

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13G

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions

Filing Date: **1994-02-10**  
SEC Accession No. **0000950150-94-000230**

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### SUBJECT COMPANY

#### **BAYBANKS INC**

CIK: **10497** | IRS No.: **042008039** | State of Incorporation: **MA** | Fiscal Year End: **1231**  
Type: **SC 13G** | Act: **34** | File No.: **005-08574** | Film No.: **94505612**  
SIC: **6022** State commercial banks

Business Address  
175 FEDERAL ST  
BOSTON MA 02110  
6174821040

### FILED BY

#### **CAPITAL GROUP INC**

CIK: **732812** | State of Incorporation: **CA** | Fiscal Year End: **1231**  
Type: **SC 13G**

Business Address  
333 SO HOPE ST, 52ND FL  
LOS ANGELES CA 90071  
2134869426

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<TABLE>  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

OMB APPROVAL  
OMB number: 3235-0145  
Expires: October 31, 1994  
Estimated average burden  
hours per response . . . 14.90

SCHEDULE 13G  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. \_\_\_\_\_) \*

BAYBANKS INC.  
-----  
(Name of Issuer)

COMMON  
-----  
(Title of Class of Securities)

072723109  
-----  
(CUSIP Number)

</TABLE>

Check the following box if a fee is being paid with this statement [x]. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SEC 1745 (2/92)

Page 1 of 4 pages

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CUSIP No. 072723109

13G

Page 2 OF 4 PAGES

NAME OF REPORTING PERSON  
1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
THE CAPITAL GROUP, INC.  
86-0206507

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2 (a) [ ]

(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

|              |       |                          |
|--------------|-------|--------------------------|
|              |       | SOLE VOTING POWER        |
| NUMBER OF    | 5     | 446,800                  |
| SHARES       | ----- |                          |
|              |       | SHARED VOTING POWER      |
| BENEFICIALLY | 6     | NONE                     |
| OWNED BY     | ----- |                          |
| EACH         |       | SOLE DISPOSITIVE POWER   |
| REPORTING    | 7     | 1,779,000                |
| PERSON       | ----- |                          |
|              |       | SHARED DISPOSITIVE POWER |
| WITH         | 8     | NONE                     |
|              | ----- |                          |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,779,000 Beneficial ownership disclaimed pursuant to Rule 13d-4

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.50%

12 TYPE OF REPORTING PERSON\*

HC

\*SEE INSTRUCTION BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
CAPITAL RESEARCH AND MANAGEMENT COMPANY  
95-1411037

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) [ ]  
(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
DELAWARE

|              |   |                          |
|--------------|---|--------------------------|
|              | 5 | SOLE VOTING POWER        |
| NUMBER OF    |   | NONE                     |
| SHARES       |   | -----                    |
| BENEFICIALLY | 6 | SHARED VOTING POWER      |
| OWNED BY     |   | NONE                     |
| EACH         |   | -----                    |
| REPORTING    | 7 | SOLE DISPOSITIVE POWER   |
| PERSON       |   | 1,155,000                |
| WITH         |   | -----                    |
|              | 8 | SHARED DISPOSITIVE POWER |
|              |   | NONE                     |
|              |   | -----                    |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,155,000 Beneficial ownership disclaimed pursuant to Rule 13d-4

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
6.17%

12 TYPE OF REPORTING PERSON\*  
IA

\*SEE INSTRUCTION BEFORE FILLING OUT!

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

Schedule 13G  
Under the Securities Exchange Act of 1934

Fee enclosed [x] or Amendment No.

Item 1(a) Name of Issuer:  
BayBanks Inc.  
-----

Item 1(b) Address of Issuer's Principal Executive Offices:  
175 Federal St.  
-----  
Boston, MA 02110  
-----

Item 2(a) Name of Person(s) Filing:  
The Capital Group, Inc. and Capital Research and  
-----  
Management Company  
-----

Item 2(b) Address of Principal Business Office:  
333 South Hope Street  
-----  
Los Angeles, CA 90071  
-----

Item 2(c) Citizenship: N/A  
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Item 2(d) Title of Class of Securities: Common

Item 2(e) CUSIP Number: 072723109

Item 3 The person(s) filing is(are):

- (b) [ ] Bank as defined in Section 3(a)(6) of the Act.
- (e) [x] Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940.
- (g) [x] Parent Holding Company in accordance with Section 240.13d-1(b)(1)(ii)(G).

Item 4 Ownership

- (a) Amount Beneficially Owned:  
See item 9, pg. 2 and 3  
-----
- (b) Percent of Class: See item 11, pg. 2 and 3  
-----
- (c) Number of shares as to which such person has:
  - i) sole power to vote or to direct the vote  
See item 5, pg. 2 and 3  
-----
  - ii) shared power to vote or to direct the vote None  
-----
  - iii) sole power to dispose or to direct the disposition

iv) shared power to dispose or to direct the  
disposition of None - beneficial ownership disclaimed  
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pursuant to Rule 13d-4  
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Item 5 Ownership of 5% or Less of a Class: N/A  
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Item 6 Ownership of More than 5% on Behalf of Another Person: N/A  
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Item 7 Identification and Classification of the Subsidiary Which Acquired  
-----  
the Security Being Reported on By the Parent Holding Company  
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- (1) Capital Guardian Trust Company is a Bank as defined in Section 3(a)(6) of the Act and a wholly owned subsidiary of The Capital Group, Inc.
- (2) Capital Research and Management Company is an Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940 and is a wholly owned subsidiary of The Capital Group, Inc.
- (3) Capital International Limited (CIL) does not fall within any of the categories described in Rule 13d-1-(b)(ii)(A-F) but its holdings of any reported securities come within the five percent limitation as set forth in a December 15, 1986 no-action letter from the Staff of the Securities and Exchange Commission to The Capital Group, Inc. CIL is a wholly owned subsidiary of The Capital Group, Inc.

Item 8 Identification and Classification of Members of the Group: N/A  
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Item 9 Notice of Dissolution of the Group: N/A  
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Item 10 Certification  
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By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

Signature  
-----

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 11, 1994

Signature: /s/ Philip de Toledo  
-----

Name/Title: Philip de Toledo, Vice President and Treasurer  
-----  
The Capital Group, Inc.  
-----

Date: February 11, 1994

Signature: /s/ Paul G. Haaga, Jr.  
-----  
Name/Title: Paul G. Haaga, Jr., Senior Vice President  
-----  
Capital Research and Management Company  
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AGREEMENT

Los Angeles, California  
February 11, 1994

Capital Research and Management Company ("CRMC") and The Capital Group, Inc. ("CG") hereby agree to file a joint statement on Schedule 13G under the Securities Exchange Act of 1934 (the "Act") in connection with their beneficial ownership of common stock issued by BayBanks Inc.

CRMC and CG state that they are both entitled to individually use Schedule 13G pursuant to Rule 13d-1(c) of the Act.

Both CRMC and CG are responsible for the timely filing of the statement and any amendments thereto, and for the completeness and accuracy of the information concerning each of them contained therein but neither is responsible for the completeness or accuracy of the information concerning the other.

CAPITAL RESEARCH AND MANAGEMENT COMPANY

BY: /s/ Paul G. Haaga, Jr.  
-----  
Paul G. Haaga, Jr.  
Senior Vice President

THE CAPITAL GROUP, INC.

BY: /s/ Philip de Toledo  
-----  
Philip de Toledo  
Vice President and Treasurer

EXHIBIT A