

COINMACH SERVICE CORP.

NOMINATING COMMITTEE CHARTER

I. Purpose

The purpose of the Nominating Committee of the Board of Directors (the “Board”) of Coinmach Service Corp., a Delaware corporation (the “Company”) is to:

- (i) recommend to the Board director nominees for election to the Board;
- (ii) identify and recommend to the Board director candidates; and
- (iii) recommend to the Board candidates for each committee for appointment by the Board.

The Nominating Committee may also handle any other matter the Board deems appropriate.

To the extent it deems necessary or appropriate, the Nominating Committee will have the authority to retain a search firm to be used to identify director candidates. The Nominating Committee will have sole authority to retain and terminate any such search firm, including sole authority to approve the firm’s fees and other retention terms. The Nominating Committee also has the authority, as necessary and appropriate, to consult, retain and compensate other outside advisors to assist in its duties to the Company.

II. Composition

The Nominating Committee shall be appointed by the Board. The Nominating Committee shall be comprised of at least three directors, and may be comprised of more than three directors if so determined by the Board. For so long as the Company qualifies as a “controlled company” as defined in the American Stock Exchange (“AMEX”) rules and regulations (the “AMEX Rules”), the members of the Nominating Committee may, but need not, be independent. In the event the Company no longer qualifies as a “controlled company,” the Nominating Committee shall be comprised of independent directors in accordance with the AMEX Rules.

Unless a Chairman is elected by the Board, the members of the Nominating Committee shall designate a Chairman by majority vote of the full Nominating Committee membership.

III. Meetings

The Nominating Committee will meet at least once a year and more frequently if requested by the Board or if deemed necessary by the members of the Nominating Committee to fulfill their responsibilities. Meetings of the Nominating Committee may be held telephonically. A majority of the members of the entire Nominating Committee shall constitute a quorum. The Nominating Committee shall act on the affirmative vote of a majority of the members of the

entire Nominating Committee. Without a meeting, the Nominating Committee may act by unanimous written consent of all members.

The Nominating Committee may invite to its meetings any director, member of management or such other person as it deems appropriate in order to carry out its responsibilities.

IV. Responsibilities and Duties

1. Develop and recommend to the Board criteria and qualifications for Board membership, which may include: (i) determination that a candidate would not cause noncompliance by the Board with the independence, experience and other requirements of the AMEX Rules, the Sarbanes-Oxley Act of 2002, the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder, and (ii) minimum individual qualifications, such as age, relevant career experience or specialization, relevant technical skills, industry knowledge and experience, financial literacy or sophistication, absence of material conflicts of interest, strength of character, independence of thought and an ability to work collegially.
2. Select, interview and recruit director candidates and identify and recommend to the Board individuals the Nominating Committee determines to be qualified to become Board members, consistent with criteria established or approved by the Board or the Nominating Committee.
3. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of director candidates. Consider questions of independence and possible conflicts of interest of director candidates, and whether a candidate has any special interests or a specific agenda that would impair his or her ability to fairly and effectively represent the interests of all stockholders of the Company.
4. Recommend members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth by the Board or in the charter for such committee, as well as to any other factors the Nominating Committee deems relevant. Where appropriate, make recommendations regarding the removal of any member of any committee.
5. Consider any possible conflicts of interest of directors and executive officers. Determine the effect of any change in the independence or employment status of any directors. Request the Board to consider and accept resignation if necessary.
6. Recommend to the Board the director nominees for election at each annual meeting of stockholders. Recommend to the Board director nominees qualified to fill any vacancy on the Board, including vacancies created by the approval of new directorships. Review any director candidates submitted by stockholders.
7. Review and make recommendations, as the Nominating Committee deems appropriate, regarding the composition and size of the Board in order to ensure that the Board has the requisite experience, expertise and independence.

8. Review and assess annually, the adequacy of this Charter and make recommendations to the Board, as conditions dictate, to amend this Charter.
9. Review annually and self-evaluate the performance of the Nominating Committee, including a review of the Nominating Committee's compliance with this Charter. The Nominating Committee shall conduct such evaluation and review in such manner as it deems appropriate and report the results of the evaluation to the Board.
10. Perform any other activities consistent with this Charter, the Company's By-Laws and applicable law, as the Nominating Committee or the Board deems appropriate.