

PNC FINANCIAL SERVICES GROUP INC

Form S-4/A

November 20, 2008

**Table of Contents**

**As filed with the Securities and Exchange Commission on November 19, 2008**

**Registration No. 333-155248**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Amendment No. 1**

**to  
Form S-4**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**THE PNC FINANCIAL SERVICES GROUP, INC.**  
*(Exact name of registrant as specified in its charter)*

**Pennsylvania**  
*(State or other  
jurisdiction of incorporation)*

**6712**  
*(Primary Standard Industrial  
Classification Code Number)*

**25-1435979**  
*(I.R.S. Employer  
Identification Number)*

**One PNC Plaza  
249 Fifth Avenue  
Pittsburgh, Pennsylvania 15222-2707  
(412) 762-2000**

*(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)*

**Richard J. Johnson  
Chief Financial Officer  
One PNC Plaza  
249 Fifth Avenue  
Pittsburgh, Pennsylvania 15222-2707  
(412) 762-2000**

*(Name, Address, including Zip Code, and Telephone Number, including Area Code, of Agent for Service)*

**H. Rodgin Cohen, Esq.**  
**Andrew D. Soussloff, Esq.**  
**Donald J. Toumey, Esq.**  
**Sullivan & Cromwell LLP**  
**125 Broad Street**  
**New York, NY 10004**  
**(212) 558-4000**

*With copies to:*  
**David L. Zoeller, Esq.**  
**General Counsel &**  
**Secretary**  
**National City Corporation**  
**1900 East Ninth Street**  
**Cleveland, OH 44114**  
**(216) 222-2000**

**Edward D. Herlihy, Esq.**  
**Lawrence S. Makow, Esq.**  
**Nicholas G. Demmo, Esq.**  
**Wachtell, Lipton, Rosen & Katz**  
**51 West 52nd Street**  
**New York, New York 10019**  
**(212) 403-1000**

**Approximate date of commencement of the proposed sale of the securities to the public:** As soon as practicable after this Registration Statement becomes effective and upon completion of the merger described in the enclosed document.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such dates as the Commission, acting pursuant to said Section 8(a), may determine.**

---

**Table of Contents**

Information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold prior to the time the registration statement becomes effective. This document shall not constitute an offer to sell nor shall there be any sale of these securities in any jurisdiction in which such offer or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

**PRELIMINARY SUBJECT TO COMPLETION DATED NOVEMBER 19, 2008****MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT**

Dear Shareholder:

On October 24, 2008, The PNC Financial Services Group, Inc. and National City Corporation announced a strategic business combination in which National City will merge with and into PNC. If the merger is completed, holders of National City common stock will have a right to receive 0.0392 of a share of PNC common stock for each share of National City common stock held immediately prior to the merger. In connection with the merger, and based on the assumptions described in more detail in this document, PNC expects to issue approximately 93.0 million shares of PNC common stock and 1,500 shares of PNC preferred stock (the terms of which are described starting on page [ ]).

**The number of shares of PNC common stock that National City stockholders will receive in the merger for each share of National City common stock is fixed. The dollar value of the consideration National City stockholders will receive in the merger will change depending on changes in the market price of PNC common stock and will not be known at the time you vote on the merger.** The following table shows the closing sale prices of PNC common stock and National City common stock as reported on the New York Stock Exchange on October 23, 2008, the last trading day before public announcement of the merger, and on [ ], 2008, the last practicable trading day before the distribution of this document. This table also shows the implied value of the merger consideration proposed for each share of National City common stock, which we calculated by multiplying the closing price of PNC common stock on those dates by 0.0392, the exchange ratio.

	<b>PNC Common Stock</b>	<b>National City Common Stock</b>	<b>Implied Value of One Share of National City Common Stock</b>
At October 23, 2008	\$ 56.88	\$ 2.75	\$ 2.23
At [ ], 2008	\$ [ ]	\$ [ ]	\$ [ ]

The merger is intended to be treated as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, and holders of National City common stock are not expected to recognize any gain or loss for United States federal income tax purposes on the exchange of shares of National City common stock for shares of

PNC common stock in the merger, except with respect to any cash received instead of fractional shares of PNC common stock.

The market prices of both PNC common stock and National City common stock will fluctuate before the merger. You should obtain current stock price quotations for PNC common stock and National City common stock before you vote. PNC common stock is quoted on the NYSE under the symbol PNC. National City common stock is quoted on the NYSE under the symbol NCC.

At a special meeting of PNC shareholders, PNC shareholders will be asked to vote on the issuance of PNC common stock in the merger and certain other matters. The stock issuance proposal requires the affirmative vote of a majority of the votes cast by all shareholders entitled to vote thereon in favor of such proposal.

At a special meeting of National City stockholders, holders of National City common stock will be asked to vote on the adoption of the merger agreement and certain other matters. Adoption of the merger agreement requires the affirmative vote of the holders of a majority of the outstanding shares of National City common stock entitled to vote.

Holders of National City preferred stock and holders of depositary shares representing National City preferred stock are not entitled to and are not being requested to vote at the National City special meeting.

**The PNC board of directors recommends that PNC shareholders vote FOR the proposal to issue shares of PNC common stock in the merger.**

**The National City board of directors recommends that National City common stockholders vote FOR adoption of the merger agreement.**

This document describes the special meetings, the merger, the documents related to the merger and other related matters. **Please carefully read this entire document, including Risk Factors beginning on page [ ] for a discussion of the risks relating to the proposed merger and owning PNC common stock after the merger.** You also can obtain information about our companies from documents that each of us has filed with the Securities and Exchange Commission.

JAMES E. ROHR  
Chairman and Chief Executive Officer  
The PNC Financial Services Group, Inc.

PETER E. RASKIND  
Chairman, President and Chief Executive Officer  
National City Corporation

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved the PNC common stock or preferred stock to be issued under this document or determined if this document is accurate or adequate. Any representation to the contrary is a criminal offense.**

**The securities to be issued in the merger are not savings and deposit accounts and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.**

The date of this document is [ ], 2008, and it is first being mailed or otherwise delivered to PNC shareholders and National City stockholders on or about [ ], 2008.

---

**Table of Contents**

[ ], 2008

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

**to be held on [ ], 2008**

The PNC Financial Services Group, Inc., or PNC, will hold a special meeting of shareholders in Pittsburgh, Pennsylvania on the 15th Floor of One PNC Plaza, 249 Fifth Avenue, at 9:30 a.m., local time, on [ ], 2008 to consider and vote upon the following matters:

a proposal to approve the issuance of shares of PNC common stock as contemplated by the Agreement and Plan of Merger, dated as of October 24, 2008, by and between The PNC Financial Services Group, Inc. and National City Corporation, as such agreement may be amended from time to time;

a proposal to approve the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies, in the event that there are not sufficient votes at the time of the special meeting to approve the foregoing proposal.

The PNC board of directors has fixed the close of business on November 14, 2008, as the record date for the special meeting. Only PNC shareholders of record at that time are entitled to notice of, and to vote at, the special meeting, or any adjournment or postponement of the special meeting. Holders of PNC common stock, \$1.80 Cumulative Convertible Preferred Stock, Series A, referred to as Series A Preferred Stock, \$1.80 Cumulative Convertible Preferred Stock, Series B, referred to as Series B Preferred Stock, \$1.60 Cumulative Convertible Preferred Stock, Series C, referred to as Series C Preferred Stock, and \$1.80 Cumulative Convertible Preferred Stock, Series D, referred to as Series D Preferred Stock, vote together without regard to class and will be entitled to vote at the special meeting. In this document, we refer to the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock collectively as the Voting Preferred Stock. Approval of the issuance of PNC common stock requires the affirmative vote of a majority of the votes cast by all shareholders entitled to vote thereon, assuming a quorum.

Whether or not you plan to attend the special meeting, please submit your proxy with voting instructions. Please vote as soon as possible by accessing the internet site listed on the PNC proxy card, by calling the toll-free number listed on the PNC proxy card, or by submitting your proxy card by mail. To submit your proxy by mail, please complete, sign, date and return the accompanying proxy card in the enclosed self-addressed, stamped envelope. This will not prevent you from voting in person, but it will help to secure a quorum and avoid added solicitation costs. Any holder of PNC common stock who is present at the special meeting may vote in person instead of by proxy, thereby canceling any previous proxy. In any event, a proxy may be revoked in writing at any time before the special meeting in the manner described in the accompanying document.

**The PNC board of directors has approved the merger and the merger agreement and recommends that PNC shareholders vote FOR approval of the issuance of common stock in the merger and FOR the adjournment of the PNC special meeting if necessary or appropriate to permit further solicitation of proxies.**

BY ORDER OF THE BOARD OF DIRECTORS,

George P. Long, III  
*Corporate Secretary*

**YOUR VOTE IS IMPORTANT. PLEASE VOTE YOUR SHARES PROMPTLY, REGARDLESS OF WHETHER YOU PLAN TO ATTEND THE SPECIAL MEETING.**

---

**Table of Contents**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

National City Corporation, or National City, will hold a special meeting of stockholders at [ ] at [ ], local time, on [ ], 2008 to consider and vote upon the following matters:

a proposal to adopt the Agreement and Plan of Merger, dated as of October 24, 2008, by and between The PNC Financial Services Group, Inc. and National City Corporation, as such agreement may be amended from time to time, pursuant to which National City will merge with and into PNC, with PNC surviving the merger; and

a proposal to approve the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies, in the event that there are not sufficient votes at the time of the special meeting to adopt the foregoing proposal.

If the merger is completed, holders of National City common stock will receive 0.0392 of a share of PNC common stock for each share of National City common stock held immediately prior to the merger. Upon completion of the merger, each share of National City preferred stock issued and outstanding immediately prior to completion of the merger will be automatically converted into a share of PNC preferred stock having terms substantially identical to the terms of the relevant series of National City preferred stock. A copy of the merger agreement is included as **Appendix A** to the enclosed document and incorporated therein by reference.

The National City board of directors has fixed the close of business on November 14, 2008 as the record date for the special meeting. Only National City common shareholders of record at that time are entitled to notice of, and to vote at, the special meeting, or any adjournment or postponement of the special meeting. In order for the merger to be approved, the holders of at least a majority of the National City common shares outstanding and entitled to vote thereon must vote in favor of adoption of the merger agreement.

**Regardless of whether you plan to attend the special meeting, please submit your proxy with voting instructions. Please vote as soon as possible by accessing the internet site listed on the National City proxy card, by calling the toll-free number listed on the National City proxy card or by submitting your proxy card by mail.** If you hold your stock in street name through a bank or broker, you must direct your bank or broker to vote in accordance with the instruction form included with these materials and forwarded to you by your bank or broker. This voting instruction form provides instructions on voting by mail, telephone or the internet at [www.cesvote.com](http://www.cesvote.com). This will not prevent you from voting in person, but it will help to secure a quorum and avoid added solicitation costs. Any holder of National City common stock who is present at the special meeting may vote in person instead of by proxy, thereby canceling any previous proxy. In any event, a proxy may be revoked in writing at any time before the special meeting in the manner described in the accompanying document.

Holders of National City preferred stock and holders of depositary shares representing National City preferred stock are not entitled to and are not being requested to vote at the special meeting.

**The National City board of directors, at a meeting duly called, approved the merger and the merger agreement and recommends that National City common shareholders vote FOR adoption of the merger agreement and FOR the adjournment of the National City special meeting if necessary or appropriate to permit further solicitation of proxies.**

**Please do not send any stock certificates at this time.**



BY ORDER OF THE BOARD OF DIRECTORS,

David L. Zoeller  
*Secretary*

[        ], 2008

**YOUR VOTE IS IMPORTANT. PLEASE VOTE YOUR SHARES PROMPTLY, REGARDLESS OF  
WHETHER YOU PLAN TO ATTEND THE SPECIAL MEETING.**

---

**Table of Contents**

**REFERENCES TO ADDITIONAL INFORMATION**

This document incorporates by reference important business and financial information about PNC and National City from documents that are not included in or delivered with this document. You can obtain documents incorporated by reference in this document, other than certain exhibits to those documents, free of charge through the Securities and Exchange Commission website (<http://www.sec.gov>) or by requesting them in writing or by telephone from the appropriate company at the following addresses:

**The PNC Financial Services Group, Inc.**

One PNC Plaza  
249 Fifth Avenue  
Pittsburgh, Pennsylvania 15222-2707  
Attention: Investor Relations  
(800) 843-2206  
Email: [investor.relations@pnc.com](mailto:investor.relations@pnc.com)

**National City Corporation**

1900 East Ninth Street, Locator 01-2229  
Cleveland, Ohio 44114  
Attention: Investor Relations  
Telephone: (800) 622-4204

*You will not be charged for any of these documents that you request. National City stockholders and PNC shareholders requesting documents should do so by [ ], 2008, in order to receive them before their respective special meetings.*

You should rely only on the information contained or incorporated by reference into this document. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this document. This document is dated [ ], 2008, and you should assume that the information in this document is accurate only as of such date. You should assume that the information incorporated by reference into this document is accurate as of the date of such document. Neither the mailing of this document to National City stockholders or PNC shareholders nor the issuance by PNC of shares of PNC common stock in connection with the merger will create any implication to the contrary.

Information on the websites of PNC or National City, or any subsidiary of PNC or National City, is not part of this document. You should not rely on that information in deciding how to vote.

**This document does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction. Information contained in this document regarding National City has been provided by National City and information contained in this document regarding PNC has been provided by PNC.**

See Where You Can Find More Information on page [ ].

---

**Table of Contents****TABLE OF CONTENTS**

	<b>Page</b>
<u>QUESTIONS AND ANSWERS</u>	iii
<u>SUMMARY</u>	1
<u>SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA OF PNC</u>	9
<u>SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA OF NATIONAL CITY</u>	11
<u>UNAUDITED SELECTED PRO FORMA COMBINED FINANCIAL INFORMATION</u>	12
<u>COMPARATIVE PER SHARE DATA</u>	13
<u>RISK FACTORS</u>	14
<u>CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS</u>	18
<u>THE PNC SPECIAL MEETING</u>	19
<u>Matters to Be Considered</u>	19
<u>Proxies</u>	19
<u>Solicitation of Proxies</u>	20
<u>Record Date</u>	20
<u>Quorum</u>	20
<u>Vote Required</u>	20
<u>Participants in a PNC 401(k) Plan</u>	21
<u>Recommendation of the PNC Board of Directors</u>	21
<u>Attending the Meeting</u>	21
<u>THE NATIONAL CITY SPECIAL MEETING</u>	22
<u>Matters to Be Considered</u>	22
<u>Proxies</u>	22
<u>Solicitation of Proxies</u>	23
<u>Record Date</u>	23
<u>Voting Rights and Vote Required</u>	23
<u>Participants in the National City Savings and Investment Plan</u>	24
<u>Recommendation of the National City Board of Directors</u>	24
<u>Attending the Meeting</u>	24
<u>INFORMATION ABOUT THE COMPANIES</u>	25
<u>The PNC Financial Services Group, Inc.</u>	25
<u>National City Corporation</u>	25
<u>RECENT DEVELOPMENTS</u>	26
<u>TARP Capital Purchase Program</u>	26
<u>UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION</u>	27
<u>THE MERGER</u>	40
<u>Background of the Merger</u>	40
<u>National City's Reasons for the Merger; Recommendation of the National City Board of Directors</u>	46
<u>PNC's Reasons for the Merger; Recommendation of the PNC Board of Directors</u>	48
<u>Opinion of National City's Financial Advisor</u>	50
<u>Opinion of PNC's Financial Advisors to the PNC Board of Directors</u>	55
<u>PNC Board of Directors Following Completion of the Merger</u>	70
<u>Public Trading Markets</u>	71
<u>National City Stockholders Do Not Have Dissenters' Appraisal Rights in the Merger</u>	71
<u>Regulatory Approvals Required for the Merger</u>	71

<u>Litigation Related to the Merger</u>	72
<u>Interests of Certain National City Directors and Executive Officers in the Merger</u>	73
Potential for Future Capital Raising Activity	75
<u>THE MERGER AGREEMENT</u>	76
<u>Terms of the Merger</u>	76
<u>Treatment of National City Stock Options, Restricted Shares, Deferred Shares and Other Equity-Based Awards</u>	76

---

**Table of Contents**

	<b>Page</b>
<u>Treatment of National City Preferred Stock and Warrants</u>	77
<u>Closing and Effective Time of the Merger</u>	77
<u>Conversion of Shares; Exchange of Certificates</u>	78
<u>Representations and Warranties</u>	79
<u>Covenants and Agreements</u>	80
<u>Reasonable Best Efforts of National City and PNC to Obtain the Required Shareholder Votes</u>	82
<u>Agreement Not to Solicit Other Offers</u>	83
<u>Employee Matters</u>	84
<u>Indemnification and Insurance</u>	84
<u>Conditions to the Merger</u>	85
<u>Termination of the Merger Agreement</u>	86
<u>Effect of Termination</u>	86
<u>Expenses and Fees</u>	86
<u>Amendment, Waiver and Extension of the Merger Agreement</u>	86
<u>Voting Agreement</u>	87
<b><u>STOCK OPTION AGREEMENT</u></b>	88
<b><u>DESCRIPTION OF NEW PNC PREFERRED STOCK</u></b>	91
<b><u>PNC 9.875% Fixed-To-Floating Rate Non-Cumulative Preferred Stock, Series L</u></b>	91
<b><u>Description of the Series L Depositary Shares</u></b>	94
<b><u>PNC Non-Cumulative Perpetual Preferred Stock, Series M</u></b>	95
<b><u>ACCOUNTING TREATMENT OF THE MERGER</u></b>	98
<b><u>UNITED STATES FEDERAL INCOME TAX CONSEQUENCES OF THE MERGER</u></b>	98
<b><u>Tax Consequences of the Merger Generally</u></b>	99
<b><u>Cash Instead of a Fractional Share</u></b>	100
<b><u>Backup Withholding</u></b>	100
<b><u>IRS Notice 2008-83</u></b>	100
<b><u>COMPARISON OF SHAREHOLDERS' RIGHTS</u></b>	100
<b><u>COMPARATIVE MARKET PRICES AND DIVIDENDS</u></b>	107
<b><u>LEGAL MATTERS</u></b>	108
<b><u>EXPERTS</u></b>	108
<b><u>DEADLINES FOR SUBMITTING SHAREHOLDER PROPOSALS AND OTHER MATTERS</u></b>	108
<b><u>SHAREHOLDERS SHARING AN ADDRESS</u></b>	110
<b><u>COMMISSION POSITION ON INDEMNIFICATION FOR SECURITIES ACT LIABILITIES</u></b>	110
<b><u>WHERE YOU CAN FIND MORE INFORMATION</u></b>	110
<b><u>PNC SEC Filings</u></b>	111
<b><u>National City SEC Filings</u></b>	111

**APPENDICES**

APPENDIX A Agreement and Plan of Merger, dated as of October 24, 2008, by and between The PNC Financial Services Group, Inc. and National City Corporation	A-1
APPENDIX B Stock Option Agreement, dated as of October 24, 2008, between National City Corporation and The PNC Financial Services Group, Inc.	B-1
APPENDIX C Opinion of Goldman, Sachs & Co.	C-1
APPENDIX D Opinion of Citigroup Global Markets Inc.	D-1
APPENDIX E Opinion of J.P. Morgan Securities Inc.	E-1
<b><u>EX-4.1: FORM OF STATEMENT</u></b>	

EX-4.2: FORM OF STATEMENT

EX-4.3: DEPOSIT AGREEMENT

EX-5.1: OPINION OF GEORGE P. LONG, III

EX-8.1: OPINION OF SULLIVAN & CROMWELL LLP

EX-8.2: OPINION OF WACHTELL, LIPTON, ROSEN & KATZ

EX-23.2: CONSENT OF ERNST & YOUNG LLP

EX-23.3: CONSENT OF DELOITTE & TOUCHE LLP

EX-23.4: CONSENT OF PRICEWATERHOUSECOOPERS LLP

EX-23.5: CONSENT OF DELOITTE & TOUCHE LLP

EX-24.1: POWERS OF ATTORNEY

EX-99.3: FORM OF PROXY CARD

EX-99.4: FORM OF PROXY CARD

EX-99.5: CONSENT OF GOLDMAN, SACHS & CO.

EX-99.6: CONSENT OF CITIGROUP GLOBAL MARKETS INC.

EX-99.7: CONSENT OF J.P. MORGAN SECURITIES INC.

**Table of Contents**

**QUESTIONS AND ANSWERS**

*The following are answers to certain questions that you may have regarding the special meeting. We urge you to read carefully the remainder of this document because the information in this section may not provide all that might be important to you in determining how to vote. Additional important information is also contained in the appendices to, and the documents incorporated by reference in, this document.*

**Q: What are holders of National City common stock being asked to vote on?**

A: Holders of National City common stock are being asked to vote on the adoption of the merger agreement and to approve the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies in favor of adoption of the merger agreement.

**Q: What are holders of PNC common stock being asked to vote on?**

A: PNC shareholders are being asked to vote on the issuance of shares of PNC common stock in the merger and to approve the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the issuance of shares of PNC common stock in the merger.

**Q: What do holders of National City common stock need to do now?**

A: After you have carefully read this document and have decided how you wish to vote your shares, please vote your shares promptly. Please vote as soon as possible by accessing the internet site listed on the National City proxy card, by calling the toll-free number listed on the National City proxy card or by mailing your proxy card. If you hold your stock in street name through a bank or broker, you must direct your bank or broker to vote in accordance with the instruction form included with these materials and forwarded to you by your bank or broker. This voting instruction form provides instructions on voting by mail, telephone or the internet at [www.cesvote.com](http://www.cesvote.com). Submitting your proxy by internet, telephone or mail or directing your bank or broker to vote your shares will ensure that your shares are represented and voted at the National City special meeting. If you would like to attend the National City special meeting, see *Can I attend the National City special meeting and vote my shares in person?*

**Q: What do PNC shareholders need to do now?**

A: After you have carefully read this document and have decided how you wish to vote your shares, please vote promptly by accessing the internet site listed on your proxy card, by calling the toll-free number listed on your proxy card or by submitting your proxy card by mail. If you hold your stock in street name through a bank or broker, you must direct your bank or broker to vote in accordance with the instructions you have received from your bank or broker. Submitting your proxy by internet, telephone or mail or directing your bank or broker to vote your shares will ensure that your shares are represented and voted at the PNC special meeting; see *Can I attend the PNC special meeting and vote my shares in person?*

**Q: Why is my vote as a holder of National City common stock important?**

A: If you do not vote by proxy, telephone or internet or vote in person at the National City special meeting, it will be more difficult for National City to obtain the necessary quorum to hold its special meeting. In addition, your failure to vote, by proxy, telephone, internet or in person, will have the same effect as a vote against adoption of

the merger agreement. The merger agreement must be adopted by the holders of a majority of the outstanding shares of National City common stock entitled to vote at the special meeting. **The National City board of directors recommends that you vote to adopt the merger agreement.**

**Q: Why is my vote as a PNC shareholder important?**

A: If you do not vote by proxy, telephone or internet or vote in person at the PNC special meeting, it will be more difficult for PNC to obtain the necessary quorum to hold its special meeting. In addition, the proposal to issue PNC common stock in the merger requires the affirmative vote of a majority of the votes cast by all shareholders entitled to vote thereon, assuming a quorum. **The PNC board of directors recommends that you vote to approve the issuance of the common stock in the merger.**



**Table of Contents**

**Q: If my shares are held in street name by my broker, will my broker automatically vote my shares for me?**

A: *No.* Your broker cannot vote your shares without instructions from you. You should instruct your broker as to how to vote your shares, following the directions your broker provides to you. Please check the voting form used by your broker. Without instructions, your shares will not be voted, which will have the effect described below.

**Q: What if I abstain from voting or fail to instruct my broker?**

A: If you are a holder of National City common stock and you abstain from voting or fail to instruct your broker to vote your shares and the broker submits an unvoted proxy, referred to as a broker non-vote, the abstention or broker non-vote will be counted toward a quorum at the National City special meeting, but it will have the same effect as a vote against adoption of the merger agreement. With respect to the proposal to adjourn the special meeting if necessary or appropriate in order to solicit additional proxies, an abstention will have the same effect as a vote against the proposal. If you fail to instruct your broker to vote your shares your broker may vote your shares in its discretion on this proposal.

If you are a PNC shareholder, an abstention or broker non-vote will be counted toward a quorum at the PNC special meeting. Abstentions from voting, as well as broker non-votes, are not treated as votes cast and, therefore, will have no effect on the proposal to approve the issuance of shares of PNC common stock in the merger, assuming a quorum.

**Q: Can I attend the National City special meeting and vote my shares in person?**

A: *Yes.* All holders of National City common stock, including stockholders of record and stockholders who hold their shares through banks, brokers, nominees or any other holder of record, are invited to attend the National City special meeting. Holders of record of National City common stock as of the record date can vote in person at the National City special meeting. If you are not a stockholder of record, you must obtain a proxy, executed in your favor, from the record holder of your shares, such as a broker, bank or other nominee, to be able to vote in person at the National City special meeting. If you plan to attend the National City special meeting, you must hold your shares in your own name or have a letter from the record holder of your shares confirming your ownership and you must bring a form of personal photo identification with you in order to be admitted. National City reserves the right to refuse admittance to anyone without proper proof of share ownership or without proper photo identification.

**Q: Can I attend the PNC special meeting and vote my shares in person?**

A: *Yes.* All holders of PNC common stock, \$1.80 Cumulative Convertible Preferred Stock, Series A, or Series A Preferred Stock, \$1.80 Cumulative Convertible Preferred Stock, Series B, or Series B Preferred Stock, \$1.60 Cumulative Convertible Preferred Stock, Series C, or Series C Preferred Stock, and \$1.80 Cumulative Convertible Preferred Stock, Series D, or Series D Preferred Stock, the preferred stock known collectively in this document as the Voting Preferred Stock, including shareholders of record and shareholders who hold their shares through banks, brokers, nominees or any other holder of record, are invited to attend the PNC special meeting. Holders of PNC common stock and Voting Preferred Stock can vote in person at the PNC special meeting. Please detach the attached admission ticket from your proxy card and bring it to the special meeting. The ticket will admit you and one other person. If you hold your PNC shares in an account at a brokerage firm or bank, your name will not appear on our shareholder list. Please bring an account statement or a letter from your broker showing your PNC shareholdings. Please show this documentation at the meeting registration desk to attend the meeting. Everyone who attends the special meeting must abide by the rules for the conduct of the meeting. These

rules will be printed on the meeting agenda.

**Q: Will National City be required to submit the merger agreement to its stockholders even if the National City board of directors has withdrawn, modified or qualified its recommendation?**

A: *Yes.* Unless the merger agreement is terminated before the National City special meeting, National City is required to submit the merger agreement to its stockholders even if the National City board of directors

**Table of Contents**

has withdrawn, modified or qualified its recommendation, consistent with the terms of the merger agreement.

**Q: Will PNC be required to submit the proposal to issue shares of PNC common stock in the merger to its shareholders even if the PNC board of directors has withdrawn, modified or qualified its recommendation?**

A: *Yes.* Unless the merger agreement is terminated before the PNC special meeting, PNC is required to submit the proposal to issue shares of PNC common stock in the merger to its shareholders even if the PNC board of directors has withdrawn, modified or qualified its recommendation, consistent with the terms of the merger agreement.

**Q: Is the merger expected to be taxable to National City stockholders?**

A: *Generally, no.* The merger is intended to be treated as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, which we refer to as the Code, and holders of National City common stock are not expected to recognize any gain or loss for United States federal income tax purposes on the exchange of shares of National City common stock for shares of PNC common stock in the merger, except with respect to cash received instead of fractional shares of PNC common stock. You should read *United States Federal Income Tax Consequences of the Merger* beginning on page [ ] for a more complete discussion of the United States federal income tax consequences of the merger. Tax matters can be complicated and the tax consequences of the merger to you will depend on your particular tax situation. **You should consult your tax advisor to determine the tax consequences of the merger to you.**

**Q: If I am a holder of National City common stock, can I change or revoke my vote?**

A: *Yes.* Regardless of the method you used to cast your vote, if you are a holder of record, you may change your vote by signing and returning a new proxy card with a later date, by calling the toll-free number listed on the National City proxy card or by accessing the internet site listed on the National City proxy card by 6:00 a.m. Eastern time on [ ], 2008 or by attending the National City special meeting and voting by ballot at the special meeting.

If you are a National City stockholder of record and wish to revoke rather than change your vote, you must send written, signed revocation to National City's Secretary, which must be received by 6:00 a.m. Eastern time on [ ], 2008. You must include your control number.

If you hold your shares in street name, and wish to change or revoke your vote, please refer to the information on the voting instruction form included with these materials and forwarded to you by your bank, broker or other holder of record to see your voting options.

Any holder of National City common stock entitled to vote in person at the National City special meeting may vote in person regardless of whether a proxy has been previously given, but the mere presence of a shareholder at the special meeting will not constitute revocation of a previously given proxy.

**Q: If I am a PNC shareholder, can I change my vote?**

A: *Yes.* You may revoke any proxy at any time before it is voted by signing and returning a proxy card with a later date, delivering a written revocation letter pursuant to the instructions below, or by attending the PNC special meeting in person, notifying the Corporate Secretary and voting by ballot at the special meeting. PNC shareholders may send their written revocation letter to The PNC Financial Services Group, Inc., Attention:

Edgar Filing: PNC FINANCIAL SERVICES GROUP INC - Form S-4/A

Corporate Secretary, One PNC Plaza, 249 Fifth Avenue, Pittsburgh, Pennsylvania 15222-2707. If you have voted your shares by telephone or through the internet, you may revoke your prior telephone or internet vote by recording a different vote using telephone or internet voting, or by signing and returning a proxy card dated as of a date that is later than your last telephone or internet vote.

Any shareholder entitled to vote in person at the PNC special meeting may vote in person regardless of whether a proxy has been previously given, but the mere presence (without notifying the Corporate

**Table of Contents**

Secretary of PNC) of a shareholder at the special meeting will not constitute revocation of a previously given proxy.

**Q: If I am a holder of National City common stock with shares represented by stock certificates, should I send in my National City stock certificates now?**

A: *No.* You should not send in your National City stock certificates at this time. After completion of the merger, PNC will send you instructions for exchanging National City stock certificates for the merger consideration. The shares of PNC stock National City stockholders receive in the merger will be issued in book-entry form. Please do not send in your stock certificates with your proxy card.

**Q: What should I do if I hold my shares of National City common stock in book-entry form?**

A: You are not required to take any specific actions if your shares of National City common stock are held in book-entry form. After the completion of the merger, shares of National City common stock held in book-entry form will automatically be exchanged for shares of PNC common stock in book-entry form and cash to be paid instead of fractional shares of PNC common stock.

**Q: When do you expect to complete the merger?**

A: We currently expect to complete the merger on December 31, 2008. However, we cannot assure you when or if the merger will occur. We must first obtain the approvals of National City stockholders and PNC shareholders at the special meetings and the required regulatory approvals described below in *Regulatory Approvals Required for the Merger*.

**Q: Whom should I call with questions?**

A: National City stockholders should call National City Investor Relations toll-free at (800) 622-4204 or Georgeson Inc., National City's proxy solicitor, toll-free at (800) 903-4377 (Banks and Brokers call: (212) 440-9800) about the merger and related transactions. PNC shareholders should call D.F. King & Co., PNC's proxy solicitor, toll-free at (888) 628-1041 or collect at (212) 269-5550.

**Table of Contents**

**SUMMARY**

**This summary highlights the material information from this document. It may not contain all of the information that is important to you. We urge you to carefully read the entire document and the other documents to which we refer in order to fully understand the merger and the related transactions. See [Where You Can Find More Information](#) on page [ ]. Each item in this summary refers to the page of this document on which that subject is discussed in more detail. We have included page references parenthetically to direct you to a more complete description of the topics presented in this summary.**

**In the Merger, National City Stockholders Will Have a Right to Receive 0.0392 of a Share of PNC Common Stock per Share of National City Common Stock (page [ ])**

We are proposing the merger of National City with PNC. If the merger is completed, National City will merge into PNC, with PNC being the surviving company and National City common stock will no longer be publicly traded. Under the terms of the merger agreement, holders of National City common stock will have a right to receive 0.0392 of a share of PNC common stock for each share of National City common stock held immediately prior to the merger. PNC will not issue any fractional shares of PNC common stock in the merger. Instead, a holder of National City common stock who otherwise would have received a fraction of a share of PNC common stock will receive an amount in cash rounded to the nearest cent. This cash amount will be determined by multiplying the fraction of a share of PNC common stock to which the holder would otherwise be entitled by the average of the closing sale prices of PNC common stock on the New York Stock Exchange, or NYSE, for the five trading days immediately prior to the date on which the merger is completed.

*Example: If you hold 1,000 shares of National City common stock, you will have a right to receive 39 shares of PNC common stock and a cash payment instead of the 0.2 shares of PNC common stock that you otherwise would have received.*

The merger agreement between PNC and National City governs the merger. The merger agreement is included in this document as **Appendix A**. Please read the merger agreement carefully. All descriptions in this summary and elsewhere in this document of the terms and conditions of the merger are qualified by reference to the merger agreement.

**What Holders of National City Stock Options, Restricted Shares, Deferred Shares and Other Equity-Based Awards Will Receive (page [ ])**

At the effective time of the merger, each option to purchase National City common stock granted by National City that is then outstanding will vest and be converted automatically into an option for shares of PNC common stock, subject to, and in accordance with, the same terms and conditions that applied to the National City option before the effective time of the merger, except that the number of shares of PNC common stock subject to each such converted option will be equal to the product, rounded down to the nearest whole number of shares of PNC common stock, of (x) the number of shares of National City common stock subject to the corresponding National City stock option and (y) the exchange ratio of 0.0392. The exercise price for converted options will equal the applicable per share exercise price for the shares of National City common stock divided by the exchange ratio (rounded up to the nearest cent).

At the time of the merger, other stock-based awards of National City will be converted into a similar award of PNC with respect to PNC common stock generally on the same terms that applied to the National City award except the number of shares of PNC common stock subject to the new PNC award will equal the number of shares of National

City common stock subject to the award multiplied by the exchange ratio, rounded up to the nearest whole share.

At the time of the merger, each outstanding restricted share of National City common stock will vest and become free of restrictions and be converted into the right to receive the merger consideration and each outstanding deferred share of National City common stock will vest and be converted into the right to receive the merger consideration.

**Table of Contents**

**Treatment of National City Preferred Stock and Warrants in the Merger (page [ ])**

Upon completion of the merger, each share of National City preferred stock issued and outstanding immediately prior to completion of the merger will be automatically converted into a share of PNC preferred stock having terms substantially identical to the terms of the relevant series of National City preferred stock. We sometimes refer to the new PNC preferred stock to be issued or reserved for in the merger as the New PNC Preferred Stock.

Each outstanding share of National City 9.875% Fixed-To-Floating Rate Non-Cumulative Preferred Stock, Series F, is represented by depositary shares that are listed on the NYSE. Each depositary share represents a 1/4000th interest in a share of National City Series F Preferred Stock. Upon completion of the merger, PNC will assume the obligations of National City under the Deposit Agreement, dated as of January 30, 2008, between National City, Wilmington Trust Company as depositary, National City Bank as transfer agent and register and the holders from time to time of depositary shares. PNC will instruct Wilmington Trust Company as depositary under the deposit agreement referred to as the Series F Deposit Agreement, to treat the shares of New PNC Preferred Stock received by it in exchange for shares of National City Series F Preferred Stock as newly deposited securities under the Series F Deposit Agreement. In accordance with the terms of the Series F Deposit Agreement, the National City depositary shares will thereafter represent shares of PNC Preferred Stock. Such depositary shares will continue to be listed on the NYSE upon completion of the merger under a new name and traded under a new symbol.

Certain investors that acquired shares of National City common stock and warrants to purchase shares of National City common stock in a private placement in April 2008 will receive additional shares of National City common stock and cash payments in c