



To the Honorable Commissioner of

101927577

attached original documents or copy thereof.

1. Name of conveying party(ies):

Mellon Bank (DE) National Association

12/26/01

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Federally chartered banking association

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date: December 1, 2001

2. Name and address of receiving party(ies)

Name: Citizens Financial Group, Inc.

Internal

Address:

Street Address: One Citizens Plaza

City: Providence State: RI Zip: 02903

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assigned is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designation must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See attached schedule

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Miriam J. Rovner, Senior Legal Assistant

Internal Address:

Street Address: Goodwin Procter LLP

Exchange Place

City: Boston State: MA Zip: 02109-2881

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41) \$140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

07-1700

(Attach duplicate copy of this page if paying by deposit account)

**DO NOT USE THIS SPACE**

9. Statement and signature.

*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Robert M. O'Connell, Jr.

December 5, 2001

Name of Person signing

Signature

Date

Total number of pages include cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

12/27/2001 LMUELLER 00000203 2097938 40:00 OP 100:00 OP

01 FC:461 02 FC:462

**SCHEDULE 1****MARKS**

<b>Mark</b>	<b>United States Registration Number</b>	<b>Registration Date</b>	<b>Status</b>
CORNERSTONE	2,097,938	September 16, 1997	Registered
INTEREST BACK	1,939,054	November 28, 1995	Registered
INTEREST- BACK CARD	2,018,495	November 19, 1996	Registered
REFUND AMERICA	1,960,699	March 5, 1996	Registered
ER	1,821,657	February 15, 1994	Cancelled on February 24, 2001.

**NOTICE OF  
TRADEMARK ASSIGNMENT**

This Trademark Assignment (the "Assignment") is entered into this 1st day of Dec, 2001 by and between Mellon Bank (DE) National Association, a federally-chartered banking association ("Assignor"), and Citizens Financial Group, Inc., a banking association corporation ("Assignee").

WHEREAS, Assignor is the owner of the trademarks, service marks and trade names set forth on Schedule 1 attached hereto and incorporated herein by this reference, including all applications or registrations therefor (the "Marks"); and

WHEREAS, Assignee and Mellon Financial Corp., Assignor's parent ("Mellon") are parties, to that certain Purchase of Assets and Liability Assumption Agreement (the "Purchase Agreement") dated as of July 16, 2001 the terms, conditions, representations and warranties of which are incorporated herein by reference as if set forth in full;

WHEREAS, Pursuant to the Purchase Agreement, Assignor now wishes to assign the Marks to Assignee, and Assignee is desirous of acquiring the Marks from Assignor;

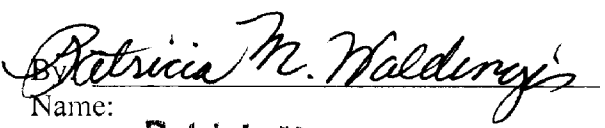
NOW, THEREFORE, in consideration of the premises set forth above and in the Purchase Agreement and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Assignor hereby transfers, conveys, and assigns to Assignee, and Assignee hereby accepts from Assignor, all right, title, and interest in and to the Marks together with the goodwill associated with the Marks, including all federal and state trademark registrations thereof and applications therefor, as well as all common law rights thereto. Assignee shall have the sole right to sue and collect damages and/or profits for both past and present infringements of the Marks.
2. Assignee, at its own cost and expense, shall record a fully executed copy of this Assignment with the United States Patent and Trademark Office or any other agency having jurisdiction over the ownership of the Marks.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be executed by their respective duly authorized representatives as of the day and year above written.

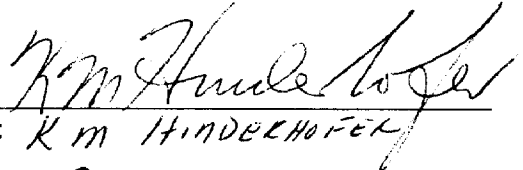
**ASSIGNOR:**

MELLON BANK (DE) NATIONAL ASSOCIATION

  
 Name: Patricia M. Waldinger  
 Title: Authorized Representative

**ASSIGNEE:**

CITIZENS FINANCIAL GROUP, INC.

By:   
 Name: K M HINDERHOFER  
 Title: SVP

COMMONWEALTH OF PENNSYLVANIA)

COUNTY OF Allegheny ) SS.  
)

On this 11<sup>th</sup> day of Dec, 2001, before me personally appeared Patricia Waldinger, to me personally known, who, being by me duly sworn, did say that (s)he is the Authorized Representative of MELLON BANK (DE) NATIONAL ASSOCIATION, a federally chartered banking association, and that said instrument was signed and sealed on behalf of said association, by all necessary authority; and said Authorized Representative acknowledged said instrument to be the free act and deed of said association.

In witness whereof, I have hereunto attached my hand and notarial seal, at the County and Commonwealth aforesaid on the day and year last above written.

Christina M. Gilpin  
Notary Public

My Commission Expires:

**Notarial Seal**  
Christina M. Gilpin, Notary Public  
Pittsburgh, Allegheny County  
My Commission Expires Aug. 18, 2003  
Member, Pennsylvania Association of Notaries

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