

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

FORM 8-K

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

December 23, 1998

Date of Report (Date of earliest event reported)

PNC BANK CORP.

(Exact name of registrant as specified in its charter)

COMMISSION FILE NUMBER 1-9718

PENNSYLVANIA

25-1435979

(State or other jurisdiction of
incorporation or organization)

(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)

ITEM 5. OTHER EVENTS

Developments Regarding Credit Card Business

On December 23, 1998, PNC Bank Corp. ("Corporation") announced a definitive agreement to sell its credit card business, including PNC National Bank, Wilmington, Delaware, to MBNA Corporation. The Corporation will receive a 15 percent premium on outstanding credit card receivables of approximately \$2.9 billion.

The transaction is expected to close in the first quarter of 1999, subject to regulatory approvals, and is expected to result in the recognition of a substantial gain.

A copy of the press release issued by the Corporation is attached hereto as Exhibit 99 and incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

The exhibit listed on the Exhibit Index on page 3 of this Form 8-K is filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf

by the undersigned thereunto duly authorized.

PNC BANK CORP.
(Registrant)

Date: January 5, 1999

By: /s/ Robert L. Haunschild

Robert L. Haunschild
Senior Vice President and
Chief Financial Officer

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EXHIBIT INDEX

- 99 Press release issued by the Corporation on December 23, 1998 with respect to the announcement of the definitive agreement for MBNA Corporation to acquire the credit card business of the Corporation, filed herewith.

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News Release

PNCBANK

CONTACTS:

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PNC TO SELL CREDIT CARD BUSINESS TO MBNA

PITTSBURGH, Dec. 23, 1998--PNC Bank Corp. (NYSE: PNC) and MBNA Corporation (NYSE: KRB) today announced that they have reached a definitive agreement for MBNA to acquire the credit card business of PNC Bank, including PNC National Bank, Wilmington, Del., the specialized credit card issuing bank for PNC.

PNC will receive a 15 percent premium on outstanding credit card receivables of approximately \$2.9 billion and 3.3 million accounts. The sale includes AAA-branded affinity credit card accounts. The transaction is expected to close in the first quarter of 1999, subject to regulatory approvals, and is expected to result in the recognition of a substantial gain for PNC shareholders.

MBNA has also entered into long-term agreements with both PNC Bank, N.A., and AAA. MBNA will market credit card products to the 3.3 million households served by PNC and the 36 million members of AAA.

PNC will continue to market an extensive array of other consumer loan and deposit products to AAA members nationwide through PNC Bank, FSB. The AAA Financial Services program has been very successful and continues to expand, including the establishment of 30 PNC Bank, FSB sales offices in AAA club locations nationwide.

"First and foremost, this transaction reflects our overriding commitment to creating maximum value for our shareholders," Thomas H. O'Brien, chairman and chief executive officer of PNC Bank Corp., said. "The premium we will receive recognizes

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our success in building an extremely valuable credit card organization in a relatively short period of time. But it is our belief that ongoing investments would be needed to achieve the scale necessary to compete long-term in a rapidly consolidating industry. We feel that our shareholders would be better served if we invest instead in some of our other high-performing businesses, which are better positioned for future growth. We believe our customers will be well served by this transaction because of MBNA's extremely high reputation for customer service."

"This represented a unique opportunity to acquire a high-quality portfolio," said Charlie Cawley, chief executive officer of MBNA America Bank. "The endorsements by PNC Bank and the AAA present excellent marketing opportunities. Both are high-quality organizations with very loyal customers."

Ed Feder, chief executive officer of AAA Financial Services Corp., the financial services arm of AAA, said "We are extremely pleased with our partnership with PNC and expect that our AAA credit card holders will be well-served by MBNA, one of the nation's leading credit card issuers. We, PNC Bank and MBNA are excited about the future for the financial services products we provide to our membership. We'll be working with both parties to assure we continue to deliver excellent value and service for 36 million AAA members in the United States."

MBNA Corporation (NYSE: KRB), a bank holding company and parent of MBNA America Bank, N.A., a national bank, has \$56.3 billion in managed loans. MBNA, the largest independent credit card lender in the world, also provides retail

deposit, consumer loan, and insurance products.

PNC Bank Corp., headquartered in Pittsburgh, is one of the largest diversified financial services organizations in the United States. Its major businesses include National Consumer Banking, Regional Community Banking, Private Banking, Secured Lending, Asset Management and Servicing, Corporate Banking and Mortgage Banking.

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Visit PNC Bank on the World Wide Web at <http://www.pncbank.com> Our SEC reports, accessible on our website, identify factors that can affect forward-looking statements.