

BERKSHIRE BANCORP INC /DE/  
Form 10-Q  
August 08, 2011

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2011

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   
(Do not check if a smaller reporting company)

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 August 5, 2011, there were 7,054,183 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, 2010.

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

INDEX

		Page No.
<b>PART I.FINANCIAL INFORMATION</b>		
Item 1.	Financial Statements	
	Consolidated Balance Sheets as of June 30, 2011 and December 31, 2010 (unaudited)	4
	Consolidated Statements of Operations For The Three and Six Months Ended June 30, 2011 and 2010 (unaudited)	5
	Consolidated Statement of Stockholders' Equity and Comprehensive Income (Loss) For The Six Months Ended June 30, 2011 and 2010 (unaudited)	6
	Consolidated Statements of Cash Flows For The Six Months Ended June 30, 2011 and 2010 (unaudited)	7
	Notes to Consolidated Financial Statements (unaudited)	9
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	43
Item 3.	Quantitative and Qualitative Disclosure About Market Risk	67
Item 4.	Controls and Procedures	68
<b>PART IIOTHER INFORMATION</b>		
Item 6.	Exhibits	69
	Signature	70
	Index of Exhibits	71

BERKSHIRE BANCORP INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
(Dollars in Thousands)  
(unaudited)

	June 30, 2011	December 31, 2010
<b>ASSETS</b>		
Cash and due from banks	\$8,495	\$ 4,920
Interest bearing deposits	105,515	74,197
Total cash and cash equivalents	114,010	79,117
Investment Securities:		
Available-for-sale	406,651	341,564
Held-to-maturity, fair value of \$307 in 2011 and \$316 in 2010	310	319
Total investment securities	406,961	341,883
Loans, net of unearned income	346,723	366,305
Less: allowance for loan losses	(17,730 )	(16,105 )
Net loans	328,993	350,200
Accrued interest receivable	3,357	3,578
Premises and equipment, net	7,281	7,815
Other receivable	—	10,047
Other assets	30,375	37,257
Total assets	\$890,977	\$ 829,897
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Deposits:		
Non-interest bearing	\$83,036	\$ 73,609
Interest bearing	591,183	596,527
Total deposits	674,219	670,136
Securities sold under agreements to repurchase	50,000	50,000
Borrowings	8,420	10,657
Subordinated debt	22,681	22,681
Accrued interest payable	2,634	2,743
Other liabilities	14,535	2,047
Total liabilities	772,489	758,264
Stockholders' equity		
Preferred stock - \$.01 Par value:		
Authorized — 2,000,000 shares		
Issued — 60,000 shares		
Outstanding —		
June 30, 2011, 60,000 shares	1	1
December 31, 2010, 60,000 shares		
Common stock - \$.10 par value		
Authorized — 25,000,000 shares		
Issued — 7,698,285 shares		
Outstanding —		
June 30, 2011, 7,054,183 shares		
December 31, 2010, 7,054,183 shares	770	770

Additional paid-in capital	150,985	150,985
Accumulated Deficit	(23,314 )	(65,123 )
Accumulated other comprehensive loss, net	(3,543 )	(8,589 )
Treasury Stock at cost		
June 30, 2011, 644,102 shares	(6,411 )	(6,411 )
December 31, 2010, 644,102 shares		
Total stockholders' equity	118,488	71,633
Total liabilities and stockholders' equity	\$890,977	\$ 829,897

The accompanying notes are an integral part of these statements

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

	For The		For The	
	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2011	2010	2011	2010
<b>INTEREST INCOME</b>				
Loans, including related fees	\$5,498	\$6,473	\$11,177	\$13,006
Investment securities	3,480	3,720	6,661	7,520
Interest bearing deposits	73	65	134	116
Total interest income	9,051	10,258	17,972	20,642
<b>INTEREST EXPENSE</b>				
Deposits	1,543	1,953	3,109	4,213
Securities sold under agreements to repurchase	495	502	994	1,000
Interest expense on borrowings	250	422	512	939
Total interest expense	2,288	2,877	4,615	6,152
Net interest income	6,763	7,381	13,357	14,490
PROVISION FOR LOAN LOSSES	400	1,500	1,600	2,750
Net interest income after provision for loan losses	6,363	5,881	11,757	11,740
<b>NON-INTEREST INCOME</b>				
Service charges on deposits accounts	110	130	237	256
Investment securities (losses) gains	(192 )	247	(137 )	402
Gain on sale of foreclosed real estate, net	—	229	—	229
Other income	43,067	95	43,164	197
Total non-interest income	42,985	701	43,264	1,084
<b>NON-INTEREST EXPENSE</b>				
Total other than temporary impairment ("OTTI") charges on securities	—	1,202	—	1,202
Less non-credit portion of OTTI recorded in other comprehensive loss	—	—	—	—
Net OTTI recognized in earnings	—	1,202	—	1,202
Salaries and employee benefits	2,399	2,407	4,834	4,748
Net occupancy expense	500	547	1,065	1,113
Equipment expense	78	92	160	183
FDIC assessment	268	468	652	936
Data processing expense	152	126	261	252
Other	911	876	1,747	1,696
Total non-interest expense	4,308	5,718	8,719	10,130
Income before provision for taxes	45,040	864	46,302	2,694
Provision for income taxes	2,311	239	2,093	915
Net income	\$42,729	\$625	\$44,209	\$1,779
Dividends on preferred stock	1,200	1,200	2,400	2,400
Income (loss) allocated to common stockholders	\$41,529	\$(575 )	\$41,809	\$(621 )
Net income (loss) per common share:				
Basic	\$5.89	\$(.08 )	\$5.93	\$(.09 )

Diluted	\$5.89	\$(.08 )	\$5.93	\$(.09 )
Number of shares used to compute net income (loss) per common share:				
Basic	7,054	7,054	7,054	7,054
Diluted	7,054	7,054	7,054	7,054

The accompanying notes are an integral part of these statements.



BERKSHIRE BANCORP INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY  
and COMPREHENSIVE INCOME (LOSS)

For The Six Months Ended June 30, 2011 and 2010

(In Thousands)

(Unaudited)

	Common Shares	Preferred Shares	Par Value	Par Value	Additional paid-in capital	Accumulated other comprehensive (loss), net	Retained Earnings/ Accumulated deficit	Treasury stock	Comprehensive income (loss)	Total stockholders' equity
Balance at December 31, 2009	7,698	60	\$ 770	\$ 1	\$ 150,985	\$ (13,276 )	\$ (46,833 )	\$(6,411)		\$ 85,236
Net income							1,779		\$ 1,779	1,779
Other comprehensive (loss) net of taxes						(1,054 )			(1,054 )	(1,054 )
Comprehensive income									\$ 725	
Cash dividends - Preferred Stock							(2,400 )			(2,400 )
Balance at June 30, 2010	7,698	60	\$ 770	\$ 1	\$ 150,985	\$ (14,330 )	\$ 47,454	\$(6,411)		\$ 83,561
Balance at December 31, 2010	7,698	60	\$ 770	\$ 1	\$ 150,985	\$ (8,589 )	\$ (65,123 )	\$(6,411)		\$ 71,633
Net income							44,209		\$ 44,209	44,209
Other comprehensive income net of taxes						5,046			5,046	5,046
Comprehensive income									\$ 49,255	
Cash dividends - Preferred Stock							(2,400 )			(2,400 )
Balance at June 30, 2011	7,698	60	\$ 770	\$ 1	\$ 150,985	\$ (3,543 )	\$ (23,314 )	\$(6,411)		\$ 118,488

The accompanying notes are an integral part of these statements.

BERKSHIRE BANCORP INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(in thousands)  
(unaudited)

	For The Six Months Ended June 30,	
	2011	2010
<b>Cash flows from operating activities:</b>		
Net income	\$ 44,209	\$ 1,779
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Realized losses (gains) on investment securities	137	(402 )
Gain on sale of foreclosed real estate	—	(229 )
Other than temporary impairment charges on securities	—	1,202
Net amortization of premiums of investment securities	632	1,008
Depreciation and amortization	(211 )	258
Provision for loan losses	1,600	2,750
Decrease in accrued interest receivable	221	430
Decrease in other assets	16,929	2,056
Increase in accrued interest payable and other liabilities	9,979	753
Net cash provided by operating activities	73,496	9,605
<b>Cash flows from investing activities:</b>		
Investment securities available for sale		
Purchases	(249,474 )	(113,680 )
Sales, maturities and calls	188,664	130,055
Investment securities held to maturity		
Maturities	9	11
Net decrease in loans	19,607	33,696
Proceeds from sale of foreclosed real estate	—	12,548
Disposition (acquisition) of premises and equipment	745	(81 )
Net cash (used in) provided by investing activities	(40,449 )	62,549
<b>Cash flows from financing activities:</b>		
Net increase in non interest bearing deposits	9,427	3,138
Net decrease in interest bearing deposits	(5,344 )	(36,637 )
Repayment of borrowings	(2,237 )	(18,153 )
Dividends paid on preferred stock	—	(2,400 )
Net cash provided by (used in) financing activities	1,846	(54,052 )
Net increase in cash and cash equivalents	34,893	18,102
Cash and cash equivalents at beginning of period	79,117	60,803
Cash and cash equivalents at end of period	\$ 114,010	\$ 78,905
<b>Supplemental disclosure of cash flow information:</b>		
Cash used to pay interest	\$ 4,724	\$ 6,266
Cash used to pay income taxes, net of refunds	\$ 2,618	\$ (1,080 )
Schedule of non-cash investing activities:		

Transfer from loans to real estate owned	\$ —	\$ 12,318
Schedule of non-cash financing activities:		
Dividends declared and not paid	\$ 2,400	\$ —

The accompanying notes are an integral part of these statements.

BERKSHIRE BANCORP INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

June 30, 2011 and 2010

(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 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 financial statements of Berkshire Bancorp Inc. and subsidiaries includes 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 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 2011 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 Securities and Exchange Commission (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 2010 Annual Report on Form 10-K.

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

Note 2. Earnings (Loss) Per Share

Basic earnings (loss) per common share is calculated by dividing income (loss) available to common stockholders by the weighted average common stock outstanding, excluding stock options from the calculation. As of and for the six-month periods ended June 30, 2011 and 2010, there were no potential dilutive shares. The following tables present the Company's calculation of income (loss) per common share:

	For The Three Months Ended					
	June 30, 2011			June 30, 2010		
	Income (numerator)	Shares (denominator)	Per share amount	Income (numerator)	Shares (denominator)	Per share amount
	(In thousands, except per share data)					
<b>Basic earnings (loss) per common share</b>						
Net income	\$ 42,729			\$ 625		
Dividends paid to preferred shareholders	(1,200 )			(1,200 )		
Net income (loss) available to common stockholders	41,529	7,054	\$ 5.89	(575 )	7,054	\$ (.08)

	For The Six Months Ended					
	June 30, 2011			June 30, 2010		
	Income (numerator)	Shares (denominator)	Per share amount	Income (numerator)	Shares (denominator)	Per share amount
	(In thousands, except per share data)					
<b>Basic earnings (loss) per common share</b>						
Net income	\$ 44,209			\$ 1,779		
Dividends paid to preferred shareholders	(2,400 )			(2,400 )		
Net income (loss) available to common stockholders	41,809	7,054	\$ 5.93	(621 )	7,054	\$ (.09)

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

Note 3. Loan Portfolio

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

	June 30, 2011		December 31, 2010	
	Amount	% of Total	Amount	% of Total
	(Dollars in thousands)			
Commercial and Industrial and Finance Leases Secured by real estate	\$20,991	6.0 %	\$19,321	5.3 %
Residential	111,316	32.0	114,594	31.2
Multi family	8,434	2.4	5,865	1.6
Commercial real estate and construction	206,049	59.4	226,667	61.7
Consumer	793	0.2	795	0.2
Total loans	347,583	100.0 %	367,242	100.0 %
Deferred loan fees	(860 )		(937 )	
Allowance for loan losses	(17,730 )		(16,105 )	
Loans, net	\$328,993		\$350,200	

The Bank had \$3.4 million and \$1.5 million of non-accrual loans as of June 30, 2011 and December 31, 2010, respectively, and \$0 and \$495,000 of loans delinquent more than ninety days and still accruing interest at June 30, 2011 and December 31, 2010, respectively. The Bank did not foreclose on any loans during the six months ended June 30, 2011. During the six months ended June 30, 2010, the Bank foreclosed on a real estate loan in the amount of \$12.3 million. In April 2010, the Bank sold its interest in this foreclosed loan for \$12.6 million.

The Bank classified \$1.1 million and \$1.9 million of the non-accrual loans as impaired loans at June 30, 2011 and December 31, 2010, respectively. However, no specific reserves for impaired loans was made because the collateral underlying the impaired loans was deemed to be sufficient to cover any loss in the event of a default. Therefore, the allowance for loan loss is includable in the calculation of regulatory capital up to a maximum of 125% of risk-weighted assets or approximately \$5.4 million and \$5.8 million at June 30, 2011 and December 31, 2010, respectively.

Average impaired loans for the three and six months ended June 30, 2011 and 2010 were approximately \$3.6 million and \$3.8 million, respectively, and \$4.9 million and \$11.2 million, respectively. The approximate interest income that would have been recognized had these loans performed in accordance with their contractual terms was \$3,000 and \$6,000 for the three and six months ended June 30, 2011, respectively, and \$87,000 and \$394,000 for the three and six months ended June 30, 2010, respectively.

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

Note 3. - (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 Six Months Ended	
	June 30, 2011	June 30, 2010	June 30, 2011	June 30, 2010
	(In thousands)			
Balance at beginning of period	\$ 17,324	\$ 11,900	\$ 16,105	\$ 11,416
Provision charged to operations	400	1,500	1,600	2,750
Loans charged-off	—	(300 )	(2 )	(1,066 )
Recoveries	6	5	27	5
Balance at end of period	\$ 17,730	\$ 13,105	\$ 17,730	\$ 13,105

#### 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 effect on the credit quality in this loan class.

**Commercial real estate** - Loans in this class include income-producing investment properties and owner-occupied real estate used for business purposes. The underlying properties are generally located 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 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 3. - (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 3. - (continued)

Allowance for Credit Losses and Recorded Investment in Loans  
For the Six Months Ended June 30, 2011  
(In thousands)

	Commercial & Industrial	Commercial Real Estate	Construction	Multi Family	Residential Real Estate	Finance Consumer Leases	Unallocated	Total
Allowance for credit losses:								
Beginning balance	\$ 417	\$ 8,610	\$ 2,784	\$ 147	\$ 2,066	\$ 25	\$ 419	\$ 16,105
Charge-offs	(2 )							(2 )
Recoveries	27							27
Provision	8	627	(981 )	64	88	3	(102 )	1,600
Ending balance	\$ 450	\$ 9,237	\$ 1,803	\$ 211	\$ 2,154	\$ 28	\$ 317	\$ 17,730
Ending balance:								
individually evaluated for impairment	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Ending balance:								
collectively evaluated for impairment	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 17,730
Financing Receivables:								
Ending balance	\$ 14,328	\$ 185,652	\$ 20,937	\$ 8,434	\$ 111,316	\$ 793	\$ 6,663	\$ 347,583
Ending balance:								
individually evaluated for impairment	\$ 0	\$ 1,350	\$ 0	\$ 0	\$ 2,257	\$ 0	\$ 0	\$ 3,607
Ending balance:								
collectively evaluated for impairment	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 343,976

The Company believes the unallocated amount included in the allowance for credit losses is appropriate given the nature of the portfolio with the size of individual loans and the current economy's impact on the real estate market. The Company will continue to closely monitor the environment and loan portfolio and make adjustments when appropriate.

The \$3.6 million of impaired loans were identified as troubled debt restructurings ("TDRs"). 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 3. - (continued)

Allowance for Credit Losses and Recorded Investment in Loans  
For the Year Ended December 31, 2010  
(In thousands)

	Commercial & Industrial	Commercial Real Estate	Construction	Multi Family	Residential Real Estate	Finance Consumer Leases	Unallocated	Total	
Allowance for credit losses:									
Beginning balance	\$ 1,349	\$ 2,592	\$ 3,211	\$ 30	\$ 763	\$ 57	\$ 115	\$ 3,299	\$ 11,416
Charge-offs	(300 )	(766 )				(1 )			(1,067 )
Recoveries	6								6
Provision	(638 )	6,784	(427 )	117	1,303	(31 )	304	(1,662 )	5,750
Ending balance	\$ 417	\$ 8,610	\$ 2,784	\$ 147	\$ 2,066	\$ 25	\$ 419	\$ 1,637	\$ 16,105
Ending balance:									
individually evaluated for impairment	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Ending balance:									
collectively evaluated for impairment	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 16,105
Financing Receivables:									
Ending balance	\$ 10,498	\$ 193,500	\$ 33,167	\$ 5,865	\$ 114,594	\$ 795	\$ 8,823	\$ 0	\$ 367,242
Ending balance:									
individually evaluated for impairment	\$ 0	\$ 816	\$ 0	\$ 0	\$ 1,998	\$ 0	\$ 0	\$ 0	\$ 2,814
Ending balance:									
collectively evaluated for impairment	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 364,428

The \$2.0 million of residential impaired loans were identified as troubled debt restructurings ("TDRs") at December 31, 2010. 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 3. - (continued)

Age Analysis of Past Due Loans  
As of June 30, 2011  
(In thousands)

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Loans	Recorded Loans > 90 Days and Accruing
Commercial & industrial	\$ —	\$ —	\$ 125	\$ 125	\$ 14,203	\$ 14,328	\$ —
Construction	—	—	—	—	20,397	20,397	—
Commercial real estate	26	—	2,000	2,026	183,626	185,652	—
Consumer	5	—	—	5	618	623	—
Overdrafts	—	—	—	—	170	170	—
Residential - prime	29	74	165	268	111,048	111,316	—
Residential - multi family	—	—	—	—	8,434	8,434	—
Finance leases	—	—	—	—	6,663	6,663	—
<b>Total</b>	<b>\$ 60</b>	<b>\$ 74</b>	<b>\$ 2,290</b>	<b>\$ 2,424</b>	<b>\$ 345,159</b>	<b>\$ 347,583</b>	<b>\$ —</b>

Age Analysis of Past Due Loans  
As of December 31, 2010  
(In thousands)

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Loans	Recorded Loans > 90 Days and Accruing
Commercial & industrial	\$ 251	\$ —	\$ 166	\$ 417	\$ 10,081	\$ 10,498	\$ 29
Construction	900	—	—	900	32,267	33,167	—
Commercial real estate	1,356	2,000	—	3,356	190,144	193,500	—
Consumer	—	—	15	15	780	795	11
Residential - prime	404	387	695	1,486	113,108	114,594	451
Residential - multi family	—	—	—	—	5,865	5,865	—
Finance leases	—	—	—	—	8,823	8,823	—
<b>Total</b>	<b>\$ 2,911</b>	<b>\$ 2,387</b>	<b>\$ 876</b>	<b>\$ 6,174</b>	<b>\$ 361,068</b>	<b>\$ 367,242</b>	<b>\$ 495</b>

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

Note 3. - (continued)

Impaired Loans

For the Six Months Ended June 30, 2011  
(In thousands)

	Recorded Loan	Unpaid Principal Balance	Related Allowance	Average Recorded Loan	Interest Income Recognized	Interest Income Foregone
<b>With no related allowance recorded:</b>						
Commercial & industrial	\$—	\$—	\$—	\$—	\$—	\$—
Construction	—	—	—	—	—	—
Commercial real estate	1,350	1,350	—	1,354	45	—
Consumer	—	—	—	—	—	—
Residential – prime	2,257	2,257	—	2,262	54	6
Residential - multi family	—	—	—	—	—	—
Finance leases	—	—	—	—	—	—
<b>Total</b>	<b>\$3,607</b>	<b>\$3,607</b>	<b>\$—</b>	<b>\$3,616</b>	<b>\$ 99</b>	<b>\$6</b>
<b>Commercial</b>	<b>1,350</b>	<b>1,350</b>	<b>—</b>	<b>1,354</b>	<b>45</b>	<b>—</b>
<b>Consumer</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>
<b>Residential</b>	<b>2,257</b>	<b>2,257</b>	<b>—</b>	<b>2,262</b>	<b>54</b>	<b>6</b>

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

Note 3. - (continued)

Impaired Loans  
For the Year Ended December 31, 2010  
(In thousands)

	Recorded Loan	Unpaid Principal Balance	Related Allowance	Average Recorded Loan	Interest Income Recognized	Interest Income Foregone
<b>With no related allowance recorded:</b>						
Commercial & industrial	\$—	\$—	\$—	\$292	\$—	\$22
Construction	—	—	—	4,211	—	303
Commercial real estate	816	816	—	400	99	—
Consumer	—	—	—	—	—	—
Residential - prime	1,998	1,998	—	963	125	—
Residential - multi family	—	—	—	—	—	—

Finance leases	—	—	—	—	—	—
Total	\$2,814	\$2,814	\$ —	\$5,866	\$ 224	\$325
Commercial	816	816	—	4,903	99	325
Consumer	—	—	—	—	—	—
Residential	1,998	1,998	—	963	67	—



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

Note 3. - (continued)

Loans on Nonaccrual Status  
As of

	June 30, 2011	December 31, 2010
	(In thousands)	
Commercial & industrial	\$ 125	\$ 137
Construction	—	—
Commercial real estate	2,000	—
Consumer	17	—
Residential	1,272	1,380
Residential - multi family	—	—
Finance leases	—	—
Total	\$3,414	\$ 1,517

Credit Exposure  
Credit Risk Profile by Internally Assigned Grades  
As of June 30, 2011  
(In thousands)

	Commercial & Industrial	Commercial Real Estate Construction	Commercial Real Estate Other
Grade:			
Pass	\$ 14,179	\$ 7,847	\$ 130,692
Watch	24	—	8,288
Special Mention	—	12,550	12,015
Substandard	125	—	30,868
Doubtful	—	—	3,789
Total	\$ 14,328	\$ 20,397	\$ 185,652

	Residential	Residential Multi Family
Grade:		
Pass	\$ 102,908	\$ 8,434
Watch	855	—
Special Mention	—	—
Substandard	7,553	—
Total	\$ 111,316	\$ 8,434

	Consumer Overdrafts	Consumer Other	Finance Leases
Performing	\$ 170	\$ 618	\$ 6,663

Nonperforming	—	5	—
Total	\$ 170	\$ 623	\$ 6,663

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

Note 3. - (continued)

Credit Exposure  
Credit Risk Profile by Internally Assigned Grades  
For the Year Ended December 31, 2010  
(In thousands)

	Commercial & Industrial	Commercial Real Estate Construction	Commercial Real Estate Other
<b>Grade:</b>			
Pass	\$ 10,344	\$ 23,085	\$ 151,200
Watch	—	—	8,624
Special Mention	—	10,082	15,344
Substandard	154	—	18,332
Total	\$ 10,498	\$ 33,167	\$ 193,500
	Residential	Residential Multi Family	
<b>Grade:</b>			
Pass	\$ 106,165	\$ 5,865	
Watch	336	—	
Special Mention	5,929	—	
Substandard	2,164	—	
Total	\$ 114,594	\$ 5,865	
	Consumer Overdrafts	Consumer Other	Finance Leases
Performing	\$ 61	\$ 719	\$ 8,823
Nonperforming	4	11	—
Total	\$ 65	\$ 730	\$ 8,823

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

Note 3. - (continued)

The Company utilizes a grade risk rating system for commercial and industrial, commercial real estate and construction loans.

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. Semi-annually, the Company engages an independent third-party to review a significant portion of loans within these segments. Management uses the results of these reviews as part of its periodic review process.

Note 4. Investment Securities

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

	Amortized Cost	June 30, 2011 Gross unrealized gains      Gross unrealized losses (In thousands)		Fair value
U.S. Government Agencies	\$310	\$1	\$(4 )	\$307
	Amortized Cost	December 31, 2010 Gross unrealized gains      Gross unrealized losses (In thousands)		Fair value
U.S. Government Agencies	\$319	\$1	\$(4 )	\$316

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

Note 4. - (continued)

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

	June 30, 2011			Fair value
	Amortized Cost	Gross unrealized gains	Gross unrealized losses	
(In thousands)				
U.S. Treasury Notes	\$70,079	\$127	\$(1 )	\$70,205
U.S. Government Agencies	115,899	266	(1,081 )	115,084
Mortgage-backed securities	139,702	4,385	(420 )	143,667
Corporate notes	12,091	71	(91 )	12,071
Single Issuer Trust Preferred CDO	—	—	—	—
Pooled Trust Preferred CDO	—	—	—	—
Municipal securities	2,657	—	(106 )	2,551
Auction rate securities	70,000	—	(9,570 )	60,430
Marketable equity securities and other	2,614	127	(98 )	2,643
Totals	\$413,042	\$4,976	\$(11,367 )	\$406,651

	December 31, 2010			Fair value
	Amortized Cost	Gross unrealized gains	Gross unrealized losses	
(In thousands)				
U.S. Treasury Notes	\$50,015	\$61	\$—	\$50,076
U.S. Government Agencies	88,469	591	(1,533 )	87,527
Mortgage-backed securities	117,724	4,099	(686 )	121,137
Corporate notes	13,773	44	(639 )	13,178
Single Issuer Trust Preferred CDO	1,023	271	—	1,294
Pooled Trust Preferred CDO	6,459	—	(6,000 )	459
Municipal securities	2,632	102	(46 )	2,688
Auction rate securities	73,993	397	(12,311 )	62,079
Marketable equity securities and other	2,810	316	—	3,126
Totals	\$356,898	\$5,881	\$(21,215 )	\$341,564

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

Note 4. - (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 aggregated by type of underlying collateral at June 30, 2011 and December 31, 2010:

	June 30, 2011		December 31, 2010	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(In thousands)			
Federal Home Loan Mortgage Corporation Preferred Shares	\$—	\$—	\$693	\$1,089
Preferred Shares of Money Center Banks	68,000	58,430	71,300	58,990
Public Utility Debt and Equity Securities	2,000	2,000	2,000	2,000
Totals	\$70,000	\$60,430	\$73,993	\$62,079

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 June 30, 2011 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.

At June 30, 2011 and December 31, 2010, the amortized cost of our auction rate securities was \$70.0 million and \$74.0 million, respectively. The fair value of the auction rate securities was \$60.4 million and \$62.1 million at June 30, 2011 and December 31, 2010, respectively.

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

Note 4. - (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 June 30, 2011, 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 perform 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 to the nonperforming loans. Through June 30, 2011, the auction rate securities have continued to pay interest at the highest rate as stipulated in the original prospectus, except for the auction rate securities collateralized by the Federal Home Loan Mortgage Corporation Preferred Shares which were sold during the current quarter. The gain on such sale recorded in our financial statements was \$2.8 million. Currently, the interest rate paid approximates the rate paid on money market deposit accounts.

At June 30, 2011 and December 31, 2010, we had five auction rate securities and six auction rate securities, respectively, with an aggregate fair market value of \$23.7 million and \$21.0 million, respectively, which were below investment grade.

Based upon our methodology for determining the fair value of the auction rate securities, we concluded that as of June 30, 2011, the unrealized loss of approximately \$4.0 million on the four 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 issuer 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.

During both the six months ended June 30, 2011 and the year ended December 31, 2010, no auction rate securities were redeemed.

At December 31, 2010, we had one pooled trust preferred CDO ("TPCDO") with an amortized cost of \$6.5 million and a fair value of \$459,000. The TPCDO was sold during the quarter ended June 30, 2011 with a realized loss of \$4.2 million recorded in our financial statements.

We owned a Class B tranche of the TPCDO, which was considered below investment grade at December 31, 2010. In determining whether there was OTTI, management obtained discounted cash flow scenarios from independent third parties and used the most conservative result in order to value the TPCDO, which we believe also reflects the most likely expected cash flow. Based upon the discounted cash flow analysis, no additional credit related OTTI charges were recognized prior to the sale of the TPCDO.

During the six months ended June 30, 2011, two of the Company's auction rate securities collateralized by preferred shares of money center banks with a fair value of \$10.8 million were downgraded to below investment grade.





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

Note 4. - (continued)

At June 30, 2011 and December 31, 2010, the Company owned preferred and common stock (collectively "equity securities"). The fair value of the equity securities at June 30, 2011 decreased by approximately \$483,000 from the fair value at December 31, 2010.

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 credit markets coupled with 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 June 30, 2011 (in thousands):

Description of Securities	Less than 12 months		12 months or longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Treasury Notes	\$20,025	\$1	\$—	\$—	\$20,025	\$1
U.S. Government Agencies	67,793	1,081	—	—	67,793	1,081
Mortgage-backed securities	9,174	123	10,045	297	19,219	420
Corporate notes	657	6	3,608	85	4,265	91
Auction rate securities	4,550	450	58,430	9,120	62,980	9,570
Municipal securities	739	106	—	—	739	106
Subtotal, debt securities	102,938	1,767	72,083	9,502	175,021	11,269
Marketable equity securities and other	763	98	—	—	763	98
Total temporarily impaired securities	\$103,701	\$1,865	\$72,083	\$9,502	\$175,784	\$11,367

The Company had a total of 52 debt securities with a fair market value of \$175.0 million which were temporarily impaired at June 30, 2011. The total unrealized loss on these securities was \$11.4 million, which is attributable to the market interest volatility, the continued illiquidity of the debt markets, and uncertainty in the financial markets. It is not more likely than not that we would sell these securities before maturity, and 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 12.8% of total assets at June 30, 2011. 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 4. - (continued)

The amortized cost and fair value of investment securities available for sale and held to maturity, by contractual maturity, at June 30, 2011 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.

	June 30, 2011			
	Available for Sale Amortized Cost	Fair Value	Held to Maturity Amortized Cost	Fair Value
	(In thousands)			
Due in one year or less	\$10,962	\$10,995	\$—	\$—
Due after one through five years	85,402	85,705	—	—
Due after five through ten years	61,007	61,222	—	—
Due after ten years	183,057	185,656	310	307
Auction rate securities	70,000	60,430	—	—
Marketable equity securities and other	2,614	2,643	—	—
<b>Totals</b>	<b>\$413,042</b>	<b>\$406,651</b>	<b>\$310</b>	<b>\$307</b>

Gross gains realized on the sales of investment securities for the six months ended June 30, 2011 and 2010 were approximately \$4.1 million and \$445,000, respectively. Gross losses realized for the six months ended June 30, 2011 and 2010 were approximately \$4.3 million and \$1.25 million, respectively. The single issuer trust preferred security was sold in the six months ended June 30, 2011 with a realized loss of \$4.2 million recorded in our financial statements.

At both June 30, 2011 and December 31, 2010, securities sold under agreements to repurchase with a book value of \$50.0 million were outstanding. The book value of the securities pledged for these repurchase agreements was \$56.4 million and \$58.2 million, respectively. As of June 30, 2011 and December 31, 2010, the Company owned investment securities issued by FNMA, GNMA and FHLMC with a carrying value that exceeded 10% of shareholders' equity.

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

## Note 5. Deposits

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

	Six Months Ended June 30, 2011		Twelve Months Ended December 31, 2010	
	Average Amount	Average Yield (Dollars in thousands)	Average Amount	Average Yield
Demand deposits	\$ 78,324	—	\$ 69,963	—
NOW and money market	25,104	0.41 %	22,274	0.30 %
Savings deposits	185,231	0.46	196,598	0.71
Time deposits	385,957	1.35	400,586	1.52
Total deposits	\$ 674,616	0.91 %	\$ 689,421	1.09 %

## Note 6. Other Comprehensive Income (Loss)

The Company follows the provisions of FASB ASC 220, Comprehensive Income, ("ASC 220") which includes net income as well as certain other items which result in a change to equity during the period. The following table presents the components of comprehensive income (loss):

	For The Six Months Ended					
	Before tax amount	June 30, 2011 Tax (expense) benefit	Net of tax amount	Before tax amount	June 30, 2010 Tax (expense) benefit	Net of tax amount
Unrealized gains (losses) on investment securities:						
Unrealized holding gains (losses) arising during period	\$ 8,273	\$ (3,309 )	\$ 4,964	\$ (957 )	\$ 383	\$ (574 )
Less reclassification adjustment for (losses) realized in net income	(137 )	55	(82 )	(800 )	320	(480 )
Unrealized gain (loss) on investment securities	8,410	(3,364 )	5,046	(1,757 )	703	(1,054 )
Other comprehensive income (loss), net	\$ 8,410	\$ (3,364 )	\$ 5,046	\$ (1,757 )	\$ 703	\$ (1,054 )

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

Note 7. Fair Value of Financial Instruments

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 June 30, 2011 and December 31, 2010 are outlined below.

	June 30, 2011		December 31, 2010	
	Carrying amount	Estimated fair value	Carrying amount	Estimated fair value
	(In thousands)			
Investment securities	\$406,961	\$406,958	\$341,883	\$341,880
Loans, net of unearned income	346,723	354,301	366,305	371,110
Time Deposits	380,391	382,934	384,301	386,446
Repurchase Agreements	50,000	52,663	50,000	51,661
Borrowings	8,420	8,663	10,657	10,876
Subordinated debt	22,681	22,681	22,681	22,681

For cash and cash equivalents, the recorded book values of \$114.0 million and \$79.1 million at June 30, 2011 and December 31, 2010, respectively, approximates fair value.

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

The net loan portfolio at June 30, 2011 and December 31, 2010 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 carrying value of accrued interest approximates fair value.

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

Note 7. - (continued)

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 carrying amount of accrued interest payable approximates its fair value. The fair value of time deposits have been valued using net present value discounted cash flow.

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.

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 was approximately \$800 and \$26,000 at June 30, 2011 and December 31, 2010, respectively.

The fair value of the borrowings and subordinated debt approximates the carrying value due to the re-pricing of the debt.

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.

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 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 valued based on quoted market prices in active markets. Level 2 instruments include U.S. government agency obligations, state and municipal bonds, mortgage-backed securities, collateralized mortgage obligations and 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 Federal Home Loan Bank and Federal Reserve Bank stock. These securities are valued at par value.

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

Note 7. - (continued)

Assets measured at fair value during the six months ended June 30, 2011 and during fiscal year 2010 are summarized below.

	At June 30, 2011 Fair Value Measurement Using			Balance June 30, 2011
	Quoted Prices in Active Markets for Identical Assets/Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
<b>Assets</b>				
Impaired Loans (1)	\$—	\$—	\$ 3,607	\$3,607
<b>Investment securities available for sale: (2)</b>				
U.S. Treasury Notes	70,205	—	—	70,205
U.S. Government Agencies	—	115,084	—	115,084
Mortgage-backed securities	—	143,667	—	143,667
Corporate notes	12,071	—	—	12,071
Municipal securities	2,551	—	—	2,551
Auction rate securities	—	—	60,430	60,430
Marketable equity securities and other	1,140	1,503	—	2,643
<b>Total Investment securities available for sale</b>	<b>85,967</b>	<b>260,254</b>	<b>60,430</b>	<b>406,651</b>
<b>Total assets</b>	<b>\$85,967</b>	<b>\$260,254</b>	<b>\$ 64,037</b>	<b>\$410,258</b>

(1) Non-recurring basis

(2) Recurring basis

The fair value of real estate owned is determined by appraisals, which is then adjusted for the costs associated with liquidating the property. We measure real estate owned on a nonrecurring basis with Level 3 inputs. At both June 30, 2011 and December 31, 2010, the Company had no real estate owned.

The fair value of the derivative is approximately \$800 and valued as a Level 3 input. Further disclosures are not included because they were not deemed material.

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

Note 7. - (continued)

	At December 31, 2010 Fair Value Measurement Using			Balance December 31, 2010
	Quoted Prices in Active Markets for Identical Assets/Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
(Dollars in thousands)				
<b>Assets</b>				
Impaired Loans (1)	\$—	\$—	\$ 2,814	\$ 2,814
Investment securities available for sale: (2)				
U.S. Treasury Notes	50,076	—	—	50,076
U.S. Government Agencies	24,930	62,597	—	87,527
Mortgage-backed securities	—	121,137	—	121,137
Corporate notes	10,246	2,932	—	13,178
Single Issuer Trust Preferred CDO	—	1,294	—	1,294
Pooled Trust Preferred CDO	—	459	—	459
Municipal securities	—	2,688	—	2,688
Auction rate securities	—	—	62,079	62,079
Marketable equity securities and other	—	3,126	—	3,126
<b>Total Investment securities available for sale</b>	<b>85,252</b>	<b>194,233</b>	<b>62,079</b>	<b>341,564</b>
<b>Total assets</b>	<b>\$85,252</b>	<b>\$194,233</b>	<b>\$ 64,893</b>	<b>\$ 344,378</b>

(1) Non-recurring basis

(2) Recurring basis

The fair value of the derivative is approximately \$26,000 and valued as a Level 3 input. Further disclosures are not included because they were not deemed material.



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 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
Balance, January 1, 2011	\$ 62,079
Total gains/losses (realized/unrealized)	
Included in earnings	—
Included in other comprehensive income	2,344
Sales	(3,993 )
Redemptions (Transfer to Other Real Estate Owned)	—
Interest	—
Other than temporary impairment expense	—
Capital deductions for operating expenses	—
Balance, June 30, 2011	\$ 60,430
The amount of total gains (losses) for the period included in earnings attributable to the change in unrealized gains or losses relating to assets still held at June 30, 2011	\$ —

Note 8. New Accounting Pronouncements

In January 2010, the FASB issued Accounting Standards Update ("ASU") No. 2010-06, which amends the authoritative accounting guidance under ASC Topic 820. The update requires the following additional disclosures: (1) separately disclose the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and describe the reasons for the transfers; and (2) separately disclose information about purchases, sales, issuances and settlements in the reconciliation for fair value measurements using Level 3. The update provides for amendments to existing disclosures as follows: (1) fair value measurement disclosures are to be made for each class of assets and liabilities; and (2) disclosures are to be made about valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements. The update also includes conforming amendments to guidance on employers' disclosures about postretirement benefit plan assets. The update is effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances and settlements in the roll forward of activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. Adoption of this update did not have a material effect on the Company's results of operations or financial condition.

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

Note 8. - (continued)

In January 2011, the FASB issued ASU No. 2011-01, which temporarily delays the effective date of the required disclosures about troubled debt restructurings contained in ASU No. 2010-20. The delay is intended to allow the FASB additional time to deliberate what constitutes a troubled debt restructuring. All other amendments contained in ASU No. 2010-20 are effective as issued. Adoption of this update did not have a material effect on the Company's results of operations or financial condition.

In April 2011, the FASB issued ASU No. 2011-02, which amends the authoritative accounting guidance under ASC Topic 310 "Receivables." The update provides clarifying guidance as to what constitutes a troubled debt restructuring. The update provides clarifying guidance on a creditor's evaluation of the following: (1) how a restructuring constitutes a concession; and (2) if the debtor is experiencing financial difficulties. The amendments in this update are effective for the first interim or annual period beginning on or after June 15, 2011, and should be applied retrospectively to the beginning of the annual period of adoption. In addition, disclosures about troubled debt restructurings which were delayed by the issuance of ASU NO. 2011-01, are effective for interim and annual periods beginning on or after June 15, 2011. Adoption of this update is not expected to have a material effect on the Company's results of operations or financial condition.

In April 2011, the FASB issued ASU No. 2011-03, which amends the accounting for repurchase agreements and other agreements that both entitle and obligate a transferor to repurchase or redeem financial assets before their maturity. The amendments remove from the assessment of effective control (1) the criterion requiring the transferor to have the ability to repurchase or redeem the financial assets on substantially the agreed terms, even in the event of default by the transferee, and (2) the collateral maintenance implementation guidance related to that criterion. ASU No. 2011-03 is effective for the first interim or annual period beginning on or after December 15, 2011. Adoption of this update is not expected to have a material effect on the Company's results of operations or financial condition.

In May 2011, the FASB issued ASU No. 2011-04, which results in common fair value measurement and disclosure requirements for US GAAP and International Financial Reporting Standards. ASU No. 2011-04 is effective for the first interim or annual period beginning after December 15, 2011. Adoption of this update is not expected to have a material effect on the Company's results of operations or financial condition but may have an effect on disclosures.

In June 2011, the FASB issued ASU No. 2011-05 in order to improve the comparability, consistency and transparency of financial reporting and to increase the prominence of items reported in other comprehensive income. This standard eliminates the option to present components of other comprehensive income as part of the statement of changes in stockholders' equity. This update requires all nonowner changes in stockholders' equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In the two-statement approach, the first statement should present total net income and its components followed consecutively by a second statement that should present total other comprehensive income, the components of other comprehensive income, and the total of comprehensive income. This update is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. Early adoption is permitted because compliance with the amendments is already permitted. Adoption of this update is not expected to have a material effect on the Company's results of operations or financial condition.



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

Note 9. Subsequent Events

We evaluated subsequent events under ASC Topic 855, Subsequent Events. We did not identify any items which would require disclosure in or adjustment to the interim financial statements except as disclosed in Form 10-Q as of and for the period ended June 30, 2011.

Internal Control Over Financial Reporting

The objective of the Company's Internal Control Program is to allow the Bank and management to comply with Part 363 of the FDIC's regulations ("FDICIA") and to allow the Company to comply with Sections 302 and 404 of the Sarbanes-Oxley Act of 2002 ("SOX"). In November 2005, the FDIC amended Part 363 of its regulations by raising the asset-size threshold from \$500 million to \$1 billion for internal control assessments by management and external auditors. The final rule was effective December 28, 2005.

Section 302 of SOX requires the CEOs and CFOs of the Company to (i) certify that the annual and quarterly reports filed with the Securities and Exchange Commission are accurate and (ii) acknowledge that they are responsible for establishing, maintaining and periodically evaluating the effectiveness of the disclosure controls and procedures. Section 404 of SOX requires management to (i) report on internal control over financial reporting, (ii) assess the effectiveness of such internal controls, and (iii) obtain an external auditor's report on management's assessment of its internal control.

The Company is not an accelerated filer as defined in Rule 12b-2 of the Securities Exchange Act of 1934. On October 2, 2009, the SEC issued a final extension of SOX 404(b) for non-accelerated filers, which would have required them to first comply with the provisions of Section 404(b) of SOX with respect to fiscal years ending on or after June 15, 2010. Section 404(b) of SOX requires a registrant to provide an attestation report on management's assessment of internal controls over financial reporting by the registrant's external auditor.

Therefore, the Company would have been required to obtain an external auditor's attestation report on internal control over financial reporting for the fiscal year ended December 31, 2010. However, on July 21, 2010, President Obama signed the Dodd-Frank Act into law. The Dodd-Frank Act includes a provision which permanently exempts non-accelerated filers, including the Company, from the requirement to obtain an external audit on the effectiveness of internal financial reporting controls provided in Section 404(b) of SOX. Disclosure of management's attestations on internal control over financial reporting under Section 404(a) of SOX is still required. See the Section of this Report entitled "Business - The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010."

The Committee of Sponsoring Organizations (COSO) methodology may be used to document and test the internal controls pertaining to the accuracy of Company issued financial statements and related disclosures. COSO requires a review of the control environment (including anti-fraud and audit committee effectiveness), risk assessment, control activities, information and communication, and ongoing monitoring.

## 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 is the New York State Banking Department. Deposits are insured to the maximum allowable amount by the Federal Deposit Insurance Corporation. The Bank is a member of the Federal Home Loan Bank system.

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.

On July 21, 2010 the Dodd-Frank Act was signed into law by President Obama. The Dodd-Frank Act represents a comprehensive overhaul of the financial services industry within the United States, establishes a new federal Bureau, and will require the Bureau and other federal agencies to implement many new and significant rules and regulations. At this time it is difficult to predict the extent to which the Dodd-Frank Act or the resulting rules and regulations will impact our business. Compliance with these new laws and regulations will likely result in additional costs, and may adversely impact our results of operations, financial condition or liquidity.

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 classify our investment securities as available for sale.



We recorded a provision for loan losses of \$400,000 and \$1.6 million during the three and six-month periods ended June 30, 2011, respectively, compared to a provision for loan losses of \$1.5 million and \$2.8 million during the three and six-month periods ended June 30, 2010, respectively. 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 (which is updated at least annually), 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" in Item 2 for further discussion of the allowance for loan losses.

On May 16, 2011, we entered into a settlement agreement with the issuing financial institution of the auction rate securities in the Bank's investment portfolio. Pursuant to the agreement, in settlement of all claims made by the Bank, the institution paid to the Bank the sum of \$42.5 million, which is recorded in other income on the Statement of Operations.

In June 2010, we recorded a \$1.2 million other than temporary impairment ("OTTI") charge on two auction rate securities which had Freddie Mac preferred shares as the underlying collateral. The OTTI charge was deemed appropriate due to the significant decline in the price of the Freddie Mac shares with little expectation of recovery in the near term. No such OTTI charges were recorded during the six months ended June 30, 2011. During the six months ended June 30, 2011, we sold the Freddie Mac auction rate securities, realizing a gain of \$2.8 million which has been recorded in our Statement of Operations.

Net income, before dividends on our Series A Preferred Stock and before the provision for income taxes, for the three and six months ended June 30, 2011 was \$45.0 million and \$46.3 million, respectively, compared to net income before provision for income taxes of \$864,000 and \$2.7 million for the three and six months ended June 30, 2010, respectively. Net income allocated to common stockholders, including dividends on our Series A Preferred Stock and the provision for income taxes, was \$41.5 million and \$41.8 million for the three and six months ended June 30, 2011, respectively, compared to a net loss allocated to common stockholders, including provision for income taxes, of \$575,000 and \$621,000 for the three and six months ended June 30, 2010, 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 June 30,					
	Average Balance	2011 Interest and Dividends	Average Yield/Rate  (Dollars in Thousands)	Average Balance	2010 Interest and Dividends	Average Yield/Rate
<b>INTEREST-EARNING ASSETS:</b>						
Loans (1)	\$ 346,118	\$ 5,498	6.35 %	\$ 392,714	\$ 6,473	6.59 %
Investment securities	387,685	3,480	3.59	362,001	3,720	4.11
Other (2)(5)	96,914	73	0.30	80,695	65	0.32
Total interest-earning assets	830,717	9,051	4.36	835,410	10,258	4.91
Noninterest-earning assets	31,032			61,140		
Total Assets	\$ 861,749			\$ 896,550		
<b>INTEREST-BEARING LIABILITIES:</b>						
Interest bearing deposits	212,469	238	0.45 %	231,187	396	0.68 %
Time deposits	386,614	1,305	1.35	402,726	1,557	1.55
Other borrowings	81,582	745	3.65	94,287	924	3.92
Total interest-bearing liabilities	680,665	2,288	1.34	728,200	2,877	1.58
Demand deposits	80,293			71,398		
Noninterest-bearing liabilities	6,241			8,551		
Stockholders' equity (5)	94,550			88,401		
Total liabilities and stockholders' equity	\$ 861,749			\$ 896,550		
Net interest income		6,763			7,381	
Interest-rate spread (3)			3.02 %			3.33 %
Net interest margin (4)			3.26 %			3.53 %

Ratio of average interest-earning assets to average interest bearing liabilities	1.22	1.15
--	------	------

- 
- (1) Includes nonaccrual loans.
  - (2) Includes interest-bearing deposits, federal funds sold and securities purchased under agreements to resell.
  - (3) Interest-rate spread represents the difference between the average yield on interest-earning assets and the average cost of interest bearing liabilities.
  - (4) Net interest margin is net interest income as a percentage of average interest-earning assets.
  - (5) Average balances are daily average balances except for the parent company which have been calculated on a monthly basis.

For The Six Months Ended June 30,

	Average Balance	2011 Interest and Dividends	Average Yield/Rate	Average Balance	2010 Interest and Dividends	Average Yield/Rate
(Dollars in Thousands)						
<b>INTEREST-EARNING ASSETS:</b>						
Loans (1)	\$ 349,474	\$ 11,177	6.40 %	\$ 406,192	\$ 13,006	6.40 %
Investment securities	376,623	6,661	3.54	362,545	7,520	4.15
Other (2)(5)	86,699	134	0.31	70,291	116	0.33
Total interest-earning assets	812,796	17,972	4.42	839,028	20,642	4.92
Noninterest-earning assets	32,851			61,836		
Total Assets	\$ 845,647			\$ 900,864		
<b>INTEREST-BEARING LIABILITIES:</b>						
Interest bearing deposits	210,335	500	0.48 %	227,798	904	0.79 %
Time deposits	385,957	2,609	1.35	411,155	3,309	1.61
Other borrowings	82,141	1,506	3.67	97,709	1,939	3.97
Total interest-bearing liabilities	678,433	4,615	1.36	736,662	6,152	1.67
Demand deposits	78,324			68,874		
Noninterest-bearing liabilities	5,643			8,118		
Stockholders' equity (5)	83,247			87,210		
Total liabilities and stockholders' equity	\$ 845,647			\$ 900,864		
Net interest income		13,357			14,490	
Interest-rate spread (3)			3.06 %			3.25 %
Net interest margin (4)			3.29 %			3.45 %
Ratio of average interest-earning assets to average interest bearing liabilities	1.20			1.14		

(1) Includes nonaccrual loans.

(2) Includes interest-bearing deposits, federal funds sold and securities purchased under agreements to resell.

(3) Interest-rate spread represents the difference between the average yield on interest-earning assets and the average cost of interest bearing liabilities.

(4) Net interest margin is net interest income as a percentage of average interest-earning assets.

(5) Average balances are daily average balances except for the parent company which have been calculated on a monthly basis.

## Results of Operations

### Results of Operations for the Three and Six Months Ended June 30, 2011 Compared to the Three and Six Months Ended June 30, 2010.

Net Income (Loss) Allocated to Common Stockholders. Net income allocated to common stockholders for the three and six-month periods ended June 30, 2011 was \$41.5 million and \$41.8 million, respectively, or \$5.89 and \$5.93 per common share, respectively. The net loss allocated to common stockholders for the three and six-month periods ended June 30, 2010 was \$575,000 and \$621,000, respectively, or \$(.08) and \$(.09) per common share, respectively. The net income allocated to common stockholders for the three and six months ended June 30, 2011 includes (i) the accrual of dividends on our Series A Preferred Stock of \$1.2 million and \$2.4 million, respectively, or \$.17 and \$.34 per common share, respectively, (ii) a provision for income taxes of \$2.3 million and \$2.1 million, respectively, or \$.33 and \$.30 per common share, respectively, and (iii) a one-time settlement payment of \$42.5 million, or \$6.02 per common share.

The net loss allocated to common stockholders for the three and six months ended June 30, 2010 includes (i) OTTI charges of \$1.2 million, or \$.17 per common share, (ii) dividends on our Series A Preferred Stock of \$1.2 million and \$2.4 million, respectively, or \$.17 and \$.34 per common share, respectively, and (iii) a provision for income taxes of \$239,000 and \$915,000, respectively, or \$.03 and \$.13 per common share, respectively.

The Company's net income is largely dependent on interest rate levels, the demand for the Company's loan and deposit products and the strategies employed to manage the interest rate and other risks inherent in the banking business.

Net Interest Income. The Company's primary source of revenue is net interest income, or the difference between interest income earned on earning-assets, such as loans and investment securities, and interest expense on interest-bearing liabilities such as deposits and borrowings. The amount of interest income is dependent upon many factors including: (i) the amount of interest-earning assets that the Company can maintain based upon its funding sources; (ii) the relative amounts of interest-earning assets versus interest-bearing liabilities; and (iii) the difference between the yields earned on those assets and the rates paid on those liabilities. Non-performing loans adversely affect net interest income because they must still be funded by interest-bearing liabilities, but they do not provide interest income. Furthermore, when we designate an asset as non-performing, all interest which has been accrued but not actually received is deducted from current period income, further reducing net interest income.

For the three and six months ended June 30, 2011, net interest income was \$6.8 million and \$13.4 million, respectively, compared to net interest income of \$7.4 million and \$14.5 million, respectively, for the three and six months ended June 30, 2010. The decrease in net interest income was due to the decrease of \$4.7 million and \$26.2 million in the average amounts of interest-earning assets during the three and six months ended June 30, 2011, respectively, compared to the average amounts of interest-earning assets during the three and six months ended June 30, 2010, and the decrease in the average yields earned on interest-earning assets during the 2011 periods compared to the 2010 periods. These factors were partially offset by the decrease of \$589,000 and \$1.5 million in the average amounts of interest-bearing liabilities held during the three and six months ended June 30, 2011, respectively, compared to the average amounts of interest-bearing liabilities held during the three and six months ended June 30, 2010 and the decrease in the average rates paid on interest-bearing liabilities during the 2011 periods compared to the 2010 periods.

The average yields earned on interest-earning assets declined to 4.36% and 4.42% during the three and six-month periods ended June 30, 2011, respectively, from 4.91% and 4.92% during the three and six-month periods ended June 30, 2010, respectively. The average rates paid on interest-bearing liabilities declined to 1.34% and 1.36% during the three and six-month periods ended June 30, 2011, respectively, from 1.58% and 1.67% during the three and six-month periods ended June 30, 2010, respectively. The Company's interest-rate spread, the difference between the average yield on interest-earning assets and the average cost of interest-bearing liabilities, declined to 3.02% and 3.06% during the three and six-month periods ended June 30, 2011, respectively, from 3.33% and 3.25% during the three and six-month periods of 2010, respectively.

Net Interest Margin. Net interest margin, or annualized net interest income as a percentage of average interest-earning assets, was 3.26% and 3.29% for the three and six months ended June 30, 2011, respectively, compared to 3.53% and 3.45% during the three and six months ended June 30, 2010. We seek to secure and retain customer deposits with competitive products and rates, while making strategic use of the prevailing interest rate environment to borrow funds at what we believe to be attractive rates. We invest such deposits and borrowed funds in a prudent mix of fixed and adjustable rate loans, investment securities and short-term interest-earning assets. The decrease in net interest margin is primarily due to the decrease in the average amounts of higher yielding loans as a percentage of our total mix of interest-earning assets.

Interest Income. Total interest income for the quarter ended June 30, 2011 decreased by \$1.2 million to \$9.1 million from \$10.3 million for the quarter ended June 30, 2010. The decrease was due to the decrease in the average yield earned on the average amount of interest-earning assets to 4.36% during the 2011 quarter from 4.91% during the 2010 quarter, and the decrease in the average amount of higher yielding loans to \$346.1 million during the 2011 quarter from \$392.7 million during the 2010 quarter.

Total interest income for the six months ended June 30, 2011 decreased by \$2.6 million to \$18.0 million from \$20.6 million for the six months ended June 30, 2010. The decrease was due to the decrease in the average yield earned on the average amount of interest-earning assets to 4.42% during the 2011 six-month period from 4.92% during the 2010 six-month period, and the decrease in the average amount of higher yielding loans to \$349.5 million during the 2011 period from \$406.2 million during the 2010 period.

The following tables present the composition of interest income for the indicated periods:

	Three Months Ended June 30,			
	2011		2010	
	Interest Income	% of Total	Interest Income	% of Total
	(In thousands, except percentages)			
Loans	\$ 5,498	60.74 %	\$ 6,473	63.11 %
Investment Securities	3,480	38.45	3,720	36.26
Other	73	0.81	65	0.63
Total Interest Income	\$ 9,051	100.00 %	\$ 10,258	100.00 %

	Six Months Ended June 30,			
	2011		2010	
	Interest Income	% of Total	Interest Income	% of Total
	(In thousands, except percentages)			
Loans	\$ 11,177	62.19 %	\$ 13,006	63.01 %
Investment Securities	6,661	37.06	7,520	36.43
Other	134	0.75	116	0.56
Total Interest Income	\$ 17,972	100.00 %	\$ 20,642	100.00 %

Loans, which are inherently risky and therefore command a higher return than our portfolio of investment securities and other interest-earning assets, decreased to 41.7% and 43.0% of our total amount of average interest-earning assets during the three and six month-periods ended June 30, 2011, respectively, from 47.0% and 48.4% during the three and six month-periods ended June 30, 2010, respectively. The average amounts of investment securities increased to 46.7% and 46.3% of total average interest-earning assets during the three and six-month periods ended June 30, 2011, respectively, from 43.3% and 43.2% during the three and six-month periods ended June 30, 2010, respectively. While we actively seek to originate new loans with qualified borrowers who meet the Bank's underwriting standards, our strategy has been to maintain those standards, sacrificing some current income to avoid possible large future losses in the loan portfolio.

At June 30, 2011 and 2010, total non-performing loan assets were \$3.4 million and \$1.1 million, respectively, of non-accrual loans. Depending upon the contractual interest rate of a loan, significant additions to non-performing loans, were such additions to occur, could have a material adverse effect on our results of operations. The effect of the increase in non-accrual loans in 2011 from 2010 was negligible.

Federal Home Loan Bank Stock. The Bank owns stock of the Federal Home Loan Bank New York ("FHLB-NY") which is necessary for it to be a member of the FHLB-NY. Membership requires the purchase of stock equal to 1% of the Bank's residential mortgage loans or 5% of the outstanding borrowings, whichever is greater. The stock is redeemable at par, therefore, its cost is equivalent to its redemption value. The Bank's ability to redeem FHLB-NY shares is dependent upon the redemption practices of the FHLB-NY. At June 30, 2011, the FHLB-NY neither placed restrictions on redemption of shares in excess of a member's required investment in stock, nor stated that it will cease paying dividends. The Bank did not consider this asset impaired at either June 30, 2011 or December 31, 2010.

Interest Expense. Total interest expense for the quarter ended June 30, 2011 decreased by \$589,000 to \$2.3 million from \$2.9 million for the quarter ended June 30, 2010. The decrease in total interest expense was due to the decrease in the average rates paid on the average amount of interest-bearing liabilities to 1.34% in the 2011 quarter from 1.58% in the 2010 quarter, and the decrease in the average amounts of interest-bearing liabilities to \$680.7 million for the quarter ended June 30, 2011 from \$728.2 million for the quarter ended June 30, 2010.

Total interest expense for the six-month period ended June 30, 2011 decreased by \$1.5 million to \$4.6 million from \$6.1 million for the six-month period ended June 30, 2010. The decrease in total interest expense was due to the decrease in the average rates paid on the average amount of interest-bearing liabilities to 1.36% during the 2011 six-month period from 1.67% during the 2010 six-month period, and the decrease in the average amounts of interest-bearing liabilities to \$678.4 million from \$736.7 million during the six months ended June 30, 2011 and 2010, respectively.

The following tables present the components of interest expense as of the dates indicated:

	Three Months Ended June 30,		2010	
	2011		2010	
	Interest Expense	% of Total	Interest Expense	% of Total
	(In thousands, except percentages)			
Interest-Bearing Deposits	\$ 238	10.40 %	\$ 396	13.76 %
Time Deposits	1,305	57.04	1,557	54.12
Other Borrowings	745	32.56	924	32.12
Total Interest Expense	\$ 2,288	100.00 %	\$ 2,877	100.00 %

	Six Months Ended June 30,		2010	
	2011		2010	
	Interest Expense	% of Total	Interest Expense	% of Total
	(In thousands, except percentages)			
Interest-Bearing Deposits	\$ 500	10.83 %	\$ 904	14.69 %
Time Deposits	2,609	56.53	3,309	53.79
Other Borrowings	1,506	32.64	1,939	31.52
Total Interest Expense	\$ 4,615	100.00 %	\$ 6,152	100.00 %

**Non-Interest Income.** Non-interest income consists primarily of realized gains on sales of marketable securities and service fee income. In May 2011, we entered into a settlement agreement with the issuing financial institution of the auction rate securities in the Bank's investment portfolio. Pursuant to the agreement, the institution paid to the Bank the sum of \$42.5 million. This amount has been included in other non-interest income. For the three and six months ended June 30, 2011, total non-interest income amounted to \$43.0 million and \$43.3 million, respectively, or approximately \$500,000 and \$800,000, respectively, excluding the settlement payment of \$42.5 million. Total non-interest income for the three and six months ended June 30, 2010 was \$701,000 and \$1.1 million, respectively.



Non-Interest Expense. Non-interest expense includes salaries and employee benefits, occupancy and equipment expenses, legal and professional fees, OTTI charges on investment securities and other operating expenses associated with the day-to-day operations of the Company. Total non-interest expense decreased by \$1.4 million to \$4.3 million for the three months ended June 30, 2011 from \$5.7 million for the three months ended June 30, 2010. Total non-interest expense decreased by \$1.4 million to \$8.7 million for the six months ended June 30, 2011 from \$10.1 million for the six months ended June 30, 2010. The decrease in total non-interest was primarily due to the \$1.2 million OTTI charge on investment securities recorded in the three and six-month periods ended June 30, 2010.

The following tables present the components of non-interest expense as of the dates indicated:

	2011		2010	
	Non-Interest Expense	% of Total	Non-Interest Expense	% of Total
(In thousands, except percentages)				
Salaries and Employee Benefits	\$ 2,399	55.68 %	\$ 2,407	42.10 %
Net Occupancy Expense	500	11.61	547	9.57
Equipment Expense	78	1.81	92	1.61
FDIC Assessment	268	6.22	468	8.18
Data Processing Expense	152	3.53	126	2.20
Other than temporary impairment charge on securities	—	—	1,202	21.02
Other	911	21.15	876	15.32
Total Non-Interest Expense	\$ 4,308	100.00 %	\$ 5,718	100.00 %

	2011		2010	
	Non-Interest Expense	% of Total	Non-Interest Expense	% of Total
(In thousands, except percentages)				
Salaries and Employee Benefits	\$ 4,834	55.44 %	\$ 4,748	46.86 %
Net Occupancy Expense	1,065	12.21	1,113	10.99
Equipment Expense	160	1.84	183	1.81
FDIC Assessment	652	7.48	936	9.24
Data Processing Expense	261	2.99	252	2.49
Other than temporary impairment charge on securities	—	—	1,202	11.87
Other	1,747	20.04	1,696	16.74
Total Non-Interest Expense	\$ 8,719	100.00 %	\$ 10,130	100.00 %

Provision for Income Tax. During the three and six months ended June 30, 2011, the Company recorded income tax expense of \$2.3 million and \$2.1 million, respectively, compared to income tax expense of \$239,000 and \$915,000, respectively, for the three and six months ended June 30, 2010. In May 2011 the Company received a taxable settlement of \$42.5 million. The Company off-set this amount by sales of securities that previously had significant OTTI charges. These sales created a net taxable loss position for the three and six months ended June 30, 2011 and therefore increased the Company's net operating loss carryforwards. As the Company continues to have net operating loss carryforwards no current federal tax expense or payable was recorded during the three and six months ended June 30, 2011. The tax expense recorded during the three and six months ended June 30, 2011 mainly relates to changes in deferred taxes.

#### Issuer Purchases of Equity Securities

On May 15, 2003, The Company's Board of Directors authorized the purchase of up to an additional 450,000 shares of its Common Stock in the open market, from time to time, depending upon prevailing market conditions, thereby increasing the maximum number of shares which may be purchased by the Company from 1,950,000 shares of Common Stock to 2,400,000 shares of Common Stock. Since 1990 through June 30, 2011, the Company has purchased a total of 1,898,909 shares of its Common Stock. We did not repurchase shares of the Company's Common Stock during the first and second quarters of 2011. At June 30, 2011, there were 501,091 shares of Common Stock which may yet be purchased under our stock repurchase plan.

**Provision for Loan Losses.** The allowance for loan losses is the estimated amount considered necessary to cover credit losses inherent in the loan portfolio at the balance sheet date. The allowance is established through the provision for loan losses that is charged against income. In determining the allowance for loan losses, management makes significant estimates which involve a high degree of judgment, subjectivity of the assumptions utilized, and potential for changes in the economic environment that could result in changes to the amount of the recorded allowance for loan losses.

The allowance for loan losses has been determined in accordance with U.S. GAAP, principally FASB ASC 450, "Contingencies", ("ASC 450") and FASB ASC 310, "Receivables", ("ASC 310"). Under the above accounting principles, we are required to maintain an allowance for probable losses at the balance sheet date. We are responsible for the timely and periodic determination of the amount of the allowance required. Management believes that the allowance for loan losses is adequate to cover specifically identifiable losses, as well as estimated losses inherent in our portfolio for which certain losses are probable but not specifically identifiable.

Management performs a monthly evaluation of the adequacy of the allowance for loan losses. The analysis of the allowance for loan losses has two components: specific and general reserves. Specific reserves are made for loans determined to be impaired. Impairment is measured by determining the present value of expected future cash flows or, as a practical expedient for collateral-dependent loans, the fair value of the collateral adjusted for market conditions and selling expenses. The Bank considers its investment in one-to-four family real estate loans and consumer loans to be smaller balance homogeneous loans and therefore excluded from separate identification for evaluation of impairment. These homogeneous loan groups are evaluated for impairment on a collective basis under FASB ASC 310.

The general reserve is determined by segregating the remaining loans by type of loan, risk weighting (if applicable) and payment history. Management also analyzes historical loss experience, delinquency trends, general economic conditions, geographic concentrations, and industry and peer comparisons. This analysis establishes factors that are applied to the loan segments to determine the amount of the general reserves. This evaluation is inherently subjective as it requires material estimates that may be susceptible to significant revisions based upon changes in economic and real estate market conditions. Actual loan losses may be significantly more than the allowance for loan losses management has established which could have a material negative effect on the Company's financial results.

On a monthly basis, the Bank's management committee reviews the current status of various loan assets in order to evaluate the adequacy of the allowance for loan losses. In this evaluation process, specific loans are analyzed to determine their potential risk of loss. This process includes all loans, concentrating on non-accrual and classified loans. Each non-accrual or classified loan is evaluated for potential loss exposure. Any shortfall results in a recommendation of a specific allowance if the likelihood of loss is evaluated as probable. To determine the adequacy of collateral on a particular loan, an estimate of the fair market value of the collateral is based on the most current appraised value available. This appraised value is then reduced to reflect estimated liquidation expenses.

As a substantial amount of our loan portfolio is collateralized by real estate, appraisals of the underlying value of property securing loans are critical in determining the amount of the allowance required for specific loans. Assumptions for appraisal valuations are instrumental in determining the value of properties. Overly optimistic assumptions or negative changes to assumptions could significantly impact the valuation of a property securing a loan and the related allowance determined. The assumptions supporting such appraisals are carefully reviewed by management to determine that the resulting values reasonably reflect amounts realizable on the related loans. Based on the composition of our loan portfolio, management believes the primary risks are increases in interest rates, a decline in the economy, generally, and a decline in real estate market values in the New York metropolitan area. Any one or combination of these events may adversely affect our loan portfolio resulting in increased delinquencies, loan losses and future levels of loan loss provisions. Management believes the allowance for loan losses reflects the inherent credit risk in our portfolio, the level of our non-performing loans and our charge-off experience.

A loan is considered nonperforming when it becomes delinquent ninety days or when other adverse factors become known to us. We generally order updated appraisals from independent third party licensed appraisers at the time the loan is identified as nonperforming. Depending upon the property type, we receive appraisals within thirty to ninety days from the date the appraisals are ordered. Upon receipt of the appraisal, which is discounted by us to take account of estimated selling and other holding costs, we compare the adjusted appraisal amount to the carrying amount of the real estate dependent loan and record any impairment through the allowance for loan loss at that time.

The majority of our real estate dependent loans are concentrated in the New York City metropolitan area, we do not make adjustments to the appraisals for this concentration. We do not increase the appraised value of any property. Any adjustments we make to the appraisals are to decrease the appraised value due to selling and other holding costs.

Although management believes that we have established and maintained the allowance for loan losses at adequate levels, additions may be necessary if future economic and other conditions differ substantially from the current operating environment. Although management uses what it believes is the best information available, the level of the allowance for loan losses remains an estimate that is subject to significant judgment and short-term change. In addition, the Federal Deposit Insurance Corporation, New York State Banking Department, and other regulatory bodies, as an integral part of their examination process, will periodically review our allowance for loan losses. Such agencies may require us to recognize adjustments to the allowance based on its judgments about information available to them at the time of their examination.

The following table sets forth information with respect to activity in the Company's allowance for loan losses during the periods indicated (in thousands, except percentages):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Average loans outstanding	\$ 346,118	\$ 392,714	\$ 349,474	\$ 406,192
Allowance at beginning of period	17,324	11,900	16,105	11,416
<b>Charge-offs:</b>				
Commercial and other loans	—	300	2	300
Real estate loans	—	—	—	766
Total loans charged-off	—	300	2	1,066
<b>Recoveries:</b>				
Commercial and other loans	6	5	27	5
Real estate loans	—	—	—	—
Total loans recovered	6	5	27	5
Net recoveries (charge-offs)	6	(295 )	25	(1,061 )
Provision for loan losses charged to operating expenses	400	1,500	1,600	2,750
Allowance at end of period	17,730	13,105	17,730	13,105
Ratio of net recoveries (charge-offs) to average loans outstanding	0.00 %	(0.08 )%	0.01 %	(0.26 )%
Allowance as a percent of total loans	5.10 %	3.41 %	5.10 %	3.41 %
Total loans at end of period	\$ 347,583	\$ 384,225	\$ 347,583	\$ 384,225

#### Loan Portfolio.

**Loan Portfolio Composition.** The Company's loans consist primarily of mortgage loans secured by residential and non-residential properties as well as commercial loans which are either unsecured or secured by personal property collateral. Most of the Company's loans are either made to individuals or personally guaranteed by the principals of the business to which the loan is made. At June 30, 2011 and December 31, 2010, the Company had loans, net of unearned income, of \$346.7 million and \$366.3 million, respectively, and an allowance for loan losses of \$17.7 million and \$16.1 million, respectively. From time to time, the Bank may originate residential mortgage loans, sell them on the secondary market, normally recognizing fee income in connection with the sale.

Interest rates on loans are affected by the demand for loans, the supply of money available for lending, credit risks, the rates offered by competitors and other conditions. These factors are in turn affected by, among other things, economic conditions, monetary policies of the federal government, and legislative tax policies.

In order to manage interest rate risk, the Bank focuses its efforts on loans with interest rates that adjust based upon changes in the prime rate or changes in United States Treasury or similar indices. Generally, credit risks on adjustable-rate loans are somewhat greater than on fixed-rate loans primarily because, as interest rates rise, so do borrowers' payments, increasing the potential for default. The Bank seeks to impose appropriate loan underwriting standards in order to protect against these and other credit related risks associated with its lending operations.

In addition to analyzing the income and assets of its borrowers when underwriting a loan, the Bank obtains independent appraisals on all material real estate in which the Bank takes a mortgage. The Bank generally obtains title insurance in order to protect against title defects on mortgaged property.

**Commercial Mortgage Loans.** The Bank originates commercial mortgage loans secured by office buildings, retail establishments, multi-family residential real estate and other types of commercial property. Substantially all of the properties are located in the New York City metropolitan area.

The Bank generally makes commercial mortgage loans with loan to value ratios not to exceed 75% and with terms to maturity that do not exceed 15 years. Loans secured by commercial properties generally involve a greater degree of risk than one-to four-family residential mortgage loans. Because payments on such loans are often dependent on successful operation or management of the properties, repayment may be subject, to a greater extent, to adverse conditions in the real estate market or the economy. The Bank seeks to minimize these risks through its underwriting policies. The Bank evaluates the qualifications and financial condition of the borrower, including credit history, profitability and expertise, as well as the value and condition of the underlying property. The factors considered by the Bank include net operating income; the debt coverage ratio (the ratio of cash net income to debt service); and the loan to value ratio. When evaluating the borrower, the Bank considers the financial resources and income level of the borrower, the borrower's experience in owning or managing similar property and the Bank's lending experience with the borrower. The Bank's policy requires borrowers to present evidence of the ability to repay the loan without having to resort to the sale of the mortgaged property. The Bank also seeks to focus its commercial mortgage loans on loans to companies with operating businesses, rather than passive real estate investors.

Commercial Loans. The Bank makes commercial loans to businesses for inventory financing, working capital, machinery and equipment purchases, expansion, and other business purposes. These loans generally have higher yields than mortgage loans, with maturities of one year, after which the borrower's financial condition and the terms of the loan are re-evaluated. At June 30, 2011 and December 31, 2010, \$21.0 million and \$19.3 million, respectively, or 6.0% and 5.3%, respectively, of the Company's total loan portfolio consisted of such loans.

Commercial loans tend to present greater risks than mortgage loans because the collateral, if any, tends to be rapidly depreciable, difficult to sell at full value and is often easier to conceal. In order to limit these risks, the Bank evaluates these loans based upon the borrower's ability to repay the loan from ongoing operations. The Bank considers the business history of the borrower and perceived stability of the business as important factors when considering applications for such loans. Occasionally, the borrower provides commercial or residential real estate collateral for such loans, in which case the value of the collateral may be a significant factor in the loan approval process.

Residential Mortgage Loans (1 to 4 family loans). The Bank makes residential mortgage loans secured by first liens on one-to-four family owner-occupied or rental residential real estate. At June 30, 2011 and December 31, 2010, \$111.3 million and \$114.6 million, respectively, or 32.0% and 31.2%, respectively, of the Company's total loan portfolio consisted of such loans. The Bank offers both adjustable rate mortgages ("ARMS") and fixed-rate mortgage loans. The relative proportion of fixed-rate loans versus ARMs originated by the Bank depends principally upon current customer preference, which is generally driven by economic and interest rate conditions and the pricing offered by the Bank's competitors. At June 30, 2011, 14% of the Bank's residential one-to-four family owner-occupied first mortgage portfolio were ARMs and 86% were fixed-rate loans. At December 31, 2010, approximately 14% of the Bank's residential one-to-four family owner-occupied first mortgage portfolio were ARMs and 86% were fixed-rate loans. The percentage represented by fixed-rate loans tends to increase during periods of low interest rates. The ARMs generally carry annual caps and life-of-loan ceilings, which limit interest rate adjustments.

The Bank's residential loan underwriting criteria are generally comparable to those required by Fannie Mae and other major secondary market loan purchasers. Generally, ARM credit risks are somewhat greater than fixed-rate loans primarily because, as interest rates rise, the borrowers' payments rise, increasing the potential for default. The Bank's teaser rate ARMs (ARMs with low initial interest rates that are not based upon the index plus the margin for determining future rate adjustments) were underwritten based on the payment due at the fully-indexed rate.

In addition to verifying income and assets of borrowers, the Bank obtains independent appraisals on all residential first mortgage loans and title insurance is required at closing. Private mortgage insurance is required on all loans with a loan-to-value ratio in excess of 80% and the Bank requires real estate tax escrows on such loans. Real estate tax escrows are voluntary on residential mortgage loans with loan-to-value ratios of 80% or less.

Fixed-rate residential mortgage loans are generally originated by the Bank for terms of 15 to 30 years. Although 30 year fixed-rate mortgage loans may adversely affect our net interest income in periods of rising interest rates, the Bank originates such loans to satisfy customer demand. Such loans are generally originated at initial interest rates which exceed the fully indexed rate on ARMs offered at the same time. Fixed-rate residential mortgage loans originated by the Bank generally include due-on-sale clauses, which permit the Bank to demand payment in full if the borrower sells the property without the Bank's consent.

Due-on-sale clauses are an important means of adjusting the rates on the Bank's fixed-rate mortgage loan portfolio, and the Bank will generally exercise its rights under these clauses if necessary to maintain market yields.

ARMs originated in recent years have interest rates that adjust annually based upon the movement of the one year treasury bill constant maturity index, plus a margin of 2.00% to 2.75%. These loans generally have a maximum interest rate adjustment of 2% per year, with a lifetime maximum interest rate adjustment, measured from the initial interest rate, of 5.5% or 6.0%.

The Bank offers a variety of other loan products including residential single family construction loans to persons who intend to occupy the property upon completion of construction, home equity loans secured by junior mortgages on one-to-four family owner-occupied residences, and short-term fixed-rate consumer loans either unsecured or secured by monetary assets such as bank deposits and marketable securities or personal property. At June 30, 2011 and December 31, 2010, \$215.3 million and \$233.3 million, respectively, or 61.9% and 63.5%, respectively, of the Company's total loan portfolio consisted of such other loan products.

Origination of Loans. Loan originations can be attributed to depositors, retail customers, phone inquiries, advertising, the efforts of the Bank's loan officers, and referrals from other borrowers, real estate brokers and builders. The Bank originates loans primarily through its own efforts, occasionally obtaining loan opportunities as a result of referrals from loan brokers.

At June 30, 2011, the Bank was generally not permitted to make loans to one borrower in excess of approximately \$20.7 million, with an additional amount of approximately \$13.8 million being permitted if secured by readily marketable collateral. The Bank was also not permitted to make any single loan in an amount in excess of approximately \$20.7 million. At June 30, 2011, the Bank was in compliance with these standards.



Delinquency Procedures. When a borrower fails to make a required payment on a loan, the Bank attempts to cause the deficiency to be cured by contacting the borrower. The Bank reviews past due loans on a case by case basis, taking the action it deems appropriate in order to collect the amount owed. Litigation may be necessary if other procedures are not successful. Judicial resolution of a past due loan can be delayed if the borrower files a bankruptcy petition because collection action cannot be continued unless the Bank first obtains relief from the automatic stay provided by the Bankruptcy Code.

If a non-mortgage loan becomes delinquent and satisfactory arrangements for payment cannot be made, the Bank seeks to realize upon any personal property collateral to the extent feasible and collect any remaining amount owed from the borrower through legal proceedings, if necessary.

It is the Bank's policy to discontinue accruing interest on a loan when it is 90 days past due or if management believes that continued interest accruals are unjustified. The Bank may continue interest accruals if a loan is more than 90 days past due if the Bank determines that the nature of the delinquency and the collateral are such that collection of the principal and interest on the loan in full is reasonably assured. When the accrual of interest is discontinued, all accrued but unpaid interest is charged against current period income. Once the accrual of interest is discontinued, the Bank records interest as and when received until the loan is restored to accruing status. If the Bank determines that collection of the loan in full is in reasonable doubt, then amounts received are recorded as a reduction of principal until the loan is returned to accruing status.

#### 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. Management believes that, as of June 30, 2011, the Bank meets all capital adequacy requirements to which it is subject.

As of June 30, 2011, 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 Bank's category.

The following table sets forth the actual and required regulatory capital amounts and ratios of the Company and the Bank as of June 30, 2011 (dollars in thousands):

	Actual Amount	Ratio	For capital adequacy purposes Amount	Ratio	To be well Capitalized under Prompt corrective Action provisions Amount	Ratio
<b>June 30, 2011</b>						
<b>Total Capital (to Risk-Weighted Assets)</b>						
Company	\$ 150,084	34.9	% \$ 34,380	≥8.0%	—	N/A
Bank	137,880	32.7	% 33,686	≥8.0%	\$42,108	≥10.0%
<b>Tier I Capital (to Risk-Weighted Assets)</b>						
Company	144,712	33.7	% 17,190	≥4.0%	—	N/A
Bank	132,463	31.5	% 16,843	≥4.0%	25,265	≥6.0%

Tier I Capital (to Average  
Assets)

Company	144,712	16.8	%	34,470	≥4.0%	—	N/A
Bank	132,463	15.5	%	34,236	≥4.0%	42,795	≥5.0%

65

---

## Liquidity

The management of the Company's liquidity focuses on ensuring that sufficient funds are available to meet loan funding commitments, withdrawals from deposit accounts, the repayment of borrowed funds, and ensuring that the Bank and the Company comply with regulatory liquidity requirements. Liquidity needs of the Bank have historically been met by deposits, investments in federal funds sold, principal and interest payments on loans, and maturities of investment securities. Additional liquidity, up to approximately \$355 million is available from the Federal Reserve Bank and the FHLB-NY.

The current uncertainties in the credit markets have negatively impacted our ability to liquidate, if necessary, investments in auction rate securities. We are not certain as to when the liquidity issues relating to these investments will improve; however, we have the intent to hold these available for sale securities to maturity, and do not believe we will be required to sell these securities prior to maturity.

Based on our expected operating cash flows, and our other sources of cash, we do not expect the potential lack of liquidity in these auction rate securities to affect our capital, liquidity or our ability to execute our current business plan. We have cash and cash equivalents totaling \$114.0 million, or 12.8% of total assets at June 30, 2011. In addition, we have the capacity to borrow up to approximately \$248 million from the Federal Reserve Bank and approximately \$107 million from the FHLB-NY if the need should arise.

For the parent company, Berkshire Bancorp Inc., liquidity means having cash available to fund its operating expenses and to pay stockholder dividends on its preferred and common stock, when and if declared by the Company's Board of Directors. On March 31, 2009, the Company announced that it would temporarily suspend its previously announced policy of paying a regular cash dividend on the Company's common stock. Due to a notification we received from the Federal Reserve Bank of New York restricting the payment of dividends without its consent, we have declared and accrued, but have not paid, the March 31, 2011 and June 30, 2011 dividends on our preferred stock, \$2.4 million in the aggregate, and are continuing the suspension of dividends on our common stock.

The ability of the Company to meet these obligations, including the payment of dividends on its preferred and common stock when and if declared by the Board of Directors, is not currently dependent upon the receipt of dividends from the Bank. At June 30, 2011, the Company had cash of approximately \$1.6 million and investment securities with a fair market value of \$3.6 million.

The Bank maintains financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments, approximately \$4.4 million at June 30, 2011, include commitments to extend credit, stand-by letters of credit and loan commitments. The Bank also had interest rate caps with a notional amount of \$40.0 million.

At June 30, 2011, the Bank had outstanding commitments of approximately \$390.8 million; including \$8.4 million of borrowings, \$2.0 million of operating leases, and \$380.4 million of time deposits. These commitments include \$214.5 million that mature or renew within one year, \$175.8 million that mature or renew after one year and within three years, \$472,000 that mature or renew after three years and within five years and \$39,000 that mature or renew after five years.

#### Impact of Inflation and Changing Prices

The Company's financial statements measure financial position and operating results in terms of historical dollars without considering the changes in the relative purchasing power of money over time due to inflation. The impact of inflation is reflected in the increasing cost of the Company's operations. The assets and liabilities of the Company are largely monetary. As a result, interest rates have a greater impact on the Company's performance than do the effects of general levels of inflation. In addition, interest rates do not necessarily move in the direction, or to the same extent, as the price of goods and services. However, in general, high inflation rates are accompanied by higher interest rates, and vice versa.

#### ITEM 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

Interest Rate Risk. Fluctuations in market interest rates can have a material effect on the Bank's net interest income because the yields earned on loans and investments may not adjust to market rates of interest with the same frequency, or with the same speed, as the rates paid by the Bank on its deposits.

Most of the Bank's deposits are either interest-bearing demand deposits or short term certificates of deposit and other interest-bearing deposits with interest rates that fluctuate as market rates change. Management of the Bank seeks to reduce the risk of interest rate fluctuations by concentrating on loans and securities investments with either short terms to maturity or with adjustable rates or other features that cause yields to adjust based upon interest rate fluctuations. In addition, to cushion itself against the potential adverse effects of a substantial and sustained increase in market interest rates, the Bank has from time to time purchased off balance sheet interest rate cap contracts which generally provide that the Bank will be entitled to receive payments from the other party to the contract if interest rates exceed specified levels. These contracts are entered into with major financial institutions.

The Company seeks to maximize its net interest margin within an acceptable level of interest rate risk. Interest rate risk can be defined as the amount of the forecasted net interest income that may be gained or lost due to favorable or unfavorable movements in interest rates. Interest rate risk, or sensitivity, arises when the maturity or repricing characteristics of assets differ significantly from the maturity or repricing characteristics of liabilities.

#### ITEM 4 - CONTROLS AND PROCEDURES

##### Disclosure Controls and Procedures.

As of the end of the period covered by this Quarterly Report on Form 10-Q, the Company evaluated the effectiveness of the design and operation of its "disclosure controls and procedures" as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended ("Disclosure Controls"). The Disclosure Controls are designed to allow the Company to reach a reasonable level of assurance that information required to be disclosed by the Company is recorded, processed, summarized and reported within the time period specified in the SEC's rules and forms and that any information relating to the Company is accumulated and communicated with management, including its principal executive/financial officer to allow timely decisions regarding required disclosure. The evaluation of the Disclosure Controls ("Controls Evaluation") was done under the supervision and with the participation of the Company's management, including the Chief Executive Officer ("CEO"), who is also the Chief Financial Officer ("CFO"). Based upon the Controls Evaluation, the CEO/CFO has concluded that as of June 30, 2011, the Disclosure Controls were effective at the reasonable assurance level.

##### Changes in Internal Control over Financial Reporting.

In accordance with SEC requirements, the CEO/CFO notes that during the fiscal quarter ended June 30, 2011, no changes in the Company's "internal control over financial reporting", as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended ("Internal Control") have occurred that have materially affected or are reasonably likely to materially affect the Company's Internal Control.

Limitations on the Effectiveness of Controls.

The Company's management, including the CEO/CFO, does not expect that its Disclosure Controls and/or its Internal Control will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs.

Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

PART II. OTHER INFORMATION

Item 6. Exhibits

Exhibit Number	Description
31	Certification of Principal Executive and Financial Officer pursuant to Section 302 Of The Sarbanes-Oxley Act of 2002.
32	Certification of Principal Executive and Financial Officer pursuant to Section 906 Of The Sarbanes-Oxley Act of 2002.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BERKSHIRE BANCORP INC.  
(Registrant)

Date: August 8, 2011

By: /s/ Steven Rosenberg  
Steven Rosenberg  
President and Chief  
Financial Officer

EXHIBIT INDEX

Exhibit Number	Description
31	Certification of Principal Executive and Financial Officer pursuant to Section 302 Of The Sarbanes-Oxley Act of 2002.
32	Certification of Principal Executive and Financial Officer pursuant to Section 906 Of The Sarbanes-Oxley Act of 2002.
71	

---