

Edgar Filing: MELLON FINANCIAL CORP - Form 425

MELLON FINANCIAL CORP  
Form 425  
December 05, 2006

Filed by The Bank of New York Company, Inc.

Pursuant to Rule 425

under the Securities Act of 1933 and

deemed filed pursuant to Rule 14a-12 under

the Securities Exchange Act of 1934

Subject Companies: The Bank of New York Company, Inc. (Commission File No.: 1-06152)

Mellon Financial Corporation (Commission File No.: 1-07410)

The information presented below may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based upon our current beliefs and expectations and are subject to significant risks and uncertainties. The following risks, among others, could cause actual results to differ materially from the anticipated results or other expectations expressed in the forward-looking statements: (1) the businesses of The Bank of New York Company, Inc. and Mellon Financial Corporation may not be integrated successfully or the integration may be more difficult, time-consuming or costly than expected; (2) the combined company may not realize, to the extent or at the time we expect, revenue synergies and cost savings from the transaction; (3) revenues following the transaction may be lower than expected as a result of losses of customers or other reasons; (4) deposit attrition, operating costs, customer loss and business disruption following the transaction, including, without limitation, difficulties in maintaining relationships with employees, may be greater than expected; and (5) governmental or shareholder approvals of the transaction may not be obtained on the proposed terms or expected timeframe or at all. Additional factors that could cause The Bank of New York Company, Inc. and Mellon Financial Corporation results to differ materially from those described in the forward-looking statements can be found in The Bank of New York Company, Inc. and Mellon Financial Corporation reports (such as Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K) filed with the Securities and Exchange Commission.

**Additional Information About this Transaction**

The proposed transaction between The Bank of New York Company, Inc. and Mellon Financial Corporation will be submitted to The Bank of New York Company, Inc. and Mellon Financial Corporation shareholders for their consideration. Shareholders are urged to read the joint proxy statement/prospectus regarding the proposed transaction between The Bank of New York Company, Inc. and Mellon Financial Corporation because it will contain important information. Shareholders will be able to obtain a free copy of the joint proxy statement/prospectus, as well as other filings containing information about The Bank of New York Company, Inc. and Mellon Financial Corporation, without charge, at the SEC's Internet site (<http://www.sec.gov>). Copies of the joint proxy statement/prospectus and other SEC filings that will be incorporated by reference in the joint proxy statement/prospectus will also be available, without charge, from Mellon Financial Corporation, Secretary of Mellon Financial Corporation, One Mellon Center, Pittsburgh, Pennsylvania 15258-0001 (800-205-7699), or from The Bank of New York Company, Inc., Investor Relations, One Wall Street, 31st Floor, New York, New York 10286 (212-635-1578).

Directors and executive officers of The Bank of New York Company, Inc. and Mellon Financial Corporation and other persons may be deemed to be participants in the solicitation of proxies from the shareholders of Mellon Financial Corporation and/or The Bank of New York Company, Inc. in respect of the proposed transaction. Information about the directors and executive officers of Mellon Financial Corporation is set forth in the proxy statement for Mellon Financial Corporation's 2006 annual meeting of shareholders, as filed with the SEC on March 15, 2006. Information about the directors and executive officers of The Bank of New York Company, Inc. is set forth in the proxy statement for The Bank of New York Company, Inc.'s annual meeting of shareholders, as filed with the SEC on March 24, 2006. Additional information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the joint proxy statement/prospectus when it becomes available.

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Below is a revised version of the investor presentation which was previously filed on December 4, 2006.

A Global Financial Services  
Growth Company  
December 4, 2006

1

Disclosure and Cautionary Statement

The proposed transaction between The Bank of New York Company, Inc. and Mellon Financial Corporation will be submitted

Inc.'s

and

Mellon

Financial

Corporation's

shareholders

for

their

consideration. **Shareholders are urged to read the joint proxy statement/prospectus**

regarding the proposed transaction between The Bank of New York Company, Inc. and Mellon Financial Corporation because of important information.

Shareholders will be able to obtain a free copy of the joint proxy statement/prospectus, as well as other filings containing information about The Bank of New York Company, Inc. and Mellon Financial Corporation, without charge, at the SEC's Internet

Copies of the joint proxy statement/prospectus and other SEC filings that will be incorporated by reference in the joint proxy statement

available, without charge, from Mellon Financial Corporation, Secretary of Mellon Financial Corporation, One Mellon Center, New York

0001 (800-205-7699), or from The Bank of New York Company, Inc., Investor Relations, One Wall Street, 31st Floor, New York

1578).

Directors and executive

officers

of

The

Bank

of

New

York

Company,

Inc.

and

Mellon

Financial

Corporation

and

other

persons

may

be

deemed

to

be

participants

in the solicitation of proxies from the shareholders of Mellon Financial Corporation and/or The Bank of New York Company, Inc. in connection with this

transaction. Information about the directors and executive officers of Mellon Financial Corporation is set forth in the proxy statement for Mellon Financial

Corporation's 2006 annual meeting of shareholders, as filed with the SEC on March 15, 2006. Information about the directors and executive officers of

Bank of New York Company, Inc. is set forth in the proxy statement for The Bank of New York Company, Inc.'s annual meeting of shareholders.

the SEC on March 24, 2006. Additional information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the joint proxy statement/prospectus when it becomes available. The information herein contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, and the following limitation: (i) statements about the benefits of the transaction between The Bank of New York Company, Inc. and Mellon Financial Corporation, including future financial and operating results, cost savings, enhanced revenues, expected market position of the combined company, and the a earnings and to cash earnings that may be realized from the transaction; (ii) statements with respect to The Bank of New York Financial Corporation's plans, objectives, expectations and intentions and other statements that are not historical facts; and (iii) words such as "believes", "expects", "anticipates", "estimates", "intends", "plans", "targets", "projects" and similar expressions. These statements are based upon the current beliefs and expectations of The Bank of New York Company, Inc.'s and Mellon Financial Corporation's management, and the significant risks and uncertainties. Actual results may differ from those set forth in the forward-looking statements. We will not be liable for the result of changes in circumstances or new facts, or for any other reason. The following

risks,  
among  
others,  
could  
cause  
actual  
results  
to  
differ  
materially  
from  
the  
anticipated  
results  
or  
other  
expectations  
expressed  
in  
the  
forward-

looking statements: (1) the businesses of The Bank of New York Company, Inc. and Mellon Financial Corporation may not be integrated as expected; (2) the combined company may not realize, to the extent expected, the revenue synergies and cost savings from the transaction; (3) revenues following the transaction may be lower than expected as a result of the transaction or other reasons; (4) deposit attrition, operating costs, customer loss and business disruption following the transaction, including the cost of in maintaining relationships with employees, may be greater than expected; (5) governmental approvals of the transaction may not be obtained on the proposed terms or expected timeframe; (6) The Bank of New York Company, Inc.'s and Mellon Financial Corporation's share of the transaction; (7) a weakening of the economies in which the combined company will conduct operations may adversely affect operations; and (8) foreign legal and regulatory framework could adversely affect the operating results of the combined company; and (9) fluctuations in interest rates, currency exchange rates and securities prices may adversely affect the operating results of the combined company. Additional

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Bank of New York Company, Inc.'s and Mellon Financial Corporation's results to differ materially from those described in the found in The Bank of New York Company, Inc.'s and Mellon Financial Corporation's reports (such as Annual Reports on Form 10-Q and Current Reports on Form 8-K) filed with the Securities and Exchange Commission and available at the SEC's Internet

2

Strategic

Financial

Operational

Integration

Global leadership in Securities Servicing and Asset

Management

Strongly accretive transaction

Excellent global growth opportunities

Highly complementary businesses with strong leadership  
positions

Focused and experienced management team

Disciplined and thoughtful approach

Dedicated and experienced team with proven track record

The Bank of New York Mellon

Delivering superior shareholder value through accelerated growth

3

Compelling Strategic Attributes

Capitalizing on the growth of global financial markets

Strong Market

Positions in

High Growth

Businesses

#1

global custodian with over \$16 trillion in AUC

Top 10

asset manager globally and

Top 5

in the U.S

., with more than

\$1.0

trillion in AUM

#1

provider of all issuer services

Corporate Trust,



Depository  
Receipts  
and Stock Transfer  
#1  
provider of clearing services  
Top 10  
in wealth management with 81 offices in the U  
.S.  
and UK  
Top 10  
U.S.  
cash management  
and global payments  
provider  
Leading client service scores  
in asset servicing, wealth management,  
i  
ssuer, clearing  
,  
and treasury services  
Experienced, deep and well balanced management team  
Business &  
Geographic  
Diversification  
Focused  
on high return businesses with strong organic growth track  
records  
and  
enhanced  
revenue opportunities  
Balanced  
synergistic  
business mix  
no individual b  
usiness  
contributes  
more than 35  
% of pre-tax earnings  
Operations in  
37  
countries worldwide  
approximately 25%  
of revenue  
derived from higher growth international operations  
Reduced volatility through combination of comp  
lementary, stable and  
synergistic  
revenue sources

4

Compelling Financial Rationale

Capitalizing on the growth of global financial markets

Financially

Compelling

Immediately accretive on a cash basis to all shareholders and on a GAAP basis in 2008

Significant excess capital generation allows for meaningful reinvestment in organic growth, share repurchases and attractive dividend payout ratio

Attractive IRR, materially exceeding cost of capital for all shareholders

Potential for multiple expansion over time

Potential for significant revenue synergies, **not** incorporated in financial projections

Low Risk

Transaction

Disciplined and thoughtful approach to integration three year process managed by a dedicated and experienced integration team

Starting from a position of strength both companies have significant revenue and earnings momentum

Combination further diversifies operating risk profile versus  
stand alone entities

Best in breed systems with proven and scalable operating platforms  
many legacy businesses not impacted

5

Transaction Summary

Name:

The Bank of New York Mellon

Overlapping businesses branded BNY Mellon

Exchange Ratio:

New holding company formed:

1:1 Mellon share, 0.9434:1 The Bank of New York share

Relative Ownership:

63% The Bank of New York/37% Mellon

Board of Directors:

18 Directors 10 The Bank of New York/8 Mellon; includes two executives from each party

Corporate Headquarters:

New York, NY

Pittsburgh:

HQ for key business units and a Center of Excellence for Technology, Operations and Administration

Executive Management:

Senior management positions identified

Anticipated Closing:

Approximately July 1, 2007

Dividend:

Quarterly dividend of \$0.235 per share

Cost Savings:

Approximately \$700 million, phased-in over three years

Revenue Synergies:

Meaningful potential revenue synergies have been identified, but have **not** been incorporated into the financial model

Restructuring Charge:

Approximately \$1.3 billion, pre-tax

Due Diligence:

Completed

6  
Steve Elliott  
Co-Head, Integration  
Don Monks  
Co-Head, Integration  
Lisa Peters  
Human Resources  
Mark Musi  
Compliance  
Jim Vallone \*  
Audit  
Gerald Hassell  
President  
Management Depth and Experience  
Senior management positions identified  
Tom Renyi

Executive Chairman

Bob Kelly

CEO

Gerald Hassell

President

Bruce Van Saun

CFO

Ron O'Hanley

CEO, Asset Management

Todd Gibbons

CRO

Dave Lamere

CEO, Wealth Management

Jon Little

Asset Management

Carl Krasik

General Counsel

\* Direct reporting line to Audit Committee of the Board

Note:

Tom Renyi to retire as Executive Chairman and from the Board of Directors 18 months following the close,  
at

which

time

Bob

Kelly

will

succeed

him

as

Chairman

of

the

Board.

Steve Elliott to resign from the Board in conjunction with Tom Renyi's retirement

Karen Peetz

Corporate Trust

Tim Keaney

Co-CEO, Asset Servicing

Jim Palermo

Co-CEO, Asset Servicing

Don Monks

CAO, Head of Operations & Technology

Kurt Woetzel

Chief Information Officer

Brian Rogan

Issuer & Treasury Services

Torry Berntsen

Client Management

Richard Brueckner

CEO, Pershing

7

Enhanced Global Reach and Scale

Approximately 25% of combined revenue derived internationally

36 countries

54 cities

Serving clients in over

100 markets

International Presence

Capitalizing on the Growth

of Global Financial Markets

The Bank of New York Mellon

8  
43  
27  
27  
20  
20  
18  
16  
13  
12  
11  
0  
10  
20  
30  
40  
50  
243



241  
160  
119  
109  
83  
81  
76  
70  
59  
43  
42  
39  
37  
30  
27  
27  
27  
27  
25  
23  
23  
22  
22  
20  
20  
16  
12  
0  
25  
50  
75  
100  
125  
150  
175  
200  
225  
250  
275

Scale Enhances Ability to Invest, Compete  
and Outperform Globally

Top Trust & Asset Management Providers  
by Market Capitalization<sup>1</sup>

Notes: Pro forma for pending transactions

1  
Market capitalization as of 12/1/06. Excludes insurers

2  
Equal  
to  
combined

market  
capitalizations  
of  
The  
Bank  
of  
New  
York  
and  
Mellon

as  
of  
12/1/06  
3

Mellon currently ranks #28 and Northern Trust #36 among largest U.S. financial services institutions  
Top 25 U.S. Financial Services Institutions  
by Market Capitalization'

#1  
#11  
#18  
#28

9

Integration Thorough and Thoughtful

Process

A True Merger combination of best of both companies

Lose no Customers

philosophy

Commitment to maintaining our #1 customer service standards/levels

Continued emphasis on risk management and compliance

Open communication with all employees

Dedicated integration team led by key senior executives minimizes  
impact on day to day operations

Measured integration process 3 year integration timeframe

Detailed

integration

planning

Integration

complete

1H07

2H07

1H08

2H08

1H09

2H09

Transaction close

Integration of overlapping businesses and shared services

Applications / systems conversions and data center consolidations

10

Clearly Defined Operating Strategy

Focus on high-growth global businesses Securities Servicing  
and Asset Management

Maintain superior client service, investment performance and  
the highest fiduciary standards

Achieve competitive margins in each business line

Deploy capital effectively to accelerate long-term growth  
and returns

A Global Financial Services Growth Company

11	
Business Line	
(\$bn)	
(%)	
Asset Management & Wealth Management	
1.2	
31	
Asset Servicing	
0.9	
24	
Issuer Services	
1.0	
27	
Treasury Services & Clearing Services	

0.9  
 23  
 Other  
 (0.2)  
 (5)  
 Total  
 \$3.8  
 100  
 Balanced & Complementary Business Lines  
 Pro Forma Revenue Mix<sup>1</sup>  
 Pro Forma Pre-Tax Earnings Mix<sup>1</sup>  
 High Return, Low Capital Intensive Business Model Allows  
 for Significant Reinvestment and Share Repurchases

Note:

1

Represents results through 9/30/06 annualized. The Bank of New York pro forma for Corporate Trust swap transaction \$4.5bn

with cost savings

Business Line

(\$bn)

(%)

Asset Management &  
 Wealth Management

3.6

29

Asset Servicing

3.5

28

Issuer Services

2.2

18

Treasury Services &  
 Clearing Services

2.5

20

Other

0.7

5

Total

\$12.5

100

12  
BNY Mellon Asset Management  
Combined global AUM of greater than \$1.0 trillion as of 9/30/06  
Ranking  
Manager  
Assets  
(\$bn)  
1  
UBS  
2,016  
2  
Barclays Global Investors  
1,513  
3  
Allianz Group  
1,493  
4

State Street Global

1,441

5

Fidelity

1,442

6

AXA Group

1,260

7

Capital Group

1,166

8

Credit Suisse

1,128

9

Deutsche Bank

1,027

10

BNY Mellon<sup>2</sup>

1,011

11

BlackRock<sup>3</sup>

991

12

Vanguard Group

958

13

Mellon<sup>2</sup>

856

The Bank of New York

155

Global Asset

Management

1

Notes:

Revenue CAGR represents growth rate from 2003 through year to date 2006 annualized

1

Source: Pensions & Investments; data as of 12/31/05

2

Pro forma for acquisition of Mellon West LB and Walter Scott

3

Based on MLIM and BlackRock's AUM; consolidated as of 12/31/05

Top ten global asset manager

(P&I, September 2006)

Top 5 U.S. asset manager

(Institutional Investor, July 2006)

A global leader



with strong  
international  
presence

\$176 billion in assets for non-U.S.  
clients  
1

7th largest asset manager in Europe  
(Investments & Pensions Europe, June 2006)

Over \$50 billion in alternative  
assets  
1

an expertise  
in alternatives

46% of 50 largest global retirement plans  
(P&I December 2005)

58% of top 50 U.S. corporate plans  
(P&I December 2005)

46% of top 50 U.S. public plans  
(P&I December 2005)

40% of top 20 U.S. endowments; 45% of  
top 20 foundations  
(P&I December 2005)

and broad  
client reach

Greater Opportunity to Drive Growth Globally  
from Expanded Presence in Asset Servicing  
3 Year Revenue  
CAGR of 18%

13  
BNY Mellon Wealth Management  
Greater than \$150 billion in client assets

Over 350 years combined experience  
serving financially successful families  
and a shared  
heritage

Industry leading retention and client  
satisfaction  
with  
outstanding  
reputation for  
client service

Broad institutional asset class

expertise brought to all clients  
with deep  
and broad  
capabilities

Top Ten U.S. Wealth Manager with  
over \$150 billion in client assets

81 offices 77 domestic and  
4 international

Complementary geography  
represented in large metropolitan  
wealth markets including NYC

A national  
leader

High Growth, High Margin

Business with Expanded Opportunities

Notes:

Fee revenue CAGR represents growth rate from 2003 through year to date 2006 annualized

1 Source: Barron's; data as of 6/30/06

2 Pro forma for Bank of America's announced acquisition of U.S. Trust

Ranking

Manager

Assets (\$bn)

1

Merrill Lynch

879

2

Citigroup

825

3

Bank of America<sup>2</sup>

507

4

UBS

378

5

Morgan Stanley

350

6

Wachovia

324

7

Fidelity

299

8

J.P. Morgan

237

9

BNY Mellon

152

10

Goldman Sachs

148

17

Mellon

92

20

The Bank of New York

60

Top U.S. Wealth Managers'

3 Year Fee Revenue

CAGR of 7%

14

BNY Mellon Asset Servicing  
\$16.6 trillion AUC as of 9/30/06  
Broad Product Capabilities

Global Custody

Global Fund Services

Foreign Exchange

Securities Lending

Global Liquidity Services

Transfer Agency

Transition Management

Trustee/Depot Bank Services

Offshore Fund Administration

Benefit Disbursements

Performance Analytics

Hedge Fund Administration

Scale and Market Leadership

\$16.6 trillion of assets under custody<sup>1</sup>

\$1.7 trillion in mutual funds under custody<sup>2</sup>

Largest global provider of performance and analytics

16% of exchange-traded funds<sup>2</sup>

Largest lender of U.S. Treasury securities and depository receipts<sup>2</sup>

#1 ranked for service quality and technology

#1 ranked provider of FX globally

Leading offshore fund administrator

Global Custody Ranking<sup>1</sup>

Ranking

Provider

Assets Under

Custody

(\$tn)

BNY Mellon

16.6

1

JPMorgan

12.9

2

The Bank of New York

12.2

3

State Street

11.3

4

Citigroup

9.6

5

Mellon

4.4

6

BNP Paribas

4.3

7

Northern Trust

3.3

8

HSBC

3.0<sup>2</sup>

9

UBS

2.8<sup>2</sup>

10

U.S. Bancorp

2.3<sup>2</sup>

Notes:

Revenue CAGR represents growth rate from 2003 through year to date 2006 annualized

1 Data as of 9/30/06

2 Data as of 6/30/06

Increased Scale and Market Leadership Leading to

Greater Growth and Efficiency Globally

3 Year Revenue

CAGR of 13%

15

BNY Mellon Asset Servicing

Highly complementary businesses

The Bank of New York Strengths

Mellon Strengths

Combining Best of Breed Resulting in  
Greater Growth and Efficiency Globally

Culture of Quality Service & Delivery

Culture of Disciplined Cost Management

Financial Institution Relationships

Pension Relationships

Custody

Accounting, Performance

& Risk Analytics

Low Cost Locations: Syracuse

& Manchester

Low Cost Locations: Pittsburgh & India



Real-time Global Technology  
Client Information Front End  
FX, Securities Lending, &  
Execution Services  
Asset Management Offerings  
Hedge Fund Administration  
Hedge Fund Administration

16  
BNY Mellon Asset Servicing  
Complementary client bases  
Market Segment Leadership  
The Bank of  
New York  
Mellon  
Combined  
Corporate Pensions  
Endowments & Foundations  
U.S. Public Funds  
Mutual Funds  
Central Banks  
ETFs/UITs  
Broker Dealers  
Hedge Funds

Increased Scale and Market Leadership Leading to  
Greater Growth and Efficiency Globally

17

The Bank of New York Mellon Issuer Services  
Global Corporate Trust

#1 Overall Global Trustee and #1 Trustee in nearly all  
domestic and international debt categories

Over \$8 trillion in outstanding debt and over 90,000  
clients worldwide

Well positioned for continued growth of global debt  
markets and structured products

Corporate Trust swap transaction closed on 10/1/06  
Depository Receipts

Market leader with over 1,200 sponsored programs  
from 900 issuers in 60 countries

#1 market share by all DR programs, trading value,  
capital raisings, and successorships

Well positioned to benefit from continued market  
growth in all geographies and industries

Leadership in High Growth,

High Margin Businesses

3 Year Revenue

CAGR of 14%

3 Year Revenue

CAGR of 28%

Note:

Revenue

CAGR

represents

growth

rate

from

2003

through

year

to

date

2006

annualized.

Global

Corporate

Trust

revenue

CAGR

excludes

revenues

from

Corporate

Trust

swap transaction

18

The Bank of New York Mellon Clearing Services  
Pershing

Leading provider of clearing and financial advisory  
solutions to IBDs and RIAs

Over \$825 billion in client assets

Well positioned to grow RIA market share through  
Pershing Advisor Solutions

#1 ranked provider of correspondent securities clearing  
Broker-Dealer Services

One of two U.S. securities clearing agents

#1 ranked provider of global collateral management products

Well positioned to benefit from continued growth in global securities trading

3 Year Revenue

CAGR of 11%

3 Year Fee Revenue

CAGR of 14%

Leadership in High Growth,

High Margin Businesses

Note:

Revenue CAGR represents growth rate from 2003 through year to date 2006 annualized. For Pershing, 2003 amount equal to a

19  
Transaction Close:  
July 1, 2007  
Consideration Mix:  
100% stock  
Structure:  
New Holdco formed; 1:1 Mellon share, 0.9434:1 The Bank of New York share  
EPS Estimates:  
The Bank of New York  
I/B/E/S median EPS estimate of \$2.40 for 2007; thereafter, EPS grown at long-term growth rate of 10.8%  
Mellon  
I/B/E/S median EPS estimate of \$2.44 for 2007; thereafter, EPS grown at long-term growth rate of 10.8%  
Share Repurchases:  
Share repurchases assumed with capital in excess of 5% TCE/TA  
  
Represents share repurchases of approximately \$1.0 billion in 2008 and \$2.1 billion in 2009  
Cost Savings:



\$700 million, phased-in 15% in 2007, 50% in 2008, 85% in 2009 and 100% thereafter

Revenue Synergies:

No net revenue synergies or attrition assumed

Restructuring Charge:

\$1.3 billion, which equates to 185% of one year fully phased-in cost savings

85% or \$1.1 billion is cash related and funded at 5.25% (pre-tax)

\$600 million capitalized at close, remaining \$700 million incurred over 3 year period

Identified Intangibles:

Identified intangibles of \$2.7 billion created

Amortized utilizing straight-line methodology over 10 years

Incremental Tax Rate:

38%

Financial Assumptions

20

Realistic, Deliverable Expense Synergies

Synergies in-line with precedent financial services transactions

Represents approximately **8.5%**

of the combined estimated 2006 expenses

Approximately 3,900 FTEs

Disciplined Integration Process:

15% realized in '07, 50% in '08 and 85% in '09

Date

Transaction

% of

Combined

05/25/2006

Regions/AmSouth

10.0  
02/15/2006  
BlackRock/MLIM  
6.8  
01/23/2004  
Regions/Union Planters  
7.0  
01/14/2004  
JPMorgan/Bank One  
7.4  
04/15/2001  
First Union/Wachovia  
8.5  
10/04/2000  
Firststar/US Bancorp  
5.4  
03/20/2000  
National Commerce/CCB  
12.6  
03/15/1999  
Fleet/BankBoston  
8.3  
07/01/1998  
Star Banc/Firststar  
15.0  
06/08/1998  
Norwest/Wells Fargo  
7.7  
04/13/1998  
NationsBank/BofA  
10.0  
04/13/1998  
Banc One/First Chicago  
10.1

Average  
9.1%  
Business Line  
Cost Savings  
(\$mm)  
Asset & Wealth Management  
50  
Securities Servicing  
290  
Total Direct Expenses  
340  
Technology  
240  
Shared Services & Other<sup>1</sup>  
120

Total

700

Note:

1

Includes other allocated expenses

21  
Merger Related Costs \$1.3 Billion Pre-tax  
(Dollars in millions)  
Total  
Personnel-Related  
625  
Technology & Facilities  
350  
Transaction Fees  
100  
Other<sup>1</sup>  
225  
Total Pre-tax  
1,300  
Total After-tax  
805

Phase-in

Total

2007

725

2008

400

2009

175

Total Pre-tax

1,300

Total After-tax

805

Note:

1

Other primarily includes asset write-offs, vendor contract modifications and rebranding

22

Pro Forma Impact EPS

Strongly accretive transaction

Notes:

Operating EPS represents EPS before merger related expenses. Operating cash EPS is equal to operating EPS plus after-tax per intangible amortization

1 Assumes transaction close on 7/1/07

2 Assumes 100% of cost savings are phased-in

Financial Rationale is Compelling

Year Ended,

2007/2009

Illustrative

2007

1

2008

2009  
 CAGR (%)  
 2009  
 2  
 EPS Impact to The Bank of New York  
 The Bank of New York Operating  
 EPS  
 \$2.40  
 \$2.66  
 \$2.94  
 10.8  
 \$2.94  
 Pro Forma Operating  
 EPS  
 2.37  
 2.70  
 3.17  
 15.6  
 3.23  
 Operating  
 EPS Accretion/(Dilution) (%)  
 (1.0)  
 1.4  
 7.7  
 9.8  
 Pro Forma Operating Cash EPS  
 \$2.52  
 \$2.90  
 \$3.38  
 15.8  
 \$3.44  
 Operating Cash EPS Accretion  
 (%)  
 1.1  
 5.3  
 11.3  
 13.3  
 EPS Impact to Mellon  
 Mellon  
 Operating  
 EPS  
 \$2.44  
 \$2.70  
 \$2.99  
 10.8  
 \$2.99  
 Pro forma Operating  
 EPS  
 2.47  
 2.86



3.36  
16.8  
3.43  
Operating  
EPS Accretion (%)  
1.0  
5.7  
12.3  
14.5  
Pro Forma Operating Cash EPS  
\$2.59  
\$3.07  
\$3.58  
17.5  
\$3.65  
Operating Cash EPS Accretion (%)  
4.5  
11.9  
18.0  
20.2  
Memo:  
Average FD Shares Outstanding  
924  
1,121  
1,091  
1,091

23

Meaningful Revenue Synergy Opportunities

(**not**

assumed in financial model)

Accelerates Revenue Growth

and Enhances Operating Leverage

Breadth of Mellon's asset management products and services to

The Bank of New York's securities servicing clients

Breadth of The Bank of New York's global markets products to

Mellon's asset servicing and wealth management clients

Breadth of Mellon's risk services to The Bank of New York's  
servicing clients

Leverage Pershing's distribution platform to deliver Mellon's asset  
and wealth management products

Leverage The Bank of New York's credit relationships to distribute  
Mellon's domestic cash management services and stock transfer

Enhanced Income Realization from Existing Client Base

24

The Bank of New York Mellon

Delivering superior shareholder value through accelerated growth

The Bank of New York Mellon

A Global Financial Services Growth Company

Strategic

Financial

Operational

Integration

Global leadership in Securities Servicing and Asset

Management

Strongly accretive transaction

Excellent global growth opportunities

Highly complementary businesses with strong leadership  
positions

Focused and experienced management team

Disciplined and thoughtful approach

Dedicated and experienced team with proven track record

25  
Appendix  
THE BANK

26

Timeline

Time Period

Agenda

January

File S-4 with SEC

Late February/Early March

SEC review completed, estimated 6-8 weeks after filing of S-4

Mid-March

Proxy mailed to shareholders

Second Quarter

Shareholder/regulatory approvals

July 1

st

Estimated Transaction close

27

Combined Balance Sheet  
As of September 30, 2006  
(Dollars in billions)

The Bank  
of New York

Mellon  
Combined<sup>1</sup>

Cash and Investment Securities

\$49.9

\$27.2

\$77.1

Loans

41.3

5.9

47.2

Goodwill and Intangibles

4.8

2.3

7.1

Other Assets

10.6

7.2

17.8

Total Assets

106.6

42.7

149.3

Deposits

67.9

29.0

96.9

Borrowings

10.6

6.3

16.9

Other Liabilities

17.6

2.9

20.6

Total Liabilities

96.2

38.2

134.3

Total Equity

10.5

4.5

15.0

Total Liabilities and Equity

\$106.6

\$42.7

\$149.3

Source: Publicly available financial statements

Note:

1

Does not include purchase accounting adjustments



28

Pro Forma Income Statement

Notes: Operating net income represents net income before merger related expenses. Operating cash net income is equal to operating net income after-tax impact of intangible amortization

1

Reflects pro forma earnings for six months of The Bank of New York Mellon, assuming transaction close on 7/1/07

2

Assumes 100% of cost savings phased-in

3

Includes restructuring charge funding, share repurchase funding and addback of Mellon's existing identified intangible amortization

4

Excludes accounting impact of future merger related expenses realized through income statement

Year Ended,

Illustrative

(Dollars in millions)

2007

1

2008  
2009  
2009  
2  
The Bank of New York  
Stand Alone Net Income  
\$912  
\$2,020  
\$2,237  
\$2,237  
Mellon  
Stand Alone Net Income  
507  
1,122  
1,243  
1,243  
Pro Forma  
Net Income Before Adjustments  
1,418  
3,142  
3,480  
3,480  
After-tax Adjustments:  
Cost Savings  
67  
230  
403  
474  
Transaction Identified Intangible Amortization  
(85)  
(169)  
(169)  
(169)  
Other  
3  
9  
0  
(47)  
(47)  
Total After-tax Adjustments  
4  
(9)  
61  
187  
258  
Pro Forma Operating  
Net Income  
\$1,409  
\$3,203  
\$3,666

\$3,738

Pro Forma Operating  
Cash Net Income

\$1,529

\$3,443

\$3,906

\$3,978

29  
Pro Forma Operating Metrics  
(%)  
The Bank  
of New York  
Mellon  
Pro Forma  
Combined  
1  
2008 Estimated  
Return on Common Equity  
16.1  
20.7  
11.4  
Cash Return on Tangible Common Equity  
33.7  
43.1  
49.2

Last Twelve Months<sup>2</sup>

Fee Income Ratio

76.9

90.5

83.0

Pre-tax Margin

36.2

25.3

36.8

Pro Forma Capital

TCE/TA at 9/30/07

5.05

5.60

4.20

TCE/TA at 12/31/07

5.30

5.90

4.50

TCE/TA at 12/31/08

6.25

7.35

5.00

3

Notes:

1

Pro forma figures reflect purchase accounting adjustments. Adjustments to the income statement are detailed on page 28

2

Pro

forma

for

recent

The

Bank

of

New

York

acquisitions.

Adjusted

for

fully

phased-in

cost

savings

and

restructuring

charge

and

share

repurchase

funding

costs

3

Includes estimated share repurchases of approximately \$1.0 billion in 2008

30  
\$1,290  
\$1,490  
\$1,680  
\$2,130  
\$560<sup>1</sup>  
\$770<sup>1</sup>  
4.50%  
5.65%  
7.00%  
0.00  
1.00  
2.00  
3.00  
4.00  
5.00

6.00  
7.00  
8.00  
12/31/07  
12/31/08  
12/31/09

0  
500  
1,000  
1,500  
2,000  
2,500  
3,000  
3,500  
4,000  
4,500  
5,000

Dividends<sup>2</sup>

Incremental Annual Retained Earnings<sup>3</sup>

TCE/TA

Pro Forma Capital Generation

Notes:

1

For the six months ended 12/31/07

2

Assumes 40% dividend payout ratio

3

Assumes no share repurchases

4 TCE/TA ratios as of year-end

4



31  
(Dollars in millions)  
At Close  
2007  
2008  
2009  
2010  
2011  
Combined Value<sup>1</sup>  
(45,210)  
Combined Cash Net Income  
1,460  
3,230  
3,570  
3,940  
4,360  
After-tax Cost Savings  
67  
230

403  
488  
503

After-tax Cash Restructuring Costs<sup>2</sup>

(382)  
(211)  
(92)

Capital Requirements, Net of Funding Costs<sup>3</sup>

(140)  
(300)  
(360)  
(430)  
(500)

Terminal Value (15.4x 1-year Forward GAAP)

4  
76,270

Net Cash Flows

(45,210)  
1,005  
2,949  
3,521  
3,998  
80,633

Internal Rate of Return

Materially exceeds cost of capital

19% Internal Rate of Return

Notes:

1  
Based on closing stock prices as of 12/1/06

2  
Assumes 85% of merger related and restructuring costs are cash related

3  
Assumes

5%  
asset  
growth  
per  
annum  
and  
target  
TCE/TA  
of  
5.00%  
net  
of  
funding  
benefit/(cost)  
from

restructuring  
charge,  
cost  
savings  
and  
change  
in  
capital  
assuming  
5.25%  
pre-tax rate  
4

Based on blended GAAP P/E multiple using I/B/E/S median EPS estimates for 2007 applied to 2012 estimated GAAP net income

32  
The bank