

## Commitment

Related to the application (“Application”) filed by Umpqua Holdings Corporation (“Umpqua”), Portland, Oregon, the parent company of Umpqua Bank, Roseburg, Oregon, with the Board of Governors of the Federal Reserve System (“Board”) to merge with Sterling Financial Corporation (“Sterling”) and thereby acquire its subsidiary bank, Sterling Savings Bank (“SSB”), both of Spokane, Washington, pursuant to section 3 of the Bank Holding Company Act of 1956, as amended (“BHC Act”), 12 U.S.C. §1842, Umpqua commits to the Board that:

Within sixty days following consummation of the merger with Sterling, Umpqua will develop a plan consistent with the combined organization’s size and complexity, to assist the combined organization in continuing to help meet the credit needs of its communities, in accordance with the CRA. The plan will establish specific performance goals and measures to assist the combined organization in helping to meet community credit needs, including through outreach and marketing of its products and services to low- and moderate-income and underserved individuals and communities and by identifying opportunities for community development-related investments in its communities.

Umpqua understands that the above commitment constitutes a condition imposed in writing in connection with the Board’s findings and decisions related to the Application by Umpqua to merge with Sterling pursuant to section 3 of the BHC Act, and, as such, may be enforced in proceedings under applicable law.

Umpqua Holdings Corporation



By: Steven L. Philpott, EVP/General Counsel

Date: March 07, 2014