

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Citizens Financial Group, Inc.		03/26/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

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

PROPERTY NUMBERS Total: 130

Property Type	Number	Word Mark
Serial Number:	85485593	ACCESS GLOBAL ACH
Serial Number:	85102187	ACCESS MOBILE
Serial Number:	85337151	ACCESSBUSINESS MANAGER
Serial Number:	85332017	ACCESSCARD COMMAND
Serial Number:	85374896	ACCESSDEPOSIT
Serial Number:	85539346	ACCESSPAY
Serial Number:	85519844	ACCESSPAYMENT X-CHANGE
Serial Number:	85264253	ACCESSXCHANGE
Serial Number:	77538324	ACHIEVE ACCESS
Serial Number:	85208477	BANKING ON YOUR TERMS, AT YOUR PLACE
Serial Number:	77869245	BUFFERZONE
Serial Number:	85453251	BUSINESS GROWTH SAVINGS
Serial Number:	85357005	BUSINESS ADVISOR CHECKING
Serial Number:	85267204	BUSINESS GREEN SAVINGS

OP \$3265.00 85485593

Serial Number:	73486657	C
Serial Number:	78923805	CAPPED RATE HOME EQUITY LINE OF CREDIT
Serial Number:	76534775	CBFOREX
Serial Number:	78569558	CCO MORTGAGE
Serial Number:	77063304	CHAMPIONS IN ACTION
Serial Number:	85202841	CHARTER FOR HOMES
Serial Number:	85102182	CHARTER ONE ACCESS MOBILE
Serial Number:	78698495	CHARTER ONE BUSINESS CAPITAL
Serial Number:	78569332	CHARTER ONE BUSINESS ONLINE
Serial Number:	77250240	CHARTER ONE EVERYDAY BANKING
Serial Number:	85238228	CHARTER ONE FOR SENSIBLE LENDING
Serial Number:	77949386	CHARTER ONE FRAUD PROTECTOR
Serial Number:	78491520	CHARTER ONE INVESTMENT SERVICES
Serial Number:	77929236	CHARTER ONE MONEY BUNDLES
Serial Number:	78569550	CHARTER ONE ONLINE
Serial Number:	78669353	CHARTER ONE ONLINE GUARANTEE
Serial Number:	78703178	CHARTER ONE PAVILION
Serial Number:	78569542	CHARTER ONE PROFESSIONALS FIRST
Serial Number:	77948381	CHARTER ONE SECURE
Serial Number:	77948332	CHARTER ONE SECURE BASIC
Serial Number:	77948144	CHARTER ONE SECURE COMPLETE
Serial Number:	85007127	CHARTER ONE U
Serial Number:	78830857	CHARTER ONE XPRESS HOME EQUITY LOAN
Serial Number:	85102108	CHARTER ONE YOURPLACE BANKING
Serial Number:	76426477	CHECKMINT
Serial Number:	85426041	CHOICES FROM CHARTER ONE
Serial Number:	85426152	CHOICES FROM CITIZENS BANK
Serial Number:	78923729	CHOOSE YOUR PAYMENT HOME EQUITY LOAN
Serial Number:	78671499	CIRCLE CHECKING
Serial Number:	78674205	CIRCLE CHECKING WITH INTEREST
Serial Number:	78672334	CIRCLE GOLD CHECKING WITH HIGH INTEREST
Serial Number:	78674346	CIRCLE GOLD CHECKING
Serial Number:	78672700	CIRCLE GOLD CHECKING WITH INTEREST
Serial Number:	77173280	CIRCLE GOLD MONEY MARKET
Serial Number:	77751739	CIRCLE GOLD MORTGAGE ADVANTAGE

**TRADEMARK**

**REEL: 004774 FRAME: 0108**

	77173254	CIRCLE GOLD SAVINGS
Serial Number:	78672306	CIRCLE MONEY MARKET
Serial Number:	78671478	CIRCLE SAVINGS
Serial Number:	78699057	CITIZENS AUTOMOBILE FINANCE
Serial Number:	85102171	CITIZENS BANK ACCESS MOBILE
Serial Number:	76313670	C CITIZENS BANK
Serial Number:	76313743	CITIZENS BANK
Serial Number:	76053073	CITIZENS BANK BUSINESS ONLINE
Serial Number:	76521911	CITIZENS BANK FOREIGN EXCHANGE
Serial Number:	77674799	CITIZENS BANK HOMEBUYER SAVINGS
Serial Number:	77929235	CITIZENS BANK MONEY BUNDLES
Serial Number:	76315725	CITIZENS BANK OF PENNSYLVANIA
Serial Number:	75699858	CITIZENS BANK ONLINE
Serial Number:	78425984	CITIZENS BANK ONLINE GUARANTEE
Serial Number:	76527623	CITIZENS BANK PARK
Serial Number:	77884310	CITIZENS BANK QUARTERLY CASH
Serial Number:	77146067	CITIZENS BANK SMALL BUSINESS PEAK PERFORMANCE AWARD
Serial Number:	78830853	CITIZENS BANK XPRESS HOME EQUITY LOAN
Serial Number:	85102139	CITIZENS BANK YOURPLACE BANKING
Serial Number:	78698485	CITIZENS BUSINESS CAPITAL
Serial Number:	77173269	CITIZENS CIRCLE BANKING
Serial Number:	78451347	CITIZENS CIRCLE GOLD ACCOUNT
Serial Number:	77173274	CITIZENS CIRCLE GOLD BANKING
Serial Number:	77173293	CITIZENS EVERYDAY BANKING
Serial Number:	85539347	CITIZENS FOR EDUCATION
Serial Number:	85202874	CITIZENS FOR HOMES
Serial Number:	85238204	CITIZENS FOR SENSIBLE LENDING
Serial Number:	77949354	CITIZENS FRAUD PROTECTOR
Serial Number:	76342238	CITIZENS INNER CIRCLE
Serial Number:	78501442	CITIZENS MARKETS
Serial Number:	75441219	CITIZENS PHONEBANK
Serial Number:	76525044	CITIZENS PROFESSIONALS FIRST
Serial Number:	75777904	CITIZENS RETIREMENT CHOICE
Serial Number:	77948361	CITIZENS SECURE

Serial Number:	77948118	CITIZENS SECURE BASIC
Serial Number:	77948091	CITIZENS SECURE COMPLETE
Serial Number:	85007145	CITIZENS U
Serial Number:	76377702	CITIZENSSELECT
Serial Number:	78954482	EVERYDAY POINTS
Serial Number:	77751836	EVERYDAY POINTS
Serial Number:	77174479	EVERYDAY POINTS
Serial Number:	77185688	EVERYDAY SAVINGS
Serial Number:	77230118	EVERYDAY STUDENT BANKING
Serial Number:	77398169	EXTRA GREEN
Serial Number:	75300573	E-Z DEPOSIT
Serial Number:	77967442	EZSYNC
Serial Number:	77384437	FIND YOUR FIT
Serial Number:	77386179	FIT
Serial Number:	77386178	FIT CHECKUP
Serial Number:	77521685	GEAR FOR GRADES
Serial Number:	77185695	GIVE YOURSELF CREDIT
Serial Number:	78567454	GLOBAL TRADE FLOW
Serial Number:	77948053	GOOD BANKING IS GOOD CITIZENSHIP
Serial Number:	85373579	GOOD CITIZEN SCHOLARSHIP
Serial Number:	76577812	GREEN CHECKING
Serial Number:	78746174	GREEN SAVINGS
Serial Number:	77536825	GREEN\$ENSE
Serial Number:	85453243	GROWTH SAVINGS
Serial Number:	85435460	MONEY APPS
Serial Number:	77929232	MONEY BUNDLES
Serial Number:	76578032	MONEY MANAGER GPS GLOBAL PROCESSING SOLUTIONS
Serial Number:	75297832	NOT YOUR TYPICAL BANK
Serial Number:	77967484	PAYMENTCARE
Serial Number:	85153710	PRICEFREEZE
Serial Number:	77049465	SAFE WITH CHARTER ONE
Serial Number:	77049421	SAFE WITH CITIZENS
Serial Number:	77775310	SOMETHING ONE GOOD CITIZEN DOES FOR ANOTHER
Serial Number:	77420031	STEADY SAVE
Serial Number:	85084565	STUDENT MONEY BUNDLE

	76399508	SWEEPNET
Serial Number:	78493717	SWITCH SUPPORT
Serial Number:	85477509	THE ART OF SAVESMANSHIP
Serial Number:	85477516	THE VIRTUE OF SAVING
Serial Number:	85373712	TRUFIT
Serial Number:	85373727	TRUFIT GOOD CITIZEN SCHOLARSHIP
Serial Number:	77559952	TRUFIT LENDING
Serial Number:	77751725	TRUFIT STUDENT LOAN
Serial Number:	78769360	UN BANCO FUERA DE LO COMÚN
Serial Number:	77090993	WE'RE HERE WHEN LIFE HAPPENS
Serial Number:	85327346	YOURLOCK
Serial Number:	85102123	YOURPLACE BANKING

**CORRESPONDENCE DATA**

Fax Number: 6175231231  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 617-570-1000  
Email: tadmin@goodwinprocter.com, rthomas@goodwinprocter.com  
Correspondent Name: Ryan E. Thomas  
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
NAME OF SUBMITTER:	Ryan E. Thomas
Signature:	/Ryan E. Thomas/
Date:	05/04/2012

Total Attachments: 2  
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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CITIZENS FINANCIAL GROUP, INC.", CHANGING ITS NAME FROM "CITIZENS FINANCIAL GROUP, INC." TO "RBS CITIZENS FINANCIAL GROUP, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF MARCH, A.D. 2012, AT 2:06 O'CLOCK P.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2048953 8100

120354116



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9457861

DATE: 03-26-12

TRADEMARK  
REEL: 004774 FRAME: 0112

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

**FIRST:** That at a meeting of the Board of Directors of  
Citizens Financial Group, Inc.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED**, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered " 1 " so that, as amended, said Article shall be and read as follows:

The name of the corporation is RBS Citizens Financial Group, Inc. (herein the "Corporation").

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 26th day of March, 2012.

By: Gary A. Ashjian  
Authorized Officer

Title: Assistant Secretary

Name: Gary A. Ashjian  
Print or Type