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BCB BANCORP INC  
Form DEFA14A  
May 10, 2004

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 Confidential, for Use of the Commission Only (as permitted by  
Rule 14a-6(e)(2))  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to ss.240.14a-12

BCB Bancorp, Inc.

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(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed  
pursuant to Exchange Act Rule 0-11 (set forth the amount on which the  
filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

- Fee paid previously with preliminary materials.  
 Check box if any part of the fee is offset as provided by Exchange Act  
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- 1) Amount Previously Paid:
  
- 2) Form, Schedule or Registration Statement No.:
  
- 3) Filing Party:
  
- 4) Date Filed:

HOW LOW CAN THEY GO?

Dear Fellow Shareholders:

The dissident group has decided to distort reality by mischaracterizing an informal discussion two years ago as a secret pact to sell Bayonne Community Bank!

NOT TRUE!

You have seen the recent Virginia Kemp letter. You know her intentions. These are the intentions of the dissident group.

WHAT DO THEY REALLY WANT?

At first, the dissidents said they defected because of corporate governance.

When this claim failed, they claimed they did not want to sell the bank -- despite all the evidence on the record to the contrary.

And now, out of desperation, the dissident group is trying to create a new reality, where informal discussions more than two years old become today's reality.

What started as a complaint that we did not want to sell the bank has become a complaint that we did want to sell the bank! When will we learn the real motives of the dissident group?

DO NOT BE MISLED.

Please vote the WHITE PROXY CARD. Do not return any green proxy cards.

From the outset, management has stated that it has considered strategic options while continuing the successful implementation of its business plan. We remain committed to these principles -- and to the proposition that our growth and the needs of our customers in Bayonne go hand in hand.

We look forward to seeing you at the annual meeting.

Sincerely,

/s/ Mark D. Hogan

/s/ Donald Mindiak

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Mark D. Hogan  
Chairman of the Board

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Donald Mendiak  
President and Chief Executive Officer

BCB BANCORP, INC. -- GROWING WITH THE BAYONNE COMMUNITY