

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/31/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
First Financial Bank		08/31/2005	Pennsylvania Chartered Commercial Bank:

RECEIVING PARTY DATA

Name:	Willow Grove Bank
Street Address:	Welsh & Norristown Roads
City:	Maple Glen
State/Country:	PENNSYLVANIA
Postal Code:	19002
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

Signature: /Michael G. Crilly/

Date: 04/12/2007

Total Attachments: 7
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**ARTICLES OF COMBINATION
AND AGREEMENT OF MERGER**

Willow Grove Bank, Maple Glen, Pennsylvania (the "Bank"), a federally chartered savings bank, and First Financial Bank, Downingtown, Pennsylvania ("FFB"), a Pennsylvania-chartered commercial bank, hereby certify as follows pursuant to 12 C.F.R. §§ 552.13(e) and 552.13(j):

WITNESSETH:

WHEREAS, an Agreement and Plan of Merger, dated as of January 20, 2005 (the "Agreement"), between Willow Grove Bancorp, Inc. (the "Corporation"), the holding company of the Bank, and Chester Valley Bancorp Inc. ("Chester Valley"), the holding company of FFB, has been approved;

WHEREAS, the Corporation and Chester Valley wish to effectuate the merger of FFB with and into the Bank (the "Bank Merger") in accordance with Section 6.10 of the Agreement as promptly as practicable after the acquisition of Chester Valley by the Corporation; and

WHEREAS, the Bank and FFB (the "Constituent Banks") desire to provide for the terms and conditions of the Bank Merger.

NOW, THEREFORE, the Bank and FFB hereby agree as follows:

1. The Bank Merger shall become effective upon the receipt of all necessary approvals or non-objections from the Office of Thrift Supervision ("OTS") and the Pennsylvania Department of Banking and on the date and time specified in the endorsement of these Articles of Combination and Agreement of Merger by the Corporate Secretary of the OTS pursuant to 12 C.F.R. § 552.13(k), or any successor thereto (the "Effective Time").
2. Subject to the completion of the merger of Chester Valley with and into the Corporation pursuant to the terms of the Agreement, at the Effective Time, FFB shall be merged with and into the Bank in accordance with applicable Federal and Pennsylvania law and regulations and the Bank shall be the resulting institution ("Resulting Institution") of the Bank Merger and shall continue to be governed by the rules and regulations of the Office of Thrift Supervision.
3. As a result of the Bank Merger, (i) each share of common stock of FFB issued and outstanding immediately prior to the Effective Time shall be cancelled and (ii) each share of common stock of the Bank issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding and shall constitute the only shares of capital stock of the Resulting Institution issued and outstanding immediately after the Effective Time.
4. The name of the Resulting Institution shall be "Willow Grove Bank."

5. Upon the Effective Time, all offices of FFB shall become offices of the Resulting Institution. As of the Effective Time, the home office of the Bank shall remain at Welsh and Norristown Roads, Maple Glen, Pennsylvania 19002 and the locations of the other offices of the Resulting Institution are set forth in Appendix A hereto.

6. Upon consummation of the Bank Merger, the Resulting Institution shall be considered the same business and corporate entity as each of the Constituent Banks and thereupon and thereafter all the property, rights, powers and franchises of each of the Constituent Banks shall vest in the Resulting Institution and the Resulting Institution shall be subject to and be deemed to have assumed all of the debts, liabilities, obligations and duties of each of the Constituent Banks and shall have succeeded to all of each of their relationships, fiduciary or otherwise, as fully and to the same extent as if such property, rights, privileges, powers, franchises, debts, obligations, duties and relationships had been originally acquired, incurred or entered into by the Bank. In addition, any reference to either of the Constituent Banks in any contract, will or document, whether executed or taking effect before or after the Effective Time, shall be considered a reference to the Resulting Institution if not inconsistent with the other provisions of the contract, will or document; and any pending action or other judicial proceedings to which either of the Constituent Banks is a party shall not be deemed to have abated or to have been discontinued by reason of the Bank Merger, but may be prosecuted to final judgment, order or decree in the same manner as if the Bank Merger had not occurred or the Resulting Institution may be substituted as a party to such action or proceeding, and any judgment, order or decree may be rendered for or against it that might have been rendered for or against either of the Constituent Banks if the Bank Merger had not occurred. After the Effective Time, the Resulting Institution will continue to issue savings and other accounts on the same basis as immediately prior to the Effective Time, subject to any subsequent changes implemented by law, regulation or by action of the Resulting Institution.

7. On and after the Effective Time, the Charter of the Bank as in effect immediately prior to the Effective Time, shall be the Charter of the Resulting Institution until amended in accordance with the terms thereof and applicable law.

On and after the Effective Time, the Bylaws of the Bank as in effect immediately prior to the Effective Time (which shall have been amended prior thereto to provide that the number of directors shall be seventeen (17)) shall be the Bylaws of the Resulting Institution until amended in accordance with the terms thereof and applicable law.

8. Upon and after the Effective Time, until changed in accordance with the Charter and Bylaws of the Bank and applicable law, the number of directors of the Resulting Institution shall be seventeen (17). The names of those persons who, upon and after the Effective Time, shall be directors of the Resulting Institution are set forth below. Each such director shall serve for the term which expires at the annual meeting of stockholders of the Resulting Institution in the year set forth below, and until his or her successor is elected and qualified.

DIRECTORS WHOSE TERMS EXPIRE IN 2005

Madeleine Wing Adler
William W. Langan
Robert J. McCormack
A. Brent O'Brien
Samuel H. Ramsey, III
William M. Wright

DIRECTORS WHOSE TERMS EXPIRE IN 2006

Gerard F. Griesser
Lewis W. Hull
Charles F. Kremp, 3rd
Rosemary C. Loring
Emory S. Todd

DIRECTORS WHOSE TERMS EXPIRE IN 2007

Donna M. Coughy
John J. Cunningham, III
Frederick A. Marcell Jr.
James E. McErlane
Thomas J. Sukay
William B. Weihenmayer

The address of each such director is c/o Willow Grove Bank, Welsh and Norristown Roads, Maple Glen, Pennsylvania 19002

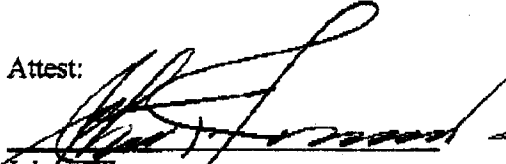
9. Outstanding Shares and Voting.


(a) Willow Grove. The number of issued and outstanding shares of common stock, par value \$0.01 per share, of the Bank is 100, all of which were voted in favor of these Articles of Combination and Agreement of Merger pursuant to the unanimous written consent (in lieu of a meeting) of the Corporation as the sole shareholder of the Bank on June 15, 2005.

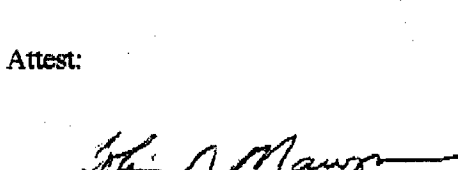
(b) FFB. The number of issued and outstanding shares of common stock, par value \$100 per share, of FFB is 500 shares, all of which were voted in favor of these Articles of Combination and Agreement of Merger pursuant to the unanimous written consent (in lieu of a meeting) of Chester Valley as the sole shareholder of FFB on August 25, 2005.

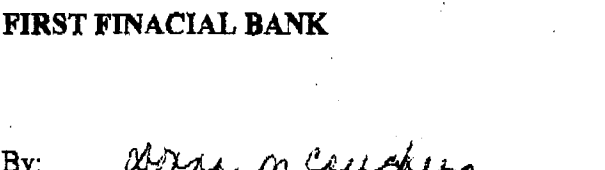
10. These Articles of Combination and Agreement of Merger shall be terminated automatically without further action by either of the parties hereto in the event of the termination of the Agreement in accordance with the provisions of Article VIII thereof.

IN WITNESS WHEREOF, each party hereto has caused these Articles of Combination and Agreement of Merger to be executed by their duly authorized officers as of the 31st day of August 2005.

Attest:

John T. Powers
Secretary

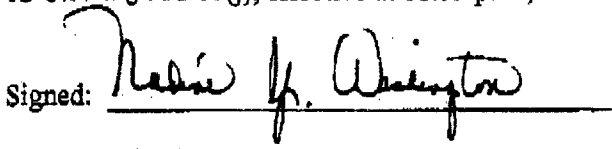
WILLOW GROVE BANK
By: 
Frederick A. Marcell Jr.
President and Chief Executive Officer

Attest:

Colin N. Maropis
Assistant Corporate Secretary

FIRST FINACIAL BANK
By: 
Donna M. Coughy
President and Chief Executive Officer

ENDORSEMENT

These Articles of Combination and Agreement of Merger were filed with the Corporate Secretary of the Office of Thrift Supervision in the Department of Treasury and endorsed pursuant to 12 C.F.R. § 552.13(j), effective at 11:59 p.m., Eastern Time, on August 31, 2005.

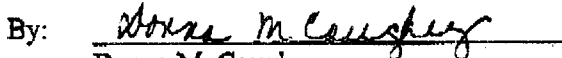
Signed: 

VERIFICATIONS

I, Frederick A. Marcell Jr., President and Chief Executive Officer of Willow Grove Bank (the "Bank"), having read the foregoing Articles of Combination and Agreement of Merger, hereby verify that the statements contained therein are true and correct as to the Bank.

By: 
Frederick A. Marcell Jr.

I, Donna M. Coughy, President and Chief Executive Officer, of First Financial Bank ("FFB"), having read the foregoing Articles of Combination and Agreement of Merger, hereby verify that the statements contained therein are true and correct as to FFB.

By: 
Donna M. Coughy

Appendix A

WILLOW GROVE BANK OFFICE LOCATIONS

Welsh & Norristown Roads
Maple Glen, PA 19002

1555 West Street Road
Warminster, PA 18974

1141 Ivyland Road
K-Mart Plaza
Warminster, PA 18974

9 Easton Road
Willow Grove, PA 19090

701 Twining Road
Dresher, PA 19025

761 Huntingdon Pike
Huntingdon Valley, PA 19006

2 North York Road
Hatboro, PA 19040

1331 Easton Road
Roslyn, PA 19001

9869 Bustleton Avenue
Philadelphia, PA 19115

122 North Main Street
North Wales, PA 19454

8200 Castor Avenue
Philadelphia, PA 19152

11730 Bustleton Avenue
Philadelphia, PA 19116

Buck Road and East Village Drive
Holland, PA 18966

Operations Center
101 Witmer Road
Horsham, PA 19044

Airport Village Shopping Center
102 Airport Road
Coatesville, PA 19320

119 Pennsylvania Avenue
Avondale, PA 19311

82 Quarry Road
Brandywine Square Shopping Center
Downingtown, PA 19335

112 West Lincoln Highway
Coatesville, PA 19320

414 Lancaster Avenue
Devon, PA 19333

100 East Lancaster Avenue
Downingtown, PA 19335

300 Simpson Drive
Chester Springs, PA 19425

601 North Pottstown Pike
Exton, Pennsylvania 19341

200 West Lancaster Avenue
Frazer, PA 19355

838 East Baltimore Pike
Marlborough Square Shopping Center
Kennett Square, PA 19348

735 Davisville Road
Southampton, PA 18966

3909 Lincoln Highway
Cain Village Shopping Center
Downingtown, AP 19335

16 East Market Street
West Chester, PA 19382

1197 Wilmington Pike
Westtown Village Shopping Center
West Chester, PA 19382

321 North Third Street
Oxford, PA 19363

Loan Production Facility
1250 Germantown Pike
1250 Commons, Suite 305
Plymouth Meeting, PA 19462

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