

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CITIZENS FINANCIAL GROUP, INC.		10/05/2009	INC. ASSOCIATION: DELAWARE
RECEIVING PARTY DATA			
Name:	UWHARRIE CAPITAL CORP.		
Street Address:	132 N. First Street		
City:	Albemarle		
State/Country:	NORTH CAROLINA		
Postal Code:	28001		
Entity Type:	CORPORATION: NORTH CAROLINA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2945323	MAKE A DIFFERENCE	
Registration Number:	3064353	MAKE A DIFFERENCE: ONLY FROM CHARTER ONE BANK	
Registration Number:	2958711	MAKE A DIFFERENCE	
CORRESPONDENCE DATA			
Fax Number:	(919)419-9354		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	IPTLCentral@iptl.com		
Correspondent Name:	Intellectual Property/Technology Law		
Address Line 1:	PO Box 14329		
Address Line 4:	RTP, NORTH CAROLINA 27709		
ATTORNEY DOCKET NUMBER:	4359-101		
NAME OF SUBMITTER:	Kelly K. Reynolds		
Signature:	/kelly k. reynolds/		

OP \$90.00 2945323

Date:

11/23/2009

Total Attachments: 2

source=Signed assignment#page1.tif

source=Signed assignment#page2.tif

EXHIBIT A

**ASSIGNMENT OF US. SERVICE MARK
REGISTRATION NOS. 2,945,323,3,064,353 AND 2,958,711**

CITIZENS FINANCIAL GROUP, INC., a corporation duly organized and existing under the laws of the State of Delaware, whose principal business address is One Citizens Plaza, Providence, Rhode Island 02903,

as the owner of the service mark "**MAKE A DIFFERENCE**" and rights (including goodwill) therein which are the subject of U.S. Trademark Registration No. 2,945,323, registered April 26, 2005 and registered in International Class 036 for "Banking services;" U.S. Trademark Registration No. 2,958,711 (a mark containing a design plus the words "MAKE A DIFFERENCE"), registered May 31, 2005 and registered in International Class 036 for "Banking services;" and U.S. Trademark Registration No. 3,064,353 to "**MAKE A DIFFERENCE; ONLY FROM CHARTER ONE BANK,**" registered February 28, 2006 and registered in International Class 036 for "Banking services" (all of which are hereafter collectively referred to as "**MAKE A DIFFERENCE Marks**"),

hereby assigns to **UWHARRIE CAPITAL CORP.**, a North Carolina corporation,
(Corporate name)

having an address of 132 N. First Street. Albemarle NC 28001
(Corporate address)

all of their ownership and rights, title and interests (including goodwill) in the **MAKE A DIFFERENCE Marks**.

CITIZENS FINANCIAL GROUP, INC. is making this assignment for good and valuable consideration.


CITIZENS FINANCIAL GROUP, INC. requests the Commissioner of Patents and Trademarks of the United States and the appropriate officers of all foreign countries to issue registrations and certificates on the service mark **MAKE A DIFFERENCE** to:

UWHARRIE CAPITAL CORP.

as the owner by Assignment hereunder of the service mark **MAKE A DIFFERENCE** and rights (including goodwill therein).

In witness whereof, **CITIZENS FINANCIAL GROUP, INC.**, has caused this assignment to be executed by its duly authorized representative, who by his execution warrants and represents that he is so duly authorized, to be effective as of the date set forth below.

CITIZENS FINANCIAL GROUP, INC.

By: 
(Signature)

10/5/09
(Date)

CHRIS VAN STEENBERG
(Name)

SVP - Debit & Rewards
(Title)