

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, 1998

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, 1998, ("1998 Form 10-K"), as amended by Form 10-K/A ("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").

In accordance with Rule 12b-15 of the Exchange Act, Item 14 of Part IV of the 1998 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 PNC Bank Corp. ("Corporation") and consolidated financial information of the Corporation, 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 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.

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As permitted by Rule 15d-21 of the Exchange Act, the following financial statements of the Retirement Plan and report of independent auditors thereon are filed with Amendment No. 2 at the page indicated.

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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, 1998, or thereafter:

Form 8-k dated as of October 15, 1998, reporting the Corporation's consolidated financial results for the three and nine months ended September 30, 1998, filed pursuant to Item 5.

Form 8-K dated as of December 23, 1998, reporting developments regarding the Corporation's credit card business, filed pursuant to Item 5.

Form 8-K dated as of January 19, 1999, reporting the Corporation's consolidated financial results for the three months and year ended December 31, 1998, filed pursuant to Item 5.

Form 8-K dated as of February 16, 1999, reporting the public offering of \$250,000,000 of 6 1/8% subordinated notes due 2009, filed pursuant

to Item 5.

EXHIBITS

The exhibits listed on the Exhibit Index on pages 19 and 20 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
Years ended June 30, 1999 and 1998

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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, 1999 and 1998, 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, 1999 and 1998, 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 financial statements taken as a whole. The accompanying supplemental schedules of assets held for investment purposes and (overdue) loans or fixed income obligations as of June 30, 1999, and reportable transactions for the year then ended, are presented for purpose of additional analysis and are not a required part of the 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. These supplemental

schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, are fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP

November 24, 1999

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PNC Retirement Savings Plan

Statements of Net Assets Available for Benefits

<TABLE>
<CAPTION>

	JUNE 30	
	1999	1998
<S>	<C>	<C>
Investments at fair value:		
Investments in Master Trust	\$13,380,447	\$ --
Other participant-directed investments	1,357,933	10,389,871
PNC Bank Corp. common stock	14,901,614	10,346,788
Other nonparticipant-directed investments	--	188,870
Total investments	29,639,994	20,925,529
Receivables:		
Accrued income	--	7,961
Employer contributions	4,471,071	4,356,190
Other	--	41,313
Net assets available for benefits	\$34,111,065	\$25,330,993

</TABLE>

See accompanying Notes to Financial Statements.

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PNC Retirement Savings Plan

Statements of Changes in Net Assets Available for Benefits

<TABLE>
<CAPTION>

	YEAR ENDED JUNE 30	
	1999	1998
<S>	<C>	<C>
Net assets available for benefits at beginning of year	\$ 25,330,993	\$ 14,786,690
Additions:		
Interest and dividends	768,070	901,689
Contributions:		
Employer	4,474,352	4,356,190
Employee	4,534,126	3,660,260
Rollover	414,958	533,163
Net realized and unrealized appreciation	1,764,141	3,010,330
Other, net	87,723	(27,654)
Total additions	12,043,370	12,433,978
Deductions:		
Payments to participants or beneficiaries	(3,227,114)	(1,889,675)
Expenses	(36,184)	--

Net assets available for benefits at end of year

\$ 34,111,065 \$ 25,330,993
=====

</TABLE>

See accompanying Notes to Financial Statements.

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PNC Retirement Savings Plan
Notes to Financial Statements
June 30, 1999

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 values 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 Retirement Savings Plan's assets are concentrated in the stock and bond markets. Realization of the respective values is subject to the results of these markets.

USE OF ESTIMATES

The preparation of financial statements, in conformity with generally accepted accounting principles, requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Certain prior year amounts have been reclassified to conform with the current year presentation.

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 prospectus for a more complete description of the Plan's provisions.

PNC Bank Corp. ("PNC Bank") is the sponsor of the Plan. The Plan covers substantially all eligible employees of the following PNC Bank subsidiaries: PNC Mortgage Corp. of America and PNC Mortgage Securities Corp. Effective November 30, 1997, PNC Mortgage Bank, N.A.

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2. DESCRIPTION OF THE PLAN (CONTINUED)

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.

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 Code 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, 1999. For the year ended June 30, 1998, an additional matching contribution of \$892,000 was made to eligible participants. 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. Generally, beginning July 1, 1998, plan income is reflected on a daily basis with the pricing of mutual funds. Income from the BlackRock Money Market Portfolio and the BlackRock Core Bond Portfolio is allocated monthly. Capital gain income is allocated once the gain is declared by the actual fund.

Prior to July 1998, participants in the Plan could invest voluntary contributions and balances rolled over from prior plans in any of the following 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). Effective July 1, 1998, balances in the old funds were transferred or re-named to the following:

<TABLE>
<CAPTION>

Old Fund -----	New Fund as of July 1, 1998 -----
<S>	<C>
Fund A--Equity	PNC Aggressive Profile Fund
Fund B--Intermediate-Term Fixed Income	BlackRock Core Bond Portfolio
Fund C--Short-Term Fixed Income	BlackRock Money Market Portfolio
Fund D--PNC Bank Corp. Common Stock	PNC Bank Corp. Common Stock Fund

</TABLE>

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2. DESCRIPTION OF THE PLAN (CONTINUED)

In addition, seven new investment fund options were added to the Plan as follows: BlackRock Index Equity Portfolio, BlackRock Small Cap Growth Equity Portfolio, BlackRock Large Cap Value Equity Portfolio, BlackRock Small Cap Value Equity Portfolio, BlackRock International Equity Portfolio, PNC Conservative Profile Fund, and PNC Balanced Profile Fund. Employer matching contributions for participants whose age is less than 55 (50 effective April 1, 1999) are made in PNC Bank common stock. Participants age 55 (age 50 effective April 1, 1999) or older can choose to have their matching contribution made in PNC Bank common stock or in cash to invest in the other 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 as participant loans. 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 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

PNC Bank, N.A., a wholly owned subsidiary of PNC Bank, is the Plan's trustee. Investments under the Plan are participant directed. Investment options include various portfolios of the BlackRock Funds, which are registered investment companies (mutual funds) from which PNC Bank affiliates, including BlackRock Financial Management, Inc. and PFPC Inc., receive compensation for providing services, such as investment advisory, custodial and transfer agency services. Prior to February 12, 1998, PNC Bank paid administrative costs incurred by the Plan. Effective February 12, 1998, certain plan administrative expenses are paid by the Plan.

4. INVESTMENTS

Plan's investments are in a Master Trust, which was established on July 1, 1998 for the investment of assets of the Plan and the PNC Bank Corp. Incentive Savings Plan. Each participating retirement plan has an undivided interest in the Master Trust. At June 30, 1999, the Plan's interest in the net assets of the Master Trust was approximately 3%. Investment income and expenses are allocated to the Plan based upon its pro rata share in the net assets of the Master Trust.

4. INVESTMENTS (CONTINUED)

The following table presents the fair value of investments in the Master Trust:

<TABLE>

<CAPTION>

	JUNE 30 1999

<S>	<C>
Investments at fair value:	
PNC Balanced Profile Fund	\$ 8,197,084
PNC Aggressive Profile Fund	234,294,096
PNC Conservative Profile Fund	3,200,009
BlackRock Money Market Portfolio	73,852,185
BlackRock Large Cap Value Equity Portfolio	8,262,453
BlackRock Index Equity Portfolio	39,303,946
BlackRock Small Cap Value Equity Portfolio	2,826,162
BlackRock International Equity Portfolio	1,892,505
BlackRock Small Cap Growth Equity Portfolio	4,189,205
BlackRock Core Bond Portfolio	62,258,512

	\$438,276,157
	=====

The following table presents income recorded by the Master Trust:

	YEAR ENDED JUNE 30 1999

Net appreciation (depreciation) in fair value of investments:	
PNC Balanced Profile Fund	\$ 624,180
PNC Aggressive Profile Fund	28,587,957
PNC Conservative Profile Fund	129,809
BlackRock Large Cap Value Equity Portfolio	813,124
BlackRock Index Equity Portfolio	4,354,541
BlackRock Small Cap Value Equity Portfolio	167,711
BlackRock International Equity Portfolio	111,748
BlackRock Small Cap Growth Equity Portfolio	585,121
BlackRock Core Bond Portfolio	(3,337,855)

	32,036,336
Interest and dividend income	11,006,536

	\$ 43,042,872
	=====

</TABLE>

4. INVESTMENTS (CONTINUED)

NONPARTICIPANT-DIRECTED INVESTMENTS

Information about the net assets and the significant components of the changes in net assets relating to the nonparticipant-directed investments is as follows:

<TABLE>

<CAPTION>

	JUNE 30	
	1999	1998
	-----	-----
<S>	<C>	<C>
Net assets:		
PNC Bank Corp. common stock	\$14,901,614	\$10,346,788
Short-term investments	--	188,870
Employer matching contribution	4,471,071	3,723,540
Other receivables	--	11,159
	-----	-----
	\$19,372,685	\$14,270,357
	=====	=====

</TABLE>

<TABLE>
<CAPTION>

	YEAR ENDED JUNE 30	
	1999	1998
	-----	-----
<S>	<C>	<C>
Changes in net assets:		
Contributions	\$ 5,745,836	\$ 4,839,685
Interest and dividends	446,369	282,886
Net realized and unrealized appreciation	771,392	2,528,189
Transfers from participant-directed investments	(384,255)	(23,422)
Payments to participants or beneficiaries	(1,456,948)	(862,166)
Expenses	(20,066)	--
Other	--	10,608
	-----	-----
	\$ 5,102,328	\$ 6,775,780
	=====	=====

</TABLE>

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4. INVESTMENTS (CONTINUED)

NONPARTICIPANT-DIRECTED INVESTMENTS (CONTINUED)

Individual investments that represent 5% or more of the Plan's net assets are as follows:

<TABLE>
<CAPTION>

	1999	1998
	-----	-----
<S>	<C>	<C>
PNC Bank Corp. common stock	\$14,901,614*	\$10,346,788*
BlackRock Money Market Portfolio	(a)	1,488,857
BlackRock Funds--Select Equity: Portfolio Fund 095 Institutional Class	(a)	1,434,861

(a) Included in Master Trust
* Nonparticipant-directed

5. 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 has been amended since the date of the determination letter. The plan administrator believes that 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.

6. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits at June 30, 1999 and 1998 per the financial statements to the Form 5500:

<TABLE>
<CAPTION>

	JUNE 30	
	1999	1998
	-----	-----
<S>	<C>	<C>
Net assets available for benefits per the financial statements	\$34,111,065	\$ 25,330,993
Amounts allocated to withdrawn participants	--	(429,936)
	-----	-----
Net assets available for benefits per the Form 5500	\$34,111,065	\$ 24,901,057
	=====	=====

</TABLE>

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

The following is a reconciliation of benefits paid to participants per the financial statements for the year ended June 30, 1999 to the Form 5500:

	YEAR ENDED JUNE 30 1999

<S>	<C>
Benefits paid to participants per the financial statements	\$ 3,227,114
Add amounts allocated on Form 5500 to withdrawn participants at June 30, 1999	--
Deduct amounts allocated on Form 5500 to withdrawn participants at June 30, 1998	(429,936)

Benefits paid to participants per the Form 5500	\$ 2,797,178
	=====

</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.

7. SUBSEQUENT EVENTS

Effective July 1, 1999, the Plan will change its year-end to a calendar year-end.

Effective January 1, 2000, the Employer Matching Contribution will be made as of each pay period versus annually and the Employer Basic Contribution will change from 2% of the participant's base compensation, as defined in the Plan, to 1-1/2%.

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PNC Retirement Savings Plan
Plan 003
EIN 25-1674164

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

June 30, 1999

<TABLE>
<CAPTION>

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

PNC BANK CORP. COMMON STOCK <S>	<C>	<C>	<C>
Common Stock -----			
*PNC Bank Corp.	258,596 shares	\$8,280,542	\$14,901,614
Participant Loans -----			
Installment loans	6-1/4% to 9%	--	1,357,933

</TABLE>

*Party-in-interest

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PNC Retirement Savings Plan
Plan 003
EIN 25-1674164

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

June 30, 1999

<TABLE>
<CAPTION>

LOAN DATE	NAME	CITY	STATE	ZIP	ORIGINAL AMOUNT	AMOUNT RECEIVED IN 1998/1999	AMOUNT OVERDUE	UNPAID BALANCE	INTEREST RATE
March 3, 1997	Judith Rogers	Chicago	IL	60618	\$ 5,300	\$ --	\$2,150.96	\$5,179.81	8.25%
April 16, 1999	Charlene Falls	Paterson	NJ	07544	12,500	--	200.14	2,500.00	7.75%
March 31, 1998	Herrice Britton-Dixon	Broadview	IL	60153	4,400	748.98	499.32	3,896.10	8.50%
October 1, 1998	Richard Lester	Charlotte	NC	28210	5,500	468.00	416.00	5,189.79	8.50%
December 31, 1994	Martha Poff	New Albany	IN	47150	14,100	102.87	1,702.87	3,513.77	7.75%

</TABLE>

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PNC Retirement Savings Plan
Plan 003
EIN 25-1674164

Line 27d--Schedule of Reportable Transactions

Year ended June 30, 1999

<TABLE>
<CAPTION>

DESCRIPTION OF ASSET	PURCHASE PRICE	SELLING PRICE	COST OF ASSET	CURRENT VALUE OF ASSET ON TRANSACTION DATE	NET GAIN (LOSS)
Category (iii)--Series of securities transactions					
PNC Bank Corp. Common Stock					
43,908 shares	\$2,294,455	\$ --	\$2,294,455	\$2,294,455	\$ --
31,470 shares	--	1,628,627	1,685,185	1,628,627	(56,558)

</TABLE>

There were no category (i), (ii) or (iv) reportable transactions during the year ended June 30, 1999.

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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 22, 1999

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EXHIBIT INDEX

<TABLE>
<CAPTION>

Exhibit No.	Description	Method of Filing +

<S>	<C>	<C>
3.1 Exhibit	Articles of Incorporation of the Corporation, as amended.	Incorporated herein by reference to
Form		3.1 of the Annual Report on
December 31, 1998		10-K for the year ended
		("1998 Form 10-K").
3.2 Exhibit	By-Laws of the Corporation, as amended.	Incorporated herein by reference to
Form 8-K		99.2 of the Current Report on
		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 Exhibit 3.1.	Designation of Series: \$1.80 Cumulative Convertible Preferred Stock -- Series A.	Incorporated herein as part of
4.3 Exhibit 3.1.	Designation of Series: \$1.80 Cumulative Convertible Preferred Stock -- Series B.	Incorporated herein as part of
4.4 Exhibit 3.1.	Designation of Series: \$1.60 Cumulative Convertible Preferred Stock -- Series C.	Incorporated herein as part of
4.5 Exhibit 3.1.	Designation of Series: \$1.80 Cumulative Convertible Preferred Stock -- Series D.	Incorporated herein as part of
4.6 Exhibit 3.1.	Designation of Series: Fixed/Adjustable Rate Noncumulative Preferred Stock -- Series F.	Incorporated herein as part of
10.1 Exhibit	Supplemental Executive Retirement Income and Disability Plan of the Corporation.	Incorporated herein by reference to
Form 10-K		10.2 of the Annual Report on
31, 1990		for the year ended December
		("1990 Form 10-K"). *
10.2 Exhibit	Amendments to Supplemental Executive Retirement Income and Disability Plan.	Incorporated herein by reference to
10-K		10.2 of the Annual Report on Form
31, 1996		for the year ended December
		("1996 Form 10-K"). *
10.3 Exhibit	Amendment to Supplemental Executive Retirement Income and Disability Plan	Incorporated herein by reference to.
10.4 Exhibit	Supplemental Executive Life Insurance and Spouse's Benefit Plan of the Corporation.	10.3 of the 1998 Form 10-K.*
10.5 Exhibit	November 21, 1996 Amendment to Supplemental Executive Life Insurance and Spouse's Benefit Plan.	Incorporated herein by reference to
10.6 Exhibit	1997 Long-Term Incentive Award Plan of the Corporation ("1997 Award Plan").	10.4 of the 1996 Form 10-K. *
Effective		4.3 of the Corporation's Post-

		Amendment No. 1 to Registration Statement on Form S-8 at File 54960.*
No. 33-		
10.7 Exhibit	Form of Nonstatutory Stock Option Agreement under 1997 Award Plan.	Incorporated herein by reference to 10.6 to the 1997 Form 10-K.*
10.8 K.*	Form of Nonstatutory Stock Option Agreement under 1997 Award Plan for options granted on or after February 17, 1999.	Incorporated herein by reference to Exhibit 10.8 of the 1998 Form 10-K.*
10.9 Exhibit	Form of Incentive Share Agreement under 1992 Award Plan (June 1995), as amended November 21, 1996.	Incorporated herein by reference to 10.7 of the 1996 Form 10-K. *
10.10 Exhibit	Form of Addendum to Nonstatutory Stock Option Agreement relating to Reload Nonstatutory Stock Options.	Incorporated herein by reference to 10.8 to the 1997 Form 10-K. *
10.11 Exhibit	Form of Reload Nonstatutory Stock Option Agreement.	Incorporated herein by reference to 10.9 to the 1997 Form 10-K. *
</TABLE>		
-19-		
<TABLE>		
<S>	<C>	<C>
10.12 Exhibit	Form of Incentive Share Agreement - Share Price, RSR and ROCE Performance Goals.	Incorporated herein by reference to 10.10 to the 1997 Form 10-K. *
10.13 Exhibit 10.6	PNC Bank Corp. 1994 Annual Incentive Award Plan.	Incorporated by reference to of the Annual Report on Form 10-K for the year ended December 31, 1994 ("1994 Form 10-K"). *
10.14 10.2	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"). *
10.15 4.2 to Statement	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. *
10.16 Exhibit	Amendment to PNC Bank Corp. and Affiliates Deferred Compensation Plan	Incorporated herein by reference to 10.16 to the 1998 Form 10-K.*
10.17 4.1	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. *
10.18 Exhibit	PNC Bank Corp. Supplemental Pension Plan, as amended.	Incorporated herein by reference to 10.12 of the 1996 Form 10-K. *
10.19 Exhibit	1992 Director Share Incentive Plan.	Incorporated herein by reference to 10.6 of the Annual Report on Form 10-K for the year ended December 31, 1992. *
10.20 10.7	PNC Bank Corp. Directors Retirement Plan.	Incorporated by reference to Exhibit 10.7 of the 1994 Form 10-K. *
10.21 10.1	PNC Bank Corp. Directors Deferred Compensation Plan.	Incorporated by reference to Exhibit 10.1 of the 3Q 1996 Form 10-Q. *
10.22 Exhibit	Form of Change in Control Severance Agreement.	Incorporated herein by reference to 10.17 of the 1996 Form 10-K. *
10.23 Exhibit	Amended and Restated Trust Agreement between the Corporation, as Settlor, and NationsBank, N.A., as Trustee (which has been replaced by Hershey Trust Company, as successor Trustee).	Incorporated herein by reference to 10.18 of the 1996 Form 10-K. *
12.1 Form 10-K.	Computation of Ratio of Earnings to Fixed Charges.	Filed as Exhibit 12.1 to the 1998 Form 10-K.
12.2 Form 10-K.	Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Dividends.	Filed as Exhibit 12.2 to the 1998 Form 10-K.
13	Excerpts from the Annual Report to Shareholders for the year	Filed as Exhibit 13 to the 1998 Form 10-K.

10-K.	ended December 31, 1998. 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 1998 Form
10-K.		
23.1	Consent of Ernst & Young LLP, independent auditors for the	Filed as Exhibit 23 to the 1998 Form
10-K.	Corporation.	
23.2	Consent of Ernst & Young LLP, independent auditors for the PNC	Filed as Exhibit 23.2 to the 1998
Form 10-K/A	Plan.	(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.	Filed as Exhibit 24 to the 1998 Form
10-K.		
27	Financial Data Schedule.	Filed as Exhibit 27 to the 1998
Form 10-K.		
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+ Except where otherwise expressly noted, incorporated document references are to Commission File No. 1-9718.

* 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 24, 1999 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, 1998.

/s/ ERNST & YOUNG LLP

Pittsburgh, Pennsylvania
December 22, 1999