

Form PTO-1594 (Rev. 01-09)
OMB Collection 0651-0027 (exp. 02/28/2009)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Rock of Ages Corporation

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Rock of Ages Corporation

Internal _____

Address: _____

Street Address: 560 Graniteville Road

City: Graniteville

State: Vermont

Country: USA Zip: 05654

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship Vermont
- Other _____ Citizenship _____

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)

3. Nature of conveyance /Execution Date(s) :

~~Execution~~ **Effective**
Execution Date(s) December 7, 2009

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

4. Application number(s) or registration number(s) and Identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,619,394; 611,243; 2,266,141

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Mark A. Wright

Internal Address: McLane Law Firm

Street Address: 900 Elm Street, PO Box 326

City: Manchester

State: NH Zip: 03105-0326

Phone Number: (603) 628-1311

Fax Number: (603) 625-5650

Email Address: mark.wright@mcclane.com

6. Total number of applications and registrations involved: 22

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 565.00

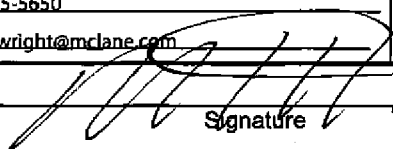
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number 502288

Authorized User Name Mark A. Wright

9. Signature:



Signature

January 12, 2010
Date

Mark A. Wright, Esquire
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 11

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$565.00 502288 2619394

Attachment to Recordation Form Cover Sheet

4.B. Trademark Registration Nos. (cont).

715,545
641,855
1,002,808
286,033
1,544,467
641,854
95516
3,050,467
2,262,419
715,541
766,054
352,207
352,208
1,802,738
795,685
715,546
1,244,491
2,957,399
2,078,467

STATE OF VERMONT
OFFICE OF SECRETARY OF STATE

Certificate of Merger

I, Deborah L. Markowitz, Vermont Secretary of State, do hereby certify that

ROCK OF AGES CORPORATION
a DELAWARE domestic company

merged into

ROCK OF AGES CORPORATION (VERMONT)
a VERMONT domestic company

effective in this office on December 7, 2009.

The name of the surviving company is

ROCK OF AGES CORPORATION
a VERMONT domestic company

December 8, 2009

Given under my hand and the seal
Of the State of Vermont, at
Montpelier, the State Capital



Deborah Markowitz
Secretary of State



ARTICLES OF MERGER

of

ROCK OF AGES CORPORATION (a Delaware corporation)

with and into

ROCK OF AGES CORPORATION (VERMONT) (a Vermont corporation)

(to be filed with the Vermont Secretary of State pursuant to 11A V.S.A. § 11.05)

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VERMONT SECRETARY OF STATE CORPORATIONS

ROCK OF AGES CORPORATION (VERMONT), a Vermont corporation, hereby adopts the following Articles of Merger:

FIRST: The name and place of incorporation of the corporation that shall survive the merger is ROCK OF AGES CORPORATION (VERMONT), a Vermont corporation (the "Surviving Corporation"). The name and place of incorporation of the corporation that shall be merged with and into the Surviving Corporation is ROCK OF AGES CORPORATION, a Delaware corporation (the "Merged Corporation").

SECOND: The Agreement and Plan of Merger by and between the Surviving Corporation and the Nonsurviving Corporation (the "Plan of Merger") is attached hereto as Exhibit A and incorporated herein by reference. The Plan of Merger has been approved, adopted, executed, certified and acknowledged by each of the constituent corporations in accordance with the requirements of Sections 251 and 252 of the Delaware General Corporation Law, Title 8 of the Delaware Code, and Sections 11.05 and 11.07 of the Vermont Business Corporation Act, Title 11A of the Vermont Statutes Annotated.

THIRD:

A. SURVIVING CORPORATION AUTHORIZED SHARES: The authorized capital stock of the Surviving Corporation totals 47,500,000 shares, consisting of 2,500,000 shares of preferred stock, of which no shares are issued and outstanding, 30,000,000 shares of Class A common stock, of which 1 share is issued and outstanding, and 15,000,000 shares of Class B common stock, of which no shares are issued and outstanding. The holders of the Class A common stock of the Surviving Corporation are entitled to one vote per share, and the holders of the Class B common stock of the Surviving Corporation are entitled to ten votes per share, and to vote together as a single class on the Plan of Merger. The holders of the issued and outstanding Class A common stock and Class B common stock together hold a total of 1 vote.

(B) MERGED CORPORATION AUTHORIZED SHARES: The authorized capital stock of the Merged Corporation totals 47,500,000 shares, consisting of 2,500,000 shares of preferred stock, \$.01 par value per share, of which no shares are issued and outstanding,

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30,000,000 shares of Class A common stock, \$.01 par value per share, of which 4,812,342 shares are issued and outstanding, and 15,000,000 shares of Class B common stock, \$.01 par value per share, of which 2,603,721 shares are issued and outstanding. The holders of the Class A common stock of the Merged Corporation are entitled to one vote per share and the holders of the Class B common stock of the Merged Corporation are entitled to ten votes per share, and to vote together as a single class on the Plan of Merger. The holders of the issued and outstanding Class A common stock and Class B common stock together hold a total of 30,849,552 votes.

FOURTH:

A. SURVIVING CORPORATION VOTE: The shareholders of the Surviving Corporation have voted 1 share of Class A common stock FOR the Plan of Merger. The votes FOR the Plan of Merger constitute a majority of all the votes entitled to be cast by the shareholders of the Surviving Corporation, and are sufficient for approval of the Plan of Merger.

B. MERGED CORPORATION VOTE: The shareholders of the Merged Corporation have voted 2,488,073 shares of Class A common stock and 2,338,712 shares of Class B common stock, a total of 25,875,193 votes, FOR the Plan of Merger. The votes FOR the Plan of Merger constitute a majority of the all the votes entitled to be cast by the shareholders of the Merged Corporation, and are sufficient for approval of the Plan of Merger.

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(Signature Page Follows)

IN WITNESS WHEREOF, a duly officer of the Surviving Corporation has executed these Articles of Merger this 3rd day of December, 2009.

ROCK OF AGES CORPORATION (VERMONT)
(a Vermont corporation)

By Laura Plude
Name: Laura A. Plude
Title: Assistant Secretary

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(Signature Page – Vermont Articles of Merger)

AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger by and between ROCK OF AGES CORPORATION (VERMONT), a Vermont corporation (hereinafter, "Rock of Ages Vermont" or the "Surviving Corporation"), and ROCK OF AGES CORPORATION, a Delaware corporation (hereinafter, "Rock of Ages Delaware" or the "Merged Corporation").

WITNESSETH:

WHEREAS, the authorized capital stock of Rock of Ages Delaware consists of 47,500,000 shares, consisting of 2,500,000 shares of preferred stock, \$.01 par value per share, 30,000,000 shares of Class A Common Stock, \$.01 par value per share, and 15,000,000 shares of Class B Common Stock, \$.01 par value per share; the authorized capital stock of Rock of Ages Vermont consists of 47,500,000 shares, consisting of 2,500,000 shares of preferred stock, 30,000,000 shares of Class A Common Stock, and 15,000,000 shares of Class B Common Stock;

WHEREAS, the Boards of Directors of the Surviving Corporation and the Merged Corporation have determined that it would be in the best interests of both corporations to merge and thereafter carry on the business of both corporations as the business of the Surviving Corporation; and

WHEREAS, this merger is authorized by and shall be carried out in accordance with the Delaware General Corporation Law, Title 8, sec 101 et. seq. (the "DGCL"), and the Vermont Business Corporation Act ("VBCA"), Title 11A, Vermont Statutes Annotated ("VSA");

NOW, THEREFORE, in consideration of the mutual agreements herein contained and in order to prescribe the terms and conditions of the merger, the parties hereto agree as follows:

ARTICLE I
MERGER

1.1 Merger. The Merged Corporation shall be merged into the Surviving Corporation, which shall be the surviving corporation.

1.2 Continued Existence and Effect. Except as specifically provided herein, (a) the corporate existence of the Surviving Corporation with all of its purposes, powers, objects and rights shall continue unaffected and unimpaired by the merger and (b) the corporate existence and rights of the Merged Corporation shall be merged in the Surviving Corporation and the Surviving Corporation shall be fully vested therewith. Upon the merger becoming effective, the separate existence of the Merged Corporation shall cease.

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ARTICLE II
ARTICLES OF INCORPORATION AND BYLAWS

2.1 Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the merger shall continue to be the Articles of Incorporation of the Surviving Corporation, except that upon the effective date of the merger, ARTICLE FIRST of the Surviving Corporation's Articles of Incorporation shall be amended as follows:

FIRST: The name of the Corporation is "Rock of Ages Corporation" (hereinafter the "Corporation").

2.2 Bylaws. The Bylaws of the Surviving Corporation as in effect immediately prior to the merger shall continue to be the Bylaws of the Surviving Corporation unless and until amended by appropriate action of the Surviving Corporation in accordance with applicable law.

ARTICLE III
DIRECTORS AND OFFICERS OF SURVIVING CORPORATION

The incumbent directors and officers of the Surviving Corporation have been elected or appointed according to applicable law and shall continue to serve in their current capacities from the date the merger becomes effective (the "Effective Date") until their respective successors are elected or appointed and have qualified in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation, as from time to time amended and in effect.

ARTICLE IV
CONVERSION AND CANCELLATION OF SHARES
AND CONVERSION OF OPTIONS IN THE MERGER

4.1 Surviving Corporation's Shares Unaffected by the Merger. The shares of the Surviving Corporation (hereinafter, the "Shares of the Surviving Corporation") heretofore authorized (whether issued or unissued, including any shares held in the Surviving Corporation's treasury) shall remain unchanged as a result of the merger and shall be deemed to be Shares of the Surviving Corporation.

4.2 Conversion of Merged Corporation's Shares. On the Effective Date, each Class A Common Share, par value \$.01 per share, of the Merged Corporation (the "Merged Corporation Class A Common Stock") authorized and issued, whether outstanding or held in the Merged Corporation's treasury; and each Class B Common Share, \$.01 par value per share, of the Merged Corporation (the Merged Corporation Class B Common Stock) (such shares of the Merged Corporation being collectively referred to as "Shares of the Merged Corporation"), shall, by virtue of the merger and without any action on the part of the holders thereof, be changed and converted into (i) in the case of the Merged Corporation Class A Common Stock, one fully paid and non-assessable share of Class A Common Stock of the Surviving Corporation ("Surviving

Corporation Class A Common Stock"); and (ii) in the case of the Merged Corporation Class B Common Stock, one fully paid and non-assessable share of Class B Common Stock of the Surviving Corporation (Surviving Corporation Class B Common Stock"). On the Effective Date, the share transfer books of the Merged Corporation shall be deemed closed and no transfer of Shares of the Merged Corporation shall be made thereafter.

4.3 Conversion and Adjustment of Merged Corporation Options. The Surviving Corporation shall, by appropriate corporate action as of the Effective Date, ratify, adopt and confirm, and assume all of the obligations of the Merged Corporation under, the Rock of Ages Corporation Amended and Restated 1994 Stock Plan and/or the Rock of Ages Corporation 2005 Stock Plan (the "Option Plans"). Accordingly, as of the Effective Date, each option to purchase a share of Merged Corporation Class A Common Stock shall be and become an option (the "Surviving Corporation Option") to purchase one share of Surviving Corporation Class A Common Stock at an exercise price equal to the exercise price set forth in such option.

As of the Effective Date, 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 Plans, was converted into such Surviving Corporation Option.

ARTICLE V TRANSFER OF ASSETS AND ASSUMPTION OF LIABILITIES

5.1 Assets and Liabilities. After the Effective Date:

(a) the Surviving Corporation shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, immunities, powers and franchises (both of a public as well as of a private nature) and all of the property (real, personal and mixed) of the Merged Corporation and the title to or any interest in real estate vested in either of the corporations shall not revert or be in any way impaired by reason of the merger;

(b) all debts due to the Merged Corporation on whatever account and other choses in action and every other interest belonging to or due to the Merged Corporation shall be taken and deemed to be transferred and vested in the Surviving Corporation;

(c) all claims, demands, property, rights, privileges, immunities, powers, franchises and every other interest of the Merged Corporation shall be as effectively the property of the Surviving Corporation as they were of the Merged Corporation;

(d) all debts, liabilities, duties and obligations of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, duties and obligations had been incurred or contracted by the Surviving Corporation, so that (i) any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if the merger had not taken place, (ii) the Surviving Corporation may be substituted in place of the Merged Corporation and (iii) neither the rights of creditors on or any liens upon the property of the Merged Corporation shall be impaired by the merger; and

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(e) the Surviving Corporation shall have all the rights, privileges, immunities and powers and shall be subject to all duties and liabilities of a corporation organized under the VBCA.

5.2 Further Assurances. As and when requested by the Surviving Corporation, or by its successors or assigns, the Merged Corporation will execute and deliver, or cause to be executed and delivered, all such deeds and instruments and will take or cause to be taken all such further action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merged Corporation acquired by the Surviving Corporation by reason or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof. In connection therewith, the officers and directors of the Merged Corporation and the officers and directors of the Surviving Corporation are fully authorized to take any and all such action.

5.3 Accounting Treatment. The assets and liabilities of the Merged Corporation shall be taken up on the books of the Surviving Corporation in accordance with generally accepted accounting principles, and the capital surplus and retained earnings accounts of the Surviving Corporation shall be determined, in accordance with generally accepted accounting principles, by the Board of Directors of the Surviving Corporation. Nothing herein shall prevent the Board of Directors of the Surviving Corporation from making any further changes in its accounts in accordance with the provisions of law.

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ARTICLE VI
EXECUTION

The proper officers of the Merged Corporation and the Surviving Corporation shall make, execute and file whatever certificates and documents are required by the laws of the State of Vermont and shall do all acts and things which may be in any way necessary or proper to effect this Agreement and Plan of Merger and the merger provided for herein.

(Signature Page Follows)

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed by their officers duly authorized all as of the 21st day of October, 2009.

WITNESS:

Surviving Corporation:

ROCK OF AGES CORPORATION (VERMONT)
(a Vermont corporation)

By Donald Labonte
Name: Donald M. Labonte
Title: President and CEO

Merged Corporation:

ROCK OF AGES CORPORATION
(a Delaware corporation)

By Donald Labonte
Name: Donald M. Labonte
Title: President and CEO

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*(Signature Page – Plan of Merger – Rock of Ages Corporation
and Rock of Ages Corporation (Vermont))*