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

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-2224

1 Issuer's name	3401	2 Issuer's employer identification number (EIN)			
Sterling Bancorp	ional information	Telephor	ne No. of contact	80-0091851 5 Email address of contact	
3 Name of contact for additional information 4		• releption	ie No. or contact	5 Email address of contact	
Benjamin C. Hirsh		845-369-8382	bhirsh@snb.com		
6 Number and street (or P.O. box if mail is not delive				7 City, town, or post office, state, and Zip code of contact	
400 Rella Boulevard, Suite 300			sification and description	Montebello, NY 10901	
8 Date of action 9 Classification and			sincation and description		
October 2, 2017		See atta	chment		
	11 Serial number(s)	1000 0110	12 Ticker symbol	13 Account number(s)	
				W 40	
895917A100			STL		
				See back of form for additional questions. date against which shareholders' ownership is measured for	
14 Describe the organization the action ► See attac		plicable, trie	e date of the action of the	date against which shareholders, ownership is measured for	
See attac	Timent				
15 Describe the quantitative share or as a percentage				curity in the hands of a U.S. taxpayer as an adjustment per	
(
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Describe the calculation valuation dates ► See a	of the change in bas	sis and the	data that supports the calc	culation, such as the market values of securities and the	
o 					

Part	Ш	Organizational Action (continued)			
17 Li	ist the a	applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment	ent is based I		
The me	erger of	of Astoria Financial Corporation with and into Sterling Bancorp qualifies as a tax-free	reorganizat	tion within the r	meaning of
Section	1 368(a	a) of the Internal Revenue Code of 1986, as amended. Other relevant Internal Revenue	e Code sect	ions include 35	4, 356, 358,
and 100	01.				
1					
_					
21					
18 C	an any	resulting loss be recognized? ► No loss can be recognized upon the exchange of As	toria Financ	cial Corporation	common
		ares of Sterling Bancorp common stock. If a taxable loss is calculated on the deeme		ractional share	of Sterling
Bancor	p com	mon stock deemed to have been received in the exchange, this loss can be recogniz	ed.		
40 D					
		any other information necessary to implement the adjustment, such as the reportable tax y			
		17. Consequently, the reportable tax year of the Astoria Financial Corporation sharely			
		ge is the tax year that includes the October 2, 2017 date. This is the 2017 calendar years and the basic of a calendar year.	ar for those	e snareholders v	wno report
taxable	incom	ne on the basis of a calendar year.			
	1 le des				
	belief,	r penalties of perjury, I declare that I have examined this return, including accompanying schedules ar it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information	of which prepared	, and to the best o arer has any knowl	it my knowledge an: ledae.
Sign		4 5 01/	э	ar or ride drift rander.	lougo.
Here	<u> </u>	Reusin Collecto	11-0	9-17	
11010	Signati	Date Date		///	
	D.		a market mark	- 1100 o control	
		/our name ► Benjamin C. Hirsh Title ► Print/Type preparer's name Preparer's signature Date		ef Accounting (
Paid				Check if	PTIN
Prepa	11 C1		/8/2017	self-employed	P00638817
Use C	JIIIY ⊢	Firm's name Crowe Horwath LLP		Firm's EIN ▶	35-0921680
Candi		Firm's address 488 Madison Avenue - Floor 3, New York, NY 10022		Phone no.	212-572-5500
Send Fo	orm 893	37 (including accompanying statements) to: Department of the Treasury, Internal Revenue	Service, Ogo	den, UT 84201-0	0054