BERKSHIRE BANCORP INC /DE/
Form 10-Q
November 04, 2005

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2005

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	94-2563513
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
160 Broadway, New York, New York	10038
(Address of principal executive offices)	(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 X No ___

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes ___ No X

Indicate by check mark whether the registrant is a shell company (as defined in

Rule 12b-2 of the Exchange Act). Yes ___ No X

As of November 4, 2005, there were 6,886,556 outstanding shares of the issuers 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 Company's actual results and experiences 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, and other factors referred to in the sections of this Quarterly Report entitled "Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations."

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

3

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

	September 30, 2005	D
ASSETS		
Cash and due from banks	$ 7,362	$
Interest bearing deposits	4,102	
Federal funds sold	6,100	
Total cash and cash equivalents	17,564	1
Investment Securities:		
Available-for-sale	611,745	63
Held-to-maturity, fair value of $593 in 2005 and $633 in 2004	578	
Total investment securities	612,323	63
Loans, net of unearned income	281,492	28
Less: allowance for loan losses	(3,129)	(
Net loans	278,363	28
Accrued interest receivable	6,143	
Premises and equipment, net	8,698	
Goodwill, net	18,549	1
Other assets	8,640	
Total assets	$950,280	$ 97
LIABILITIES AND STOCKHOLDERS' EQUITY		
Deposits:		
Non-interest bearing	$ 44,069	$4
Interest bearing	607,844	57
Total deposits	651,913	61
Securities sold under agreements to repurchase	65,290	12
Long term borrowings	91,719	9
Subordinated debt	22,681	1
Accrued interest payable	4,811	
Other liabilities	3,993	

Total liabilities	840,404	86
Stockholders' equity		
Preferred stock - $.10 Par value: 2,000,000 shares authorized - none issued	--	
Common stock -- $.10 par value Authorized -- 10,000,000 shares Issued -- 7,698,285 shares Outstanding -- September 30, 2005, 6,874,556 shares December 31, 2004, 6,751,675 shares	770	
Additional paid-in capital	90,284	8
Retained earnings	32,858	2
Accumulated other comprehensive loss, net	(6,142)	(
Treasury Stock September 30, 2005, 823,729 shares December 31, 2004, 946,610 shares	(7,897)	(
Total stockholders' equity	109,873	10
	$950,280	$ 97

The accompanying notes are an integral part of these statements

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

	For The Three Months Ended September 30,		Ni
	2005	2004	2005
INTEREST INCOME			
Loans	$ 4,738	$ 4,652	$ 14,27
Investment securities	6,452	5,601	19,10
Federal funds sold and interest bearing deposits	60	23	21
Total interest income	11,250	10,276	33,59
INTEREST EXPENSE			
Deposits	3,730	2,448	9,84

Short-term borrowings	849	641	2,62
Long-term borrowings	1,300	1,014	3,81
Total interest expense	5,879	4,103	16,27
Net interest income	5,371	6,173	17,31
PROVISION FOR LOAN LOSSES	45	45	13
Net interest income after provision for loan losses	5,326	6,128	17,18
NON-INTEREST INCOME			
Service charges on deposits	158	139	43
Investment securities gains	--	173	
Other income	142	143	41
Total non-interest income	300	455	85
NON-INTEREST EXPENSE			
Salaries and employee benefits	1,996	1,670	5,97
Net occupancy expense	433	453	1,29
Equipment expense	99	90	29
FDIC assessment	70	37	20
Data processing expense	51	48	14
Other	572	828	1,88
Total non-interest expense	3,221	3,126	9,79
Income before provision for taxes	2,405	3,457	8,24
Provision for income taxes	1,108	1,489	3,89
Net income	$ 1,297	$ 1,968	$ 4,34
Net income per share:			
Basic	$ .19	$ .29	$ .6
Diluted	$ .19	$ .29	$ .6

The accompanying notes are an integral part of these statements.

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

For The Nine Months Ended September 30, 2005
(In Thousands)
(unaudited)

	Common Shares	Stock Par value	Additional paid-in capital	Accumulated other comprehensive (loss), net	Retained earnings	Treasu stoc
Balance at December 31, 2004	7,698	$770	$89,543	$(2,602)	$28,983	$(9,0
Net income					4,346	
Exercise of stock options			741			1,1
Other comprehensive (loss) net of reclassification adjustment and taxes				(3,540)		
Comprehensive income						
Cash dividends					(471)	
Balance at September 30, 2005 (Unaudited)	7,698	$770	$90,284	$(6,142)	$32,858	$(7,8

The accompanying notes are an integral part of this statement.

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

For

2005

Cash flows from operating activities:	
Net income	$ 4,3
Adjustments to reconcile net income to net cash provided by (used in) operating activities:	
Realized gains on investment securities	
Net (accretion) amortization of premiums of investment securities	(
Depreciation and amortization	4
Provision for loan losses	1
(Increase) in accrued interest receivable	(1
(Increase) in other assets	(2,2
Increase (decrease) in accrued interest payable and other liabilities	2,8
Net cash provided by operating activities	5,4
Cash flows from investing activities:	
Investment securities available for sale	
Purchases	(337,5
Sales, maturities and calls	353,2
Investment securities held to maturity	
Maturities	
Net decrease in loans	5,5
Acquisition of premises and equipment	(5
Net cash provided by (used in) investing activities	20,7

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

	For The Nine Months Ende September 30,	
	2005	2004
Cash flows from financing activities:		
Net increase in non interest bearing deposits	1,878	3
Net increase in interest bearing deposits	30,147	17,4
(Decrease) increase in securities sold under agreements to repurchase	(62,457)	28,2
Proceeds from long term debt	20,000	22,0
Repayment of long term debt	(23,886)	(13,5

Proceeds from issuance of subordinated debentures	7,217	14,7
Acquisition of treasury stock	--	(
Proceeds from exercise of common stock options	1,509	1,1
Cash paid for fractional shares	--	(4
Dividends paid	(471)	(3
Net cash (used in) provided by financing activities	(26,063)	69,5
Net increase in cash	181	5,8
Cash - beginning of period	17,383	9,3
Cash - end of period	$ 17,564	$ 15,1
Supplemental disclosure of cash flow information:		
Cash used to pay interest	$ 13,983	$ 11,1
Cash used to pay taxes, net of refunds	$ 5,558	$ 4,4

The accompanying notes are an integral part of these statements.

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements
September 30, 2005 and 2004

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 wholly owned subsidiary, The Berkshire Bank (the "Bank"), a New York State chartered commercial bank.

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, Greater American Finance Group, Inc. and East 39, LLC.

During interim periods, the Company follows the accounting policies set forth in its Annual Report on Form 10-K filed with the Securities and Exchange Commission (the "SEC"). Readers are encouraged to refer to the Company's Form 10-K for the fiscal year ended December 31, 2004 when reviewing this Form 10-Q. Quarterly results reported herein are not necessarily indicative of results to be expected for other quarters or a full fiscal year.

In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments (consisting of normal recurring adjustments) considered necessary to present fairly the Company's consolidated financial position as of September 30, 2005 and December 31, 2004 and the consolidated results of its operations for the three and nine month periods ended September 30, 2005 and 2004, and its consolidated stockholders' equity for the nine month period ended September 30, 2005, and its consolidated cash flows for the nine month periods ended September 30, 2005 and 2004. As discussed in Note 2 below, all weighted share and per share information in 2004 has been retroactively restated to reflect the stock split and stock dividend.

NOTE 2. Stock Split and Stock Dividend.

At the Annual Meeting of Stockholders held on May 18, 2004, the Company's stockholders approved an amendment to the Company's Certificate of Incorporation effecting a one-for-ten reverse stock split of the Company's issued and outstanding Common Stock (the "Reverse Split"). Following the effectiveness of the Reverse Split, the Company's Board of Directors declared a thirty-for-one forward stock split in the form of a stock dividend in Common Stock (the "Stock Dividend) which became effective immediately. The Company paid approximately $463,000 to purchase fractional shares from stockholders as part of the Reverse Split. The Company's Common Stock began trading on May 19, 2004 giving effect to these transactions.

NOTE 3. Trust Preferred Securities.

As of May 18 2004, the Company established Berkshire Capital Trust I, a Delaware statutory trust, ("BCTI"). The Company owns all the common capital securities of BCTI. BCTI issued $15.0 million of preferred capital securities to investors in a private transaction and invested the proceeds, combined with the proceeds from the sale of BCTI's common capital securities, in the Company through the purchase of $15.464 million aggregate principal amount of Floating Rate Junior Subordinated Debentures (the "2004 Debentures") issued by the Company. The 2004 Debentures, the sole assets of BCTI, mature on July 23, 2034 and bear interest at a floating rate, three month LIBOR plus 2.70%.

NOTE 3. - (continued)

On April 1, 2005, the Company established Berkshire Capital Trust II, a Delaware statutory trust, ("BCTII"). The Company owns all the common capital securities of BCTII. BCTII issued $7.0 million of preferred capital securities to investors in a private transaction and invested the proceeds, combined with the proceeds from the sale of BCTII's common capital securities, in the Company through the purchase of $7.217 million aggregate principal amount of Floating Rate Junior Subordinated Debentures (the "2005 Debentures") issued by the Company. The 2005 Debentures, the sole assets of BCTII, mature on May 23, 2035 and bear interest at a floating rate, three month LIBOR plus 1.95%.

Based on current interpretations of the banking regulators, the 2004 Debentures and 2005 Debentures (collectively, the "Debentures") qualify under the risk-based capital guidelines of the Federal Reserve as Tier 1 capital, subject to certain limitations. The Debentures are callable by the Company, subject to any required regulatory approvals, at par, in whole or in part, at any time after five years from the date of issuance. The Company's obligations under the Debentures and related documents, taken together, constitute a full, irrevocable and unconditional guarantee on a subordinated basis by the Company of the obligations of BCTI and BCTII under the preferred capital securities sold by BCTI and BCTII to investors. FIN46(R) precludes consideration of the call option embedded in the preferred capital securities when determining if the Company has the right to a majority of BCTI and BCTII expected residual returns. Accordingly, BCTI is not and BCTII will not be included in the consolidated balance sheet of the Company.

The Federal Reserve has issued guidance on the regulatory capital treatment for the trust-preferred securities issued by BCTI and BCTII. This rule would retain the current maximum percentage of total capital permitted for Trust Preferred Securities at 25%, but would enact other changes to the rules governing Trust Preferred Securities that affect their use as part of the collection of entities known as "restricted core capital elements." The rule would take effect March 31, 2009; however, a five year transition period starting March 31, 2004 and leading up to that date would allow bank holding companies to continue to count Trust Preferred Securities as Tier 1 Capital after applying FIN-46(R). Management has evaluated the effects of this rule and does not anticipate a material impact on its capital ratios when the proposed rule is finalized.

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

NOTE 4. Earnings Per Share

Basic earnings per share is calculated by dividing income available to common stockholders by the weighted average common shares outstanding, excluding stock options from the calculation. In calculating diluted earnings per share, the dilutive effect of stock options is calculated using the average market price for the Company's common stock during the period. The following table presents the calculation of earnings per share for the periods indicated:

	For The Three Months Ended			
	September 30, 2005			
	Income (numerator)	Shares (denominator)	Per share amount	Income (numerat
	(In thousands, except per share			
Basic earnings per share				
Net income available to common stockholders	$ 1,297	6,817	$ .19	$ 1,
Effect of dilutive securities options	--	109	--	-

Diluted earnings per share Net income available to common stockholders plus assumed conversions	$ 1,297	6,926	$ .19	$ 1,

	For The Nine Months Ended			
	September 30, 2005			
	Income (numerator)	Shares (denominator)	Per share amount	Income (numerat
	(In thousands, except per share			
Basic earnings per share Net income available to common stockholders	$ 4,346	6,778	$ .64	$ 5
Effect of dilutive securities options	--	147	(.01)	
Diluted earnings per share Net income available to common stockholders plus assumed conversions	$ 4,346	6,925	$ .63	$ 5

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

NOTE 5. Investment Securities

The following tables summarize held to maturity and available-for-sale investment securities as of September 30, 2005 and December 31, 2004:

	September 30, 2005			
	Amortized Cost	Gross unrealized gains	Gross unrealized losses	F v
	(In thousands)			
Held To Maturity Investment Securities				
U.S. Government Agencies	$ 578	$ 28	$ --	$
Totals	$ 578	$ 28	$ --	$

	December 31, 2004			
	Amortized Cost	Gross unrealized gains	Gross unrealized losses	F v
	(In thousands)			
Held To Maturity Investment Securities				
U.S. Government Agencies	$ 624	$ 10	$ (1)	$
Totals	$ 624	$ 10	$ (1)	$

	September 30, 2005			
	Amortized Cost	Gross unrealized gains	Gross unrealized losses	F v
	(In thousands)			
Available-For-Sale Investment Securities				
U.S. Treasury and Notes	$ 14,971	$ --	$ (136)	$
U.S. Government Agencies	470,080	--	(6,499)	
Mortgage-backed securities	87,256	173	(1,430)	
Corporate notes	37,094	191	(1,811)	
Municipal Securities	1,973	211	--	
Marketable equity securities and other	9,479	269	(76)	
Totals	$ 620,853	$ 844	$ (9,952)	$

NOTE 5. - (continued)

	December 31, 2004			
	Amortized Cost	Gross unrealized gains	Gross unrealized losses	F v
	(In thousands)			
Available-For-Sale Investment securities				

U.S. Treasury and Notes	$ 24,896	$ --	$ (174)	$
U.S. Government Agencies	471,018	97	(3,844)	
Mortgage-backed securities	109,822	504	(996)	
Corporate Notes	21,089	692	(154)	
Municipal securities	1,307	134	--	
Marketable equity securities and other	6,363	279	(65)	
Totals	$ 634,495	$ 1,706	$ (5,233)	$

NOTE 6. Loan Portfolio

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

	September 30, 2005		December 31,
	Amount	% of Total	Amount
	(Dollars in thousands)		
Commercial and professional loans	$ 23,755	8.4%	$ 16,498
Secured by real estate			
1-4 family	142,168	50.4	155,079
Multi family	3,022	1.1	4,600
Non-residential (commercial)	111,019	39.3	109,597
Consumer	2,281	0.8	1,989
Total loans	282,245	100.0%	287,763
Deferred loan fees	(753)		(784)
Allowance for loan losses	(3,129)		(2,927)
Loans, net	$ 278,363		$ 284,052

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

NOTE 7. Deposits

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

	September 30, 2005		December 31,	
	Average	Average	Average	Av

	Amount	Yield	Amount	Y
	(Dollars in thousands)			
Demand deposits	$ 45,155	--	$ 38,896	
NOW and money market	42,624	0.54%	47,677	
Savings deposits	237,444	1.93	224,542	
Time deposits	319,140	2.60	309,968	
Total deposits	$ 644,363	2.04%	$ 621,083	

NOTE 8. Comprehensive Income

The following table presents the components of comprehensive income, based on the provisions of SFAS No. 130.:

	For The Nine Months Ended			
	September 30, 2005			Se
	Before tax amount	Tax (expense) benefit	Net of tax Amount	Before tax amount
	(In thousands)			
Unrealized (losses) gains on investment securities:				
Unrealized holding gains (losses) arising during period	$ (5,586)	$ 2,043	$ (3,543)	$ (4,80
Less reclassification adjustment for gains realized in net income	5	(2)	3	31
Other comprehensive (loss), net	$ (5,581)	$ 2,041	$ (3,540)	$ (4,49

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

NOTE 9. Accounting For Stock Based Compensation

In December 2004, the Financial Accounting Standards Board (the "FASB") issued Statement No. 123 (Revised), Share-Based Payment, ("FAS 123(R)"). FAS 123(R) requires that the compensation cost relating to share-based payment transactions be recognized in financial statements. That cost will be measured based on the fair value of the equity or liability instruments issued. We will be required to apply FAS 123(R) in the first quarter of 2006. The scope of FAS 123(R) includes a wide range of share-based compensation arrangements including share options, restricted share plans, performance-based awards, share appreciation rights and employee share purchase plans. FAS 123(R) revises FASB Statement 123, Accounting for Stock-Based Compensation ("FAS 123"), and supersedes APB Opinion No. 25, Accounting for Stock Issued to Employees.

At September 30, 2005, the Company has one stock-based employee compensation plan. The Company accounts for that plan under the recognition and measurement principles of APB No. 25, "Accounting for Stock Issued to Employees," and related interpretations. Stock-based employee compensation costs are not reflected in net income, as all options granted under the plan had an exercise price equal to the market value of the underlying common stock on the date of the grant.

The fair value of each option is estimated on the date of grant using the Black-Scholes options-pricing model using weighted-average assumptions for expected volatility, risk-free interest and expected life of the option. Since all stock options outstanding are vested, proforma net income has not been presented. The Company did not grant stock options during the nine months ended September 30, 2005 and 2004.

NOTE 10. Employee Benefit Plans

The Company has a Retirement Income Plan (the "Plan"), a noncontributory plan covering substantially all full-time, non-union United States employees of the Company. The following interim-period information is being provided in accordance with FASB Statement 132(R).

	For The Three Months Ended September 30,		For The Nine Months En September 30
	2005	2004	2005
Service cost	$ 79,381	$ 62,640	$ 224,762
Interest cost	35,425	30,750	98,850
Expected return on plan assets	(38,940)	(37,550)	(111,880)
Amortization and Deferral:			
Transition amount	--	--	--
Prior service cost	4,593	4,625	13,779
(Gain)/loss	11,228	5,350	28,863
Net periodic pension cost	91,687	65,815	254,374

During the fiscal year ending December 31, 2005, we expect to contribute approximately $112,000 to the Plan, which amount was paid in July 2005.

Notes to Consolidated Financial Statements (continued)

NOTE 11. New Accounting Pronouncements

Stock-Based Compensation

In December 2004, the FASB issued FAS 123(R) which requires that the compensation cost relating to share-based payment transactions be recognized in financial statements. That cost will be measured based on the fair value of the equity or liability instruments issued. In accordance with recent guidance from the Securities and Exchange Commission, the Company will be required to apply FAS 123(R) on January 1, 2006.

The scope of FAS 123(R) includes a wide range of share-based compensation arrangements including share options, restricted share plans, performance-based awards, share appreciation rights and employee share purchase plans. FAS 123(R) revises FASB Statement 123, Accounting for Stock-Based Compensation ("FAS 123"), and supersedes the Accounting Principles Board (the "APB") Opinion No. 25, Accounting for Stock Issued to Employees ("APB Opinion No. 25").

FAS 123(R) provides two methods for companies to transition to the new standard requiring the expensing of options. Companies may elect to (i) restate results for prior quarters in the fiscal year of adoption of FAS 123(R) to reflect the FAS 123 proforma compensation costs, or (ii) restate results for prior periods, whether annual or quarterly, to reflect the FAS 123 proforma compensation costs. We are in the process of determining which transition approach to use and the effect, if any, such transition approach will have on our financial statements.

The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments

In November 2003, the Emerging Issues Task Force (the "EITF") of the FASB issued EITF Abstract 03-1, "The Meaning of Other-Than-Temporary Impairment and its Application to Certain Investments" (EITF 03-1). The quantitative and qualitative disclosure provisions of EITF 03-1 are effective for years ending after December 15, 2003 and were included in the Company's 2003 Form 10-K. In March 2004, the EITF issued a Consensus on Issue 03-1 requiring that the provisions of EITF 03-1 be applied for reporting periods beginning after June 15, 2004 to investments accounted for under SFAS Nos. 115 and 124. EITF 03-1 establishes a three-step approach for determining whether an investment is considered impaired, whether that impairment is other-than-temporary, and the measurement of an impairment loss. In September 2004, the FASB issued a proposed Board-directed FASB Staff Position, FSP EITF Issue 03-1-a, "Implementation Guidance for the Application of Paragraph 16 of EITF 03-1" ("FSP 115-1")

The proposed FSP 115-1 would provide implementation guidance with respect to debt securities that are impaired solely due to interest rates and/or sector spreads and analyzed for other-than-temporary impairment under paragraph 16 of EITF 03-1. The FASB had directed the FASB staff to delay the effective date for the measurement and recognition guidance contained in paragraphs 10-20 of EITF Issue No. 03-1, including steps two and three of the three-step approach for determining whether an investment is other-than-temporarily impaired. However, step one of that approach must still be initially applied for impairment evaluations in reporting periods beginning after June 15, 2004. The delay of the effective date for paragraphs 10-20 of EITF Issue 03-1 will be superseded with the final issuance of proposed FSP EITF Issue 03-1-a, "Implementation Guidance for the Application of Paragraph 16 of EITF Issue No. 03-1."

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

NOTE 11. (continued)

In June 2005, the FASB decided to issue proposed FSP 115-1 as final and without providing additional guidance on the meaning of other-than-temporary impairment. The final FSP will be retitled FSP FAS 115-1, "The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments," and will supersede EITF 03-1. The final FSP will replace the guidance in paragraphs 10-18 of EITF Issue 03-1 with references to existing other-than-temporary impairment guidance, such as Statement 115, "Accounting for Certain Investments in Debt and Equity Securities," Staff Accounting Bulletin 59, "Accounting for Noncurrent Marketable Equity Securities," and APB Opinion No. 18, "The Equity Method of Accounting for Investments in Common Stock." FSP FAS 115-1 will clarify that an investor should recognize an impairment loss no later than when the impairment is deemed other than temporary, even if a decision to sell has not been made.

At its September 1, 2005 meeting, the FASB decided that it will further discuss whether to provide transition accounting for debt securities subsequent to other-than-temporary impairment and whether to proceed with drafting the final FSP.

The Company is in the process of determining the impact that this FSP will have on its financial statements.

INTERNAL CONTROL OVER FINANCIAL REPORTING

The current objective of the Bank's Internal Control Program is to allow management to comply with FDICIA requirements and with Section 302 of the Sarbanes-Oxley Act of 2002 (the "Act"). Section 302 of the Act requires the CEO and CFO 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 the Act requires management to report on internal control over financial reporting. The SEC requires us to comply with Section 404 by the year ending December 31, 2007.

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.

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., a Delaware corporation. 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. References herein to per share amounts refer to diluted shares. 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 and general practices within the financial services industry. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and the 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.

With the adoption of SFAS No. 142 on January 1, 2002, the Company discontinued the amortization of goodwill resulting from acquisitions. Goodwill is now subject to impairment testing at least annually to determine whether write-downs of the recorded balances are necessary. The Company tests for impairment based on the goodwill maintained at each defined reporting unit. A fair value is determined for each reporting unit based on at least one of three various market valuation methodologies. If the fair values of the reporting units exceed their book values, no write-down of recorded goodwill is necessary. If the fair value of the reporting unit is less, an expense may be required on the Company's books to write down the related goodwill to the proper carrying value. As of December 31, 2004, the Company completed its impairment testing, which determined that no impairment write-offs were necessary.

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 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 Septembe			
	2005			
	Average Balance	Interest and Dividends	Average Yield/Rate	Average Balance
	(Dollars in Thousands)			
INTEREST-EARNING ASSETS:				
Loans (1)	$ 284,282	$ 4,738	6.67%	$ 289,476
Investment securities	646,601	6,452	3.99	628,530
Other (2)(5)	7,982	60	3.01	7,443
Total interest-earning assets	938,865	11,250	4.79	925,449
Noninterest-earning assets	44,063			43,303
Total Assets	$ 982,928			$ 968,752
INTEREST-BEARING LIABILITIES:				
Interest bearing deposits	239,469	1,109	1.85%	272,840
Time deposits	353,417	2,621	2.97	309,465
Other borrowings	225,670	2,149	3.81	238,319
Total interest-bearing liabilities	818,556	5,879	2.87	820,624
Demand deposits	44,419			39,048
Noninterest-bearing liabilities	8,182			7,094
Stockholders' equity (5)	111,771			101,986
Total liabilities and stockholders' equity	$ 982,928			$ 968,752
Net interest income		5,371		
Interest-rate spread (3)			1.92%	
Net interest margin (4)			2.29%	
Ratio of average interest-earning				

assets to average interest bearing liabilities	1.15	1.13

(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 Nine Months Ended Septembe			
	2005			
	Average Balance	Interest and Dividends	Average Yield/Rate	Average Balance
			(Dollars in Thousands)	
INTEREST-EARNING ASSETS:				
Loans (1)	$ 286,888	$ 14,279	6.64%	$ 292,139
Investment securities	661,744	19,104	3.85	614,828
Other (2)(5)	11,158	212	2.53	4,239
Total interest-earning assets	959,790	33,595	4.67	911,206
Noninterest-earning assets	43,915			39,465
Total Assets	$ 1,003,705			$ 950,671
INTEREST-BEARING LIABILITIES:				
Interest bearing deposits	280,068	3,615	1.72%	265,234
Time deposits	319,140	6,230	2.60	316,817
Other borrowings	242,904	6,433	3.53	214,077
Total interest-bearing liabilities	842,112	16,278	2.58	796,128
Demand deposits	45,155			37,864
Noninterest-bearing liabilities	7,308			13,007
Stockholders' equity (5)	109,130			103,672

Total liabilities and stockholders' equity	$ 1,003,705			$ 950,671
Net interest income		17,317		
Interest-rate spread (3)			2.09%	
Net interest margin (4)			2.41%	
Ratio of average interest-earning assets to average interest bearing liabilities	1.14			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 Nine Months Ended September 30, 2005 Compared to the Three and Nine Months Ended September 30, 2004.

General. Berkshire Bancorp Inc., a bank holding company registered under the Bank Holding Company Act of 1956, has one wholly-owned banking subsidiary, The Berkshire Bank, a New York State chartered commercial bank. The Bank is headquartered in Manhattan and has nine branch locations, five branches in New York City and four branches in Orange and Sullivan counties New York.

Net Income. Net income for the three-month period ended September 30, 2005 was $1.30 million, or $.19 per share, as compared to $1.97 million, or $.29 per share, for the three-month period ended September 30, 2004. Net income for the nine-month period ended September 30, 2005 was $4.35 million, or $.63 per share, as compared to $5.40 million, or $.79 per share, for the nine-month period ended September 30, 2004.

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. From September 2003 through September 30, 2004, interest rates, as measured by the prime rate, remained constant at 4.00%. On July 1, 2004, inflation fighting actions taken by the Federal Reserve Board resulted in a 25 basis point increase in the prime rate to 4.25%, the first such increase in more than four years. Similar 25 basis point moves taken by the Federal Reserve Board during 2004 and 2005, the last occurring in September 2005, have moved the prime rate to its present level of 6.75%.

Net Interest Income. The Company's primary source of revenue is net interest income, or the difference between interest income on earning assets, such as loans and investment securities, and interest expense on interest-bearing liabilities such as deposits and borrowings.

For the quarter ended September 30, 2005, net interest income decreased by $802,000 to $5.37 million from $6.17 million for the quarter ended September 30, 2004. The quarter over quarter decrease in net interest income was the result of the 87 basis point increase in the average rate paid on the average amount of interest-bearing liabilities to 2.87% in the 2005 quarter from 2.00% in the 2004 quarter and the smaller, 35 basis point increase in the average yield earned on the average amount of interest-earning assets. Partially offsetting the interest rate factors was the $2.07 million decrease in the average amount of interest-bearing liabilities to $818.56 million in 2005 from $820.62 million in 2004 and $13.42 million increase in the amount of interest-earning assets to $938.87 million in 2005 from $925.45 million in 2004. The interest-rate spread, the difference between the average yield on interest-earning assets and the average cost of interest-bearing liabilities, narrowed by 52 basis points to 1.92% in the 2005 quarter from 2.44% in the 2004 quarter.

For the nine-month period ended September 30, 2005, net interest income decreased by $604,000 to $17.32 million from $17.92 million for the nine-month period ended September 30, 2004. The period over period decrease in net interest income was the result of the 63 basis point increase in the average rate paid on the average amount of interest-bearing liabilities to 2.58% in the 2005 period from 1.95% in the 2004 period, and the smaller, 35 basis point increase in the average yield earned on the average amount of interest-earning assets, and the $45.98 million increase in the average amount of interest-bearing liabilities to $842.11 million in the 2005 period from $796.13 million in the 2004 period. Partially offsetting these factors was the $48.58 million increase in the amount of interest-earning assets to $959.79 million in the 2005 period from $911.21 million in the 2004 period. The interest-rate spread narrowed by 28 basis points to 2.09% in the 2005 period from 2.37% in the 2004 period.

If interest rates remain at current levels or increase slowly over time, we expect to see only moderate pressure on the Company's interest-rate spread and net interest income. Investment securities in our portfolio that have been sold, matured or called by the issuer during fiscal 2004 have been replaced with securities carrying somewhat lower yields and, by design, shorter maturities to hedge against a rising interest rate environment. Rates paid on deposit accounts are likely to increase in a rising rate environment due to competition for deposits in the market place. The cost of borrowed funds with floating rather than fixed interest rates have and will continue to increase as well.

Net Interest Margin. Net interest margin, or annualized net interest income as a percentage of average interest-earning assets, declined by 38 basis points to 2.29% in the third quarter of 2005 from 2.67% in the third quarter of 2004, and declined by 21 basis points to 2.41% in the nine-month period of 2005 from 2.62%

in the nine-month period of 2004. We seek to secure and retain customer deposits with competitive products and rates, and to make 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 which provided an aggregate average yield of 4.79% and 4.67% in the three and nine months ended September 30, 2005, respectively, compared to an aggregate average yield of 4.44% and 4.32% in the three and nine months ended September 30, 2004, respectively. The increased yield is the result of the rising interest rate environment discussed above which triggers the upward rate adjustment in our portfolio of adjustable rate loans and investment securities.

For the three months ended September 30, 2005, the average amounts of loans decreased by $5.19 million to $284.28 million from $289.48 million for the three months ended September 30, 2004. However, the average yield on such loans increased by 24 basis points to 6.67% in the 2005 quarter from 6.43% in the 2004 quarter. In the 2005 quarter, the average amount of investment securities and other interest-earning assets increased by $18.07 million and $539,000, respectively, to $646.60 million and $7.98 million, respectively, from $628.53 million and $7.44 million, respectively, in the 2004 quarter. The average yield on investment securities and other interest-earning increased to 3.99% and 3.01%, respectively, during the three months ended September 30, 2005 from 3.56% and 1.24%, respectively, during the three months ended September 30, 2004.

For the nine month period ended September 30, 2005, the average amounts of loans decreased by $5.25 million to $286.89 million from $292.14 million for the nine month period ended September 30, 2004. However, the average yield on such loans increased by 21 basis points to 6.64% in the first nine months of 2005 from 6.43% in the first nine months of 2004. In the 2005 period, the average amount of investment securities and other interest-earning assets increased by $46.92 million and $6.92 million, respectively, to $661.74 million and $11.16 million, respectively, from $614.83 million and $4.24 million, respectively, in the 2004 period. The average yield on investment securities and other interest-earning increased to 3.85% and 2.53%, respectively, during the nine months ended September 30, 2005 from 3.34% and 1.10%, respectively, during the nine months ended September 30, 2004.

Interest Income. Total interest income for the quarter ended September 30, 2005 increased by $974,000, or 9.48%, to $11.25 million from $10.28 million for the quarter ended September 30, 2004. The increase in total interest income was due to higher average balances and higher average yields on interest-earning assets. Loans and investment securities contributed $4.74 million and $6.45 million, respectively, of interest income in the 2005 quarter compared to $4.65 million and $ $5.60 million, respectively in the 2004 quarter.

Three Months Ended September 30,		
2005		2004
Interest Income	% of Total	Interest Income

		(In thousands, except percentages)	
Loans	$ 4,738	42.12%	$ 4,652
Investment Securities	6,452	57.35	5,601
Other	60	0.53	23
Total Interest Income	$ 11,250	100.00%	$ 10,276

Total interest income for the nine months ended September 30, 2005 increased by $4.06 million, or 13.73%, to $33.60 million from $29.54 million for the nine months ended September 30, 2004. The increase in total interest income was due to higher average balances and higher average yields on interest-earning assets. Loans and investment securities contributed $14.28 million and $19.10 million, respectively, of interest income in the 2005 period compared to $14.10 million and $15.41 million, respectively in the 2005 period.

	Nine Months Ended September 30,		
	2005		2004
	Interest Income	% of Total	Interest Income
		(In thousands, except percentages)	
Loans	$ 14,279	42.50%	$ 14,097
Investment Securities	19,104	56.87	15,408
Other	212	0.63	35
Total Interest Income	$ 33,595	100.00%	$ 29,540

Loans, which are inherently risky and therefore command a higher return than our conservative portfolio of investment securities, have declined slightly as a percentage of total average interest-earning assets. During the three and nine months ended September 30, 2005, the average amount of our loan portfolio represented 30.28% and 29.89%, respectively, of total interest-earning assets compared to 31.28% and 32.06%, respectively, for the three and nine months ended September 30, 2004. The average amount of investment securities have increased to 68.87% and 68.95% of total interest-earning assets during the three and nine months of 2005, respectively, compared to 67.92% and 67.47%, respectively, during the three and nine months ended September 30, 2004. 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.

	Three Months Ended September 30,		
	2005		2004
	Average Amount	% of Total	Average Amount
		(In thousands, except percentages)	

Loans	$ 284,282	30.28%	$ 289,476
Investment Securities	646,601	68.87	628,530
Other	7,982	0.85	7,443
Total Interest-Earning Assets	$ 938,865	100.00%	$ 925,449

	Nine Months Ended September 30,		
	2005		2004
	Average Amount	% of Total	Average Amount
	(In thousands, except percentages)		
Loans	$ 286,888	29.89%	$ 292,139
Investment Securities	661,744	68.95	614,828
Other	11,158	1.16	4,239
Total Interest-Earning Assets	$ 959,790	100.00%	$ 911,206

Interest Expense. Total interest expense for the quarter ended September 30, 2005 increased by $1.78 million, or 43.29%, to $5.88 million from $4.10 million for the quarter ended September 30, 2004. The increase in interest expense was due primarily to the increase in the average rates paid on such liabilities, 2.87% and 2.00% in the 2005 and 2004 quarters, respectively, partially offset by the $2.07 million decline in the average amount of interest-bearing liabilities. If and when interest rates move higher, interest expense is likely to increase as we price our deposit products to meet the competition and the adjustable rates paid on other borrowings increase as well. In May 2004 and April 2005, we sold $15.46 million and $7.22 million, respectively, of floating rate junior subordinated debentures (the "Debentures") and used the net proceeds to augment the Bank's capital to allow for business expansion. The additional interest expense on these Debentures, which is included in other borrowings was, approximately $354,000 and $190,000 during the three months ended September 30, 2005 and 2004, respectively.

	Three Months Ended September 30,		
	2005		2004
	Interest Expense	% of Total	Interest Expense
	(In thousands, except percentages)		
Interest-Bearing Deposits	$ 1,109	18.86%	$ 955
Time Deposits	2,621	44.59	1,493
Other Borrowings	2,149	36.55	1,655

Total Interest Expense	$ 5,879	100.00%	$ 4,103

Total interest expense for the nine-month period ended September 30, 2005 increased by $4.66 million, or 40.10%, to $16.28 million from $11.62 million for the nine-month period ended September 30, 2004. The increase in interest expense was due primarily to the growth in the average amount of interest-bearing liabilities and the increase in the average rates paid on such liabilities, 2.58% and 1.95% in the 2005 and 2004 nine-month periods, respectively. The interest expense on the Debentures, which is included in other borrowings was, approximately $903,000 and $254,000 during the 2005 and 2004 nine-month periods, respectively.

24

	Nine Months Ended September 30,		
	2005		2004
	Interest Expense	% of Total	Interest Expense
	(In thousands, except percentages)		
Interest-Bearing Deposits	$ 3,615	22.21%	$ 2,704
Time Deposits	6,230	38.27	4,590
Other Borrowings	6,433	39.52	4,325
Total Interest Expense	$ 16,278	100.00%	$ 11,619

Non-Interest Income. Non-interest income consists primarily of realized gains on sales of marketable securities and service fee income. For the three and nine months ended September 30, 2005, non-interest income amounted to $300,000 and $854,000, respectively, compared to non-interest income of $455,000 and $1.12 million for the three and nine months ended September 30, 2004, respectively.

Three Months Ended September 30,		
2005		2004
Non-Interest Income	% of Total	Non-Interest Income
(In thousands, except percentages)		

Service Charges on Deposits	$ 158	52.67%	$ 139
Investment Securities gains	--	0.00	173
Other	142	47.33	143
Total Non-Interest Income	$ 300	100.00%	$ 455

	Nine Months Ended September 30,		
	2005		2004
	Non-Interest Income	% of Total	Non-Interest Income
	(In thousands, except percentages)		
Service Charges on Deposits	$ 436	51.05	$ 380
Investment Securities gains	5	0.59	315
Other	413	48.36	429
Total Non-Interest Income	$ 854	100.00%	$ 1,124

Non-Interest Expense. Non-interest expense includes salaries and employee benefits, occupancy and equipment expenses, legal and professional fees and other operating expenses associated with the day-to-day operations of the Company. Total non-interest expense for the three and nine-month periods ended September 30, 2005 was $3.22 million and $9.79 million, respectively, compared to $3.13 million and $9.26 million for the three and nine month-periods ended September 30, 2004, respectively. The increases in the 2005 periods are primarily due to the expansion of our business. We have added space and staff to maintain and enhance customer service levels and to insure our compliance with various regulatory matters.

25

Other non-interest expense decreased to $572,000 and $1.89 million, respectively, in the three and nine month-periods ended September 30, 2005, respectively, from $828,000 and $2.80 million in the three and nine month-periods ended September 30, 2004, respectively. The decreases are primarily due to expenses of a non-recurring nature. In July 2004, we settled a cancelled lease for the Bank's former headquarters in an amount which was less than the full amount remaining on the lease, but more than we had estimated and accrued. The Company recorded the remaining $175,000, in other non-interest expense for the three and nine months ended September 30, 2004, to recognize the full settlement amount which was paid in August 2004. Also in 2004, we engaged legal and accounting professionals to assist the Company with an internal investigation and record approximately $320,000 of additional non-interest expense in 2004.

Three Months Ended September 30,

	2005		2004
	Non-Interest Expense	% of Total	Non-Interest Expense
	(In thousands, except percentages)		
Salaries and Employee Benefits	$ 1,996	61.98%	$ 1,670
Net Occupancy Expense	433	13.44	453
Equipment Expense	99	3.07	90
FDIC Assessment	70	2.17	37
Data Processing Expense	51	1.58	48
Other	572	17.76	828
Total Non-Interest Expense	$ 3,221	100.00%	$ 3,126

	Nine Months Ended September 30,		
	2005		2004
	Non-Interest Expense	% of Total	Non-Interest Expense
	(In thousands, except percentages)		
Salaries and Employee Benefits	$ 5,972	60.99%	$ 4,865
Net Occupancy Expense	1,291	13.19	1,129
Equipment Expense	293	2.99	258
FDIC Assessment	206	2.10	83
Data Processing Expense	144	1.47	126
Other	1,886	19.26	2,799
Total Non-Interest Expense	$ 9,792	100.00%	$ 9,260

Provision for Income Tax. During the three and nine-month periods ended September 30, 2005, the Company recorded income tax expense of $1.11 million and $3.90 million, respectively, compared to income tax expense of $1.49 million and $4.25 million, respectively, for the three and nine-month periods ended September 30, 2004. The tax provisions for federal, state and local taxes recorded for the first nine month of 2005 and 2004 represent effective tax rates of 47.28% and 44.04%, respectively.

Common Stock Repurchases

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 December 31, 2004, the Company has purchased a total of 1,844,646 shares of its Common Stock. At September 30, 2005, there were 551,091 shares of Common Stock which may yet be purchased under our stock repurchase plan. The following table sets forth information with respect to such purchases during the periods indicated.

Fiscal Year 2005

	Number of Shares Purchased	Average Price Paid Per Share
January - September	--	--

Fiscal Year 2004

	Number of Shares Purchased	Average Price Paid Per Share
January - March	4,263	$ 16.33
April - December	--	--

ITEM 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

Interest Rate Risk. Fluctuations in market interest rates can have a material effect on the Company'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 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.

As additional interest rate management strategy, the Bank borrows funds from the Federal Home Loan Bank, approximately $91.72 million at September 30, 2005, at fixed rates for a period of one to five years.

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.

In the banking industry, a traditional measure of interest rate sensitivity is known as "gap" analysis, which measures the cumulative differences between the amounts of assets and liabilities maturing or repricing at various time intervals. The following table sets forth the Company's interest rate repricing gaps for selected maturity periods:

Berkshire Bancor
Interest Rate Sensitivity Gap a
(in thousands, except fo

		3 Months or Less	3 Through 12 Months	1 Through 3 Years
Federal funds sold		6,100	--	--
	(Rate)	3.75%		
Interest bearing deposits in banks		4,102	--	--
	(Rate)	2.82%		
Loans (1)(2)				
Adjustable rate loans		44,254	11,631	7,436
	(Rate)	7.90%	5.43%	7.33%
Fixed rate loans		373	6,582	24,003
	(Rate)	7.23%	7.49%	6.75%
Total loans		44,627	18,213	31,439
Investments (3)(4)		80,919	165,794	103,991
	(Rate)	3.35%	3.11%	3.80%
Total rate-sensitive assets		135,748	184,007	135,430
Deposit accounts (5)				
Savings and NOW		200,237	--	--
	(Rate)	1.86%		
Money market		17,741	--	--
	(Rate)	0.73%		
Time Deposits		97,754	269,389	22,708
	(Rate)	2.53%	3.33%	2.94%
Total deposit accounts		315,732	269,389	22,708
Repurchase Agreements		27,408	12,882	25,000
	(Rate)	3.13%	3.35%	2.90%
Other borrowings		508	1,099	59,400

(Rate)	1.78%	4.48%	3.54%
Total rate-sensitive liabilities	343,648	283,370	107,108
Interest rate caps			(20,000)
Gap (repricing differences)	(207,900)	(99,363)	48,322
Cumulative Gap	(207,900)	(307,263)	(258,941)
Cumulative Gap to Total Rate Sensitive Assets	(22.98)%	(33.96)%	(28.62)%

---

(1) Adjustable-rate loans are included in the period in which the interest rates are next scheduled to adjust rather than in the period in which the loans mature. Fixed-rate loans are scheduled according to their maturity dates.
(2) Includes nonaccrual loans.
(3) Investments are scheduled according to their respective repricing (variable rate loans) and maturity (fixed rate securities) dates.
(4) Investments are stated at book value.
(5) NOW accounts and savings accounts are regarded as readily accessible withdrawal accounts. The balances in such accounts have been allocated among maturity/repricing periods based upon The Berkshire Bank's historical experience. All other time accounts are scheduled according to their respective maturity dates.

Provision for Loan Losses. The Company maintains an allowance for loan losses at a level deemed sufficient to absorb losses, which are inherent in the loan portfolio at each balance sheet date. Management reviews the adequacy of the allowance on at least a quarterly basis to ensure that the provision for loan losses has been charged against earnings in an amount necessary to maintain the allowance at a level that is appropriate based on management's assessment of probable estimated losses. The Company's methodology for assessing the appropriateness of the allowance for loan losses consists of several key elements. These elements include a specific allowance for loan watch list classified loans, an allowance based on historical trends, an additional allowance for special circumstances, and an unallocated portion. The Company consistently applies the following comprehensive methodology.

The allowance for loan watch list classified loans addresses those loans maintained on the Company's loan watch list, which are assigned a rating of substandard, doubtful, or loss. Substandard loans are those with a well-defined weakness or a weakness, which jeopardizes the repayment of the debt. A loan may be classified as substandard as a result of impairment of the borrower's financial condition and repayment capacity. Loans for which repayment plans have not been met or collateral equity margins do not protect the Company may also be classified as substandard. Doubtful loans have the characteristics of substandard loans with the added characteristic that collection or liquidation in full, on the basis of presently existing facts and conditions, is highly improbable. Although the possibility of loss is extremely high for doubtful loans, the classification of loss is deferred until pending factors, which might improve the loan, have been determined. Loans rated as doubtful in whole or in part are placed in nonaccrual status. Loans, which are classified as loss, are considered uncollectible and are charged to the allowance for loan losses.

For the three and nine months ended September 30, 2005, we charged-off loans of $0 and $25,000, respectively, and recovered loans of $3,000 and $92,000, respectively. For the three and nine months ended September 30, 2004, we charged-off loans of $0 and $1,000, respectively, and recovered loans of $112,000 and $139,000, respectively. All recovered amounts in 2005 and 2004 were returned to the provision for loan loss reserves.

Loans on the loan watch list may also be impaired loans, which are defined as nonaccrual loans or troubled debt restructurings, which are not in compliance with their restructured terms. Each of the classified loans on the loan watch list is individually analyzed to determine the level of the potential loss in the loan under the current circumstances. The specific reserve established for these criticized and impaired loans is based on careful analysis of the loan's performance, the related collateral value, cash flow considerations and the financial capability of any guarantor. The allowance for loan watch list classified loans is equal to the total amount of potential unconfirmed losses for the individual classified loans on the watch list. Loan watch list loans are managed and monitored by assigned Senior Management.

The allowance based on historical trends uses charge-off experience of the Company to estimate potential unconfirmed losses in the balances of the loan and lease portfolios. The historical loss experience percentage is based on the charge-off history. Historical loss experience percentages are applied to all non-classified loans to obtain the portion of the allowance for loan losses which is based on historical trends. Before applying the historical loss experience percentages, loan balances are reduced by the portion of the loan balances, which are subject to guarantee, by a government agency. Loan balances are also adjusted for unearned discount on installment loans.

The Company also maintains an unallocated allowance. The unallocated allowance is used to cover any factors or conditions, which may cause a potential loan loss but are not specifically identifiable. It is prudent to maintain an unallocated portion of the allowance because no matter how detailed an analysis of potential loan losses is performed these estimates by definition lack precision. Management must make estimates using assumptions and information, which is often subjective and changing rapidly.

Since all identified losses are immediately charged off, no portion of the allowance for loan losses is restricted to any individual loan or groups of loans, and the entire allowance is available to absorb any and all loan losses.

A loan is placed in a nonaccrual status at the time when ultimate collectibility of principal or interest, wholly or partially, is in doubt. Past due loans are those loans which were contractually past due 90 days or more as to interest or principal payments but are well secured and in the process of collection. Renegotiated loans are those loans which terms have been renegotiated to provide a reduction or deferral of principal or interest as a result of the deteriorating financial position of the borrower.

At September 30, 2005 and 2004, we had a total of $275,000 and $537,000, respectively, of non accrual or non performing loans, and no loans past due more than 90 days and still accruing interest at either date. Based upon management's evaluations of the overall analysis of the Bank's allowance for loan losses, the year over year decrease in total loans to $282.25 million from $288.22 million and the economic conditions in our market area, the provision for the nine months ended September 30, 2005, including net recoveries which are added back to the provision, increased to $3.13 million from $2.87 million in the year ago period.

Management believes that the allowance for loan losses and nonperforming loans remains safely within acceptable levels.

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 September 30,		Nine m Sept
	2005	2004	2005
Average loans outstanding	$284,282	$289,476	$286,888
Allowance at beginning of period	3,081	2,709	2,927
Charge-offs:			
Commercial and other loans	--	--	25
Real estate loans	--	--	--
Total loans charged-off	--	--	25
Recoveries:			
Commercial and other loans	3	112	92
Real estate loans	--	--	--
Total loans recovered	3	112	92
Net recoveries (charge-offs)	3	112	67
Provision for loan losses charged to operating expenses	45	45	135
Allowance at end of period	3,129	2,866	3,129
Ratio of net recoveries (charge-offs) to average loans outstanding	0.00%	0.00%	0.02%
Allowance as a percent of total loans	1.11%	0.99%	1.11%
Total loans at end of period	$282,245	$288,221	$282,245

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 commercial loans are either made to individuals or personally guaranteed by the principals of the business to which the loan is made. At September 30, 2005, we had total gross loans of $282.25 million, deferred loans fees of $753,000 and an allowance for loan losses of $3.13 million. From time to time, the Bank may originate residential mortgage loans and then sell them on the secondary market, normally recognizing fee income in connection with the sale. During the three and nine-month periods ended September 30, 2005, the Bank sold approximately $0 and $1.13 million, respectively, of such loans and recorded in other income, gains of $0 and $11,000, respectively, on such sales.

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

	September 30, 2005	December 31, 2004
	Amount	Amount
	(in thousands)	
Commercial and professional loans	$ 23,755	$ 16,498
Secured by real estate		
1-4 family	142,168	155,079
Multi family	3,022	4,600
Non-residential (commercial)	111,019	109,597
Consumer	2,281	1,989
Total loans	282,245	287,763
Less:		
Deferred loan fees	(753)	(864)
Allowance for loan losses	(3,129)	(2,927)
Loans, net	$278,363	$284,052

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. At September 30, 2005 and December 31, 2004, the Bank had $275,000 and $343,000, respectively, of loans in non-accrual status. 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. At September 30, 2005 and 2004, we did not have any loans past due more than 90 days and still accruing interest.

Capital Adequacy

Quantitative measures established by regulation to ensure capital adequacy require the Company and the Bank to maintain minimum amounts and ratios of total and Tier I capital (as defined in the regulations) to risk-weighted assets (as defined), and Tier I capital (as defined) to average assets (as defined). As of September 30, 2005, the most recent notification from the FDIC categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, the Bank must maintain certain Total risk-based, Tier I risk-based, and Tier I leverage ratios. There are no conditions or events since the notification that management believes have changed the Bank's category.

The following tables set forth the actual and required regulatory capital amounts and ratios of the Company and the Bank as of September 30, 2005 and December 31, 2004 (dollars in thousands):

	Actual		For capital adequacy purposes		ca pr ac
	Amount	Ratio	Amount	Ratio	
September 30, 2005					
Total Capital (to Risk-Weighted Assets)					
Company	124,126	32.0%	31,081	>=8.0%	
Bank	94,031	25.6%	29,365	>=8.0%	
Tier I Capital (to Risk-Weighted Assets)					
Company	120,997	31.1%	15,540	>=4.0%	
Bank	90,902	24.8%	14,683	>=4.0%	
Tier I Capital (to Average Assets)					
Company	120,997	12.1%	40,148	>=4.0%	
Bank	90,902	9.7%	37,669	>=4.0%	

	Actual		For capital adequacy purposes		ca pr ac
	Amount	Ratio	Amount	Ratio	
December 31, 2004					
Total Capital (to Risk-Weighted Assets)					
Company	$110,063	30.1%	$29,234	>=8.0%	
Bank	82,970	24.1%	27,533	>=8.0%	
Tier I Capital (to Risk-Weighted Assets)					
Company	107,136	29.3%	14,617	>=4.0%	
Bank	80,042	23.3%	13,766	>=4.0%	
Tier I Capital (to Average Assets)					
Company	107,136	11.2%	38,250	>=4.0%	
Bank	80,042	8.6%	37,240	>=4.0%	

The recent issuance of trust preferred securities on April 1, 2005 improved the Company's capital ratios in the second and third quarters of 2005. The banking regulators have not issued any guidance that would change the regulatory capital treatment for the trust preferred securities that are now outstanding, based on the adoption of FIN46(R). However, as additional interpretations from the banking regulators become available, management will re-evaluate the potential impact to its Tier 1 capital calculation of such interpretations.

The Company is not under any agreement with regulatory authorities nor is the Company aware of any current recommendations by the regulatory authorities, which, if such recommendations were implemented, would have a material effect on liquidity, capital resources or operations of the Company.

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.

For the Company, liquidity means having cash available to fund operating expenses, to pay shareholder dividends, when and if declared by the Company's Board of Directors and to pay the interest on the Debentures issued in May 2004 and April 2005. The ability of the Company to meet all of its obligations, including the payment of dividends, is not dependent upon the receipt of dividends from the Bank. At September 30, 2005, the Company, excluding the Bank, had cash and cash equivalents of approximately $11.35 million and investment securities available for sale of $12.22 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 $30.74 million at September 30, 2005, include commitments to extend credit and stand-by letters of credit.

At September 30, 2005, the Company had outstanding commitments of approximately $485.99 million. These commitments include $369.58 million that mature or renew within one year, $83.64 million that mature or renew after one year and within three years, $32.01 million that mature or renew after three years and within five years and $760,000 that mature or renew after five years.

At September 30, 2005, The Company has two unconsolidated subsidiaries, Berkshire Capital Trust I, which was established in May 2004, and Berkshire Capital Trust II, which was established in April 2005.

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 4 - CONTROLS AND PROCEDURES

Evaluation of the Company's Disclosure Controls and Internal Control. 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) of the Securities Exchange Act of 1934 ("Disclosure Controls"). This evaluation ("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").

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 over financial reporting" as defined in Rule 13(a)-15(f) of the Securities Exchange Act of 1934 ("Internal Control") will prevent all error 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.

Conclusions. Based upon the Controls Evaluation, the CEO/CFO has concluded that the Disclosure Controls are effective in reaching 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. In accordance with SEC requirements, the CEO/CFO notes that during the fiscal quarter ended September 30, 2005, no changes in Internal Control have occurred that have materially affected or are reasonably likely to materially affect Internal Control.

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: November 4, 2005	By: /s/ Steven Rosenberg
	Steven Rosenberg President and Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Description	Sequential Page Number
31	Certification of Principal Executive and Financial Officer pursuant to Section 302 Of The Sarbanes-Oxley Act of 2002.	38
32	Certification of Principal Executive and Financial Officer pursuant to Section 906 Of The Sarbanes-Oxley Act of 2002.	39

STATEMENT OF DIFFERENCES

The greater-than-or-equal-to sign shall be expressed as.................... >=