

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: 1			
Property Type	Number	Word Mark	
Serial Number:	74104678	CHARTER ONE	
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>		
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		
ATTORNEY DOCKET NUMBER:	(018415-100458)		
NAME OF SUBMITTER:	Ryan E. Thomas		
Signature:	/Ryan E. Thomas/		

OP \$40.00 74104678

Date:

12/26/2012

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9457861

DATE: 03-26-12

TRADEMARK
REEL: 004929 FRAME: 0171

**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