

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	08/12/1997		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Rock of Ages Corporation		08/12/1997	CORPORATION: VERMONT
RECEIVING PARTY DATA			
Name:	Rock of Ages Corporation		
Street Address:	560 Graniteville Road		
City:	Graniteville		
State/Country:	VERMONT		
Postal Code:	05654		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2266141	BARRE GRAY	
CORRESPONDENCE DATA			
Fax Number:	(603)625-5650		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	603-628-1311		
Email:	mark.wright@mclane.com		
Correspondent Name:	Mark A. Wright		
Address Line 1:	900 Elm Street, PO Box 326		
Address Line 4:	Manchester, NEW HAMPSHIRE 03105-0326		
NAME OF SUBMITTER:	Mark A. Wright		
Signature:	/Mark A. Wright/		
Date:	04/24/2009		

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Total Attachments: 12

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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"ROCK OF AGES CORPORATION", A VERMONT CORPORATION,
WITH AND INTO "ROCK OF AGES CORPORATION" UNDER THE NAME OF "ROCK OF AGES CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF AUGUST, A.D. 1997, AT 4:30 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel, Secretary of State

2738246 8100M

971269370

AUTHENTICATION:

8602755

DATE:

08-12-97

TRADEMARK

REEL: 003976 FRAME: 0763

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement"), dated as of August 12, 1997, is entered into between Rock of Ages Corporation, a Vermont corporation ("ROA Vermont"), and Rock of Ages Corporation, a Delaware corporation ("ROA Delaware"). ROA Delaware and ROA Vermont are hereinafter sometimes collectively referred to as the "Constituent Corporations."

W I T N E S S E T H :

WHEREAS, ROA Delaware is a corporation duly organized and existing under the laws of the State of Delaware;

WHEREAS, ROA Vermont is a corporation duly organized and existing under the laws of the State of Vermont;

WHEREAS, the respective Boards of Directors of each of ROA Delaware and ROA Vermont have determined that it is advisable and in the best interests of each of such corporations that ROA Vermont merge with and into ROA Delaware upon the terms and subject to the conditions set forth in this Agreement;

WHEREAS, on the date of this Agreement, ROA Vermont has authority to issue 20,000,000 Common Shares,

without par value ("ROA Vermont Common Stock"), of which 7,526,882 shares are issued and outstanding; and 1,000,000 Serial Preferred Shares, of which no shares are issued and outstanding;

WHEREAS, ROA Delaware has authority to issue 2,500,000 shares of preferred stock, par value \$.01 per share, of which no shares are issued and outstanding; 30,000,000 shares of Class A Common Stock, par value \$.01 per share, of which no shares are issued and outstanding; and 15,000,000 shares of Class B Common Stock, par value \$.01 per share ("ROA Delaware Common Stock"), of which no shares are issued and outstanding; and

WHEREAS, the stockholders of ROA Vermont have approved this Agreement, by execution of a written consent in accordance with Section 7.04 of Title 11A of the Vermont Business Corporation Act.

NOW, THEREFORE, in consideration of the premises and mutual agreements and covenants herein contained, ROA Delaware and ROA Vermont hereby agree as follows:

1. Merger. ROA Vermont shall be merged with and into ROA Delaware (the "Merger") such that ROA Delaware shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation"). Appropriate

documents necessary to effectuate the Merger shall be filed with the Secretary of State of the State of Delaware.

2. Governing Documents. The Certificate of Incorporation of ROA Delaware, as in effect immediately prior to the time the Merger becomes effective (the "Effective Time"), shall be the Certificate of Incorporation of the Surviving Corporation without change or amendment and the By-laws of ROA Delaware, as in effect immediately prior to the Effective Time, shall be the By-laws of the Surviving Corporation without change or amendment.

3. Officers and Directors. The persons who are officers and directors of ROA Delaware immediately prior to the Effective Time shall, after the Effective Time, be the officers and directors of the Surviving Corporation, without change until their successors have been duly elected and qualified in accordance with the Certificate of Incorporation and By-laws of the Surviving Corporation.

4. Succession. At the Effective Time, the separate corporate existence of ROA Vermont shall cease. At the Effective Time, (i) all the rights, privileges, powers and franchises of a public and private nature of each of the Constituent Corporations, subject to all the restrictions, disabilities and duties of each of the

Constituent Corporations; (ii) all assets, property, real, personal and mixed, belonging to each of the Constituent Corporations; and (iii) all debts due to each of the Constituent Corporations on whatever account, including stock subscriptions and all other things in action; shall succeed to, be vested in and become the property of the Surviving Corporation without any further act or deed of the respective Constituent Corporations. The title to any real estate vested by deed or otherwise and any other asset, in either of such Constituent Corporations shall not revert or be in any way impaired by reason of the Merger, but all rights of creditors and all liens upon any property of ROA Vermont shall be preserved unimpaired. To the extent permitted by law, any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if the Merger had not taken place. All debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against the Surviving Corporation to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Corporation. All corporate acts, plans, policies, agreements, arrangements, approvals and authorizations of ROA Vermont, its stockholders, Board

of Directors and committees thereof, officers and agents which were valid and effective immediately prior to the Effective Time, shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to ROA Vermont. The employees and agents of ROA Vermont shall become the employees and agents of the Surviving Corporation and continue to be entitled to the same rights and benefits which they enjoyed as employees and agents of ROA Vermont. The requirements of any common stock purchase warrants, rights, plans or agreements of ROA Vermont involving the issuance or purchase by ROA Vermont of certain shares of its capital stock shall be satisfied by the issuance or purchase of a like number of shares of the Surviving Corporation.

5. Further Assurances. From time to time, as and when required by the Surviving Corporation or by its successors or assigns, there shall be executed and delivered on behalf of ROA Vermont such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action, as shall be appropriate, advisable or necessary in order to vest, perfect or confirm, of record or otherwise, in the Surviving Corpo-

ration the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of ROA Vermont, and otherwise to carry out the purposes of this Agreement. The officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of ROA Vermont or otherwise, to take any and all such action and to execute and deliver any and all such deeds and other instruments.

6. Conversion of Shares. At the Effective Time, by virtue of the Merger and without any action on the part of the holders thereof, each share of ROA Vermont Common Stock issued and outstanding immediately prior to the Effective Time shall be changed and converted into one-half of one fully paid and non-assessable share of ROA Delaware Common Stock.

7. Conversion and Adjustment of Options. At the Effective Time, by virtue of the Merger and without an action of the part of the holders thereof, ROA Delaware shall, by appropriate corporate action as of the Effective Time, ratify, adopt and confirm, and assume all of the obligations of ROA Vermont under, the Rock of Ages Corporation Amended and Restated 1994 Stock Plan (the "Option Plan"). Pursuant to paragraph 13B(i) of the Option Plan, as of the Effective Time, each option to purchase a share

of ROA Vermont Common Stock shall be and become an option (the "Surviving Corporation Option") to purchase one-half of one share of ROA Delaware Common Stock at an exercise price equal to the then applicable exercise price multiplied by two. As of the Effective Time, except as provided herein, each Surviving Corporation Option shall be exercisable upon the same terms and conditions as set forth in each option agreement relating thereto which, in accordance with the provisions hereof and the Option Plan, was converted into such Surviving Corporation Option.

8. Stock Certificates. At and after the Effective Time, all of the outstanding certificates which immediately prior to the Effective Time represented shares of ROA Vermont Common Stock shall be deemed for all purposes to evidence ownership of and to represent the shares of ROA Delaware Common Stock into which the shares of ROA Vermont Common Stock formerly represented by such certificates have been converted as herein provided. Upon surrender of each share of ROA Vermont Common Stock, the Surviving Corporation shall issue one-half of one share of ROA Delaware Common Stock in its place and stead.

9. Amendment. The parties hereto, by mutual consent of their respective Boards of Directors, may amend,

modify or supplement this Agreement prior to the Effective Time.

10. Termination. This Agreement may be terminated and the Merger and other transactions herein provided for may be abandoned at any time prior to the Effective Time, if the Board of Directors of either ROA Delaware or ROA Vermont determines that the consummation of the transactions provided for herein would not, for any reason, be in the best interests of the Constituent Corporations and their stockholders.

11. Counterparts. This Agreement may be executed in two counterparts, and each such counterpart hereof shall be deemed to be an original instrument, but both such counterparts together shall constitute one agreement.

12. Descriptive Headings. The descriptive headings 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 Agreement.

13. Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Delaware.

IN WITNESS WHEREOF, ROA Delaware and ROA Vermont have caused this Agreement to be executed and delivered as of the date first written above.

ROCK OF AGES CORPORATION
(a Delaware corporation)

By Kurt M Swenson
Name: Kurt M. Swenson
Title: President and Secretary

ROCK OF AGES CORPORATION
(a Vermont corporation)

By Kurt M Swenson
Name: Kurt M. Swenson
Title: President

ATTEST:

By _____
Name: John R. Monson
Title: Secretary

IN WITNESS WHEREOF, ROA Delaware and ROA Vermont have caused this Agreement to be executed and delivered as of the date first written above.

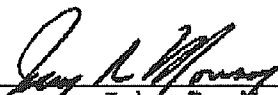
ROCK OF AGES CORPORATION
(a Delaware corporation)

By _____
Name: Kurt M. Swenson
Title: President and
Secretary

ROCK OF AGES CORPORATION
(a Vermont corporation)

By _____
Name: Kurt M. Swenson
Title: President

ATTEST:

By 
Name: John R. Monson
Title: Secretary

CERTIFICATE OF THE SECRETARY
OF
ROCK OF AGES CORPORATION
a Delaware corporation

I, Kurt M. Swenson, the Secretary of Rock of Ages Corporation, a Delaware corporation, hereby certify that (i) the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of the corporation by the President and Secretary under the corporate seal of said corporation, was duly approved and adopted in accordance with Section 251(f) of the General Corporation Law of the State of Delaware by written consent of the sole director of ROA Delaware, and (ii) no shares of said corporation were issued prior to said adoption and approval by the sole director.

WITNESS my hand and seal of said Rock of Ages Corporation this 12th day of August, 1997.

Kurt M. Swenson
Secretary

