

01-06-2005

Form PTO-1594 (Rev. 03/01) 1.6-05
OMB No. 0651-0027 (exp. 5/31/2002)

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S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Rock of Ages Corporation

- Individual(s)
- General Partnership
- Corporation-State
- Other Delaware
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 12/22/2004

2. Name and address of receiving party(ies)

Name: The CIT Group/Business Credit, Inc.

Internal

Address:

Street Address: 1211 Avenue of the Americas

City: New York State: NY Zip: 10036

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State New York
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

SEE ATTACHED

B. Trademark Registration No.(s)

SEE ATTACHED

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Ida Magin

Internal Address: CSC

Street Address: 80 State Street, 6th Floor

City: Albany State: NY Zip: 12207

6. Total number of applications and registrations involved:

33

7. Total fee (37 CFR 3.41).....\$ 840.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Ida Magin

01/05/2005

Date

Name of Person Signing

Signature

5

Total number of pages including cover sheet, attachments, and document:

01/04/2005 DBYRNE 00000098 1366770

01 FC:8521
02 FC:8522

Documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 003100 FRAME: 0864

SCHEDULE A TO ASSIGNMENT FOR SECURITY
(TRADEMARKS AND TRADEMARK APPLICATIONS)

U.S. Trademarks

<u>Mark</u>	<u>Serial Number</u>	<u>Registration Number</u>
Accu-Tensioned	73787823	1566770
American Black	75860872	2619394
Autumn Twilite	73339277	1220000
Barre Gray	75337932	2266141
Bethel White	74736465	2078467
Blue Diamond	71409143	0363851
Colorcraft	73339581	1228498
Colorcraft	73753455	1543554
Excella-Craft	72009898	0640144
Midnite Mist	73342299	1244491
Millstone	73177808	1136204
Oglesby	72007665	0660675
Oglesby	71393501	0352617
Oglesby	71393500	0352616
Regal	72103965	0715546
Regal R	72103964	0715545
Rock of Ages	73753457	1544467
Rock of Ages	73010653	1002808
Rock of Ages	71073570	0095516
Rock of Ages	72009897	0641855
Rock of Ages	72008576	0641854
Rock of Ages	71313358	0286033
Rock of Ages	71310849	0284826
Royalty Blue	73177809	1136823
Salisbury Pink	75408089	2262419
Salisbury Pink	72085657	0715541
Sealmark	72161423	0766054
Signet	72041481	0670732
Starlite	72224116	0803540
Stone Eternal	74289018	1802738
Stone Eternal	71393483	0352208
Stone Eternal	71393482	0352207
Unicraft	72212053	0795685

ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, Rock of Ages Corporation (the "Assignor") has adopted, used and is using the trademarks and service marks listed on the annexed Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor has entered into a Trademark Security Agreement dated December 22, 2004 (the "Security Agreement") in favor of The CIT Group/Business Credit, Inc., as agent for certain lenders (the "Assignee");

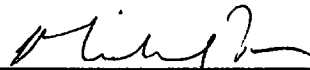
WHEREAS, pursuant to the Security Agreement, the Assignor has granted to the Assignee a lien on and security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor does hereby grant to the Assignee a lien on and security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of December 22, 2004.

ROCK OF AGES CORPORATION

By: 

Michael B. Tule, Vice President/General
Counsel

STATE OF NEW HAMPSHIRE)
) ss.:
COUNTY OF MERRIMACK)

On this 22nd day of December, 2004, before me personally came Michael B. Tule, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the Vice President of Rock of Ages Corporation, a Delaware corporation, and that he executed the foregoing instrument in the firm name of Rock of Ages Corporation, and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.


Notary Public

LINDA M. RACETTE, Notary Public
My Commission Expires May 23, 2006

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Schedule 1A - 1