

MARX MOSES
Form SC 13D/A
November 02, 2011

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Act of 1934
(Amendment No. 21)*

BERKSHIRE BANCORP INC.
(Name of Issuer)

COMMON STOCK, \$.10 PAR VALUE
(Title of Class of Securities)

084597-10-3
(CUSIP Number)

Emanuel J. Adler
Blank Rome LLP
405 Lexington Avenue
New York, New York 10174
(212) 885-5000
(Name, Address and Telephone Number of Person
Authorized to receive Notice and Communications)

October 28, 2011
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box " ".

Note: Schedules filed in paper format shall include a signed original and five copies of the Schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 084597-10-3

1. NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

MOSES MARX

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(A) ☒

(B) ☐

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS)

PF

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) or 2(E) ☐

6. CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF
SHARES

- 7.

SOLE VOTING POWER

9,977,047

BENEFICIALLY OWNED BY

- 8.

SHARED VOTING POWER

-0-

EACH
REPORTING

- 9.

SOLE DISPOSITIVE POWER

9,977,047

PERSON WITH

- 10.

SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,977,047

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ☐

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

69.08%

14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP NO. 084597-10-3

1. NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).
MOMAR CORPORATION
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(A) ☒
(B) ☐
3. SEC USE ONLY
4. SOURCE OF FUNDS (SEE INSTRUCTIONS)
N/A
5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) or 2(E) ☐
6. CITIZENSHIP OR PLACE OF ORGANIZATION
NEW YORK
7.

NUMBER OF SHARES		SOLE VOTING POWER
		334,979
8.

BENEFICIALLY OWNED BY		SHARED VOTING POWER
		-0-
9.

EACH REPORTING		SOLE DISPOSITIVE POWER
		334,979
10.

PERSON WITH		SHARED DISPOSITIVE POWER
		-0-
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
334,979
12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ☐
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.32%
14. TYPE OF REPORTING PERSON (See Instructions)
CO

CUSIP NO. 084597-10-3

1.	NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).	
	MARNEU HOLDING COMPANY	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
	(A) ☒	
	(B) ☐	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS (SEE INSTRUCTIONS)	
	N/A	
5.	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) or 2(E)	☐
6.	CITIZENSHIP OR PLACE OF ORGANIZATION	
	New York	
NUMBER OF SHARES	7.	SOLE VOTING POWER
		157,261
BENEFICIALLY OWNED BY	8.	SHARED VOTING POWER
		-0-
EACH REPORTING	9.	SOLE DISPOSITIVE POWER
		157,261
PERSON WITH	10.	SHARED DISPOSITIVE POWER
		-0-
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	157,261	
12.	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	☐
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	1.09%	
14.	TYPE OF REPORTING PERSON (See Instructions)	
	PN	

CUSIP NO. 084597-10-3

1. NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).
TERUMAH FOUNDATION, INC.
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(A) ☒
(B) ☐
 3. SEC USE ONLY
 4. SOURCE OF FUNDS (SEE INSTRUCTIONS)
N/A
 5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) or 2(E) ☐
 6. CITIZENSHIP OR PLACE OF ORGANIZATION
NEW YORK
- | | | |
|--------------------------|-----|--------------------------|
| NUMBER OF
SHARES | 7. | SOLE VOTING POWER |
| | | 141,063 |
| BENEFICIALLY
OWNED BY | 8. | SHARED VOTING POWER |
| | | -0- |
| EACH
REPORTING | 9. | SOLE DISPOSITIVE POWER |
| | | 141,063 |
| PERSON WITH | 10. | SHARED DISPOSITIVE POWER |
| | | -0- |
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
141,063
 12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ☐
 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
.98%
 14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
CO

CUSIP NO. 084597-10-3

1. NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

UNITED EQUITIES COMMODITIES COMPANY

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(A) ☒

(B) ☐

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS)

N/A

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) or 2(E) ☐

6. CITIZENSHIP OR PLACE OF ORGANIZATION

NEW YORK

NUMBER OF
SHARES

7.

SOLE VOTING POWER

10,681

BENEFICIALLY OWNED BY

8.

SHARED VOTING POWER

-0-

EACH
REPORTING

9.

SOLE DISPOSITIVE POWER

10,681

PERSON WITH

10.

SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,681

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ☐

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

.07%

14. TYPE OF REPORTING PERSON (See Instructions)

PN

CUSIP NO. 084597-10-3

1.	NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).	
	K.F. INVESTORS LLC	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
	(A) ☒	
	(B) ☐	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS (SEE INSTRUCTIONS)	
	N/A	
5.	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) or 2(E) ☐	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION	
	New York	
NUMBER OF SHARES	7.	SOLE VOTING POWER
		190,284
BENEFICIALLY OWNED BY	8.	SHARED VOTING POWER
		-0-
EACH REPORTING	9.	SOLE DISPOSITIVE POWER
		190,284
PERSON WITH	10.	SHARED DISPOSITIVE POWER
		-0-
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	190,284	
12.	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ☐	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	1.32%	
14.	TYPE OF REPORTING PERSON (See Instructions)	
	OO	

Item 2. Identity and Background.

This Amendment No. 21 amends and supplements the Schedule 13D, as amended and supplemented by Amendments Nos. 1 through 20, inclusive (the "Schedule 13D"), of Moses Marx, an individual, and Momar Corporation, a New York corporation ("Momar"), with respect to the Common Stock, \$.10 par value ("Common Stock") of Berkshire Bancorp Inc., a Delaware corporation (the "Company"), formerly known as Cooper Life Sciences, Inc. Except as amended hereby, there has been no change in the information contained in the Schedule 13D. Pursuant to Rule 13d-1(f)(1) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this Schedule 13D is being filed by Mr. Marx, Momar, Marneu Holding Company, a New York general partnership ("Marneu"), Terumah Foundation, Inc., a New York not-for-profit corporation (the "Foundation"), United Equities Commodities Company, a New York general partnership ("UECC"), and K.F. Investors LLC, a New York limited liability company ("KF Investors"). The individual and entities hereinabove set forth (collectively, the "Reporting Persons") are making this single, joint filing because they have agreed to act as a "group" within the meaning of Section 13(d)(3) of the Exchange Act.

Item 5. Interest in Securities of the Issuer.

(a) - (b)

According to information provided by the Company, there were 14,443,183 shares of Common Stock outstanding on October 31, 2011, after giving effect to the conversion of 60,000 shares of 8.0% Non-Cumulative Mandatorily Convertible Perpetual Series A Preferred Stock (the "Series A Preferred Stock") into an aggregate of 7,389,000 shares of Common Stock.

As of the date of this Amendment No. 21, Moses Marx beneficially owned 9,977,047 shares of Common Stock, representing 69.08% (calculated in accordance with the instructions to Schedule 13D) of the issued and outstanding shares of the Common Stock. Said securities consist of (i) 9,142,779 shares owned directly by Mr. Marx; (ii) 334,979 shares owned of record by Momar; (iii) 157,261 shares owned of record by Marneu, (iv) 141,063 shares owned of record by the Foundation, (v) 10,681 shares owned of record by UECC and (vi) 190,284 shares owned of record by KF Investors. With respect to the shares described in clauses (ii) – (v), Mr. Marx may be deemed to be a beneficial owner of such shares by virtue of his being in a position to determine the investment and voting decisions of Momar, Marneu, the Foundation and UECC, respectively, with respect to such shares (in the case of Momar by being the President of Momar; in the case of Marneu by holding a controlling interest; in the case of the Foundation, by voting together with his wife, Marga Marx, who together constitute a majority of the votes on the Foundation's Board of Directors; and in the case of UECC, by holding a controlling interest). With respect to the shares described in clause (vi), Mr. Marx may be deemed to be a beneficial owner of such shares by virtue of the Reporting Persons having entered into an agreement to act together as a "group" within the meaning of Section 13(d)(3) of the Exchange Act for the purpose of acquiring, holding or disposing of shares of Common Stock of the Company. In addition, the following persons named in Item 2 of Amendment No. 20 to the Schedule 13D own the following number of shares of Common Stock: Dr. Joseph Fink owns 8,138 shares of Common Stock and Mr. Philippe Katz owns 26,000 shares of Common Stock.

(c) (i) On October 28, 2011 Mr. Marx purchased 18,500 shares of Series A Preferred Stock in private transactions at a purchase price of \$1,000.00 per share, which shares of Series A Preferred Stock are mandatorily convertible into shares of Common Stock on October 31, 2011 as set forth herein.

(ii) On October 31, 2011, 48,500 shares of Series A Preferred Stock owned by Mr. Marx were automatically converted into 5,972,775 shares of Common Stock at a conversion rate of 123.15 shares of Common Stock for each share of Series A Preferred Stock so converted, in accordance with the Certificate of Designation of the Series A Preferred Stock.

(d) Each of the Reporting Persons affirms that no person other than the Reporting Persons has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock owned by the Reporting Persons.

(e) It is inapplicable for the purposes hereof to state the date on which the Reporting Persons ceased to be the owners of more than five percent of the Common Stock.

SIGNATURE

After reasonable inquiry, and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: November 1, 2011

/s/ Moses Marx
MOSES MARX

MARNEU HOLDING COMPANY

By: /s/s Moses Marx
Name: Moses Marx
Title: General Partner

MOMAR CORPORATION

By: /s/ Moses Marx
Name: Moses Marx
Title: President

TERUMAH FOUNDATION, INC.

By: /s/ Philippe D. Katz
Name: Philippe D. Katz
Title: Secretary

UNITED EQUITIES COMMODITIES COMPANY

By: /s/ Philippe D. Katz
Name: Philippe D. Katz
Title: Partner

K.F. INVESTORS LLC

By: /s/ Philippe D. Katz
Name: Philippe D. Katz
Title: Mgr

