

PNC FINANCIAL SERVICES GROUP, INC.  
Form FWP  
March 06, 2012

Filed Pursuant to Rule 433  
Registration Nos. 333-164364  
333-164364-01  
March 5, 2012

**PNC Funding Corp**

**\$1,000,000,000 3.30% Senior Notes due March 8, 2022**

Unconditionally Guaranteed by

The PNC Financial Services Group, Inc.

**Summary of Terms for Issuance**

|                                        |                                                                                                                                                                                                                          |
|----------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Issuer:</b>                         | PNC Funding Corp                                                                                                                                                                                                         |
| <b>Guarantor:</b>                      | The PNC Financial Services Group, Inc.                                                                                                                                                                                   |
| <b>Security:</b>                       | 3.30% Senior Notes due March 8, 2022                                                                                                                                                                                     |
| <b>Ranking:</b>                        | Senior                                                                                                                                                                                                                   |
| <b>Expected Security Ratings*:</b>     | A3/A-/A+ (Moody s/S&P/Fitch)                                                                                                                                                                                             |
| <b>Principal Amount:</b>               | US\$ 1,000,000,000                                                                                                                                                                                                       |
| <b>Price to Investors:</b>             | 99.444% of face amount                                                                                                                                                                                                   |
| <b>Minimum Denomination/Multiples:</b> | \$2,000 / multiples of \$1,000 in excess thereof                                                                                                                                                                         |
| <b>Trade Date:</b>                     | March 5, 2012                                                                                                                                                                                                            |
| <b>Settlement Date:</b>                | March 8, 2012 (T+3)                                                                                                                                                                                                      |
| <b>Maturity:</b>                       | March 8, 2022                                                                                                                                                                                                            |
| <b>Optional Redemption Date:</b>       | Redeemable, in whole or in part, by the Issuer on or after the 30th day prior to the maturity date at 100% of the principal amount of the Senior Notes, plus accrued and unpaid interest thereon to the redemption date. |
| <b>Coupon:</b>                         | 3.30% per annum                                                                                                                                                                                                          |
| <b>Interest Payment Date(s):</b>       | Semi-annually in arrears on each March 8 and September 8 of each year, commencing September 8, 2012 and ending on the Maturity Date                                                                                      |
| <b>Day Count:</b>                      | 30/360                                                                                                                                                                                                                   |
| <b>Reference Benchmark:</b>            | 2.00% UST due February 15, 2022                                                                                                                                                                                          |
| <b>Reference Benchmark Yield:</b>      | 1.991%                                                                                                                                                                                                                   |
| <b>Spread to Benchmark:</b>            | 137.5 basis points                                                                                                                                                                                                       |
| <b>Re-offer Yield:</b>                 | 3.366%                                                                                                                                                                                                                   |
| <b>CUSIP/ISIN:</b>                     | 693476BN2 / US693476BN25                                                                                                                                                                                                 |
| <b>Joint Book-Running Managers:</b>    | J.P. Morgan Securities LLC                                                                                                                                                                                               |

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Morgan Stanley & Co. LLC

PNC Capital Markets LLC

\* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

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](http://www.sec.gov). Alternatively, you may obtain a copy of these documents by calling Morgan Stanley & Co. LLC toll free at 1-866-718-1649, J.P. Morgan Securities LLC at 1-212-834-4533 or PNC Capital Markets LLC at 412-768-8040.

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