

SYBRON DENTAL SPECIALTIES, INC.

CHARTER OF CORPORATE GOVERNANCE/NOMINATING COMMITTEE

1. Status

The Corporate Governance/Nominating Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of Sybron Dental Specialties, Inc. (the “Company”).

2. Purpose

The primary purpose of the Committee is to: (i) identify, when necessary, individuals who have the qualities, as established by the Board, that the members of the Board are required to possess, (ii) recommend to the Board the director nominees to be elected at each annual meeting of the Company's stockholders or any nominee proposed to be elected by the Board at any other times due to Board expansions, director resignations or retirements, or otherwise, including a recommendation as to the class of directors to which the nominee should be added (iii) ensure the Audit, Compensation and Corporate Governance/Nominating Committees of the Board have the benefit of qualified and experienced “independent” directors, (iv) develop and recommend to the Board a set of effective corporate governance policies and procedures for the Company, (v) oversee any self-evaluation conducted by the Board or management of their performance, and (vi) provide such other assistance that the Board, from time to time, requests.

3. Membership and Qualification

The Committee shall consist of three or more Independent Directors, as defined in and determined pursuant to Section C.2 of the Company’s Corporate Governance Policy.

The members of the Committee shall be appointed by the Board, who shall consider any recommendations for membership submitted to the Board by the Committee, and a member shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by action of the full Board.

Unless a Committee Chairman is elected by the full Board, the Committee members may designate a Chairman.

4. Meetings and Other Actions

The Committee shall meet at least once a year and at such additional times as may be necessary to carry out its responsibilities. Meetings may be called by the Chairman of the Committee or the Chairman of the Board. All meetings of and other actions by the Committee shall be held or otherwise taken pursuant to the Company’s bylaws, including bylaw provisions governing notices of meetings, waivers thereof, and the number of Committee members required to take actions at meetings or by written consent.

The Committee may invite to its meetings any director, member of management or any other person it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings, or any part of a meeting, any persons it deems appropriate to exclude in order to carry out its responsibilities.

If it so determines, the Committee may meet separately with members of management or with outside advisors or firms to discuss any matters that the Committee believes would be appropriate.

Written or electronic minutes of each meeting shall be prepared and filed with the records of the Company and shall be available to any and all directors of the Company.

5. Reports of Meetings

At the first regularly scheduled Board meeting following a Committee meeting or an action taken by the Committee, the Committee shall give a report of the meeting and action taken by it at the meeting or by consent (except to the extent covered in an interim report circulated to the Board). The report shall be made by the Committee Chairman or his or her delegate and shall be accompanied by any recommendations from the Committee to the Board. In addition, the Committee Chairman or his or her delegate shall be available to answer any questions the other directors may have regarding the matters considered and actions taken by the Committee.

6. Responsibilities of the Committee

The Committee shall assist the full Board in fulfilling its responsibilities to assure that the Company is governed in a manner consistent with the interests of the shareholders of the Company. Without limiting the foregoing, the Committee's responsibilities shall include the responsibilities listed below. For those duties for which a time period or frequency is not prescribed, the duty shall be undertaken when, and as frequently as, the Committee deems appropriate.

A. Composition and Size of Board

The Committee shall periodically evaluate the desirability of and recommend to the Board any changes in the size and composition of the Board.

B. Select and evaluate director nominees

The Committee shall evaluate and recommend any candidates to be nominated by the Board for election by the stockholders at the Company's annual meeting of stockholders and any nominee proposed to be elected by the Board at any other times due to Board expansions, director resignations or retirements, or otherwise.

When evaluating a potential director nominee, the Committee needs to ensure the Board will have at least enough Independent Directors (as defined in and determined pursuant to Section C.2 of the Company's Corporate Governance Policy) to satisfy the minimum proportion of Independent Directors to total directors required by Section B.3 of the Company's Corporate Governance Policy and such Independent Directors will have appropriate skills, experience and other characteristics to provide qualified persons to fill all Board committee positions required to be filled by Independent Directors.

In addition, the Committee should consider whether a director nominee it recommends will satisfy the following criteria:

- (i) Be an individual of high integrity, and have an inquiring mind, vision, a willingness to ask hard questions and the ability to work well with others;

- (ii) Be free of any conflict of interest that would violate any applicable law or regulation or interfere with the proper performance of the responsibilities of a director;
- (iii) Be willing and able to devote sufficient time to the affairs of the Company and be diligent in fulfilling the responsibilities of a director and Board committee member (including developing and maintaining sufficient knowledge of the Company and its industry; reviewing and analyzing reports and other information important to Board and committee responsibilities; preparing for, attending and participating in Board and committee meetings; and satisfying appropriate orientation and continuing education guidelines); and
- (iv) Have the capacity and desire to represent the interests of the shareholders as a whole and not primarily a special interest group or constituency.

C. Assess Board Performance

The Committee shall oversee an annual self-evaluation by the Board and each of the Audit, Compensation and Corporate Governance/Nominating Committees of their performance, authority, operations, charter and composition and the performance of each committee member. Each evaluation shall be made available to all members of the Board. As part of its oversight, the Committee shall determine the matters to be evaluated in connection with the Board evaluation and the process for the evaluation of the Board, and shall determine and recommend to the full Board the process for evaluations by Board committees.

The Committee shall recommend any changes considered appropriate to the authority, operations, charter, number or membership of each committee as a result of the evaluations. In addition, should any problems be identified with a committee member, the Committee shall work with such person to resolve such problems or, if necessary, seek such person's resignation or recommend to the Board such person's removal from the applicable committee(s).

D. Orientation and Continuing Education

The Committee shall develop and periodically evaluate initial orientation guidelines and continuing education guidelines for each member of the Board and each member of each Board committee regarding his or her responsibilities as a director generally and as a member of any applicable Board committee, and monitor and evaluate annually (and at any additional time a new member joins the Board or any Board committee) each director's cooperation in fulfilling such guidelines. Such guidelines shall take into account all relevant factors, including the nature of each individual's responsibilities and related background and any particular complexities relating to the Company's business, financial statements or other characteristics. These guidelines may impose higher requirements for directors who are members of certain Board committees than for those who are not and may, in appropriate circumstances, impose higher or lower requirements for a particular director based on his or her background and/or occupation.

E. Board Committees

The Committee shall submit to the Board, at any time that a member of a Board committee is to be selected, candidates for membership on the committee.

F. Review of Succession Plans for Chief Executive Officer and Other Executive Officers

The Committee shall periodically review with the Chief Executive Officer his or her (i) evaluation of, and development plans for, the principal officers of the Company and its key subsidiaries and (ii) plans for succession of himself or herself and the principal officers in the event of an emergency or any of their retirements.

G. Corporate Governance

The Committee shall periodically review the adequacy and appropriateness of the Company's corporate governance policy, and make recommendations to the Board concerning any amendments to that policy or any other matters relating to corporate governance and the rights and interests of the Company's shareholders.

H. Additional Responsibilities

The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time.

In discharging its duties and responsibilities, the Committee is empowered to investigate any matter relating to its purpose, duties or responsibilities that it deems appropriate and shall have full access to all books, records, facilities and personnel of the Company.

Except to the extent prohibited by the New York Stock Exchange rules or other applicable law or regulation, the Committee shall have the authority to authorize and delegate matters within its power and responsibility to a subcommittee or directly to Company employees or other persons.

7. Resources

The Committee shall have the right to use reasonable amounts of time of the Company's internal and independent accountants, internal and outside lawyers, and other internal staff and also shall have the right to hire independent experts, lawyers and other consultants to assist and advise the Committee in connection with its responsibilities, and the Company shall provide the funding determined appropriate by the Committee for any such advisor. The Committee shall keep the Company's Finance Department advised as to the general range of anticipated expenses for outside consultants, and shall obtain the concurrence of the full Board (in advance or after-the-fact) for expenditures exceeding \$15,000 in any year.

The Committee shall have sole authority to retain and terminate any search firm used to identify director candidates and to approve any such search firm's fees and other terms of retention.