

The Depository Trust Company  
**IMPORTANT**

**B#:** 3003  
**DATE:** February 08, 2002  
**TO:** All Participants  
**CATEGORY:** Dividends  
**FROM:** Nilesh Desai, Supervisor, Dividend Department  
**ATTENTION:** Dividend Managers, Cashiers & Reorganization Managers  
**SUBJECT:** Rights: Metropolitan Financial Corp.  
Common CUSIP#: 59189N108 Rights Contra-CUSIP#: 59189N991  
R/D: 1/10/02 Expires: 3/7/02 (5 p.m. Eastern Time)  
Rate: 1 right for every 1.016 shares of common stock held

\*\*\*\*\* Warning Time Critical \*\*\*\*\*

Metropolitan Financial Corp. is distributing non-transferable subscription rights to its shareholders of record as of the close of business on January 10, 2002, the record date. Each shareholder is entitled to one subscription right for every 1.016 shares of common stock held on the record date. No fractional subscription rights will be issued. The number of subscription rights issued will be rounded down to the nearest whole number.

The Depository Trust Company ("DTC") credited subscription rights to participants' accounts on **February 7, 2002.**

THE DIVIDEND POSITION AND ALLOCATION HISTORY (DPAL) OPTION, ACCESSED VIA THE PTS DIVIDEND ANNOUNCEMENTS INQUIRY (DIVA) FUNCTION, SHOULD BE USED TO CONFIRM YOUR RECORD DATE POSITION HISTORY AND PAYMENT INFORMATION.

**IT IS IMPORTANT THAT PARTICIPANTS REFER TO THE DTC REORGANIZATION INQUIRY FOR PARTICIPANTS (RIPS CODE 59) FOR INFORMATION REGARDING THE SUBSCRIPTION PRIVILEGE AND ANY EXTENSIONS TO THE EXPIRATION DATE.**

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If participants have any questions concerning this Important Notice, please contact Mr. Ray Lew or Ms. Susan Alvino of DTC's Stock Dividend Department at (212) 855-4523/4532.

If participants have any questions regarding the subscription offering, they may contact the subscription agent, Georgeson Shareholder Communications, Inc. at 1-888-388-2251.