

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

FORM 10-K/A  
(Amendment No. 1)

(Mark One)

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

For the year ended December 31, 1993

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 1-9718

PNC BANK CORP.

(Exact name of registrant as specified in its charter)

PENNSYLVANIA  
(State or other jurisdiction of  
incorporation or organization)

25-1435979  
(I.R.S. Employer  
Identification No.)

ONE PNC PLAZA  
FIFTH AVENUE AND WOOD STREET  
PITTSBURGH, PENNSYLVANIA 15265  
(Address of principal executive offices)  
(Zip Code)

(412) 762-2666

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Page 1 of 42  
Exhibit Index begins on page 41

By filing this amendment ("Amendment No. 1"), the undersigned registrant hereby amends its Annual Report on Form 10-K for the fiscal year ended December 31, 1993 ("1993 Form 10-K"), to include, as permitted by Rule 15d-21 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the financial statements and exhibits required by Form 11-K with respect to the PNC Bank Corp. Incentive Savings Plan (the "Plan"), for the year ended December 31, 1993.

In accordance with Rule 12b-15 of the Exchange Act, Item 14 of Part IV of the 1993 Form 10-K is hereby amended and restated to read in its entirety as follows:

PART IV

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

The following consolidated financial statements and report of independent auditors of the Corporation, included in the Annual Report to Shareholders at the page indicated, are incorporated herein by reference:

<TABLE> <CAPTION> INDEX TO FINANCIAL STATEMENTS -----	PAGE -----
<S>	<C>
Report of Independent Auditors	38
Consolidated Balance Sheet as of December 31, 1993 and 1992	39
Consolidated Statement of Income for the three years ended December 31, 1993	40
Consolidated Statement of Changes in Shareholders' Equity for the three years ended December 31, 1993	41
Consolidated Statement of Cash Flows for the three years ended December 31, 1993	42
Notes to Consolidated Financial Statements	43
Quarterly Selected Financial Data	62

</TABLE>

As permitted by Rule 15d-21 of the Exchange Act, the following financial statements of the Plan and report of independent auditors of the Plan are filed with Amendment No. 1 at the page indicated.

<TABLE> <CAPTION> INDEX TO FINANCIAL STATEMENTS	PAGE OF AMENDMENT NO.1
-----	
<S>	<C>
Report of Independent Auditors	7
Statements of Net Assets Available for Plan Benefits	8
Statements of Changes in Net Assets	
Available for Plan Benefits	9
Notes to Financial Statements	10
Assets Held for Investments	20
Transactions or Series of Transactions in Excess of 5 Percent of the Fair Value of Plan Assets	39
</TABLE>	

- 2 -

#### FINANCIAL STATEMENT SCHEDULES

Not applicable.

#### REPORTS ON FORM 8-K

A Current Report on Form 8-K ("Current Report") dated as of November 19, 1993, was filed on December 7, 1993, pursuant to Items 2 and 5 to report: (i) completion of the acquisition of Sears Mortgage Corporation, Sears Mortgage Securities Corporation and Sears Savings Bank, FSB, and (ii) completion of the acquisition of Gateway Fed Corporation.

Also, a Current Report dated as of January 19, 1994, was filed on January 26, 1994, pursuant to Item 5 to report: (i) the Corporation's consolidated financial results for the three months and twelve months ended December 31, 1993, and (ii) completion of the acquisition of United Federal Bancorp, Inc.

No pro forma financial statements were required to be filed with either such Current Report.

#### EXHIBITS

The exhibits listed below are filed herewith or are incorporated herein by reference:

<TABLE>	
<S>	<C>
3.1	Articles of Incorporation of the Corporation, as amended, filed as Exhibit 3.1 to 1993 Form 10-K.
3.2	By-Laws of the Corporation, as amended, filed as Exhibit 3.2 to 1993 Form 10-K.
4.1	Instruments defining the rights of holders of long-term debt of the Corporation and its subsidiaries are not filed as Exhibits because the amount of debt under each instrument is less than 10 percent of the consolidated assets of the Corporation. The Corporation agrees to furnish these instruments to the Commission upon request.
4.2	Designation of Series: \$1.80 Cumulative Convertible Preferred Stock -- Series A, incorporated herein as part of Exhibit 3.1.
4.3	Designation of Series: \$1.80 Cumulative Convertible Preferred Stock -- Series B, incorporated herein as part of Exhibit 3.1.
4.4	Designation of Series: \$1.60 Cumulative Convertible Preferred Stock -- Series C, incorporated herein as part of Exhibit 3.1.
4.5	Designation of Series: \$1.80 Cumulative Convertible Preferred Stock -- Series D, incorporated herein as part of Exhibit 3.1.

</TABLE>

- 3 -

<TABLE>

<S> <C>

- 10.1 Supplemental Executive Retirement Income and Disability Plan of the Corporation, incorporated herein by reference to Exhibit 10.2 of the Annual Report on Form 10-K for the year ended December 31, 1990 ("1990 Form 10-K").\*
- 10.2 Supplemental Executive Life Insurance and Spouse's Benefit Plan of the Corporation, incorporated herein by reference to Exhibit 10.3 of the 1990 Form 10-K.\*
- 10.3 Description of the Corporation's Senior Executive Compensation Plan, incorporated herein by reference to Exhibit 10.4 of the Annual Report on Form 10-K for the year ended December 31, 1992 ("1992 Form 10-K").\*
- 10.4 1992 Long-Term Incentive Award Plan of the Corporation, incorporated herein by reference to Exhibit 4.3 of the Registration Statement on Form S-8 at File No. 33-54960.\*
- 10.5 1992 Director Share Incentive Plan, incorporated herein by reference to Exhibit 10.6 of the 1992 Form 10-K.\*
- 11 Calculation of Primary and Fully Diluted Earnings Per Share, filed as Exhibit 11 to 1993 Form 10-K.
- 12.1 Computation of Ratio of Earnings to Fixed Charges, filed as Exhibit 12.1 to 1993 Form 10-K.
- 12.2 Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends, filed as Exhibit 12.2 to 1993 Form 10-K.
- 13 Annual Report to Shareholders for the year ended December 31, 1993, filed as Exhibit 13 to 1993 Form 10-K. Such Annual Report, except for those portions thereof that are expressly incorporated by reference herein, is furnished for information of the Securities and Exchange Commission only and is not deemed to be "filed" as part of this Form 10-K.
- 21 Major Subsidiaries of the Corporation, filed as Exhibit 21 to 1993 Form 10-K.
- 23.1 Consent of Ernst & Young, independent auditors for the Corporation, filed as Exhibit 23 to 1993 Form 10-K.
- 23.2 Consent of Ernst & Young, independent auditors for the Plan, filed herewith.
- 24 Powers of Attorney of certain directors of the Corporation, filed as Exhibit 24 to 1993 Form 10-K.

- - - - -

<FN>

\* Management contract or compensatory plan.

</TABLE>

- 4 -

Audited Financial Statements

PNC Bank Corp.  
Incentive Savings Plan

YEARS ENDED DECEMBER 31, 1993 AND 1992  
WITH REPORT OF INDEPENDENT AUDITORS

- 5 -

PNC Bank Corp.  
Incentive Savings Plan

Audited Financial Statements

CONTENTS

<TABLE>	
<S>	<C>
Report of Independent Auditors .....	7
Audited Financial Statements	
Statements of Net Assets Available for Plan Benefits .....	8
Statements of Changes in Net Assets Available for Plan Benefits .....	9
Notes to Financial Statements .....	10
Assets Held for Investment .....	20
Transactions or Series of Transactions in Excess of 5 Percent of the Fair Value of Plan Assets .....	39
</TABLE>	

- 6 -

Report of Independent Auditors

Administrative Committee  
PNC Bank Corp.  
Incentive Savings Plan

We have audited the accompanying statements of net assets available for plan benefits of the PNC Bank Corp. Incentive Savings Plan (Plan) as of December 31, 1993 and 1992, and the related statements of changes in net assets available for plan benefits for each of the three years in the period ended December 31, 1993. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these 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 financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits of the Plan at December 31, 1993 and 1992, and the changes in its net assets available for plan benefits for each of the three years in the period ended December 31, 1993, in conformity with generally accepted accounting principles.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental schedules of assets held for investment as of December 31, 1993 and transactions or series of transactions in excess of 5 percent of the fair value of plan assets for the year ended December 31, 1993, are presented for purposes of complying with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, and are not a required part of the basic financial statements. The supplemental schedules have been subjected to the auditing procedures applied in our audit of the 1993 financial statements and, in our opinion, are fairly stated in all material respects in relation to the 1993 basic financial statements taken as a whole.

/s/ Ernst & Young

June 7, 1994

- 7 -

PNC Bank Corp.  
Incentive Savings Plan

Statements of Net Assets Available for Plan Benefits

<TABLE>  
<CAPTION>

	DECEMBER 31	
	1993	1992
	-----	
<S>	<C>	<C>
ASSETS		
Investments at fair value:		
Common stock:		
PNC Bank Corp. (1993 cost--\$232,917,549; 1992 cost--\$223,212,175)	\$365,889,775	\$357,996,966
Other (1993 cost--\$39,358,667; 1992 cost-- \$33,936,507)	48,105,737	40,666,917

PNC Bank Corp. preferred stock (1993 cost--\$8,521; 1992 cost--\$8,735)	39,433	39,990
Corporate debt securities (1993 cost--\$5,868,247; 1992 cost--\$2,527,642)	6,134,410	2,615,323
Short-term investment funds (1993 cost--\$63,197,125; 1992 cost--\$69,973,564)	63,197,125	69,973,564
U.S. Government and agency securities (1993 cost--\$28,635,836; 1992 cost--\$28,283,761)	30,914,648	29,949,439
Registered investment companies (1993 cost--\$20,583,368; 1992 cost--\$18,850,981)	22,581,591	19,713,716
Other (1993 cost--\$566,605; 1992 cost--\$822,754)	572,446	830,993
Participant loans, at current outstanding principal balance	21,661,680	18,838,074
Total investments	559,096,845	540,624,982

Cash	--	30,083
Contribution receivable from employer	112,818	235,860
Accrued income	887,516	864,525
Total assets	560,097,179	541,755,450

LIABILITIES

ESOP note payable to PNC Bank Corp.	110,000,000	130,700,000
Benefits payable to participants	6,818,078	19,871,314
Net assets available for plan benefits	\$443,279,101	\$391,184,136

</TABLE>

SEE ACCOMPANYING NOTES.

- 8 -  
PNC Bank Corp.  
Incentive Savings Plan

Statements of Changes in Net Assets Available for Plan Benefits

<TABLE>  
<CAPTION>

	YEAR ENDED DECEMBER 31		
	1993	1992	1991
<S>	<C>	<C>	<C>
Additions:			
Investment income:			
Interest	\$ 5,887,262	\$ 6,208,934	\$ 7,195,339
Dividends:			
PNC Bank Corp. Common Stock	14,713,715	13,632,515	12,110,492
Other	2,030,261	1,528,626	1,027,846
	22,631,238	21,370,075	20,333,677
Contributions (employer):			
Cash	19,257,119	6,747,722	9,301,681
Noncash--PNC Bank Corp. Common Stock	107,680	1,801,951	5,264,191
Contributions (employee)	20,889,993	19,741,691	17,280,217
Contributions (rollover)	1,195,519	2,080,294	505,282
Total additions	64,081,549	51,741,733	52,685,048
Deductions:			
Payments to participants or beneficiaries	29,723,385	46,340,796	22,793,767
ESOP note interest expense	4,881,729	6,282,878	9,446,076
Distributions for terminated employees	816,667	171,898	3,269,974
Other	578,071	353,256	839,778
Total deductions	35,999,852	53,148,828	36,349,595
Net realized and unrealized appreciation in fair value of investments	13,113,492	66,854,463	171,750,655
Net assets received in connection with mergers	10,899,776	3,331,374	22,943,165
Net increase	52,094,965	68,778,742	211,029,273
Net assets available for plan benefits at beginning of year	391,184,136	322,405,394	111,376,121
Net assets available for plan benefits at end of year	\$443,279,101	\$391,184,136	\$322,405,394

</TABLE>

SEE ACCOMPANYING NOTES.

- 9 -  
PNC Bank Corp.  
Incentive Savings Plan

Notes to Financial Statements

December 31, 1993

1. SIGNIFICANT ACCOUNTING POLICIES

VALUATION

Marketable securities are stated at fair value. Securities are valued at the last public sale price of the securities listed on the New York Stock Exchange. If no sales were reported, and in the case of securities traded over the counter, the last bid price at the close of business is used. The value of any security not listed or quoted on any exchange is determined by the last closing bid price, reference to the bid price of any published quotations in common use, or by the quotation of a reputable broker. For certain investments that do not have an established fair value, such value is established based on the opinion of the trustee.

The fair value of the participation units in the short-term investment funds and the collective funds is based on quoted redemption values on the last business day of the plan year. Loans are valued at the amount of principal outstanding.

REALIZED GAINS AND LOSSES

Realized gains and losses from investment transactions are computed using the average cost method.

2. DESCRIPTION OF THE PLAN

PNC Bank Corp. (PNC Bank) is the sponsor of the Incentive Savings Plan (Plan). The Plan covers substantially all eligible salaried employees of PNC Bank and subsidiaries.

The Plan allows participants to contribute from 1 to 15 percent of their biweekly base compensation on a pretax 401(k) basis. PNC Bank matches 100 percent of employee contributions up to 6 percent of base compensation. Subject to Internal Revenue Service (IRS) limitations, a participant may choose to defer any discretionary cash profit sharing award into the Plan; however, this amount will not be matched by the employer. Participants are fully vested in their balances, including the employer contributions. Plan income is allocated to participants based on an average participant investment balance, on a quarterly basis.

- 10 -  
PNC Bank Corp.  
Incentive Savings Plan

Notes to Financial Statements (continued)

2. DESCRIPTION OF THE PLAN (CONTINUED)

Participants in the Plan may invest any voluntary contributions and balances rolled over from any prior plans in any of four investment options: Fund A (a common stock fund), Fund B (an intermediate-term income fund), Fund C (a short-term income fund), and/or Fund D (PNC Bank Common Stock fund). At December 31, total participants in each fund were as follows:

<TABLE>  
<CAPTION>

	1993	1992
	-----	
<S>	<C>	<C>
Fund A	8,041	7,730
Fund B	7,184	7,210
Fund C	8,892	9,857
Fund D	13,604	13,639

</TABLE>

Employer matching contributions for participants whose age is 55 years or under are made in PNC Bank Common Stock. Participants over age 55 can choose to have their matching contribution made in PNC Bank Common Stock or in cash to invest in the other three funds.

The Plan has a loan feature that allows participants to borrow against their balance in accordance with the loan policies established by the Administrative Committee. Such borrowings are reflected in the Loan Fund. At December 31, 1993, the Plan was committed to fund approximately \$3.6 million in participant loans, of which approximately \$1.3 million represents refinancings of existing loans. Under certain circumstances, the Plan permits withdrawals by

participants.

Although it has not expressed an interest to do so, PNC Bank has the right under the Plan to discontinue contributions at any time and to terminate the Plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan includes a leveraged employee stock ownership plan (ESOP). In September 1989, the ESOP borrowed \$140 million from PNC Bank and purchased approximately 7,350,000 shares of PNC Bank Common Stock through open market purchases. The unallocated shares of PNC Bank Common Stock are pledged as security on the ESOP note. The ESOP shares are used to match a portion of the employer's matching contributions to the Plan.

- 11 -  
PNC Bank Corp.  
Incentive Savings Plan

Notes to Financial Statements (continued)

2. DESCRIPTION OF THE PLAN (CONTINUED)

PNC Bank is obligated to make annual contributions sufficient to fund principal and interest payments on the ESOP note net of investment income and realized gains and losses in the unallocated ESOP fund. Shares of PNC Bank Common Stock allocated to participants totaled 572,335 in 1993 and 434,500 in 1992.

During 1993, the original ESOP note was replaced with medium term fixed rate notes. The effective interest rate on the new fixed rate notes was 4.76% in 1993. Principal and interest payments are due on a semi-annual basis. The following is a schedule of debt maturities:

<TABLE>	<C>
<S>	
1994	\$ --
1995	11,400,000
1996	14,000,000
1997	16,900,000
1998	20,100,000
1999 and thereafter	47,600,000
	-----
	\$110,000,000
	=====

</TABLE>

At December 31, 1993, the ESOP held 5,231,028 unallocated shares of PNC Bank Common Stock with a market value of \$151,699,812 and \$2,882,833 in short-term investment funds. These assets will be used to match future participant contributions.

3. INVESTMENTS

The Plan is comprised of investment funds representing both the employer's and the participants' contributions. Records are maintained to account for the noncontributory and the voluntary portion of each fund.

- 12 -  
PNC Bank Corp.  
Incentive Savings Plan

Notes to Financial Statements (continued)

3. INVESTMENTS (CONTINUED)

Net realized and unrealized appreciation in aggregate fair value of securities was as follows:

<TABLE>	NET REALIZED AND UNREALIZED APPRECIATION IN FAIR VALUE FOR YEAR ENDED DECEMBER 31		
<CAPTION>	1993	1992	1991
	-----	-----	-----
<S>	<C>	<C>	<C>
Common stock	\$11,059,012	\$65,898,182	\$166,128,705
Preferred stock	420	7,310	16,503
Corporate obligations	152,902	87,682	--
U.S. Government and agency securities	759,077	2,406	1,768,692
Collective funds	1,142,081	850,644	3,836,755
Other	--	8,239	--
	-----	-----	-----
	\$13,113,492	\$66,854,463	\$171,750,655

</TABLE>

The fair value of individual investments that represents 5 percent or more of the Plan's net assets is as follows:

<TABLE>  
<CAPTION>

	DECEMBER 31	
	1993	1992
<S>	<C>	<C>
PNC Bank Corp. Common Stock	\$365,889,775	\$357,996,966
PNC Money Market Portfolio	63,197,125	69,973,564
PNC Index Equity Portfolio Fund	21,478,252	19,713,716

</TABLE>

- 13 -  
PNC Bank Corp.  
Incentive Savings Plan

Notes to Financial Statements (continued)

3. INVESTMENTS (CONTINUED)

The net assets available for plan benefits for the Plan's investment funds were as follows:

December 31, 1993

<TABLE>  
<CAPTION>

BANK STOCK- D	COMMON STOCK- FUND A	INTERMEDIATE- TERM FIXED INCOME-FUND B	SHORT-TERM FIXED INCOME- FUND C	PNC CORP. FUND
<S>	<C>	<C>	<C>	<C>
Investments at fair value:				
Common stock:				
PNC Bank Corp.	\$ --	\$ --	\$ --	
\$155,765,635				
Other	48,105,737	--	--	
--				
PNC Bank Corp. preferred stock	--	--	--	
39,433				
Corporate debt securities	--	6,134,410	--	
--				
Short-term investment funds	5,138,462	857,353	51,021,486	
2,901,292				
U.S. Government and agency securities	--	30,914,648	--	
--				
Collective funds	21,478,252	1,103,339	--	
--				
Other investments	--	472,446	100,000	
--				
Participant loans	--	--	--	
--				
-----				
Total investments	74,722,451	39,482,196	51,121,486	
158,706,360				
Contribution receivable from employer	36,832	28,028	47,958	
--				
Accrued income	98,716	631,679	134,712	
9,504				
Due to (from) fund	11,156	68,468	35,187	
1,656,559				
-----				
Total assets	74,869,155	40,210,371	51,339,343	
160,372,423				
ESOP note payable	--	--	--	
--				
Benefits payable to participants	(1,435,099)	(720,859)	(810,118)	
(3,852,002)				
-----				
Net assets available for plan benefits	\$73,434,056	\$39,489,512	\$50,529,225	
\$156,520,421				

</TABLE>

<TABLE>  
<CAPTION>

	PNC BANK CORP. ALLOCATED ESOP FUND	PNC BANK CORP. UNALLOCATED ESOP FUND	LOAN FUND	TOTAL
-----				
<S>	<C>	<C>	<C>	<C>
Investments at fair value:				
Common stock:				
PNC Bank Corp.	\$58,424,328	\$ 151,699,812	\$ --	\$
365,889,775				
Other	--	--	--	
48,105,737				
PNC Bank Corp. preferred stock	--	--	--	
39,433				
Corporate debt securities	--	--	--	
6,134,410				
Short-term investment funds	--	2,882,834	395,698	
63,197,125				
U.S. Government and agency securities	--	--	--	
30,914,648				
Collective funds	--	--	--	
22,581,591				
Other investments	--	--	--	
572,446				
Participant loans	--	--	21,661,680	
21,661,680				
-----				
Total investments	58,424,328	154,582,646	22,057,378	
559,096,845				
Contribution receivable from employer	--	--	--	
112,818				
Accrued income	2,866	9,342	697	
887,516				
Due to (from) fund	3,473,684	(5,116,852)	(128,202)	
--				
-----				
Total assets	61,900,878	149,475,136	21,929,873	
560,097,179				
ESOP note payable	--	(110,000,000)	--	
(110,000,000)				
Benefits payable to participants	--	--	--	
(6,818,078)				
-----				
Net assets available for plan benefits	\$61,900,878	\$ 39,475,136	\$21,929,873	\$
443,279,101				

</TABLE>

- 14 -

PNC Bank Corp.  
Incentive Savings Plan

Notes to Financial Statements (continued)

3. INVESTMENTS (CONTINUED)

The net assets available for plan benefits for the Plan's investment funds were as follows:

December 31, 1992

<TABLE>  
<CAPTION>

BANK STOCK- D	COMMON STOCK- FUND A	INTERMEDIATE- TERM FIXED INCOME-FUND B	SHORT-TERM FIXED INCOME- FUND C	PNC CORP. FUND
-----				
<S>	<C>	<C>	<C>	<C>

Investments at fair value:

Common stock:

PNC Bank Corp.	\$	--	\$	--	\$	--
\$150,298,713						
Other		40,666,917		--		--
--						
PNC Bank Corp. preferred stock		--		--		--
39,990						
Corporate debt securities		--		2,615,323		--
--						
Short-term investment funds		2,822,260		1,794,472		58,214,736
4,142,023						
U.S. Government and agency securities		--		29,949,439		--
--						
Collective funds		19,713,716		--		--
--						
Other investments		--		830,993		--
--						
Participant loans		--		--		--
--						

-----  
 Total investments 63,202,893 35,190,227 58,214,736  
 154,480,726

Cash	--	--	30,083
--			
Contribution receivable from employer	68,778	55,671	111,411
--			
Accrued income	95,238	611,658	142,526
8,543			
Due to (from) fund	271,693	185,981	373,632
1,199,338			

-----  
 Total assets 63,638,602 36,043,537 58,872,388  
 155,688,607

ESOP note payable	--	--	--
--			
Benefits payable to participants	(3,590,228)	(2,060,038)	(5,626,374)
(8,594,674)			

-----  
 Net assets available for plan benefits \$60,048,374 \$33,983,499 \$53,246,014  
 \$147,093,933

</TABLE>

<TABLE>  
 <CAPTION>

	PNC BANK CORP. ALLOCATED ESOP FUND	PNC BANK CORP. UNALLOCATED ESOP FUND	LOAN FUND	TOTAL
	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
Investments at fair value:				
Common stock:				
PNC Bank Corp.	\$35,536,251	\$ 172,162,002	\$ --	\$
357,996,966				
Other	--	--	--	
40,666,917				
PNC Bank Corp. preferred stock	--	--	--	
39,990				
Corporate debt securities	--	--	--	
2,615,323				
Short-term investment funds	--	1,519,864	1,480,209	
69,973,564				
U.S. Government and agency securities	--	--	--	
29,949,439				
Collective funds	--	--	--	
19,713,716				
Other investments	--	--	--	
830,993				
Participant loans	--	--	18,838,074	
18,838,074				
-----				
Total investments	35,536,251	173,681,866	20,318,283	
540,624,982				
Cash	--	--	--	

30,083			
Contribution receivable from employer	--	--	--
235,860			
Accrued income	--	4,132	2,428
864,525			
Due to (from) fund	8,544,263	(9,322,584)	(1,252,323)
--			
-----			
Total assets	44,080,514	164,363,414	19,068,388
541,755,450			
ESOP note payable	--	(130,700,000)	--
(130,700,000)			
Benefits payable to participants	--	--	--
(19,871,314)			
-----			
Net assets available for plan benefits	\$44,080,514	\$ 33,663,414	\$19,068,388
391,184,136			\$

</TABLE>

- 15 -

PNC Bank Corp.  
Incentive Savings Plan

Notes to Financial Statements (continued)

3. INVESTMENTS (CONTINUED)

The changes in net assets available for plan benefits for the Plan's investment funds were as follows:

Year ended December 31, 1993

<TABLE>  
<CAPTION>

BANK	COMMON	INTERMEDIATE-	SHORT-TERM	PNC
STOCK-	STOCK-	TERM FIXED	FIXED INCOME-	CORP.
D	FUND A	INCOME-FUND B	FUND C	FUND
	-----			
<S>	<C>	<C>	<C>	<C>
Net assets available for plan benefits at December 31, 1992	\$60,048,374	\$33,983,499	\$53,246,014	
\$147,093,933				
Additions:				
Interest and dividends	2,129,796	2,469,705	1,732,255	
6,288,509				
Contributions:				
Employer	310,953	227,374	418,800	
107,680				
Employee	6,330,784	3,782,203	5,157,880	
5,619,126				
Rollover	476,369	304,357	71,788	
343,005				
Loan activity:				
Loans paid out	(3,285,473)	(2,380,354)	(3,719,025)	
(6,404,848)				
Principal payments transferred	1,193,524	759,103	1,351,381	
1,792,617				
Loan payoffs transferred	1,311,797	979,199	1,698,328	
2,532,702				
Interest payments transferred	312,661	200,723	337,622	
483,615				
Short-term investment fund interest transferred	1,784	1,123	1,960	
2,844				
Other	--	--	--	
--				
Deductions:				
Payments to participants or beneficiaries	(3,756,531)	(2,341,777)	(7,482,584)	
(14,889,245)				
Net transfers	2,356,881	(42,053)	(6,054,620)	
4,556,459				
ESOP activity:				
Interest expense	--	--	--	
--				

Other ESOP activity	--	--	--
48,180			
Net realized and unrealized appreciation	5,494,419	880,658	--
2,989,964			
Acquisitions	508,718	665,752	3,769,426
5,955,880			
-----			
Net assets available for plan benefits			
at December 31, 1993	\$73,434,056	\$39,489,512	\$50,529,225
\$156,520,421			

</TABLE>

<TABLE>  
<CAPTION>

	PNC BANK CORP. ALLOCATED ESOP FUND	PNC BANK CORP. UNALLOCATED ESOP FUND	LOAN FUND	TOTAL
	<C>	<C>	<C>	<C>
Net assets available for plan benefits				
at December 31, 1992	\$44,080,514	\$ 33,663,414	\$19,068,388	
\$391,184,136				
Additions:				
Interest and dividends	1,672,651	6,979,883	1,358,439	
22,631,238				
Contributions:				
Employer	--	18,299,992	--	
19,364,799				
Employee	--	--	--	
20,889,993				
Rollover	--	--	--	
1,195,519				
Loan activity:				
Loans paid out	--	--	15,789,700	
--				
Principal payments transferred	--	--	(5,096,625)	
--				
Loan payoffs transferred	--	--	(6,522,026)	
--				
Interest payments transferred	--	--	(1,334,621)	
--				
Short-term investment fund interest	--	--	(7,711)	
transferred				
--				
Other	--	--	(578,071)	
(578,071)				
Deductions:				
Payments to participants or beneficiaries	(1,322,315)	--	(747,600)	
(30,540,052)				
Net transfers	(2,486,698)	1,670,031	--	
--				
ESOP activity:				
Interest expense	--	(4,881,729)	--	
(4,881,729)				
Other ESOP activity	19,308,995	(19,357,175)	--	
--				
Net realized and unrealized appreciation	647,731	3,100,720	--	
13,113,492				
Acquisitions	--	--	--	
10,899,776				
-----				
Net assets available for plan benefits				
at December 31, 1993	\$61,900,878	\$ 39,475,136	\$21,929,873	
\$443,279,101				

</TABLE>

- 16 -

PNC Bank Corp.  
Incentive Savings Plan

Notes to Financial Statements (continued)

### 3. INVESTMENTS (CONTINUED)

The changes in net assets available for plan benefits for the Plan's investment funds were as follows:

Year ended December 31, 1992

<TABLE>

<CAPTION>

BANK STOCK- D	COMMON STOCK- FUND A	INTERMEDIATE- TERM FIXED INCOME-FUND B	SHORT-TERM FIXED INCOME- FUND C	PNC CORP. FUND
-----				
<S>	<C>	<C>	<C>	<C>
Net assets available for plan benefits at December 31, 1991 \$128,523,049	\$52,947,628	\$32,321,056	\$ 58,399,414	
Additions:				
Interest and dividends 5,847,900	1,628,741	2,415,966	2,174,428	
Contributions:				
Employer 1,801,951	368,439	303,088	676,195	
Employee 4,501,281	5,419,629	3,733,205	6,087,576	
Rollover 215,920	702,350	747,909	414,115	
Loan activity:				
Loans paid out (6,156,456)	(3,132,381)	(2,092,846)	(4,312,317)	
Principal payments transferred 2,904,229	1,666,148	1,226,071	2,598,192	
Interest payments transferred 446,412	281,672	198,846	406,466	
Short-term investment fund interest transferred 8,743	5,302	4,021	8,711	
Other --	--	--	--	
Deductions:				
Payments to participants or beneficiaries (20,846,468)	(6,521,333)	(4,831,405)	(12,831,657)	
Net transfers (1,175,759)	3,203,637	(653,315)	(1,423,860)	
ESOP activity:				
Interest expense --	--	--	--	
ESOP payouts 2,156,056	--	--	--	
Other ESOP activity 82,073	--	--	--	
Distributions for terminated employees (93,762)	(4,315)	(11,775)	(51,106)	
Net realized and unrealized appreciation (depreciation) 27,786,475	2,968,057	(1,750)	--	
Acquisitions 1,092,289	514,800	624,428	1,099,857	
-----				
Net assets available for plan benefits at December 31, 1992 \$147,093,933	\$60,048,374	\$33,983,499	\$ 53,246,014	

</TABLE>

<TABLE>

<CAPTION>

	PNC BANK CORP. ALLOCATED ESOP FUND	PNC BANK CORP. UNALLOCATED ESOP FUND	LOAN FUND	TOTAL
-----				
<S>	<C>	<C>	<C>	<C>
Net assets available for plan benefits at December 31, 1991 \$322,405,394	\$23,336,176	\$ 14,040,264	\$12,837,807	
Additions:				
Interest and dividends 21,370,075	1,173,811	6,769,419	1,359,810	
Contributions:				
Employer 8,549,673	--	5,400,000	--	
Employee 19,741,691	--	--	--	
Rollover	--	--	--	

2,080,294			
Loan activity:			
Loans paid out	--	--	15,694,000
Principal payments transferred	--	--	(8,394,640)
Interest payments transferred	--	--	(1,333,396)
Short-term investment fund interest transferred	--	--	(26,777)
Other (353,256)	--	--	(353,256)
Deductions:			
Payments to participants or beneficiaries (46,340,796)	(545,476)	--	(764,457)
Net transfers	323,107	(323,107)	49,297
ESOP activity:			
Interest expense (6,282,878)	--	(6,282,878)	--
ESOP payouts	(2,156,056)	--	--
Other ESOP activity	16,036,279	(16,118,352)	--
Distributions for terminated employees (171,898)	(10,940)	--	--
Net realized and unrealized appreciation (depreciation)	5,923,613	30,178,068	--
Acquisitions 66,854,463	--	--	--
3,331,374			
-----			
Net assets available for plan benefits at December 31, 1992	\$44,080,514	\$ 33,663,414	\$19,068,388
\$391,184,136			

</TABLE>

- 17 -

PNC Bank Corp.  
Incentive Savings Plan

Notes to Financial Statements (continued)

3. INVESTMENTS (CONTINUED)

The changes in net assets available for plan benefits for the Plan's investment funds were as follows:

Year ended December 31, 1991

<TABLE>				
<CAPTION>				
BANK	COMMON	INTERMEDIATE-	SHORT-TERM	PNC
STOCK-	STOCK-	TERM FIXED	FIXED INCOME-	CORP.
D	FUND A	INCOME-FUND B	FUND C	FUND
-----				
<S>	<C>	<C>	<C>	<C>
Net assets available for plan benefits at December 31, 1990	\$36,007,663	\$25,305,511	\$51,483,692	\$
48,455,316				
Additions:				
Interest and dividends	1,181,244	1,958,672	3,672,798	
4,493,298				
Contributions:				
Employer	326,160	298,411	752,117	
5,264,191				
Employee	3,990,953	3,238,434	6,178,111	
3,872,719				
Rollover	165,780	85,229	135,597	
118,676				
Loan activity:				
Loans paid out	(1,685,913)	(1,301,287)	(2,814,448)	
(3,316,253)				
Principal payments transferred	1,186,102	847,674	2,040,665	
2,667,196				
Interest payments transferred	201,268	155,353	378,641	
405,727				

Short-term investment fund interest transferred	2,082	1,502	3,825
4,663			
Other	--	--	--
--			
Deductions:			
Payments to participants or beneficiaries (9,082,657)	(3,012,009)	(2,781,261)	(7,883,825)
Net transfers (1,308,989)	449,700	207,044	652,249
ESOP activity:			
Interest expense	--	--	--
--			
ESOP payouts 967,559	--	--	--
Other ESOP activity 102,035	--	--	--
Distributions for terminated employees (676,848)	(392,363)	(492,197)	(1,106,503)
Net realized and unrealized appreciation 65,546,098	11,014,922	1,878,997	--
Acquisitions 11,010,318	3,512,039	2,918,974	4,906,495
-----			
Net assets available for plan benefits at December 31, 1991	\$52,947,628	\$32,321,056	\$58,399,414
\$128,523,049			

</TABLE>

<TABLE>  
<CAPTION>

	PNC BANK CORP. ALLOCATED ESOP FUND	PNC BANK CORP. UNALLOCATED ESOP FUND	LOAN FUND	TOTAL
	<C>	<C>	<C>	<C>
Net assets available for plan benefits at December 31, 1990	\$ 5,450,339	\$ (66,032,381)	\$10,705,981	
\$111,376,121				
Additions:				
Interest and dividends 20,333,677	677,244	7,197,359	1,153,062	
Contributions:				
Employer 14,565,872	--	7,924,993	--	
Employee 17,280,217	--	--	--	
Rollover 505,282	--	--	--	
Loan activity:				
Loans paid out	--	--	9,117,901	
--				
Principal payments transferred	--	--	(6,741,637)	
--				
Interest payments transferred	--	--	(1,140,989)	
--				
Short-term investment fund interest transferred	--	--	(12,072)	
--				
Other (839,778)	--	--	(839,778)	
Deductions:				
Payments to participants or beneficiaries (22,793,767)	(34,015)	--	--	
Net transfers	(64,797)	64,793	--	
--				
ESOP activity:				
Interest expense (9,446,076)	--	(9,446,076)	--	
ESOP payouts	(610,274)	(357,285)	--	
--				
Other ESOP activity	9,712,176	(9,814,211)	--	
--				
Distributions for terminated employees (3,269,974)	(602,063)	--	--	
Net realized and unrealized appreciation 171,750,655	8,807,566	84,503,072	--	
Acquisitions 22,943,165	--	--	595,339	
-----				

-----  
 Net assets available for plan benefits  
 at December 31, 1991 \$23,336,176 \$ 14,040,264 \$12,837,807  
 \$322,405,394

=====  
 </TABLE>

PNC Bank Corp.  
 Incentive Savings Plan

Notes to Financial Statements (continued)

4. TRANSACTIONS WITH PARTIES-IN-INTEREST

The Investment Management and Trust Division of PNC Bank, N.A., a wholly owned subsidiary of PNC Bank, administers the Plan, maintains discretionary investment power, and is the safekeeping agent. PNC Bank pays administrative costs incurred by the Plan. The Investment Management and Trust Division of PNC Bank, Ohio, N.A., a wholly owned subsidiary of PNC Bank, administers the ESOP portion of the Plan.

5. INCOME TAX STATUS

The Plan has not yet requested a letter of determination from the IRS to qualify under Section 401(a) of the Internal Revenue Code (Code) and to exempt the trust from taxation under Section 501(a) of the Code. Each predecessor plan had received a favorable ruling from the IRS. The Plan Administrator expects to request a letter of determination in 1994 and is not aware of any events or actions that have occurred in the operation of the Plan that would result in its disqualification.

PNC Bank Corp.  
 Incentive Savings Plan  
 Assets Held for Investment  
 December 31, 1993

COMMON STOCK-FUND A

<TABLE>  
 <CAPTION>

IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE
-----			
	# OF SHARES		
<S>	<C>	<C>	<C>
Common Stock			
-----			
Arco Chemical Co	5,200	\$ 193,427	\$ 224,900
Allied Signal Inc	3,400	142,164	268,600
Alltel Corp	17,000	479,485	501,500
Ambac Inc	8,100	268,488	340,200
Amerada Hess Corp	9,500	399,366	428,688
American Electric Power Inc	9,000	245,147	334,125
American General Corp	8,000	150,875	229,000
American Home Products Corp	6,000	385,706	388,500
American International Group	10,200	579,656	895,050
American Telephone & Telegraph	9,000	402,165	472,500
AMP Inc	8,000	423,182	505,000
AON Corp	6,000	152,298	290,250
Arrow Electronics Inc	12,000	468,756	501,000
Atlantic Richfield Co	2,600	264,323	273,650
Beckman Instruments Inc New	19,000	333,105	520,125
Bell Atlantic Corp	8,000	378,010	474,000
Bellsouth Corp	11,000	565,447	638,000
Boeing Co	26,000	1,020,675	1,124,500
Bowater Inc	5,000	120,890	115,000
Bristol Myers Squibb Co	14,200	851,735	827,150

British Airways PLC ADR	14,100	691,730	937,650
British Petroleum PLC	5,000	266,974	320,000
Champion International Corp	5,000	170,243	166,875
Chubb Corp	10,800	839,629	841,050
Comerica Inc	12,000	328,903	319,500
Consolidated Rail Corp	2,200	34,659	147,125
Corestates Financial Corp	11,000	213,174	287,375
Dean Witter Discover & Co	7,761	304,317	268,725
Delta Air Lines Inc	3,000	189,282	163,875
Diamond Shamrock Inc	12,900	310,543	312,825
Dow Chemical Co	4,600	276,169	261,050
Dupont E I De Nemours & Co	17,525	807,910	845,581
Dun & Bradstreet Corp	10,000	505,343	616,250
Emerson Electric Co	8,000	466,560	482,000

- 20 -

Assets Held for Investment (continued)

<TABLE>			
<CAPTION>			
IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE
-----			
<S>	<C>	<C>	<C>
Exxon Corp	12,200	694,299	770,125
FPL Group Inc	10,000	366,640	391,250
Federal National Mortgage Assn	7,000	398,559	549,500
Federal Paper Board Co Inc	6,500	117,458	138,125
Fingerhut Cos Inc	15,800	133,617	444,375
First Brands Corp	8,096	215,102	279,312
First Chicago Corp	14,300	416,355	618,475
Ford Motor Co	16,400	760,275	1,057,800
General Electric Co	9,600	635,764	1,006,800
General Motors Corp	10,000	380,557	548,750
General Motors Corp Class E	14,000	418,278	409,500
Hewlett-Packard Co	2,200	121,416	173,800
IMC Fertilizer Group Inc	12,400	464,130	562,650
ITT Corp	2,800	157,899	255,500
INCO Ltd	6,000	144,063	161,250
International Business Machines	8,300	660,852	468,950
International Paper Co	8,700	552,380	589,425
Johnson & Johnson	12,000	386,430	538,500
K Mart Corp	10,700	190,366	230,050
Kaufman & Broad Home Corp	11,000	120,940	261,250
Lilly Eli & Co	6,200	312,243	368,125
Lubrizol Corp	33,000	1,000,729	1,126,125
MBIA Inc	4,100	143,572	257,787
MCI Communications Corp	29,000	475,915	819,250
Mercantile Stores Inc	13,000	452,777	471,250
Merck & Co Inc	23,950	752,099	823,281
Meridian Bancorp Inc	29,000	680,914	826,500
Michigan National Corp	7,000	245,880	402,500
Minnesota Mining & Manufacturing	4,000	364,190	435,000
Mobil Corp	10,000	696,758	791,250
Monsanto Co	16,200	939,829	1,188,675
Morgan, J P & Co Inc	7,000	401,450	485,625
Motorola Inc	5,000	201,058	461,250
Nationsbank Corp	15,000	726,756	735,000
Norfolk Southern Corp	6,000	156,930	423,000
Nynex Corp	5,500	217,310	220,687
Ohio Edison Co	16,700	323,718	379,925
PPG Industries Inc	6,000	395,830	455,250
Phelps Dodge Corp	8,300	286,386	404,625
Philadelphia Electric Co	14,000	287,570	423,500
Philip Morris Companies Inc	8,000	553,597	445,000
Phillips Petroleum Co	7,200	180,310	208,800

- 21 -

Assets Held for Investment (continued)

<TABLE>			
<CAPTION>			
IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE
-----			

<S>	<C>	<C>	<C>
Primerica Corp New	10,000	444,550	388,750
Public Service Enterprise Group Inc	7,000	183,741	224,000
Reynolds Metals Co	13,000	648,594	589,875
Rochester Gas & Electric Corp	10,000	172,150	262,500
Royal Dutch Petroleum Co	5,200	404,001	542,750
Schlumberger Ltd	7,000	406,326	413,875
Scott Paper Co	4,500	158,424	185,063
Sears Roebuck & Co	4,300	137,647	227,362
Smithkline Beecham PLC	5,200	86,702	142,350
Societe Nationale Elf Aquitaine	16,000	488,383	566,000
Southern Co	4,500	108,904	198,563
Stratus Computer Inc	16,000	469,985	502,000
TIG Holdings	20,000	445,580	460,000
T R W Inc	9,000	484,470	623,250
Tenneco Inc	16,500	712,989	868,313
Texaco Inc	8,000	473,184	518,000
Toys R Us Incorporated	12,500	335,511	510,938
UST Inc	10,100	257,025	280,275
Ultramar PLC	12,500	187,672	317,187
Unilever NV	4,000	407,064	462,000
Union Pacific Corp	9,000	328,406	563,625
U S West Inc	10,000	274,189	458,750
United Technologies Corp	8,900	421,597	551,800
Unocal Corp	16,000	471,408	446,000
WD 40 Co	4,200	147,000	201,600
Wal-Mart Stores Inc	10,000	105,146	250,000
Whirlpool Corp	1,500	42,906	99,750
Xerox Corp	3,600	193,576	321,750
		-----	-----
		39,358,667	48,105,737
Short-Term Investment Funds			
-----			
PNC Money Market Portfolio	5,138,462 units	5,138,462	5,138,462
Registered Investment Companies			
-----			
PNC Index Equity Portfolio Fund	1,940,222 units	19,473,413	21,478,252
TOTAL COMMON STOCK-FUND A		-----	-----
		63,970,542	74,722,451

</TABLE>

- 22 -

Assets Held for Investment (continued)

INTERMEDIATE-TERM FIXED INCOME-FUND B

<TABLE>

<CAPTION>

IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE
-----	-----	-----	-----
<S>	<C>	<C>	<C>
U.S. Government and Agency Securities			
-----			
Federal Home Loan Banks	2,500,000 par Cons Bd 6.99% Due 04/25/1997	2,500,000	2,663,275
Federal Home Loan Mtg Corp	238,030 par Group #360044 10.00% Due 01/01/2019	233,865	257,815
Federal Home Loan Mtg Corp	254,125 par Group #380025 9.50% Due 07/01/2003	252,457	267,863
Federal Home Loan Mtg Corp	459,157 par Group #380062 9.50% Due 11/01/2004	456,144	483,979
Federal Home Loan Mtg Corp	483,983 par Group #380066 9.50% Due 01/01/2005	480,807	510,147
Federal National Mtg Assn Prin Strips	3,000,000 Par Prin Pmt on 7.89% Due 03/09/2002	2,038,800	2,560,320
Federal National Mtg Assn	2,000,000 par	2,075,625	2,296,240

	DEB SER 90 8.25% Due 12/18/2000		
Federal National Mtg Assn	2,500,000 par DEB SER 87 7.60% Due 01/10/1997	2,546,094	2,706,250
Federal National Mtg Assn	1,000,000 par DEB SER 92 6.20% Due 01/10/1997	999,375	1,021,250

</TABLE>

- 23 -

Assets Held for Investment (continued)

<TABLE> <CAPTION> IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE
<S>	<C>	<C>	<C>
Federal National Mtg Assn	1,500,000 par 7.55% Due 04/22/2002	1,511,719	1,654,680
Federal National Mtg Assn	1,000,000 par 7.30% Due 07/10/2002	995,000	1,042,500
Federal National Mtg Assn	1,000,000 par DEB 6.95% Due 09/10/2002	998,125	1,042,500
Federal National Mtg Assn	1,000,000 par DEB 7.05% Due 11/12/2002	1,015,937	1,067,500
Federal National Mtg Assn	3,000,000 par DEB 6.40% Due 03/25/2003	3,004,531	3,011,250
Federal National Mtg Assn	800,000 par DEB 5.45% Due 10/10/2003	799,625	771,000
Government Natl Mtg Assn	280,869 par POOL #164012 9.50% Due 09/15/2016	266,825	305,004
Government Natl Mtg Assn	620,512 par POOL #251867 9.00% Due 07/15/2018	614,113	663,557
US Treasury Notes	1,000,000 par 8.625% Due 10/15/1995	1,003,828	1,075,940
US Treasury Notes	1,000,000 par 8.875% Due 11/15/1998	1,030,938	1,157,190
US Treasury Notes	1,000,000 par 9.50% Due 05/15/1994	1,017,969	1,022,190
US Treasury Notes	1,000,000 par 8.625% Due 08/15/1994	994,760	1,031,090

</TABLE>

- 24 -

Assets Held for Investment (continued)

<TABLE> <CAPTION> IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE
<S>	<C>	<C>	<C>
US Treasury Notes	1,000,000 par 7.875% Due 07/15/1996	996,250	1,081,720
US Treasury Notes	1,300,000 par	1,283,479	1,469,208

	8.00% Due 08/15/1999		
US Treasury Notes	1,500,000 par 8.50% Due 11/15/2000	1,519,570	1,752,180
		-----	-----
		28,635,836	30,914,648
Corporate Debt Securities			
-----			
Consol Natural Gas Co	1,000,000 par DEB 5.75% Due 08/01/2003	983,750	970,230
Federal Natl Mtg Assoc	400,000 par DEB SER 89 9.15% Due 09/10/1999	395,375	411,000
Ford Mtr Cr Corp	2,000,000 par NTS 6.375% Due 12/15/2005	1,961,480	1,967,400
General Motors Corp Note	750,000 par 7.625% Due 02/15/1997	749,820	794,910
Scott Paper Co Deb	1,795,000 par 8.30% Due 03/15/2004	1,777,822	1,990,870
		-----	-----
		5,868,247	6,134,410
Other Investments			
-----			
GMAC 1991-C Grantor Tr	467,481 par Asset Backed CTF 5.70% Due 12/15/1996	466,605	472,446

</TABLE>

- 25 -

Assets Held for Investment (continued)

<TABLE>			
<S>	<C>	<C>	<C>
Short-Term Investment Funds			
-----			
PNC Money Market Portfolio	857,353 units	857,353	857,353
Registered Investment Companies			
-----			
PNC Short-Term Bond Portfolio	111,000 par	1,109,955	1,103,339
		-----	-----
TOTAL INTERMEDIATE-TERM FIXED INCOME-FUND B		36,937,996	39,482,196

</TABLE>

- 26 -

Assets Held for Investment (continued)

SHORT-TERM FTXED INCOME-FUND C

<TABLE>			
<CAPTION>			
IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE
-----			
<S>	<C>	<C>	<C>
Other Investments			
-----			
First Fed S/L Harrisburg CD	100,000 par #4019 DTD 01/06/1992 5.65% Due 01/06/1994	100,000	100,000
		-----	-----
		100,000	100,000

Short-Term Investment Funds

PNC Money Market Portfolio	51,021,486 units	51,021,486	51,021,486
TOTAL SHORT-TERM FIXED INCOME-FUND C		51,121,486	51,121,486

</TABLE>

- 27 -

Assets Held for Investment (continued)

PNC BANK CORP. STOCK-FUND D

IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE
Common Stock			
PNC Bank Corp.	5,371,229 shares	94,161,300	155,765,635
Preferred Stock			
PNC Bank Corp.	839 shares	8,521	39,433
Short-Term Investment Funds			
PNC Money Market Portfolio	2,901,292 units	2,901,292	2,901,292
TOTAL PNC BANK CORP. STOCK-FUND D		97,071,113	158,706,360

</TABLE>

- 28 -

Assets Held for Investment (continued)

ESOP ACCOUNT

IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE
Common Stock			
PNC Bank Corp.:			
Allocated Account	2,014,632 shares	39,566,759	58,424,328
Unallocated Account	5,231,028 shares	99,189,490	151,699,812
		138,756,249	210,124,140
Short-Term Investment Funds			
PNC Money Market Portfolio	2,882,834 units	2,882,834	2,882,834
TOTAL ESOP ACCOUNT		141,639,083	213,006,974

</TABLE>

- 29 -

Assets Held for Investment (continued)

LOAN FUND

<TABLE>  
<CAPTION>

IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE
<S>	<C>	<C>	<C>
Participant Loans			
Installment Loans			
89-01	661,800 par Effective January, 1989 10.50%	963	963
89-02	550,800 par Effective February, 1989 10.50%	148	148
89-03 CFC	361,950 par Citizens Fidelity Corp Effective February, 1989 10.50%	1,015	1,015
CFC-88	2,742,862 par Citizens Fidelity Corp Effective February, 1989 At Various Rates	80	80
89-03	420,900 par Effective March, 1989 11.50%	1,177	1,177
89-04	551,700 par Effective April, 1989 11.50%	2,454	2,454
89-05	890,900 par Effective May, 1989 11.50%	28,085	28,085
89-06	694,100 par Effective June, 1989 11.50%	12,826	12,826

</TABLE>

- 30 -

Assets Held for Investment (continued)

<TABLE>  
<CAPTION>

IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE
<S>	<C>	<C>	<C>
89-07	549,800 par Effective July, 1989 11.00%	13,219	13,219
89-08	869,400 par Effective August, 1989 10.50%	8,319	8,319
89-09	1,472,600 par Effective September, 1989 10.50%	20,030	20,030
89-10	328,800 par Effective October, 1989	1,077	1,077

	10.50%		
89-11	348,800 par Effective November, 1989 10.50%	14,566	14,566
89-12	262,800 par Effective December, 1989 10.50%	5,605	5,605
90-01	328,500 par Effective January, 1990 10.50%	20,931	20,931
90-02	603,800 par Effective February, 1990 10.00%	16,883	16,883
90-03	464,800 par Effective March, 1990 10.00%	15,234	15,234
90-04	408,900 par Effective April, 1990 10.00%	37,592	37,592

</TABLE>

- 31 -

Assets Held for Investment (continued)

<TABLE> <CAPTION>			
IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE
-----			
<S>	<C>	<C>	<C>
90-05	700,300 par Effective May, 1990 10.00%	36,279	36,279
90-06	537,100 par Effective June, 1990 10.00%	39,607	39,607
90-07	489,100 par Effective July, 1990 10.00%	10,682	10,682
90-08	559,800 par Effective August, 1990 10.00%	46,000	46,000
90-09	979,000 par Effective September, 1990 10.00%	43,663	43,663
90-10	423,000 par Effective October, 1990 10.00%	12,609	12,609
90-11	442,500 par Effective November, 1990 10.00%	16,273	16,273
90-12	232,200 par Effective December, 1990 10.00%	22,907	22,907
BOD-90	595,341 par Bank of Delaware Effective January, 1991 At various rates	38,751	38,751
91-01	418,100 par Effective January, 1991 10.00%	41,361	41,361

</TABLE>

Assets Held for Investment (continued)

<TABLE> <CAPTION>			
IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE
-----			
<S>	<C>	<C>	<C>
91-02	643,300 par Effective February, 1991 9.50%	33,602	33,602
91-03	714,000 par Effective March, 1991 9.00%	58,888	58,888
91-04	572,900 par Effective April, 1991 9.00%	67,278	67,278
91-05	1,270,800 par Effective May, 1991 9.00%	119,601	119,601
91-06	955,200 par Effective June, 1991 8.50%	81,306	81,306
91-07	954,400 par Effective July, 1991 8.50%	143,715	143,715
91-08	1,507,100 par Effective August, 1991 8.50%	195,534	195,534
91-09	1,579,700 par Effective September, 1991 8.50%	267,452	267,452
91-12	2,235,000 par Effective December, 1991 8.00%	482,123	482,123
CCNB92-1	114,275 par Effective January, 1992 At various rates	58,168	58,168

</TABLE>

Assets Held for Investment (continued)

<TABLE> <CAPTION>			
IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE
-----			
<S>	<C>	<C>	<C>
CCNB92-2	15,991 par Effective February, 1992 At various rates	8,767	8,767
92-03	3,962,900 par Effective March, 1992 6.50%	1,275,162	1,275,162
92-06	3,931,400 par Effective June, 1992	1,320,558	1,320,558

	6.50%		
92-09	4,333,500 par Effective September, 1992 6.50%	1,960,098	1,960,098
92-12	2,505,000 par Effective December, 1992 6.00%	1,814,571	1,814,571
93-03	3,459,000 par Effective March, 1993 6.00%	2,638,366	2,638,366
93-03-X	16,600 par Effective March, 1993 6.00%	15,727	15,727
93-06	4,122,800 par Effective June, 1993 6.00%	3,621,476	3,621,476
93-06-X	1,000 par Effective June, 1993 6.00%	817	817
93-09	4,667,500 par Effective September, 1993 6.00%	4,464,449	4,464,449
		-----	
		19,135,994	19,135,994

</TABLE>

- 34 -

Assets Held for Investment (continued)

<TABLE>  
<CAPTION>

IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE
-----	-----	-----	-----
<S>	<C>	<C>	<C>
Mortgage Loans			
-----	-----	-----	-----
89-01-M	15,000 par Effective January, 1989 10.50%	8,239	8,239
89-03CFC-M	41,300 par Citizens Fidelity Corp. Effective February, 1989 10.50%	15,205	15,205
CFC88-M	349,104 par Citizens Fidelity Corp. Effective February, 1989 At various rates	19,450	19,450
89-03-M	19,700 par Effective March, 1989 11.50%	3,789	3,789
89-04-M	42,900 par Effective April, 1989 11.50%	12,176	12,176
89-05-M	59,700 par Effective May, 1989 11.50%	1,702	1,702
89-06-M	85,300 par Effective June, 1989 11.50%	12,802	12,802
89-07-M	19,000 par Effective July, 1989 11.00%	6,386	6,386

89-08-M	72,400 par Effective August, 1989 10.50%	12,768	12,768
---------	--	--------	--------

</TABLE>

- 35 -

Assets Held for Investment (continued)

<TABLE>  
<CAPTION>

IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE
<S> 89-09-M	<C> 119,900 par Effective September, 1989 10.50%	<C> 50,767	<C> 50,767
89-12-M	4,600 par Effective December, 1989 10.50%	3,314	3,314
90-02-M	12,800 par Effective February, 1990 10.00%	10,393	10,393
90-03-M	88,100 par Effective March, 1990 10.00%	32,309	32,309
90-04-M	66,600 par Effective April, 1990 10.00%	24,309	24,309
90-05-M	38,700 par Effective May, 1990 10.00%	10,961	10,961
90-06-M	41,000 par Effective June, 1990 10.00%	20,329	20,329
90-07-M	49,500 par Effective July, 1990 10.00%	7,592	7,592
90-08-M	80,200 par Effective August, 1990 10.00%	70,029	70,029
90-09-M	33,700 par Effective September, 1990 10.00%	26,725	26,725

</TABLE>

- 36 -

Assets Held for Investment (continued)

<TABLE>  
<CAPTION>

IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE
<S> 90-10-M	<C> 6,400 par Effective October, 1990 10.00%	<C> 3,218	<C> 3,218
90-12-M	11,200 par Effective December, 1990 10.00%	10,094	10,094
91-02-M	83,400 par Effective February, 1991	71,664	71,664

	9.50%		
91-03-M	58,700 par Effective March, 1991 9.00%	30,425	30,425
91-04-M	59,000 par Effective April, 1991 9.00%	37,684	37,684
91-05-M	57,000 par Effective May, 1991 9.00%	36,721	36,721
91-07-M	118,700 par Effective July, 1991 8.50%	61,731	61,731
91-08-M	60,100 par Effective August, 1991 8.50%	36,497	36,497
91-09-M	42,800 par Effective September, 1991 8.50%	34,979	34,979
91-12-M	92,200 par Effective December, 1991 8.00%	64,685	64,685

</TABLE>

- 37 -

Assets Held for Investment (continued)

<TABLE> <CAPTION>			
IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE
-----			
<S>	<C>	<C>	<C>
92-09-M	287,300 par Effective September, 1992 6.50%	251,829	251,829
92-03-M	504,700 par Effective March, 1992 6.50%	341,474	341,474
92-06-M	347,100 par Effective June, 1992 At various rates	261,166	261,166
92-12-M	148,700 par Effective December, 1992 6.00%	139,785	139,785
93-03-M	203,200 par Effective March, 1993 6.00%	195,147	195,147
93-06-M	309,100 par Effective June, 1993 6.00%	223,218	223,218
93-09-M	379,300 par Effective September, 1993 6.00%	376,124	376,124
		-----	-----
		2,525,686	2,525,686
		-----	-----
		21,661,680	21,661,680

Short-Term Investment Funds

-----			
PNC Money Market Portfolio	395,698 units	395,698	395,698

TOTAL LOAN FUND	22,057,378	22,057,378
TOTAL PNC BANK CORP. INCENTIVE SAVINGS PLAN	\$412,797,598	\$559,096,845

- 38 -

PNC Bank Corp.  
Incentive Savings Plan

Transactions or Series of Transactions in Excess  
of 5 Percent of the Fair Value of Plan Assets

Year ended December 31, 1993

<TABLE>  
<CAPTION>

DESCRIPTION OF ASSETS	PURCHASE PRICE	SELLING PRICE	COST OF ASSETS	FAIR VALUE OF ASSETS ON TRANSACTION DATE	NET GAIN (LOSS)
<S>	<C>	<C>	<C>	<C>	<C>
Category (iii)--Series of Transactions in Excess of 5 Percent of Plan Assets					
PNC Bank Corp.	22,565,657		22,565,657	22,565,657	--
PNC Money Market Portfolio	34,362,261		34,362,261	34,362,261	--
PNC Money Market Portfolio		42,397,443	42,397,443	42,397,443	--

There were no category (i), (ii) or (iv) reportable transactions during 1993.

- 39 -

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned thereunto duly authorized.

PNC BANK CORP.  
(REGISTRANT)

Date: June 28, 1994

By /s/ Robert L. Haunschild

Robert L. Haunschild  
SENIOR VICE PRESIDENT AND  
CHIEF FINANCIAL OFFICER

- 40 -

EXHIBIT INDEX

<TABLE>  
<CAPTION>

<C>    <S>  
23.2    Consent of Independent Auditors, filed herewith.

Page of  
Amendment No. 1

<C>    42

</TABLE>



CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8, Number 33-25140) pertaining to the PNC Bank Corp. Incentive Savings Plan and in the related Prospectus of our report dated June 7, 1994 with respect to the financial statements and schedules of the PNC Bank Corp. Incentive Savings Plan included in this Annual Report on Form 10-K/A (Amendment No. 1) for the year ended December 31, 1993.

/s/ ERNST & YOUNG

Pittsburgh, Pennsylvania  
June 28, 1994