

INTERLINE BRANDS, INC.

NOMINATING & GOVERNANCE COMMITTEE CHARTER

I. Purpose

The primary purpose of the Nominating & Governance 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) develop and implement policies and procedures that are intended to ensure that the Board will be appropriately constituted and organized to meet its fiduciary obligations to the Company and its stockholders; (b) identify individuals qualified to become Board members (consistent with criteria approved by the Board), and to select, or recommend that the Board select, the director nominees for the next annual meeting of shareholders; (c) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company; and (d) oversee the evaluation of the Board and management. In accomplishing this purpose, the Committee evaluates the current composition and governance of the Board and makes recommendations with regard thereto, makes recommendations concerning the qualifications for Board members, proposes nominees for election to the Board, administers a Board evaluation process and reviews policies related to issues important to the Company in order to make recommendations on specific issues.

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 otherwise.

The members of the Committee shall be appointed annually by the Board 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 a vote of the majority of the full Committee.

III. Meetings

The Committee shall meet at such other 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 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 are 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. 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.

IV. Authority and Responsibilities

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

1. Evaluate, review with management and make recommendations to the Board regarding the overall effectiveness of the organization of the Board, the conduct of its business and the relationship between the Board and management.
2. Develop, set and maintain the Company's corporate governance principles, and review and reassess the adequacy of such guidelines annually and recommend to the Board any changes deemed appropriate by the Committee.
3. Identify and bring to the attention of the Board and management current and emerging corporate governance trends, issues and best practices that may affect the business operations, performance or public image of the Company.
4. Review and make recommendations to the Board regarding the composition and organization of the Board, including its size, qualifications of directors and any retirement or tenure policies applicable to directors, to ensure that the Board has the requisite expertise and its membership consist of persons with sufficiently diverse and independent backgrounds.
5. Identify candidates, verify any necessary background or qualification requirements, and make recommendations to the Board, based on criteria established by the Committee or required by the Board, qualified persons to be nominated for election or re-election to the Board and consider suggestions for Board memberships submitted by stockholders in accordance with the Company's By-Laws.
6. Review and make recommendations to the Board regarding the nature, purpose, duties and operations of Board committees, including evaluation of their charters, duties and powers and criteria for membership.
7. Make recommendations to the Board regarding appointments to Board committees and election of committee chairs, including rotation, removal or reassignment of any committee member.
8. Work with the Board of Directors and each standing committee of the Board to establish and maintain a process for the annual evaluation of the performance of the

Board and each Committee and, pursuant to such process, conduct an annual evaluation of the performance of the Board and each Committee.

9. Review and make recommendations regarding the certificate of incorporation and by-laws of the Company to the Board, and recommend to the Board from time to time such amendments to the certificate of incorporation, for consideration by the shareholders, and such amendments to the by-laws as the Committee deems appropriate and as may be required by applicable laws, rules or regulations.
10. Participate in and approve the Company's succession planning process, review and approve succession plans related to the Chief Executive Officer 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 of the Company, and make recommendations as to the selection of individuals qualified to fill or assume such positions.
11. Participate in and oversee the evaluation of management, and report the results of such evaluation to the Board at least annually.
12. Prepare and recommend to the Board a set of corporate governance guidelines applicable to the Company.
13. Oversee and review on a periodic basis an orientation program for new directors and continuing education programs for directors.
14. Review and reassess the adequacy of this Charter annually in light of the New York Stock Exchange requirements and federal securities laws, and recommend to the Board any changes deemed appropriate by the Committee. Recommend to the Board removal of a director, where appropriate.
15. Report regularly to the Board as appropriate.
16. Perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Committee or the Board deems appropriate.

V. Resources

The Committee shall have the sole authority, in its sole discretion, to retain and terminate any search firm or other professionals it deems necessary to identify director candidates and to assist with any background checks, and to determine and approve the terms of engagement and such firm or professional'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.