

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

FORM 10-K/A

(AMENDMENT NO. 1)

(Mark One)

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

FOR THE YEAR ENDED DECEMBER 31, 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)

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 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)

By filing this amendment ("Amendment No. 1"), the undersigned registrant hereby amends its Annual Report on Form 10-K for the year ended December 31, 1995 ("1995 Form 10-K"), to include, as permitted by Rule 15d-21 under the Securities Exchange Act of 1934, as amended ("Exchange Act"), the financial statements and exhibits required by Form 11-K with respect to the PNC Bank Corp. Incentive Savings Plan, as amended ("PNC Plan") and the Midlantic Savings and Investment Plan, as amended ("Midlantic Plan").

In accordance with Rule 12b-15 of the Exchange Act, Item 14 of Part IV of the 1995 Form 10-K is hereby amended and restated to read in its entirety as follows:

PART IV

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

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

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

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#### FINANCIAL STATEMENT SCHEDULES

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Not applicable.

#### REPORTS ON FORM 8-K

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The following reports on Form 8-K were filed during the quarter ended December 31, 1995, or thereafter:

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 Midlantic merger and other Midlantic merger-related matters, and the appointment of an additional director to the Corporation's Board of Directors.

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A Current Report on Form 8-K dated as of December 31, 1995, was filed pursuant to Item 2 to report the effectiveness of the merger with Midlantic and the appointment of 4 additional directors to the Corporation's Board of Directors. The Form 8-K also reported pursuant to Item 5 the completion of actions that accelerated the repositioning of the Corporation's balance sheet and provided an estimate of combined earnings for 1995 giving effect to the Midlantic transaction. The following financial statements were reported as having been previously filed: (a) 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, including the independent auditor's report thereon; (b) unaudited consolidated interim financial statements of Midlantic as of September 30, 1995 and 1994, and for the three months and nine months ended September 30, 1995 and 1994; (c) pro forma consolidated financial information (unaudited) as of September 30, 1995 and for the nine months ended September 30, 1995 and 1994, giving effect to the Midlantic merger; and (d) pro forma consolidated financial information (unaudited) for each of the three years in the period ended December 31, 1994, giving effect to the Midlantic merger.

A Current Report on Form 8-K dated January 24, 1996, was filed pursuant to Item 5 to report the Corporation's consolidated financial results for the three months and year ended December 31, 1995.

#### EXHIBITS

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The exhibits listed on the Exhibit Index on pages 47 and 48 of this Form 10-K/A are filed herewith or are incorporated herein by reference.

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REPORT OF INDEPENDENT AUDITORS

Administrative Committee  
PNC Bank Corp.  
Incentive Savings Plan

We have audited the accompanying statements of net assets available for plan benefits of the PNC Bank Corp. Incentive Savings Plan (Plan) as of December 31, 1995 and 1994, and the related statements of changes in net assets available for plan benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits of the Plan at December 31, 1995 and 1994, and the changes in its net assets available for plan benefits for the years then ended, in conformity with generally accepted accounting principles.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental schedules of assets held for investment as of December 31, 1995, and reportable transactions for the year ended December 31, 1995, are presented for purposes of complying with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, and are not a required part of the basic financial statements. The supplemental schedules have been subjected to the auditing procedures applied in our audit of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

June 18, 1996  
Pittsburgh, Pennsylvania

PNC Bank Corp.  
Incentive Savings Plan

Statements of Net Assets Available for Plan Benefits

<TABLE>  
<CAPTION>

1995	1994
-----	

<S>	<C>	<C>
ASSETS		
Investments at fair value:		
Common stock:		
PNC Bank Corp. (1995 cost--\$258,667,697; 1994 cost--\$235,167,672)	\$411,707,599	\$261,982,282
PNC Bank Corp. preferred stock (1995 cost-- \$8,247; 1994 cost--\$8,247)	42,224	29,638
Short-term investment funds (1995 cost--\$67,302,448; 1994 cost--\$76,553,303)	67,302,448	76,553,303
Registered investment companies (1995 cost-- \$147,451,321; 1994 cost--\$118,138,611)	161,214,839	117,510,777
Participant loans, at current outstanding principal balance	22,417,465	24,551,533
	-----	-----
Total investments	662,684,575	480,627,533
Cash	--	1,132
Contribution receivable	1,137,814	4,001,640
Accrued income	342,424	2,204,411
Other accruals	3,341,963	--
	-----	-----
Total assets	667,506,776	486,834,716
LIABILITIES		
ESOP note payable to PNC Bank Corp.	84,600,000	98,600,000
Accrued interest payable	2,474,860	--
	-----	-----
Net assets available for plan benefits	\$580,431,916	\$388,234,716
	=====	=====

</TABLE>

See accompanying notes.

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PNC Bank Corp.  
Incentive Savings Plan

Statements of Changes in Net Assets Available for Plan Benefits

<TABLE>  
<CAPTION>

	YEAR ENDED DECEMBER 31	
	1995	1994
<S>	<C>	<C>
Additions:		
Investment income:		
Interest	\$6,521,484	\$5,445,713
Dividends:		
PNC Bank Corp.	18,717,784	16,455,147
Other	9,700,904	4,976,152
	-----	-----
	34,940,172	26,877,012
Contributions (employer):		
Cash	9,461,406	8,683,382
PNC Bank Corp. Common Stock	5,081,098	4,100,738
Contributions (employee)	26,821,384	24,783,410
	-----	-----
Total additions	76,304,060	64,444,542
Deductions:		
Payments to participants or beneficiaries	51,796,135	33,282,068
ESOP note interest expense	4,949,720	3,937,737
	-----	-----
Total deductions	56,745,855	37,219,805
Net realized and unrealized appreciation (depreciation) in fair value of investments	160,333,717	(102,892,080)
Net assets received in connection with mergers	12,305,278	13,804,880
	-----	-----
Net increase (decrease)	192,197,200	(61,862,463)
Net assets available for plan benefits at beginning of year	388,234,716	450,097,179
	-----	-----
Net assets available for plan benefits at end of year	\$580,431,916	\$388,234,716
	=====	=====

</TABLE>

See accompanying notes.

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PNC Bank Corp.  
Incentive Savings Plan

Notes to Financial Statements

1. SIGNIFICANT ACCOUNTING POLICIES

VALUATION

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

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

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results may differ from such estimates and such differences may be material to the financial statements.

2. DESCRIPTION OF THE PLAN

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

The Plan allows participants to contribute from 1 to 15 percent of their biweekly base compensation on a pretax 401(k) basis. PNC Bank matches 100 percent of employee contributions up to 6 percent of base compensation, subject to Internal Revenue Service (IRS) limitations. Participants are fully vested in their balances, including the employer contributions. Plan income is allocated to participants based on an average participant investment balance on a quarterly basis.

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PNC Bank Corp.  
Incentive Savings Plan

Notes to Financial Statements (continued)

2. DESCRIPTION OF THE PLAN (CONTINUED)

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

<TABLE> <CAPTION>		
	1995	1994
	-----	
<S>	<C>	<C>
Fund A	10,433	9,042
Fund B	8,610	7,739
Fund C	9,654	9,354
Fund D	15,597	14,353
</TABLE>		

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

Benefits to participants for withdrawals requested but yet to be paid were \$9,821,077 and \$8,957,966 at December 31, 1995 and 1994, respectively.

The Plan has a loan feature that allows participants to borrow against their balance in accordance with the loan policies established by the Administrative Committee. Such borrowings are reflected in the Loan Fund. At December 31, 1995, the Plan was committed to fund approximately \$3.2 million in participant loans, of which approximately \$1.4 million represents existing loan refinances. Under certain circumstances, the Plan permits withdrawals by participants.

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

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PNC Bank Corp.  
Incentive Savings Plan

Notes to Financial Statements (continued)

2. DESCRIPTION OF THE PLAN (CONTINUED)

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

PNC Bank is obligated to make annual contributions sufficient to fund principal and interest payments on the ESOP note net of investment income and realized gains and losses in the unallocated ESOP fund. Shares of PNC Bank Common Stock allocated to participants totaled 743,277 in 1995 and 567,884 in 1994.

The effective interest rate on the ESOP fixed rate notes was 5.02% in 1995. Principal payments are due on an annual basis and interest payments are due on a semiannual basis. The following is a schedule of debt maturities:

<TABLE>

<S>	<C>
1996	\$16,900,000
1997	20,100,000
1998	23,900,000
1999	23,700,000
	-----
	\$84,600,000
	=====

</TABLE>

At December 31, 1995, the ESOP held 3,825,106 unallocated shares of PNC Bank Common Stock with a market value of \$123,359,669 and \$678,245 in short-term investment funds. These assets will be used to match future participant contributions.

3. INVESTMENTS

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

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PNC Bank Corp.  
Incentive Savings Plan

Notes to Financial Statements (continued)

3. INVESTMENTS (CONTINUED)

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

<TABLE>

<CAPTION>

NET REALIZED AND UNREALIZED APPRECIATION  
(DEPRECIATION) IN FAIR VALUE FOR YEAR ENDED

DECEMBER 31

-----

	1995	1994
<S>	<C>	<C>
Common stock	\$139,580,381	\$ (98,058,741)
Preferred stock	12,586	(9,612)
Corporate obligations	--	(508,043)
U.S. Government and agency securities	--	(1,770,357)
Collective funds--Mutual Funds	20,740,750	(2,540,362)
Other	--	(4,965)
	\$160,333,717	\$ (102,892,080)

</TABLE>

The fair values of individual investments that represent 5 percent or more of the Plan's net assets are as follows:

<TABLE>  
<CAPTION>

	DECEMBER 31	
	1995	1994
<S>	<C>	<C>
PNC Bank Corp. Common Stock	\$411,707,599	\$261,982,282
PNC Money Market Portfolio Fund	67,302,448	76,553,303
PNC Index Equity Portfolio Fund	--	19,701,378
PNC Value Equity Portfolio Fund	--	23,877,171
PNC Managed Income Fund	31,003,125	23,252,746
PNC Core Equity Portfolio Fund	29,285,309	--

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PNC Bank Corp.  
Incentive Savings Plan

Notes to Financial Statements (continued)

3. INVESTMENTS (CONTINUED)

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

<TABLE>  
<CAPTION>

December 31, 1995

	EQUITY FUND A	INTERMEDIATE- TERM FIXED INCOME-- FUND B	SHORT-TERM FIXED INCOME --FUND C	PNC BANK CORP. STOCK --FUND D	PNC BANK CORP. ALLOCATED ESOP FUND	PNC BANK CORP. UNALLOCATED ESOP FUND	LOAN FUND
TOTAL							
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>							
Investments at fair value:							
PNC Bank common stock	\$ --	\$ --	\$ --	\$194,709,309	\$93,638,621	\$123,359,669	\$ --
\$411,707,599							
PNC Bank preferred stock	--	--	--	42,224	--	--	-
- 42,224							
Short-term investment funds	4,015,003	1,625,480	55,358,999	--	5,123,759	678,245	500,962
67,302,448							
Registered investment companies:							
PNC Fund--Small Cap Growth Equity Portfolio	7,672,930	--	--	--	--	--	-
- 7,672,930							
PNC Fund--International Equity Portfolio	22,319,064	--	--	--	--	--	-
- 22,319,064							
PNC Fund--Small Cap Value Equity Portfolio	6,810,828	--	--	--	--	--	-
- 6,810,828							
PNC Fund--International Emerging Portfolio	4,185,333	--	--	--	--	--	-
- 4,185,333							
PNC Fund--Growth Equity Portfolio	17,151,237	--	--	--	--	--	-
- 17,151,237							
PNC Fund--Intermediate							

Term Bond Portfolio	--	18,139,072	--	--	--	--	--
- 18,139,072							
PNC Fund--Managed							
Income Portfolio	--	31,003,125	--	--	--	--	--
- 31,003,125							
PNC Fund--Core Equity							
Portfolio	29,285,309	--	--	--	--	--	--
- 29,285,309							
PNC Fund--Value Equity							
Portfolio	24,647,941	--	--	--	--	--	--
- 24,647,941							
Participant loans	--	--	--	--	--	--	--
22,417,465 22,417,465							
-----							
Total investments	116,087,645	50,767,677	55,358,999	194,751,533	98,762,380	124,037,914	22,918,427
662,684,575							
Contribution receivable	--	--	--	1,137,814	--	--	--
- 1,137,814							
Accrued income	15,671	6,081	261,423	9,757	20,207	26,671	--
2,614 342,424							
Other accruals	1,622,887	(375,962)	(1,761,640)	3,856,678	--	--	--
- 3,341,963							
Due to (from) fund	39,534	167,041	2,607,759	(3,322,960)	(1,663,861)	2,172,487	--
--							
-----							
Total assets	117,765,737	50,564,837	56,466,541	196,432,822	97,118,726	126,237,072	22,921,041
667,506,776							
ESOP note payable	--	--	--	--	--	(84,600,000)	--
- (84,600,000)							
Accrued interest payable	--	--	--	--	--	(2,474,860)	--
- (2,474,860)							
-----							
Net assets available for							
plan benefits	\$117,765,737	\$50,564,837	\$56,466,541	\$196,432,822	\$97,118,726	\$39,162,212	\$22,921,041
\$580,431,916							

</TABLE>

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PNC Bank Corp.  
Incentive Savings Plan

Notes to Financial Statements (continued)

3. INVESTMENTS (CONTINUED)

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

<TABLE>  
<CAPTION>  
December 31, 1994

	EQUITY FUND A	INTERMEDIATE- TERM FIXED INCOME-- FUND B	SHORT-TERM FIXED INCOME --FUND C	PNC BANK CORP. STOCK --FUND D	PNC BANK CORP. ALLOCATED ESOP FUND	PNC BANK CORP. UNALLOCATED ESOP FUND	LOAN FUND
TOTAL							
-----							
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>							
Investments at fair							
value:							
PNC Bank common stock	\$ --	\$ --	\$ --	\$110,059,372	\$55,416,875	\$96,506,035	\$ --
-- \$261,982,282							
PNC Bank preferred							
stock	--	--	--	29,638	--	--	--
-- 29,638							
Short-term investment							
funds	7,717,236	3,868,123	54,366,600	8,405,457	--	1,793,661	--
402,226 76,553,303							
Registered investment							
companies:							
PNC Fund--Small Cap							
Growth Equity Portfolio	5,568,797	--	--	--	--	--	--
-- 5,568,797							



PNC Fund--International Equity Portfolio	16,456,280	--	--	--	--	--
-- 16,456,280						
PNC Fund--Small Cap Value Equity Portfolio	4,902,460	--	--	--	--	--
-- 4,902,460						
PNC Fund--Index Equity Portfolio	19,701,378	--	--	--	--	--
-- 19,701,378						
PNC Fund--Growth Equity Portfolio	8,733,812	--	--	--	--	--
-- 8,733,812						
PNC Fund--Intermediate Term Bond Portfolio	-- 15,018,133	--	--	--	--	--
-- 15,018,133						
PNC Fund--Managed Income Portfolio	-- 23,252,746	--	--	--	--	--
-- 23,252,746						
PNC Fund--Value Equity Portfolio	23,877,171	--	--	--	--	--
-- 23,877,171						
Participant loans	--	--	--	--	--	--
24,551,533 24,551,533						
-----						
Total investments	86,957,134	42,139,002	54,366,600	118,494,467	55,416,875	98,299,696
24,953,759 480,627,533						
Cash	--	--	1,132	--	--	--
-- 1,132						
Contribution receivable	49,455	52,745	74,551	3,824,889	--	--
-- 4,001,640						
Accrued income	32,715	16,413	251,370	1,875,645	7,367	19,137
1,764 2,204,411						
Due to (from) fund	(2,194,620)	(966,637)	1,361,512	4,343,628	3,547,204	(6,107,506)
16,419 --						
-----						
Total assets	84,844,684	41,241,523	56,055,165	128,538,629	58,971,446	92,211,327
24,971,942 486,834,716						
ESOP note payable	--	--	--	--	--	(98,600,000)
-- (98,600,000)						
-----						
Net assets available for plan benefits	\$84,844,684	\$41,241,523	\$56,055,165	\$128,538,629	\$58,971,446	\$(6,388,673)
\$24,971,942 \$388,234,716						

</TABLE>

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PNC Bank Corp.  
Incentive Savings Plan

Notes to Financial Statements (continued)

3. INVESTMENTS (CONTINUED)

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

<TABLE>  
<CAPTION>  
Year ended December 31, 1995

	EQUITY FUND A	INTERMEDIATE- TERM FIXED INCOME-- FUND B	SHORT-TERM FIXED INCOME --FUND C	PNC BANK CORP. STOCK --FUND D	PNC BANK CORP. ALLOCATED ESOP FUND	PNC BANK CORP. UNALLOCATED ESOP FUND	LOAN FUND
TOTAL							
-----							
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>							
Net assets available for plan benefits at January 1, 1995	\$84,844,684	\$41,241,523	\$56,055,165	\$128,538,629	\$58,971,446	\$(6,388,673)	\$24,971,942
\$388,234,716							
Additions:							
Interest and dividends	7,078,293	3,393,605	3,301,774	8,115,915	3,755,857	7,643,759	1,650,969

34,940,172								
Contributions:								
Employer	337,875	234,303	364,228	5,081,098	--	8,525,000	--	
14,542,504								
Employee	10,853,233	5,054,317	4,968,154	5,945,680	--	--	--	
- 26,821,384								
Deductions:								
Payments to participants or beneficiaries	(9,401,501)	(5,443,852)	(9,734,173)	(16,950,926)	(6,547,113)	--	--	
(3,718,570) (51,796,135)								
Net transfers	3,264,705	565,126	(1,889,202)	(1,724,997)	(1,533,238)	1,315,047	2,559	
--								
ESOP activity:								
Interest expense	--	--	--	--	--	(4,949,720)	--	
- (4,949,720)								
Other ESOP activity	--	--	--	(2,666,394)	10,336,081	(7,669,687)	--	
- --								
Net realized and unrealized appreciation	17,252,318	3,488,432	--	66,770,788	32,135,693	40,686,486	--	
160,333,717								
Acquisitions	3,536,130	2,031,383	3,400,595	3,323,029	--	--	--	
14,141 12,305,278								
-----								
Net assets available for plan benefits at December 31, 1995	\$117,765,737	\$50,564,837	\$56,466,541	\$196,432,822	\$97,118,726	\$39,162,212	\$22,921,041	
\$580,431,916								

</TABLE>

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PNC Bank Corp.  
Incentive Savings Plan

Notes to Financial Statements (continued)

3. INVESTMENTS (CONTINUED)

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

<TABLE>  
<CAPTION>  
Year ended December 31, 1994

	EQUITY FUND A	INTERMEDIATE- TERM FIXED INCOME-- FUND B	SHORT-TERM FIXED INCOME --FUND C	PNC BANK CORP. STOCK --FUND D	PNC BANK CORP. ALLOCATED ESOP FUND	PNC BANK CORP. UNALLOCATED ESOP FUND	LOAN FUND
TOTAL							
-----							
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>							
Net assets available for plan benefits at January 1, 1994	\$74,869,155	\$40,210,371	\$51,339,343	\$160,372,423	\$61,900,878	\$39,475,136	\$21,929,873
\$450,097,179							
Additions:							
Interest and dividends	3,735,759	2,746,838	2,165,379	7,149,082	2,917,633	6,702,346	1,459,975
26,877,012							
Contributions:							
Employer	379,285	273,114	415,983	4,100,738	--	7,615,000	--
12,784,120							
Employee	8,523,507	4,297,217	4,604,632	5,504,924	--	--	--
- 22,930,280							
Rollover	736,161	483,623	241,548	391,798	--	--	--
- 1,853,130							
Deductions:							
Payments to participants or beneficiaries	(5,657,217)	(3,810,151)	(6,106,363)	(14,237,379)	(1,931,421)	--	--
(1,539,537) (33,282,068)							
Net transfers	1,551,666	(2,023,907)	(2,390,922)	(258,471)	1,599,616	(1,599,613)	3,121,631
--							
ESOP activity:							
Interest expense	--	--	--	--	--	(3,937,737)	--
- (3,937,737)							

Other ESOP activity	--	--	--	3,460,972	14,982,094	(18,443,066)	-
Net realized and unrealized depreciation (102,892,080)	(1,663,564)	(3,639,287)	--	(40,891,136)	(20,497,354)	(36,200,739)	--
Acquisitions	2,369,932	2,703,705	5,785,565	2,945,678	--	--	-
- 13,804,880							
Net assets available for plan benefits at December 31, 1994	\$84,844,684	\$41,241,523	\$56,055,165	\$128,538,629	\$58,971,446	\$(6,388,673)	\$24,971,942
\$388,234,716							

</TABLE>

15

PNC Bank Corp.

Incentive Savings Plan

Notes to Financial Statements (continued)

#### 4. TRANSACTIONS WITH PARTIES-IN-INTEREST

The asset management group of PNC Bank, N.A., a wholly-owned indirect subsidiary of PNC Bank, administers the plan assets, maintains discretionary investment power, and is the safekeeping agent. PNC Bank pays administrative costs incurred by the Plan. The asset management group of PNC Bank, Ohio, N.A., a wholly-owned indirect subsidiary of PNC Bank, administers the ESOP assets of the Plan. The Plan also holds shares of registered investment companies which are sponsored and administered by wholly owned subsidiaries of PNC Bank Corp. or its subsidiaries.

#### 5. INCOME TAX STATUS

The Internal Revenue Service ruled June 21, 1995 that the Plan qualifies under Section 401(a) of the Internal Revenue Code (IRC) and, therefore, the related trust is not subject to tax under present income tax law. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan Administrator is not aware of any course of action or series of events that have occurred that might adversely affect the Plan's qualified status.

#### 6. PLAN MERGERS

In 1995, defined contribution plans merged into the Plan included the BlackRock Financial Management L.P. Assets, the Gateway Federal Savings and Loan Association Retirement and Pre-tax Savings Plan and the PNC Mortgage Bank N.A. Capital Accumulation Plan with assets of \$2.9 million, \$.6 million and \$8.8 million, respectively.

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Pnc Bank Corp.

Incentive Savings Plan

Schedule of Assets Held for Investment

December 31, 1995

<TABLE>

<CAPTION>

IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE
---	---	---	---
<S>	<C>	<C>	<C>
EQUITY--FUND A			
REGISTERED INVESTMENT COMPANIES			
The PNC Fund--Small Cap Growth Equity Portfolio Fund 093 Institutional Class	475,104 units	\$4,611,121	\$7,672,930
The PNC Fund--International Equity Portfolio Fund 065			

Institutional Class	1,745,040 units	22,376,005	22,319,064
The PNC Fund--Small Cap Value Portfolio Fund 046			
Institutional Class	464,269 units	6,326,076	6,810,828
The PNC Fund--International Emerging Markets Portfolio Fund 015			
Institutional Class	542,142 units	4,501,341	4,185,333
The PNC Fund--Growth Equity Portfolio Fund 029			
Institutional Class	1,324,420 units	13,257,539	17,151,237
The PNC Fund--Core Equity Portfolio Fund 095			
Institutional Class	2,412,299 units	28,410,657	29,285,309
The PNC Fund--Value Equity Portfolio Fund 089			
Institutional Class	1,784,789 units	20,951,892	24,647,941
PNC Money Market Institutional Class	4,015,003 units	4,015,003	4,015,003
Total Equity--Fund A		\$104,449,634	\$116,087,645

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Schedule of Assets Held for Investment (continued)

IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY				DESCRIPTION OF INVESTMENT		COST	FAIR VALUE
INTERMEDIATE-TERM FIXED INCOME--FUND B						<C>	<C>
REGISTERED INVESTMENT COMPANIES							
The PNC Fund--Intermediate Term Bond Portfolio Fund 090	Institutional Class	1,895,410 units				\$17,443,714	\$18,139,072
The PNC Fund--Managed Income Portfolio Fund 013	Institutional Class	2,938,685 units				29,572,976	31,003,125
INTEREST-BEARING CASH							
PNC Money Market Institutional Class		1,625,480 units				1,625,480	1,625,480
Total Intermediate-Term Fixed Income--Fund B						\$48,642,170	\$50,767,677

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Schedule of Assets Held for Investment (continued)

IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY				DESCRIPTION OF INVESTMENT		COST	FAIR VALUE
SHORT-TERM FIXED INCOME--FUND C						<C>	<C>
INTEREST-BEARING CASH							
PNC Money Market Institutional Class		55,358,999 units				\$55,358,999	\$55,358,999

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## Schedule of Assets Held for Investment (continued)

<TABLE> <CAPTION>			
IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE
-----			
--			
<S>	<C>	<C>	<C>
PNC BANK CORP. STOCK--FUND D			
COMMON STOCK			
PNC Bank Corp.	6,037,498 shares	\$130,380,920	\$194,709,309
PREFERRED STOCK			
PNC Bank Corp.	812 shares	8,247	42,224
-----			
-			
Total PNC Bank Corp. Stock--Fund D		\$130,389,167	\$194,751,533
</TABLE>			

20

## Schedule of Assets Held for Investment (continued)

<TABLE> <CAPTION>			
IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE
-----			
--			
<S>	<C>	<C>	<C>
ESOP ACCOUNT			
COMMON STOCK			
PNC Bank Corp:			
Allocated Account	2,903,523 shares	\$55,495,010	\$93,638,621
Unallocated Account	3,825,106 shares	72,791,767	123,359,669
INTEREST-BEARING CASH			
PNC Money Market Institutional Class	10,631,172 units	5,802,004	5,802,004
-----			
Total ESOP Account		\$134,088,781	\$222,800,294
</TABLE>			

21

## Schedule of Assets Held for Investment (continued)

<TABLE> <CAPTION>			
IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE
-----			
--			
<S>	<C>	<C>	<C>
LOAN FUND			
Participant Loans			
INSTALLMENT LOANS			
91-01	418,100 par Effective January, 1991 10.00%	\$904	\$904
91-02	643,300 par Effective February, 1991 9.50%	762	762
91-03	714,000 par Effective March, 1991		

	9.00%	4,107	4,107
91-04	572,900 par Effective April, 1991 9.00%	3,087	3,087
91-05	1,270,800 par Effective May, 1991 9.00%	4,183	4,183
91-06	955,200 par Effective June, 1991 8.50%	4,156	4,156
91-07	954,400 par Effective July, 1991 8.50%	8,704	8,704
91-08	1,507,100 par Effective August, 1991 8.50%	13,375	13,375
91-09	1,579,700 par Effective September, 1991 8.50%	24,657	24,657

</TABLE>

22

Schedule of Assets Held for Investment (continued)

<TABLE> <CAPTION>			
IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE
-----			
--			
<S>	<C>	<C>	<C>
91-12	2,235,000 par Effective December, 1991 8.00%	24,016	24,016
CCNB-92-01	74,547 par Effective January, 1992 At various rates	5,230	5,230
92-03	3,968,900 par Effective March, 1992 6.50%	178,922	178,922
92-06	3,931,400 par Effective June, 1992 6.50%	122,942	122,942
92-09	4,333,500 par Effective September, 1992 6.50%	249,095	249,095
92-12	2,505,000 par Effective December, 1992 6.00%	144,997	144,997
93-03	3,459,000 par Effective March, 1993 6.00%	323,970	323,970
93-06	4,122,800 par Effective June, 1993 6.00%	440,430	440,430
93-09	4,677,500 par Effective September, 1993 6.00%	683,976	683,976
93-12	3,370,500 par Effective December, 1993 6.00%	695,035	695,035

</TABLE>

23

## Schedule of Assets Held for Investment (continued)

<TABLE> <CAPTION>				
IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY		DESCRIPTION OF INVESTMENT	COST	FAIR VALUE
-----				
--				
<S>	<C>		<C>	<C>
94-03	4,255,100 par Effective March, 1994 6.00%		1,248,753	1,248,753
94-06	4,602,200 par Effective June, 1994 6.25%		1,525,559	1,525,559
94-09	4,999,100 par Effective September, 1994 7.25%		1,902,154	1,902,154
94-12	2,765,400 par Effective December, 1994 7.75%		1,418,228	1,418,228
95-03	3,333,300 par Effective March, 1995 8.50%		2,639,136	2,639,136
95-03BR	14,141 par Effective March, 1995 At various rates		13,802	13,802
95-03MC	98,200 par Effective March, 1995 8.50%		80,511	80,511
95-06	4,195,800 par Effective June, 1995 9.00%		3,687,691	3,687,691
95-09	4,391,100 par Effective March, 1995 9.00%		4,171,717	4,171,717
			-----	-----
			\$19,620,099	\$19,620,099

&lt;/TABLE&gt;

## Schedule of Assets Held for Investment (continued)

<TABLE> <CAPTION>				
IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY		DESCRIPTION OF INVESTMENT	COST	FAIR VALUE
-----				
--				
<S>	<C>	<C>	<C>	<C>
MORTGAGE LOANS				
89-01-M	15,000 par Effective January, 1989 10.50%		\$7,220	\$7,220
89-03CFC-M	41,300 par Effective February, 1989 10.50%		7,306	7,306
CFC88-M	349,104 par Effective February, 1989 At various rates		5,067	5,067

89-03-M	19,700 par Effective March, 1989 11.50%	3,354	3,354
89-06-M	85,300 par Effective June, 1989 11.50%	7,597	7,597
89-09-M	119,900 par Effective September, 1989 10.50%	26,360	26,360
90-02-M	12,800 par Effective February, 1990 10.00%	2,939	2,939
90-03-M	88,100 par Effective March, 1990 10.00%	28,052	28,052
90-04-M	66,600 par Effective April, 1990 10.00%	15,101	15,101

</TABLE>

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Schedule of Assets Held for Investment (continued)

<TABLE>  
<CAPTION>

IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE
--	--	--	--
<S>	<C>	<C>	<C>
90-05-M	38,700 par Effective May, 1990 10.00%	9,829	9,829
90-06-M	41,000 par Effective June, 1990 10.00%	18,252	18,252
90-07-M	49,500 par Effective July, 1990 10.00%	5,813	5,813
90-08-M	80,200 par Effective August, 1990 10.00%	62,037	62,037
90-12-M	11,200 par Effective December, 1990 10.00%	9,140	9,140
91-02-M	83,400 par Effective February, 1991 9.50%	38,976	38,976
91-03-M	58,700 par Effective March, 1991 9.00%	27,463	27,463
91-04-M	59,000 par Effective April, 1991 9.00%	24,967	24,967
91-05-M	57,000 par Effective May, 1991 9.00%	24,668	24,668
91-07-M	118,700 par Effective July, 1991 8.50%	41,390	41,390

</TABLE>

26

Schedule of Assets Held for Investment (continued)



<TABLE> <CAPTION>				
IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY		DESCRIPTION OF INVESTMENT	COST	FAIR VALUE
-----				
--	<S>	<C>	<C>	<C>
	91-08-M	60,100 par Effective August, 1991 8.50%	19,476	19,476
	91-09-M	42,800 par Effective September, 1991 8.50%	13,324	13,324
	91-12-M	92,200 par Effective December, 1991 8.00%	37,457	37,457
	92-03-M	504,700 par Effective March, 1992 6.50%	191,185	191,185
	92-06-M	347,100 par Effective June, 1992 At various rates	202,492	202,492
	92-09-M	287,300 par Effective September, 1992 6.50%	118,750	118,750
	92-12-M	148,700 par Effective December, 1992 6.00%	79,318	79,318
	93-03-M	203,200 par Effective March, 1993 6.00%	98,206	98,206
	93-06-M	309,100 par Effective June, 1993 6.00%	141,508	141,508
	93-09-M	379,300 par Effective June, 1993 6.00%	320,851	320,851

</TABLE>

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Schedule of Assets Held for Investment (continued)

<TABLE> <CAPTION>				
IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY		DESCRIPTION OF INVESTMENT	COST	FAIR VALUE
-----				
--	<S>	<C>	<C>	<C>
	93-12-M	185,600 par Effective December, 1993 6.00%	123,873	123,873
	94-03-M	296,900 par Effective March, 1994 6.00%	210,702	210,702
	94-06-M	252,100 par Effective June, 1994 6.25%	197,138	197,138
	94-09-M	70,800 par Effective September, 1994 7.25%	64,943	64,943
	94-12-M	91,700 par Effective December, 1994 7.75%	48,010	48,010
	95-03-M	178,100 par		

	Effective March, 1995 8.50%	165,436	165,436
95-03-MCM	4,100 par Effective March, 1995 8.50%	3,988	3,988
95-06-M	199,900 par Effective June, 1995 9.00%	197,244	197,244
95-09-M	199,500 par Effective September, 1995 9.00%	197,934	197,934
		-----	-----
		\$2,797,366	\$2,797,366

</TABLE>

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Schedule of Assets Held for Investment (continued)

<TABLE> <CAPTION>			
IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE
-----			
--			
<S>	<C>	<C>	<C>
SHORT-TERM INVESTMENT FUNDS			
PNC Money Market Portfolio	500,962 units	500,962	500,962
		-----	-----
Total Loan Fund		\$22,918,427	\$22,918,427
		-----	-----
Total PNC Bank Corp. Incentive Savings Plan		\$495,847,178	\$662,684,575
		=====	=====

</TABLE>

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PNC Bank Corp.  
Incentive Savings Plan

Schedule of Reportable Transactions

Year ended December 31, 1995

<TABLE> <CAPTION>					
DESCRIPTION OF ASSETS	PURCHASE PRICE	SELLING PRICE	COST OF ASSETS	FAIR VALUE OF ASSETS ON TRANSACTION DATE	NET GAIN (LOSS)
-----					
--					
<S>	<C>	<C>	<C>	<C>	<C>
CATEGORY (III)--SERIES OF SECURITIES TRANSACTIONS					
PNC MONEY MARKET PORTFOLIO #1--INSTITUTIONAL CLASS					
76,527,658 units	\$76,527,658		\$76,527,658	\$76,527,658	\$ -
86,221,790 units		\$86,221,790	\$86,221,790	\$86,221,790	\$ -
PNC BANK CORP. COMMON STOCK					
780,524 shares	\$19,358,607		\$19,358,607	\$19,358,607	\$ -
87,816 shares		\$2,447,871	\$1,703,139	\$2,447,871	\$744,732
THE PNC FUND--CORE EQUITY PORTFOLIO FUND 095--INSTITUTIONAL CLASS					
2,412,299 units	\$28,410,657		\$28,410,657	\$28,410,657	\$ -
THE PNC FUND--INDEX EQUITY PORTFOLIO FUND 045--INSTITUTIONAL CLASS					
141,142 units	\$1,573,450		\$1,573,450	\$1,573,450	\$ -

1,978,957 units	\$26,471,536	\$20,078,561	\$26,471,536	\$6,392,975
-----------------	--------------	--------------	--------------	-------------

</TABLE>

There were no category (i), (ii) or (iv) reportable transactions during 1995.

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Midlantic Savings and  
Investment Plan

Audited Financial Statements

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</TABLE>

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Report of Independent Auditors

Benefit Plans Committee  
Midlantic Savings and  
Investment Plan

We have audited the accompanying statements of net assets available for benefits of the Midlantic Savings and Investment Plan (Plan) as of December 31, 1995 and 1994, and the related statement of changes in net assets available for benefits for the year ended December 31, 1995. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 1995 and 1994, and the changes in its net assets available for benefits for the year ended December 31, 1995, in conformity with generally accepted accounting principles.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental schedules of assets held for investment as of December 31, 1995, and reportable transactions for the year ended December 31, 1995, are presented for purposes of complying with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, and are not a required part of the basic financial statements. The supplemental schedules have been subjected to the auditing procedures applied in our audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

June 14, 1996

## Midlantic Savings and Investment Plan

## Statements of Net Assets Available for Plan Benefits

<TABLE>  
<CAPTION>

	DECEMBER 31	
	1995	1994
<S>	<C>	<C>
ASSETS		
Investments at fair value:		
Compass Growth Fund (1995 cost--\$8,052,737; 1994 cost--\$6,133,077)	\$9,443,510	\$6,142,202
Compass Fixed Income Fund (1995 cost--\$5,722,767; 1994 cost--\$3,651,623)	5,973,714	3,428,457
Midlantic Corporation common stock (1994 cost--\$20,099,976)	--	21,705,143
PNC Bank Corp. common stock (1995 cost--\$20,937,356)	53,231,585	--
Compass Cash Reserve Fund	9,472,135	8,009,973
Compass Equity Income Fund (1995 cost--\$10,801,479; 1994 cost--\$5,930,627)	11,808,394	5,392,959
Compass Short/Intermediate Fund (1995 cost--\$4,798,846; 1994 cost--\$3,553,719)	4,855,079	3,430,660
Compass Balanced Fund (1995 cost--\$830,672)	879,741	--
Total investments	95,664,158	48,109,394
Due from broker for securities sold	656,342	--
Accrued income	10,431	--
Total assets	96,330,931	48,109,394
LIABILITIES		
Due to broker for securities purchased	1,719,905	1,005,931
Net assets available for plan benefits	\$94,611,026	\$47,103,463

</TABLE>

See accompanying notes.

## Midlantic Savings and Investment Plan

## Statements of Changes in Net Assets Available for Plan Benefits

Years ended December 31, 1995

<TABLE>  
<CAPTION>

<S>	<C>
Additions:	
Investment income:	
Interest	\$403,084
Dividends:	
Midlantic Corporation	1,001,430
Other	717,339
	2,121,853
Contributions (employer)	5,186,082
Contributions (employee and rollover)	7,080,721
Total additions	14,388,656
Deductions:	
Payments to participants or beneficiaries (cash and Midlantic Corporation common stock)	4,632,538
Administrative expense	35,654
Total deductions	4,668,192
Net miscellaneous disbursements	(203)
Net realized and unrealized appreciation in	

fair value of investments	37,787,302
Net increase	47,507,563
Net assets available for plan benefits at beginning of year	47,103,463
Net assets available for plan benefits at end of year	\$94,611,026

See accompanying notes.

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# Midlantic Savings and Investment Plan

## Notes to Financial Statements

December 31, 1995

### 1. DESCRIPTION OF THE PLAN

Effective December 31, 1995, Midlantic Corporation was merged into a wholly owned subsidiary of PNC Bank Corp. and all outstanding common shares of Midlantic Corporation common stock were exchanged for 2.05 shares of PNC Bank Corp. common stock. The subsidiaries of the former Midlantic Corporation are now wholly owned indirect subsidiaries of PNC Bank Corp. Concurrent with the merger, PNC Bank Corp. became the sponsor of the Midlantic Savings and Investment Plan ("Plan"). Prior to the merger, the Plan sponsor was Midlantic Corporation.

The Plan covers substantially all eligible employees of the former Midlantic Corporation and subsidiaries. Employees are eligible on the first day of the month coinciding with, or immediately following, the date on which three continuous months of service was completed.

The Plan allows participants to contribute from 1 to 15 percent of their compensation on a pretax 401(k) basis. The Plan sponsor matches 100 percent of employee contributions up to 3 percent of compensation, subject to Internal Revenue Service (IRS) limitations. Additionally, The Plan sponsor may also make a discretionary matching contribution on the next 2 percent of compensation. For the year ended December 31, 1995, The Plan sponsor elected to contribute a discretionary match of 2 percent of compensation of eligible participants which totaled \$1,489,616.

All participant contributions to the Plan are 100 percent vested (nonforfeitable) at all times. For participants hired on or prior to April 1, 1993, any contributions made by the Plan sponsor under the Plan are 100 percent vested. Participants hired after April 1, 1993 become vested in the participating employer's matching contributions evenly over three years of employment.

Benefits to participants for distributions requested but yet to be paid were \$1,011,342 and \$155,494 at December 31, 1995 and 1994, respectively. Plan income is allocated to participants based on an average participant investment balance on a monthly basis. Under certain circumstances, the Plan permits withdrawals by participants.

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# Midlantic Savings and Investment Plan

## Notes to Financial Statements (continued)

### 1. DESCRIPTION OF THE PLAN (CONTINUED)

All participant and Plan sponsor contributions are held in a trust fund (Trust). In addition, all distributions which participants did not elect to receive in cash from the Midlantic Profit Sharing Plan, a predecessor plan, and balances rolled over from any prior plans are held in the Trust. The Trust Department of Midlantic Bank, N.A., a wholly owned indirect subsidiary of PNC Bank Corp., has been appointed to act as custodian and trustee for the principal and income of the Plan. The Trust is divided into seven funds for investment purposes: Fund A (Compass Growth Fund), Fund B (Compass Fixed Income Fund), Fund C (PNC Bank Corp. common stock), Fund D (Compass Cash Reserve Fund), Fund E (Compass Equity Income Fund), Fund F (Compass Short/Intermediate Fund), and Fund G (Compass Balanced Fund). Each participant designates the funds into which his/her share of the contributions will be invested.

Benefits not yet paid to participants who have separated from service amounted to \$6,287,283 as of December 31, 1995.

Midlantic Corporation has the right under the Plan to discontinue contributions at any time and to terminate the Plan subject to the provisions of the Employee Retirement Income Security Act of 1974.

## 2. SIGNIFICANT ACCOUNTING POLICIES

### VALUATION

Marketable securities are stated at fair value. Securities are valued at the last public sale price of the securities listed on the New York Stock Exchange. If no sales were reported, the last bid price is used.

The fair value of the participation units in the Compass Funds are based on quoted redemption values on the last business day of the plan year.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results may differ from such estimates and such differences may be material to the financial statements.

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Midlantic Savings and Investment Plan

Notes to Financial Statements (continued)

### 3. INVESTMENTS

Net realized and unrealized appreciation (depreciation) in aggregate fair value of investments was as follows:

<TABLE>  
<CAPTION>

	NET REALIZED AND UNREALIZED APPRECIATION (DEPRECIATION) IN FAIR VALUE FOR YEAR ENDED DECEMBER 31
	-----
	1995
	-----
<S>	<C>
Compass Growth Fund	\$1,713,803
Compass Fixed Income Fund	474,191
PNC Bank Corp./Midlantic Corporation common stock	33,390,416
Compass Equity Income Fund	1,970,201
Compass Short/Intermediate Fund	175,744
Compass Balanced Fund	62,997
Other	(50)
	-----
	\$37,787,302
	=====

</TABLE>

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Midlantic Savings and Investment Plan

Notes to Financial Statements (continued)

### 3. INVESTMENTS (CONTINUED)

The fair values of individual investments that represent 5 percent or more of the Plan's net assets are as follows:

<TABLE>  
<CAPTION>

	DECEMBER 31	
	1995	1994
	-----	-----
<S>	<C>	<C>
Compass Growth Fund	\$9,443,510	\$6,142,202
Compass Fixed Income Fund	5,973,714	3,428,457
Midlantic Corporation common stock	--	21,705,143
PNC Bank Corp. common stock	53,231,585	--
Compass Cash Reserve Fund	9,472,135	8,009,973
Compass Equity Income Fund	11,808,394	5,392,959
Compass Short/Intermediate Fund	4,855,079	3,430,660

</TABLE>

Effective January 12, 1996, the Compass Funds were merged with the funds from PNC Bank Corp. The new funds are called Compass Capital Funds and equate to the current Midlantic Corporation funds as follows:

<TABLE>

<CAPTION>

Fund	Midlantic Corporation Compass Funds	PNC Bank Corp. Compass Capital Funds
<S>	<C>	<C>
A	Growth Fund	Growth Equity Portfolio
B	Fixed Income Fund	Core Bond Portfolio
D	Cash Reserve Fund	Money Market Portfolio
E	Equity Income Fund	Value Equity Portfolio
F	Short/Intermediate Fund	Short-Term Government Bond Portfolio
G	Balanced Fund	Balanced Portfolio

</TABLE>

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# Midlantic Savings and Investment Plan

## Notes to Financial Statements (continued)

### 3. INVESTMENTS (CONTINUED)

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

<TABLE>

<CAPTION>

	COMPASS GROWTH FUND-- FUND A	COMPASS FIXED INCOME FUND-- FUND B	PNC BANK CORP. COMMON STOCK-- FUND C	COMPASS CASH RESERVE FUND-- FUND D
<S>	<C>	<C>	<C>	<C>
December 31, 1995				
Investments at fair value:				
Compass Growth Fund	\$9,443,510	\$ --	\$ --	\$ --
Compass Fixed Income Fund	--	5,973,714	--	--
PNC Bank Corp. common stock	--	--	53,231,585	--
Compass Cash Reserve Fund	283,224	268,543	421,659	7,727,571
Compass Equity Income Fund	--	--	--	--
Compass Short/Intermediate Fund	--	--	--	--
Compass Balanced Fund	--	--	--	--
Total investments	9,726,734	6,242,257	53,653,244	7,727,571
Due from broker for securities sold	--	--	656,342	--
Accrued income	175	160	291	9,371
Total assets	9,726,909	6,242,417	54,309,877	7,736,942
Due to broker for securities purchased	324,924	376,843	--	--
Net assets available for plan benefits	\$9,401,985	\$5,865,574	\$54,309,877	\$7,736,942

</TABLE>

<TABLE>

<CAPTION>

	COMPASS EQUITY INCOME FUND-- FUND E	COMPASS SHORT/ INTERMEDIATE FUND-- FUND F	COMPASS BALANCED FUND-- FUND G	TOTAL
<S>	<C>	<C>	<C>	<C>
December 31, 1995				
Investments at fair value:				
Compass Growth Fund	\$ --	\$ --	\$ --	\$9,443,510
Compass Fixed Income Fund	--	--	--	5,973,714
PNC Bank Corp. common stock	--	--	--	53,231,585
Compass Cash Reserve Fund	555,822	176,948	38,368	9,472,135

Compass Equity Income Fund	11,808,394	--	--	11,808,394
Compass Short/Intermediate Fund	--	4,855,079	--	4,855,079
Compass Balanced Fund	--	--	879,741	879,741
Total investments	12,364,216	5,032,027	918,109	95,664,158
Due from broker for securities sold	--	--	--	656,342
Accrued income	301	114	19	10,431
Total assets	12,364,517	5,032,141	918,128	96,330,931
Due to broker for securities purchased	627,922	276,548	113,668	1,719,905
Net assets available for plan benefits	\$11,736,595	\$4,755,593	\$804,460	\$94,611,026

</TABLE>

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# Midlantic Savings and Investment Plan

## Notes to Financial Statements (continued)

### 3. INVESTMENTS (CONTINUED)

<TABLE>

<CAPTION>

	COMPASS GROWTH FUND-- FUND A	COMPASS FIXED INCOME FUND-- FUND B	MIDLANTIC CORPORATION COMMON STOCK-- FUND C	COMPASS CASH RESERVE FUND-- FUND D
<S>	<C>	<C>	<C>	<C>
December 31, 1994				
Investments at fair value:				
Compass Growth Fund	\$6,142,202	\$ --	\$ --	\$ --
Compass Fixed Income Fund	--	3,428,457	--	--
Midlantic Corporation common stock	--	--	21,705,143	--
Compass Cash Reserve Fund	197,627	239,807	306,131	6,670,017
Compass Equity Income Fund	--	--	--	--
Compass Short/Intermediate Fund	--	--	--	--
Total investments	6,339,829	3,668,264	22,011,274	6,670,017
Total assets	6,339,829	3,668,264	22,011,274	6,670,017
Due to broker for securities purchased	208,610	185,991	--	--
Net assets available for plan benefits	\$6,131,219	\$3,482,273	\$22,011,274	\$6,670,017

</TABLE>

<TABLE>

<CAPTION>

	COMPASS EQUITY INCOME FUND-- FUND E	COMPASS SHORT/ INTERMEDIATE FUND-- FUND F	OTHER	TOTAL
<S>	<C>	<C>	<C>	<C>
December 31, 1994				
Investments at fair value:				
Compass Growth Fund	\$ --	\$ --	\$ --	\$6,142,202
Compass Fixed Income Fund	--	--	--	3,428,457
Midlantic Corporation common stock	--	--	--	21,705,143
Compass Cash Reserve Fund	422,971	169,265	4,155	8,009,973
Compass Equity Income Fund	5,392,959	--	--	5,392,959



Compass Short/Intermediate Fund	--	3,430,660	--	3,430,660
Total investments	5,815,930	3,599,925	4,155	48,109,394
Total assets	5,815,930	3,599,925	4,155	48,109,394
Due to broker for securities purchased	459,107	152,223	--	1,005,931
Net assets available for plan benefits	\$5,356,823	\$3,447,702	\$4,155	\$47,103,463

</TABLE>

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# Midlantic Savings and Investment Plan

## Notes to Financial Statements (continued)

### 3. INVESTMENTS (CONTINUED)

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

<TABLE>

<CAPTION>

	COMPASS GROWTH FUND-- FUND A	COMPASS FIXED INCOME FUND-- FUND B	MIDLANTIC CORPORATION/ PNC BANK CORP. COMMON STOCK-- FUND C	COMPASS CASH RESERVE FUND-- FUND D
<S>	<C>	<C>	<C>	<C>
December 31, 1995				
Net assets available for plan benefits January 1, 1995	\$6,131,219	\$3,482,273	\$22,011,274	\$6,670,017
Additions:				
Interest income	3,075	2,346	7,572	383,390
Dividends:				
Midlantic Corporation			1,001,430	
Others	59,198	250,274	--	--
Contributions:				
Employer	765,557	755,814	1,086,967	447,460
Employee	982,475	987,239	1,350,907	566,124
Rollover	75,578	61,080	94,320	25,225
Deductions:				
Payments to participants (cash)	(411,071)	(237,997)	(1,711,633)	(792,409)
Payments to participants (stock)			(751,443)	
Administrative expenses	--	--	(34,279)	--
Net miscellaneous receipts and (disbursements)	(1)	(172)	1,698	1,289
Net transfers	82,152	90,526	(2,137,352)	435,846
Net realized and unrealized appreciation (depreciation)	1,713,803	474,191	33,390,416	--
Net assets available for plan benefits at December 31, 1995	\$9,401,985	\$5,865,574	\$54,309,877	\$7,736,942

</TABLE>

<TABLE>

<CAPTION>

	COMPASS EQUITY INCOME FUND-- FUND E	COMPASS SHORT/ INTERMEDIATE FUND-- FUND F	COMPASS BALANCED FUND-- FUND G	OTHER	TOTAL
<S>	<C>	<C>	<C>	<C>	<C>
December 31, 1995					
Net assets available for plan benefits January 1, 1995	\$5,356,823	\$3,447,702	\$ --	\$4,155	\$47,103,463
Additions:					
Interest income	4,465	1,898	223	115	403,084
Dividends:					
Midlantic Corporation					1,001,430

Others	165,093	227,850	14,924	--	717,339
Contributions:					
Employer	1,506,509	536,047	87,728	--	5,186,082
Employee	1,955,062	701,668	110,117	--	6,653,592
Rollover	116,500	9,435	44,991	--	427,129
Deductions:					
Payments to participants (cash)	(476,548)	(249,918)	(1,519)	--	(3,881,095)
Payments to participants (stock)					(751,443)
Administrative expenses	--	--	--	(1,375)	(35,654)
Net miscellaneous receipts and (disbursements)	(172)	--	--	(2,845)	(203)
Net transfers	1,138,662	(94,833)	484,999	--	--
Net realized and unrealized appreciation (depreciation)	1,970,201	175,744	62,997	(50)	37,787,302
-----					
Net assets available for plan benefits at December 31, 1995	\$11,736,595	\$4,755,593	\$804,460	\$ --	\$94,611,026
=====					

</TABLE>

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#### Midlantic Savings and Investment Plan

#### Notes to Financial Statements (continued)

#### 4. SUBSEQUENT EVENTS

The Midlantic Savings and Investment Plan will be merged with PNC Bank Corp.'s Incentive Savings Plan by December 31, 1996. Effective January 2, 1996, the 401(k) Plan of the Bank of Old York Road (BOYR), a subsidiary of the former Midlantic Corporation, merged with the Midlantic Savings and Investment Plan.

#### 5. TRANSACTIONS WITH PARTIES-IN-INTEREST

Midlantic Bank, N.A. pays administrative costs incurred by the Plan. The Plan also holds units in the Compass Capital Fund for which Midlantic Bank, N.A. acts as investment advisor.

#### 6. INCOME TAX STATUS

The Plan has received a favorable letter of determination from the IRS dated October 19, 1994 which states that the plan qualifies under Section 401(a) of the Internal Revenue Code. The Plan Administrator is not aware of any events or actions that have occurred in the operation of the Plan that would result in its disqualification.

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#### Midlantic Savings and Investment Plan

#### Schedule of Assets Held for Investment

December 31, 1995

<TABLE>  
<CAPTION>

DESCRIPTION OF INVESTMENT	UNITS/ SHARES	COST	FAIR VALUE
-----			
---			
<S>	<C>	<C>	<C>
Mutual Funds:			
Compass Growth Fund (Fund A)	719,800	\$8,052,737	\$9,443,510
Compass Fixed Income Fund (Fund B)	547,043	5,722,767	5,973,714
Compass Cash Reserve Fund (Fund D)	9,472,135	9,472,135	9,472,135
Compass Equity Income Fund (Fund E)	838,069	10,801,479	11,808,394
Compass Short/Intermediate Fund (Fund F)	465,492	4,798,846	4,855,079
Compass Balanced Fund (Fund G)	75,905	830,672	879,741
-----			
-		39,678,636	42,432,573
Common Stock:			
PNC Bank Corp. common stock (Fund C)	1,650,592	20,937,356	53,231,585
-----			
-			

Total	\$60,615,992	\$95,664,158
	=====	=====

</TABLE>

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Midlantic Savings and Investment Plan

Schedule of Reportable Transactions

December 31, 1995

<TABLE>  
<CAPTION>

NET					FAIR VALUE OF INVESTMENTS ON	
GAIN	UNITS/	PURCHASE	SELLING	COST OF	TRANSACTION	
DESCRIPTION OF INVESTMENT	SHARES	PRICE	PRICE	INVESTMENTS	DATE	
(LOSS)						
-----						
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Category (i) - Individual transactions in excess of 5% of plan assets						
PNC Bank Corp. common stock (Fund C):						
Midlantic Corporation common stock	805,167	\$ --	\$20,937,356	\$20,937,356	\$52,839,066	\$
--						
PNC Bank Corp. common stock	1,650,592	20,937,356	--	20,937,356	53,231,585	
--						
This transaction represents the exchange of the former Midlantic Corporation common stock for 2.05 shares of PNC Bank Corp. common stock on December 31, 1995.						
Category (iii) - Series of securities transactions in excess of 5% of plan assets						
Compass Growth Fund (Fund A):						
Compass Cash Reserve Fund	2,080,584	2,080,584	--	2,080,584	2,080,584	
--						
Compass Cash Reserve Fund	1,994,986	--	1,994,986	1,994,986	1,994,986	
--						
Compass Growth Fund	160,388	2,021,083	--	2,021,083	2,021,083	
--						
Compass Growth Fund	9,324	--	115,302	101,353	115,302	
13,949						
Compass Fixed Income Fund (Fund B):						
Compass Cash Reserve Fund	2,260,540	2,260,540	--	2,260,540	2,260,540	
--						
Compass Cash Reserve Fund	2,231,803	--	2,231,803	2,231,803	2,231,803	
--						
Compass Fixed Income Fund	208,127	2,202,414	--	2,202,414	2,202,414	
--						
Compass Fixed Income Fund	12,632	--	131,263	131,270	131,263	
(7)						
PNC Bank Corp. common stock (Fund C):						
Compass Cash Reserve Fund	4,546,803	4,546,803	--	4,546,803	4,546,803	
--						
Compass Cash Reserve Fund	4,431,275	--	4,431,275	4,431,275	4,431,275	
--						
Midlantic Corporation common stock	24,937	1,001,426	--	1,001,426	1,001,426	
--						
Midlantic Corporation common stock	893,142	--	25,490,442	23,176,798	57,392,152	
2,313,644						
PNC Bank Corp. common stock	1,650,592	20,937,356	--	20,937,356	53,231,585	
--						

</TABLE>

Midlantic Savings and Investment Plan  
Schedule of Reportable Transactions (continued)

<TABLE>  
<CAPTION>

NET GAIN (LOSS)	UNITS/ SHARES	PURCHASE PRICE	SELLING PRICE	COST OF INVESTMENTS	FAIR VALUE OF INVESTMENTS ON TRANSACTION DATE	
-----						
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Compass Cash Reserve Fund (Fund D):						
Compass Cash Reserve Fund	2,720,668	2,720,668	--	2,720,668	2,720,668	
--						
Compass Cash Reserve Fund	1,660,458	--	1,660,458	1,660,458	1,660,458	
--						
Compass Equity Income Fund (Fund E):						
Compass Cash Reserve Fund	4,738,224	4,738,224	--	4,738,224	4,738,224	
--						
Compass Cash Reserve Fund	4,605,373	--	4,605,373	4,605,373	4,605,373	
--						
Compass Equity Income Fund	368,635	4,978,816	--	4,978,816	4,978,816	
--						
Compass Equity Income Fund	8,654	--	118,200	107,964	118,200	
10,236						
Compass Short/Intermediate Fund (Fund F):						
Compass Cash Reserve Fund	1,812,085	1,812,085	--	1,812,085	1,812,085	
--						
Compass Cash Reserve Fund	1,804,402	--	1,804,402	1,804,402	1,804,402	
--						
Compass Short/Intermediate Fund	156,449	1,608,868	--	1,608,868	1,608,868	
--						
Compass Short/Intermediate Fund	35,303	--	360,129	363,740	360,129	
(3,611)						
Compass Balanced Fund (Fund G):						
Compass Cash Reserve Fund	451,020	451,020	--	451,020	451,020	
--						
Compass Cash Reserve Fund	412,652	--	412,652	412,652	412,652	
--						
Compass Balanced Fund	83,167	907,428	--	907,428	907,428	
--						
Compass Balanced Fund	7,262	--	81,930	76,756	81,930	
5,174						

Note: The transactions identified in category in (i) are also included in category (iii).

There were no category (ii) or (iv) reportable transactions during 1995.

SIGNATURES

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

PNC BANK CORP.  
(Registrant)

By /s/ ROBERT L. HAUNSCHILD

-----  
Robert L. Haunschild  
Senior Vice President and  
Chief Financial Officer

EXHIBIT INDEX

- 
- 3.1 Articles of Incorporation of the Corporation, as amended, incorporated herein by reference to Exhibit 3.1 of the Annual Report on Form 10-K for the year ended December 31, 1993.
  - 3.2 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 at File No. 33-62311.
  - 4.1 Instruments defining the rights of holders of long-term debt of the Corporation and its subsidiaries are not filed as Exhibits because the amount of debt under each instrument is less than 10 percent of the consolidated assets of the Corporation. The Corporation undertakes to file these instruments with the Commission on request.
  - 4.2 Designation of Series: \$1.80 Cumulative Convertible Preferred Stock -- Series A, incorporated herein as part of Exhibit 3.1.
  - 4.3 Designation of Series: \$1.80 Cumulative Convertible Preferred Stock -- Series B, incorporated herein as part of Exhibit 3.1.
  - 4.4 Designation of Series: \$1.60 Cumulative Convertible Preferred Stock -- Series C, incorporated herein as part of Exhibit 3.1.
  - 4.5 Designation of Series: \$1.80 Cumulative Convertible Preferred Stock -- Series D, incorporated herein as part of Exhibit 3.1.
  - 10.1 Supplemental Executive Retirement Income and Disability Plan of the Corporation, incorporated herein by reference to Exhibit 10.2 of the Annual Report on Form 10-K for the year ended December 31, 1990 ("1990 Form 10-K"). \*
  - 10.2 Supplemental Executive Life Insurance and Spouse's Benefit Plan of the Corporation, incorporated herein by reference to Exhibit 10.3 of the 1990 Form 10-K. \*
  - 10.3 1992 Long-Term Incentive Award Plan of the Corporation, incorporated herein by reference to Exhibit 4.3 of the Registration Statement on Form S-8 at File No. 33-54960. \*
  - 10.4 1992 Director Share Incentive Plan, incorporated herein by reference to Exhibit 10.6 of the Annual Report on Form 10-K for the year ended December 31, 1992.\*
  - 10.5 PNC Bank Corp. 1994 Annual Incentive Award Plan, incorporated by reference to Exhibit 10.6 of the Annual Report on Form 10-K for the year ended December 31, 1994 ("1994 Form 10-K").\*
  - 10.6 PNC Bank Corp. Directors Retirement Plan, incorporated by reference to Exhibit 10.7 of the 1994 Form 10-K.\*
  - 10.7 Employment Agreement dated as of December 29, 1995, between the Corporation and Garry J. Scheuring, filed as Exhibit 10.7 to the 1995 Form 10-K.\*
  - 10.8 PNC Bank Corp. 1996 Executive Incentive Award Plan, filed as Exhibit 10.8 to the 1995 Form 10-K.\*
  - 11 Calculation of Primary and Fully Diluted Earnings Per Share, filed as Exhibit 11 to the 1995 Form 10-K.
  - 12.1 Computation of Ratio of Earnings to Fixed Charges, filed as Exhibit 12.1 to the 1995 Form 10-K.
  - 12.2 Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Dividends, filed as Exhibit 12.2 to the 1995 Form 10-K.
  - 13 Excerpts of the Annual Report to Shareholders for the year ended December 31, 1995, filed as Exhibit 13 to the 1995 Form 10-K. Such

Annual Report, except for those portions thereof that are expressly incorporated by reference herein, is furnished for information of the Securities and Exchange Commission only and is not deemed to be "filed" as part of this Form 10-K.

- 21 Schedule of Certain Subsidiaries of the Corporation, filed as Exhibit 21 to the 1995 Form 10-K.
- 23.1 Consent of Ernst & Young LLP, independent auditors for the Corporation, filed as Exhibit 23 to the 1995 Form 10-K.
- 23.2 Consent of Ernst & Young LLP, independent auditors for the PNC Plan and the Midlantic Plan, filed herewith.
- 24.1 Power of Attorney of certain directors and officers of the Corporation, filed as Exhibit 24.1 to the 1995 Form 10-K.
- 24.2 Power of Attorney of Robert N. Clay, filed as Exhibit 24.2 to the 1995 Form 10-K.
- 24.3 Power of Attorney of David F. Girard-diCarlo, filed as Exhibit 24.3 to the 1995 Form 10-K.
- 24.4 Power of Attorney of Thomas Marshall, filed as Exhibit 24.4 to the 1995 Form 10-K.
- 24.5 Power of Attorney of Donald I. Moritz, filed as Exhibit 24.5 to the 1995 Form 10-K.
- 24.6 Power of Attorney of Vincent A. Sarni, filed as Exhibit 24.6 to the 1995 Form 10-K.
- 24.7 Power of Attorney of Helge H. Wehmeier, filed as Exhibit 24.7 to the 1995 Form 10-K.
- 27.1 Financial Data Schedule, filed as Exhibit 27.1 to the 1995 Form 10-K.
- 27.2 Restated Financial Data Schedule, filed as Exhibit 27.2 to the 1995 Form 10-K.

\* Denotes management contract or compensatory plan.

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 33-25140) pertaining to the PNC Bank Corp. Incentive Savings Plan and in the related Prospectus of our report dated June 18, 1996 with respect to the financial statements and schedules of the PNC Bank Corp. Incentive Savings Plan and in the Registration Statement (Form S-8 No. 33-64557) pertaining to the Midlantic Savings and Investment Plan and in the related Prospectus of our report dated June 14, 1996 with respect to the financial statement and schedules of the Midlantic Savings and Investment Plan, all of which are included in this Annual Report on Form 10-K/A (Amendment No. 1) for the year ended December 31, 1995.

/s/ ERNST & YOUNG LLP

Pittsburgh, Pennsylvania  
June 27, 1996