

Edgar Filing: STERLING BANCSHARES INC - Form 425

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, objective, words and similar expressions, or future or conditional verbs such as will, would, should, could, might, can, may or similar expressions 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](http://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](http://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

2

Safe Harbor Statement; Disclaimer

Any statements in this presentation 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," "position," "target," "mission," "assume," "achievable," "potential," "strategy," "goal," "aspirations," "outcome," "continue," "remain," "maintain," "trend," "objective" and variations of such words and similar expressions, or future 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 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 presentation 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 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 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 and Sterling's filings with the Securities and Exchange Commission. 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 presentation 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. Annualized, pro forma, projected and estimated numbers are used for illustrative purposes only, are not forecasts and may not reflect actual results.

3

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 Business

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 Businesses based on office of origination; Midwest includes: MI, OH, IL; Western includes: CA, AZ, NV, CO, WA; Other Markets include 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

14  
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

18  
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 Financial 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

20

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, retail

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<sup>2</sup>

\$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





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 1	
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 T

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 institutions 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 1

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. The Corporation's short-term investment in low yielding instruments has a negative impact on net interest income and net interest margin resulting from the Corporation's short-term investment in low yielding instruments.

1

Edgar Filing: STERLING BANCSHARES INC - Form 425

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](http://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](http://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.

