
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

M&T BANK CORPORATION

(Exact name of registrant as specified in its charter)

M&T CAPITAL TRUST V
M&T CAPITAL TRUST VI

(Exact name of each registrant as specified in its certificate of trust)

NEW YORK
(State or other jurisdiction of
incorporation or organization)

16-0968385
(I.R.S. Employer
Identification No.)

ONE M&T PLAZA
BUFFALO, NEW YORK 14203
(716) 842-5445
(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

DELAWARE
(State or other jurisdiction of
incorporation or organization
of each registrant)

13-7379186
13-7379187
(I.R.S. Employer
Identification No.)

c/o M&T BANK CORPORATION
ONE M&T PLAZA
BUFFALO, NEW YORK 14203
(716) 842-5445
(Address, including zip code, and telephone number,
including area code, of each registrant's principal executive offices)

DREW J. PFIRMAN, ESQ.
SENIOR VICE PRESIDENT AND GENERAL COUNSEL
M&T BANK CORPORATION
ONE M&T PLAZA
BUFFALO, NEW YORK 14203
(716) 842-5445

(Name, address, including zip code, and telephone number, including area code, of agent for service of each registrant)

Copy to:
ANDREW D. SOUSSLOFF, ESQ.
SULLIVAN & CROMWELL LLP
125 BROAD STREET
NEW YORK, NEW YORK 10004-2498
(212) 558-4000

Approximate date of commencement of proposed sale to the public: From time to time after this registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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. (Check one):

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered (1)	Amount to be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Debt Securities of M&T Bank Corporation	(1)	(1)(2)	(1)(2)	N/A
Preferred Stock of M&T Bank Corporation	(1)	(1)(2)	(1)(2)	N/A
Depositary Shares of M&T Bank Corporation	(1)(3)	(1)(2)	(1)(2)	N/A
Common Stock of M&T Bank Corporation	(1)	(1)(2)	(1)(2)	N/A
Capital Securities of M&T Capital Trust V and M&T Capital Trust VI	(1)	(1)(2)	(1)(2)	N/A
M&T Bank Corporation Guarantees with respect to Capital Securities (4)	(1)	(1)(2)	(1)(2)	N/A
Warrants of M&T Bank Corporation (5)	(1)	(1)(2)	(1)(2)	N/A
Total	(1)(3)	100%	\$3,000,000,000	\$33,600.48(2)

- (1) The securities of each class may be offered and sold by the registrant and/or may be offered and sold, from time to time, by one or more selling securityholders to be identified in the future. The selling securityholders may purchase the securities directly from the registrant, or from one or more underwriters, dealers or agents. Any securities registered hereunder may be sold separately or as units with other securities registered hereunder.
- (2) An indeterminate aggregate number and amount of the securities of each identified class is being registered as may from time to time be offered at indeterminate prices, as shall have an aggregate initial offering price not to exceed \$3,000,000,000 exclusive of accrued dividends and interest, if any. The preferred stock, depositary shares, and warrants may be convertible into or exercisable or exchangeable for our common stock or other securities. Separate consideration may or may not be received for securities that are issuable on exercise, conversion or exchange of other securities or that are issued in units or represented by depositary shares. In accordance with Rules 456(b) and 457(r) under the Securities Act of 1933 (the "Securities Act"), the registrant is deferring payment of the registration fee and will pay the registration fee subsequently in advance or on a pay-as-you-go basis, except for \$33,600.48 of unutilized fees previously paid with respect to securities registered by M&T Bank Corporation, M&T Capital Trust V and M&T Capital Trust VI pursuant to a Form S-3 (File No. 333-155759) initially filed with the Securities and Exchange Commission on November 26, 2008. Such unutilized fees may be offset pursuant to Rule 457(p) of the Securities Act.
- (3) Such indeterminate number of depositary shares to be evidenced by depositary receipts issued pursuant to a deposit agreement. In the event the registrant elects to offer to the public whole or fractional interests in shares of preferred stock registered hereunder, depositary receipts will be distributed to those persons purchasing such interests and such shares will be issued to the depositary under the deposit agreement.
- (4) No separate consideration will be received for Guarantees of the Capital Securities. Pursuant to Rule 457(n) under the Securities Act, no additional filing fee is being paid in respect of the guarantees.
- (5) Warrants represent rights to purchase debt securities, common stock, depositary shares or preferred stock registered hereunder.

M&T BANK CORPORATION

\$3,000,000,000

**Debt Securities
Preferred Stock
Depository Shares
Common Stock
Guarantees
Warrants
of
M&T BANK CORPORATION**

**Capital Securities
of
M&T CAPITAL TRUST V
M&T CAPITAL TRUST VI**

These securities may be offered and sold from time to time by us or by the capital trusts identified above, and also may be offered and sold by one or more selling securityholders to be identified in the future, in one or more offerings, up to a total dollar amount of \$3,000,000,000 (or the equivalent in foreign currency or currency units). We will provide the specific terms of these securities in supplements to this prospectus. You should read this prospectus and the applicable prospectus supplement carefully before you invest in these securities. This prospectus may not be used to sell securities unless accompanied by the applicable prospectus supplement and a pricing supplement, if any.

M&T Bank Corporation's common stock is traded on the New York Stock Exchange under the symbol "MTB."

Investing in the securities involves certain risks. See "[Risk Factors](#)" beginning on page 4 of this prospectus and on page 25 of our annual report on Form 10-K for the year ended December 31, 2011, which is incorporated herein by reference, as well as any risk factors included in, or incorporated by reference into, the applicable prospectus supplement, to read about factors you should consider before buying any of our securities.

These securities have not been approved or disapproved by the Securities and Exchange Commission or any state securities commission nor have these organizations determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

We may offer and sell the securities directly, through agents, dealers or underwriters as designated from time to time, or through a combination of these methods.

These securities are not savings accounts, deposits or other obligations of any bank. These securities are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.

The date of this prospectus is June 26, 2012.

TABLE OF CONTENTS

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION	1
ABOUT THIS DOCUMENT	2
WHERE YOU CAN FIND MORE INFORMATION	3
ABOUT M&T BANK CORPORATION	3
RISK FACTORS	4
USE OF PROCEEDS	5
CONSOLIDATED EARNINGS RATIOS	5
VALIDITY OF SECURITIES	5
EXPERTS	5

Unless otherwise indicated or unless the context requires otherwise, all references in this prospectus to “M&T”, “we”, “us”, “our” or similar references mean M&T Bank Corporation, and to “trusts” or “trust issuers” mean M&T Capital Trust V and M&T Capital Trust VI.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This prospectus and other publicly available documents, including the documents incorporated herein by reference, may include and our representatives may from time to time make projections and statements which may constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on current expectations, estimates and projections about our business and management’s beliefs and assumptions. Forward-looking statements are typically identified by words such as “believe,” “expect,” “anticipate,” “intend,” “target,” “estimate,” “continue,” “positions,” “prospects” or “potential,” by future conditional verbs such as “will,” “would,” “should,” “could,” or “may,” or by variations of such words or by similar expressions. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions (“Future Factors”) which are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements. Forward-looking statements speak only as of the date they are made and we assume no duty to update forward-looking statements.

Future Factors include changes in interest rates, spreads on earning assets and interest-bearing liabilities, and interest rate sensitivity; prepayment speeds, loan originations, credit losses and market values on loans, collateral securing loans and other assets; sources of liquidity; common shares outstanding; common stock price volatility; fair value of and number of stock-based compensation awards to be issued in future periods; the impact of changes in market values on trust-related revenues; legislation and/or regulation affecting the financial services industry as a whole, and M&T and its subsidiaries individually or collectively, including tax legislation or regulation; regulatory supervision and oversight, including monetary policy and capital requirements; changes in accounting policies or procedures as may be required by the FASB or other regulatory agencies; increasing price and product/service competition by competitors, including new entrants; rapid technological developments and changes; the ability to continue to introduce competitive new products and services on a timely, cost-effective basis; the mix of products/services; containing costs and expenses; governmental and public policy changes; protection and validity of intellectual property rights; reliance on large customers; technological, implementation and cost/financial risks in large, multi-year contracts; the outcome of pending and future litigation and governmental proceedings, including tax-related examinations and other matters; continued availability of financing; financial resources in the amounts, at the times and on the terms required to support M&T and its subsidiaries’ future businesses; and material differences in the actual financial results of merger, acquisition and investment activities compared with M&T’s initial expectations, including the full realization of anticipated cost savings and revenue enhancements.

These are representative of the Future Factors that could affect the outcome of the forward-looking statements. In addition, such statements could be affected by general industry and market conditions and growth rates, general economic and political conditions, either nationally or in the states in which M&T and its subsidiaries do business, including interest rate and currency exchange rate fluctuations, changes and trends in the securities markets, and other Future Factors.

ABOUT THIS DOCUMENT

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission, or the SEC, utilizing a “shelf” registration process. The prospectus does not contain all information included in the registration statement. You may review a copy of the registration statement at the SEC’s Public Reference Room as well as through the SEC’s internet site, as described below. Under this shelf registration process, we and the trusts may offer and sell the securities identified in this prospectus. Each time we or the trusts offer and sell securities, we will provide a prospectus supplement that will contain information about the terms of the offering and the securities being offered and, if necessary, a pricing supplement that will contain the specific terms of your securities. The prospectus supplement and, if necessary, the pricing supplement, may also add, update or change information contained in this prospectus. Any information contained in this prospectus will be deemed to be modified or superseded by any inconsistent information contained in a prospectus supplement or a pricing supplement. You should read carefully this prospectus and any prospectus supplement and pricing supplement, together with the additional information described below under “Where You Can Find More Information.”

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy any document we file at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. Please call the SEC at 1-800-SEC-0330 for further information on the Public Reference Room. In addition, our SEC filings are available to the public at the SEC's web site at <http://www.sec.gov>. M&T also maintains a Web site (<http://www.mandtbank.com>) where information about M&T and its subsidiaries can be obtained. The information contained in the M&T Web site is not part of this prospectus.

In this prospectus, as permitted by law, we "incorporate by reference" information from other documents that we file with the SEC. This means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this prospectus and should be read with the same care. When we update the information contained in documents that have been incorporated by reference by making future filings with the SEC, the information incorporated by reference in this prospectus is considered to be automatically updated and superseded. In other words, in case of a conflict or inconsistency between information contained in this prospectus and information incorporated by reference into this prospectus, you should rely on the information contained in the document that was filed later.

We incorporate by reference the documents listed below and any documents we file with the SEC in the future under Section 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934 (other than those portions that may be "furnished" and not filed with the SEC) until our offering is completed:

- Annual Report on Form 10-K for the year ended December 31, 2011;
- Definitive Proxy Statement on Schedule 14A for the Annual Meeting of Shareholders held on April 17, 2012 and filed on March 7, 2012.
- Quarterly Report on Form 10-Q for the period ended March 31, 2012;
- Current Reports on Form 8-K, filed on April 20, 2012 and June 13, 2012; and
- The description of M&T's common stock and preferred stock contained in the Form 8-A filed on May 20, 1998.

You may request a copy of any of these filings, other than an exhibit to a filing unless that exhibit is specifically incorporated by reference into that filing, at no cost, by writing to or telephoning us at the following address:

M&T Bank Corporation
One M&T Plaza
Buffalo, New York 14203
(716) 842-5445

ABOUT M&T BANK CORPORATION

M&T Bank Corporation is a New York business corporation which is registered as a financial holding company under the Bank Holding Company Act of 1956, as amended and as a bank holding company under Article III-A of the New York Banking Law. The principal executive offices of M&T and the trusts are located at One M&T Plaza, Buffalo, New York 14203. The telephone number for M&T and the trusts is (716) 842-5445.

RISK FACTORS

Investing in our securities involves certain risks. Before you invest in any of our securities, in addition to the other information included in, or incorporated by reference into, this prospectus, you should carefully consider the risk factors contained in Item 1A under the caption “Risk Factors” and elsewhere in our annual report on Form 10-K for the fiscal year ended December 31, 2011, which is incorporated into this prospectus by reference, as updated by our annual or quarterly reports for subsequent fiscal years or fiscal quarters that we file with the SEC and that are so incorporated. See “Where You Can Find More Information” for information about how to obtain a copy of these documents. You should also carefully consider the risks and other information that may be contained in, or incorporated by reference into, any prospectus supplement relating to specific offerings of securities.

USE OF PROCEEDS

We intend to use the net proceeds from the sale of any securities offered under this prospectus as set forth in the applicable prospectus supplement.

CONSOLIDATED EARNINGS RATIOS

The table below provides M&T's consolidated ratios of earnings to fixed charges and earnings to combined fixed charges and preferred stock dividends for the periods shown.

	For the Three Months Ended		For the Year Ended December 31				
	2012	2011	2011	2010	2009	2008	2007
CONSOLIDATED RATIOS OF EARNINGS TO FIXED CHARGES							
Excluding interest on deposits	5.37	5.57	5.39	4.57	2.38	2.06	2.27
Including interest on deposits	4.00	3.90	3.80	3.21	1.74	1.54	1.56
CONSOLIDATED RATIOS OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED STOCK DIVIDENDS							
Excluding interest on deposits	4.33	4.64	4.45	3.93	2.19	2.06*	2.27*
Including interest on deposits	3.47	3.49	3.39	2.95	1.68	1.54*	1.56*

* Prior to December 23, 2008, M&T had no outstanding shares of preferred stock. Therefore, the ratios of earnings to combined fixed charges and preferred stock dividends for the years ended December 31, 2008 and 2007 are not different from the ratios of earnings to fixed charges for those periods.

VALIDITY OF SECURITIES

The validity of the securities may be passed upon for us by Sullivan & Cromwell LLP, or by counsel named in the applicable prospectus supplement, and for any underwriters or agents by counsel selected by such underwriters or agents. Unless the applicable prospectus supplement or, if necessary, the applicable pricing supplement, indicates otherwise, certain matters of Delaware law relating to the validity of the capital securities and the creation of the trusts will be passed upon for us and the trusts by Richards, Layton & Finger, P.A., special Delaware counsel to us and the trusts.

EXPERTS

The financial statements and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Report on Internal Control over Financial Reporting) incorporated in this prospectus by reference to the Annual Report on Form 10-K of M&T Bank Corporation for the year ended December 31, 2011, have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

M&T BANK CORPORATION

\$3,000,000,000

**DEBT SECURITIES
PREFERRED STOCK
DEPOSITARY SHARES
COMMON STOCK
GUARANTEES
WARRANTS**

M&T CAPITAL TRUST V M&T CAPITAL TRUST VI

CAPITAL SECURITIES

PROSPECTUS

June 26, 2012

PART II.

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION.

The following is an itemized statement of the estimated fees and expenses in connection with the offering of the securities registered hereunder.

Registration Statement filing fees	\$ (1)
Blue Sky fees and expenses	10,000
Printing and engraving expenses	75,000
Trustee, registrar and transfer agent, depository and warrant agent fees and expenses	50,000
Legal fees and expenses	300,000
Accounting fees and expenses	100,000
Rating agency fees	200,000
Miscellaneous	265,000
Total	<u>\$1,000,000</u>

- (1) The registrant is registering securities under this registration statement as shall have an aggregate initial offering price not to exceed \$3,000,000,000 exclusive of accrued dividends and interest, if any. In accordance with Rules 456(b) and 457(r), the registrant is deferring payment of any additional registration fee until the time the securities are sold under this registration statement pursuant to a prospectus supplement, except for \$33,600.48 of unutilized fees previously paid with respect to securities registered by M&T Bank Corporation, M&T Capital Trust V and M&T Capital Trust VI pursuant to a Form S-3 (File No. 333-155759) initially filed with the Securities and Exchange Commission on November 26, 2008. Such unutilized fees may be offset pursuant to Rule 457(p) of the Securities Act.

ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS

With certain limitations, Sections 721 through 726 of the New York Business Corporation Law permit a corporation to indemnify a director or officer made a party to an action (i) by a corporation or in its right in order to procure a judgment in its favor unless he shall have breached his duties, or (ii) other than an action by or in the right of the corporation in order to procure a judgment in its favor if such director or officer acted in good faith and in a manner he reasonably believed to be in or, in certain cases, not opposed to such corporation's best interests, and additionally, in criminal actions, has no reasonable cause to believe his conduct was unlawful.

The Amended and Restated Bylaws of M&T Bank Corporation (Article V) provide the following:

SECTION 1. *Right of Indemnification:* Each director and officer of the Corporation, whether or not then in office, and any person whose testator or intestate was such a director or officer, shall be indemnified by the Corporation for the defense of, or in connection with, any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, governmental, administrative or investigative, in accordance with and to the fullest extent permitted by the Business Corporation Law of the State of New York or other applicable law, as such law now exists or may hereafter be amended; provided, however, that the Corporation shall provide indemnification in connection with an action or proceeding (or part thereof) initiated by such a director or officer only if such action or proceeding (or part thereof) was authorized by the Board of Directors.

SECTION 2. *Advancement of Expenses:* Expenses incurred by a director or officer in connection with any action or proceeding as to which indemnification may be given under Section 1 of this Article V may be paid by the Corporation in advance of the final disposition of such action or proceeding upon (a) receipt of an undertaking by or on behalf of such director or officer to repay such advancement in the event that such director or officer is ultimately found not to be entitled to indemnification as authorized by this Article V and (b) approval by the Board of Directors acting by a quorum consisting of directors who are not parties to such action or proceeding or, if such a quorum is not obtainable, then approval by stockholders. To the extent permitted by law, the Board of Directors or, if applicable, the stockholders, shall not be required under this Section 2, to find that the director or officer has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding.

SECTION 3. *Availability and Interpretation:* To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in this Article V (a) shall be available with respect to events occurring prior to the adoption of this Article V, (b) shall continue to exist after any rescission or restrictive amendment of this Article V with respect to events occurring prior to such rescission or amendment, (c) may be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding, or on the basis of applicable law in effect at the time such rights are claimed, and (d) are in the nature of contract rights which may be enforced in any court of competent jurisdiction as if the Corporation and the director or officer for whom such rights are sought were parties to a separate written agreement.

SECTION 4. *Other Rights*: The rights of indemnification and to the advancement of expenses provided in this Article V shall not be deemed exclusive of any other rights to which any such director, officer or other person may now or hereafter be otherwise entitled whether contained in the certificate of incorporation, these Bylaws, a resolution of stockholders, a resolution of the Board of Directors, or an agreement providing such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in this Article V shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any such director, officer or other person in any such action or proceeding to have assessed or allowed in his or her favor, against the Corporation or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

SECTION 5. *Severability*: If this Article V or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article V shall remain fully enforceable.

As permitted by Section 402(b) of the New York Business Corporation Law, Article SEVENTH of M&T Bank Corporation's Restated Certificate of Incorporation, as amended, provides as follows:

SEVENTH: As to any act or omission occurring after the adoption of this provision, a director of the Corporation shall, to the maximum extent permitted by the laws of the State of New York, have no personal liability to the Corporation or any of its stockholders for damages for any breach of duty as a director, provided that this Article SEVENTH shall not eliminate or reduce the liability of a director in any case where such elimination or reduction is not permitted by law.

ITEM 16. EXHIBITS.

The exhibits filed (unless otherwise noted) as a part of this registration statement are set forth in the accompanying Exhibit Index.

ITEM 17. UNDERTAKINGS.

Each of the undersigned registrants hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

provided, however, that paragraphs (1)(i), (1)(ii) and (1)(iii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining any liability under the Securities Act of 1933 to any purchaser:

(A) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(B) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof. *Provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(5) That, for the purpose of determining liability of the registrants under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, each undersigned registrant undertakes that in a primary offering of securities of such undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, such undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

- (i) Any preliminary prospectus or prospectus of such undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
- (ii) Any free writing prospectus relating to the offering prepared by or on behalf of such undersigned registrant or used or referred to by such undersigned registrant;
- (iii) The portion of any other free writing prospectus relating to the offering containing material information about such undersigned registrant or its securities provided by or on behalf of such undersigned registrant; and
- (iv) Any other communication that is an offer in the offering made by such undersigned registrant to the purchaser.

(6) That, for the purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Act of 1934 that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(7) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions described under Item 15 of the registration statement, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person, in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

(8) To file an application for the purpose of determining the eligibility of the trustees to act under subsection (a) of Section 310 of the Trust Indenture Act in accordance with the rules and the registrant regulations prescribed by the SEC under Section 305(b)(2) of the Act.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Buffalo, New York on June 26, 2012.

M&T BANK CORPORATION

By: _____ *
Robert G. Wilmers, Chairman of the Board and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons and in the capacities indicated on June 26, 2012

Signature	Title
* _____ Robert G. Wilmers	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)
* _____ René F. Jones	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
* _____ Michael R. Spychala	Senior Vice President and Controller (Principal Accounting Officer)
* _____ Mark J. Czarnecki	President and Director
* _____ Michael P. Pinto	Vice Chairman of the Board
* _____ Brent D. Baird	Director
* _____ C. Angela Bontempo	Director
* _____ Robert T. Brady	Director
* _____ T. Jefferson Cunningham III	Director
* _____ Gary N. Geisel	Director

John D. Hawke, Jr.
*

Patrick W. E. Hodgson
*

Richard G. King

Jorge G. Pereira
*

Melinda R. Rich
*

Robert E. Sadler, Jr.
*

Herbert L. Washington

Director

Director

Director

Vice Chairman of the Board

Director

Director

Director

*By: /s/ Drew J. Pfirmman

Drew J. Pfirmman
(Attorney-in-Fact)

Pursuant to Power of Attorney filed herewith

Pursuant to the requirements of the Securities Act of 1933, M&T Capital Trust V certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Buffalo, State of New York, on the 26th day of June, 2012.

M&T CAPITAL TRUST V

By: M&T Bank Corporation as Depositor

By: /s/ Drew J. Pfirmman

Name: Drew J. Pfirmman

Title: Senior Vice President and General Counsel

Pursuant to the requirements of the Securities Act of 1933, M&T Capital Trust VI certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Buffalo, State of New York, on the 26th day of June, 2012.

M&T CAPITAL TRUST VI

By: M&T Bank Corporation as Depositor

By: /s/ Drew J. Pfirmman

Name: Drew J. Pfirmman

Title: Senior Vice President and General Counsel

EXHIBIT INDEX

<u>EXHIBIT NO.</u>	<u>EXHIBIT</u>
(1)(a)	Form of Underwriting Agreement for Common Stock, Preferred Stock, Depositary Shares and Warrants, incorporated by reference to Exhibit 1(a) to Registration Statement on Form S-3 (No. 333-122147), filed with the SEC on January 19, 2005.
(1)(b)	Form of Underwriting Agreement for Debt Securities, incorporated by reference to Exhibit 1(b) to Registration Statement on Form S-3 (No. 333-122147), filed with the SEC on January 19, 2005.
(1)(c)	Form of Underwriting Agreement for Capital Securities, incorporated by reference to Exhibit 1(c) to Registration Statement on Form S-3 (No. 333-122147), filed with the SEC on January 19, 2005.
(3)(a)	Restated Certificate of Incorporation of M&T Bank Corporation dated November 18, 2010, incorporated by reference to Exhibit 3.1 to M&T's Current Report on Form 8-K filed with the SEC on November 19, 2010.
(3)(b)	Certificate of Amendment of the Certificate of Incorporation of M&T Bank Corporation dated May 26, 2011, incorporated by reference to Exhibit 3.1 to M&T's Current Report on Form 8-K filed with the SEC on May 31, 2011.
(3)(c)	Amended and Restated Bylaws of M&T Bank Corporation, effective February 20, 2007, incorporated by reference to Exhibit 3.5 to M&T's Current Report on Form 8-K dated February 20, 2007, filed with the SEC on February 22, 2007.
(4)(a)	Form of Deposit Agreement (including Form of Depositary Receipt) , incorporated by reference to Exhibit 4(a) to Registration Statement on Form S-3 (No. 333-122147), filed with the SEC on January 19, 2005.
(4)(b)	Form of Senior Indenture, incorporated by reference to Exhibit 4(b) to Registration Statement on Form S-3 (No. 333-122147), filed with the SEC on January 19, 2005.
(4)(c)	Form of Senior Debt Security, incorporated by reference to Exhibit 4(c) to Registration Statement on Form S-3 (No. 333-122147), filed with the SEC on January 19, 2005.
(4)(d)	Indenture, dated as of May 24, 2007, by and between M&T Bank Corporation and The Bank of New York (as Trustee), incorporated by reference to Exhibit 4.2 to M&T's Current Report on Form 8-K dated May 24, 2007, filed with the SEC on May 29, 2007.
(4)(e)	First Supplemental Indenture, dated as of May 24, 2007, by and between M&T Bank Corporation and The Bank of New York (as Trustee). Incorporated by reference to Exhibit 4.1 to M&T's Current Report on Form 8-K dated May 24, 2007, filed with the SEC on May 29, 2007.
(4)(f)	Form of Subordinated Indenture, incorporated by reference to Exhibit 4(d) to Registration Statement on Form S-3 (No. 333-122147), filed with the SEC on January 19, 2005.
(4)(g)	Form of Subordinated Debt Security, incorporated by reference to Exhibit 4(e) to Registration Statement on Form S-3 (No. 333-122147), filed with the SEC on January 19, 2005.
(4)(h)	Form of Warrant Agreement (including Form of Warrant Certificate), incorporated by reference to Exhibit 4(f) to Registration Statement on Form S-3 (No. 333-122147), filed with the SEC on January 19, 2005.
(4)(i)	Form of Junior Subordinated Security, incorporated by reference to Exhibit 4(g) to M&T's Registration Statement on Form S-3 (No. 333-122147), filed with the SEC on January 19, 2005.
(4)(j)	Junior Subordinated Indenture, dated as of January 31, 2008, between M&T Bank Corporation and The Bank of New York (as Trustee), incorporated by reference to Exhibit 4.1 to M&T's Current Report on Form 8-K, dated January 31, 2008, filed with the SEC on February 1, 2008.
4(k)	First Supplemental Indenture, dated as of January 31, 2008, between M&T Bank Corporation and The Bank of New York (as Trustee), incorporated by reference to Exhibit 4.2 to M&T's Current Report on Form 8-K, dated January 31, 2008, filed with the SEC on February 1, 2008.
(4)(l)	Certificate of Trust of M&T Capital Trust V, incorporated by reference to Exhibit 4(j) to Registration Statement on Form S-3 (No. 333-122147), filed with the SEC on January 19, 2005.
(4)(m)	Trust Agreement of M&T Capital Trust V, incorporated by reference to Exhibit 4(k) to Registration Statement on Form S-3 (No. 333-122147), filed with the SEC on January 19, 2005.
(4)(n)	Certificate of Trust of M&T Capital Trust VI, incorporated by reference to Exhibit 4(l) to Registration Statement on Form S-3 (No. 333-122147), filed with the SEC on January 19, 2005.
(4)(o)	Trust Agreement of M&T Capital Trust VI, incorporated by reference to Exhibit 4(m) to Registration Statement on Form S-3 (No. 333-122147), filed with the SEC on January 19, 2005.
(4)(p)	Form of Amended and Restated Trust Agreement for M&T Capital Trust V and M&T Capital Trust VI, incorporated by reference to Exhibit 4(n) to Registration Statement on Form S-3 (No. 333-122147), filed with the SEC on January 19, 2005.
(4)(q)	Form of Capital Security Certificate for M&T Capital Trust V and M&T Capital Trust VI, incorporated by reference to Exhibit 4(o) to Registration Statement on Form S-3 (No. 333-122147), filed with the SEC on January 19, 2005.

- (4)(r) Form of Guarantee Agreement for each of M&T Capital Trust V and M&T Capital Trust VI, incorporated by reference to Exhibit 4(p) to Registration Statement on Form S-3 (No. 333-122147), filed with the SEC on January 19, 2005.
- (5)(a) Opinion of counsel as to the validity of the securities.**
- (5)(b) Opinion of counsel as to the validity of the capital securities, the enforceability of the trust agreements and the formation of the M&T Capital Securities Trust V and M&T Capital Securities Trust VI.**
- (12)(a) Computations of Consolidated Ratios of Earnings to Combined Fixed Charges.**
- (12)(b) Computations of Consolidated Ratios of Earnings to Combined Fixed Charges and Preferred Stock Dividends.**
- (23)(a) Consent of PricewaterhouseCoopers LLP.**
- (23)(b) Consent of counsel (Included in Exhibit (5)(a)).
- (23)(c) Consent of counsel (Included in Exhibit (5)(b)).
- (24) Power of Attorney.**
- (25)(a) Form T-1 Statement of Eligibility to act as trustee under the Senior Indenture.*
- (25)(b) Form T-1 Statement of Eligibility to act as trustee under the Subordinated Indenture.*
- (25)(c) Form T-1 Statement of Eligibility of The Bank of New York Mellon to act as trustee under the Indenture dated as of May 24, 2007.**
- (25)(d) Form T-1 Statement of Eligibility of The Bank of New York Mellon to act as trustee under the Junior Subordinated Indenture dated as of January 31, 2008.**
- (25)(e) Form T-1 Statement of Eligibility to act as trustee under the Amended and Restated Trust Agreement of M&T Capital Trust V and M&T Capital Trust VI.*
- (25)(f) Form T-1 Statement of Eligibility under the Guarantee for the benefit of the holders of Capital Securities of M&T Capital Securities Trust V and M&T Capital Securities Trust VI.*

* To be filed by amendment or as an exhibit to a Current Report on Form 8-K and incorporated herein by reference.

** Filed herewith.

June 26, 2012

M&T Bank Corporation,
One M&T Plaza,
Buffalo, New York 14203.

Ladies and Gentlemen:

We are acting as counsel to M&T Bank Corporation, a New York corporation (the "Company"), in connection with the filing today by the Company and M&T Capital Trust V, a Delaware trust, and M&T Capital Trust VI, a Delaware trust (each a "Trust" and together the "Trusts"), of a registration statement on Form S-3 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"). The Registration Statement registers the following securities of the Company and the Trusts: (i) debt securities of the Company (the "Debt Securities"), including those initially issuable upon exercise of any Warrants (as defined below) that are exercisable for Debt Securities; (ii) shares of common stock of the Company, par value \$0.50 per share (the "Common Shares"), including those initially issuable upon conversion, exercise or exchange of any Preferred Shares (as defined below) or Warrants that are convertible into, or exercisable or exchangeable for, Common Shares; (iii) shares of preferred stock of the Company, par value \$1.00 per share (the "Preferred Shares"), including those initially issuable in the form of Depository Shares (as defined below) or upon exercise of any Warrants that are exercisable for Preferred Shares; (iv) depository shares of the Company representing fractional interests in Preferred Shares (the "Depository Shares"), including those that are initially issuable upon exercise of any Warrants that are exercisable for Depository Shares; (v) capital securities of the Trusts representing an undivided beneficial interest in the assets of the issuing Trust (the "Capital Securities"); (vi) guarantees of the Company with respect to the Capital Securities (the "Guarantees"); (vii) junior subordinated debt obligations to be issued to one or more grantor trusts (the "Debentures") and (viii) warrants of the Company to purchase Debt Securities, Common Shares, Depository Shares or Preferred Shares (the "Warrants"). The Debt Securities, the Common Shares, the Preferred Shares, the Depository Shares, the Guarantees, the Debentures and the Warrants are collectively referred to as the "Securities".

In connection with the filing of the Registration Statement, we, as your counsel, have examined such corporate records, certificates and other documents, including the resolutions of the Board of Directors of the Company (the "Resolutions") authorizing the applicable Securities, and such questions of law, as we have considered necessary or appropriate for the purposes of this opinion. Upon the basis of such examination, we advise you that, in our opinion:

(1) *Debt Securities*. When the Registration Statement has become effective under the Act, when an indenture relating to the Debt Securities has been duly authorized, executed and delivered, when the terms of such Debt Securities and of their issuance and sale have been duly established in conformity with the applicable indenture and when such Debt Securities have been duly executed and authenticated in accordance with the applicable indenture and issued and sold as contemplated by the Registration Statement, and if all the foregoing actions are taken pursuant to the authority granted in the Resolutions and so as not to violate any applicable law or result in a default under or breach of any agreement or instrument binding upon the Company and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company, the Debt Securities will constitute valid and legally binding obligations of the Company, subject to bankruptcy, insolvency, fraudulent transfer, reorganization, moratorium and similar laws of general applicability relating to or affecting creditors' rights and to general equity principles. The Debt Securities covered by the opinion in this paragraph include any Debt Securities issuable upon exercise of any Warrants that are exercisable for Debt Securities.

(2) *Common Shares*. When the Registration Statement has become effective under the Act, when the terms of the Common Shares and of their issuance and sale have been duly established in conformity with the Company's certificate of incorporation and when the Common Shares have been duly issued and sold as contemplated by the Registration Statement, and if all the foregoing actions are taken pursuant to the authority granted in the Resolutions and so as not to violate any applicable law or result in a default under or breach of any agreement or instrument binding upon the Company and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company, the Common Shares will be validly issued, fully paid and nonassessable. The Common Shares covered by the opinion in this paragraph include any Common Shares initially issuable upon conversion, exercise or exchange of any Preferred Shares or Warrants that are convertible into, or exercisable or exchangeable for, Common Shares.

(3) *Preferred Shares*. When the Registration Statement has become effective under the Act, when the terms of the Preferred Shares and of their issuance and sale have been duly established in conformity with the Company's certificate of incorporation, when an appropriate certificate of amendment with

respect to the Preferred Shares has been duly filed with the Secretary of State of the State of New York and when the Preferred Shares have been duly issued and sold as contemplated by the Registration Statement, and if all the foregoing actions are taken pursuant to the authority granted in the Resolutions and so as not to violate any applicable law or result in a default under or breach of any agreement or instrument binding upon the Company and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company, the Preferred Shares will be validly issued, fully paid and nonassessable. The Preferred Shares covered by the opinion in this paragraph include any Preferred Shares issuable in the form of Depository Shares or upon exercise of any Warrants that are exercisable for Preferred Shares.

(4) *Depository Shares.* When the Registration Statement has become effective under the Act, when the terms of the deposit agreement under which the Depository Shares are to be issued have been duly established and the deposit agreement has been duly executed and delivered, when the terms of the Depository Shares and of their issuance and sale have been duly established in conformity with the deposit agreement, when the preferred stock represented by the Depository Shares has been duly delivered to the depository and when the depository receipts evidencing the Depository Shares have been duly issued against deposit of the preferred stock in accordance with the deposit agreement and issued and sold as contemplated by the Registration Statement, and if all the foregoing actions are taken pursuant to the authority granted in the Resolutions and so as not to violate any applicable law or result in a default under or breach of any agreement or instrument binding upon the Company and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company, the depository receipts evidencing the Depository Shares will be validly issued and will entitle the holders thereof to the rights specified in the Depository Shares and the deposit agreement, subject to bankruptcy, insolvency, fraudulent transfer, reorganization, moratorium and similar laws of general applicability relating to or affecting creditors' rights and to general equity principles. The Depository Shares covered by the opinion in this paragraph include any Depository Shares issuable upon exercise of any Warrants that are exercisable for Depository Shares.

(5) *Guarantees and Debentures.* When the Registration Statement has become effective under the Act, when the guarantee and related agreements under which the Guarantees are to be issued, the trust agreements under which the Capital Securities are to be issued and the indentures under which the Debentures are to be issued have been duly executed and delivered, when the terms of the Guarantees, the related Capital Securities and the corresponding Debentures and of their issuance have been duly established in conformity with the guarantee and related agreements, the trust agreements and the related indenture, as applicable, and when the Guarantees, the related Capital Securities and the corresponding

Debentures have been duly executed and authenticated in accordance with the guarantee and related agreements, the trust agreements and the related indenture, as applicable, and issued and sold by the Company and the respective trusts, as applicable, as contemplated in the Registration Statement, and if all the foregoing actions are taken pursuant to the authority granted in the Resolutions so as not to violate any applicable law or result in a default under or breach of any agreement or instrument binding upon the Company or the relevant trust and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company or the relevant trust, the Guarantees and the Debentures will constitute valid and legally binding obligations of the Company, subject to bankruptcy, insolvency, fraudulent transfer, reorganization, moratorium and similar laws of general applicability relating to or affecting creditors' rights and to general equity principles.

(6) *Warrants*. When the Registration Statement has become effective under the Act, when the terms of the warrant agreement under which the Warrants are to be issued have been duly established and the warrant agreement has been duly authorized, executed and delivered, when the terms of such Warrants and of their issuance and sale have been duly established in conformity with the applicable warrant agreement and when such Warrants have been duly executed and authenticated in accordance with the applicable warrant agreement and issued and sold as contemplated by the Registration Statement, and if all the foregoing actions are taken pursuant to the authority granted in the Resolutions and so as not to violate any applicable law or result in a default under or breach of any agreement or instrument binding upon the Company and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company, such Warrants will constitute valid and legally binding obligations of the Company, subject to bankruptcy, insolvency, fraudulent transfer, reorganization, moratorium and similar laws of general applicability relating to or affecting creditors' rights and to general equity principles.

We note that, as of the date of this opinion, a judgment for money in an action based on a Security denominated in a foreign currency or currency unit in a federal or state court in the United States ordinarily would be enforced in the United States only in United States dollars. The date used to determine the rate of conversion of the foreign currency or currency unit in which a particular Security is denominated into United States dollars will depend upon various factors, including which court renders the judgment. Under Section 27 of the New York Judiciary Law, a state court in the State of New York rendering a judgment on a Security would be required to render such judgment in the foreign currency in which the Security is denominated, and such judgment would be converted into United States dollars at the exchange rate prevailing on the date of entry of the judgment.

The foregoing opinion is limited to the Federal laws of the United States and the the laws of the State of New York as in effect on the date of this letter, and we are expressing no opinion as to the effect of the laws of any other jurisdiction or as of any later date. Notwithstanding the foregoing, for the purposes of our opinion set forth in paragraph (5) above, we have assumed that, at all relevant times, the Capital Securities and the related trust agreements will have been duly executed and delivered by the respective trusts and, in the case of the trust agreements, by the Company, the Capital Securities will have been duly authenticated, if required under the trust agreements, and the Capital Securities and the trust agreements will constitute valid and legally binding obligations of the respective trusts and, in the case of the trust agreements, of the Company under the laws of the State of Delaware, and we are expressing no opinion as to such matters.

Also, we have relied as to certain factual matters on information obtained from public officials, officers of the Company and other sources believed by us to be responsible. We have assumed, without independent verification, that the signatures on all documents examined by us are genuine.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the references to us under the heading "Validity of Securities" in the prospectus contained therein. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ SULLIVAN & CROMWELL LLP

June 26, 2012

M&T Capital Trust V and M&T Capital Trust VI
c/o M&T Bank Corporation
One M&T Plaza
Buffalo, NY 14203

Re: M&T Capital Trust V and M&T Capital Trust VI

Ladies and Gentlemen:

We have acted as special Delaware counsel for M&T Capital Trust V ("Trust V") and M&T Capital Trust VI ("Trust VI"), each a Delaware statutory trust (each, a "Trust" and collectively, the "Trusts"), in connection with the matters set forth herein. At your request, this opinion is being furnished to you.

We have examined and relied upon such records, documents, certificates and other instruments as in our judgment are necessary or appropriate to enable us to render the opinions expressed below, including the following documents:

- (a) The Trust Agreement for Trust V, dated as of July 7, 2003, between M&T Bank Corporation, a New York corporation (the "Company"), and BNY Mellon Trust of Delaware, formerly known as The Bank of New York (Delaware), a Delaware banking corporation, as trustee (the "Trustee");
- (b) The Trust Agreement for Trust VI, dated as of July 7, 2003, between the Company and the Trustee (the documents identified in items (a) and (b) being collectively referred to as the "Original Trust Agreements");
- (c) A certified copy of the Certificate of Trust for Trust V, as filed with the Office of the Secretary of State of the State of Delaware (the "Secretary of State") on July 7, 2003;
- (d) A certified copy of the Certificate of Trust for Trust VI, as filed with the Secretary of State on July 7, 2003 (the documents identified in items (c) and (d) being collectively referred to as the "Certificates of Trust");

- (e) A form of Amended and Restated Trust Agreement for each Trust, among the Company, the trustees named therein (the “Amended and Restated Trust Agreements;” and, together with the Original Trust Agreements, the “Trust Agreements”);
- (f) The Registration Statement (the “Registration Statement”) on Form S-3, including a preliminary prospectus with respect to the Company and each Trust (the “Prospectus”), relating to the capital securities of each Trust (each, a “Capital Security,” and collectively, the “Capital Securities”), to be filed by the Company and the Trusts with the Securities and Exchange Commission (the “Commission”) on or about June 26, 2012; and
- (g) A Certificate of Good Standing for each Trust, each dated June 25, 2012, obtained from the Secretary of State.

Initially capitalized terms used herein and not otherwise defined are used as defined in the Trust Agreements.

As to various questions of fact material to our opinion, we have relied upon the representations made in the foregoing documents. With respect to all documents examined by us, we have assumed (i) the authenticity of all documents submitted to us as authentic originals, (ii) the conformity with the originals of all documents submitted to us as copies or forms, and (iii) the genuineness of all signatures.

For purposes of this opinion, we have assumed (i) that the Original Trust Agreements are in full force and effect and constitute the entire agreements among the parties thereto with respect to the subject matter thereof, including with respect to the formation, operation and termination of the Trusts, that the Certificates of Trust are in full force and effect and have not been amended, (ii) that, at the time the Capital Securities of the applicable Trust are to be issued by such Trust, the applicable Amended and Restated Trust Agreement will constitute the entire agreement among the parties thereto with respect to the subject matter thereof, including with respect to the formation, operation and termination of the applicable Trust, that the applicable Certificate of Trust will be in full force and effect and will not be amended and that the applicable Amended and Restated Trust Agreement will be in full force and effect and will be executed in substantially the form reviewed by us, (iii) except to the extent provided in paragraph 1 below, the due creation or due organization or due formation, as the case may be, and valid existence in good standing of each party to the documents examined by us under the laws of the jurisdiction governing its creation, organization or formation, (iv) the legal capacity of natural persons who are parties to the documents examined by us, (v) that each of the parties to the documents examined by us has the power and authority to execute and deliver, and to perform its obligations under, such documents, (vi) the due authorization, execution and delivery by all parties thereto of all documents examined by us, (vii) the receipt by each Person to whom Capital Securities are to be issued by the Trusts (collectively, the “Capital Securities Holders”) of a Capital Securities Certificate for such Capital Securities and the payment for the Capital Securities acquired by it, in accordance with the Trust Agreements and as contemplated by the Registration Statement, and (viii) that the Capital Securities are executed, authenticated, issued and sold to the Capital Securities Holders in accordance with the Trust Agreements and as contemplated by the Registration Statement. We have not participated in the preparation of the Registration Statement (except for providing this opinion) or the Prospectus and assume no responsibility for their contents, other than this opinion.

This opinion is limited to the laws of the State of Delaware (excluding the securities laws and blue sky laws of the State of Delaware), and we have not considered and express no opinion on the laws of any other jurisdiction, including federal laws and rules and regulations relating thereto. Our opinions are rendered only with respect to Delaware laws and rules, regulations and orders thereunder which are currently in effect.

Based upon the foregoing, and upon our examination of such questions of law and statutes of the State of Delaware as we have considered necessary or appropriate, and subject to the assumptions, qualifications, limitations and exceptions set forth herein, we are of the opinion that:

1. Each Trust has been duly formed and is validly existing in good standing as a statutory trust under the Delaware Statutory Trust Act, 12 Del. C. § 3801, et seq.

2. The Capital Securities of each Trust have been duly authorized by each Trust Agreement and, when executed and delivered in accordance with the applicable Trust Agreement, will be duly and validly issued and, subject to the qualifications set forth in paragraph 3 below, fully paid and non-assessable undivided beneficial interests in the assets of the applicable Trust.

3. The Capital Securities Holders, as beneficial owners of the Trusts, will be entitled to the same limitation of personal liability extended to stockholders of private corporations for profit organized under the General Corporation Law of the State of Delaware. We note that the Capital Securities Holders may be obligated to make payments as set forth in the Trust Agreements.

We consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In addition, we hereby consent to the reference to us as local counsel under the headings "Validity of Securities" in the Prospectus. In giving the foregoing consents, we do not thereby admit that we come within the category of Persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ RICHARDS, LAYTON & FINGER, P.A.

M&T Bank Corporation
Computations of Consolidated Ratios of Earnings to Fixed Charges
(Dollars in thousands)

	<u>Three Months Ended March 31</u>		<u>Year Ended December 31</u>				
	<u>2012</u>	<u>2011</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>	<u>2007</u>
<u>Excluding interest on deposits</u>							
Fixed charges:							
Interest expense (excluding interest on deposits)	\$ 61,518	59,773	244,896	274,584	347,166	671,946	735,257
Interest factor within rent expense (a)	9,069	7,816	34,341	31,565	29,670	24,618	21,608
Total fixed charges	<u>70,587</u>	<u>67,589</u>	<u>279,237</u>	<u>306,149</u>	<u>376,836</u>	<u>696,564</u>	<u>756,865</u>
Earnings:							
Income before income taxes	308,417	308,653	1,224,600	1,092,789	519,291	739,779	963,537
Fixed charges	70,587	67,589	279,237	306,149	376,836	696,564	756,865
Total earnings	<u>\$ 379,004</u>	<u>376,242</u>	<u>1,503,837</u>	<u>1,398,938</u>	<u>896,127</u>	<u>1,436,343</u>	<u>1,720,402</u>
Ratio of earnings to fixed charges, excluding interest on deposits	x 5.37	5.57	5.39	4.57	2.38	2.06	2.27
<u>Including interest on deposits</u>							
Fixed charges:							
Interest expense	\$ 93,706	98,679	402,331	462,269	669,449	1,337,795	1,694,576
Interest factor within rent expense (a)	9,069	7,816	34,341	31,565	29,670	24,618	21,608
Total fixed charges	<u>102,775</u>	<u>106,495</u>	<u>436,672</u>	<u>493,834</u>	<u>699,119</u>	<u>1,362,413</u>	<u>1,716,184</u>
Earnings:							
Income before income taxes	308,417	308,653	1,224,600	1,092,789	519,291	739,779	963,537
Fixed charges	102,775	106,495	436,672	493,834	699,119	1,362,413	1,716,184
Total earnings	<u>\$ 411,192</u>	<u>415,148</u>	<u>1,661,272</u>	<u>1,586,623</u>	<u>1,218,410</u>	<u>2,102,192</u>	<u>2,679,721</u>
Ratio of earnings to fixed charges, including interest on deposits	x 4.00	3.90	3.80	3.21	1.74	1.54	1.56

(a) The portion of rents shown as representative of the interest factor is one-third of total net operating lease expenses.

M&T Bank Corporation
Computations of Consolidated Ratios of Earnings to Fixed Charges
and Preferred Stock Dividends
(Dollars in thousands)

	Three Months Ended March 31		Year Ended December 31				
	2012	2011	2011	2010	2009	2008	2007
Excluding interest on deposits							
Fixed charges:							
Interest expense (excluding interest on deposits)	\$ 61,518	59,773	244,896	274,584	347,166	671,946	735,257
Interest factor within rent expense (a)	9,069	7,816	34,341	31,565	29,670	24,618	21,608
Preferred stock dividends	21,996	17,281	75,456	66,214	59,392	1,096	—
Total fixed charges	<u>92,583</u>	<u>84,870</u>	<u>354,693</u>	<u>372,363</u>	<u>436,228</u>	<u>697,660</u>	<u>756,865</u>
Earnings:							
Income before income taxes	308,417	308,653	1,224,600	1,092,789	519,291	739,779	963,537
Fixed charges - including preferred stock dividends	92,583	84,870	354,693	372,363	436,228	697,660	756,865
Total earnings	<u>\$ 401,000</u>	<u>393,523</u>	<u>1,579,293</u>	<u>1,465,152</u>	<u>955,519</u>	<u>1,437,439</u>	<u>1,720,402</u>
Ratio of earnings to fixed charges, excluding interest on deposits	x 4.33	<u>4.64</u>	<u>4.45</u>	<u>3.93</u>	<u>2.19</u>	<u>2.06*</u>	<u>2.27*</u>
Including interest on deposits							
Fixed charges:							
Interest expense	\$ 93,706	98,679	402,331	462,269	669,449	1,337,795	1,694,576
Interest factor within rent expense (a)	9,069	7,816	34,341	31,565	29,670	24,618	21,608
Preferred stock dividends	21,996	17,281	75,456	66,214	59,392	1,096	—
Total fixed charges	<u>124,771</u>	<u>123,776</u>	<u>512,128</u>	<u>560,048</u>	<u>758,511</u>	<u>1,363,509</u>	<u>1,716,184</u>
Earnings:							
Income before income taxes	308,417	308,653	1,224,600	1,092,789	519,291	739,779	963,537
Fixed charges - including preferred stock dividends	124,771	123,776	512,128	560,048	758,511	1,363,509	1,716,184
Total earnings	<u>\$ 433,188</u>	<u>432,429</u>	<u>1,736,728</u>	<u>1,652,837</u>	<u>1,277,802</u>	<u>2,103,288</u>	<u>2,679,721</u>
Ratio of earnings to fixed charges, including interest on deposits	x 3.47	<u>3.49</u>	<u>3.39</u>	<u>2.95</u>	<u>1.68</u>	<u>1.54*</u>	<u>1.56*</u>

(a) The portion of rents shown as representative of the interest factor is one-third of total net operating lease expenses.

* Prior to December 23, 2008, M&T Bank Corporation had no outstanding shares of preferred stock. Therefore, the ratios of earnings to combined fixed charges and preferred stock dividends for the years ended December 31, 2008 and 2007 are not different from the ratios of earnings to fixed charges for those periods.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated February 23, 2012 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in M&T Bank Corporation's Annual Report on Form 10-K for the year ended December 31, 2011. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ PricewaterhouseCoopers LLP

Buffalo, New York
June 26, 2012

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned directors and/or officers of M&T Bank Corporation, a corporation organized under the laws of the State of New York (the "Corporation"), hereby constitute and appoint Robert G. Wilmers, René F. Jones, Drew J. Pfirman and Brian R. Yoshida, and each of them (with full power to each of them to act alone), his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him or her and on his or her behalf and in his or her name, place and stead, in any and all capacities, to sign, execute and to affix his or her seal to and file with the Securities and Exchange Commission (or any other governmental or regulatory authority) a registration statement (the "Registration Statement") on Form S-3ASR or any other appropriate form, and any and all amendments (including post-effective amendments) thereto, with all exhibits and any and all documents required to be filed with respect thereto, relating to the registration under the Securities Act of 1933, as amended (the "Securities Act"), and pursuant to Rule 415 thereunder, of (i) the Corporation's unsecured debt securities ("Debt Securities") which may include junior subordinated debt obligations to be issued to one or more grantor trusts to be formed by the Corporation ("Trusts"), (ii) shares of the Corporation's common stock, par value \$0.50 per share ("Common Stock"), (iii) shares of the Corporation's preferred stock, par value \$1.00 per share ("Preferred Stock"), (iv) warrants for the purchase of Debt Securities, Common Stock, Depositary Shares (as hereinafter defined) or Preferred Stock ("Warrants") and (v) guarantees by the Corporation of the preferred trust interests of one or more Trusts, with a proposed maximum aggregate offering price for such Debt Securities, Common Stock, Preferred Stock and Warrants of up to \$3,000,000,000, plus (i) an indeterminate number of shares of Common Stock issuable (A) upon conversion of shares of Preferred Stock, to the extent any of such shares of Preferred Stock are by their terms convertible into Common Stock or (B) upon exercise of Warrants, (ii) an indeterminate number of shares of Preferred Stock (A) in the form of depositary shares ("Depositary Shares") to be evidenced by depositary receipts to be issued pursuant to a Deposit Agreement in the event the Corporation elects to offer to the public fractional interests in shares of Preferred Stock and (B) upon exercise of Warrants and (iii) an indeterminate amount of Debt Securities issuable upon exercise of Warrants; and in connection with any and all amendments to the Registration Statement and all instruments necessary or in connection therewith, including to sign the Registration Statement and any and all amendments and supplements relating thereto (including stickers and post-effective amendments), in the name and on behalf of the Corporation and in the name and on behalf of such officer or director of the Corporation, to sign any and all additional registration statements relating to the same offering of securities as the Registration Statement that are filed pursuant to Rule 462(b) under the Securities Act, to attest to the seal of the Corporation thereon, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulatory organization, hereby granting to such attorneys-in-fact and agents, each acting alone, the full power and authority to do and perform every act and thing requisite, necessary or advisable to be done in and about the premises, as fully and to all intents and purposes as any such officer or director might or could do in person; and such persons are authorized to take or cause to be taken any and all such further actions in connection therewith in the name and on behalf of the Corporation as they, in their sole discretion, deem necessary or appropriate;

And each of the undersigned hereby ratifies and confirms all that any said attorney-in-fact and agent, or any substitute, lawfully does or causes to be done by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned directors and/or officers has hereunto set his or her hand as of the date specified.

Dated: June 8, 2012

/s/ Robert G. Wilmers

Robert G. Wilmers

Chairman of the Board, Chief Executive Officer and Director

/s/ Mark J. Czarnecki

Mark J. Czarnecki

President and Director

/s/ Michael P. Pinto

Michael P. Pinto

Vice Chairman of the Board

/s/ René F. Jones

René F. Jones

Executive Vice President and
Chief Financial Officer

/s/ Michael R. Spychala

Michael R. Spychala

Senior Vice President and Controller

/s/ Brent D. Baird

Brent D. Baird

Director

/s/ C. Angela Bontempo

C. Angela Bontempo

Director

/s/ Robert T. Brady

Robert T. Brady

Director

/s/ T. Jefferson Cunningham III

T. Jefferson Cunningham III

Director

/s/ Gary N. Geisel
Gary N. Geisel

Director

/s/ Patrick W.E. Hodgson
Patrick W.E. Hodgson

Director

/s/ Richard G. King
Richard G. King

Director

Jorge G. Pereira

Vice Chairman of the Board

/s/ Melinda R. Rich
Melinda R. Rich

Director

/s/ Robert E. Sadler, Jr.
Robert E. Sadler, Jr.

Director

/s/ Herbert L. Washington
Herbert L. Washington

Director

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM T-1

**STATEMENT OF ELIGIBILITY UNDER THE TRUST
INDENTURE ACT OF 1939 OF A CORPORATION
DESIGNATED TO ACT AS TRUSTEE**

**CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A
TRUSTEE PURSUANT TO SECTION 305(b)(2)**

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation if
not a U.S. national bank)

13-5160382
(I.R.S. Employer
Identification No.)

One Wall Street
New York, New York
(Address of principal executive offices)

10286
(Zip code)

Legal Department
The Bank of New York Mellon
One Wall Street, 15th Floor
New York, NY 10286
(212) 635-1270
(Name, address and telephone number of agent for service)

M&T BANK CORPORATION
(Exact name of obligor as specified in its charter)

New York
(State or other jurisdiction of
incorporation or organization)

16-0968385
(I.R.S. Employer
Identification No.)

One M&T Plaza
Buffalo, New York
(Address of principal executive offices)

14203
(Zip code)

Senior Debt Securities
(Title of the indenture securities)

Item 1. General Information.

Furnish the following information as to the Trustee:

- (a) Name and address of each examining or supervising authority to which it is subject.

Superintendent of Banks of the
State of New York
Federal Reserve Bank of New York
Federal Deposit Insurance Corporation
New York Clearing House Association

One State Street, New York, N.Y. 10004-1417
and Albany, N.Y. 12203
33 Liberty Plaza, New York, N.Y. 10045
550 17th Street, N.W., Washington, D.C. 20429
New York, N.Y. 10005

- (b) Whether it is authorized to exercise corporate trust powers.

Yes.

Item 2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

Item 16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. - A copy of the Organization Certificate of The Bank of New York Mellon (formerly The Bank of New York (formerly Irving Trust Company)) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed as Exhibit 25.1 to Current Report on Form 8-K of Nevada Power Company, Date of Report (Date of Earliest Event Reported) July 25, 2008 (File No. 000-52378).)
4. - A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 with Registration Statement No. 333-155238.)
6. - The consent of the Trustee required by Section 321(b) of the Act. (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152856.)
7. - A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of New York, and State of New York, on the 26th day of June, 2012.

THE BANK OF NEW YORK MELLON

By: /s/ Francine Kincaid

Name: Francine Kincaid

Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON
of One Wall Street, New York, N.Y. 10286

And Foreign and Domestic Subsidiaries, a member of the Federal Reserve System, at the close of business March 31, 2012, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

	<u>Dollar Amounts</u> <u>In Thousands</u>
ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	\$ 3,021,000
Interest-bearing balances	88,872,000
Securities:	
Held-to-maturity securities	4,819,000
Available-for-sale securities	79,781,000
Federal funds sold and securities purchased under agreements to resell	
Federal funds sold in domestic offices	11,000
Securities purchased under agreements to resell	719,000
Loans and lease financing receivables:	
Loans and leases held for sale	9,000
Loans and leases, net of unearned income	25,163,000
LESS: Allowance for loan and lease losses	342,000
Loans and leases, net of unearned income and allowance	24,821,000
Trading Assets	4,149,000
Premises and fixed assets (including capitalized leases)	1,243,000
Other real estate owned	13,000
Investments in unconsolidated subsidiaries and associated companies	996,000
Not applicable	
Intangible assets:	
Goodwill	6,449,000
Other intangible assets	1,575,000
Other assets	13,237,000
Total assets	<u>\$229,715,000</u>

LIABILITIES

Deposits:	
In domestic offices	\$ 94,919,000
Noninterest-bearing	60,836,000
Interest-bearing	34,083,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	92,686,000
Noninterest-bearing	3,607,000
Interest-bearing	89,079,000
Federal funds purchased and securities sold under agreements to repurchase	
Federal funds purchased in domestic offices	2,367,000
Securities sold under agreements to repurchase	1,171,000
Trading liabilities	5,723,000
Other borrowed money: (includes mortgage indebtedness and obligations under capitalized leases)	3,138,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,505,000
Other liabilities	7,275,000
Total liabilities	<u>\$210,784,000</u>
Not applicable	

EQUITY CAPITAL

Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	9,658,000
Retained earnings	8,773,000
Accumulated other comprehensive income	-985,000
Other equity capital components	0
Total bank equity capital	18,581,000
Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	<u>18,931,000</u>
Total liabilities, minority interest, and equity capital	<u>\$229,715,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Gerald L. Hassell
Catherine A. Rein
John P. Surma

]

Directors

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM T-1

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(Jurisdiction of incorporation
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13-5160382
(I.R.S. Employer
Identification No.)

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10286
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Legal Department
The Bank of New York Mellon
One Wall Street, 15th Floor
New York, NY 10286
(212) 635-1270

(Name, address and telephone number of agent for service)

M&T BANK CORPORATION
(Exact name of obligor as specified in its charter)

New York
(State or other jurisdiction
of incorporation or organization)

16-0968385
(I.R.S. Employer
Identification No.)

One M&T Plaza
Buffalo, New York
(Address of principal executive offices)

14203
(Zip code)

Junior Subordinated Debt Securities
(Title of the indenture securities)

Item 1. General Information.

Furnish the following information as to the Trustee:

- (a) Name and address of each examining or supervising authority to which it is subject.

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State of New York
Federal Reserve Bank of New York
Federal Deposit Insurance Corporation
New York Clearing House Association

One State Street, New York, N.Y. 10004-1417 and Albany, N.Y. 12203
33 Liberty Plaza, New York, N.Y. 10045
550 17th Street, N.W., Washington, D.C. 20429
New York, N.Y. 10005

- (b) Whether it is authorized to exercise corporate trust powers.

Yes.

Item 2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

Item 16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

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7. - A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of New York, and State of New York, on the 26th day of June, 2012.

THE BANK OF NEW YORK MELLON

By: /s/ Francine Kincaid

Name: Francine Kincaid

Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON
of One Wall Street, New York, N.Y. 10286

And Foreign and Domestic Subsidiaries, a member of the Federal Reserve System, at the close of business March 31, 2012, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

	<u>Dollar Amounts</u> <u>In Thousands</u>
ASSETS	
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Not applicable	
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Other liabilities	7,275,000
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Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	<u>18,931,000</u>
Total liabilities, minority interest, and equity capital	<u>\$229,715,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Gerald L. Hassell
Catherine A. Rein
John P. Surma

]

Directors