

The Depository Trust Company  
**IMPORTANT**

**B#:** 2595  
**DATE:** November 07, 2001  
**TO:** All Participants  
**CATEGORY:** Dividends  
**FROM:** Nilesh Desai, Supervisor, Dividend Department  
**ATTENTION:** Dividend Managers, Cashiers & Reorganization Managers  
**SUBJECT:** Rights: Sterling Bank Common CUSIP#: 858910102  
Rights Contra-CUSIP#: 858910987  
R/D: 8/31/01 Expires: 11/15/01 (End of Day)  
Rate: 1 right for every 3 shares of Common Stock held

\*\*\*\*\*WARNING TIME CRITICAL\*\*\*\*\*

Sterling Bank (the "Bank") is offering nontransferable rights ("Shareholders Rights") to holders of its common stock ("Common Stock") of record at the close of business on August 31, 2001 ("Record Date"). Each holder is entitled one Right for every three shares of Common Stock held.

Fractional Rights will not be issued. The number of Rights distributed to each holder (including beneficial owners) will be rounded up to the next whole number.

The Depository Trust Company ("DTC") credited Rights and an additional Right if applicable, due to the round up to the next whole number, to participants' accounts on 11/06/01.

**Participants may instruct DTC as to the aggregate number of additional round up Rights they require on behalf of their beneficial owners. Participants must provide written representation on their firm's letterhead, have authorized by appropriate personnel, and indicate a contact name and telephone number who can be reached if necessary. Participants must include their participant number.**

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The round up instruction must be received by DTC no later than **10:00 A.M. New York City time on November 13, 2001.**

**Participants must “Fax” the round up instruction (via telephone facsimile) to the attention of Ray Lew at DTC using only this phone number (212) 855-4545 and to call (212) 855-4523 for confirmation of receipt of the round up instruction.**

All round up requests received by DTC will be summarized and forwarded to the Bank.

DTC anticipates crediting Rights, issued pursuant to the round up request, to participants on the day the round up instruction is received.

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.**

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 or requests for assistance concerning the Rights Offering, they may contact Mr. Scott Horner of the Bank at (856) 273-6628.