

Federal Financial Institutions Examination Council

Consolidated Reports of Condition and Income for a Bank With Domestic Offices Only—FFIEC 041

Report at the close of business September 30, 2016

(20160930)

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. Banks with foreign offices (as defined in the instructions) must file FFIEC 031.

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.

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

Director (Trustee)

Signature of Chief Financial Officer (or Equivalent)

Director (Trustee)

Date of Signature

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 50.4 hours per respondent and is estimated to vary from 20 to 775 hours per response, 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

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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, D.C. 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

David W. Lukens, Jr.
Name (TEXT C490)
Executive Vice President, CFO
Title (TEXT C491)
dlukens@berkbank.com
E-mail Address (TEXT C492)
(212) 802-1050
Area Code/Phone Number/Extension (TEXT C493)
(212) 481-0836
Area Code/FAX Number (TEXT C494)

Other Person to Whom Questions about the Reports Should be Directed

Richard E. Rooney
Name (TEXT C495)
AVP & Controller
Title (TEXT C496)
rrooney@berkbank.com
E-mail Address (TEXT 4086)
(212) 785-4097
Area Code/Phone Number/Extension (TEXT 8902)
(212) 785-8477
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

Moses Krausz
Name (TEXT FT42)
mk@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

Moses Krausz
Name (TEXT C366)
CEO & President
Title (TEXT C367)
mk@berkbank.com
E-mail Address (TEXT C368)
(212) 802-1050
Area Code/Phone Number/Extension (TEXT C369)
(212) 481-0836
Area Code/FAX Number (TEXT C370)

Secondary Contact

Stanley Wong
Name (TEXT C371)
Senior Vice President
Title (TEXT C372)
swong@berkbank.com
E-mail Address (TEXT C373)
(212) 785-4097
Area Code/Phone Number/Extension (TEXT C374)
(212) 785-8477
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)
SVP
Title (TEXT C438)
swong@berkbank.com
E-mail Address (TEXT C439)
(212) 785-8499
Area Code/Phone Number/Extension (TEXT C440)

Secondary Contact

Karen Trapani
Name (TEXT C442)
BSA Compliance
Title (TEXT C443)
ktrapani@berkbank.com
E-mail Address (TEXT C444)
(212) 785-8499 Ext. 157
Area Code/Phone Number/Extension (TEXT C445)

Third Contact

Dorka Carrion
Name (TEXT C870)
BSA Compliance
Title (TEXT C871)
dcarrion@berkbank.com
E-mail Address (TEXT C872)
(212) 785-8499 Ext. 159
Area Code/Phone number/Extension (TEXT C873)

Fourth Contact

Elizabeth Colon
Name (TEXT C875)
BSA Compliance
Title (TEXT C876)
ecolon@berkbank.com
E-mail Address (TEXT C877)
(212) 785-8499 Ext. 147
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 10/26/2016 at 9:27 AM

Consolidated Report of Income
for the period January 1, 2016 – September 30, 2016**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	2,631			1.a.1.a
(b) All other loans secured by real estate	4436	10,891			1.a.1.b
(2) Commercial and industrial loans	4012	235			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	31			1.a.3.b
(4) Loans to foreign governments and official institutions	4056	0			1.a.4
(5) All other loans (1)	4058	9			1.a.5
(6) Total interest and fee income on loans (sum of items 1.a.(1)(a) through 1.a.(5))	4010	13,797			1.a.6
b. Income from lease financing receivables	4065	609			1.b
c. Interest income on balances due from depository institutions (2)	4115	462			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	1,200			1.d.1
(2) Mortgage-backed securities	B489	1,223			1.d.2
(3) All other securities (includes securities issued by states and political subdivisions in the U.S.)	4060	1,485			1.d.3
e. Interest income from trading assets	4069	0			1.e
f. Interest income on federal funds sold and securities purchased under agreements to resell	4020	0			1.f
g. Other interest income	4518	46			1.g
h. Total interest income (sum of items 1.a.(6) through 1.g)	4107	18,822			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	33			2.a.1
(2) Nontransaction accounts:					
(a) Savings deposits (includes MMDAs)	0093	197			2.a.2.a
(b) Time deposits of \$100,000 or more	A517	1,191			2.a.2.b
(c) Time deposits of less than \$100,000	A518	1,097			2.a.2.c
b. Expense of federal funds purchased and securities sold under agreements to repurchase	4180	285			2.b
c. Interest on trading liabilities and other borrowed money	4185	0			2.c

(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.

Berkshire Bank

Legal Title of Bank

FDIC Certificate Number: 27503

Submitted to CDR on 10/26/2016 at 9:27 AM

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Schedule RI—Continued

Dollar Amounts in Thousands	Year-to-date			
	RIAD	Amount		
2. Interest expense (continued):				
d. Interest on subordinated notes and debentures	4200	0	2.d	
e. Total interest expense (sum of items 2.a through 2.d)	4073	2,803	2.e	
3. Net interest income (item 1.h minus 2.e)			4074	16,019 3
4. Provision for loan and lease losses			4230	303 4
5. Noninterest income:				
a. Income from fiduciary activities (1)	4070	0	5.a	
b. Service charges on deposit accounts	4080	131	5.b	
c. Trading revenue (2)	A220	0	5.c	
d. (1) Fees and commissions from securities brokerage	C886	0	5.d.1	
(2) Investment banking, advisory, and underwriting fees and commissions	C888	0	5.d.2	
(3) Fees and commissions from annuity sales	C887	0	5.d.3	
(4) Underwriting income from insurance and reinsurance activities	C386	0	5.d.4	
(5) Income from other insurance activities	C387	1	5.d.5	
e. Venture capital revenue	B491	0	5.e	
f. Net servicing fees	B492	8	5.f	
g. Net securitization income	B493	0	5.g	
h. Not applicable				
i. Net gains (losses) on sales of loans and leases	5416	3	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 (excluding securities)	B496	26	5.k	
l. Other noninterest income*	B497	127	5.l	
m. Total noninterest income (sum of items 5.a through 5.l)			4079	296 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	2,877 6.b
7. Noninterest expense:				
a. Salaries and employee benefits	4135	7,413	7.a	
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217	2,532	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	1,885	7.d	
e. Total noninterest expense (sum of items 7.a through 7.d)			4093	11,830 7.e
8. Income (loss) before applicable income taxes and discontinued operations (item 3 plus or minus items 4, 5.m, 6.a, 6.b, and 7.e)			4301	7,059 8
9. Applicable income taxes (on item 8)			4302	3,237 9
10. Income (loss) before discontinued operations (item 8 minus item 9)			4300	3,822 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	3,822 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	3,822 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) For banks required to complete Schedule RI, Memorandum item 8, trading revenue reported in Schedule RI, item 5.c, must equal the sum of Memorandum items 8.a through 8.e.

Schedule RI—Continued**Memoranda**

	Dollar Amounts in Thousands	Year-to-date		
		RIAD	Amount	
1. Interest expense incurred to carry tax-exempt securities, loans, and leases acquired after August 7, 1986, that is not deductible for federal income tax purposes		4513	0	M.1
<i>Memorandum item 2 is to be completed by banks with \$1 billion or more in total assets. (1)</i>				
2. Income from the sale and servicing of mutual funds and annuities (included in Schedule RI, item 8)		8431	0	M.2
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)			Number	
		4150	97	M.5
<i>Memorandum item 6 is to be completed by: (1)</i>				
• 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 institutions)(2)		RIAD	Date	
		9106	0	M.7
8. Trading revenue (from cash instruments and derivative instruments) (sum of Memorandum items 8.a through 8.e must equal Schedule RI, item 5.c):				
<i>Memorandum items 8.a through 8.e are to be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$2 million or more for any quarter of the preceding calendar year.</i>				
a. Interest rate exposures		8757	N/A	M.8.a
b. Foreign exchange exposures		8758	N/A	M.8.b
c. Equity security and index exposures		8759	N/A	M.8.c
d. Commodity and other exposures		8760	N/A	M.8.d
e. Credit exposures		F186	N/A	M.8.e
<i>Memoranda Items 8.f and 8.g are to be completed by banks \$100 billion or more in total assets that are required to complete Schedule RI, Memorandum items 8.a through 8.e, above.(1)</i>				
f. Impact on trading revenue of changes in the creditworthiness of the bank's derivatives counterparties on the bank's derivative assets (included in Memorandum items 8.a. through 8.e above)		K090	N/A	M.8.f
g. Impact on trading revenue of changes in the creditworthiness of the bank on the bank's derivative liabilities (included in Memorandum items 8.a. through 8.e above)		K094	N/A	M.8.g
9. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:				
a. Net gains (losses) on credit derivatives held for trading		C889	0	M.9.a
b. Net gains (losses) on credit derivatives held for purposes other than trading		C890	0	M.9.b
10. To be completed by banks with \$300 million or more in total assets:(1)				
Credit losses on derivatives (see instructions)		A251	0	M.10
11. Does the reporting bank have a Subchapter S election in effect for federal income tax purposes for the current tax year?		RIAD	YES / NO	
		A530	NO	M.11
<i>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.</i>				
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))				
		F228	N/A	M.12

(1) The asset size tests and the 5 percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2015, Report of Condition.

(2) Report the date in YYYYMMDD format. For example, a bank acquired on March 1, 2016, would report 20160301.

Schedule RI—Continued**Memoranda — Continued**

Memoranda — Continued	Dollar Amounts in Thousands	Year-to-date	
		RIAD	Amount
<i>Memorandum item 13 is to be completed by banks that have elected to account for assets and liabilities under a fair value option.</i>			
13. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:			
a. Net gains (losses) on assets		F551	N/A
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk		F552	N/A
b. Net gains (losses) on liabilities		F553	N/A
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk		F554	N/A
14. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities:			
a. Total other-than-temporary impairment losses		J319	0
b. Portion of losses recognized in other comprehensive income (before income taxes)		J320	0
c. Net impairment losses recognized in earnings (included in Schedule RI, items 6.a and 6.b) (Memorandum item 14.a minus Memorandum item 14.b)		J321	0
<i>Memorandum item 15 is to be completed by institutions with \$1 billion or more in total assets(1) that answered "Yes" to Schedule RC-E, Memorandum item 5.</i>			
15. Components of service charges on deposit accounts in domestic offices (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	22
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	22
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	22
d. All other service charges on deposit accounts		H035	65

(1) The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2015, Report of Condition.

Schedule RI-B—Continued**Part I—Continued**

Part I—Continued	(Column A) Charge-offs(1)		(Column B) Recoveries	
	Calendar year-to-date			
	RIAD	Amount	RIAD	Amount
Dollar Amounts in Thousands				
5. Loans to individuals for household, family, and other personal expenditures:				
a. Credit cards	B514	0	B515	0
b. Automobile Loans	K129	0	K133	0
c. Other (includes revolving credit plans other than credit cards and other consumer loans)	K205	0	K206	0
6. Loans to foreign governments and official institutions	4643	0	4627	0
7. All other loans (2)	4644	0	4628	0
8. Lease financing receivables	4266	0	4267	0
9. Total (sum of items 1 through 8)	4635	20	4605	0

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

(2) Includes charge-offs and recoveries on "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."

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. Memorandum items 2.a through 2.d are to be completed by banks with \$300 million or more in total assets:(2)					
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 1, above)_____					
	4652	0	4662	0	M.2.a
b. Loans to and acceptances of foreign banks (included in Schedule RI-B, part I, item 2, above)_____					
	4654	0	4664	0	M.2.b
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 4, above)_____					
	4646	0	4618	0	M.2.c
d. Leases to individuals for household, family, and other personal expenditures (included in Schedule RI-B, part I, item 8, above)_____					
	F185	0	F187	0	M.2.d
3. Memorandum item 3 is to be completed by:(2)					
• 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 five percent of total loans:					
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

Memorandum item 4 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.

4. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses)

Calendar year-to-date	
RIAD	Amount
C388	N/A

M.4

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

(2) The \$300 million asset size test and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2015, Report of Condition.

Schedule RI-B Continued**Part II. Changes in Allowance for Loan and Lease Losses**

	Dollar Amounts in Thousands	RIAD	Amount	
1. Balance most recently reported for the December 31, 2015, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)		B522	8,099	1
2. Recoveries (must equal part I, item 9, column B, above)		4605	0	2
3. LESS: Charge-offs (must equal part I, item 9, column A, above less Schedule RI-B, part II, item 4)		C079	20	3
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account		5523	0	4
5. Provision for loan and lease losses (must equal Schedule RI, item 4)		4230	303	5
6. Adjustments* (see instructions for this schedule)		C233	0	6
7. Balance end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule RC, item 4.c)		3123	8,382	7

* Describe on Schedule RI-E—Explanations.

	Dollar Amounts in Thousands	RIAD	Amount	
Memoranda				
1. Allocated transfer risk reserve included in Schedule RI-B, part II, item 7, above		C435	0	M.1
<i>Memorandum items 2 and 3 are to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.</i>				
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges		C389	N/A	M.2
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges		C390	N/A	M.3
<i>Memorandum item 4 is to be completed by all banks.</i>				
4. Amount of allowance for post-acquisition credit losses on purchased credit impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3) (included in Schedule RI-B, part II, item 7, above)		C781	0	M.4

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

Schedule RI-C is to be completed by institutions with \$1 billion or more in Total Assets(1)

	(Column A) Recorded Investment: Individually Evaluated for Impairment and Determined to be impaired (ASC 310-10-35)		(Column B) Allowance Balance: Individually Evaluated for Impairment and Determined to be impaired (ASC 310-10-35)		(Column C) Recorded Investment: Collectively Evaluated for Impairment (ASC 450-20)		(Column D) Allowance Balance: Collectively Evaluated for Impairment (ASC 450-20)		(Column E) Recorded Investment: Purchased Credit- Impaired Loans (ASC 310-30)		(Column F) Allowance Balance: Purchased Credit- Impaired Loans (ASC 310-30)	
Dollar Amounts in Thousands	RCON	Amount	RCON	Amount	RCON	Amount	RCON	Amount	RCON	Amount	RCON	Amount
1. Real estate loans:												
a. Construction loans	M708	0	M709	0	M710	48,372	M711	1,819	M712	0	M713	0
b. Commercial real estate loans	M714	0	M715	0	M716	193,379	M717	4,952	M719	0	M720	0
c. Residential real estate loans	M721	316	M722	17	M723	60,858	M724	600	M725	0	M726	0
2. Commercial loans(2)	M727	340	M728	123	M729	21,298	M730	815	M731	0	M732	0
3. Credit cards	M733	0	M734	0	M735	0	M736	0	M737	0	M738	0
4. Other consumer loans	M739	0	M740	0	M741	847	M742	13	M743	0	M744	0
5. Unallocated, if any							M745	43				
6. Total (sum of items 1.a through 5)(3)	M746	656	M747	140	M748	324,754	M749	8,242	M750	0	M751	0

- The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2015, Report of Condition.
- 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.
- The sum of item 6, column B, D and F, must equal Schedule RC item 4.c. Item 6, Column E, must equal Schedule RC-C, part I, Memorandum item 7.b. Item 6, column F must equal Schedule RI-B, part II Memorandum item 4.

Schedule RI-E—Explanations

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

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	
1. Other noninterest income (from Schedule RI, item 5.I)						
Itemize and describe amounts greater than \$100,000 that exceed 3 percent of Schedule RI, item 5.I:						
a.	Income and fees from the printing and sale of checks			C013	0	1.a
b.	Earnings on/increase in value of cash surrender value of life insurance			C014	0	1.b
c.	Income and fees from automated teller machines (ATMs)			C016	35	1.c
d.	Rent and other income from other real estate owned			4042	0	1.d
e.	Safe deposit box rent			C015	16	1.e
f.	Net change in the fair values of financial instruments accounted for under a fair value option			F229	0	1.f
g.	Bank card and credit card interchange fees			F555	26	1.g
h.	Gains on bargain purchases			J447	0	1.h
i.	Income and fees from wire transfers			T047	30	1.i
TEXT						
j.	4461 Fees and Commissions			4461	15	1.j
k.	4462 Title Insurance Fees			4462	1	1.k
l.	4463			4463	0	1.l
2. Other noninterest expense (from Schedule RI, item 7.d)						
Itemize and describe amounts greater than \$100,000 that exceed 3 percent of Schedule RI, item 7.d:						
a.	Data processing expenses			C017	424	2.a
b.	Advertising and marketing expenses			0497	5	2.b
c.	Directors' fees			4136	85	2.c
d.	Printing, stationery, and supplies			C018	83	2.d
e.	Postage			8403	24	2.e
f.	Legal fees and expenses			4141	47	2.f
g.	FDIC deposit insurance assessments			4146	261	2.g
h.	Accounting and auditing expenses			F556	249	2.h
i.	Consulting and advisory expenses			F557	182	2.i
j.	Automated teller machine (ATM) and interchange expenses			F558	85	2.j
k.	Telecommunications expenses			F559	101	2.k
l.	Other real estate owned expenses			Y923	19	2.l
m.	Insurance expenses (not included in employee expenses, premises and fixed asset expenses, and other real estate owned expenses)			Y924	79	2.m
TEXT						
n.	4464 Pubs & Subs			4464	41	2.n
o.	4467 Other Misc Expenses			4467	173	2.o
p.	4468 Banking Service Charges			4468	27	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

[illegible]

Berkshire Bank

Legal Title of Bank

New York

City

NY**10016**

State

Zip Code

FDIC Certificate Number: 27503

Submitted to CDR on 10/26/2016 at 9:27 AM

**Consolidated Report of Condition for Insured Banks
and Savings Associations for September 30, 2016**

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			RCON	Amount	
Assets					
1. Cash and balances due from depository institutions (from Schedule RC-A):					
a. Noninterest-bearing balances and currency and coin(1)			0081	4,378	1.a
b. Interest-bearing balances(2)			0071	139,158	1.b
2. Securities:					
a. Held-to-maturity securities (from Schedule RC-B, column A)			1754	10	2.a
b. Available-for-sale securities (from Schedule RC-B, column D)			1773	220,651	2.b
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(3)			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, net of unearned income	B528	339,059			4.b
c. LESS: Allowance for loan and lease losses	3123	8,382			4.c
d. Loans and leases, net of unearned income and allowance (item 4.b minus 4.c)			B529	330,677	4.d
5. Trading assets (from Schedule RC-D)			3545	0	5
6. Premises and fixed assets (including capitalized leases)			2145	2,289	6
7. Other real estate owned (from Schedule RC-M)			2150	74	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:					
a. Goodwill			3163	0	10.a
b. Other intangible assets (from Schedule RC-M)			0426	35	10.b
11. Other assets (from Schedule RC-F)			2160	12,860	11
12. Total assets (sum of items 1 through 11)			2170	710,132	12

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

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

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

Berkshire Bank

Legal Title of Bank

FDIC Certificate Number: 27503

Submitted to CDR on 10/26/2016 at 9:27 AM

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RC-1a

Schedule RC - Continued

Dollar Amounts in Thousands				RCN	Amount	
Liabilities						
13. Deposits:						
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E)				2200	563,767	13.a
(1) Noninterest-bearing(4)	6631	106,213				13.a.1
(2) Interest-bearing	6636	457,554				13.a.2
b. Not Applicable						
14. Federal funds purchased and securities sold under agreements to repurchase:						
a. Federal funds purchased(5)				B993	0	14.a
b. Securities sold under agreements to repurchase(6)				B995	30,000	14.b
15. Trading liabilities (from Schedule RC-D)				3548	0	15
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)						
				3190	0	16
17. and 18. Not Applicable						
19. Subordinated notes and debentures(7)				3200	0	19
20. Other liabilities (from Schedule RC-G)				2930	5,066	20
21. Total liabilities (sum of items 13 through 20)				2948	598,833	21
22. Not Applicable						

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

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

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

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

Schedule RC - Continued

Dollar Amounts in Thousands		RCON	Amount	
Equity Capital				
Bank Equity Capital				
23. Perpetual preferred stock and related surplus		3838	0	23
24. Common stock		3230	3,617	24
25. Surplus (excludes all surplus related to preferred stock)		3839	94,039	25
26. a. Retained earnings		3632	10,302	26.a
b. Accumulated other comprehensive income(1)		B530	3,341	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	111,299	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	111,299	28
29. Total liabilities and equity capital (sum of items 21 and 28)		3300	710,132	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 2015

RCON	Number
6724	N/A

M.1

- | | |
|--|---|
| <p>1 = Independent audit of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the bank</p> <p>2 = Independent audit of the bank's parent holding company conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the consolidated holding company (but not on the bank separately)</p> <p>3 = Attestation on bank management's assertion on the effectiveness of the bank's internal control over financial reporting by a certified public accounting firm</p> | <p>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)</p> <p>5 = Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)</p> <p>6 = Review of the bank's financial statements by external auditors</p> <p>7 = Compilation of the bank's financial statements by external auditors</p> <p>8 = Other audit procedures (excluding tax preparation work)</p> <p>9 = No external audit work</p> |
|--|---|

To be reported with the March Report of Condition.

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

RCON	MMDD
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-A—Cash and Balances Due From Depository Institutions

Schedule RC-A is to be completed only by banks with \$300 million or more in total assets(1).

Exclude assets held for trading.

Dollar Amounts in Thousands		RCON	Amount	
1. Cash items in process of collection, unposted debits, and currency and coin:				
a. Cash items in process of collection and unposted debits		0020	2,878	1.a
b. Currency and coin		0080	1,499	1.b
2. Balances due from depository institutions in the U.S.:				
a. U.S. branches and agencies of foreign banks		0083	0	2.a
b. Other commercial banks in the U.S. and other depository institutions in the U.S.		0085	24,815	2.b
3. Balances due from banks in foreign countries and foreign central banks:				
a. Foreign branches of other U.S. banks		0073	0	3.a
b. Other banks in foreign countries and foreign central banks		0074	0	3.b
4. Balances due from Federal Reserve Banks		0090	114,344	4
5. Total (sum of items 1 through 4) (must equal Schedule RC, sum of items 1.a and 1.b)		0010	143,536	5

(1) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2015, Report of Condition.

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	29,988	1287	29,980	1
2. U.S. Government agency obligations (exclude mortgage-backed securities):										
a. Issued by U.S. Government-agencies(1)		1289	0	1290	0	1291	0	1293	0	2.a
b. Issued by U.S. Government-sponsored agencies(2)		1294	0	1295	0	1297	34,128	1298	34,166	2.b
3. Securities issued by states and political subdivisions in the U.S.		8496	0	8497	0	8498	0	8499	0	3

(1) Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.

(2) Includes 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 Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

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. Mortgage-backed securities (MBS):									
a. Residential mortgage pass-through securities:									
(1) Guaranteed by GNMA	G300	7	G301	7	G302	28,701	G303	28,604	4.a.1
(2) Issued by FNMA and FHLMC	G304	3	G305	3	G306	1,548	G307	1,562	4.a.2
(3) Other pass-through securities	G308	0	G309	0	G310	0	G311	0	4.a.3
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):									
(1) Issued or guaranteed by U.S. Government agencies or sponsored agencies.(1)	G312	0	G313	0	G314	71,266	G315	71,041	4.b.1
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies.(1)	G316	0	G317	0	G318	0	G319	0	4.b.2
(3) All other residential MBS	G320	0	G321	0	G322	599	G323	608	4.b.3
c. Commercial MBS:									
(1) Commercial mortgage pass-through securities:									
(a). Issued or guaranteed by FNMA,FHLMC or GNMA	K142	0	K143	0	K144	14,760	K145	15,049	4.c.1.a
(b). Other pass-through securities	K146	0	K147	0	K148	0	K149	0	4.c.1.b

(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).

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. (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:									
(1) Cash	G336	0	G337	0	G338	0	G339	0	5.b.1
(2) Synthetic	G340	0	G341	0	G342	0	G343	0	5.b.2
(3) Hybrid	G344	0	G345	0	G346	0	G347	0	5.b.3
6. Other debt securities:									
a. Other domestic debt securities	1737	0	1738	0	1739	26,955	1741	33,398	6.a
b. Other Foreign debt securities	1742	0	1743	0	1744	5,000	1746	5,025	6.b
7. Investments in mutual funds and other equity securities with readily determinable fair values(2)									
					A510	1,253	A511	1,218	7
8. Total (sum of items 1 through 7) (total of column A must equal Schedule RC, item 2.a) (total of column D must equal Schedule RC, item 2.b)	1754	10	1771	10	1772	214,198	1773	220,651	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.

Schedule RC-B—Continued**Memoranda**

	Dollar Amounts in Thousands	RCON	Amount	
1. Pledged securities(1)		0416	30,502	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	36,483	M.2.a.1
(2) Over three months through 12 months		A550	20,263	M.2.a.2
(3) Over one year through three years		A551	10,442	M.2.a.3
(4) Over three years through five years		A552	26,461	M.2.a.4
(5) Over five years through 15 years		A553	20,933	M.2.a.5
(6) Over 15 years		A554	3,036	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	2	M.2.b.1
(2) Over three months through 12 months		A556	21	M.2.b.2
(3) Over one year through three years		A557	0	M.2.b.3
(4) Over three years through five years		A558	307	M.2.b.4
(5) Over five years through 15 years		A559	29,212	M.2.b.5
(6) Over 15 years		A560	634	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	3,750	M.2.c.1
(2) Over three years		A562	67,899	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	20,664	M.2.d
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	0	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	8,383	M.4.a
b. Fair value		8783	8,392	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 9, 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 9, 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 9, column C, must equal Schedule RC-B, sum of items 4.b and 4.c.(2), columns A and D.

Schedule RC-B—Continued

Memoranda — Continued

Memorandum	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
Dollar Amounts in Thousands								
Memorandum items 5.a through 5.f are to be completed by banks with \$1 billion or more in total assets.(1)								
5. Asset-backed securities (ABS)(for each column, sum of Memorandum items 5.a through 5.f must equal Schedule RC-B, item 5.a):								
a. Credit card receivables	B838		B839		B840		B841	
b. Home equity lines	B842		B843		B844		B845	
c. Automobile loans	B846		B847		B848		B849	
d. Other consumer loans	B850		B851		B852		B853	
e. Commercial and industrial loans	B854		B855		B856		B857	
f. Other	B858		B859		B860		B861	
M.5.a								
M.5.b								
M.5.c								
M.5.d								
M.5.e								
M.5.f								

(1) The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2015, Report of Condition.

Schedule RC-B—Continued**Memoranda — Continued**

Dollar Amounts in Thousands

Memoranda — Continued	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	
Dollar Amounts in Thousands									
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule RC-B sum of items 5.b(1) through (3)):									
a. Trust preferred securities issued by financial institutions	G348	0	G349	0	G350	0	G351	0	M.6.a
b. Trust preferred securities issued by real estate investment trusts	G352	0	G353	0	G354	0	G355	0	M.6.b
c. Corporate and similar loans	G356	0	G357	0	G358	0	G359	0	M.6.c
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G360	0	G361	0	G362	0	G363	0	M.6.d
e. 1-4 family residential MBS not issued or guaranteed by GSEs	G364	0	G365	0	G366	0	G367	0	M.6.e
f. Diversified (mixed) pools of structured financial products	G368	0	G369	0	G370	0	G371	0	M.6.f
g. Other collateral or reference assets	G372	0	G373	0	G374	0	G375	0	M.6.g

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. 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

	(Column A) To Be Completed by Banks with \$300 Million or More in Total Assets(1)		(Column B) To Be Completed by All Banks	
	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			F158	0
(2) Other construction loans and all land development and other land loans			F159	48,486
b. Secured by farmland (including farm residential and other improvements)			1420	0
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	4,284
(2) Closed-end loans secured by 1-4 family residential properties:				
(a) Secured by first liens			5367	63,519
(b) Secured by junior liens			5368	32
d. Secured by multifamily (5 or more) residential properties			1460	16,158
e. Secured by nonfarm nonresidential properties:				
(1) Loans secured by owner-occupied nonfarm nonresidential properties			F160	46,836
(2) Loans secured by other nonfarm nonresidential properties			F161	138,003
2. Loans to depository institutions and acceptances of other banks			1288	0
a. To commercial banks in the U.S.:				
(1) To U.S. branches and agencies of foreign banks	B532	0		
(2) To other commercial banks in the U.S.	B533	0		
b. To other depository institutions in the U.S.	B534	0		
c. To banks in foreign countries:				
(1) To foreign branches of other U.S. banks	B536	0		
(2) To other banks in foreign countries	B537	0		
3. Loans to finance agricultural production and other loans to farmers			1590	0
4. Commercial and industrial loans			1766	6,114
a. To U.S. addressees (domicile)	1763	6,114		
b. To non-U.S. addressees (domicile)	1764	0		
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
b. Other revolving credit plans			B539	65
c. Automobile Loans			K137	0
d. Other consumer loans (includes single payment and installment, loans other than automobile loans, and all student loans)			K207	792
7. Loans to foreign governments and official institutions (including foreign central banks)			2081	0
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S.			2107	0

(1) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2015, Report of Condition.

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

Dollar Amounts in Thousands	(Column A) To Be Completed by Banks with \$300 Million or More in Total Assets(1)		(Column B) To Be Completed by All Banks		
	RCON	Amount	RCON	Amount	
9. Loans to nondepository financial institutions and other loans:					
a. Loans to nondepository financial institutions			J454	3,800	9.a
b. Other loans			J464	1	9.b
(1) Loans for purchasing or carrying securities (secured and unsecured)	1545	0			9.b.1
(2) All other loans (exclude consumer loans)	J451	1			9.b.2
10. Lease financing receivables (net of unearned income)			2165	11,765	10
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)	F162	0			10.a
b. All other leases	F163	11,765			10.b
11. LESS: Any unearned income on loans reflected in items 1-9 above			2123	796	11.
12. Total loans and leases, net of unearned income (sum of items 1 through 10 minus item 11) (must equal Schedule RC, sum of items 4.a and 4.b)			2122	339,059	12

Memoranda

Dollar Amounts in Thousands		RCON	Amount	
1.Loans restructured in troubled debt restructurings that are in compliance with their modified terms(included in Schedule RC-C, Part 1, 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	0	M.1.a.1
(2)Other construction loans and all land development and other land loans		K159	0	M.1.a.2
b. Loans secured by 1-4 residential properties		F576	1,714	M.1.b
c. Secured by multifamily (5 or more) residential properties		K160	0	M.1.c
d. Secured by nonfarm nonresidential properties:				
(1) Loans secured by owner-occupied nonfarm nonresidential properties		K161	0	M.1.d.1
(2) Loans secured by other nonfarm nonresidential properties		K162	7,148	M.1.d.2
e. Commercial and Industrial loans:		K256	340	M.1.e
Memorandum items 1.e.(1) and (2) are to be completed by banks with \$300 million or more in total assets (1) (Sum of Memorandum items 1.e.(1) and (2) must equal Memorandum item 1.e):				
(1) To U.S.addressees (domicile)	K163	340		M.1.e.1
(2) To non-U.S. addressees (domicile)	K164	0		M.1.e.2
f. All other loans(include loans to individuals for household, family, and other personal expenditures)		K165	0	M.1.f
Itemize loan categories included in memorandum item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructutings that are in compliance with their modified terms(sum of memorandum items 1.a through 1.e plus 1.f):				
(1) Loans secured by farmland		K166	0	M.1.f.1
(2) and (3) Not applicable				

(1) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2015, Report of Condition.

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

	Dollar Amounts in Thousands		RCN	Amount	
1.f. (4) Loans to individuals for household, family, and other personal expenditures:					
(a) Credit Cards	K098	0			M.1.f.4(a)
(b) Automobile Loans	K203	0			M.1.f.4(b)
(c) Other (includes revolving credit plans other than credit cards and other consumer loans)	K204	0			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 included in Schedule RC-C, part I, Memorandum item 1.f, above	K168	0			M.1.f.(5)
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), column B, above) with a remaining maturity or next repricing date of:(2,3)					
(1) Three months or less	A564	3,531			M.2.a.1
(2) Over three months through 12 months	A565	3,440			M.2.a.2
(3) Over one year through three years	A566	8,854			M.2.a.3
(4) Over three years through five years	A567	1,273			M.2.a.4
(5) Over five years through 15 years	A568	12,745			M.2.a.5
(6) Over 15 years	A569	33,410			M.2.a.6
b. All loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column B, 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), column B, above) with a remaining maturity or next repricing date of:(2,4)					
(1) Three months or less	A570	10,064			M.2.b.1
(2) Over three months through 12 months	A571	48,996			M.2.b.2
(3) Over one year through three years	A572	103,469			M.2.b.3
(4) Over three years through five years	A573	52,866			M.2.b.4
(5) Over five years through 15 years	A574	49,395			M.2.b.5
(6) Over 15 years	A575	11,545			M.2.b.6
c. Loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column B, above) with a REMAINING MATURITY of one year or less (excluding those in nonaccrual status)	A247	61,449			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, column B(5)	2746	0			M.3
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), column B)	5370	7,514			M.4

(1) The \$300 million asset size test and the 5 percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2015, Report of Condition.

(2) Report fixed rate loans and leases by remaining maturity and floating rate loans by next repricing date.

(3) 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), column B.

(4) Sum of Memorandum items 2.b.(1) through 2.b.(6) plus total nonaccrual loans and leases from Schedule RC-N, sum of items 1 through 8, 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, column B, 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), column B.

(5) Exclude loans secured by real estate that are included in Schedule RC-C, part I, items 1.a through 1.e, column B.

Schedule RC-C—Continued

Part I. Continued

Memoranda — Continued

	Dollar Amounts in Thousands	RCN	Amount	
5. To be completed by banks with \$300 million or more in total assets:(1)				
Loans secured by real estate to non-U.S. addressees (domicile)				
(included in Schedule RC-C, part I, items 1.a through 1.e, column B)	B837		2,565	M.5
Memorandum item 6 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.				
6. Outstanding credit card fees and finance charges included in Schedule RC-C,				
part I, item 6.a.	C391		N/A	M.6
Memorandum item 7 is to be completed by all banks.				
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):				
a. Outstanding balance	C779		0	M.7.a
b. Amount included in Schedule RC-C, part I, items 1 through 9	C780		0	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		0	M.8.a
Memorandum items 8.b and 8.c are to be completed 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, 2015, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income (as reported in Schedule RC-C, part I, item 12, column B).				
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		112	M.9
Memorandum items 10 and 11 are to be completed by banks that have elected to measure loans included in Schedule RC-C, part I, items 1 through 9, at fair value under a fair value option.				
10. Loans measured at fair value (included in Schedule RC-C, part I, items 1 through 9):				
a. Loans secured by real estate:				
(1) Construction, land development, and other land loans	F578		N/A	M.10.a.1
(2) Secured by farmland (including farm residential and other improvements)	F579		N/A	M.10.a.2
(3) Secured by 1–4 family residential properties:				
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	F580		N/A	M.10.a.3.a
(b) Closed-end loans secured by 1–4 family residential properties:				
(1) Secured by first liens	F581		N/A	M.10.a.3.b.1
(2) Secured by junior liens	F582		N/A	M.10.a.3.b.2
(4) Secured by multifamily (5 or more) residential properties	F583		N/A	M.10.a.4
(5) Secured by nonfarm nonresidential properties	F584		N/A	M.10.a.5
b. Commercial and industrial loans	F585		N/A	M.10.b
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):				
(1) Credit cards	F586		N/A	M.10.c.1
(2) Other revolving credit plans	F587		N/A	M.10.c.2
(3) Automobile loans	K196		N/A	M.10.c.3
(4) Other consumer loans	K208		N/A	M.10.c.4
d. Other loans	F589		N/A	M.10.d

(1) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2015, Report of Condition.

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

Dollar Amounts in Thousands		RCON	Amount	
11. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-C, part I, Memorandum item 10):				
a. Loans secured by real estate:				
(1) Construction, land development, and other land loans	F590		N/A	M.11.a.1
(2) Secured by farmland (including farm residential and other improvements)	F591		N/A	M.11.a.2
(3) Secured by 1-4 family residential properties:				
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	F592		N/A	M.11.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:				
(1) Secured by first liens	F593		N/A	M.11.a.3.b.1
(2) Secured by junior liens	F594		N/A	M.11.a.3.b.2
(4) Secured by multifamily (5 or more) residential properties	F595		N/A	M.11.a.4
(5) Secured by nonfarm nonresidential properties	F596		N/A	M.11.a.5
b. Commercial and industrial loans	F597		N/A	M.11.b
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):				
(1) Credit cards	F598		N/A	M.11.c.1
(2) Other revolving credit plans	F599		N/A	M.11.c.2
(3) Automobile loans	K195		N/A	M.11.c.3
(4) Other consumer loans	K209		N/A	M.11.c.4
d. Other loans	F601		N/A	M.11.d

		(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							
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:		RCON	Amount	RCON	Amount	RCON	Amount
a. Loans secured by real estate _____		G091	0	G092	0	G093	0
b. Commercial and industrial loans _____		G094	0	G095	0	G096	0
c. Loans to individuals for household, family, and other personal expenditures _____		G097	0	G098	0	G099	0
d. All other loans and all leases _____		G100	0	G101	0	G102	0

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

Dollar Amounts in Thousands		RCON	Amount	
<i>Memorandum item 13 is to be completed by banks that had construction, land development, and other land loans in domestic offices (as reported in Schedule RC-C, part I, item 1.a., column B) that exceeded 100 percent of total capital (as reported in Schedule RC-R, Part I, item 35.a.) as of December 31, 2015.</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, column B)	G376		39,441	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 1a.(1)(b))	RIAD			
	G377		0	M.13.b
<i>Memorandum item 14 is to be completed by all banks.</i>	RCON			
14. Pledged loans and leases	G378		211,917	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):	RCON		Amount	
(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:	RCON		Number	
(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:	RCON		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**

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, (1) 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.") _____

RCON	YES / NO
6999	NO

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.) _____

Number of Loans	
RCON	Number
5562	N/A

2.a

- b. "Commercial and industrial loans" reported in Schedule RC-C, part I, Item 4,(1) (Note: Item 4,(1) divided by the number of loans should NOT exceed \$100,000.) _____

5563	N/A
------	-----

2.b

Dollar Amounts in Thousands	(Column A) Number of Loans		(Column B) Amount Currently Outstanding		
	RCON	Number	RCON	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	1	5565	25	3.a
b. With original amounts of more than \$100,000 through \$250,000 _____	5566	6	5567	560	3.b
c. With original amounts of more than \$250,000 through \$1,000,000 _____	5568	24	5569	9,517	3.c
4. Number and amount currently outstanding of "Commercial and industrial loans" reported in Schedule RC-C, Part I, item 4(1) (sum of items 4.a through 4.c must be less than or equal to Schedule RC-C, Part I, item 4(1)):					
a. With original amounts of \$100,000 or less _____	5570	17	5571	75	4.a
b. With original amounts of more than \$100,000 through \$250,000 _____	5572	5	5573	254	4.b
c. With original amounts of more than \$250,000 through \$1,000,000 _____	5574	6	5575	1,932	4.c

- (1) Banks with \$300 million or more in total assets should provide the requested information for "Commercial and industrial loans" based on the loans reported in Schedule RC-C, part I item 4.a, column A, "Commercial and industrial loans to U.S. addressees."

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	NO

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

	(Column A)		(Column B)	
	Number of Loans		Amount Currently Outstanding	
Dollar Amounts in Thousands	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
b. With original amounts of more than \$100,000 through \$250,000	5580	N/A	5581	N/A
c. With original amounts of more than \$250,000 through \$500,000	5582	N/A	5583	N/A
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
b. With original amounts of more than \$100,000 through \$250,000	5586	N/A	5587	N/A
c. With original amounts of more than \$250,000 through \$500,000	5588	N/A	5589	N/A

7.a

7.b

7.c

8.a

8.b

8.c

Schedule RC-D - Trading Assets and Liabilities

Schedule RC-D is to be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$2 million or more in any of the four preceding calendar quarters.

Dollar Amounts in Thousands		RCON	Amount	
Assets				
1. U.S. Treasury securities _____		3531	N/A	1
2. U.S. Government agency obligations (exclude mortgage-backed securities)_____		3532	N/A	2
3. Securities issued by states and political subdivisions in the U.S. _____		3533	N/A	3
4. Mortgage-backed securities (MBS):				
a. Residential mortgage pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA _____		G379	N/A	4.a
b. Other residential MBS issued or guaranteed by U.S. Government agencies or sponsored agencies(1)(include CMOs, REMICs, and stripped MBS)_____		G380	N/A	4.b
c. All other residential MBS _____		G381	N/A	4.c
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies(1)_____		K197	N/A	4.d
e. All other commercial MBS _____		K198	N/A	4.e
5. Other debt securities				
a. Structured financial products:				
(1) Cash _____		G383	N/A	5.a.1
(2) Synthetic _____		G384	N/A	5.a.2
(3) Hybrid _____		G385	N/A	5.a.3
b. All other debt securities _____		G386	N/A	5.b
6. Loans:				
a. Loans secured by real estate:				
(1) Construction, land development, and other land loans _____		F604	N/A	6.a.1
(2) Secured by farmland (including farm residential and other improvements) _____		F605	N/A	6.a.2
(3) Secured by 1-4 family residential properties:				
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit _____		F606	N/A	6.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:				
(1) Secured by first liens _____		F607	N/A	6.a.3.b.1
(2) Secured by junior liens _____		F611	N/A	6.a.3.b.2
(4) Secured by multifamily (5 or more) residential properties _____		F612	N/A	6.a.4
(5) Secured by nonfarm nonresidential properties _____		F613	N/A	6.a.5
b. Commercial and industrial loans _____		F614	N/A	6.b
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):				
(1) Credit cards _____		F615	N/A	6.c.1
(2) Other revolving credit plans _____		F616	N/A	6.c.2
(3) Automobile Loans _____		K199	N/A	6.c.3
(4) Other consumer loans _____		K210	N/A	6.c.4
d. Other loans _____		F618	N/A	6.d
7. and 8. Not applicable				
9. Other trading assets _____		3541	N/A	9
10. Not applicable				
11. Derivatives with a positive fair value _____		3543	N/A	11
12. Total trading assets (sum of items 1 through 11) (must equal Schedule RC, item 5)		3545	N/A	12

Liabilities

	RC	Amount	
13. a. Liability for short positions	3546	N/A	13.a
b. Other trading liabilities	F624	N/A	13.b
14. Derivatives with a negative fair value	3547	N/A	14
15. Total trading liabilities (sum of items 13.a through 14) (must equal Schedule RC, item 15)	3548	N/A	15

(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).

Schedule RC-D - Continued**Memoranda**

	Dollar Amounts in Thousands	RCON	Amount	
1. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-D, items 6.a through 6.d):				
a. Loans secured by real estate:				
(1) Construction, land development, and other land loans	F625	N/A		M.1.a.1
(2) Secured by farmland (including farm residential and other improvements)	F626	N/A		M.1.a.2
(3) Secured by 1-4 family residential properties:				
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	F627	N/A		M.1.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:				
(1) Secured by first liens	F628	N/A		M.1.a.3.b.1
(2) Secured by junior liens	F629	N/A		M.1.a.3.b.2
(4) Secured by multifamily (5 or more) residential properties	F630	N/A		M.1.a.4
(5) Secured by nonfarm nonresidential properties	F631	N/A		M.1.a.5
b. Commercial and industrial loans	F632	N/A		M.1.b
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):				
(1) Credit cards	F633	N/A		M.1.c.1
(2) Other revolving credit plans	F634	N/A		M.1.c.2
(3) Automobile Loans	K200	N/A		M.1.c.3
(4) Other consumer loans	K211	N/A		M.1.c.4
d. Other loans	F636	N/A		M.1.d
2. Loans measured at fair value that are past due 90 days or more:				
a. Fair value	F639	N/A		M.2.a
b. Unpaid principal balance	F640	N/A		M.2.b
3. Structured financial products by underlying collateral or reference assets (sum of Memorandum items 3.a through 3.g must equal Schedule RC-D, sum of items 5.a.(1) through (3)):				
a. Trust preferred securities issued by financial institutions	G299	N/A		M.3.a
b. Trust preferred securities issued by real estate investment trusts	G332	N/A		M.3.b
c. Corporate and similar loans	G333	N/A		M.3.c
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G334	N/A		M.3.d
e. 1-4 family residential MBS not issued or guaranteed by GSEs	G335	N/A		M.3.e
f. Diversified (mixed) pools of structured financial products	G651	N/A		M.3.f
g. Other collateral or reference assets	G652	N/A		M.3.g
4. Pledged trading assets:				
a. Pledged securities	G387	N/A		M.4.a
b. Pledged Loans	G388	N/A		M.4.b
<i>Memorandum items 5 through 10 are to be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$1 billion or more in any of the four preceding calendar quarters.</i>				
5. Asset-backed securities:				
a. Credit card receivables	F643	N/A		M.5.a
b. Home equity lines	F644	N/A		M.5.b
c. Automobile loans	F645	N/A		M.5.c
d. Other consumer loans	F646	N/A		M.5.d
e. Commercial and industrial loans	F647	N/A		M.5.e
f. Other	F648	N/A		M.5.f
6. Retained beneficial interests in securitizations (first-loss or equity tranches)	F651	N/A		M.6
7. Equity securities (included in Schedule RC-D, item 9, above):				
a. Readily determinable fair values	F652	N/A		M.7.a
b. Other	F653	N/A		M.7.b
8. Loans pending securitization	F654	N/A		M.8

Berkshire Bank

Legal Title of Bank

FDIC Certificate Number: 27503

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Schedule RC-D - Continued**Memoranda - Continued**

Dollar Amounts in Thousands			RCON	Amount	
9. Other trading assets (itemize and describe amounts included in Schedule RC-D, item 9, that are greater than \$1,000,000 and exceed 25 percent of the item): (1)					
TEXT					
a.	F655	N/A	F655	N/A	M.9.a
b.	F656	N/A	F656	N/A	M.9.b
c.	F657	N/A	F657	N/A	M.9.c
10. Other trading liabilities (itemize and describe amounts included in Schedule RC-D, item 13.b, that are greater than \$1,000,000 and exceed 25 percent of the item):					
TEXT					
a.	F658	N/A	F658	N/A	M.10.a
b.	F659	N/A	F659	N/A	M.10.b
c.	F660	N/A	F660	N/A	M.10.c

(1) Exclude equity securities.

Schedule RC-E—Deposit Liabilities

	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)	
Dollar Amounts in Thousands	RCON	Amount	RCON	Amount	RCON	Amount
Deposits of:						
1. Individuals, partnerships, and corporations	B549	133,855			B550	429,835
2. U.S. Government	2202	0			2520	0
3. States and political subdivisions in the U.S.	2203	0			2530	77
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	133,855	2210	106,213	2385	429,912

Memoranda

Dollar Amounts in Thousands		RCON	Amount	
1. Selected components of total deposits (i.e., sum of item 7, columns A and C):				
a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts	6835	20,498		M.1.a
b. Total brokered deposits	2365	0		M.1.b
c. Fully insured brokered deposits (included in Memorandum item 1.b above):(2)				
(1) Brokered deposits of less than \$100,000	2343	0		M.1.c.1
(2) Brokered deposits of \$100,000 through \$250,000 and certain brokered retirement deposit accounts	J472	0		M.1.c.2
d. Maturity data for brokered deposits:				
(1) Brokered deposits of less than \$100,000 with a remaining maturity of one year or less (included in Memorandum item 1.c.(1) above)	A243	0		M.1.d.1
(2) Brokered deposits of \$100,000 through \$250,000 with a remaining maturity of one year or less (included in Memorandum item 1.c.(2) above)	K219	0		M.1.d.2
(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
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	4,211		M.2.a.1
(2) Other savings deposits (excludes MMDAs)	0352	146,020		M.2.a.2
b. Total time deposits of less than \$100,000	6648	131,970		M.2.b
c. Total time deposits of \$100,000 through \$250,000	J473	113,234		M.2.c
d. Total time deposits of more than \$250,000	J474	34,476		M.2.d
e. Individual Retirement Accounts (IRAs) and Keogh Plan accounts of \$100,000 or more included in Memorandum item 2.c and 2.d above	F233	5,785		M.2.e

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

(2) The dollar amounts used as the basis for reporting in Memorandum items 1.c.(1) and (2) reflect the deposit insurance limits 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 less than \$100,000:				
a. Time deposits of less than \$100,000 with a remaining maturity or next repricing date of:(1,2)				
(1) Three months or less		A579	29,041	M.3.a.1
(2) Over three months through 12 months		A580	72,626	M.3.a.2
(3) Over one year through three years		A581	30,301	M.3.a.3
(4) Over three years		A582	2	M.3.a.4
b. Time deposits of less than \$100,000 with a REMAINING MATURITY of one year or less (included in Memorandum items 3.a.(1) and 3.a.(2) above)(3)		A241	101,006	M.3.b
4. Maturity and repricing data for time deposits of \$100,000 or more:				
a. Time deposits of \$100,000 or more with a remaining maturity or next repricing date of:(1,4)				
(1) Three months or less		A584	29,620	M.4.a.1
(2) Over three months through 12 months		A585	85,393	M.4.a.2
(3) Over one year through three years		A586	32,697	M.4.a.3
(4) Over three years		A587	0	M.4.a.4
b. Time deposits of \$100,000 through \$250,000 with a REMAINING MATURITY of one year or less (included in Memorandum items 4.a.(1) and 4.a.(2) above)(3)		K221	87,626	M.4.b
c. 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)		K222	26,474	M.4.c
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	NO	M.5

Memorandum items 6 and 7 are to be completed by institutions with \$1 billion or more in total assets(5) that answered "Yes" to Memorandum item 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, 6.b, and 6.c must equal item 1, column A, above):				
a. Total deposits in those noninterest-bearing transaction account deposit products intended primarily for individuals for personal, household, or family use		P753	32,311	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	19,486	M.6.b
c. Total deposits in all other transaction accounts of individuals, partnerships, and corporations		P755	82,057	M.6.c

- (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, Memorandum item 2.b.
- (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, sum of Memorandum items 2.c and 2.d.
- (5) The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2015, Report of Condition.

Berkshire Bank

Legal Title of Bank

FDIC Certificate Number: 27503

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RC-22**Schedule RC-E—Continued****Memoranda—Continued**

Dollar Amounts in Thousands		RCON	Amount	
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 item 1, column C, above):				
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 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	3,106	M.7.a.1
(2) Deposits in all other MMDAs of individuals, partnerships, and corporations_____		P757	1,105	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	97,665	M.7.b.1
(2) Deposits in all other savings deposit accounts of individuals, partnerships, and corporations_____		P759	48,355	M.7.b.2

Schedule RC-F—Other Assets

Dollar Amounts in Thousands				RCON	Amount	
1.	Accrued interest receivable(1)			B556	1,896	1
2.	Net deferred tax assets(2)			2148	9,595	2
3.	Interest-only strips receivable (not in the form of a security)(3)on:					
a.	Mortgage loans			A519	0	3.a
b.	Other financial assets			A520	0	3.b
4.	Equity securities that DO NOT have readily determinable fair values(4)			1752	640	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
6.	All other assets (itemize and describe amounts greater than \$100,000 that exceed 25 percent of this item)			2168	729	6
a.	Prepaid expenses	2166	528			6.a
b.	Reposessed personal property (including vehicles)	1578	0			6.b
c.	Derivatives with a positive fair value held for purposes other than trading	C010	0			6.c
d.	Retained interests in accrued interest receivable related to securitized credit cards	C436	0			6.d
e.	FDIC loss-sharing indemnification assets	J448	0			6.e
f.	Computer software	FT33	0			6.f
g.	Accounts receivable	FT34	7			6.g
h.	Receivables from foreclosed government-guaranteed mortgage loans	FT35	0			6.h
	TEXT					
i.	3549 Prepaid Taxes	3549	194			6.i
j.	3550	3550	0			6.j
k.	3551	3551	0			6.k
7.	Total (sum of items 1 through 6) (must equal Schedule RC, item 11)			2160	12,860	7

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

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

(3) 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.

(4) Includes 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	1,493	1.a
b.	Other expenses accrued and unpaid (includes accrued income taxes payable)			3646	1,081	1.b
2.	Net deferred tax liabilities(2)			3049	0	2
3.	Allowance for credit losses on off-balance sheet credit exposures			B557	0	3
4.	All other liabilities (itemize and describe amounts greater than \$100,000 that exceed 25 percent of this item)			2938	2,492	4
a.	Accounts Payable	3066	177			4.a
b.	Deferred compensation liabilities	C011	2,315			4.b
c.	Dividends declared but not yet payable	2932	0			4.c
d.	Derivatives with a negative fair value held for purposes other than trading	C012	0			4.d
	TEXT					
e.	3552	3552	0			4.e
f.	3553	3553	0			4.f
g.	3554	3554	0			4.g
5.	Total (sum of items 1 through 4) (must equal Schedule RC, item 20)			2930	5,066	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."

Schedule RC-K—Quarterly Averages (1)

Dollar Amounts in Thousands		RCON	Amount	
Assets				
1. Interest-bearing balances due from depository institutions		3381	138,804	1
2. U.S. Treasury securities and U.S. Government agency obligations(2) (excluding mortgage-backed securities)		B558	72,524	2
3. Mortgage-backed securities(2)		B559	117,422	3
4. All other securities(2,3) (includes securities issued by states and political subdivisions in the U.S.)		B560	29,793	4
5. Federal funds sold and securities purchased under agreements to resell		3365	0	5
6. Loans:				
a. Total loans		3360	342,186	6.a
b. Loans secured by real estate:				
(1) Loans secured by 1-4 family residential properties		3465	70,378	6.b.1
(2) All other loans secured by real estate		3466	251,485	6.b.2
c. Commercial and industrial loans		3387	7,171	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	881	6.d.2
7. To be completed by banks with \$100 million or more in total assets:(4) Trading assets		3401	0	7
8. Lease financing receivables (net of unearned income)		3484	12,356	8
9. Total assets(5)		3368	712,104	9
Liabilities				
10. Interest-bearing transaction accounts (interest-bearing demand deposits, NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts)		3485	23,821	10
11. Nontransaction accounts:				
a. Savings deposits (includes MMDAs)		B563	154,535	11.a
b. Time deposits of \$100,000 or more		A514	145,651	11.b
c. Time deposits of less than \$100,000		A529	139,894	11.c
12. Federal funds purchased and securities sold under agreements to repurchase		3353	30,000	12
13. To be completed by banks with \$100 million or more in total assets:(4) Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)		3355	0	13

Memorandum

Dollar Amounts in Thousands		RCON	Amount	
Memorandum item 1 is to be completed by:(4) • 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.				
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) Quarterly averages for all equity securities should be based on historical cost.

(4) The asset size tests and the 5 percent of total loans test are generally based on the total assets and total loans reported on the
June 30, 2015, Report of Condition.

(5) The quarterly average for total assets should reflect all debt securities (not held for trading) at amortized cost, equity
securities with readily determinable fair values at the lower of cost or fair value, and equity securities without readily
determinable fair values at historical cost.

Schedule RC-L—Derivatives and 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		RCON	Amount	
1. Unused commitments:				
a. Revolving, open-end lines secured by 1-4 family residential properties, e.g., home equity lines		3814	591	1.a
<i>Items 1.a.(1) and 1.a.(2) are to be completed for the December report only.</i>				
(1) Unused commitments for Home Equity Conversion Mortgage (HECM) reverse mortgages outstanding that are held for investment (included in item 1.a above)		J477	N/A	1.a.(1)
(2) Unused commitments for proprietary reverse mortgages outstanding that are held for investment (included in item 1.a above)		J478	N/A	1.a.(2)
b. Credit card lines		3815	0	1.b
<i>Items 1.b.(1) and 1.b.(2) are to be completed by banks with either \$300 million or more in total assets or \$300 million or more in credit card lines.(1)</i>				
(Sum of items 1.b.(1) and 1.b.(2) must equal item 1.b)				
(1) Unused consumer credit card lines		J455	0	1.b.(1)
(2) Other unused credit card lines		J456	0	1.b.(2)
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	58,905	1.c.1.b
(2) NOT secured by real estate		6550	0	1.c.2
d. Securities underwriting		3817	0	1.d
e. Other unused commitments:				
(1) Commercial and industrial loans		J457	788	1.e.(1)
(2) Loans to financial institutions		J458	1,200	1.e.(2)
(3) All other unused commitments		J459	769	1.e.(3)
2. Financial standby letters of credit		3819	151	2
<i>Item 2.a is to be completed by banks with \$1 billion or more in total assets.(1)</i>				
a. Amount of financial standby letters of credit conveyed to others	3820	0		2.a
3. Performance standby letters of credit		3821	0	3
<i>Item 3.a is to be completed by banks with \$1 billion or more in total assets.(1)</i>				
a. Amount of performance standby letters of credit conveyed to others	3822	0		3.a
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. Credit derivatives:				
a. Notional amounts:				
(1) Credit default swaps	C968	0	C969	0
(2) Total return swaps	C970	0	C971	0
(3) Credit options	C972	0	C973	0
(4) Other credit derivatives	C974	0	C975	0
b. Gross fair values:				
(1) Gross positive fair value	C219	0	C221	0
(2) Gross negative fair value	C220	0	C222	0

(1) The asset size tests and the \$300 million credit card lines test are generally based on the total assets and credit card lines reported in June 30, 2015, Report of Condition.

Schedule RC-L—Continued

Dollar Amounts in Thousands		RCON	Amount	
7.c. Notional amounts by regulatory capital treatment:(1)				
(1) Positions covered under the Market Risk Rule:				
(a) Sold protection		G401	0	7.c.(1)(a)
(b) Purchased protection		G402	0	7.c.(1)(b)
(2) All other positions:				
(a) Sold protection		G403	0	7.c.(2)(a)
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes		G404	0	7.c.(2)(b)
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes		G405	0	7.c.(2)(c)

Dollar Amounts in Thousands		Remaining Maturity of:						
		(Column A) One Year or Less		(Column B) Over One Year Through Five Years		(Column C) Over Five Years		
		RCON	Amount	RCON	Amount	RCON	Amount	
7.d. Notional amounts by remaining maturity:								
(1) Sold credit protection:(2)								
(a) Investment grade		G406	0	G407	0	G408	0	7.d.(1)(a)
(b) Subinvestment grade		G409	0	G410	0	G411	0	7.d.(1)(b)
(2) Purchased credit protection:(3)								
(a) Investment grade		G412	0	G413	0	G414	0	7.d.(2)(a)
(b) Subinvestment grade		G415	0	G416	0	G417	0	7.d.(2)(b)

		RCON	Amount	
8. Spot foreign exchange contracts		8765	0	8
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.	Not applicable.			
b.	Commitments to purchase when-issued securities	3434	0	9.b
c.	Standby letters of credit issued by another party (e.g., a Federal Home Loan Bank) on the bank's behalf	C978	0	9.c
TEXT				
d.	3555	3555	0	9.d
e.	3556	3556	0	9.e
f.	3557	3557	0	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
TEXT				
a.	Commitments to sell when-issued securities	3435	0	10.a
b.	5592	5592	0	10.b
c.	5593	5593	0	10.c
d.	5594	5594	0	10.d
e.	5595	5595	0	10.e

		RCON	Amount	
11. Year-to-date merchant credit card sales volume:				
a.	Sales for which the reporting bank is the acquiring bank	C223	0	11.a
b.	Sales for which the reporting bank is the agent bank with risk	C224	0	11.b

(1) Sum of items 7.c.(1)(a) and 7.c.(2)(a) must equal sum of items 7.a.(1) through (4), column A. Sum of items 7.c.(1)(b), 7.c.(2)(b) and 7.c.(2)(c) must equal sum of items 7.a.(1) through (4), column B.

(2) Sum of items 7.d.(1)(a) and (b), columns A through C, must equal sum of items 7.a.(1) through (4), column A.

(3) Sum of items 7.d.(2)(a) and (b), columns A through C, must equal sum of items 7.a.(1) through (4), column B.

Schedule RC-L—Continued

Dollar Amounts in Thousands		(Column A)		(Column B)		(Column C)		(Column D)
Derivatives Position Indicators		Interest Rate Contracts		Foreign Exchange Contracts		Equity Derivative Contracts		Commodity and Other Contracts
12. Gross amounts (e.g., notional amounts) (for each column, sum of items 12.a through 12.e must equal sum of items 13 and 14):		Amount		Amount		Amount		Amount
		RCON 8693		RCON 8694		RCON 8695		RCON 8696
a. Futures contracts		0		0		0		0
		RCON 8697		RCON 8698		RCON 8699		RCON 8700
b. Forward contracts		0		0		0		0
c. Exchange-traded option contracts:		RCON 8701		RCON 8702		RCON 8703		RCON 8704
(1) Written options		0		0		0		0
		RCON 8705		RCON 8706		RCON 8707		RCON 8708
(2) Purchased options		0		0		0		0
d. Over-the-counter option contracts:		RCON 8709		RCON 8710		RCON 8711		RCON 8712
(1) Written options		0		0		0		0
		RCON 8713		RCON 8714		RCON 8715		RCON 8716
(2) Purchased options		0		0		0		0
		RCON 3450		RCON 3826		RCON 8719		RCON 8720
e. Swaps		0		0		0		0
13. Total gross notional amount of derivative contracts held for trading		RCON A126		RCON A127		RCON 8723		RCON 8724
		0		0		0		0
14. Total gross notional amount of derivative contracts held for purposes other than trading		RCON 8725		RCON 8726		RCON 8727		RCON 8728
		0		0		0		0
a. Interest rate swaps where the bank has agreed to pay a fixed rate		RCON A589						
		0						
15. Gross fair values of derivative contracts:								
a. Contracts held for trading:		RCON 8733		RCON 8734		RCON 8735		RCON 8736
(1) Gross positive fair value		0		0		0		0
		RCON 8737		RCON 8738		RCON 8739		RCON 8740
(2) Gross negative fair value		0		0		0		0
b. Contracts held for purposes other than trading:		RCON 8741		RCON 8742		RCON 8743		RCON 8744
(1) Gross positive fair value		0		0		0		0
		RCON 8745		RCON 8746		RCON 8747		RCON 8748
(2) Gross negative fair value		0		0		0		0

Schedule RC-L—Continued

Item 16 is to be completed only by banks with total assets of \$10 billion or more.(1)

		(Column A) Banks and Securities Firms		(Column B) Monoline Financial Guarantors		(Column C) Hedge Funds		(Column D) Sovereign Governments		(Column E) Corporations and All Other Counterparties		
Dollar Amounts in Thousands		RCON	Amount	RCON	Amount	RCON	Amount	RCON	Amount	RCON	Amount	
16. Over-the-counter derivatives:												
a. Net current credit exposure _____		G418	N/A	G419	N/A	G420	N/A	G421	N/A	G422	N/A	16.a
b. Fair value of collateral: _____												
(1) Cash - U.S. dollar _____		G423	N/A	G424	N/A	G425	N/A	G426	N/A	G427	N/A	16.b(1)
(2) Cash - Other currencies _____		G428	N/A	G429	N/A	G430	N/A	G431	N/A	G432	N/A	16.b(2)
(3) U.S. Treasury securities _____		G433	N/A	G434	N/A	G435	N/A	G436	N/A	G437	N/A	16.b(3)
(4) U.S. Government agency and U.S. Government- sponsored agency debt securities												
		G438	N/A	G439	N/A	G440	N/A	G441	N/A	G442	N/A	16.b(4)
(5) Corporate bonds _____		G443	N/A	G444	N/A	G445	N/A	G446	N/A	G447	N/A	16.b(5)
(6) Equity securities _____		G448	N/A	G449	N/A	G450	N/A	G451	N/A	G452	N/A	16.b(6)
(7) All other collateral _____		G453	N/A	G454	N/A	G455	N/A	G456	N/A	G457	N/A	16.b(7)
(8) Total fair value of collateral (sum of items 16.b.(1) through (7))												
		G458	N/A	G459	N/A	G460	N/A	G461	N/A	G462	N/A	16.b(8)

(1) The \$10 billion asset size test is generally based on the total assets reported on the June 30, 2015, Report of Condition.

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	328	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 other than goodwill:				
a. Mortgage servicing assets		3164	35	2.a
(1) Estimated fair value of mortgage servicing assets		A590	35	2.a.1
b. Purchased credit card relationships and nonmortgage servicing assets		B026	0	2.b
c. All other identifiable intangible assets		5507	0	2.c
d. Total (sum of items 2.a, 2.b, and 2.c) (must equal Schedule RC, item 10.b)		0426	35	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	74	3.c
d. Multifamily (5 or more) residential properties		5511	0	3.d
e. Nonfarm nonresidential properties		5512	0	3.e
f. Foreclosed properties from "GNMA loans"		C979	0	3.f
g. Total (sum of items 3.a through 3.f) (must equal Schedule RC, item 7)		2150	74	3.g
4. Not Applicable				
5. Other borrowed money:				
a. Federal Home Loan Bank advances:				
(1) Advances with a remaining maturity or next repricing date of:(1)				
(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)(2)		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:(3)				
(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)(4)		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) Report fixed rate advances by remaining maturity and floating rate advances by next repricing date.

(2) 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.

(3) Report fixed rate other borrowings by remaining maturity and floating rate other borrowings by next repricing date.

(4) 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

		Dollar Amounts in Thousands	RCON	YES / NO	
6. Does the reporting bank sell private label or third party mutual funds and annuities?			B569	NO	6
7. Assets under the reporting bank's management in proprietary mutual funds and annuities			RCON	Amount	
			B570	0	7
8. Internet Web site addresses and physical office trade names:					
a. Uniform Resource Locator (URL) of the reporting institution's primary Internet Web site (home page), if any (Example: www.examplebank.com)					
TEXT 4087	http://www.berkbank.com				8.a
b. URLs of all other public-facing Internet Websites that the reporting institution uses to accept or solicit deposit from the public, if any (Example: www.examplebank.biz):(1)					
(1)	TE01 N528				8.b.1
(2)	TE02 N528				8.b.2
(3)	TE03 N528				8.b.3
(4)	TE04 N528				8.b.4
(5)	TE05 N528				8.b.5
(6)	TE06 N528				8.b.6
(7)	TE07 N528				8.b.7
(8)	TE08 N528				8.b.8
(9)	TE09 N528				8.b.9
(10)	TE10 N528				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				8.c.1
(2)	TE02 N529				8.c.2
(3)	TE03 N529				8.c.3
(4)	TE04 N529				8.c.4
(5)	TE05 N529				8.c.5
(6)	TE06 N529				8.c.6
9. Do any of the bank's Internet Web sites have transactional capability, i.e., allow the bank's customers to execute transactions on their accounts through the Web site?			RCON	YES / NO	
			4088	YES	9
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	
			G463	NO	11
12. Does the bank provide custody, safekeeping, or other services involving the acceptance of orders for the sale or purchase of securities?					
			G464	NO	12

(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).

Schedule RC-M—Continued

Dollar Amounts in Thousands		RCON	Amount	
13. Assets covered by loss-sharing agreements with the FDIC:				
a. Loans and leases (included in Schedule RC, items 4.a and 4.b):				
(1) Loans secured by real estate:				
(a) Construction , land development, and other land loans:				
(1) 1-4 family residential construction loans	K169	0	13.a.(1)(a)(1)	
(2) Other construction loans and all land development and other land loans	K170	0	13.a.(1)(a)(2)	
(b) Secured by farmland	K171	0	13.a.(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	K172	0	13.a(1)(c)(1)	
(2) Closed-end loans secured by 1-4 family residential properties:				
(a) Secured by first liens	K173	0	13.a.(1)(c)(2)(a)	
(b) Secured by junior liens	K174	0	13.a.(1)(c)(2)(b)	
(d) Secured by multifamily(5 or more) residential properties	K175	0	13.a.(1)(d)	
(e) Secured by nonfarm, nonresidential properties:				
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K176	0	13.a.(1)(e)(1)	
(2) Loans secured by other nonfarm nonresidential properties	K177	0	13.a.(1)(e)(2)	
(2) Not Applicable				
(3) Commercial and industrial loans	K179	0	13.a.(3)	
(4) Loans to individuals for household, family, and other personal expenditures:				
(a) Credit cards	K180	0	13.a.(4)(a)	
(b) Automobile loans	K181	0	13.a.(4)(b)	
(c) Other (includes revolving credit plans other than credit cards and other consumer loans)	K182	0	13.a.(4)(c)	
(5) All other loans and all leases	K183	0	13.a.(5)	

Schedule RC-M—Continued

Dollar Amounts in Thousands		RC	Amount	
b. Other real estate owned (included in Schedule RC, item 7):				
(1) Construction, land development, and other land	K187		0	13.b.(1)
(2) Farmland	K188		0	13.b.(2)
(3) 1-4 family residential properties	K189		0	13.b.(3)
(4) Multifamily (5 or more) residential properties	K190		0	13.b.(4)
(5) Nonfarm nonresidential properties	K191		0	13.b.(5)
(6) Not applicable				
(7) Portion of covered other real estate owned included in items 13.b.(1) through (5) above that is protected by FDIC loss-sharing agreements	K192		0	13.b.(7)
c. Debt securities (included in Schedule RC, items 2.a and 2.b)	J461		0	13.c
d. Other assets (exclude FDIC loss-sharing indemnification assets)	J462		0	13.d
14. Captive insurance and reinsurance subsidiaries:				
a. Total assets of captive insurance subsidiaries(1)	K193		0	14.a
b. Total assets of captive reinsurance subsidiaries(1)	K194		0	14.b
<i>Item 15 is to be completed by institutions that are required or have elected to be treated as a Qualified Thrift Lender.</i>				
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)	RC	Number		
	L133		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?	RC	YES / NO		
	L135		N/A	15.b

(1) 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 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 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	265	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	0	1607	0	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. Loans to foreign governments and official institutions	5389	0	5390	0	5391	0	6
7. All other loans(1)	5459	0	5460	0	5461	0	7
8. Lease financing receivables	1226	0	1227	0	1228	0	8
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505	0	3506	0	3507	0	9

(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 in Schedule RC-N, items 1 through 8, above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in item 10 and 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	
10. 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	10
a. Guaranteed portion of loans and leases included in item 10 above, excluding rebooked "GNMA loans"	K039	0	K040	0	K041	0	10.a
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 10 above	K042	0	K043	0	K044	0	10.b
11. Loans and leases reported in items 1 through 8 above that are covered by loss-sharing agreements with the FDIC:							
a. Loans secured by real estate:							
(1) Construction, land development, and other land loans:							
(a) 1-4 family residential construction loans	K045	0	K046	0	K047	0	11.a.(1)(a)
(b) Other construction loans and all land development and other land loans	K048	0	K049	0	K050	0	11.a.(1)(b)
(2) Secured by farmland	K051	0	K052	0	K053	0	11.a.2
(3) Secured by 1-4 family residential properties							
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	K054	0	K055	0	K056	0	11.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:							
(1) Secured by first liens	K057	0	K058	0	K059	0	11.a.(3)(b)(1)
(2) Secured by junior liens	K060	0	K061	0	K062	0	11.a.(3)(b)(2)
(4) Secured by multifamily (5 or more) residential properties	K063	0	K064	0	K065	0	11.a.(4)
(5) Secured by nonfarm nonresidential properties:							
(a) Loans secured by owner-occupied nonfarm nonresidential properties	K066	0	K067	0	K068	0	11.a.(5)(a)
(b) Loans secured by other nonfarm nonresidential properties	K069	0	K070	0	K071	0	11.a.(5)(b)
b. Not applicable							
c. Commercial and industrial loans	K075	0	K076	0	K077	0	11.c

Schedule RC-N—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	
11.d. Loans to individuals for household, family, and other personal expenditures:							
(1) Credit cards	K078	0	K079	0	K080	0	11.d.(1)
(2) Automobile loans	K081	0	K082	0	K083	0	11.d.(2)
(3) Other (includes revolving credit plans other than credit cards and other consumer loans)	K084	0	K085	0	K086	0	11.d.(3)
e. All other loans and all leases	K087	0	K088	0	K089	0	11.e
f. Portion of covered loans and leases included in items 11.a through 11.e.3 above that is protected by FDIC loss-sharing agreements	K102	0	K103	0	K104	0	11.f

Schedule RC-N—Continued

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	
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 1, Memorandum item 1):							
a. Construction, land development, and other land loans:							
(1) 1-4 family residential construction loans	K105	0	K106	0	K107	0	M.1.a.(1)
(2) Other construction loans and all land development and other land loans	K108	0	K109	0	K110	0	M.1.a.(2)
b. Loans secured by 1-4 family residential properties	F661	0	F662	0	F663	235	M.1.b
c. Secured by multifamily (5 or more) residential properties	K111	0	K112	0	K113	0	M.1.c
d. Secured by nonfarm nonresidential properties:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K114	0	K115	0	K116	0	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties	K117	0	K118	0	K119	0	M.1.d.(2)
e. Commercial and industrial loans	K257	0	K258	0	K259	0	M.1.e
<i>Memorandum items 1.e.(1) and (2) are to be completed by banks with \$300 million or more in total assets. (Sum of Memorandum items 1.e.(1) and (2) must equal Memorandum item 1.e):(1)</i>							
(1) To U.S. addressees (domicile)	K120	0	K121	0	K122	0	M.1.e.(1)
(2) To non-U.S. addressees (domicile)	K123	0	K124	0	K125	0	M.1.e.(2)
f. All other loans (Include loans to individuals for household, family, and other personal expenditures)	K126	0	K127	0	K128	0	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.e plus 1.f, columns A through C):</i>							
(1) Loans secured by farmland	K130	0	K131	0	K132	0	M.1.f.(1)
(2) and (3) Not applicable							
(4) Loans to individuals for household, family, and other personal expenditures:							
(a) Credit cards	K274	0	K275	0	K276	0	M.1.f.(4)(a)
(b) Automobile loans	K277	0	K278	0	K279	0	M.1.f.(4)(b)
(c) Other (includes revolving credit plans other than credit cards and other consumer loans)	K280	0	K281	0	K282	0	M.1.f.(4)(c)

(1) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2015, Report of Condition.

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	
<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 1, item 3) exceeding 5 percent of total loans (5) Loans to finance agricultural production and other loans to farmers included in Schedule RC-N, Memorandum item 1.f, above	K138	0	K139	0	K140	0	M.1.f.(5)
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. <i>Memorandum items 3.a through 3.d are to be completed by banks with \$300 million in total assets:(1)</i> a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-N, item 1, above)	1248	0	1249	0	1250	0	M.3.a
b. Loans to and acceptances of foreign banks (included in Schedule RC-N, item 2, above)	5380	0	5381	0	5382	0	M.3.b
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RC-N, item 4, above)	1254	0	1255	0	1256	0	M.3.c
d. Leases to individuals for household, family, and other personal expenditures (included in Schedule RC-N, item 8, above)	F166	0	F167	0	F168	0	M.3.d

(1) The \$300 million asset size test and the 5 percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2015, Report of Condition.

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	
<i>Memorandum item 4 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:							
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
5. Loans and leases held for sale and loans measured at fair							
value (included Schedule RC-N, items 1 through 8, above):							
a. Loans and leases held for sale	C240	0	C241	0	C226	0	M.5.a
b. Loans measured at fair value:							
(1) Fair value	F664	0	F665	0	F666	0	M.5.b.(1)
(2) Unpaid principal balance	F667	0	F668	0	F669	0	M.5.b.(2)

	(Column A) Past due 30 through 89 days		(Column B) Past due 90 days or more		
Dollar Amounts in Thousands	RCON	Amount	RCON	Amount	
<i>Memorandum item 6 is to be completed by</i>					
<i>banks with \$300 million or more in total assets:</i> (1)					
6. Derivative contracts:					
Fair value of amounts carried as assets	3529	0	3530	0	M.6

	RCON	Amount	
7. Additions to nonaccrual assets during the quarter	C410	0	M.7
8. Nonaccrual assets sold during the quarter	C411	0	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):							
a. Outstanding balance	L183	0	L184	0	L185	0	M.9.a
b. Amount included in Schedule							
RC-N, items 1 through 7, above	L186	0	L187	0	L188	0	M.9.b

(1) The \$300 million asset size test and the 5 percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2015, Report of Condition.

Schedule RC-O—Other Data for Deposit Insurance and FICO Assessments

All FDIC-insured depository institutions must complete items 1 and 2, 4 through 9, 10, and 11, Memorandum items 1, and, if applicable, item 9.a, Memorandum items 2, 3, and 6 through 18 each quarter. Unless otherwise indicated, complete items 1 through 11 and Memorandum items 1 through 3 on an "unconsolidated single FDIC certificate number basis" (see instructions) and complete Memorandum items 6 through 18 on a fully consolidated basis.

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	565,260	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	712,104	4
a. Averaging method used (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	105,066	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. Reciprocal brokered 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 reciprocal brokered 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	365,100	M.1.a.(1)
(2) Number of deposit accounts (excluding retirement accounts) of \$250,000 or less		RCON	Number	
		F050	11,074	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	179,594	M.1.b.(1)
(2) Number of deposit accounts (excluding retirement accounts) of more than \$250,000		RCON	Number	
		F052	276	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	20,565	M.1.c.(1)
(2) Number of retirement deposit accounts of \$250,000 or less		RCON	Number	
		F046	757	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	0	M.1.d.(1)
(2) Number of retirement deposit accounts of more than \$250,000		RCON	Number	
		F048	0	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	110,481	M.2
3. Has the reporting institution been consolidated with a parent bank or Savings association in that parent bank's or parent Saving 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

4. and 5. Not Applicable

- (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 generally based on the total assets reported on the June 30, 2015, 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.

Berkshire Bank

Legal Title of Bank

FDIC Certificate Number: 27503

Submitted to CDR on 10/26/2016 at 9:27 AM

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RC-42**Schedule RC-O—Continued**

Amounts reported in Memorandum items 6 through 9, 14, and 15 will not be made available to the public on an individual institution basis

Memoranda—Continued

Dollar Amounts in Thousands		RCON	Amount	
<i>Memorandum items 6 through 12 are to be completed by "large institutions" and "highly complex institutions" as defined in FDIC regulations.</i>				
6. Criticized and classified items:				
a. Special mention	K663		N/A	M.6.a
b. Substandard	K664		N/A	M.6.b
c. Doubtful	K665		N/A	M.6.c
d. Loss	K666		N/A	M.6.d
7. "Nontraditional 1–4 family residential mortgage loans" as defined for assessment purposes only in FDIC regulations:				
a. Nontraditional 1-4 family residential mortgage loans	N025		N/A	M.7.a
b. Securitizations of nontraditional 1-4 family residential mortgage loans	N026		N/A	M.7.b
8. "Higher-risk consumer loans" as defined for assessment purposes only in FDIC regulations:				
a. Higher-risk consumer loans	N027		N/A	M.8.a
b. Securitizations of higher-risk consumer loans	N028		N/A	M.8.b
9. "Higher-risk commercial and industrial loans and securities" as defined for assessment purposes only in FDIC regulations:				
a. Higher-risk commercial and industrial loans and securities	N029		N/A	M.9.a
b. Securitizations of higher-risk commercial and industrial loans and securities	N030		N/A	M.9.b
10. Commitments to fund construction, land development, and other land loans secured by real estate :				
a. Total unfunded commitments	K676		N/A	M.10.a
b. Portion of unfunded commitments guaranteed or insured by the U.S. government (including the FDIC)	K677		N/A	M.10.b
11. Amount of other real estate owned recoverable from the U.S. government under guarantee or insurance provisions (excluding FDIC loss-sharing agreements)		K669	N/A	M.11
12. Nonbrokered time deposits of more than \$250,000 in domestic offices (included in Schedule RC-E, Memorandum item 2.d)		K678	N/A	M.12
<i>Memorandum item 13.a is to be completed by "large institutions" and "highly complex institutions" as defined in FDIC regulations. Memorandum items 13.b through 13.h are to be completed by "large institutions" only.</i>				
13. Portion of funded loans and securities guaranteed or insured by the U.S. government (including FDIC loss-sharing agreements):				
a. Construction, land development, and other land loans secured by real estate	N177		N/A	M.13.a
b. Loans secured by multifamily residential and nonfarm nonresidential properties	N178		N/A	M.13.b
c. Closed-end loans secured by first liens on 1-4 family residential properties	N179		N/A	M.13.c
d. Closed-end loans secured by junior liens on 1-4 family residential properties and revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	N180		N/A	M.13.d
e. Commercial and industrial loans	N181		N/A	M.13.e
f. Credit card loans to individuals for household, family, and other personal expenditures	N182		N/A	M.13.f
g. All other loans to individuals for household, family, and other personal expenditures	N183		N/A	M.13.g
h. Non-agency residential mortgage-backed securities	M963		N/A	M.13.h
<i>Memorandum items 14 and 15 are to be completed by "highly complex institutions" as defined in FDIC regulations.</i>				
14. Amount of the institution's largest counterparty exposure	K673		N/A	M.14
15. Total amount of the institution's 20 largest counterparty exposures	K674		N/A	M.15

Berkshire Bank

Legal Title of Bank

FDIC Certificate Number: 27503

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Schedule RC-O—Continued**Memoranda—Continued**

Dollar Amounts in Thousands		RC	Amount	
Memorandum item 16 is to be completed by "large institutions" and "highly complex institutions" as defined in FDIC regulations.				
16. Portion of loans restructured in troubled debt restructurings that are in compliance with their modified terms and are guaranteed or insured by the U.S. government (including the FDIC) (included in Schedule RC-C, Part I, Memorandum item 1)		L189	N/A	M.16
Memorandum item 17 is to be completed on a fully consolidated basis by those "large institutions" and "highly complex institutions" as defined in FDIC regulations that own another insured depository institution.				
17. Selected fully consolidated data for deposit insurance assessment purposes:				
a. Total deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations		L194	N/A	M.17.a
b. Total allowable exclusions, including interest accrued and unpaid on allowable exclusions		L195	N/A	M.17.b
c. Unsecured "Other borrowings" with a remaining maturity of one year or less		L196	N/A	M.17.c
d. Estimated amount of uninsured deposits, including related interest accrued and unpaid		L197	N/A	M.17.d

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Schedule RC-O—Continued

Memorandum item 18 is to be completed by "large institutions" and "highly complex institutions" as defined in FDIC regulations.

Amounts reported in Memorandum item 18 will not be made available to the public on an individual institution basis.

Dollar Amounts in Thousands

Two-Year Probability of Default (PD)										
(Column A)		(Column B)		(Column C)		(Column D)	(Column E)	(Column F)	(Column G)	(Column H)
≤ 1%		1.01–4%		4.01–7%		7.01–10%	10.01–14%	14.01–16%	16.01–18%	18.01–20%
Amount		Amount		Amount		Amount	Amount	Amount	Amount	Amount
RCON M964		RCON M965		RCON M966		RCON M967	RCON M968	RCON M969	RCON M970	RCON M971
N/A		N/A		N/A		N/A	N/A	N/A	N/A	N/A
RCON M979		RCON M980		RCON M981		RCON M982	RCON M983	RCON M984	RCON M985	RCON M986
N/A		N/A		N/A		N/A	N/A	N/A	N/A	N/A
RCON M994		RCON M995		RCON M996		RCON M997	RCON M998	RCON M999	RCON N001	RCON N002
N/A		N/A		N/A		N/A	N/A	N/A	N/A	N/A
RCON N010		RCON N011		RCON N012		RCON N013	RCON N014	RCON N015	RCON N016	RCON N017
N/A		N/A		N/A		N/A	N/A	N/A	N/A	N/A
RCON N040		RCON N041		RCON N042		RCON N043	RCON N044	RCON N045	RCON N046	RCON N047
N/A		N/A		N/A		N/A	N/A	N/A	N/A	N/A
RCON N055		RCON N056		RCON N057		RCON N058	RCON N059	RCON N060	RCON N061	RCON N062
N/A		N/A		N/A		N/A	N/A	N/A	N/A	N/A
RCON N070		RCON N071		RCON N072		RCON N073	RCON N074	RCON N075	RCON N076	RCON N077
N/A		N/A		N/A		N/A	N/A	N/A	N/A	N/A
RCON N085		RCON N086		RCON N087		RCON N088	RCON N089	RCON N090	RCON N091	RCON N092
N/A		N/A		N/A		N/A	N/A	N/A	N/A	N/A
RCON N100		RCON N101		RCON N102		RCON N103	RCON N104	RCON N105	RCON N106	RCON N107
N/A		N/A		N/A		N/A	N/A	N/A	N/A	N/A
RCON N115		RCON N116		RCON N117		RCON N118	RCON N119	RCON N120	RCON N121	RCON N122
N/A		N/A		N/A		N/A	N/A	N/A	N/A	N/A

Schedule RC-O—Continued

Memorandum item 18 is to be completed by "large institutions" and "highly complex institutions" as defined in FDIC regulations.

Amounts reported in Memorandum item 18 will not be made available to the public on an individual institution basis.

Dollar Amounts in Thousands	Two-Year Probability of Default (PD)								(Column O) PDs were Derived Using(1)	
	(Column I)		(Column J)		(Column K)		(Column L)	(Column M)		(Column N)
	20.01–22%		22.01–26%		26.01–30%		> 30%	Unscoreable		Total
	Amount		Amount		Amount		Amount	Amount		Amount
18. Outstanding balance of 1-4 family residential mortgage loans, consumer loans, and consumer leases by two-year probability of default:										
a. “Nontraditional 1-4 family residential mortgage loans” as defined for assessment purposes only in FDIC regulations	RCON M972		RCON M973		RCON M974		RCON M975	RCON M976	RCON M977	RCON M978
	N/A		N/A		N/A		N/A	N/A	N/A	N/A
b. Closed-end loans secured by first liens on 1-4 family residential properties	RCON M987		RCON M988		RCON M989		RCON M990	RCON M991	RCON M992	RCON M993
	N/A		N/A		N/A		N/A	N/A	N/A	N/A
c. Closed-end loans secured by junior liens on 1-4 family residential properties	RCON N003		RCON N004		RCON N005		RCON N006	RCON N007	RCON N008	RCON N009
	N/A		N/A		N/A		N/A	N/A	N/A	N/A
d. Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	RCON N018		RCON N019		RCON N020		RCON N021	RCON N022	RCON N023	RCON N024
	N/A		N/A		N/A		N/A	N/A	N/A	N/A
	RCON N048		RCON N049		RCON N050		RCON N051	RCON N052	RCON N053	RCON N054
e. Credit cards	N/A		N/A		N/A		N/A	N/A	N/A	N/A
	RCON N063		RCON N064		RCON N065		RCON N066	RCON N067	RCON N068	RCON N069
f. Automobile loans	N/A		N/A		N/A		N/A	N/A	N/A	N/A
	RCON N078		RCON N079		RCON N080		RCON N081	RCON N082	RCON N083	RCON N084
g. Student loans	N/A		N/A		N/A		N/A	N/A	N/A	N/A
h. Other consumer loans and revolving credit plans other than credit cards	RCON N093		RCON N094		RCON N095		RCON N096	RCON N097	RCON N098	RCON N099
	N/A		N/A		N/A		N/A	N/A	N/A	N/A
	RCON N108		RCON N109		RCON N110		RCON N111	RCON N112	RCON N113	RCON N114
i. Consumer leases	N/A		N/A		N/A		N/A	N/A	N/A	N/A
	RCON N123		RCON N124		RCON N125		RCON N126	RCON N127	RCON N128	
j. Total	N/A		N/A		N/A		N/A	N/A	N/A	

(1) For PDs derived using scores and default rate mappings provided by a third-party vendor, enter 1; for PDs derived using an internal approach, enter 2; for PDs derived using third-party vendor mappings for some loans within a product type and an internal approach for other loans within the same product type, enter 3. If the total reported in Column N for a product type is zero, enter 0.

Schedule RC-P—1-4 Family Residential Mortgage Banking Activities

Schedule RC-P is to be completed by (1) all banks with \$1 billion or more in total assets¹ and (2) banks with less than \$1 billion in total assets at which either 1-4 family residential mortgage loan originations and purchases for resale² from all sources, loan sales, or quarter-end loans held for sale exceed \$10 million for two consecutive quarters.

Dollar Amounts in Thousands		RCON	Amount	
1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale:(2)				
a. Closed-end first liens		F066	0	1.a
b. Closed-end junior liens		F067	0	1.b
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit		F670	0	1.c.(1)
(2) Principal amount funded under the lines of credit		F671	0	1.c.(2)
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale:(2)				
a. Closed-end first liens		F068	0	2.a
b. Closed-end junior liens		F069	0	2.b
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit		F672	0	2.c.(1)
(2) Principal amount funded under the lines of credit		F673	0	2.c.(2)
3. 1-4 family residential mortgage loans sold during the quarter:				
a. Closed-end first liens		F070	0	3.a
b. Closed-end junior liens		F071	0	3.b
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit		F674	0	3.c.(1)
(2) Principal amount funded under the lines of credit		F675	0	3.c.(2)
4. 1-4 family residential mortgage loans held for sale at quarter-end (included in Schedule RC, item 4.a and 5):				
a. Closed-end first liens		F072	0	4.a
b. Closed-end junior liens		F073	0	4.b
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit		F676	0	4.c.(1)
(2) Principal amount funded under the lines of credit		F677	0	4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule RI, items 5.c,5.f, 5.g, and 5.i):		RIAD		
a. Closed-end 1-4 family residential mortgage loans		F184	0	5.a
b. Open-end 1-4 family residential mortgage loans extended under lines of credit		F560	0	5.b
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:		RCON		
a. Closed-end first liens		F678	0	6.a
b. Closed-end junior liens		F679	0	6.b
c. Open-end loans extended under line of credit:				
(1) Total commitment under the lines of credit		F680	0	6.c.(1)
(2) Principal amount funded under the lines of credit		F681	0	6.c.(2)
7. Representation and warranty reserves for 1-4 family residential mortgage loans sold:				
a. For representations and warranties made to U.S. government agencies and government-sponsored agencies		L191	0	7.a
b. For representations and warranties made to other parties		L192	0	7.b
c. Total representation and warranty reserves (sum of items 7.a and 7.b)		M288	0	7.c

(1) The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2015, Report of Condition.

(2) Exclude originations and purchases of 1-4 family residential mortgage loans that are held for investment.

Schedule RC-Q—Assets and Liabilities Measured at Fair Value on a Recurring Basis

Schedule RC-Q is to be completed by banks that:

- (1) Had total assets of \$500 million or more as of the beginning of their fiscal year; or
- (2) Had total assets of less than \$500 million as of the beginning of their fiscal year and either:
- (a) Have elected to report financial instruments or servicing assets and liabilities at fair value under a fair value option with changes in fair value recognized in earnings, or
- (b) Are required to complete Schedule RC-D, Trading Assets and Liabilities.

Dollar Amounts in Thousands	(Column A) Total Fair Value Reported on Schedule RC		(Column B) LESS: Amounts Netted in the Determination of Total Fair Value		(Column C) Level 1 Fair Value Measurements		(Column D) Level 2 Fair Value Measurements		(Column E) Level 3 Fair Value Measurements		
	RCON	Amount	RCON	Amount	RCON	Amount	RCON	Amount	RCON	Amount	
Assets											
1. Available-for-sale securities _____	1773	220,651	G474	0	G475	32,573	G476	157,273	G477	30,805	1
2. Federal funds sold and securities purchased under agreements to resell _____	G478	0	G479	0	G480	0	G481	0	G482	0	2
3. Loans and leases held for sale _____	G483	0	G484	0	G485	0	G486	0	G487	0	3
4. Loans and leases held for investment _____	G488	13,649	G489	0	G490	0	G491	0	G492	13,649	4
5. Trading assets:											
a. Derivative assets _____	3543	0	G493	0	G494	0	G495	0	G496	0	5.a
b. Other trading assets _____	G497	0	G498	0	G499	0	G500	0	G501	0	5.b
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule RC-Q, item 5.b, above) _____	F240	0	F684	0	F692	0	F241	0	F242	0	5.b.1
6. All other assets _____	G391	0	G392	0	G395	0	G396	0	G804	0	6
7. Total assets measured at fair value on a recurring basis(sum of items 1 through 5b plus item 6.) _____	G502	234,300	G503	0	G504	32,573	G505	157,273	G506	44,454	7

Schedule RC-Q—Continued

	(Column A) Total Fair Value Reported on Schedule RC		(Column B) LESS: Amounts Netted in the Determination of Total Fair Value		(Column C) Level 1 Fair Value Measurements		(Column D) Level 2 Fair Value Measurements		(Column E) Level 3 Fair Value Measurements		
	RCN	Amount	RCN	Amount	RCN	Amount	RCN	Amount	RCN	Amount	
Dollar Amounts in Thousands											
Liabilities											
8. Deposits	F252	0	F686	0	F694	0	F253	0	F254	0	8
9. Federal funds purchased and securities sold under agreements to repurchase	G507	0	G508	0	G509	0	G510	0	G511	0	9
10. Trading liabilities:											
a. Derivative liabilities	3547	0	G512	0	G513	0	G514	0	G515	0	10.a
b. Other trading liabilities	G516	0	G517	0	G518	0	G519	0	G520	0	10.b
11. Other borrowed money	G521	0	G522	0	G523	0	G524	0	G525	0	11
12. Subordinated notes and debentures	G526	0	G527	0	G528	0	G529	0	G530	0	12
13. All other liabilities	G805	0	G806	0	G807	0	G808	0	G809	0	13
14. Total liabilities measured at fair value on a recurring basis (sum of items 8 through 13)	G531	0	G532	0	G533	0	G534	0	G535	0	14

Schedule RC-Q—Continued

		(Column A) Total Fair Value Reported on Schedule RC		(Column B) LESS: Amounts Netted in the Determination of Total Fair Value		(Column C) Level 1 Fair Value Measurements		(Column D) Level 2 Fair Value Measurements		(Column E) Level 3 Fair Value Measurements		
Dollar Amounts in Thousands		RCON	Amount	RCON	Amount	RCON	Amount	RCON	Amount	RCON	Amount	
Memoranda												
1. All other assets (itemize and describe amounts included in Schedule RC-Q, item 6, that are greater than \$100,000 and exceed 25 percent of item 6):												
a.	Mortgage servicing assets	G536	0	G537	0	G538	0	G539	0	G540	0	M.1.a
b.	Nontrading derivative assets	G541	0	G542	0	G543	0	G544	0	G545	0	M.1.b
TEXT												
c.	G546	G546	0	G547	0	G548	0	G549	0	G550	0	M.1.c
d.	G551	G551	0	G552	0	G553	0	G554	0	G555	0	M.1.d
e.	G556	G556	0	G557	0	G558	0	G559	0	G560	0	M.1.e
f.	G561	G561	0	G562	0	G563	0	G564	0	G565	0	M.1.f
2. All other liabilities (itemize and describe amounts included in Schedule RC-Q, item 13, that are greater than \$100,000 and exceed 25 percent of item 13)												
a.	Loan commitments (not accounted for as derivatives)	F261	0	F689	0	F697	0	F262	0	F263	0	M.2.a
b.	Nontrading derivative liabilities	G566	0	G567	0	G568	0	G569	0	G570	0	M.2.b
TEXT												
c.	G571	G571	0	G572	0	G573	0	G574	0	G575	0	M.2.c
d.	G576	G576	0	G577	0	G578	0	G579	0	G580	0	M.2.d
e.	G581	G581	0	G582	0	G583	0	G584	0	G585	0	M.2.e
f.	G586	G586	0	G587	0	G588	0	G589	0	G590	0	M.2.f

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
	RCON			
2. Retained earnings	3632		10,302	2
	RCOA			
3. Accumulated other comprehensive income (AOCI)	B530		3,340	3
a. AOCI opt-out election (enter "1" for Yes; enter "0" for No.) (Advanced approaches institutions must enter "0" for No.)	0=No	RCOA		
	1=Yes	P838	1	3.a
	RCOA			
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		111,299	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		2,510	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)	P844		3,568	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)	P845		19	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		-209	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		0	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 relate 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
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		105,411	12

Schedule RC-R—Continued

Part I — Continued

Dollar Amounts in Thousands		RCOA	Amount	
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		1,674	17
18. Total adjustments and deductions for common equity tier 1 capital (sum of items 13 through 17)	P858		1,674	18
19. Common equity tier 1 capital (item 12 minus item 18)	P859		103,737	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		1,674	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		103,737	26
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. a. Allowance for loan and lease losses includable in tier 2 capital	5310		5,019	30.a
b. (Advanced approaches institutions that exit parallel run only): Eligible credit reserves includable in tier 2 capital	RCOW 5310			30.b
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	RCOA Q257		0	31
32. a. Tier 2 capital before deductions (sum of items 27 through 30.a, plus item 31)	P870		5,019	32.a
b. (Advanced approaches institutions that exit parallel run only): Tier 2 capital before deductions (sum of items 27 through 29, plus items 30.b and 31)	RCOW P870			32.b
33. LESS: Tier 2 capital deductions	RCOA P872		0	33
34. a. Tier 2 capital (greater of item 32.a minus item 33, or zero)	5311		5,019	34.a
b. (Advanced approaches institutions that exit parallel run only): Tier 2 capital (greater of item 32.b minus item 33, or zero)	RCOW 5311			34.b
Total Capital				
35. a. Total capital (sum of items 26 and 34.a)	RCOA 3792		108,756	35.a
b. (Advanced approaches institutions that exit parallel run only): Total capital (sum of items 26 and 34.b)	RCOW 3792			35.b

Schedule RC-R—Continued

Part I — Continued

	Dollar Amounts in Thousands	RCON	Amount	
Total Assets for the Leverage Ratio				
36. Average total consolidated assets		3368	712,104	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)		RCOA		
		P875	4,185	37
38. LESS: Other deductions from (additions to) assets for leverage ratio purposes		B596	0	38
39. Total assets for the leverage ratio (item 36 minus items 37 and 38)		A224	707,919	39
Total Risk-Weighted Assets				
40. a. Total risk-weighted assets (from Schedule RC-R, Part II, item 31)		A223	396,517	40.a
b. (Advanced approaches institutions that exit parallel run only): Total risk-weighted assets using advanced approaches rule (from FFIEC 101 Schedule A, item 60)		RCOW		
		A223		40.b

Risk-Based Capital Ratios

41. Common equity tier 1 capital ratio (Column A: item 19 divided by item 40.a) (Advanced approaches institutions that exit parallel run only: Column B: item 19 divided by item 40.b)					41
	P793	26.1621%	P793		
42. Tier 1 capital ratio (Column A: item 26 divided by item 40.a) (Advanced approaches institutions that exit parallel run only: Column B: item 26 divided by item 40.b)					42
	7206	26.1621%	7206		
43. Total capital ratio (Column A: item 35.a divided by item 40.a) (Advanced approaches institutions that exit parallel run only: Column B: item 35.b divided by item 40.b)					43
	7205	27.4278%	7205		

Leverage Capital Ratios

	RCOA	Percentage	
44. Tier 1 leverage ratio (item 26 divided by item 39)	7204	14.6538%	44
45. Advanced approaches institutions only: Supplementary leverage ratio information:			
a. Total leverage exposure		Amount	
	H015	N/A	45.a
b. Supplementary leverage ratio		Percentage	
	H036	N/A	45.b

Capital Buffer

46. Institution-specific capital buffer necessary to avoid limitations on distributions and discretionary bonus payments:		RCOA	Percentage	
a. Capital conservation buffer		H311	19.4278%	46.a
b. (Advanced approaches institutions that exit parallel run only): Total applicable capital buffer		RCOW		
		H312		46.b

	Dollar Amounts in Thousands	RCOA	Amount	
Institutions must complete items 47 and 48 if the amount in item 46.a 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.

Schedule RC-R—Continued

Part II — Risk Weighted Assets

To be completed by all institutions

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.

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	1
	143,536		0		115,843				27,693	0	
2. Securities :											
a. Held-to-maturity securities_____	RCON D961		RCON S399		RCON D962				RCON D963	RCON D964	2.a.
	10		0		7				3	0	
b. Available-for-sale securities_____	RCON D966		RCON S402		RCON D967				RCON D968	RCON D969	2.b.
	220,651		6,453		140,820				44,572	599	
3. Federal funds sold and securities purchased under agreements to resell:											
a.Federal funds sold_____	RCON D971				RCON D972				RCON D973	RCON S410	3.a
	0				0				0	0	
b. Securities purchased under agreements to resell_____	RCON H171		RCON H172								3.b
	0		0								
4. Loans and leases held for sale:											
a. Residential mortgage exposures_____	RCON S413		RCON S414		RCON H173				RCON S415	RCON S416	4.a.
	0		0		0				0	0	
b. High volatility commercial real estate exposures_____	RCON S419		RCON S420		RCON H174				RCON H175	RCON H176	4.b.
	0		0		0				0	0	
c. Exposures past due 90 days or more or on nonaccrual(3)	RCON S423		RCON S424		RCON S425				RCON S426	RCON S427	4.c.
	0		0		0				0	0	

(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) 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.

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.

Dollar Amounts in Thousands	(Column I)	(Column J)	
	Allocation by Risk-Weight Category		
	100%	150%	
	Amount	Amount	
Balance Sheet Asset Categories(2)			
	RCON D960	RCON S398	
1. Cash and balances due from depository institutions	0	0	1
2. Securities :			
a. Held-to-maturity securities	RCON D965	RCON S400	
	0	0	2.a.
b. Available-for-sale securities	RCON D970	RCONS403	
	28,207	0	2.b.
3. Federal funds sold and securities purchased under agreements to resell:			
a. Federal funds sold	RCON D974	RCON S411	
	0	0	3.a.
b. Securities purchased under agreements to resell			3.b.
4. Loans and leases held for sale:			
a. Residential mortgage exposures	RCON S417		
	0		4.a.
b. High volatility commercial real estate exposures	RCON H177	RCON S421	
	0	0	4.b.
c. Exposures past due 90 days or more or on nonaccrual(3)	RCON S428	RCON S429	
	0	0	4.c.

(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) 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.

Schedule RC-R—Continued

Part II — Continued

Dollar Amounts in Thousands	(Column K)		(Column L)		(Column M)		(Column N)	(Column O)	(Column P)	(Column Q)	
	Allocation by Risk-Weight Category										
	250%(5)		300%		400%		600%	625%	937.5%	1250%	
	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 securities	RCON H270		RCON S405				RCON S406				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											4.a.
b. High volatility commercial real estate exposures											4.b.
c. Exposures past due 90 days or more or on nonaccrual(6)											4.c.

(5) Column K-250% risk weight is not applicable until the March 31,2018, report date.

(6) 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.

Berkshire Bank

Legal Title of Bank

FDIC Certificate Number: 27503

Submitted to CDR on 10/26/2016 at 9:27 AM

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

		(Column R)	(Column S)	
		Application of Other Risk-Weighting Approaches(4)		
		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:				2.a.
a. Held-to-maturity securities				
b. Available-for-sale securities		RCN H271	RCN H272	2.b.
		0	0	
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		RCN H273	RCN H274	4.a.
		0	0	
b. High volatility commercial real estate exposures		RCN H275	RCN H276	4.b.
		0	0	
c. Exposures past due 90 days or more or on nonaccrual(6)				
		RCN H277	RCN H278	4.c.
		0	0	

(4) 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.

(6) 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.

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):								
d. All other exposures	RCON S431 0	RCON S432 0	RCON S433 0				RCON S434 0	RCON S435 0
5. Loans and leases, net of unearned income:								
a. Residential mortgage exposures	RCON S439 83,696	RCON S440 0	RCON H178 0				RCON S441 0	RCON S442 65,824
b. High volatility commercial real estate exposures	RCON S445 23,194	RCON S446 0	RCON H179 0				RCON H180 0	RCON H181 0
c. Exposures past due 90 days or more or on nonaccrual(7)	RCON S449 265	RCON S450 0	RCON S451 0				RCON S452 0	RCON S453 0
d. All other exposures	RCON S457 231,904	RCON S458 0	RCON S459 0				RCON S460 0	RCON S461 0
6. LESS: Allowance for loan and lease losses	RCON 3123 8,382	RCON 3123 8,382						
7. Trading assets	RCON D976 0	RCON S466 0	RCON D977 0				RCON D978 0	RCON D979 0
8. All other assets(8)	RCON D981 15,258	RCON S469 5,619	RCON D982 193				RCON D983 790	RCON D984 289
a. Separate account bank-owned life insurance								
b. Default fund contributions to central counterparties								

(7) For loans and leases, net of unearned income, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

(8) 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

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

		(Column I)	(Column J)	
		Allocation by Risk-Weight Category		
		100%	150%	
Dollar Amounts in Thousands		Amount	Amount	
4. Loans and leases held for sale (continued):		RCN S436	RCN S437	
d. All other exposures		0	0	4.d.
5. Loans and leases, net of unearned income:				
a. Residential mortgage exposures		RCN S443		5.a.
		17,872		
b. High volatility commercial real estate exposures		RCN H182	RCN S447	5.b.
		0	23,194	
c. Exposures past due 90 days or more or on nonaccrual(7)		RCN S454	RCN S455	5.c.
		265	0	
d. All other exposures		RCN S462	RCN S463	5.d.
		231,904	0	
6. LESS: Allowance for loan and lease losses				6.
		RCN D980	RCN S467	
7. Trading assets		0	0	7.
		RCN D985	RCN H185	
8. All other assets(8)		8,252	115	8.
a. Separate account bank-owned life insurance				8.a
b. Default fund contributions to central counterparties				8.b

(7) For loans and leases, net of unearned income, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

(8) 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.

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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%(10)		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):												4.d.									
d. All other exposures																					
5. Loans and leases, net of unearned income:																					
a. Residential mortgage exposures																					5.a.
b. High volatility commercial real estate exposures																					5.b.
c. Exposures past due 90 days or more or on nonaccrual(11)																					5.c.
d. All other exposures																					5.d.
6. LESS: Allowance for loan and lease losses																					6.
7. Trading assets		RCON H289		RCON H186		RCON H290		RCON H187				7.									
					0		0		0												
8. All other assets(12)		RCON H293		RCON H188		RCON S470		RCON S471				8.									
					0		0		0												
a. Separate account bank-owned life insurance												8.a									
b. Default fund contributions to central counterparties												8.b									

(10) Column K-250% risk weight is not applicable until the March 31,2018, report date.

(11) For loans and leases, net of unearned income, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

(12) 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(9)		
		Exposure Amount	Risk-Weighted Asset Amount	
Dollar Amounts in Thousands		Amount	Amount	
4. Loans and leases held for sale (continued):		RCN H279	RCN H280	
d. All other exposures		0	0	4.d.
5. Loans and leases, net of unearned income:		RCN H281	RCN H282	
a. Residential mortgage exposures		0	0	5.a.
b. High volatility commercial real estate exposures		RCN H283	RCN H284	
		0	0	5.b.
c. Exposures past due 90 days or more or on nonaccrual(11)		RCN H285	RCN H286	
		0	0	5.c.
d. All other exposures		RCN H287	RCN H288	
		0	0	5.d.
6. LESS: Allowance for loan and lease losses		RCN H291	RCN H292	
		0	0	6.
7. Trading assets		RCN H294	RCN H295	
		0	0	7.
8. All other assets(12)		RCN H296	RCN H297	
a. Separate account bank-owned life insurance		0	0	8.
b. Default fund contributions to central counterparties		RCN H298	RCN H299	
		0	0	8.a.
				8.b.

(9) 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.

(11) For loans and leases, net of unearned income, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

(12) 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(13) 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	0	0	0		0	0
b. Available-for-sale securities	0	0	0		0	0
c. Trading assets	0	0	0		0	0
d. All other on-balance sheet securitization exposures	0	0	0		0	0
10. Off-balance sheet securitization exposures	0	0	0		0	0

	(Column A) Totals from Schedule RC	(Column B) Adjustments to Totals Reported in Column A	(Column C) 0%	(Column D) 2%	(Column E) 4%	(Column F) 10%	(Column G) 20%	(Column H) 50%
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
11. Total balance sheet Assets(14)	RCON 2170	RCON S500	RCON D987				RCON D988	RCON D989
	710,132	3,690	256,863				73,058	66,712

	(Column I) 100%	(Column J) 150%
Dollar Amounts in Thousands	Amount	Amount
11. Total balance sheet Assets(14)	RCON D990	RCON S503
	286,500	23,309

(13) Simplified Supervisory Formula Approach.

(14) 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.

Schedule RC-R—Continued

Part II — Continued

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%(15)		300%		400%		600%	625%	937.5%	1250%	Exposure Amount
	Amount		Amount		Amount		Amount	Amount	Amount	Amount	Amount
	RCN S504		RCN S505		RCN S506		RCN S507			RCN S510	RCN H300
11. Total balance sheet Assets(14)			0		0		0			0	0

(14) 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.

(15) Column K-250% risk weight is not applicable until the March 31,2018, report date.

Schedule RC-R—Continued

Part II — Continued

Dollar Amounts in Thousands	(Column A) Face, Notional, or Other Amount	CCF (16)	(Column B) Credit Equivalent Amount(17)		(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	
Derivatives, Off-Balance Sheet Items, and Other Items Subject to Risk Weighting (Excluding Securitization Exposures)(18)												
12. Financial standby letters of credit	RCON D991 151	1.0	RCON D992 151		RCON D993 151					RCON D994 0	RCON D995 0	12
13. Performance standby letters of credit and transaction-related contingent items	RCON D997 0	0.5	RCON D998 0		RCON D999 0					RCON G603 0	RCON G604 0	13
14. Commercial and similar letters of credit with an original maturity of one year or less	RCON G606 0	0.2	RCON G607 0		RCON G608 0					RCON G609 0	RCON G610 0	14
15. Retained recourse on small business obligations sold with recourse	RCON G612 0	1.0	RCON G613 0		RCON G614 0					RCON G615 0	RCON G616 0	15

(16) Credit conversion factor.

(17) 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.

(18) 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

Dollar Amounts in Thousands	(Column I)		(Column J)	
	Allocation by Risk-Weight Category			
	100%		150%	
	Amount		Amount	
Derivatives, Off-Balance Sheet Items, and Other Items Subject to Risk-Weighting (Excluding Securitization Exposures)(18)				
12. Financial standby letters of credit	RCON D996		RCON S511	12
	0		0	
13. Performance standby letters of credit and transaction-related contingent items	RCON G605		RCON S512	13
	0		0	
14. Commercial and similar letters of credit with an original maturity of one year or less	RCON G611		RCON S513	14
	0		0	
15. Retained recourse on small business obligations sold with recourse	RCON G617		RCON S514	15
	0		0	

18. 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 (19)	(Column B) Credit Equivalent Amount(20)		(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(21)	RCON S515		RCON S516		RCON S517		RCON S518	RCON S519		RCON S520	16.
	30,000	1.0	30,000		30,000		0	0		0	
17. All other off-balance sheet liabilities	RCON G618		RCON G619		RCON G620					RCON G621	17.
	0	1.0	0		0					0	
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 S528	18.a.
	0	0.2	0		0					0	
b. Original maturity exceeding one year	RCON G624		RCON G625		RCON G626					RCON G627	18.b.
	60,893	0.5	30,447		0					0	
19. Unconditionally cancelable commitments	RCON S540		RCON S541								19.
	1,360	0.0	0								
20. Over-the-counter derivatives			RCON S542		RCON S543				RCON S544	RCON S545	20.
			0		0				0	0	
21. Centrally cleared derivatives			RCON S549		RCON S550		RCON S551	RCON S552		RCON S554	21.
			0		0		0	0		0	
22. Unsettled transactions (failed trades)(22)	RCON H191				RCON H193					RCON H194	22.
	0				0					0	

(19) Credit conversion factor.

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

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

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

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(21)	RCON S521		RCON S522		RCON S523	16.
	0		0		0	
17. All other off-balance sheet liabilities	RCON G622		RCON G623		RCON S524	17.
	0		0		0	
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.
	0		0		0	
b. Original maturity exceeding one year	RCON G628		RCON G629		RCON S539	18.b.
	0		30,447		0	
19. Unconditionally cancelable commitments						19.
20. Over-the-counter derivatives	RCON S546		RCON S547		RCON S548	20.
	0		0		0	
21. Centrally cleared derivatives	RCON S555		RCON S556		RCON S557	21.
	0		0		0	
22 . Unsettled transactions (failed trades)(22)	RCON H195		RCON H196		RCON H197	22.
	0		0		0	

(19) Credit conversion factor.

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

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

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

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

	(Column O)	(Column P)	(Column Q)	(Column R)	(Column S)	
				Application of Other Risk-Weighting Approaches(23)		
	625%	937.5%	1250%	Credit Equivalent Amount	Risk-Weighted Asset Amount	
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	
16. Repo-style transactions(24)				RCON H301	RCON H302	16.
				0	0	
17. All other off-balance sheet liabilities						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.
				0	0	
b. Original maturity exceeding one year				RCON H307	RCON H308	18.b.
				0	0	
19. Unconditionally cancelable commitments						19.
20. Over-the-counter derivatives				RCON H309	RCON H310	20.
				0	0	
21. Centrally cleared derivatives						21.
22 . Unsettled transactions (failed trades)(25)	RCON H198	RCON H199	RCON H200			22.
	0	0	0			

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

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

(25) 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 column 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	
	287,014		0		0		0	73,058	66,712	316,947	23,309	23
24. Risk weight factor	X 0%		X 2%		X 4%		X 10%	X 20%	X 50%	X 100%	X 150%	24
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	
	0		0		0		0	14,612	33,356	316,947	34,964	25

(27) 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).

Schedule RC-R—Continued

Part II — Continued

Memoranda

Dollar Amounts in Thousands						Amount						
1. Current credit exposure across all derivative contracts covered by the regulatory capital rules						RCON G642						
						0						
						M.1						
						With a remaining maturity of						
						(Column A) One year or less		(Column B) Over one year through five years		(Column C) Over five years		
Dollar Amounts in Thousands						RCON	Amount	RCON	Amount	RCON	Amount	
2. Notional principal amounts of over-the-counter derivative contracts:												
a. Interest rate						S582	0	S583	0	S584	0	M.2.a.
b. Foreign exchange rate and gold						S585	0	S586	0	S587	0	M.2.b.
c. Credit (investment grade reference asset)						S588	0	S589	0	S590	0	M.2.c.
d. Credit (non-investment grade reference asset)						S591	0	S592	0	S593	0	M.2.d.
e. Equity						S594	0	S595	0	S596	0	M.2.e.
f. Precious metals (except gold)						S597	0	S598	0	S599	0	M.2.f.
g. Other						S600	0	S601	0	S602	0	M.2.g.
3. Notional principal amounts of centrally cleared derivative contracts:												
a. Interest rate						S603	0	S604	0	S605	0	M.3.a.
b. Foreign exchange rate and gold						S606	0	S607	0	S608	0	M.3.b.
c. Credit (investment grade reference asset)						S609	0	S610	0	S611	0	M.3.c.
d. Credit (non-investment grade reference asset)						S612	0	S613	0	S614	0	M.3.d.
e. Equity						S615	0	S616	0	S617	0	M.3.e.
f. Precious metals (except gold)						S618	0	S619	0	S620	0	M.3.f.
g. Other						S621	0	S622	0	S623	0	M.3.g.

Schedule RC-S—Servicing, Securitization, and Asset Sale Activities

	(Column A) 1-4 Family Residential Loans		(Column B) Home Equity Lines		(Column C) Credit Card Receivables		(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
Dollar Amounts in Thousands	Amount		Amount		Amount		Amount	Amount	Amount	Amount
Bank Securitization Activities										
1. Outstanding principal balance of assets sold and securitized by the reporting bank with servicing retained or with recourse or other seller-provided credit enhancements	RCON B705		RCON B706		RCON B707		RCON B708	RCON B709	RCON B710	RCON B711
	0		0		0		0	0	0	0
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:										
a. Credit-enhancing interest-only strips (included in Schedules RC-B or RC-F or in Schedule RC, item 5)	RCON B712		RCON B713		RCON B714		RCON B715	RCON B716	RCON B717	RCON B718
	0		0		0		0	0	0	0
b. Subordinated securities and other residual interests	RCON C393		RCON C394		RCON C395		RCON C396	RCON C397	RCON C398	RCON C399
	0		0		0		0	0	0	0
c. Standby letters of credit and other enhancements	RCON C400		RCON C401		RCON C402		RCON C403	RCON C404	RCON C405	RCON C406
	0		0		0		0	0	0	0
3. Reporting bank's unused commitments to provide liquidity to structures reported in item 1	RCON B726		RCON B727		RCON B728		RCON B729	RCON B730	RCON B731	RCON B732
	0		0		0		0	0	0	0
4. Past due loan amounts included in item 1:	RCON B733		RCON B734		RCON B735		RCON B736	RCON B737	RCON B738	RCON B739
a. 30-89 days past due	0		0		0		0	0	0	0
	RCON B740		RCON B741		RCON B742		RCON B743	RCON B744	RCON B745	RCON B746
	0		0		0		0	0	0	0
b. 90 days or more past due										
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):										
a. Charge-offs	RIAD B747		RIAD B748		RIAD B749		RIAD B750	RIAD B751	RIAD B752	RIAD B753
	0		0		0		0	0	0	0
	RIAD B754		RIAD B755		RIAD B756		RIAD B757	RIAD B758	RIAD B759	RIAD B760
b. Recoveries	0		0		0		0	0	0	0

Schedule RC-S—Continued

	(Column A) 1-4 Family Residential Loans		(Column B) Home Equity Lines		(Column C) Credit Card Receivables		(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
Dollar Amounts in Thousands	Amount		Amount		Amount		Amount	Amount	Amount	Amount
6. Amount of ownership (or seller's) interests carried as:										
a. Securities (included in Schedule RC-B or in Schedule RC, item 5)			RCN B761		RCN B762				RCN B763	
			0		0				0	
b. Loans (included in Schedule RC-C)			RCN B500		RCN B501				RCN B502	
			0		0				0	
7. Past due loan amounts included in interests reported in item 6.a:										
a. 30-89 days past due			RCN B764		RCN B765				RCN B766	
			0		0				0	
b. 90 days or more past due			RCN B767		RCN B768				RCN B769	
			0		0				0	
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):										
a. Charge-offs			RIAD B770		RIAD B771				RIAD B772	
			0		0				0	
b. Recoveries			RIAD B773		RIAD B774				RIAD B775	
			0		0				0	
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions										
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting bank to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements										
	RCN B776		RCN B777		RCN B778		RCN B779	RCN B780	RCN B781	RCN B782
	0		0		0		0	0	0	0
10. Reporting bank's unused commitments to provide liquidity to other institutions' securitization structures										
	RCN B783		RCN B784		RCN B785		RCN B786	RCN B787	RCN B788	RCN B789
	0		0		0		0	0	0	0

6.a

6.b

7.a

7.b

8.a

8.b

9

10

Schedule RC-S—Continued

	(Column A) 1-4 Family Residential Loans		(Column B) Home Equity Lines		(Column C) Credit Card Receivables		(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
Dollar Amounts in Thousands	Amount		Amount		Amount		Amount	Amount	Amount	Amount
Bank Asset Sales										
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized by the reporting bank	RCON B790		RCON B791		RCON B792		RCON B793	RCON B794	RCON B795	RCON B796
	0		0		0		0	0	0	0
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 1	RCON B797		RCON B798		RCON B799		RCON B800	RCON B801	RCON B802	RCON B803
	0		0		0		0	0	0	0

Memoranda

	Dollar Amounts in Thousands		RCON	Amount	
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:					
a. Outstanding principal balance			A249	0	M.1.a
b. Amount of retained recourse on these obligations as of the report date			A250	0	M.1.b
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):					
a. Closed-end 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements			B804	0	M.2.a
b. Closed-end 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements			B805	100	M.2.b
c. Other financial assets (includes home equity lines)(1)			A591	7,530	M.2.c
d. 1-4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans)			F699	0	M.2.d
3. Asset-backed commercial paper conduits:(2)					
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:					
(1) Conduits sponsored by the bank, a bank affiliate, or the bank's holding company			B806	0	M.3.a.1
(2) Conduits sponsored by other unrelated institutions			B807	0	M.3.a.2
b. Unused commitments to provide liquidity to conduit structures:					
(1) Conduits sponsored by the bank, a bank affiliate, or the bank's holding company			B808	0	M.3.b.1
(2) Conduits sponsored by other unrelated institutions			B809	0	M.3.b.2
4. Outstanding credit card fees and finance charges included in Schedule RC-S, item 1, column C(3)			C407	N/A	M.4

(1) Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than \$10 million.

(2) Memorandum items 3.a.(1) through 3.b.(2) are to be completed by banks with \$1 billion or more in total assets.

(3) Memorandum item 4 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.

Schedule RC-T—Fiduciary and Related Services

1. Does the institution have fiduciary powers? (If "NO," do not complete Schedule RC-T.)	RCON A345	YES / NO NO	1
2. Does the institution exercise the fiduciary powers it has been granted?	RCON A346	YES / NO NO	2
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 B867	YES / NO NO	3

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 \$250 million (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 \$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 complete:

- Items 4 through 26 annually with the December report, and
- Memorandum items 1 through 4 annually with the December report.

Institutions with total fiduciary assets (item 10, sum of columns A and B) of \$100 million or less (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.

	(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:	RCON B872		RCON B873		RCON B874		RCON B875	
a. Employee benefit-defined contribution	N/A		N/A		N/A		N/A	5.a
b. Employee benefit-defined benefit	N/A		N/A		N/A		N/A	5.b
c. Other employee benefit and retirement-related accounts	N/A		N/A		N/A		N/A	5.c
6. Corporate trust and agency accounts	N/A		N/A		N/A		N/A	6
7. Investment management and investment advisory agency accounts	N/A		N/A		N/A		N/A	7
8. Foundation and endowment trust and agency accounts	N/A		N/A		N/A		N/A	8
9. Other fiduciary accounts	N/A		N/A		N/A		N/A	9
10. Total fiduciary accounts (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

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

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

Telephone: Area code/phone number/extension (TEXT B963)

N/A

FAX: Area code/phone number (TEXT B964)

Schedule RC-V— Variable Interest Entities

Dollar Amounts in Thousands	(Column A) Securitization Vehicles		(Column B) ABCP Conduits		(Column C) Other VIEs		
	RCN	Amount	RCN	Amount	RCN	Amount	
1. Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of the consolidated VIEs:							
a. Cash and balances due from depository institutions	J981	0	J982	0	J983	0	1.a
b. Held-to-maturity securities	J984	0	J985	0	J986	0	1.b
c. Available-for-sale securities	J987	0	J988	0	J989	0	1.c
d. Securities purchased under agreements to resell	J990	0	J991	0	J992	0	1.d
e. Loans and leases held for sale	J993	0	J994	0	J995	0	1.e
f. Loans and leases, net of unearned income	J996	0	J997	0	J998	0	1.f
g. Less: Allowance for loan and lease losses	J999	0	K001	0	K002	0	1.g
h. Trading assets (other than derivatives)	K003	0	K004	0	K005	0	1.h
i. Derivative trading assets	K006	0	K007	0	K008	0	1.i
j. Other real estate owned	K009	0	K010	0	K011	0	1.j
k. Other assets	K012	0	K013	0	K014	0	1.k
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting bank:							
a. Securities sold under agreements to repurchase	K015	0	K016	0	K017	0	2.a
b. Derivative trading liabilities	K018	0	K019	0	K020	0	2.b
c. Commercial paper	K021	0	K022	0	K023	0	2.c
d. Other borrowed money (exclude commercial paper)	K024	0	K025	0	K026	0	2.d
e. Other liabilities	K027	0	K028	0	K029	0	2.e
3. All other assets of consolidated VIEs (not included in items 1.a. through 1.k above)	K030	0	K031	0	K032	0	3
4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.e above)	K033	0	K034	0	K035	0	4

[illegible]

REPORT OF CONDITION

Consolidating domestic subsidiaries of

Berkshire Bank

in the state of NY at close of business on September 30, 2016

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		4,378
Interest-bearing balances		139,158
Securities:		
Held-to-maturity securities		10
Available-for-sale securities		220,651
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, net of unearned income	339,059	
LESS: Allowance for loan and lease losses	8,382	
Loans and leases, net of unearned income and allowance		330,677
Trading Assets		0
Premises and fixed assets (including capitalized leases)		2,289
Other real estate owned		74
Investments in unconsolidated subsidiaries and associated companies		0
Direct and indirect investments in real estate ventures		0
Intangible assets:		
Goodwill		0
Other intangible assets		35
Other assets		12,860
Total assets		710,132

REPORT OF CONDITION (Continued)

LIABILITIES

Dollar Amounts in Thousands

Deposits:		
In domestic offices		563,767
Noninterest-bearing	106,213	
Interest-bearing	457,554	
Federal funds purchased and securities sold under agreements to repurchase:		
Federal funds purchased		0
Securities sold under agreements to repurchase		30,000
Trading liabilities		0
Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)		0
Subordinated notes and debentures		0
Other liabilities		5,066
Total liabilities		598,833

EQUITY CAPITAL

Bank Equity Capital	
Perpetual preferred stock and related surplus	0
Common stock	3,617
Surplus (excludes all surplus related to preferred stock)	94,039
Retained earnings	10,302
Accumulated other comprehensive income	3,341
Other equity capital components	0
Total bank equity capital	111,299
Noncontrolling (minority) interest in consolidated subsidiaries	0
Total equity capital	111,299
Total liabilities and equity capital	710,132

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, David W. Lukens, Jr., 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		
Director #2		
Director #3		