

SECURITIES AND EXCHANGE COMMISSION

FORM 10-K405

Annual report pursuant to section 13 and 15(d), Regulation S-K Item 405

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FILER

MELLON BANK CREDIT CARD MASTER TRUST

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SIC: **6189** Asset-backed securities

Mailing Address
*TENTH & MARKET STS
RM 1910
WILMINGTON DE 19801*

Business Address
*TENTH & MARKET STS
WILMINGTON DE 19801
3024212229*

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

Annual Report Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934
For the fiscal year ended December 31, 1998
Commission file number 0-27710

MELLON BANK CREDIT CARD MASTER TRUST
(Exact name of registrant as specified in its charter)

DELAWARE	51-0015912
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No. of servicer of registrant)

Tenth and Market Streets, Wilmington, Delaware	19801
(Address of principal executive offices of servicer of registrant)	(Zip Code)

Telephone number of servicer of registrant, including area code: 302-421-2229

Securities registered pursuant to Section 12(b) of the Act:

None

Securities registered pursuant to Section 12(g) of the Act:

Class A Floating Rate Asset Backed Certificates, Series 1995-A
and
Class B Floating Rate Asset Backed Certificates, Series 1995-A

Indicate by a check mark whether the Registrant (1) has filed all reports
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of
1934 during the preceding 12 months (or for such shorter period that the
Registrant was required to file such reports), and (2) has been subject to such
filing requirements for the past 90 days. Yes X No
--- ---

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405
of Regulation S-K is not contained herein, and will not be contained, to the
best of Registrant's knowledge, in definitive proxy or information statements
incorporated by reference in Part III of this Form 10-K or any amendment to this
Form 10-K. X

The Registrant estimates that as of March 1, 1999, the aggregate market value of
shares of the Registrant's Common Stock held by non-affiliates of the Registrant
was \$0.

As of March 1, 1999, the Registrant had outstanding -0- shares of its Common
Stock, par value \$_____ per share. ---

No documents have been incorporated by reference in this Form 10-K.

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The Mellon Bank Credit Card Master Trust (the "Trust") was formed pursuant to a Pooling and Servicing Agreement, dated as of November 1, 1995, between Mellon Bank (DE) National Association ("Mellon (DE)"), as Transferor and Servicer, and The Bank of New York, as Trustee. The Trust was formed for the purpose of acquiring certain trust assets and issuing asset-based certificates under the Pooling and Servicing Agreement and one or more supplements thereto. The property of the Trust includes a portfolio of receivables arising under selected MasterCard and VISA revolving credit accounts transferred to the Trust by Mellon (DE).

On November 21, 1995, the Trust issued \$814,625,000 of Class A Floating Rate Asset Backed Certificates, Series 1995-A and \$54,625,000 Class B Floating Rate Asset Backed Certificates, Series 1995-A (together, the "Certificates"). On February 8, 1996, the Certificates were registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

In early 1999, Mellon Bank Corporation announced its intention to sell its credit card business, including the transfer by Mellon (DE) of all of its rights as Transferor and Servicer under the Trust and the assumption by the purchaser of all of Mellon (DE)'s obligations as Transferor and Servicer under the Trust.

PART I		
ITEM 1.	BUSINESS	
	Omitted.	
ITEM 2.	PROPERTIES	
	Omitted.	
ITEM 3.	LEGAL PROCEEDINGS	
	None.	
ITEM 4.	SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS	
	None.	

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

There is one holder of record of each Class of Certificates.

To the knowledge of the Trust, there is an over the counter public trading market for the Certificates, although the frequency of transactions varies substantially over time.

ITEM 6. SELECTED FINANCIAL DATA

Omitted.

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ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Omitted.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not Applicable.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Omitted.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

Omitted.

ITEM 11. EXECUTIVE COMPENSATION

Omitted.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

A nominee of The Depository Trust Company is the sole record owner of each Class of Certificates. As of December 31, 1998, based on a review of public filings with the Securities and Exchange Commission, no person was known to be the beneficial owner of more than 5% of the total principal amount of either Class of Certificates outstanding on that date.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

None.

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PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENTS, SCHEDULES, AND REPORTS ON FORM 8-K

(a) Listed below are the documents filed as a part of this report:

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20.1	Annual Certificateholders Report
20.2	Annual Servicer's Certificate
20.3	Report of Independent Certified Public Accountants

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(b) Reports on Form 8-K:

On each of the following dates, the Trust filed a Form 8-K with the Commission reporting information under Items 5 and 7:

January 13, 1998
 February 13, 1998
 March 11, 1998
 April 15, 1998
 May 12, 1998
 June 15, 1998
 July 14, 1998
 August 18, 1998
 September 10, 1998
 October 9, 1998
 November 9, 1998
 December 7, 1998

(c) Omitted.

(d) Omitted.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Mellon (DE), on behalf of the Trust, has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MELLON BANK CREDIT CARD MASTER TRUST

By MELLON BANK (DE) NATIONAL
ASSOCIATION

By JOHN L. KLINCK, JR.

Name: John L. Klinck, Jr.
Title: Senior Vice President

Date: March 26, 1999

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March 26, 1999

ANNUAL DISTRIBUTION SUMMARY
 MELLON BANK (DE) NATIONAL ASSOCIATION
 MELLON BANK CREDIT CARD MASTER TRUST Series 1995-A
 ANNUAL PERIOD ENDING
 DECEMBER 31, 1998

ANNUAL HOLDERS' DISTRIBUTION SUMMARY

Pursuant to Section 5.2, Servicer does hereby declare to the Trustee the following distributions for the calendar year 1998 as set forth below:

Interest Payments

A. Pursuant to subsection 4.11(g);

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1.	Amount distributed to the Class A Holders	\$ 47,674,189.35
2.	Amount distributed to the Class B Holders	\$ 3,257,733.58
3.	Amount distributed to the Collateral Interest Holder	\$ 4,860,576.48

</TABLE>

Principal Payments

B. Pursuant to subsection 4.11(h)(i);

<TABLE> <CAPTION>		<C>
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1.	Amount distributed to the Class A Holders	\$ -0-
2.	Amount distributed to the Class B Holders	\$ -0-
3.	Amount distributed to the Collateral Interest Holder	\$ -0-

</TABLE>

MELLON BANK (DE) NATIONAL ASSOCIATION,
 as Servicer

By JOHN L. KLINCK, JR.

Name: John L. Klinck, Jr.

Title: Senior Vice President

SERVICER'S CERTIFICATE

MELLON BANK (DE) NATIONAL ASSOCIATION

MELLON BANK CREDIT CARD MASTER TRUST

The undersigned, a duly authorized representative of Mellon Bank (DE) National Association, as Servicer ("Mellon Bank (DE)"), pursuant to Section 3.5 of the Pooling and Servicing Agreement dated as of November 1, 1995 (as may be amended and supplemented from time to time, the "Agreement"), among Mellon Bank (DE), as Transferor and Servicer, and The Bank of New York, as Trustee, does hereby certify that:

1. Mellon Bank (DE) is, as of the date hereof, Servicer under the Agreement. Capitalized terms used in this Certificate have their respective meanings as set forth in the Agreement.
2. The undersigned is a Servicing Officer who is duly authorized pursuant to the Agreement to execute and deliver this Certificate to the Trustee.
3. A review of the activities of Servicer during the fiscal year ended December 31, 1998, and of its performance under the Agreement was conducted under my supervision.
4. Based on such review, Servicer has, to the best of my knowledge, performed in all material respects its obligations under the Agreement throughout such year and no default in the performance of such obligations has occurred or is continuing.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate this 26th day of March, 1999.

MELLON BANK (DE) NATIONAL ASSOCIATION,
Servicer

By JOHN L. KLINCK, JR.

Name: John L. Klinck, Jr.
Title: Senior Vice President

[Letterhead of KPMG LLP]

Independent Accountants' Report

Mellon Bank Credit Card Master Trust
c/o The Bank of New York, as Trustee

Mellon Bank (DE) National Association, as Servicer

We have examined the accompanying assertion made by management on Mellon Bank (DE) National Association's ("Mellon (DE)") compliance, as Servicer, with Article IV, Section 4.3, of the Pooling and Servicing Agreement for the Mellon Bank Credit Card Master Trust, dated as of November 1, 1995, including the Supplement (Series 1995-A), dated November 1, 1995 (collectively, the "Agreement"), for the year ended December 31, 1998. Management is responsible for Mellon (DE)'s compliance with the aforementioned section of the Agreement. Our responsibility is to express an opinion on management's assertion about Mellon (DE)'s compliance based upon our examination.

Our examination was made in accordance with standards established by the American Institute of Certified Public Accountants and, accordingly, included examining, on a test basis, evidence about Mellon (DE)'s compliance with the aforementioned section of the Agreement and performing such other procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion. Our examination does not provide a legal determination on Mellon (DE)'s compliance with the Agreement.

In our opinion, management's assertion that Mellon (DE) was materially in compliance with the aforementioned section of the Agreement for the year ended December 31, 1998 is fairly stated, in all material respects.

KPMG LLP

Pittsburgh, PA
March 26, 1999

[Letterhead of Mellon Bank (DE) National Association]

Management Report on Mellon Bank (DE) National Association's Compliance,
as Servicer, with the Servicing Requirements
of the Pooling and Servicing Agreement

Management of Mellon Bank (DE) National Association ("Mellon (DE)"), as Servicer, is responsible for compliance with the servicing requirements in Article IV, Section 4.3, of the Pooling and Servicing Agreement for the Mellon Bank Credit Card Master Trust, dated as of November 1, 1995, including the Supplement (Series 1995-A), dated as of November 1, 1995 (collectively, the "Agreement").

Management has performed an evaluation of Mellon (DE)'s compliance with the aforementioned section of the Agreement for the year ended December 31, 1998. Based upon this evaluation, management believes that, for the year ended December 31, 1998, Mellon (DE), as Servicer, was materially in compliance with the aforementioned section of the Agreement.

DONNA M. COUGHEY

Donna M. Coughey
Chairman and President

JOHN L. KLINCK, JR.

John L. Klinck, Jr.
Senior Vice President

March 26, 1999