

## 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: 10			
Property Type	Number	Word Mark	
Serial Number:	78673719	CHARTER ONE	
Serial Number:	78769324	CHARTER ONE UN BANCO FUERA DE LO COMÚN.	
Serial Number:	78673381	CITIZENS BANK	
Serial Number:	78674339	CITIZENS BANK	
Serial Number:	78674694	CITIZENS BANK	
Serial Number:	78673616	CITIZENS BANK	
Serial Number:	78668667	CITIZENS BANK NOT YOUR TYPICAL BANK.	
Serial Number:	78769274	CITIZENS BANK UN BANCO FUERA DE LO COMÚN.	
Serial Number:	85230405	RBS CITIZENS	
Serial Number:	85230413	RBS CITIZENS	
CORRESPONDENCE DATA			
Fax Number:	6175231231		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			

OP \$265.00 78673719

Phone: 617-570-1000  
Email: tmadmin@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:	11/05/2012

Total Attachments: 2  
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# Delaware

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*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: 004893 FRAME: 0575

**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