

PNC FINANCIAL SERVICES GROUP INC  
Form 10-K/A  
February 06, 2008  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 10-K/A**

**AMENDMENT NO. 2**

**Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the fiscal year ended December 31, 2006

Commission file number 001-09718

**THE PNC FINANCIAL SERVICES GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Pennsylvania**  
(State or other jurisdiction of incorporation or organization)  
**One PNC Plaza**  
**249 Fifth Avenue**  
**Pittsburgh, Pennsylvania 15222-2707**

**25-1435979**  
(I.R.S. Employer Identification No.)

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code - (412) 762-2000

Securities registered pursuant to Section 12(b) of the Act:

| <u>Title of Each Class</u>   | <u>Name of Each Exchange on Which Registered</u> |
|--|--|
| Common Stock, par value \$5.00   | New York Stock Exchange                          |
| \$1.60 Cumulative Convertible Preferred Stock-Series C, par value \$1.00 | New York Stock Exchange                          |
| \$1.80 Cumulative Convertible Preferred Stock-Series D, par value \$1.00 | New York Stock Exchange                          |
| Series G Junior Participating Preferred Share Purchase Rights            | New York Stock Exchange                          |

Securities registered pursuant to Section 12(g) of the Act:

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**\$1.80 Cumulative Convertible Preferred Stock - Series A, par value \$1.00**

**\$1.80 Cumulative Convertible Preferred Stock - Series B, par value \$1.00**

**8.25% Convertible Subordinated Debentures Due 2008**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if the disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the registrant's outstanding voting common stock held by nonaffiliates on June 30, 2006, determined using the per share closing price on that date on the New York Stock Exchange of \$70.17, was approximately \$20.6 billion. There is no non-voting common equity of the registrant outstanding.

Number of shares of registrant's common stock outstanding at February 16, 2007: 293,164,316

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the definitive Proxy Statement of The PNC Financial Services Group, Inc. to be filed pursuant to Regulation 14A for the annual meeting of shareholders to be held on April 24, 2007 ( Proxy Statement ) are incorporated by reference into Part III of this Form 10-K.

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FORM 10-K/A

AMENDMENT NO. 2

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| <b>EXPLANATORY NOTE</b>     |                                 |             |

The PNC Financial Services Group, Inc. ( "PNC" or the "Corporation" ) is filing this Amendment No. 2 to its Annual Report on Form 10-K for the year ended December 31, 2006 to correct the reporting dates related to the Report Of Independent Registered Public Accounting Firm included in Part II, Item 9A (b).

Except for Item 9A of Part II and Item 15 (a)(3) and (b) of Part IV, no other information in the Form 10-K is being amended by this Amendment. This Amendment continues to speak as of March 1, 2007, the date of the original filing of PNC's 2006 Annual Report on Form 10-K, as amended by Amendment No. 1 on Form 10-K/A dated February 4, 2008, and PNC has not updated the disclosure in this Amendment to speak as of any later date.

The original pagination used in the March 1, 2007 Form 10-K filing was retained in Amendment No. 1 and has been retained in this Amendment No. 2.

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**PART II**

**ITEM 9A CONTROLS AND PROCEDURES**

**(a) MANAGEMENT'S RESPONSIBILITY FOR INTERNAL CONTROL OVER FINANCIAL REPORTING**

The management of The PNC Financial Services Group, Inc. and subsidiaries ( "PNC" ) is responsible for establishing and maintaining effective internal control over financial reporting. The internal control system is augmented by written policies and procedures and by audits performed by an internal audit staff, which reports to the Audit Committee of the Board of Directors. Internal auditors test the operation of the internal control system and report findings to management and the Audit Committee, and appropriate corrective and other actions are taken to address identified control deficiencies and other opportunities for improving the system. The Audit Committee, composed solely of independent directors, provides oversight to management's conduct of the financial reporting process.

There are inherent limitations in the effectiveness of any system of internal control, including the possibility of human error and circumvention or overriding of controls. Accordingly, even effective internal control can provide only reasonable assurance with respect to the reliability of financial reporting and financial statement preparation. Further, because of changes in conditions, the effectiveness of internal control may vary over time.

We performed an evaluation under the supervision and with the participation of our management, including the Chairman and Chief Executive Officer and the Chief Financial Officer, of the effectiveness of PNC's internal control over financial reporting as of December 31, 2006. This assessment was based on criteria for effective internal control over financial reporting described in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management believes that PNC maintained effective internal control over financial reporting as of December 31, 2006.

Deloitte & Touche LLP, the Independent Registered Public Accounting Firm that audited the Consolidated Financial Statements included in this Report, has issued a report on management's assessment and on the effectiveness of PNC's internal control over financial reporting as of December 31, 2006. The report of Deloitte & Touche LLP follows.

**(b) REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders of

The PNC Financial Services Group, Inc.

Pittsburgh, Pennsylvania

We have audited management's assessment, included in the accompanying Management's Responsibility For Internal Control Over Financial Reporting that The PNC Financial Services Group, Inc. and subsidiaries (the "Company" ) maintained effective internal control over financial reporting as of December 31, 2006, based on criteria established in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on management's assessment and an opinion on the effectiveness of the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinions.

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A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, management's assessment that the Company maintained effective internal control over financial reporting as of December 31, 2006, is fairly stated, in all material respects, based on the criteria established in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2006, based on the criteria established in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet as of December 31, 2006 and the related consolidated statements of income, shareholders' equity and cash flows for the year then ended of the Company and our report dated March 1, 2007 (February 4, 2008 as to the effects of the restatement discussed in Note 1) expressed an unqualified opinion on those financial statements and included explanatory paragraphs regarding the Company's adoption of Statement of Financial Accounting Standard No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans - an amendment of FASB Statements No. 87, 88, 106, and 132(R)*, the Company's restatement discussed in Note 1 to the Consolidated Financial Statements and the Company's use of the equity method of accounting to recognize its investment in BlackRock, Inc.

/s/ Deloitte & Touche LLP

Pittsburgh, Pennsylvania

March 1, 2007

**(c) Internal Controls and Disclosure Controls and Procedures**

As of December 31, 2006, we performed an evaluation under the supervision and with the participation of our management, including the Chairman and Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures and of changes in our internal control over financial reporting.

Based on that evaluation, our management, including the Chairman and Chief Executive Officer and the Chief Financial Officer, concluded that our disclosure controls and procedures were effective as of December 31, 2006, and that there has been no change in internal control over financial reporting that occurred during the fourth quarter of 2006 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**PART IV**

**ITEM 15(a)(3) and (b) EXHIBITS**

Our exhibits listed on the Exhibit Index on pages E-1 through E-4 of this Amendment No. 2 on Form 10-K/A are filed with this Report or are incorporated herein by reference.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 2 on Form 10-K/A to the registrant's Annual Report on Form 10-K for the year ended December 31, 2006, as amended by Amendment No. 1 on Form 10-K/A, to be signed on its behalf by the undersigned, thereunto duly authorized.

**THE PNC FINANCIAL SERVICES GROUP, INC.**

*(Registrant)*

By: /s/ Richard J. Johnson  
Richard J. Johnson  
Chief Financial Officer  
February 5, 2008

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| Exhibit No. | Description  | Method of Filing +   |
|-------------|--|--|
| 2.1         | Agreement and Plan of Merger dated as of October 8, 2006 by and between Mercantile Bankshares Corporation and the Corporation  | Incorporated by reference to Exhibit 2.1 of the Corporation's Current Report on Form 8-K dated October 8, 2006, filed October 10, 2006 ( October 8, 2006 Form 8-K )                    |
| 3.1         | Articles of Incorporation of the Corporation, as amended and restated effective as of August 29, 2005  | Incorporated herein by reference to Exhibit 3.3 of the Corporation's Current Report on Form 8-K dated August 25, 2005 ( August 25, 2005 Form 8-K )                                     |
| 3.2         | By-Laws of the Corporation, as amended and restated effective as of December 14, 2005  | Incorporated herein by reference to Exhibit 3.5 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005 ( 3 <sup>rd</sup> Quarter 2005 Form 10-Q ) |
| 4.1         | There are no instruments with respect to long-term debt of the Corporation and its subsidiaries that involve securities authorized under the instrument in an amount exceeding 10 percent of the total assets of the Corporation and its subsidiaries on a consolidated basis. The Corporation agrees to provide the SEC with a copy of instruments defining the rights of holders of long-term debt of the Corporation and its subsidiaries on request. |  |
| 4.2         | Terms of \$1.80 Cumulative Convertible Preferred Stock, Series A   | Incorporated herein by reference to Exhibit 3.3 of the Corporation's August 25, 2005 Form 8-K  |
| 4.3         | Terms of \$1.80 Cumulative Convertible Preferred Stock, Series B   | Incorporated herein by reference to Exhibit 3.3 of the Corporation's August 25, 2005 Form 8-K  |
| 4.4         | Terms of \$1.60 Cumulative Convertible Preferred Stock, Series C   | Incorporated herein by reference to Exhibit 3.3 of the Corporation's August 25, 2005 Form 8-K  |
| 4.5         | Terms of \$1.80 Cumulative Convertible Preferred Stock, Series D   | Incorporated herein by reference to Exhibit 3.3 of the Corporation's August 25, 2005 Form 8-K  |
| 4.6         | Terms of Series G Junior Participating Preferred Stock   | Incorporated herein by reference to Exhibit 3.3 of the Corporation's August 25, 2005 Form 8-K  |
| 4.7         | Terms of 7.00% Non-Cumulative Preferred Stock, Series H  | Incorporated herein by reference to Exhibit 3.3 of the Corporation's August 25, 2005 Form 8-K  |
| 4.8         | Rights Agreement between the Corporation and The Chase Manhattan Bank dated May 15, 2000   | Incorporated herein by reference to Exhibit 1 to the Corporation's Report on Form 8-A filed May 23, 2000   |
| 4.9         | First Amendment to Rights Agreement between the Corporation, The Chase Manhattan Bank, and Computershare Investor Services, LLC dated January 1, 2003  | Incorporated herein by reference to Exhibit 4.8 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2002 ( 2002 Form 10-K )                                |
| 4.10        | Form of PNC Bank, National Association Global Bank Note for Fixed Rate Global Senior Bank Note with Maturity of more than Nine Months from Date of Issuance  | Incorporated herein by reference to Exhibit 4.9 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004 ( 3 <sup>rd</sup> Quarter 2004 Form 10-Q ) |
| 4.11        | Form of PNC Bank, National Association Global Bank Note for Floating Rate Global Senior Bank Note with Maturity of more than Nine Months from Date of Issuance   | Incorporated herein by reference to Exhibit 4.10 of the Corporation's 3 <sup>rd</sup> Quarter 2004 Form 10-Q   |





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| 4.12  | Form of PNC Bank, National Association Global Bank Note for Fixed Rate Global Subordinated Bank Note with Maturity of more than Nine Months from Date of Issuance  | Incorporated herein by reference to Exhibit 4.11 of the Corporation's 3 <sup>rd</sup> Quarter 2004 Form 10-Q  |
| 4.13  | Form of PNC Bank, National Association Global Bank Note for Floating Rate Global Subordinated Bank Note with Maturity of more than Nine Months from Date of Issuance   | Incorporated herein by reference to Exhibit 4.12 of the Corporation's 3 <sup>rd</sup> Quarter 2004 Form 10-Q  |
| 4.14  | Indenture, dated as of December 20, 2006 between PNC Funding Corp, the Corporation as guarantor, and The Bank of New York as trustee for \$1,000,000,000 Floating Rate Exchangeable Senior Notes due December 20, 2036 | Incorporated herein by reference to Exhibit 4.14 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2006 as filed on March 1, 2007 ( 2006 Form 10-K )  |
| 10.1  | The Corporation's Supplemental Executive Retirement Plan, as amended and restated  | Incorporated herein by reference to Exhibit 10.1 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004 ( 2 <sup>nd</sup> Quarter 2004 Form 10-Q )* |
| 10.2  | The Corporation's ERISA Excess Pension Plan, as amended and restated   | Incorporated herein by reference to Exhibit 10.2 of the Corporation's 2 <sup>nd</sup> Quarter 2004 Form 10-Q*   |
| 10.3  | The Corporation's Key Executive Equity Program, as amended and restated  | Incorporated herein by reference to Exhibit 10.3 of the Corporation's 2 <sup>nd</sup> Quarter 2004 Form 10-Q*   |
| 10.4  | The Corporation's Supplemental Incentive Savings Plan, as amended and restated   | Incorporated herein by reference to Exhibit 10.4 of the Corporation's 2 <sup>nd</sup> Quarter 2004 Form 10-Q*   |
| 10.5  | The Corporation's 2006 Incentive Award Plan  | Incorporated herein by reference to Exhibit 10.39 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2006*  |
| 10.6  | The Corporation's 1997 Long-Term Incentive Award Plan, as amended and restated   | Incorporated herein by reference to Exhibit 10.5 of the Corporation's 2 <sup>nd</sup> Quarter 2004 Form 10-Q*   |
| 10.7  | The Corporation's 1996 Executive Incentive Award Plan, as amended and restated   | Incorporated herein by reference to Exhibit 10.6 of the Corporation's 2 <sup>nd</sup> Quarter 2004 Form 10-Q*   |
| 10.8  | The Corporation and Affiliates Deferred Compensation Plan, as amended and restated   | Incorporated herein by reference to Exhibit 10.7 of the Corporation's 2 <sup>nd</sup> Quarter 2004 Form 10-Q*   |
| 10.9  | AJCA transition guidance amendments to the Corporation's Supplemental Incentive Savings Plan and the Corporation and Affiliates Deferred Compensation Plan   | Incorporated by reference to Exhibit 10.8 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2005 ( 2005 Form 10-K )*                                  |
| 10.10 | 1992 Director Share Incentive Plan   | Incorporated herein by reference to Exhibit 10.13 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 1999*   |
| 10.11 | The Corporation's Directors Deferred Compensation Plan, as amended and restated  | Incorporated by reference to Exhibit 10.12 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2004 ( 1 <sup>st</sup> Quarter 2004 Form 10-Q )*      |
| 10.12 | The Corporation's Outside Directors Deferred Stock Unit Plan, as amended and restated  | Incorporated by reference to Exhibit 10.13 of the Corporation's 1 <sup>st</sup> Quarter 2004 Form 10-Q*   |
| 10.13 | Amended and Restated Trust Agreement between PNC Investment Corp., as Settler, and Hershey Trust Company, as trustee   | Incorporated herein by reference to Exhibit 10.35 of the Corporation's 3 <sup>rd</sup> Quarter 2005 Form 10-Q*  |
| 10.14 | Trust Agreement between PNC Investment Corp., as Settler, and PNC Bank, National Association, as trustee   | Incorporated herein by reference to Exhibit 10.34 of the Corporation's 3 <sup>rd</sup> Quarter 2005 Form 10-Q*  |

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| 10.15 | The Corporation's Employee Stock Purchase Plan, as amended and restated                                     | Incorporated herein by reference to Exhibit 10.8 of the Corporation's 2 <sup>nd</sup> Quarter 2004 Form 10-Q   |
| 10.16 | Forms of employee stock option, restricted stock, restricted deferral, and incentive share agreements       | Incorporated herein by reference to Exhibit 10.30 of the Corporation's 3 <sup>rd</sup> Quarter 2004 Form 10-Q*   |
| 10.17 | 2005 Forms of employee stock option, restricted stock and restricted deferral agreements                    | Incorporated herein by reference to Exhibit 10.28 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2004 (2004 Form 10-K)*   |
| 10.18 | 2006 Forms of employee stock option, restricted stock and restricted deferral agreements                    | Incorporated by reference to Exhibit 10.17 of the 2005 Form 10-K*  |
| 10.19 | Forms of employee stock option and restricted stock agreements under 2006 Incentive Award Plan              | Incorporated by reference to Exhibit 10.39 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2006*   |
| 10.20 | 2006 Forms of employee incentive performance unit and senior officer change in control severance agreements | Incorporated herein by reference to Exhibit 10.20 of the Corporation's 2006 Form 10-K*   |
| 10.21 | 2007 Forms of employee stock option and restricted stock agreements   | Incorporated herein by reference to Exhibit 10.21 of the Corporation's 2006 Form 10-K*   |
| 10.22 | Forms of director stock option and restricted stock agreements  | Incorporated herein by reference to Exhibit 10.32 of the Corporation's 3 <sup>rd</sup> Quarter 2004 Form 10-Q*   |
| 10.23 | 2005 Form of director stock option agreement  | Incorporated herein by reference to Exhibit 10.33 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005*   |
| 10.24 | Form of time sharing agreements between the Corporation and certain executives                              | Incorporated herein by reference to Exhibit 10.36 of the 3 <sup>rd</sup> Quarter 2005 Form 10-Q*   |
| 10.25 | Form of senior officer change in control severance agreement  | Incorporated herein by reference to Exhibit 10.17 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 1996*  |
| 10.26 | Forms of first amendment to senior officer change in control severance agreements                           | Incorporated herein by reference to Exhibit 10.9 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2000*   |
| 10.27 | Forms of second amendment to senior officer change in control severance agreements                          | Incorporated herein by reference to Exhibit 10.15 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2001*   |
| 10.28 | Forms of third amendment to senior officer change in control severance agreements                           | Incorporated herein by reference to Exhibit 10.26 of the Corporation's 1 <sup>st</sup> Quarter 2004 Form 10-Q*   |
| 10.29 | Form of other officer change in control severance agreements  | Incorporated herein by reference to Exhibit 10.31 of the 3 <sup>rd</sup> Quarter 2004 Form 10-Q*   |
| 10.30 | BlackRock, Inc. 2002 Long-Term Retention and Incentive Plan   | Incorporated by reference to BlackRock, Inc.'s Quarterly Report on Form 10-Q (Commission File No. 001-33099) for the quarter ended September 30, 2002 (BlackRock's 3 <sup>rd</sup> Quarter 2002 Form 10-Q) |
| 10.31 | First Amendment to the BlackRock, Inc. 2002 Long-Term Retention and Incentive Plan                          | Incorporated by reference to BlackRock, Inc.'s Quarterly Report on Form 10-Q (Commission File No. 001-33099) for the quarter ended March 31, 2004  |

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| 10.32 | Second Amendment to the BlackRock, Inc. 2002 Long-Term Retention and Incentive Plan  | Incorporated herein by reference to the BlackRock 2004 Form 10-K   |
| 10.33 | Share Surrender Agreement, dated October 10, 2002, among BlackRock, Inc., PNC Asset Management, Inc., and the Corporation  | Incorporated by reference to the BlackRock 3 <sup>rd</sup> Quarter 2002 Form 10-Q  |
| 10.34 | First Amendment, dated as of February 15, 2006, to the Share Surrender Agreement among BlackRock, Inc., PNC Bancorp, Inc. and the Corporation  | Incorporated by reference to BlackRock, Inc. s Current Report on Form 8-K (Commission File No. 001-33099) filed February 22, 2006 ( BlackRock February 22, 2006 Form 8-K )                                       |
| 10.35 | Initial Public Offering Agreement, dated September 30, 1999, among BlackRock, Inc., The PNC Financial Services Group, Inc., formerly PNC Bank Corp., and PNC Asset Management, Inc.  | Incorporated by reference to BlackRock, Inc. s Registration Statement on Form S-1 (Registration No. 333-78367), as amended, originally filed with the SEC on May 13, 1999 ( 1999 BlackRock Form S-1 as amended ) |
| 10.36 | Amendment No. 1 to the Initial Public Offering Agreement, dated October 10, 2002, among the Corporation, PNC Asset Management, Inc. and BlackRock, Inc.  | Incorporated by reference to the BlackRock 3 <sup>rd</sup> Quarter 2002 Form 10-Q  |
| 10.37 | Amended and Restated Stockholders Agreement, dated September 30, 1999, by and among BlackRock, Inc., PNC Asset Management, Inc. and certain employees of BlackRock, Inc. and its affiliates  | Incorporated by reference to the 1999 BlackRock Form S-1 as amended  |
| 10.38 | Amendment No. 1 to the Amended and Restated Stockholders Agreement, dated October 10, 2002, by and among BlackRock, Inc., PNC Asset Management, Inc. and certain employees of BlackRock, Inc. and its affiliates                       | Incorporated by reference to the BlackRock 3 <sup>rd</sup> Quarter 2002 Form 10-Q  |
| 10.39 | Implementation and Stockholder Agreement, dated as of February 15, 2006, among BlackRock, Inc., New Boise, Inc. and the Corporation  | Incorporated by reference to the BlackRock February 22, 2006 Form 8-K  |
| 10.40 | PNC Bank, National Association US \$20,000,000,000 Global Bank Note Program for the Issue of Senior and Subordinated Bank Notes with Maturities of more than Nine Months from Date of Issue Distribution Agreement dated July 30, 2004 | Incorporated herein by reference to Exhibit 10.29 of the Corporation s 3 <sup>rd</sup> Quarter 2004 Form 10-Q  |
| 10.41 | Amended and Restated Agreement and Plan of Merger, dated as of February 10, 2005, between the Corporation and Riggs National Corporation   | Incorporated herein by reference to Exhibit 2.1 of the Corporation s Current Report on Form 8-K dated February 10, 2005  |
| 10.42 | Transaction Agreement and Plan of Merger, dated as of February 15, 2006, by and among Merrill Lynch & Co., Inc., BlackRock, Inc., New Boise, Inc. and Boise Merger Sub, Inc.   | Incorporated by reference to the BlackRock February 22, 2006 Form 8-K  |
| 10.43 | Agreement and Plan of Merger dated as of October 8, 2006 by and between Mercantile Bankshares Corporation and the Corporation  | Incorporated by reference to Exhibit 2.1 of the Corporation s October 8, 2006 Form 8-K   |
| 12.1  | Computation of Ratio of Earnings to Fixed Charges  | Incorporated herein by reference to Exhibit 12.1 of the Corporation s 2006 Form 10-K   |
| 12.2  | Computation of Ratio of Earnings to Fixed Charges and Preferred Dividends  | Incorporated herein by reference to Exhibit 12.2 of the Corporation s 2006 Form 10-K   |
| 21    | Schedule of Certain Subsidiaries of the Corporation  | Incorporated herein by reference to Exhibit 21 of the Corporation s 2006 Form 10-K   |
| 23.1  | Consent of Deloitte & Touche LLP, former Independent Registered Public Accounting Firm of The PNC Financial Services Group, Inc.   | Filed herewith   |

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| 23.2 | Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm of BlackRock, Inc.  | Incorporated herein by reference to Exhibit 23.2 of the Corporation's Amendment No. 1 on Form 10-K/A to its 2006 Form 10-K |
| 23.3 | Consent of Deloitte & Touche LLP, former Independent Registered Public Accounting Firm of The PNC Financial Services Group, Inc.  | Incorporated herein by reference to Exhibit 23.1 of the Corporation's Amendment No. 1 on Form 10-K/A to its 2006 Form 10-K |
| 24   | Powers of Attorney  | Incorporated herein by reference to Exhibit 24 of the Corporation's 2006 Form 10-K   |
| 31.1 | Certification of Chairman and Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   | Incorporated herein by reference to Exhibit 31.1 of the Corporation's 2006 Form 10-K                                       |
| 31.2 | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002  | Incorporated herein by reference to Exhibit 31.2 of the Corporation's 2006 Form 10-K                                       |
| 31.3 | Certification of Chairman and Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   | Incorporated herein by reference to Exhibit 31.3 of the Corporation's Amendment No. 1 on Form 10-K/A to its 2006 Form 10-K |
| 31.4 | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002  | Incorporated herein by reference to Exhibit 31.4 of the Corporation's Amendment No. 1 on Form 10-K/A to its 2006 Form 10-K |
| 31.5 | Certification of Chairman and Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   | Filed herewith   |
| 31.6 | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002  | Filed herewith   |
| 32.1 | Certification of Chairman and Chief Executive Officer pursuant to 18 U.S.C. Section 1350  | Incorporated herein by reference to Exhibit 32.1 of the Corporation's 2006 Form 10-K                                       |
| 32.2 | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350   | Incorporated herein by reference to Exhibit 32.2 of the Corporation's 2006 Form 10-K                                       |
| 32.3 | Certification of Chairman and Chief Executive Officer pursuant to 18 U.S.C. Section 1350  | Incorporated herein by reference to Exhibit 32.3 of the Corporation's Amendment No. 1 on Form 10-K/A to its 2006 Form 10-K |
| 32.4 | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350   | Incorporated herein by reference to Exhibit 32.4 of the Corporation's Amendment No. 1 on Form 10-K/A to its 2006 Form 10-K |
| 32.5 | Certification of Chairman and Chief Executive Officer pursuant to 18 U.S.C. Section 1350  | Filed herewith   |
| 32.6 | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350   | Filed herewith   |
| 99.1 | Form of Order of the Securities and Exchange Commission Instituting Public Administrative Procedures Pursuant to Section 8A of the Securities Act of 1933 and 21C of the Securities Exchange Act of 1934, Making Findings and Imposing Cease-and-Desist Order | Incorporated herein by reference to Exhibit 99.3 of the Corporation's Current Report on Form 8-K dated July 18, 2002       |

+ Incorporated document references to filings by the Corporation are to SEC File No. 001-09718 and to filings by BlackRock, Inc. are to SEC File No. 001-33099.

\* Denotes management contract or compensatory plan.

You can obtain copies of these Exhibits electronically at the SEC's website at [www.sec.gov](http://www.sec.gov) or by mail from the Public Reference Section of the SEC, at 100 F Street, N.E., Washington, D.C. 20549, at prescribed rates. The Exhibits are also available as part of this Form 10-K on or through PNC's corporate website at [www.pnc.com](http://www.pnc.com) under About PNC Investor Relations Financial Information SEC Filings Form 10-K. Shareholders and bondholders may also obtain copies without charge by contacting Shareholder Relations at (800) 843-2206 or via e-mail at [investor.relations@pnc.com](mailto:investor.relations@pnc.com).

