

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/31/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Charter One Financial, Inc.		08/31/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Citizens Financial Group, Inc.
Street Address:	One Citizens Plaza
City:	Providence
State/Country:	RHODE ISLAND
Postal Code:	02903-1339
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 81

Property Type	Number	Word Mark
Registration Number:	1757180	CHARTER ONE FINANCIAL
Registration Number:	2406690	CHARTER ONE AUTO FINANCE
Registration Number:	2243693	CHARTER ONE MORTGAGE
Registration Number:	2423851	CHARTER ONE SECURITIES
Registration Number:	2069611	WALLSTREET INDEXED
Registration Number:	2067127	CASH ACTION
Registration Number:	2088430	PRIVILEGE MONEY MARKET
Registration Number:	2055325	PRIVILEGE MONEY MARKET GOLD
Registration Number:	2352955	FIRST FEDERAL OF MICHIGAN FIRST IN THE U.S.
Registration Number:	1158344	CHARTER BANK
Registration Number:	1042488	CASH ACTION
Registration Number:	2778033	THE WORKS
Registration Number:	2820500	TAKING CARE OF YOUR BUSINESS

CH \$2040.00 1757180

Registration Number:	2815567	THE WORKS
Registration Number:	2798901	FYI ALERTS
Registration Number:	2767937	BUSINESS EQUITY ADVANTAGE
Registration Number:	2744656	ONE SWITCH
Registration Number:	2725728	CHARTER ONE 4 BIZ
Registration Number:	2644460	ONE COMMUNITY
Registration Number:	2744129	THE ONE COMMUNITY LOAN
Registration Number:	2748203	TOTALLY E CHECKING
Registration Number:	2552505	CHARTERONE.COM
Registration Number:	2552504	CHARTER ONE BANK
Registration Number:	2743162	CHOICE ARM
Registration Number:	2577660	CHARTER ONE CREDIT
Registration Number:	2548459	MEGAREWARDS
Registration Number:	2544032	HOME EQUITY READY CASH
Registration Number:	2303040	CYBER CD
Registration Number:	2291129	CALL CD
Registration Number:	2427259	CHARTER ONE DIRECT
Registration Number:	2327841	ENERGIZED ASSETS
Registration Number:	2450402	CHARTER ONE BANK
Registration Number:	2336584	HOME-TO-HOME LOAN
Registration Number:	2230405	OUT OF THE BOX THINKING
Registration Number:	2493741	HOME BUYER'S CHOICE
Registration Number:	2231686	ASK US. WE CAN DO IT.
Registration Number:	2185912	SMARTBUSINESS
Registration Number:	2182387	PRIVILEGE BANKING
Registration Number:	2736920	NOW BANKING
Registration Number:	2068034	PRIVILEGE 50
Registration Number:	2068033	PRIVILEGE 50 GOLD
Registration Number:	2235453	HOME EQUITY READY CASH
Registration Number:	1670497	FIRST IN THE U.S.
Registration Number:	1748834	CHARTER ONE
Serial Number:	78392483	FREES
Serial Number:	78391417	CHARTER ONE BUSINESS ADVANTAGE CARD
Serial Number:	78391413	CHARTER ONE BUSINESS ADVANTAGE
Serial Number:	78388421	R'S IS BETTER

Serial Number:	78388408	R
Serial Number:	78375242	THE BEST FREE CHECKING
Serial Number:	78369821	CHARTER ONE EXCLUSIVES
Serial Number:	78369814	CHARTER ONE CARD EXCLUSIVES
Serial Number:	78365555	MAKE A DIFFERENCE
Serial Number:	78360959	MAKE A DIFFERENCE
Serial Number:	78350996	MAKE A DIFFERENCE: ONLY FROM CHARTER ONE BANK
Serial Number:	78319578	MAKE A DIFFERENCE WITH CHARTER ONE BANK
Serial Number:	78319562	ONE FOR ALL FROM CHARTER ONE BANK
Serial Number:	78306521	QUICK SUBMIT
Serial Number:	78300510	NEVER FORGET EVENT REMINDERS
Serial Number:	78277617	FREE FOR ALL
Serial Number:	78277613	FEEES INTO FREES
Serial Number:	78277612	FEE INTO FREE
Serial Number:	78277611	FEEES TO FREES
Serial Number:	78277601	FEE TO FREE
Serial Number:	78267246	TOTALLY FREE BUSINESS CHECKING
Serial Number:	78261924	PARTICIPATE. ADVOCATE. LIBERATE!
Serial Number:	78261921	OPEN AN ACCOUNT CARRY THE CARD SUPPORT THE CAUSE
Serial Number:	78251952	MEGADVANTAGE
Serial Number:	78251945	AUTOPAY TO PLAY
Serial Number:	78251939	CHARTER ONE'S AUTOPAY TO PLAY
Serial Number:	78241605	FLEX CASH
Serial Number:	78238886	THE BEST FREE CHECKING. PERIOD!
Serial Number:	78236550	EZ \$HARE PLUS
Serial Number:	78236547	EZ \$HARE
Serial Number:	78216985	ONE FOR ALL
Serial Number:	78216249	MEGASIZE
Serial Number:	76365364	SMARTBUSINESS ONECARD
Serial Number:	76227521	WE'RE THE ONE
Serial Number:	76218520	READY CASH CHECKING
Serial Number:	78473862	NEVER FORGET EVENT REMINDERS
Serial Number:	78461035	TURNING FEES INTO FREES

Fax Number: (617)523-1231
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 617.570.1292
Email: mrovner@goodwinprocter.com
Correspondent Name: Miriam J. Rovner, Senior Paralegal
Address Line 1: Exchange Place, 53 State Street
Address Line 2: Attention: Goodwin Procter LLP
Address Line 4: Boston, MASSACHUSETTS 92109-2881

NAME OF SUBMITTER:	Miriam J. Rovner
Signature:	/Miriam J. Rovner/
Date:	01/11/2005

Total Attachments: 5
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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CHARTER ONE FINANCIAL, INC.", A DELAWARE CORPORATION, WITH AND INTO "CITIZENS FINANCIAL GROUP, INC." UNDER THE NAME OF "CITIZENS FINANCIAL GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF AUGUST, A.D. 2004, AT 3:38 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2132633 8100M

AUTHENTICATION: 3418301

040751750

DATE: 10-19-04

TRADEMARK
REEL: 003006 FRAME: 0309

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING**

CHARTER ONE FINANCIAL, INC.
a Delaware corporation

WITH AND INTO

CITIZENS FINANCIAL GROUP, INC.
a Delaware corporation

Citizens Financial Group, Inc. (the Corporation), a corporation organized and existing under the laws of the State of Delaware, does hereby certify:

FIRST: That the Corporation was incorporated on November 21, 1984 pursuant to the provisions of the Delaware Business Corporation Law,

SECOND: That the Corporation owns one hundred percent (100%) of the issued and outstanding common stock of Charter One Financial, Inc. (**Charter One**), a Delaware corporation, which was incorporated on July 21, 1987 pursuant to the provisions of the Delaware Business Corporation Law;

THIRD: That the Corporation, by following resolutions of the Executive Committee of the Board of Directors (the *Executive Committee*) of the Corporation's, duly adopted by the Executive Committee by written consent in lieu of a meeting dated as of August 31, 2004, determined to merge Charter One with and into itself, which resolutions are in the following words:

MERGER

RESOLVED: To authorize the merger (the *Merger*) of Charter One Financial, Inc., a Delaware corporation (*Charter One*), with and into the Corporation, with the Corporation as the surviving entity;

RESOLVED: To approve and adopt the Agreement and Plan of Merger (the *Merger Agreement*) by and between the Corporation and Charter One, in substantially the form appended hereto, and all of the transactions contemplated thereby, including the Merger;

RESOLVED: To authorize, empower and direct the President, any Vice Chairman, the Treasurer and the Secretary of the Corporation (collectively, the *Authorized Officers*), or any one of them acting singly, for and in the name and on behalf of the Corporation, to enter into the Merger Agreement by executing and delivering the Merger Agreement, with such changes therein as the Authorized Officers, or any one of them acting singly, shall approve, with the execution and delivery to be conclusive evidence of such approval on behalf of the Corporation;

RESOLVED: To authorize, empower and direct the Authorized Officers, or any one of them acting singly, for and in the name and on behalf of the Corporation, to execute and deliver such amendments to the Merger Agreement as they, or any one of them acting singly, shall approve, with the execution and delivery to be conclusive evidence of such approval on behalf of the Corporation;

RESOLVED: To authorize, empower and direct the Authorized Officers, or any one of them acting singly, for and in the name and on behalf of the Corporation, to enter into any other agreement, certificate, document or instrument relating in any way to the matters described in the Merger Agreement and which the Authorized Officers, or any one of them acting singly, deem desirable in furtherance of the transactions contemplated therein by executing and delivering such other agreement, certificate, document or instrument, in each case with such changes therein as the Authorized Officers, or any one of them acting singly, shall approve, with the execution and delivery to be conclusive evidence of such approval on behalf of the Corporation;

RESOLVED: To authorize and approve, subject to receipt of all necessary approvals, regulatory or otherwise, and compliance with the terms and conditions set forth in the Merger Agreement, the performance by the Corporation of the Merger and all other transactions contemplated by the Merger Agreement;

RESOLVED: That the Merger shall be effective upon the date of filing of a Certificate of Ownership and Merger (the *Certificate*), which shall set forth, among other things, a copy of these resolutions and the date of adoption thereof, with the Secretary of State of Delaware (*Delaware Secretary*);

RESOLVED: To authorize the foregoing resolutions to be amended or terminated and abandoned by the Executive Committee at any time prior to the date of filing of the Certificate with the Delaware Secretary;

RESOLVED: That the Corporation, as the sole stockholder of Charter One, authorize the approval and adoption by Charter One of the Merger Agreement and the performance by Charter One of all of the transactions contemplated thereby, including without limitation, the Merger, subject to receipt of all necessary approvals, regulatory or otherwise, and the conditions set forth in the Merger Agreement;

RESOLVED: To vote the shares of Charter One held by the Corporation in favor of the Merger Agreement and all of the transactions contemplated thereby, including without limitation, the Merger;

OMNIBUS

RESOLVED: To authorize, empower and direct the Authorized Officers, or any one of them acting singly, to take, or cause others to take, any and all such further action; to prepare, execute, deliver and file, or cause others to prepare, execute, deliver and file, all such other agreements, documents, certificates and instruments (and any amendments or supplements thereto) for and in the name and on behalf of the Corporation; and to incur and to pay all such fees and expenses, in each case as they, or any one of them, shall deem necessary, desirable or appropriate in order to carry out the intent and effectuate the purpose of each of the foregoing resolutions; the taking of any such action or actions by any such officer or officers shall conclusively establish the officers' authority hereunder to so act and the authorization, approval, confirmation and ratification of the Corporation for any action so taken;

RESOLVED: That this Consent shall have the same force and effect as though authorized at a meeting of the Board or the Stockholder held for such purposes after notice duly given;

RESOLVED: To ratify, confirm, approve and adopt any actions heretofore taken by, or at the direction of, any Authorized Officer, to the extent such actions are authorized by or taken in connection with actions contemplated by the foregoing resolutions as the acts and deeds of the Corporation;

RESOLVED: That this Consent may be executed in more than one counterpart, each of which shall be deemed an original and all of which taken together shall constitute one and the same instrument; and

RESOLVED: To direct that this Consent be filed with the minutes of the proceedings of the Board.

FOURTH: That the proposed merger has been adopted, approved, certified, executed and acknowledged by each of the Corporation and Charter One, in accordance with the relevant provisions of the Delaware Business Corporation Law under which the Corporation and Charter One are organize.

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IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its duly elected, qualified and acting President and attested to by its duly elected, qualified and acting Secretary, and its corporate seal to be hereto affixed, this 31st day of August, 2004.

CITIZENS FINANCIAL GROUP, INC.

By: 

Name: Lawrence K. Fish

Title: Chairman, President & CEO

Attest:

By: 

Name: Joel J. Brickman

Title: Secretary

[Seal]