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BANK OF NEW YORK CO INC

Form 424B2

November 06, 2006

Filed under Rule 424 (b) (2), Registration Statement No. 333-134738, 333-134738-01, 333-134738-02, 333-134738-03, 333-134738-04 and 333-134738-05

Pricing Supplement No. 21 Subject to Completion - dated November 6, 2006  
(To prospectus dated June 5, 2006 and prospectus supplement dated June 15, 2006)

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

The Bank of New York Company, Inc.  
\$1,000,000,000

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)
0640P1KA0	TBD	100%	2.00%	98.00%

Interest Rate Per Annum	Interest Payment Frequency	Stated Maturity Date	Survivor's Option
5.85%	Semi-Annual	11/15/2021	Yes

Senior Subordinated Medium-Term Notes, Series I

Interest Payment Dates: The 15th day of May and November of each year commencing 05/15/2007.

Redemption Information: Redeemable at the option of The Bank of New York Company, Inc. on 11/15/2009 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)
0640P1KB8	TBD	100%	2.50%	97.50%

Interest Rate Per Annum	Interest Payment Frequency	Stated Maturity Date	Survivor's Option
5.90%	Semi-Annual	11/17/2031	Yes

Senior Subordinated Medium-Term Notes, Series I

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Interest Payment Dates: The 15th day of May and November of each year commencing 05/15/2007.  
 Redemption Information: Redeemable at the option of The Bank of New York Company, Inc. on 11/15/2011 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: 11/10/2006  
 Issue Date: 11/15/2006  
 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-Legal 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

e" width="50%">\_\_\_\_\_ Other (specify below)

(Last) (First) (Middle)

700 ANDERSON HILL ROAD 3. Date of Earliest Transaction (Month/Day/Year)  
 10/14/2008

(Street)

PURCHASE, NY 10577 4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person

Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) Price			

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				(D)	Transaction(s) (Instr. 3 and 4)	(Instr. 4)
Common Stock, par value \$.01 per share	10/14/2008	S <sup>(1)</sup>	4,600	D	\$ 23.7359 (2)	70,193,958 D
Common Stock, par value \$.01 per share	10/14/2008	S <sup>(1)</sup>	400	D	\$ 24.2675 (3)	70,193,558 D
Common Stock, par value \$.01 per share	10/15/2008	S <sup>(1)</sup>	5,000	D	\$ 23.2846 (4)	70,188,558 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEPSICO INC 700 ANDERSON HILL ROAD PURCHASE, NY 10577		X		

# Signatures

/s/ Thomas H.  
Tamoney, Jr.

10/16/2008

\_\_Signature of Reporting  
Person

Date

# Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) All sales listed on this Form 4 were made by PepsiCo, Inc., on behalf of its affiliates pursuant to a plan adopted May 19, 2008, which is intended to comply with Rule 10b5-1(c).

The shares with respect to this transaction were sold at prices ranging from \$23.14 to \$23.98. Upon request, PepsiCo, Inc. will provide to the Securities and Exchange Commission staff, Pepsi Bottling Group, Inc. ("PBG"), or a security holder of PBG, full information regarding the number of shares sold at each separate price.

(3) The shares with respect to this transaction were sold at prices ranging from \$24.00 to \$24.2675. Upon request, PepsiCo, Inc. will provide to the Securities and Exchange Commission staff, PBG, or a security holder of PBG, full information regarding the number of shares sold at each separate price.

(4) The shares with respect to this transaction were sold at prices ranging from \$22.77 to \$23.66. Upon request, PepsiCo, Inc. will provide to the Securities and Exchange Commission staff, PBG, or a security holder of PBG, full information regarding the number of shares sold at each separate price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. D> 109,946,011

Total investments

9,751,497,627 9,410,783,694

Receivables:

Accrued income

19,528

Loan interest

443,111 466,208

Conversions in

25,107,654

Employee contribution

14,527,728 15,068,796

Employer contribution

4,041,020 4,090,562

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Total receivables

44,139,041 19,625,566

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Cash:

5,326,640 8,289,673

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Net assets available for benefits

\$9,800,963,308 \$9,438,698,933

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The accompanying notes are an integral part of these financial statements.

## Savings and Investment Plan of E. I. du Pont de Nemours and Company

## Statements of Changes in Net Assets Available for Benefits

For the Period October 1, 2004 thru December 31, 2004 and

Year Ended September 30, 2004

	<u>Dec. 31, 2004</u>	<u>Sept. 30, 2004</u>
Additions:		
Investment income:		
Interest	\$ 74,581,744	\$ 302,908,069
Dividends	37,417,351	71,149,985
Net appreciation in fair value of investments	387,650,165	394,616,324
	<u>499,649,260</u>	<u>768,674,378</u>
Total investment income		
Contributions:		
DuPont Company's contributions	11,923,188	55,647,107
Participant contributions	44,171,547	203,221,354
Rollovers/trust to trust transfers	2,983,015	10,015,066
	<u>59,077,750</u>	<u>268,883,527</u>
Total contributions		
Asset transfers in	25,107,654	630,931
	<u>583,834,664</u>	<u>1,038,188,836</u>
Total additions		
Deductions:		
Withdrawals	221,128,970	769,609,099
Distribution of dividends	392,791	1,611,802
Administrative expenses (net)	48,528	180,655
	<u>221,570,289</u>	<u>771,401,556</u>
Total deductions		
Net increase	<u>362,264,375</u>	<u>266,787,280</u>
Net assets available for benefits:		
Beginning of period/year	9,438,698,933	9,171,911,653
	<u>\$ 9,800,963,308</u>	<u>\$ 9,438,698,933</u>
End of period/year		

The accompanying notes are an integral part of these financial statements.

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**Savings and Investment Plan of E. I. du Pont de Nemours and Company**

**Notes to Financial Statements**

**1. Description of the Plan**

**The Plan**

The following description of the Savings and Investment Plan of E. I. du Pont de Nemours and Company (the Plan) provides only general information. Participants should refer to the Plan agreement for a more comprehensive description of the Plan's provisions.

The Plan is a defined contribution plan which was established by the Board of Directors of E. I. du Pont de Nemours and Company (the Company) and became effective September 1, 1955. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and the Internal Revenue Code. Effective December 31, 2004 the Plan has changed its year-end from September 30 to December 31.

The purpose of the Plan is to encourage and assist employees in following a systematic savings program suited to their individual financial objectives, and to provide an opportunity for employees to become stockholders of the Company. The Plan is a tax qualified contributory profit sharing plan. Any employee of the Company or employee of the Company's subsidiaries or general partnerships, which have adopted the Plan, is eligible to participate in the Plan. Eligible employees may enroll in the Plan as of the first day of the second calendar month following their date of hire.

Eligible employees may participate in the Plan by authorizing the Company to make payroll deductions (participant's savings). The amount deducted can be deposited into a Before-tax account, Regular account (for after-tax savings) or some combination thereof. A participant may elect the maximum savings rate of 100% of eligible compensation, as defined. The Company will contribute an amount equal to 50% of a participant's savings during a month except that no Company contribution will be made for participant's savings in excess of 6% of eligible monthly compensation. All of the above participant's savings and elections are subject to regulatory and Plan limitations. Participants direct the investment of their contributions into various investment options offered by the plan. The plan currently offers 21 mutual funds, 4 common/collective trust funds, a company stock fund, a stable value fund and 3 asset allocation funds as investment options for participants. All participants who were actively employed by DuPont at any time after December 31, 2001 are 100% vested in their Company contributions.

The DuPont Company Stock Fund (Company Stock Fund) is an Employee Stock Ownership Plan (ESOP). Participants have the ability to elect to have dividends from the Company Stock Fund paid out to them in cash instead of being reinvested in their Plan account. For the period October 1, 2004 thru December 31, 2004 and year ended September 30, 2004, \$392,791 and \$1,611,802 in dividends were paid to participants in cash, respectively.

Company contributions will be suspended for six months if a participant withdraws, while in-service, any matched before-tax or after-tax savings contributed or Company contributions made to the account during the last two years. A participant who terminates from active service may elect to make an account withdrawal at any time. Required minimum distributions will begin in March of the calendar year following the later of the year in which the participant attains age 70 1/2 or the year following retirement or termination of employment.

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Participants may borrow up to one-half of their non-forfeitable account balances subject to certain minimum and maximum loan limitations. The loans are executed by promissory notes and have a minimum term of 12 months and a maximum term of 60 months, except for qualified residential loans,

**Savings and Investment Plan of E. I. du Pont de Nemours and Company**

**Notes to Financial Statements**

which have a maximum term of 120 months. The loans bear an interest rate commensurate with local prevailing rates as determined by the Plan administrator on a monthly basis. The loans are repaid over the term in monthly installments of principal and interest by deduction from pay or pension checks. A participant also has the right to repay the loan in full, at any time, without penalty. At December 31, 2004, the rates ranged from 4 percent to 10.25 percent.

At December 31, 2004 and September 30, 2004 forfeited nonvested accounts totaled \$68,722 and \$73,970, respectively. These accounts will be used to reduce future employer contributions. Also, for the period October 1, 2004 thru December 31, 2004 and for the year ended September 30, 2004, employer contributions were reduced by \$424,151 and \$126,220 from forfeited nonvested accounts, respectively.

**Administration**

The designated trustee of the Plan is Merrill Lynch Trust Company of America ( Merrill Lynch ). The administration of the Plan is vested in the Company, which may designate one or more persons to operate and administer the Plan. The Company has the responsibility of appointing the trustees and the authority to designate the Plan's investment options.

In response to the irregularities that have come to light regarding several investment firms as well as to address the issue of market timing, the Company has implemented certain controls on trading activity for certain funds. At the current time, the funds listed below have a holding period requirement:

Merrill Lynch Global Growth Fund (Class I Shares)

Merrill Lynch International Value Fund (Class I Shares)

Merrill Lynch International Index Trust

Templeton Foreign Fund (Class A Shares)

Templeton Growth Fund (Class A Shares)

Plan participants who purchase an interest ( invest ) in any of these funds must hold that interest for at least 15 trading days. Plan participants who sell an interest in any of these funds (e.g., transfer assets to another fund) may not purchase any additional interest in that same fund for 15 trading days.

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The Janus Enterprise Fund and the Janus Mercury Fund, were closed to all new investments as of November 30, 2003. These funds were subsequently reopened to new investments effective August 1, 2004 and participants may now invest and transfer into these funds.

In July 2004, Fidelity announced the closure of the Fidelity Low-Priced Stock Fund to new investors. As a result, effective July 28, 2004, the fund was closed to all new investors. As a result, Plan participants may not invest additional contributions or request a fund transfer into this fund. However, they may transfer out of the fund at any time.

These changes have been communicated to all Plan participants. DuPont will continue to monitor the situation and will make changes to the investment restrictions as appropriate.

Reasonable expenses of administering the Plan, including, but not limited to, recordkeeping expenses, trustee fees and transactional costs may, at the election of the Plan Administrator, be paid by the Plan. Expenses paid by the Plan for the period October 1, 2004 thru December 31, 2004 and the year ended September 30, 2004 were \$48,528 and \$180,655, respectively, net of any fee reimbursements. Certain mutual funds companies reimburse the Plan for some of the expenses associated with administering the

**Savings and Investment Plan of E. I. du Pont de Nemours and Company**

**Notes to Financial Statements**

Plan. For the period October 1, 2004 thru December 31, 2004 and year ended September 30, 2004, the total fee reimbursements to the Plan were \$519,393 and \$2,205,052, respectively. Brokerage fees, transfer taxes, investment fees and other expenses incident to the purchase and sale of securities and investments shall be included in the cost of such securities or investments, or deducted from the sales proceeds, as the case may be.

**2. Significant Accounting Policies**

**Basis of Accounting**

The financial statements have been prepared on the accrual method of accounting.

**Investment Valuation and Income Recognition**

The investments of the Plan are carried at fair value, except for the Plan's interest in the DuPont and Related Companies Defined Contribution Plan Master Trust ( Master Trust ). The Plan's interest in the Master Trust relating to stable value investment contracts is based upon its beginning value plus actual contributions and allocated investment income less actual distributions (see Note 3). The Master Trust's stable value investment contracts are fully benefit-responsive and, thus, are stated at contract value, which has a ratio of fair value to contract value of approximately 105% and 105% at December 31, 2004 and September 30, 2003, respectively. Shares of registered investment companies ( mutual funds ) are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. Shares of common and collective trust funds are valued at net unit value, which is based upon the value of the underlying securities as determined by the trustee at year end. Company stock is valued at quoted market prices at year-end. Participant loans and cash and cash equivalents are valued at cost, which approximates fair value.

Dividend income is recorded on the ex-dividend date and interest income is recorded on the accrual basis. Realized gains and losses on the sale of the Company Stock securities are based on average cost of the securities sold. Purchases and sales are recorded on a trade date basis.

**Payment of Benefits**

Benefits are recorded when paid.

**Use of Estimates**

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

**3. DuPont and Related Companies Defined Contribution Plan Master Trust**

The Company and certain affiliates ( employers ) have entered into a Master Trust Agreement with Merrill Lynch ( Trustee ) to establish a master trust to allow participants from affiliated plans to invest in a Stable Value Fund and three different Asset Allocation Funds: the Conservative, Moderate, and Aggressive Asset Allocation Funds. To participate in the Master Trust, affiliates who sponsor qualified savings plans and who have adopted the Master Trust Agreement are required to make monthly payments to the Trustee of designated portions of employees' savings and other contributions by the affiliate. Investment income relating to the Master Trust is allocated proportionately by investment fund to the plans within the Master Trust based on the plan's interest to the total fair value of the Master Trust investment funds.

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**Savings and Investment Plan of E. I. du Pont de Nemours and Company**
**Notes to Financial Statements**

The Stable Value Fund is invested in a money market fund, guaranteed investment contracts ( GIC s ), separate account GIC s, and synthetic GIC s which are backed by fixed income assets. The crediting interest rates on investment contracts ranged from 4.31% to 7.10% for the period October 1, 2004 thru December 31, 2004 and from 4.00% to 7.10% for the year ended September 30, 2004. The weighted average rate of return of the Stable Value Fund was 1.31% for the period of October 1, 2004 thru December 31, 2004 and 5.44% for the year ended September 30, 2004.

The contract or crediting rates for certain stable value investment contracts are reset quarterly and are based on the portfolio of assets underlying these contracts. Inputs used to determine the crediting rate include each contract s portfolio market value of fixed income assets, current yield-to-maturity, duration (i.e., weighted average life) and market value relative to contract value. All contracts have a guaranteed rate of 0% or higher with respect to determining interest rate resets.

A synthetic GIC provides for a guaranteed return on principal over a specified period of time through benefit responsive wrapper contracts issued by a third party which are backed by underlying assets. Included in the contract value of the synthetic GIC s is \$(207,211,279) and \$(207,625,581) for the period ending December 31, 2004 and year ended September 30, 2004, respectively, attributable to wrapper contract providers representing the amounts by which the value of contracts is greater than (less than) the value of the underlying assets.

The contract value of synthetic GIC s held by the Master Trust is \$4,080,233,054 and \$4,121,487,887 at December 31, 2004 and September 30, 2004, respectively.

Total Assets of the Master Trust include:

	<b>Dec. 31, 2004</b>	<b>Sept. 30, 2004</b>
Investment contracts	\$ 5,632,875,430	\$ 5,624,305,125
Common/collective trust funds	39,140,484	34,920,555
Money market funds	31,900,036	35,502,905
<b>Total</b>	<b>\$ 5,703,915,950</b>	<b>\$ 5,694,728,585</b>

The Plan s undivided interest in the Master Trust was 99.76% and 99.75% as of December 31, 2004 and September 30, 2004, respectively.

**Savings and Investment Plan of E. I. du Pont de Nemours and Company****Notes to Financial Statements**

Investments of the Master Trust that represent more than 5% of the assets of the Master Trust were as follows:

	<u>Dec. 31, 2004</u>	<u>Sept. 30, 2004</u>
<b>Investment contracts</b>		
Connecticut General Life Ins.	\$ 438,948,027	\$ 461,854,616
ING Life Insurance & Annuity Co. (14522-440-1) *	614,180,342	609,492,136
Monumental Life Insurance Co. (BDA-0063-TR/MDA00665TR-1) *	614,180,342	596,602,325
JPMorgan Chase Bank (95-04)		604,530,818
JPMorgan Chase Bank (ADUPOT03/DuPontT02) *	614,180,342	503,180,536
State Street Bank & Trust (102001)	614,180,342	609,948,361
State Street Bank & Trust (102061)		503,180,536
Union Bank of Switzerland		611,149,693
AIG Life Insurance Company (583407)	614,180,342	

\* Contracts were renegotiated during the 4th quarter of 2004 to provide for a global wrap agreement.

At December 31, 2004, the total assets of the Master Trust of \$5,703,915,950 included participant investments in the Stable Value Fund of \$5,633,250,295 and \$70,665,655 in the Conservative, Moderate and Aggressive Allocation Funds. At September 30, 2004, the total Master Trust value of \$5,694,728,585 included participant investments in the Stable Value Fund of \$5,631,011,898 and \$63,716,687 in the Conservative, Moderate and Aggressive Allocation Funds.

Total investment income of the Master Trust for the period October 1, 2004 thru December 31, 2004 and year ended September 30, 2004 was \$78,955,594 and \$306,180,489, respectively.

**4. Investments**

Investments that represent more than 5% of the net assets available for benefits as of December 31, 2004 and September 30, 2004 were as follows:

	<u>Dec. 31, 2004</u>	<u>Sept. 30, 2004</u>
DuPont Company Stock Fund	\$ 1,109,363,900	\$ 1,021,207,687
Merrill Lynch Equity Index Tier 6	501,092,308	476,257,702
Master Trust	5,690,246,632	5,680,572,327

For the period October 1, 2004 thru December 31, 2004 and year ended September 30, 2004, the Plan's investments appreciated in value (including realized gains and losses) as follows:



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**Savings and Investment Plan of E. I. du Pont de Nemours and Company**

**Notes to Financial Statements**

**5. ConocoPhillips Stock Fund**

On September 28, 1998, DuPont announced that the Board of Directors had approved a plan to divest DuPont's 100 percent-owned petroleum business, Conoco, Inc. On August 6, 1999, DuPont completed the planned divestiture through a tax-free split-off. DuPont exchanged its shares of Conoco, Inc. Class B common stock for shares of DuPont common stock. Plan participants had the option to exchange shares of DuPont Company stock, which were held in their participant accounts in the Company Stock Fund. For each share of DuPont common stock exchanged, the participant received an appropriate number of shares of Conoco Class B common stock. Accordingly, the Conoco Class B Stock Fund was created as an investment fund of the Plan. No additional shares of Conoco Class B common stock may be purchased by Plan participants through payroll deductions, fund transfers, or the reinvestment of dividends. Dividends earned on Conoco Class B common stock are distributed pro rata to the investment options in participants' accounts based upon their current investment elections. On August 30, 2003, the Conoco Stock Fund became the ConocoPhillips Stock Fund. The balance of the ConocoPhillips Stock Fund was \$58,714,040 and \$58,320,279 at December 31, 2004 and September 30, 2004, respectively.

**6. Asset Transfers**

Net asset transfers into the Plan for the period October 1, 2004 thru December 31, 2004 were \$25,107,654 from the merger of the DuPont Specialty Grains Retirement and Savings Plan, the Entek Corporation 401(k) Employee Savings Plan, the Griffin L.L.C. Retirement Savings Plan, the Spies Hecker, Inc. 401(k) Savings Plan, and the Standox North America, Inc. 401(k) Plan.

**7. Tax Status**

The Plan is a qualified plan pursuant to Section 401(a) of the Internal Revenue Code (the "Code") and the related Trusts are exempt from federal taxation under Section 501(a) of the Code. A favorable tax determination letter from the Internal Revenue Service has been received by the Plan dated October 9, 2003 covering the Plan and amendments through December 2, 2002. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's ERISA counsel believe that the Plan is currently designed and operated in accordance with the applicable sections of the Code. Accordingly, no provision has been made for federal income taxes in the accompanying financial statements.

**8. Related Party Transactions**

Certain Plan investments are shares of mutual funds and units of common/collective trust funds managed by Merrill Lynch, the Trustee. In addition, the Plan offers the DuPont Company Stock Fund investment option. The Plan held 23,859,992.6949 and 22,617,001.0144 shares of E. I. du Pont de Nemours common stock as of December 31, 2004 and September 30, 2004, respectively. Also, the assets of the Stable Value Fund are managed by DuPont Capital Management Corporation ("DCMC"), a registered investment adviser and wholly-owned subsidiary of DuPont, under the terms of an investment management agreement between DCMC and the Company. DCMC hires additional investment managers to manage a portion of the fixed income assets backing synthetic GICs allocated to the Stable Value Fund. The amount of DCMC fees accrued and paid was \$210,496 and \$1,764,831 for the period October 1, 2004 thru December 31, 2004 and the year ended September 30, 2004, respectively.

**Savings and Investment Plan of E. I. du Pont de Nemours and Company****Notes to Financial Statements**

Transactions in these investments qualify as party-in-interest transactions, which are exempt from prohibited transaction rules of ERISA.

**9. Reconciliation of Financial Statements to Form 5500**

The following is a reconciliation of net assets available for benefits from the financial statements to the Form 5500:

	<u>Dec. 31, 2004</u>	<u>Sept. 30, 2004</u>
Net assets available for benefits per the financial statements	\$ 9,800,963,308	\$ 9,438,698,933
Less: Amounts allocated to withdrawing participants	(3,927,752)	(7,324,219)
Net assets available for benefits per the Form 5500	<u>\$ 9,797,035,556</u>	<u>\$ 9,431,374,714</u>

**For the Period October 1, 2004 thru December 31, 2004**

Benefits paid to participants per the financial statements	\$ (221,128,970)
Amounts allocated to withdrawing participants at December 31, 2004	(3,927,752)
Amounts allocated to withdrawing participants at September 30, 2004	7,324,219
Benefits paid to participants per the Form 5500	<u>\$ (217,732,503)</u>

Amounts allocated to withdrawing participants are recorded on the Form 5500 for benefit claims that have been processed and approved for payment prior to December 31, 2004 but are not yet paid as of that date.

**9. Plan Termination**

While the Company has not expressed any intent to terminate the Plan, it is free to do so at any time. In the event the Plan is terminated, all participants become 100% vested and the distribution of all account balances will be made based upon the valuation of participants' accounts on the termination date in accordance with ERISA.

**10. Risks and Uncertainties**

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the

statement of net assets available for benefits.

**Supplemental Schedule**

Savings and Investment Plan of E. I. du Pont de Nemours and Company  
Schedule of Assets (Held at End of Year)

Schedule I

Form 5500, Schedule H, Part IV, Line I

As of December 31, 2004

Identity of Issue	Description of Investment	Current Value
AIM Constellation Fund Class A	Registered Investment Company	\$ 25,997,928
AIM Premier Equity Fund A	Registered Investment Company	\$ 38,146,074
Fidelity Equity Income Fund	Registered Investment Company	\$ 76,939,307
Fidelity Fund PV 1	Registered Investment Company	\$ 43,781,405
Fidelity Growth & Income Fund Class A	Registered Investment Company	\$ 82,832,322
Fidelity Low Priced Stock Fund	Registered Investment Company	\$ 322,957,065
Fidelity Magellan Fund	Registered Investment Company	\$ 427,013,517
Franklin Balance Sheet Investment Fund Class A	Registered Investment Company	\$ 156,162,364
Franklin Cust Fund Inc Growth	Registered Investment Company	\$ 13,209,292
Franklin Small-Mid Cap Growth Fund Class A	Registered Investment Company	\$ 134,589,777
Janus Enterprise Fund	Registered Investment Company	\$ 96,139,637
Janus Mercury Fund	Registered Investment Company	\$ 148,235,513
* Merrill Lynch Global Growth Fund Class I	Registered Investment Company	\$ 37,234,502
* Merrill Lynch Intl Value Fund Class I	Registered Investment Company	\$ 58,796,992
* Merrill Lynch Balanced Capital Fund Class I	Registered Investment Company	\$ 52,341,696
* Merrill Lynch Basic Value Fund Class I	Registered Investment Company	\$ 132,537,668
* Merrill Lynch Fundamental Growth Fund Class I	Registered Investment Company	\$ 15,491,483
MFS Research Fund Class A	Registered Investment Company	\$ 17,620,157
MFS Total Return Fund Class A	Registered Investment Company	\$ 31,415,227
Templeton Foreign Fund Class A	Registered Investment Company	\$ 77,620,558
Templeton Growth Fund Class A	Registered Investment Company	\$ 75,058,520
Barclays 3-Way Asset Allocation Fund	Common/Collective Trusts	\$ 131,177,788
* Merrill Lynch Small Capital Index CT Tier 2	Common/Collective Trusts	\$ 65,762,917
* Merrill Lynch Equity Index TR Tier 6	Common/Collective Trusts	\$ 501,092,308
* Merrill Lynch International Index CT Tier 2	Common/Collective Trusts	\$ 22,429,368
* E. I. du Pont de Nemours and Company	Company Stock Fund	\$ 1,109,363,900
ConocoPhillips	Company Stock Fund	\$ 58,714,040
* Plan interest in the DuPont and Related Companies		
Defined Contribution Plan Master Trust ( Master Trust )	Master Trust	\$ 5,690,246,632
* Participant Loans	4% to 10.25%	\$ 108,589,670
<b>Investment Total</b>		<b>\$ 9,751,497,627</b>

\* Party in Interest