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

FORM 10-Q

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 1995

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)

<TABLE>

<S>	<C>
PENNSYLVANIA	25-1435979
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

</TABLE>

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

(412) 762-1553
(Registrant's telephone number, including area code)

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. Yes X No
----- -----

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practical date.

Common Stock ($5 par value): 229,224,530 shares outstanding at October 31, 1995.

PART I--FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

The following consolidated financial information of PNC Bank Corp. and subsidiaries ("Corporation") is incorporated herein by reference to the 1995 Third Quarter Corporate Financial Review ("Financial Review") which is filed herewith as Exhibit 99.1. Page references are to such Financial Review.

<TABLE>
<CAPTION>

</TABLE>

The statistical disclosure under the caption "Average Consolidated Balance Sheet and Net Interest Analysis" in the Financial Review at pages 34 and 35 is incorporated herein by reference. Certain other statistical disclosure is included below in Part I, Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations, as permitted by Guide 3, Statistical Disclosures by Bank Holding Companies.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The information contained under the caption "Corporate Financial Review" in the Financial Review at pages 2 through 23 is incorporated herein by reference.

PART II--OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The Corporation's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 1995, included a description of a purported class action lawsuit filed against Midlantic Corporation ("Midlantic"), Midlantic's chief executive officer and its directors and the Corporation, relating to the proposed merger with Midlantic. On October 5, 1995, the Corporation filed a motion to dismiss the amended complaint.

ITEM 5. OTHER INFORMATION

As previously reported, on July 10, 1995, the Corporation entered into a definitive merger agreement with Midlantic, a regional bank holding company headquartered in Edison, New Jersey. The agreement, provides, among other things, for (i) the merger (the "Merger") of Midlantic with and into a wholly-owned subsidiary of the Corporation and (ii) the exchange of each outstanding share of Midlantic common stock for 2.05 shares of the Corporation's common stock. The Corporation has received all required regulatory approvals for the Merger, which is targeted to be completed by year-end 1995, pending approval by shareholders of both companies.

Pro forma consolidated financial information, which gives effect to the proposed Merger of Midlantic with and into a wholly-owned subsidiary of the Corporation, is attached hereto as Exhibit 99.2 and incorporated herein by reference.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

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

2 Amendment Agreement dated as of August 16, 1995, by and among Midlantic Corporation, PNC Bank Corp. and PNC Bancorp, Inc.

3 By-laws of the Corporation, as amended, incorporated herein by reference to Exhibit 4.2 to the Corporation's Registration Statement on Form S-8 (Commission File No. 33-62311).

11 Calculation of primary and fully diluted earnings per common share for the three months and nine months ended September 30, 1995 and 1994, filed herewith.

12.1 Computation of Earnings to Fixed Charges for the nine months ended September 30, 1995 and for each of the five years in the period ended December 31, 1994, for PNC Bank Corp., Midlantic Corporation, and PNC Bank Corp. Pro Forma Giving Effect to the Midlantic Merger, filed herewith.

12.2 Computation of Earnings to Combined Fixed Charges and Preferred Stock Dividends for the nine months ended

September 30, 1995 and for each of the five years in the period ended December 31, 1994, for PNC Bank Corp., Midlantic Corporation, and PNC Bank Corp. Pro Forma Giving Effect to the Midlantic Merger, filed herewith.

27 Financial Data Schedule, filed herewith.

99.1 1995 Third Quarter Corporate Financial Review as of and for the three months and nine months ended September 30, 1995 and 1994, filed herewith.

99.2 Pro forma consolidated financial information (unaudited) giving effect to the proposed merger of Midlantic with and into a wholly-owned subsidiary of the Corporation, filed herewith.

(b) The following Current Reports on Form 8-K were filed by the Corporation:

A Current Report on Form 8-K dated as of July 10, 1995, was filed pursuant to Item 5 to report the execution of an Agreement and Plan of Reorganization dated as of July 10, 1995, by and among Midlantic, the Corporation and PNC Bancorp, Inc., a wholly-owned subsidiary of the Corporation, and related matters.

A Current Report on Form 8-K/A, Amendment No. 1 to the Form 8-K dated as of July 10, 1995, was filed pursuant to Item 5 to report unaudited pro forma consolidated financial information giving effect to the proposed Merger. Such report also included audited consolidated financial statements of Midlantic as of December 31, 1994 and 1993, and for each of the three years in the period ended December 31, 1994, and the unaudited consolidated financial statements of Midlantic as of March 31, 1995 and 1994.

A Current Report on Form 8-K dated as of July 20, 1995, was filed pursuant to Item 5 to report the Corporation's consolidated financial results for the three months and six months ended June 30, 1995.

A Current Report on Form 8-K dated as of September 26, 1995, was filed pursuant to Item 5 to report the Corporation's consolidated financial results for the three months and nine months ended September 30, 1995, the receipt of regulatory approvals in connection with the Merger and other Merger-related matters, and the appointment of an additional director to the Corporation's Board of Directors.

SIGNATURES

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

PNC BANK CORP.
(Registrant)

Date: November 8, 1995 By /s/ Robert L. Haunschild

Robert L. Haunschild
Senior Vice President and
Chief Financial Officer

EXHIBIT INDEX

The following exhibits are filed herewith:

2 Amendment Agreement dated as of August 16, 1995 by and among Midlantic Corporation, PNC Bank Corp. and PNC Bancorp, Inc.

11	Calculation of Primary and Fully Diluted Earnings per Common Share.
12.1	Computation of Ratio of Earnings to Fixed Charges.
12.2	Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends.
27	Financial Data Schedule.
99.1	1995 Third Quarter Corporate Financial Review.
99.2	Pro forma consolidated financial information (unaudited).

EXHIBIT 2

AMENDMENT AGREEMENT

THIS AMENDMENT AGREEMENT ("Amendment") is entered into as of August 16, 1995, by and among MIDLANTIC CORPORATION ("MC"), a New Jersey corporation having its principal executive office at Metro Park Plaza, P.O. Box 600, Edison, New Jersey 08818, PNC BANK CORP. ("PNC"), a Pennsylvania corporation having its principal executive office at One PNC Plaza, Pittsburgh, Pennsylvania 15265, and PNC BANCORP, INC. ("Bancorp"), a Delaware corporation and a wholly owned subsidiary of PNC, having its registered office at 222 Delaware Avenue, Wilmington, Delaware 19899.

WITNESSETH

WHEREAS, MC, PNC and Bancorp previously have entered into an Agreement and Plan of Reorganization ("Reorganization Agreement") and an Agreement and Plan of Merger ("Merger Agreement"), each dated as of July 10, 1995; and

WHEREAS, MC, PNC and Bancorp wish to amend the Reorganization Agreement and the Merger Agreement in certain respects;

NOW, THEREFORE, MC, PNC and Bancorp agree as follows:

1. Section 3.1 of the Reorganization Agreement is amended by substituting "2,178,965" for "178,965" and "22,752,023" for "21,602,949" in clauses (i) and (ii) of the last sentence thereof, respectively.

2. Paragraph 6 of Article V of the Merger Agreement is hereby amended to read in its entirety as follows:

> 6. On the Effective Date, MC's obligations under its Incentive Stock and Stock Option Plan (1986) (the "1986 Plan"), the Midlantic Banks, Inc. Incentive Plan and the Continental Bancorp, Inc. 1982 Stock Option Plan (the "Option Plans") and each stock option granted under the Option Plans and outstanding on the Effective Date (an "MC Option") shall be treated as follows:
>
> > (i) Each MC Option granted to any person who is, on the date MC's shareholders approve the Merger, subject to the reporting

> > requirements of Section 16(a) of the Securities Exchange Act of 1934, as amended, with respect to equity securities of MC (an "Insider") shall, as to the portion of the MC option that is then exercisable under the Option Plans (in the case of MC Options granted under the 1986 Plan, determined by giving effect to the acceleration provisions of Section 4(d)(ii) of the 1986 Plan but without regard to the acceleration provisions of Section 4(d)(i) of the 1986 Plan) (a "Vested MC Option") be assumed by PNC and each such option shall become an option (a "PNC Option") that entitles such Insider to receive, upon payment of the exercise price, 2.05 shares of PNC Common Stock for each share of MC Common Stock covered by the Vested MC Option. Each such PNC Option shall be subject to the same terms and conditions as were applicable to the Vested MC Option, except that immediately following the Effective Date, the PNC Option shall be cancelled in exchange for the number of shares of PNC Common Stock having an aggregate "fair market value" equal to the product of (1) the number of shares of PNC Common Stock subject to such PNC Option and (2) the excess, if any, of the fair market value of a share of PNC Common Stock on the Effective Date over the exercise price of the PNC Option.
> >
> > (ii) The portion of each MC Option held by an Insider that is not a Vested MC Option shall automatically become exercisable in accordance with Section 4(d) of the 1986 Plan and shall be cancelled on the Effective Date if not theretofore exercised.
> >
> > (iii) Each MC Option held by any person who is not an Insider shall be cancelled at the Effective Date and PNC shall deliver to the holder of each such option, in respect thereof,

the number of shares of PNC Common Stock having an aggregate fair market value equal to the product of (1) the number of shares of MC Common Stock subject to such option and (2) the excess, if any, of the fair market value of a share of MC Common Stock on the Effective Date over the exercise price of such option.

For purposes of this Paragraph 6, (1) "fair market value" with respect to a share of MC Common Stock shall have the meaning assigned to such term in the Option Plan under which the related MC Option was granted and (2) "fair market value" with respect to a share of PNC Common Stock shall have the meaning ascribed to the term "market value" in Paragraph 7 of this Article.

3. From the date hereof, this Amendment shall be read and construed along with the Reorganization Agreement and the Merger Agreement and such agreements shall, along with all the terms, covenants and conditions thereof, be and continue to be in full force and effect, save as hereby amended.

4. This Amendment shall be governed by and construed in accordance with the laws of the Commonwealth of Pennsylvania applicable to agreements made and entirely to be performed within such jurisdiction, except to the extent federal law may be applicable.

5. This Amendment may be executed in any number of counterparts, each of which shall constitute an original and all of which when taken together shall constitute one instrument.

IN WITNESS WHEREOF, the parties hereto, intending to be legally bound hereby, have caused this Amendment to be executed in counterparts by their duly authorized officers thereunto duly authorized, all as of the day and year first above written.

PNC BANK CORP.

By /s/ WALTER E. GREGG, JR.

Walter E. Gregg, Jr.
Executive Vice President

PNC BANCORP, INC.

By /s/ WALTER E. GREGG, JR.

Walter E. Gregg, Jr.
Executive Vice President

MIDLANTIC CORPORATION

By /s/ HOWARD I. ATKINS

Howard I. Atkins
Executive Vice President and
Chief Financial Officer

EXHIBIT 11

<TABLE>
PNC BANK CORP. AND SUBSIDIARIES
CALCULATION OF PRIMARY AND FULLY DILUTED EARNINGS PER COMMON SHARE

<CAPTION>

	Three months ended September 30		Nine months ended September 30	
In thousands, except per share data	1995	1994	1995	1994
<S>	<C>	<C>	<C>	<C>
CALCULATION OF PRIMARY EARNINGS PER COMMON SHARE				
Net income	$149,046	$187,998	$411,685	$581,532
Less: Preferred dividends declared	373	405	1,147	1,233
Net income applicable to primary earnings per common share	$148,673	$187,593	$410,538	$580,299
Weighted average shares of common stock outstanding	228,345	235,243	229,442	235,144
Weighted average common shares to be issued using average market price and assuming exercise of stock options	1,492	1,671	1,427	1,810
Primary weighted average common shares outstanding	229,837	236,914	230,869	236,954
PRIMARY EARNINGS PER COMMON SHARE	$.65	$.79	$1.78	$2.45
CALCULATION OF FULLY DILUTED EARNINGS PER COMMON SHARE				
Net income	$149,046	$187,998	$411,685	$581,532
Add: Interest expense on convertible debentures (net of tax)	11	13	35	38
Net income applicable to fully diluted earnings per common share	$149,057	$188,011	$411,720	$581,570
Weighted average shares of common stock outstanding	228,345	235,243	229,442	235,144
Weighted average commons shares to be issued using average market price or period-end market price, whichever is higher, and assuming:				
Conversion of preferred stock Series A & B	196	221	201	228
Conversion of preferred stock Series C	606	672	623	687
Conversion of preferred stock Series D	808	855	822	864
Conversion of debentures	67	73	68	74
Exercise of stock options	1,853	1,671	1,931	1,810
Fully diluted weighted average common shares outstanding	231,875	238,735	233,087	

				238,807
FULLY DILUTED EARNINGS PER COMMON SHARE	$.64	$.79	$1.77	$2.44

</TABLE>

EXHIBIT 12.1

<TABLE>
PNC BANK CORP. AND SUBSIDIARIES
COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES

<CAPTION>

<S> <C> <C> <C> <C> <C> <C>

Dollars in thousands	Nine months ended September 30, 1995	Year ended December 31 1994	1993	1992	1991	1990
EARNINGS						
Income before taxes and cumulative effect of changes in accounting principles...............	$ 603,945	$ 902,389	$1,116,612	$ 778,122	$ 548,201	$ 29,425
Fixed charges excluding interest on deposits.........................	1,070,614	1,043,195	649,898	517,424	513,370	918,698
Subtotal...........................	1,674,559	1,945,584	1,766,510	1,295,546	1,061,571	948,123
Interest on deposits.................	941,996	935,876	742,772	1,063,422	1,727,765	1,973,087
Total..............................	$2,616,555	$2,881,460	$2,509,282	$2,358,968	$2,789,336	$2,921,210
FIXED CHARGES						
Interest on notes and debentures......	$ 425,990	$ 521,979	$ 279,646	$ 160,460	$ 95,103	$ 84,045
Interest on borrowed funds...........	626,580	493,005	348,702	336,827	398,883	816,448
Amortization of notes and debentures..	535	1,346	967	970	584	538
Interest component of rentals	17,509	26,865	20,583	19,167	18,800	17,667
Subtotal...........................	1,070,614	1,043,195	649,898	517,424	513,370	918,698
Interest on deposits.................	941,996	935,876	742,772	1,063,422	1,727,765	1,973,087
Total..............................	$2,012,610	$1,979,071	$1,392,670	$1,580,846	$2,241,135	$2,891,785
RATIO OF EARNINGS TO FIXED CHARGES						
Excluding interest on deposits........	1.56x	1.87x	2.72x	2.50x	2.07x	1.03x
Including interest on deposits........	1.30	1.46	1.80	1.49	1.24	1.01

</TABLE>

MIDLANTIC CORPORATION AND SUBSIDIARIES
COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES
<TABLE>
<CAPTION>

Dollars in thousands	Nine months ended September 30, 1995	Year ended December 31 1994	1993	1992	1991	1990

<S> <C> <C> <C> <C> <C>
<C>

EARNINGS						
Income before taxes and cumulative effect of changes in accounting principles................	$271,719	$304,005	$ 20,353	$ 9,872	$ (586,779)	$ (295,839)
Fixed charges excluding interest on deposits...........................	60,700	61,378	54,330	65,430	100,220	202,249
Subtotal...........................	332,419	365,383	74,683	75,302	(486,559)	(93,590)
Interest on deposits...................	208,858	223,366	262,886	483,154	1,011,800	1,175,719
Total..............................	$541,277	$588,749	$337,569	$558,456	$ 525,241	$1,082,129
FIXED CHARGES						
Interest on notes and debentures.......	$ 25,678	$ 34,453	$ 36,385	$ 41,517	$ 42,220	$ 42,178
Interest on borrowed funds.............	30,671	21,128	11,586	16,806	50,224	152,391
Amortization of notes and debentures...	188	415	451	535	535	534
Interest component of rentals..........	4,163	5,382	5,908	6,572	7,241	7,146
Subtotal...........................	60,700	61,378	54,330	65,430	100,220	202,249
Interest on deposits...................	208,858	223,366	262,886	483,154	1,011,800	1,175,719
Total..............................	$269,558	$284,744	$317,216	$548,584	$1,112,020	$1,377,968
RATIO OF EARNINGS TO COMBINED FIXED CHARGES						
Excluding interest on deposits.........	5.48x	5.95x	1.37x	1.15x	(a)	(a)
Including interest on deposits.........	2.01	2.07	1.06	1.02	(a)	(a)

<FN>
(a) Earnings are insufficient to cover fixed charges by $586.8 million and $295.8 million in 1991 and 1990, respectively.
</TABLE>

PNC BANK CORP. AND SUBSIDIARIES
PRO FORMA COMPUTATION OF RATIO OF EARNINGS TO
FIXED CHARGES GIVING EFFECT TO MIDLANTIC MERGER
<TABLE>
<CAPTION>

	Nine months ended	Year ended December 31				
Dollars in thousands	September 30, 1995	1994	1993	1992	1991	1990
<S>	<C>	<C>	<C>	<C>	<C>	<C>
EARNINGS						
Income before taxes and cumulative effect of changes in accounting principles................	$ 875,664	$1,206,394	$1,136,965	$ 787,994	$ (38,578)	$ (266,414)
Fixed charges excluding interest on deposits...........................	1,131,314	1,104,573	704,228	582,854	613,590	1,120,947
Subtotal...........................	2,006,978	2,310,967	1,841,193	1,370,848	575,012	

						854,533
Interest on deposits..................	1,150,854	1,159,242	1,005,658	1,546,576	2,739,565	3,148,806
Total..............................	$3,157,832	$3,470,209	$2,846,851	$2,917,424	$3,314,577	$4,003,339
FIXED CHARGES						
Interest on notes and debentures.......	$ 451,668	$ 556,432	$ 316,031	$ 201,977	$ 137,323	$ 126,223
Interest on borrowed funds............	657,251	514,133	360,288	353,633	449,107	968,839
Amortization of notes and debentures...	723	1,761	1,418	1,505	1,119	1,072
Interest component of rentals..........	21,672	32,247	26,491	25,739	26,041	24,813
Subtotal...........................	1,131,314	1,104,573	704,228	582,854	613,590	1,120,947
Interest on deposits..................	1,150,854	1,159,242	1,005,658	1,546,576	2,739,565	3,148,806
Total..............................	$2,282,168	$2,263,815	$1,709,886	$2,129,430	$3,353,155	$4,269,753
RATIO OF EARNINGS TO FIXED CHARGES						
Excluding interest on deposits.........	1.77x	2.09x	2.61x	2.35x	(a)	(a)
Including interest on deposits.........	1.38	1.53	1.66	1.37	(a)	(a)

<FN>
(a) Earnings are insufficient to cover fixed charges by $38.6 million and $266.4 million in 1991 and 1990, respectively.

</TABLE>

The pro forma computation of ratio of earnings to fixed charges gives effect to the Merger to be accounted for as a pooling of interests. The financial information in Exhibit 12.1 presents (i) the historical computation of the ratio of earnings to fixed charges of both the Corporation and Midlantic, for the nine months ended September 30, 1995 and for each of the five years in the period ended December 31, 1994 and (ii) the computation of the ratio of earnings to fixed charges giving effect to the Merger as if it had occurred at the beginning of the earliest period presented.

The pro forma consolidated financial information is intended for informational purposes and may not be indicative of the financial position or results that actually would have occurred had the transaction been consummated on the dates indicated, or which will be attained in the future. The pro forma consolidated financial information should be read in conjunction with the 1994 Annual Reports on Form 10-K and the Quarterly Reports on Form 10-Q for the quarterly period ended September 30, 1995 of the Corporation and Midlantic.

EXHIBIT 12.2

<TABLE>

PNC BANK CORP. AND SUBSIDIARIES
COMPUTATION OF RATIO OF EARNINGS TO COMBINED FIXED CHARGES
AND PREFERRED STOCK DIVIDENDS

<CAPTION>

Dollars in thousands	Nine months ended September 30, 1995	Year ended December 31 1994	1993	1992	1991	1990
<S>	<C>	<C>	<C>	<C>	<C>	<C>
EARNINGS						
Income before taxes and cumulative effect of changes in accounting principles..	$ 603,945	$ 902,389	$1,116,612	$ 778,122	$ 548,201	$ 29,425
Fixed charges and preferred stock dividends excluding interest on deposits..............	1,072,297	1,045,609	652,432	521,908	518,004	922,156
Subtotal..................................	1,676,242	1,947,998	1,769,044	1,300,030	1,066,205	951,581
Interest on deposits.........................	941,996	935,876	742,772	1,063,422	1,727,765	1,973,087
Total.....................................	$2,618,238	$2,883,874	$2,511,816	$2,363,452	$2,793,970	$2,924,668
FIXED CHARGES						
Interest on notes and debentures............	$ 425,990	$ 521,979	$ 279,646	$ 160,460	$ 95,103	$ 84,045
Interest on borrowed funds..................	626,580	493,005	348,702	336,827	398,883	816,448
Amortization of notes and debentures.........	535	1,346	967	970	584	538
Interest component of rentals................	17,509	26,865	20,583	19,167	18,800	17,667
Preferred stock dividend requirements........	1,683	2,414	2,534	4,484	4,634	3,458
Subtotal..................................	1,072,297	1,045,609	652,432	521,908	518,004	922,156
Interest on deposits.........................	941,996	935,876	742,772	1,063,422	1,727,765	1,973,087
Total.....................................	$2,014,293	$1,981,485	$1,395,204	$1,585,330	$2,245,769	$2,895,243
RATIO OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED STOCK DIVIDENDS						
Excluding interest on deposits..............	1.56x	1.86x	2.71x	2.49x	2.06x	1.03x
Including interest on deposits..............	1.30	1.46	1.80	1.49	1.24	1.01

</TABLE>

MIDLANTIC CORPORATION AND SUBSIDIARIES
COMPUTATION OF RATIO OF EARNINGS TO COMBINED FIXED CHARGES
AND PREFERRED DIVIDENDS

<TABLE>

<CAPTION>

Dollars in thousands	Nine months ended September 30, 1995	Year ended December 31 1994	1993	1992	1991	1990

<S> <C> <C> <C> <C> <C> <C>

EARNINGS						
Income before taxes and cumulative effect of changes in accounting principles................	$271,719	$304,005	$ 20,353	$ 9,872	$ (586,779)	$ (295,839)
Fixed charges and preferred stock dividends excluding interest on deposits..........................	63,489	66,955	59,907	70,994	105,996	208,025
Subtotal...........................	335,208	370,960	80,260	80,866	(480,783)	(87,814)
Interest on deposits...................	208,858	223,366	262,886	483,154	1,011,800	1,175,719
Total..............................	$544,066	$594,326	$343,146	$564,020	$ 531,017	$1,087,905
FIXED CHARGES						
Interest on notes and debentures.......	$ 25,678	$ 34,453	$ 36,385	$ 41,517	$ 42,220	$ 42,178
Interest on borrowed funds.............	30,671	21,128	11,586	16,806	50,224	152,391
Amortization of notes and debentures...	188	415	451	535	535	534
Interest component of rentals..........	4,163	5,382	5,908	6,572	7,241	7,146
Preferred stock dividend requirements..	2,789	5,577	5,577	5,564	5,776	5,776
Subtotal...........................	63,489	66,955	59,907	70,994	105,996	208,025
Interest on deposits...................	208,858	223,366	262,886	483,154	1,011,800	1,175,719
Total..............................	$272,347	$290,321	$322,793	$554,148	$1,117,796	$1,383,744
RATIO OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED STOCK DIVIDENDS						
Excluding interest on deposits.........	5.28x	5.54x	1.34x	1.14x	(a)	(a)
Including interest on deposits.........	2.00	2.05	1.06	1.02	(a)	(a)

<FN>
(a) Earnings are insufficient to cover fixed charges by $586.8 million and $295.8 million in 1991 and 1990, respectively.
</TABLE>

PNC BANK CORP. AND SUBSIDIARIES
PRO FORMA COMPUTATION OF RATIO OF EARNINGS
TO COMBINED FIXED CHARGES AND PREFERRED DIVIDENDS
GIVING EFFECT TO MIDLANTIC MERGER
<TABLE>
<CAPTION>

	Nine months ended	Year ended December 31				
Dollars in thousands	September 30, 1995	1994	1993	1992	1991	1990
<S>	<C>	<C>	<C>	<C>	<C>	<C>
EARNINGS						
Income before taxes and cumulative effect of changes in accounting principles................	$ 875,664	$1,206,394	$1,136,965	$ 787,994	$ (38,578)	$ (266,414)
Fixed charges and preferred stock						

dividends excluding interest on deposits	1,135,786	1,112,564	712,339	592,902	624,000	1,130,181
Subtotal	2,011,450	2,318,958	1,849,304	1,380,896	585,422	863,767
Interest on deposits	1,150,854	1,159,242	1,005,658	1,546,576	2,739,565	3,148,806
Total	$3,162,304	$3,478,200	$2,854,962	$2,927,472	$3,324,987	$4,012,573
FIXED CHARGES						
Interest on notes and debentures	$ 451,668	$ 556,432	$ 316,031	$ 201,977	$ 137,323	$ 126,223
Interest on borrowed funds	657,251	514,133	360,288	353,633	449,107	968,839
Amortization of notes and debentures	723	1,761	1,418	1,505	1,119	1,072
Interest component of rentals	21,672	32,247	26,491	25,739	26,041	24,813
Preferred stock dividend requirements	4,472	7,991	8,111	10,048	10,410	9,234
Subtotal	1,135,786	1,112,564	712,339	592,902	624,000	1,130,181
Interest on deposits	1,150,854	1,159,242	1,005,658	1,546,576	2,739,565	3,148,806
Total	$2,286,640	$2,271,806	$1,717,997	$2,139,478	$3,363,565	$4,278,987
RATIO OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED STOCK DIVIDENDS						
Excluding interest on deposits	1.77x	2.08x	2.60x	2.33x	(a)	(a)
Including interest on deposits	1.38	1.53	1.66	1.37	(a)	(a)

<FN>
(a) Earnings are insufficient to cover fixed charges by $38.6 million and $266.4 million in 1991 and 1990, respectively.
</TABLE>

The pro forma computation of the ratio of earnings to combined fixed charges and preferred stock dividends gives effect to the Merger to be accounted for as a pooling of interests. The financial information in Exhibit 12.2 presents (i) the historical computation of the ratio of the earnings to fixed charges and preferred stock dividends of both the Corporation and Midlantic, for the nine months ended September 30, 1995 and for each of the five years in the period ended December 31, 1994 and (ii) the computation of the ratio of earnings to fixed charges and preferred stock dividends, giving effect to the Merger as if it had occurred at the beginning of the earliest period presented.

The pro forma consolidated financial information is intended for informational purposes and may not be indicative of the financial position or results that actually would have occurred had the transaction been consummated on the dates indicated, or which will be attained in the future. The pro forma consolidated financial information should be read in conjunction with the 1994 Annual Reports on Form 10-K and the Quarterly Reports on Form 10-Q for the quarterly period ended September 30, 1995 of the Corporation and Midlantic.

<TABLE> <S> <C>

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This schedule contains summary financial information extracted from the consolidated financial information incorporated by reference to the 1995 Third Quarter Corporate Financial Review which is filed herewith as Exhibit 99.1 and is qualified in its entirety by reference to such financial information.

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EXHIBIT 99.1

FINANCIAL HIGHLIGHTS

	Three months ended September 30		Nine months ended September 30	
	1995	1994	1995	1994
<S>	<C>	<C>	<C>	<C>
FINANCIAL PERFORMANCE (Dollars in thousands, except per share data)				
Net interest income (taxable-equivalent basis)	$372,796	$503,240	$1,135,535	$1,510,407
Net income	149,046	187,998	411,685	581,532
Earnings per common share				
Primary	.65	.79	1.78	2.45
Fully diluted	.64	.79	1.77	2.44
Return on average assets	.96%	1.20%	.89%	1.29%
Return on average common shareholders' equity	13.42	17.15	12.61	18.04
Net interest margin	2.61	3.45	2.64	3.57
After-tax profit margin	22.58	25.60	21.39	26.10
Overhead ratio	65.57	59.36	67.36	57.49
SELECTED AVERAGE BALANCES (In millions)				
Assets	$61,716	$61,988	$61,775	$60,204
Earning assets	57,099	58,275	57,255	56,518
Loans, net of unearned income	36,824	34,494	36,116	33,025
Securities	18,805	22,422	19,848	21,844
Deposits	34,252	33,982	33,702	32,665
Borrowings	13,294	11,346	13,299	11,284
Shareholders' equity	4,425	4,360	4,384	4,320

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<TABLE>
<CAPTION>

	September 30 1995	December 31 1994	September 30 1994
<S>	<C>	<C>	<C>
SELECTED RATIOS			
Capital			
Risk-based			
Tier I	8.32%	8.62%	8.61%
Total	11.91	11.45	11.41
Leverage	6.45	6.59	6.82
Common shareholders' equity to assets	7.33	6.82	6.92
Average common shareholders' equity to average assets	7.07	7.09	7.14
Asset quality			
Net charge-offs to average loans	.22	.29	.27

Nonperforming loans to loans	.74	.90	1.03
Nonperforming assets to loans and foreclosed assets	1.10	1.25	1.44
Nonperforming assets to assets	.67	.69	.80
Allowance for credit losses to loans	2.56	2.83	2.89
Allowance for credit losses to nonperforming loans	346.28	314.17	281.35
Book value per common share			
As reported	$19.62	$18.76	$18.87
Excluding net unrealized securities losses	19.82	19.26	19.46

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</TABLE>

CORPORATE FINANCIAL REVIEW

THE FOLLOWING CORPORATE FINANCIAL REVIEW SHOULD BE READ IN CONJUNCTION WITH THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS OF PNC BANK CORP. AND SUBSIDIARIES ("CORPORATION") INCLUDED HEREIN AND THE CORPORATE FINANCIAL REVIEW AND AUDITED CONSOLIDATED FINANCIAL STATEMENTS INCLUDED IN THE CORPORATION'S 1994 ANNUAL REPORT.

OVERVIEW

Net income for the first nine months of 1995 was $411.7 million, or $1.77 per fully diluted share, compared with $581.5 million, or $2.44 per share, for the first nine months of 1994. Return on average assets and return on average common shareholders' equity were .89 percent and 12.61 percent, respectively, in the first nine months of 1995 compared with 1.29 percent and 18.04 percent a year ago.

During the first nine months of 1995 the nation's economy grew at a more moderate pace than the previous twelve months. As a result, there was less inflationary pressure and the Federal Reserve responded with moderating actions with respect to short-term interest rates. Management expects such economic conditions and monetary policies to continue over the next twelve months and, accordingly, expects more stability in short-term rates.

MERGERS AND ACQUISITIONS

On October 6, 1995, the Corporation completed the acquisition of Chemical New Jersey Holdings, Inc., and its wholly-owned subsidiary Chemical Bank New Jersey, N.A. ("Chemical") located in southern and central New Jersey with total assets of $3.2 billion and retail core deposits of $2.7 billion. The transaction was accounted for under the purchase method and the Corporation paid $492 million in cash.

In July 1995, the Corporation entered into a definitive merger agreement with Midlantic Corporation ("Midlantic"), a regional bank holding company headquartered in Edison, New Jersey. At September 30, 1995, Midlantic had assets and deposits of $13.9 billion and $10.9 billion, respectively. Under terms of the agreement, the Corporation will exchange 2.05 shares of its common stock for each share of Midlantic common stock. Based on share data as of September 30, 1995, the Corporation expects to issue 111.1 million shares of its common stock to consummate the merger. The transaction will be accounted for as a pooling of interests. The Corporation has received all required regulatory approvals for the merger, which is targeted to be completed by year-end 1995, pending approval by shareholders of both companies.

Upon completion of the Midlantic merger, the Corporation expects to have the second and third largest deposit market share in Philadelphia and New Jersey, respectively. The in-market nature of this transaction is expected to generate substantial economies by reducing costs associated with overlapping and duplicative operations. In addition, the transaction will provide opportunities to enhance revenues through marketing the Corporation's products and services to a new customer base. The Corporation's balance sheet is also expected to be enhanced by the addition of Midlantic's large and stable base of retail core deposits and superior capital position.

As previously disclosed, the Corporation will recognize one-time merger-related charges in connection with the Midlantic transaction and is considering the potential sale of securities that would result in additional losses. The combination of these actions is expected to benefit the operating results of future periods, but would result in material charges to earnings in the fourth quarter of 1995. These potential actions are discussed herein under the captions Income Statement Review-Noninterest Expense, Balance Sheet Review-Securities and Risk Management-Financial Derivatives.

In February 1995, the Corporation completed the acquisition of BlackRock Financial Management L.P. ("BlackRock"), a New York-based, fixed-income investment management firm with approximately $25 billion in assets under management at closing. The transaction was accounted for under the purchase method and the Corporation paid $71 million in cash and issued $169 million of unsecured notes.

In the first quarter of 1995, the Corporation acquired Indian River Federal Savings Bank, Vero Beach, Florida, and Brentwood Financial Corporation, Cincinnati, Ohio, for a total of $33 million in cash. The acquisitions added assets and deposits of approximately $175 million and $140 million, respectively.

During 1994, the Corporation completed the acquisitions of United Federal Bancorp, Inc., State College, Pennsylvania, and First Eastern Corp., Wilkes-Barre, Pennsylvania. The acquisitions added assets and deposits of $2.8 billion and $2.4 billion, respectively.

In addition, in June 1994, the Corporation purchased a $10 billion residential mortgage servicing portfolio from the Associates Corporation of North America.

INCOME STATEMENT REVIEW

During the first nine months of 1995 net interest income totaled $1.1 billion and represented 59.0 percent of total revenue compared with $1.5 billion and 67.8 percent, respectively, in the same period a year ago. Noninterest income totaled $789.4 million, or 41.0 percent of total revenue, in the first nine months of 1995 compared with $717.9 million and 32.2 percent in the year-earlier period.

INCOME STATEMENT HIGHLIGHTS

<TABLE>
<CAPTION>

Nine months ended September 30 Dollars in millions	1995	1994	Change Amount	Change Percent
Net interest income (taxable-equivalent basis)	$1,136	$1,510	$(374)	(24.8)%
Provision for credit losses		60	(60)	(100.0)
Noninterest income	789	718	71	10.0
Noninterest expense	1,297	1,281	16	1.2
Net income	412	582	(170)	(29.2)

</TABLE>

NET INTEREST INCOME AND NET INTEREST MARGIN On a fully taxable-equivalent basis, net interest income for the first nine months of 1995 decreased $374.9 million compared with the first nine months of 1994. The benefit from a $736.6 million increase in average earning assets was more than offset by a narrower net interest margin.

NET INTEREST INCOME

<TABLE>
<CAPTION>

Nine months ended September 30 Taxable-equivalent basis Dollars in millions	1995	1994	Change Amount	Change Percent
Net interest income before swaps and caps				
Interest income	$3,174	$2,740	$ 434	15.8%
Loan fees	55	54	1	1.9
Taxable-equivalent adjustment	24	25	(1)	(4.0)
Total interest income	3,253	2,819	434	15.4
Interest expense	1,977	1,429	548	38.3
Net interest income before swaps and caps	1,276	1,390	(114)	(8.2)
Effect of swaps and				

caps on				
Interest income	(122)	43	(165)	(383.7)
Interest expense	18	(77)	95	123.4
Total swaps and caps	(140)	120	(260)	(216.7)
Net interest income	$1,136	$1,510	$(374)	(24.8)%

</TABLE>

Net interest income and net interest margin declines reflect the Corporation's strategic actions begun in the latter half of 1994 to reposition the balance sheet by reducing investment activities and wholesale funding, and the cost of other actions taken to reduce interest rate sensitivity. In addition, deposit and borrowings costs increased more rapidly than loan yields in the year-to-year comparison. These factors are expected to continue to adversely impact net interest income and net interest margin in 1995 compared with the prior year. Following several consecutive quarterly declines, net interest income and net interest margin stabilized in the third quarter of 1995 and are expected to increase in subsequent quarters. The Chemical acquisition and Midlantic merger are expected to further benefit net interest income and margin.

NET INTEREST MARGIN

<TABLE>
<CAPTION>
Nine months ended September 30

Taxable-equivalent basis	1995	1994	Basis Point Change
<S>	<C>	<C>	<C>
Interest rate spread before swaps and caps			
Book-basis yield on earning assets	7.37%	6.48%	89
Effect of loan fees	.13	.13	
Taxable-equivalent adjustment	.06	.06	
Taxable-equivalent yield on earning assets	7.56	6.67	89
Rate on interest-bearing liabilities	5.29	3.93	136
Interest rate spread before swaps and caps	2.27	2.74	(47)
Effect of			
Noninterest-bearing sources	.69	.52	17
Interest rate swaps and caps on			
Interest income	(.28)	.10	(38)
Interest expense	.04	(.21)	25
Total swaps and caps	(.32)	.31	(63)
Net interest margin	2.64%	3.57%	(93)

</TABLE>

PROVISION FOR CREDIT LOSSES The Corporation did not record a provision for credit losses in the first nine months of 1995 compared with $60.1 million in the first nine months of 1994. Based on the current risk profile of the loan portfolio and assuming economic trends continue, management does not expect to record a provision for credit losses during the remainder of 1995. Should the risk profile of the loan portfolio or the economy deteriorate, asset quality may be adversely impacted and a provision for credit losses may be required.

NONINTEREST INCOME Noninterest income before securities transactions increased 6.6 percent to $780.4 million in the first nine months of 1995 compared with the prior year period. Excluding securities transactions, noninterest income was 40.7 percent of total revenue in the first nine months of 1995 compared with 32.6 percent a year earlier.

Net securities gains totaled $9.1 million in the first nine months of 1995 compared with net securities losses of $13.9 million in the year-earlier period. During 1995 and 1994, the Corporation sold securities in connection with its strategic initiatives to reduce the securities portfolio and interest rate sensitivity.

NONINTEREST INCOME

<TABLE>
<CAPTION>

Nine months ended September 30 Dollars in thousands	1995	1994	Change Amount	Change Percent
Investment management and trust				
Trust	$173,425	$146,658	$26,767	18.3%
Mutual funds	99,881	72,157	27,724	38.4
Total investment management and trust	273,306	218,815	54,491	24.9
Service charges, fees and commissions				
Deposit account and corporate services	119,146	124,156	(5,010)	(4.0)
Credit card and merchant services	32,728	40,520	(7,792)	(19.2)
Corporate finance	33,795	33,302	493	1.5
Brokerage	31,236	26,529	4,707	17.7
Other services	55,220	50,628	4,592	9.1
Total service charges, fees and commissions	272,125	275,135	(3,010)	(1.1)
Mortgage banking				
Servicing	91,084	93,140	(2,056)	(2.2)
Sale of servicing	32,675	51,338	(18,663)	(36.4)
Marketing	22,894	14,796	8,098	54.7
Total mortgage banking	146,653	159,274	(12,621)	(7.9)
Other	88,270	78,561	9,709	12.4
Total noninterest income before securities transactions	780,354	731,785	48,569	6.6
Net securities gains (losses)	9,080	(13,895)	22,975	(165.3)
Total	$789,434	$717,890	$71,544	10.0%

</TABLE>

INVESTMENT MANAGEMENT AND TRUST

<TABLE>
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	Assets at September 30						Revenue for the Nine Months Ended September 30	
	Discretionary		Nondiscretionary		Total			
In millions	1995	1994	1995	1994	1995	1994	1995	1994
Personal and charitable	$25,497	$23,350	$ 12,515	$ 10,050	$ 38,012	$ 33,400	$113	$108

Institutional	21,335	2,782	36,427	78,281	57,762	81,063	60	39
Total trust	46,832	26,132	48,942	88,331	95,774	114,463	173	147
Mutual funds	39,053	23,955	122,882	57,179	161,935	81,134	100	72
Total	$85,885	$50,087	$171,824	$145,510	$257,709	$195,597	$273	$219

</TABLE>

Investment management and trust revenue increased $54.5 million, or 24.9 percent, to $273.3 million in the first nine months of 1995 compared with the prior-year period. The increase was due to the BlackRock acquisition, new business, and an increase in the value of managed assets.

Compared with a year ago, total trust and mutual funds assets increased $62.1 billion to $257.7 billion at September 30, 1995. BlackRock added approximately $25 billion in discretionary assets, of which $15 billion were institutional funds and $10 billion were mutual funds. At September 30, 1995, the composition of total discretionary assets was 46 percent fixed-income, 29 percent money market, 23 percent equity and two percent other assets. The PNC Family of Funds is included in the discretionary mutual funds category. Assets in these funds totaled $7.1 billion at September 30, 1995 compared with $4.9 billion a year ago.

Service charges, fees and commissions decreased $3.0 million in the first nine months of 1995 compared with the same period a year ago. Deposit account and corporate services declined in the comparison due to lower business volumes. The decline in credit card and merchant services reflects the impact of agreements for Card Issuer Program Management Corporation and First Data Resources Inc. to provide certain administrative, marketing, data processing, and customer support services for the Corporation's credit card business. Excluding the effect of these agreements, service charges, fees and commissions increased $8.0 million, or 3.2 percent in the year-to-year comparison.

Brokerage fee income increased in the comparison due to higher transaction volumes as revenue per broker doubled. The increase in other services income resulted from higher consumer-related fees, primarily related to automated teller machines ("ATM").

During the first nine months of 1995, mortgage banking income decreased $12.6 million to $146.7 million primarily due to lower gains from sales of servicing. Marketing gains increased due to recognizing the value of originated mortgage servicing rights ("MSR") totaling $25.6 million. During the second quarter of 1995, the Corporation adopted Statement of Financial Accounting Standards ("SFAS") No. 122, "Accounting for Mortgage Servicing Rights," which provides for the immediate recognition of the value of originated MSR.

MORTGAGE SERVICING PORTFOLIO

<TABLE>
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In millions	1995	1994
<S>	<C>	<C>
Balance at January 1	$40,966	$35,527
Originations	4,136	5,285
Acquisitions	64	10,625
Repayments	(3,545)	(5,051)
Sales	(4,067)	(4,806)
Balance at September 30	$37,554	$41,580

</TABLE>

During the first nine months of 1995, the Corporation funded $4.1 billion of residential mortgages, of which approximately 83 percent represented new financing. The Corporation directly originated 67 percent of total volume in 1995. At September 30, 1995, the Corporation's mortgage servicing portfolio totaled $37.6 billion, had a weighted-average coupon rate of 7.96 percent and an estimated fair value of $453 million. The servicing portfolio included $25.3 billion serviced for others with a MSR carrying value and of $281 million. If interest rates decline and the rate of prepayments increases, the underlying servicing fee income stream and related fair value of the MSR would be reduced. The Corporation uses certain financial derivatives to manage this risk.

During the first nine months of 1995, other income totaled $88.3 million, an increase of $9.7 million compared with the year-earlier period. The increase was primarily due to gains on the sale of certain branches, which were partially offset by lower venture capital income. During the third quarter of 1995, the Corporation realized a $28.2 million gain on the sale of 12 branches in Dayton, Ohio, which were sold in connection with the ongoing rationalization of the retail branch network.

NONINTEREST EXPENSE Noninterest expense increased 1.2 percent, or $15.5 million, in the first nine months of 1995, primarily due to acquisitions. Excluding acquisitions, noninterest expense decreased $53.4 million, or 4.2 percent, in the comparison, reflecting the Corporation's continued emphasis on developing alternative lower-cost delivery systems and reducing the costs of traditional banking operations, and the benefit of lower Federal deposit insurance premiums.

NONINTEREST EXPENSE

<TABLE>
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Nine months ended September 30 Dollars in thousands	1995	1994	Change Amount	Change Percent
<S>	<C>	<C>	<C>	<C>
Compensation	$ 500,065	$ 497,835	$ 2,230	.4%
Employee benefits	111,224	121,164	(9,940)	(8.2)
Total staff expense	611,289	618,999	(7,710)	(1.2)
Net occupancy	104,725	101,107	3,618	3.6
Equipment	101,348	98,915	2,433	2.5
Amortization of intangible assets and MSR	66,416	59,478	6,938	11.7
Federal deposit insurance	38,534	54,745	(16,211)	(29.6)
Taxes other than income	36,451	33,411	3,040	9.1
Other	337,821	314,399	23,422	7.4
Total	$1,296,584	$1,281,054	$15,530	1.2%

</TABLE>

The overhead ratio was 67.4 percent in the first nine months of 1995 compared with 57.5 percent in the year-earlier period. The higher overhead ratio primarily reflects the impact of lower net interest income.

Staff expense decreased 1.2 percent in the year-to-year comparison primarily due to lower staff levels. Average full-time equivalent employees decreased to approximately 20,000 for the first nine months of 1995 compared with approximately 21,100 a year ago. Approximately 1,300 employees added from acquisitions and from the establishment of the National Financial Services Center, the Corporation's telebanking center, were more than offset by reductions, primarily in the Consumer Banking line of business. Pension and postretirement benefit expense declined $5.1 million due to lower staff levels and a higher discount rate used to estimate pension obligations.

Amortization of intangibles and MSR increased $6.9 million primarily reflecting additional intangibles from acquisitions.

The decline in Federal deposit insurance reflects a premium refund of $16.5 million resulting from a reduction in the Bank Insurance Fund premium. Approximately $5.5 billion of the Corporation's deposits insured by the Savings Association Insurance Fund ("SAIF") continue to be assessed a higher rate. There are several proposals for legislative action to address recapitalization of the SAIF including a significant one-time assessment. Management currently cannot predict the outcome of these proposals or the effect, if any, on the Corporation.

The increase in the remaining noninterest expense categories was primarily due to acquisitions.

In connection with the closing of its pending merger with Midlantic, the Corporation currently estimates it will record merger-related and nonrecurring charges of between $150 million and $180 million, compared with an original estimate of $130 million. The increase in the estimate is primarily due to more aggressive plans with respect to operations and facilities consolidations. Management continues to review integration plans and final determination of the amount of the charges will be made prior to year end.

LINE OF BUSINESS RESULTS

The management accounting process uses various methods of balance sheet and income statement allocations, transfers and assignments to evaluate the performance of various business units. Unlike financial accounting, there is no comprehensive, authoritative body of guidance for management accounting equivalent to generally accepted accounting principles. The following information is based on management accounting practices which conform to and support the management structure of the Corporation and is not necessarily comparable with similar information for any other financial services institution. Designations, assignments, and allocations may change from time to time as the management accounting system is enhanced and business or product lines change. In 1995, the Corporation realigned its line of business management structure along customer segments. The principal change was segregating the trust business, previously managed separately, into the corporate and consumer banking organizations. In addition, consistent with the Corporation's strategic focus and balance sheet realignment, asset/liability management has been redefined as a support function for the core lines of business. Results for the first nine months of 1994 are presented on a basis consistent with this new management structure.

For management reporting purposes, the Corporation has designated three lines of business: Corporate Banking, Consumer Banking, and Asset Management. The financial results presented in this section reflect each line of business as if it operated on a stand-alone basis. Securities or borrowings, and related interest rate spread, have been assigned to each line of business based on its net asset or liability position. Consumer Banking and Asset Management were net generators of funds and, accordingly, were assigned securities, while Corporate Banking received an assignment of borrowings as a net asset generator. An assignment of securities is accompanied by an assignment of equity in accordance with the methodology described below. The interest rate spread on the remaining securities, the impact of financial derivatives used for interest risk management, and securities transactions are excluded from line of business results and are reported separately in asset/liability management activities.

Capital is assigned to each business unit based on management's assessment of inherent risks and equity levels at independent companies that provide similar products and services. Capital assignments are not equivalent to regulatory capital guidelines and the total amount assigned may vary from consolidated shareholders' equity.

LINE OF BUSINESS HIGHLIGHTS

<TABLE>
<CAPTION>

Nine months ended September 30 Dollars in millions	Average Balance Sheet 1995	1994	Revenue 1995	1994	Earnings 1995	1994	Return on Assigned Capital 1995	1994
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Corporate Banking								
Large Corporate	$ 3,924	$ 4,085	$ 108	$ 132	$ 39	$ 52	12%	15%
Middle Market	11,281	10,395	391	408	118	175	11	17
Equity Management	186	181	20	35	12	21	27	52
Total Corporate Banking	15,391	14,661	519	575	169	248	12	18
Consumer Banking								
Private Banking	1,041	863	177	158	32	28	30	29
Mass Market	25,705	24,806	922	888	180	169	17	17
Mortgage Banking	11,537	10,042	285	332	39	71	10	21
Total Consumer Banking	38,283	35,711	1,384	1,378	251	268	16	19
Asset Management	321	247	131	96	27	21	44	50
Total lines of business	53,995	50,619	2,034	2,049	447	537	15	19
Asset/liability management activities	7,530	9,316	(109)	173	(81)	104		
Unallocated provision					29	(49)		
Other unallocated items	250	269		6	17	(10)		
Total	$61,775	$60,204	$1,925	$2,228	$412	$582	13	18

</TABLE>

CORPORATE FINANCIAL REVIEW

Total earnings contributed by the lines of business were $447 million in the first nine months of 1995 compared with $537 million in the first nine months of 1994. The decline primarily resulted from an increase in Corporate Banking's allocated provision for credit losses which was negative in the prior-year period. Line of business earnings differed from reported consolidated net income in both periods due to asset/liability management activities, differences between specific reserve allocations to the lines of business and the consolidated provision for credit losses, and certain unallocated revenues and expenses. The decline in earnings from asset/liability management activities was primarily due to the impact of interest rate swaps and caps and lower net securities gains.

CORPORATE BANKING Corporate Banking provides traditional financing, liquidity and treasury management, corporate and employee benefit trust, capital markets, direct investment and other financial services to businesses and governmental entities. It serves customers within the Corporation's primary markets as well as from a network of offices located in major U.S. cities. Corporate Banking includes: Large Corporate--customers having annual sales of more than $250 million; Middle Market--customers with annual sales of $5 million to $250 million and those in certain specialized industries such as real estate, communications, health care, natural resources, leasing and automobile dealer finance; and Equity Management--private equity investments.

Corporate Banking provided 38 percent of line of business earnings in the first nine months of 1995 compared with 46 percent in the first nine months of 1994. Large Corporate earnings declined in the comparison due to a decrease in average loans and the impact of a $15 million pretax benefit recorded in 1994 from resolution of a problem asset. Average loans declined primarily due to the reduction of certain low-spread loans. Middle Market earnings declined as the benefit of an increase in average loans was more than offset by an increase in the allocated provision for credit losses and narrower spreads in the loan portfolio. A modest provision was allocated in 1995 compared with a negative provision in 1994 resulting from a significant reduction of problem assets.

CONSUMER BANKING Consumer Banking provides lending, deposit, personal trust, brokerage, investment, payment system access and other financial services to consumers and small businesses. It provides services through a network of community banking and mortgage offices, alternative delivery systems such as the National Financial Services Center and ATMs, and regional banking centers offering a wide-array of products at a single point of contact. Consumer Banking includes: Private Banking--affluent consumers and charitable organizations with specialized banking requirements; Mass Market--small business customers having annual sales of up to $5 million and all other consumers who use traditional branch and direct banking services; and Mortgage Banking--loan origination, acquisition and servicing activities, and residential mortgage loans held in portfolio.

The earnings contribution from Consumer Banking increased to 56 percent in the first nine months of 1995 from 50 percent a year ago. Earnings from Private Banking increased in the first nine months of 1995 as the benefit from loan growth, new trust business and higher brokerage fees more than offset expense growth from marketing activities in this sector. Mass Market earnings benefitted from a pretax $28.2 million gain on the sale of certain branches. Mortgage Banking continued to operate in a competitive environment characterized by significantly reduced loan origination volumes. Earnings declined in 1995 as the benefit of an increase in portfolio loans was more than offset by narrower loan spreads and lower gains from sales of servicing.

ASSET MANAGEMENT Asset Management provides trust and mutual fund investment management, strategy, research, and asset servicing for institutional and family wealth customers. It serves customers through one unified money management organization.

Asset Management contributed 6 percent of line of business earnings in the first nine months of 1995 compared with 4 percent a year ago. Asset Management earnings increased due to the impact of BlackRock, new business and an increase in the value of managed assets.

CORPORATE FINANCIAL REVIEW

BALANCE SHEET REVIEW

AVERAGE ASSETS

<TABLE>
<CAPTION>

Nine months ended September 30 In millions	1995	1994
<S>	<C>	<C>

Assets	$61,775	$60,204
Earning assets	57,255	56,518
Loans, net of unearned income	36,116	33,025
Securities	19,848	21,844

</TABLE>

LOANS Average loans for the first nine months of 1995 increased 9.4 percent over the comparable period in 1994, to $36.1 billion. Acquisitions increased the loan portfolio primarily in the Consumer Banking line of business. Excluding the impact of acquisitions, average loans increased 7.2 percent, of which the majority was in residential mortgages.

The proportion of average loans to average earning assets increased to 63.1 percent in the first nine months of 1995 compared with 58.4 percent a year ago. Management expects this ratio to increase further in 1995 as a result of loan growth and a decline in the securities portfolio.

The composition of loan outstandings did not change significantly since year-end 1994. Credit risk associated with lending activities is managed through underwriting policies and procedures, portfolio diversification, and loan monitoring practices.

LOAN PORTFOLIO COMPOSITION

<TABLE>
<CAPTION>

Percent of gross loans	September 30 1995	December 31 1994
<S>	<C>	<C>
Commercial	34.0%	34.9%
Real estate project	4.6	4.6
Real estate mortgage		
Residential	29.1	26.0
Commercial	3.1	3.5
Total real estate mortgage	32.2	29.5
Consumer	24.5	25.8
Other	4.7	5.2
Total	100.0%	100.0%

</TABLE>

At September 30, 1995, loan outstandings and net unfunded commitments increased $3.9 billion, or 6.3 percent, since year-end 1994. Unfunded commitments are net of participations and syndications. In addition, the Corporation had letters of credit outstanding totaling $4.2 billion and $4.3 billion at September 30, 1995 and December 31, 1994, respectively, primarily consisting of standby letters of credit.

Excluding the impact of the initiative to reduce certain low-spread loans, total commercial loan outstandings increased $1.1 billion from year-end 1994. Growth in commercial unfunded commitments was broad based and totaled $2.3 billion, or 12.2 percent, in the comparison.

Total real estate project exposure increased slightly since year-end 1994. Real estate projects primarily consist of retail and office, multi-family, hotel/motel and residential projects. Approximately 68 percent of total outstandings are located in the Corporation's primary markets. The remaining projects are geographically dispersed throughout the United States.

Real estate mortgage outstandings increased 13.3 percent primarily due to acquisitions and portfolio management strategies. As part of its mortgage banking business, the Corporation retains certain originated residential mortgage products in the loan portfolio. The remainder of its originations are securitized and sold.

Consumer loan outstandings totaled $9.1 billion at September 30, 1995 compared with $9.2 billion at year-end 1994. The decline was primarily due to a planned reduction in indirect automobile loans.

LOANS

<TABLE>
<CAPTION>

	September 30, 1995		December 31, 1994	
In millions	Outstandings	Net Unfunded Commitments	Outstandings	Net Unfunded Commitments

<S>	<C>	<C>	<C>	<C>
Commercial				
Manufacturing	$ 2,394	$ 6,750	$ 2,434	$ 6,011
Retail/Wholesale	2,116	2,358	2,148	2,123
Service providers	1,637	1,583	1,534	1,384
Communications				
Cable	675	155	691	215
Telephone/cellular	307	1,127	285	923
Other	214	231	125	93
Total communications	1,196	1,513	1,101	1,231
Financial services	653	2,890	691	2,502
Real estate related	685	282	610	180
Health care	790	937	606	958
Public utilities	196	1,080	254	1,079
Other	2,926	3,733	3,067	3,447
Total commercial	12,593	21,126	12,445	18,915
Real estate project				
Construction and development	470	241	394	254
Medium-term financings	1,222	81	1,234	56
Total real estate project	1,692	322	1,628	310
Real estate mortgage				
Residential	10,795	832	9,283	769
Commercial	1,152	11	1,261	19
Total real estate mortgage	11,947	843	10,544	788
Consumer				
Home equity	2,639	1,710	2,625	1,761
Automobile	2,227		2,534	
Student	1,370	76	1,258	30
Credit card	917	3,684	817	3,423
Other	1,911	286	1,953	330
Total consumer	9,064	5,756	9,187	5,544
Other	1,744	947	1,843	917
Unearned income	(225)		(240)	
Total, net of unearned income	$36,815	$28,994	$35,407	$26,474

</TABLE>

SECURITIES The securities portfolio declined $2.7 billion from year-end 1994 to $18.3 billion at September 30, 1995. As a percent of earning assets, securities declined to 32.3 percent at September 30, 1995 compared with 36.3 percent at December 31, 1994 and 38.3 percent at the end of the third quarter of 1994.

At September 30, 1995, the securities portfolio included $10.7 billion and $1.7 million of collateralized mortgage obligations and mortgage-backed securities, respectively. The characteristics of these investments include principal guarantees, primarily by U.S. Government agencies, marketability, and availability as collateral for additional liquidity. The expected lives of mortgage-related securities can vary as a result of changes in interest rates. In a declining rate environment, prepayments may accelerate and therefore shorten expected lives. The Corporation monitors the impact of this risk through the use of an income simulation model as part of the asset/liability management process.

Other U.S. Government agencies securities and asset-backed private placements represent AAA-rated, variable-rate instruments. The interest rates on these instruments float with various indices and are limited by periodic and maximum caps. These securities have an initial specified term at the end of which the maturity may be extended or called at the option of the issuer. Other debt securities consist primarily of private label collateralized mortgage obligations.

SECURITIES

<TABLE>
<CAPTION>

	September 30, 1995				December 31, 1994			
		Unrealized				Unrealized		
In millions	Amortized Cost	Gains	Losses	Fair Value	Amortized Cost	Gains	Losses	Fair Value
Investment securities								
Debt securities								
U.S. Treasury	$ 1,806	$14		$ 1,820	$ 1,794		$ 93	$ 1,701
U.S. Government agencies and corporations								
Mortgage-related	9,892	9	$298	9,603	10,920		1,025	9,895
Other	1,000	4		1,004	1,000		28	972
State and municipal	325	21		346	348	$12	2	358
Asset-backed private placements	1,597	10		1,607	1,597		33	1,564
Other debt								
Mortgage-related	636	1	9	628	726		43	683
Other	468		1	467	769		20	749
Other	311	1		312	310	1		311
Total	$16,035	$60	$308	$15,787	$17,464	$13	$1,244	$16,233
Securities available for sale								
Debt securities								
U.S. Treasury	$ 106	$ 1		$ 107	$ 401		$ 8	$ 393
U.S. Government agencies and corporations								
Mortgage-related	1,284	8	$ 9	1,283	2,161		69	2,092
Other	25		1	24	25		4	21
Other debt								
Mortgage-related	590	1	2	589	749		17	732
Other	118	2	1	119	117	$2		119
Corporate stocks and other	106	2	2	106	105	1	6	100
Total	$2,229	$14	$15	$2,228	$3,558	$3	$104	$3,457

</TABLE>

CORPORATE FINANCIAL REVIEW

EXPECTED MATURITY DISTRIBUTION OF SECURITIES

Dollars in millions	1995	1996	1997 and beyond	Total	Weighted Average Life
Investment securities					
Debt securities					
U.S. Treasury	$ 5		$ 1,801	$ 1,806	3 yrs, 4 mos
U.S. Government agencies and corporations					
Mortgage-related	543	$ 2,010	7,339	9,892	3 yrs, 2 mos
Other		1,000		1,000	10 mos
State and municipal	3	28	294	325	9 yrs, 2 mos
Asset-backed private placements		1,347	250	1,597	1 yr
Other debt					
Mortgage-related	20	93	523	636	2 yrs, 7 mos
Other	67	216	185	468	1 yr, 4 mos
Other			311	311	NM
Total investment securities	638	4,694	10,703	16,035	2 yrs, 11 mos
Securities available for sale					
Debt securities					
U.S. Treasury	63	3	40	106	1 yr, 10 mos
U.S. Government agencies and corporations					
Mortgage-related	116	232	936	1,284	7 yrs
Other		5	20	25	2 yrs, 4 mos
Other debt					
Mortgage-related	35	133	422	590	4 yrs, 11 mos
Other	1	6	111	118	8 yrs, 2 mos
Corporate stocks and other			106	106	NM
Total securities available for sale	215	379	1,635	2,229	6 yrs, 2 mos
Total	$ 853	$ 5,073	$12,338	$18,264	3 yrs, 3 mos
Percent of total	4.67%	27.78%	67.55%	100.0%	
Securities with interest rates that are					
Fixed	$ 706	$ 2,371	$10,894	$13,971	
Variable	147	2,702	1,444	4,293	

NM--not meaningful

The expected weighted average life of the securities portfolio was 3 years and 3 months at September 30, 1995 compared with 4 years at year-end 1994. Mortgage-related securities and other instruments are distributed based on expected weighted average lives determined by historical experience.

Management is reviewing the asset/liability positions of Midlantic and the Corporation and is considering various actions consistent with the Corporation's strategic initiatives related to balance sheet repositioning and interest rate risk management. In connection therewith, the Corporation is considering reclassifying investment securities to the available-for-sale portfolio. Any reclassifications of investment securities will be accounted for at fair value and would include the fair value of associated financial derivatives. Unrealized gains and losses would be recorded as a component of shareholders' equity, net of tax.

The Corporation may sell securities classified as available for sale as part of the overall asset/liability management process. Realized gains and losses would be reflected in the results of operations and would include the fair value of financial derivatives associated with such securities.

On a pro forma basis, the combined investment securities of the Corporation and Midlantic had a net unrealized pretax loss of $226 million at September 30, 1995. The associated financial derivatives had an estimated net unrealized pretax loss of $283 million, including deferred losses on terminated swap contracts. As discussed herein under the caption Risk Management-Financial Derivatives, the Corporation anticipates terminating its interest rate caps in connection with the Midlantic

merger. Management anticipates the results of operations for future periods would be positively impacted by such actions.

AVERAGE FUNDING SOURCES HIGHLIGHTS

<TABLE>
<CAPTION>

Nine months ended September 30 In millions	1995	1994
Deposits	$33,702	$32,665
Borrowed funds	13,299	11,284
Notes and debentures	9,132	10,848
Shareholders' equity	4,384	4,320

</TABLE>

FUNDING SOURCES l Average deposits increased $1.0 billion, or 3.2 percent, compared with the first nine months of 1994, primarily due to acquisitions. Average noninterest-bearing sources represented 19.3 percent of total funding sources during the first nine months of 1995 and 1994.

FUNDING SOURCES

<TABLE>
<CAPTION>

In millions	September 30 1995	December 31 1994
Deposits		
Demand, savings and money market	$17,076	$19,313
Time	14,383	13,100
Foreign	1,554	2,598
Total deposits	33,013	35,011
Borrowed funds		
Repurchase agreements	5,427	3,785
Treasury, tax and loan	1,156	1,989
Federal funds purchased	3,407	2,181
Commercial paper	490	1,226
Other	2,203	2,427
Total borrowed funds	12,683	11,608
Notes and debentures		
Bank notes	5,777	8,825
Federal Home Loan Bank	2,447	1,384
Other	1,392	1,545
Total notes and debentures	9,616	11,754
Total	$55,312	$58,373

</TABLE>

Total deposits at September 30, 1995 decreased $2.0 billion, or 5.7 percent from year-end 1994. A decline in demand, savings and money market deposits of $2.2 billion was partially offset by a $1.3 billion increase in time deposits. The change in composition of such deposit products was primarily due to customers shifting to higher rate deposit products. Customer product migration stabilized in the third quarter but is expected to continue during the remainder of 1995.

Brokered deposits totaled $2.3 billion at September 30, 1995 compared with $2.8 billion at December 31, 1994. Retail brokered deposits, which are issued or participated-out by brokers in denominations of $100,000 or less, represented 78.3 percent of total brokered deposits at September 30, 1995 compared with 77.2 percent at year-end 1994.

The change in the composition of borrowed funds and notes and debentures reflects asset/liability management activities to utilize the most attractive sources of funds.

CAPITAL Acquisition capability, funding alternatives, new business activities, deposit insurance costs, and the level and nature of expanded regulatory oversight depend in large part on a banking institution's capital strength. The minimum regulatory capital ratios are 4.00 percent for Tier I, 8.00 percent for total risk-based and 3.00 percent for leverage. However, regulators may require higher capital levels when a bank's particular circumstances warrant. To be classified as well capitalized, regulators require capital ratios of 6.00 percent for Tier I, 10.00 percent for total risk-based and 5.00 percent for leverage. At September 30, 1995, the capital position of each of the Corporation's bank affiliates was classified as well capitalized.

The Corporation manages its capital position primarily through the issuance of debt and equity instruments, treasury stock activities, its dividend policies and retained earnings.

RISK-BASED CAPITAL AND CAPITAL RATIOS

<TABLE>
<CAPTION>

Dollars in millions	September 30 1995	December 31 1994
<S>	<C>	<C>
RISK-BASED CAPITAL		
Shareholders' equity	$4,504	$4,394
Intangibles	(607)	(373)
Net unrealized securities losses	45	119
Tier I risk-based capital	3,942	4,140
Subordinated debt	1,102	752
Eligible allowance for credit losses	597	605
Total risk-based capital	$5,641	$5,497
ASSETS		
Risk-weighted assets and off-balance-sheet instruments	$47,361	$48,007
Average tangible assets	61,161	62,842
CAPITAL RATIOS		
Tier I risk-based capital	8.32%	8.62%
Total risk-based capital	11.91	11.45
Leverage	6.45	6.59

</TABLE>

The decline in Tier I risk-based capital reflects the impact of intangibles from acquisitions and the stock repurchase program. Intangibles increased in the comparison due to the acquisition of BlackRock in February 1995.

In January 1995, the board of directors approved a stock repurchase program which authorized the Corporation to purchase up to 24 million additional common shares over the following two years. Approximately 6.5 million shares were purchased by the Corporation pursuant to this plan at an average price of $24.74 per share. The Corporation's ability to repurchase additional shares may be limited due to constraints associated with the pooling of interests accounting method for the pending Midlantic merger.

RISK MANAGEMENT

The Corporation's ordinary course of business involves varying degrees of risk taking, the most significant of which are interest rate, credit and liquidity risk. In order to manage these risks, the Corporation has risk management processes designed to provide for risk identification, measurement, monitoring and control.

INTEREST RATE RISK Interest rate risk is the sensitivity of net interest income and the market value of financial instruments to the magnitude, direction and frequency of changes in interest rates. Interest rate risk results from various repricing frequencies, changes in the relationship or spread between interest rates and the maturity structure of assets, liabilities, and off-balance-sheet positions. Asset/liability management uses a variety of investments, funding sources and off-balance-sheet instruments in managing the overall interest rate risk profile of the Corporation.

A number of tools are used to measure interest rate risk including income simulation modeling and interest sensitivity ("gap") analyses. An income simulation model is the primary mechanism used by management to measure interest rate risk. The primary purpose of the simulation model is to assess the direction and magnitude of the impact on net interest income of most likely ("base case" which management believes is reasonably likely to occur), higher and lower ("alternative") interest rate scenarios.

The results of the simulation model are highly dependent on numerous assumptions. These assumptions generally fall into two categories: those relating to the interest rate environment and those relating to general business and economic factors. Assumptions related to the interest rate environment include the prepayment speeds on mortgage-related assets and the cash flows and maturities of financial instruments including index-amortizing interest rate swaps. Assumptions related to general business and economic factors include changes in market conditions, loan volumes and pricing, deposit sensitivity, customer preferences, competition, and management's financial and capital plans. The assumptions are developed based on current business and asset/liability management strategies, historical experience, the current economic environment, forecasted economic conditions and other analyses. These assumptions are inherently uncertain and subject to change as time passes. Accordingly, they are updated on at least a quarterly basis and will not necessarily provide a precise estimate of net interest income or the impact of higher or lower interest rates.

Using these assumptions, the model simulates net interest income under the base case and evaluates the relative risk of changes in interest rates by simulating the impact on net interest income of gradual parallel shifts in interest rates of 100 basis points higher and lower than the base case scenario. In such alternative scenarios, certain assumptions that are directly dependent on the interest rate environment are adjusted for the respective higher or lower interest rate environment. Other assumptions related to general and economic factors are held constant with those developed for the base case scenario. As a result, the alternative interest rate scenarios indicate what may happen to net interest income if interest rates were to change to the levels of the higher and lower scenarios but do not predict what may happen to net interest income if business and economic assumptions are not realized.

Actual results will differ from the simulated results of the base case scenario and of each alternative scenario due to various factors including timing, direction, magnitude and frequency of interest rate changes, the relationship or spread between various interest rates, changes in market conditions, loan volumes and pricing, deposit sensitivity, customer preferences, competition, and the actual interaction of the numerous assumptions. In addition, the actual results will be affected by the impact of mergers or acquisitions and business and asset/liability management strategies that differ from those assumed in the model. While the simulation model measures the relative risk of changes in interest rates on net interest income, the actual impact on net interest income could exceed or be less than the amounts projected in the base case and in each alternative scenario.

If interest rates increase evenly over the next four quarters by 100 basis points more than the base case scenario, the simulation model projects net interest income would decline from the base case scenario by approximately 2.5 percent. Conversely, if interest rates decline by 100 basis points, net interest income would remain substantially unchanged from the base scenario. If the actual change in interest rates is greater than 100 basis points in either direction, the impact on net interest income could further differ from the simulated results.

The simulated results of management's base case scenario include the impact of the Chemical acquisition. However, the model does not reflect the impact of the pending Midlantic merger, which is expected to further reduce interest sensitivity.

The following table sets forth average interest rates for the periods indicated including management's base case forecast and the industry consensus for the twelve months ended September 30, 1996 as reported in the Blue Chip Financial Forecasts.

AVERAGE INTEREST RATES

<TABLE>
<CAPTION>

	September 1995	Base case scenario December 1995	Base case scenario September 1996	Industry Consensus Average for the Twelve Months Ending September 1996
<S>	<C>	<C>	<C>	<C>
Federal funds	5.75%	5.50%	5.75%	5.50%
3-month LIBOR	5.86	5.65	5.95	5.60
5-year U.S. Treasury Note	6.00	5.90	6.35	6.00

Spread between 5-year U.S. Treasury and Fed funds	25bp	40bp	60bp	50bp

</TABLE>

An interest sensitivity (gap) analysis represents a point-in-time net position of assets, liabilities and off-balance-sheet instruments subject to repricing in specified time periods. A cumulative liability-sensitive gap position indicates liabilities are expected to reprice more quickly than assets over a specified time period. Alternatively, a cumulative asset-sensitive gap position indicates assets are expected to reprice more quickly than liabilities. The gap analysis alone does not accurately measure the magnitude of changes in net interest income since changes in interest rates over time do not impact all categories of assets, liabilities and off-balance-sheet instruments equally or simultaneously. The cumulative one-year gap position was .8 percent asset sensitive at September 30, 1995, compared with a liability-sensitive position of 1.5 percent and 17.4 percent at year end 1994 and September 30, 1994, respectively.

FINANCIAL DERIVATIVES

<TABLE>
<CAPTION>

September 30, 1995 Dollars In millions	Notional Value	Weighted Average Rate Paid	Weighted Average Rate Received	Estimated Fair Value
<S>	<C>	<C>	<C>	<C>
Instruments used to manage interest rate risk				
Asset rate conversion				
Interest rate swaps				
Pay-fixed designated to				
Investment securities	$ 3,000	7.89%	5.90%	$(126)
Commercial loans and mortgage	290	7.97	5.91	(18)
Receive-fixed index amortizing designated to commercial loans	4,931	5.89	5.25	(87)
Interest rate caps designated to investment securities	5,500	NM	NM	18
Total asset rate conversion	13,721	6.70	5.51	(213)
Liability rate conversion				
Interest rate conversion				
Interest rate swaps				
Pay-fixed designated to overnight and other borrowings	790	6.15	5.79	(4)
Receive-fixed index amortizing designated to deposits	3,107	5.79	5.57	(42)
Receive-fixed designated to bank notes and other borrowings	994	5.19	6.06	12
Basis swaps designated to bank notes	465	5.87	5.53	2
Total liability rate conversion	5,356	5.74	5.69	(32)
Mortgage origination activities				
Commitments to purchase forward contracts	417	NM	NM	
Commitments to sell forward contracts	851	NM	NM	1
Total interest rate risk management	20,345			(244)
Instruments used to manage MSR risk				
Interest rate floors	500	NM	NM	5
Receive-fixed interest rate swaps	125	5.91	6.73	1

Total MSR risk management	625	6
Total	$20,970	$(238)

</TABLE>

The floating rate portion of interest rate contracts are based on money-market indices. As a percent of notional value, 73 percent were based on 3-month LIBOR, 18 percent on Federal funds rate and the remainder on other short-term indices.

NM -- not meaningful

FINANCIAL DERIVATIVES   The Corporation uses a variety of off-balance-sheet financial derivatives as part of its overall interest rate risk management process and to manage risk associated with the value of certain MSR.

Interest rate swaps are agreements to exchange fixed and floating interest rate payments that are calculated on a notional principal amount. The floating rate is based on a money market index, primarily short-term LIBOR indices. Basis swaps are agreements under which both the receive and pay portion of the contract are based on a variable index.

Interest rate caps and floors are agreements where, for a fee, the counterparty agrees to pay the Corporation the amount, if any, by which a specified market interest rate differs from a defined rate applied to a notional amount. These contracts can also include a contractually specified limit of such rate differentials under which payment is required.

Futures contracts are agreements to purchase or sell a financial instrument at a specified future date, quantity and price or yield. Futures contracts have standardized contractual terms and are traded on organized exchanges.

Forward contracts provide for the delivery of financial instruments at a specified future date and at a specified price or yield.

Financial derivatives involve, to varying degrees, interest rate and credit risk in excess of the amount recognized in the balance sheet but less than the notional amount of the contract. For interest rate swaps, caps and floors, only periodic cash payments and, with respect to caps and floors, premiums, are exchanged; therefore, cash requirements and exposure to credit risk are significantly less than the notional principal amount.

The Corporation manages these risks as part of its asset/liability management process and through the Corporation's credit policies and procedures. The Corporation seeks to minimize the credit risk associated with financial derivatives by entering into transactions with only a select number of high-quality institutions, establishing credit limits, requiring bilateral-netting agreements, and, in certain instances, segregated collateral.

INTEREST RATE RISK MANAGEMENT   For interest rate risk management purposes the Corporation uses interest rate swaps to convert fixed-rate assets or liabilities to floating-rate instruments, convert floating-rate assets or liabilities to fixed-rate instruments, or convert floating-rate instruments from one index to another. The Corporation's swaps do not contain leverage or any similar features.

FINANCIAL DERIVATIVES ACTIVITY

<TABLE>
<CAPTION>

Notional value in millions	January 1 1995	Additions	Maturities/ Amortization	Terminations	September 30 1995
<S>	<C>	<C>	<C>	<C>	<C>
Interest rate risk management					
Interest rate swaps					
Index amortizing receive-fixed	$11,400		$ (3,362)		$ 8,038
Receive-fixed	94	$ 989	(89)		994
Pay-fixed	5,718	2,700	(2,270)	$(2,068)	4,080
Basis swaps		465			465
Interest rate caps	5,500				5,500
Eurodollar futures		2,500	(2,500)		
Mortgage origination activities					

Commitments to purchase forward contracts	16	1,495	(1,094)		417
Commitments to sell forward contracts	350	3,516	(3,015)		851
Total interest rate risk management	23,078	11,665	(12,330)	(2,068)	20,345
MSR risk management					
Interest rate floors		500			500
Receive-fixed interest rate swaps		125			125
Total MSR risk management		625			625
Total	$23,078	$12,290	$(12,330)	$(2,068)	$20,970

</TABLE>

During 1995, the Corporation entered into pay-fixed interest rate and basis swap contracts to alter the repricing characteristics of certain borrowed funds. Substantially all of these contracts have maturities of three to twelve months.

As part of its overall asset/liability management process the Corporation terminated $2.0 billion of pay-fixed interest rate swaps during the third quarter of 1995. The terminations resulted in a loss which is being deferred and amortized as an adjustment to interest income on investment securities, the instruments to which the swaps were designated. At September 30, 1995, the unamortized loss was $92.8 million and is being amortized ratably over a remaining period of 2 years and 7 months.

In November 1994, the Corporation purchased, for $129.6 million, interest rate caps with a notional value of $5.5 billion to reduce exposure to higher interest rates. These caps modify the interest rate characteristics of certain fixed-rate collateralized mortgage obligations to be variable within certain ranges. The caps require the counterparty to pay the Corporation the excess, if any, of 3-month LIBOR over a specified cap rate, currently 6.00 percent, computed quarterly based on the notional value of the contracts. At September 30, 1995, 3-month LIBOR was 5.94 percent. The cap rate adjusts to 6.50 percent during the fourth quarter of 1995 and the contracts expire during the fourth quarter of 1997. The agreements limit the amount payable to the Corporation to 150 basis points over the cap rate.

During the first nine months of 1995, interest rate swaps and caps negatively affected net interest income by $140.2 million compared with a benefit of $119.9 million in the same period of 1994.

In connection with the pending Midlantic merger, the Corporation continues to evaluate various alternatives regarding financial derivatives used for interest rate risk management including termination of certain contracts. The fair values of financial derivatives are estimates of amounts that would be received or paid upon termination of the related contracts. Such fair values are not recorded in the Corporation's financial statements.

The Corporation anticipates terminating its interest rate cap position in connection with the Midlantic merger. Upon termination, a pretax loss of approximately $65 million, measured by the difference between the unamortized premium and the estimated fair value is expected to be recorded. If interest rate swaps are terminated, the net loss would be deferred and amortized over the shorter of the remaining original life of the agreements or the designated instrument. If both an interest rate swap and the instrument to which the swap is designated are terminated or the designated instrument matures, the net loss would be recognized immediately in the results of operations.

The following table sets forth the expected maturity distribution of the notional value of financial derivatives and the associated weighted average interest rates with respect to instruments maturing in each year, assuming expected interest rates developed in management's base case interest rate scenario. Variable rates paid or received are subject to change as the underlying index floats with changes in the market.

EXPECTED MATURITY DISTRIBUTION OF FINANCIAL DERIVATIVES

<TABLE>

<CAPTION>

Notional value in millions	1995	1996	1997	1998	1999 and beyond	Total
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Interest rate risk management						
Interest rate swaps						
Receive-fixed index amortizing						
Notional value	$1,488	$5,490	$694	$366		$8,038
Weighted averaged fixed interest rate received	5.54%	5.29%	5.36%	4.97%		5.33%
Weighted average variable interest rate paid	5.74	5.71	5.90	5.95		5.74
Receive-fixed						
Notional value	$4	$955	$35			$994
Weighted average fixed interest rate received	8.87%	5.98%	6.48%			6.01%
Weighted average variable interest rate paid	5.75	4.15	5.85			4.22
Pay-fixed						
Notional value	$50	$865	$1,040	$2,050	$75	$4,080
Weighted average variable interest rate received	5.75%	5.57%	5.95%	5.95%	5.95%	5.87%
Weighted average fixed interest rate paid	8.11	6.09	7.90	7.93	9.43	7.56
Basis swaps						
Notional value		$465				$465
Weighted average interest rate received		5.72%				5.72%
Weighted average interest rate paid		5.63				5.63
Interest rate caps			$5,500			$5,500
Forward contracts	$1,268					1,268
MSR risk management						
Interest rate floors					$500	500
Receive-fixed interest rate swaps					125	125

</TABLE>

The notional values of receive-fixed index amortizing swaps amortize on predetermined dates and in predetermined amounts based on market movements of the designated index. The weighted average expected maturity of index amortizing swaps shortened to 10 months at September 30, 1995, compared with 2 years and 10 months at year-end 1994, reflecting actual and expected amortization of index-amortizing swaps as a result of lower interest rates. Should interest rates increase, the maturity of such swaps would extend. Substantially all index-amortizing swaps contractually mature by the end of 1998.

MORTGAGE SERVICING RISK MANAGEMENT The Corporation also uses financial derivatives to manage risk associated with the value of certain MSR. The inherent risk affecting the value of MSR is the potential for the related mortgages to prepay thereby eliminating the underlying service fee income stream. Prepayment is primarily related to declining interest rates. During the third quarter of 1995, the Corporation entered into a combination of interest rate floors and receive-fixed interest rate swaps designed to reduce this risk. If interest rates decrease, the value of the interest rate swaps and floors should increase and the value of the related MSR would decline.

CREDIT RISK Credit risk represents the possibility that a customer or counterparty may not perform in accordance with contractual terms. Credit risk is inherent in the lending business and results from extending credit to customers, purchasing securities, and entering into certain off-balance-sheet financial instruments. The Corporation seeks to manage credit risk through diversification, utilizing exposure limits to any single industry or customer, requiring collateral and selling participations to third parties.

NONPERFORMING ASSETS

Dollars in millions	September 30 1995	December 31 1994
Nonaccrual loans		
Commercial	$ 93	$143
Real estate project	82	70
Real estate mortgage		
Residential	53	53
Commercial	40	44
Total nonaccrual loans	268	310
Restructured loans	5	9
Total nonperforming loans	273	319
Foreclosed assets		
Real estate project	87	77
Real estate mortgage		
Residential	24	21
Commercial	3	5
Other	21	24
Total foreclosed assets	135	127
Total	$408	$446
Nonperforming loans to loans	.74%	.90%
Nonperforming assets to loans and foreclosed assets	1.10	1.25
Nonperforming assets to assets	.67	.69

The following table sets forth changes in nonperforming assets during the first nine months of 1995.

CHANGE IN NONPERFORMING ASSETS

In millions	1995
Balance at January 1	$446
Transferred from accrual	191
Acquisitions	1
Returned to performing	(20)
Principal reductions	(112)
Sales	(49)
Charge-offs and valuation adjustments	(49)
Balance at September 30	$408

At September 30, 1995, $65 million of nonperforming assets were current as to principal and interest compared with $62 million at December 31, 1994.

Accruing loans contractually past due 90 days or more as to the payment of principal or interest totaled $146.0 million at September 30, 1995 compared with $148.3 million at December 31, 1994. Residential mortgages and student loans totaling $54.6 million and $37.4 million, respectively, were included in the total at September 30, 1995 compared with $49.6 million and $36.4 million, respectively, at year-end 1994.

In determining the adequacy of the allowance for credit losses, the Corporation allocates reserves to specific problem loans based on a collectibility review and pools of watchlist and non-watchlist loans for various credit risk factors. Effective January 1, 1995, the Corporation adopted SFAS No. 114, "Accounting by Creditors for Impairment of a Loan," as amended by SFAS No. 118. Under this Standard, the Corporation estimates credit losses on impaired loans based on the present value of expected cash flows or the fair value of the underlying collateral if the loan repayment is expected to come from the sale or operation of such collateral.

The allowance for credit losses totaled $943 million at September 30, 1995 compared with $1.0 billion at December 31, 1994. The allowance as a percentage of period-end loans and nonperforming loans was 2.56 percent and 346.3 percent, respectively, at September 30, 1995. The comparable year-end 1994 amounts were 2.83 percent and 314.2 percent, respectively.

CHARGE-OFFS AND RECOVERIES

<TABLE>
<CAPTION>

Dollars in millions	Charge-offs	Recoveries	Net Charge-offs	Percent of Average Loans
<S>	<C>	<C>	<C>	<C>
Nine months ended September 30, 1995				
Commercial	$ 31	$19	$12	.13%
Real estate project	9	2	7	.56
Real estate mortgage				
Residential	7	1	6	.08
Commercial	4	1	3	.33
Consumer	56	24	32	.47
Total	$107	$47	$60	.22%
Nine months ended September 30, 1994				
Commercial	$ 38	$26	$12	.13%
Real estate project	19	2	17	1.34
Real estate mortgage				
Residential	11	1	10	.16
Commercial	3	1	2	.24
Consumer	49	23	26	.40
Total	$120	$53	$67	.27%

</TABLE>

LIQUIDITY RISK Liquidity represents an institution's ability to generate cash or otherwise obtain funds at reasonable rates to satisfy commitments to borrowers and demands of depositors and debtholders, and invest in other strategic initiatives. Liquidity risk represents the likelihood the Corporation would be unable to generate cash or otherwise obtain funds at reasonable rates to satisfy commitments to borrowers, as well as the obligations to depositors and debtholders. Liquidity is managed through the coordination of the relative maturities of assets, liabilities and off-balance-sheet positions and is enhanced by the ability to raise funds in capital markets.

During the first nine months of 1995, cash and due from banks decreased $468 million to $2.1 billion compared with an increase of $121 million during the year-earlier period. Net cash provided by operating activities decreased by $1.2 billion in the comparison, primarily due to an increase in loans held for sale associated with the Corporation's mortgage banking activities. Cash provided by investing activities increased to $2.9 billion compared with $2.0 billion used in the year-earlier period reflecting the Corporation's reduction of the securities portfolio. Net cash used by financing activities totaled $3.5 billion in the first nine months of 1995 compared with $749 million provided a year earlier as the Corporation repaid wholesale liabilities using proceeds from the reduction in securities.

Liquid assets consist of cash and due from banks, short-term investments, loans held for sale and securities available for sale. At September 30, 1995, such assets totaled $5.9 billion. Liquidity is also provided by residential mortgages which may be used as collateral for funds obtained through the Federal Home Loan Bank system and by mortgage-related securities available as collateral for securities sold under agreements to repurchase. At September 30, 1995, approximately $5.3 billion of residential mortgages were available as collateral for borrowings from the Federal Home Loan Bank system. Mortgage-related securities available as collateral for securities sold under agreements to repurchase totaled $5.2 billion at September 30, 1995. The planned reduction in the securities portfolio and related wholesale funding sources is not expected to materially affect overall liquidity.

Liquidity for the parent company and its affiliates is also generated through the issuance of securities in public or private markets, lines of credit and dividends from subsidiaries. Under effective shelf registration statements at September 30, 1995, the Corporation had available $140 million of debt, $300 million of preferred stock and $350 million of securities that may be issued as either debt or preferred stock. In addition, the Corporation had a $300 million unused committed line of credit. Funds obtained from any of these sources can be used for both bank and nonbank activities.

Management believes the Corporation has sufficient liquidity to meet its current obligations to customers, debtholders and others. The impact of replacing maturing liabilities is reflected in the income simulation model used in the Corporation's overall asset/liability management process. At September 30, 1995, the model assumed short-term rates and the cost of replacement funding would be relatively stable.

CORPORATE FINANCIAL REVIEW

THIRD QUARTER 1995 VERSUS THIRD QUARTER 1994

Net income for the third quarter of 1995 totaled $149.0 million, or $.64 per fully diluted share, compared with $188.0 million, or $.79 per fully diluted share, a year ago. Return on average assets and return on average common shareholders' equity were .96 percent and 13.42 percent, respectively, in the third quarter of 1995, and the after-tax profit margin was 22.58 percent.

Taxable-equivalent net interest income totaled $372.8 million in the third quarter of 1995 compared with $503.2 million a year ago. The net interest margin was 2.61 percent compared with 3.45 percent in the third quarter of 1994. Net interest income and net interest margin declines reflect the Corporation's strategic actions begun in the latter half of 1994 to reposition the balance sheet by reducing wholesale funding and investment activities, and the cost of other actions taken to reduce interest rate sensitivity. In addition, deposit and borrowing costs increased more rapidly than loan yields in the quarter-to-quarter comparison.

Average assets for the third quarter of 1995 totaled $61.7 billion compared with $62.0 billion in the third quarter last year. For the third quarter of 1995, average loans totaled $36.8 billion. Excluding acquisitions, average loans increased 6.4 percent compared with the third quarter of 1994. Average loans represented 64.5 percent of average earning assets compared with 59.2 percent a year ago, as average securities declined $3.6 billion reflecting the strategic initiative to downsize this portfolio.

Noninterest income increased $56.2 million, or 24.3 percent, to $287.3 million in the third quarter of 1995 compared with the year-earlier period. Investment management and trust income increased $24.3 million, or 33.6 percent, to $96.7 million, primarily due to the BlackRock acquisition, new business, and an increase in the value of managed assets. Discretionary assets totaled $85.9 billion at September 30, 1995, compared with $50.1 billion a year ago. Service charges, fees and commissions decreased $3.4 million to $91.7 million in the third quarter of 1995 compared with the same quarter a year ago, primarily reflecting the impact of the Corporation's credit card alliance. Excluding the effect of this alliance, service charges, fees and commissions increased 4.0 percent, or $3.5 million.

Mortgage banking income decreased $27.6 million to $51.3 million during the third quarter of 1995 compared with the year-earlier period primarily due to lower gains on sales of servicing.

Other noninterest income increased $18.6 million in the comparison. A $28.2 million gain on the sale of 12 branches located in Dayton, Ohio was partially offset by lower venture capital income. The branch sale was initiated in connection with the ongoing rationalization of the Corporation's retail branch network.

Noninterest expense decreased $3.1 million to $432.8 million for the third quarter of 1995 compared with the year-earlier period. Lower staff and Federal deposit insurance expenses were substantially offset in the comparison by the impact of acquisitions.

CONSOLIDATED BALANCE SHEET

<TABLE>
<CAPTION>

Dollars in millions, except par values	September 30 1995	December 31 1994
<S>	<C>	<C>
ASSETS		
Cash and due from banks	$ 2,124	$ 2,592
Short-term investments	637	809
Loans held for sale	901	487
Securities available for sale	2,228	3,457
Investment securities, fair value of $15,787 and $16,233	16,035	17,464
Loans, net of unearned income of $225 and $240	36,815	35,407
Allowance for credit losses	(943)	(1,002)
Net loans	35,872	34,405

Other	3,421	4,931
Total assets	$61,218	$64,145
LIABILITIES		
Deposits		
Noninterest-bearing	$ 6,496	$ 6,992
Interest-bearing	26,517	28,019
Total deposits	33,013	35,011
Borrowed funds		
Federal funds purchased	3,407	2,181
Repurchase agreements	5,427	3,785
Commercial paper	490	1,226
Other	3,359	4,416
Total borrowed funds	12,683	11,608
Notes and debentures	9,616	11,754
Other	1,402	1,378
Total liabilities	56,714	59,751
SHAREHOLDERS' EQUITY		
Preferred stock - $1 par value		
Authorized: 17,545,591 and 17,601,524 shares		
Issued and outstanding: 865,033 and 920,966 shares		
Aggregate liquidation value: $18 and $19	1	1
Common stock - $5 par value		
Authorized: 450,000,000 shares		
Issued: 236,776,811 and 236,063,418 shares	1,184	1,180
Capital surplus	465	462
Retained earnings	3,189	3,018
Deferred ESOP benefit expense	(92)	(83)
Net unrealized securities losses	(45)	(119)
Common stock held in treasury at cost: 8,178,221 and 2,814,910 shares	(198)	(65)
Total shareholders' equity	4,504	4,394
Total liabilities and shareholders' equity	$61,218	$64,145

</TABLE>

See accompanying Notes to Consolidated Financial Statements.

CONSOLIDATED STATEMENT OF INCOME

<TABLE>
<CAPTION>

	Three Months Ended September 30		Nine Months Ended September 30	
In thousands, except per share data	1995	1994	1995	1994
<S>	<C>	<C>	<C>	<C>
INTEREST INCOME				
Loans and fees on loans	$ 749,019	$ 652,127	$2,194,025	$1,818,974
Securities	262,974	335,117	841,761	947,572
Other	27,481	20,325	70,410	71,121
Total interest income	1,039,474	1,007,569	3,106,196	2,837,667
INTEREST EXPENSE				
Deposits	329,378	249,532	941,996	664,777
Borrowed funds	209,705	129,712	626,580	333,322
Notes and debentures	135,598	133,370	426,525	354,313

Total interest expense	674,681	512,614	1,995,101	1,352,412
Net interest income	364,793	494,955	1,111,095	1,485,255
Provision for credit losses		10,078		60,123
Net interest income less provision for credit losses	364,793	484,877	1,111,095	1,425,132
NONINTEREST INCOME				
Investment management and trust	96,657	72,354	273,306	218,815
Service charges, fees and commissions	91,717	95,094	272,125	275,135
Mortgage banking	51,333	78,911	146,653	159,274
Net securities gains (losses)	44	(44,202)	9,080	(13,895)
Other	47,536	28,942	88,270	78,561
Total noninterest income	287,287	231,099	789,434	717,890
NONINTEREST EXPENSE				
Staff expense	204,841	208,128	611,289	618,999
Net occupancy and equipment	69,314	67,880	206,073	200,022
Other	158,647	159,905	479,222	462,033
Total noninterest expense	432,802	435,913	1,296,584	1,281,054
Income before income taxes	219,278	280,063	603,945	861,968
Applicable income taxes	70,232	92,065	192,260	280,436
Net income	$ 149,046	$ 187,998	$ 411,685	$ 581,532
EARNINGS PER COMMON SHARE				
Primary	$.65	$.79	$1.78	$2.45
Fully diluted	.64	.79	1.77	2.44
CASH DIVIDENDS DECLARED PER COMMON SHARE	.35	.32	1.05	.96
AVERAGE COMMON SHARES OUTSTANDING				
Primary	229,837	236,914	230,869	236,954
Fully diluted	231,875	238,735	233,087	238,807

</TABLE>

See accompanying Notes to Consolidated Financial Statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

<TABLE>
<CAPTION>

Nine months ended September 30 In millions	1995	1994
<S>	<C>	<C>
OPERATING ACTIVITIES		
Net income	$ 412	$ 582
Adjustments to reconcile net income to net cash provided by operating activities		
Provision for credit losses		60
Depreciation, amortization and accretion	185	185

Deferred income taxes	79	38
Net securities (gains) losses	(9)	14
Net gain on sales of assets	(66)	(55)
Valuation adjustments on assets, net of gains on sales	(1)	(19)
Changes in		
Loans held for sale	(414)	927
Other	(61)	(402)
Net cash provided by operating activities	125	1,330
INVESTING ACTIVITIES		
Net change in loans	(1,241)	(1,512)
Maturities		
Securities available for sale	360	1,920
Investment securities	1,465	2,539
Sales		
Securities available for sale	1,713	10,699
Loans	153	561
Foreclosed assets	52	84
Purchases		
Securities available for sale	(696)	(8,430)
Investment securities	(32)	(7,560)
Loans	(520)	(22)
Net cash paid for acquisitions	(119)	(462)
Other	1,799	225
Net cash provided (used) by investing activities	2,934	(1,958)
FINANCING ACTIVITIES		
Net change in		
Noninterest-bearing deposits	(503)	(813)
Interest-bearing deposits	(1,405)	(1,088)
Federal funds purchased	1,223	822
Sale/issuance		
Repurchase agreements	60,328	106,042
Commercial paper	3,234	4,086
Other borrowed funds	80,973	80,433
Notes and debentures	8,506	7,577
Common stock	34	33
Redemption/maturity		
Repurchase agreements	(58,686)	(106,684)
Commercial paper	(3,969)	(2,739)
Other borrowed funds	(82,030)	(81,251)
Notes and debentures	(10,825)	(5,412)
Net acquisition of treasury stock	(164)	(30)
Cash dividends paid to shareholders	(243)	(227)
Net cash provided (used) by financing activities	(3,527)	749
INCREASE IN CASH AND DUE FROM BANKS	(468)	121
Cash and due from banks at beginning of year	2,592	1,817
Cash and due from banks at end of period	$ 2,124	$ 1,938

</TABLE>

See accompanying Notes to Consolidated Financial Statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

ACCOUNTING POLICIES

BUSINESS PNC Bank Corp. provides a broad range of banking and related financial services through its subsidiaries to consumers, small businesses and corporate customers and is subject to intense competition from other financial services companies with respect to these services and customers. PNC Bank Corp. is also subject to the regulations of certain federal and state agencies and undergoes periodic examinations by such regulatory authorities.

BASIS OF FINANCIAL STATEMENT PRESENTATION The unaudited consolidated interim financial statements have been prepared in accordance with generally accepted accounting principles and include the accounts of PNC Bank Corp. and its subsidiaries ("Corporation"), substantially all of which are wholly owned. In the opinion of management, the financial statements reflect all adjustments, which are of a normal recurring nature, necessary for a fair statement of the results for the interim periods presented.

In preparing the unaudited consolidated interim financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the balance sheet and revenues and expenses for the period. Actual results could differ from such estimates.

The notes included herein should be read in conjunction with the audited consolidated financial statements included in the Corporation's 1994 Annual Report.

ALLOWANCE FOR CREDIT LOSSES Effective January 1, 1995, the Corporation adopted Statement of Financial Accounting Standards ("SFAS") No. 114, "Accounting by Creditors for Impairment of a Loan," as amended by SFAS No. 118. Under this Standard, the Corporation estimates credit losses on impaired loans based on the present value of expected cash flows or the fair value of the underlying collateral if the loan repayment is expected to come from the sale or operation of such collateral. For purposes of this Standard, nonaccrual commercial, real estate project, commercial real estate and restructured loans are considered to be impaired. Prior to 1995, the credit losses related to these loans were estimated based on undiscounted cash flows or the fair value of the underlying collateral.

The allowance is maintained at a level believed by management to be sufficient to absorb estimated potential credit losses. Management's determination of the adequacy of the allowance is based on periodic evaluations of the credit portfolio and other relevant factors. This evaluation is inherently subjective as it requires material estimates, including the amounts and timing of expected future cash flows on impaired loans, which may be susceptible to significant change. The allowance for credit losses on impaired loans pursuant to SFAS No. 114 is one component of the methodology for determining the allowance for credit losses. The remaining components of the allowance for credit losses provide for estimated losses on consumer loans and residential real estate mortgages, and general amounts for historical loss experience, uncertainties in estimating losses and inherent risks in the various credit portfolios.

NONPERFORMING ASSETS Foreclosed assets are comprised of property acquired through a foreclosure proceeding or acceptance of a deed-in-lieu of foreclosure and loans where the Corporation has possession of the underlying collateral. Foreclosed assets are recorded as other assets in the consolidated balance sheet.

The interest collected on impaired loans is recognized on the cash basis or cost recovery method depending on the collectibility of the loans.

EARNINGS PER COMMON SHARE Primary earnings per common share is calculated by dividing net income adjusted for preferred stock dividends declared by the sum of the weighted average number of shares of common stock outstanding and the number of shares of common stock which would be issued assuming the exercise of stock options during each period.

Fully diluted earnings per common share is based on net income adjusted for interest expense, net of tax, on outstanding convertible debentures and dividends declared on nonconvertible preferred stock. The weighted average number of shares of common stock outstanding is increased by the assumed conversion of outstanding convertible preferred stock and convertible debentures from the beginning of the year or date of issuance, if later, and the number of shares of common stock which would be issued assuming the exercise of stock options. Such adjustments to net income and the weighted average number of shares of common stock outstanding are made only when such adjustments dilute earnings per common share.

FINANCIAL DERIVATIVES The Corporation uses off-balance-sheet financial derivatives as part of its overall asset/liability management process and as part of its mortgage banking activities. Substantially all of such instruments are used to manage interest rate risk and to manage risk associated with the value of certain mortgage servicing rights ("MSR"). Financial derivatives used for such purposes primarily consist of interest rate swaps, caps, and floors and futures and forward contracts.

Futures contracts are used to hedge interest rate risk. To qualify for hedge accounting, the futures contract must be designated as a hedge of an asset, liability, firm commitment or anticipated transaction that is probable of occurring and whose significant terms have been identified. Such instruments must expose the Corporation to interest rate risk and the futures contract must reduce such risk. Under hedge accounting, gains and losses on futures contracts are deferred and included in the carrying value of related assets and liabilities. The deferred gains and losses are amortized as a yield adjustment over the expected life of the hedged instrument. If the hedged instruments are disposed of, the unamortized deferred gains or losses are included in the determination of the gain/loss on the disposition of such instruments.

Interest rate caps and floors are agreements where, for a fee, the counterparty agrees to pay the Corporation the amount, if any, by which a specified market interest rate differs from a defined rate applied to a notional amount. Premiums on interest rate caps are deferred and amortized over the life of the agreement as an adjustment to interest income or interest expense of the designated instruments. Unamortized premiums are included in other assets. Payments received on interest rate caps are recognized under the accrual method as an adjustment to interest income or expense of the designated instruments.

Upon termination, any losses, measured by the difference between the unamortized premium and the fair value payment would be recognized immediately in the results of operations. Any gains resulting from such terminations would be deferred and amortized as an adjustment to interest income or expense of the designated instruments over the shorter of the remaining life of the interest rate contract or the designated instrument.

The Corporation has used a combination of interest rate swaps and floors to manage risk associated with the value of MSR. To qualify as a hedge, the instruments must be designated as a hedge of specified MSR and reduce risk of changes in the value of MSR. Premiums on interest rate floors are deferred and amortized over the life of the agreement as an adjustment to non-interest expense. Unamortized premiums are included in other assets. Unrealized gains or losses on the hedges are considered in the valuation of MSR. Realized gains and losses are deferred as an adjustment to the carrying amount of the MSR and amortized over the estimated life of the designated MSR. Instruments not qualifying as a hedge would be marked to market.

CHANGE IN ACCOUNTING PRINCIPLE

In the second quarter, the Corporation adopted SFAS No. 122, "Accounting for Mortgage Servicing Rights," which amended SFAS No. 65, "Accounting for Certain Mortgage Banking Activities". This Standard provides for the recognition of originated mortgage servicing rights ("OMSR") retained for loans sold by allocating total costs incurred between the loan and the servicing rights based on their relative fair values. Under SFAS No. 65, the value of OMSR was not recognized as assets when the related loan was sold. MSR are amortized in proportion to, and over the period of, estimated net servicing income.

At September 30, 1995, the Corporation's capitalized MSR had a carrying value of $280.8 million and an estimated fair value of $356.3 million. To determine the fair value of MSR the Corporation estimates the present value of future cash flows incorporating numerous assumptions including servicing income, cost of servicing, discount rate, prepayment speeds and default rates.

SFAS No. 122 also requires that a valuation allowance be established for the excess of the carrying amount of capitalized MSR over their estimated fair value. For purposes of measuring impairment, MSR are disaggregated and stratified on predominant risk characteristics, primarily loan type, interest rates and investor type. At September 30, 1995 no allowance for impairment was required.

SFAS No. 122 requires prospective adoption with respect to OMSR recognition. The after-tax amount of OMSR recognized in the nine months ended September 30, 1995, was $16.6 million, or $.07 per fully diluted share.

MERGERS AND ACQUISITIONS

In July 1995, the Corporation entered into a definitive merger agreement with Midlantic Corporation ("Midlantic"), a regional bank holding company headquartered in Edison, New Jersey. At September 30, 1995, Midlantic had assets and deposits of $13.9 billion and $10.9 billion, respectively. Under terms of the agreement, the Corporation will exchange 2.05 shares of its common stock for each share of Midlantic common stock. Based on share data as of September 30, 1995, the Corporation expects to issue 111.1 million shares of its common stock to consummate the merger. The transaction will be accounted for as a pooling of interests. The Corporation has received all required regulatory approvals for the merger, which is targeted to be completed by year-end 1995, pending approval by shareholders of both companies.

On October 6, 1995, the Corporation completed the acquisition of Chemical New Jersey Holdings, Inc., and its wholly-owned subsidiary Chemical Bank New Jersey, N.A. ("Chemical") consisting of 81 branches in southern and central New Jersey with total assets of $3.2 billion and retail core deposits of $2.7 billion. The transaction was accounted for under the purchase method and the Corporation paid approximately $492 million in cash.

In February 1995, the Corporation completed the acquisition of BlackRock Financial Management L.P., a New York-based, fixed-income investment management firm with approximately $25 billion in assets under management at closing. The transaction was accounted for under the purchase method and the Corporation paid $71 million in cash and issued $169 million of unsecured notes. In connection with this acquisition, the Corporation recorded $239 million of intangible assets.

In the first quarter of 1995 the Corporation acquired Indian River Federal Savings Bank, Vero Beach, Florida, and Brentwood Financial Corporation, Cincinnati, Ohio, for $33 million in cash. The acquisitions added assets and deposits of approximately $175 million and $140 million, respectively.

During 1994, the Corporation completed the acquisitions of United Federal Bancorp, Inc., State College, Pennsylvania, and First Eastern Corp., Wilkes-Barre, Pennsylvania. The acquisitions added assets and deposits of $2.8 billion and $2.4 billion, respectively. In addition, in June 1994, the Corporation purchased a $10 billion residential mortgage servicing portfolio from the Associates Corporation of North America.

CASH FLOWS

For purposes of the statement of cash flows, the Corporation defines cash and due from banks as cash and cash equivalents. During the first nine months of 1995 and 1994, interest paid on deposits and other contractual debt obligations was $2.0 billion and $1.3 billion, respectively. Income taxes paid were $36.4 and $305.1 million, respectively. Noncash activities consisted of loans transferred to foreclosed assets totaling $59.6 million during the first nine months of 1995 and $46.4 million in the first nine months of 1994 and transfers of securities available for sale to investment securities totaling $2.7 billion during the first nine months of 1994.

The table below sets forth information pertaining to acquisitions and divestitures which affect cash flows for the nine months ended September 30, 1995 and 1994.

<TABLE>
<CAPTION>

Nine months ended September 30 In millions	1995	1994
<S>	<C>	<C>
Assets acquired	$299	$3,197
Liabilities assumed	144	2,619
Cash paid	155	578
Cash and due from banks received	36	116

</TABLE>

In addition, the Corporation issued $169 million of unsecured notes in connection with the BlackRock acquisition.

SECURITIES

The following table sets forth the amortized cost, unrealized gains and losses, and the estimated fair value of the securities portfolio.

[CAPTION]
<TABLE>

	September 30, 1995				December 31, 1994			
	Amortized	Unrealized			Amortized	Unrealized		
In millions	Cost	Gains	Losses	Fair Value	Cost	Gains	Losses	Fair Value
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Investment securities								
Debt securities								
U.S. Treasury	$ 1,806	$14		$ 1,820	$ 1,794		$ 93	$ 1,701
U.S. Government agencies and corporations								
Mortgage-related	9,892	9	$298	9,603	10,920		1,025	9,895
Other	1,000	4		1,004	1,000		28	972
State and municipal	325	21		346	348	$12	2	358
Asset-backed private placements	1,597	10		1,607	1,597		33	1,564
Other debt								
Mortgage-related	636	1	9	628	726		43	683
Other	468		1	467	769		20	749
Other	311	1		312	310	1		311

Total	$16,035	$60	$308	$15,787	$17,464	$13	$1,244	$16,233
Securities available for sale								
Debt securities								
U.S. Treasury	$ 106	$ 1		$ 107	$ 401		$ 8	$ 393
U.S. Government agencies and corporations								
Mortgage-related	1,284	8	$ 9	1,283	2,161		69	2,092
Other	25		1	24	25		4	21
Other debt								
Mortgage-related	590	1	2	589	749		17	732
Other	118	2	1	119	117	$ 2		119
Corporate stocks and other	106	2	2	106	105	1	6	100
Total	$2,229	$14	$ 15	$ 2,228	$ 3,558	$ 3	$ 104	$ 3,457

</TABLE>

Management is reviewing the asset/liability positions of Midlantic and the Corporation and is considering various actions consistent with the Corporation's strategic initiatives related to balance sheet repositioning and interest rate risk management. In connection therewith, the Corporation is considering reclassifying investment securities to the available-for-sale portfolio. Any reclassifications of investment securities will be accounted for at fair value and would include the fair value of associated financial derivatives. Unrealized gains and losses would be recorded as a component of shareholders' equity, net of tax.

The Corporation may sell securities classified as available for sale as part of the overall asset/liability management process. Realized gains and losses would be reflected in the results of operations and would include the fair value of financial derivatives associated with such securities.

On a pro forma basis, the combined investment securities of the Corporation and Midlantic had a net unrealized pretax loss of $226 million at September 30, 1995. The associated financial derivatives had an estimated net unrealized pretax loss of $283 million, including deferred losses on terminated swap contracts.

NONPERFORMING ASSETS

Nonperforming assets are comprised of nonaccrual and restructured loans, and foreclosed assets. These assets were as follows:

<TABLE>
<CAPTION>

In millions	September 30 1995	December 31 1994
<S>	<C>	<C>
Nonaccrual loans	$268	$310
Restructured loans	5	9
Total nonperforming loans	273	319
Foreclosed assets	135	127
Total nonperforming assets	$408	$446

</TABLE>

Information with respect to impaired loans and the related allowance determined in accordance with SFAS No. 114 is set forth below.

<TABLE>
<CAPTION>

In millions	September 30 1995

Impaired loans	
With a related allowance for credit losses	$123
Without a related allowance for credit losses	92
Total impaired loans	$215
Allowance for credit losses	$ 18
Average impaired loans	240

During the first nine months of 1995, interest income recognized on impaired loans was $1.3 million.

ALLOWANCE FOR CREDIT LOSSES

The following table presents changes in the allowance for credit losses:

In millions	1995	1994
Balance at January 1	$1,002	$ 972
Charge-offs	(107)	(120)
Recoveries	47	53
Net charge-offs	(60)	(67)
Provision for credit losses		60
Acquisitions	1	65
Balance at September 30	$ 943	$1,030

NOTES AND DEBENTURES

Notes and debentures consisted of the following:

In millions	September 30 1995	December 31 1994
BANKING SUBSIDIARIES		
Bank notes	$5,777	$ 8,825
Federal Home Loan Bank	2,447	1,384
Subordinated notes	345	
Student Loan Marketing Association		500
Other	182	
Total banking subsidiaries	8,751	10,709
OTHER SUBSIDIARIES		
Senior notes	13	164
Subordinated notes	747	746
ESOP borrowing	101	110
Other	4	25
Total other subsidiaries	865	1,045
Total	$9,616	$11,754

Notes and debentures have scheduled repayments for the years 1995 through 1999 and thereafter of $2.3 billion, $5.3 billion, $168 million, $152 million, and $1.6 billion, respectively. In April 1995, the Corporation issued $350 million of 7.875 percent unsecured subordinated notes due in 2005.

FINANCIAL DERIVATIVES

The following table sets forth the notional value and the related fair values of financial derivatives used for interest rate risk management and to manage the risk associated with the value of MSR:

[CAPTION]
<TABLE>

In millions	Notional Value	Positive Fair Value	Notional Value	Negative Fair Value	Total Notional Value
<S>	<C>	<C>	<C>	<C>	<C>
September 30, 1995					
Interest rate risk management					
Interest rate swaps					
Receive-fixed	$1,015	$13	$ 8,017	$(129)	$ 9,032
Pay-fixed	500		3,580	(149)	4,080
Basis swap	465	2			465
Total interest rate swaps	1,980	15	11,597	(278)	13,577
Interest rate caps	5,500	18			5,500
Total interest rate risk	7,480	33	11,597	(278)	19,077
Mortgage servicing risk management					
Receive-fixed interest rate swaps	125	1			125
Interest rate floors	500	5			500
Total mortgage servicing risk management	625	6			625
Total	$8,105	$39	$11,597	$(278)	$19,702
December 31, 1994					
Interest rate risk management					
Interest rate swaps					
Receive-fixed	$ 119	$ 4	$11,375	$(772)	$11,494
Pay-fixed	5,060	26	658	(19)	5,718
Total swaps	5,179	30	12,033	(791)	17,212
Interest rate caps	5,500	132			5,500
Total interest rate risk management	$10,679	$162	$12,033	$(791)	$22,712

</TABLE>

During the third quarter of 1995, the Corporation terminated $2.0 billion of pay-fixed interest rate swaps. The resulting loss was deferred and is being amortized as an adjustment to interest income or expense of the designated instruments. At September 30, 1995, the unamortized loss was $92.8 million and will be amortized ratably over a remaining period of 2 years and 7 months.

STATISTICAL INFORMATION

average consolidated balance sheet and net interest analysis

<TABLE>
<CAPTION>

Taxable-equivalent basis	Nine months ended September 30					
	1995			1994		
Average balance in millions, interest in thousands	Average Balances	Interest	Average Yields/Rates	Average Balances	Interest	Average Yields/Rates
<S>	<C>	<C>	<C>	<C>	<C>	<C>
ASSETS						
Interest-earning assets						
Short-term investments	$ 635	$ 32,829	6.91%	$ 821	$ 29,378	4.78%
Mortgages held for sale	602	35,069	7.77	730	38,948	7.11
Securities						
U.S. Treasury	2,061	58,289	3.78	3,562	129,262	4.85
U.S. Government agencies and corporations	13,341	558,242	5.58	15,406	691,417	5.98
State and municipal	342	26,160	10.22	369	28,596	10.33
Other debt	3,791	192,920	6.75	2,212	95,301	5.75
Corporate stocks and others	313	14,821	6.33	295	12,998	5.88
Total securities	19,848	850,432	5.71	21,844	957,574	5.85
Loans, net of unearned income						
Commercial	12,425	741,652	7.87	11,963	648,452	7.25
Real estate project	1,666	116,521	9.22	1,693	100,181	7.91
Real estate mortgage	11,345	649,048	7.63	9,293	483,967	6.94
Consumer	9,039	619,454	9.16	8,689	538,069	8.28
Other	1,641	82,994	6.75	1,387	63,372	6.10
Total loans, net of unearned income	36,116	2,209,669	8.13	33,025	1,834,041	7.42
Other interest-earning assets	54	2,637	6.55	98	2,878	3.94
Total interest-earning assets/interest income	57,255	3,130,636	7.28	56,518	2,862,819	6.77
Noninterest-earning assets						
Allowance for credit losses	(979)			(1,009)		
Cash and due from banks	2,252			2,121		
Other assets	3,247			2,574		
Total assets	$61,775			$60,204		
LIABILITIES AND SHAREHOLDERS' EQUITY						
Interest-bearing liabilities						
Interest-bearing deposits						
Demand and money market	$ 9,004	210,358	3.12	$10,007	142,115	1.90
Savings	2,160	41,995	2.60	2,440	22,224	1.22
Other time	14,080	589,738	5.60	13,115	469,887	4.79
Deposits in foreign offices	2,147	99,905	6.14	945	30,551	4.32
Total interest-bearing deposits	27,391	941,996	4.59	26,507	664,777	3.35
Borrowed funds						
Federal funds purchased	2,782	125,414	6.03	2,880	87,373	4.06
Repurchase agreements	6,447	298,439	6.10	5,180	149,971	

						3.87
Commercial paper	728	32,459	5.96	947	30,119	4.25
Other	3,342	170,268	6.76	2,277	65,859	3.87
Total borrowed funds	13,299	626,580	6.24	11,284	333,322	3.95
Notes and debentures	9,132	426,525	6.20	10,848	354,313	4.36
Total interest-bearing liabilities/interest expense	49,822	1,995,101	5.33	48,639	1,352,412	3.72
Noninterest-bearing liabilities and shareholders' equity						
Demand and other noninterest-bearing deposits	6,311			6,158		
Accrued expenses and other liabilities	1,258			1,087		
Shareholders' equity	4,384			4,320		
Total liabilities and shareholders' equity	$61,775			$60,204		
Interest rate spread including interest rate swaps and caps			1.95			3.05
Impact of noninterest-bearing liabilities			.69			.52
Net interest income/margin on earning assets		$1,135,535	2.64%		$1,510,407	3.57%

</TABLE>

Nonaccrual loans are included in loans, net of unearned income. The impact of interest rate swaps and caps is included in the interest income/expense and average yields/rates for commercial loans, U.S. Government agencies and corporations securities, all interest-bearing deposits, other borrowed funds and notes and debentures.

STATISTICAL INFORMATION

<TABLE>
<CAPTION>

1995						1994		
Third Quarter			Second Quarter			Third Quarter		
Average Balances	Interest	Average Yields/Rates	Average Balances	Interest	Average Yields/Rates	Average Balances	Interest	Average Yields/Rates
<S> <C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
$ 518	$ 9,641	7.39%	$ 620	$ 10,777	6.97%	$ 744	$ 9,493	5.06%
888	16,844	7.59	500	9,756	7.80	546	10,026	7.35
1,946	17,449	3.56	2,065	20,029	3.89	3,008	37,751	4.99
12,595	172,082	5.47	13,335	187,538	5.63	15,494	237,219	6.12
336	8,479	10.10	342	8,816	10.31	359	9,246	10.30
3,613	62,732	6.87	3,806	64,993	6.80	3,245	49,231	6.07
315	5,038	6.35	310	4,928	6.38	316	4,818	6.10
18,805	265,780	5.64	19,858	286,304	5.76	22,422	338,265	6.03

12,660	249,389	7.71	12,479	250,410	7.94	12,454	230,552	7.34
1,713	39,549	9.04	1,665	39,799	9.46	1,621	34,587	8.46
11,761	229,554	7.81	11,383	214,293	7.53	9,836	175,174	7.12
9,088	208,235	9.09	9,005	210,863	9.39	8,993	192,343	8.49
1,602	27,430	6.82	1,659	27,839	6.72	1,590	24,587	6.16
36,824	754,157	8.10	36,191	743,204	8.19	34,494	657,243	7.58
64	1,055	6.58	51	841	6.66	69	827	4.76
57,099	1,047,477	7.28	57,220	1,050,882	7.33	58,275	1,015,854	6.94
(961)			(977)			(1,043)		
2,195			2,413			2,107		
3,383			3,262			2,649		
$61,716			$61,918			$61,988		
$ 8,882	69,221	3.09	$ 8,799	70,241	3.20	$10,273	57,780	2.23
2,045	13,103	2.54	2,154	14,352	2.67	2,547	11,504	1.79
14,444	208,550	5.74	14,171	199,782	5.65	13,125	160,701	4.86
2,429	38,504	6.20	2,301	35,909	6.17	1,712	19,547	4.53
27,800	329,378	4.70	27,425	320,284	4.68	27,657	249,532	3.58
3,570	53,230	5.92	2,628	40,802	6.23	3,550	40,613	4.54
5,795	90,391	6.10	6,698	105,010	6.20	4,615	49,901	4.29
492	7,396	5.96	621	9,423	6.08	1,405	16,343	4.61
3,437	58,688	6.72	3,334	58,588	6.99	1,776	22,855	5.11
13,294	209,705	6.21	13,281	213,823	6.40	11,346	129,712	4.54
8,459	135,598	6.32	9,213	146,204	6.32	11,358	133,370	4.68
49,553	674,681	5.38	49,919	680,311	5.44	50,361	512,614	4.04
6,452			6,362			6,325		
1,286			1,268			942		
4,425			4,369			4,360		
$61,716			$61,918			$61,988		
		1.90			1.89			2.90
		.71			.69			.55
	$ 372,796	2.61%		$ 370,571	2.58%		$ 503,240	3.45%

</TABLE>

CORPORATE INFORMATION

CORPORATE HEADQUARTERS

PNC Bank Corp.
One PNC Plaza
Fifth Avenue and Wood Street
Pittsburgh, Pennsylvania 15265

STOCK LISTING

PNC Bank Corp. common stock is traded on the New York Stock Exchange (NYSE) under the symbol PNC.

REGISTRAR AND TRANSFER AGENT

Chemical Bank
J.A.F. Building
P. O. Box 3068
New York, New York 10116-3068
800-982-7652

INQUIRIES

Individual shareholders should contact:
Shareholder Relations at 800-843-2206 or
the PNC Bank Hotline at 800-982-7652

Analysts and institutional investors should contact:
William H. Callihan, Vice President,
Investor Relations, at 412-762-8257
News media representatives and others seeking general information should contact:
Jonathan Williams, Vice President,
Media Relations, at 412-762-4550

FORM 10-Q

The Quarterly Report on Form 10-Q is filed with the Securities and Exchange Commission. This report, excluding certain exhibits, may be obtained without charge upon written request to Glenn Davies, Vice President, Financial Reporting, at corporate headquarters. Requests may also be directed to (412) 762-1553 or to gdavies@usaor.net on the Internet.

COMMON STOCK PRICES/DIVIDENDS DECLARED

The table below sets forth by quarter the range of high and low sale prices for PNC Bank Corp. common stock and the cash dividends declared per common share.

<TABLE>
<CAPTION>

1995 Quarter	High	Low	Cash Dividends Declared
First	$25.750	$21.125	$ .35
Second	28.125	24.250	.35
Third	28.625	23.625	.35
Total			$1.05
1994 Quarter			
First	$29.875	$25.250	$ .32
Second	31.625	26.125	.32
Third	30.000	25.625	.32
Fourth	26.375	20.000	.35
Total			$1.31

</TABLE>

DIVIDEND REINVESTMENT AND STOCK PURCHASE PLAN

The PNC Bank Corp. dividend reinvestment and stock purchase plan enables holders of common and preferred stock to purchase additional shares of common stock conveniently and without paying brokerage commissions or service charges. A prospectus and enrollment card may be obtained by writing to Shareholder Relations at corporate headquarters.

EXHIBIT 99.2

PRO FORMA CONSOLIDATED FINANCIAL INFORMATION
(UNAUDITED)

The unaudited pro forma consolidated financial information gives effect to the Merger to be accounted for as a pooling of interests. The consolidated financial information on the following pages presents (i) the historical consolidated balance sheets of both the Corporation and Midlantic at September 30, 1995, and the pro forma consolidated balance sheet as of September 30, 1995, giving effect to the Merger as if it had occurred on that date; and (ii) the historical consolidated statements of income of both the Corporation and Midlantic for the nine months ended September 30, 1995 and 1994, and the pro forma consolidated statements of income for the nine months ended September 30, 1995 and 1994, giving effect to the Merger as if it had been effected for all periods presented. Certain reclassifications have been made to the historical financial information to conform presentation. Intercompany transactions between the Corporation and Midlantic are immaterial and, accordingly, have not been eliminated.

The pro forma consolidated balance sheet gives effect to anticipated expenses and nonrecurring charges related to the Merger and assumes each of the outstanding shares of Midlantic common stock is converted into 2.05 shares of the Corporation's common stock. In addition, the pro forma consolidated balance sheet assumes that all Midlantic stock options are exchanged for the Corporation's common stock, in accordance with the terms of the agreement. However, pro forma consolidated financial information excludes the estimated effect of revenue enhancements and expense savings associated with the consolidation of the operations of the Corporation and Midlantic.

During 1995 and 1994, the Corporation and Midlantic completed, or had pending, various other acquisitions (including the Chemical Bank-New Jersey transaction) which individually and in the aggregate were and are not acquisitions of "significant subsidiaries" in relation to the Corporation. Accordingly, pro forma financial information with respect to those acquisitions is not included herein.

The pro forma consolidated financial statements are intended for information purposes and may not be indicative of the combined financial position or results of operations that actually would have occurred had the transaction been consummated during the periods or as of the dates indicated, or which will be attained in the future. The pro forma consolidated financial information should be read in conjunction with the 1994 Annual Reports on Form 10-K and the Quarterly Reports on Form 10-Q for the quarterly period ended September 30, 1995 of the Corporation and Midlantic.

PNC BANK CORP.
Pro Forma Consolidated Balance Sheet (Unaudited)
September 30, 1995

<TABLE>
<CAPTION>

In millions	PNC BANK CORP.	MIDLANTIC CORPORATION	PRO FORMA ADJUSTMENTS	PRO FORMA
<S>	<C>	<C>	<C>	<C>
ASSETS				
Cash and due from banks	$ 2,124	$ 832	$ 9 (A)	$ 2,985
			20 (B)	
Short-term investments	637	617		1,254
Loans held for sale	901			901
Securities available for sale	2,228	807		3,035
Investment securities	16,035	2,444		18,479
Loans, net of unearned income	36,815	8,785		45,600
Allowance for credit losses	(943)	(341)		(1,284)
Net loans	35,872	8,444		44,316
Other	3,421	717	33 (A)	4,162
			23 (B)	
			(85)(B)	
			53 (C)	
Total assets	$61,218	$13,861	$ 53	$75,132
LIABILITIES				
Deposits				
Noninterest-bearing	$ 6,496	$ 2,729		$ 9,225
Interest-bearing	26,517	8,128		34,645
Total deposits	33,013	10,857		43,870

Borrowed funds				
Federal funds purchased	3,407	53		3,460
Repurchase agreements	5,427	923		6,350
Commercial paper	490			490
Other	3,359	30		3,389
Total borrowed funds	12,683	1,006		13,689
Notes and debentures	9,616	369		9,985
Accrued expenses and other liabilities	1,402	180	$150 (C)	1,732
Total liabilities	56,714	12,412	150	69,276
SHAREHOLDERS' EQUITY				
Preferred stock	1			1
Common stock	1,184	158	(158)(A)	1,739
			555 (A)	
Capital surplus	465	619	(619)(A)	714
			249 (A)	
Retained earnings	3,189	683	(42)(B)	3,733
			(97)(C)	
Deferred ESOP benefit expense	(92)			(92)
Net unrealized securities gains (losses)	(45)	4		(41)
Common stock held in treasury at cost	(198)	(15)	15 (A)	(198)
Total shareholders' equity	4,504	1,449	(97)	5,856
Total liabilities and shareholders' equity	$61,218	$13,861	$ 53	$75,132

</TABLE>

See accompanying Notes to Pro Forma Consolidated Financial Information.

PNC BANK CORP.
Pro Forma Consolidated Statement of Income (Unaudited)
Nine months ended September 30, 1995

<TABLE>
<CAPTION>

In thousands, except per share data	PNC BANK CORP.	MIDLANTIC CORPORATION	PRO FORMA (D)
<S>	<C>	<C>	<C>
INTEREST INCOME			
Loans and fees on loans	$2,194,025	$555,281	$2,749,306
Securities	841,761	157,728	999,489
Other	70,410	30,224	100,634
Total interest income	3,106,196	743,233	3,849,429
INTEREST EXPENSE			
Deposits	941,996	208,858	1,150,854
Borrowed funds	626,580	30,671	657,251
Notes and debentures	426,525	25,678	452,203
Total interest expense	1,995,101	265,207	2,260,308
Net interest income	1,111,095	478,026	1,589,121
Provision for credit losses		4,500	4,500
Net interest income less provision for credit losses	1,111,095	473,526	1,584,621
NONINTEREST INCOME			
Investment management and trust	273,306	35,330	308,636
Service charges, fees and commissions	272,125	58,289	330,414
Mortgage banking	146,653		146,653
Net securities gains	9,080	184	9,264
Other	88,270	53,896	142,166
Total noninterest income	789,434	147,699	937,133
NONINTEREST EXPENSE			
Staff expense	611,289	189,447	800,736
Net occupancy and equipment	206,073	51,928	258,001
Amortization of intangibles	66,416	6,868	73,284
Federal deposit insurance	38,534	11,473	50,007
Other	374,272	89,790	464,062
Total noninterest expense	1,296,584	349,506	1,646,090
Income before income taxes	603,945	271,719	875,664
Applicable income taxes	192,260	100,884	293,144
Net income	$ 411,685	$170,835	$ 582,520

EARNINGS PER COMMON SHARE			
Primary	$1.78	$3.20	$1.71
Fully diluted	1.77	3.14	1.69
AVERAGE COMMON SHARES OUTSTANDING			
Primary	230,869	52,854	339,221
Fully diluted	233,087	54,672	345,165

</TABLE>

See accompanying Notes to Pro Forma Consolidated Financial Information.

PNC BANK CORP.
Pro Forma Consolidated Statement of Income (Unaudited)
Nine months ended September 30, 1994
<TABLE>
<CAPTION>

In thousands, except per share data	PNC BANK CORP.	MIDLANTIC CORPORATION	PRO FORMA (D)
<S>	<C>	<C>	<C>
INTEREST INCOME			
Loans and fees on loans	$1,818,974	$505,305	$2,324,279
Securities	947,572	80,668	1,028,240
Other	71,121	52,085	123,206
Total interest income	2,837,667	638,058	3,475,725
INTEREST EXPENSE			
Deposits	664,777	162,673	827,450
Borrowed funds	333,322	15,906	349,228
Notes and debentures	354,313	25,865	380,178
Total interest expense	1,352,412	204,444	1,556,856
Net interest income	1,485,255	433,614	1,918,869
Provision for credit losses	60,123	23,768	83,891
Net interest income less provision for credit losses	1,425,132	409,846	1,834,978
NONINTEREST INCOME			
Investment management and trust	218,815	31,927	250,742
Service charges, fees and commissions	275,135	57,995	333,130
Mortgage banking	159,274		159,274
Net securities gains (losses)	(13,895)	(3,374)	(17,269)
Other	78,561	80,380	158,941
Total noninterest income	717,890	166,928	884,818
NONINTEREST EXPENSE			
Staff expense	618,999	172,338	791,337
Net occupancy and equipment	200,022	52,361	252,383
Amortization of intangibles	59,478	4,843	64,321
Federal deposit insurance	54,745	21,386	76,131
Other	347,810	104,073	451,883
Total noninterest expense	1,281,054	355,001	1,636,055
Income before income taxes	861,968	221,773	1,083,741
Applicable income taxes	280,436	19,894	300,330
Income before cumulative effect of change in accounting principle	$ 581,532	$201,879	$ 783,411
EARNINGS PER COMMON SHARE BEFORE CUMMULATIVE EFFECT OF CHANGE IN ACCOUNTING PRINCIPLE			
Primary	$2.45	$3.76	$2.26
Fully diluted	2.44	3.71	2.24
AVERAGE COMMON SHARES OUTSTANDING			
Primary	236,954	52,944	345,490
Fully diluted	238,807	54,501	350,533

</TABLE>
See accompanying Notes to Pro Forma Consolidated Financial Information.

NOTES TO PRO FORMA CONSOLIDATED FINANCIAL INFORMATION
(UNAUDITED)

(A) The pro forma consolidated balance sheet gives effect to the proposed Merger of the Corporation and Midlantic by combining the respective balance sheets of the two companies at September 30, 1995 on a pooling-of-interests basis. Cash and other assets have been adjusted to reflect the exercise of Midlantic stock options for $9 million in cash and a related current tax benefit of $33 million related to the exchange of the Corporation's common stock for outstanding Midlantic options. The capital accounts have been adjusted to reflect the issuance of 111.1 million shares of the Corporation's common stock in exchange for all the outstanding shares of Midlantic (common stock held in treasury was assumed to be canceled) and the assumed exchange of the Corporation's common stock for outstanding Midlantic stock options. Midlantic's debentures, which approximated $69 million, are convertible into Midlantic common stock at a conversion price of $48 per share. For purposes of this pro forma consolidated balance sheet, conversion of these debentures has not been assumed.

(B) Based upon a review of Midlantic's asset and liability management position, the Corporation anticipates terminating its interest rate cap position concurrent with or shortly after consummation of the Merger. Interest rate caps are accounted for on the accrual basis under the Corporation's accounting policies because they are designated to certain interest bearing assets which modify their interest rate characteristics. Upon termination, any losses, measured by the difference between the unamortized premium and the fair value payment to the Corporation, would be recognized immediately in the results of operations. This is because the predominant characteristic of the interest rate cap is that of a purchased option for which losses are expensed upon termination under the Corporation's accounting policies. An adjustment of $65 million (unamortized premium of $85 million net of estimated fair value payment of $20 million to the Corporation) has been recorded in the pro forma consolidated balance sheet to reflect the anticipated loss. This adjustment resulted in a $42 million after-tax charge to retained earnings in the pro forma balance sheet.

Management is continuing its review of the asset/liability positions of Midlantic and the Corporation and is considering various actions consistent with the Corporation's strategic initiatives related to balance sheet repositioning and interest rate risk management. In connection therewith, the Corporation is considering reclassifying investment securities to the available-for-sale portfolio. Any reclassifications of investment securities will be accounted for at fair value and would include the fair value of associated financial derivatives. Unrealized gains and losses would be recorded as a component of shareholders' equity, net of tax.

The Corporation may sell securities classified as available for sale as part of the overall asset/liability management process. Realized gains and losses would be reflected in the results of operations and would include the fair value of financial derivatives associated with such securities.

On a pro forma basis, the combined investment securities of the Corporation and Midlantic had a net unrealized pretax loss of $226 million at September 30, 1995. The associated financial derivatives had an estimated net unrealized pretax loss of $283 million, including deferred losses on terminated swap contracts.

No adjustments have been made in the accompanying pro forma consolidated balance sheet to reflect the potential reclassification or sale of investment securities, including the effect, if any, of the related interest rate swaps, as the Corporation's management has not made a final determination with respect to such matters.

(C) In connection with the closing in the fourth quarter of 1995 of the Midlantic merger, the Corporation currently estimates it will record merger-related and nonrecurring charges of between $150 million and $180 million, compared with an original estimate of $130 million. The increase in the estimate is primarily due to more aggressive plans with respect to operations and facilities consolidations. Management continues to review integration plans and final determination of the amount of the charges will be made prior to year end. There can be no assurance that such expenses and charges will not exceed the amounts described above.

A liability of $150 million has been recorded in the pro forma consolidated balance sheet to reflect an estimate of anticipated expenses and nonrecurring charges related to the Merger. This liability resulted in a $97 million after-tax adjustment to retained earnings in the pro forma consolidated balance sheet. Should the anticipated expenses and nonrecurring charges exceed the amount reflected in the pro forma consolidated balance sheet, shareholders' equity would be reduced by the after-tax effect of such excess. It is anticipated that substantially all of these charges will be recognized upon consummation of the Merger and paid in 1995 and/or 1996. The following table provides details of the estimated charges by type:

Type of Cost	Estimated Pre-Tax Amount (In Millions)
Operations and Facilities	$ 70
Personnel Related	44
Other	36
	$150

Operations and facilities charges consist of lease termination costs and other related costs resulting from the consolidation of overlapping branches and elimination of redundant operational facilities as well as write-offs of computer hardware and software, signage and telecommunication equipment due to incompatibility or duplication. Personnel related costs consist primarily of charges related to employee severance, termination of certain employee benefit plans and employee outplacement assistance. Other charges include investment banking fees, legal and accounting fees, proxy registration/filing fees and mailing costs and adjustment of state deferred tax assets relating to the Merger.

(D) The pro forma consolidated statements of income give effect to the proposed Merger by combining the respective statements of income of the two companies for the nine months ended September 30, 1995 and 1994. The pro forma statements of income do not give effect to anticipated expenses and nonrecurring charges related to the Merger and the estimated effect of revenue enhancements and expense savings associated with the consolidation of the operations of the Corporation and Midlantic.

Earnings per common share amounts for the Corporation and Midlantic are based on the historical fully diluted weighted average number of common shares outstanding for each company during the period. With respect to the pro forma earnings per share computation, shares of Midlantic have been adjusted to the equivalent shares of the Corporation for each period.