

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM393180

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/01/2016

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Fox Chase Bank		06/14/2016	Chartered Bank: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	Univest Bank and Trust Co.
Street Address:	14 North Main Street
City:	Souderton
State/Country:	PENNSYLVANIA
Postal Code:	18964
Entity Type:	Chartered Bank: UNITED STATES

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	2047847	FOX CHASE BANK
Registration Number:	2705033	TELL-A-BANKER
Registration Number:	2742517	FOX CHASE FINANCIAL INCORPORATED
Registration Number:	3354233	FOX CHASE BANCORP, INCORPORATED
Registration Number:	3382449	FOX CHASE BANK EXPRESSWAY
Registration Number:	3416100	
Registration Number:	3689752	FOX CHASE BANK EXPRESS BUSINESS SOLUTION
Registration Number:	3750159	FOX CHASE BANK EXPRESS ONLINE CASH MANAG
Registration Number:	3874482	SAVE AMERICA
Registration Number:	3905407	WHERE AMERICA SAVES
Registration Number:	4113063	FOX CHASE BANK ADVANTAGE BANKING
Registration Number:	4928884	DOING WHAT'S RIGHT FOR YOU

CORRESPONDENCE DATA

Fax Number: 2152992150

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 2152992016

Email: ipdocket@foxrothschild.com

TRADEMARK

Correspondent Name: Tristram R Fall, III, Esquire
Address Line 1: 2000 Market Street
Address Line 2: 20th Floor
Address Line 4: Philadelphia, PENNSYLVANIA 19103

NAME OF SUBMITTER: Tristram R. Fall, III

SIGNATURE: /Tristram R. Fall, III/

DATE SIGNED: 07/29/2016

Total Attachments: 11

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ARTICLES OF MERGER

In compliance with the requirements of Section 1603(f) of the Pennsylvania Banking Code of 1965 (7 P.S. §1603(f)) (relating to articles of merger), the undersigned institutions, desiring to effect a merger, hereby certify that:

1. The names of the parties to the Plan of Merger are:

- (a) Univest Bank and Trust Co.
- (b) Fox Chase Bank
- (c) The name of the resulting institution is: Univest Bank and Trust Co.

2. The location and post office address of the principal place of business of each party to the Plan of Merger are:

- (a) Univest Bank and Trust Co.
14 North Main Street
Souderton, Pennsylvania 18964
- (b) Fox Chase Bank
4390 Davisville Road
Hatboro, PA 19040

3. The votes by which the Plan of Merger was adopted and the time, place and notice of each meeting in connection with such adoption are:

(a) Univest Bank and Trust Co.

(1) Board of Directors:

Directors entitled to vote:	Six (one vote per director)
Votes: For:	Six
Against:	None
Date:	December 8, 2015
Place:	14 North Main Street, Souderton, PA
Kind and Period of Notice:	5 days written notice

(2) Shareholders:

Shares entitled to vote:	480,059 (one vote per share)
Votes: For:	480,059
Against:	None
Date:	June 14, 2016
Place:	14 North Main Street, Souderton, PA
Kind and Period of Notice:	N/A; action by unanimous written consent

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(b) Fox Chase Bank

(1) Board of Directors:

Directors entitled to vote:	Seven (one vote per director)
Votes: For:	Seven
Against:	None
Date:	December 8, 2015
Place:	4390 Davisville Road, Hatboro, PA
Kind and Period of Notice:	5 days written notice

(2) Shareholders:

Shares entitled to vote:	100 (one vote per share)
Votes: For:	100
Against:	-0-
Date:	June 14, 2016
Place:	4390 Davisville Road Hatboro, PA
Kind and Period of Notice:	N/A; action by unanimous written consent

4. The names of the directors of Univest Bank and Trust Co. as the resulting institution, the address for each of which is c/o Univest Bank and Trust Co., 14 North Main Street, Souderton, PA 18964, are set forth below:

William S. Aichele	K. Leon Moyer
R. Lee Delp	Jeffrey M. Schweitzer
Michael S. Keim	Paul Gregory Shelly


5. The articles of incorporation of Univest Bank and Trust Co., as the resulting institution, shall remain as the articles of incorporation of the resulting institution.

6. The Plan of Merger is attached hereto as Exhibit A and is incorporated herein by reference.

7. These Articles of Merger shall become effective upon the later of: (a) filing with the Pennsylvania Department of State, or (b) 12:02 a.m. on July 1, 2016.

IN TESTIMONY WHEREOF, each undersigned institution has caused these Articles of Merger to be signed by a duly authorized officer and has caused its corporate seal, duly attested by another such officer, to be hereunto affixed as of the 14th day of June, 2016.

UNIVEST BANK AND TRUST CO.

By: 
Michael S. Keim
President

[Corporate Seal]

Attest: 

FOX CHASE BANK

By: _____
Thomas M. Petro
President and Chief Executive Officer

[Corporate Seal]

Attest: _____

IN TESTIMONY WHEREOF, each undersigned institution has caused these Articles of Merger to be signed by a duly authorized officer and has caused its corporate seal, duly attested by another such officer, to be hereunto affixed as of the 14th day of June, 2016.

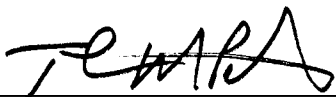
UNIVEST BANK AND TRUST CO.

By: _____
Michael S. Keim
President

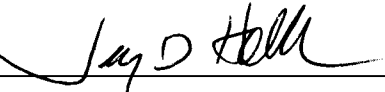
[Corporate Seal]

Attest: _____

FOX CHASE BANK

By: _____

Thomas M. Petro
President and Chief Executive Officer

[Corporate Seal]

Attest: _____


BANK PLAN OF MERGER

THIS BANK PLAN OF MERGER (this "Plan of Merger"), dated as of June 14, 2016 is made by and between UNIVEST BANK AND TRUST CO., a Pennsylvania-chartered bank and trust company ("UBank"), and FOX CHASE BANK, a Pennsylvania-chartered savings bank ("FCBank").

BACKGROUND

1. UBank is a Pennsylvania-chartered bank and trust company and a wholly-owned subsidiary of Univest Corporation of Pennsylvania, a Pennsylvania corporation ("UCP"). The authorized capital stock of UBank consists of 5,000,000 shares of common stock, par value \$5.00 per share ("UBank Common Stock"), of which, at the date hereof, 480,059 shares are issued and outstanding.

2. FCBank is a Pennsylvania-chartered savings bank and a wholly-owned subsidiary of Fox Chase Bancorp, Inc., a Maryland corporation ("FCBancorp"). The authorized capital stock of FCBank consists of 4,000 shares of common stock, par value \$1.00 per share ("FCBank Common Stock"), of which, at the date hereof, 100 shares are issued and outstanding, and 1,000 shares of preferred stock, par value \$1.00 per share, of which, at the date hereof, no shares are issued and outstanding.

3. The respective boards of directors of UBank and FCBank deem the merger of FCBank with and into UBank, 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 shareholders.

4. The respective boards of directors of UBank and FCBank have adopted resolutions approving this Plan of Merger. The respective boards of directors of UCP and FCBancorp have adopted resolutions approving an Agreement and Plan of Merger, dated as of December 8, 2015 (the "Agreement"), between UCP and FCBancorp, pursuant to which this Plan of Merger is being executed by UBank and FCBank.

AGREEMENT

In consideration of the premises and of the mutual covenants and agreements herein contained, and in accordance with the provisions of the Pennsylvania Banking Code of 1965, as amended and regulations of the Pennsylvania Department of Banking and Securities (the "PDB") thereunder (together, the "Pennsylvania Banking Code"), UBank and FCBank, intending to be legally bound hereby, agree:

ARTICLE I MERGER

Subject to the terms and conditions of this Plan of Merger and in accordance with the Pennsylvania Banking Code, on the Effective Date (as that term is defined in Article V hereof): FCBank shall merge with and into UBank; the separate existence of FCBank shall cease; and UBank shall be the surviving entity (such transaction referred to herein as the "Merger" and

UBank, as the surviving entity in the Merger, referred to herein as the "Surviving Bank"). The name of the Surviving Bank shall be "Univest Bank and Trust Co.," and it shall have its principal office at 14 North Main Street, Souderton, Pennsylvania 18964.

ARTICLE II
CHARTER AND BYLAWS

On and after the Effective Date, the Articles of Incorporation and Bylaws of UBank, as in effect immediately prior to the Effective Date, shall automatically be and remain the Articles of Incorporation and Bylaws of the Surviving Bank, until altered, amended or repealed.

ARTICLE III
BOARD OF DIRECTORS AND OFFICERS

3.1. Board of Directors. On and after the Effective Date, the directors of the Surviving Bank shall consist of the following persons:

William S. Aichele
R. Lee Delp
Michael S. Keim
K. Leon Moyer
Jeffrey M. Schweitzer
P. Gregory Shelly

3.2. Officers. On and after the Effective Date, the executive officers of the Surviving Bank shall consist of the following persons:

William S. Aichele	- Chairman
Jeffrey M. Schweitzer	- CEO
Michael S. Keim	- President
Roger S. Deacon	- Treasurer and Chief Financial Officer
Duane J. Brobst	- Senior Executive Vice President and Chief Risk Officer
Megan D. Santana	- Corporate Secretary

ARTICLE IV
CONVERSION OF SHARES

4.1. Stock of UBank. Each share of UBank 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 FCBank. Each share of FCBank Common Stock issued and outstanding immediately prior to the Effective Date, and each share of FCBank Common Stock issued and held in treasury as of the Effective Date, if any, shall, on the Effective Date, be cancelled, and no cash, stock or other property shall be delivered in exchange therefor.

ARTICLE V
EFFECTIVE DATE OF THE MERGER

The Merger shall be effective on the date and at the time specified by the PDB upon the filing of Articles of Merger with the Pennsylvania Department of State (the "Effective Date"). In no event, however, will the Merger be effective until all of the following events have taken place: (a) the merger of FCBancorp with and into UCP shall have been completed in accordance with the Agreement; (b) the sole shareholders of each of UBank and FCBank shall have adopted this Bank Plan of Merger; and (c) the applicable waiting period under the Bank Merger Act (12 USC §1828(c)) shall have expired.

ARTICLE VI
EFFECT OF THE MERGER

On the Effective Date, the separate existence of FCBank shall cease, and all of the property (real, personal and mixed), rights, powers, duties and obligations of FCBank shall be taken and deemed to be transferred to and vested in the Surviving Bank, without further act or deed, as provided in the Pennsylvania Banking Code and other applicable laws and regulations. Such obligations shall include all of FCBank's obligations with respect to the liquidation account that was established at the time FCBank or any of its savings bank predecessors converted from the mutual to the stock form of organization.

ARTICLE VII
TERMINATION

This Plan of Merger shall terminate upon any termination of the Agreement in accordance with its terms.

ARTICLE VIII
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 completion of the Merger, but only by an instrument in writing signed by duly authorized officers on behalf of the parties hereto.

ARTICLE IX
MISCELLANEOUS

9.1. Extensions; Waivers. Any of the terms and conditions of this Plan of Merger may be waived at any time by whichever of the parties hereto is, or the sole shareholder of which is, entitled to the benefit thereof by a written instrument signed by a duly authorized officer of such party.

9.2. 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.


9.3. Captions. The headings of the Articles and Sections 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.

9.4. 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. A facsimile copy or electronic transmission of a signed signature page shall be deemed to be an original signature page for all purposes.

9.5. Governing Law. This Plan of Merger shall be governed by and construed in accordance with the laws of the Commonwealth of Pennsylvania, without giving effect to its laws or principles of conflicts of laws.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by their duly elected officers.

UNIVEST BANK AND TRUST CO.

By: 

Michael S. Keim, President

FOX CHASE BANK

By: _____
Thomas M. Petro, President and CEO

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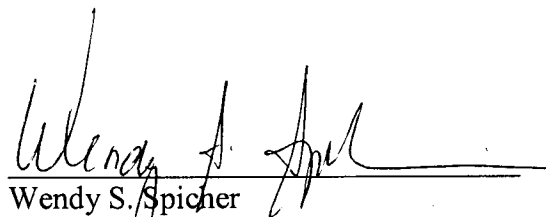
UNIVEST BANK AND TRUST CO.

By: _____
Michael S. Keim, President

FOX CHASE BANK

By:  _____
Thomas M. Petro, President and CEO

Approval is hereby granted by the Pennsylvania Department of Banking and Securities for the merger of FOX CHASE BANK, Hatboro, Pennsylvania, with and into UNIVEST BANK AND TRUST CO., Souderton, Pennsylvania, this **30th day of June, A.D. 2016**, to be effective as of **12:02 a.m. on July 1, 2016**.



Wendy S. Spicher
Deputy Secretary for
Depository Institutions