

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, 2015

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.)

225 Liberty 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 th 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, 2015, the aggregate market value of the registrant's common stock, \$0.01 par value per share, held by nonaffiliates of the registrant was \$46,364,551,489.

As of January 31, 2016, 1,075,800,941 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 2016 Proxy Statement-Part III
The Bank of New York Mellon Corporation 2015 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 15, including those portions of BNY Mellon’s 2015 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 2016 Annual Meeting (the “Proxy”) upon filing with the SEC will be, available on our website at 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. The following materials are also available, free of charge, on our website at www.bnymellon.com under “Investor Relations”:

- All of our SEC filings, including annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all amendments to these reports, SEC Forms 3, 4 and 5 and any proxy statement mailed by us in connection with the solicitation of proxies;
- Financial statements and footnotes prepared using Extensible Business Reporting Language (“XBRL”);
- Our earnings materials and selected management conference calls and presentations;
- Other regulatory disclosures, including: Pillar 3 Disclosures (and Market Risk Disclosure contained therein); Federal Financial Institutions Examination Council - Consolidated Reports of Condition and Income for a Bank With Domestic and Foreign Offices; Consolidated Financial Statements for Bank Holding Companies; and the Dodd-Frank Act Stress Test Results for BNY Mellon and The Bank of New York Mellon; and

- Our Corporate Governance Guidelines, Directors Code of Conduct and the Charters of the Audit, Finance, Corporate Governance and Nominating, Corporate Social Responsibility, Human Resources and Compensation, Risk and Technology Committees of our 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”, “would”, “may”, “will”, “strategy”, “synergies”, “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, liquidity and capital condition, results of operations, goals, strategies, outlook, objectives, expectations (including those regarding our performance results, regulatory, market, economic or accounting developments, legal proceedings and other contingencies), effective tax rate, 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: an information security event or technology disruption that results in a loss of confidential information or impacts our ability to provide services to our clients and any material adverse effect on our business and results of

operations; failure of our technology or that of a third party or vendor, or if we neglect to update our technology, develop and market new technology to meet clients' needs or protect our intellectual property and any material adverse effect on our business; extensive government regulation and supervision and the impact of the significant amount of rulemaking since the 2008 financial crisis, which have, and in the future may, compel us to change how we manage our businesses, could have a material adverse effect on our business, financial condition and results of operations and have increased our compliance and operational risks and costs; failure to satisfy regulatory standards, including "well capitalized" and "well managed" status or capital adequacy and liquidity rules, and any resulting limitations on our activities, or adverse effects on our business and financial condition; regulatory actions or litigation and any adverse effect on our results of operations or harm to our businesses or reputation; adverse publicity, government scrutiny or other reputational harm and any negative effect on our businesses; the risks relating to new lines of business, new products and services or strategic project initiatives and the failure to implement these initiatives, which could affect our results of operations; the risks and uncertainties relating to our strategic transactions and any adverse effect on our business, results of operations and financial condition; operational risk and any material adverse effect on our business; failure or circumvention of our controls and procedures and any material adverse effect on our business, reputation, results of operations and financial condition; competition in all aspects of our business and any negative effect on our ability to maintain or increase our profitability; failure of our risk management framework to be effective in mitigating risk and reducing the potential for losses; change or uncertainty in monetary, tax and other governmental policies and the impact on our businesses, profitability and ability to compete; political, economic, legal, operational and other risks inherent in operating globally and any material adverse effect on our business; failure to attract and retain employees and any adverse effect on our business; acts of terrorism, natural disasters, pandemics and global conflicts and any negative impact on our business and operations; weakness in financial markets and the economy generally and any material adverse effect on our business, results of operations and financial condition; market volatility and any adverse impact on our business, financial condition and results of operations and our ability to

manage risk; ongoing concerns about the financial stability of certain countries, the failure or instability of any of our significant global counterparties, or a breakup of the European Union or Eurozone and any material adverse effect on our business and results of operations; continuing low or volatile interest rates and any material adverse effect on our profitability; write-downs of securities that we own and other losses related to volatile and illiquid market conditions and any reduction in our earnings or impact on our financial condition; 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; any adverse effects on our foreign exchange revenue from decreased market volatility or cross-border investment activity of our clients; the failure or perceived weakness of any of our significant counterparties, and our assumption of credit and counterparty risk, which could expose us to loss and adversely affect our business; credit, regulatory and reputational risks as a result of our tri-party repo collateral agency services, which could adversely affect our business and results of operations; any material reduction in our credit ratings or the credit ratings of our principal bank subsidiaries, which could increase the cost of funding and borrowing to us and our rated subsidiaries and have a material adverse effect on our results of operations and financial condition and on the value of the securities we issue; any adverse effect on our business, financial condition and results of operations of not effectively managing our liquidity; inadequate reserves for credit losses, including loan reserves, and any resulting charges through provision expense; tax law changes or challenges to our tax positions and any adverse effect on our net income, effective tax rate and overall results of operations and financial condition; changes in accounting standards and any material impact on our reported financial condition, results of operations, cash flows and other financial data; risks associated with being a non-operating holding company, including our dependence on dividends from our subsidiaries to meet obligations, to provide funds for payment of dividends and for stock repurchases; and the impact of provisions of U.S. banking laws and regulations, including those governing capital and the approval of our capital plan, applicable provisions of Delaware law or failure to pay full and timely dividends on our preferred stock, on our ability to return capital to shareholders.

THE BANK OF NEW YORK MELLON CORPORATION

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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 \$28.9 trillion in assets under custody and/or administration and \$1.6 trillion in assets under management as of Dec. 31, 2015. 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 highlights", "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 "MD&A – 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, 2015.

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, as well as a wide range of technology service providers. 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, depository 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, 2015, BNY Mellon and its subsidiaries had approximately 51,200 full-time 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”, “– Country risk exposure” 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 seek to sell, lease or sublease this excess space. The following is a description of our principal properties, which are utilized by all of our business segments, as of Dec. 31, 2015:

New York Area properties

We lease approximately 325,000 square feet of space in an office building located at 225 Liberty Street in downtown Manhattan that serves as our corporate headquarters. 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. In addition, we lease approximately 313,000 square feet of space at 200 Park Avenue, approximately 318,000 square feet of space in Brooklyn and approximately 485,000 square feet of space at 95 Christopher Columbus Drive in Jersey City.

Pittsburgh properties

We lease under a long-term, triple net lease the entire 54-story office building at BNY Mellon Center, 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.

Boston area properties

We lease approximately 373,000 square feet of space located at One Boston Place, 201 Washington Street. We also lease under a triple net lease the 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.

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), and leased space totaling 134,000 square feet in Manchester. We have other leased office locations throughout the United Kingdom, including locations in Poole, Leeds, Brentwood, Liverpool and Edinburgh.

India properties

We lease approximately 887,000 square feet of space in Pune, India and approximately 727,000 square feet of space in Chennai, India.

Other properties

We also lease (and in a few instances own) office space and other facilities at numerous other locations globally, 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, 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 1/4,000th 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 2014 and 2015 is set forth in the "Selected Quarterly Data" section in the Annual Report, which is incorporated herein by reference. As of Dec. 31, 2015, there were 29,136 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 2015 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 15 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, 2015, 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.

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 2015 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 140 and 141 of the Annual Report, each of which is incorporated herein by reference.

ITEM 9B. OTHER INFORMATION

Not applicable.

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. 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. 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. 26, 2016, 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.

Name and position	Age
Gerald L. Hassell Chairman and Chief Executive Officer	64 (1)
Karen B. Peetz President	60 (2)
Thomas P. (Todd) Gibbons Vice Chairman Chief Financial Officer	59 (3)
Brian T. Shea Vice Chairman	55 (4)
Mitchell E. Harris Senior Executive Vice President	61 (5)
Monique R. Herena Senior Executive Vice President	45 (6)
J. Kevin McCarthy Senior Executive Vice President General Counsel	51 (7)
James S. Wiener Senior Executive Vice President	48 (8)
Kurtis R. Kurimsky Vice President and Controller	42 (9)
Michelle M. Neal Managing Director	42 (10)

- (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 2011 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. From at least 2011 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. Gibbons has served as Vice Chairman of BNY Mellon since September 2010 and as Chief Financial Officer of BNY Mellon since at least 2011. Mr. Gibbons also serves as Vice Chairman and Chief Financial Officer of The Bank of New York Mellon and BNY Mellon, N.A.
- (4) Mr. Harris has served as Senior Executive Vice President of BNY Mellon since May 2011. Mr. Harris also serves as Senior Executive Vice President 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 at least 2011 to December 2012, Mr. Shea served as Chief Executive Officer of Pershing LLC.
- (6) 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 at least 2011 to 2013, Ms. Herena served as Senior Vice President Human Resources and Chief Human Resources Officer for Asia, Middle East and Africa for PepsiCo.
- (7) 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 at least 2011 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.

- (8) 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 2011 to November 2014, Mr. Wiener served as a senior partner at Oliver Wyman Group, a management consulting company.
- (9) Mr. Kurimsky has served as Controller since July 2015 and was previously Acting Controller of BNY Mellon since February 2015. From May 2014 to February 2015, Mr. Kurimsky served as Deputy Controller of BNY Mellon. Mr. Kurimsky also serves as Managing Director and Controller of The Bank of New York Mellon and BNY Mellon, N.A. From at least 2011 to April 2014, Mr. Kurimsky served as a partner in the Financial Services Practice at KPMG LLP.
- (10) Ms. Neal has served as Managing Director of BNY Mellon since November 2015. Ms. Neal also serves as Managing Director of The Bank of New York Mellon and BNY Mellon, N.A. From February 2014 to November 2015, Ms. Neal served as global head of listed derivatives, markets clearing and fixed income market structure at Deutsche Bank, a financial institution. From at least 2011 to January 2014, Ms. Neal served as global head of markets electronic trading, futures and prime services for Nomura International and Chief Operating Officer of Global Execution Services for Nomura Global Markets and Instinet.

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 HRC 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 4 – Ratification of KPMG LLP”, which is incorporated herein by reference.

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	142-143
	Consolidated Comprehensive Income Statement	144
	Consolidated Balance Sheet	145
	Consolidated Statement of Cash Flows	146
	Consolidated Statement of Changes in Equity	147-149
	Notes to Consolidated Financial Statements	150-225
	Report of Independent Registered Public Accounting Firm	225
	Selected Quarterly Data (unaudited)	132

- (3) Exhibits
See (b) below.

- (b) The exhibits listed on the Index to Exhibits on pages 15 through 24 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 26, 2016

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> Gerald L. Hassell Chairman and Chief Executive Officer	Director and Principal Executive Officer
By: <u>/s/ Thomas P. Gibbons</u> Thomas P. Gibbons Chief Financial Officer	Principal Financial Officer
By: <u>/s/ Kurtis R. Kurimsky</u> Kurtis R. Kurimsky Corporate Controller	Principal Accounting Officer
Nicholas M. Donofrio; Joseph J. Echevarria; Edward P. Garden; Jeffrey A. Goldstein; John M. Hinshaw; Edmund F. Kelly; Richard J. Kogan; John A. Luke, Jr.; Mark A. Nordenberg; Catherine A. Rein; William C. Richardson; Samuel C. Scott III; and Wesley W. von Schack	Directors
By: <u>/s/ Craig T. Beazer</u> Craig T. Beazer Attorney-in-fact	DATED: February 26, 2016

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	Certificate of Designations of The Bank of New York Mellon Corporation with respect to Series E Noncumulative Perpetual Preferred Stock, dated April 27, 2015.	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 April 28, 2015, and incorporated herein by reference.
3.6	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, Oct. 8, 2013 and October 13, 2015.	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. 19, 2015, and incorporated herein by reference.

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, 2015. 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.

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.

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.

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	* 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.
10.36	* 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.
10.37	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.

Exhibit	Description	Method of Filing
10.38	* 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.
10.39	* 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.
10.40	* 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.
10.41	* 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.
10.42	* 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.
10.43	* 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.
10.44	* 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.
10.45	* 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.
10.46	* 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.
10.47	* 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.
10.48	* 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.

Exhibit	Description	Method of Filing
10.49	* 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.
10.50	* 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.
10.51	* 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.
10.52	* 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.
10.53	* 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.
10.54	* 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.
10.55	* 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.
10.56	* 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.
10.57	* 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.
10.58	* 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.

Exhibit	Description	Method of Filing
10.59	* 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.
10.60	* 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.
10.61	* 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.
10.62	* 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.
10.63	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.
10.64	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.
10.65	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.
10.66	* Amendment to The Bank of New York Company, Inc. Supplemental Executive Retirement Plan, dated as of Dec. 31, 2014.	Previously filed as Exhibit 10.76 to BNY Mellon's Annual Report on Form 10-K (File No. 001-35651) for the year ended December 31, 2014, and incorporated herein by reference.
10.67	* 2015 Form of Performance Share Unit Agreement.	Previously filed as Exhibit 10.1 to BNY Mellon's Quarterly Report on Form 10-Q (File No. 001-35651) for the quarter ended September 30, 2015, and incorporated herein by reference.
10.68	* 2015 Form of Restricted Share Unit Agreement.	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, 2015, and incorporated herein by reference.
10.69	* The Bank of New York Mellon Corporation Defined Contribution IRC 401(a)(17) Plan (as amended and restated).	Filed herewith.
10.70	* Amendment dated as of December 14, 2015 to The Bank of New York Company, Inc. Excess Benefit Plan.	Filed herewith.

Exhibit	Description	Method of Filing
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 2015 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.
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.

INDEX TO EXHIBITS (continued)

Exhibit	Description	Method of Filing
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.

The Bank of New York Mellon Corporation

Defined Contribution

**IRC SECTION 401(a)(17)
PLAN**

Amended and Restated

Effective as of July 1, 2015

PURPOSE

The purpose of The Bank of New York Mellon Corporation Defined Contribution IRC Section 401(a)(17) Plan (the “Plan”) is to provide deferred compensation on an unfunded basis for a select group of management or highly compensated employees. The deferred compensation provided hereunder is intended to supplement the benefits provided under The Bank of New York Mellon Corporation 401(k) Savings Plan (the “401(k) Plan”) to such employees whose Retirement Contributions under the 401(k) Plan are limited due to the dollar maximums imposed on “qualified” plans by Section 401(a)(17) of the Internal Revenue Code of 1986, as amended (“Code”).

The Corporation hereby declares that its intention that the Plan be operated in compliance with the American Jobs Creation Act of 2004 and Section 409A of the Code. It is also the intention of the Corporation that the Plan be an “employee pension benefit plan” as defined in Section 3(2) of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”) and that the Plan be the type of plan described in Sections 201(2), 301(a)(3) and 401(a)(1) of Title I of ERISA. The Benefits Administration Committee (“Committee”) or a successor committee designated by the Corporation shall be the administrator responsible for fulfilling the duties and responsibilities imposed upon “administrators” of plans subject to Parts 1 and 5 of Title 1 of ERISA.

The Plan was originally effective December 20, 2012. The Plan is being amended and restated effective as of July 1, 2015 to reflect the expansion of eligibility for the Retirement Contribution to all participants adversely affected by the cessation of accruals under The Bank of New York Mellon Corporation Pension (“Pension Plan”) as of June 30, 2015 and the calculation of the Supplemental Retirement Contribution to be provided to such participants hereunder for the six month period July 1 through December 31, 2015; which period represents their initial period of eligibility under the Plan.

1.00 DEFINITIONS

The following terms shall have the meanings ascribed to them in this Section. Capitalized terms used in this Plan which are not otherwise defined in this Section 1.00 shall have the meanings ascribed to them in the 401(k) Plan to which this Plan relates.

1.01 “Beneficiary” shall have the same meaning as defined in Article I, Definitions, of the 401(k) Plan, as such definition may be amended from time to time and shall mean the same person or persons designated or deemed designated as the Participant’s Beneficiary under the 401(k) Plan.

1.02 “Corporation” means The Bank of New York Mellon Corporation and the sponsor of this Plan.

1.03 “Deemed Deposit Date” shall mean the recordkeeping date as of which a Supplemental Retirement Contribution is deemed credited to an Eligible Employee’s Notional Account. Unless otherwise provided herein or by the Corporation, the Deemed Deposit Date for any Plan Year shall mean the date as of which Retirement Contributions are made to the 401(k)

Plan for the same Plan Year; which date will generally occur in the first quarter of the Plan Year following the Plan Year to which the Retirement Contribution relates.

1.04 “Disability” or “Disabled” means where, by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than twenty-four (24) months, either: (a) the Participant is unable to engage in any substantial gainful activity or (b) the Participant is receiving income replacement benefits for a period of not less than three (3) months under an accident and health plan covering employees of his or her employer; in each instance as determined by the Committee, in accordance with Section 409A(a)(2)(C) of the Code and Regulation Section 1.409A-3(g)(4) promulgated thereunder, on the basis of written information supplied by the Participant.

1.05 “Effective Date” of this Plan shall be the date of its adoption as evidenced by the execution date of this Plan document.

1.06 “Eligible Compensation” shall have the same meaning as defined in Article I, Definitions, of the 401(k) Plan, as such definition may be amended from time to time; provided however; that, for purposes of this Plan, such Eligible Compensation in excess of 401(a)(17) Limit shall NOT be disregarded.

1.07 “Eligible Employee” shall be determined each Plan Year and shall mean any person eligible to receive an allocation of the Retirement Contribution provided under Article III, Contributions and Vesting, of the 401(k) Plan, with respect to such Plan Year.

1.08 “Employer” shall mean the Corporation and each entity controlled, directly or indirectly, by the Corporation.

1.09 “401(a)(17) Limit” means the compensation limit described in Code Section 401(a)(17) in effect for such Plan Year.

1.10 “401(k) Plan” means The Bank of New York Mellon Corporation 401(k) Savings Plan as amended and restated effective as of January 1, 2011, as amended.

1.11 “Notional Account” means the recordkeeping device used by the Corporation to account for the notional amounts to be credited to the Participant under the Plan as described in Section 3.02.

1.12 “Notional Investment Options” except as otherwise determined by the BIC, means those certain investment options – other than the option to invest in securities of the Corporation – available as of any time of reference under the 401(k) Plan (excluding any such options which may only be invested in through the so-called “self-directed account” feature) which will be used to determine the notional earnings and losses to be credited to a Participant’s Notional Account. To the extent not already provided to Participants as a result of their being eligible to participate in the 401(k) Plan, the Committee shall provide Participants with a description of the Notional Investment Options available hereunder from time to time.

1.13 “Participant” means any Eligible Employee eligible to receive a contribution with respect to any Plan Year in accordance with the provisions of Article II and/or who is credited with a Notional Account under the Plan.

1.14 “Plan” means this The Bank of New York Mellon Corporation Defined Contribution IRC Section 401(a)(17) Plan.

1.15 “Plan Year” means the calendar year.

1.16 “Retirement” means the Participant’s Separation from Service, other than by reason of death, on or after the date (“Retirement Date”) on which the Participant has attained age sixty-five (65).

1.17 “Retirement Contributions” means those certain Employer Retirement Contributions described in Article III, Contributions and Vesting, of the 401(k) Plan, as such definition may be amended from time to time.

1.18 “Service” and “Years of Service” shall have the same meaning – and be calculated in the same manner – as service and years of service are defined and calculated under Article I, Definitions, of the 401(k) Plan, as such definition and calculation methods may be amended from time to time.

1.19 “Valuation Date” means the last day of each month, or such other dates as the Committee may determine in its discretion; which may be either more or less frequent, for the valuation of Participants’ Notional Accounts.

2.00 ELIGIBILITY TO RECEIVE SUPPLEMENTAL RETIREMENT CONTRIBUTION

(a) Effective as of the Effective Date, all Eligible Employees who are credited with a Retirement Contribution under the 401(k) Plan for any Plan Year beginning before or after the Effective Date shall be eligible to receive a Supplemental Retirement Contribution corresponding to the same Plan Year to which the Retirement Contribution relates.

(b) Each Eligible Employee described in (a) shall have a Supplemental Retirement Contribution allocated to the Eligible Employee’s Notional Account under this Plan as of the Deemed Deposit Date which corresponds to the date the related Retirement Contribution was credited to the Eligible Employee under the 401(k) Plan for the same Plan Year.

3.00 SUPPLEMENTAL RETIREMENT CONTRIBUTION

3.01 Amount of Supplemental Retirement Contribution

(a) General Rule. Subject to (b), in respect of each Eligible Employee for any Plan Year the Corporation agrees to credit to the Participant’s Notional Account a notional amount (the “Supplemental Retirement Contribution”) for such Plan Year equal to:

(i) The maximum Retirement Contribution to which the Participant would have been entitled under the 401(k) Plan for the same Plan Year but for the application of the 401(a)(17) Limit.

LESS:

(ii) The actual Retirement Contribution credited to the Participant under the 401(k) Plan.

(b) Special Rule for 2015 Plan Year. Notwithstanding anything in (a) to the contrary, solely for purposes of determining what portion, if any, of the Eligible Compensation of Participants who were eligible to accrue a benefit under the BNY Mellon Pension Plan through the close of business on June 30, 2015 (“Pension Eligible Participants”) is in excess of the limit in effect under Code Section 401(a)(17) for such 2015 Plan Year (\$265,000) for the period July 1, 2015 through December 31, 2015 – and, as such, eligible to be taken into account for purposes of determining the amount of such Pension Eligible Participant’s Supplemental Retirement Contribution hereunder for such period – Eligible Compensation of Pension Eligible Participants shall be deemed to include only such Compensation earned during the period July 1, 2015 through December 31, 2015 regardless of whether a portion of such Participants compensation for the period January 1, 2015 through June 30, 2015 was in excess of the Code Section 401(a)(17) limit. By way of example, if a Pension Eligible Participant earned \$300,000 of Eligible Compensation for the period January 1, 2015 through June 30, 2015 and \$300,000 for the period July 1, 2015 through December 31, 2015, his or her Supplemental Retirement Contribution hereunder would equal \$6,000 ($\$300,000 \times 2\%$) and he or she would not be entitled to a Supplemental Retirement Contribution on the \$35,000 by which his or her Eligible Compensation earned during the period January 1, 2015 through June 30, 2015 exceeded the \$265,000 Code Section 401(a)(17) limit in effect for Plan Year 2015.

(c) No Supplemental Retirement Contribution will be credited to the Participant’s Notional Account for any Plan Year for which a Retirement Contribution was not made on behalf of the Participant under the 401(k) Plan.

3.02 Establishment of Notional Accounts.

“Notional Account” means the record-keeping device used by the Corporation to measure and determine the amounts to be paid to a Participant under the Plan. Separate Notional Accounts will be established for each Participant and as may be otherwise required. Notional Accounts shall be deemed to be credited with Notional gains or losses as provided in Section 3.06 from the date a Supplemental Retirement Contribution is credited in accordance with Section 3.03 through the Valuation Date.

3.03 Crediting of Supplemental Retirement Contributions; Earnings and Taxes

The Supplemental Retirement Contribution to which a Participant is entitled shall be credited to the Participant’s Notional Accounts as of the Deemed Deposit Date. To the extent the Supplemental Retirement Contribution is not credited on the same date as the Retirement Contribution to which it relates, it shall be adjusted to reflect earnings and losses based on the

Notional Investment Options elected (or deemed elected) for the period beginning on the Deemed Deposit Date and ending on the crediting date. Any withholding of taxes or other amounts with respect to deferred compensation that is elected by the Participant and/or required by Federal, state or local law on account of such deemed crediting shall be withheld from the Participant's Eligible Compensation and no amounts shall be withheld from the Supplemental Retirement Contribution deemed credited to the Participant hereunder.

3.04 Investment of Notional Account.

(a) Amounts Subject to Participant Direction. Subject to (b), all amounts credited to a Participant's Notional Account shall be notionally invested at the direction (or deemed direction) of the Participant in one (1) or more of the Notional Investment Options. Except as otherwise provided in (b) with respect to a Participant's initial investment election, Participant investment elections under the 401(k) Plan shall not be applied to the corresponding Notional Investment Options under this Plan.

(b) Initial Investments. Until such time as a Participant makes his investment elections on a form provided by or acceptable to the Plan Manager, such Participant's Notional Account shall be notionally invested in the same Notional Investment Options as are the Participant's Retirement Contributions actually invested under the 401(k) Plan determined as of the date the Participant first became a Participant under this Plan; provided, however, that to the extent any such Participant's Retirement Contributions are invested through the Self-Directed Account or in the Employer Stock Fund, the portion of the Participant's Notional Account that would otherwise be invested in such options shall be notionally invested in the Notional Investment Option which corresponds to the Qualified Default Investment Option under the 401(k) Plan; provided, further, that to the extent any such Participant has no investment elections in effect under the 401(k) Plan, the Participant's entire Notional Account shall be invested in the Notional Investment Option which corresponds to such Qualified Default Investment Option (collectively, the "Default Investments"). By way of clarification and not limitation, a Participant's Default Investments will not be affected by any election to change his or her separate investment elections under the 401(k) until such time, if ever, as the Participant makes an affirmative election to change his or her Default Investments under this Plan in accordance with Section 3.04(c).

(c) Change in Investment Elections. A Participant may elect to change the manner in which: (i) future Supplemental Retirement Contributions and/or (ii) amounts previously credited to the Participant's Notional Account; are notionally invested by timely submitting the change to the Plan Manager on a form provided by or acceptable to the Plan Manager. Such changes may be made daily in accordance with the administrative rules established by the Plan Manager and, to the extent administratively practicable, shall be effective as of the Market Close on the Trade Date as such terms are defined in Article IV, Investment and Valuation of Accounts, of the 401(k) Plan.

(d) Limitations on Investments. Notwithstanding anything contained in this Plan to the contrary, a Participant's investment directions with respect to Notional Investment Options shall be subject to the same suspensions, limitations, terminations or restrictions applicable to

similar actual investment directions under the 401(k) Plan; including, by way of illustration and not limitation, suspensions, limitations, terminations or restrictions which: (i) limit the number of investment directions to a particular Notional Investment Option over a stated period of time; (ii) establish daily trading deadlines for receipt of Participant directions to a particular Notional Investment Option (or all Notional Investment Options) earlier than the deadline applicable to investment directions to other Notional Investment Options under the Plan or to the deadline applicable to the trading in the Notional Investment Option outside the Plan; (iii) impose fees, payable by the Participant to the affected Notional Investment Option, on redemptions of investments in a particular option which occur within a stated period of time; (iv) require the temporary or permanent manual processing of investment directions of Participants determined to have violated any established and communicated trading restriction or limitation; and (v) require the temporary or permanent termination of a Participant's entitlement to make investments in a particular Notional Investment Option.

3.05 Valuation of Notional Investment Options.

A Participant's interest in each Notional Investment Option shall be represented by "shares" of participation. The value of each Notional Investment Option and the net asset value of a share in each Notional Investment Option shall be determined in the same manner as such option and share values are determined for the corresponding investment options under the 401(k) Plan. The Plan Manager shall be entitled to rely on such valuations of any Notional Investment Options provided by an investment manager, the sponsor of an investment fund included within the Notional Investment Options or any other person, provided that such reliance is consistent with the provisions of applicable law.

3.06 Valuation of Notional Accounts.

A Participant's Notional Account reflects his interest in each Notional Investment Option. After determining the share values of each Notional Investment Option in accordance with Section 3.05, each Notional Investment Option held in the Participant's Notional Account shall be: (a) credited with shares to reflect the sum of any Supplemental Retirement Contributions, dividends, fund transfers or other increments invested in such Option and (b) debited with shares to reflect the sum of any forfeitures, fund transfers, or other decrements to such Option; since the prior Valuation Date. All such credits and debits shall be made in accordance with the procedures set forth in Article IV, Investment and Valuation of Accounts, of the 401(k) Plan. The value of a Participant's Notional Account as of any time of reference shall be the aggregate value of the shares of such Notional Investment Options so credited to the Participant's Account.

3.07 Vesting of Notional Accounts.

A Participant's interest in amounts credited to his Notional Account shall fully vest upon the Participant's completion of three (3) Years of Service; provided, however, that such Participant shall become fully vested with respect to such amounts if, while an employee of the Corporation, he attains his Retirement Date, incurs a Disability, or dies. For purposes of determining Years of Service under the preceding sentence, if a Participant who is not vested in his Notional Account incurs a Break in Service and he is later reemployed as an employee, the Service to which he was

entitled before the Break in Service shall be restored to him effective as of his Employment Commencement Date. If a Participant who is not vested in his Notional Account terminates employment with the Corporation and is not later reemployed as an employee, his Notional Account shall be forfeited as of the Valuation Date which coincides with or next follows the date on which the Participant incurs five (5) consecutive one (1) year Breaks in Service (as defined in Article I, Definitions, of the 401(k) Plan). If, after the Participant's termination of employment from all members of the Controlled Group, the Participant receives a distribution of the entire vested portion of his Accrued Benefit and he is later reemployed prior to incurring five (5) consecutive one (1) year Breaks in Service, any forfeited amount of his Notional Account shall be restored.

3.08 Statement of Notional Account.

The Corporation shall submit to each Participant periodic statements setting forth the balance to the credit of the Notional Account maintained for the Participant.

3.09 Payment of Notional Account

(a) Payment Events. A Participant's Notional Account shall become payable upon the first to occur of a Participant's Retirement, death, Disability or other Separation from Service from the Corporation and all members of the Controlled Group and without regard to whether the Participant elects to commence his benefit under the 401(k) Plan. By way of clarification and not limitation, a Participant's Notional Account shall not be available for loans, hardship withdrawals or any other form of withdrawal or distribution not described in the prior sentence.

(b) Form of Payment. A Participant's Notional Account shall be paid in the form of single lump sum payment.

(c) Time of Payment. Subject to (d), a Participant's Notional Account shall be paid as soon as administratively possible on or after the first day of the month following the occurrence of a payment event described in (a); provided, however, that such Account shall be paid in the same taxable year if the payment event occurs prior to December 1st.

(d) Compliance of Plan with Section 409A. Notwithstanding anything to the contrary in (c) or in any other provision of this Plan, if a Participant is a "specified employee" as determined pursuant to Section 409A of the Code ("Section 409A") as of the date of such Participant's "separation from service" (within the meaning of Treasury Regulation 1.409A-1(h)) and if any payment of a Participant's Notional Account under this Plan both (i) constitutes a "deferral of compensation" within the meaning of Section 409A and (ii) cannot be paid in the manner otherwise provided without subjecting the Participant to "additional tax", interest or penalties under Section 409A, then any such payment that is payable during the first six months following the Participant's "separation from service" shall be paid or provided to the Participant in a cash lump-sum as soon as administratively possible on or after the first business day of the seventh calendar month following the month in which the Participant's "separation from service" occurs or, if earlier, at the Participant's death.

(e) Value of Notional Account. The value of a Participant's Notional Account to be distributed in accordance with this Section 3.09 shall be determined as of the Valuation immediately preceding the payment date determined in accordance with this Section.

(f) Source of Payment. The Corporation shall make any and all distributions pursuant to this Plan in cash out of its general assets.

(g) Withholding and Payroll Taxes. The Corporation shall withhold from payments made hereunder any taxes required to be withheld from such payments under Federal, state or local law.

(h) No Acceleration. To assure avoidance of payment acceleration which would be impermissible and subject to penalty under Code Section 409A, when payment is to be made in or for a particular month, payment cannot be made earlier than that month.

4.00 AMENDMENT AND TERMINATION

4.01 Amendment.

The Corporation shall have the right to amend this Plan at any time; provided, however, that no amendment shall directly or indirectly deprive any Participant or Beneficiary of the amount accrued to the Participant's Notional Account as of the date of the amendment. Notwithstanding anything in the preceding sentence to the contrary, the Committee shall have the power to amend the Plan to the extent authorized by Section 8.02.

4.02 Termination.

The Corporation shall have the right to partially or completely terminate the Plan if, in its judgment, the tax, accounting or other effects of the continuation of the Plan or potential payments thereunder would not be in the best interests of the Corporation. The Corporation may also determine to provide for payouts to Participants in connection with such partial or complete termination, provided such payouts are consistent with Code Section 409A.

5.00 SPENDTHRIFT PROVISIONS

The Corporation shall, except as otherwise provided hereunder, pay all amounts payable hereunder only to the person or persons entitled thereto hereunder, and all such payments shall be made directly into the hands of each such person or persons and not into the hands of any other person or corporation whatsoever, so that said payments may not be liable for the debts, contracts or engagements of any such designated person or persons, or taken in execution by attachment or garnishment or by any other legal or equitable proceedings, nor shall any such designated person or persons have any right to alienate, arbitrate, execute, pledge, encumber, or assign any such payments or the benefits or proceeds thereof. If the person entitled to receive payment be a minor, or a person of unsound mind, whether or not adjudicated incompetent, the Corporation, upon direction of the Committee, may make such payments to such person or persons, corporation or corporations as may be, or be acting as, parent or legal or natural

guardian of such minor or person of unsound mind. The signed receipt of such person or corporation shall be a full and complete discharge to the Corporation for any such payments. Notwithstanding the foregoing, the Committee may assign and/or accelerate the payment of a Participant's vested Notional Account balance to an individual other than the Participant as may be necessary to comply with a "qualified domestic relations order" as defined by and under the terms provided in Code Section 414(p), Code Section 409A and other applicable authorities.

6.00 BENEFITS UNFUNDED

The Corporation shall be responsible for the payment of all benefits provided under the Plan. At its discretion, the Corporation may establish one or more trusts, with such trustees as the Corporation or the Committee may approve, for the purpose of providing for the payment of such benefits. Such trust or trusts may be irrevocable, but the assets thereof shall be subject to the claims of the Corporation's creditors. To the extent any benefits provided under the Plan are actually paid from any such trust, the Corporation shall have no further obligation with respect thereto, but to the extent not so paid, such benefits shall remain the obligation of, and shall be paid by, the Corporation.

7.00 MISCELLANEOUS

7.01 Applicable Law

This Plan shall be governed by, and construed in accordance with, the laws of the State of New York, except to the extent that the laws of the State of New York shall have been specifically preempted by federal law.

7.02 Liability of Employees, Officers and Directors of the Corporation

No past, present or future employees, officers or directors of the Corporation shall be personally liable to any Participant, beneficiary or other person under any provision of this Plan.

7.03 Ineligible Participant

Notwithstanding any other provisions of this Plan to the contrary, if any Participant is determined not to be a "management or highly compensated employee" within the meaning of ERISA or regulations thereunder with respect to any Plan Year, then such Participant will not be eligible to receive a Supplemental Retirement Contribution under this Plan for any such Plan Year.

7.04 General Condition

Nothing contained herein shall be deemed to give any Participant or the Participant's surviving spouse or beneficiary any interest in this Plan or in any other specific property of the Corporation or any right except to receive such distributions as are expressly provided for in this Plan. Establishment of the Plan shall not be construed to give any Participant the right to be retained in the service of the Corporation or any of its affiliates.

7.05 Forfeitures to the Corporation

In case the Corporation is unable within three (3) years after payment is due to a Participant, or within three (3) years after payment is due to the Beneficiary or estate of a deceased Participant, to make such payment to him or her or his or her Beneficiary, executor or administrator because it cannot ascertain his or her whereabouts or the identity or whereabouts of his or her Beneficiary, executor or administrator by mailing to the last known address shown on the Employer's or the Corporation's records, and neither he, his or her Beneficiary, nor his or her executor or administrator had made written claim therefore before the expiration of the aforesaid time limit, then in such case, the amount due shall be forfeited to the Corporation.

7.06 Corporate Successors

The Plan shall not be automatically terminated by a transfer or sale of assets of the Corporation or by the merger or consolidation of the Corporation into or with any other corporation or other entity, but the Plan shall be continued after such sale, merger or consolidation only if and to the extent that the transferee, purchaser or successor entity, agrees to continue the Plan. In the event that the Plan is not continued by the transferee, purchaser or successor entity, then the Plan shall terminate subject to the provisions of Section 4.00.

8.00 ADMINISTRATION

8.01 Administrator.

Except as hereinafter provided, the Committee shall be responsible for the administrative responsibilities hereinafter described with respect to the Plan. Whenever any action is required or permitted to be taken in the administration of the Plan, the Committee shall take such action unless the Committee's power is expressly limited herein or by operation of law. The Committee shall be the Plan "Administrator" (as such term is defined in Section 3(16)(A) of ERISA). The Committee may delegate its duties and responsibilities as it, in its sole discretion, deems necessary or appropriate to the execution of such duties and responsibilities. The Committee as a whole or any of its members may serve in more than one capacity with respect to the Plan.

8.02 Powers and Duties.

The Committee, or its delegates, shall maintain and keep (or cause to be maintained and kept) such records as are necessary for the efficient operation of the Plan or as may be required by any applicable law, regulation, or ruling and shall provide for the preparation and filing of such forms, reports, information, and documents as may be required to be filed with any governmental agency or department and with the Plan's Participants and/or other Beneficiaries.

Except to the extent expressly reserved to the Corporation or an Employer, the Committee shall have all powers necessary to carry out the administrative provisions of the Plan and to satisfy the requirements of any applicable law or laws. These powers shall include, by way of illustration

and not limitation, the exclusive powers and discretionary authority necessary those duties and responsibilities described in “The Bank of New York Mellon Benefits Administrative Committee Charter and Summary of Operations” approved by the Appointing and Monitoring Committee July 21, 2008 and adopted by the Committee on October 16, 2008, as may be amended from time to time (the “BAC Charter”).

Without intending to limit the generality of the foregoing, the Committee shall have the power to amend the Plan, in whole or in part, in order to comply with applicable law; provided, however, that no such amendment may increase the duties and obligations of any Employer without the consent of the affected Employer(s).

8.03 Procedures.

The Committee shall be organized and conduct its business with respect to the Plan in accordance with the organizational and procedural rules set forth in the BAC Charter.

Notwithstanding the foregoing, if any member of the Committee shall be a Participant hereunder, then in any matters affecting any member of the Committee in his or her individual capacity as a Participant hereunder, separate and apart from his or her status as a member of the group of Participants, such interested member shall have no authority to vote in the determination of such matters as a member of the Committee, but the Committee shall determine such matter as if said interested member were not a member of the Committee; provided, however, that this shall not be deemed to take from said interested member any of his or her rights hereunder as a Participant.

8.04 Establishment of Rules.

The Committee shall have specific authority in its sole discretion to construe and interpret the terms of the Plan related to its powers and duties, and to the extent that the terms of the Plan are incomplete, the Committee shall have authority to establish such rules or regulations related to its powers and duties as it may deem necessary and proper to carry out the intent of the Corporation as to the purposes of the Plan.

8.05 Limitation of Liability.

The members of the Committee, and any officer, employee, or agent of the Corporation or any Employer, shall not incur any liability individually or on behalf of any other individuals or on behalf of the Corporation or any Employer for any act, or failure to act, made in good faith in relation to the Plan. No bond or other security shall be required of any such individual solely on account of any such individual’s power to direct the Employer to make the payments required hereunder.

8.06 Compensation and Insurance.

Members of the Committee shall serve without compensation for their services as such. Expenses incurred by members of the Committee in the performance of their duties as herein

provided, and the compensation and expenses of persons retained or employed by the Committee for services rendered in connection with the Plan shall, upon approval by the Committee, be paid or reimbursed by the Corporation.

8.07 Removal and Resignation.

Any member of the Committee may resign and the Corporation may remove any member of the Committee in accordance with the procedures established by the BAC Charter. The Committee shall remain fully operative pending the filling of any vacancies, the remaining Committee members having full authority to administer the Plan.

8.08 Claims Procedures.

The right of any Participant or Beneficiary to receive a benefit hereunder and the amount of such benefit shall be determined in accordance with the procedures for determination of benefit claims established and maintained by the Committee in compliance with the requirements of Section 503 of ERISA; which separate procedures, entitled Procedures for Determination of Benefit Claims, are incorporated herein by this reference.

The Bank of New York Mellon Corporation
Defined Contribution IRC Section 401(a)(17) Plan

Execution

IN WITNESS WHEREOF, the Corporation has caused this Plan to be executed this 14th day of December, 2015.

ATTEST:

THE BANK OF NEW YORK MELLON
CORPORATION

By: /s/ Bennett E. Josselsohn
Name: Bennett E. Josselsohn

By: /s/ Monique R. Herena
Name: Monique R. Herena

Title: Senior Managing Counsel

Title: Chief Human Resources Officer

The Bank of New York Mellon Corporation

Freeze Amendments to the

**The Bank of New York Company, Inc.
Excess Benefit Plan**

WHEREAS, pursuant to that certain Agreement and Plan of Merger (“Agreement of Merger”) dated as of December 3, 2006, as amended, Mellon Financial Corporation (“Legacy Mellon”) and The Bank of New York Company, Inc. (“Legacy BNY”) merged into a newly-formed corporation known as The Bank of New York Mellon Corporation (the “Corporation”) effective as of July 1, 2007 (the “Combination Date”); and

WHEREAS, in order to implement the benefit provisions of the Agreement of Merger, the Human Resources & Compensation Committee of the Corporation (the “HR&CC”) adopted the following resolutions at its organizational meeting of July, 2007:

- that on and after the Closing Date the [Legacy] Mellon Compensation and Benefit Plans and the [Legacy] BNY Compensation and Benefit Plans, as such terms are defined in the Agreement of Merger, are approved, including exercises and issuances thereunder, and shall be continued, *mutatis mutandis*, and be administered to exclude from participation (i) in the Mellon legacy plans, those individuals eligible to participate in the BNY legacy plans and (ii) in the BNY legacy plans, those individuals eligible to participate in the Mellon legacy plans; with such exclusions to continue until such time as provided otherwise after the Closing Date by the proper committee or officers of the [Corporation]; and
- that employees hired during the period commencing on and after the Closing Date and continuing until such time, if any, as determined by the proper committee or officers of the Corporation, shall be assigned to either or both of the Mellon legacy plans or BNY legacy plans by the proper officers or committees of the [Corporation]; provided such assignment is consistent with the rules of the New York Stock Exchange; and
- that, the delegations of authority, practices, policies and procedures, as existing, approved and in effect on the day before the Closing Date with respect to the establishment, amendment operation and termination of the Mellon Compensation and Benefit Plans and the BNY Compensation and Benefit Plans, including without limitation the authority to grant certain awards, shall be and hereby do continue, *mutatis mutandis*, with respect to the establishment, amendment, operation and termination of the Mellon and BNY legacy plans on and after the Closing Date ...; and
- that the proper officers of the [Corporation] be, and they hereby are, authorized and directed to execute and deliver such documents in the name of, and on behalf

of, [the Corporation] and to take or cause to be taken such further steps as they may deem necessary or appropriate to duly implement the foregoing resolutions; and

WHEREAS, pursuant to such resolutions and delegations of authority, the proper officers of the Corporation adopted the following general rules of eligibility:

- that persons employed by the legacy entities prior to the Combination Date continued to participate in their respective Compensation and Benefit Plans after the Combination Date;
- that employees hired after the combination date and prior to the July 1, 2008 payroll consolidation date, became eligible to participate in the legacy Mellon or legacy BNY plans corresponding to the payroll system through which they were paid; and
- that employees hired after the July 1, 2008 combination date were generally eligible to participate in the legacy Mellon plans; and

WHEREAS, the Benefits Administration Committee is presently responsible for administering The Bank New York Company, Inc. Excess Benefit Plan as amended and restated effective July 10, 1990 as amended (the “Plan”) and, *inter alia*, for maintaining the roster of persons eligible to participate in the Plan; and

WHEREAS, Section 17 of the Plan authorizes the sponsor to amend the Plan at any time and from time to time, prospectively or retroactively and may terminate Part I or Part II of the Plan at any time provided that the Plan may not be amended or terminated with respect to a Part I or II benefit that became payable prior to the time of such amendment or termination except with the written consent of the Participant or other person then receiving such Part I or II benefit; and

WHEREAS, at its meeting of January 29, 2015, the HR&CC: (A) adopted certain changes (the “2015 Design Changes”) to The Bank of New York Mellon Corporation Pension Plan (the “Retirement Plan”), including, among other changes: (i) the cessation of all accruals and adjustments to all benefits provided under all formulae under the Retirement Plan to the fullest extent permitted by law effective on and after the close of business on June 30, 2015 (the “Hard Freeze Date”) and (ii) the vesting, as of the Hard Freeze Date, of the benefits accrued under the Retirement Plan as of such Date by Participants actively employed through the close of business on such Hard Freeze Date and (B) directed that all non-qualified plans which determine benefit accruals in whole or in part by direct or indirect reference to benefits accrued under the Retirement Plan, which “Non-Qualified Plans” include the Plan, be amended as necessary or appropriate to reflect the adoption of the 2015 Design Changes and the Corporation’s intention that accrued benefits under any such Non-Qualified Plans not be increased as a result of the Hard-freeze of the Retirement Plan; and

WHEREAS, in order to reflect the 2015 Design Changes impacting the Plan, the Corporation now desires to amend the Plan to: (i) cease all accruals under the Plan to the fullest

extent permitted by law effective on and after the Hard Freeze Date and (ii) make certain other related and clarifying changes.

NOW, THEREFORE, BE IT RESOLVED, that the Plan is hereby amended effective as of June 30, 2015 by the adoption of this Freeze Amendment, as follows:

1. All references to “Committee” and “Company” shall refer to their successors as established by the Corporation on and after the July 1, 2007 date (the “Combination Date”) as of which Mellon Financial Corporation and The Bank of New York Company, Inc. merged into the Corporation.
2. In order to reflect the July, 2007, action of the Corporation resolving that the classes of persons eligible to participate and the retirement plan intended to be supplemented were not intended to be expanded to persons employed by – or subsequently hired into – entities which comprised Mellon Financial Corporation as constituted on the day before the Combination Date nor to supplement benefits under the Mellon Bank Retirement Plan, all references to “Retirement Plan” shall mean the Retirement Plan of The Bank of New York Company, Inc., as it may be amended from time to time. By way of clarification and not limitation, the Retirement Plan of The Bank of New York Company, Inc. was merged as of December 31, 2008 with and into the Mellon Bank Retirement Plan and the surviving plan was renamed The Bank of New York Mellon Corporation Pension Plan effective on and after January 1, 2009.
3. A new paragraph is added to the end of Part I, SECTION 3, Benefit, to clarify that the supplemental benefit is calculated on the benefit accrued under the Retirement Plan by only taking into account Average Final Compensation, Compensation, Credited Service and any other provisions affecting the Participant’s benefit, earned / determined through the Hard Freeze Date to read as follows:

Notwithstanding anything in this Plan to the contrary, the difference, expressed as a life annuity, between (i) the benefit the Participant or his beneficiary would have received under the Retirement Plan, prior to the reduction thereunder for the equivalent actuarial value of the Participant’s account under the ESOP, if section 415 of the Code or any such implementing Retirement Plan provisions were disregarded, and (ii) the sum of (A) the benefit which the participant is entitled to receive under the provisions of the Retirement Plan and (B) the equivalent actuarial value of the Participant’s account under the ESOP, shall be based on Average Final Compensation, Compensation, Credited Service and any other provisions affecting the Participant’s benefit, earned / determined through the June 30, 2015 Hard Freeze Date under the terms of the Retirement Plan.

4. A new paragraph is added to the end of Part II, SECTION 11, Benefit, to clarify that the supplemental benefit is calculated on the benefit accrued under the Retirement Plan by only taking into account Average Final Compensation, Compensation, Credited Service and any other provisions affecting the Participant’s benefit, earned / determined through the Hard Freeze Date to read as follows:

Notwithstanding anything in this Plan to the contrary, the difference, expressed as a life annuity, between (i) the benefit the Participant or his beneficiary would have received under the Retirement Plan, prior to the reduction thereunder for the equivalent actuarial value of the Participant's account under the ESOP, if section 401(a)(17) of the Code (and, if applicable, Section 415 of the Code) or any provisions of the Retirement Plan implementing such Section(s) were disregarded, and (ii) the sum of (A) the benefit which the participant is entitled to receive under the provisions of the Retirement Plan, (B) the equivalent actuarial value of the Participant's account under the ESOP and (C) the Benefit payable to the Participant under Part I of the Plan, shall be based on Average Final Compensation, Compensation, Credited Service and any other provisions affecting the Participant's benefit, earned / determined through the June 30, 2015 Hard Freeze Date under the terms of the Retirement Plan.

5. In all other respects, the Plan is continued in full force and effect.

The Bank of New York Mellon Corporation

The Bank of New York Company, Inc. Excess Benefit Plan

(Signature page to Freeze Amendments)

Execution

IN WITNESS WHEREOF, The Bank of New York Mellon Corporation, intending to be legally bound, has caused this Freeze Amendment to be executed by its duly authorized officer this 14th day of December, 2015.

WITNESS

THE BANK OF NEW YORK MELLON
CORPORATION

By: /s/ Bennett E. Josselsohn

By /s/ Monique R. Herena

Name: Bennett E. Josselsohn

Monique R. Herena

Title: Managing Director and
Senior Managing Counsel

Chief Human Resources Officer

**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,				
	2015	2014	2013	2012	2011
Earnings					
Income before income taxes	\$ 4,235	\$ 3,563	\$ 3,777	\$ 3,357	\$ 3,685
Net (income) attributable to noncontrolling interests	(64)	(84)	(81)	(78)	(53)
Income before income taxes attributable to shareholders of The Bank of New York Mellon Corporation	4,171	3,479	3,696	3,279	3,632
Fixed charges, excluding interest on deposits	373	380	349	484	480
Income from income taxes and fixed charges, excluding interest on deposits applicable to the shareholders of The Bank of New York Mellon Corporation	4,544	3,859	4,045	3,763	4,112
Interest on deposits	37	83	105	154	241
Income before income taxes and fixed charges, including interest on deposits applicable to shareholders of The Bank of New York Mellon Corporation	\$ 4,581	\$ 3,942	\$ 4,150	\$ 3,917	\$ 4,353
Fixed charges					
Interest expense, excluding interest on deposits	\$ 263	\$ 271	\$ 238	\$ 380	\$ 363
One-third net rental expense (a)	110	109	111	104	117
Total fixed charges, excluding interest on deposits	373	380	349	484	480
Interest on deposits	37	83	105	154	241
Total fixed charges, including interests on deposits	\$ 410	\$ 463	\$ 454	\$ 638	\$ 721
Preferred stock dividends (b)	\$ 105	\$ 73	\$ 64	\$ 18	\$ —
Total fixed charges and preferred stock dividends, excluding interest on deposits	\$ 478	\$ 453	\$ 413	\$ 502	\$ 480
Total fixed charges and preferred stock dividends, including interest on deposits	\$ 515	\$ 536	\$ 518	\$ 656	\$ 721
Earnings to fixed charges ratios					
Excluding interest on deposits	12.18	10.16	11.59	7.77	8.57
Including interest on deposits	11.17	8.51	9.14	6.14	6.04
Earnings to fixed charges and preferred stock dividends ratios (b)					
Excluding interest on deposits	9.51	8.52	9.79	7.50	8.57
Including interest on deposits	8.90	7.35	8.01	5.97	6.04

(a) The proportion deemed representative of the interest factor.

(b) Dividends were paid in 2015, 2014, 2013 and 2012 on the Series A and Series C preferred stock, which were issued in 2012. Dividends paid in 2015, 2014 and 2013 also include the Series D preferred stock, which was issued in 2013. Dividends paid in 2015 also include the Series E preferred stock, which was issued in 2015.

THE BANK OF NEW YORK MELLON CORPORATION
PRIMARY SUBSIDIARIES
DEC. 31, 2015

The following are primary subsidiaries of The Bank of New York Mellon Corporation as of Dec. 31, 2015 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, 2015, 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 Mellon Asset Management Japan Limited – Incorporation: Japan
- 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 (APAC) Holdings Limited – Incorporation: England
- BNY Mellon Investment Management APAC LP – Incorporation: England and Wales
- BNY Mellon Investment Management Cayman Ltd. – Incorporation: Cayman Islands
- 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
- BNY Real Estate Holdings LLC – State of Organization: Delaware
- 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 Canada Holding Company – Incorporation: Canada
- Mellon Overseas Investment Corporation – Incorporation: United States

THE BANK OF NEW YORK MELLON CORPORATION
PRIMARY SUBSIDIARIES
DEC. 31, 2015

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
S-3	333-209450	The Bank of New York Mellon Corporation

of our reports dated February 26, 2016, with respect to the consolidated balance sheets of The Bank of New York Mellon Corporation and subsidiaries (“BNY Mellon”) as of December 31, 2015 and 2014, 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, 2015, and the effectiveness of internal control over financial reporting as of December 31, 2015, which reports appear in the December 31, 2015 Annual Report on Form 10-K of BNY Mellon.

/s/ KPMG LLP

New York, New York
February 26, 2016

POWER OF ATTORNEY

THE BANK OF NEW YORK MELLON CORPORATION

Know all men by these presents, 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 (the "Corporation") for the year ended December 31, 2015, and any and all amendments thereto, and to file the 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 9, 2016 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/ John A. Luke, Jr.
John A. Luke, Jr., Director

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

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

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

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

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

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

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

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

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

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

/s/ Richard J. Kogan
Richard J. Kogan, 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 26, 2016

/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 26, 2016

/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, 2015 (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.

February 26, 2016

/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, 2015 (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.

February 26, 2016

/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.