BANK OF NEW YORK CO INC
Form 10-Q
August 03, 2005

THE BANK OF NEW YORK COMPANY, INC.

Quarterly Report on Form 10-Q
For the quarterly period ended June 30, 2005

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FINANCIAL REVIEW
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THE BANK OF NEW YORK COMPANY, INC.
Financial Highlights
(Dollars in millions, except per share amounts)
(Unaudited)

	June 30, 2005	March 31, 2005	June 30, 2004

Quarter			
Revenue (tax equivalent basis)	$ 2,077	$ 1,917	$ 1,775
Net Income	398	379	371
Basic EPS	0.52	0.49	0.48
Diluted EPS	0.52	0.49	0.48
Cash Dividends Per Share	0.20	0.20	0.20
Return on Average Common Shareholders' Equity	17.12%	16.52%	17.14%
Return on Average Assets	1.59	1.55	1.49
Efficiency Ratio	65.7	66.2	63.9
Year-to-date			
Revenue (tax equivalent basis)	$ 3,995	$ 1,917	$ 3,450
Net Income	777	379	735
Basic EPS	1.01	0.49	0.95
Diluted EPS	1.00	0.49	0.94
Cash Dividends Per Share	0.40	0.20	0.39
Return on Average Common Shareholders' Equity	16.82%	16.52%	17.15%
Return on Average Assets	1.57	1.55	1.48
Efficiency Ratio	65.9	66.2	66.3
Assets	$ 103,063	$ 96,537	$ 97,536
Loans	40,681	38,764	38,205
Securities	25,779	23,907	22,986
Deposits - Domestic	37,921	33,634	36,279
- Foreign	26,076	25,328	24,781
Long-Term Debt	7,586	7,389	6,025
Common Shareholders' Equity	9,471	9,335	8,785
Common Shareholders' Equity Per Share	$ 12.29	$ 12.02	$ 11.29
Market Value Per Share of Common Stock	28.78	29.05	29.48
Allowance for Loan Losses as a Percent of Total Loans	1.38%	1.50%	1.57%
Allowance for Loan Losses as a Percent of Non-Margin Loans	1.62	1.78	1.86
Total Allowance for Credit Losses as a Percent of Total Loans	1.75	1.85	2.03
Total Allowance for Credit Losses as a Percent of Non-Margin Loans	2.05	2.19	2.42
Tier 1 Capital Ratio	8.07	8.13	7.70
Total Capital Ratio	12.49	12.54	11.63
Leverage Ratio	6.55	6.56	6.00
Tangible Common Equity Ratio	5.26	5.48	4.95
Employees	22,993	23,160	23,001
Assets Under Custody (In trillions)			
Total Assets Under Custody	$ 10.3	$ 9.9	$ 8.7
Equity Securities	35%	34%	34%
Fixed Income Securities	65	66	66
Assets Under Administration (In billions)	$ 33	$ 33	$ 32
Assets Under Management (In billions)			

Total Assets Under Management	106	104	93
Equity Securities	34%	34%	36%
Fixed Income Securities	21	21	22
Alternative Investments	15	15	14
Liquid Assets	30	30	28

Management's Discussion and Analysis of Financial Condition and Results of Operations

INTRODUCTION

The Bank of New York Company, Inc.'s (the "Company") actual results of future operations may differ from those estimated or anticipated in certain forward-looking statements contained herein for reasons that are discussed below and under the heading "Forward-Looking Statements and Factors That Could Affect Future Results". When used in this report, the words "estimate," "forecast," "project," "anticipate," "expect," "intend," "believe," "plan," "goal," "should," "may," "strategy," "target," and words of similar meaning are intended to identify forward-looking statements in addition to statements specifically identified as forward-looking statements.

OVERVIEW

The Bank of New York Company, Inc. (NYSE: BK) is a global leader in providing a comprehensive array of services that enable institutions and individuals to move and manage their financial assets in more than 100 markets worldwide. The Company has a long tradition of collaborating with clients to deliver innovative solutions through its core competencies: securities servicing, treasury management, investment management, and individual & regional banking services. The Company's extensive global client base includes a broad range of leading financial institutions, corporations, government entities, endowments and foundations. Its principal subsidiary, The Bank of New York, founded in 1784, is the oldest bank in the United States and has consistently played a prominent role in the evolution of financial markets worldwide.

The Company has executed a consistent strategy over the past decade by focusing on highly scalable, fee-based securities servicing and fiduciary businesses, with top-three market share in most of its major product lines. The Company distinguishes itself competitively by offering the broadest array of products and services around the investment lifecycle. These include: advisory and asset management services to support the investment decision; extensive trade execution, clearance and settlement capabilities; custody, securities lending, accounting and administrative services for investment portfolios; and sophisticated risk and performance measurement tools for analyzing portfolios. The Company also provides services for issuers of both equity and debt securities. By providing integrated solutions for clients' needs, the Company strives to be the preferred partner in helping its clients succeed in the world's rapidly evolving financial markets.

The Company has grown both through internal reinvestment as well as execution of strategic acquisitions to expand product offerings and increase market share in its scale businesses. Internal reinvestment occurs through increased technology spending, staffing levels, marketing/branding initiatives, quality programs, and product development. The Company consistently invests in technology to improve the breadth and quality of its product offerings, and to increase economies of scale. With respect to acquisitions, the Company has acquired 94 businesses since 1995, almost exclusively in its securities servicing and fiduciary segment. The acquisition of Pershing in 2003 for $2 billion was the largest of these acquisitions.

As part of the transformation to a leading securities servicing provider, the Company has also de-emphasized or exited its slower-growth traditional banking businesses over the past decade. The Company's more significant actions include selling its credit card business in 1997 and its factoring business in 1999, and most recently, significantly reducing non-financial corporate credit exposures by 47% from December 31, 2000 to December 31, 2004. Capital generated by these actions has been reallocated to the Company's higher-growth businesses.

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The Company's business model is well positioned to benefit from a number of long-term secular trends. These include the growth of worldwide financial assets, globalization of investment activity, structural market changes, and increased outsourcing. These trends benefit the Company by driving higher levels of financial asset trading volume and other transactional activity, as well as higher asset price levels and growth in client assets, all factors by which the Company is compensated for its services. In addition, international markets offer strong growth opportunities.

SECOND QUARTER 2005 HIGHLIGHTS

The Company reported second quarter net income of $398 million and diluted earnings per share of 52 cents, compared with net income of $371 million and diluted earnings per share of 48 cents in the second quarter of 2004 and net income of $379 million and diluted earnings per share of 49 cents in the first quarter of 2005. Year-to-date net income was $777 million, or $1.00 of diluted earnings per share, compared to $735 million, or 94 cents of diluted earnings per share in 2004. 2004 year-to-date results included several gains and charges recorded in the first quarter of 2004 that in the aggregate did not influence reported earnings per share. See "Other Developments".

Additional highlights for the quarter include:

* Securities servicing fees increased by 8% compared to the second quarter of 2004 and 3% sequentially to $776 million, driven by strong growth in investor services on a year-over-year basis while issuer services was strong sequentially.
* Net interest income grew by 12% versus the second quarter of last year and 3% on a sequential quarter basis reflecting the Company's sound interest rate positioning and strong liquidity generated by its core servicing businesses.
* Positive operating leverage, reflecting top-line growth and tight operating expense control.
* Foreign exchange and other trading revenues grew by 3% compared to the second quarter 2004 and 7% on a sequential quarter basis reflecting continued strong customer flows and a trending market in foreign exchange.
* Private client services and asset management revenue increased by 8% versus the second quarter of 2004 reflecting growth in assets at Ivy Asset Management. On a sequential quarter basis revenues were up 1%.
* Continued excellent credit performance.
* Acquired on July 1, 2005 Lynch, Jones & Ryan, Inc. ("LJR"), a leader in providing commission recapture services to institutional clients.

* Active capital management as the Company repurchased 7.6 million shares during the quarter.

The Company's results for the quarter reflect a strong, balanced performance - broad-based revenue growth coupled with focused expense control. This produced solid positive operating leverage, which has been a primary objective.

The Company expects continued growth in net interest income in the second half of the year as well as continued favorable credit costs and progress on managing its expense base. With respect to noninterest income, there tends to be seasonality to the Company's business. The third quarter is generally lower sequentially, as market volumes lighten considerably between mid-July and Labor Day. The fourth quarter tends to be stronger. In the third quarter, the Company will have the full-quarter benefit of the LJR acquisition, which should contribute roughly $15 million to third quarter revenue and a modest earnings contribution as the Company works through the integration process.

During the second quarter of 2005, the Company continued to invest in enhancing its service offerings, critical to sustaining and growing revenue through all types of markets, while maintaining its commitment to expense

discipline. Service offerings enhancements were the result of both internal development and acquisitions.

The Company continues to win significant new business in a very competitive environment. Evidence of this can be seen in Investor Services, which added $365 billion in assets from new and existing clients. The Company continues to make inroads in Asia, with several notable business wins this quarter.

In Korea, for example, an evolving market for pension and asset management services where the Company has had a presence for some time, it won a mandate to provide securities lending to the Korea Securities Depository. The Company is also making progress in penetrating the large and growing China marketplace. The latest mandate there comes from Industrial and Commercial Bank of China, the largest commercial bank in China, which awarded the Company custody and securities lending business. The Company's longstanding client relationships in China, especially among banks and government agencies, give the Company credibility for cross-selling efforts as capital and asset management sectors emerge.

Another important mandate in the second quarter was the 13 UK Building Societies that selected the Company as global custodian and issuing and paying agent. This win reflects the Company's principal role in supporting the infrastructure of the UK financial markets, where the Company continues to be a leader.

As a result of the Company's increased investment in service quality, it has won industry awards in a number of areas, including custody, tri-party services, transition management and global trade. This type of recognition helps to support the Company's sales efforts.

The Company has also taken a number of steps to lay the groundwork for future growth by partnering with local providers in select markets. Joint ventures can be an effective way to extend the Company's market leadership into markets that are smaller but potentially lucrative. An example of this is in Australia, where the Company entered into a corporate trust joint venture with Trust Company of Australia.

Joint ventures can also be effective in helping the Company entering a large market such as Germany, which demands a local perspective. In Germany, the Company partnered with BHF to provide global custody and "depotbank" services.

Another new business partnership is in Japan where the Company extended its longstanding commercial relationship with Mizuho Trust to target corporate pension funds, leverage Ivy's products, and distribute the Company's proprietary mutual funds.

The Company continues to make acquisitions that enhance its strategic positioning. On July 1, the Company acquired Lynch, Jones & Ryan, the market leader in commission recapture. In addition, LJR gives the Company 1,400 pension fund clients, which offers natural cross-selling opportunities for its transition management services.

All in all, the Company achieved a strong, well-balanced performance this quarter with some notable business wins and the continued development of strategic partnerships, providing a foundation for future revenue growth.

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CONSOLIDATED INCOME STATEMENT REVIEW

Noninterest Income

(Dollars in millions)	2Q05	1Q05	2Q04	Percent Inc/(Dec) 2Q05 vs. 1Q05	Percent Inc/(Dec) 2Q05 vs. 2Q04	Year-to-date 2005	Year-to-date 2004	Percent Inc/ (Dec)
Servicing Fees								
Securities	$ 776	$ 751	$ 716	3%	8%	$1,527	$1,432	7%
Global Payment Services	76	75	83	1	(8)	151	162	(7)
	852	826	799	3	7	1,678	1,594	5
Private Client Services and Asset Management Fees	122	121	113	1	8	243	221	10
Service Charges and Fees	103	92	93	12	11	195	189	3
Foreign Exchange and Other Trading Activities	103	96	100	7	3	199	206	(3)
Securities Gains	23	12	12	92	92	35	45	(22)
Other*	53	31	39	71	36	84	121	(31)
Total Noninterest Income	$1,256	$1,178	$1,156	7	9	$2,434	$2,376	2

The second quarter of 2005 increase in noninterest income versus both the year ago quarter and the sequential quarter reflects broadly stronger performance in securities servicing, service charges and fees, securities gains, and other income.

Securities servicing fees in the second quarter of 2005 were up from the second quarter of 2004 and from the first quarter of 2005, reflecting strong growth in investor services and broker-dealer services versus the prior year and in issuer services sequentially. On a year-to-date basis 2005, securities servicing fees were up from 2004 due to strength in investor services and broker-dealer services. See "Business Segment Review" for additional details.

Global payment services fees were lower than the second quarter and year-to-date periods of 2004 and essentially unchanged on a sequential quarter basis. The decline reflects customers choosing to pay with higher compensating balances, which benefits net interest income, partially offset by new business. On an invoiced services basis, total revenue was up 5% over the second quarter of 2004 and 4% sequentially as new business wins were driven by new capabilities in processing cross-border transactions as well as remote check deposit. Global payment services fees were down 7% on a year-to-date basis, reflecting lower fees due to customers choosing to pay with higher compensating balances.

Private client services and asset management fees for the second quarter were up significantly from the second quarter of 2004 reflecting growth in fees at Ivy Asset Management. The small sequential quarter increase reflects seasonally higher private client fees partially offset by a slight decline in fees at Ivy Asset Management. For the six months ended June 30, 2005, private client services and asset management fees increased by 10% from a year ago, reflecting continued growth at Ivy Asset Management. Total assets under management were $106 billion, up from $93 billion a year ago and $104 billion at March 31, 2005.

Service charges and fees were up from the second quarter of 2004 and from the first quarter of 2005. For the second quarter and first six months of 2005, service charges and fees were up from 2004, reflecting higher capital markets fees. The sequential quarter increase reflects higher capital markets fees due to increased loan syndication and advisory fees.

Foreign exchange and other trading revenues were up slightly from the second quarter of 2004 and increased more significantly on a sequential

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quarter basis. In comparison to the second quarter of 2004 the improved results reflect new business wins as well as improved results in interest rate derivatives. Sequential quarter results were paced by new business wins in foreign exchange, seasonal activity tied to dividends and a trending currency market. For the six months ending June 30, 2005, foreign exchange and other trading revenues were down from the very strong comparable 2004 period.

Securities gains in the second quarter were up compared with the second quarter of 2004 and the first quarter of 2005. The increase reflects higher gains in the Company's sponsor fund portfolio. Securities gains declined in the first six months of 2005 versus a year ago reflecting $19 million of realized gains on four sponsor fund investments recorded in the first quarter of 2004.

Other noninterest income increased versus the second quarter of 2004 and the sequential quarter. The second quarter and year-to-date periods of 2005 include a $17 million gain on the sale of the Company's interest in Financial Models Company, Inc. In the six months ended June 30, 2005, other noninterest income was down from the six months ended June 30, 2004 primarily reflecting a 2004 pre-tax gain of $48 million on the sale of a portion of the Company's investment in Wing Hang Bank Limited. See "Other Developments".

Net Interest Income

(Dollars in millions)	2Q05	1Q05	2Q04	Percent Inc/(Dec) 2Q05 vs. 1Q05	Percent Inc/(Dec) 2Q05 vs. 2Q04	Year-to-date 2005	Year-to-date 2004 Reported	Year-to-date 2004 Core**	Percent Inc/(Dec) Reported	Percent Inc/(Dec) Core**
Net Interest Income	$ 470	$ 455	$ 421	3%	12%	$ 925	$ 689	$ 834	34%	11%
Tax Equivalent Adjustment*	7	7	8			14	14	14		
Net Interest Income on a Tax Equivalent Basis	$ 477	$ 462	$ 429	3	11	$ 939	$ 703	$ 848	34	11
Net Interest Rate Spread	1.84%	1.93%	1.84%			1.89%	1.49%	1.84%		
Net Yield on Interest Earning Assets	2.34	2.36	2.09			2.35	1.73	2.08		

The increases in net interest income over 2004 reflect the Company's positioning to benefit from the rise in short-term rates, as well as customers' increasing use of compensating balances to pay for services. The increase from the first quarter of 2005 is due to sound interest rate positioning, driven in part by the expansion of deposit spreads and increased liquidity generated by servicing activities including custody, clearing and corporate trust. The increase in liquidity reflects a solid level of activity through these businesses.

The net interest income rate spread was 1.84% in the second quarter of 2005, compared with 1.84% in the second quarter of 2004, and 1.93% in the first quarter of 2005. The net yield on interest earning assets was 2.34% in the second quarter of 2005, compared with 2.09% in the second quarter of 2004, and 2.36% in the first quarter of 2005. The decline in spread from the first quarter of 2005 is attributable to increased liquidity as higher deposits from the servicing business were invested in short-duration, lower-yielding assets.

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The year-to-date net interest income spread was 1.89% in 2005 compared with 1.49% in 2004, while the net yield on interest earning assets was 2.35% in 2005 and 1.73% in 2004. Excluding the impact of the SFAS 13 leasing adjustments on the leveraged lease portfolio in 2004, the year-to-date 2004 net interest rate spread was 1.84% while net yield on interest earning assets was 2.08%. The rise in the net yield from 2004 reflects the increasing value of interest-free deposits in a rising rate environment.

Noninterest Expense and Income Taxes

(Dollars in million)	2Q05	1Q05	2Q04	Percent Inc/(Dec) 2Q05 vs. 1Q05	Percent Inc/(Dec) 2Q05 vs. 2Q04	Year-to-date 2005	Year-to-date 2004	Percent Inc/(Dec)

Salaries and Employee Benefits	$ 640	$ 618	$ 570	4%	12%	$1,258	$1,144	10%
Net Occupancy	82	78	72	5	14	160	153	5
Furniture and Equipment	51	52	51	(2)	-	103	102	1
Clearing	42	46	44	(9)	(5)	88	92	(4)
Sub-custodian Expenses	24	23	22	4	9	47	44	7
Software	55	53	50	4	10	108	99	9
Communications	22	23	23	(4)	(4)	45	47	(4)
Amortization of Intangibles	10	8	8	25	25	18	16	13
Other	197	176	172	12	15	373	328	14
Total Noninterest Expense	$1,123	$1,077	$1,012	4	11	$2,200	$2,025	9

Noninterest expense for the second quarter of 2005 was up compared with the second quarter of 2004 and the first quarter of 2005. The increase versus the year ago quarter reflects staffing costs associated with new business, as well as higher pension and option expenses, expanded occupancy costs associated with business continuity, and higher consulting expenses in other expense. The sequential increase reflects higher salaries and employee benefits tied to new business and revenue growth, higher severance of $5 million, and incremental option expense of $4 million. The year 2005 is the third and final year the adoption of expensing stock options will impact year-over-year expense comparisons. Other expenses were impacted by legal costs which increased by $12 million, including the accrual of $10 million for the potential settlement of certain regulatory matters previously disclosed, and higher seasonal travel expenses.

Relative to the second quarter of 2004, salaries and employee benefits expense increased, reflecting higher pension and stock option expense as well as higher staffing levels associated with growth in investor services and expansion of certain staff functions. Salaries and employee benefits expense for the second quarter increased on a sequential quarter basis, reflecting higher incentives tied to improved revenues and a $5 million increase in severance as the Company accelerated the migration of staff to lower-cost locations, as well as an additional $4 million of stock option expense related to grants awarded in March 2005. For the first six months of 2005, salaries and employee benefit expense also was higher, reflecting many of these same factors.

During the quarter, the Company further reduced headcount through its successful reengineering initiatives. Staff decreased by 167 people, or 1% over the quarter, even with strong new business momentum and the expansion of staff in key sales areas and support functions. The Company also began the migration of 220 positions to lower-cost locations during the quarter, keeping it on target to meet its full-year objective of 500 positions.

Occupancy expenses were up sequentially, partly reflecting a write-off associated with Ivy's move to a new location. On a year-to-date basis, occupancy expenses were up from 2004, primarily reflecting higher energy costs and business continuity initiatives. Occupancy expense in 2004 included lease termination expenses of $8 million recorded in the first quarter of 2004.

Clearing and sub-custodian expenses, which are tied to transaction volumes, were down $3 million, or 4%, sequentially on a combined basis to $66 million. The decrease reflects a lower level of business activity. On a year-to-date basis, clearing and sub-custodian expenses were $135 million on a combined basis, essentially unchanged from a year ago.

The increase in software expense versus a year ago reflects spending and development to support business growth, with the sequential quarter comparison largely reflecting a $3 million software write-off.

The effective tax rate for the second quarter of 2005 was 33.4%, compared to 33.1% in the second quarter of 2004 and 33.1% in the first quarter of 2005. The effective tax rate for the six months period ended June 30, 2005 was 33.3%, compared with 27.8% for the six months period ended June 30, 2004. The increase in the year-to-date period reflects the benefit associated with the SFAS 13 leasing adjustment related to the Company's leasing portfolio in the first quarter of 2004. The effective tax rates in all periods reflect a reclassification related to Section 42 tax credits. See "Other Developments".

Credit Loss Provision and Net Charge-Offs

(In millions)	2nd Quarter 2005	1st Quarter 2005	2nd Quarter 2004	Year-to-Date 2005	Year-to-Date 2004
Provision	$ 5	$ (10)	$ 10	$ (5)	$ 22
Net Charge-offs:					
Commercial	$ (2)	$ (3)	$ (11)	$ (5)	$ (16)
Foreign	(4)	-	(8)	(4)	(18)
Regional Commercial	2	(2)	-	-	-
Consumer	(7)	(5)	(6)	(12)	(17)
Total	$ (11)	$ (10)	$ (25)	$ (21)	$ (51)

The provision was $5 million in the second quarter of 2005, compared to $10 million in the second quarter of 2004 and a $10 million credit to the provision in the first quarter of 2005. For the first six months of 2005, the provision was a $5 million credit to the provision compared with $22 million in 2004. The lower provision in 2005 reflects the Company's improved asset quality and a continued strong credit environment.

The total allowance for credit losses was $710 million at June 30, 2005, $775 million at June 30, 2004, and $716 million at March 31, 2005. The total allowance for credit losses as a percent of non-margin loans was 2.05% at June 30, 2005, compared with 2.42% at June 30, 2004 and 2.19% at March 31, 2005.

Net charge-offs were $11 million in the second quarter of 2005 versus $25 million in the second quarter of 2004 and $10 million in the first quarter of 2005. These represent 0.11% of total loans in the most recent quarter, compared with 0.26% in the quarter ended June 30, 2004 and 0.10% in the quarter ended March 31, 2005. For the first six months ended June 30, 2005, net charge-offs were $21 million compared to $51 million for the same period in 2004.

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BUSINESS SEGMENT REVIEW

The Company has an internal information system that produces performance data for its four business segments along product and service lines.

Business Segment Accounting Principles

The Company's segment data has been determined on an internal management basis of accounting, rather than the generally accepted accounting principles used for consolidated financial reporting. These measurement principles are designed so that reported results of the segments will track their economic performance. Segment results are subject to restatement whenever improvements are made in the measurement principles or organizational changes are made. In 2004, the Company made several methodology changes. These include a modification to the method for allocating its pension expense to the segments; changes to the method used to allocate earnings on capital, which caused a slight reallocation from reconciling items to the individual segments; and greater allocations of corporate expenses previously included in reconciling items to the individual segments. See "Reconciling Items." Prior periods have been restated.

The measure of revenues and profit or loss by operating segment has been adjusted to present segment data on a taxable equivalent basis. The provision for credit losses allocated to each reportable segment is based on management's judgment as to average credit losses that will be incurred in the operations of the segment over a credit cycle of a period of years. Management's judgment includes the following two factors among others: historical charge-off experience and the volume, composition, and size of the credit portfolio. This method is different from that required under generally accepted accounting principles as it anticipates future losses which are not yet probable and therefore not recognizable under generally accepted accounting principles. Balance sheet assets and liabilities and their related income or expense are specifically assigned to each segment. Funds transfer-pricing methods are used to allocate a cost of funds used or credit for funds provided to all segment assets or liabilities using a matched funding concept. Support and other indirect expenses are allocated to segments based on general internal guidelines.

Description of Business Segments

The results of individual business segments exclude unusual items such as the SFAS 13 lease adjustments and the RW Matter in 2004, which are included within reconciling amounts.

The Company reports data for the four business segments: Servicing and Fiduciary, Corporate Banking, Retail Banking, and Financial Markets.

The Servicing and Fiduciary businesses segment comprises the Company's core services, including securities servicing, global payment services, and private client services and asset management. These businesses all share certain favorable attributes: they are well-diversified and fee-based; the Company serves the role of an intermediary rather than principal, thereby limiting risk and generating more stable earnings streams; and the businesses are scalable, which result in higher margins as revenues grow. Long-term trends that should favor these businesses include the growth of financial assets worldwide, the globalization of investment activity, heightened demand for financial servicing outsourcing, and continuing structural changes in financial markets.

Securities servicing provides financial institutions, corporations and financial intermediaries with a broad array of products and customized services for every step of the investment lifecycle. The Company facilitates the movement, settlement, recordkeeping and accounting of financial assets around the world by delivering timely and accurate information to issuers, investors and broker-dealers. The Company groups its securities servicing businesses into four categories, each comprised of separate but related businesses. Issuer services include corporate trust, depositary receipts and

stock transfer. Investor services include global fund services, global custody, securities lending, global liquidity services and outsourcing. Broker-dealer services include government securities clearance and collateral management. Execution and clearing services include in the execution area institutional agency brokerage, electronic trading, transition management services, and independent research. Through Pershing, the clearing part of the business provides clearing, execution, financing, and custody for introducing brokers-dealers. The Servicing and Fiduciary Businesses segment also includes customer-related foreign exchange.

In issuer services, the Company's American and global depositary receipt business has over 1,190 programs representing over 60 countries. As a trustee, the Company provides diverse services for corporate, municipal, structured and international debt issuances. Over 90,000 appointments for more than 30,000 worldwide clients have resulted in the Company being trustee for more than $3 trillion in outstanding debt securities. The Company is the third largest stock transfer agent, servicing more than 16 million shareowners. Employee investment plan services has more than 118 clients with 625,000 employees in over 54 countries.

In investor services, the Company is the largest custodian with $10.3 trillion of assets under custody and administration at June 30, 2005. The Company is one of the largest mutual fund custodians for U.S. funds and one of the largest providers of fund services in the world with over $1.6 trillion in total assets. The Company services more than 17% of the total industry assets for exchange-traded funds. The Company is the largest U.K. custodian. In securities lending, the Company is the largest lender of U.S. Treasury securities and depositary receipts with a lending pool of approximately $1.4 trillion in 27 markets around the world.

The Company's broker-dealer services business clears approximately 50% of U.S. Government securities. The Company is the leader in global clearance, clearing equity and fixed income transactions in 101 markets. With over $1 trillion in tri-party balances worldwide, the Company is the world's largest collateral management agent.

The Company's execution and clearing services business is the largest global institutional agency brokerage organization. In addition, it is the world's largest institutional electronic broker for non-U.S. dollar equity execution. The Company provides execution, clearing and financial services outsourcing solutions in over 80 global markets, executing trades for more than 630 million shares and clearing more than 600,000 trades daily. The Company has 21 seats on the New York Stock Exchange. Pershing services more than 1,100 institutional and retail financial organizations and independent investment advisors who collectively represent nearly 6 million individual investors.

Global payment services facilitates the flow of funds between the Company's customers and their clients through such business lines as funds transfer, cash management and trade services. The Company is one of the largest funds transfer banks in the U.S. transferring $1 trillion daily via more than 135,000 wire transfers.

Private client services and asset management includes traditional banking and trust services to affluent clients and investment management services for institutional and high-net-worth clients. The Company offers a full array of wealth management services including financial and tax planning, trust and fiduciary services, fiduciary real estate management, estate planning, private banking, brokerage and investment solutions through BNY Asset Management.

The Company's strategy is to be a market leader in these servicing and fiduciary businesses and continue to build on its product and service capabilities and add new clients. The Company has completed 94 acquisitions since 1995 primarily in this segment, has made significant investments in technology to maintain its industry-leading position, and has continued the development of new products and services to meet its clients' needs.

The Corporate Banking segment provides lending and credit-related services to large public and private financial institutions and corporations nationwide, as well as to public and private mid-size businesses in the New York metropolitan area. Special industry groups focus on industry segments such as banks, broker-dealers, insurance, media and telecommunications, energy, real estate, retailing, and government banking institutions. Through

BNY Capital Markets, Inc., the Company provides a broad range of capital markets and investment banking services including syndicated loans, bond underwriting, private placements of corporate debt and equity securities, and merger, acquisition and advisory services. The Company is a leading arranger of syndicated financings with 77 transactions totaling to approximately $35 billion for clients in the six months ended June 30, 2005.

Corporate Banking coordinates delivery of all of the Company's services to customers through its global relationship managers. The two main client bases served are financial institution clients and corporate clients. The Company's strategy is to focus on those clients and industries that are major users of securities servicing and global payment services.

The Company believes that credit is an important product for many of its customers to execute their business strategies. However, the Company has continued to reduce its credit exposures in recent years by culling its loan portfolio of non-strategic exposures, focusing on increasing total relationship returns through cross-selling and limiting the size of its individual credit exposures and industry concentrations to reduce earnings volatility.

The Retail Banking segment includes branch banking and consumer and residential mortgage lending. The Company's retail franchise includes more than 611,600 customer relationships and 76,900 business relationships. The Company operates 341 branches in 23 counties in the New York tri-state region. The Company has 241 branches in New York, 92 in New Jersey and 8 in Connecticut. The New York branches are primarily suburban-based with 118 in upstate New York, 85 on Long Island and 38 in New York City. The retail network is a growing source of low-cost funding and provides a platform to cross-sell core services from the Servicing and Fiduciary businesses to both individuals and small businesses in the New York metropolitan area. The branches are a meaningful source of private client referrals. Small business and investment centers are set up in the largest 100 branches.

The Financial Markets segment includes non-client related trading of foreign exchange, trading of interest rate risk management products, investing and leasing activities, and treasury services to other business segments. The segment offers a comprehensive array of multi-currency hedging and yield enhancement strategies, and complements the other business segments. The Financial Markets segment centralizes interest rate risk management for the Company.

There were no major customers from whom revenues were individually material to the Company's performance.

Servicing and Fiduciary Businesses

(Dollars in million)	2Q05	1Q05	2Q04	Percent Inc/(Dec) 2Q05 vs. 1Q05	Percent Inc/(Dec) 2Q05 vs. 2Q04	Year-to-date 2005	Year-to-date 2004	Percent Inc/(Dec)
Net Interest Income	$ 178	$ 168	$ 136	6%	31%	$ 346	$ 268	29%
Provision for Credit Losses	1	1	1	-	-	2	1	100
Noninterest Income	1,058	1,025	994	3	6	2,084	1,984	5
Noninterest Expense	872	849	791	3	10	1,721	1,570	10
Income Before Taxes	363	343	338	6	7	707	681	4
Average Assets	$23,114	$22,987	$22,891	1	1	$23,051	$22,831	1
Average Deposits	37,830	36,072	35,520	5	7	36,956	35,329	5
Nonperforming Assets	1	1	3	-	(67)	1	3	(67)
(Dollars in billions)								
Assets Under Custody	$10,298	$ 9,859	$ 8,662	4	19	$10,298	$ 8,662	19
Equity Securities	35%	34%	34%			35%	34%	
Fixed Income Securities	65	66	66			65	66	
Assets Under Administration	$ 33	$ 33	$ 32	-	3	$ 33	$ 32	3
Assets Under Management	106	104	93	2	14	106	93	14
Equity Securities	34%	34%	36%			34%	36%	
Fixed Income Securities	21	21	22			21	22	
Alternative Investments	15	15	14			15	14	
Liquid Assets	30	30	28			30	28	
S&P(registered trademark) 500 Index (Period End)	1,191	1,181	1,141	1	4	1,191	1,141	4
NASDAQ(registered trademark) Index (Period End)	2,057	1,999	2,048	3	-	2,057	2,048	-
Lehman Brothers Aggregate Bond (servicemark) Index	212.4	214.0	190.6	(1)	11	212.4	190.6	11
MSCI(registered trademark) EAFE Index	1,473.7	1,503.9	1,327.9	(2)	11	1,473.7	1,327.9	11
NYSE(registered trademark) Volume (In billions)	100.4	99.4	90.8	1	11	199.8	186.2	7
NASDAQ(registered trademark) Volume (In billions)	112.5	121.2	108.3	(7)	4	233.7	234.6	-

The S&P 500(registered trademark) Index was up 4% for the second quarter of 2005, with average daily price levels up 5% from the second quarter of 2004. The NASDAQ (registered trademark) Index was flat for the second quarter of 2005, with average daily prices up 1% compared with the second quarter of 2004. Globally, the MSCI (registered trademark) EAFE index was up 11%. The Lehman Brothers Aggregate Bond (servicemark) index was up 11% for the second quarter of 2005. On a sequential quarter basis, combined NYSE and NASDAQ (registered trademark) non-program trading volumes were down approximately 5% during the second quarter of 2005. As the Company's business model is more volume- than price-sensitive, this created a drag on the Company's equity-linked businesses.

Second quarter results showed continued strength in comparison to the second quarter of 2004 in several of the Company's primary businesses, including issuer services, broker-dealer services, asset management, and foreign exchange and other trading. In the second quarter of 2005, pre-tax income was $363 million, compared with $338 million a year ago and $343 million in the first quarter of 2005. On a year-to-date basis, pre-tax income was $707 million, up 4% from $681 million in 2004.

Noninterest income for the second quarter of 2005 increased $64 million to $1,058 million from a year ago and $33 million on a sequential quarter basis. On a year-to-date basis, noninterest income was $2,084 million, compared with $1,984 million a year ago.

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Securities Servicing Fees

(In millions)	2Q05	1Q05	2Q04	Percent Inc/(Dec) 2Q05 vs. 1Q05	Percent Inc/(Dec) 2Q05 vs. 2Q04	Year-to-date 2005	Year-to-date 2004	Percent Inc/(Dec)
Execution and Clearing Services	$ 294	$ 293	$ 279	-%	5%	$ 587	$ 582	1%
Investor Services	265	263	229	1	16	528	455	16
Issuer Services	159	139	155	14	3	298	292	2
Broker-Dealer Services	58	56	53	4	9	114	103	11
Securities Servicing Fees	$ 776	$ 751	$ 716	3	8	$1,527	$1,432	7

Securities servicing fees were $776 million in the second quarter, an increase of $60 million, or 8%, from the second quarter of 2004 and $25 million, or 3%, from the first quarter of 2005. The year-over-year increase is due to increases in investor services and broker-dealer services. The sequential increase reflects strong growth in issuer services. For the first six months of 2005, securities servicing fees were $1,527 million, an increase of $95 million from the first six months of 2004, reflecting strong growth in investor services and broker-dealer services.

Execution and clearing includes institutional agency brokerage, electronic trading, transition management services, independent research and through Pershing, correspondent clearing services such as clearing, execution, financing, and custody for introducing broker-dealers. The second quarter of 2005 was up from 2004 as modest growth at Pershing was offset by weakness in the execution business. Fees for execution and clearing were essentially unchanged from the first quarter of 2005. In execution services, higher transition management revenue and additional trading days helped to offset the decline in daily trading volumes. Transition activity can vary significantly from quarter to quarter and has no correlation to market volumes. Execution services was also favorably impacted by additional trading days.

Pershing's fees were up from the second quarter of 2004 and essentially flat compared with the first quarter of 2005. The year-over-year increase reflects Pershing's continuing strategic shift to more value-added, fee-based non-transactional services offset by lower transaction-based revenue. The majority of Pershing's revenues is generated from non-transactional activities, such as asset gathering and technology services to broker-dealers, with revenues tied to both assets under administration and services provided. Billable trades for Pershing were up 1% sequentially despite a 13% decline in total retail market activity. Increased trading days provided 5% positive impact and the balance reflects growing market share and less volatile client base. Stable assets under administration and net new business drove modest increase in fees sequentially. Pershing's assets under administration were $730 billion at quarter-end, compared with $708 billion at March 31, 2005. As of June 30, 2005, margin loans remained flat compared with the first quarter of 2005, reflecting the current lack of direction in the equity markets.

Investor services, which includes global fund services, global custody, securities lending, global liquidity services and outsourcing, was up significantly from the second quarter of 2004 and up slightly from the first quarter of 2005. Year-over-year results reflect strong performance across all business lines. Global fund services was favorably impacted by new business and higher international transaction volumes. Securities lending improved year-over-year and sequentially due to continued growth in new business and robust demand for Treasury collateral. Sequential performance in securities lending also reflects a robust dividend arbitrage season. Offsetting the strong

performance in securities lending was the negative impact on global custody of lower transaction volumes in Europe. During the quarter, the Company added approximately $365 billion in assets from new and existing clients, reflecting its success in developing an enhanced service offering.

At June 30, 2005, assets under custody rose to $10.3 trillion, from $8.7 trillion at June 30, 2004 and $9.9 trillion at March 31, 2005. A substantial portion of the increase in assets under custody since year-end 2004 was due to new business and business line growth.

Issuer services, which includes corporate trust, depositary receipts and stock transfer, increased versus the second quarter of 2004 and showed strong growth sequentially. The increase versus the second quarter of 2004 primarily reflects higher depositary receipt fees particularly for corporate actions related to dividends. Corporate trust fees showed continued strength in international issuance and structured products. The sequential quarter increase reflects higher depositary receipts fees due to seasonally higher dividend activity and an increase in corporate trust fees due to new business wins in municipal and structured products. The new business wins in corporate trust are driven by the Company's introduction of new products, analytic tools, and expanded capacity.

Broker-dealer services, which includes government securities clearance and collateral management, increased over both the second quarter and year-to-date periods of 2004 and the first quarter of 2005, as a result of increased collateral management activity and higher volumes in securities clearance. Both the U.S. and European markets contributed to the strong growth in collateral management. The Company continues to attract new business to its collateral management services. In addition, the Company has grown by helping accelerate the trend toward utilizing non-traditional securities such as equities, corporate bonds and municipal securities.

Global payment services fees were lower than the second quarter and year-to-date periods of 2004 and essentially unchanged on a sequential quarter basis. The decline reflects customers choosing to pay with higher compensating balances, which benefits net interest income, partially offset by new business. On an invoiced services basis, total revenue was up 5% over the second quarter of 2004 and 4% sequentially as new business wins were driven by new products such as remote check deposit and global mass payments.

Private client services and asset management revenues continue to demonstrate solid performance with fees up 8% compared with the second quarter of 2004 and 1% sequentially. The increase from the second quarter of 2004 primarily reflects growth in fees at Ivy Asset Management. The small sequential quarter increase reflects seasonally higher private client fees partially offset by a slight decline in fees at Ivy Asset Management.

Assets under management ("AUM") were $106 billion at June 30, 2005, up from $93 billion at June 30, 2004 and $104 billion at March 31, 2005. The sequential increase in AUM was driven by growth in money market, fixed income and equity classes. Institutional clients represent 69% of AUM while individual clients equal 31%. AUM at June 30, 2005, are 34% invested in equities, 21% in fixed income, 15% in alternative investments and the remainder in liquid assets. Ivy's AUM were $15.3 billion at June 30, 2005, compared with $13.2 billion at June 30, 2004 and $15.6 billion at March 31, 2005. The sequential quarter decrease in Ivy's AUM reflects net outflows of high-net-worth clients overseas. Overall performance remains favorable relative to the industry, and the pipeline remains strong, particularly with the Company's core institutional investors. To better leverage the growth opportunities in Europe and Asia, Ivy opened a new office in Tokyo in January and is expanding its presence in London.

In the second quarter of 2005, noninterest income attributable to foreign exchange and other trading activities was $51 million, down from $54 million in the second quarter of 2004 and but up from $47 million in the first quarter of 2005. The year-over-year decline reflects lower volatility in foreign exchange and lower fixed income trading. On a year-to-date basis, noninterest income attributable to foreign exchange and other trading activities was $98 million

compared with $114 million in 2004 again reflecting lower foreign exchange volatility and lower fixed-income trading.

Net interest income in the Servicing and Fiduciary businesses segment was $178 million for the second quarter of 2005, compared with $136 million in the second quarter of 2004 and $168 million in the first quarter of 2005. The increase from the second quarter of 2004 is primarily due to increasing spreads on deposits related to the rise in short-term rates and customers' increased use of compensating balances to pay for services. The increase in net interest income from the first quarter of 2005 is primarily due to the expansion of deposit spreads and increased liquidity generated by custody, clearing and corporate trust. Average assets for the quarter ended June 30, 2005 were $23.1 billion, compared with $22.9 billion in the second quarter of 2004 and $23.0 billion in the first quarter of 2005. Average assets for the six months ended

June 30, 2005 were $23.1 billion compared with $22.8 billion in the first six months of 2004. The second quarter of 2005 average deposits were $37.8 billion, compared with $35.5 billion in the second quarter of 2004 and $36.1 billion in the first quarter of 2005. The sequential quarter increase in deposits reflects customers leaving higher compensating balances as well as increased activity in securities servicing. Average deposits for the six months of 2005 were $37.0 billion compared with $35.3 billion in 2004.

Net charge-offs in the Servicing and Fiduciary Businesses segment were $5 million in the second quarter of 2005, compared with zero in the second quarter of 2004 and zero in the first quarter of 2005. On a year-to-date basis, net charge-offs were $5 million compared with $5 million in 2004. Nonperforming assets were $1 million at June 30, 2005, compared with $3 million at June 30, 2004 and $1 million at March 31, 2005.

Noninterest expense for the second quarter of 2005 was $872 million, compared with $791 million in the second quarter of 2004 and $849 million in the first quarter of 2005. The increases in noninterest expense from second quarter of 2004 reflects staffing costs associated with new business, the Company's continued investment in technology and business continuity, and increased pension and stock option expense. The sequential quarter increase reflects higher staffing and incentives tied to improved revenues as well as higher stock option expense. Noninterest expense for the first six months of 2005 was $1,721 million compared with $1,570 million for the same period in 2004 and is attributable to the same factors affecting the year-over-year quarterly increase.

Corporate Banking

(In millions)	2Q05	1Q05	2Q04	Percent Inc/(Dec) 2Q05 vs. 1Q05	Percent Inc/(Dec) 2Q05 vs. 2Q04	Year-to-date 2005	Year-to-date 2004	Percent Inc/(Dec)
Net Interest Income	$ 87	$ 87	$ 86	-%	1%	$ 174	$ 174	-%
Provision for Credit Losses	18	18	15	-	20	36	35	3
Noninterest Income	91	81	75	12	21	172	146	18
Noninterest Expense	59	57	58	4	2	116	115	1
Income Before Taxes	101	93	88	9	15	194	170	14
Average Assets	$ 17,271	$ 17,534	$ 17,000	(1)	2	$17,402	$17,333	-
Average Deposits	5,653	5,528	6,345	2	(11)	5,591	6,573	(15)
Nonperforming Assets	126	177	293	(29)	(57)	126	293	(57)
Net Charge-offs	-	5	9	(100)	(100)	5	20	(75)

The Corporate Banking segment coordinates all banking and credit-related services to customers through its global relationship managers. The two main client bases served are financial institution clients and corporate clients. The Company's strategy is to focus on those clients and industries that are major users of securities servicing and global payment services.

Over the past several years, the Company has been seeking to improve its overall risk profile by reducing its credit exposures through elimination of non-strategic exposures, cutting back large individual exposures and avoiding outsized industry concentrations. In 2002, the Company set a goal of reducing corporate credit exposure to $24 billion by December 31, 2004. This goal was accomplished in early 2004 and exposures have since declined to $22.7 billion.

In the second quarter of 2005, pre-tax income was $101 million, compared with $88 million in the second quarter of 2004 and $93 million in the first quarter of 2005. The improvement in results primarily reflects higher noninterest income. On a year-to-date basis, pre-tax income was $194 million compared with $170 million in 2004 again reflecting higher noninterest income.

The Corporate Banking segment's net interest income was $87 million in the second quarter of 2005, compared with $86 million in the second quarter of 2004 and $87 million in the first quarter of 2005. On a year-to-date basis, net interest income was $174 million, unchanged from the first six months of 2004. Average assets for the quarter were $17.3 billion, compared with $17.0 billion in the second quarter of last year and $17.5 billion in the first quarter of 2005. Average assets for the six months of 2005 were $17.4 billion compared with $17.3 billion in 2004. Average deposits in the Corporate Banking segment were $5.7 billion versus $6.3 billion in second quarter of 2004 and $5.5 billion in the first quarter of 2005. On a year-to-date basis, average deposits were $5.6 billion compared with $6.6 billion.

The second quarter of 2005 provision for credit losses was $18 million, compared with $15 million in the second quarter of last year and $18 million in the first quarter of 2005. On a year-to-date basis, provision for credit losses was $36 million compared with $35 million in 2004. After a significant period of reduction, exposures in Corporate Banking have leveled out. Net charge-offs in the Corporate Banking segment were zero in the second quarter of 2005, $9 million in the second quarter of 2004, and $5 million in the first quarter of 2005. Net charge-offs for the six months of 2005 were $5 million compared with $20 million in 2004. Nonperforming assets were $126 million at June 30, 2005, down from $293 million at June 30, 2004 and $177 million at March 31, 2005. The decrease in nonperforming assets from the second quarter of 2004 primarily reflects paydowns and charge-offs of commercial loans.

Noninterest income was $91 million in the current quarter, compared with $75 million in the second quarter of 2004 and $81 million in the first quarter of 2005. On a year-to-date basis, noninterest income was $172 million compared with $146 million in 2004. The increases reflect higher gains on asset dispositions, higher capital markets fees and higher income from Wing Hang Bank.

Noninterest expense in the second quarter was $59 million, compared with $58 million in the second quarter of 2004 and $57 million in the first quarter of 2005. On a year-to-date basis, noninterest expense was $116 million compared with $115 million in 2004. The increases reflect higher compensation costs.

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Retail Banking

				Percent Inc/(Dec)		Year-to-date		Percent
(In millions)	2Q05	1Q05	2Q04	2Q05 vs. 1Q05	2Q05 vs. 2Q04	2005	2004	Inc/ (Dec)
Net Interest Income	$ 131	$ 128	$ 124	2%	6%	$ 259	$ 241	7%
Provision for Credit								

Losses	5	5	5	-	-	10	10	-
Noninterest Income	27	26	28	4	(4)	53	57	(7)
Noninterest Expense	99	98	94	1	5	197	187	5
Income Before Taxes	54	51	53	6	2	105	101	4
Average Assets	$ 6,071	$ 6,105	$ 5,317	(1)	14	$ 6,088	$ 5,347	14
Average Noninterest Bearing Deposits	5,510	5,499	5,209	-	6	5,505	5,118	8
Average Deposits	15,125	15,015	15,162	1	-	15,070	14,985	1
Nonperforming Assets	13	14	15	(7)	(13)	13	15	(13)
Net Charge-offs	6	5	5	20	20	11	11	-
Number of Branches	341	341	341	-	-	341	341	-
Number of ATMs	376	375	379	-	(1)	376	379	(1)

The Retail Banking segment provides the Company with a stable source of core deposits. The segment represents an attractive distribution channel, and the Company has continued to expand the products offered through the retail branch system. The branch system is focused on the suburban Tri-State New York metropolitan area.

The Retail Banking segment continues to demonstrate stable results in spite of increased competition in the New York metropolitan area. In the second quarter of 2005, pre-tax income was $54 million, compared with $53 million in the second quarter of 2004 and $51 million in the first quarter of 2005. On a year-to-date basis, pre-tax income was $105 million compared with $101 million in 2004.

The Company continues to enhance the services offered through the branch system. This includes leveraging its retail client base to distribute BNY Asset Management and third-party investment products. Currently, investment products are cross-sold to over 10% of the client base. The Company is also seeking selective expansion opportunities within its current branch footprint.

Net interest income in the second quarter of 2005 was $131 million, compared with $124 million in the second quarter of 2004 and $128 million in the first quarter of 2005. Net interest income has increased over the second quarter of 2004 and on a sequential quarter basis as rates have risen, benefiting spreads. The increase in average assets and noninterest-bearing deposits since the second quarter of 2004 has also contributed to the increase in net interest income. On a year-to-date basis, net interest income was $259 million compared with $241 million in 2004 reflecting the same factor discussed above.

Noninterest income was $27 million for the quarter, compared with $28 million in the second quarter of last year and $26 million in the first quarter of 2005. On a year-to-date basis, noninterest income was $53 million compared with $57 million in 2004. The decrease in noninterest income compared to 2004 reflects lower monthly service fees partially offset by higher debit card fees.

Noninterest expense in the second quarter of 2005 was $99 million, compared with $94 million last year and $98 million in the first quarter of 2005. The increase from the second quarter of 2004 reflects higher compensation and technology costs. For the six months of 2005, noninterest expense was $197 million compared with $187 million in 2004.

Net charge-offs were $6 million in the second quarter of 2005, compared with $5 million in the second quarter of 2004 and $5 million in the first quarter of 2005. For the six months of 2005, net charge-offs were $11 million, unchanged from a year ago. Nonperforming assets were $13 million at June 30, 2005, compared with $15 million at June 30, 2004 and $14 million at March 31, 2005.

Average deposits generated by the Retail Banking segment were $15.1 billion in the second quarter of 2005, compared with $15.2 billion in the second quarter of 2004 and $15.0 billion in the first quarter of 2005. For the six months of 2005, average deposits were $15.1 billion compared with $15.0 billion in 2004. Average assets in the Retail Banking sector were $6.1 billion, compared with $5.3 billion in the second quarter of 2004 and $6.1 billion in the first quarter of 2005. On a year-to-date basis, average assets were $6.1 billion compared with $5.3 billion in 2004. The year-over-year increase in average assets is due to higher mortgage lending.

Financial Markets

				Percent Inc/(Dec)		Year-to-date		Percent
(In millions)	2Q05	1Q05	2Q04	2Q05 vs. 1Q05	2Q05 vs. 2Q04	2005	2004	Inc/ (Dec)
Net Interest Income	$ 70	$ 68	$ 77	3%	(9)%	$ 138	$ 158	(13)%
Provision for Credit Losses	6	5	5	20	20	11	10	10
Noninterest Income	49	46	42	7	17	95	91	4
Noninterest Expense	34	33	27	3	26	67	54	24
Income Before Taxes	79	76	87	4	(9)	155	185	(16)
Average Assets	$49,741	$48,370	$51,036	3	(3)	$49,059	$50,390	(3)
Average Deposits	4,137	3,964	5,460	4	(24)	4,051	4,662	(13)
Average Investment Securities	24,719	23,540	22,885	5	8	24,133	22,893	5
Net Charge-offs	-	-	10	-	(100)	-	14	(100)

In the second quarter of 2005, pre-tax income was $79 million, compared with $87 million a year ago and $76 million in the first quarter of 2005. On a year-to-date basis, pre-tax income was $155 million, down 16% from $185 million in 2004. The decreases over the second quarter and year-to-date 2004 are primarily due to a decline in net interest income.

Net interest income for the second quarter was $70 million compared with $77 million a year ago and $68 million for the first quarter of 2005. The decrease from the second quarter of 2004 reflects the rising rate environment, which increased funding costs. The increase from the first quarter of 2005 primarily reflects an additional day in the quarter. On a year-to-date basis, net interest income was $138 million, down 13% from $158 million in 2004. The decrease primarily reflects the rising rate environment and a decline in average assets. Average second quarter 2005 assets in the Financial Markets segment, composed primarily of short-term liquid assets and investment securities, were $49.7 billion, compared with $51.0 billion in the second quarter last year and $48.4 billion on a sequential quarter basis. Average assets for the first six months of 2005 was $49.1 billion, compared to $50.4 billion for the first six months of 2004. The decrease in average assets on a year-over-year basis reflects a decline in liquid assets, which were reduced to fund asset growth in other segments. Average investment securities increased as the Company continues to invest in adjustable or short life classes of structured mortgage-backed securities, both of which have short durations.

Noninterest income was $49 million in the second quarter of 2005, compared with $42 million in the second quarter of 2004 and $46 million in the first quarter of 2005. On a year-to-date basis, noninterest income was $95 million in 2005 compared with $91 million in 2004. The positive variances reflect stronger fixed income trading results.

Net charge-offs were zero in the second quarter of 2005, compared with $10 million a year ago and zero in the first quarter of 2005. For the first half of 2005, net charge-offs were zero compared with $14 million for the same period in 2004. Charge-offs in 2004 primarily related to the Company's airline exposure. Noninterest expense was $34 million in the second quarter of 2005, compared with $27 million in last year's second quarter and $33 million in the first quarter of 2005. On a year-to-date basis, noninterest expense was $67 million for 2005 compared with $54 million for 2004. The increases over the second quarter and year-to-date 2004 are attributable to higher employee incentive compensation and technology expenses.

The consolidating schedule below shows the contribution of the Company's segments to its overall profitability.

(Dollars in millions) For the Quarter Ended June 30, 2005	Servicing and Fiduciary Businesses	Corporate Banking	Retail Banking	Financial Markets	Reconciling Items	Consolidat Total
Net Interest Income	$ 178	$ 87	$ 131	$ 70	$ 4	$ 4
Provision for Credit Losses	1	18	5	6	(25)	
Noninterest Income	1,058	91	27	49	31	1,2
Noninterest Expense	872	59	99	34	59	1,1
Income Before Taxes	$ 363	$ 101	$ 54	$ 79	$ 1	$ 5
Contribution Percentage	61%	17%	9%	13%		
Average Assets	$ 23,114	$ 17,271	$ 6,071	$ 49,741	$ 4,264	$ 100,4

For the Quarter Ended March 31, 2005	Servicing and Fiduciary Businesses	Corporate Banking	Retail Banking	Financial Markets	Reconciling Items	Consolidat Total
Net Interest Income	$ 168	$ 87	$ 128	$ 68	$ 4	$ 4
Provision for Credit Losses	1	18	5	5	(39)	(
Noninterest Income	1,025	81	26	46	-	1,1
Noninterest Expense	849	57	98	33	40	1,0
Income Before Taxes	$ 343	$ 93	$ 51	$ 76	$ 3	$ 5
Contribution Percentage	61%	16%	9%	14%		
Average Assets	$ 22,987	$ 17,534	$ 6,105	$ 48,370	$ 4,246	$ 99,2

For the Quarter Ended June 30, 2004	Servicing and Fiduciary Businesses	Corporate Banking	Retail Banking	Financial Markets	Reconciling Items	Consolidat Total
Net Interest Income	$ 136	$ 86	$ 124	$ 77	$ (2)	$ 4
Provision for Credit Losses	1	15	5	5	(16)	
Noninterest Income	994	75	28	42	17	1,1
Noninterest Expense	791	58	94	27	42	1,0
Income Before Taxes	$ 338	$ 88	$ 53	$ 87	$ (11)	$ 5
Contribution Percentage	60%	16%	9%	15%		
Average Assets	$ 22,891	$ 17,000	$ 5,317	$ 51,036	$ 4,129	$ 100,3

(Dollars in millions)

For the Six Months Ended June 30, 2005	Servicing and Fiduciary Businesses	Corporate Banking	Retail Banking	Financial Markets	Reconciling Items	Consolidat Total
Net Interest Income	$ 346	$ 174	$ 259	$ 138	$ 8	$ 9
Provision for Credit Losses	2	36	10	11	(64)	
Noninterest Income	2,084	172	53	95	30	2,4
Noninterest Expense	1,721	116	197	67	99	2,2
Income Before Taxes	$ 707	$ 194	$ 105	$ 155	$ 3	$ 1,1
Contribution Percentage	61%	17%	9%	13%		
Average Assets	$ 23,051	$ 17,402	$ 6,088	$ 49,059	$ 4,255	$ 99,8

For the Six Months Ended June 30, 2004	Servicing and Fiduciary Businesses	Corporate Banking	Retail Banking	Financial Markets	Reconciling Items	Consolidate Total
Net Interest Income	$ 268	$ 174	$ 241	$ 158	$ (152)	$ 6
Provision for Credit Losses	1	35	10	10	(34)	
Noninterest Income	1,984	146	57	91	98	2,3
Noninterest Expense	1,570	115	187	54	99	2,0

Income Before Taxes	$ 681	$ 170	$ 101	$ 185	$ (119)	$ 1,0
Contribution Percentage	60%	15%	9%	16%		
Average Assets	$ 22,831	$ 17,333	$ 5,347	$ 50,390	$ 4,125	$ 100,0

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Reconciling Items

Description-Reconciling items for net interest income primarily relate to the recording of interest income on a taxable equivalent basis, reallocation of capital, and the funding of goodwill and intangibles. The adjustment to the provision for credit losses reflects the difference between the aggregate of the credit provision over a credit cycle for the reportable segments and the Company's recorded provision. The Company's approach to acquisitions is highly centralized and controlled by senior management. Accordingly, the resulting goodwill and other intangible assets are reconciling items for average assets. The related amortization is a reconciling item for noninterest expense. Other reconciling items for noninterest expense primarily reflect corporate overhead and severance.

To assess as accurately as possible the performance of its segments in 2004, the Company analyzed reconciling items related to corporate overhead. As a result of this analysis, the Company reclassified from reconciling items to the individual segments certain items related to insurance, compliance, and incentive compensation expenses. In addition, a minor modification was made to the method used to allocate earnings on capital. The impact of these changes was a decline in pre-tax income of the segments and a reduction in the amount of reconciling items as shown below:

Segment	2nd Quarter	1st Quarter	Year-to-date
(In millions)	2004	2004	2004
Servicing and Fiduciary	$ (35)	$ (30)	$ (65)
Corporate Banking	(5)	(5)	(10)
Retail Banking	(1)	(6)	(7)
Financial Markets	(5)	1	(4)
Subtotal	(46)	(40)	(86)
Reconciling	46	40	86
Total	$ -	$ -	$ -

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The detail of reconciling items for 2005 and 2004 are presented in the following table.

	2nd Quarter	1st Quarter	2nd Quarter	Year-to-date	
(In millions)	2005	2005	2004	2005	2004
Segments' Revenue	$ 1,691	$ 1,629	$ 1,562	$ 3,320	$ 3,119

Adjustments:					
Earnings Associated with Assignment of Capital	(8)	(9)	(15)	(17)	(35)
Securities Gains	10	-	-	10	19
SFAS 13 Cumulative Lease Adjustment	-	-	-	-	(145)
Taxable Equivalent Basis and Other Tax-Related Items	12	13	12	25	27
Other	21	-	18	21	80
Subtotal-Revenue Adjustments	35	4	15	39	(54)
Consolidated Revenue	$ 1,726	$ 1,633	$ 1,577	$ 3,359	$ 3,065
Segments' Income Before Tax	$ 597	$ 563	$ 566	$ 1,160	$ 1,137
Adjustments:					
Revenue Adjustments (Above)	35	4	15	39	(54)
Provision for Credit Losses Different than GAAP	25	39	16	64	34
Severance	(4)	(1)	(1)	(5)	(12)
Goodwill and Intangible Amortization	(10)	(8)	(8)	(18)	(16)
Lease Termination	-	-	-	-	(8)
Corporate Overhead and Other	(45)	(31)	(33)	(76)	(63)
Consolidated Income Before Tax	$ 598	$ 566	$ 555	$ 1,164	$ 1,018
Segments' Total Average Assets	$ 96,197	$ 94,996	$ 96,244	$ 95,600	$ 95,901
Adjustments:					
Goodwill and Intangibles	4,264	4,246	4,129	4,255	4,125
Consolidated Average Assets	$100,461	$ 99,242	$100,373	$ 99,855	$100,026

In addition to the recurring items discussed above, other significant items may be included as reconciling items. In the second quarter of 2005, the $17 million gain on the sale of Financial Models Company, Inc. ("FMC"), $10 million of above trend securities gains, and the $10 million legal accrual for certain regulatory matters were reconciling items. In the first quarter of 2004, SFAS 13 cumulative adjustments to the leasing portfolio, securities gains on four large sponsor funds, gains on sale on Wing Hang Bank, and severance and lease termination expenses were reconciling items.

Allocation to Segments - Earnings associated with the assignment of capital relate to preferred trust securities, which are assigned as capital to segments. Since the Company considers these issues to be capital, it does not allocate the interest expense associated with these securities to individual segments. If this interest expense were allocated to segments, it could be assigned based on segment capital, assets, risks, or some other basis.

The reconciling item for securities gains relates to the Financial Markets business. The taxable equivalent adjustment is not allocated to segments because all segments contribute to the Company's taxable income and the Company believes it is arbitrary to assign the tax savings to any particular segment. Most of the assets that are attributable to the tax equivalent adjustment are recorded in the Financial Markets segment. In the second quarter of 2005, the gain on sale of FMC would be allocated to the Servicing and Fiduciary segment as would the $10 million regulatory charge. Most of the securities gains result from securities attributable to the

Financial Markets segment. In the first quarter of 2004, the $145 million reconciling item related to SFAS 13 cumulative lease adjustment and the $19 million gain on sponsor fund investments would be attributable to the Financial Markets segment. In addition, the $48 million gain on the sale of Wing Hang recorded in Other would be attributable to the Corporate Banking segment.

The reconciling item for the provision for loan losses primarily relates to Corporate Banking. Severance and lease termination costs primarily relate to the Servicing and Fiduciary segment, the Corporate Banking segment, and to staff areas. Goodwill and intangible amortization primarily relates to the Securities Servicing and Fiduciary segment. Corporate overhead is difficult to identify specifically with any particular segment. Approaches to allocating corporate overhead to segments could be based on revenues, expenses, number of employees, or a variety of other measures.

CRITICAL ACCOUNTING POLICIES

The Company's significant accounting policies are described in the "Notes to Consolidated Financial Statements" under "Summary of Significant Accounting and Reporting Policies" in the Company's 2004 Annual Report on Form 10-K. Four of the Company's more critical accounting policies are those related to the allowance for credit losses, the valuation of derivatives and securities where quoted market prices are not available, goodwill and other intangibles, and pension accounting.

Allowance for Credit Losses

The allowance for credit losses represents management's estimate of probable losses inherent in the Company's loan portfolio. This evaluation process is subject to numerous estimates and judgments. Probabilities of default ratings are assigned after analyzing the credit quality of each borrower/counterparty and the Company's internal ratings are generally consistent with external rating agencies' default databases. Loss given default ratings are driven by the collateral, structure, and seniority of each individual asset and are consistent with external loss given default/recovery databases. The portion of the allowance related to impaired credits is based on the present value of future cash flows. Changes in the estimates of probability of default, risk ratings, loss given default/recovery rates, and cash flows could have a direct impact on the allocated allowance for loan losses.

To the extent actual results differ from forecasts or management's judgment, the allowance for credit losses may be greater or less than future charge-offs.

The Company considers it difficult to quantify the impact of changes in forecast on its allowance for credit losses. Nevertheless, the Company believes the following discussion may enable investors to better understand the variables that drive the allowance for credit losses.

Another key variable in determining the allowance is management's judgment in determining the size of the unallocated allowance. At June 30, 2005, the unallocated allowance was 14% of the total allowance. If the unallocated allowance were five percent higher or lower, the allowance would have increased or decreased by $36 million, respectively.

The credit rating assigned to each pass credit is another significant variable in determining the allowance. If each pass credit were rated one grade better, the allowance would have decreased by $60 million, while if each pass credit were rated one grade worse, the allowance would have increased by $93 million.

For higher risk rated credits, if the loss given default were 10% worse, the allowance would have increased by $2 million, while if the loss given default were 10% better, the allowance would have decreased by $30 million.

For impaired credits, if the fair value of the loans were 10% higher or lower, the allowance would have increased or decreased by $9 million, respectively.

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Valuation of Derivatives and Securities Where Quoted Market Prices Are Not Available

When quoted market prices are not available for derivatives and securities values, such values are determined at fair value, which is defined as the value at which positions could be closed out or sold in a transaction with a willing counterparty over a period of time consistent with the Company's trading or investment strategy. Fair value for these instruments is determined based on discounted cash flow analysis, comparison to similar instruments, and the use of financial models. Financial models use as their basis independently sourced market parameters including, for example, interest rate yield curves, option volatilities, and currency rates. Discounted cash flow analysis is dependent upon estimated future cash flows and the level of interest rates. Model-based pricing uses inputs of observable prices for interest rates, foreign exchange rates, option volatilities and other factors. Models are benchmarked and validated by independent parties. The Company's valuation process takes into consideration factors such as counterparty credit quality, liquidity and concentration concerns. The Company applies judgment in the application of these factors. In addition, the Company must apply judgment when no external parameters exist. Finally, other factors can affect the Company's estimate of fair value including market dislocations, incorrect model assumptions, and unexpected correlations.

These valuation methods could expose the Company to materially different results should the models used or underlying assumptions be inaccurate. See "Use of Estimates" in footnote one "Summary of Significant Accounting and Reporting Policies" in the Company's 2004 Annual Report on Form 10-K.

To assist in assessing the impact of a change in valuation, at June 30, 2005, approximately $2.7 billion of the Company's portfolio of securities and derivatives is not priced based on quoted market prices because no such quoted market prices are available. A change of 2.5% in the valuation of these securities and derivatives would result in a change in pre-tax income of $67 million.

Goodwill and Other Intangibles

The Company records all assets and liabilities acquired in purchase acquisitions, including goodwill, indefinite-lived intangibles, and other intangibles, at fair value as required by SFAS 141. Goodwill ($3,492 million at June 30, 2005) and indefinite-lived intangible assets ($370 million at June 30, 2005) are not amortized but are subject to annual tests for impairment or more often if events or circumstances indicate they may be impaired. Other intangible assets are amortized over their estimated useful lives and are subject to impairment if events or circumstances indicate a possible inability to realize the carrying amount. The initial recording of goodwill and other intangibles requires subjective judgments concerning estimates of the fair value of acquired assets. The goodwill impairment test is performed in two phases. The first step of the goodwill impairment test compares the fair value of the reporting unit with its carrying amount, including goodwill. If the fair value of the reporting unit exceeds its carrying amount, goodwill of the reporting unit is considered not impaired; however, if the carrying amount of the reporting unit exceeds its fair value, an additional procedure must be performed. That additional procedure compares the implied fair value of the reporting unit's goodwill with the carrying amount of that goodwill. An impairment loss is recorded to the extent that the carrying amount of goodwill exceeds its implied fair value. Indefinite-lived intangible assets are evaluated for impairment at least annually by comparing their fair value to their carrying value.

Other identifiable intangible assets ($415 million at June 30, 2005) are evaluated for impairment if events and circumstances indicate a possible impairment. Such evaluation of other intangible assets is based on undiscounted cash flow projections. Fair value may be determined using:

market prices, comparison to similar assets, market multiples, discounted cash flow analysis and other determinates. Estimated cash flows may extend far into the future and, by their nature, are difficult to determine over an extended timeframe. Factors that may significantly affect the estimates include, among others, competitive forces, customer behaviors and attrition, changes in revenue growth trends, cost structures and technology, and changes in discount rates and specific industry or market sector conditions. Other key judgments in accounting for intangibles include useful life and classification between goodwill and indefinite-lived intangibles or other intangibles that require amortization. See Note four of the Notes to Consolidated Financial Statements for additional information regarding intangible assets.

The following discussion may assist investors in assessing the impact of a goodwill or intangible asset impairment charge. The Company has $4.3 billion of goodwill and intangible assets at June 30, 2005. The impact of a 5% impairment charge would result in a change of pre-tax income of approximately $214 million.

Pension Accounting

The Company has defined benefit plans covering approximately 14,700 U.S. employees and approximately 2,400 non-U.S. employees at September 30, 2004.

The Company has three defined benefit pension plans in the U.S. and six overseas. At December 31, 2004, the U.S. plans account for 86% of the projected benefit obligation. Pension credits were $24 million, $39 million, and $95 million in 2004, 2003 and 2002. In addition to its pension plans, the Company also has an Employee Stock Ownership Plan ("ESOP") which may provide additional benefits to certain employees. Upon retirement, covered employees are entitled to the higher of their benefit under the ESOP or the defined benefit plan. If the benefit is higher under the defined benefit plan, the employees' ESOP account is contributed to the pension plan.

A number of key assumption and measurement date values determine pension expense. The key elements include the long-term rate of return on plan assets, the discount rate, the market-related value of plan assets, and for the primary U.S. plan the price used to value stock in the ESOP. Since 2002, these key elements have varied as follows:

	2005	2004	2003	2002
Domestic Plans:				
Long-Term Rate of Return on Plan Assets	8.25%	8.75%	9.00%	10.50%
Discount Rate	6.00	6.25	6.50	7.25
Market-Related Value of Plan Assets(1) (in millions)	$ 1,502	$ 1,523	$ 1,483	$ 1,449
ESOP Stock Price(1)	30.67	27.88	33.30	42.58

(In millions)			
Net U.S Pension Credit/(Expense)	$ 31	$ 46	$ 100
All other Pension Credit/(Expense)	(7)	(7)	(5)
Total Pension Credit	$ 24	$ 39	$ 95

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(1) Actuarially smoothed data. See "Critical Accounting Policies" in the MD&A section of the Company's 2004 Annual Report on Form 10-K.

The discount rate for U.S. pension and postretirement plans is based on, among other factors, a spread over the Lehman AA Long-Term Corporate Bond Index Yield. At September 30, 2004 and 2003, the Lehman AA Long-Term Corporate Bond Index Yields were 5.36% and 5.35%, and the discount rates were 6.00% and 6.25%, respectively. The discount rates for foreign pension plans are based on high quality corporate bonds rates in countries that have an active corporate bond market. In those countries with no active corporate

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bond market, discount rates are based on local government bond rates plus a credit spread.

The Company's expected long-term rate of return on plan assets is based on anticipated returns for each asset class. For 2005 and 2004, the assumptions for the long-term rates of return on plan assets were 8.25% and 8.75%, respectively. Anticipated returns are weighted for the target allocation for each asset class. Anticipated returns are based on forecasts for prospective returns in the equity and fixed income markets, which should track the long-term historical returns for these markets. The Company also considers the growth outlook for U.S. and global economies, as well as current and prospective interest rates.

The market-related value of plan assets also influences the level of pension expense. Differences between expected and actual returns are recognized over five years to compute an actuarially derived market-related value of plan assets. In 2005, the Company expects the market-related value of plan assets to decline as the extraordinary actual return in 2000 is replaced with a more modest return.

Unrecognized actuarial gains and losses are amortized over the future service period (11 years) of active employees if they exceed a threshold amount. The Company currently has unrecognized losses which are being amortized.

In 2005, based on the Company's review of changes in prospective assumptions, the amortization of unrecognized pension losses and the anticipated decline in the market-related value of plan assets, the pre-tax U.S. pension credit is expected to decline by approximately $48 million.

The annual impact on the primary U.S. plan of hypothetical changes in the key elements on the pension credit are shown in the table below.

(Dollars in millions)	Increase in Pension Expense		2005 Base	Decrease in Pension Expense	
Long-Term Rate of Return on Plan Assets	7.25%	7.75%	8.25%	8.75%	9.25%
Change in Pension Expense	$ 14.6	$ 7.3	$ -	$ 7.3	$ 14.6
Discount Rate	5.50%	5.75%	6.00%	6.25%	6.50%
Change in Pension Expense	$ 7.4	$ 3.7	$ -	$ 3.6	$ 7.2
Market-Related Value of Plan Assets	-20.00%	-10.00%	$1,502	+10.00%	+20.00%
Change in Pension Expense	$ 58.2	$ 29.1	-	$ 27.2	$ 39.6
ESOP Stock Price	$20.67	$25.67	$30.67	$35.67	$40.67
Change in Pension Expense	$ 14.6	$ 7.0	$ -	$ 6.5	$ 12.6

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CONSOLIDATED BALANCE SHEET REVIEW

Total assets were $103.1 billion at June 30, 2005, compared with $97.5 billion at June 30, 2004 and $96.5 billion at March 31, 2005. The increase in assets from March 31, 2005 reflects increased loans to securities industry customers. Total shareholders' equity was $9.5 billion at June 30, 2005, compared with $8.8 billion at June 30, 2004 and $9.3 billion at March 31, 2005. In comparison to the first quarter of 2005, shareholders' equity reflects the retention of earnings and an increase in the securities valuation allowance partially offset by the repurchase of common stock. The major reason for the increase in shareholders' equity from a year ago is the retention of earnings.

Return on average common equity for the second quarter of 2005 was 17.12%, compared with 17.14% in the second quarter of 2004 and 16.52% in the first quarter of 2005. For the first six months of 2005, return on average common equity was 16.82% compared with 17.15% in 2004.

Return on average assets for the second quarter of 2005 was 1.59%, compared with and 1.49% in the second quarter of 2004 and 1.55% in the first quarter of 2005. For the first six months of 2005, return on average assets was 1.57% compared with 1.48% in 2004.

Investment Securities

The table below shows the distribution of the Company's securities portfolio:

Investment Securities (at Fair Value)

(In millions)	06/30/05	12/31/04
Fixed Income:		
Mortgage-Backed Securities	$ 20,928	$ 19,393
Asset-Backed Securities	29	-

Corporate Debt	1,181	1,259
Short-Term Money Market Instruments	1,000	982
U.S. Treasury Securities	227	403
U.S. Government Agencies	623	505
State and Political Subdivisions	231	197
Emerging Market Debt (Collateralized By U.S. Treasury Zero Coupon Obligations)	116	107
Other Foreign Debt	497	545
Subtotal Fixed Income	24,832	23,391
Equity Securities:		
Money Market Funds	931	388
Other	12	10
Subtotal Equity Securities	943	398
Total Securities	$ 25,775	$ 23,789

Total investment securities were $25.8 billion at June 30, 2005, compared with $23.9 billion at March 31, 2005. Average investment securities were $24.7 billion in the second quarter of 2005, compared with $22.9 billion in the second quarter of last year and $23.5 billion in the first quarter of 2005. The increases were primarily due to growth in the Company's portfolio of highly rated mortgage-backed securities which are 89% rated AAA, 7% AA, and 4% A. The Company has been adding either adjustable or short life classes of structured mortgage-backed securities, both of which have short durations. The effective duration of the Company's mortgage portfolio at June 30, 2005 was approximately 1.4 years.

Net unrealized gains for securities available-for-sale were $60 million at June 30, 2005, compared with net unrealized gains of $14 million at June

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30, 2004 and net unrealized losses of $51 million at March 31, 2005. The change in unrealized gains at June 30, 2005 from March 31, 2005 reflects the decline in long-term interest rates over the quarter. The asymmetrical accounting treatment of the impact of a change in interest rates on the Company's balance sheet may create a situation in which an increase in interest rates can adversely affect reported equity and regulatory capital, even though economically there may be no impact on the economic capital position of the Company. For example, an increase in rates will result in a decline in the value of the fixed rate portion of the Company's fixed income investment portfolio, which will be reflected through a reduction in other comprehensive income in the Company's shareholders' equity, thereby affecting the tangible common equity ("TCE") ratio. Under current accounting rules, there is no corresponding change in value of the Company's fixed rate liabilities, even though economically these liabilities are more valuable as rates rise.

Loans

(Dollars in billions)	Period End			Quarterly Average			Year-to-date Average		
	Total	Non-Margin	Margin	Total	Non-Margin	Margin	Total	Non-Margin	Margi

June 30, 2005	$40.7	$ 34.6	$ 6.1	$39.2	$ 32.9	$ 6.3	$39.0	$ 32.6	$ 6.
December 31, 2004	35.8	29.7	6.1	39.4	33.0	6.4	37.8	31.5	6.
June 30, 2004	38.2	32.1	6.1	37.7	31.2	6.5	37.0	30.7	6.

Total loans were $40.7 billion at June 30, 2005 compared with $35.8 billion at December 31, 2004. The increase in total loans from December 31, 2004 primarily reflects an increase in overdrafts and securities industry loans. The Company continues to focus on its strategy of reducing non-strategic and outsized corporate loan exposures to improve its credit risk profile. Average total loans were $39.2 billion in the second quarter of 2005, compared with $37.7 billion in the second quarter of 2004 while for the six months ended June 30, 2005, average loans were $39.0 billion compared with $37.0 billion for June 30, 2004. The increase in average loans from June 30, 2004 results from increased lending to financial institutions.

The following tables provide additional details on the Company's credit exposures and outstandings at June 30, 2005 in comparison to December 31, 2004.

Overall Loan Portfolio

(In billions)	Loans 06/30/05	Unfunded Commitments 06/30/05	Total Exposure 06/30/05	Loans 12/31/04	Unfunded Commitments 12/31/04	Total Exposure 12/31/04
Financial Institutions	$ 13.8	$ 22.1	$ 35.9	$ 9.5	$ 21.6	$ 31.1
Corporate	3.6	19.1	22.7	3.6	19.4	23.0
	17.4	41.2	58.6	13.1	41.0	54.1
Consumer & Middle Market	9.5	4.6	14.1	8.9	4.5	13.4
Leasing Financings	5.7	0.1	5.8	5.6	-	5.6
Commercial Real Estate	2.0	1.4	3.4	2.1	1.2	3.3
Margin loans	6.1	-	6.1	6.1	-	6.1
Total	$ 40.7	$ 47.3	$ 88.0	$ 35.8	$ 46.7	$ 82.5

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Financial Institutions

The financial institutions portfolio exposure was $35.9 billion at June 30, 2005 compared to $31.1 billion at December 31, 2004. These exposures are of high quality with 83% meeting the investment grade criteria of the Company's rating system. These exposures are generally short-term, with 78% expiring within one year and are frequently secured. For example, mortgage banking, securities industry, and investment managers often borrow against marketable securities held in custody at the Company. The diversity of the portfolio is shown in the accompanying table.

(In billions)

	June 30, 2005					December 31, 2004	
Lending Division	Loans	Unfunded Commitments	Total Exposures	%Inv Grade	%due	Unfunded	Total

The Company had previously targeted the telecom exposure for reduction to a total of $750 million by December 31, 2004. This goal was accomplished in the first quarter of 2004 and exposures have since declined to $590 million. The percentage of investment grade borrowers in the telecom portfolio was 83% compared with 77% at year-end 2004.

The Company's exposure to the airline industry consists of a $471 million leasing portfolio (including a $15 million real estate lease exposure). The airline leasing portfolio consists of $250 million to major U.S. carriers, $132 million to foreign airlines and $89 million to U.S. regionals.

During the second quarter of 2005, the airline industry continued to face liquidity issues driven by persistently high fuel prices and the inability to implement meaningful fare increases. The industry's considerable excess capacity and higher oil prices continue to negatively impact the valuations of aircraft, especially the less fuel efficient models, in the secondary market. Because of these factors, the Company continues to maintain a sizable

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allowance for loan losses against these exposures and to closely monitor the portfolio.

Counterparty Risk Ratings Profile

The table below summarizes the risk ratings of the Company's foreign exchange and interest rate derivative counterparty credit exposure for the past year.

	For the Quarter Ended				
Rating(1)	6/30/05	03/31/05	12/31/04	9/30/04	6/30/04
AAA to AA-	68%	74%	68%	68%	70%
A+ to A-	15	13	19	21	16
BBB+ to BBB-	14	10	10	8	11
Noninvestment Grade	3	3	3	3	3
Total	100%	100%	100%	100%	100%

(1) Represents credit rating agency equivalent of internal credit ratings.

Nonperforming Assets

(Dollars in millions)	6/30/05	3/31/05	Change 6/30/05 vs. 3/31/05	Percent Inc/ (Dec)

Loans:				
Commercial	$ 78	$ 124	$ (46)	(37)%
Foreign	15	19	(4)	(21)
Other	47	49	(2)	(4)
Total Nonperforming Loans	140	192	(52)	(27)
Other Real Estate	-	-	-	-
Total Nonperforming Assets	$ 140	$ 192	$ (52)	(27)

Nonperforming Assets Ratio	0.4%	0.6%
Allowance for Loan Losses/Nonperforming Loans	400.5	304.0
Allowance for Loan Losses/Nonperforming Assets	400.5	304.0
Total Allowance for Credit Losses/Nonperforming Loans	506.1	373.4
Total Allowance for Credit Losses/Nonperforming Assets	506.1	373.4

Nonperforming assets declined by $52 million, or 27%, during the second quarter of 2005 to $140 million and are down 55% from a year ago. The sequential quarter decrease primarily reflects the disposition of a $36 million loan to a retailer as well as charge-offs. The ratio of the total allowance for credit losses to nonperforming assets increased to 506.1% at June 30, 2005, compared with 249.1% at June 30, 2004 and 373.4% at March 31, 2005.

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Activity in Nonperforming Assets

(In millions)	Quarter End June 30, 2005	Year-to-date June 30, 2005
Balance at Beginning of Period	$ 192	$ 214
Additions	3	6
Charge-offs	(6)	(12)
Paydowns/Sales	(49)	(68)
Balance at End of Period	$ 140	$ 140

Interest income would have been increased by $1 million and $3 million for the second quarters of 2005 and 2004 if loans on nonaccrual status at June 30, 2005 and 2004 had been performing for the entire period. On a year-to-date basis, interest income would have increased by $2 million and $7 million for 2005 and 2004 had loans on nonaccrual status at June 30, 2005 and 2004 been performing for the entire period.

Impaired Loans

The table below sets forth information about the Company's impaired loans. The Company uses the discounted cash flow, collateral value, or market price methods for valuing its impaired loans:

	June 30,	March 31,	June 30,

(In millions)	2005	2005	2004
Impaired Loans with an Allowance	$ 55	$ 68	$ 168
Impaired Loans without an Allowance(1)	64	103	121
Total Impaired Loans	$ 119	$ 171	$ 289
Allowance for Impaired Loans(2)	$ 30	$ 34	$ 69
Average Balance of Impaired Loans during the Quarter	$ 145	$ 182	$ 305
Interest Income Recognized on Impaired Loans during the Quarter	$ 1.6	$ 2.2	$ 0.6

(1) When the discounted cash flows, collateral value or market price equals or exceeds the carrying value of the loan, then the loan does not require an allowance under the accounting standard related to impaired loans.
(2) The allowance for impaired loans is included in the Company's allowance for credit losses.

Allowance

(Dollars in millions)	June 30, 2005	March 31, 2005	June 30, 2004
Margin Loans	$ 6,055	$ 6,038	$ 6,114
Non-Margin Loans	34,626	32,726	32,091
Total Loans	$ 40,681	$ 38,764	$ 38,205
Allowance for Loan Losses	$ 562	$ 583	$ 598
Allowance for Lending-Related Commitments	148	133	177
Total Allowance for Credit Losses	$ 710	$ 716	$ 775
Allowance for Loan Losses As a Percent of Total Loans	1.38%	1.50%	1.57%
Allowance for Loan Losses As a Percent of Non-Margin Loans	1.62	1.78	1.86
Total Allowance for Credit Losses As a Percent of Total Loans	1.75	1.85	2.03
Total Allowance for Credit Losses As a Percent of Non-Margin Loans	2.05	2.19	2.42

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The total allowance for credit losses was $710 million, or 1.75% of total loans at June 30, 2005, compared with $775 million, or 2.03% of total loans at June 30, 2004 and $716 million, or 1.85% of total loans at March 31, 2005.

The Company has $6.1 billion of secured margin loans on its balance sheet at June 30, 2005. The Company has rarely suffered a loss on these types of loans and doesn't allocate any of its allowance for credit losses to these loans. As a result, the Company believes the ratio of total allowance for credit losses to non-margin loans is a more appropriate metric to measure the adequacy of the reserve.

The ratio of the total allowance for credit losses to non-margin loans decreased to 2.05% at June 30, 2005, compared with 2.42% at June 30, 2004, and 2.19% at March 31, 2005, reflecting continued improvement in the credit quality in the second quarter of 2005.

Nonperforming assets declined another 27% this quarter, and have declined by 55% from a year ago. The Company's criticized and classified exposures continued to show improvement on a risk weighted basis versus the first quarter of 2005 and a year ago.

The ratio of the allowance for loan losses to nonperforming assets was 400.5% at June 30, 2005, up from 192.2% at June 30, 2004, and 304.0% at March 31, 2005.

The allowance for loan losses and the allowance for lending related commitments consists of four elements: (1) an allowance for impaired credits (nonaccrual commercial credits over $1 million), (2) an allowance for higher risk rated credits, (3) an allowance for pass rated credits, and (4) an unallocated allowance based on general economic conditions and risk factors in the Company's individual markets.

The first element: impaired credits, is based on individual analysis of all nonperforming commercial credits over $1 million. The allowance is measured by the difference between the recorded value of impaired loans and their fair value. Fair value is either the present value of the expected future cash flows from borrower, the market value of the loan, or the fair value of the collateral.

The second element: higher risk rated credits, is based on the assignment of loss factors for each specific risk category of higher risk credits. The Company rates each credit in its portfolio that exceeds $1 million and assigns the credits to specific risk pools. A potential loss factor is assigned to each pool, and an amount is included in the allowance equal to the product of the amount of the loan in the pool and the risk factor. Reviews of higher risk rated loans are conducted quarterly and the loan's rating is updated as necessary. The Company prepares a loss migration analysis and compares its actual loss experience to the loss factors on an annual basis to attempt to ensure the accuracy of the loss factors assigned to each pool. Pools of past due consumer loans are included in specific risk categories based on their length of time past due.

The third element: pass rated credits, is based on the Company's expected loss model. Borrowers are assigned to pools based on their credit ratings. The expected loss for each loan in a pool incorporates the borrower's credit rating, loss given default rating and maturity. The credit rating is dependent upon the borrower's probability of default. The loss given default incorporates a recovery expectation. Borrower and loss given default ratings are reviewed semi-annually at a minimum and are periodically mapped to third party, including rating agency, default and recovery data bases to ensure ongoing consistency and validity. Commercial loans over $1 million are individually analyzed before being assigned a credit rating. The Company also applies this technique to its leasing and consumer portfolios. All current consumer loans are included in the pass rated consumer pools.

The fourth element: the unallocated allowance, is based on management's judgment regarding the following factors:

* Economic conditions including duration of the current cycle;

* Past experience including recent loss experience;

* Credit quality trends;

* Collateral values;
* Volume, composition, and growth of the loan portfolio;
* Specific credits and industry conditions;
* Results of bank regulatory and internal credit exams;
* Actions by the Federal Reserve Board;
* Delay in receipt of information to evaluate loans or confirm existing credit deterioration; and
* Geopolitical issues and their impact on the economy.

Based on an evaluation of these four elements, including individual credits, historical credit losses, and global economic factors, the Company has allocated its allowance for credit losses as follows:

	June 30, 2005	December 31, 2004
Domestic		
Real Estate	2%	2%
Commercial	75	75
Consumer	7	3
Foreign	2	4
Unallocated	14	16
	100%	100%

Such an allocation is inherently judgmental, and the entire allowance for credit losses is available to absorb credit losses regardless of the nature of the loss.

Deposits

Total deposits were $64.0 billion at June 30, 2005, compared with $61.1 billion at June 30, 2004 and $59.0 billion at March 31, 2005. The increase on a sequential quarter basis was primarily due to higher market activity levels, which resulted in a higher level of customer deposits at quarter end. Noninterest-bearing deposits were $18.5 billion at June 30, 2005, compared with $17.4 billion at December 31, 2004. Interest-bearing deposits were $45.5 billion at June 30, 2005, compared with $41.3 billion at December 31, 2004.

LIQUIDITY

The Company maintains its liquidity through the management of its assets and liabilities, utilizing worldwide financial markets. The diversification of liabilities reflects the Company's efforts to maintain flexibility of funding sources under changing market conditions. Stable core deposits, including demand, retail time, and trust deposits from processing businesses, are generated through the Company's diversified network and managed with the use of trend studies and deposit pricing. The use of derivative products such as interest rate swaps and financial futures enhances liquidity by enabling the Company to issue long-term liabilities with limited exposure to interest rate risk. Liquidity also results from the maintenance of a portfolio of assets which can be easily sold and the monitoring of unfunded loan commitments, thereby reducing unanticipated funding requirements. Liquidity is managed on both a consolidated basis and at The Bank of New York Company, Inc. parent company ("Parent").

On a consolidated basis, non-core sources of funds such as money market rate accounts, certificates of deposits greater than $100,000, federal funds purchased, and other borrowings were $13.1 billion and $14.7 billion on an average basis for the first six months of 2005 and 2004. Average foreign deposits, primarily from the Company's European based securities servicing business, were $25.9 billion and $26.2 billion at June 30, 2005 and 2004. Domestic savings and other time deposits were $9.8 billion on a year-to-date average basis at June 30, 2005 compared to $10.2 billion at June 30, 2004. Average payables to customers and broker-dealers decreased to $6.2 billion from $6.9 billion. Long-term debt averaged $7.0 billion and $6.2 billion at June 30, 2005 and 2004. A significant reduction in the Company's securities servicing businesses would reduce its access to foreign deposits.

The Parent has four major sources of liquidity: dividends from its subsidiaries, the commercial paper market, a revolving credit agreement with third party financial institutions, and access to the capital markets.

At June 30 2005, the Bank can pay dividends of approximately $485 million to the Parent without the need for regulatory waiver. This dividend capacity would increase in the remainder of 2005 to the extent of the Bank's net income less dividends. Nonbank subsidiaries of the Parent have liquid assets of approximately $268 million. These assets could be liquidated and the proceeds delivered by dividend or loan to the Parent.

For the quarter ended June 30, 2005, the Parent's quarterly average commercial paper borrowings were $222 million compared with $75 million in 2004. At June 30, 2005, the Parent had cash of $858 million compared with cash of $631 million at June 30, 2004 and $739 million at March 31, 2005. Net of commercial paper outstanding, the Parent's cash position at June 30, 2005 was down $121 million compared with June 30, 2004.

The Parent has a back-up line of credit of $275 million with 15 financial institutions. This line of credit matures in October 2006. There were no borrowings under the line of credit at June 30, 2005 and June 30, 2004.

The Parent also has the ability to access the capital markets. At June 30, 2005, the Parent had a shelf registration statement with a capacity of $1.8 billion of debt, preferred stock, preferred trust securities, or common stock. Access to the capital markets is partially dependent on the Company's credit ratings, which as of June 30, 2005 were as follows:

	Parent Commercial Paper	Parent Subordinated Long-Term Debt	Parent Senior Long-Term Debt	The Bank of New York Long-Term Deposits	Outlook
Standard & Poor's	A-1	A	A+	AA-	Stable
Moody's	P-1	A1	Aa3	Aa2	Stable
Fitch	F1+	A+	AA-	AA	Stable

The Parent's major uses of funds are payment of principal and interest on its borrowings, acquisitions, and additional investment in its subsidiaries.

The Parent has $100 million of long-term debt that becomes due in 2005 subsequent to June 30, 2005 and $225 million of long-term debt that is due in 2006. In addition, at June 30, 2005, the Parent has the option to call $231 million of subordinated debt in 2006, which it will call and refinance if market conditions are favorable. The Parent expects to refinance any debt it repays by issuing a combination of senior and subordinated debt.

The Company has $200 million of preferred trust securities that are callable in 2005. These securities qualify as Tier 1 Capital. The Company has not yet decided if it will call these securities. The decision to call will be

based on interest rates, the availability of cash and capital, and regulatory conditions. If the Company calls the preferred trust securities, it expects to replace them with new preferred trust securities or senior or subordinated debt.

Double leverage is the ratio of investment in subsidiaries divided by the Company's consolidated equity plus trust preferred securities. The Company's double leverage ratio at June 30, 2005 and 2004 was 102.3% and 98.63%. The Company's target double leverage ratio is a maximum of 120%. The double leverage ratio is monitored by regulators and rating agencies and is an important constraint on the Company's ability to invest in its subsidiaries to expand its businesses.

Pershing LLC, an indirect subsidiary of the Company, has committed and uncommitted lines of credit in place for liquidity purposes. The committed line of credit of $500 million with five financial institutions matures in March 2006. There were no borrowings against this line of credit during the second quarter of 2005. Pershing LLC has three separate uncommitted lines of credit amounting to $1 billion in aggregate. Average daily borrowing under these lines was $31 million, in aggregate, during the second quarter of 2005.

Pershing Limited, an indirect subsidiary of the Company, has committed and uncommitted lines in place for liquidity purposes. The committed lines of credit of $275 million with four financial institutions matures in April 2006. There were no borrowings against this line of credit during the second quarter of 2005. Pershing Limited has three separate uncommitted lines of credit amounting to $300 million in aggregate. Average daily borrowing under these lines was $144 million, in aggregate, during the second quarter of 2005.

The following comments relate to the information disclosed in the Consolidated Statements of Cash Flows.

Cash used for other operating activities was $0.7 billion for the first six months of 2005, compared with $3.4 billion provided by operating activities through June 30, 2004. The use of funds from operations in 2005 was principally the result of changes in trading activities. The sources of cash flows from operations in 2004 were principally the result of changes in trading and net income.

In the first six months of 2005, cash used for investing activities was $8.3 billion as compared to cash used for investing activities in the first six months of 2004 of $8.4 billion. In the first six months of 2005, purchases of securities available-for-sale and principal disbursed on loans to customers were a significant use of funds. Purchases of securities available-for-sale and change in federal funds purchased and securities sold under resale agreements were the primary use of funds in 2004.

Through June 30, 2005, cash provided by financing activities was $7.8 billion, compared to $4.4 billion in the first six months of 2004. Sources of funds in 2005 include deposits, other borrowed funds, and the issuance of long-term debt. Deposits and other borrowed funds were the primary source of funds in 2004.

CAPITAL RESOURCES

Regulators establish certain levels of capital for bank holding companies and banks, including the Company and the Bank, in accordance with established quantitative measurements. In order for the Parent to maintain its status as a financial holding company, the Bank must qualify as well capitalized. In addition, major bank holding companies such as the Parent are expected by the regulators to be well capitalized. As of June 30, 2005 and 2004, the Company and the Bank were considered well capitalized on the basis of the ratios (defined by regulation) of Total and Tier 1 capital to risk-weighted assets and leverage (Tier 1 capital to average assets), which are shown as follows:

	June 30, 2005		June 30, 2004			Well	Adequately
	Company	Bank	Company	Bank	Company Targets	Capitalized Guidelines	Capitalized Guidelines
Tier 1*	8.07%	8.48%	7.70%	7.32%	7.75%	6%	4%
Total Capital**	12.49	11.74	11.63	11.36	11.75	10	8
Leverage	6.55	6.92	6.00	5.70		5	3-5
Tangible Common Equity ("TCE")	5.26	6.19	4.95	5.31	5.25+	N.A.	N.A.

During the second quarter of 2005 the Company retained $244 million of earnings. Also in the quarter the Company issued $83 million subordinated debt qualifying as Tier II capital. In July 2005, the Company raised its quarterly common stock dividend by 5% to 21 cents per share. During the second quarter, the Company bought back 7.6 million shares and in July 2005 announced a new buyback program of 20 million shares. Buyback activity during the remainder of 2005 will depend on a variety of factors including acquisitions and other balance sheet demands. The Company bought back 2 million shares in July 2005.

The Company's regulatory Tier 1 capital and Total capital ratios were 8.07% and 12.49% at June 30, 2005, compared with 7.70% and 11.63% at June 30, 2004, and 8.13% and 12.54% at March 31, 2005. The regulatory leverage ratio was 6.55% at June 30, 2005, compared with 6.00% at June 30, 2004 and 6.56% at March 31, 2005. The Company's tangible common equity as a percentage of total assets was 5.26% at June 30, 2005, compared with 4.95% at June 30, 2004 and 5.48% at March 31, 2005. The increase in the tangible common equity ratio compared with June 30, 2004 reflects the retention of earnings to restore the capital ratio to its target level following the Pershing acquisition. The decline in the tangible common equity ratio from March 31, 2005 reflects an elevated balance sheet at June 30, which reduced the ratio by about 25 basis points. This ratio varies depending on the size of the balance sheet at quarter-end and the impact of interest rates on unrealized gains and losses among other things. The balance sheet size fluctuates from quarter to quarter based on levels of market activity. In general, when servicing clients are more actively trading securities, deposit balances are higher to finance these activities.

A billion dollar change in assets changes the TCE ratio by 5 basis points while a $100 million change in common equity changes the TCE ratio by 10 basis points.

On March 1, 2005, the Board of Governors of the Federal Reserve System (the "FRB") adopted a final rule that allows the continued limited inclusion of trust preferred securities in the Tier 1 capital of bank holding companies (BHCs). See "Accounting Changes and New Accounting Pronouncements" in the Footnotes to the Consolidated Financial Statements.

The following table presents the components of the Company's risk-based capital at June 30, 2005 and 2004:

(In millions)	2005	2004
Common Stock	$ 9,422	$ 8,777
Preferred Stock	-	-
Preferred Trust Securities	1,150	1,150
Adjustments: Intangibles	(4,273)	(4,159)
Securities Valuation Allowance	-	-
Merchant Banking Investments	(6)	(5)
Tier 1 Capital	6,293	5,763
Qualifying Unrealized Equity Security Gains	-	-
Qualifying Subordinated Debt	2,743	2,174
Qualifying Allowance for Loan Losses	709	763
Tier 2 Capital	3,452	2,937
Total Risk-based Capital	$9,745	$ 8,700
Risk-Adjusted Assets	$78,003	$74,809

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TRADING ACTIVITIES

The fair value and notional amounts of the Company's financial instruments held for trading purposes at June 30, 2005 and 2004 are as follows:

(In millions)	June 30, 2005			2005 Average	
	Notional	Fair Value		Fair Value	
Trading Account	Amount	Assets	Liabilities	Assets	Liabilities
Interest Rate Contracts:					
Futures and Forward Contracts	$ 32,949	$ -	$ -	$ -	$ 5
Swaps	249,997	1,809	923	1,677	831
Written Options	182,793	-	1,425	-	1,337
Purchased Options	143,793	274	-	229	-
Foreign Exchange Contracts:					
Swaps	3,520	-	-	-	-
Written Options	5,732	-	18	-	24
Purchased Options	7,214	32	-	70	-

Commitments to Purchase and Sell Foreign Exchange	75,276	582	545	515	546
Debt Securities	-	3,824	83	3,372	245
Credit Derivatives	1,708	1	4	2	7
Equities	2,023	110	90	126	116
Total Trading Account		$6,632	$ 3,088	$5,991	$ 3,111

	June 30, 2004			2004 Average	
	Notional	Fair Value		Fair Value	
Trading Account	Amount	Assets	Liabilities	Assets	Liabilities
Interest Rate Contracts:					
Futures and Forward Contracts	$ 58,295	$ -	$ 15	$ -	$ 39
Swaps	208,624	1,816	853	1,282	201
Written Options	169,638	-	1,178	-	1,183
Purchased Options	100,969	206	-	99	-
Foreign Exchange Contracts:					
Swaps	2,806	-	-	-	-
Written Options	8,732	-	15	-	21
Purchased Options	10,783	50	-	51	-
Commitments to Purchase and Sell Foreign Exchange	67,333	286	316	206	242
Debt Securities	-	952	74	2,064	83
Credit Derivatives	1,562	2	3	2	7
Equities	1,602	150	122	158	112
Total Trading Account		$3,462	$ 2,576	$3,862	$ 1,888

The Company's trading activities are focused on acting as a market maker for the Company's customers. The risk from these market making activities and from the Company's own positions is managed by the Company's traders and limited in total exposure as described below.

The Company manages trading risk through a system of position limits, a value at risk (VAR) methodology-based on a Monte Carlo simulation, stop loss advisory triggers, and other market sensitivity measures. Risk is monitored and reported to senior management by an independent unit on a daily basis. Based on certain assumptions, the VAR methodology is designed to capture the potential overnight pre-tax dollar loss from adverse changes in fair values of all trading positions. The calculation assumes a one-day holding period for most instruments, utilizes a 99% confidence level, and incorporates the non-linear characteristics of options. The VAR model is used to calculate economic capital, which is allocated to the business units for computing risk-adjusted performance.

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As VAR methodology does not evaluate risk attributable to extraordinary financial, economic or other occurrences, the risk assessment process includes a number of stress scenarios based upon the risk factors in the portfolio and management's assessment of market conditions. Additional stress scenarios based upon historic market events are also tested. Stress tests by their design incorporate the impact of reduced liquidity and the breakdown of observed correlations. The results of these stress tests are reviewed weekly with senior management.

The following table indicates the calculated VAR amounts for the trading portfolio for the periods indicated.

(Dollars in millions)	2nd Quarter 2005			Year-to-date 2005			
	Average	Minimum	Maximum	Average	Minimum	Maximum	6/30/0
Interest rate	$ 2.7	$ 1.9	$ 4.6	$ 2.8	$ 1.9	$ 4.6	$ 2.
Foreign Exchange	2.8	1.6	4.1	1.9	0.4	4.1	2.
Equity	0.6	0.3	1.0	0.7	0.3	1.1	0.
Credit Derivatives	1.8	1.5	2.1	1.7	1.5	2.1	1.
Diversification	(1.4)	NM	NM	(1.4)	NM	NM	(1.
Overall Portfolio	6.5	3.8	9.1	5.7	3.7	9.1	5.

	2nd Quarter 2004			Year-to-date 2004			
	Average	Minimum	Maximum	Average	Minimum	Maximum	6/30/0
Interest rate	$ 5.2	$ 3.0	$ 7.8	$ 4.8	$ 2.2	$ 7.8	$ 3.
Foreign Exchange	1.0	0.4	3.1	1.0	0.4	3.1	2.
Equity	1.6	1.4	2.4	1.4	0.6	2.4	1.
Credit Derivatives	1.7	1.6	2.1	1.9	1.6	2.1	1.
Diversification	(1.9)	NM	NM	(1.3)	NM	NM	(3.
Overall Portfolio	7.6	5.6	12.8	7.8	4.9	12.8	5.

NM - Because the minimum and maximum may occur on different days for different risk components, it is not meaningful to compute a portfolio diversification effect.

During the first half of 2005, interest rate risk generated approximately 39% of average VAR, credit derivatives generated 24% of average VAR, foreign exchange accounted for 27% of average VAR, and equity generated 10% of average VAR. During the second quarter and first six months of 2005, the Company's daily trading loss did not exceed the Company's calculated VAR amounts on any given day.

The following table of total daily revenue or loss captures trading volatility and shows the number of days on which the Company's trading revenues fell within particular ranges during the past year.

Distribution of Revenues

Revenue Range	For the Quarter Ended				
	6/30/05	3/31/05	12/31/04	9/30/04	6/30/04
(Dollars in millions)	Number of Occurrences				
Less than $(2.5)	0	0	0	0	1
$(2.5)~ $ 0	6	1	6	11	11
$ 0 ~ $ 2.5	40	50	49	48	32
$ 2.5 ~ $ 5.0	16	11	8	5	17
More than $5.0	2	0	0	0	3

ASSET/LIABILITY MANAGEMENT

The Company's asset/liability management activities include lending, investing in securities, accepting deposits, raising money as needed to fund assets, and processing securities and other transactions. The market risks that arise from these activities are interest rate risk, and to a lesser degree, foreign exchange risk. The Company's primary market risk is exposure to movements in U.S. dollar interest rates. Exposure to movements in foreign currency interest rates also exists, but to a significantly lower degree. The Company actively manages interest rate sensitivity. In addition to gap analysis, the Company uses earnings simulation and discounted cash flow models to identify interest rate exposures.

An earnings simulation model is the primary tool used to assess changes in pre-tax net interest income. The model incorporates management's assumptions regarding interest rates, balance changes on core deposits, and changes in the prepayment behavior of loans and securities and the impact of derivative financial instruments used for interest rate risk management. These assumptions have been developed through a combination of historical analysis and future expected pricing behavior. These assumptions are inherently uncertain, and, as a result, the earnings simulation model may not precisely estimate net interest income or the impact of higher or lower interest rates on net interest income. Actual results may differ from projected results due to timing, magnitude and frequency of interest rate changes and changes in market conditions and management's strategies, among other factors.

The Company evaluates the effect on earnings by running various interest rate ramp scenarios up and down from a baseline scenario, which assumes no changes in interest rates. These scenarios are reviewed to examine the impact of large interest rate movements. Interest rate sensitivity is quantified by calculating the change in pre-tax net interest income between the scenarios over a 12-month measurement period. The measurement of interest rate sensitivity is the percentage change in net interest income as shown in the following table:

(Dollars in millions)	June 30, 2005		March 31, 2005	
	$	%	$	%
+200 bp Ramp vs. Stable Rate	$ (15)	(0.74)%	$ 5	0.26%
+100 bp Ramp vs. Stable Rate	4	0.20	10	0.50
-100 bp Ramp vs. Stable Rate	(17)	(0.84)	(25)	(1.30)

The 100+ basis point ramp scenario assumes short-term rates rise 25 basis points in each of the next four quarters, while the 200+ ramp scenario assumes a 50 basis point per quarter increase. The 100+ basis point scenario assumes a steepening of the yield curve with 10-year rates rising 113 basis points. The 200+ basis point scenario assumes a flattening of the yield curve with 10-year rates rising only 159 basis points. These scenarios do not reflect strategies that management could employ to limit the impact as interest rate expectations change.

The above table relies on certain critical assumptions including depositors' behavior related to interest rate fluctuations and the prepayment and extension risk in certain of the Company's assets. To the extent that actual behavior is different from that assumed in the models, there could be a change in interest rate sensitivity.

STATISTICAL INFORMATION

THE BANK OF NEW YORK COMPANY, INC.
Average Balances and Rates on a Taxable Equivalent Basis
(Dollars in millions)

	For the three months ended June 30, 2005			For the three months ended June 30, 2004		
	Average Balance	Interest	Average Rate	Average Balance	Interest	Avera Rate
ASSETS						
Interest-Bearing Deposits in Banks (primarily foreign)	$ 9,182	$ 67	2.91%	$ 12,779	$ 78	2.4
Federal Funds Sold and Securities Purchased Under Resale Agreements	5,160	36	2.81	7,340	17	0.9
Margin Loans	6,341	62	3.93	6,495	35	2.1
Loans						
Domestic Offices	22,719	261	4.62	22,236	209	3.7
Foreign Offices	10,141	106	4.19	8,947	62	2.8
Non-Margin Loans	32,860	367	4.49	31,183	271	3.5
Securities						
U.S. Government Obligations	282	2	3.21	479	3	2.4
U.S. Government Agency Obligations	3,804	38	3.95	4,008	33	3.2
Obligations of States and Political Subdivisions	211	4	7.24	235	5	7.9
Other Securities	20,422	206	4.04	18,163	158	3.4
Trading Securities	3,416	39	4.62	2,082	9	1.6
Total Securities	28,135	289	4.12	24,967	208	3.3
Total Interest-Earning Assets	81,678	821	4.04%	82,764	609	2.9
Allowance for Credit Losses	(584)			(629)		
Cash and Due from Banks	2,898			2,842		
Other Assets	16,469			15,396		
TOTAL ASSETS	$ 100,461			$ 100,373		
LIABILITIES AND SHAREHOLDERS' EQUITY						
Interest-Bearing Deposits						
Money Market Rate Accounts	$ 7,075	$ 26	1.48%	$ 6,864	$ 12	0.6
Savings	8,939	24	1.10	9,357	15	0.6
Certificates of Deposit $100,000 & Over	3,065	24	3.10	3,917	12	1.2
Other Time Deposits	868	5	2.18	953	4	1.6
Foreign Offices	26,332	141	2.14	26,568	83	1.2

Total Interest-Bearing Deposits	46,279	220	1.91	47,659	126	1.0
Federal Funds Purchased and Securities Sold Under Repurchase Agreements	1,152	7	2.58	1,612	3	0.6
Payables to Customers and Broker-Dealers	5,984	28	1.90	6,813	12	0.6
Other Borrowed Funds	1,954	25	5.11	2,387	9	1.5
Long-Term Debt	7,485	64	3.41	6,139	30	1.9
Total Interest-Bearing Liabilities	62,854	344	2.20%	64,610	180	1.1
Noninterest-Bearing Deposits	15,260			14,803		
Other Liabilities	13,022			12,256		
Common Shareholders' Equity	9,325			8,704		
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 100,461			$ 100,373		
Net Interest Earnings and Interest Rate Spread		$ 477	1.84%		$ 429	1.8
Net Yield on Interest-Earning Assets			2.34%			2.0

THE BANK OF NEW YORK COMPANY, INC.
Average Balances and Rates on a Taxable Equivalent Basis
(Dollars in millions)

	For the six months ended June 30, 2005			For the six months ended June 30, 2004		
	Average Balance	Interest	Average Rate	Average Balance	Interest	Avera Rate
ASSETS						
Interest-Bearing Deposits in Banks (primarily foreign)	$ 9,502	$ 138	2.93%	$12,235	$ 147	2.4
Federal Funds Sold and Securities Purchased Under Resale Agreements	4,989	64	2.57	7,228	33	0.9
Margin Loans	6,374	117	3.70	6,337	69	2.1
Loans						
Domestic Offices	22,429	507	4.56	21,655	264	2.4
Foreign Offices	10,221	201	3.97	9,074	125	2.7
Non-Margin Loans	32,650	708	4.37	30,729	389	2.5
Securities						
U.S. Government Obligations	320	5	3.12	459	5	2.3
U.S. Government Agency Obligations	3,554	69	3.85	4,154	68	3.2
Obligations of States and Political Subdivisions	205	7	7.29	241	8	6.7
Other Securities	20,054	392	3.91	18,039	311	3.4
Trading Securities	2,943	61	4.20	2,417	24	1.9

Total Securities	27,076	534	3.95	25,310	416	3.2
Total Interest-Earning Assets	80,591	1,561	3.91%	81,839	1,054	2.5
Allowance for Credit Losses	(586)			(654)		
Cash and Due from Banks	3,528			2,907		
Other Assets	16,322			15,934		
TOTAL ASSETS	$ 99,855			$100,026		
LIABILITIES AND SHAREHOLDERS' EQUITY						
Interest-Bearing Deposits						
Money Market Rate Accounts	$ 6,996	$ 47	1.37%	$ 6,736	$ 23	0.6
Savings	8,920	45	1.02	9,253	31	0.6
Certificates of Deposit						
$100,000 & Over	2,973	42	2.85	3,952	24	1.2
Other Time Deposits	883	9	1.97	984	7	1.5
Foreign Offices	25,900	261	2.03	26,201	159	1.2
Total Interest-Bearing Deposits	45,672	404	1.78	47,126	244	1.0
Federal Funds Purchased and Securities Sold Under Repurchase Agreements	1,270	14	2.18	1,612	5	0.6
Other Borrowed Funds	1,890	38	4.03	2,393	18	1.5
Payables to Customers and Broker-Dealers	6,184	53	1.73	6,893	24	0.7
Long-Term Debt	7,047	113	3.21	6,174	60	1.9
Total Interest-Bearing Liabilities	62,063	622	2.02%	64,198	351	1.1
Noninterest-Bearing Deposits	15,389			14,410		
Other Liabilities	13,090			12,805		
Common Shareholders' Equity	9,313			8,613		
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 99,855			$100,026		
Net Interest Earnings and Interest Rate Spread		$ 939	1.89%		$ 703	1.4
Net Yield on Interest-Earning Assets			2.35%			1.7

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OTHER DEVELOPMENTS

On July 1, 2005, the Company acquired Lynch, Jones & Ryan, Inc. ("LJR"), a subsidiary of Instinet Group. LJR is the pioneer and premier provider of commission recapture programs, with over 30 years experience in providing value-added trading services to institutional investors who comprise 1,400 plan sponsor funds, with more than $2.2 trillion in assets. LJR's headquarters are in New York, with regional offices in Chicago, Dallas, and San Francisco and a presence in London, Tokyo and Sydney. The acquisition of

LJR bolsters the Company's position as the leading provider of agency brokerage and commission management services, and reinforces its long-standing commitment to the plan sponsor and institutional fund community around the world.

In June 2005, the Company and Trust Company of Australia Ltd. (Trust) formed a joint venture that will provide securitization trustee and other agency-related services to Australian-based issuers of debt. The new company will combine Trust's strong local infrastructure and market presence with the Company's global experience and expertise to provide a wide range of trustee and agency services. The joint venture, based in Sydney, begin operating in early June 2005. The joint venture presents the Company with a significant opportunity to expand its footprint in Australia and to capitalize on the sizeable growth potential in the securitization market across a variety of asset classes.

In July 2005, the Bank of New York and BHF-BANK established BHF BNY Securities Services GmbH as a jointly held subsidiary. Based in Frankfurt am Main, the new company will market Global Custody (Depotbank) services for German investment companies, and securities custody and settlement services for the national and international direct investments of institutional investors.

In the second quarter of 2005, the Company sold its 28% equity investment in BNY Inter Maritime Bank, a Swiss private bank. The Company did not record a gain or loss on the sale.

In July 2005, the Company signed a definitive agreement to acquire the bond administration business of Marshall & Ilsley Trust Company N.A., and M&I Marshall & Ilsley Bank (together, "M&I"), where they act as bond trustee, paying/fiscal agent master trustee, transfer agent and/or registrar. The transaction involves the acquisition of approximately 560 bond trusteeships and agency appointments, representing $4.8 billion of principal debt outstanding for an estimated 225 clients. The transaction is expected to close in the third quarter of 2005.

In July 2005, the Company raised its quarterly dividend by 5% to 21 cents per share payable August 4, 2005 to shareholders of record on July 26, 2005.

In July 2005, the Company announced that its board of directors has approved a new share buyback program, which authorizes the Company to purchase 20 million shares on the open market.

The Company participates in unconsolidated investments that own real estate qualifying for low income housing tax credits based on Section 42 of the Internal Revenue Code. The Company's share of operating losses generated by these investments is recorded as other income. The Company has historically netted the tax credits generated by these investments against the related operating losses. The Company has reviewed this accounting method and has decided to record these tax credits as a reduction of income tax expense. To provide comparable historical information, the tables below show the restated prior period results. The resulting adjustments did not have an impact on net income.

THE BANK OF NEW YORK COMPANY, INC.
Consolidated Statements of Income
(Dollars in millions, except per share amounts)

(Unaudited)

	March 31, 2004	June 30, 2004	September 30, 2004	December 31, 2004	Year 2004
	For the three months ended				
Interest Income					
Loans	$ 118	$ 272	$ 290	$ 401	$1,080
Margin loans	34	35	40	48	156
Securities					
Taxable	181	180	181	197	741
Exempt from Federal Income Taxes	10	10	10	11	40
	191	190	191	208	781
Deposits in Banks	68	78	77	81	305
Federal Funds Sold and Securities Purchased Under Resale Agreements	16	17	20	27	80
Trading Assets	14	9	11	17	51
Total Interest Income	441	601	629	782	2,453
Interest Expense					
Deposits	118	126	139	164	548
Federal Funds Purchased and Securities Sold Under Repurchase Agreements	3	3	4	6	15
Other Borrowed Funds	9	9	9	25	52
Customer Payables	13	12	14	19	57
Long-Term Debt	30	30	35	41	136
Total Interest Expense	173	180	201	255	808
Net Interest Income	268	421	428	527	1,645
Provision for Credit Losses	12	10	-	(7)	15
Net Interest Income After Provision for Credit Losses	256	411	428	534	1,630
Noninterest Income					
Servicing Fees					
Securities	716	716	685	742	2,858
Global Payment Services	79	83	84	71	317
	795	799	769	813	3,175
Private Client Services and Asset Management Fees	108	113	113	115	448
Service Charges and Fees	96	93	98	98	385
Foreign Exchange and Other Trading Activities	106	100	67	90	364
Securities Gains	33	12	14	18	78
Other	82	39	38	42	200
Total Noninterest Income	1,220	1,156	1,099	1,176	4,650
Noninterest Expense					
Salaries and Employee Benefits	574	570	564	617	2,324
Net Occupancy	81	72	77	75	305
Furniture and Equipment	51	51	51	51	204

Clearing	48	44	39	45	176
Sub-custodian Expenses	22	22	21	22	87
Software	49	50	52	43	193
Communications	24	23	22	23	93
Amortization of Intangibles	8	8	9	9	34
Other	156	172	164	212	706
Total Noninterest Expense	1,013	1,012	999	1,097	4,122
Income Before Income Taxes	463	555	528	613	2,158
Income Taxes	99	184	174	262	718
Net Income	$ 364	$ 371	$ 354	$ 351	$1,440
Per Common Share Data:					
Basic Earnings	$ 0.47	$ 0.48	$ 0.46	$ 0.45	$ 1.87
Diluted Earnings	0.47	0.48	0.46	0.45	1.85
Cash Dividends Paid	0.19	0.20	0.20	0.20	0.79
Diluted Shares Outstanding	778	779	778	780	778

THE BANK OF NEW YORK COMPANY, INC.
Consolidated Statements of Income
(Dollars in millions, except per share amounts)
(Unaudited)

	For the year Ended December 31,				
	2004	2003	2002	2001	2000
Interest Income					
Loans	$ 1,080	$ 1,187	$ 1,452	$ 2,239	$ 2,889
Margin loans	156	86	12	32	21
Securities					
Taxable	741	651	639	463	323
Exempt from Federal Income Taxes	40	48	61	74	63
	781	699	700	537	386
Deposits in Banks	305	150	133	252	273
Federal Funds Sold and Securities Purchased Under Resale Agreements	80	79	51	159	277
Trading Assets	51	129	259	401	531
Total Interest Income	2,453	2,330	2,607	3,620	4,377
Interest Expense					
Deposits	548	507	644	1,392	2,011
Federal Funds Purchased and Securities Sold Under Repurchase Agreements	15	13	29	103	153
Other Borrowed Funds	52	21	65	163	139
Customer Payables	57	30	2	4	-
Long-Term Debt	136	150	202	277	317

Total Interest Expense	808	721	942	1,939	2,620
Net Interest Income	1,645	1,609	1,665	1,681	1,757
Provision for Credit Losses	15	155	685	375	105
Net Interest Income After Provision for Credit Losses	1,630	1,454	980	1,306	1,652
Noninterest Income					
Servicing Fees					
Securities	2,858	2,412	1,896	1,775	1,650
Global Payment Services	317	314	296	291	265
	3,175	2,726	2,192	2,066	1,915
Private Client Services and Asset Management Fees	448	384	344	314	296
Service Charges and Fees	385	375	357	352	360
Foreign Exchange and Other Trading Activities	364	327	234	338	261
Securities Gains	78	35	(118)	154	150
Other	200	149	124	337	120
Total Noninterest Income	4,650	3,996	3,133	3,561	3,102
Noninterest Expense					
Salaries and Employee Benefits	2,324	2,002	1,581	1,593	1,493
Net Occupancy	305	261	230	233	184
Furniture and Equipment	204	185	138	178	108
Clearing	176	154	124	61	36
Sub-custodian Expenses	87	74	70	62	68
Software	193	170	115	90	66
Communications	93	92	65	86	56
Amortization of Goodwill and Intangibles	34	25	8	112	115
Merger and Integration Costs	-	96	-	-	-
Other	706	639	420	404	384
Total Noninterest Expense	4,122	3,698	2,751	2,819	2,510
Income Before Income Taxes	2,158	1,752	1,362	2,048	2,244
Income Taxes	718	595	460	705	815
Net Income	$ 1,440	$ 1,157	$ 902	$ 1,343	$ 1,429
Per Common Share Data:					
Basic Earnings	$ 1.87	$ 1.54	$ 1.25	$ 1.84	$ 1.95
Diluted Earnings	1.85	1.52	1.24	1.81	1.92
Cash Dividends Paid	0.79	0.76	0.76	0.72	0.66
Diluted Shares Outstanding	778	759	728	741	745

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Other 2004 Developments

Other First Quarter Developments in 2004 are summarized in the following table:

(In millions)

Item	Income Statement Caption	Pre-Tax Income	Tax	After-Tax Income
Net Interest Income				
SFAS 13 cumulative lease adjustment - (leasing portfolio)	Net Interest Income	$ (145)	$ 113	$ (32)
Noninterest Income				
Gain on sale of Wing Hang	Other Income	48	(21)	27
Gain on sponsor fund investments	Securities Gains	19	(7)	12
Subtotal-Noninterest Income		67	(28)	39
Noninterest Expense				
Severance tied to relocations	Salaries and Employee Benefits	(10)	4	(6)
Lease terminations	Net Occupancy	(8)	3	(5)
Subtotal-Noninterest Expense		(18)	7	(11)
Total		$ (96)	$ 92	$ (4)

Net interest income in the first quarter of 2004 included an after-tax charge of $32 million resulting from a cumulative adjustment to the leasing portfolio, which was triggered under Statement of Financial Accounting Standards No. 13 "Accounting for Leases" ("SFAS 13") by the combination of a reduction in state and local taxes and a restructuring of the lease portfolio completed in the first quarter. The SFAS 13 adjustment impacts the timing of lease income reported by the Company, and resulted in a reduction in net interest income of $145 million, offset by tax benefits of $113 million.

Noninterest income in the first quarter of 2004 included a $27 million after-tax gain on the sale of a portion of the Company's interest in Wing Hang Bank Limited ("Wing Hang"), a Hong Kong based bank, which was recorded in other income, and $19 million ($12 million after-tax) of higher than anticipated securities gains in the first quarter resulting from realized gains on sponsor fund investments in Kinkos, Inc., Bristol West Holdings, Inc., Willis Group Holdings, Ltd., and True Temper Sports, Inc.

The Company took several actions in the first quarter of 2004 associated with its long-term cost reduction initiatives impacting noninterest expense. These actions included an after-tax severance charge of $6 million related to staff reductions tied to job relocations and a $5 million after-tax charge for terminating high cost leases associated with the staff redeployments.

FORWARD-LOOKING STATEMENTS AND FACTORS THAT COULD AFFECT FUTURE RESULTS

The information presented with respect to, among other things, earnings and revenue outlook, projected business growth, the outcome of legal, regulatory and investigatory proceedings, future loan losses, the Company's plans, objectives and strategies is forward-looking information. Forward-looking statements are the Company's current estimates or expectations of future events or future results.

The Company or its executive officers and directors on behalf of the Company, may from time to time make forward-looking statements. When used in this report, any press release or oral statements, the words "estimate, " "forecast," "project," "anticipate," "target," "expect," "intend," "think," "continue," "seek," "believe," "plan," "goal," "could," "should," "may," "will," "strategy," and words of similar meaning are intended to identify forward-looking statements in addition to statements specifically identified as forward-looking statements.

Forward-looking statements, including the Company's discussions and projections of future results of operations and discussions of future plans contained in Management's Discussion and Analysis and elsewhere in this Form 10-Q, are based on management's current expectations and assumptions and are subject to risks and uncertainties, some of which are discussed herein, that could cause actual results to differ materially from projected results. Forward-looking statements could be affected by a number of factors, some of which by their nature are dynamic and subject to rapid and possibly abrupt changes which the Company is necessarily unable to predict with accuracy, including:

General Business and Economic Conditions and Internal Operations - Disruptions in general economic activity in the United States or abroad to the Company's operational functions or to financial market settlement functions. The economic and other effects of the continuing threat of terrorist activity following the WTC disaster and subsequent U.S. military actions. Changes in customer credit quality, future changes in interest rates, actual and assumed rates of return on pension assets, inflation, rising employee benefit expenses, the effectiveness of management's efforts to control expenses, general credit quality, the levels of economic, capital market, and merger and acquisition activity, consumer behavior, government monetary policy, competition, credit, market and operating risk, and loan demand. The performance of the domestic economy, international economic markets, technological, regulatory and structural changes in the Company's industry, market demand for the Company's products and services, continuation of the trend to investment management outsourcing, the savings rate of individuals, growth of worldwide financial assets, continued globalization of investment activity, and future global political, economic, business and market conditions. Variations in management projections, methodologies used by management to set adequate reserve levels for expected and contingent liabilities, evaluate risk or market forecasts and the actions that management could take in response to these changes.

Continuation of favorable global trends - The Company's businesses benefit from certain global trends, such as the growth of financial assets, creation of new securities, financial services industry consolidation, rapid technological change, globalization of investment activities, structural changes to financial markets, shortened settlement cycles, straight-through processing requirements, and increased demand for outsourcing. These long-term trends all increase the demand for the Company's products and services around the world. However, in the near term, uncertainty surrounding recently adopted regulations and potential legislative and regulatory changes in the securities industry, as well as investigations by various federal and state regulatory agencies, the Department of Justice and state attorney generals, could have an adverse effect on investment activity and the Company.

Acquisitions - Lower than expected performance or higher than expected costs in connection with acquisitions and integration of acquired businesses, acquisitions of businesses with expensive technology components, changes in

relationships with customers, entering new and unfamiliar markets, incurring undiscovered liabilities, incorrectly valuing acquisition candidates, the ability to satisfy customer requirements, retain customers and realize the growth opportunities of acquired businesses and management's ability to achieve efficiency goals.

Competition - Increased competition from other domestic and international banks and financial service companies such as trading firms, broker-dealers and asset managers as well as from unregulated financial services organizations. Rapid technological changes requiring significant and ongoing investments in technology to develop competitive new products and services or adopt new technologies.

Interest rates - The levels of market interest rates, the shape of the yield curve and the direction of interest rate changes all affect net interest income that the Company earns in many different businesses.

Volatility of currency markets - The degree of volatility in foreign exchange rates can affect the amount of foreign exchange trading revenue. While most of the Company's foreign exchange revenue is derived from its securities servicing client base, activity levels are generally higher when there is more volatility. Therefore, the Company benefits from currency volatility.

Dependence on fee-based business - Revenues reflect changes in the volume of financial transactions in the United States and abroad, the level of capital market activity affects processing revenues, changes in asset values affect fees which are based on the value of assets under custody and management, the level of cross-border investing, investor sentiment, the pace of worldwide pension reform and the concomitant creation of new pools of pension assets, the level of debt issuance and currency exchange rate volatility all impact the Company's revenues.

Access to liquidity - If the Company should experience limitations on its access to the funds markets, arising from a loss of confidence of debt purchasers or counterparties in the funds markets in general or the Company in particular, it would adversely affect the Company.

Operational risk and business continuity - The Company continually assesses and monitors operational risk in its businesses. Operational risk is mitigated by formal risk management oversight within the Company as well as by automation, standardized operating procedures, segregation of duties and controls, timely confirmation and reconciliation procedures and insurance. In addition, the Company provides for disaster and business recovery planning for events that could damage the Company's physical facilities, cause delay or disruptions to operational functions, including telecommunications networks, or impair the Company's clients, vendors and counterparties. Events beyond those contemplated in the plans could negatively affect the Company's results of operations.

Reputational and legal risk - Adverse publicity and damage to the Company's reputation arising from its failure or perceived failure to comply with legal and regulatory requirements, financial reporting irregularities involving other large and well known companies and regulatory investigations of the mutual fund industry could affect the Company's ability to attract and retain customers, maintain access to the capital markets or result in suits, enforcement actions, fines and penalties.

Legislative and regulatory environment - Heightened regulatory scrutiny and increased sanctions, changes or potential changes in domestic and international legislation and regulation as well as domestic or international regulatory investigations impose compliance, legal, review and response costs and may allow additional competition, facilitate consolidation of competitors, or attract new competitors into the Company's businesses. The cost of geographically diversifying the Company's facilities to comply with regulatory mandates. The nature of any new capital accords to be adopted by the Basel Committee on Banking Supervision and implemented by the Federal Reserve.

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Taxes - The U.S. Treasury and Internal Revenue Service have taken increasingly aggressive positions against certain corporate investment programs that either reduce or defer taxes. The Company believes that its historic investments have been carefully structured to comply with then current tax law, and received external legal and tax advice confirming the Company's treatment of the investments. Going forward, there may be fewer opportunities to participate in lease investing, tax credit programs and similar transactions that have benefited the Company in the past. This may adversely impact the Company's net interest income and effective tax rate.

The Company has entered into investments that produce synthetic fuel from coal byproducts. Section 29 of the Internal Revenue code provides a tax credit for these types of transactions. The amount of the credit is dependent on the amount of coal produced by these investments. Coal production can be impacted by mine, workforce, transportation, and weather conditions among other factors. The tax credits available under Section 29 of the Internal Revenue Code for the production and sale of synthetic fuel produced in any given year are phased out if the Reference Price of a barrel of oil for that year falls within a specified, inflation-adjusted price range.

The Company estimates that the 2005 phase-out would begin if the entire calendar year 2005 reference prices average above $52 (which corresponds to popularly published spot prices of $56) and the credit would be fully phased out at $65 (which corresponds to popularly published spot prices of $69).

If the Reference Price of a barrel of oil in 2005 or future years exceeds the applicable phase-out threshold for those years, the tax credits generated by the synthetic fuel facilities in those years could be reduced or eliminated.

Acts of terrorism - Acts of terrorism could have a significant impact on the Company's business and operations. While the Company has in place business continuity and disaster recovery plans, acts of terrorism could still damage the Company's facilities and disrupt or delay normal operations, and have a similar impact on the Company's clients, suppliers, and counterparties. Acts of terrorism could also negatively impact the purchase of the Company's products and services to the extent they resulted in reduced capital markets activity or lower asset price levels.

Accounting Principles - Changes in generally accepted accounting principles in the United States that are applicable to the Company could have an impact on the Company's reported results of operations even though they do not have an economic impact on the Company's business.

* * *

This is not an exhaustive list and as a result of variations in any of these factors, actual results may differ materially from any forward-looking statements.

Forward-looking statements speak only as of the date they are made. The Company will not update forward-looking statements to reflect facts, assumptions, circumstances or events which have changed after a forward-looking statement was made.

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Government Monetary Policies

The Federal Reserve Board has the primary responsibility for United States monetary policy. Its actions have an important influence on the demand for credit and investments and the level of interest rates, and thus on the earnings of the Company.

Competition

The businesses in which the Company operates are very competitive. Competition is provided by both unregulated and regulated financial services organizations, whose products and services span the local, national, and global markets in which the Company conducts operations.

A wide variety of domestic and foreign companies compete for processing services. For securities servicing and global payment services, international, national, and regional commercial banks, trust banks, investment banks, specialized processing companies, outsourcing companies, data processing companies, stock exchanges, and other business firms offer active competition. In the private client services and asset management markets, international, national, and regional commercial banks, standalone asset management companies, mutual funds, securities brokerage firms, insurance companies, investment counseling firms, and other business firms and individuals actively compete for business. Commercial banks, savings banks, savings and loan associations, and credit unions actively compete for deposits, and money market funds and brokerage houses offer deposit-like services. These institutions, as well as consumer and commercial finance companies, national retail chains, factors, insurance companies and pension trusts, are important competitors for various types of loans. Issuers of commercial paper compete actively for funds and reduce demand for bank loans.

WEBSITE INFORMATION

The Company makes available on its website, www.bankofny.com:

* Its annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all amendments to these reports as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC,
* Its earnings releases and management conference calls and presentations, and
* Its corporate governance guidelines and the charters of the audit and examining, compensation and organization, and nominating and governance committees of its Board of Directors.

The corporate governance guidelines and committee charters are available in print to any shareholder who requests it. Requests should be sent to The Bank of New York Company, Inc., Corporate Communications, One Wall Street, NY, NY 10286.

THE BANK OF NEW YORK COMPANY, INC.
Consolidated Balance Sheets
(Dollars in millions, except per share amounts)
(Unaudited)

	June 30, 2005	December 31, 2004
Assets		
Cash and Due from Banks	$ 2,957	$ 3,886
Interest-Bearing Deposits in Banks	7,061	8,192
Securities		
Held-to-Maturity (fair value of $2,179 in 2005 and $1,873 in 2004)	2,183	1,886
Available-for-Sale	23,596	21,916
Total Securities	25,779	23,802
Trading Assets at Fair Value	6,632	4,627
Federal Funds Sold and Securities Purchased Under Resale Agreements	7,194	5,708
Loans (less allowance for loan losses of $562 in 2005 and $591 in 2004)	40,119	35,190
Premises and Equipment	1,050	1,097
Due from Customers on Acceptances	120	137
Accrued Interest Receivable	331	285
Goodwill	3,492	3,477
Intangible Assets	785	793
Other Assets	7,543	7,335
Total Assets	$ 103,063	$ 94,529
Liabilities and Shareholders' Equity		
Deposits		
Noninterest-Bearing (principally domestic offices)	$ 18,485	$ 17,442
Interest-Bearing		
Domestic Offices	19,898	18,692
Foreign Offices	25,614	22,587
Total Deposits	63,997	58,721
Federal Funds Purchased and Securities Sold Under Repurchase Agreements	1,415	1,205
Trading Liabilities	3,088	2,873
Payables to Customers and Broker-Dealers	8,647	8,664
Other Borrowed Funds	1,058	533
Acceptances Outstanding	121	139
Accrued Taxes and Other Expenses	4,442	4,452
Accrued Interest Payable	123	113
Other Liabilities (including allowance for lending-related commitments of $148 in 2005 and $145 in 2004)	3,115	2,418
Long-Term Debt	7,586	6,121
Total Liabilities	93,592	85,239
Shareholders' Equity		
Common Stock-par value $7.50 per share, authorized 2,400,000,000 shares, issued		

1,047,761,908 shares in 2005 and 1,044,841,603 shares in 2004	7,858	7,836
Additional Capital	1,820	1,790
Retained Earnings	6,618	6,162
Accumulated Other Comprehensive Income	(24)	(6)
	16,272	15,782
Less: Treasury Stock (276,660,662 shares in 2005 and 266,720,629 shares in 2004), at cost	6,791	6,492
Loan to ESOP (305,261 shares in 2005), at cost	10	-
Total Shareholders' Equity	9,471	9,290
Total Liabilities and Shareholders' Equity	$ 103,063	$ 94,529

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THE BANK OF NEW YORK COMPANY, INC.
Consolidated Statements of Income
(Dollars in millions, except per share amounts)
(Unaudited)

	For the three months ended June 30, 2005	For the three months ended June 30, 2004	For the six months ended June 30, 2005	For the six months ended June 30, 200
Interest Income				
Loans	$ 367	$ 272	$ 708	$ 3
Margin loans	62	35	117	
Securities				
Taxable	233	180	440	3
Exempt from Federal Income Taxes	10	10	19	
	243	190	459	3
Deposits in Banks	67	78	138	1
Federal Funds Sold and Securities Purchased Under Resale Agreements	36	17	64	
Trading Assets	39	9	61	
Total Interest Income	814	601	1,547	1,0
Interest Expense				
Deposits	220	126	404	2
Federal Funds Purchased and Securities Sold Under Repurchase Agreements	7	3	14	
Other Borrowed Funds	25	9	38	
Customer Payables	28	12	53	
Long-Term Debt	64	30	113	
Total Interest Expense	344	180	622	3
Net Interest Income	470	421	925	6

Provision for Credit Losses	5	10	(5)	
Net Interest Income After Provision for Credit Losses	465	411	930	6
Noninterest Income				
Servicing Fees				
Securities	776	716	1,527	1,4
Global Payment Services	76	83	151	1
	852	799	1,678	1,5
Private Client Services and Asset Management Fees	122	113	243	2
Service Charges and Fees	103	93	195	1
Foreign Exchange and Other Trading Activities	103	100	199	2
Securities Gains	23	12	35	
Other	53	39	84	1
Total Noninterest Income	1,256	1,156	2,434	2,3
Noninterest Expense				
Salaries and Employee Benefits	640	570	1,258	1,1
Net Occupancy	82	72	160	1
Furniture and Equipment	51	51	103	1
Clearing	42	44	88	
Sub-custodian Expenses	24	22	47	
Software	55	50	108	
Communications	22	23	45	
Amortization of Intangibles	10	8	18	
Other	197	172	373	3
Total Noninterest Expense	1,123	1,012	2,200	2,0
Income Before Income Taxes	598	555	1,164	1,0
Income Taxes	200	184	387	2
Net Income	$ 398	$ 371	$ 777	$ 7
Per Common Share Data:				
Basic Earnings	$ 0.52	$ 0.48	$ 1.01	$ 0.
Diluted Earnings	0.52	0.48	1.00	0.
Cash Dividends Paid	0.20	0.20	0.40	0.
Diluted Shares Outstanding	772	779	775	7

See accompanying Notes to Consolidated Financial Statements.

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THE BANK OF NEW YORK COMPANY, INC.
Consolidated Statement of Changes in Shareholders' Equity
For the six months ended June 30, 2005
(Dollars in millions)
(Unaudited)

Common Stock	
Balance, January 1	$ 7,836

Issuances in Connection with Employee Benefit Plans		22
Balance, June 30		7,858
Additional Capital		
Balance, January 1		1,790
Issuances in Connection with Employee Benefit Plans		69
Stock Rights Redemption		(39)
Balance, June 30		1,820
Retained Earnings		
Balance, January 1		6,162
Net Income	$ 777	777
Cash Dividends on Common Stock		(321)
Balance, June 30		6,618
Accumulated Other Comprehensive Income		
Balance, January 1		(6)
Change in Fair Value of Securities Available-for-Sale, Net of Taxes of $(7) million	(11)	(11)
Reclassification Adjustment, Net of Taxes of $2 million	3	3
Foreign Currency Translation Adjustment, Net of Taxes of $(1) million	(14)	(14)
Net Unrealized Derivative Gains on Cash Flow Hedges, Net of Taxes of $2 million	5	5
Minimum Pension Liability Adjustment, Net of Taxes of $(1) million	(1)	(1)
Balance, June 30		(24)
Total Comprehensive Income	$ 759	
Less Treasury Stock		
Balance, January 1		6,492
Issued		(29)
Acquired		328
Balance, June 30		6,791
Less Loan to ESOP		
Balance, January 1		-
Loan to ESOP		10
Balance, June 30		10
Total Shareholders' Equity, June 30, 2005		$ 9,471

Consolidated Statements of Cash Flows
(Dollars in millions)
(Unaudited)

	For the six months ended June 30, 2005	2004
Operating Activities		
Net Income	$ 777	$ 735
Adjustments to Determine Net Cash Attributable to Operating Activities:		
Provision for Credit Losses and Losses on Other Real Estate	(5)	22
Depreciation and Amortization	281	234
Deferred Income Taxes	131	21
Securities Gains	(35)	(45)
Change in Trading Activities	(1,977)	2,034
Change in Accruals and Other, Net	110	431
Net Cash (Used for) Provided by Operating Activities	(718)	3,432
Investing Activities		
Change in Interest-Bearing Deposits in Banks	623	(2,377)
Change in Margin Loans	4	(402)
Purchases of Securities Held-to-Maturity	(480)	(946)
Paydowns of Securities Held-to-Maturity	155	105
Maturities of Securities Held-to-Maturity	23	-
Purchases of Securities Available-for-Sale	(8,402)	(7,377)
Sales of Securities Available-for-Sale	2,083	2,318
Paydowns of Securities Available-for-Sale	3,160	4,446
Maturities of Securities Available-for-Sale	1,315	1,162
Net Principal Received (Disbursed) on Loans to Customers	(5,376)	(1,949)
Sales of Loans and Other Real Estate	126	51
Change in Federal Funds Sold and Securities Purchased Under Resale Agreements	(1,486)	(3,262)
Purchases of Premises and Equipment	(42)	(130)
Acquisitions, Net of Cash Acquired	(70)	(87)
Proceeds from the Sale of Premises and Equipment	-	6
Other, Net	19	8
Net Cash Used for Investing Activities	(8,348)	(8,434)
Financing Activities		
Change in Deposits	6,243	4,770
Change in Federal Funds Purchased and Securities Sold Under Repurchase Agreements	210	276
Change in Payables to Customers and Broker-Dealers	(17)	(753)
Change in Other Borrowed Funds	536	380
Proceeds from the Issuance of Long-Term Debt	1,538	107
Repayments of Long-Term Debt	(102)	(101)
Issuance of Common Stock	81	95
Treasury Stock Acquired	(338)	(47)
Cash Dividends Paid	(321)	(301)
Net Cash Provided by Financing Activities	7,830	4,426
Effect of Exchange Rate Changes on Cash	307	(165)
Change in Cash and Due From Banks	(929)	(741)
Cash and Due from Banks at Beginning of Period	3,886	3,843

Cash and Due from Banks at End of Period	$ 2,957	$ 3,102
Supplemental Disclosure of Cash Flow Information		
Cash Paid During the Period for:		
Interest	$ 612	$ 298
Income Taxes	140	246
Noncash Investing Activity		
(Primarily Foreclosure of Real Estate)	-	-

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THE BANK OF NEW YORK COMPANY, INC.
Notes to Consolidated Financial Statements

1. General

The accounting and reporting policies of The Bank of New York Company, Inc., a financial holding company, and its consolidated subsidiaries (the "Company") conform with generally accepted accounting principles and general practice within the banking industry. Such policies are consistent with those applied in the preparation of the Company's annual financial statements.

The accompanying consolidated financial statements are unaudited. In the opinion of management, all adjustments necessary for a fair presentation of financial position, results of operations and cash flows for the interim periods have been made.

2. Accounting Changes and New Accounting Pronouncements

The Company adopted SFAS No. 123, "Accounting for Stock-Based Compensation," in 1995. At that time, as permitted by the standard, the Company elected to continue to apply the provisions of Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees," and accounted for the options granted to employees using the intrinsic value method, under which no expense is recognized for stock options because they were granted at the stock price on the grant date and therefore have no intrinsic value.

On January 1, 2003, the Company adopted the fair value method of accounting for its options under SFAS 123 as amended by SFAS 148 "Accounting for Stock-Based Compensation-Transition and Disclosure". SFAS 148 permits three different methods of adopting fair value: (1) the prospective method, (2) the modified prospective method, and (3) the retroactive restatement method. Under the prospective method, options issued after January 1, 2003 are expensed while all options granted prior to January 1, 2003 are accounted for under APB 25 using the intrinsic value method. Consistent with industry practice, the Company elected the prospective method of adopting fair value accounting.

During the first six months ended June 30, 2005, approximately 6 million options were granted. In the second quarter and first six months of 2005, the Company recorded $13 million and $23 million of stock option expense.

The retroactive restatement method requires the Company's financial statements to be restated as if fair value accounting had been adopted in 1995. The following table discloses the pro forma effects on the Company's net income and earnings per share as if the retroactive restatement method had been adopted.

(Dollars in millions, except per share amounts)	Second Quarter 2005	Second Quarter 2004	Year-to-date 2005	Year-to-date 2004
Reported net income	$ 398	$ 371	$ 777	$ 735
Stock based employee compensation costs, using prospective method, net of tax	8	6	14	11
Stock based employee compensation costs, using retroactive restatement method, net of tax	(11)	(14)	(21)	(30)
Pro forma net income	$ 395	$ 363	$ 770	$ 716
Reported diluted earnings per share	$ 0.52	$ 0.48	$ 1.00	$ 0.94
Impact on diluted earnings per share	-	(0.01)	(0.01)	(0.02)
Pro forma diluted earnings per share	$ 0.52	$ 0.47	$ 0.99	$ 0.92

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The fair value of options granted in 2005 and 2004 were estimated at the grant date using the following weighted average assumptions:

	Second Quarter 2005	Second Quarter 2004	Year-to-date 2005	Year-to-date 2004
Dividend yield	2.95%	2.50%	2.77%	2.50%
Expected volatility	25.00	25.10	25.21	25.00
Risk free interest rates	3.94	3.73	4.18	2.60
Expected options lives	5	5	5	5

On February 1, 2003, the Company adopted FASB Interpretation No. 46 ("FIN 46"), "Consolidation of Variable Interest Entities". This interpretation requires a company that holds a variable interest in an entity to consolidate the entity if the company's interest in the variable interest entity ("VIE") is such that the company will absorb a majority of the VIE's expected losses and/or receives a majority of the entity's expected residual returns. FIN 46 also requires additional disclosures by primary beneficiaries and other significant variable interest holders. The consolidation requirements of FIN 46 applied immediately to VIEs created after January 31, 2003. Various amendments to FIN 46, including FIN 46(R), delayed the effective date for certain previously established entities until the first quarter of 2004. The adoption of FIN 46 and FIN 46(R) did not have a significant impact on the Company's results of operations or financial condition.

As of December 31, 2004, the Company had variable interests in 5 securitization trusts. These trusts are qualifying special-purpose entities, which are exempt from the consolidation requirements of FIN 46. See Footnote "Securitizations" in the 2004 Annual Report.

The most significant impact of FIN 46 and FIN 46(R) was to require that the trusts used to issue trust preferred securities be deconsolidated. As a result, the trust preferred securities no longer represent a minority interest. Under regulatory capital rules, minority interests count as Tier 1 Capital. The Company has $1,150 million of trust preferred securities outstanding.

On March 1, 2005, the Board of Governors of the Federal Reserve System (the "FRB") adopted a final rule that allows the continued limited inclusion of trust preferred securities in the Tier 1 capital of bank holding companies (BHCs). Under the final rule, the Company will be subject to a 15 percent limit in the amount of trust preferred securities that can be included in Tier 1 capital, net of goodwill, less any related deferred tax liability. Amounts in excess of these limits will continue to be included in Tier 2 capital. The final rule provides a five-year transition period, ending March 31, 2009, for application of quantitative limits. Under the transition rules, the Company expects all its trust preferred securities to continue to qualify as Tier 1 capital. Both the Company and the Bank are expected to remain "well capitalized" under the final rule. At the end of the transition period, the Company expects all its current trust preferred securities will continue to qualify as Tier 1 capital.

In May 2004, FASB issued FASB Staff Position No. 106-2, "Accounting and Disclosure Requirements Related to the Medicare Prescription Drug, Improvement and Modernization Act of 2003" ("FSP FAS 106-2"), which supersedes FSP FAS 106-1, in response to the December 2003 enactment of the Medicare Prescription Drug, Improvement and Modernization Act of 2003 ("the Act"). FSP FAS 106-2 provides guidance on the accounting for the effects of the Act for employers that sponsor postretirement health care plans that provide prescription drug benefits. The Company believes that its plans are eligible for the subsidy provided by the Act and adopted FSP FAS 106-2 in the third quarter of 2004 retroactive to January 1, 2004. The adoption of FSP FAS 106-2 did not have a significant impact on the Company's results of operations or financial position.

In September 2004, the FASB issued FASB Staff Position (FSP) EITF 03-1-1, which delaying the recognition and measurement provisions of EITF 03-1 pending

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the issuance of further implementation guidance. Such guidance was also issued in September 2004 in the form of proposed FSP EITF Issue No. 03-1-a, "Implementation Guidance for the Application of Paragraph 16 of EITF Issue No. 03-1" (FSP EITF 03-1-a). At its July 2005 meeting, the FASB decided that they will issue proposed FSP EITF 03-1-a as final. The final FSP, to be re-titled FSP FAS 115-1, "The Meaning of Other-Than-Temporary Impairment and its Application to Certain Investments", requires that a) for each individual impaired security, a company assert its ability and intent to hold to recovery and to designate an expected recovery period in order to avoid recognizing an impairment charge through earnings, b) a company need not make such an assertion for minor impairments caused by changes in interest rate and sector spreads, c) the company must recognize an impairment charge on securities impaired as a result of interest rate and/or sector spreads immediately upon changing their assertion to an intent to sell such security, and d) defines when a change in a company's assertion for one security would not call into question assertions made for other impaired securities. The final FSP is expected to be issued in August 2005 and become effective for other-than-temporary impairment analysis conducted in periods beginning after September 15, 2005. The Company does not expect the adoption of the final standard will have a significant impact on its financial condition or results of operations.

The FASB has issued an exposure draft revising the accounting guidance under SFAS 13 surrounding leveraged leases. The exposure draft modifies existing interpretations of SFAS 13 and associated industry practice. As a result, a settlement of the tax matters associated with the Company's structured leasing investments (see "Commitments and Contingencies" footnote) could result in a material one-time charge to earnings related to a change in the timing of the lease cash flows. However, an amount approximating this one-time charge would be recognized into income over the remaining term of the affected leases. The FASB has indicated it would like to issue a final pronouncement by end of 2005.

In December 2004, the FASB issued FASB Statement No. 123 (revised 2004) ("SFAS 123(R)"), "Share-Based Payment", which is a revision of FASB Statement No. 123, "Accounting for Stock-Based Compensation." FASB 123(R) eliminates the ability to account for share-based compensation transactions using Accounting Principles Board Opinion No. 25 and requires that such transactions be accounted for using a fair value-based method. Statement 123(R) covers a wide range of share-based compensation arrangements including share options, restricted share plans, performance-based awards, share appreciation rights, and employee share purchase plans. In April 2005, the Securities and Exchange Commission ("SEC") issued a release that amends the compliance dates for SFAS 123(R). Under the SEC's new rule, the Company will be required to apply SFAS 123(R) as of January 1, 2006.

SFAS 123(R) may be adopted using one of two methods: (1) A "modified prospective" method in which compensation cost is recognized beginning with the effective date (a) based on the requirements of Statement 123(R) for all share-based payments granted after the effective date and (b) based on the requirements of Statement 123 for all awards granted to employees prior to the effective date of SFAS 123(R) that remain unvested on the effective date. (2) A "modified retrospective" method which includes the requirements of the modified prospective method described above, but also permits entities to restate based on the amounts previously recognized under Statement 123 for purposes of pro forma disclosures either (a) all prior periods presented or (b) prior interim periods of the year of adoption. The Company expects to adopt SFAS 123(R) using the "modified prospective" method.

The Company adopted the fair value method of accounting for stock-based compensation prospectively as of January 1, 2003. By January 1, 2006, the Company will be amortizing all of its unvested stock option grants. Certain of the Company's stock compensation grants vest when the employee retires. SFAS 123(R) will require the completion of expensing of new grants with this feature by the first date the employee is eligible to retire. Currently, the Company generally expense these grants over their stated vesting period.

The Company is currently evaluating the impact of adopting SFAS 123(R).

In July 2005, the FASB issued an Exposure Draft of a proposed Interpretation, "Accounting for Uncertain Tax Positions". The proposed Interpretation clarifies the accounting for uncertain tax positions in accordance with FASB Statement No. 109, "Accounting for Income Taxes". The proposed Interpretation requires that a tax position meet a "probable recognition threshold" for the benefit of the uncertain tax position to be recognized in the financial statements. A tax position that fails to meet the probable recognition threshold will result in either reduction of current or deferred tax asset or receivable, or recording a current or deferred tax liability. The proposed Interpretation also provides guidance on measurement, derecognition of tax benefits, classification, interim period accounting disclosure, and transition requirements in accounting for uncertain tax positions. The proposed Interpretation has a 60-day comment period and shall be effective for all companies as of the first fiscal year ending after December 15, 2005. The Company is assessing the impact of adopting the new pronouncement and is currently unable to estimate its impact on the Company's consolidated financial statements.

The Company participates in unconsolidated investments that own real estate qualifying for low income housing tax credits based on Section 42 of the Internal Revenue Code. The Company's share of operating losses generated by these investments is recorded as other income. The Company has historically netted the tax credits generated by these investments against the related operating losses. In the first quarter of 2005, the Company reviewed this accounting method and determined it was more appropriate to record these tax credits as a reduction of income tax expense. Prior period results for other income and income tax expense have been reclassified and did not have an impact on net income. See "Other Developments."

Certain other prior year information has been reclassified to conform its presentation with the 2005 financial statements.

3. Acquisitions and Dispositions

The Company continues to be an active acquirer of securities servicing and asset management businesses.

The Company has announced 4 acquisitions in 2005. The total acquisition cost in the second quarter and first six months of 2005 was $3 million and $11 million, paid in cash. The Company frequently structures its acquisitions with both an initial payment and a later contingent payment tied to post-closing revenue or income growth. The Company records the fair value of contingent payments as an additional cost of the entity acquired in the period that the payment becomes probable.

Goodwill and the tax-deductible portion of goodwill related to acquisitions in the second quarter and first six months of 2005 was zero. At June 30, 2005, the Company was liable for potential contingent payments related to acquisitions in the amount of $191 million. During the second quarter and the first six months of 2005, the Company paid or accrued $25 million and $34 million for contingent payments related to acquisitions made in prior years. The pro forma effect of the 2005 acquisitions is not material to year-to-date 2005 net income

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In January 2005, the Company acquired certain of the assets and liabilities of Standard & Poor's Securities, Inc. (SPSI), the institutional brokerage subsidiary of Standard & Poor's. The Company will assume SPSI's client relationships and Standard & Poor's research clients will have access to BNY Securities Group's diverse set of execution management platforms and commission management services. The acquisition demonstrates the Company's strategy to work with leading independent providers of research and other financial services.

In March 2005, the Company acquired the execution and commission management services of Boston Institutional Services ("BIS"). Under the terms

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of the agreement, the Company will assume BIS's client relationships for its execution and commission management business.

In July 2005, the Company acquired Lynch, Jones & Ryan, Inc. ("LJR"), a subsidiary of Instinet Group. LJR is the pioneer and premier provider of commission recapture programs, with over 30 years experience in providing value-added trading services to institutional investors who comprise 1,400 plan sponsor funds, with more than $2.2 trillion in assets. The Company's headquarters are in New York, with regional offices in Chicago, Dallas, and San Francisco and a presence in London, Tokyo and Sydney. The acquisition of LJR bolsters the Company's position as a leading provider of agency brokerage and commission management services, and reinforces its long-standing commitment to the plan sponsor and institutional fund community around the world.

In June 2005, the Company and Trust Company of Australia Ltd. (Trust) formed a joint venture that will provide securitization trustee and other agency-related services to Australian-based issuers of debt. The new company will combine Trust's strong local infrastructure and market presence with the Company's global experience and expertise to provide a wide range of trustee and agency services. The joint venture, based in Sydney, begin operating in early June 2005. The joint venture presents the Company with a significant opportunity to expand its footprint in Australia and to capitalize on the sizeable growth potential in the securitization market across a variety of asset classes.

In July 2005, the Bank of New York and BHF-BANK established BHF BNY Securities Services GmbH as a jointly held subsidiary. Based in Frankfurt am Main, the new company will market Global Custody (Depotbank) services for German investment companies, and securities custody and settlement services for the national and international direct investments of institutional investors.

In July 2005, the Company signed a definitive agreement to acquire the bond administration business of Marshall & Ilsley Trust Company N.A., and M&I Marshall & Ilsley Bank (together, "M&I"), where they act as bond trustee, paying/fiscal agent, master trustee, transfer agent and/or registrar. The transaction involves the acquisition of approximately 560 bond trusteeships and agency appointments, representing $4.8 billion of principal debt outstanding for an estimated 225 clients. The transaction is expected to close in the third quarter of 2005.

4. Goodwill and Intangibles

Goodwill by business segment is as follows:

(In millions)

	June 30, 2005	December 31, 2004
Servicing and Fiduciary Businesses	$ 3,352	$ 3,337
Corporate Banking	31	31
Retail Banking	109	109
Financial Markets	-	-
Consolidated Total	$ 3,492	$ 3,477

The Company's business segments are tested annually for goodwill impairment.

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Intangible Assets

June 30, 2005 December 31, 2004

(Dollars in millions)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted Average Amortization Period in Years	Gross Carrying Amount	Accumulated Amortization	Net Carry Amou
Trade Names	$ 370	$ -	$ 370	Indefinite Life	$ 370	$ -	$
Customer Relationships	483	(80)	403	17	474	(65)	
Other Intangible Assets	28	(16)	12	6	41	(27)	

The aggregate amortization expense of intangibles was $10 million and $8 million for the quarters ended June 30, 2005 and 2004, respectively. The aggregate amortization expense of intangibles was $18 million and $16 million for the six months ended June 30, 2005 and 2004, respectively. Estimated amortization expense for the next five years is as follows:

(In millions)	For the Year Ended December 31,	Amortization Expense
	2005	$39
	2006	39
	2007	37
	2008	36
	2009	32

5. Allowance for Credit Losses

The allowance for credit losses is maintained at a level that, in management's judgment, is adequate to absorb probable losses associated with specifically identified loans, as well as estimated probable credit losses inherent in the remainder of the loan portfolio at the balance sheet date. Management's judgment includes the following factors, among others: risks of individual credits; past experience; the volume, composition, and growth of the loan portfolio; and economic conditions.

The Company conducts a quarterly portfolio review to determine the adequacy of its allowance for credit losses. All commercial loans over $1 million are assigned to specific risk categories. Smaller commercial and consumer loans are evaluated on a pooled basis and assigned to specific risk categories. Following this review, senior management of the Company analyzes the results and determines the allowance for credit losses. The Risk Committee of the Company's Board of Directors reviews the allowance at the end of each quarter.

The portion of the allowance for credit losses allocated to impaired loans (nonaccrual commercial loans over $1 million) is measured by the difference between their recorded value and fair value. Fair value is the present value of the expected future cash flows from borrowers, the market value of the loan, or the fair value of the collateral.

Commercial loans are placed on nonaccrual status when collateral is insufficient and principal or interest is past due 90 days or more, or when there is reasonable doubt that interest or principal will be collected. Accrued interest is usually reversed when a loan is placed on nonaccrual status. Interest payments received on nonaccrual loans may be recognized as income or applied to principal depending upon management's judgment. Nonaccrual loans are restored to accrual status when principal and interest are current or they become fully collateralized. Consumer loans are not classified as nonperforming assets, but are charged off and interest accrued is suspended based upon an established delinquency schedule determined by product. Real estate acquired in satisfaction of loans is carried in other assets at the lower of the recorded investment in the property or fair value minus estimated costs to sell.

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Transactions in the allowance for credit losses are summarized as follows:

(In millions)	Three Months Ended June 30, 2005		
	Allowance for Loan Losses	Allowance for Lending-Related Commitments	Allowance for Credit Losses
Balance, Beginning of Period	$ 583	$ 133	$ 716
Charge-Offs	(15)	-	(15)
Recoveries	4	-	4
Net Charge-Offs	(11)	-	(11)
Provision	(10)	15	5
Balance, End of Period	$ 562	$ 148	$ 710

(In millions)	Three Months Ended June 30, 2004		
	Allowance for Loan Losses	Allowance for Lending-Related Commitments	Allowance for Credit Losses
Balance, Beginning of Period	$ 632	$ 158	$ 790
Charge-Offs	(27)	-	(27)
Recoveries	2	-	2
Net Charge-Offs	(25)	-	(25)
Provision	(9)	19	10
Balance, End of Period	$ 598	$ 177	$ 775

(In millions)	Six Months Ended June 30, 2005		
	Allowance for Loan Losses	Allowance for Lending-Related Commitments	Allowance for Credit Losses
Balance, Beginning of Period	$ 591	$ 145	$ 736
Charge-Offs	(26)	-	(26)
Recoveries	5	-	5
Net Charge-Offs	(21)	-	(21)
Provision	(8)	3	(5)
Balance, End of Period	$ 562	$ 148	$ 710

(In millions)	Six Months Ended June 30, 2004		
	Allowance for Loan Losses	Allowance for Lending-Related Commitments	Allowance for Credit Losses
Balance, Beginning of Period	$ 668	$ 136	$ 804
Charge-Offs	(56)	-	(56)
Recoveries	5	-	5
Net Charge-Offs	(51)	-	(51)
Provision	(19)	41	22
Balance, End of Period	$ 598	$ 177	$ 775

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6. Capital Transactions

The Company has 5 million authorized shares of Class A preferred stock having a par value of $2.00 per share. At June 30, 2005 and December 31, 2004, 3,000 shares were outstanding.

During the quarter ended June 30, 2005, the Company issued $83 million subordinated debt qualifying as Tier II capital.

At June 30, 2005, the Company had registration statements with a remaining capacity of approximately $1.8 billion of debt, preferred stock, preferred trust securities, or common stock.

7. Earnings Per Share

The following table illustrates the computations of basic and diluted earnings per share:

(Dollars in millions, except per share amounts)	Three Months Ended June 30,		Six Months Ended June 30,	
	2005	2004	2005	2004
Net Income (1)	$ 398	$ 371	$ 777	$ 735
Basic Weighted Average Shares Outstanding	765	772	768	771
Shares Issuable Due to Employee Stock Compensation	7	7	7	7
Diluted Weighted Average Shares Outstanding	772	779	775	778
Basic Earnings Per Share:	$ 0.52	$ 0.48	$ 1.01	$ 0.95

Diluted Earnings Per Share:	0.52	0.48	1.00	0.94

(1) Net Income, net income available to common shareholders and diluted net income are the same for all periods presented.

8. Employee Benefit Plans

The components of net periodic benefit cost are as follows:

	Pension Benefits								Healthcare Benefits		
	Three Months Ended June 30,				Six Months Ended June 30,				Three Months Ended June 30,		Six Month June 3
	Domestic		Foreign		Domestic		Foreign				
(In millions)	2005	2004	2005	2004	2005	2004	2005	2004	2005	2004	2005
Net Periodic Cost (Income)											
Service Cost	$ 16	$ 12	$ 2	$ 2	$ 32	$ 24	$ 4	$ 4	$ -	$ -	$ -
Interest Cost	14	13	2	2	28	26	5	4	2	3	4
Expected Return on Assets	(30)	(33)	(3)	(2)	(60)	(66)	(6)	(4)	(2)	(2)	(4)
Other	4	1	1	1	9	2	1	2	2	2	4
Net Periodic Cost (Income)	$ 4	$ (7)	$ 2	$ 3	$ 9	$(14)	$ 4	$ 6	$ 2	$ 3	$ 4

9. Income Taxes

The statutory federal income tax rate is reconciled to the Company's effective income tax rate below:

	Six months ended June 30,	
	2005	2004
Federal Rate	35.0%	35.0%
State and Local Income Taxes,		
Net of Federal Income Tax Benefit	3.7	(2.6)
Nondeductible Expenses	0.2	0.2
Credit for Synthetic Fuel Investments	(1.7)	(1.2)
Credit for Low-Income Housing Investments	(2.0)	(2.0)
Tax-Exempt Income From Municipal Securities	(0.2)	(0.2)
Other Tax-Exempt Income	(1.1)	(1.2)
Foreign Operations	0.1	0.8
Leveraged Lease Portfolio	(0.2)	(0.7)
Tax Reserve - LILO Exposure	0.2	0.5
Other - Net	(0.7)	(0.8)
Effective Rate	33.3%	27.8%

10. Commitments and Contingent Liabilities

In the normal course of business, various commitments and contingent liabilities are outstanding which are not reflected in the accompanying consolidated balance sheets. Management does not expect any material losses to result from these matters.

A summary of the notional amount of the Company's off-balance-sheet credit transactions, net of participations, at June 30, 2005 and December 31, 2004 follows:

Off-Balance-Sheet Credit Risks

(In millions)	June 30, 2005	December 31, 2004
Lending Commitments	$ 34,662	$ 34,834
Standby Letters of Credit, net	9,757	9,507
Commercial Letters of Credit	1,448	1,264
Securities Lending Indemnifications	281,668	232,025

The total potential loss on undrawn commitments, standby and commercial letters of credit, and securities lending indemnifications is equal to the total notional amount if drawn upon, which does not consider the value of any collateral. Since many of the commitments are expected to expire without being drawn upon, the total amount does not necessarily represent future cash requirements.

In securities lending transactions, the Company generally requires the borrower to provide 102% cash collateral which is monitored on a daily basis, thus reducing credit risk. Securities lending transactions are generally entered into only with highly-rated counterparties. At June 30, 2005 and December 31, 2004, securities lending indemnifications were secured by collateral of $288.2 billion and $233.0 billion.

The notional amounts for other off-balance-sheet risks express the dollar volume of the transactions; however, credit risk is much smaller. The Company performs credit reviews and enters into netting agreements to minimize the credit risk of foreign currency and interest rate risk management products. The Company enters into offsetting positions to reduce exposure to foreign exchange and interest rate risk.

Standby letters of credit principally support corporate obligations and include $0.9 billion and $0.5 billion that were collateralized with cash and securities on June 30, 2005 and December 31, 2004. At June 30, 2005, approximately $6.8 billion of the standbys will expire within one year, and the balance between one to five years.

Other

In the ordinary course of business, the Company makes certain investments that have tax consequences. From time to time, the IRS may question or challenge the tax position taken by the Company. The Company engaged in certain types of structured leasing investments, referred to as "LILOs", prior to mid-1999 that the IRS has challenged. In 2004, the IRS proposed adjustments to the Company's tax treatment of these transactions. The Company believes that its tax position related to these transactions was proper based upon applicable statutes, regulations and case law in effect at the time the transactions were entered into. However, a court or other judicial or administrative authority, if presented with the transactions, could disagree.

Beginning in the fourth quarter of 2004, the Company had several appellate conferences with the IRS related to the Company's cross-border leveraged lease transactions. Negotiations have continued during the first half of 2005. Based on these negotiations, the Company believes it is likely it will settle the proposed IRS tax adjustments relating to transactions closed in 1996 and 1997. However, negotiations are not final and it remains possible that the matter will be litigated. The Company's 1998 leveraged lease transactions are in a later audit cycle and thus are unlikely to be part

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of any settlement of the 1996 and 1997 leases. However, the Company believes that a comparable settlement for 1998 will ultimately be possible given the similarity between these leases and the earlier leases.

On February 11, 2005, the IRS released Notice 2005-13 which identified certain lease investments known as "SILOs" as potentially subject to IRS challenge. The Company believes that certain of its lease investments entered into between 1999 and 2004 may be consistent with transactions described in the notice. In response, the Company is reviewing its lease portfolio and evaluating the technical merits of the IRS' position. Although it is likely the IRS will challenge the tax benefits associated with these leases, the Company remains confident that its leases complied with statutory, administration and judicial authority existing at that time.

The Company currently believes it has adequate tax reserves to cover its LILO exposure for all years and any other potential tax exposures the IRS could raise, based on a probability assessment of various potential outcomes. Probabilities and outcomes are reviewed as events unfold, and adjustments to the reserves are made when necessary.

In the ordinary course of business, the Company and its subsidiaries are routinely defendants in or parties to a number of pending and potential legal actions, including actions brought on behalf of various classes of claimants, and regulatory matters. Claims for significant monetary damages are asserted in certain of these actions and proceedings. Due to the inherent difficulty of predicting the outcome of such matters, the Company cannot ascertain what the eventual outcome of these matters will be; however, based on current knowledge and after consultation with legal counsel, the Company does not believe that judgments or settlements, if any, arising from pending or potential legal actions or regulatory matters, either individually or in the aggregate, will have a material adverse effect on the consolidated financial position or liquidity of the Company although they could have a material effect on net income for a given period. The Company intends to defend itself vigorously against all of the claims asserted in these matters.

See discussion of contingent legal matters in the "Legal Proceedings" section.

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QUARTERLY REPORT ON FORM 10-Q
THE BANK OF NEW YORK COMPANY, INC.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended June 30, 2005

Commission file number 001-06152

THE BANK OF NEW YORK COMPANY, INC.
Incorporated in the State of New York
I.R.S. Employer Identification No. 13-2614959
Address: One Wall Street
New York, New York 10286
Telephone: (212) 495-1784

As of June 30, 2005, The Bank of New York Company, Inc. had 770,795,985 shares of common stock ($7.50 par value) outstanding.

The Bank of New York Company, Inc. (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 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.

The registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

The following sections of the Financial Review set forth in the cross-reference index are incorporated in the Quarterly Report on Form 10-Q.

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ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

The Company's Disclosure Committee, whose members include the Chief Executive Officer and Chief Financial Officer, has responsibility for ensuring that there is an adequate and effective process for establishing, maintaining, and evaluating disclosure controls and procedures which are designed to ensure that information required to be disclosed by the Company in its SEC reports is timely recorded, processed, summarized and reported. In addition, the Company has established a Code of Conduct designed to provide a statement of the values and ethical standards to which the Company requires its employees and directors to adhere. The Code of Conduct provides the framework for maintaining the highest possible standards of professional conduct. The Company also maintains an ethics hotline for employees.

As of the end of the period covered by this report, an evaluation was carried out under the supervision and with the participation of the Company's management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures as defined in Exchange Act Rule 13a-15(e) and 15d-15(e). Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective.

Changes in Internal Control Over Financial Reporting

In the ordinary course of business, the Company may routinely modify, upgrade and enhance its internal controls and procedures for financial reporting. However, there have not been any changes in the Company's internal controls over financial reporting as defined in Exchange Act Rule 13a-15(f) and 15d-15(f) during the fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

In the ordinary course of business, the Company and its subsidiaries are routinely defendants in or parties to a number of pending and potential legal actions, including actions brought on behalf of various classes of claimants, and regulatory matters. Claims for significant monetary damages are asserted in certain of these actions and proceedings. In regulatory enforcement matters, claims for disgorgement and the imposition of penalties and/or other remedial sanctions are possible. Due to the inherent difficulty of predicting the outcome of such matters, the Company cannot ascertain what the eventual outcome of these matters will be; however, based on current knowledge and after consultation with legal counsel, the Company does not believe that judgments or settlements, if any, arising from pending or potential legal actions or regulatory matters, either individually or in the aggregate, will have a material adverse effect on the consolidated financial position or liquidity of the Company although they could have a material effect on net income for a given period. The Company intends to defend itself vigorously against all of the claims asserted in these legal actions.

The Company continues to cooperate with the previously disclosed investigation by law enforcement authorities, principally by The United States Attorney's Office for the Southern District of New York (the "SDNY"), into funds transfer activities in certain accounts at the Bank, primarily involving wire transfers from Russian and other sources in Eastern Europe, as well as certain other matters involving the Bank and its affiliates. The SDNY has proposed to resolve its investigation through an agreement between the Bank and the SDNY. The Bank is reviewing the SDNY's proposal. There can be no assurance that an agreement will be reached.

As previously disclosed, the U.S. Attorney's office for the Eastern District of New York (the "EDNY") is conducting an investigation of an alleged

fraudulent scheme by RW Professional Leasing Services Corp. ("RW"), a former customer of a Long Island branch of the Bank. The Bank continues to cooperate fully with the investigation. The EDNY has proposed to resolve its investigation through an agreement between the Bank and the EDNY. While the Company expects to reach an agreement with the EDNY, there can be no assurance that such an agreement will be reached.

The Company is broadly involved in the mutual fund industry, and various governmental and self-regulatory agencies have sought documents and other information from it in connection with investigations relating to that industry. The Company is cooperating with these investigations. One of these investigations, by the U.S. Securities and Exchange Commission ("SEC"), concerns the relationship between: (1) the BNY Hamilton Funds, Inc., a family of mutual funds; (2) the Company, which acts as the investment adviser to the Hamilton Funds and provides certain other services; and (3) a third-party service provider that acts as administrator and principal underwriter of the Hamilton Funds. This investigation principally concerns the appropriateness of certain expenditures made in connection with marketing and distribution of the Hamilton Funds. Another SEC investigation has focused on possible market-timing transactions cleared by Pershing LLC ("Pershing"), a wholly owned subsidiary of the Company, for Mutuals.com and other introducing brokers.

Pershing, which was acquired from Credit Suisse First Boston (USA), Inc. ("CSFB") in May 2003, is defending three putative class action lawsuits filed against CSFB seeking unspecified damages relating to mutual fund market-timing transactions that were cleared through Pershing's facilities. Because the conduct at issue is alleged to have occurred largely during the period that Pershing was owned by CSFB, the Company had made a claim for indemnification against CSFB relating to these lawsuits under the agreement relating to the acquisition of Pershing. CSFB is disputing this claim for indemnification.

As previously disclosed, the SEC has sought documents and other information from the Company in connection with investigations relating to its issuer services business. The Company continues to cooperate with these investigations. Those investigations have focused primarily on (i) the Company's role as transfer agent on behalf of equity issuers in the United States and the process used by the Company's stock transfer division to search for lost security holders of its issuer clients; and (ii) the Company's role as auction agent in connection with auction rate securities issued by various issuers. The Company has entered into settlement negotiations with the SEC staff concerning the transfer agent investigation and believes that these discussions will result in a resolution of this investigation. There can be no assurance that a settlement will be reached.

Item 2. Changes in Securities, Use of Proceeds, and Issuer Purchases of Equity Securities

Shares of the Company's common stock were issued in the following transactions exempt from registration under the Securities Act of 1933 pursuant to Section 4(2) thereof:

(a) On June 15, 2005, 9,600 shares of common stock were issued to serving non-employee directors as part of their annual retainer.

(c) Under its stock repurchase program, the Company buys back shares from time to time. The following table discloses the Company's repurchases of the Company's common stock made during the second quarter of 2005.

Issuer Purchases of Equity Securities

Period		Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares That May be Repurchased Under the Plans or Programs
April	1-30	3,737,220	$ 28.90	3,737,220	5,394,555
May	1-31	799,187	28.78	799,187	4,595,368
June	1-30	3,101,396	29.18	3,101,396	1,493,972
Total		7,637,803		7,637,803	

All shares were repurchased through the Company's stock repurchase program, which was announced on November 12, 2002 and permits the repurchase of 16 million shares. The shares repurchased in May and June primarily resulted from open market purchases, while 3.7 million shares were repurchased in April in a single transaction. On July 12, 2005, the Company announced that its board of directors has approved a new share buyback program, which authorizes the Company to purchase 20 million shares on the open market.

Item 4. Submission of Matters to Vote of Security Holders

The Company held its annual meeting on April 12, 2005 at The Bank of New York at 101 Barclay St. in New York, New York. The shareholders:

(1) elected thirteen persons to serve as directors of the Company;

(2) ratified the appointment of Ernst & Young LLP as the Company's independent public accountants for 2005;

(3) defeated a shareholder proposal with respect to cumulative voting;

(4) defeated a shareholder proposal with respect to executive compensation.

The number of votes cast for, against or withheld, and the number of abstentions with respect to each such matter is set forth below, as are the number of broker non-votes, where applicable. Pursuant to New York law, abstentions and broker non-votes are not counted toward the election of directors.

	FOR	AGAINST/ WITHHELD	ABSTAINED	BROKER NON-VOTES
(1) Election of Directors:				
Frank J. Biondi, Jr.	645,480,947	21,776,540		
Nicholas M. Donofrio	645,996,963	21,260,524		
Gerald L. Hassell	645,703,930	21,553,557		
Richard J. Kogan	645,501,117	21,756,370		
Michael J. Kowalski	643,302,133	23,955,354		
John A. Luke, Jr.	645,527,267	21,730,220		
John C. Malone	593,209,930	74,047,557		
Paul Myners	643,333,399	23,924,088		
Catherine A. Rein	640,985,846	26,271,641		
Thomas A. Renyi	642,924,505	24,332,982		
William C. Richardson	645,699,199	21,558,288		
Brian L. Roberts	639,459,781	27,797,706		
Samuel C. Scott III	645,981,402	21,276,085		
(2) Ratification of Auditors	649,129,534	12,752,077	5,375,876	
(3) Approval of Shareholder Proposal With Respect to Cumulative Voting	276,353,290	279,367,355	9,637,939	101,898,903
(4) Approval of Shareholder Proposal With Respect to Executive Compensation	36,809,908	519,043,452	9,505,224	101,898,903

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Item 6. Exhibits

Exhibit 10(i)* - Employee Severance Agreement dated July 1, 2005;
Exhibit 12 - Ratio of Earnings to Fixed Charges for the Three Months and Six Months Ended June 30, 2005 and 2004;
Exhibit 31 - Certification of Chairman and Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002;
Exhibit 31.1 - Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002;
Exhibit 32 - Certification of Chairman and Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002; and
Exhibit 32.1 - Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* Constitutes a Management Contract or Compensatory Plan or Arrangement

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SIGNATURE

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

THE BANK OF NEW YORK COMPANY, INC.
(Registrant)

Date: August 3, 2005

By: /s/ Thomas J. Mastro
Name: Thomas J. Mastro
Title: Comptroller

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EXHIBIT INDEX

Exhibit	Description
10 (i)	Employee Severance Agreement dated July 1, 2005.
12	Ratio of Earnings to Fixed Charges for the Three Months and Six Months Ended June 30, 2005 and 2004.
31	Certification of Chairman and Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.1	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification of Chairman and Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.