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Discount Note:  Yes  No

Defeasance: The defeasance and covenant defeasance provisions of the Senior Indenture described under "Description of Senior Debt Securities and Senior Subordinated Debt Securities -- Defeasance and Covenant Defeasance" in the Prospectus will apply to the Notes.

Plan of Distribution: The Notes described herein are being purchased, severally and not jointly, by each of the agents named in the below table (the "Agents"), each as principal, on the terms and conditions described in the Prospectus Supplement under the caption "Plan of Distribution of Medium-Term Notes."

Agent	Aggregate Principal Amount of Notes to be Purchased
Barclays Capital Inc.	\$ 200,000,000
BNY Capital Markets, Inc.	\$ 100,000,000
Deutsche Bank Securities Inc.	\$ 200,000,000
Total:	\$ 500,000,000

The agents have purchased the notes at 99.7% and the notes are being offered at varying prices related to prevailing market prices at the time of resale.

An affiliate of Deutsche Bank Securities Inc. is the trustee under the indenture pursuant to which the Notes will be issued.

Additional Information: On December 3, 2006, The Bank of New York Company, Inc. and Mellon Financial Corporation entered into an agreement pursuant to which they agreed to merge into a newly formed corporation, The Bank of New York Mellon Corporation ("The Bank of New York Mellon"). The merger, which is subject to regulatory approvals and certain other conditions, is expected to close on July 1, 2007. In the merger, the obligations of The Bank of New York Company, Inc., including its obligations with respect to the Notes described herein and the indenture pursuant to which the Notes will be issued, will be assumed by The Bank of New York Mellon.

[New York #1743350 v4]