

12-28-2001

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



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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): 12/26/01 Mellon Financial Corporation
[] Individual(s) [] Association
[] General Partnership [] Limited Partnership
[X] Corporation-State Pennsylvania
[] Other
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
[X] 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:
[X] 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) 2,064,865
[] 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: 1
7. Total fee (37 CFR 3.41) \$40.00
[X] Enclosed
[X] 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 LUMELLER 04000204 28-4865 40.00

NOTICE OF
TRADEMARK ASSIGNMENT

This Trademark Assignment (the "Assignment") is entered into this 1st day of December, 2001 by and between Mellon Financial Corporation, a Pennsylvania corporation ("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, Assignor and Assignee are parties, to that certain Purchase of Assets and Liability Assumption Agreement (the "Purchase Agreement") dated as of July 16, 2001, the terms, conditions and 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:

ASSIGNEE:

MELLON FINANCIAL CORPORATION

CITIZENS FINANCIAL GROUP, INC.

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

By: Kim Hinderhofer
 Name: K.M. Hinderhofer
 Title: SVP

LIBC-1244339.1

COMMONWEALTH OF PENNSYLVANIA)

COUNTY OF Allegheny) SS.
)

On this 15th day of December, 2001, before me personally appeared Ritendra Waldinger, to me personally known, who, being by me duly sworn, did say that (s)he is the Assistant Controller of MELLON FINANCIAL CORPORATION, a _____ corporation, and that said instrument was signed and sealed on behalf of said corporation, by all necessary authority; and said ~~instrument~~ instrument acknowledged said instrument to be the free act and deed of said corporation.

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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SCHEDULE 1

MARKS

Mark	United States Registration Number	Registration Date
PAYLINE	2,064,865	May 27, 1997