STERLING BANCORP
Form 10-Q
August 09, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549
FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2004

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

212-757-3300
(Registrant's telephone number, including area code)

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

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

|X| Yes |_| No

Indicate by check mark whether the registrant is an accelerated filer as defined in Rule 12b-2 of the Exchange Act,
|X| Yes |_| No

As of July 31, 2004 there were 15,175,580 shares of common stock, $1.00 par value, outstanding.

STERLING BANCORP

STERLING BANCORP AND SUBSIDIARIES
Consolidated Balance Sheets

(Unaudited)

ASSETS	June 30, 2004	December 31, 2003
Cash and due from banks	$ 74,604,802	$ 63,947,72
Interest-bearing deposits with other banks	2,160,545	1,656,33
Securities available for sale	160,693,254	195,477,47
Securities available for sale - pledged	139,758,890	117,250,08
Securities held to maturity	234,151,954	203,480,17
Securities held to maturity - pledged	161,458,400	166,910,34
Total investment securities	696,062,498	683,118,07
Loans held for sale	44,457,783	40,556,38
Loans held in portfolio, net of unearned discounts	903,136,193	900,556,21
Less allowance for loan losses	15,027,815	14,458,95
Loans, net	888,108,378	886,097,26
Customers' liability under acceptances	1,066,643	953,57
Excess cost over equity in net assets of the banking subsidiary	21,158,440	21,158,44
Premises and equipment, net	10,284,889	9,226,18
Other real estate	1,033,022	829,85
Accrued interest receivable	5,256,349	5,069,42
Bank owned life insurance	22,348,999	21,872,26
Other assets	32,076,969	24,260,06
	$1,798,619,317	$1,758,745,58
LIABILITIES AND SHAREHOLDERS' EQUITY		
Deposits		
Noninterest-bearing deposits	$ 444,343,195	$ 474,091,89
Interest-bearing deposits	811,443,452	737,648,93
Total deposits	1,255,786,647	1,211,740,82
Securities sold under agreements to repurchase - customers	80,681,067	42,490,86
Securities sold under agreements to repurchase - dealers	58,616,079	51,327,94
Federal funds purchased	--	10,000,00
Commercial paper	36,200,700	28,799,05
Other short-term borrowings	15,524,830	56,871,35
Acceptances outstanding	1,066,643	953,57
Accrued expenses and other liabilities	75,717,156	77,602,88
Long-term debt	135,774,000	135,774,00
Total liabilities	1,659,367,122	1,615,560,49
Shareholders' equity		
Preferred stock, $5 par value. Authorized 644,389 shares; Series D issued 0 and 224,432 shares,respectively	--	2,244,32
Common stock, $1 par value. Authorized 20,000,000 shares; issued 16,794,483 and 16,244,549 shares, respectively	16,794,483	16,244,54
Capital surplus	145,402,844	142,393,95

Retained earnings	25,141,114	17,751,85
Accumulated other comprehensive loss, net of tax	(5,265,501)	(976,78
	182,072,940	177,657,90
Less		
Common shares in treasury at cost, 1,618,903 and 1,306,587 shares, respectively	42,297,109	33,577,84
Unearned compensation	523,636	894,97
Total shareholders' equity	139,252,195	143,185,08
	$1,798,619,317	$1,758,745,58

See Notes to Consolidated Financial Statements.

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STERLING BANCORP AND SUBSIDIARIES
Consolidated Statements of Income
(Unaudited)

	Three Months Ended June 30, 2004	Three Months Ended June 30, 2003	Six Months Ende June 30, 2004	
INTEREST INCOME				
Loans	$15,412,372	$15,380,839	$30,494,367	$30
Investment securities				
Available for sale	3,453,895	2,394,809	7,145,715	4
Held to maturity	4,677,056	5,297,940	9,383,464	10
Federal funds sold	5,794	17,926	56,136	
Deposits with other banks	3,067	3,941	7,176	
Total interest income	23,552,184	23,095,455	47,086,858	45
INTEREST EXPENSE				
Deposits	2,373,990	2,309,285	4,847,135	4
Securities sold under agreements to repurchase	365,728	383,906	681,360	
Federal funds purchased	47,553	24,293	63,443	
Commercial paper	78,597	55,418	141,359	
Other short-term borrowings	93,377	140,841	205,571	
Long-term debt	1,559,683	1,604,814	3,119,375	3
Total interest expense	4,518,928	4,518,557	9,058,243	8
Net interest income	19,033,256	18,576,898	38,028,615	36
Provision for loan losses	2,470,500	2,172,500	4,897,000	3
Net interest income after provision for loan losses	16,562,756	16,404,398	33,131,615	32
NONINTEREST INCOME				
Factoring income	1,767,472	1,410,679	3,194,341	2
Mortgage banking income	3,914,419	3,690,889	7,545,810	6

Service charges on deposit accounts	1,159,177	1,269,782	2,222,520	2
Trade finance income	518,000	588,631	1,010,807	1
Trust fees	166,038	165,051	347,735	
Other service charges and fees	480,825	531,504	955,229	
Bank owned life insurance income	243,039	277,150	476,734	
Securities gains	148,500	100,366	684,804	
Other income	327,830	81,248	511,429	
Total noninterest income	8,725,300	8,115,300	16,949,409	15
NONINTEREST EXPENSES				
Salaries and employee benefits	9,735,529	8,562,583	18,087,304	17
Occupancy expenses, net	1,085,164	1,234,531	2,310,894	2
Equipment expenses	658,105	719,575	1,414,259	1
Advertising and marketing	924,463	859,565	2,017,923	1
Professional fees	1,073,961	899,357	1,987,632	1
Data processing fees	300,483	260,022	587,943	
Stationery and printing	194,434	236,797	461,005	
Communications	391,466	405,989	798,193	
Mortgage tax expense	200,685	256,909	362,381	
Other expenses	1,499,320	1,585,383	2,729,926	2
Total noninterest expenses	16,063,610	15,020,711	30,757,460	29
Income before income taxes	9,224,446	9,498,987	19,323,564	19
Provision for income taxes	2,504,847	3,638,985	6,143,456	7
Net income	$ 6,719,599	$ 5,860,002	$13,180,108	$11
Average number of common shares outstanding				
Basic	15,332,631	14,850,210	15,234,781	14
Diluted	16,034,529	15,683,465	16,017,106	15
Earnings per average common share				
Basic	$ 0.44	$ 0.39	$ 0.87	$
Diluted	0.42	0.37	0.82	
Dividends per common share	0.19	0.15	0.38	

See Notes to Consolidated Financial Statements.

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

	Three Months Ended June 30,		Six Month June
	2004	2003	2004
Net Income	$ 6,719,599	$ 5,860,002	$ 13,180,108
Other comprehensive income, net of tax:			
Unrealized holding gains (losses) arising during the period	(4,981,422)	108,583	(3,553,842)

Reclassification adjustment for gains included in net income	(80,338)	(54,298)	(370,479)
Minimum pension liability adjustment	--	--	(364,398)
Comprehensive income	$ 1,657,839	$ 5,914,287	$ 8,891,389

See Notes to Consolidated Financial Statements.

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

	Six Months Ended June 30, 2004	Six Months Ended June 30, 2003
Preferred Stock		
Balance at January 1	$ 2,244,320	$ 2,322,060
Conversions of Series D shares	(2,244,320)	(38,370)
Balance at June 30	$ --	$ 2,283,690
Common Stock		
Balance at January 1	$ 16,244,549	$ 13,124,002
Conversions of preferred shares into common shares	428,304	5,851
Options exercised	121,630	73,579
Balance at June 30	$ 16,794,483	$ 13,203,432
Capital Surplus		
Balance at January 1	$ 142,393,959	$ 143,495,362
Conversions of preferred shares into common shares	1,816,016	32,519
Options exercised	1,192,869	1,099,847
Balance at June 30	$ 145,402,844	$ 144,627,728
Retained Earnings		
Balance at January 1	$ 17,751,859	$ 3,783,539
Net Income	13,180,108	11,706,425
Cash dividends paid - common shares	(5,790,853)	(4,474,055)
- preferred shares	--	(63,144)
Balance at June 30	$ 25,141,114	$ 10,952,765
Accumulated Other Comprehensive Income		
Balance at January 1	$ (976,782)	$ 1,330,239
Unrealized holding gains (losses) arising during the period:		
Before tax	(6,569,026)	(760,122)
Tax effect	3,015,184	348,897

Net of tax	(3,553,842)	(411,225)
Reclassification adjustment for gains: included in net income:		
Before tax	(684,804)	(196,358)
Tax effect	314,325	90,128
Net of tax	(370,479)	(106,230)
Minimum pension liability adjustment:		
Before tax	(673,563)	--
Tax effect	309,165	--
Net of tax	(364,398)	--
Balance at June 30	$ (5,265,501)	$ 812,784
Treasury Stock		
Balance at January 1	$ (33,577,847)	$ (32,400,952)
Purchase of common shares	(8,310,004)	(256,007)
Surrender of shares issued under incentive compensation plan	(409,258)	(820,779)
Balance at June 30	$ (42,297,109)	$ (33,477,738)
Unearned Compensation		
Balance at January 1	$ (894,976)	$ (1,873,926)
Amortization of unearned compensation	371,340	371,340
Balance at June 30	$ (523,636)	$ (1,502,586)
Total Shareholders' Equity		
Balance at January 1	$ 143,185,082	$ 129,780,324
Net changes during the period	(3,932,887)	7,119,751
Balance at June 30	$ 139,252,195	$ 136,900,075

See Notes to Consolidated Financial Statements.

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

	Six Months Ended June 30, 2004	2003
Operating Activities		
Net Income	$ 13,180,108	$ 11,706,42
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Provision for loan losses	4,897,000	3,963,80
Depreciation and amortization of premises and equipment	865,456	834,74

Securities gains	(684,804)	(196,35
Income from bank owned life insurance	(476,734)	(537,98
Deferred income tax benefit	(1,234,789)	(188,35
Net change in loans held for sale	(3,901,403)	(15,126,14
Amortization of unearned compensation	371,340	371,34
Amortization of premiums on securities	834,498	1,075,92
Accretion of discounts on securities	(238,570)	(715,27
Increase in accrued interest receivable	(186,926)	(106,69
Increase in accrued expenses and other liabilities	(1,885,731)	(7,473,49
Increase in other assets	(3,252,610)	(3,122,00
Other, net	(773,655)	(798,75
Net cash provided by (used in) operating activities	7,513,180	(10,312,82
Investing Activities		
Purchase of premises and equipment	(1,924,162)	(883,58
(Increase) Decrease in interest-bearing deposits with other banks	(504,207)	585,02
Decrease in Federal funds sold	--	5,000,00
Net increase in loans held in portfolio	(6,908,114)	(12,992,80
Increase in other real estate	(203,166)	(141,81
Proceeds from prepayments, redemptions or maturities of securities - held to maturity	77,816,013	114,664,37
Purchases of securities - held to maturity	(103,447,707)	(134,863,88
Proceeds from sales of securities - available for sale	47,105,146	5,846,76
Proceeds from prepayments, redemptions or maturities of securities - available for sale	49,902,606	228,127,81
Purchases of securities - available for sale	(91,485,434)	(209,722,16
Net cash used in investing activities	(29,649,025)	(4,380,27
Financing Activities		
Decrease in noninterest-bearing deposits	(29,748,695)	(16,458,68
Increase in interest-bearing deposits	73,794,522	34,360,84
Decrease in Federal funds purchased	(10,000,000)	-
Net increase in securities sold under agreements to repurchase	45,478,340	17,796,80
Decrease in commercial paper and other short-term borrowings	(33,944,884)	(17,391,40
Purchase of treasury stock	(8,310,004)	(256,00
Proceeds from exercise of stock options	1,314,499	1,173,42
Cash dividends paid on common and preferred stock	(5,790,853)	(4,537,19
Net cash provided by financing activities	32,792,925	14,687,77
Net increase (decrease) in cash and due from banks	10,657,080	(5,33
Cash and due from banks - beginning of period	63,947,722	58,173,56
Cash and due from banks - end of period	$ 74,604,802	$ 58,168,23
Supplemental disclosures:		
Interest paid	$ 8,945,095	$ 7,769,16
Income taxes paid	10,614,100	7,405,19

See Notes to Consolidated Financial Statements.

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

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 June 30, 2004 and 2003 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 prior period amounts 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, 2003. The Company effected a five-for-four stock split on September 10,2003 and paid stock dividends as follows: 20% on December 9, 2002; 10% on December 10, 2001; 10% on December 11, 2000; and 5% on December 14, 1999. Fractional shares were cashed-out and payments were made to shareholders in lieu of fractional shares. All capital and share amounts as well as basic and diluted average number of shares outstanding and earnings per average common share information for all prior reporting periods have been restated to reflect the effect of the stock split and stock dividends.

2. At June 30, 2004, the Company has a stock-based employee compensation plan, which is described more fully in Note 15 of the Company's annual report on Form 10-K for the year ended December 31, 2003. The Company accounts for this plan under the recognition and measurement principles of APB Opinion No. 25, "Accounting for Stock Issued to Employees," and related Interpretations. No stock-based employee compensation cost is reflected in net income, as all options granted under those plans had an exercise price equal to the market value of the underlying common stock on the date of grant. In accordance with Statement of Financial Accounting Standards ("SFAS") No. 148, the following table illustrates the effect on net income and earnings per average common share if the Company had applied the fair value recognition provisions of SFAS No. 123, "Accounting for Stock-Based Compensation," to the stock-based employee compensation plans.

Three Months Ended June 30,	2004	2003
Net income available for common shareholders	$ 6,719,599	$ 5,828,651
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects	(134,599)	(297,668)
Pro forma, net income	$ 6,585,000	$ 5,530,983
Earnings per average common share:		
Basic- as reported	$ 0.44	$ 0.39
Basic- pro forma	0.43	0.37
Diluted- as reported	0.42	0.37
Diluted- pro forma	0.41	0.35

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

Six Months Ended June 30,	2004	2003
Net income available for common shareholders	$13,180,108	$11,643,281
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects	(260,199)	(586,656)
Pro forma, net income	$12,919,909	$11,056,625
Earnings per average common share:		
Basic- as reported	$ 0.87	$ 0.78
Basic- pro forma	0.85	0.74
Diluted- as reported	0.82	0.74
Diluted- pro forma	0.80	0.70

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

	June 30, 2004	June 30, 2003
Loans held for sale		
Real estate-mortgage	$ 44,457,783	$ 69,811,132
Loans held in portfolio		
Commercial and industrial	$560,670,257	$490,035,642
Lease financing	180,223,253	154,600,599
Real estate-mortgage	167,778,306	141,411,118
Real estate-construction	2,341,340	2,392,639
Installment	14,734,012	11,767,941
Loans to depository institutions	--	20,000,000
Loans, gross	925,747,168	820,207,939
Less unearned discounts	22,610,975	19,229,238
Loans, net of unearned discounts	$903,136,193	$800,978,701

4. The Financial Accounting Standards Board SFAS No. 131, "Disclosures about

Segments of an Enterprise and Related Information," established standards for the way that public business enterprises report and disclose selected information about operating segments in interim financial statements provided to stockholders.

The Company provides a broad range of financial products and services, including commercial loans, asset-based financing, factoring and accounts receivable management services, trade financing, equipment leasing, corporate and consumer deposit services, commercial and residential mortgage lending and brokerage, trust and estate administration and investment management services. The Company's primary source of

earnings is net interest income, which represents the difference between interest earned on interest-earning assets and the interest incurred on interest-bearing liabilities. The Company's 2004 year-to-date average interest-earning assets were 55.0% loans (corporate lending was 72.9% and real estate lending was 24.2% of total loans, respectively) and 44.1% investment securities and money market investments. There are no industry concentrations exceeding 10% of loans, gross, in the corporate loan portfolio. Approximately 68% of loans are to borrowers located in the metropolitan New York area. In order to comply with the provisions of SFAS No. 131, the Company has determined that it has three reportable operating segments: corporate lending, real estate lending and company-wide treasury.

The following tables provide certain information regarding the Company's operating segments for the three-and six-month periods ended June 30, 2004 and 2003:

	Corporate Lending	Real Estate Lending	Company-wide Treasury
Three Months Ended June 30, 2004			
Net interest income	$ 8,692,580	$ 3,856,463	$ 6,049,927
Noninterest income	3,249,504	3,973,944	360,348
Depreciation and amortization	80,383	99,944	--
Segment income before taxes	4,264,833	4,023,196	7,338,517
Segment assets	696,664,861	255,535,670	810,705,254
Three Months Ended June 30, 2003			
Net interest income	$ 8,441,398	$ 4,175,562	$ 5,550,286
Noninterest income	3,023,464	3,762,007	402,537
Depreciation and amortization	38,472	78,136	--
Segment income before taxes	4,911,158	3,995,067	6,413,440
Segment assets	641,338,480	217,811,425	693,158,365
Six Months Ended June 30, 2004			
Net interest income	$ 17,035,596	$ 7,662,696	$ 12,450,158
Noninterest income	6,174,555	7,677,372	1,209,721
Depreciation and amortization	141,164	199,715	--
Segment income before taxes	6,891,986	8,091,804	15,244,746
Segment assets	696,664,861	255,535,670	810,705,254
Six Months Ended June 30, 2003			
Net interest income	$ 16,764,934	$ 7,927,652	$ 11,320,679

Noninterest income	6,028,036	7,067,164	779,670
Depreciation and amortization	88,637	154,392	--
Segment income before taxes	8,646,012	7,316,417	12,949,568
Segment assets	641,338,480	217,811,425	693,158,365

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 June 30,		
	2004	2003	
Net interest income:			
Total for reportable operating segments	$ 18,598,970	18,167,246	$
Other [1]	434,286	409,653	
Consolidated net interest income	$ 19,033,256	$ 18,576,898	$
Noninterest income:			
Total for reportable operating segments	$ 7,583,796	$ 7,188,008	$
Other [1]	1,141,504	927,292	
Consolidated noninterest income	$ 8,725,300	$ 8,115,300	$
Income before taxes:			
Total for reportable operating segments	$ 15,626,546	$ 15,319,665	$
Other [1]	(6,402,100)	(5,820,678)	
Consolidated income before income taxes	$ 9,224,446	$ 9,498,987	$
Assets:			
Total for reportable operating segments	$ 1,762,905,785	$ 1,552,308,270	$ 1,
Other [1]	35,713,532	28,388,355	
Consolidated assets	$ 1,798,619,317	$ 1,580,696,625	$ 1,

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

5. On December 31, 2003, the Company adopted Financial Accounting Standards Board ("FASB") Interpretation No. 46R ("FIN 46R") "Consolidation of Variable Interest Entities," which clarified certain provisions of a previously released interpretation. Under the provisions of FIN 46R, Sterling deconsolidated the issuer trust and accounts for its investment

in the trust as an asset, its junior subordinated debentures as long-term debt and the interest paid on those debentures as interest expense. As a result of the adoption of FIN 46R, the Company's prior period presentations have been restated to conform to the current presentation.

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

6. The following information is provided in connection with the sales of available for sale securities:

Three Months Ended June 30,	2004	2003
Proceeds	$10,073,504	$3,281,747
Gross Gains	148,500	100,366
Gross Losses	--	--
Six Months Ended June 30,	2004	2003
Proceeds	$47,105,146	$5,846,762
Gross Gains	684,804	196,358
Gross Losses	--	--

7. In February 2004, 224,432 Series D preferred shares were converted into 428,304 common shares.

8. The following tables set forth the disclosures required for net periodic benefit cost and net benefit cost:

	Three Months Ended June 30,		Six Months Ended Ju	
	2004	2003	2004	
COMPONENTS OF NET PERIODIC COST				
Service Cost	$ 392,495	$ 326,750	$ 803,041	$
Interest Cost	497,743	510,598	1,014,487	
Expected return on plan assets	(423,490)	(395,035)	(875,519)	
Amortization of prior service cost	19,331	19,331	38,662	
Recognized actuarial loss	217,970	228,198	427,091	
Net periodic benefit cost	704,049	689,842	1,407,762	1
Settlement gain	--	--	(1,331,190)	

Net benefit cost	$ 704,049	$ 689,842	$ 76,572	$ 1
	=========	=========	===========	===

The Company previously disclosed in its financial statements for the quarter ended March 31,2004, that it expected to contribute approximately $1,000,000 to the defined benefit pension plan in 2004. As of June 30, 2004, the expected contribution remained $1,000,000. No contribution has been made as of June 30, 2004.

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

The following commentary presents management's discussion and analysis of the financial condition and results of operations of Sterling Bancorp ("the parent company"), a financial holding company under the Gramm-Leach-Bliley Act of 1999, and its subsidiaries, principally Sterling National Bank ("the bank"). Throughout this discussion and analysis, the term "the Company" refers to Sterling Bancorp and its subsidiaries. This discussion and analysis should be read in conjunction with the consolidated financial statements and supplemental data contained elsewhere in this quarterly report and the Company's annual report on Form 10-K for the year ended December 31, 2003. Certain reclassifications have been made to prior years' financial data to conform to current financial statement presentations as well as to reflect the effect of the five-for-four stock split effected on September 10, 2003.

OVERVIEW

The Company provides a broad range of financial products and services, including business and consumer loans, commercial and residential mortgage lending and brokerage, asset-based financing, factoring/accounts receivable management services, deposit services, trade financing, equipment leasing, trust and estate administration, and investment management services. The Company has operations in New York, Virginia and North Carolina and conducts business throughout the United States. The economic conditions in these areas and throughout the United States have a significant impact on loan demand, the ability of borrowers to repay these loans and the value of any collateral securing these loans.

For the three months ended June 30, 2004, the bank's average earning assets represented approximately 97.5% of the Company's average earning assets. Loans represented 54.3% and investment securities represented 45.3% of the bank's average earning assets for the second quarter of 2004.

For the six months ended June 30, 2004, the bank's average earning assets represented approximately 97.5% of the Company's average earning assets. Loans represented 53.9% and investment securities represented 45.2% of the bank's average earning assets for the first six months of 2004.

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

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

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

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

INCOME STATEMENT ANALYSIS

Net interest income, which represents the difference between interest earned on interest-earning assets and interest incurred on interest-bearing liabilities, is the Company's primary source of earnings. Net interest income can be affected by changes in market interest rates as well as the level and composition of assets, liabilities and shareholders' equity. Net interest spread is the difference between the average rate earned, on a tax-equivalent basis, on interest-earning assets and the average rate paid on interest-bearing liabilities. The net yield on interest-earning assets ("net interest margin") is calculated by dividing tax equivalent net interest income by average interest-earnings assets. Generally, the net interest margin will exceed the net interest spread because a portion of interest-earning assets are funded by various noninterest-bearing sources, principally noninterest-bearing deposits and shareholders' equity. The increases (decreases) in the components of interest income and interest expense, expressed in terms of fluctuation in average volume and rate, are provided in the Rate/Volume Analysis shown on pages 26 and 27. Information as to the components of interest income and interest expense and average rates is provided in the Average Balance Sheets shown on pages 24 and 25.

Comparisons of the Three Months Ended June 30, 2004 and 2003

The Company reported net income for the three months ended June 30, 2004 of $6.7 million, representing $0.42 per share, calculated on a diluted basis, compared to $5.9 million, or $0.37 per share calculated on a diluted basis, for the second quarter of 2003. This increase reflects continued growth in both net interest income and noninterest income and a lower provision for income taxes, which more than offset increases in the provision for loan losses and noninterest expenses.

Net Interest Income

Net interest income on a tax equivalent basis, increased to $19.2 million for the second quarter of 2004 from $18.8 million for the 2003 period, due to higher average earning assets outstanding coupled with lower average cost of funding partially offset by a lower yield on earning assets and higher average interest-bearing deposit balances. The net interest margin, on a tax equivalent basis, was 4.75% for the second quarter of 2004 compared to 5.31% for 2003. The decrease in the net interest margin was primarily the result of the impact of the lower interest rate environment in 2004, partially offset by the impact of an increase in average investment securities and loan outstandings.

Total interest income, on a tax-equivalent basis, aggregated $23.7 million for the second quarter of 2004, up from $23.3 million for the 2003 period. The tax-equivalent yield on interest-earning assets was 5.91% for the second quarter of 2004 compared to 6.62% for the 2003 period.

Interest earned on the loan portfolio amounted to $15.4 million for the second quarter of 2004, unchanged from a year ago. Average loan balances amounted to $901.2 million, an increase of $67.0 million from an average of $834.2 million in the prior year period. The increase in the average loans (across virtually all segments of the Company's loan portfolio), primarily due to the Company's business development activities and the ongoing consolidation of banks in the Company's marketing area, accounted for the increase in interest earned on loans. The decrease in the yield on the loan portfolio to 7.02% for the second quarter of 2004 from 7.64% for 2003 was primarily attributable to the mix of outstanding balances on average among the components of the loan portfolio and the lower interest rate environment in 2004.

Interest earned on the securities portfolio, on a tax-equivalent basis, increased to $8.3 million for the second quarter of 2004 from $7.9 million in the prior year period. Average outstandings increased to $717.2 million from $593.7 in the prior year period. The average life of the securities portfolio was approximately 3.9 years at June 30, 2004 compared to 2.9 years at June 30, 2003, reflecting the impact of purchases made in the third and fourth quarters of 2003 and the first quarter of 2004. The decrease in yields on the securities portfolio reflects the impact of purchases made during the lower rate environment on average in the 2004 period and of the principal prepayments primarily in the third and fourth quarters of 2003.

Total interest expense was $4.5 million for the second quarter of 2004, unchanged from the 2003 period. An increase in average balances for interest-bearing deposits was partially offset by lower rates paid for those balances.

Interest expense on deposits increased to $2.4 million for the second quarter of 2004 from $2.3 million for the 2003 period due to an increase in average balance partially offset by a decrease in the cost of those funds. Average interest-bearing deposit balances increased to $798.3 million for the second quarter of 2004 from $676.2 in the 2003 period primarily as a result of branching initiatives and other business development activities. Average rate paid on

interest-bearing deposits was 1.20%, 17 basis points lower than the prior year period. The decrease in average cost of deposits reflects the lower interest rate environment during 2004.

Provision for Loan Losses

Based on management's continuing evaluation of the loan portfolio (discussed under "Asset Quality" below), the provision for loan losses for the second quarter of 2004 increased to $2.5 million from $2.2 million for the prior year period. Factors affecting the level of provision for loan losses included the growth in the loan portfolios, changes in general economic conditions and the amount of nonaccrural loans.

Noninterest Income

Noninterest income increased to $8.7 million for the second quarter of 2004 from $8.1 million in the 2003 period, primarily due to increased income from mortgage banking, principally the result of a change in the mix of loans sold due to a broader array of loan products and an increased focus on higher margin mortgage loans, and from factoring activities. Partially offsetting these increases were lower revenues from fees for deposit and various other services and from bank-owned life insurance program.

Noninterest Expenses

Noninterest expenses increased $1.0 million for the second quarter of 2004 when compared to the 2003 period. The increase was primarily due to investments in the Sterling franchise, including the new branches, with higher expenses related to salaries and employee benefits and professional fees.

Provision for Income Taxes

The provision for income taxes decreased to $2.5 million for the second quarter of 2004 from $3.6 in the 2003 period. The lower provision for taxes in the second quarter of 2004 was due to the resolution of certain state tax issues for tax years 1999-2001.

Comparisons of the Six Months Ended June 30, 2004 and 2003

The Company reported net income for the six months ended June 30, 2004 of $13.2 million, representing $0.82 per share, calculated on a diluted basis, compared to $11.7 million, or $0.74 per share calculated on a diluted basis, for the first six months of 2003. This increase reflects continued growth in both net interest income and noninterest income and a lower provision for income taxes, which more than offset increases in the provision for loan losses and noninterest expenses.

Net Interest Income

Net interest income on a tax equivalent basis, increased to $38.5 million for the first six months of 2004 from $37.3 million for the 2003 period, due to higher average earning assets outstanding coupled with lower average cost of funding partially offset by a lower yield on earning assets and higher average interest-bearing deposit balances. The net interest margin, on a tax equivalent basis, was 4.87% for the first six months of 2004 compared to 5.43% for 2003. The decrease in the net

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interest margin was primarily the result of the impact of the lower interest rate environment in 2004, partially offset by the impact of an increase in average investment securities and loan outstandings.

Total interest income, on a tax-equivalent basis, aggregated $47.5 million for the first six months of 2004, up from $46.2 million for the 2003 period. The tax-equivalent yield on interest-earning assets was 6.04% for the first six months of 2004 compared to 6.76% for the 2003 period.

Interest earned on the loan portfolio amounted to $30.5 million for the first six months of 2004, up $0.4 million from a year ago. Average loan balances amounted to $881.9 million, an increase of $63.3 million from an average of $818.6 million in the prior year period. The increase in the average loans (across virtually all segments of the Company's loan portfolio), primarily due to the Company's business development activities and the ongoing consolidation of banks in the Company's marketing area, accounted for the increase in interest earned on loans. The decrease in the yield on the loan portfolio to 7.22% for the first six months of 2004 from 7.77% for 2003 was primarily attributable to the mix of outstanding balances on average among the components of the loan portfolio and the lower interest rate environment in 2004.

Interest earned on the securities portfolio, on a tax-equivalent basis, increased to $16.9 million for the first six months of 2004 from $16.0 million in the prior year period. Average outstandings increased to $706.2 million from $580.9 in the prior year period. The average life of the securities portfolio was approximately 3.9 years at June 30, 2004 compared to 2.9 years at June 30, 2003, reflecting the impact of purchases made in the third and fourth quarters of 2003 and the first quarter of 2004. The decrease in yields on the securities portfolio reflects the impact of purchases made during the lower rate environment on average in the 2004 period and of the principal prepayments primarily in the third and fourth quarters of 2003.

Total interest expense increased to $9.1 million for the first six months of 2004 from $8.9 million for the 2003 period, primarily due to higher average balances for interest-bearing deposits partially offset by lower rates paid for those balances and for borrowed funds.

Interest expense on deposits increased to $4.8 million for the first six months of 2004 from $4.5 million for the 2003 period due to an increase in average balance partially offset by a decrease in the cost of those funds. Average interest-bearing deposit balances increased to $796.2 million for the first six months of 2004 from $665.8 in the 2003 period primarily as a result of branching initiatives and other business development activities. Average rate paid on interest-bearing deposits was 1.22% which was 15 basis points lower than the prior year period. The decrease in average cost of deposits reflects the lower interest rate environment during 2004.

Provision for Loan Losses

Based on management's continuing evaluation of the loan portfolio (discussed under "Asset Quality" below), the provision for loan losses for the first six months of 2004 increased to $4.9 million from $4.0 million for the prior year period. Factors

affecting the level of provision for loan losses included the growth in the loan portfolios, changes in general economic conditions and the amount of nonaccrural loans.

Noninterest Income

Noninterest income increased to $16.9 million for the first six months of 2004 from $15.6 million in the 2003 period, primarily due to increased income from mortgage banking, principally the result of a change in the mix of loans sold due to a broader array of loan products and an increased focus on higher margin mortgage loans, and from factoring activities, and gains on sales of available for sale securities. Partially offsetting these increases were lower revenues from fees for deposit and various other services and from bank-owned life insurance program.

Noninterest Expenses

Noninterest expenses increased $1.3 million for the first six months of 2004 when compared to the 2003 period. The increase was primarily due to investments in the Sterling franchise, including the new branches, with higher expenses related to salaries and employee benefits, advertising and marketing, and professional fees. These higher expenses were partially offset by a $1.3 million reduction in employee benefit costs in the first quarter of 2004 as a result of an executive relinquishing his right to receive pension payments in exchange for a life insurance policy.

Provision for Income Taxes

The provision for income taxes decreased to $6.1 million for the first six months of 2004 from $ 7.3 million in the 2003 period. The lower provision for taxes in the 2004 period was due to the resolution, during the second quarter of 2004, of certain state tax issues for tax years 1999-2001.

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 June 30, 2004, the Company's portfolio of securities totaled $696.1 million, of which U.S. government corporation and agency guaranteed mortgage-backed securities and collateralized mortgage obligations having an average life of approximately 3.9 years amounted to $625.1 million. The Company has the intent and ability to hold to maturity securities classified as "held to maturity." These securities are carried at cost, adjusted for amortization of premiums and accretion of discounts. The gross unrealized gains and losses on "held to maturity" securities were $3.6 million and $7.4 million, respectively. 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. "Available for sale" securities included gross unrealized gains of $2.5 million and gross unrealized losses of $5.9 million. Given the generally high credit quality of the portfolio, management expects to realize all of its investment upon the maturity of such instruments and thus believes that any market value impairment is temporary.

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The following table presents information regarding securities available for sale:

June 30, 2004	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	M
U.S. Treasury securities	$ 2,499,735	$ --	$ (204)	$ 2
Obligations of U.S. government corporations and agencies--mortgage-backed				

securities	177,858,734	919,515	(2,515,914)	176
Obligations of U.S. government corporations and agencies--collateralized mortgage obligations	57,570,726	--	(3,071,481)	54
Obligations of state and political institutions	29,289,067	1,255,317	--	30
Trust preferred securities	3,220,969	318,090	--	3
Other debt securities	24,993,872	--	(340,747)	24
Federal Reserve Bank and other equity securities	8,435,142	19,323	--	8
Total	$303,868,245	$ 2,512,245	$ (5,928,346)	$300

The following table presents information regarding securities held to maturity:

June 30, 2004	Carrying Value	Gross Unrealized Gains	Gross Unrealized Losses	Est M V
Obligations of U.S. government corporations and agencies-- mortgage-backed securities	$314,724,447	$ 3,518,689	$ (3,603,150)	$314
Obligations of U.S. government corporations and agencies--collateralized mortgage obligations	79,635,907	51,712	(3,821,720)	75
Debt securities issued by Foreign governments	1,250,000	--	--	1
Total	$395,610,354	$ 3,570,401	$ (7,424,870)	$391

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Loan Portfolio

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

The Company's commercial and industrial loan portfolio represents approximately 59% of all loans. Loans in this category are typically made to small and medium-sized businesses and range between $25,000 and $10 million. Sources of repayment are from the borrower's operating profits, cash flows and liquidation of pledged collateral. Based on underwriting standards, loans may be secured in whole or in part by collateral such as liquid assets, accounts receivable, equipment, inventory, and real property. The Company's real estate loan portfolio, which represents approximately 22% of all loans, is secured by mortgages on real property located principally in the states of New York and Virginia. The Company's leasing portfolio, which consists of finance leases for various types of business equipment, represents approximately 17% of all 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 loans held for sale and loans held in portfolio:

	June 30,			
	2004		2003	
	($ in thousands)			
	Balances	% of Gross	Balances	% of Gross
Domestic				
Commercial and industrial	$560,257	59.1%	$489,525	56.2%
Equipment lease financing	158,033	16.7	135,903	15.6
Real estate - mortgage	212,234	22.4	211,215	24.2
Real estate - construction	2,341	0.2	2,393	0.3
Installment - individuals	14,729	1.6	11,754	1.4
Loans to depository institutions	--	--	20,000	2.3
Loans, net of unearned discounts	$947,594	100.0%	$870,790	100.0%

Asset Quality

Intrinsic to the lending process is the possibility of loss. In times of economic slowdown, the risk of loss inherent in the Company's portfolio of loans may 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 depend on current and expected economic conditions, the financial condition of borrowers, the realization of collateral, and the credit management process.

Management views the allowance for loan losses as a critical accounting policy due to its subjectivity. The allowance for loan losses is maintained through the

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provision for loan losses, which is a charge to operating earnings. The adequacy of the provision and the resulting allowance for loan losses is determined by a management evaluation process of the loan portfolio, including identification and review of individual problem situations that may affect the borrower's ability to repay, review of overall portfolio quality through an analysis of current charge-offs, delinquency and nonperforming loan data, estimates of the value of any underlying collateral, an assessment of current and expected economic conditions and changes in the size and character of the loan portfolio. Other data utilized by management in determining the adequacy of the allowance for loan losses includes, but is not limited to, the results of regulatory reviews, the amount of, trend of and/or borrower characteristics on loans that are identified as requiring special attention as part of the credit review process, and peer group comparisons. The impact of this other data might result in an allowance which will be greater than that indicated by the evaluation process previously described. The allowance reflects management's evaluation both of loans presenting identified loss potential and of the risk inherent in various components of the loan portfolio, including loans identified as impaired as required by SFAS No. 114. Thus, an increase in the size of the portfolio or in any of its components could necessitate an increase in the allowance even though there may not be a decline in credit quality or an increase in potential problem loans. A significant change in any of the evaluation factors described above could result in future additions to the allowance. At June 30, 2004, the ratio of the allowance to loans held in portfolio, net of unearned discounts, was 1.66% and the allowance was $15.0 million. At such date, the Company's nonaccrual loans amounted to $2.8 million; $848 thousand of such loans was judged to be impaired within the scope of SFAS No. 114. Based on the foregoing, as well as management's judgment as to the current risks inherent in loans held in portfolio, the Company's allowance for loan losses was deemed adequate to absorb all reasonably anticipated losses on specifically known and other possible credit risks associated with the portfolio as of June 30, 2004. Net losses within loans held in portfolio are not statistically predictable and changes in conditions in the next twelve months could result in future provisions for loan losses varying from the level taken in the first six months of 2004. Potential problem loans, which are loans that are currently performing under present loan repayment terms but where known information about possible credit problems of borrowers causes management to have serious doubts as to the ability of the borrowers to continue to comply with the present repayment terms, aggregated $1.1 million at June 30, 2004.

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Deposits

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

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

	June 30,			
	2004		2003	
	($ in thousands)			
	Balances	% of Total	Balances	% of Total
Domestic				
Demand	$ 444,343	35.4%	$ 385,144	36.2%
NOW	134,964	10.7	120,323	11.3
Savings	31,672	2.5	27,880	2.6
Money market	204,868	16.3	164,514	15.4
Time deposits	436,939	34.8	364,183	34.2
Total domestic deposits	1,252,786	99.7	1,062,044	99.7
Foreign				

Time deposits	3,000	0.3	3,000	0.3
Total deposits	$1,255,786	100.0%	$1,065,044	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 customers' balance sheet strategies. Historically, however, average balances for deposits have been relatively stable. Information regarding these average balances is presented on pages 24 and 25.

The Company does not have any off-balance sheet arrangements that are reasonably likely to have a material current or future effect on the Company's financial condition, revenues, expenses, results of operations, liquidity or regulatory capital.

CAPITAL

The Company and the bank are subject to risk-based capital regulations which quantitatively measure capital against risk-weighted assets, including certain off-balance sheet items. These regulations define the elements of the Tier 1 and Tier 2 components of Total Capital and establish minimum ratios of 4% for Tier 1 capital and 8% for Total Capital for capital adequacy purposes. Supplementing these regulations is a leverage requirement. This requirement establishes a minimum leverage ratio (at least 3% 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 28. In addition, the bank is subject to the Federal Deposit Insurance Corporation Improvement Act of 1981 ("FDICIA") which imposes a number of mandatory supervisory measures. Among other matters, five capital categories, ranging from "well capitalized" to "critically under capitalized", are used by regulatory agencies

to determine a bank's deposit insurance premium, approval of applications authorizing institutions to increase their asset size or otherwise expand business activities or acquire other institutions. Under FDICIA, a "well capitalized" bank must maintain minimum leverage, Tier 1 and Total Capital ratios of 5%, 6% and 10%, respectively. The Federal Reserve Board applies comparable tests for holding companies such as the Company. At June 30, 2004, the Company and the bank exceeded the requirements for "well capitalized" institutions.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

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

Factors that could cause our actual results to differ materially from those in the forward-looking statements include, but are not limited to, the following: inflation, interest rates, market and monetary fluctuations; geopolitical development including acts of war and terrorism and their impact on economic conditions; the effects of, and changes in, trade, monetary and fiscal policies and laws, including interest rate policies of the Board of Governors of the Federal Reserve System; 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 product and services; the impact of changes in the financial services' 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 forward-looking statement, whether written or oral, that may be made from time to time.

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

(dollars in thousands)

	2004			
ASSETS	Average Balance	Interest	Average Rate	Av Ba
Interest-bearing deposits with other banks	$ 2,952	$ 3	0.58%	$
Securities available for sale	291,038	3,126	4.30	1
Securities held to maturity	395,637	4,676	4.73	4
Securities tax-exempt [2]	30,494	516	6.81	
Federal funds sold	2,418	7	0.95	
Loans, net of unearned discounts [3]	901,156	15,412	7.02	8
TOTAL INTEREST-EARNING ASSETS	1,623,695	23,740	5.91%	1,4
Cash and due from banks	58,365			
Allowance for loan losses	(15,597)			(
Goodwill	21,158			
Other assets	72,470			
TOTAL ASSETS	$ 1,760,091			$ 1,5
LIABILITIES AND SHAREHOLDERS' EQUITY				

Interest-bearing deposits				
Domestic				
Savings	$ 32,636	33	0.41%	$
NOW	135,345	147	0.44	1
Money market	203,133	191	0.38	1
Time	424,602	1,995	1.89	3
Foreign				
Time	3,000	8	1.10	
Total interest-bearing deposits	798,716	2,374	1.20	6
Borrowings				
Securities sold under agreements to repurchase - customers	78,753	219	1.12	
Securities sold under agreements to repurchase - dealers	50,730	146	1.16	
Federal funds purchased	17,399	47	1.10	
Commercial paper	28,323	78	1.12	
Other short-term debt	18,886	94	1.99	
Long-term debt	135,774	1,561	4.59	1
Total borrowings	329,865	2,145	2.60	3
TOTAL INTEREST-BEARING LIABILITIES	1,128,581	4,519	1.61%	9
Noninterest-bearing deposits	408,520			3
Other liabilities	81,029			
Total liabilities	1,618,130			1,4
Shareholders' equity	141,961			1
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 1,760,091			$ 1,5
Net interest income/spread		19,221	4.30%	
Net yield on interest-earning assets (margin)			4.75%	
Less: Tax equivalent adjustment		188		
Net interest income		$ 19,033		

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

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

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

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

(dollars in thousands)

	2004			
ASSETS	Average Balance	Interest	Average Rate	Av Ba
Interest-bearing deposits with other banks	$ 3,150	$ 7	0.82%	$
Securities available for sale	290,568	6,479	4.42	1
Securities held to maturity	384,888	9,384	4.88	3
Securities tax-exempt [2]	30,697	1,091	7.15	
Federal funds sold	11,703	56	0.95	
Loans, net of unearned discounts [3]	881,878	30,494	7.22	8
TOTAL INTEREST-EARNING ASSETS	1,602,884	47,511	6.04%	1,4
Cash and due from banks	62,511			
Allowance for loan losses	(15,460)			(
Goodwill	21,158			
Other assets	70,207			
TOTAL ASSETS	$ 1,741,300			$ 1,5
LIABILITIES AND SHAREHOLDERS' EQUITY				
Interest-bearing deposits				
Domestic				
Savings	$ 32,791	65	0.40%	$
NOW	134,683	301	0.45	1
Money market	206,540	561	0.55	1
Time	419,143	3,904	1.87	3
Foreign				
Time	3,000	16	1.08	
Total interest-bearing deposits	796,157	4,847	1.22	6
Borrowings				
Securities sold under agreements to repurchase - customers	77,061	430	1.12	
Securities sold under agreements to repurchase - dealers	43,677	251	1.16	
Federal funds purchased	11,653	63	1.08	
Commercial paper	25,871	141	1.10	
Other short-term debt	21,816	206	1.89	
Long-term debt	135,774	3,120	4.59	1
Total borrowings	315,852	4,211	2.67	3
TOTAL INTEREST-BEARING LIABILITIES	1,112,009	9,058	1.64%	9
Noninterest-bearing deposits	405,315			3
Other liabilities	81,082			

Total liabilities	1,598,406			1,4
Shareholders' equity	142,894			1
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 1,741,300			$ 1,5
Net interest income/spread		38,453	4.40%	
Net yield on interest-earning assets (margin)			4.87%	
Less: Tax equivalent adjustment		424		
Net interest income		$ 38,029		

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

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

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

STERLING BANCORP AND SUBSIDIARIES
Rate/Volume Analysis [1]

(in thousands)

	Increase/(Decrease) Three Months Ended June 30, 2004 to June 30, 2003		
	Volume	Rate	Net [2]
INTEREST INCOME			
Interest-bearing deposits with other banks	$ --	$ (1)	$ (1)
Securities available for sale	1,452	(365)	1,087
Securities held to maturity	(76)	(546)	(622)
Securities tax-exempt	(39)	(50)	(89)
Total investment securities	1,337	(961)	376
Federal funds sold	(8)	(3)	(11)
Loans, net of unearned discounts [3]	1,298	(1,267)	31
TOTAL INTEREST INCOME	$ 2,627	$(2,232)	$ 395

INTEREST EXPENSE			
Interest-bearing deposits			
Domestic			
Savings	$ 4	$ 6	$ 10
NOW	23	(36)	(13)
Money market	45	(54)	(9)
Time	276	(197)	79
Foreign			
Time	--	(2)	(2)
Total interest-bearing deposits	348	(283)	65
Borrowings			
Securities sold under agreements to repurchase - customers	22	(27)	(5)
Securities sold under agreements to repurchase - dealers	6	(20)	(14)
Federal funds purchased	27	(5)	22
Commercial paper	22	--	22
Other short-term debt	(49)	2	(47)
Long-term debt	(55)	11	(44)
Total borrowings	(27)	(39)	(66)
TOTAL INTEREST EXPENSE	$ 321	$ (322)	$ (1)
NET INTEREST INCOME	$ 2,306	$(1,910)	$ 396

[1] This table is presented on a tax equivalent basis.

[2] Changes in interest income and interest expense due to a combination of both volume and rate have been allocated to the change due to volume and the change due to rate in proportion to the relationship of the change due solely to each. The effect of the extra day in 2004 has been included in the change in volume.

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

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STERLING BANCORP AND SUBSIDIARIES
Rate/Volume Analysis [1]

(in thousands)

	Increase/(Decrease) Six Months Ended June 30, 2004 to June 30, 2003		
	Volume	Rate	Net [2]
INTEREST INCOME			

Interest-bearing deposits with other banks	$ (5)	$ --	$ (5)
Securities available for sale	3,094	(809)	2,285
Securities held to maturity	(110)	(1,135)	(1,245)
Securities tax-exempt	(68)	(52)	(120)
Total investment securities	2,916	(1,996)	920
Federal funds sold	26	(10)	16
Loans, net of unearned discounts [3]	2,608	(2,255)	353
TOTAL INTEREST INCOME	$ 5,545	$(4,261)	$ 1,284
INTEREST EXPENSE			
Interest-bearing deposits			
Domestic			
Savings	$ 12	$ 4	$ 16
NOW	47	(43)	4
Money market	128	58	186
Time	560	(424)	136
Foreign			
Time	--	(6)	(6)
Total interest-bearing deposits	747	(411)	336
Borrowings			
Securities sold under agreements to repurchase - customers	75	(49)	26
Securities sold under agreements to repurchase - dealers	8	(36)	(28)
Federal funds purchased	33	(6)	27
Commercial paper	22	(7)	15
Other short-term debt	(83)	(42)	(125)
Long-term debt	(108)	19	(89)
Total borrowings	(53)	(121)	(174)
TOTAL INTEREST EXPENSE	$ 694	$ (532)	$ 162
NET INTEREST INCOME	$ 4,851	$(3,729)	$ 1,122

[1] This table is presented on a tax equivalent basis.

[2] Changes in interest income and interest expense due to a combination of both volume and rate have been allocated to the change due to volume and the change due to rate in proportion to the relationship of the change due solely to each. The effect of the extra day in 2004 has been included in the change in volume.

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

Regulatory Capital and Ratios

Ratios and Minimums
(dollars in thousands)

	Actual		For Capital Adequacy Mini	
As of June 30, 2004	Amount	Ratio	Amount	Ra
Total Capital(to Risk Weighted Assets):				
The Company	$162,142	14.72%	$88,114	8
The bank	126,964	12.17	83,487	8
Tier 1 Capital(to Risk Weighted Assets):				
The Company	148,359	13.47	44,057	4
The bank	113,898	10.91	41,744	4
Tier 1 Leverage Capital(to Average Assets):				
The Company	148,359	8.53	69,557	4
The bank	113,898	6.75	67,534	4
As of December 31, 2003				
Total Capital(to Risk Weighted Assets):				
The Company	$161,593	14.88%	$86,898	8
The bank	123,092	11.85	83,130	8
Tier 1 Capital(to Risk Weighted Assets):				
The Company	148,004	13.63	43,449	4
The bank	110,086	10.59	41,565	4
Tier 1 Leverage Capital(to Average Assets):				
The Company	148,004	8.87	66,741	4
The bank	110,086	6.76	65,112	4

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

ASSET/LIIABILITY MANAGEMENT

The Company's primary earnings source is its net interest income; therefore the Company devotes significant time and has invested in resources to assist in the management of interest rate risk and asset quality. The Company's net interest income is affected by changes in market interest rates, and by the level and composition of interest-earning assets and interest-bearing liabilities. The Company's objectives in its asset/liability management are to utilize its capital effectively, to provide adequate liquidity and to enhance net interest income, without taking undue risks or subjecting the Company unduly to interest rate fluctuations.

The Company takes a coordinated approach to the management of its liquidity, capital and interest rate risk. This risk management process is governed by policies and limits established by senior management which are reviewed and approved by the Asset/Liability Committee. This committee, which is comprised of members of senior management, meets to review, among other things, economic conditions, interest rates, yield curve, cash flow projections, expected customer actions, liquidity levels, capital ratios and repricing characteristics of assets, liabilities and financial instruments.

Market Risk

Market risk is the risk of loss in a financial instrument arising from adverse changes in market indices such as interest rates, foreign exchange rates and equity prices. The Company's principal market risk exposure is interest rate risk, with no material impact on earnings from changes in foreign exchange rates or equity prices.

Interest rate risk is the exposure to changes in market interest rates. Interest rate sensitivity is the relationship between market interest rates. Interest rate sensitivity is the relationship between market interest rates and net interest income due to the repricing characteristics of assets and liabilities. The Company monitors the interest rate sensitivity of its balance sheet positions by examining its near-term sensitivity and its longer-term gap position. In its management of interest rate risk, the Company utilizes several financial and statistical tools including traditional gap analysis and sophisticated income simulation models.

A traditional gap analysis is prepared based on the maturity and repricing characteristics of interest-earning assets and interest-bearing liabilities for selected time bands. The mismatch between repricings or maturities within a time band is commonly referred to as the "gap" for that period. A positive gap (asset sensitive) where interest rate sensitive assets exceed interest rate sensitive liabilities generally will result in the net interest margin increasing in a rising rate environment and decreasing in a falling rate environment. A negative gap (liability sensitive) will generally have the opposite result on the net interest margin. However, the traditional gap analysis does not assess the relative sensitivity of assets and liabilities to changes in interest rates and other factors that could have an impact on interest rate sensitivity or net interest income. The Company utilizes the gap analysis to complement its income simulations modeling, primarily focusing on the longer-term structure of the balance sheet.

The Company's balance sheet structure is primarily short-term in nature with a substantial portion of assets and liabilities repricing or maturing within one year. The Company's gap analysis at March 30, 2004, presented on page 28, indicates that net interest income would increase during periods of rising interest rates and decrease during periods of falling interest rates, but, as mentioned above, gap analysis may not be an accurate predictor of net interest income.

As part of its interest rate risk strategy, the Company may use financial instrument derivatives to hedge the interest rate sensitivity of assets with the corresponding amortization reflected in the yield of the related balance sheet assets being hedged. The Company has written policy guidelines, approved by the Board of Directors, governing the use of financial instruments, including approved counterparties, risk limits and appropriate internal control procedures. The credit risk of derivatives arises principally from the potential for a counterparty to fail to meet its obligation to settle a contract on a timely basis.

The Company utilizes income simulation models to complement its traditional gap analysis. While the Asset/Liability Committee routinely monitors simulated net interest income sensitivity over a rolling two-year horizon, it also utilizes additional tools to monitor potential longer-term interest rate risk.

The income simulation models measure the Company's net interest income volatility or sensitivity to interest rate changes utilizing statistical techniques that allow the Company to consider various factors which impact net interest income. These factors include actual maturities, estimated cash flows, repricing characteristics, deposits growth/retention and, most importantly, the relative sensitivity of the Company's assets and liabilities to changes in market interest rates. This relative sensitivity is important to consider as the Company's core deposit base has not been subject to the same degree of interest rate sensitivity as its assets. The core deposit costs are internally managed and tend to exhibit less sensitivity to changes in interest rates than the Company's adjustable rate assets whose yields are based on external indices and generally change in concert with market interest rates.

The Company's interest rate sensitivity is determined by identifying the probable impact of changes in market interest rates on the yields on the Company's assets and the rates that would be paid on its liabilities. This modeling technique involves a degree of estimation based on certain assumptions that management believes to be reasonable. Utilizing this process, management projects the impact of changes in interest rates on net interest margin. The Company has established certain policy limits for the potential volatility of its net interest margin assuming certain levels of changes in market interest rates with the objective of maintaining a stable net interest margin under various probable rate scenarios. Management generally has maintained a risk position well within the policy limits. As of June 30, 2004, the model indicated the impact of a 200 basis point parallel and pro rata rise in rates over 12 months would approximate a 2.9% ($2.2 million) increase in net interest income, while the impact of a 200 basis point decline in rates over the same period would approximate a 5.0% ($3.8 million) decline from an unchanged rate environment.

The preceding sensitivity analysis does not represent a Company forecast and should not be relied upon as being indicative of expected operating results. These hypothetical estimates are based upon numerous assumptions including: the nature and timing of interest rate levels including yield curve shape, pre-payments on loans and securities, deposit decay rates, pricing decisions on loans and deposits, reinvestment/replacement of asset and liability cash flows, and others. While assumptions are developed based upon current economic and local market conditions, the Company cannot provide any assurances as to the predictive nature of these assumptions, including how customers preferences or competitor influences might change.

Also, as market conditions vary from those assumed in the sensitivity analysis, actual results will also differ due to: pre-payment/refinancing levels likely deviating from those assumed, the varying impact of interest rate change caps or floors on adjustable rate assets, the potential effect of changing debt service levels on customers with adjustable rate loans, depositor early withdrawals and product preference changes, and other variables. Furthermore, the sensitivity analysis does not reflect actions that the Asset/Liability Committee might take in responding to or anticipating changes in interest rates.

Liquidity Risk

Liquidity is the ability to meet cash needs arising from changes in various categories of assets and liabilities. Liquidity is constantly monitored and managed at both the parent company and the bank levels. Liquid Assets consist of cash and due from banks, interest-bearing deposits in banks and Federal funds sold and securities available for sale. Primary funding sources include core deposits, capital market funds and other money market sources. Core deposits included domestic noninterest-bearing and interest-bearing retail deposits, which historically have been relatively stable. The parent company and the bank believe that they have significant unused borrowing capacity. Contingency plans exist which we believe could be implemented on a timely basis to mitigate the impact of any dramatic change in market conditions.

While the parent company generates income from its own operations, it also depends for its cash requirements on funds maintained or generated by its subsidiaries, principally the bank. Such sources have been adequate to meet the parent company's cash requirements throughout its history.

Various legal restrictions limit the extent to which the bank can supply funds to the parent company and its nonbank subsidiaries. All national banks are limited in the payment of dividends without the approval of the Comptroller of the Currency to an amount not to exceed the net profits as defined, for the year to date combined with its retained net profits for the preceding two calendar years.

At June 30, 2004, the parent company's short-term debt, consisting principally of commercial paper used to finance ongoing current business activities, was approximately $36.2 million. The parent company had cash, interest-bearing deposits with banks and other current assets aggregating $39.6 million. The parent company also has back-up credit lines with banks of $24.0 million. Since 1979, the parent company has had no need to use the available back-up lines of credit.

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The following table sets forth information regarding the Company's obligations and commitments to make future payments under contract as of June 30, 2004:

Contractual Obligations	Total	Payments Due by Period (in thousands) Less than 1 Year	1-3 Years	4-5 Years
Long-Term Debt	$ 110,000	$ --	$ --	$ 10,00
Operating Leases	26,906	3,306	6,115	6,14
Total Contractual Cash Obligations	$ 136,906	$ 3,306	$ 6,115	$ 16,14

The following table sets forth information regarding the Company's obligations under other commercial commitments as of June 30, 2004:

Other Commercial Commitments	Total Amount Committed	Amount of Commitment Expiration Per Peri Less than 1 Year	1-3 Years	4-5 Years

			(in thousands)	
Residential loans	$ 68,884	$ 68,884	$ --	$ -
Standby Letters of Credit	31,258	28,903	2,355	-
Other Commercial Commitments	53,343	34,400	18,883	
Total Commercial Commitments	$ 153,485	$ 132,187	$ 21,238	$ -

INFORMATION AVAILABLE ON OUR WEB SITE

Our Internet address is www.sterlingbancorp.com and the investor relations section of our web site is located at www.sterlingbancorp.com/ir/investor.cfm. We make available free of charge, on or through the investor relations section of our web site, annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission.

Also posted on our web site, and available in print upon request of any shareholder to our Investor Relations Department, are the charters for our Board of Directors' Audit Committee, Compensation Committee and Corporate Governance and Nominating Committee, our Corporate Governance Guidelines, our Method for Interested Persons to Communicate with Non-Management Directors and a Code of Business Conduct and Ethics governing our directors, officers and employees. Within the time period required by the Securities and Exchange Commission and the New York Stock Exchange, we will post on our web site any amendment to the Code of Business Conduct and Ethics and any waiver applicable to our senior financial officers, as defined in the Code, or our executive officers or directors. In addition, information concerning purchases and sales of our equity securities by our executive officers and directors is posted on our web site.

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STERLING BANCORP AND SUBSIDIARIES
Interest Rate Sensitivity

To mitigate the vulnerability of earnings to changes in interest rates, the Company manages the repricing characteristics of assets and liabilities in an attempt to control net interest rate sensitivity. Management attempts to confine significant rate sensitivity gaps predominantly to repricing intervals of a year or less so that adjustments can be made quickly. Assets and liabilities with predetermined repricing dates are classified based on the earliest repricing period. Amounts are presented in thousands.

	Repricing Date			
	3 Months or Less	More than 3 Months to 1 Year	More than 1 Year to 5 Years	Over 5 Year
ASSETS				
Interest-bearing deposits				

with other banks	$ 2,161	$ --	$ --	$
Investment securities	2,700	5,559	57,810	621,5
Loans, net of unearned discounts				
Commercial and industrial	552,036	1,142	7,385	1
Loans to depository institutions	--	--	--	
Lease financing	1,681	15,898	153,179	9,4
Real estate	92,148	12,147	76,135	34,1
Installment	13,292	59	1,353	
Noninterest-earning assets and allowance for loan losses	--	--	--	
Total Assets	664,018	34,805	295,862	665,2
LIABILITIES AND SHAREHOLDERS' EQUITY				
Interest-bearing deposits				
Savings [1]	--	--	31,672	
NOW [1]	--	--	134,964	
Money market [1]	167,181	--	37,687	
Time - domestic	186,217	163,756	85,950	1,0
- foreign	1,645	1,355	--	
Securities sold u/a/r - cust	79,535	1,146	--	
Securities sold u/a/r - deal	58,616	--	--	
Federal funds purchased	--	--	--	
Commercial paper	36,201	--	--	
Other short-term borrowings	10,525	5,000	--	
Long-term borrowings - FHLB	--	--	10,000	100,0
Noninterest-bearing liabilities and shareholders' equity	--	--	--	
Total Liabilities and Shareholders' Equity	539,920	171,257	300,273	101,0
Net Interest Rate Sensitivity Gap	$ 124,098	$ (136,452)	$ (4,411)	$ 564,2
Cumulative Gap June 30, 2004	$ 124,098	$ (12,354)	$ (16,765)	$ 547,5
Cumulative Gap June 30, 2003	$ 185,460	$ 106,959	$ 61,010	$ 504,6
Cumulative Gap December 31, 2003	$ 230,662	$ 77,756	$ 46,397	$ 595,4

[1] Historically, balances in non-maturity deposit accounts have remained relatively stable despite changes in levels of interest rates. Balances are shown in repricing periods based on management's historical repricing practices and run-off experience.

ITEM 4. CONTROLS AND PROCEDURES

An evaluation was carried out under the supervision and with the participation of the Company's management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) or 15d-15(e) under the Securities Exchange Act of 1934). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the design and operation of these disclosure controls and procedures were effective as of the end of the period covered by this report. No changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934) occurred during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II - OTHER INFORMATION

Item 4. Submission of Matters to a Vote of Security Holders

(a) The Annual Meeting of Shareholders of the Company was held on April 15, 2004.

(b) The following matters were submitted to a vote of the Shareholders of the Company:

(1) Election of Directors

Nominee	Total Votes For	Total Votes Withheld
Robert Abrams	13,796,404	446,725
Joseph M. Adamko	13,695,145	547,984
Louis J. Cappelli	13,786,357	456,772
Walter Feldesman	11,241,528	3,001,601
Fernando Ferrer	13,789,952	453,177
Allan F. Hershfield	13,795,817	447,312
Henry J. Humphreys	13,747,524	495,605
John C. Millman	13,797,592	445,537
Eugene T. Rossides	13,640,863	602,266

There were no abstentions or broker nonvotes.

(2) Amendment of the Certificate of Incorporation of Sterling Bancorp to (a) increase the number of authorized common shares of Sterling Bancorp to 50,000,000 shares from 20,000,000 shares and(b) delete Section Three of Article Fifth of the Certificate of Incorporation.

Total Votes For	12,096,249
Total Votes Against	2,119,790
Total Absentions	27,090

Item 6. Exhibits and Reports on Form 8-K

(a) The following exhibits are filed as part of this report:

3. (i)(A) Amended and Restated Certificate of Incorporation filed with the State of New York Department of State, August

14, 1986 (Filed as Exhibit 3.3 to Registrant's Form 10-K for the fiscal year ended December 31, 1986 and incorporated by reference herein).

(i)(B) Certificate of Amendment of the Certificate of Incorporation filed with the State of New York Department of State, June 13, 1988 (Filed as Exhibit 3.5 to Registrant's Form 10-K for the fiscal year ended December 31, 1988 and incorporated by reference herein).

(i)(C) Certificate of Amendment of the Certificate of Incorporation filed with the State of New York Department of State, March 3, 1989 (Filed as Exhibit A to the Registrant's Form 8-A dated March 6,1989 and incorporated by reference herein).

(i)(D) Certificate of Amendment of the Certificate of Incorporation filed with the State of New York Department of State, March 5, 1993 (Filed as Exhibit 4.1 to Registrant's Form 8-K dated March 5, 1993 and incorporated by reference herein).

(i)(E) Certificate of Amendment of the Certificate of Incorporation filed with the State of New York Department of State, February 26, 2004 (Filed as Exhibit 3(i)(E) to Registrant's Form 10-K for the fiscal year ended December 31, 2003 and incorporated by reference herein.

(i)(F) The Certificate of Amendment of the Certificate of Incorporation of Sterling Bancorp filed with the State of New York Department of State, June 1, 2004.

(ii)(A) The By-Laws, as in effect on August 5,2004.

10.(i) Form of Change in Control Severance Agreement dated June 8, 2004 entered into Between the Registrant and one Executive.

11. Statement Re: Computation of Per Share Earnings

31. Certifications of the CEO and CFO pursuant to Exchange Act Rule 13a-14(a)

32. Certifications of the CEO and CFO required by Section 1350 of Chapter 63 of Title 18 of the U.S. Code

(b) Reports on Form 8-K:

In a report on Form 8-K dated April 12,2004 and filed on April 13, 2004, the Company reported under Items 9 and 12 "Results of Operations and Financial Condition and Regulation FD Disclosure", the press release announcing a conference call on April 16, 2004 to discuss the results of operations for the quarter ended March 31, 2004.

In a report on Form 8-K dated April 15, 2004 and filed on April 16, 2004, the Company reported, under Items 9 and 12 "Results of

Operations and Financial Condition and Regulation FD Disclosure", the press release announcing the results of operations for the quarter ended March 31, 2004.

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In a report on Form 8-K dated June 8, 2004 and filed on June 9, 2004, the Company reported, under Item 5. "Other Events", the press release announcing the appointment of Anthony E. Burke to the Board of Directors of both Sterling Bancorp and Sterling National Bank.

In a report on Form 8-K dated May 20, 2004 and filed on May 21, 2004, the Company reported under Item 5."Other Events" and under Item 7. "Financial Statements, Pro Forma Financial Information and Exhibits", the press release announcing the declaration of a quarterly cash dividend of $0.19 payable June 30, 2004 to shareholders of record on June 15, 2004.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

STERLING BANCORP

(Registrant)

Date 8/9/04

/s/ Louis J. Cappelli

Louis J. Cappelli
Chairman and
Chief Executive Officer

Date 8/9/04

/s/ John W. Tietjen

John W. Tietjen
Executive Vice President, Treasurer
and Chief Financial Officer

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STERLING BANCORP AND SUBSIDIARIES

EXHIBIT INDEX

Exhibit Number	Description	Incorporated Herein By Reference To	Filed Herewith

3(i)(F)	The Certificate of Amendment of the Certificate of Incorporation of Sterling Bancorp filed with the State of New York Department of State, June 1, 2004.	X	
3(ii)(A)	The By-Laws, as in effect on August 5, 2004	X	
10(i)	Form of Change in Control Severance Agreement dated June 8,2004 entered into between the Registrant and one Executive	X	
11	Statement re: Computation of Per Share Earnings	X	
31	Certifications of the CEO and CFO pursuant to Exchange Act Rule 13a-14(a)	X	
32	Certifications of the CEO and CFO required by Section 1350 of Chapter 63 of Title 18 of the U.S. Code	X	