

12-28-2001



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Mellon Bank, N.A. 12/28/01
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other Federally chartered banking association
Additional name(s) of conveying party(ies) attached? Yes No

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

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: December 1, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
See attached schedule
Additional number(s) attached

B. Trademark Registration No.(s)
See attached schedule
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: 7
7. Total fee (37 CFR 3.41) \$190.00
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 LHMILLER 00000205 1825205 40.00 150.00

SCHEDULE 1**MARKS**

Mark	United States Registration Number	Registration Date	Status
BEYOND THE BOUNDS OF TRADITIONAL BANKING	1,625,205	November 27, 1990	Expired on November 27, 2000.
E-Z DEPOSIT	2,356,319	June 6, 2000	Registered.
FOCUS ON LEARNING	1,777,437	June 15, 1993	Registered.
SAVINGS CHALLENGE	1,833,034	April 26, 1994	Cancelled on May 9, 2001.

Mark	United States Serial Number	Filing Date	Status
PLATINUM RESERVE	75/388,715	November 12, 1997	Expressly Abandoned on August 17, 2000.
BUSINESS BUILDER	75/660,996	March 15, 1999	Pending
PSFS	76/299,790	August 15, 2001	Pending

**NOTICE OF
TRADEMARK ASSIGNMENT**

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

Patricia M. Waldinger
 Name: Patricia M. Waldinger
 Title: Authorized Representative

ASSIGNEE:

CITIZENS FINANCIAL GROUP, INC.

By: [Signature]
 Name: C.M. Hinderhof
 Title: SVP

COMMONWEALTH OF PENNSYLVANIA)

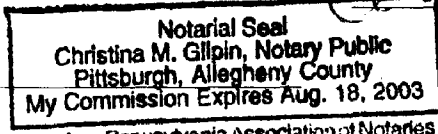
) SS.

COUNTY OF Allegheny)

On this 1st 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, N.A., 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:

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