

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 East, N.A. 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

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)
Additional number(s) attached Yes No

B. Trademark Registration No.(s) 0,706,777

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: 1
7. Total fee (37 CFR 3.41) \$40.00
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: 4

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

12/27/2001 LHMULLER 04000206 0706777 44-04

**NOTICE OF  
TRADEMARK ASSIGNMENT**

This Trademark Assignment (the "Assignment") is entered into this 15<sup>th</sup> day of Dec, 2001 by and between Mellon Bank East, 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 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 EAST, N.A.

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

**ASSIGNEE:**

CITIZENS FINANCIAL GROUP, INC.

By: KM Hinderhof  
Name: KM HINDERHOF  
Title: SVP

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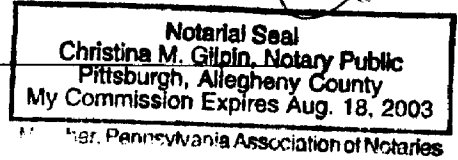
COMMONWEALTH OF PENNSYLVANIA )  
 ) SS.  
COUNTY OF Allegheny )

On this 1st day of Dec, 2001, before me personally appeared Patricia Malinger, to me personally known, who, being by me duly sworn, did say that (s)he is the Authorized Representative of MELLON BANK EAST, 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:



**SCHEDULE 1**

**MARKS**

<b>Mark</b>	<b>United States Registration Number</b>	<b>Registration Date</b>	<b>Status</b>
PSFS	706,777	November 1, 1960	Expired on November 1, 2000.

<b>Mark</b>	<b>State Registration Number</b>	<b>Registration Date</b>	<b>Status</b>
BANK-BY- PHONE	Delaware Reg. No. 16,353	December 17, 1979	Expired
BANK BY PHONE	Maryland Reg. No. 591	December 18, 1979	Nonrenewed