

**OFFICE OF THRIFT SUPERVISION**

**Notice of Establishment of Branch Offices  
and Relocation of Home Office**

**Order No. 97-64**

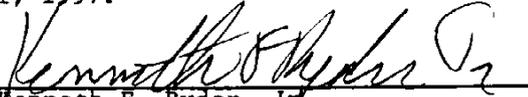
**Date: July 1, 1997**

PNC Bank, FSB, Vero Beach, Florida ("PNC"), has filed a notice (the "Notice") with the Office of Thrift Supervision ("OTS"), under 12 C.F.R. §§ 545.92, 545.95 and 556.5, for the relocation of its home office from Vero Beach, Florida to Pittsburgh, Pennsylvania, and to establish up to 51 branch offices within certain American Automobile Association club offices as provided in the Notice materials.

The OTS has considered the Notice, together with certain representations and undertakings submitted in support thereof, and has determined that the relocation of its home office and the establishment of the proposed branch offices at the locations listed in the Notice would be in compliance with the standards set forth in 12 U.S.C. § 1464(r) and 12 C.F.R. §§ 545.92, 545.95 and 556.5. Accordingly, based upon the foregoing and in reliance upon the representations and undertakings submitted with the Notice, the OTS takes no objection to the Notice, provided that:

1. The relocation of PNC's home office and the proposed branch offices are established within 24 months from the date of this Order; and
2. Following the opening of each branch office, the Northeast Regional Office shall be notified of its date of opening and exact location.

By Order of the Director of the Office of Thrift Supervision, or his designee, effective July 1, 1997.

  
Kenneth F. Ryder, Jr.  
Executive Director, Research & Analysis