BERKSHIRE BANCORP INC /DE/
Form 10-Q
August 06, 2007

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 JUNE 30, 2007

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 a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. Large accelerated filer [ ] Accelerated filer [ ] Non-accelerated filer [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 August 1, 2007, there were 7,054,183 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 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, 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, 2006.

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

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

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

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BERKSHIRE BANCORP INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(DOLLARS IN THOUSANDS)
(UNAUDITED)

	June 30, 2007
ASSETS	
Cash and due from banks	$ 6,827
Interest bearing deposits	9,899
Federal funds sold	2,800
Total cash and cash equivalents	19,526
Investment Securities:	
Available-for-sale	552,258
Held-to-maturity, fair value of $416 in 2007 and $436 in 2006	418
Total investment securities	552,676
Loans, net of unearned income	380,838
Less: allowance for loan losses	(3,928)
Net loans	376,910
Accrued interest receivable	7,234
Premises and equipment, net	9,684
Goodwill, net	18,549
Other assets	8,420
Total assets	$ 992,999
LIABILITIES AND STOCKHOLDERS' EQUITY	
Deposits:	
Non-interest bearing	$ 50,145
Interest bearing	726,931
Total deposits	777,076
Securities sold under agreements to repurchase	29,722
Long term borrowings	38,283
Subordinated debt	22,681
Accrued interest payable	5,667
Other liabilities	2,804
Total liabilities	876,233
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 -- June 30, 2007, 7,039,706 shares December 31, 2006, 6,877,881 shares	770
Additional paid-in capital	90,642
Retained earnings	39,750
Accumulated other comprehensive loss, net	(7,841)
Treasury Stock at cost	

June 30, 2007, 658,579 shares	
December 31, 2006, 820,404 shares	(6,555)
Total stockholders' equity	116,766
	$ 992,999

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 June 30,	
	2007	2006
INTEREST INCOME		
Loans	$ 7,240	$ 5,58
Investment securities	6,416	6,15
Federal funds sold and interest bearing deposits	376	8
Total interest income	14,032	11,81
INTEREST EXPENSE		
Deposits	7,825	5,34
Short-term borrowings	433	45
Long-term borrowings	915	1,14
Total interest expense	9,173	6,94
Net interest income	4,859	4,87
PROVISION FOR LOAN LOSSES	75	4
Net interest income after provision for loan losses	4,784	4,82
NON-INTEREST INCOME		
Service charges on deposits accounts	183	14
Investment securities gains	--	
Other income	208	15
Total non-interest income	391	30
NON-INTEREST EXPENSE		
Salaries and employee benefits	2,142	2,07
Net occupancy expense	440	49

Equipment expense	98	10
FDIC assessment	20	2
Data processing expense	99	9
Other	727	59
Total non-interest expense	3,526	3,37
Income before provision for taxes	1,649	1,75
Provision for income taxes	629	83
Net income	$ 1,020	$ 92
Net income per share:		
Basic	$ .15	$ .1
Diluted	$ .15	$ .1
Number of shares used to compute net income per share:		
Basic	6,948	6,89
Diluted	6,958	6,98

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE STATEMENTS.

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

FOR THE SIX MONTHS ENDED JUNE 30, 2007 AND 2006
(In Thousands)
(Unaudited)

	COMMON SHARES	STOCK PAR VALUE	ADDITIONAL PAID-IN CAPITAL	ACCUMULATED OTHER COMPREHENSIVE (LOSS), NET	R E
BALANCE AT JANUARY 1, 2007	7,698	$ 770	$ 90,659	$ (4,772)	$
Adoption of FIN 48					-
Adjusted balance at January 1, 2007					
Net income					
Exercise of stock options			(17)		
Other comprehensive (loss) net of reclassification adjustment and taxes				(3,069)	
Comprehensive income (loss)					
Cash dividends					

BALANCE AT JUNE 30, 2007	7,698	$ 770	$ 90,642	$ (7,841)	$
BALANCE AT JANUARY 1, 2006	7,698	$ 770	$ 90,594	$ (8,415)	$
Net income					
Exercise of stock options			6		
Other comprehensive (loss) net of reclassification adjustment and taxes				(2,692)	
Comprehensive income					
Cash dividends					
BALANCE AT JUNE 30, 2006	7,698	$ 770	$ 90,600	$ (11,107)	$

	TOTAL STOCKHOLDERS' EQUITY
BALANCE AT JANUARY 1, 2007	$ 115,777
Adoption of FIN 48	965
Adjusted balance at January 1, 2007	116,742
Net income	2,120
Exercise of stock options	1,593
Other comprehensive (loss) net of reclassification adjustment and taxes	(3,069)
Comprehensive income (loss)	
Cash dividends	(620)
BALANCE AT JUNE 30, 2007	$ 116,766
BALANCE AT JANUARY 1, 2006	$ 108,710
Net income	2,416
Exercise of stock options	83
Other comprehensive (loss) net of reclassification adjustment and taxes	(2,692)
Comprehensive income	
Cash dividends	(549)
BALANCE AT JUNE 30, 2006	$ 107,968

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THIS STATEMENT.

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(IN THOUSANDS)
(UNAUDITED)

	FOR THE SIX JUN
	2007
Cash flows from operating activities:	
Net income	$ 2,120
Adjustments to reconcile net income to net cash provided by (used in) operating activities:	
Realized gains on investment securities	(125)
Net (accretion) amortization of premiums of investment securities	(845)
Depreciation and amortization	360
Provision for loan losses	150
Increase (decrease) in accrued interest receivable	(837)
Increase in other assets	(742)
(Decrease) increase in accrued interest payable and other liabilities	(3,883)
Net cash (used in) provided by operating activities	(3,802)
Cash flows from investing activities:	
Investment securities available for sale	
Purchases	(819,862)
Sales, maturities and calls	780,248
Investment securities held to maturity	
Maturities	70
Net increase in loans	(9,908)
Acquisition of premises and equipment	(706)
Net cash (used in) provided by investing activities	(50,158)

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(IN THOUSANDS)
(UNAUDITED)

	FOR THE SIX JUN
	2007
Cash flows from financing activities:	
Net increase in non interest bearing deposits	727
Net increase (decrease) in interest bearing deposits	94,860
Decrease in securities sold under agreements to repurchase	(32,930)
Proceeds from long term debt	1,000
Repayment of long term debt	(15,455)
Proceeds from exercise of common stock options	1,593
Dividends paid	(620)
Net cash provided by (used in) financing activities	49,175
Net decrease in cash and cash equivalents	(4,785)
Cash and cash equivalents - beginning of period	24,311
Cash and cash equivalents - end of period	$ 19,526
Supplemental disclosure of cash flow information:	
Cash used to pay interest	$ 20,484
Cash used to pay taxes, net of refunds	$ 1,785

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE STATEMENTS.

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BERKSHIRE BANCORP INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2007 AND 2006

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.

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 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 2007 due to a variety of factors. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States ("GAAP") have been omitted in accordance with the rules and regulations of the SEC. These consolidated financial statements should be read in conjunction with the audited consolidated financial statements and accompanying notes included in our 2006 Annual Report on Form 10-K.

NOTE 2. 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%, currently 8.06%.

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%, currently 7.31%.

NOTE 2. - (CONTINUED)

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 and BCTII are not 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.

NOTE 3. 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				
	JUNE 30, 2007			JUNE	
	Income (numerator)	Shares (denominator)	Per share amount	Income (numerator)	(d
	(In thousands, except per share data)				
Basic earnings per share					
Net income available to common stockholders	$1,020	6,948	$.15	$ 920	
Effect of dilutive securities					
Options	--	10	.--	--	
Diluted earnings per share					
Net income available to common stockholders plus assumed conversions	$1,020	6,958	$.15	$ 920	

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 3. - (CONTINUED)

	FOR THE SIX MONTHS ENDED			
	JUNE 30, 2007			JUNE
	Income (numerator)	Shares (denominator)	Per share amount	Income (numerator)
	(In thousands, except per share data)			
Basic earnings per share				
Net income available to common stockholders	$2,120	6,922	$.31	$2,416
Effect of dilutive securities				
Options	--	35	.01	--
Diluted earnings per share				
Net income available to common stockholders plus assumed conversions	$2,120	6,957	$.30	$2,416

NOTE 4. INVESTMENT SECURITIES

The following tables summarize held to maturity and available-for-sale investment securities as of June 30, 2007 and December 31, 2006:

	JUNE 30, 20	
	AMORTIZED COST	GROSS UNREALIZED GAINS
		(In thousands)
Held To Maturity		
Investment Securities		
U.S. Government Agencies	$418	$ --
Totals	$418	$ --

	DECEMBER 31,
	GROSS

	AMORTIZED COST	UNREALIZED GAINS
		(In thousands)
Held To Maturity Investment Securities		
U.S. Government Agencies	$ 433	$ 4
Totals	$ 433	$ 4

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 4. - (CONTINUED)

	JUNE 30, 20	
	AMORTIZED COST	GROSS UNREALIZED GAINS
		(In thousands)
AVAILABLE-FOR-SALE INVESTMENT SECURITIES		
U.S. Treasury and Notes	$ 5,002	$ --
U.S. Government Agencies	345,470	--
Mortgage-backed securities	62,127	31
Corporate notes	47,123	194
Municipal Securities	1,973	1,222
Marketable equity securities and other	101,838	284
Totals	$563,533	$ 1,731

	DECEMBER 31,	
	AMORTIZED COST	GROSS UNREALIZED GAINS
		(In thousands)
AVAILABLE-FOR-SALE INVESTMENT SECURITIES		

U.S. Treasury and Notes	$ 5,002	$ --
U.S. Government Agencies	322,986	--
Mortgage-backed securities	67,472	92
Corporate Notes	44,366	334
Municipal securities	5,698	1,489
Marketable equity securities and other	75,419	216
Totals	$520,943	$ 2,131

Our available-for-sale portfolio is carried at estimated fair value, with any unrealized gains or losses, net of taxes, reported as accumulated other comprehensive income or loss in stockholders' equity. Our held-to-maturity portfolio, consisting of debt securities for which we have a positive intent and ability to hold to maturity, is carried at amortized cost. We conduct a periodic review and evaluation of the securities portfolio to determine if the value of any security has declined below its cost or amortized cost, and whether such decline is other-than-temporary.

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 4. - (CONTINUED)

The Company has investments in debt and equity securities that have unrealized losses, but an other-than-temporary impairment has not been recognized in its financial statements. Based upon management's review of the available information including the changes in interest rates during the period, current market conditions, applicable industry and company information specific to each investment, the creditworthiness of the issuer, and the Company's ability to hold the investment to maturity. Such unrealized losses are not considered to be other-than-temporary.

NOTE 5. LOAN PORTFOLIO

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

	JUNE 30, 2007	
	AMOUNT	% OF TOTAL
	(Dollars in thousands)	
Commercial and professional loans	$ 59,345	15.5%
Secured by real estate		
1-4 family	136,402	35.7
Multi family	3,772	1.0
Non-residential (commercial)	181,496	47.5
Consumer	1,069	0.3

Total loans	382,084	100.0%
Deferred loan fees	(1,246)	
Allowance for loan losses	(3,928)	
Loans, net	$376,910	

NOTE 6. DEPOSITS

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

	JUNE 30, 2007		DECEMBER 31, 20	
	AVERAGE AMOUNT	AVERAGE YIELD	AVERAGE AMOUNT	AVERA YIEL
	(Dollars in thousands)			
Demand deposits	$ 49,358	--	$ 47,890	
NOW and money market	29,305	0.55%	35,141	0.
Savings deposits	252,822	3.78	171,604	2.
Time deposits	432,463	4.81	410,729	4.
Total deposits	$763,948	4.00%	$665,364	3.

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 7. COMPREHENSIVE INCOME

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

	FOR THE SIX MONTHS ENDED			
	JUNE 30, 2007			
	BEFORE TAX AMOUNT	TAX (EXPENSE) BENEFIT	NET OF TAX AMOUNT	BEFORE AMOU
	(In thousands)			
Unrealized gains (losses) on investment securities:				
Unrealized holding gains (losses) arising during				

period	$(5,005)	$ 2,011	$(2,994)	$(3,5
Less reclassification adjustment for gains realized in net income	125	(50)	75	7
Other comprehensive income (loss), net	$(5,130)	$ 2,061	$(3,069)	$(4,3

NOTE 8. ACCOUNTING FOR STOCK BASED COMPENSATION

In December 2004, the Financial Accounting Standards Board (the "FASB") issued Statement No. 123 (revised 2004), "Share-Based Payment" ("SFAS 123(R)") which requires the measurement and recognition of compensation expense for all stock-based compensation payments and supersedes the Company's previous accounting under Accounting Principals Board Opinion No. 25, "Accounting for Stock Issued to Employees" (APB 25). SFAS 123(R) is effective for all annual periods beginning after June 15, 2005, or our fiscal year 2006. In March 2005, the Securities and Exchange Commission (the "SEC") issued Staff Accounting Bulletin No. 107 ("SAB 107") relating to the adoption of SFAS 123(R).

The Company adopted SFAS 123(R) in the first quarter of fiscal year 2006. The adoption of SFAS 123(R) did not have an impact on our operating results or financial condition because all options outstanding under the plan vested prior to the adoption of SFAS 123(R).

At June 30, 2007, the Company has one stock-based employee compensation plan, for which 24,053 options at a weighted average exercise price of $9.19 per share were outstanding with an average remaining life of 1.8 years. Prior to the adoption of SFAS 123(R), the Company accounted for that plan under the recognition and measurement principles of APB 25 and related interpretations. The Company did not grant stock options during the six-month period ended June 30, 2007 or during the fiscal year ended December 31, 2006. The Company has no plans to grant significant stock options, if any, in 2007. Therefore, we do not expect the implementation of FAS 123(R) to affect our financial position or results of operations in the near future.

NOTE 9. 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) as amended by FAS 158.

FOR THE
THREE MONTHS ENDED
JUNE 30,

	2007	2006
Service cost	$ 90,750	$ 90,357
Interest cost	43,500	37,531
Expected return on plan assets	(46,000)	(37,710)
Amortization and Deferral:		
Transition amount	--	--
Prior service cost	4,500	4,457
Loss	11,750	15,429
Net periodic pension cost	$ 104,500	$ 110,063

During the fiscal year ending December 31, 2007, we expect to contribute approximately $340,000 to the Plan. We contributed $119,600 in April 2007 and $84,905 in July 2007, and we contributed $56,000 in April 2006 and $221,000 in July 2006.

NOTE 10. NEW ACCOUNTING PRONOUNCEMENTS

FAIR VALUE OPTION FOR FINANCIAL ASSETS AND LIABILITIES

In February 2007, the FASB issued Statement 159, "The Fair Value Option for Financial Assets and Financial Liabilities" ("SFAS No. 159"). The objective of SFAS No. 159 is to provide companies with the option to recognize most financial assets and liabilities and certain other items at fair value. Statement 159 will allow companies the opportunity to mitigate earnings volatility caused by measuring related assets and liabilities differently without having to apply complex hedge accounting. Unrealized gains and losses on items for which the fair value option has been elected should be reported in earnings. The fair value option election is applied on an instrument by instrument basis (with some exceptions), is irrevocable, and is applied to an entire instrument. The election may be made as of the date of initial adoption for existing eligible items. Subsequent to initial adoption, the Company may elect the fair value option at initial recognition of eligible items or on entering into an eligible firm commitment. The Company can only elect the fair value option after initial recognition in limited circumstances.

SFAS No. 159 requires similar assets and liabilities for which the Company has elected the fair value option to be displayed on the face of the balance sheet either (a) together with financial instruments measured using other measurement attributes with parenthetical disclosure of the amount measured at fair value or (b) in separate line items. In addition, SFAS No. 159 requires additional disclosures to allow financial statement users to compare similar assets and liabilities measured differently either within the financial statements of the Company or between financial statements of different companies.

NOTE 10. - (CONTINUED)

SFAS No. 159 is required to be adopted by the Company on January 1, 2008. Early adoption is permitted; however, the Company does not intend to adopt SFAS No. 159 prior to the required adoption date of January 1, 2008. The Company expects to adopt SFAS No. 159 concurrent with SFAS No. 157, "Fair Value Measurements." The remeasurement to fair-value will be reported as a cumulative-effect adjustment in the opening balance of retained earnings. Additionally, any changes in fair value due to the concurrent adoption of SFAS No. 157 will be included in the cumulative-effect adjustment if the fair value option is also elected for that item.

The Company is currently evaluating, which, if any items it will elect to recognize at fair value at the date of adoption. The financial statement impact will depend on which items the Company elects to recognize at fair value, fair value at the date of adoption, and the concurrent adoption of SFAS No. 157. If the Company elects to recognize items at fair value as a result of Statement 159, this could result in increased earnings volatility.

ACCOUNTING FOR FAIR VALUE MEASUREMENT

In September 2006 the FASB issued SFAS No. 157, "Fair Value Measurements." The Statement is effective for all financial statements issued for fiscal years beginning after November 15, 2007, or January 1, 2008 as to the Company. The Statement defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. Adoption of SFAS No. 157 is not expected to have a material impact on the Company's results of operations or financial condition.

ACCOUNTING FOR DEFINED BENEFIT PENSION AND OTHER POSTRETIREMENT PLANS

In September 2006, the FASB issued SFAS No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans." The Statement requires an employer that is a business entity and sponsors one or more single-employer defined benefit plans to: (1) recognize the funded status of a benefit plan - measured as the difference between plan assets at fair value and the benefit obligation - in its statement of financial position, with the corresponding credit or charge, net of taxes, upon initial adoption to Other Comprehensive Income; (2) recognize as a component of other comprehensive income, net of tax, the gains or losses and prior service costs or credits that arise during the period but are not recognized as components of net periodic benefit cost pursuant to SFAS No. 87, "Employers' Accounting for Pensions", or SFAS No. 106, "Employers' Accounting for Postretirement Benefits Other Than Pensions"; (3) measure defined benefit plan assets and obligations as of the date of the employer's fiscal year end; and (4) expand disclosures in the notes to the financial statements about certain effects on net periodic benefit cost. The Statement also amends SFAS No. 132 (revised 2003), "Employers' Disclosures about Pensions and Other Postretirement Benefits", and SFAS No. 88, "Employers' Accounting for Settlements and Curtailments of Defined Benefit Pension Plans for Termination Benefits".

An employer who has publicly traded equity securities, such as the Company, is required to initially recognize the funded status of a defined benefit postretirement plan and to provide the required disclosures as of the end of its first fiscal year ending after December 15, 2006. For the Company, this was for the year ended December 31, 2006. The requirement to measure plan assets and benefit obligations as of the date of the employer's fiscal year end is effective for fiscal years ending after December 15, 2008. The adoption of this statement for the year ended December 31, 2006 did not have a significant effect on Other Comprehensive Income and stockholders' equity.

BERKSHIRE BANCORP INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 10. - (CONTINUED)

On July 13, 2006, the FASB issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes ("FIN 48"): An interpretation of FASB No. 109." FIN 48 clarifies the accounting for uncertainty involved in the recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure, and transition. In accordance with FIN 48, the Company's financial statements must reflect only those tax positions that are more-likely-than-not to be sustained as of the adoption date. FIN 48 is effective for fiscal years beginning after December 15, 2006, or January 1, 2007 as to the Company. The Company's adoption of FIN 48 resulted in a decrease in our tax reserves of $965,000 and a corresponding increase to stockholders' equity as of January 1, 2007.

As of June 30, 2007, the Company does not have any uncertain tax positions under FIN 48. As a result, there are no unrecognized tax benefits as of June 30, 2007. The Company's 2003 through 2006 federal tax returns still remain subject to examination by the Internal Revenue Service. If the Company were to incur any interest and penalties in connection with income tax deficiencies, the Company would classify interest in the "interest expense" category and classify penalties in the "non-interest expense" category within the consolidated statements of income.

ACCOUNTING FOR FINANCIAL ASSETS

In March 2006, the FASB issued SFAS No. 156, "Accounting for Servicing of Financial Assets-An amendment of FASB Statement No. 140." This statement requires an entity to recognize a servicing asset or servicing liability each time it undertakes an obligation to service a financial asset, and that the servicing assets and servicing liabilities be initially measured at fair value. The statement also permits an entity to choose a subsequent measurement method for each class of separately recognized servicing assets and servicing liabilities. SFAS No. 156 is effective as of the beginning of the fiscal year that begins after September 15, 2006, or January 1, 2007 as to the Company. The application of SFAS No. 156 did not have a material impact on the Company's financial condition or results of operations.

In February 2006, the FASB issued SFAS No. 155, "Accounting for Certain Hybrid Financial Instruments." The Statement amends SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities" and SFAS No.140, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities." The Statement also resolves issues addressed in SFAS No. 133 Implementation Issue No. D1, "Application of Statement 133 to Beneficial Interest in Securitized Financial Assets." SFAS No. 155 permits fair value remeasurement for any hybrid financial instrument that contains an embedded derivative that otherwise would require bifurcation, clarifies which interest-only strips and principal-only strips are not subject to the requirements of SFAS No. 133, establishes a requirement to evaluate interests in securitized financial assets to identify interests that are freestanding derivatives or that are hybrid financial instruments that contain as embedded derivative requiring bifurcation, and clarifies that concentrations of credit risk in the form of subordination are not embedded derivatives. The Statement eliminates the interim guidance in SFAS No. 133 Implementation Issue No. D1, which provided that beneficial interests in securitized financial assets are not subject to the provisions of SFAS No. 133.

NOTE 10. - (CONTINUED)

In October 2006, the FASB recommended a narrow scope exception for asset backed securities, including mortgage-backed securities, created from pools of loans containing embedded call features, that (a) only contain an embedded derivative that is tied to the prepayment risk of the underlying prepayable financial assets, and (b) the investor does not control the right to accelerate the settlement. The Statement is effective for all financial instruments acquired or issued after the beginning of an entity's first fiscal year that begins after September 15, 2006, or January 1, 2007 as to the Company. The Company adopted SFAS No. 155 without material effect on the consolidated statement of financial condition or results of operations. However, as SFAS No. 155 applies to purchases made by the Company subsequent to December 31, 2006, there could be future undetermined impact on the results of operations and financial condition.

ACCOUNTING FOR PRIOR YEAR MISSTATEMENTS

In September 2006, the SEC staff issued Staff Accounting Bulletin No. 108, "Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements." SAB 108 was issued to provide consistency between how registrants quantify financial statement misstatements. Historically, there have been two widely-used methods for quantifying the effects of financial statement misstatements. These methods are referred to as the "roll-over" and "iron curtain" method. The roll-over method quantifies the amount by which the current year income statement is misstated. Exclusive reliance on an income statement approach can result in the accumulation of errors on the balance sheet that may not have been material to any individual income statement, but which may misstate one or more balance sheet accounts. The iron curtain method quantifies the error as the cumulative amount by which the current year balance sheet is misstated. Exclusive reliance on a balance sheet approach can result in disregarding the effects of errors in the current year income statement that results from the correction of an error existing in previously issued financial statements.

SAB 108 established an approach that requires quantification of financial statement misstatements based on the effects of the misstatement on each of the Company's financial statements and the related financial statement disclosures. This approach is commonly referred to as the "dual approach" because it requires quantification of errors under both the roll-over and iron curtain methods. SAB 108 allows registrants to initially apply the dual approach either by (1) retroactively adjusting prior financial statements as if the dual approach had always been used or by (2) recording the cumulative effect of initially applying the dual approach as adjustments to the carrying values of assets and liabilities as of January 1, 2006 with an offsetting adjustment recorded to the opening balance of retained earnings. Use of this "cumulative effect" transition method requires detailed disclosure of the nature and amount of each individual error being corrected through the cumulative adjustment and how and when it arose. SAB 108 is effective for fiscal years ending after November 15, 2006. The adoption of SAB 108 did not have a material effect on the Company's results of operations or financial condition.

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. Presently, the SEC requires the Company to first 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 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.

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.

CRITICAL ACCOUNTING POLICIES, JUDGMENTS AND ESTIMATES

The Company's accounting and reporting policies conform with accounting principles generally accepted in the United States of America and general practices within the banking 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 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.

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With the adoption of Statement of Financial Accounting Standards ("SFAS") No. 142 ("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 the Bank. 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, 2006, the Company completed its annual testing, which determined that no impairment charges 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. The quarterly evaluation of 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.

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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 JU			
	2007			
	AVERAGE BALANCE	INTEREST AND DIVIDENDS	AVERAGE YIELD/RATE	AVERAGE BALANCE
			(Dollars in Thousands)	
INTEREST-EARNING ASSETS:				

Loans (1)	$ 379,449	$ 7,240	7.63%	$ 312,490
Investment securities	553,461	6,416	4.64	569,760
Other (2)(5)	30,087	376	5.00	8,237
Total interest-earning assets	962,997	14,032	5.83	890,487
Noninterest-earning assets	45,394			46,747
Total Assets	1,008,391			937,234
INTEREST-BEARING LIABILITIES:				
Interest bearing deposits	291,027	2,541	3.49%	208,559
Time deposits	439,936	5,284	4.80	411,614
Other borrowings	96,849	1,348	5.57	146,017
Total interest-bearing liabilities	827,812	9,173	4.43	766,190
Demand deposits	50,438			49,097
Noninterest-bearing liabilities	11,010			12,610
Stockholders' equity (5)	119,131			109,337
Total liabilities and stockholders' equity	1,008,391			937,234
Net interest income		4,859		
Interest-rate spread (3)			1.40%	
Net interest margin (4)			2.02%	
Ratio of average interest-earning assets to average interest bearing liabilities	1.16			1.16

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(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			
	2007			
	AVERAGE BALANCE	INTEREST AND DIVIDENDS	AVERAGE YIELD/RATE	AVERAGE BALANCE
	(Dollars in Thousands)			
INTEREST-EARNING ASSETS:				
Loans (1)	$ 378,189	$ 14,478	7.66%	$ 311,256
Investment securities	530,669	12,251	4.62	582,073
Other (2)(5)	42,165	1,062	5.04	8,366
Total interest-earning assets	951,023	27,791	5.84	901,695
Noninterest-earning assets	45,314			46,551
Total Assets	996,337			948,246
INTEREST-BEARING LIABILITIES:				
Interest bearing deposits	282,127	4,861	3.45%	211,600
Time deposits	432,463	10,408	4.81	412,285
Other borrowings	101,732	2,772	5.45	155,160
Total interest-bearing liabilities	816,322	18,041	4.42	779,045
Demand deposits	49,358			47,767
Noninterest-bearing liabilities	12,273			11,477
Stockholders' equity (5)	118,384			109,957
Total liabilities and stockholders' equity	996,337			948,246
Net interest income		9,750		
Interest-rate spread (3)			1.42%	
Net interest margin (4)			2.05%	
Ratio of average interest-earning assets to average interest bearing liabilities	1.17			1.16

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(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, 2007 COMPARED TO THE THREE AND SIX MONTHS ENDED JUNE 30, 2006.

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, after the opening of our newest branch on the upper west side of Manhattan in May 2007, has twelve branch locations. We have seven branches in New York City, four branches in Orange and Sullivan counties New York, and one branch in Ridgefield, New Jersey which opened in May 2006.

NET INCOME. Net income for the three-month period ended June 30, 2007 was $1.02 million, or $.15 per share, as compared to $920,000, or $.13 per share, for the three-month period ended June 30, 2006. Net income for the six-month period ended June 30, 2007 was $2.12 million, or $.30 per share, as compared to $2.42 million, or $.35 per share, for the six-month period ended June 30, 2006.

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. The difference between the yield on short-term, 3 month U.S. Treasury Notes, and long-term, 10 year U.S. Treasury Bonds, referred to as the yield curve is at historic lows. Inflation fighting actions taken by the Federal Reserve Board have moved short-term rates up while long-term rates have remained relatively flat. The Company's rising cost of funds, the rates paid on deposits and borrowings, has not been matched by the ability to increase the yields on interest-earning assets.

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 June 30, 2007, net interest income decreased by $12,000 to $4.86 million from $4.87 million for the quarter ended June 30, 2006. The quarter over quarter decrease in net interest income was due to the 80 basis point increase in the average rates paid on the average amount of interest-bearing liabilities to 4.43% in the 2007 quarter from 3.63% in the 2006 quarter. The decrease was partially offset by the 52 basis point increase in the average yields earned on interest-earning assets to 5.83% in the 2007 quarter from 5.31% in the 2006 quarter. The Company's interest-rate spread, the difference between the average yield on interest-earning assets and the average cost of interest-bearing liabilities, narrowed by 28 basis points to 1.40% in the 2007 quarter from 1.68% in the 2006 quarter.

For the six-month period ended June 30, 2007, net interest income decreased by $349,000 to $9.75 million from $10.10 million for the six-month period ended June 30, 2006. The period over period decrease in net interest income was due to the 94 basis point increase in the average rates paid on the average amount of interest-bearing liabilities to 4.42% in the 2007 period from 3.48% in the 2006 period. Partially offsetting such rate increase was the 59 basis point increase in the average yields earned on interest-earning assets to

5.84% in the 2007 period from 5.25% in the 2006 period. The interest-rate spread narrowed by 35 basis points to 1.42% in the 2007 period from 1.77% in the 2006 period.

NET INTEREST MARGIN. Net interest margin, or annualized net interest income as a percentage of average interest-earning assets, declined by 17 basis points to 2.02% in the second quarter of fiscal 2007 from 2.19% in the second quarter of fiscal 2006, and declined by 19 basis points to 2.05% in the six-month period ended June 30, 2007 from 2.24% in the six-month period ended June 30, 2006. 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 which provided an aggregate average yield of 5.83% and 5.84% in the three and six months ended June 30, 2007, respectively, compared to 5.31% and 5.25% in the three and six months ended June 30, 2006, respectively. The decrease in net interest margin is primarily due to the decrease in net interest income, partially offset by the increase in the average amount of higher yielding loans as a percentage of total mix of interest-earning assets.

The average amount of loans in our loan portfolio increased by $66.96 million to $379.45 million in the quarter ended June 30, 2007 from $312.49 million in the quarter ended June 30, 2006, and the average yield on our loan portfolio increased to 7.63% in the 2007 quarter from 7.15% in the 2006 quarter. The average amount of investment securities decreased by $16.30 million, to $553.46 million in the three months ended June 30, 2007 from $569.76 million in the three months ended June 30, 2006, and the average yield on investment securities improved by 32 basis points, to 4.64% in the 2007 quarter from 4.32% in the 2006 quarter. The average amount of other interest-earning assets, primarily cash and short-term investments, increased by $21.85 million to $30.09 million in the 2007 quarter from $8.24 million in the 2006 quarter, and returned an average yield of 5.00% and 3.93% in the quarter ended June 30, 2007 and 2006, respectively.

During the six-month period ended June 30, 2007, the average amount of loans in our loan portfolio increased by $66.93 million to $378.19 million from $311.26 million in the six-month period ended June 30, 2006, and the average yield on our loan portfolio increased to 7.66% in the 2007 period from 7.13% in the 2006 period. The average amount of investment securities decreased by $51.41 million, to $530.67 million in the six-month period month ended June 30, 2007 from $582.07 million in the six- month period ended June 30, 2006, and the average yield on investment securities improved by 36 basis points, to 4.62% in the 2007 period from 4.26% in the 2006 period.

INTEREST INCOME. Total interest income for the quarter ended June 30, 2007 increased by $2.22 million to $14.03 million from $11.82 million for the quarter ended June 30, 2006, and increased by $4.14 million to $27.79 million for the six months ended June 30, 2007 from $23.65 million for the six months ended June 30, 2006. The increases in total interest income during the three and six months ended June 30, 2007 was due to the higher average yields earned on interest-earning assets and the higher average amounts of such assets.

Loans contributed $7.24 million and $14.48 million of interest income during the three and six months ended June 30, 2007, respectively, compared to $5.59 million and $11.09 million of interest income during the three and six months ended June 30, 2006. Investment securities contributed $6.42 million and

$12.25 million of interest income during the three and six months ended June 30, 2007, respectively, compared to $6.15 million and $12.41 million of interest income during the three and six months ended June 30, 2006.

	THREE MONTHS ENDED JUNE 30,		
	2007		200
	INTEREST INCOME	% OF TOTAL	INTEREST INCOME
	(In thousands, except percentages)		
Loans	$ 7,240	51.60%	$ 5,585
Investment Securities	6,416	45.72	6,150
Other	376	2.68	81
Total Interest Income	$14,032	100.00%	$11,816

	SIX MONTHS ENDED JUNE 30,		
	2007		20
	INTEREST INCOME	% OF TOTAL	INTEREST INCOME
	(In thousands, except percentages)		
Loans	$14,478	52.10%	$11,089
Investment Securities	12,251	44.08	12,405
Other	1,062	3.82	157
Total Interest Income	$27,791	100.00%	$23,651

Loans, which are inherently risky and therefore command a higher return than our portfolio of investment securities, have increased slightly as a percentage of total average interest-earning assets. During the three and six months ended June 30, 2007, the average amounts of our loan portfolio represented 39.40% and 39.77%, respectively, of total interest-earning assets compared to 35.09% and 34.52%, respectively, for the three and six months ended June 30, 2006. The average amount of investment securities have decreased to 57.48% and 55.80% of interest-earning assets during the three and six months of 2007, respectively, compared to 63.99% and 64.55%, respectively, during the three and six months ended June 30, 2006. 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 JUNE 30,		
	2007		20
	AVERAGE AMOUNT	% OF TOTAL	AVERAGE AMOUNT
	(In thousands, except percentages)		
Loans	$379,449	39.40%	$312,49
Investment Securities	553,461	57.48	569,76
Other	30,087	3.12	8,23
Total Interest-Earning Assets	$962,997	100.00%	$890,48

	SIX MONTHS ENDED JUNE 30,		
	2007		20
	AVERAGE AMOUNT	% OF TOTAL	AVERAGE AMOUNT
	(In thousands, except percentages)		
Loans	$378,189	39.77%	$311,25
Investment Securities	530,669	55.80	582,07
Other	42,165	4.43	8,36
Total Interest-Earning Assets	$951,023	100.00%	$901,69

INTEREST EXPENSE. Total interest expense for the quarter ended June 30, 2007 increased by $2.23 million to $9.17 million from $6.95 million for the quarter ended June 30, 2006. The increase in interest expense was due to the increase in the average rates paid on interest-bearing liabilities, 4.43% and 3.63% in the 2007 and 2006 quarters, respectively, and the increase in the average amount of interest-bearing liabilities. In 2004 and 2005, we sold $22.68 million of floating rate junior subordinated debentures (the "Debentures") and used the net

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proceeds to augment the Bank's capital to allow for business expansion. The interest expense on these Debentures, which is included in other borrowings, was approximately $458,000 and $428,000 during the three months ended June 30, 2007 and 2006, respectively.

	THREE MONTHS ENDED JUNE 30,	
	2007	200

	INTEREST EXPENSE	% OF TOTAL	INTEREST EXPENSE
		(In thousands, except percentages)	
Interest-Bearing Deposits	$2,541	27.70%	$1,223
Time Deposits	5,284	57.60	4,122
Other Borrowings	1,348	14.70	1,600
	------	------	------
Total Interest Expense	$9,173	100.00%	$6,945

Total interest expense for the six-month period ended June 30, 2007 increased by $4.49 million to $18.04 million from $13.55 million for the six-month period ended June 30, 2006. The increase in interest expense was due primarily to the increase in the average rates paid on interest-bearing liabilities, 4.42% and 3.48% in the 2007 and 2006 periods, respectively, and the increase in the average amounts of such liabilities. The interest expense on the Debentures was approximately $913,000 and $852,000 during the 2007 and 2006 six-month periods, respectively.

	SIX MONTHS ENDED JUNE 30,		
	2007		
	INTEREST EXPENSE	% OF TOTAL	INTERES EXPENSE
		(In thousands, except percentages	
Interest-Bearing Deposits	$4,861	26.94%	$2,367
Time Deposits	10,408	57.69	7,833
Other Borrowings	2,772	15.37	3,352
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Total Interest Expense	$ 18,041	100.00%	$13,552

NON-INTEREST INCOME. Non-interest income consists primarily of realized gains on sales of marketable securities and service fee income. For the three and six months ended June 30, 2007, non-interest income amounted to $391,000 and $906,000, respectively, compared to non-interest income of $306,000 and $1.36 million for the three and six months ended June 30, 2006, respectively.

	THREE MONTHS ENDED JUNE 30,		
	2007		
	NON-INTEREST INCOME	% OF TOTAL	NON-INTER INCOME
		(In thousands, except percentages)	
Service Charges on Deposits	$ 183	46.80%	$ 146
Investment Securities gains	--	0.00	2
Other	208	53.20	158
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Total Non-Interest Income	$ 391	100.00%	$ 306

	SIX MONTHS ENDED JUNE 30,		
	2007		
	NON-INTEREST INCOME	% OF TOTAL	NON-INTER INCOME
		(In thousands, except percentag	
Service Charges on Deposits	$ 364	40.18%	$ 286
Investment Securities gains	125	13.80	743
Other	417	46.02	330
Total Non-Interest Income	$ 906	100.00%	$ 1,359

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 six-month periods ended June 30, 2007 was $3.53 million and $6.98 million, respectively, compared to $3.38 million and $6.79 million for the three and six month-periods ended June 30, 2006, respectively. The increase in the 2007 three and six month periods is primarily due to the expansion of our business. We have added personnel to maintain and enhance customer service levels and to insure our compliance with various regulatory matters.

	THREE MONTHS ENDED JUNE 30,		
	2007		
	NON-INTEREST EXPENSE	% OF TOTAL	NON-INTER EXPENSE
		(In thousands, except percentag	
Salaries and Employee Benefits	$2,142	60.74%	$2,072
Net Occupancy Expense	440	12.48	491
Equipment Expense	98	2.78	108
FDIC Assessment	20	0.57	22
Data Processing Expense	99	2.81	91
Other	727	20.62	594
Total Non-Interest Expense	$3,526	100.00%	$3,378

	SIX MONTHS ENDED JUNE 30,		
	2007		
	NON-INTEREST EXPENSE	% OF TOTAL	NON-INTER EXPENSE
	(In thousands, except percentages		
Salaries and Employee Benefits	$ 4,376	62.70%	$ 4,17
Net Occupancy Expense	916	13.13	96
Equipment Expense	200	2.87	20
FDIC Assessment	40	0.57	4
Data Processing Expense	195	2.79	18
Other	1,252	17.94	1,21
Total Non-Interest Expense	$6,979	100.00%	$ 6,79

PROVISION FOR INCOME TAX. During the three and six-month periods ended June 30, 2007, the Company recorded income tax expense of $629,000 and $1.41 million, respectively, compared to income tax expense of $834,000 and $2.16 million, respectively, for the three and six-month periods ended June 30, 2006. The tax provisions for federal, state and local taxes recorded for the first six months of 2007 and 2006 represent effective tax rates of 39.89% and 47.21%, respectively. The effective tax rate for the three months ended June 30, 2007 and 2006 were 38.14% and 47.55%, respectively.

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 December 31, 2006, the Company has purchased a total of 1,898,909 shares of its Common Stock. At June 30, 2007, there were 501,091 shares of Common Stock which may yet be purchased under our stock repurchase plan. We did not repurchase shares of the Company's Common Stock during the six months ended June 30, 2007.

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 an additional interest rate management strategy, the Bank borrows funds from the Federal Home Loan Bank, approximately $38.28 million at June 30, 2007, 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 BANCORP INC.
INTEREST RATE SENSITIVITY GAP AT J
(IN THOUSANDS, EXCEPT FOR PERC

		3 MONTHS OR LESS	3 THROUGH 12 MONTHS	1 THROUGH 3 YEARS
Federal funds sold		2,800	--	--
	(Rate)	5.25%		
Interest bearing deposits in banks		9,899	--	--
	(Rate)	4.27%		
Loans (1)(2)				
Adjustable rate loans		91,446	11,588	20,931
	(Rate)	9.01%	7.47%	6.71%
Fixed rate loans		6	18,075	32,513
	(Rate)	8.23%	7.97%	7.72%
Total loans		91,452	29,663	53,444
Investments (3)(4)		201,754	84,838	159,107
	(Rate)	4.46%	4.66%	4.09%
Total rate-sensitive assets		305,905	114,501	212,551
Deposit accounts (5)				
Savings and NOW		264,910	--	--
	(Rate)	3.62%		

Money market		14,874	--	--
	(Rate)	0.70%		
Time Deposits		186,695	258,183	2,266
	(Rate)	4.57%	4.98%	3.09%
Total deposit accounts		466,479	258,183	2,266
Repurchase Agreements		29,722	--	--
	(Rate)	4.97%	2.82%	3.52%
Other borrowings		183	8,760	28,340
	(Rate)	3.89%	3.52%	4.95%
Total rate-sensitive liabilities		496,384	266,943	30,606
Interest rate caps		10,000	(10,000)	--
Gap (repricing differences)		(200,479)	(142,442)	181,945
Cumulative Gap		(200,479)	(342,921)	(160,976)
Cumulative Gap to Total Rate Sensitive Assets		(20.91)%	(35.77)%	(16.79)%

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(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 investments) 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 allowance for loan losses is the estimated amount considered necessary for 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 and therefore has identified the allowance as a critical accounting policy. The methodology for determining the allowance for loan losses is considered a critical accounting policy by management due to the high degree of judgment involved, the subjectivity of the assumptions utilized, and the 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 accounting principles generally accepted in the United States of America, under which 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 quarterly evaluation of the adequacy of the allowance for loan losses. The analysis of the allowance for loan losses has two components: specific and general allocations. Specific allocations are made for loans determined to be impaired. Impairment is measured by determining the present value of expected future cash flows or, for collateral-dependent loans, the fair value of the collateral adjusted for market conditions and selling expenses. The general allocation 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 allocations. 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 quarterly 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.

The Company's primary lending emphasis has been the origination of commercial and residential mortgages and commercial and consumer loans and lines of credit. The Bank also originates home equity loans and home equity lines of credit. These activities resulted in a loan concentration in commercial and residential mortgages. 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

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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 considers it important to maintain the ratio of our allowance for loan losses to total loans at an adequate level given current economic conditions, interest rates, and the composition of the portfolio. 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.

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 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.

For the three and six months ended June 30, 2007, we did not charge-off any loans, and we recovered loans of $5,000 and $7,000, respectively. For the three and six month ended June 30, 2006, we charged-off loans of $0 and $1,000, respectively, and recovered loans of $0 and $5,000, respectively. All recovered amounts in 2007 and 2006 were returned to the provision for loan loss reserves.

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
	2007	2006	2007
Average loans outstanding	$379,449	$312,490	$378,189
Allowance at beginning of period	3,848	3,315	3,771
Charge-offs:			
Commercial and other loans	--	--	--
Real estate loans	--	--	--
Total loans charged-off	--	--	--
Recoveries:			
Commercial and other loans	5	--	7
Real estate loans	--	--	--
Total loans recovered	5	--	7
Net recoveries (charge-offs)	5	--	7

Provision for loan losses charged to operating expenses	75	45	150
Allowance at end of period	3,928	3,360	3,928
Ratio of net recoveries (charge-offs) to average loans outstanding	0.00%	0.00%	0.00
Allowance as a percent of total loans	1.03%	1.06%	1.03
Total loans at end of period	$382,084	$316,889	$382,084

LOAN PORTFOLIO.

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 June 30, 2007, we had total gross loans of $382.08 million, deferred loan fees of $1.25 million and an allowance for loan losses of $3.98 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 six-month periods ended June 30, 2007, the Bank sold approximately $265,000 and $265,000, respectively, of such loans and recorded in other income, gains of $3,000 and $3,000, respectively, on such sales.

The Bank's policy is 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. At June 30, 2007 and 2006, 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 June 30, 2007, 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 June 30, 2007 and December 31, 2006 (dollars in thousands):

	Actual		For Capital Adequacy Purposes	
	Amount	Ratio	Amount	Ratio
June 30, 2007				
Total Capital (to Risk-Weighted Assets)				
Company	$132,667	22.8%	$46,957	(is greater than or equal to) 8.0%
Bank	101,171	18.0%	45,004	(is greater than or equal to) 8.0%
Tier I Capital (to Risk-Weighted Assets)				
Company	128,739	22.1%	23,299	(is greater than or equal to) 4.0%
Bank	97,244	17.3%	22,502	(is greater than or equal to) 4.0%
Tier I Capital (to Average Assets)				
Company	128,739	12.9%	39,853	(is greater than or equal to) 4.0%
Bank	97,244	10.1%	38,498	(is greater than or equal to) 4.0%

	Actual		For Capital Adequacy Purposes	
	Amount	Ratio	Amount	Ratio
December 31, 2006				
Total Capital (to Risk-Weighted Assets)				
Company	$128,452	23.9%	$43,031	(is greater than or equal to) 8.0%
Bank	99,170	19.3%	41,120	(is greater than or

				equal to) 8.0%
Tier I Capital (to Risk-Weighted Assets)				
Company	124,681	23.2%	21,516	(is greater than or equal to) 4.0%
Bank	95,400	18.6%	20,560	(is greater than or equal to) 4.0%
Tier I Capital (to Average Assets)				
Company	124,681	13.4%	37,322	(is greater than or equal to) 4.0%
Bank	95,400	10.9%	35,022	(is greater than or equal to) 4.0%

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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 June 30, 2007, the Company, excluding the Bank, had cash and cash equivalents of $15.36 million and investment securities available for sale of $10.33 million.

The Company 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 $50.37 million at June 30, 2007, include commitments to extend credit and stand-by letters of credit.

At June 30, 2007, the Company had outstanding commitments of approximately $489.45 million; including $447.15 million of time deposits, $38.28 million of Federal Home Loan Bank debt and $4.02 million of operating leases. These commitments include $457.50 million that mature or renew within one year, $29.08 million that mature or renew after one year and within three years, $2.12 million that mature or renew after three years and within five years and $741,000 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 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 and that any material information relating to the Company is accumulated and communicated with management, including its principal executive/financial officer to allow timely decisions regarding required disclosure. In accordance with SEC requirements, the CEO/CFO notes that during the fiscal quarter ended June 30, 2007, 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 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The 2007 Annual Meeting of Stockholders was held on May 17, 2007. Each of the six individuals nominated to serve as directors of the Company was elected by the following votes:

Director	Shares For	Shares Withheld
William L. Cohen	6,617,359	13,942
Martin A. Fischer	6,618,294	13,007
Moses Krausz	6,458,509	172,792
Moses Marx	6,488,294	143,007
Steven Rosenberg	6,488,839	142,462
Randolph B. Stockwell	6,615,339	15,962

ITEM 5. OTHER INFORMATION

AMENDMENT NO. 3 TO EMPLOYMENT AGREEMENT OF MOSES KRAUSZ.

On July 23, 2007, the Bank and Moses Krausz, the Bank's President and Chief Executive Officer, entered into Amendment No. 3 to the Employment Agreement between the Bank and Mr. Krausz dated May 1, 1999, pursuant to which the term of Mr. Krausz employment with the Bank was extended until April 30, 2010, subject to automatic renewal for up to three additional periods of one year each unless one of the parties otherwise notifies the other between 60 and 90 days prior to the expiration of the then current employment.

ITEM 6. EXHIBITS

Exhibit Number	Description
10.1	Amendment No. 3, dated July 31, 2007, to Employment Agreement, dated May 1, 1999, by and between The Berkshire Bank and Moses Krausz. +
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.

+ Denotes a management compensation plan or arrangement.

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 6, 2007

By: /s/ Steven Rosenberg
STEVEN ROSENBERG
PRESIDENT AND CHIEF
FINANCIAL OFFICER

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