

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, 1997

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, 1997, ("1997 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 1997 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 information of the Corporation, included in the Annual Report to Shareholders at the page indicated, are incorporated herein by reference.

<TABLE>  
<CAPTION>

OF  
FINANCIAL STATEMENTS  
REPORT

PAGE  
ANNUAL

<S>		<C>	
	Report of Ernst & Young LLP, Independent Auditors		53
	Consolidated Statement of Income for the three years ended December 31, 1997		54
	Consolidated Balance Sheet as of December 31, 1997 and 1996		55
	Consolidated Statement of Changes in Shareholders' Equity for the three years ended December 31, 1997		56
	Consolidated Statement of Cash Flows for the three years ended December 31, 1997		57
	Notes to Consolidated Financial Statements		58-
74	Quarterly Selected Financial Data		76

</TABLE>  
As permitted by Rule 15d-21 of the Exchange Act, the following financial statements of the PNC Bank Corp. Incentive Savings Plan, as amended and report of independent auditors thereon are filed with Amendment No. 1 at the page indicated and are incorporated herein by reference.

<TABLE>  
<CAPTION>

		PAGE
OF	FINANCIAL STATEMENTS	
AMENDMENT NO. 1		

<S>		<C>	
	Report of Independent Auditors		4
	Statements of Net Assets Available for Benefits with Fund Information		5
	Statements of Changes in Net Assets Available for Benefits with Fund Information		7
	Notes to Financial Statements		9
	Schedule of Assets Held for Investment Purposes		14
	Schedule of Loans		20
	Schedule of Reportable Transactions		23

</TABLE>

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.

<TABLE>  
<CAPTION>

		PAGE
OF	FINANCIAL STATEMENTS	
AMENDMENT NO. 2		

<S>		<C>	
	Report of Independent Auditors		5
	Statements of Net Assets Available for Benefits with Fund Information		6
	Statements of Changes in Net Assets Available for Benefits with Fund Information		10
	Notes to Financial Statements		12
	Schedule of Assets Held for Investment Purposes		16
	Schedule of (Overdue) Loans or Fixed Income Obligations		19
	Schedule of Reportable Transactions		21

</TABLE>

#### FINANCIAL STATEMENT SCHEDULES

Not applicable.

#### REPORTS ON FORM 8-K

The following reports on Form 8-K were filed during the quarter ended December 31, 1997, or thereafter:

Form 8-K dated as of October 15, 1997, reporting the Corporation's consolidated financial results for the three and nine months ended

September 30, 1997, filed pursuant to Item 5.

Form 8-K dated as of January 15, 1998, reporting the Corporation's consolidated financial results for the three months and year ended December 31, 1997, filed pursuant to Item 5.

#### EXHIBITS

-----  
The exhibits listed on the Exhibit Index on pages 23 and 24 of this Amendment No. 2 are filed herewith or are incorporated herein by reference.

### 3

PNC Retirement Savings Plan  
Audited Financial Statements  
Years ended June 30, 1998 and 1997

#### CONTENTS

<TABLE>	
<S>	<C>
Report of Independent Auditors .....	5
Audited Financial Statements	
Statements of Net Assets Available for Benefits with Fund Information.....	6
Statements of Changes in Net Assets Available for Benefits with Fund Information..	10
Notes to Financial Statements .....	12
Schedules	
Line 27a-Schedule of Assets Held for Investment Purposes .....	16
Line 27b-Schedule of (Overdue) Loans or Fixed Income Obligations .....	19
Line 27d-Schedule of Reportable Transactions .....	21
</TABLE>	

### 4

#### Report of Independent Auditors

Administrative Committee  
PNC Bank Corp.  
Retirement Savings Plan

We have audited the accompanying statements of net assets available for benefits of the PNC Retirement Savings Plan as of June 30, 1998 and 1997, and the related statements of changes in net assets available for 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 benefits of the Plan at June 30, 1998 and 1997, and the changes in its net assets available for benefits for the years then ended, in conformity with generally accepted accounting principles.

Our audits were 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, (overdue) loans or fixed income obligations 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 benefits and the statement of changes in net assets available for benefits is presented for purposes of additional analysis rather than to present the net assets available for benefits and changes in net assets available for benefits of each fund. The supplemental schedules and Fund Information have been subjected to the auditing procedures applied in the audits 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.

December 2, 1998

/s/ Ernst & Young LLP

5

PNC Retirement Savings Plan

Statement of Net Assets Available for Benefits with Fund Information

June 30, 1998

<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>					
Investments at fair value:					
PNC Bank Corp. common stock	\$ --	\$ --	\$ --	\$10,346,788	\$ --
\$10,346,788					
Short-term investment funds	--	--	1,290,446	188,870	9,541
1,488,857					
Registered Investment Companies--					
PNC Funds:					
Small Cap Growth Equity Portfolio	253,609	--	--	--	--
253,609					
International Equity Portfolio	1,245,815	--	--	--	--
1,245,815					
International Emerging Markets Portfolio	306,023	--	--	--	--
306,023					
Small Cap Value Equity Portfolio	251,663	--	--	--	--
251,663					
Large Cap Growth Equity Portfolio	1,001,269	--	--	--	--
1,001,269					
Large Cap Value Equity Portfolio	994,620	--	--	--	--
994,620					
Mid Cap Growth Equity Portfolio	374,922	--	--	--	--
374,922					
Mid Cap Value Equity Portfolio	379,135	--	--	--	--
379,135					

</TABLE>

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

&lt;TABLE&gt;

&lt;CAPTION&gt;

	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	--	741,515	--	--	--
741,515					
Managed Income Portfolio	--	1,179,947	--	--	--
1,179,947					
Core Bond Portfolio	--	49,328	--	--	--
49,328					
Select Equity Portfolio	1,434,861	--	--	--	--
1,434,861					
Participants' loans	--	--	--	--	877,177
877,177					
-----					
Total investments	6,241,917	1,970,790	1,290,446	10,535,658	886,718
20,925,529					
Receivables:					
Accrued income	819	147	5,513	1,442	40
7,961					
Employer matching contribution	290,845	107,764	234,041	3,723,540	--
4,356,190					
Other	(21,532)	(4,088)	57,216	9,717	--
41,313					
-----					
Total assets	6,512,049	2,074,613	1,587,216	14,270,357	886,758
25,330,993					
Payable:					
Refund of excess participants'					
contributions	--	--	--	--	--
--					
-----					
Net assets available for benefits	\$6,512,049	\$2,074,613	\$1,587,216	\$14,270,357	\$886,758
\$25,330,993					

&lt;/TABLE&gt;

See accompanying notes.

## PNC Retirement Savings Plan

## Statement of Net Assets Available for Benefits with Fund Information

June 30, 1997

&lt;TABLE&gt;

&lt;CAPTION&gt;

	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										
Registered Investment Companies--										
PNC Funds:										
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										

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

&lt;TABLE&gt;

&lt;CAPTION&gt;

	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 benefits	\$4,157,000	\$1,474,728	\$1,102,197	\$7,494,577	\$558,188
\$14,786,690					

</TABLE>

See accompanying notes.

9

# PNC Retirement Savings Plan

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

Year ended June 30, 1998

<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>					
Net assets available for benefits at July 1, 1997	\$4,157,000	\$1,474,728	\$1,102,197	\$7,494,577	\$558,188
\$14,786,690					
Additions:					
Interest and dividends	375,975	115,241	77,194	282,886	50,393
901,689					
Contributions:					
Employer	290,845	107,764	234,041	3,723,540	--
4,356,190					
Employee	1,733,225	587,857	413,113	926,065	--
3,660,260					
Rollover	193,762	100,867	48,454	190,080	--
533,163					
Net transfers	(144,014)	(106,055)	(113,532)	(23,422)	387,023
--					
Net realized and unrealized appreciation	444,612	37,529	-	2,528,189	--
3,010,330					
Other, net	(13,030)	(20,434)	(4,798)	10,608	--
(27,654)					
-----					
Total additions	2,881,375	822,769	654,472	7,637,946	437,416
12,433,978					
Deductions:					
Payments to participants or beneficiaries	(526,326)	(222,884)	(169,453)	(862,166)	(108,846)
(1,889,675)					
-----					
Net assets available for benefits at June 30, 1998	\$6,512,049	\$2,074,613	\$1,587,216	\$14,270,357	\$886,758
\$25,330,993					

</TABLE>

See accompanying notes.

## PNC Retirement Savings Plan

## Statement of Changes in Net Assets Available for 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 benefits at June 30, 1997	\$4,157,000	\$1,474,728	\$1,102,197	\$7,494,577	\$558,188
\$14,786,690					

&lt;/TABLE&gt;

See accompanying notes.

## PNC Retirement Savings Plan

## Notes to Financial Statements

June 30, 1998 and 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 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. Effective November 30, 1997, PNC Mortgage Bank, N.A. was merged with and into PNC Bank, N.A. Former employees of PNC Mortgage Bank, N.A. were transferred to other subsidiaries that participate in the Plan.

### 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 prior to the effective date of the Plan, 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% 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. Effective for plan years beginning after July 1, 1997, the 6% matching contributions will be made by the ISP. As such, participants in the Plan are participants in the ISP with respect to such matching contributions. In addition, PNC Bank may make discretionary contributions to the Plan. No discretionary contributions were made for the year ended June 30, 1997. For the year ended June 30, 1998, an additional matching contribution of \$892,000 was made to eligible participants. This match was the result of shares released from the ESOP that were in excess of the amount required to satisfy the employer match on the first 6% of elective deferrals. 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).

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.

13  
PNC Retirement Savings Plan

Notes to Financial Statements (continued)

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).

3. 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. The Plan also holds shares of registered investment companies (BlackRock FundsSM, formerly Compass Capital Funds) which are sponsored and administered by wholly owned subsidiaries of PNC Bank or its subsidiaries.

4. INCOME TAX STATUS

The Plan has received a determination letter from the Internal Revenue Service dated May 26, 1998, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

5. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits at June 30, 1998 and 1997 per the financial statements to the Form 5500:

<TABLE>

<CAPTION>

	JUNE 30	
	1998	1997
	-----	-----
<S>	<C>	<C>
Net assets available for benefits per the financial statements	\$25,330,993	\$14,786,690
Amounts allocated to withdrawn participants	(429,936)	(181,290)
	-----	-----
Net assets available for benefits per the Form 5500	\$24,901,057	\$14,605,400
	=====	=====

</TABLE>

14  
PNC Retirement Savings Plan

Notes to Financial Statements (continued)

5. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (CONTINUED)

The following is a reconciliation of benefits paid to participants per the financial statements for the years ended June 30, 1998 and 1997 to the Form 5500:

<TABLE>

<CAPTION>

	YEAR ENDED JUNE 30	
	1998	1997
	-----	-----
<S>	<C>	<C>
Benefits paid to participants per the financial statements	\$1,889,675	\$752,245
Add amounts allocated on Form 5500 to withdrawn participants at June 30, 1998	429,936	181,290
Deduct amounts allocated on Form 5500 to withdrawn participants at June 30, 1997	(181,290)	
	-----	-----
Benefits paid to participants per the Form 5500	\$2,138,321	\$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.

#### 6. SUBSEQUENT EVENTS

Effective July 1, 1998, the Plan's investment options were expanded from 4 to 11 funds which will be valued on a daily basis.

Effective July 1, 1998, participants that receive a hardship withdrawal will be suspended from making elective contributions and receiving matching contributions for a period of 12 months from the effective date of the hardship distribution.

Effective September 21, 1998, participants can have two loans outstanding at the same time.

15

PNC Retirement Savings Plan  
Plan 003  
EIN 25-1674164

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

June 30, 1998

<TABLE>

<CAPTION>

IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE
<hr/>			
<S>	<C>	<C>	<C>
EQUITY--FUND A			
Registered Investment Companies			
*BlackRock Funds--Select Equity Portfolio Fund 095 Institutional Class	74,616 shares	\$1,123,333	\$1,434,861
*BlackRock Funds--International Equity Portfolio Fund 065 Institutional Class	80,272 shares	1,085,394	1,245,815
*BlackRock Funds--Small Cap Value Equity Portfolio Fund 046 Institutional Class	13,574 shares	221,880	251,663
*BlackRock Funds--Large Cap Growth Equity Portfolio Fund 029 Institutional Class	49,715 shares	718,879	1,001,269
*BlackRock Funds--Large Cap Value Equity Portfolio Fund 089 Institutional Class	57,894 shares	842,424	994,620
*BlackRock Funds--Mid Cap Growth Equity Portfolio Fund 044 Institutional Class	28,796 shares	306,904	374,922
*BlackRock Funds--Mid Cap Value Equity Portfolio Fund 035 Institutional Class	29,390 shares	331,368	379,135

</TABLE>

16

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

<TABLE>

<CAPTION>

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)			
*BlackRock Funds--International Emerging Markets Portfolio Fund 015 Institutional Class	51,519 shares	403,971	306,023
*BlackRock Funds--Small Cap Growth Equity Portfolio Fund 093 Institutional Class	11,747 shares	210,211	253,609
Total Equity--Fund A		5,244,364	6,241,917
INTERMEDIATE-TERM FIXED INCOME-- FUND B			
Registered Investment Companies			
*BlackRock Funds--Intermediate Bond Portfolio Fund 090 Institutional Class	78,136 shares	731,256	741,515
*BlackRock Funds--Managed Income Portfolio Fund 013 Institutional Class	111,737 shares	1,143,819	1,179,947
*BlackRock Funds--Core Bond Portfolio Fund 07 Institutional Class	4,983 shares	49,328	49,328
Total Intermediate-Term Fixed Income--Fund B		1,924,403	1,970,790
</TABLE>			

17

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

<TABLE>  
<CAPTION>

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			
*BlackRock Money Market Institutional Class	1,290,446 shares	1,290,446	1,290,446
PNC BANK CORP. COMMON STOCK-- FUND D			
Common Stock			
*PNC Bank Corp.	192,052 shares	6,777,221	10,346,788
Interest-Bearing Cash			
*BlackRock Money Market Institutional Class	188,870 shares	188,870	188,870
Total PNC Bank Corp. Common Stock--Fund D		6,966,091	10,535,658
LOAN FUND			
Installment Loans	6-1/4% to 9%	--	877,177
*BlackRock Money Market Institutional			

Class	9,541 shares	9,541	9,541
Total Loan Fund		9,541	886,718
		\$15,434,845	\$20,925,529

\*Party-in-interest

18

PNC Retirement Savings Plan  
Plan 003  
EIN 25-1674164

Line 27b--Schedule of (Overdue) Loans or Fixed Income Obligations

June 30, 1998

<TABLE>  
<CAPTION>

DESCRIPTION		AMOUNT RECEIVED DURING		AMOUNT OVERDUE			
		1998					
-----		-----				-----	
ORIGINAL		ORIGINAL				UNPAID	
		AMOUNT OF				BALANCE AT	
INTEREST	LOAN						
IDENTITY AND ADDRESS OF OBLIGOR	LOAN	PRINCIPAL	INTEREST	PRINCIPAL	INTEREST	END OF YEAR	RATE
-----							
-----							
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
John D. Maldonado							
100 Grand Cove Way							
Edgewater, NJ 07020	\$30,000	\$503	\$1,265	\$384	\$159	\$29,497	8.50%
9/97							
Richard James Nelson							
25 Meadow Avenue							
Monmouth Beach, NJ 07750	7,000	791	349	386	139	5,721	8.25%
12/96							
Jacqueline K. Boston							
84 West 20th Street							
Bayonne, NJ 07002	3,100	-	-	334	163	3,100	8.50%
9/97							
Terri L. Marano							
25 Berkeley Place							
Somerset, NJ 08873	6,000	620	75	403	160	5,229	8.25%
3/97							
Karen Monterosa							
703 Commons at Kingwood							
East Brunswick, NJ 08816	5,000	410	204	129	59	4,590	8.50%
9/97							
</TABLE>							

19

Line 27b--Schedule of (Overdue) Loans or Fixed Income Obligations (continued)

<TABLE>  
<CAPTION>

DESCRIPTION		AMOUNT RECEIVED DURING		AMOUNT OVERDUE				
		1998						
-----		-----				-----		
ORIGINAL		ORIGINAL					UNPAID	
		AMOUNT OF					BALANCE AT	
INTEREST	LOAN							
IDENTITY AND ADDRESS OF OBLIGOR		LOAN	PRINCIPAL	INTEREST	PRINCIPAL	INTEREST	END OF YEAR	RATE
-----		-----						
<S>		<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>								
Shawn T. Pack 1716 Yorkhouse Road Waukegan, IL 60087 12/97		7,500	186	97	332	164	7,314	8.50%
Sandra R. Dettori 210 Stevens Street North Brunswick, NJ 08902 9/96		6,000	205	290	335	115	4,702	8.25%
Julie Ann Owens 3431 Kedzie Street Pittsburgh, PA 15204 6/97		6,500	1,253	444	56	17	5,247	8.50%
Julie T. Tomenbang 710 Western Street Hoffman Estates, IL 60194 9/96		1,000	--	--	540	45	765	8.25%
Judith M. Rogers 3067 N. Clybourn Avenue Chicago, IL 60618 3/97		5,300	120	33	1,765	385	5,180	8.25%
Francis Lyons 6 Hoyt Avenue Glens Falls, NY 12801 9/97		2,300	316	84	108	25	1,984	8.50%
Terry L. Follensbee 6 Timberlane Vernon Hills, IL 60061 9/97		5,200	470	179	219	75	4,730	8.50%
		\$84,900	\$4,874	\$3,020	\$4,991	\$1,506	\$78,059	
		=====						

</TABLE>

PNC Retirement Savings Plan  
Plan 003  
EIN 25-1674164

Line 27d--Schedule of Reportable Transactions  
Year ended June 30, 1998

<TABLE>  
<CAPTION>

DESCRIPTION OF ASSET	PURCHASE PRICE	SELLING PRICE	COST OF ASSET	CURRENT VALUE OF ASSET ON TRANSACTION DATE	NET GAIN (LOSS)
				-----	
<S>	<C>	<C>	<C>	<C>	<C>
Category (i)---Single transaction					
BlackRock Funds Money Market Fund 01					

2,686,848 shares	\$2,686,848	\$2,686,848	\$2,686,848	
2,768,903 shares		\$2,768,903	2,768,903	2,768,903
PNC Bank Corp. Common Stock 63,211 shares	2,639,059		2,639,059	2,639,059
Category (iii)--Series of securities transactions				
PNC Bank Corp. Common Stock 107,233 shares	4,847,446		4,847,446	4,847,446
39,122 shares		1,907,738	1,258,574	1,907,738
				649,164
BlackRock Funds				
Money Market Fund 01				
4,847,097 shares	4,847,097		4,847,097	4,847,097
4,663,022 shares		4,663,022	4,633,022	4,633,022

</TABLE>

There were no category (ii) or (iv) reportable transactions during the year ended June 30, 1998.

21

#### 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 21, 1998

22

#### EXHIBIT INDEX

- 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 99.2 of Current Report on Form 8-K dated January 15, 1998.
- 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, incorporated herein by reference to Exhibit 10.2 of the Annual Report on Form 10-K for the year ended December 31, 1996 ("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 1997 Long-Term Incentive Award Plan of the Corporation ("1997 Award Plan"), incorporated herein by reference to Exhibit 4.3 of the Corporation's Post-Effective Amendment No. 1 to Registration Statement on Form S-8 at File No. 33-54960.\*
- 10.6 Form of Nonstatutory Stock Option Agreement under 1997 Award Plan, incorporated herein by reference to Exhibit 10.6 of the Annual Report on Form 10-K for the year ended December 31, 1997 ("1997 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 Form of Addendum to Nonstatutory Stock Option Agreement relating to Reload Nonstatutory Stock Options, incorporated herein by reference to Exhibit 10.8 of the 1997 Form 10-K.\*
- 10.9 Form of Reload Nonstatutory Stock Option Agreement, incorporated herein by reference to Exhibit 10.9 of the 1997 Form 10-K.\*
- 10.10 Form of Incentive Share Agreement - Share Price, RSR and ROCE Performance Goals, incorporated herein by reference to Exhibit 10.10 of the 1997 Form 10-K.\*
- 10.11 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").\*
- 10.12 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").\*
- 10.13 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.\*
- 10.14 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.\*

- 10.15 PNC Bank Corp. Supplemental Pension Plan, as amended, incorporated herein by reference to Exhibit 10.12 to the 1996 Form 10-K.\*
- 10.16 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.\*
- 10.17 PNC Bank Corp. Directors Retirement Plan, incorporated herein by reference to Exhibit 10.7 of the 1994 Form 10-K.\*
- 10.18 PNC Bank Corp. Directors Deferred Compensation Plan, incorporated herein by reference to Exhibit 10.1 of the 3Q 1996 Form 10-Q.\*
- 10.19 Form of Change in Control Severance Agreement, incorporated herein by



reference to Exhibit 10.17 to the 1996 Form 10-K.\*

- 10.20 Amended and Restated Trust Agreement between the Corporation, as Settlor, and NationsBank, N.A., as Trustee, incorporated herein by reference to Exhibit 10.18 to the 1996 Form 10-K.\*
- 12.1 Computation of Ratio of Earnings to Fixed Charges, incorporated herein by reference to Exhibit 12.1 to the 1997 Form 10-K.
- 12.2 Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Dividends, incorporated herein by reference to Exhibit 12.2 to the 1997 Form 10-K.
- 13 Excerpts from the Annual Report to Shareholders for the year ended December 31, 1997, incorporated herein by reference to Exhibit 13 to the 1997 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/A.
- 21 Schedule of Certain Subsidiaries of the Corporation, filed as Exhibit 21 to the 1997 Form 10-K.
- 23.1 Consent of Ernst & Young LLP, independent auditors for the Corporation, incorporated herein by reference to Exhibit 23 to the 1997 Form 10-K.
- 23.2 Consent of Ernst & Young LLP, independent auditors for the PNC Plan, incorporated herein by reference to Exhibit 23.2 to the 1997 Form 10-K/A (Amendment No. 1).
- 23.3 Consent of Ernst & Young LLP, independent auditors for the PNC Retirement Savings Plan, filed herewith.
- 24 Power of Attorney of directors and officers of the Corporation, incorporated herein by reference to Exhibit 24 to the 1997 Form 10-K.
- 27.1 Financial Data Schedule, incorporated herein by reference to Exhibit 27 to the 1997 Form 10-K.
- 27.2 Restated Financial Data Schedule, incorporated herein by reference to Exhibit 27.2 to the 1997 Form 10-K.
- 27.3 Restated Financial Data Schedule, incorporated herein by reference to Exhibit 27.3 to the 1997 Form 10-K.

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\* Denotes management contract or compensatory plan.

Except where otherwise expressly noted, incorporated document references are to Commission File No. 1-9718.

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 December 2, 1998 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, 1997.

/s/ ERNST & YOUNG LLP

Pittsburgh, Pennsylvania  
December 21, 1998