STERLING BANCSHARES INC
Form 425
February 07, 2011

Filed by Comerica Incorporated

Pursuant to Rule 425 under the Securities Act of 1933

and deemed filed pursuant to Rule 14a-12

of the Securities Exchange Act of 1934

Subject Company: Sterling Bancshares, Inc.

(Commission File No. 1-34768)

The following document is filed herewith pursuant to Rule 425 under the Securities Act of 1933:

An investor presentation that has been made available on Comerica Incorporated s website.

Any statements in this filing that are not historical facts are forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. Words such as anticipates, believes, feels, expects, estimates, seeks, strives, plans, intends, outlook, forecast, mission, assume, achievable, potential, strategy, goal, aspiration, outcome, continue, remain, maintain, trend, objectiv words and similar expressions, or future or conditional verbs such as will, would, should, could, might, can, may or similar expression relate to Comerica, Sterling, the proposed transaction or the combined company following the transaction often identify forward-looking statements. These forward-looking statements are predicated on the beliefs and assumptions of management based on information known to management as of the date of this filing and do not purport to speak as of any other date. Forward-looking statements may include descriptions of the expected benefits and costs of the transaction; forecasts of revenue, earnings or other measures of economic performance, including statements of profitability, business segments and subsidiaries; management plans relating to the transaction; the expected timing of the completion of the transaction; the ability to complete the transaction; the ability to obtain any required regulatory, shareholder or other approvals; any statements of the plans and objectives of management for future or past operations, products or services, including the execution of integration plans; any statements of expectation or belief; and any statements of assumptions underlying any of the foregoing. Such statements reflect the view of management as of this date with respect to future events and are subject to risks and uncertainties. Should one or more of these risks materialize or should underlying beliefs or assumptions prove incorrect, actual results could differ materially from those anticipated by the forward-looking statements or historical results. Factors that could cause or contribute to such differences include, but are not limited to, the possibility that expected benefits may not materialize in the timeframe expected or at all, or may be more costly to achieve; that the transaction may not be timely completed, if at all; that prior to the completion of the transaction or thereafter, Comerica s and Sterling s respective businesses may not perform as expected due to transaction-related uncertainty or other factors; that the parties are unable to successfully implement integration strategies; that required regulatory, shareholder or other approvals are not obtained or other closing conditions are not satisfied in a timely manner or at all; reputational risks and the reaction of the companies customers to the transaction; diversion of management time on merger-related issues; and those factors referenced in Comerica s and Sterling s filings with the Securities and Exchange Commission (the SEC). Forward-looking statements speak only as of the date they are made. Comerica and Sterling do not undertake to update forward-looking statements to reflect facts, circumstances, assumptions or events that occur after the date the forward-looking statements are made. For any forward-looking statements made in this filing or in any documents, Comerica and Sterling claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

In connection with the proposed merger transaction, Comerica will file with the SEC a Registration Statement on Form S-4 that will include a Proxy Statement of Sterling, and a Prospectus of Comerica, as well as other relevant documents concerning the proposed transaction. SHAREHOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT AND THE PROXY STATEMENT/PROSPECTUS REGARDING THE MERGER WHEN IT BECOMES AVAILABLE AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.

A free copy of the Proxy Statement/Prospectus, as well as other filings containing information about Comerica and Sterling, may be obtained at the SEC s Internet site (http://www.sec.gov). You will also be able to obtain these documents, free of charge, from Comerica at www.comerica.com under the tab Investor Relations and then under the heading SEC Filings or from Sterling by accessing Sterling s website at www.banksterling.com under the tab Investor Relations and then under the heading SEC Filings.

Comerica and Sterling and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the shareholders of Sterling in connection with the proposed merger. Information about the directors and executive officers of Comerica is set forth in the proxy statement for Comerica s 2010 annual meeting of shareholders, as filed with the SEC on a Schedule 14A on March 19, 2010 and on a Form 8-K filed with the SEC on January 27, 2011. Information about the directors and executive officers of Sterling is set forth in the proxy statement for Sterling s 2010 annual meeting of shareholders, as filed with the SEC on a Schedule 14A on March 5, 2010 and on Forms 8-K filed with the SEC on June 25, 2010 and July 12, 2010. Additional information regarding the interests of those participants and other persons who may be deemed participants in the transaction may be obtained by reading the Proxy Statement/Prospectus regarding the proposed merger when it becomes available. Free copies of this document may be obtained as described in the preceding paragraph.

Investor Presentation
February 2011
Comerica Incorporated

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Safe Harbor Statement; Disclaimer

Any statements in this presentation that are not historical facts are forward-looking statements as defined in the Private Securit
Litigation Reform Act of 1995. Words such as "anticipates," "believes," "feels," "expects," "estimates," "seeks," "strives," "pla
"intends," "outlook," "forecast," "position," "target," "mission," "assume," "achievable," "potential," "strategy," "goal," "aspira
"outcome," "continue," "remain," "maintain," "trend," "objective" and variations of such words and similar expressions, or futu
conditional verbs such as "will," "would," "should," "could," "might," "can," "may" or similar expressions, as they relate to Co

Sterling, the proposed transaction or the combined company following the transaction often identify forward-looking statemen
These forward-looking statements are predicated on the beliefs and assumptions
of management based on information known to
management as of the date of this presentation and do not purport to speak as of any other date. Forward-looking statements m
include descriptions of the expected benefits and costs of the transaction; forecasts of revenue, earnings or other measures of
economic performance, including statements of profitability, business segments and subsidiaries; management plans relating to
transaction; the expected timing of the completion of the transaction; the ability to complete the transaction; the ability to obtai
required regulatory, shareholder or other approvals; any statements of the plans and objectives of management for future or pas
operations, products or services, including the execution of integration plans; any statements of expectation or belief; and any
statements of assumptions underlying any of the foregoing. Such statements reflect the view of management as of this date wit
respect to future events and are subject to risks and uncertainties. Should one or more of these risks materialize or should
underlying beliefs or assumptions prove incorrect, actual results could differ materially from those anticipated by the forward-l
statements or historical results. Factors that could cause or contribute to such differences include, but are not limited to, the
possibility that expected benefits may not materialize in the timeframe expected or at all, or may be more costly to achieve; tha
transaction may not be timely completed, if at all; that prior to the completion of the transaction or thereafter, Comerica s and
Sterling s respective businesses may not perform as expected due to transaction-related uncertainty or other factors; that the pa
are unable to successfully implement integration strategies; that required regulatory, shareholder or other approvals are not obt
or other closing conditions are not satisfied in a timely manner or at all; reputational risks and the reaction of the companies
customers to the transaction; diversion of management time on merger-related issues; and those factors referenced in Comerica
and Sterling s filings with the Securities and Exchange Commission. Forward-looking statements speak only as of the date the
made. Comerica and Sterling do not undertake to update forward-looking statements to reflect facts, circumstances, assumption
events that occur after the date the forward-looking statements are made. For any forward-looking statements made in this
presentation or in any documents, Comerica and Sterling claim the protection of the safe harbor for forward-looking statement
contained in the Private Securities Litigation Reform Act of 1995.

Annualized, pro forma, projected and estimated numbers are used for illustrative purposes only, are not forecasts and may not
actual results.

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Comerica: A Brief Overview

Among the top 25 U.S. bank holding companies

Largest U.S. bank with corporate headquarters in Texas

$54 billion in assets

Founded over 160 years ago

Major lines of business include:

Major markets include:
Continued investments in growth markets
Strong capital position
At December 31, 2010

Business Bank

Wealth and Institutional Management

Retail Bank

Texas

Florida

California

Arizona

Michigan

4

Comerica Key Differentiators

Focused on growing and maintaining long-term relationships

Relationship Managers known for ingenuity, flexibility & responsiveness

Emphasis on having a clear understanding of our customers & their banking needs

Wide array of products and services

Community bank feel

Weathered credit cycle well relative to peers
Consistent credit standards
Granular portfolio
Main Street Bank
Well Positioned for Growth
Relationships are Priority One
Superior Credit Management
Size
Solid Capital Position
Regulatory Reform
Impact expected to be less than other
major banks
Quality of capital is strong

5
Consistent strategy

Based on relationship banking model

Core businesses and geographies unchanged

Recession-tested business model
Expense management
Solid capital position
Investing to accelerate growth and balance

Banking center expansion in high growth markets

New and enhanced products and services

Expansion in Texas with pending Sterling Bancshares acquisition
Poised for the Future
Main Street Bank
Well Positioned for Growth

6
Financial Highlights
$ in millions
1
Estimated
2
See Supplemental Financial Data slides for reconciliation of non-GAAP financial measures

Credit Quality Improvement Continued
$259
$116
$54
Provision for Credit Losses
224
132
113
Net Loan Charge-offs
7,730
6,171
5,542
Watch List
$36,742
$38,786
$39,896
Average Core Deposits
14,430
14,920
15,607
Average Noninterest-bearing deposits
21,690
21,432
22,145
Period-end Commercial Loans
$42,753
$40,102
$39,999
Average Total Loans
21,971
20,967
21,464
Average Commercial Loans
Solid Capital
Deposit Levels Strong
12.46%
9.96%
10.08%
Tier 1 Capital Ratio
7.99%
10.39%
10.54%
Tangible common equity ratio
4Q09
3Q10
4Q10
Pace of Loan Decline Slowed
2
1

7
WIM
$410MM 15%
Retail Bank
$705MM 25%
Business
Bank

$1,673MM
60%
Our Core Businesses
2010 Full Year Revenue
By
Business
Segment
1
As of December 31, 2010: YTD revenues of $2.4 billion from continuing operations (FTE) including Finance & Other Busines
Business Bank
Wide spectrum of credit and non-
credit financial products, cash
management and international
trade services
Retail Bank
Personalized financial products &
services to consumers and small
businesses
Wealth & Institutional
Management (WIM)
Serves the needs of affluent
clients, foundations,
organizations and corporations
1

8
Florida
$57MM 2%
Int'l
$108MM 4%
Other Markets
$227MM 8%

Texas
$409MM 15%
Western
$774MM 28%
Midwest
$1,213MM
43%
Where We Operate
1
Source: The 2009 U.S. Census Bureau
2
As of December 31, 2010: YTD revenues of $2.4 billion from continuing operations (FTE) including Finance & Other Busines
based on office of origination; Midwest includes: MI, OH, IL; Western includes: CA, AZ, NV, CO, WA; Other Markets inclu
separately identified above in addition to businesses with a national perspective
Exporting our 162 year
relationship banking expertise
to high growth markets
Operate in seven of the eleven
largest U.S. cities
California, Arizona, Texas and
Florida expected to account for
over one-half of U.S.
population growth between
2000 and 2030
Geographic footprint diversifies
earnings mix
2010 Full Year Revenue
By Market Segment
1
1
2

9
MI 218
TX 95
CA 103
FL 11
AZ 17
AZ 1

FL 6
CA 42
TX 50
MI 261
December 2003
360 Banking Centers
December 31, 2010
444 Banking Centers
Banking Center Network

10
Established: 1988
Largest U.S. bank with corporate
headquarters in TX
Average deposits
5
up 45% from FY05

National Specialty groups include:

Heavy Equipment

Energy
Acquisition of Sterling Bank
announced January 18, 2011
Diverse economy
Ranked #2 in the US by State GDP
Job growth rate for 2010 is 2.3%,
exceeding the national average of 0.9%
Home prices relatively stable
Comerica Texas Economic Activity
Index
4
is 8% above the cycle low
1
Source: 2010 Bureau of Economic Analysis
2
Source: Bureau of Labor Statistics as of 12/31/10
3
FHFA Purchase Only Home Price Index
4
As of October 2010
5
Full-Year 2010 YTD average
Texas Market:
Prepared for Growth
TX Banking Centers and Period Avg Deposits ($Bn)
61
68
95
79
87
90
20
30
40
50
60
70
80
90
2005
2006
2007
2008
2009
2010
$2

$3
$4
$5
$6
TX Banking Centers
Deposits
1
2
3

11

California ranked #1 in the US by State GDP

Seeing signs of stability in home prices

Comerica California Economic Activity Index

up 12% from cycle low
Established: 1991
31% of Comerica s loans
30% of Comerica s deposits
Average Deposits
4
up 24% since FY05
National Specialty groups include:

Technology and Life Sciences

Entertainment

Financial Services Division (FSD)
Western Banking Centers and Period Avg Deposits
excl. FSD ($Bn)
61
75
91
108
119
114
0
20
40
60
80
100
120
2005
2006
2007
2008
2009
2010
$6
$7
$8
$9
$10
$11
$12
Western Banking Centers
Deposits
1
Source: 2010 Bureau of Economic Analysis
2
As of November 2010
3
2010 Full-Year average

4
December 2010 YTD average excluding FSD
Western Market:
Positioned for Sustained Recovery
1
2
3
3

12
Established: 1849
#1 in deposit market share in
southeast Michigan
36% of Comerica s loans
Net charge-offs to average loans of
1.45% FY10, down from 2.07%

FY09
despite economic backdrop
National Specialty groups include:

National Dealer Services

Health Care

Waste Management
Unemployment
4
, while still elevated,
has fallen 2.8 percentage points
4
from the peak in 12/09
Automotive sector improving
Comerica Michigan Economic Activity
Index
up 23% from cycle low
1
Source: FDIC 2010
2
Average Full-Year 2010
3
Source: CMA Economics as of November 2010
4
Source: Bureau of Labor Statistics as of December 2010
Michigan Market:
Performance through Economic Headwinds
Midwest Period Avg Deposits ($Bn)
16.0
15.8
17.7
17.1
16.0
$10
$12
$14
$16
$18
2006
2007
2008
2009
2010
1
2
3

13
Sterling Bank Acquisition
A Unique Opportunity
Accelerates Comerica s growth strategy in Texas
Significantly boosts Texas presence with solid deposit base and well located branch network

Houston deposit market share triples

Entry into San Antonio market

Complements Dallas-Fort Worth locations
Enhances growth opportunities with focus on Middle Market and Small Business
Leverages additional marketing capacity to offer a wide array of products and services through a larger distribution channel
Timely: economic, regulatory and market environment
Maintains strong pro forma capital position
Expect seamless integration: Manageable size within footprint

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Sterling Bank Acquisition
Transaction Summary
Purchase Price and Structure
$10.00 per Sterling Bancshares (SBIB   ) share
100%
common

stock
at
fixed
0.2365
exchange
ratio
Transaction value
$1,027 million
Estimated Deal Economics
Break even in first full fiscal year
and increasingly
accretive thereafter; Attractive valuation multiples
Estimated Synergies
$56 million or 35% of SBIB
expenses (run rate
realized by year-end 2012)
No revenue synergies assumed
Estimated merger-related charges
$80 million after-tax (~75% to be incurred in 2011)
Deal protection
~$40
million
termination
fee,
in
certain
circumstances
Approval requirements
SBIB shareholders
Customary regulatory approvals
Expected completion
By mid-year 2011
Pro forma ownership
Current CMA shareholders ~90%;
SBIB shareholders ~10%
1
Price and exchange ratio based on the 15-day average share price through January 11, 2011 of Comerica common stock on the NYSE of $42.28
2
First full-year assumed to be fiscal year 2012; Break even analysis excludes merger and integration costs.
Additional detail can be found in the appendix of this presentation.
2
1

15
Founded: 1974 in Houston, TX
Operating in key Texas metropolitan markets

Houston, Dallas-Fort Worth and San Antonio
Total Assets: $5.2 billion

Loans: $2.8 billion
Total Deposits: $4.3 billion

Noninterest bearing: $1.3 billion
Employees: 946
Branches: 57
Sterling Bank Highlights
At December 31, 2010
Source: Company Reports and SNL Financial
1
Based on Deposits at 6/30/10
6th largest U.S. bank with headquarters in Texas
1

16
C&D $2.3B
6%
Residential
Mortgage &
Consumer
$3.9B 10%

C&I $24.3B
60%
CRE-Owner
Occupied
$7.8B 19%
CRE $1.9B
5%
Sterling Bank Acquisition
Opportunity to Leverage C&I Expertise
As of December 31, 2010; $Billions
CRE: Non-owner occupied Commercial Real Estate; C&I: Commercial and Industrial includes Lease Financing and International Loans; C&D: Construction and Development
Residential
Mortgage &
Consumer
$0.4B 15%
C&I $0.6B
23%
C&D $0.2B 8%
CRE- Owner
Occupied
$0.6B 22%
CRE $1.0B
32%
Sterling Bank
$2.8B Loans
Comerica Bank
$40.2B Loans
Comerica Bank
Texas Market
$6.8B Loans
C&D $1.0B
14%
Residential
Mortgage &
Consumer
$0.4B 7%
C&I $4.3B
63%
CRE-Owner
Occupied
$0.8B 12%
CRE $0.3B 4%

17
Sterling Bank Acquisition
Attractive Deposit Mix
Time
$0.7B 17%
Non-
interest

bearing
$1.3B 31%
Money
Market,
NOW &
Savings
$2.2B 50%
Brokered
CD
$0.1B 2%
Sterling Bank
$4.3B Deposits
As of 12/31/2010; $Billions
Money
Market,
NOW &
Savings
$2.3B 40%
Time $1.2B
22%
Non-
interest
bearing
$2.2B 38%
Money
Market,
NOW
&Savings
$19.0B 47%
Time $5.9B
15%
Non-interest
bearing
$15.6B 38%
Comerica Bank
$40.5B Deposits
Comerica Bank
Texas Market
$5.7B Deposits
4Q10 Interest-bearing deposit costs:
40 basis points
54 basis points
76 basis points

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Sterling Bank Acquisition
Expanding in Attractive Markets
Houston
San Antonio
Austin
Fort Worth

Dallas
Sterling Bank Branch
Comerica Banking Center
Source: SNL Financial as of 06/30/2010
Rank and share % data not provided for San Antonio Market as it includes branches in Kerrville. San Antonio and Kerrville are not listed in SNL Financial as a combined MSA
2
Deposits
Branches
$mm
Rank
Share %
Texas Market
CMA
94
5,230
10
1.18
SBIB
60
4,142
13
0.94
Pro forma
154
9,372
6
2.12
Houston MSA
CMA
34
1,389
12
1.15
SBIB
33
3,269
6
2.70
Pro forma
67
4,658
6
3.85
Dallas -
Fort Worth MSA
CMA
49
3,460
5

2.31
SBIB
13
266
45
0.18
Pro forma
62
3,726
5
2.49
Entry into San Antonio Market
CMA
0
0
SBIB
14
607
Pro forma
14
607
Austin MSA
CMA
11
381
11
1.66

19
Source: Company reports
1
As of December 31, 2010: CMA YTD revenues (FTE) of the major geographic markets of $2.8 billion ($2.4B including Finar
Businesses);
Geography
based

on
office
of
origination;
Midwest
includes:
MI,
OH,
IL;
Western
includes:
CA,
AZ,
NV,
CO,
WA;
Other
Markets
include markets not separately identified above in addition to businesses with a national perspective
Sterling Bank Acquisition
Accelerating Geographic Balance
As of December 31, 2010
Pro forma
Combined
CMA
SBIB
Assets
$53.7B
$5.2B
$58.9B
Loans
40.2
2.8
43.0
Deposits
40.5
4.3
44.8
Revenue (4Q10)
$620M
$48M
$668M
Branches
444
57
501
Texas Branches
95
57
152

Employees
9,001
946
9,947
Florida
$57M
2%
Int'l
$108M
4%
Other Markets
$227M
8%
Texas
$611M
20%
Western
$774M
26%
Midwest
$1,213M
40%
2010 Year-to-Date
Pro Forma Revenue
By Market Segment
1

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Sterling Bank Acquisition
Thorough Due Diligence
Conservative Gross
1
Loan Marks
$ in Millions; CRE Wholesale includes CRE mortgages referred by other financial institutions; CRE Other includes office, reta

hospitality, multifamily, warehouse, 1-4 family.
1
Excludes $77 million allowance for loan losses;
2
Estimated losses and portfolio breakdown is based on Comerica credit due
diligence and may not reconcile to the 4Q10 data on slide 16
3
SBIB cumulative losses based on total net charge-offs as a % of average loans 1/1/08 through 12/31/10 of $3,267 million
Assisted by local market insight
into customers and competitors
Loan Review

25 person CMA evaluation team

Reviewed 96%
of nonperforming
loan outstandings; 92%
of special
mention and substandard; and 43%
of pass credits

CMA has extensive credit quality
review experience
In-depth review of:

Investment portfolio

Deposit composition

Branch locations
Extensive Review Process
120
Cumulative credit losses taken
1/1/08 through 12/31/10 3.7%
$330
12.0%
$2,752
Total
$450
Total estimated credit losses 15.7%
through the cycle
As of 12/31/10
SBIB
Est.
Loss %
Est.
Loss $
C&I
$623
4.0%

$24
CRE Owner occupied
335
7.6
26
CRE Wholesale
366
16.3
60
CRE Construction (C&D)
220
28.4
63
CRE Other
811
13.7
111
Consumer/Resi
Mortgage
397
11.6
46
2
3

21
Sterling Bank Acquisition
Continued Capital Strength
Tier I Common Capital Ratio at
December 31, 2010
1
On a pro forma basis:

Remain among the best
capitalized in peer group
Quality of capital is solid
with Tier 1 consisting of
99% common equity
Strong capital supports
future growth
Pro forma 12/31/10 Tier 1
Capital Ratio 10.0%
Source:
SNL
Financial
(excludes
MI
and
MTB
as
their
numbers
were
not
reported)
1
See Supplemental Financial Data slide for reconcilements of non-GAAP financial measures; 4Q10 estimated
6%
7%
8%
9%
10%
FITB
USB
RF
STI
ZION
BBT
HBAN
KEY
PNC
CMA
Peer Median = 9.08%

22
Sterling Acquisition
Transaction Economics
2.3x
Price/Tangible Book Value
$276
Adjusted Tangible Book Value

3.7x
Price/Adjusted Tangible Book Value
(89)
Tax Impact @ 35%
(77)
Sterling
Allowance
for
Loan
Losses
1
164
Net Loan Mark Adjustment
$440
Sterling Tangible Book Value
$330
Estimated
Future
Loan
Losses
2
(182)
Less:
Goodwill
&
Intangibles
1
$622
Sterling
Total
Shareholder
Equity
1
$1,027
Purchase Price
Purchase price reflects:

Scarcity value
only two unassisted
acquisitions of banks with >$5 billion
assets in Texas in the past 7 years
and only 4 other public Texas
headquartered U.S. banks with assets
>$5 billion remaining

Texas economy
one of the strongest
and largest economies in the U.S.
Price to adjusted tangible book
multiple reflects low book value

resulting from the conservative credit
marks
Estimated goodwill of $745MM
reflects purchase price less tangible
book value at close, as well as
additional accounting adjustments to
fair value all assets and liabilities
$ in Millions (MM); This analysis is based on estimates at the time of transaction announcement (January 18, 2011).
1
At December 31, 2010
2
Estimated losses based on Comerica credit due diligence

23

Sterling Acquisition

Fits Comerica s Main Street Bank Strategy

Accelerates growth in Texas urban markets

Nearly doubles branch presence in Houston

Entry into San Antonio market

#6 largest deposit market share in state
Financially attractive

Expect to be break even in first full year
1
and increasingly accretive
thereafter

Conservative assumptions (synergies and credit marks)

Price/Tangible Book Value of about 2.3x and deposit premium of about
17% --
fair value consistent with recent Texas healthy bank transactions
Expect seamless integration

Size: Manageable

Location: Within footprint

Culture: Business banking
Maintains strong capital position

Pro forma 12/31/10 Tier 1 Capital Ratio
10.0%
1
First full-year assumed to be fiscal year 2012; Break even analysis excludes merger and integration costs

24
Other
Markets
$3.7B 9%
Int'l
$1.5B 4%
Florida

$1.6B 4%
Midwest
$14.3B 36%
Western
$12.5B 31%
Texas
$6.4B 16%
Diverse Loan Portfolio
1
Specialty Businesses includes: Financial Services Division, Entertainment, Energy, Leasing, Mortgage Banker Finance and Technology and Life Sciences (TLS)
Geography based on office of origination; Midwest: MI, OH, IL; Western: CA, AZ, NV, CO, WA;
Other
Markets
include
markets
not
separately
identified
above
in
addition
to
businesses
with
a
national
perspective
Average 4Q10: $40.0 billion
By Geographic Market
By Line of Business
Global Corp
Banking
$4.3B 11%
Commercial
Real Estate
$4.7B 12%
Middle
Market
$11.9B 30%
Nat'l Dealer
Services
$3.8B 9%
Specialty
Businesses
1
$5.3B 13%
Personal
Banking
$1.8B 4%

Small
Business
Banking
$3.4B 9%
Private
Banking
$4.8B 12%

25
Commercial Loan Growth
Increases in:

National Dealer Services $276MM

Mortgage Banker Finance $158MM

Energy $73MM
Average balances in $ millions
1
CRE: Owner-occupied and Commercial Real Estate line of business construction and mortgage loans
2
4Q10 compared to 3Q10
Decreases in:

Commercial Real Estate line of
business ($332MM)

Middle Market ($178MM)

Small Business Banking ($72MM)
3Q09
4Q09
1Q10
2Q10
3Q10
4Q10
Total Loans
44,782
42,753
41,313
40,672
40,102
39,999
Q-Q Change
(2,029)
(1,440)
(641)
(570)
(103)
Commerical
23,401
21,971
21,015
20,910
20,967
21,464
Q-Q Change
(1,430)
(956)
(105)
57
497
CRE
14,392
14,096

13,773
13,359
12,882
12,336
Q-Q Change
(296)
(323)
(414)
(477)
(546)
Average loan outstandings included
:
Balance Sheet
Lines of Business
1
2

26
Source: Federal Reserve H.8 as of 1/26/2011
Loan Growth Post-Recession
C&I Loans
-25%
-20%
-15%

-10%
-5%
0%
5%
10%
15%
20%
25%
Comerica
All Banks
Large Banks

27
Investment Securities Portfolio
Consists primarily of AAA mortgage-backed Freddie Mac and Fannie Mae government agency securities

Net unrealized pre-tax gain
$55MM as of 12/31/10

Average life of 3.4 years as
of 12/31/10
Repurchased customers
Auction-Rate Securities in
4Q08

Cumulative redemptions and
sales of $668MM
(4Q10 $12MM)

Cumulative gains on
redemptions and sales of
$27MM (4Q10 $1MM)
$ in millions (MM)
$3,500
$4,500
$5,500
$6,500
$7,500
$8,500
$9,500
$10,500
1Q09
2Q09
3Q09
4Q09
1Q10
2Q10
3Q10
4Q10
Average Auction-Rate Securities
Average Investment Securities Available-for-Sale
Target:
Mortgage-backed
Securities
$6.5B

28
$0
$10
$20
$30
$40
4Q08

1Q09
2Q09
3Q09
4Q09
1Q10
2Q10
3Q10
4Q10
Core Deposits Increased
Average Core Deposits
$ in billions; 4Q10 vs 3Q10
1
Core
deposits
exclude
Institutional
CDs,
Retail
Brokered
CDs
and
foreign
office
time
deposits
Total
average
core
deposits
of
$39.9B, a $1.1B increase primarily
due to:
Noninterest-bearing deposits increased
$687MM
Money market and NOW deposits
increased $621MM
Customer CDs decreased $206MM
Total avg. core deposits:
Increased in:

Middle Market $442MM

Small Business $296MM

Technology & Life Sciences $152MM

Wealth Management $124MM

Financial Services Division $56MM
Decreased in:

Commercial Real Estate ($47MM)
Noninterest-bearing
Interest-bearing
1

29
3.29%
3.23%
3.28%
3.18%
2.94%
2.68%

2.25%
2.50%
2.75%
3.00%
3.25%
3Q09
4Q09
1Q10
2Q10
3Q10
4Q10
Net Interest Margin Improves
Excess
liquidity
position
2
:
4Q10
average $1.8B, down from
$3.0B in 3Q10
12/31/10 period end $1.3B
Negative impact on 4Q10 margin was
approximately 12 basis points
1
4Q10 vs. 3Q10
2
Excess liquidity represented by average deposits held at the Federal Reserve Bank. See Supplemental Financial Data slide for reconciliation of non-GAAP financial measures.
Net interest margin increased six
basis points to 3.29% reflecting
1
:
+
Decline
in
excess
liquidity
+
Redemption
of
higher-cost
Trust
Preferred securities (TruPS)
-
Decrease in yields on mortgage-
backed securities

30
A Leaner, More Efficient Company
6,000
8,000
10,000
12,000
2001

2002
2003
2004
2005
2006
2007
2008
2009
2010
Workforce Reductions
1
4Q10 vs. 3Q10
2
Offset by increase in deferred compensation asset returns in noninterest income
Noninterest
expenses
[1]
:
Salaries expense increased:

$10MM increase in incentives
as a result of improved financial
performance and rankings
relative to peers

$6MM increase in Deferred
Compensation[2]

$3MM increase in Severance
Trust preferred securities
redemption charge of $5MM
The number of full-time
equivalent employees has
declined 17% since
December 31, 2007

31
Key Credit Differentiators
Did not loosen credit standards
at peak of cycle
Conservative exposure
thresholds
Long tenured relationships

88% of portfolio is secured
Personal guarantees are customary for bulk of portfolio
Proactive problem resolution and restructuring
Portfolio migration closely monitored
Tightened lending standards:

Energy

Technology and Life Sciences

Home equity
Curtailed exposure to certain segments:

Automotive supplier

Commercial and Residential Construction

SBA Franchise lending

Specialty group with higher leveraged transactions
Comerica followed its credit policies
making enhancements to adapt to the changing economy
1
At December 31, 2010
1

32
Credit College
-
training and
development of future relationship
managers
Credit Administration

-
multiple
years of experience in lending and
credit
Teamwork and customer focus
credit and business lines collaborate
on loan structure to win deals
Relationship managers

fully
engaged in recognition and
resolution of credit issues
Comerica Credit Culture
People
Policies
Portfolio Analytics
-
monitoring of
portfolio migration assists in early
recognition of issues
Special Asset Group
-
maintain
core group of experienced workout
professionals
Quarterly Credit Quality Review
-
proactive review of problem credits
to assess strategy and reserve
Policies

longstanding and proven,
yet continuously refined
Results:
superior
credit
performance
throughout
the
economic
cycle
Processes
1
Based on peer average from 3Q07 through 4Q10
1

33
$ in millions
Credit Quality Positive Trends Continued
$1,292
3.06%
$1,251
3.06%

$1,214
2.98%
$1,311
3.24%
$1,235
3.06%
Nonperforming assets
to total loans & foreclosed property
$266
$245
$199
$294
$180
Nonperforming assets inflow
$111
$89
$93
$120
$112
Foreclosed property
$101
$83
$115
$104
$62
Loans past due 90 days or more
and still accruing
$7,730
$7,502
$6,651
$6,171
$5,542
Total Watch list loans
$57
$113
1.13%
4Q10
$122
$132
1.32%
3Q10
$126
$146
1.44%
2Q10
$256
$175
Provision for Loan Losses
$173
1.68%

1Q10
$225
2.10%
4Q09
Net credit-related charge-offs
to average total loans
We believe we will continue to see improving credit quality reflecting
positive migration trends with some variability quarter to quarter

34
108
91
62
86
36
60

40
140
148
162
87
110
73
72
$0
$100
$200
$300
2Q09
3Q09
4Q09
1Q10
2Q10
3Q10
4Q10
Positive trends in credit quality
resulted in significant decline in
the provision for loan losses
Allowance for credit losses of
$936MM

Decreased $59MM, reflecting
the positive trend in all credit
metrics, particularly the watch list

Allowance for loan losses to total
loans 2.24%

Allowance for loan losses to
nonperforming loans of 80%
Recoveries of $27MM, an
increase of $14MM
Loan Sales of $70MM, an
increase of $51MM
Provision for Loan Losses
Provision and Net Charge-offs
$ in millions; 4Q10 vs 3Q10
Credit Quality Positive Trends Continued
CRE Net Charge-Offs
Non CRE Net Charge-Offs
312
311
256
175
126
122

57

35
By Geographic Market
Texas
$9MM 8%
Western
$42MM 37%
Midwest

$52MM 46%
Florida
$8MM 7%
Other Markets
$2MM 2%
Specialty
Businesses
$4MM 4%
Middle Market
$23MM 20%
Private Banking
$18MM 16%
Small Business
Banking $17MM
14%
Personal
Banking $5MM
5%
Global
Corporate
Banking $6MM
5%
Commercial
Real Estate
$40MM 36%
4Q10: $113 Million
Net Loan Charge-offs
By Line of Business
$ in
millions;
Geography
based
on
office
of
origination;
Midwest:
MI,
OH,
IL;
Western:
CA,
AZ,
NV,
CO,
WA
Other
Markets
include
markets

not
separately
identified
above
in
addition
to
businesses
with
a
national
perspective
Specialty Businesses includes: Financial Services Division, Entertainment, Energy, Leasing, Mortgage Banker Finance, TLS a
National Dealer Services

36
Credit Quality Ratios vs. Peers
0
2
4
6
8

2Q08
3Q08
4Q08
1Q09
2Q09
3Q09
4Q09
1Q10
2Q10
3Q10
4Q10
Peer Range
Peer Average
CMA
Peer Source: SNL; All
nonperforming
asset
ratios
exclude
HBAN
as
their
figures
were
not
reported
NCO ratio defined as annualized loans and leases charged off, net of recoveries, as a % of average loans and leases
NPA ratio defined as nonperforming assets / (Gross loans +foreclosed assets)
0
2
4
6
8
2Q08
3Q08
4Q08
1Q09
2Q09
3Q09
4Q09
1Q10
2Q10
3Q10
Peer Range
Peer Average
CMA
Net Charge-off Ratio vs. Peers
Nonperforming Asset Ratio vs. Peers
Credit
metrics

amongst
the
best
in
our
peer
group
Peer Group: BBT, FITB, HBAN, KEY, MI, MTB, PNC, RF, STI, USB, ZION

37
Specialty
Businesses
$73MM
Small Business
$111MM
Other

$132MM
Middle
Market
$287MM
Commercial
Real Estate
$449MM
Global Corp
Banking
$28MM
$ in millions (MM); 4Q10 vs. 3Q10
Nonperforming Assets Declined
Nonperforming Assets of $1,235MM
included:
Nonaccrual loans decreased $83MM

Commercial Real Estate decreased
$80MM

Specialty Businesses decreased $14MM
$43MM Troubled Debt Restructurings
Foreclosed Property decreased $8MM
to $112MM
Average carrying value of nonaccrual
loans 54% (46% write-down)
Accruing Troubled Debt
Restructurings total $44MM
No nonaccrual loans Held-For-Sale
December 31, 2010
Nonaccrual Loans $1,080 million
By Line of Business

38
Nonaccrual Loans
36
248
$5 $10
3
84

Over $25
1,066
$1,080
Total
23
342
$10 $25
58
179
$2 $5
946
$227
Under $2
# of Relationships
Outstanding
Period-end balances in $ millions (MM) as of December 31, 2010
Sold $41MM in nonperforming loans
at prices approximating carrying
value plus reserves in 4Q10
Proactively review nonaccrual loans
every quarter
Charge-offs and reserves taken to
reflect current market conditions
Granularity of nonaccrual loans:
72%
68%
66%
64%
61%
59%
56%
56%
55%
55%
54%
25%
40%
55%
70%
2Q08
4Q08
2Q09
4Q09
2Q10
4Q10
Carrying Value of Nonaccrual Loans
as % of Contractual Value

39
5,542
8,250
6,651
7,502
7,730
6,171

3Q09
4Q09
1Q10
2Q10
3Q10
4Q10
Total
Watch
List
Loans
Watch List Improvement Continued
Watch
list
loans
decreased
$629MM, fifth
consecutive quarter
of decline
Watch
list
loans
decreased
$2.7B
over past five
quarters
Loans past due 90 days or more
and still accruing declined
Foreclosed property decreased
and remains relatively small
$ in millions; Analysis of 4Q10 compared to 3Q10
1
Watch
list:
generally
consistent
with
regulatory
defined
special
mention,
substandard
and
doubtful
(nonaccrual)
loans
1
1
1

40
Commercial Real Estate Loan Portfolio
4Q10: $12.3 billion
4Q10 averages in $billions
1
Included in Commercial Real Estate line of business
Commercial Real Estate

Line of Business:
Nonaccrual loans of $449MM, down $80MM from 3Q10
Loans over $2MM transferred to nonaccrual totaled $71MM ($132MM in 3Q10 and $32MM in 2Q10)
Net loan charge-offs of $40MM ($60MM in 3Q10 and $36MM in 2Q10)
Primarily Owner-Occupied Commercial Mortgages
$8.4B 68%
Real Estate Construction
$1.9B 16%
Commercial Mortgages
$2.0B 16%
1
1

41
Commercial Real Estate Line of Business
December
31,
2010
Loan
Outstandings:

$3.8
billion
1
By Project Type
By Location of Property
Period-end balances in $billions;
1
Excludes Commercial Real Estate line of business loans not secured by real estate
Land Carry
$0.4B 10%
Land
Development
$0.2B 5%
Single Family
$0.3B 7%
Retail
$0.9B 23%
Multi-family
$0.9B 26%
Comml/Other
$0.3B 8%
Multi-use
$0.5B 12%
Other
Markets
$0.6B 15%
Florida
$0.5B 12%
Western
$1.2B 35%
Michigan
$0.5B 12%
Texas
$1.0B 26%
Office
$0.3B 9%

42
Expect variability
in credit metrics
with a general
improving trend
108
91

62
86
36
40
60
$0
$20
$40
$60
$80
$100
$120
2Q09
3Q09
4Q09
1Q10
2Q10
3Q10
4Q10
Residential
Commercial
Not Secured by RE
3,763
4,114
4,316
4,812
5,006
5,228
4,621
$0
$1,000
$2,000
$3,000
$4,000
$5,000
2Q09
3Q09
4Q09
1Q10
2Q10
3Q10
4Q10
Residential
Commercial
Commercial Real Estate Line of Business
Outstandings By
Property Type
Net Charge-offs By
Project Type
Period-end outstandings in $millions; excludes Commercial Real Estate line of business loans not secured by real estate;

Net Charge-offs $millions;
4Q10 vs. 3Q10
Commercial: Multi-Family, Retail, Office, Warehouse, Multi-use and Commercial
Charge-offs
decreased $19MM
Inflows to nonaccrual
decreased $61MM
Nonaccrual loans
decreased $80MM
Watch list loans
declined
$245MM

43
Residential Real Estate Development
$0
$500
$1,000
$1,500
$2,000

$2,500
2Q09
3Q08
4Q08
1Q09
2Q09
3Q09
4Q09
1Q10
2Q10
3Q10
4Q10
Single Family
Residential - Land Carry/Development
Period-end balances in $millions
Western: CA, AZ, NV
Reduced Residential Real
Estate Development
exposure by $1.7B since
6/30/08 to $555MM at
12/31/10
Geographic breakdown:

Western
39%

Texas
20%

Florida
15%

Michigan
11%

Other
15%
Reduced Western Market
Local Residential Real
Estate Developer Portfolio to
$105MM at 12/31/10 from
$932MM at 12/31/07

44
0%
2%
4%
6%
8%
10%

12%
4Q09
1Q10
2Q10
3Q10
4Q10
Strong Capital Ratios
Tier I Common Capital Ratio
Peer Median
Comerica
Among the best capitalized in
peer group
Quality of capital is solid
Tier 1 made up of 100% common
equity as of 10/1/10
Fully redeemed preferred stock
issued to U.S. Treasury in 1Q10
Redeemed $500MM of 6.57%
Trust Preferreds
(TruPS) on
10/01/10
Doubled quarterly common stock
dividend to $0.10 per share
Authorized share and warrant
repurchases
Strong capital supports future
growth
Source: SNL Financial
Peer Group: BBT, FITB, HBAN, KEY, MI, MTB, PNC, RF, STI, USB, ZION (4Q10 averages exclude MI and MTB as their numbers were not reported)
1
See Supplemental Financial Data slides for reconcilements of non-GAAP financial measures; 4Q10 estimated
1

Appendix

46
Sterling Bancshares Financial Highlights
15.44
11.61
12.14
9.05
8.64

Tier 1 Capital (%)
Asset Quality (%)
3.28
2.42
2.00
0.56
0.39
NAL&90+PD&OREO/Assets
1.48
1.72
0.40
0.09
0.20
NCOs/ Avg
Loans
2.80
2.30
1.30
1.01
1.02
Loan Loss Reserves/ Gross Loans
202.1
227.6
239.1
221.8
203.0
Revenue
3.70
4.22
4.55
4.77
4.90
Net Interest Margin (%)
0.11
(2.18)
7.58
11.77
12.66
ROAE (%)
0.01
(0.26)
0.80
1.22
1.18
ROAA (%)
0.7
(13.0)
38.6
53.0
45.8

Net Income
159.0
160.9
152.6
138.4
130.3
Noninterest Expense
4,257
4,095
3,819
3,674
3,335
Total Deposits
2,678
3,170
3,745
3,384
3,101
Total Net Loans
5,192
4,937
5,080
4,536
4,118
Total Assets
12/31/2010
12/31/2009
12/31/2008
12/31/2007
12/31/2006
Period Ended
2010 FY
2009 FY
2008 FY
2007 FY
2006 FY
Source: SNL Financial and company report
$ in millions
NAL&90+PD&OREO: Nonaccrual Loans & Past Due Loans & Other Real Estate Owned

47
Fourth Quarter 2010 Average Loans Detail
$ in billions; geography based on office of origination.
1
Specialty Businesses includes: Financial Services Division, Entertainment, Energy, Leasing, Mortgage Banker Finance and TL
Midwest
Western

Texas
Florida
Other
Markets
Int l
TOTAL
Middle Market
$5.3
$3.8
$1.7
$0.2
$0.9
$0.0
$11.9
Commercial Real Estate
0.9
1.4
1.2
0.4
0.8
-
4.7
Global Corporate Banking
1.3
0.8
0.2
0.1
0.4
1.5
4.3
National Dealer Services
0.7
2.4
0.2
0.3
0.2
-
3.8
Specialty Businesses
1
1.0
1.5
1.5
0.0
1.3
-
5.3
SUBTOTAL
BUSINESS BANK
$9.2

$9.9
$4.8
$1.0
$3.6
$1.5
$30.0
Small Business Banking
1.7
0.8
0.9
-
-
-
3.4
Personal Banking
1.4
0.1
0.2
-
0.1
-
1.8
SUBTOTAL
RETAIL BANK
$3.1
$0.9
$1.1
$-
$0.1
$-
$5.2
Private Banking
2.0
1.7
0.5
0.6
-
-
4.8
SUBTOTAL
WEALTH &
INSTITUTIONAL MANAGEMENT
$2.0
$1.7
$0.5
$0.6
$0.0
$-
$4.8
TOTAL

$14.3
$12.5
$6.4
$1.6
$3.7
$1.5
$40.0

48
Loans by Line of Business
Average loans in $billions;
1
Specialty Businesses includes: Financial Services Division, Entertainment, Energy, Leasing, Mortgage Banker Finance, and Tl
4Q10
3Q10

FY10
FY09
Middle Market
$11.9
$12.0
$12.1
$14.3
Commercial Real Estate
4.7
5.1
5.2
6.1
Global Corporate Banking
4.3
4.4
4.6
6.0
National Dealer Services
3.8
3.5
3.4
3.5
Specialty Businesses
5.3
5.0
5.0
5.5
SUBTOTAL
BUSINESS BANK
$30.0
$30.0
$30.3
$35.4
Small Business Banking
3.4
3.5
3.5
3.9
Personal Banking
1.8
1.8
1.9
2.1
SUBTOTAL
RETAIL BANK
$5.2
$5.3
$5.4
$6.0
Private Banking

4.8
4.8
4.8
4.8
SUBTOTAL
WEALTH &
INSTITUTIONAL MANAGEMENT
$4.8
$4.8
$4.8
$4.8
TOTAL
$40.0
$40.1
$40.5
$46.2
1

49
Loans By Geographic Market
Average loans in $billions; Geography based on office of origination; Midwest: MI, OH, IL; Western: CA, AZ, NV, CO, WA
Other
Markets
include
markets

not
separately
identified
above
in
addition
to
businesses
with
a
national
perspective
4Q10
3Q10
FY10
FY09
Midwest
$14.3
$14.3
$14.5
$17.0
Western
12.5
12.6
12.7
14.3
Texas
6.4
6.3
6.5
7.4
Florida
1.6
1.6
1.6
1.7
Other Markets
3.7
3.8
3.7
3.9
International
1.5
1.5
1.5
1.9
TOTAL
$40.0
$40.1
$40.5

$46.2

50
Shared National Credit Relationships
Approx. 940
borrowers
Majority of relationships
include ancillary business
Comerica is agent for

approximately 17.5%
Adhere to same credit underwriting standards as rest of loan book
Credit quality mirrors total portfolio
Global Corp Banking
$2.3B 32%
Nat'l Dealer Services
$0.3B 4%
Energy
$1.3B 18%
Other
$0.5B 7%
Middle Market
$1.7B 23%
Commercial Real Estate
$1.2B 16%
December 31, 2010: $7.3 billion
Shared National Credit (SNC): Facilities greater than $20 million shared by three or more federally supervised financial institu
which are reviewed by regulatory authorities at the agent bank level.
Period-end outstandings as of December 31, 2010

51
Commercial Real Estate Line of Business
Western
Michigan
Texas
Florida
Other

Markets
Total
Real Estate Construction Loans
Single Family
99
18
22
39
18
196
Land Development
60
9
52
9
27
157
Total Residential
159
27
74
48
45
353
Multi-Family
129
-

227
131
92
579
Retail
119
48
262
27
29
485
Multi-use
117
5
52
-

27
201
Other
71
29

92
16
0
208
Total Commercial
436
82
633
174
148
1,473
Total Real Estate Construction Loans
595
109
707
222
193
1,826
Commercial Mortgage Loans
Single Family
13
3
17
6
30
69
Land Development
45
28
18
31
11
133
Total Residential
58
31
35
37
41
202
Multi-Family
51
55

138
115
45
404
Retail
128

98
16
64
80
386
Multi-use
115
16
31
-

87
249
Other
343
159
49
29
116
696
Total Commercial
637
328
234
208
328
1,735
Total Commercial Mortgage Loans
695
359
269
245
369
1,937
Total Commercial Real Estate Line of Business
1,290
468
976
467
562
3,763
December 31, 2010 period-end $ in millions; Western: CA, AZ, NV

52
Source: Federal Reserve H.8 as of 1/26/2011
Decline in Commercial Real Estate Loans
Commercial Real Estate Loans
-25%
-20%
-15%

-10%
-5%
0%
5%
10%
15%
Comerica
All Banks
Large Banks

53
5.187
4.872
3.466
3.459
$0
$1

$2
$3
$4
$5
2007
2008
2009
2010
Diversified National Dealer Services
Detroit 3
nameplates
down from 41%
at 12/05 to 20%
at 12/10
Geographic Dispersion
Western
62%
Florida
8%
Midwest
18%
Texas
6%
Franchise
Distribution
[1]
1
Franchise distribution based on December 31, 2010 period-end outstandings
2
Other
includes obligations where a primary franchise is indeterminable (rental car and leasing companies, heavy truck, recreational vehicles, and non-floor plan loans)
65 years of Floorplan
lending, with
over 20 years on a national basis
Top tier strategy
Majority
are
Mega
Dealer
Excellent credit quality
Robust monitoring of company
inventory and performance
Average Loan Balances
Toyota/
Lexus
22%
Ford
8%
GM

8%
Chrysler
4%
Mercedes
4%
Nissan/
Infinity
6%
Other[2]
12%
Other
European
8%
Other Asian
10%
Honda/ Acura
18%
(five or more dealerships in group)
($ in Billions)

54
Consumer Loan Portfolio
9.9% of total outstandings
No sub-prime mortgage programs
Self-originated & relationship
oriented
Net loan charge-offs of $17MM

4Q10: $4.0 billion
4Q10 averages in $billions; Geography based on office of origination
1
Residential mortgages on the balance sheet are primarily associated with Private Banking customers. Residential mortgages originated through the banking centers are typically sold to a third party.
2
The other
category includes automobile, personal watercraft, student and recreational vehicle loans.
3
Data on loans booked through the Consumer Loan Center which encompasses about 86% of the Home Equity Lines and Loans
Consumer Loan Portfolio
Midwest
62%
Florida
3%
Texas
9%
Western
26%
About 85% home equity lines and 15%
home equity loans
Avg. FICO score of 753 at origination
86% have CLTV
80% at origination
Average loan vintage is 5.3 years
4Q10: $1.7 billion
Home Equity Portfolio
3
Residential
Mortgages
1
$1.6B
40%
Consumer
Loans-Home
Equity $1.7B
43%
Consumer
loans-Other
2
$0.7B 17%

55
Fourth Quarter 2010 Average Deposits Detail
Midwest
Western
Texas
Florida
Other

Markets
Int l
TOTAL
Middle Market
$1.2
$3.4
$0.6
$0.0
$0.1
-
$5.3
Commercial Real Estate
0.2
0.5
0.1
0.0
0.1
-
0.9
Global Corporate Banking
3.0
0.5
0.9
0.1
0.8
1.3
6.6
National Dealer Services
0.1
0.1
0.0
0.0
0.0
-
0.2
Specialty
Businesses
1
0.7
4.3
0.9
0.1
1.0
-
7.0
SUBTOTAL

BUSINESS
BANK
$5.2

$8.8
$2.5
$0.2
$2.0
$1.3
$20.0
Small Business Banking
2.2
1.1
1.2
-
-
-
4.5
Personal Banking
9.8
1.1
1.7
-
0.1
-
12.7
SUBTOTAL

RETAIL
BANK
$12.0
$2.2
$2.9
$--
$0.1
$--
$17.2
Private Banking
0.8
1.4
0.2
0.2
0.1
-
2.7
SUBTOTAL

WEALTH
&
INSTITUTIONAL MANAGEMENT
$0.8
$1.4
$0.2
$0.2

$0.1
$--
$2.7
Finance/Other
2
0.5
-
-
-
-
-
0.5
TOTAL
$18.5
$12.4
$5.6
$0.4
$2.2
$1.3
$40.4
$ in billions
1

Specialty Businesses includes: Entertainment, Energy, Financial Services Division, Leasing, Mortgage Banker Finance and TL
2
Finance/Other includes $0.1B in Inst. and Retail Brokered CD s; included in Finance Division segment

56
Line of Business Deposits
Average deposits in $billions
1
Specialty
Businesses
includes:

Entertainment,
Energy,
Financial
Services
Division,
Leasing,
Mortgage
Banker
Finance
and
TLS
2
Finance/Other
includes
Inst.
and
Retail
Brokered
CD s:
4Q10
-
none;
3Q10
-
$0.1B;
FY10
-
$0.3B;
FY09
-
$4.1B
4Q10
3Q10
FY10
FY09
Middle Market
$5.3
$4.8
$4.9
$4.3
Commercial Real Estate
0.9
0.9
1.0
0.7
Global Corporate Banking
6.6
6.6
6.6
5.1

National Dealer Services
0.2
0.2
0.2
0.1
Specialty Businesses
1
7.0
6.7
6.4
5.1
SUBTOTAL

BUSINESS
BANK
$20.0
$19.2
$19.1
$15.3
Small Business Banking
4.5
4.2
4.1
3.9
Personal Banking
12.7
12.8
12.8
13.5
SUBTOTAL

RETAIL
BANK
$17.2
$17.0
$16.9
$17.4
Private Banking
2.7
2.6
2.8
2.7
SUBTOTAL

WEALTH
&
INSTITUTIONAL MANAGEMENT
$2.7
$2.6
$2.8

$2.7
Finance/Other
2
0.5
0.5
0.7
4.6
TOTAL
$40.4
$39.3
$39.5
$40.0

57
Core Deposits By Geographic Market
4Q10
3Q10
FY10
FY09
Midwest

$17.9
$17.8
$17.7
$17.0
Western
12.5
11.8
12.0
11.1
Texas
5.6
5.4
5.3
4.5
Florida
0.4
0.4
0.4
0.3
Other Markets
2.2
2.2
2.2
1.6
International
1.1
1.1
1.0
0.8
Finance/Other
0.2
0.1
0.1
0.0
TOTAL
$39.9
$38.8
$38.7
$35.3
Average deposits in $ billions; Geography based on office of origination; Midwest: MI, OH, IL; Western: CA, AZ, NV, CO, V
Other Markets include markets not separately identified above in addition to businesses with a national perspective
Excludes Foreign Office Time Deposits (4Q10 $0.5B, 3Q10 $0.4B, FY10 $0.5B, FY09 $0.7B) and Inst. & Retail Brokered CD
$0.1B in 3Q10; $0.3B in FY10; and $4.1B in FY09

58
Net Loan Charge-offs by Line of Business
$ in millions;
1
Includes $26MM related to a Middle Market/National group that focused on higher levered relationships
2
Specialty Businesses includes: Financial Services Division, Entertainment, Energy, Leasing, Mortgage Banker Finance, TLS a

National Dealer Services
4Q10
3Q10
2Q10
1Q10
4Q09
Commercial Real Estate
$40
$60
$36
$86
$62
Middle Market
23
32
71
1
39
76
Small Business Banking
17
14
16
20
22
Wealth & Institutional
Management
18
14
11
10
12
Specialty Businesses
4
8
4
10
18
Personal Banking
5
4
6
6
8
Global Corporate Banking
6
0
2
2
26

TOTAL
$113
$132
$146
$173
$224
Provision for loan losses
$57
$122
$126
$175
$256
2

59
Net Loan Charge-offs by Market
$ in millions
Geography based on office of origination; Midwest: MI, OH, IL; Western: CA, AZ, NV, CO, WA;
1
Other
Markets

include
markets
not
separately
identified
above
in
addition
to
businesses
with
a
national
perspective
2
Includes $26MM related to a Middle Market/National group that focused on higher levered relationships
4Q10
3Q10
2Q10
1Q10
4Q09
Midwest
$52
$61
$44
$55
$97
Western
42
58
47
65
85
Texas
9
5
8
25
13
Florida
8
6
7
10
4
Other Markets /
International
1
2
2

40
2
18
25
TOTAL
$113
$132
$146
$173
$224
Provision for loan losses
$57
$122
$126
$175
$256

60
A
A
A-
A2
Comerica
BBB-

BBB-
BBB+
A-
BBB+
A-
BBB+
A-
A+
A+
AA-
Fitch
BBB
BB+
Ba3
Regions Financial
BBB
BBB
Baa2
Huntington
BBB (low)
BBB-
B2
Zions Bancorporation
BBB (high)
BB+
Baa1
Marshall & Ilsley
Baa1
Baa1
Baa1
A3
A3
A2
Aa3
Moody s
A (high)
A
PNC
A (low)
A-
M&T Bank
A (high)
A
BB&T
A (low)
BBB
Fifth Third
A (low)
BBB
SunTrust

BBB (high)
BBB+
KeyCorp
AA
DBRS
S&P
A+
US Bancorp
Holding Company Debt Ratings
As of 01/28/2011
Source: SNL Financial
Debt Ratings are not a recommendation to buy, sell, or hold securities.
Senior Unsecured/Long-Term Issuer Rating

61
Based on the two options contemplated in the draft
Fed rules, total debit card PIN ($9 million annual
revenue
)
and
signature-based

($31
million
annual
revenue
)
interchange
fees
in
2011
would
be
reduced by $13MM -
$15MM
Direct impact on client-driven energy derivatives
business
($1
million
annual
revenue
)
As currently proposed by the FDIC, CMA expects
2011 FDIC insurance expense to remain consistent
with 2010 expense ($62 million).
As currently proposed by the FDIC, there will not be
a separate assessment for unlimited deposit
insurance coverage for this period.
Could lead to increased cost of commercial demand
deposits, depending on interplay of interest, deposit
credits, and service charges
Impacts
Allows for continued growth of CMA s core client-
driven foreign exchange ($39 million annual
revenue
)
and
interest
rate
($7
million
annual
revenue
)
derivatives
business
Derivatives
Allows continued trading of
foreign exchange and interest rate derivatives;
energy, uncleared commodities and agriculture
derivatives will move to a separate subsidiary
New rule is consistent with CMA s focus on core

deposit growth
Deposit Insurance

Changes definition of
assessment base, increases fund s minimum
reserve ratio & permanently increases insurable
level
Could provide impetus for additional deposit
generation
TAG Extension
-
Provide unlimited deposit
insurance on noninterest-bearing accounts from
12/31/10 to 12/31/12
Government card programs, such as the
DirectExpress Social Security program, are exempt
Interchange Fees -
Limits debit card transaction
processing fees that card issuers can charge
merchants
On October 1, 2010 fully redeemed all $500
million of Trust Preferred Securities at par
Trust Preferreds
-
Prohibits certain banks from
including Trust Preferreds in Tier 1 Capital
(phase out beginning 1/1/13)
Could provide impetus for additional deposit
generation
Interest on Demand Deposits
-
Allows interest
on commercial demand deposits (one year from
enactment)
Opportunities
Key Changes
1
Dodd-Frank
Wall
Street
Reform
and
Consumer
Protection
Act;
Based
on
2010
full-year
results

Impact
on
Comerica
is
estimated
and
subject
to
final
rulemaking.
Comerica
may
be
impacted
by
other
changes
due
to
the
financial reform legislation.
Timing of prescribed changes varies by rule.
Overall, relative impact from Financial Reform will likely be less than other major banks
Financial Reform
1
2
2
2
2
2
2

62
Basel III Implementation
New rules effective between 2013 and 2019; US adoption expected to occur over a similar timeframe, but the final form of the US rules is uncertain
CMA is not a mandatory Basel II bank
CMA
Tier

1
Common
12/31/10:
10.1%
Regulatory required minimum by 2019: 7%
(4.5% minimum plus 2.5% conservation
buffer)
CMA has NO material impact from:

Mortgage servicing rights

Trust Preferreds

Deferred tax assets

Investments in financial institutions
Expected change in Risk Weighted Assets
not material
Higher degree of uncertainty regarding
implementation and interpretation
Will likely require more on-balance sheet
liquidity

Possibly increase or change the mix of
the investment securities portfolio

Continued focus on retail deposit
generation
Careful management of off-balance sheet
commitments; expect evolution of pricing
and terms of off-balance sheet commercial
commitments
Expected to be manageable given proven
ability to administer our balance sheet
Capital Requirement:
Liquidity Requirement:
1
See Supplemental Financial Data slides for reconciliation of non-GAAP financial measures
Impact
on
Comerica
is
estimated
and
subject
to
final
rulemaking.
Comerica
may

be
affected
by
other
changes
due
to
Basel
III.
1

63
Supplemental Financial Data
Reconciliation of non-GAAP financial measures with financial measures defined by GAAP ($ in millions)
12/31/10
9/30/10
6/30/10
3/31/10

12/31/09
Total Regulatory Capital
$8,654
$8,566
$9,001
$9,062
$10,468
Tier 1 capital
Less: Fixed rate cumulative perpetual preferred stock
Less: Trust preferred securities
$6,027
--
--
$5,940
--
--
$6,371
--
495
$6,311
--
495
$7,704
2,151
495
Tier 1 common capital
Risk-weighted assets
Tier 1 common capital ratio
6,027
59,806
10.08%
5,940
59,608
9.96%
5,876
59,877
9.81%
5,816
60,792
9.57%
5,058
61,815
8.18%
Total shareholders
equity
Less: Fixed rate cumulative perpetual preferred stock
Less: Goodwill
Less: Other intangible assets
$5,793
--

150
6
$5,857
--
150
6
$5,792
--
150
6
$5,668
--
150
7
$7,029
2,151
150
8
Tangible common equity
$5,637
$5,701
$5,636
$5,511
$4,720
Total assets
Less: Goodwill
Less: Other intangible assets
$53,667
150
6
$55,004
150
6
$55,885
150
6
$57,106
150
7
$59,249
150
8
Tangible assets
$53,511
$54,848
$55,729
$56,949
$59,091
Tangible common equity ratio
10.54%

10.39%
10.11%
9.68%
7.99%
2
1,2
2
2
1,2

The Tier 1 common capital ratio removes preferred stock and qualifying trust preferred securities from Tier 1 capital as defined by and calculated in conformity with bank regulations. The tangible common equity ratio removes preferred stock and the effect of intangible assets from capital and the effect of intangible assets from total assets.

The Corporation believes these measurements are meaningful measures of capital adequacy used by investors, regulators, management and others to evaluate the adequacy of common equity and to compare against other companies in the industry.

1

Regulatory Capital, Tier 1 Capital and risk-weighted assets as defined and calculated in accordance with regulation.

2

December 31, 2010 Regulatory Capital, Tier 1 Capital, and Risk-Weighted assets are estimated.

64
Supplemental Financial Data
Reconciliation of non-GAAP financial measures with financial measures defined by GAAP ($ in millions)
The Corporation believes this measurement provides meaningful information to investors, regulators, management and others c impact on net interest income and net interest margin resulting from the Corporation s short-term investment in low yielding instruments.
1

Excess liquidity represented by interest earned on and average balances deposited with the Federal Reserve Bank.
4Q10
3Q10
2Q10
1Q10
4Q09
Net interest income (FTE)
Less: Interest earned on excess liquidity
$406
1
$405
2
$424
2
$ 416
3
$ 398
1
Net interest income (FTE), excluding
excess liquidity
$405
$403
$422
$ 413
$ 397
Average earnings assets
Less: Average net unrealized gains on
investment securities available-for-sale
$49,102
139
$50,189
180
$51,835
80
$52,941
62
$53,953
107
Average earnings assets for net interest
margin (FTE)
Less: Excess liquidity
$48,963
1,793
$50,009
2,983
$51,755
3,719
$52,879
4,092
$53,846

2,453
Average earnings assets for net interest margin (FTE), excluding excess liquidity
$47,170
$47,026
$48,036
$48,787
$51,393
Net interest margin (FTE)
Net interest margin (FTE), excluding excess liquidity
3.29%
3.41%
3.23%
3.42
3.28%
3.51
3.18%
3.42
2.94%
3.07
Impact of excess liquidity on net interest margin (FTE)
(0.12)
(0.19)
(0.23)
(0.24)
(0.13)
1
1

65

Additional Information For Shareholders

In connection with the proposed merger transaction, Comerica will file with the Securities and Exchange Commission (the SEC) a Registration Statement on Form S-4 that will include a Proxy Statement of Sterling, and a Prospectus of Comerica, as well as other relevant documents concerning the proposed transaction. SHAREHOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT AND THE PROXY STATEMENT/PROSPECTUS REGARDING THE MERGER WHEN IT BECOMES AVAILABLE

AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.

A free copy of the Proxy Statement/Prospectus, as well as other filings containing information about Comerica and Sterling, may be obtained at the SEC's Internet site (http://www.sec.gov). You will also be able to obtain these documents, free of charge, from Comerica at www.comerica.com under the tab "Investor Relations" and then under the heading "SEC Filings" or from Sterling by accessing Sterling s website at www.banksterling.com under the tab "Investor Relations" and then under the heading "SEC Filings."

Comerica and Sterling and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the shareholders of Sterling in connection with the proposed merger. Information about the directors and executive officers of Comerica is set forth in the proxy statement for Comerica s 2010 annual meeting of shareholders, as filed with the SEC on a Schedule 14A on March 19, 2010 and on a Form 8-K filed with the SEC on January 27, 2011. Information about the directors and executive officers of Sterling is set forth in the proxy statement for Sterling s 2010 annual meeting of shareholders, as filed with the SEC on a Schedule 14A on March 5, 2010 and on Forms 8-K filed with the SEC on June 25, 2010 and July 12, 2010. Additional information regarding the interests of those participants and other persons who may be deemed participants in the transaction may be obtained by reading the Proxy Statement/Prospectus regarding the proposed merger when it becomes available. Free copies of this document may be obtained as described in the preceding paragraph.