

One Wall Street, New York, N.Y. 10286

September 9, 2005

Technical Director
File Reference 125-001
Financial Accounting Standards Board
401 Merritt 7
P.O. Box 5116
Norwalk, Connecticut 06856-5116

Dear Board Members:

The Bank of New York Company, Inc. (the "Company"), a global financial institution appreciates the opportunity to comment on the Financial Accounting Standards Board's (the "FASB" or "Board") Proposed Interpretation, "*Accounting for Uncertain Tax Positions*" an interpretation of FASB Statement 109 (the "Proposed Interpretation"). The Company's comments for the Proposed Interpretation are as follows:

Dual Recognition-Derecognition Threshold

In the Proposed Interpretation, paragraph B17 states that a dual recognition-derecognition threshold is required for tax positions. *Probable* as defined in paragraph 3(a) of FASB Statement No. 5, *Accounting for Contingencies* ("FAS 5") is used as the appropriate threshold for recognition of tax positions and *more likely than not* criteria as the derecognition criteria. Under the Proposed Interpretation, a taxable enterprise can only recognize the financial statement effects of a tax position when the position is *probable* of being sustained on audit by taxing authorities. The Company believes that using the word *probable* has a higher confidence level than *more likely than not* and coupled with constraints as indicated in paragraph 7 of FAS 109 (i.e. attribution of taxes to individual items and events is arbitrary and, except in the simplest situations requires estimates and approximations), could possibly result in an over statement of tax liabilities.

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Furthermore, the Company agrees with the FASB's initial decision noted in paragraph 95 of FAS 109 on rejecting the use of the word *probable* as defined in FAS 5 for purpose of measurement of a deferred tax and its initial decision not to use the *Affirmative Judgment Approach* (i.e. recognizing deferred tax asset if it is *probable* that the asset will be realized) as stated in paragraph 95(a) of FAS 109. The Company would encourage the FASB to reconsider using a dual recognition-derecognition threshold and use of the word *probable* as defined in FAS 5. The Company believes that *the more likely than not* threshold criterion along with a fair value measurement of a company's tax liability is appropriate for both recognition and derecognition of tax position.

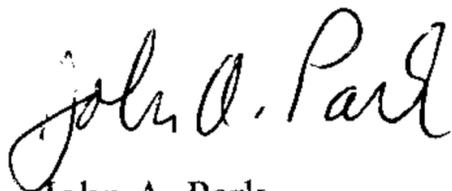
Measurement

The Company does not agree with the FASB's position in the Proposed Interpretation that the best estimate of the amount that would be sustained on audit should be recognized. The Company believes an expected value computation should be made as a way to record fair value.

Effective Date

Given the late date in 2005 that the Proposed Interpretation will be issued, the Proposed Interpretation's effective date as of the end of the first fiscal year ending after December 15, 2005 would not allow the Company sufficient time to evaluate its tax position. The Company would encourage the FASB to move the Proposed Interpretation's effective date to no earlier than January 1, 2007.

Sincerely,



John A. Park
Managing Director
Corporate Finance and Accounting Policy