STERLING BANCORP
Form 10-Q
November 09, 2005

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 September 30, 2005

or

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

For the transition period from ________________________ to ___________________________

Commission File Number: 1-5273-1

Sterling Bancorp

(Exact name of registrant as specified in its charter)

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

212-757-3300

(Registrant s telephone number, including area code)

N/A

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

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

x Yes o No

Indicate by check mark whether the registrant is an accelerated filer as defined in Rule 12b-2 of the Exchange Act,

x Yes o No

**As of October 31, 2005 there were 18,260,089 shares of common stock,
$1.00 par value, outstanding.**

STERLING BANCORP

STERLING BANCORP AND SUBSIDIARIES
Consolidated Balance Sheets
(Unaudited)

	September 30, 2005	December 31, 2004
ASSETS		
Cash and due from banks	$ 83,504,142	$ 48,842,418
Interest-bearing deposits with other banks	3,086,437	1,329 103
Securities available for sale (at estimated fair value; pledged: $133,584,919 in 2005 and $64,933,098 in 2004)	210,903,120	233,762,171
Securities held to maturity (pledged: $256,622,008 in 2005 and $122,309,904 in 2004) (estimated fair value: $490,103,563 in 2005 and $448,173,450 in 2004)	496,107,388	446,457,563
Total investment securities	707,010,508	680,219,734
Loans held for sale	50,136,610	37,058,673
Loans held in portfolio, net of unearned discounts	1,100,749,310	1,022,286,479
Less allowance for loan losses	16,234,273	16,328,528
Loans, net	1,084,515,037	1,005,957,951
Customers liability under acceptances	1,935,369	628,965
Excess cost over equity in net assets of the banking subsidiary	21,158,440	21,158,440
Premises and equipment, net	11,190,231	10,674,708
Other real estate	327,400	766,620
Accrued interest receivable	5,774,238	5,604,781
Bank owned life insurance	26,705,447	26,553,145
Other assets	39,787,082	32,317,224
	$ 2,035,130,941	$ 1,871,111,762
LIABILITIES AND SHAREHOLDERS EQUITY		
Deposits		
Noninterest-bearing deposits	$ 540,030,392	$ 511,307,018
Interest-bearing deposits	937,462,047	832,544,097
Total deposits	1,477,492,439	1,343,851,115
Securities sold under agreements to repurchase - customers	57,919,814	55,934,170
Securities sold under agreements to repurchase - dealers	59,894,000	33,882,000
Federal funds purchased	29,100,000	32,500,000
Commercial paper	39,402,045	25,991,038
Other short-term borrowings	21,169,041	2,517,375
Acceptances outstanding	1,935,369	628,965
Accrued expenses and other liabilities	88,993,126	91,329,506
Long-term debt	105,774,000	135,774,000
Total liabilities	1,881,679,834	1,722,408,169

Shareholders equity		
Common stock, $1 par value. Authorized 50,000,000 shares; issued 20,143,131 and 19,880,521 shares, respectively	20,143,131	19,880,521
Capital surplus	149,094,423	145,310,745
Retained earnings	36,317,106	28,664,568
Accumulated other comprehensive loss, net of tax	(4,146,620)	(1,921,060)
	201,408,040	191,934,774
Less		
Common shares in treasury at cost, 1,866,042 and 1,642,996 shares, respectively	47,868,914	42,939,969
Unearned compensation	88,019	291,212
Total shareholders equity	153,451,107	148,703,593
	$ 2,035,130,941	$ 1,871,111, 762

See Notes to Consolidated Financial Statements.

STERLING BANCORP AND SUBSIDIARIES
Consolidated Statements of Income
(Unaudited)

	Three Months Ended September 30, 2005	Three Months Ended September 30, 2004	Nine Months Ended September 30, 2005	Nine Months Ended September 30, 2004
INTEREST INCOME				
Loans	$ 21,221,500	$ 16,897,670	$ 59,075,349	$ 47,392,037
Investment securities				
Available for sale	2,309,023	3,211,403	7,277,809	10,357,118
Held to maturity	5,626,580	4,624,665	16,569,371	14,008,129
Federal funds sold	60,791	72,779	283,287	128,915
Deposits with other banks	16,160	5,902	38,261	13,078
Total interest income	29,234,054	24,812,419	83,244,077	71,899,277
INTEREST EXPENSE				
Deposits	4,953,676	3,015,262	12,491,348	7,862,397
Securities sold under agreements to repurchase	1,066,185	325,203	2,488,857	1,006,563
Federal funds purchased	209,462	9,041	387,495	72,484
Commercial paper	237,243	106,502	619,730	247,861
Other short-term borrowings	57,755	33,970	124,051	239,541
Long-term debt	1,356,940	1,559,688	4,212,205	4,679,063
Total interest expense	7,881,261	5,049,666	20,323,686	14,107,909
Net interest income	21,352,793	19,762,753	62,920,391	57,791,368
Provision for loan losses	2,508,000	2,338,500	7,162,000	7,235,500
Net interest income after provision for loan losses	18,844,793	17,424,253	55,758,391	50,555,868
NONINTEREST INCOME				
Factoring income	1,561,136	1,915,761	4,615,245	5,110,102
Mortgage banking income	4,601,005	3,846,269	13,034,852	11,392,079
Service charges on deposit accounts	1,486,342	1,258,129	3,941,596	3,480,649
Trade finance income	596,520	688,276	1,558,786	1,699,083
Trust fees	149,446	160,311	472,969	508,046
Other service charges and fees	322,906	394,754	1,006,220	1,349,983
Bank owned life insurance income	460,209	498,530	1,147,573	975,264
Securities gains		285,918	196,680	970,722
Other income	175,035	126,880	688,432	459,615
Total noninterest income	9,352,599	9,174,828	26,662,353	25,945,543
NONINTEREST EXPENSES				
Salaries	8,465,092	7,787,817	24,820,290	22,849,669
Employee benefits	2,482,452	2,464,874	6,577,315	6,720,517

Total personnel expense	10,947,544	10,252,691	31,397,605	29,570,186
Occupancy expenses, net	1,463,444	1,315,456	4,126,590	3,779,166
Equipment expenses	867,464	755,738	2,462,369	2,169,997
Advertising and marketing	937,004	974,755	3,067,397	2,992,678
Professional fees	737,415	952,253	3,702,823	2,939,885
Data processing fees	310,745	272,292	893,623	860,235
Stationery and printing	223,753	141,816	656,051	602,821
Communications	393,010	363,698	1,260,824	1,161,891
Other expenses	2,184,844	1,464,884	5,665,035	4,557,191
Total noninterest expenses	18,065,223	16,493,583	53,232,317	48,634,050
Income before income taxes	10,132,169	10,105,498	29,188,427	27,867,361
Provision for income taxes	3,858,220	3,555,324	11,091,602	9,545,652
Net income	$ 6,273,949	$ 6,550,174	$ 18,096,825	$ 18,321,709
Average number of common shares outstanding				
Basic	18,324,683	18,207,370	18,304,920	18,248,585
Diluted	18,917,332	19,025,500	18,877,569	19,113,791
Earnings per average common share				
Basic	$ 0.34	$ 0.36	$ 0.99	$ 1.00
Diluted	0.33	0.35	0.96	0.96
Dividends per common share	0.19	0.16	0.57	0.48

See Notes to Consolidated Financial Statements.

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

	Three Months Ended September 30, 2005	Three Months Ended September 30, 2004	Nine Months Ended September 30, 2005	Nine Months Ended September 30, 2004
Net Income	$ 6,273,949	$ 6,550,174	$ 18,096,825	$ 18,321,709
Other comprehensive income, net of tax:				
Unrealized holding (losses) /gains arising during the period	(1,255,031)	2,347,046	(1,608,327)	(1,206,796)
Reclassification adjustment for gains included in net income		(154,681)	(106,404)	(525,160)
Unrealized (losses) /gains supplemental pension	43,566	(29,921)	(510,829)	215,466
Comprehensive income	$ 5,062,484	$ 8,712,618	$ 15,871,265	$ 16,805,219

See Notes to Consolidated Financial Statements.

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

	Nine Months Ended September 30, 2005	2004
Preferred Stock		
Balance at January 1	$	$ 2,244,320
Conversions of Series D shares		(2,244,320)
Balance at September 30	$	$
Common Stock		
Balance at January 1	$ 19,880,521	$ 19,275,964
Conversions of preferred shares into common shares		428,304
Common shares issued under stock incentive plan	262,610	123,130
Balance at September 30	$ 20,143,131	$ 19,827,398
Capital Surplus		
Balance at January 1	$ 145,310,745	$ 141,179,832
Conversions of preferred shares into common shares		1,816,016
Common shares issued under stock incentive plan and related tax benefits	3,783,678	1,729,973
Balance at September 30	$ 149,094,423	$ 144,725,821
Retained Earnings		
Balance at January 1	$ 28,664,568	$ 16,166,517
Net Income	18,096,825	18,321,709
Cash dividends paid - common shares	(10,444,287)	(8,658,428)
Balance at September 30	$ 36,317,106	$ 25,829,798
Accumulated Other Comprehensive Income		
Balance at January 1	$ (1,921,060)	$ (1,131,803)
Unrealized holding (losses)/gains arising during the period:		
Before tax	(2,990,018)	(2,230,677)
Tax effect	1,381,691	1,023,881
Net of tax	(1,608,327)	(1,206,796)
Reclassification adjustment for gains included in net income:		
Before tax	(196,680)	(970,722)
Tax effect	90,276	445,562
Net of tax	(106,404)	(525,160)
Unrealized (losses)/gains supplemental pension:		
Before tax	(945,876)	398,273
Tax effect	435,047	(182,807)

Net of tax	(510,829)	215,466
Balance at September 30	$ (4,146,620)	$ (2,648,293)
Treasury Stock		
Balance at January 1	$ (42,939,969)	$ (33,577,847)
Purchase of common shares	(3,322,666)	(8,310,004)
Surrender of shares issued under incentive compensation plan	(1,606,279)	(409,258)
Balance at September 30	$ (47,868,914)	$ (42,297,109)
Unearned Compensation		
Balance at January 1	$ (291,212)	$ (894,976)
Amortization of unearned compensation	203,193	522,281
Balance at September 30	$ (88,019)	$ (372,695)
Total Shareholders Equity		
Balance at January 1	$ 148,703,593	$ 143,262,007
Net changes during the period	4,747,514	1,802,913
Balance at September 30	$ 153,451,107	$ 145,064,920

See Notes to Consolidated Financial Statements.

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

	Nine Months Ended September 30, 2005	Nine Months Ended September 30, 2004
Operating Activities		
Net Income	$ 18,096,825	$ 18,321,709
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Provision for loan losses	7,162,000	7,235,500
Depreciation and amortization of premises and equipment	1,505,815	1,318,157
Securities gains	(196,680)	(970,722)
Income from bank owned life insurance	(1,147,573)	(975,264)
Deferred income tax benefit	(1,034,027)	(300,878)
Net change in loans held for sale	(13,077,937)	1,746,014
Amortization of unearned compensation	203,193	522,281
Amortization of premiums on securities	758,630	1,198,486
Accretion of discounts on securities	(473,278)	(394,808)
Increase in accrued interest receivable	(169,457)	(70,917)
Decrease in accrued expenses and other liabilities	(2,336,380)	10,934,829
Increase in other assets	(4,910,163)	(5,353,733)
Other, net	305,985	861,992
Net cash provided by operating activities	4,686,953	34,072,646
Investing Activities		
Purchase of premises and equipment	(2,021,338)	(2,079,148)
Net increase in interest-bearing deposits with other banks	(1,757,334)	(1,013,176)
Net increase in loans held in portfolio	(85,719,086)	(73,608,868)
Decrease (Increase) in other real estate	439,220	(189,239)
Proceeds from prepayments, redemptions or maturities of securities - held to maturity	77,508,464	105,510,986
Purchases of securities - held to maturity	(127,413,506)	(123,394,828)
Proceeds from sales of securities - available for sale	2,932,250	73,254,718
Proceeds from prepayments, redemptions or maturities of securities - available for sale	53,354,017	84,957,982
Purchases of securities - available for sale	(36,447,371)	(130,365,143)
Net cash used in investing activities	(119,124,684)	(66,926,716)
Financing Activities		
Net increase (decrease) in noninterest-bearing deposits	28,723,374	(49,557,132)
Net increase in interest-bearing deposits	104,917,950	137,185,949
Decrease in Federal funds purchased	(3,400,000)	(10,000,000)
Net increase in securities sold under agreements to repurchase	27,997,644	9,777,016
Net increase (decrease) in commercial paper and other short-term borrowings	32,062,673	(49,608,633)
Net decrease in long-term borrowings	(30,000,000)	
Purchase of treasury stock	(3,322,666)	(8,310,004)
Proceeds from exercise of stock options	2,564,767	1,342,069
Cash dividends paid on common stock	(10,444,287)	(8,658,428)
Net cash provided by financing activities	149,099,455	22,170,837
Net increase (decrease) in cash and due from banks	34,661,724	(10,683,233)

Cash and due from banks - beginning of period	48,842,418	63,947,722
Cash and due from banks - end of period	$ 83,504,142	$ 53,264,489
Supplemental disclosures:		
Interest paid	$ 19,517,578	$ 13,800,992
Income taxes paid	13,020,100	10,869,100

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 September 30, 2005 and 2004 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 2004 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, 2004. The Company effected a six-for-five stock split on December 8, 2004 and 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 presented, reflect the effect of the stock splits and stock dividends.

2. At September 30, 2005, the Company has a stock-based employee compensation plan, which is described more fully in Note 1 and Note 15 to the consolidated financial statements in the Company s annual report on Form 10-K for the year ended December 31, 2004. The Company accounts for this plan under the recognition and measurement principles of Accounting Principles Board (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 September 30,	**2005**	**2004**
Net income available for common shareholders	$ 6,273,949	$ 6,550,174
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects	(65,577)	(59,528)
Pro forma, net income	$ 6,208,372	$ 6,490,646
Earnings per average common share:		
Basic- as reported	$ 0.34	$ 0.36
Basic- pro forma	0.34	0.36
Diluted- as reported	0.33	0.35
Diluted- pro forma	0.33	0.34

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

Nine Months Ended September 30,	2005	2004
Net income available for common shareholders	$ 18,096,825	$ 18,321,709
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects	(188,367)	(174,954)
Pro forma, net income	$ 17,908,458	$ 18,146,755
Earnings per average common share:		
Basic- as reported	$ 0.99	$ 1.00
Basic- pro forma	0.98	0.99
Diluted- as reported	0.96	0.96
Diluted- pro forma	0.95	0.95

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

	September 30,	
	2005	2004
Loans held for sale		
Real estate-mortgage	$ 50,136,610	$ 38,810,366
Loans held in portfolio		
Commercial and industrial	$ 636,289,748	$ 585,288,435
Lease financing	202,451,011	181,671,932
Real estate-residential mortgage	146,013,910	111,841,103
Real estate- commercial mortgage	118,573,523	94,705,763
Real estate-construction	2,309,103	2,329,491
Installment	11,766,058	15,270,005
Loans to depository institutions	10,000,000	
Loans held in portfolio, gross	1,127,403,353	991,106,729
Less unearned discounts	26,654,043	23,033,619
Loans held in portfolio, net of unearned discounts	$ 1,100,749,310	$ 968,073,110

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

5. 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.

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

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 2005 year-to-date average interest-earning assets were 58.5% loans (corporate lending was 66.7% and real estate lending was 29.7% of total loans, respectively) and 40.5% 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. In order to comply with 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 nine month periods ended September 30, 2005 and 2004:

	Corporate Lending	Real Estate Lending	Company-wide Treasury	Totals
Three Months Ended September 30, 2005				
Net interest income	$ 10,053,884	$ 5,928,749	$ 5,143,317	$ 21,125,950
Noninterest income	3,550,947	4,689,523	537,257	8,777,727
Depreciation and amortization	113,635	103,254	620	217,509
Segment income before taxes	5,329,839	5,636,868	5,613,007	16,579,714
Segment assets	801,394,089	367,284,929	839,492,676	2,008,171,694
Three Months Ended September 30, 2004				
Net interest income	$ 9,486,019	$ 4,125,387	$ 5,958,732	$ 19,570,138
Noninterest income	3,587,898	3,929,044	884,953	8,401,895
Depreciation and amortization	80,415	102,964	920	184,299
Segment income before taxes	5,224,737	4,327,299	6,536,387	16,088,423
Segment assets	721,671,407	286,075,699	778,890,835	1,786,637,941
Nine Months Ended September 30, 2005				
Net interest income	$ 29,521,527	$ 16,141,238	$ 16,590,184	$ 62,252,949
Noninterest income	9,674,187	13,302,619	1,741,781	24,718,587
Depreciation and amortization	304,132	282,824	1,838	588,794
Segment income before taxes	14,926,978	16,018,794	18,074,853	49,020,625
Segment assets	801,394,089	367,284,929	839,492,676	2,008,171,694
Nine Months Ended September 30, 2004				
Net interest income	$ 27,049,062	$ 11,788,083	$ 18,408,890	$ 57,246,035
Noninterest income	9,762,453	11,606,416	2,167,548	23,536,417
Depreciation and amortization	221,579	302,679	920	525,178
Segment income before taxes	13,650,937	12,534,701	20,230,073	46,415,711
Segment assets	721,671,407	286,075,699	778,890,835	1,786,637,941

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

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2005	2004	2005	2004
Net interest income:				
Total for reportable operating segments	$ 21,125,950	$ 19,570,138	$ 62,252,949	$ 57,246,035
Other [1]	226,843	192,615	667,442	545,333
Consolidated net interest income	$ 21,352,793	$ 19,762,753	$ 62,920,391	$ 57,791,368
Noninterest income:				
Total for reportable operating segments	$ 8,777,727	$ 8,401,895	$ 24,718,587	$ 23,536,417
Other [1]	574,872	772,933	1,943,766	2,409,126
Consolidated noninterest income	$ 9,352,599	$ 9,174,828	$ 26,662,353	$ 25,945,543
Income before taxes:				
Total for reportable operating segments	$ 16,579,714	$ 16,088,423	$ 49,020,625	$ 46,415,711
Other [1]	(6,447,545)	(5,982,925)	(19,832,198)	(18,548,350)
Consolidated income before income taxes	$ 10,132,169	$ 10,105,498	$ 29,188,427	$ 27,867,361
Assets:				
Total for reportable operating segments	$ 2,008,171,694	$ 1,786,637,941	$ 2,008,171,694	$ 1,786,637,941
Other [1]	26,959,247	23,670,225	26,959,247	23,670,225
Consolidated assets	$ 2,035,130,941	$ 1,810,308,166	$ 2,035,130,941	$ 1,810,308,166

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

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

Three Months Ended September 30,	**2005**	**2004**
Proceeds	$	$ 26,149,573
Gross Gains		285,918
Gross Losses		

Nine Months Ended September 30,	**2005**	**2004**
Proceeds	$ 2,932,250	$ 73,254,718
Gross Gains	196,680	970,722
Gross Losses		

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

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2005	**2004**	**2005**	**2004**
COMPONENTS OF NET PERIODIC COST				
Service Cost	$ 395,231	$ 388,090	$ 1,202,917	$ 1,191,131
Interest Cost	559,634	492,931	1,578,620	1,507,418
Expected return on plan assets	(480,328)	(417,379)	(1,365,426)	(1,292,898)
Amortization of prior service cost	18,324	19,331	56,556	57,993
Recognized actuarial loss	291,769	216,556	706,477	643,647
Net periodic benefit cost	784,630	699,529	2,179,144	2,107,291
Settlement gain				(1,331,190)
Net benefit cost	$ 784,630	$ 699,529	$ 2,179,144	$ 776,101

The Company contributed $3,000,000 to the defined benefit pension plan as of September 30, 2005.

8. SFAS No. 123R, *Share-Based Payment,* will be effective for the Company beginning January 1, 2006. SFAS No. 123R provides alternative transition methods, and the Company has not yet determined which transition method it will apply upon adoption of SFAS No. 123R. The impact on the Company s consolidated financial statements will depend on the transition method selected.

9. In May, 2005, the Financial Accounting Standards Board (FASB) issued SFAS No. 154, *Accounting Changes and Error Corrections*. This statement replaces APB Opinion No. 20, *Accounting Changes,* and SFAS No. 3*, Reporting Accounting Changes in Interim Financial Statements*, and changes the requirements for the accounting for and reporting of a change in accounting principle. This statement applies to all voluntary changes in accounting principle. It also applies to changes required by an accounting pronouncement in the unusual instance that the pronouncement does not include specific transition provisions. When a pronouncement includes specific transition provisions, those provisions should be followed. SFAS No. 154 establishes retrospective application as the required method for reporting a voluntary change in accounting principle and for adopting a new accounting pronouncement in the unusual instance that the pronouncement does not include specific transition guidance. SFAS No. 154 provides guidance for determining whether retrospective application of a change in accounting principle is impracticable and for reporting a change when retrospective application is impracticable. The reporting of a correction of an error by restating previously issued financial statements is also addressed by SFAS No. 154. SFAS No. 154 is effective for accounting changes and correction of errors made in fiscal years beginning after December 15, 2005. The Company expects to adopt SFAS No. 154 on January 1, 2006.

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, 2004. 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 six-for-five stock split effected on December 8, 2004.

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, New Jersey, Virginia and North Carolina and conducts business throughout the United States. The general state of the U.S. economy and, in particular, economic and market conditions in the metropolitan New York area have a significant impact on loan demand, the ability of borrowers to repay these loans and the value of any collateral securing these loans and may also affect deposit levels. Accordingly, future general economic conditions are a key uncertainty that management expects will materially affect the Company s results of operations.

For the three months ended September 30, 2005, the bank s average earning assets represented approximately 96.5% of the Company s average earning assets. Loans represented 58.4% and investment securities represented 41.0% of the bank s average earning assets for the three months ended September 30, 2005.

For the nine months ended September 30, 2005, the bank s average earning assets represented approximately 96.5% of the Company s average earning assets. Loans represented 57.0% and investment securities represented 42.0% of the bank s average earning assets for the nine months ended September 30, 2005.

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 27 and 28. Information as to the components of interest income and interest expense and average rates is provided in the Average Balance Sheets shown on pages 25 and 26.

Comparisons of the Three Months Ended September 30, 2005 and 2004

The Company reported net income for the three months ended September 30, 2005 of $6.3 million, representing $0.33 per share, calculated on a diluted basis, compared to $6.6 million, or $0.35 per share calculated on a diluted basis, for the third quarter of 2004. Net income benefitted from continued growth in net interest income and higher noninterest income, but these benefits were more than offset by increases in noninterest expenses, in the provision for income taxes and in the provision for loan losses.

Net Interest Income

Net interest income, on a tax-equivalent basis, increased to $21.5 million for the third quarter of 2005 from $20.0 million for the 2004 period, due to higher average earning assets outstanding coupled with higher average yield on loans partially offset by higher balances for interest-bearing deposits coupled with higher rates paid on interest-bearing deposit balances and borrowed funds. The net interest margin, on a tax-equivalent basis, was 4.76% for the third quarter of 2005 compared to 4.84% for the 2004 period. The net interest margin was affected by the higher interest rate environment in 2005 and by increases in average investment securities, loan outstandings and noninterest-bearing deposits, offset by the impact of higher average interest-bearing deposits.

Total interest income, on a tax-equivalent basis, aggregated $29.4 million for the third quarter of 2005, up from $25.0 million for the 2004 period. The tax-equivalent yield on interest-earning assets was 6.54% for the third quarter of 2005 compared to 6.11% for the 2004 period.

Interest earned on the loan portfolio amounted to $21.2 million for the third quarter of 2005, up $4.3 million from a year ago. Average loan balances amounted to $1,087.3 million, an increase of $135.4 million from an average of $951.9 million in the prior year period. The increase in 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 $2.6 million of the $4.3 million increase in interest earned on loans. The increase in the yield on the domestic loan portfolio to 8.02% for the third quarter of 2005 from 7.31% for the 2004 period was primarily attributable to the mix of average outstanding balances among the components of the loan portfolio and the higher interest rate environment in 2005.

Interest earned on the securities portfolio, on a tax-equivalent basis, increased to $8.1 million for the third quarter of 2005 from $8.0 million in the prior year period. Average outstandings increased to $719.8 million (39.6% of average earning assets for the third quarter of 2005) from $682.7 million (41.2% of average earning assets) in the prior year period. The average life of the securities portfolio was approximately 3.8 years at September 30, 2005 compared to 4.2 years at September 30, 2004, reflecting the impact of purchases. The decrease in yields on most of the securities portfolio reflects the impact of the continued flattening of the yield curve.

Total interest expense increased to $7.9 million for the third quarter of 2005 from $5.1 million for the 2004 period, primarily due to higher rates paid for interest-bearing deposits and for borrowed funds and higher average balances for interest-bearing deposits.

Interest expense on deposits increased to $5.0 million for the third quarter of 2005 from $3.0 million for the 2004 period primarily due to the higher interest rate environment in 2005, coupled with an increase in average balances, primarily for time deposits. Average rate paid on interest-bearing deposits was 2.06%

which was 65 basis points higher than the prior year period. Average interest-bearing deposit balances increased to $953.1 million for the third quarter of 2005 from $853.3 million in the 2004 period, primarily as a result of the Company s branching initiatives and other business development activities.

Interest expense on borrowings increased to $2.9 million for the third quarter of 2005 from $2.0 million for the 2004 period, primarily due to the higher interest rate environment during 2005. The average rate paid on borrowed funds was 3.71% which was 85 basis points higher than the prior year period.

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 third quarter of 2005 increased to $2.5 million from $2.3 million for the prior year period. Factors affecting the level of provision included the growth in the loan portfolios, changes in general economic conditions and the amount of nonaccrual loans.

Noninterest Income

Noninterest income increased to $9.4 million for the third quarter of 2005 from $9.2 million in the 2004 period, primarily due to higher revenues from mortgage banking activities and fees for deposit services. Partially offsetting those increases were lower gains on sales of available for sale securities and fees for factoring services.

Noninterest Expenses

Noninterest expenses increased $1.6 million for the third quarter of 2005 when compared to the 2004 period. The increase was primarily due to higher salaries and professional fees related to compliance efforts and investments in the Sterling franchise, including the new branches, with higher expenses related to salaries, equipment and occupancy costs. These increases were partially offset by a reversal of $1.0 million of litigation settlement costs originally charged to noninterest expenses in 2001. The increase in other expenses was principally due to increases in appraisal fees, credit reports, mortgage taxes, insurance and interest on potential tax liability.

Provision for Income Taxes

The provision for income taxes for the third quarter of 2005 increased to $3.9 million from $3.6 million for the prior year period, primarily due to the higher effective tax rate in 2005.

Comparisons of the Nine Months Ended September 30, 2005 and 2004

The Company reported net income for the nine months ended September 30, 2005 of $18.1 million, representing $0.96 per share, calculated on a diluted basis, compared to $18.3 million, or $0.96 per share calculated on a diluted basis, for the first nine months of 2004. Net income benefitted from continued growth in net interest income, a lower provision for loan losses and higher noninterest income, which were more than offset by increases in noninterest expenses and in the provision for income taxes.

Net Interest Income

Net interest income, on a tax-equivalent basis, increased to $63.4 million for the first nine months of 2005 from $58.4 million for the 2004 period, due to higher average earning assets outstanding coupled with higher average yield on loans partially offset by higher balances for interest-bearing deposits coupled with higher rates paid on interest-bearing deposit balances and borrowed funds. The net interest margin, on a tax-equivalent basis, was 4.92% for the first nine months of 2005, unchanged from the 2004 period. Net interest margin was affected by the higher interest rate environment in 2005 and by increases in average loan outstandings and noninterest-bearing deposits, substantially offset by the impact of higher average interest-bearing deposits.

Total interest income, on a tax-equivalent basis, aggregated $83.8 million for the first nine months of 2005, up from $72.5 million for the 2004 period. The tax-equivalent yield on interest-earning assets was 6.52% for the first nine months of 2005 compared to 6.13% for the 2004 period.

Interest earned on the loan portfolio amounted to $59.1 million for the first nine months of 2005, up $11.7 million from a year ago. Average loan balances amounted to $1,033.4 million, an increase of $128.0 million from an average of $905.4 million in the prior year period. The increase in 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 $7.1 million of the $11.7 million increase in interest earned on loans. The increase in the yield on the domestic loan portfolio to 8.04% for the first nine months of 2005 from 7.38% for the 2004 period was primarily attributable to the mix of average outstanding balances among the components of the loan portfolio and the higher interest rate environment in 2005.

Interest earned on the securities portfolio, on a tax-equivalent basis, decreased to $24.4 million for the first nine months of 2005 from $25.0 million in the prior year period. The decrease in yields on most of the securities portfolio reflects the impact of the continued flattening of the yield curve. Average outstandings increased to $715.5 million (40.5% of average earning assets for the first nine months of 2005) from $698.3 million (43.1% of average earning assets) in the prior year period. The average life of the securities portfolio was approximately 3.8 years at September 30, 2005 compared to 4.2 years at September 30, 2004, reflecting the impact of purchases.

Total interest expense increased to $20.3 million for the first nine months of 2005 from $14.1 million for the 2004 period, primarily due to higher rates paid for interest-bearing deposits and for borrowed funds and higher average balances for interest-bearing deposits.

Interest expense on deposits increased to $12.5 million for the first nine months of 2005 from $7.9 million for the 2004 period primarily due to the higher interest rate environment in 2005, coupled with an increase in average balances, primarily for time deposits. Average rate paid on interest-bearing deposits was 1.81% which was 52 basis points higher than the prior year period. Average interest-bearing deposit balances increased to $924.4 million for the first nine months of 2005 from $815.3 million in the 2004 period, primarily as a result of the Company s branching initiatives and other business development activities.

Interest expense on borrowings increased to $7.8 million for the first nine months of 2005 from $6.2 for the 2004 period, primarily due to the higher interest rate environment during 2005. The average rate paid on borrowed funds was 3.42% which was 69 basis points higher than the prior year period.

Noninterest Income

Noninterest income increased to $26.7 million for the first nine months of 2005 from $25.9 million in the 2004 period, primarily due to higher revenues from mortgage banking activities, bank owned life insurance and fees for deposit services. Partially offsetting those increases were lower gains on sales of available for sale securities and fees for factoring services.

Noninterest Expenses

Noninterest expenses increased $4.6 million for the first nine months of 2005 when compared to the 2004 period. The increase was primarily due to higher salaries and professional fees related to compliance efforts and investments in the Sterling franchise, including the new branches, with higher expenses related to salaries, equipment and occupancy costs. These increases were partially offset by a reversal during the third quarter of 2005 of $1.0 million of litigation settlement costs originally charged to noninterest expenses in 2001. The increase in other expenses was principally due to increases in appraisal fees, credit reports, mortgage taxes, insurance and interest on potential tax liability.

Provision for Income Taxes

The provision for income taxes for the first nine months of 2005 increased by $1.5 million from the 2004 period. The lower provision for taxes in the 2004 period was due primarily to the resolution, during the second quarter of 2004, of certain state tax issues for the years 1999-2001.

BALANCE SHEET ANALYSIS

Securities

The Company s securities portfolios are comprised principally of mortgage-backed securities of U.S. government corporations and government sponsored enterprises. At September 30, 2005, the Company s portfolio of securities totaled $707.0 million, of which mortgage-backed securities and collateralized mortgage obligations of U.S. government corporations and government sponsored enterprises having an average life of approximately 4.1 years amounted to $592.0 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 $1.5 million and $7.5 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 includes gross unrealized gains of $0.8 million and gross unrealized losses of $3.8 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.

The following table presents information regarding securities available for sale:

September 30, 2005	**Gross Amortized Cost**	**Gross Unrealized Gains**	**Gross Unrealized Losses**	**Market Value**
Mortgage-Backed Securities				
CMOs (Federal Home Loan Mortgage Corporation)	$ 35,374,264	$	$ 1,348,910	$ 34,025,354
Federal National Mortgage Association	58,647,440	122,940	1,056,250	57,714,130
Federal Home Loan Mortgage Corporation	49,535,706	46,899	787,574	48,795,031
Government National Mortgage Association	6,125,964	232,420	4,755	6,353,629
Total Mortgage-Backed Securities	149,683,374	402,259	3,197,489	146,888,144
Federal Home Loan Bank	14,996,818		303,068	14,693,750
Federal Farm Credit Bank	10,000,000		203,125	9,796,875
Obligations of state and political institutions	26,567,076	385,368	65,816	26,886,628
Other debt securities	5,000,000			5,000,000
Federal Reserve Bank and other equity securities	7,619,242	18,481		7,637,723
Total	$ 213,866,510	$ 806,108	$ 3,769,498	$ 210,903,120

The following table presents information regarding securities held to maturity:

September 30, 2005	**Carrying Value**	**Gross Unrealized Gains**	**Gross Unrealized Losses**	**Estimated Market Value**
Mortgage-Backed Securities				
CMOs (Federal National Mortgage Association)	$ 10,843,086	$	$ 365,230	$ 10,477,856
CMOs (Federal Home Loan Mortgage Corporation)	32,501,879		929,786	31,572,093
Federal National Mortgage Association	207,022,218	638,542	2,639,922	205,020,838
Federal Home Loan Mortgage Corporation	175,311,844	234,919	2,922,153	172,624,610
Government National Mortgage Association	19,447,078	663,115	464	20,109,729
Total Mortgage-Backed Securities	445,126,105	1,536,576	6,857,555	439,805,126
Federal Home Loan Bank	29,981,283		303,158	29,678,125
Federal Farm Credit Bank	20,000,000		379,688	19,620,312
Debt securities issued by foreign governments	1,000,000			1,000,000
Total	$ 496,107,388	$ 1,536,576	$ 7,540,401	$ 490,103,563

Loan Portfolio

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

The Company s commercial and industrial loan portfolio represents approximately 55% 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 28% 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 15% 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:

	September 30,			
	2005		2004	
	($ in thousands)			
	Balances	% of Total	Balances	% of Total
Domestic				
Commercial and industrial	$ 635,770	55.3%	$ 584,754	58.1%
Equipment lease financing	176,316	15.3	159,175	15.8
Real estate - residential mortgage	196,151	17.0	150,651	15.0
Real estate - commercial mortgage	118,574	10.3	94,706	9.4
Real estate - construction	2,309	0.2	2,329	0.2
Installment - individuals	11,766	1.0	15,268	1.5
Loans to depository institutions	10,000	0.9		
Loans, net of unearned discounts	$ 1,150,886	100.0%	$ 1,006,883	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 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 September 30, 2005, the ratio of the allowance to loans held in portfolio, net of unearned discounts, was 1.47% and the allowance was $16.2 million. At such date, the Company s nonaccrual loans amounted to $4.0 million; $0.7 million of such loans was judged to be impaired within the scope of SFAS No. 114. Loans 90 days past due and still accruing amounted to $0.8 million. Nonaccrual loans and loans 90 days past due and still accruing include leases, in the amount of $0.5 million and $0.6 million, respectively, of telecommunications equipment from a company that went into bankruptcy in July 2004. The service provider to the lessees discontinued service, resulting in the failure of certain lessees to make payments. While pursuing collection of the lease payments, past due amounts accrue. Legal action is typically commenced against lessees whose accounts are not paid within 180 days and are placed in nonaccrual status. Lessees remain unconditionally obligated to make payments. All are creditworthy and personally guaranteed; the reported delinquencies are not due to credit issues. 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 September 30, 2005. 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 nine months of 2005. 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 $2.6 million at September 30, 2005.

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,			
	2005		2004	
	($ in thousands)			
	Balances	% of Total	Balances	% of Total
Domestic				
Demand	$ 540,030	36.6%	$ 424,534	32.6%
NOW	158,660	10.7	111,868	8.6
Savings	26,939	1.8	29,488	2.3
Money market	226,202	15.3	226,655	17.4
Time deposits	522,643	35.4	503,824	38.8
Total domestic deposits	1,474,474	99.8	1,296,369	99.7
Foreign				
Time deposits	3,018	0.2	3,000	0.3
Total deposits	$ 1,477,492	100.0%	$ 1,299,369	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 25 and 26.

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 29. 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 September 30, 2005, 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 developments including acts of war and terrorism and their impact on economic conditions; the effects of, and changes in, trade, monetary and fiscal policies and laws, including interest rate policies of the 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 products 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 indicated 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.

STERLING BANCORP AND SUBSIDIARIES
Average Balance Sheets [1]
Three Months Ended September 30,
(Unaudited)
(dollars in thousands)

	2005			2004		
	Average Balance	**Interest**	**Average Rate**	**Average Balance**	**Interest**	**Average Rate**
ASSETS						
Interest-bearing deposits with other banks	$ 3,455	$ 16	1.45%	$ 3,799	$ 6	0.62%
Securities available for sale	190,371	2,055	4.32	266,551	2,885	4.33
Securities held to maturity	504,688	5,626	4.46	386,851	4,624	4.78
Securities tax-exempt [2]	24,701	416	6.68	29,267	528	7.18
Total investment securities	719,760	8,097	4.50	682,669	8,037	4.71
Federal funds sold	6,935	61	3.43	19,620	73	1.45
Loans, net of unearned discounts [3]	1,087,282	21,222	8.02	951,941	16,898	7.31
TOTAL INTEREST-EARNING ASSETS	1,817,432	29,396	6.54%	1,658,029	25,014	6.11%
Cash and due from banks	60,457			53,476		
Allowance for loan losses	(17,100)			(16,158)		
Goodwill	21,158			21,158		
Other assets	82,170			70,050		
TOTAL ASSETS	$ 1,964,117			$ 1,786,555		
LIABILITIES AND SHAREHOLDERS EQUITY						
Interest-bearing deposits						
Domestic						
Savings	$ 28,148	31	0.44%	$ 29,991	28	0.37%
NOW	143,101	278	0.77	133,357	162	0.48
Money market	247,613	873	1.40	217,612	348	0.64
Time	531,234	3,763	2.81	469,319	2,469	2.09
Foreign						
Time	3,016	8	1.42	3,000	8	1.10
Total interest-bearing deposits	953,112	4,953	2.06	853,279	3,015	1.41
Borrowings						
Securities sold under agreements to repurchase - customers	87,049	548	2.50	90,654	272	1.19
Securities sold under agreements to repurchase - dealers	57,755	518	3,56	14,910	54	1.43
Federal funds purchased	23,438	210	3.55	2,500	9	1.44

Commercial paper	34,341	237	2.74	34,394	107	1.23
Other short-term debt	6,109	58	3.75	6,293	34	2.15
Long-term debt	105,774	1,357	5.13	135,774	1,559	4.59
Total borrowings	314,466	2,928	3.71	284,525	2,035	2.86
TOTAL INTEREST-BEARING LIABILITIES	1,267,578	7,881	2.47%	1,137,804	5,050	1.77%
Noninterest-bearing deposits	461,418			424,974		
Other liabilities	82,278			83,603		
Total liabilities	1,811,274			1,646,381		
Shareholders equity	152,843			140,174		
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	$ 1,964,117			$ 1,786,555		
Net interest income/spread		21,515	4.07%		19,964	4.34%
Net yield on interest-earning assets (margin)			4.76%			4.84%
Less: Tax equivalent adjustment		162			202	
Net interest income		$ 21,353			$ 19,762	

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

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

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

STERLING BANCORP AND SUBSIDIARIES
Average Balance Sheets [1]
Nine Months Ended September 30,
(Unaudited)
(dollars in thousands)

	2005			2004		
	Average Balance	**Interest**	**Average Rate**	**Average Balance**	**Interest**	**Average Rate**
ASSETS						
Interest-bearing deposits with other banks	$ 3,000	$ 38	1.71%	$ 3,151	$ 13	0.55%
Securities available for sale	197,229	6,454	4.36	282,504	9,364	4.37
Securities held to maturity	492,838	16,569	4.48	385,548	14,008	4.84
Securities tax-exempt [2]	25,415	1,350	7.10	30,217	1,619	7.16
Total investment securities	715,482	24,373	4.54	698,269	24,991	4.75
Federal funds sold	13,810	283	2.71	14,361	129	1.18
Loans, net of unearned discounts [3]	1,033,435	59,076	8.04	905,402	47,392	7.38
TOTAL INTEREST-EARNING ASSETS	1,765,727	83,770	6.52%	1,621,183	72,525	6.13%
Cash and due from banks	61,895			59,477		
Allowance for loan losses	(17,332)			(15,694)		
Goodwill	21,158			21,158		
Other assets	80,433			70,370		
TOTAL ASSETS	$ 1,911,881			$ 1,756,494		
LIABILITIES AND SHAREHOLDERS EQUITY						
Interest-bearing deposits						
Domestic						
Savings	$ 28,583	85	0.40%	$ 31,851	93	0.39%
NOW	146,845	740	0.67	134,237	463	0.46
Money market	229,700	1,752	1.02	210,257	909	0.58
Time	516,273	9,889	2.56	435,991	6,373	1.95
Foreign						
Time	3,010	25	1.09	3,000	24	1.09
Total interest-bearing deposits	924,411	12,491	1.81	815,336	7,862	1.29
Borrowings						
Securities sold under agreements to repurchase - customers	86,540	1,302	2.01	81,625	702	1.15
Securities sold under agreements to repurchase -	50,237	1,187	3.16	34,018	305	1.20

dealers						
Federal funds purchased	15,739	388	3.25	8,580	72	1.11
Commercial paper	35,714	620	2.32	28,733	248	1.15
Other short- term debt	4,901	124	3.38	16,603	240	1.93
Long-term debt	112,074	4,212	5.01	135,774	4,679	4.59
Total borrowings	305,205	7,833	3.42	305,333	6,246	2.73
TOTAL INTEREST-BEARING LIABILITIES	1,229,616	20,324	2.21%	1,120,669	14,108	1.68%
Noninterest-bearing deposits	448,038			411,916		
Other liabilities	83,924			81,928		
Total liabilities	1,761,578			1,614,513		
Shareholders equity	150,303			141,981		
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	$ 1,911,881			$ 1,756,494		
Net interest income/spread		63,446	4.31%		58,417	4.45%
Net yield on interest-earning assets (margin)			4.92%			4.92%
Less: Tax equivalent adjustment		526			626	
Net interest income		$ 62,920			$ 57,791	

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

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

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

STERLING BANCORP AND SUBSIDIARIES
Rate/Volume Analysis [1]
(Unaudited)

(in thousands)

	Increase/ (Decrease) Three Months Ended September 30, 2005 to September 30, 2004		
	Volume	**Rate**	**Net [2]**
INTEREST INCOME			
Interest-bearing deposits with other banks	$ (1)	$ 11	$ 10
Securities available for sale	(823)	(7)	(830)
Securities held to maturity	1,333	(331)	1,002
Securities tax-exempt	(77)	(35)	(112)
Total investment securities	433	(373)	60
Federal funds sold	(66)	54	(12)
Loans, net of unearned discounts [3]	2,569	1,755	4,324
TOTAL INTEREST INCOME	$ 2,935	$ 1,447	$ 4,382
INTEREST EXPENSE			
Interest-bearing deposits			
Domestic			
Savings	$ (2)	$ 5	$ 3
NOW	13	103	116
Money market	54	471	525
Time	358	936	1,294
Foreign			
Time			
Total interest-bearing deposits	423	1,515	1,938
Borrowings			
Securities sold under agreements to repurchase - customers	(11)	287	276
Securities sold under agreements to repurchase - dealers	305	159	464
Federal funds purchased	172	29	201
Commercial paper		130	130
Other short-term debt	(1)	25	24
Long-term debt	(373)	171	(202)
Total borrowings	92	801	893

TOTAL INTEREST EXPENSE	$ 515	$ 2,316	$ 2,831
NET INTEREST INCOME	$ 2,420	$ (869)	$ 1,551

[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.

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

STERLING BANCORP AND SUBSIDIARIES
Rate/Volume Analysis [1]
(Unaudited)

(in thousands)

	Increase/ (Decrease) Nine Months Ended September 30, 2005 to September 30, 2004		
	Volume	**Rate**	**Net [2]**
INTEREST INCOME			
Interest-bearing deposits with other banks	$ (1)	$ 26	$ 25
Securities available for sale	(2,888)	(22)	(2,910)
Securities held to maturity	3,648	(1,087)	2,561
Securities tax-exempt	(255)	(14)	(269)
Total investment securities	505	(1,123)	(618)
Federal funds sold	(5)	159	154
Loans, net of unearned discounts [3]	7,092	4,592	11,684
TOTAL INTEREST INCOME	$ 7,591	$ 3,654	$ 11,245
INTEREST EXPENSE			
Interest-bearing deposits			
Domestic			
Savings	$ (10)	$ 2	$ (8)
NOW	45	232	277
Money market	89	754	843
Time	1,290	2,226	3,516
Foreign			
Time	1		1
Total interest-bearing deposits	1,415	3,214	4,629
Borrowings			
Securities sold under agreements to repurchase - customers	42	558	600
Securities sold under agreements to repurchase - dealers	199	683	882
Federal funds purchased	95	221	316
Commercial paper	71	301	372
Other short-term debt	(231)	115	(116)
Long-term debt	(873)	406	(467)
Total borrowings	(697)	2,284	1,587
TOTAL INTEREST EXPENSE	$ 718	$ 5,498	$ 6,216

NET INTEREST INCOME	$ 6,873	$ (1,844)	$ 5,029

[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 earned.

STERLING BANCORP AND SUBSIDIARIES
Regulatory Capital and Ratios

Ratios and Minimums
(dollars in thousands)

	Actual		For Capital Adequacy Minimum		To Be Well Capitalized	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
As of September 30, 2005						
Total Capital (to Risk Weighted Assets) :						
The Company	$ 177,523	13.80%	$102,924	8.00%	$ 128,656	10.00%
The bank	140,193	11.53	97,248	8.00	121,560	10.00
Tier 1 Capital (to Risk Weighted Assets) :						
The Company	161,439	12.55	51,462	4.00	77,193	6.00
The bank	124,996	10.28	48,624	4.00	72,936	6.00
Tier 1 Leverage Capital (to Average Assets) :						
The Company	161,439	8.31	77,718	4.00	97,148	5.00
The bank	124,996	6.68	74,860	4.00	93,575	5.00
As of December 31, 2004						
Total Capital (to Risk Weighted Assets) :						
The Company	$ 169,226	14.35%	$ 94,334	8.00%	$ 117,917	10.00%
The bank	129,267	11.56	89,466	8.00	111,832	10.00
Tier 1 Capital (to Risk Weighted Assets) :						
The Company	154,467	13.10	47,167	4.00	70,750	6,00
The bank	115,262	10.31	44,733	4.00	67,099	6.00
Tier 1 Leverage Capital (to Average Assets) :						
The Company	154,467	8.49	72,792	4.00	90,990	5.00
The bank	115,262	6.56	70,270	4,00	87,837	5.00

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK
ASSET/LIABILITY 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 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 September 30, 2005, presented on page 35, 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 asset/liability management program, the Company may use interest rate floors or swaps to reduce its sensitivity to interest rate fluctuations. The Company has written policy guidelines, approved by the Board of Directors, governing the use of off-balance sheet 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.

During the third quarter of 2005, the Company entered into two interest rate floor agreements with notional amounts of $50,000,000 each and maturities of September 14, 2007 and September 14, 2008, respectively. Interest rate floor contracts require the counterparty to pay the Company at specified future dates the amount, if any, by which the specified interest (prime rate) falls below the fixed floor rates, applied to the notional amounts. The Company utilizes these financial instruments to adjust its interest rate risk position without exposing itself to principal risk and funding requirements. These financial instruments are being used as part of the Company s interest rate risk management and not for trading purposes. At September 30, 2005, all counterparties have investment grade credit ratings from the major rating agencies. Each counterparty is specifically approved for applicable credit exposure.

The interest rate floor contracts require the Company to pay a fee for the right to receive a fixed interest payment. The Company paid up front premiums of $141,250. At September 30, 2005, there were no amounts receivable under these contracts.

The interest rate floor agreements were not designated as hedges for accounting purposes and therefore changes in the fair values of the instruments are required to be recognized as income or expense in our financial statements. At September 30, 2005 the aggregate fair value of the interest rate floors was $57,314; $83,936 was charged to other expenses .

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 September 30, 2005, the model indicated the impact of a 200 basis point parallel and pro rata rise in rates over 12 months would approximate a 1.8% ($1.6 million) increase in net interest income, while the impact of a 200 basis point decline in rates over the same period would approximate a 2.2% ($1.9 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 customer 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.

The shape of the yield curve can cause downward pressure on net interest income. In general, if and to the extent that the yield curve is flatter (i.e., the differences between interest rates for different maturities are relatively smaller) than previously anticipated, then the yield on the Company s interest-earning assets and its cash flows will tend to be lower. Management believes that a relatively flat yield curve shape could adversely affect the Company s results in 2005.

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 include 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 September 30, 2005, the parent company s short-term debt, consisting principally of commercial paper used to finance ongoing current business activities, was approximately $39.4 million. The parent company had cash, interest-bearing deposits with banks and other current assets aggregating $34.0 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.

The following table sets forth information regarding the Company s obligations and commitments to make future payments under contract as of September 30, 2005:

	Payments Due by Period				
Contractual Obligations	**Total**	**Less than 1 Year**	**1-3 Years**	**4-5 Years**	**After 5 Years**
	(in thousands)				
Long-Term Debt	$ 105,774	$	$ 35,774	$	$ 70,000
Operating Leases	27,142	3,462	6,787	5,549	11,344
Total Contractual Cash Obligations	$ 132,916	$ 3,462	$ 42,561	$ 5,549	$ 81,344

The following table sets forth information regarding the Company s obligations under other commercial commitments as of September 30, 2005:

	Amount of Commitment Expiration Per Period				
Other Commercial Commitments	**Total Amount Committed**	**Less than 1 Year**	**1-3 Years**	**4-5 Years**	**After 5 Years**
	(in thousands)				
Residential Loans	$ 26,830	$ 26,830	$	$	$
Commercial Loans	19,123	6,470	10,647	2,006	
Total Loans	45,953	33,300	10,647	2,006	
Standby Letters of Credit	25,883	24,152	1,731		
Other Commercial Commitments	14,947	14,748			199
Total Commercial Commitments	$ 86,783	$ 72,200	$ 12,378	$ 2,006	$ 199

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.

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 Years	Nonrate Sensitive	Total
ASSETS						
Interest-bearing deposits with other banks	$ 3,086	$	$	$	$	$ 3,086
Federal funds sold						
Investment securities	10,396	19,743	154,001	515,233	7,638	707,011
Loans, net of unearned discounts						
Commercial and industrial	587,946	15,509	26,766	6,068	(519)	635,770
Loans to depository institutions	10,000					10,000
Lease financing	14,345	13,358	163,433	11,315	(26,135)	176,316
Real estate	104,163	12,324	161,969	38,578		317,034
Installment	11,766					11,766
Noninterest-earning assets and allowance for loan losses					174,148	174,148
Total Assets	741,702	60,934	506,169	571,194	155,132	2,035,131
LIABILITIES AND SHAREHOLDERS EQUITY						
Interest-bearing deposits						
Savings [1]			26,939			26,939
NOW [1]			158,660			158,660
Money market [1]	185,163		41,039			226,202
Time - domestic	227,747	224,104	70,731	61		522,643
- foreign	1,373	1,645				3,018
Securities sold u/a/r - cust	57,920					57,920
Securities sold u/a/r - deal	59,894					59,894
Federal funds purchased	29,100					29,100
Commercial paper	39,402					39,402
Other short-term borrowings	21,169					21,169
Long-term borrowings - FHLB			10,000	70,000	25,774	105,774
Noninterest-bearing liabilities and shareholders equity					784,410	784,410
Total Liabilities and Shareholders Equity	621,768	225,749	307,369	70,061	810,184	2,035,131
Net Interest Rate Sensitivity Gap	$ 119,934	$ (164,815)	$ 198,800	$ 501,133	$ (655,052)	$

Cumulative Gap September 30, 2005	$ 119,934	$ (44,881)	$ 153,919	$ 655,052	$	$
Cumulative Gap September 30, 2004	$ 194,162	$ 52, 113	$ 71,052	$ 570, 573	$	$
Cumulative Gap December 31, 2004	$ 250,603	$ 160,810	$ 187,606	663,246	$	$

[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

Changes in internal control over financial reporting

The management of the Company is responsible for establishing and maintaining effective internal control over financial reporting. The Company s internal control system was designed to provide reasonable assurance to the Company s management and Board of Directors regarding the preparation and fair presentation of published financial statements.

As previously reported, the management of the Company assessed the effectiveness of the Company s internal control over financial reporting as of December 31, 2004. In making its assessment of internal control over financial reporting, management used the criteria issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control Integrated Framework*. In connection with this assessment, the following material weakness in internal control over financial reporting (as such term is defined in Public Company Accounting Oversight Board Auditing Standard No. 2) was identified: As of December 31, 2004, the Company did not employ sufficient personnel with adequate technical skills relative to accounting for Company-owned split-dollar life insurance policies on the lives of certain officers of the Company. As a result of this deficiency, employee benefits expense in prior periods was materially misstated. Accordingly, the Company restated its audited consolidated financial statements for the years ended December 31, 2002 and 2003, and its unaudited condensed financial information for the three months ended March 31, 2003 and 2004, the three months and six months ended June 30, 2003 and 2004, and the three months and nine months ended September 30, 2003 and 2004, to reflect the correction of the errors in the Company s accounting for split-dollar life insurance policies. As a result of the material weakness described above, the Company s management concluded that, as of December 31, 2004, the Company s internal control over financial reporting was not effective based on the criteria in *Internal Control Integrated Framework.*

As previously reported, the Company has implemented several changes in its internal control over financial reporting. During the first quarter of 2005, the Company developed and implemented procedures for quarterly expensing of premiums paid or prepaid for split-dollar life insurance policies on the lives of certain officers of the Company, retained actuarial assistance in determining the appropriate amounts to be expensed in respect of the Company s obligations to pay future premiums on split-dollar life insurance policies issued as part of a transaction in which an officer relinquishes his right to receive pension payments in exchange for the insurance policy and in respect of the Company s obligations to pay future post-retirement premiums on certain split-dollar life insurance policies, and retained life insurance consultants for assistance in determining the appropriate amounts to be credited in respect of increases in the cash surrender values of these various policies. During the second quarter of 2005, the Company enhanced its staffing by hiring an additional person with expertise in generally accepted accounting principles.

In developing and implementing these procedures and changes in its internal control over financial reporting, the Company s control objective is to account for split-dollar life insurance policies in accordance with generally accepted accounting principles. In connection with the preparation of its unaudited consolidated financial statements for the three months and nine months ended September 30, 2005, the Company conducted tests of these procedures and changes in its internal control over financial reporting. Based on a review of the results of these tests and of the design and implementation of these procedures and changes, the Company s management concluded that, as of September 30, 2005, these procedures and changes address the previously reported material weakness in internal control over financial reporting described above and achieve the control objective identified above, and that, accordingly, as of September 30, 2005, such previously reported material weakness no longer exists.

No other change in the Company s internal control over financial reporting occurred during the fiscal quarter ended September 30, 2005 that has materially affected, or is reasonably likely to materially affect, the Company s internal control over financial reporting.

Evaluation of disclosure controls and procedures

As required under the Securities Exchange Act of 1934, the Company s management, with the participation of the Company s principal executive and principal financial officers, evaluated the Company s disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) as of the end of the period covered by this quarterly report on Form 10-Q. Based on this evaluation and management s conclusion that the previously reported material weakness in the Company s internal control over financial reporting described above no longer exists, the Company s management, including the Chief Executive Officer and Chief Financial Officer, concluded that, as of the end of the period covered by this quarterly report, the Company s disclosure controls and procedures were effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms.

PART II - OTHER INFORMATION

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Under its share repurchase program, the Company buys back common shares from time to time. The following table discloses the Company s repurchases of the Company s common shares during the third quarter of 2005.

ISSUER PURCHASES OF EQUITY SECURITIES

Period	**Total Number of Shares Purchased**	**Average Price Paid Per Share**	**Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs**	**Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs**
July 1-31, 2005	24,200	$ 22.33	24,200	892,619
August 1-31, 2005	46,500	22.11	46,500	846,119
September 1-30, 2005	65,300	21.46	65,300	780,819
Total	136,000		136,000	

All shares were repurchased through the Company s share repurchase program.

The Board of Directors initially authorized the repurchase of common shares in 1997 and since then has approved increases in the number of common shares that the Company is authorized to repurchase. The last increase was announced on June 16, 2005, when the Board of Directors increased the Company s authority to repurchase common shares by an additional 800,000 shares. As of June 30, 2005, the remaining number of shares that could be repurchased was 916,819.

Item 6. Exhibits

The following exhibits are filed as part of this report:

3.	(i)	Restated Certificate of Incorporation filed with the State of New York Department of State, October 28, 2004 (Filed as Exhibit 3(i) to the Registrant s Form 10-Q for the quarter ended September 30, 2004 and incorporated herein by reference).
	(ii)	By-Laws as in effect on August 5, 2004 (Filed as Exhibit 3(ii)(A) to the Registrant s Form 10-Q for the quarter ended September 30, 2004 and incorporated herein by reference).
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.

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 November 8, 2005	/s/	Louis J. Cappelli
		Louis J. Cappelli Chairman and Chief Executive Officer
Date November 8, 2005	/s/	John W. Tietjen
		John W. Tietjen Executive Vice President and Chief Financial Officer

STERLING BANCORP AND SUBSIDIARIES

EXHIBIT INDEX

Exhibit Number	Description	Sequential Page No.
11	Statement re: Computation of Per Share Earnings.	42
31.1	Certifications of the CEO pursuant to Exchange Act Rule 13a-14(a).	43
31.2	Certifications of the CFO pursuant to Exchange Act Rule 13a-14(a).	44
32	Certifications of the CEO and CFO required by Section 1350 of Chapter 63 of Title 18 of the U.S. Code.	45