BERKSHIRE BANCORP INC /DE/
Form 10-Q
May 14, 2012

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 **March 31, 2012**

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

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

Large accelerated filer ¨ Accelerated filer ¨

Non-accelerated filer ¨ Smaller reporting company x
(Do not check if a smaller reporting company)

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

As of May 11, 2012, there were 14,443,183 outstanding shares of the issuer's Common Stock, $.10 par value.

BERKSHIRE BANCORP INC. AND SUBSIDIARIES

FORWARD-LOOKING STATEMENTS

Forward-Looking Statements. *Statements in this Quarterly Report on Form 10-Q that are not based on historical fact may be "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as "believe", "may", "will", "expect", "estimate", "anticipate", "continue" or similar terms identify forward-looking statements. A wide variety of factors could cause the actual results and experiences of Berkshire Bancorp Inc. (the "Company") to differ materially from the results expressed or implied by the Company's forward-looking statements. Some of the risks and uncertainties that may affect operations, performance, results of the Company's business, the interest rate sensitivity of its assets and liabilities, and the adequacy of its loan loss allowance, include, but are not limited to: (i) deterioration in local, regional, national or global economic conditions which could result, among other things, in an increase in loan delinquencies, a decrease in property values, or a change in the housing turnover rate; (ii) changes in market interest rates or changes in the speed at which market interest rates change; (iii) changes in laws and regulations affecting the financial services industry; (iv) changes in competition; (v) changes in consumer preferences, (vi) changes in banking technology; (vii) ability to maintain key members of management, (viii) possible disruptions in the Company's operations at its banking facilities, (ix) cost of compliance with new corporate governance requirements, rules and regulations, and other factors referred to in this Quarterly Report and in Item 1A, "Risk Factors", of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2011.*

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)

	March 31, 2012	December 31, 2011
ASSETS		
Cash and due from banks	$ 7,423	$ 12,105
Interest bearing deposits	115,754	88,931
Total cash and cash equivalents	123,177	101,036
Investment Securities:		
Available-for-sale	420,493	415,170
Held-to-maturity, fair value of $291 in 2012 and $293 in 2011	291	298
Total investment securities	420,784	415,468
Loans, net of unearned income	321,856	317,021
Less: allowance for loan losses	(17,720)	(17,720)
Net loans	304,136	299,301
Accrued interest receivable	3,212	3,224
Premises and equipment, net	7,381	7,474
Other assets	30,409	35,626
Total assets	$ 889,099	$ 862,129
LIABILITIES AND STOCKHOLDERS' EQUITY		
Deposits:		
Non-interest bearing	$ 75,924	$ 74,073
Interest bearing	603,619	584,819
Total deposits	679,543	658,892
Securities sold under agreements to repurchase	50,000	50,000
Borrowings	4,982	6,139
Subordinated debt	22,681	22,681
Accrued interest payable	6,623	6,996
Other liabilities	1,726	1,893
Total liabilities	765,555	746,601
Stockholders' equity		
Preferred stock - $.01 Par value: Authorized — 2,000,000 shares Issued — 0 shares	—	—
Common stock - $.10 par value Authorized — 25,000,000 shares Issued — 14,443,183 shares Outstanding — March 31, 2012, 14,443,183 shares December 31, 2011, 14,443,183 shares	1,444	1,444
Additional paid-in capital	143,900	143,900
Accumulated Deficit	(17,163)	(19,299)
Accumulated other comprehensive loss, net	(4,637)	(10,517)
Total stockholders' equity	123,544	115,528

Total liabilities and stockholders' equity	$ 889,099	$ 862,129

The accompanying notes are an integral part of these statements

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BERKSHIRE BANCORP INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

(In Thousands, Except Per Share Data)

(unaudited)

	For The Three Months Ended March 31,	
	2012	2011
INTEREST INCOME		
Loans, including related fees	$ 4,905	$ 5,679
Investment securities	2,437	3,181
Interest bearing deposits	59	61
Total interest income	7,401	8,921
INTEREST EXPENSE		
Deposits	1,226	1,566
Securities sold under agreements to repurchase	444	499
Interest expense on borrowings	197	262
Total interest expense	1,867	2,327
Net interest income	5,534	6,594
PROVISION FOR LOAN LOSSES	—	1,200
Net interest income after provision for loan losses	5,534	5,394
NON-INTEREST INCOME		
Service charges on deposit accounts	86	127
Investment securities gains	220	55
Other income	217	97
Total non-interest income	523	279
NON-INTEREST EXPENSE		
Salaries and employee benefits	2,480	2,435
Net occupancy expense	584	565
Equipment expense	78	82
FDIC assessment	300	384
Data processing expense	112	109
Other	636	836
Total non-interest expense	4,190	4,411
Income before provision for taxes	1,867	1,262
Benefit for income taxes	(269)	(218)
Net income	$ 2,136	$ 1,480
Dividends on preferred stock	—	1,200
Income allocated to common stockholders	$ 2,136	$ 280
Net income per common share:		
Basic	$ .15	$ .04
Diluted	$ .15	$ .04

Number of shares used to compute net income per common share:		
Basic	14,443	7,054
Diluted	14,443	7,054

The accompanying notes are an integral part of these statements.

BERKSHIRE BANCORP INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in thousands)

(unaudited)

	For The Three Months Ended March 31,	
	2012	2011
Net earnings	$ 2,136	$ 1,480
Other comprehensive income, net of tax:		
Unrealized gains on available-for-sale securities, net of taxes of $4,008 and $1,871, respectively	6,012	2,806
Reclassification adjustment for realized gains included in net earnings, net of taxes of $88 and $22, respectively	132	33
Other comprehensive income	$ 5,880	$ 2,773
Comprehensive income	$ 8,016	$ 4,253

The accompanying notes are an integral part of these statements

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BERKSHIRE BANCORP INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

and COMPREHENSIVE INCOME (LOSS)

For The Three Months Ended March 31, 2012 and 2011

(In Thousands)

(Unaudited)

	Common Shares	**Preferred Shares**	**Common Stock Par Value**	**Preferred Stock Par Value**	**Additional paid-in capital**	**Accumulated other comprehensive (loss), net**	**Retained Earnings (Accumulated deficit)**	**Treasury stock**	**Total stockholders' equity**
Balance at December 31, 2010	7,698	60	$ 770	$ 1	$ 150,985	$ (8,589)	$ (65,123)	$ (6,411)	$ 71,633
Net income							1,480		1,480
Other comprehensive income net of taxes						2,773			2,773
Cash dividends - Preferred Stock							(1,200)		(1,200)
Balance at March 31, 2011	7,698	60	$ 770	$ 1	$ 150,985	$ (5,816)	$ (64,843)	$ (6,411)	$ 74,686
Balance at December 31, 2011	14,443	—	$ 1,444	$ —	$ 143,900	$ (10,517)	$ (19,299)	$ —	$ 115,528
Net income							2,136		2,136
Other comprehensive income net of taxes						5,880			5,880
Balance at March 31, 2012	14,443	—	$ 1,444	$ —	$ 143,900	$ (4,637)	$ (17,163)	$ —	$ 123,544

The accompanying notes are an integral part of these statements.

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BERKSHIRE BANCORP INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

(unaudited)

	For The Three Months Ended March 31,	
	2012	2011
Cash flows from operating activities:		
Net income	$ 2,136	$ 1,480
Adjustments to reconcile net income to net cash provided by operating activities:		
Realized gains on investment securities	(220)	(55)
Net amortization of premiums of investment securities	601	430
Depreciation and amortization	122	123
Provision for loan losses	—	1,200
Decrease (increase) in accrued interest receivable	12	(263)
Decrease in other assets	5,217	12,195
(Decrease) increase in accrued interest payable and other liabilities	(540)	52
Net cash provided by operating activities	7,328	15,162
Cash flows from investing activities:		
Investment securities available for sale		
Purchases	(62,333)	(110,782)
Sales, maturities and calls	62,509	55,880
Investment securities held to maturity		
Maturities	7	5
Net (increase) decrease in loans	(4,835)	16,726
Acquisition of premises and equipment	(29)	(28)
Net cash used in investing activities	(4,681)	(38,199)
Cash flows from financing activities:		
Net increase in non interest bearing deposits	1,851	5,658
Net increase in interest bearing deposits	18,800	3,815
Repayment of borrowings	(1,157)	(1,113)
Net cash provided by financing activities	19,494	8,360
Net increase (decrease) in cash and cash equivalents	22,141	(14,677)
Cash and cash equivalents at beginning of period	101,036	79,117
Cash and cash equivalents at end of period	$ 123,177	$ 64,440
Supplemental disclosures of cash flow information:		
Cash used to pay interest	$ 2,240	$ 2,116

Cash used to pay income taxes, net of refunds	$ 78	$ —
Schedule of non-cash investing activities:		
Schedule of non-cash financing activities:		
Dividends declared and not paid	$ —	$ 1,200

The accompanying notes are an integral part of these statements.

BERKSHIRE BANCORP INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

March 31, 2012 and 2011

(unaudited)

Note 1. General

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

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

We have prepared the accompanying financial statements pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC") for interim financial reporting. These consolidated financial statements, including the notes thereto, are unaudited and, in our opinion, include all adjustments, consisting of normal recurring adjustments and accruals necessary for a fair presentation of our consolidated balance sheets, operating results, and cash flows for the periods presented. Operating results for the periods presented are not necessarily indicative of the results that may be expected for the remaining quarters of fiscal 2012 due to a variety of factors. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States ("GAAP") have been omitted in accordance with the rules and regulations of the SEC. These consolidated financial statements should be read in conjunction with the audited consolidated financial statements and accompanying notes included in the Company's 2011 Annual Report on Form 10-K.

BERKSHIRE BANCORP INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements (continued)

(unaudited)

Note 2. Earnings Per Share

Basic earnings per common share is calculated by dividing income available to common stockholders by the weighted average common stock outstanding, excluding stock options from the calculation. As of and for the three-month periods ended March 31, 2012 and 2011, there were no potential dilutive shares. The following table presents the Company's calculation of income per common share.

	For The Three Months Ended					
	March 31, 2012			March 31, 2011		
	Income (numerator)	Shares (denominator)	Per share amount	Income (numerator)	Shares (denominator)	Per share amount
	(In thousands, except per share data)					
Basic earnings per common share						
Net income	$2,136			$1,480		
Dividends paid to preferred shareholders	—			(1,200)		
Net income available to common stockholders	$2,136	14,443	$ .15	$280	7,054	$ .04

BERKSHIRE BANCORP INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements (continued)

(unaudited)

Note 3. Loan Portfolio

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

	March 31, 2012		December 31, 2011	
	Amount	**% of Total**	**Amount**	**% of Total**
	(Dollars in thousands)			
Commercial and Industrial and Finance Leases	$18,346	5.7 %	$15,660	4.9 %
Secured by real estate				
Residential	104,040	32.3	104,854	33.0
Multi family	11,921	3.7	12,169	3.8
Commercial real estate and construction	187,361	58.0	183,819	57.9
Consumer	906	0.3	1,240	0.4
Total loans	322,574	100.0%	317,742	100.0%
Deferred loan fees	(718)		(721)	
Allowance for loan losses	(17,720)		(17,720)	
Loans, net	$304,136		$299,301	

The Bank had $627,000 and $647,000 of non-accrual loans as of March 31, 2012 and December 31, 2011, respectively, and no loans delinquent more than ninety days and still accruing interest at both March 31, 2012 and December 31, 2011. The Bank did not foreclose on any loans during both the quarter ended March 31, 2012 and the year ended December 31, 2011. The Bank classified the non-accrual loans as impaired loans at both March 31, 2012 and December 31, 2011. However, no specific reserves for impaired loans was made because the collateral underlying the impaired loans was deemed to be sufficient to cover any loss in the event of a default. Therefore, the allowance for loan loss is includable in the calculation of regulatory capital up to a maximum of 125% of risk-weighted assets or approximately $5.0 million and $5.2 million at March 31, 2012 and December 31, 2011, respectively.

Average impaired loans for the three months ended March 31, 2012 and 2011 were approximately $25.7 million and $3.6 million, respectively. Interest income that would have been recognized had these loans performed in accordance with their contractual terms was approximately $29,000 and $3,000, respectively.

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

	For The Three Months Ended	
	March 31, 2012	March 31, 2011
	(In thousands)	
Balance at beginning of period	$ 17,720	$ 16,105
Provision charged to operations	—	1,200
Loans charged off	—	(2)
Recoveries	—	21
Balance at end of period	$ 17,720	$ 17,324

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BERKSHIRE BANCORP INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements (continued)

(unaudited)

Note 3. - (continued)

Allowance for Credit Losses and Recorded Investment in Financing Receivables

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

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

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

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

Residential real estate - Loans in this class are made to and secured by owner-occupied residential real estate and repayment is dependent on the credit quality of the individual borrower. The overall health of the economy, including

unemployment rates and housing prices, will have an effect on the credit quality in this loan class. The Company generally does not originate loans with a loan-to-value ratio greater than 80 percent and does not grant subprime loans.

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

BERKSHIRE BANCORP INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements (continued)

(unaudited)

Note 3. - (continued)

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

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

BERKSHIRE BANCORP INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements (continued)

(unaudited)

Note 3. - (continued)

Allowance for Credit Losses and Recorded Investment in Loans

For the Three Months Ended March 31, 2012

(In thousands)

	Commercial & Industrial	Commercial Real Estate	Construction	Multi Family	Residential Real Estate	Consumer	Finance Leases	Unallocated	Total
Allowance for credit losses:									
Beginning balance	$ 950	$ 7,857	$ 609	$ 411	$ 6,490	$ 53	$ 126	$ 1,224	$ 17,720
Charge-offs									
Recoveries									
Provision	(280)	262	462	(9)	(315)	(14)	(28)	(78)	0
Ending balance	$ 670	$ 8,119	$ 1,071	$ 402	$ 6,175	$ 39	$ 98	$ 1,146	$ 17,720
Ending balance: individually evaluated for impairment	$ 0	$ 0	$ 0	$ 0	$ 0	$ 0	$ 0	$ 0	$ 0
Ending balance: collectively evaluated for impairment	$ 670	$ 8,119	$ 1,071	$ 402	$ 6,175	$ 39	$ 98	$ 1,146	$ 17,720
Financing Receivables:									
Ending balance	$ 14,728	$ 167,525	$ 19,836	$ 11,921	$ 104,040	$ 906	$ 3,618	$ 0	$ 322,574
Ending balance: individually evaluated for	$ 102	$ 23,245	$ 0	$ 0	$ 2,360	$ 15	$ 0	$ 0	$ 25,722

impairment									
Ending balance: collectively evaluated for impairment	$ 14,626	$ 144,280	$ 19,836	$ 11,921	$ 101,680	$ 891	$ 3,618	$ 0	$ 296,852

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

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

BERKSHIRE BANCORP INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements (continued)

(unaudited)

Note 3. - (continued)

Allowance for Credit Losses and Recorded Investment in Loans

For the Year Ended December 31, 2011

(In thousands)

	Commercial & Industrial	Commercial Real Estate	Construction	Multi Family	Residential Real Estate	Consumer	Finance Leases	Unallocated	Total
Allowance for credit losses:									
Beginning balance	$ 417	$ 8,610	$ 2,784	$ 147	$ 2,066	$ 25	$ 419	$ 1,637	$ 16,105
Charge-offs	(12)								(12)
Recoveries	27								27
Provision	518	(753)	(2,175)	264	4,424	28	(293)	(413)	1,600
Ending balance	$ 950	$ 7,857	$ 609	$ 411	$ 6,490	$ 53	$ 126	$ 1,224	$ 17,720
Ending balance: individually evaluated for impairment	$ 0	$ 0	$ 0	$ 0	$ 0	$ 0	$ 0	$ 0	$ 0
Ending balance: collectively evaluated for impairment	$ 950	$ 7,857	$ 609	$ 411	$ 6,490	$ 53	$ 126	$ 1,224	$ 17,720
Financing Receivables:									
Ending balance	$ 11,066	$ 169,015	$ 14,804	$ 12,169	$ 104,854	$ 1,240	$ 4,654	$ 0	$ 317,742
Ending balance: individually evaluated for	$ 122	$ 23,343	$ 0	$ 0	$ 1,566	$ 0	$ 0	$ 0	$ 25,031

impairment									
Ending balance: collectively evaluated for impairment	$ 10,884	$ 145,672	$ 14,804	$ 12,169	$ 103,288	$ 1,240	$ 4,654	$ 0	$ 292,711

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

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

BERKSHIRE BANCORP INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements (continued)

(unaudited)

Note 3. - (continued)

Age Analysis of Past Due Loans

As of March 31, 2012

(In thousands)

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Loans	Recorded Loans > 90 Days and Accruing
Commercial & industrial	$ —	$ —	$ 102	$ 102	$14,626	$14,728	$ —
Construction	1,254	—	—	1,254	18,582	19,836	—
Commercial real estate	18	—	—	18	167,507	167,525	—
Consumer	—	—	—	—	756	756	—
Overdrafts	—	—	—	—	150	150	—
Residential - prime	—	—	525	525	103,515	104,040	—
Residential - multi family	—	—	—	—	11,921	11,921	—
Finance leases	—	—	—	—	3,618	3,618	—
Total	$ 1,272	$ 0	$ 627	$ 1,899	$320,675	$322,574	$ —

Age Analysis of Past Due Loans

As of December 31, 2011

(In thousands)

Recorded

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Loans	Loans > 90 Days and Accruing
Commercial & industrial	$ 11	$ —	$ 122	$ 133	$10,873	$11,006	$ —
Construction	—	—	—	—	14,804	14,804	—
Commercial real estate	21	—	—	21	168,994	169,015	—
Consumer	—	—	—	—	778	778	—
Overdrafts	—	—	—	—	462	462	—
Residential - prime	63	—	525	588	104,266	104,854	—
Residential - multi family	—	—	—	—	12,169	12,169	—
Finance leases	—	—	—	—	4,654	4,654	—
Total	$ 95	$ 0	$ 647	$ 742	$317,000	$317,742	$ —

BERKSHIRE BANCORP INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements (continued)

(unaudited)

Note 3. - (continued)

Impaired Loans

For the Three Months Ended March 31, 2012

(In thousands)

	Recorded Loan	Unpaid Principal Balance	Related Allowance	Average Recorded Loan	Interest Income Recognized	Interest Income Foregone
With no related allowance recorded:						
Commercial & industrial	$ 102	$ 102	$ —	$ 115	$ —	$ 15
Construction	—	—	—	—	—	—
Commercial real estate	23,245	23,245	—	23,293	365	—
Consumer	15	15	—	16	—	—
Residential - prime	2,360	2,360	—	2,366	21	14
Residential - multi family	—	—	—	—	—	—
Finance leases	—	—	—	—	—	—
Total	$ 25,722	$ 25,722	$ 0	$ 25,790	$ 386	$ 29
Commercial	23,347	23,347	—	23,408	365	15
Consumer	15	15	—	16	—	—
Residential	2,360	2,360	—	2,366	21	14
Finance leases	—	—	—	—	—	—

BERKSHIRE BANCORP INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements (continued)

(unaudited)

Note 3. - (continued)

Impaired Loans

For the Year Ended December 31, 2011

(In thousands)

	Recorded Loan	Unpaid Principal Balance	Related Allowance	Average Recorded Loan	Interest Income Recognized	Interest Income Foregone
With no related allowance recorded:						
Commercial & industrial	$ 122	$ 122	$ —	$ 31	$ —	$ 13
Construction	—	—	—	—	—	—
Commercial real estate	23,343	23,343	—	18,898	2,021	3
Consumer	—	—	—	—	—	—
Residential - prime	1,566	1,566	—	1,235	56	54
Residential - multi family	—	—	—	—	—	—
Finance leases	—	—	—	—	—	—
Total	$ 25,031	$ 25,031	$ —	$ 20,164	$ 2,077	$ 70
Commercial	23,465	23,465	—	18,929	2,021	16
Consumer	—	—	—	—	—	—
Residential	1,566	1,566	—	1,235	56	54
Finance leases	—	—	—	—	—	—

BERKSHIRE BANCORP INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements (continued)

(unaudited)

Note 3. - (continued)

Loans on Nonaccrual Status

As of

	March 31, 2012	December 31, 2011
	(In thousands)	
Commercial & industrial	$ 102	$ 122
Construction	—	—
Commercial real estate	—	—
Consumer	—	—
Residential	525	525
Residential - multi family	—	—
Finance leases	—	—
Total	$ 627	$ 647

Credit Exposure

Credit Risk Profile by Internally Assigned Grades

For the Three Months Ended March 31, 2012

(In thousands)

	Commercial & Industrial	**Commercial Real Estate Construction**	**Commercial Real Estate Other**
Grade:			
Pass	$ 14,626	$ 10,056	$ 123,102
Watch	—	—	8,552
Special Mention	—	—	23,721
Substandard	102	9,780	12,150

Total	$ 14,728	$ 19,836	$ 167,525

	Residential	**Residential Multi Family**	**Consumer Other**
Grade:			
Pass	$ 95,714	$ 11,921	$ —
Watch	727	—	—
Special Mention	1,537	—	—
Substandard	6,062	—	—
Total	$ 104,040	$ 11,921	$ —

	Consumer Overdrafts	**Consumer Other**	**Finance Leases**
Performing	$ 150	$ 756	$ 3,618
Nonperforming	—	—	—
Total	$ 150	$ 756	$ 3,618

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BERKSHIRE BANCORP INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements (continued)

(unaudited)

Note 3. - (continued)

Credit Exposure

Credit Risk Profile by Internally Assigned Grades

For the Year Ended December 31, 2011

(In thousands)

	Commercial & Industrial	**Commercial Real Estate Construction**	**Commercial Real Estate Other**
Grade:			
Pass	$ 10,840	$ 14,804	$ 114,508
Watch	—	—	8,650
Special Mention	—	—	19,489
Substandard	166	—	26,368
Total	$ 11,006	$ 14,804	$ 169,015

	Residential	**Residential Multi Family**
Grade:		
Pass	$ 96,475	$ 12,169
Watch	731	—
Special Mention	1,561	—
Substandard	6,086	—
Total	$ 104,853	$ 12,169

	Consumer Overdrafts	**Consumer Other**	**Finance Leases**
Performing	$ 463	$ 778	$ 4,654
Nonperforming	—	—	—
Total	$ 463	$ 778	$ 4,654

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BERKSHIRE BANCORP INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements (continued)

(unaudited)

Note 3. - (continued)

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

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

	Loan Modifications (Dollars in Thousands) For The Three Months Ended March 31, 2012		
Troubled Debt Restructuring	Number of Loans	Pre-Modification Outstanding Recorded Loans	Post-Modification Outstanding Recorded Loans
Residential - prime	8	$ 2,375	$ 2,375
Commercial Real Estate	3	1,315	1,315
	11	$ 3,690	$ 3,690

	As of December 31, 2011		
Troubled Debt Restructuring	Number of Loans	Pre-Modification Outstanding Recorded Loans	Post-Modification Outstanding Recorded Loans
Residential	8	$ 2,388	$ 2,388
Commercial Real Estate	3	1,326	1,326
	11	$ 3,714	$ 3,714

The loans restructured during the three months ended March 31, 2012 were restructured by extending maturity dates or reducing interest rates. No loans were restructured into two notes nor are there any commitments to extend additional funds on any TDRs. The commercial real estate loans are individually evaluated for impairment with any

loss recognized in the allowance for loan losses.

BERKSHIRE BANCORP INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements (continued)

(unaudited)

Note 4. Investment Securities

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

	March 31, 2012			
	Amortized Cost	Gross unrealized gains	Gross unrealized losses	Fair value
	(In thousands)			
Mortgage-backed securities	$291	$ 1	$ (1)	$ 291

	December 31, 2011			
	Amortized Cost	Gross unrealized gains	Gross unrealized losses	Fair value
	(In thousands)			
U.S. Government Agencies	$298	$ 1	$ (6)	$ 293

BERKSHIRE BANCORP INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements (continued)

(unaudited)

Note 4. - (continued)

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

	March 31, 2012			
	Amortized Cost	Gross unrealized gains	Gross unrealized losses	Fair value
	(In thousands)			
U.S. Treasury Notes	$94,986	$70	$(92)	$94,964
U.S. Government Agencies	129,238	377	(212)	129,403
Mortgage-backed securities	127,218	3,040	(408)	129,850
Corporate notes	9,892	131	(7)	10,016
Municipal securities	2,694	216	(449)	2,461
Auction rate securities	63,500	—	(11,136)	52,364
Marketable equity securities and other	1,467	4	(36)	1,435
Totals	$428,995	$3,838	$(12,340)	$420,493

	December 31, 2011			
	Amortized Cost	Gross unrealized gains	Gross unrealized losses	Fair value
	(In thousands)			
U.S. Treasury Notes	$80,072	$141	$—	$80,213
U.S. Government Agencies	130,389	510	(33)	130,866
Mortgage-backed securities	140,049	2,750	(440)	142,359
Corporate notes	12,949	103	(49)	13,003
Municipal securities	2,682	—	(687)	1,995
Auction rate securities	65,700	—	(21,205)	44,495
Marketable equity securities and other	2,284	—	(45)	2,239
Totals	$434,125	$3,504	$(22,459)	$415,170

BERKSHIRE BANCORP INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements (continued)

(unaudited)

Note 4. - (continued)

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

*The length of time and the extent to which the market value has been less than cost;

*The financial condition of the issuer of the security as well as the near and long-term prospect for the issuer;

*The rating of the security by a national rating agency;

*Historical volatility and movement in the fair market value of the security; and

*Adverse conditions relative to the security, issuer or industry.

The following table shows the outstanding auction rate securities aggregated by type of underlying collateral at March 31, 2012 and December 31, 2011:

	March 31, 2012		December 31, 2011	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
		(In thousands)		

Preferred Shares of Money Center Banks	$61,500	$50,364	$63,700	$ 42,495
Public Utility Debt and Equity Securities	2,000	2,000	2,000	2,000
Totals	$63,500	$52,364	$65,700	$ 44,495

In accordance with ASC 320-10, Investment - Debt and Equity Securities, Management's impairment analysis for the corporate and auction rate securities that were in a loss position as of March 31, 2012 began with management's determination that it had the intent to hold these securities for sufficient time to recover the cost basis. Management also concluded that it was unlikely that it would be required to sell any of the securities before recovery of the cost basis.

At March 31, 2012 and December 31, 2011, the amortized cost of our auction rate securities was $63.5 million and $65.7 million, respectively. The fair value of the auction rate securities was $52.4 million and $44.5 million at March 31, 2012 and December 31, 2011, respectively.

BERKSHIRE BANCORP INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements (continued)

(unaudited)

Note 4. - (continued)

The fair value of the auction rate securities is determined by management valuing the underlying security. The auction rate securities allow for conversion to the underlying preferred security after two failed auctions. As of March 31, 2012, there have been more than two failed auctions for all outstanding auction rate securities. It is our intention to continue to hold these securities and not convert to the underlying preferred securities. We also perform a discounted cash flow analysis, but we considered the market value of the underlying preferred shares to be more objective and relevant in pricing auction rate securities.

In determining whether there is OTTI, management considers the factors noted above. The financial performance indicators we review include, but are not limited to, net earnings, change in liquidity, and change in cash from operating activities, and, for money center banks, the regulatory capital ratios and the allowance for loan losses to the nonperforming loans. Through March 31, 2012, the auction rate securities have continued to pay interest at the highest rate as stipulated in the original prospectus. Currently, the interest rate paid approximates the rate paid on money market deposit accounts.

At both March 31, 2012 and December 31, 2011, we had four auction rate securities with an aggregate fair market value of $20.2 million and $15.3 million, respectively, which were below investment grade.

Based upon our methodology for determining the fair value of the auction rate securities, we concluded that as of March 31, 2012, the unrealized loss for the auction rate securities is due to the market interest volatility, the continued illiquidity of the auction rate markets, and uncertainty in the financial markets as there has not been a deterioration in the credit quality of the issuer of the auction rate securities or a downgrade of additional auction rate securities from investment grade. It is not more likely than not that the Company would be required to sell the auction rate securities prior to recovery of the unrealized loss, nor does the Company intend to sell the security at the present time.

During both the three months ended March 31, 2012 and the year ended December 31, 2011, no auction rate securities were redeemed.

There have been no credit rating down grades on any of our credit securities subsequent to December 31, 2011.

BERKSHIRE BANCORP INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements (continued)

(unaudited)

Note 4. - (continued)

At March 31, 2012 and December 31, 2011, the Company owned preferred and common stock (collectively "equity securities"), with an amortized cost of $1.5 million and $2.3 million, respectively. The fair value of the equity securities was $1.4 million and $2.2 million at March 31, 2012 and December 31, 2011, respectively.

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

The following table indicates the length of time individual securities that we consider temporarily impaired have been in a continuous unrealized loss position at March 31, 2012 (in thousands):

	Less than 12 months		12 months or longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Description of Securities						
U.S. Treasury Notes	$ 14,846	$ 92	$ —	$ —	$ 14,846	$ 92
U.S. Government Agencies	44,891	211	27	1	44,918	212
Mortgage-backed securities	15,509	399	1,862	11	17,371	410
Corporate notes	1,343	7	—	—	1,343	7
Auction rate securities	—	—	50,364	11,136	50,364	11,136
Municipal securities	—	—	404	449	404	449
Subtotal, debt securities	76,589	709	52,657	11,597	129,246	12,306
Marketable equity securities and other	—	—	26	35	26	35
Total temporarily impaired securities	$ 76,589	$ 709	$ 52,683	$ 11,632	$ 129,272	$ 12,341

The Company had a total of 52 debt securities with a fair market value of $78.9 million which were temporarily impaired at March 31, 2012. The total unrealized loss on these securities was $1.2 million, which is attributable to the market interest volatility, the continued illiquidity of the debt markets, and uncertainty in the financial markets. We also had 1 equity security with a fair market value of $26,000 and an unrealized loss of $35,000. The remaining unrealized loss of $11.1 million is on 9 auction rate securities which have declined in value due to auction failures beginning in February 2008. It is not more likely than not that we would sell these securities before maturity, and we have the intent to hold all of these securities to maturity and will not be required to sell these securities, due to our ratio of cash and cash equivalents of approximately 13.9% of total assets at March 31, 2012. Therefore, the unrealized losses associated with these securities are not considered to be other than temporary.

BERKSHIRE BANCORP INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements (continued)

(unaudited)

Note 4. - (continued)

The amortized cost and fair value of investment securities available for sale and held to maturity, by contractual maturity, at March 31, 2012 are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	March 31, 2012			
	Available for Sale		Held to Maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(In thousands)			
Due in one year or less	$83,394	$83,481	$ —	$ —
Due after one through five years	56,506	56,825	—	—
Due after five through ten years	40,937	41,416	—	—
Due after ten years	183,191	184,972	291	291
Auction rate securities	63,500	52,364	—	—
Marketable equity securities and other	1,467	1,435	—	—
Totals	$428,995	$420,493	$ 291	$ 291

Gross gains realized on the sales of investment securities for the three months ended March 31, 2012, and 2011 were approximately $327,000 and $55,000, respectively. Gross realized losses were approximately $107,000 and zero for the three-month periods ended March 31, 2012 and 2011, respectively.

At both March 31, 2012 and December 31, 2011, securities sold under agreements to repurchase with a book value of $50.0 million were outstanding. The book value of the securities pledged for these repurchase agreements was $55.9 million and $55.6 million, respectively. As of March 31, 2012 and December 31, 2011, the Company did not own investment securities of any one issuer where the carrying value exceeded 10% of shareholders' equity.

BERKSHIRE BANCORP INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements (continued)

(unaudited)

Note 5. Deposits

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

	Three Months Ended March 31, 2012		**Twelve Months Ended December 31, 2011**	
	Average Amount	**Average Yield**	**Average Amount**	**Average Yield**
	(Dollars in thousands)			
Demand deposits	$71,468	—	$ 76,900	—
NOW and money market	26,321	0.06 %	25,688	0.36 %
Savings deposits	190,386	0.20	191,316	0.40
Time deposits	366,660	1.22	379,860	1.34
Total deposits	$654,835	0.73 %	$ 673,764	0.87 %

Note 6. Other Comprehensive Income

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

	For The Three Months Ended					
	March 31, 2012			March 31, 2011		
	Before tax amount	Tax (expense) benefit	Net of tax Amount	Before tax amount	Tax (expense) benefit	Net of tax amount
	(In thousands)					
Unrealized gains (losses) on investment securities:						
Unrealized holding gains arising during period	$10,020	$ (4,008)	$ 6,012	$4,677	$ (1,871)	$ 2,806
Less reclassification adjustment for gains realized in net income	220	(88)	132	55	(22)	33

Unrealized gain on investment securities	9,800	(3,920)	5,880	4,622	(1,849)	2,773
Other comprehensive income, net	$9,800	$ (3,920)	$ 5,880	$4,622	$ (1,849)	$ 2,773

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BERKSHIRE BANCORP INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements (continued)

(unaudited)

Note 7. Fair Value of Financial Instruments

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

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

Estimated fair values have been determined by the Company using the best available data and an estimation methodology suitable for each category of financial instruments. The estimation methodologies used, the estimated fair values, and recorded book balances at March 31, 2012 and December 31, 2011 are outlined below.

	March 31, 2012		December 31, 2011	
	Carrying amount	Estimated fair value	Carrying amount	Estimated fair value
	(In thousands)			
Investment securities	$420,784	$420,983	$415,468	$415,463
Loans, net of unearned income	321,856	329,770	317,021	359,989
Time Deposits	362,325	364,011	369,259	371,266
Repurchase Agreements	50,000	52,060	50,000	52,432
Borrowings	4,982	5,070	6,139	6,256
Subordinated debt	22,681	22,681	22,681	22,681

For cash and cash equivalents, the recorded book values of $123.2 million and $101.0 million at March 31, 2012 and December 31, 2011, respectively, approximates fair value because of the relatively short term between the origination

of the instrument and its expected realization. Therefore, the Company believes the measurement of fair value of cash and cash equivalents is derived from Level 1 inputs.

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

BERKSHIRE BANCORP INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements (continued)

(unaudited)

Note 7. - (continued)

The net loan portfolio at March 31, 2012 and December 31, 2011 has been valued using a present value discounted cash flow where market prices were not available. The discount rate used in these calculations is the estimated current market rate adjusted for credit risk. The Company believes the fair value of portfolio loans is derived from Level 3 inputs.

The carrying value of interest receivable and payable approximates fair value and is derived from Level 1 inputs.

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

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

The fair value of interest rate caps, included in borrowings, are based upon the estimated amount the Company would receive or pay to terminate the contracts or agreements, taking into account current interest rates and, when appropriate, the current creditworthiness of the counterparties. The aggregate fair value for the interest rate caps were zero at both March 31, 2012 and December 31, 2011.

The fair value of borrowings, repurchase agreements and subordinated debt approximates the carrying value due to the re-pricing of the debt. The Company measures the fair value of borrowings, repurchase agreements and subordinated

debt using Level 2 inputs.

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

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

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

BERKSHIRE BANCORP INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements (continued)

(unaudited)

Note 7. - (continued)

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

Assets and Liabilities Measured at Fair Value on a Recurring Basis

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

Securities Available for Sale

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

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

are valued at par value.

BERKSHIRE BANCORP INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements (continued)

(unaudited)

Note 7. - (continued)

Assets measured at fair value during the three months ended March 31, 2012 and during fiscal year 2011 are summarized below.

	At March 31, 2012 Fair Value Measurement Using			
	Quoted Prices in Active Markets for Identical Assets/Liabilities (Level 1)	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Balance March 31, 2011**
	(Dollars in thousands)			
Assets				
Impaired Loans (1)	$—	$ —	$ 25,722	$ 25,722
Investment securities available for sale: (2)				
U.S. Treasury Notes	94,964	—	—	94,964
U.S. Government Agencies	—	129,403	—	129,403
Mortgage-backed securities	—	129,850	—	129,850
Corporate notes	10,016	—	—	10,016
Municipal securities	2,461	—	—	2,461
Auction rate securities	—	—	52,364	52,364
Marketable equity securities and other	51	1,384	—	1,435
Total Investment securities available for sale	107,492	260,637	52,364	420,493
Total assets	$107,492	$ 260,637	$ 78,086	$ 446,215

(1) Non-recurring basis

(2) Recurring basis

The above table includes $8.5 million in net unrealized losses on the Company's available for sale securities. The Company has reviewed its investment portfolio at March 31, 2012, and determined that the unrealized losses are

temporary.

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

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BERKSHIRE BANCORP INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements (continued)

(unaudited)

Note 7. - (continued)

	At December, 31, 2011 Fair Value Measurement Using			
	Quoted Prices in Active Markets for Identical Assets/Liabilities (Level 1)	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Balance December 31, 2011**
	(Dollars in thousands)			
Assets				
Impaired Loans (1)	$—	$ —	$ 25,031	$ 25,031
Investment securities available for sale: (2)				
U.S. Treasury Notes	80,213	—	—	80,213
U.S. Government Agencies	—	130,866	—	130,866
Mortgage-backed securities	—	142,359	—	142,359
Corporate notes	13,003	—	—	13,003
Municipal securities	1,995	—	—	1,995
Auction rate securities	—	—	44,495	44,495
Marketable equity securities and other	803	1,436	—	2,239
Total Investment securities available for sale	96,014	274,661	44,495	415,170
Total assets	$96,014	$ 274,661	$ 69,526	$ 440,201

(1) Non-recurring basis

(2) Recurring basis

The above table includes $19.0 million in net unrealized losses on the Company's available for sale securities. The Company has reviewed its investment portfolio at December 31, 2011, and has determined that the unrealized losses are temporary.

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

BERKSHIRE BANCORP INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements (continued)

(unaudited)

Note 7. - (continued)

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

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

(Dollars in thousands)	Investment Securities Available for Sale
Balance, January 1, 2012	$ 44,495
Total gains/losses (realized/unrealized)	
Included in earnings	—
Included in other comprehensive income	10,069
Purchases	—
Sales	(2,200)
Issuances	—
Settlements	—
Redemptions	—
Interest	—
Other than temporary impairment expense	—
Capital deductions for operating expenses	—
Balance, March 31, 2012	$ 52,364
The amount of total gains (losses) for the period included in earnings attributable to the change in unrealized gains or losses relating to assets still held at March 31, 2012	$ —

Note 8. New Accounting Pronouncements

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

BERKSHIRE BANCORP INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements (continued)

(unaudited)

Note 8. - (continued)

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

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

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

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

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

BERKSHIRE BANCORP INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements (continued)

(unaudited)

Note 9. Subsequent Events

On April 2, 2012, we received a notice from the Federal Reserve Bank of New York stating that they do not object to the Company's request to pay the $4.0 million of accrued, but unpaid dividends on our Series A Preferred Stock. Accordingly, on April 17, 2012, we paid such dividends.

We evaluated subsequent events under ASC Topic 855, Subsequent Events. We did not identify any items which would require disclosure in or adjustment to the interim financial statements except as disclosed in Form 10-Q as of and for the period ended March 31, 2012.

Internal Control Over Financial Reporting

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

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

The Company is not an accelerated filer as defined in Rule 12b-2 of the Securities Exchange Act of 1934. On July 21, 2010, President Obama signed the Dodd-Frank Act into law. The Dodd-Frank Act includes a provision which permanently exempts non-accelerated filers, including the Company, from the requirement to obtain an external audit

on the effectiveness of internal financial reporting controls provided in Section 404(b) of SOX. Disclosure of management's attestations on internal control over financial reporting under Section 404(a) of SOX is still required. See the Section of this Report entitled "Business - The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010."

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

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

Executive Summary

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

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

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

On July 21, 2010 the Dodd-Frank Act was signed into law by President Obama. The Dodd-Frank Act represents a comprehensive overhaul of the financial services industry within the United States, establishes a new federal Bureau, and will require the Bureau and other federal agencies to implement many new and significant rules and regulations. At this time it is difficult to predict the extent to which the Dodd-Frank Act or the resulting rules and regulations will

impact our business. Compliance with these new laws and regulations will likely result in additional costs, and may adversely impact our results of operations, financial condition or liquidity.

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

We did not record a provision for loan losses during the three months ended March 31, 2012, compared to a provision for loan losses of $1.20 million recorded during the three months ended March 31, 2011. We deemed this appropriate as a result of the regular quarterly analysis of the allowance for loan losses. The regular quarterly analysis is based on management's evaluation of the risk inherent in the various components of the loan portfolio and other factors, including historical loan loss experience (which is updated at least annually), changes in the composition and volume of the portfolio, collection policies and experience, trends in the volume of non-accrual loans and regional and national economic conditions. See "Provision for Loan Losses" below in this Item 2 for further discussion of the allowance for loan losses.

Net income, before benefit for income taxes, for the three months ended March 31, 2012 was $1.9 million, compared to net income, before benefit for income taxes and before dividends on our Series A Preferred Stock, for the three months ended March 31, 2011 of $1.3 million. No Series A Preferred Stock was outstanding at March 31, 2012. Net income allocated to common stockholders, after the benefit for income taxes, was $2.1 million for the three months ended March 31, 2012, compared to net income allocated to common stockholders, after the benefit for income taxes and after dividends on our Series A Preferred Stock, of $280,000 for the three months ended March 31, 2011.

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

Critical Accounting Policies, Judgments and Estimates

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

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

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

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

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

rates.

	For The Three Months Ended March 31, 2012			2011		
	Average Balance	**Interest and Dividends**	**Average Yield/Rate**	**Average Balance**	**Interest and Dividends**	**Average Yield/Rate**
			(Dollars in Thousands)			
INTEREST-EARNING ASSETS:						
Loans (1)	$318,510	$ 4,905	6.16%	$352,867	$ 5,679	6.44 %
Investment securities	412,939	2,437	2.37	365,875	3,181	3.48
Other (2)(5)	97,087	59	0.24	75,931	61	0.32
Total interest-earning assets	828,536	7,401	3.57	794,673	8,921	4.49
Noninterest-earning assets	30,410			34,687		
Total Assets	$858,946			$829,360		
INTEREST-BEARING LIABILITIES:						
Interest bearing deposits	216,707	110	0.20%	208,177	244	0.47 %
Time deposits	366,660	1,116	1.22	385,293	1,322	1.37
Other borrowings	78,142	641	3.28	82,706	761	3.68
Total interest-bearing liabilities	661,509	1,867	1.13	676,176	2,327	1.38
Demand deposits	71,468			76,333		
Noninterest-bearing liabilities	5,118			4,998		
Stockholders' equity (5)	120,851			71,853		
Total liabilities and stockholders' equity	$858,946			$829,360		
Net interest income		$ 5,534			$ 6,594	
Interest-rate spread (3)			2.44%			3.11 %
Net interest margin (4)			2.67%			3.32 %
Ratio of average interest-earning assets to average interest bearing liabilities	1.25			1.18		

(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 Months Ended March 31, 2012 Compared to the Three Months Ended March 31, 2011.

Net Income Allocated to Common Stockholders. Net income allocated to common stockholders for the three months ended March 31, 2012 was $2.1 million, or $.15 per common share, compared to net income allocated to common stockholders of $280,000, or $.04 per common share, for the three months ended March 31, 2011. The net income allocated to common stockholders for the three months ended March 31, 2012 includes a benefit for income taxes of $269,000, or $.02 per common share. The net income allocated to common stockholders for the three months ended March 31, 2011 includes the accrual of dividends on our Series A Preferred Stock of $1.2 million, or $.17 per common share, and a benefit for income taxes of $218,000, or $.03 per common share.

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

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

For the quarter ended March 31, 2012, net interest income decreased by $1.1 million to $5.5 million from $6.6 million for the quarter ended March 31, 2011. The decrease in net interest income was primarily due to the decrease in the average yields earned on interest-earning assets to 3.57% in the 2012 period from 4.49% in the 2011 period. The decrease in net interest income was partially offset by the increase in the average amounts of total interest-earning assets to $828.5 million during the 2012 period from $794.7 million during the 2011 period, and the decrease in the average amounts of interest-bearing liabilities to $661.5 million during the 2012 period from $676.2 million during the 2011 period, and the decrease in the average rates paid on interest-bearing liabilities to 1.13% from 1.38% during the three months ended March 31, 2012 and 2011, respectively. The Company's interest-rate spread, the difference between the average yield on interest-earning assets and the average cost of interest-bearing liabilities, was 2.44% and 3.11% during the three months ended March 31, 2012 and 2011, respectively.

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Net Interest Margin. Net interest margin, or annualized net interest income as a percentage of average interest-earning assets, was 2.67% and 3.32% during the quarter ended March 31, 2012 and 2011, respectively. We seek to secure and retain customer deposits with competitive products and rates, while making strategic use of the prevailing interest rate environment to borrow funds at what we believe to be attractive rates. We invest such deposits and borrowed funds in a prudent mix of fixed and adjustable rate loans, investment securities and short-term interest-earning assets. The decrease in net interest margin is primarily due to the decrease in the average amount of higher yielding loans as a percentage of our total mix of interest-earning assets.

Interest Income. Total interest income for the quarter ended March 31, 2012 decreased by $1.5 million to $7.4 million from $8.9 million for the quarter ended March 31, 2011. The decrease in total interest income was due to the decrease in the overall average yields earned on the average amounts of interest-earning assets, partially offset by the increase in the average amounts of interest-earning assets.

The following table presents the composition of interest income for the indicated periods.

	Three Months Ended March 31,			
	2012		2011	
	Interest Income	% of Total	Interest Income	% of Total
	(In thousands, except percentages)			
Loans	$4,905	66.27 %	$5,679	63.66 %
Investment Securities	2,437	32.93	3,181	35.66
Other	59	0.80	61	0.68
Total Interest Income	$7,401	100.00%	$8,921	100.00%

Loans, which are inherently risky and therefore command a higher return than our portfolio of investment securities and other interest-earning assets, decreased to 38.4% of the total amount of average interest-earning assets during the quarter ended March 31, 2012 from 44.4% of the total amount of average interest-earning assets during the quarter ended March 31, 2011. During the three months ended March 31, 2012, the average amounts of investment securities increased to 49.8% of total interest-earning assets from 46.0% of total interest-earning assets during the three months ended March 31, 2011. While we actively seek to originate new loans with qualified borrowers who meet the Bank's underwriting standards, our strategy has been to maintain those standards, sacrificing some current income to avoid possible large future losses in the loan portfolio.

At March 31, 2012, total non-performing loan assets were $627,000, comprised solely of non-accrual loans. At March 31, 2011, total non-performing loan assets were $3.4 million, comprised of $1.4 million of non-accrual loans and $2.0 million of accruing loans delinquent more than 90 days. Additions to non-performing loan assets, were such additions to occur, would have an adverse effect on our results of operations.

Federal Home Loan Bank Stock. The Bank owns stock of the Federal Home Loan Bank New York ("FHLB-NY") which is necessary for it to be a member of the FHLB-NY. Membership requires the purchase of stock equal to 1% of the Bank's residential mortgage loans or 5% of the outstanding borrowings, whichever is greater. The stock is redeemable at par, therefore, its cost is equivalent to its redemption value. The Bank's ability to redeem FHLB-NY shares is dependent upon the redemption practices of the FHLB-NY. At March 31, 2012, the FHLB-NY neither placed restrictions on redemption of shares in excess of a member's required investment in stock, nor stated that it will cease paying dividends. The Bank did not consider this asset impaired at either March 31, 2012 or December 31, 2011.

Interest Expense. Total interest expense during the quarter ended March 31, 2012 decreased by $460,000 to $1.9 million from $2.3 million during the quarter ended March 31, 2011. The decrease in total interest expense was due to the decrease in the average amounts of interest-bearing liabilities, to $661.5 million during the 2012 quarter from $676.2 million during the 2011 quarter, and the decrease in the average rates paid on the average amounts of interest-bearing liabilities to 1.1% in the 2012 quarter from 1.4% in the 2011 quarter.

The following table presents the composition of interest expense for the indicated periods.

	Three Months Ended March 31,			
	2012		2011	
	Interest Expense	% of Total	Interest Expense	% of Total
	(In thousands, except percentages)			
Interest-Bearing Deposits	$110	5.89 %	$244	10.49 %
Time Deposits	1,116	59.78	1,322	56.81
Borrowings and Subordinated Debt	641	34.33	761	32.70
Total Interest Expense	$1,867	100.00%	$2,327	100.00%

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Non-Interest Income. Non-interest income consists primarily of realized gains on sales of marketable securities and service fee income. For the three months ended March 31, 2012 and 2011, total non-interest income was $523,000 and $279,000, respectively. The increase was primarily due to the increase in the gains realized on the sale of investment securities.

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 months ended March 31, 2012 and 2011 was $4.2 and $4.4 million, respectively.

The following table presents the components of non-interest expense for the indicated periods.

	Three Months Ended March 31,			
	2012		2011	
	Non-Interest Expense	% of Total	Non-Interest Expense	% of Total
	(In thousands, except percentages)			
Salaries and Employee Benefits	$2,480	59.19	$2,435	55.20 %
Net Occupancy Expense	584	13.94	565	12.81
Equipment Expense	78	1.86	82	1.86
FDIC Assessment	300	7.16	384	8.71
Data Processing Expense	112	2.67	109	2.47
Other	636	15.18	836	18.95
Total Non-Interest Expense	$4,190	100.00 %	$4,411	100.00 %

Provision (Benefit) for Income Tax. During the three-month period ended March 31, 2012, we recorded an income tax benefit of $269,000 compared to an income tax benefit of $218,000 during the three-month period ended March 31, 2011. The Company has net operating loss carry forwards which can be offset against current taxable income. In addition, the Company has significant valuation allowances on the deferred tax assets for remaining net operating loss carry forwards, a portion of which was released during the three-month period ended March 31, 2012 due to additional earnings. This release was the primary driver of the tax benefit recorded during the three-month period ended March 31, 2012.

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 March 31, 2012, the Company has purchased a total of 1,898,909 shares of its Common Stock. We did not repurchase shares of the Company's Common Stock during the first quarter of 2012. At March 31, 2012, there were 501,091 shares of Common Stock which may yet be purchased under our stock repurchase plan.

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

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

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

The general reserve is determined by segregating the remaining loans by type of loan, risk weighting (if applicable) and payment history. Management also analyzes historical loss experience, delinquency trends, general economic conditions, geographic concentrations, and industry and peer comparisons. This analysis establishes factors that are applied to the loan segments to determine the amount of the general reserves. This evaluation is inherently subjective as it requires material estimates that may be susceptible to significant revisions based upon changes in economic and

real estate market conditions. Actual loan losses may be significantly more than the allowance for loan losses management has established which could have a material negative effect on the Company's financial results.

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

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

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

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

Although management believes that we have established and maintained the allowance for loan losses at adequate levels, additions may be necessary if future economic and other conditions differ substantially from the current operating environment. Although management uses what it believes is the best information available, the level of the allowance for loan losses remains an estimate that is subject to significant judgment and short-term change. In addition, the Federal Deposit Insurance Corporation, the New York State Department of Financial Services, 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.

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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 March 31,	
	2012	2011
Average loans outstanding	$318,510	$352,867
Allowance at beginning of period	17,720	16,105
Charge-offs:		
Commercial and other loans	—	2
Real estate loans	—	—
Total loans charged-off	—	2
Recoveries:		
Commercial and other loans	—	21
Total loans recovered	—	21
Net (charge-offs) recoveries	—	19
Provision for loan losses charged to operating expenses	—	1,200
Allowance at end of period	$17,720	$17,324
Ratio of net (charge-offs) recoveries to average loans outstanding	0.00 %	0.01 %
Allowance as a percent of total loans	5.49 %	4.94 %
Total loans at end of period	$322,574	$350,499

Loan Portfolio.

Loan Portfolio Composition. The Company's loans consist primarily of mortgage loans secured by residential and non-residential properties as well as commercial loans which are either unsecured or secured by personal property collateral. Most of the Company's loans are either made to individuals or personally guaranteed by the principals of the business to which the loan is made. At March 31, 2012 and December 31, 2011, the Company had loans, net of unearned income, of $321.9 million and $317.0 million, respectively, and an allowance for loan losses of $17.7 million and $17.7 million, respectively. From time to time, the Bank may originate residential mortgage loans, sell them on the secondary market, normally recognizing fee income in connection with the sale.

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

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

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

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

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

Commercial Loans. The Bank makes commercial loans to businesses for inventory financing, working capital, machinery and equipment purchases, expansion, and other business purposes. These loans generally have higher yields than mortgage loans, with maturities of one year, after which the borrower's financial condition and the terms of the loan are re-evaluated. At March 31, 2012 and December 31, 2011, $18.3 million and $15.6 million, respectively, or 5.9% and 4.9%, respectively, of the Company's total loan portfolio consisted of such loans.

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

Residential Mortgage Loans (1 to 4 family loans). The Bank makes residential mortgage loans secured by first liens on one-to-four family owner-occupied or rental residential real estate. At March 31, 2012 and December 31, 2011, $104.0 million and $104.9 million, respectively, or 32.3% and 33.0%, respectively, of the Company's total loan portfolio consisted of such loans. The Bank offers both adjustable rate mortgages ("ARMS") and fixed-rate mortgage loans. The relative proportion of fixed-rate loans versus ARMs originated by the Bank depends principally upon current customer preference, which is generally driven by economic and interest rate conditions and the pricing offered by the Bank's competitors. At March 31, 2012, 8% of the Bank's residential one-to-four family owner-occupied first mortgage portfolio were ARMs and 92% were fixed-rate loans. At December 31, 2011, approximately 8% of the Bank's residential one-to-four family owner-occupied first mortgage portfolio were ARMs and 92% were fixed-rate loans. The percentage represented by fixed-rate loans tends to increase during periods of low interest rates. The ARMs generally carry annual caps and life-of-loan ceilings, which limit interest rate adjustments.

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

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

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

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

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

The Bank offers a variety of other loan products including residential single family construction loans to persons who intend to occupy the property upon completion of construction, home equity loans secured by junior mortgages on one-to-four family owner-occupied residences, and short-term fixed-rate consumer loans either unsecured or secured by monetary assets such as bank deposits and marketable securities or personal property. At March 31, 2012 and December 31, 2011, $218.5 million and $212.9 million, respectively, or 68% and 67%, respectively, of the Company's total loan portfolio consisted of such other loan products.

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

At March 31, 2012, the Bank was generally not permitted to make loans to one borrower in excess of approximately $22.1 million, with an additional amount of approximately $14.7 million being permitted if secured by readily marketable collateral. The Bank was also not permitted to make any single loan in an amount in excess of approximately $22.1 million. At March 31, 2012, the Bank was in compliance with these standards.

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

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

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

Capital Adequacy

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

weighted assets, and of Tier I capital to average assets. Management believes that, as of March 31, 2012, the Bank meets all capital adequacy requirements to which it is subject.

As of March 31, 2012, the Bank met all regulatory requirements for classification as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, the Bank must maintain minimum total risk-based, Tier I risk-based and Tier I leverage ratios as set forth in the following table. There are no conditions or events since that date that management believes have changed the Bank's category.

The following table set forth the actual and required regulatory capital amounts and ratios of the Company and the Bank as of March 31, 2012. (dollars in thousands):

	Actual		For capital adequacy purposes		To be well capitalized under prompt corrective action provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
March 31, 2012						
Total Capital (to Risk-Weighted Assets)						
Company	$155,610	38.7%	$32,111	≥8.0%	—	N/A
Bank	147,140	37.4%	31,479	≥8.0%	$39,349	≥10.0%
Tier I Capital (to Risk-Weighted Assets)						
Company	150,593	37.5%	16,055	≥4.0%	—	N/A
Bank	142,113	36.1%	15,740	≥4.0%	23,609	≥6.0 %
Tier I Capital (to Average Assets)						
Company	150,593	17.5%	34,358	≥4.0%	—	N/A
Bank	142,113	16.6%	34,350	≥4.0%	42,938	≥5.0 %

Liquidity

The management of the Company's liquidity focuses on ensuring that sufficient funds are available to meet loan funding commitments, withdrawals from deposit accounts, the repayment of borrowed funds, and ensuring that the Bank and the Company comply with regulatory liquidity requirements. Liquidity needs of the Bank have historically been met by deposits, investments in federal funds sold, principal and interest payments on loans, and maturities of investment securities. Additional liquidity, up to approximately $422 million is available from the Federal Reserve Bank and the FHLB-NY.

The current uncertainties in the credit markets have negatively impacted our ability to liquidate, if necessary, investments in auction rate securities. We are not certain as to when the liquidity issues relating to these investments

will improve; however, we have the intent to hold these available for sale securities to maturity, and do not believe we will be required to sell these securities prior to maturity.

Based on our expected operating cash flows, and our other sources of cash, we do not expect the potential lack of liquidity in these auction rate securities to affect our capital, liquidity or our ability to execute our current business plan. We have cash and cash equivalents totaling $123.2 million, or 13.9% of total assets at March 31, 2012. In addition, we have the capacity to borrow up to approximately $288 million from the Federal Reserve Bank and approximately $134 million from the FHLB-NY if the need should arise.

For the parent company, Berkshire Bancorp Inc., liquidity means having cash available to fund its operating expenses and to pay stockholder dividends on its common stock, when and if declared by the Company's Board of Directors. On March 31, 2009, the Company announced that it would temporarily suspend its previously announced policy of paying a regular cash dividend on the Company's common stock.

The ability of the Company to fund its normal operating expenses is not currently dependent upon the receipt of dividends from the Bank. At March 31, 2012, the Company had cash of $1.2 million and investment securities with a fair market value of $2.5 million. However, the payment of dividends on its common stock when and if declared by the Board of Directors, will be dependent upon the receipt of dividends from the Bank.

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, $14.9 million at March 31, 2012, include commitments to extend credit, stand-by letters of credit and loan commitments. The Bank also had interest rate caps with a notional amount of $40.0 million.

At March 31, 2012, the Bank had outstanding commitments of $371.6 million; including $5.0 million of borrowings, $4.3 million of operating leases, and $362.3 million of time deposits. These commitments include $278.7 million that mature or renew within one year, $91.8 million that mature or renew after one year and within three years, $1.1 million that mature or renew after three years and within five years.

Impact of Inflation and Changing Prices

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

ITEM 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

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

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

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

ITEM 4 - CONTROLS AND PROCEDURES

Disclosure Controls and Procedures.

As of the end of the period covered by this Quarterly Report on Form 10-Q, the Company evaluated the effectiveness of the design and operation of its "disclosure controls and procedures" as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended ("Disclosure Controls"). The Disclosure Controls are designed to allow the Company to reach a reasonable level of assurance that information required to be disclosed by the Company is recorded, processed, summarized and reported within the time period specified in the SEC's rules and forms and that any information relating to the Company is accumulated and communicated with management, including its principal executive/financial officer to allow timely decisions regarding required disclosure. The evaluation of the Disclosure Controls ("Controls Evaluation") was done under the supervision and with the participation of the Company's management, including the Chief Executive Officer ("CEO"), who is also the Chief Financial Officer ("CFO"). Based upon the Controls Evaluation, the CEO/CFO has concluded that as of March 31, 2012, the Disclosure Controls were effective at the reasonable assurance level.

Changes in Internal Control over Financial Reporting.

In accordance with SEC requirements, the CEO/CFO notes that during the fiscal quarter ended March 31, 2012, no changes in the Company's "internal control over financial reporting", as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended ("Internal Control") have occurred that have materially affected or are reasonably likely to materially affect the Company's Internal Control.

Limitations on the Effectiveness of Controls.

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

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

PART II. OTHER INFORMATION

Item 6. Exhibits

Exhibit Number	Description
31	Certification of Principal Executive and Financial Officer pursuant to Section 302 Of The Sarbanes-Oxley Act of 2002.
32	Certification of Principal Executive and Financial Officer pursuant to Section 906 Of The Sarbanes-Oxley Act of 2002.
101.	The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012, formatted in Extensible Business Reporting Language (XBRL), pursuant to Rule 406T of Regulation S-T: (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Operations, (iii) Consolidated Statements of Comprehensive Income, (iv) Consolidated Statements of Stockholders' Equity and Comprehensive Income and (v) related notes to consolidated financial statements. Users of this data are advised pursuant to Rule 401 of Regulation S-T that the information contained in the XBRL documents is unaudited and these are not the official publicly filed financial statements of the Company.

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:	May 14, 2012	By:	/s/ Steven Rosenberg
			Steven Rosenberg
			President and Chief Financial Officer

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EXHIBIT INDEX

Exhibit Number	Description
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;font-size:10pt;">79,526

$
118,787

2.22
%
Construction - Speculative
82,422

80,047

—

—

2,375

2,375

2.88

Construction - Custom
130,095

129,678

417

—

—

417

0.32

Land - Acquisition & Development
71,567

70,106

—

—

1,461

1,461

2.04

Land - Consumer Lot Loans
121,473

117,076

806

355

3,236

4,397

3.62

Multi-Family
790,564

785,793

—

—

4,771

4,771

0.60

Commercial Real Estate
404,680

398,114

2,942

351

3,273

6,566

1.62

Commercial & Industrial
249,405

249,363

42

—

—

42

0.02

HELOC
112,186

111,407

493

213

73

779

0.69

Consumer
47,142

45,620

849

283

390

1,522

3.23

Total non-acquired loans
7,365,734

7,224,617

32,437

13,575

95,105

141,117

1.92
%

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WASHINGTON FEDERAL, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
QUARTER ENDED MARCH 31, 2014 AND 2013
(UNAUDITED)

Non-impaired acquired loans								
Single-Family Residential	14,468	14,343	82	—	43	125	0.86	%
Construction - Speculative	—	—	—	—	—	—	NM	
Construction - Custom	—	—	—	—	—	—	NM	
Land - Acquisition & Development	1,489	1,241	—	—	248	248	16.66	
Land - Consumer Lot Loans	3,313	2,987	125	100	101	326	9.84	
Multi-Family	3,914	3,914	—	—	—	—	—	
Commercial Real Estate	133,398	128,610	134	617	4,037	4,788	3.59	
Commercial & Industrial	75,323	74,992	10	153	168	331	0.44	
HELOC	10,179	10,063	—	16	100	116	1.14	
Consumer	8,266	7,568	90	8	600	698	8.44	
Total non-impaired acquired loans	250,350	243,718	441	894	5,297	6,632	2.65	%
Credit-impaired acquired loans								
Single-Family Residential	333	333	—	—	—	—	—	%
Construction - Speculative	—	—	—	—	—	—	NM	
Construction - Custom	—	—	—	—	—	—	—	
Land - Acquisition & Development	2,393	1,929	—	464	—	464	19.39	
Land - Consumer Lot Loans	—	—	—	—	—	—	—	
Multi-Family	—	—	—	—	—	—	—	
Commercial Real Estate	83,116	80,095	2,301	—	720	3,021	3.63	
Commercial & Industrial	1,705	1,396	—	—	309	309	18.12	
HELOC	11,266	11,176	—	—	90	90	0.80	
Consumer	71	71	—	—	—	—	—	
Total credit-impaired acquired loans	98,884	95,000	2,301	464	1,119	3,884	3.93	%
Total Loans	$7,714,968	$7,563,335	$35,179	$14,933	$101,521	$151,633	1.97	%

Most loans restructured in troubled debt restructurings ("TDRs") are accruing and performing loans where the borrower has proactively approached the Company about modification due to temporary financial difficulties. Each request is individually evaluated for merit and likelihood of success. The concession for these loans is typically a payment reduction through a rate reduction of between 100 to 200 basis points for a specific term, usually six to twenty-four months. Interest-only payments may also be approved during the modification period. As of March 31, 2014, single-family residential loans comprised 86.1% of TDRs.

The Company reserves for restructured loans within its allowance for loan loss methodology by taking into account the following performance indicators: 1) time since modification, 2) current payment status and 3) geographic area.

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QUARTER ENDED MARCH 31, 2014 AND 2013
(UNAUDITED)

The following tables provide information related to loans that were restructured during the periods indicated:

	Quarter Ended March 31,					
	2014			2013		
	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
		(In thousands)			(In thousands)	
Troubled Debt Restructurings:						
Single-Family Residential	43	$12,692	$ 12,692	130	$36,059	$ 36,059
Construction - Speculative	—	—	—	—	—	—
Construction - Custom	—	—	—	—	—	—
Land - Acquisition & Development	—	—	—	—	—	—
Land - Consumer Lot Loans	1	302	302	9	1,350	1,350
Multi-Family	—	—	—	—	—	—
Commercial Real Estate	—	—	—	—	—	—
Commercial & Industrial	—	—	—	—	—	—
HELOC	—	—	—	1	200	200
Consumer	1	130	130	—	—	—
	45	$13,124	$ 13,124	140	$37,609	$ 37,609

	Six Months Ended March 31,					
	2014			2013		
	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
		(In thousands)			(In thousands)	
Troubled Debt Restructurings:						
Single-Family Residential	151	34,877	34,877	230	63,146	63,146
Construction - Speculative	—	—	—	1	2,492	2,492
Construction - Custom	—	—	—	—	—	—
Land - Acquisition & Development	—	—	—	—	—	—

Land - Consumer Lot Loans	6	1,394	1,394	18	2,761	2,761
Multi-Family	2	1,207	1,207	1	55	55
Commercial Real Estate	1	804	804	—	—	—
Commercial & Industrial	—	—	—	—	—	—
HELOC	1	261	261	1	200	200
Consumer	3	167	167	—	—	—
	164	$38,710	$ 38,710	251	$68,654	$ 68,654

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WASHINGTON FEDERAL, INC. AND SUBSIDIARIES
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QUARTER ENDED MARCH 31, 2014 AND 2013
(UNAUDITED)

The following tables provide information on restructured loans for which a payment default occurred during the periods indicated and that had been modified as a TDR within 12 months or less of the payment default:

	Quarter Ended March 31,			
	2014		2013	
	Number of Contracts	Recorded Investment	Number of Contracts	Recorded Investment
	(In thousands)		(In thousands)	
Troubled Debt Restructurings That Subsequently Defaulted:				
Single-Family Residential	23	$4,218	37	$8,579
Construction - Speculative	—	—	—	—
Construction - Custom	—	—	—	—
Land - Acquisition & Development	—	—	—	—
Land - Consumer Lot Loans	1	83	1	139
Multi-Family	—	—	1	55
Commercial Real Estate	—	—	—	—
Commercial & Industrial	—	—	—	—
HELOC	—	—	2	113
Consumer	—	—	—	—
	24	$4,301	41	$8,886

	Six Months Ended March 31,			
	2014		2013	
	Number of Contracts	Recorded Investment	Number of Contracts	Recorded Investment
	(In thousands)		(In thousands)	
Troubled Debt Restructurings That Subsequently Defaulted:				
Single-Family Residential	38	$7,067	55	$13,704
Construction - Speculative	—	—	—	—
Construction - Custom	—	—	—	—
Land - Acquisition & Development	—	—	—	—
Land - Consumer Lot Loans	4	358	1	139
Multi-Family	—	—	1	55
Commercial Real Estate	—	—	1	302
Commercial & Industrial	—	—	—	—
HELOC	—	—	2	113
Consumer	—	—	—	—
	42	$7,425	60	$14,313

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NOTE E – Allowance for Losses on Loans

The Company has an asset quality review function that analyzes its loan portfolios and reports the results of the review to the Board of Directors on a quarterly basis. The single-family residential, HELOC and consumer portfolios are evaluated based on their performance as a pool of loans, since no single loan is individually significant or judged by its risk rating, size or potential risk of loss. The construction, land, multi-family, commercial real estate and commercial and industrial loans are risk rated on a loan by loan basis to determine the relative risk inherent in specific borrowers or loans. Based on that risk rating, the loans are assigned a grade and classified as follows:

- Pass – the credit does not meet one of the definitions below.

- Special mention – A special mention credit is considered to be currently protected from loss but is potentially weak. No loss of principal or interest is foreseen; however, proper supervision and Management attention is required to deter further deterioration in the credit. Assets in this category constitute some undue and unwarranted credit risk but not to the point of justifying a risk rating of substandard. The credit risk may be relatively minor yet constitutes an unwarranted risk in light of the circumstances surrounding a specific asset.

- Substandard – A substandard credit is an unacceptable credit. Additionally, repayment in the normal course is in jeopardy due to the existence of one or more well defined weaknesses. In these situations, loss of principal is likely if the weakness is not corrected. A substandard asset is inadequately protected by the current sound worth and paying capacity of the borrower or of the collateral pledged, if any. Assets so classified will have a well defined weakness or weaknesses that jeopardize the liquidation of the debt. Loss potential, while existing in the aggregate amount of substandard assets, does not have to exist in individual assets risk rated substandard.

- Doubtful – A credit classified doubtful has all the weaknesses inherent in one classified substandard with the added characteristic that the weakness makes collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable and improbable. The probability of loss is high, but because of certain important and reasonably specific pending factors that may work to the advantage and strengthening of the asset, its classification as an estimated loss is deferred until its more exact status may be determined. Pending factors include proposed merger, acquisition, or liquidation procedures, capital injection, perfecting liens on additional collateral, and refinancing plans.

- Loss – Credits classified loss are considered uncollectible and of such little value that their continuance as a bankable asset is not warranted. This classification does not mean that the asset has absolutely no recovery or salvage value, but rather it is not practical or desirable to defer writing off this asset even though partial recovery may be affected in the future. Losses should be taken in the period in which they are identified as uncollectible. Partial charge-off versus full charge-off may be taken if the collateral offers some identifiable protection.

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The following table summarizes the activity in the allowance for loan losses (excluding acquired and covered loans) for the quarter ended March 31, 2014 and fiscal year ended September 30, 2013:

Quarter Ended March 31, 2014	Beginning Allowance	Charge-offs	Recoveries	Provision & Transfers	Ending Allowance
	(In thousands)				
Single-family residential	$67,692	$(2,444)	$2,088	$(3,988)	$63,348
Construction - speculative	8,142	(488)	—	(881)	6,773
Construction - custom	1,474	—	—	125	1,599
Land - acquisition & development	7,084	(85)	299	(1,271)	6,027
Land - consumer lot loans	3,274	(231)	—	(69)	2,974
Multi-family	4,109	—	—	78	4,187
Commercial real estate	5,868	(73)	—	129	5,924
Commercial & industrial	16,505	(444)	2,852	1,490	20,403
HELOC	943	—	—	32	975
Consumer	3,067	(1,010)	1,059	(395)	2,721
	$118,158	$(4,775)	$6,298	$(4,750)	$114,931
Fiscal Year Ended September 30, 2013	Beginning Allowance	Charge-offs	Recoveries	Provision & Transfers	Ending Allowance
	(In thousands)				
Single-family residential	$81,815	$(20,947)	$9,416	$(6,100)	$64,184
Construction - speculative	12,060	(1,446)	501	(2,708)	8,407
Construction - custom	347	(481)	—	1,016	882
Land - acquisition & development	15,598	(3,983)	4,105	(6,555)	9,165
Land - consumer lot loans	4,937	(1,363)	40	(62)	3,552
Multi-family	5,280	(1,043)	171	(592)	3,816
Commercial real estate	1,956	(747)	17	4,369	5,595
Commercial & industrial	7,626	(1,145)	95	10,038	16,614
HELOC	965	(163)	—	200	1,002
Consumer	2,563	(2,783)	2,000	1,744	3,524
	$133,147	$(34,101)	$16,345	$1,350	$116,741

The Company recorded a $4,336,000 reversal of the provision for loan losses during the quarter ended March 31, 2014, while $0 provision was recorded for the same quarter one year ago. This reversal of the provision for loan losses is comprised of a $4,750,000 reversal for non-covered loans and a provision of $414,000 for acquired or covered loans. The primary reason for the current period recovery is the credit quality of the portfolio has been improving significantly and economic conditions are more favorable.
Non-performing assets ("NPAs") amounted to $174,789,000, or 1.22%, of total assets at March 31, 2014, compared to $246,075,000, or 1.88%, of total assets one year ago. Acquired loans, including covered loans, are not initially classified as non-performing loans because, at acquisition, the carrying value of these loans is adjusted to reflect fair value. There was an additional provision for loan losses recorded on acquired or covered loans during the quarter ended March 31, 2014 of $414,000 as a result of decreased expectations of future cash flows due to increased credit losses for certain acquired loan pools. Non-accrual loans decreased from $149,033,000 at March 31, 2013, to $100,198,000 at March 31, 2014, a 32.8% decrease.

The Company had net recoveries of $1,523,000 for the quarter ended March 31, 2014, compared with $3,943,000 of net charge-offs for the same quarter one year ago. A loan is charged-off when the loss is estimable and it is confirmed that the borrower will not be able to meet its contractual obligations.

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For the period ending March 31, 2014 , $114,096,000 of the allowance was calculated under the Company's general allowance methodology and the remaining $835,000 was made up of specific reserves on loans that were deemed to be impaired. For the period ending September 30, 2013, these amounts were $113,268,000 and $3,473,000, respectively. The shift in total allowance allocation from specific reserves to general reserves is due to the Company having already addressed many of the problem loans focused in the speculative construction and land A&D portfolios, combined with an increase in delinquencies and elevated charge-offs in the single family residential portfolio as compared to prior to the 2009-2011 financial crisis.
The following tables shows a summary of loans collectively and individually evaluated for impairment and the related allocation of general and specific reserves as of March 31, 2014 and September 30, 2013:

March 31, 2014	Loans Collectively Evaluated for Impairment				Loans Individually Evaluated for Impairment			
	General Reserve Allocation	Gross Loans Subject to General Reserve (1)	Ratio		Specific Reserve Allocation	Gross Loans Subject to Specific Reserve (1)	Ratio	
	(In thousands)				(In thousands)			
Single-family residential	$63,348	$ 5,357,841	1.2	%	$—	$ 90,746	—	%
Construction - speculative	6,713	123,185	5.4		60	11,816	0.5	
Construction - custom	1,599	354,279	0.5		—	—	—	
Land - acquisition & development	5,252	64,917	8.1		775	9,238	8.4	
Land - consumer lot loans	2,974	99,065	3.0		—	14,558	—	
Multi-family	4,187	857,244	0.5		—	8,853	—	
Commercial real estate	5,924	439,307	1.3		—	14,938	—	
Commercial & industrial	20,403	288,641	7.1		—	10	—	
HELOC	975	111,530	0.9		—	1,020	—	
Consumer	2,721	41,339	6.6		—	—	—	
	$114,096	$ 7,737,348	1.5	%	$835	$ 151,179	0.6	%

(1) Excludes acquired loans with discounts sufficient to absorb potential losses and covered loans

September 30, 2013	Loans Collectively Evaluated for Impairment				Loans Individually Evaluated for Impairment			
	General Reserve Allocation	Gross Loans Subject to General Reserve (1)	Ratio		Specific Reserve Allocation	Gross Loans Subject to Specific Reserve (1)	Ratio	
	(In thousands)				(In thousands)			
Single-family residential	$64,184	$ 5,262,159	1.2	%	$—	$ 96,989	—	%
Construction - speculative	7,307	115,554	6.3		1,100	15,224	7.2	
Construction - custom	882	302,722	0.3		—	—	—	
Land - acquisition & development	6,943	67,521	10.3		2,222	10,254	21.7	
Land - consumer lot loans	3,506	107,216	3.3		46	14,455	0.3	
Multi-family	3,711	824,279	0.5		105	7,405	1.4	
Commercial real estate	5,595	400,789	1.4		—	14,172	—	
Commercial & industrial	16,614	256,954	6.5		—	48	—	

HELOC	1,002	111,169	0.9	—	1,017	—
Consumer	3,524	47,141	7.5	—	—	—
	$113,268	$ 7,495,504	1.5 %	$3,473	$ 159,564	2.2 %

(1) Excludes acquired loans with discounts sufficient to absorb potential losses and covered loans

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The following tables provide information on loans based on credit quality indicators (defined above) as of March 31, 2014 and September 30, 2013.
Credit Risk Profile by Internally Assigned Grade (excludes covered loans):

March 31, 2014	Internally Assigned Grade					Total
	Pass	Special mention	Substandard	Doubtful	Loss	Gross Loans
	(In thousands)					
Non-acquired loans						
Single-family residential	$5,282,350	$3,009	$163,228	$—	$—	$5,448,587
Construction - speculative	119,429	—	15,572	—	—	135,001
Construction - custom	354,279	—	—	—	—	354,279
Land - acquisition & development	64,579	—	9,576	—	—	74,155
Land - consumer lot loans	113,160	—	463	—	—	113,623
Multi-family	859,295	1,825	4,977	—	—	866,097
Commercial real estate	419,914	17,526	16,806	—	—	454,246
Commercial & industrial	255,607	19,668	1,797	37	—	277,109
HELOC	112,549	—	—	—	—	112,549
Consumer	41,077	—	262	—	—	41,339
	7,622,239	42,028	212,681	37	—	7,876,985
Non-impaired acquired loans						
Single-family residential	13,177	—	—	—	—	13,177
Construction - speculative	—	—	—	—	—	—
Construction - custom	—	—	—	—	—	—
Land - acquisition & development	726	—	409	—	—	1,135
Land - consumer lot loans	3,116	—	125	—	—	3,241
Multi-family	3,402	—	136	—	—	3,538
Commercial real estate	93,378	3,473	15,235	3	—	112,089
Commercial & industrial	51,471	13,726	4,638	37	—	69,872
HELOC	8,624	—	—	—	—	8,624
Consumer	6,465	—	377	—	—	6,842
	180,359	17,199	20,920	40	—	218,518
Credit-impaired acquired loans						
Pool 1 - Construction and land A&D	1,387	—	371	—	—	1,758
Pool 2 - Single-family residential	329	—	—	—	—	329
Pool 3 - Multi-family	—	—	—	—	—	—
Pool 4 - HELOC & other consumer	10,335	—	403	—	—	10,738
Pool 5 - Commercial real estate	50,768	2,168	15,186	—	—	68,122
	1,126	3,598	—	—	—	4,724

Pool 6 - Commercial & industrial						
Total credit impaired acquired loans	63,945	5,766	15,960	—	—	85,671
Total gross loans	$7,866,543	$64,993	$249,561	$77	$—	$8,181,174
Total grade as a % of total gross loans	96.2 %	0.8 %	3.0 %	— %	— %	

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September 30, 2013	Internally Assigned Grade					Total
	Pass	Special mention	Substandard	Doubtful	Loss	Gross Loans
	(In thousands)					
Non-acquired loans						
Single-family residential	$5,184,101	$4,595	$170,453	$—	$—	$5,359,149
Construction - speculative	99,436	3,199	28,143	—	—	130,778
Construction - custom	302,722	—	—	—	—	302,722
Land - acquisition & development	64,355	775	12,645	—	—	77,775
Land - consumer lot loans	121,039	—	632	—	—	121,671
Multi-family	819,911	2,114	9,659	—	—	831,684
Commercial real estate	373,012	21,652	20,297	—	—	414,961
Commercial & industrial	240,441	1,049	1,709	—	—	243,199
HELOC	112,186	—	—	—	—	112,186
Consumer	46,720	—	421	—	—	47,141
	7,363,923	$33,384	$243,959	$—	$—	$7,641,266
Non-impaired acquired loans						
Single-family residential	14,468	—	—	—	—	14,468
Construction - speculative	—	—	—	—	—	—
Construction - custom	—	—	—	—	—	—
Land - acquisition & development	312	—	1,177	—	—	1,489
Land - consumer lot loans	3,313	—	—	—	—	3,313
Multi-family	3,227	—	687	—	—	3,914
Commercial real estate	105,055	4,190	24,178	—	—	133,423
Commercial & industrial	64,933	1,309	9,084	—	—	75,326
HELOC	10,179	—	—	—	—	10,179
Consumer	8,267	—	—	—	—	8,267
	209,754	5,499	35,126	—	—	250,379
Credit-impaired acquired loans						
Pool 1 - Construction and land A&D	980	461	955	—	—	2,396
Pool 2 - Single-family residential	333	—	—	—	—	333
Pool 3 - Multi-family	—	—	—	—	—	—
Pool 4 - HELOC & other consumer	11,337	—	—	—	—	11,337
Pool 5 - Commercial real estate	52,509	3,155	21,245	—	—	76,909
Pool 6 - Commercial & industrial	881	—	7,044	—	—	7,925

Total credit impaired acquired loans	66,040	3,616	29,244	—	—	98,900
Total gross loans	$7,639,717	$42,499	$308,329	$—	$—	$7,990,545
Total grade as a % of total gross loans	95.6 %	0.5 %	3.9 %	— %	— %	

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Credit Risk Profile Based on Payment Activity (excludes acquired and covered loans):

March 31, 2014	Performing Loans			Non-Performing Loans		
	Amount	% of Total Gross Loans		Amount	% of Total Gross Loans	
	(In thousands)					
Single-family residential	$5,366,847	98.5	%	$81,740	1.5	%
Construction - speculative	132,869	98.4		2,132	1.6	
Construction - custom	354,014	99.9		265	0.1	
Land - acquisition & development	72,042	97.2		2,113	2.8	
Land - consumer lot loans	110,616	97.4		3,007	2.6	
Multi-family	863,898	99.7		2,199	0.3	
Commercial real estate	447,145	98.4		7,101	1.6	
Commercial & industrial	276,530	99.8		579	0.2	
HELOC	112,108	99.6		441	0.4	
Consumer	40,718	98.5		621	1.5	
	$7,776,787	98.7	%	$100,198	1.3	%

September 30, 2013	Performing Loans			Non-Performing Loans		
	Amount	% of Total Gross Loans		Amount	% of Total Gross Loans	
	(In thousands)					
Single-family residential	$5,258,688	98.1	%	$100,460	1.9	%
Construction - speculative	126,218	96.5		4,560	3.5	
Construction - custom	302,722	100.0		—	—	
Land - acquisition & development	74,872	96.3		2,903	3.7	
Land - consumer lot loans	118,334	97.3		3,337	2.7	
Multi-family	825,111	99.2		6,573	0.8	
Commercial real estate	389,423	97.1		11,736	2.9	
Commercial & industrial	256,525	99.8		477	0.2	
HELOC	111,923	99.8		263	0.2	
Consumer	46,151	97.9		990	0.2	
	$7,509,967	98.3	%	$131,299	1.7	%

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The following table provides information on impaired loan balances and the related allowances by loan types as of March 31, 2014 and September 30, 2013:

March 31, 2014	Recorded Investment	Unpaid Principal Balance	Related Allowance		Average Recorded Investment
	(In thousands)				
With no related allowance recorded:					
Single-family residential	$26,196	$29,644	$—		$23,970
Construction - speculative	1,769	2,392	—		1,993
Construction - custom	265	265	—		133
Land - acquisition & development	1,973	9,325	—		2,085
Land - consumer lot loans	2,239	2,337	—		2,261
Multi-family	1,264	1,305	—		816
Commercial real estate	22,498	25,229	—		15,076
Commercial & industrial	3,843	23,737	—		3,897
HELOC	262	596	—		262
Consumer	321	376	—		329
	60,630	95,206	—		50,822
With an allowance recorded:					
Single-family residential	348,917	355,044	15,730		347,772
Construction - speculative	9,613	10,043	60		9,625
Construction - custom	1,196	1,196	—		1,196
Land - acquisition & development	5,164	6,104	775		5,302
Land - consumer lot loans	13,270	13,653	—		13,305
Multi-family	7,727	7,947	—		7,744
Commercial real estate	14,457	14,662	—		14,511
Commercial & industrial	31	31	—		38
HELOC	1,198	1,198	—		1,198
Consumer	197	197	—		134
	401,770	410,075	16,565	(1)	400,825
Total:					
Single-family residential	375,113	384,688	15,730		371,742
Construction - speculative	11,382	12,435	60		11,618
Construction - custom	1,461	1,461	—		1,329
Land - acquisition & development	7,137	15,429	775		7,387
Land - consumer lot loans	15,509	15,990	—		15,566
Multi-family	8,991	9,252	—		8,560
Commercial real estate	36,955	39,891	—		29,587
Commercial & industrial	3,874	23,768	—		3,935
HELOC	1,460	1,794	—		1,460
Consumer	518	573	—		463
	$462,400	$505,281	$16,565	(1)	$451,647

(1)Includes $835,000 of specific reserves and $15,730,000 included in the general reserves.

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September 30, 2013	Recorded Investment	Unpaid Principal Balance	Related Allowance	2013 Average Recorded Investment
	(In thousands)			
With no related allowance recorded:				
Single-family residential	$33,883	$38,928	$—	$21,458
Construction - speculative	3,891	4,099	—	3,339
Construction - custom	—	—	—	—
Land - acquisition & development	3,020	10,705	—	2,548
Land - consumer lot loans	3,186	3,376	—	1,839
Multi-family	4,929	4,929	—	1,734
Commercial real estate	23,537	31,876	—	9,651
Commercial & industrial	7,279	31,197	—	3,123
HELOC	446	946	—	133
Consumer	601	618	—	127
	80,772	126,674	—	43,952
With an allowance recorded:				
Single-family residential	335,140	341,910	15,137	330,407
Construction - speculative	8,892	9,342	1,100	12,362
Construction - custom	—	—	—	—
Land - acquisition & development	2,598	4,002	—	8,315
Land - consumer lot loans	12,631	13,014	2,222	12,301
Multi-family	5,958	6,178	46	7,731
Commercial real estate	7,539	8,476	105	9,321
Commercial & industrial	56	56	—	11
HELOC	938	938	—	858
Consumer	33	33	—	9
	373,785	383,949	18,610	(1) 381,315
Total:				
Single-family residential	369,023	380,838	15,137	351,865
Construction - speculative	12,783	13,441	1,100	15,701
Construction - custom	—	—	—	—
Land - acquisition & development	5,618	14,707	—	10,863
Land - consumer lot loans	15,817	16,390	2,222	14,140
Multi-family	10,887	11,107	46	9,465
Commercial real estate	31,076	40,352	105	18,972
Commercial & industrial	7,335	31,253	—	3,134
HELOC	1,384	1,884	—	991
Consumer	634	651	—	136
	$454,557	$510,623	$18,610	(1) $425,267

(1) Includes $3,473,000 of specific reserves and $15,137,000 included in the general reserves.

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NOTE F – New Accounting Pronouncements

In January 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-01, Investments - Equity Method and Joint Ventures (Topic 323): Accounting for Investments in Qualified Affordable Housing Projects. This ASU apply to all reporting entities that invest in qualified affordable housing projects through limited liability entities that are flow through entities for tax purposes. The amendments in this ASU eliminate the effective yield election and permit reporting entities to make an accounting policy election to account for their investments in qualified affordable housing projects using the proportional amortization method if certain conditions are met. Under the proportional amortization method, an entity amortizes the initial cost of the investment in proportion to the tax credits and other tax benefits received and recognizes the net investment performance in the income statement as a component of income tax expense (benefit). Those not electing the proportional amortization method would account for the investment using the equity method or cost method. The amendments in this ASU should be applied retrospectively to all periods presented. The amendments in this ASU are effective for public business entities for annual periods and interim reporting periods within those annual periods, beginning after December 15, 2014. Early adoption is permitted. The Company has adopted this ASU as of December 31, 2013. It has been adopted prospectively, as the retrospective adjustments were not material. The amount of affordable housing tax credits that are expected to be recognized during the 2014 calendar year is $3 million. The net investment balance recognized as of March 31, 2014 is $33 million. Using the proportional amortization method, the amount recognized as a component of income tax expense for the 2014 calendar year is $4 million. Contingent commitments for equity contributions during the 2014 calendar year are $31 million. Overall, this adoption does not have a material impact on the Company's consolidated financial statements.

In January 2014, the FASB issued ASU 2014-04, Receivables - Troubled Debt Restructurings by Creditors (Subtopic 310-40) - Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure. The amendments are intended to clarify when a creditor should be considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan such that the loan should be derecognized and the real estate recognized. These amendments clarify that an in substance repossession or foreclosure occurs, and a creditor is considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan, upon either: (a) the creditor obtaining legal title to the residential real estate property upon completion of a foreclosure; or (b) the borrower conveying all interest in the residential real estate property to the creditor to satisfy that loan through completion of a deed in lieu of foreclosure or through a similar legal agreement. Additional disclosures are required. The amendments are effective for public business entities for annual periods and interim periods within those annual periods beginning after December 15, 2014. This ASU is not expected to have a material impact on the Company's consolidated financial statements.

In July 2013, the FASB issued ASU 2013-11, Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, A Similar Tax Loss, or a Tax Credit Carryforward Exists. Some entities present unrecognized tax benefits as a liability unless the unrecognized tax benefit is directly associated with a tax position taken in a tax year that results in, or that resulted in, the recognition of a net operating loss or tax credit carryforward for that year and the net operating loss or tax credit carryforward has not been utilized. Other entities present unrecognized tax benefits as a reduction of a deferred tax asset for a net operating loss or tax credit carryforward in certain circumstances. The objective of the amendments in this Update is to eliminate that diversity in practice. The guidance in this ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. The amendments should be applied prospectively to all unrecognized tax benefits that exist at the

effective date. Retrospective application is permitted. This new guidance is not expected to have a material impact on the Company's consolidated financial statements.

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NOTE G – Fair Value Measurements

U.S. GAAP defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. U.S. GAAP also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active exchange markets that the entity has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active and other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect a company’s own assumptions about the assumptions that market participants would use in pricing an asset or liability.

We have established and documented the Company's process for determining the fair values of the Company's assets and liabilities, where applicable. Fair value is based on quoted market prices, when available, for identical or similar assets or liabilities. In the absence of quoted market prices, fair value is determined using valuation models or third-party appraisals. The following is a description of the valuation methodologies used to measure and report the fair value of financial assets and liabilities on a recurring or nonrecurring basis:

Measured on a Recurring Basis

Securities

Securities available for sale are recorded at fair value on a recurring basis. Most securities at fair value are priced using model pricing based on the securities' relationship to other benchmark quoted prices as provided by an independent third party, and under the provisions of the Fair Value Measurements and Disclosures topic of the FASB Accounting Standards Codification are considered a Level 2 input method. Securities that are traded on active exchanges are considered a Level 1 input method.

The following tables present the balance of assets measured at fair value on a recurring basis at March 31, 2014 and September 30, 2013:

	Fair Value at March 31, 2014			
	Level 1	Level 2	Level 3	Total
	(In thousands)			
Available-for-sale securities				
Equity securities	$101,496	$—	$—	$101,496
Obligations of U.S. government	—	782,257	—	782,257
Obligations of states and political subdivisions	—	22,912	—	22,912
Corporate debt securities	—	434,570	—	434,570
Mortgage-backed securities			—	
Agency pass-through certificates	—	1,709,873	—	1,709,873
Other Commercial MBS	—	59,467	—	59,467
Balance at end of period	$101,496	$3,009,079	$—	$3,110,575

There were no transfers between, into and/or out of Levels 1, 2 or 3 during the quarter ended March 31, 2014.

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	Fair Value at September 30, 2013			
	Level 1	Level 2	Level 3	Total
	(In thousands)			
Available-for-sale securities				
Equity securities	$101,237	$—	$—	$101,237
Obligations of U.S. government	—	533,975	—	533,975
Obligations of states and political subdivisions	—	22,545	—	22,545
Corporate debt securities	—	452,015	—	452,015
Mortgage-backed securities				
Agency pass-through certificates	—	1,251,176	—	1,251,176
Balance at end of period	$101,237	$2,259,711	$—	$2,360,948

There were no transfers between, into and/or out of Levels 1, 2 or 3 during the quarter ended September 30, 2013 other than a transfer from Level 2 to Level 1 of $511 in Equity securities.

Measured on a Nonrecurring Basis
Impaired Loans & Real Estate Held for Sale
From time to time, and on a nonrecurring basis, fair value adjustments to collateral-dependent loans and real estate held for sale are recorded to reflect write-downs of principal balances based on the current appraised or estimated value of the collateral. When management determines that the fair value of the collateral or the real estate held for sale requires additional adjustments, either as a result of a non-current appraisal value or when there is no observable market price, the Company classifies the impaired loan or real estate held for sale as Level 3. Level 3 assets recorded at fair value on a nonrecurring basis at March 31, 2014 included loans for which a specific reserve allowance was established or a partial charge-off was recorded based on the fair value of collateral, as well as covered REO and real estate held for sale for which fair value of the properties was less than the cost basis.
Real estate held for sale consists principally of properties acquired through foreclosure.
The following tables present the aggregated balance of assets measured at estimated fair value on a nonrecurring basis through the six months ended March 31, 2014 and March 31, 2013, and the total losses (gains) resulting from those fair value adjustments for the quarters and six months ended March 31, 2014 and March 31, 2013. These estimated fair values are shown gross of estimated selling costs.

	Six Months Ended March 31, 2014				Quarter Ended March 31, 2014	Six Months Ended March 31, 2014
	Level 1	Level 2	Level 3	Total	Total Losses (Gains)	
	(In thousands)					
Impaired loans (1)	$—	$—	$7,066	$7,066	$269	$(536)
Covered REO (2)	—	—	2,760	2,760	64	129
Real estate held for sale (2)	—	—	26,725	26,725	2,657	6,382
Balance at end of period	$—	$—	$36,551	$36,551	$2,990	$5,975

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	Six Months Ended March 31, 2013				Quarter Ended March 31, 2013	Six Months Ended March 31, 2013
	Level 1	Level 2	Level 3	Total	Total Losses	
	(In thousands)					
Impaired loans (1)	$—	$—	$45,966	$45,966	$1,225	$11,038
Covered REO (2)	—	—	13,988	13,988	281	372
Real estate held for sale (2)	—	—	54,069	54,069	6,488	14,024
Balance at end of period	$—	$—	$114,023	$114,023	$7,994	$25,434

(1) The losses represents remeasurements of collateral-dependent loans.
(2) The losses represents aggregate writedowns and charge-offs on real estate held for sale.

There were no liabilities carried at fair value, measured on a recurring or nonrecurring basis, at March 31, 2014 or March 31, 2013.

The following describes the process used to value Level 3 assets measured on a nonrecurring basis:

Impaired loans - The Company adjusts the carrying amount of impaired loans when there is evidence of probable loss and the expected fair value of the loan is less than its contractual amount. The amount of the impairment may be determined based on the estimated present value of future cash flows or the fair value of the underlying collateral. Impaired loans with a specific reserve allowance based on cash flow analysis or the value of the underlying collateral are classified as Level 3 assets.

The evaluations for impairment are prepared by the Problem Loan Review Committee, which is chaired by the Chief Credit Officer and includes the Loan Review manager and Special Credits manager, as well as senior credit officers, division managers and group executives, as applicable. These evaluations are performed in conjunction with the quarterly allowance for probable loan & lease losses process.

Applicable loans are evaluated for impairment on a quarterly basis. Loans included in the previous quarter's review are reevaluated and if their values are materially different from the prior quarter evaluation, the underlying information (loan balance and collateral value) are compared. Material differences are evaluated for reasonableness and discussions are held between the relationship manager and their division manager to understand the difference and determine if any adjustment is necessary. The inputs are developed and substantiated on a quarterly basis, based on current borrower developments, market conditions and collateral values. The following method is used to value impaired loans:

- The fair value of the collateral, which may take the form of real estate or personal property, is based on internal estimates, field observations, assessments provided by third-party appraisers and other valuation models. The Company performs or reaffirms valuations of collateral-dependent impaired loans at least annually. Adjustments are made if management believes that more recent information is available and relevant with respect to the fair value of the collateral.

Real estate held for sale ("REO") - These assets are valued based on inputs such as appraisals and third-party price opinions, less estimated selling costs. Assets that are acquired through foreclosure are recorded initially at the lower of the loan balance or fair value at the date of foreclosure. After foreclosure, valuations are updated periodically, and current market conditions may require the assets to be written down further to a new cost basis. The following method

is used to value real estate held for sale:

- When a loan is reclassified from loan status to real estate held for sale due to the Company taking possession of the collateral, a Special Credits officer, along with the Special Credits manager, obtains a valuation, which may include a third-party appraisal, which is used to establish the fair value of the underlying collateral. The determined fair value net of selling costs, to the extent it does not exceed the carrying value of the loan, becomes the carrying value of the REO asset. In addition to the valuations from independent third-party sources, the carrying balance of REO assets are written down once a bona fide offer is contractually accepted, through execution of a Purchase and Sale Agreement, where the accepted price is lower than the current balance of the particular REO asset. The fair value of REO assets is re-evaluated quarterly and the REO asset is adjusted to reflect the lower of cost or fair value as necessary.

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Fair Values of Financial Instruments
U. S. GAAP requires disclosure of fair value information about financial instruments, whether or not recognized on the statement of financial condition, for which it is practicable to estimate those values. Certain financial instruments and all non-financial instruments are excluded from the disclosure requirements. Accordingly, the aggregate fair value estimates presented do not reflect the underlying fair value of the Company. Although management is not aware of any factors that would materially affect the estimated fair value amounts presented below, such amounts have not been comprehensively revalued for purposes of these financial statements since the dates shown, and therefore, estimates of fair value subsequent to those dates may differ significantly from the amounts presented below.

	Level in Fair Value Hierarchy	March 31, 2014		September 30, 2013	
		Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
		(In thousands)			
Financial assets					
Cash and cash equivalents	1	$608,236	$608,236	$203,563	$203,563
Available-for-sale securities					
Equity securities	1	101,496	101,496	101,237	101,237
Obligations of U.S. government	2	782,257	782,257	533,975	533,975
Obligations of states and political subdivisions	2	22,912	22,912	22,545	22,545
Corporate debt securities	2	434,570	434,570	452,015	452,015
Mortgage-backed securities					
Agency pass-through certificates	2	1,709,873	1,709,873	1,251,176	1,251,176
Other Commercial MBS	2	59,467	59,467	—	—
Total available-for-sale securities		3,110,575	3,110,575	2,360,948	2,360,948
Held-to-maturity securities	2				
Total held-to-maturity securities		1,611,303	1,527,531	1,654,666	1,582,849
Loans receivable	3	7,737,109	8,205,310	7,528,030	8,070,279
Covered loans	3	229,605	233,275	295,947	300,610
FDIC indemnification asset	3	53,289	52,408	64,615	62,300
FHLB and FRB stock	2	167,174	167,174	173,009	173,009
Financial liabilities					
Customer accounts	2	10,344,891	9,720,995	9,090,271	8,585,068
FHLB advances and other borrowings	2	1,930,000	2,056,430	1,930,000	2,064,248

The following methods and assumptions were used to estimate the fair value of financial instruments:
Cash and cash equivalents – The carrying amount of these items is a reasonable estimate of their fair value.
Available-for-sale securities and held-to-maturity securities – Securities at fair value are primarily priced using model pricing based on the securities' relationship to other benchmark quoted prices as provided by an independent third party, and under the provisions of the Fair Value Measurements and Disclosures topic of the FASB Accounting Standards Codification are considered a Level 2 input method. Equity securities which are exchange traded are considered a Level 1 input method.
Loans receivable and covered loans – For certain homogeneous categories of loans, such as fixed- and variable-rate residential mortgages, fair value is estimated for securities backed by similar loans, adjusted for differences in loan

characteristics, using the same methodology described above for AFS and HTM securities. The fair value of other loan types is estimated by discounting the future cash flows and estimated prepayments using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining term. Some loan types were valued at carrying value because of their floating rate or expected maturity characteristics. Net deferred loan fees are not included in the fair value calculation but are included in the carrying amount.

FDIC indemnification asset – The fair value of the indemnification asset is estimated by discounting the expected future cash flows using the current rates.
FHLB stock – The fair value is based upon the par value of the stock which equates to its carrying value.
Customer accounts – The fair value of demand deposits, savings accounts, and money market accounts is the amount payable on demand at the reporting date. The fair value of fixed-maturity certificates of deposit is estimated by discounting the estimated future cash flows using the rates currently offered for deposits with similar remaining maturities.
FHLB advances and other borrowings – The fair value of FHLB advances and other borrowings is estimated by discounting the estimated future cash flows using rates currently available to the Company for debt with similar remaining maturities.
The following tables provide a reconciliation of amortized cost to fair value of available-for-sale and held-to-maturity securities as of March 31, 2014 and September 30, 2013:

	March 31, 2014				
	Amortized Cost	Gross Unrealized Gains	Losses	Fair Value	Yield
	(In thousands)				
Available-for-sale securities					
U.S. government and agency securities due					
1 to 5 years	$111,002	$2,933	$(1,035)	$112,900	1.58
5 to 10 years	143,562	863	(244)	144,181	1.55
Over 10 years	524,826	1,284	(934)	525,176	1.51
Equity Securities					
Within 1 year	500	6	—	506	2.17
1 to 5 years	100,000	990	—	100,990	1.80
5 to 10 years	—	—	—	—	—
Corporate bonds due					
Within 1 year	—	—	—	—	—
1 to 5 years	317,365	2,785	—	320,150	0.75
5 to 10 years	113,130	1,465	(175)	114,420	1.53
Municipal bonds due					
Over 10 years	20,412	2,500	—	22,912	6.45
Mortgage-backed securities					
Agency pass-through certificates	1,703,893	10,746	(4,766)	1,709,873	2.59
Other Commercial MBS	59,300	167	—	59,467	1.69
	3,093,990	23,739	(7,154)	3,110,575	2.09
Held-to-maturity securities					
Mortgage-backed securities					
Agency pass-through certificates	1,611,303	1,619	(85,391)	1,527,531	3.13
	$4,705,293	$25,358	$(92,545)	$4,638,106	2.44 %

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	September 30, 2013				
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Yield
	(In thousands)				
Available-for-sale securities					
U.S. government and agency securities due					
1 to 5 years	$61,002	$3,393	$(252)	$64,143	1.98
5 to 10 years	129,219	—	(1,547)	127,672	0.86
Over 10 years	344,571	—	(2,411)	342,160	0.93
Equity Securities					
1 to 5 years	500	11	—	511	2.17
5 to 10 years	100,000	726	—	100,726	1.80
Corporate bonds due					
Within 1 year	19,500	3	—	19,503	0.49
1 to 5 years	317,190	1,980	(130)	319,040	0.75
5 to 10 years	113,060	1,180	(768)	113,472	1.53
Municipal bonds due					
Over 10 years	20,422	2,123	—	22,545	6.45
Mortgage-backed securities					
Agency pass-through certificates	1,245,400	10,270	(4,494)	1,251,176	2.18
	2,350,864	19,686	(9,602)	2,360,948	1.70
Mortgage-backed securities					
Agency pass-through certificates	1,654,666	3,387	(75,204)	1,582,849	3.14
	$4,005,530	$23,073	$(84,806)	$3,943,797	2.30 %

During the quarter ended March 31, 2014, there were no available-for-sale securities sold. There were $43,199,000 of available-for-sale securities sold during the quarter ended March 31, 2013, resulting in a gain of $0. These securities were acquired from South Valley Bank and sold on the same day. Substantially all mortgage-backed securities have contractual due dates that exceed 10 years.

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The following tables indicate the total unrealized gross losses in the securities portfolio (shown above). The unrealized gross losses and fair value of securities as of March 31, 2014 and September 30, 2013 are also shown by the length of time that individual securities in each category have been in a continuous loss position. Management believes that the declines in fair value of these investments are not an other than temporary impairment.

March 31, 2014	Less than 12 months		12 months or more		Total	
	Unrealized Gross Losses	Fair Value	Unrealized Gross Losses	Fair Value	Unrealized Gross Losses	Fair Value
	(In thousands)					
Corporate bonds due	$(100)	$49,900	$(76)	$9,925	$(176)	$59,825
U.S. government and agency securities due	(2,158)	256,389	(55)	12,083	(2,213)	268,472
Agency pass-through certificates	(37,918)	1,112,954	(52,238)	934,305	(90,156)	2,047,259
	$(40,176)	$1,419,243	$(52,369)	$956,313	$(92,545)	$2,375,556

September 30, 2013	Less than 12 months		12 months or more		Total	
	Unrealized Gross Losses	Fair Value	Unrealized Gross Losses	Fair Value	Unrealized Gross Losses	Fair Value
	(In thousands)					
Corporate bonds due	$(660)	$52,434	$(238)	$9,763	$(898)	$62,197
U.S. government and agency securities due	(4,144)	309,109	(66)	14,091	(4,210)	323,200
Agency pass-through certificates	(78,291)	1,703,948	(1,407)	166,503	(79,698)	1,870,451
	$(83,095)	$2,065,491	$(1,711)	$190,357	$(84,806)	$2,255,848

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NOTE H – Covered Assets

Covered assets represent loans and real estate held for sale acquired from the FDIC that are subject to loss sharing agreements and were $252,610,000 as of March 31, 2014, versus $326,927,000 as of September 30, 2013.

Changes in the net carrying amount and accretable yield for acquired impaired and non-impaired covered loans for the year to date period ended March 31, 2014 and the fiscal year ended September 30, 2013 were as follows:

March 31, 2014	Acquired Impaired		Acquired Non-impaired	
	Accretable Yield	Net Carrying Amount of Loans	Accretable Yield	Net Carrying Amount of Loans
	(In thousands)			
Balance at beginning of period	$78,277	$138,091	$17,263	$157,856
Reclassification from nonaccretable balance, net (1)	5,885	(2,069)	—	—
Accretion	(15,655)	15,655	(3,475)	3,475
Transfers to REO	—	(678)	—	—
Payments received, net	—	(50,394)	—	(32,331)
Balance at end of period	$68,507	$100,605	$13,788	$129,000

(1) reclassification due to improvements/impairments in expected cash flows of the underlying pools.

September 30, 2013	Acquired Impaired		Acquired Non-impaired	
	Accretable Yield	Net Carrying Amount of Loans	Accretable Yield	Carrying Amount of Loans
	(In thousands)			
Balance at beginning of period	$50,902	$74,953	$23,789	$213,423
Additions (1)	43,299	107,946	—	—
Reclassification from nonaccretable balance, net (2)	17,850	—	—	—
Accretion	(33,774)	33,774	(6,526)	6,526
Transfers to REO	—	(11,196)	—	—
Payments received, net	—	(67,386)	—	(62,093)
Balance at end of period	$78,277	$138,091	$17,263	$157,856

(1) includes FDIC covered loans which were acquired as part of the South Valley Bank acquisition.
(2) reclassification due to improvements/impairments in expected cash flows of the underlying pools.

At March 31, 2014, none of the acquired impaired or non-impaired covered loans were classified as non-performing assets. Therefore, interest income, through accretion of the difference between the carrying amount of the loans and the expected cash flows, was recognized on all acquired loans. The allowance for credit losses related to the acquired loans results from decreased expectations of future cash flows due to increased credit losses for certain acquired loan pools.

The outstanding principal balance of acquired covered loans was $285,769,000 and $362,248,000 as of March 31, 2014 and September 30, 2013, respectively. The discount balance related to the acquired covered loans was $54,095,000 and $66,301,000 as of March 31, 2014 and September 30, 2013, respectively.

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The following table shows the year to date activity for the FDIC indemnification asset:

	March 31, 2014	September 30, 2013
	(In thousands)	
Balance at beginning of fiscal year 2014 and 2013	$64,615	$87,571
Additions (1)	1,896	18,101
Payments made (received)	(1,629)	(13,421)
Amortization	(12,007)	(28,722)
Accretion	414	1,086
Balance at end of period	$53,289	$64,615

(1) Includes FDIC covered loans which were acquired as part of the South Valley Bank acquisition in 2013.

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The following tables provide information on covered loans based on credit quality indicators (defined in Note E) as of March 31, 2014 and September 30, 2013:

March 31, 2014	Internally Assigned Grade					Total
	Pass	Special mention	Substandard	Doubtful	Loss	Net Loans
	(In thousands)					
Acquired non-impaired loans:						
Single-family residential	$23,060	$—	$2,462	$—	$—	$25,522
Construction - speculative	—	—	—	—	—	—
Construction - custom	—	—	—	—	—	—
Land - acquisition & development	2,267	—	716	—	—	2,983
Land - consumer lot loans	74	—	34	—	—	108
Multi-family	16,814	—	—	—	—	16,814
Commercial real estate	40,675	157	26,854	—	—	67,686
Commercial & industrial	4,041	—	3,226	—	—	7,267
HELOC	13,294	—	39	—	—	13,333
Consumer	534	—	—	—	—	534
	100,759	157	33,331	—	—	134,247
Total grade as a % of total net loans	75.1 %	0.1 %	24.8 %	— %	— %	
Acquired credit-impaired loans:						
Pool 1 - Construction and land A&D	14,266	—	24,493	—	—	38,759
Pool 2 - Single-family residential	19,010	—	982	—	—	19,992
Pool 3 - Multi-family	55	—	1,026	—	—	1,081
Pool 4 - HELOC & other consumer	3,338	—	2,289	—	—	5,627
Pool 5 - Commercial real estate	36,352	3,992	36,528	—	—	76,872
Pool 6 - Commercial & industrial	4,977	437	3,235	542	—	9,191
	$77,998	$4,429	$68,553	$542	$—	151,522
				Total covered loans		285,769
					Discount	(54,095)
					Allowance	(2,069)
					Covered loans, net	$229,605

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September 30, 2013	Internally Assigned Grade					Total
	Pass	Special mention	Substandard	Doubtful	Loss	Net Loans
	(In thousands)					
Acquired non-impaired loans:						
Single-family residential	$26,426	$—	$2,034	$—	$—	$28,460
Construction - speculative	—	—	—	—	—	—
Construction - custom	—	—	—	—	—	—
Land - acquisition & development	3,069	1,019	722	—	—	4,810
Land - consumer lot loans	245	—	—	—	—	245
Multi-family	17,217	—	1,635	—	—	18,852
Commercial real estate	56,120	9,235	24,144	—	—	89,499
Commercial & industrial	5,175	500	3,741	—	—	9,416
HELOC	14,750	—	—	—	—	14,750
Consumer	604	—	—	—	—	604
	123,606	10,754	32,276	—	—	166,636
Total grade as a % of total net loans	74.2 %	6.4 %	19.4 %	— %	— %	
Acquired credit-impaired loans:						
Pool 1 - Construction and land A&D	14,361	4,296	25,363	—	—	44,020
Pool 2 - Single-family residential	21,541	—	—	—	—	21,541
Pool 3 - Multi-family	4,131	—	1,100	—	—	5,231
Pool 4 - HELOC & other consumer	4,111	—	1,880	—	—	5,991
Pool 5 - Commercial real estate	36,494	15,113	53,946	—	—	105,553
Pool 6 - Commercial & industrial	4,265	204	8,807	—	—	13,276
	$84,903	$19,613	$91,096	$—	$—	195,612
				Total covered loans		362,248
					Discount	(66,301)
					Allowance	—
					Covered loans, net	$295,947

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The following tables provide an analysis of the age of acquired non credit-impaired covered loans in past due status as of March 31, 2014 and September 30, 2013:

March 31, 2014	Amount of Loans	Days Delinquent Based on $ Amount of Loans					% based	
Type of Loans	Net of LIP & Chg.-Offs	Current	30	60	90	Total	on $	
Single-Family Residential	$ 25,522	$23,543	$281	$63	$1,635	$1,979	7.75	%
Construction - Speculative	—	—	—	—	—	—	NM	
Construction - Custom	—	—	—	—	—	—	NM	
Land - Acquisition & Development	2,983	2,947	—	—	36	36	1.21	
Land - Consumer Lot Loans	108	74	—	—	34	34	31.48	
Multi-Family	16,814	16,814	—	—	—	—	—	
Commercial Real Estate	67,686	66,136	—	—	1,550	1,550	2.29	
Commercial & Industrial	7,267	7,173	—	—	94	94	1.29	
HELOC	13,333	13,294	—	—	39	39	0.29	
Consumer	534	534	—	—	—	—	—	
	$ 134,247	$130,515	$281	$63	$3,388	$3,732	2.78	%

September 30, 2013	Amount of Loans	Days Delinquent Based on $ Amount of Loans					% based	
Type of Loans	Net of LIP & Chg.-Offs	Current	30	60	90	Total	on $	
Single-Family Residential	$ 28,460	$27,411	$78	$—	$971	$1,049	3.69	%
Construction - Speculative	—	—	—	—	—	—	NM	
Construction - Custom	—	—	—	—	—	—	NM	
Land - Acquisition & Development	4,810	4,774	—	—	36	36	0.75	
Land - Consumer Lot Loans	245	199	—	—	46	46	18.78	
Multi-Family	18,852	17,511	—	—	1,341	1,341	7.11	
Commercial Real Estate	89,499	84,949	2,779	455	1,316	4,550	5.08	
Commercial & Industrial	9,416	9,416	—	—	—	—	—	
HELOC	14,750	14,334	103	74	239	416	2.82	
Consumer	604	601	3	—	—	3	0.50	
	$ 166,636	$159,195	$2,963	$529	$3,949	$7,441	4.47	%

NM - not meaningful

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WASHINGTON FEDERAL, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
QUARTER ENDED MARCH 31, 2014 AND 2013
(UNAUDITED)

NOTE I – Derivatives and Hedging Activities

The Company periodically enters into certain commercial loan interest rate swap agreements in order to provide commercial loan customers the ability to convert from variable to fixed interest rate payments, while the bank retains a variable rate loan. Under these agreements, the Company enters into a variable rate loan agreement and a swap agreement with the client. The swap agreement effectively converts the client’s variable rate loan into a fixed rate. The Company enters into a corresponding swap agreement with a third party in order to offset its exposure on the variable and fixed components of the client's swap agreement. The interest rate swap agreements with the clients and third parties are not designated as hedges under ASC 815, the Derivatives and Hedging topic; the instruments are marked to market in earnings.
The notional amount of open interest rate swap agreements at March 31, 2014 was $110,462,000 compared to $83,594,000 as of September 30, 2013. There was no impact to the statement of operations for the six-months ended March 31, 2014 as the asset and liability side of the swaps offset each other. The fee income related to swaps was $273,200 for the six months ended March 31, 2014.
The Company periodically enters into forward contracts to purchase mortgage-backed securities as part of its interest rate risk management program. The notional amount of commitments to purchase mortgage-backed securities at March 31, 2014 was $0 and at September 30, 2013 was $200,000,000. When there is a balance, the fair value of these contracts is included with the available-for-sale securities on the statement of financial condition.
The following table presents the fair value and balance sheet classification of derivatives not designated as hedging instruments at March 31, 2014 and September 30, 2013:

	Asset Derivatives				Liability Derivatives			
	March 31, 2014		September 30, 2013		March 31, 2014		September 30, 2013	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
	(In thousands)							
Interest rate contracts	Other assets	$322	Other assets	$7	Other liabilities	$322	Other liabilities	$7
Commitments to purchase MBS	AFS securities	—	AFS securities	$3,188	N/A	N/A	N/A	N/A

NOTE J – Subsequent Events

Branch acquisition

Upon the receipt of regulatory approvals and the completion of closing conditions, on May 2, 2014, the Bank completed its previously announced acquisition of 23 branches, located in Arizona and Nevada, from Bank of America, National Association.

The 98,000 deposit accounts acquired totaled $539 million, which is $71 million less than the $610 million that was forecasted. As a result of the decrease in deposits prior to closing, the purchase and sale contract adjusted the deposit premium from 1.30% of deposits to .50% of deposits. The deposit premium paid amounted to $2.7 million. The

acquisition also provided $5 million of loans, $11 million in branch properties and equipment, and $523 million in cash from the transaction.

WASHINGTON FEDERAL, INC. AND SUBSIDIARIES

PART I – Financial Information

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

FORWARD LOOKING STATEMENTS

In addition to historical information, this Quarterly Report on Form 10-Q includes certain “forward-looking statements,” as defined in the Securities Act of 1933 and the Securities Exchange Act of 1934 as amended (the "Exchange Act"), based on current management expectations. Actual results could differ materially from those management expectations. Such forward-looking statements include statements regarding the Company’s intentions, beliefs or current expectations as well as the assumptions on which such statements are based. Stockholders and potential stockholders are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those contemplated by such forward-looking statements. Factors that could cause future results to vary from current management expectations include, but are not limited to: general economic conditions; legislative and regulatory changes, including without limitation the potential effect of the Dodd-Frank Wall Street Reform and Consumer Protection Act and regulations being promulgated thereunder; monetary fiscal policies of the federal government; changes in tax policies; rates and regulations of federal, state and local tax authorities; changes in interest rates; deposit flows; cost of funds; demand for loan products; demand for financial services; competition; changes in the quality or composition of the Company’s loan and investment portfolios; changes in accounting principles; policies or guidelines and other economic, competitive, governmental and technological factors affecting the Company’s operations, markets, products, services and fees. The Company undertakes no obligation to update or revise any forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results over time.

GENERAL

Washington Federal, Inc. was formed in 1994 as a Washington corporation headquartered in Seattle, Washington. The Company is a bank holding company that conducts its operations through the Bank, a federally-insured national bank subsidiary.

On July 17, 2013, the Bank converted from a federal savings association to a national bank charter with the Office of the Comptroller of the Currency and is now a national bank. At the same time, the Company which had previously been a savings and loan holding company, became a bank holding company under the Bank Holding Company Act. The Company's fiscal year end is September 30th. All references to 2013 and 2012 represent balances as of September 30, 2013 and September 30, 2012, respectively, or activity for the fiscal years then ended.

The results discussed below were impacted by the acquisition on close of business October 31, 2013 of eleven branches from Bank of America, National Association; these branches are located in New Mexico. Effective as of the close of business on December 6, 2013, the Bank completed the acquisition of another forty branches from Bank of America, National Association; these branches are located in Washington, Oregon, and Idaho. The combined acquisitions provided $1.3 billion in deposit accounts, $8 million of loans, and $17 million in branch properties. Washington Federal paid a 2.60% premium on the total deposits and received $1.3 billion in cash from the transactions.

The operating results of the Company include the operating results produced by the first eleven branches for the period from November 1, 2013 to March 31, 2014 and for the additional forty branches from December 7, 2013 to March 31, 2014.

INTEREST RATE RISK

Historically, the Company accepted a higher level of interest rate risk as a result of its significant holdings of fixed-rate single-family home loans that are longer in term than the characteristics of its primary liabilities of customer accounts and borrowings. Based on Management's assessment of the current interest rate environment, the Company has taken steps, including growing shorter-term business loans, transaction deposit accounts and extending the maturity on borrowings, to reduce its interest rate risk profile compared to its historical norms. The recent branch acquisitions have accelerated these efforts. The acquired $1.3 billion in deposits are 83% transaction accounts. The

Company has also been purchasing more variable rate investments. The composition of the investment portfolio is now 45% variable and 55% fixed rate. In addition, $1.6 billion of its purchased 30-year fixed rate mortgage-backed securities have been designated as held-to-maturity. With rising interest rates, these securities may be subject to unrealized losses. As of March 31, 2014, the unrealized losses on these securities were $84 million.

The Company relies on various measures of interest rate risk, including an asset/liability maturity gap analysis, modeling of changes in forecasted net interest income under various rate change scenarios, and the impact of interest rate changes on the net portfolio value (“NPV”) of the Company.

Maturity Gap Analysis. At March 31, 2014, the Company had approximately $2.0 billion more in liabilities subject to repricing in the next year than assets, which amounted to a negative one-year maturity gap of 13.9% of total assets. This was an increase from the 12.9% negative gap as of September 30, 2013. The increase is partly due to the recently acquired deposits as transaction accounts are subject to repricing at any time. Additionally, the estimated maturities of mortgage securities and loans has extended as prepayments have slowed. A negative maturity gap implies that funding costs will change more rapidly than interest income on earning assets with movement in interest rates. A negative maturity gap typically results in lower margins when interest rates rise and higher margins when interest rates decline. Gap analysis provides management with a high-level indication of interest rate risk, but is considered less reliable than more detailed modeling.

Net Interest Income Sensitivity. The potential impact of rising interest rates on net interest income in the future is estimated using a model that is based on account level detail for loans and deposits. In the event of an immediate and parallel increase of 200 basis points in both short and long-term interest rates, the model estimates that net interest income will decrease by 2.1% in the next year. This compares to an estimated decrease of 1.6% as of the September 30, 2013 analysis. The increased sensitivity is due to some maturity extension in the investment portfolio. This analysis assumes zero balance sheet growth and a constant percentage composition of assets and liabilities. It also assumes that loan and deposit prices respond in full to the increase in market rates. Actual results will differ from the assumptions used in this model, as Management monitors and adjusts loan and deposit pricing and the size and composition of the balance sheet to respond to changing interest rates.

NPV Sensitivity. The NPV estimates the market of value of shareholder's equity based upon forecasted interest rate scenarios. It is derived by calculating the difference between the present value of expected cash flows from interest-earning assets and the present value of expected cash flows from interest-paying liabilities and off-balance-sheet contracts. The sensitivity of the NPV to changes in interest rates is another measure of interest rate risk. This approach provides a longer term view of interest rate risk as it incorporates all future expected cash flows. In the event of an immediate and parallel increase of 200 basis points in interest rates, the NPV is estimated to decline by $539 million and the NPV to total assets ratio to decline to 15.23%. As of September 30, 2013, the estimated decrease in NPV in this event was $314 million and the NPV to total assets ratio was estimated to decline to 17.42%. The increased NPV sensitivity and lower base NPV ratio as of March 31, 2014 is due to the impact of the branch acquisitions, including the characteristics of the acquired deposits and the deployment of cash into securities.
Interest Rate Spread. The interest rate spread decreased to 2.67% at March 31, 2014 from 2.73% at September 30, 2013. The spread decreased due to a decline in the average rate on loans and investment securities. As of March 31, 2014, the weighted average rate on customer deposit accounts and borrowings decreased by 15 basis points compared to September 30, 2013, while the weighted average rates on earning assets decreased by 22 basis points over the same period.
As of March 31, 2014, the Company had increased total assets by $1,281,740,000 from $13,082,859,000 at September 30, 2013 due to the recent branch acquisitions that brought $1,314,478,000 in deposits. For the quarter ended March 31, 2014, compared to September 30, 2013, loans (both non-covered and covered) increased $142,737,000, or 1.8%. Investment securities increased $706,264,000, or 17.6%. Cash and cash equivalents of $608,236,000 and stockholders' equity of $1,980,683,000 as of March 31, 2014 provides management with flexibility in managing interest rate risk going forward.

LIQUIDITY AND CAPITAL RESOURCES

The Company's net worth at March 31, 2014 was $1,980,683,000, or 13.79% of total assets. This was an increase of $43,048,000 from September 30, 2013 when net worth was $1,937,635,000, or 14.81% of total assets. The Company's net worth was impacted in the six months ended March 31, 2014 by net income of $78,893,000, the payment of $20,372,000 in cash dividends, treasury stock purchases that totaled $31,776,000, as well as a increase in other comprehensive income of $4,112,000.

Management believes this strong net worth position will help the Company manage its inherent risks and resultant profitability and provide the capital support needed for controlled growth in a regulated environment. To be categorized as well capitalized, Washington Federal must maintain minimum total risk-based, Tier 1 risk-based and Tier 1 leverage ratios as set forth in the following table.

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	Actual			Capital Adequacy Guidelines			Categorized as Well Capitalized Under Prompt Corrective Action Provisions		
	Capital	Ratio		Capital	Ratio		Capital	Ratio	
	(In thousands)								
March 31, 2014									
Total capital (to risk-weighted assets)									
The Company	$1,755,764	25.48	%	$551,298	8.00	%	NA	NA	
The Bank	1,740,488	25.25	%	551,420	8.00	%	$689,275	10.00	%
Tier I capital (to risk-weighted assets)									
The Company	1,668,794	24.22	%	275,649	4.00	%	NA	NA	
The Bank	1,653,499	23.99	%	275,710	4.00	%	413,565	6.00	%
Tier I Capital (to average assets)									
The Company	1,668,794	11.85	%	563,323	4.00	%	NA	NA	
The Bank	1,653,499	11.74	%	563,463	4.00	%	704,329	5.00	%
September 30, 2013									
Total capital (to risk-weighted assets)									
The Company	1,749,383	26.49	%	528,243	8.00	%	NA	NA	
The Bank	1,693,227	25.64	%	528,380	8.00	%	660,475	10.00	%
Tier I capital (to risk-weighted assets)									
The Company	1,666,091	25.23	%	264,121	4.00	%	NA	NA	
The Bank	1,609,914	24.38	%	264,190	4.00	%	396,285	6.00	%
Tier I Capital (to average assets)									
The Company	1,666,091	13.03	%	511,334	4.00	%	NA	N/A	
The Bank	1,609,914	12.59	%	511,358	4.00	%	639,197	5.00	%

The Company's cash and cash equivalents amounted to $608,236,000 at March 31, 2014, an increase from $203,563,000 at September 30, 2013. The Company is in the process of investing the liquid assets that were acquired in the recent branch acquisitions. Previously, it was holding higher than normal amounts of liquidity due to concern about potentially rising interest rates in the future. Additionally, see "Interest Rate Risk" above and the "Statement of Cash Flows" included in the financial statements.

CHANGES IN FINANCIAL CONDITION

Available-for-sale and held-to-maturity securities: Available-for-sale securities increased $749,627,000, or 31.7%, during the six months ended March 31, 2014, which included the purchase of $930,476,000 of available-for-sale securities. There were no available-for-sale securities sold during the six months ended March 31, 2014. During the same period, there were no held-to-maturity securities purchased and no sales. As of March 31, 2014, the Company had net unrealized gains on available-for-sale securities of $10,490,000, net of tax, which were recorded as part of stockholders’ equity. The Company increased its available-for-sale portfolio with investments made with the proceeds from the recent branch acquisitions.

Loans receivable: During the six months ended March 31, 2014, the balance of loans receivable increased to $7,737,109,000 compared to $7,528,030,000 at September 30, 2013. This increase includes net loan activity (originations less principal payments and maturities) for non covered loans of $208,020,000 and the acquisition of $8,278,000 in loans as described in Note B. Additionally, during the six month period, $20,898,000 of loans were

transferred to REO.
Covered loans: As of March 31, 2014, covered loans decreased 22.4%, or $66,342,000 to $229,605,000, compared to September 30, 2013 due primarily to $80,725,000 of principal payments and maturities.

The following table shows the loan portfolio by category for the last three quarters.

Loan Portfolio by Category *	March 31, 2014			December 31, 2013			September 30, 2013		
Total Loans									
Single-family residential	5,462,093	66.6		5,436,083	67.0		5,373,950	67.3	
Construction - speculative	135,001	1.7		135,868	1.7		130,778	1.6	
Construction - custom	354,279	4.3		333,954	4.1		302,722	3.8	
Land - acquisition & development	77,049	0.9		75,506	0.9		81,660	1.1	
Land - consumer lot loans	116,864	1.5		122,467	1.5		124,984	1.5	
Multi-family	869,635	10.6		846,116	10.5		835,598	10.5	
Commercial real estate	634,457	7.8		622,240	7.7		625,293	7.9	
Commercial & industrial	351,705	4.4		354,166	4.4		326,450	4	
HELOC	131,852	1.6		131,949	1.6		133,631	1.6	
Consumer	48,239	0.6		51,960	0.6		55,479	0.7	
Total Loans	8,181,174	100	%	8,110,309	100	%	7,990,545	100	%
Less:									
Allowance for probable losses	114,931			118,158			116,741		
Loans in process	264,946			273,263			275,577		
Discount on acquired loans	29,286			31,485			34,143		
Deferred net origination fees	34,902			35,845			36,054		
	444,065			458,751			462,515		
	$7,737,109			$7,651,558			$7,528,030		

* Excludes covered loans

Non-performing assets (excludes discounted acquired assets): NPAs decreased during the quarter ended March 31, 2014 to $174,789,000 from $213,616,000 at September 30, 2013, an 18.2% decrease, due to improving credit conditions and credit quality. Non-performing assets as a percentage of total assets was 1.22% at March 31, 2014 compared to 1.63% at September 30, 2013. This level of NPAs is significantly higher than the Company's history prior to 2007 of 0.50%. The Company’s 30-year average is 0.96%.

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The following table sets forth information regarding restructured and non-accrual loans and REO held by the Company at the dates indicated.

	March 31, 2014			September 30, 2013		
	(In thousands)					
Restructured loans:						
Single-family residential	$348,918	86.1	%	$356,577	85.7	%
Construction - speculative	9,416	2.3		10,733	2.6	
Construction - custom	1,196	0.3		1,196	0.3	
Land - acquisition & development	5,164	1.3		7,211	1.7	
Land - consumer lot loans	13,270	3.3		12,706	3.1	
Multi - family	7,727	1.9		7,557	1.8	
Commercial real estate	18,107	4.5		18,539	4.5	
Commercial & industrial	31	—		56	—	
HELOC	1,198	0.3		1,088	0.3	
Consumer	197	—		33	—	
Total restructured loans (1)	405,224	100	%	415,696	100	%
Non-accrual loans:						
Single-family residential	81,740	81.6	%	100,460	76.5	%
Construction - speculative	2,132	2.1		4,560	3.5	
Construction - custom	265	0.3		—	—	
Land - acquisition & development	2,113	2.1		2,903	2.2	
Land - consumer lot loans	3,007	3.0		3,337	2.5	
Multi-family	2,199	2.2		6,573	5.0	
Commercial real estate	7,101	7.1		11,736	8.9	
Commercial & industrial	579	0.6		477	0.4	
HELOC	441	0.4		263	0.2	
Consumer	621	0.6		990	0.8	
Total non-accrual loans (2)	100,198	100	%	131,299	100	%
Total REO (3)	60,995			72,925		
Total REHI (3)	13,596			9,392		
Total non-performing assets	$174,789			$213,616		
Total non-performing assets and performing restructured loans as a percentage of total assets	3.88	%		4.52	%	

(1) Restructured loans were as follows:						
Performing	$381,849	94.2	%	$391,415	94.2	%
Non-accrual (included in Total non-accrual loans)	23,375	5.8		24,281	5.8	
	$405,224	100	%	$415,696	100	%

(2)

The Company recognized interest income on nonaccrual loans of approximately $3,057,000 in the six months ended March 31, 2014. Had these loans performed according to their original contract terms, the Company would have recognized interest income of approximately $2,819,000 for the six months ended March 31, 2014. The recognized interest income may include more than six months of interest for some of the loans that were brought current.

In addition to the nonaccrual loans reflected in the above table, at March 31, 2014 the Company had $87,415,000 of loans that were less than 90 days delinquent but which it had classified as substandard for one or more reasons. If these loans were deemed non-performing, the Company's ratio of total NPAs and performing restructured loans as a percent of total assets would have increased to 4.48% at March 31, 2014.

(3) Total REO and REHI includes real estate held for sale acquired in settlement of loans or acquired from purchased institutions in settlement of loans. Excludes covered REO.

Restructured single-family residential loans are reserved for under the Company's general reserve methodology. If any individual loan is significant in balance, the Company may establish a specific reserve as warranted.

Most restructured loans are accruing and performing loans where the borrower has proactively approached the Company about modifications due to temporary financial difficulties. Each request is individually evaluated for merit and likelihood of success. Single-family residential loans comprised 86.1% of restructured loans as of March 31, 2014. The concession for these loans is typically a payment reduction through a rate reduction of from 100 to 200 bps for a specific term, usually six to twelve months. Interest-only payments may also be approved during the modification period.

For commercial loans, six consecutive payments on newly restructured loan terms are required prior to returning the loan to accrual status. In some instances after the required six consecutive payments are made, a management assessment will conclude that collection of the entire principal balance is still in doubt. In those instances, the loan will remain on non-accrual. Homogeneous loans may or may not be on accrual status at the time of restructuring, but all are placed on accrual status upon the restructuring of the loan. Homogeneous loans are restructured only if the borrower can demonstrate the ability to meet the restructured payment terms; otherwise, collection is pursued and the loan remains on non-accrual status until liquidated. If the homogeneous restructured loan does not perform it will be placed in non-accrual status when it is 90 days delinquent.

A loan that defaults and is subsequently modified would impact the Company's delinquency trend, which is part of the qualitative risk factors component of the general reserve calculation. Any modified loan that re-defaults and is charged-off would impact the historical loss factors component of the Company's general reserve calculation.

Allocation of the allowance for loan losses: The following table shows the allocation of the Company's allowance for loan losses at the dates indicated.

	March 31, 2014			September 30, 2013		
	Amount	Loans to Total Loans (1)	Coverage Ratio (2)	Amount	Loans to Total Loans (1)	Coverage Ratio (2)
	(In thousands)			(In thousands)		
Single-family residential	$63,348	69.1 %	1.2 %	$64,184	69.9 %	1.2 %
Construction - speculative	6,773	1.7	5.0	8,407	1.7	6.4
Construction - custom	1,599	4.5	0.5	882	4.0	0.3
Land - acquisition & development	6,027	0.9	8.1	9,165	1.0	11.8
Land - consumer lot loans	2,974	1.4	2.6	3,552	1.6	2.9
Multi-family	4,187	11.0	0.5	3,816	10.9	0.5
Commercial real estate	5,924	5.8	1.3	5,595	5.4	1.3
Commercial & industrial	20,403	3.7	7.1	16,614	3.4	6.5

HELOC	975	1.4	0.9	1,002	1.5	0.9
Consumer	2,721	0.5	6.6	3,524	0.6	7.5
	$114,931	100 %	1.5 %	$116,741	100 %	1.5 %

(1) Represents the total amount of the loan category as a % of total gross non-acquired and non-covered loans outstanding.

(2) Represents the allocated allowance of the loan category as a % of total gross non-acquired and non-covered loans outstanding for the same loan category.

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Customer accounts: Customer accounts increased $1,254,620,000, or 13.80%, to $10,344,891,000 at March 31, 2014 compared with $9,090,271,000 at September 30, 2013.

The following table shows the composition of the Company's customer accounts by deposit type as of the dates shown:

	March 31, 2014 (In thousands)					September 30, 2013				
				Wtd. Avg. Rate					Wtd. Avg. Rate	
Non-interest checking	$691,577	6.7	%	—	%	$447,368	4.9	%	—	%
Interest checking	1,265,041	12.2		0.08	%	800,516	8.8		0.13	%
Savings (passbook/stmt)	575,440	5.6		0.10	%	404,938	4.5		0.15	%
Money Market	2,342,263	22.6		0.19	%	1,888,020	20.8		0.23	%
CD's	5,470,570	52.9		0.95	%	5,549,429	61.0		1.03	%
Total	$10,344,891	100	%	0.56	%	$9,090,271	100	%	0.69	%

FHLB advances and other borrowings: Total borrowings were $1,930,000,000 as of March 31, 2014 which is the same balance as of September 30, 2013. The Company has a credit line with the FHLB Seattle equal to 50% of total assets, providing a substantial source of liquidity if needed. FHLB advances are collateralized as provided for in the Advances, Pledge and Security Agreement by all FHLB stock owned by the Company, deposits with the FHLB and certain mortgages or deeds of trust securing such properties as provided in the agreements with the FHLB.

RESULTS OF OPERATIONS

Net Income: The quarter ended March 31, 2014 produced net income of $38,657,000 compared to $35,978,000 for the same quarter one year ago. For the six months ended March 31, 2014, net income totaled $78,893,000 compared to $71,260,000 for the same period one year ago. Net income for the quarter and six months ended March 31, 2014 benefited from overall lower credit costs, which included the recovery for loan losses and reduced losses on real estate acquired through foreclosure. The provision for loan losses amounted to a recovery of $4,336,000 and $8,936,000 for the quarter and six months ended March 31, 2014, respectively, as compared to a provision of $0 and $3,600,000 for the quarter and six months ended March 31, 2013, respectively. See related discussion in "Provision for Loan Losses" section below for reasons for the decrease in the provision for loan losses. Gains/losses recognized on real estate acquired through foreclosure was a net gain of $553,000 and a net loss of $1,398,000 for the quarter and six months ended March 31, 2014, respectively, as compared to a net loss of $4,003,000 and $7,322,000 for the quarter and six month periods one year ago, respectively.

Net Interest Income: Net interest income was $100,636,000 for the quarter ended March 31, 2014, compared to $93,023,000 for the same quarter one year ago, due to increased interest income on mortgage-backed securities and lower rates on customer deposits.

The following table sets forth certain information explaining changes in interest income and interest expense for the periods indicated compared to the same periods one year ago. For each category of interest-earning asset and interest-bearing liability, information is provided on changes attributable to (1) changes in volume (changes in volume multiplied by old rate) and (2) changes in rate (changes in rate multiplied by old volume). The change in interest income and interest expense attributable to changes in both volume and rate has been allocated proportionately to the change due to volume and the change due to rate.

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Rate / Volume Analysis:

	Comparison of Quarters Ended 3/31/14 and 3/31/13			Comparison of Six months Ended 3/31/14 and 3/31/13		
	Volume	Rate	Total	Volume	Rate	Total
	(In thousands)			(In thousands)		
Interest income:						
Loans and covered loans	$464	$(7,009)	$(6,545)	$(1,316)	$(14,845)	$(16,161)
Mortgaged-backed securities	4,269	6,161	10,430	7,596	10,470	18,066
Investments (1)	887	1,074	1,961	1,469	2,422	3,891
All interest-earning assets	5,620	226	5,846	7,749	(1,953)	5,796
Interest expense:						
Customer accounts	2,096	(4,011)	(1,915)	3,420	(8,607)	(5,187)
FHLB advances and other borrowings	523	(375)	148	1,955	(1,462)	493
All interest-bearing liabilities	2,619	(4,386)	(1,767)	5,375	(10,069)	(4,694)
Change in net interest income	$3,001	$4,612	$7,613	$2,374	$8,116	$10,490

(1) Includes interest on cash equivalents and dividends on FHLB stock

Provision for Loan Losses: The Company recorded a $4,336,000 recovery for loan losses during the quarter ended March 31, 2014, while a $0 provision was recorded for the same quarter one year ago. Non-performing assets amounted to $174,789,000, or 1.22% , of total assets at March 31, 2014, compared to $246,075,000, or 1.88%, of total assets one year ago. Non-accrual loans decreased from $149,033,000 at March 31, 2013, to $100,198,000 at March 31, 2014, a 32.8% decrease. The Company had net recoveries of $1,523,000 for the quarter ended March 31, 2014, compared with $3,943,000 of net charge-offs for the same quarter one year ago. The improvement in the provision for loan losses is in response to three primary factors: first, the amount of NPAs improved year-over-year; second, non-accrual loans as a percentage of net loans decreased from 2.00% at March 31, 2013, to 1.30% at March 31, 2014; and third, the percentage of loans 30 days or more delinquent decreased from 2.34% at March 31, 2013, to 1.57% at March 31, 2014.

Management believes the allowance for loan losses, totaling $114,931,000, or 1.40% of gross loans, is sufficient to absorb estimated losses inherent in the portfolio. See Note E for further discussion and analysis of the allowance for loan losses for the quarter ended March 31, 2014.

Other Income: The quarter ended March 31, 2014 produced total other income of $6,702,000 compared to $6,046,000 for the same quarter one year ago, an increase of $656,000, due primarily to increased transaction fee income related to deposit accounts acquired as part of the acquisition of branches from Bank of America, National Association as of the close of business on October 31, 2013 and December 6, 2013. Please see Note B for additional information.

Other Expense: The quarter ended March 31, 2014, produced total other expense of $52,059,000 compared to $41,164,000 for the same quarter one year ago, a 26.5% increase. Total other expense for the quarters ended March 31, 2014 and 2013 equaled 1.45% and 1.26%, respectively, of average assets. The number of staff, including part-time employees on a full-time equivalent basis, was 1,846 and 1,439 at March 31, 2014 and 2013, respectively. Higher occupancy expense was due to an increase in the number of branches from 188 as of March 31, 2013 to 231 as of March 31, 2014.

Loss on Real Estate Acquired Through Foreclosure: The quarter ended March 31, 2014, produced a net gain on the sale of real estate acquired through foreclosure of $553,000 compared to a net loss of $4,003,000 for the same quarter one year ago, a 113.8% improvement. The table below indicates some of the activity in the gain (loss) on real estate

acquired through foreclosure.

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WASHINGTON FEDERAL, INC. AND SUBSIDIARIES
PART I – Financial Information
Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

	Quarter Ended March 31,	
	2014	2013
	(In thousands)	
Net Gain on Sale	$ 2,362	$ 1,035
REO Writedowns	(879)	(2,868)
REO Operating Expenses	(930)	(2,170)
Gain (loss) on real estate acquired through foreclosure, net	$ 553	$ (4,003)

Taxes: Income taxes increased to $21,511,000 for the quarter ended March 31, 2014, as compared to $17,924,000 for the same period one year ago. The effective tax rate for the quarter ended March 31, 2014 was 35.75% compared to 33.25% for the quarter ended March 31, 2013. The quarter ended March 31, 2013 benefited from the settlement of a tax dispute in the Company's favor. The Company expects an effective tax rate of 35.75% going forward.

Item 3. Quantitative and Qualitative Disclosures About Market Risk
Management believes that there have been no material changes in the Company’s quantitative and qualitative information about market risk since September 30, 2013. For a complete discussion of the Company’s quantitative and qualitative market risk, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the Company’s 2013 Form 10-K.

Item 4. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures. The Company maintains a set of disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act that are designed to ensure that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to the Company's management, including the Company’s President and Chief Executive Officer and the Company’s Senior Vice President and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Management has evaluated, with the participation of the Company’s President and Chief Executive Officer, and the Company’s Senior Vice President and Chief Financial Officer, the effectiveness of the Company’s disclosure controls and procedures as of the end of the period covered by this quarterly report (the "Evaluation Date"). Based on the evaluation, the Company’s President and Chief Executive Officer and the Company’s Senior Vice President and Chief Financial Officer have concluded that, as of the Evaluation Date, the Company's disclosure controls and procedures are effective.

(b) Changes in Internal Control over Financial Reporting. During the period to which this report relates, there have not been any changes in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that have materially affected, or that are reasonably likely to materially affect, such controls.

WASHINGTON FEDERAL, INC. AND SUBSIDIARIES

PART II – Other Information
Item 1. Legal Proceedings
From time to time the Company or its subsidiaries are engaged in legal proceedings in the ordinary course of business, none of which are considered to have a material impact on the Company’s financial position or results of operations.

Item 1A. Risk Factors
In addition to the other information set forth in this report, you should carefully consider the factors discussed under "Part I--Item 1A--Risk Factors" in the 2013 Form 10-K for the year ended September 30, 2013. These factors could materially and adversely affect the Company's business, financial condition, liquidity, results of operations and capital position, and could cause its actual results to differ materially from our historical results or the results contemplated by the forward-looking statements contained in this report.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds
The following table provides information with respect to purchases made by or on behalf of the Company of the Company’s common stock during the three months ended March 31, 2014.

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plan (1)	Maximum Number of Shares That May Yet Be Purchased Under the Plan at the End of the Period
January 1, 2014 to January 31, 2014	—	$—	—	9,017,934
February 1, 2014 to February 28, 2014	593,300	21.63	593,300	8,424,634
March 1, 2014 to March 31, 2014	—	—	—	8,424,634
Total	593,300	$21.63	593,300	8,424,634

(1) The Company's only stock repurchase program was publicly announced by its Board of Directors on February 3, 1995 and has no expiration date. Under this ongoing program, a total of 41,956,264 shares have been authorized for repurchase.

Item 3. Defaults Upon Senior Securities
Not applicable

Item 4. Mine Safety Disclosures
Not applicable

Item 5. Other Information
Not applicable

Item 6. Exhibits

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(a) Exhibits

31.1	Section 302 Certification by the Chief Executive Officer
31.2	Section 302 Certification by the Chief Financial Officer
32	Section 906 Certification by the Chief Executive Officer and the Chief Financial Officer
101	Financial Statements from the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2014 formatted in XBRL

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WASHINGTON FEDERAL, INC. AND SUBSIDIARIES

SIGNATURES

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

May 8, 2014	/S/ ROY M. WHITEHEAD ROY M. WHITEHEAD Chairman, President and Chief Executive Officer
May 8, 2014	/S/ DIANE L. KELLEHER DIANE L. KELLEHER Senior Vice President and Chief Financial Officer