

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                       |                |
|-----------------------|----------------|
| SUBMISSION TYPE:      | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER         |
| EFFECTIVE DATE:       | 12/30/2005     |

**CONVEYING PARTY DATA**

| Name                  | Formerly | Execution Date | Entity Type           |
|-----------------------|----------|----------------|-----------------------|
| CCS ENTERPRISES, INC. |          | 12/27/2005     | CORPORATION: DELAWARE |

**RECEIVING PARTY DATA**

|                 |                         |
|-----------------|-------------------------|
| Name:           | INTERLINE BRANDS, INC.  |
| Street Address: | 801 Bay Street          |
| City:           | Jacksonville            |
| State/Country:  | FLORIDA                 |
| Postal Code:    | 32204                   |
| Entity Type:    | CORPORATION: NEW JERSEY |

**PROPERTY NUMBERS Total: 13**

| Property Type        | Number   | Word Mark                                |
|----------------------|----------|--|
| Registration Number: | 1576986  |  |
| Registration Number: | 1583068  | COPPERFIELD                              |
| Registration Number: | 2228253  | GET IT ALL WITH ONE CALL                 |
| Registration Number: | 1740848  | HOMESAVER                                |
| Registration Number: | 2328111  | HOMESAVER                                |
| Registration Number: | 1702822  | HOMESAVER                                |
| Registration Number: | 2323254  | HOMESAVER                                |
| Registration Number: | 2801155  | SAFE AT HOME PRODUCTS, INC.              |
| Registration Number: | 2774059  | WOODFIELD                                |
| Serial Number:       | 76599220 | GELCO                                    |
| Serial Number:       | 76598449 | LYEMANCE                                 |
| Registration Number: | 2947569  | LOCK-TOP                                 |
|                      |          | WHEN IT COMES TO KEEPING CRITTERS OUT OF |

**TRADEMARK**

Serial Number:

76540309

CHIMNEYS, WE'RE ANIMALS!

**CORRESPONDENCE DATA**

Fax Number: (215)655-2317

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 215.994.2317

Email: hal.borden@dechert.com

Correspondent Name: Hal E. Borden, Dechert LLP

Address Line 1: Cira Centre, 2929 Arch Street

Address Line 4: Philadelphia, PENNSYLVANIA 19104-2808

NAME OF SUBMITTER:

Hal E. Borden

Signature:

/Hal Borden/

Date:

02/09/2006

**Total Attachments: 4**

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# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

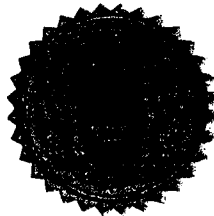
"CCS ENTERPRISES, INC.", A DELAWARE CORPORATION, WITH AND INTO "INTERLINE BRANDS, INC." UNDER THE NAME OF "INTERLINE BRANDS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW JERSEY, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2005, AT 5:13 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2005, AT 12:01 O'CLOCK A.M.

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

4087254 8100M

051078592



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4426943

DATE: 01-05-06

TRADEMARK  
REEL: 003243 FRAME: 0962

**CERTIFICATE OF OWNERSHIP AND MERGER**  
**MERGING**  
**CCS ENTERPRISES, INC.**  
**a Delaware corporation,**  
**WITH AND INTO**  
**INTERLINE BRANDS, INC.,**  
**a New Jersey corporation**

Pursuant to Section 253 of the General Corporation Law  
of the State of Delaware

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Interline Brands, Inc., a corporation organized and existing under the laws of the State of New Jersey (the "Company"), DOES HEREBY CERTIFY:

FIRST: That the Company was incorporated on the 26th day of December, 1978, pursuant to the Business Corporation Act of 1988, as amended, of the State of New Jersey.

SECOND: That the Company owns all of the outstanding shares of stock of CCS Enterprises, Inc., a corporation incorporated on the 19<sup>th</sup> day of June, 2000, pursuant to the General Corporation Law of the State of Delaware ("CCS").

THIRD: That the Company, by the following resolutions of its board of directors, duly adopted by the Unanimous Written Consent of the Directors, filed with the minutes of the board of directors, on the 21<sup>st</sup> day of December, 2005, determined to merge CCS with and into the Company:

RESOLVED, that the Company's wholly-owned subsidiary, CCS Enterprises, Inc., a Delaware corporation ("CCS"), merge (the "Merger") with and into the Company effective as of 12:01 a.m., New York City time, on December 31, 2005, with the Company being the surviving corporation assuming all of the obligations of CCS, all upon the terms and conditions set forth in the Agreement and Plan of Merger (the "Plan of Merger") by and among the Company and CCS in the form attached hereto as Exhibit A; and that the form, terms and provisions of the Plan of Merger providing for, among other things, (i) the Merger; (ii) the transfer to and the vesting in the Company of all the property, rights, interests and other assets of CCS; and (iii) the assumption by the Company of the liabilities and obligations of CCS be, and hereby are, approved and adopted.

RESOLVED, that any one or more of the officers of the Company, including without limitation, any Vice President or the Secretary, are, and each of them hereby is, in the name and on behalf of the Company, and under its corporate seal or otherwise, authorized, empowered and directed to (i) execute, deliver and perform the Plan of Merger, with such changes therein and modifications

thereto as such officers shall, in their sole discretion with the advice of counsel, deem necessary or advisable, such execution, delivery and performance to be conclusive evidence of such approval on behalf of the Company; and (ii) execute and file with the Offices of the Secretaries of State of New Jersey and Delaware, respectively, the appropriate statutory merger filings required in accordance with applicable state laws.

RESOLVED, that any one or more of the officers of the Company be, and each of them hereby is, authorized and directed to do all acts and things whatsoever, whether within or without the State of New Jersey or the State of Delaware, which may be in any way necessary or proper to effect the Merger.

FOURTH: That the Company survives the Merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of CCS or the Company as well as for enforcement of any obligation of the surviving corporation arising from the Merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 14 Scenic Drive, Dayton, NJ 08810, until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by certified mail to Interline Brands, Inc., c/o National Corporate Research, Ltd., at the above address.

FIFTH. The Merger shall become effective as of 12:01 a.m., New York City time, on December 31, 2005.

SIXTH: That anything herein or elsewhere to the contrary notwithstanding, the Merger may be amended or terminated or abandoned by the Board of Directors of the Company at any time prior to the date of filing this Certificate of Ownership and Merger with the Secretary of State of Delaware.

12194558.3.BUSINESS

IN WITNESS WHEREOF, said Company has caused its corporate seal to be affixed and this certificate to be signed by an authorized officer this 7<sup>th</sup> day of December, 2005.

INTERLINE BRANDS, INC.

By: 

Name: Laurence W. Howard

Title: Vice President, General Counsel and Secretary

12194558.3.BUSINESS

TOTAL P.08