

REGISTRATION NO. 33-\_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

PNC BANK CORP.  
(Exact name of registrant as specified in its charter)

PENNSYLVANIA  
(State or other jurisdiction of incorporation or organization)

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

ONE PNC PLAZA  
249 FIFTH AVENUE  
PITTSBURGH, PENNSYLVANIA 15222-2707  
(Address, including zip code, of registrant's principal executive offices)

PNC RETIREMENT SAVINGS PLAN  
(Full title of the Plan)

WALTER E. GREGG, JR., ESQ.  
EXECUTIVE VICE PRESIDENT  
PNC BANK CORP.  
ONE PNC PLAZA  
249 FIFTH AVENUE  
PITTSBURGH, PENNSYLVANIA 15222-2707  
(412) 762-2281  
(Name, address, including zip code, and telephone number, including area code,  
of agent for service)

# CALCULATION OF REGISTRATION FEE

<TABLE>

<CAPTION>

AMOUNT OF	AMOUNT TO BE	PROPOSED MAXIMUM	PROPOSED MAXIMUM
TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	REGISTERED (1) (2)	AGGREGATE PRICE	AGGREGATE OFFERING
REGISTRATION FEE			
<S>	<C>	<C>	<C>
<C>			
Common Stock, par value \$5.00	1,000,000 shares	\$ 29.875	\$ 29,875,000
10,302			\$

</TABLE>

(1) Pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

(2) The Common Stock offered hereby will be adjusted to reflect stock splits, stock dividends or similar transactions pursuant to Rule 416(a) under the Securities Act, without the need for any post-effective amendment.

(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) under the Securities Act on the basis on the average of the high and low reported sales prices of the registrant's Common Stock on the New York Stock Exchange on May 13, 1996.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed by PNC Bank Corp. (the "Registrant" or the

"Corporation") with the Securities and Exchange Commission (the "Commission") under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are hereby incorporated by reference in this Registration Statement: (1) Annual Report on Form 10-K for the year ended December 31, 1995; (2) Current Report on Form 8-K dated as of April 17, 1996; (3) Quarterly Report on Form 10-Q for the quarterly period ended March 31, 1996; and (4) the description of the Registrant's Common Stock set forth in response to Item 1 of the Registration Statement on Form 8-A of the Corporation filed on September 24, 1987 pursuant to Section 12 of the Exchange Act, and any amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by the Registrant and the PNC Retirement Savings Plan (the "Plan") after the effective date of this Registration Statement pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters such securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of the filing of such documents. Any statement or information contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement or information contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement or information. Any such statement or information so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

#### ITEM 4. DESCRIPTION OF SECURITIES

Not applicable.

#### ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

##### LEGAL OPINIONS

A legal opinion that (a) the shares of Common Stock offered by the Registration Statement, when issued or sold pursuant to and in accordance with the terms of the Plan, shall be validly issued, fully paid and nonassessable and (b) the Plan Interests being registered by the Registration Statement, when issued pursuant to and in accordance with the terms of the Plan, shall be validly issued, has been rendered by William F. Strome, Senior Vice President, Deputy General Counsel and Corporate Secretary of the Corporation. As of April 30, 1996, Mr. Strome owned 2,547 shares of the Corporation's Common Stock and held options granted under the Corporation's stock option plan covering 29,900 shares of the Corporation's Common Stock, 23,300 of which were exercisable.

A legal opinion that confirms compliance of the provisions of the Plan with the requirements of ERISA pertaining to such provisions has been rendered by the law firm Eckert Seamans Cherin & Mellott, Pittsburgh, Pennsylvania. Certain members of the firm of Eckert Seamans Cherin & Mellott may, now or in the future, own

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securities of the Corporation, either individually or in a representative capacity. None of such securities have been or will be acquired in connection with the Plan offering.

##### EXPERTS

The consolidated financial statements of the Registrant and subsidiaries incorporated by reference in the Annual Report on Form 10-K of the Registrant for the year ended December 31, 1995, have been audited by Ernst & Young LLP, independent auditors, as set forth in their report thereon incorporated by reference therein and incorporated herein by reference. Such financial statements are incorporated herein by reference in reliance upon the report of Ernst & Young LLP given upon the authority of such firm as experts in accounting and auditing.

Documents incorporated herein by reference in the future will include financial statements, related schedules (if required) and independent auditors' reports, which financial statements and schedules will have been audited to the extent and for the periods set forth in such reports by the firm or firms rendering such reports, and, to the extent so audited and consent to incorporation by reference is given, will be incorporated herein by reference in reliance upon such reports given upon the authority of such firms as experts in accounting and auditing.

#### ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Sections 1741-1743 of the Pennsylvania Business Corporation Law of 1988 (Act of December 21, 1988, P.L. 1444), as amended ("1988 BCL") provide that a business corporation may indemnify directors and officers against liabilities they may incur in such capacities provided certain standards are met, including

good faith and the belief that the particular action is in the best interests of the corporation. In general, this power to indemnify does not exist in the case of actions against a director or officer by or in the right of the corporation if the person entitled to indemnification shall have been adjudged to be liable for negligence or misconduct in the performance of his duties. A corporation is required to indemnify directors and officers against expenses they may incur in defending actions against them in such capacities if they are successful on the merits or otherwise in the defense of such actions.

Section 1746 of the 1988 BCL provides that the foregoing provisions shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under, among other things, any by-law provision, provided that no indemnification may be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

The Corporation's By-Laws provide for the mandatory indemnification of directors and officers in accordance with and to the full extent permitted by the Laws of Pennsylvania as in effect at the time of such indemnification. The Corporation's By-Laws also eliminate, to the maximum extent permitted by the laws of the Commonwealth of Pennsylvania, the personal liability of directors for monetary damages for any action taken, or any failure to take any action as a director except in any case such elimination is not permitted by law. The Corporation has purchased directors' and officers' liability insurance covering certain liabilities which may be incurred by the officers and directors of the Corporation in connection with the performance of their duties.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

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ITEM 8. EXHIBITS

The exhibits listed on the Exhibit Index on page 9 of this Registration Statement are filed herewith or are incorporated herein by reference to other filings.

The Registrant undertakes that it will submit the Plan to the Internal Revenue Service ("IRS") in a timely manner and will make all changes required by the IRS in order to qualify the Plan under Section 401 of the Internal Revenue Code.

ITEM 9. UNDERTAKINGS

The undersigned Registrant hereby undertakes:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to the Registration Statement:
  - (a) To include any prospectus required by Section 10(a)(3) of the Securities Act;
  - (b) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; and
  - (c) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (a) and (b) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act, that are incorporated by reference in the Registration Statement.

2. That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
4. That, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and each filing of the Plan's annual report pursuant to Section 15(d) of the Exchange

Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions set forth in Item 6 hereof, or

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otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceedings) is asserted by such director, officer or controlling person in connection with the securities being registered and the Commission remains of the same opinion, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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#### SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, and Commonwealth of Pennsylvania, on the 16th day of May, 1996.

PNC BANK CORP.

By /s/ THOMAS H. O'BRIEN

-----  
Thomas H. O'Brien  
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated:

<TABLE>  
<CAPTION>

SIGNATURE -----	TITLE -----	DATE ----
<S>	<C>	<C>
/s/ THOMAS H. O'BRIEN ----- Thomas H. O'Brien	Chairman, Chief Executive Officer and Director (Principal Executive Officer)	May 16, 1996
/s/ ROBERT L. HAUNSCHILD ----- Robert L. Haunschild	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	May 16, 1996
/s/ WILLIAM J. JOHNS ----- William J. Johns	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	May 16, 1996
----- Paul W. Chellgren	Director	May 16, 1996
* ----- Robert N. Clay	Director	May 16, 1996
* ----- George A. Davidson, Jr.	Director	May 16, 1996

<div> <div>*</div> <div>-----</div> <div>David F. Girard-diCarlo</div> </div>	Director	May 16, 1996
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<div> <div>6</div> <div>&lt;TABLE&gt;</div> <div>&lt;S&gt;</div> </div>	<C>	<C>
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<div> <div>*</div> <div>-----</div> <div>Dianna L. Green</div> </div>	Director	May 16, 1996
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<div> <div>*</div> <div>-----</div> <div>C. G. Grefenstette</div> </div>	Director	May 16, 1996
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<div> <div>*</div> <div>-----</div> <div>Arthur J. Kania</div> </div>	Director	May 16, 1996
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<div> <div>-----</div> <div>Bruce C. Lindsay</div> </div>	Director	May 16, 1996
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<div> <div>-----</div> <div>Thomas Marshall</div> </div>	Director	May 16, 1996
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<div> <div>*</div> <div>-----</div> <div>W. Craig McClelland</div> </div>	Director	May 16, 1996
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<div> <div>*</div> <div>-----</div> <div>Donald I. Moritz</div> </div>	Director	May 16, 1996
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<div> <div>*</div> <div>-----</div> <div>Jackson H. Randolph</div> </div>	Director	May 16, 1996
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<div> <div>*</div> <div>-----</div> <div>James E. Rohr</div> </div>	President and Director	May 16, 1996
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<div> <div>*</div> <div>-----</div> <div>Roderic H. Ross</div> </div>	Director	May 16, 1996
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<div> <div>*</div> <div>-----</div> <div>Vincent A. Sarni</div> </div>	Director	May 16, 1996
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<div> <div>*</div> <div>-----</div> <div>Garry J. Scheuring</div> </div>	Vice Chairman and Director	May 16, 1996
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<div> <div>7</div> <div>&lt;TABLE&gt;</div> <div>&lt;S&gt;</div> </div>	<C>	<C>
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<div> <div>*</div> <div>-----</div> <div>Richard P. Simmons</div> </div>	Director	May 16, 1996
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<div> <div>*</div> <div>-----</div> <div>Thomas J. Usher</div> </div>	Director	May 16, 1996
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- -----  
Milton A. Washington

Director

May 16, 1996

- -----  
\*  
Helge H. Wehmeier  
</TABLE>

Director

May 16, 1996

\*By /s/ MELANIE S. CIBIK  
-----  
Melanie S. Cibik, Attorney-in-Fact,  
pursuant to Power of Attorney filed  
herewith

Date: May 16, 1996

The Plan. Pursuant to the requirements of the Securities Act of 1933, the Plan Administrator has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, on this May 16, 1996.

PNC Retirement Savings Plan

By: /s/ WILLIAM E. ROSNER  
-----  
William E. Rosner  
Member, PNC Retirement Savings Plan  
Administrative Committee

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#### EXHIBIT INDEX

Exhibit 5.1	Opinion of William F. Strome, Esq., regarding validity of the Common Stock and Plan Interests being registered, filed herewith.
Exhibit 5.2	Opinion of Eckert Seamans Cherin & Mellott, regarding ERISA compliance, filed herewith.
Exhibit 23.1	Consent of Ernst & Young LLP, independent auditors for the Corporation, filed herewith.
Exhibit 23.2	Consent of William F. Strome, Esq., contained in the opinion filed as Exhibit 5.1.
Exhibit 23.3	Consent of Eckert Seamans Cherin & Mellott, contained in the opinion filed as Exhibit 5.2.
Exhibit 24	Power of Attorney of certain officers and directors of the Corporation, filed herewith.

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PNC BANK CORP.  
Fifth Avenue and Wood Street  
Pittsburgh, PA 15265  
412 762-2756 Tel

WILLIAM F. STROME  
Senior Vice President,  
Deputy General Counsel and  
Corporate Secretary

PNC BANK  
[LOGO]

May 16, 1996

Board of Directors  
PNC Bank Corp.  
One PNC Plaza  
249 Fifth Avenue  
Pittsburgh, Pennsylvania 15222-2707

Ms. Green and Gentlemen:

This opinion is issued in connection with the Registration Statement on Form S-8 (the "Registration Statement") of PNC Bank Corp. (the "Corporation") to be filed with the Securities and Exchange Commission relating to the registration of (a) up to 1,000,000 shares of the Corporation's Common Stock, par value \$5.00 per share ("PNC Common Stock"), to be issued and sold to participants in the PNC Retirement Savings Plan (the "Plan") and (b) an indeterminable amount of interests of participation in the Plan (the "Plan Interests").

My opinion is rendered as of the date hereof and its applicability at future dates is conditioned upon the nonoccurrence of any event which would affect the validity of the issuance of PNC Common Stock or Plan Interests under the Plan.

As Senior Vice President, Deputy General Counsel and Corporate Secretary of the Corporation, I have examined the Corporation's Articles of Incorporation and By-laws, each as amended to date, the Registration Statement and the Plan, and I have reviewed the proceedings taken by the Corporation relating to the Plan, including resolutions adopted by the Corporation's Board of Directors with respect thereto. I have also examined such records, certificates and other documents that I have considered necessary or appropriate for the purposes of this opinion.

In making such examination and rendering the opinions set forth below, I have assumed: (i) the genuineness and authenticity of all signatures on original documents; (ii) the authenticity of all documents submitted to me as originals; and (iii) the conformity of originals of all documents submitted to be as certified, telecopied, photostated or reproduced copies and the authenticity of all originals of such documents.

I am admitted to practice law in the Commonwealth of Pennsylvania and do not purport to be an expert on or to express any opinion on any laws other than the laws of the Commonwealth of Pennsylvania and the Federal securities laws of the United States of America. This opinion speaks as of today's date and is limited to present statutes, regulations and judicial interpretations. In rendering this opinion, I assume no obligation to revise or supplement this opinion should the present laws be changed by legislative or regulatory action, judicial decision or otherwise.

Based upon the foregoing, I am of the opinion that, when the Registration Statement has become effective in accordance with applicable law, (1) the 1,000,000 shares of PNC Common Stock to be registered, when issued or sold pursuant to and in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable and (2) the Plan Interests being registered, when issued pursuant to and in accordance with the terms of the Plan, will be validly issued.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to me in Item 5 of the Registration Statement and any Prospectus relating to the Plan.

Very truly yours,

/s/ WILLIAM F. STROME

William F. Strome

ECKERT SEAMANS CHERIN & MELLOTT  
Attorneys at Law  
600 Grant Street, 42nd Floor  
Pittsburgh, PA 15219  
Telephone 412-566-6000  
Facsimile 412-566-6099

May 16, 1996

Board of Directors  
PNC Bank Corp.  
249 Fifth Avenue  
Pittsburgh, PA 15222-2707

Ladies and Gentlemen:

We are rendering this opinion in connection with the proceedings taken and proposed to be taken by PNC Bank Corp., a Pennsylvania corporation (hereinafter the "Corporation"), regarding the registration of (i) one million (1,000,000) shares of common stock, par value of five dollars (\$5.00) of the Corporation (hereinafter the "Common Stock") which will be purchased by participants of the PNC Retirement Savings Plan (hereinafter the "Plan") and (ii) an indeterminable amount of interests of participation in the Plan (the "Plan Interests").

We understand that you will rely on this opinion in connection with the Plan and the related Registration Statement on Form S-8 (the "Registration Statement") of the Corporation to be filed with the Securities and Exchange Commission relating to the registration of the Common Stock to be sold to participants of the Plan and the Plan Interests.

We participated in the design and drafting of the Plan and are therefore familiar with its terms. We have examined applicable law and made such investigations as we have deemed necessary and appropriate in order to render the opinion addressed herein.

Based upon the foregoing, it is our opinion that the Plan satisfies the technical provisions of the Employee Retirement Income Security Act of 1974, as amended (hereinafter "ERISA"), and the Internal Revenue Code of 1986, as amended (hereinafter the "Code"), although it should be noted that whether any plan qualifies under the Code is a question based upon factual considerations prevailing at any given time. While our opinion is not binding upon any governmental agency, we believe the Internal Revenue Service would act favorably upon submission of the Plan with a request for a determination letter to the same effect as our opinion.

We understand that it is the Corporation's intent to file the Plan with the Internal Revenue Service seeking a determination of the Plan's tax-qualified status under Section 401(a) of the Code. We note that the Internal Revenue Service may require that modifications be made to the Plan. The Corporation, however, has expressly reserved the right in the Plan to make such modifications to the Plan as are required to obtain receipt of a favorable determination letter from the Internal Revenue Service.

Our opinion is based upon the Plan as it is now designed and drafted and upon the provisions of ERISA, the Code, governmental regulations and judicial authorities in effect as at the date of this opinion letter, any of which may change in the future with retroactive effect.

We hereby consent to the filing of this opinion as an exhibit to the aforesaid Registration Statement and to the use of our name under the heading "Legal Opinions" in the Prospectus forming a part of such Registration Statement.

Very truly yours,

/s/ ECKERT SEAMANS CHERIN & MELLOTT

ECKERT SEAMANS CHERIN & MELLOTT



CONSENT OF INDEPENDENT AUDITORS

We consent to the reference to our firm under the caption "Experts" in this Registration Statement on Form S-8 of PNC Bank Corp. for the registration of its common stock to be issued in connection with the PNC Retirement Savings Plan and to the incorporation by reference therein of our report dated February 8, 1996, with respect to the consolidated financial statements of PNC Bank Corp. incorporated by reference in its Annual Report (Form 10-K) for the year ended December 31, 1995, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Pittsburgh, Pennsylvania  
May 15, 1996

## POWER OF ATTORNEY

PNC BANK CORP.  
PNC RETIREMENT SAVINGS PLAN  
REGISTRATION STATEMENT

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned Directors and/or Officers of PNC Bank Corp. (the "Corporation"), a Pennsylvania corporation, hereby names, constitutes and appoints Walter E. Gregg, Jr., William F. Strome and Melanie S. Cibik, or each of them, with full power of substitution, such person's true and lawful attorney-in-fact and agent to execute in such person's name, place and stead, in any and all capacities, a Registration Statement on Form S-8 (or other appropriate form) under the Securities Act of 1933, as amended, of (a) 1,000,000 shares of the Corporation's Common Stock, par value \$5.00 per share, to be issued in connection with the PNC Retirement Savings Plan, and (b) an indeterminable amount of interests of participation in the Plan, and to execute in such person's name, place and stead, in any and all capacities, any and all amendments to said Registration Statement.

And such persons hereby ratify and confirm all that any said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

Witness the due execution hereof by the following persons in the capacities indicated as of this May 16, 1996.

&lt;TABLE&gt;

&lt;CAPTION&gt;

Name/Signature - -----	Capacity -----
<S>	<C>

/s/ THOMAS H. O'BRIEN - ----- Thomas H. O'Brien	Chairman, Chief Executive Officer and Director
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- ----- Paul W. Chellgren	Director
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/s/ ROBERT N. CLAY - ----- Robert N. Clay	Director
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/s/ GEORGE A. DAVIDSON, JR. - ----- George A. Davidson, Jr.	Director
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/s/ DAVID F. GIRARD-DICARLO - ----- David F. Girard-diCarlo	Director
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/s/ DIANNA L. GREEN - ----- Dianna L. Green	Director
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&lt;/TABLE&gt;

&lt;TABLE&gt;

<S>	<C>
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/s/ C. G. GREFENSTETTE - ----- C. G. Grefenstette	Director
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/s/ ARTHUR J. KANIA - ----- Arthur J. Kania	Director
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- ----- Bruce C. Lindsay	Director
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- -----	Director
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Thomas Marshall

/s/ W. CRAIG MCCLELLAND	Director
-----	
W. Craig McClelland	

/s/ DONALD I. MORITZ	Director
-----	
Donald I. Moritz	

/s/ JACKSON H. RANDOLPH	Director
-----	
Jackson H. Randolph	

/s/ JAMES E. ROHR	President and Director
-----	
James E. Rohr	

/s/ RODERIC H. ROSS	Director
-----	
Roderic H. Ross	

/s/ VINCENT A. SARNI	Director
-----	
Vincent A. Sarni	

/s/ GARRY J. SCHEURING	Vice Chairman and Director
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Garry J. Scheuring	

/s/ RICHARD P. SIMMONS	Director
-----	
Richard P. Simmons	

</TABLE>

Power of Attorney - 2

<TABLE>	
<S>	
<C>	
/s/ THOMAS J. USHER	Director
-----	
Thomas J. Usher	

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Director	
-----	
Milton A. Washington	

/s/ HELGE H. WEHMEIER	Director
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Helge H. Wehmeier	

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Power of Attorney - 3