

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Citizens Financial Group, Inc.		03/26/2012	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	RBS Citizens Financial Group, Inc.		
<b>Street Address:</b>	One Citizens Plaza		
<b>City:</b>	Providence		
<b>State/Country:</b>	RHODE ISLAND		
<b>Postal Code:</b>	02903		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	78646573	CHAMPIONS IN ACTION BE INSPIRED	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	6175231231		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
<b>Phone:</b>	617-570-1000		
<b>Email:</b>	rthomas@goodwinprocter.com		
<b>Correspondent Name:</b>	Ryan E. Thomas		
<b>Address Line 1:</b>	Goodwin Procter LLP		
<b>Address Line 2:</b>	Exchange Place, 53 State Street		
<b>Address Line 4:</b>	Boston, MASSACHUSETTS 02109-2881		
<b>ATTORNEY DOCKET NUMBER:</b>	(018415-160503)		
<b>NAME OF SUBMITTER:</b>	Ryan E. Thomas		
<b>Signature:</b>	/Ryan E. Thomas/		

OP \$40.00 78646573

Date:

01/22/2013

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: 004946 FRAME: 0789

**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