

BANK OF NEW YORK CO INC  
Form 8-K  
April 01, 2003

---

# **SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

---

## **FORM 8-K**

### **CURRENT REPORT**

**Pursuant to Section 13 or 15 (d) of  
the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event  
reported): March 28, 2003**

---

**THE BANK OF NEW YORK COMPANY, INC.**

**(exact name of registrant as specified in its charter)**

Edgar Filing: BANK OF NEW YORK CO INC - Form 8-K

New York

(State or other jurisdiction of incorporation)

**1-6152**  
(Commission file number)

**13-2614959**  
(I.R.S. employer  
identification number)

**One Wall Street, New York, NY**  
(Address of principal  
executive offices)

**10286**  
(Zip code)

**212-495-1784**  
(Registrant's telephone number,  
including area code)

---

**Item 5 Other Events**

Ten exhibits are filed herewith in connection with the Registration Statement on Form S-3 (File Nos. 333-103003, 333-103003-01, 333-103003-02, 333-103003-03, 333-103003-04) filed by The Bank of New York Company, Inc. (the Company) with the Securities and Exchange Commission covering the Company's Senior Subordinated Medium-Term Notes, Series F and Senior Medium-Term Notes Series E (collectively, the Notes), issuable under an Indenture, dated as of October 1, 1993 between the Company and J.P. Morgan Trust Company (the Senior Subordinated Indenture) and an Indenture, dated as of July 18, 1991 between the Company and Deutsche Bank Trust Company Americas, respectively (the Senior Indenture).

**Item 7 Financial Statements, Pro Forma Financial Information and Exhibits**

(c) Exhibits

The following exhibits are filed herewith:

- 1.1 Distribution Agreement, dated June 26, 2002 among the Registrant and Banc of America Securities LLC, Credit Suisse First Boston Corporation, Goldman, Sachs & Co., J.P. Morgan Securities Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. Incorporated, Salomon Smith Barney Inc., UBS Warburg LLC and BNY Capital Markets, Inc., as Agents, incorporated by reference to Exhibit 1.3 to the Company's registration statement on Form S-3 File No. 333-103003, 333-103003-01, 333-103003-02, 333-103003-03, 333-103003-04.
- 1.2 Distribution Agreement, dated March 28, 2003 between the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as Agent.

- 4.1 Form of the Company's Global Medium Term Fixed Rate Note, incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated June 26, 2002.
- 4.2 Form of the Company's Global Medium Term Floating Rate Note, incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K dated June 26, 2002.
- 4.3 Officers' Certificate dated June 26, 2002 pursuant to Sections 201 and 301 of the Senior Subordinated Indenture, incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K dated June 26, 2002.
- 4.4 Officers' Certificate dated June 26, 2002 pursuant to Sections 201 and 301 of the Senior Indenture, incorporated by reference to Exhibit 4.4 to the Company's Current Report on Form 8-K dated June 26, 2002.
- 4.5 Officers' Certificate dated March 28, 2003 pursuant to Section 301 of the Senior Subordinated Indenture.
- 4.6 Officers' Certificate dated March 28, 2003 pursuant to Section 301 of the Senior Indenture.
- 5.1 Opinion of Paul A. Immerman, Esq.
- 23.1 Consent of Paul A. Immerman, Esq. (included in Exhibit 5).

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.

Date: April 1, 2003

The Bank of New York Company,  
Inc.

By: /s/ THOMAS J.  
MASTRO

---

Name: Thomas J. Mastro

Title: Comptroller

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Distribution Agreement, dated June 26, 2002 among the Registrant and Banc of America Securities LLC, Credit Suisse First Boston Corporation, Goldman, Sachs & Co., J.P. Morgan Securities Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. Incorporated, Salomon Smith Barney Inc., UBS Warburg LLC and BNY Capital Markets, Inc., as Agents, incorporated by reference to Exhibit 1.3 to the Company's registration statement on Form S-3 File No. 333-103003, 333-103003-01, 333-103003-02, 333-103003-03, 333-103003-04.
1.2	Distribution Agreement dated March 28, 2003 between the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as Agent.
4.1	Form of Registrant's Global Medium-Term Fixed Rate Note, incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated June 26, 2002.
4.2	Form of Registrant's Global Medium-Term Floating Rate Note, incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K dated June 26, 2002.
4.3	Officers' Certificate dated June 26, 2002 pursuant to Section 301 of the Senior Subordinated Indenture, incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K dated June 26, 2002.
4.4	Officers' Certificate dated June 26, 2002 pursuant to Section 301 of the Senior Indenture, incorporated by reference to Exhibit 4.4 to the Company's Current Report on Form 8-K dated June 26, 2002.

<b>Exhibit No.</b>	<b>Description</b>
4.5	Officers Certificate dated March 28, 2003 pursuant to Section 301 of the Senior Subordinated Indenture.
4.6	Officers Certificate dated March 28, 2003 pursuant to Section 301 of the Senior Indenture.
5.1	Opinion of Paul A. Immerman, Esq.
23.1	Consent of Paul A. Immerman, Esq. (included in Exhibit 5)