

Edgar Filing: Bank of New York Mellon CORP - Form 424B2

Bank of New York Mellon CORP  
 Form 424B2  
 March 24, 2008

Filed under Rule 424 (b) (2)  
 Registration Statement File Numbers 333-144261, 333-144261-01,  
 333-144261-02, 333-144261-03, 333-144261-04, 333-144261-05,  
 333-144261-06 and 333-144261-07

Pricing Supplement No. 39 Subject to Completion - dated March 24th, 2008

(To prospectus dated July 2, 2007 and prospectus supplement  
 dated July 2, 2007)

The Bank of New York Mellon Corporation [LOGO]

The Bank of New York Mellon Corporation  
 \$1,000,000,000

The Bank of New York Mellon Corporation CoreNotes(Registered Service Mark)

| CUSIP<br>Number | Aggregate<br>Principal<br>Amount | Price to<br>Public(1) | Purchasing<br>Agent's<br>Discount(1) | Proceeds<br>Before<br>Expenses(1) |
|-----------------|----------------------------------|-----------------------|--------------------------------------|-----------------------------------|
| 0640P1RA3       | TBD                              | 100%                  | 2.00%                                | 98.00%                            |

| Interest<br>Rate Per<br>Annum | Interest<br>Payment<br>Frequency | Stated<br>Maturity<br>Date | Survivor's<br>Option |
|-------------------------------|----------------------------------|----------------------------|----------------------|
| 5.375%                        | Semi-Annual                      | 4/17/2023                  | Yes                  |

Senior Subordinated Medium-Term Notes Series I

Interest Payment Dates: The 15th day of October and April of each year commencing 10/15/2008.

Redemption Information: Redeemable at the option of The Bank of New York Mellon Corporation on 04/15/2011 and each Interest Payment Date thereafter, at a price equal to 100% on 30 calendar days notice.

| CUSIP<br>Number | Aggregate<br>Principal<br>Amount | Price to<br>Public(1) | Purchasing<br>Agent's<br>Discount(1) | Proceeds<br>Before<br>Expenses(1) |
|-----------------|----------------------------------|-----------------------|--------------------------------------|-----------------------------------|
| 0640P1RB1       | TBD                              | 100%                  | 2.50%                                | 97.50%                            |

| Interest<br>Rate Per<br>Annum | Interest<br>Payment<br>Frequency | Stated<br>Maturity<br>Date | Survivor's<br>Option |
|-------------------------------|----------------------------------|----------------------------|----------------------|
|                               |                                  |                            |                      |

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5.550%      Semi-Annual      4/18/2033      Yes

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Senior Subordinated Medium-Term Notes Series I

Interest Payment Dates: The 15th day of October and April of each year commencing 10/15/2008.

Redemption Information: Redeemable at the option of The Bank of New York Mellon Corporation on 04/15/2013 and each Interest Payment Date thereafter, at a price equal to 100% on 30 calendar days notice.

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The Bank of New York Mellon Corporation  
One Wall Street  
New York, New York 10286

Trade Date: 03/28/2008

Issue Date: 04/02/2008

Minimum Denominations/Increments: \$1,000/\$1,000

Original Issue Discount: No

All trades settle without accrued interest and clear SDFS: DTC Book-Entry only

Merrill Lynch DTC Participant Number: 161

The defeasance and covenant defeasance provisions of the Senior Indenture and the Senior Subordinated Indenture described under "Description of Senior Debt Securities and Senior Subordinated Debt Securities-Debt Securities Issued by the Company under the BNY Senior Indenture or the BNY Senior Subordinated Indenture-Legal Defeasance and Covenant Defeasance" in the Prospectus will apply to the Senior and Senior Subordinated Notes respectively.

(1) Expressed as a percentage of the aggregate principal amount

"CoreNotes(Registered Service Mark)" is a registered service mark of Merrill Lynch & Co., Inc.

Merrill Lynch & Co.  
Purchasing Agent  
Acting as Principal

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