

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/26/2009		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Eagle Maintenance Supply, Inc.		12/16/2009
			Entity Type
			CORPORATION: NEW JERSEY
RECEIVING PARTY DATA			
Name:	Interline Brands, Inc.		
Street Address:	701 San Marco Blvd.		
Internal Address:	18th Floor		
City:	Jacksonville		
State/Country:	FLORIDA		
Postal Code:	32207		
Entity Type:	CORPORATION: NEW JERSEY		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	3643089	EAGLE MAINTENANCE SUPPLY
CORRESPONDENCE DATA			
Fax Number:	9045986212		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
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		

OP \$40.00 3643089

Signature:	/Katharine F. Rowe/
Date:	09/04/2012
Total Attachments: 5 source=Eagle Maintenance merger into Interline#page1.tif source=Eagle Maintenance merger into Interline#page2.tif source=Eagle Maintenance merger into Interline#page3.tif source=Eagle Maintenance merger into Interline#page4.tif source=Eagle Maintenance merger into Interline#page5.tif	

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NEW JERSEY DIVISION OF REVENUE

CERTIFICATE OF MERGER  
(Profit Corporations)

Pursuant to NJSA 14A, this Certificate of Merger is being filed with the New Jersey Division of Revenue in connection with the merger of Eagle Maintenance Supply, Inc., a New Jersey corporation, with and into Interline Brands, Inc., a New Jersey corporation. Interline Brands, Inc. is the parent corporation of Eagle Maintenance Supply, Inc. and owns all of its issued and outstanding capital stock.

- 1. Type of Filing (check one):  Merger  Consolidation
- 2. Name of Surviving Business Entity: Interline Brands, Inc.
- 3. Address of the Surviving Business Entity: 801 W. Bay Street, Jacksonville, FL 32204.
- 4. Name and Jurisdictions of All Participating Business Entities, including Surviving Entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Identification # Assigned by Treasurer (if applicable)</u>
Interline Brands, Inc.	NJ	0100077767
Eagle Maintenance Supply, Inc.	NJ	0100576703

- 5. Date Merger Was Adopted: December 16, 2009.
- 6. Interline Brands, Inc., the parent corporation and owner of all of the issued and outstanding capital stock of Eagle Maintenance Supply, Inc., approved and adopted the Agreement and Plan of Merger on December 16, 2009 by Unanimous Written Consent of its Board of Directors, without a meeting. Pursuant to NJSA 14A:10-5.1, no approval by the Board of Directors of Eagle Maintenance Supply, Inc. is required, and no vote of the shareholders of Interline Brands, Inc. or Eagle Maintenance Supply, Inc. is required.
- 7. Eagle Maintenance Supply, Inc. has one class and series of authorized shares: Common Stock. There are 2,500 authorized shares of Common Stock, and 100 shares of Common Stock are issued and outstanding. Interline Brands, Inc. owns all 100 issued and outstanding shares of Common Stock of Eagle Maintenance Supply, Inc.

8. Attached hereto as Exhibit A is a copy of the Agreement and Plan of Merger, as approved by the Board of Directors of Interline Brands, Inc.

9. Effective Date: This Certificate of Merger is executed as of the 16<sup>th</sup> day of December, 2009, to become effective at 12:01 A.M Eastern Standard Time on December 26, 2009.

INTERLINE BRANDS, INC.


By:   
Name: Michael Agliata  
Title: VP, General Counsel & Secretary

EXHIBIT A

**AGREEMENT AND PLAN OF MERGER  
OF  
EAGLE SUPPLY MAINTENANCE, INC.  
(a New Jersey corporation)  
and  
INTERLINE BRANDS, INC.  
(a New Jersey corporation)**

This AGREEMENT AND PLAN OF MERGER is entered into by Interline Brands, Inc., a business corporation of the State of New Jersey (the "Corporation"), and approved by resolution adopted by its Board of Directors on said date.

WHEREAS, Eagle Supply Maintenance, Inc. is a business corporation of the State of New Jersey with its registered office therein located at 801 W. Bay Street, Jacksonville, Florida 32204 ("Eagle"); and

WHEREAS, the Corporation is a business corporation of the State of New Jersey with its registered office therein located at 801 W. Bay Street, Jacksonville, Florida 32204; and

WHEREAS, Eagle has authority to issue a single class and series of shares, which is Common Stock, and the Corporation owns all 100 issued and outstanding shares of the sole class and series of authorized shares of Eagle; and

WHEREAS, because the Corporation owns at least 90% of the outstanding shares of each class and series of shares of Eagle, the New Jersey Business Corporation Act permits the merger of Eagle with and into the Corporation without approval of the shareholders of either Eagle or the Corporation and without approval by the Board of Directors of Eagle; and

WHEREAS, the Board of Directors of the Corporation declares it advisable and to the advantage, welfare, and best interests of the Corporation and its shareholders to merge Eagle with and into the Corporation pursuant to the provisions of the Business Corporation Act of the State of New Jersey upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, this Agreement and Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement and Plan set forth.

1. Eagle shall, pursuant to the provisions of the New Jersey Business Corporation Act, be merged with and into the Corporation, as of the Effective Time, with the Corporation being the surviving corporation of the merger (and which is sometimes hereinafter referred to as the "Surviving Corporation"), and which Surviving Corporation shall continue to exist as said Corporation under its present name pursuant to the provisions of the New Jersey Business Corporation Act. The separate existence of Eagle shall cease upon the Effective Time in accordance with the provisions of the New Jersey Business Corporation Act.

2. The name of the Surviving Corporation shall be Interline Brands, Inc.

3. The effective date and time of the merger shall be December 26, 2009 at 12:01 A.M., Eastern Standard Time (the "Effective Time").

4. The present Certificate of Incorporation of the Corporation will be the Certificate of Incorporation of said Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the New Jersey Business Corporation Act.

5. The present Bylaws of the Corporation will be the Bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the New Jersey Business Corporation Act.

6. The directors and officers of the Corporation at the Effective Time of the merger shall continue to hold their directorships and offices after the Effective Time and until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Corporation.

7. At the Effective Time of the merger, each share of Common Stock of Eagle shall be cancelled, and no payment shall be made with respect thereto. The issued shares of the Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the Corporation.

8. In the event that this Agreement and Plan of Merger shall have been approved and adopted by the Corporation in accordance with the provisions of the New Jersey Business Corporation Act, the Corporation will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of New Jersey, and the Corporation will cause to be performed all necessary acts within the State of New Jersey and elsewhere to effectuate the merger herein provided for.

9. The Board of Directors and officers of the Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

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IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed on behalf of the Corporation.

Dated: December 16, 2009.

INTERLINE BRANDS, INC.

By: 

Name: Michael Aglata

Title: VP, General Counsel & Secretary