

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
Willow Grove Bank		09/22/2006	Federally Chartered Savings Bank:

RECEIVING PARTY DATA

Name:	Willow Financial Bank
Street Address:	170 South Warner Road
Internal Address:	Suite 300
City:	Wayne
State/Country:	PENNSYLVANIA
Postal Code:	19087
Entity Type:	Federally Chartered Savings Bank:

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	2473807	E
Registration Number:	2569574	EMARKET
Registration Number:	2600395	ECHECKING
Registration Number:	2777158	E TRUST
Registration Number:	2552162	E SERVICES
Registration Number:	2577693	EVOICE

CORRESPONDENCE DATA

Fax Number: (215)672-5430
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 215-672-6220
 Email: crilly@erols.com
 Correspondent Name: Michael G. Crilly, Esquire
 Address Line 1: 104 South York Road

OP \$165.00 2473807

Address Line 4: Hatboro, PENNSYLVANIA 19040

NAME OF SUBMITTER:	Michael G. Crilly, Esquire
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Signature:	/Michael G. Crilly/
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Date:	04/13/2007
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Total Attachments: 3

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CERTIFIED COPY OF RESOLUTIONS OF THE BOARD OF DIRECTORS OF WILLOW GROVE BANK

I, Joseph T. Crowley, being the duly qualified Corporate Secretary of Willow Grove Bank (the "Bank"), hereby certify that the following is a true, correct and complete copy of the resolutions duly and validly adopted by the Board of Directors ("Board") of the Bank at a meeting duly called and held on September 21, 2006, that at said meeting a quorum was present and voting throughout, and that the resolutions have not been rescinded or modified and are now in full force and effect:

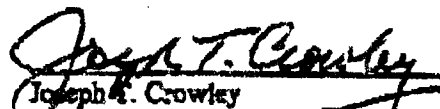
WHEREAS, the Board of the Bank has previously determined to amend the Federal Charter of the Bank in order to change the name of the Bank to "Willow Financial Bank" (the "Name Change"); and

WHEREAS, the Board desires to have the Name Change of the Bank effective after the close of business on September 21, 2006.

NOW, THEREFORE, BE IT RESOLVED, that the appropriate officers of the Bank be and hereby are authorized and directed to take all action which is necessary and appropriate to change the name of the Bank to Willow Financial Bank, effective after the close of business on September 21, 2006, including but not limited to, filing a notice with the Office of Thrift Supervision of the pre-approved amendment of the Bank's Federal Stock Charter to reflect the Bank's new name effective after the close of business on September 21, 2006; and

BE IT FURTHER RESOLVED, that the proper officers of the Bank be and hereby are authorized and directed to take any and all action necessary to carry out the purposes of the foregoing resolutions.

IN WITNESS WHEREOF, I, Joseph T. Crowley, Corporate Secretary, hereby set my hand this 22nd day of September 2006.


Joseph T. Crowley
Corporate Secretary

Charter No. 7813

**AMENDED AND RESTATED
FEDERAL STOCK CHARTER****WILLOW FINANCIAL BANK**

Section 1. Corporate Title. The full corporate title of the Bank is Willow Financial Bank (the "Bank").

Section 2. Office. The home office shall be located in Wayne, Pennsylvania.

Section 3. Duration. The duration of the Bank is perpetual.

Section 4. Purpose and Powers. The purpose of the Bank is to pursue any or all of the lawful objectives of a Federal Savings Bank chartered under Section 5 of the Home Owners' Loan Act and to exercise all of the express, implied, and incidental powers conferred thereby and by all acts amendatory thereof and supplemental thereto, subject to the Constitution and laws of the United States as they are now in effect, or as they may hereafter be amended, and subject to all lawful and applicable rules, regulations, and orders of the Office of Thrift Supervision ("Office").

Section 5. Capital Stock. The total number of shares of all classes of the capital stock that the Bank has the authority to issue is 1,000, all of which shall be common stock of par value of \$.01 per share. The shares may be issued from time to time as authorized by the board of directors without the approval of its shareholders, except as otherwise provided in this Section 5 or to the extent that such approval is required by governing law, rule, or regulation. The consideration for the issuance of the shares shall be paid in full before their issuance and shall not be less than the par value. Neither promissory notes nor future services shall constitute payment or part payment for the issuance of shares of the Bank. The consideration for the shares shall be cash, tangible or intangible property (to the extent direct investment in such property would be permitted to the Bank), labor, or services actually performed for the Bank, or any combination of the foregoing. In the absence of actual fraud in the transaction, the value of such property, labor, or services, as determined by the board of directors of the Bank, shall be conclusive. Upon payment of such consideration, such shares shall be deemed to be fully paid and nonassessable. In the case of a stock dividend, that part of the retained earnings of the Bank that is transferred to common stock or paid-in capital accounts upon the issuance of shares as a stock dividend shall be deemed to be the consideration for their issuance.

Except for shares issued in the initial organization of the Bank or in connection with the conversion of the Bank from the mutual to stock form of capitalization, no shares of capital stock (including shares issuable upon conversion, exchange, or exercise of other securities) shall be issued, directly or indirectly, to officers, directors, or controlling persons of the Bank other than as part of a general public offering or as qualifying shares to a director, unless the issuance or the plan under which they would be issued has been approved by a majority of the total votes eligible to be cast at a legal meeting.

The holders of the common stock shall exclusively possess all voting power. Each holder of shares of common stock shall be entitled to one vote for each share held by such holder and there shall be no right to cumulate votes in an election of directors. Subject to any provision for a liquidation account, in the event of any liquidation, dissolution, or winding up of the Bank, the holders of the common stock shall be entitled, after payment or provision for payment of all debts and liabilities of the Bank, to receive the remaining assets of the Bank available for distribution, in cash or in kind. Each share of common stock shall have the same relative rights as and be identical in all respects with all the other shares of common stock.

Section 6. Preemptive Rights. Holders of the capital stock of the Bank shall not be entitled to preemptive rights with respect to any shares of the Bank which may be issued.

Section 7. Directors. The Bank shall be under the direction of a board of directors. The authorized number of directors, as stated in the Bank's bylaws, shall not be fewer than five nor more than fifteen except when a greater or lesser number is approved by the Director of the Office, or his or her delegate.

Section 8. Amendment of Charter. Except as provided in Section 5, no amendment, addition, alteration, change or repeal of this charter shall be made, unless such is proposed by the board of directors of the Bank, approved by the shareholders by a majority of the votes eligible to be cast at a legal meeting, unless a higher vote is otherwise required, and approved or preapproved by the Office.

Section 9. Liquidation Account. Pursuant to the requirements of 12 C.F.R. Subchapter D, the Bank shall establish and maintain a liquidation account for the benefit of its savings account holders who had an account balance of at least \$50.00 as of the close of business on either June 30, 2000 or December 31, 2001 ("eligible depositors"). In the event of a complete liquidation of the Bank, it shall comply with such regulations with respect to the amount and the priorities on liquidation of each of the Bank's eligible depositor's inchoate interest in the liquidation account, to the extent it is still in existence, provided that an eligible depositor's inchoate interest in the liquidation account shall not entitle such eligible depositor to any voting rights at meetings of the Bank's stockholders.

Attest: Joseph T. Crowley
Joseph T. Crowley
Secretary of Willow Financial Bank

By: Donna M. Coughy
Donna M. Coughy
President and Chief Executive Officer of Willow Financial Bank

Attest: Brenda J. Proctor
Corporate Secretary of the Office of Thrift Supervision

By: John M. Reich
Director of the Office of Thrift Supervision

Effective Date: September 21, 2006