STERLING BANCORP
Form 10-Q
August 11, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)
x QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2008

or

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ______________ to ____

Commission File Number: 1-5273-1

Sterling Bancorp

(Exact name of registrant as specified in its charter)

New York	**13-2565216**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification)**
650 Fifth Avenue, New York, N.Y.	**10019-6108**
(Address of principal executive offices)	**(Zip Code)**

212-757-3300

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. x Yes o No

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

Large Accelerated Filer o Accelerated Filer x Non-Accelerated Filer o Smaller Reporting Company o

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

**As of July 31, 2008 there were 17,988,970 shares of common stock,
$1.00 par value, outstanding.**

STERLING BANCORP

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STERLING BANCORP AND SUBSIDIARIES
Consolidated Balance Sheets
(Unaudited)

	June 30, 2008	December 31, 2007
ASSETS		
Cash and due from banks	$ 49,995,333	$ 66,412,612
Interest-bearing deposits with other banks	880,586	979,984
Federal funds sold	2,500,000	—
Securities available for sale (at estimated fair value; pledged: $354,714,456 in 2008 and $102,326,258 in 2007)	434,700,315	263,380,570
Securities held to maturity (pledged: $189,255,930 in 2008 and $191,549,044 in 2007) (estimated fair value: $331,036,664 in 2008 and $359,725,008 in 2007)	333,105,325	361,860,847
Total investment securities	767,805,640	625,241,417
Loans held for sale	24,409,918	23,755,906
Loans held in portfolio, net of unearned discounts	1,193,983,072	1,187,123,984
Less allowance for loan losses	15,480,483	15,084,775
Loans, net	1,178,502,589	1,172,039,209
Customers' liability under acceptances	327,653	200,942
Goodwill	22,900,912	22,900,912
Premises and equipment, net	10,868,661	11,178,883
Other real estate	2,251,834	1,669,993
Accrued interest receivable	9,877,401	7,081,304
Bank owned life insurance	29,603,613	29,041,115
Other assets	62,215,485	52,146,506
	$ 2,162,139,625	$ 2,012,648,783
LIABILITIES AND SHAREHOLDERS' EQUITY		
Deposits		
Demand deposits	$ 492,928,765	$ 535,350,808
Savings, NOW and money market deposits	486,515,818	467,446,622
Time deposits	459,038,839	524,188,749
Total deposits	1,438,483,422	1,526,986,179
Securities sold under agreements to repurchase - customers	64,757,726	60,053,947
Securities sold under agreements to repurchase - dealers	72,832,845	10,200,000
Federal funds purchased	70,000,000	65,000,000
Commercial paper	20,543,819	20,878,494

Short-term borrowings - FHLB	77,000,000	45,000,000
Short-term borrowings - other	20,713,415	4,285,198
Long-term borrowings - FHLB	160,000,000	40,000,000
Long-term borrowings - subordinated debentures	25,774,000	25,774,000
Total borrowings	511,621,805	271,191,639
Acceptances outstanding	327,653	200,942
Accrued expenses and other liabilities	91,981,800	93,199,746
Total liabilities	2,042,414,680	1,891,578,506
Shareholders' equity		
Common stock, $1 par value. Authorized 50,000,000 shares; issued 21,813,131 and 21,278,531 shares, respectively	21,813,131	21,278,531
Capital surplus	174,632,887	168,868,895
Retained earnings	18,159,357	17,537,732
Accumulated other comprehensive loss, net of tax	(13,859,228)	(10,811,811)
	200,746,147	196,873,347
Less		
Common shares in treasury at cost, 3,824,161 and 3,459,302 shares, respectively	81,021,202	75,803,070
Total shareholders' equity	119,724,945	121,070,277
	$ 2,162,139,625	$ 2,012,648,783

See Notes to Consolidated Financial Statements.

STERLING BANCORP AND SUBSIDIARIES
Consolidated Statements of Income
(Unaudited)

	Three Months Ended June 30, 2008	Three Months Ended June 30, 2007	Six Months Ended June 30, 2008	Six Months Ended June 30, 2007
INTEREST INCOME				
Loans	$ 20,000,524	$ 23,123,622	$ 40,821,067	$ 44,850,620
Investment securities				
Available for sale	5,669,751	1,701,584	10,381,636	3,546,298
Held to maturity	4,033,645	4,698,726	8,258,967	9,567,851
Federal funds sold	1,615	367,338	1,615	1,002,646
Deposits with other banks	7,004	36,694	18,640	67,378
Total interest income	29,712,539	29,927,964	59,481,925	59,034,793
INTEREST EXPENSE				
Deposits				
Savings, NOW and money market	1,089,413	3,279,559	2,699,220	6,138,965
Time	4,033,361	6,581,415	9,371,592	13,128,913
Securities sold under agreements to repurchase				
- customers	442,140	804,625	1,088,187	1,879,619
- dealers	416,200	—	733,091	—
Federal funds purchased	217,346	23,369	578,968	35,748
Commercial paper	117,837	355,519	312,388	705,258
Short-term borrowings - FHLB	310,635	—	525,559	—
Short-term borrowings - other	6,246	15,694	20,388	27,562
Long-term borrowings - FHLB	1,084,831	136,522	1,799,146	361,023
Long-term borrowings - subordinated debentures	523,437	523,437	1,046,875	1,046,875
Total interest expense	8,241,446	11,720,140	18,175,414	23,323,963
Net interest income	21,471,093	18,207,824	41,306,511	35,710,830
Provision for loan losses	2,200,000	1,078,332	4,150,000	2,328,332
Net interest income after provision for loan losses	19,271,093	17,129,492	37,156,511	33,382,498
Total noninterest income	8,572,293	8,914,913	17,244,177	18,097,754
Total noninterest expenses	21,129,655	20,093,555	41,296,201	39,731,231
Income from continuing operations before income taxes	6,713,731	5,950,850	13,104,487	11,749,021

Provision for income taxes	**2,543,664**	**2,159,412**	**4,932,529**	**4,385,910**
Income from continuing operations	**4,170,067**	**3,791,438**	**8,171,958**	**7,363,111**
Discontinued operations:				
Income/(Loss), net of income tax	**—**	**71,252**	**—**	**(20,719)**
Net income	**$ 4,170,067**	**$ 3,862,690**	**$ 8,171,958**	**$ 7,342,392**
Average number of common shares outstanding				
Basic	**17,988,970**	**18,439,318**	**17,950,095**	**18,524,871**
Diluted	**18,122,247**	**18,856,903**	**18,238,860**	**18,994,625**
Income from continuing operations, per average common share				
Basic	**$ 0.23**	**$ 0.21**	**$ 0.46**	**$ 0.40**
Diluted	**0.23**	**0.20**	**0.45**	**0.39**
Net income, per average common share				
Basic	**0.23**	**0.21**	**0.46**	**0.40**
Diluted	**0.23**	**0.20**	**0.45**	**0.39**
Dividends per common share	**0.19**	**0.19**	**0.38**	**0.38**

See Notes to Consolidated Financial Statements.

STERLING BANCORP AND SUBSIDIARIES
Consolidated Statements of Comprehensive (Loss)/Income
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Net Income	$ 4,170,067	$ 3,862,690	$ 8,171,958	$ 7,342,392
Other comprehensive income, net of tax:				
Unrealized holding losses arising during the period	(5,159,388)	(1,233,699)	(3,804,316)	(897,251)
Reclassification adjustment for losses included in net income	277,899	1,098	277,899	1,098
Amortization of:				
Prior service cost	9,126	13,544	18,252	27,089
Net actuarial losses	230,374	182,447	460,748	364,893
Comprehensive (loss)/income	$ (471,922)	$ 2,826,080	$ 5,124,541	$ 6,838,221

See Notes to Consolidated Financial Statements.

STERLING BANCORP AND SUBSIDIARIES
Consolidated Statements of Changes in Shareholders' Equity
(Unaudited)

	Six Months Ended June 30, 2008	Six Months Ended June 30, 2007
Common Stock		
Balance at January 1	$ 21,278,531	$ 21,177,084
Common shares issued under stock incentive plan	534,600	85,086
Balance at June 30	$ 21,813,131	$ 21,262,170
Capital Surplus		
Balance at January 1	$ 168,868,895	$ 167,960,063
Common shares issued under stock incentive plan and related tax benefits	5,763,992	691,183
Balance at June 30	$ 174,632,887	$ 168,651,246
Retained Earnings		
Balance at January 1	$ 17,537,732	$ 16,693,987
Adjustment upon adoption of EITF 06-4 effective January 1, 2008	(726,008)	—
Balance at January 1 as adjusted	16,811,724	16,693,987
Net income	8,171,958	7,342,392
Cash dividends paid - common shares	(6,824,325)	(6,993,026)
Balance at June 30	$ 18,159,357	$ 17,043,353
Accumulated Other Comprehensive Loss		
Balance at January 1	$ (10,811,811)	$ (11,842,908)
Unrealized holding losses arising during the period:		
Before tax	(6,938,628)	(1,635,526)
Tax effect	3,134,312	738,275
Net of tax	(3,804,316)	(897,251)
Reclassification adjustment for losses included in net income:		
Before tax	506,800	2,001
Tax effect	(228,901)	(903)
Net of tax	277,899	1,098

Reclassification adjustment for amortization of:		
Prior service cost, net of tax	**18,252**	**27,089**
Net actuarial losses, net of tax	**460,748**	**364,893**
Total	**479,000**	**391,982**
Balance at June 30	**$ (13,859,228)**	**$ (12,347,079)**
Treasury Stock		
Balance at January 1	**$ (75,803,070)**	**$ (61,725,455)**
Purchase of common shares	**—**	**(10,515,732)**
Surrender of shares issued under stock incentive plan	**(5,218,132)**	**(455,955)**
Balance at June 30	**$ (81,021,202)**	**$ (72,697,142)**
Total Shareholders' Equity		
Balance at January 1	**$ 121,070,277**	**$ 132,262,771**
Net changes during the period	**(1,345,332)**	**(10,350,223)**
Balance at June 30	**$ 119,724,945**	**$ 121,912,548**

See Notes to Consolidated Financial Statements.

STERLING BANCORP AND SUBSIDIARIES
Consolidated Statements of Cash Flows
(Unaudited)

	Six Months Ended June 30, 2008	Six Months Ended June 30, 2007
Operating Activities		
Net Income	$ 8,171,958	$ 7,342,392
Loss from discontinued operations included below in operating cash flows from discontinued operations	—	20,719
Income from continuing operations	8,171,958	7,363,111
Adjustments to reconcile income from continuing operations to net cash provided by (used in) operating activities:		
Provision for loan losses	4,150,000	2,328,332
Depreciation and amortization of premises and equipment	1,301,681	1,297,663
Securities losses	506,800	2,001
Income from bank owned life insurance	(562,498)	(538,681)
Deferred income tax (benefit)/provision	(1,521,655)	207,295
Proceeds from sale of loans	237,013,728	271,851,297
Gains on sales of loans, net	(5,200,984)	(5,376,076)
Originations of loans held for sale	(235,762,482)	(280,335,148)
Amortization of premiums on securities	192,186	231,135
Accretion of discounts on securities	(405,264)	(180,222)
(Increase) Decrease in accrued interest receivable	(2,796,097)	950,958
Decrease in accrued expenses and other liabilities	(1,217,946)	(12,071,201)
Increase in other assets	(5,875,538)	(5,338,491)
Other, net	284,156	(17,854)
Net cash used in operating activities	(1,721,955)	(19,625,881)
Investing Activities		
Purchase of premises and equipment	(991,459)	(1,484,112)
Net decrease in interest-bearing deposits with other banks	99,398	83,725
Net (increase) decrease in Federal funds sold	(2,500,000)	10,000,000
Net increase in loans held in portfolio	(9,087,748)	(12,619,362)
Decrease in other real estate	1,188,253	1,250,632
Proceeds from calls of securities - held to maturity	—	18,125,000
Proceeds from prepayments, redemptions or maturities of securities - held to maturity	28,740,877	41,344,375
Purchases of securities - held to maturity	—	(25,003,500)
Proceeds from sales of securities - available for sale	—	2,750
Proceeds from prepayments, redemptions or maturities of securities - available for sale	164,817,687	31,703,892
Purchases of securities - available for sale	(342,331,989)	(30,996,171)
Net cash (used in) provided by investing activities	(160,064,981)	32,407,229
Financing Activities		

Net decrease in noninterest-bearing deposits	**(42,422,043)**	**(26,009,965)**
Net (decrease) increase in interest-bearing deposits	**(46,080,714)**	**37,807,205**
Net increase in Federal funds purchased	**5,000,000**	**—**
Net increase in securities sold under agreement to repurchase	**67,336,624**	**23,727,446**
Net increase (decrease) in commercial paper and other short-term borrowings	**48,093,542**	**(1,810,731)**
Increase (Decrease) in long-term borrowings	**120,000,000**	**(10,000,000)**
Purchase of treasury stock	**—**	**(10,515,732)**
Net proceeds from exercise of stock options	**266,573**	**776,269**
Cash dividends paid on common stock	**(6,824,325)**	**(6,993,026)**
Net cash provided by financing activities	**145,369,657**	**6,981,466**
Cash flows from discontinued operations		
Operating cash flows	**—**	**208,813**
Total	**—**	**208,813**
Net (decrease) increase in cash and due from banks	**(16,417,279)**	**19,971,627**
Cash and due from banks - beginning of period	**66,412,612**	**50,058,593**
Cash and due from banks - end of period	**$ 49,995,333**	**$ 70,030,220**
Supplemental disclosures:		
Interest paid	**$ 18,985,459**	**$ 23,508,403**
Income taxes paid	**7,968,572**	**949,459**
Loans held for sale transferred to portfolio	**2,530,727**	**—**
Loans transferred to other real estate	**1,770,094**	**1,065,578**

See Notes to Consolidated Financial Statements.

STERLING BANCORP AND SUBSIDIARIES
Notes to Consolidated Financial Statements
(Unaudited)

Note 1. Significant Accounting Policies

Nature of Operations. Sterling Bancorp (the "parent company") is a financial holding company, pursuant to an election made under the Gramm-Leach-Biley Act of 1999. Throughout the notes, the term the "Company" refers to Sterling Bancorp and its subsidiaries. The Company provides a full range of financial products and services, including business and consumer loans, commercial and residential mortgage lending and brokerage, asset-based financing, factoring/accounts receivable management services, trade financing, leasing, deposit services, trust and estate administration and investment management services. The Company has operations principally in New York and conducts business throughout the United States.

Basis of Presentation . The consolidated financial statements include the accounts of Sterling Bancorp and its subsidiaries, principally Sterling National Bank and its subsidiaries (the "bank"), after elimination of intercompany transactions. The consolidated financial statements as of and for the interim periods ended June 30, 2008 and 2007 are unaudited; however, in the opinion of management, all adjustments, consisting of normal recurring accruals, necessary for a fair presentation of such periods have been made. Certain reclassifications have been made to the prior period's consolidated financial statements to conform to the current presentation. The interim consolidated financial statements should be read in conjunction with the Company's annual report on Form 10-K for the year ended December 31, 2007.

Use of Estimates . The preparation of financial statements in accordance with U.S. generally accepted accounting principles ("GAAP") requires management to make assumptions and estimates which impact the amounts reported in those statements and are, by their nature, subject to change in the future as additional information becomes available or as circumstances vary.

Fair Value Measurements. On January 1, 2008, the Company adopted Statement of Financial Accounting Standards ("SFAS") No. 157, *Fair Value Measurements* ("SFAS No. 157"). SFAS No. 157 defines fair value, establishes a framework for measuring fair value under U.S. GAAP, and expands disclosures about fair value measurements (see Note 7 - Fair Value Measurements). The Company also adopted SFAS No. 159,*The Fair Value Option for Financial Assets and Financial Liabilities-Including an amendment of FASB Statement* No. 115 ("SFAS No. 159") on January 1, 2008 but did not elect the fair value option for any of its financial assets or financial liabilities.

Endorsement Split-Dollar Life Insurance Arrangements. On January 1, 2008, the Company recognized a cumulative-effect adjustment to retained earnings totaling $726 thousand related to accounting for certain endorsement split-dollar life insurance arrangements in connection with the adoption of Emerging Issues Task Force ("EITF") Issue No. 06-4, *Accounting for Deferred Compensation and Postretirement Benefit Aspects of Endorsement Split Dollar Life Insurance Arrangements ("EITF 06-4")* (see Note 4-Employee Benefit Plans).

Note 2. Loans

The major components of domestic loans held for sale and loans held in portfolio are as follows:

	June 30, 2008	December 31, 2007
Loans held for sale, net of valuation reserve ($-0- at June 30, 2008 and $64,958 at December 31, 2007)		
Real estate-residential mortgage	$ 24,409,918	$ 23,755,906
Loans held in portfolio		
Commercial and industrial	$ 534,778,988	$ 539,969,407
Lease financing	299,412,183	287,563,583
Factored receivables	89,739,700	93,016,702
Real estate-residential mortgage	145,363,629	129,464,803
Real estate-commercial mortgage	95,155,430	99,093,560
Real estate-construction and land development	30,212,165	37,161,197

Installment	17,442,850	12,103,045
Loans to depository institutions	20,000,000	27,000,000
Loans held in portfolio, gross	1,232,104,945	1,225,372,297
Less unearned discounts	38,121,873	38,248,313
Loans held in portfolio, net of unearned discounts	$ 1,193,983,072	$ 1,187,123,984

STERLING BANCORP AND SUBSIDIARIES
Notes to Consolidated Financial Statements
(Unaudited)

Note 3. Investment Securities

The following information is provided in connection with the calls of available for sale securities:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Proceeds	$ —	$ 2,750	$ —	$ 2,750
Gross Gains	—	—	—	—
Gross Losses	—	22	—	22

The following information is provided in connection with the calls of held to maturity securities:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Proceeds	$ —	$ 18,125,000	$ —	$ 18,125,000
Gross Gains	—	—	—	—
Gross Losses	—	1,979	—	1,979

During the three and six months ended June 30, 2008, the Company incurred an other-than-temporary charge of $506,800 against a single-issuer, investment grade trust preferred security that was recorded in securities losses. The charge resulted from management's regular review of the valuation of the investment portfolio and reduced the carrying amount of the security to $493,200.

Note 4. Employee Benefit Plans

The following table sets forth components of net periodic benefit cost for the Company’s noncontributory defined benefit pension plan and unfunded supplemental retirement plan.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Service cost	$ 496,234	$ 409,271	$ 992,468	$ 818,542
Interest cost	752,180	567,201	1,504,360	1,134,402
Expected return on plan assets	(647,686)	(475,457)	(1,295,372)	(950,914)
Amortization of prior service cost	16,643	24,689	33,286	49,378
Recognized actuarial loss	420,129	332,567	840,258	665,134
Net periodic benefit cost	$ 1,037,500	$ 858,271	$ 2,075,000	$ 1,176,542

The Company previously disclosed in its financial statements for the year ended December 31, 2007, that it expected to contribute approximately $2,000,000 to the defined benefit pension plan in 2008. No contribution has been made as of June 30, 2008.

EITF 06-4 requires the recognition of a liability and related compensation expense for endorsement split-dollar life insurance arrangements that provide a benefit to an employee that extends to post-retirement periods. Under EITF 06-4, life insurance policies purchased for the purpose of providing such benefits are considered not to have effectively settled an entity’s obligation to the employee. Accordingly, the entity must recognize a liability and related compensation expense during the employee’s active service period based on the future cost of insurance to be incurred during the employee’s retirement. If the entity has agreed to provide the employee with a death benefit, then the liability for the future death benefit should be recognized by following the guidance in SFAS No. 106, *Employer’s Accounting for Postretirement Benefits Other Than Pensions*. The Company adopted EITF 06-4 on January 1, 2008 as a change in accounting principle through a cumulative-effect adjustment to retained earnings totaling $726 thousand.

STERLING BANCORP AND SUBSIDIARIES
Notes to Consolidated Financial Statements
(Unaudited)

Note 5. Noninterest income and expenses

The following tables set forth the significant components of noninterest income and noninterest expenses:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
NONINTEREST INCOME				
Accounts receivable management/ factoring commissions and other fees	$ 3,799,429	$ 3,820,957	$ 7,364,133	$ 7,488,576
Service charges on deposit accounts	1,331,671	1,424,778	2,683,269	2,906,390
Other customer related service charges and fees	736,858	743,002	1,411,984	1,433,110
Mortgage banking income	2,702,386	2,543,656	5,200,974	5,376,076
Trust fees	124,039	125,180	259,319	266,383
Bank owned life insurance income	293,251	286,130	562,498	538,681
Securities losses	(506,800)	(2,001)	(506,800)	(2,001)
Losses on sales of other real estate owned, net	(75,690)	(134,476)	(303,358)	(180,550)
Other income	167,149	107,687	572,158	271,089
Total noninterest income	$ 8,572,293	$ 8,914,913	$ 17,244,177	$ 18,097,754

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
NONINTEREST EXPENSES				
Salaries	$ 9,489,731	$ 8,710,499	$ 18,838,393	$ 17,919,665
Employee benefits	2,252,592	2,475,051	5,088,314	4,752,960
Total personnel expense	11,742,323	11,185,550	23,926,707	22,672,625
Occupancy and equipment expenses, net	2,773,548	2,638,634	5,783,190	5,346,337
Advertising and marketing	1,352,757	1,121,979	1,987,711	2,085,880
Professional fees	1,874,893	1,950,928	3,238,596	3,290,703
Communications	405,708	453,841	861,584	970,111
Other expenses	2,980,426	2,742,623	5,498,413	5,365,575
Total noninterest income	$ 21,129,655	$ 20,093,555	$ 41,296,201	$ 39,731,231

Note 6. Segment Reporting

SFAS No. 131, *Disclosures about Segments of an Enterprise and Related Information*, established standards for the way that public business enterprises report and disclose selected information about operating segments in interim financial statements provided to stockholders.

The Company provides a broad range of financial products and services, including commercial loans, asset-based financing, factoring and accounts receivable management services, trade financing, equipment leasing, corporate and consumer deposit services, commercial and residential mortgage lending and brokerage, trust and estate administration and investment management services. The Company’s primary source of earnings is net interest income, which represents the difference between interest earned on interest-earning assets and the interest incurred on interest-bearing liabilities. The Company’s 2008 year-to-date average interest-earning assets were 60.0% loans (corporate lending was 67.9% and real estate lending was 27.0% of total loans, respectively) and 40.0% investment securities and money market investments. There are no industry concentrations exceeding 10% of loans, gross, in the corporate lending segment. Approximately 79% of loans are to borrowers located in the metropolitan New York area. In order to comply with the provisions of SFAS No. 131, the Company has determined that it has three reportable operating segments: corporate lending, real estate lending and company-wide treasury.

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The following tables provide certain information regarding the Company's operating segments (all amounts are from continuing operations except where designated as discontinued):

	Corporate Lending	Real Estate Lending	Company-wide Treasury	Totals
Three Months Ended June 30, 2008				
Net interest income	$ 9,298,442	$ 4,762,893	7,201,327	$ 21,262,662
Noninterest income	5,532,319	2,785,670	(136,635)	8,181,354
Depreciation and amortization	213,130	91,014	793	304,937
Segment income before income taxes	6,355,505	3,797,624	6,500,029	16,653,158
Segment assets	822,241,586	402,638,290	906,626,274	2,131,506,150
Three Months Ended June 30, 2007				
Net interest income	$ 6,591,874	$ 5,394,533	5,967,782	$ 17,954,189
Noninterest income	5,651,376	2,437,854	376,751	8,465,981
Depreciation and amortization	190,536	94,181	615	285,332
Segment income from continuing operations before income taxes	4,175,336	3,856,976	5,702,458	13,734,770
Segment income from discontinued operations before income taxes	129,732	—	—	129,732
Segment assets from continuing operations	744,023,452	399,817,522	715,189,386	1,859,030,360
Segment assets from discontinued operations	1,226,062	—	—	1,226,062
Six Months Ended June 30, 2008				
Net interest income	$ 17,362,735	$ 9,618,334	13,865,207	$ 40,846,276
Noninterest income	10,778,995	5,141,528	423,698	16,344,221
Depreciation and amortization	405,524	181,102	1,586	588,212
Segment income before income taxes	14,535,190	6,506,873	12,854,566	33,896,629
Segment assets	822,241,586	402,638,290	906,626,274	2,131,506,150
Six Months Ended June 30, 2007				
Net interest income	$ 12,817,524	$ 10,368,705	12,021,830	$ 35,208,059
Noninterest income	11,233,401	5,312,779	712,474	17,258,654
Depreciation and amortization	370,940	186,489	1,229	558,658
Segment income from continuing operations before income taxes	8,297,305	8,104,876	11,448,675	27,850,856
Segment income from discontinued operations before income taxes	(37,722)	—	—	(37,722)
Segment assets from continuing operations	744,023,452	399,817,522	715,189,386	1,859,030,360
Segment assets from discontinued operations	1,226,062	—	—	1,226,062

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The following table sets forth reconcilations of net interest income, noninterest income, income before taxes and total assets for the reportable operating segments to the Company's consolidated totals:

	Three Months Ended June 30, 2008	Three Months Ended June 30, 2007	Six Months Ended June 30, 2008	Six Months Ended June 30, 2007
Net interest income:				
Total for reportable operating segments	$ 21,262,662	$ 17,954,189	$ 40,846,276	$ 35,208,059
Other [1]	208,431	253,635	460,235	502,771
Consolidated net interest income	$ 21,471,093	$ 18,207,824	$ 41,306,511	$ 35,710,830
Noninterest income:				
Total for reportable operating segments	$ 8,181,354	$ 8,465,981	$ 16,344,221	$ 17,258,654
Other [1]	390,939	448,932	899,956	839,100
Consolidated noninterest income	$ 8,572,293	$ 8,914,913	$ 17,244,177	$ 18,097,754
Income before taxes:				
Total for reportable operating segments	$ 16,653,158	$ 13,734,770	$ 33,896,629	$ 27,850,856
Other [1]	(9,939,427)	(7,783,920)	(20,792,142)	(16,101,835)
Consolidated income from continuing operations before income taxes	$ 6,713,731	$ 5,950,850	$ 13,104,487	$ 11,749,021
Assets:				
Total for reportable operating segments:				
- continuing operations	$ 2,131,506,150	$ 1,859,030,360	$ 2,131,506,150	$ 1,859,030,360
- discontinued operations	—	1,226,062	—	1,226,062
Other [1]	30,633,475	26,721,680	30,633,475	26,721,680
Consolidated assets	$ 2,162,139,625	$ 1,886,978,102	$ 2,162,139,625	$ 1,886,978,102

[1] Represents operations not considered to be a reportable segment and/or general operating expenses of the Company.

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Note 7. Fair Value Measurements

The Company adopted SFAS No. 157 as of January 1, 2008. In accordance with Financial Accounting Standards Board Staff Position ("FSP") No. 157-2, *Effective Date of FASB Statement No. 157,* the Company will delay application of SFAS No. 157 for certain non-financial assets and non-financial liabilities, until January 1, 2009. SFAS No. 157 defines fair value, establishes a framework for measuring fair value under generally accepted accounting principles, and requires expanded disclosures regarding fair value measurements. The expanded disclosures include a requirement to disclose fair value measurements according to a hierarchy, segregating measurements using (1) quoted prices in active markets for identical assets or liabilities (2) significant other observable inputs and (3) significant unobservable inputs.

SFAS No. 157 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. A fair value measurement assumes that the transaction to sell the asset or transfer the liability occurs in the principal market for the asset or liability or, in the absence of a principal market, the most advantageous market for the asset or liability. The price in the principal (or most advantageous) market used to measure the fair value of the asset or liability shall not be adjusted for transaction costs. An orderly transaction is a transaction that assumes exposure to the market for a period prior to the measurement date to allow for marketing activities that are usual and customary for transactions involving such assets and liabilities; it is not a forced transaction. Market participants are buyers and sellers in the principal market that are independent, knowledgeable, able to transact and willing to transact.

SFAS No. 157 requires the use of valuation techniques that are consistent with the market approach, the income approach and/or the cost approach. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets and liabilities. The income approach uses valuation techniques to convert future amounts, such as cash flows or earnings, to a single present amount on a discounted basis. The cost approach is based on the amount that currently would be required to replace the service capacity of an asset (replacement cost). Valuation techniques should be consistently applied. Inputs to valuation techniques refer to the assumptions that market participants would use in pricing the asset or liability. Inputs may be observable, meaning those that reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from independent sources, or unobservable, meaning those that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. In that regard, SFAS No. 157 establishes a fair value hierarchy for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The fair value hierarchy is as follows:

- *Level 1 Inputs* - Unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date. Examples of financial instruments generally included in this level are U.S. Treasury securities, equity and trust preferred securities that trade in active markets and listed derivative instruments.

- *Level 2 Inputs* - Inputs other than quoted prices included in Level I that are observable for the asset or liability, either directly or indirectly. These might include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (such as interest rates, volatilities, prepayment speeds, credit risks, etc.) or inputs that are derived principally from or corroborated by market data by correlation or other means. Examples of financial instruments generally included in this level are corporate debt, mortgage-backed certificates issued by U.S. government corporations and government sponsored enterprises, equity securities (including Federal Home Loan Bank and Federal Reserve Bank common stock) that trade in inactive (or less active) markets, and certain derivative instruments.

- *Level 3 Inputs* - Unobservable inputs for determining the fair values of assets or liabilities that reflect an entity's own judgments about the assumptions that market participants would use in pricing the assets or liabilities. Examples of financial instruments generally included in this level are private equities, certain loans held for sale and other alternative investments.

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A description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy, is set forth below. These valuation methodologies were applied to all of the Company's financial assets and financial liabilities carried at fair value effective January 1, 2008.

In general, fair value of securities is based upon quoted market prices, where available. If such quoted market prices are not available, fair value is based upon market prices determined by an outside, independent entity that primarily use, as inputs, observable market-based parameters. Valuation adjustments may be made to ensure that financial instruments are recorded at fair value. These adjustments may include amounts to reflect counterparty credit quality, the Company's creditworthiness, among other things, as well as unobservable parameters. Any such valuation adjustments are applied consistently over time. The Company's valuation methodologies may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. While management believes the Company's valuation methodologies are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

Securities available for sale and other investments. Securities classified as available for sale and other investments (included in "Other assets" on the consolidated balance sheet) are generally reported at fair value utilizing Level 1 and Level 2 inputs. Investments in fixed income securities, exclusive of preferred stock and mortgage-backed securities, are valued based on evaluations provided by Interactive Data Corporation ("IDC"), a leading global provider of market data information. IDC evaluations represent an exit price or their opinion as to what a buyer would pay for a security, typically in an institutional round lot position in a current sale. IDC seeks to utilize market data and observations in its evaluation service, and gives priority to observable benchmark yields and reported trades. IDC utilizes evaluated pricing techniques that vary by asset class and incorporate available market information; because many fixed income securities do not trade on a daily basis, IDC applies available information through processes such as benchmark curves, benchmarking of similar securities, sector groupings and matrix pricing. Model processes such as option-adjusted spread models are used to value securities that have prepayment features.

For mortgage-backed securities issued by U.S. government corporations and government sponsored enterprises management considers dealer indicative bids in the valuation process. Indicative bids are estimates of value and do not necessarily represent the price at which the dealer would be willing to transact. Such bids are compared to IDC evaluated prices for reasonableness as well as consistency with observable market conditions.

Publicly traded common and preferred stocks are valued by reference to the market closing price (last trade) on the measurement date. In the unlikely event that no trade occurred on the measurement date, reference would be made to an indicative bid or the last trade most proximate to the measurement date.

Interest rate floor contract. The value of the interest rate floor derivative contract is determined by reference to quotes from an independent broker.

The following table summarizes financial assets and financial liabilities measured at fair value on a recurring basis as of June 30, 2008, segregated by the level of the valuation inputs within the fair value hierarchy utilized to measure fair value:

	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total Fair Value
Securities available for sale	$ 4,470,603	$ 430,229,712	$ —	$ 434,700,315
Other investments	$ 7,430,253	$ 3,674,517	$ —	$ 11,104,770
Interest rate floor contract	$ —	$ 53,824	$ —	$ 53,824

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Certain financial assets and financial liabilities, such as loans held for sale, impaired loans (if any) and other real estate owned, are measured at fair value on a non-recurring basis; that is, the instruments are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment). There were no financial assets or financial liabilities measured at fair value on a non-recurring basis as of June 30, 2008.

In accordance with SFAS No.65, *Accounting for Certain Mortgage Banking Activities*, mortgage loans held for sale with a carrying amount of $1,037,494 were written down to their fair value of $774,693 during the three month period ended March 31, 2008 resulting in a loss of $262,801, which was included in earnings for the six month period ended June 30, 2008. No mortgage loans held for sale were written down to their fair value during the three month period ended June 30, 2008.

Reporting units measured at fair value in the first step of a goodwill impairment test and certain non-financial assets measured at fair value on a non-recurring basis (such as those measured at fair value in the second step of a goodwill impairment test) and intangible assets and other non-financial long-lived assets measured at fair value for impairment assessment, including other real estate owned, will be measured at fair value under SFAS No. 157 beginning January 1, 2009.

Effective January 1, 2008, the Company adopted SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities - Including an amendment of FASB Statement No. 115*. SFAS No. 159 permits the Company to choose to report eligible items at fair value in the financial statements and on an ongoing basis, after making an election to do so at specified election dates. Unrealized gains and losses on items for which the fair value measurement option has been elected are reported in earnings at each subsequent reporting date. The fair value option (i) may be applied instrument by instrument, with certain exceptions, thus the Company may record identical financial assets and liabilities at fair value or by another measurement basis permitted under generally accepted accounting principles, (ii) is irrevocable (unless a new election date occurs) and (iii) is applied only to entire instruments and not to portions of instruments. The Company adopted SFAS No. 159 on January 1, 2008 but did not elect a fair value option for any of its financial assets or financial liabilities.

Note 8. New Accounting Standards

On January 1, 2008, the Company adopted the guidance contained in the Securities and Exchange Commission Staff Accounting Bulletin ("SAB") No. 109, *Written Loan Commitments Recorded at Fair Value Through Earnings* ("SAB No. 109"). SAB No. 109 supersedes SAB No. 105, *Application of Accounting Principles to Loan Commitments*, and indicates that the expected net future cash flows related to the associated servicing of the loan should be included in the measurement of all written loan commitments that are accounted for at fair value through earnings. The adoption of SAB No. 109 did not have a material impact on the Company's financial statements.

SFAS No.161*, Disclosures About Derivative Instruments and Hedging Activities, an Amendment of FASB Statement No. 133*, amends and expands the disclosure requirements of SFAS No. 133 to provide greater transparency about (i) how and why an entity uses derivative instruments, (ii) how derivative instruments and related hedge items are accounted for under SFAS No. 133 and its related interpretations, and (iii) how derivative instruments and related hedged items affect an entity's financial position, results of operations and cash flows. To meet those objectives, SFAS No. 161 requires qualitative disclosures about objectives and strategies for using derivatives, quantitative disclosures about fair value amounts of gains and losses on derivative instruments and disclosures about credit-risk-related contingent features in derivative agreements. SFAS No.161 is effective for the Company on January 1, 2009 and is not expected to have a significant impact on the Company's financial statements.

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SFAS No.162*, The Hierarchy of Generally Accepted Accounting Principles,* identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles ("GAAP") in the United States "the GAAP hierarchy". SFAS No. 162 will be effective 60 days following the approval by the SEC of the Public Company Accounting Oversight Board amendments to AU Section 411, "The Meaning of Present Fairly in Conformity with Generally Accepted Accounting Principles." The guidance provided by SFAS No. 162 is not expected to have a significant impact on the Company's financial statements.s

FASB Staff Position ("FSP") EITF No. 03-6-1, *Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities*, provides that unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and shall be included in the computation of earnings per share pursuant to the two-class method. This FSP will be effective on January 1, 2009. All previously reported earnings per share data will be retrospectively adjusted to conform with the provisions of FSP EITF 03-6-1. FSP EITF 03-6-1 is not expected to have a significant impact on the Company's computations of earnings per share.

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

The following commentary presents management's discussion and analysis of the financial condition and results of operations of Sterling Bancorp (the "parent company"), a financial holding company under the Gramm-Leach-Bliley Act of 1999, and its subsidiaries, principally Sterling National Bank (the "bank"). Throughout this discussion and analysis, the term the "Company" refers to Sterling Bancorp and its subsidiaries. This discussion and analysis should be read in conjunction with the consolidated financial statements and supplemental data contained elsewhere in this quarterly report and the Company's annual report on Form 10-K for the year ended December 31, 2007. Certain reclassifications have been made to prior years' financial data to conform to current financial statement presentations.

OVERVIEW

The Company provides a broad range of financial products and services, including business and consumer loans, commercial and residential mortgage lending and brokerage, asset-based financing, factoring/accounts receivable management services, deposit services, trade financing, equipment leasing, trust and estate administration and investment management services. The Company has operations in the metropolitan New York area and conducts business throughout the United States. The general state of the U.S. economy and, in particular, economic and market conditions in the metropolitan New York area have a significant impact on loan demand, the ability of borrowers to repay these loans and the value of any collateral securing these loans and may also affect deposit levels. Accordingly, future general economic conditions are a key uncertainty that management expects will materially affect the Company's results of operations.

For the six months ended June 30, 2008, the bank's average earning assets represented approximately 99.7% of the Company's average earning assets. Loans represented 59.9% and investment securities represented 40.0% of the bank's average earning assets for the first six months of 2008.

The Company's primary source of earnings is net interest income, and its principal market risk exposure is interest rate risk. The Company is not able to predict market interest rate fluctuations, and its asset/liability management strategy may not prevent interest rate changes from having a material adverse effect on the Company's results of operations and financial condition.

Although management endeavors to minimize the credit risk inherent in the Company's loan portfolio, it must necessarily make various assumptions and judgments about the collectibility of the loan portfolio based on its experience and evaluation of economic conditions. If such assumptions or judgments prove to be incorrect, the current allowance for loan losses may not be sufficient to cover loan losses and additions to the allowance may be necessary, which would have a negative impact on net income.

There is intense competition in all areas in which the Company conducts its business. The Company competes with banks and other financial institutions, including savings and loan associations, savings banks, finance companies and credit unions. Many of these competitors have substantially greater resources and lending limits and provide a wider array of banking services. To a limited extent, the Company also competes with other providers of financial services, such as money market mutual funds, brokerage firms, consumer finance companies and insurance companies. Competition is based on a number of factors, including prices, interest rates, service, availability of products, and geographic location.

The Company regularly evaluates acquisition opportunities and conducts due diligence activities in connection with possible acquisitions. As a result, acquisition discussions, and in some cases negotiations, regularly take place and future acquisitions could occur.

INCOME STATEMENT ANALYSIS

Net interest income, which represents the difference between interest earned on interest-earning assets and interest incurred on interest-bearing liabilities, is the Company's primary source of earnings. Net interest income can be affected by changes in market interest rates as well as the level and composition of assets, liabilities and shareholders' equity. Net interest spread is the difference between the average rate earned, on a tax-equivalent basis, on interest-earning assets and the average rate paid on interest-bearing liabilities. The net yield on interest-earning assets ("net interest margin") is calculated by dividing tax-equivalent net interest income by average interest-earning assets. Generally, the net interest margin will exceed the net interest spread because a portion of interest-earning assets are funded by various noninterest-bearing sources, principally noninterest-bearing deposits and shareholders' equity. The increases (decreases) in the components of interest income and interest expense, expressed in terms of fluctuation in average volume and rate, are provided in the Rate/Volume Analysis shown on pages 32 and 33. Information as to the components of interest income and interest expense and average rates is provided in the Average Balance Sheets shown on pages 30 and 31.

Comparison of the Three Months Ended June 30, 2008 and 2007

The Company reported net income for the three months ended June 30, 2008 of $4.2 million, representing $0.23 per share calculated on a diluted basis, compared to $3.9 million, or $0.20 per share calculated on a diluted basis, for the second quarter of 2007. This increase reflects higher net interest income which was partially offset by increases in the provision for loan losses, noninterest expenses and the provision for income taxes and a decrease in noninterest income.

Net Interest Income

Net interest income, on a tax-equivalent basis, was $21.6 million for the second quarter of 2008 compared to $18.3 million for the 2007 period. Net interest income benefitted from higher average investment securities and loan balances, higher yields on investment securities and lower cost of funding. Partially offsetting those benefits was the impact of lower yield on loans and higher borrowed funds balances. The net interest margin, on a tax-equivalent basis, was 4.49% for the second quarter of 2008 compared to 4.35% for the 2007 period. The net interest margin was impacted by the lower interest rate environment in 2008, and the effect of higher average investment securities and loans outstanding.

Total interest income, on a tax-equivalent basis, decreased to $29.8 million for the second quarter of 2008, from $30.1 million in the prior year period. The tax-equivalent yield on interest-earning assets was 6.26% for the second quarter of 2008 compared to 7.24% for the 2007 period.

Interest earned on the loan portfolio decreased to $20.0 million for the second quarter of 2008 from $23.1 million in the prior year period. Average loan balances amounted to $1,153.1 million, an increase of $48.4 million from an average of $1,104.7 million in the prior year period. The increase in average loans, primarily due to the Company's business development activities, accounted for a $1.0 million increase in interest earned on loans, which was more than offset by the impact of a decrease in yield. The decrease in the yield on the loan portfolio to 7.16% for the second quarter of 2008 from 8.66% for the 2007 period was primarily attributable to the lower interest rate environment in 2008 and the mix of average outstanding balances among the components of the loan portfolio.

Interest earned on the securities portfolio, on a tax-equivalent basis, increased to $9.8 million for the second quarter of 2008 from $6.5 million in the prior year period. Average outstandings increased to $781.2 million (40.3% of average earning assets) for the second quarter of 2008 from $554.6 million (32.8% of average earning assets) in the prior year period. The average life of the securities portfolio was approximately 7.2 years at June 30, 2008 compared to 4.4 years at June 30, 2007.

Interest earned on federal funds sold and deposits with other banks decreased by $0.4 million for the second quarter of 2008 from $0.4 million for the 2007 period, primarily due to lower funds employed in these assets. Average outstandings for these assets decreased to $2.8 million for the second quarter of 2008 from $30.8 million in the prior year period.

Total interest expense decreased by $3.5 million for the second quarter of 2008 from $11.7 million for the 2007 period, primarily due to the impact of lower rates paid for interest-bearing deposits and borrowings. Partially offsetting the benefit of the lower cost of funds was the impact of higher borrowed funds balances which was the result of th Company's strategy to employ cost effective wholesale funding in lieu of higher priced certificates of deposit.

Interest expense on deposits decreased to $5.1 million for the second quarter of 2008 from $9.9 million for the 2007 period, primarily due to a decrease in the cost of those funds. The average rate paid on interest-bearing deposits was 2.10% which was 167 basis points lower than the prior year period. The decrease in average cost of deposits reflects the lower interest rate environment during 2008.

Interest expense on borrowings increased to $3.1 million for the second quarter of 2008 from $1.9 million for the 2007 period, primarily due to an increase in average balances which was partially offset by lower rates paid for these funds. Average borrowings increased to $452.0 million for the second quarter of 2008 from $144.4 million in the prior year period, reflecting greater reliance by the Company on wholesale funding. The average rate paid for borrowed funds was 2.77% which was 242 basis points lower than the prior year period. The decrease in the average cost of borrowings reflects the lower interest rate environment in 2008.

Provision for Loan Losses

Based on management's continuing evaluation of the loan portfolio (discussed under "Asset Quality" beginning on page 25), the provision for loan losses for the second quarter of 2008 was $2.2 million, compared to $1.1 million for the prior year period. Factors affecting the level of provision included the growth in the loan portfolio, changes in general economic conditions and the amount and trend of nonaccrual loans.

Noninterest Income

Noninterest income decreased to $8.6 million for the second quarter of 2008 from $8.9 million in the 2007 period. The decrease was principally due to an other-than-temporary impairment charge for a single-issuer, investment grade trust preferred security. The charge, which resulted from management's regular review of the valuation of the investment portfolio, amounted to approximately $507,000 and reduced the carrying amount of the security to $493,000.

Noninterest Expenses

Noninterest expenses for the second quarter of 2008 increased $1.0 million when compared to the 2007 period. The increase was primarily due to initiatives to support the growth of the Company's business, particularly in the area of marketing, and advertising along with higher personnel and occupancy costs.

Provision for Income Taxes

The provision for income taxes for the second quarter of 2008 increased to $2.5 million from $2.2 million for the second quarter of 2007. The increase was primarily due to the higher level of pre-tax income in the 2008 period.

Comparison of the Six Months Ended June 30, 2008 and 2007

The Company reported net income for the six months ended June 30, 2008 of $8.2 million, representing $0.45 per share calculated on a diluted basis, compared to $7.3 million, or $0.39 per share calculated on a diluted basis, for the first six months of 2007. This increase reflects higher net interest income which was partially offset by increases in the provision for loan losses, noninterest expenses and the provision for income taxes coupled with lower noninterest income.

Net Interest Income

Net interest income, on a tax-equivalent basis, was $41.6 million for the first six months of 2008 compared to $36.0 million for the 2007 period. Net interest income benefitted from higher average investment securities and loan balances, higher yields on investment securities and lower cost of funding. Partially offsetting those benefits was the impact of lower yield on loans and higher borrowed funds balances. The net interest margin, on a tax-equivalent basis, was 4.49% for the first six months of 2008 compared to 4.34% for the 2007 period. The net interest margin was impacted by the lower interest rate environment in 2008, and the effect of higher average investment securities, borrowed funds, loans outstanding and noninterest-bearing demand deposits and lower average interest-bearing deposits.

Total interest income, on a tax-equivalent basis, increased to $59.7 million for the first six months of 2008 from $59.3 million in the prior year period. The tax-equivalent yield on interest-earning assets was 6.50% for the first six months of 2008 compared to 7.24% for the 2007 period.

Interest earned on the loan portfolio decreased to $40.8 million for the first six months of 2008 from $44.9 million for the prior year period. Average loan balances amounted to $1,128.8 million, an increase of $49.7 million from an average of $1,079.1 million in the prior year period. The increase in average loans, primarily due to the Company’s business development activities, accounted for a $2.4 million increase in interest earned on loans, which was more than offset by the impact of a decrease in yield. The decrease in the yield on the loan portfolio to 7.55% for the fist six months of 2008 from 8.74% for the 2007 period was primarily attributable to the lower interest rate environment in 2008 and the mix of average outstanding balances among the components of the loan portfolio.

Interest earned on the securities portfolio, on a tax-equivalent basis, increased to $18.9 million for the first six months of 2008 from $13.4 million in the prior year period. Average outstandings increased to $750.9 million (39.9% of average earning assets) for the first six months of 2008 from $566.8 million (33.6% of average earning assets) in the prior year period. The average life of the securities portfolio was approximately 7.2 years at June 30, 2008 compared to 4.4 years at June 30, 2007.

Interest earned on federal funds sold and deposits with other banks decreased by $1.1 million for the first six months of 2008 from $1.1 million for the 2007 period, primarily due to lower funds employed in these assets. Average outstandings for these assets decreased to $3.1 million for the first six months of 2008 from $40.6 million in the prior year period.

Total interest expense decreased by $5.1 million for the first six months of 2008 from $23.3 million for the 2007 period, primarily due to the impact of lower rates paid for interest-bearing deposits and borrowings. Partially offsetting the benefit of the lower cost of funds was the impact of higher borrowed funds balances which was the result of the Company’s strategy to employ cost effective wholesale funding in lieu of higher priced certificates of deposit.

Interest expense on deposits decreased to $12.1 million for the first six months of 2008 from $19.3 million for the 2007 period, primarily due to a decrease in the cost of those funds. The average rate paid on interest-bearing deposits was 2.43% which was 133 basis points lower than the prior year period. The decrease in average cost of deposits reflects the lower interest rate environment during 2008.

Interest expense on borrowings increased to $6.1 million for the first six months of 2008 from $4.1 million for the 2007 period, primarily due to an increase in average balances which was partially offset by lower rates paid for these funds. Average borrowings increased to $391.3 million for the first six months of 2008 from $157.4 million in the prior year period, reflecting greater reliance by the Company on wholesale funding. The average rate paid for borrowed funds was 3.13% which was 208 basis points lower than the prior year period. The decrease in the average cost of borrowings reflects the lower interest rate environment in 2008.

Provision for Loan Losses

Based on management's continuing evaluation of the loan portfolio (discussed under "Asset Quality" beginning on page 25), the provision for loan losses for the first six months of 2008 was $4.2 million, compared to $2.3 million for the prior year period. Factors affecting the level of provision included the growth in the loan portfolio, changes in general economic conditions and the amount and trend of nonaccrual loans.

Noninterest Income

Noninterest income decreased to $17.2 million for the first six months of 2008 from $18.1 million in the 2007 period. The decrease was principally due to an other-than-temporary impairment charge, taken in the second quarter of 2008, for a single-issuer, investment grade trust preferred security. The charge, which resulted from management's regular review of the investment portfolio, amounted to approximately $507,000 and reduced the carrying amount of the security to $493,000.

Noninterest Expenses

Noninterest expenses for the first six months of 2008 increased $1.6 million when compared to the 2007 period. The increase was primarily due to higher salaries, related to normal salary adjustments, employee benefits primarily related to increased healthcare insurance and pension costs and occupancy and equipment costs related to greater rent expense.

Provision for Income Taxes

The provision for income taxes for the first six months of 2008 increased to $4.9 million from $4.4 million in the 2007 period. The increase was primarily due to the higher level of pre-tax income in the 2008 period.

BALANCE SHEET ANALYSIS

Securities

At June 30, 2008, the Company's portfolio of securities totaled $767.8 million, of which obligations of U.S. government corporations and government sponsored enterprises amounted to $714.2 million which is approximately 93.0% of total. The Company has the intent and ability to hold to maturity securities classified as "held to maturity." These securities are carried at cost, adjusted for amortization of premiums and accretion of discounts. The gross unrealized gains and losses on "held to maturity" securities were $2.3 million and $4.3 million, respectively. Securities classified as "available for sale" may be sold in the future, prior to maturity. These securities are carried at estimated fair value. Net aggregate unrealized gains or losses on these securities are included in a valuation allowance account and are shown net of taxes, as a component of shareholders' equity. Given the generally high credit quality of the portfolio, management expects to realize all of its investment upon market recovery or the maturity of such instruments and thus believes that the impairment in value is primarily interest rate related and therefore temporary. "Available for sale" securities included gross unrealized gains of $0.9 million and gross unrealized losses of $9.4 million. Management has the intent and ability to hold available for sale and held to maturity securities with unrealized losses until there is a market recovery, which may be maturity.

Declines in the fair value of held-to-maturity and available-for-sale securities below their cost that are deemed to be other than temporary are reflected in earnings as realized losses. In estimating other-than-temporary impairment losses, management considers, among other things, (i) the length of time and the extent to which the fair value has been less than cost, (ii) the financial condition and near-term prospects of the issuer, and (iii) the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value.

The following table presents information regarding the average life and yields of certain available for sale ("AFS") and held to maturity ("HTM") securities:

	Weighted Average Life		Weighted Average Yield	
June 30, 2008	AFS	HTM	AFS	HTM
Mortgage-backed securities	4.2 years	4.1 years	4.81%	4.64%
Agency notes (with original call dates ranging between 3 and 36 months)	12.9 years	9.2 years	5.57%	6.20%
Agency notes (noncallable)	—	0.1 years	—	4.50%
Obligations of state and political subdivisions	6.4 years	—	6.11% (1)	—

(1) tax equivalent

The following table presents information regarding securities available for sale:

June 30, 2008	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Mortgage-backed securities				
CMO's (Federal National Mortgage Association)	$ 8,805,117	$ —	$ 359,270	$ 8,445,847
CMO's (Federal Home Loan Mortgage Corporation)	22,378,095	—	963,529	21,414,566
CMO's (Government National Mortgage Association)	7,517,660	—	176,084	7,341,576
Federal National Mortgage Association	62,162,598	185,529	1,320,428	61,027,699
Federal Home Loan Mortgage Corporation	33,993,163	29,100	649,062	33,373,201
Government National Mortgage Association	3,099,248	144,099	2,781	3,240,566
Total mortgage-backed securities	137,955,881	358,728	3,471,154	134,843,455
Agency Notes				
Federal Home Loan Bank	149,949,930	260,938	2,501,492	147,709,376
Federal Farm Credit Bank	99,914,182	136,398	1,250,580	98,800,000
Total obligations of U.S. Government corporations and government sponsored enterprises	387,819,993	756,064	7,223,226	381,352,831
Obligations of state and political institutions	23,080,718	122,566	266,047	22,937,237
Trust preferred securities	5,078,078	22,831	630,306	4,470,603
Corporate securities	13,642,645	—	1,263,510	12,379,135
Federal Reserve Bank stock	1,130,700	—	—	1,130,700
Federal Home Loan Bank stock	12,114,000	—	—	12,114,000
Other securities	304,442	11,367	—	315,809
Total	$ 443,170,576	$ 912,828	$ 9,383,089	$ 434,700,315

The following table presents information regarding securities held to maturity:

June 30, 2008	Carrying Value	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Mortgage-backed securities				
CMO's (Federal National Mortgage Association)	$ 12,217,797	$ —	$ 479,200	$ 11,738,597
CMO's (Federal Home Loan Mortgage Corporation)	20,673,350	14,202	742,290	19,945,262
Federal National Mortgage Association	156,647,161	981,245	1,302,660	156,325,746
Federal Home Loan Mortgage Corporation	110,290,269	401,746	1,795,347	108,896,668
Government National Mortgage Association	8,027,180	304,234	—	8,331,414

Total mortgage-backed securities	**307,855,757**	**1,701,427**	**4,319,497**	**305,237,687**
Federal Home Loan Bank agency notes	**24,999,568**	**550,432**	**—**	**25,550,000**
Total obligations of U.S. Government corporations and government sponsored enterprises	**332,855,325**	**2,251,859**	**4,319,497**	**330,787,687**
Debt securities issued by foreign governments	**250,000**	**—**	**1,023**	**248,977**
Total	**$ 333,105,325**	**$ 2,251,859**	**$ 4,320,520**	**$ 331,036,664**

The Company invests principally in obligations of U.S. government corporations and government sponsored enterprises and A- rated or better investments. The fair value of these investments fluctuates based on several factors, including credit quality and general interest rate changes. The Company determined that it has the ability to hold its investments until maturity and, given its current intention to do so, anticipates that it will realize the full carrying value of its investment.

Loan Portfolio

A management objective is to maintain the quality of the loan portfolio. The Company seeks to achieve this objective by maintaining rigorous underwriting standards coupled with regular evaluation of the creditworthiness of and the designation of lending limits for each borrower. The portfolio strategies include seeking industry and loan size diversification in order to minimize credit exposure and originating loans in markets with which the Company is familiar.

The Company’s commercial and industrial loan and factored receivables portfolios represents approximately 51% of all loans. Loans in this category are typically made to small and medium-sized businesses and range between $25,000 and $10 million. The Company’s real estate mortgage portfolio, which represents approximately 22% of all loans, is comprised of mortgages secured by real property located principally in the states of New York, New Jersey, Virginia and North Carolina. The Company’s leasing portfolio, which consists of finance leases for various types of business equipment, represents approximately 21% of all loans. Sources of repayment are from the borrower’s operating profits, cash flows and liquidation of pledged collateral. Based on underwriting standards, loans may be secured in whole or in part by collateral such as liquid assets, accounts receivable, equipment, inventory, and real property. The collateral securing any loan or lease may depend on the type of loan or lease and may vary in value based on market conditions.

The following table sets forth the composition of the Company’s loans held for sale and loans held in portfolio:

	June 30,			
	2008		2007	
	($ in thousands)			
	Balances	% of Total	Balances	% of Total
Domestic				
Commercial and industrial	$ 534,569	43.88%	$ 509,747	43.63%
Equipment lease financing	261,628	21.47	227,660	19.49
Factored receivables	89,612	7.36	86,877	7.44
Real estate - residential mortgage	169,774	13.93	177,819	15.22
Real estate- commercial mortgage	95,155	7.81	92,718	7.94
Real estate -construction and land development	30,212	2.48	38,147	3.26
Installment - individuals	17,443	1.43	10,333	0.88
Loans to depository institutions	20,000	1.64	25,000	2.14
Loans, net of unearned discounts	$ 1,218,393	100.00%	$ 1,168,301	100.00%

Asset Quality

Intrinsic to the lending process is the possibility of loss. In times of economic slowdown, the risk of loss inherent in the Company’s portfolio of loans may increase. While management endeavors to minimize this risk, it recognizes that loan losses will occur and that the amount of these losses will fluctuate depending on the risk characteristics of the loan portfolio which in turn depend on current and expected economic conditions, the financial condition of borrowers, the realization of collateral, and the credit management process.

The following table sets forth certain information with respect to the Company's loan loss experience:

	Three Months Ended June 30, 2008	Three Months Ended June 30, 2007	Six Months Ended June 30, 2008	Six Months Ended June 30, 2007
	($ in thousands)			
Average loans held in portfolio, net of unearned discounts, during period	$ 1,121,929	$ 1,052,427	$ 1,101,506	$ 1,033,359
Allowance for loan losses:				
Balance at beginning of period	$ 15,162	$ 15,806	$ 15,085	$ 16,288
Charge-offs:				
Commercial and industrial	262	251	1,096	690
Lease financing	1,408	756	2,159	1,757
Factored receivables	110	120	195	177
Real estate - residential mortgage	15	100	15	100
Installment	—	—	—	67
Total charge-offs	1,795	1,227	3,465	2,791
Recoveries:				
Commercial and industrial	108	22	111	29
Lease financing	64	143	161	184
Factored receivables	10	10	15	14
Real estate - residential mortgage	—	—	—	—
Installment	2	62	69	83
Total recoveries	184	237	356	310
Subtract:				
Net charge-offs	1,611	990	3,109	2,481
Provision for loan losses	2,200	1,078	4,150	2,328
Less losses on transfers to other real estate owned	271	312	646	553
Balance at end of period	$ 15,480	$ 15,582	$ 15,480	$ 15,582

Ratio of annualized net charge-offs to average loans held in portfolio, net of unearned discounts	**0.57%**	**0.38%**	**0.56%**	**0.48%**

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Management views the allowance for loan losses as a critical accounting policy due to its subjectivity. The allowance for loan losses is maintained through the provision for loan losses, which is a charge to operating earnings. The adequacy of the provision and the resulting allowance for loan losses is determined by a management evaluation process of the loan portfolio, including identification and review of individual problem situations that may affect the borrower's ability to repay, review of overall portfolio quality through an analysis of current charge-offs, delinquency and nonperforming loan data, estimates of the value of any underlying collateral, an assessment of current and expected economic conditions and changes in the size and character of the loan portfolio. Other data utilized by management in determining the adequacy of the allowance for loan losses include, but are not limited to, the results of regulatory reviews, the amount of, trend of and/or borrower characteristics on loans that are identified as requiring special attention as part of the credit review process, and peer group comparisons. The impact of this other data might result in an allowance greater than that indicated by the evaluation process previously described. The allowance reflects management's evaluation both of loans presenting identified loss potential and of the risk inherent in various components of the loan portfolio, including loans identified as impaired as required by SFAS No. 114. Thus, an increase in the size of the portfolio or in any of its components could necessitate an increase in the allowance even though there may not be a decline in credit quality or an increase in potential problem loans. A significant change in any of the evaluation factors described above could result in future additions to the allowance. At June 30, 2008, the ratio of the allowance to loans held in portfolio, net of unearned discounts, was 1.30% and the allowance was $15.5 million. At such date, the Company's nonaccrual loans amounted to $7.1 million, none of which was judged to be impaired within the scope of SFAS No. 114. At June 30, 2008 loans 90 days past due and still accruing and restructured loans amounted to $0.2 million and $0.1 million, respectively. Based on the foregoing, as well as management's judgment as to the current risks inherent in loans held in portfolio, the Company's allowance for loan losses was deemed adequate to absorb all probable losses on specifically known and other credit risks associated with the portfolio as of June 30, 2008. Net losses within loans held in portfolio are not statistically predictable and changes in conditions in the next twelve months could result in future provisions for loan losses varying from the provision recognized in the first six months of 2008. At June 30, 2008, there were no potential problem loans, which are loans that are currently performing under present loan repayment terms but where known information about possible credit problems of borrowers causes management to have serious doubts as to the ability of the borrowers to continue to comply with the present repayment terms.

Deposits

A significant source of funds for the Company continues to be deposits, consisting of demand (noninterest-bearing), NOW, savings, money market and time deposits (principally certificates of deposit).

The following table provides certain information with respect to the Company's deposits:

	June 30,			
	2008		2007	
	($ in thousands)			
	Balances	% of Total	Balances	% of Total
Domestic				
Demand	$ 492,928	34.26%	$ 520,433	33.93%
NOW	254,418	17.69	231,391	15.09
Savings	18,364	1.28	19,679	1.28
Money market	213,734	14.86	225,809	14.72
Time deposits	458,462	31.87	535,941	34.94
Total domestic deposits	1,437,906	99.96	1,533,253	99.96
Foreign				
Time deposits	577	0.04	575	0.04
Total deposits	$ 1,438,483	100.00%	$ 1,533,828	100.00%

Fluctuations of balances in total or among categories at any date may occur based on the Company's mix of assets and liabilities as well as on customers' balance sheet strategies. Historically, however, average balances for deposits have been relatively stable. Information regarding these average balances is presented on pages 30 and 31.

CAPITAL

The Company and the bank are subject to risk-based capital regulations which quantitatively measure capital against risk-weighted assets, including certain off-balance sheet items. These regulations define the elements of the Tier 1 and Tier 2 components of Total Capital and establish minimum ratios of 4% for Tier 1 capital and 8% for Total Capital for capital adequacy purposes. Supplementing these regulations is a leverage requirement. This requirement establishes a minimum leverage ratio (at least 3% or 4%, depending upon an institution's regulatory status) which is calculated by dividing Tier 1 capital by adjusted quarterly average assets (after deducting goodwill). Information regarding the Company's and the bank's risk-based capital is presented on page 34. In addition, the bank is subject to the Federal Deposit Insurance Corporation Improvement Act of 1991 ("FDICIA") which imposes a number of mandatory supervisory measures. Among other matters, FDICIA established five capital categories, ranging from "well capitalized" to "critically under capitalized", which are used by regulatory agencies to determine a bank's deposit insurance premium, approval of applications authorizing institutions to increase their asset size or otherwise expand business activities or acquire other institutions. Under FDICIA, a "well capitalized" bank must maintain minimum leverage, Tier 1 and Total Capital ratios of 5%, 6% and 10%, respectively. The Federal Reserve Board applies comparable tests for holding companies such as the Company. At June 30, 2008, the Company and the bank exceeded the requirements for "well capitalized" institutions. For additional information, see page 34.

RECENTLY ISSUED ACCOUNTING PRONOUNCEMENT

For information regarding recently issued accounting pronouncement and its expected impact on the Company's consolidated financial statements, see Note 8 of the Company's unaudited consolidated financial statements in this quarterly report.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained or incorporated by reference in this quarterly report on Form 10-Q, including but not limited to, statements concerning future results of operations or financial position, borrowing capacity and future liquidity, future investment results, future credit exposure, future loan losses and plans and objectives for future operations, and other statements contained herein regarding matters that are not historical facts, are "forward-looking statements" as defined in the Securities Exchange Act of 1934. These statements are not historical facts but instead are subject to numerous assumptions, risks and uncertainties, and represent only our belief regarding future events, many of which, by their nature, are inherently uncertain and outside our control. Any forward-looking statements we may make speak only as of the date on which such statements are made. Our actual results and financial position may differ materially from the anticipated results and financial condition indicated in or implied by these forward-looking statements.

Factors that could cause our actual results to differ materially from those in the forward-looking statements include, but are not limited to, the following: inflation, interest rates, market and monetary fluctuations; geopolitical developments, including acts of war and terrorism and their impact on economic conditions; the effects of, and changes in, trade, monetary and fiscal policies and laws, including interest rate policies of the Federal Reserve Board; changes, particularly declines, in general economic conditions and in the local economies in which the Company operates; the financial condition of the Company's borrowers; competitive pressures on loan and deposit pricing and demand; changes in technology and their impact on the marketing of new products and services and the acceptance of these products and services by new and existing customers; the willingness of customers to substitute competitors' products and services for the Company's products and services; the impact of changes in financial services laws and regulations (including laws concerning taxes, banking, securities and insurance); changes in accounting principles, policies and guidelines; the risks and uncertainties described in "Risk Factors" in the Company's annual report on Form 10-K for the year ended December 31, 2007; other risks and uncertainties detailed from time to time in press releases and other public filings; and the Company's performance in managing the risks involved in any of the foregoing. The foregoing list of important factors is not exclusive, and we will not update any forward-looking statement, whether written or oral, that may be made from time to time.

STERLING BANCORP AND SUBSIDIARIES
Average Balance Sheets [1]
Three Months Ended June 30,
(Unaudited)

(dollars in thousands)

	2008			2007		
	Average Balance	Interest	Average Rate	Average Balance	Interest	Average Rate
ASSETS						
Interest-bearing deposits with other banks	$ 2,474	$ 7	1.14%	$ 2,881	$ 36	5.11%
Securities available for sale	417,409	5,462	5.23	127,616	1,510	4.73
Securities held to maturity	341,662	4,034	4.72	407,034	4,699	4.62
Securities tax-exempt [2]	22,178	340	6.13	19,993	314	6.30
Total investment securities	781,249	9,836	5.04	554,643	6,523	4.71
Federal funds sold	357	1	1.79	27,967	368	5.20
Loans, net of unearned discounts [3]	1,153,122	20,001	7.16	1,104,708	23,124	8.66
TOTAL INTEREST-EARNING ASSETS	1,937,202	29,845	6.26%	1,690,199	30,051	7.24%
Cash and due from banks	47,695			63,451		
Allowance for loan losses	(15,948)			(16,320)		
Goodwill	22,901			22,875		
Other assets	105,348			92,000		
Total assets-continuing operations	2,097,198			1,852,205		
Assets-discontinued operations	—			1,328		
TOTAL ASSETS	$ 2,097,198			$ 1,853,533		
LIABILITIES AND SHAREHOLDERS' EQUITY						
Interest-bearing deposits						
Domestic						
Savings	$ 19,735	17	0.36%	$ 21,149	27	0.51%
NOW	256,316	542	0.85	245,682	1,572	2.57
Money market	195,131	530	1.09	221,135	1,681	3.05
Time	507,839	4,032	3.19	561,843	6,579	4.70
Foreign						
Time	576	2	1.09	574	2	1.09
Total interest-bearing deposits	979,597	5,123	2.10	1,050,383	9,861	3.77

Borrowings						
Securities sold under agreements to repurchase - customers	**89,187**	**442**	**1.99**	**76,091**	**805**	**4.24**
Securities sold under agreements to repurchase - dealers	**66,527**	**416**	**2.52**	**—**	**—**	**—**
Federal funds purchased	**39,302**	**217**	**2.19**	**1,758**	**24**	**5.26**
Commercial paper	**19,547**	**117**	**2.42**	**27,906**	**355**	**5.11**
Short-term borrowings - FHLB	**53,758**	**311**	**2.32**	**—**	**—**	**—**
Short-term borrowings - other	**1,736**	**6**	**3.56**	**1,179**	**15**	**5.34**
Long-term borrowings - FHLB	**156,154**	**1,085**	**2.78**	**11,648**	**136**	**4.69**
Long-term borrowings - sub debt	**25,774**	**524**	**8.37**	**25,774**	**524**	**8.38**
Total borrowings	**451,985**	**3,118**	**2.77**	**144,356**	**1,859**	**5.19**
TOTAL INTEREST-BEARING LIABILITIES	**1,431,582**	**8,241**	**2.31%**	**1,194,739**	**11,720**	**3.94%**
Noninterest-bearing deposits	**444,744**			**444,369**		
Other liabilities	**100,128**			**86,095**		
Liabilities-discontinued operations	**—**			**180**		
Total liabilities	**1,976,454**			**1,725,383**		
Shareholders’ equity	**120,744**			**128,150**		
TOTAL LIABILITIES AND SHAREHOLDERS’ EQUITY	**$ 2,097,198**			**$ 1,853,533**		
Net interest income/spread		**21,604**	**3.95%**		**18,331**	**3.30%**
Net yield on interest-earning assets (margin)			**4.49%**			**4.35%**
Less: Tax equivalent adjustment		**132**			**123**	
Net interest income		**$ 21,472**			**$ 18,208**	

[1] The average balances of assets, liabilities and shareholders’ equity are computed on the basis of daily averages. Average rates are presented on a tax-equivalent basis. Certain reclassifications have been made to amounts for prior periods to conform to the current presentation.

[2] Interest on tax-exempt securities is presented on a tax-equivalent basis.

[3] Includes loans held for sale and loans held in portfolio; all loans are domestic. Nonaccrual loans are included in amounts outstanding and income has been included to the extent earned.

STERLING BANCORP AND SUBSIDIARIES
Average Balance Sheets [1]
Six Months Ended June 30,
(Unaudited)

(dollars in thousands)

	2008			2007		
	Average Balance	Interest	Average Rate	Average Balance	Interest	Average Rate
ASSETS						
Interest-bearing deposits with other banks	$ 2,968	$ 19	1.26%	$ 2,856	$ 67	4.76%
Securities available for sale	381,222	9,996	5.24	131,105	3,149	4.80
Securities held to maturity	348,991	8,259	4.73	415,032	9,568	4.61
Securities tax-exempt [2]	20,655	633	6.13	20,669	653	6.37
Total investment securities	750,868	18,888	5.03	566,806	13,370	4.72
Federal funds sold	179	1	1.78	37,790	1,003	5.28
Loans, net of unearned discounts [3]	1,128,797	40,821	7.55	1,079,149	44,851	8.74
TOTAL INTEREST-EARNING ASSETS	1,882,812	59,729	6.50%	1,686,601	59,291	7.24%
Cash and due from banks	57,594			65,493		
Allowance for loan losses	(15,759)			(16,596)		
Goodwill	22,901			22,868		
Other assets	104,070			89,551		
Total assets-continuing operations	2,051,618			1,847,917		
Assets-discontinued operations	—			1,215		
TOTAL ASSETS	$ 2,051,618			$ 1,849,132		
LIABILITIES AND SHAREHOLDERS' EQUITY						
Interest-bearing deposits						
Domestic						
Savings	$ 19,192	33	0.35%	$ 21,026	52	0.50%
NOW	246,514	1,368	1.12	233,916	2,970	2.56
Money market	202,321	1,298	1.29	214,138	3,117	2.94
Time	529,327	9,369	3.56	563,998	13,126	4.69
Foreign						
Time	576	3	1.09	574	3	1.09
Total interest-bearing deposits	997,930	12,071	2.43	1,033,652	19,268	3.76

Borrowings						
Securities sold under agreements to repurchase - customers	**85,824**	**1,088**	**2.55**	**85,517**	**1,880**	**4.43**
Securities sold under agreements to repurchase - dealers	**51,277**	**733**	**2.88**	**—**	**—**	**—**
Federal funds purchased	**44,129**	**579**	**2.60**	**1,354**	**36**	**5.25**
Commercial paper	**20,349**	**312**	**3.09**	**27,904**	**705**	**5.10**
Short-term borrowings - FHLB	**39,813**	**526**	**2.65**	**—**	**—**	**—**
Short-term borrowings - other	**1,787**	**20**	**4.56**	**1,040**	**27**	**5.34**
Long-term borrowings - FHLB	**122,308**	**1,799**	**2.94**	**15,801**	**361**	**4.57**
Long-term borrowings - sub debt	**25,774**	**1,047**	**8.38**	**25,774**	**1,047**	**8.38**
Total borrowings	**391,261**	**6,104**	**3.13**	**157,390**	**4,056**	**5.21**
TOTAL INTEREST-BEARING LIABILITIES	**1,389,191**	**18,175**	**2.63%**	**1,191,042**	**23,324**	**3.95%**

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