

## Written Consent

WRITTEN CONSENT (this “**Consent**”) dated as of August 19, 2010.

WHEREAS, on April 29, 2010, (i) Sterling Financial Corporation, a Washington Corporation (the “**Company**”), and the United States Department of the Treasury (the “**Investor**”) entered into that certain Exchange Agreement (as amended from time to time, the “**Exchange Agreement**”) and (ii) the Company, on the one hand, and Thomas H. Lee Equity Fund VI, L.P., Thomas H. Lee Parallel Fund VI, L.P. and Thomas H. Lee Parallel (DT) Fund VI, L.P., on the other hand (collectively, the “**THL Investor**”), entered into that certain Investment Agreement (as amended or amended and restated from time to time, the “**THL Investment Agreement**”);

WHEREAS, on May 5, 2010, (i) the Company and the THL Investor amended and restated the THL Investment Agreement in its entirety by entering into that certain Amended and Restated Investment Agreement (the “**First Amended and Restated THL Investment Agreement**”) and (ii) the Company and the Investor amended the Exchange Agreement by entering into that certain Amendment No. 1 to Exchange Agreement;

WHEREAS, on May 25, 2010, (i) the Company and the THL Investor amended and restated the First Amended and Restated THL Investment Agreement by entering into that certain Second Amended and Restated Investment Agreement (the “**Second Amended and Restated THL Investment Agreement**”), (ii) the Company and Warburg Pincus Private Equity X, L.P., a Delaware limited partnership (the “**WP Investor**”) entered into that certain Investment Agreement (as amended or amended and restated from time to time, the “**WP Investment Agreement**” and, together with the THL Investment Agreement, the “**Investment Agreements**”) and (iii) the Company and the Investor further amended the Exchange Agreement by entering into that certain Amendment No. 2 to Exchange Agreement;

WHEREAS, pursuant to Section 5.12 of the Exchange Agreement, the Company will not agree to certain amendments to the Investment Agreements without the prior written consent of the Investor;

WHEREAS, (i) the Company and the THL Investor intend to amend the Second Amended and Restated THL Investment Agreement substantially in the form attached hereto as Exhibit A (the “**THL Amendment**”) and (ii) the Company and WP intend to amend the WP Investment Agreement substantially in the form attached hereto as Exhibit B (the “**WP Amendment**” and, together with the THL Amendment, the “**Amendments**”); and

WHEREAS, the Investor desires to consent to the Amendments.

NOW, THEREFORE, the Investor agrees as follows:

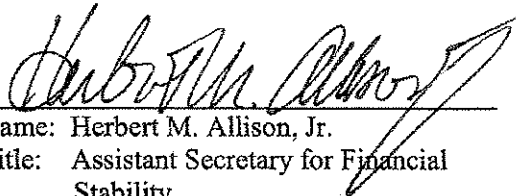
Section 1. *Definitions.* Unless otherwise specifically defined herein, each term used herein which is defined in the Exchange Agreement shall have the meaning assigned to such term in the Exchange Agreement.

Section 2. *Consent to Amendments.* The Investor hereby consents to (a) the amendment of the Second Amended and Restated THL Investment Agreement in the form of the THL Amendment and (b) the amendment of the WP Investment Agreement in the form of the WP Amendment.

Section 3. *Governing Law.* This Consent and any claim, controversy or dispute arising under or related to this Consent, the relationship of the Company and the Investor, and/or the interpretation and enforcement of the rights and duties of the Company and the Investor shall be enforced, governed, and construed in all respects (whether in contract or in tort) in accordance with the federal law of the United States if and to the extent such law is applicable, and otherwise in accordance with the laws of the State of New York applicable to contracts made and to be performed entirely within such State.

IN WITNESS WHEREOF, the undersigned has executed, or has caused to be executed, this Consent as of the date first written above.

**UNITED STATES DEPARTMENT OF THE  
TREASURY**

By:   
Name: Herbert M. Allison, Jr.  
Title: Assistant Secretary for Financial  
Stability

**[Signature Page to Written Consent]**

**Exhibit A**  
**Form of THL Amendment**

*[see attached]*

**Exhibit B**  
**Form of WP Amendment**

*[see attached]*