

NATIONAL CITY CORP
Form 425
October 30, 2008

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

October 24, 2008

Date of Report (Date of earliest event reported)

THE PNC FINANCIAL SERVICES GROUP, INC.

(Exact name of registrant as specified in its charter)

Commission File Number 001-09718

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)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement.

On October 24, 2008, The PNC Financial Services Group, Inc. (PNC) and National City Corporation (National City), entered into an Agreement and Plan of Merger, dated as of October 24, 2008 (the Merger Agreement), pursuant to which National City will, subject to the terms and conditions of the Merger Agreement, merge (the Merger) with and into PNC, with PNC continuing as the surviving company.

Subject to the terms and conditions of the Merger Agreement, which has been approved by the Boards of Directors of both companies, if the Merger is completed, each share of National City common stock will be converted into 0.0392 (the Exchange Ratio) of a share of PNC common stock. Preferred stock of National City will be exchanged for preferred stock of PNC having substantially identical terms. In addition, as of the consummation of the Merger, outstanding National City stock options and other stock-based awards will be converted into stock options and other stock-based awards with respect to shares of PNC common stock, with adjustments to reflect the Exchange Ratio.

The Merger Agreement, included in this Report as Exhibit 2.1, contains (a) customary representations and warranties of National City and PNC, including, among others, with respect to: corporate organization, capitalization, corporate authority, third party and governmental consents and approvals, reports and regulatory matters, financial statements, broker's fees, absence of certain changes, compliance with law and information to be supplied for inclusion in the joint proxy statement/prospectus; and additional customary representations by National City, including with respect to: inapplicability of state takeover laws, employee matters, and receipt of a fairness opinion with respect to the merger consideration; (b) covenants of National City and PNC to conduct their respective businesses in the ordinary course until the Merger is completed; and (c) covenants of National City and PNC not to take certain actions during such period. National City has also agreed not to (i) solicit proposals relating to alternative business combination transactions or (ii) subject to certain exceptions, enter into discussions concerning, or provide confidential information in connection with, any proposals for alternative business combination transactions.

The representations and warranties of each party set forth in the Merger Agreement have been made solely for the benefit of the other party to the Merger Agreement. In addition, such representations and warranties (a) have been qualified by confidential disclosures made to the other party in connection with the Merger Agreement, (b) will not survive consummation of the Merger and cannot be the basis for any claims under the Merger Agreement by the other party after termination of the Merger Agreement except as a result of a knowing breach as of the date of the Merger Agreement, (c) are subject to the certain materiality qualifications which may differ from what may be viewed as material by investors, (d) were made only as of the date of the Merger Agreement or such other date as is specified in the Merger Agreement, and (e) may have been included in the Merger Agreement for the purpose of allocating risk between PNC and National City

rather than establishing matters as facts. Accordingly, the Merger Agreement is included with this filing only to provide investors with information regarding the terms of the Merger Agreement, and not to provide investors with any other factual information regarding the parties or their respective businesses. The Merger Agreement should not be read alone, but should instead be read in conjunction with the other information regarding the companies and the Merger that will be contained in, or incorporated by reference into, the joint proxy statement/prospectus that the parties will be filing in connection with the Merger, as well as in the Forms 10-K, Forms 10-Q and other filings that each of PNC and National City make with the Securities and Exchange Commission (SEC).

The Board of Directors of PNC has adopted a resolution recommending approval of the issuance of PNC common stock in the Merger by its shareholders and PNC has agreed to submit a proposal for such issuance to its shareholders for consideration. The Board of Directors of National City has adopted a resolution recommending approval of the Merger and adoption by its stockholders and National City has agreed to submit the Merger Agreement to its stockholders for consideration.

Consummation of the Merger is subject to certain customary conditions, including, among others, approval of the stockholders of both PNC and National City, governmental filings and regulatory approvals and expiration of applicable waiting periods, accuracy of the representations and warranties of the other party (generally subject to a material adverse effect standard), and material compliance by the other party with its obligations under the Merger Agreement.

The Merger Agreement contains certain termination rights for National City and PNC, as the case may be, applicable upon: final, non-appealable denial of required regulatory approvals; the first anniversary of the date of the Merger Agreement if the Merger has not been completed by that time; a breach by the other party that is not or cannot be cured within 60 days notice of such breach if such breach would result in a failure of the conditions to closing set forth in the Merger Agreement; by either PNC or National City if the other's shareholders fail to approve the transaction by the required vote and the terminating party's Board of Directors determines in good faith by a majority vote that the other party has substantially engaged in bad faith in breach of its obligations under the Merger Agreement to negotiate a restructuring of the transaction (it being understood that neither party shall have any obligation to alter or change the amount or kind of the merger consideration) and to resubmit the transaction to such party's shareholders for approval; or a failure by the Board of Directors of National City to recommend the Merger to its stockholders or a recommendation by the Board of Directors of National City to National City's stockholders of an alternative business combination transaction.

The foregoing description of the Merger and the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement, which is attached hereto as Exhibit 2.1, and is incorporated into this report by reference.

Stock Option Agreement

In connection with the Merger Agreement, National City has granted to PNC an irrevocable option (the Option) to purchase, under certain circumstances, up to 19.9% of National City's outstanding common shares at a price, subject to certain adjustments, of \$2.75 per share (the Stock Option Agreement). A copy of the Stock Option Agreement is attached as Exhibit 99.1 hereto and is incorporated herein by reference, and the description of the Stock Option Agreement set forth herein is qualified in its entirety by reference to such Exhibit.

Additional Information and Where to Find It

The proposed Merger will be submitted to National City's and PNC's shareholders for their consideration. PNC will file a registration statement with the SEC, which will include a joint proxy statement/prospectus, and each of National City and PNC may file other relevant documents concerning the proposed Merger. Shareholders and other investors are urged to read the registration statement and the joint proxy statement/prospectus when they become available, as well as any other relevant documents concerning the proposed Merger filed with the SEC (and any amendments or supplements to those documents), because they will contain important information. You will be able to obtain a free copy of the registration statement and the joint proxy statement/prospectus, as well as other filings containing information about National City and PNC, at the SEC's website (<http://www.sec.gov>) and at the companies' respective websites, www.nationalcity.com/investorrelations and www.pnc.com/secfilings. Copies of the joint proxy statement/prospectus and the SEC filings that will be incorporated by reference in the joint proxy statement/prospectus can also be obtained, free of charge, by directing a request to Jill Hennessey, National City Corporation, Senior Vice President, Investor Relations, Department 2229, P.O. Box 5756, Cleveland, OH 44101-0756, (800) 622-4204; or to PNC Financial Services Group, Inc, Shareholder Relations at (800) 843-2206 or via e-mail at investor.relations@pnc.com.

National City and PNC and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the shareholders of National City in connection with the proposed Merger. Information about the directors and executive officers of National City is set forth in the proxy statement for National City's 2008 annual meeting of shareholders, as filed with the SEC on a Schedule 14A on March 7, 2008. Information about the directors and executive officers of PNC is set forth in the proxy statement for PNC's 2008 annual meeting of shareholders, as filed with the SEC on a Schedule 14A on March 28, 2008. Additional information regarding the interests of those participants and other persons who may be deemed participants in the Merger may be obtained by reading the joint proxy statement/prospectus regarding the proposed Merger when it becomes available. You may obtain free copies of these documents as described in the preceding paragraph.

Item 8.01 Other Events

Effective October 28, 2008, Market Street Funding LLC (Market Street) was approved to participate in the Commercial Paper Funding Facility (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 April 30, 2009.

Market Street is a multi-seller asset-backed commercial paper conduit that is owned by an independent third party. As previously disclosed in our public filings, PNC Bank, National Association provides certain administrative services, a portion of the program-level credit enhancement and 99% of liquidity facilities to Market Street in exchange for fees negotiated based on market rates.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

2.1 Agreement and Plan of Merger, dated as of October 24, 2008, between The PNC Financial Services Group, Inc. and National City Corporation

99.1 Option Agreement, dated as of October 24, 2008, between The PNC Financial Services Group, Inc. and National City Corporation

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

THE PNC FINANCIAL SERVICES GROUP, INC.

October 30, 2008

By: /s/ Samuel R. Patterson
Samuel R. Patterson
Controller

EXHIBIT INDEX

Number	Description	Method of Filing
2.1	Agreement and Plan of Merger, dated as of October 24, 2008, between The PNC Financial Services Group, Inc. and National City Corporation	Filed herewith
99.1	Option Agreement, dated as of October 24, 2008, between The PNC Financial Services Group, Inc. and National City Corporation	Filed herewith
