

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► The merger of Hudson Valley Holding Corp. with and into Sterling Bancorp qualifies as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended. Other relevant Internal Revenue Code sections include 354, 356, 358 and 1001.

18 Can any resulting loss be recognized? ► No loss can be recognized upon the exchange of the Hudson Valley Holding Corp. common shares for shares of Sterling Bancorp common stock. If a taxable loss is calculated on the deemed sale of a fractional share of Sterling Bancorp common stock deemed to have been received in the exchange, this loss can be recognized.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► This transaction was completed on June 30, 2015. Consequently, the reportable tax year of the Hudson Valley Holding Corp. shareholders for reporting the tax effect of the share exchange is the tax year that includes the June 30, 2015 date. This is the 2015 calendar year for those shareholders who report taxable income on the basis of a calendar year.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ► *Benjamin C. Hirsh* Date ► 7-8-15

Print your name ► Benjamin C. Hirsh Title ► SVP - CAO & Controller

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	James D. Slivanya	<i>James D. Slivanya</i>	7/8/2015		P00638817
	Firm's name ► Crowe Horwath LLP			Firm's EIN ►	35-0921680
	Firm's address ► 488 Madison Avenue - Floor 3, New York, NY 10022			Phone no.	212-572-5500

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 Sterling Bancorp ("Sterling") common stock issued in exchange for the outstanding common stock of Hudson Valley Holding Corp. ("HVHC") as a result of the merger of HVHC with and into Sterling on June 30, 2015.

Form 8937 Part II, Box 14

The reportable organizational action, effective at 12:01 a.m. on June 30, 2015, is the merger of HVHC with and into Sterling, with Sterling continuing as the surviving corporation.

As a result of the merger, each share of HVHC common stock was exchanged for 1.9200 shares of Sterling common stock. No fractional shares of Sterling 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 Sterling common stock to a HVHC shareholder, a cash payment equal to the market value equivalent of the fractional share was paid in lieu of issuing a fractional share of Sterling common stock.

Form 8937 Part II, Box 15

The merger of HVHC with and into Sterling 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 HVHC shareholder upon the exchange of their shares of HVHC common stock for shares of Sterling common stock.

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

HVHC shareholders who receive cash in lieu of a fractional share of Sterling 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 HVHC shareholders will generally recognize a taxable gain or loss equal to the difference between the tax basis of the HVHC common shares deemed to have been exchanged for the fractional shares 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.