

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/10/2010		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
First National Bank of Chester	FORMERLY First National Bank of West Chester	12/10/2010	CORPORATION: PENNSYLVANIA
RECEIVING PARTY DATA			
Name:	Graystone Tower Bank		
Street Address:	100 Granite Run Drive		
City:	Lancaster		
State/Country:	PENNSYLVANIA		
Postal Code:	17601		
Entity Type:	CORPORATION: PENNSYLVANIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1414498	YOUR HOMETOWN BANK	
CORRESPONDENCE DATA			
Fax Number:	(717)238-8623		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	717 237 6702		
Email:	kgold@rroads-sinon.com		
Correspondent Name:	Kevin M. Gold, Esquire		
Address Line 1:	One South Market Square, PO Box 1146		
Address Line 2:	12th Floor		
Address Line 4:	Harrisburg, PENNSYLVANIA 17108-1146		
ATTORNEY DOCKET NUMBER:	11430/9		
NAME OF SUBMITTER:	Kevin M. Gold		

OP \$40.00 1414498

900180186

**TRADEMARK
 REEL: 004445 FRAME: 0267**

Signature:	/kmg/
Date:	01/03/2011
Total Attachments: 13 source=Articles of Merger-GTB#page1.tif source=Articles of Merger-GTB#page2.tif source=Articles of Merger-GTB#page3.tif source=Articles of Merger-GTB#page4.tif source=Articles of Merger-GTB#page5.tif source=Articles of Merger-GTB#page6.tif source=Articles of Merger-GTB#page7.tif source=Articles of Merger-GTB#page8.tif source=Articles of Merger-GTB#page9.tif source=Articles of Merger-GTB#page10.tif source=Articles of Merger-GTB#page11.tif source=Articles of Merger-GTB#page12.tif source=Articles of Merger-GTB#page13.tif	

TO THE DEPARTMENT OF BANKING
COMMONWEALTH OF PENNSYLVANIA

FIRST NATIONAL BANK OF CHESTER COUNTY

and

GRAYSTONE TOWER BANK

Commonwealth of Pennsylvania
ARTICLES OF MERGER-MISCELLANEOUS 13 Page(s)



T1034747007

ARTICLES OF MERGER
UNDER BANK PLAN OF MERGER
DATED AS OF MARCH 4, 2010

Pursuant to Section 1603(f) of the Pennsylvania Banking Code of 1965, as amended and supplemented (the "Banking Code"), FIRST NATIONAL BANK OF CHESTER COUNTY, by its duly authorized officers, and GRAYSTONE TOWER BANK, by its duly authorized officers, hereby execute Articles of Merger under the seal of each institution, and set forth the following:

FIRST: The names of the parties to the Plan of Merger dated as of March 4, 2010 (the "Plan of Merger") are FIRST NATIONAL BANK OF CHESTER COUNTY, West Chester, Pennsylvania, a national bank ("FNB Chester County") and GRAYSTONE TOWER BANK, Lancaster, Pennsylvania, a Pennsylvania chartered bank and trust company ("Graystone").

Pursuant to the Plan of Merger, FNB Chester County will merge with and into Graystone under the Articles of Incorporation of Graystone, pursuant to the provisions of and with the effect provided in Chapter 16 of the Banking Code.

SECOND: The name of the surviving institution is Graystone Tower Bank.

THIRD: The location and post office address of FNB Chester County's principal place of business is 9 North High Street, West Chester, Chester County, Pennsylvania 19380. The location and post office address of Graystone's principal place of business is 100 Granite

PA DEPT. OF STATE

DEC 10 2010

TRADEMARK
REEL: 004445 FRAME: 0269

Run Drive, Lancaster, Lancaster County, Pennsylvania 17601; this will also be the location and post office address of the principal place of business of the surviving institution.

FOURTH: The Plan of Merger was approved by the Board of Directors of Graystone at a meeting of the Board called and held in accordance with the applicable provisions of the Banking Code on March 4, 2010, at Graystone's corporate center, 1828 Good Hope Road, Enola, Pennsylvania 17025. On December 8, 2010, the sole shareholder of common stock of Graystone, the only class of capital stock outstanding, approved, adopted and ratified the Plan of Merger via a unanimous consent in lieu of a meeting of shareholders in accordance with the Banking Code, representing approval by 100% of the total common stock of Graystone issued and outstanding, sufficient for approval by Graystone shareholders. The unanimous consent in lieu of a meeting of shareholders, which also constituted a waiver of all notice requirements with regard to approval of the Plan of Merger, was duly executed on behalf of Tower Bancorp, Inc., the sole shareholder of Graystone, by Andrew S. Samuel, President, and remains in full force and effect, as certified by Carl D. Lundblad, Secretary.

FIFTH: The Plan of Merger was approved by the Board of Directors of FNB Chester County at a meeting of the Board called and held in accordance with the applicable provisions of the Banking Code on March 4, 2010, at FNB Chester County's principal place of business. On December 8, 2010, the sole shareholder of common stock of FNB Chester County, the only class of capital stock outstanding, approved, adopted and ratified the Plan of Merger via a unanimous consent in lieu of a meeting of shareholders, representing approval by 100% of the total common stock of FNB Chester County issued and outstanding, sufficient for approval by FNB Chester County shareholders. The unanimous consent in lieu of a meeting of shareholders, which also constituted a waiver of all notice requirements with regard to approval of the Plan of

Merger, was duly executed on behalf of First Chester County Corporation, the sole shareholder of FNB Chester County, by John A. Featherman, III, President, and remains in full force and effect, as certified by John B. Waldron, Secretary.

SIXTH: The names and addresses of the persons who will, upon consummation of the merger, be the Directors of the surviving institution are:

Andrew S. Samuel
26 S. Alydar Blvd.
Dillsburg, PA 17019

Klare S. Sunderland
7 Deerburn Circle
Mechanicsburg, PA 17050

Kenneth R. Lehman
1408 N. Abingdon Street
Arlington, VA 22207

Marcus Faust
1730 Tall Tree Trail
Chagrin Falls, OH 44033

Michael A. Peck
501 Long Meadow Street
Celebration, FL 34747

Charles C. Pearson, Jr.
2641 Allen Glen Drive
Mechanicsburg, PA 17055

Robert H. Schober
2028 Mallard Drive
Lancaster, PA 17601

Patricia A. Carbaugh
1396 Union Church Road
McConnellsburg, PA 17233

Randall L. Horst
215 East Orange Street
Lancaster, PA 17602

William E. Pommerening
2369 N. Vermont Street
Arlington, VA 22207

Mark E. Gayman
5460 Stamy Hill Road
Waynesboro, PA 17268

Terry L. Randall
13101 Fountain Head Road
Hagerstown, MD 21742

Harry D. Johnston
1207 Back Run Road
McConnellsburg, PA 17233

Jeffrey B. Shank
856 McDowell Road
Greencastle, PA 17225

Frederic M. Frederick
11455 Bemisderfer Road
Greencastle, PA 17225

Stephen E. Beck
12199 Gehr Road
Waynesboro, PA 17268

Brian K. Campbell
75 Thompson Road
Cochranville, PA 19330

J. Carol Hanson
588 Winfield Way
Chester Springs, PA 19425

Matthew S. Naylor
822 Grubbs Mill Road
Berwyn, PA 19312

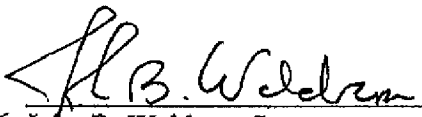
SEVENTH: Attached hereto as Exhibit "A" is a true and correct copy of the Plan of Merger as approved and adopted by the respective Boards of Directors and shareholders in the manner and at the times, places and dates hereinabove set forth.

EIGHTH: It is requested that the Merger become effective at 11:59 p.m. on December 10, 2010, subject to receipt of all necessary approvals and the passing of all necessary time periods.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, the President and Secretary of FNB Chester County and the President and Secretary of Graystone have each executed this instrument on behalf of their respective institutions, and caused their corporate seals to be affixed, as of the 9th day of December, 2010.

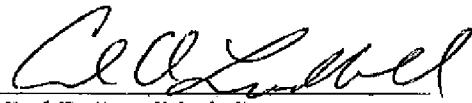
ATTEST:


John B. Waldron, Secretary
(SEAL)

FIRST NATIONAL BANK OF
CHESTER COUNTY

By: 
John A. Featherman, III, President

ATTEST:


Carl D. Lundblad, Secretary
(SEAL)

GRAYSTONE TOWER BANK

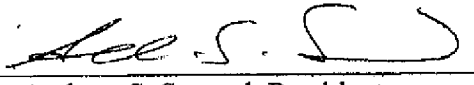
By: 
Andrew S. Samuel, President

EXHIBIT A

BANK PLAN OF MERGER

THIS BANK PLAN OF MERGER ("Plan of Merger") dated as of March 4, 2010, is by and between GRAYSTONE TOWER BANK, a Pennsylvania bank and trust company ("Graystone Bank"), and FIRST NATIONAL BANK OF CHESTER COUNTY, a national banking association ("FNB").

BACKGROUND

1. Graystone Bank is a Pennsylvania bank and trust company and a wholly-owned subsidiary of Tower Bancorp, Inc., a Pennsylvania corporation ("Tower"). The authorized capital stock of Graystone Bank consists of 5,000,000 shares of common stock, par value \$1.00 per share ("Graystone Bank Common Stock"), of which at the date hereof 1,760,000 shares are issued and outstanding.

2. FNB is a national banking association and a wholly-owned subsidiary of First Chester County Corporation ("First Chester"). The authorized capital stock of FNB consists of 30,000 shares of common stock, par value \$20.00 per share ("FNB Common Stock"), of which at the date hereof 30,000 shares are issued and outstanding.

3. The respective Boards of Directors of Graystone Bank and FNB deem the merger of FNB with and into Graystone Bank, pursuant to the terms and conditions set forth or referred to herein, to be desirable and in the best interests of the respective corporations and their respective stockholders.

4. The respective Boards of Directors of Graystone Bank and FNB have adopted resolutions approving this Plan of Merger. The respective Boards of Directors of Tower and First Chester have adopted resolutions approving an Agreement and Plan of Merger dated as of December 27, 2009, as subsequently amended on March 4, 2010 (the "Agreement"), between Tower and First Chester, providing for the merger of First Chester with and into Tower (the "Parent Merger") and pursuant to which this Bank Plan of Merger is being executed by Graystone Bank and FNB.

AGREEMENT

In consideration of the premises and of the mutual covenants and agreements herein contained, Graystone Bank and FNB, intending to be legally bound hereby, agree:

ARTICLE I MERGER; BUSINESS

1.1 Subject to the terms and conditions of this Plan of Merger and in accordance with the applicable laws and regulations of the Commonwealth of Pennsylvania, on the Effective Date (as that term is defined in Article V hereof): FNB shall merge with and into Graystone Bank; the separate existence of FNB shall cease; and Graystone Bank shall be the surviving bank under the name and title "Graystone Tower Bank" (such transaction referred to herein as the "Bank Merger")

and Graystone Bank, as the surviving bank in the Bank Merger, referred to herein as the "Surviving Bank").

1.2 *Business.* The business of the Surviving Bank shall be conducted at the main office of Graystone Bank, and shall be located at 100 Granite Run Drive, Lancaster, Pennsylvania 17601, and its legally established branches, which shall include the main office and all of the branch offices of FNB.

ARTICLE II ARTICLES OF INCORPORATION AND BY-LAWS

On and after the Effective Date of the Bank Merger, the articles of incorporation and by-laws of Graystone Bank shall continue to be the articles of incorporation and bylaws of the Surviving Bank.

ARTICLE III BOARD OF DIRECTORS AND OFFICERS

3.1 *Board of Directors.* On and after the Effective Date of the Bank Merger, the directors of Graystone Bank immediately prior to the Effective Date shall continue to be the directors of Graystone Bank as the Surviving Bank in the Bank Merger, provided that on the Effective Date the number of directors serving on the board of directors of Graystone Bank shall be increased by three (3) directors and three (3) of the current directors of FNB who are not added to the Tower board in connection with the Parent Merger, as selected by the board of directors of FNB with the approval of the Graystone Bank board of directors and subject to the conditions to board membership in the bylaws of Graystone Bank and other criteria contained in Tower's Corporate Governance Guidelines and applicable law and regulation, shall be added to the board of directors of Graystone Bank.

3.2 *Officers.* On and after the Effective Date of the Bank Merger, the officers of Graystone Bank duly elected and holding office immediately prior to such Effective Date shall be the officers of Graystone Bank, as the Surviving Bank in the Bank Merger.

ARTICLE IV CONVERSION OF SHARES

4.1 *Stock of Graystone Bank.* Each share of Graystone Bank Common Stock issued and outstanding immediately prior to the Effective Date shall, on and after the Effective Date, continue to be issued and outstanding as a share of common stock of the Surviving Bank.

4.2 *Stock of FNB.* Each share of FNB Common Stock issued and outstanding immediately prior to the Effective Date shall, on the Effective Date, be canceled and no cash, stock or other property shall be delivered in exchange therefore.

**ARTICLE V
EFFECTIVE DATE OF THE MERGER**

The Merger shall be effective on the date on which articles of merger executed by FNB and Graystone Bank are filed with and endorsed by the Pennsylvania Department of Banking, unless a later date is specified in such articles of merger (the "Effective Date").

**ARTICLE VI
EFFECT OF THE MERGER**

On the Effective Date: The separate existence of FNB shall cease; the principal and branch offices of FNB shall become authorized branch offices of the Surviving Bank; and all of the property (real, personal and mixed), rights, powers, duties and obligations of Graystone Bank and FNB shall be taken and deemed to be transferred to and vested in the Surviving Bank, without further act or deed, as provided by applicable laws and regulations.

**ARTICLE VII
CONDITIONS PRECEDENT**

The obligations of Graystone Bank and FNB to effect the Merger shall be subject to (i) the approval of this Plan of Merger by First Chester and Tower in their capacities as the sole shareholder of PNB and Graystone Bank, respectively, (ii) receipt of the required approval of the Federal Deposit Insurance Corporation, the Pennsylvania Department of Banking, and any other applicable regulatory authority, (iii) receipt of any necessary approval to operate the main office of FNB and the branch offices of FNB as offices of the Surviving Bank, and (iv) the completion of the transactions contemplated by the Agreement on or before the Effective Date.

**ARTICLE VIII
TERMINATION**

This Plan of Merger shall terminate upon any termination of the Agreement in accordance with its terms; provided, however, that any such termination of this Plan of Merger shall not relieve any party hereto from liability on account of a breach by such party of any of the terms hereof or thereof.

**ARTICLE IX
AMENDMENT**

Subject to applicable law, this Plan of Merger may be amended, by action of the respective Boards of Directors of the parties hereto, at any time prior to consummation of the Merger, but only by an instrument in writing signed by duly authorized officers on behalf of the parties hereto.

**ARTICLE X
MISCELLANEOUS**

10.1 *Extensions; Waivers.* Each party, by a written instrument signed by a duly authorized officer, may extend the time for the performance of any of the obligations or other acts of the other party hereto and may waive compliance with any of the obligations of the other party contained in this Plan of Merger.

10.2 *Notices.* Any notice or other communication required or permitted under this Plan of Merger shall be given, and shall be effective, in accordance with the provisions of the Agreement.

10.3 *Captions.* The headings of the several Articles herein are inserted for convenience of reference only and are not intended to be part of, or to affect the meaning or interpretation of, this Plan of Merger.

10.4 *Counterparts.* For the convenience of the parties hereto, this Plan of Merger may be executed in several counterparts, each of which shall be deemed the original, but all of which together shall constitute one and the same instrument.

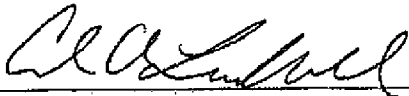
10.5 *Governing Law.* This Plan of Merger shall be governed by and construed in accordance with the laws of the Commonwealth of Pennsylvania without regard to the conflict of laws principles thereof.


[signature page follows]

IN WITNESS WHEREOF, each party has caused this Plan of Merger to be executed on its behalf and its corporate seal to be affixed hereto by its duly authorized officers, all as of the day and year first written above.

ATTEST:

GRAYSTONE TOWER BANK

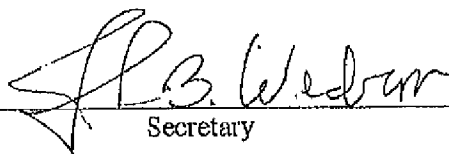

Secretary

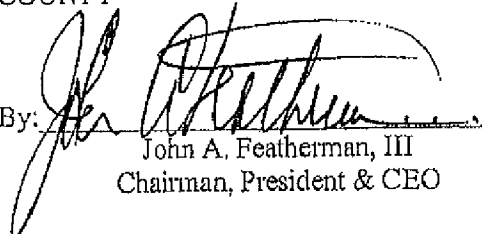
By: 
Andrew S. Samuel
Chairman, President & CEO

(SEAL)

ATTEST:

FIRST NATIONAL BANK OF CHESTER
COUNTY


Secretary

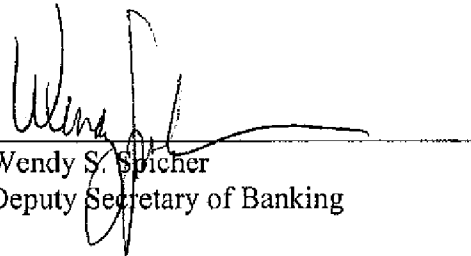
By: 
John A. Featherman, III
Chairman, President & CEO

(SEAL)

TRADEMARK

REEL: 004445 FRAME: 0279

Approval is hereby granted by the Pennsylvania Department of Banking for the merger of FIRST NATIONAL BANK OF CHESTER COUNTY, West Chester, Pennsylvania, with and into GRAYSTONE TOWER BANK, Lancaster, Pennsylvania, this 10th day of December, A.D. 2010, to be effective as of 11:59 p.m. on December 10, 2010.



Wendy S. Spicher
Deputy Secretary of Banking



pennsylvania
DEPARTMENT OF BANKING

MARKET SQUARE PLAZA | 17 N SECOND STREET, SUITE 1300 | HARRISBURG, PA 17101
Ph 717.787.2665 Fx 717.787.8773 W www.banking.state.pa.us

December 10, 2010

717-787-5783

Ms. Joy Drake, Chief
Business Processing Division
Corporation Bureau
DEPARTMENT OF STATE
203 North Office Building
Harrisburg, PA 17105-8722

RE: Articles of Merger – FIRST NATIONAL BANK OF CHESTER COUNTY, West Chester, Pennsylvania, with and into GRAYSTONE TOWER BANK, Lancaster, Pennsylvania

Dear Ms. Drake:

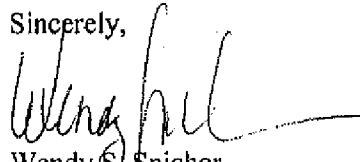
Pursuant to Chapter 16 of the Pennsylvania Banking Code of 1965, we are delivering herewith the subject Articles of Merger with written approval of the Department of Banking endorsed thereon.

We have concluded the required investigation and other studies incident to the merger and find that the requirements of law have been complied with fully. In addition, we have been advised that all requisite approvals have been issued by the Federal supervisory agencies.

We request that the Department of State record the Articles of Merger and take the necessary steps to issue the Certificate of Merger to be effective as of **11:59 p.m. on December 10, 2010**. The Certificate of Merger should be sent to **Kenneth J. Rollins, Esquire, Rhoads & Sinon LLP, Twelfth Floor, One South Market Square, PO Box 1146, Harrisburg, Pennsylvania 17108-1146**.

Attached is a check in the amount of \$150.00, which represents the required filing fee.

Sincerely,



Wendy S. Spicher
Deputy Secretary of Banking

WSS:JSB:jsb
Enclosures

cc: Board of Directors, First Chester County Corporation
Board of Directors, Tower Bancorp, Inc.
Toney M. Bland, Deputy Comptroller, Northeastern District, Office of the Comptroller of the Currency
William L. Gaunt, Assistant Vice President, Federal Reserve Bank of Philadelphia
Kenneth J. Rollins, Esquire, Rhoads & Sinon LLP