

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

FORM 10-K/A
(AMENDMENT NO. 2)

(Mark One)

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

FOR THE YEAR ENDED DECEMBER 31, 1996

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. 2"), the undersigned registrant hereby further amends its Annual Report on Form 10-K for the year ended December 31, 1996, ("1996 Form 10-K"), as amended by Form 10-K/A (Amendment No. 1) ("Amendment No. 1") 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 Retirement Savings Plan ("Retirement Plan").

Effective November 30, 1997, PNC Mortgage Bank, N.A., one of the Retirement Plan's participating subsidiaries, merged with and into PNC Bank, National Association. Employees of PNC Bank, National Association do not participate in the Retirement Plan.

In accordance with Rule 12b-15 of the Exchange Act, Item 14 of Part IV of the 1996 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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FINANCIAL STATEMENTS

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Report of Ernst & Young LLP, Independent Auditors
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The following financial statements of the PNC Bank Corp. Incentive Savings Plan, as amended ("PNC Plan") and the Midlantic Savings and Investment Plan, as amended ("Midlantic Plan") and reports of independent auditors thereon are filed with Amendment No. 1 at the page indicated and 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 Retirement Plan and reports of independent auditors thereon are filed with Amendment No. 2 at the page indicated.

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Not applicable.

</TABLE>

REPORTS ON FORM 8-K

The following reports on Form 8-K were filed during the quarter ended December 31, 1996, or thereafter:

Form 8-K dated as of October 7, 1996, reporting a public offering of 6,000,000 shares by the Corporation of a newly authorized series of Preferred Stock, filed pursuant to Item 5.

Form 8-K dated as of October 10, 1996, reporting the Corporation's consolidated financial results for the three and nine months ended September 30, 1996, filed pursuant to Item 5.

Form 8-K dated as of January 15, 1997, reporting the Corporation's consolidated financial results for the three months and year ended December 31, 1996, filed pursuant to Item 5.

EXHIBITS

The exhibits listed on the Exhibit Index on pages 18 and 19 of this Amendment No. 2 are filed herewith or are incorporated herein by reference.

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PNC Retirement Savings Plan
Audited Financial Statements
Year ended June 30, 1997

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Report of Independent Auditors

Administrative Committee
PNC Bank Corp.
Retirement Savings Plan

We have audited the accompanying statement of net assets available for plan benefits of the PNC Retirement Savings Plan (Plan) as of June 30, 1997, and the related statement of changes in net assets available for plan benefits for the year 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 audit.

We conducted our audit 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 audit provides 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 June 30, 1997, and the changes in its net assets available for plan benefits for the year then ended, in conformity with generally accepted accounting principles.

Our audit was performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of assets held for investment purposes and reportable transactions are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure Under the Employee Retirement Income Security Act of 1974. The Fund Information in the statement of net assets available for plan benefits and the statement of changes in net assets available for plan benefits is presented for purposes of additional analysis rather than to present the net assets available for plan benefits and changes in net assets available for plan benefits of each fund. The supplemental schedules and Fund Information have been subjected to the auditing procedures applied in the audit of the financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ ERNST AND YOUNG

November 7, 1997

Statement of Net Assets Available for Plan Benefits with Fund Information

June 30, 1997

	EQUITY--FUND A	INTERMEDIATE-TERM FIXED INCOME-- FUND B	SHORT-TERM FIXED INCOME--FUND C	PNC BANK CORP. COMMON STOCK-- FUND D	LOAN FUND	
TOTAL						
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Investments at fair value:						
PNC Bank Corp. common stock	\$ --	\$ --	\$ --	\$5,154,713	\$ --	
\$5,154,713						
Short-term investment funds	158,416	43,403	888,086	182,922	31,955	
1,304,782						
Compass Capital Funds (Registered Investment Companies):						
Small Cap Growth Equity Portfolio	167,113	--	--	--	--	
167,113						
International Equity Portfolio	796,241	--	--	--	--	
796,241						
International Emerging Markets Portfolio	202,529	--	--	--	--	
202,529						
Small Cap Value Equity Portfolio	162,320	--	--	--	--	
162,320						
Large Cap Growth Equity Portfolio	669,449	--	--	--	--	
669,449						
Large Cap Value Equity Portfolio	664,719	--	--	--	--	
664,719						
Mid Cap Growth Equity Portfolio	201,454	--	--	--	--	
201,454						
Mid Cap Value Equity Portfolio	198,581	--	--	--	--	
198,581						

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Statement of Net Assets Available for Plan Benefits
with Fund Information (continued)

	EQUITY--FUND A	INTERMEDIATE-TERM FIXED INCOME-- FUND B	SHORT-TERM FIXED INCOME--FUND C	PNC BANK CORP. COMMON STOCK-- FUND D	LOAN FUND	
TOTAL						
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Intermediate Bond Portfolio	--	507,884	--	--	--	
507,884						
Managed Income Portfolio	--	800,598	--	--	--	
800,598						
Core Bond Portfolio	237,098	--	--	--	--	
237,098						
Select Equity Portfolio	589,105	--	--	--	--	
589,105						
Participants loans	--	--	--	--	526,108	
526,108						
Total investments	4,047,025	1,351,885	888,086	5,337,635	558,063	
12,182,694						
Receivables:						
Accrued income	415	132	3,807	2,366	125	
6,845						
Employer matching contribution	268,985	111,754	217,043	2,137,495	--	
2,735,277						
Other	57,143	59,583	18,138	95,548	--	
230,412						
Total assets	4,373,568	1,523,354	1,127,074	7,573,044	558,188	
15,155,228						
Payable:						
Refund of excess participants contributions	216,568	48,626	24,877	78,467	--	
368,538						
Net assets available for plan benefits	\$4,157,000	\$1,474,728	\$1,102,197	\$7,494,577	\$558,188	

\$14,786,690

=====
</TABLE>

See accompanying notes.

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PNC Retirement Savings Plan

Statement of Changes in Net Assets Available for
Plan Benefits with Fund Information

Year ended June 30, 1997

<TABLE>
<CAPTION>

	EQUITY--FUND A	INTERMEDIATE-TERM FIXED INCOME-- FUND B	SHORT-TERM FIXED INCOME--FUND C	PNC BANK CORP. COMMON STOCK-- FUND D	LOAN FUND	
TOTAL						
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Additions:						
Interest and dividends	\$ 247,529	\$ 65,871	\$ 38,836	\$ 189,756	\$ 356	\$
542,348						
Contributions:						
Employer	268,986	112,189	217,044	2,156,527	--	
2,754,746						
Employee	1,296,812	512,403	381,735	528,220	--	
2,719,170						
Rollover	87,499	38,600	30,894	32,232	--	
189,225						
Net transfers	204,665	(20,151)	(64,187)	122,731	(243,058)	
--						
Net realized and unrealized appreciation	405,946	15,820	--	1,448,031	--	
1,869,797						
Initial transfer from PNC Incentive Savings Plan	2,004,935	915,990	612,636	3,549,111	380,977	
7,463,649						
Total additions	4,516,372	1,640,722	1,216,958	8,026,608	138,275	
15,538,935						
Deductions:						
Payments to participants or beneficiaries	(359,372)	(165,994)	(114,761)	(532,031)	419,913	
(752,245)						
Net assets available for plan benefits at June 30, 1997	\$ 4,157,000	\$ 1,474,728	\$ 1,102,197	\$ 7,494,577	\$ 558,188	\$
14,786,690						

=====
</TABLE>

See accompanying notes.

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PNC Retirement Savings Plan

Notes to Financial Statements

June 30, 1997

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.

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 Plan's assets are concentrated in the stock and bond markets. Realization of the respective values shown on the statement of net assets available for plan benefits is subject to the results of these markets.

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 could differ from those estimates.

2. DESCRIPTION OF THE PLAN

The following description of the PNC Retirement Savings Plan (the Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

PNC Bank Corp. (PNC Bank) is the sponsor of the Plan. The Plan, which was established on July 1, 1996, covers substantially all eligible employees of the following PNC Bank subsidiaries: PNC Mortgage Bank, N.A., PNC Mortgage Corp. of America, PNC Mortgage Securities Corp. and Spectra Services Corporation.

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PNC Retirement Savings Plan

Notes to Financial Statements (continued)

2. DESCRIPTION OF THE PLAN (CONTINUED)

Account balances of eligible employees who formerly participated in PNC Bank Corp. Incentive Savings Plan ("ISP") sponsored by PNC Bank were automatically transferred to this Plan. Certain eligible employees who were deemed grandfathered as defined in the ISP and PNC Bank Corp. Pension Plan ("Pension Plan") had the option to remain in the ISP and Pension Plan or transfer their accumulated balance to this Plan.

The Plan allows participants to contribute from 1 to 12 percent of their biweekly compensation as defined in the Plan on a pretax 401(k) basis subject to Internal Revenue Service limitations. PNC Bank will match 100% of employee contributions up to 6% of compensation as defined in the Plan and will contribute 2% of base compensation (as defined in the Plan) if certain criteria as specified in the Plan are met. In addition, PNC Bank may make discretionary contributions to the Plan. No discretionary contributions were made for the year ended June 30, 1997. Participants are fully vested in their balances, including employer contributions. Plan income is allocated to participants based on an average participant investment balance on a quarterly basis.

Participants in the Plan may invest any voluntary contributions, employer basic 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 fixed income fund), Fund C (a short-term fixed income fund), and Fund D (PNC Bank Corp. common stock fund). At June 30, 1997, total participants in each fund were as follows:

Fund A	1,029
Fund B	739
Fund C	1,032
Fund D	1,286

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

The Plan has a loan feature that allows participants to borrow against their balance in accordance with the loan policies established by the Administrative Committee. Such borrowings are reflected in the Loan Fund. Under certain circumstances, the Plan permits hardship 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 Retirement Savings Plan

Notes to Financial Statements (continued)

3. TRANSACTIONS WITH PARTIES-IN-INTEREST

PNC Bank, N.A., a wholly owned indirect subsidiary of PNC Bank, serves as

trustee of the plan assets, maintains discretionary investment power, and is the safekeeping agent. PNC Bank pays administrative costs incurred by the Plan. The Plan also holds shares of registered investment companies (Compass Capital Funds(SM) which are sponsored and administered by wholly owned subsidiaries of PNC Bank or its subsidiaries.

4. INCOME TAX STATUS

The Plan Administrator filed a request for a determination letter on September 15, 1997. The Plan Administrator believes that the Plan as currently designed and operated is in compliance with the applicable requirements of the Internal Revenue Code. Therefore, the plan administrator believes that the Plan is qualified and the related trust is exempt as of June 30, 1997.

5. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for plan benefits at June 30, 1997 per the financial statements to the Form 5500:

<TABLE>	
<CAPTION>	
<S>	<C>
Net assets available for plan benefits per the financial statements	\$14,786,690
Amounts allocated to withdrawn participants	(181,290)

Net assets available for plan benefits per the Form 5500	\$14,605,400
	=====
</TABLE>	

The following is a reconciliation of benefits paid to participants per the financial statements for the year ended June 30, 1997 to the Form 5500:

<TABLE>	
<CAPTION>	
<S>	<C>
Benefits paid to participants per the financial statements	\$752,245
Add amounts allocated on Form 5500 to withdrawn participants at June 30, 1997	181,290

Benefits paid to participants per the Form 5500	\$933,535
	=====
</TABLE>	

Amounts allocated to withdrawn participants are recorded on the Form 5500 for benefit claims that have been processed and approved for payment prior to June 30 but not yet paid.

PNC Retirement Savings Plan

Line 27a--Schedule of Assets Held for Investment Purposes

June 30, 1997

<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			

*Compass Capital Funds--Select Equity Portfolio Fund 095 Institutional Class	36,253 shares	\$459,166	\$589,105
*Compass Capital Funds--International Equity Portfolio Fund 065 Institutional Class	54,875 shares	716,233	796,241
*Compass Capital Funds--Small Cap Value Equity Portfolio Fund 046 Institutional Class	9,175 shares	133,805	162,320
*Compass Capital Funds--Large Cap Growth Equity Portfolio Fund 029 Institutional Class	38,452 shares	499,130	669,449
*Compass Capital Funds--Large Cap Value Equity Portfolio Fund 089 Institutional Class	40,931 shares	547,706	664,719
*Compass Capital Funds--Mid Cap Growth Equity Portfolio Fund 044 Institutional Class	19,059 shares	188,188	201,454
*Compass Capital Funds--Mid Cap Value Equity			

Portfolio Fund 035 Institutional Class	17,558 shares	177,039	198,581
*Compass Capital Funds--Core Bond Portfolio Fund 07 Institutional Class	24,544 shares	235,032	237,098

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PNC Retirement Savings Plan

Line 27a--Schedule of Assets Held for Investment Purposes (continued)

IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE

<S>	<C>	<C>	<C>
EQUITY--FUND A (CONTINUED)			
Registered Investment Companies (continued)			

*Compass Capital Funds--International Emerging Markets Portfolio Fund 015 Institutional Class	19,234 shares	167,533	202,529
*Compass Capital Funds--Small Cap Growth Equity Portfolio Fund 093 Institutional Class	8,632 shares	135,967	167,113
Interest-Bearing Cash			

*Compass Capital Money Market Institutional Class	158,416 shares	158,416	158,416
Total Equity--Fund A		3,418,215	4,047,025

INTERMEDIATE-TERM FIXED INCOME--FUND B			
Registered Investment Companies			

*Compass Capital Funds--Intermediate Bond Portfolio Fund 090 Institutional Class	54,145 shares	502,980	507,884
*Compass Capital Funds--Managed Income Portfolio Fund 013 Institutional Class	78,107 shares	791,240	800,598
Interest-Bearing Cash			

*Compass Capital Money Market Institutional Class	43,402 shares	43,403	43,403
Total Intermediate-Term Fixed Income--Fund B		1,337,623	1,351,885

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PNC Retirement Savings Plan

Line 27a--Schedule of Assets Held for Investment Purposes (continued)

IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE

<S>	<C>	<C>	<C>
SHORT-TERM FIXED INCOME--FUND C			
Interest-Bearing Cash			

*Compass Capital Money Market Institutional Class	888,086 shares	888,086	888,086
PNC BANK CORP. COMMON STOCK--FUND D			
Common Stock			

*PNC Bank Corp.	123,466 shares	3,076,766	5,154,713
Interest-Bearing Cash			

*Compass Capital Money Market Institutional Class	182,922 shares	182,922	182,922
Total PNC Bank Corp. Common Stock--Fund D		3,259,688	5,337,635
LOAN FUND			
Installment Loans	6-1/4--9%	526,108	526,108

*PNC Money Market Institutional Class	31,955 shares	31,955	31,955
Total Loan Fund		558,063	558,063
Total PNC Retirement Savings Plan		\$9,461,675	\$12,182,694
=====			

</TABLE>

*Party-in-interest

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PNC Retirement Savings Plan
Line 27d--Schedule of Reportable Transactions
Year ended June 30, 1997

<TABLE>
<CAPTION>

DESCRIPTION OF INVESTMENT	UNITS/SHARES	PURCHASE PRICE	SELLING PRICE	COST OF INVESTMENT	FAIR VALUE	NET GAIN (LOSS)

<S>	<C>	<C>	<C>	<C>	<C>	<C>
Category (iii)--Series of securities						

transactions						

Compass Capital Funds						
Select Equity Fund 095	17,062	\$ 235,726		\$ 235,726	\$ 235,726	
	16,951		\$ 229,000	204,482	229,000	\$ 24,518
Compass Capital Funds						
International Equity Fund 065	28,219	373,610		373,610	373,610	
	1,446		19,200	18,732	19,200	468
Compass Capital Funds						
Small Cap Value Fund 046	6,146	92,228		92,228	92,228	
	3,783		56,800	51,917	56,800	4,883
Compass Capital Funds						
Large Cap Growth Equity Fund 029	28,290	404,931		404,931	404,931	
	10,846		165,200	126,488	165,200	38,712
Compass Capital Funds						
Large Cap Value Equity Fund 089	24,407	355,117		355,117	355,117	
	11,705		172,300	147,124	172,300	25,176
Compass Capital Funds						
Mid Cap Growth Equity Fund 044	22,631	223,400		223,400	223,400	
	3,572		33,000	35,212	33,000	(2,212)
Compass Capital Funds						
Mid Cap Value Equity Fund 035	20,460	206,152		206,152	206,152	
	2,902		30,000	29,113	30,000	887
Compass Capital Funds						
Core Bond Fund 07	24,544	235,032		235,032	235,032	
Compass Capital Funds						
International Emerging Markets Fund 015	9,157	83,182		83,182	83,182	
	211		1,800	1,769	1,800	31
Compass Capital Funds						
Small Cap Growth Equity Fund 093	6,306	114,515		114,515	114,515	
	2,946		56,100	31,012	56,100	25,088

</TABLE>

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DESCRIPTION OF INVESTMENT	UNITS/SHARES	PURCHASE PRICE	SELLING PRICE	COST OF INVESTMENT	FAIR VALUE	NET GAIN (LOSS)
Compass Capital Funds Intermediate Bond Fund 090	25,543 16,990	239,241	159,600	239,241 156,773	239,241 159,600	2,827
Compass Capital Funds Managed Income Fund 013	37,192 25,525	379,212	261,200	379,212 257,195	379,212 261,200	4,005
PNC Bank Corp. Common Stock	33,175 22,573	1,243,912	867,464	1,243,912 511,460	1,243,912 867,464	356,004
Compass Capital Funds Money Market Fund 01	2,433,161 1,128,378	2,433,161	1,128,378	2,433,161 1,128,378	2,433,161 1,128,378	

There were no category (i), (ii) or (iv) reportable transactions during the year ended June 30, 1997.

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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

Date: December 12, 1997

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EXHIBIT INDEX

<S>	<C>
3.1	Articles of Incorporation of the Corporation, as amended, incorporated herein by reference to Exhibit 99.1 and 99.2 of the Current Report on Form 8-K dated October 7, 1996.
3.2	By-Laws of the Corporation, as amended, incorporated herein by reference to Exhibit 4.2 of 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.

- 4.6 Designation of Series: Fixed/Adjustable Rate Noncumulative Preferred Stock - Series F, 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 Amendments to Supplemental Executive Retirement Income and Disability Plan, filed as exhibit 10.2 to the 1996 Form 10-K. *
- 10.3 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. *
- 10.4 November 21, 1996 Amendment to Supplemental Executive Life Insurance and Spouse's Benefit Plan, filed as Exhibit 10.4 to the 1996 Form 10-K. *
- 10.5 1992 Long-Term Incentive Award Plan of the Corporation ("1992 Award Plan"), incorporated herein by reference to Exhibit 4.3 of the Corporation's Registration Statement on Form S-8 at File No. 33-54960. *
- 10.6 Form of Nonstatutory Stock Option Agreement under 1992 Award Plan, filed as Exhibit 10.6 to the 1996 Form 10-K. *
- 10.7 Form of Incentive Share Agreement under 1992 Award Plan (June 1995), as amended November 21, 1996, filed as Exhibit 10.7 to the 1996 Form 10-K. *
- 10.8 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"). *
- 10.9 PNC Bank Corp. 1996 Executive Incentive Award Plan, incorporated by reference to Exhibit 10.2 of the Quarterly Report on Form 10-Q for the quarter ended September 30, 1996 ("3Q 1996 Form 10-Q"). *
- 10.10 PNC Bank Corp. and Affiliates Deferred Compensation Plan, incorporated by reference to Exhibit 4.2 to the Corporation's Registration Statement on Form S-8 at File No. 333-18069. *
- 10.11 PNC Bank Corp. Supplemental Incentive Savings Plan, as amended, incorporated by reference to Exhibit 4.1 to the Corporation's Registration Statement on Form S-8 at File No. 333-18069. *

</TABLE>

- <TABLE>
<CAPTION>
<S> <C>
- 10.12 PNC Bank Corp. Supplemental Pension Plan, as amended, filed as Exhibit 10.12 to the 1996 Form 10-K. *
 - 10.13 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. *
 - 10.14 PNC Bank Corp. Directors Retirement Plan, incorporated by reference to Exhibit 10.7 of the 1994 Form 10-K. *
 - 10.15 PNC Bank Corp. Directors Deferred Compensation Plan, incorporated by reference to Exhibit 10.1 of the 3Q 1996 Form 10-Q. *
 - 10.16 Employment Agreement dated as of December 29, 1995, between the Corporation and Garry J. Scheuring, incorporated by reference to Exhibit 10.7 of the 1995 Form 10-K. *
 - 10.17 Form of Change in Control Severance Agreement, filed as Exhibit 10.17 to the 1996 Form 10-K. *
 - 10.18 Amended and Restated Trust Agreement between the Corporation, as Settlor, and NationsBank, N.A., as Trustee, filed as Exhibit 10.18 to the 1996 Form 10-K. *
 - 11 Calculation of Primary and Fully Diluted Earnings Per Share, filed as Exhibit 11 to the 1996 Form 10-K.
 - 12.1 Computation of Ratio of Earnings to Fixed Charges, filed as Exhibit 12.1 to the 1996 Form 10-K.
 - 12.2 Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Dividends, filed as Exhibit 12.2 to the 1996 Form 10-K.
 - 13 Excerpts from the Annual Report to Shareholders for the year ended December 31, 1996, filed as Exhibit 13 to the 1996 Form 10-K. Such Annual Report, except for those portions thereof that are expressly incorporated by reference herein, is furnished for information of the SEC 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 1996 Form 10-K.
 - 23.1 Consent of Ernst & Young LLP, independent auditors for the Corporation, filed as Exhibit 23 to the 1996 Form 10-K.
 - 23.2 Consent of Ernst & Young LLP, independent auditors for the PNC Plan and the Midlantic Plan, filed as Exhibit 23.2 to the 1996 Form 10-K/A (Amendment No. 1).
 - 23.3 Consent of Ernst & Young LLP, independent auditors for the Retirement Plan, filed herewith.
 - 24.1 Power of Attorney of certain directors and officers of the Corporation, filed as Exhibit 24.1 to the 1996 Form 10-K.
 - 24.2 Power of Attorney of Robert N. Clay, filed as Exhibit 24.2 to the 1996 Form 10-K.
 - 24.3 Power of Attorney of Jackson H. Randolph, filed as Exhibit 24.3 to the 1996 Form 10-K.

24.4 Power of Attorney of Vincent A. Sarni, filed as Exhibit 24.4 to the 1996 Form 10-K.

27 Financial Data Schedule, filed as Exhibit 27 to the 1996 Form 10-K.

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* 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. 333-03901) pertaining to the PNC Retirement Savings Plan and in the related Prospectus of our report dated November 7, 1997 with respect to the financial statements and schedules of the PNC Retirement Savings Plan, all of which are included in this Annual Report on Form 10-K/A (Amendment No. 2) for the year ended December 31, 1996.

/s/ ERNST & YOUNG LLP

Pittsburgh, Pennsylvania
December 12, 1997