

Federal Financial Institutions Examination Council

Consolidated Reports of Condition and Income for a Bank with Domestic Offices Only and Total Assets Less than \$5 Billion—FFIEC 051

Report at the close of business September 30, 2019

(20190930)

This report is required by law: 12 U.S.C. §324 (State member banks); 12 U.S.C. §1817 (State nonmember banks); 12 U.S.C. §161 (National banks); and 12 U.S.C. §1464 (Savings associations).

(RCON 9999)

Unless the context indicates otherwise, the term "bank" in this report form refers to both banks and savings associations.

This report form is to be filed by banks with domestic offices only and total assets less than \$5 billion, except such banks that are advanced approaches institutions for regulatory capital purposes, are large or highly complex institutions for deposit insurance assessment purposes, or have elected, or have been required by their primary federal regulator, to file the FFIEC 041.

NOTE: Each bank's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Reports of Condition and Income. The Reports of Condition and Income are to be prepared in accordance with federal regulatory authority instructions. The Reports of Condition and Income must be signed by the Chief Financial Officer (CFO) of the reporting bank (or by the individual performing an equivalent function) and attested to by not less than two directors (trustees) for state nonmember banks and three directors for state member banks, national banks, and savings associations.

schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true and correct to the best of my knowledge and belief.

I, the undersigned CFO (or equivalent) of the named bank, attest that the Reports of Condition and Income (including the supporting

We, the undersigned directors (trustees), attest to the correctness of the Reports of Condition and Income (including the supporting schedules) for this report date and declare that the Reports of Condition and Income have been examined by us and to the best of our knowledge and belief have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true and correct.

Signature of Chief Financial Officer (or Equivalent)

Director (Trustee)

Date of Signature

Director (Trustee)

Director (Trustee)

Submission of Reports

Each bank must file its Reports of Condition and Income (Call Report) data by either:

- Using computer software to prepare its Call Report and then submitting the report data directly to the FFIEC's Central Data Repository (CDR), an Internet-based system for data collection (<https://cdr.ffiec.gov/cdr/>), or
- Completing its Call Report in paper form and arranging with a software vendor or another party to convert the data into the electronic format that can be processed by the CDR. The software vendor or other party then must electronically submit the bank's data file to the CDR.

To fulfill the signature and attestation requirement for the Reports of Condition and Income for this report date, attach your bank's completed signature page (or a photocopy or a computer-generated version of this page) to the hard-copy record of the data file submitted to the CDR that your bank must place in its files.

The appearance of your bank's hard-copy record of the submitted data file need not match exactly the appearance of the FFIEC's sample report forms, but should show at least the caption of each Call Report item and the reported amount.

For technical assistance with submissions to the CDR, please contact the CDR Help Desk by telephone at (888) CDR-3111, by fax at (703) 774-3946, or by e-mail at CDR.Help@ffiec.gov.

Berkshire Bank

Legal Title of Bank (RSSD 9017)

New York

City (RSSD 9130)

NY

10016

State Abbreviation (RSSD 9200)

Zip Code (RSSD 9220)

Legal Entity Identifier (LEI)

(Report only if your institution already has an LEI.)(RCON 9224)

FDIC Certificate Number

27503

(RSSD 9050)

The estimated average burden associated with this information collection is 40.27 hours per respondent and is expected to vary by institution, depending on individual circumstances. Burden estimates include the time for reviewing instructions, gathering and maintaining data in the required form, and completing the information collection, but exclude the time for compiling and maintaining business records in the normal course of a respondent's activities. A Federal agency may not conduct or sponsor, and an organization (or a person) is not required to respond to a collection of information, unless it displays a currently valid OMB control number. Comments concerning the accuracy of this burden estimate and suggestions for reducing this burden should be directed to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503, and to one of the following: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551; Legislative and Regulatory Analysis Division, Office of the Comptroller of the Currency, Washington, DC 20219; Assistant Executive Secretary, Federal Deposit Insurance Corporation, Washington, DC 20429.

Consolidated Reports of Condition and Income for a Bank with Domestic Offices Only and Total Assets Less than \$5 Billion

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For information or assistance, national banks, state nonmember banks, and savings associations should contact the FDIC's Data Collection and Analysis Section, 550 17th Street, NW, Washington, DC 20429, toll free on (800) 688-FDIC(3342), Monday through Friday between 8:00 a.m. and 5:00 p.m., Eastern Time. State member banks should contact their Federal Reserve District Bank.

Contact Information for the Reports of Condition and Income

To facilitate communication between the Agencies and the bank concerning the Reports of Condition and Income, please provide contact information for (1) the Chief Financial Officer (or equivalent) of the bank signing the reports for this quarter, and (2) the person at the bank - other than the Chief Financial Officer (or equivalent) - to whom questions about the reports should be directed. If the Chief Financial Officer (or equivalent) is the primary contact for questions about the reports, please provide contact information for another person at the bank who will serve as a secondary contact for communications between the Agencies and the bank concerning the Reports of Condition and Income. Enter "none" for the contact's e-mail address or fax number if not available. Contact information for the Reports of Condition and Income is for the confidential use of the Agencies and will not be released to the public.

Chief Financial Officer (or Equivalent) Signing the Reports

Stanley Wong
Name (TEXT C490)
Senior Executive Vice President, CFO
Title (TEXT C491)
swong@berkbank.com
E-mail Address (TEXT C492)
(212) 785-4097
Area Code/Phone Number/Extension (TEXT C493)
(855) 741-0962
Area Code/FAX Number (TEXT C494)

Other Person to Whom Questions about the Reports Should be Directed

Richard E. Rooney
Name (TEXT C495)
Vice President & Controller
Title (TEXT C496)
rrooney@berkbank.com
E-mail Address (TEXT 4086)
(212) 785-4097
Area Code/Phone Number/Extension (TEXT 8902)
(855) 741-0962
Area code/FAX Number (TEXT 9116)

Chief Executive Officer Contact Information

This information is being requested so the Agencies can distribute notifications about policy initiatives, deposit insurance assessments, and other matters directly to the Chief Executive Officers of reporting institutions. Notifications about other matters may include emergency notifications that may or may not also be sent to the institution's emergency contacts listed below. Please provide contact information for the Chief Executive Officer of the reporting institution. Enter "none" for the Chief Executive Officer's e-mail address or fax number if not available. Chief Executive Officer contact information is for the confidential use of the Agencies and will not be released to the public.

Chief Executive Officer

David W. Lukens
Name (TEXT FT42)
dlukens@berkbank.com
E-mail Address (TEXT FT44)

(212) 802-1050
Area Code/Phone Number/Extension (TEXT FT43)
(212) 481-0836
Area Code/FAX Number (TEXT FT45)

Emergency Contact Information

This information is being requested so the Agencies can distribute critical, time sensitive information to emergency contacts at banks. Please provide primary contact information for a senior official of the bank who has decision-making authority. Also provide information for a secondary contact if available. Enter "none" for the contact's e-mail address or fax number if not available. Emergency contact information is for the confidential use of the Agencies and will not be released to the public.

Primary Contact

David W. Lukens
Name (TEXT C366)
CEO & President
Title (TEXT C367)
dlukens@berkbank.com
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Area Code/Phone Number/Extension (TEXT C369)
(212) 481-0836
Area Code/FAX Number (TEXT C370)

Secondary Contact

Stanley Wong
Name (TEXT C371)
Senior Executive Vice President
Title (TEXT C372)
swong@berkbank.com
E-mail Address (TEXT C373)
(212) 785-4097
Area Code/Phone Number/Extension (TEXT C374)
(855) 741-0962
Area Code/FAX Number (TEXT C375)

USA PATRIOT Act Section 314(a) Anti-Money Laundering Contact Information

This information is being requested to identify points-of-contact who are in charge of your bank's USA PATRIOT Act Section 314(a) information requests. Bank personnel listed could be contacted by law enforcement officers or the Financial Crimes Enforcement Network (FinCEN) for additional information related to specific Section 314(a) search requests or other anti-terrorist financing and anti-money laundering matters. Communications sent by FinCEN to the bank for purposes other than Section 314(a) notifications will state the intended purpose and should be directed to the appropriate bank personnel for review. Any disclosure of customer records to law enforcement officers or FinCEN must be done in compliance with applicable law, including the Right to Financial Privacy Act (12 U.S.C. 3401 et seq.).

Please provide information for a primary and secondary contact. Information for a third and fourth contact may be provided at the bank's option. Enter "none" for the contact's e-mail address if not available. This contact information is for the confidential use of the Agencies, FinCEN, and law enforcement officers and will not be released to the public.

Primary Contact

Stanley Wong

Name (TEXT C437)

Senior Executive Vice President

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swong@berkbank.com

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(212) 785-8499

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BSA Compliance

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Area Code/Phone Number/Extension (TEXT C878)

Berkshire Bank

Legal Title of Bank

New York

City

NY**10016**

State

Zip Code

FDIC Certificate Number: 27503

Submitted to CDR on 10/28/2019 at 12:49 PM

Consolidated Report of Income
for the period January 1, 2019 – September 30, 2019**Schedule RI—Income Statement**

	Dollar Amounts in Thousands		RIAD	Amount	
1. Interest income:					
a. Interest and fee income on loans:					
(1) Loans secured by real estate:					
(a) Loans secured by 1-4 family residential properties	4435	1,623			1.a.(1)(a)
(b) All other loans secured by real estate	4436	13,173			1.a.(1)(b)
(2) Commercial and industrial loans	4012	441			1.a.(2)
(3) Loans to individuals for household, family, and other personal expenditures:					
(a) Credit cards	B485	0			1.a.(3)(a)
(b) Other (includes revolving credit plans other than credit cards, automobile loans, and other consumer loans)	B486	42			1.a.(3)(b)
(4) Not applicable					
(5) All other loans (1)	4058	11			1.a.(5)
(6) Total interest and fee income on loans (sum of items 1.a.(1)(a) through 1.a.(5))	4010	15,290			1.a.(6)
b. Income from lease financing receivables	4065	241			1.b.
c. Interest income on balances due from depository institutions (2)	4115	2,195			1.c.
d. Interest and dividend income on securities:					
(1) U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities)	B488	1,241			1.d.(1)
(2) Mortgage-backed securities	B489	1,268			1.d.(2)
(3) All other securities (includes securities issued by states and political subdivisions in the U.S.)	4060	555			1.d.(3)
e. Not applicable					
f. Interest income on federal funds sold and securities purchased under agreements to resell	4020	0			1.f.
g. Other interest income	4518	45			1.g.
h. Total interest income (sum of items 1.a.(6) through 1.g.)	4107	20,835			1.h.
2. Interest expense:					
a. Interest on deposits:					
(1) Transaction accounts (interest-bearing demand deposits, NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts)	4508	115			2.a.(1)
(2) Nontransaction accounts:					
(a) Savings deposits (includes MMDAs)	0093	1,282			2.a.(2)(a)
(b) Time deposits of \$250,000 or less	HK03	2,042			2.a.(2)(b)
(c) Time deposits of more than \$250,000	HK04	382			2.a.(2)(c)
b. Expense of federal funds purchased and securities sold under agreements to repurchase	4180	0			2.b.
c. Other interest expense	GW44	0			2.c.
d. Not applicable					
e. Total interest expense (sum of items 2.a through 2.c)	4073	3,821			2.e.
3. Net interest income (item 1.h minus 2.e)	4074	17,014			3.
4. Provision for loan and lease losses(3)	JJ33	-67			4.

(1) Includes interest and fee income on "Loans to depository institutions and acceptances of other banks," "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," and "Loans to nondepository financial institutions and other loans."

(2) Includes interest income on time certificates of deposit not held for trading.

(3) Institutions that have adopted ASU 2016-13 should report in item 4 the provisions for credit losses on all financial assets that fall within the scope of all financial assets that fall within the scope of the standard.

Schedule RI—Continued

Dollar Amounts in Thousands	Year-to-date		
	RIAD	Amount	
5. Noninterest income:			
a. Income from fiduciary activities (1)	4070	0	5.a.
b. Service charges on deposit accounts	4080	129	5.b.
c. Not applicable			
d. (1) Fees and commissions from securities brokerage, investment banking, advisory, and underwriting activities	HT73	0	5.d.(1)
(2) Income from insurance activities(2)	HT74	0	5.d.(2)
e. Not applicable			
f. Net servicing fees	B492	4	5.f.
g. and h. Not applicable			
i. Net gains (losses) on sales of loans and leases	5416	0	5.i.
j. Net gains (losses) on sales of other real estate owned	5415	0	5.j.
k. Net gains (losses) on sales of other assets (3)	B496	16	5.k.
l. Other noninterest income*	B497	137	5.l.
m. Total noninterest income (sum of items 5.a through 5.l)		4079	286 5.m.
6. a. Realized gains (losses) on held-to-maturity securities		3521	0 6.a.
b. Realized gains (losses) on available-for-sale securities		3196	0 6.b.
7. Noninterest expense:			
a. Salaries and employee benefits	4135	7,287	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217	2,589	7.b.
c. (1) Goodwill impairment losses	C216	0	7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232	0	7.c.(2)
d. Other noninterest expense*	4092	2,173	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)		4093	12,049 7.e.
8. a. Income (loss) before unrealized holding gains (losses) on equity securities not held for trading, applicable income taxes, and discontinued operations (item 3 plus or minus items 4, 5.m, 6.a, 6.b, and 7.e)	HT69	5,318	8.a.
b. Unrealized holding gains (losses) on equity securities not held for trading (4)	HT70	N/A	8.b.
c. Income (loss) before applicable income taxes, and discontinued operations (sum of items 8.a and 8.b)	4301	5,318	8.c.
9. Applicable income taxes (on item 8.c)	4302	1,779	9.
10. Income (loss) before discontinued operations (item 8.c minus item 9)	4300	3,539	10.
11. Discontinued operations, net of applicable income taxes*	FT28	0	11.
12. Net income (loss) attributable to bank and noncontrolling (minority) interests (sum of items 10 and 11)	G104	3,539	12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value)	G103	0	13.
14. Net income (loss) attributable to bank (item 12 minus item 13)	4340	3,539	14.

* Describe on Schedule RI-E—Explanations.

- (1) For banks required to complete Schedule RC-T, items 14 through 22, income from fiduciary activities reported in Schedule RI, item 5.a, must equal the amount reported in Schedule RC-T, item 22.
- (2) Includes underwriting income from insurance and reinsurance activities.
- (3) Exclude net gains (losses) on sales of trading assets and held-to-maturity and available-for-sale securities.
- (4) Item 8.b is to be completed only by institutions that have adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities. See the instructions for further detail on ASU 2016-01.

Schedule RI—Continued**Memoranda**

	Dollar Amounts in Thousands	Year-to-date		
		RIAD	Amount	
1. and 2. Not applicable				
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule RI, items 1.a and 1.b)		4313	0	M.3.
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule RI, item 1.d.(3))		4507	0	M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)		4150	93	M.5.
Memorandum item 6 is to be completed by: (1) • banks with \$300 million or more in total assets, and • banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, Part I, item 3) exceeding 5 percent of total loans				
6. Interest and fee income on loans to finance agricultural production and other loans to farmers (included in Schedule RI, item 1.a.(5))		4024	0	M.6.
7. If the reporting institution has applied push down accounting this calendar year, report the date of the institution's acquisition (see instructions)(2)		9106	00000000	M.7.
8. through 10. Not applicable				
11. Does the reporting bank have a Subchapter S election in effect for federal income tax purposes for the current tax year?		RIAD A530	YES / NO NO	M.11.
Memorandum item 12 is to be completed by banks that are required to complete Schedule RC-C, Part I, Memorandum items 8.b and 8.c, and is to be completed annually in the December report only.				
12. Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule RI, item 1.a.(1)(a))		RIAD F228	Amount N/A	M.12.
13. Not applicable				
Memorandum item 14 is to be completed semiannually in the June and December reports only.				
14. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities recognized in earnings (included in Schedule RI, items 6.a and 6.b)(3)		J321	N/A	M.14.
Memorandum item 15 is to be completed annually in the December report only by institutions with \$1 billion or more in total assets(1) that answered "Yes" to Schedule RC-E, Memorandum item 5.				
15. Components of service charges on deposit accounts (sum of Memorandum items 15.a through 15.d must equal Schedule RI, item 5.b):				
a. Consumer overdraft-related service charges levied on those transaction account and nontransaction savings account deposit products intended primarily for individuals for personal, household, or family use		H032	N/A	M.15.a.
b. Consumer account periodic maintenance charges levied on those transaction account and nontransaction savings account deposit products intended primarily for individuals for personal, household, or family use		H033	N/A	M.15.b.
c. Consumer customer automated teller machine (ATM) fees levied on those transaction account and nontransaction savings account deposit products intended primarily for individuals for personal, household, or family use		H034	N/A	M.15.c.
d. All other service charges on deposit accounts		H035	N/A	M.15.d.

(1) The asset-size tests and the 5 percent of total loans test are based on the total assets and total loans reported in the June 30, 2018, Report of Condition.

(2) Report the date in YYYYMMDD format. For example, a bank acquired on March 1, 2019, would report 20190301.

(3) Memorandum item 14 is to be completed only by institutions that have not adopted ASU 2016-13.

Schedule RI-A—Changes in Bank Equity Capital

Dollar Amounts in Thousands		RIAD	Amount	
1. Total bank equity capital most recently reported for the December 31, 2018, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)		3217	115,881	1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors*		B507	0	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)		B508	115,881	3.
4. Net income (loss) attributable to bank (must equal Schedule RI, item 14)		4340	3,539	4.
5. Sale, conversion, acquisition, or retirement of capital stock, net (excluding treasury stock transactions)		B509	0	5.
6. Treasury stock transactions, net		B510	0	6.
7. Changes incident to business combinations, net		4356	0	7.
8. LESS: Cash dividends declared on preferred stock		4470	0	8.
9. LESS: Cash dividends declared on common stock		4460	0	9.
10. Other comprehensive income(1)		B511	1,457	10.
11. Other transactions with stockholders (including a parent holding company)* (not included in items 5, 6, 8, or 9 above)		4415	0	11.
12. Total bank equity capital end of current period (sum of items 3 through 11)(must equal Schedule RC, item 27.a)		3210	120,877	12.

* Describe on Schedule RI-E—Explanations

(1) Includes, but is not limited to, changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, and pension and other postretirement plan-related changes other than net periodic benefit cost.

**Schedule RI-B—Charge-offs and Recoveries on Loans and Leases
and Changes in Allowances for Credit Losses****Part I. Charge-offs and Recoveries on Loans and Leases****Part I includes charge-offs and recoveries through
the allocated transfer risk reserve.**

the allocated transfer risk reserve:

Dollar Amounts in Thousands		7		7		
		RIAD	Amount	RIAD	Amount	
1. Loans secured by real estate:						
a. Construction, land development, and other land loans:						
(1) 1-4 family residential construction loans		C891	0	C892	0	1.a.(1)
(2) Other construction loans and all land development and other land loans		C893	0	C894	0	1.a.(2)
b. Secured by farmland		3584	0	3585	0	1.b.
c. Secured by 1-4 family residential properties:						
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit		5411	0	5412	0	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:						
(a) Secured by first liens		C234	0	C217	0	1.c.(2)(a)
(b) Secured by junior liens		C235	0	C218	0	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties		3588	0	3589	0	1.d.
e. Secured by nonfarm nonresidential properties:						
(1) Loans secured by owner-occupied nonfarm nonresidential properties		C895	0	C896	0	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties		C897	0	C898	0	1.e.(2)

(1) Include write-downs arising from transfers of loans to a held-for-sale account.

Berkshire Bank

Legal Title of Bank

FDIC Certificate Number: 27503

Submitted to CDR on 10/28/2019 at 12:49 PM

FFIEC 051
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RI-5**Schedule RI-B Continued****Part I - Continued**

Dollar Amounts in Thousands	(Column A) Charge-offs(1)		(Column B) Recoveries		
	Calendar year-to-date				
	RIAD	Amount	RIAD	Amount	
2. and 3. Not applicable					
4. Commercial and industrial loans_____	4638	127	4608	0	4.
5. Loans to individuals for household, family, and other personal expenditures:					
a. Credit cards_____	B514	0	B515	0	5.a.
b. Automobile Loans_____	K129	0	K133	0	5.b.
c. Other (includes revolving credit plans other than credit cards and other consumer loans)_____	K205	0	K206	2	5.c.
6. Not applicable					
7. All other loans (2)_____	4644	0	4628	0	7.
8. Lease financing receivables_____	4266	0	4267	0	8.
9. Total (sum of items 1 through 8)	4635	127	4605	2	9.

(1) Include write-downs arising from transfers of loans to a held-for-sale account.

(2) Includes charge-offs and recoveries on "Loans to depository institutions and acceptances of other banks," "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," and "Loans to non-depository financial institutions and other loans."

Memoranda

Memoranda					(Column A) Charge-offs(1)	(Column B) Recoveries			
					Calendar year-to-date				
					RIAD	Amount	RIAD	Amount	
Dollar Amounts in Thousands									
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RI-B, part I, items 4 and 7, above					5409	0	5410	0	M.1.
2. Not applicable <i>Memorandum item 3 is to be completed by:(2)</i> <ul style="list-style-type: none"><i>banks with \$300 million or more in total assets, and</i><i>banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, Part I, item 3) exceeding 5 percent of total loans:</i>									
3. Loans to finance agricultural production and other loans to farmers (included in Schedule RI-B, Part I, item 7, above)					4655	0	4665	0	M.3.

(1) Include write-downs arising from transfers of loans to a held-for-sale account

(2) The \$300 million asset-size test and the 5 percent of total loans test are based on the total assets and total loans reported on the June 30, 2018, Report of Condition

Schedule RI-B Continued

Part II. Changes in Allowances for Credit Losses(1)

Dollar Amounts in Thousands	(Column A) Loans and Leases Held for Investment		(Column B) Held-to-Maturity Debt Securities(2)		(Column C) Available-for-Sale Debt Securities(2)		
	RIAD	Amount	RIAD	Amount	RIAD	Amount	
1. Balance most recently reported for the December 31, 2018, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	B522	7,330	JH88	N/A	JH94	N/A	1.
2. Recoveries (column A must equal Part I, item 9, column B, above)	4605	2	JH89	N/A	JH95	N/A	2.
3. LESS: Charge-offs (column A must equal Part I, item 9, column A, above less Schedule RI-B, Part II, item 4, column A)	C079	127	JH92	N/A	JH98	N/A	3.
4. LESS: Write-downs arising from transfers of financial assets(3)	5523	0	JJ00	N/A	JJ01	N/A	4.
5. Provisions for credit losses(4,5)	4230	-67	JH90	N/A	JH96	N/A	5.
6. Adjustments* (see instructions for this schedule)	C233	0	JH91	N/A	JH97	N/A	6.
7. Balance end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4)(column A must equal Schedule RC, item 4.c)	3123	7,138	JH93	N/A	JH99	N/A	7.

* Describe on Schedule RI-E—Explanations.

(1) Institutions that have not adopted ASU 2016-13 should report changes in the allowance for loan and lease losses in column A.

(2) Columns B and C are to be completed only by institutions that have adopted ASU 2016-13.

(3) Institutions that have not yet adopted ASU 2016-13, should report write-downs arising from transfers of loans to a held-for-sale account in item 4, column A.

(4) Institutions that have not yet adopted ASU 2016-13 should report the provision for loan and lease losses in item 5, column A, and the amount reported must equal Schedule RI, item 4.

(5) For institutions that have adopted ASU 2016-13, the sum of item 5, columns A through C, plus Schedule RI-B, Part II, Memorandum item 5, below, must equal Schedule RI, item 4.

Memoranda

Dollar Amounts in Thousands	RIAD	Amount	
1. through 4. Not applicable.			
5. Provisions for credit losses on other financial assets measured at amortized cost (not included in item 5, above)(1)	JJ02	N/A	M.5
6. Allowance for credit losses on other financial assets measured at amortized cost (not included in item 7, above)(1)	RCON		
	JJ03	N/A	M.6

(1) Memorandum items 5 and 6 are to be completed only by institutions that have adopted ASU 2016-13.

Schedule RI-C – Disaggregated Data on the Allowance for Loan and Lease Losses

Items 1 through 6 are to be completed semiannually in the June and December reports only by institutions with \$1 billion or more in total assets. (1)

		(Column A) Recorded Investment(2)		(Column B) Allowance Balance(2)	
Dollar Amounts in Thousands		RCON	Amount	RCON	Amount
Loans and Leases Held for Investment:					
1. Real estate loans:					
a. Construction loans		JJ04	N/A	JJ12	N/A
b. Commercial real estate loans		JJ05	N/A	JJ13	N/A
c. Residential real estate loans		JJ06	N/A	JJ14	N/A
2. Commercial loans(3)		JJ07	N/A	JJ15	N/A
3. Credit cards		JJ08	N/A	JJ16	N/A
4. Other consumer loans		JJ09	N/A	JJ17	N/A
5. Unallocated, if any				JJ18	N/A
6. Total (sum of items 1.a through 5)(4)		JJ11	N/A	JJ19	N/A

Items 7 through 11 are to be completed semiannually in the June and December reports only by institutions with \$1 billion or more in total assets. (1, 5)

Dollar Amounts in Thousands		Allowance Balance		
		RCON	Amount	
Held-to-Maturity Securities:				
7. Securities issued by states and political subdivisions in the U.S.		JJ20	N/A	7
8. Mortgage-backed securities (MBS) (including CMOs, REMICs, and stripped MBS)		JJ21	N/A	8
9. Asset-backed securities and structured financial products		JJ23	N/A	9
10. Other debt securities		JJ24	N/A	10
11. Total (sum of items 7 through 10)(6)		JJ25	N/A	11

(1) The \$1 billion asset size test is based on the total assets reported on the June 30, 2018, Report of Condition.

(2) Institutions that have adopted ASU 2016-13 should report the amortized cost and the related allowance for credit losses by loan category in columns A and B, respectively.

(3) Include all loans and leases not reported as real estate loans, credit cards, or other consumer loans in items 1, 3, or 4 of Schedule RI-C.

(4) Item 6, column B, must equal Schedule RC, item 4.c.

(5) Only institutions that have adopted ASU 2016-13 are to complete items 7 through 11.

(6) Item 11 must equal Schedule RI-B, Part II, item 7, column B.

Schedule RI-E—Explanations

Schedule RI-E is to be completed each quarter on a calendar year-to-date basis, unless otherwise noted.

Detail all adjustments in Schedule RI-A and RI-B, all discontinued operations in Schedule RI, and all significant items of other noninterest income and other noninterest expense in Schedule RI. (See instructions for details.)

Dollar Amounts in Thousands				Year-to-date		
				RIAD	Amount	
<i>Items 1.a through 1.j and 2.a through 2.p are to be completed annually on a calendar year-to-date basis in the December report only.</i>						
1. Other noninterest income (from Schedule RI, item 5.I) Itemize and describe amounts greater than \$100,000 that exceed 7 percent of Schedule RI, item 5.I:						
a. Income and fees from the printing and sale of checks				C013	N/A	1.a.
b. Earnings on/increase in value of cash surrender value of life insurance				C014	N/A	1.b.
c. Income and fees from automated teller machines (ATMs)				C016	N/A	1.c.
d. Rent and other income from other real estate owned				4042	N/A	1.d.
e. Safe deposit box rent				C015	N/A	1.e.
f. Bank card and credit card interchange fees				F555	N/A	1.f.
g. Income and fees from wire transfers not reportable as service charges on deposit accounts				T047	N/A	1.g.
TEXT						
h.	4461	N/A		4461	N/A	1.h.
i.	4462	N/A		4462	N/A	1.i.
j.	4463	N/A		4463	N/A	1.j.
2. Other noninterest expense (from Schedule RI, item 7.d) Itemize and describe amounts greater than \$100,000 that exceed 7 percent of Schedule RI, item 7.d:						
a. Data processing expenses				C017	N/A	2.a.
b. Advertising and marketing expenses				0497	N/A	2.b.
c. Directors' fees				4136	N/A	2.c.
d. Printing, stationery, and supplies				C018	N/A	2.d.
e. Postage				8403	N/A	2.e.
f. Legal fees and expenses				4141	N/A	2.f.
g. FDIC deposit insurance assessments				4146	N/A	2.g.
h. Accounting and auditing expenses				F556	N/A	2.h.
i. Consulting and advisory expenses				F557	N/A	2.i.
j. Automated teller machine (ATM) and interchange expenses				F558	N/A	2.j.
k. Telecommunications expenses				F559	N/A	2.k.
l. Other real estate owned expenses				Y923	N/A	2.l.
m. Insurance expenses (not included in employee expenses, premises and fixed asset expenses, and other real estate owned expenses)				Y924	N/A	2.m.
TEXT						
n.	4464	N/A		4464	N/A	2.n.
o.	4467	N/A		4467	N/A	2.o.
p.	4468	N/A		4468	N/A	2.p.
3. Discontinued operations and applicable income tax effect (from Schedule RI, item 11) (itemize and describe each discontinued operation):						
TEXT						
a.(1)	FT29			FT29	0	3.a.(1)
(2)	Applicable income tax effect		FT30	0		3.a.(2)
b.(1)	FT31			FT31	0	3.b.(1)
(2)	Applicable income tax effect		FT32	0		3.b.(2)
4. Cumulative effect of changes in accounting principles and corrections of material accounting errors (from Schedule RI-A, item 2) (itemize and describe all such effects):						
a. Effect of adoption of current expected credit losses methodology - ASU 2016-13(1,2)				JJ26	N/A	4.a.
b. Effect of adoption of lease accounting standard – ASC Topic 842				KW17	0	4.b.
TEXT						
c.	B526			B526	0	4.c.
TEXT						
d.	B527			B527	0	4.d.

(1) Only institutions that have adopted ASU 2016-13 should report an amount in item 4.a, if applicable.

(2) An institution should complete item 4.a in the quarter that it adopts ASU 2016-13 and in the quarter-end Call Reports for the remainder of that calendar year only.

Schedule RI-E—Continued

Dollar Amounts in Thousands			Year-to-date		
			RIAD	Amount	
5. Other transactions with stockholders (including a parent holding company) (from Schedule RI-A, item 11) (itemize and describe all such transactions): TEXT					
a.	4498		4498	0	5.a.
b.	4499		4499	0	5.b.
6. Adjustments to allowances for credit losses(1) (from Schedule RI-B, Part II, item 6) (itemize and describe all adjustments):					
a. Initial allowances for credit losses recognized upon the acquisition of purchased credit-deteriorated assets on or after the effective date of ASU 2016-13(2)			JJ27	N/A	6.a
b. Effect of adoption of current expected credit losses methodology on allowances for credit losses on loans and leases held for investment and held-to-maturity debt securities(2,3)			JJ28	N/A	6.b
TEXT					
c.	4521		4521	0	6.c.
d.	4522		4522	0	6.d.
7. Other explanations (the space below is provided for the bank to briefly describe, at its option, any other significant items affecting the Report of Income): Comments? _____				YES / NO	
			4769	NO	7

Other explanations (please type or print clearly; 750 character limit):

TEXT (75 characters per line)

4769	

- (1) Institutions that have not adopted ASU 2016-13 should report adjustments to the allowance for loan and lease losses in items 6.c and 6.d, if applicable.
- (2) Only institutions that have adopted ASU 2016-13 should report amounts in items 6.a and 6.b, if applicable.
- (3) An institution should complete item 6.b in the quarter that it adopts ASU 2016-13 and in the quarter-end Call Reports for the remainder of that calendar year only.

Berkshire Bank

Legal Title of Bank

New York

City

NY**10016**

State

Zip Code

FDIC Certificate Number: 27503

Submitted to CDR on 10/28/2019 at 12:49 PM

FFIEC 051
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RC-1**Consolidated Report of Condition for Insured Banks
and Savings Associations for September 30, 2019**

All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

Schedule RC—Balance Sheet

Dollar Amounts in Thousands			RCN	Amount	
Assets					
1. Cash and balances due from depository institutions:					
a. Noninterest-bearing balances and currency and coin(1)			0081	1,388	1.a.
b. Interest-bearing balances(2)			0071	91,054	1.b.
2. Securities:					
a. Held-to-maturity securities (from Schedule RC-B, column A)(3)			JJ34	5	2.a.
b. Available-for-sale securities (from Schedule RC-B, column D)			1773	174,391	2.b.
c. Equity securities with readily determinable fair values not held for trading (4)			JA22	N/A	2.c.
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold			B987	0	3.a.
b. Securities purchased under agreements to resell(5, 6)			B989	0	3.b.
4. Loans and lease financing receivables (from Schedule RC-C):					
a. Loans and leases held for sale			5369	0	4.a.
b. Loans and leases held for investment	B528	372,864			4.b.
c. LESS: Allowance for loan and lease losses(7)	3123	7,138			4.c.
d. Loans and leases held for investment, net of allowance (item 4.b minus 4.c)			B529	365,726	4.d.
5. Trading assets			3545	0	5.
6. Premises and fixed assets (including capitalized leases)			2145	3,334	6.
7. Other real estate owned (from Schedule RC-M)			2150	0	7.
8. Investments in unconsolidated subsidiaries and associated companies			2130	0	8.
9. Direct and indirect investments in real estate ventures			3656	0	9.
10. Intangible assets (from Schedule RC-M)			2143	160	10.
11. Other assets (from Schedule RC-F)(6)			2160	6,824	11.
12. Total assets (sum of items 1 through 11)			2170	642,882	12.

(1) Includes cash items in process of collection and unposted debits.

(2) Includes time certificates of deposit not held for trading.

(3) Institutions that have adopted ASU 2016-13 should report in item 2.a amounts net of any applicable allowance for credit losses, and item 2.a should equal Schedule RC-B, item 8, column A, less Schedule RI-B, Part II, item 7, column B.

(4) Item 2.c is to be completed only by institutions that have adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities. See the instructions for further detail on ASU 2016-01.

(5) Includes all securities resale agreements, regardless of maturity.

(6) Institutions that have adopted ASU 2016-13 should report in items 3.b and 11 amounts net of any applicable allowance for credit losses.

(7) Institutions that have adopted ASU 2016-13 should report in item 4.c the allowance for credit losses on loans and leases.

Berkshire Bank

Legal Title of Bank

FDIC Certificate Number: 27503

Submitted to CDR on 10/28/2019 at 12:49 PM

FFIEC 051

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RC-2a

Schedule RC - Continued**Liabilities**

Dollar Amounts in Thousands				RCON	Amount	
13. Deposits:						
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E)				2200	512,462	13.a.
(1) Noninterest-bearing(8)		6631	100,485			13.a.(1)
(2) Interest-bearing		6636	411,977			13.a.(2)
b. Not applicable						
14. Federal funds purchased and securities sold under agreements to repurchase:						
a. Federal funds purchased(9)				B993	0	14.a.
b. Securities sold under agreements to repurchase(10)				B995	0	14.b.
15. Trading liabilities				3548	0	15.
16. Other borrowed money (includes mortgage indebtedness) (from Schedule RC-M)				3190	0	16.
17. and 18. Not applicable						
19. Subordinated notes and debentures(11)				3200	0	19.

(8) Includes noninterest-bearing demand, time, and savings deposits.

(9) Report overnight Federal Home Loan Bank advances in Schedule RC, item 16, "Other borrowed money."

(10) Includes all securities repurchase agreements, regardless of maturity.

(11) Includes limited-life preferred stock and related surplus.

Schedule RC - Continued

	Dollar Amounts in Thousands		
	RCON	Amount	
Liabilities—continued			
20. Other liabilities (from Schedule RC-G)	2930	9,543	20.
21. Total liabilities (sum of items 13 through 20)	2948	522,005	21.
22. Not applicable			
Equity Capital			
Bank Equity Capital			
23. Perpetual preferred stock and related surplus	3838	0	23.
24. Common stock	3230	3,617	24.
25. Surplus (exclude all surplus related to preferred stock)	3839	94,040	25.
26. a. Retained earnings	3632	23,529	26.a.
b. Accumulated other comprehensive income(1)	B530	-309	26.b.
c. Other equity capital components (2)	A130	0	26.c.
27. a. Total bank equity capital (sum of items 23 through 26.c)	3210	120,877	27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries	3000	0	27.b.
28. Total equity capital (sum of items 27.a and 27.b)	G105	120,877	28.
29. Total liabilities and equity capital (sum of items 21 and 28)	3300	642,882	29.

Memoranda**To be reported with the March Report of Condition.**

1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2018

RCON	Number
6724	N/A

M.1.

1a = An integrated audit of the reporting institution's financial statements and its internal control over financial reporting conducted in accordance with the standards of the American Institute of Certified Public Accountants (AICPA) or the Public Company Accounting Oversight Board (PCAOB) by an independent public accountant that submits a report on the institution

1b = An audit of the reporting institution's financial statements only conducted in accordance with the auditing standards of the AICPA or the PCAOB by an independent public accountant that submits a report on the institution

2a = An integrated audit of the reporting institution's parent holding company's consolidated financial statements and its internal control over financial reporting conducted in accordance with the standards of the AICPA or the PCAOB by an independent public accountant that submits a report on the consolidated holding company (but not on the institution separately)

2b = An audit of the reporting institution's parent holding company's consolidated financial statements only conducted in accordance with the auditing standards of the AICPA or the PCAOB by an independent public accountant that submits a report on the consolidated holding company (but not on the institution separately)

3 = This number is not to be used.

4 = Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state-chartering authority)

5 = Directors' examination of the bank performed by other external auditors (may be required by state-chartering authority)

6 = Review of the bank's financial statements by external auditors

7 = Compilation of the bank's financial statements by external auditors

8 = Other audit procedures (excluding tax preparation work)

9 = No external audit work

To be reported with the March Report of Condition.

2. Bank's fiscal year-end date (report the date in MMDD format)

RCON	Date
8678	N/A

M.2.

(1) Includes, but is not limited to, net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, and accumulated defined benefit pension and other postretirement plan adjustments.

(2) Includes treasury stock and unearned Employee Stock Ownership Plan shares.

Schedule RC-B—Securities

Exclude assets held for trading.

Dollar Amounts in Thousands	Held-to-maturity				Available-for-sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	RCON	Amount	RCON	Amount	RCON	Amount	RCON	Amount	
1. U.S. Treasury securities	0211	0	0213	0	1286	54,838	1287	54,858	1.
2. U.S. Government agency and sponsored agency obligations (exclude mortgage-backed securities)(1)	HT50	0	HT51	0	HT52	35,212	HT53	35,122	2.
3. Securities issued by states and political subdivisions in the U.S.	8496	0	8497	0	8498	0	8499	0	3.
4. Mortgage-backed securities (MBS):									
a. Residential mortgage pass-through securities:									
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	HT54	5	HT55	5	HT56	17,755	HT57	17,566	4.a.(1)
(2) Other pass-through securities	G308	0	G309	0	G310	0	G311	0	4.a.(2)
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):									
(1) Issued or guaranteed by U.S. Government agencies or sponsored agencies(2)	G312	0	G313	0	G314	33,592	G315	33,582	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies(2)	G316	0	G317	0	G318	0	G319	0	4.b.(2)
(3) All other residential MBS	G320	0	G321	0	G322	0	G323	0	4.b.(3)

(1) Includes Small Business Administration "Guaranteed Loan Pool Certificates"; U.S. Maritime Administration obligations; Export-Import Bank participation certificates; and obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

(2) U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

Schedule RC-B—Continued

Dollar Amounts in Thousands	Held-to-maturity				Available-for-sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	RCON	Amount	RCON	Amount	RCON	Amount	RCON	Amount	
4. c. Commercial MBS:									
(1) Commercial mortgage pass-through securities:									
(a). Issued or guaranteed by FNMA,FHLMC or GNMA	K142	0	K143	0	K144	8,309	K145	8,428	4.c.(1)(a)
(b). Other pass-through securities	K146	0	K147	0	K148	0	K149	0	4.c.(1)(b)
4. c. (2) Other commercial MBS:									
(a). Issued or guaranteed by U.S. Government agencies or sponsored agencies(1)	K150	0	K151	0	K152	0	K153	0	4.c.(2)(a)
(b). All other commercial MBS	K154	0	K155	0	K156	0	K157	0	4.c.(2)(b)
5. Asset-backed securities and structured financial products:									
a. Asset-backed securities (ABS)	C026	0	C988	0	C989	0	C027	0	5.a.
b. Structured financial products	HT58	0	HT59	0	HT60	0	HT61	0	5.b.
6. Other debt securities:									
a. Other domestic debt securities	1737	0	1738	0	1739	7,273	1741	7,335	6.a.
b. Other Foreign debt securities	1742	0	1743	0	1744	11,253	1746	11,264	6.b.
7. Investments in mutual funds and other equity securities with readily determinable fair values(2,3)									
					A510	6,247	A511	6,236	7.
8. Total (sum of items 1 through 7)(4)	1754	5	1771	5	1772	174,479	1773	174,391	8.

(1) U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

(2) Report Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock in Schedule RC-F, item 4.

(3) Item 7 is to be completed only by institutions that have not adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities. See the instructions for further details on ASU 2016-01.

(4) For institutions that have adopted ASU 2016-13, the total reported in column A must equal Schedule RC, item 2.a, plus Schedule RI-B, Part II, item 7, column B. For institutions that have not adopted ASU 2016-13, the total reported in column A must equal Schedule RC, item 2.a. For all institutions, the total reported in column D must equal Schedule RC, item 2.b.

Schedule RC-B—Continued**Memoranda**

	Dollar Amounts in Thousands	RCN	Amount	
1. Pledged securities(1)		0416	0	M.1.
2. Maturity and repricing data for debt securities(1,2) (excluding those in nonaccrual status):				
a. Securities issued by the U.S. Treasury, U.S. Government agencies, and states and political subdivisions in the U.S.; other non-mortgage debt securities; and mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of:(3,4)				
(1) Three months or less		A549	12,343	M.2.a.(1)
(2) Over three months through 12 months		A550	58,412	M.2.a.(2)
(3) Over one year through three years		A551	29,958	M.2.a.(3)
(4) Over three years through five years		A552	4,977	M.2.a.(4)
(5) Over five years through 15 years		A553	9,512	M.2.a.(5)
(6) Over 15 years		A554	1,804	M.2.a.(6)
b. Mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of:(3,5)				
(1) Three months or less		A555	1	M.2.b.(1)
(2) Over three months through 12 months		A556	10	M.2.b.(2)
(3) Over one year through three years		A557	25	M.2.b.(3)
(4) Over three years through five years		A558	202	M.2.b.(4)
(5) Over five years through 15 years		A559	14,187	M.2.b.(5)
(6) Over 15 years		A560	3,145	M.2.b.(6)
c. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS; exclude mortgage pass-through securities) with an expected average life of:(6)				
(1) Three years or less		A561	1,668	M.2.c.(1)
(2) Over three years		A562	31,914	M.2.c.(2)
d. Debt securities with a REMAINING MATURITY of one year or less (included in Memorandum items 2.a through 2.c above)		A248	59,163	M.2.d.
<i>Memorandum item 3 is to be completed semiannually in the June and December reports only.</i>				
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)		1778	N/A	M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule RC-B, items 2, 3, 5, and 6):				
a. Amortized cost		8782	7,890	M.4.a.
b. Fair value		8783	7,884	M.4.b.

(1) Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.

(2) Exclude investments in mutual funds and other equity securities with readily determinable fair values.

(3) Report fixed-rate debt securities by remaining maturity and floating-rate debt securities by next repricing date.

(4) Sum of Memorandum items 2.a.(1) through 2.a.(6) plus any nonaccrual debt securities in the categories of debt securities reported in Memorandum item 2.a that are included in Schedule RC-N, item 10, column C, must equal Schedule RC-B, sum of items 1, 2, 3, 4.c.(1), 5, and 6, columns A and D, plus residential mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.

(5) Sum of Memorandum items 2.b.(1) through 2.b.(6) plus any nonaccrual mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-N, item 10, column C, must equal Schedule RC-B, item 4.a, sum of columns A and D, less the amount of residential mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.

(6) Sum of Memorandum items 2.c.(1) and 2.c.(2) plus any nonaccrual "Other mortgage-backed securities" included in Schedule RC-N, item 10, column C, must equal Schedule RC-B, sum of items 4.b and 4.c.(2), columns A and D.

Schedule RC-C—Loans and Lease Financing Receivables**Part I. Loans and Leases**

Do not deduct the allowance for loan and lease losses or the allocated transfer risk reserve from amounts reported in this schedule.(1) Report

- (1) loans and leases held for sale at the lower of cost or fair value,
(2) loans and leases held for investment, net of unearned income, and
(3) loans and leases accounted for at fair value under a fair value option.

Exclude assets held for trading and commercial paper.

Dollar Amounts in Thousands	RCN	Amount	
1. Loans secured by real estate:			
a. Construction, land development, and other land loans:			
(1) 1-4 family residential construction loans	F158	0	1.a.(1)
(2) Other construction loans and all land development and other land loans	F159	88,722	1.a.(2)
b. Secured by farmland (including farm residential and other improvements)	1420	0	1.b.
c. Secured by 1-4 family residential properties:			
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	1797	1,838	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:			
(a) Secured by first liens	5367	41,417	1.c.(2)(a)
(b) Secured by junior liens	5368	1	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties	1460	40,741	1.d.
e. Secured by nonfarm nonresidential properties:			
(1) Loans secured by owner-occupied nonfarm nonresidential properties	F160	10,500	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	F161	174,229	1.e.(2)
2. Loans to depository institutions and acceptances of other banks	1288	0	2.
3. Loans to finance agricultural production and other loans to farmers	1590	0	3.
4. Commercial and industrial loans	1766	7,817	4.
5. Not applicable			
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):			
a. Credit cards	B538	0	6.a.
b. Other revolving credit plans	B539	44	6.b.
c. Automobile Loans	K137	0	6.c.
d. Other consumer loans (includes single payment and installment, loans other than automobile loans, and all student loans)	K207	709	6.d.
7. Not applicable			
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S.	2107	0	8.
9. Loans to nondepository financial institutions and other loans:			
a. Loans to nondepository financial institutions	J454	4,198	9.a.
b. Other loans	J464	55	9.b.
10. Lease financing receivables (net of unearned income)	2165	3,543	10.
11. LESS: Any unearned income on loans reflected in items 1-9 above	2123	950	11.
12. Total loans and leases held for investment and held for sale (sum of items 1 through 10 minus item 11) (must equal Schedule RC, sum of items 4.a and 4.b)	2122	372,864	12.

(1) Institutions that have adopted ASU 2016-13 should not deduct the allowance for credit losses on loans and leases or the allocated transfer risk reserve from amounts reported on this schedule.

Schedule RC-C—Continued**Part I. Continued****Memoranda**

Dollar Amounts in Thousands		RCN	Amount	
<i>Memorandum items 1.a.(1) through 1.f.(5) are to be completed semiannually in the June and December reports only. Memorandum item 1.g is to be completed quarterly.</i>				
1.Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule RC-C, Part I, and not reported as past due or nonaccrual in Schedule RC-N, Memorandum item 1):				
a. Construction, land development, and other land loans:				
(1) 1 - 4 family residential construction loans	K158	N/A		M.1.a.(1)
(2) Other construction loans and all land development and other land loans	K159	N/A		M.1.a.(2)
b. Loans secured by 1-4 family residential properties	F576	N/A		M.1.b.
c. Secured by multifamily (5 or more) residential properties	K160	N/A		M.1.c.
d. Secured by nonfarm nonresidential properties:				
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K161	N/A		M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties	K162	N/A		M.1.d.(2)
e. Commercial and industrial loans	K256	N/A		M.1.e.
f. All other loans(include loans to individuals for household, family, and other personal expenditures)	K165	N/A		M.1.f.
<i>Itemize loan categories included in Memorandum item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are in compliance with their modified terms(sum of Memorandum items 1.a through 1.f):</i>				
(1) Loans secured by farmland	K166	N/A		M.1.f.(1)
(2) and (3) Not applicable				
(4) Loans to individuals for household, family, and other personal expenditures:				
(a) Credit cards	K098	N/A		M.1.f.(4)(a)
(b) Automobile Loans	K203	N/A		M.1.f.(4)(b)
(c) Other (includes revolving credit plans other than credit cards and other consumer loans)	K204	N/A		M.1.f.(4)(c)
<i>Memorandum item 1.f.(5) is to be completed by:(1)</i>				
- Banks with \$300 million or more in total assets				
- Banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, Part I, item 3) exceeding 5 percent of total loans				
(5) Loans to finance agricultural production and other loans to farmers	K168	N/A		M.1.f.(5)
g. Total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a.(1) through 1.f.)	HK25		2,905	M.1.g.

(1) The \$300 million asset-size test and the 5 percent of total loans test are based on the total assets and total loans reported on the June 30, 2018, Report of Condition.

Schedule RC-C—Continued**Part I. Continued****Memoranda — Continued**

Dollar Amounts in Thousands

	RCN	Amount	
2. Maturity and repricing data for loans and leases (excluding those in nonaccrual status):			
a. Closed-end loans secured by first liens on 1-4 family residential properties (reported in Schedule RC-C, Part I, item 1.c.(2)(a)) with a remaining maturity or next repricing date of:(1,2)			
(1) Three months or less	A564	185	M.2.a.(1)
(2) Over three months through 12 months	A565	921	M.2.a.(2)
(3) Over one year through three years	A566	1,810	M.2.a.(3)
(4) Over three years through five years	A567	4,158	M.2.a.(4)
(5) Over five years through 15 years	A568	15,166	M.2.a.(5)
(6) Over 15 years	A569	19,114	M.2.a.(6)
b. All loans and leases (reported in Schedule RC-C, Part I, items 1 through 10, above) EXCLUDING closed-end loans secured by first liens on 1-4 family residential properties (reported in Schedule RC-C, Part I, item 1.c.(2)(a), above) with a remaining maturity or next repricing date of:(1,3)			
(1) Three months or less	A570	63,009	M.2.b.(1)
(2) Over three months through 12 months	A571	34,499	M.2.b.(2)
(3) Over one year through three years	A572	88,126	M.2.b.(3)
(4) Over three years through five years	A573	77,957	M.2.b.(4)
(5) Over five years through 15 years	A574	67,250	M.2.b.(5)
(6) Over 15 years	A575	1,552	M.2.b.(6)
c. Loans and leases (reported in Schedule RC-C, Part I, items 1 through 10, above) with a REMAINING MATURITY of one year or less (excluding those in nonaccrual status)	A247	95,852	M.2.c.
3. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-C, Part I, items 4 and 9(4)	2746	0	M.3.
Memorandum item 4 is to be completed semiannually in the June and December reports only.			
4. Adjustable-rate closed-end loans secured by first liens on 1-4 family residential properties (included in Schedule RC-C, Part I, item 1.c.(2)(a))	5370	N/A	M.4.
5. and 6. Not applicable			
(1) Report fixed-rate loans and leases by remaining maturity and floating rate loans by next repricing date.			
(2) Sum of Memorandum items 2.a.(1) through 2.a.(6) plus total nonaccrual closed-end loans secured by first liens on 1-4 family residential properties included in Schedule RC-N, item 1.c.(2)(a), column C, must equal total closed-end loans secured by first liens on 1-4 family residential properties from Schedule RC-C, Part I, item 1.c.(2)(a).			
(3) Sum of Memorandum items 2.b.(1) through 2.b.(6), plus total nonaccrual loans and leases from Schedule RC-N, item 9, column C, minus nonaccrual closed-end loans secured by first liens on 1-4 family residential properties included in Schedule RC-N, item 1.c.(2)(a), column C, must equal total loans and leases from Schedule RC-C, Part I, sum of items 1 through 10, minus total closed-end loans secured by first liens on 1-4 family residential properties from Schedule RC-C, Part I, item 1.c.(2)(a).			
(4) Exclude loans secured by real estate that are included in Schedule RC-C, Part I, items 1.a through 1.e.			

Schedule RC-C—Continued**Part I. Continued****Memoranda — Continued**

Dollar Amounts in Thousands

	RCN	Amount	
<i>Memorandum items 7.a, 7.b, and 8.a are to be completed by all banks semiannually in the June and December reports only.</i>			
7. Purchased credit-impaired loans held for investment accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3) (exclude loans held for sale):(1)			
a. Outstanding balance	C779	N/A	M.7.a.
b. Amount included in Schedule RC-C, Part I, items 1 through 9	C780	N/A	M.7.b.
8. Closed-end loans with negative amortization features secured by 1–4 family residential properties:			
a. Total amount of closed-end loans with negative amortization features secured by 1–4 family residential properties (included in Schedule RC-C, Part I, items 1.c.(2)(a) and (b))	F230	N/A	M.8.a.
<i>Memorandum items 8.b and 8.c are to be completed annually in the December report only by banks that had closed-end loans with negative amortization features secured by 1–4 family residential properties (as reported in Schedule RC-C, Part I, Memorandum item 8.a.) as of December 31, 2018, that exceeded the lesser of \$100 million or 5 percent of total loans and leases held for investment and held for sale (as reported in Schedule RC-C, Part I, item 12).</i>			
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties	F231	N/A	M.8.b.
c. Total amount of negative amortization on closed-end loans secured by 1–4 family residential properties included in the amount reported in Memorandum item 8.a above	F232	N/A	M.8.c.
9. Loans secured by 1–4 family residential properties in process of foreclosure (included in Schedule RC-C, Part I, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b))	F577	63	M.9.
10. and 11. Not applicable			

	(Column A) Fair Value of Acquired Loans and Leases at Acquisition Date		(Column B) Gross Contractual Amounts Receivable at Acquisition Date		(Column C) Best Estimate at Acquisition Date of of Contractual Cash Flows Not Expected to be Collected		
Dollar Amounts in Thousands	RCN	Amount	RCN	Amount	RCN	Amount	
<i>Memorandum item 12 is to be completed semiannually in the June and December reports only.</i>							
12. Loans (not subject to the requirements of FASB ASC 310-30 (former AICPA Statement of Position 03-3)) and leases held for investment that were acquired in business combinations with acquisition dates in the current calendar year(2)	GW45	N/A	GW46	N/A	GW47	N/A	M.12.
<i>Memorandum item 13 is to be completed by banks that had construction, land development, and other land loans (as reported in Schedule RC-C, Part I, item 1.a) that exceeded 100 percent of total capital (as reported in Schedule RC-R, Part I, item 35) as of December 31, 2018.</i>							
13. Construction, land development, and other land loans with interest reserves:							
a. Amount of loans that provide for the use of interest reserves (included in Schedule RC-C, Part I, item 1.a)	G376	N/A					M.13.a.
b. Amount of interest capitalized from interest reserves on construction, land development, and other land loans that is included in interest and fee income on loans during the quarter (included in Schedule RI, item 1.a.(1)(b))	RIAD						
	G377	N/A					M.13.b.

(1) Memorandum item 7 is to be completed only by institutions that have not yet adopted ASU 2016-13.**(2) Institutions that have adopted ASU 2016-13 should report only loans held for investment not considered purchased credit-deteriorated in Memorandum item 12.**

Berkshire Bank

Legal Title of Bank

FDIC Certificate Number: 27503

Submitted to CDR on 10/28/2019 at 12:49 PM

FFIEC 051
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RC-10**Schedule RC-C—Continued****Part I. Continued****Memoranda — Continued**

Dollar Amounts in Thousands		RCON	Amount	
<i>Memorandum item 14 is to be completed by all banks.</i>				
14. Pledged loans and leases		G378	217,880	M.14.
<i>Memorandum item 15 is to be completed for the December report only.</i>				
15. Reverse mortgages:				
a. Reverse mortgages outstanding that are held for investment (included in Schedule RC-C, item 1.c, above):				
(1) Home Equity Conversion Mortgage (HECM) reverse mortgages	J466		N/A	M.15.a.(1)
(2) Proprietary reverse mortgages	J467		N/A	M.15.a.(2)
b. Estimated number of reverse mortgage loan referrals to other lenders during the year from whom compensation has been received for services performed in connection with the origination of the reverse mortgages:				
(1) Home Equity Conversion Mortgage (HECM) reverse mortgages	J468		N/A	M.15.b.(1)
(2) Proprietary reverse mortgages	J469		N/A	M.15.b.(2)
c. Principal amount of reverse mortgage originations that have been sold during the year:			Amount	
(1) Home Equity Conversion Mortgage (HECM) reverse mortgages	J470		N/A	M.15.c.(1)
(2) Proprietary reverse mortgages	J471		N/A	M.15.c.(2)

Schedule RC-C—Continued**Part II. Loans to Small Businesses and Small Farms**

Schedule RC-C, Part II, Loans to Small Businesses and Small Farms, is to be completed semiannually in the June and December reports only.

Report the number and amount currently outstanding as of the report date of business loans with "original amounts" of \$1,000,000 or less and farm loans with "original amounts" of \$500,000 or less. The following guidelines should be used to determine the "original amount" of a loan:

- (1) For loans drawn down under lines of credit or loan commitments, the "original amount" of the loan is the size of the line of credit or loan commitment when the line of credit or loan commitment was most recently approved, extended, or renewed prior to the report date. However, if the amount currently outstanding as of the report date exceeds this size, the "original amount" is the amount currently outstanding on the report date.
- (2) For loan participations and syndications, the "original amount" of the loan participation or syndication is the entire amount of the credit originated by the lead lender.
- (3) For all other loans, the "original amount" is the total amount of the loan at origination or the amount currently outstanding as of the report date, whichever is larger.

Loans to Small Businesses

1. Indicate in the appropriate box at the right whether all or substantially all of the dollar volume of your bank's "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, part I, items 1.e.(1) and 1.e.(2), and all or substantially all of the dollar volume of your bank's "Commercial and industrial loans" reported in Schedule RC-C, Part I, item 4, have original amounts of \$100,000 or less (If your bank has no loans outstanding in both of these two loan categories, place an "X" in the box marked "NO.")

RCN	YES / NO
6999	N/A

1.

If YES, complete items 2.a and 2.b below, skip items 3 and 4, and go to item 5.

If NO and your bank has loans outstanding in either loan category, skip items 2.a and 2.b, complete items 3 and 4 below, and go to item 5.

If NO and your bank has no loans outstanding in both loan categories, skip items 2 through 4, and go to item 5.

2. Report the total number of loans currently outstanding for each of the following Schedule RC-C, Part I, loan categories:

- a. "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, Part I, items 1.e.(1) and 1.e.(2) (Note: Sum of items 1.e.(1) and 1.e.(2) divided by the number of loans should NOT exceed \$100,000.)
- b. "Commercial and industrial loans" reported in Schedule RC-C, Part I, item 4 (Note: Item 4 divided by the number of loans should NOT exceed \$100,000.)

Number of Loans	
RCN	Number
5562	N/A
5563	N/A

2.a.

2.b.

Dollar Amounts in Thousands	(Column A) Number of Loans		(Column B) Amount Currently Outstanding		
	RCN	Number	RCN	Amount	
3. Number and amount currently outstanding of "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, Part I, items 1.e.(1) and 1.e.(2) (sum of items 3.a through 3.c must be less than or equal to Schedule RC-C, Part I, sum of items 1.e.(1) and 1.e.(2)):					
a. With original amounts of \$100,000 or less	5564	N/A	5565	N/A	3.a.
b. With original amounts of more than \$100,000 through \$250,000	5566	N/A	5567	N/A	3.b.
c. With original amounts of more than \$250,000 through \$1,000,000	5568	N/A	5569	N/A	3.c.
4. Number and amount currently outstanding of "Commercial and industrial loans" reported in Schedule RC-C, Part I, item 4 (sum of items 4.a through 4.c must be less than or equal to Schedule RC-C, Part I, item 4):					
a. With original amounts of \$100,000 or less	5570	N/A	5571	N/A	4.a.
b. With original amounts of more than \$100,000 through \$250,000	5572	N/A	5573	N/A	4.b.
c. With original amounts of more than \$250,000 through \$1,000,000	5574	N/A	5575	N/A	4.c.

Schedule RC-C—Continued

Part II. Continued

Agricultural Loans to Small Farms

5. Indicate in the appropriate box at the right whether all or substantially all of the dollar volume of your bank's "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, Part I, item 1.b, and all or substantially all of the dollar volume of your bank's "Loans to finance agricultural production and other loans to farmers" in reported in Schedule RC-C, part I, item 3, have original amounts of \$100,000 or less (If your bank has no loans outstanding in both of these two loan categories, place an "X" in the box marked "NO.")

RCN	YES / NO
6860	N/A

5.

If YES, complete items 6.a and 6.b below, and do not complete items 7 and 8.

If NO and your bank has loans outstanding in either loan category, skip items 6.a and 6.b and complete items 7 and 8 below.

If NO and your bank has no loans outstanding in both loan categories, do not complete items 6 through 8.

6. Report the total number of loans currently outstanding for each of the following Schedule RC-C, Part I, loan categories:

a. "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, Part I, item 1.b (Note: Item 1.b, divided by the number of loans should NOT exceed \$100,000.)

b. "Loans to finance agricultural production and other loans to farmers" in reported in Schedule RC-C, Part I, item 3 (Note: Item 3 divided by the number of loans should NOT exceed \$100,000.)

Number of Loans	
RCN	Number
5576	N/A
5577	N/A

6.a.

6.b.

Dollar Amounts in Thousands	(Column A) Number of Loans		(Column B) Amount Currently Outstanding		
	RCN	Number	RCN	Amount	
7. Number and amount currently outstanding of "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, Part I, item 1.b (sum of items 7.a through 7.c must be less than or equal to Schedule RC-C, Part I, item 1.b):					
a. With original amounts of \$100,000 or less	5578	N/A	5579	N/A	7.a.
b. With original amounts of more than \$100,000 through \$250,000	5580	N/A	5581	N/A	7.b.
c. With original amounts of more than \$250,000 through \$500,000	5582	N/A	5583	N/A	7.c.
8. Number and amount currently outstanding of "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, Part I, item 3 (sum of items 8.a through 8.c must be less than or equal to Schedule RC-C, part I, item 3):					
a. With original amounts of \$100,000 or less	5584	N/A	5585	N/A	8.a.
b. With original amounts of more than \$100,000 through \$250,000	5586	N/A	5587	N/A	8.b.
c. With original amounts of more than \$250,000 through \$500,000	5588	N/A	5589	N/A	8.c.

Schedule RC-E—Deposit Liabilities

Dollar Amounts in Thousands		Transaction Accounts				Nontransaction Accounts	
		(Column A) Total Transaction Accounts (Including Total Demand Deposits)		(Column B) Memo: Total Demand Deposits(1) (Included in Column A)		(Column C) Total Nontransaction Accounts (Including MMDAs)	
		RCON	Amount	RCON	Amount	RCON	Amount
Deposits of:							
1. Individuals, partnerships, and corporations		B549	130,575			B550 381,887	
2. U.S. Government		2202	0			2520 0	
3. States and political subdivisions in the U.S.		2203	0			2530 0	
4. Commercial banks and other depository institutions in the U.S.		B551	0			B552 0	
5. Banks in foreign countries		2213	0			2236 0	
6. Foreign governments and official institutions (including foreign central banks)		2216	0			2377 0	
7. Total (sum of items 1 through 6) (sum of columns A and C must equal Schedule RC, item 13.a)		2215	130,575	2210	100,485	2385	381,887

Memoranda

Dollar Amounts in Thousands		RCON	Amount	
1. Selected components of total deposits (i.e., sum of item 7, columns A and C):				
<i>Memorandum item 1.a is to be completed semiannually in the June and December reports only.</i>				
a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts		6835	N/A	M.1.a.
b. Total brokered deposits		2365	0	M.1.b.
c. Brokered deposits of \$250,000 or less (fully insured brokered deposits)(2)		HK05	0	M.1.c.
d. Maturity data for brokered deposits:				
(1) Brokered deposits of \$250,000 or less with a remaining maturity of one year or less (included in Memorandum item 1.c above)		HK06	0	M.1.d.(1)
(2) Not applicable				
(3) Brokered deposits of more than \$250,000 with a remaining maturity of one year or less (included in Memorandum item 1.b above)		K220	0	M.1.d.(3)
e. Preferred deposits (uninsured deposits of states and political subdivisions in the U.S. reported in item 3 above which are secured or collateralized as required under state law) (to be completed for the December report only)		5590	N/A	M.1.e.
f. Estimated amount of deposits obtained through the use of deposit listing services that are not brokered deposits		K223	0	M.1.f.
g. Total reciprocal deposits		JH83	0	M.1.g.
2. Components of total nontransaction accounts (sum of Memorandum items 2.a through 2.d must equal item 7, column C above):				
a. Savings deposits:				
(1) Money market deposit accounts (MMDAs)		6810	44,027	M.2.a.(1)
(2) Other savings deposits (excludes MMDAs)		0352	162,434	M.2.a.(2)
b. Total time deposits of less than \$100,000		6648	86,327	M.2.b.
c. Total time deposits of \$100,000 through \$250,000		J473	63,651	M.2.c.
d. Total time deposits of more than \$250,000		J474	25,448	M.2.d.
e. Individual Retirement Accounts (IRAs) and Keogh Plan accounts of \$100,000 or more included in Memorandum items 2.c and 2.d above		F233	3,426	M.2.e.

(1) Includes interest-bearing and noninterest-bearing demand deposits.

(2) The dollar amount used as the basis for reporting in Memorandum item 1.c reflects the deposit insurance limit in effect on the report date.

Schedule RC-E—Continued**Memoranda — Continued**

	Dollar Amounts in Thousands		RCON	Amount	
3. Maturity and repricing data for time deposits of \$250,000 or less:					
a. Time deposits of \$250,000 or less with a remaining maturity or next repricing date of:(1,2)					
(1) Three months or less			HK07	27,976	M.3.a.(1)
(2) Over three months through 12 months			HK08	100,874	M.3.a.(2)
(3) Over one year through three years			HK09	21,128	M.3.a.(3)
(4) Over three years			HK10	0	M.3.a.(4)
b. Time deposits of \$250,000 or less with a REMAINING MATURITY of one year or less (included in Memorandum items 3.a.(1) and 3.a.(2) above)(3)					M.3.b
4. Maturity and repricing data for time deposits of more than \$250,000:					
a. Time deposits of more than \$250,000 with a remaining maturity or next repricing date of:(1,4)					
(1) Three months or less			HK12	9,513	M.4.a.(1)
(2) Over three months through 12 months			HK13	13,873	M.4.a.(2)
(3) Over one year through three years			HK14	2,062	M.4.a.(3)
(4) Over three years			HK15	0	M.4.a.(4)
b. Time deposits of more than \$250,000 with a REMAINING MATURITY of one year or less (included in Memorandum items 4.a.(1) and 4.a.(2) above)(3)					M.4.b.

Memorandum item 5 is to be completed semiannually in the June and December reports only.

5. Does your institution offer one or more consumer deposit account products, i.e., transaction account or nontransaction savings account deposit products intended primarily for individuals for personal, household, or family use?	RCON	YES / NO	
	P752	N/A	M.5.

Memorandum items 6 and 7 are to be completed annually in the December report only by institutions with \$1 billion or more in total assets(5) that answered "Yes" to Memorandum 5 above.

	Dollar Amounts in Thousands	RCON	Amount	
6. Components of total transaction account deposits of individuals, partnerships, and corporations (sum of Memorandum items 6.a and 6.b must be less than or equal to Schedule RC-E, item 1, column A):				
a. Total deposits in those noninterest-bearing transaction account deposit products intended primarily for individuals for personal, household, or family use	P753	N/A		M.6.a
b. Total deposits in those interest-bearing transaction account deposit products intended primarily for individuals for personal, household, or family use	P754	N/A		M.6.b
7. Components of total nontransaction account deposits of individuals, partnerships, and corporations (sum of Memorandum items 7.a.(1), 7.a.(2), 7.b.(1), and 7.b.(2) plus all time deposits of individuals, partnerships, and corporations must equal Schedule RC-E, item 1 column C):				
a. Money market deposit accounts (MMDAs) of individuals, partnerships, and corporations (sum of Memorandum items 7.a.(1) and 7.a.(2) must be less than or equal to Schedule RC-E, Memorandum item 2.a.(1) above):				
(1) Total deposits in those MMDA deposit products intended primarily for individuals for personal, household, or family use	P756	N/A		M.7.a.1
(2) Deposits in all other MMDAs of individuals, partnerships, and corporations	P757	N/A		M.7.a.2
b. Other savings deposit accounts of individuals, partnerships, and corporations (sum of Memorandum items 7.b.(1) and 7.b.(2) must be less than or equal to Memorandum item 2.a.(2) above):				
(1) Total deposits in those other savings deposit account deposit products intended primarily for individuals for personal, household, or family use	P758	N/A		M.7.b.1
(2) Deposits in all other savings deposit accounts of individuals, partnerships, and corporations	P759	N/A		M.7.b.2

(1) Report fixed-rate time deposits by remaining maturity and floating rate time deposits by next repricing date.

(2) Sum of Memorandum items 3.a.(1) through 3.a.(4) must equal Schedule RC-E, sum of Memorandum items 2.b and 2.c.

(3) Report both fixed-and floating-rate time deposits by remaining maturity. Exclude floating-rate time deposits with a next repricing date of one year or less that have a remaining maturity of over one year.

(4) Sum of Memorandum items 4.a.(1) through 4.a.(4) must equal Schedule RC-E, Memorandum item 2.d.

(5) The \$1 billion asset size test is based on the total assets reported on the June 30, 2018, Report of Condition.

Berkshire Bank

Legal Title of Bank

FDIC Certificate Number: 27503

Submitted to CDR on 10/28/2019 at 12:49 PM

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Schedule RC-F—Other Assets(1)

Dollar Amounts in Thousands				RCON	Amount	
1. Accrued interest receivable(2)				B556	2,190	1.
2. Net deferred tax assets(3)				2148	3,533	2.
3. Interest-only strips receivable (not in the form of a security)(4)				HT80	0	3.
4. Equity investments without readily determinable fair values(5)				1752	440	4.
5. Life insurance assets:						
a. General account life insurance assets				K201	0	5.a.
b. Separate account life insurance assets				K202	0	5.b.
c. Hybrid account life insurance assets				K270	0	5.c.
<i>Items 6.a through 6.j are to be completed semiannually in the June and December reports only.</i>						
6. All other assets				2168	661	6.
(itemize and describe amounts greater than \$100,000 that exceed 25 percent of this item)						
a. Prepaid expenses	2166	N/A				6.a.
b. Repossessed personal property (including vehicles)	1578	N/A				6.b.
c. Derivatives with a positive fair value held for purposes other than trading	C010	N/A				6.c.
d. FDIC loss-sharing indemnification assets	J448	N/A				6.d.
e. Computer software	FT33	N/A				6.e.
f. Accounts receivable	FT34	N/A				6.f.
g. Receivables from foreclosed government-guaranteed mortgage loans	FT35	N/A				6.g.
TEXT						
h. 3549	N/A	3549	N/A			6.h.
i. 3550	N/A	3550	N/A			6.i.
j. 3551	N/A	3551	N/A			6.j.
7. Total (sum of items 1 through 6) (must equal Schedule RC, item 11)				2160	6,824	7.

(1) Institutions that have adopted ASU 2016-13 should report asset amounts in Schedule RC-F net of any applicable allowance for credit losses.

(2) Include accrued interest receivable on loans, leases, debt securities, and other interest-bearing assets.

Exclude accrued interest receivable on interest-bearing assets that is reported elsewhere on the balance sheet.

(3) See discussion of deferred income taxes in Glossary entry on "income taxes."

(4) Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule RC, item 2.b, or as trading assets in Schedule RC, item 5, as appropriate.

(5) Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

Schedule RC-G—Other Liabilities

Dollar Amounts in Thousands				RCON	Amount	
1. a. Interest accrued and unpaid on deposits(1)				3645	1,742	1.a.
b. Other expenses accrued and unpaid (includes accrued income taxes payable)				3646	3,303	1.b.
2. Net deferred tax liabilities(2)				3049	0	2.
3. Allowance for credit losses on off-balance sheet credit exposures(3)				B557	0	3.
<i>Items 4.a through 4.g are to be completed semiannually in the June and December reports only.</i>						
4. All other liabilities						
(itemize and describe amounts greater than \$100,000 that exceed 25 percent of this item)						
				2938	4,498	4.
a. Accounts payable	3066	N/A				4.a.
b. Deferred compensation liabilities	C011	N/A				4.b.
c. Dividends declared but not yet payable	2932	N/A				4.c.
d. Derivatives with a negative fair value held for purposes other than trading	C012	N/A				4.d.
TEXT						
e. 3552	N/A	3552	N/A			4.e.
f. 3553	N/A	3553	N/A			4.f.
g. 3554	N/A	3554	N/A			4.g.
5. Total (sum of items 1 through 4) (must equal Schedule RC, item 20)				2930	9,543	5.

(1) For savings banks, include "dividends" accrued and unpaid on deposits.

(2) See discussion of deferred income taxes in Glossary entry on "income taxes."

(3) Institutions that have adopted ASU 2016-13 should report in item 3 the allowance for credit losses on those off-balance sheet credit exposures that fall within the scope of the standard.

Schedule RC-K—Quarterly Averages (1)

Dollar Amounts in Thousands		RCON	Amount	
Assets				
1. Interest-bearing balances due from depository institutions		3381	104,997	1.
2. U.S. Treasury securities and U.S. Government agency obligations(2) (excluding mortgage-backed securities)		B558	100,978	2.
3. Mortgage-backed securities(2)		B559	61,399	3.
4. All other debt securities(2) and equity securities with readily determinable fair values not held for trading(3)		B560	22,734	4.
5. Federal funds sold and securities purchased under agreements to resell		3365	0	5.
6. Loans:				
a. Total loans		3360	366,834	6.a.
b. Loans secured by real estate:				
(1) Loans secured by 1-4 family residential properties		3465	43,395	6.b.(1)
(2) All other loans secured by real estate		3466	312,093	6.b.(2)
c. Commercial and industrial loans		3387	3,613	6.c.
d. Loans to individuals for household, family, and other personal expenditures:				
(1) Credit cards		B561	0	6.d.(1)
(2) Other (includes revolving credit plans other than credit cards, automobile loans, and other consumer loans)		B562	890	6.d.(2)
7. Not applicable				
8. Lease financing receivables (net of unearned income)		3484	3,772	8.
9. Total assets(4)		3368	660,607	9.
Liabilities				
10. Interest-bearing transaction accounts (interest-bearing demand deposits, NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts)		3485	31,882	10.
11. Nontransaction accounts:				
a. Savings deposits (includes MMDAs)		B563	217,945	11.a.
b. Time deposits of \$250,000 or less		HK16	149,776	11.b.
c. Time deposits of more than \$250,000		HK17	24,423	11.c.
12. Federal funds purchased and securities sold under agreements to repurchase		3353	0	12.
13. To be completed by banks with \$100 million or more in total assets:(5) Other borrowed money (includes mortgage indebtedness)		3355	0	13.

Memorandum

Dollar Amounts in Thousands		RCON	Amount	
<i>Memorandum item 1 is to be completed by:(5)</i> <ul style="list-style-type: none"> • banks with \$300 million or more in total assets, and • banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, Part 1, item 3) exceeding 5 percent of total loans. 				
1. Loans to finance agricultural production and other loans to farmers		3386	0	M.1.

(1) For all items, banks have the option of reporting either (1) an average of DAILY figures for the quarter, or (2) an average of WEEKLY figures (i.e., the Wednesday of each week of the quarter).

(2) Quarterly averages for all debt securities should be based on amortized cost.

(3) For institutions that have adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities, quarterly averages for equity securities with readily determinable fair values should be based on fair value. For institutions that have not adopted ASU 2016-01, quarterly averages for equity securities with readily determinable fair values should be based on historical cost.

(4) The quarterly average for total assets should reflect securities not held for trading as follows:

a) Debt securities at amortized cost. b) For institutions that have adopted ASU 2016-01, equity securities with readily determinable fair values at fair value. For institutions that have not adopted ASU 2016-01, equity securities with readily determinable fair values at the lower of cost or fair value. c) For institutions that have adopted ASU 2016-01, equity investments without readily determinable fair values, their balance sheet carrying values (i.e., fair value or, if elected, cost minus impairment, if any, plus or minus changes resulting from observable price changes). For institutions that have not adopted ASU 2016-01, equity investments without readily determinable fair values at historical cost.

(5) The asset-size tests and the 5 percent of total loans test are based on the total assets and total loans reported on the June 30, 2018, Report of Condition.

Schedule RC-L—Off-Balance Sheet Items

Please read carefully the instructions for the preparation of Schedule RC-L. Some of the amounts reported in Schedule RC-L are regarded as volume indicators and not necessarily as measures of risk.

Dollar Amounts in Thousands				RC	Amount	
1. Unused commitments:						
a. Revolving, open-end lines secured by 1-4 family residential properties, e.g., home equity lines _____				3814	627	1.a.
b. Credit card lines _____				3815	0	1.b.
c. Commitments to fund commercial real estate, construction, and land development loans:						
(1) Secured by real estate:						
(a) 1-4 family residential construction loan commitments _____				F164	0	1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments _____				F165	37,641	1.c.(1)(b)
(2) NOT secured by real estate _____				6550	0	1.c.(2)
d. Not applicable						
e. Other unused commitments:						
(1) Commercial and industrial loans _____				J457	1,702	1.e.(1)
(2) Loans to financial institutions _____				J458	0	1.e.(2)
(3) All other unused commitments _____				J459	607	1.e.(3)
2. Financial standby letters of credit _____				3819	151	2.
3. Performance standby letters of credit _____				3821	0	3.
4. Commercial and similar letters of credit _____				3411	0	4.
5. Not applicable						
6. Securities lent and borrowed:						
a. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank) _____				3433	0	6.a.
b. Securities borrowed _____				3432	0	6.b.
7. and 8. Not applicable						
<i>Items 9.c through 9.f and 10.b through 10.e are to be completed semiannually in the June and December reports only.</i>						
9. All other off-balance-sheet liabilities (exclude derivatives) (itemize and describe each component of this item over 25 percent of Schedule RC, item 27.a, "Total bank equity capital") _____				3430	0	9.
a. and b. Not applicable						
c. Standby letters of credit issued by another party (e.g., a Federal Home Loan Bank) on the bank's behalf _____				C978	N/A	9.c.
TEXT						
d.	3555	N/A		3555	N/A	9.d.
e.	3556	N/A		3556	N/A	9.e.
f.	3557	N/A		3557	N/A	9.f.
10. All other off-balance sheet assets (exclude derivatives) (itemize and describe each component of this item over 25 percent of Schedule RC, item 27.a, "Total bank equity capital") _____				5591	0	10.
a. Not applicable						
TEXT						
b.	5592	N/A		5592	N/A	10.b.
c.	5593	N/A		5593	N/A	10.c.
d.	5594	N/A		5594	N/A	10.d.
e.	5595	N/A		5595	N/A	10.e.
<i>Items 11.a and 11.b are to be completed semiannually in the June and December reports only.</i>						
11. Year-to-date merchant credit card sales volume:						
a. Sales for which the reporting bank is the acquiring bank _____				C223	N/A	11.a.
b. Sales for which the reporting bank is the agent bank with risk _____				C224	N/A	11.b.

Schedule RC-M—Memoranda

Dollar Amounts in Thousands		RCON	Amount	
1. Extensions of credit by the reporting bank to its executive officers, directors, principal shareholders, and their related interests as of the report date:				
a. Aggregate amount of all extensions of credit to all executive officers, directors, principal shareholders, and their related interests		6164	0	1.a.
b. Number of executive officers, directors, and principal shareholders to whom the amount of all extensions of credit by the reporting bank (including extensions of credit to related interests) equals or exceeds the lesser of \$500,000 or 5 percent of total capital as defined for this purpose in agency regulations	6165	0		1.b.
2. Intangible assets:				
a. Mortgage servicing assets		3164	160	2.a.
(1) Estimated fair value of mortgage servicing assets	A590	160		2.a.(1)
b. Goodwill		3163	0	2.b.
c. All other intangible assets		JF76	0	2.c.
d. Total (sum of items 2.a, 2.b, and 2.c) (must equal Schedule RC, item 10)		2143	160	2.d.
3. Other real estate owned:				
a. Construction, land development, and other land		5508	0	3.a.
b. Farmland		5509	0	3.b.
c. 1-4 family residential properties		5510	0	3.c.
d. Multifamily (5 or more) residential properties		5511	0	3.d.
e. Nonfarm nonresidential properties		5512	0	3.e.
f. Total (sum of items 3.a through 3.e) (must equal Schedule RC, item 7)		2150	0	3.f.
4. Cost of equity securities with readily determinable fair values not held for trading (the fair value of which is reported in schedule RC, item 2.c)(1)		JA29		4.
5. Other borrowed money:				
a. Federal Home Loan Bank advances:				
(1) Advances with a remaining maturity or next repricing date of:(2)				
(a) One year or less		F055	0	5.a.(1)(a)
(b) Over one year through three years		F056	0	5.a.(1)(b)
(c) Over three years through five years		F057	0	5.a.(1)(c)
(d) Over five years		F058	0	5.a.(1)(d)
(2) Advances with a REMAINING MATURITY of one year or less (included in item 5.a.(1)(a) above)(3)		2651	0	5.a.(2)
(3) Structured advances (included in items 5.a.(1)(a)-(d) above)		F059	0	5.a.(3)
b. Other borrowings:				
(1) Other borrowings with a remaining maturity or next repricing date of:(4)				
(a) One year or less		F060	0	5.b.(1)(a)
(b) Over one year through three years		F061	0	5.b.(1)(b)
(c) Over three years through five years		F062	0	5.b.(1)(c)
(d) Over five years		F063	0	5.b.(1)(d)
(2) Other borrowings with a REMAINING MATURITY of one year or less (included in item 5.b.(1)(a) above)(5)		B571	0	5.b.(2)
c. Total (sum of items 5.a.(1)(a)-(d) and items 5.b.(1)(a)-(d)) (must equal Schedule RC, item 16)		3190	0	5.c.

- (1) Item 4 is to be completed only by insured state banks that have adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities, and have been approved by the FDIC to hold grandfathered equity investments. See instructions for further detail on ASU 2016-01.
- (2) Report fixed-rate advances by remaining maturity and floating-rate advances by next repricing date.
- (3) Report both fixed- and floating-rate advances by remaining maturity. Exclude floating-rate advances with a next repricing date of one year or less that have a remaining maturity of over one year.
- (4) Report fixed-rate other borrowings by remaining maturity and floating-rate other borrowings by next repricing date.
- (5) Report both fixed- and floating-rate other borrowings by remaining maturity. Exclude floating-rate other borrowings with a next repricing date of one year or less that have a remaining maturity of over one year.

Schedule RC-M—Continued

Items 6 and 7 are to be completed annually in the December report only.

	Dollar Amounts in Thousands	RCON	YES / NO	
6. Does the reporting bank sell private label or third-party mutual funds and annuities?		B569	N/A	6.
7. Assets under the reporting bank's management in proprietary mutual funds and annuities		RCON	Amount	7.
		B570	N/A	

Items 8.a, 8.b, and 8.c are to be completed semiannually in the June and December reports only.

8. Internet website addresses and physical office trade names:

a. Uniform Resource Locator (URL) of the reporting institution's primary Internet website (home page), if any (Example: www.examplebank.com)

TEXT 4087	http://www.berkbank.com	8.a.
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b. URLs of all other public-facing Internet websites that the reporting institution uses to accept or solicit deposits from the public, if any (Example: www.examplebank.biz):(1)

(1)	TE01 N528	N/A	8.b.(1)
(2)	TE02 N528	N/A	8.b.(2)
(3)	TE03 N528	N/A	8.b.(3)
(4)	TE04 N528	N/A	8.b.(4)
(5)	TE05 N528	N/A	8.b.(5)
(6)	TE06 N528	N/A	8.b.(6)
(7)	TE07 N528	N/A	8.b.(7)
(8)	TE08 N528	N/A	8.b.(8)
(9)	TE09 N528	N/A	8.b.(9)
(10)	TE10 N528	N/A	8.b.(10)

c. Trade names other than the reporting institution's legal title used to identify one or more of the institution's physical offices at which deposits are accepted or solicited from the public, if any:

(1)	TE01 N529	N/A	8.c.(1)
(2)	TE02 N529	N/A	8.c.(2)
(3)	TE03 N529	N/A	8.c.(3)
(4)	TE04 N529	N/A	8.c.(4)
(5)	TE05 N529	N/A	8.c.(5)
(6)	TE06 N529	N/A	8.c.(6)

Items 9, 11, 12, 14.a, and 14.b are to be completed annually in the December report only.

9. Do any of the bank's Internet websites have transactional capability, i.e., allow the bank's customers to execute transactions on their accounts through the website?	RCON	YES / NO	9.
	4088	N/A	
10. Secured liabilities:	RCON	Amount	
a. Amount of "Federal funds purchased" that are secured (included in Schedule RC, item 14.a)	F064	0	10.a.
b. Amount of "Other borrowings" that are secured (included in Schedule RC-M, items 5.b.(1)(a)-(d))	F065	0	10.b.
11. Does the bank act as trustee or custodian for Individual Retirement Accounts, Health Savings Accounts, and other similar accounts?	RCON	YES / NO	11.
	G463	N/A	
12. Does the bank provide custody, safekeeping, or other services involving the acceptance of orders for the sale or purchase of securities?	G464	N/A	12.
13. Not applicable			
14. Captive insurance and reinsurance subsidiaries:	RCON	Amount	
a. Total assets of captive insurance subsidiaries(2)	K193	N/A	14.a.
b. Total assets of captive reinsurance subsidiaries(2)	K194	N/A	14.b.

(1) Report only highest level URLs (for example, report www.examplebank.biz, but do not also report www.examplebank.biz/checking).

Report each top level domain name used (for example, report both www.examplebank.biz and www.examplebank.net).

(2) Report total assets before eliminating intercompany transactions between the consolidated insurance or reinsurance subsidiary and other offices or consolidated subsidiaries of the reporting bank.

Schedule RC-M—Continued

Item 15 is to be completed by institutions that are required or have elected to be treated as a Qualified Thrift Lender.

15. Qualified Thrift Lender (QTL) test:

- a. Does the institution use the Home Owners' Loan Act (HOLA) QTL test or the Internal Revenue

Service Domestic Building and Loan Association (IRS DBLA) test to determine its QTL

compliance? (for the HOLA QTL test, enter 1; for the IRS DBLA test, enter 2)

RCON	Number
L133	N/A
	YES / NO
L135	N/A

15.a.

- b. Has the institution been in compliance with the HOLA QTL test as of each month end during the quarter or the IRS DBLA test for its most recent taxable year, as applicable?

15.b.

Item 16.a and, if appropriate, items 16.c and 16.d are to be completed semiannually in the June and December reports only. Item 16.b is to be completed annually in the June report only.

16. International remittance transfers offered to consumers:(1)

- (a) As of the report date, did your institution offer to consumers in any state any of the following mechanisms for sending international remittance transfers?

(1) International wire transfers

(2) International ACH transactions

(3) Other proprietary services operated by your institution

(4) Other proprietary services operated by another party

RCON	YES / NO
N517	N/A
N518	N/A
N519	N/A
N520	N/A

16.a.(1)

16.a.(2)

16.a.(3)

16.a.(4)

- b. Did your institution provide more than 100 international remittance transfers in the previous calendar year or does your institution estimate that it will provide more than 100 international remittance transfers in the current calendar year?

N521	N/A
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16.b.

Items 16.c and 16.d are to be completed by institutions that answered "Yes" to item 16.b in the current report or, if item 16.b is not required to be completed in the current report, in the most recent prior report in which item 16.b was required to be completed.

- c. Indicate which of the mechanisms described in items 16.a.(1), (2), and (3) above is the mechanism that your institution estimates accounted for the largest number of international remittance transfers your institution provided during the two calendar quarters ending on the report date. (For international wire transfers, enter 1; for international ACH transactions, enter 2; for other proprietary services operated by your institution, enter 3. If your institution did not provide any international remittance transfers using the mechanisms described in items 16.a.(1), (2), and (3) above during the two calendar quarters ending on the report date, enter 0.)

RCON	Number
N522	N/A

16.c.

- d. Estimated number and dollar value of international remittance transfers provided by your institution during the two calendar quarters ending on the report date:

(1) Estimated number of international remittance transfers

N523	N/A
------	-----

16.d.(1)

(2) Estimated dollar value of international remittance transfers

	Amount
N524	N/A

16.d.(2)

(3) Estimated number of international remittance transfers for which your institution applied the temporary exception

	Number
N527	N/A

16.d.(3)

(1) Report information about international electronic transfers of funds offered to consumers in the United States that:

(a) are "remittance transfers" as defined by subpart B of Regulation E (12 CFR § 1005.30(e)), or

(b) would qualify as "remittance transfers" under subpart B of Regulation E (12 CFR § 1005.30(e)) but are excluded from that definition only because the provider is not providing those transfers in the normal course of its business. See 12 CFR § 1005.30(f).

For purposes of this item 16, such transfers are referred to as international remittance transfers.

Exclude transfers sent by your institution as a correspondent bank for other providers. With the exception of item 16.a.(4), report information only about transfers for which the reporting institution is the provider. For item 16.a.(4), report information about transfers for which another party is the provider, and the reporting institution is an agent or a similar type of business partner interacting with the consumers sending the international remittance transfers

Schedule RC-N—Past Due and Nonaccrual Loans, Leases, and Other Assets

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	RCON	Amount	RCON	Amount	RCON	Amount	
1. Loans secured by real estate:							
a. Construction, land development, and other land loans:							
(1) 1-4 family residential construction loans	F172	0	F174	0	F176	0	1.a.(1)
(2) Other construction loans and all land development and other land loans	F173	0	F175	0	F177	0	1.a.(2)
b. Secured by farmland	3493	0	3494	0	3495	0	1.b
c. Secured by 1-4 family residential properties:							
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5398	0	5399	0	5400	0	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:							
(a) Secured by first liens	C236	0	C237	0	C229	63	1.c.(2)(a)
(b) Secured by junior liens	C238	0	C239	0	C230	0	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties	3499	0	3500	0	3501	0	1.d.
e. Secured by nonfarm nonresidential properties:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties	F178	0	F180	0	F182	0	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	F179	0	F181	0	F183	0	1.e.(2)
2. Loans to depository institutions and acceptances of other banks	B834	0	B835	0	B836	0	2
3. Not applicable							
4. Commercial and industrial loans	1606	798	1607	6	1608	0	4.
5. Loans to individuals for household, family, and other personal expenditures:							
a. Credit cards	B575	0	B576	0	B577	0	5.a.
b. Automobile loans	K213	0	K214	0	K215	0	5.b.
c. Other (includes revolving credit plans other than credit cards and other consumer loans)	K216	0	K217	0	K218	0	5.c.
6. Not applicable							
7. All other loans(1)	5459	0	5460	0	5461	0	7.
8. Lease financing receivables	1226	0	1227	0	1228	0	8.
9. Total loans and leases (sum of items 1 through 8)	1406	798	1407	6	1403	63	9.
10. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505	0	3506	0	3507	0	10.

(1) Includes past due and nonaccrual "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," and "Loans to nondepository financial institutions and other loans."

Schedule RC-N—Continued

Amounts reported by loan and lease category in Schedule RC-N, items 1 through 8, include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in item 11 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	RCON	Amount	RCON	Amount	RCON	Amount	
11. Loans and leases reported in items 1 through 8 above that are wholly or partially guaranteed by the U.S. Government, excluding loans and leases covered by loss-sharing agreements with the FDIC	K036	0	K037	0	K038	0	11.
a. Guaranteed portion of loans and leases included in item 11 above, excluding rebooked "GNMA loans"	K039	0	K040	0	K041	0	11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above	K042	0	K043	0	K044	0	11.b.

Memoranda

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	RCON	Amount	RCON	Amount	RCON	Amount	
<i>Memorandum items 1.a.(1) through 1.f.(5) are to be completed semiannually in the June and December reports only. Memorandum item 1.g is to be completed quarterly.</i>							
1. Loans restructured in troubled debt restructurings included in Schedule RC-N, items 1 through 7, above (and not reported in Schedule RC-C, Part I, Memorandum item 1):							
a. Construction, land development, and other land loans:							
(1) 1-4 family residential construction loans	K105	N/A	K106	N/A	K107	N/A	M.1.a.(1)
(2) Other construction loans and all land development and other land loans	K108	N/A	K109	N/A	K110	N/A	M.1.a.(2)
b. Loans secured by 1-4 family residential properties	F661	N/A	F662	N/A	F663	N/A	M.1.b.
c. Secured by multifamily (5 or more) residential properties	K111	N/A	K112	N/A	K113	N/A	M.1.c.
d. Secured by nonfarm nonresidential properties:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K114	N/A	K115	N/A	K116	N/A	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties	K117	N/A	K118	N/A	K119	N/A	M.1.d.(2)
e. Commercial and industrial loans	K257	N/A	K258	N/A	K259	N/A	M.1.e.

Schedule RC-N—Continued

Memoranda—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	RCN	Amount	RCN	Amount	RCN	Amount	
1.f. All other loans (include loans to individuals for household, family, and other personal expenditures)	K126	N/A	K127	N/A	K128	N/A	M.1.f.
<i>Itemize loan categories included in Memorandum item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are past due 30 days or more or in nonaccrual status (sum of Memorandum items 1.a through 1.f, columns A through C):</i>							
(1) Loans secured by farmland	K130	N/A	K131	N/A	K132	N/A	M.1.f.(1)
(2) and (3) Not applicable							
(4) Loans to individuals for household, family, and other personal expenditures:							
(a) Credit cards	K274	N/A	K275	N/A	K276	N/A	M.1.f.(4)(a)
(b) Automobile loans	K277	N/A	K278	N/A	K279	N/A	M.1.f.(4)(b)
(c) Other (includes revolving credit plans other than credit cards and other consumer loans)	K280	N/A	K281	N/A	K282	N/A	M.1.f.(4)(c)
<i>Memorandum item 1.f.(5) is to be completed by:</i> (1)							
• Banks with \$300 million or more in total assets							
• Banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding 5 percent of total loans							
(5) Loans to finance agricultural production and other loans to farmers	K138	N/A	K139	N/A	K140	N/A	M.1.f.(5)
1.g. Total loans restructured in troubled debt restructurings included in Schedule RC-N, items 1 through 7, above (sum of Memorandum items 1.a.(1) through 1.f)(2)	HK26	554	HK27	0	HK28	0	M.1.g.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-N, items 4 and 7, above	6558	0	6559	0	6560	0	M.2.
3. Not applicable							

(1) The \$300 million asset-size test and the 5 percent of total loans test are based on the total assets and total loans reported on the June 30, 2018, Report of Condition.

(2) Exclude amounts reported in Memorandum items 1.f.(1) through 1.f.(5) when calculating the total in Memorandum item 1.g.

Schedule RC-N—Continued

Memoranda—Continued

	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
Dollar Amounts in Thousands	RCON	Amount	RCON	Amount	RCON	Amount	
Memorandum item 4 is to be completed by:(1) • banks with \$300 million or more in total assets • banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, Part I, item 3) exceeding 5 percent of total loans:							
4. Loans to finance agricultural production and other loans to farmers (included in Schedule RC-N, item 7, above)	1594	0	1597	0	1583	0	M.4.
Memorandum item 5 is to be completed semi- annually in the June and December reports only.							
5. Loans and leases held for sale (included in Schedule RC-N, items 1 through 8, above)	C240	N/A	C241	N/A	C226	N/A	M.5.
6. Not applicable							
Memorandum items 7, 8, 9.a, and 9.b are to be completed semiannually in the June and December reports only.							
7. Additions to nonaccrual assets during the previous six months	RCON	Amount					M.7.
	C410	N/A					
8. Nonaccrual assets sold during the previous six months	C411	N/A					M.8.

	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
Dollar Amounts in Thousands	RCON	Amount	RCON	Amount	RCON	Amount	
9. Purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3):(2)							
a. Outstanding balance	L183	N/A	L184	N/A	L185	N/A	M.9.a.
b. Amount included in Schedule RC-N, items 1 through 7, above	L186	N/A	L187	N/A	L188	N/A	M.9.b.

(1) The \$300 million asset-size test and the 5 percent of total loans test are based on the total assets and total loans reported on the June 30, 2018, Report of Condition.

(2) Memorandum items 9.a and 9.b should be completed only by institutions that have not yet adopted ASU 2016-13.

Schedule RC-O—Other Data for Deposit Insurance Assessments

All FDIC-insured depository institutions must complete Schedule RC-O each quarter on an "unconsolidated single FDIC certificate number basis," unless otherwise indicated (see instructions).

Dollar Amounts in Thousands		RCON	Amount	
1. Total deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations _____		F236	514,204	1.
2. Total allowable exclusions, including interest accrued and unpaid on allowable exclusions _____		F237	0	2.
3. Not applicable				
4. Average consolidated total assets for the calendar quarter _____		K652	660,607	4.
a. Averaging method used _____		Number		
(for daily averaging, enter 1, for weekly averaging, enter 2) _____		K653	1	4.a.
		Amount		
5. Average tangible equity for the calendar quarter(1) _____		K654	120,473	5.
6. Holdings of long-term unsecured debt issued by other FDIC-insured depository institutions _____		K655	0	6.
7. Unsecured "Other borrowings" with a remaining maturity of (sum of items 7.a through 7.d must be less than or equal to Schedule RC-M, items 5.b.(1)(a)-(d) minus item 10.b):				
a. One year or less _____		G465	0	7.a.
b. Over one year through three years _____		G466	0	7.b.
c. Over three years through five years _____		G467	0	7.c.
d. Over five years _____		G468	0	7.d.
8. Subordinated notes and debentures with a remaining maturity of (sum of items 8.a. through 8.d. must equal Schedule RC, item 19):				
a. One year or less _____		G469	0	8.a.
b. Over one year through three years _____		G470	0	8.b.
c. Over three years through five years _____		G471	0	8.c.
d. Over five years _____		G472	0	8.d.
9. Brokered reciprocal deposits (included in Schedule RC-E, Memorandum item 1.b) _____		G803	0	9.
Item 9.a is to be completed on a fully consolidated basis by all institutions that own another insured depository institution.				
a. Fully consolidated brokered reciprocal deposits _____		L190	N/A	9.a.
10. Banker's bank certification:				
Does the reporting institution meet both the statutory definition of a banker's bank and the business conduct test set forth in FDIC regulations? _____		K656	NO	10.
If the answer to item 10 is "YES," complete items 10.a and 10.b.		Amount		
a. Banker's bank deduction _____		K657	N/A	10.a.
b. Banker's bank deduction limit _____		K658	N/A	10.b.
11. Custodial bank certification:				
Does the reporting institution meet the definition of a custodial bank set forth in FDIC regulations? _____		K659	NO	11.
If the answer to item 11 is "YES," complete items 11.a and 11.b.(2)		Amount		
a. Custodial bank deduction _____		K660	N/A	11.a.
b. Custodial bank deduction limit _____		K661	N/A	11.b.

(1) See instructions for averaging methods. For deposit insurance assessment purposes, tangible equity is defined as Tier 1 capital as set forth in the banking agencies' regulatory capital standards and reported in Schedule RC-R, Part I, item 26, except as described in the instructions.

(2) If the amount reported in item 11.b is zero, item 11.a may be left blank.

Schedule RC-O—Continued

Memoranda

Dollar Amounts in Thousands		RCON	Amount	
1. Total deposit liabilities of the bank, including related interest accrued and unpaid, less allowable exclusions, including related interest accrued and unpaid (sum of Memorandum items 1.a.(1), 1.b.(1), 1.c.(1), and 1.d.(1) must equal Schedule RC-O, item 1 less item 2):				
a. Deposit accounts (excluding retirement accounts) of \$250,000 or less:(1)				
(1) Amount of deposit accounts (excluding retirement accounts) of \$250,000 or less		F049	267,689	M.1.a.(1)
(2) Number of deposit accounts (excluding retirement accounts) of \$250,000 or less		F050	8,724	M.1.a.(2)
b. Deposit accounts (excluding retirement accounts) of more than \$250,000:(1)				
(1) Amount of deposit accounts (excluding retirement accounts) of more than \$250,000		F051	231,992	M.1.b.(1)
(2) Number of deposit accounts (excluding retirement accounts) of more than \$250,000		F052	251	M.1.b.(2)
c. Retirement deposit accounts of \$250,000 or less:(1)				
(1) Amount of retirement deposit accounts of \$250,000 or less		F045	14,270	M.1.c.(1)
(2) Number of retirement deposit accounts of \$250,000 or less		F046	565	M.1.c.(2)
d. Retirement deposit accounts of more than \$250,000:(1)				
(1) Amount of retirement deposit accounts of more than \$250,000		F047	253	M.1.d.(1)
(2) Number of retirement deposit accounts of more than \$250,000		F048	1	M.1.d.(2)
Memorandum item 2 is to be completed by banks with \$1 billion or more in total assets.(2)				
2. Estimated amount of uninsured deposits including related interest accrued and unpaid (see instructions)(3)		5597	N/A	M.2
3. Has the reporting institution been consolidated with a parent bank or savings association in that parent bank's or parent savings association's Call Report? If so, report the legal title and FDIC Certificate Number of the parent bank or parent savings association:				
TEXT		RCON	FDIC Cert No.	
A545		A545	0	M.3.

(1) The dollar amounts used as the basis for reporting in Memorandum items 1.a through 1.d reflect the deposit insurance limits in effect on the report date.

(2) The \$1 billion asset-size test is based on the total assets reported on the June 30, 2018, Report of Condition.

(3) Uninsured deposits should be estimated based on the deposit insurance limits set forth in Memorandum items 1.a through 1.d.

Schedule RC-R—Regulatory Capital

Part I. Regulatory Capital Components and Ratios

Part I is to be completed on a consolidated basis.

Dollar Amounts in Thousands		RCOA	Amount	
Common Equity Tier 1 Capital				
1. Common stock plus related surplus, net of treasury stock and unearned employee stock ownership plan (ESOP) shares		P742	97,657	1.
2. Retained earnings(1)		KW00	23,529	2.
a. To be completed only by institutions that have adopted ASU 2016-13:				
Does your institution have a CECL transition election in effect as of the quarter-end report date? (enter "1" for Yes ; enter "0" for No.)		0=No	RCOA	
		1=Yes	JJ29	N/A
			RCOA	
3. Accumulated other comprehensive income (AOCI)		B530	-309	3.
		0=No	RCOA	
a. AOCI opt-out election (enter "1" for Yes; enter "0" for No.)		1=Yes	P838	1
			RCOA	Amount
4. Common equity tier 1 minority interest includable in common equity tier 1 capital		P839	0	4.
5. Common equity tier 1 capital before adjustments and deductions (sum of items 1 through 4)		P840	120,877	5.
Common Equity Tier 1 Capital: Adjustments and Deductions				
6. LESS: Goodwill net of associated deferred tax liabilities (DTLs)		P841	0	6.
7. LESS: Intangible assets (other than goodwill and mortgage servicing assets (MSAs)), net of associated DTLs		P842	0	7.
8. LESS: Deferred tax assets (DTAs) that arise from net operating loss and tax credit carryforwards, net of any related valuation allowances and net of DTLs		P843	216	8.
9. AOCI-related adjustments (if entered "1" for Yes in item 3.a, complete only items 9.a through 9.e; if entered "0" for No in item 3.a, complete only item 9.f):				
a. LESS: Net unrealized gains (losses) on available-for-sale securities (if a gain, report as a positive value; if a loss, report as a negative value)(2)		P844	-59	9.a.
b. LESS: Net unrealized loss on available-for-sale preferred stock classified as an equity security under GAAP and available-for-sale equity exposures (report loss as a positive value)(3)		P845	7	9.b.
c. LESS: Accumulated net gains (losses) on cash flow hedges (if a gain, report as a positive value; if a loss, report as a negative value)		P846	0	9.c.
d. LESS: Amounts recorded in AOCI attributed to defined benefit postretirement plans resulting from the initial and subsequent application of the relevant GAAP standards that pertain to such plans (if a gain, report as a positive value; if a loss, report as a negative value)		P847	-250	9.d.
e. LESS: Net unrealized gains (losses) on held-to-maturity securities that are included in AOCI (if a gain, report as a positive value; if a loss, report as a negative value)		P848	0	9.e.
f. To be completed only by institutions that entered "0" for No in item 3.a:				
LESS: Accumulated net gain (loss) on cash flow hedges included in AOCI, net of applicable income taxes, that relates to the hedging of items that are not recognized at fair value on the balance sheet (if a gain, report as a positive value; if a loss, report as a negative value)		P849	N/A	9.f.

(1) Institutions that have adopted ASU 2016-13 and have elected to apply the CECL transition provision should include the applicable portion of the CECL transitional amount in this item.

(2) Institutions that entered "1" for Yes in item 3.a and have adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities, should report net unrealized gains (losses) on available-for-sale debt securities in item 9.a. Institutions that entered "1" for Yes in item 3.a and have not adopted ASU 2016-01 should report net unrealized gains (losses) on available-for-sale debt and equity securities in item 9.a.

(3) Item 9.b is to be completed only by institutions that entered "1" for Yes in item 3.a and have not adopted ASU 2016-01. See instructions for further detail on ASU 2016-01.

Schedule RC-R—Continued**Part I — Continued**

Dollar Amounts in Thousands		RCOA	Amount	
10. Other deductions from (additions to) common equity tier 1 capital before threshold-based deductions:				
a. LESS: Unrealized net gain (loss) related to changes in the fair value of liabilities that are due to changes in own credit risk (if a gain, report as a positive value; if a loss, report as a negative value)	Q258		0	10.a.
b. LESS: All other deductions from (additions to) common equity tier 1 capital before threshold-based deductions	P850		0	10.b.
11. LESS: Non-significant investments in the capital of unconsolidated financial institutions in the form of common stock that exceed the 10 percent threshold for non-significant investments	P851		0	11.
12. Subtotal (item 5 minus items 6 through 11)	P852		120,963	12.
13. LESS: Significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold	P853		0	13.
14. LESS: MSAs, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold	P854		0	14.
15. LESS: DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold	P855		0	15.
16. LESS: Amount of significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs; MSAs, net of associated DTLs; and DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs; that exceeds the 15 percent common equity tier 1 capital deduction threshold	P856		0	16.
17. LESS: Deductions applied to common equity tier 1 capital due to insufficient amounts of additional tier 1 capital and tier 2 capital to cover deductions	P857		0	17.
18. Total adjustments and deductions for common equity tier 1 capital (sum of items 13 through 17)	P858		0	18.
19. Common equity tier 1 capital (item 12 minus item 18)	P859		120,963	19.
Additional Tier 1 Capital				
20. Additional tier 1 capital instruments plus related surplus	P860		0	20.
21. Non-qualifying capital instruments subject to phase out from additional tier 1 capital	P861		0	21.
22. Tier 1 minority interest not included in common equity tier 1 capital	P862		0	22.
23. Additional tier 1 capital before deductions (sum of items 20, 21, and 22)	P863		0	23.
24. LESS: Additional tier 1 capital deductions	P864		0	24.
25. Additional tier 1 capital (greater of item 23 minus item 24, or zero)	P865		0	25.
Tier 1 Capital				
26. Tier 1 capital (sum of items 19 and 25)	8274		120,963	26.

Schedule RC-R—Continued**Part I — Continued**

Dollar Amounts in Thousands		RCOA	Amount	
Tier 2 Capital				
27. Tier 2 capital instruments plus related surplus		P866	0	27.
28. Non-qualifying capital instruments subject to phase out from tier 2 capital		P867	0	28.
29. Total capital minority interest that is not included in tier 1 capital		P868	0	29.
30. Allowance for loan and lease losses includable in tier 2 capital(1,2)		5310	5,245	30.
31. Unrealized gains on available-for-sale preferred stock classified as an equity security under GAAP and available-for-sale equity exposures includable in tier 2 capital(3)		Q257	0	31.
32. Tier 2 capital before deductions (sum of items 27 through 31)		P870	5,245	32.
33. LESS: Tier 2 capital deductions		P872	0	33.
34. Tier 2 capital (greater of item 32 minus item 33, or zero)		5311	5,245	34.
Total Capital				
35. Total capital (sum of items 26 and 34)		3792	126,208	35.
Total Assets for the Leverage Ratio				
36. Average total consolidated assets(4)		KW03	660,607	36.
37. LESS: Deductions from common equity tier 1 capital and additional tier 1 capital (sum of items 6, 7, 8, 10.b, 11, 13 through 17, and certain elements of item 24 - See instructions)		P875	216	37.
38. LESS: Other deductions from (additions to) assets for leverage ratio purposes		B596	-250	38.
39. Total assets for the leverage ratio (item 36 minus items 37 and 38)		A224	660,641	39.
Total Risk-Weighted Assets				
40. Total risk-weighted assets (from Schedule RC-R, Part II, item 31)		A223	417,699	40.
Risk-Based Capital Ratios*				
41. Common equity tier 1 capital ratio (item 19 divided by item 40)		P793	28.9594%	41.
42. Tier 1 capital ratio (item 26 divided by item 40)		7206	28.9594%	42.
43. Total capital ratio (item 35 divided by item 40)		7205	30.2151%	43.
Leverage Capital Ratios*				
44. Tier 1 leverage ratio (item 26 divided by item 39)		7204	18.3099%	44.
45. Not applicable				
Capital Buffer*				
46. Institution-specific capital conservation buffer necessary to avoid limitations on distributions and discretionary bonus payments		H311	22.2151%	46.
Institutions must complete items 47 and 48 if the amount in item 46 is less than or equal to the applicable minimum capital conservation buffer:				
47. Eligible retained income		H313	N/A	47.
48. Distributions and discretionary bonus payments during the quarter		H314	N/A	48.

* Report each ratio and buffer as a percentage, rounded to four decimal places, e.g., 12.3456.

(1) Institutions that have adopted ASU 2016-13 should report the amount of adjusted allowances for credit losses (AACL), as defined in the regulatory capital rule, includable in tier 2 capital in item 30.

(2) Institutions that have adopted ASU 2016-13 and have elected to apply the CECL transition provision should subtract the applicable portion of the AACL transitional amount from the AACL, as defined in the regulatory capital rule, before determining the amount of AACL includable in tier 2 capital. See instructions for further detail on the CECL transition provision.

(3) Item 31 is to be completed only by institutions that have not adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities. See instructions for further detail on ASU 2016-01.

(4) Institutions that have adopted ASU 2016-13 and have elected to apply the CECL transition provision should include the applicable portion of the CECL transitional amount in item 36.

Schedule RC-R—Continued

Part II. Risk-Weighted Assets

Institutions are required to assign a 100 percent risk weight to all assets not specifically assigned a risk weight under Subpart D of the federal banking agencies' regulatory capital rules(1) and not deducted from tier 1 or tier 2 capital. Items 1 through 25 (column A through column U, as applicable) are to be completed semiannually in the June and December reports only.

Dollar Amounts in Thousands	(Column A) Totals From Schedule RC		(Column B) Adjustments to Totals Reported in Column A		(Column C)		(Column D)	(Column E)	(Column F)	(Column G)	(Column H)
					Allocation by Risk-Weight Category						
	0%		2%	4%	10%	20%	50%				
Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
Balance Sheet Asset Categories (2)											
1. Cash and balances due from depository institutions_____	RCON D957		RCON S396		RCON D958					RCON D959	RCON S397
	N/A		N/A		N/A					N/A	N/A
2. Securities :											
a. Held-to-maturity securities(3)_____	RCON D961		RCON S399		RCON D962		RCON HJ74	RCON HJ75		RCON D963	RCON D964
	N/A		N/A		N/A		N/A	N/A		N/A	N/A
b. Available-for-sale debt securities and equity securities with readily determinable fair values not held for trading_____											
	RCON JA21		RCON S402		RCON D967		RCON HJ76	RCON HJ77		RCON D968	RCON D969
	N/A		N/A		N/A		N/A	N/A		N/A	N/A
3. Federal funds sold and securities purchased under agreements to resell:											
	RCON D971				RCON D972					RCON D973	RCON S410
a.Federal funds sold_____	N/A				N/A					N/A	N/A
b. Securities purchased under agreements to resell_____	RCON H171		RCON H172								
	N/A		N/A								
4. Loans and leases held for sale:											
a. Residential mortgage exposures	RCON S413		RCON S414		RCON H173					RCON S415	RCON S416
	N/A		N/A		N/A					N/A	N/A
b. High volatility commercial real estate exposures	RCON S419		RCON S420		RCON H174					RCON H175	RCON H176
	N/A		N/A		N/A					N/A	N/A

(1) For national banks and federal savings associations, 12 CFR Part 3; for state member banks, 12 CFR Part 217; and for state nonmember banks and state savings associations 12 CFR Part 324.

(2) All securitization exposures held as on-balance sheet assets of the reporting institution are to be excluded from items 1 through 8 and are to be reported instead in item 9.

(3) Institutions that have adopted ASU 2016-13 and have reported held-to-maturity securities net of allowances for credit losses in item 2.a, column A, should report as a negative number in item 2.a, column B, those allowances for credit losses eligible for inclusion in tier 2 capital, which excludes allowances for credit losses on purchased credit-deteriorated assets.

Schedule RC-R—Continued**Part II — Continued**

Institutions are required to assign a 100 percent risk weight to all assets not specifically assigned a risk weight under Subpart D of the federal banking agencies' regulatory

capital rules(1) and not deducted from tier 1 or tier 2 capital. Items 1 through 25 (column A through column U, as applicable) are to be completed semiannually in the June and December reports only.

		(Column I)	(Column J)	
		Allocation by Risk-Weight Category		
		100%	150%	
Dollar Amounts in Thousands		Amount	Amount	
Balance Sheet Asset Categories(2)				
1. Cash and balances due from depository institutions_____		RCN D960	RCN S398	
		N/A	N/A	1.
2. Securities :				
a. Held-to-maturity securities(3)_____		RCN D965	RCN S400	
		N/A	N/A	2.a.
b. Available-for-sale debt securities and equity securities with readily determinable fair values not held for trading_____		RCN D970	RCN S403	
		N/A	N/A	2.b.
3. Federal funds sold and securities purchased under agreements to resell:				
a. Federal funds sold_____		RCN D974	RCN S411	
		N/A	N/A	3.a.
b. Securities purchased under agreements to resell_____				3.b.
4. Loans and leases held for sale:				
a. Residential mortgage exposures_____		RCN S417		
		N/A		4.a.
b. High volatility commercial real estate exposures_____		RCN H177	RCN S421	
		N/A	N/A	4.b.

(1) For national banks and federal savings associations, 12 CFR Part 3; for state member banks, 12 CFR Part 217; and for state nonmember banks and state savings associations, 12 CFR Part 324.

(2) All securitization exposures held as on-balance sheet assets of the reporting institution are to be excluded from items 1 through 8 and are to be reported instead in item 9.

(3) Institutions that have adopted ASU 2016-13 and have reported held-to-maturity securities net of allowances for credit losses in item 2.a, column A, should report as a negative number in item 2.a, column B, those allowances for credit losses eligible for inclusion in tier 2 capital, which excludes allowances for credit losses on purchased credit-deteriorated assets.

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RC-31**Schedule RC-R—Continued****Part II — Continued**

	(Column K)		(Column L)		(Column M)		(Column N)	(Column O)	(Column P)	(Column Q)	
	Allocation by Risk-Weight Category										
	250%(2)		300%		400%		600%	625%	937.5%	1250%	
Dollar Amounts in Thousands	Amount		Amount		Amount		Amount	Amount	Amount	Amount	
Balance Sheet Asset Categories(continued)											
1. Cash and balances due from depository institutions_____											1.
2. Securities :											
a. Held-to-maturity securities_____											2.a.
b. Available-for-sale debt securities and equity securities with readily determinable fair values not held for trading _____	RCON H270		RCON S405				RCON S406				2.b.
			N/A				N/A				
3. Federal funds sold and securities purchased under agreements to resell:											
a.Federal funds sold _____											3.a.
b. Securities purchased under agreements to resell_____											3.b.
4. Loans and leases held for sale:											
a. Residential mortgage exposures_____											4.a.
b. High volatility commercial real estate exposures											4.b.

(2) Column K-250% risk weight currently is not applicable to institutions that file the FFIEC 051.

Berkshire Bank

Legal Title of Bank

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RC-31a**Schedule RC-R—Continued****Part II — Continued**

		(Column R)	(Column S)	
		Application of Other Risk-Weighting Approaches(1)		
		Exposure Amount	Risk-Weighted Asset Amount	
Dollar Amounts in Thousands		Amount	Amount	
Balance Sheet Asset Categories(continued)				
1. Cash and balances due from depository institutions_____				1.
2. Securities:				
a. Held-to-maturity securities_____				2.a.
b. Available-for-sale debt securities and equity securities with readily determinable fair values not held for trading_____		RCON H271	RCON H272	
		N/A	N/A	2.b.
3. Federal funds sold and securities purchased under agreements to resell:				
a. Federal funds sold_____				3.a.
b. Securities purchased under agreements to resell_____				3.b.
4. Loans and leases held for sale:				
a. Residential mortgage exposures_____				
b. High volatility commercial real estate exposures_____		RCON H273	RCON H274	4.a.
		N/A	N/A	
		RCON H275	RCON H276	4.b.
		N/A	N/A	

(1) Includes, for example, investments in mutual funds/investment funds, exposures collateralized by securitization exposures or mutual funds, separate account bank-owned life insurance, and default fund contributions to central counterparties

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Schedule RC-R—Continued

Part II — Continued

Dollar Amounts in Thousands	(Column A) Totals from Schedule RC	(Column B) Adjustments to Totals Reported in Column A	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)
	Allocation by Risk-Weight Category							
	0%	2%	4%	10%	20%	50%		
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
4. Loans and leases held for sale (continued):								
c. Exposures past due 90 days or more or on nonaccrual(1)	RCON S423 N/A	RCON S424 N/A	RCON S425 N/A	RCON HJ78 N/A	RCON HJ79 N/A		RCON S426 N/A	RCON S427 N/A
d. All other exposures	RCON S431 N/A	RCON S432 N/A	RCON S433 N/A	RCON HJ80 N/A	RCON HJ81 N/A		RCON S434 N/A	RCON S435 N/A
5. Loans and leases held for investment:(2)								
a. Residential mortgage exposures	RCON S439 N/A	RCON S440 N/A	RCON H178 N/A				RCON S441 N/A	RCON S442 N/A
b. High volatility commercial real estate exposures	RCON S445 N/A	RCON S446 N/A	RCON H179 N/A				RCON H180 N/A	RCON H181 N/A
c. Exposures past due 90 days or more or on nonaccrual(3)	RCON S449 N/A	RCON S450 N/A	RCON S451 N/A	RCON HJ82 N/A	RCON HJ83 N/A		RCON S452 N/A	RCON S453 N/A
d. All other exposures	RCON S457 N/A	RCON S458 N/A	RCON S459 N/A	RCON HJ84 N/A	RCON HJ85 N/A		RCON S460 N/A	RCON S461 N/A
6. LESS: Allowance for loan and lease losses(4)	RCON 3123 N/A	RCON 3123 N/A						

(1) For loans and leases held for sale, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

(2) Institutions that have adopted ASU 2016-13 should report as a positive number in column B of items 5.a through 5.d, as appropriate, any allowances for credit losses on purchased credit-deteriorated assets reported in column A of items 5.a through 5.d, as appropriate.

(3) For loans and leases held for investment, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

(4) Institutions that have adopted ASU 2016-13 should report the allowance for credit losses on loans and leases in item 6, columns A and B.

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Schedule RC-R—Continued**Part II — Continued**

Dollar Amounts in Thousands	(Column I)	(Column J)	
	Allocation by Risk-Weight Category		
	100%	150%	
	Amount	Amount	
4. Loans and leases held for sale (continued):			
c. Exposures past due 90 days or more or on nonaccrual(1)	RCON S428	RCON S429	4.c.
	N/A	N/A	
d. All other exposures	RCON S436	RCON S437	4.d.
	N/A	N/A	
5. Loans and leases held for investment:(2)			
a. Residential mortgage exposures	RCON S443		5.a.
	N/A		
b. High volatility commercial real estate exposures	RCON H182	RCON S447	5.b.
	N/A	N/A	
c. Exposures past due 90 days or more or on nonaccrual(3)	RCON S454	RCON S455	5.c.
	N/A	N/A	
d. All other exposures	RCON S462	RCON S463	5.d.
	N/A	N/A	
6. LESS: Allowance for loan and lease losses(4)			6.

(1) For loans and leases held for sale, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

(2) Institutions that have adopted ASU 2016-13 should report as a positive number in column B of items 5.a through 5.d, as appropriate, any allowances for credit losses on purchased credit-deteriorated assets reported in column A of items 5.a through 5.d, as appropriate.

(3) For loans and leases held for investment, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

(4) Institutions that have adopted ASU 2016-13 should report the allowance for credit losses on loans and leases in item 6, columns A and B.

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Schedule RC-R—Continued**Part II — Continued**

	(Column K)		(Column L)		(Column M)		(Column N)	(Column O)	(Column P)	(Column Q)
	Allocation by Risk-Weight Category									
	250%(2)		300%		400%		600%	625%	937.5%	1250%
Dollar Amounts in Thousands	Amount		Amount		Amount		Amount	Amount	Amount	Amount
4. Loans and leases held for sale (continued):										
c. Exposures past due 90 days or more or on nonaccrual(3)_____										
d. All other exposures_____										
5. Loans and leases held for investment:										
a. Residential mortgage exposures_____										
b. High volatility commercial real estate exposures_____										
c. Exposures past due 90 days or more or on nonaccrual(4)_____										
d. All other exposures_____										
6. LESS: Allowance for loan and lease losses_____										

4.c.

4.d.

5.a.

5.b.

5.c.

5.d.

6.

(2) Column K-250% risk weight currently is not applicable to institutions that file the FFIEC 051.

(3) For loans and leases held for sale, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

(4) For loans and leases held for investment, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

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Schedule RC-R—Continued**Part II — Continued**

		(Column R)	(Column S)	
		Application of Other Risk-Weighting Approaches(1)		
		Exposure Amount	Risk-Weighted Asset Amount	
Dollar Amounts in Thousands		Amount	Amount	
4. Loans and leases held for sale (continued):				
c. Exposures past due 90 days or more or on nonaccrual(3)		RCN H277	RCN H278	4.c.
		N/A	N/A	
d. All other exposures		RCN H279	RCN H280	4.d.
		N/A	N/A	
5. Loans and leases held for investment:				
a. Residential mortgage exposures		RCN H281	RCN H282	5.a.
		N/A	N/A	
b. High volatility commercial real estate exposures		RCN H283	RCN H284	5.b.
		N/A	N/A	
c. Exposures past due 90 days or more or on nonaccrual(4)		RCN H285	RCN H286	5.c.
		N/A	N/A	
d. All other exposures		RCN H287	RCN H288	5.d.
		N/A	N/A	
6. LESS: Allowance for loan and lease losses				6.

(1) Includes, for example, investments in mutual funds/investment funds, exposures collateralized by securitization exposures or mutual funds, separate account bank-owned life insurance, and default fund contributions to central counterparties.

(3) For loans and leases held for sale, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

(4) For loans and leases held for investment, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

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Schedule RC-R—Continued

Part II — Continued

Dollar Amounts in Thousands	(Column A) Totals from Schedule RC	(Column B) Adjustments to Totals Reported in Column A	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)
	Allocation by Risk-Weight Category							
	0%	2%	4%	10%	20%	50%		
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
7. Trading assets _____	RCN D976	RCN S466	RCN D977	RCN HJ86	RCN HJ87		RCN D978	RCN D979
	N/A	N/A	N/A	N/A	N/A		N/A	N/A
8. All other assets(1,2,3) _____	RCN D981	RCN S469	RCN D982	RCN HJ88	RCN HJ89		RCN D983	RCN D984
	N/A	N/A	N/A	N/A	N/A		N/A	N/A
a. Separate account bank-owned life insurance _____								
b. Default fund contributions to central counterparties _____								

(1) Includes premises and fixed assets; other real estate owned; investments in unconsolidated subsidiaries and associated companies; direct and indirect investments in real estate ventures; intangible assets; and other assets

(2) Institutions that have adopted ASU 2016-13 and have elected to apply the CECL transition provision should report as a positive number in item 8, column B, the applicable portion of the DTA transitional amount.

(3) Institutions that have adopted ASU 2016-13 and have reported any assets net of allowances for credit losses in item 8, column A, should report as a negative number in item 8, column B, those allowances for credit losses eligible for inclusion in tier 2 capital, which excludes allowances for credit losses on purchased credit-deteriorated assets.

Schedule RC-R—Continued

Part II — Continued

Dollar Amounts in Thousands	(Column I)	(Column J)	
	Allocation by Risk-Weight Category		
	100%	150%	
	Amount	Amount	
	RCON D980	RCON S467	
7. Trading assets	N/A	N/A	7.
8. All other assets(1,2,3)	RCON D985	RCON H185	8.
a. Separate account			8.a.
bank-owned life insurance			
b. Default fund			
contributions to central counterparties			8.b.

(1) Includes premises and fixed assets; other real estate owned; investments in unconsolidated subsidiaries and associated companies; direct and indirect investments in real estate ventures; intangible assets; and other assets

(2) Institutions that have adopted ASU 2016-13 and have elected to apply the CECL transition provision should report as a positive number in item 8, column B, the applicable portion of the DTA transitional amount.

(3) Institutions that have adopted ASU 2016-13 and have reported any assets net of allowances for credit losses in item 8, column A, should report as a negative number in item 8, column B, those allowances for credit losses eligible for inclusion in tier 2 capital, which excludes allowances for credit losses on purchased credit-deteriorated assets.

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Schedule RC-R—Continued**Part II — Continued**

Part 11 – Continued

	(Column K)		(Column L)		(Column M)		(Column N)	(Column O)	(Column P)	(Column Q)			
	Allocation by Risk-Weight Category												
	250%(2)		300%		400%		600%	625%	937.5%	1250%			
Dollar Amounts in Thousands	Amount		Amount		Amount		Amount	Amount	Amount	Amount			
7. Trading assets_____	RCON H289		RCON H186		RCON H290		RCON H187						
			N/A		N/A		N/A						
	RCON H293		RCON H188		RCON S470		RCON S471						
8. All other assets(3)_____			N/A		N/A		N/A						
a. Separate account													
bank-owned life insurance_____													
b. Default fund													
contributions to central counterparties													

7.

8.

8.a.

8.b.

(2) Column K-250% risk weight currently is not applicable to institutions that file the FFIEC 051.

(3) Includes premises and fixed assets; other real estate owned; investments in unconsolidated subsidiaries and associated companies; direct and indirect investments in real estate ventures; intangible assets; and other assets.

Schedule RC-R—Continued

Part II — Continued

		(Column R)	(Column S)	
		Application of Other Risk-Weighting Approaches(1)		
		Exposure Amount	Risk-Weighted Asset Amount	
Dollar Amounts in Thousands		Amount	Amount	
		RCN H291	RCN H292	
7. Trading assets		N/A	N/A	7.
		RCN H294	RCN H295	
8. All other assets(3)		N/A	N/A	8.
a. Separate account		RCN H296	RCN H297	
bank-owned life insurance		N/A	N/A	8.a.
b. Default fund		RCN H298	RCN H299	
contributions to central counterparties		N/A	N/A	8.b.

(1) Includes, for example, investments in mutual funds/investment funds, exposures collateralized by securitization exposures or mutual funds, separate account bank-owned life insurance, and default fund contributions to central counterparties.

(3) Includes premises and fixed assets; other real estate owned; investments in unconsolidated subsidiaries and associated companies; direct and indirect investments in real estate ventures; intangible assets; and other assets.

Schedule RC-R—Continued

Part II — Continued

	(Column A) Totals	(Column B) Adjustments to Totals Reported in Column A	Column Q Allocation by Risk-Weight Category (Exposure Amount)	1250%	(Column T) Total Risk-Weighted Asset Amount by Calculation Methodology	(Column U) SSFA(1) Gross-Up
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount
Securitization Exposures: On- and Off-Balance Sheet						
9. On-balance sheet securitization exposures:	RCON S475	RCON S476	RCON S477		RCON S478	RCON S479
a. Held-to-maturity securities(2)	N/A	N/A	N/A		N/A	N/A
	RCON S480	RCON S481	RCON S482		RCON S483	RCON S484
b. Available-for-sale securities	N/A	N/A	N/A		N/A	N/A
	RCON S485	RCON S486	RCON S487		RCON S488	RCON S489
c. Trading assets	N/A	N/A	N/A		N/A	N/A
	RCON S490	RCON S491	RCON S492		RCON S493	RCON S494
d. All other on-balance sheet securitization exposures	N/A	N/A	N/A		N/A	N/A
	RCON S495	RCON S496	RCON S497		RCON S498	RCON S499
10. Off-balance sheet securitization exposures	N/A	N/A	N/A		N/A	N/A

(1) Simplified Supervisory Formula Approach

(2) Institutions that have adopted ASU 2016-13 and have reported held-to-maturity securities net of allowances for credit losses in item 9.a, column A, should report as a negative number in item 9.a, column B, those allowances for credit losses eligible for inclusion in tier 2 capital, which excludes allowances for credit losses on purchased credit-deteriorated assets.

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Schedule RC-R—Continued**Part II — Continued**

Dollar Amounts in Thousands	(Column A) Totals from Schedule RC		(Column B) Adjustments to Totals Reported in Column A		(Column C)		(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	
					Allocation by Risk-Weight Category							
					0%		2%	4%	10%	20%	50%	
					Amount		Amount		Amount	Amount	Amount	Amount
11. Total balance sheet Assets(1)	RCON 2170		RCON S500		RCON D987		RCON HJ90	RCON HJ91		RCON D988	RCON D989	
	N/A		N/A		N/A		N/A	N/A		N/A	N/A	

Dollar Amounts in Thousands	(Column I)	(Column J)
	Allocation by Risk-Weight Category	
	100%	150%
	Amount	Amount
11. Total balance sheet Assets(1)	RCON D990	RCON S503
	N/A	N/A

Dollar Amounts in Thousands	(Column K)		(Column L)		(Column M)		(Column N)	(Column O)	(Column P)	(Column Q)	(Column R)
	Allocation by Risk-Weight Category										Application of Other Risk- Weighting Approaches
	250%(2)		300%		400%		600%	625%	937.5%	1250%	Exposure Amount
	Amount		Amount		Amount		Amount	Amount	Amount	Amount	Amount
11. Total balance sheet Assets(1)	RCON S504		RCON S505		RCON S506		RCON S507			RCON S510	RCON H300
			N/A		N/A		N/A			N/A	N/A

(1) For each of columns A through R of item 11, report the sum of items 1 through 9. For item 11, the sum of columns B through R must equal column A. Item 11, column A, must equal Schedule RC, item 12.

(2) Column K-250% risk weight currently is not applicable to institutions that file the FFIEC 051.

Schedule RC-R—Continued

Part II — Continued

Dollar Amounts in Thousands	(Column A) Face, Notional, or Other Amount	CCF (1)	(Column B) Credit Equivalent Amount(2)		(Column C)		(Column D)	(Column E)	(Column F)	(Column G)	(Column H)
	Allocation by Risk-Weight Category										
	0%				2%		4%	10%	20%	50%	
	Amount				Amount			Amount	Amount	Amount	Amount
Derivatives, Off-Balance Sheet Items, and Other Items Subject to Risk Weighting (Excluding Securitization Exposures)(3)											
12. Financial standby letters of credit	RCON D991		RCON D992		RCON D993		RCON HJ92	RCON HJ93		RCON D994	RCON D995
	N/A	1.0	N/A		N/A		N/A	N/A		N/A	N/A
13. Performance standby letters of credit and transaction-related contingent items	RCON D997		RCON D998		RCON D999					RCON G603	RCON G604
	N/A	0.5	N/A		N/A					N/A	N/A
14. Commercial and similar letters of credit with an original maturity of one year or less	RCON G606		RCON G607		RCON G608		RCON HJ94	RCON HJ95		RCON G609	RCON G610
	N/A	0.2	N/A		N/A		N/A	N/A		N/A	N/A
15. Retained recourse on small business obligations sold with recourse	RCON G612		RCON G613		RCON G614					RCON G615	RCON G616
	N/A	1.0	N/A		N/A					N/A	N/A

(1) Credit conversion factor.

(2) Column A multiplied by credit conversion factor. For each of items 12 through 21, the sum of columns C through J plus column R must equal column B.

(3) All derivatives and off-balance sheet items that are securitization exposures are to be excluded from items 12 through 21 and are to be reported instead in item 10.

Schedule RC-R—Continued

Part II — Continued

		(Column I)		(Column J)	
		Allocation by Risk-Weight Category			
		100%		150%	
Dollar Amounts in Thousands		Amount		Amount	
Derivatives, Off-Balance Sheet Items, and Other Items Subject to Risk-Weighting (Excluding Securitization Exposures)(3)					
12. Financial standby letters of credit		RCN D996		RCN S511	12.
		N/A		N/A	
13. Performance standby letters of credit and transaction-related contingent items		RCN G605		RCN S512	13.
		N/A		N/A	
14. Commercial and similar letters of credit with an original maturity of one year or less		RCN G611		RCN S513	14.
		N/A		N/A	
15. Retained recourse on small business obligations sold with recourse		RCN G617		RCN S514	15.
		N/A		N/A	

(3) All derivatives and off-balance sheet items that are securitization exposures are to be excluded from items 12 through 21 and are to be reported instead in item 10.

Schedule RC-R—Continued

Part II — Continued

	(Column A) Face, Notional, or Other Amount	CCF (1)	(Column B) Credit Equivalent Amount(2)		(Column C)		(Column D)	(Column E)	(Column F)	(Column G)	
	Allocation by Risk-Weight Category										
	0%				2%		4%	10%	20%		
Dollar Amounts in Thousands	Amount		Amount		Amount		Amount	Amount	Amount	Amount	
16. Repo-style transactions(3)	RCON S515		RCON S516		RCON S517		RCON S518	RCON S519		RCON S520	
	N/A	1.0	N/A		N/A		N/A	N/A		N/A	16.
17. All other off-balance sheet liabilities	RCON G618		RCON G619		RCON G620					RCON G621	
	N/A	1.0	N/A		N/A					N/A	17.
18. Unused commitments (exclude unused commitments to asset-backed commercial paper conduits):											
a. Original maturity of one year or less	RCON S525		RCON S526		RCON S527		RCON HJ96	RCON HJ97		RCON S528	
	N/A	0.2	N/A		N/A		N/A	N/A		N/A	18.a.
b. Original maturity exceeding one year	RCON G624		RCON G625		RCON G626		RCON HJ98	RCON HJ99		RCON G627	
	N/A	0.5	N/A		N/A		N/A	N/A		N/A	18.b.
19. Unconditionally cancelable commitments	RCON S540		RCON S541								
	N/A	0.0	N/A								19.
20. Over-the-counter derivatives			RCON S542		RCON S543		RCON HK00	RCON HK01	RCON S544	RCON S545	
			N/A		N/A		N/A	N/A	N/A	N/A	20.
21. Centrally cleared derivatives			RCON S549		RCON S550		RCON S551	RCON S552		RCON S554	
			N/A		N/A		N/A	N/A		N/A	21.
22. Unsettled transactions (failed trades)(4)	RCON H191				RCON H193					RCON H194	
	N/A				N/A					N/A	22.

(1) Credit conversion factor.

(2) For items 16 through 19, column A multiplied by credit conversion factor.

(3) Includes securities purchased under agreements to resell (reverse repos), securities sold under agreements to repurchase (repos), securities borrowed, and securities lent.

(4) For item 22, the sum of columns C through Q must equal column A.

Berkshire Bank

Legal Title of Bank

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RC-39a

Schedule RC-R—Continued**Part II — Continued**

	(Column H)		(Column I)		(Column J)	
	Allocation by Risk-Weight Category					
	50%		100%		150%	
Dollar Amounts in Thousands	Amount		Amount		Amount	
16. Repo-style transactions(3)_____	RCON S521		RCON S522		RCON S523	16.
	N/A		N/A		N/A	
17. All other off-balance sheet liabilities_____	RCON G622		RCON G623		RCON S524	17.
	N/A		N/A		N/A	
18. Unused commitments (exclude unused commitments to asset-backed commercial paper conduits):						
a. Original maturity of one year or less_____	RCON S529		RCON S530		RCON S531	18.a.
	N/A		N/A		N/A	
b. Original maturity exceeding one year_____	RCON G628		RCON G629		RCON S539	18.b.
	N/A		N/A		N/A	
19. Unconditionally cancelable commitments_____						19.
20. Over-the-counter derivatives_____	RCON S546		RCON S547		RCON S548	20.
	N/A		N/A		N/A	
21. Centrally cleared derivatives_____	RCON S555		RCON S556		RCON S557	21.
	N/A		N/A		N/A	
22 . Unsettled transactions (failed trades)(4)_____	RCON H195		RCON H196		RCON H197	22.
	N/A		N/A		N/A	

(3) Includes securities purchased under agreements to resell (reverse repos), securities sold under agreements to repurchase (repos), securities borrowed, and securities lent.

(4) For item 22, the sum of columns C through Q must equal column A.

Berkshire Bank

Legal Title of Bank

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Schedule RC-R—Continued**Part II — Continued**

	(Column O)	(Column P)	(Column Q)	(Column R)	(Column S)	
	Allocation by Risk-Weight Category			Application of Other Risk-Weighting Approaches(1)		
	625%	937.5%	1250%	Credit Equivalent Amount	Risk-Weighted Asset Amount	
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	
16. Repo-style transactions(2)_____				RCON H301	RCON H302	16.
17. All other off-balance sheet liabilities_____				N/A	N/A	17.
18. Unused commitments (exclude unused commitments to asset-backed commercial paper conduits):						
a. Original maturity of one year or less_____				RCON H303	RCON H304	18.a.
b. Original maturity exceeding one year_____				N/A	N/A	18.b.
19. Unconditionally cancelable commitments_____				RCON H307	RCON H308	19.
20. Over-the-counter derivatives_____				N/A	N/A	20.
21. Centrally cleared derivatives_____				RCON H309	RCON H310	21.
22. Unsettled transactions (failed trades)(3)_____				N/A	N/A	22.
	RCON H198	RCON H199	RCON H200			
	N/A	N/A	N/A			

(1) Includes, for example, exposures collateralized by securitization exposures or mutual funds.

(2) Includes securities purchased under agreements to resell (reverse repos), securities sold under agreements to repurchase (repos), securities borrowed, and securities lent.

(3) For item 22, the sum of columns C through Q must equal column A.

Schedule RC-R—Continued

Part II — Continued

Dollar Amounts in Thousands	(Column C)		(Column D)		(Column E)		(Column F)	(Column G)	(Column H)	(Column I)	(Column J)
	Allocation by Risk-Weight Category										
	0%		2%		4%		10%	20%	50%	100%	150%
	Amount		Amount		Amount		Amount	Amount	Amount	Amount	Amount
23. Total assets, derivatives, off-balance sheet items, and other items subject to risk weighting by risk-weight category (for each of columns C through P, sum of items 11 through 22; for column Q, sum of items 10 through 22)											
	RCON G630		RCON S558		RCON S559		RCON S560	RCON G631	RCON G632	RCON G633	RCON S561
	N/A		N/A		N/A		N/A	N/A	N/A	N/A	N/A
24. Risk-weight factor	X 0%		X 2%		X 4%		X 10%	X 20%	X 50%	X 100%	X 150%
25. Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24)											
	RCON G634		RCON S569		RCON S570		RCON S571	RCON G635	RCON G636	RCON G637	RCON S572
	N/A		N/A		N/A		N/A	N/A	N/A	N/A	N/A

Schedule RC-R—Continued

Part II — Continued

	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	
	Allocation by Risk-Weight Category							
	250%(1)	300%	400%	600%	625%	937.5%	1250%	
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
23. Total assets, derivatives, off-balance sheet items, and other items subject to risk weighting by risk-weight category (for each of columns C through P, sum of items 11 through 22; for column Q, sum of items 10 through 22)	RCON S562	RCON S563	RCON S564	RCON S565	RCON S566	RCON S567	RCON S568	23.
		N/A	N/A	N/A	N/A	N/A	N/A	24.
24. Risk-weight factor	X 250%	X 300%	X 400%	X 600%	X 625%	X 937.5%	X 1250%	24.
25. Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24)	RCON S573	RCON S574	RCON S575	RCON S576	RCON S577	RCON S578	RCON S579	25.
		N/A	N/A	N/A	N/A	N/A	N/A	
Items 26 through 31 are to be completed quarterly.				Totals				
Dollar Amounts in Thousands				Amount				
26. Risk-weighted assets base for purposes of calculating the allowance for loan and lease losses 1.25 percent threshold(2)	RCON S580				419,592	26.		
27. Standardized market-risk weighted assets (applicable only to banks that are covered by the market risk capital rules)	RCON S581				0	27.		
28. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (3,4)	RCON B704				419,592	28.		
29. LESS: Excess allowance for loan and lease losses(5,6)	RCON A222				1,893	29.		
30. LESS: Allocated transfer risk reserve	RCON 3128				0	30.		
31. Total risk-weighted assets (item 28 minus items 29 and 30)	RCON G641				417,699	31.		

(1) Column K-250% risk weight currently is not applicable to institutions that file the FFIEC 051.

(2) For institutions that have adopted ASU 2016-13, the risk-weighted assets base reported in item 26 is for purposes of calculating the adjusted allowances for credit losses (AACL) 1.25 percent threshold.

(3) Sum of items 2.b through 20, column S; items 9.a, 9.b, 9.c, 9.d, and 10, columns T and U; item 25, columns C through Q; and item 27 (if applicable).

(4) For institutions that have adopted ASU 2016-13, the risk-weighted assets reported in item 28 represents the amount of risk-weighted assets before deductions for excess AACL and allocated transfer risk reserve.

(5) Institutions that have adopted ASU 2016-13 should report the excess AACL.

(6) Institutions that have adopted ASU 2016-13 and have elected to apply the CECL transition provision should subtract the applicable portion of the AACL transitional amount from the AACL, as defined in the regulatory capital rule, before determining the amount of excess AACL.

Schedule RC-T—Fiduciary and Related Services

1. Does the institution have fiduciary powers? (If "NO," do not complete Schedule RC-T.)

RCON	YES / NO
A345	NO

2. Does the institution exercise the fiduciary powers it has been granted?

RCON	YES / NO
A346	NO

3. Does the institution have any fiduciary or related activity (in the form of assets or accounts) to report in this schedule? (If "NO," do not complete the rest of Schedule RC-T.)

RCON	YES / NO
B867	NO

If the answer to item 3 is "YES," complete the applicable items of Schedule RC-T, as follows:

Institutions with total fiduciary assets (item 10, sum of columns A and B) greater than \$1 billion (as of the preceding December 31) or with gross fiduciary and related services income greater than 10 percent of revenue (net interest income plus noninterest income) for the preceding calendar year must complete:

- Items 4 through 22 and Memorandum item 3 quarterly,
- Items 23 through 26 annually with the December report, and
- Memorandum items 1, 2, and 4 annually with the December report.

Institutions with total fiduciary assets (item 10, sum of columns A and B) greater than \$250 million but less than or equal to \$1 billion (as of the preceding December 31) that do not meet the fiduciary income test for quarterly reporting must complete:

- Items 4 through 22 and Memorandum item 3 semiannually with the June and December reports,
- Items 23 through 26 annually with the December report, and
- Memorandum items 1, 2, and 4 annually with the December report.

Institutions with total fiduciary assets (item 10, sum of columns A and B) less than or equal to \$250 million (as of the preceding December 31) that do not meet the fiduciary income test for quarterly reporting must complete:

- Items 4 through 13 annually with the December report, and
- Memorandum items 1 through 3 annually with the December report.
- Institutions with total fiduciary assets greater than \$100 million but less than or equal to \$250 million (as of the preceding December 31) that do not meet the fiduciary income test for quarterly reporting must also complete Memorandum item 4 annually with the December report.

	(Column A) Managed Assets		(Column B) Non-Managed Assets		(Column C) Number of Managed Accounts		(Column D) Number of Non-Managed Accounts	
Dollar Amounts in Thousands	Amount		Amount		Number		Number	
Fiduciary and Related Assets	RCON B868		RCON B869		RCON B870		RCON B871	
4. Personal trust and agency accounts	N/A		N/A		N/A		N/A	4.
5. Employee benefit and retirement-related trust and agency accounts:								
a. Employee benefit-defined contribution	RCON B872		RCON B873		RCON B874		RCON B875	5.a.
	N/A		N/A		N/A		N/A	
b. Employee benefit-defined benefit	RCON B876		RCON B877		RCON B878		RCON B879	5.b.
	N/A		N/A		N/A		N/A	
c. Other employee benefit and retirement-related accounts	RCON B880		RCON B881		RCON B882		RCON B883	5.c.
	N/A		N/A		N/A		N/A	
	RCON B884		RCON B885		RCON C001		RCON C002	
6. Corporate trust and agency accounts	N/A		N/A		N/A		N/A	6.
7. Investment management and investment advisory agency accounts	RCON B886		RCON J253		RCON B888		RCON J254	7.
	N/A		N/A		N/A		N/A	
8. Foundation and endowment trust and agency accounts	RCON J255		RCON J256		RCON J257		RCON J258	8.
	N/A		N/A		N/A		N/A	
	RCON B890		RCON B891		RCON B892		RCON B893	
9. Other fiduciary accounts	N/A		N/A		N/A		N/A	9.
10. Total fiduciary accounts	RCON B894		RCON B895		RCON B896		RCON B897	
(sum of items 4 through 9)	N/A		N/A		N/A		N/A	10.

Schedule RC-T—Continued

	(Column A) Managed Assets		(Column B) Non-Managed Assets		(Column C) Number of Managed Accounts		(Column D) Number of Non-Managed Accounts	
Dollar Amounts in Thousands	Amount		Amount		Number		Number	
11. Custody and safekeeping accounts			RCON B898				RCON B899	11.
12. Not applicable			N/A				N/A	
13. Individual Retirement Accounts, Health Savings Accounts, and other similar accounts (included in items 5.c and 11)	RCON J259		RCON J260		RCON J261		RCON J262	13.
	N/A		N/A		N/A		N/A	

	Dollar Amounts in Thousands	RIAD	Amount	
Fiduciary and Related Services Income				
14. Personal trust and agency accounts		B904	N/A	14.
15. Employee benefit and retirement-related trust and agency accounts:				
a. Employee benefit—defined contribution		B905	N/A	15.a.
b. Employee benefit—defined benefit		B906	N/A	15.b.
c. Other employee benefit and retirement-related accounts		B907	N/A	15.c.
16. Corporate trust and agency accounts		A479	N/A	16.
17. Investment management and investment advisory agency accounts		J315	N/A	17.
18. Foundation and endowment trust and agency accounts		J316	N/A	18.
19. Other fiduciary accounts		A480	N/A	19.
20. Custody and safekeeping accounts		B909	N/A	20.
21. Other fiduciary and related services income		B910	N/A	21.
22. Total gross fiduciary and related services income (sum of items 14 through 21) (must equal Schedule RI, item 5.a)		4070	N/A	22.
23. LESS: Expenses		C058	N/A	23.
24. LESS: Net losses from fiduciary and related services		A488	N/A	24.
25. PLUS: Intracompany income credits for fiduciary and related services		B911	N/A	25.
26. Net fiduciary and related services income		A491	N/A	26.

Memoranda	(Column A) Personal Trust and Agency and Investment Management Agency Accounts		(Column B) Employee Benefit and Retirement- Related Trust and Agency Accounts		(Column C) All Other Accounts		
	Dollar Amounts in Thousands						
1. Managed assets held in fiduciary accounts:	RCON	Amount	RCON	Amount	RCON	Amount	
a. Noninterest-bearing deposits	J263	N/A	J264	N/A	J265	N/A	M.1.a.
b. Interest-bearing deposits	J266	N/A	J267	N/A	J268	N/A	M.1.b.
c. U.S. Treasury and U.S. Government agency obligations							
	J269	N/A	J270	N/A	J271	N/A	M.1.c.
d. State, county, and municipal obligations	J272	N/A	J273	N/A	J274	N/A	M.1.d.
e. Money market mutual funds	J275	N/A	J276	N/A	J277	N/A	M.1.e.
f. Equity mutual funds	J278	N/A	J279	N/A	J280	N/A	M.1.f.
g. Other mutual funds	J281	N/A	J282	N/A	J283	N/A	M.1.g.
h. Common trust funds and collective investment funds							
	J284	N/A	J285	N/A	J286	N/A	M.1.h.
i. Other short-term obligations	J287	N/A	J288	N/A	J289	N/A	M.1.i.
j. Other notes and bonds	J290	N/A	J291	N/A	J292	N/A	M.1.j.
k. Investments in unregistered funds and private equity investments							
	J293	N/A	J294	N/A	J295	N/A	M.1.k.

Schedule RC-T—Continued

Memoranda—Continued

Dollar Amounts in Thousands

	(Column A) Personal Trust and Agency and Investment Management Agency Accounts		(Column B) Employee Benefit and Retirement- Related Trust and Agency Accounts		(Column C) All Other Accounts		
	RCON	Amount	RCON	Amount	RCON	Amount	
1. l. Other common and preferred stocks	J296	N/A	J297	N/A	J298	N/A	M.1.l.
m. Real estate mortgages	J299	N/A	J300	N/A	J301	N/A	M.1.m.
n. Real estate	J302	N/A	J303	N/A	J304	N/A	M.1.n.
o. Miscellaneous assets	J305	N/A	J306	N/A	J307	N/A	M.1.o.
p. Total managed assets held in fiduciary accounts (for each column, sum of Memorandum items 1.a through 1.o)	J308	N/A	J309	N/A	J310	N/A	M.1.p.

Dollar Amounts in Thousands

	(Column A) Managed Assets		(Column B) Number of Managed Accounts		
	RCON	Amount	RCON	Number	
1. q. Investments of managed fiduciary accounts in advised or sponsored mutual funds	J311	N/A	J312	N/A	M.1.q.

Dollar Amounts in Thousands

	(Column A) Number of Issues		(Column B) Principal Amount Outstanding		
	RCON	Number		Amount	
2. Corporate trust and agency accounts:				RCON B928	
a. Corporate and municipal trusteeships	B927	N/A		N/A	M.2.a
				RCON J314	
(1) Issues reported in Memorandum item 2.a. that are in default	J313	N/A		N/A	M.2.a.(1)
b. Transfer agent, registrar, paying agent, and other corporate agency	B929	N/A			M.2.b.

Memorandum items 3.a through 3.h are to be completed by banks with
collective investment funds and common trust funds with a total market
value of \$1 billion or more as of the preceding December 31.

Memorandum items 3.h only is to be completed by banks
with collective investment funds and common trust funds
with a total market value of less than \$1 billion as of the
preceding December 31

Dollar Amounts in Thousands

	(Column A) Number of Funds		(Column B) Market Value of Fund Assets		
	RCON	Number	RCON	Amount	
3. Collective investment funds and common trust funds:					
a. Domestic equity	B931	N/A	B932	N/A	M.3.a.
b. International/Global equity	B933	N/A	B934	N/A	M.3.b.
c. Stock/Bond blend	B935	N/A	B936	N/A	M.3.c.
d. Taxable bond	B937	N/A	B938	N/A	M.3.d.
e. Municipal bond	B939	N/A	B940	N/A	M.3.e.
f. Short term investments/Money market	B941	N/A	B942	N/A	M.3.f.
g. Specialty/Other	B943	N/A	B944	N/A	M.3.g.
h. Total collective investment funds (sum of Memorandum items 3.a through 3.g)	B945	N/A	B946	N/A	M.3.h.

Berkshire Bank

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RC-47**Schedule RC-T—Continued****Memoranda—Continued**

Dollar Amounts in Thousands

	(Column A) Gross Losses Managed Accounts		(Column B) Gross Losses Non-Managed Accounts		(Column C) Recoveries		
	RIAD	Amount	RIAD	Amount	RIAD	Amount	
4. Fiduciary settlements, surcharges, and other losses:							
a. Personal trust and agency accounts	B947	N/A	B948	N/A	B949	N/A	M.4.a.
b. Employee benefit and retirement-related trust and agency accounts	B950	N/A	B951	N/A	B952	N/A	M.4.b.
c. Investment management and investment advisory agency accounts	B953	N/A	B954	N/A	B955	N/A	M.4.c.
d. Other fiduciary accounts and related services	B956	N/A	B957	N/A	B958	N/A	M.4.d.
e. Total fiduciary settlements, surcharges, and other losses (sum of Memorandum items 4.a through 4.d) (sum of columns A and B minus column C must equal Schedule RC-T, item 24)	B959	N/A	B960	N/A	B961	N/A	M.4.e.

Person to whom questions about Schedule RC-T—Fiduciary and Related Services should be directed:

N/A

Name and Title (TEXT B962)

N/A

E-mail Address (TEXT B926)

N/A

Area Code/Phone Number/Extension (TEXT B963)

N/A

Area Code/FAX Number (TEXT B964)

Schedule SU—Supplemental Information

All institutions must complete the indicator questions with either a "Yes" or a "No." For questions for which the response is "Yes," the corresponding items must be completed.

Dollar Amounts in Thousands		RCON	YES / NO	
Derivatives				
1. Does the institution have any derivative contracts?		FT00	NO	1.
			Amount	
a. Total gross notional amount of interest rate derivatives held for trading		A126	N/A	1.a.
b. Total gross notional amount of all other derivatives held for trading		FT01	N/A	1.b.
c. Total gross notional amount of interest rate derivatives not held for trading		8725	N/A	1.c.
d. Total gross notional amount of all other derivatives not held for trading		FT02	N/A	1.d.
1-4 Family Residential Mortgage Banking Activities				
2. For the two calendar quarters preceding the current calendar quarter, did the institution meet one or both of the following mortgage banking activity thresholds: (1) Sales of 1-4 family residential mortgage loans during the calendar quarter exceeded \$10 million, or (2) 1-4 family residential mortgage loans held for sale or trading as of calendar quarter-end exceeded \$10 million?		RCON	YES / NO	
		FT03	NO	2.
			Amount	
a. Principal amount of 1-4 family residential mortgage loans sold during the quarter		FT04	N/A	2.a.
b. Quarter-end amount of 1-4 family residential mortgage loans held for sale or trading		FT05	N/A	2.b.
Assets and Liabilities Measured at Fair Value on a Recurring Basis				
3. Does the institution use the fair value option to measure any of its assets or liabilities?		RCON	YES / NO	
		FT06	NO	3.
			Amount	
a. Aggregate amount of fair value option assets		HK18	N/A	3.a.
b. Aggregate amount of fair value option liabilities		HK19	N/A	3.b.
		RIAD		
c. Year-to-date net gains (losses) recognized in earnings on fair value option assets		F551	N/A	3.c.
d. Year-to-date net gains (losses) recognized in earnings on fair value option liabilities		F553	N/A	3.d.
Servicing, Securitization and Asset Sale Activities				
4. Does the institution have any assets it has sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements?		RCON	YES / NO	
		FT07	NO	4.
a. Total outstanding principal balance of assets sold and securitized by the reporting institution with servicing retained or with recourse or other seller-provided credit enhancements			Amount	
		FT08	N/A	4.a.
5. Does the institution have any assets it has sold with recourse or other seller-provided credit enhancements but has not securitized?			YES / NO	
		FT09	NO	5.
a. Total outstanding principal balance of assets sold by the reporting institution with recourse or other seller-provided credit enhancements, but not securitized by the reporting institution			Amount	
		FT10	N/A	5.a.
6. Does the institution service any closed-end 1- 4 family residential mortgage loans for others or does it service more than \$10 million of other financial assets for others?			YES / NO	
		FT11	NO	6.
a. Total outstanding principal balance of closed-end 1- 4 family residential mortgage loans serviced for others plus the total outstanding principal balance of other financial assets serviced for others if more than \$10 million			Amount	
		FT12	N/A	6.a.
Variable Interest Entities				
7. Does the institution have any consolidated variable interest entities?			YES / NO	
		FT13	NO	7.
			Amount	
a. Total assets of consolidated variable interest entities(1)		FT14	N/A	7.a.
b. Total liabilities of consolidated variable interest entities		FT15	N/A	7.b.

(1) Institutions that have adopted ASU 2016-13 should report assets net of any applicable allowance for credit losses.

Schedule SU—Continued

All institutions must complete the indicator questions with either a "Yes" or a "No." For questions for which the response is "Yes," the corresponding items must be completed.

Dollar Amounts in Thousands		RCON	YES / NO	
Credit Card Lending Specialized Items				
8. Does the institution, together with affiliated institutions, have outstanding credit card receivables that exceed \$500 million as of the report date or is the institution a credit card specialty bank as defined for Uniform Bank Performance Report purposes?_____		FT16	NO	8.
a. Outstanding credit card fees and finance charges included in credit cards to individuals for household, family, and other personal expenditures (retail credit cards)_____		C391	N/A	8.a.
b. Separate valuation allowance for uncollectible retail credit card fees and finance charges_____		C389	N/A	8.b.
c. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges(1)_____		C390	N/A	8.c.
d. Uncollectible retail credit card fees and finance charges reversed against year-to-date income_____		C388	N/A	8.d.
FDIC Loss-Sharing Agreements				
9. Does the institution have assets covered by FDIC loss-sharing agreements?_____		FT17	NO	9.
a. Loans and leases covered by FDIC loss-sharing agreements_____		FT18	N/A	9.a.
b. Past due and nonaccrual loans and leases covered by FDIC loss-sharing agreements:				
(1) Past due 30 through 89 days and still accruing_____		FT19	N/A	9.b.(1)
(2) Past due 90 days or more and still accruing_____		FT20	N/A	9.b.(2)
(3) Nonaccrual_____		FT21	N/A	9.b.(3)
c. Portion of past due and nonaccrual covered loans and leases that is protected by FDIC loss-sharing agreements:				
(1) Past due 30 through 89 days and still accruing_____		K102	N/A	9.c.(1)
(2) Past due 90 days or more and still accruing_____		K103	N/A	9.c.(2)
(3) Nonaccrual_____		K104	N/A	9.c.(3)
d. Other real estate owned covered by FDIC loss-sharing agreements_____		FT22	N/A	9.d.
e. Portion of covered other real estate owned that is protected by FDIC loss-sharing agreements_____		K192	N/A	9.e.

(1) Institutions that have adopted ASU 2016-13 should report in item 8.c the amount of allowance for credit losses on loans and leases attributable to retail credit card fees and finance charges.

REPORT OF CONDITION

Consolidating domestic subsidiaries of

Berkshire Bank

in the state of NY at close of business on September 30, 2019

published in response to call made by (Enter additional information below)

Statement of Resources and Liabilities

Dollar Amounts in Thousands

ASSETS

Cash and balances due from depository institutions:		
Noninterest-bearing balances and currency and coin		1,388
Interest-bearing balances		91,054
Securities:		
Held-to-maturity securities		5
Available-for-sale securities		174,391
Equity securities with readily determinable fair values not held for trading		N/A
Federal funds sold and securities purchased under agreements to resell:		
Federal funds sold		0
Securities purchased under agreements to resell		0
Loans and lease financing receivables:		
Loans and leases held for sale		0
Loans and leases held for investment	372,864	
LESS: Allowance for loan and lease losses	7,138	
Loans and leases held for investment, net of allowance		365,726
Trading Assets		0
Premises and fixed assets (including capitalized leases)		3,334
Other real estate owned		0
Investments in unconsolidated subsidiaries and associated companies		0
Direct and indirect investments in real estate ventures		0
Other intangible assets (from Schedule RC-M)		160
Other assets		6,824
Total assets		642,882

REPORT OF CONDITION (Continued)

LIABILITIES

Dollar Amounts in Thousands

Deposits:		
In domestic offices		512,462
Noninterest-bearing	100,485	
Interest-bearing	411,977	
Federal funds purchased and securities sold under agreements to repurchase:		
Federal funds purchased		0
Securities sold under agreements to repurchase		0
Trading liabilities		0
Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)		0
Subordinated notes and debentures		0
Other liabilities		9,543
Total liabilities		522,005

EQUITY CAPITAL

Bank Equity Capital	
Perpetual preferred stock and related surplus	0
Common stock	3,617
Surplus (excludes all surplus related to preferred stock)	94,040
Retained earnings	23,529
Accumulated other comprehensive income	-309
Other equity capital components	0
Total bank equity capital	120,877
Noncontrolling (minority) interest in consolidated subsidiaries	0
Total equity capital	120,877
Total liabilities and equity capital	642,882

We, the undersigned directors (trustees), attest to the correctness of the Reports of Condition and Income (including the supporting schedules) for this report date and declare that the Reports of Condition and Income have been examined by us and to the best of our knowledge and belief have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true and correct.

I, Stanley Wong, Senior Executive Vice President, CFO
(Name, Title)

of the above named bank do hereby declare
that this Report of Condition is true and
correct to the best of my knowledge and belief.

Director #1	<div></div>	
Director #2	<div></div>	
Director #3	<div></div>	