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Bank of New York Mellon CORP Form 424B2 February 26, 2008

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> > Pricing Supplement No. 34 - dated February 22, 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 Number	Aggregate Principal Amount		Ager	nt's		(1)
0640P1QQ9	\$1,229,000	100%	2.	.00%	98.009	5
	Interes Payment Frequenc		urity	Survi Opti		====
5.50%	Semiannu	al 02/1	5/2023	Yes	3	
	rdinated Medi yment Dates:		ay of Fe	bruary	and August	of ea

Redemption Information: Redeemable at the option of The Bank of New York

Mellon Corporation on 02/15/2011 and each Interest Payment Date thereafter, at a

price equal to 100% on 30 calendar days notice.

CUSIP Number	Aggregate Principal Amount	Price to Public(1)	Purchasi Agent	's Before	
0640P1QR7	\$758,000	100%	2.50%	97.50%	
Interest Rate Per Annum	Interest Payment Frequency	Matu	e====== ated arity ate	Survivor's Option	

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5.70% Semiannual 02/15/2033 Yes

Senior Subordinated Medium-Term Notes Series I

Interest Payment Dates: The 15th day of February and August of each year

commencing 08/15/2008.

Redemption Information: Redeemable at the option of The Bank of New York

Mellon Corporation on 02/15/2013 and each Interest Payment Date thereafter, at a

price equal to 100% on 30 calendar days notice.

The Bank of New York Mellon Corporation

One Wall Street

New York, New York 10286

Trade Date: 02/22/2008
Issue Date: 02/27/2008

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

mmission CVM.

- 2. The Investor declares that its objective for the participation in the company is as a passive investment and participation does not have the objective of changing the controlling group or the administrative structure of the Gafisa..
- 3. In addition, the Investor declares that it does not hold any convertible debentures issued by Gafisa.
- 4. Finally, the Investor declares that it has not entered into any agreement governing the exercise of voting rights or the purchase and sale of the Company s securities.

São Paulo, November 28, 2008.

Gafisa S.A.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: November 28, 2008

Gafisa S.A.

By: /s/ Alceu Duílio Calciolari

Name: Alceu Duílio Calciolari Title: Chief Financial Officer

FORWARD-LOOKING STATEMENTS

This press release may contain forward-looking statements. These statements are statements that are not historical facts, and are based on management's current view and estimates offuture economic circumstances, industry conditions, company performance and financial results. The words "anticipates", "believes", "estimates", "expects", "plans" and similar expressions, as they relate to the company, are intended to identify forward-looking statements. Statements regarding the declaration or payment of dividends, the implementation of principal operating and financing strategies and capital expenditure plans, the direction of future operations and the factors or trends affecting financial condition, liquidity or results of operations are examples of forward-looking statements. Such statements reflect the current views of management and are subject to a number of risks and uncertainties. There is no guarantee that the expected events, trends or results will a ctually occur. The statements are based on many assumptions and factors, including general economic and market conditions, industry conditions, and operating factors. Any changes in such assumptions or factors could cause actual results to differ materially from current expectations.