Form **8937**(December 2011) Department of the Treasury Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-2224

Illema Nevenue Osivice			······································		
Part I Reporting I	ssuer			2 Issuer's employer identification number (EiN)	
1 Issuer's name		2 Issuer's employer identification number (Emy)			
Sterling Bancorp		80-0091851			
3 Name of contact for addi	itional information	4 Telephon	e No. of contact	5 Email address of contact	
Benjamin C. Hirsh	845-369-8		bhirsh@snb.com		
6 Number and street (or P.	.O. box if mail is not	delivered to s	treet address) of contact	7 City, town, or post office, state, and Zip code of contact	
400 Relia Boulevard, I	P.O. Boy 600		•	Montebello, NY	
8 Date of action	1.0. DOX 000	9 Class	ification and description		
			tachment		
October 31, 2013	44 0 - 1-1		42 Tielcor aymbol	13 Account number(s)	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)	
85917A100			STL		
Part II Organizatio	nal Action Attac	ch additional	statements if needed. Se	ee back of form for additional questions.	
		applicable, the	date of the action or the da	ate against which shareholders' ownership is measured for	
the action ► See At	tachment		•		
•					
				•	
15 Describe the quantitati share or as a percenta	ve effect of the orga ge of old basis ► S	nizational act ee Attachr	ion on the basis of the secu nent	rity in the hands of a U.S. taxpayer as an adjustment per	
16 Describe the calculation valuation dates ► See		pasis and the	data that supports the calcu	lation, such as the market values of securities and the	
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Part		Organizational A	ction (continue	ed)				
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								The merger of
				qualifies as a tax				
					mended. Other i	reievant	intern	al Revenue Code
sectio	ns II	nclude 354, 356, 3	358 and 1001.					
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18 C	an an	v resulting loss be reco	ognized? ► No	loss can be reco	nized upon the	exchang	e of th	ie Legacy Sterling
comm	ion s	hares for shares	of Provident	common stock. I	f a taxable loss i	s calcul	ated o	n the deemed sale
of a fr	actio	nal share of Prov	vident comme	on stock deemed	to have been re	ceived i	n the e	xchange, this loss
		ognized.						
								
							► The	transaction was
19 P	rovide	any other information	necessary to impl	ement the adjustment,	such as the reportable	e tax year tho Log	PITTE SAV Sta	rling charaholdare
comp	etea	on October 31, 2	orseq	uently, the report	able tax year or	idee the	Octob	erling shareholders er 31, 2013 date. This
or re	117100	ig the tax effect of	of the share e	sholders who ren	ort tavable incor	no on th	o hasi	s of a calendar year.
s tne	2013	calendar year to	i those share	molders who rep	or taxable incom	ile Oll til	C Dasi	your a calcillating your.
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	Unde	penalties of perjury, ا بلاء	clare that I have ex	camined this return, include	ling accompanying sche	dules and s	tatements	, and to the best of my knowledge and
	belief	it is true, correct, and co	inpleteDeelaration	of preparer (other than of	icer) is based on all infor	mation of w		
Sign			/)			12-	-3-13
Here	Signa	ture ►	/			Date ► _	12	
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	Print	our game ► Luis Mas					VP, CI	
Paid		Print/Type preparer's nar		Preparer's signature	D 10.	Date		Check if PTIN
Prepa	rer	James D. Slivany		ann (7	12/3/20)13	self-employed P00638817
Jse C			we Horwath L		·			Firm's EIN ► 35-0921680
•		Firm's address ▶ 488	Madison Ave	nue - Floor 3, Ne	w York, NY 1002	2		Phone no.212-572-5500

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

Sterling Bancorp 80-0091851 Attachment to Form 8937

Report of Organizational Actions Affecting Basis of Securities

Form 8937 Part I, Box 9

The securities subject to reporting include all shares of Provident New York Bancorp ("Provident") common stock issued in exchange for the outstanding common stock of Sterling Bancorp ("Legacy Sterling") as a result of the merger of Legacy Sterling with and into Provident on October 31, 2013.

Form 8937 Part II, Box 14

The reportable organizational action, effective at 11:59:59pm on October 31, 2013, is the merger of Legacy Sterling with and into Provident, with Provident continuing as the surviving corporation. Effective at the time of merger, Provident changed its legal name to Sterling Bancorp ("Sterling").

As a result of the merger, each share of Legacy Sterling common stock was exchanged for 1.2625 shares of Provident common stock. No fractional shares of Provident common stock were issued in connection with the merger. To the extent that the exchange would have resulted in the issuance of a fractional share of Provident common stock to a Legacy Sterling shareholder, a cash payment equal to the market value equivalent of the fractional share was paid in lieu of issuing a fractional share of Provident common stock.

Form 8937 Part II, Box 15

The merger of Legacy Sterling with and into Provident qualifies as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended. As a result, no taxable gain or loss will be recognized by any Legacy Sterling shareholder upon the exchange of their shares of Legacy Sterling common stock for shares of Provident common stock.

For each identifiable block of Legacy Sterling common shares surrendered in the exchange having a common tax basis, the aggregate tax basis of the shares of Provident common stock received in the exchange will be equal to the tax basis of the Legacy Sterling common shares surrendered in the exchange. The tax basis of each individual share of Provident common stock within this identifiable block is determined by dividing this aggregate tax basis by the number of Provident common shares (including any fractional share deemed to have been distributed in the exchange – see below) that comprise this identifiable block.

Legacy Sterling shareholders who receive cash in lieu of a fractional share of Provident common stock are, for purposes of determining the taxability of that cash, deemed to have received a fractional share in the exchange and then as having sold the fractional share for cash. These Legacy Sterling shareholders will generally recognize a taxable gain or loss equal to the difference between the tax basis of the Legacy Sterling common shares deemed to have been exchanged for the fractional share and the amount of cash received.

Form 8937 Part II, Box 16

Refer to the description of the basis calculation in Part II, Box 15 above.