

INTERLINE BRANDS, INC.

AUDIT COMMITTEE CHARTER

I. Purpose

The primary purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of Interline Brands, Inc., a corporation organized under the laws of the State of Delaware (the "Company"), is to: (a) assist the Board in fulfilling its oversight of (i) the integrity of the Company's financial statements, (ii) the Company's compliance with legal and regulatory requirements and code of conduct, (iii) the Company's independent auditors' qualifications and independence, (iv) the system of internal controls and (v) the performance of the Company's internal audit function and independent auditors; and (b) prepare any reports required by law to be prepared by the Committee, including any reports required to be included in the Company's annual proxy statement and as otherwise required.

In fulfilling its purpose, the Committee shall review: (a) the financial reports and other financial information of the Company; (b) the Company's systems of internal controls and procedures and disclosure controls and procedures; and (c) the Company's auditing, accounting and financial reporting processes generally. Consistent with this purpose, the Committee should encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels.

Although the Committee has the powers and responsibilities set forth in this Charter, the role of the Committee is oversight. The members of the Committee are not full-time employees of the Company and may or may not be accountants or auditors by profession or experts in the fields of accounting or auditing and, in any event, do not serve in such capacity. While the Committee has the responsibilities set forth in this Charter, management and the independent auditors are responsible for the preparation, presentation and accuracy of the financial statements. Each member of the Committee shall therefore be entitled to rely on the integrity of those persons and organizations, within and outside the Company, that provide advice to the Committee and the accuracy and completeness of such financial and other information, absent actual knowledge to the contrary (which shall be promptly reported to the Board). Consequently, it is not the duty or responsibility of the Committee or its members (a) to plan or conduct audits, (b) to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles, (c) to design and implement internal controls and procedures and disclosure controls and procedures, (d) to conduct other types of auditing or accounting reviews or procedures, or (e) to design or implement internal controls and procedures to ensure compliance with legal and regulatory requirements and code of conduct.

II. Organization

The Committee shall consist of at least three and no more than six directors, each of whom shall satisfy the independence, financial literacy and experience requirements of

Section 10A of the Securities Exchange Act, the New York Stock Exchange and any other regulatory requirements, subject to the cure and transition periods permitted by the New York Stock Exchange and otherwise. At least one member of the Committee shall be designated as an "audit committee financial expert," as such term is defined by the rules and regulations of the Securities and Exchange Commission (the "SEC") or any applicable law or regulation.

Each member of the Committee shall serve until the earlier to occur of his or her resignation or removal or the election and qualification of such member's successor. Members of the Committee may be removed with or without cause at any time by action of the Board. The Board shall designate the Committee's chairperson or, if it does not do so, the members of the Committee shall elect a chairperson by a vote of the majority of the full Committee. Committee members shall not simultaneously serve on the audit committees of more than two other public companies without the determination by the Board that such simultaneous service does not impair the ability of such member to effectively serve on the Company's Committee.

III. Meetings

The Committee shall meet at least four times per year on a quarterly basis, or more frequently as circumstances require, or as it deems necessary to fulfill its responsibilities. As part of its job to foster open communication, the Committee shall meet at least quarterly with management, the chief internal auditor and the independent auditors in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately. The Committee may request that any officer or employee of the Company, the Company's outside counsel or the Company's independent auditors attend a meeting of the Committee or meet with any members of, or consultants to, the Committee. The Committee may also exclude from its meetings any persons it deems appropriate. Meetings of the Committee may be called by the Chief Executive Officer of the Company ("CEO"), the Chair of the Committee or any two or more members of the Committee. A majority of the Committee shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting at which a quorum is present shall be the act of the Committee. Meetings may be in person or by electronic or telephonic means, provided all members present are able to communicate with each other simultaneously. The Committee may also act by unanimous written consent. The Committee may delegate authority to act upon specific matters within determined parameters to a subcommittee consisting of one or more members, consistent with applicable law. Any such subcommittee shall report any action to the full Committee at its next meeting. The Committee shall keep a record of its actions and proceedings and make a report thereof from time to time to the Board. In addition, the Committee, or its Chair, should communicate with the independent auditors and management quarterly to review the Company's financial statements consistent with the provisions of this Charter.

IV. Authority and Responsibilities

In recognition of the fact that the independent auditors are ultimately accountable to the Committee, the Committee shall (a) have the sole authority and responsibility to select, evaluate and, where appropriate, replace the independent auditors (or to nominate the independent auditors for stockholder approval), (b) approve all audit engagement fees and terms and all non-audit engagements with the independent auditors and (c) perform such other duties and responsibilities set forth under the Securities Exchange Act or any applicable law or regulation. The Committee may consult with management and the internal audit group but shall not delegate these responsibilities.

To fulfill its responsibilities, the Committee shall have the power, duty and responsibility to:

A. Review of Documents/Reports and Disclosure Matters

1. Review and reassess the adequacy of this Charter annually and, if necessary, recommend to the Board any changes or revisions deemed appropriate and submit the changes or revisions to the Nominating and Corporate Governance Committee and the Board for approval.
2. Meet, review and discuss with management, the internal audit group and the independent auditors the Company's annual audited and quarterly financial statements, including specific disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the independent auditors' review of the annual and quarterly financial statements, prior to submission to stockholders, any governmental body, any stock exchange or the public.
3. Discuss with the independent auditors whether there were any significant changes to the Company's accounting principles and any items required to be communicated by the independent auditors in accordance with AICPA Statement of Auditing Standards ("SAS") 61 therein.
4. Recommend to the Board, if appropriate, that the Company's annual audited financial statements be included in the Company's annual report on Form 10-K for filing with the SEC or any other applicable law or regulation.
5. Prepare the report required by the SEC to be included in the Company's periodic reports, annual proxy statement and any other reports of the Committee required by applicable securities laws or stock exchange listing requirements or rules.
6. Discuss with management and the independent auditors major issues regarding accounting principles used in the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles. Review and discuss

analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative approaches under GAAP.

7. Prior to filing any audited financial statements with the SEC or any other regulatory agency, review with the independent auditors (i) all critical accounting policies and practices used by the Company, (ii) all alternative accounting treatments of financial information within GAAP related to material items that have been discussed with management, including the ramifications of the use of such alternative treatments and disclosures and the treatment preferred by the independent auditors and (iii) other material written communications between the independent auditors and management.
8. Review and discuss with management the Company's earnings press releases, including the use of "non-GAAP financial measures" (as defined by the rules and regulations of the SEC in Regulation G), as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussions may generally address the types of information to be disclosed and the types of presentations to be made.
9. Review and discuss with management all material off-balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the Company with unconsolidated entities or other persons, that may have a material current or future effect on financial condition, changes in financial condition, results of operations, liquidity, capital resources, capital reserves or significant components of revenues or expenses.
10. Review disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer in accordance with the periodic report certification requirements imposed by the rules and regulations of the SEC, regarding any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.
11. Periodically discuss with the independent auditors, without management being present, (a) their judgments about the quality and appropriateness of the Company's accounting principles and financial disclosure practices as applied in its financial reporting and (b) the completeness and accuracy of the Company's financial statements.
12. Review and discuss with management the Company's major risk exposures and the steps management has taken to monitor, control and

manage such exposures, including the Company's risk assessment and risk management guidelines and policies.

13. Review, based upon the recommendation of the independent auditors and the chief internal auditor, the scope and plan of the work to be done by the internal audit group and the responsibilities, budget and staffing needs of the internal audit group.

B. Independent Auditors

1. The Committee has the sole authority to appoint, retain, terminate, evaluate and oversee the Company's independent auditors, including determining the terms of engagement. Such authority may not be delegated to the Board or management. In exercising such authority, the Committee shall consider, among other things, the independent auditors' independence and effectiveness. The independent auditors shall report directly to the Committee.
2. Have the sole authority to review in advance, and grant any appropriate pre-approvals, of all audit and non-audit services to be provided by the independent auditors as permitted by Section 10A of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and, in connection therewith, to approve all fees and other terms of engagement. The Committee shall also review and approve disclosures required to be included in SEC periodic reports filed under Section 13(a) of the Exchange Act with respect to audit and non-audit services.
3. Evaluate on an annual basis the performance of the independent auditors, including the lead audit partner, and present the conclusions of such evaluation to the Board. In making its evaluation, the Committee should take into account the opinions of management and the Company's internal auditors.
4. Ensure that the independent auditors submit to the Committee on an annual basis a written statement consistent with Independent Standards Board Standard No. 1, discuss with the independent auditors any disclosed relationships or services that may impact the objectivity and independence of the independent auditors and satisfy itself as to the independent auditors' independence.
5. At least annually, obtain and review an annual report from the independent auditors describing (a) the independent auditors' internal quality control procedures, (b) any material issues raised by the most recent internal quality control review, or peer review, of the independent auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits

carried out by the independent auditors, and any steps taken to deal with any such issues, and (c) in order to assess the independent auditors' independence, all relationships between the independent auditors and the Company.

6. Confirm compliance with the “lead partner,” the “concurring partner” and the other “audit partner” rotation requirements of Regulation S-X. Consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent auditors on a regular basis.
7. Review all reports required to be submitted by the independent auditors to the Committee under Section 10A of the Exchange Act.
8. Review, based upon the recommendation of the independent auditors and the chief internal auditor, the scope and plan of the work to be done by the independent auditors.

C. Process and Procedures

1. Periodically meet separately with each of management, the independent auditors and the internal audit group. At such meetings review (a) any significant disagreement between management and the independent auditors or the internal audit group in connection with the preparation of the financial statements, (b) any difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information and (c) management’s response to each.
2. Periodically review with the independent auditor any other audit problems or difficulties (including accounting adjustments that were noted or proposed by the independent auditor but passed by management (due to immateriality or otherwise)), communications between the audit engagement team and the independent auditor’s national office regarding auditing or accounting issues and management or internal control letters issued, or proposed to be issued, by the auditor to the Company and management’s response to such letters.
3. Consider and approve, if appropriate, significant changes to the Company's accounting principles and financial disclosure practices as suggested by the independent auditors, management or the internal audit group. Review with the independent auditors, management and the internal audit group, at appropriate intervals, the extent to which any changes or improvements in accounting or financial practices, as approved by the Committee, have been implemented.
4. Review and discuss with management, the internal audit group, the independent auditors and the Company's in-house and independent counsel, as appropriate, any legal, regulatory or compliance matters that could have a

significant impact on the Company's financial statements, including applicable changes in regulatory and accounting initiatives, standards or rules.

5. Establish and maintain procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by the Company's employees of concerns regarding questionable accounting or auditing matters.
6. In consultation with the independent auditors and the internal audit group, review the adequacy of the Company's internal control structure and procedures designed to insure compliance with laws and regulations, and any special audit steps adopted in light of material control deficiencies.
7. Review (i) the internal control report prepared by management, including management's assessment of the effectiveness of the Company's internal control over financial reporting and (ii) the independent auditors' attestation, and report, on the assessment made by management.

D. Other Powers; Duties and Responsibilities

1. Review and approve all related-party transactions.
2. Review and approve (a) any amendment to or waiver from the Company's code of ethics for the chief executive officer and senior financial officers and (b) any public disclosure made regarding such change or waiver.
3. Review the Committee's performance annually.
4. Authorize or conduct special investigations and studies that arise out of the Committee's areas of responsibility.
5. Report regularly to the Board. The Committee shall promptly review with the Board any issues that have arisen with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors or the performance of the internal audit group.
6. Perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Committee or the Board deems necessary or appropriate.
7. Review and approve the appointment and replacement of the Company's chief internal auditor.
8. On a regular basis, meet separately with the Company's chief internal auditor to discuss any matters that the Committee or the chief internal auditor believes should be discussed privately.

9. Review on an annual basis the performance of the internal audit group.

V. Former Employees of the Independent Auditor

The Committee shall pre-approve the hiring of any employee or former employee of the independent auditor who was a member of the Company's audit engagement team within the preceding two fiscal years. The Committee shall not approve the hiring of any individual for a financial reporting oversight role if such person is or was an employee of the independent auditor and was a member of the Company's audit engagement team within the preceding two fiscal years unless (A) (i) such individual is to be employed for a limited period of time due to an emergency or unusual situation and (ii) the Committee determines that the hiring of such individual is in the best interests of the Company's shareholders or (B) such individual becomes employed by the Company as a result of a business combination and the Committee was made aware of such individual's prior relationship with the Company as a member of its audit engagement team.

VI. Resources

The Committee shall have the authority, in its sole discretion, to retain independent legal, accounting and other consultants to advise the Committee in connection with any of its activities, as the Committee determines necessary to carry out its duties. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

The Committee shall determine the extent of funding necessary for payment of (a) compensation to the independent auditors, (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties, and (c) if applicable, compensation to any independent legal, accounting and other consultants retained to advise the Committee.