

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/29/2000

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
U.S. Lock Corporation		12/22/2000	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Wilmar Industries, Inc.
Street Address:	801 W. Bay Street
City:	Jacksonville
State/Country:	FLORIDA
Postal Code:	32204
Entity Type:	CORPORATION: NEW JERSEY

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	1183470	U.S. LOCK
Registration Number:	1163405	U. S. LOCK

CORRESPONDENCE DATA

Fax Number: (904)598-6212
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 904-598-6112
 Email: krowe@sgrlaw.com
 Correspondent Name: Katharine F. Rowe
 Address Line 1: 50 N. Laura Street
 Address Line 2: Suite 2600
 Address Line 4: Jacksonville, FLORIDA 32202

NAME OF SUBMITTER:	Katharine F. Rowe
Signature:	/Katharine F. Rowe/

900095586

**TRADEMARK
 REEL: 003689 FRAME: 0747**

OP \$65.00 1183470

Date:

01/04/2008

Total Attachments: 9

source=us lock-wilmar merger#page1.tif

source=us lock-wilmar merger#page2.tif

source=us lock-wilmar merger#page3.tif

source=us lock-wilmar merger#page4.tif

source=us lock-wilmar merger#page5.tif

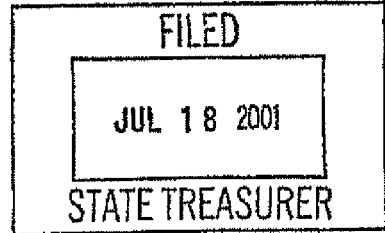
source=us lock-wilmar merger#page6.tif

source=us lock-wilmar merger#page7.tif

source=us lock-wilmar merger#page8.tif

source=us lock-wilmar merger#page9.tif

Cor



New Jersey Department of the Treasury
 Division of Commercial Recording

CERTIFICATE OF CORRECTION OF WILMAR INDUSTRIES, INC.
 (NOW KNOWN AS INTERLINE BRANDS, INC.)
 Corporation Number: 0100077767

(Pursuant to Title 14A:1-6 (5)
 of the New Jersey Business Corporation Act)

The undersigned hereby submits for filing a Certificate of Correction executed on behalf of the above named Corporation, pursuant to the provisions of the appropriate Statute, referred to above, of the New Jersey Statutes.

1. The Certificate to be corrected is the Certificate of Merger of J.A. Sexauer, Inc., Trayco of S.C., Inc., Barnett Inc., U.S. Lock Corporation, Management Supply Company, and One Source Supply, Inc. into Wilmar Industries, Inc., filed as of December 27, 2000.
2. The inaccuracy in the Certificate is the omission of Barnett Inc. and U.S. Lock Corporation from the first page of the Certificate of Merger.
3. The Certificate of Correction hereby reads as follows:

See EXHIBIT A

WILMAR INDUSTRIES, INC.

By: 

Name: William E. Sanford
 Title: Senior Vice President
 Date: June 11, 2001

959289
 1838615

0100077767

EXHIBIT A

**CORRECTED FIRST PAGE
OF CERTIFICATE OF MERGER**

EXECUTION COPY

CERTIFICATE OF MERGER

OF

J.A. SEXAUER, INC., TRAYCO OF S.C., INC.,
BARNETT INC., U.S. LOCK CORPORATION,
MANAGEMENT SUPPLY COMPANY, AND
ONE SOURCE SUPPLY, INC.

INTO

WILMAR INDUSTRIES, INC.

Pursuant to Section 14A:10-5.1 of the
Business Corporation Act of the State of New Jersey

The undersigned DO HEREBY CERTIFY:

FIRST: The names of the foreign constituent corporations, which are being merged into the surviving constituent corporation, are as follows: J.A. Sexauer, Inc. ("Sexauer"), Trayco of S.C., Inc. ("Trayco"), Barnett Inc. ("Barnett") and U.S. Lock Corporation ("U.S. Lock"), which are business corporations incorporated under the laws of the State of Delaware; Management Supply Company ("Management Supply"), which is a business corporation incorporated under the laws of the State of Michigan; and One Source Supply, Inc. ("One Source") (collectively, the "Subsidiaries"), which is a business corporation incorporated under the laws of the State of Florida.

SECOND: The name of the domestic constituent corporation, which is the surviving constituent corporation, is Wilmar Industries, Inc. ("Wilmar").

THIRD: The Board of Directors of Wilmar has duly adopted a Plan of Merger, attached as Exhibit A, setting forth the terms and conditions of the merger of said corporations.

FOURTH: As to the following Subsidiaries, the number of outstanding shares, all of which are common shares and owned by Wilmar, is as follows:

- (a) Sexauer has 2,000 outstanding shares;
- (b) Trayco has 1,000 outstanding shares;
- (c) Barnett has 100 outstanding shares;
- (d) U.S. Lock has 1,000 outstanding shares; and

Doc#: NYS: 840999.6

TRADEMARK
REEL: 003689 FRAME: 0751

MRG
FILED
DEC 27 2000
State Treasurer
Roland Machold

CERTIFICATE OF MERGER

OF

J.A. SEXAUER, INC., TRAYCO OF S.C., INC.,
MANAGEMENT SUPPLY COMPANY, AND
ONE SOURCE SUPPLY, INC.

INTO

WILMAR INDUSTRIES, INC.

Pursuant to Section 14A:10-5.1 of the
Business Corporation Act of the State of New Jersey

The undersigned DO HEREBY CERTIFY:

FIRST: The names of the foreign constituent corporations, which are being merged into the surviving constituent corporation, are as follows: J.A. Sexauer, Inc. ("Sexauer") and Trayco of S.C., Inc. ("Trayco"), which are business corporations incorporated under the laws of the State of Delaware; Management Supply Company ("Management Supply"), which is a business corporation incorporated under the laws of the State of Michigan; and One Source Supply, Inc. ("One Source") (collectively, the "Subsidiaries"), which is a business corporation incorporated under the laws of the State of Florida.

SECOND: The name of the domestic constituent corporation, which is the surviving constituent corporation, is Wilmar Industries, Inc. ("Wilmar").

THIRD: The Board of Directors of Wilmar has duly adopted a Plan of Merger, attached as Exhibit A, setting forth the terms and conditions of the merger of said corporations.

FOURTH: As to the following Subsidiaries, the number of outstanding shares, all of which are common shares and owned by Wilmar, is as follows:

- a) Sexauer has 2,000 outstanding shares;
- b) Trayco has 1,000 outstanding shares;
- c) One Source has 100 outstanding shares.

Duch. NY 5: 848992.6

*S 886566-
1687558
1687559*

0100077767

P. 02/03

DEC-27-2000 WED 01:10 PM NATIONAL CORPORATE RSCH FAX NO. 212 564 6088

FROM :

(FRI) 12. 22' 00 12:04/ST. 11:53/NO. 4861390891 P 53

(b) One Source has 100 outstanding shares.

FIFTH: The number of outstanding shares of Management Supply, which are both preferred stock and two classes of common stock and are all owned by Wilmar, are as follows:

- (a) 300,000 shares of preferred stock;
- (b) 5,000 shares of Class A Voting Common Stock; and
- (c) 45,000 shares of Class B Non-voting Common Stock.

SIXTH: The number of outstanding shares of Wilmar, which are both preferred stock and common stock, are as follows:

- (a) 23,619,888 shares of preferred stock;
- (b) 1,795,063 shares of common stock.

[Remainder of Page Left Intentionally Blank]

FROM


(PRI) 12. 22' 00 12:04/ST. 11:53/NO. 4861390891 P 54

SEVENTH: The effective date of the merger herein certified, insofar as the provisions of the Business Corporation Act of the State of New Jersey govern such effective date, shall be the 22th day of December, 2000.

Signed on December 22 2000.

WILMAR INDUSTRIES, INC.

By:


Name: William Sanford
Title: Senior V.P. and CFO

Doc# NY2: 64099.6

** TOTAL PAGE. 05 **

FROM

(FRI) 12. 22' 00 12:04/ST. 11:53/NO. 4861390891 P 55

PLAN OF MERGER

FOR

J.A. SEXAUER, INC., TRAYCO OF S.C., INC.,
BARNETT INC., U.S. LOCK CORPORATION,
MANAGEMENT SUPPLY COMPANY, AND
ONE SOURCE SUPPLY, INC

INTO

WILMAR INDUSTRIES, INC.

IT IS HEREBY certified that:

1. Wilmar Industries, Inc. (the "Corporation") is a business corporation of the State of New Jersey.

2. The Corporation is the owner of all of the outstanding shares of J.A. Sexauer, Inc. ("Sexauer"), Trayco of S.C., Inc. ("Trayco"), Barnett Inc. ("Barnett") and U.S. Lock Corporation ("U.S. Lock"), which are business corporations incorporated under the laws of the State of Delaware; Management Supply Company ("Management Supply"), which is a business corporation incorporated under the laws of the State of Michigan; and One Source Supply, Inc. ("One Source") (collectively, the "Subsidiaries"), which is a business corporation incorporated under the laws of the State of Florida.

3. On December 20, 2000, the Board of Directors of the Corporation adopted the following resolutions to merge the Subsidiaries into the Corporation:

RESOLVED, that, pursuant to Section 14A:10-5.1 of the Business Corporation Act of the State of New Jersey, the Corporation and the Subsidiaries, which is a wholly-owned subsidiary of the Corporation, shall be merged on the following terms and conditions (the "Merger");

(a) The Corporation shall continue to be incorporated and duly organized under the laws of the State of New Jersey. The Subsidiaries shall be the merged corporations and their separate existence shall thereupon cease.

(b) The effective date of the Merger (the "Effective Time") shall be December 29, 2000.

(c) The issued shares of the Subsidiaries shall not be converted in any manner, but each said share which is issued as of the Effective Time shall be surrendered and extinguished.

Doc#: NY5: 640999.6

FROM

(FRI) 12. 22 '00 12:04/ST. 11:53/NO. 4851390891 P 56

(d) At the Effective Time, the Certificate of Incorporation of the Corporation, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Corporation, as the surviving corporation, until thereafter restated or amended in accordance with applicable law.

(e) The By-laws of the Corporation, as in effect immediately prior to the Effective Time, shall from and after the Effective Time become and remain the By-laws of the Corporation, as the surviving corporation, until thereafter amended or restated as provided therein.

(f) The officers and directors of the Corporation in office on the Effective Time shall remain in the same capacities as officers and directors of the Corporation, as the surviving corporation, until their successors have been duly elected and qualified.

(g) At the Effective Time, the Corporation, as the surviving corporation, shall assume all of the rights, privileges, powers, franchises, duties, liabilities and obligations of the Subsidiaries and the Corporation.

(h) Any officer of the Corporation shall be, and each of them hereby is, authorized to execute, and the Secretary or Assistant Secretary of the Corporation is hereby authorized to attest to the execution of, a Plan of Merger of the Corporation and the Subsidiaries, and any officer of the Corporation shall be, and each of them hereby is, authorized to cause the Plan of Merger to be filed with the Secretary of State of the State of New Jersey.

(i) Anything herein or elsewhere to the contrary notwithstanding, the terms and conditions of the Merger may be amended, and the Merger may be terminated and abandoned, to the fullest extent permitted by law, by the Board of Directors of the Corporation at any time prior to the date of filing of the Plan of Merger with the Secretary of State of the State of New Jersey.

RESOLVED, that any officer of the Corporation be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation or its subsidiaries, to take any action (including, without limitation, the payment of expenses) and to execute (by manual or facsimile signature) and deliver all such further documents, contracts, letters, agreements, instruments, drafts, receipts or other writings that such officer or officers may in their sole discretion deem necessary or appropriate to carry out, comply with and effectuate the purposes of the foregoing resolutions and the transactions contemplated thereby and that the authority of such officers to execute and deliver any of such documents and instruments, including without limitation any modification, extension or expansion, and to take any such other action, shall be conclusively evidenced by their execution and delivery thereof or their taking thereof.

[Remainder of this page left intentionally blank]

FROM :

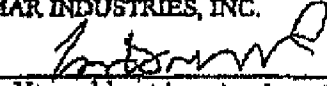
(FRI) 12.22.00 12:05/ST. 11:53/NO. 4061390891 P 57

4

Executed on December 22 2000

WILMAR INDUSTRIES, INC.

By:



Name: WILLIAM SANFORD

Title: SR. V.P. & CFO