

PNC FUNDING CORP
Form FWP
March 30, 2009

Filed Pursuant to Rule 433
Registration Nos. 333-139912
333-139912-01

PNC FUNDING CORP

\$1,000,000,000 FLOATING RATE SENIOR NOTES DUE APRIL 1, 2012

Unconditionally Guaranteed by
The PNC Financial Services Group, Inc.

AND

**GUARANTEED UNDER THE FDIC'S
TEMPORARY LIQUIDITY GUARANTEE PROGRAM**

Issuer: PNC Funding Corp

Guarantor: The PNC Financial Services Group, Inc. and the Federal Deposit Insurance Corporation (the FDIC).

Security: Floating Rate Senior Notes due April 1, 2012.

Guarantee: The Notes are guaranteed by The PNC Financial Services Group, Inc.
The Notes are also guaranteed under the FDIC's Temporary Liquidity Guarantee Program and are backed by the full faith and credit of the United States.
The details of the FDIC guarantee are provided in the FDIC's regulations, 12 CFR Part 370, and at the FDIC's website, www.fdic.gov/tlgp. The expiration date of the FDIC's guarantee is the earlier of the maturity date of the debt or June 30, 2012.

Expected Security Ratings: Aaa / AAA / AAA (Moody's / S&P / Fitch)

Trade Date: March 30, 2009

Settlement Date: March 31, 2009 (T+1 day)

Maturity: April 1, 2012

Principal Amount: US\$1,000,000,000

Price to Investors: 100%

Interest Rate Index: Three-month USD-BBA-LIBOR; Reuters Screen LIBOR01 Page.

Re-offer Spread to Index: +20 bps

Net Proceeds to the Issuer (before expenses and FDIC fee): US\$997,000,000

Interest Payment Dates: Quarterly in arrears on July 1, October 1, January 1 and April 1 of each year, commencing on July 1, 2009 to and including the maturity date.

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Day Count: Actual/360

Interest Determination Date: The second London Business Day preceding each Interest Reset Date.

Minimum Denomination / Multiples: \$2,000 / multiples of \$1,000 in excess thereof.

Optional Redemption: Upon the occurrence of certain tax events.

CUSIP/ISIN: 69351CAD5 / US69351CAD56

Joint Book-Running Managers: Citigroup Global Markets Inc.

J.P. Morgan Securities Inc.

Co-Manager:

PNC Capital Markets LLC

PNC Funding Corp and The PNC Financial Services Group, Inc. have filed a registration statement (including a prospectus and preliminary prospectus supplement) with the SEC for the offering to which this communication relates. Before you invest, you should read each of these documents and the other documents filed with the SEC and incorporated by reference in such documents for more complete information about PNC Funding Corp, The PNC Financial Services Group, Inc. and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, you may obtain a copy of these documents by calling Citigroup Global Markets Inc. collect at 1-877-858-5407 or J.P. Morgan Securities Inc. collect at 1-212-834-4533.