



BNY MELLON

One Wall Street
7th Floor
New York, NY 10286

December 20, 2013

Ms. Susan M. Cospers
Technical Director
Financial Accounting Standards Board
401 Merrit 7
P.O. Box 5116
Norwalk, CT 06856-5116

Re: File Reference No. EITF-13D Accounting for Share-Based Payments When the Terms of an Award Provide that a Performance Target could be Achieved after the Requisite Service Period

Dear Ms. Cospers:

The Bank of New York Mellon Corporation (BNY Mellon) appreciates the opportunity to comment on the FASB's Proposed Accounting Standards Update, Compensation- Stock Compensation (Topic 718), Accounting for Share-Based Payments When the Terms of an Award Provide that a Performance Target Could be Achieved after the Requisite Service Period (Proposed Update).

BNY Mellon is a global financial institution operating in 35 countries with \$372 billion of total assets, \$27.4 trillion of assets under custody and/or administration, and \$1.5 trillion in assets under management as of September 30, 2013. We have long-term incentive plans that provide for the issuance of stock options, restricted stock, restricted stock units and other stock-based awards to employees and directors of BNY Mellon.

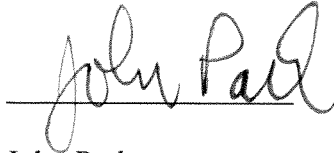
We agree with the Proposed Update's amendment that performance targets that can be achieved after an employee's requisite service period should be treated as a performance condition that affects the vesting of the award and should be accounted for under the existing guidance in Topic 718. The Proposed Update ensures that an entity's performance awards which have the same economic characteristics are accounted for consistently, whether or not employees provide service through the performance measurement period. Diversity in the accounting treatment of performance based awards will also be eliminated.

Additional disclosures for awards in which performance targets can be achieved after an employee's requisite service period are not required. Current disclosure requirements of Topic 718 and Securities and Exchange Commission's Regulation S-K, Item 402, are sufficient to provide financial statement users transparency of an entity's stock-based compensation.

We also believe that an entity should be permitted to early adopt the Proposed Amendment.

If you have any questions or are in need of further information, please contact me at (212) 635-7080 or Al Koser at (412) 236-2173.

Sincerely,

A handwritten signature in cursive script, appearing to read "John Park", is written over a horizontal line.

John Park
Corporate Controller