

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

**FORM 10-K**

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
**For the Fiscal Year Ended December 31, 2014**  
or  
 Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Commission File No. 001-35651

**THE BANK OF NEW YORK MELLON CORPORATION**  
*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State or other jurisdiction of  
incorporation or organization)*

**13-2614959**  
*(I.R.S. Employer Identification No.)*

One Wall Street  
New York, New York 10286  
*(Address of principal executive offices)(Zip Code)*  
Registrant's telephone number, including area code -- (212) 495-1784

Securities registered pursuant to Section 12(b) of the Act:

| <u>Title of each class</u>   | <u>Name of each exchange on which registered</u> |
|--|--|
| Common Stock, \$0.01 par value   | New York Stock Exchange                          |
| Depository Shares, each representing 1/4,000 <sup>th</sup> of a share of Series C Noncumulative Perpetual Preferred Stock  | New York Stock Exchange                          |
| 6.244% Fixed-to-Floating Rate Normal Preferred Capital Securities of Mellon Capital IV (Fully and unconditionally guaranteed by The Bank of New York Mellon Corporation) | New York Stock Exchange                          |

Securities registered pursuant to Section 12(g) of the Act:

Title of each class  
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

As of June 30, 2014, the aggregate market value of the registrant's common stock, \$0.01 par value per share, held by nonaffiliates of the registrant was \$42,308,777,365.

As of January 31, 2015, 1,113,892,372 shares of the registrant's common stock, \$0.01 par value per share, were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE  
Portions of the following documents are incorporated by reference in the following parts of this Form 10-K:  
The Bank of New York Mellon Corporation 2015 Proxy Statement-Part III  
The Bank of New York Mellon Corporation 2014 Annual Report to Shareholders-Parts I, II and IV



### *Available Information*

This Form 10-K filed by The Bank of New York Mellon Corporation (“BNY Mellon” or the “Company”) with the Securities and Exchange Commission (the “SEC”) contains the Exhibits listed on the Index to Exhibits beginning on page 17, including those portions of BNY Mellon’s 2014 Annual Report to Shareholders (the “Annual Report”), which are incorporated herein by reference. The Annual Report is, and BNY Mellon’s Proxy Statement for its 2014 Annual Meeting (the “Proxy”) upon filing with the SEC will be, available on our website at [www.bnymellon.com](http://www.bnymellon.com). We also make available, free of charge, on our website BNY Mellon’s annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports as soon as reasonably practicable after we electronically file such materials with, or furnish them to, the SEC pursuant to Section 13(a) of the U.S. Securities Exchange Act of 1934, as amended (the “Exchange Act”). We also make available, free of charge, our earnings materials on our website at [www.bnymellon.com](http://www.bnymellon.com). The following materials are also available, free of charge, on our website at [www.bnymellon.com](http://www.bnymellon.com) under “Investor Relations, Corporate Governance”:

- BNY Mellon’s Code of Conduct, which is applicable to all employees, including BNY Mellon’s senior financial officers;
- BNY Mellon’s Directors’ Code of Conduct, which is applicable to our directors;
- BNY Mellon’s Corporate Governance Guidelines; and
- the Charters of the Audit, Corporate Governance and Nominating, Corporate Social Responsibility, Finance, Human Resources and Compensation, Risk and Technology Committees of the Board of Directors.

The contents of BNY Mellon’s website or any other websites referenced herein are not part of this Form 10-K.

### *Forward-looking Statements*

In this Form 10-K, and other public disclosures of BNY Mellon, words such as “estimate”, “forecast”,

“project”, “anticipate”, “target”, “expect”, “intend”, “continue”, “seek”, “believe”, “plan”, “goal”, “could”, “should”, “may”, “will”, “strategy”, “opportunities”, “trends” and words of similar meaning signify forward-looking statements. Some statements in this document are forward-looking. These include all statements about the usefulness of Non-GAAP measures, the future results of BNY Mellon, our businesses, financial and capital condition, results of operations, goals, strategies, outlook, objectives, expectations (including those regarding regulatory, market, economic or accounting developments, legal proceedings and other contingencies), estimates (including those regarding capital ratios), intentions, targets, opportunities and initiatives.

These forward-looking statements, and other forward-looking statements contained in other public disclosures of BNY Mellon (including those incorporated into this Form 10-K) are based on assumptions that involve risks and uncertainties and that are subject to change based on various important factors (some of which are beyond BNY Mellon’s control), including those factors described in the Annual Report under “Management’s Discussion and Analysis of Financial Condition and Results of Operations (“MD&A”) – Risk Factors.” Actual results may differ materially from those expressed or implied as a result of a number of factors, including those discussed in the “Risk Factors” section of our Annual Report, such as: a technology disruption or information security event that results in a loss of confidential client information or impacts our ability to provide services to our clients; failure to update our technology, develop and market new technology or protect our intellectual property; government regulation and supervision, and recent legislative and regulatory actions; failure to satisfy regulatory standards, including capital adequacy rules; the risks relating to new lines of business, new products and services or strategic project initiatives; failure to attract and retain employees; regulatory actions or litigation; adverse publicity, government scrutiny or other reputational harm; continued litigation and regulatory investigations and proceedings involving our foreign exchange standing instruction program; failure of our risk management framework to be effective; operational risk; failure or circumvention of our controls and procedures; change or uncertainty in monetary, tax and other governmental policies; competition in all aspects of our business; political, economic, legal, operational and other risks inherent

in operating globally; acts of terrorism, natural disasters, pandemics and global conflicts; the risks and uncertainties relating to our strategic transactions; ongoing concerns about the financial stability of some countries in Europe, the failure or instability of any of our significant counterparties in Europe, or a breakup of the Eurozone; continuing uncertainty in financial markets and weakness in the economy generally; continuing low or volatile interest rates; market volatility; write-downs of securities that we own and other losses related to volatile and illiquid market conditions; our dependence on fee-based business for a substantial majority of our revenue and the potential adverse effects of a slowing in market activity, weak financial markets, underperformance and/or negative trends in savings rates or in investment preferences; the impact of decreased cross-border investment activity on our foreign exchange revenues; any material reduction in our credit ratings or the credit ratings of certain of our subsidiaries; the failure or instability of any of our significant counterparties, and our assumption of credit and counterparty risk; credit, regulatory and reputation risks as a result of our tri-party repo collateral agency services; the impact of not effectively managing our liquidity; inadequate reserves for credit losses, including loan reserves; tax law changes or challenges to our tax positions; changes in accounting standards; risks associated with being a holding company, including our dependence on dividends from our subsidiaries; and the impact of provisions of U.S. banking laws and regulations, Delaware law or failure to pay full and timely dividends on our preferred stock on our ability to return capital to shareholders.

All forward-looking statements speak only as of the date on which such statements are made, and BNY Mellon undertakes no obligation to update any statement to reflect events or circumstances after the date on which such forward-looking statement is made or to reflect the occurrence of unanticipated events.

THE BANK OF NEW YORK MELLON CORPORATION

FORM 10-K INDEX

---

**PART I**

|          |                                 |   |
|----------|---------------------------------|---|
| Item 1.  | Business .....                  | 4 |
| Item 1A. | Risk factors .....              | 7 |
| Item 1B. | Unresolved staff comments ..... | 7 |
| Item 2.  | Properties .....                | 7 |
| Item 3.  | Legal proceedings.....          | 8 |
| Item 4.  | Mine safety disclosures .....   | 8 |

**PART II**

|          |  |    |
|----------|--|----|
| Item 5.  | Market for registrant's common equity, related stockholder matters and issuer purchases of equity securities ..... | 9  |
| Item 6.  | Selected financial data .....  | 9  |
| Item 7.  | Management's discussion and analysis of financial condition and results of operations.....                         | 9  |
| Item 7A. | Quantitative and qualitative disclosures about market risk .....   | 9  |
| Item 8.  | Financial statements and supplementary data .....  | 9  |
| Item 9.  | Changes in and disagreements with accountants on accounting and financial disclosure .....                         | 9  |
| Item 9A. | Controls and procedures .....  | 10 |
| Item 9B. | Other information .....  | 10 |

**PART III**

|          |  |    |
|----------|--|----|
| Item 10. | Directors, executive officers and corporate governance .....   | 11 |
| Item 11. | Executive compensation.....  | 14 |
| Item 12. | Security ownership of certain beneficial owners and management and related stockholder matters ..... | 14 |
| Item 13. | Certain relationships and related transactions, and director independence.....                       | 14 |
| Item 14. | Principal accounting fees and services .....   | 14 |

**PART IV**

|                        |  |    |
|------------------------|--|----|
| Item 15.               | Exhibits and financial statement schedules ..... | 15 |
| Signatures.....        |  | 16 |
| Index to exhibits..... |  | 17 |

## ITEM 1. BUSINESS

### Description of Business

The Bank of New York Mellon Corporation, a Delaware corporation (NYSE symbol: BK), is a global investments company headquartered in New York, New York, with \$28.5 trillion in assets under custody and/or administration and \$1.7 trillion in assets under management as of Dec. 31, 2014. With its subsidiaries, BNY Mellon has been in business since 1784.

We divide our businesses into two principal segments, Investment Management and Investment Services. We also have an Other segment, which includes credit-related services, the leasing portfolio, corporate treasury activities (including our investment securities portfolio), our equity interest in ConvergEx Group, business exits and corporate overhead.

For a further discussion of BNY Mellon's products and services, see the "Overview", "Summary of financial results", "Fee and other revenue – Foreign exchange and other trading revenue", "Review of businesses" and "International operations" sections in the MD&A section in the Annual Report and Notes 24 and 25 of the Notes to Consolidated Financial Statements in the Annual Report, which portions are incorporated herein by reference. See the "Available Information" section on page 1 of this Form 10-K, which is incorporated herein by reference, for a description of how to access financial and other information regarding BNY Mellon.

Our two principal banking subsidiaries are:

- The Bank of New York Mellon, a New York state-chartered bank, which houses our Investment Services businesses, including Asset Servicing, Issuer Services, Treasury Services, Broker-Dealer and Advisor Services as well as the bank-advised business of Asset Management; and
- BNY Mellon, National Association ("BNY Mellon, N.A."), a national bank, which houses our Wealth Management business.

Our two principal U.S. banking subsidiaries engage in trust and custody activities, investment

management services, banking services and various securities-related activities.

We have four other U.S. bank and/or trust company subsidiaries concentrating on trust products and services across the United States: The Bank of New York Mellon Trust Company, National Association, BNY Mellon Trust of Delaware, BNY Mellon Investment Servicing Trust Company and BNY Mellon Trust Company of Illinois. Most of our asset management businesses, along with our Pershing businesses, are direct or indirect non-bank subsidiaries of BNY Mellon.

Each of our bank and trust company subsidiaries is subject to regulation by the applicable bank regulatory authority. The deposits of our U.S. banking subsidiaries are insured by the Federal Deposit Insurance Corporation to the extent provided by law.

BNY Mellon's branches and subsidiaries outside the United States are subject to regulation by non-U.S. regulatory authorities in addition to the Board of Governors of the Federal Reserve System (the "Federal Reserve"). The Bank of New York Mellon SA/NV ("BNYMSA") is the main banking subsidiary of The Bank of New York Mellon in continental Europe. It is authorized and regulated as a credit institution by the National Bank of Belgium and is also supervised by the European Central Bank.

BNYMSA has its principal office in Brussels and branches in Amsterdam, the Netherlands; Dublin, Ireland; Frankfurt, Germany; London, England; the City of Luxembourg, Luxembourg and Paris, France. BNYMSA's activities are in the Investment Services segment of BNY Mellon with a focus on global custody, asset servicing and collateral management. For additional discussion, see the "MD&A — Supervision and Regulation" section in the Annual Report.

Information on international operations is presented in the "Net interest revenue", "Income taxes", "Review of businesses", "International operations", "Consolidated balance sheet review" and "Supervision and Regulation" sections in the MD&A section in the Annual Report, Notes 4, 5 and 25 of the Notes to Consolidated Financial Statements in the Annual Report and in "Risk Factors – We are subject to political, economic, legal, operational and other risks that are inherent in operating globally and which may adversely affect our business" in the Annual

Report, which portions are incorporated herein by reference.

### *Primary Subsidiaries*

Exhibit 21.1 to this Form 10-K presents a list of BNY Mellon's primary subsidiaries as of Dec. 31, 2014.

## **Supervision and Regulation**

Information on the supervision and regulation of BNY Mellon can be found in the "MD&A — Supervision and Regulation" section in the Annual Report. That information is incorporated into this item by reference.

## **Competition**

BNY Mellon is subject to competition in all aspects and areas of our business. Our Investment Management business competes with domestic and international asset management firms, hedge funds, investment banking companies and other financial services companies, including trust banks, brokerage firms, and insurance companies. Our Investment Services business competes with domestic and international financial services firms that offer custody services, corporate trust services, clearing services, collateral management services, credit services, securities brokerage, foreign exchange services, derivatives, depositary receipt services and cash management services and related products, as well as a wide range of technology service providers, such as financial services data processing firms. Competition is based on a number of factors including, among others, customer service, quality and range of products and services offered, price, reputation, rates, lending limits and customer convenience.

Many of our competitors, with the particular exception of financial holding companies, banks and trust companies, are not subject to regulation as extensive as that described under the "MD&A — Supervision and Regulation" section in the Annual Report and, as a result, may have a competitive advantage over us and our subsidiaries in certain respects.

Many broad-based financial services firms have the ability to offer a wide range of products, from loans, deposit-taking and insurance to brokerage and asset

management, which may enhance their competitive position.

As part of our business strategy, we seek to distinguish ourselves from competitors by the level of service we deliver to our clients. We also believe that technological innovation is an important competitive factor, and, for this reason, have made and continue to make substantial investments in this area.

The ability to recover quickly from unexpected events is a competitive factor, and we have devoted significant resources to being able to implement this.

For additional discussion regarding competition, see "MD&A — Risk Factors – We are subject to competition in all aspects of our business, which could negatively affect our ability to maintain or increase our profitability" in the Annual Report, which is incorporated herein by reference.

## **Employees**

At Dec. 31, 2014, BNY Mellon and its subsidiaries had approximately 50,300 employees.

## **Statistical Disclosures by Bank Holding Companies**

### I. Distribution of Assets, Liabilities and Stockholders' Equity; Interest Rates and Interest Differential

Information required by this section of Guide 3 is presented in the Annual Report in the "Net interest revenue" and "Supplemental information – Rate/volume analysis" sections in the MD&A and in Note 9 of the Notes to Consolidated Financial Statements, which portions are incorporated herein by reference.

### II. Investment Portfolio

- A. Book Value of Investments;
- B. Maturity Distribution and Yields of Investments; and
- C. Aggregate Book Value and Market Value of Investments where Issuer Exceeds 10% of Stockholders' Equity

Information required by these sections of Guide 3 is presented in the Annual Report in the "Net interest revenue" and "Consolidated balance sheet review – Investment securities" sections in the MD&A and in

Notes 1 and 4 of the Notes to Consolidated Financial Statements, which portions are incorporated herein by reference.

### III. Loan Portfolio

- A. Types of Loans; and
- B. Maturities and Sensitivities of Loans to Changes in Interest Rates

Information required by these sections of Guide 3 is presented in the Annual Report in the “Consolidated balance sheet review – Loans” section in the MD&A and Notes 1 and 5 of the Notes to Consolidated Financial Statements, which portions are incorporated herein by reference.

- C. Risk Elements; and
- D. Other Interest-bearing Assets

Information required by these sections of Guide 3 is included in the Annual Report in the “Consolidated balance sheet review – Loans” and “– Nonperforming assets” and “International operations – Cross-border risk”, “– Exposure in Ireland, Italy, Spain, Portugal, Greece, Russia and Ukraine” sections in the MD&A and Notes 1 and 5 of the Notes to Consolidated Financial Statements, which portions are incorporated herein by reference.

### IV. Summary of Loan Loss Experience

Information required by this section of Guide 3 is included in the Annual Report in the “Critical accounting estimates – Allowance for loan losses and allowance for lending-related commitments” section in the MD&A, which portion is incorporated herein by reference, and below.

When losses on specific loans are identified, the portion deemed uncollectible is charged off. The allocation of the reserve for credit losses is presented in the “Consolidated balance sheet review – Asset quality and allowance for credit losses” section in the MD&A, as required by Guide 3, which is incorporated herein by reference.

Further information on our credit policies, the factors that influenced management’s judgment in determining the level of the reserve for credit exposure, and the analyses of the reserve for credit exposure are set forth in the Annual Report in the “Risk management – Credit risk” and “Critical

accounting estimates” sections in the MD&A and Notes 1 and 5 of the Notes to Consolidated Financial Statements, which portions are incorporated herein by reference.

### V. Deposits

Information required by this section of Guide 3 is set forth in the Annual Report in the “Net interest revenue” and “Consolidated balance sheet review – Deposits” sections in the MD&A and in Note 8 of the Notes to Consolidated Financial Statements, which portions are incorporated herein by reference.

### VI. Return on Equity and Assets

Information required by this section of Guide 3 is set forth in the Annual Report in the “Financial Summary” section, which is incorporated herein by reference.

### VII. Short-Term Borrowings

Information required by this section of Guide 3 is set forth in the Annual Report in the “Consolidated balance sheet review – Short-term borrowings” section in the MD&A, which portion is incorporated herein by reference.

### Replacement Capital Covenants

BNY Mellon has covenanted in favor of the holders of its 5.50% subordinated notes due Nov. 15, 2018, which have CUSIP No. 585515AE9, that subject to certain exceptions it will not redeem or purchase any of the securities issued or held by Mellon Capital III or Mellon Capital IV, or any interest that has been deferred on the debt securities held by Mellon Capital III, prior to specified dates in 2056 and 2022, respectively, for a price that exceeds a maximum amount determined by reference to the net cash proceeds that BNY Mellon has received from the sale of certain qualifying securities since Sept. 11, 2012.

BNY Mellon’s replacement capital covenants, as amended and restated, are filed as Exhibit 99.1 and 99.2 to our Annual Report on Form 10-K for the year ended Dec. 31, 2012. The description of the replacement capital covenants is qualified by reference to their full text.



## ITEM 1A. RISK FACTORS

The information required by this Item is set forth in the Annual Report under “MD&A – Risk Factors”, which portion is incorporated herein by reference.

## ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

## ITEM 2. PROPERTIES

We believe that our owned and leased facilities are suitable and adequate for our business needs. At a number of the locations described below, we are not currently occupying all of the space under our control. Where commercially reasonable and to the extent it is not needed for future expansion, we have leased or subleased, or seek to lease or sublease, this excess space. The following is a description of our principal properties, as of Dec. 31, 2014:

### New York City properties

In September 2014, we sold our One Wall Street office building that serves as our corporate headquarters and leased the building back under a short-term triple net lease. In June 2014, we executed a lease for approximately 325,000 square feet of space in an office building located at 225 Liberty Street in downtown Manhattan that we anticipate will serve as our corporate headquarters once we relocate from One Wall Street in 2015. We also own our 23-story building located at 101 Barclay Street in downtown Manhattan, and lease the land on which that building sits under a ground lease expiring in 2080. In addition, we lease approximately 313,000 square feet of space in an office building located at 200 Park Avenue and approximately 318,000 square feet of space in an office building located at 2 Hanson Place in Brooklyn. The New York City properties are utilized by all of our business segments.

### Pittsburgh properties

We lease under a long-term, triple net lease the entire 54-story office building known as BNY Mellon Center located at 500 Grant Street. In addition, we own a 42-story office building located at 525 William Penn Place and a 14-story office building located at 500 Ross Street. The Pittsburgh properties are utilized by all of our business segments.

### Boston area properties

We lease approximately 373,000 square feet of space in a Boston office building located at One Boston Place, 201 Washington Street. We also lease under a triple net lease the entire 3-story office building located at 135 Santilli Highway in Everett, Massachusetts. Additionally, we lease approximately 304,000 square feet of space at 4400 Computer Drive in Westborough, Massachusetts. The Boston properties are utilized by all of our business segments.

### Jersey City property

We lease approximately 485,000 square feet of space in an office building located at 95 Christopher Columbus Drive, primarily utilized by our Investment Services segment.

### United Kingdom properties

We have a number of leased office locations in London (including approximately 234,000 square feet of space at BNY Mellon Centre at 160-162 Queen Victoria Street and approximately 152,000 square feet of space at The Tower at One Canada Square at Canary Wharf), as well as other leased office locations throughout the United Kingdom, including locations in Manchester, Poole, Leeds, Brentwood, Liverpool and Edinburgh. The UK properties are utilized by all of our business segments.

### India properties

We lease approximately 656,000 square feet of space in Pune, India and approximately 540,000 square feet of space in Chennai, India. The India properties are utilized by all of our business segments.

### Other properties

We also lease (and in a few instances own) office space and other facilities at numerous other locations both within and outside of the U.S., including properties located in New York, New Jersey, Connecticut, Pennsylvania, Massachusetts, Florida, Delaware, Texas, California, Illinois, Washington and Tennessee; Brussels, Belgium; Wexford, Dublin and Cork, Ireland; Luxembourg; Frankfurt and Dusseldorf, Germany; Wroclaw, Poland; Singapore; Hong Kong and Shanghai, China; Seoul, Korea; Tokyo, Japan; Sydney, Australia and Rio de Janeiro, Brazil.

### **ITEM 3. LEGAL PROCEEDINGS**

The information required by this Item is set forth in the "Legal proceedings" section in Note 22 of the Notes to Consolidated Financial Statements in the Annual Report, which portion is incorporated herein by reference.

### **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

Our common stock is listed on the New York Stock Exchange under the ticker symbol BK. Certain of our depositary shares, each representing 1/4,000<sup>th</sup> interest in a share of our Series C noncumulative perpetual preferred stock, are listed on the New York Stock Exchange under the ticker symbol BK PrC. Mellon Capital IV's 6.244% Fixed-to-Floating Rate Normal Preferred Capital Securities are also listed on the New York Stock Exchange under the ticker symbol BK/P. Information relating to the high and low sales prices per share of our common stock and our common stock dividend for each full quarterly period during fiscal years 2013 and 2014 is set forth in the "Selected Quarterly Data" section in the Annual Report, which is incorporated herein by reference. As of Dec. 31, 2014, there were 30,525 holders of record of our common stock.

For additional information about dividends and a discussion of potential regulatory limitations on our receipt of funds from our regulated subsidiaries and our payment of dividends to stockholders, see the "Liquidity and dividends" and "Supervision and Regulation – Capital Planning and Stress Testing—Payment of Dividends, Stock Repurchases and Other Capital Distributions" sections in the MD&A in the Annual Report and Notes 15 and 19 of the Notes to Consolidated Financial Statements in the Annual Report, which portions are incorporated herein by reference.

Additional information about our common stock, including information about share repurchases during the fourth quarter of 2014 and existing Board of Directors authorizations with respect to purchases by us of our common stock and other equity securities is provided in the "Capital – Issuer purchases of equity securities" section of the MD&A in the Annual Report and Note 15 of the Notes to Consolidated Financial Statements in the Annual Report, which portions are incorporated herein by reference. Share repurchases may be made through repurchase plans designed to comply with Rule 10b5-1 and through derivative, accelerated share repurchase and other structured transactions.

**ITEM 6. SELECTED FINANCIAL DATA**

The information required by this Item is set forth in the "Financial Summary" section and the "Summary of financial results" section in the MD&A in the Annual Report and Notes 1, 2 and 3 of the Notes to Consolidated Financial Statements in the Annual Report, which portions are incorporated herein by reference.

**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The information required by this Item is set forth in the MD&A and Notes 3, 12, 14, 19, 22 and 23 of the Notes to Consolidated Financial Statements in the Annual Report, which portions are incorporated herein by reference.

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

The information required by this Item is set forth in the "Critical accounting estimates", "Off-balance sheet arrangements", "Risk management", "Trading activities and risk management" and "Asset/liability management" sections in the MD&A in the Annual Report and "Derivative financial instruments" under Note 1 and Notes 20, 22 and 23 of the Notes to Consolidated Financial Statements in the Annual Report, which portions are incorporated herein by reference.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

Reference is made to Item 15 on page 14 hereof for a detailed listing of the items under Financial Statements, Financial Statement Schedules, Exhibits and Other Financial Data, which are incorporated herein by reference.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

Not applicable.

## ITEM 9A. CONTROLS AND PROCEDURES

### *Disclosure Controls and Procedures*

Our management, including the Chief Executive Officer and Chief Financial Officer, with participation by the members of the Disclosure Committee, has responsibility for ensuring that there is an adequate and effective process for establishing, maintaining, and evaluating disclosure controls and procedures that are designed to ensure that information required to be disclosed by us in our SEC reports is timely recorded, processed, summarized and reported and that information required to be disclosed by BNY Mellon is accumulated and communicated to BNY Mellon's management to allow timely decisions regarding the required disclosure. In addition, our ethics hotline can also be used by employees and others for the anonymous communication of concerns about financial controls or reporting matters. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives.

As of Dec. 31, 2014, an evaluation was carried out under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as defined in Exchange Act Rule 13a-1(e). Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective.

As previously disclosed, we reviewed our process for the reporting of information in our public filings and we have instituted ongoing enhancements to the data collection processes and systems relating to AUC/A and other information in our public filings.

### *Changes in Internal Control over Financial Reporting*

In the ordinary course of business, we may routinely modify, upgrade or enhance our internal controls and procedures for financial reporting. There have not been any changes in our internal controls over financial reporting as defined in Rule 13a-15(f) of the Exchange Act during the fourth quarter of 2014 that

have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### *Management Report on Internal Control over Financial Reporting and Report of Independent Registered Public Accounting Firm*

See "Report of Management on Internal Control Over Financial Reporting" and "Report of Independent Registered Public Accounting Firm" on pages 144 and 145 of the Annual Report, each of which is incorporated herein by reference.

## ITEM 9B. OTHER INFORMATION

Not applicable.

## PART III

### ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by this Item is included below and in the Proxy in the following sections: "Section 16(a) Beneficial Ownership Reporting Compliance" under the heading "Additional Information - Information on Stock Ownership;" "Background" under the heading "Item 1 - Election of Directors - Resolution;" "Nominees" under the heading "Item 1 - Election of Directors;" and "Board Meetings and Committee Information - Committees and Committee Charters" and "- Audit Committee" under the heading "Item 1 - Election of Directors - Corporate Governance and Board Information," which are incorporated herein by reference.

#### CODE OF ETHICS

We have adopted a code of ethics for our employees which we refer to as our Code of Conduct. The Code of Conduct applies to all employees of BNY Mellon and its subsidiaries, including our Chief Executive Officer (principal executive officer), Chief Financial Officer (principal financial officer) and Controller (principal accounting officer). The Code of Conduct is posted on our website at [www.bnymellon.com/ethics/codeofconduct.pdf](http://www.bnymellon.com/ethics/codeofconduct.pdf). We also have a code of ethics for our directors, which we refer to as our Directors' Code of Conduct. The Directors' Code of Conduct applies to all directors of BNY Mellon. The Directors' Code of Conduct is posted on our website at [www.bnymellon.com/governance/directorscodeofconduct.pdf](http://www.bnymellon.com/governance/directorscodeofconduct.pdf). We intend to disclose on our website any amendments to or waivers of the Code of Conduct relating to executive officers (including the officers specified above) and will disclose any amendments to or waivers of the Directors' Code of Conduct relating to our directors.

#### EXECUTIVE OFFICERS OF THE REGISTRANT

The name and age of, and positions and offices held by, each executive officer of BNY Mellon as of Feb. 27, 2015, together with the offices held by each such person during the last five years, are listed below and on the following page. The Chairman of the Board, Chief Executive Officer and President each hold office for the year for which the Board of Directors was elected and until the appointment and

qualification of his or her successor or until his or her earlier death, resignation, disqualification or removal. All other executive officers serve at the pleasure of the appointing authority. No executive officer has a family relationship to any other executive officer or director or nominee for director.

| <u>Name and position</u>  | <u>Age</u> |
|---|------------|
| Gerald L. Hassell<br>Chairman<br>and Chief Executive Officer            | 63 (1)     |
| Karen B. Peetz<br>President   | 59 (2)     |
| Curtis Y. Arledge<br>Vice Chairman                                      | 50 (3)     |
| Thomas P. (Todd) Gibbons<br>Vice Chairman<br>Chief Financial Officer    | 58 (4)     |
| Brian T. Shea<br>Vice Chairman  | 54 (5)     |
| Richard F. Brueckner<br>Senior Executive Vice President                 | 65 (6)     |
| Monique R. Herena<br>Senior Executive Vice President                    | 44 (7)     |
| J. Kevin McCarthy<br>Senior Executive Vice President<br>General Counsel | 50 (8)     |
| James S. Wiener<br>Senior Executive Vice President                      | 47 (9)     |
| John A. Park<br>Vice President and Controller                           | 62 (10)    |
| Kurtis R. Kurimsky<br>Acting Controller                                 | 41 (11)    |

- (1) Mr. Hassell has served as Chairman and Chief Executive Officer of BNY Mellon since August 2011. Mr. Hassell also serves as Chairman and Chief Executive Officer of The Bank of New York Mellon and BNY Mellon, N.A. From at least 2010 to December 31, 2012, Mr. Hassell served as President of BNY Mellon, The Bank of New York Mellon and BNY Mellon, N.A.

- (2) Ms. Peetz has served as President of BNY Mellon since January 2013. Ms. Peetz also serves as President of The Bank of New York Mellon and BNY Mellon, N.A. From at least 2010 to December 31, 2012, Ms. Peetz served as Chief Executive Officer of Financial Markets and Treasury Services and Vice Chairman of BNY Mellon, The Bank of New York Mellon and BNY Mellon, N.A.
- (3) Mr. Arledge has served as Vice Chairman of BNY Mellon since November 2010. Mr. Arledge also serves as Chief Executive Officer of Investment Management and Vice Chairman of The Bank of New York Mellon and BNY Mellon, N.A. and has served as the head of the BNY Mellon Markets Group since June 2014. From 2008 to November 2010, Mr. Arledge served as Chief Investment Officer for fixed income portfolios at BlackRock, Inc., an investment management firm.
- (4) Mr. Gibbons has served as Vice Chairman of BNY Mellon since September 2010 and as Chief Financial Officer of BNY Mellon since at least 2010. Mr. Gibbons also serves as Vice Chairman and Chief Financial Officer of The Bank of New York Mellon and BNY Mellon, N.A.
- (5) Mr. Shea has served as Vice Chairman of BNY Mellon since June 2014. Mr. Shea also serves as Chief Executive Officer of Investment Services and Vice Chairman of The Bank of New York Mellon and BNY Mellon, N.A. From December 2012 to June 2014, Mr. Shea served as President of Investment Services, Head of the Broker Dealer and Advisor Services Group, Head of Client Service Delivery and Client Technology Solutions of BNY Mellon and Chairman of Pershing LLC. From October 2010 to December 2012, Mr. Shea served as Chief Executive Officer of Pershing LLC. Mr. Shea served as Chief Operating Officer of Pershing LLC until October 2010.
- (6) Mr. Brueckner has served as Senior Executive Vice President of BNY Mellon since at least 2010. Mr. Brueckner also serves as Chief of Staff of BNY Mellon and Senior Executive Vice President of The Bank of New York Mellon and Vice President of BNY Mellon, N.A. From at least 2010 to December 2011, Mr. Brueckner served as Chairman of Pershing LLC, and as Chief Executive Officer of Pershing LLC until October 2010.
- (7) Ms. Herena has served as Senior Executive Vice President and Chief Human Resources Officer of BNY Mellon since April 2014. Ms. Herena also serves as Senior Executive Vice President and Chief Human Resources Officer of The Bank of New York Mellon and BNY Mellon, N.A. From 2013 to April 2014, Ms. Herena served as Senior Vice President Human Resources and Chief Human Resources Officer Global Groups, Functions and Corporate for PepsiCo Inc., a global food and beverage firm. From 2010 to 2013, Ms. Herena served as Senior Vice President Human Resources and Chief Human Resources Officer for Asia, Middle East and Africa for PepsiCo.
- (8) Mr. McCarthy has served as Senior Executive Vice President and General Counsel of BNY Mellon since April 2014. Mr. McCarthy also serves as Senior Executive Vice President and General Counsel of The Bank of New York Mellon and BNY Mellon, N.A. From 2010 to 2013, Mr. McCarthy served as Deputy General Counsel for the Litigation, Enforcement and Employment Law functions at BNY Mellon. In 2013, Mr. McCarthy served as Senior Deputy General Counsel, with the added oversight of BNY Mellon's Asset Servicing and corporate center functions.
- (9) Mr. Wiener has served as Senior Executive Vice President and Chief Risk Officer of BNY Mellon since November 2014. Mr. Wiener also serves as Senior Executive Vice President and Chief Risk Officer of The Bank of New York Mellon and BNY Mellon, N.A. From at least 2010 to November 2014, Mr. Wiener served as senior Partner at Oliver Wyman Group, a management consulting company.
- (10) Mr. Park has served as Controller and Vice President of BNY Mellon since at least 2010. Mr. Park also serves as Executive Vice President and Controller of The Bank of New York Mellon and BNY Mellon, N.A. and Controller of The Bank of New York Mellon and BNY Mellon, N.A.
- (11) Mr. Kurimsky has served as Acting Controller of BNY Mellon since February 2015. From May 2014 to February 2015, Mr. Kurimsky served as Deputy Controller of BNY Mellon. From at

least 2010 to April 2014, Mr. Kurimsky served as a partner in the Financial Services Practice at KPMG LLP.

The Bank of New York Mellon, BNY Mellon, N.A. and Pershing LLC, as referenced in the foregoing footnotes, are subsidiaries of The Bank of New York Mellon Corporation.

## **ITEM 11. EXECUTIVE COMPENSATION**

The information required by this Item is included in the Proxy in the following sections: “Director Compensation” under the heading “Item 1 - Election of Directors;” “Compensation Discussion and Analysis” and “Executive Compensation Tables” under the heading “Item 2 - Advisory Vote on Compensation;” “Board Meetings and Committee Information - Committees and Committee Charters” and “- Human Resources and Compensation Committee” under the heading “Item 1 - Election of Directors - Corporate Governance and Board Information,” which are incorporated herein by reference. The information incorporated herein by reference to the section “Report of the Human Resources and Compensation Committee” under the heading “Item 2 - Advisory Vote on Compensation - Compensation Discussion and Analysis” is deemed furnished hereunder.

## **ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information required by this Item is included in the Proxy in the following sections: “Equity Compensation Plans” and “Information on Stock Ownership” under the heading “Additional Information”, which are incorporated herein by reference.

## **ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by this Item is included in the Proxy in the following sections: “Business Relationships and Related Party Transactions Policy” under the heading “Additional Information - Other Information;” “Director Independence” under the heading “Item 1 - Election of Directors - Corporate Governance and Board Information;” and “Board Meetings and Committee Information - Committees and Committee Charters” “- Audit Committee,” “- Corporate Governance and Nominating Committee” and “- Human Resources and Compensation Committee” under the heading “Item 1 - Election of Directors - Corporate Governance and Board Information,” which are incorporated herein by reference.

## **ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

The information required by this Item is included in the Proxy in the following section: “Item 3 – Ratification of KPMG LLP”, which is incorporated herein by reference.



PART IV

---

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

- (a) The financial statements, schedules and exhibits required for this Form 10-K are incorporated by reference as indicated in the following index. Page numbers refer to pages of the Annual Report for Items (1) and (2) Financial Statements and Schedules.

| (1)(2) | <u>Financial Statements and Schedules</u>               | <u>Page No.</u> |
|--------|---|-----------------|
|        | Consolidated Income Statement                           | 146-147         |
|        | Consolidated Comprehensive Income Statement             | 148             |
|        | Consolidated Balance Sheet                              | 149             |
|        | Consolidated Statement of Cash Flows                    | 150             |
|        | Consolidated Statement of Changes in Equity             | 151-153         |
|        | Notes to Consolidated Financial Statements              | 154-232         |
|        | Report of Independent Registered Public Accounting Firm | 233             |
|        | Selected Quarterly Data (unaudited)                     | 137             |

- (3) Exhibits  
See (b) below.

- (b) The exhibits listed on the Index to Exhibits on pages 17 through 26 hereof are incorporated by reference or filed or furnished herewith in response to this Item.

- (c) Other Financial Data

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, BNY Mellon has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized.

The Bank of New York Mellon Corporation

By: /s/ Gerald L. Hassell  
Gerald L. Hassell  
Chairman and Chief Executive Officer

DATED: February 27, 2015

Pursuant to the requirements of the Securities Exchange Act of 1934, this Annual Report has been signed below by the following persons on behalf of BNY Mellon and in the capacities and on the date indicated.

| Signature   | Capacities                               |
|---|--|
| By: <u>/s/ Gerald L. Hassell</u><br>Gerald L. Hassell<br>Chairman and Chief Executive Officer   | Director and Principal Executive Officer |
| By: <u>/s/ Thomas P. Gibbons</u><br>Thomas P. Gibbons<br>Chief Financial Officer  | Principal Financial Officer              |
| By: <u>/s/ Kurtis R. Kurimsky</u><br>Kurtis R. Kurimsky<br>Acting Controller  | Principal Accounting Officer             |
| Nicholas M. Donofrio; Joseph J. Echevarria;<br>Edward P. Garden; Jeffrey A. Goldstein; John<br>M. Hinshaw; Edmund F. Kelly; Richard J.<br>Kogan; Michael J. Kowalski; John A. Luke,<br>Jr.; Mark A. Nordenberg; Catherine A. Rein;<br>William C. Richardson; Samuel C. Scott III;<br>and Wesley W. von Schack | Directors                                |

By: /s/ Craig T. Beazer  
Craig T. Beazer  
Attorney-in-fact

DATED: February 27, 2015

## INDEX TO EXHIBITS

Pursuant to the rules and regulations of the SEC, BNY Mellon has filed certain agreements as exhibits to this Form 10-K. These agreements may contain representations and warranties by the parties to such agreements. These representations and warranties have been made solely for the benefit of the other party or parties to such agreements and (i) may have been qualified by disclosures made to such other party or parties, (ii) were made only as of the date of such agreements or such other date(s) as may be specified in such agreements and are subject to more recent developments, which may not be fully reflected in BNY Mellon's public disclosure, (iii) may reflect the allocation of risk among the parties to such agreements and (iv) may apply materiality standards that are different from what may be viewed as material to investors. Accordingly, these representations and warranties may not describe BNY Mellon's actual state of affairs at the date hereof and should not be relied upon.

| Exhibit | Description   | Method of Filing  |
|---------|---|---|
| 2.1     | Amended and Restated Agreement and Plan of Merger, dated as of Dec. 3, 2006, as amended and restated as of Feb. 23, 2007, and as further amended and restated as of March 30, 2007, between The Bank of New York Company, Inc., Mellon Financial Corporation and The Bank of New York Mellon Corporation (the "Company"). | Previously filed as Exhibit 2.1 to the Company's Current Report on Form 8-K (File No. 000-52710) as filed with the Commission on July 2, 2007, and incorporated herein by reference.              |
| 3.1     | Restated Certificate of Incorporation of The Bank of New York Mellon Corporation.   | Previously filed as Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 000-52710) as filed with the Commission on July 2, 2007, and incorporated herein by reference.              |
| 3.2     | Certificate of Designations of The Bank of New York Mellon Corporation with respect to Series A Noncumulative Preferred Stock, dated June 15, 2007.   | Previously filed as Exhibit 4.1 to the Company's Current Report on Form 8-K (File No. 000-52710) as filed with the Commission on July 5, 2007, and incorporated herein by reference.              |
| 3.3     | Certificate of Designations of The Bank of New York Mellon Corporation with respect to Series C Noncumulative Perpetual Preferred Stock, dated Sept. 13, 2012.  | Previously filed as Exhibit 3.2 to the Company's Registration Statement on Form 8-A12B (File No. 001-35651) as filed with the Commission on Sept. 14, 2012, and incorporated herein by reference. |
| 3.4     | Certificate of Designations of The Bank of New York Mellon Corporation with respect to Series D Noncumulative Perpetual Preferred Stock, dated May 16, 2013.  | Previously filed as Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-35651) as filed with the Commission on May 16, 2013, and incorporated herein by reference.              |
| 3.5     | Amended and Restated By-Laws of The Bank of New York Mellon Corporation, as amended and restated on July 10, 2007 and subsequently amended on April 14, 2009, Aug. 11, 2009, Feb. 9, 2010, July 2, 2010, Oct. 12, 2010 and Oct. 8, 2013.  | Previously filed as Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-35651) as filed with the Commission on Oct. 8, 2013, and incorporated herein by reference.              |

INDEX TO EXHIBITS (continued)

| Exhibit | Description  | Method of Filing  |
|---------|--|---|
| 4.1     | None of the instruments defining the rights of holders of long-term debt of the Parent or any of its subsidiaries represented long-term debt in excess of 10% of the total assets of the Company as of Dec. 31, 2014. The Company hereby agrees to furnish to the Commission, upon request, a copy of any such instrument. | N/A   |
| 10.1    | * The Bank of New York Company, Inc. Excess Contribution Plan as amended through July 10, 1990.  | Previously filed as Exhibit 10(b) to The Bank of New York Company, Inc.'s Annual Report on Form 10-K (File No. 001-06152) for the year ended Dec. 31, 1990, and incorporated herein by reference. |
| 10.2    | * Amendments dated Feb. 23, 1994 and Nov. 9, 1993 to The Bank of New York Company, Inc. Excess Contribution Plan.  | Previously filed as Exhibit 10(c) to The Bank of New York Company, Inc.'s Annual Report on Form 10-K (File No. 001-06152) for the year ended Dec. 31, 1993, and incorporated herein by reference. |
| 10.3    | * Amendment to The Bank of New York Company, Inc. Excess Contribution Plan dated as of Nov. 1, 1995.   | Previously filed as Exhibit 10(e) to The Bank of New York Company, Inc.'s Annual Report on Form 10-K (File No. 001-06152) for the year ended Dec. 31, 1995, and incorporated herein by reference. |
| 10.4    | * Amendment to The Bank of New York Company, Inc. Excess Contribution Plan dated as of Nov. 12, 2002.  | Previously filed as Exhibit 10(v) to The Bank of New York Company, Inc.'s Annual Report on Form 10-K (File No. 001-06152) for the year ended Dec. 31, 2003, and incorporated herein by reference. |
| 10.5    | * Amendment to The Bank of New York Company, Inc. Excess Contribution Plan dated as of Oct. 9, 2006.   | Previously filed as Exhibit 10(y) to The Bank of New York Company, Inc.'s Annual Report on Form 10-K (File No. 001-06152) for the year ended Dec. 31, 2006, and incorporated herein by reference. |
| 10.6    | * The Bank of New York Company, Inc. Excess Benefit Plan as amended through Dec. 8, 1992.  | Previously filed as Exhibit 10(d) to The Bank of New York Company, Inc.'s Annual Report on Form 10-K (File No. 001-06152) for the year ended Dec. 31, 1992, and incorporated herein by reference. |
| 10.7    | * Amendment dated as of Aug. 11, 1994 to The Bank of New York Company, Inc. Excess Benefit Plan.   | Previously filed as Exhibit 10(g) to The Bank of New York Company, Inc.'s Annual Report on Form 10-K (File No. 001-06152) for the year ended Dec. 31, 1994, and incorporated herein by reference. |
| 10.8    | * Amendment dated as of Nov. 1, 1995 to The Bank of New York Company, Inc. Excess Benefit Plan.  | Previously filed as Exhibit 10(i) to The Bank of New York Company, Inc.'s Annual Report on Form 10-K (File No. 001-06152) for the year ended Dec. 31, 1995, and incorporated herein by reference. |

INDEX TO EXHIBITS (continued)

| Exhibit | Description   | Method of Filing   |
|---------|---|--|
| 10.9    | * Amendment dated as of July 1, 1996 to The Bank of New York Company, Inc. Excess Benefit Plan.                     | Previously filed as Exhibit 10(kk) to The Bank of New York Company, Inc.'s Annual Report on Form 10-K (File No. 001-06152) for the year ended Dec. 31, 1999, and incorporated herein by reference. |
| 10.10   | * The Bank of New York Company, Inc. 2003 Long-Term Incentive Plan.   | Previously filed as Exhibit B to The Bank of New York Company, Inc.'s Definitive Proxy Statement (File No. 001-06152) dated March 31, 2003, and incorporated herein by reference.                  |
| 10.11   | * Amendment dated as of Dec. 28, 2005 to the 2003 Long-Term Incentive Plan of The Bank of New York Company, Inc.    | Previously filed as Exhibit 10(ee) to The Bank of New York Company, Inc.'s Form 10-K (File No. 001-06152) for the year ended Dec. 31, 2005, and incorporated herein by reference.                  |
| 10.12   | * Amendment dated as of Oct. 9, 2006 to the 2003 Long-Term Incentive Plan of The Bank of New York Company, Inc.     | Previously filed as Exhibit 10(gg) to The Bank of New York Company, Inc.'s Form 10-K (File No. 001-06152) for the year ended Dec. 31, 2006, and incorporated herein by reference.                  |
| 10.13   | * Amendment dated as of Feb. 21, 2008 to the 2003 Long-Term Incentive Plan of The Bank of New York Company, Inc.    | Previously filed as Exhibit 99.1 to the Company's Current Report on Form 8-K (File No. 000-52710) as filed with the Commission on Feb. 27, 2008, and incorporated herein by reference.             |
| 10.14   | * The Bank of New York Company, Inc. Supplemental Executive Retirement Plan.  | Previously filed as Exhibit 10(n) to The Bank of New York Company, Inc.'s Annual Report on Form 10-K (File No. 001-06152) for the year ended Dec. 31, 1992, and incorporated herein by reference.  |
| 10.15   | * Amendment dated as of March 9, 1993 to The Bank of New York Company, Inc. Supplemental Executive Retirement Plan. | Previously filed as Exhibit 10(k) to The Bank of New York Company, Inc.'s Annual Report on Form 10-K (File No. 001-06152) for the year ended Dec. 31, 1993, and incorporated herein by reference.  |
| 10.16   | * Amendment dated as of Oct. 11, 1994 to The Bank of New York Company, Inc. Supplemental Executive Retirement Plan. | Previously filed as Exhibit 10(o) to The Bank of New York Company, Inc.'s Annual Report on Form 10-K (File No. 001-06152) for the year ended Dec. 31, 1994, and incorporated herein by reference.  |
| 10.17   | * Amendment dated as of July 1, 1996 to The Bank of New York Company, Inc. Supplemental Executive Retirement Plan.  | Previously filed as Exhibit 10(a) to The Bank of New York Company, Inc.'s Annual Report on Form 10-K (File No. 001-06152) for the year ended Dec. 31, 1996, and incorporated herein by reference.  |
| 10.18   | * Amendment dated as of Nov. 12, 1996 to The Bank of New York Company, Inc. Supplemental Executive Retirement Plan. | Previously filed as Exhibit 10(b) to The Bank of New York Company, Inc.'s Annual Report on Form 10-K (File No. 001-06152) for the year ended Dec. 31, 1996, and incorporated herein by reference.  |

INDEX TO EXHIBITS (continued)

| Exhibit | Description   | Method of Filing   |
|---------|---|--|
| 10.19   | * Amendment dated as of July 11, 2000 to The Bank of New York Company, Inc. Supplemental Executive Retirement Plan.                   | Previously filed as Exhibit 10(e) to The Bank of New York Company, Inc.'s Quarterly Report on Form 10-Q (File No. 001-06152) for the quarter ended Sept. 30, 2000, and incorporated herein by reference. |
| 10.20   | * Amendment dated as of Feb. 13, 2001 to The Bank of New York Company, Inc. Supplemental Executive Retirement Plan.                   | Previously filed as Exhibit 10(ggg) to The Bank of New York Company, Inc.'s Annual Report on Form 10-K (File No. 001-06152) for the year ended Dec. 31, 2000, and incorporated herein by reference.      |
| 10.21   | * Amendment dated as of Jan. 1, 2006 to The Bank of New York Company, Inc. Supplemental Executive Retirement Plan.                    | Previously filed as Exhibit 10(yy) to The Bank of New York Company, Inc.'s Annual Report on Form 10-K (File No. 001-06152) for the year ended Dec. 31, 2005, and incorporated herein by reference.       |
| 10.22   | * Deferred Compensation Plan for Non-Employee Directors of The Bank of New York Company, Inc.   | Previously filed as Exhibit 10(s) to The Bank of New York Company, Inc.'s Annual Report on Form 10-K (File No. 001-06152) for the year ended Dec. 31, 1993, and incorporated herein by reference.        |
| 10.23   | * Amendment dated as of Nov. 8, 1994 to Deferred Compensation Plan for Non-Employee Directors of The Bank of New York Company, Inc.   | Previously filed as Exhibit 10(z) to The Bank of New York Company, Inc.'s Annual Report on Form 10-K (File No. 001-06152) for the year ended Dec. 31, 1994, and incorporated herein by reference.        |
| 10.24   | * Amendment dated Feb. 11, 1997 to Deferred Compensation Plan for Non-Employee Directors of The Bank of New York Company, Inc.        | Previously filed as Exhibit 10(j) to The Bank of New York Company, Inc.'s Annual Report on Form 10-K (File No. 001-06152) for the year ended Dec. 31, 1996, and incorporated herein by reference.        |
| 10.25   | * Amendment to Deferred Compensation Plan for Non-Employee Directors of The Bank of New York Company, Inc. dated as of July 11, 2000. | Previously filed as Exhibit 10(d) to The Bank of New York Company, Inc.'s Quarterly Report on Form 10-Q (File No. 001-06152) for the quarter ended Sept. 30, 2000, and incorporated herein by reference. |
| 10.26   | * Amendment dated as of Nov. 12, 2002 to Deferred Compensation Plan for Non-Employee Directors of The Bank of New York Company, Inc.  | Previously filed as Exhibit 10(yy) to The Bank of New York Company, Inc.'s Annual Report on Form 10-K (File No. 001-06152) for the year ended Dec. 31, 2003, and incorporated herein by reference.       |
| 10.27   | * Form of Stock Option Agreement under The Bank of New York Company, Inc.'s 2003 Long-Term Incentive Plan.                            | Previously filed as Exhibit 10.3 to The Bank of New York Company, Inc.'s Quarterly Report on Form 10-Q (File No. 001-06152) for the quarter ended June 30, 2006, and incorporated herein by reference.   |

INDEX TO EXHIBITS (continued)

| Exhibit | Description  | Method of Filing  |
|---------|--|---|
| 10.28   | * Form of Stock Option Agreement under The Bank of New York Company, Inc.'s 2003 Long-Term Incentive Plan.   | Previously filed as Exhibit 10.9 to the Company's Quarterly Report on Form 10-Q (File No. 000-52710) for the quarter ended June 30, 2007, and incorporated herein by reference.                         |
| 10.29   | * Mellon Financial Corporation Long-Term Profit Incentive Plan (2004), as amended effective April 17, 2007.  | Previously filed as Exhibit 10.2 to Mellon Financial Corporation's Quarterly Report on Form 10-Q (File No. 001-07410) for the quarter ended March 31, 2007, and incorporated herein by reference.       |
| 10.30   | * Mellon Financial Corporation Stock Option Plan for Outside Directors (2001), effective Feb. 20, 2001.  | Previously filed as Exhibit 10.1 to Mellon Financial Corporation's Quarterly Report on Form 10-Q (File No. 001-07410) for the quarter ended June 30, 2001, and incorporated herein by reference.        |
| 10.31   | * Mellon Financial Corporation Director Equity Plan (2006).  | Previously filed as Exhibit A to Mellon Financial Corporation's Proxy Statement (File No. 001-07410) dated March 15, 2006, and incorporated herein by reference.  |
| 10.32   | * Mellon Financial Corporation 1990 Elective Deferred Compensation Plan for Directors and Members of the Advisory Board, as amended, effective Jan. 1, 2002. | Previously filed as Exhibit 10.9 to Mellon Financial Corporation's Annual Report on Form 10-K (File No. 001-07410) for the year ended Dec. 31, 2001, and incorporated herein by reference.              |
| 10.33   | * Form of Mellon Financial Corporation Elective Deferred Compensation Plan for Directors (Post Dec. 31, 2004).   | Previously filed as Exhibit 99.3 to Mellon Financial Corporation's Current Report on Form 8-K (File No. 001-07410) as filed with the Commission on Oct. 20, 2006, and incorporated herein by reference. |
| 10.34   | * The Bank of New York Mellon Corporation Deferred Compensation Plan for Directors, effective Jan. 1, 2008.  | Previously filed as Exhibit 10.71 to the Company's Annual Report on Form 10-K (File No. 000-52710) for the year ended Dec. 31, 2007, and incorporated herein by reference.                              |
| 10.35   | * Mellon Financial Corporation Elective Deferred Compensation Plan for Senior Officers, as amended, effective Jan. 1, 2003.                                  | Previously filed as Exhibit 4.2 to Mellon Financial Corporation's Registration Statement on Form S-8 (File No. 333-109193) dated Sept. 26, 2003, and incorporated herein by reference.                  |
| 10.36   | * Form of Mellon Financial Corporation Elective Deferred Compensation Plan for Senior Officers (Post Dec. 31, 2004).   | Previously filed as Exhibit 99.1 to Mellon Financial Corporation's Current Report on Form 8-K (File No. 001-07410) as filed with the Commission on Oct. 20, 2006, and incorporated herein by reference. |
| 10.37   | * Form of Mellon Financial Corporation Elective Deferred Compensation Plan (Post Dec. 31, 2004).   | Previously filed as Exhibit 99.2 to Mellon Financial Corporation's Current Report on Form 8-K (File No. 001-07410) as filed with the Commission on Oct. 20, 2006, and incorporated herein by reference. |

**INDEX TO EXHIBITS** (continued)

| Exhibit | Description   | Method of Filing  |
|---------|---|---|
| 10.38   | * Mellon Bank Optional Life Insurance Plan, as amended, effective Jan. 15, 1999.  | Previously filed as Exhibit 10.9 to Mellon Financial Corporation's Annual Report on Form 10-K (File No. 001-07410) for the year ended Dec. 31, 1998, and incorporated herein by reference.              |
| 10.39   | * Mellon Bank Executive Life Insurance Plan, as amended, effective Jan. 15, 1999.   | Previously filed as Exhibit 10.10 to Mellon Financial Corporation's Annual Report on Form 10-K (File No. 001-07410) for the year ended Dec. 31, 1998, and incorporated herein by reference.             |
| 10.40   | * Mellon Bank Senior Executive Life Insurance Plan, as amended, effective Jan. 15, 1999.  | Previously filed as Exhibit 10.11 to Mellon Financial Corporation's Annual Report on Form 10-K (File No. 001-07410) for the year ended Dec. 31, 1998, and incorporated herein by reference.             |
| 10.41   | * Form of Option Agreement for Directors of Mellon Financial Corporation.   | Previously filed as Exhibit 10.35 to Mellon Financial Corporation's Annual Report on Form 10-K (File No. 001-07410) for the year ended Dec. 31, 2004, and incorporated herein by reference.             |
| 10.42   | * Description regarding administration and compliance with Section 409A of the Internal Revenue Code for Mellon Financial Corporation.                      | Previously filed as Item 1.01 to Mellon Financial Corporation's Current Report on Form 8-K (File No. 001-07410) as filed with the Commission on Feb. 18, 2005, and incorporated herein by reference.    |
| 10.43   | * Description regarding administration and compliance with Section 409A of the Internal Revenue Code for Mellon Financial Corporation.                      | Previously filed as Item 1.01(1) to Mellon Financial Corporation's Current Report on Form 8-K (File No. 001-07410) as filed with the Commission on Dec. 21, 2005, and incorporated herein by reference. |
| 10.44   | * Description regarding team equity incentive awards, replacement equity awards and special stock option award to executives named therein.                 | Previously filed as Item 5.02 to the Company's Current Report on Form 8-K (File No. 000-52710) as filed with the Commission on July 13, 2007, and incorporated herein by reference.                     |
| 10.45   | Lease dated as of Dec. 29, 2004, between 500 Grant Street Associates Limited Partnership and The Bank of New York Mellon with respect to BNY Mellon Center. | Previously filed as Exhibit 99.1 to Mellon Financial Corporation's Annual Report on Form 10-K (File No. 001-07410) for the year ended Dec. 31, 2004, and incorporated herein by reference.              |
| 10.46   | * The Bank of New York Mellon Corporation Deferred Compensation Plan for Employees.   | Previously filed as Exhibit 4.4 to the Company's Form S-8 (File No. 333-149473) filed on Feb. 29, 2008, and incorporated herein by reference.   |



INDEX TO EXHIBITS (continued)

| Exhibit | Description   | Method of Filing   |
|---------|---|--|
| 10.47   | * Form of 2008 Stock Option Agreement between The Bank of New York Mellon Corporation and Gerald L. Hassell.                    | Previously filed as Exhibit 10.11 to the Company's Quarterly Report on Form 10-Q (File No. 000-52710) for the quarter ended March 31, 2008, and incorporated herein by reference.      |
| 10.48   | * Form of Long Term Incentive Plan Deferred Stock Unit Agreement for Directors of The Bank of New York Corporation.             | Previously filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q (File No. 000-52710) for the quarter ended June 30, 2008, and incorporated herein by reference.        |
| 10.49   | * Amendment to The Bank of New York Company, Inc. Supplemental Executive Retirement Plan, dated as of Jan. 1, 2009.             | Previously filed as Exhibit 10.156 to the Company's Annual Report on Form 10-K (File No. 000-52710) for the year ended Dec. 31, 2008, and incorporated herein by reference.            |
| 10.50   | * Amendment to The Bank of New York Company, Inc. Amended and Restated 2003 Long-Term Incentive Plan, dated as of Jan. 1, 2009. | Previously filed as Exhibit 10.157 to the Company's Annual Report on Form 10-K (File No. 000-52710) for the year ended Dec. 31, 2008, and incorporated herein by reference.            |
| 10.51   | * Amendment to The Bank of New York Company, Inc. Excess Benefit Plan, dated as of Jan. 1, 2009.                                | Previously filed as Exhibit 10.158 to the Company's Annual Report on Form 10-K (File No. 000-52710) for the year ended Dec. 31, 2008, and incorporated herein by reference.            |
| 10.52   | * Amendment to The Bank of New York Company, Inc. Excess Contribution Plan, dated as of Jan. 1, 2009.                           | Previously filed as Exhibit 10.159 to the Company's Annual Report on Form 10-K (File No. 000-52710) for the year ended Dec. 31, 2008, and incorporated herein by reference.            |
| 10.53   | * Amendment to the Mellon Financial Corporation Executive Deferred Compensation Plan for Senior Officers, dated Dec. 22, 2008.  | Previously filed as Exhibit 10.172 to the Company's Annual Report on Form 10-K (File No. 000-52710) for the year ended Dec. 31, 2008, and incorporated herein by reference.            |
| 10.54   | * Amendment to the Mellon Financial Corporation Executive Deferred Compensation Plan, dated Dec. 22, 2008.                      | Previously filed as Exhibit 10.173 to the Company's Annual Report on Form 10-K (File No. 000-52710) for the year ended Dec. 31, 2008, and incorporated herein by reference.            |
| 10.55   | * Form of Amended and Restated Indemnification Agreement with Directors of The Bank of New York Mellon Corporation.             | Previously filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q (File No. 000-52710) for the quarter ended Sept. 30, 2009, and incorporated herein by reference.       |
| 10.56   | * Form of Amended and Restated Indemnification Agreement with Executive Officers of The Bank of New York Mellon Corporation.    | Previously filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q (File No. 000-52710) for the quarter ended Sept. 30, 2009, and incorporated herein by reference.       |
| 10.57   | * The Bank of New York Mellon Corporation Executive Severance Plan, effective July 13, 2010.                                    | Previously filed as Exhibit 99.1 to the Company's Current Report on Form 8-K (File No. 000-52710) as filed with the Commission on July 16, 2010, and incorporated herein by reference. |

**INDEX TO EXHIBITS** (continued)

| Exhibit | Description  | Method of Filing   |
|---------|--|--|
| 10.58   | * The Bank of New York Mellon Corporation Policy Regarding Shareholder Approval of Future Senior Officers Severance Arrangements, adopted July 12, 2010. | Previously filed as Exhibit 99.3 to the Company's Current Report on Form 8-K (File No. 000-52710) as filed with the Commission on July 16, 2010, and incorporated herein by reference. |
| 10.59   | * Form of Executive Stock Option Agreement.  | Previously filed as Exhibit 10.135 to the Company's Annual Report on Form 10-K (File No. 000-52710) for the year ended Dec. 31, 2010, and incorporated herein by reference.            |
| 10.60   | * Amendment to The Bank of New York Mellon Corporation Executive Severance Plan, effective as of Aug. 11, 2014.  | Previously filed as Exhibit 10.1 to BNY Mellon's Quarterly Report on Form 10-Q (File No. 001-35651) for the quarter ended Sept. 30, 2014, and incorporated herein by reference.        |
| 10.61   | * 2011 Form of Executive Stock Option Agreement.   | Previously filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q (File No. 000-52710) for the quarter ended March 31, 2011, and incorporated herein by reference.       |
| 10.62   | * Terms of Employment agreed to by The Bank of New York Mellon Corporation and Curtis Y. Arledge, dated July 26, 2010, and accepted July 29, 2010.       | Previously filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q (File No. 000-52710) for the quarter ended March 31, 2011, and incorporated herein by reference.       |
| 10.63   | * The Bank of New York Mellon Corporation Long-Term Incentive Plan.  | Previously filed as Appendix A to the Company's definitive proxy statement on Schedule 14A (File No. 000-52710) filed on March 11, 2011, and incorporated herein by reference.         |
| 10.64   | * Amended and Restated Long-Term Incentive Plan of The Bank of New York Mellon Corporation.  | Previously filed as Exhibit A to BNY Mellon's definitive proxy statement on Schedule 14A (File No. 001-35651), filed on March 7, 2014, and incorporated herein by reference.           |
| 10.65   | * Form of Restricted Stock Unit Agreement under the Amended and Restated Long-Term Incentive Plan of The Bank of New York Mellon Corporation.            | Previously filed as Exhibit 10.3 to BNY Mellon's Quarterly Report on Form 10-Q (File No. 001-35651) for the quarter ended June 30, 2014, and incorporated herein by reference.         |
| 10.66   | * Form of Performance Share Unit Agreement under the Amended and Restated Long-Term Incentive Plan of The Bank of New York Mellon Corporation.           | Previously filed as Exhibit 10.4 to BNY Mellon's Quarterly Report on Form 10-Q (File No. 001-35651) for the quarter ended June 30, 2014, and incorporated herein by reference.         |
| 10.67   | * The Bank of New York Mellon Corporation Executive Incentive Compensation Plan.   | Previously filed as Appendix B to the Company's definitive proxy statement on Schedule 14A (File No. 000-52710) filed on March 11, 2011, and incorporated herein by reference.         |

INDEX TO EXHIBITS (continued)

| Exhibit | Description   | Method of Filing   |
|---------|---|--|
| 10.68   | * 2012 Form of Nonstatutory Stock Option Agreement.   | Previously filed as Exhibit 10.82 to the Company's Annual Report on Form 10-K (File No. 001-35651) for the year ended Dec. 31, 2012, and incorporated herein by reference.           |
| 10.69   | * 2012 Form of Restricted Stock Unit Agreement.   | Previously filed as Exhibit 10.83 to the Company's Annual Report on Form 10-K (File No. 001-35651) for the year ended Dec. 31, 2012, and incorporated herein by reference.           |
| 10.70   | * The Bank of New York Mellon Corporation Defined Contribution IRC 401(a)(17) Plan  | Previously filed as Exhibit 10.84 to the Company's Annual Report on Form 10-K (File No. 001-35651) for the year ended Dec. 31, 2012, and incorporated herein by reference.           |
| 10.71   | * 2013 Form of Performance Share Unit Agreement.  | Previously filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q (File No. 001-35651) for the quarter ended June 30, 2013, and incorporated herein by reference.      |
| 10.72   | * 2013 Form of Restricted Stock Unit Agreement.   | Previously filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q (File No. 001-35651) for the quarter ended June 30, 2013, and incorporated herein by reference.      |
| 10.73   | Purchase and Sale Agreement by and between The Bank of New York Mellon and MIP One Wall Street Acquisition LLC, dated May 20, 2014.   | Previously filed as Exhibit 10.1 to BNY Mellon's Current Report on Form 8-K (File No. 001-35651) as filed with the Commission on May 27, 2014, and incorporated herein by reference. |
| 10.74   | First Amendment to Purchase and Sale Agreement between The Bank of New York Mellon and MIP One Wall Street Acquisition LLC, dated Sept. 26, 2014.   | Previously filed as Exhibit 10.2 to BNY Mellon's Quarterly Report on Form 10-Q (File No. 001-35651) for the quarter ended September 30, 2014, and incorporated herein by reference.  |
| 10.75   | Lease agreement by and between The Bank of New York Mellon and WFP Tower Co. L.P., dated June 25, 2014.   | Previously filed as Exhibit 10.2 to BNY Mellon's Quarterly Report on Form 10-Q (File No. 001-35651) for the quarter ended June 30, 2014, and incorporated herein by reference.       |
| 10.76   | * Amendment to The Bank of New York Company, Inc. Supplemental Executive Retirement Plan, dated as of Dec. 31, 2014.  | Filed herewith.  |
| 12.1    | Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends.   | Filed herewith.  |
| 13.1    | All portions of The Bank of New York Mellon Corporation 2014 Annual Report to Shareholders that are incorporated herein by reference. The remaining portions are furnished for the information of the SEC and are not "filed" as part of this filing. | Filed and furnished herewith.  |

INDEX TO EXHIBITS (continued)

| Exhibit | Description   | Method of Filing  |
|---------|---|---|
| 21.1    | Primary subsidiaries of the Company.  | Filed herewith.   |
| 23.1    | Consent of KPMG LLP.  | Filed herewith.   |
| 24.1    | Power of Attorney.  | Filed herewith.   |
| 31.1    | Certification of the Chief Executive Officer pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  | Filed herewith.   |
| 31.2    | Certification of the Chief Financial Officer pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  | Filed herewith.   |
| 32.1    | Certification of the Chief Executive Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | Furnished herewith.   |
| 32.2    | Certification of the Chief Financial Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | Furnished herewith.   |
| 99.1    | Mellon Capital III Amended and Restated Replacement Capital Covenant, dated Sept. 11, 2012.   | Previously filed as Exhibit 99.1 to the Company's Annual Report on Form 10-K (File No. 001-35651) for the year ended Dec. 31, 2012, and incorporated herein by reference. |
| 99.2    | Mellon Capital IV Amended and Restated Replacement Capital Covenant, dated Sept. 11, 2012.  | Previously filed as Exhibit 99.2 to the Company's Annual Report on Form 10-K (File No. 001-35651) for the year ended Dec. 31, 2012, and incorporated herein by reference. |
| 101.INS | XBRL Instance Document.   | Filed herewith.   |
| 101.SCH | XBRL Taxonomy Extension Schema Document.  | Filed herewith.   |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document.  | Filed herewith.   |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document.   | Filed herewith.   |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document.  | Filed herewith.   |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document.   | Filed herewith.   |

\* Management contract or compensatory plan arrangement.

AMENDMENT TO THE BANK OF NEW YORK COMPANY, INC.  
SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN

WHEREAS, The Bank of New York Company, Inc. adopted the Supplemental Executive Retirement Plan (the "Plan") effective as of June 9, 1992 and such Plan has been amended from time to time thereafter;

WHEREAS, The Bank of New York Mellon Corporation (the "Company") is the successor in interest by merger to The Bank of New York Company, Inc.;

WHEREAS, Section 9 of the Plan provides that the Company's Board of Directors (the "Board") may amend the Plan; and

WHEREAS, the Human Resources and Compensation Committee of the Board (the "Committee") has been delegated full authority by the Board to amend the Plan on behalf of the Board; and

WHEREAS, the Committee desires to amend the Plan to freeze all accruals under the Plan as of December 31, 2014.

NOW, THEREFORE, the Plan is hereby amended as follows:

1. Section 5(a). A new Section 5(a) is hereby inserted, with all subsequent subsections renumbered accordingly, and shall be as follows:

"5. Benefit.

(a) Notwithstanding anything to the contrary, the Benefits accrued under the Plan for Participants will be frozen effective December 31, 2014, and, for the avoidance of doubt, Average Final Total Compensation, Average Final Salary, Bonus and Credited Service will be determined only through December 31, 2014 (or such earlier date as provided in the definitions of such terms)."

2. Capitalized terms not otherwise defined herein will have the meanings ascribed to them in the Plan. Except as otherwise expressly amended herein, the Plan will remain in full force and effect.

3. This Amendment will become immediately effective as of the execution date.

IN WITNESS WHEREOF, The Bank of New York Mellon Corporation has caused this Amendment to be executed by its duly authorized officers as of December 19, 2014.

THE BANK OF NEW YORK MELLON CORPORATION

By: /s/ Judith K. Verhave  
Name: Judith K. Verhave  
Title: Executive Vice President and  
Global Head of Compensation and Benefits

ATTEST:

By: /s/ Bennett E. Josselsohn  
Name: Bennett E. Josselsohn  
Title: Managing Director, Senior Managing Counsel

**COMPUTATION OF RATIO OF EARNINGS TO COMBINED FIXED CHARGES  
AND PREFERRED STOCK DIVIDENDS**

**The Bank of New York Mellon Corporation**

| <i>(dollar amounts in millions)</i>  | Year ended Dec. 31, |          |          |          |          |
|--|---------------------|----------|----------|----------|----------|
|  | 2014                | 2013     | 2012     | 2011     | 2010     |
| <b>Earnings</b>  |                     |          |          |          |          |
| Income from continuing operations before income taxes <i>(a)</i>   | \$ 3,563            | \$ 3,777 | \$ 3,357 | \$ 3,685 | \$ 3,754 |
| Net (income) attributable to noncontrolling interests  | (84)                | (81)     | (78)     | (53)     | (63)     |
| Income from continuing operations before income taxes attributable to shareholders of The Bank of New York Mellon Corporation <i>(a)</i>   | 3,479               | 3,696    | 3,279    | 3,632    | 3,691    |
| Fixed charges, excluding interest on deposits  | 380                 | 349      | 484      | 480      | 519      |
| Income from continuing operations before income taxes and fixed charges, excluding interest on deposits applicable to the shareholders of The Bank of New York Mellon Corporation <i>(a)</i> | 3,859               | 4,045    | 3,763    | 4,112    | 4,210    |
| Interest on deposits   | 83                  | 105      | 154      | 241      | 131      |
| Income from continuing operations before income taxes and fixed charges, including interest on deposits applicable to shareholders of The Bank of New York Mellon Corporation <i>(a)</i>     | \$ 3,942            | \$ 4,150 | \$ 3,917 | \$ 4,353 | \$ 4,341 |
| <b>Fixed charges</b>   |                     |          |          |          |          |
| Interest expense, excluding interest on deposits   | \$ 271              | \$ 238   | \$ 380   | \$ 363   | \$ 414   |
| One-third net rental expense <i>(b)</i>  | 109                 | 111      | 104      | 117      | 105      |
| Total fixed charges, excluding interest on deposits  | 380                 | 349      | 484      | 480      | 519      |
| Interest on deposits   | 83                  | 105      | 154      | 241      | 131      |
| Total fixed charges, including interests on deposits   | \$ 463              | \$ 454   | \$ 638   | \$ 721   | \$ 650   |
| Preferred stock dividends  | \$ 73               | \$ 64    | \$ 18    | \$ —     | \$ —     |
| Total fixed charges and preferred stock dividends, excluding interest on deposits  | \$ 453              | \$ 413   | \$ 502   | \$ 480   | \$ 519   |
| Total fixed charges and preferred stock dividends, including interest on deposits  | \$ 536              | \$ 518   | \$ 656   | \$ 721   | \$ 650   |
| <b>Earnings to fixed charges ratios <i>(a)</i></b>   |                     |          |          |          |          |
| Excluding interest on deposits   | 10.16               | 11.59    | 7.77     | 8.57     | 8.11     |
| Including interest on deposits   | 8.51                | 9.14     | 6.14     | 6.04     | 6.68     |
| <b>Earnings to fixed charges and preferred stock dividends ratios <i>(a)(c)</i></b>  |                     |          |          |          |          |
| Excluding interest on deposits   | 8.52                | 9.79     | 7.50     | 8.57     | 8.11     |
| Including interest on deposits   | 7.35                | 8.01     | 5.97     | 6.04     | 6.68     |

*(a) Results for years ended Dec. 31, 2013, Dec. 31, 2012, Dec. 31, 2011 and Dec. 31, 2010 were restated to reflect the retrospective application of adopting new accounting guidance in 2014 related to our investments in qualified affordable housing projects (ASU 2014-01). See Note 2 of the Notes to Consolidated Financial Statements for additional information.*

*(b) The proportion deemed representative of the interest factor.*

*(c) Dividends were paid in 2014, 2013 and 2012 on the Series A and Series C preferred stock, which were issued in 2012. Dividends paid in 2014 and 2013 also include the Series D preferred stock, which was issued in 2013.*

**THE BANK OF NEW YORK MELLON CORPORATION**  
**PRIMARY SUBSIDIARIES**  
**DEC. 31, 2014**

The following are primary subsidiaries of The Bank of New York Mellon Corporation as of Dec. 31, 2014 and the states or jurisdictions in which they are organized. The names of particular subsidiaries have been omitted because, considered in the aggregate as a single subsidiary, they would not constitute, as of Dec. 31, 2014, a “significant subsidiary” as that term is defined in Rule 1-02(w) of Regulation S-X under the Securities Exchange Act of 1934, as amended.

- BNY Capital Funding LLC – State of Organization: Delaware
- BNY Capital Markets Holdings, Inc. – State of Incorporation: New York
- BNY Capital Resources Corporation – State of Incorporation: New York
- BNY International Financing Corporation – Incorporation: United States
- BNY Lease Holdings LLC – State of Organization: Delaware
- BNY Real Estate Holdings LLC – State of Organization: Delaware
- BNY Mellon Capital Markets, LLC – State of Organization: Delaware
- BNY Mellon Fixed Income Securities, LLC – State of Organization: Delaware
- BNY Mellon Fund Managers Limited – Incorporation: England
- BNY Mellon Global Management Limited – Incorporation: Ireland
- BNY Mellon Holdings (UK) Limited – Incorporation: England
- BNY Mellon International Asset Management Group Limited – Incorporation: England
- BNY Mellon International Asset Management (Holdings) Limited – Incorporation: England and Wales
- BNY Mellon International Asset Management (Holdings) No. 1 Limited – Incorporation: England and Wales
- BNY Mellon Investment Management EMEA Limited – Incorporation: England
- BNY Mellon Investment Management Europe Holdings Limited – Incorporation: England
- BNY Mellon Investment Management (Europe) Limited – Incorporation: England
- BNY Mellon Investment Management (Jersey) Limited – Incorporation: Jersey
- BNY Mellon Investment Servicing (US) Inc. – State of Incorporation: Massachusetts
- BNY Mellon, National Association – Incorporation: United States
- BNY Mellon Securities Services (Ireland) Limited – Incorporation: Ireland
- BNY Mellon Trust Company (Ireland) Limited – Incorporation: Ireland
- BNYM GIS Funding I LLC – State of Organization: Delaware
- BNYM GIS Funding III LLC – State of Organization: Delaware
- BNYM GIS (UK) Funding II LLC – State of Organization: Delaware
- Insight Investment Funds Management Limited – Incorporation: England
- Insight Investment Management (Global) Limited – Incorporation: England
- Insight Investment Management Limited – Incorporation: England
- MAM (MA) Holding Trust – State of Incorporation: Massachusetts
- MBC Investments Corporation – State of Incorporation: Delaware
- Mellon Capital Management Corporation – State of Incorporation: Delaware
- Mellon Overseas Investment Corporation – Incorporation: United States

**THE BANK OF NEW YORK MELLON CORPORATION**  
**PRIMARY SUBSIDIARIES**  
**DEC. 31, 2014**

**Continued**

- One Wall Street Corporation – State of Incorporation: New York
- Pershing Group LLC – State of Organization: Delaware
- Pershing Holdings (UK) Limited – Incorporation: England
- Pershing Limited – Incorporation: England
- Pershing LLC – State of Organization: Delaware
- Pershing Securities Limited – Incorporation: England
- Standish Mellon Asset Management Company LLC – State of Organization: Delaware
- TBC Securities Co., Inc. – State of Incorporation: Massachusetts
- The Bank of New York Mellon – State of Organization: New York
- The Bank of New York Mellon (International) Limited – Incorporation: England
- The Bank of New York Mellon (Luxembourg) S.A. – Incorporation: Luxembourg
- The Bank of New York Mellon SA/NV – Incorporation: Belgium
- The Dreyfus Corporation – State of Incorporation: New York
- Walter Scott & Partners Limited – Incorporation: Scotland



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors  
The Bank of New York Mellon Corporation:

We consent to the incorporation by reference in the following registration statements, as amended:

| <u>Form</u> | <u>Registration Statement</u> | <u>Filer</u>                            |
|-------------|-------------------------------|---|
| S-8         | 333-198152                    | The Bank of New York Mellon Corporation |
| S-8         | 333-174342                    | The Bank of New York Mellon Corporation |
| S-8         | 333-171258                    | The Bank of New York Mellon Corporation |
| S-8         | 333-150324                    | The Bank of New York Mellon Corporation |
| S-8         | 333-150323                    | The Bank of New York Mellon Corporation |
| S-8         | 333-149473                    | The Bank of New York Mellon Corporation |
| S-8         | 333-144216                    | The Bank of New York Mellon Corporation |
| S-3         | 333-189568                    | The Bank of New York Mellon Corporation |
| S-3         | 333-189569                    | The Bank of New York Mellon Corporation |
| S-3         | 333-189568-01                 | BNY Capital X                           |
| S-3         | 333-189568-02                 | BNY Capital IX                          |
| S-3         | 333-189568-03                 | BNY Capital VIII                        |
| S-3         | 333-189568-04                 | BNY Capital VII                         |
| S-3         | 333-189568-05                 | BNY Capital VI                          |

of our reports dated February 27, 2015, with respect to the consolidated balance sheets of The Bank of New York Mellon Corporation and subsidiaries (“BNY Mellon”) as of December 31, 2014 and 2013, and the related consolidated statements of income, comprehensive income, changes in equity, and cash flows for each of the years in the three-year period ended December 31, 2014, and the effectiveness of internal control over financial reporting as of December 31, 2014, which reports appear in the December 31, 2014 Annual Report on Form 10-K of BNY Mellon.

/s/ KPMG LLP

New York, New York  
February 27, 2015

## POWER OF ATTORNEY

## THE BANK OF NEW YORK MELLON CORPORATION

Know all men by these present, that each person whose signature appears below constitutes and appoints J. Kevin McCarthy and Craig T. Beazer, and each of them, such person's true and lawful attorney-in-fact and agent, with full power of substitution and revocation, for such person and in such person's name, place and stead, in any and all capacities, to sign one or more Annual Reports on Form 10-K pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, for The Bank of New York Mellon Corporation for the year ended December 31, 2014, and any and all amendments thereto, and to file same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission and with the New York Stock Exchange, Inc., granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents and each of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

This power of attorney shall be effective as of February 10, 2015 and shall continue in full force and effect until revoked by the undersigned in a writing filed with the secretary of the Corporation.

/s/ Nicholas M. Donofrio  
Nicholas M. Donofrio, Director

/s/ Michael J. Kowalski  
Michael J. Kowalski, Director

/s/ Joseph J. Echevarria  
Joseph J. Echevarria, Director

/s/ John A. Luke, Jr.  
John A. Luke, Jr., Director

/s/ Edward P. Garden  
Edward P. Garden, Director

/s/ Mark A. Nordenberg  
Mark A. Nordenberg, Director

/s/ Jeffrey A. Goldstein  
Jeffrey A. Goldstein, Director

/s/ Catherine A. Rein  
Catherine A. Rein, Director

/s/ John M. Hinshaw  
John M. Hinshaw, Director

/s/ William C. Richardson  
William C. Richardson, Director

/s/ Edmund F. Kelly  
Edmund F. Kelly, Director

/s/ Samuel C. Scott III  
Samuel C. Scott III, Director

/s/ Richard J. Kogan  
Richard J. Kogan, Director

/s/ Wesley W. von Schack  
Wesley W. von Schack, Director

## CERTIFICATION

I, Gerald L. Hassell, certify that:

1. I have reviewed this annual report on Form 10-K of The Bank of New York Mellon Corporation (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: February 27, 2015

/s/ Gerald L. Hassell

Name: Gerald L. Hassell

Title: Chief Executive Officer

## CERTIFICATION

I, Thomas P. Gibbons, certify that:

1. I have reviewed this annual report on Form 10-K of The Bank of New York Mellon Corporation (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: February 27, 2015

/s/ Thomas P. Gibbons

Name: Thomas P. Gibbons

Title: Chief Financial Officer

**CERTIFICATION**

Pursuant to 18 U.S.C. Section 1350, the undersigned officer of The Bank of New York Mellon Corporation (“BNY Mellon”), hereby certifies, to his knowledge, that BNY Mellon’s Annual Report on Form 10-K for the year ended Dec. 31, 2014 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of BNY Mellon.

Dated: February 27, 2015

/s/ Gerald L. Hassell

Name: Gerald L. Hassell

Title: Chief Executive Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document.

**CERTIFICATION**

Pursuant to 18 U.S.C. Section 1350, the undersigned officer of The Bank of New York Mellon Corporation (“BNY Mellon”), hereby certifies, to his knowledge, that BNY Mellon’s Annual Report on Form 10-K for the year ended Dec. 31, 2014 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of BNY Mellon.

Dated: February 27, 2015

/s/ Thomas P. Gibbons

Name: Thomas P. Gibbons

Title: Chief Financial Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document.