I. CHANGE IN NUMBER OF SHARES OUTSTANDING

INDICATE ANY CHANGE (INCREASE OR DECREASE) OF 5% OR MORE IN THE NUMBER OF SHARES OUTSTANDING:

1. TITLE OF SECURITY: $1.80 CUMULATIVE CONVERTIBLE PREFERRED STOCK - SERIES A
2. NUMBER OF SHARES OUTSTANDING BEFORE THE CHANGE: 23,477
3. NUMBER OF SHARES OUTSTANDING AFTER THE CHANGE: 20,069
4. EFFECTIVE DATE OF CHANGE: 8-31-94
5. METHOD OF CHANGE:
   SPECIFY METHOD (SUCH AS MERGER, ACQUISITION, EXCHANGE, DISTRIBUTION, STOCK SPLIT, REVERSE SPLIT, ACQUISITION OF STOCK FOR TREASURY, ETC.)
   CONVERSION

GIVE BRIEF DESCRIPTION OF TRANSACTION

SHARES OF SERIES A WERE SUBMITTED FOR CONVERSION INTO SHARES OF PNC BANK CORP. COMMON STOCK

II. CHANGE IN NAME OF ISSUER

1. NAME PRIOR TO CHANGE ____________________________________________________________
2. NAME AFTER CHANGE ____________________________________________________________
3. EFFECTIVE DATE OF CHARTER AMENDMENT CHANGING NAME __________________________
4. DATE OF SHAREHOLDER APPROVAL OF CHANGE, IF REQUIRED __________________________

DATE: SEPTEMBER 1, 1994

ROBERT L. HAUNCHILD
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(Officer's Signature and title)
ROBERT L. HAUNCHILD
Senior Vice President and
Chief Financial Officer