

FIRSTAR CORPORATION

Annual Report on Form 10-K

WHEREAS, FIRSTAR CORPORATION, a Wisconsin corporation (hereinafter referred to as the "Corporation"), will file with the Securities and Exchange Commission, under the provisions of the Securities and Exchange Act of 1934, an Annual Report on Form 10-K for the fiscal year ended December 31, 1993; and

WHEREAS, the undersigned is or may hereafter be a director or executive officer of the Corporation;

NOW, THEREFORE, the undersigned hereby constitutes and appoints ROGER L. FITZSIMONDS, WILLIAM H. RISCH AND WILLIAM J. SCHULZ, and each of them, his or her attorney, with full power to act for and in his or her name, place and stead, to sign his or her name in such capacity to the Annual Report on Form 10-K, hereby ratifying and confirming all that said attorney may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has signed this Power of Attorney this 24th day of January, 1994.

/s/ Joseph F. Heil, Jr. SEAL

POWER OF ATTORNEY

Firstar Corporation

(Commission File No. 1-2981)

FIRSTAR CORPORATION

Annual Report on Form 10-K

WHEREAS, FIRSTAR CORPORATION, a Wisconsin corporation (hereinafter referred to as the "Corporation"), will file with the Securities and Exchange Commission, under the provisions of the Securities and Exchange Act of 1934, an Annual Report on Form 10-K for the fiscal year ended December 31, 1993; and

WHEREAS, the undersigned is or may hereafter be a director or executive officer of the Corporation;

NOW, THEREFORE, the undersigned hereby constitutes and appoints ROGER L. FITZSIMONDS, WILLIAM H. RISCH AND WILLIAM J. SCHULZ, and each of them, his or her attorney, with full power to act for and in his or her name, place and stead, to sign his or her name in such capacity to the Annual Report on Form 10-K, hereby ratifying and confirming all that said attorney may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has signed this Power of Attorney this

15th day of January, 1994.

/s/ John H. Hendee, Jr. SEAL

POWER OF ATTORNEY

Firstar Corporation

(Commission File No. 1-2981)

FIRSTAR CORPORATION

Annual Report on Form 10-K

WHEREAS, FIRSTAR CORPORATION, a Wisconsin corporation (hereinafter referred to as the "Corporation"), will file with the Securities and Exchange Commission, under the provisions of the Securities and Exchange Act of 1934, an Annual Report on Form 10-K for the fiscal year ended December 31, 1993; and

WHEREAS, the undersigned is or may hereafter be a director or executive officer of the Corporation;

NOW, THEREFORE, the undersigned hereby constitutes and appoints ROGER L. FITZSIMONDS, WILLIAM H. RISCH AND WILLIAM J. SCHULZ, and each of them, his or her attorney, with full power to act for and in his or her name, place and stead, to sign his or her name in such capacity to the Annual Report on Form 10-K, hereby ratifying and confirming all that said attorney may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has signed this Power of Attorney this 19th day of January, 1994.

/s/ Jerry M. Hiegel SEAL

POWER OF ATTORNEY

Firstar Corporation

(Commission File No. 1-2981)

FIRSTAR CORPORATION

Annual Report on Form 10-K

WHEREAS, FIRSTAR CORPORATION, a Wisconsin corporation (hereinafter referred to as the "Corporation"), will file with the Securities and Exchange Commission, under the provisions of the Securities and Exchange Act of 1934, an Annual Report on Form 10-K for the fiscal year ended December 31, 1993; and

WHEREAS, the undersigned is or may hereafter be a director or executive officer of the Corporation;

NOW, THEREFORE, the undersigned hereby constitutes and appoints ROGER L. FITZSIMONDS, WILLIAM H. RISCH AND WILLIAM J. SCHULZ, and each of them, his or her attorney, with full power to act for and in his or her name, place and stead, to sign his or her name in such capacity to the Annual Report on Form 10-K, hereby ratifying and confirming all that said attorney may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has signed this Power of Attorney this 20th day of January, 1994.

/s/ Joe Hladky SEAL

POWER OF ATTORNEY

Firstar Corporation

(Commission File No. 1-2981)

FIRSTAR CORPORATION

Annual Report on Form 10-K

WHEREAS, FIRSTAR CORPORATION, a Wisconsin corporation (hereinafter referred to as the "Corporation"), will file with the Securities and Exchange Commission, under the provisions of the Securities and Exchange Act of 1934, an Annual Report on Form 10-K for the fiscal year ended December 31, 1993; and

WHEREAS, the undersigned is or may hereafter be a director or executive officer of the Corporation;

NOW, THEREFORE, the undersigned hereby constitutes and appoints ROGER L. FITZSIMONDS, WILLIAM H. RISCH AND WILLIAM J. SCHULZ, and each of them, his or her attorney, with full power to act for and in his or her name, place and stead, to sign his or her name in such capacity to the Annual Report on Form 10-K, hereby ratifying and confirming all that said attorney may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has signed this Power of Attorney this 17th day of February, 1994.

/s/ James H. Keyes SEAL

POWER OF ATTORNEY

Firstar Corporation

(Commission File No. 1-2981)

FIRSTAR CORPORATION

Annual Report on Form 10-K

WHEREAS, FIRSTAR CORPORATION, a Wisconsin corporation (hereinafter referred to as the "Corporation"), will file with the Securities and Exchange Commission, under the provisions of the Securities and Exchange Act of 1934, an Annual Report on Form 10-K for the fiscal year ended December 31, 1993; and

WHEREAS, the undersigned is or may hereafter be a director or executive officer of the Corporation;

NOW, THEREFORE, the undersigned hereby constitutes and appoints ROGER L. FITZSIMONDS, WILLIAM H. RISCH AND WILLIAM J. SCHULZ, and each of them, his or her attorney, with full power to act for and in his or her name, place and stead, to sign his or her name in such capacity to the Annual Report on Form 10-K, hereby ratifying and confirming all that said attorney may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has signed this Power of Attorney this 20th day of January, 1994.

/s/ Sheldon B. Lubar SEAL

POWER OF ATTORNEY

Firstar Corporation

(Commission File No. 1-2981)

FIRSTAR CORPORATION

Annual Report on Form 10-K

WHEREAS, FIRSTAR CORPORATION, a Wisconsin corporation (hereinafter referred to as the "Corporation"), will file with the Securities and Exchange Commission, under the provisions of the Securities and Exchange Act of 1934, an Annual

Report on Form 10-K for the fiscal year ended December 31, 1993; and

WHEREAS, the undersigned is or may hereafter be a director or executive officer of the Corporation;

NOW, THEREFORE, the undersigned hereby constitutes and appoints ROGER L. FITZSIMONDS, WILLIAM H. RISCH AND WILLIAM J. SCHULZ, and each of them, his or her attorney, with full power to act for and in his or her name, place and stead, to sign his or her name in such capacity to the Annual Report on Form 10-K, hereby ratifying and confirming all that said attorney may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has signed this Power of Attorney this 24th day of January, 1994.

/s/ Daniel F. McKeithan, Jr. SEAL

POWER OF ATTORNEY

Firstar Corporation

(Commission File No. 1-2981)

FIRSTAR CORPORATION

Annual Report on Form 10-K

WHEREAS, FIRSTAR CORPORATION, a Wisconsin corporation (hereinafter referred to as the "Corporation"), will file with the Securities and Exchange Commission, under the provisions of the Securities and Exchange Act of 1934, an Annual Report on Form 10-K for the fiscal year ended December 31, 1993; and

WHEREAS, the undersigned is or may hereafter be a director or executive officer of the Corporation;

NOW, THEREFORE, the undersigned hereby constitutes and appoints ROGER L. FITZSIMONDS, WILLIAM H. RISCH AND WILLIAM J. SCHULZ, and each of them, his or her attorney, with full power to act for and in his or her name, place and stead, to sign his or her name in such capacity to the Annual Report on Form 10-K, hereby ratifying and confirming all that said attorney may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has signed this Power of Attorney this 14th day of January, 1994.

/s/ George W. Mead II SEAL

POWER OF ATTORNEY

Firstar Corporation

(Commission File No. 1-2981)

FIRSTAR CORPORATION

Annual Report on Form 10-K

WHEREAS, FIRSTAR CORPORATION, a Wisconsin corporation (hereinafter referred to as the "Corporation"), will file with the Securities and Exchange Commission, under the provisions of the Securities and Exchange Act of 1934, an Annual Report on Form 10-K for the fiscal year ended December 31, 1993; and

WHEREAS, the undersigned is or may hereafter be a director or executive officer of the Corporation;

NOW, THEREFORE, the undersigned hereby constitutes and appoints ROGER L. FITZSIMONDS, WILLIAM H. RISCH AND WILLIAM J. SCHULZ, and each of them, his or her attorney, with full power to act for and in his or her name, place and stead, to sign his or her name in such capacity to the Annual Report on Form 10-K, hereby ratifying and confirming all that said attorney may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has signed this Power of Attorney this 19th day of January, 1994.

/s/ Guy A. Osborn SEAL

POWER OF ATTORNEY

Firstar Corporation

(Commission File No. 1-2981)

FIRSTAR CORPORATION

Annual Report on Form 10-K

WHEREAS, FIRSTAR CORPORATION, a Wisconsin corporation (hereinafter referred to as the "Corporation"), will file with the Securities and Exchange Commission, under the provisions of the Securities and Exchange Act of 1934, an Annual Report on Form 10-K for the fiscal year ended December 31, 1993; and

WHEREAS, the undersigned is or may hereafter be a director or executive officer of the Corporation;

NOW, THEREFORE, the undersigned hereby constitutes and appoints ROGER L. FITZSIMONDS, WILLIAM H. RISCH AND WILLIAM J. SCHULZ, and each of them, his or her attorney, with full power to act for and in his or her name, place and stead, to sign his or her name in such capacity to the Annual Report on Form 10-K, hereby ratifying and confirming all that said attorney may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has signed this Power of Attorney this 27th day of January, 1994.

/s/ Judith D. Pyle SEAL

POWER OF ATTORNEY

Firstar Corporation

(Commission File No. 1-2981)

FIRSTAR CORPORATION

Annual Report on Form 10-K

WHEREAS, FIRSTAR CORPORATION, a Wisconsin corporation (hereinafter referred to as the "Corporation"), will file with the Securities and Exchange Commission, under the provisions of the Securities and Exchange Act of 1934, an Annual Report on Form 10-K for the fiscal year ended December 31, 1993; and

WHEREAS, the undersigned is or may hereafter be a director or executive officer of the Corporation;

NOW, THEREFORE, the undersigned hereby constitutes and appoints ROGER L. FITZSIMONDS, WILLIAM H. RISCH AND WILLIAM J. SCHULZ, and each of them, his or her attorney, with full power to act for and in his or her name, place and stead, to sign his or her name in such capacity to the Annual Report on Form 10-K, hereby ratifying and confirming all that said attorney may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has signed this Power of Attorney this 28th day of January, 1994.

/s/ Clifford V. Smith, Jr. SEAL

POWER OF ATTORNEY

Firstar Corporation

(Commission File No. 1-2981)

FIRSTAR CORPORATION

Annual Report on Form 10-K

WHEREAS, FIRSTAR CORPORATION, a Wisconsin corporation (hereinafter referred to as the "Corporation"), will file with the Securities and Exchange Commission, under the provisions of the Securities and Exchange Act of 1934, an Annual Report on Form 10-K for the fiscal year ended December 31, 1993; and

WHEREAS, the undersigned is or may hereafter be a director or executive officer of the Corporation;

NOW, THEREFORE, the undersigned hereby constitutes and appoints ROGER L. FITZSIMONDS, WILLIAM H. RISCH AND WILLIAM J. SCHULZ, and each of them, his or her attorney, with full power to act for and in his or her name, place and stead, to sign his or her name in such capacity to the Annual Report on Form 10-K, hereby ratifying and confirming all that said attorney may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has signed this Power of Attorney this 31st day of January, 1994.

/s/ William W. Wirtz SEAL