

STERLING BANCORP
Form 10-Q
November 14, 2001

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549
FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2001

or

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

For the transition period from _____ to _____

Commission File Number: 1-5273-1

Sterling Bancorp

(Exact name of registrant as specified in its charter)

New York

13-2565216

(State or other jurisdiction of
incorporation or organization)
650 Fifth Avenue, New York, N.Y 10019-6108

(I.R.S. Employer
Identification)

(Address of principal executive offices) (Zip Code)

212-757-3300

(Registrant's telephone number, including area code)

N/A

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

As of September 30, 2001 there were 9,313,518 shares of common stock,
\$1.00 par value, outstanding.

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**STERLING BANCORP AND SUBSIDIARIES
Consolidated Balance Sheets**

	<u>September 30, 2001</u>	<u>December 31, 2000</u>
ASSETS		
Cash and due from banks		
\$47,844,395	\$50,212,689	
Interest-bearing deposits with other banks		
4,211,014	2,656,678	
Federal funds sold		
5,000,000	--	
Securities available for sale		
163,429,838	62,060,656	
Securities available for sale pledged		
80,182,247	90,138,534	
Securities held to maturity		
134,332,469	104,585,942	
Securities held to maturity pledged		
108,092,589	177,011,726	
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Total investment securities		
486,037,143	433,796,858	
<hr/>		
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Loans, net of unearned discounts		
783,514,765	750,887,822	
Less allowance for credit losses		
13,468,638	12,675,052	
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Loans, net		
770,046,127	738,212,770	
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Customers liability under acceptances		
1,333,420	987,048	

Excess cost over equity in net assets of the
banking subsidiary
21,158,440 21,158,440
Premises and equipment, net
7,232,186 5,469,462
Other real estate
673,056 647,994
Accrued interest receivable
6,067,389 5,195,956
Other assets
14,126,093 12,410,719

\$1,363,729,263 \$1,270,748,614

**LIABILITIES AND SHAREHOLDERS
EQUITY**

Deposits

Noninterest-bearing deposits
\$323,610,618 \$341,039,328
Interest-bearing deposits
677,202,411 525,242,856

Total deposits
1,000,813,029 866,282,184
Federal funds purchased and securities
sold under agreements to repurchase
61,426,791 162,763,009
Commercial paper
35,284,700 25,655,020
Other short-term borrowings
9,031,295 17,733,482
Acceptances outstanding
1,333,420 987,048
Accrued expenses and other liabilities
84,017,007 69,611,777

1,191,906,242 1,143,032,520
Long-term debt FHLB
40,350,000 10,700,000

Total liabilities
1,232,256,242 1,153,732,520

Commitments and contingent liabilities

Shareholders equity
Preferred stock, \$5 par value. Authorized
644,389 shares Series B, issued -0- and
1,199 shares, respectively
23,980
Series D, issued 235,179 and 237,878
shares, respectively
2,351,790 2,378,780

2,351,790 2,402,760
Common stock, \$1 par value. Authorized
20,000,000 shares; issued 9,876,874 and
9,563,329 shares, respectively
9,876,874 9,563,329
Capital surplus
70,979,605 67,450,110
Retained earnings
57,225,620 47,466,602
Accumulated other comprehensive
income(loss), net of tax
2,998,849 (22,652)

143,432,738 126,860,149
Less

Common shares in treasury at cost,
563,356 and 473,125 shares, respectively
10,401,603 7,986,763
Unearned compensation
1,558,114 1,857,292

Total shareholders' equity
131,473,021 117,016,094

\$1,363,729,263 \$1,270,748,614

See Notes to Consolidated Financial Statements

Total interest expense
6,242,077 8,905,991 21,329,950 25,279,605

Net interest income
17,434,546 16,026,425 51,129,719 46,598,553
Provision for credit losses
2,017,800 1,478,600 5,231,400 4,518,200

Net interest income after provision for credit losses
15,416,746 14,547,825 45,898,319 42,080,353

NONINTEREST INCOME

Factoring income
1,371,780 1,391,732 4,086,996 3,782,349
Mortgage banking income
2,216,606 1,529,230 5,639,722 4,419,367
Service charges on deposit accounts
1,478,183 1,407,675 4,242,980 3,403,894
Trade finance income

646,189	631,627	1,943,501	2,083,158
Trust fees			
171,178	171,282	556,797	523,140
Other service charges and fees			
475,376	423,500	1,208,797	1,388,773
Other income			
158,297	73,773	307,653	142,722

Total noninterest income
6,517,609 5,628,819 17,986,446 15,743,403

NONINTEREST EXPENSES

Salaries and employee benefits			
7,072,561	7,086,680	20,944,900	20,797,782
Occupancy expenses, net			
1,346,724	1,197,744	3,545,329	3,146,422
Equipment expenses			
698,595	604,153	1,851,252	1,780,225
Advertising and marketing			
670,824	528,833	2,425,167	1,861,036
Professional fees			
1,351,293	1,037,658	3,956,745	3,342,511
Data processing services			
328,329	254,229	1,001,480	883,912
Other expenses			
2,053,432	1,937,099	6,332,760	5,148,785

Total noninterest expenses
13,521,758 12,646,396 40,057,633 36,960,673

Income before income taxes
 8,412,597 7,530,248 23,827,132 20,863,083
 Provision for income taxes
 3,419,876 3,344,153 9,592,899 8,799,771

Net income
 \$4,992,721 \$4,186,095 \$14,234,233 \$12,063,312

Average number of common shares outstanding

Basic
 9,314,674 9,091,680 9,193,978 9,133,057
 Diluted
 9,957,938 9,401,626 9,732,346 9,373,581
 Per average common share

Basic
 \$0.53 \$0.46 \$1.54 \$1.32
 Diluted
 0.50 0.45 1.46 1.28
 Dividends per common share
 0.16 0.14 0.48 0.42

See Notes to Consolidated Financial Statements.

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**STERLING BANCORP AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2001	2000	2001	2000
Net Income	\$4,992,721	\$4,186,095	\$14,234,233	\$12,063,312
Other comprehensive income, net of tax:				
Unrealized holding gains arising during the period				
2,280,244	915,857	3,021,501	1,205,081	
<hr/>				
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Comprehensive income				
\$7,272,965	\$5,101,952	\$17,255,734	\$13,268,393	
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See Notes to Consolidated Financial Statements.

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

	Nine Months Ended September 30,	
	2001	2000
Preferred Stock		
Balance at January 1	\$2,402,760	\$2,443,430
Conversions of Series B shares	(2,460)	--
Redemption of Series B shares	(21,520)	--
Conversions of Series D shares	(26,990)	(29,220)
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Balance at September 30	\$2,351,790	\$2,414,210
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<hr style="border: 1px solid black;"/>		
Common Stock		
Balance at January 1	\$9,563,329	\$8,723,051
Conversions of preferred shares into common shares	3,390	2,922
Options exercised	310,155	9,000
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Balance at September 30	\$9,876,874	\$8,734,973
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Capital Surplus

Balance at January 1		
	\$67,450,110	\$51,911,883
Conversions of preferred shares into common shares		
	26,064	26,298
Redemption of Series B shares		
	(8,612)	--
Issuance of shares under incentive compensation plan		
	(214,369)	
Options exercised		
	3,512,043	68,421

Balance at September 30
\$70,979,605 \$51,792,233

Retained Earnings

Balance at January 1		
	\$47,466,602	\$52,360,024
Net Income		
	14,234,233	12,063,312
Cash dividends paid		
common shares		
	(4,401,484)	(3,454,897)
preferred shares		
	(73,731)	(62,067)

Balance at September 30
\$57,225,620 \$60,906,372

Accumulated Other Comprehensive Income(Loss), Net of Tax Balance at January 1
\$(22,652) \$(2,634,509)

Unrealized holding gains arising during the period

Before tax
 5,585,026 2,227,509
Tax expense
 (2,563,525) (1,022,428)

Net of tax
 3,021,501 1,205,081

Balance at September 30
 \$2,998,849 \$(1,429,428)

Treasury Stock

Balance at January 1
 \$(7,986,763) \$(6,515,522)
Issuance of shares under incentive compensation plan
 1,537,179
Surrender of shares issued under incentive compensation plan
 (1,459,673) --
Purchase of common shares
 (955,167) (3,008,420)

Balance at September 30
 \$(10,401,603) \$(7,986,763)

Unearned Compensation

Balance at January 1

\$(1,857,292) \$(1,048,230)

**Issuance of shares under incentive
compensation plan**

(1,462,656)

**Amortization of unearned
compensation**

299,178 265,938

Balance at September 30

\$(1,558,114) \$(2,244,948)

Total Shareholders' Equity

Balance at January 1

\$117,016,094 \$105,240,127

Net changes during period

14,456,927 6,946,522

Balance at September 30

\$131,473,021 \$112,186,649

See Notes to Consolidated Financial Statements.

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STERLING BANCORP AND SUBSIDIARIES
Consolidated Statements of Cash Flows

Nine Months Ended
September 30,
2001 2000
— —

Operating Activities
Net Income

\$14,234,233 \$12,063,312

Adjustments to reconcile net income to net cash provided by operating activities:**Provision for credit losses**

5,231,400 4,518,200

Depreciation and amortization of premises and equipment

1,272,689 1,243,106

Deferred income tax benefit

(716,738) (350,698)

Net change in loans held for sale

(11,945,324) (1,642,130)

Amortization of unearned compensation

299,178 265,938

Amortization of premiums of securities

950,159 648,463

Accretion of discounts on securities

(518,548) (820,972)

Decrease in accrued interest receivable

(871,433) (526,311)

Increase in accrued expenses and other liabilities

14,405,230 8,647,876

Increase in other assets

(3,562,160) (6,653,670)

Other, net

(1,459,669) (139,846)

Net cash provided by operating activities

17,319,017 17,253,268

Investing Activities
Purchase of premises and equipment

(3,035,413) (712,091)

Increase in interest-bearing deposits
 (1,554,336) (547,463)
Increase in Federal funds sold
 (5,000,000) --
Increase in other real estate
 (25,062) (507,034)
Net increase in loans
 (25,119,433) (31,299,390)
Proceeds from prepayments, redemptions or maturities of securities held to maturity
 58,972,243 28,172,875
Purchases of securities held to maturity
 (20,133,093) (25,217,335)
Purchases of securities available for sale
 (122,725,448) (61,354,495)
Proceeds from prepayments, redemptions or maturities of securities available for sale
 36,799,427 78,903,729

Net cash used in investing activities
 (81,821,115) (12,561,204)

Financing Activities

(Decrease)Increase in noninterest-bearing deposits
 (17,428,710) 4,888,401
Increase(Decrease) in interest-bearing deposits
 151,959,555 (57,942,794)
(Decrease)Increase in Federal funds purchased and securities sold under agreements to repurchase
 (101,336,218) 70,544,413
Increase(Decrease) in commercial paper and other short-term borrowings
 927,493 (4,444,790)
Purchase of treasury stock
 (955,167) (3,008,420)
Redemption of preferred stock
 (30,132) --
Increase(Decrease) in other long-term debt
 29,650,000 (10,350,000)
Proceeds from exercise of stock options
 3,822,198 77,421
Cash dividends paid on common and preferred stock
 (4,475,215) (3,516,964)

Net cash provided by(used in) financing activities

62,133,804 (3,752,733)

Net (decrease) increase in cash and due from banks

(2,368,294) 939,331

Cash and due from banks beginning of period

50,212,689 35,505,342

Cash and due from banks end of period

\$47,844,395 \$36,444,673

Supplemental schedule of non-cash financing activities:

Issuance of treasury stock

\$ 1,537,179

Preferred stock conversions

29,450 29,220

Surrender of treasury shares issued under incentive compensation plan

(1,459,673) --

Supplemental disclosure of cash flow information:

Interest paid

21,400,448 26,737,461

Income taxes paid

8,839,390 8,103,063

See Notes to Consolidated Financial Statements.

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STERLING BANCORP AND SUBSIDIARIES
Notes to Consolidated Financial Statements

1. The consolidated financial statements include the accounts of Sterling Bancorp (the parent company) and its subsidiaries, principally Sterling National Bank and its subsidiaries (the bank), after elimination of material intercompany transactions. The term the Company refers to Sterling Bancorp and its subsidiaries. The consolidated financial statements as of and for the interim periods ended September 30, 2001 and 2000 are unaudited; however, in the opinion of management, all adjustments, consisting of normal recurring accruals, necessary for a fair presentation of such periods have been made. Certain reclassifications have been made to the 2000 consolidated financial statements to conform to the current presentation. The interim consolidated financial statements should be read in conjunction with the Company s annual report on Form 10-K for the year ended December 31, 2000. The Board announced a 10% stock dividend on November 16, 2000, payable on December 11, 2000 to shareholders of record on December 1, 2000. Fractional shares were cashed-out and payments were made to shareholders in lieu of fractional shares. The basic and diluted average number of shares outstanding and earnings per share information for all prior reporting periods have been restated to reflect the effect of the stock dividend.
2. For purposes of reporting cash flows, cash and cash equivalents include cash and due from banks.
3. The Company s outstanding Preferred Shares are comprised of 238,961 Series D shares (300,000 Series D shares authorized). As of September 30, 2001, all outstanding Series B shares had been redeemed by the Company. Each Series D share (all of such shares are owned by the Company s Employee Stock Ownership Trust) is entitled to dividends at the rate of \$0.6125 per year, is convertible into 1.1561 Common Shares, and is entitled to a liquidation preference of \$10 (together with accrued dividends). All preferred shares are entitled to one vote per share (voting with the Common Shares except as otherwise required by law).
4. The Financial Accounting Standards Board Statement of Financial Accounting Standards (SFAS) No. 131, Disclosures about Segments of an Enterprise and Related Information, established standards for the way that public business enterprises report and disclose selected information about operating segments in interim financial statements issued to stockholders.

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Notes to Consolidated Financial Statements

The Company provides a full range of financial products and services, including commercial loans, asset-based financing, accounts receivable management services, trade financing, equipment leasing, corporate and consumer deposit services, commercial and residential mortgage lending and brokerage, trust and estate administration and investment management services. The Company's primary source of earnings is net interest income, which represents the difference between interest earned on interest-earning assets and the interest incurred on interest-bearing liabilities. The Company's 2001 year-to-date average interest-earning assets were 60.6% loans (corporate lending was 74.2% and real estate lending was 20.4% of total loans, respectively) and 39.4% investment securities and money market investments. There are no industry concentrations exceeding 10% of loans, gross, in the corporate loan portfolio. Approximately 72% of loans are to borrowers located in the metropolitan New York area. The Company has determined that it has three reportable operating segments: corporate lending, real estate lending and company-wide treasury.

The following tables provide certain information regarding the Company's operating segments for the three and nine month periods ended September 30, 2001 and 2000:

	Corporate Lending	Real Estate Lending	Company-wide Treasury	Totals
Three Months Ended September 30, 2001				
<hr/>				
Net interest income	\$7,386,074	\$3,606,566	\$5,978,522	\$16,971,162
Noninterest income	3,283,578	2,240,090	20,820	5,544,488
Depreciation and amortization	54,234	64,783	86	119,103
Segment profit	4,206,830	3,166,087	6,653,391	14,026,308
Segment assets	598,165,252	148,412,334	572,071,246	1,318,648,832
Three Months Ended September 30, 2000				
<hr/>				
Net interest income	\$8,086,055	\$3,097,145	\$4,273,097	\$15,456,297
Noninterest income	3,339,648	1,609,839	27,106	4,976,593
Depreciation and amortization	51,177	58,753	171	110,101
Segment profit	5,221,904	2,389,240	5,571,695	13,182,839
Segment assets	568,058,326	118,370,413	503,468,683	1,189,897,422

Nine Months Ended September 30, 2001

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Net interest income
\$23,098,725 \$10,553,734 \$15,976,248 \$49,628,707
Noninterest income
9,665,583 5,807,984 93,108 15,566,675
Depreciation and amortization
140,721 163,366 256 304,343
Segment profit
13,720,942 8,720,781 18,446,963 40,888,686
Segment assets
598,165,252 148,412,334 572,071,246 1,318,648,832

Nine Months Ended September 30, 2000

Net interest income
\$22,962,417 \$8,021,052 \$13,464,205 \$44,447,674
Noninterest income
8,965,153 4,712,202 103,931 13,781,286
Depreciation and amortization
140,585 156,572 511 297,668
Segment profit
13,403,039 6,705,486 17,231,994 37,340,519
Segment assets
568,058,326 118,370,413 503,468,683 1,189,897,422

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STERLING BANCORP AND SUBSIDIARIES
Notes to Consolidated Financial Statements

The following table sets forth reconciliations of net interest income, noninterest income, profits and assets of reportable operating segments to the Company's consolidated totals:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2001	2000	2001	2000

Net interest income:

Total for reportable operating segments
 \$16,971,162 \$15,456,297 \$49,628,707 \$44,447,674
 Other [1]
 463,384 570,128 1,501,012 2,150,879

Consolidated net interest income
 \$17,434,546 \$16,026,425 \$51,129,719 \$46,598,553

Noninterest income:

Total for reportable operating segments
 \$5,544,488 \$4,976,593 \$15,566,675 \$13,781,286
 Other [1]
 973,121 652,226 2,419,771 1,962,117

Consolidated noninterest income
\$6,517,609 \$5,628,819 \$17,986,446 \$15,743,403

Profit:

Total for reportable operating segments
\$14,026,308 \$13,182,839 \$40,888,686 \$37,340,519
Other [1]
(5,613,711) (5,652,591) (17,061,554) (16,477,436)

Consolidated income before income taxes
\$8,412,597 \$7,530,248 \$23,827,132 \$20,863,083

Assets:

Total for reportable operating segments
\$1,318,648,832 \$1,189,897,422 \$1,318,648,832 \$1,189,897,422
Other [1]
45,080,431 44,349,704 45,080,431 44,349,704

Consolidated assets

\$1,363,729,263 \$1,234,247,126 \$1,363,729,263 \$1,234,247,126

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

5. On September 29, 2000, the Financial Accounting Standards Board issued SFAS No. 140, Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities. SFAS No. 140 replaces SFAS No. 125 and addresses implementation issues that were identified in applying SFAS No. 125. SFAS No. 140 is effective for transfers of financial assets (including securitizations) occurring after June 30, 2001. However, the provisions of SFAS No. 140 related to the recognition and reclassification of collateral in financial statements and disclosures related to securitization transactions and collateral are effective for fiscal years ending after December 15, 2000.

In accordance with SFAS No. 140, the Company reports securities pledged as collateral separately in the consolidated balance sheets if the secured party has the right by contract or custom to sell or repledge the collateral. Securities are pledged by the Company to secure trust and public deposits, securities sold under agreements to repurchase, advances from the Federal Home Loan Bank of New York and for other purposes required or permitted by law.

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STERLING BANCORP AND SUBSIDIARIES
Notes to Consolidated Financial Statements

6. SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities, as amended, is effective January 1, 2001 for the Company, and requires the recognition of all derivatives as either assets or liabilities measured at fair value. The accounting for derivative instruments depends on the intended use of the derivative and its classification as a fair value hedge, cash flow hedge, or a hedge of foreign currency exposure.

Special hedge accounting treatment is permitted only if specific criteria are met. One requirement is that the hedging relationship be highly effective both at inception and on an ongoing basis. Hedge accounting is determined based on the type of hedge-fair value, cash flow or foreign currency hedge of a net investment in a foreign operation. Effective hedge results are recognized in current earnings for fair value hedges, in other comprehensive income for cash flow hedges and as part of the cumulative translation adjustment in other comprehensive income for foreign currency net investment hedges. Ineffective portions of hedges are recognized immediately in current earnings.

The Company adopted the provisions of SFAS No. 133 effective January 1, 2001. At adoption, the Company recorded an insignificant loss and believes that SFAS No. 133 will not have a material impact on the Company's 2001 consolidated financial statements since the only derivatives that the Company has are interest rate floor contracts with a notional amount of \$125 million.

7. In July 2001, the Financial Accounting Standards Board issued SFAS No. 141, Business Combinations, and SFAS No. 142, Goodwill and Other Intangible Assets. These Statements will change the accounting for business combinations and goodwill in two ways. First, SFAS No. 141 requires that the purchase method of accounting be used for all business combinations initiated after June 30, 2001. Second, SFAS No. 142 changes the accounting for goodwill, including goodwill recorded in past business combinations. The previous accounting principles governing goodwill generated from a business combination will cease upon adoption of SFAS No. 142. The effect of adopting these standards is not expected to have a material impact on the Company's statements of financial condition and results of operations. These standards will become effective for the Company on January 1, 2002.
8. In August 2001, the Financial Accounting Standards Board issued SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets. This statement requires one accounting model be used for long-lived assets to be disposed of by sale, whether previously held and used or newly acquired. This statement is effective for financial statements issued for fiscal years beginning after December 15, 2001. The effect of adopting this statement is not expected to have a material impact on the Company's statements of financial condition and results of operations.

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**STERLING BANCORP AND SUBSIDIARIES
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS**

The following commentary presents management's discussion and analysis of the consolidated results of operations and financial condition of Sterling Bancorp (the parent company), a bank holding company and a financial holding company as defined by the Bank Holding Company Act of 1956, as amended, and its wholly-owned subsidiaries Sterling Banking Corporation and Sterling National Bank. Sterling National Bank, which is the principal subsidiary, owns all of the outstanding shares of Sterling Factors Corporation (Factors), Sterling National Mortgage Company, Inc. (SNMC), Sterling National Servicing, Inc. (SNS-Virginia), Sterling Holding Company of Virginia, Inc. and Sterling Trade Services, Inc. Sterling Holding Company of Virginia, Inc. owns all of the outstanding shares of Sterling Real Estate Holding Company, Inc. (SREHC). Sterling Trade Services, Inc., which was formed on April 23, 2001, owns all outstanding common shares of Sterling National Asia Limited, Hong Kong, which was also formed on that date. Throughout this discussion and analysis, the term the Company refers to Sterling Bancorp and its subsidiaries and the term the bank refers to Sterling National Bank and its subsidiaries. This discussion and analysis should be read in conjunction with the Company's annual report on Form 10-K for the year ended December 31, 2000.

FORWARD-LOOKING STATEMENTS

The Company may from time to time make written or oral statements that are considered forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may include, but are not limited to, financial projections, statements of plans and objectives for future operations, estimates of future economic performance and assumptions relating thereto.

The Company may include forward-looking statements in its filings with the Securities and Exchange Commission, including this 10-Q, in reports to stockholders, in other written materials, and in statements made by officers and representatives of the Company to analysts, rating agencies, institutional investors, representatives of the media and others.

These statements are not historical facts but instead are subject to numerous assumptions, risks and uncertainties and represent only our belief regarding future events, many of which, by their nature, are inherently uncertain and outside of our control. Any forward-looking statements we may make speak only as of the date on which such statements are made. It is possible that our actual results and financial position may differ, possibly materially, from the anticipated results and financial condition indicated in or implied by these forward-looking statements.

Factors that could cause our actual results to differ, possibly materially, from those in the forward-looking statements include, but are not limited to, the following: inflation, interest rates, market and monetary fluctuations; geopolitical developments including acts of war and terrorism and their effect on economic conditions; the effects of, and changes in, trade, monetary and fiscal policies and laws, including interest rate policies of the Board of Governors of the Federal Reserve; changes, particularly declines, in general economic conditions and in the local economies in which the Company operates; the financial condition of the Company's borrowers; competitive pressures on loan and deposit pricing and demand; changes in technology and their impact on the marketing of new products and services and the acceptance of these products and services by new and existing customers; the willingness of customers to substitute competitors' products and services for the Company's products and services; the impact of changes in financial services

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laws and regulations (including laws concerning taxes, banking, securities and insurance); changes in accounting principles, policies and guidelines; the success of the Company at managing the risks involved in the foregoing as well as other risks and uncertainties detailed from time to time in press releases and other public filings. The foregoing list of important factors is not exclusive, and we will not update any forwarding-looking statement, whether written or oral, that may be made from time to time.

BUSINESS

The Company provides a wide range of financial products and services, including business and consumer loans, commercial and residential mortgage lending and brokerage, asset-based financing, accounts receivable management services, trade financing, equipment leasing, corporate and consumer deposits services, trust and estate administration, and investment management services. The Company has operations in metropolitan New York area, as well as Virginia and other mid-Atlantic states and conducts business throughout the United States.

There is intense competition in all areas in which the Company conducts its business. In addition to competing with other banks, the Company competes in most areas of its business with other financial institutions. At September 30, 2001, the bank's year-to-date average earning assets (of which loans were 59% and investment securities were 40%) represented approximately 97% of the Company's year-to-date average earning assets.

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

Results for the Three Months Ended September 30, 2001 and 2000

OVERVIEW

The Company reported net income for the three months ended September 30, 2001 of \$5.0 million, representing \$0.50 per share, calculated on a diluted basis, compared to \$4.2 million, or \$0.45 per share, calculated on a diluted basis, for the like period in 2000. This increase reflects higher net interest income and continued growth in noninterest income.

Net interest income, on a tax equivalent basis, increased to \$17.7 million for the third quarter of 2001 compared with \$16.3 million for the same period in 2000, due to higher average earning assets outstanding coupled with lower average cost of funding. The net interest margin, on a tax equivalent basis, was 6.16% for the third quarter of 2001 compared to 6.05% for the like 2000 period. The net interest margin benefitted from a decrease of 149 basis points in the average cost of funds partially offset by a decrease of 106 basis points in the average yield on earning assets. Also contributing to the improved net interest margin were increases in loans (discussed below) and growth of noninterest-bearing deposits. Average noninterest-bearing deposits for the third quarter of 2001 were \$288,279,000, up \$34,948,000 from the comparable prior year period.

Noninterest income rose to \$6.5 million for the three months ended September 30, 2001 compared to \$5.6 million for the like 2000 period principally due to continued growth in fees from mortgage banking and deposit and other services.

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INCOME STATEMENT ANALYSIS

Net Interest Income

Net interest income, which represents the difference between interest earned on interest-earning assets and interest incurred on interest-bearing liabilities, is the Company's primary source of earnings. Net interest income can be affected by changes in market interest rates as well as the level and composition of assets, liabilities and shareholders' equity. The increases (decreases) in the components of interest income and interest expense, expressed in terms of fluctuation in average volume and rate are shown on page 24. Information as to the components of interest income and interest expense and average rates is provided in the Average Balance Sheets shown on page 22.

Net interest income, on a tax equivalent basis, for the three months ended September 30, 2001 increased to \$17,699,000 from \$16,276,000 for the comparable period in 2000.

Total interest income, on a tax equivalent basis, aggregated \$23,941,000 for the third quarter of 2001 down from \$25,182,000 for the same period of 2000. The tax equivalent yield on interest earning assets was 8.38% for the three months ended September 30, 2001 compared with 9.44% for the comparable period in 2000. The decrease in interest income was due to a decrease in income earned on the Company's loan portfolio principally due to lower yields on loans primarily attributable to a lower interest rate environment on average in the 2001 period. The impact of lower yields was partially offset by increases in loan balances as the result of the continued implementation of business plans designed to increase funds employed in this asset category.

Interest earned on the loan portfolio amounted to \$16,328,000 which was down \$1,034,000 when compared to a year ago. Average loan balances amounted to \$710,986,000 which were up \$70,765,000 from the prior year period. The increase in the average loans was primarily in the commercial and industrial, leasing and real estate loan segments. The decrease in the yield on the domestic loan portfolio to 9.63% for the three months ended September 30, 2001 from 11.47% for the comparable 2000 period was primarily attributable to a lower interest rate environment on average in the 2001 period.

Interest expense on deposits decreased \$837,000 for the three months ended September 30, 2001 to \$4,831,000 from \$5,668,000 for the comparable 2000 period due to lower rates paid. Average rate paid on interest-bearing deposits was 3.09% which was 120 basis points lower than the prior year period. The decrease in average cost of deposits reflects the lower interest rate environment during the 2001 period.

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Interest expense associated with borrowed funds decreased to \$1,411,000 for the third quarter of 2001 from \$3,238,000 in the comparable 2000 period as the result of lower average balances and lower funding costs. Average amounts of borrowed funds outstanding decreased \$81,735,000 to \$137,766,000 for the three months ended September 30, 2001. The average rate paid decreased to 4.07% from 5.91% in the prior year period reflecting the lower interest rate environment during the 2001 period.

Provision for Credit Losses

Based on management's continuing evaluation of the loan portfolio (discussed under *Asset Quality* below), and principally as the result of the growth in the loan portfolios, the provision for credit losses increased to \$2,018,000 up \$539,000 when compared to the same period last year.

Noninterest Income

Noninterest income increased \$889,000 for the third quarter of 2001 from \$5,629,000 in the like 2000 period primarily as a result of increased fees from mortgage banking and deposit and other services.

Noninterest Expenses

Noninterest expenses were \$13,522,000 for the third quarter of 2001, an increase of \$875,000 when compared with the like 2000 period primarily due to increased professional fees, advertising and marketing, occupancy and various other expenses incurred to support growing levels of business activity and continued investment in the business franchise.

Results for the Nine Months Ended September 30, 2001 and 2000

OVERVIEW

The Company reported net income for the nine months ended September 30, 2001 of \$14.2 million, representing \$1.46 per share, calculated on a diluted basis, compared to \$12.1 million, or \$1.28 per share calculated on a diluted basis, for the like period in 2000. This increase reflects continued growth in both net interest income and noninterest income as explained below.

Net interest income, on a tax equivalent basis, increased to \$51.9 million for the first nine months of 2001 compared with \$47.3 million for the same period in 2000, due to higher average earning assets outstanding coupled with lower average cost of funding. The net interest margin, on a tax equivalent basis, was 6.27% for the first nine months of 2001 compared to 6.02% for the like 2000 period. The net interest margin benefitted from a decrease of 78 basis points in the average costs of funds partially offset by a 40 basis point decrease in the average yield on earning assets. Also contributing to the improved net interest margin were increases in loans (discussed below) and growth of noninterest-bearing deposits. Average noninterest-bearing deposits for the first nine months of 2001 were \$287,785,000, up \$35,285,000 from the comparable prior year period.

Noninterest income rose to \$18.0 million for the nine months ended September 30, 2001 compared to \$15.7 million for the like 2000 period principally due to growth in fees from mortgage banking, deposit services and factoring.

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INCOME STATEMENT ANALYSIS

Net Interest Income

Net interest income, which represents the difference between interest earned on interest-earning assets and interest incurred on interest-bearing liabilities, is the Company's primary source of earnings. Net interest income can be affected by changes in market interest rates as well as the level and composition of assets, liabilities and shareholders' equity. The increases (decreases) in the components of interest income and interest expense for the first nine months, expressed in terms of fluctuation in average volume and rate are shown on page 25. Information as to the components of interest income and interest expense and average rates for the first nine months is provided in the Average Balance Sheets shown on page 23.

Net interest income, on a tax equivalent basis, for the nine months ended September 30, 2001 increased \$4,590,000 to \$51,901,000 from \$47,311,000 for the comparable period in 2000.

Total interest income, on a tax equivalent basis, aggregated \$73,231,000 up \$640,000 for the first nine months of 2001 as compared to \$72,591,000 for the same period of 2000. The tax equivalent yield on interest-earning assets was 8.89% for the first nine months of 2001 compared with 9.29% for the comparable period in 2000. The increase in interest income was due to an increase in income earned on the Company's loan portfolio as a result of the continuation of management's strategy to increase funds employed in this asset category. The decrease in yield on earning assets was due to lower yields on loans primarily attributable to a lower interest rate environment on average in the 2001 period.

Interest earned on the loan portfolio amounted to \$50,343,000 up \$1,473,000 when compared to a year ago. Average loan balances amounted to \$697,871,000 up \$77,432,000 from an average of \$620,439,000 in the prior year period. The increase in the average loans, primarily in the leasing, real estate and commercial and industrial loan segments, accounted for the increase in interest earned on loans. The decrease in the yield on the domestic loan portfolio to 10.41% for the nine months ended September 30, 2001 from 11.32% for the comparable 2000 period was primarily attributable to the lower interest rate environment in the 2001 period.

Total interest expense decreased \$3,950,000 to \$21,330,000 for the first nine months of 2001 from \$25,280,000 for the comparable period in 2000. The decrease in interest expense was primarily due to lower average rates paid for interest-bearing deposits.

Interest expense on deposits decreased \$2,045,000 for the nine months ended September 30, 2001 to \$15,071,000 from \$17,116,000 for the comparable 2000 period primarily due to the decrease in the cost of funds. The average rate paid on interest-bearing deposits decreased to 3.53% in 2001 compared to 4.22% in the comparable year ago period reflecting the lower rate environment during the 2001 period.

Interest expense associated with borrowed funds decreased to \$6,259,000 for the first nine months of 2001 from \$8,164,000 in the comparable 2000 period as the result of lower rates paid for borrowed funds rates and lower average outstandings. The average rate paid decreased to 4.74% from 5.66% for the nine months ended September 30, 2001 reflecting the lower rate environment during the 2001 period. The average amount outstanding decreased \$18,373,000 to \$176,232,000 for the prior year period.

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Provision for Credit Losses

Based on management's continuing evaluation of the loan portfolio (discussed under "Asset Quality" below), and principally as the result of the growth in the loan portfolios, the provision for credit losses increased to \$5,231,000 up \$713,000 when compared to the same period last year.

Noninterest Income

Noninterest income increased \$2,243,000 for the first nine months of 2001 from \$15,743,000 in the like 2000 period primarily as a result of increased fees from mortgage banking, deposit services and factoring.

Noninterest Expense

Noninterest expenses were \$40,058,000 for the first nine months of 2001, an increase of \$3,097,000 when compared with the like 2000 period primarily due to increased advertising and marketing, professional fees, occupancy, salaries and employee benefits and various other expenses incurred to support growing levels of business activity and continued investments in the business franchise.

BALANCE SHEET ANALYSIS

Securities

The Company's securities portfolios are comprised of principally U.S. Government and U.S. Government corporation and agency guaranteed mortgage-backed securities along with other debt and equity securities. At September 30, 2001, the Company's portfolio of securities totalled \$486,037,000 of which U.S. Government and U.S. Government corporations and agencies guaranteed mortgage-backed securities having an average life of approximately 3.7 years amounted to \$439,831,000.

Securities classified as "available for sale" may be sold in the future, prior to maturity. These securities are carried at market value. Net aggregate unrealized gains or losses on these securities are included in a valuation allowance account and are shown net of taxes, as a component of shareholders' equity. The following table presents information regarding securities available for sale:

September 30, 2001	Gross Amortized Cost	Gross Unrealized Gains	Estimated Unrealized Losses	Market Value
U.S. Treasury securities	\$2,474,001	\$9,593	\$	\$2,483,594
Obligations of U.S. government corporations and agencies-mortgage-backed securities	192,371,247	4,110,713	59,386	196,422,574
Obligations of state and political institutions	34,536,245	1,459,261	386	35,995,120
Other debt securities	2,995,760	8,927	3,004,687	
Federal Reserve Bank and other equity securities	5,691,642	14,468	5,706,110	
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Total

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\$238,068,895 \$5,602,962 \$59,772 \$243,612,085

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The Company has the intent and ability to hold to maturity securities classified as held to maturity. These securities are carried at cost, adjusted for amortization of premiums and accretion of discounts. The following table presents information regarding securities held to maturity:

September 30, 2001	Carrying Value	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Market Value
Obligations of U.S. government corporations and agencies				
mortgage-backed securities	\$ 240,925,058	\$ 8,192,428	\$ 118,602	\$ 248,998,884
Debt securities issued by Foreign governments				
1,500,000 1,500,000				
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Total	\$242,425,058	\$ 8,192,428	\$ 118,602	\$ 250,498,884
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Loan Portfolio

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

The Company's commercial and industrial loan portfolio represents approximately 64% of gross loans. Loans in this category are typically made to small and medium sized businesses and range between \$250,000 and \$10 million. The primary source of repayment is from the borrower's operating profits and cash flows. Based on underwriting standards, loans may be secured in whole or in part by collateral such as liquid assets, accounts receivable, equipment, inventory or real property. The Company's real estate loan portfolio, which represents approximately 18% of gross loans, is secured by mortgages on real property located principally in the State of New York and the Commonwealth of Virginia.

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The Company's leasing portfolio, which consists of finance leases for various types of business equipment, represents approximately 14% of gross loans. The collateral securing any loan may vary in value based on market conditions.

The following table sets forth the composition of the Company's loan portfolio:

	September 30,			
	2001		2000	
	(\$ in thousands)			
	Balances	% of Gross	Balances	% of Gross
Domestic				
Commercial and industrial				
\$512,068	64.1%	\$482,297	65.9%	
Equipment lease financing				
108,125	13.5	99,463	13.6	
Real estate				
144,219	18.1	120,353	16.5	
Installment individuals				
8,488	1.1	8,665	1.2	
Loans to depository institutions				
25,000	3.1	20,000	2.7	
Foreign				
Government and official institutions				
777	0.1	777	0.1	
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Gross loan				
798,677	100.0%	731,555	100.0%	
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Unearned discounts				
15,162		12,903		
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Loans, net of unearned discounts
\$783,515 \$718,652

Asset Quality

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

The allowance for credit losses is maintained through the provision for credit losses, which is a charge to operating earnings. The adequacy of the provision and the resulting allowance for credit losses is determined by management's continuing review of the loan portfolio, including identification and review of individual problem situations that may affect the borrower's ability to repay, review of overall portfolio quality through an analysis of current charge-offs, delinquency and nonperforming loan data, estimates of the value of any underlying collateral, review of regulatory examinations, an assessment of current and expected economic conditions and changes in the size and character of the loan portfolio. The allowance reflects management's evaluation of both loans presenting identified loss potential and of the risk inherent in various components of the portfolio, including loans identified as impaired as required by SFAS No. 114. Thus, an increase in the size of the portfolio or in any of its components could necessitate an increase in the allowance even though there may not be a decline in credit quality or an increase in potential problem loans. A significant change in any of the evaluation factors described above could result in future additions to the allowance. At September 30, 2001, the allowance was \$13,469,000 and the ratio of the allowance to loans, net of unearned discounts, was 1.72%. At such date, the Company's non-accrual loans amounted to \$1,874,000; \$315,000 of such loans were judged to be impaired within the scope of SFAS No. 114 and required valuation allowances of \$100,000. Based on the foregoing, as well as management's judgment as to the current risks inherent in the loan portfolio, the Company's allowance for credit losses was deemed adequate to absorb all estimable losses on

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specifically known and other possible credit risks associated with the portfolio as of September 30, 2001. Potential problem loans, which are loans that are currently performing under present loan repayment terms but where known information about possible credit problems of borrowers cause management to have serious doubts as to the ability of the borrowers to continue to comply with the present repayment terms, aggregated \$658,000 at September 30, 2001.

Deposits

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

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

	September 30,			
	2001		2000	
	(\$ in thousands)			
	Balances	% of Total	Balances	% of Total
Domestic				
Demand	\$323,611	32.3%	\$296,696	36.6%
NOW				
99,363	9.9		69,587	8.6
Savings				
31,397	3.1		23,151	2.9
Money Market				
221,644	22.2		146,284	18.1
Time deposits				
321,823	32.2		270,853	33.4
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Total domestic deposits				
997,838	99.7		806,571	99.6
Foreign				
Time deposits				
2,975	0.3		2,895	0.4
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Total deposits
\$1,000,813 100.0% \$809,466 100.0%

Fluctuations of balances in total or among categories at any date may occur based on the Company's mix of assets and liabilities as well as on customer's balance sheet strategies. Historically, however, average balances for deposits have been relatively stable. Information regarding these average balances is presented on pages 22 and 23.

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CAPITAL

The Company and the bank are subject to risk-based capital regulations. The purpose of these regulations is to quantitatively measure capital against risk-weighted assets, including off-balance sheet items. These regulations define the elements of total capital into Tier 1 and Tier 2 components and establish minimum ratios of 4% for Tier 1 capital and 8% for Total Capital for capital adequacy purposes. Supplementing these regulations is a leverage requirement. This requirement establishes a minimum leverage ratio (at least 3% to 5%) which is calculated by dividing Tier 1 capital by adjusted quarterly average assets (after deducting goodwill). Information regarding the Company's and the bank's risk-based capital is presented on page 26. In addition, the Company and the bank are subject to the provisions of the Federal Deposit Insurance Corporation Improvement Act of 1981 (FDICIA) which imposes a number of mandatory supervisory measures. Among other matters, FDICIA established five capital categories ranging from well capitalized to critically under capitalized. Such classifications are used by regulatory agencies to determine a bank's deposit insurance premium, approval of applications authorizing institutions to increase their asset size or otherwise expand business activities or acquire other institutions and for other supervisory and regulatory purposes. Under the provisions of FDICIA a well capitalized institution must maintain minimum leverage, Tier 1 and Total Capital ratios of 5%, 6% and 10%, respectively. At September 30, 2001, the Company and the bank exceeded the requirements for well capitalized institutions. Under the provisions of the Gramm-Leach-Bliley Act of 1999, in order for the parent company to maintain its status as a financial holding company, the bank must remain well capitalized.

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STERLING BANCORP AND SUBSIDIARIES

**Average Balance Sheets [1]
Three Months Ended September 30,**

(dollars in thousands)

	2001			2000		
	Average Balance	Average Interest	Average Rate	Average Balance	Average Interest	Average Rate
ASSETS						
Interest-bearing deposits with other banks	\$4,039	\$28	2.78%	\$1,623	\$26	5.54%
Investment securities:						
Available for sale	176,281	2,855	6.48	121,864	2,051	6.60
Held to maturity	239,305	4,034	6.74	298,217	5,125	6.87
Tax-exempt [2]	34,660	641	7.34	32,962	608	7.34
Federal funds sold	6,130	55	3.51	620	10	6.49
Loans, net of unearned discounts						
Domestic [3]	710,209	16,318	9.63	639,444	17,347	11.47
Foreign	777	10				