

INTERLINE BRANDS, INC.

COMPENSATION COMMITTEE CHARTER

I. Purpose

The primary purpose of the Compensation 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) establish the compensation policy of the Company; (b) ensure that the compensation policy of the Board of Directors, executive officers and employees of the Company enables it to attract and retain high-quality leadership and first class employees; and (c) if and as required, produce an annual report on executive compensation for inclusion in the Company's proxy statements, in accordance with applicable rules and regulations. For this purpose, compensation includes any payments, benefits, incentive opportunities, equity participation or other plans that are deemed compensation under applicable Securities and Exchange Commission or Internal Revenue Code rules or regulations, or other applicable federal and state laws or regulations.

II. Organization

The Committee shall consist of three or more directors, each of whom shall satisfy the applicable independence requirements of 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 applicable law.

The members of the Committee shall be appointed by the Board upon the recommendation of the Nominating & Governance Committee and shall serve until the earlier to occur of her or his 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 majority action of the Board. The Committee's chairperson shall be designated by the Board or, if it does not do so, the members of the Committee shall elect a chairperson by majority vote of the full Committee.

III. Meetings

The Committee shall meet at such times as it deems necessary to fulfill its responsibilities. Meetings of the Committee may be called by the Chief Executive Officer of the Company ("CEO"), the chairperson 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, provided that the subcommittees are composed entirely of directors who satisfy the applicable independence requirements of the New York Stock Exchange and other regulatory requirements. 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. The CEO shall not be present during voting or deliberations relating to the CEO's compensation, unless specifically invited by the Committee. The Committee may also exclude from its meetings any persons it deems appropriate.

IV. Authority and Responsibilities

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

1. Review from time to time and approve the Company's compensation strategy to ensure that management is afforded the appropriate incentives, that management is rewarded appropriately for its contributions to the Company's growth and profitability, and that the executive compensation strategy supports the Company's objectives and stockholder interests.
2. Review and approve annually the corporate goals and objectives relevant to the compensation of the Chief Executive Officer and all Executive Vice Presidents of the Company and any other individual who is an "officer" as such term is defined under Rule 16a-1 promulgated under the Securities Exchange Act of 1934 (collectively, the Company's "Executive Officers").
3. Review and approve annually the performance of the Company's Executive Officers in light of the goals and objectives established in accordance with Item No. 2 above, and determine, set and approve, pursuant to the Committee's sole authority, the individual elements of the Company's Executive Officers' total compensation, including prerequisites, based on such reviews and evaluations. In determining the long-term incentive component of the Company's CEO, and other Executive Officers as determined by the Committee, compensation, the Committee will also consider, among such other factors as it may deem relevant, the Company's performance, stockholder returns, the value of similar incentive awards to chief executive officers and other executive officers at comparable companies, the awards given to the CEO and other Executive Officers in past years, and such other factors as the Committee deems relevant. Notwithstanding the foregoing, the Committee shall make recommendations to the Board with respect to the compensation of the Chairman of the Board and Chief Executive Officer for approval by a majority of the Board of Directors who are independent directors pursuant to the Company's Corporate Governance Guidelines.
4. Administer all incentive compensation plans and equity-based plans established and maintained by the Company. The Committee shall have and shall exercise all the authority of the Board with respect to the administration of such plans.

5. Approve compensation awards (with or without ratification or approval of the Board) as may be required to comply with applicable tax and state corporate laws.
6. Review and approve employment agreements, severance agreements, retirement arrangements, change in control agreements/provisions, and any special or supplemental benefits for the Company's Executive Officers.
7. Review periodically the compensation and benefits offered to non-employee directors and recommend changes to the full Board, as appropriate.
8. Review the overall compensation and benefits strategy for all employees of the Company to ensure consistency with the Company's stated compensation strategy.
9. Prepare the report required by the Securities and Exchange Commission to be included in the Company's annual proxy statement, or, if the Company does not file a proxy statement, in the Company's Annual Report filed on Form 10-K with the Securities and Exchange Commission.
10. 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.
11. Review its own performance annually.
12. Report regularly to the Board, as appropriate, on matters relevant to the Board's considerations in the areas of executive and director compensation.
13. 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.

Nothing in this Charter shall preclude the Board from discussing CEO or non-CEO compensation generally or any other subject.

V. Resources

The Committee shall have the sole authority to retain or terminate experts in the field of compensation to assist the Committee in the evaluation of director, CEO or senior executive compensation, and to determine and approve the terms of engagement and such expert's fees and compensation.

The Committee shall have the sole authority, in the Committee's sole discretion and at the Company's expense, to retain independent or outside counsel to advise the Committee in connection with any of its activities, as the Committee determines necessary to carry out its duties.

