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001-36636

CERT NYS

Chief, Information Technology
Securities and Exchange Commission
Division of Corporate Finance
100 F Street, NE MS 3040
Washington, DC 20549

To whom it may concern:

The New York Stock Exchange certifies its approval for listing and registration of the Common Stock, par value \$0.01 per share of Citizens Financial Group, Inc. under the Exchange Act of 1934.

Sincerely,