

Monro Muffler Brake, Inc.

Charter of the Lead Independent Director

PURPOSE:

In circumstances where the Chairman of the Board of Directors is not independent, the Board of Directors (the "Board"), after considering the recommendation of the Nominating Committee of the Board, considers it to be useful and appropriate to designate a Lead Independent Director (the "Lead Director") to coordinate the activities of the other independent directors and to perform such other duties and responsibilities as the Board may determine.

SELECTION OF LEAD INDEPENDENT DIRECTOR:

The independent directors serving on the Company's Board annually will select one independent director to serve as the Board's Lead Director. The Lead Director will serve for at least one year.

RESPONSIBILITIES OF THE LEAD DIRECTOR:

The Lead Director will have the following authority and responsibilities:

1. Serve as a liaison between the independent directors and both the Chairman and the Company's management;
2. Chair the executive sessions of independent directors;
3. Preside at all Board meetings at which the Chairman is not present;
4. Consult with the Chairman and approve all meeting agendas and meeting schedules (to assure there is sufficient time for discussion of all agenda items);
5. Approve all information provided to the Board;

6. Consult with the Chairman on such other matters pertinent to the Company and the Board;
7. Call meetings of independent directors of the Board by providing appropriate notice of such meetings in accordance with the Bylaws; and
8. Be available for consultation and direct communication with significant shareholders, upon request. Shareholders may contact the Lead Director in writing at 200 Holleder Parkway, Rochester, New York 14615, Attention: Lead Director.