

TRINITY INDUSTRIES INC  
Form 4  
May 06, 2015

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LAJOUS ADRIAN

2. Issuer Name and Ticker or Trading Symbol  
TRINITY INDUSTRIES INC  
[NYSE/TRN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
2525 N. STEMMONS FREEWAY  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
05/04/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)

DALLAS, TX 75207

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 Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	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
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date, were estimated using the Black-Scholes option-pricing model. Such fair value and the assumptions used for estimating fair value are as follows:

	<b>Year Ended December 31,</b>		
	<b>2004</b>	<b>2003</b>	<b>2002</b>
Grant-date fair value per share(a)	\$ 9.57	\$ 7.07	\$ 1.56
Expected common stock dividend yield	0.00%	0.00%	0.00%
Expected option life	7.0 years	7.0 years	6.5 years
Risk-free interest rate	3.92%	4.05%	4.18%
Volatility	62.58%	56.20%	None

(a) Adjusted for subsequent stock dividends.

During the nine months ended September 30, 2005 and 2004 (unaudited), no options were granted.

The foregoing information in this note does not reflect the 25% stock dividend subsequently declared in October 2005.

## **12. DIVIDEND RESTRICTIONS**

Payment of cash dividends is conditioned on earnings, financial condition, cash needs, the discretion of the Board of Directors, and compliance with regulatory requirements. State and Federal law and regulations impose substantial limitations on the Bank's ability to pay dividends to the Company. Under New Jersey law, the Bank is permitted to declare dividends on its common stock only if, after payment of the dividend, the capital stock of the Bank will be unimpaired and either the Bank will have a surplus of not less than 50% of its capital stock or the payment of the dividend will not reduce the Bank's surplus. Current regulatory policies impose more stringent capital requirements on new banks for their first five years of operations than are imposed on more established banks. Such policies also have the effect of restricting dividends. For example, under the regulatory policies of the New Jersey Department of Banking

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

and Insurance, a new bank such as the Bank may not pay cash dividends until such time as it becomes profitable and has earned back its initial capital deficit.

**13. INCOME TAXES**

The components of income tax expense are summarized as follows (in thousands):

	Nine Months Ended September 30,		Year Ended December 31,		
	2005	2004	2004	2003	2002
	(Unaudited)				
Current income tax expense:					
Federal	\$ 2,010	\$ 1,346	\$ 1,931	\$ 1,342	\$ 753
State	305	385	551	436	256
	2,315	1,731	2,482	1,778	1,009
Deferred income tax (benefit):					
Federal	(194)	(71)	(88)	(97)	(79)
State	(57)	15	14	(67)	(58)
	(251)	(56)	(74)	(164)	(137)
	\$ 2,064	\$ 1,675	\$ 2,408	\$ 1,614	\$ 872

The tax effects of existing temporary difference that give rise to significant portions of the deferred income tax assets and deferred income tax liabilities are as follows (in thousands):

	September 30, 2005	December 31, 2004      2003	
	(Unaudited)		
Deferred income tax assets			
Allowance for loan losses	\$ 1,269	\$ 1,001	\$ 844
Net operating loss carryforward			22
Organization expense	7	19	41
Other	1	5	3
	1,277	1,025	910
Deferred income tax liabilities			
Depreciation	254	253	211
Other			2

		254	253	213
Net deferred tax asset	\$	1,023	\$ 772	\$ 697

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

The following table presents a reconciliation between the reported income tax expense and the income tax expense which would be computed by applying the normal federal income tax rate of 34%, to income before income tax expense (dollars in thousands):

	<b>Nine Months Ended September 30,</b>		<b>Year Ended December 31,</b>		
	<b>2005</b>	<b>2004</b>	<b>2004</b>	<b>2003</b>	<b>2002</b>
	<b>(Unaudited)</b>				
Federal income tax expense at statutory rate	\$ 1,907	\$ 1,424	\$ 2,049	\$ 1,363	\$ 742
Increases (reductions) in income taxes resulting from:					
State income tax, net of federal income tax effect	164	264	373	244	130
Other items, net	(7)	(13)	(14)	7	
Effective income tax	\$ 2,064	\$ 1,675	\$ 2,408	\$ 1,614	\$ 872
Effective income tax rate	36.8%	40.0%	40.0%	40.3%	40.0%

The Investment Company commenced operations in January 2005. Under New Jersey tax law, the Investment Company is subject to a 3.6% state income tax rate as compared to the 9.0% rate to which the Company, Bank and Leasing Company are subject. The presence of the Investment Company during the nine months ended September 30, 2005 resulted in an income tax savings of approximately \$159,000 and reduced the consolidated effective income tax rate by approximately 2.8%.

**14. OTHER EXPENSES**

The following is an analysis of other expenses (in thousands):

	<b>Nine Months Ended September 30,</b>		<b>Year Ended December 31,</b>		
	<b>2005</b>	<b>2004</b>	<b>2004</b>	<b>2003</b>	<b>2002</b>
	<b>(Unaudited)</b>				
Directors fees	\$ 137	\$ 133	\$ 164	\$ 263	\$ 134
Legal fees	54	219	226	75	81
Shareholder related costs	25	158	165	38	24
Stationery, forms and printing	144	152	203	172	116
Professional fees	153	193	242	141	118
Other	421	347	441	368	275
	\$ 934	\$ 1,202	\$ 1,441	\$ 1,057	\$ 748

**15. COMMITMENTS AND CONTINGENCIES**

The Bank is a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments primarily include commitments to extend credit. The Bank's exposure to credit loss, in the event of nonperformance by the other party to the financial instrument for commitments to extend credit, is represented by the contractual amount of those instruments. The Bank uses the same credit policies in making commitments and conditional obligations as it does for on-balance-sheet instruments.

**BCB BANCORP, INC. AND SUBSIDIARIES**  
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Outstanding loan related commitments were as follows (in thousands):

	September 30, 2005	December 31,	
	(Unaudited)	2004	2003
Loan origination	\$ 18,517	\$ 18,760	\$ 16,282
Construction loans in process	18,009	10,795	9,492
Unused lines of credit	8,186	9,217	7,379
	\$ 44,712	\$ 38,772	\$ 33,153

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, total commitment amounts do not necessarily represent future cash requirements. The Bank evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Bank upon extension of credit, is based on management's credit evaluation of the counterparty. Collateral held varies but primarily includes residential real estate properties.

The Company and the Bank also have, in the normal course of business, commitments for services and supplies. Management does not anticipate losses on any of these transactions.

The Company and the Bank, from time to time, may be party to litigation which arises primarily in the ordinary course of business. In the opinion of management, the ultimate disposition of such litigation should not have a material effect on the financial statements. As of September 30, 2005 (unaudited), and December 31, 2004, the Company and Subsidiaries were not parties to any material litigation.

**16. ESTIMATED FAIR VALUE OF FINANCIAL INSTRUMENTS**

The fair value of a financial instrument is defined as the amount at which the instrument could be exchanged in a current transaction between willing parties, other than a forced or liquidation sale. Significant estimations were used for the purposes of this disclosure. Estimated fair values have been determined using the best available data and estimation methodology suitable for each category of financial instruments. For those loans and deposits with floating interest rates, it is presumed that estimated fair values generally approximate their recorded book balances. The estimation methodologies used and the estimated fair values and carrying values of financial instruments are set forth below:

**Cash and cash equivalents and interest receivable**

The carrying amounts for cash and cash equivalents and interest and dividends receivable approximate fair value.

**Securities**

The fair values for securities, both available for sale and held to maturity, are based on quoted market prices or dealer prices, if available. If quoted market prices or dealer prices are not available, fair value is estimated using quoted market prices or dealer prices for similar securities.

**Loans**

The fair value of loans is estimated by discounting future cash flows, using the current rates at which similar loans with similar remaining maturities would be made to borrowers with similar credit ratings.



**BCB BANCORP, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Deposits**

For demand, savings and club accounts, fair value is the carrying amount reported in the financial statements. For certificates of deposit, fair value is estimated by discounting future cash flows, using rates currently offered for deposits of similar remaining maturities.

**Borrowed money**

The fair value of borrowed money is estimated by discounting future cash flows using rates currently available for liabilities of similar remaining maturities.

**Commitments to extend credit**

The fair value of credit commitments is estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present creditworthiness of the counterparties. For fixed-rate loan commitments, fair value also considers the difference between current levels of interest rates and the committed rates. The carrying value, represented by the net deferred fee arising from the unrecognized commitment, and the fair value, determined by discounting the remaining contractual fee over the term of the commitment using fees currently charged to enter into similar agreements with similar credit risk, are not considered material for disclosure. The contractual amounts of unfunded commitments are presented in Note 15.

The carrying values and estimated fair values of financial instruments are as follows (in thousands):

	<b>December 31,</b>					
	<b>September 30, 2005</b>		<b>2004</b>		<b>2003</b>	
	<b>Carrying Value</b>	<b>Estimated Fair Value</b>	<b>Carrying Value</b>	<b>Estimated Fair Value</b>	<b>Carrying Value</b>	<b>Estimated Fair Value</b>
<b>(Unaudited)</b>						
<b>Financial assets</b>						
Cash and cash equivalents	\$ 5,821	\$ 5,821	\$ 4,534	\$ 4,534	\$ 11,786	\$ 11,786
Securities held to maturity	141,573	140,506	117,036	117,107	90,313	91,197
Loans receivable	286,070	288,518	246,380	247,350	188,786	190,575
Interest receivable	2,773	2,773	2,329	2,329	1,856	1,856
<b>Financial liabilities</b>						
Deposits	351,877	351,872	337,243	336,423	253,650	254,207
Borrowed money	64,524	64,103	14,124	14,164	25,000	24,987
Accrued interest payable	452	452	176	176	94	94

Fair value estimates are made at a specific point in time based on relevant market information and information about the financial instrument. These estimates do not reflect any premium or discount that could result from offering for sale at one time the entire holdings of a particular financial instrument. Because no market value exists for a significant portion of the financial instruments, fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors. These estimates are subjective in nature, involve uncertainties and matters of judgment and, therefore, cannot be determined with precision. Changes in assumptions could significantly affect the estimates.



**BCB BANCORP, INC. AND SUBSIDIARIES**  
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In addition, fair value estimates are based on existing on-and-off balance sheet financial instruments without attempting to estimate the value of anticipated future business, and exclude the value of assets and liabilities that are not considered financial instruments. Other significant assets and liabilities that are not considered financial assets and liabilities include premises and equipment, real estate owned and advance payments by borrowers for taxes and insurance. In addition, the tax ramifications related to the realization of the unrealized gains and losses can have a significant effect on fair value estimates and have not been considered in any of the estimates.

Finally, reasonable comparability between financial institutions may not be likely due to the wide range of permitted valuation techniques and numerous estimates which must be made given the absence of active secondary markets for many of the financial instruments. This lack of uniform valuation methodologies introduces a greater degree of subjectivity to these estimated fair values.

**BCB BANCORP, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**17. PARENT ONLY FINANCIAL INFORMATION**

**STATEMENTS OF FINANCIAL CONDITION**

	<b>September 30,</b>	<b>December 31,</b>	
	<b>2005</b>	<b>2004</b>	<b>2003</b>
	<b>(Unaudited)</b>		
	<b>(In thousands)</b>		
<b>Assets:</b>			
Cash and due from banks	\$ 36	\$ 14	\$ 50
Investment in subsidiaries	33,518	29,862	21,117
Restricted common stock	124	124	
Other assets	71	218	
Total assets	\$ 33,749	\$ 30,218	\$ 21,167
<b>Liabilities</b>			
Borrowed money	4,124	\$ 4,124	\$
Due to subsidiaries	441	47	
Other liabilities	11	11	
	4,576	4,182	
<b>Stockholders' equity:</b>			
Common stock	239	239	230
Additional paid-in capital	27,739	27,725	26,484
Treasury stock	(422)		
Retained earnings (accumulated deficit)	1,617	(1,928)	(5,547)
	29,173	26,036	21,167
Total liabilities and stockholders' equity	\$ 33,749	\$ 30,218	\$ 21,167

**BCB BANCORP, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**STATEMENTS OF INCOME**

	Nine Months Ended September 30,		Year Ended December 31,	
	2005	2004	2004	2003
	(Unaudited)			
	(In thousands)			
Dividend from subsidiaries	\$	\$	\$	\$ 50
Total income				50
Interest expense-borrowed money	178	50	98	
Total expense	178	50	98	
(Loss) income before income tax and equity in undistributed earnings of subsidiaries	(178)	(50)	(98)	50
Income tax benefit	67	19	38	
(Loss) income before equity in undistributed earnings of subsidiaries	(111)	(31)	(60)	50
Equity in undistributed earnings of subsidiaries	3,656	2,544	3,679	1,583
Net income	\$ 3,545	\$ 2,513	\$ 3,619	\$ 1,633

**BCB BANCORP, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**STATEMENTS OF CASH FLOWS**

	Nine Months Ended September 30,		Year Ended December 31,	
	2005	2004	2004	2003
	(Unaudited)			
	(In thousands)			
<b>Cash flows from operating activities:</b>				
Net income	\$ 3,545	\$ 2,513	\$ 3,619	\$ 1,633
Adjustments to reconcile net income to net cash provided by operating activities:				
Equity in undistributed earnings of subsidiaries	(3,656)	(2,544)	(3,679)	(1,583)
Increase in other assets	147	(2)	(39)	
Increase in due to subsidiaries	394		47	
Increase in other liabilities			11	
Net cash provided by (used in) operating activities	430	(33)	(41)	50
<b>Cash flow from investing activities:</b>				
Purchase of restricted common stock		(124)	(124)	
Additional investment in subsidiary		(5,066)	(5,066)	
Net cash used in investing activities		(5,190)	(5,190)	
<b>Cash flow from financing activities:</b>				
Proceeds of long-term debt		4,124	4,124	
Proceeds from sales of common stock	14	1,066	1,071	
Purchase of treasury stock	(422)			
Net cash (used in) provided by financing activities	(408)	5,190	5,195	
Net increase (decrease) in cash and cash equivalents	22	(33)	(36)	50
Cash and cash equivalents beginning	14	50	50	
Cash and cash equivalents ending	\$ 36	\$ 17	\$ 14	\$ 50

**BCB BANCORP, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**18. QUARTERLY FINANCIAL DATA (UNAUDITED)**

	Quarter Ended			
	March 31, 2004	June 30, 2004	September 30, 2004	December 31, 2004
(In thousands, except for per share amounts)				
Total interest income	\$ 4,599	\$ 5,061	\$ 5,395	\$ 5,645
Total interest expense	1,483	1,671	1,836	1,955
Net interest income	3,116	3,390	3,559	3,690
Provision for loan losses	200	150	90	250
Non-interest income	153	135	189	146
Non-interest expenses	1,898	2,093	1,923	1,747
Income taxes	471	512	692	733
Net income	\$ 700	\$ 770	\$ 1,043	\$ 1,106
Net income per common share:				
Basic	\$ 0.19	\$ 0.21	\$ 0.28	\$ 0.30
Diluted	0.18	0.20	0.27	0.28
Weighted average number of common shares outstanding:				
Basic	3,625	3,741	3,741	3,741
Diluted	3,888	3,888	3,835	3,900

	Quarter Ended			
	March 31, 2003	June 30, 2003	September 30, 2003	December 31, 2003
(In thousands, except for per share amounts)				
Total interest income	\$ 3,070	\$ 3,351	\$ 3,586	\$ 4,128
Total interest expense	936	1,012	1,102	1,286
Net interest income	2,134	2,339	2,484	2,842
Provision for loan losses	225	225	210	220
Non-interest income	88	88	133	172
Non-interest expenses	1,048	1,249	1,415	1,679
Income taxes	376	381	396	461
Net income	\$ 573	\$ 572	\$ 596	\$ 654
Net income per common share:				

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Basic	\$	0.16	\$	0.16	\$	0.17	\$	0.18
Diluted		0.15		0.16		0.16		0.17

Weighted average number of common shares outstanding:

Basic	3,589	3,589	3,589	3,589
Diluted	3,705	3,690	3,695	3,789

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No person has been authorized to give any information or to make any representation other than as contained in this prospectus and, if given or made, such other information or representation must not be relied upon as having been authorized by BCB Bancorp, Inc. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby to any person in any jurisdiction in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so, or to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction. Neither the delivery of this prospectus nor any sale hereunder shall under any circumstances create any implication that there has been no change in the affairs of BCB Bancorp, Inc. since any of the dates as of which information is furnished herein or since the date hereof.

**1,000,000 Shares  
COMMON STOCK  
NO PAR VALUE**

**PROSPECTUS**

**Janney Montgomery Scott llc  
, 2005**

**These securities are not deposits or savings accounts and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency.**

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**PART II: INFORMATION NOT REQUIRED IN PROSPECTUS****Item 13. Other Expenses of Issuance and Distribution**

	<b>Amount(1)</b>
* Registrant's Legal Fees and Expenses	\$ 140,000
* Registrant's Accounting Fees and Expenses	50,000
* Printing, Postage and Mailing	75,000
* Filing Fees (NASD, Nasdaq and SEC)	104,506
* Transfer Agent and registrar fees and expenses	1,000
* Other	10,000
* Total	\$ 380,506

\* Estimated

(1) The following table sets forth the costs and expenses payable by the Registrant in connection with the sale of the securities being registered, other than commissions and fees of the Underwriters.

**Item 14. Indemnification of Directors and Officers**

Articles VI and VII of the Certificate of Incorporation of BCB Bancorp, Inc. (the Corporation) set forth circumstances under which directors, officers, employees and agents of the Corporation may be insured or indemnified against liability which they incur in their capacities as such:

**ARTICLE VI****Limitation of Liability**

Subject to the following, a director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. The preceding sentence shall not relieve a director or officer from liability for any breach of duty based upon an act or omission (i) in breach of such person's duty of loyalty to the Corporation or its shareholders, (ii) not in good faith or involving a knowing violation of law, or (iii) resulting in receipt by such person of an improper personal benefit. If the New Jersey Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer or both of the Corporation shall be eliminated or limited to the fullest extent permitted by the New Jersey Business Corporation Act as so amended. Any amendment to this Certificate of Incorporation, or change in law which authorizes this paragraph shall not adversely affect any then existing right or protection of a director or officer of the Corporation.

**ARTICLE VII****Indemnification**

The Corporation shall indemnify its officers, directors, employees and agents and former officers, directors, employees and agents, and any other persons serving at the request of the Corporation as an officer, director, employee or agent of another corporation, association, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) incurred in connection with any pending or threatened action, suit, or proceeding, whether civil, criminal, administrative or investigative, with respect to which such officer, director, employee, agent or other person is party, or is threatened to be made a party, to the full extent permitted by the New Jersey Business Corporation Act. The indemnification provided herein (i) shall not be deemed exclusive of any other right to which any person seeking indemnification may be entitled under any by-law, agreement, or vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in any other capacity, and (ii) shall insure to the benefit of the heirs, executors,



and the administrators of any such person. The Corporation shall have the power, but shall not be obligated, to purchase and maintain insurance on behalf of any person or persons enumerated above against any liability asserted against or incurred by them or any of them arising out of their status as corporate directors, officers, employees, or agents whether or not the Corporation would have the power to indemnify them against such liability under the provisions of this article.

The Corporation shall, from time to time, reimburse or advance to any person referred to in this article the funds necessary for payment of expenses, including attorneys' fees, incurred in connection with any action, suit or proceeding referred to in this article, upon receipt of a written undertaking by or on behalf of such person to repay such amount(s) if a judgment or other final adjudication adverse to the director or officer establishes that the director's or officer's acts or omissions (i) constitute a breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) were not in good faith, (iii) involved a knowing violation of law, (iv) resulted in the director or officer receiving an improper personal benefit, or (v) were otherwise of such a character that New Jersey law would require that such amount(s) be repaid.

**Item 15. Recent Sales of Unregistered Securities**

Not Applicable.

**Item 16. Exhibits and Financial Statement Schedules:**

The exhibits and financial statement schedules filed as part of this registration statement are as follows:

**(a) List of Exhibits**

- 1.1 Form of Underwriting Agreement\*
- 3.1 Certificate of Incorporation of BCB Bancorp, Inc., as amended\*
- 3.2 Bylaws of BCB Bancorp, Inc.(1)
- 4 Form of Common Stock Certificate of BCB Bancorp, Inc.(2)
- 5 Opinion of Luse Gorman Pomerenk & Schick regarding legality of securities being registered\*
- 10.1 BCB Bancorp, Inc. 2002 Stock Option Plan(3)
- 10.2 BCB Bancorp, Inc. 2003 Stock Option Plan(3)
- 10.3 2005 Director Deferred Compensation Plan\*
- 10.4 Change in Control Agreement with Donald Mindiak(4)
- 10.5 Change in Control Agreement with James E. Collins(4)
- 10.6 Change in Control Agreement with Thomas M. Coughlin(4)
- 10.7 Change in Control Agreement with Olivia Klim(4)
- 10.8 Change in Control Agreement with Amer Saleem(4)
- 10.9 Executive Agreement with Donald Mindiak(4)

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- 10.10 Executive Agreement with James E. Collins(4)
- 10.11 Executive Agreement with Thomas M. Coughlin(4)
- 10.12 Executive Agreement with Olivia Klim(4)
- 10.13 Executive Agreement with Amer Saleem(4)
- 21 Subsidiaries of Registrant\*
- 23.1 Consent of Luse Gorman Pomerenk & Schick (contained in Opinion included as Exhibit 5)\*
- 23.2 Consent of Beard Miller Company LLP
- 24 Power of Attorney (set forth on signature page)

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\* Previously filed.

- (1) Incorporated by reference to the Form 8-K filed with the Securities and Exchange Commission on December 13, 2004.
- (2) Incorporated by reference to the Form 8-K-12g3 filed with the Securities and Exchange Commission on May 1, 2003.
- (3) Incorporated by reference to Exhibit 10.1 and 10.2 to the Company's Registration Statement on Form S-8 (Commission File Number 333-11201) filed with the Securities and Exchange Commission on January 26, 2004.
- (4) Incorporated by reference to Exhibit 10.4, 10.5, 10.6, 10.7, 10.8, 10.9, 10.10, 10.11, 10.12 and 10.13 to the Form 8-K filed with the Securities and Exchange Commission on November 10, 2005.

**(b) Financial Statement Schedules**

No financial statement schedules are filed because the required information is not applicable or is included in the consolidated financial statements or related notes.

**Item 17. Undertakings**

The undersigned Registrant hereby undertakes:

(1) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934), that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the Registrant pursuant to rule 424(b)(1), or (4), or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

(3) That, for the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(4) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Bayonne, State of New Jersey on November 15, 2005.

**BCB BANCORP, INC.**

By: /s/ Donald Mindiak

Donald Mindiak  
Chief Executive Officer and President  
(Duly Authorized Representative)

**POWER OF ATTORNEY**

We, the undersigned directors and officers of BCB Bancorp, Inc. (the Company) hereby severally constitute and appoint Donald Mindiak as our true and lawful attorney and agent, to do any and all things in our names in the capacities indicated below which said Donald Mindiak may deem necessary or advisable to enable the Company to comply with the Securities Act of 1933, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with the registration statement on Form S-1 relating to the offering of the Company's common stock, including specifically, but not limited to, power and authority to sign for us in our names in the capacities indicated below the registration statement and any and all amendments (including post-effective amendments) thereto; and we hereby approve, ratify and confirm all that said Donald Mindiak shall do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signatures</b>	<b>Title</b>	<b>Date</b>
/s/ Donald Mindiak Donald Mindiak	President and Chief Executive Officer and Director (Principal Executive Officer)	November 15, 2005
/s/ Thomas M. Coughlin Thomas M. Coughlin	Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer)	November 15, 2005
/s/ Mark D. Hogan Mark D. Hogan	Chairman of the Board	November 15, 2005
/s/ Robert Ballance Robert Ballance	Director	November 15, 2005
/s/ Judith Q. Bielan Judith Q. Bielan	Director	November 15, 2005
/s/ Joseph J. Brogan	Director	November 15, 2005

Joseph J. Brogan

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<b>Signatures</b>	<b>Title</b>	<b>Date</b>
/s/ James E. Collins James E. Collins	Director	November 15, 2005
/s/ Joseph Lyga Joseph Lyga	Director	November 15, 2005
/s/ Alexander Pasiechnik Alexander Pasiechnik	Director	November 15, 2005
/s/ August Pellegrini, Jr. August Pellegrini, Jr.	Director	November 15, 2005

**As filed with the Securities and Exchange Commission on November 16, 2005**

**Registration No. 333-128214**

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**EXHIBITS  
TO  
PRE-EFFECTIVE AMENDMENT NO. 1  
TO THE  
REGISTRATION STATEMENT  
ON  
Form S-1  
BCB Bancorp, Inc.  
Bayonne, New Jersey**

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**EXHIBIT INDEX**

- 1.1 Form of Underwriting Agreement\*
- 3.1 Certificate of Incorporation of BCB Bancorp, Inc., as amended\*
- 3.2 Bylaws of BCB Bancorp, Inc.(1)
- 4 Form of Common Stock Certificate of BCB Bancorp, Inc.(2)
- 5 Opinion of Luse Gorman Pomerenk & Schick regarding legality of securities being registered\*
- 10.1 BCB Bancorp, Inc. 2002 Stock Option Plan(3)
- 10.2 BCB Bancorp, Inc. 2003 Stock Option Plan(3)
- 10.3 2005 Director Deferred Compensation Plan\*
- 10.4 Change in Control Agreement with Donald Mindiak(4)
- 10.5 Change in Control Agreement with James E. Collins(4)
- 10.6 Change in Control Agreement with Thomas M. Coughlin(4)
- 10.7 Change in Control Agreement with Olivia Klim(4)
- 10.8 Change in Control Agreement with Amer Saleem(4)
- 10.9 Executive Agreement with Donald Mindiak(4)
- 10.10 Executive Agreement with James E. Collins(4)
- 10.11 Executive Agreement with Thomas M. Coughlin(4)
- 10.12 Executive Agreement with Olivia Klim(4)
- 10.13 Executive Agreement with Amer Saleem(4)
- 21 Subsidiaries of Registrant\*
- 23.1 Consent of Luse Gorman Pomerenk & Schick (contained in Opinion included as Exhibit 5)\*
- 23.2 Consent of Beard Miller Company LLP
- 24 Power of Attorney (set forth on signature page)

\* Previously filed.

- (1) Incorporated by reference to the Form 8-K filed with the Securities and Exchange Commission on December 13, 2004.
- (2) Incorporated by reference to the Form 8-K-12g3 filed with the Securities and Exchange Commission on May 1, 2003.
- (3) Incorporated by reference to Exhibit 10.1 and 10.2 to the Company's Registration Statement on Form S-8 (Commission File Number 333-11201) filed with the Securities and Exchange Commission on January 26, 2004.
- (4) Incorporated by reference to Exhibit 10.4, 10.5, 10.6, 10.7, 10.8, 10.9, 10.10, 10.11, 10.12 and 10.13 to the Form 8-K filed with the Securities and Exchange Commission on November 10, 2005.