

BERKSHIRE BANCORP INC /DE/
Form 10-Q
November 13, 2013

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

FORM 10-Q

(Mark One)

xQUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2013

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 0-13649

BERKSHIRE BANCORP INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of
Incorporation or Organization)

94-2563513

(I.R.S. Employer
Identification No.)

160 Broadway, New York, New York
(Address of Principal Executive Offices)

10038
(Zip Code)

Registrant's Telephone Number, Including Area Code: (212) 791-5362

N/A

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. (See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act. Yes No

As of November 12, 2013, there were 14,416,198 outstanding shares of the issuer's Common Stock, \$.10 par value.

BERKSHIRE BANCORP INC. AND SUBSIDIARIES

FORWARD-LOOKING STATEMENTS

Forward-Looking Statements. *Statements in this Quarterly Report on Form 10-Q that are not based on historical fact may be "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as "believe", "may", "will", "expect", "estimate", "anticipate", "continue" or similar terms identify forward-looking statements. A wide variety of factors could cause the actual results and experiences of Berkshire Bancorp Inc. (the "Company") to differ materially from the results expressed or implied by the Company's forward-looking statements. Some of the risks and uncertainties that may affect operations, performance, results of the Company's business, the interest rate sensitivity of its assets and liabilities, and the adequacy of its loan loss allowance, include, but are not limited to: (i) deterioration in local, regional, national or global economic conditions which could result, among other things, in an increase in loan delinquencies, a decrease in property values, or a change in the housing turnover rate; (ii) changes in market interest rates or changes in the speed at which market interest rates change; (iii) changes in laws and regulations affecting the financial services industry; (iv) changes in competition; (v) changes in consumer preferences; (vi) changes in banking technology; (vii) ability to maintain key members of management; (viii) possible disruptions in the Company's operations at its banking facilities; (ix) cost of compliance with new corporate governance requirements, rules and regulations; and other factors referred to in this Quarterly Report and in Item 1A, "Risk Factors", of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012.*

Certain information customarily disclosed by financial institutions, such as estimates of interest rate sensitivity and the adequacy of the loan loss allowance, are inherently forward-looking statements because, by their nature, they represent attempts to estimate what will occur in the future.

The Company cautions readers not to place undue reliance upon any forward-looking statement contained in this Quarterly Report. Forward-looking statements speak only as of the date they were made and the Company assumes no obligation to update or revise any such statements upon any change in applicable circumstances.

**BERKSHIRE BANCORP INC. AND SUBSIDIARIES
QUARTERLY REPORT ON FORM 10-Q**

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BERKSHIRE BANCORP INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Dollars in Thousands, Except Share Data)

	September 30, 2013 (Unaudited)	December 31, 2012
ASSETS		
Cash and due from banks (including restricted cash of \$4,264 and \$4,082, respectively)	\$ 7,881	\$ 8,637
Interest bearing deposits	92,749	140,517
Total cash and cash equivalents	100,630	149,154
Investment Securities:		
Available-for-sale, at fair value	342,639	355,114
Federal Home Loan Bank of New York stock	722	887
Held-to-maturity, fair value of \$ 259 in 2013 and \$283 in 2012	258	275
Total investment securities	343,619	356,276
Loans, net of unearned income	304,606	295,165
Less: allowance for loan losses	(10,122)	(11,008)
Net loans	294,484	284,157
Accrued interest receivable	3,009	3,099
Premises and equipment, net	6,976	7,113
Real estate owned	-	225
Deferred tax assets, net	22,989	16,392
Other assets	4,071	11,629
Total assets	\$ 775,778	\$ 828,045
LIABILITIES AND STOCKHOLDERS' EQUITY		
Deposits:		
Non-interest bearing	\$ 89,505	\$ 84,163
Interest bearing	523,137	558,307
Total deposits	612,642	642,470
Securities sold under agreements to repurchase	30,000	45,000
Borrowings	-	1,539
Accrued interest payable	1,382	1,699
Other liabilities	4,578	3,031
Total liabilities	648,602	693,739
Stockholders' equity		
Preferred stock - \$.01 Par value:		
2,000,000 shares authorized - none issued		
Common stock - \$.10 Par value	1,442	1,441
Authorized-25,000,000 Shares		
Issued 14,416,198 shares		
Outstanding 14,416,198 shares		
Additional paid-in capital	143,903	143,903
Accumulated Deficit	(4,999)	(8,061)

Accumulated other comprehensive loss, net	(13,170)	(2,977)
Total stockholders' equity	127,176	134,306
Total liabilities and stockholders' equity	\$ 775,778	\$ 828,045

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

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(Dollars In Thousands, Except Per Share Data)
(unaudited)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2013	2012	2013	2012
INTEREST AND DIVIDEND INCOME				
Loans, including related fees	\$ 4,265	\$ 4,658	\$ 12,741	\$ 14,445
Investment securities	2,174	2,395	6,452	7,106
Federal Home Loan Bank of New York stock	7	11	26	37
Interest bearing deposits	65	59	249	243
Total interest income	6,511	7,123	19,468	21,831
INTEREST EXPENSE				
Deposits	865	1,144	2,772	3,544
Securities sold under agreements to repurchase	263	446	1,027	1,337
Interest expense on borrowings	-	69	10	410
Total interest expense	1,128	1,659	3,809	5,291
Net interest income	5,383	5,464	15,659	16,540
PROVISION FOR LOAN LOSSES	(264)	(4,193)	(865)	(4,193)
Net interest income after provision for loan losses	5,647	9,657	16,524	20,733
NON-INTEREST INCOME				
Service charges on deposit accounts	96	110	293	344
Investment securities gains	25	61	338	169
Other income	128	595	604	897
Total non-interest income	249	766	1,235	1,410
NON-INTEREST EXPENSE				
Salaries and employee benefits	2,595	2,263	8,190	7,123
Net occupancy expense	636	567	1,937	1,728
Equipment expense	99	86	277	252
FDIC assessment	255	300	552	900
Data processing expense	92	112	326	336
Other	607	652	1,946	1,984
Total non-interest expense	4,284	3,980	13,228	12,323
Income before provision for taxes	1,612	6,443	4,531	9,820
Provision for income taxes	576	3,260	1,667	1,157
Net income	\$ 1,036	\$ 3,183	\$ 2,864	\$ 8,663
Earnings per share:				
Basic - 14,416,000 shares	\$ 0.07	\$ 0.22	\$ 0.20	\$ 0.60
Diluted - 14,416,000 shares	\$ 0.07	\$ 0.22	\$ 0.20	\$ 0.60

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

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands)
(unaudited)

	For The Nine Months Ended September 30,	
	2013	2012
Net Income	\$ 2,864	\$ 8,663
Other comprehensive (loss) income, net of tax:		
Unrealized (losses) gains on available-for-sale securities, net of taxes of \$8,168 and \$5,409, in 2013 and 2012, respectively	(10,015)	8,316
Less: Reclassification adjustment for realized (gains) included in net income, net of taxes of \$152 and \$68, in 2013 and 2012, respectively	(178)	(101)
Other comprehensive (loss) income	\$ (10,193)	\$ 8,215
Comprehensive (loss) income	\$ (7,329)	\$ 16,878

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

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

For The Nine Months Ended September 30, 2013 and 2012

(Dollars In Thousands, Except Share Data)

(Unaudited)

	Common Shares	Preferred Shares	Common Stock Par Value	Preferred Stock Par Value	Additional Paid-in Capital	Accumulated Other Comprehensive Loss, net	Accumulated deficit	Treasury Stock	Total Stock Equity
Balance at January 1, 2012	14,443	\$-	\$1,444	\$-	\$143,900	\$(10,517)	\$(19,299)	\$-	\$115,527
Net Income							8,663		8,663
Other comprehensive income net of taxes						8,215			8,215
Adjustments	(27)		(2)		3				1
Balance at September 30, 2012	14,416	\$-	\$1,442	\$-	\$143,903	\$(2,302)	\$(10,636)	\$-	\$132,367
Balance at January 1, 2013	14,416	\$-	\$1,441	\$-	\$143,903	\$(2,977)	\$(8,061)	\$-	\$134,272
Net Income							2,864		2,864
Other comprehensive loss net of taxes						(10,193)			(10,193)
Adjustments			1				198		199
Balance at September 30, 2013	14,416	\$-	\$1,442	\$-	\$143,903	\$(13,170)	\$(4,999)	\$-	\$127,176

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

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)
(unaudited)

	For The Nine Months Ended	
	September 30,	
	2013	2012
Cash flows from operating activities:		
Net income	\$ 2,864	\$ 8,663
Adjustments to reconcile net income to net cash provided by operating activities:		
Realized gains on investment securities	(338)	(169)
Net amortization of premiums of investment securities	1,252	1,833
Depreciation and amortization	362	373
Provision for loan losses	(865)	(4,193)
Decrease (increase) in accrued interest receivable	90	(190)
Decrease in other real estate owned	225	
Decrease (increase) in other assets	9,155	(1,376)
Increase (decrease) in accrued interest payable and other liabilities	1,229	(4,908)
Net cash provided by operating activities	13,974	33
Cash flows from investing activities:		
Investment securities available for sale		
Purchases	(306,282)	(382,025)
Sales, maturities and calls	299,697	405,068
Investment securities held to maturity		
Payments	17	17
Decrease in FHLB NY stock	165	
Net (increase) decrease in loans	(9,462)	8,119
Purchases of premises and equipment	(266)	(140)
Net cash (used in) provided by investing activities	(16,131)	31,039
Cash flows from financing activities:		
Net increase in non interest bearing deposits	5,342	4,750
Net decrease in interest bearing deposits	(35,170)	(12,648)
Repayment of borrowings	(1,539)	(18,931)
Repayment of securities sold under repurchase agreements	(15,000)	0
Net cash used in financing activities	(46,367)	(26,829)
Net (decrease) increase in cash and cash equivalents	(48,524)	4,243
Cash and cash equivalents at beginning of period	149,154	101,036
Cash and cash equivalents at end of period	\$ 100,630	\$ 105,279
Supplemental disclosure of cash flow information:		
Cash used to pay interest	\$ 4,126	\$ 10,565
Refund on income taxes, net of taxes paid	\$ 6,680	\$ 2

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

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements
September 30, 2013 and 2012
(unaudited)

Note 1. General

Berkshire Bancorp Inc., a Delaware corporation, is a bank holding company registered under the Bank Holding Company Act of 1956. References herein to "Berkshire", the "Company" or "we" and similar pronouns, shall be deemed to refer to Berkshire Bancorp Inc. and its wholly-owned consolidated subsidiaries unless the context otherwise requires. Berkshire's principal activity is the ownership and management of its indirect wholly-owned subsidiary, The Berkshire Bank (the "Bank"), a New York State chartered commercial bank. The Bank is owned through Berkshire's wholly-owned subsidiary, Greater American Finance Group, Inc. ("GAFG").

The accompanying consolidated financial statements of Berkshire Bancorp Inc. and subsidiaries include the accounts of the parent company, Berkshire Bancorp Inc., and its wholly-owned subsidiaries: The Berkshire Bank, GAFG and East 39, LLC.

We have prepared the accompanying consolidated financial statements pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC") for interim financial reporting. These consolidated financial statements, including the notes thereto, are unaudited and, in our opinion, include all adjustments, consisting of normal recurring adjustments and accruals, necessary for a fair presentation of our consolidated balance sheets, operating results, and cash flows for the periods presented. Operating results for the periods presented are not necessarily indicative of the results that may be expected for the remaining quarters of fiscal 2013 due to a variety of factors. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States ("GAAP") have been omitted in accordance with the rules and regulations of the SEC. These consolidated financial statements should be read in conjunction with the audited consolidated financial statements and accompanying notes included in the Company's 2012 Annual Report on Form 10-K.

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (continued)
(unaudited)

Note 2. Earnings Per Share

Basic earnings per common share is calculated by dividing income available to common stockholders by the weighted average common stock outstanding, excluding stock options from the calculation. As of and for the three and nine-months ended September 30, 2013 and 2012, there were no potential dilutive shares. The following tables present the Company's calculation of earnings per common share:

	For The Three Months Ended September 30, 2013			2012		
	Earnings (numerator) (In thousands, except per share data)	Shares (denominator)	Per share amount	Earnings (numerator)	Shares (denominator)	Per share amount
Basic earnings per common share						
Net income	\$ 1,036			\$ 3,183		
Net income available to common stockholders	\$ 1,036	14,416	\$ 0.07	\$ 3,183	14,416	\$ 0.22

	For The Nine Months Ended September 30, 2013			2012		
	Earnings (numerator) (In thousands, except per share data)	Shares (denominator)	Per share Amount	Earnings (numerator)	Shares (denominator)	Per share amount
Basic earnings per common share						
Net income	\$ 2,864			\$ 8,663		
Net income available to common stockholders	\$ 2,864	14,416	\$ 0.20	\$ 8,663	14,416	\$ 0.60

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (continued)
(unaudited)

Note 3. Income Taxes

The income tax provision for the three months and nine months ended September 30, 2013 was \$576,000 and \$1.7 million, respectively, and the income tax provision for the three months and nine months ended September 30, 2012 was \$3.3 million and \$1.2 million, respectively.

The effective tax rate for the three month and nine month period ended September 30, 2013 was 35.71 and 36.79 percent. The Company's effective tax rate differs from the statutory rate primarily due to benefit related to the dividends received deduction.

There were no significant uncertain tax positions requiring additional recognition in its financial statements as of September 30, 2013, and the Company does not believe that there will be any material changes in its unrecognized tax positions over the next twelve months. In addition, there were no accruals for interest or penalties during the three months and nine months ended September 30, 2013.

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (continued)
(unaudited)

Note 4. Loan Portfolio

The following table sets forth information concerning the Company's loan portfolio by type of loan at the dates indicated:

	September 30, 2013		December 31, 2012		
	Amount	% of Total	Amount	% of Total	
Commercial and industrial and finance leases	\$ 22,661	7.4	% \$ 23,184	7.8	%
Secured by real estate:					
Residential	78,281	25.7	% 84,207	28.5	%
Multi family	16,235	5.3	% 14,491	4.9	%
Commercial real estate and construction	187,370	61.4	% 172,973	58.5	%
Consumer	536	0.2	% 899	0.3	%
Total loans	305,083	100	% 295,754	100	%
Deferred loan fees	(477)		(589)		
Allowance for loan losses	(10,122)		(11,008)		
Loans, net	\$ 294,484		\$ 284,157		

The Bank did not foreclose on any loans during the nine months ended September 30, 2013. The Bank had one foreclosed real estate property, with a carrying value of \$225,000 in the year ended December 31, 2012 which was sold during the first quarter of 2013.

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (continued)
(unaudited)

Note 4. - (continued)

The following table sets forth information concerning activity in the Company's allowance for loan losses for the indicated periods.

	For The Three Months Ended		For The Nine Months Ended	
	September 30, 2013	September 30, 2012	September 30, 2013	September 30, 2012
Balance at beginning of period	\$ 10,386	\$ 17,718	\$ 11,008	\$ 17,720
Provision for loan losses	(264)	(4,193)	(865)	(4,193)
Loans charged off	-	-	(21)	(2)
Recoveries	-	-	-	-
Balance at end of period	\$ 10,122	\$ 13,525	\$ 10,122	\$ 13,525

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (continued)
(unaudited)

Note 4. - (continued)

Allowance for Credit Losses and Recorded Investment in Financing Receivables

The qualitative factors are determined based on the various risk characteristics of each loan class. Relevant risk characteristics are as follows:

Commercial and industrial loans - Loans in this class are made to businesses. Generally these loans are secured by assets of the business and repayment is expected from the cash flows of the business. A weakened economy, and resultant decreased consumer and/or business spending will have an adverse effect on the credit quality in this loan class.

Commercial real estate - Loans in this class include non-owner occupied income-producing investment properties and owner-occupied real estate used for business purposes. The underlying properties are generally located largely in our primary market area. The cash flows of the income producing investment properties are adversely impacted by a downturn in the economy as evidenced by increased vacancy rates, which in turn, will have an effect on credit quality. In the case of owner-occupied real estate used for business purposes a weakened economy and resultant decreased consumer and/or business spending will have an adverse effect on credit quality.

Construction loans- Loans in this class primarily include land loans to local individuals, contractors and developers for developing the land for sale or for the purpose of making improvements thereon. Repayment is derived from sale of the lots/units including any pre-sold units. Credit risk is affected by market conditions, time to sell at an adequate price and cost overruns. To a lesser extent this class includes commercial development projects we finance which in most cases have an interest-only phase during construction and then convert to permanent financing. Credit risk is affected by cost overruns, market conditions and the availability of permanent financing, to the extent such permanent financing is not being provided by us.

Residential real estate - Loans in this class are made to and secured by owner-occupied residential real estate and repayment is dependent on the credit quality of the individual borrower. The overall health of the economy, including unemployment rates and housing prices, will have an adverse effect on the credit quality in this loan class. The Company generally does not originate loans with a loan-to-value ratio greater than 80 percent and does not grant subprime loans.

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (continued)
(unaudited)

Note 4. - (continued)

Multi-Family real estate - Loans in this class are made to and secured by owner-occupied residential real estate and repayment is dependent on the credit quality of the individual borrower. The overall health of the economy, including unemployment rates and housing prices, will have an effect on the credit quality in this loan class. The Company generally does not originate loans with a loan-to-value ratio greater than 80 percent and does not grant subprime loans.

Consumer loans- Loans in this class may be either secured or unsecured and repayment is dependent on the credit quality of the individual borrower and, if applicable, sale of the collateral securing the loan (such as automobile or other secured assets). Therefore the overall health of the economy, including unemployment rates and housing prices, will have an effect on the credit quality in this loan class.

Financing Leases- Loans in this class may be either secured or unsecured and repayment is dependent on the credit quality of the individual borrower and, if applicable, sale of the collateral securing the loan (such as equipment or other secured assets). Therefore the overall health of the economy, including unemployment rates and housing prices, will have an effect on the credit quality in this loan class.

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (continued)
(unaudited)

Note 4. - (continued)

Allowance for Credit Losses and Recorded Investment in Loans
For the Three Months Ended September 30, 2013
(In thousands)

	Commercial & industrial	Commercial Real Estate	Construction	Multi family	Residential 1-4 Family	Consumer	Finance Leases	Unallocated	Total
2013									
Allowance for credit losses:									
Beginning balance	\$ 968	\$ 6,524	\$ 1,506	\$ 277	\$ 1,076	\$ 10	\$ 25		\$ 10,386
Charge-offs	-	-	-	-	-	-	-	-	\$ -
Recoveries	-	-	-	-	-	-	-	-	\$ -
Provision	(21)	(630)	328	80	(18)	3	(6)		(264)
Ending balance	\$ 947	\$ 5,894	\$ 1,834	\$ 357	\$ 1,058	\$ 13	\$ 19	\$ -	\$ 10,122
Ending balance: individually evaluated for impairment									
Ending balance: collectively evaluated for impairment	\$ 947	\$ 5,894	\$ 1,834	\$ 357	\$ 1,058	\$ 13	\$ 19	\$ -	\$ 10,122
Financing Receivables:									
Ending balance	\$ 21,863	\$ 157,909	\$ 29,461	\$ 16,235	\$ 78,281	\$ 536	\$ 798	\$ -	\$ 305,083
Ending balance: individually evaluated for impairment	\$ -	\$ 6,752	\$ -	\$ -	\$ 7,950	\$ -	\$ -	\$ -	\$ 14,702
Ending balance: collectively evaluated for impairment	\$ 21,863	\$ 151,157	\$ 29,461	\$ 16,235	\$ 70,331	\$ 536	\$ 798	\$ -	\$ 290,381

Allowance for Credit Losses and Recorded Investment in Loans
For the Three Months Ended September 30, 2012
(In thousands)

Commercial Real Estate	Construction	Multi family	Consumer	Unallocated	Total
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	Commercial & industrial				Residential 1-4 Family		Finance Leases		
2012									
Allowance for credit losses:									
Beginning balance	\$ 673	\$ 7,658	\$ 1,113	\$ 470	\$ 6,082	\$ 26	\$ 63	\$ 1,633	\$ 17,718
Charge-offs	-	-	-	-	-	-	-	-	\$ -
Recoveries	-	-	-	-	-	-	-	-	\$ -
Provision	(22)	(1,234)	8	23	(1,372)	57	(20)	(1,633)	(4,193)
Ending balance	\$ 651	\$ 6,424	\$ 1,121	\$ 493	\$ 4,710	\$ 83	\$ 43	\$ -	\$ 13,525
Ending balance: individually evaluated for impairment									
Ending balance: collectively evaluated for impairment	\$ 651	\$ 6,424	\$ 1,121	\$ 493	\$ 4,710	\$ 83	\$ 43	\$ -	\$ 13,525
Financing Receivables:									
Ending balance	\$ 14,242	\$ 157,750	\$ 20,766	\$ 14,593	\$ 98,347	\$ 2,073	\$ 1,725	\$ -	\$ 309,496
Ending balance: individually evaluated for impairment	\$ -	\$ 17,597	\$ 9,730	\$ -	\$ 8,152	\$ -	\$ -	\$ -	\$ 35,479
Ending balance: collectively evaluated for impairment	\$ 14,242	\$ 140,153	\$ 11,036	\$ 14,593	\$ 90,195	\$ 2,073	\$ 1,725	\$ -	\$ 274,017

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (continued)
(unaudited)

Note 4. - (continued)

Allowance for Credit Losses and Recorded Investment in Loans
For the Nine Months Ended September 30, 2013
(In thousands)

	Commercial & industrial	Commercial Real Estate	Construction	Multi family	Residential 4 Family	1- Consumer	Finance Leases	Unallocated	Total
2013									
Allowance for credit losses:									
Beginning balance	\$ 989	\$ 6,309	\$ 1,441	\$ 326	\$ 1,529	\$ 15	\$ 62	\$ 337	\$ 11,008
Charge-offs	-	-	-	-	(21)	-	-	-	(21)
Recoveries	-	-	-	-	-	-	-	-	-
Provision	(42)	(415)	393	31	(450)	(2)	(43)	(337)	\$ (865)
Ending balance	\$ 947	\$ 5,894	\$ 1,834	\$ 357	\$ 1,058	\$ 13	\$ 19	\$ -	\$ 10,122
Ending balance: individually evaluated for impairment									
Ending balance: collectively evaluated for impairment	\$ 947	\$ 5,894	\$ 1,834	\$ 357	\$ 1,058	\$ 13	\$ 19	\$ -	\$ 10,122
Financing Receivables:									
Ending balance	\$ 21,863	\$ 157,909	\$ 29,461	\$ 16,235	\$ 78,281	\$ 536	\$ 798	\$ -	305,083
Ending balance: individually evaluated for impairment	\$ -	\$ 6,752	\$ -	\$ -	\$ 7,950	\$ -	\$ -	\$ -	\$ 14,702
Ending balance: collectively evaluated for impairment	\$ 21,863	\$ 151,157	\$ 29,461	\$ 16,235	\$ 70,331	\$ 536	\$ 798	\$ -	290,381

Allowance for Credit Losses and Recorded Investment in Loans
For the Nine Months Ended September 30, 2012
(In thousands)

Commercial & industrial	Commercial Real Estate	Construction	Multi family	Residential 4 Family	1- Consumer	Finance Leases	Unallocated	Total
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2012

Allowance for
credit losses:

Beginning balance	\$ 950	\$ 7,857	\$ 609	\$ 411	\$ 6,490	\$ 53	\$ 126	\$ 1,224	\$ 17,720
Charge-offs	(2)	-	-	-	-	-	-	-	\$ (2)
Recoveries	-	-	-	-	-	-	-	-	-
Provision	(297)	(1,433)	512	82	(1,779)	29	(83)	(1,224)	(4,193)
Ending balance	\$ 651	\$ 6,424	\$ 1,121	\$ 493	\$ 4,711	\$ 82	\$ 43	\$ -	\$ 13,525
Ending balance: individually evaluated for impairment									
Ending balance: collectively evaluated for impairment	\$ 651	\$ 6,424	\$ 1,121	\$ 493	\$ 4,711	\$ 82	\$ 43	\$ -	\$ 13,525

Financing

Receivables:

Ending balance	\$ 14,242	\$ 157,750	\$ 20,766	\$ 14,593	\$ 98,347	\$ 2,073	\$ 1,725	\$ -	309,496
Ending balance: individually evaluated for impairment	\$ -	\$ 17,597	\$ 9,730	\$ -	\$ 8,152	\$ -	\$ -	\$ -	\$ 35,479
Ending balance: collectively evaluated for impairment	\$ 14,242	\$ 140,153	\$ 11,036	\$ 14,593	\$ 90,195	\$ 2,073	\$ 1,725	\$ -	274,017

Among the loans reviewed for impairment, \$1.3 million and \$2.4 million of residential loans and \$7.9 million and \$1.3 million of commercial real estate loans were identified as troubled debt restructurings ("TDRs") at September 30, 2013 and September 30, 2012, respectively. TDRs are the result of an economic concession being granted to borrowers experiencing financial difficulties. Certain TDRs are classified as nonperforming at the time of restructuring and may only return to performing status after considering the borrower's sustained repayment performance under the revised payment terms for a reasonable period, generally six months. We evaluated all of the impaired loans by analyzing the collateral value and by evaluating the discounted cash flow. Based on the nature of the modifications no impairment was required.

**Allowance for Credit Losses and Recorded Investment in Loans
For the Year Ended December 31, 2012
(In thousands)**

	Commercial & industrial	Commercial Real Estate	Construction	Multi family	Residential 1- 4 Family	1- Consumer	Finance Leases	Unallocated	Total
2012									
Allowance for credit losses:									
Beginning balance	\$ 950	\$ 7,857	\$ 609	\$ 411	\$ 6,490	\$ 53	\$ 126	\$ 1,224	\$ 17,720
Charge-offs	(2)	-	-	-	(50)	-	-	-	\$ (52)
Recoveries	33	-	-	-	-	-	-	-	\$ 33
Provision	8	(1,548)	832	(85)	(4,911)	(38)	(64)	(887)	(6,693)
Ending balance	\$ 989	\$ 6,309	\$ 1,441	\$ 326	\$ 1,529	\$ 15	\$ 62	\$ 337	\$ 11,008
Ending balance: individually evaluated for impairment									
Ending balance: collectively evaluated for impairment	\$ 989	\$ 6,309	\$ 1,441	\$ 326	\$ 1,529	\$ 15	\$ 62	\$ 337	\$ 11,008
Financing Receivables:									
Ending balance	\$ 21,814	\$ 149,184	\$ 23,789	\$ 14,491	\$ 84,207	\$ 899	\$ 1,370	\$ -	295,754
Ending balance: individually evaluated for impairment	\$ -	\$ 1,277		\$ -	\$ 7,596	\$ 13	\$ -	\$ -	\$ 8,886
Ending balance: collectively evaluated for impairment	\$ 21,814	\$ 147,907	\$ 23,789	\$ 14,491	\$ 76,611	\$ 886	\$ 1,370	\$ -	286,868

Among the loans reviewed for impairment, \$2.4 million of residential loans and \$1.3 million of commercial real estate loans were identified as troubled debt restructurings ("TDRs") at December 31, 2012. TDRs are the result of an economic concession being granted to borrowers experiencing financial difficulties. Certain TDRs are classified as nonperforming at the time of restructuring and may only return to performing status after considering the borrower's sustained repayment performance under the revised payment terms for a reasonable period, generally six months. We evaluated all of the impaired loans by analyzing the collateral value and by evaluating the discounted cash flow. Based on the nature of the modifications no impairment was required.

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (continued)
(unaudited)

Note 4. - (continued)

Age Analysis of Past Due Loans
As of September 30, 2013
(In thousands)

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Loans	Loans 90 Days and Accruing
Commercial & industrial	\$ -	\$ -	\$ 10	\$ 10	\$ 21,853	\$ 21,863	\$ 10
Commercial real estate construction	-	-	-	-	25,891	25,891	-
Commercial real estate - other	-	-	-	-	157,909	157,909	-
Consumer	-	-	-	-	418	418	-
Overdrafts	-	5	-	5	113	118	-
Residential - prime	-	5,427	890	6,317	71,964	78,281	-
Residential - multi-family	-	-	-	-	16,235	16,235	-
Residential - construction	-	-	-	-	3,570	3,570	-
Finance leases	-	-	-	-	798	798	-
Total	\$ -	\$ 5,432	\$ 900	\$ 6,332	\$ 298,751	\$ 305,083	\$ 10

Age Analysis of Past Due Loans
As of December 31, 2012
(In thousands)

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Loans	Loans 90 Days and Accruing
Commercial & industrial	\$ -	\$ -	\$ -	\$ -	\$ 21,814	\$ 21,814	\$ -
Commercial real estate construction	-	-	-	-	23,789	23,789	-
Commercial real estate - other	7,181	-	-	7,181	142,003	149,184	-
Consumer	50	-	-	50	665	715	-
Overdrafts	-	-	-	-	184	184	-
Residential - prime	6,081	373	861	7,315	76,892	84,207	-
Residential - multi-family	-	-	-	-	14,491	14,491	-
-	-	-	-	-	-	-	-

Residential - construction								
Finance leases	-	-	-	-	1,370	1,370	-	
Total	\$ 13,312	\$ 373	\$ 861	\$ 14,546	\$ 281,208	\$ 295,754	\$ -	

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (continued)
(unaudited)

Note 4. - (continued)

Impaired Loans
For the Three Months Ended September 30, 2013
(In thousands)

	Recorded Loan	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized	Interest Income Foregone
With no related allowance recorded:						
Commercial real estate	\$ 7,950	\$ 7,950	\$ -	\$ 7,971	\$ 108	\$ -
Residential - prime	6,752	6,752	-	6,755	42	12
Total	\$ 14,702	\$ 14,702	\$ -	\$ 14,726	\$ 150	\$ 12
Commercial	7,950	7,950	-	7,971	108	-
Residential	6,752	6,752	-	6,755	42	12

Impaired Loans
For the Three Months Ended September 30, 2012
(In thousands)

	Recorded Loan	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized	Interest Income Foregone
With no related allowance recorded:						
Construction	\$ 9,730	\$ 9,730	\$ -	\$ 9,740	\$ 112	\$ -
Commercial real estate	17,597	17,597	-	17,646	286	-
Residential - prime	8,152	8,152	-	8,162	73	8
Total	\$ 35,479	\$ 35,479	\$ -	\$ 35,548	\$ 471	\$ 8
Commercial	27,327	27,327	-	27,386	398	-
Residential	8,152	8,152	-	8,162	73	8

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (continued)
(unaudited)

Note 4. - (continued)

Impaired Loans

For the Nine Months Ended September 30, 2013

(In thousands)

	Recorded Loan	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized	Interest Income Foregone
With no related allowance recorded:						
Commercial real estate	\$ 7,950	\$ 7,950	\$ -	\$ 8,022	\$ 325	\$ -
Residential - prime	6,752	6,752	-	6,792	261	20
Total	\$ 14,702	\$ 14,702	\$ -	\$ 14,814	\$ 586	\$ 20
Commercial	7,950	7,950	-	8,022	325	-
Residential	6,752	6,752	-	6,792	261	20

Impaired Loans

For the Nine Months Ended September 30, 2012

(In thousands)

	Recorded Loan	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized	Interest Income Foregone
With no related allowance recorded:						
Construction	\$ 9,730	\$ 9,730	\$ -	\$ 9,770	\$ 448	\$ -
Commercial real estate	17,597	17,597	-	17,765	863	-
Residential - prime	8,152	8,152	-	8,211	256	45
Total	\$ 35,479	\$ 35,479	\$ -	\$ 35,746	\$ 1,567	\$ 45
Commercial	27,327	27,327	-	27,535	1,311	-
Residential	8,152	8,152	-	8,211	256	45

Impaired Loans

For the Year Ended December 31, 2012

(In thousands)

	Recorded Loan	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized	Interest Income Foregone
With no related allowance recorded:						
Commercial real estate	\$ 1,277	\$ 1,277	\$ -	\$ 1,307	\$ 87	\$ -
Consumer	13	13	-	15	-	-
Residential - prime	7,596	7,596	-	7,640	355	6
Total	\$ 8,886	\$ 8,886	\$ -	\$ 8,962	\$ 442	\$ 6
Commercial	1,277	1,277	-	1,307	87	-
Consumer	13	13		15	-	-
Residential	7,596	7,596	-	7,640	355	6

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (continued)
(unaudited)

Note 4. - (continued)

The following table presents loans on nonaccrual status as of the dates indicated. All nonaccrual loans were classified as impaired.

Loans on Nonaccrual Status
As of

	September 30, 2013 (In thousands)	December 31, 2012
Commercial & industrial	\$ -	\$ -
Construction	-	-
Commercial real estate	-	-
Consumer	-	-
Residential	890	861
Residential - multi-family	-	-
Finance leases	-	-
Total	\$ 890	\$ 861

The Company utilizes a risk rating system for the loan portfolio.

On a quarterly basis, or more often if needed, the Company formally reviews the ratings on all classified commercial and industrial, commercial real estate and construction loans. Quarterly, the Company engages an independent third-party to review a portion of loans within these segments. Management uses the results of these reviews as part of its periodic review process.

Credit Exposure
Credit Risk Profile by Internally Assigned Grades
As of September 30, 2013
(In thousands)

	Commercial & industrial	Commercial Real Estate Construction	Commercial Real Estate Other
Grade:			
Pass	\$18,212	\$19,861	\$134,741
Watch	1,550	-	3,159
Special mention	101	-	17,606
Substandard	2,000	9,600	2,403
Total	\$21,863	\$29,461	\$157,909
	Residential-Prime	Residential-Multi Family	Finance Leases
Grade:			
Pass	\$ 70,866	\$ 16,235	\$ -
Watch	570	-	-

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Special mention		53		-		798
Substandard		6,792		-		-
Total	\$	78,281	\$	16,235	\$	798

		Consumer- Overdrafts		Consumer-Other
Performing	\$	118	\$	418
Nonperforming		-		-
Total	\$	118	\$	418

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (continued)
(unaudited)

Note 4. - (continued)

Credit Exposure
Credit Risk Profile by Internally Assigned Grades
As of December 31, 2012
(In thousands)

	Commercial & Industrial	Commercial Real Estate Construction	Commercial Real Estate Other
Grade:			
Pass	\$ 21,679	\$ 23,789	\$ 115,547
Watch			8,226
Special Mention			5,970
Substandard	135		19,441
Total	\$ 21,814	\$ 23,789	\$ 149,184
		Residential	Multi Family
Grade:			
Pass		\$ 76,097	\$ 14,491
Watch		716	
Special Mention		1,086	
Substandard		6,308	
Total		\$ 84,207	\$ 14,491
	Consumer Overdrafts	Consumer Other	Finance Leases
Performing	\$ 184	\$ 715	\$ 1,370
Nonperforming			
Total	\$ 184	\$ 715	\$ 1,370

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (continued)
(unaudited)

Note 4. - (continued)

The following table presents the number and recorded balance of TDRs. The Company had no outstanding commitments to extend credit on TDRs at September 30, 2013 or December 31, 2012.

	As of September 30, 2013				
	Number of Loans	Pre-Modification Recorded Balance	Post-Modification Recorded Balance	Non-accrual Status Number of Loans	Recorded Balance
Commercial real estate	6	8,897	7,950		
One -to-four family - residential	6	559	1,344	2	799
Total	12	\$ 9,456	\$ 9,294	2	\$ 799

	As of December 31, 2012				
	Number of Loans	Pre-Modification Recorded Balance	Post-Modification Recorded Balance	Non-accrual Status Number of Loans	Recorded Balance
Commercial real estate	4	1,354	1,276		
One -to-four family - residential	6	2,177	2,101	1	434
Total	10	\$ 3,531	\$ 3,377	1	\$ 434

The following tables present newly classified TDRs by type of modification during the periods indicated:

	Interest Rate	Term	Combination	Total
Three months ended September 30, 2013				
Commercial real estate	\$ 2,562		\$ 4,136	\$ 6,698
One -to-four family - residential				
Total	\$ 2,562	\$ 0	\$ 4,136	\$ 6,698

There were no newly classified TDR's for the three month period ended September 30, 2012.

Nine months ended September 30, 2013			
Commercial real estate	\$2,562	\$4,136	\$6,698
One -to-four family - residential	343		343
Total	\$2,905	\$4,136	\$7,041

Nine months ended September 30, 2012			
Commercial real estate		\$11	\$11
One -to-four family - residential			
Total		\$11	\$11

There were no TDRs that subsequently defaulted during the three month periods and the nine month periods ended September 30, 2013 and September 30, 2012, respectively.

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (continued)
(unaudited)

Note 5. Investment Securities

The following is a summary of held to maturity investment securities:

	September 30, 2013			
	Amortized Cost (In Thousands)	Gross unrealized gains	Gross unrealized losses	Fair Value
U.S Government Agencies	\$ 258	\$ 1	\$ -	\$ 259
Totals	\$ 258	\$ 1	\$ -	\$ 259
	December 31, 2012			
	Amortized Cost (In Thousands)	Gross unrealized gains	Gross unrealized losses	Fair Value
U.S Government Agencies	\$ 275	\$ 8	\$ -	\$ 283
Totals	\$ 275	\$ 8	\$ -	\$ 283

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (continued)
(unaudited)

Note 5. - (continued)

The following is a summary of available-for-sale investment securities:

	September 30, 2013			
	Amortized Cost (In Thousands)	Gross unrealized gains	Gross unrealized losses	Fair Value
U.S. Treasury Notes	\$ 39,866	\$ -	\$ (1,062)	\$ 38,804
U.S. Government Agencies	140,022	96	(11,086)	129,032
Mortgage-backed securities	125,776	589	(1,797)	124,568
Corporate notes	7,431	58	(5)	7,484
Auction rate securities	53,000	-	(10,371)	42,629
Marketable equity securities and other	122	-	-	122
Totals	\$ 366,217	\$ 743	\$ (24,321)	\$ 342,639
	December 31, 2012			
	Amortized Cost (In Thousands)	Gross unrealized gains	Gross unrealized losses	Fair Value
U.S. Treasury Notes	\$ 24,868	\$ 19	\$ (37)	\$ 24,850
U.S. Government Agencies	141,653	367	(151)	141,869
Mortgage-backed securities	127,507	2,343	(255)	129,595
Corporate notes	10,386	106	(3)	10,489
Auction rate securities	56,000	-	(7,815)	48,185
Marketable equity securities and other	126	-	-	126
Totals	\$ 360,540	\$ 2,835	\$ (8,261)	\$ 355,114

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (continued)
(unaudited)

Note 5. - (continued)

Management uses a multi-factor approach to determine whether each investment security in an unrealized loss position is other-than-temporarily impaired ("OTTI"). An unrealized loss position exists when the current fair value of an investment is less than its amortized cost basis. The valuation factors utilized by management incorporate the ideas and concepts outlined in relevant accounting guidance. These include such factors as:

- *The length of time and the extent to which the market value has been less than cost;
- *The financial condition of the issuer of the security as well as the near and long-term prospect for the issuer;
- *The rating of the security by a national rating agency;
- *Historical volatility and movement in the fair market value of the security; and
- *Adverse conditions relative to the security, issuer or industry.

The following table shows the outstanding auction rate securities at September 30, 2013 and December 31, 2012:

	September 30, 2013		December 31, 2012	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(In thousands)			
Preferred Shares of Money Center Banks	\$ 53,000	\$ 42,629	\$ 56,000	\$ 48,185
Totals	\$ 53,000	\$ 42,629	\$ 56,000	\$ 48,185

In accordance with ASC 320-10, Investment - Debt and Equity Securities, management's impairment analysis for the corporate and auction rate securities that were in a loss position as of September 30, 2013 began with management's determination that it had the intent to hold these securities for sufficient time to recover the cost basis. Management also concluded that it was unlikely that it would be required to sell any of the securities before recovery of the cost basis.

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (continued)
(unaudited)

Note 5. - (continued)

The fair value of the auction rate securities is determined by management valuing the underlying security. The auction rate securities allow for conversion to the underlying preferred security after two failed auctions. As of September 30, 2013, there have been more than two failed auctions for all outstanding auction rate securities. It is our intention to continue to hold these securities and not convert to the underlying preferred securities. We also performed a discounted cash flow analysis, but we considered the market value of the underlying preferred shares to be more objective and relevant in pricing auction rate securities.

In determining whether there is OTTI, management considers the factors noted above. The financial performance indicators we review include, but are not limited to, net earnings, change in liquidity, and change in cash from operating activities, and, for money center banks, the regulatory capital ratios and the allowance for loan losses on the nonperforming loans. Through September 30, 2013, the auction rate securities have continued to pay interest at the highest rate as stipulated in the original prospectus.

At September 30, 2013, we had five auction rate securities with an aggregate fair market value of \$22.1 million which were below investment grade. At December 31, 2012, we had four auction rate securities with an aggregate fair market value of \$30.6 million which were below investment grade.

Based upon our methodology for determining the fair value of the auction rate securities, we concluded that as of September 30, 2013, the unrealized loss for the auction rate securities is due to the market interest volatility, the continued illiquidity of the auction rate markets, and uncertainty in the financial markets as there has not been a deterioration in the credit quality of the 6 issuers of the auction rate securities or a downgrade of additional auction rate securities from investment grade. It is not more likely than not that the Company would be required to sell the auction rate securities prior to recovery of the unrealized loss, nor does the Company intend to sell the security at the present time.

There has been one credit rating downgrade on our auction rate securities subsequent to December 31, 2012.

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (continued)
(unaudited)

Note 5. - (continued)

The Company has investments in certain debt securities that have unrealized losses or may be otherwise impaired, but an OTTI has not been recognized in the financial statements as management believes the decline is due to the interest rate environment.

The following table indicates the length of time individual securities that we consider temporarily impaired have been in a continuous unrealized loss position at September 30, 2013 (in thousands):

Description of Securities:	Less than 12 months		12 months or longer		Total	Unrealized Losses
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	
US Treasury and Notes	\$ 38,804	\$ 1,062	\$ -	\$ -	\$ 38,804	\$ 1,062
US Government Agencies	109,805	10,211	14,141	875	123,946	11,086
Mortgage-backed securities	95,588	1,513	9,780	284	105,368	1,797
Corporate notes	657	5	-	-	657	5
Auction Market Securities	42,629	10,371	-	-	42,629	10,371
Total temporarily impaired securities	\$ 287,483	\$ 23,162	\$ 23,921	\$ 1,159	\$ 311,404	\$ 24,321

The Company had a total of 145 debt securities with a fair market value of \$311.4 million which were temporarily impaired at September 30, 2013. The total unrealized loss on these securities was \$24.3 million, which is attributable to the market interest volatility, the continued illiquidity of the debt markets, and uncertainty in the financial markets.

The unrealized loss on our debt securities is comprised of a loss of \$10.4 million on eight auction rate securities which have declined in value due to auction failures beginning in February 2008 and a loss of \$13.9 million on other debt securities.

It is not more likely than not that we will be required to sell the securities before maturity. Further, we have the intent to hold all of these securities to maturity and will not be required to sell these securities due to our ratio of cash and cash equivalents of approximately 13.0% of total assets at September 30, 2013.

Therefore, the unrealized losses associated with these securities are not considered to be other than temporary.

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (continued)
(unaudited)

Note 5. - (continued)

The amortized cost and fair value of investment securities available for sale and held to maturity, by contractual maturity, at September 30, 2013 are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	September 30, 2013			
	Available-For Sale		Held to Maturity	
	Amortized Cost (In Thousands)	Fair Value	Amortized Cost (In Thousands)	Fair Value
Due in one year or less	\$ 3,446	\$ 3,470	-	-
Due after one through five years	36,076	35,689	-	-
Due after five through ten years	66,864	63,301	240	240
Due after ten years	206,709	197,428	18	19
Auction rate securities	53,000	42,629	-	-
Marketable equity securities and other	122	122	-	-
Totals	\$ 366,217	\$ 342,639	\$ 258	\$ 259

Gross gains realized on the sales of available-for-sale securities for the nine months ended September 30, 2013 and 2012 were \$468,000 and \$1.3 million respectively. Gross losses were \$130,000 and \$1.1 million for the nine months ended September 30, 2013 and 2012, respectively.

At September 30, 2013 and December 31, 2012, securities sold under agreements to repurchase with a book value of \$30.0 million and \$45.0 million were outstanding, respectively. The book value of the securities pledged for these repurchase agreements was \$33.3 million and \$50.6 million, respectively. As of September 30, 2013 and December 31, 2012, the Company owns investment securities in one issuer where the carrying value exceeded 10% of shareholders' equity.

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (continued)
(unaudited)

Note 6. Deposits

The following table summarizes the composition of the average balances of major deposit categories:

	Nine Months Ended September 30, 2013		Twelve Months Ended December 31, 2012	
	Average Amount (Dollars in thousands)	Average Yield	Average Amount	Average Yield
Demand deposits	\$ 82,406	-	\$ 74,630	-
NOW and money market	39,404	0.44 %	27,536	0.29 %
Savings deposits	165,810	0.20 %	201,251	0.18 %
Time deposits	326,112	0.96 %	357,706	1.13 %
Total deposits	\$ 613,732	0.59 %	\$ 661,123	0.68 %

The following table provides the Weighted Average rate for each of the deposit categories:

	As of September 30 2013		2012	
	Balance	Weighted Average Rate	Balance	Weighted Average Rate
Interest-bearing deposits:				
Certificate of deposit accounts	\$ 316,247	0.96 %	\$ 348,052	1.10 %
Savings accounts	167,340	0.20 %	195,851	0.17 %
Money Market accounts	9,114	0.17 %	7,695	0.19 %
NOW accounts	27,219	0.53 %	17,653	0.32 %
Total interest-bearing deposits	519,920		569,251	
Non-interest bearing deposits	89,505		78,823	
Total due to depositors	609,425		648,074	
Mortgagors' escrow deposits	3,217		2,920	
Total Deposits	\$ 612,642		\$ 650,994	

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (continued)
(unaudited)

Note 7. Fair Value of Financial Instruments

FASB ASC 820, "Fair Value Measurements and Disclosure" ("ASC 820"), defines fair value, establishes a framework for measuring fair value, and expands disclosure about fair value. ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value. A financial instrument's level within the fair value hierarchy is based on the lowest level of input significant to the fair value measurement. There have been no material changes in valuation techniques as a result of the adoption of ASC 820.

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2 - Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities in active markets; quoted prices in markets that are not active for identical or similar assets or liabilities; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Unobservable inputs that are supported by little or no market activity and significant to the fair value of the assets or liabilities that are developed using the reporting entities' estimates and assumptions, which reflect those that market participants would use.

The Company is required to disclose the estimated fair value of its assets and liabilities considered to be financial instruments. For the Company, as for most financial institutions, the majority of its assets and liabilities are considered financial instruments. However, many such instruments lack an available trading market, as characterized by a willing buyer and seller engaging in an exchange transaction. Also, it is the Company's general practice and intent to hold its financial instruments to maturity and not to engage in trading or sales activities, except for certain loans. Therefore, the Company had to use significant estimations and present value calculations to prepare this disclosure.

Changes in the assumptions or methodologies used to estimate fair values may materially affect the estimated amounts. Also, there may not be reasonable comparability between institutions due to the wide range of permitted assumptions and methodologies in the absence of active markets. This lack of uniformity gives rise to a high degree of subjectivity in estimating financial instrument fair values.

Estimated fair values have been determined by the Company using the best available data and an estimation methodology suitable for each category of financial instruments. The estimation methodologies used, the estimated fair values, and recorded book balances at September 30, 2013 and December 31, 2012 are outlined below.

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (continued)
(unaudited)

Note 7. - (continued)

	September 30, 2013		December 31, 2012	
	Carrying amount (In thousands)	Estimated fair value	Carrying amount	Estimated fair value
Investment securities	\$ 342,897	\$ 342,898	\$ 355,389	\$ 355,397
Loans, net of unearned income	305,083	308,427	295,165	305,123
Time Deposits	316,247	317,234	337,492	338,723
Other Deposits	296,395	295,408	304,978	304,978
Repurchase Agreements	30,000	30,300	45,000	46,138
Borrowings			1,539	1,548

The following table sets forth the fair value hierarchy for financial instruments measured at fair value at September 30, 2013 and December 31, 2012:

	September 30, 2013				December 31, 2012			
	Quoted Prices for Identical Assets/Liabilities (Level 1) (Dollars in thousands)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Carried at Fair Value	Quoted Prices for Identical Assets/Liabilities (Level 1) (Dollars in thousands)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Carried at Fair Value
Assets:								
Investment Securities:	\$ 44,564	\$ 255,139	\$ 43,195	\$ 342,898	\$ 21,234	\$ 285,978	\$ 48,185	\$ 355,397
Loans, net of Unearned Income	-	-	308,427	\$ 308,427	-	-	305,123	\$ 305,123
Time Deposits	-	317,234	-	\$ 317,234	-	338,723	-	\$ 338,723
Other Deposits	-	295,408	-	\$ 295,408	-	304,978	-	\$ 304,978
Repurchase Agreements	-	30,300	-	\$ 30,300	-	46,138	-	\$ 46,138
Borrowings	-	-	-	\$ -	-	1,548	-	\$ 1,548

For cash and cash equivalents, the recorded book values of \$100.6 million and \$149.2 million at September 30, 2013 and December 31, 2012, respectively, approximates fair value because of the relatively short term between the origination of the instrument and its expected realization. Therefore, the Company believes the measurement of fair value of cash and cash equivalents is derived from Level 1 inputs.

The estimated fair values of investment securities are based on quoted market prices (Level 1 inputs), if available. Estimated fair values are based on quoted market prices of comparable instruments if quoted market prices are not available (Level 2 inputs). Estimated fair values are also determined using unobservable inputs that are supported by little or no market values and significant assumptions and estimates (Level 3 inputs).

The net loan portfolio at September 30, 2013 and December 31, 2012 has been valued using a present value discounted cash flow where market prices were not available. The discount rate used in these calculations is the estimated current market rate adjusted for credit risk. The Company believes the fair value of portfolio loans is derived from Level 3 inputs.

The estimated fair values of demand deposits (i.e. interest checking) and non-interest bearing demand accounts, savings and certain types of money market accounts) are, by definition, equal to the amount payable on demand at the reporting date (i.e. their carrying amounts). The fair value of such deposits is derived from Level 2 inputs. The fair value of time deposits have been valued using net present value discounted cash flow and is derived from Level 2 inputs.

The fair value of commitments to extend credit is estimated based upon the amount of unamortized deferred loan commitment fees. The fair value of letters of credit is based upon the amount of unearned fees plus the estimated cost to terminate letters of credit. Fair values of unrecognized financial instruments, including commitments to extend credit, and the fair value of letters of credit are considered immaterial. As such, no disclosures are made on the fair value of commitments.

The fair value of interest rate caps, included in borrowings, are based upon the estimated amount the Company would receive or pay to terminate the contracts or agreements, taking into account current interest rates and, when appropriate, the current creditworthiness of the counterparties. The aggregate fair value for the interest rate caps were zero at both September 30, 2013 and December 31, 2012.

The fair value of borrowings and repurchase agreements approximates the carrying value due to the re-pricing of the debt. The Company measures the fair value of borrowings and repurchase agreements using Level 2 inputs.

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (continued)
(unaudited)

Note 7. - (continued)

Assets and Liabilities Measured at Fair Value on a Recurring and Non Recurring Basis

A description of the valuation methodologies used for financial instruments measured at fair value on a recurring basis, as well as the classification of the instruments pursuant to the valuation hierarchy, are as follows:

Securities Available for Sale

When quoted market prices are available in an active market, securities are classified within Level 1 of the fair value hierarchy. If quoted market prices are not available or accessible, then fair values are estimated using pricing models, matrix pricing, or discounted cash flow models. The fair values of securities estimated using pricing models or matrix pricing are generally classified within Level 2 of the fair value hierarchy. When discounted cash flow models are used there is omitted activity or less transparency around inputs to the valuation and securities are classified within Level 3 of the fair value hierarchy.

Level 1 securities generally include equity securities, certain U.S. Treasury notes and certain corporate debt securities valued based on quoted market prices in active markets. Level 2 instruments include U.S. government agency obligations, mortgage-backed securities, collateralized mortgage obligations and certain corporate bonds. For these securities, the Company obtains fair value measurements from an independent pricing service. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the bond's terms and conditions, among other things. Level 3 securities available for sale consist of instruments that are not readily marketable and may only be redeemed with the issuer at par such as certain corporate notes, auction rate securities and Federal Home Loan Bank stock. These securities are valued at par value or using discounted cash flows.

Assets measured at fair value on a recurring and nonrecurring basis at September 30, 2013 and at December 31, 2012 are summarized below.

	At September 30, 2013 Fair Value Measurement Using			
	Quoted Prices in Active Markets for Identical Assets/Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
	(Dollars in thousands)			
Assets				
Impaired Loans (1)	\$ -	\$ -	\$ 14,702	\$ 14,702
Investment Securities available for sale: (2)				
U.S. Treasury Notes	38,804	-	-	38,804
U.S Government Agencies	-	129,032	-	129,032
Mortgage backed securities	-	124,568	-	124,568
Corporate notes	5,760	1,158	566	7,484
Auction rate securities	-	-	42,629	42,629
Marketable equity securities and other	-	122	-	122
Total Investment securities available for sale	\$ 44,564	\$ 254,880	\$ 43,195	\$ 342,639
Total assets	\$ 44,564	\$ 254,880	\$ 57,897	\$ 357,341

(1) Non-recurring basis-impaired loans represent carrying amount as no write downs were taken to date.

(2) Recurring basis.

The above table includes \$23.6 million in net unrealized losses on the Company's available for sale securities. The Company has reviewed its investment portfolio at September 30, 2013, and determined that the unrealized losses are temporary.

	At December 31, 2012			Total
	Fair Value Measurement Using			
	Quoted Prices in Active Markets for Identical Assets/Liabilities (Level 1)	Significant Other Observable Inputs (Level 2) (Dollars in thousands)	Significant Unobservable Inputs (Level 3)	
Assets				
Impaired Loans (1)	\$ -	\$ -	\$ 8,886	\$ 8,886
Investment Securities available for sale: (2)				
U.S. Treasury Notes	14,846	10,004	-	24,850
U.S Government Agencies	-	141,869	-	141,869
Mortgage backed securities	-	129,595	-	129,595
Corporate notes	6,388	4,101	-	10,489
Auction rate securities	-	-	48,185	48,185
Marketable equity securities and other	-	126	-	126
Total Investment securities available for sale	\$ 21,234	\$ 285,695	\$ 48,185	\$ 355,114
Total assets	\$ 21,234	\$ 285,695	\$ 57,071	\$ 364,000

(1) Non-recurring basis-impaired loans represent carrying amount as no write downs were taken to date.

(2) Recurring basis.

The above table includes \$5.4 million in net unrealized losses on the Company's available for sale securities. The Company has reviewed its investment portfolio at December 31, 2012, and determined that the unrealized losses are temporary.

Assets and Liabilities Measured at Fair Value on a Recurring Basis Using Significant Unobservable Inputs (Level 3)

The following table presents a reconciliation for assets measured at fair value on a recurring basis for which the Company has utilized significant unobservable inputs (Level 3).

(Dollars in thousands)	Investment Securities Available for Sale For the Nine Months Ended September 30,	
	2013	2012
Balance, January 1,	\$ 48,185	\$ 44,495
Total gains/losses (realized/unrealized):		
Included in earnings		(187)
Included in other comprehensive income	(2,556)	13,488
Redemptions and sales	(3,000)	(7,313)
Transfers in to Level 3	566	-
Balance, September 30,	\$ 43,195	\$ 50,483

In accordance with FASB Accounting Standards Update (“ASU”) No. 2011-04, the Bank establishes valuation processes and procedures to ensure that the valuation techniques for investments that are categorized within Level 3 of the fair value hierarchy are fair, consistent and verifiable.

The Bank periodically tests its valuation of Level 3 investments through performing Discounted Cash Flow analysis of the investments by comparing the results of the discounted cash flow to the values obtained from valuation of the underlying collateral of the Auction Rate Securities. The following table presents additional information in accordance with ASU 2011-04 about the valuation processes utilized in measuring assets and liabilities at fair value using significant unobservable inputs (Level 3):

Assets (at Fair Value)	Fair Value at September 30, 2013 (in thousands)	Valuation Technique	Unobservable Inputs	Range of Preferred Share Pricing
Auction Rate Securities	\$ 42,629	Market Prices	Underlying Collateral	\$19.52 to \$20.80

Note 8. Related Party Transactions

In accordance with banking regulations, the Bank, from time to time, enters into lending transactions in the ordinary course of business with directors, executive officers, principal stockholders and affiliates of such persons on the same terms as those prevailing for comparable transactions with other borrowers. The following table summarizes the activity in loans to related parties. (In thousands)

Balance at 12/31/12	\$4,900
New Loans	
Repayments	(235)
Balance at 9/30/13	\$4,665

Aggregate deposits from related parties at September 30, 2013 and December 31, 2012 amounted to approximately \$60.1 million and \$61.5 million, respectively. At both September 30, 2013 and December 31, there were no related party overdrawn deposit accounts reclassified to loans.

NOTE 9. Capital Adequacy

Quantitative measures established by regulations to ensure capital adequacy require the Bank to maintain minimum amounts and ratios (set forth in the table below) of total and Tier I capital (as defined in the regulations) to risk-weighted assets, and of Tier I capital to average assets.

As of September 30, 2013, the Bank met all regulatory requirements for classification as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, the Bank must maintain minimum total risk-based, Tier I risk-based and Tier I leverage ratios as set forth in the following table. There are no conditions or events since that date that management believes have changed the institution's category.

The following table sets forth the actual and required regulatory capital amounts and ratios of the Company and the Bank as of September 30, 2013 (dollars in thousands):

	Actual		For capital adequacy purposes		To be well capitalized under prompt corrective action provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
September 30, 2013						
Total Capital (to Risk-Weighted Assets)						
Company	\$ 140,821	36.75 %	30,659	>8.0%		N/A
Bank	\$ 132,712	35.06 %	30,281	>8.0%	37,852	>10.0%
Tier I Capital (to Risk-Weighted Assets)						
Company	\$ 135,965	35.48 %	15,329	>4.0%		N/A
Bank	\$ 127,914	33.79 %	15,141	>4.0%	22,711	>6.0%
Tier I Capital (to Average Assets)						
Company	\$ 135,965	17.47 %	31,122	>4.0%		N/A
Bank	\$ 127,914	16.54 %	30,926	>4.0%	38,658	>5.0%

The allowance for loan loss is includable in the calculation of regulatory capital up to a maximum of 1.25% of risk-weighted assets. Approximately \$4.8 million and \$4.6 million of allowance for loan losses were included in total regulatory capital at September 30, 2013 and December 31, 2012, respectively.

Note 10. New Accounting Pronouncements

In December 2011, the FASB issued ASU No. 2011-11, which amends Topic 210, "Balance Sheet," to require an entity to disclose both gross and net information about financial instruments, such as sales and repurchase agreements and reverse sale and repurchase agreements and securities borrowing/lending arrangements, and derivative instruments that are eligible for offset in the statement of financial position and/or subject to a master netting arrangement or similar agreement. ASU 2011-11 is effective for annual and interim periods beginning on January 1, 2013, and did not have a material effect on the consolidated statements of operations or financial condition.

In February 2013, the FASB issued ASU No. 2013-02, which amends the authoritative accounting guidance under ASC Topic 220 "Comprehensive Income." The amendments do not change the current requirements for reporting net income or other comprehensive income in financial statements. However, the amendments require an entity to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required under U.S. GAAP to be reclassified to net income in its entirety in the same reporting period. For other amounts that are not required under U.S. GAAP to be reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures required under U.S. GAAP that provide additional detail about those amounts. The amendments in this update are effective prospectively for reporting periods beginning after December 15, 2013. Early adoption is permitted. Adoption of this update is not expected to have a material effect on the Company's consolidated results of operation or financial condition.

Note 11. Subsequent Event

On November 8, 2013, the Company notified The Nasdaq Stock Market LLC ("Nasdaq") of its intent to voluntarily file a Form 25 with the Securities and Exchange Commission on November 18, 2013 to effect the delisting of the Company's common stock from The Nasdaq Global Market and the deregistration of the Company's common stock under Section 12(b) of the Securities Exchange Act of 1934 (the "Exchange Act"). The Company expects that the delisting from Nasdaq will be effective as of November 29, 2013. Following the delisting from Nasdaq, the Company intends to file a Form 15 with the SEC to suspend its duty to file reports under Section 13 and 15(d) of the Exchange Act. The Company expects that its obligation to file periodic reports with the SEC under Sections 13 and 15(d) of the Exchange Act, such as Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, will be immediately suspended upon the filing of the Form 15, unless the SEC denies the effectiveness of Form 15, in which case the Company is required to file all required reports within 60 days of such denial. The Company expects that, subsequent to its delisting on The Nasdaq Global Market, its common stock will be quoted in the over-the-counter market maintained by OTC Markets. On November 8, 2013, the Company disseminated a press release and filed a Form 8-K disclosing its notification to Nasdaq and plans to delist and deregister its common stock and suspend its reporting obligations under the Exchange Act.

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Executive Summary

We are a Delaware corporation organized in March 1979, and a bank holding company registered under the Bank Holding Company Act of 1956. We acquired The Berkshire Bank (the "Bank"), our indirect wholly-owned subsidiary in March 1999. The Bank was organized in 1987 as a New York State chartered commercial bank. Our principal activity is the ownership and management of the Bank. Our activities are primarily funded by cash on hand, rental income, income from our portfolio of investment securities, and dividends, if any, received from the Bank. Our common stock is traded on the NASDAQ Stock Market under the symbol "BERK."

The Bank's principal business consists of gathering deposits from the general public and investing those deposits together with funds generated from ongoing operations and borrowings, primarily in residential and commercial loans, debt obligations issued by the U.S. Government and its agencies, debt obligations of business corporations, and mortgage-backed securities. The Bank operates from seven deposit-taking offices in New York City, four deposit-taking offices in Orange and Sullivan Counties, New York, and one deposit-taking office in Teaneck, New Jersey. The Bank's revenues are derived principally from interest on loans, and interest and dividends on investments in the securities portfolio. The Bank's primary regulator at the state level is the New York State Department of Financial Services (the "NYDFS"), while at the federal level its primary regulator is the Federal Deposit Insurance Corporation (the "FDIC"). Deposits are insured to the maximum allowable amount by the FDIC. The Bank is a member of the Federal Home Loan Bank system. The Company, as a bank holding company, is regulated by the Federal Reserve Bank of New York.

The May 14, 2009 Memorandum of Understanding (MOU) entered into between the board of directors of the Bank, the FDIC and the NYSDFS was replaced on January 31, 2013 with a revised MOU between the board of directors of the Bank, the FDIC and the NYSDFS and covers supervisory concerns and Bank Secrecy Act weakness.

The MOU requires that a committee of the board of directors of the Bank of at least three directors ("Compliance Committee") be established to ensure compliance with the MOU. The Compliance Committee meets monthly and presents a monthly written status report to the board of the Bank on actions taken by the Bank to comply with the MOU.

Our results of operations depend primarily on net interest income, which is the difference between the income earned on our interest-earning assets and the cost of our interest-bearing liabilities. Net interest income is the result of our interest rate margin, which is the difference between the average yield earned on interest-earning assets and the average cost of interest-bearing liabilities, adjusted for the difference in the average balance of interest-earning assets as compared to the average balance of interest-bearing liabilities. We also generate non-interest income from loan fees, service charges on deposit accounts, mortgage servicing fees and other fees, dividends on Federal Home Loan Bank of New York ("FHLB-NY") stock, and net gains and losses on sales of securities and loans. Our operating expenses consist principally of employee compensation and benefits, occupancy and equipment costs, other general and administrative expenses, and income tax expense. Our results of operations also can be significantly affected by our periodic provision for loan losses and specific provision for losses on loans.

Our investment policy, approved by the Board of Directors, is designed primarily to manage the interest rate sensitivity of our overall assets and liabilities, to generate a favorable return without incurring undue interest rate and credit risk, to complement our lending activities, and to provide and maintain liquidity. In establishing our investment strategies, we consider our business and growth strategies, the economic environment, our interest rate risk exposure, our interest rate sensitivity "gap" position, the types of securities to be held, and other factors. We primarily classify our investment securities as available for sale.

We decreased our provision for loan losses by \$865,000 thousand during the nine months ended September 30, 2013 compared to a decrease in the provision for loan losses of \$4.2 million during the nine months ended September 30, 2012. The decrease in the provision for loan losses was deemed appropriate as a result of the regular quarterly analysis of the allowance for loan losses. The regular quarterly analysis is based on management's evaluation of the risk inherent in the various components of the loan portfolio and other factors, including historical loan loss experience, changes in the composition and volume of the portfolio, collection policies and experience, trends in the volume of non-accrual loans and regional and national economic conditions. See "Provision for Loan Losses" below in this Item 2 for further discussion of the allowance for loan losses. No net provisions were made during any of the quarters ended September 30, 2013.

Net income, before the provision for income taxes, for the three and nine months ended September 30, 2013 was \$1.6 million and \$4.5 million, respectively, compared to net income, before the benefit for income taxes, for the three and nine months ended September 30, 2012 of \$6.4 million and \$9.8 million, respectively.

Net income was \$1.0 million and \$2.9 million for the three and nine months ended September 30, 2013, respectively, compared to \$3.2 million and \$8.7 million for the three and nine months ended September 30, 2012, respectively.

The following discussion and analysis is intended to provide a better understanding of the consolidated financial condition and results of operations of Berkshire Bancorp Inc. and subsidiaries. All references to earnings per share, unless stated otherwise, refer to earnings per diluted share. References to Notes herein are references to the "Notes to Consolidated Financial Statements" of the Company located in Item 1 herein.

Critical Accounting Policies, Judgments, and Estimates

The accounting and reporting policies of the Company conform with accounting principles generally accepted in the United States of America ("GAAP") and general practices within the financial services industry. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and the accompanying notes. Actual results could differ from those estimates.

The Company considers that the determination of the allowance for loan losses involves a higher degree of judgment and complexity than any of its other significant accounting policies. The allowance for loan losses is calculated with the objective of maintaining a reserve level believed by management to be sufficient to absorb estimated credit losses. Management's determination of the adequacy of the allowance is based on periodic evaluations of the loan portfolio and other relevant factors. However, this evaluation is inherently subjective as it requires material estimates, including, among others, expected default probabilities, loss given default, the amounts and timing of expected future cash flows on impaired loans, mortgages, and general amounts for historical loss experience. The process also considers economic conditions, uncertainties in estimating losses, and inherent risks in the loan portfolio. All of these factors may be susceptible to significant change. To the extent actual outcomes differ from management estimates, additional provisions for loan losses may be required that would adversely impact earnings in future periods. See "Provision for Loan Losses" below in this Item 2 for further discussion of the allowance for loan losses.

The Company recognizes deferred tax assets and liabilities for the future tax effects of temporary differences, net operating loss carryforwards, and tax credits. Deferred tax assets are subject to management's judgment based upon available evidence that future realization is more likely than not. If management determines that the Company may be unable to realize all or part of net deferred tax assets in the future, a direct charge to income tax expense may be required to reduce the recorded value of the net deferred tax asset to the expected realizable amount.

The Company conducts a periodic review and evaluation of its securities portfolio, taking into account the severity and duration of each unrealized loss, as well as management's intent and ability to hold the security until the unrealized loss is substantially eliminated, in order to determine if a decline in market value of any security below its carrying value is either temporary or other than temporary. Unrealized losses on held-to-maturity securities that are deemed temporary are disclosed but not recognized. Unrealized losses on debt or equity securities available-for-sale that are deemed temporary are excluded from net income and reported net of deferred taxes as other comprehensive income or loss. All unrealized losses that are deemed other than temporary on either available-for-sale or held-to-maturity securities are recognized immediately as a reduction of the carrying amount of the security, with a charge recorded in the Company's consolidated statements of operations.

The following table presents the total dollar amount of interest income from average interest-earning assets and the resultant yields, as well as the interest expense on average interest-bearing liabilities, expressed in both dollars and rates.

	For the Three Months Ended September 30, 2013			2012				
	Average Balance (Dollars in Thousands)	Interest and Dividends	Average Yield/ Rate	Average Balance	Interest and Dividends	Average Yield/ Rate		
INTEREST - EARNING ASSETS:								
Loans (1)	\$ 306,955	\$ 4,265	5.56 %	\$ 312,192	\$ 4,658	5.97 %		
Investment securities	353,623	2,174	2.46 %	405,846	2,406	2.37 %		
Other (2)(5)	86,666	72	0.33 %	121,233	59	0.19 %		
Total interest - earning assets	747,244	6,511	3.49 %	839,271	7,123	3.39 %		
Noninterest - earning assets	26,160			28,505				
Total Assets	773,404			867,776				
INTEREST - BEARING LIABILITIES:								
Interest bearing deposits	201,497	132	0.26 %	238,740	118	0.20 %		
Time deposits	316,923	733	0.93 %	358,442	1,026	1.14 %		
Other borrowings	32,772	263	3.21 %	60,358	515	3.41 %		
Total interest - bearing liabilities	551,192	1,128						