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Bank of New York Mellon CORP  
Form FWP  
February 01, 2008

Filed pursuant to Rule 433  
Registration Statement Nos.:  
333-144261, 333-144261-01,  
333-144261-02, 333-144261-03,  
333-144261-04, 333-144261-05,  
333-144261-06 and 333-144261-07.

**THE BANK OF NEW YORK MELLON CORPORATION**

**FINAL TERM SHEET, FEBRUARY 1, 2008**

**\$200,000,000 FLOATING RATE NOTES DUE FEBRUARY 5, 2010**

**ISSUER:** THE BANK OF NEW YORK MELLON CORPORATION

**SECURITIES:** SENIOR MEDIUM-TERM NOTES, SERIES G

**EXPECTED RATINGS:** AA2/A+/AA- (STABLE/POSITIVE/POSITIVE)

**MATURITY DATE:** FEBRUARY 5, 2010

**TRADE DATE:** FEBRUARY 1, 2008

**SETTLEMENT DATE:** FEBRUARY 5, 2008 (T+2)

**COUPON:** 3 MONTH LIBOR + 40 BASIS POINTS

**COUPON FREQUENCY:** QUARTERLY

**INTEREST PAYMENT DATES:** QUARTERLY ON THE 5<sup>TH</sup> DAY OF FEBRUARY, MAY, AUGUST AND NOVEMBER OF EACH YEAR, COMMENCING MAY 5, 2008, AND ENDING ON THE MATURITY DATE (MODIFIED FOLLOWING, ADJUSTED)

**INTEREST RESET DATES:** QUARTERLY ON THE 5<sup>TH</sup> DAY OF FEBRUARY, MAY, AUGUST AND NOVEMBER OF EACH YEAR, COMMENCING MAY 5, 2008 (MODIFIED FOLLOWING, ADJUSTED)

**INTEREST RATE DETERMINATION DATES:** THE SECOND LONDON BUSINESS DAY PRECEDING THE RELATED INTEREST RESET DATE

**DAY COUNT:** ACTUAL/360

**PRINCIPAL AMOUNT:** \$200,000,000 (TO BE FUNGIBLE AND CONSOLIDATED WITH THE \$700,000,000 FLOATING RATE NOTES TO BE ISSUED ON THE SETTLEMENT DATE AS FURTHER DESCRIBED IN THE FINAL TERM SHEET DATED JANUARY 29, 2008 RELATING TO SUCH NOTES, THEREBY FORMING A SINGLE ISSUE WITH SUCH NOTES WITH AN AGGREGATE PRINCIPAL AMOUNT OF \$900,000,000)

**PRICE TO PUBLIC:** 100.00% PLUS ACCRUED INTEREST, IF ANY, FROM FEBRUARY 5, 2008

**UNDERWRITING DISCOUNT:** 0.02%

<b>ALL-IN PRICE:</b>	99.98% PLUS ACCRUED INTEREST, IF ANY, FROM FEBRUARY 5, 2008
<b>NET PROCEEDS:</b>	\$199,960,000
<b>PRICING BENCHMARK:</b>	3 MONTH LIBOR (REUTERS PAGE LIBOR01)
<b>SPREAD TO BENCHMARK:</b>	+40 BASIS POINTS
<b>REDEMPTION:</b>	NOT REDEEMABLE BY THE ISSUER PRIOR TO MATURITY
<b>DENOMINATIONS:</b>	\$1,000 X \$1,000
<b>LISTING:</b>	NONE
<b>CUSIP:</b>	06406HBH1
<b>BOOKRUNNERS:</b>	J.P. MORGAN SECURITIES INC. MORGAN STANLEY & CO. INCORPORATED
<b>CO-MANAGERS:</b>	BNY CAPITAL MARKETS, INC.
<b>UNDERWRITING:</b>	THE UNDERWRITING AGREEMENT PROVIDES THAT THE UNDERWRITERS ARE OBLIGATED TO PURCHASE ALL OF THE NOTES IF ANY ARE PURCHASED. THE UNDERWRITING AGREEMENT MAY BE TERMINATED BY THE UNDERWRITERS PRIOR TO ISSUANCE OF THE NOTES IN CERTAIN CIRCUMSTANCES.

The Issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, and other documents the Issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC web site at [www.sec.gov](http://www.sec.gov). Alternatively, the Issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling J.P. MORGAN SECURITIES INC. at 1 (212) 834-4533 and MORGAN STANLEY & CO. INCORPORATED toll free at 1 (866) 718-1649.