

**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: 1**

Property Type	Number	Word Mark
Serial Number:	76254915	CHARTER ONE BANK

**CORRESPONDENCE DATA**

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: Goodwin Procter LLP  
 Address Line 2: Exchange Place, 53 State Street  
 Address Line 4: Boston, MASSACHUSETTS 02109-2881

ATTORNEY DOCKET NUMBER:	018415-100458 (1703-390)
NAME OF SUBMITTER:	Miriam J. Rovner
Signature:	/mjr/

CH \$40.00 76254915

Date:

06/08/2006

**Total Attachments: 5**

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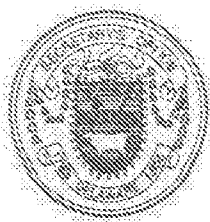
# Delaware

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: 003323 FRAME: 0718**

**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.

**[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]**

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 31<sup>st</sup> 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]