

Comerica Incorporated

**Accelerating Growth in Texas,
One of the Most Attractive Markets in the U.S.**

Combination with Sterling Bancshares



January 18, 2011



Safe Harbor Statement; Disclaimer

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

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

Strategically Compelling A Unique Opportunity

- Significantly boosts Texas presence with solid deposit base and well located branch network
 - Houston deposit market share triples
 - Entry into San Antonio market
 - Complements Dallas-Fort Worth locations
- Enhances growth opportunities with focus on Middle Market and Small Business
- Leverages additional marketing capacity to offer a wide array of products and services through a larger distribution channel
- Timely: economic, regulatory and market environment
- Maintains strong pro forma capital position
- Expect seamless integration: Manageable size within footprint

Accelerates Comerica's growth strategy in Texas

Transaction Summary

Purchase Price and Structure	\$10.00 per Sterling Bancshares ("SBIB") share 100% common stock at fixed 0.2365 exchange ratio ¹
Transaction value	\$1,027 million
Estimated Deal Economics	Break even in first full fiscal year ² and increasingly accretive thereafter; Attractive valuation multiples
Estimated Synergies	\$56 million or 35% of SBIB expenses (run rate realized by year-end 2012) No revenue synergies assumed
Estimated merger-related charges	\$80 million after-tax (~75% to be incurred in 2011)
Deal protection	~\$40 million termination fee, in certain circumstances
Approval requirements	SBIB shareholders Customary regulatory approvals
Expected completion	By mid-year 2011
Pro forma ownership	Current CMA shareholders ~90%; SBIB shareholders ~10%

¹Price and exchange ratio based on the 15-day average share price through January 11, 2011 of Comerica common stock on the NYSE of \$42.28

²First full-year assumed to be fiscal year 2012; Break even analysis excludes merger and integration costs. Additional detail can be found in the appendix of this presentation.

Sterling Bank Highlights

- Founded: 1974 in Houston, TX
- Operating in key Texas metropolitan markets
 - Houston, Dallas-Fort Worth and San Antonio
- Total Assets: \$5.2 billion
 - Loans: \$2.8 billion
- Total Deposits: \$4.3 billion
 - Noninterest bearing: \$1.3 billion
- Employees: 946
- Branches: 57

6th largest U.S. bank with headquarters in Texas¹

At December 31, 2010

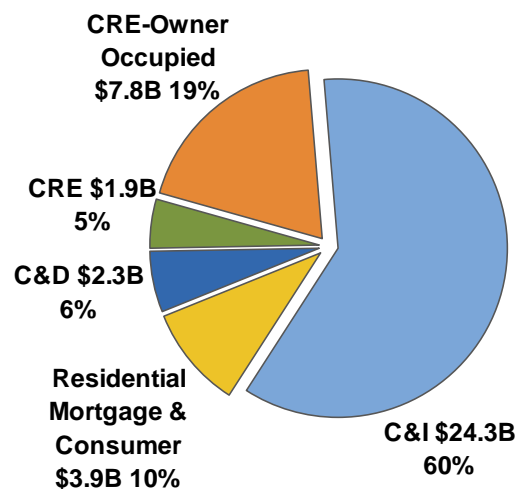
Source: Company Reports and SNL Financial

¹Based on Deposits at 6/30/10

Opportunity to Leverage C&I Expertise

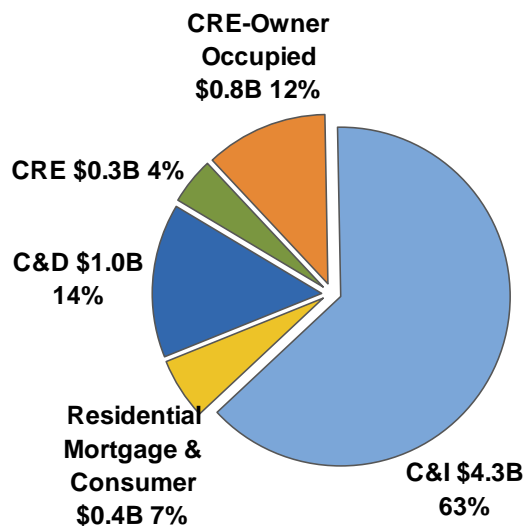
Comerica Bank

\$40.2B Loans



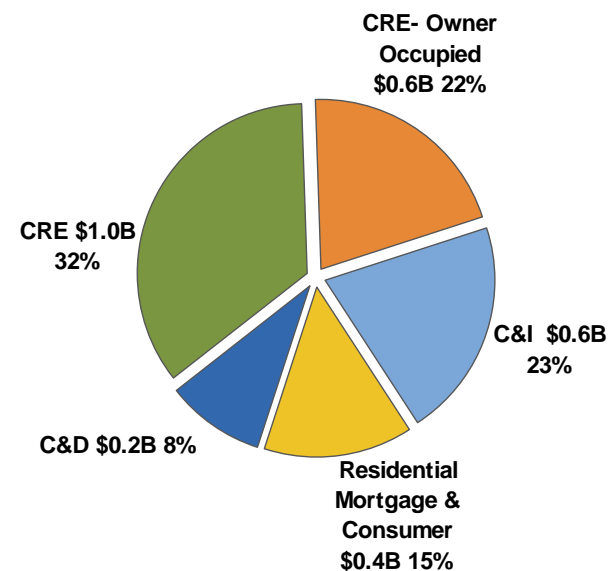
Comerica Bank Texas Market

\$6.8B Loans



Sterling Bank

\$2.8B Loans



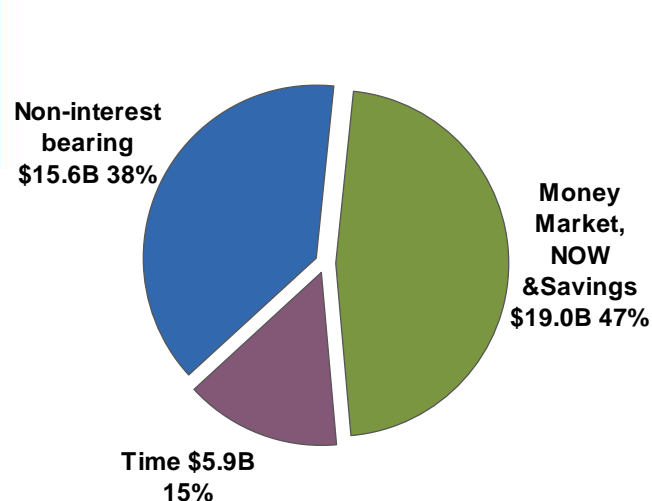
As of December 31, 2010; \$Billions

CRE: Non-owner occupied Commercial Real Estate; C&I: Commercial and Industrial includes Lease Financing and International Loans; C&D: Construction and Development

Attractive Deposit Mix

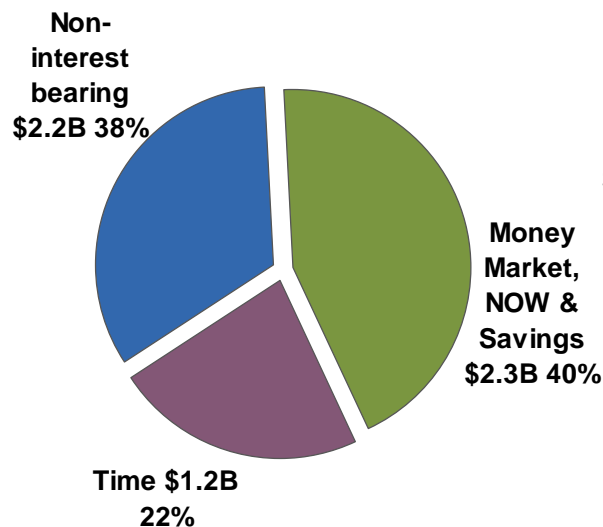
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\$40.5B Deposits



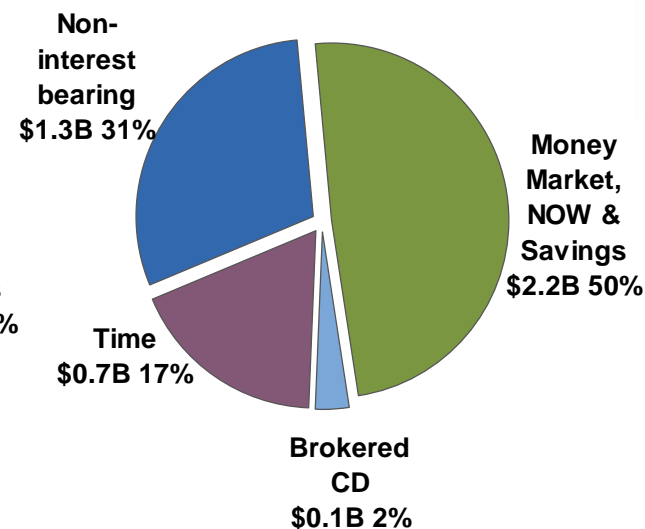
Comerica Bank Texas Market

\$5.7B Deposits



Sterling Bank

\$4.3B Deposits



4Q10 Interest-bearing deposit costs:

40 basis points

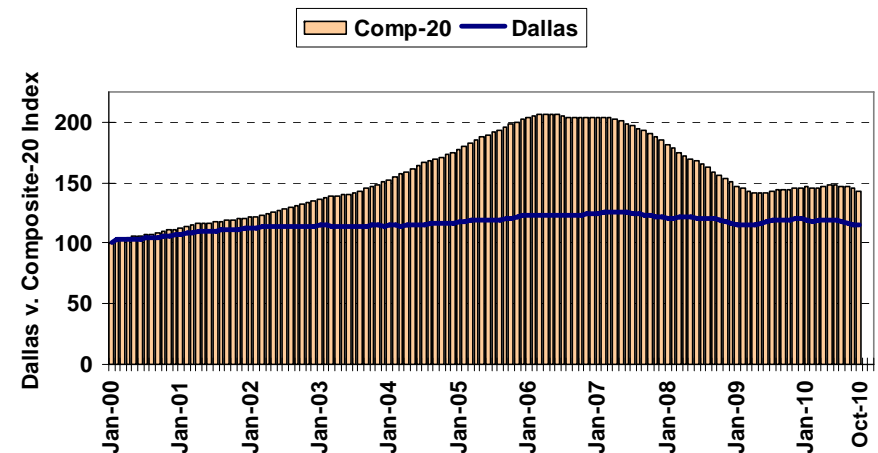
54 basis points

76 basis points

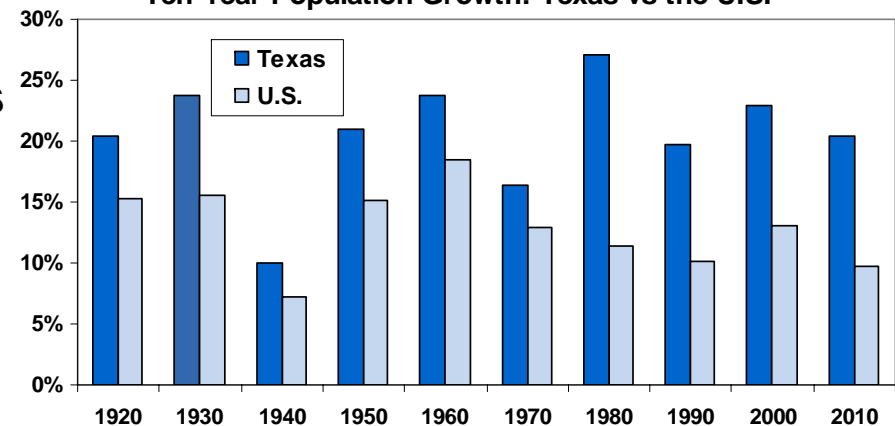
Texas Highlights

- **Among the strongest economies in U.S.**
 - Ranked #2 in the U.S. by State GDP¹
 - More Fortune 1000 companies than any other state
 - Moderate taxes and business-friendly environment attracts companies
- **Shorter and shallower downturn and recovering faster than the nation**
 - Unemployment rate of 8.3%²; U.S. 9.4%²
 - Texas job growth rate for 2010 is 2.3%, national average is 0.9%²
 - Home prices relatively stable
- **Population growth (2000 - 2010) provides excellent opportunities for economic expansion**
 - Houston + 27.6%³
 - Dallas-Fort Worth + 26.7%³
 - San Antonio + 23.4%³

S&P Case Shiller Existing Home Prices



Ten-Year Population Growth: Texas vs the U.S.

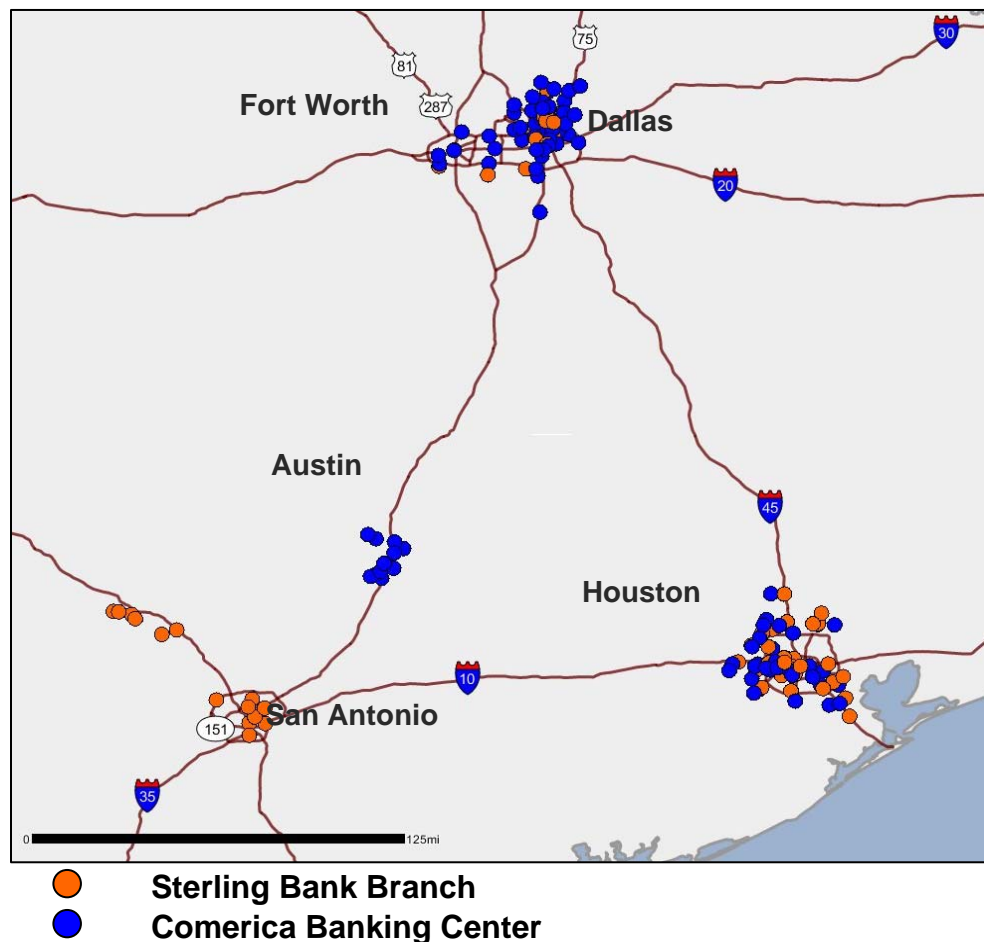


¹Source: Bureau of Economic Analysis

²Source: Bureau of Labor Statistics as of 11/30/2010 for Texas and 12/31/2010 for U.S.

³Source: SNL

Expanding in Attractive Markets



	Branches	Deposits \$mm	Rank	Share %
<u>Texas Market</u>				
CMA	94	5,230	10	1.18
SBIB	60	4,142	13	0.94
Pro forma	154	9,372	6	2.12
<u>Houston MSA</u>				
CMA	34	1,389	12	1.15
SBIB	33	3,269	6	2.70
Pro forma	67	4,658	6	3.85
<u>Dallas - Fort Worth MSA</u>				
CMA	49	3,460	5	2.31
SBIB	13	266	45	0.18
Pro forma	62	3,726	5	2.49
<u>Entry into San Antonio Market</u>				
CMA	0	0		
SBIB	14	607		
Pro forma	14	607		
<u>Austin MSA</u>				
CMA	11	381	11	1.66

Source: SNL Financial as of 06/30/2010

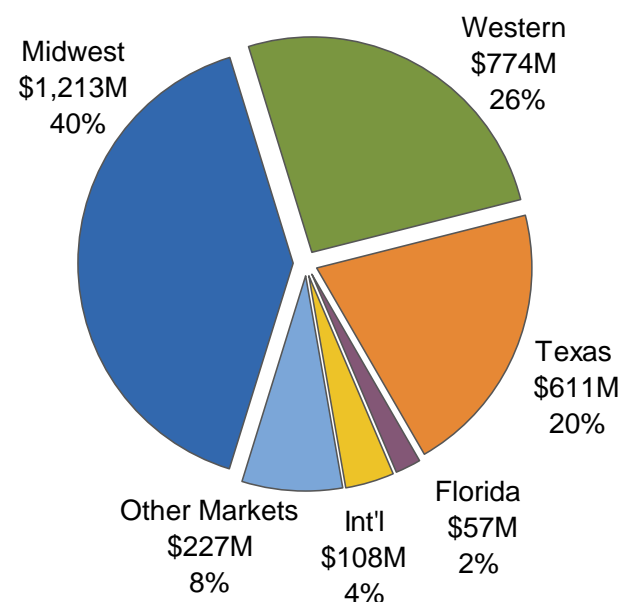
Rank and share % data not provided for San Antonio Market as it includes branches in Kerrville. San Antonio and Kerrville are not listed in SNL Financial as a combined MSA

Accelerating Geographic Balance

As of December 31, 2010

	<u>CMA</u>	<u>SBIB</u>	<u>Pro forma Combined</u>
Assets	\$53.7B	\$5.2B	\$58.9B
Loans	40.2	2.8	43.0
Deposits	40.5	4.3	44.8
Revenue (4Q10)	\$620M	\$48M	\$668M
Branches	444	57	501
Texas Branches	95	57	152
Employees	9,001	946	9,947

**2010 Year-to-Date
Pro Forma Revenue
By Market Segment¹**



Source: Company reports

¹As of December 31, 2010: CMA YTD revenues (FTE) of the major geographic markets of \$2.8 billion (\$2.4B including Finance & Other Businesses); Geography based on office of origination; Midwest includes: MI, OH, IL; Western includes: CA, AZ, NV, CO, WA; Other Markets include markets not separately identified above in addition to businesses with a national perspective

Thorough Due Diligence

Extensive Review Process

- Assisted by local market insight into customers and competitors
- Loan Review
 - 25 person CMA evaluation team
 - Reviewed 96% of nonperforming loan outstandings; 92% of special mention and substandard; and 43% of pass credits
 - CMA has extensive credit quality review experience
- In-depth review of:
 - Investment portfolio
 - Deposit composition
 - Branch locations

Conservative Gross¹ Loan Marks

As of 12/31/10 ²	SBIB	Est. Loss %	Est. Loss \$
C&I	\$623	4.0%	\$24
CRE Owner occupied	335	7.6	26
CRE Wholesale	366	16.3	60
CRE Construction (C&D)	220	28.4	63
CRE Other	811	13.7	111
Consumer/Resi Mortgage	397	11.6	46
Total	\$2,752	12.0%	\$330
Cumulative credit losses taken			
1/1/08 through 12/31/10 ³		3.7%	120
Total estimated credit losses through the cycle		15.7%	\$450

\$ in Millions; CRE Wholesale includes CRE mortgages referred by other financial institutions; CRE Other includes office, retail, hospitality, multifamily, warehouse, 1-4 family.

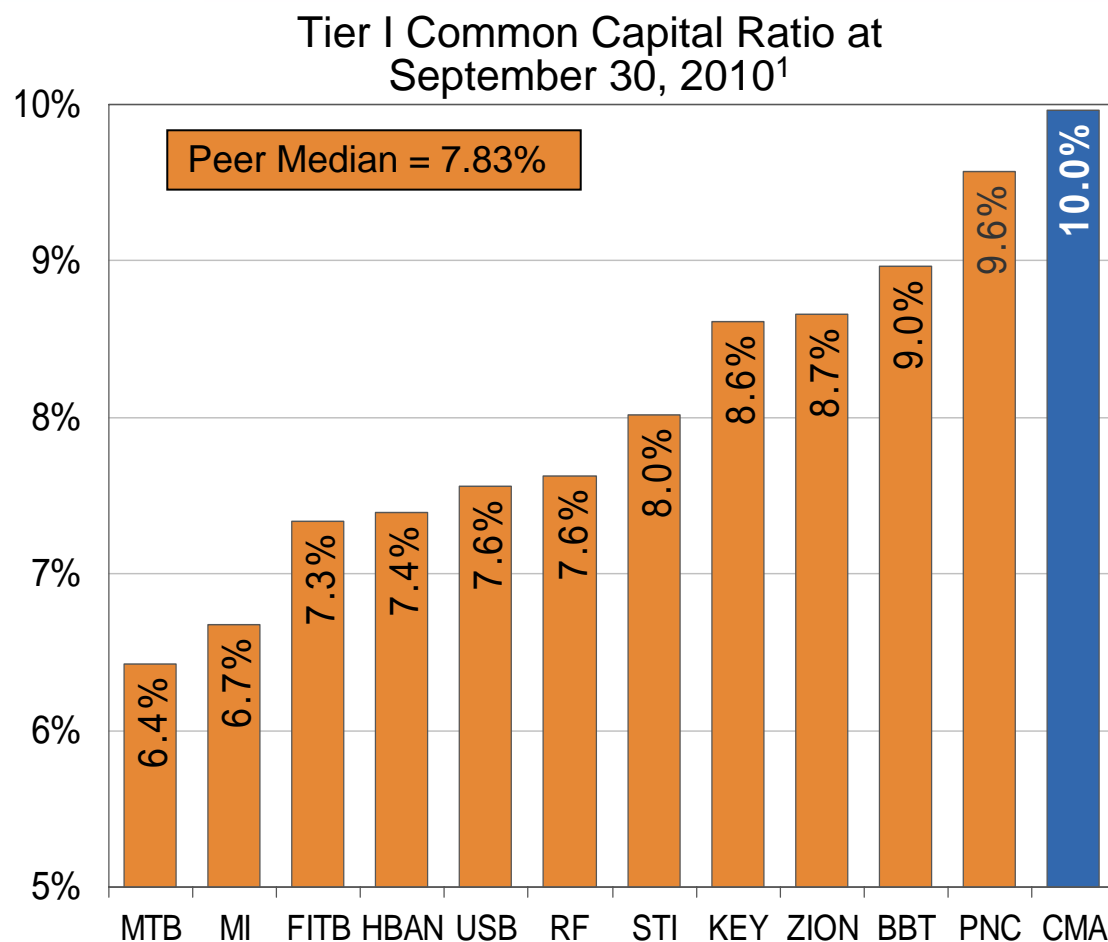
¹Excludes \$77 million allowance for loan losses; ²Estimated losses and portfolio breakdown is based on Comerica credit due diligence and may not reconcile to the 4Q10 data on slide 6

³SBIB cumulative losses based on total net charge-offs as a percentage of average loans 1/1/08 through 12/31/10 of \$3,267 million¹¹

Continued Capital Strength

On a pro forma basis:

- Remain among the best capitalized in peer group
- Quality of capital is solid with Tier 1 consisting of 99% common equity
- Strong capital supports future growth
- Pro forma 12/31/10 Tier 1 Capital Ratio $\approx 10.0\%$



Source: SNL Financial

¹See Supplemental Financial Data slide for reconcilements of non-GAAP financial measures

Integration Plan: Expect Seamless Transition

- Familiar markets and business lines
- Preserve customer relationship capabilities
- Experienced credit workout group to manage nonperforming portfolio
- Risk management and pricing governance convert to Comerica standards
- Plan to convert systems to common technology and operations platform in 4Q11

Fits Comerica's Main Street Bank Strategy

- Accelerates growth in Texas urban markets
 - Nearly doubles branch presence in Houston
 - Entry into San Antonio market
 - #6 largest deposit market share in state
- Financially attractive
 - Expect to be break even in first full year¹ and increasingly accretive thereafter
 - Conservative assumptions (synergies and credit marks)
 - Price/Tangible Book Value of about 2.3x and deposit premium of about 17% -- fair value consistent with recent Texas healthy bank transactions
- Expect seamless integration
 - Size: Manageable
 - Location: Within footprint
 - Culture: Business banking
- Maintains strong capital position
 - Pro forma 12/31/10 Tier 1 Capital Ratio $\approx 10.0\%$

¹First full-year assumed to be fiscal year 2012; Break even analysis excludes merger and integration costs

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Appendix



Transaction Economics

Purchase Price	\$1,027
Sterling Total Shareholder Equity ¹	\$622
Less: Goodwill & Intangibles ¹	<u>(182)</u>
Sterling Tangible Book Value	\$440
Price/Tangible Book Value	2.3x
Estimated Future Loan Losses ²	\$330
Sterling Allowance for Loan Losses ¹	(77)
Tax Impact @ 35%	<u>(89)</u>
Net Loan Mark Adjustment	<u>164</u>
Adjusted Tangible Book Value	\$276
Price/Adjusted Tangible Book Value	3.7x

- Purchase price reflects:
 - Scarcity value – only two unassisted acquisitions of banks with >\$5 billion assets in Texas in the past 7 years and only 4 other public Texas headquartered U.S. banks with assets >\$5 billion remaining
 - Texas economy – one of the strongest and largest economies in the U.S.
- Price to adjusted tangible book multiple reflects low book value resulting from the conservative credit marks
- Estimated goodwill of \$745MM reflects purchase price less tangible book value at close, as well as additional accounting adjustments to fair value all assets and liabilities

\$ in Millions (MM); This analysis is based on estimates at the time of transaction announcement (January 18, 2011).

¹At December 31, 2010

²Estimated losses based on Comerica credit due diligence

Sterling Bancshares Financial Highlights

<u>Period Ended</u>	<u>2006 FY</u> <u>12/31/2006</u>	<u>2007 FY</u> <u>12/31/2007</u>	<u>2008 FY</u> <u>12/31/2008</u>	<u>2009 FY</u> <u>12/31/2009</u>	<u>2010 FY</u> <u>12/31/2010</u>
Total Assets	4,118	4,536	5,080	4,937	5,192
Total Net Loans	3,101	3,384	3,745	3,170	2,678
Total Deposits	3,335	3,674	3,819	4,095	4,257
Revenue	203.0	221.8	239.1	227.6	202.1
Noninterest Expense	130.3	138.4	152.6	160.9	159.0
Net Income	45.8	53.0	38.6	(13.0)	0.7
ROAA (%)	1.18	1.22	0.80	(0.26)	0.01
ROAE (%)	12.66	11.77	7.58	(2.18)	0.11
Net Interest Margin (%)	4.90	4.77	4.55	4.22	3.70
Tier 1 Capital (%)	8.64	9.05	12.14	11.61	15.44
Asset Quality (%)					
NAL&90+PD&OREO/Assets	0.39	0.56	2.00	2.42	3.28
NCOs/ Avg Loans	0.20	0.09	0.40	1.72	1.48
Loan Loss Reserves/ Gross Loans	1.02	1.01	1.30	2.30	2.80

Source: SNL Financial and company report

\$ in millions

NAL&90+PD&OREO: Nonaccrual Loans & Past Due Loans & Other Real Estate Owned

Supplemental Financial Data

Reconciliation of non-GAAP financial measures with financial measures defined by GAAP (\$ in millions)

	Comerica
	9/30/10
Total Regulatory Capital	\$8,566
Tier 1 capital ¹	\$5,940
Less: Fixed rate cumulative perpetual preferred stock	--
Less: Trust preferred securities	--
Tier 1 common capital	5,940
Risk-weighted assets ¹	59,608
Tier 1 common capital ratio	9.96%

The Tier 1 common capital ratio removes preferred stock and qualifying trust preferred securities from Tier 1 capital as defined by and calculated in conformity with bank regulations.

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

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

Additional Information For Shareholders

- In connection with the proposed merger transaction, Comerica will file with the Securities and Exchange Commission (the "SEC") a Registration Statement on Form S-4 that will include a Proxy Statement of Sterling, and a Prospectus of Comerica, as well as other relevant documents concerning the proposed transaction. SHAREHOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT AND THE PROXY STATEMENT/PROSPECTUS REGARDING THE MERGER WHEN IT BECOMES AVAILABLE AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.
- A free copy of the Proxy Statement/Prospectus, as well as other filings containing information about Comerica and Sterling, may be obtained at the SEC's Internet site (<http://www.sec.gov>). You will also be able to obtain these documents, free of charge, from Comerica at www.comerica.com under the tab "Investor Relations" and then under the heading "SEC Filings" or from Sterling by accessing Sterling's website at www.banksterling.com under the tab "Investor Relations" and then under the heading "SEC Filings."
- Comerica and Sterling and certain of their directors and executive officers may be deemed to be participants in the solicitation of proxies from the shareholders of Sterling in connection with the proposed merger. Information about the directors and executive officers of Comerica is set forth in the proxy statement for Comerica's 2010 annual meeting of shareholders, as filed with the SEC on a Schedule 14A on March 19, 2010. Information about the directors and executive officers of Sterling is set forth in the proxy statement for Sterling's 2010 annual meeting of shareholders, as filed with the SEC on a Schedule 14A on March 5, 2010. Additional information regarding the interests of those participants and other persons who may be deemed participants in the transaction may be obtained by reading the Proxy Statement/Prospectus regarding the proposed merger when it becomes available. Free copies of this document may be obtained as described in the preceding paragraph.

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