

CHARTER
OF
THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS
OF
THE DRESS BARN, INC.

I. STATEMENT OF POLICY

The function of the Audit Committee is to assist the Board of Directors in fulfilling its oversight responsibilities by reviewing the financial reports and other financial information provided by the Corporation to the public, the Corporation's systems of internal controls regarding financial reporting, and the Corporation's auditing, accounting and financial reporting processes generally. The Audit Committee shall:

- Serve as an independent party to monitor the Corporation's financial reporting process and internal control system.
- Review the audit conducted by the Corporation's independent auditors.
- Provide an open avenue of communication among the independent accountants, management and the Board of Directors.

II. COMPOSITION

The Audit Committee shall be comprised of three or more directors, each of whom, in the determination of the Board of Directors, satisfies the independence and other requirements of the National Association of Securities Dealers, Inc.'s NASDAQ Audit Committee requirements. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

III. MEETINGS

The Committee shall meet at such times and with such frequency as the Committee shall determine as appropriate to meet its responsibilities. The Committee shall meet with management and with the independent auditors to discuss any matters that the Committee or the other participants believe should be discussed. The Committee, its Chair or the Chair's designee should meet with the independent auditors and management quarterly to review the Corporation's financial statements. The Committee shall report to the Board of Directors from time to time.

IV. RESPONSIBILITIES AND DUTIES

Documents/Reports Review

1. Review this Charter, at least annually, and report the results of its review to the Board of Directors.
2. Review the Corporation's annual financial statements, including any certification, report or opinion rendered by the independent auditors.
3. Review with financial management and the independent auditors drafts of quarterly earnings press releases or Quarterly Reports on Form 10-Q in substantially final form prior to release or filing. The Chair or one or more other members of the Committee may represent the entire Committee for purposes of this review.

Independent Accountants

The Audit Committee shall have the sole authority to appoint, determine funding for, and oversee the outside auditors. The Audit Committee shall be directly responsible for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Audit Committee.

The Audit Committee shall:

4. Consider the independence of the independent auditors taking into account consulting and other services provided by the independent auditors.
5. Receive from the auditors the report relating to the auditors' independence that the Committee is advised by the auditor is required by Independence Standards Board Standard No. 1, and discuss such report with the independent auditors.

Financial Reporting Processes

6. Consult with the independent auditors concerning their review of the Corporation's financial reporting processes.
7. Discuss with the Corporation's independent auditors their views about the quality of the Corporation's accounting principles as applied to its financial reporting.
8. Consider, if appropriate, changes to the Corporation's auditing and accounting principles and practices as suggested by the independent auditors or management.
9. Report to the Board of Directors such recommendations as the Audit Committee deems appropriate including whether the audited financial statements should be included in the Corporations Annual Report on Form 10-K.

10. The Audit Committee shall have the power to conduct or authorize investigations into any matters within the Committee's scope of responsibilities.

Other

11. The Audit Committee shall have the authority, to the extent it deems necessary or appropriate, to engage and determine funding for independent legal, accounting or other advisors. The Corporation shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report or performing other audit, review or attest services for the Corporation and to any advisors employed by the Audit Committee, as well as funding for the payment of ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.
12. The Audit Committee shall maintain procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.