

PNC FINANCIAL SERVICES GROUP INC
Form 10-Q
November 06, 2009
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2009

or

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

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)
25-1435979
(I.R.S. Employer Identification No.)
One PNC Plaza, 249 Fifth Avenue, Pittsburgh, Pennsylvania 15222-2707
(Address of principal executive offices, including zip code)
(412) 762-2000
(Registrant's telephone number, including area code)
(Former name, former address and former fiscal year, if changed since last report)

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 whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

As of October 30, 2009, there were 461,290,310 shares of the registrant's common stock (\$5 par value) outstanding.

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THE PNC FINANCIAL SERVICES GROUP, INC.

| Dollars in millions, except per share data Unaudited | Three months ended September 30 | | Nine months ended September 30 | |
|--|---------------------------------|----------|--------------------------------|----------|
| | 2009 (a) | 2008 | 2009 (a) | 2008 |
| FINANCIAL PERFORMANCE (b) | | | | |
| Revenue | | | | |
| Net interest income | \$ 2,222 | \$ 1,000 | \$ 6,709 | \$ 2,831 |
| Noninterest income | 1,826 | 654 | 5,197 | 2,683 |
| Total revenue | 4,048 | 1,654 | 11,906 | 5,514 |
| Noninterest expense | 2,379 | 1,131 | 7,365 | 3,269 |
| Pretax, pre-provision earnings | \$ 1,669 | \$ 523 | \$ 4,541 | \$ 2,245 |
| Provision for credit losses | \$ 914 | \$ 190 | \$ 2,881 | \$ 527 |
| Net income | \$ 559 | \$ 259 | \$ 1,296 | \$ 1,160 |
| Net income attributable to common shareholders | \$ 467 | \$ 248 | \$ 992 | \$ 1,130 |
| Diluted earnings per common share | \$ 1.00 | \$.70 | \$ 2.17 | \$ 3.23 |
| Cash dividends declared per common share | \$.10 | \$.66 | \$.86 | \$ 1.95 |
| Total preferred dividends declared | \$ 99 | | \$ 269 | |
| TARP Capital Purchase Program preferred dividends | \$ 95 | | \$ 237 | |
| Impact of TARP Capital Purchase Program preferred dividends per common share | \$.21 | | \$.52 | |
| SELECTED RATIOS | | | | |
| Net interest margin (c) | 3.76% | 3.46% | 3.72% | 3.34% |
| Noninterest income to total revenue | 45 | 40 | 44 | 49 |
| Efficiency (d) | 59 | 68 | 62 | 59 |
| Return on: | | | | |
| Average common shareholders' equity | 8.70% | 7.44% | 6.77% | 10.91% |
| Average assets | .81 | .72 | .62 | 1.09 |

See page 56 for a glossary of certain terms used in this Report.

Certain prior period amounts have been reclassified to conform with the current period presentation, which we believe is more meaningful to readers of our consolidated financial statements.

- (a) Results for the three months ended and nine months ended September 30, 2009 include the impact of National City, which we acquired on December 31, 2008.
- (b) The Executive Summary and Consolidated Income Statement Review portions of the Financial Review section of this Report provide information regarding items impacting the comparability of the periods presented.
- (c) Calculated as annualized taxable-equivalent net interest income divided by average earning assets. The interest income earned on certain earning assets is completely or partially exempt from Federal income tax. As such, these tax-exempt instruments typically yield lower returns than taxable investments. To provide more meaningful comparisons of margins for all earning assets, we use net interest income on a taxable-equivalent basis in calculating net interest margin by increasing the interest income earned on tax-exempt assets to make it fully equivalent to interest income earned on taxable investments. This adjustment is not permitted under GAAP in the Consolidated Income Statement. The taxable-equivalent adjustments to net interest income for the three months ended September 30, 2009 and September 30, 2008 were \$16 million and \$9 million, respectively. The taxable-equivalent adjustments to net interest income for the nine months ended September 30, 2009 and September 30, 2008 were \$47 million and \$28 million, respectively.
- (d) Calculated as noninterest expense divided by total revenue.

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| | September 30 | December 31 | September 30 |
|--|--------------|-------------|--------------|
| Unaudited | 2009 (b) | 2008 (b) | 2008 |
| BALANCE SHEET DATA (dollars in millions, except per share data) | | | |
| Assets | \$ 271,407 | \$ 291,081 | \$ 145,610 |
| Loans | 160,608 | 175,489 | 75,184 |
| Allowance for loan and lease losses | 4,810 | 3,917 | 1,053 |
| Interest-earning deposits with banks | 1,129 | 14,859 | 329 |
| Investment securities | 54,413 | 43,473 | 31,031 |
| Loans held for sale | 3,509 | 4,366 | 1,922 |
| Goodwill and other intangible assets | 12,734 | 11,688 | 9,921 |
| Equity investments | 8,684 | 8,554 | 6,735 |
| Noninterest-bearing deposits | 43,025 | 37,148 | 19,225 |
| Interest-bearing deposits | 140,784 | 155,717 | 65,729 |
| Total deposits | 183,809 | 192,865 | 84,984 |
| Borrowed funds | 41,910 | 52,240 | 32,139 |
| Shareholders' equity | 28,928 | 25,422 | 14,218 |
| Common shareholders' equity | 20,997 | 17,490 | 13,712 |
| Accumulated other comprehensive loss | 1,947 | 3,949 | 2,230 |
| Book value per common share | 45.52 | 39.44 | 39.44 |
| Common shares outstanding (millions) | 461 | 443 | 348 |
| Loans to deposits | 87% | 91% | 88% |
| ASSETS UNDER ADMINISTRATION (billions) | | | |
| Discretionary assets under management | \$ 104 | \$ 103 | \$ 64 |
| Nondiscretionary assets under administration | 113 | 125 | 105 |
| Total assets under administration | \$ 217 | \$ 228 | \$ 169 |
| FUND ASSETS SERVICED (billions) | | | |
| Accounting/administration net assets | \$ 795 | \$ 839 | \$ 907 |
| Custody assets | 427 | 379 | 415 |
| CAPITAL RATIOS | | | |
| Tier 1 risk-based (c) | 10.9% | 9.7% | 8.2% |
| Tier 1 common | 5.5 | 4.8 | 5.7 |
| Total risk-based (c) | 14.5 | 13.2 | 11.9 |
| Leverage (c) (d) | 9.6 | 17.5 | 7.2 |
| Common shareholders' equity to assets | 7.7 | 6.0 | 9.4 |
| ASSET QUALITY RATIOS | | | |
| Nonperforming loans to total loans | 3.19% | .95% | 1.12% |
| Nonperforming assets to total loans and foreclosed and other assets | 3.50 | 1.24 | 1.16 |
| Nonperforming assets to total assets | 2.08 | .75 | .60 |
| Net charge-offs to average loans (for the three months ended) (annualized) | 1.59 | 1.09 | .66 |
| Allowance for loan and lease losses to total loans | 2.99 | 2.23 | 1.40 |
| Allowance for loan and lease losses to nonperforming loans | 94 | 236 | 125 |

(a) The Executive Summary and Consolidated Balance Sheet Review portions of the Financial Review section of this Report provide information regarding items impacting the comparability of the periods presented.

(b) Includes the impact of National City, which we acquired on December 31, 2008.

(c) The regulatory minimums are 4.0% for Tier 1, 8.0% for Total, and 4.0% for Leverage ratios. The well-capitalized levels are 6.0% for Tier 1, 10.0% for Total, and 5.0% for Leverage ratios.

(d) The ratio as of December 31, 2008 did not reflect any impact of National City on PNC's adjusted average total assets.

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FINANCIAL REVIEW

THE PNC FINANCIAL SERVICES GROUP, INC.

This Financial Review should be read together with our unaudited Consolidated Financial Statements and unaudited Statistical Information included elsewhere in this Report and with Items 6, 7, 8 and 9A of our 2008 Annual Report on Form 10-K (2008 Form 10-K). We have reclassified certain prior period amounts to conform with the current period presentation, which we believe is more meaningful to readers of our consolidated financial statements. For information regarding certain business and regulatory risks, see the Risk Management section in this Financial Review and Items 1A and 7 of our 2008 Form 10-K and Item 1A included in Part II of this Report. Also, see the Cautionary Statement Regarding Forward-Looking Information and Critical Accounting Policies And Judgments sections in this Financial Review for certain other factors that could cause actual results or future events to differ, perhaps materially, from historical performance and those anticipated in the forward-looking statements included in this Report. See Note 19 Segment Reporting in the Notes To Consolidated Financial Statements included in Part I, Item 1 of this Report for a reconciliation of total business segment earnings to total PNC consolidated net income as reported on a generally accepted accounting principles (GAAP) basis.

Effective July 1, 2009, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. (SFAS) 168, *The FASB Accounting Standards CodificationTM and the Hierarchy of Generally Accepted Accounting Principles – a replacement of FASB Statement No. 162* (FASB ASC 105-10, Generally Accepted Accounting Principles). The FASB Accounting Standards CodificationTM (FASB ASC) will be the single source of authoritative nongovernmental US GAAP. The FASB ASC is effective for financial statements that cover interim and annual periods ending after September 15, 2009. Other than resolving certain minor inconsistencies in current GAAP, the FASB ASC is not intended to change GAAP, but rather to make it easier to review and research GAAP applicable to a particular transaction or specific accounting issue. Technical references to GAAP included in this Report are provided under the new FASB ASC structure.

EXECUTIVE SUMMARY

THE PNC FINANCIAL SERVICES GROUP, INC.

PNC is one of the largest diversified financial services companies in the United States and is headquartered in Pittsburgh, Pennsylvania.

As further described in Note 2 Acquisitions and Divestitures in our 2008 Form 10-K and Note 2 National City Acquisition of this Report, on December 31, 2008, PNC acquired National City Corporation (National City). Our consolidated financial statements for the third quarter and first nine months of 2009 reflect the impact of National City. The impact of National City is described where appropriate throughout this Report; however, certain information may not be available subsequent to the first major conversion of National City customers to the PNC platform scheduled for completion by November 9, 2009.

PNC has businesses engaged in retail banking, corporate and institutional banking, asset management, residential mortgage banking and global investment servicing, providing many of its products and services nationally and others in PNC's primary geographic markets located in Pennsylvania, Ohio, New Jersey, Michigan, Maryland, Illinois, Indiana, Kentucky, Florida, Missouri, Virginia, Delaware, Washington, D.C., and Wisconsin. PNC also provides certain investment servicing internationally.

We expect to incur total merger and integration costs of approximately \$1.2 billion pretax in connection with the acquisition of National City. This total includes \$575 million pretax recognized in the fourth quarter of 2008 and \$265 million pretax recognized in the first nine months of 2009, including \$89 million pretax in the third quarter. The

transaction is expected to result in the reduction of more than \$1.2 billion of combined company annualized noninterest expense through the elimination of operational and administrative redundancies.

We are in the process of integrating the businesses and operations of National City with those of PNC.

KEY STRATEGIC GOALS

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We manage our company for the long term and are focused on returning to a moderate risk profile while maintaining strong capital and liquidity positions, investing in our markets and products, and embracing our corporate responsibility to the communities where we do business.

Our strategy to enhance shareholder value centers on driving pre-tax, pre-provision earnings that exceed credit costs by achieving growth in revenue from our balance sheet and diverse business mix that exceeds growth in expenses controlled through disciplined cost management. The primary drivers of revenue growth are the acquisition, expansion and retention of customer relationships. We strive to expand our customer base by offering convenient banking options and leading technology solutions, providing a broad range of fee-based and credit products and services, focusing on customer service, and through a significantly enhanced branding initiative. We may also grow revenue through appropriate and targeted acquisitions and, in certain businesses, by expanding into new geographical markets.

We are focused on our strategies for quality growth. We are committed to returning to a moderate risk profile characterized by disciplined credit management and limited

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exposure to earnings volatility resulting from interest rate fluctuations and the shape of the interest rate yield curve. Our actions have created a well-positioned balance sheet, strong bank level liquidity and investment flexibility to adjust, where appropriate and permissible, to changing interest rates and market conditions.

We also continue to be focused on building capital in the current environment characterized by economic and regulatory uncertainty. See the Funding and Capital Sources section of the Consolidated Balance Sheet Review section and the Liquidity Risk Management section of this Financial Review regarding certain restrictions on dividends and common share repurchases resulting from PNC's participation on December 31, 2008 in the US Department of the Treasury's Troubled Asset Relief Program (TARP) Capital Purchase Program and other regulatory restrictions on dividend capacity.

On March 1, 2009, our board of directors decided to reduce PNC's quarterly common stock dividend from \$.66 to \$.10 per share. Accordingly, the board of directors declared a quarterly common stock cash dividend of \$.10 per share in April, July and October 2009. Our Board recognizes the importance of the dividend to our shareholders. While our overall capital and liquidity positions are strong, extreme economic and market deterioration and the changing regulatory environment drove this difficult but prudent decision. This proactive measure will help us build capital by approximately \$1 billion annually, further strengthen our balance sheet and enable us to continue to serve our customers.

SUPERVISORY CAPITAL ASSESSMENT PROGRAM (STRESS TESTS)

On May 7, 2009, the Board of Governors of the Federal Reserve System announced the results of the stress tests conducted by banking regulators under the Supervisory Capital Assessment Program with respect to the 19 largest bank holding companies. As a result of this test, the Federal Reserve concluded that PNC was well capitalized but that, in order to provide a greater cushion against the risk that economic conditions over the next two years are worse than currently anticipated, PNC needed to augment the composition of its capital by increasing the common shareholders' equity component of Tier 1 capital. In May 2009 we raised \$624 million in new common equity at market prices through the issuance of 15 million shares of common stock. In connection with the Supervisory Capital Assessment Program, we submitted a capital plan which was accepted by the Federal Reserve.

RECENT MARKET AND INDUSTRY DEVELOPMENTS

Since the middle of 2007 and with a heightened level of activity during the past 20 months, there has been unprecedented turmoil, volatility and illiquidity in worldwide financial markets, accompanied by uncertain prospects for sustaining a fragile economic recovery that began mid-year

2009. In addition, there have been dramatic changes in the competitive landscape of the financial services industry during this time.

Recent efforts by the Federal government, including the US Department of the Treasury, the Federal Reserve, the FDIC, and the Securities and Exchange Commission, to stabilize and restore confidence in the financial services industry have impacted and will likely continue to impact PNC and our stakeholders. These efforts, which will continue to evolve, include the Emergency Economic Stabilization Act of 2008, the American Recovery and Reinvestment Act of 2009, and other legislative, administrative and regulatory initiatives, including the US Treasury's TARP Capital Purchase Program, the FDIC's Temporary Liquidity Guarantee Program (TLGP) and the Federal Reserve's Commercial Paper Funding Facility (CPFF).

These programs, some of which are further described in Item 7 of our 2008 Form 10-K, include the following:

TARP Capital Purchase Program On December 31, 2008, PNC issued to the US Treasury \$7.6 billion of preferred stock together with a related warrant to purchase shares of common stock of PNC, in accordance with the terms of the TARP Capital Purchase Program. Funds from this sale count as Tier 1 capital. Holders of this preferred stock are entitled to a cumulative cash dividend at the annual rate per share of 5% of the liquidation preference per year for the first five years after its issuance. After December 31, 2013, if these shares are still outstanding, the annual dividend rate will increase to 9% per year. We plan to redeem the US Treasury's investment as soon as appropriate and in a shareholder-friendly manner, subject to approval by our banking regulators. We do not contemplate exchanging any of the shares of preferred stock issued to the US Treasury under the TARP Capital Purchase Program for shares of mandatorily convertible preferred stock.

Further information on these securities is included in Note 19 Shareholders' Equity included in our Notes to Consolidated Financial Statements within Item 8 of our 2008 Form 10-K.

FDIC Temporary Liquidity Guarantee Program (TLGP) In December 2008, PNC Funding Corp issued fixed and floating rate senior notes totaling \$2.9 billion under the FDIC's TLGP-Debt Guarantee Program. In March 2009, PNC Funding Corp issued floating rate senior notes totaling \$1.0 billion under this program. Each of these series of senior notes is guaranteed by the FDIC and is backed by the full faith and credit

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of the United States through December 31, 2012.

Since October 14, 2008, both PNC Bank, National Association (PNC Bank, N.A.) and National City Bank have participated in the TLGP-Transaction Account Guarantee Program. Under this program, all non-interest bearing transaction accounts are fully guaranteed by the FDIC for the

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entire amount in the account. Coverage under this program is in addition to, and separate from, the coverage available under the FDIC's general deposit insurance rules. Beginning January 1, 2010, PNC Bank, N.A. will no longer participate in the TLGP-Transaction Account Guarantee Program. Thus, after December 31, 2009, funds held in noninterest-bearing transaction accounts will no longer be guaranteed in full under the TLGP-Transaction Account Guarantee Program, but will be insured up to \$250,000 under the FDIC's general deposit insurance rules.

Federal Reserve Commercial Paper Funding Facility (CPFF) Effective October 28, 2008, Market Street Funding LLC (Market Street) was approved to participate in the Federal Reserve's CPFF. The CPFF commitment to purchase up to \$5.4 billion of three-month Market Street commercial paper expires on February 1, 2010. Market Street had no borrowings under this facility at September 30, 2009.

Public-Private Investment Fund Programs (PPIFs) On March 23, 2009, the US Treasury and the FDIC announced that they will establish the Legacy Loans Program (LLP) to remove troubled loans and other assets from banks. The FDIC will provide oversight for the formation, funding, and operation of new PPIFs that will purchase loans and other assets from depository institutions. The LLP will attract private capital through an FDIC debt guarantee and Treasury equity co-investment. All FDIC-insured depository institutions will be eligible to participate in the program.

On March 23, 2009, the US Treasury also announced the establishment of the Legacy Securities PPIFs, which are designed to address issues raised by troubled assets. These Legacy Securities PPIFs are specifically focused on legacy securities and are part of a plan that directs both equity capital and debt financing into the market for legacy assets. This program is designed to draw in private capital to these markets by providing matching equity capital from the US Treasury and debt financing from the Federal Reserve via the Term Asset-Backed Loan Facility (TALF) and the US Treasury.

PNC is in the process of determining to what extent, if any, it will participate in these programs.

Home Affordable Modification Program (HAMP) As part of its effort to stabilize the US housing market, in March 2009 the Obama Administration published detailed guidelines implementing HAMP, and authorized servicers to begin loan modifications. PNC began participating in the HAMP for GSE mortgages in May and for non-GSE mortgages in July, and plans to evaluate participation in the Second Lien Program. This program is scheduled to terminate as of December 31, 2012.

Home Affordable Refinance Program (HARP) Another part of its efforts to stabilize the US housing market is the Obama Administration's Home Affordable Refinance Program

(HARP), which provides a means for certain borrowers to refinance their mortgage loans. PNC began participating in HARP in May 2009. The program is scheduled to terminate as of June 10, 2010.

In June 2009 the US Treasury issued a report entitled "Financial Regulatory Reform: A New Foundation" which outlined five key objectives:

- Promote robust supervision and regulation of financial firms,
- Establish comprehensive supervision of financial markets,
- Protect consumers and investors from financial abuse,
- Provide the US government with the tools it needs to manage financial crises, and
- Raise international regulatory standards and improve international cooperation.

To implement the proposals set forth in the US Treasury report, as well as to provide economic stimulus and financial market stability and to enhance the liquidity and solvency of financial institutions and markets, the US Congress and federal banking agencies have announced, and are continuing to develop, additional legislation, regulations and programs. These proposals include changes in or additions to the statutes or regulations related to existing programs, including those described above.

It is not possible at this time to predict the ultimate impact of these actions on PNC's business plans and strategies.

KEY FACTORS AFFECTING FINANCIAL PERFORMANCE

Our financial performance is substantially affected by several external factors outside of our control including the following, some of which may be affected by legislative, regulatory and administrative initiatives, such as the Federal government initiatives outlined above:

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General economic conditions, including the speed and stamina of the fragile recovery,
The level of, and direction, timing and magnitude of movement in, interest rates and the shape of the interest rate yield curve,
The functioning and other performance of, and availability of liquidity in, the capital and other financial markets,
Loan demand, utilization of credit commitments and standby letters of credit, and asset quality,
Customer demand for other products and services,
Changes in the competitive and regulatory landscape and in counterparty creditworthiness and performance as the financial services industry restructures in the current environment, and
The impact of market credit spreads on asset valuations.

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In addition, our success will depend, among other things, upon:

Further success in the acquisition, growth and retention of customers,
 Progress toward integrating the National City acquisition,
 Continued development of the geographic markets related to our recent acquisitions, including full deployment of our product offerings,
 Revenue growth,
 A sustained focus on expense management, including achieving our cost savings targets associated with our National City integration, and creating positive pre-tax, pre-provision earnings,
 Managing the distressed assets portfolio and other impaired assets,
 Maintaining our overall asset quality and continuing to meet evolving regulatory capital standards,
 Continuing to maintain and grow our deposit base as a low-cost funding source,
 Prudent risk and capital management leading to a return to our desired moderate risk profile, and
 Actions we take within the capital and other financial markets.

SUMMARY FINANCIAL RESULTS

| | Three months ended September 30 | | Nine months ended September 30 | |
|-------------------------------------|------------------------------------|--------|-----------------------------------|----------|
| | 2009 | 2008 | 2009 | 2008 |
| Net income, in millions | \$ 559 | \$ 259 | \$ 1,296 | \$ 1,160 |
| Diluted earnings per common share | \$ 1.00 | \$.70 | \$ 2.17 | \$ 3.23 |
| Return on: | | | | |
| Average common shareholders' equity | 8.70% | 7.44% | 6.77% | 10.91% |
| Average assets | .81% | .72% | .62% | 1.09% |

Highlights of the third quarter of 2009 included the following:

Pretax pre-provision earnings of \$1.7 billion exceeded the provision for credit losses by more than \$750 million in the third quarter of 2009.

Total revenue of \$4.0 billion for the third quarter of 2009 reflected strong net interest income and noninterest income as our diverse sources of revenue continued to deliver high quality results. The net interest margin increased 16 basis points to 3.76% for the third quarter of 2009 compared with the second quarter of 2009 primarily due to a substantial reduction in the overall cost of funds.

Expenses remained well controlled and declined \$279 million, or 10%, compared with the second quarter of 2009.

Capital ratios strengthened as we increased the Tier 1 risk-based capital ratio by 40 basis points to 10.9% at September 30, 2009 and added 20 basis points to the Tier 1 common equity ratio, which was 5.5% at that date.

We continued to maintain a strong liquidity position with an 87% loan to deposit ratio at September 30, 2009 combined with significant liquid assets and borrowing capacity. Transaction deposits increased \$1 billion during the third quarter, reflecting growth of approximately \$3 billion before the impact of the required branch divestitures that included \$2 billion of transaction deposits.

During the third quarter of 2009 we continued to manage deposit pricing, reducing nonrelationship certificates of deposit.

Loans declined 3% during the third quarter to \$161 billion reflecting paydowns and reduced demand as customers decreased debt, as well as net charge-offs. We remain committed to responsible lending, and loans and commitments of approximately \$28 billion were originated and renewed during the third quarter of 2009 as we continued to make credit available.

Credit quality deterioration occurred at a slower pace during the third quarter. We strengthened loan loss reserves. The provision for credit losses exceeded net charge-offs by \$264 million and the ratio of allowance for loan and lease losses to total loans increased to 2.99% at September 30, 2009 from 2.77% at June 30, 2009. Net charge-offs to average loans were 1.59% on an annualized basis for the third quarter, down from 1.89% for the second quarter of 2009. The allowance for loan and lease losses of \$4.8 billion combined with the fair value marks of \$6.6 billion on purchased impaired loans represented approximately 7% loss coverage against the loan portfolio at September 30, 2009.

Overall the acquisition of National City Corporation continued to exceed expectations.

The transaction was accretive to earnings for the first nine months of 2009 and is expected to be accretive for the full year.

We realized cost savings of approximately \$200 million in the third quarter of 2009, an increase of \$60 million from the second quarter. This brings cumulative savings to more than \$460 million, ahead of plan and on track to exceed our \$1.2 billion two-year goal.

We completed the required divestiture of 61 branches including \$4.1 billion of deposits and \$.8 billion of loans by September 4, 2009.

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The consolidation of bank charters and first major conversion of National City customers to the PNC platform is scheduled for completion by November 9, 2009, with the remaining conversions to be completed by June 2010. The combined company is committed to delivering the PNC brand for client and business growth.

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Our Consolidated Income Statement Review section of this Financial Review describes in greater detail the various items that impacted our results for the third quarter and first nine months of 2009 and 2008.

AVERAGE CONSOLIDATED BALANCE SHEET HIGHLIGHTS

Various seasonal and other factors impact our period-end balances whereas average balances are generally more indicative of underlying business trends apart from the impact of recent acquisitions.

Our Average Consolidated Balance Sheet for the first nine months of 2009 included the impact of National City, which was the primary driver of increases compared with the first nine months of 2008. The Consolidated Balance Sheet Review section of this Financial Review provides information on changes in selected Consolidated Balance Sheet categories at September 30, 2009 compared with December 31, 2008.

Total average assets were \$278.6 billion for the first nine months of 2009 compared with \$141.7 billion for the first nine months of 2008. Total average assets for the first nine months of 2009 included \$129.4 billion related to National City.

Average interest-earning assets were \$241.0 billion for the first nine months of 2009, including \$117.9 billion related to National City, compared with \$113.4 billion in the first nine months of 2008. An increase of \$96.3 billion in loans, including \$94.1 billion related to National City, and a \$15.6 billion increase in securities available for sale, including \$11.4 billion related to National City, were reflected in the increase in average interest-earning assets. In addition, securities held to maturity, including those transferred by PNC in the fourth quarter of 2008 from the available for sale portfolio, averaged \$3.9 billion in the first nine months of 2009.

Average noninterest-earning assets totaled \$37.6 billion in the first nine months of 2009 compared with \$28.2 billion in the prior year period. For the first nine months of 2009, average noninterest-earning assets related to National City totaled \$10.7 billion.

The increase in average total loans, which includes the impact of National City as indicated above, reflected growth in commercial loans of \$32.4 billion, consumer loans of \$32.0 billion, commercial real estate loans of \$15.9 billion and residential mortgage loans of \$12.4 billion. Loans represented 70% of average interest-earning assets for the first nine months of 2009 and 63% for the first nine months of 2008.

Average residential mortgage-backed securities increased \$12.6 billion compared with the first nine months of 2008. Average US Treasury and government agencies securities increased \$3.8 billion, average other debt increased \$.9 billion, and average state and municipal securities increased \$.7 billion in the comparison. These increases were largely as a result of the National City acquisition and were partially

offset by declines of \$1.1 billion in average commercial mortgage-backed securities and \$1.3 billion in average asset-backed securities compared with the prior year period. Investment securities comprised 21% of average interest-earning assets for the first nine months of 2009 and 28% for the first nine months of 2008.

Average total deposits were \$191.2 billion for the first nine months of 2009, including \$102.3 billion related to National City, compared with \$83.5 billion for the first nine months of 2008. Average deposits grew from the prior year period primarily as a result of increases in retail certificates of deposit, money market balances, and demand and other noninterest-bearing deposits. Average total deposits represented 69% of average total assets for the first nine months of 2009 and 59% for the first nine months of 2008.

Average transaction deposits were \$118.7 billion for the first nine months of 2009, including \$51.9 billion related to National City, compared with \$54.8 billion for the first nine months of 2008.

Average borrowed funds were \$45.7 billion for the first nine months of 2009, including \$18.9 billion related to National City, compared with \$31.8 billion for the first nine months of 2008.

BUSINESS SEGMENT HIGHLIGHTS

In the first quarter of 2009, we made changes to our business organization structure and management reporting in conjunction with the acquisition of National City. As a result, we now have seven reportable business segments, which include:

- Retail Banking
- Corporate & Institutional Banking
- Asset Management Group

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Residential Mortgage Banking
BlackRock
Global Investment Servicing
Distressed Assets Portfolio

Business segment results for the third quarter and first nine months of 2008 have been reclassified to reflect current methodologies and current business and management structure and present prior periods on the same basis.

Total business segment earnings were \$1.8 billion for the first nine months of 2009 and \$910 million for the first nine months of 2008. Third quarter 2009 business segment earnings totaled \$598 million compared with \$245 million for the third quarter of 2008. Results for the first nine months and third quarter of 2009 for all of our business segments except BlackRock and Global Investment Servicing reflect the impact of revenues and expenses associated with businesses acquired with National City. Highlights of results for the third quarter and first nine months of 2009 and 2008 are included below.

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The Business Segments Review section of this Financial Review includes further analysis of our business segment results over these periods.

We provide a reconciliation of total business segment earnings to total PNC consolidated net income as reported on a GAAP basis in Note 19 Segment Reporting.

Retail Banking

Retail Banking's earnings were \$161 million for the first nine months of 2009 compared with \$260 million for the same period in 2008. For the third quarter of 2009, Retail Banking's earnings were \$50 million compared with \$36 million for the third quarter of 2008. Results were challenged in this environment by ongoing credit deterioration, a lower yield assigned to our deposits, reduced consumer spending and increased FDIC insurance costs. Pre-tax, pre-provision earnings were \$1.2 billion for the first nine months of 2009 and \$394 million for the third quarter of 2009. Retail Banking continues to maintain its focus on customer and deposit growth, employee and customer satisfaction, investing in the business for future growth, as well as disciplined expense management during this period of market and economic uncertainty.

Corporate & Institutional Banking

Corporate & Institutional Banking earned \$749 million in the first nine months of 2009 compared with \$271 million for the same period in 2008. For the first nine months of 2009, total revenue of \$3.9 billion was strong given the current environment, driven primarily by net interest income. Noninterest expense was tightly managed, and earnings were impacted by the higher provision for credit losses, indicative of deteriorating credit quality and the weakened economy. For the third quarter of 2009, Corporate & Institutional Banking's earnings were \$283 million compared with \$90 million for the third quarter of 2008. The increase was primarily due to higher net interest income.

Asset Management Group

Asset Management Group's earnings were \$82 million for the first nine months of 2009 compared with \$97 million for the same period in 2008. Results for 2009 reflected a 63% increase in discretionary assets under management that drove higher asset management fees and strong revenue growth. The 15% decline in earnings over the prior year was driven by an increased provision for credit losses. The business achieved pretax, pre-provision earnings growth of 29% over the first nine months of 2008 as the business remained focused on client growth, retention and satisfaction, expense management and the National City integration. Earnings for the Asset Management Group totaled \$35 million for the third quarter of 2009 compared with \$26 million for the third quarter of 2008.

Residential Mortgage Banking

Residential Mortgage Banking earned \$410 million for the first nine months of 2009, including \$91 million in the third

quarter, driven by strong loan origination activity and net mortgage servicing rights hedging gains. This business segment consists primarily of activities acquired with National City. We do not expect to sustain this level of earnings in the near term.

BlackRock

Our BlackRock business segment earned \$151 million in the first nine months of 2009 and \$185 million in the first nine months of 2008. Lower equity markets in the first quarter of 2009 impacted BlackRock's results in this comparison. Third quarter 2009 business segment earnings from BlackRock were \$74 million compared with \$56 million in the third quarter of 2008 as rallies in equity and fixed income markets along with improved investor sentiment drove improved results.

Global Investment Servicing

Global Investment Servicing earned \$41 million for the first nine months of 2009 compared with \$97 million for the same period of 2008. For the third quarter of 2009, Global Investment Servicing earned \$19 million compared with \$34 million for the third quarter of 2008. Results for 2009 were negatively impacted by declines in asset values, fund redemptions, and account closures as a result of the deterioration of the financial markets and the settlement of a legal matter in the first half of 2009.

Distressed Assets Portfolio

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This business segment consists primarily of assets acquired with National City. The Distressed Assets Portfolio had earnings of \$197 million for the first nine months of 2009, including \$39 million in the third quarter. Earnings for the first nine months of 2009 were comprised largely of net interest income of \$861 million. The provision for credit losses was \$416 million, which reflected credit quality deterioration particularly in the residential development construction and mortgage portfolios. Noninterest expense was \$197 million for the first nine months of 2009, comprised primarily of costs associated with foreclosed assets and servicing costs.

Other

Other reported a net loss of \$495 million for the first nine months of 2009 compared with earnings of \$250 million for the first nine months of 2008. The loss for 2009 included the after-tax impact of other-than-temporary impairment charges and alternative investment writedowns, integration costs related primarily to the National City acquisition, a special FDIC assessment, and equity management losses. These items were somewhat offset by a gain related to PNC's BlackRock LTIP shares obligation in the first quarter and net gains on sales of securities. Earnings for 2008 reflected net securities gains and the partial reduction of the Visa indemnification liability, partially offset by trading losses.

Other reported a net loss of \$39 million for the third quarter of 2009 compared with earnings of \$14 million for the third quarter of 2008. The net loss in the 2009 quarter was primarily due to integration costs related largely to the National City acquisition.

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Our Consolidated Income Statement is presented in Part I, Item 1 of this Report.

Net income for the first nine months of 2009 was \$1.3 billion and for the first nine months of 2008 was \$1.2 billion. Net income for the third quarter of 2009 was \$559 million compared with net income of \$259 million for the third quarter of 2008. Our Consolidated Income Statement for the third quarter and first nine months of 2009 includes operating results of National City. As a result, increases in income statement comparisons to the comparable 2008 periods, except as noted, are primarily due to the operating results of National City.

Total revenue for the first nine months of 2009 was \$11.9 billion compared with \$5.5 billion for the first nine months of 2008. Total revenue for the third quarter of 2009 increased to \$4.0 billion from \$1.7 billion for the third quarter of 2008.

NET INTEREST INCOME AND NET INTEREST MARGIN

| Dollars in millions | Three months ended Sept. 30 | | Nine months ended Sept. 30 | |
|---------------------|--------------------------------|----------|-------------------------------|----------|
| | 2009 | 2008 | 2009 | 2008 |
| Net interest income | \$ 2,222 | \$ 1,000 | \$ 6,709 | \$ 2,831 |
| Net interest margin | 3.76% | 3.46% | 3.72% | 3.34% |

Changes in net interest income and margin result from the interaction of the volume and composition of interest-earning assets and related yields, interest-bearing liabilities and related rates paid, and noninterest-bearing sources of funding. See the Statistical Information Average Consolidated Balance Sheet And Net Interest Analysis section of this Report for additional information.

The increase in net interest income for both 2009 periods shown above compared with the respective 2008 periods reflected the increase in average interest-earning assets due to National City and the improvement in the net interest margin described below.

We expect our net interest income for the fourth quarter of 2009 to be relatively flat and our net interest margin to improve as we capture the remaining benefit from re-pricing our high-cost deposits and deploying some of our balance sheet liquidity into the investment securities portfolio in light of soft loan demand. This assumes our current expectations for interest rates and economic conditions we include our current economic assumptions underlying our forward-looking statements in the Cautionary Statement Regarding Forward-Looking Information section of this Financial Review.

The net interest margin was 3.72% for the first nine months of 2009 and 3.34% for the first nine months of 2008. The following factors impacted the comparison:

A decrease in the rate accrued on interest-bearing liabilities of 99 basis points. The rate accrued on interest-bearing deposits, the largest component, decreased 109 basis points.

These factors were partially offset by a 54 basis point decrease in the yield on interest-earning assets. The yield on loans, which represented the largest portion of our earning assets in the first nine months of 2009, decreased 46 basis points.

In addition, the impact of noninterest-bearing sources of funding decreased 7 basis points.

The net interest margin was 3.76% for the third quarter of 2009 and 3.46% for the third quarter of 2008. The following factors impacted the comparison:

A decrease in the rate accrued on interest-bearing liabilities of 90 basis points. The rate accrued on interest-bearing deposits, the largest component, decreased 98 basis points.

These factors were partially offset by a 54 basis point decrease in the yield on interest-earning assets. The yield on loans, which represented the largest portion of our earning assets in the third quarter of 2009, decreased 41 basis points.

In addition, the impact of noninterest-bearing sources of funding decreased 6 basis points.

For comparing to the broader market, the average Federal funds rate was .17% for the first nine months of 2009 compared with 2.40% for the first nine months of 2008. The average Federal funds rate was .15% for the third quarter of 2009 compared with 1.96% for the third quarter of 2008.

NONINTEREST INCOME

Summary

Noninterest income totaled \$5.2 billion for the first nine months of 2009, compared with \$2.7 billion for the first nine months of 2008.

Noninterest income for the first nine months of 2009 included the following:

- Net credit-related other-than-temporary impairments (OTTI) on debt and equity securities of \$433 million,
- Net gains on sales of securities of \$406 million,
- Gains on hedges of residential mortgage servicing rights of \$320 million,
- Net losses on private equity and alternative investments of \$130 million, and
- Gains of \$103 million related to our BlackRock LTIP shares adjustment in the first quarter.

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Noninterest income for the first nine months of 2008 included the impact of the following:

Valuation and sale losses related to our commercial mortgage loans held for sale, net of hedges, of \$213 million,
Income from Hilliard Lyons totaling \$164 million, including the first quarter gain of \$114 million from the sale of this business,
Net OTTI on debt and equity securities of \$138 million,
Net gains on sales of securities of \$104 million,
A first quarter gain of \$95 million related to the redemption of a portion of our Visa Class B common shares related to Visa's March 2008 initial public offering, and
Gains of \$69 million related to our BlackRock LTIP shares adjustment.

Noninterest income totaled \$1.8 billion for the third quarter of 2009, compared with \$654 million for the third quarter of 2008. The third quarter of 2009 included net gains on sales of securities of \$168 million and net credit-related OTTI on debt and equity securities of \$129 million. The third quarter of 2008 included net OTTI on debt and equity securities of \$129 million, net losses on private equity and alternative investments of \$79 million, net trading losses of \$54 million and a loss of \$51 million related to our BlackRock LTIP shares adjustment.

Additional Analysis

Fund servicing fees totaled \$586 million in the first nine months of 2009 compared with \$695 million in the first nine months of 2008. For the third quarter of 2009, fund servicing fees were \$194 million compared with \$233 million in the third quarter of 2008. Fund servicing fees were negatively impacted by declines in asset values associated with the lower equity markets during the first nine months of 2009, particularly during the first quarter.

Global Investment Servicing provided fund accounting/ administration services for \$795 billion of net fund investment assets and provided custody services for \$427 billion of fund investment assets at September 30, 2009, compared with \$774 billion and \$399 billion, respectively at June 30, 2009 and \$907 billion and \$415 billion, respectively, at September 30, 2008. Increases in both categories compared with the balances at June 30, 2009 reflected the recovering market and client inflows. The decrease in accounting/administration net fund assets compared with the prior year balance was due to market levels and the loss of a client.

Asset management revenue increased \$50 million to \$639 million in the first nine months of 2009 compared with the first nine months of 2008. Asset management revenue increased \$62 million in the third quarter of 2009, to \$242 million, compared with the third quarter of 2008. These increases reflected improving equity markets, new business

generation and a shift in assets into higher yielding equity investments during the third quarter of 2009. Assets managed at September 30, 2009 totaled \$104 billion compared with \$98 billion at June 30, 2009 and \$64 billion at September 30, 2008. Amounts for 2009 include the impact of National City. Higher equity earnings from our BlackRock investment also contributed to the improved third quarter results.

For the first nine months of 2009, consumer services fees totaled \$975 million compared with \$472 million in the first nine months of 2008. Consumer service fees were \$330 million for the third quarter of 2009 compared with \$153 million for the third quarter of 2008. Higher consumer service fees in the 2009 periods more than offset reduced fees from lower merchant and brokerage transaction volumes related to the recession.

Corporate services revenue totaled \$761 million in the first nine months of 2009 and \$547 million in the first nine months of 2008. For the third quarter of 2009, corporate services revenue totaled \$252 million compared with \$198 million for the third quarter of 2008. Corporate services fees include treasury management fees, which continued to be a strong contributor to revenue.

Residential mortgage fees totaled \$883 million in the first nine months of 2009, including \$207 million in the third quarter. Fees from strong mortgage refinancing volumes, especially in the first quarter, and \$320 million of net hedging gains from mortgage servicing rights were reflected in the first nine months of 2009. Net hedging gains were \$60 million in the third quarter. We do not expect to repeat this strong nine-month performance in the near term.

Service charges on deposits totaled \$714 million for the first nine months of 2009 and \$271 million for the first nine months of 2008. Service charges on deposits totaled \$248 million for the third quarter of 2009 compared with \$97 million for the third quarter of 2008. In both comparisons, service charges on deposits held firm as checking account growth offset declining customer transaction amounts and volumes.

Net gains on sales of securities totaled \$406 million for the first nine months of 2009 and \$104 million for the first nine months of 2008. Third quarter net gains on sales of securities were \$168 million in 2009 and \$55 million in 2008. Third quarter 2009 securities gains related primarily to sales of non-agency and agency residential mortgage-backed securities.

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The net credit component of OTTI of securities recognized in earnings was a loss of \$433 million in the first nine months of 2009, including \$129 million in the third quarter. OTTI for the first nine months and third quarter of 2008 were \$138 million and \$129 million, respectively.

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Other noninterest income totaled \$666 million for the first nine months of 2009 compared with \$143 million for the first nine months of 2008. Other noninterest income for the first nine months of 2009 included gains on sales of loans of \$174 million, trading income of \$111 million, gains of \$103 million related to our equity investment in BlackRock and net losses on private equity and alternative investments of \$130 million.

Other noninterest income for the first nine months of 2008 included the \$114 million gain from the sale of Hilliard Lyons, the \$95 million Visa gain, gains of \$69 million related to our equity investment in BlackRock, and losses related to our commercial mortgage loans held for sale, net of hedges, of \$213 million.

Other noninterest income for the third quarter of 2009 totaled \$314 million compared with a negative \$133 million for the third quarter of 2008. The third quarter of 2009 included \$88 million of gains on sales of loans. The third quarter of 2008 included net losses on private equity and alternative investments of \$79 million, net trading losses of \$54 million and a loss of \$51 million related to our BlackRock LTIP shares adjustment.

Other noninterest income typically fluctuates from period to period depending on the nature and magnitude of transactions completed. Further details regarding our trading activities are included in the Market Risk Management – Trading Risk portion of the Risk Management section of this Financial Review, further details regarding private equity and alternative investments are included in the Market Risk Management-Equity and Other Investment Risk section and further details regarding gains or losses related to our equity investment in BlackRock are included in the Business Segments Review section.

We expect client-related noninterest income to continue to improve in the fourth quarter of 2009. We also expect that the first conversion of National City customers to the PNC platform in early November 2009 will create more product cross-selling opportunities.

PRODUCT REVENUE

In addition to credit and deposit products for commercial customers, Corporate & Institutional Banking offers other services, including treasury management and capital markets-related products and services and commercial mortgage banking activities, that are marketed by several businesses to commercial and retail customers.

Treasury management revenue, which includes fees as well as net interest income from customer deposit balances, totaled \$840 million for the first nine months of 2009 and \$415 million for the first nine months of 2008. For the third quarter of 2009, treasury management revenue was \$281 million compared with \$141 million for the third quarter of 2008. In addition to the impact of National City, these increases were primarily related to deposit growth and continued growth in legacy offerings such as purchasing cards and services provided to the Federal government and healthcare customers.

Revenue from capital markets-related products and services totaled \$346 million in the first nine months of 2009 compared with \$260 million in the first nine months of 2008. Third quarter 2009 revenue was \$155 million compared with \$80 million for the third quarter of 2008. The impact of National City-related revenue in both comparisons helped to offset declines in merger and acquisition revenues reflecting the difficult financing environment.

Commercial mortgage banking activities include revenue derived from commercial mortgage servicing (including net interest income and noninterest income from loan servicing and ancillary services), and revenue derived from commercial mortgage loans intended for sale and related hedges (including loan origination fees, net interest income, valuation adjustments and gains or losses on sales).

Commercial mortgage banking activities resulted in revenue of \$352 million in the first nine months of 2009 compared with \$11 million in the first nine months of 2008. For the third quarter of 2009, revenue from commercial mortgage banking activities totaled \$119 million compared with a loss of \$1 million for the third quarter of 2008. The first nine months of 2009 included gains of \$62 million on commercial mortgage loans held for sale, net of hedges. Losses of \$213 million on commercial mortgage loans held for sale, net of hedges, reduced revenue for the first nine months of 2008.

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PROVISION FOR CREDIT LOSSES

The provision for credit losses totaled \$2.9 billion for the first nine months of 2009 compared with \$527 million for the first nine months of 2008. For the third quarter of 2009, the provision for credit losses totaled \$914 million compared with \$190 million for the third quarter of 2008. The provisions for credit losses for the first nine months and third quarter of 2009 were in excess of net charge-offs of \$1.9 billion and \$650 million, respectively, due to required increases to our allowance for loan and lease losses reflecting continued deterioration in the credit markets and the resulting increase in nonperforming loans.

The Credit Risk Management portion of the Risk Management section of this Financial Review includes additional information regarding factors impacting the provision for credit losses.

We expect the provision for credit losses in the fourth quarter of 2009 to be relatively consistent with the provision recognized in the third quarter of 2009.

NONINTEREST EXPENSE

Noninterest expense for the first nine months of 2009 was \$7.4 billion compared with \$3.3 billion in the first nine months of 2008. Noninterest expense totaled \$2.4 billion in the third quarter of 2009 compared with \$1.1 billion in the third quarter of 2008. The increases in both comparisons were substantially related to National City. We also recorded a special FDIC assessment of \$133 million in the second quarter of 2009. This assessment was intended to build the FDIC's Deposit Insurance Fund.

Integration costs totaled \$266 million in the first nine months of 2009 compared with \$41 million in the first nine months of 2008. Integration costs in the third quarter of 2009 totaled \$89 million compared with \$14 million in the third quarter of 2008.

Annualized National City acquisition cost savings of approximately \$800 million were realized by the third quarter of 2009, on track to exceed our \$600 million goal for 2009 and exceed our \$1.2 billion two-year goal of reducing combined company annualized noninterest expense.

We expect total noninterest expense for the fourth quarter of 2009 to be approximately the same level as the third quarter of 2009 as ongoing integration costs should be offset by higher cost saves.

EFFECTIVE TAX RATE

Our effective tax rate was 21.9% for the first nine months of 2009 and 32.5% for the first nine months of 2008. For the third quarter of 2009, our effective tax rate was 26.0% compared with 22.2% for the third quarter of 2008. Both 2009 effective tax rates were significantly lower than the statutory rate due to the relationship of pretax income to tax credits and earnings that are not subject to tax.

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| In millions | Sept. 30 2009 | Dec. 31 2008 |
|--------------------------------------|-------------------|-------------------|
| Assets | | |
| Loans | \$ 160,608 | \$ 175,489 |
| Investment securities | 54,413 | 43,473 |
| Cash and short-term investments | 9,982 | 23,936 |
| Loans held for sale | 3,509 | 4,366 |
| Equity investments | 8,684 | 8,554 |
| Goodwill and other intangible assets | 12,734 | 11,688 |
| Other | 21,477 | 23,575 |
| Total assets | \$ 271,407 | \$ 291,081 |
| Liabilities | | |
| Deposits | \$ 183,809 | \$ 192,865 |
| Borrowed funds | 41,910 | 52,240 |
| Other | 14,025 | 18,328 |
| Total liabilities | 239,744 | 263,433 |
| Total shareholders' equity | 28,928 | 25,422 |
| Noncontrolling interests | 2,735 | 2,226 |
| Total equity | 31,663 | 27,648 |
| Total liabilities and equity | \$ 271,407 | \$ 291,081 |

The summarized balance sheet data above is based upon our Consolidated Balance Sheet in Part I, Item 1 of this Report.

The decline in total assets at September 30, 2009 compared with December 31, 2008 was primarily due to reduced loan demand and lower interest-earning deposits with banks, partially offset by an increase in lower risk investment securities.

An analysis of changes in selected balance sheet categories follows.

LOANS

A summary of the major categories of loans outstanding follows. Outstanding loan balances reflect unearned income, unamortized discount and premium, and purchase discounts and premiums totaling \$3.2 billion at September 30, 2009 and \$4.1 billion at December 31, 2008, respectively. Absent a significant improvement in the economy or higher loan demand, we expect our total loan portfolio at December 31, 2009 will decline compared with the balance at September 30, 2009.

Loans decreased \$14.9 billion, or 8%, as of September 30, 2009 compared with December 31, 2008. Loans represented 59% of total assets at September 30, 2009 and 60% of total assets at December 31, 2008.

Commercial lending represented 54% of the loan portfolio and consumer lending represented 46% at September 30, 2009. Commercial lending declined 14% at September 30, 2009

compared with December 31, 2008. Commercial loans, which comprised 65% of total commercial lending, declined due to reduced demand for new loans, lower utilization levels and paydowns as clients continued to deleverage their balance sheets. Total consumer lending decreased slightly at September 30, 2009 from December 31, 2008.

Details Of Loans

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| In millions | Sept. 30 2009 | Dec. 31 2008 |
|---|-------------------|-------------------|
| Commercial | | |
| Retail/wholesale | \$ 9,404 | \$ 11,482 |
| Manufacturing | 10,639 | 13,263 |
| Other service providers | 8,364 | 9,038 |
| Real estate related (a) | 7,854 | 9,107 |
| Financial services | 4,422 | 5,194 |
| Health care | 2,888 | 3,201 |
| Other | 13,357 | 17,935 |
| Total commercial | 56,928 | 69,220 |
| Commercial real estate | | |
| Real estate projects | 16,112 | 17,176 |
| Commercial mortgage | 7,952 | 8,560 |
| Total commercial real estate | 24,064 | 25,736 |
| Equipment lease financing | 6,283 | 6,461 |
| TOTAL COMMERCIAL LENDING | 87,275 | 101,417 |
| Consumer | | |
| Home equity | | |
| Lines of credit | 24,272 | 24,024 |
| Installment | 12,098 | 14,252 |
| Education | 6,370 | 4,211 |
| Automobile | 1,988 | 1,667 |
| Credit card and other unsecured lines of credit | 3,533 | 3,163 |
| Other | 4,614 | 5,172 |
| Total consumer | 52,875 | 52,489 |
| Residential real estate | | |
| Residential mortgage | 18,469 | 18,783 |
| Residential construction | 1,989 | 2,800 |
| Total residential real estate | 20,458 | 21,583 |
| TOTAL CONSUMER LENDING | 73,333 | 74,072 |
| Total loans (b) | \$ 160,608 | \$ 175,489 |

(a) Includes loans to customers in the real estate and construction industries.

(b) Includes purchased impaired loans related to National City, adjusted to reflect additional loan impairments effective December 31, 2008, amounting to \$11.1 billion at September 30, 2009 and \$12.7 billion at December 31, 2008.

Our loan portfolio continued to be diversified among numerous industries and types of businesses. The loans that we hold are also concentrated in, and diversified across, our principal geographic markets.

Commercial lending is the largest category and is the most sensitive to changes in assumptions and judgments underlying the determination of the allowance for loan and lease losses. We have allocated \$3.3 billion, or 69%, of the total allowance for loan and lease losses at September 30, 2009 to these loans.

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We allocated \$1.5 billion, or 31%, of the remaining allowance at that date to consumer lending. This allocation also considers other relevant factors such as:

- Actual versus estimated losses,
- Regional and national economic conditions,
- Business segment and portfolio concentrations,
- Industry conditions,
- The impact of government regulations, and
- Risk of potential estimation or judgmental errors, including the accuracy of risk ratings.

Higher Risk Loans

Our home equity lines of credit and installment loans outstanding totaled \$36.4 billion at September 30, 2009. In this portfolio, we consider the higher risk loans to be those with a recent FICO credit score of less than or equal to 660 and a loan-to-value ratio greater than 90%. Such loans totaled \$1.2 billion or approximately 3% of the total home equity line and installment loans at September 30, 2009. These higher risk loans were concentrated in our geographic footprint with 29% in Pennsylvania, 14% in Ohio, 11% in New Jersey, 7% in Illinois, 6% Missouri, and 5% in Kentucky, with the remaining loans dispersed across several other states. Option ARM loans and negative amortization loans in this portfolio were not significant. Within the higher risk home equity portfolio, approximately 11% are in some stage of delinquency and 5% are in late stage (90+ days) delinquency status.

In our \$18.5 billion residential mortgage portfolio, loans with a recent FICO credit score of less than or equal to 660 and a loan-to-value ratio greater than 90% totaled \$0.5 billion and comprised approximately 3% of this portfolio at September 30, 2009. Fifteen percent of the higher risk loans are located in California, 14% in Illinois, 13% in Florida, 9% in Maryland, 6% in Pennsylvania, 6% in Ohio, and 6% in New Jersey, with the remaining loans dispersed across several other states. Option ARM loans and negative amortization loans in this portfolio were not significant. Within the higher risk residential mortgage portfolio, approximately 48% are in some stage of delinquency and 36% are in 90+ days late stage delinquency status.

Our higher risk loans as defined above exclude government insured/government guaranteed loans. We believe that government insured/government guaranteed loans will not result in a significant loss because of their structure.

Within our home equity lines of credit, installment loans and residential mortgage portfolios, approximately 3% of the aggregate \$54.9 billion loan outstandings have loan-to-value ratios in excess of 100%. The impact of housing price depreciation is reflected in the allowance for loans and lease losses as a result of the consumer reserve methodology process. The consumer reserve process is sensitive to collateral values which in turn affect loan loss severity. While our consumer reserve methodology strives to reflect all significant risk factors, there is an element of uncertainty

associated with, but not limited to, potential imprecision in the estimation process due to the inherent time lag of obtaining information such as housing price depreciation. We provide additional reserves where appropriate to provide coverage for losses attributable to such risks.

We obtain updated property values annually for select residential mortgage loan portfolios. We are expanding this valuation process to update the property values on the majority of our real estate secured consumer loan portfolios.

Valuation of FASB ASC 310-30 Purchased Impaired Loans

| | Original | | Revised | |
|---|-------------------|-----------------|-------------------|-----------------|
| | December 31, 2008 | | December 31, 2008 | |
| Dollars in billions | Balance | Fair Value Mark | Balance | Fair Value Mark |
| Commercial and commercial real estate loans: | | | | |
| Unpaid principal balance | \$ 4.0 | | \$ 6.3 | |
| Fair value mark | (2.2) | (55)% | (3.4) | (54)% |
| Net investment | 1.8 | | 2.9 | |
| Consumer and residential mortgage loans: | | | | |
| Unpaid principal balance | 15.3 | | 15.6 | |
| Fair value mark | (5.2) | (34)% | (5.8) | (37)% |

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| | | | | |
|--|---------|-------|---------|-------|
| Net investment | 10.1 | | 9.8 | |
| <u>Total FASB ASC 310-30 purchased impaired loans:</u> | | | | |
| Unpaid principal balance | 19.3 | | 21.9 | |
| Fair value mark | (7.4) | (38)% | (9.2) | (42)% |
| Net investment | \$ 11.9 | | \$ 12.7 | |

Subsequent to December 31, 2008, an additional \$2.6 billion of acquired National City loans were identified as impaired under FASB ASC 310-30. A total fair value mark of \$1.8 billion was recorded, resulting in a \$.8 billion net investment. These impairments were effective December 31, 2008 based on additional information regarding the borrowers and credit conditions that existed as of the acquisition date.

The unpaid principal balance of purchased impaired loans declined from \$21.9 billion at December 31, 2008 to \$17.7 billion at September 30, 2009 due to amounts determined to be uncollectible, payoffs and disposals. The remaining fair value mark at September 30, 2009 was \$6.6 billion and declined from \$9.2 billion at December 31, 2008 primarily due to amounts determined to be uncollectible. The net investment of \$12.7 billion at December 31, 2008 declined to \$11.1 billion at September 30, 2009 due to payoffs and disposals, partially offset by accretion during the first nine months of 2009. We currently expect to collect total cash flows of \$14.2 billion on purchased impaired loans, representing the \$11.1 billion recorded investment at September 30, 2009 and the accretable net interest of \$3.1 billion shown in the table.

Information related to purchase accounting accretion and accretable net interest recognized during 2009 in connection with our acquisition of National City follows.

Table of Contents**Purchase Accounting Accretion**

| | Three months ended | Nine months ended |
|--|-----------------------|----------------------|
| In millions | Sept. 30 2009 | Sept. 30 2009 |
| Performing loans | \$ 172 | \$ 662 |
| Impaired loans | 204 | 720 |
| Reversal of contractual interest on impaired loans | (167) | (584) |
| Net impaired loans | 37 | 136 |
| Securities | 25 | 97 |
| Deposits | 231 | 807 |
| Borrowings | (58) | (195) |
| Total | \$ 407 | \$ 1,507 |

Accretable Net Interest

| | December 31 2008 | Sept. 30 2009 |
|------------------|---------------------|------------------|
| In billions | | |
| Performing loans | \$ 2.4 | \$ 1.7 |
| Impaired loans | 3.7 | 3.1 |
| Total loans (a) | 6.1 | 4.8 |
| Securities | .2 | .1 |
| Deposits | 2.1 | 1.2 |
| Borrowings | (1.8) | (1.3) |
| Total | \$ 6.6 | \$ 4.8 |

(a) Prior to the reversal of contractual interest on impaired loans.

Adjustments to the recorded investment in purchased impaired loans include purchase accounting accretion, reclassifications from nonaccretable to accretable interest as a result of increases in estimated cash flows, and reductions in the accretable amount as a result of additional loan impairments as of the National City acquisition close date of December 31, 2008.

Net unfunded credit commitments are comprised of the following:

Net Unfunded Credit Commitments

| | Sept. 30 2009 | Dec. 31 2008 |
|---|------------------|-----------------|
| In millions | | |
| Commercial and commercial real estate (a) | \$ 60,222 | \$ 60,020 |
| Home equity lines of credit | 21,021 | 23,195 |
| Consumer credit card lines | 18,721 | 19,028 |
| Other | 2,705 | 2,645 |
| Total | \$ 102,669 | \$ 104,888 |

(a) Less than 5% of these amounts relate to commercial real estate.

Unfunded commitments are concentrated in our primary geographic markets. Commitments to extend credit represent arrangements to lend funds or provide liquidity subject to specified contractual conditions. Commercial commitments are reported net of participations, assignments and syndications, primarily to financial institutions, totaling \$9.6 billion at September 30, 2009 and \$8.6 billion at December 31, 2008.

Unfunded liquidity facility commitments and standby bond purchase agreements totaled \$6.4 billion at September 30, 2009 and \$7.0 billion at December 31, 2008 and are included in the preceding table primarily within the Commercial and commercial real estate category.

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In addition to credit commitments, our net outstanding standby letters of credit totaled \$9.9 billion at September 30, 2009 and \$10.3 billion at December 31, 2008. Standby letters of credit commit us to make payments on behalf of our customers if specified future events occur.

INVESTMENT SECURITIES

Details of Investment Securities

| In millions | Amortized Cost | Fair Value |
|---|-------------------|---------------|
| September 30, 2009 | | |
| SECURITIES AVAILABLE FOR SALE | | |
| Debt securities | | |
| US Treasury and government agencies | \$ 6,892 | \$ 6,917 |
| Residential mortgage-backed | | |
| Agency | 23,251 | 23,806 |
| Non-agency | 11,064 | 8,771 |
| Commercial mortgage-backed | | |
| Agency | 1,087 | 1,117 |
| Non-agency | 3,974 | 3,751 |
| Asset-backed | 1,921 | 1,513 |
| State and municipal | 1,349 | 1,368 |
| Other debt | 1,886 | 1,929 |
| Corporate stocks and other | 553 | 576 |
| Total securities available for sale | \$ 51,977 | \$ 49,748 |
| SECURITIES HELD TO MATURITY | | |
| Debt securities | | |
| Commercial mortgage-backed (non-agency) | \$ 1,965 | \$ 2,170 |
| Asset-backed | 2,541 | 2,629 |
| Other debt | 159 | 161 |
| Total securities held to maturity | \$ 4,665 | \$ 4,960 |
| December 31, 2008 | | |
| SECURITIES AVAILABLE FOR SALE | | |
| Debt securities | | |
| US Treasury and government agencies | \$ 738 | \$ 739 |
| Residential mortgage-backed | | |
| Agency | 22,744 | 23,106 |
| Non-agency | 13,205 | 8,831 |
| Commercial mortgage-backed (non-agency) | 4,305 | 3,446 |
| Asset-backed | 2,069 | 1,627 |
| State and municipal | 1,326 | 1,263 |
| Other debt | 563 | 559 |
| Corporate stocks and other | 575 | 571 |
| Total securities available for sale | \$ 45,525 | \$ 40,142 |
| SECURITIES HELD TO MATURITY | | |
| Debt securities | | |
| Commercial mortgage-backed (non-agency) | \$ 1,945 | \$ 1,896 |
| Asset-backed | 1,376 | 1,358 |
| Other debt | 10 | 10 |
| Total securities held to maturity | \$ 3,331 | \$ 3,264 |

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The carrying amount of investment securities totaled \$54.4 billion at September 30, 2009 and \$43.5 billion at December 31, 2008 and represented 20% of total assets at September 30, 2009 compared with 15% of total assets at December 31, 2008. The increase in securities of \$10.9 billion since December 31, 2008 primarily reflected the purchase of US Treasury and government agency securities as well as price appreciation in the available for sale portfolio, partially offset by maturities, prepayments and sales.

We evaluate our portfolio of investment securities in light of changing market conditions and other factors and, where appropriate, take steps intended to improve our overall positioning. Overall, we consider the portfolio to be well-diversified and high quality. US Treasury and government agencies, agency residential mortgage-backed securities and agency commercial mortgage-backed securities collectively represented 59% of the investment securities portfolio at September 30, 2009.

At September 30, 2009, the securities available for sale portfolio included a net unrealized loss of \$2.2 billion, which represented the difference between fair value and amortized cost. The comparable amount at December 31, 2008 was a net unrealized loss of \$5.4 billion. The fair value of investment

securities is impacted by interest rates, credit spreads, market volatility and liquidity conditions. The fair value of investment securities generally decreases when interest rates increase and vice versa. In addition, the fair value generally decreases when credit spreads widen and vice versa. The net unrealized losses at September 30, 2009 did not reflect significant credit quality concerns with the underlying assets. The decline in the unrealized pretax loss from year-end was primarily the result of improving fair values in non-agency residential mortgage-backed and non-agency commercial mortgage-backed securities. Net unrealized gains and losses in the securities available for sale portfolio are included in shareholders' equity as accumulated other comprehensive income or loss, net of tax.

The expected weighted-average life of investment securities (excluding corporate stocks and other) was 4.0 years at September 30, 2009 and 3.1 years at December 31, 2008.

We estimate that at September 30, 2009 the effective duration of investment securities was 2.6 years for an immediate 50 basis points parallel increase in interest rates and 2.5 years for an immediate 50 basis points parallel decrease in interest rates. Comparable amounts at December 31, 2008 were 3.7 years and 3.1 years, respectively.

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The following table provides detail regarding the current credit rating, vintage and FICO score of the underlying collateral at origination for residential mortgage-backed, commercial mortgage-backed and other asset-backed securities held in the available-for-sale and held-to-maturity portfolios:

| | | September 30, 2009 | | | | |
|--------------------------------------|--|--|---|--|---|-------------------------------------|
| | | Agency | | Non-agency | | |
| | | Residential Mortgage-Backed Securities | Commercial Mortgage-Backed Securities | Residential Mortgage-Backed Securities | Commercial Mortgage-Backed Securities | Other Asset-Backed Securities |
| Dollars in millions | | | | | | |
| Fair Value Available for Sale | | \$ 23,806 | \$ 1,117 | \$ 8,771 | \$ 3,751 | \$ 1,513 |
| Fair Value Held to Maturity | | | | | 2,170 | 2,629 |
| Total Fair Value | | \$ 23,806 | \$ 1,117 | \$ 8,771 | \$ 5,921 | \$ 4,142 |
| % of Fair Value: | | | | | | |
| By Vintage | | | | | | |
| 2009 | | 28% | 81% | 1% | | 25% |
| 2008 | | 26% | 2% | | | 13% |
| 2007 | | 11% | | 16% | 16% | 24% |
| 2006 | | 13% | 1% | 23% | 34% | 17% |
| 2005 and earlier | | 22% | 16% | 60% | 50% | 21% |
| Total | | 100% | 100% | 100% | 100% | 100% |
| By Credit Rating | | | | | | |
| Agency | | 100% | 100% | | | |
| AAA | | | | 16% | 95% | 71% |
| AA | | | | 8% | 2% | 5% |
| A | | | | 7% | 2% | 1% |
| BBB | | | | 11% | 1% | 2% |
| BB | | | | 15% | | 6% |
| B | | | | 14% | | 3% |
| Lower than B | | | | 29% | | 9% |
| No rating | | | | | | 3% |
| Total | | 100% | 100% | 100% | 100% | 100% |
| By FICO Score | | | | | | |
| >720 | | | | 61% | | 4% |
| <720 or >660 | | | | 30% | | 12% |
| <660 | | | | | | 4% |
| No FICO score | | N/A | N/A | 9% | N/A | 80% |
| Total | | | | 100% | | 100% |

At least quarterly we conduct a comprehensive security-level impairment assessment on all securities in an unrealized loss position to determine whether the loss represents OTTI. Our assessment considers the security structure, recent security collateral performance metrics, external credit ratings, failure of the issuer to make scheduled interest or principal payments, our judgment and expectations of future performance, and relevant independent industry research, analysis and forecasts. We also consider the severity of the impairment and the length of time that the security has been impaired in our assessment. Results of the periodic assessment are reviewed by a cross-functional senior management team representing Asset & Liability Management, Finance, and Balance Sheet Risk Management. The senior management team considers the results of the assessments, as well as other factors, in determining whether the impairment is other than temporary.

New US GAAP issued in April 2009 amended OTTI guidance for debt securities regarding recognition and disclosure. The major change in the guidance was the requirement to recognize only the credit portion of OTTI charges in current earnings for those debt securities where there is no intent to sell and it is not more likely than not that the entity would be

required to sell the security prior to expected recovery. The remaining portion of OTTI charges is included in accumulated other comprehensive loss.

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PNC adopted this guidance effective January 1, 2009. Upon adoption, we recorded a cumulative effect adjustment of \$110 million to retained earnings at January 1, 2009 to reclassify the noncredit component of OTTI recognized in 2008 from retained earnings to accumulated other comprehensive loss. During the first nine months of 2009, we recognized OTTI losses of \$1.5 billion, of which \$433 million represented the credit portion of the losses recognized as a reduction of noninterest income in our Consolidated Income Statement. The remaining noncredit portion of the OTTI losses totaled \$1.1 billion and was recognized in accumulated other comprehensive loss on the Consolidated Balance Sheet at September 30, 2009. The credit portion of OTTI recognized in our Consolidated Income Statement for the third quarter of 2009 was \$129 million. Included below is detail on the net

unrealized losses and OTTI credit losses recorded on non-agency residential and commercial mortgage-backed and other asset-backed securities, which represent the portfolios that have generated the majority of the OTTI losses.

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A summary of all OTTI credit losses recognized for the third quarter and first nine months of 2009 by investment type is included in Note 7 Investment Securities in the Notes To Consolidated Financial Statements of this Report.

| In millions | September 30, 2009 | | | | | |
|---|--|----------------------------|---------------------------------------|----------------------------|-------------------------------|----------------------------|
| | Residential Mortgage-Backed Securities | | Commercial Mortgage-Backed Securities | | Other Asset-Backed Securities | |
| | Fair Value | Net Unrealized Gain (Loss) | Fair Value | Net Unrealized Gain (Loss) | Fair Value | Net Unrealized Gain (Loss) |
| AVAILABLE FOR SALE SECURITIES NON-AGENCY | | | | | | |
| <u>By Credit Rating</u> | | | | | | |
| AAA | \$ 1,434 | \$ (241) | \$ 3,444 | \$ (106) | \$ 610 | \$ (22) |
| Other Investment Grade (AA, A, BBB) | 2,214 | (300) | 277 | (103) | 121 | (21) |
| Total Investment Grade | 3,648 | (541) | 3,721 | (209) | 731 | (43) |
| BB | 1,323 | (422) | 30 | (14) | 245 | (79) |
| B | 1,248 | (419) | | | 133 | (70) |
| Lower than B | 2,551 | (911) | | | 347 | (194) |
| No Rating | 1 | | | | 57 | (22) |
| Total Sub-Investment Grade | 5,123 | (1,752) | 30 | (14) | 782 | (365) |
| Total | \$ 8,771 | \$ (2,293) | \$ 3,751 | \$ (223) | \$ 1,513 | \$ (408) |
| Investment Grade: | | | | | | |
| OTTI has been recognized | \$ 57 | \$ (12) | | | | |
| No OTTI recognized to date | 3,591 | (529) | \$ 3,721 | \$ (209) | \$ 731 | \$ (43) |
| Total Investment Grade | \$ 3,648 | \$ (541) | \$ 3,721 | \$ (209) | \$ 731 | \$ (43) |
| Sub-Investment Grade: | | | | | | |
| OTTI has been recognized | \$ 2,031 | \$ (870) | | | \$ 495 | \$ (238) |
| No OTTI recognized to date | 3,092 | (882) | \$ 30 | \$ (14) | 287 | (127) |
| Total Sub-Investment Grade | \$ 5,123 | \$ (1,752) | \$ 30 | \$ (14) | \$ 782 | \$ (365) |
| SECURITIES HELD TO MATURITY NON-AGENCY | | | | | | |
| <u>By Credit Rating</u> | | | | | | |
| AAA | | | \$ 2,170 | \$ 205 | \$ 2,314 | \$ 97 |
| Other Investment Grade (AA, A, BBB) | | | | | 211 | 10 |
| Total Investment Grade | | | 2,170 | 205 | 2,525 | 107 |
| B | | | | | 4 | |
| Lower than B | | | | | 40 | (4) |
| No Rating | | | | | 60 | (15) |
| Total Sub-Investment Grade | | | | | 104 | (19) |
| Total | | | \$ 2,170 | \$ 205 | \$ 2,629 | \$ 88 |

Residential Mortgage-Backed Securities

At September 30, 2009, our residential mortgage-backed securities portfolio was comprised of \$23.8 billion fair value of US government agency-backed securities and \$8.8 billion fair value of non-agency (private issuer) securities. The agency securities are generally collateralized by 1-4 family, conforming, fixed-rate residential mortgages. The non-agency securities are also generally collateralized by 1-4 family residential mortgages. The mortgage loans underlying the non-agency securities are generally non-conforming (i.e., original balances in excess of the amount qualifying for agency securities) and predominately have interest rates that are fixed for a period of time, after which the rate adjusts to a floating rate based upon a contractual spread that is indexed to a market rate (i.e., a hybrid ARM), or interest rates that are fixed for the term of the loan.

Substantially all of the securities are senior tranches in the securitization structure and have credit protection in the form

of credit enhancement, over-collateralization and/or excess spread accounts.

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During the first nine months of 2009, we recorded OTTI credit losses of \$340 million on non-agency residential mortgage-backed securities, including \$92 million in the third quarter. As of September 30, 2009, \$302 million of the year-to-date credit losses related to securities rated below investment grade. As of September 30, 2009, the noncredit portion of OTTI losses recorded in accumulated other comprehensive loss for non-agency residential mortgage-backed securities totaled \$882 million and the related securities had a fair value of \$2.1 billion.

The fair value of sub-investment grade investment securities for which we have not recorded an OTTI credit loss as of September 30, 2009 totaled \$3.1 billion, with unrealized net losses of \$882 million. The results of our security-level assessments indicate that we will recover the entire cost basis

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of these securities. Note 7 Investment Securities in the Notes To Consolidated Financial Statements of this Report provides further detail regarding our process for assessing OTTI for these securities.

Commercial Mortgage-Backed Securities

The fair value of the non-agency commercial mortgage-backed securities portfolio was \$5.9 billion at September 30, 2009 and consisted of fixed-rate, private-issuer securities collateralized by non-residential properties, primarily retail properties, office buildings, and multi-family housing. The agency commercial mortgage-backed securities portfolio was \$1.1 billion fair value at September 30, 2009 consisting of multi-family housing. Substantially all of the securities are the most senior tranches in the subordination structure.

During the first nine months of 2009, we recorded OTTI credit losses of \$6 million on non-agency commercial mortgage-backed securities. There were no OTTI credit losses on commercial mortgage-backed securities recorded during the third quarter. The remaining fair value of the securities for which OTTI was recorded approximates zero. All of the impaired securities were rated below investment grade.

Other Asset-Backed Securities

The fair value of the asset-backed securities portfolio was \$4.1 billion at September 30, 2009 and consisted of fixed-rate and floating-rate, private-issuer securities collateralized primarily by various consumer credit products, including second-lien residential mortgage loans, credit cards, and automobile loans. Substantially all of the securities are senior tranches in the securitization structure and have credit protection in the form of credit enhancement, over-collateralization and/or excess spread accounts.

During the first nine months of 2009, we recorded OTTI credit losses of \$76 million on other asset-backed securities, including \$34 million in the third quarter of 2009. All of the securities were collateralized by second-lien residential mortgage loans and were rated below investment grade. As of September 30, 2009, the noncredit portion of OTTI losses recorded in accumulated other comprehensive loss for other asset-backed securities totaled \$238 million and the related securities had a fair value of \$495 million.

For the sub-investment grade investment securities for which we have not recorded an OTTI loss through September 30, 2009, the remaining fair value was \$391 million, with unrealized net losses of \$146 million. The results of our security-level assessments indicate that we will recover the entire cost basis of these securities. Note 7 Investment Securities in the Notes To Consolidated Financial Statements of this Report provides further detail regarding our process for assessing OTTI for these securities.

If the current housing and economic crisis were to continue for the foreseeable future or worsen, if market volatility and illiquidity were to continue or worsen, or if market interest

rates were to increase appreciably, the valuation of our investment securities portfolio could continue to be adversely affected and we could incur additional OTTI credit losses that would impact our Consolidated Income Statement.

Loans Held For Sale

| | Sept. 30 | Dec. 31 |
|--|----------|----------|
| In millions | 2009 | 2008 |
| Commercial mortgages at fair value (a) | \$ 1,121 | \$ 1,401 |
| Commercial mortgages at lower of cost or market | 689 | 747 |
| Total commercial mortgages | 1,810 | 2,148 |
| Residential mortgages at fair value (a) | 1,551 | 1,824 |
| Residential mortgages at lower of cost or market | 1 | 138 |
| Total residential mortgages | 1,552 | 1,962 |
| Other | 147 | 256 |
| Total | \$ 3,509 | \$ 4,366 |

(a) Balance at December 31, 2008 includes loans held for sale which were acquired from National City and recorded at fair value at the date of acquisition. We stopped originating certain commercial mortgage loans designated as held for sale during the first quarter of 2008 and intend to continue pursuing opportunities to reduce these positions at appropriate prices. Strong origination volumes partially offset sales to government agencies of \$4.0 billion of commercial mortgages held for sale at lower of cost or market during the first nine months of 2009, including \$0.8 billion in

the third quarter.

We recognized net gains of \$62 million in the first nine months of 2009 on the valuation and sale of commercial mortgage loans held for sale, net of hedges, including \$28 million in the third quarter. Losses of \$213 million on the valuation and sale of commercial mortgage loans held for sale carried at fair value, net of hedges, were recognized in the first nine months of 2008, including losses of \$75 million in the third quarter of that year. We sold \$.2 billion and \$.5 billion, respectively, of commercial mortgage loans held for sale carried at fair value in the first nine months of 2009 and 2008.

Residential mortgage loans held for sale decreased during the first nine months of 2009 despite strong refinancing volumes, especially in the first quarter. Loan origination volume was \$16.9 billion, including \$3.6 billion in the third quarter. Substantially all such loans were originated to agency standards. We sold \$17.0 billion of loans and recognized related gains of \$409 million during the first nine months of 2009, of which \$83 million occurred in the third quarter.

Net interest income on residential mortgage loans held for sale was \$261 million for the first nine months of 2009, including \$83 million in the third quarter.

Goodwill and Other Intangible Assets

Goodwill increased \$418 million and other intangible assets increased \$628 million at September 30, 2009 compared with December 31, 2008. Note 2 National City Acquisition and

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Note 9 Goodwill and Other Intangible Assets in the Notes to Consolidated Financial Statements of this Report have further details on the National City-related items that were the primary drivers of these increases.

FUNDING AND CAPITAL SOURCES**Details Of Funding Sources**

| In millions | Sept. 30 2009 | Dec. 31 2008 |
|---|-------------------|-------------------|
| Deposits | | |
| Money market | \$ 73,754 | \$ 67,678 |
| Demand | 47,877 | 43,212 |
| Retail certificates of deposit | 50,524 | 58,315 |
| Savings | 6,375 | 6,056 |
| Other time | 1,935 | 13,620 |
| Time deposits in foreign offices | 3,344 | 3,984 |
| Total deposits | 183,809 | 192,865 |
| Borrowed funds | | |
| Federal funds purchased and repurchase agreements | 3,996 | 5,153 |
| Federal Home Loan Bank borrowings | 11,953 | 18,126 |
| Bank notes and senior debt | 12,424 | 13,664 |
| Subordinated debt | 10,501 | 11,208 |
| Other | 3,036 | 4,089 |
| Total borrowed funds | 41,910 | 52,240 |
| Total | \$ 225,719 | \$ 245,105 |

Total funding sources decreased \$19.4 billion at September 30, 2009 compared with December 31, 2008 driven by declines in other time deposits, retail certificates of deposit and Federal Home Loan Bank borrowings.

Total deposits decreased \$9.1 billion at September 30, 2009 compared with December 31, 2008. Relationship-growth driven increases in money market, demand and savings deposits were more than offset by declines in other time deposits, reflecting a planned run-off of brokered certificates of deposits, and retail certificates of deposits. Interest-bearing deposits represented 77% of total deposits at September 30, 2009 compared with 81% at December 31, 2008.

The \$10.3 billion decline in borrowed funds since December 31, 2008 primarily resulted from repayments of Federal Home Loan Bank borrowings. During the first quarter of 2009, PNC issued \$1.0 billion of senior notes guaranteed by the FDIC under the Temporary Liquidity Guarantee Program. In addition, PNC issued \$1.5 billion of senior notes during the second and third quarters of 2009, which were not issued under the Temporary Liquidity Guarantee Program. The Liquidity Risk Management section of this Financial Review contains further details regarding actions we have taken which impacted our borrowed funds balances in 2009.

Capital

We manage our capital position by making adjustments to our balance sheet size and composition, issuing debt, equity or hybrid instruments, executing treasury stock transactions, managing dividend policies and retaining earnings. The

reduction in our quarterly common stock dividend that began in April 2009 is expected to add \$1 billion annually to PNC's common equity and cash positions, resulting in annual improvement in capital ratios of approximately 40 basis points.

Total shareholders' equity increased \$3.5 billion, to \$28.9 billion, at September 30, 2009 compared with December 31, 2008 primarily due to the following:

- A decline of \$2.0 billion in accumulated other comprehensive loss primarily as a result of decreases in net unrealized securities losses as more fully described in the Investment Securities portion of this Consolidated Balance Sheet Review,
- An increase of \$.7 billion in retained earnings, and
- An increase of \$.5 billion in capital surplus-common stock and other, primarily due to the May 2009 common stock issuance.

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Common shares outstanding were 461 million at September 30, 2009 and 443 million at December 31, 2008. As described in the Executive Summary section of this Financial Review, in May 2009 we raised \$624 million in new common equity at market prices through the issuance of 15 million shares of common stock. The offering was related to our plan for increasing common equity following the results of the stress tests conducted under the Supervisory Capital Assessment Program by the Board of Governors of the Federal Reserve System and the Office of the Comptroller of the Currency.

We expect to continue to increase our common equity as a proportion of total capital through growth in retained earnings and will consider other capital opportunities as appropriate. We do not contemplate exchanging any of the shares of preferred stock issued to the US Treasury under the TARP Capital Purchase Program for shares of mandatorily convertible preferred stock.

Our current common stock repurchase program permits us to purchase up to 25 million shares of PNC common stock on the open market or in privately negotiated transactions. This program will remain in effect until fully utilized or until modified, superseded or terminated. The extent and timing of share repurchases under this program will depend on a number of factors including, among others, market and general economic conditions, economic and regulatory capital considerations, alternative uses of capital, regulatory and contractual limitations, and the potential impact on our credit ratings. We did not purchase any shares during the first nine months of 2009 under this program and, as described below, are restricted from doing so under the TARP Capital Purchase Program.

Under the TARP Capital Purchase Program, there are restrictions on dividends and common share repurchases associated with the preferred stock that we issued to the US Treasury in accordance with that program. As is typical with

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cumulative preferred stock, dividend payments for this preferred stock must be current before dividends may be paid on junior shares, including our common stock, or junior shares can be repurchased or redeemed. Also, under the TARP Capital Purchase Program agreements, the US Treasury's consent will be required for any increase in common dividends per share above \$.66 per share quarterly until the third anniversary of the preferred stock issuance as long as the US Treasury continues to hold any of the preferred stock. Further, during that same period, the US Treasury's consent will be required, unless the preferred stock is no longer held by the US Treasury, for any share repurchases with limited exceptions, most significantly purchases of common shares in connection with any benefit plan in the ordinary course of business consistent with past practice. Any increase in our dividends while we remain subject to these restrictions would depend on the status of our efforts to put ourselves into position to redeem the US Treasury's investment in PNC.

Risk-Based Capital

| Dollars in millions | Sept. 30 2009 | Dec. 31 2008 |
|---|------------------|-----------------|
| Capital components | | |
| Shareholders' equity | | |
| Common | \$ 20,968 | \$ 17,490 |
| Preferred | 7,960 | 7,932 |
| Trust preferred capital securities | 2,991 | 2,898 |
| Noncontrolling interests | 1,644 | 1,506 |
| Goodwill and other intangible assets | (10,550) | (9,800) |
| Eligible deferred income taxes on goodwill and other intangible assets | 768 | 594 |
| Pension, other postretirement benefit plan adjustments | 619 | 666 |
| Net unrealized securities losses, after-tax | 1,556 | 3,618 |
| Net unrealized losses (gains) on cash flow hedge derivatives, after-tax | (245) | (374) |
| Other | (195) | (243) |
| Tier 1 risk-based capital | 25,516 | 24,287 |
| Subordinated debt | 5,474 | 5,676 |
| Eligible allowance for credit losses | 2,946 | 3,153 |
| Total risk-based capital | \$ 33,936 | \$ 33,116 |
| Tier 1 common capital | | |
| Tier 1 risk-based capital | \$ 25,516 | \$ 24,287 |
| Preferred equity | (7,960) | (7,932) |
| Trust preferred capital securities | (2,991) | (2,898) |
| Noncontrolling interests | (1,644) | (1,506) |
| Tier 1 common capital | \$ 12,921 | \$ 11,951 |
| Assets | | |
| Risk-weighted assets, including off-balance sheet instruments and market risk equivalent assets | \$ 233,375 | \$ 251,106 |
| Adjusted average total assets | 266,654 | 138,689 |
| Capital ratios | | |
| Tier 1 risk-based | 10.9% | 9.7% |
| Tier 1 common | 5.5 | 4.8 |
| Total risk-based | 14.5 | 13.2 |
| Leverage | 9.6 | 17.5 |

Capital levels were strengthened during the first nine months of 2009. Higher capital levels were net of dividend payments including \$237 million paid to the US Department of the Treasury during the first nine months of 2009, of which \$95 million was paid during the third quarter, on \$7.6 billion of preferred stock. We plan to redeem the Treasury Department's investment as soon as appropriate and in a shareholder-friendly manner, subject to approval by our banking regulators.

PNC's Tier 1 risk-based capital ratio increased by 110 basis points to 10.8% at September 30, 2009 from 9.7% at December 31, 2008. The increase in the ratio was due to higher risk-based capital primarily from retained earnings and the May 2009 common equity issuance coupled with a decline in risk-weighted assets. Our Tier 1 common capital ratio was 5.5% at September 30, 2009 compared with 4.8% at December 31, 2008.

The leverage ratio at December 31, 2008 reflected the favorable impact on Tier 1 risk-based capital from the issuance of securities under TARP and the issuance of PNC common stock in connection with the National City acquisition, both of which occurred on December 31, 2008. In addition, the ratio as of that date did not reflect any impact of National City on PNC's adjusted average total assets.

The access to, and cost of, funding new business initiatives including acquisitions, the ability to engage in expanded business activities, the ability to pay dividends, the level of deposit insurance costs, and the level and nature of regulatory oversight depend, in part, on a financial institution's capital strength. At September 30, 2009 and December 31, 2008, each of our domestic bank subsidiaries was considered well capitalized based on US regulatory capital ratio requirements, which are indicated on page 2 of this Report. We believe our bank subsidiaries will continue to meet these requirements during the remainder of 2009. We merged the charter of PNC Bank Delaware into PNC Bank, N.A. during August 2009. We are merging the charter of National City Bank into PNC Bank, N.A. effective as of the close of business on November 6, 2009.

OFF-BALANCE SHEET ARRANGEMENTS AND VARIABLE INTEREST ENTITIES

We engage in a variety of activities that involve unconsolidated entities including qualified special purpose entities (QSPEs) or that are otherwise not reflected in our Consolidated Balance Sheet that are generally referred to as off-balance sheet arrangements. The following sections of this Report provide further information on these types of activities:

Commitments, including contractual obligations and other commitments, included within the Risk Management section of this Financial Review, and

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Note 10 Loan Sales and Securitizations and Note 18 Commitments and Guarantees in the Notes to Consolidated Financial Statements included in Part I, Item 1 of this Report.

The following provides a summary of variable interest entities (VIEs), including those that we have consolidated and those in which we hold a significant variable interest but have not consolidated into our financial statements as of September 30, 2009 and December 31, 2008.

Consolidated VIEs PNC Is Primary Beneficiary

| In millions | Aggregate | Aggregate |
|---|-----------------|---------------|
| | Assets | Liabilities |
| Partnership interests in tax credit investments (a) | | |
| September 30, 2009 | \$ 2,051 | \$ 825 |
| December 31, 2008 | \$ 1,690 | \$ 921(b) |
| Credit Risk Transfer Transaction | | |
| September 30, 2009 | \$ 900 | \$ 900 |
| December 31, 2008 | \$ 1,070 | \$ 1,070 |

(a) Amounts reported primarily represent investments in low income housing projects.

(b) We have revised this amount as noncontrolling interests are no longer classified as aggregate liabilities.

Non-Consolidated VIEs Significant Variable Interests

| In millions | Aggregate | Aggregate | PNC Risk |
|---|-----------------|-----------------|--------------------|
| | Assets | Liabilities | of Loss |
| September 30, 2009 | | | |
| Market Street | \$ 3,939 | \$ 3,965 | \$ 6,413(a) |
| Partnership interests in tax credit investments (b) (c) | 1,767 | 1,218 | 734 |
| Collateralized debt obligations | 25 | | 2 |
| Total | \$ 5,731 | \$ 5,183 | \$ 7,149 |
| December 31, 2008 | | | |
| Market Street | \$ 4,916 | \$ 5,010 | \$ 6,965(a) |
| Partnership interests in tax credit investments (b) (c) | 1,517 | 1,041 | 811 |
| Collateralized debt obligations | 20 | | 2 |
| Total | \$ 6,453 | \$ 6,051 | \$ 7,778 |

(a) PNC's risk of loss consists of off-balance sheet liquidity commitments to Market Street of \$5.8 billion and other credit enhancements of \$0.6 billion at September 30, 2009. The comparable amounts were \$6.4 billion and \$0.6 billion at December 31, 2008. These liquidity commitments are included in the Net Unfunded Credit Commitments table in the Consolidated Balance Sheet Review section of this Report and are factored into our regulatory capital ratios.

(b) Amounts reported primarily represent investments in low income housing projects.

(c) Aggregate assets and aggregate liabilities represent estimated balances due to limited availability of financial information associated with certain acquired National City partnerships.

Market Street

Market Street is a multi-seller asset-backed commercial paper conduit that is owned by an independent third party. Market Street's activities primarily involve purchasing assets or making loans secured by interests in pools of receivables from US corporations that desire access to the commercial paper market. Market Street funds the purchases of assets or loans by issuing commercial paper which has been rated A1/P1/F1 by Standard & Poor's, Moody's, and Fitch, respectively, and is supported by pool-specific credit enhancements, liquidity

facilities and program-level credit enhancement. Generally, Market Street mitigates its potential interest rate risk by entering into agreements with its borrowers that reflect interest rates based upon its weighted average commercial paper cost of funds. During 2008 and the first nine months of 2009, Market Street met all of its funding needs through the issuance of commercial paper.

Market Street commercial paper outstanding was \$3.3 billion at September 30, 2009 and \$4.4 billion at December 31, 2008. The weighted average maturity of the commercial paper was 26 days at September 30, 2009 and 24 days at December 31, 2008.

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Effective October 28, 2008, Market Street was approved to participate in the Federal Reserve's CPFF authorized under Section 13(3) of the Federal Reserve Act. The CPFF commitment to purchase up to \$5.4 billion of three-month Market Street commercial paper expires on February 1, 2010. Market Street had no borrowings under this facility at September 30, 2009.

During the first nine months of 2009, PNC Capital Markets, acting as a placement agent for Market Street, held a maximum daily position in Market Street commercial paper of \$135 million with an average balance of \$25 million. This compares with a maximum daily position of \$75 million with an average balance of \$12 million for the year ended December 31, 2008. PNC Capital Markets owned no Market Street commercial paper at September 30, 2009 and December 31, 2008. PNC Bank, N.A. made no purchases of Market Street commercial paper during the first nine months of 2009.

PNC Bank, N.A. provides certain administrative services, the program-level credit enhancement and all of the liquidity facilities to Market Street in exchange for fees negotiated based on market rates. Program administrator fees related to PNC's portion of liquidity facilities were \$32 million for the first nine months of 2009 and \$14 million for the first nine months of 2008. Commitment fees related to PNC's portion of the liquidity facilities for the first nine months of 2009 and 2008 were insignificant.

The commercial paper obligations at September 30, 2009 and December 31, 2008 were effectively collateralized by Market Street's assets. While PNC may be obligated to fund under the \$5.8 billion of liquidity facilities for events such as commercial paper market disruptions, borrower bankruptcies, collateral deficiencies or covenant violations, our credit risk under the liquidity facilities is secondary to the risk of first loss provided by the borrower or another third party in the form of deal-specific credit enhancement, such as by the over collateralization of the assets. Deal-specific credit enhancement that supports the commercial paper issued by Market Street is generally structured to cover a multiple of expected losses for the pool of assets and is sized to generally meet rating agency standards for comparably structured transactions. In addition, PNC would be required to fund \$.6 billion of the liquidity facilities if the underlying assets are in

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default. See Note 18 Commitments And Guarantees included in the Notes To Consolidated Financial Statements of this Report for additional information.

PNC provides program-level credit enhancement to cover net losses in the amount of 10% of commitments, excluding explicitly rated AAA/Aaa facilities. PNC provides 100% of the enhancement in the form of a cash collateral account funded by a loan facility. This facility expires in March 2013.

Market Street has entered into a Subordinated Note Purchase Agreement (Note) with an unrelated third party. The Note provides first loss coverage whereby the investor absorbs losses up to the amount of the Note, which was \$8.0 million as of September 30, 2009. Proceeds from the issuance of the Note are held by Market Street in a first loss reserve account that will be used to reimburse any losses incurred by Market Street, PNC Bank, N.A. or other providers under the liquidity facilities and the credit enhancement arrangements.

Assets of Market Street (a)

| In millions | Outstanding | Commitments | Weighted Average Remaining Maturity In Years |
|------------------------------------|-----------------|-----------------|--|
| September 30, 2009 | | | |
| Trade receivables | \$ 1,549 | \$ 3,960 | 2.06 |
| Automobile financing | 624 | 624 | 3.93 |
| Auto fleet leasing | 382 | 554 | 1.12 |
| Collateralized loan obligations | 141 | 166 | .63 |
| Residential mortgage | 14 | 14 | 26.25 |
| Other | 594 | 662 | 2.36 |
| Cash and miscellaneous receivables | 635 | | |
| Total | \$ 3,939 | \$ 5,980 | 2.22 |
| December 31, 2008 | | | |
| Trade receivables | \$ 1,516 | \$ 3,370 | 2.34 |
| Automobile financing | 992 | 992 | 3.94 |
| Auto fleet leasing | 473 | 560 | 1.34 |
| Collateralized loan obligations | 306 | 405 | 1.58 |
| Credit cards | 400 | 400 | .19 |
| Residential mortgage | 14 | 14 | 27.00 |
| Other | 695 | 765 | 2.06 |
| Cash and miscellaneous receivables | 520 | | |
| Total | \$ 4,916 | \$ 6,506 | 2.34 |

(a) Market Street did not recognize an asset impairment charge or experience any material rating downgrades during 2008 or the first nine months of 2009.

Market Street Commitments by Credit Rating (a)

| | September 30, 2009 | December 31, 2008 |
|--------------|-----------------------|----------------------|
| AAA/Aaa | 12% | 19% |
| AA/Aa | 45 | 6 |
| A/A | 40 | 72 |
| BBB/Baa | 3 | 3 |
| Total | 100% | 100% |

(a) The majority of our facilities are not explicitly rated by the rating agencies. All facilities are structured to meet rating agency standards for applicable rating levels.

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We evaluated the design of Market Street, its capital structure, the Note, and relationships among the variable interest holders. Based on this analysis, we are not the primary beneficiary and therefore the assets and liabilities of Market Street are not included in our Consolidated Balance Sheet.

We would consider changes to the variable interest holders (such as new expected loss note investors and changes to program-level credit enhancement providers), terms of expected loss notes, and new types of risks related to Market Street as reconsideration events. We review the activities of Market Street on at least a quarterly basis to determine if a reconsideration event has occurred.

QSPEs

We also transfer loans to QSPEs sponsored by PNC or third parties in connection with loan sales and securitization transactions. These transactions effectively transfer the risk to the QSPE and permit the loans to be excluded from our Consolidated Balance Sheet. See Note 10 Loan Sales and Securitizations for additional information.

Estimated Impact of New Accounting Guidance in 2010

In June 2009, the FASB issued guidance that removes the nonconsolidation exception for QSPEs and includes new criteria for determining the primary beneficiary of a VIE. The guidance also increases the frequency of required reassessments to determine whether an entity is the primary beneficiary of a VIE and requires enhanced disclosures. We must adopt this guidance effective January 1, 2010. Based on our preliminary analysis of the new guidance, we expect that we would consolidate Market Street effective January 1, 2010. Accordingly, we would recognize the assets, liabilities and noncontrolling interests of Market Street in our Consolidated Balance Sheet based on their respective carrying amounts as prescribed by the guidance. We also expect that we would consolidate certain QSPEs for the securitization of pools of credit card and jumbo mortgage loans effective January 1, 2010. We expect these changes will have a minimal impact on our capital ratios.

The pro forma impact on total assets of adopting this new accounting standard on January 1, 2010 (based on financial information as of September 30, 2009) for those VIEs that are expected to be consolidated would be as follows:

| | Estimated |
|-----------------|-----------|
| In millions | |
| Market Street | \$ 3,939 |
| Credit cards | 1,621 |
| Jumbo mortgages | 247 |
| Total | \$ 5,807 |

The actual impact of adopting this new accounting standard on January 1, 2010 could differ as financial information changes from the September 30, 2009 estimates and as we further analyze the impact of this new guidance on PNC.

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Credit Risk Transfer Transaction

PNC's subsidiary, National City Bank (NCB), (which will merge into PNC Bank, N.A. in early November 2009) sponsored a special purpose entity (SPE) trust and concurrently entered into a credit risk transfer agreement with an independent third party to mitigate credit losses on a pool of nonconforming mortgage loans originated by its former First Franklin business unit. The SPE was formed with a small equity contribution from NCB and was structured as a bankruptcy-remote entity so that its creditors have no recourse to NCB. In exchange for a perfected security interest in the cash flows of the nonconforming mortgage loans, the SPE issued to NCB asset-backed securities in the form of senior, mezzanine, and subordinated equity notes.

The SPE was deemed to be a VIE as its equity was not sufficient to finance its activities. NCB was determined to be the primary beneficiary of the SPE as it would absorb the majority of the expected losses of the SPE through its holding of certain of the asset-backed securities. Accordingly, this SPE was consolidated and all of the entity's assets, liabilities, and equity associated with the note tranches held by NCB are intercompany balances and are eliminated in consolidation. Nonconforming mortgage loans, including foreclosed properties, pledged as collateral to the SPE remain on the balance sheet and totaled \$605 million at September 30, 2009.

In connection with the credit risk transfer agreement, NCB held the right to put the mezzanine notes to the independent third-party once credit losses in the mortgage loan pool exceeded the principal balance of the subordinated equity notes. During the first nine months of 2009, cumulative credit losses in the mortgage loan pool surpassed the principal balance of the subordinated equity notes which resulted in NCB exercising its put option on two of the subordinate mezzanine notes. Cash proceeds received from the third party for the exercise of these put options totaled \$36 million. In addition, during the first nine months of 2009 NCB entered into an agreement with the third party to terminate a portion of each party's rights and obligations under the credit risk transfer agreement for the remaining mezzanine notes. In exchange for \$126 million, NCB agreed to terminate its contractual right to put the remaining mezzanine notes to the third party. A pretax gain of \$10 million was recognized in noninterest income as a result of these transactions.

Management assessed what impact the reconsideration events above had on determining whether NCB would remain the primary beneficiary of the SPE. Management concluded that NCB would remain the primary beneficiary and accordingly should continue to consolidate the SPE.

Perpetual Trust Securities

We issue certain hybrid capital vehicles that qualify as capital for regulatory and rating agency purposes.

In February 2008, PNC Preferred Funding LLC (the LLC), one of our indirect subsidiaries, sold \$375 million of 8.700%

Fixed-to-Floating Rate Non-Cumulative Exchangeable Perpetual Trust Securities of PNC Preferred Funding Trust III (Trust III) to third parties in a private placement. In connection with the private placement, Trust III acquired \$375 million of Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Securities of the LLC (the LLC Preferred Securities). The sale was similar to the March 2007 private placement by the LLC of \$500 million of 6.113% Fixed-to-Floating Rate Non-Cumulative Exchangeable Trust Securities (the Trust II Securities) of PNC Preferred Funding Trust II (Trust II) in which Trust II acquired \$500 million of LLC Preferred Securities and to the December 2006 private placement by PNC REIT Corp. of \$500 million of 6.517% Fixed-to-Floating Rate Non-Cumulative Exchangeable Perpetual Trust Securities (the Trust I Securities) of PNC Preferred Funding Trust I (Trust I) in which Trust I acquired \$500 million of LLC Preferred Securities.

Each Trust III Security is automatically exchangeable into a share of Series J Non-Cumulative Perpetual Preferred Stock of PNC, each Trust II Security is automatically exchangeable into a share of Series I Non-Cumulative Perpetual Preferred Stock of PNC (Series I Preferred Stock), and each Trust I Security is automatically exchangeable into a share of Series F Non-Cumulative Perpetual Preferred Stock of PNC Bank, N.A. (PNC Bank Preferred Stock), in each case under certain conditions relating to the capitalization or the financial condition of PNC Bank, N.A. and upon the direction of the Office of the Comptroller of the Currency.

Our 2008 Form 10-K includes additional information regarding the Trust I and Trust II Securities, including descriptions of replacement capital covenants.

PNC has contractually committed to Trust II and Trust III that if full dividends are not paid in a dividend period on the Trust II Securities or the Trust III Securities, as applicable, or the LLC Preferred Securities held by Trust II or Trust III, as applicable, PNC will not declare or pay dividends with respect to, or redeem, purchase or acquire, any of its equity capital securities during the next succeeding dividend period, other than: (i) purchases, redemptions or other acquisitions of shares of capital stock of PNC in connection with any employment contract, benefit plan or other similar arrangement with or for the benefit of employees, officers, directors or consultants, (ii) purchases of shares of common stock of PNC pursuant to a contractually binding requirement to buy stock existing prior to the commencement of the extension period, including under a

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contractually binding stock repurchase plan, (iii) any dividend in connection with the implementation of a shareholders' rights plan, or the redemption or repurchase of any rights under any such plan, (iv) as a result of an exchange or conversion of any class or series of PNC's capital stock for any other class or series of PNC's capital stock, (v) the purchase of fractional interests in shares of PNC capital stock pursuant to the conversion or exchange provisions of such stock or the security being converted or exchanged or (vi) any

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stock dividends paid by PNC where the dividend stock is the same stock as that on which the dividend is being paid.

PNC Bank, N.A. has contractually committed to Trust I that if full dividends are not paid in a dividend period on the Trust I Securities, LLC Preferred Securities or any other parity equity securities issued by the LLC, neither PNC Bank, N.A. nor its subsidiaries will declare or pay dividends or other distributions with respect to, or redeem, purchase or acquire or make a liquidation payment with respect to, any of its equity capital securities during the next succeeding period (other than to holders of the LLC Preferred Securities and any parity equity securities issued by the LLC) except: (i) in the case of dividends payable to subsidiaries of PNC Bank, N.A., to PNC Bank, N.A. or another wholly-owned subsidiary of PNC Bank, N.A. or (ii) in the case of dividends payable to persons that are not subsidiaries of PNC Bank, N.A., to such persons only if, (A) in the case of a cash dividend, PNC has first irrevocably committed to contribute amounts at least equal to such cash dividend or (B) in the case of in-kind dividends payable by PNC REIT Corp., PNC has committed to purchase such in-kind dividend from the applicable PNC REIT Corp. holders in exchange for a cash payment representing the market value of such in-kind dividend, and PNC has committed to contribute such in-kind dividend to PNC Bank, N.A.

PNC Capital Trust E Trust Preferred Securities

In February 2008, PNC Capital Trust E issued \$450 million of 7.75% Trust Preferred Securities due March 15, 2068 (the Trust E Securities). PNC Capital Trust E's only assets are \$450 million of 7.75% Junior Subordinated Notes due March 15, 2068 and issued by PNC (the JSNs). The Trust E Securities are fully and unconditionally guaranteed by PNC. We may, at our option, redeem the JSNs at 100% of their principal amount on or after March 15, 2013.

In connection with the closing of the Trust E Securities sale, we agreed that, if we have given notice of our election to defer interest payments on the JSNs or a related deferral period is continuing, then PNC would be subject during such period to restrictions on dividends and other provisions protecting the status of the JSN debenture holder similar to or in some ways more restrictive than those potentially imposed under the Exchange Agreements with Trust II and Trust III, as described above. PNC Capital Trusts C and D have similar protective provisions with respect to \$500 million in principal amount of junior subordinated debentures. Also, in connection with the closing of the Trust E Securities sale, we entered into a replacement capital covenant as described more fully in our 2008 Form 10-K.

Acquired Entity Trust Preferred Securities

As a result of the National City acquisition, we assumed obligations with respect to \$2.4 billion in principal amount of junior subordinated debentures issued by the acquired entity. Under the terms of these debentures and \$158 million in principal amount of similar debentures assumed as a result of prior acquisitions, if there is an event of default under the debentures or PNC exercises its right to defer payments on the related trust preferred securities issued by the statutory trusts or there is a default under PNC's guarantee of such payment obligations, PNC would be subject during the period of such default or deferral to restrictions on dividends and other provisions protecting the status of the debenture holders similar to or in some ways more restrictive than those potentially imposed under the Exchange Agreements with Trust II and Trust III, as described above.

As more fully described in our 2008 Form 10-K, we are subject to replacement capital covenants with respect to four tranches of junior subordinated debentures inherited from National City as well as a replacement capital covenant with respect to our Series L Preferred Stock.

FAIR VALUE MEASUREMENTS AND FAIR VALUE OPTION

In addition to the following, see Note 8 Fair Value in the Notes To Consolidated Financial Statements under Part 1, Item 1 of this Report for further information regarding fair value. In April 2009, new GAAP was issued for estimating fair values when the volume and level of activity for the asset or liability have significantly decreased. It also provides guidance on identifying circumstances that indicate a transaction is not orderly. As permitted, PNC adopted this guidance effective January 1, 2009.

Assets and liabilities measured at fair value on a recurring basis, including instruments for which PNC has elected the fair value option, are summarized below. As prescribed by GAAP, the assets and liabilities acquired from National City on December 31, 2008 are excluded from the following disclosures as of that date, but are included as of and for the nine months ended September 30, 2009.

At September 30, 2009, assets recorded at fair value represented 23% of total assets and fair value liabilities represented 2% of total liabilities compared with 13% of total assets and 2% of total liabilities as of December 31, 2008.

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| In millions | September 30, 2009 | | | | December 31, 2008 (j) | | | |
|--|--------------------|------------------|------------------|------------------|-----------------------|------------------|-----------------|------------------|
| | Level 1 | Level 2 | Level 3 | Total Fair Value | Level 1 | Level 2 | Level 3 | Total Fair Value |
| Assets | | | | | | | | |
| Securities available for sale | \$ 6,634 | \$ 29,076 | \$ 14,038 | \$ 49,748 | \$ 347 | \$ 21,633 | \$ 4,837 | \$ 26,817 |
| Financial derivatives (a) | 8 | 4,850 | 84 | 4,942 | 16 | 5,582 | 125 | 5,723 |
| Residential mortgage loans held for sale (b) | | 1,551 | | 1,551 | | | | |
| Trading securities (c) | 1,626 | 351 | 98 | 2,075 | 89 | 529 | 73 | 691 |
| Residential mortgage servicing rights (d) | | | 1,282 | 1,282 | | | 6 | 6 |
| Commercial mortgage loans held for sale (b) | | | 1,121 | 1,121 | | | 1,400 | 1,400 |
| Equity investments | 1 | | 1,160 | 1,161 | | | 571 | 571 |
| Customer resale agreements (e) | | 1,024 | | 1,024 | | 1,072 | | 1,072 |
| Loans (f) | | 80 | | 80 | | | | |
| Other assets (g) | | 190 | 496 | 686 | | 144 | | 144 |
| Total assets | \$ 8,269 | \$ 37,122 | \$ 18,279 | \$ 63,670 | \$ 452 | \$ 28,960 | \$ 7,012 | \$ 36,424 |
| Liabilities | | | | | | | | |
| Financial derivatives (h) | \$ 4 | \$ 3,840 | \$ 284 | \$ 4,128 | \$ 2 | \$ 4,387 | \$ 22 | \$ 4,411 |
| Trading securities sold short (i) | 1,208 | 31 | | 1,239 | 182 | 207 | | 389 |
| Other liabilities | | 6 | | 6 | | 9 | | 9 |
| Total liabilities | \$ 1,212 | \$ 3,877 | \$ 284 | \$ 5,373 | \$ 184 | \$ 4,603 | \$ 22 | \$ 4,809 |

(a) Included in other assets on the Consolidated Balance Sheet.

(b) Included in loans held for sale on the Consolidated Balance Sheet. PNC has elected the fair value option for certain commercial and residential mortgage loans held for sale.

(c) Included in trading securities on the Consolidated Balance Sheet. Fair value includes net unrealized gains of \$28 million at September 30, 2009 compared with net unrealized losses of \$28 million at December 31, 2008.

(d) Included in other intangible assets on the Consolidated Balance Sheet.

(e) Included in Federal funds sold and resale agreements on the Consolidated Balance Sheet. PNC has elected the fair value option for this item.

(f) Included in loans on the Consolidated Balance Sheet. PNC has elected the fair value option for residential mortgage loans originated for sale. Certain of these loans have been subsequently reclassified into portfolio loans.

(g) Includes BlackRock Series C Preferred Stock.

(h) Included in other liabilities on the Consolidated Balance Sheet.

(i) Included in other borrowed funds on the Consolidated Balance Sheet.

(j) Excludes assets and liabilities associated with the acquisition of National City.

Valuation Hierarchy

The following is an outline of the valuation methodologies used for measuring fair value for the major items above. GAAP focuses on the exit price in the principal or most advantageous market for the asset or liability in an orderly transaction between willing market participants and establishes a reporting hierarchy to maximize the use of observable inputs. The fair value hierarchy (i.e., Level 1, Level 2, and Level 3) is described in detail in Note 8 Fair Value in the Notes To Consolidated Financial Statements under Part I, Item 1 of this Report.

We characterize active markets as those where transaction volumes are sufficient to provide objective pricing information, with reasonably narrow bid/ask spreads and where dealer quotes received do not vary widely and are based on current information. Inactive markets are typically characterized by low transaction volumes, price quotations which vary substantially among market participants or are not based on current information, wide bid/ask spreads, a significant increase in implied liquidity risk premiums, yields, or performance indicators for observed transactions or quoted prices compared to historical periods, a significant decline or absence of a market for new issuance, or any combination of the above factors. We also consider nonperformance risks including credit risk as part of our valuation methodology for all assets and liabilities measured at fair value.

Any models used to determine fair values or to validate dealer quotes based on the descriptions below are subject to review and independent testing as part of our model validation and internal control testing processes. Our Model Validation Committee tests significant models on at

least an annual basis. In addition, we have teams, independent of the traders, verify marks and assumptions used for valuations at each period end.

Securities Available for Sale and Trading Securities

Securities measured at fair value include both the available for sale and trading portfolios. We use prices obtained from pricing services, dealer quotes or recent trades to determine the fair value of securities. Approximately 50% of our positions are valued using prices obtained from pricing services provided by the Barclays Capital Index, formerly known as the Lehman Index, and Interactive Data Corp. (IDC). For approximately 30% more of our positions, we use prices obtained from the pricing services as the primary input into the valuation process. Barclays Capital Index prices

are set with reference to market activity for highly liquid assets such as agency mortgage-backed securities, and matrix pricing for other assets, such as CMBS and asset-backed securities. IDC primarily uses pricing models considering adjustments for ratings, spreads, matrix pricing and prepayments for the instruments we value using this service, such as non-agency residential mortgage-backed securities,

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agency adjustable rate mortgage securities, agency CMOs and municipal bonds. Dealer quotes received are typically non-binding and corroborated with other dealers' quotes, by reviewing valuations of comparable instruments, or by comparison to internal valuations. In circumstances where relevant market prices are limited or unavailable, valuations may require significant management judgments or adjustments to determine fair value. In these cases, the securities are classified as Level 3.

The valuation techniques used for securities classified as Level 3 include using a discounted cash flow approach or, in certain instances, identifying a proxy security, market transaction or index. For certain security types, primarily non-agency residential and commercial mortgage-backed securities, the fair value methodology incorporates values obtained from a discounted cash flow model. The modeling process incorporates assumptions management believes willing market participants would use to value the security under current market conditions. The assumptions used include prepayment projections, credit loss assumptions, and discount rates, which include a risk premium due to liquidity and uncertainty that are based on both observable and unobservable inputs. We use the discounted cash flow analysis, in conjunction with other relevant pricing information obtained from either pricing services or broker quotes to establish the fair value that management believes is representative under current market conditions. For purposes of determining fair value at September 30, 2009, the relevant pricing service information was the predominant input. In the proxy approach, the proxy selected generally has similar credit, tenor, duration, pricing and structuring attributes to the PNC position. The price, market spread, or yield on the proxy is then used to calculate an indicative market price for the security. Depending on the nature of the PNC position and its attributes relative to the proxy, management may make additional adjustments to account for market conditions, liquidity, and nonperformance risk, based on various inputs including recent trades of similar securities, single dealer quotes, and/or other observable and unobservable inputs.

Financial Derivatives

Exchange-traded derivatives are valued using quoted market prices and are classified as Level 1. However, the majority of derivatives that we enter into are executed over-the-counter and are valued using internal techniques. Readily observable market inputs to these models can be validated to external sources, including industry pricing services, or corroborated through recent trades, dealer quotes, yield curves, implied volatility or other market-related data. Certain derivatives, such as total rate of return swaps, are corroborated to the CMBX index. These derivatives are classified as Level 2. Derivatives priced using significant management judgment or assumptions are classified as Level 3. The fair values of our derivatives are adjusted for nonperformance risk including credit risk as appropriate. Our nonperformance risk adjustment is computed using new loan pricing and considers

externally available bond spreads, in conjunction with internal historical recovery observations. The credit risk adjustment is not currently material to the overall derivatives valuation.

Residential Mortgage Loans Held for Sale

We account for residential mortgage loans originated for sale on a recurring basis at fair value. Residential mortgage loans are valued based on quoted market prices, where available, prices for other traded mortgage loans with similar characteristics, and purchase commitments and bid information received from market participants. These loans are regularly traded in active markets and observable pricing information is available from market participants. The prices are adjusted as necessary to include the embedded servicing value in the loans and to take into consideration the specific characteristics of certain loans that are priced based on the pricing of similar loans. These adjustments represent unobservable inputs to the valuation but are not considered significant to the fair value of the loans. Accordingly, residential mortgage loans held for sale are classified as Level 2.

Residential mortgage servicing rights

Residential mortgage servicing rights (MSRs) are carried at fair value on a recurring basis. These residential MSRs do not trade in an active open market with readily observable prices. Although sales of servicing assets do occur, the precise terms and conditions typically would not be available. Accordingly,

management determines the fair value of its residential MSRs using a discounted cash flow model incorporating assumptions about loan prepayment rates, discount rates, servicing costs, and other economic factors. Management compares its fair value estimates to third-party valuations on a quarterly basis to assess the reasonableness of the fair values calculated by its internal valuation models. Due to the nature of the valuation inputs, residential MSRs are classified as Level 3.

Commercial Mortgage Loans Held for Sale

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We account for certain commercial mortgage loans held for sale at fair value. The election of the fair value option aligns the accounting for the commercial mortgages with the related hedges. At origination, these loans were intended for securitization. As such, a synthetic securitization methodology was used historically to value the loans and the related unfunded commitments on an aggregate basis based upon current commercial mortgage-backed securities (CMBS) market structures and conditions. Due to inactivity in the CMBS securitization market in 2008 and 2009, we determine the fair value of commercial mortgage loans held for sale by using a whole loan methodology. Fair value is determined using assumptions that management believes a market participant would use in pricing the loans. When available, valuation assumptions included observable inputs based on whole loan sales. Adjustments are made to these assumptions to account for situations when uncertainties exist, including market conditions and liquidity. Credit risk was included as part of our valuation process for these loans by considering

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expected rates of return for market participants for similar loans in the marketplace. Based on the significance of unobservable inputs, we classified this portfolio as Level 3.

Equity Investments

The valuation of direct and indirect private equity investments requires significant management judgment due to the absence of quoted market prices, inherent lack of liquidity and the long-term nature of such investments. The carrying values of direct and affiliated partnership interests reflect the expected exit price and are based on various techniques including publicly traded price, multiples of adjusted earnings of the entity, independent appraisals, anticipated financing and sale transactions with third parties, or the pricing used to value the entity in a recent financing transaction. Indirect investments in private equity funds are valued based on the financial statements that we receive from their managers. Due to the time lag in our receipt of the financial information and based on a review of investments and valuation techniques applied, adjustments to the manager-provided value are made when available recent portfolio company information or market information indicates a significant change in value from that provided by the manager of the fund. These investments are classified as Level 3.

Customer Resale Agreements

We account for structured resale agreements, which are economically hedged using free-standing financial derivatives, at fair value. The fair value for structured resale agreements is determined using a model which includes observable market data such as interest rates as inputs. Readily observable market inputs to this model can be validated to external sources, including yield curves, implied volatility or other market-related data. These instruments are classified as Level 2.

BlackRock Series C Preferred Stock

Effective February 27, 2009, we elected to account for the approximately 2.9 million shares of the BlackRock Series C Preferred Stock received in a stock exchange with BlackRock at fair value. The Series C Preferred Stock economically hedges the BlackRock LTIP liability that is accounted for as a derivative. The fair value of the Series C Preferred Stock is determined using a third-party modeling approach, which includes both observable and unobservable inputs. This approach considers expectations of a default/liquidation event and the use of liquidity discounts based on our inability to sell

the security at a fair, open market price in a timely manner. Due to the significance of unobservable inputs, this security is classified as Level 3.

Level 3 Assets and Liabilities

Financial instruments are considered Level 3 when their values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable. At September 30, 2009, Level 3 fair value assets of \$18.3 billion represented 29% of total assets at fair value and 7% of total assets. At December 31, 2008, Level 3 fair value assets of \$7.0 billion represented 19% of total assets at fair value and 2% of total assets. Level 3 fair value liabilities of \$284 million at September 30, 2009 represented 5% of total liabilities at fair value and less than 1% of total liabilities at that date. Level 3 fair value liabilities of \$22 million at December 31, 2008 represented less than 1% of total liabilities at fair value and less than 1% of total liabilities at that date.

During the first nine months of 2009, securities transferred into Level 3 from Level 2 exceeded securities transferred out by \$8.2 billion. Total securities measured at fair value at September 30, 2009 and December 31, 2008 included securities available for sale and trading securities consisting primarily of non-agency residential and commercial mortgaged-backed securities where management determined that the volume and level of activity for these assets had significantly decreased. The lack of relevant market activity for these securities resulted in management modifying its valuation methodology for the instruments transferred in the first nine months of 2009. Other Level 3 assets include commercial mortgage loans held for sale, certain equity securities, auction rate securities, corporate debt securities, trading securities, certain private issuer asset-backed securities, private equity investments, residential mortgage servicing rights and other assets.

Unrealized gains and losses on available for sale securities do not impact liquidity or risk-based capital. However, reductions in the credit ratings of these securities would have an impact on the determination of risk-weighted assets which could reduce our regulatory capital ratios. In addition, the amount representing the credit-related portion of other-than-temporary impairments on available for sale securities would reduce our regulatory capital ratios.

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BUSINESS SEGMENTS REVIEW

In the first quarter of 2009, we made changes to our business organization structure and management reporting in conjunction with the acquisition of National City. As a result, we now have seven reportable business segments, which include:

- Retail Banking
- Corporate & Institutional Banking
- Asset Management Group
- Residential Mortgage Banking
- BlackRock
- Global Investment Servicing
- Distressed Assets Portfolio

Business segment results for the first nine months of 2008 have been reclassified to reflect current methodologies and current business and management structure and to present prior periods on the same basis.

Results for the first nine months of 2009 for all of our business segments except BlackRock and Global Investment Servicing include revenues and expenses associated with businesses acquired with National City.

Business segment results, including inter-segment revenues, and a description of each business are included in Note 19 Segment Reporting included in the Notes To Consolidated Financial Statements of this Report. Certain revenue and expense amounts included in this Financial Review differ from the amounts shown in Note 19 primarily due to the presentation in this Financial Review of business net interest revenue on a taxable-equivalent basis and income statement classification differences related to Global Investment Servicing.

Results of individual businesses are presented based on our management accounting practices and management structure. There is no comprehensive, authoritative body of guidance for management accounting equivalent to GAAP; therefore, the financial results of our individual businesses are not necessarily comparable with similar information for any other company. We refine our methodologies from time to time as our management accounting practices are enhanced and our businesses and management structure change. Certain prior period amounts have been reclassified to reflect current methodologies and our current business and management structure. Financial results are presented, to the extent practicable, as if each business operated on a stand-alone basis. We have aggregated the business results for certain similar operating segments for financial reporting purposes.

Assets receive a funding charge and liabilities and capital receive a funding credit based on a transfer pricing methodology that incorporates product maturities, duration and other factors. Capital is intended to cover unexpected losses and is assigned to the banking and servicing businesses

using our risk-based economic capital model. We have assigned capital equal to 6% of funds to Retail Banking to reflect the capital required for well-capitalized domestic banks and to approximate market comparables for this business. The capital assigned for Global Investment Servicing reflects its legal entity shareholder's equity.

We have allocated the allowances for loan and lease losses and unfunded loan commitments and letters of credit based on our assessment of risk inherent in the business segment loan portfolios. Our allocation of the costs incurred by operations and other shared support areas not directly aligned with the businesses is primarily based on the use of services.

Total business segment financial results differ from total consolidated results. The impact of these differences is reflected in the Other category.

Other for purposes of this Business Segments Review and the Business Segment Highlights in the Executive Summary includes residual activities that do not meet the criteria for disclosure as a separate reportable business, such as gains or losses related to BlackRock transactions including LTIP share distributions and obligations, earnings and gains related to Hilliard Lyons for the first quarter of 2008, integration costs, asset and liability management activities including net securities gains or losses and certain trading activities, exited businesses, equity management activities, alternative investments, intercompany eliminations, most corporate overhead, and differences between business segment performance reporting and financial statement reporting (GAAP), including the presentation of net income attributable to noncontrolling interests.

Period-end Employees

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| | Sept. 30 | Dec. 31 | Sept. 30 |
|--|----------|----------|----------|
| | 2009 (a) | 2008 (a) | 2008 |
| Full-time employees | | | |
| Retail Banking | 21,644 | 9,304 | 9,160 |
| Corporate & Institutional Banking | 3,861 | 2,502 | 2,611 |
| Asset Management Group | 3,067 | 1,836 | 1,822 |
| Residential Mortgage Banking | 3,606 | | |
| Global Investment Servicing | 4,561 | 4,934 | 4,969 |
| Distressed Assets Portfolio | 157 | | |
| Other | | | |
| Operations & Technology | 9,400 | 4,491 | 4,452 |
| Staff Services and other | 4,233 | 2,246 | 2,209 |
| Total Other | 13,633 | 6,737 | 6,661 |
| Total full-time employees | 50,529 | 25,313 | 25,223 |
| Retail Banking part-time employees | 4,859 | 2,347 | 2,340 |
| Other part-time employees | 1,520 | 561 | 566 |
| Total part-time employees | 6,379 | 2,908 | 2,906 |
| Total National City legacy employees (a) | | 31,374 | |
| Total | 56,908 | 59,595 | 28,129 |

(a) National City's legacy employees are included in total at December 31, 2008 but are included in the appropriate business segments at September 30, 2009. Employee data as reported by each business segment in the table above reflects staff directly employed by the respective

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businesses and excludes operations, technology and staff services employees reported in the Other segment. Global Investment Servicing employees are stated on a legal entity basis. In addition to reductions of full-time and part-time

employees since the closing of the National City acquisition, we significantly reduced outside contract programmers related to National City systems scheduled for conversion to PNC systems.

RESULTS OF BUSINESSES SUMMARY

(Unaudited)

| Nine months ended September 30 in millions | Earnings (Loss) | | Revenue | | Average Assets (a) | |
|--|-----------------|----------|-----------|----------|--------------------|------------|
| | 2009 | 2008 | 2009 | 2008 | 2009 | 2008 |
| Retail Banking (b) | \$ 161 | \$ 260 | \$ 4,342 | \$ 2,063 | \$ 65,281 | \$ 32,739 |
| Corporate & Institutional Banking | 749 | 271 | 3,889 | 1,328 | 86,385 | 46,149 |
| Asset Management Group | 82 | 97 | 701 | 431 | 7,388 | 2,955 |
| Residential Mortgage Banking | 410 | | 1,152 | | 8,289 | |
| BlackRock | 151 | 185 | 191 | 244 | 4,599 | 4,529 |
| Global Investment Servicing (c) | 41 | 97 | 576 | 702 | 3,846 | 4,501 |
| Distressed Assets Portfolio | 197 | | 932 | | 23,632 | |
| Total business segments | 1,791 | 910 | 11,783 | 4,768 | 199,420 | 90,873 |
| Other (b) (d) (e) | (495) | 250 | 123 | 746 | 79,140 | 50,781 |
| Total consolidated | \$ 1,296 | \$ 1,160 | \$ 11,906 | \$ 5,514 | \$ 278,560 | \$ 141,654 |

(a) Period-end balances for BlackRock and Global Investment Servicing.

(b) Amounts for 2009 include the results of the 61 branches divested by early September 2009. Amounts for 2008 reflect the reclassification of the results of Hilliard Lyons, which we sold on March 31, 2008, and the related gain on sale, from Retail Banking to Other.

(c) Global Investment Servicing revenue represents the sum of servicing revenue and nonoperating income (expense) less debt financing costs.

(d) For our segment reporting presentation in this Financial Review, Other for the first nine months of 2009 includes \$266 million of pretax integration costs primarily related to National City while Other for the first nine months of 2008 includes \$66 million of pretax integration costs attributable to other acquisitions.

(e) Other average assets include securities available for sale associated with asset and liability management activities.

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Nine months ended September 30

| Dollars in millions | 2009 (a) | 2008 |
|---------------------------------------|------------|-----------|
| INCOME STATEMENT | | |
| Net interest income | \$ 2,689 | \$ 1,196 |
| Noninterest income | | |
| Service charges on deposits | 701 | 261 |
| Brokerage | 186 | 113 |
| Consumer services | 662 | 311 |
| Other | 104 | 182 |
| Total noninterest income | 1,653 | 867 |
| Total revenue | 4,342 | 2,063 |
| Provision for credit losses | 921 | 299 |
| Noninterest expense | 3,158 | 1,327 |
| Pretax earnings | 263 | 437 |
| Income taxes | 102 | 177 |
| Earnings | \$ 161 | \$ 260 |
| AVERAGE BALANCE SHEET | | |
| Loans | | |
| Consumer | | |
| Home equity | \$ 27,505 | \$ 13,206 |
| Indirect | 4,049 | 2,044 |
| Education | 5,278 | 1,762 |
| Credit cards | 2,151 | 251 |
| Other consumer | 1,787 | 467 |
| Total consumer | 40,770 | 17,730 |
| Commercial and commercial real estate | 12,488 | 5,063 |
| Floor plan | 1,307 | 992 |
| Residential mortgage | 2,120 | 2,067 |
| Total loans | 56,685 | 25,852 |
| Goodwill and other intangible assets | 5,828 | 5,146 |
| Other assets | 2,768 | 1,741 |
| Total assets | \$ 65,281 | \$ 32,739 |
| Deposits | | |
| Noninterest-bearing demand | \$ 16,238 | \$ 9,229 |
| Interest-bearing demand | 18,327 | 8,033 |
| Money market | 39,401 | 16,745 |
| Total transaction deposits | 73,966 | 34,007 |
| Savings | 6,621 | 2,696 |
| Certificates of deposit | 54,765 | 15,793 |
| Total deposits | 135,352 | 52,496 |
| Other liabilities | 58 | 342 |
| Capital | 8,564 | 3,305 |
| Total liabilities and equity | \$ 143,974 | \$ 56,143 |
| PERFORMANCE RATIOS | | |
| Return on average capital | 3% | 11% |
| Noninterest income to total revenue | 38 | 42 |
| Efficiency | 73 | 64 |
| OTHER INFORMATION (b) | | |
| <u>Credit-related statistics:</u> | | |
| Commercial nonperforming assets | \$ 311 | \$ 131 |

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| | | |
|--|----------|--------|
| Consumer nonperforming assets | 191 | 48 |
| Total nonperforming assets (c) | \$ 502 | \$ 179 |
| <u>Impaired loans (d)</u> | \$ 1,161 | |
| Commercial lending net charge-offs | \$ 245 | \$ 90 |
| Consumer lending net charge-offs | 442 | 82 |
| Total net charge-offs | \$ 687 | \$ 172 |
| Commercial lending annualized net charge-off ratio | 2.37% | 1.99% |
| Consumer lending annualized net charge-off ratio | 1.38% | .55% |
| Total annualized net charge-off ratio | 1.62% | .89% |
| <u>Other statistics:</u> | | |
| ATMs | 6,463 | 4,018 |
| Branches (e) | 2,553 | 1,135 |

At September 30

| Dollars in millions, except as noted | 2009 (a) | 2008 |
|--|-----------|-----------|
| OTHER INFORMATION (CONTINUED) (b) | | |
| <u>Home equity portfolio credit statistics:</u> | | |
| % of first lien positions (f) | 35% | 38% |
| Weighted average loan-to-value ratios (f) | 74% | 73% |
| Weighted average FICO scores (g) | 727 | 726 |
| Annualized net charge-off ratio | .70% | .46% |
| Loans 90 days past due | .73% | .49% |
| <u>Customer-related statistics (h):</u> | | |
| Retail Banking checking relationships | 5,040,000 | 2,400,000 |
| Retail online banking active customers | 2,682,000 | 1,193,000 |
| Retail online bill payment active customers | 753,000 | 364,000 |
| <u>Brokerage statistics:</u> | | |
| Financial consultants (i) | 655 | 402 |
| Full service brokerage offices | 42 | 23 |
| Brokerage account assets (billions) | \$ 30 | \$ 16 |
| <u>Managed credit card loans:</u> | | |
| Loans held in portfolio | \$ 2,476 | \$ 286 |
| Loans securitized | 1,654 | |
| Total managed credit card loans | \$ 4,130 | \$ 286 |
| <u>Net charge-offs:</u> | | |
| Securitized credit card loans | \$ 101 | |
| Managed credit card loans | \$ 253 | \$ 7 |
| <u>Net charge-offs as a % of average loans (annualized):</u> | | |
| Securitized credit card loans | 7.26% | |
| Managed credit card loans | 8.46% | 3.73% |

(a) Includes the impact of National City, which we acquired on December 31, 2008.

(b) Presented as of September 30 except for net charge-offs and annualized net charge-off ratios, which are for the nine months ended.

(c) Includes nonperforming loans of \$490 million at September 30, 2009 and \$164 million at September 30, 2008.

(d) These are purchased impaired loans related to National City, adjusted to reflect additional loan impairments effective December 31, 2008.

(e) Excludes certain satellite branches that provide limited products and/or services.

(f) Includes loans from acquired portfolios for which lien position and loan-to-value information was limited.

(g) Represents the most recent FICO scores we have on file.

(h) Amounts as of September 30, 2009 include the impact of National City prior to application system conversions. These amounts may be refined subsequent to system conversions.

(i) Financial consultants provide services in full service brokerage offices and traditional bank branches.

Retail Banking's earnings were \$161 million for the first nine months of 2009 compared with \$260 million for the same period in 2008. Results were challenged in this environment by ongoing credit deterioration, a lower yield assigned to our deposits, reduced consumer spending and increased FDIC insurance costs. Pre-tax, pre-provision earnings were \$1.2 billion for the first nine months of 2009, a 61% increase over the same period in 2008. Retail Banking continues to maintain its focus on customer and deposit growth, employee and customer satisfaction, investing in the business for future growth, as well as disciplined expense management during this period of market and economic uncertainty.

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Highlights of Retail Banking's performance during the first nine months of 2009 include the following:

The acquisition of National City added approximately \$29 billion of loans and \$81 billion of deposits to Retail Banking. Other salient points related to this acquisition include the following:

- Added over 1,400 branches,
- Expanded our ATMs by over 2,100 locations,
- Established or significantly increased our branch presence in Ohio, Kentucky, Indiana, Illinois, Pennsylvania, Michigan, Wisconsin, Missouri and Florida giving PNC one of the largest branch distribution networks among banks in the country,
- Expanded our customer base with the addition of approximately 2.7 million checking relationships, and
- Added \$12 billion in brokerage account assets.

The required divestiture of 61 branches and 73 ATMs from the National City acquisition was completed by early September. Retail Banking expanded the number of customers it serves and grew checking relationships. Excluding relationships added from acquisitions and the impact of the required divestitures, net new consumer and business checking relationships for legacy PNC grew by 101,000 since December 31, 2008 compared with 68,000 during the same period last year.

Our investment in online banking capabilities continued to pay off. Excluding customers added from acquisitions and the impact of the required divestitures, active online bill pay customers have increased 14% since December 31, 2008. We continue to seek customer growth by expanding our use of technology, such as the launch of our Virtual Wallet online banking product about a year ago. We leveraged our understanding of this market along with our extensive university banking program and launched a new product in the second quarter of 2009 for college students and their parents, called Virtual Wallet Student.

Employee engagement and customer satisfaction/loyalty results are tracking at all time highs. PNC recently received the Gallup Great Workplace Award in recognition of its extraordinary ability to create an engaged workplace culture.

At September 30, 2009, Retail Banking had 2,553 branches and an ATM network of 6,463 machines giving PNC one of the largest distribution networks among U.S. banks. We continued to invest in the branch network, albeit at a slower pace than in prior years given the current economic conditions. We are optimizing our network by opening new branches in high growth areas, relocating branches to areas of higher market opportunity, and consolidating branches in areas of declining opportunity. In the first nine months of 2009, we opened 18 traditional branches and 40 in-store branches, added 302 ATMs, and divested 61 branches and 73 ATMs. To continue to optimize our network, we

also consolidated 24 and relocated 10 branches in the first nine months of 2009. The in-store branches and the ATMs were primarily opened under our previously reported exclusive banking services agreement with Giant Food LLC supermarkets.

Total revenue for the first nine months of 2009 was \$4.3 billion compared with \$2.1 billion for the same period in 2008. Net interest income of \$2.7 billion increased \$1.5 billion compared with the first nine months of 2008. The increase in net interest income was driven by the National City acquisition and was partially offset by declines in legacy net interest income as a result of the negative impact of a lower yield assigned to deposits in this low rate environment.

Noninterest income for the first nine months of 2009 was \$1.7 billion, an increase of \$786 million over the prior year same period. The National City acquisition was the major factor for the increase, partially offset in the comparison by a \$95 million gain from the redemption of Visa common shares in the first quarter of 2008. In addition, core growth in brokerage account activities and consumer related fees have been negatively impacted by current economic conditions. The Market Risk Management Equity and Other Investment Risk section of this Financial Review includes further information regarding our investment in Visa.

We anticipate that the proposed and/or passed legislation or regulations will negatively impact revenue associated with credit cards, overdraft fees associated with demand deposit accounts and guaranteed education loans issued under the current Federal program.

In the first nine months of 2009, the provision for credit losses was \$921 million compared with \$299 million in the same period of 2008. Net charge-offs were \$687 million for the first nine months of 2009 and \$172 million in the same period last year. The increases in provision and net charge-offs were primarily a result of a loan portfolio that has increased 119%, including a significantly larger credit card portfolio, and the continued credit deterioration in both the commercial and consumer loan portfolios which is requiring an increase to loan loss reserves.

Noninterest expense for the first nine months of 2009 totaled \$3.2 billion, an increase of \$1.8 billion over the same period last year. Increases were attributable to the impact of acquisitions, increased FDIC insurance costs, and continued investments in the business.

Growing core checking deposits as a lower-cost funding source and as the cornerstone product to build customer relationships is the primary objective of our deposit strategy. Furthermore, core checking accounts are critical to our strategy of expanding our payments business. The deposit strategy of Retail Banking is to remain disciplined on pricing,

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target specific products and markets for growth, and focus on the retention and growth of balances for relationship customers. Average total deposits increased \$82.9 billion compared with the first nine months of 2008.

Average money market deposits increased \$22.7 billion over the first nine months of 2008. This increase was primarily due to the National City acquisition and core money market growth as customers generally prefer more liquid deposits in a low rate environment. In the first nine months of 2009, average certificates of deposit increased \$39 billion over the same period of the prior year. The increase was due to the National City acquisition, which was partially offset by a decrease in legacy certificates of deposits. The legacy decline is a result of a focus on relationship customers rather than pursuing higher-rate single service customers. We expect a continued decline in certificates of deposits which began in 2009 and which will continue for the remainder of 2009 and into 2010 due to the planned run off of higher rate certificates of deposits.

Average demand deposits increased \$17.3 billion over the first nine months of 2008. This increase was driven by acquisitions and organic growth.

Currently, we are predominately focused on a relationship-based lending strategy that targets specific customer sectors (homeowners, students, small businesses and auto dealerships).

In the first nine months of 2009, average total loans were \$56.7 billion, an increase of \$30.8 billion over the same period in 2008. In the current environment, consumer and commercial loan demand is being outpaced by refinances, paydowns, and charge-offs.

Average commercial and commercial real estate loans grew \$7.4 billion compared with the first nine months of 2008. The increase was primarily due to the National City acquisition.

Average home equity loans grew \$14.3 billion over the first nine months of 2008. The majority of the increase is attributable to the National City acquisition. Our home equity loan portfolio is relationship based, with 96% of the portfolio attributable to borrowers in our primary geographic footprint. The nonperforming assets and charge-offs that we have experienced are within our expectations given current market conditions.

Average education loans grew \$3.5 billion compared with the first nine months of 2008. The increase was due to the National City acquisition and an increase in the core business. The core business increase was primarily a result of the transfer of approximately \$1.8 billion of education loans previously held for sale to the loan portfolio during the first quarter of 2008.

Average credit card balances increased \$1.9 billion over the first nine months of 2008. The increase was primarily the result of the National City acquisition and also reflected legacy growth of 68% over the first nine months of 2009.

Table of Contents**CORPORATE & INSTITUTIONAL BANKING***(Unaudited)*

Nine months ended September 30

| Dollars in millions except as noted | 2009 (a) | 2008 |
|--------------------------------------|-----------|-----------|
| INCOME STATEMENT | | |
| Net interest income | \$ 2,824 | \$ 957 |
| Noninterest income | | |
| Corporate service fees | 680 | 455 |
| Other | 385 | (84) |
| Noninterest income | 1,065 | 371 |
| Total revenue | 3,889 | 1,328 |
| Provision for credit losses | 1,362 | 194 |
| Noninterest expense | 1,356 | 707 |
| Pretax earnings | 1,171 | 427 |
| Income taxes | 422 | 156 |
| Earnings | \$ 749 | \$ 271 |
| AVERAGE BALANCE SHEET | | |
| Loans | | |
| Commercial | \$ 42,540 | \$ 20,020 |
| Commercial real estate | 15,560 | 5,430 |
| Commercial real estate related | 3,922 | 2,987 |
| Asset-based lending | 6,443 | 5,179 |
| Equipment lease financing | 5,397 | 1,447 |
| Total loans | 73,862 | 35,063 |
| Goodwill and other intangible assets | 3,532 | 3,128 |
| Loans held for sale | 1,728 | 2,172 |
| Other assets | 7,263 | 5,786 |
| Total assets | \$ 86,385 | \$ 46,149 |
| Deposits | | |
| Noninterest-bearing demand | \$ 18,756 | \$ 8,136 |
| Money market | 9,402 | 5,736 |
| Other | 7,636 | 2,977 |
| Total deposits | 35,794 | 16,849 |
| Other liabilities | 9,355 | 5,128 |
| Capital | 7,811 | 2,986 |
| Total liabilities and equity | \$ 52,960 | \$ 24,963 |

Nine months ended September 30

| Dollars in millions except as noted | 2009 (a) | 2008 |
|--|----------|--------|
| PERFORMANCE RATIOS | | |
| Return on average capital | 13% | 12% |
| Noninterest income to total revenue | 27 | 28 |
| Efficiency | 35 | 53 |
| COMMERCIAL MORTGAGE SERVICING PORTFOLIO (in billions) | | |
| Beginning of period | \$ 270 | \$ 243 |
| Acquisitions/additions | 31 | 23 |
| Repayments/transfers | (26) | (19) |
| End of period | \$ 275 | \$ 247 |
| OTHER INFORMATION | | |
| Consolidated revenue from: (b) | | |

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| | | |
|---|-----------|-----------|
| Treasury Management | \$ 840 | \$ 415 |
| Capital Markets | \$ 346 | \$ 260 |
| Commercial mortgage loans held for sale (c) | \$ 138 | \$ (150) |
| Commercial mortgage loan servicing (d) | 214 | 161 |
| Total commercial mortgage banking activities | \$ 352 | \$ 11 |
| Total loans (e) | \$ 68,352 | \$ 37,395 |
| Credit-related statistics: | | |
| Nonperforming assets (e) (f) | \$ 2,992 | \$ 640 |
| Impaired loans (e) (g) | \$ 1,482 | |
| Net charge-offs | \$ 711 | \$ 151 |
| Net carrying amount of commercial mortgage servicing rights (e) | \$ 897 | \$ 698 |

(a) Includes the impact of National City, which we acquired on December 31, 2008.

(b) Represents consolidated PNC amounts.

(c) Includes valuations on commercial mortgage loans held for sale and related commitments, derivative valuations, origination fees, gains on sale of loans held for sale and net interest income on loans held for sale.

(d) Includes net interest income and noninterest income from loan servicing and ancillary services.

(e) At September 30.

(f) Includes nonperforming loans of \$2.9 billion at September 30, 2009 and \$635 million at September 30, 2008.

(g) These are purchased impaired loans related to National City, adjusted to reflect additional loan impairments effective December 31, 2008.

Corporate & Institutional Banking earned \$749 million in the first nine months of 2009, an increase of \$478 million from 2008. The acquisition of National City positively impacted operating results as revenues approximately tripled while expense approximately doubled in the comparison. As a result, operating leverage increased \$1.9 billion which more than offset a six-fold or \$1.2 billion increase in the provision for credit losses.

Highlights of Corporate & Institutional Banking performance over the first nine months of 2009 include:

Net interest income for the first nine months of 2009 was \$2.8 billion, an increase of \$1.9 billion from 2008 driven primarily by the National City acquisition, improved loan spreads, and higher deposit levels.

Corporate service fees were \$680 million for the first nine months of 2009, an increase of \$225 million over the same period last year. The major components of corporate service fees are treasury management, corporate finance fees and commercial mortgage servicing revenue.

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We continued to invest in our healthcare initiative which will help provide our customers opportunities to reduce operating costs. Healthcare-related revenues in the first nine months of 2009 increased 25% from the same period in 2008, to \$64 million.

Our loan syndications group has maintained its leadership position in the marketplace as we are ranked #1 nationally, in terms of number of deals, for Traditional Middle Market Bookrunner.

The commercial real estate servicing portfolio remained relatively flat except for the impact of the National City acquisition. Growth within the agency servicing portfolio offset the impact of the downturn in the CMBS market during 2008 and 2009. Rising commercial real estate delinquencies and defaults have resulted in growth in the special servicing portfolio, which increased from \$2.9 billion at year-end 2008, to \$9.9 billion at September 30, 2009.

Midland Loan Services is the only company in the industry to hold the highest US CMBS primary, master and special servicer ratings from both Fitch and Standard & Poor's.

Our multi-family origination activities for FNMA and FHMLC remained robust with 2009 originations of \$3.4 billion.

Merger and advisory revenues declined \$58 million from the same period in 2008 reflecting the impact of the difficult financing environment on acquisition activity.

Other noninterest income was \$385 million for the first nine months of 2009, an increase of \$469 million from the same period in 2008 primarily due to the National City acquisition.

Operating lease revenues were \$78 million in 2009, largely due to the National City acquisition. The combined leasing operations are the 5th largest bank-affiliated leasing company.

Gains were \$62 million in 2009 on commercial mortgage loans held for sale, net of hedges, compared with losses of \$213 million in 2008. Inventory carried at fair value at September 30, 2009 was \$1.1 billion, reduced from \$1.5 billion at September 30, 2008.

Gains on sales of loans related to our portfolio management activities were \$69 million in 2009. We sold approximately \$400 million of commitments during the first nine months of 2009, approximately \$300 million of which were impaired.

Provision for credit losses was \$1.4 billion in the first nine months of 2009, an increase of \$1.2 billion from 2008, driven by general credit deterioration, primarily in the real estate, middle market and transportation related portfolios, and the National City acquisition. Net charge-offs increased by \$560 million from the same period in 2008, due primarily to the National City acquisition and net charge-offs in the middle market. Growth in nonperforming assets was driven by increasing difficulty being experienced by customers in our commercial real estate, financial, transportation-related and corporate loan portfolios.

Noninterest expense was \$1.4 billion for the first nine months of 2009, an increase of \$649 million from 2008, due to the National City acquisition. Otherwise, expenses were essentially flat as lower compensation-related costs offset higher credit-related and FDIC insurance costs.

Average loans were \$73.9 billion for the first nine months of 2009, an increase of \$38.8 billion from the same period a year earlier, driven by the National City acquisition. We continue to experience declines in utilization rates across our middle-market and large-corporate customer groups. We continue to pursue new customers that meet our risk profile. During 2009 we have added approximately 350 new corporate clients.

Average deposits were \$35.8 billion for the first nine months of 2009, an increase of \$18.9 billion over the same period last year primarily due to the National City acquisition. During the first nine months of 2009, PNC continued to experience deposit growth including the return of deposits from National City customers who had previously moved funds to other institutions. The third quarter of 2009 also reflected seasonal increases due to the tax receipts of many of our municipal and school district customers.

See the additional revenue discussion regarding treasury management, capital markets-related products and services, and commercial mortgage banking activities on page 11.

Table of Contents**ASSET MANAGEMENT GROUP***(Unaudited)*

Nine months ended September 30

| Dollars in millions except as noted | 2009 (a) | 2008 (b) |
|---------------------------------------|----------|----------|
| INCOME STATEMENT | | |
| Net interest income | \$ 241 | \$ 95 |
| Noninterest income | 460 | 336 |
| Total revenue | 701 | 431 |
| Provision for credit losses | 72 | 2 |
| Noninterest expense | 499 | 274 |
| Pretax earnings | 130 | 155 |
| Income taxes | 48 | 58 |
| Earnings | \$ 82 | \$ 97 |
| AVERAGE BALANCE SHEET | | |
| Loans | | |
| Consumer | \$ 3,929 | \$ 2,085 |
| Commercial and commercial real estate | 1,691 | 574 |
| Residential mortgage | 1,104 | 66 |
| Total loans | 6,724 | 2,725 |
| Goodwill and other intangible assets | 404 | 41 |
| Other assets | 260 | 189 |
| Total assets | \$ 7,388 | \$ 2,955 |
| Deposits | | |
| Noninterest-bearing demand | \$ 1,079 | \$ 882 |
| Interest-bearing demand | 1,551 | 691 |
| Money market | 3,233 | 1,765 |
| Total transaction deposits | 5,863 | 3,338 |
| Certificates of deposit and other | 1,129 | 557 |
| Total deposits | 6,992 | 3,895 |
| Other liabilities | 109 | 14 |
| Capital | 589 | 249 |
| Total liabilities and equity | \$ 7,690 | \$ 4,158 |
| PERFORMANCE RATIOS | | |
| Return on average capital | 19% | 52% |
| Noninterest income to total revenue | 66 | 78 |
| Efficiency | 71 | 64 |
| OTHER INFORMATION | | |
| Total nonperforming assets (c) | \$ 129 | \$ 3 |
| Impaired loans (c) (d) | \$ 206 | |
| Total net charge-offs | \$ 41 | \$ 2 |

ASSETS UNDER ADMINISTRATION

(in billions) (c) (e)

| | | |
|--|--------|--------|
| Personal | \$ 93 | \$ 72 |
| Institutional | 124 | 97 |
| Total | \$ 217 | \$ 169 |
| <i>Asset Type</i> | | |
| Equity | \$ 98 | \$ 77 |
| Fixed Income | 56 | 43 |
| Liquidity/Other | 63 | 49 |
| Total | \$ 217 | \$ 169 |
| <u>Discretionary assets under management</u> | | |

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| | | |
|---|--------|--------|
| Personal | \$ 66 | \$ 44 |
| Institutional | 38 | 20 |
| Total | \$ 104 | \$ 64 |
| <i>Asset Type</i> | | |
| Equity | \$ 47 | \$ 34 |
| Fixed Income | 34 | 18 |
| Liquidity/Other | 23 | 12 |
| Total | \$ 104 | \$ 64 |
| <u>Nondiscretionary assets under administration</u> | | |
| Personal | \$ 27 | \$ 28 |
| Institutional | 86 | 77 |
| Total | \$ 113 | \$ 105 |
| <i>Asset Type</i> | | |
| Equity | \$ 51 | \$ 43 |
| Fixed Income | 22 | 25 |
| Liquidity/Other | 40 | 37 |
| Total | \$ 113 | \$ 105 |

(a) Includes the impact of National City, which we acquired on December 31, 2008.

(b) Includes the legacy PNC wealth management business previously included in Retail Banking.

(c) As of September 30.

(d) These are purchased impaired loans related to National City, adjusted to reflect additional loan impairments effective December 31, 2008.

(e) Excludes brokerage account assets.

Asset Management Group's earnings were \$82 million for the first nine months of 2009 compared with \$97 million for the same period in 2008. Results for 2009 reflected a 63% increase in discretionary assets under management that drove higher asset management fees and strong revenue growth. The 15% decline in earnings over the prior period was driven by an increase in provision for credit losses reflective of deteriorating credit quality and a weakened economy. The business achieved pretax, pre-provision earnings growth of 29% over the first nine months of 2008, as the business remained focused on client growth, expense management and the National City integration.

Highlights of Asset Management Group's performance during the first nine months of 2009 include the following:

- Increased assets under management,
- Solid sales and client retention,
- Increased client satisfaction, and
- Disciplined expense management.

Assets under administration of \$217 billion at September 30, 2009 increased \$48 billion compared with the balance at September 30, 2008.

Discretionary assets under management of \$104 billion at September 30, 2009 increased \$40 billion compared with the balance at September 30, 2008. The increase in discretionary assets under management is attributable to the National City acquisition, somewhat mitigated by the impact of the lower equity markets in 2009.

Nondiscretionary assets under administration of \$113 billion at September 30, 2009 increased \$8 billion compared with the balance at September 30, 2008. This increase was driven by the National City acquisition but was somewhat offset by a decline in institutional assets related to the exit of a noncore product offering.

Total revenue for the first nine months of 2009 was \$701 million, compared with \$431 million for the same period in 2008. Net interest income of \$241 million reflects the additional revenue from the National City loan and deposit portfolios and solid yields from the loan portfolio. The year-over-year increase in net interest income was partially offset by lower funds brokering revenue on deposits as a lower yield is being assigned to deposit balances in this low interest rate environment. Noninterest income of \$460 million increased \$124 million compared with the first nine months of 2008 primarily in asset management fees. The growth was attributable primarily to the National City acquisition.

The provision for credit losses of \$72 million increased from \$2 million in the first nine months of 2008 as loan loss

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reserves were increased beyond charge-offs due to credit quality deterioration. Net charge-offs were \$41 million for the first nine months of 2009 and \$2 million for the first nine months of 2008.

Noninterest expense of \$499 million increased \$225 million in the first nine months of 2009 compared with the same period of 2008. The increase is attributable to the National City acquisition but implementation of various integration-related initiatives has mitigated this increase. Expense management remains a key focal point for this business and the implementation of efficiency initiatives will continue through the remainder of the year.

Balance sheet activity for the first nine months of 2009 reflects both core and acquisition-related growth. Average loans of \$6.7 billion increased \$4.0 billion compared with 2008. Average total deposits of \$7.0 billion increased \$3.1 billion compared with the first nine months of 2008. During the economic downturn, customers have shifted from riskier equity investments into safer deposit products resulting in solid money market and demand deposit growth. In addition, the recapture of former National City customers bolstered deposit growth.

RESIDENTIAL MORTGAGE BANKING

(Unaudited)

Nine months ended September 30

| | |
|--------------------------------------|-------------|
| Dollars in millions, except as noted | 2009 |
| INCOME STATEMENT | |
| Net interest income | \$ 261 |
| Noninterest income | |
| Loan servicing revenue | |
| Servicing fees | 171 |
| Net MSR hedging gains | 320 |
| Loan sales revenue | 409 |
| Other | (9) |
| Total noninterest income | 891 |
| Total revenue | 1,152 |
| Provision for credit losses | 3 |
| Noninterest expense | 490 |
| Pretax earnings | 659 |
| Income taxes | 249 |
| Earnings | \$ 410 |
| AVERAGE BALANCE SHEET | |
| Portfolio loans | \$ 1,780 |
| Loans held for sale | 2,498 |
| Mortgage servicing rights (MSR) | 1,318 |
| Other assets | 2,693 |
| Total assets | \$ 8,289 |
| Deposits | \$ 4,306 |
| Borrowings and other liabilities | 2,861 |
| Capital | 1,322 |
| Total liabilities and equity | \$ 8,489 |
| PERFORMANCE RATIOS | |
| Return on average capital | 41% |
| Efficiency | 43% |
| Nine months ended September 30 | |

| | |
|--|-------------|
| Dollars in millions, except as noted | 2009 |
| OTHER INFORMATION | |
| Servicing portfolio for others (in billions) (a) | \$ 158 |
| Fixed rate | 88% |

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| | |
|--|---------|
| Adjustable rate/balloon | 12% |
| Weighted average interest rate | 5.89% |
| MSR capitalized value (in billions) | \$ 1.3 |
| MSR capitalization value (in basis points) | 81 |
| Weighted average servicing fee (in basis points) | 30 |
| Loan origination volume (in billions) | \$ 16.9 |
| Percentage of originations represented by: | |
| Agency and government programs | 97% |
| Refinance volume | 74% |
| Total nonperforming assets (a) | \$ 343 |
| Impaired loans (a) (b) | \$ 412 |

(a) As of September 30.

(b) These are purchased impaired loans related to National City, adjusted to reflect additional loan impairments effective December 31, 2008.

Residential Mortgage Banking earned \$410 million for the nine months ended September 30, 2009 driven by strong loan origination activity and net mortgage servicing rights hedging gains. This business segment consists primarily of activities acquired with National City.

Residential Mortgage Banking overview:

As a step to improve the quality and efficiency of our mortgage operations in future years, we are consolidating approximately 90 existing operations sites into two locations – Chicago and Pittsburgh.

Total loan originations were \$16.9 billion for the first nine months of 2009, reflecting strong loan refinance activity consistent with industry trends. However, rising mortgage rates during the second and third quarters have reduced incoming application pipeline volume.

Loans were primarily originated through direct channels under agency (FNMA, FHLMC, FHA/VA) guidelines.

Residential mortgage loans serviced for others totaled \$158 billion at September 30, 2009 compared with \$173 billion at January 1, 2009, as payoffs exceeded new direct loan origination volume during the nine-month period.

Noninterest income was \$891 million for the first nine months of 2009, driven by loan sales revenue of \$409 million that resulted from strong loan origination refinance volume and net mortgage servicing rights hedging gains of \$320 million. We do not expect to repeat the strong performance in residential mortgage fees achieved in the first nine months of 2009 in the near term. Additionally, we do not expect refinance and application volumes to be as strong in the remainder of 2009 compared with the first nine months of 2009.

Net interest income was \$261 million for the first nine months of 2009 resulting from residential mortgage loans held for sale associated with strong loan origination refinance volumes during the period.

Noninterest expense was \$490 million for the first nine months of 2009 and included incremental staffing costs

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associated with strong origination volumes and an increased focus on loan underwriting and loss mitigation activities. In the fourth quarter, we expect expenses associated with the consolidation of production offices, the integration of National City Mortgage into PNC as PNC Mortgage, loss mitigation and loan modification activities to increase.

The carrying value of mortgage servicing rights was \$1.3 billion at September 30, 2009 compared with \$1.0 billion at January 1, 2009.

The increase was primarily attributable to a higher fair value of the asset resulting from rising interest rates during the period.

BLACKROCK

Our BlackRock business segment earned \$151 million in the first nine months of 2009 and \$185 million in the first nine months of 2008. Lower equity markets in 2009, particularly in the first quarter, impacted BlackRock's results. These results reflect our approximately 31% share of BlackRock's reported earnings for the first nine months of 2009 and our approximately 33% share of BlackRock's reported earnings for the first nine months of 2008 and the additional income taxes on these earnings incurred by PNC. PNC's investment in BlackRock was \$4.1 billion at September 30, 2009 and \$4.2 billion at December 31, 2008.

BLACKROCK LTIP AND EXCHANGE AGREEMENTS

PNC's noninterest income for the first nine months of 2009 included a \$103 million pretax gain primarily related to our BlackRock LTIP shares obligation. PNC's noninterest income for the first nine months of 2008 included a pretax gain of \$69 million related to our BlackRock LTIP shares adjustment.

As further described in our Current Report on Form 8-K filed December 30, 2008, PNC entered into an Exchange Agreement with BlackRock on December 26, 2008. The transactions that resulted from this agreement restructured PNC's ownership of BlackRock equity without altering, to any meaningful extent, PNC's economic interest in BlackRock. PNC continues to be subject to the limitations on its voting rights in its existing agreements with BlackRock. Also on December 26, 2008, BlackRock entered into an Exchange Agreement with Merrill Lynch in anticipation of the consummation of the merger of Bank of America Corporation and Merrill Lynch that occurred on January 1, 2009. The PNC and Merrill Lynch Exchange Agreements restructured PNC's and Merrill Lynch's respective ownership of BlackRock common and preferred equity.

The exchange contemplated by these agreements was completed on February 27, 2009. On that date, PNC's obligation to deliver BlackRock common shares was replaced with an obligation to deliver shares of BlackRock's new Series C Preferred Stock. PNC acquired the 2.9 million shares of Series C Preferred Stock from BlackRock in exchange for

common shares on that same date. PNC is accounting for these preferred shares at fair value, which will offset the impact of marking-to-market the obligation to deliver these shares to BlackRock as we aligned the fair value marks on this asset and liability. The fair value amount of the BlackRock Series C Preferred Stock is included on our Consolidated Balance Sheet in the caption Other assets. Additional information regarding the valuation of the BlackRock Series C Preferred Stock is included in Note 8 Fair Value in the Notes To Consolidated Financial Statements included in Part I, Item 1 of this Report.

PNC continues to account for its remaining investment in BlackRock under the equity method of accounting, with its share of BlackRock's earnings reduced from approximately 33% to 31%, primarily due to the exchange of BlackRock common stock for BlackRock Series C Preferred Stock. The Series C Preferred Stock is not taken into consideration in determining PNC's share of BlackRock earnings under the equity method. PNC's percentage ownership of BlackRock common stock has increased from approximately 36.5% to 46.5%. The increase resulted from a substantial exchange of Merrill Lynch's BlackRock common stock for BlackRock preferred stock. At September 30, 2009, our percentage ownership of BlackRock common stock was 43.8%. As a result of the BlackRock preferred stock held by Merrill Lynch and the new BlackRock preferred stock issued to Merrill Lynch and PNC under the Exchange Agreements, PNC's share of BlackRock common stock has been, and will continue to be, higher than its overall share of BlackRock's equity and earnings. The transactions related to the Exchange Agreements do not affect our right to receive dividends declared by BlackRock.

BLACKROCK/BARCLAYS GLOBAL INVESTORS TRANSACTION

On June 16, 2009, BlackRock announced that it had entered into a definitive purchase agreement to acquire Barclays Global Investors (BGI) from Barclays Bank PLC (Barclays). Pursuant to the terms of the agreement, BlackRock will acquire all of the outstanding equity interests of subsidiaries of Barclays conducting the business of BGI in exchange for an aggregate of approximately 37.8 million shares of BlackRock common stock and participating preferred stock, subject to certain adjustments, and \$6.6 billion in cash, subject to certain adjustments. It is BlackRock's intent to sell \$2.8 billion of equity to investors, including PNC, to assist in providing a portion of the funding of the cash purchase price. The transaction is anticipated to close on December 1, 2009, pending regulatory approvals and the satisfaction of other customary closing conditions.

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In connection with the BGI transaction, BlackRock has entered into amendments to stockholder agreements with PNC and its other major shareholder. These amendments, which would change certain shareholder rights, including composition of the BlackRock Board of Directors and share transfer restrictions, would only become effective upon

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closing of the BGI transaction. Also in connection with the BGI transaction, BlackRock entered into a stock purchase agreement with PNC in which we agreed to purchase 3,556,188 shares of BlackRock's Series D Preferred Stock at a price of \$140.60 per share to partially finance the transaction. This investment would total \$500 million. The Series D will rank pari passu in right of payment of dividends with any series of BlackRock preferred stock and will be entitled to receive any dividend that is paid to holders of BlackRock common stock. The number of shares we are obligated to purchase may be reduced to the extent BlackRock obtains additional subscriptions from other equity investors as part of the financing of the transaction. The closing of this stock purchase transaction is to occur simultaneously with, and is conditioned upon, the closing of the BGI transaction.

Upon closing of the BGI transaction, the carrying value of our investment in BlackRock will increase significantly, reflecting PNC's portion of the increase in BlackRock's equity resulting from the value of the BlackRock shares issued to Barclays to acquire BGI. This increase in value will be recognized as a gain in the period BlackRock consummates the BGI transaction and will depend on BlackRock's share price at closing and other capital stock activity, if any, preceding the closing. Based on BlackRock's closing share price at October 30, 2009 of \$216.49, the after-tax gain is currently estimated at approximately \$650 million.

GLOBAL INVESTMENT SERVICING*(Unaudited)*

Nine months ended September 30

| Dollars in millions except as noted | 2009 | 2008 |
|---|----------|----------|
| INCOME STATEMENT | | |
| Servicing revenue | \$ 604 | \$ 725 |
| Operating expense | 513 | 554 |
| Operating income | 91 | 171 |
| Debt financing | 10 | 26 |
| Nonoperating income (a) | (18) | 3 |
| Pretax earnings | 63 | 148 |
| Income taxes | 22 | 51 |
| Earnings | \$ 41 | \$ 97 |
| PERIOD-END BALANCE SHEET | | |
| Goodwill and other intangible assets | \$ 1,289 | \$ 1,306 |
| Other assets | 2,557 | 3,195 |
| Total assets | \$ 3,846 | \$ 4,501 |
| Debt financing | \$ 770 | \$ 885 |
| Other liabilities | 2,357 | 2,927 |
| Shareholder's equity | 719 | 689 |
| Total liabilities and equity | \$ 3,846 | \$ 4,501 |
| PERFORMANCE RATIOS | | |
| Return on average equity | 8% | 20% |
| Operating margin (b) | 15 | 24 |
| SERVICING STATISTICS (at September 30) | | |
| Accounting/administration net fund assets (in billions) (c) | | |
| Domestic | \$ 719 | \$ 806 |
| Offshore | 76 | 101 |
| Total | \$ 795 | \$ 907 |
| <i>Asset type (in billions)</i> | | |
| Money market | \$ 318 | \$ 387 |
| Equity | 285 | 308 |
| Fixed income | 105 | 116 |
| Other | 87 | 96 |
| Total | \$ 795 | \$ 907 |
| Custody fund assets (in billions) | \$ 427 | \$ 415 |

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| | | |
|------------------------------------|----|----|
| Shareholder accounts (in millions) | | |
| Transfer agency | 12 | 17 |
| Subaccounting | 68 | 56 |
| Total | 80 | 73 |

(a) Net of nonoperating expense.

(b) Total operating income divided by servicing revenue.

(c) Includes alternative investment net assets serviced.

Global Investment Servicing earned \$41 million for the first nine months of 2009 compared with \$97 million for the same period of 2008.

Results for 2009 were negatively impacted by declines in asset values, fund redemptions, and account closures as a result of the deterioration of the financial markets and by the settlement of a legal matter (recorded in nonoperating income) in the first half of 2009.

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Highlights of Global Investment Servicing's performance for the first nine months of 2009 included:

Subaccounting shareholder accounts increased 12 million, or 21%, to 68 million over the past year as existing clients converted fund families to this platform and utilized additional services. Global Investment Servicing expertise in this space continued to strengthen over the past year and it is well positioned to handle the industry trend to move accounts to subaccounting platforms, which allows broker dealers the ability to hold many shareholder accounts within a single omnibus account on an asset manager's books. Managed Accounts once again increased to over \$100 billion in assets serviced. The recent equity market rally and an increase in the number of accounts moved the assets serviced over this threshold for the first time since August 2008. During the third quarter, Global Investment Servicing's managed account servicing subsidiary, ADVISORport Inc., was renamed PNC Managed Investments Inc. to leverage the PNC brand. Also announced was a new relationship with an alternative provider for portfolio accounting technology. This new relationship will allow us to provide additional user flexibility and options to prospective clients as PNC Managed Investments Inc. competes for market share.

Servicing revenue for the first nine months of 2009 totaled \$604 million, a decrease of \$121 million, or 17%, from the first nine months of 2008. This decrease resulted primarily from the lower equity markets, high redemption activity,

client losses, and account closures and consolidations which impacted both asset-based and account-based fees.

Operating expense decreased by \$41 million, or 7%, to \$513 million, in the year-to-date comparison. Cost containment actions began in the fourth quarter of 2008 in response to the market downturn. The impact of these initiatives, which included job and salary actions, renegotiation of existing vendor contracts and disciplined discretionary spending, has not yet been fully realized. This was partially offset by investments in technology to support business growth.

Debt financing costs were lower than prior year levels due to the much lower interest rate environment and principal payments of \$115 million made during the prior twelve months.

Global Investment Servicing provided accounting/ administration services for \$795 billion of net fund assets as of September 30, 2009 compared with \$907 billion and \$774 billion at September 30, 2008 and June 30, 2009, respectively. The decrease in the prior year comparison was due to market levels and the loss of a fund administration client.

Total assets serviced by Global Investment Servicing totaled \$2.2 trillion at September 30, 2009 compared with \$2.3 trillion and \$2.0 trillion at September 30, 2008 and June 30, 2009, respectively. The decline in total assets serviced from the 2008 comparison was a direct result of global market declines, redemptions and account closures. The recent rally in the equity markets and client inflows resulted in a favorable comparison with June 30, 2009.

Table of Contents***DISTRESSED ASSETS PORTFOLIO****(Unaudited)*

Nine months ended September 30

| Dollars in millions, except as noted | 2009 |
|---|-----------|
| INCOME STATEMENT | |
| Net interest income | \$ 861 |
| Noninterest income | 71 |
| Total revenue | 932 |
| Provision for credit losses | 416 |
| Noninterest expense | 197 |
| Pretax earnings | 319 |
| Income taxes | 122 |
| Earnings | \$ 197 |
| AVERAGE BALANCE SHEET | |
| COMMERCIAL LENDING: | |
| Commercial | \$ 172 |
| Commercial real estate | |
| Real estate projects | 3,319 |
| Commercial mortgage | 107 |
| Equipment lease financing | 823 |
| Total commercial lending | 4,421 |
| CONSUMER LENDING: | |
| Consumer: | |
| Home equity lines of credit | 5,065 |
| Home equity installment loans | 2,159 |
| Other consumer | 12 |
| Total consumer | 7,236 |
| Residential real estate: | |
| Residential mortgage | 8,985 |
| Residential construction | 1,226 |
| Total residential real estate | 10,211 |
| Total consumer lending | 17,447 |
| Total portfolio loans | 21,868 |
| Other assets | 1,764 |
| Total assets | \$ 23,632 |
| Deposits | \$ 42 |
| Other liabilities | 100 |
| Capital | 1,576 |
| Total liabilities and equity | \$ 1,718 |
| OTHER INFORMATION | |
| Nonperforming assets (a) | \$ 1,473 |
| Impaired loans (a) (b) | \$ 7,803 |
| Net charge-offs (c) | \$ 423 |
| Net charge-offs as a percentage of portfolio loans (annualized) (c) | 2.59% |
| LOANS (IN BILLIONS) (a) | |
| Commercial | |
| Residential development | \$ 3.2 |
| Cross-border leases | .8 |
| Consumer | |
| Brokered home equity | 6.6 |
| Retail mortgages | 5.4 |

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| | |
|------------------------------------|----------------|
| Non-prime mortgages | 1.7 |
| Residential completed construction | 1.3 |
| Residential construction | .7 |
| Total loans | \$ 19.7 |

(a) As of September 30.

(b) These are purchased impaired loans related to National City, adjusted to reflect additional loan impairments effective December 31, 2008.

(c) For the nine months ended September 30.

This business segment consists primarily of assets acquired with National City. The Distressed Assets Portfolio had earnings of \$197 million for the first nine months of 2009. Earnings were largely driven by net interest income of \$861 million. The provision for credit losses was \$416 million in the first nine months of 2009, which reflected credit quality deterioration, particularly in the residential development and mortgage portfolios. Noninterest expense was \$197 million for the first nine months of 2009, comprised primarily of costs associated with foreclosed assets and servicing costs.

Distressed Assets Portfolio overview:

Total loans were \$19.7 billion at September 30, 2009 compared with \$27 billion at January 1, 2009. The reduction in loans during the first nine months of 2009 was primarily due to net transfers to core portfolios and net paydowns.

The loan portfolio included commercial loans to residential real estate developers, subprime residential mortgage loans, brokered home equity loans and lines, and certain other residential real estate loans and cross-border leases.

Certain loans in this business segment may require special servicing given current loan performance and market conditions.

Consequently, the business activities of this segment are focused on maximizing the value of the portfolios assigned to it while mitigating risk. Business intent drives the inclusion of assets in this business segment. Not all impaired loans are included in this business segment, nor are all of the loans included in this business segment considered impaired.

The \$19.7 billion of loans held in this portfolio are stated inclusive of a fair value mark at acquisition. Taking the mark and loan loss allowance into account, the net carrying basis of this loan portfolio is 75% of customer outstandings.

The commercial residential real estate development portfolio has undergone a loan review of the project collateral, including certain site visits. A team of asset managers has been assembled to address workout strategies. Actions taken on the portfolio included reducing unfunded loan exposure, foreclosing on residential real estate development properties, and selling loans.

Brokered home equity loans include closed-end second liens and open-end home equity lines of credit. Our focus for managing these portfolios is to maximize the value of the portfolio. We have implemented several modification programs to assist the loss mitigation teams that manage this risk. Additionally, we have initiated several voluntary and involuntary programs to reduce and/or block line availability on home equity lines of credit.

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Residential real estate loans are primarily jumbo and ALT-A first lien mortgages originated for sale in the second half of 2007 for which firm commitments to lend had been extended but there was no market to sell the production. As part of our loss mitigation strategy, we have transferred a small portfolio to a third party servicer. Additionally, given the low level of mortgage rates relative to where these loans were originated, we have implemented several internal and external refinance programs to proactively work with the borrowers to explore refinance alternatives that would allow them to qualify for a conforming mortgage loan which would be originated and sold by the company or the third party originator.

Active construction loans remain available as a part of some construction phases of the real estate development and have not been fully funded. Properties are reviewed by a dedicated team to assess the appropriate strategy for optimizing the return on these assets while mitigating risk. To the extent we believe that completion of the construction on a particular project will maximize value, additional advances under the construction facility may be considered. The goal for these projects would be to move such project toward completion. Otherwise, the property is to be managed on an as is basis or returned to raw land for sale.

Completed construction loans are comprised of loans on which all phases of property construction are complete and the loan has been funded as needed to allow for construction completion. We are managing completed construction loans consistent with the strategies for residential real estate loans.

The fair value marks taken upon our acquisition of National City, along with the team assembled to provide specific focus on this segment, put us in a good position to manage these assets. Additionally, our capital and liquidity position provide us flexibility to be prudent in terms of continuing to hold these assets or selling them to another investor to obtain the optimum return.

Table of Contents***CRITICAL ACCOUNTING POLICIES AND JUDGMENTS***

Note 1 Accounting Policies in Part II, Item 8 of our 2008 Form 10-K and in the Notes To Consolidated Financial Statements included in Part I, Item 1 of this Report describe the most significant accounting policies that we use. Certain of these policies require us to make estimates and strategic or economic assumptions that may prove to be inaccurate or subject to variations that may significantly affect our reported results and financial position for the period or in future periods.

We must use estimates, assumptions, and judgments when financial assets and liabilities are measured and reported at fair value. Assets and liabilities carried at fair value inherently result in a higher degree of financial statement volatility. Fair values and the information used to record valuation adjustments for certain assets and liabilities are based on quoted market prices and/or other observable inputs provided by independent third-party sources, when available. When such third-party information is not available, we estimate fair value primarily by using cash flow and other financial modeling techniques utilizing assumptions such as credit quality, liquidity, interest rates and other relevant inputs. Other significant estimates pertain to our allowance for loan and lease losses, impaired loans, and revenue recognition. Changes in underlying factors, assumptions, or estimates in any of the areas underlying our estimates could materially impact our future financial condition and results of operations.

We discuss the following critical accounting policies and judgments under this same heading in Item 7 of our 2008 Form 10-K:

- Fair Value Measurements
- Allowances For Loan And Lease Losses And Unfunded Loan Commitments And Letters of Credit
- Estimated Cash Flows on Impaired Loans
- Goodwill
- Lease Residuals
- Revenue Recognition
- Income Taxes

During the first quarter of 2009, we reassessed our critical accounting policies and judgments and added valuation of residential mortgage servicing rights (MSRs).

Residential Mortgage Servicing Rights In conjunction with the acquisition of National City, PNC acquired servicing rights for residential real estate loans. We have elected to measure these mortgage servicing rights (MSRs) at fair value. MSRs are established and valued using discounted cash flow modeling techniques which require management to make estimates regarding future net servicing cash flows, taking into consideration actual and expected mortgage loan prepayment rates, discount rates, servicing costs, and numerous other factors.

PNC employs a risk management strategy designed to protect the value of MSRs from changes in interest rates. MSR values are hedged with securities and a portfolio of derivatives, primarily interest-rate swaps, options, forward mortgage-backed, and futures contracts. As interest rates change, these financial instruments are expected to have changes in fair value which are negatively correlated to the change in fair value of the hedged MSR portfolio. The hedge relationships are actively managed in response to changing market conditions over the life of the MSR assets. Selecting appropriate financial instruments to hedge this risk requires significant management judgment to assess how mortgage rates and prepayment speeds could affect the future values of MSRs. Hedging results can frequently be volatile in the short term, but over longer periods of time are expected to protect the economic value of the MSR portfolio.

The fair value of residential MSRs and significant inputs to the valuation model as of September 30, 2009 are shown in the table below. The expected and actual rates of mortgage loan prepayments are the most significant factors driving the fair value. Management uses an internal proprietary model to estimate future loan prepayments. This model uses empirical data drawn from the historical performance of National City's managed portfolio, as adjusted for current market conditions. Future interest rates are another important factor in the valuation of MSRs. Management utilizes market implied forward interest rates to estimate the future direction of mortgage and discount rates. The forward rates utilized are derived from the current yield curve for U.S. dollar interest rate swaps and are consistent with pricing of capital markets instruments. Changes in the shape and slope of the forward curve in future periods may result in volatility in the fair value estimate.

Dollars in millions

September 30

| | 2009 |
|--|----------|
| Fair value | \$ 1,282 |
| Weighted-average life (in years) | 3.4 |
| Weighted-average constant prepayment rate | 25.64% |
| Spread over forward interest rate swap rates | 11.88% |

A sensitivity analysis of the hypothetical effect on the fair value of MSR's to adverse changes in key assumptions is presented below. Changes in fair value generally cannot be extrapolated because the relationship of the change in the assumption to the change in fair value may not be linear. Also, the effect of a variation in a particular assumption on the fair value of the MSR's is calculated independently without changing any other assumption. In reality, changes in one factor may result in changes in another (for example, changes in mortgage interest rates, which drive changes in prepayment rate estimates, could result in changes in the interest rate spread), which could either magnify or counteract the sensitivities.

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| | September 30 2009 |
|---|----------------------|
| Dollars in millions | |
| Prepayment rate: | |
| Decline in fair value from 10% adverse change | \$ 63 |
| Decline in fair value from 20% adverse change | \$ 121 |
| Spread over forward interest rate swap rates: | |
| Decline in fair value from 10% adverse change | \$ 46 |
| Decline in fair value from 20% adverse change | \$ 88 |

Additional information regarding our Critical Accounting Policies and Judgments is found elsewhere in this Financial Review and in the Notes To Consolidated Financial Statements in Part II, Item 8 of our 2008 Form 10-K and in Part I, Item 1 of this Report.

Also, see Note 1 Accounting Policies in the Notes To Consolidated Financial Statements of this Report regarding the impact of the adoption of new accounting guidance issued by the Financial Accounting Standards Board.

STATUS OF QUALIFIED DEFINED BENEFIT PENSION PLAN

We have a noncontributory, qualified defined benefit pension plan (plan or pension plan) covering eligible employees. Benefits are derived from cash balance formulas based on compensation levels, age and length of service. Pension contributions are based on an actuarially determined amount necessary to fund total benefits payable to plan participants. Consistent with our investment strategy, plan assets are primarily invested in equity investments and fixed income instruments. Plan fiduciaries determine and review the plan's investment policy, which is described more fully in Note 15 Employee Benefit Plans in the Notes To Consolidated Financial Statements under Part II, Item 8 of our 2008 Form 10-K.

We calculate the expense associated with the pension plan and the assumptions and methods that we use include a policy of reflecting trust assets at their fair market value. On an annual basis, we review the actuarial assumptions related to the pension plan, including the discount rate, the rate of compensation increase and the expected return on plan assets.

The discount rate and compensation increase assumptions do not significantly affect pension expense.

However, the expected long-term return on assets assumption does significantly affect pension expense. Our expected long-term return on plan assets for determining net periodic pension expense has been 8.25% for the past three years. The expected return on plan assets is a long-term assumption established by considering historical and anticipated returns of the asset classes invested in by the pension plan and the allocation strategy currently in place among those classes. While this analysis gives appropriate consideration to recent asset

performance and historical returns, the assumption represents a long-term prospective return. We review this assumption at each measurement date and adjust it if warranted.

For purposes of setting and reviewing this assumption, long-term refers to the period over which the plan's projected benefit obligation will be disbursed. While year-to-year annual returns can vary significantly (rates of return for the reporting years of 2006, 2007, and 2008 were +14.29%, +7.57%, and -32.91%, respectively), the assumption represents our estimate of long-term average prospective returns. Our selection process references certain historical data and the current environment, but primarily utilizes qualitative judgment regarding future return expectations. Recent annual returns may differ but, recognizing the volatility and unpredictability of investment returns, we generally do not change the assumption unless we modify our investment strategy or identify events that would alter our expectations of future returns.

To evaluate the continued reasonableness of our assumption, we examine a variety of viewpoints and data. Various studies have shown that portfolios comprised primarily of US equity securities have returned approximately 10% over long periods of time, while US debt securities have returned approximately 6% annually over long periods. When these historical returns are applied to the plan's approximately 60% equities/40% bonds asset mix, the result is 8.4% and is one point of reference, among many other factors, that is taken into consideration. We also examine the plan's actual historical returns over various periods. Recent experience is considered in our evaluation with appropriate consideration that, especially for short time periods, recent returns are not reliable indicators of future returns, and in many cases low returns in recent time periods are followed by higher returns in future periods (and vice versa).

Acknowledging the potentially wide range for this assumption, we also annually examine the assumption used by other companies with similar pension investment strategies, so that we can ascertain whether our determinations markedly differ from other observers. In all cases, however, this data simply informs our process, which places the greatest emphasis on our qualitative judgment of future investment returns, given the conditions existing at each annual measurement date.

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The expected long-term return on plan assets for determining net periodic pension cost for 2009 is 8.25%, unchanged from 2008. Under current accounting rules, the difference between expected long-term returns and actual returns is accumulated and amortized to pension expense over future periods. Each one percentage point difference in actual return compared with our expected return causes expense in subsequent years to change by up to \$7 million as the impact is amortized into results of operations.

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The table below reflects the estimated effects on pension expense of certain changes in annual assumptions, using 2009 estimated expense as a baseline.

| | Estimated Increase to 2009 Pension Expense |
|---|---|
| Change in Assumption | (In millions) |
| .5% decrease in discount rate | (a) |
| .5% decrease in expected long-term return on assets | \$ 16 |
| .5% increase in compensation rate | \$ 2 |

(a) De minimis.

We currently estimate a pretax pension expense of \$117 million in 2009 compared with a pretax benefit of \$32 million in 2008. The 2009 values and sensitivities shown above include the qualified defined benefit plan maintained by National City that we merged into the PNC plan as of December 31, 2008. The expected increase in pension cost is attributable not only to the National City acquisition, but also to the significant variance between 2008 actual investment returns and long-term expected returns.

Our pension plan contribution requirements are not particularly sensitive to actuarial assumptions. Investment performance has the most impact on contribution requirements and will drive the amount of permitted contributions in future years. Also, current law, including the provisions of the Pension Protection Act of 2006, sets limits as to both minimum and maximum contributions to the plan. We expect that the minimum required contributions under the law will be zero for 2009.

We maintain other defined benefit plans that have a less significant effect on financial results, including various nonqualified supplemental retirement plans for certain employees.

RISK MANAGEMENT

We encounter risks as part of the normal course of our business and we design risk management processes to help manage these risks. The Risk Management section included in Item 7 of our 2008 Form 10-K provides a general overview of the risk measurement, control strategies and monitoring aspects of our corporate-level risk management processes. Additionally, our 2008 Form 10-K provides an analysis of the risk management processes for what we view as our primary areas of risk: credit, operational, liquidity and market, as well as a discussion of our use of financial derivatives as part of our overall asset and liability risk management process. The following updates our 2008 Form 10-K disclosures in the credit, liquidity, market, and financial derivatives areas.

CREDIT RISK MANAGEMENT

Credit risk represents the possibility that a customer, counterparty or issuer may not perform in accordance with

contractual terms. Credit risk is inherent in the financial services business and results from extending credit to customers, purchasing securities, and entering into financial derivative transactions and certain guarantee contracts. Credit risk is one of our most significant risks.

Nonperforming, Past Due and Potential Problem Assets

Credit quality deterioration continued during the first nine months of 2009 as expected, reflecting further economic weakening and resulting in net additions to loan loss reserves. However, past due loans appear to be stabilizing and while nonperforming loans increased in the third quarter of 2009, the growth rate was lower than in prior 2009 quarters.

Nonperforming assets increased \$3.5 billion to \$5.6 billion at September 30, 2009 compared with December 31, 2008. The increase resulted from recessionary conditions in the economy and reflected a \$2.4 billion increase in commercial lending nonperforming assets and a \$1.1 billion increase in consumer lending nonperforming assets. The increase in nonperforming commercial lending was primarily from real estate, including residential real estate development and commercial real estate exposure; manufacturing; and service providers. The increase in nonperforming consumer lending was mainly due to residential mortgage loans. While nonperforming assets increased across all applicable business segments during the first nine months of 2009, the largest increases were \$1.8 billion in Corporate & Institutional Banking and \$936

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million in Distressed Assets portfolio.

Purchased impaired loans are excluded from nonperforming loans. Any decrease in expected cash flows of individual commercial or pooled consumer purchased impaired loans would result in a charge to the provision for loan losses in the period in which the change becomes probable. Any increase in the expected cash flows of purchased impaired loans would result in an increase to accretable interest for the remaining life of the impaired loans.

The allowance for loan and lease losses allocated to commercial lending nonperforming loans was 34% at December 31, 2008 and 28% at September 30, 2009. Approximately 55-60% of these nonperforming loans are secured by collateral that is expected to reduce credit losses and require less reserves in the event of default. Additionally, during the first nine months of 2009 the allowance for loan and lease losses was reduced by \$114 million relating to additional loans deemed to be within the scope of FASB ASC 310-30 as of December 31, 2008.

Nonperforming assets were 3.50% of total loans and foreclosed and other assets at September 30, 2009 compared with 1.24% at December 31, 2008.

We remain focused on returning to a moderate risk profile.

Table of Contents**Nonperforming Assets By Type**

| | Sept. 30 | Dec. 31 |
|-----------------------------------|--------------|--------------|
| In millions | 2009 | 2008 |
| Nonaccrual loans | | |
| Commercial | | |
| Retail/wholesale | \$ 219 | \$ 88 |
| Manufacturing | 387 | 141 |
| Other service providers | 348 | 114 |
| Real estate related (a) | 396 | 151 |
| Financial services | 200 | 23 |
| Health care | 48 | 37 |
| Other | 232 | 22 |
| Total commercial | 1,830 | 576 |
| Commercial real estate | | |
| Real estate projects | 1,637 | 659 |
| Commercial mortgage | 235 | 107 |
| Total commercial real estate | 1,872 | 766 |
| Equipment lease financing | 164 | 97 |
| TOTAL COMMERCIAL LENDING | 3,866 | 1,439 |
| Consumer | | |
| Home equity | 207 | 66 |
| Other | 25 | 4 |
| Total consumer | 232 | 70 |
| Residential real estate | | |
| Residential mortgage | 790 | 139 |
| Residential construction | 238 | 14 |
| Total residential real estate | 1,028 | 153 |
| TOTAL CONSUMER LENDING | 1,260 | 223 |
| Total nonaccrual loans | 5,126 | 1,662 |
| Total nonperforming loans | 5,126 | 1,662 |
| Foreclosed and other assets | | |
| Commercial lending | 145 | 50 |
| Consumer lending | 373 | 469 |
| Total foreclosed and other assets | 518 | 519 |
| Total nonperforming assets (b) | \$ 5,644 | \$ 2,181 |

(a) Includes loans related to customers in the real estate and construction industries.

(b) At September 30, 2009 and December 31, 2008, nonperforming assets included \$3.1 billion and \$738 million, respectively, related to National City.

Change In Nonperforming Assets

| In millions | 2009 | 2008 |
|---------------------------------------|----------|--------|
| January 1 | \$ 2,181 | \$ 495 |
| Transferred from accrual | 6,458 | 989 |
| Charge-offs and valuation adjustments | (1,230) | (307) |
| Principal activity including payoffs | (828) | (220) |
| Asset sales | (566) | (14) |
| Returned to performing | (371) | (77) |
| Sterling acquisition | 9 | 9 |
| September 30 | \$ 5,644 | \$ 875 |

Total nonperforming loans and nonperforming assets in the tables above are significantly lower than they would have been otherwise due to the accounting treatment for purchased impaired loans. We recorded such loans at estimated fair value of \$12.7 billion at December 31, 2008, including a mark for

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life of loan credit losses. These loans are considered performing, even if contractually past due (or if we do not expect to receive payment in full based on the original contractual terms), as we are currently accreting interest income over the expected life of the loans. The accretable interest/yield represents the excess of expected cash flows on the loans at the measurement date over the recorded investment. See Note 6 Purchased Impaired Loans Related to National City in the Notes To Consolidated Financial Statements of this Report for additional information on those loans.

At September 30, 2009, our largest nonperforming asset was approximately \$99 million and our average nonperforming loan associated with commercial lending was less than \$2 million.

The amount of nonperforming loans that were current as to principal and interest was \$1.8 billion at September 30, 2009 and \$555 million at December 31, 2008.

Loans whose contractual terms have been restructured in a manner which grants a concession to a borrower experiencing financial difficulties where we do not receive adequate compensation are considered troubled debt restructurings. Troubled debt restructurings typically result from our loss mitigation activities and could include rate reductions, principal forgiveness, forbearance and other actions intended to minimize the economic loss and to avoid foreclosure or repossession of collateral. Troubled debt restructurings completed during 2009 and included in nonperforming loans totaled \$230 million at September 30, 2009.

Accruing Loans Past Due 30 To 89 Days (a)(b)

| | Amount | | Percent of Outstandings | |
|---------------------------|------------------|-----------------|-------------------------|-----------------|
| | Sept. 30 2009 | Dec. 31 2008 | Sept. 30 2009 | Dec. 31 2008 |
| Dollars in millions | | | | |
| Commercial | \$ 633 | \$ 489 | 1.13% | .72% |
| Commercial real estate | 743 | 400 | 3.34 | 1.68 |
| Equipment lease financing | 50 | 74 | .80 | 1.15 |
| Consumer | 444 | 451 | .90 | .93 |
| Residential real estate | 510 | 506 | 3.29 | 3.23 |
| Total (c) | \$ 2,380 | \$ 1,920 | 1.59 | 1.18 |

Accruing Loans Past Due 90 Days Or More (a)(b)

| | Amount | | Percent of Outstandings | |
|---------------------------|------------------|-----------------|-------------------------|-----------------|
| | Sept. 30 2009 | Dec. 31 2008 | Sept. 30 2009 | Dec. 31 2008 |
| Dollars in millions | | | | |
| Commercial | \$ 196 | \$ 90 | .35% | .13% |
| Commercial real estate | 184 | 52 | .83 | .22 |
| Equipment lease financing | 3 | 2 | .05 | .03 |
| Consumer | 216 | 154 | .44 | .32 |
| Residential real estate | 276 | 97 | 1.78 | .62 |
| Total (d) | \$ 875 | \$ 395 | .59 | .24 |

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- a) Excludes loans that are government insured/guaranteed, primarily residential mortgages.
- b) Excludes loans acquired from National City that were impaired. These loans are excluded as they were recorded at estimated fair value when acquired and are currently considered performing loans due to the accretion of interest in purchase accounting.
- c) Loans acquired from National City totaled \$1.7 billion at September 30, 2009 and \$1.3 billion at December 31, 2008.
- d) Loans acquired from National City totaled \$.6 billion at September 30, 2009 and \$.2 billion at December 31, 2008.

Loans that are not included in nonperforming or past due categories but cause us to be uncertain about the borrower's ability to comply with existing repayment terms over the next six months totaled \$1.1 billion at September 30, 2009 and \$745 million at December 31, 2008.

Allowances for Loan and Lease Losses and Unfunded Loan Commitments and Letters of Credit

We maintain an allowance for loan and lease losses to absorb losses from the loan portfolio. We determine the allowance based on quarterly assessments of the probable estimated losses inherent in the loan portfolio. While we make allocations to specific loans and pools of loans, the total reserve is available for all loan and lease losses. There were no significant changes during the third quarter of 2009 to the process and procedures we follow to determine our allowance of loan and lease losses.

We increased the allowance for loan and lease losses to \$4.8 billion at September 30, 2009 compared with \$3.9 billion at December 31, 2008. The allowance as a percent of nonperforming loans was 94% and as a percent of total loans was 2.99% at September 30, 2009. The comparable percentages at December 31, 2008 were 236% and 2.23%. Although the allowance declined as a percentage of nonperforming loans at September 30, 2009 as compared with December 31, 2008, coverage is considered adequate given the mix of the loan portfolio. The majority of the commercial portfolio is secured and the asset-based lending portfolio continues to show demonstrably lower loss given default. Further, the large high investment grade portion of the loan portfolio has performed well and has not been subject to idiosyncratic risk. We expect to add to reserves in the fourth quarter of 2009.

The allowance for loan and lease losses is significantly lower than it would have been otherwise due to the accounting treatment for purchased impaired loans. Loan loss reserves on the purchased impaired loans were not carried over on the date of acquisition. In addition, these loans were recorded net of \$9.2 billion of fair value marks as of December 31, 2008. As a result, the ratio of allowance for loan and lease losses to total loans is lower than it would be otherwise. However, the allowance for loan and lease losses of \$4.8 billion combined with the remaining fair value marks of \$6.6 billion on purchased impaired loans represented approximately 7% loss coverage against the loan portfolio at September 30, 2009.

In addition to the allowance for loan and lease losses, we maintain an allowance for unfunded loan commitments and letters of credit. We report this allowance as a liability on our Consolidated Balance Sheet. We determine this amount using estimates of the probability of the ultimate funding and losses related to those credit exposures. This methodology is similar to the one we use for determining the adequacy of our allowance for loan and lease losses.

We refer you to Note 5 Asset Quality and Note 6 Purchased Impaired Loans Related to National City in the Notes to Consolidated Financial Statements in this Report regarding changes in the allowance for loan and lease losses and in the allowance for unfunded loan commitments and letters of credit for additional information which is incorporated herein by reference.

Charge-Offs And Recoveries

| Dollars in millions | Charge-offs | Recoveries | Net Charge-offs | Percent |
|----------------------------------|---------------|--------------|-----------------|------------------|
| | | | | of Average Loans |
| Nine months ended | | | | |
| September 30 | | | | |
| 2009 | | | | |
| Commercial | \$ 896 | \$ 94 | \$ 802 | 1.70% |
| Commercial real estate | 250 | 23 | 227 | 1.21 |
| Equipment lease financing | 115 | 17 | 98 | 2.11 |
| Consumer | 694 | 78 | 616 | 1.58 |

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| | | | | |
|--------------------------------|-----------------|---------------|-----------------|-------------|
| Residential real estate | 176 | 43 | 133 | .83 |
| Total | \$ 2,131 | \$ 255 | \$ 1,876 | 1.49 |
| 2008 | | | | |
| Commercial | \$ 192 | \$ 40 | \$ 152 | .66% |
| Commercial real estate | 95 | 7 | 88 | 1.26 |
| Equipment lease financing | 2 | 1 | 1 | .05 |
| Consumer | 100 | 11 | 89 | .59 |
| Residential real estate | 2 | | 2 | .03 |
| Total | \$ 391 | \$ 59 | \$ 332 | .62 |

We establish reserves to provide coverage for probable losses not considered in the specific, pool and consumer reserve methodologies, such as, but not limited to, the following:

- industry concentrations and conditions,
- credit quality trends,
- recent loss experience in particular sectors of the portfolio,
- ability and depth of lending management,
- changes in risk selection and underwriting standards, and
- timing of available information.

Total net charge-offs are significantly lower than they would have been otherwise due to the accounting treatment for purchased impaired loans. Customer balances related to these impaired loans were reduced by the fair value marks of \$9.2 billion as of December 31, 2008. Therefore, this portion of the customer balances will not result in net charge-offs.

Table of Contents**CREDIT DEFAULT SWAPS**

From a credit risk management perspective, we buy and sell credit loss protection via the use of credit derivatives. When we buy loss protection by purchasing a credit default swap (CDS), we pay a fee to the seller, or CDS counterparty, in return for the right to receive a payment if a specified credit event occurs for a particular obligor or reference entity. We purchase CDSs to mitigate the risk of economic loss on a portion of our loan exposures.

We also sell loss protection to mitigate the net premium cost and the impact of fair value accounting on the CDS in cases where we buy protection to hedge the loan portfolio and for trading purposes. These activities represent additional risk positions rather than hedges of risk.

We approve counterparty credit lines for all of our trading activities, including CDSs. Counterparty credit lines are approved based on a review of credit quality in accordance with our traditional credit quality standards and credit policies. The credit risk of our counterparties is monitored in the normal course of business. In addition, all counterparty credit lines are subject to collateral thresholds and exposures above these thresholds are secured.

Credit default swaps are included in the Free-Standing Derivatives table in the Financial Derivatives section of this Risk Management discussion. Net losses from credit default swaps for proprietary trading positions, reflected in other noninterest income in our Consolidated Income Statement, totaled \$7 million for the first nine months of 2009 compared with net gains of \$11 million for the first nine months of 2008.

LIQUIDITY RISK MANAGEMENT

Liquidity risk is the risk of potential loss if we were unable to meet our funding requirements at a reasonable cost. We manage liquidity risk to help ensure that we can obtain cost-effective funding to meet current and future obligations under both normal business as usual and stressful circumstances.

Our largest source of liquidity on a consolidated basis is the deposit base that comes from our retail and corporate banking businesses. Other borrowed funds come from a diverse mix of short and long-term funding sources. Liquid assets and unused borrowing capacity from a number of sources are also available to maintain our liquidity position.

Liquid assets consist of short-term investments (Federal funds sold, resale agreements, trading securities, interest-earning deposits with banks, and other short-term investments) and securities available for sale. At September 30, 2009, our liquid assets totaled \$56.3 billion, with \$21.5 billion pledged as collateral for borrowings, trust, and other commitments.

BANK LEVEL LIQUIDITY

PNC Bank, N.A. can borrow from the Federal Reserve Bank of Cleveland's (Federal Reserve Bank) discount window to meet short-term liquidity requirements. These borrowings are secured by securities and commercial loans. PNC Bank, N.A. is also a member of the Federal Home Loan Bank (FHLB)-Pittsburgh and as such has access to advances from FHLB-Pittsburgh secured generally by residential mortgage and other mortgage-related loans. At September 30, 2009, we maintained significant unused borrowing capacity at the Federal Reserve Bank discount window under current collateral requirements.

Information regarding amounts pledged, for the ability to borrow if necessary, and borrowings related to the Federal Reserve Bank and FHLB Pittsburgh are as follows:

| In billions | Sept. 30 2009 | Dec. 31 2008 |
|--|------------------|-----------------|
| <u>Pledged to Federal Reserve Bank</u> | | |
| Loans | \$ 27.9 | \$ 32.9 |
| Securities | \$ 11.7 | \$ 11.0 |
| Combined collateral value | \$ 32.6 | \$ 35.4 |

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| <u>Pledged to FHLB-Pittsburgh</u> | | |
|-----------------------------------|---------|---------|
| Loans | \$ 21.4 | \$ 27.1 |
| Securities | | \$ 5.3 |
| Combined collateral value | \$ 8.1 | \$ 16.7 |
| <u>Outstanding borrowings</u> | | |
| Federal Reserve Bank | | \$ 2.0 |
| FHLB-Pittsburgh | \$ 5.5 | 8.8 |
| Total | \$ 5.5 | \$ 10.8 |
| <u>Unused borrowing capacity</u> | | |
| Federal Reserve Bank | \$ 32.6 | \$ 33.4 |
| FHLB-Pittsburgh | 2.5 | 7.9 |
| Total | \$ 35.1 | \$ 41.3 |

Total FHLB borrowings were \$12.0 billion at September 30, 2009 compared with \$18.1 billion at December 31, 2008.

During the second quarter of 2009, FHLB Pittsburgh revised its collateral requirements and now requires the physical delivery of securities. PNC opted not to deliver qualified securities and as a result our unused borrowing capacity at FHLB Pittsburgh declined accordingly.

We can also obtain funding through traditional forms of borrowing, including Federal funds purchased, repurchase agreements, and short and long-term debt issuances. PNC Bank, N.A. has the ability to offer up to \$20 billion in senior and subordinated unsecured debt obligations with maturities of more than nine months. Through September 30, 2009, PNC Bank, N.A. had issued \$6.9 billion of debt under this program.

PNC Bank, N.A. also has the ability to offer up to \$3.0 billion of its commercial paper. As of September 30, 2009, there were no issuances outstanding under this program.

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As of September 30, 2009, there were \$7.3 billion of bank short- and long-term debt issuances with maturities of less than one year.

In December 2009, we expect that the FDIC will require us to prepay deposit insurance assessments covering the period October 1, 2009 through December 31, 2012. The amount of the prepayment is currently estimated to be \$1 billion. While the prepaid asset will not require risk-based capital, it will impact our available bank liquidity.

Parent Company Liquidity

Our parent company's routine funding needs consist primarily of dividends to PNC shareholders, share repurchases, debt service, the funding of non-bank affiliates, and acquisitions.

See the Funding and Capital Sources section of the Consolidated Balance Sheet Review section of this Report regarding certain restrictions on dividends and common share repurchases related to PNC's participation in the US Treasury's TARP Capital Purchase Program.

On March 1, 2009, our board of directors decided to reduce PNC's quarterly common stock dividend from \$.66 to \$.10 per share. Accordingly, the board of directors declared a quarterly common stock cash dividend of \$.10 per share in April, July and October 2009. The board's decision, which was based on consideration of extreme economic and market deterioration and the changing regulatory environment, is expected to help PNC enhance liquidity and build capital by approximately \$1 billion annually.

Parent company liquidity guidelines are designed to help ensure that sufficient liquidity is available to meet these requirements over the succeeding 12-month period. In managing parent company liquidity we consider funding sources, such as expected dividends to be received from our subsidiaries and potential debt issuance, and funding uses, which include debt service and dividends paid on PNC's common and preferred stock including the Treasury's TARP preferred.

The principal source of parent company cash flow is the dividends it receives from its subsidiary banks, which may be impacted by the following:

- Bank-level capital needs,
- Laws and regulations,
- Corporate policies,
- Contractual restrictions, and
- Other factors.

Also, there are statutory and regulatory limitations on the ability of national banks to pay dividends or make other capital distributions or to extend credit to the parent company or its non-bank subsidiaries. See Note 23 Regulatory Matters in the Notes to Consolidated Financial Statements in Item 8 of our 2008 Form 10-K for a further discussion of these

limitations. Dividends may also be impacted by the bank's capital needs and by contractual restrictions. We provide additional information on certain contractual restrictions under the Perpetual Trust Securities, PNC Capital Trust E Trust Preferred Securities, and Acquired Entity Trust Preferred Securities sections of the Off-Balance Sheet Arrangements And Variable Interest Entities section of this Financial Review. The amount available for dividend payments to the parent company by PNC Bank, N.A. without prior regulatory approval was approximately \$556 million at September 30, 2009.

In addition to dividends from its banking subsidiaries, other sources of parent company liquidity include cash and short-term investments, as well as dividends and loan repayments from other subsidiaries and dividends or distributions from equity investments. As of September 30, 2009, the parent company had approximately \$4.6 billion in funds available from its cash and short-term investments.

We can also generate liquidity for the parent company and PNC's non-bank subsidiaries through the issuance of securities in public or private markets.

During the first nine months of 2009, PNC Funding Corp issued the following securities:

- September \$500 million of senior notes due September 2015; interest paid semiannually at a fixed rate of 4.25%.
- June \$600 million of senior notes due June 2019; interest paid semiannually at a fixed rate of 6.7%.
- June \$400 million of senior notes due June 2014; interest paid semiannually at a fixed rate of 5.4%.

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March \$1.0 billion of floating rate senior notes due April 2012 under the FDIC's Temporary Liquidity Guarantee Program-Debt Guarantee Program. Interest will be reset quarterly to 3-month LIBOR plus 20 basis points and paid quarterly. These senior notes are guaranteed by the parent company and by the FDIC and are backed by the full faith and credit of the United States through June 30, 2012.

As further described in the Executive Summary and Consolidated Balance Sheet sections of this Financial Review, in May 2009 we raised \$624 million in common equity at market prices through the issuance of 15 million shares of common stock.

See the Executive Summary section of this Financial Review and Note 19 Shareholders' Equity in the Notes To Consolidated Financial Statements in Item 8 of the 2008 Form 10-K for information regarding PNC's December 31, 2008 issuance of \$7.6 billion of preferred stock and related common stock warrant to the US Treasury under the TARP Capital Purchase Program.

PNC Funding Corp has the ability to offer up to \$3.0 billion of commercial paper to provide the parent company with

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additional liquidity. As of September 30, 2009, there were no issuances outstanding under this program.

We have effective shelf registration statements which enable us to issue additional debt and equity securities, including certain hybrid capital instruments. As of September 30, 2009, there were \$1.2 billion of parent company contractual obligations with maturities of less than one year.

Status of Credit Ratings

The cost and availability of short- and long-term funding, as well as collateral requirements for certain derivative instruments, is influenced by debt ratings. A decrease, or potential decrease, in credit ratings could impact access to the capital markets and/or increase the cost of debt, and thereby adversely affect liquidity and financial condition.

Credit ratings as of September 30, 2009 for PNC and PNC Bank, N.A. follow:

| | Moody's | Standard & Poor's | Fitch |
|---|---------|-------------------|-------|
| The PNC Financial Services Group, Inc. | | | |
| Senior debt | A3 | A | A+ |
| Subordinated debt | Baa1 | A- | A |
| Preferred stock | Baa2 | BBB | A |
| PNC Bank, N.A. | | | |
| Subordinated debt | A2 | A | A |
| Long-term deposits | A1 | A+ | AA- |
| Short-term deposits | P-1 | A-1 | F1+ |

In June 2009, Standard and Poor's (S&P) completed a broad-ranging reassessment of industry risk for US financial institutions. As a result, S&P affirmed the ratings of The PNC Financial Services Group, Inc. and changed the outlook to stable from creditwatch negative.

In May 2009, Moody's lowered PNC's holding company ratings by two notches and the long-term ratings for its banking subsidiary by one notch. These downgrades resulted from an industry-wide credit rating review and are consistent with action Moody's has taken regarding the ratings of other institutions.

In March 2009, Moody's placed the Bank Financial Strength Ratings (BFSR) of PNC under review for possible downgrade. However, the deposit and debt ratings were affirmed with a negative outlook. These actions reflected Moody's view that the current housing and economic crisis will lead to significantly higher credit losses than previously anticipated.

In February 2009, S&P lowered its ratings on certain preferred and hybrid capital issues of PNC and its banking subsidiary by one rating level.

In January 2009, S&P lowered its long-term counterparty credit rating on PNC to A from A+ and affirmed the short-

term counterparty credit rating of A-1. They also lowered the counterparty credit ratings on PNC's banking units to A+/A-1 from AA/A-1. These actions were in response to PNC's acquisition of National City and S&P's concerns regarding the size of the transaction, exposure to residential real estate in the Midwest and Florida, and the significant challenges of the current economic environment.

Commitments

The following tables set forth contractual obligations and various other commitments as of September 30, 2009 representing required and potential cash outflows.

Contractual Obligations

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| September 30, 2009 | in millions | Total |
|---|-------------|-------------------|
| Remaining contractual maturities of time deposits | | \$ 55,803 |
| Federal Home Loan Bank borrowings | | 11,953 |
| Other borrowed funds | | 29,957 |
| Minimum annual rentals on noncancellable leases | | 2,723 |
| Nonqualified pension and postretirement benefits | | 567 |
| Purchase obligations (a) | | 1,265 |
| Total contractual cash obligations | | \$ 102,268 |

(a) Includes purchase obligations for goods and services covered by noncancellable contracts and contracts including cancellation fees.

Other Commitments (a)

| September 30, 2009 | in millions | Total Amounts Committed |
|-------------------------------------|-------------|-------------------------------|
| Net unfunded credit commitments (b) | | \$ 102,669 |
| Standby letters of credit (c) | | 9,871 |
| Reinsurance agreements | | 1,770 |
| Other commitments (d) | | 1,140 |
| Total commitments | | \$ 115,450 |

(a) Other commitments are funding commitments that could potentially require performance in the event of demands by third parties or contingent events. Loan commitments are reported net of participations, assignments and syndications.

(b) Additional information regarding net unfunded credit commitments is found elsewhere in this Financial Review and in Note 4 Loans and Commitments to Extend Credit in the Notes to Consolidated Financial Statements.

(c) Includes \$5.4 billion of standby letters of credit that support remarketing programs for customers' variable rate demand notes.

(d) Includes unfunded commitments related to private equity investments of \$473 million and other investments of \$111 million which are not on our Consolidated Balance Sheet. Also includes commitments related to tax credit investments of \$525 million and other direct equity investments of \$31 million which are included in other liabilities on the Consolidated Balance Sheet.

MARKET RISK MANAGEMENT OVERVIEW

Market risk is the risk of a loss in earnings or economic value due to adverse movements in market factors such as interest rates, credit spreads, foreign exchange rates, and equity prices.

MARKET RISK MANAGEMENT INTEREST RATE RISK

Interest rate risk results primarily from our traditional banking

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activities of gathering deposits and extending loans. Many factors, including economic and financial conditions, movements in interest rates, and consumer preferences, affect the difference between the interest that we earn on assets and the interest that we pay on liabilities and the level of our noninterest-bearing funding sources. Due to the repricing term mismatches and embedded options inherent in certain of these products, changes in market interest rates not only affect expected near-term earnings, but also the economic values of these assets and liabilities.

Asset and Liability Management centrally manages interest rate risk within limits and guidelines set forth in our risk management policies approved by the Asset and Liability Committee and the Risk Committee of the Board.

Sensitivity results and market interest rate benchmarks for the third quarters of 2009 and 2008 follow:

Interest Sensitivity Analysis

| | Third Quarter 2009 | Third Quarter 2008 |
|---|--------------------------|--------------------------|
| Net Interest Income Sensitivity Simulation | | |
| Effect on net interest income in first year from gradual interest rate change over following 12 months of: | | |
| 100 basis point increase | .9% | (1.9)% |
| 100 basis point decrease | (2.0)% | 2.0% |
| Effect on net interest income in second year from gradual interest rate change over the preceding 12 months of: | | |
| 100 basis point increase | 1.4% | (4.1)% |
| 100 basis point decrease | (5.5)% | 2.3% |
| Duration of Equity Model | | |
| Base case duration of equity (in years): | (2.2)(a) | 1.9 |
| Key Period-End Interest Rates | | |
| One-month LIBOR | | |
| Three-year swap | 1.87% | 3.73% |

(a) Given the inherent limitations in certain of these measurement tools and techniques, results become less meaningful as interest rates approach zero.

In addition to measuring the effect on net interest income assuming parallel changes in current interest rates, we routinely simulate the effects of a number of nonparallel interest rate environments. The following Net Interest Income Sensitivity to Alternative Rate Scenarios table reflects the percentage change in net interest income over the next two 12-month periods assuming (i) the PNC Economist's most likely rate forecast, (ii) implied market forward rates, and (iii) a Two-Ten Inversion (a 200 basis point inversion between two-year and ten-year rates superimposed on current base rates) scenario.

Net Interest Income Sensitivity to Alternative Rate Scenarios (Third Quarter 2009)

| | PNC Economist | Market Forward | Two-Ten Inversion |
|-------------------------|------------------|-------------------|----------------------|
| First year sensitivity | .3% | (.3)% | .2% |
| Second year sensitivity | .3% | (2.3)% | (.7)% |

All changes in forecasted net interest income are relative to results in a base rate scenario where current market rates are assumed to remain unchanged over the forecast horizon.

When forecasting net interest income, we make assumptions about interest rates and the shape of the yield curve, the volume and characteristics of new business, and the behavior of existing on- and off-balance sheet positions. These assumptions determine the future level of simulated net interest income in the base interest rate scenario and the other interest rate scenarios presented in the following table. These simulations assume that as assets and liabilities mature, they are replaced or repriced at then current market rates.

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The graph below presents the yield curves for the base rate scenario and each of the alternate scenarios one year forward.

The results of the third quarter 2009 interest sensitivity analyses reflect our current best estimates of the impact of integrating National City's balance sheet, including the preliminary effects of purchase accounting, balance sheet repositioning, and deposit pricing strategies. Going forward as these estimates and strategies are finalized or revised, the results of our analyses may change.

The third quarter 2009 interest sensitivity analyses indicate that our Consolidated Balance Sheet is positioned to benefit from an increase in interest rates. We believe that we have the deposit funding base and balance sheet flexibility to adjust, where appropriate and permissible, to changing interest rates and market conditions.

MARKET RISK MANAGEMENT TRADING RISK

Our trading activities include customer-driven trading in fixed income securities, equities, derivatives, and foreign exchange contracts. They also include the underwriting of fixed income and equity securities and proprietary trading.

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We use value-at-risk (VaR) as the primary means to measure and monitor market risk in trading activities. The Risk Committee of the Board establishes an enterprise-wide VaR limit on our trading activities.

During the first nine months of 2009, our VaR ranged between \$5.8 million and \$10.1 million, averaging \$7.4 million. During the first nine months of 2008, our VaR ranged between \$9.1 million and \$13.8 million, averaging \$11.2 million.

To help ensure the integrity of the models used to calculate VaR for each portfolio and enterprise-wide, we use a process known as backtesting. The backtesting process consists of comparing actual observations of trading-related gains or losses against the VaR levels that were calculated at the close of the prior day. Under typical market conditions, we would expect an average of two to three instances a year in which actual losses exceeded the prior day VaR measure at the enterprise-wide level. There were no such instances during the first nine months of 2009 compared with seven such instances in the first nine months of 2008.

The following graph shows a comparison of enterprise-wide trading-related gains and losses against prior day VaR for the period.

Trading revenue

| Nine months ended September 30 in millions | 2009 | 2008 |
|--|--------|---------|
| Net interest income | \$ 46 | \$ 58 |
| Noninterest income | 111 | (77) |
| Total trading revenue | \$ 157 | \$ (19) |

| Three months ended September 30 in millions | 2009 | 2008 |
|---|-------|---------|
| Net interest income | \$ 14 | \$ 19 |
| Noninterest income | 31 | (54) |
| Total trading revenue | \$ 45 | \$ (35) |

Trading revenue excludes the impact of economic hedging activities, which relate primarily to residential mortgage servicing rights, and residential and commercial real estate loans.

Improved valuations resulted in better trading results for the third quarter of 2009 compared with the third quarter of 2008. Lower trading revenue for the third quarter and first nine months of 2008 was primarily related to our proprietary trading activities and reflected the negative impact of a very illiquid market on the assets that we held during the first quarter of 2008. Our 2008 Form 10-K outlines steps we took during 2008 to reduce our proprietary trading positions.

MARKET RISK MANAGEMENT EQUITY AND OTHER**INVESTMENT RISK**

Equity investment risk is the risk of potential losses associated with investing in both private and public equity markets.

BlackRock

PNC owns approximately 40 million common stock equivalent shares of BlackRock equity, accounted for under the equity method. Our investment in BlackRock was \$4.1 billion at September 30, 2009 compared with \$4.2 billion at December 31, 2008. The market value of our investment in BlackRock was \$8.7 billion at September 30, 2009. The primary risk measurement, similar to other equity investments, is economic capital.

The discussion of BlackRock within the Business Segments Review section of this Financial Review includes information about changes in our ownership structure of BlackRock in the first quarter of 2009.

Tax Credit Investments

Included in our equity investments are tax credit investments. These investments, as well as equity investments held by consolidated partnerships, totaled \$2.6 billion at September 30, 2009 and \$2.3 billion at December 31, 2008. Investments accounted for under the equity method totaled \$2.0 billion while investments accounted for under the cost method totaled \$570 million at September 30, 2009. The comparable amounts at December 31, 2008 were \$1.7 billion and \$648 million.

Visa

At September 30, 2009, our investment in Visa Class B common shares totaled approximately 23 million shares. Considering the adjustment to the conversion ratio due to settled litigation reported by Visa, these shares would convert to approximately 13.6 million of the publicly traded Visa Class A common shares. As of September 30, 2009, we had recognized \$456 million of our Visa ownership, which we acquired with National City, on our Consolidated Balance Sheet. Based on the September 30, 2009 closing price of \$69.11 for the Visa shares, our remaining unrecognized investment had a pretax value of approximately \$200 million at that date. The Visa Class B common shares we own generally will not be transferable, except under limited circumstances, until they can be converted into shares of the publicly traded class of stock, which cannot happen until the later of three years after the IPO or settlement of all of the

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specified litigation. It is expected that Visa will continue to adjust the conversion ratio of Visa Class B to Class A shares in connection with settlements in excess of any amounts then in escrow for that purpose and will also reduce the conversion ratio to the extent that it adds any funds to the escrow in the future.

In July 2009, Visa funded \$700 million to the litigation escrow account and reduced the conversion ratio of Visa B to A shares. We consequently recognized our estimated \$66 million share of the \$700 million as a reduction of our indemnification liability and a reduction of noninterest expense.

Note 25 Commitments and Guarantees in our Notes To Consolidated Financial Statements under Item 8 of our 2008 Form 10-K has further information on our Visa indemnification obligation.

Private Equity

The private equity portfolio is an illiquid portfolio comprised of equity and mezzanine investments that vary by industry, stage and type of investment. Private equity investments carried at estimated fair value totaled \$1.2 billion at both September 30, 2009 and December 31, 2008. As of September 30, 2009, \$602 million was invested directly in a variety of companies and \$555 million was invested indirectly through various private equity funds. Included in direct investments are investment activities of two private equity funds that are consolidated for financial reporting purposes. The noncontrolling interests of these funds totaled \$147 million as of September 30, 2009. The indirect private equity funds are not redeemable, but PNC receives distributions over the life of the partnership from liquidation of the underlying investments by the investee.

Our unfunded commitments related to private equity totaled \$473 million at September 30, 2009 compared with \$540 million at December 31, 2008.

Other Investments

We also make investments in affiliated and non-affiliated funds with both traditional and alternative investment

strategies. The economic values could be driven by either the fixed-income market or the equity markets, or both. At September 30, 2009, other investments totaled \$841 million compared with \$853 million at December 31, 2008. We recognized net losses related to these investments of \$57 million during the first nine months of 2009, including a gain of \$18 million during the third quarter. Given the nature of these investments and if current market conditions affecting their valuation were to continue or worsen, we could incur future losses.

Our unfunded commitments related to other investments totaled \$111 million at September 30, 2009 and \$178 million at December 31, 2008.

FINANCIAL DERIVATIVES

We use a variety of financial derivatives as part of the overall asset and liability risk management process to help manage interest rate, market and credit risk inherent in our business activities. Substantially all such instruments are used to manage risk related to changes in interest rates. Interest rate and total return swaps, interest rate caps and floors options, forwards and futures contracts are the primary instruments we use for interest rate risk management.

Financial derivatives involve, to varying degrees, interest rate, market and credit risk. For interest rate swaps and total return swaps, options and futures contracts, only periodic cash payments and, with respect to options, premiums are exchanged. Therefore, cash requirements and exposure to credit risk are significantly less than the notional amount on these instruments. Further information on our financial derivatives is presented in Note 1 Accounting Policies and Note 13 Financial Derivatives in the Notes To Consolidated Financial Statements in this Report.

Not all elements of interest rate, market and credit risk are addressed through the use of financial or other derivatives, and such instruments may be ineffective for their intended purposes due to unanticipated market characteristics, among other reasons.

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The following tables provide the notional or contractual amounts and estimated net fair value of financial derivatives used for risk management and designated as accounting hedges as well as free-standing derivatives at September 30, 2009 and December 31, 2008. Weighted-average interest rates presented are based on contractual terms, if fixed, or the implied forward yield curve at each respective date, if floating.

Financial Derivatives 2009

| September 30, 2009 dollars in millions | Notional/ Contractual Amount | Estimated Net Fair Value | Weighted Average Maturity | Weighted-Average Interest Rates | |
|---|------------------------------------|--------------------------------|---------------------------------|------------------------------------|----------|
| | | | | Paid | Received |
| Accounting Hedges | | | | | |
| Interest rate risk management | | | | | |
| Asset rate conversion | | | | | |
| Interest rate swaps (a) | | | | | |
| Receive fixed | \$ 11,699 | | 4 yrs. 4 mos. | 3.84% | 2.48% |
| Forward purchase commitments | 892 | \$ 16 | 2 mos. | NM | NM |
| Liability rate conversion | | | | | |
| Interest rate swaps (a) | | | | | |
| Receive fixed | 14,547 | 978 | 3 yrs. 10 mos. | 2.92% | 4.28% |
| Total interest rate risk management | 27,138 | 994 | | | |
| Total accounting hedges (b) | \$ 27,138 | \$ 994 | | | |
| Free-Standing Derivatives | | | | | |
| Customer-related | | | | | |
| Interest rate contracts | | | | | |
| Swaps | \$ 101,533 | \$ (142) | 4 yrs. 7 mo. | 3.19% | 3.19% |
| Caps/floors | | | | | |
| Sold (c) | 3,520 | (15) | 4 yrs. | NM | NM |
| Purchased | 2,267 | 16 | 2 yrs. 10 mos. | NM | NM |
| Swaptions | 2,607 | 80 | 13 yrs. 2 mos. | NM | NM |
| Futures | 3,881 | | 8 mos. | NM | NM |
| Foreign exchange contracts (c) | 7,728 | (6) | 4 mos. | NM | NM |
| Equity contracts | 372 | (1) | 1 yr. 5 mos. | NM | NM |
| Total customer-related | 121,908 | (68) | | | |
| Various instruments used to hedge the value of residential mortgage servicing | | | | | |
| Interest rate contracts | | | | | |
| Swaps (c) | 32,399 | 54 | 4 yrs. 9 mos. | 3.17% | 3.06% |
| Caps/floors | | | | | |
| Purchased | 5,200 | 58 | 2 yrs. 9 mos. | NM | NM |
| Futures | 47,133 | | 1 yr. | NM | NM |
| Future options | 36,575 | 15 | 4 mos. | NM | NM |
| Swaptions | 24,380 | (37) | 1 yr. 4 mos. | NM | NM |
| Commitments related to residential mortgage assets | 2,637 | 18 | 1 mo. | NM | NM |
| Total residential mortgage servicing | 148,324 | 108 | | | |
| Other risk management and proprietary | | | | | |
| Interest rate contracts | | | | | |
| Swaps (c) | 3,958 | (42) | 5 yrs. 3 mo. | 3.54% | 3.79% |
| Caps/floors | | | | | |
| Sold | 516 | | 7 yrs. 9 mos. | NM | NM |
| Purchased | 925 | 8 | 2 yrs. 2 mos. | NM | NM |
| Future options | 9,525 | 1 | 2 mos. | NM | NM |
| Swaptions (c) | 837 | (6) | 8 yrs. 3 mos. | NM | NM |
| Futures | 577 | | 1 yr. 7 mos. | NM | NM |
| Commitments related to residential mortgage assets | 7,246 | (3) | 1 mo. | NM | NM |

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| | | | | | |
|---|------------|----------|-----------------|----|----|
| Commitments related to commercial mortgage assets (c) | 2,312 | (12) | 6 mos. | NM | NM |
| Foreign exchange contracts (c) | 1,646 | 11 | 2 yrs. 1 mo. | NM | NM |
| Credit contracts | | | | | |
| Credit default swaps | 1,829 | 65 | 12 yrs. 11 mos. | NM | NM |
| Risk participation agreements | 3,367 | 1 | 2 yrs. 6 mos. | NM | NM |
| Other contracts (c) (d) | 211 | (243) | | NM | NM |
| Total other risk management and proprietary | 32,949 | (220) | | | |
| Total free-standing derivatives | \$ 303,181 | \$ (180) | | | |

(a) The floating rate portion of interest rate contracts is based on money-market indices. As a percent of notional amount, 51% were based on 1-month LIBOR and 49% on 3-month LIBOR.

(b) Fair value amount includes net accrued interest receivable of \$202 million.

(c) The increases in the negative fair values from December 31, 2008 to September 30, 2009 for interest rate contracts, foreign exchange, equity contracts and other contracts were due to the changes in fair values of the existing contracts along with new contracts entered into during 2009 and contracts terminated.

(d) Includes PNC's obligation to fund a portion of certain BlackRock LTIP programs.

NM Not meaningful

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| December 31, 2008 dollars in millions | Notional/ Contractual Amount | Estimated Net Fair Value | Weighted | Weighted-Average Interest Rates | |
|---|------------------------------------|--------------------------------|---------------------|------------------------------------|----------|
| | | | Average Maturity | Paid | Received |
| Accounting Hedges | | | | | |
| Interest rate risk management | | | | | |
| Asset rate conversion | | | | | |
| Interest rate swaps (a) | | | | | |
| Receive fixed | \$ 5,618 | \$ 527 | 3 yrs. | 2.18% | 4.76% |
| Liability rate conversion | | | | | |
| Interest rate swaps (a) | | | | | |
| Receive fixed | 9,888 | 888 | 3 yrs. 7 mos. | 2.27% | 4.73% |
| Total interest rate risk management | 15,506 | 1,415 | | | |
| Total accounting hedges (b) | \$ 15,506 | \$ 1,415 | | | |
| Free-Standing Derivatives | | | | | |
| Customer-related | | | | | |
| Interest rate contracts | | | | | |
| Swaps | \$ 97,337 | \$ (162) | 4 yrs. 9 mos. | 3.08% | 3.07% |
| Caps/floors | | | | | |
| Sold | 3,976 | (13) | 4 yrs. 4 mos. | NM | NM |
| Purchased | 2,647 | 22 | 2 yrs. 10 mos. | NM | NM |
| Swaptions | 3,058 | 160 | 13 yrs. 2 mos. | NM | NM |
| Futures | 8,839 | | 1 yr. 1 mo. | NM | NM |
| Foreign exchange contracts | 8,877 | (3) | 5 mos. | NM | NM |
| Equity contracts | 1,023 | (4) | 1 yr. | NM | NM |
| Total customer-related | 125,757 | | | | |
| Various instruments used to hedge the value of residential mortgage servicing | | | | | |
| Interest rate | | | | | |
| Swaps | 20,930 | 373 | 5 yrs. 7 mos. | 3.01% | 3.10% |
| Caps/floors | | | | | |
| Purchased | 6,500 | 18 | 1 yr. 6 mos. | NM | NM |
| Futures | 4,000 | | 1 yr. 2 mos. | NM | NM |
| Futures Options | 6,000 | (29) | 6 mos. | NM | NM |
| Swaptions | 12,600 | (274) | 5 mos. | NM | NM |
| Commitments related to residential mortgage assets | 2,950 | 21 | 1 mo. | NM | NM |
| Total residential mortgage servicing | 52,980 | 109 | | | |
| Other risk management and proprietary | | | | | |
| Interest rate contracts | | | | | |
| Swaps | 24,432 | 656 | 2 yrs. 11 mos. | 2.80% | 3.83% |
| Caps/floors | | | | | |
| Sold | 624 | (1) | 1 yr. 1 mo. | NM | NM |
| Purchased | 740 | 3 | 1 yr. 9 mos. | NM | NM |
| Swaptions | 276 | 17 | 10 yrs. 11 mos. | NM | NM |
| Futures | 8,359 | | 8 mos. | NM | NM |
| Commitments related to residential mortgage assets | 15,659 | (20) | 1 mo. | NM | NM |
| Commitments related to commercial mortgage assets | 2,624 | 7 | 6 mos. | NM | NM |
| Foreign exchange contracts | 144 | 11 | 3 yrs. 4 mos. | NM | NM |
| Credit contracts | | | | | |
| Credit default swaps | 2,937 | 205 | 13 yrs. 8 mos. | NM | NM |
| Risk participation agreements | 3,290 | | 3 yrs. 1 mo. | NM | NM |
| Other contracts (c) | 438 | 44 | NM | NM | NM |

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| | | |
|---|------------|----------|
| Total other risk management and proprietary | 59,523 | 922 |
| Total free-standing derivatives | \$ 238,260 | \$ 1,031 |

(a) The floating rate portion of interest rate contracts is based on money-market indices. As a percent of notional amount, 55% were based on 1-month LIBOR and 45% on 3-month LIBOR.

(b) Fair value amount includes net accrued interest receivable of \$147 million.

(c) Includes PNC's obligation to fund a portion of certain BlackRock LTIP programs.

NM Not meaningful

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INTERNAL CONTROLS AND DISCLOSURE CONTROLS AND PROCEDURES

As of September 30, 2009, 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 September 30, 2009, and that there has been no change in internal control over financial reporting that occurred during the third quarter of 2009 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

At September 30, 2009, the businesses formerly operated by National City were operating under pre-acquisition systems of internal control over financial reporting. As part of our ongoing internal control process we have been and will continue to evaluate and implement changes to processes, information technology systems and other components of internal control over financial reporting related to the acquired businesses.

GLOSSARY OF TERMS

Accounting/administration net fund assets Net domestic and foreign fund investment assets for which we provide accounting and administration services. We do not include these assets on our Consolidated Balance Sheet.

Accretable yield The excess of a loan's cash flows expected to be collected over the carrying value of the loan. The accretable yield is recognized in interest income over the remaining life of the loan using the constant effective yield method.

Adjusted average total assets Primarily comprised of total average quarterly (or annual) assets plus (less) unrealized losses (gains) on investment securities, less goodwill and certain other intangible assets (net of eligible deferred taxes).

Annualized Adjusted to reflect a full year of activity.

Assets under management Assets over which we have sole or shared investment authority for our customers/clients. We do not include these assets on our Consolidated Balance Sheet.

Basis point One hundredth of a percentage point.

Charge-off Process of removing a loan or portion of a loan from our balance sheet because it is considered uncollectible.

We also record a charge-off when a loan is transferred to held for sale by reducing the loan carrying amount to the fair value of the loan.

Client-related noninterest income Total noninterest income included on our Consolidated Income Statement less amounts for net gains (losses) on sales of securities, net other-than-temporary impairments, and other noninterest income.

Common shareholders' equity to total assets Common shareholders' equity divided by total assets. Common shareholders' equity equals total shareholders' equity less the liquidation value of preferred stock.

Credit derivatives Contractual agreements, primarily credit default swaps, that provide protection against a credit event of one or more referenced credits. The nature of a credit event is established by the protection buyer and protection seller at the inception of a transaction, and such events include bankruptcy, insolvency and failure to meet payment obligations when due. The buyer of the credit derivative pays a periodic fee in return for a payment by the protection seller upon the occurrence, if any, of a credit event.

Credit spread The difference in yield between debt issues of similar maturity. The excess of yield attributable to credit spread is often used as a measure of relative creditworthiness, with a reduction in the credit spread reflecting an improvement in the borrower's perceived creditworthiness.

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Custody assets Investment assets held on behalf of clients under safekeeping arrangements. We do not include these assets on our Consolidated Balance Sheet. Investment assets held in custody at other institutions on our behalf are included in the appropriate asset categories on the Consolidated Balance Sheet as if physically held by us.

Derivatives Financial contracts whose value is derived from publicly traded securities, interest rates, currency exchange rates or market indices. Derivatives cover a wide assortment of financial contracts, including forward contracts, futures, options and swaps.

Duration of equity An estimate of the rate sensitivity of our economic value of equity. A negative duration of equity is associated with asset sensitivity (*i.e.*, positioned for rising interest rates), while a positive value implies liability sensitivity (*i.e.*, positioned for declining interest rates). For example, if the duration of equity is +1.5 years, the economic value of equity declines by 1.5% for each 100 basis point increase in interest rates.

Earning assets Assets that generate income, which include: Federal funds sold; resale agreements; trading securities; interest-earning deposits with banks; other short-term investments; loans held for sale; loans; investment securities; and certain other assets.

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Economic capital Represents the amount of resources that a business segment should hold to guard against potentially large losses that could cause insolvency. It is based on a measurement of economic risk, as opposed to risk as defined by regulatory bodies. The economic capital measurement process involves converting a risk distribution to the capital that is required to support the risk, consistent with our target credit rating. As such, economic risk serves as a common currency of risk that allows us to compare different risks on a similar basis.

Effective duration A measurement, expressed in years, that, when multiplied by a change in interest rates, would approximate the percentage change in value of on- and off- balance sheet positions.

Efficiency Noninterest expense divided by the sum of net interest income (GAAP basis) and noninterest income.

Fair value The price that would be received to sell an asset or the price that would be paid to transfer a liability on the measurement date using the principal or most advantageous market for the asset or liability in an orderly transaction between willing market participants.

Foreign exchange contracts Contracts that provide for the future receipt and delivery of foreign currency at previously agreed-upon terms.

Funds transfer pricing A management accounting methodology designed to recognize the net interest income effects of sources and uses of funds provided by the assets and liabilities of a business segment. We assign these balances LIBOR-based funding rates at origination that represent the interest cost for us to raise/invest funds with similar maturity and repricing structures.

Futures and forward contracts Contracts in which the buyer agrees to purchase and the seller agrees to deliver a specific financial instrument at a predetermined price or yield. May be settled either in cash or by delivery of the underlying financial instrument.

GAAP Accounting principles generally accepted in the United States of America.

Interest rate floors and caps Interest rate protection instruments that involve payment from the protection seller to the protection buyer of an interest differential, which represents the difference between a short-term rate (e.g., three-month LIBOR) and an agreed-upon rate (the strike rate) applied to a notional principal amount.

Interest rate swap contracts Contracts that are entered into primarily as an asset/liability management strategy to reduce interest rate risk. Interest rate swap contracts are exchanges of interest rate payments, such as fixed-rate payments for floating-rate payments, based on notional principal amounts.

Intrinsic value The amount by which the fair value of an underlying stock exceeds the exercise price of an option on that stock.

Investment securities Collectively, securities available for sale and securities held to maturity.

Leverage ratio Tier 1 risk-based capital divided by adjusted average total assets.

LIBOR Acronym for London InterBank Offered Rate. LIBOR is the average interest rate charged when banks in the London wholesale money market (or interbank market) borrow unsecured funds from each other. LIBOR rates are used as a benchmark for interest rates on a global basis.

Net interest income from loans and deposits A management accounting assessment, using funds transfer pricing methodology, of the net interest contribution from loans and deposits.

Net interest margin Annualized taxable-equivalent net interest income divided by average earning assets.

Nonaccrutable difference Contractually required payments receivable on a purchased impaired loan in excess of the cash flows expected to be collected.

Nondiscretionary assets under administration Assets we hold for our customers/clients in a non-discretionary, custodial capacity. We do not include these assets on our Consolidated Balance Sheet.

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Noninterest income to total revenue Noninterest income divided by the sum of net interest income (GAAP basis) and noninterest income.

Nonperforming assets Nonperforming assets include nonaccrual loans, troubled debt restructured loans, foreclosed assets and other assets. We do not accrue interest income on assets classified as nonperforming.

Nonperforming loans Nonperforming loans include loans to commercial, commercial real estate, equipment lease financing, consumer, and residential mortgage customers and construction customers as well as troubled debt restructured loans. Nonperforming loans do not include loans held for sale or foreclosed and other assets. We do not accrue interest income on loans classified as nonperforming.

Notional amount A number of currency units, shares, or other units specified in a derivatives contract.

Operating leverage The period to period dollar or percentage change in total revenue (GAAP basis) less the dollar or percentage change in noninterest expense. A positive variance

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indicates that revenue growth exceeded expense growth (*i.e.*, positive operating leverage) while a negative variance implies expense growth exceeded revenue growth (*i.e.*, negative operating leverage).

Options Contracts that grant the purchaser, for a premium payment, the right, but not the obligation, to either purchase or sell the associated financial instrument at a set price during a specified period or at a specified date in the future.

Other-than-temporary impairment (OTTI) When the fair value of a debt security is less than its amortized cost basis, an assessment is performed to determine whether the impairment is other-than-temporary. If we intend to sell the security or more likely than not will be required to sell the security before recovery of its amortized cost basis less any current-period credit loss, an other-than-temporary impairment is considered to have occurred. In such cases, an other-than-temporary impairment is recognized in earnings equal to the entire difference between the investment's amortized cost basis and its fair value at the balance sheet date. Further, if we do not expect to recover the entire amortized cost of the security, an other-than-temporary impairment is considered to have occurred. However, if we do not intend to sell the security and it is not more likely than not that we will be required to sell the security before its recovery, the other-than-temporary loss is separated into (a) the amount representing the credit loss, and (b) the amount related to all other factors. The other-than-temporary impairment related to credit losses is recognized in earnings while the amount related to all other factors is recognized in other comprehensive income, net of tax.

Pretax, pre-provision earnings Total revenue less noninterest expense.

Purchase accounting accretion Accretion of the discounts and premiums on acquired assets and liabilities. The purchase accounting accretion is recognized in net interest income over the weighted average life of the financial instruments using the constant effective yield method.

Purchased impaired loans Acquired loans determined to be credit impaired. Loans are determined to be impaired if there is evidence of credit deterioration since origination and for which it is probable that all contractually required payments will not be collected.

Recorded investment The initial investment of a purchased impaired loan plus interest accretion and less any cash payments and writedowns to date. The recorded investment excludes any valuation allowance which is included in our allowance for loan and lease losses.

Recovery Cash proceeds received on a loan that we had previously charged off. We credit the amount received to the allowance for loan and lease losses.

Residential development loans Project-specific loans to commercial customers for the construction or development of residential real estate including land, single family homes, condominiums and other residential properties. This would exclude loans to commercial customers where proceeds are for general corporate purposes whether or not such facilities are secured.

Residential mortgage servicing rights hedge gains / (losses), net We have elected to measure acquired or originated residential mortgage servicing rights (MSRs) at fair value under GAAP. We employ a risk management strategy designed to protect the economic value of MSRs from changes in interest rates. This strategy utilizes securities and a portfolio of derivative instruments to hedge changes in the fair value of MSRs arising from changes in interest rates. These financial instruments are expected to have changes in fair value which are negatively correlated to the change in fair value of the MSR portfolio. Net MSR hedge gains/ (losses) represent the change in the fair value of MSRs, exclusive of changes due to time decay and payoffs, combined with the change in the fair value of the associated derivative instruments.

Return on average assets Annualized net income divided by average assets.

Return on average capital Annualized net income divided by average capital.

Return on average common shareholders' equity Annualized net income less preferred stock dividends, including preferred stock discount accretion, divided by average common shareholders' equity.

Risk-weighted assets Computed by the assignment of specific risk-weights (as defined by the Board of Governors of the Federal Reserve System) to assets and off-balance sheet instruments.

Securitization The process of legally transforming financial assets into securities.

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Servicing rights An intangible asset or liability created by an obligation to service assets for others. Typical servicing rights include the right to receive a fee for collecting and forwarding payments on loans and related taxes and insurance premiums held in escrow.

Swaptions Contracts that grant the purchaser, for a premium payment, the right, but not the obligation, to enter into an interest rate swap agreement during a specified period or at a specified date in the future.

Taxable-equivalent interest The interest income earned on certain assets is completely or partially exempt from Federal income tax. As such, these tax-exempt instruments typically yield lower returns than taxable investments. To provide more

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meaningful comparisons of yields and margins for all interest-earning assets, we use interest income on a taxable-equivalent basis in calculating average yields and net interest margins by increasing the interest income earned on tax-exempt assets to make it fully equivalent to interest income earned on other taxable investments. This adjustment is not permitted under GAAP on the Consolidated Income Statement.

Tier 1 common capital Tier 1 risk-based capital, less preferred equity, less trust preferred capital securities, and less noncontrolling interests.

Tier 1 common capital ratio Tier 1 common capital divided by period-end risk-weighted assets.

Tier 1 risk-based capital Total shareholders' equity, plus trust preferred capital securities, plus certain noncontrolling interests that are held by others; less goodwill and certain other intangible assets (net of eligible deferred taxes relating to taxable and nontaxable combinations), less equity investments in nonfinancial companies less ineligible servicing assets and less net unrealized holding losses on available for sale equity securities. Net unrealized holding gains on available for sale equity securities, net unrealized holding gains (losses) on available for sale debt securities and net unrealized holding gains (losses) on cash flow hedge derivatives are excluded from total shareholders' equity for Tier 1 risk-based capital purposes.

Tier 1 risk-based capital ratio Tier 1 risk-based capital divided by period-end risk-weighted assets.

Total equity Total shareholders' equity less noncontrolling interests.

Total fund assets serviced Total domestic and offshore fund investment assets for which we provide related processing services. We do not include these assets on our Consolidated Balance Sheet.

Total return swap A non-traditional swap where one party agrees to pay the other the total return of a defined underlying asset (e.g., a loan), usually in return for receiving a stream of LIBOR-based cash flows. The total returns of the asset, including interest and any default shortfall, are passed through to the counterparty. The counterparty is therefore assuming the credit and economic risk of the underlying asset.

Total risk-based capital Tier 1 risk-based capital plus qualifying subordinated debt and trust preferred securities, other noncontrolling interest not qualified as Tier 1, eligible gains on available for sale equity securities and the allowance for loan and lease losses, subject to certain limitations.

Total risk-based capital ratio Total risk-based capital divided by period-end risk-weighted assets.

Transaction deposits The sum of money market and interest-bearing demand deposits and demand and other noninterest-bearing deposits.

Troubled debt restructuring A restructuring of debt whereby the lender for economic or legal reasons related to the borrower's financial difficulties grants a concession to the borrower that it would not otherwise consider.

Value-at-risk (VaR) A statistically-based measure of risk which describes the amount of potential loss which may be incurred due to severe and adverse market movements. The measure is of the maximum loss which should not be exceeded on 99 out of 100 days.

Watchlist A list of criticized loans, credit exposure or other assets compiled for internal monitoring purposes. We define criticized exposure for this purpose as exposure with an internal risk rating of other assets especially mentioned, substandard, doubtful or loss.

Yield curve A graph showing the relationship between the yields on financial instruments or market indices of the same credit quality with different maturities. For example, a normal or positive yield curve exists when long-term bonds have higher yields than short-term bonds. A flat yield curve exists when yields are the same for short-term and long-term bonds. A steep yield curve exists when yields on long-term bonds are significantly higher than on short-term bonds. An inverted or negative yield curve exists when short-term bonds have higher yields than long-term bonds.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

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We make statements in this Report, and we may from time to time make other statements, regarding our outlook or expectations for earnings, revenues, expenses, capital levels, liquidity levels, asset quality and/or other matters regarding or affecting PNC that are forward-looking statements within the meaning of the Private Securities Litigation Reform Act. Forward-looking statements are typically identified by words such as believe, plan, expect, anticipate, intend, outlook, estimate, forecast, will, project and other similar words and expressions.

Forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time. Forward-looking statements speak only as of the date they are made. We do not assume any duty and do not undertake to update our forward-looking statements. Actual results or future events could differ, possibly materially, from those that we anticipated in our forward-looking statements, and future results could differ materially from our historical performance.

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Our forward-looking statements are subject to the following principal risks and uncertainties. We provide greater detail regarding some of these factors in our 2008 Form 10-K and elsewhere in this Report, including in the Risk Factors and Risk Management sections of those reports. Our forward-looking statements may also be subject to other risks and uncertainties, including those discussed elsewhere in this Report or in our other filings with the SEC.

Our businesses and financial results are affected by business and economic conditions, both generally and specifically in the principal markets in which we operate. In particular, our businesses and financial results may be impacted by:

- Changes in interest rates and valuations in the debt, equity and other financial markets.
- Disruptions in the liquidity and other functioning of financial markets, including such disruptions in the markets for real estate and other assets commonly securing financial products.
- Actions by the Federal Reserve and other government agencies, including those that impact money supply and market interest rates.
- Changes in our customers , suppliers and other counterparties performance in general and their creditworthiness in particular.
- Changes in levels of unemployment.
- Changes in customer preferences and behavior, whether as a result of changing business and economic conditions or other factors.

A continuation of recent turbulence in significant portions of the US and global financial markets, particularly if it worsens, could impact our performance, both directly by affecting our revenues and the value of our assets and liabilities and indirectly by affecting our counterparties and the economy generally.

Our business and financial performance could be impacted as the financial industry restructures in the current environment, both by changes in the creditworthiness and performance of our counterparties and by changes in the competitive and regulatory landscape. Given current economic and financial market conditions, our forward-looking financial statements are subject to the risk that these conditions will be substantially different than we are currently expecting. These statements are based on our current expectations that interest rates will remain low through 2009 with continued wide market credit spreads, and our view that national economic trends currently point to the end of recessionary conditions in the latter half of 2009 followed by a subdued recovery in 2010.

Legal and regulatory developments could have an impact on our ability to operate our businesses or our financial condition or results of operations or our

competitive position or reputation. Reputational impacts, in turn, could affect matters such as business generation and retention, our ability to attract and retain management, liquidity, and funding. These legal and regulatory developments could include:

- Changes resulting from legislative and regulatory responses to the current economic and financial industry environment, including current and future conditions or restrictions imposed as a result of our participation in the TARP Capital Purchase Program.
- Other legislative and regulatory reforms, including broad-based restructuring of financial industry regulation as well as changes to laws and regulations involving tax, pension, bankruptcy, consumer protection, and other aspects of the financial institution industry.
- Increased litigation risk from recent regulatory and other governmental developments.
- Unfavorable resolution of legal proceedings or other claims and regulatory and other governmental inquiries.
- The results of the regulatory examination and supervision process, including our failure to satisfy the requirements of agreements with governmental agencies.
- Changes in accounting policies and principles.

Our issuance of securities to the US Department of the Treasury may limit our ability to return capital to our shareholders and is dilutive to our common shares. If we are unable previously to redeem the shares, the dividend rate increases substantially after five years.

Our business and operating results are affected by our ability to identify and effectively manage risks inherent in our businesses, including, where appropriate, through the effective use of third-party insurance, derivatives, and capital management techniques, and by our ability to meet evolving regulatory capital standards.

The adequacy of our intellectual property protection, and the extent of any costs associated with obtaining rights in intellectual property claimed by others, can impact our business and operating results.

Our ability to anticipate and respond to technological changes can have an impact on our ability to respond to customer needs and to meet competitive demands.

Our ability to implement our business initiatives and strategies could affect our financial performance over the next several years.

Competition can have an impact on customer acquisition, growth and retention, as well as on our credit spreads and product pricing, which can affect market share, deposits and revenues.

Our business and operating results can also be affected by widespread natural disasters, terrorist activities or international hostilities, either as a result

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of the impact on the economy and capital and other financial markets generally or on us or on our customers, suppliers or other counterparties specifically.

Also, risks and uncertainties that could affect the results anticipated in forward-looking statements or from historical performance relating to our equity interest in BlackRock, Inc. are discussed in more detail in BlackRock's filings with the SEC, including in the Risk Factors sections of BlackRock's reports. BlackRock's SEC filings are accessible on the SEC's website and on or through BlackRock's website at www.blackrock.com. This material is referenced for informational purposes only and should not be deemed to constitute a part of this Report.

In addition, our recent acquisition of National City Corporation (National City) presents us with a number of risks and uncertainties related both to the acquisition itself and to the integration of the acquired businesses into PNC. These risks and uncertainties include the following:

The anticipated benefits of the transaction, including anticipated cost savings and strategic gains, may be significantly harder or take longer to achieve than expected or may not be achieved in their entirety as a result of unexpected factors or events.

Our ability to achieve anticipated results from this transaction is dependent on the state going forward of the economic and financial markets, which have been

under significant stress recently. Specifically, we may incur more credit losses from National City's loan portfolio than expected. Other issues related to

achieving anticipated financial results include the possibility that deposit attrition or attrition in key client, partner and other relationships may be greater than expected.

Legal proceedings or other claims made and governmental investigations currently pending against National City, as well as others that may be filed, made or commenced relating to National City's business and activities before the acquisition, could adversely impact our financial results.

Our ability to achieve anticipated results is also dependent on our ability to bring National City's systems, operating models, and controls into conformity with ours and to do so on our planned time schedule. The integration of National City's business and operations into PNC, which will include conversion of National City's different systems and procedures, may take longer than anticipated or be more costly than anticipated or have unanticipated adverse results relating to National City's or PNC's existing businesses. PNC's ability to integrate National City successfully may be adversely affected by the fact that this transaction has resulted in PNC entering several markets where PNC did not previously have any meaningful retail presence.

In addition to the National City transaction, we grow our business from time to time by acquiring other financial services companies.

Acquisitions in general present us with risks, in addition to those presented by the nature of the business acquired, similar to some or all of those described above relating to the National City acquisition.

Table of Contents**CONSOLIDATED INCOME STATEMENT**

THE PNC FINANCIAL SERVICES GROUP, INC.

| <i>In millions, except per share data</i> <i>Unaudited</i> | Three months ended September 30 | | Nine months ended September 30 | |
|--|------------------------------------|----------|-----------------------------------|----------|
| | 2009 | 2008 | 2009 | 2008 |
| Interest Income | | | | |
| Loans | \$ 2,091 | \$ 1,024 | \$ 6,759 | \$ 3,145 |
| Investment securities | 684 | 447 | 2,045 | 1,270 |
| Other | 113 | 103 | 345 | 355 |
| Total interest income | 2,888 | 1,574 | 9,149 | 4,770 |
| Interest Expense | | | | |
| Deposits | 387 | 340 | 1,407 | 1,152 |
| Borrowed funds | 279 | 234 | 1,033 | 787 |
| Total interest expense | 666 | 574 | 2,440 | 1,939 |
| Net interest income | 2,222 | 1,000 | 6,709 | 2,831 |
| Noninterest Income | | | | |
| Fund servicing | 194 | 233 | 586 | 695 |
| Asset management | 242 | 180 | 639 | 589 |
| Consumer services | 330 | 153 | 975 | 472 |
| Corporate services | 252 | 198 | 761 | 547 |
| Residential mortgage | 207 | | 883 | |
| Service charges on deposits | 248 | 97 | 714 | 271 |
| Net gains on sales of securities | 168 | 55 | 406 | 104 |
| Other-than-temporary impairments | (401) | (129) | (1,540) | (138) |
| Less: Noncredit portion of other-than-temporary impairments (a) | (272) | | (1,107) | |
| Net other-than-temporary impairments | (129) | (129) | (433) | (138) |
| Other | 314 | (133) | 666 | 143 |
| Total noninterest income | 1,826 | 654 | 5,197 | 2,683 |
| Total revenue | 4,048 | 1,654 | 11,906 | 5,514 |
| Provision for credit losses | 914 | 190 | 2,881 | 527 |
| Noninterest Expense | | | | |
| Personnel | 1,158 | 569 | 3,420 | 1,660 |
| Occupancy | 181 | 89 | 559 | 274 |
| Equipment | 188 | 91 | 580 | 267 |
| Marketing | 58 | 38 | 174 | 94 |
| Other | 794 | 344 | 2,632 | 974 |
| Total noninterest expense | 2,379 | 1,131 | 7,365 | 3,269 |
| Income before income taxes and noncontrolling interests | 755 | 333 | 1,660 | 1,718 |
| Income taxes | 196 | 74 | 364 | 558 |
| Net income | 559 | 259 | 1,296 | 1,160 |
| Less: Net income (loss) attributable to noncontrolling interests | (20) | 11 | (7) | 30 |
| Preferred stock dividends | 99 | | 269 | |
| Preferred stock discount accretion | 13 | | 42 | |
| Net income attributable to common shareholders | \$ 467 | \$ 248 | \$ 992 | \$ 1,130 |
| Earnings Per Common Share | | | | |
| Basic | \$ 1.01 | \$.72 | \$ 2.19 | \$ 3.28 |
| Diluted | \$ 1.00 | \$.70 | \$ 2.17 | \$ 3.23 |
| Average Common Shares Outstanding | | | | |
| Basic | 460 | 345 | 451 | 343 |
| Diluted | 461 | 347 | 452 | 345 |

(a) Included in accumulated other comprehensive loss.

See accompanying Notes To Consolidated Financial Statements.

Table of Contents**CONSOLIDATED BALANCE SHEET**

THE PNC FINANCIAL SERVICES GROUP, INC.

In millions, except par value

| | September 30 | December 31 |
|--|--------------|-------------|
| | 2009 | 2008 |
| <i>Unaudited</i> | | |
| Assets | | |
| Cash and due from banks | \$ 3,426 | \$ 4,471 |
| Federal funds sold and resale agreements (includes \$1,024 and \$1,072 measured at fair value) (a) | 2,427 | 1,856 |
| Trading securities | 2,075 | 1,725 |
| Interest-earning deposits with banks | 1,129 | 14,859 |
| Other short-term investments | 925 | 1,025 |
| Loans held for sale (includes \$2,672 and \$1,400 measured at fair value) (a) | 3,509 | 4,366 |
| Investment securities | 54,413 | 43,473 |
| Loans (includes \$60 measured at fair value at September 30, 2009) (a) | 160,608 | 175,489 |
| Allowance for loan and lease losses | (4,810) | (3,917) |
| Net loans | 155,798 | 171,572 |
| Goodwill | 9,286 | 8,868 |
| Other intangible assets | 3,448 | 2,820 |
| Equity investments | 8,684 | 8,554 |
| Other (includes \$454 measured at fair value at September 30, 2009) (a) | 26,287 | 27,492 |
| Total assets | \$ 271,407 | \$ 291,081 |
| Liabilities | | |
| Deposits | | |
| Noninterest-bearing | \$ 43,025 | \$ 37,148 |
| Interest-bearing | 140,784 | 155,717 |
| Total deposits | 183,809 | 192,865 |
| Borrowed funds | | |
| Federal funds purchased and repurchase agreements | 3,996 | 5,153 |
| Federal Home Loan Bank borrowings | 11,953 | 18,126 |
| Bank notes and senior debt | 12,424 | 13,664 |
| Subordinated debt | 10,501 | 11,208 |
| Other | 3,036 | 4,089 |
| Total borrowed funds | 41,910 | 52,240 |
| Allowance for unfunded loan commitments and letters of credit | 324 | 344 |
| Accrued expenses | 3,592 | 3,949 |
| Other | 10,109 | 14,035 |
| Total liabilities | 239,744 | 263,433 |
| Equity | | |
| Preferred stock (b) | | |
| Common stock \$5 par value | | |
| Authorized 800 shares, issued 469 and 452 shares | 2,348 | 2,261 |
| Capital surplus preferred stock | 7,960 | 7,918 |
| Capital surplus common stock and other | 8,860 | 8,328 |
| Retained earnings (c) | 12,179 | 11,461 |
| Accumulated other comprehensive loss (c) | (1,947) | (3,949) |
| Common stock held in treasury at cost: 8 and 9 shares | (472) | (597) |
| Total shareholders equity | 28,928 | 25,422 |
| Noncontrolling interests | 2,735 | 2,226 |
| Total equity | 31,663 | 27,648 |
| Total liabilities and equity | \$ 271,407 | \$ 291,081 |

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- (a) Amounts represent items for which the Corporation has elected the fair value option.
 - (b) Par value less than \$.5 million at each date.
 - (c) Retained earnings at January 1, 2009 was increased \$110 million representing the after-tax noncredit portion of other-than-temporary impairment losses recognized in net income during 2008 that has been reclassified to accumulated other comprehensive loss.
- See accompanying Notes To Consolidated Financial Statements.

Table of Contents**CONSOLIDATED STATEMENT OF CASH FLOWS**

THE PNC FINANCIAL SERVICES GROUP, INC.

| <i>In millions</i> | Nine months ended September 30 | |
|---|---------------------------------------|-------------|
| <i>Unaudited</i> | 2009 | 2008 |
| Operating Activities | | |
| Net income | \$ 1,296 | \$ 1,160 |
| Adjustments to reconcile net income to net cash provided by operating activities | | |
| Provision for credit losses | 2,881 | 527 |
| Depreciation and amortization | 747 | 344 |
| Deferred income taxes (benefit) | 143 | (7) |
| Net gains on sales of securities | (406) | (104) |
| Net other-than-temporary impairments | 433 | 138 |
| Loan related valuation adjustments | (332) | 248 |
| Net gains related to BlackRock LTIP shares adjustment | (103) | (69) |
| Undistributed earnings of BlackRock | (107) | (156) |
| Visa redemption gain | | (95) |
| Reversal of legal contingency reserve established in connection with an acquisition due to a settlement | | (61) |
| Excess tax benefits from share-based payment arrangements | (1) | (9) |
| Net change in | | |
| Trading securities and other short-term investments | (35) | 1,288 |
| Loans held for sale | 602 | 272 |
| Other assets | 3,094 | (2,510) |
| Accrued expenses and other liabilities | (5,978) | 4,440 |
| Other | 295 | (2) |
| Net cash provided by operating activities | 2,529 | 5,404 |
| Investing Activities | | |
| Sales | | |
| Investment securities | 12,611 | 5,943 |
| Visa shares | | 95 |
| Loans | 408 | 51 |
| Purchases | | |
| Investment securities | (26,878) | (13,069) |
| Loans | (212) | (211) |
| Net change in | | |
| Federal funds sold and resale agreements | (589) | 1,131 |
| Investment securities | 5,803 | 3,120 |
| Loans | 10,977 | (3,720) |
| Net cash received from (paid for) acquisition and divestiture activity | (3,396) | 618 |
| Interest-earning deposits with Federal Reserve | 13,558 | |
| Other | 56 | (574) |
| Net cash provided (used) by investing activities | 12,338 | (6,616) |
| Financing Activities | | |
| Net change in | | |
| Noninterest-bearing deposits | 6,650 | (264) |
| Interest-bearing deposits | (11,603) | (196) |
| Federal funds purchased and repurchase agreements | (1,177) | (2,333) |
| Federal Home Loan Bank short-term borrowings | | (1,650) |
| Other short-term borrowed funds | (1,755) | 469 |
| Sales/issuances | | |
| Federal Home Loan Bank long-term borrowings | 1,500 | 5,050 |
| Bank notes and senior debt | 2,459 | 825 |
| Subordinated debt | | 759 |
| Other long-term borrowed funds | 147 | 62 |
| Perpetual trust securities | | 369 |
| Preferred stock | | 492 |
| Supervisory Capital Assessment Program common stock | 624 | |
| Common and treasury stock | 174 | 291 |
| Repayments/maturities | | |
| Federal Home Loan Bank long-term borrowings | (7,633) | (158) |

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| | | |
|---|----------------|--------------|
| Bank notes and senior debt | (3,868) | (1,859) |
| Subordinated debt | (529) | (140) |
| Other long-term borrowed funds | (125) | (149) |
| Excess tax benefits from share-based payment arrangements | 1 | 9 |
| Acquisition of treasury stock | (124) | (199) |
| Preferred stock cash dividends paid | (269) | |
| Common stock cash dividends paid | (384) | (673) |
| Net cash provided (used) by financing activities | (15,912) | 705 |
| Net Decrease In Cash And Due From Banks | (1,045) | (507) |
| Cash and due from banks at beginning of period | 4,471 | 3,567 |
| Cash and due from banks at end of period | \$ 3,426 | \$ 3,060 |
| Cash Paid (Refunded) For | | |
| Interest | \$ 2,526 | \$ 1,940 |
| Income taxes | (558) | 668 |
| Non-cash Items | | |
| Issuance of common stock for Sterling acquisition | | 312 |
| Net increase (decrease) in investment in BlackRock | (84) | 180 |
| Transfer from loans held for sale to loans, net | 190 | 1,789 |
| Transfer from investment securities to trading securities | 74 | |
| Recognition of investment securities from securitization of credit card receivables | 72 | |
| See accompanying Notes To Consolidated Financial Statements. | | |

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

THE PNC FINANCIAL SERVICES GROUP, INC.

Business

PNC is one of the largest diversified financial services companies in the United States and is headquartered in Pittsburgh, Pennsylvania.

As described in Note 2 National City Acquisition, on December 31, 2008, PNC acquired National City Corporation (National City). Our consolidated financial statements for 2009 reflect the impact of National City.

PNC has businesses engaged in retail banking, corporate and institutional banking, asset management, residential mortgage banking and global investment servicing, providing many of its products and services nationally and others in PNC's primary geographic markets located in Pennsylvania, Ohio, New Jersey, Michigan, Maryland, Illinois, Indiana, Kentucky, Florida, Missouri, Virginia, Delaware, Washington, D.C., and Wisconsin. PNC also provides certain investment servicing internationally.

We are in the process of integrating the businesses and operations of National City with those of PNC.

NOTE 1 ACCOUNTING POLICIES

BASIS OF FINANCIAL STATEMENT PRESENTATION

Our consolidated financial statements include the accounts of the parent company and its subsidiaries, most of which are wholly owned, and certain partnership interests and variable interest entities.

Effective July 1, 2009, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 168, *The FASB Accounting Standards CodificationTM and the Hierarchy of Generally Accepted Accounting Principles – a replacement of FASB Statement No. 162*. The FASB Accounting Standards CodificationTM (FASB ASC) will be the single source of authoritative nongovernmental generally accepted accounting principles (GAAP) in the United States of America. The FASB ASC is effective for financial statements that cover interim and annual periods ending after September 15, 2009. Other than resolving certain minor inconsistencies in current GAAP, the FASB ASC is not intended to change GAAP, but rather to make it easier to review and research GAAP applicable to a particular transaction or specific accounting issue. Technical references to GAAP included in these Notes To Consolidated Financial Statements are provided under the new FASB ASC structure.

On December 31, 2008, we acquired National City. Our Consolidated Balance Sheet as of September 30, 2009 and December 31, 2008, our Consolidated Income Statement for the three months and nine months ended September 30, 2009,

and our Consolidated Statement of Cash Flows for the nine months ended September 30, 2009 include the impact of the National City acquisition. See Note 2 National City Acquisition for additional information.

We prepared these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America. We have eliminated intercompany accounts and transactions. We have also reclassified certain prior year amounts to conform with the 2009 presentation, including reclassifications required in connection with the adoption of new guidance impacting the accounting and reporting of noncontrolling interests in consolidated financial statements. These reclassifications did not have a material impact on our consolidated financial condition or results of operations.

In our opinion, the unaudited interim consolidated financial statements reflect all normal, recurring adjustments needed to present fairly our results for the interim periods. The results of operations for interim periods are not necessarily indicative of the results that may be expected for the full year or any other interim period.

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When preparing these unaudited interim consolidated financial statements, we have assumed that you have read the audited consolidated financial statements included in our 2008 Annual Report on Form 10-K (2008 Form 10-K). Reference is made to Note 1 Accounting Policies in the 2008 Form 10-K for a detailed description of the significant accounting policies followed by PNC. There have been no significant changes to these policies in the first nine months of 2009. These interim consolidated financial statements serve to update the 2008 Form 10-K and may not include all information and notes necessary to constitute a complete set of financial statements.

We have considered the impact on these consolidated financial statements of events occurring subsequent to September 30, 2009 and through November 6, 2009, the date these consolidated financial statements were issued as part of our Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission.

USE OF ESTIMATES

We prepare the consolidated financial statements using financial information available at the time, which requires us to make estimates and assumptions that affect the amounts reported. Our most significant estimates pertain to our allowance for loan and lease losses, impaired loans, fair value measurements, including security valuations and residential mortgage servicing rights, and revenue recognition. Actual results may differ from the estimates and the differences may be material to the consolidated financial statements.

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Investment in Blackrock, Inc.

We account for our investment in the common stock and Series B Preferred Stock of BlackRock (deemed to be in substance common stock) under the equity method of accounting. The investment in BlackRock is reflected on our Consolidated Balance Sheet in the caption Equity investments, while our equity in earnings of BlackRock is reported on our Consolidated Income Statement in the caption Asset management.

We mark to market our obligation to transfer BlackRock shares related to certain BlackRock long-term incentive plan (LTIP) programs. This obligation is classified as a free standing derivative as disclosed in Note 13 Financial Derivatives.

On February 27, 2009, PNC's obligation to deliver BlackRock common shares was replaced with an obligation to deliver shares of BlackRock's new Series C Preferred Stock. The 2.9 million shares of Series C Preferred Stock were acquired from BlackRock in exchange for common shares on that same date. PNC has elected to account for these preferred shares at fair value and the changes in fair value will offset the impact of marking-to-market the obligation to deliver these shares to BlackRock. Our investment in the BlackRock Series C Preferred Stock is included on the Consolidated Balance Sheet in the caption Other assets.

RECENT ACCOUNTING PRONOUNCEMENTS

On January 1, 2009, we adopted new guidance which will require all businesses acquired after this date to be measured at the fair value of the consideration paid as opposed to the cost-based provisions under prior GAAP. It will require an entity to recognize the assets acquired, the liabilities assumed, and any noncontrolling interests in the acquiree at the acquisition date, measured at their fair values as of that date. This guidance requires the value of consideration paid including any future contingent consideration to be measured at fair value at the closing date of the transaction. Also, restructuring costs and acquisition costs must be expensed rather than included in the cost of the acquisition. This standard will be effective for all acquisitions completed on or after January 1, 2009.

On January 1, 2009, we adopted new guidance which provides new accounting and reporting standards for the noncontrolling interests in a subsidiary and for the deconsolidation of a subsidiary. It clarifies that noncontrolling interests should be reported as a component of equity in the consolidated financial statements. This also required expanded disclosures that identify and distinguish between the interests of the parent's owners and the interests of the noncontrolling owners of an entity. The adoption of this guidance did not have a material impact on our results of operations or financial position.

On January 1, 2009, we adopted new guidance which required revisions to our derivative disclosures to provide greater transparency as to the use of derivative instruments and hedging activities. See Note 13 Financial Derivatives for additional information.

On January 1, 2009, we adopted new guidance which changed the practice of accounting for financial guarantee insurance contracts by insurance companies including the recognition and measurement of premium revenue, claim liabilities and enhances related disclosure requirements. The adoption of this guidance did not have a material effect on our results of operations or financial position.

In April 2009, the FASB issued new guidance impacting the recognition and disclosure of other-than-temporary impairments (OTTI). The major change in the guidance is the requirement to recognize only the credit portion of the OTTI charges in current earnings for those debt securities where there is no intent to sell and it is not more likely than not that the entity would be required to sell the security prior to expected recovery. The remaining portion of the OTTI charge is to be included in other comprehensive income. As permitted, we adopted this guidance effective January 1, 2009. A cumulative effect adjustment of \$110 million has been recorded to beginning retained earnings to reclassify the noncredit component of OTTI recognized in prior periods from retained earnings to accumulated other comprehensive income (loss). See Note 7 Investment Securities for disclosures required by this new guidance.

In April 2009, the FASB issued new guidance for estimating fair value when the volume and level of activity for the asset or liability have significantly decreased. This also provides guidance on identifying circumstances that indicate a transaction is not orderly. As permitted, we adopted this guidance effective January 1, 2009. See Note 8 Fair Value for disclosures required by this new guidance.

On January 1, 2009, we adopted new guidance as to how the transferor and transferee should separately account for a transfer of a financial asset and a related repurchase financing if certain criteria are met. The adoption of this new guidance did not have a material effect on our results of operations or financial position.

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On January 1, 2009, we adopted new guidance impacting factors considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under existing GAAP. The adoption of this new guidance did not have a material effect on our results of operations or financial position.

On January 1, 2009, we adopted new guidance which clarifies that certain convertible debt instruments should be separately accounted for as liability and equity components. The adoption of this new guidance did not have a material effect on our results of operations or financial position.

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On January 1, 2009, we adopted new guidance which clarifies that unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents are considered participating securities and should be included in the calculation of basic earnings per share using the two-class method prescribed by existing GAAP. Our adoption of this guidance did not have a material effect on either our basic or diluted earnings per share. See Note 14 Earnings Per Share for the computation of earnings per share using the two-class method.

In December 2008, the FASB issued new guidance impacting an employer's disclosures about the plan assets of a defined benefit pension or other postretirement plan and will be effective December 31, 2009 for PNC.

In April 2009, the FASB issued new guidance that addressed application issues related to initial recognition and measurement, subsequent measurements and accounting, and disclosure of assets and liabilities arising from contingencies in a business combination. This guidance is effective for all acquisitions of assets and liabilities arising from contingencies in a business combination with closing dates after January 1, 2009.

On June 30, 2009, we adopted new guidance which amends existing disclosure requirements about fair value of financial instruments for both annual and interim reporting periods. See Note 8 Fair Value for disclosures required by this new guidance.

On June 30, 2009, we adopted new guidance related to the accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued.

In June 2009, the FASB issued SFAS 166, *Accounting for Transfers of Financial Assets – An Amendment of FASB Statement No. 140*. This removes the concept of a qualifying special-purpose entity from existing GAAP and removes the exception from applying FASB ASC 810-10, *Consolidation*, to qualifying special purpose entities. The new guidance also establishes conditions for accounting and reporting of a transfer of a portion of a financial asset, modifies the asset sale/derecognition criteria, and changes how retained interests are initially measured. The new guidance is expected to provide greater transparency about transfers of financial assets and a transferor's continuing involvement, if any, with the transferred assets. This guidance will be effective for PNC beginning January 1, 2010.

In June 2009, the FASB issued SFAS 167, *Amendments to FASB Interpretation No. 46(R)*. The new guidance removes

the scope exception for qualifying special-purpose entities, contains new criteria for determining the primary beneficiary of a variable interest entity (VIE) and increases the frequency of required reassessments to determine whether an entity is the primary beneficiary of a VIE. Enhanced disclosures would also be required. This guidance will be effective for PNC beginning January 1, 2010. Based on our preliminary analysis of this guidance, we expect that we would consolidate, effective January 1, 2010, certain VIEs including Market Street Funding LLC (Market Street) (see Note 3 Variable Interest Entities) and certain qualifying special purpose entities sponsored by National City for the securitization of pools of credit card and jumbo mortgage loans (see Note 10 Loan Sales and Securitizations). Based on financial information as of September 30, 2009, the estimated impact of adopting this revised guidance is to increase total assets by \$5.8 billion. We expect these changes will have a minimal impact on our capital ratios.

In August 2009, the FASB issued ASU 2009-05 *Fair Value Measurements and Disclosures (Topic 820) – Measuring Liabilities at Fair Value*. This update provides further guidance for measuring liabilities at fair value when a quoted price for the liability is not available. This guidance will be effective for PNC's 2009 Form 10-K. The impact of this new guidance is not expected to have a material effect on our results of operations or financial position.

In September 2009, the FASB issued ASU 2009-12 *Fair Value Measurements and Disclosures (Topic 820) – Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*. This update provides further guidance for the fair value measurement of certain investments and also requires expanded disclosures regarding restrictions on the redemption of the investments, unfunded commitments, and investment strategies. This guidance will be effective for PNC's 2009 Form 10-K. The impact of this new guidance is not expected to have a material effect on our results of operations or financial position.

In October 2009, the FASB issued ASU 2009-13 *Revenue Recognition (Topic 605): Multiple-Deliverable Revenue Arrangements* – a consensus of the FASB Emerging Issues Task Force, and ASU 2009-14 *Software (Topic 985): Certain Revenue Arrangements That Include Software Elements* – a consensus of the FASB Emerging Issues Task Force. The amendments in these updates will be effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. The impact of this new guidance is not expected to have a material effect on our results of operations or financial position.

Table of Contents**NOTE 2 NATIONAL CITY ACQUISITION**

On December 31, 2008, we acquired National City for approximately \$6.1 billion. The total consideration included approximately \$5.6 billion of common stock, representing approximately 95 million shares, \$150 million of preferred stock and cash of \$379 million paid to warrant holders by National City. The transaction requires no future contingent consideration payments. National City, based in Cleveland, Ohio, was one of the nation's largest financial services companies. At December 31, 2008, prior to our acquisition, National City had total assets of approximately \$153 billion and total deposits of approximately \$101 billion.

This acquisition was accounted for under the purchase method of accounting. The purchase price was allocated to the National City assets acquired and liabilities assumed using their estimated fair values as of the acquisition date.

During the first nine months of 2009, additional information was obtained about the fair value of assets acquired and

liabilities assumed as of December 31, 2008 which resulted in adjustments to the initial purchase price allocation. Most significantly, additional information was obtained on the credit quality of certain loans as of the acquisition date which resulted in additional fair value writedowns on acquired impaired loans. These adjustments resulted in the allocation of \$446 million to other intangible assets and \$891 million to premises and equipment which had been reduced in the initial purchase price allocation. Goodwill totaling \$428 million has been recognized on the National City acquisition as of September 30, 2009.

As a condition of the acquisition, the regulators required that we divest 61 branches. This divestiture, which included \$4.1 billion of deposits and \$.8 billion of loans, was completed during the third quarter of 2009.

A summary of adjustments to the initial purchase price allocation are summarized below.

National City Acquisition Summary Purchase Price Allocation

In billions

| | | |
|---|--------------------|----------|
| Excess of fair value of adjusted net assets acquired over purchase price | December 31, 2008 | \$ (1.3) |
| Additional fair value marks and other adjustments on purchased impaired loans | December 31, 2008 | 2.0 |
| Other adjustments, net | | (.3) |
| Excess of purchase price over fair value of adjusted net assets acquired | September 30, 2009 | \$.4 |

We are still awaiting and evaluating further information regarding pre-acquisition contingencies, including legal claims and other legal matters, and the finalization of restructuring plans related to the National City acquisition. Therefore, further modifications to the purchase price allocation may occur, resulting in an adjustment to goodwill in the fourth quarter of 2009.

Condensed Statement of National City Net Assets Acquired

The following condensed statement of net assets reflects the revised values assigned to National City net assets as of the December 31, 2008 acquisition date. The net assets acquired are net of the cash paid by National City to its warrant holders of \$379 million.

In millions

| | |
|-------------------------|----------|
| Assets | |
| Cash and due from banks | \$ 2,146 |

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| | |
|--|------------|
| Federal funds sold and resale agreements | 7,335 |
| Trading assets, interest-earning deposits with banks, and other short-term investments | 9,244 |
| Loans held for sale | 2,185 |
| Investment securities | 13,327 |
| Net loans | 95,794 |
| Other intangible assets | 2,323 |
| Equity investments | 2,052 |
| Other assets | 13,679 |
| Total assets | \$ 148,085 |
| Liabilities | |
| Deposits | \$ 103,594 |
| Federal funds purchased and repurchase agreements | 3,523 |
| Other borrowed funds | 22,138 |
| Other liabilities | 13,504 |
| Total liabilities | \$ 142,759 |
| Net assets acquired | \$ 5,326 |

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Other intangible assets acquired consisted of the following (in millions):

| Intangible Asset | Fair | Weighted | Amortization Method |
|---|----------|----------|------------------------|
| | Value | Life | |
| Residential mortgage servicing rights | \$ 1,019 | (a) | (a) |
| Core deposit | 713 | 12 yrs. | Accelerated |
| Commercial mortgage servicing rights | 203 | 8 yrs. | Accelerated |
| Asset management customer relationships | 346 | 12 yrs. | Straight line |
| National City brand | 27 | 21 mos. | Straight line |
| Consumer loan servicing rights | 15 | 2 yrs. | Accelerated |
| Total | \$ 2,323 | | |

(a) Intangible asset carried at fair value on a recurring basis.

See Note 9 Goodwill and Other Intangible Assets for additional information.

Purchase accounting adjustments include discounts and premiums on interest-earning assets and liabilities as follows:

During the first nine months of 2009, additional information was obtained about the credit quality of acquired loans as of the acquisition date. As a result, an additional \$2.6 billion of acquired loans were deemed impaired as of December 31, 2008. We recorded an additional fair value mark on these and previously impaired loans of \$1.8 billion effective December 31, 2008.

The original accretable yield on acquired loans of \$6.1 billion at December 31, 2008 was increased by adjustments resulting from changes in purchase price allocation of \$.3 billion and was reduced due to accretion of \$1.4 billion and disposals of \$.2 billion during the first nine months of 2009. Adjustments to accretable yield are detailed in Note 6 Purchased Impaired Loans Related to National City.

The remaining discounts on loans of \$4.8 billion will be accreted to net interest income using the constant effective yield method over the weighted average life of the loans, estimated to be between two and three years. The weighted average lives could vary depending on prepayments, revised estimated cash flows and other related factors. Of the remaining \$4.8 billion of discounts at September 30, 2009, \$3.1 billion relates to purchased impaired loans and \$1.7 billion relates to performing loans. The amount for purchased impaired loans excludes the reversal of contractual interest.

The remaining premiums on interest-earning time deposits of \$1.2 billion at September 30, 2009, will be amortized over the weighted average life of the deposits of approximately one year using the constant effective yield method.

The remaining discounts on borrowed funds of \$1.3 billion at September 30, 2009, will be accreted over the weighted average life of the borrowings of approximately seven years using the constant effective yield method.

Table of Contents**NOTE 3 VARIABLE INTEREST ENTITIES**

As discussed in our 2008 Form 10-K, we are involved with various entities in the normal course of business that were deemed to be VIEs. We consolidated certain VIEs as of September 30, 2009 and December 31, 2008 for which we were determined to be the primary beneficiary. These consolidated VIEs and relationships with PNC are described in our 2008 Form 10-K.

Consolidated VIEs PNC Is Primary Beneficiary

| In millions | Aggregate Assets | Aggregate Liabilities |
|---|---------------------|--------------------------|
| Partnership interests in tax credit investments (a) | | |
| September 30, 2009 | \$ 2,051 | \$ 825 |
| December 31, 2008 | \$ 1,690 | \$ 921(b) |
| Credit Risk Transfer Transaction | | |
| September 30, 2009 | \$ 900 | \$ 900 |
| December 31, 2008 | \$ 1,070 | \$ 1,070 |

(a) Amounts reported primarily represent investments in low income housing projects.

(b) We have revised this amount as noncontrolling interests are no longer classified as aggregate liabilities.

We hold significant variable interests in VIEs that have not been consolidated because we are not considered the primary beneficiary.

Information on these VIEs follows:

Non-Consolidated VIEs Significant Variable Interests

| In millions | Aggregate Assets | Aggregate Liabilities | PNC Risk of Loss |
|---|---------------------|--------------------------|---------------------|
| September 30, 2009 | | | |
| Market Street | \$ 3,939 | \$ 3,965 | \$ 6,413(a) |
| Partnership interests in tax credit investments (b) (c) | 1,767 | 1,218 | 734 |
| Collateralized debt obligations | 25 | | 2 |
| Total | \$ 5,731 | \$ 5,183 | \$ 7,149 |
| December 31, 2008 | | | |
| Market Street | \$ 4,916 | \$ 5,010 | \$ 6,965(a) |
| Partnership interests in tax credit investments (b) (c) | 1,517 | 1,041 | 811 |
| Collateralized debt obligations | 20 | | 2 |
| Total | \$ 6,453 | \$ 6,051 | \$ 7,778 |

(a) PNC's risk of loss consists of off-balance sheet liquidity commitments to Market Street of \$5.8 billion and other credit enhancements of \$.6 billion at September 30, 2009. The comparable amounts were \$6.4 billion and \$.6 billion at December 31, 2008.

(b) Amounts reported primarily represent investments in low income housing projects.

(c) Aggregate assets and aggregate liabilities represent estimated balances due to limited availability of financial information associated with certain acquired National City partnerships.

Market Street

Market Street is a multi-seller asset-backed commercial paper conduit that is owned by an independent third party. Market Street's activities primarily involve purchasing assets or making loans secured by interests in pools of receivables from US corporations that desire access to the commercial paper market. Market Street funds the purchases of assets or loans by issuing commercial paper which has been rated A1/P1/F1

by Standard & Poor's, Moody's, and Fitch, respectively, and is supported by pool-specific credit enhancements, liquidity facilities and program-level credit enhancement. Generally, Market Street mitigates its potential interest rate risk by entering into agreements with its borrowers that reflect interest rates based upon its weighted average commercial paper cost of funds. During 2008 and the first nine months of 2009, Market Street met all of its funding needs through the issuance of commercial paper.

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PNC Bank, N.A. provides certain administrative services, the program-level credit enhancement and all of the liquidity facilities to Market Street in exchange for fees negotiated based on market rates. Program administrator fees related to PNC's portion of liquidity facilities were \$32 million for the first nine months of 2009 and \$14 million for the first nine months of 2008. Commitment fees related to PNC's portion of the liquidity facilities for the first nine months of 2009 and 2008 were insignificant.

The commercial paper obligations at September 30, 2009 and December 31, 2008 were effectively collateralized by Market Street's assets. While PNC may be obligated to fund under the \$5.8 billion of liquidity facilities for events such as commercial paper market disruptions, borrower bankruptcies, collateral deficiencies or covenant violations, our credit risk under the liquidity facilities is secondary to the risk of first loss provided by the borrower or another third party in the form of deal-specific credit enhancement, such as by the over collateralization of the assets. Deal-specific credit enhancement that supports the commercial paper issued by Market Street is generally structured to cover a multiple of expected losses for the pool of assets and is sized to generally meet rating agency standards for comparably structured transactions. In addition, PNC would be required to fund \$.6 billion of the liquidity facilities if the underlying assets are in default. See Note 18 Commitments and Guarantees for additional information.

PNC provides program-level credit enhancement to cover net losses in the amount of 10% of commitments, excluding explicitly rated AAA/Aaa facilities. PNC provides 100% of the enhancement in the form of a cash collateral account funded by a loan facility. This facility expires in March 2013.

Market Street has entered into a Subordinated Note Purchase Agreement (Note) with an unrelated third party. The Note provides first loss coverage whereby the investor absorbs losses up to the amount of the Note, which was \$8.0 million as of September 30, 2009. Proceeds from the issuance of the Note are held by Market Street in a first loss reserve account that will be used to reimburse any losses incurred by Market Street, PNC Bank, N.A. or other providers under the liquidity facilities and the credit enhancement arrangements.

We evaluated the design of Market Street, its capital structure, the Note and relationships among the variable interest holders

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under the provisions of GAAP. Based on this analysis, we are not the primary beneficiary as defined under current GAAP and therefore the assets and liabilities of Market Street are not included in our Consolidated Balance Sheet.

PNC considers changes to the variable interest holders (such as new expected loss note investors and changes to program-level credit enhancement providers), changes to the terms of expected loss notes, and new types of risks related to Market Street as reconsideration events. PNC reviews the activities of Market Street on at least a quarterly basis to determine if a reconsideration event has occurred.

See Note 1 Accounting Policies regarding recently issued accounting guidance which could impact the accounting for Market Street effective January 1, 2010.

CREDIT RISK TRANSFER TRANSACTION

PNC's subsidiary, National City Bank (NCB), (which will merge into PNC Bank, N.A. in early November 2009) sponsored a special purpose entity (SPE) trust and concurrently entered into a credit risk transfer agreement with an independent third party to mitigate credit losses on a pool of nonconforming mortgage loans originated by its former First Franklin business unit. The SPE was formed with a small equity contribution from NCB and was structured as a bankruptcy-remote entity so that its creditors have no recourse to NCB. In exchange for a perfected security interest in the cash flows of the nonconforming mortgage loans, the SPE issued to NCB asset-backed securities in the form of senior, mezzanine, and subordinated equity notes.

The SPE was deemed to be a VIE as its equity was not sufficient to finance its activities. NCB was determined to be the primary beneficiary of the SPE as it would absorb the majority of the expected losses of the SPE through its holding of certain of the asset-backed securities. Accordingly, this SPE was consolidated and all of the entity's assets, liabilities, and equity associated with the note tranches held by NCB are intercompany balances and are eliminated in consolidation. Nonconforming mortgage loans, including foreclosed properties, pledged as collateral to the SPE remain on the balance sheet and totaled \$605 million at September 30, 2009.

In connection with the credit risk transfer agreement, NCB held the right to put the mezzanine notes to the independent third-party once credit losses in the mortgage loan pool exceeded the principal balance of the subordinated equity notes. During the first nine months of 2009, cumulative credit losses in the mortgage loan pool surpassed the principal balance of the subordinated equity notes which resulted in NCB exercising its put option on two of the subordinate mezzanine notes. Cash proceeds received from the third party

for the exercise of these put options totaled \$36 million. In addition, during the first nine months of 2009 NCB entered into an agreement with the third party to terminate a portion of each party's rights and obligations under the credit risk transfer agreement for the remaining mezzanine notes. In exchange for \$126 million, NCB agreed to terminate its contractual right to put the remaining mezzanine notes to the third party. A pretax gain of \$10 million was recognized in noninterest income as a result of these transactions.

Management assessed what impact the reconsideration events above had on determining whether NCB would remain the primary beneficiary of the SPE. Management concluded that NCB would remain the primary beneficiary and accordingly should continue to consolidate the SPE.

PERPETUAL TRUST SECURITIES

We issue certain hybrid capital vehicles that qualify as capital for regulatory purposes.

In February 2008, PNC Preferred Funding LLC (the LLC), one of our indirect subsidiaries, sold \$375 million of 8.700% Fixed-to-Floating Rate Non-Cumulative Exchangeable Perpetual Trust Securities of PNC Preferred Funding Trust III (Trust III) to third parties in a private placement. In connection with the private placement, Trust III acquired \$375 million of Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Securities of the LLC (the LLC Preferred Securities). The sale was similar to the March 2007 private placement by the LLC of \$500 million of 6.113% Fixed-to-Floating Rate Non-Cumulative Exchangeable Trust Securities (the Trust II Securities) of PNC Preferred Funding Trust II (Trust II) in which Trust II acquired \$500 million of LLC Preferred Securities and to the December 2006 private placement by PNC REIT Corp. of \$500 million of 6.517% Fixed-to-Floating Rate Non-Cumulative Exchangeable Perpetual Trust Securities (the Trust I Securities) of PNC Preferred Funding Trust I (Trust I) in which Trust I acquired \$500 million of LLC Preferred Securities. PNC REIT Corp. owns 100% of LLC's common voting securities. As a result, LLC is an indirect subsidiary of PNC and is consolidated on our Consolidated Balance Sheet. Trust I, II and III's investment in LLC Preferred Securities is characterized as a noncontrolling interest on our Consolidated Balance Sheet since we are not the primary beneficiary of Trust I, Trust II and Trust III. This noncontrolling interest totaled approximately \$1.3 billion at September 30, 2009.

Our 2008 Form 10-K includes additional information regarding the Trust I and Trust II Securities, including descriptions of replacement capital and dividend restriction covenants. The Trust III Securities include dividend restriction covenants similar to those described for Trust II

Securities.

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Loans outstanding were as follows:

| In millions | September 30 2009 | December 31 2008 |
|---------------------------|----------------------|---------------------|
| Commercial | \$ 56,928 | \$ 69,220 |
| Commercial real estate | 24,064 | 25,736 |
| Consumer | 52,875 | 52,489 |
| Residential real estate | 20,458 | 21,583 |
| Equipment lease financing | 6,283 | 6,461 |
| Total loans | \$ 160,608 | \$ 175,489 |

Loans are presented net of unearned income, net deferred loan fees, unamortized discounts and premiums, and purchase discounts and premiums totaling \$3.2 billion and \$4.1 billion at September 30, 2009 and December 31, 2008, respectively. Future accretable discounts related to purchased impaired loans are not included in loans outstanding.

Net Unfunded Credit Commitments

| In millions | September 30 2009 | December 31 2008 |
|---------------------------------------|----------------------|---------------------|
| Commercial and commercial real estate | \$ 60,222 | \$ 60,020 |
| Home equity lines of credit | 21,021 | 23,195 |
| Consumer credit card lines | 18,721 | 19,028 |
| Other | 2,705 | 2,645 |
| Total | \$ 102,669 | \$ 104,888 |

Commitments to extend credit represent arrangements to lend funds or provide liquidity subject to specified contractual conditions. At September 30, 2009 commercial commitments are reported net of \$9.6 billion of participations, assignments and syndications, primarily to financial institutions. The comparable amount at December 31, 2008 was \$8.6 billion.

Commitments generally have fixed expiration dates, may require payment of a fee, and contain termination clauses in the event the customer's credit quality deteriorates. Based on our historical experience, most commitments expire unfunded, and therefore cash requirements are substantially less than the total commitment. Consumer home equity lines of credit accounted for 53% of consumer unfunded credit commitments at September 30, 2009.

Unfunded credit commitments related to Market Street totaled \$5.8 billion at September 30, 2009 and \$6.4 billion at December 31, 2008 and are included in the preceding table primarily within the Commercial and Commercial Real Estate category.

At September 30, 2009, we pledged \$27.9 billion of loans to the Federal Reserve Bank and \$45.5 billion of loans to the Federal Home Loan Banks as collateral for the contingent ability to borrow, if necessary.

Certain loans are accounted for at fair value with changes in the fair value reported in current period earnings. The fair value of these loans was \$80 million, or approximately .05% of the total loan portfolio, at September 30, 2009.

Table of Contents**NOTE 5 ASSET QUALITY**

The following table sets forth nonperforming assets and related information.

These amounts exclude purchased impaired loans acquired in connection with the National City acquisition. See Note 6 Purchased Impaired Loans Related to National City for further information.

| Dollars in millions | September 30, 2009 | December 31, 2008 |
|--|-----------------------|----------------------|
| Nonaccrual loans | | |
| Commercial | \$ 1,830 | \$ 576 |
| Commercial real estate | 1,872 | 766 |
| Equipment lease financing | 164 | 97 |
| TOTAL COMMERCIAL LENDING | 3,866 | 1,439 |
| Consumer | | |
| Home equity | 207 | 66 |
| Other | 25 | 4 |
| Total consumer | 232 | 70 |
| Residential real estate | | |
| Residential mortgage | 790 | 139 |
| Residential construction | 238 | 14 |
| Total residential real estate | 1,028 | 153 |
| TOTAL CONSUMER LENDING | 1,260 | 223 |
| Total nonaccrual/nonperforming loans | 5,126 | 1,662 |
| Foreclosed and other assets | | |
| Commercial lending | 145 | 50 |
| Consumer lending | 373 | 469 |
| Total foreclosed and other assets | 518 | 519 |
| Total nonperforming assets | \$ 5,644 | \$ 2,181 |
| Nonperforming loans to total loans | 3.19% | .95% |
| Nonperforming assets to total loans and foreclosed and other assets | 3.50 | 1.24 |
| Nonperforming assets to total assets | 2.08 | .75 |

Loans whose contractual terms have been restructured in a manner which grants a concession to a borrower experiencing financial difficulties where we do not receive adequate compensation are considered troubled debt restructurings. Troubled debt restructurings typically result from our loss mitigation activities and could include rate reductions, principal forgiveness, forbearance and other actions intended to minimize the economic loss and to avoid foreclosure or repossession of collateral. Troubled debt restructurings included in total nonperforming loans in the table above totaled \$230 million at September 30, 2009.

Net interest income less the provision for credit losses was \$3.8 billion for the first nine months of 2009 compared with \$2.3 billion for the first nine months of 2008. Comparable amounts for the third quarter of 2009 and the third quarter of 2008 were \$1.3 billion and \$810 million, respectively.

Changes in the allowance for loan and lease losses follow:

| In millions | 2009 | 2008 |
|------------------------------------|--------------|------------|
| January 1 | \$ 3,917 | \$ 830 |
| Charge-offs | (2,131) | (391) |
| Recoveries | 255 | 59 |
| Net charge-offs | (1,876) | (332) |
| Provision for credit losses | 2,881 | 527 |

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| | | |
|---|----------|----------|
| Acquired allowance (a) | (114) | 20 |
| Divestiture | (18) | |
| Net change in allowance for unfunded loan commitments and letters of credit | 20 | 8 |
| September 30 | \$ 4,810 | \$ 1,053 |

(a) Amount for 2009 reflects adjustments to the National City allowance acquired December 31, 2008 due to additional impairment of loans effective at that date. Amount for 2008 reflects the Sterling acquisition.

See Note 6 Purchased Impaired Loans Related to National City for a discussion of the release of reserves related to additional impaired loans identified during 2009.

Changes in the allowance for unfunded loan commitments and letters of credit follow:

| | | |
|---|--------|--------|
| In millions | 2009 | 2008 |
| January 1 | \$ 344 | \$ 134 |
| Acquired allowance Sterling | | 1 |
| Net change in allowance for unfunded loan commitments and letters of credit | (20) | (8) |
| September 30 | \$ 324 | \$ 127 |

Impaired loans exclude leases and smaller homogenous type loans as well as purchased impaired loans related to our acquisition of National City. We did not recognize any interest income on originated loans while they were impaired in the first nine months of 2009 or 2008. The following table provides further detail on impaired loans and the associated allowance for loan losses:

Originated Impaired Loans (a)

| | | |
|--|----------|----------|
| | Sept. 30 | Dec. 31 |
| In millions | 2009 | 2008 |
| Impaired loans with an associated reserve | \$ 3,179 | \$ 1,249 |
| Impaired loans without an associated reserve | 523 | 93 |
| Total impaired loans | \$ 3,702 | \$ 1,342 |
| Specific allowance for credit losses | \$ 1,081 | \$ 405 |
| Average impaired loan balance (b) | \$ 2,664 | \$ 674 |

(a) Purchased impaired loans related to our acquisition of National City are excluded from this table and are disclosed in Note 6 Purchased Impaired Loans Related to National City.

(b) Nine-month average for 2009 and full-year average for 2008.

Table of Contents**NOTE 6 PURCHASED IMPAIRED LOANS RELATED TO NATIONAL CITY**

At December 31, 2008, PNC identified certain loans related to the National City acquisition, for which there was evidence of credit quality deterioration since origination and it was probable that PNC would be unable to collect all contractually required principal and interest payments. Evidence of credit quality deterioration includes statistics such as past due status, declines in current borrower FICO credit scores, geographic concentration and declines in current loan-to-value ratios. GAAP requires these loans to be recorded at fair value at acquisition date and prohibits the carrying over or the creation of valuation allowances in the initial accounting for such loans acquired in a transfer.

GAAP allows purchasers to aggregate impaired loans acquired in the same fiscal quarter into one or more pools, provided that the loans have common risk characteristics. A pool is then accounted for as a single asset with a single composite interest rate and an aggregate expectation of cash flows. With respect to the National City acquisition, we aggregated homogeneous consumer and residential real estate loans into pools with common risk characteristics. We account for commercial and commercial real estate loans individually.

During the first nine months of 2009, additional information was obtained about the credit quality of acquired loans as of the acquisition date. As a result, an additional \$2.6 billion of acquired loans were deemed impaired as of December 31, 2008 and the carryover allowance for loan losses attributable to these loans of \$114 million was released. Adjustments to the fair value of impaired loans of \$1.8 billion were also recognized.

At September 30, 2009 and December 31, 2008, purchased impaired loans had a carrying value of \$11.1 billion and \$12.7 billion, respectively. During the first nine months of 2009, the amount of purchased impaired loans decreased by a net \$1.6 billion as a result of payments and other exit activities primarily offset by the purchase accounting adjustments described above and accretion of purchase accounting discount. The unpaid principal balance of these loans was \$17.8 billion at September 30, 2009 and \$21.9 billion at December 31, 2008, as detailed below:

Purchased Impaired Loans

| In millions | September 30, 2009 | | December 31, 2008 | |
|-------------------------|---------------------|---------------------|---------------------|---------------------|
| | Recorded Investment | Outstanding Balance | Recorded Investment | Outstanding Balance |
| Commercial (a) | \$ 723 | \$ 1,654 | \$ 1,016 | \$ 2,485 |
| Commercial real estate | 1,851 | 3,308 | 1,911 | 3,856 |
| Consumer | 3,560 | 5,432 | 3,887 | 6,618 |
| Residential real estate | 4,949 | 7,361 | 5,895 | 8,959 |
| Total | \$ 11,083 | \$ 17,755 | \$ 12,709 | \$ 21,918 |

(a) Includes purchased impaired loans held for sale. The recorded investment and outstanding balance of these loans was \$19 million and \$97 million, respectively, at September 30, 2009.

The excess of cash flows expected at acquisition over the estimated fair value is referred to as the accretable yield and is recognized in interest income over the remaining life of the loan using the constant effective yield method. The difference between contractually required payments at acquisition and the cash flows expected to be collected at acquisition is referred to as the nonaccretable difference. Changes in the expected cash flows of individual commercial or pooled consumer purchased impaired loans from the date of acquisition will either impact the accretable yield or result in a charge to the provision for credit losses in the period in which the changes become probable. Prepayments are treated as a reduction of cash flows expected to be collected and a reduction of projections of contractual cash flows such that the nonaccretable difference is not affected. Thus, for decreases in cash flows expected to be collected resulting from prepayments, the effect will be to reduce prospectively the yield recognized.

Subsequent decreases to the expected cash flows will generally result in a charge to the provision for credit losses, resulting in an increase to the allowance for loan and lease losses, and a reclassification from accretable yield to nonaccretable difference. During the first nine months of 2009, \$365 million of provision and \$56 million of charge-offs were recorded on impaired loans. As of September 30, 2009 decreases in the expected cash flows of purchased impaired loans resulted in an allowance for loan and lease losses of \$309 million on \$7.6 billion of the impaired loans while the remaining \$3.5 billion of impaired loans required no allowance as expected cash flows improved or remained the same. There was no such allowance on any of these loans at December 31, 2008.

Subsequent increases in cash flows will result in a recovery of any previously recorded allowance for loan and lease losses, to the extent applicable, and a reclassification from nonaccretable difference to accretable yield. Disposals of loans, which may include sales of loans or

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foreclosures, result in removal of the loan from the purchased impaired loan portfolio at its carrying amount.

The following table displays activity for the accretable yield of these loans for the nine months ended September 30, 2009.

Accretable Yield

| | For the Nine Months Ended September 30 2009 |
|---|--|
| In millions | 2009 |
| Beginning balance | \$ 3,668 |
| Accretion | (720) |
| Adjustments resulting from changes in purchase price allocation | 349 |
| Reclassifications from accretable to nonaccretable | (13) |
| Disposals | (152) |
| Ending balance | \$ 3,132 |

Table of Contents**NOTE 7 INVESTMENT SECURITIES**

| In millions | Amortized | Unrealized | | Fair |
|---|-----------|------------|------------|-----------|
| | Cost (a) | Gains | Losses | Value |
| September 30, 2009 | | | | |
| SECURITIES AVAILABLE FOR SALE | | | | |
| Debt securities | | | | |
| US Treasury and government agencies | \$ 6,892 | \$ 49 | \$ (24) | \$ 6,917 |
| Residential mortgage-backed | | | | |
| Agency | 23,251 | 577 | (22) | 23,806 |
| Non-agency | 11,064 | 248 | (2,541) | 8,771 |
| Commercial mortgage-backed | | | | |
| Agency | 1,087 | 31 | (1) | 1,117 |
| Non-agency | 3,974 | 27 | (250) | 3,751 |
| Asset-backed | 1,921 | 21 | (429) | 1,513 |
| State and municipal | 1,349 | 77 | (58) | 1,368 |
| Other debt | 1,886 | 48 | (5) | 1,929 |
| Total debt securities | 51,424 | 1,078 | (3,330) | 49,172 |
| Corporate stocks and other | 553 | 23 | | 576 |
| Total securities available for sale | \$ 51,977 | \$ 1,101 | \$ (3,330) | \$ 49,748 |
| SECURITIES HELD TO MATURITY | | | | |
| Debt securities | | | | |
| Commercial mortgage-backed (non-agency) | \$ 1,965 | \$ 205 | | \$ 2,170 |
| Asset-backed | 2,541 | 115 | \$ (27) | 2,629 |
| Other debt | 159 | 2 | | 161 |
| Total debt securities | 4,665 | 322 | (27) | 4,960 |
| Total securities held to maturity | \$ 4,665 | \$ 322 | \$ (27) | \$ 4,960 |

| In millions | Amortized | Unrealized | | Fair |
|---|-----------|------------|------------|-----------|
| | Cost | Gains | Losses | Value |
| December 31, 2008 | | | | |
| SECURITIES AVAILABLE FOR SALE | | | | |
| Debt securities | | | | |
| US Treasury and government agencies | \$ 738 | \$ 1 | | \$ 739 |
| Residential mortgage-backed | | | | |
| Agency | 22,744 | 371 | \$ (9) | 23,106 |
| Non-agency | 13,205 | | (4,374) | 8,831 |
| Commercial mortgage-backed (non-agency) | 4,305 | | (859) | 3,446 |
| Asset-backed | 2,069 | 4 | (446) | 1,627 |
| State and municipal | 1,326 | 13 | (76) | 1,263 |
| Other debt | 563 | 11 | (15) | 559 |
| Total debt securities | 44,950 | 400 | (5,779) | 39,571 |
| Corporate stocks and other | 575 | | (4) | 571 |
| Total securities available for sale | \$ 45,525 | \$ 400 | \$ (5,783) | \$ 40,142 |
| SECURITIES HELD TO MATURITY | | | | |
| Debt securities | | | | |
| Commercial mortgage-backed (non-agency) | \$ 1,945 | \$ 10 | \$ (59) | \$ 1,896 |
| Asset-backed | 1,376 | 7 | (25) | 1,358 |
| Other debt | 10 | | | 10 |

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| | | | | |
|-----------------------------------|----------|-------|---------|----------|
| Total debt securities | 3,331 | 17 | (84) | 3,264 |
| Total securities held to maturity | \$ 3,331 | \$ 17 | \$ (84) | \$ 3,264 |

(a) The amortized cost for debt securities for which an OTTI was recorded prior to January 1, 2009 was adjusted for the pretax cumulative effect adjustment recorded under new GAAP that we adopted as of that date.

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The fair value of investment securities is impacted by interest rates, credit spreads, market volatility and liquidity conditions. Net unrealized gains and losses in the securities available for sale portfolio are included in shareholders' equity as accumulated other comprehensive income or loss, net of tax, unless credit-related.

The following table presents gross unrealized loss and fair value of securities available for sale at September 30, 2009 and December 31, 2008. The securities are segregated between investments that have been in a continuous unrealized loss position for less than twelve months and twelve months or more based on the point in time the fair value declined below the amortized cost basis. The table includes debt securities where a portion of OTTI has been recognized in accumulated other comprehensive loss. The gross unrealized loss on debt securities held to maturity was \$42 million at September 30, 2009 with the majority of positions in a continuous loss position for more than 12 months. For held to maturity securities transferred from available for sale, this amount is based on the investment securities' original cost basis at acquisition.

| In millions | Unrealized loss position less than 12 months | | Unrealized loss position 12 months or more | | Total | |
|-------------------------------------|---|---------------|--|---------------|--------------------|---------------|
| | Unrealized Loss | Fair Value | Unrealized Loss | Fair Value | Unrealized Loss | Fair Value |
| | September 30, 2009 | | | | | |
| Securities available for sale | | | | | | |
| Debt securities | | | | | | |
| US Treasury and government agencies | \$ (24) | \$ 2,536 | | | \$ (24) | \$ 2,536 |
| Residential mortgage-backed | | | | | | |
| Agency | (20) | 2,249 | (2) | 71 | (22) | 2,320 |
| Non-agency | (16) | 123 | (2,525) | 7,503 | (2,541) | 7,626 |
| Commercial mortgage-backed | | | | | | |
| Agency | (1) | 47 | | | (1) | 47 |
| Non-agency | (29) | 399 | (221) | 1,784 | (250) | 2,183 |
| Asset-backed | (9) | 147 | (420) | 1,170 | (429) | 1,317 |
| State and municipal | (1) | 7 | (57) | 287 | (58) | 294 |
| Other debt | (2) | 112 | (3) | 14 | (5) | 126 |
| Total | \$ (102) | \$ 5,620 | \$ (3,228) | \$ 10,829 | \$ (3,330) | \$ 16,449 |
| December 31, 2008 | | | | | | |
| Securities available for sale | | | | | | |
| Debt securities | | | | | | |
| Residential mortgage-backed | | | | | | |
| Agency | \$ (1) | \$ 49 | \$ (8) | \$ 188 | \$ (9) | \$ 237 |
| Non-agency | (1,774) | 3,570 | (2,600) | 3,683 | (4,374) | 7,253 |
| Commercial mortgage-backed | | | | | | |
| Asset-backed | (102) | 523 | (344) | 887 | (446) | 1,410 |
| State and municipal | (56) | 370 | (20) | 26 | (76) | 396 |
| Other debt | (11) | 185 | (4) | 8 | (15) | 193 |
| Total | \$ (2,426) | \$ 6,904 | \$ (3,353) | \$ 5,976 | \$ (5,779) | \$ 12,880 |

Evaluating Investments for Other-than-Temporary Impairments

For the securities in the above table, we do not intend to sell and have determined it is not more likely than not we will be required to sell the security prior to recovery of the amortized cost basis. On at least a quarterly basis, we conduct a comprehensive security-level assessment on all securities in an unrealized loss position to determine if OTTI exists. An unrealized loss exists when the current fair value of an individual security is less than its amortized cost basis. Under the current OTTI accounting model for debt securities, which was amended by the FASB and adopted by PNC in the first quarter of 2009, an OTTI loss must be recognized for a debt security in an unrealized loss position if we intend to sell the security or it is more likely than not we will be required to sell the security prior to recovery of its amortized cost basis. In this situation, the amount of loss recognized in income is

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equal to the difference between the fair value and the amortized cost basis of the security. Even if we do not expect to sell the security, we must evaluate the expected cash flows to be received to determine if we believe a credit loss has occurred. In the event of a credit loss, only the amount of impairment associated with the credit loss is recognized in income. The portion of the unrealized loss relating to other factors, such as liquidity conditions in the market or changes in market interest rates, is recorded in accumulated other comprehensive loss. Equity securities are also evaluated to determine whether the unrealized loss is expected to be recoverable based on whether evidence exists to support a realizable value equal to or greater than the amortized cost basis. If it is probable that we will not recover the amortized cost basis, taking into consideration the estimated recovery period and our ability to hold the equity security until recovery, OTTI is recognized in earnings equal to the

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difference between the fair value and the amortized cost basis of the security.

The security-level assessment is performed on each security, regardless of the classification of the security as available for sale or held to maturity. Our assessment considers the security structure, recent security collateral performance metrics, external credit ratings, failure of the issuer to make scheduled interest or principal payments, our judgment and expectations of future performance, and relevant independent industry research, analysis and forecasts. We also consider the severity of the impairment and the length of time the security has been impaired in our assessment. Results of the periodic assessment are reviewed by a cross-functional senior management team representing Asset & Liability Management, Finance, and Balance Sheet Risk Management. The senior management team considers the results of the assessments, as well as other factors, in determining whether the impairment is other-than-temporary.

For debt securities, a critical component of the evaluation for OTTI is the identification of credit-impaired securities, where management does not expect to receive cash flows sufficient to recover the entire amortized cost basis of the security. The paragraphs below describe our process for identifying credit impairment for the security types with the most significant losses and the key assumptions used in our estimate of the present value of the cash flows most likely to be collected from these investments.

Non-Agency Residential Mortgage-Backed Securities and Asset-Backed Securities Collateralized by First-Lien and Second-Lien Residential Mortgage Loans

To measure credit losses for these securities, we compile relevant collateral details and performance statistics on a security-by-security basis. The securities are then processed through a series of pre-established filters that include minimum thresholds for external credit ratings, the ratio of

delinquencies to current credit enhancement, market price and whether the respective tranche incurs a loss using a third party loss model.

Securities not passing all of the filters are subjected to further analysis. We develop assumptions for prepayment rate, a delinquency default multiplier, and loss severity for securities grouped by security type, based on the underlying collateral characteristics, and vintage. We also consider actual recent collateral performance and security structuring and relevant independent industry research, analysis and forecasts. The resulting projections of future performance and cash flows of the underlying collateral are then allocated to each security within the securitization structure. Based on the results of the cash flow analysis, we determined whether we will recover the amortized cost basis of our security.

Commercial Mortgage-Backed Securities

Credit losses on these securities are measured using property-level cash flow projections and forward-looking property valuations. Cash flows are projected using a detailed analysis of net operating income (NOI) by property type which, in turn, is based on the analysis of NOI performance over the past several business cycles combined with PNC's economic outlook for the current cycle. Loss severities are based on property price projections, which are calculated using capitalization rate projections. The capitalization rate projections are based on a combination of historical capitalization rates and expected capitalization rates implied by current market activity, our outlook and relevant independent industry research, analysis and forecasts.

Securities exhibiting weaker performance within the model are subject to further analysis. This analysis is performed at the loan level, and includes assessing local market conditions, reserves, occupancy, rent rolls and master/special servicer details.

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During the third quarter and first nine months of 2009, the OTTI credit losses recognized in noninterest income related to estimated credit losses on securities that we do not expect to sell were as follows:

Summary of OTTI Credit Losses Recognized in Earnings

| In millions | Three months ended | | Nine months ended | |
|--|--------------------|--------------|--------------------|--------------|
| | September 30, 2009 | | September 30, 2009 | |
| Available for sale securities: | | | | |
| Non-agency residential mortgage-backed | \$ | (92) | \$ | (340) |
| Commercial mortgage-backed | | | | (6) |
| Asset-backed | | (34) | | (76) |
| Other debt | | (3) | | (7) |
| Marketable equity securities | | | | (4) |
| Total | \$ | (129) | \$ | (433) |

The noncredit portion of these impairments totaled \$272 million and \$1.1 billion for the three and nine months ended September 30, 2009, respectively, and were included in accumulated other comprehensive loss.

The following table presents a rollforward of the cumulative OTTI credit losses recognized in earnings for all debt securities:

Rollforward of Cumulative OTTI Credit Losses Recognized in Earnings

For the three months ended

| September 30, 2009 | Non-agency residential mortgage-backed | | Commercial mortgage-backed | Asset-backed | Other debt | Total | | | | |
|---|--|--------------|----------------------------|--------------|------------|--------------|-----------|------------|-----------|--------------|
| In millions | | | | | | | | | | |
| June 30, 2009 | \$ | (284) | \$ | (6) | \$ | (75) | \$ | (4) | \$ | (369) |
| Loss where impairment was not previously recognized | | (37) | | | | (20) | | | | (57) |
| Additional loss where credit impairment was previously recognized | | (55) | | | | (14) | | (3) | | (72) |
| September 30, 2009 | \$ | (376) | \$ | (6) | \$ | (109) | \$ | (7) | \$ | (498) |

For the nine months ended

| September 30, 2009 | Non-agency residential mortgage-backed | | Commercial mortgage-backed | Asset-backed | Other debt | Total | | | | |
|---|--|--------------|----------------------------|--------------|------------|--------------|-----------|------------|-----------|--------------|
| In millions | | | | | | | | | | |
| December 31, 2008 | \$ | (35) | | \$ | (34) | \$ | (69) | | | |
| Loss where impairment was not previously recognized | | (192) | \$ | (6) | | (54) | \$ | (4) | | (256) |
| Additional loss where credit impairment was previously recognized | | (149) | | | | (21) | | (3) | | (173) |
| September 30, 2009 | \$ | (376) | \$ | (6) | \$ | (109) | \$ | (7) | \$ | (498) |

Information relating to gross realized securities gains and losses from the sales of securities is set forth in the following table.

Gains (Losses) on Sales of Securities Available for Sale

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Nine months ended

September 30

In millions

| | Proceeds | Gross Gains | Gross Losses | Net Gain | Tax Expense |
|-------------|------------------|---------------|----------------|---------------|---------------|
| 2009 | \$ 12,655 | \$ 421 | \$ (15) | \$ 406 | \$ 142 |
| 2008 | 5,943 | 121 | (17) | 104 | 36 |

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The following table presents, by remaining contractual maturity, the amortized cost, fair value and weighted-average yield of debt securities at September 30, 2009.

Contractual Maturity of Debt Securities

| September 30, 2009 | After 1 Year | After 5 Years | After 10 | | |
|--|----------------|-----------------|------------------|-----------|-----------|
| Dollars in millions | 1 Year or Less | through 5 Years | through 10 Years | Years | Total |
| SECURITIES AVAILABLE FOR SALE | | | | | |
| US Treasury and government agencies | \$ 34 | \$ 3,637 | \$ 2,855 | \$ 366 | \$ 6,892 |
| Residential mortgage-backed | | | | | |
| Agency | 112 | 160 | 1,304 | 21,675 | 23,251 |
| Non-agency | | | 57 | 11,007 | 11,064 |
| Commercial mortgage-backed | | | | | |
| Agency | | 12 | 959 | 116 | 1,087 |
| Non-agency | | 38 | | 3,936 | 3,974 |
| Asset-backed | | | | | |
| State and municipal | 64 | 150 | 163 | 972 | 1,349 |
| Other debt | 13 | 1,687 | 156 | 30 | 1,886 |
| Total debt securities available for sale | \$ 223 | \$ 5,913 | \$ 5,882 | \$ 39,406 | \$ 51,424 |
| Fair value | \$ 225 | \$ 6,002 | \$ 5,964 | \$ 36,981 | \$ 49,172 |
| Weighted-average yield, GAAP basis | 3.95% | 3.07% | 3.85% | 4.91% | 4.58% |
| SECURITIES HELD TO MATURITY | | | | | |
| Commercial mortgage-backed (non-agency) | | \$ 135 | \$ 69 | \$ 1,761 | \$ 1,965 |
| Asset-backed | \$ 141 | 2,127 | 117 | 156 | 2,541 |
| State and municipal | | | | 8 | 8 |
| Other debt | | 151 | | | 151 |
| Total debt securities held to maturity | \$ 141 | \$ 2,413 | \$ 186 | \$ 1,925 | \$ 4,665 |
| Fair value | \$ 134 | \$ 2,516 | \$ 208 | \$ 2,102 | \$ 4,960 |
| Weighted-average yield, GAAP basis | 4.04% | 4.26% | 4.22% | 5.18% | 4.41% |

Based on current interest rates and expected prepayment speeds, the total weighted-average expected maturity of agency mortgage-backed securities was 3.8 years, of non-agency mortgage-backed securities was 4.9 years, of commercial mortgage-backed securities was 3 years and of asset-backed securities was 2.4 years at September 30, 2009. Weighted-average yields are based on historical cost with effective yields weighted for the contractual maturity of each security.

The fair value of securities pledged to secure public and trust deposits and repurchase agreements and for other purposes was \$21.5 billion at September 30, 2009 and \$22.5 billion at December 31, 2008. The pledged securities include positions held in our portfolio of investment securities, trading securities, and securities accepted as collateral from others that we are permitted by contract or custom to sell or repledge.

The fair value of securities accepted as collateral that we are permitted by contract or custom to sell or repledge was \$2.3 billion at September 30, 2009 and \$1.6 billion at December 31, 2008 and is a component of federal funds sold and resale agreements on our Consolidated Balance Sheet. Of the permitted amount, \$1.1 billion was repledged to others at September 30, 2009 and \$461 million was repledged to others at December 31, 2008.

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NOTE 8 FAIR VALUE

Fair Value Measurement

Fair value is defined in GAAP as the price that would be received to sell an asset or the price paid to transfer a liability on the measurement date. The standard focuses on the exit price in the principal or most advantageous market for the asset or liability in an orderly transaction between willing market participants. GAAP establishes a fair value reporting hierarchy to maximize the use of observable inputs when measuring fair value and defines the three levels of inputs as noted below.

Level 1

Quoted prices in active markets for identical assets or liabilities. Level 1 assets and liabilities may include debt securities, equity securities and listed derivative contracts that are traded in an active exchange market and certain US Government agency securities that are actively traded in over-the-counter markets.

Level 2

Observable inputs other than Level 1 such as: quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated to observable market data for substantially the full term of the asset or liability. Level 2 assets and liabilities may include debt securities, equity securities and listed derivative contracts with quoted prices that are traded in markets that are not active, and certain debt and equity securities and over-the-counter derivative contracts whose fair value is determined using a pricing model without significant unobservable inputs. This category generally includes agency residential and commercial mortgage-backed debt securities, asset-backed securities, corporate debt securities, residential mortgage loans held for sale, and derivative contracts.

Level 3

Unobservable inputs that are supported by minimal or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities may include financial instruments whose value is determined using pricing models with internally developed assumptions, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation. This category generally includes certain available for sale securities, commercial mortgage loans held for sale, private equity investments, trading securities, residential mortgage servicing rights, BlackRock Series C Preferred Stock and financial derivative contracts. The available for sale and trading securities within Level 3 include non-agency residential mortgage-backed securities, non-agency commercial mortgage-backed securities, auction rate securities, certain private-issuer asset-backed securities and corporate debt securities. Nonrecurring items, primarily certain nonaccrual and other loans held for sale, commercial mortgage servicing rights, equity investments and other assets are also included in this category.

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Assets and liabilities measured at fair value on a recurring basis, including instruments for which PNC has elected the fair value option, follow. The assets and liabilities acquired from National City are included as of and for the nine months ended September 30, 2009 but were excluded as of December 31, 2008, the acquisition date.

Fair Value Measurements Summary

| In millions | September 30, 2009 | | | | December 31, 2008 (j) | | | |
|--|--------------------|------------------|------------------|------------------|-----------------------|------------------|-----------------|------------------|
| | Level 1 | Level 2 | Level 3 | Total Fair Value | Level 1 | Level 2 | Level 3 | Total Fair Value |
| Assets | | | | | | | | |
| Securities available for sale | \$ 6,634 | \$ 29,076 | \$ 14,038 | \$ 49,748 | \$ 347 | \$ 21,633 | \$ 4,837 | \$ 26,817 |
| Financial derivatives (a) | 8 | 4,850 | 84 | 4,942 | 16 | 5,582 | 125 | 5,723 |
| Residential mortgage loans held for sale (b) | | 1,551 | | 1,551 | | | | |
| Trading securities (c) | 1,626 | 351 | 98 | 2,075 | 89 | 529 | 73 | 691 |
| Residential mortgage servicing rights (d) | | | 1,282 | 1,282 | | | 6 | 6 |
| Commercial mortgage loans held for sale (b) | | | 1,121 | 1,121 | | | 1,400 | 1,400 |
| Equity investments | 1 | | 1,160 | 1,161 | | | 571 | 571 |
| Customer resale agreements (e) | | 1,024 | | 1,024 | | 1,072 | | 1,072 |
| Loans (f) | | 80 | | 80 | | | | |
| Other assets (g) | | 190 | 496 | 686 | | 144 | | 144 |
| Total assets | \$ 8,269 | \$ 37,122 | \$ 18,279 | \$ 63,670 | \$ 452 | \$ 28,960 | \$ 7,012 | \$ 36,424 |
| Liabilities | | | | | | | | |
| Financial derivatives (h) | \$ 4 | \$ 3,840 | \$ 284 | \$ 4,128 | \$ 2 | \$ 4,387 | \$ 22 | \$ 4,411 |
| Trading securities sold short (i) | 1,208 | 31 | | 1,239 | 182 | 207 | | 389 |
| Other liabilities | | 6 | | 6 | | 9 | | 9 |
| Total liabilities | \$ 1,212 | \$ 3,877 | \$ 284 | \$ 5,373 | \$ 184 | \$ 4,603 | \$ 22 | \$ 4,809 |

(a) Included in other assets on the Consolidated Balance Sheet.

(b) Included in loans held for sale on the Consolidated Balance Sheet. PNC has elected the fair value option for certain commercial and residential mortgage loans held for sale.

(c) Included in trading securities on the Consolidated Balance Sheet. Fair value includes net unrealized gains of \$28 million at September 30, 2009 compared with net unrealized losses of \$28 million at December 31, 2008.

(d) Included in other intangible assets on the Consolidated Balance Sheet.

(e) Included in Federal funds sold and resale agreements on the Consolidated Balance Sheet. PNC has elected the fair value option for this item.

(f) Included in loans on the Consolidated Balance Sheet. PNC has elected the fair value option for residential mortgage loans originated for sale. Certain of these loans have been subsequently reclassified into portfolio loans.

(g) Includes BlackRock Series C Preferred Stock.

(h) Included in other liabilities on the Consolidated Balance Sheet.

(i) Included in other borrowed funds on the Consolidated Balance Sheet.

(j) Excludes assets and liabilities associated with the acquisition of National City.

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Reconciliations of assets and liabilities measured at fair value on a recurring basis using Level 3 inputs for the three months and nine months ended September 30, 2009 and 2008 follow.

Three months ended September 30, 2009 and September 30, 2008

| Level 3 Instruments Only | Securities available for sale | Financial derivatives | Trading securities | Residential mortgage servicing rights | Commercial mortgage loans held for sale (b) | Equity investments | Other assets | Total assets | Total liabilities (c) |
|---|-------------------------------------|--------------------------|-----------------------|--|--|-----------------------|-----------------|-----------------|--------------------------|
| In millions | | | | | | | | | |
| June 30, 2009 | \$ 14,268 | \$ 125 | \$ 126 | \$ 1,459 | \$ 1,179 | \$ 1,160 | \$ 405 | \$ 18,722 | \$ 203 |
| Total realized/unrealized gains or losses | | | | | | | | | |
| (a) : Included in earnings (*) | (129) | 29 | 4 | (176) | 30 | (1) | 87 | (156) | 101 |
| Included in other comprehensive income | 625 | | | | | | 9 | 634 | |
| Purchases, issuances, and settlements, net | (756) | (46) | (26) | (1) | (88) | 1 | (5) | (921) | (19) |
| Transfers into Level 3, net | 30 | (24) | (6) | | | | | | (1) |
| September 30, 2009 | \$ 14,038 | \$ 84 | \$ 98 | \$ 1,282 | \$ 1,121 | \$ 1,160 | \$ 496 | \$ 18,279 | \$ 284 |
| (*) Attributable to unrealized gains or losses related to assets or liabilities held at September 30, 2009: | \$ (129) | \$ 30 | \$ 4 | \$ (179) | \$ 30 | \$ (5) | \$ 87 | \$ (162) | \$ 99 |

| Level 3 Instruments Only | Securities available for sale | Financial derivatives | Trading securities | Residential mortgage servicing rights | Commercial mortgage loans held for sale (b) | Equity investments | Other assets | Total assets | Total liabilities (c) |
|--|-------------------------------------|--------------------------|-----------------------|--|--|-----------------------|-----------------|-----------------|--------------------------|
| In millions | | | | | | | | | |
| June 30, 2008 | \$ 1,154 | \$ 85 | \$ 30 | \$ 1,604 | \$ 572 | \$ 8 | \$ 3,453 | \$ 154 | |
| Total realized/unrealized gains or losses (a): | | | | | | | | | |
| Included in earnings (**) | | | (27) | (4) | (63) | (27) | (2) | (123) | 27 |
| Included in other comprehensive income | | (66) | | | | | | (66) | |
| Purchases, issuances, and settlements, net | | (3) | | | (76) | 29 | | (50) | (3) |
| Transfers into Level 3, net | | 186 | 10 | 4 | | | | 200 | |
| September 30, 2008 | \$ 1,271 | \$ 68 | \$ 30 | \$ 1,465 | \$ 574 | \$ 6 | \$ 3,414 | \$ 178 | |
| (**) Attributable to unrealized gains or losses related to assets or liabilities held at September 30, 2008: | | | \$ (19) | \$ (4) | \$ (56) | \$ (30) | \$ (2) | \$ (111) | \$ (23) |

(a) Losses for assets are bracketed while losses for liabilities are not.

(b) We elected the fair value option for this item.

(c) Comprised entirely of financial derivatives.

Table of Contents*Nine months ended September 30, 2009 and September 30, 2008*

| Level 3 Instruments Only | Securities available for sale | Financial derivatives | Trading securities | Residential mortgage servicing rights | Commercial mortgage loans held for sale (b) | Equity investments | Other assets | Total assets | Total liabilities (c) |
|---|-------------------------------|-----------------------|--------------------|---------------------------------------|---|--------------------|--------------|--------------|-----------------------|
| In millions | | | | | | | | | |
| December 31, 2008 | \$ 4,837 | \$ 125 | \$ 73 | \$ 6 | \$ 1,400 | \$ 571 | | \$ 7,012 | \$ 22 |
| National City acquisition | 1,063 | 35 | 32 | 1,019 | 1 | 610 | \$ 40 | 2,800 | 16 |
| January 1, 2009 | 5,900 | 160 | 105 | 1,025 | 1,401 | 1,181 | 40 | 9,812 | 38 |
| Total realized/unrealized gains or losses (a): | | | | | | | | | |
| Included in earnings (*) | (420) | 125 | 3 | 243 | (48) | (80) | 238 | 61 | 241 |
| Included in other comprehensive income | 1,424 | | | | | | (3) | 1,421 | |
| Purchases, issuances, and settlements, net | (1,074) | (181) | (1) | 14 | (232) | 60 | 221 | (1,193) | 6 |
| Transfers into Level 3, net | 8,208 | (20) | (9) | | | (1) | | 8,178 | (1) |
| September 30, 2009 | \$ 14,038 | \$ 84 | \$ 98 | \$ 1,282 | \$ 1,121 | \$ 1,160 | \$ 496 | \$ 18,279 | \$ 284 |
| (*) Attributable to unrealized gains or losses related to assets or liabilities held at September 30, 2009: | \$ (420) | \$ 28 | \$ 7 | \$ 207 | \$ (39) | \$ (88) | \$ 238 | \$ (67) | \$ 242 |

| | Securities available for sale | Financial derivatives | Trading securities | Commercial mortgage loans held for sale (b) | Equity investments | Other assets | Total Assets | Total liabilities (c) |
|--|-------------------------------|-----------------------|--------------------|---|--------------------|--------------|--------------|-----------------------|
| December 31, 2007 | \$ 285 | \$ 130 | | \$ 2,018 | \$ 568 | \$ 4 | \$ 3,005 | \$ 326 |
| Impact of FASB ASC 820 and FASB ASC 825-10 adoption | | | 2 | 2 | | | 4 | |
| January 1, 2008 | 285 | 132 | | 2,020 | 568 | 4 | 3,009 | 326 |
| Total realized/unrealized gains or losses (a): | | | | | | | | |
| Included in earnings (**) | | | (69) | \$ (4) | (243) | (10) | (328) | (139) |
| Included in other comprehensive income | | (125) | | | | | (125) | |
| Purchases, issuances, and settlements, net | | 428 | (5) | | (312) | 16 | 131 | (9) |
| Transfers into Level 3, net | | 683 | 10 | 34 | | | 727 | |
| September 30, 2008 | \$ 1,271 | \$ 68 | \$ 30 | \$ 1,465 | \$ 574 | \$ 6 | \$ 3,414 | \$ 178 |
| (**) Attributable to unrealized gains or losses related to assets or liabilities held at September 30, 2008: | | \$ (53) | \$ (4) | \$ (212) | \$ (30) | \$ (2) | \$ (301) | \$ (68) |

(a) Losses for assets are bracketed while losses for liabilities are not.

(b) We elected the fair value option for this item.

(c) Comprised entirely of financial derivatives.

Net losses (realized and unrealized) relating to Level 3 assets and liabilities were \$180 million for the first nine months of 2009 compared with \$189 million for the comparable period of 2008. The net losses (realized and unrealized) for the third quarter of 2009 were \$257 million compared with \$150 million for third quarter 2008. These amounts included net unrealized losses of \$309 million and \$261 million, respectively, for the 2009 periods. The comparable losses for the 2008 periods were \$233 million and \$88 million, respectively. These amounts were included in noninterest income in the Consolidated Income Statement.

During the first nine months of 2009, securities transferred into Level 3 from Level 2 exceeded securities transferred out by \$8.2 billion. These primarily related to non-agency residential and commercial mortgage-backed securities where management determined that the volume and level of market activity for these assets had significantly decreased. The lack of relevant market activity for these securities resulted in management incorporating the use of a discounted cash flow technique that includes assumptions management believes willing market participants would use to value the security under current market conditions. The assumptions used include prepayment projections, credit loss assumptions, and discount rates, which include a risk premium due to liquidity and uncertainty, that are based on both observable and unobservable inputs. We

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used the discounted cash flow analysis, in conjunction with other relevant pricing information obtained from either pricing services or broker quotes, to establish the fair value that management believes is most representative under current market conditions. Other Level 3 assets include commercial mortgage loans held for sale, certain equity securities, auction rate securities, corporate debt securities, trading securities, certain private-issuer asset-backed securities, private equity investments, residential mortgage servicing rights and other assets.

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Details of available for sale and trading securities measured at fair value on a recurring basis follow.

Fair Value Measurements Available for sale and trading securities

| In millions | September 30, 2009 | | | Total Fair Value |
|-------------------------------------|--------------------|-----------|-----------|------------------|
| | Level 1 | Level 2 | Level 3 | |
| Available for sale securities | | | | |
| US Treasury and government agencies | \$ 6,395 | \$ 522 | | \$ 6,917 |
| Residential mortgage-backed | | | | |
| Agency | | 23,801 | \$ 5 | 23,806 |
| Non-agency | | 63 | 8,708 | 8,771 |
| Commercial mortgage-backed | | | | |
| Agency | | 1,117 | | 1,117 |
| Non-agency | | | 3,751 | 3,751 |
| Asset-backed | | 301 | 1,212 | 1,513 |
| State and municipal | | 1,105 | 263 | 1,368 |
| Other debt | | 1,878 | 51 | 1,929 |
| Total debt securities | 6,395 | 28,787 | 13,990 | 49,172 |
| Corporate stocks and other | 239 | 289 | 48 | 576 |
| Total securities available for sale | \$ 6,634 | \$ 29,076 | \$ 14,038 | \$ 49,748 |
| Trading securities | | | | |
| Debt | \$ 1,603 | \$ 315 | \$ 86 | \$ 2,004 |
| Equity | 23 | 36 | 12 | 71 |
| Total trading securities | \$ 1,626 | \$ 351 | \$ 98 | \$ 2,075 |
| Trading securities sold short | | | | |
| Debt | \$ 1,208 | \$ 31 | | \$ 1,239 |
| Total trading securities sold short | \$ 1,208 | \$ 31 | | \$ 1,239 |

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Detailed reconciliations of available for sale and trading securities measured at fair value on a recurring basis using Level 3 inputs for the three months and nine months ended September 30, 2009 follow.

Three months ended September 30, 2009

| Level 3 Instruments Only | Residential mortgage-backed | | Commercial mortgage-backed | Asset-backed | State and municipal | Other debt | Corporate stocks and other | Total | Trading securities debt | Trading securities equity |
|--|-----------------------------|------------|----------------------------|--------------|---------------------|------------|----------------------------|-------------------------------|-------------------------|---------------------------|
| | agency | non-agency | non-agency | | | | | available for sale securities | | |
| In millions | | | | | | | | | | |
| June 30, 2009 | \$ 5 | \$ 9,014 | \$ 3,658 | \$ 1,212 | \$ 276 | \$ 53 | \$ 50 | \$ 14,268 | \$ 97 | \$ 29 |
| Total realized/unrealized gains or losses: | | | | | | | | | | |
| Included in earnings (*) | | (92) | | (34) | | (3) | | (129) | 3 | 1 |
| Included in other comprehensive income | | 256 | 302 | 66 | (2) | 3 | | 625 | | |
| Purchases, issuances, and settlements, net | | (498) | (211) | (32) | (11) | (2) | (2) | (756) | (14) | (12) |
| Transfers into Level 3, net | | 28 | 2 | | | | | 30 | | (6) |
| September 30, 2009 | \$ 5 | \$ 8,708 | \$ 3,751 | \$ 1,212 | \$ 263 | \$ 51 | \$ 48 | \$ 14,038 | \$ 86 | \$ 12 |

(*) Amounts attributable to unrealized gains or losses related to available for sale and trading securities held at September 30, 2009:

| | | | | | | | | | |
|--|---------|--|---------|--|--------|--|----------|------|------|
| | \$ (92) | | \$ (34) | | \$ (3) | | \$ (129) | \$ 3 | \$ 1 |
|--|---------|--|---------|--|--------|--|----------|------|------|

Nine months ended September 30, 2009

| Level 3 Instruments Only | Residential mortgage-backed | | Commercial mortgage-backed | Asset-backed | State and municipal | Other debt | Corporate stocks and other | Total | Trading securities debt | Trading securities equity |
|--|-----------------------------|------------|----------------------------|--------------|---------------------|------------|----------------------------|-------------------------------|-------------------------|---------------------------|
| | agency | non-agency | non-agency | | | | | available for sale securities | | |
| In millions | | | | | | | | | | |
| December 31, 2008 | | \$ 3,304 | \$ 337 | \$ 833 | \$ 271 | \$ 34 | \$ 58 | \$ 4,837 | \$ 56 | \$ 17 |
| National City acquisition | \$ 7 | 899 | | 59 | 50 | 48 | | 1,063 | 26 | 6 |
| January 1, 2009 | 7 | 4,203 | 337 | 892 | 321 | 82 | 58 | 5,900 | 82 | 23 |
| Total realized/unrealized gains or losses: | | | | | | | | | | |
| Included in earnings (**) | | (340) | (6) | (68) | | (6) | | (420) | 1 | 2 |
| Included in other comprehensive income | (2) | 839 | 627 | (35) | 1 | | (6) | 1,424 | | |
| Purchases, issuances, and settlements, net | | (713) | (255) | (44) | (33) | (25) | (4) | (1,074) | 8 | (9) |
| Transfers into Level 3, net | | 4,719 | 3,048 | 467 | (26) | | | 8,208 | (5) | (4) |
| September 30, 2009 | \$ 5 | \$ 8,708 | \$ 3,751 | \$ 1,212 | \$ 263 | \$ 51 | \$ 48 | \$ 14,038 | \$ 86 | \$ 12 |

(**) Amounts attributable to unrealized gains or losses related to available for sale and trading securities held at September 30, 2009:

| | | | | | | | | | |
|--|----------|--------|---------|--|--------|--|----------|------|------|
| | \$ (340) | \$ (6) | \$ (68) | | \$ (6) | | \$ (420) | \$ 6 | \$ 1 |
|--|----------|--------|---------|--|--------|--|----------|------|------|

Interest income earned from trading securities totaled \$43 million for the first nine months of 2009 and \$104 million in the first nine months of 2008. For the third quarter of 2009 and 2008, interest income related to trading securities totaled \$18 million and \$28 million, respectively. These amounts are included in other interest income in the Consolidated Income Statement.

Nonrecurring Fair Value Changes

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We may be required to measure certain other financial assets at fair value on a nonrecurring basis. These adjustments to fair value usually result from the application of lower-of-cost-or-fair value accounting or write-downs of individual assets due to impairment. The amounts below for nonaccrual loans and loans held for sale represent the carrying value of loans for which adjustments are primarily based on the appraised value of collateral or based on an observable

market price, which often results in significant management assumptions and input with respect to the determination of fair value. The fair value determination of the equity investment resulting in an impairment loss included below was based on observable market data for other comparable entities as adjusted for internal assumptions and unobservable inputs. The amounts below for commercial servicing rights reflect a recovery of a certain strata during the first nine months of 2009 while one strata was impaired at September 30, 2009 and at December 31, 2008. The fair value of commercial mortgage servicing rights is estimated by using an internal valuation model. The model calculates the present value of estimated future net servicing cash flows considering estimates of servicing revenue and costs, discount rates and prepayment speeds. Annually, this model is subject to an internal review process to validate controls and model results.

Table of Contents**Fair Value Measurements Nonrecurring (a)**

| In millions | Fair Value | | Gains (Losses) | | Gains (Losses) | |
|--|--------------|-------------|--------------------|--------------|-------------------|--------------|
| | September 30 | December 31 | Three months ended | September 30 | Nine months ended | September 30 |
| | 2009 | 2008 | September 30 | September 30 | September 30 | 2008 |
| Assets | | | | | | |
| Nonaccrual loans | \$ 825 | \$ 250 | \$ (201) | \$ (9) | \$ (342) | \$ (35) |
| Loans held for sale | 7 | 101 | 1 | (5) | 3 | (13) |
| Equity investment | 201 | 75 | (4) | (30) | (55) | (56) |
| Commercial mortgage servicing rights (b) | 353 | 560 | | | | |
| Other intangible assets | 2 | | | | | |
| Other assets (c) | 124 | | (17) | | (40) | |
| Total assets | \$ 1,512 | \$ 986 | \$ (221) | \$ (44) | \$ (434) | \$ (104) |

(a) All Level 3.

(b) One strata at fair value at September 30, 2009 and two strata at December 31, 2008.

(c) Principally other real estate owned.

Fair Value Option**Commercial Mortgage Loans Held for Sale**

We account for certain commercial mortgage loans held for sale at fair value. The election of the fair value option aligns the accounting for the commercial mortgages with the related hedges. At origination, these loans were intended for securitization. As such, a synthetic securitization methodology was used historically to value the loans and the related unfunded commitments on an aggregate basis based upon current commercial mortgage-backed securities (CMBS) market structures and conditions. Due to inactivity in the CMBS securitization market in 2008 and 2009, we determine the fair value of commercial mortgage loans held for sale by using a whole loan methodology. Fair value is determined using assumptions that management believes a market participant would use in pricing the loans. When available, valuation assumptions included observable inputs based on whole loan sales. Adjustments are made to these assumptions when uncertainties exist, including market conditions and liquidity. Credit risk was included as part of our valuation process for these loans by considering expected rates of return for market participants for similar loans in the marketplace. Based on the significance of unobservable inputs, we classified this portfolio as Level 3.

At September 30, 2009, commercial mortgage loans held for sale for which the fair value option had been elected had an aggregate fair value of \$1.1 billion and an aggregate outstanding principal balance of \$1.3 billion. The comparable amounts at December 31, 2008 were \$1.4 billion and \$1.6 billion, respectively.

Interest income on these loans is recorded as earned and reported in the Consolidated Income Statement in the caption Interest Income - Other. Net losses resulting from changes in fair value of these loans of \$48 million in the first nine months of 2009, including the third quarter gain of \$30 million, and

\$243 million for the first nine months of 2008, including the third quarter of \$63 million, were recorded in other noninterest income. The impact on earnings of offsetting economic hedges is not reflected in these amounts. Changes in fair value due to instrument-specific credit risk for both the first nine months and third quarter of 2009 and the first nine months and third quarter of 2008 were not material. The changes in fair value of these loans were partially offset by changes in the fair value of the related financial derivatives that economically hedged these loans.

Residential Mortgage Loans Held for Sale

We have elected to account for certain residential mortgage loans originated for sale at fair value on a recurring basis. Residential mortgage loans are valued based on quoted market prices, where available, prices for other traded mortgage loans with similar characteristics, and purchase commitments and bid information received from market participants. These loans are regularly traded in active markets and observable pricing information is available from market participants. The prices are adjusted as necessary to include the embedded servicing value in the loans and to take into consideration the specific characteristics of certain loans that are priced based on the pricing of similar loans. These

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adjustments represent unobservable inputs to the valuation but are not considered significant to the fair value of the loans. Accordingly, residential mortgage loans held for sale are classified as Level 2. At September 30, 2009, residential mortgage loans held for sale for which the fair value option had been elected had an aggregate fair value and an outstanding principal balance of \$1.6 billion. At December 31, 2008, these loans were acquired with National City. Certain of these loans have been subsequently reclassified to portfolio loans. At September 30, 2009, residential mortgage loans held in portfolio had an aggregate fair value of \$60 million and an aggregate outstanding principal balance of \$75 million.

Table of Contents**Customer Resale Agreements and Bank Notes**

We have elected to account for structured resale agreements and structured bank notes at fair value, which are economically hedged using free-standing financial derivatives.

The fair value for structured resale agreements and structured bank notes is determined using a model which includes observable market data as inputs such as interest rates. Readily observable market inputs to this model can be validated to external sources, including yield curves, implied volatility or other market related data. Changes in fair value due to instrument-specific credit risk for both the first nine months and third quarter of 2009 and the first nine months and third quarter of 2008 were not material. At September 30, 2009, structured resale agreements with an aggregate fair value of \$1.0 billion were included in federal funds sold and resale agreements on our Consolidated Balance Sheet. The aggregate outstanding principal balance at September 30, 2009 was \$950 million. The comparable amounts at December 31, 2008 were \$1.1 billion and \$980 million, respectively. Interest income on structured resale agreements is reported in the Consolidated Income Statement in the caption Interest Income - Other.

BlackRock Series C Preferred Stock

Effective February 27, 2009, we elected to account for the 2.9 million shares of the BlackRock Series C Preferred Stock received in a stock exchange with BlackRock at fair value. The Series C Preferred Stock will serve as an economic hedge of the BlackRock LTIP liability that is accounted for as a derivative.

The fair value of the Series C Preferred Stock is determined using a third-party modeling approach, which includes both observable and unobservable inputs. This approach considers expectations of a default/liquidation event and the use of liquidity discounts based on our inability to sell the security at a fair, open market price in a timely manner. Although dividends are equal to common shares and other preferred series, significant transfer restrictions exist on our Series C shares for any purpose other than to satisfy the LTIP obligation. The BlackRock Series C Preferred Stock is classified as Level 3. The aggregate fair value at September 30, 2009 was \$454 million.

The changes in fair value included in noninterest income for items for which we elected the fair value option follow.

Fair Value Option Changes in Fair Value (a)

| In millions | Gains (Losses) | | Gains (Losses) | |
|--|--------------------|--------------|-------------------|--------------|
| | Three months ended | | Nine months ended | |
| | September 30 | September 30 | September 30 | September 30 |
| | 2009 | 2008 | 2009 | 2008 |
| Assets | | | | |
| Customer resale agreements | \$ 7 | \$ 7 | \$ (18) | \$ 4 |
| Commercial mortgage loans held for sale | 30 | (63) | (48) | (243) |
| Residential mortgage loans held for sale | 126 | | 374 | |
| Residential mortgage loans portfolio | 1 | | (3) | |
| BlackRock Series C Preferred Stock | 87 | | 243 | |

(a) The impact on earnings of offsetting hedged items or hedging instruments is not reflected in these amounts.

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Fair values and aggregate unpaid principal balances of items for which we elected the fair value option for September 30, 2009 and December 31, 2008 follow.

Fair Value Option Fair Value and Principal Balances

| In millions | Fair Value | Aggregate Unpaid Principal Balance | Difference |
|--|------------|--|------------|
| September 30, 2009 | | | |
| Customer resale agreements | \$ 1,024 | \$ 950 | \$ 74 |
| Residential mortgage loans held for sale | | | |
| Performing loans | 1,488 | 1,472 | 16 |
| Loans 90 days or more past due | 61 | 79 | (18) |
| Nonaccrual loans | 2 | 8 | (6) |
| Total | 1,551 | 1,559 | (8) |
| Commercial mortgage loans held for sale | | | |
| Performing loans | 1,092 | 1,289 | (197) |
| Loans 90 days or more past due | 1 | 2 | (1) |
| Nonaccrual loans | 28 | 38 | (10) |
| Total | 1,121 | 1,329 | (208) |
| Residential mortgage loans portfolio | | | |
| Performing loans | 19 | 21 | (2) |
| Loans 90 days or more past due | 33 | 37 | (4) |
| Nonaccrual loans | 8 | 17 | (9) |
| Total | \$ 60 | \$ 75 | \$ (15) |
| December 31, 2008 (a) | | | |
| Customer resale agreements | \$ 1,072 | \$ 980 | \$ 92 |
| Commercial mortgage loans held for sale | | | |
| Performing loans | 1,376 | 1,572 | (196) |
| Nonaccrual loans | 24 | 27 | (3) |
| Total | \$ 1,400 | \$ 1,599 | \$ (199) |

(a) Excludes assets and liabilities associated with the acquisition of National City.

Table of Contents**ADDITIONAL FAIR VALUE INFORMATION RELATED TO FINANCIAL INSTRUMENTS**

| In millions | September 30, 2009 (a) | | December 31, 2008 (a) | |
|---|------------------------|---------------|-----------------------|---------------|
| | Carrying Amount | Fair Value | Carrying Amount | Fair Value |
| Assets | | | | |
| Cash and short-term assets | \$ 8,772 | \$ 8,772 | \$ 23,171 | \$ 23,171 |
| Trading securities | 2,075 | 2,075 | 1,725 | 1,725 |
| Investment securities | 54,413 | 54,708 | 43,473 | 43,406 |
| Loans held for sale | 3,509 | 3,566 | 4,366 | 4,366 |
| Net loans (excludes leases) | 149,515 | 147,361 | 165,112 | 162,159 |
| Other assets | 4,872 | 4,872 | 4,282 | 4,282 |
| Mortgage and other loan servicing rights | 2,179 | 2,287 | 1,890 | 1,899 |
| Financial derivatives | | | | |
| Accounting hedges | 1,039 | 1,039 | 1,416 | 1,416 |
| Free-standing derivatives | 3,903 | 3,903 | 7,088 | 7,088 |
| Liabilities | | | | |
| Demand, savings and money market deposits | 128,006 | 128,006 | 116,946 | 116,946 |
| Time deposits | 55,803 | 56,076 | 75,919 | 76,205 |
| Borrowed funds | 42,374 | 42,584 | 52,872 | 53,063 |
| Financial derivatives | | | | |
| Accounting hedges | 45 | 45 | 1 | 1 |
| Free-standing derivatives | 4,083 | 4,083 | 6,057 | 6,057 |
| Unfunded loan commitments and letters of credit | 323 | 323 | 338 | 338 |

(a) Amounts include National City.

The aggregate fair values in the table above do not represent the underlying market value of PNC as the table excludes the following:

- real and personal property,
- lease financing,
- loan customer relationships,
- deposit customer intangibles,
- retail branch networks,
- fee-based businesses, such as asset management and brokerage, and
- trademarks and brand names.

Refer to Fair Value Measurement section of this Note 8 for a definition of fair value.

We used the following methods and assumptions to estimate fair value amounts for financial instruments.

GENERAL

For short-term financial instruments realizable in three months or less, the carrying amount reported in our Consolidated Balance Sheet approximates fair value. Unless otherwise stated, the rates used in discounted cash flow analyses are based on market yield curves.

CASH AND SHORT-TERM ASSETS

The carrying amounts reported in the consolidated balance sheet for cash and short-term investments approximate fair values primarily due to their short-term nature. For purposes of this disclosure only, short-term assets include the following:

- due from banks,

interest-earning deposits with banks,
federal funds sold and resale agreements,
cash collateral,
customers' acceptance liability, and
accrued interest receivable.

SECURITIES

Securities include both the investment securities and trading portfolios. We use prices obtained from pricing services, dealer quotes or recent trades to determine the fair value of securities. Approximately 50% of our positions are valued using prices obtained from pricing services provided by the Barclays Capital Index, formerly known as the Lehman Index, and Interactive Data Corp. (IDC). For approximately 30% or more of our positions, we use prices obtained from the pricing services as the primary input into the valuation process. Barclays Capital Index prices are set with reference to market activity for highly liquid assets such as agency mortgage-backed securities, and matrix pricing for other assets, such as CMBS and asset-backed securities. IDC primarily uses pricing models considering adjustments for ratings, spreads, matrix pricing and prepayments for the instruments we value using this service, such as non-agency residential mortgage-backed securities, agency adjustable rate mortgage securities, agency CMOs and municipal bonds. Dealer quotes received are typically non-binding and corroborated with other dealers' quotes, by reviewing valuations of comparable instruments, or by comparison to internal valuations.

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NET LOANS AND LOANS HELD FOR SALE

Fair values are estimated based on the discounted value of expected net cash flows incorporating assumptions about prepayment rates, net credit losses and servicing fees. For revolving home equity loans and commercial credit lines, this fair value does not include any amount for new loans or the related fees that will be generated from the existing customer relationships. Non-accrual loans are valued at their estimated recovery value. Refer to the Fair Value Option section of this Note 8 regarding the fair value of commercial and residential mortgage loans held for sale. Loans are presented net of the allowance for loan and lease losses and do not include future accretable discounts related to purchased impaired loans.

OTHER ASSETS

Other assets as shown in the accompanying table include the following:

- noncertificated interest-only strips,
- FHLB and FRB stock,
- equity investments carried at cost and fair value, and
- private equity investments carried at fair value.

Investments accounted for under the equity method, including our investment in BlackRock, are not included in the accompanying table.

The carrying amounts of private equity investments are recorded at fair value. The valuation procedures applied to direct investments include techniques such as multiples of adjusted earnings of the entity, independent appraisals, anticipated financing and sales transactions with third parties, or the pricing used to value the entity in a recent financing transaction. We value indirect investments in private equity funds based on the financial statements that we receive from their managers. Due to the time lag in our receipt of the financial information and based on a review of investments and valuation techniques applied, adjustments to the manager-provided value are made when available recent investment portfolio company or market information indicates a significant change in value from that provided by the general partner.

Fair value of the noncertificated interest-only strips is estimated based on the discounted value of expected net cash flows. The aggregate carrying value of our equity investments carried at cost and FHLB and FRB stock was \$3.0 billion at September 30, 2009 and \$3.1 billion as of December 31, 2008, both of which approximate fair value at each date.

MORTGAGE AND OTHER LOAN SERVICING ASSETS

Fair value is based on the present value of the estimated future cash flows, incorporating assumptions as to prepayment speeds, discount rates, escrow balances, interest rates, cost to service and other factors. We have controls in place intended to ensure that our fair values are appropriate. An independent model review group reviews our valuation models and validates them for their intended use.

For commercial mortgage loan servicing assets, key valuation assumptions at September 30, 2009 and December 31, 2008 included prepayment rates ranging from 4% - 18% and discount rates ranging from 7% - 9% for both periods, which resulted in an estimated fair value of \$1.0 billion and \$873 million, respectively.

For residential mortgage servicing assets, key assumptions at September 30, 2009 were a weighted average constant prepayment rate of 25.64%, weighted average life of 3.4 years and a discount rate, calculated as the spread over forward interest rate swap rates, of 11.88%, resulting in a fair value of \$1.3 billion. The comparable amounts for December 31, 2008 were a weighted average constant prepayment rate of 33.04%, weighted average life of 2.3 years and a discount rate of 6.37%, resulting in a fair value of \$1.0 billion.

CUSTOMER RESALE AGREEMENTS

Refer to the Fair Value Option section of this Note 8 regarding the fair value of customer resale agreements and bank notes.

DEPOSITS

The carrying amounts of noninterest-bearing demand and interest-bearing money market and savings deposits approximate fair values. For time deposits, which include foreign deposits, fair values are estimated based on the discounted value of expected net cash flows assuming current

interest rates.

BORROWED FUNDS

The carrying amounts of Federal funds purchased, commercial paper, repurchase agreements, proprietary trading short positions, cash collateral, other short-term borrowings, acceptances outstanding and accrued interest payable are considered to be their fair value because of their short-term nature. For all other borrowed funds, fair values are estimated primarily based on dealer quotes.

UNFUNDED LOAN COMMITMENTS AND LETTERS OF CREDIT

The fair value of unfunded loan commitments and letters of credit is our estimate of the cost to terminate them. For purposes of this disclosure, this fair value is the sum of the deferred fees currently recorded by us on these facilities and the liability established on these facilities related to their creditworthiness.

FINANCIAL DERIVATIVES

For exchange-traded contracts, fair value is based on quoted market prices. For nonexchange-traded contracts, fair value is based on dealer quotes, pricing models or quoted prices for instruments with similar characteristics.

Table of Contents**NOTE 9 GOODWILL AND OTHER INTANGIBLE ASSETS**

Changes in goodwill and other intangible assets during the first nine months of 2009 follow:

Changes in Goodwill and Other Intangible Assets

| In millions | Goodwill | Customer-Related | Servicing Rights |
|--|-----------------|------------------|------------------|
| January 1, 2009 | \$ 8,868 | \$ 930 | \$ 1,890 |
| Additions/adjustments: | | | |
| National City acquisition | 428 | 517 | 10 |
| Mortgage and other loan servicing rights | | | 341 |
| BlackRock | (10) | | |
| Impairment reversal | | | 29 |
| Amortization | | (184) | (85) |
| September 30, 2009 | \$ 9,286 | \$ 1,263 | \$ 2,185 |

An interim impairment test of goodwill was performed during the first quarter of 2009. This test did not result in any impairment. Changes in goodwill by business segment during the first nine months of 2009 follow:

Goodwill

| In millions | January 1 2009 | Additions/ Adjustments | September 30 2009 |
|-----------------------------------|-----------------|------------------------|-------------------|
| Retail Banking | \$ 5,968 | \$ (744) | \$ 5,224 |
| Corporate & Institutional Banking | 1,609 | 1,084 | 2,693 |
| Global Investment Servicing | 1,233 | 2 | 1,235 |
| BlackRock | 44 | (10) | 34 |
| Asset Management Group | 14 | 43 | 57 |
| Residential Mortgage Banking | | 43 | 43 |
| Total | \$ 8,868 | \$ 418 | \$ 9,286 |

Assets and liabilities of acquired entities are recorded at estimated fair value as of the acquisition date and are subject to refinement as information relative to the fair values at the date of acquisition becomes available.

As of September 30, 2009, goodwill totaling \$428 million has been recognized in connection with the National City acquisition. We are still awaiting and evaluating further information regarding pre-acquisition contingencies, including legal claims and other legal matters, and the finalization of restructuring plans related to the National City acquisition. Therefore, further modifications to the purchase price allocation may occur, resulting in an adjustment to goodwill in the fourth quarter of 2009.

Our investment in BlackRock changes when BlackRock repurchases its shares in the open market or issues shares for an acquisition or pursuant to its employee compensation plans. We adjust goodwill when BlackRock repurchases its shares at an amount greater (or less) than book value per share which

results in an increase (or decrease) in our percentage ownership interest.

The gross carrying amount, accumulated amortization and net carrying amount of other intangible assets by major category consisted of the following:

Other Intangible Assets

| In millions | September 30 | |
|---|--------------|---------------------|
| | 2009 | December 31 2008 |
| Customer-related and other intangibles | | |
| Gross carrying amount | \$ 1,808 | \$ 1,291 |
| Accumulated amortization | (545) | (361) |
| Net carrying amount | \$ 1,263 | \$ 930 |
| Mortgage and other loan servicing rights | | |
| Gross carrying amount | \$ 2,633 | \$ 2,286 |
| Valuation allowance | | (35) |
| Accumulated amortization | (448) | (361) |
| Net carrying amount | \$ 2,185 | \$ 1,890 |
| Total | \$ 3,448 | \$ 2,820 |

During the first nine months of 2009, adjustments were made to the estimated fair values of assets acquired and liabilities assumed as part of the National City acquisition. This resulted in the recognition of \$517 million of core deposit and other relationship intangibles at September 30, 2009. As of December 31, 2008, the values of these intangibles had been reduced by the allocation of negative goodwill.

While certain of our other intangible assets have finite lives and are amortized primarily on a straight-line basis, certain core deposit intangibles are amortized on an accelerated basis.

For customer-related intangibles, the estimated remaining useful lives range from less than one year to 14 years, with a weighted-average remaining useful life of approximately 10 years.

Changes in commercial mortgage servicing rights follow:

Commercial Mortgage Servicing Rights

| In millions | 2009 | 2008 |
|------------------------|--------|--------|
| January 1 | \$ 864 | \$ 694 |
| Additions | 84 | 78 |
| Acquisition adjustment | (7) | (3) |
| Impairment reversal | 35 | |
| Amortization expense | (79) | (72) |
| September 30 | \$ 897 | \$ 697 |

We recognize as another intangible asset the right to service mortgage loans for others. Commercial mortgage servicing rights are purchased in the open market and originated when loans are sold with servicing retained. Commercial mortgage servicing rights are initially recorded at fair value. These

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rights are subsequently measured using the amortization method. Accordingly, the commercial mortgage servicing rights are substantially amortized in proportion to and over the period of estimated net servicing income over a period of 5 to 10 years.

Commercial mortgage servicing rights are periodically evaluated for impairment. For purposes of impairment, the commercial mortgage servicing rights are stratified based on asset type, which characterizes the predominant risk of the underlying financial asset. If the carrying amount of any individual stratum exceeds its fair value, a valuation reserve is established with a corresponding charge to Corporate Services on our Consolidated Income Statement.

The fair value of commercial mortgage servicing rights is estimated by using an internal valuation model. The model calculates the present value of estimated future net servicing cash flows considering estimates on servicing revenue and costs, discount rates and prepayment speeds.

Changes in the residential mortgage servicing rights follow:

Residential Mortgage Servicing Rights (a)

| | |
|---|------------|
| In millions | 2009 |
| January 1 | \$ 1,008 |
| Additions: | |
| From loans sold with servicing retained | 232 |
| Changes in fair value due to: | |
| Time and payoffs (b) | (218) |
| Purchase accounting adjustments | 17 |
| Other (c) | 243 |
| September 30 | \$ 1,282 |
| Unpaid principal balance of loans serviced for others at September 30 | \$ 159,075 |

(a) The balance at January 1, 2008 and September 30, 2008 was \$4 million and \$7 million, respectively, and the unpaid principal balance of loans serviced for others at September 30, 2008 was \$783 million.

(b) Represents decrease in mortgage servicing rights value due to passage of time, including the impact from both regularly scheduled loan principal payments and loans that paid down or paid off during the period.

(c) Represents mortgage servicing rights value changes resulting primarily from market-driven changes in interest rates.

We recognize mortgage servicing right assets on residential real estate loans when we retain the obligation to service these loans upon sale and the servicing fee is more than adequate compensation. Mortgage servicing rights are subject to declines in value principally from actual or expected prepayment of the underlying loans and defaults. We manage this risk by economically hedging the fair value of mortgage servicing rights with securities and derivative instruments which are expected to increase in value when the value of mortgage servicing rights declines.

The fair value of residential mortgage servicing rights is estimated by using third party software with internal valuation assumptions. The software calculates the present value of

estimated future net servicing cash flows considering estimates on servicing revenue and costs, discount rates, prepayment speeds and future mortgage rates.

Revenue from mortgage and other loan servicing generated contractually specified servicing fees, late fees, and ancillary fees totaling \$536 million for the first nine months of 2009 and \$113 million for the first nine months of 2008. Comparable amounts for the third quarter of 2009 and the third quarter of 2008 were \$178 million and \$35 million, respectively. We also generate servicing revenue from fee-based activities provided to others. Revenue from commercial mortgage servicing rights, residential mortgage servicing rights and other loan servicing are reported on our Consolidated Income Statement in the line items Corporate services, Residential mortgage, and Consumer services, respectively.

Amortization expense on intangible assets for the first nine months of 2009 was \$239 million and \$146 million for the first nine months of 2008. Amortization expense on existing intangible assets for 2009 through 2014 is estimated to be as follows:

Remainder of 2009: \$82 million,
2010: \$307 million,
2011: \$260 million,
2012: \$267 million,

2013: \$238 million, and

2014: \$212 million.

NOTE 10 LOAN SALES AND SECURITIZATIONS

Loan Sales

We sell residential and commercial mortgage loans to government-sponsored enterprises (GSEs) and in certain instances to other third-party investors. The GSEs, such as Government National Mortgage Association (GNMA), Federal National Mortgage Association (FNMA), and the Federal Home Loan Mortgage Corporation (FHLMC), generally securitize our transferred loans into mortgage-backed securities for sale into the secondary market. Generally, we do not retain any interest in the transferred loans other than mortgage servicing rights. Refer to Note 9 Goodwill and Other Intangible Assets for further discussion on our residential and commercial mortgage servicing rights assets. During the first nine months of 2009, residential and commercial mortgage loans sold totaled \$17.0 billion and \$4.3 billion, respectively. During the third quarter of 2009, residential and commercial mortgage loans sold totaled \$5.0 billion and \$881 million, respectively.

During the first nine months of 2008, commercial mortgage loans sold totaled \$2.6 billion, including \$791 million during the third quarter. There were no residential mortgage loans sales in 2008 as these activities were obtained through our acquisition of National City.

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Our continuing involvement in these loan sales consists primarily of servicing and limited repurchase obligations for loan and servicer breaches in representations and warranties. Generally, we hold a cleanup call repurchase option for loans sold with servicing retained to the other third-party investors. In certain circumstances as servicer, we advance principal and interest payments to the GSEs and other third-party investors and also may make collateral protection advances. Our risk of loss in these servicing advances has historically been minimal.

We maintain a liability for estimated losses on loans expected to be repurchased as a result of breaches in loan and servicer representations and warranties. We have also entered into recourse arrangements associated with commercial mortgage loans sold to FNMA and FHLMC. Refer to Note 18 Commitments and Guarantees for further discussion on our repurchase liability and recourse arrangements. Our maximum exposure to loss in our loan sale activities is limited to these repurchase and recourse obligations.

In addition, for certain loans sold to GNMA and FNMA, we hold an option to repurchase individual delinquent loans that meet certain criteria. Without prior authorization from these GSEs, this option gives PNC the ability to repurchase the delinquent loan at par. Under GAAP, once we have the unilateral ability to repurchase the delinquent loan, effective control over the loan has been regained and we are required to recognize the loan and a corresponding repurchase liability on the balance sheet regardless of our intent to repurchase the loan. At September 30, 2009 and December 31, 2008, the balance of our repurchase option asset and liability totaled \$1.2 billion and \$476 million, respectively.

Securitizations

In securitizations, loans are typically transferred to a qualifying special purpose entity (QSPE) that is demonstrably distinct from the transferor to transfer the risk from our Consolidated Balance Sheet. A QSPE is a bankruptcy-remote trust allowed to perform only certain passive activities. In addition, these entities are self-liquidating and in certain instances are structured as Real Estate Mortgage Investment Conduits (REMICs) for tax purposes. The QSPEs are generally financed by issuing certificates for various levels of senior and subordinated tranches. QSPEs are exempt from consolidation provided certain conditions are met. However, see Note 1 Accounting Policies regarding recently issued accounting guidance which could impact the accounting for these QSPEs effective January 1, 2010.

Our securitization activities were primarily obtained through our acquisition of National City. Credit card receivables, automobile, and residential mortgage loans were securitized through QSPEs sponsored by National City. These QSPEs were financed primarily through the issuance and sale of beneficial interests to independent third parties and are not consolidated on our balance sheet. Consolidation of these QSPEs could occur if circumstances or events subsequent to the securitization transaction dates would cause the entities to lose their qualified status. No such events have occurred.

Qualitative and quantitative information about the securitization QSPEs and our retained interests in these transactions follow. Refer to our 2008 Form 10-K for discussion of our continuing involvement in these transactions.

The following summarizes the assets and liabilities of the securitization QSPEs at September 30, 2009 and December 31, 2008.

| In millions | September 30, 2009 | | | December 31, 2008 | | |
|-------------|--------------------|------------|----------|-------------------|------------|----------|
| | Credit Card | Automobile | Mortgage | Credit Card | Automobile | Mortgage |
| Assets (a) | \$ 2,318 | \$ 106 | \$ 247 | \$ 2,129 | \$ 250 | \$ 319 |
| Liabilities | 1,905 | 106 | 247 | 1,824 | 250 | 319 |

(a) Represents period-end outstanding principal balances of loans transferred to the securitization QSPEs.

Credit Card Loans

Retained interests in the credit card securitizations consist of an interest-only strip, securities issued by the credit card securitization QSPE, and sellers' interest. The interest-only strips are recognized in other assets on the Consolidated Balance Sheet and totaled approximately \$17 million

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at September 30, 2009 and \$20 million at December 31, 2008. The asset-backed securities are recognized in investment securities on the Consolidated Balance Sheet and totaled approximately \$129 million at September 30, 2009 and \$25 million at December 31, 2008. These retained interests represent the maximum exposure to loss associated with our involvement in these securitizations.

Sellers' interest, which is recognized in loans on the Consolidated Balance Sheet, represents our pro-rata undivided

interest in the credit card receivables in the QSPE. At September 30, 2009 and December 31, 2008, sellers' interest totaled \$413 million and \$315 million, respectively. Our sellers' interest ranks equally with the investor's interest in the

QSPE. In general, the carrying amount of sellers' interest varies as the amount of assets in the QSPE fluctuates due to customer payments, purchases, cash advances, and credit losses. The carrying amount of sellers' interest is also affected by the reduction of the invested or securitized receivables in the QSPE during the controlled accumulation period. The controlled accumulation period represents the period of time in which monthly principal collections on credit card receivables are accumulated in anticipation of a series maturity. These cash collections are transferred to the QSPE in anticipation of the payoff of the maturing series which results in the increase of our sellers' interest balance on the

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Consolidated Balance Sheet. In September 2009, sellers' interest increased \$284 million due to the commencement of the controlled accumulation period for the 2008-1 and 2008-2 series. These series are scheduled to payoff in November 2009.

In July 2009, NCB, as sponsor of the National City Master Note Trust (the Master Trust), took certain actions to address recent declines in the securitization structure's excess spread which resulted from the deterioration in performance of the underlying credit card receivables in the Master Trust. These actions taken were permitted by the transaction documents and consisted of the issuance of subordinate asset-backed notes by the Master Trust and the implementation of a discount option receivable mechanism for principal receivable balances added to the Master Trust during the revolving period. The subordinated asset-backed notes issued were retained by NCB and resulted from the securitization of credit card receivables with a net carrying value of \$78 million. Accordingly, this transaction was not accounted for as a sale and resulted in the recognition of securities classified as held-to-maturity with an allocated value of \$72 million. The fair value and carrying amount of these securities, which have a stated interest rate of zero percent, were \$63 million

and \$75 million, respectively, at September 30, 2009. The discount option receivable mechanism will result in the designation of a percentage of newly transferred receivables to the Master Trust as finance charge receivables. Subsequently, finance charge collections will be applied to these newly created discount option receivables which will in effect increase the excess spread in the securitization structure. These actions did not have a significant impact on the Corporation's results of operations.

Automobile Loans

Retained interests in the automobile securitization consist of an interest-only strip and asset-backed securities issued by the automobile securitization QSPE. The interest-only strip and asset-backed securities are recognized in other assets and investment securities, respectively, on the Consolidated Balance Sheet. At September 30, 2009 and December 31, 2008, the fair value of the interest-only strip was \$14 million and \$9 million, respectively. At September 30, 2009 and December 31, 2008, the fair value of the retained asset-backed securities totaled approximately \$14 million and \$15 million, respectively. These retained interests represent the maximum exposure to loss associated with our involvement in this securitization.

The following is a summary of owned and securitized loans, which are managed on a combined basis.

| In millions | September 30, 2009 | | | December 31, 2008 | |
|--|--------------------|--------------------------------|--|-------------------|--------------------------------|
| | Principal Balance | Loans Past Due 30 Days or More | Net Credit Losses for the Nine Months Ended September 30, 2009 | Principal Balance | Loans Past Due 30 Days or More |
| Loans managed | | | | | |
| Credit card | \$ 4,232 | \$ 185 | \$ 87 | \$ 4,061 | \$ 191 |
| Automobile | 1,869 | 26 | 4 | 1,841 | 41 |
| Jumbo mortgages | 895 | 186 | 7 | 866 | 78 |
| Total loans managed | \$ 6,996 | \$ 397 | \$ 98 | \$ 6,768 | \$ 310 |
| Less: Loans securitized | | | | | |
| Credit card | \$ 1,621 | \$ 70 | \$ 34 | \$ 1,824 | \$ 73 |
| Automobile | 106 | 3 | | 250 | 9 |
| Jumbo mortgages | 247 | 8 | | 319 | 5 |
| Total loans securitized | \$ 1,974 | \$ 81 | \$ 34 | \$ 2,393 | \$ 87 |
| Less: Loans held for securitization | | | | | |
| Jumbo mortgages | \$ 6 | \$ 6 | | \$ 9 | \$ 4 |
| Loans held in portfolio | \$ 5,016 | \$ 310 | \$ 64 | \$ 4,366 | \$ 219 |

Certain cash flows received from the securitization trusts follow:

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Nine Months Ended

September 30, 2009

Credit

| In millions | Card | Automobile | Mortgage |
|--|------------|------------|----------|
| Proceeds from collections reinvested in previous securitizations | \$ 2,692.3 | | |
| Servicing fees received | 27.3 | \$ 1.3 | \$.6 |
| Other cash flows received on interests that continue to be held | 109.1 | .6 | |

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The tables below present the weighted-average assumptions used to measure the fair values of our retained interests as of September 30, 2009. Fair value was determined by discounting the expected future cash flows of these assets. The sensitivity of these fair values to immediate 10% and 20% adverse changes in key assumptions is also shown. These changes are hypothetical. Changes in fair value based on a 10% variation in assumptions generally cannot be extrapolated because the relationship of the change in the assumption to the change in fair value may not be linear. Also, the effect of a variation in a particular assumption on the fair value of the retained interests is calculated without changing any other assumption; in reality, changes in one factor may result in changes in another (for example, increases in market interest rates may result in lower prepayments and increased credit losses), which might magnify or counteract the sensitivities.

Credit Card Loans

| September 30, 2009 | Fair Value | Weighted-Average Life (in months) | Variable Annual Coupon Rate To Investors | Monthly Principal Repayment Rate | Expected Annual Credit Losses | Annual Discount Rate | Yield |
|-------------------------|------------|--------------------------------------|--|----------------------------------|-------------------------------|----------------------|---------|
| Dollars in millions | | | | | | | |
| Interest-only strip (a) | \$ 17.1 | 3.6 | 1.03% | 15.77% | 7.28% | 15.00% | 12.93% |
| Decline in fair value: | | | | | | | |
| 10% adverse change | | | | \$ 1.1 | \$ 3.5 | | \$ 6.5 |
| 20% adverse change | | | \$.3 | \$ 2.1 | \$ 6.8 | | \$ 12.1 |

(a) Series 2005-1, 2006-1, 2007-1, 2008-1, 2008-2, and 2008-3.

Automobile Loans

| September 30, 2009 | Fair Value | Weighted-Average Life (in months) | Monthly Prepayment Speed (% ABS) (a) | Expected Cumulative Credit Losses | Annual Discount Rate | Weighted-Average Coupon |
|-------------------------|------------|--------------------------------------|--|-----------------------------------|----------------------|-------------------------|
| Dollars in millions | | | | | | |
| Interest-only strip (b) | | | | | | |
| Decline in fair value: | \$ 14.0 | 3.0 | 1.26% | 1.44% | 12.00% | 7.06% |
| 10% adverse change | | | | | | \$.1 |
| 20% adverse change | | | | | | \$.1 |

(a) Absolute prepayment speed.

(b) Series 2005-A.

NOTE 11 CAPITAL SECURITIES OF SUBSIDIARY TRUSTS

Our capital securities of subsidiary trusts are described in Note 14 Capital Securities of Subsidiary Trusts in our 2008 Form 10-K. All of these Trusts are wholly owned finance subsidiaries of PNC. In the event of certain changes or amendments to regulatory requirements or federal tax rules, the capital securities are redeemable. The financial statements of the Trusts are not included in PNC's consolidated financial statements in accordance with GAAP.

The obligations of the respective parent of each Trust, when taken collectively, are the equivalent of a full and unconditional guarantee of the obligations of such Trust under the terms of the Capital Securities. Such guarantee is subordinate in right of payment in the same manner as other junior subordinated debt. There are certain restrictions on PNC's overall ability to obtain funds from its subsidiaries. For additional disclosure on these funding restrictions, including an explanation of dividend and intercompany loan limitations, see Note 23 Regulatory Matters in our 2008 Form 10-K.

PNC is subject to restrictions on dividends and other provisions similar to or in some ways more restrictive than

those potentially imposed under the Exchange Agreements with Trust II and Trust III, as described in Note 3 Variable Interest Entities in our 2008 Form 10-K. PNC is also subject to dividend restrictions as a result of our issuance of preferred stock to the US Treasury under the TARP Capital Purchase Program as described in Note 19 Shareholders Equity in our 2008 Form 10-K.

NOTE 12 CERTAIN EMPLOYEE BENEFIT AND STOCK-BASED COMPENSATION PLANS

PENSION AND POSTRETIREMENT PLANS

As described in Note 15 Employee Benefit Plans in our 2008 Form 10-K, we have a noncontributory, qualified defined benefit pension plan (plan or pension plan) covering eligible employees. National City had a qualified pension plan covering substantially all employees hired prior to April 1, 2006, which was merged with our qualified pension plan on December 31, 2008. Both the PNC and National City portions of the plan derive benefits from cash balance formulas based on compensation levels, age, and length of service. Pension contributions are based on an actuarially determined amount necessary to fund total benefits payable to plan participants. As of the plan merger date, no changes to either plan design or benefits occurred.

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We also maintain nonqualified supplemental retirement plans for certain employees. On December 31, 2008, the participants of National City's supplemental executive retirement plans became 100% vested due to the change in control. We also provide certain health care and life insurance benefits for qualifying retired employees (postretirement benefits) through various plans. The nonqualified pension and postretirement benefit plans are unfunded. The Company reserves the right to terminate or make plan changes at any time.

The components of our net periodic pension and post-retirement benefit cost for the third quarter and first nine months of 2009 and 2008 were as follows:

| Three months ended | Qualified Pension Plan | | Nonqualified Retirement Plans | | Postretirement Benefits | |
|------------------------------------|------------------------|--------|-------------------------------|------|-------------------------|------|
| | 2009 | 2008 | 2009 | 2008 | 2009 | 2008 |
| September 30 | | | | | | |
| In millions | 2009 | 2008 | 2009 | 2008 | 2009 | 2008 |
| Net periodic cost consists of: | | | | | | |
| Service cost | \$ 22 | \$ 11 | \$ 1 | \$ 1 | \$ 1 | \$ 1 |
| Interest cost | 52 | 21 | 4 | 2 | 5 | 4 |
| Expected return on plan assets | (65) | (40) | | | | |
| Amortization of prior service cost | (1) | | | | (1) | (2) |
| Amortization of actuarial losses | 21 | | | | | |
| Net periodic cost (benefit) | \$ 29 | \$ (8) | \$ 5 | \$ 3 | \$ 5 | \$ 3 |

| Nine months ended | Qualified Pension Plan | | Nonqualified Retirement Plans | | Postretirement Benefits | |
|------------------------------------|------------------------|---------|-------------------------------|------|-------------------------|------|
| | 2009 | 2008 | 2009 | 2008 | 2009 | 2008 |
| September 30 | | | | | | |
| In millions | 2009 | 2008 | 2009 | 2008 | 2009 | 2008 |
| Net periodic cost consists of: | | | | | | |
| Service cost | \$ 67 | \$ 33 | \$ 2 | \$ 1 | \$ 3 | \$ 2 |
| Interest cost | 155 | 64 | 11 | 5 | 15 | 11 |
| Expected return on plan assets | (195) | (120) | | | | |
| Amortization of prior service cost | (1) | (1) | | | (3) | (5) |
| Amortization of actuarial losses | 62 | | 1 | 1 | | |
| Net periodic cost (benefit) | \$ 88 | \$ (24) | \$ 14 | \$ 7 | \$ 15 | \$ 8 |

STOCK-BASED COMPENSATION PLANS

As more fully described in Note 16 Stock-Based Compensation Plans in our 2008 Form 10-K, we have long-term incentive award plans (Incentive Plans) that provide for the granting of incentive stock options, nonqualified stock options, stock appreciation rights, incentive shares/performance units, restricted stock, restricted share units, other share-based awards and dollar-denominated awards to executives and, other than incentive stock options, to non-employee directors. Certain Incentive Plan awards may

be paid in stock, cash or a combination of stock and cash. We typically grant a substantial portion of our stock-based compensation awards during the first quarter of the year. As of September 30, 2009, no stock appreciation rights were outstanding. Total compensation expense recognized related to all share-based payment arrangements during the first nine months of 2009 and 2008 was approximately \$63 million and \$54 million, respectively.

As described in our Current Report on Form 8-K filed August 21, 2009, we took actions with respect to certain 2009 share-based payment arrangements for some of our senior executive officers. These actions were taken to address the impact on PNC executive compensation under

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current TARP rules. Under those TARP rules, a portion of some of our 2009 stock option, restricted stock, and restricted stock unit grants are required to be forfeited, based on the service period for these share-based grants. At its August 2009 meeting, the Personnel and Compensation Committee vested the restricted stock/units granted in respect of 2008 performance bonuses and eliminated all service-based forfeiture provisions from the time-vesting stock options granted in early 2009. The impact of these decisions resulted in approximately \$12 million of accelerated expense recognized during the third quarter of 2009, which is included in the \$63 million amount noted above.

NONQUALIFIED STOCK OPTIONS

In addition to the regular annual grant of stock options, during the first quarter of 2009, we granted approximately 1.9 million of performance-based options to certain senior executives.

While these options generally contain the same terms and conditions as previous option grants, cliff vesting will occur on or after the third anniversary from the grant date and only if certain financial and other performance conditions are met, primarily related to the successful integration of the National City transaction. These options were approved by the Personnel and Compensation Committee of the Board of Directors.

For purposes of computing stock option expense, we estimated the fair value of stock options primarily by using the Black-Scholes option-pricing model. Option pricing models require the use of numerous assumptions, many of which are very subjective.

We used the following assumptions in the option pricing models to determine 2009 and 2008 stock option expense:

Weighted-average for the nine months ended

| September 30 | 2009 | 2008 |
|-------------------------|----------|----------|
| Risk-free interest rate | 1.9% | 3.1% |
| Dividend yield | 3.6 | 3.3 |
| Volatility | 27.2 | 18.5 |
| Expected life | 5.6 yrs. | 5.7 yrs. |

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Stock option information as of and for the nine months ended September 30, 2009 follows.

| | PNC Options | | | | | |
|--|----------------------|-------------------|---------------------------------|-------------------|----------------------|-------------------|
| | PNC | | Converted From National City | | Total | |
| | Weighted- Average | | Weighted- Average | | Weighted- Average | |
| | Shares | Exercise Price | Shares | Exercise Price | Shares | Exercise Price |
| In thousands, except weighted-average data | | | | | | |
| Outstanding at December 31, 2008 | 14,537 | \$ 63.39 | 1,744 | \$ 636.31 | 16,281 | \$ 124.75 |
| Granted | 4,287 | 31.18 | | | 4,287 | 31.18 |
| Exercised | (7) | 42.19 | | | (7) | 42.19 |
| Cancelled | (199) | 45.67 | (144) | 733.62 | (343) | 335.00 |
| Outstanding at September 30, 2009 | 18,618 | \$ 56.17 | 1,600 | \$ 627.56 | 20,218 | \$ 101.37 |
| Exercisable at September 30, 2009 | 11,424 | \$ 63.61 | 1,600 | \$ 627.56 | 13,024 | \$ 132.88 |

The weighted-average grant-date fair value of options granted during the first nine months of 2009 and 2008 was \$5.61 and \$7.26 per option, respectively.

During the first nine months of 2009 we issued approximately 7,000 shares from treasury stock in connection with stock option exercise activity. As with past exercise activity, we currently intend to utilize treasury stock for any future stock option exercises.

INCENTIVE/PERFORMANCE UNIT SHARE AWARDS AND RESTRICTED STOCK/UNIT AWARDS

The fair value of nonvested incentive/performance unit share awards and restricted stock/unit awards is initially determined based on prices not less than the market value of our common stock price on the date of grant. Incentive/performance unit share awards are subsequently valued subject to the achievement of one or more financial and other performance goals over a three-year period. The Personnel and Compensation Committee of the Board of Directors approves the final award payout with respect to incentive/performance unit share awards. Restricted stock/unit awards have various vesting periods ranging from 12 months to 60 months. There are no financial or performance goals associated with any of our restricted stock/unit awards. We recognize compensation expense for such awards ratably over the corresponding vesting and/or performance periods for each type of program.

A summary of nonvested incentive/performance unit shares and restricted stock/unit share activity follows:

| | Nonvested Incentive/ Performance Unit Shares | Weighted- Average Grant Date Fair Value | Nonvested Restricted Stock/ Unit Shares | Weighted- Average Grant Date Fair Value |
|---------------------------|---|---|---|---|
| Shares in thousands | | | | |
| Dec. 31, 2008 | 492 | \$ 61.63 | 1,735 | \$ 65.39 |
| Granted | 9 | 31.83 | 1,021 | 33.16 |
| Vested | (192) | 64.27 | (935) | 54.44 |
| Forfeited | | | (42) | 39.08 |
| September 30, 2009 | 309 | \$ 59.20 | 1,779 | \$ 53.27 |

In the chart above, the weighted-average grant-date fair value of incentive/performance unit share awards is measured by

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reducing the grant date price by the present value of dividends expected to be paid on the underlying shares.

At September 30, 2009, there was \$30 million of unrecognized deferred compensation expense related to nonvested share-based compensation arrangements granted under the Incentive Plans. This cost is expected to be recognized as expense over a period of no longer than five years.

LIABILITY AWARDS

Beginning in 2008, we granted cash-payable restricted share units to certain executives. The grants were made primarily as part of an annual bonus incentive deferral plan. While there are time-based, service-related vesting criteria, there are no market or performance criteria associated with these awards. Compensation expense recognized related to these awards was recorded in prior periods as part of annual cash bonus criteria. As of September 30, 2009, there were 440,441 of these cash-payable restricted share units outstanding.

As further described in our Current Report on Form 8-K filed August 21, 2009, we entered into an agreement with certain senior executives regarding a portion of their salary to be payable in stock units. These units, which are cash-payable, have no future service, market or performance criteria and as such are fully expensed at grant date. These units will be settled in cash on March 31, 2011. As of September 30, 2009, there were 56,791 of these units outstanding, with a current market value of approximately \$3 million.

A summary of all nonvested, cash-payable restricted share unit activity follows:

| In thousands | Nonvested Cash-Payable Restricted Unit Shares | Aggregate Intrinsic Value |
|--|--|---------------------------------|
| Outstanding at December 31, 2008 | 202 | |
| Granted | 746 | |
| Vested and released | (54) | |
| Forfeited | (64) | |
| Outstanding at September 30, 2009 | 830 | \$ 40,345 |

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NOTE 13 FINANCIAL DERIVATIVES

We use a variety of derivative financial instruments to help manage interest rate, market and credit risk and reduce the effects that changes in interest rates may have on net income, fair value of assets and liabilities, and cash flows. These instruments include interest rate swaps, interest rate caps and floors, credit default swaps, futures contracts, and total return swaps. All derivatives are carried at fair value.

Derivatives Designated in Hedge Relationships

We enter into interest rate swaps to hedge the fair value of bank notes, Federal Home Loan Bank borrowings, senior debt and subordinated debt for changes in interest rates. Adjustments related to the ineffective portion of fair value hedging instruments are recorded in interest expense.

We enter into interest rate swap contracts to modify the interest rate characteristics of designated commercial loans from variable to fixed in order to reduce the impact of changes in future cash flows due to interest rate changes. We hedged our exposure to the variability of future cash flows for all forecasted transactions for a maximum of 10 years for hedges converting floating-rate commercial loans to fixed. The fair value of these derivatives is reported in other assets or other liabilities and offset in accumulated other comprehensive income (loss) for the effective portion of the derivatives. We subsequently reclassify any unrealized gains or losses related to these swap contracts from accumulated other comprehensive income (loss) into interest income in the same period or periods during which the hedged forecasted transaction affects earnings. Ineffectiveness of the strategies, if any, is recognized immediately in earnings.

During the next twelve months, we expect to reclassify to earnings \$306 million of pretax net gains, or \$199 million after-tax, on cash flow hedge derivatives currently reported in accumulated other comprehensive loss. This amount could differ from amounts actually recognized due to changes in interest rates and the addition of other hedges subsequent to September 30, 2009. These net gains are anticipated to result from net cash flows on receive fixed interest rate swaps that would impact interest income recognized on the related floating rate commercial loans.

As of September 30, 2009 we have determined that there were no hedging positions where it was probable that certain forecasted transactions may not occur within the originally designated time period.

The ineffective portion of the change in value of our fair value and cash flow hedge derivatives resulted in net losses of \$29 million for the first nine months of 2009 compared to a net gain of \$2 million for the first nine months of 2008.

Derivatives Not Designated in Hedge Relationships

The derivative portfolio also includes free standing derivative financial instruments not included in hedging strategies. These

derivatives are entered into for risk management and economic hedge purposes, to meet customer needs, and for proprietary purposes. They primarily consist of interest rate, basis and total rate of return swaps, interest rate caps, floors and futures contracts, credit default swaps, option and foreign exchange contracts and certain interest rate-locked loan origination commitments, as well as commitments to buy or sell mortgage loans.

We use these derivatives to manage interest rate and prepayment risk related to residential mortgage servicing rights (MSRs), and residential and commercial real estate loans held for sale.

We purchase credit default swaps (CDS) to mitigate the risk of economic loss on a portion of our loan exposure. We also sell loss protection to mitigate the net premium cost and the impact of mark-to-market accounting on CDS purchases to hedge the loan portfolio and to take proprietary trading positions. The fair values of these derivatives typically are based on related credit spreads.

Interest rate lock commitments, as well as commitments to buy or sell mortgage loans, that we intend to sell are considered free-standing derivatives. Our interest rate exposure on certain commercial and residential mortgage interest rate lock commitments as well as commercial and residential mortgage loans held for sale is economically hedged with total rate of return swaps, pay-fixed interest rate swaps, credit derivatives and forward sales agreements. These contracts mitigate the impact on earnings of exposure to a certain referenced interest rate. The fair value of loan commitments is based on the estimated fair value of the underlying loan and the probability that the loan will fund within the terms of the commitment. The fair value of the loan commitment also takes into account the fair value of the embedded servicing right.

Basis swaps are agreements involving the exchange of payments, based on notional amounts, of two floating rate financial instruments denominated in the same currency, one tied to one reference rate and the other tied to a second reference rate (e.g., swapping payments tied to

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one-month LIBOR for payments tied to three-month LIBOR). We use these contracts to mitigate the impact on earnings of exposure to a certain referenced interest rate.

To accommodate customer needs, we also enter into financial derivative transactions primarily consisting of interest rate swaps, interest rate caps and floors, swaptions, and foreign exchange and equity contracts. We primarily manage our market risk exposure from customer positions through transactions with third-party dealers. The credit risk associated with derivatives executed with customers is essentially the same as that involved in extending loans and is subject to normal credit policies. We may obtain collateral based on our assessment of the customer's credit quality.

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Free-standing derivatives also include positions we take based on market expectations or to benefit from price differentials between financial instruments and the market based on stated risk management objectives. For derivatives not designated as an accounting hedge, the gain or loss is recognized in noninterest income.

Derivative Counterparty Credit Risk

By purchasing and writing derivative contracts we are exposed to credit risk if the counterparties fail to perform. We seek to minimize credit risk through credit approvals, limits, monitoring procedures and collateral requirements. We generally enter into transactions with counterparties that carry high quality credit ratings. Nonperformance risk including credit risk is included in the determination of the estimated net fair value.

We enter into risk participation agreements to share some of the credit exposure with other counterparties related to interest rate derivative contracts or to take on credit exposure to generate revenue. We will make/receive payments under these guarantees if a customer defaults on its obligation to perform under certain credit agreements. Risk participation agreements are included in the derivatives table that follows. We determine that we meet our objective of reducing credit risk associated with certain counterparties to derivative contracts when the participation agreements share in their proportional credit losses of those counterparties.

We generally have established agreements with our major derivative dealer counterparties that provide for exchanges of marketable securities or cash to collateralize either party's positions. At September 30, 2009, we held cash, which is included in other borrowed funds and interest-bearing deposits on our Consolidated Balance Sheet, US government securities and mortgage-backed securities with a total of \$601 million under these agreements. We pledged cash, which is included in short-term investments on our Consolidated Balance Sheet of \$899 million under these agreements.

Contingent Features

Some of PNC's derivative instruments contain provisions that require PNC's debt to maintain an investment grade credit rating from each of the major credit rating agencies. If PNC's debt ratings were to fall below investment grade, it would be in violation of these provisions, and the counterparties to the derivative instruments could request immediate payment or demand immediate and ongoing full overnight collateralization on derivative instruments in net liability positions. The aggregate fair value of all derivative instruments with credit-risk-related contingent features that were in a liability position on September 30, 2009, is \$1.2 billion for which PNC had posted collateral of \$813 million in the normal course of business. The maximum amount of collateral PNC would have been required to post if the credit-risk-related contingent features underlying these agreements had been triggered on September 30, 2009, would be an additional \$383 million.

Total notional or contractual amounts and estimated net fair value for derivatives follow:

| | Asset Derivatives | | | | Liability Derivatives | | | |
|---|---------------------------------|-------------------|---------------------------------|-------------------|---------------------------------|-------------------|---------------------------------|-------------------|
| | September 30, 2009 | | December 31, 2008 | | September 30, 2009 | | December 31, 2008 | |
| | Notional/ Contract Amount | Fair Value (a) | Notional/ Contract Amount | Fair Value (a) | Notional/ Contract Amount | Fair Value (b) | Notional/ Contract Amount | Fair Value (b) |
| In millions | | | | | | | | |
| Derivatives designated as hedging instruments under GAAP | | | | | | | | |
| Interest rate contracts: | | | | | | | | |
| Cash flow hedges | \$ 6,681 | \$ 61 | \$ 5,618 | \$ 527 | \$ 5,910 | \$ 45 | | |
| Fair value hedges | 14,547 | 978 | 8,975 | 889 | | | \$ 913 | \$ 1 |
| Total | \$ 21,228 | \$ 1,039 | \$ 14,593 | \$ 1,416 | \$ 5,910 | \$ 45 | \$ 913 | \$ 1 |

Derivatives not designated as hedging instruments under GAAP

| | | | | | | | | |
|-------------------------------|-------------------|-----------------|-------------------|-----------------|-------------------|-----------------|------------------|-----------------|
| Interest rate contracts | \$ 173,919 | \$ 3,639 | \$ 132,827 | \$ 6,351 | \$ 114,109 | \$ 3,646 | \$ 88,724 | \$ 5,573 |
| Foreign exchange contracts | 4,922 | 139 | 4,272 | 331 | 4,452 | 134 | 4,749 | 323 |
| Equity contracts | 185 | 28 | 520 | 72 | 187 | 29 | 503 | 76 |
| Credit contracts: | | | | | | | | |
| Credit default swaps | 1,081 | 92 | 1,936 | 287 | 748 | 27 | 1,001 | 82 |
| Risk participation agreements | 1,546 | 5 | 1,350 | 3 | 1,821 | 4 | 1,940 | 3 |
| Other contracts | | | 438 | 44 | 211 | 243 | | |
| Total | \$ 181,653 | \$ 3,903 | \$ 141,343 | \$ 7,088 | \$ 121,528 | \$ 4,083 | \$ 96,917 | \$ 6,057 |
| Total derivatives | \$ 202,881 | \$ 4,942 | \$ 155,936 | \$ 8,504 | \$ 127,438 | \$ 4,128 | \$ 97,830 | \$ 6,058 |

(a) Included in Other Assets on the Consolidated Balance Sheet.

(b) Included in Other Liabilities on the Consolidated Balance Sheet.

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Gains (losses) on derivative instruments and related hedged items follow:

Derivatives Designated in GAAP Hedge Relationships Fair Value Hedges

| In millions | Hedged Items | Location | Gain | Gain | Gain | Gain |
|-------------------------|-----------------------------------|-----------------------------------|--------------------|--------------------|--------------------|--------------------|
| | | | (Loss) | (Loss) on | (Loss) | (Loss) on |
| | | | on | Related | on | Related |
| | | | Derivatives | Hedged | Derivatives | Hedged |
| | | | Recognized | Items | Recognized | Items |
| | | | in | Recognized | in | Recognized |
| | | | Income | in Income | Income | in Income |
| | | | Three Months | Three Months | Three Months | Three Months |
| | | | Ended | Ended | Ended | Ended |
| | | | September 30, 2009 | September 30, 2009 | September 30, 2009 | September 30, 2009 |
| | | | Amount | Amount | Amount | Amount |
| Interest rate contracts | Federal Home Loan Bank borrowings | Borrowed funds (interest expense) | \$ (27) | \$ 27 | \$ (81) | \$ 83 |
| Interest rate contracts | Subordinated debt | Borrowed funds (interest expense) | 85 | (89) | (311) | 275 |
| Interest rate contracts | Bank notes and senior debt | Borrowed funds (interest expense) | 53 | (50) | 27 | (22) |
| Total | | | \$ 111 | \$ (112) | \$ (365) | \$ 336 |

Derivatives Designated in GAAP Hedge Relationships Cash Flow Hedges

| In millions | Gain (Loss) on Derivatives Recognized in OCI (Effective Portion) | Location | Gain (Loss) Reclassified from Accumulated OCI into Income (Effective Portion) (a) | | Gain (Loss) Recognized in Income on Derivatives, Ineffective Portion and Amount Excluded from Effectiveness Testing | |
|-------------------------|--|-----------------|---|--------|---|--------|
| | | | Amount | Amount | Location | Amount |
| Interest rate contracts | \$ 367 | Interest income | \$ 232 | | Noninterest income | \$ |

(a) Total includes \$87 million for the three months ended September 30, 2009.

Derivatives Not Designated as Hedging Instruments

| In millions | Gain (Loss) on Derivatives Recognized in Noninterest Income | Three Months Ended | Nine Months Ended |
|----------------------------|---|--------------------|--------------------|
| | | September 30, 2009 | September 30, 2009 |
| Interest rate contracts | | \$ 142 | \$ 116 |
| Foreign exchange contracts | | 23 | 56 |
| Equity contracts | | 4 | 2 |
| Credit contracts | | (36) | (49) |
| Other contracts | | (87) | (146) |
| Total | | \$ 46 | \$ (21) |

We write caps and floors for customers, risk management and proprietary trading purposes. At September 30, 2009, the fair value of the written caps and floors liability on our Consolidated Balance Sheet was \$15 million. Our ultimate obligation under written options is based on future market conditions and is only quantifiable at settlement. We manage our market risk exposure from customer positions through transactions with third-party dealers.

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We enter into single name and index traded credit default swaps under which we buy loss protection from or sell loss protection to a counterparty for the occurrence of a credit event of a referenced entity. The fair value of the contracts sold on our Consolidated Balance Sheet was a net liability of \$17 million at September 30, 2009 compared to \$80 million at December 31, 2008. The maximum amount we would be

required to pay under the credit default swaps in which we sold protection, assuming all reference obligations experience a credit event at a total loss, without recoveries, was \$587 million at September 30, 2009 compared to \$955 million at December 31, 2008.

CREDIT DEFAULT SWAPS

| September 30, 2009 | Notional amount | Estimated net fair value | Weighted- Average Remaining Maturity In Years |
|--|--------------------|--------------------------------|---|
| Dollars in millions | | | |
| <i>Credit Default Swaps Guarantees</i> | | | |
| Single name | \$ 85 | \$ (4) | 3.43 |
| Index traded | 502 | (13) | 6.09 |
| Total (a) | \$ 587 | \$ (17) | 5.70 |
| <i>Credit Default Swaps Beneficiaries</i> | | | |
| Single name | \$ 713 | \$ 7 | 3.50 |
| Index traded | 529 | 75 | 33.69 |
| Total (b) | \$ 1,242 | \$ 82 | 16.36 |
| Total (c) | \$ 1,829 | \$ 65 | 12.94 |

(a) Includes \$537 million notional of investment grade credit default swaps with a rating of Baa3 or above and \$50 million notional of subinvestment grade based on published rating agency information.

(b) Includes \$1.0 billion notional of investment grade credit default swaps with a rating of Baa3 or above and \$195 million notional of subinvestment grade based on published rating agency information.

(c) The referenced/underlying assets for these credit default swaps is approximately 69% corporate debt, 27% commercial mortgage-backed securities and 4% related to loans.

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| December 31, 2008 | Notional amount | Estimated net fair value | Weighted-Average Remaining Maturity In Years |
|--|-----------------|--------------------------|--|
| Dollars in millions | | | |
| <i>Credit Default Swaps Guarantees</i> | | | |
| Single name | \$ 278 | \$ (38) | 3.84 |
| Index traded | 677 | (42) | 4.84 |
| Total (a) | \$ 955 | \$ (80) | 4.54 |
| <i>Credit Default Swaps Beneficiaries</i> | | | |
| Single name | \$ 974 | \$ 84 | 3.82 |
| Index traded | 1,008 | 201 | 31.82 |
| Total (b) | \$ 1,982 | \$ 285 | 18.06 |
| Total (c) | \$ 2,937 | \$ 205 | 13.67 |

(a) Includes \$883 million notional of investment grade credit default swaps with a rating of Baa3 or above and \$72 million notional of subinvestment grade based on published rating agency information.

(b) Includes \$1.7 billion notional of investment grade credit default swaps with a rating of Baa3 or above and \$263 million notional of subinvestment grade based on published rating agency information.

(c) The referenced/underlying assets for these credit default swaps is approximately 70% corporate debt, 27% commercial mortgage-backed securities and 3% related to loans.

We have also entered into various contingent performance guarantees through credit risk participation agreements sold

with terms ranging from less than one year to 22 years. As of September 30, 2009 the notional amount of risk participation agreements sold was \$1.8 billion with a weighted average remaining maturity of 2 years compared to December 31, 2008 of \$1.9 billion and 3 years, respectively. The fair value of these agreements as of September 30, 2009 on our Consolidated Balance Sheet was a net liability of \$4 million compared to December 31, 2008 of \$3 million. Based on the Corporation's internal risk rating process, 94% of the notional amount of the risk participation agreements sold outstanding had underlying swap counterparties with internal credit ratings of pass, indicating the expected risk of loss is currently low, while 6% had underlying swap counterparties with internal risk ratings below pass, indicating a higher degree of risk of default, compared to December 31, 2008 of 98% and 2%, respectively. We will be required to make payments under these guarantees if a customer defaults on its obligation to perform under certain credit agreements with third parties. Assuming all underlying swap counterparties defaulted, the maximum potential exposure from these agreements as of September 30, 2009 would be \$94 million based on the fair value of the underlying swaps compared with December 31, 2008 of \$128 million.

Table of Contents**NOTE 14 EARNINGS PER SHARE**

The following table sets forth basic and diluted earnings per common share calculations:

| In millions, except share and per share data | Three months ended September 30 | | Nine months ended September 30 | |
|--|------------------------------------|---------|-----------------------------------|----------|
| | 2009 | 2008 | 2009 | 2008 |
| Basic | | | | |
| Net income | \$ 559 | \$ 259 | \$ 1,296 | \$ 1,160 |
| Less: | | | | |
| Net income (loss) attributable to noncontrolling interests | (20) | 11 | (7) | 30 |
| Dividends distributed to common shareholders | 46 | 227 | 382 | 668 |
| Dividends distributed to preferred shareholders | 99 | | 269 | |
| Dividends distributed to nonvested restricted shares | | 1 | 1 | 4 |
| Preferred stock discount accretion | 13 | | 42 | |
| Undistributed net income | \$ 421 | \$ 20 | \$ 609 | \$ 458 |
| Percentage of undistributed income allocated to common shares | 99.7% | 99.5% | 99.7% | 99.5% |
| Undistributed income allocated to common shares | \$ 419 | \$ 20 | \$ 607 | \$ 456 |
| Plus common dividends | 46 | 227 | 382 | 668 |
| Net income attributable to basic common shares | \$ 465 | \$ 247 | \$ 989 | \$ 1,124 |
| Basic weighted-average common shares outstanding | 459,632 | 345,049 | 451,417 | 342,780 |
| Basic earnings per common share | \$ 1.01 | \$.72 | \$ 2.19 | \$ 3.28 |
| Diluted | | | | |
| Net income attributable to basic common shares | \$ 465 | \$ 247 | \$ 989 | \$ 1,124 |
| Less: BlackRock common stock equivalents | 5 | 6 | 9 | 11 |
| Net income attributable to diluted common shares | \$ 460 | \$ 241 | \$ 980 | \$ 1,113 |
| Basic weighted average common shares outstanding | 459,632 | 345,049 | 451,417 | 342,780 |
| Weighted-average common shares to be issued: | | | | |
| Convertible preferred stock | 537 | 562 | 538 | 570 |
| Convertible debentures | | | | 1 |
| Stock options (a) | 460 | 1,356 | 219 | 1,193 |
| Warrants (b) | | | | |
| Other performance awards | 300 | 281 | 281 | 280 |
| Diluted weighted-average common shares outstanding | 460,929 | 347,248 | 452,455 | 344,824 |
| Diluted earnings per common share | \$ 1.00 | \$.70 | \$ 2.17 | \$ 3.23 |
| (a) Excludes stock options considered to be anti-dilutive (in thousands) | 15,440 | 5,129 | 16,060 | 6,029 |
| (b) Excludes warrants considered to be anti-dilutive (in thousands) | 21,929 | | 21,929 | |

Basic earnings per share is calculated using the two-class method to determine income attributable to common stockholders. The two-class method requires undistributed earnings for the period, which represents net income less common and participating security dividends (if applicable) declared or paid, to be allocated between the common and participating security stockholders based upon their respective rights to receive dividends. Participating securities include unvested restricted shares that contain nonforfeitable rights to dividends. Income attributable to common stockholders is then divided by the weighted-average common shares outstanding for the period.

Diluted earnings per common share takes into consideration common stock equivalents issuable pursuant to convertible preferred stock, convertible debentures, warrants, unexercised stock options and unvested shares/units. Diluted earnings per common share is calculated under the more dilutive of either the treasury method or the two class method.

Table of Contents**NOTE 15 TOTAL EQUITY AND OTHER COMPREHENSIVE INCOME**

Activity in total equity for the first nine months of 2009 follows. The par value of our preferred stock outstanding at September 30, 2009 totaled less than \$.5 million and, therefore, is excluded from the table.

| In millions, except per share data | Shares Outstanding | | Shareholders' Equity | | | Retained Earnings | Accumulated Other Comprehensive Income (Loss) | Treasury Stock | Noncontrolling Interests | Total Equity |
|---|--------------------|-----------------|---------------------------------|---------------------------------|------------------|-------------------|---|-----------------|--------------------------|--------------|
| | Common Stock | Common Stock | Capital Surplus Preferred Stock | Capital Surplus and Other Stock | Common Stock | | | | | |
| Balance at December 31, 2008 | 443 | \$ 2,261 | \$ 7,918 | \$ 8,328 | \$ 11,461 | \$ (3,949) | \$ (597) | \$ 2,226 | \$ 27,648 | |
| Cumulative effect of adopting FASB ASC 320-10 | | | | | 110 | (110) | | | | |
| Balance at January 1, 2009 | 443 | 2,261 | 7,918 | 8,328 | 11,571 | (4,059) | (597) | 2,226 | 27,648 | |
| Net income | | | | | 1,303 | | | (7) | 1,296 | |
| Other comprehensive income (loss), net of tax | | | | | | | | | | |
| Other-than-temporary impairment losses on debt securities | | | | | | | (589) | | (589) | |
| Net unrealized securities gains | | | | | | 2,768 | | | 2,768 | |
| Net unrealized losses on cash flow hedge derivatives | | | | | | | (129) | | (129) | |
| Pension, other postretirement and postemployment benefit plan adjustments | | | | | | | 48 | | 48 | |
| Other | | | | | | | 14 | | 14 | |
| Comprehensive income | | | | | | | | (7) | 3,408 | |
| Cash dividends declared | | | | | | | | | | |
| Common (\$.86 per share) | | | | | | (384) | | | (384) | |
| Preferred | | | | | | (269) | | | (269) | |
| Preferred stock discount accretion | | | 42 | | | (42) | | | | |
| Supervisory Capital Assessment Program issuance | 15 | 75 | | 549 | | | | | 624 | |
| Common stock activity | 3 | 12 | | 84 | | | | | 96 | |
| Treasury stock activity (a) | | | | (151) | | | 125 | | (26) | |
| Other | | | | 50 | | | | 516 | 566 | |
| Balance at September 30, 2009 | 461 | \$ 2,348 | \$ 7,960 | \$ 8,860 | \$ 12,179 | \$ (1,947) | \$ (472) | \$ 2,735 | \$ 31,663 | |

Comprehensive loss for the first nine months of 2008 was \$953 million.

A summary of the components of the change in accumulated other comprehensive income (loss) follows:

Nine months ended September 30, 2009

| In millions | Pretax | Tax (Expense) Benefit | After-tax |
|---|----------|-----------------------|-----------|
| Change in net unrealized securities losses: | | | |
| Decrease in net unrealized losses on securities held at period end | \$ 4,541 | \$ (1,666) | \$ 2,875 |
| Less: Net gains realized in net income (b) | 169 | (62) | 107 |
| Change in net unrealized securities losses | 4,372 | (1,604) | 2,768 |
| Cumulative effect of adopting FASB ASC 320-10 | (174) | 64 | (110) |
| Net increase in other-than-temporary impairment losses on debt securities | (933) | 344 | (589) |
| Change in other-than-temporary impairment losses on debt securities | (1,107) | 408 | (699) |
| Change in net unrealized gains on cash flow hedge derivatives: | | | |
| Decrease in net unrealized gains on cash flow hedge derivatives | (84) | 31 | (53) |
| Less: Net gains realized in net income | 120 | (44) | 76 |
| Change in net unrealized gains on cash flow hedge derivatives | (204) | 75 | (129) |
| Change in pension, other postretirement and postemployment benefit plan adjustments | 75 | (27) | 48 |

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| | | | |
|---|----------|------------|----------|
| Change in other, net | 39 | (25) | 14 |
| Change in other comprehensive income (loss) | \$ 3,175 | \$ (1,173) | \$ 2,002 |

The accumulated balances related to each component of other comprehensive income (loss) are as follows:

| In millions | September 30, 2009 | | December 31, 2008 | |
|---|--------------------|------------|-------------------|------------|
| | Pretax | After-tax | Pretax | After-tax |
| Net unrealized securities losses | \$ (1,360) | \$ (858) | \$ (5,732) | \$ (3,626) |
| Other-than-temporary impairment losses on debt securities | (1,107) | (699) | | |
| Net unrealized gains on cash flow hedge derivatives | 388 | 245 | 592 | 374 |
| Pension, other postretirement and postemployment benefit plan adjustments | (980) | (619) | (1,055) | (667) |
| Other, net | (39) | (16) | (78) | (30) |
| Accumulated other comprehensive loss | \$ (3,098) | \$ (1,947) | \$ (6,273) | \$ (3,949) |

(a) Net treasury stock activity totaled less than .5 million shares.

(b) The pretax amount represents net unrealized gains at December 31, 2008 that were realized in 2009 when the related securities were sold. This amount differs from net gains on sales of securities included in the Consolidated Income Statement primarily because it does not include gains or losses realized on securities that were purchased and then sold during 2009.

Table of Contents**TARP WARRANT**

As previously disclosed in our 2008 Form 10-K, on December 31, 2008, we issued \$7.6 billion of Fixed Rate Cumulative Perpetual Preferred Stock, Series N, to the US Treasury under the US Treasury's Troubled Asset Relief Program (TARP) Capital Purchase Program, together with a warrant to purchase shares of common stock of PNC.

The proceeds from the issuance of the preferred stock to the US Treasury were allocated based on the relative fair value of the warrant as compared to the fair value of the preferred stock. The fair value of the warrant was determined using a Black-Scholes valuation model. The model incorporates assumptions regarding our common stock price, dividend yield, stock price volatility, as well as assumptions regarding the risk-free interest rate. Using this model, the warrant was valued at \$304 million at December 31, 2008 and was included in Capital surplus common stock and other on our Consolidated Balance Sheet.

The fair value of the preferred stock was determined based on assumptions regarding the discount rate (market rate) on the preferred stock, which was estimated to be approximately 13%. The discount on the preferred stock is being accreted to par value using a constant effective yield of 6% over a five-year period, which was the expected life of the preferred stock at issuance. The accretion of discount on these shares increased Capital surplus preferred stock and reduced Retained earnings on our Consolidated Balance Sheet by approximately \$40 million at September 30, 2009.

NOTE 16 SUMMARIZED FINANCIAL INFORMATION OF BLACKROCK

As required by SEC Regulation S-X, summarized consolidated financial information of BlackRock follows.

| In millions | Nine months ended Sept. 30 | |
|---|-------------------------------|----------|
| | 2009 | 2008 |
| Total revenue | \$ 3,156 | \$ 4,000 |
| Total expenses | 2,267 | 2,745 |
| Operating income | 889 | 1,255 |
| Non-operating income (expense) | (24) | (165) |
| Income before income taxes | 865 | 1,090 |
| Income tax expense | 225 | 394 |
| Net income | 640 | 696 |
| Less: net income (loss) attributable to non-controlling interests | 21 | (36) |