

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

FORM 8-K

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

JANUARY 24, 1996  
DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED)

PNC BANK CORP.

(Exact name of registrant as specified in its charter)

COMMISSION FILE NUMBER 1-9718

PENNSYLVANIA  
(State or other jurisdiction of  
incorporation or organization)

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

ONE PNC PLAZA  
24th Floor  
249 FIFTH AVENUE  
PITTSBURGH, PENNSYLVANIA 15222-2707  
(Address of principal executive offices)  
(Zip Code)

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

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

ITEM 5. OTHER EVENTS

1995 FINANCIAL RESULTS

On January 24, 1996, PNC Bank Corp. ("Corporation") reported results of operations for the three months and year ended December 31, 1995. A copy of the earnings press release issued by the Corporation is attached as Exhibit 99 and incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

The exhibit listed on the Exhibit Index on page 3 of this Form 8-K is filed herewith.

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: January 25, 1996

By /s/ ROBERT L. HAUNSCHILD  
-----  
Robert L. Haunschild  
Senior Vice President and  
Chief Financial Officer

## EXHIBIT INDEX

- 99 Earnings press release issued by the Corporation on January 24, 1996, with respect to the results of operations for the three months and year ended December 31, 1995, is filed herewith.

## MEDIA:

Jonathan Williams  
(412) 762-4550

## INVESTORS:

William H. Callihan  
(412) 762-8257

## PNC BANK CORP. EARNS \$408.1 MILLION IN 1995

PITTSBURGH, Jan. 24, 1996 -- PNC Bank Corp. (NYSE: PNC) today reported 1995 net income of \$408.1 million, or \$1.19 per fully diluted share. Returns on average assets and average common shareholders' equity for 1995 were 0.54 percent and 7.05 percent, respectively. The 1995 results include \$380.2 million of after-tax charges recorded in connection with the Midlantic Corporation ("Midlantic") merger and actions taken to reposition the corporation's balance sheet. Excluding these charges, 1995 earnings were \$788.3 million, or \$2.29 per fully diluted share. On this basis, returns on average assets and average common equity were 1.05 percent and 13.67 percent, respectively. Net income was \$883.9 million, or \$2.52 per fully diluted share, for 1994. The Midlantic merger was accounted for as a pooling of interests. Accordingly, all financial information has been restated to reflect the combined results of operations.

Taxable-equivalent net interest income totaled \$2.2 billion in 1995 compared with \$2.5 billion a year earlier. Net interest margin was 3.15 percent compared with 3.64 percent in 1994. These declines reflect the costs of actions taken to downsize the balance sheet and reduce interest rate sensitivity, higher deposit and borrowing costs, and the impact of interest rate swaps and caps. Excluding the impact of interest rate swaps and caps, which the corporation substantially eliminated in the fourth quarter of 1995, net interest margin was 3.42 percent in 1995 compared with 3.43 percent a year ago. The corporation's actions to downsize the securities portfolio in the fourth quarter of 1995 will positively impact net interest margin in 1996.

## PNC BANK CORP. EARNS \$408.1 MILLION IN 1995--Page 2

Noninterest income before securities transactions increased \$59.5 million, or 5.0 percent, to \$1.2 billion in 1995. Investment management and trust income increased \$84.8 million, or 25.3 percent, to \$420.2 million. BlackRock contributed \$57.1 million of the increase. Discretionary assets under management totaled \$96.5 billion at Dec. 31, 1995, compared with \$57.7 billion a year ago. Service charges, fees and commissions increased \$4.9 million during 1995 to \$494.6 million. Excluding the impact of the corporation's credit card alliance, this category increased \$15.1 million, or 3.2 percent.

Mortgage banking income decreased \$11.9 million to \$186.6 million during 1995 primarily due to lower gains on servicing sales. At Dec. 31, 1995, the corporation serviced \$37.3 billion of mortgages, including \$25.1 billion serviced for others. The corporation uses a variety of financial instruments to manage the risk of decline in value of mortgage servicing rights ("MSR"). A gain of \$11.2 million, included in other noninterest income, from instruments used to hedge the value of MSR was offset by a \$10.9 million impairment charge recorded in noninterest expense.

Excluding the mortgage-related hedge gains, other noninterest income decreased \$29.5 million due to nonrecurring gains in 1994 from sales of loans and other real estate held for accelerated disposition.

Net securities losses totaled \$279.7 million in 1995 and were primarily associated with actions taken in the fourth quarter of 1995 to reposition the corporation's balance sheet. Approximately \$6.2 billion of securities were sold at a pretax loss of \$60.8 million and \$5.0 billion notional value of associated pay-fixed interest rate swaps were terminated at a pretax loss of \$228.2 million, including the accelerated recognition of deferred losses on contracts previously terminated. In addition, the corporation terminated \$4.5 billion notional value of receive-fixed index-amortizing swaps, resulting in a net loss of \$12.8 million, which is being deferred and amortized.

## PNC BANK CORP. EARNS \$408.1 MILLION IN 1995--Page 3

Noninterest expense before special charges increased \$20.0 million to \$2.2 billion for 1995 compared with a year earlier. Staff expense increased 2.3 percent reflecting successful acquisition integration and the corporation's ongoing rationalization of retail delivery systems. Other noninterest expense decreased 2.0 percent primarily due to lower Federal deposit insurance costs.

Special charges in connection with the Midlantic merger totaled \$274.9 million in 1995. Charges of \$180.0 million relate to elimination of duplicative operations and facilities and employee severance and \$79.9 million relates to the termination of an interest rate cap position. Income tax expense includes \$15.0 million associated with the write-down of state tax assets as a result of the Midlantic merger. The results for 1994 include a \$48.3 million charge in

connection with the consolidation of telebanking centers and the rationalization of retail delivery systems.

At Dec. 31, 1995, total assets and earning assets were \$73.4 billion and \$66.8 billion, respectively. Loans totaled \$48.7 billion at year-end 1995, compared with \$44.0 billion a year ago. Excluding purchase acquisitions, average loans increased 4.8 percent and was primarily attributable to consumer related loans. The securities portfolio declined \$7.8 billion to \$15.8 billion at Dec. 31, 1995. As a percent of earning assets, the portfolio was 23.7 percent compared with 33.9 percent a year ago. At Dec. 31, 1995, deposits totaled \$46.9 billion and represented 84.9 percent of interest-bearing liabilities compared with 76.0 percent at year-end 1994.

At Dec. 31, 1995, the leverage capital ratio was 6.39 percent, and Tier I and total risk-based capital ratios are estimated to be 8.0 percent and 11.6 percent, respectively.

The corporation's asset quality continued to improve during the year. The allowance for credit losses was \$1.3 billion at Dec. 31, 1995, or 351.7 percent of nonperforming loans compared with 239.3 percent at Dec. 31, 1994. Nonperforming assets declined \$221 million during the year to \$536 million at Dec. 31, 1995.

PNC BANK CORP. EARNS \$408.1 MILLION IN 1995--Page 4

The ratio of nonperforming assets to total loans and foreclosed assets was 1.10 percent at Dec. 31, 1995, compared with 1.71 percent a year ago. Net charge-offs totaled \$133 million, or 0.29 percent of average loans in 1995 compared with \$161 million and 0.40 percent a year ago.

PNC Bank Corp., headquartered in Pittsburgh, is one of the largest financial services organizations in the United States, with banking subsidiaries in Pennsylvania, New Jersey, Delaware, Ohio, Kentucky, Indiana, Massachusetts, and Florida. Its major businesses include corporate banking, consumer banking, mortgage banking and asset management.

PNC BANK CORP. AND SUBSIDIARIES  
CONSOLIDATED FINANCIAL INFORMATION

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The unaudited consolidated financial information on the following pages gives effect to the pooling of interests between PNC Bank Corp. and Midlantic Corporation. Certain reclassifications have been made to the historical financial information.

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PNC BANK CORP. AND SUBSIDIARIES Page 6  
Selected Consolidated Financial Data

<TABLE>  
<CAPTION>

	1995	1994	1993	1992
--	------	------	------	------

1991

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<S>	<C>	<C>	<C>	<C>	<C>
RESULTS OF OPERATIONS (Year ended December 31, in thousands)					
Interest income	\$5,149,431	\$4,723,147	\$4,026,667	\$4,281,178	
\$5,399,913					
Interest expense	3,007,562	2,231,153	1,682,944	2,103,691	
3,327,114					
-----					
Net interest income	2,141,869	2,491,994	2,343,723	2,177,487	

2,072,799					
Provision for credit losses	6,000	83,458	350,249	493,830	
1,152,431					
Noninterest income before net securities gains (losses)	1,240,113	1,180,582	937,003	930,885	
995,822					
Net securities gains (losses)	(279,694)	(141,582)	194,699	246,256	
60,564					
Noninterest expense before special charges	2,209,350	2,189,320	1,984,689	2,072,804	
2,015,332					
Special charges	259,926	48,300			
Income taxes	218,952	318,460	261,539	251,526	
114,939					
-----					
Income (loss) before cumulative effect of changes in accounting principles	408,060	891,456	878,948	536,468	
(153,517)					
Cumulative effect of changes in accounting principles, net of taxes		(7,528)	19,569	(148,287)	
-----					
Net income (loss)	\$ 408,060	\$ 883,928	\$ 898,517	\$ 388,181	(\$
153,517)					)
=====					
====					

EARNINGS (LOSS) PER COMMON SHARE					
Fully diluted before cumulative effect of changes in accounting principles	\$1.19	\$2.54	\$2.54	\$1.70	
(\$ .55)					
Cumulative effect of changes in accounting principles		(.02)	.06	(.47)	
-----					
Fully diluted	\$1.19	\$2.52	\$2.60	\$1.23	
(\$ .55)					
=====					
====					

BALANCE SHEET HIGHLIGHTS (December 31, in millions)					
Total assets	\$ 73,404	\$ 77,461	\$ 76,012	\$ 65,802	\$
63,024					
Earning assets	66,772	69,751	71,296	61,387	
58,613					
Securities	15,839	23,670	25,496	22,849	
16,805					
Loans, net of unearned income	48,653	44,043	42,113	35,943	
38,762					
Deposits	46,899	45,818	44,703	42,030	
46,109					
Borrowed funds	8,665	12,193	12,336	12,182	
10,074					
Notes and debentures	10,398	12,127	9,972	4,734	
1,751					
Shareholders' equity	5,768	5,727	5,404	4,543	
4,044					

AVERAGE BALANCE SHEET HIGHLIGHTS (Year ended December 31, in millions)					
Total assets	\$ 75,131	\$ 74,362	\$ 64,053	\$ 61,013	\$
64,556					
Earnings assets	69,535	69,427	59,987	57,426	
60,373					
Securities	22,140	24,355	22,334	19,395	
14,787					
Loans, net of unearned income	45,624	42,599	35,541	36,273	
43,320					
Deposits	44,830	43,937	40,224	42,772	
50,276					
Borrowed funds	13,386	11,960	10,768	9,593	
7,769					
Notes and debentures	9,790	11,662	6,882	3,391	
1,795					
Shareholders' equity	5,784	5,531	4,886	4,153	
3,828					

FINANCIAL PERFORMANCE RATIOS (Year ended December 31)					
Return on average assets	.54%	1.19%	1.40%	.64%	
(.24)%					
Return on average common shareholders' equity	7.05	16.09	18.55	9.38	
(4.30)					
Net interest margin	3.15	3.64	3.99	3.90	
3.59					
After-tax profit margin	12.96	24.77	25.51	11.36	
(4.76)					
Overhead	78.42	62.69	56.35	60.66	
62.51					

SELECTED RATIOS					
Book value per common share	\$ 16.87	\$ 16.59	\$ 15.61	\$ 13.63	\$
13.51					
Leverage	6.39%	7.10%	7.69%	6.99%	
6.49%					
Common shareholders' equity to total assets	7.83	7.30	7.02	6.78	

6.28				
Average common shareholders' equity to average assets	7.64	7.34	7.52	6.67
5.79				
Net charge-offs to average loans	.29	.40	1.65	1.62
2.21				
Nonperforming assets to total loans and foreclosed assets	1.10	1.71	2.65	6.16
7.38				
Allowance for credit losses to total loans	2.59	3.07	3.26	4.36
4.24				
Allowance for credit losses to nonperforming loans	351.68	239.29	160.28	86.87
67.09				

</TABLE>

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PNC BANK CORP. AND SUBSIDIARIES  
Selected Consolidated Financial Data

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<TABLE>  
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	Three months ended December 31		Year ended December 31	
	1995	1994	1995	
---				
1994				
-				
-----				
<S>	<C>	<C>	<C>	<C>
FINANCIAL PERFORMANCE (Dollars in thousands, except per share data)				
Net interest income (taxable-equivalent basis)	\$563,825	\$586,010	\$2,188,511	
\$2,530,138				
Net income (loss)	(176,177)	106,328	408,060	
883,928				
Fully diluted earnings (loss) per common share	(.52)	.30	1.19	
2.52				
Return on average total assets	(.92)%	.55%	.54%	
1.19%				
Return on average common shareholders' equity	(11.92)	7.42	7.05	
16.09				
Net interest margin	3.22	3.28	3.15	
3.64				
After-tax profit margin	(30.01)	14.41	12.96	
24.77				
Overhead	140.66	81.87	78.42	
62.69				
=====				
SELECTED AVERAGE BALANCES (In millions)				
Assets	\$75,707	\$76,102	\$75,131	
\$74,362				
Earning assets	69,681	71,154	69,535	
69,427				
Loans, net of unearned income	48,304	43,717	45,624	
42,599				
Securities	19,450	25,351	22,140	
24,355				
Deposits	46,216	44,193	44,830	
43,937				
Shareholders' equity	5,893	5,687	5,784	
5,531				
=====				
==				

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	December 31	September 30	June 30	March 31
	1995	1995	1995	1995
December 31				
1994				
-				
-----				
<S>	<C>	<C>	<C>	<C>
<C>				
SELECTED RATIOS				
Capital				
Book value per common share	\$16.87	\$17.55	\$17.24	\$16.90
\$16.59				
Leverage	6.39%	7.00%	6.81%	6.88%
7.10%				
Common shareholders' equity to total assets	7.83	7.85	7.55	7.51
7.30				
Average common shareholders' equity to average assets	7.64	7.58	7.53	7.54
7.34				
Asset quality				
Net charge-offs to average loans	.29	.24	.28	.33
.40				

Nonperforming assets to total loans and foreclosed assets	1.10	1.37	1.47	1.58
1.71				
Nonperforming loans to total loans	.74	.96	1.05	1.12
1.28				
Allowance for credit losses to total loans	2.59	2.80	2.86	2.98
3.07				
Allowance for credit losses to nonperforming loans	351.68	291.16	272.54	265.19
239.29				

</TABLE>

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PNC BANK CORP. AND SUBSIDIARIES  
Consolidated Statement of Income

Page 8

<TABLE>  
<CAPTION>

	Three months ended December 31		Year ended December 31	
	1995	1994	1995	
In thousands, except per share data				
1994				
	<C>	<C>	<C>	<C>
INTEREST INCOME				
Loans and fees on loans	\$ 983,267	\$ 839,372	\$3,742,877	
\$3,188,611				
Securities	283,703	379,424	1,282,929	
1,407,104				
Other	33,032	30,775	123,625	
127,432				
-----				
Total interest income	1,300,002	1,249,571	5,149,431	
4,723,147				
INTEREST EXPENSE				
Deposits	400,962	331,792	1,551,816	
1,159,242				
Borrowed funds	177,403	164,905	834,654	
514,133				
Notes and debentures	168,889	177,600	621,092	
557,778				
-----				
Total interest expense	747,254	674,297	3,007,562	
2,231,153				
-----				
Net interest income	552,748	575,274	2,141,869	
2,491,994				
Provision for credit losses	1,500	(433)	6,000	
83,458				
-----				
Net interest income less provision for credit losses	551,248	575,707	2,135,869	
2,408,536				
NONINTEREST INCOME				
Investment management and trust	111,524	84,573	420,160	
335,315				
Service charges, fees and commissions	130,803	124,549	494,649	
489,785				
Mortgage banking	39,427	39,274	186,617	
198,548				
Net securities losses	(288,958)	(124,313)	(279,694)	
(141,582)				
Other	30,490	27,950	138,687	
156,934				
-----				
Total noninterest income	23,286	152,033	960,419	
1,039,000				
NONINTEREST EXPENSE				
Staff expense	266,962	252,230	1,065,057	
1,040,926				
Net occupancy and equipment	88,063	81,250	346,064	
333,633				
Other	210,876	222,426	798,229	
814,761				
Special charges	259,926	48,300	259,926	
48,300				
-----				
Total noninterest expense	825,827	604,206	2,469,276	
2,237,620				

Income (loss) before income taxes and cumulative effect of change in accounting principle	(251,293)	123,534	627,012	
1,209,916				
Applicable income taxes (benefits)	(75,116)	17,206	218,952	
318,460				
-----				
Income (loss) before cumulative effect of change in accounting principle	(176,177)	106,328	408,060	
891,456				
Cumulative effect of change in accounting principle, net of tax benefit of \$4,598				
(7,528)				
-----				
Net income (loss)	(\$ 176,177)	\$ 106,328	\$ 408,060	\$
883,928				
=====				
EARNINGS (LOSS) PER COMMON SHARE				
Primary before cumulative effect of change in accounting principle	(\$ .52)	\$ .30	\$ 1.19	
\$2.56				
Cumulative effect of change in accounting principle				
(.02)				
-----				
Primary	(\$ .52)	\$ .30	\$ 1.19	
\$2.54				
=====				
Fully diluted before cumulative effect of change in accounting principle	(\$ .52)	\$ .30	\$ 1.19	
\$2.54				
Cumulative effect of change in accounting principle				
(.02)				
-----				
Fully diluted	(\$ .52)	\$ .30	\$ 1.19	
\$2.52				
=====				
CASH DIVIDENDS DECLARED PER COMMON SHARE				
\$1.31	\$ .35	\$ .35	\$ 1.40	
=====				
AVERAGE COMMON SHARES OUTSTANDING				
Primary	336,954	344,149	339,134	
345,214				
Fully diluted	336,954	349,064	344,922	
350,218				
=====				
</TABLE>				

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PNC BANK CORP. AND SUBSIDIARIES  
 Details of Net Interest Income and Net Interest Margin

Page 9

Taxable-equivalent basis	Three months ended		Year ended	
	December 31		December 31	
In thousands	1995	1994	1995	
1994				
-----				
Net interest income before swaps and caps	<C>	<C>	<C>	<C>
Interest income	\$1,318,461	\$1,248,534	\$5,224,103	
\$4,599,937				
Loan fees	17,965	18,068	82,023	
82,544				
Taxable-equivalent adjustment	11,077	10,736	46,642	
38,144				
-----				
Total interest income	1,347,503	1,277,338	5,352,768	
4,720,625				
Interest expense	739,819	672,485	2,979,295	
2,319,525				
-----				
Net interest income before swaps and caps	607,684	604,853	2,373,473	2,401,100
Effect of swaps and caps on				
Interest income	(36,424)	(17,031)	(156,695)	
40,666				
Interest expense	7,435	1,812	28,267	
(88,372)				
-----				
Total swaps and caps	(43,859)	(18,843)	(184,962)	



129,038

Net interest income	\$563,825	\$586,010	\$2,188,511
\$2,530,138			

&lt;/TABLE&gt;

<TABLE>  
<CAPTION>

	Three months ended December 31		Year ended December 31
	1995	1994	1995
Taxable-equivalent basis			
1994			
<S>	<C>	<C>	<C>
<C>			
Interest rate spread before swaps and caps			
Book-basis yield on earning assets	7.50%	6.96%	7.51%
6.63%			
Effect of loan fees	.10	.10	.12
.12			
Taxable-equivalent adjustment	.06	.06	.07
.05			
Taxable-equivalent yield on earning assets	7.66	7.12	7.70
6.80			
Rate on interest-bearing liabilities	4.98	4.43	5.06
3.96			
Interest rate spread	2.68	2.69	2.64
2.84			
Noninterest-bearing sources	.79	.69	.78
.59			
Net interest margin before effect of swaps and caps	3.47	3.38	3.42
3.43			
Effect of swaps and caps on			
Interest income	(.20)	(.09)	(.23)
.06			
Interest expense	.05	.01	.04
(.15)			
Total swaps and caps	(.25)	(.10)	(.27)
.21			
Net interest margin	3.22%	3.28%	3.15%
3.64%			

&lt;/TABLE&gt;

- more -

PNC BANK CORP. AND SUBSIDIARIES  
Details of Noninterest Income and Noninterest Expense

Page 10

<TABLE>  
<CAPTION>  
NONINTEREST INCOME

	Three months ended December 31		Year ended December 31	
	1995	1994	1995	
In thousands				
1994				
<S>	<C>	<C>	<C>	<C>
<C>				
Investment management and trust				
Trust	\$ 69,175	\$ 54,601	\$ 265,808	\$
222,814				
Mutual funds	42,349	29,972	154,352	
112,501				
Total investment management and trust	111,524	84,573	420,160	
335,315				
Service charges, fees and commissions				
Deposit account and corporate services	62,843	59,406	240,278	

241,557				
Credit card and merchant services	10,888	16,441	47,189	
59,972				
Corporate finance	14,592	12,691	53,130	
50,430				
Brokerage	11,587	8,398	41,353	
34,176				
Other services	30,893	27,613	112,699	
103,650				
-----				
Total service charges, fees and commissions	130,803	124,549	494,649	489,785
Mortgage banking				
Servicing	28,488	28,636	119,601	
121,776				
Sales of servicing	1,046	9,235	33,721	
60,573				
Marketing	9,893	1,403	33,295	
16,199				
-----				
Total mortgage banking	39,427	39,274	186,617	
198,548				
-----				
Other	30,490	27,950	138,687	
156,934				
-----				
Total noninterest income before securities transactions	312,244	276,346	1,240,113	
1,180,582				
Net securities losses	(288,958)	(124,313)	(279,694)	
(141,582)				
-----				
Total	\$ 23,286	\$ 152,033	\$ 960,419	
\$1,039,000				

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</TABLE>

<TABLE>  
<CAPTION>  
NONINTEREST EXPENSE

In thousands	Three months ended December 31		Year ended December 31	
	1995	1994	1995	1994
-----				
<S>	<C>	<C>	<C>	<C>
Compensation	\$221,645	\$214,856	\$ 863,151	\$ 838,171
Employee benefits	45,317	37,374	201,906	202,755
-----				
Total staff expense	266,962	252,230	1,065,057	1,040,926
Net occupancy	42,424	45,436	180,398	180,067
Equipment	45,639	35,814	165,666	153,566
Intangible and MSR amortization	41,387	21,976	114,671	86,297
Federal deposit insurance	7,662	26,178	57,669	102,309
Taxes other than income	13,796	11,801	52,857	47,826
Other	148,031	162,471	573,032	578,329
Special charges	259,926	48,300	259,926	48,300
-----				
Total	\$825,827	\$604,206	\$2,469,276	\$2,237,620
=====				

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PNC BANK CORP. AND SUBSIDIARIES  
Consolidated Balance Sheet

Page 11

<TABLE>  
<CAPTION>  
December 31  
In millions, except share data

	1995	1994
-----		
<S>	<C>	<C>
ASSETS		
Cash and due from banks	\$ 3,679	\$ 3,412
Securities available for sale	15,839	3,790
Investment securities, fair value of \$18,559		19,880
Loans, net of unearned income of \$403 and \$385	48,653	44,043
Allowance for credit losses	(1,259)	(1,352)
-----		
Net loans	47,394	42,691
Other	6,492	7,688
-----		
Total assets	\$73,404	\$77,461

=====		
LIABILITIES		
Deposits	\$46,899	\$45,818
Borrowed funds	8,665	12,193
Notes and debentures	10,398	12,127
Other	1,674	1,596
-----		
Total liabilities	67,636	71,734
-----		
SHAREHOLDERS' EQUITY		
Realized shareholders' equity	5,742	5,849
Net unrealized securities gains (losses)	26	(122)
-----		
Total shareholders' equity	5,768	5,727
-----		
Total liabilities and shareholders' equity	\$73,404	\$77,461
=====		
COMMON SHAREHOLDERS' EQUITY	\$ 5,750	\$ 5,658
-----		
COMMON SHARES OUTSTANDING	340,863,348	341,005,417
=====		

</TABLE>

Consolidated Average Balance Sheet

<TABLE>

<CAPTION>

-	Three months ended		Year ended	
	December 31		December 31	
-	-----		-----	
In millions	1995	1994	1995	
1994				
-----				
<S>	<C>	<C>	<C>	<C>
ASSETS				
Interest-earning assets				
Short-term investments	\$ 950	\$ 1,562	\$ 1,034	\$ 1,721
Securities	19,450	25,351	22,140	
24,355				
Loans, net of unearned income				
Commercial	16,590	15,339	15,852	
15,185				
Real estate project	2,221	2,328	2,213	2,401
Real estate mortgage	14,270	12,198	13,613	11,576
Consumer	13,188	11,565	12,013	
11,192				
Other	2,035	2,287	1,933	
2,245				
-----				
Total loans, net of unearned income	48,304	43,717	45,624	42,599
Other interest-earning assets	977	524	737	752
-----				
Total interest-earning assets	69,681	71,154	69,535	69,427
Other	6,026	4,948	5,596	
4,935				
-----				
Total assets	\$75,707	\$76,102	\$75,131	\$74,362
=====				
LIABILITIES				
Interest-bearing liabilities				
Deposits	\$36,577	\$35,047	\$35,718	\$34,998
Borrowed funds	11,511	12,102	13,386	
11,960				
Notes and debentures	10,637	12,966	9,790	11,662
-----				
Total interest-bearing liabilities	58,725	60,115	58,894	58,620
Noninterest-bearing deposits	9,639	9,146	9,112	8,939
Other	1,450	1,154	1,341	
1,272				
-----				
Total liabilities	69,814	70,415	69,347	
68,831				
-----				
SHAREHOLDERS' EQUITY	5,893	5,687	5,784	5,531
-----				
Total liabilities and shareholders' equity	\$75,707	\$76,102	\$75,131	\$74,362
=====				
COMMON SHAREHOLDERS' EQUITY	\$ 5,875	\$ 5,618	\$ 5,741	\$ 5,461
=====				

</TABLE>

-more-

<TABLE>  
<CAPTION>  
ALLOWANCE FOR CREDIT LOSSES

In millions	Three months ended December 31		Year ended December 31	
	1995	1994	1995	1994
<S>	<C>	<C>	<C>	<C>
Beginning balance	\$1,285	\$1,387	\$1,352	\$1,372
Charge-offs				
Commercial	28	35	82	116
Real estate project	10	1	33	37
Real estate mortgage	3	7	14	31
Consumer	36	25	111	93
Total charge-offs	77	68	240	277
Recoveries				
Commercial	8	17	49	59
Real estate project	4	4	14	10
Real estate mortgage	1	1	3	6
Consumer	9	11	41	41
Total recoveries	22	33	107	116
Net charge-offs	(55)	(35)	(133)	(161)
Net charge-offs on bulk loan sales and loans held for accelerated disposition				(8)
Provision for credit losses	1		6	84
Acquisitions	28		34	65
Ending balance	\$1,259	\$1,352	\$1,259	\$1,352

<TABLE>  
<CAPTION>  
NONPERFORMING ASSETS

In millions	December 31 1995	September 30 1995	June 30 1995	March 31 1995	December 31 1994
<S>	<C>	<C>	<C>	<C>	<C>
Nonaccrual loans					
Commercial	\$118	\$126	\$148	\$193	\$219
Real estate project	45	89	103	81	98
Real estate mortgage					
Commercial	108	109	113	107	103
Residential	54	55	54	54	56
Other	10	17	14	16	20
Total nonaccrual loans	335	396	432	451	496
Restructured loans	23	45	45	46	69
Total nonperforming loans	358	441	477	497	565
Foreclosed assets					
Real estate project	86	99	102	104	94
Real estate mortgage					
Commercial	19	16	17	18	23
Residential	24	25	26	29	21
Other	49	50	51	54	54
Total foreclosed assets	178	190	196	205	192
Total	\$536	\$631	\$673	\$702	\$757

-more-

<TABLE>  
<CAPTION>

Three months ended	December 31 1995	September 30 1995	June 30 1995	March 31 1995
<S>	<C>	<C>	<C>	<C>
RESULTS OF OPERATIONS (In thousands)				
Interest income	\$1,300,002	\$1,293,509	\$1,294,643	\$1,261,277
Interest expense	747,254	766,490	771,821	721,997
Net interest income	552,748	527,019	522,822	539,280
Provision for credit losses	1,500	1,500	1,500	1,500
Noninterest income before net securities gains (losses)	312,244	338,282	305,284	284,303
Net securities gains (losses)	(288,958)	44	7,966	1,254
Noninterest expense before special charges	565,901	547,435	542,663	553,351
Special charges	259,926			
Income taxes (benefits)	(75,116)	105,673	97,956	90,439
Net income (loss)	\$ (176,177)	\$ 210,737	\$ 193,953	\$ 179,547
EARNINGS (LOSS) PER FULLY DILUTED SHARE				
	(\$ .52)	\$.62	\$.56	\$.52
AVERAGE BALANCE SHEET HIGHLIGHTS (In millions)				
Total assets	\$ 75,707	\$ 75,266	\$ 75,343	\$ 74,841
Earnings assets	69,681	69,458	69,495	69,486
Securities	19,450	22,045	23,137	23,984
Loans, net of unearned income	48,304	45,646	44,765	43,710
Deposits	46,216	45,077	44,365	43,667
Borrowed funds	11,511	14,016	14,140	13,902
Notes and debentures	10,637	8,829	9,586	10,109
Shareholders' equity	5,893	5,802	5,727	5,710
FINANCIAL PERFORMANCE RATIOS				
Return on average total assets	(.92)%	1.11%	1.03%	.97%
Return on average common shareholders' equity	(11.92)	14.43	13.65	12.81
Net interest margin	3.22	3.09	3.06	3.16
After-tax profit margin	(30.01)	24.03	22.87	21.46
Overhead	140.66	62.41	63.99	66.14
SELECTED RATIOS				
Book value per common share	\$ 16.87	\$ 17.55	\$ 17.24	\$ 16.90
Leverage	6.39%	7.00%	6.81%	6.88%
Common shareholders' equity to total assets	7.83	7.85	7.55	7.51
Average common shareholders' equity to average assets	7.64	7.58	7.53	7.54
Net charge-offs to average loans	.29	.24	.28	.33
Nonperforming assets to total loans and foreclosed assets	1.10	1.37	1.47	1.58
Nonperforming loans to total loans	.74	.96	1.05	1.12
Allowance for credit losses to total loans	2.59	2.80	2.86	2.98
Allowance for credit losses to nonperforming loans	351.68	291.16	272.54	265.19

</TABLE>

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PNC BANK CORP. AND SUBSIDIARIES  
Details of Net Interest Income

Page 14

Three months ended	December 31 1995	September 30 1995	June 30 1995	March 31 1995
<S>	<C>	<C>	<C>	<C>
Net interest income before swaps and caps				
Interest income	\$1,318,461	\$1,312,720	\$1,314,090	\$1,278,832
Loan fees	17,965	23,115	21,354	19,589
Taxable-equivalent adjustment	11,077	11,790	11,919	11,856
Total interest income	1,347,503	1,347,625	1,347,363	1,310,277
Interest expense	739,819	760,001	762,064	717,411
Net interest income before swaps and caps	607,684	587,624	585,299	592,866
Effect of swaps and caps on				
Interest income	(36,424)	(42,326)	(40,801)	(37,144)
Interest expense	7,435	6,489	9,757	4,586
Total swaps and caps	(43,859)	(48,815)	(50,558)	(41,730)
Net interest income	\$563,825	\$538,809	\$534,741	\$551,136

</TABLE>

<TABLE> <CAPTION> Three months ended				
Taxable-equivalent basis In thousands	December 31 1994	September 30 1994	June 30 1994	March 31 1994
-----				
<S>	<C>	<C>	<C>	<C>
Net interest income before swaps and caps				
Interest income	\$1,248,534	\$1,194,553	\$1,108,322	\$1,048,528
Loan fees	18,068	22,626	19,698	22,152
Taxable-equivalent adjustment	10,736	9,003	9,140	9,265
-----				
Total interest income	1,277,338	1,226,182	1,137,160	1,079,945
Interest expense	672,485	599,300	540,772	506,968
-----				
Net interest income before swaps and caps	604,853	626,882	596,388	572,977
Effect of swaps and caps on				
Interest income	(17,031)	11,452	18,836	27,409
Interest expense	1,812	(17,738)	(30,892)	(41,554)
-----				
Total swaps and caps	(18,843)	29,190	49,728	68,963
-----				
Net interest income	\$586,010	\$656,072	\$646,116	\$641,940

</TABLE>

-more-

PNC BANK CORP. AND SUBSIDIARIES  
Details of Net Interest Margin

Page 15

<TABLE> <CAPTION> Three-months ended				
Taxable-equivalent basis	December 31 1995	September 30 1995	June 30 1995	March 31 1995
-----				
<S>	<C>	<C>	<C>	<C>
Interest rate spread before swaps and caps				
Book-basis yield on earnings assets	7.50%	7.49%	7.49%	7.34%
Effect of loan fees	.10	.13	.12	.11
Taxable-equivalent adjustment	.06	.07	.07	.07
-----				
Taxable-equivalent yield on earnings assets	7.66	7.69	7.68	7.52
Rate on interest-bearing liabilities	4.98	5.11	5.09	4.86
-----				
Interest rate spread	2.68	2.58	2.59	2.66
Noninterest-bearing sources	.79	.79	.77	.74
-----				
Net interest margin before swaps and caps	3.47	3.37	3.36	3.40
Effect of swaps and caps on				
Interest income	(.20)	(.24)	(.23)	(.21)
Interest expense	.05	.04	.07	.03
-----				
Total swaps and caps	(.25)	(.28)	(.30)	(.24)
-----				
Net interest margin	3.22%	3.09%	3.06%	3.16%

</TABLE>

<TABLE> <CAPTION> Three-months ended				
Taxable-equivalent basis	December 31 1994	September 30 1994	June 30 1994	March 31 1994
-----				
<S>	<C>	<C>	<C>	<C>
Interest rate spread before swaps and caps				
Book-basis yield on earnings assets	6.96%	6.77%	6.48%	6.22%
Effect of loan fees	.10	.13	.12	.13
Taxable-equivalent adjustment	.06	.05	.05	.06
-----				
Taxable-equivalent yield on earnings assets	7.12	6.95	6.65	6.41
Rate on interest-bearing liabilities	4.43	4.03	3.76	3.58
-----				
Interest rate spread	2.69	2.92	2.89	2.83
Noninterest-bearing sources	.69	.61	.56	.51
-----				
Net interest margin before swaps and caps	3.38	3.53	3.45	3.34
Effect of swaps and caps on				
Interest income	(.09)	.07	.11	.16
Interest expense	.01	(.12)	(.22)	(.29)
-----				
Total swaps and caps	(.10)	.19	.33	.45
-----				
Net interest margin	3.28%	3.72%	3.78%	3.79%

</TABLE>

<TABLE>  
 <CAPTION>  
 Three months ended  
 In thousands

	December 31 1995	September 30 1995	June 30 1995	March 31 1995
-----				
<S>	<C>	<C>	<C>	<C>
Investment management and trust				
Trust	\$ 69,175	\$ 68,288	\$ 69,826	\$ 58,519
Mutual funds	42,349	40,829	39,325	31,849
-----				
Total investment management and trust	111,524	109,117	109,151	90,368
Service charges, fees and commissions				
Deposit account and corporate services	62,843	60,722	58,326	58,387
Credit card and merchant services	10,888	9,649	11,321	15,331
Corporate finance	14,592	13,133	13,021	12,384
Brokerage	11,587	10,113	10,311	9,342
Other services	30,893	29,666	26,112	26,028
-----				
Total service charges, fees and commissions	130,803	123,283	119,091	121,472
Mortgage banking				
Servicing	28,488	30,215	29,772	31,126
Sales of servicing	1,046	10,745	9,672	12,258
Marketing	9,893	10,649	11,414	1,339
-----				
Total mortgage banking	39,427	51,609	50,858	44,723
Other	30,490	54,273	26,184	27,740
-----				
Total noninterest income before securities transactions	312,244	338,282	305,284	284,303
Net securities gains (losses)	(288,958)	44	7,966	1,254
-----				
Total	\$ 23,286	\$338,326	\$313,250	\$285,557

=====  
 </TABLE>

<TABLE>  
 <CAPTION>  
 Three months ended  
 In thousands

	December 31 1994	September 30 1994	June 30 1994	March 31 1994
-----				
<S>	<C>	<C>	<C>	<C>
Investment management and trust				
Trust	\$ 54,601	\$ 54,930	\$ 56,788	\$ 56,495
Mutual funds	29,972	28,709	27,566	26,254
-----				
Total investment management and trust	84,573	83,639	84,354	82,749
Service charges, fees and commissions				
Deposit account and corporate services	59,406	61,960	61,504	58,752
Credit card and merchant services	16,441	14,766	14,945	13,821
Corporate finance	12,691	9,307	8,269	8,201
Brokerage	8,398	13,544	12,039	12,155
Other services	27,613	26,625	25,582	23,832
-----				
Total service charges, fees and commissions	124,549	126,202	122,339	116,761
Mortgage banking				
Servicing	28,636	32,439	30,825	29,877
Sales of servicing	9,235	34,747	11,445	5,145
Marketing	1,403	11,725	388	2,870
-----				
Total mortgage banking	39,274	78,911	42,658	37,892
Other	27,950	35,919	54,026	38,786
-----				
Total noninterest income before securities transactions	276,346	324,671	303,377	276,188
Net securities gains (losses)	(124,313)	(44,202)	(4,722)	31,655
-----				
Total	\$152,033	\$280,469	\$298,655	\$307,843

=====  
 </TABLE>

<TABLE>  
 <CAPTION>  
 Three months ended  
 In thousands

	December 31 1995	September 30 1995	June 30 1995	March 31 1995
-----				
<S>	<C>	<C>	<C>	<C>
Compensation	\$221,645	\$218,934	\$213,879	\$208,693

Employee benefits	45,317	50,345	51,536	54,708
Total staff expense	266,962	269,279	265,415	263,401
Net occupancy	42,424	46,542	45,771	45,661
Equipment	45,639	40,188	38,766	41,073
Intangible and MSR amortization	41,387	26,094	23,855	23,335
Federal deposit insurance	7,662	1,470	24,217	24,320
Taxes other than income	13,796	12,856	13,107	13,098
Other	148,031	151,006	131,532	142,463
Special charges	259,926			
Total	\$825,827	\$547,435	\$542,663	\$553,351

</TABLE>

Three months ended In thousands	December 31 1994	September 30 1994	June 30 1994	March 31 1994
Compensation	\$214,856	\$212,399	\$205,139	\$205,777
Employee benefits	37,374	53,072	55,853	56,456
Total staff expense	252,230	265,471	260,992	262,233
Net occupancy	45,436	45,014	44,962	44,655
Equipment	35,814	39,257	38,708	39,787
Intangible and MSR amortization	21,976	23,266	19,890	21,165
Federal deposit insurance	26,178	25,411	25,350	25,370
Taxes other than income	11,801	12,426	11,686	11,913
Other	162,471	139,242	134,924	141,692
Special charges	48,300			
Total	\$604,206	\$550,087	\$536,512	\$546,815

</TABLE>

- more -

PNC BANK CORP. AND SUBSIDIARIES  
Consolidated Average Balance Sheet

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Three months ended In millions	December 31 1995	September 30 1995	June 30 1995	March 31 1995
<b>ASSETS</b>				
Interest-earning assets				
Securities	\$19,450	\$22,045	\$23,137	\$23,984
Loans, net of unearned income				
Commercial	16,590	15,914	15,620	15,139
Real estate project	2,221	2,267	2,191	2,174
Real estate mortgage	14,270	13,895	13,454	12,920
Consumer	13,188	11,822	11,603	11,520
Other	2,035	1,748	1,897	1,957
Total loans, net of unearned income	48,304	45,646	44,765	43,710
Other interest-earning assets	1,927	1,767	1,593	1,792
Total interest-earning assets	69,681	69,458	69,495	69,486
Other	6,026	5,808	5,848	5,355
Total assets	\$75,707	\$75,266	\$75,343	\$74,841
<b>LIABILITIES</b>				
Interest-bearing liabilities				
Deposits	\$36,577	\$35,945	\$35,407	\$34,954
Borrowed funds	11,511	14,016	14,140	13,902
Notes and debentures	10,637	8,829	9,586	10,109
Total interest-bearing liabilities	58,725	58,790	59,133	58,965
Noninterest-bearing deposits	9,639	9,132	8,958	8,713
Other	1,450	1,542	1,525	1,453
Total liabilities	69,814	69,464	69,616	69,131
SHAREHOLDERS' EQUITY	5,893	5,802	5,727	5,710



Total liabilities and shareholders' equity		\$75,707	\$75,266	\$75,343	\$74,841
=====					
</TABLE>					
<TABLE>					
<CAPTION>					
Three months ended	December 31	September 30	June 30	March 31	
In millions	1994	1994	1994	1994	
-----					
<S>					
<C>					
ASSETS					
Interest-earning assets					
Securities	\$25,351	\$24,460	\$23,981	\$23,605	
Loans, net of unearned income					
Commercial	15,339	15,605	15,297	14,456	
Real estate project	2,328	2,280	2,445	2,551	
Real estate mortgage	12,198	11,915	11,017	11,115	
Consumer	11,565	11,421	10,990	10,763	
Other	2,287	2,520	2,029	2,137	
-----					
Total loans, net of unearned income	43,717	43,741	41,778	41,022	
Other interest-earning assets	2,086	2,217	2,587	3,011	
-----					
Total interest-earning assets	71,154	70,418	68,346	67,638	
Other	4,948	4,869	4,828	5,225	
-----					
Total assets	\$76,102	\$75,287	\$73,174	\$72,863	
=====					
LIABILITIES					
Interest-bearing liabilities					
Deposits	\$35,047	\$35,915	\$34,609	\$34,397	
Borrowed funds	12,102	11,862	11,612	12,260	
Notes and debentures	12,966	11,731	11,404	10,519	
-----					
Total interest-bearing liabilities	60,115	59,508	57,625	57,176	
Noninterest-bearing deposits	9,146	9,021	8,790	8,796	
Other	1,154	1,170	1,340	1,461	
-----					
Total liabilities	70,415	69,699	67,755	67,433	
-----					
SHAREHOLDERS' EQUITY	5,687	5,588	5,419	5,430	
-----					
Total liabilities and shareholders' equity	\$76,102	\$75,287	\$73,174	\$72,863	
=====					
</TABLE>					

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