# 9191



Comptroller of the Currency Administrator of National Banks

Northeastern District 1114 Avenue of the Americas, Suite 3900 New York, New York 10036

December 23, 1997

James S. Keller, Esq.
Chief Regulatory Counsel
PNC Bank Corp.
249 Fifth Avenue
One PNC Plaza, 21st Floor
Pittsburgh, Pennsylvania 15222-2707

Dear Mr. Keller:

This letter is the official certification of the Office of the Comptroller of the Currency (OCC) to merge PNC Bank, Ohio, National Association, Cincinnati, Ohio (Charter Number 16416), PNC Bank, Kentucky, Inc., Louisville, Kentucky, and PNC Bank, Indiana, Inc., New Albany, Indiana, with and into PNC Bank, National Association, Pittsburgh, Pennsylvania, effective as of December 31, 1997. The resulting bank title is PNC Bank, National Association, and the charter number is 1316.

This is also the official authorization given to PNC Bank, National Association, to operate the main offices of the three merging and their respective branches, as branches of PNC Bank, National Association. The former main office location of PNC Bank, Ohio, National Association, and the two former state chartered banks and their branches are authorized as branches of PNC Bank, National Association, in Attachment A.

Please return the original charter certificate for PNC Bank, Ohio, National Association, Charter Number 16416, so that we may close our files on the inactive institution.

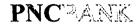
Very truly yours,

Licensing Manager
Charter No.: 1316

Control No.: 97 NE 02 046

\*\*OCC SEAL\*\*

Attachment



May 5, 1998

Ms. Sandra Perry Kentucky Secretary of State P.O. Box 718 Frankfort, KY 40602-0719

Re: PNC Bank, Kentucky, Inc.

Dear Ms. Perry:

Enclosed for your records is a copy of an official certification letter of the Office of the Comptroller of the Currency of the merger of PNC Bank, Kentucky, Inc. with and inio PNC Bank, National Association, effective December 31, 1997.

If any additional documentation is required, please feel free to contact me.

Very truly yours,

James S. Keller

JSK/dmt Enclosure

cc. Martha Ziskind (w/encl.)

Ms. Sandra Perry Kentucky Secretary of State P.O Box 718 Frankfort, KY 40502-0718