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January 5, 2021

VIA E-Apps

Ms. Meg Johnson
Vice President
Federal Reserve Bank of Cleveland
1455 East Sixth Street
Cleveland, Ohio 44114

Re: Amendment to Application of The PNC Financial Services Group, Inc. and PNC Bancorp, Inc. to Acquire BBVA USA Bancshares, Inc. and/or BBVA USA

Dear Ms. Johnson:

This is an amendment to the application that we submitted to the Board of Governors of the Federal Reserve System on December 29, 2020 (the "Application"), requesting prior approval for The PNC Financial Services Group, Inc. ("PNC") and PNC Bancorp, Inc. ("PNC Bancorp") to acquire BBVA USA Bancshares, Inc. and/or its wholly owned subsidiary bank, BBVA USA, pursuant to sections 3(a)(3) and (5) of the Bank Holding Company Act. An

Ms. Meg Johnson
January 5, 2021
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amended chart of the current directors on the boards of directors of PNC, PNC Bancorp and PNC Bank, National Association is provided in the Appendix to this letter, and is intended to replace the chart on pages 21, 22 and 23 of the main document in the Application. One of the directors of PNC and PNC Bank, Linda R. Medler, was inadvertently omitted from the original chart and is now included in the replacement chart in the Appendix. There are no other changes to the text on pages 21, 22 and 23 of the Application.

If you have any questions about this submission or the Application, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Patricia A. Robinson". The signature is fluid and cursive, with the first name being the most prominent.

Patricia A. Robinson

Attachment

cc:

David Reilly, Office of the Comptroller of the Currency (email)
Mike Hill, Alabama State Banking Department
Mark R. Largent, Texas Department of Banking

(by email)

Gregory B. Jordan, The PNC Financial Services Group, Inc.
Kieran J. Fallon, The PNC Financial Services Group, Inc.
Ursula C. Pfeil, The PNC Financial Services Group, Inc.
Camden W. Williams, The PNC Financial Services Group, Inc.
David A. Shernisky, The PNC Financial Services Group, Inc.
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Nicholas G. Demmo, Wachtell, Lipton, Rosen & Katz
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Ana M. González, Sullivan & Cromwell LLP

APPENDIX

Boards of Directors of PNC, PNC Bancorp and PNC Bank. The current directors of PNC, PNC Bancorp and PNC Bank are set forth below:

Name of Director	Principal Occupation	PNC	PNC Bancorp	PNC Bank
William S. Demchak	Chairman, President and Chief Executive Officer	X		X
Joseph Alvarado	Retired Chairman and Chief Executive Officer of Commercial Metals Company	X		X
Charles E. Bunch	Retired Executive Chairman of PPG Industries, Inc.	X		X
Debra A. Cafaro	Chairman and Chief Executive Officer of Ventas, Inc.	X		X
Marjorie Rodgers Cheshire	President and Chief Operating Officer of A&R Development Corp.	X		X
David L. Cohen	Senior Executive Vice President of Comcast Corporation	X		X
Andrew T. Feldstein	Former Chief Executive Officer and Chief Investment Officer of Blue Mountain Capital Management; former Chief Investment Officer of Assured Guaranty Ltd.	X		X
Richard J. Harshman	Retired Chairman of Allegheny Technologies Incorporated	X		X
Daniel R. Hesse	Former President and Chief Executive Officer of Sprint Corporation	X		X

Name of Director	Principal Occupation	PNC	PNC Bancorp	PNC Bank
Linda R. Medler	Retired Brigadier General, U.S. Air Force; President and Chief Executive Officer, L A Medler & Associates, LLC	X		X
Martin Pfinsgraff	Former Senior Deputy Comptroller for Large Bank Supervision, OCC	X		X
Tony Townes-Whitley	President of U.S. Regulated Industries at Microsoft Corp.	X		X
Michael J. Ward	Former Chairman and chief Executive Officer of CSX Corporation	X		X
Robert Q. Reilly	Chief Financial Officer, PNC		X	X
E William Parsley, III	Chief Operating Officer, PNC			X
Michael P. Lyons	Head, Corporate & Institutional Banking, PNC			X
Janet Pilling Jolles	Senior Vice President & Fiduciary Director, PNC Delaware Trust Company		X	
James A. Hutchinson	Senior Vice President & Market Executive, PNC Asset Management Group		X	