



ROCK OF AGES CORPORATION

Corporate Governance and Nominating Committee Charter Adopted on April 28, 2004

Purpose

The purposes of the Corporate Governance and Nominating Committee (the "Committee") is to assist the Board of Directors (the "Board") by:

- Identifying and recommending to the Board individuals qualified to serve as directors of the Company and on committees of the Board;
- advising the Board with respect to Board composition, procedures and committees;
- developing and recommending to the Board a set of corporate governance guidelines applicable to the Company;
- overseeing the evaluation of the Board and its committees.

Membership

The Committee shall be comprised of three or more directors who qualify as independent directors ("Independent Directors") within the meaning of the rules of the National Association of Securities Dealers, Inc. applicable to issuers of securities traded on the Nasdaq Stock Market (the "NASD Rules") and the Securities and Exchange Commission, except to the extent the NASD Rules permit a director who is not an Independent Director to serve on the Committee.

The members of the Committee, including the Chairperson of the Committee, shall be appointed annually by the Board. Members may be replaced by the Board at any time, but shall otherwise serve until their successor has been named.

Meetings and Procedures

The Committee shall be governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), actions without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to fix its

own rules of procedure, which shall be consistent with the Amended and Restated By-Laws (the "By-Laws") of the Company and this Charter.

The Committee shall meet at least once annually. Additional meetings may occur as the Committee or its chair deems advisable. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company, and shall report regularly to the Board on its activities, as appropriate.

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other advisers as it deems necessary. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, such fees to be borne by the Company.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities, in addition to any others that may be assigned by the Board from time to time:

1. To assist in identifying, recruiting and, if appropriate, interviewing candidates to fill positions on the Board, including persons suggested by stockholders or others. The Committee shall, if necessary or appropriate, establish procedures to be followed by stockholders in submitting recommendations for Board candidates.
2. To recommend to the Board the director nominees for election by the stockholders or appointment by the Board, as the case may be, pursuant to the By-Laws of the Company, which recommendations shall be consistent with the Board's criteria for selecting directors established by the Board from time to time.
3. To review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a significant change in status, including but not limited to an employment change, and to recommend whether or not the director should be re-nominated.
4. To review annually with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills and expertise required for the Board as a whole and contains at least the minimum number of Independent Directors required by law, regulation or the NASD Rules.
5. To review periodically the size of the Board and to recommend to the Board any appropriate changes.

6. To make recommendations on the frequency and structure of Board meetings.
7. To make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance guideline.
8. After consultation with the Chairman of the Board, and taking into account the experience and expertise of individual directors, to make recommendations to the Board regarding the size and composition of each standing committee of the Board of Directors, including the identification of individuals qualified to serve as members of a committee, including the Committee, and to recommend individual directors to fill any vacancy that might occur on a committee, including the Committee.
9. To monitor the functioning of the committees of the Board and to make recommendations for any changes, including the creation and elimination of committees.
10. To review annually committee assignments and any policy with respect to the rotation of committee memberships and/or chairpersonships, and to report any recommendations to the Board.
11. To develop and recommend to the Board, as deemed appropriate by the Committee, a set of corporate governance guidelines for the Company, which shall be consistent with any applicable laws, regulations and the NASD Rules.
12. To review periodically, and at least annually, the corporate governance guidelines adopted by the Board to assure that they are appropriate for the Company, and to recommend any desirable changes to the Board.
13. To oversee an annual self-evaluation of the Board and each committee of the Board.