

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT														
NATURE OF CONVEYANCE:	LICENSE														
CONVEYING PARTY DATA															
<table border="1"> <thead> <tr> <th>Name</th> <th>Formerly</th> <th>Execution Date</th> <th>Entity Type</th> </tr> </thead> <tbody> <tr> <td>First Menasha Bancshares, Inc. d/b/a First National Bank - Fox Valley</td> <td></td> <td>05/06/2011</td> <td>CORPORATION: WISCONSIN</td> </tr> </tbody> </table>				Name	Formerly	Execution Date	Entity Type	First Menasha Bancshares, Inc. d/b/a First National Bank - Fox Valley		05/06/2011	CORPORATION: WISCONSIN				
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<table border="1"> <tr> <td>Name:</td> <td>First Niagara Financial Group, Inc.</td> </tr> <tr> <td>Street Address:</td> <td>726 Exchange Street</td> </tr> <tr> <td>City:</td> <td>Buffalo</td> </tr> <tr> <td>State/Country:</td> <td>NEW YORK</td> </tr> <tr> <td>Postal Code:</td> <td>14210</td> </tr> <tr> <td>Entity Type:</td> <td>CORPORATION: DELAWARE</td> </tr> </table>				Name:	First Niagara Financial Group, Inc.	Street Address:	726 Exchange Street	City:	Buffalo	State/Country:	NEW YORK	Postal Code:	14210	Entity Type:	CORPORATION: DELAWARE
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<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> <th>Word Mark</th> </tr> </thead> <tbody> <tr> <td>Registration Number:</td> <td>3511664</td> <td>YOU FIRST</td> </tr> </tbody> </table>				Property Type	Number	Word Mark	Registration Number:	3511664	YOU FIRST						
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Registration Number:	3511664	YOU FIRST													
CORRESPONDENCE DATA															
<p>Fax Number: 7168490349 <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i></p> <p>Phone: 7168564000 Email: ddovi@hodgsonruss.com Correspondent Name: Daniel F. Dovi Address Line 1: The Guaranty Building Address Line 2: 140 Pearl Street, Suite 100 Address Line 4: Buffalo, NEW YORK 14202</p>															
ATTORNEY DOCKET NUMBER:	019000.10004														
NAME OF SUBMITTER:	Daniel F. Dovi														


Signature:	/Daniel F. Dovi/
Date:	11/14/2012
Total Attachments: 5 source=DOC004#page1.tif source=DOC004#page2.tif source=DOC004#page3.tif source=DOC004#page4.tif source=DOC004#page5.tif	

SERVICE MARK LICENSE AGREEMENT

ORIGINAL

This License Agreement ("Agreement"), dated May 6, 2011, is made by **First Menasha Bancshares, Inc. d/b/a First National Bank – Fox Valley**, 550 South Green Bay Road, Neenah, Wisconsin, 54956 ("Licensor") and **First Niagara Financial Group, Inc.**, 726 Exchange Street, Buffalo, New York 14210 ("Licensee").

WHEREAS, the Licensor is the owner of the service mark **YOU FIRST, U.S.** Service Mark Registration No. 3,511,664 in connection with banking services (hereinafter referred to as "Service Mark"), and

WHEREAS, it is the desire and intention of the parties that the Licensee be permitted to use the Trademark 



In consideration of the mutual covenants contained herein, the parties, intending to be legally bound, agree as follows:

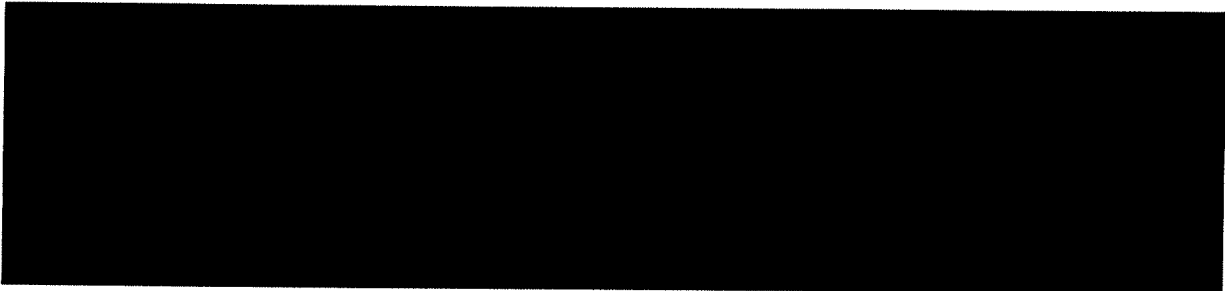


2. GRANT OF LICENSE. Licensor grants to Licensee the exclusive right and license to use the Service Mark in the Territory in connection with bank products, (the "Services").

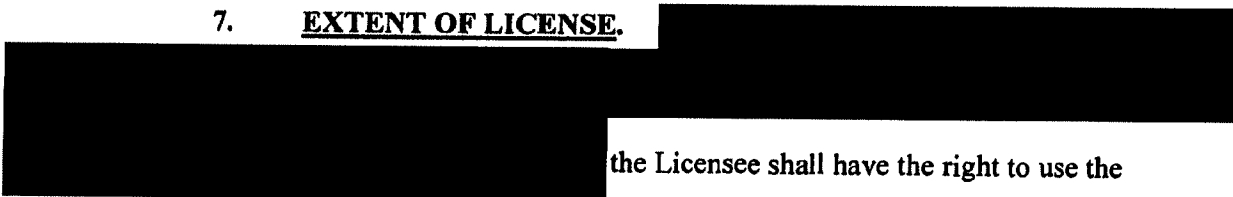
Should Licensee expand into additional territories

The term "territory" shall mean "state"

and shall not include the State of Wisconsin. Licensee is permitted to expand into eight additional territories under the terms of this Agreement.

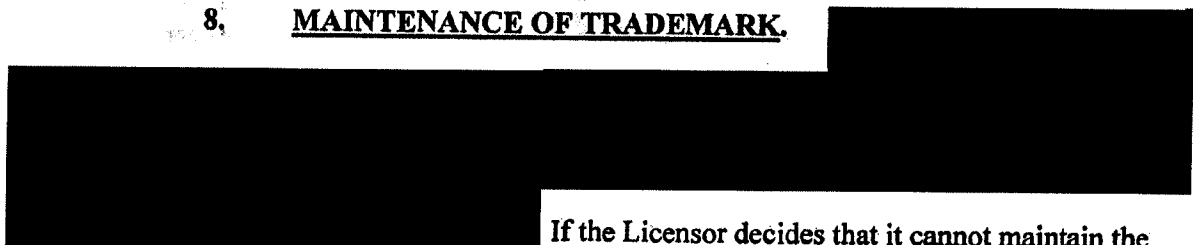


7. EXTENT OF LICENSE.



the Licensee shall have the right to use the Service Mark and to sublicense its use to Licensee's subsidiaries in the Territory for the purpose of exercising the rights granted hereunder.

8. MAINTENANCE OF TRADEMARK.

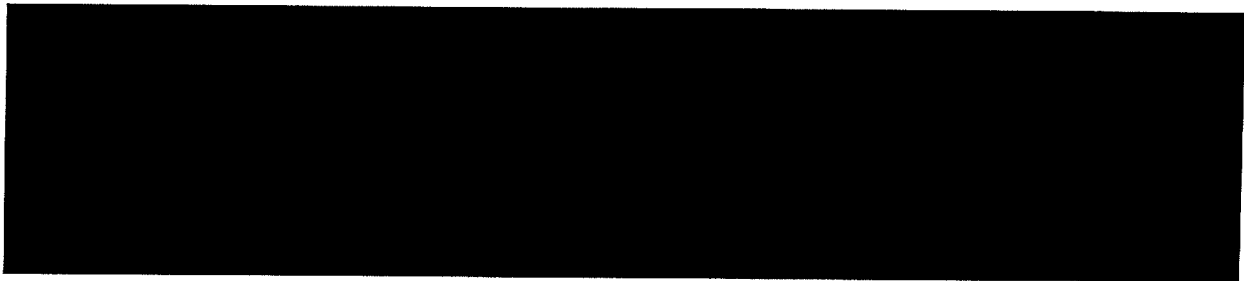
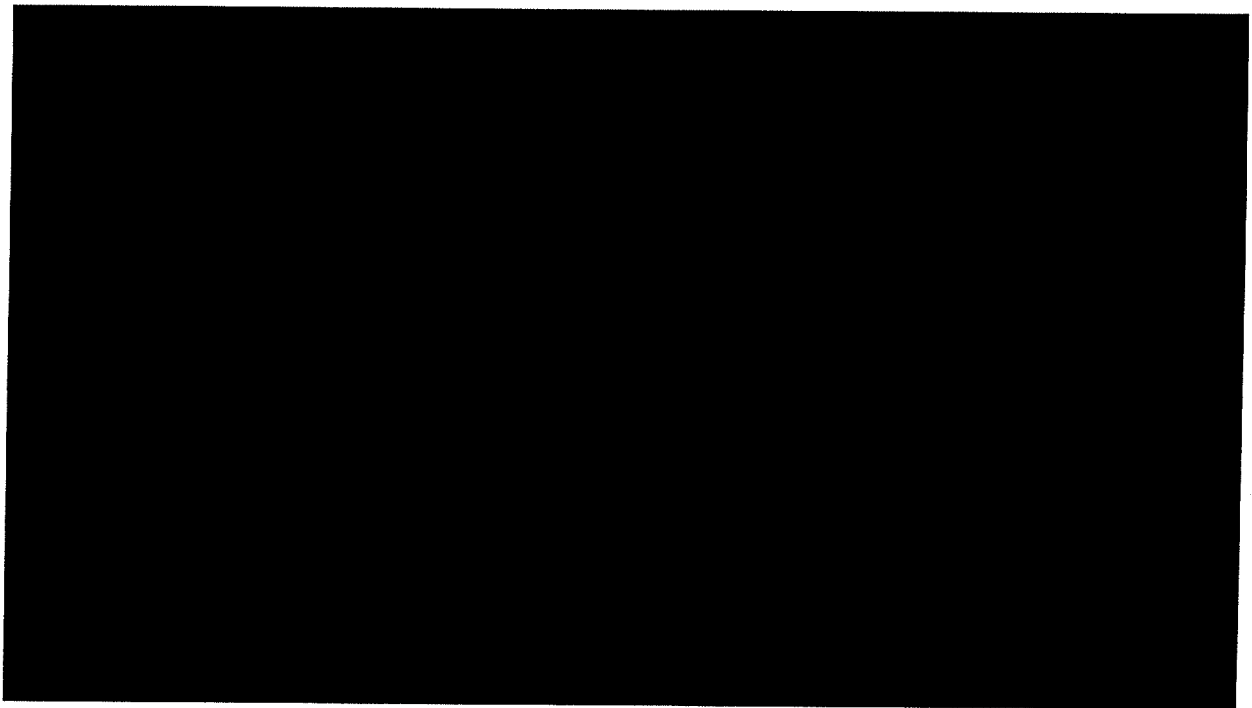
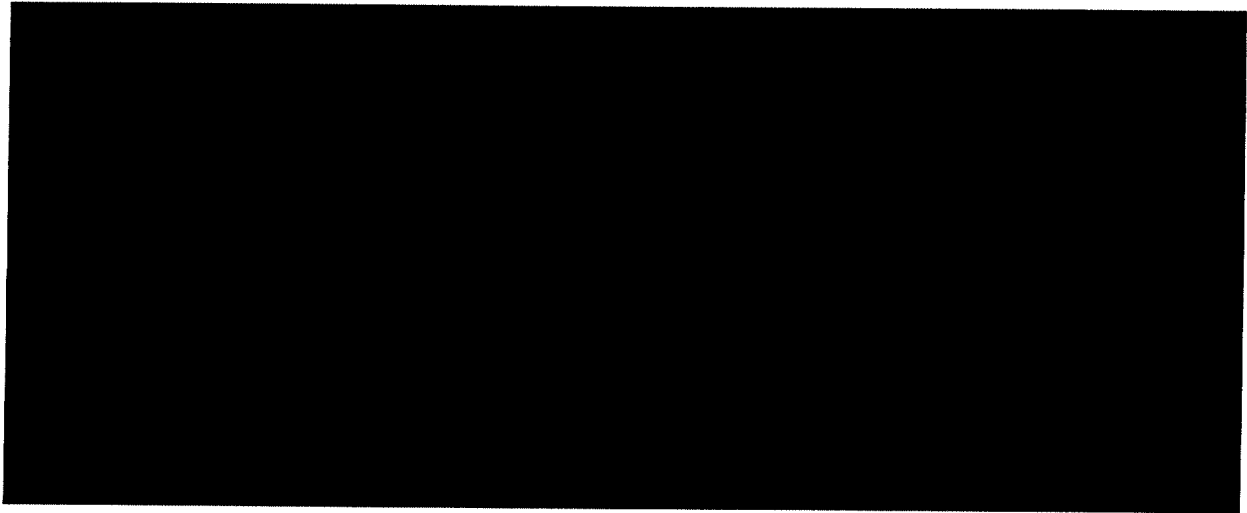


If the Licensor decides that it cannot maintain the Service Mark or desires to sell the Service Mark, Licensee shall have the right of first refusal to purchase all right, title and interest in and to the Service Mark.

9. TERMINATION.

(a) Except as otherwise provided herein, this Agreement shall remain in full force and effect in perpetuity.







In witness whereof this Agreement had been executed as of the day and year first above written.

FIRST MENASHA BANCSHARES, INC.
d/b/a FIRST NATIONAL BANK -
FOX VALLEY

By: Michael W. Boettcher
("Licensor")
Name: Michael W. Boettcher
Title: Senior Vice President/CFO

FIRST NIAGARA FINANCIAL GROUP, INC.

By: B. Scott Fisher
("Licensee")
Name: B. Scott Fisher
Title: SVP, RETAIL BANKING

