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BANK OF NEW YORK CO INC

Form 424B3

May 16, 2006

Filed under Rule 424 (b) (3), Registration Statement No. 333-103003,
333-103003-01, 333-103003-02, and 333-103003-03
Pricing Supplement No. 138 - dated May 12, 2006
(To prospectus dated August 10, 2004 and
prospectus supplement dated August 10, 2004)

The Bank of New York Company, Inc. [LOGO]

The Bank of New York Company, Inc.

\$529,297,000

The Bank of New York Company, Inc. CoreNotes(Registered Service Mark)

CUSIP Number	Aggregate Principal Amount	Price to Public(1)	Purchasing Agent's Discount(1)	Proceeds Before Expenses(1)
0640P1GY3	\$3,536,000	100%	2.00%	98.00%

Interest Rate Per Annum	Interest Payment Frequency	Stated Maturity Date	Survivor's Option
6.20%	Semiannual	05/17/2021	YES

Senior Subordinated Medium-Term Notes Series F

Interest Payment Dates: The 15th day of May and November of each year commencing 11/15/2006.

Redemption Information: Redeemable at the option of The Bank of New York Company, Inc. on 05/15/2009 and each Interest Payment Date thereafter, at a price equal to 100% on 30 calendar days notice.

CUSIP Number	Aggregate Principal Amount	Price to Public(1)	Purchasing Agent's Discount(1)	Proceeds Before Expenses(1)
0640P1GZ0	\$3,134,000	100%	2.50%	97.50%

Interest Rate Per Annum	Interest Payment Frequency	Stated Maturity Date	Survivor's Option
6.25%	Semiannual	05/15/2031	YES

Senior Subordinated Medium-Term Notes Series F

Interest Payment Dates: The 15th day of May and November of each year

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commencing 11/15/2006.
Redemption Information: Redeemable at the option of The Bank of New York Company, Inc. on 05/15/2011 and each Interest Payment Date thereafter, at a price equal to 100% on 30 calendar days notice.

The Bank of New York Company, Inc.
One Wall Street
New York, New York 10286

Trade Date: 05/12/2006
Issue Date: 05/17/2006
Minimum Denominations/Increments: \$1,000/\$1,000
Original Issue Discount: No
All trades settle without accrued interest and clear SDFS: DTC Book-Entry only
Merrill Lynch DTC Participant Number: 161

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

(1) Expressed as a percentage of the aggregate principal amount

"CoreNotes(Registered Service Mark)" is a registered service mark of Merrill Lynch & Co., Inc.

Merrill Lynch & Co.
Purchasing Agent
Acting as Principal

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