



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
100 North Main Street Providence, Rhode Island 02903-1335
Telephone (401) 222-3040

July 16, 2002



Citizens Financial Group, Inc.
c/o EDWARD J. CAPOBIANCO
ONE CITIZENS PLAZA, 12TH FLOOR
PROVIDENCE, RI 02903-01339

RE: Corporation ID # 34828
Citizens Financial Group, Inc.

Dear Sir or Madam:

The Corporations Division of the Office of the Secretary of State has yet to receive your Annual Report for the year 2002.

Pursuant to the provisions set forth in Section(s), 7-6-56, 7-6-85, 7-1.1-87, and 7-1.1-114 of the General Laws of the State of Rhode Island, the Certificate of Incorporation/Authority of the above named entity will be revoked after 60 days from the date of this notice for failure to file the report.

Please file your 2002 Annual Report with the Corporations Division within the next sixty days so that your authority to conduct business will remain intact. If you have any questions, or if we can be of any assistance, please do not hesitate to call the Corporations Division at (401) 222-3040.

Sincerely,

Edward S. Inman, III
Secretary of State