

Ascena Retail Group, Inc.  
Form S-4  
August 20, 2010

As filed with the Securities and Exchange Commission on August 20, 2010

Registration No. 333-

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM S-4  
REGISTRATION STATEMENT  
UNDER THE  
SECURITIES ACT OF 1933

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Ascena Retail Group, Inc.  
(Exact name of registrant as specified in its charter)

Delaware	5600	30-0641353
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

30 Dunnigan Drive  
Suffern, New York 10901  
(845) 369-4500  
(Address, including zip code, and telephone number, including  
area code, of registrant's principal executive offices)

David R. Jaffe  
President and Chief Executive Officer  
Ascena Retail Group, Inc.  
30 Dunnigan Drive  
Suffern, New York 10901  
(845) 369-4500  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

*With copies to:*

Julie M. Allen, Esq.  
Steven L. Kirshenbaum, Esq.  
Proskauer Rose LLP  
1585 Broadway  
New York, New York 10036  
(212) 969-3000

*Approximate date of commencement of proposed sale of the securities to the public:* As soon as practicable after this Registration Statement becomes effective.

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If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>	Non-accelerated filer <input type="checkbox"/>	Smaller reporting company <input type="checkbox"/>
		(Do not check if a smaller reporting company)	

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**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum offering price per unit<sup>(1)</sup></b>	<b>Proposed maximum aggregate offering price<sup>(1)</sup></b>	<b>Amount of registration fee</b>
Common Stock, par value \$0.01 per share	78,542,934	\$ 22.05	\$ 1,731,871,694.70	\$ 123,482.45

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(f)(1) and 457(c) of the Securities Act of 1933, as amended, based on the average high and low prices of The Dress Barn, Inc. common stock on the NASDAQ Global Select Market on August 16, 2010.

**The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of**

**1933 or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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**EXPLANATORY NOTE**

The proxy statement/prospectus that forms a part of this Registration Statement consists of (i) a proxy statement relating to the annual meeting of shareholders of The Dress Barn, Inc. (the Company ) and (ii) a prospectus relating to the common stock of Ascena Retail Group, Inc. ( Ascena ).

Reference is made to the No-Action Letter issued to the Company by the Staff of the Office of Chief Counsel of the Division of Corporation Finance (the Staff ) of the Securities and Exchange Commission (available August 13, 2010) and the Staff's concurrence with the Company's conclusion, among other things, that (i) the Reorganization (as defined herein) constitutes a succession for purposes of Rule 12g-3(a) under the Securities Exchange Act of 1934, as amended (the Exchange Act ), and that Ascena is deemed a large accelerated filer for purposes of Rule 12b-2 of the Exchange Act, (ii) actions taken by Ascena with respect to its assumption of obligations of the Company under certain stock-based benefit plans do not constitute actions that require disclosure of information under Item 10 of Schedule 14A of Regulation A promulgated under the Exchange Act and (iii) certain financial information required by Form S-4 may be omitted from this proxy statement/prospectus to the extent such information may be omitted pursuant to Instruction 4 of Item 14 of Schedule 14A under the Exchange Act.

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**The information in this proxy statement/prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This proxy statement/prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.**

**SUBJECT TO COMPLETION, DATED AUGUST 20, 2010**

**PROXY STATEMENT/PROSPECTUS  
A REORGANIZATION IS PROPOSED YOUR VOTE IS VERY IMPORTANT**

Dear Fellow Shareholder:

On behalf of the board of directors, we are pleased to invite you to the 2010 annual meeting of shareholders of The Dress Barn, Inc. The meeting will be held on Wednesday, December 8, 2010, at 2:00 p.m. local time at our corporate offices, 30 Dunnigan Drive, Suffern, New York.

At the annual meeting, in addition to electing two directors, you will be asked to consider and vote on a proposal to reorganize our company into a holding company pursuant to which our present company will become a subsidiary of a new Delaware corporation named Ascena Retail Group, Inc., which we refer to in this proxy statement/prospectus as Ascena, and you will become a stockholder of this new Delaware holding company. We refer to this proposal in the proxy statement/prospectus as the reorganization proposal. You will also be asked to approve two additional proposals. The first is to approve the amendment and restatement of the Company's 2001 Stock Incentive Plan, as amended, which, if approved, will be renamed the 2010 Stock Incentive Plan. The second is to ratify the selection by the Audit Committee of the board of directors of Deloitte & Touche LLP as our Independent Registered Public Accounting Firm for the fiscal year ending July 30, 2011.

Upon completion of the reorganization, Ascena Retail Group, Inc. will, in effect, replace our present company as the publicly held corporation. Ascena Retail Group, Inc. and its subsidiaries will conduct all of the operations we currently conduct. Implementing the holding company structure will provide us with strategic, operational and financing flexibility, and incorporating the new holding company in Delaware will allow us to take advantage of the flexibility, predictability and responsiveness that Delaware corporate law provides.

Today, The Dress Barn, Inc., a Connecticut corporation, which we refer to in this proxy statement/prospectus as dressbarn, operates our dressbarn brand, while our acquired subsidiaries, Maurices Incorporated, a Delaware corporation, which we refer to herein as maurices, and Tween Brands, Inc., a Delaware corporation, which we refer to herein as Tween Brands, operate our maurices and Justice brands, respectively. Following the reorganization, Ascena will own dressbarn, maurices and Tween Brands as sister subsidiaries.

In the reorganization, your existing shares of dressbarn common stock will be converted automatically into shares of Ascena common stock. You will own the same number of shares of Ascena common stock as you now own of dressbarn common stock, and your shares will represent the same ownership percentage of Ascena as you have of dressbarn. In addition, the reorganization generally will be tax-free for dressbarn shareholders. Your rights as a stockholder of Ascena will be substantially the same as your rights as a shareholder of dressbarn, including rights as to voting and dividends.

We expect the shares of Ascena common stock to trade under the ticker symbol ASNA on the NASDAQ Global Select Market. Shares of dressbarn common stock are currently traded under the DBRN symbol on this exchange. On August 19, 2010, the most recent trading day for which prices were available and the last trading day before the announcement of the reorganization proposal, the closing price per dressbarn share was \$22.21.

In order to implement the reorganization proposal, we need shareholders to adopt and approve the related reorganization agreement. Our board of directors has carefully considered the reorganization agreement, which provides for the merger of dressbarn and MergerCo and the related transactions described in this proxy statement/prospectus, and believes that it is advisable, fair to and in the best interest of our shareholders, and recommends that you vote **FOR** the reorganization proposal and **FOR** the other proposals described in this proxy statement/prospectus. Because adoption of the reorganization proposal requires the affirmative vote of holders of at least two-thirds

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of the outstanding shares entitled to vote at the annual meeting, your vote is important, no matter how many or how few shares you may own. Whether or not you plan to attend the annual meeting, please take the time to vote by completing, signing and mailing the enclosed proxy card in the postage- paid envelope provided or by voting by telephone or over the internet.

Your board of directors and management look forward to greeting those of you who are able to attend the annual meeting. For additional information about dressbarn, please see the enclosed Annual Report for the fiscal year ended July 31, 2010. The accompanying notice of meeting and this proxy statement/prospectus provide specific information about the annual meeting and explain the various proposals. Please read these materials carefully. **In particular, you should consider the discussion of risk factors beginning on page 13 before voting on the reorganization proposal.**

Thank you for your continued support of and interest in dressbarn.

David R. Jaffe  
President and Chief Executive Officer

**Neither the SEC nor any state securities commission has approved or disapproved of the securities to be issued under this proxy statement/prospectus or determined if this proxy statement/prospectus is accurate or adequate. Any representation to the contrary is a criminal offense.**

This proxy statement/prospectus is dated November , 2010 and is being first mailed to dressbarn shareholders on or about November , 2010.

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**THE DRESS BARN, INC.**  
**30 Dunnigan Drive**  
**Suffern, New York 10901**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**  
**To Be Held On December 8, 2010**

NOTICE IS HEREBY GIVEN that the annual meeting of shareholders of The Dress Barn, Inc., a Connecticut corporation, will be held on Wednesday, December 8, 2010, at 2:00 p.m. local time at our corporate offices, 30 Dunnigan Drive, Suffern, New York 10901, to consider and take action upon the following matters, as more fully described in the proxy statement/prospectus accompanying this notice:

1. To consider and vote upon a proposal, which we refer to as the reorganization proposal, approving the Agreement and Plan of Reorganization, dated as of August 20, 2010, by and among The Dress Barn, Inc., Ascena Retail Group, Inc. and DB Merger Corp., which agreement is included in the accompanying proxy statement/prospectus as Annex I;
2. To elect as directors the two nominees named in the accompanying proxy statement/prospectus to serve on our board of directors for three-year terms and until their successors are duly elected and qualified;
3. To approve the amendment and restatement of the Company's 2001 Stock Incentive Plan,

as amended, which, if approved, will be renamed the 2010 Stock Incentive Plan;

4. To ratify the selection by the Audit Committee of the board of directors of Deloitte & Touche LLP as our Independent Registered Public Accounting Firm for the fiscal year ending July 30, 2011; and
5. To transact such other business as may properly come before the annual meeting or any adjournments or postponements thereof.

The board of directors has fixed the close of business on October 8, 2010 as the record date for the determination of the shareholders entitled to vote at the meeting or any adjournments or postponements thereof. Only shareholders of record at the close of business on that date will be entitled to notice of, and to vote at, the annual meeting.

BY ORDER OF THE BOARD OF DIRECTORS

By: \_  
Elliot S. Jaffe  
Chairman of the Board

Dated: November , 2010

**YOU ARE CORDIALLY INVITED TO ATTEND THE MEETING. HOWEVER, WHETHER OR NOT YOU PLAN TO BE PERSONALLY PRESENT AT THE MEETING, PLEASE MARK, DATE AND SIGN THE ENCLOSED PROXY AND RETURN IT PROMPTLY IN THE ENCLOSED ENVELOPE, OR VOTE BY TELEPHONE OR BY THE INTERNET. YOU MAY REVOKE YOUR PROXY CARD AT ANY TIME PRIOR TO THE ANNUAL MEETING. IF YOU ATTEND THE ANNUAL MEETING AND VOTE BY BALLOT, YOUR PROXY WILL BE REVOKED AUTOMATICALLY AND ONLY YOUR VOTE AT THE ANNUAL MEETING WILL BE COUNTED.**

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**ADDITIONAL INFORMATION**

This proxy statement/prospectus incorporates important business and financial information about dressbarn from our Annual Report on Form 10-K for the year ended July 31, 2010 and from other documents that are not included in or being delivered with this proxy statement/prospectus. The incorporated information that is not included in or being delivered with this proxy statement/ prospectus is available to you without charge upon your written or oral request. You can obtain any document that is incorporated by reference in this proxy statement/prospectus, excluding all exhibits that have not been specifically incorporated by reference, on the investor relations page of our website at [www.dressbarn.com](http://www.dressbarn.com) or by requesting it in writing or by telephone from us at the following address or telephone number:

**The Dress Barn, Inc.**

30 Dunnigan Drive  
Suffern, New York 10901  
Telephone: (845) 369-4600  
Attn: Investor Relations

**If you would like to request any documents, please do so by November 30, 2010 in order to receive them before the annual meeting. See Where You Can Find More Information.**

In addition, if you have any questions about the proposals, you may contact:

**Innisfree M&A Incorporated**

501 Madison Avenue  
New York, New York 10022  
Shareholders call toll-free: (877) 750-5836  
Banks and brokers call collect: (212) 750-5833

You should rely only on the information contained or incorporated by reference in this proxy statement/prospectus and the registration statement of which this proxy statement/prospectus is a part to vote on the proposals being presented at the annual meeting. No one has been authorized to provide you with information that is different from what is contained in this document or in the incorporated documents.

This proxy statement/prospectus is dated November , 2010. You should not assume the information contained in this proxy statement/prospectus is accurate as of any date other than this date, and neither the mailing of this proxy statement/prospectus to shareholders nor the issuance of the Ascena common stock in the reorganization implies that information is accurate as of any other date.

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**SUMMARY OF THIS PROXY STATEMENT/PROSPECTUS**

*In this proxy statement/prospectus, the terms we, us and our refer to The Dress Barn, Inc., the current Connecticut corporation, and its consolidated subsidiaries, prior to the completion of the proposed reorganization, and to Ascena Retail Group, Inc., the new Delaware corporation, and its consolidated subsidiaries, upon completion of the proposed reorganization, when the distinction between the two companies is not important to the discussion. When the distinction between the two companies is important to the discussion, we use the term Ascena to refer to Ascena Retail Group, Inc. and dressbarn to refer to The Dress Barn, Inc.*

**General**

The enclosed proxy is solicited by the board of directors (the Board) of dressbarn for use at our annual meeting of shareholders to be held on Wednesday, December 8, 2010, at 2:00 p.m. local time at our corporate offices, 30 Dunnigan Drive, Suffern, New York 10901 (the Annual Meeting), and any and all adjournments or postponements thereof. This proxy statement/prospectus and form of proxy, along with our Annual Report for the fiscal year ended July 31, 2010, are being mailed to our shareholders on or about November 1, 2010. You are receiving a proxy statement and proxy card from us because our records indicate that you owned shares of our common stock on October 8, 2010, the record date for the meeting.

Our Board is soliciting your proxy to be used at the Annual Meeting. When you sign the proxy card, you appoint two of our directors, David R. Jaffe and Klaus Eppler, as your representatives at the Annual Meeting. One or both of these individuals, or a substitute if necessary, will vote your shares at the Annual Meeting as you have instructed them on the proxy card. If you sign and deliver your proxy card, but you do not provide voting instructions, your proxy representative will vote in favor of the two nominees for director and, subject to applicable rules and regulations, in favor of Proposals One, Three and Four, and with respect to any other matter that may be presented at the Annual Meeting, in the discretion of the proxy representative. This way, your shares will be voted whether or not you attend the Annual Meeting. Even if you plan to attend the Annual Meeting, we recommend that you complete, sign and return your proxy card in advance of the Annual Meeting as your plans may change.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE 2010 ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON DECEMBER 8, 2010**

Copies of this proxy statement/prospectus and our Annual Report for the fiscal year ended July 31, 2010 are also available online at <https://materials.proxyvote.com/261570>.

**QUESTIONS AND ANSWERS ABOUT OUR ANNUAL MEETING**

**When and where will the Annual Meeting take place?**

The Annual Meeting will be held on Wednesday, December 8, 2010, at 2:00 p.m., at our corporate offices, 30 Dunnigan Drive, Suffern, New York.

**What is the purpose of the Annual Meeting?**

At our Annual Meeting, holders of our common stock will be asked to:

1. Consider and vote upon a proposal, which we refer to as the reorganization proposal, approving the Agreement and Plan of Reorganization, dated as of August 20, 2010, by and among The Dress Barn, Inc., Ascena Retail Group, Inc. and DB Merger Corp., which agreement is included in this proxy statement/prospectus as Annex I;
2. Elect as directors the two nominees named in this proxy statement/prospectus to serve on our Board of Directors for three-year terms and until their successors are duly elected and qualified;
3. Approve the amendment and restatement of the Company's 2001 Stock Incentive Plan, as amended, which, if approved, will be



renamed the 2010  
Stock Incentive Plan;

4. Ratify the selection  
by the Audit  
Committee of the  
Board of Directors of  
Deloitte & Touche  
LLP as our  
Independent  
Registered Public  
Accounting Firm for  
the fiscal year ending  
July 30, 2011; and
5. Transact such other  
business as may  
properly come before  
the Annual Meeting  
or any adjournments  
or postponements  
thereof.

**Could other matters be decided at the Annual Meeting?**

Our bylaws require prior notification of a shareholder's intent to request a vote on other matters at the Annual Meeting. The deadline for notification has passed, and we are not aware of any other matters that could be brought before the Annual Meeting. However, if any other business is properly presented at the Annual Meeting, your vote by proxy gives authority to David R. Jaffe and Klaus Eppler, the persons referred to as proxy holders on the proxy card (or a substitute if necessary), to vote your shares on such matters at their discretion.

**Who is entitled to attend the Annual Meeting?**

All shareholders who owned our common stock at the close of business on October 8, 2010 (the Record Date), or their duly appointed proxies, may attend the Annual Meeting. Registration begins at 1:30 p.m.

**Who is entitled to vote at the Annual Meeting?**

All shareholders who owned our common stock at the close of business on the Record Date are entitled to attend and vote at the Annual Meeting and at any adjournment or postponement of the Annual Meeting.

**How many votes do I have?**

You have one vote for each share of our common stock that you owned on the Record Date.

**How many votes must be present to hold the Annual Meeting?**

The presence in person or by proxy of the holders of a majority of the outstanding shares of our common stock entitled to vote at the Annual Meeting will constitute a quorum for the transaction of business at the Annual Meeting. Once a share of the Company's common stock is represented for any purpose at the Annual Meeting, it is deemed present for quorum purposes for



the Annual Meeting and for any adjournment of the Annual Meeting. Abstentions and broker non-votes are counted as present and entitled to vote for purposes of determining whether there is a quorum. A broker non-vote occurs when a broker or nominee holding shares for a beneficial owner does not vote on a proposal because the broker or nominee does not have the necessary voting power for that proposal and has not received instructions from the beneficial owner. In order for us to determine that enough votes will be present to hold the Annual Meeting, we urge you to vote in advance by proxy even if you plan to attend the Annual Meeting.

**Assuming a quorum is present, how many votes will be required to approve the proposals?**

The reorganization proposal will be approved by the affirmative vote of the holders of at least two-thirds of the outstanding shares entitled to vote at the Annual Meeting;

A plurality of the votes cast at the Annual Meeting will elect the two nominees to serve as directors;

The proposal to approve the amendment and restatement of the Company's 2001 Stock Incentive Plan, as amended, which, if approved, will be renamed the 2010 Stock Incentive Plan, will be

approved if the votes cast in favor of the proposal exceed the votes cast in opposition to the proposal; and

The proposal to ratify the appointment of the Independent Registered Public Accounting Firm will be approved if the votes cast in favor of the proposal exceed the votes cast in opposition to the proposal.

Abstentions and broker non-votes will have the same effect as a vote against the reorganization proposal. Abstentions and broker non-votes have no impact on the vote on any of the other proposals.

**How many votes may be cast by all shareholders?**

A total of votes may be cast at the Annual Meeting, consisting of one vote for each share of our common stock outstanding on the Record Date.

**How do I vote?**

You may vote in person at the Annual Meeting or vote by proxy as described below.

If you vote by proxy, your shares will be voted at the Annual Meeting in the manner you indicate. If you sign and return your proxy card, but don't specify how you want your shares to be voted, they will be voted for the two nominees named under the caption PROPOSAL TWO ELECTION OF DIRECTORS, in favor of Proposals One, Three and Four, and, with respect to any other matter that may be presented at the Annual Meeting, in the discretion of the proxy holders named in your proxy card.

**May I change or revoke my vote after I submit my proxy?**

Yes. To change your vote previously submitted by proxy, you may:

cast a  
new vote  
by  
mailing  
a new  
proxy  
card  
with a  
later  
date; or

if you  
hold  
shares in  
your  
name,  
attend  
the  
Annual  
Meeting  
and vote  
in  
person.

If you wish to revoke rather than change your vote, written revocation must be received by our Corporate Secretary prior to the Annual Meeting.

**What are the Board's voting recommendations?**

Our Board recommends a vote:

**FOR** the  
reorganization  
proposal described  
under the caption  
PROPOSAL  
ONE THE  
REORGANIZATION  
PROPOSAL;

**FOR** the election of the two nominees named under the caption  
PROPOSAL  
TWO ELECTION OF DIRECTORS to serve as directors;

**FOR** the approval of the amendment and restatement of the Company's 2001 Stock Incentive Plan, as amended, which, if approved, will be renamed the 2010 Stock Incentive Plan, under the caption PROPOSAL  
THREE APPROVE THE AMENDMENT AND RESTATEMENT OF THE COMPANY'S 2001 STOCK INCENTIVE PLAN, AS AMENDED;  
and

**FOR** the ratification of the Independent Registered Public Accounting Firm named under the caption  
PROPOSAL  
FOUR RATIFICATION OF THE ENGAGEMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.

Unless you give other instructions on your proxy card, the persons referred to as proxy holders on the proxy card will vote in accordance with the recommendations of our Board.

**What if I participate in the Company's 401(k) Savings Plan?**

If you are a participant in the Company's 401(k) Savings Plan (the "401(k) Plan") and own shares of the Company's common stock in your 401(k) account as of the Record Date, you will receive, with respect to the number of shares held for your account under the 401(k) Plan as of the Record Date, a proxy card that will serve as a voting instruction to the trustee of the 401(k) Plan with respect to shares held for your account. Unless the proxy card is signed and returned, shares held in your account under the 401(k) Plan will not be voted.

**What is the effect of a broker non-vote on the proposals to be voted on at the Annual Meeting?**

A broker non-vote occurs if your shares are not registered in your name and you do not provide the record holder of your shares (usually a bank, broker, or other nominee) with voting instructions on a matter as to which, under NYSE rules, a broker may not vote without instructions from you, but the broker nevertheless provides a proxy. A broker non-vote is considered present for purposes of determining whether a quorum exists, but is not considered a vote cast or entitled to vote with respect to such matter.

Under NYSE rules, the election of directors and Proposals One (the reorganization proposal) and Three (amendment and restatement of the Company's 2001 Stock Incentive Plan, as amended) are not matters on which a broker may vote without your instructions. Therefore, if you do not provide instructions to the record holder of your shares with respect to the election of our directors and Proposals One and Three, a broker non-vote as to your shares will result. The ratification of the appointment of independent accountants is a routine item under NYSE rules. As a result, brokers who do not receive instructions as to how to vote on that matter generally may vote on that matter in their discretion.

Broker non-votes will have the same effect as a vote against the reorganization proposal. Broker non-votes have no impact on the vote on any of the other proposals.

If your shares are held of record by a bank, broker or other nominee, we urge you to give instructions to your bank, broker or other nominee as to how you wish your shares to be voted so you may participate in the shareholder voting on these important matters.

#### **How can I attend the Annual Meeting?**

Shareholders as of the close of business on the Record Date may attend the Annual Meeting. You may obtain directions to the location of the Annual Meeting by contacting Innisfree M&A Incorporated at (877) 750-5836.

**What happens if the Annual Meeting is postponed or adjourned?**

If the Annual Meeting is postponed or adjourned, your proxy will remain valid and may be voted when the Annual Meeting is convened or reconvened. You may change or revoke your proxy until it is voted.

**Will your independent registered public accounting firm participate in the Annual Meeting?**

Yes. Our independent registered public accounting firm is Deloitte & Touche LLP. A representative of Deloitte & Touche LLP will be present at the Annual Meeting, will be available to answer any questions you may have and will have the opportunity to make a statement.

**Are members of the Board required to attend the Annual Meeting?**

Directors are encouraged, but not required, to attend the Annual Meeting. All of our directors attended the 2009 Annual Meeting of Shareholders.

**Who will pay the expenses incurred in connection with the solicitation of my vote?**

We pay all costs and expenses related to preparation of these proxy materials and solicitation of your vote and all Annual Meeting expenses. We have retained a proxy solicitation firm to assist in the solicitation of proxies from shareholders for a fee, plus reimbursement for certain out-of-pocket expenses. In addition to soliciting proxies by mail, we may solicit proxies by telephone and personal contact. None of our directors, officers or employees will be specially compensated for these activities. We reimburse brokers, fiduciaries and custodians for their costs in forwarding proxy materials to beneficial owners of our common stock, but we will not pay any compensation for their services.

**Why did I receive more than one set of proxy materials?**

You may receive multiple sets of proxy materials if you hold your shares of our common stock in multiple accounts (such as through a brokerage account and an employee benefit plan, such as the 401(k) plan). **To ensure all your shares are represented at the Annual Meeting, please vote your shares as instructed in each proxy or instruction card you receive.**

If your household is receiving multiple copies of our annual reports or proxy statements and you wish to request delivery of a single copy, you may send a written request to: **The Dress Barn, Inc., 30 Dunnigan Drive, Suffern, New York 10901, Attention: Investor Relations.**

**How do I obtain a separate set of proxy materials if I share an address with other shareholders?**

In order to reduce printing and postage costs, only one annual report and proxy statement is being delivered to multiple shareholders sharing an address unless we received contrary instructions from one or more of the shareholders sharing that address. If your household has received only one annual report and one proxy statement, we will deliver promptly a separate copy of the annual report and the proxy statement to any shareholder who sends a written request to: **The Dress Barn, Inc., 30 Dunnigan Drive, Suffern, New York 10901, Attention: Investor Relations.** If you wish to receive a separate annual report and proxy statement in the future, you can notify us by mailing a written request to the address above or by calling our Investor Relations Department at (845) 369-4600.

**Can I view these proxy materials electronically?**

Yes. You may access the proxy statement and our annual report on our website at <https://materials.proxyvote.com/261570>. You can view all of our other filings with the Securities and Exchange



Commission (the SEC ) on our website at [www.dressbarn.com](http://www.dressbarn.com).

**How can I receive copies of the Company's year-end SEC filings?**

We will furnish without charge to any shareholder who requests, in writing, a copy of this proxy statement/prospectus and/or our Annual Report on Form 10-K, including financial statements and related schedules, for the fiscal year ended July 31, 2010, as filed with the SEC. Any such request should be directed to **The Dress Barn, Inc., 30 Dunnigan Drive, Suffern, New York 10901, Attention: Investor Relations.**

**How do shareholders submit proposals for the Company's 2011 Annual Meeting of Shareholders?**

You may present matters for consideration at our next annual meeting either by: (i) having the matter included in our proxy statement and listed on our proxy card, or (ii) giving us timely advance notice of your intention to properly bring other business before the meeting.

To have your proposal included in our proxy statement and listed on our proxy card for the 2011 Annual Meeting of Shareholders, you must comply with Rule 14a-8, as promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act).

To submit any other matter to a vote at the 2011 Annual Meeting of Shareholders (other than a shareholder proposal to be included in the Company's proxy materials, as described in the paragraph above), we must receive written notification of your proposal by July 5, 2011 and such proposal must otherwise comply with the advance notice provision and other requirements of (i) prior to the completion of the reorganization, dressbarn's amended and restated bylaws, which are on file with the SEC (as Exhibit 3.4 to the Company's Annual Report on Form 10-K filed with the SEC on September 24, 2008), and (ii) following the completion of the reorganization, the bylaws of Ascena, a copy of which is included in this proxy statement/prospectus as Annex III, and each of which may be obtained from us upon written request. The bylaws of Ascena contain the same advance notice provision as dressbarn's amended and restated bylaws.

Whether you desire to have your proposal included in the Company's proxy statement for the 2011 Annual Meeting of Shareholders or otherwise brought before such meeting, you may submit your proposal in writing to: **The Dress Barn, Inc., 30 Dunnigan Drive, Suffern, New York 10901, Attention: Investor Relations.**

**Can I see a list of shareholders entitled to vote at the Annual Meeting?**

A complete list of the shareholders entitled to vote at the Annual Meeting is available for inspection at the principal office of the Company upon written request to the Company by a shareholder, and at all times during the Annual Meeting at the place of the Annual Meeting.

**QUESTIONS AND ANSWERS  
ABOUT THE HOLDING COMPANY REORGANIZATION**

**What is the reorganization proposal?**

We are asking you to approve an agreement and plan of reorganization (the Reorganization Agreement ) that would result in our reorganization into a Delaware holding company. Under the Reorganization Agreement, The Dress Barn, Inc., a Connecticut corporation, will merge with DB Merger Corp., a Connecticut corporation, with dressbarn surviving the merger as a wholly owned subsidiary of Ascena Retail Group, Inc., a Delaware corporation. Immediately following the merger, as part of the reorganization, dressbarn will distribute the stock of maurices and Tween Brands to Ascena. Ascena will then own dressbarn, maurices and Tween Brands as sister subsidiaries.

Upon completion of the reorganization, Ascena will, in effect, replace our present company as the publicly held corporation. Ascena and its subsidiaries will conduct all of the operations we currently conduct. As a result of the reorganization, the current shareholders of dressbarn will become stockholders of Ascena with the same number and percentage of shares of Ascena as they hold of dressbarn prior to the reorganization. The Reorganization Agreement, which sets forth the plan of reorganization and is the primary legal document that governs the reorganization, is attached as Annex I to this proxy statement/prospectus. You are encouraged to read the Reorganization Agreement carefully.

**Why are you forming a holding company?**

We are forming a holding company in Delaware to:

better align  
our corporate  
structure with  
our business  
operations;

provide us  
with greater  
strategic,  
business and  
administrative  
flexibility,  
which may  
allow us to  
acquire or  
form other  
businesses, if  
and when  
appropriate  
and feasible,  
that may be  
owned and  
operated by  
us, but which  
could be  
separate from

our current  
businesses;  
and

take advantage  
of the benefits  
of Delaware  
corporate law.

To review the reasons for our reorganization in greater detail, see [Reasons for the Reorganization; Recommendation of our Board](#), on page 15.

**What will happen to my stock?**

In the reorganization, your shares of common stock will automatically be converted into the same number of shares of common stock of Ascena. As a result, you will become a stockholder of Ascena and will own the same number and percentage of shares of Ascena common stock that you now own of dressbarn common stock. We expect that Ascena common stock will be listed on the NASDAQ Global Select Market under the symbol [ASNA](#).

**How will being an Ascena stockholder be different from being a dressbarn shareholder?**

After the reorganization, you will own the same number and percentage of shares of Ascena common stock that you owned of dressbarn common stock immediately prior to the reorganization. You will own shares of a Delaware holding company that owns our operating businesses. In addition, as a stockholder of Ascena, your rights will be governed by Delaware corporate law and the charter documents of the Delaware corporation. Your rights as a stockholder of Ascena will be substantially the same as your rights as a shareholder of dressbarn, including rights as to voting and dividends. For more information, see [Description of Ascena Capital Stock](#), [Description of dressbarn Capital Stock](#) and [Comparative Rights of Holders of Ascena Capital Stock and dressbarn Capital Stock](#).

**Will the management or the business of the company change as a result of the reorganization?**

No. The management and business of our company will remain the same after the reorganization.

**What will the name of the public company be following the reorganization?**

The name of the public company following the reorganization will be Ascena Retail Group, Inc.

**Will the company's CUSIP number change as a result of the reorganization?**

Yes. Following the reorganization the company's CUSIP number will be .

**Will I have to turn in my stock certificates?**

No. Do not turn in your stock certificates. We will not require you to exchange your stock certificates as a result of the reorganization. After the reorganization, your dressbarn common stock certificates will represent the same number of shares of Ascena common stock.

**Will the reorganization affect my U.S. federal income taxes?**

The proposed reorganization is intended to be a tax-free transaction under U.S. federal income tax laws. We expect that you will not recognize any gain or loss for U.S. federal income tax purposes upon your receipt of Ascena common stock in exchange for your shares of dressbarn common stock in the reorganization; however, the tax consequences to you will depend on your own situation. You should consult your own tax advisors concerning the specific tax consequences of the reorganization to you, including any state, local or foreign tax consequences of the reorganization. For further information, see Material U.S. Federal Income Tax Consequences.

**How will the reorganization be treated for accounting purposes?**

For accounting purposes, our reorganization into a holding company structure will be treated as a merger of entities under common control. The accounting treatment for such events is similar to the former pooling of interests method. Accordingly, the consolidated financial position and results of operations of dressbarn will be included in the consolidated financial statements of Ascena on the same basis as currently presented.

**What vote is required to approve the reorganization proposal?**

The required vote is the affirmative vote of holders of at least two-thirds of the outstanding shares entitled to vote at the Annual Meeting.

**What percentage of the outstanding shares do directors and executive officers hold?**

On November , 2010, directors, executive officers and their affiliates beneficially owned approximately % of our outstanding shares of common stock.

**If the shareholders approve the reorganization, when will it occur?**

We plan to complete the reorganization on or about January 1, 2011, provided that our shareholders approve the reorganization and all other conditions to completion of the reorganization are satisfied.

**Do I have dissenters (or appraisal) rights?**

No. Holders of dressbarn common stock do not have dissenters' rights under Connecticut law as a result of the reorganization even if the reorganization is approved by our shareholders.

**Why is the authorized capital of Ascena greater than the authorized capital of dressbarn?**

dressbarn's amended and restated certificate of incorporation currently authorizes the issuance of 165,000,000 shares of common stock and 100,000 shares of preferred stock. Ascena's amended and restated certificate of incorporation, which would govern the rights of the Company's stockholders as

a result of the reorganization, currently authorizes the issuance of 375,000,000 shares of common stock and 1,000,000 shares of preferred stock. Upon completion of the reorganization, the number of shares of Ascena common stock that will be outstanding will be equal to the number of shares of dressbarn common stock outstanding immediately prior to the reorganization.

The Board believes that the increase to 375,000,000 authorized shares of common stock and 1,000,000 shares of preferred stock is desirable so that, as the need may arise, the Company will have the flexibility to issue shares without additional expense or delay in connection with possible future stock dividends or stock splits, equity financings, future opportunities for expanding the Company's business through investments or acquisitions, management incentive and employee benefit plans and for other general corporate purposes. As of the date of this proxy statement/prospectus, the Board has not taken any action to issue any of the additional authorized shares for any such purposes.

**Whom do I contact if I have questions about the reorganization proposal?**

You may contact our proxy solicitor:

**Innisfree M&A Incorporated**

501 Madison Avenue  
New York, New York 10022  
Shareholders call toll-free: (877) 750-5836  
Banks and brokers call collect: (212) 750-5833

or us:

**The Dress Barn, Inc.**

30 Dunnigan Drive  
Suffern, New York 10901  
Telephone: (845) 369-4600  
Attn: Investor Relations

## SUMMARY OF THE REORGANIZATION PROPOSAL

*This section highlights key aspects of the reorganization proposal, including the Reorganization Agreement, that are described in greater detail elsewhere in this proxy statement/prospectus. It does not contain all of the information that may be important to you. To better understand the reorganization proposal, and for a more complete description of the legal terms of the Reorganization Agreement, you should read this entire document carefully, including the Annexes, and the additional documents to which we refer you. You can find information with respect to these additional documents in *Where You Can Find More Information*.*

### The Principal Parties

#### **The Dress Barn, Inc.**

30 Dunnigan Drive  
Suffern, New York 10901  
Telephone: (845) 369-4500

The Dress Barn, Inc., or *dressbarn*, is a leading national specialty apparel retailer offering quality casual and career women's apparel at value prices through its **dressbarn** and **maurices** brands and tween girls' fashion apparel and accessories through its **Justice** brand. Since our retail business began in 1962, we have established, marketed and expanded our brands as a source of fashion and value. In January 2005, we acquired maurices and on November 25, 2009, we completed our acquisition of Tween Brands, the operator of **Justice**.

As of July 31, 2010, we operated 833 **dressbarn** stores in 47 states, 757 **maurices** stores in 44 states and 890 **Justice** stores in 46 states and Puerto Rico. **Justice** also has 34 international franchise stores located in the following countries: Saudi Arabia; the United Arab Emirates; Kuwait; Qatar; Bahrain; Jordan; and Russia.

In connection with the reorganization, dressbarn will merge with MergerCo, with dressbarn surviving the merger as a wholly owned subsidiary of Ascena. After the reorganization, dressbarn will continue to engage in the business currently conducted by dressbarn, and all of dressbarn's contractual, employment and other business relationships will generally continue unaffected by the reorganization, except that immediately following the merger, dressbarn will distribute the stock of its subsidiaries, maurices and Tween Brands, to Ascena and its executive management team and certain corporate-level employees will become employees of Ascena.

We are a Connecticut corporation. Our headquarters are located at 30 Dunnigan Drive, Suffern, New York 10901, and the telephone number at this location is (845) 369-4500. Information about us is available on our website at [www.dressbarn.com](http://www.dressbarn.com). The contents of our website is not incorporated by reference herein and is not deemed to be part of this proxy statement/prospectus.

#### **Ascena Retail Group, Inc.**

30 Dunnigan Drive  
Suffern, New York 10901  
Telephone: (845) 369-4500

Ascena Retail Group, Inc., or *Ascena*, was formed as a wholly owned subsidiary of dressbarn in order to effect the reorganization. Prior to the reorganization, Ascena will have no assets or operations other than those incident to its formation.

#### **DB Merger Corp.**

30 Dunnigan Drive  
Suffern, New York 10901  
Telephone: (845) 369-4500



DB Merger Corp., or *MergerCo*, was formed as a wholly owned subsidiary of Ascena in order to effect the reorganization. Prior to the reorganization, MergerCo will have no assets or operations other than those incident to its formation.

### **What You Will Receive in the Reorganization (Page 17)**

In the reorganization, each outstanding share of common stock of dressbarn will be converted automatically into one share of common stock of Ascena. In addition, each outstanding option to purchase shares of dressbarn common stock, if not exercised before the completion of the reorganization, will become an option to acquire, at the same exercise price, an identical number of shares of Ascena common stock. Each outstanding restricted stock award (or any performance award payable in restricted stock) will become an award of restricted stock (or a performance award payable in restricted stock) in an identical number of shares of Ascena common stock. Finally, participants in the Company's Employee Stock Purchase Plan will be entitled to receive shares of Ascena common stock in accordance with the terms of the plan, and shares of common stock of dressbarn currently held in the plan will be converted into shares of common stock of Ascena.

On the Record Date, there were outstanding shares of dressbarn common stock and unvested shares of dressbarn restricted stock, as well as options representing shares of dressbarn common stock.

### **Conditions to Completion of the Reorganization (Page 18)**

The completion of the reorganization depends on the satisfaction or waiver of a number of conditions, including, but not limited to, the following:

absence of any stop order suspending the effectiveness of the registration statement, of which this proxy statement/prospectus forms a part, relating to the shares of Ascena common stock to be issued in the reorganization;

approval and adoption of the Reorganization Agreement by dressbarn's shareholders;

receipt of approval for listing on the NASDAQ Global Select Market of shares of Ascena common stock to be issued in the reorganization;

absence of any order or proceeding that would prohibit or make illegal completion of the reorganization; and

receipt by dressbarn and Ascena of a legal opinion of Proskauer Rose LLP with respect to the material U.S. federal income tax consequences of the reorganization.

#### **Termination of the Reorganization Agreement (Page 18)**

We may terminate the Reorganization Agreement, even after adoption by our shareholders, if our Board determines to do so for any reason.

#### **Board of Directors and Executive Officers of Ascena Following the Reorganization (Page 20)**

The board of directors of Ascena presently consists of the same persons comprising the dressbarn Board and it is expected that the Ascena board of directors will remain the same following the reorganization. Ascena expects that its executive officers following the reorganization will be the same as those of dressbarn immediately prior to the reorganization.

#### **Markets and Market Prices**

Ascena common stock is not currently traded on any stock exchange. dressbarn common stock is traded under the symbol `DBRN` on the NASDAQ Global Select Market, and we expect Ascena common stock to trade on the NASDAQ Global Select Market under the symbol `ASNA` following the reorganization. On August 19, 2010, the most recent trading day for which prices were available and the last trading day before the announcement of the reorganization proposal, the closing price per dressbarn share was \$22.21.

**Certain Financial Information**

We have not included pro forma financial comparative per share information concerning dressbarn that gives effect to the reorganization because, immediately after the completion of the reorganization, the consolidated financial statements of Ascena will be the same as dressbarn's consolidated financial statements immediately prior to the reorganization, and the reorganization will result in the conversion of each share of dressbarn common stock into one share of Ascena common stock. In addition, we have not provided financial statements of Ascena because, prior to the reorganization, it will have no assets, liabilities or operations other than incident to its formation.

## RISK FACTORS

*In considering whether to vote in favor of the reorganization proposal, you should consider all of the information we have included in this proxy statement/prospectus, including its Annexes, and all of the information included in the documents we have incorporated by reference, including our Annual Report on Form 10-K for the year ended July 31, 2010 and the risk factors described in the other documents incorporated by reference. In addition, you should pay particular attention to the risks described below.*

### **Our Board may choose to defer or abandon the reorganization.**

Completion of the reorganization may be deferred or abandoned, at any time, by action of our Board, whether before or after the Annual Meeting. While we currently expect the reorganization to take place on or about January 1, 2011, assuming that the proposal to approve and adopt the Reorganization Agreement is approved at the Annual Meeting, the Board may defer completion or may abandon the reorganization because of any determination by our Board that the reorganization would not be in the best interests of dressbarn or its shareholders or that the reorganization would have material adverse consequences to dressbarn or its shareholders.

### **We may not obtain the expected benefits of our reorganization into a holding company.**

We believe our reorganization into a holding company will provide us with benefits in the future. These expected benefits may not be obtained if market conditions or other circumstances prevent us from taking advantage of the strategic, business and financing flexibility that it affords us. As a result, we may incur the costs of creating the holding company without realizing the possible benefits.

### **As a holding company, Ascena will depend in large part on dividends from its operating subsidiaries to satisfy its obligations.**

After the completion of the reorganization, Ascena will be a holding company with no business operations of its own. Its only significant assets will be the outstanding capital stock of its subsidiaries, which will initially be dressbarn, maurices and Tween Brands. As a result, it will rely on funds from its current subsidiaries and any subsidiaries that it may form in the future to meet its obligations.

### **The market for Ascena shares may differ from the market for dressbarn shares.**

Although it is anticipated that the Ascena common shares will be authorized for listing on the NASDAQ Global Select Market, the market prices, trading volume and volatility of the Ascena shares could be different from those of the dressbarn shares.

### **The proposed reorganization into a holding company may result in substantial direct and indirect costs whether or not completed.**

The reorganization may result in substantial direct costs. These costs and expenses are expected to consist primarily of attorneys' fees, accountants' fees, filing fees and financial printing expenses and will be substantially incurred prior to the vote of our shareholders. The reorganization may also result in certain indirect costs by diverting the attention of our management and employees from our business and by increasing our administrative costs and expenses. These administrative costs and expenses will include keeping separate records and in some cases making separate regulatory filings for each of Ascena and each of its subsidiaries. The reorganization may also result in certain state sales taxes and other transfer taxes.

### **Although we expect to receive an opinion of counsel with respect to the material U.S. federal income tax consequences of the distribution of maurices and Tween Brands stock to Ascena from**



**dressbarn, the Internal Revenue Service or state or local tax authorities may disagree with the conclusions in that opinion, which could result in material tax liability to dressbarn or Ascena.**

We expect that the distribution of maurices and Tween Brands stock to Ascena by dressbarn will not result in any tax liability to dressbarn or Ascena and to receive an opinion of Proskauer Rose LLP to that effect. However, this opinion will not be binding on the Internal Revenue Service or state or local tax authorities, which could take the position that the distribution does not constitute a tax-free transaction. In such case, dressbarn may be treated as having instead made a taxable distribution, which could result in material tax liability to dressbarn or Ascena.

#### **SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

Statements in this proxy statement/prospectus and in documents incorporated by reference in this proxy statement/prospectus contain various forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act ), and Section 21E of the Exchange Act, which represent our management's beliefs and assumptions concerning future events. When used in this proxy statement/prospectus and in documents incorporated herein by reference, forward-looking statements include, without limitation, statements regarding financial forecasts or projections, and our expectations, beliefs, intentions or future strategies that are signified by the words expects, anticipates, intends, plans, believes, estimates, predicts, potential, may, the negative of these terms or other comparable terminology. These forward-looking statements are subject to risks, uncertainties and assumptions that could cause our actual results and the timing of certain events to differ materially from those expressed in the forward-looking statements.

You should understand that many important factors, in addition to those discussed or incorporated by reference in this proxy statement/prospectus, could cause our results to differ materially from those expressed in the forward-looking statements. Potential factors that could affect our results include those described in this proxy statement/prospectus under Risk Factors, and those identified in our Annual Report on Form 10-K for the year ended July 31, 2010 and in the other documents incorporated by reference. In light of these risks and uncertainties, the forward-looking results discussed or incorporated by reference in this proxy statement/prospectus might not occur.

**PROPOSAL ONE**

**THE REORGANIZATION PROPOSAL**

*This section of the proxy statement/prospectus describes the reorganization proposal. Although we believe that the description in this section covers the material terms of the reorganization proposal, this summary may not contain all of the information that is important to you. The summary of the material provisions of the Reorganization Agreement provided below is qualified in its entirety by reference to the Reorganization Agreement, which we have attached as Annex I to this proxy statement/prospectus and which we incorporate by reference into this proxy statement/prospectus. You should carefully read the entire proxy statement/prospectus and the Reorganization Agreement for a more complete understanding of the reorganization proposal. Your approval of the reorganization proposal will constitute your approval and adoption of the Reorganization Agreement, the reorganization, the amended and restated certificate of incorporation of Ascena and the bylaws of Ascena.*

**Reasons for the Reorganization; Recommendation of our Board**

At a meeting of the Board held on August 20, 2010, the Board concluded that the reorganization is advisable, determined that the terms of the Reorganization Agreement are fair to and in the best interest of dressbarn and its shareholders and adopted and approved the Reorganization Agreement.

During the course of its deliberations, our Board consulted with management and outside legal counsel and considered a number of positive factors, including the following:

***Possible Future  
Strategic and  
Business  
Flexibility of  
the Holding  
Company  
Structure.*** We believe the holding company structure could facilitate future expansion of our business by providing a more flexible structure for acquiring other businesses or entering into joint ventures while continuing to keep the operations and risks of our other businesses



separate.

Although we have no present plans or any arrangements, understandings or agreements to make any acquisitions or enter into any joint ventures, we may do so in the future. In addition, if the cash generated over time by our businesses was determined by our Board to be greater than the amount necessary for the operation or capital needs of those businesses, this cash could be transferred to a separate corporate entity owned by the holding company and invested as our Board believes to be appropriate. Furthermore, implementing the holding company structure may reduce the risk that liabilities of our core businesses and other businesses, if any, that may be operated in the future by

separate  
subsidiaries  
would be  
attributed to  
each other.

***Possible Future  
Financing  
Flexibility of  
the Holding  
Company  
Structure.***

We believe that a holding company structure may be beneficial to stockholders in the future because it would permit the use of financing techniques that are more readily available to companies that hold a variety of diversified businesses under one corporate umbrella, without any impact on our capital structure. For example, Ascena, in addition to receiving dividends, as and when permitted, from its current and future subsidiaries, if any, would be able to obtain funds through its own debt or equity financings, and

Ascena's subsidiaries would be able to obtain funds through their own financings, which may include the issuance of debt or equity securities, and other entities within the holding company organization may obtain funds from Ascena, other affiliates or their own outside financings. However, we have no current plans to seek additional financing at this time.

***Predictability, Flexibility and Responsiveness of Delaware Law to Corporate Needs.*** For many years, Delaware has followed a policy of encouraging incorporation in that state and has adopted comprehensive, modern and flexible corporate laws, which are updated regularly to

meet changing  
business needs.

As a result of  
this deliberate  
policy to  
provide a  
hospitable  
climate for  
corporate  
development,  
many major  
public  
corporations  
have chosen  
Delaware for  
their domicile.

In addition, the  
Delaware courts  
have developed  
considerable  
expertise in  
dealing with  
corporate issues  
relating to  
public  
companies.

Thus, a  
substantial body  
of case

law has developed construing Delaware corporate law and establishing legal principles and policies regarding publicly held Delaware corporations. We believe that, for these reasons, Delaware law will provide greater legal predictability with respect to our corporate legal matters than we have under Connecticut law. We further believe that Delaware law will provide greater efficiency, predictability and flexibility in our public Company's legal affairs than is presently available under Connecticut law.

***Attractiveness  
of Delaware  
Law to  
Directors and***

*Officers.* We believe that organizing under Delaware law will enhance our ability to attract and retain qualified directors and officers. The corporate law of Delaware, including its extensive body of case law, offers directors and officers of public companies more certainty and stability. Under Delaware law, the parameters of director and officer liability are more clearly defined and better understood than under Connecticut law. To date, we have not experienced difficulty in retaining directors or officers, but directors of public companies are exposed to significant potential

liability. We therefore believe that providing the benefits afforded directors by Delaware law will enable us to compete more effectively with other public companies in the recruitment of talented and experienced directors and officers. At the same time, we believe that Delaware law regarding corporate fiduciary duties provides appropriate protection for our stockholders from possible abuses by directors and officers. In addition, under Delaware law, directors personal liability cannot be eliminated for:

any breach of the director's duty of

loyalty to the  
corporation  
or its  
stockholders,

acts or  
omissions not  
in good faith  
or which  
involve  
intentional  
misconduct  
or a knowing  
violation of  
law,

unlawful  
payment of  
dividends or  
unlawful  
repurchases  
or  
redemptions  
of stock, or

any  
transactions  
from which  
the director  
derived an  
improper  
personal  
benefit.

In addition to the positive factors described above, our Board also considered the following potential negative factor associated with the reorganization proposal:

**Increased Costs  
and Expenses  
Associated with  
Implementing  
the  
Reorganization  
Proposal and  
Administering  
a Holding  
Company  
Structure.** The  
reorganization  
may result in  
substantial direct



costs. These costs and expenses are expected to consist primarily of attorneys' fees, accountants' fees, filing fees and financial printing expenses and will be substantially incurred prior to the vote of our shareholders. The reorganization may also result in certain indirect costs by diverting the attention of our management and employees from our business and increasing our administrative costs and expenses. These administrative costs and expenses will include keeping separate records and in some cases making separate regulatory filings for each of Ascena and its current and future subsidiaries. The reorganization may also result in certain state sales taxes and other transfer taxes.

**After careful consideration, our Board has determined that creation of a holding company offers a net benefit to our shareholders. The Board has approved the reorganization proposal, determined that the terms of the Reorganization Agreement and the reorganization are advisable and in the best interest of our shareholders, and has adopted and approved the Reorganization Agreement. Our Board recommends that our shareholders vote FOR adoption and approval of the Reorganization Agreement at the Annual Meeting.**

### **Reorganization Procedure**

dressbarn currently owns all of the issued and outstanding common stock of Ascena, Ascena currently owns all of the issued and outstanding common stock of MergerCo, the subsidiary formed for purposes of completing the proposed reorganization, and dressbarn owns all of the issued and outstanding common stock of maurices and Tween Brands. Following the approval of the Reorganization Agreement by the dressbarn shareholders and the satisfaction or waiver of the other conditions specified in the Reorganization Agreement (which are described below), dressbarn will merge with MergerCo, the subsidiary of Ascena. As a result of this merger:

dressbarn will be the surviving corporation, and the separate corporate existence of MergerCo will cease.

Each outstanding share of dressbarn common stock will automatically convert into one share of Ascena common stock, as described below, and the current shareholders of dressbarn will become the stockholders of Ascena.

Ascena will own all of dressbarn's common stock and each share of Ascena common stock now held by dressbarn will be cancelled.

The result of the reorganization will be that your current company, dressbarn, will be merged with MergerCo and dressbarn will become a subsidiary of Ascena. Ascena's amended and restated certificate of incorporation is included as Annex II to this proxy statement/prospectus, and a copy of Ascena's bylaws is included as Annex III to this proxy statement/prospectus. For more information regarding your rights as a shareholder before and after the reorganization see Description of Ascena Capital Stock, Description of dressbarn Capital Stock and Comparative Rights of Ascena

Capital Stock and dressbarn Capital Stock.

Immediately following the merger, as part of the reorganization, dressbarn will distribute the stock of its subsidiaries, maurices and Tween Brands, to Ascena. As a result, dressbarn, maurices and Tween Brands will all be first-tier subsidiaries of Ascena.

In all other respects, your company will remain the same. The current directors and executive officers of dressbarn will continue as directors and executive officers of Ascena. In addition, our current business and operations will remain the same.

**What dressbarn Shareholders Will Receive in the Reorganization**

Each share of dressbarn common stock will convert into one share of Ascena common stock. After the completion of the reorganization, you will own the same number and percentage of shares of Ascena common stock as you currently own of dressbarn common stock.

**dressbarn Stock Options and Other Rights to Receive dressbarn Stock**

Each of the outstanding options to acquire shares of dressbarn common stock in the aggregate will become options to acquire, on the same terms and conditions as before the reorganization, an identical number of shares of Ascena common stock. Each outstanding restricted stock award (or any performance award payable in restricted stock) will become an award of restricted stock (or a performance award payable in restricted stock) in an identical number of shares of Ascena common stock. There were outstanding options representing an aggregate of shares of dressbarn common stock and outstanding restricted stock (including the number of shares of restricted stock payable under performance awards) representing an aggregate of shares of dressbarn common stock on the Record Date. dressbarn's existing stock-based compensation plans, which include the Company's 2001 Stock Incentive Plan, 2005 Employee Stock Purchase Plan, 401(k) Profit Sharing Retirement Savings Plan, 1995 Stock Option Plan and 1993 Incentive Stock Option Plan (collectively the dressbarn Plans), provide that plan participants will be entitled to receive shares of Ascena common stock rather than shares of dressbarn common stock, on the same terms otherwise provided for in the respective plans.

**Corporate Name Following the Reorganization**

The name of the public company following the reorganization will be Ascena Retail Group, Inc.

**No Exchange of Stock Certificates**

In the reorganization, your shares of dressbarn common stock will be converted automatically into shares of Ascena common stock. Your certificates of dressbarn common stock, if any, will represent, from and after the reorganization, an equal number of shares of Ascena common stock,

and no action with regard to stock certificates will be required on your part. We expect to send you a notice after the reorganization is completed specifying this and other relevant information.

### **Conditions to Reorganization**

We will complete the reorganization only if each of the following conditions is satisfied or waived:

absence of any stop order suspending the effectiveness of the registration statement, of which this proxy statement/prospectus forms a part, relating to the shares of Ascena common stock to be issued in the reorganization;

approval and adoption of the Reorganization Agreement by dressbarn's shareholders;

receipt of approval for listing on the NASDAQ Global Select Market of shares of Ascena common stock to be issued in the reorganization;

absence of any order or proceeding that would prohibit or make illegal completion of the reorganization; and

receipt by dressbarn and Ascena of a legal opinion of Proskauer Rose LLP with respect to the material U.S. federal income tax

consequences of the reorganization.

### **Effectiveness of Reorganization**

The reorganization will become effective on the date we file a certificate of merger with the Secretary of State of the State of Connecticut or a later date that we specify therein. We will file the certificate when the conditions to the reorganization described above have been satisfied or waived. We expect that we will specify in the certificate that the reorganization will be effective on or about January 1, 2011.

### **Termination of Reorganization Agreement**

The Reorganization Agreement may be terminated at any time prior to the completion of the reorganization (even after adoption by our shareholders) by action of the Board if it determines that for any reason the completion of the transactions provided for therein would be inadvisable or not in the best interest of our company or our shareholders.

### **Amendment of Reorganization Agreement**

The Reorganization Agreement may, to the extent permitted by the Connecticut Business Corporation Act (the CBCA ), be supplemented, amended or modified at any time prior to the completion of the reorganization (even after adoption by our shareholders), by the mutual consent of the parties thereto.

### **Material U.S. Federal Income Tax Consequences**

The following discussion summarizes the material U.S. federal income tax consequences of the reorganization to U.S. holders of dressbarn common stock. This discussion is based upon current provisions of the Internal Revenue Code of 1986, as amended (the Code ), current and proposed Treasury regulations and judicial and administrative decisions and rulings as of the date of this proxy statement/prospectus, all of which are subject to change (possibly with retroactive effect) and all of which are subject to differing interpretation. This discussion does not address all aspects of U.S. federal income taxation that may be relevant to you in light of your particular circumstances or to persons subject to special treatment under U.S. federal income tax laws. In particular, this discussion deals only with shareholders that hold dressbarn common stock as capital assets within the meaning of the Code. In addition, this discussion does not address the tax treatment of special classes of shareholders, such as banks, insurance companies, tax-exempt organizations, financial institutions, broker-dealers, persons holding dressbarn stock as part of a hedge, straddle or other risk reduction, constructive sale or conversion transaction, U.S. expatriates, persons subject to the alternative

minimum tax and persons who acquired dressbarn stock in compensatory transactions. If you are not a U.S. holder (as defined below), this discussion does not apply to you.

As used in this summary, a U.S. holder is:

an individual  
U.S. citizen or  
resident alien;

a corporation,  
partnership or  
other entity  
created or  
organized  
under U.S. law  
(federal or  
state);

an estate  
whose  
worldwide  
income is  
subject to U.S.  
federal income  
tax; or

a trust if a  
court within  
the United  
States of  
America is  
able to  
exercise  
primary  
supervision  
over the  
administration  
of the trust and  
one or more  
U.S. persons  
have the  
authority to  
control all  
substantial  
decisions of  
the trust, or  
certain trusts  
formed prior to  
August 20,  
1996, if such

trust has a  
valid election  
in effect to be  
treated as a  
domestic trust  
for U.S.  
federal income  
tax purposes.

If a partnership (including, for this purpose, any entity treated as a partnership for U.S. federal income tax purposes) is a beneficial owner of dressbarn common stock, the U.S. federal income tax consequences to a partner in the partnership will generally depend on the status of the partner and the activities of the partnership. A holder of dressbarn common stock that is a partnership, and the partners in such partnership, should consult their own tax advisors regarding the U.S. federal income tax consequences of the reorganization.

**ALL HOLDERS ARE URGED TO CONSULT WITH THEIR OWN TAX ADVISORS REGARDING THE TAX CONSEQUENCES OF THE REORGANIZATION TO THEIR PARTICULAR SITUATION, INCLUDING THE EFFECTS OF U.S. FEDERAL, STATE AND LOCAL, FOREIGN AND OTHER TAX LAWS.**

The obligation of dressbarn to complete the reorganization is conditioned upon, among other things, dressbarn and Ascena having received a legal opinion from Proskauer Rose LLP, dated as of the completion of the reorganization, that the merger will constitute an exchange of dressbarn common stock for Ascena common stock governed by Section 351 of the Code, as well as a reorganization within the meaning of Section 368(a) of the Code, and, therefore, no gain or loss will be recognized by the shareholders of dressbarn upon the receipt of Ascena common stock pursuant to the merger. Additionally, dressbarn and Ascena will receive a legal opinion from Proskauer Rose LLP that the distribution of maurices and Tween Brands stock from dressbarn to Ascena is a transaction described in Section 355 of the Code. The opinions of counsel will be based on then-existing law and based in part upon representations, made as of the effective time of the reorganization transactions, by Ascena, dressbarn and MergerCo, which counsel will assume to be true, correct and complete. If the representations are inaccurate, the opinions of counsel could be adversely affected. Neither Ascena nor dressbarn has requested nor will request a private letter ruling from the Internal Revenue Service as to the tax consequences of the reorganization transactions. The opinions of counsel will not be binding upon the Internal Revenue Service or any other taxing authority. Assuming the transactions are treated as described in this paragraph, the material U.S. federal income tax consequences of the transactions will be as follows:

No gain or  
loss will be  
recognized  
by Ascena  
or dressbarn  
as a result  
of the  
merger;

No gain or  
loss will be  
recognized  
by you  
upon your  
receipt of  
Ascena



common  
stock solely  
in exchange  
for your  
dressbarn  
common  
stock;

The  
aggregate  
tax basis of  
the shares  
of Ascena  
common  
stock that  
you receive  
in exchange  
for your  
dressbarn  
common  
stock in the  
merger will  
be the same  
as the  
aggregate  
tax basis of  
your  
dressbarn  
common  
stock  
exchanged;

The holding  
period for  
shares of  
Ascena  
common  
stock that  
you receive  
in the  
merger will  
include the  
holding  
period of  
your  
dressbarn  
common  
stock  
exchanged;

No gain or  
loss will be  
recognized  
by  
dressbarn or  
Ascena as a  
result of the  
distribution  
of maurices  
and Tween  
Brands  
stock to  
Ascena by  
dressbarn;  
and

The distribution of maurices and Tween Brands stock to Ascena by dressbarn will have no material U.S. federal income tax consequences to you as an Ascena stockholder.

**The foregoing discussion is not intended to be a complete analysis or description of all potential U.S. federal income tax consequences or any other consequences of the reorganization. In addition, the discussion does not address tax consequences which may vary with, or are contingent on, your individual circumstances. Moreover, the discussion does not address state, local, foreign or non-income tax consequences or tax return reporting requirements. Accordingly, you are strongly urged to consult with your own tax advisor to determine the particular U.S. federal, state, local or foreign income or other tax consequences to you of the reorganization.**

#### **Anticipated Accounting Treatment**

For accounting purposes, our reorganization into a holding company structure will be treated as a merger of entities under common control. The accounting treatment for such events is similar to the former pooling of interests method. Accordingly, the financial position and results of operations of dressbarn will be included in the consolidated financial statements of Ascena on the same basis as currently presented.

#### **Authorized Capital Stock**

dressbarn's amended and restated certificate of incorporation currently authorizes the issuance of 165,000,000 shares of common stock and 100,000 shares of preferred stock. Ascena's amended and restated certificate of incorporation, which would govern the rights of our stockholders after the reorganization, currently authorizes the issuance of 375,000,000 shares of common stock and 1,000,000 shares of preferred stock. Upon completion of the reorganization, the number of shares of Ascena common stock that will be outstanding will be equal to the number of shares of dressbarn common stock outstanding immediately prior to the reorganization.

The Board believes that the increase to 375,000,000 authorized shares of common stock and 1,000,000 shares of preferred stock is desirable so that, as the need may arise, the Company will have the flexibility to issue shares without additional expense or delay in connection with possible future stock dividends or stock splits, equity financings, future opportunities for expanding the Company's business through investments or acquisitions, management incentive and employee benefit plans and for other general corporate purposes. As of the date of this proxy statement/prospectus, the Board has not taken any action to issue any of the additional authorized shares for any such purposes.

#### **Listing of Ascena Common Stock on the NASDAQ Global Select Market; De-listing and De-registration of dressbarn Common Stock**

The completion of the reorganization is conditioned on the approval for listing of the shares of Ascena common stock issuable in the reorganization (and any other shares to be reserved for issuance in connection with the reorganization) on the NASDAQ Global Select Market. We expect that the Ascena common stock will trade under the ticker symbol ASNA. In addition, Ascena will become a reporting company under the Exchange Act.

Following the reorganization, dressbarn's common stock will no longer be quoted on the NASDAQ Global Select Market and will no longer be registered under the Exchange Act. In addition, dressbarn will cease to be a reporting company under the Exchange Act.

#### **Board of Directors and Executive Officers of Ascena Following the Reorganization**

Presently, the Ascena board and the dressbarn Board are comprised of the same persons. We expect that immediately following the reorganization the Ascena board will be comprised of David R. Jaffe, Elliot S. Jaffe, Kate Buggeln, Michael W. Rayden, Klaus Eppler, Randy L. Pearce and John Usdan, if Elliot S. Jaffe and Michael W. Rayden are elected as directors of dressbarn at the Annual Meeting.

We expect that the executive officers of Ascena following the reorganization will be the same as those of dressbarn immediately prior to the reorganization.

For information concerning persons expected to become directors of Ascena, see Proposal Two Election of Directors.

### **Independent Registered Public Accounting Firm of Ascena**

The adoption by the holders of dressbarn common stock of the Reorganization Agreement will also constitute ratification of Deloitte & Touche LLP as described under the caption Proposal Four Ratification of the Engagement of the Independent Registered Public Account Firm as the Independent Registered Public Accounting Firm of Ascena for the fiscal year ending July 30, 2011.

### **Issuances of Ascena Common Stock Under the dressbarn Plans**

The adoption by the holders of dressbarn common stock of the Reorganization Agreement will also constitute approval of the assumption by Ascena of the dressbarn Plans and, where appropriate, the future issuance of shares of Ascena common stock in lieu of shares of dressbarn common stock under the dressbarn Plans, each as amended in connection with the reorganization without further shareowner action.

### **Ascena Amended and Restated Certificate of Incorporation**

The adoption by the holders of dressbarn common stock of the Reorganization Agreement will also constitute approval of the terms of the Ascena amended and restated certificate of incorporation in the form attached to this proxy statement/prospectus as Annex II.

### **Restrictions on the Sale of Ascena Shares**

The shares of Ascena common stock to be issued in the reorganization will be registered under the Securities Act. These shares will be freely transferable under the Securities Act, subject to existing restrictions on certain affiliates of Ascena.

### **Description of Ascena Capital Stock**

Ascena is incorporated in the State of Delaware. The rights of stockholders of Ascena will generally be governed by Delaware law and Ascena's amended and restated certificate of incorporation and bylaws. The following is a summary of the material provisions of Ascena's amended and restated certificate of incorporation and bylaws. This summary is not complete and is qualified by reference to Delaware statutory and common law and the full texts of Ascena's amended and restated certificate of incorporation and bylaws, which are attached as Annexes II and III to this proxy statement/prospectus.

#### **General**

Upon the completion of the reorganization, the authorized capital of Ascena will be 376,000,000 shares, consisting of 1,000,000 shares of preferred stock, par value \$0.01 per share, and 375,000,000 shares of common stock, par value \$0.01 per share. All of the shares issued and outstanding upon completion of the reorganization will be fully paid and nonassessable.

Upon completion of the reorganization, the number of shares of Ascena common stock that will be outstanding will be equal to the number of shares of dressbarn common stock outstanding immediately prior to the reorganization.

#### **Common Stock**

*Dividends and Distributions.* Subject to preferences applicable to any shares of outstanding Ascena preferred stock, the holders of outstanding shares of Ascena common stock will be entitled to receive dividends and other distributions out of assets legally available at times and in amounts as

the board of directors of Ascena may determine from time to time. All shares of Ascena common stock are entitled to participate ratably with respect to dividends or other distributions.

*Liquidation Rights.* If Ascena is liquidated, dissolved or wound up, voluntarily or involuntarily, holders of Ascena common stock are entitled to share ratably in all assets of Ascena available for distribution to the Ascena stockholders after the payment in full of any preferential amounts to which holders of any Ascena preferred stock may be entitled.

*Voting Rights.* Holders of Ascena common stock are entitled to one vote per share on all matters to be voted upon by stockholders. There are no cumulative voting rights. Stockholders may vote by proxy.

*Other.* There are no preemption, redemption, sinking fund or conversion rights applicable to the Ascena common stock.

### **Preferred Stock**

The board of directors of Ascena may, without further stockholder approval, issue up to 1,000,000 shares of preferred stock in one or more series and fix the number of shares constituting the designation, voting powers (if any), preferences and other rights, as well as the qualifications, limitations and restrictions, of the series. The powers, preferences and rights, and the qualifications, limitations or restrictions, if any, of each series of preferred stock may be different from those of any and all other series. The issuance of Ascena preferred stock may have the effect of delaying, deferring or preventing a change of control of Ascena without further action by the stockholders, may discourage bids for Ascena common stock at a premium over the market price of Ascena common stock and may adversely affect the market price of, and the voting and other rights of the holders of, Ascena common stock.

### **Delaware Anti-Takeover Law and Certain Charter Provisions**

Ascena is subject to the provisions of Section 203 of the Delaware General Corporation Law (the "DGCL"). In general, the statute prohibits a publicly held Delaware corporation from engaging in a business combination with an interested stockholder for a period of three years following the date the stockholder became an interested stockholder unless:

prior to such date, the board of directors of the corporation approved either the business combination or the transaction that resulted in the stockholder becoming an interested stockholder;

upon consummation of the transaction that resulted in the

stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced, excluding for purposes of determining the number of shares outstanding those shares owned by persons who are directors and also officers, and employee stock plans in which employee participants do not have the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer; or

on or subsequent to such date, the business combination is approved by the board of directors and



authorized at  
an annual or  
special  
meeting of  
stockholders,  
and not by  
written  
consent, by the  
affirmative  
vote of at least  
two-thirds of  
the outstanding  
voting stock  
that is not  
owned by the  
interested  
stockholder.

A business combination includes a merger, asset or stock sale or other transaction resulting in financial benefit to the stockholder. An interested stockholder is a person who, together with affiliates and associates owns, or within three years prior, did own, 15% or more of a corporation's outstanding voting stock. This provision may have the effect of delaying, deterring or preventing a change in control of Ascena without further action by its stockholders.

Ascena's amended and restated certificate of incorporation and bylaws include a number of provisions that may have the effect of deterring or impeding hostile takeovers or changes in control or management. These provisions include:

the authority of the board of directors to issue up to 1,000,000 shares of undesignated preferred stock and to determine the rights, preferences and privileges of these shares, without stockholder approval;

all stockholder actions must be effected at a duly called meeting of stockholders and not by written consent;

a classified board of directors;

members of Ascena's board of directors may be removed only (1) for cause, by the remaining directors or (2) with or without cause by stockholder action, at a meeting called for that

purpose, by  
vote of at  
least 80% of  
the shares of  
capital stock  
then entitled  
to vote at an  
election of  
directors;

the  
elimination  
of cumulative  
voting; and

requiring the  
affirmative  
vote of  
holders of at  
least 80% of  
the  
outstanding  
shares of  
voting stock  
to approve  
any business  
combination  
with any  
related  
person.  
However,  
such approval  
is not  
applicable to  
any particular  
business  
combination  
and such  
business  
combination  
shall require  
only such  
affirmative  
vote as may  
be required  
by law or  
otherwise, if  
such business  
combination  
has been  
approved by

a majority of continuing directors at a meeting at which a continuing director quorum is present or such business combination involves Ascena and a subsidiary in which a related person has no direct or indirect interest, subject to certain additional limitations.

Such provisions may have the effect of delaying or preventing a change in control.

### **Limitation of Director Liability and Indemnification**

Ascena's amended and restated certificate of incorporation provides, to the fullest extent permitted by Delaware law, that directors will not be liable to us or our stockholders for monetary damages for breach of fiduciary duty as a director. Delaware law currently provides that this waiver may not apply to liability:

for any breach of the director's duty of loyalty to us or our stockholders;

for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;

under Section  
174 of the  
DGCL  
(governing  
distributions  
to  
stockholders);  
or

for any  
transaction  
from which  
the director  
derived any  
improper  
personal  
benefit.

However, in the event the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of our directors will be eliminated or limited to the fullest extent permitted by the DGCL, as so amended. The amended and restated certificate of incorporation and bylaws of Ascena further provide that we will indemnify each of our directors and officers to the fullest extent permitted by Delaware law and may indemnify other persons as authorized by the DGCL. These provisions do not eliminate any monetary liability of directors under the federal securities laws.

In connection with the reorganization, we expect to enter into customary indemnification agreements with the officers and directors of Ascena.

### **Transfer Agent**

We expect that the transfer agent for Ascena common stock will be American Stock Transfer & Trust Company, LLC, 59 Maiden Lane, Plaza Level, New York, New York 10038.

### **The NASDAQ Global Select Market Listing**

We expect that Ascena common stock will be listed on the NASDAQ Global Select Market under the trading symbol ASNA.

## Description of The Dress Barn, Inc. Capital Stock

The Dress Barn, Inc. is incorporated in the State of Connecticut. The rights of shareholders of dressbarn are generally governed by Connecticut law and dressbarn's amended and restated certificate of incorporation and amended and restated bylaws. The following is a summary of the material provisions of dressbarn's amended and restated certificate of incorporation and amended and restated bylaws. This summary is not complete and is qualified by reference to Connecticut statutory and common law and the full texts of dressbarn's amended and restated certificate of incorporation and amended and restated bylaws. A copy of dressbarn's amended and restated certificate of incorporation is attached as Annex A to the Company's Proxy Statement filed with the SEC on November 5, 2008. A copy of dressbarn's amended and restated bylaws is attached as Exhibit 3.4 to the Company's Annual Report on Form 10-K filed with the SEC on September 24, 2008.

### General

dressbarn is authorized to issue 165,000,000 shares of common stock, \$0.05 par value per share, and 100,000 shares of preferred stock, \$0.05 par value per share. As of November , 2010, dressbarn had shares of common stock outstanding held of record by approximately shareholders. The outstanding shares of dressbarn's stock are fully paid and nonassessable.

### Common Stock

*Dividends and Distributions.* Subject to preferences applicable to any shares of outstanding dressbarn preferred stock, the holders of outstanding shares of dressbarn common stock are entitled to receive dividends and other distributions out of assets legally available at times and in amounts as the Board of dressbarn may determine from time to time. All shares of dressbarn common stock are entitled to participate ratably with respect to dividends or other distributions.

*Liquidation Rights.* If dressbarn is liquidated, dissolved or wound up, voluntarily or involuntarily, holders of dressbarn common stock are entitled to share ratably in all net assets of dressbarn available for distribution to the dressbarn shareholders after the payment in full of any preferential amounts to which holders of any dressbarn preferred stock may be entitled.

*Voting Rights.* Holders of dressbarn common stock are entitled to one vote per share on all matters to be voted upon by shareholders. There are no cumulative voting rights. Shareholders may vote by proxy.

*Other.* There are no preemption, redemption, sinking fund or conversion rights applicable to the dressbarn common stock.

### Preferred Stock

The Board has authority to issue 100,000 shares of dressbarn preferred stock in one or more series and to fix the voting powers, designations, preferences and participating, optional, relative or other special rights, and qualifications, limitations or restrictions of the dressbarn preferred stock, without any further vote or action by dressbarn's shareholders. No shares of preferred stock are issued or outstanding. The issuance of dressbarn preferred stock may have the effect of delaying, deferring or preventing a change of control of dressbarn without further action by the shareholders, may discourage bids for the dressbarn common stock at a premium over the market price of the dressbarn common stock and may adversely affect the market price of, and the voting and other rights of the holders of, dressbarn common stock.

### Connecticut Anti-Takeover Law and Certain Charter Provisions

Certain provisions of Connecticut law described below could have an anti-takeover effect. These provisions are intended to provide Connecticut corporations with management flexibility, to enhance the likelihood of continuity and stability in the board of directors and in the policies formulated by a Connecticut corporation's board of directors and to discourage an unsolicited takeover if the board

of directors determines that such a takeover is not in the best interest of the corporation and its shareholders. However, these provisions could have the effect of discouraging certain attempts to acquire us, which could deprive our shareholders of opportunities to sell their shares of our stock at higher values.

In general, Sections 33-844 and 33-845 of the CBCA provide that a shareholder acquiring more than 10% of the outstanding voting stock of a corporation subject to the statute and that person's affiliates and associates, referred to in this section as an interested shareholder, may not engage in specified business combinations, as discussed below, with the corporation for a period of five years after the date on which the shareholder became an interested shareholder unless the business combination is approved by the corporation's board of directors and a majority of the non-employee directors of the corporation of which there shall be at least two, prior to such interested shareholder's stock acquisition date.

Section 33-840(4) of the CBCA defines the term "business combination" to include a wide variety of transactions with or caused by an interested shareholder or its affiliates in which the interested shareholder receives or could receive a benefit on other than a pro rata basis with other shareholders, including, but not limited to, mergers, consolidations, specified types of asset sales, specified issuances of additional shares to the interested shareholder, transactions with the corporation which increase the proportionate interest of the interested shareholder or transactions in which the interested shareholder receives specified other benefits.

In addition, dressbarn's amended and restated certificate of incorporation includes provisions that may have the effect of deterring or impeding hostile takeovers or changes in control or management. These provisions include:

the authority  
of the Board  
to issue up to  
100,000  
shares of  
undesignated  
preferred  
stock and to  
determine the  
rights,  
preferences  
and  
privileges of  
these shares,  
without  
approval;

all  
shareholder  
actions must  
be effected at  
a duly called  
meeting of  
shareholders  
or by  
unanimous  
written  
consent;



a classified  
board of  
directors;

members of  
the Board  
may be  
removed only  
(1) for cause,  
by the  
remaining  
directors or  
(2) with or  
without cause  
by  
shareholder  
action, at a  
meeting  
called for that  
purpose, by  
vote of at  
least 80% of  
the shares of  
capital stock  
then entitled  
to vote at an  
election of  
directors;

the  
elimination  
of cumulative  
voting; and

requiring the  
affirmative  
vote of  
holders of at  
least 80% of  
the  
outstanding  
shares of  
voting stock  
to approve  
any business  
combination  
with any  
related  
person.  
However,

such approval  
is not  
applicable to  
any particular  
business  
combination  
and such  
business  
combination  
shall require  
only such  
affirmative  
vote as may  
be required  
by law or  
otherwise, if  
such business  
combination  
has been  
approved by  
a majority of  
continuing  
directors at a  
meeting at  
which a  
continuing  
director  
quorum is  
present or  
such business  
combination  
involves  
dressbarn and  
a subsidiary  
in which a  
related  
person has no  
direct or  
indirect  
interest,  
subject to  
certain  
additional  
limitations.

Such provisions may have the effect of delaying or preventing a change in control.

#### **Indemnification of Directors and Officers**

Section 8 of dressbarn's amended and restated certificate of incorporation provides that dressbarn shall indemnify its directors and officers, to the fullest extent permitted by law, for any liability, including any obligation to pay a judgment, settlement, penalty, fine, including an excise tax assessed with respect to an employee benefit plan and any

matters covered by the CBCA, except liability that:

knowingly  
violated  
the law;

enabled the  
director or  
an  
associate,  
as defined  
in Section  
33-840 of  
the CBCA,  
to receive  
improper  
economic  
gain;

showed lack  
of good faith  
and a  
conscious  
disregard for  
his or her  
duties to  
dressbarn;

engaged in  
behavior that  
demonstrated  
an  
inexcusable  
pattern of  
inattention  
amounting to  
an abdication  
of the his or  
her duties to  
dressbarn; or

creates  
liability under  
Section  
33-757 of the  
CBCA.

dressbarn may provide further indemnification for officers as permitted by Section 33-776 of the CBCA.

Further, dressbarn's amended and restated certificate of incorporation provides that the personal liability of a director of dressbarn is limited to an amount equal to the amount of compensation received by the director during the year such violation occurred, if such breach was not in connection with any of the matters described above.

dressbarn's amended and restated certificate of incorporation provides that no amendment to or repeal of Section 8 shall apply to or have any effect on the indemnification of any director of dressbarn for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

### **Transfer Agent**

The transfer agent for dressbarn common stock is American Stock Transfer & Trust Company, LLC, 59 Maiden Lane, Plaza Level, New York, New York 10038.

### **The NASDAQ Global Select Market Listing**

dressbarn common stock is listed on the NASDAQ Global Select Market under the trading symbol DBRN.

**Comparative Rights of Holders of Ascena Capital Stock and dressbarn Capital Stock**

At the effective time of the merger, dressbarn common stock will be converted on a one-for-one basis into Ascena common stock. As a result, Ascena's amended and restated certificate of incorporation and bylaws and the applicable provisions of the DGCL will govern the rights of the former holders of dressbarn common stock who receive shares of Ascena common stock pursuant to the merger. The rights of dressbarn shareholders are currently governed by the CBCA and common law, dressbarn's amended and restated certificate of incorporation and dressbarn's amended and restated bylaws. The rights of Ascena stockholders after the completion of the reorganization will be governed by the DGCL and common law, Ascena's amended and restated certificate of incorporation and Ascena's bylaws. The following summary compares the material rights that dressbarn shareholders currently have and the rights that they will have as stockholders of Ascena following the reorganization. This summary is qualified in its entirety by reference to the full text of the aforementioned authorities. For detailed descriptions of the capital stock of dressbarn and Ascena see "Description of dressbarn Capital Stock" and "Description of Ascena Capital Stock" in this proxy statement/prospectus.

	<b>Rights of Holders of dressbarn Common Stock</b>	<b>Rights of Holders of Ascena Common Stock</b>
<b>Capitalization:</b>	dressbarn's amended and restated certificate of incorporation authorizes dressbarn to issue 165,000,000 shares of dressbarn common stock, par value \$0.05 per share, and 100,000 shares of dressbarn preferred stock, par value \$0.05 per share.	Ascena's amended and restated certificate of incorporation authorizes Ascena to issue 375,000,000 shares of Ascena common stock, par value \$0.01 per share, and 1,000,000 shares of Ascena preferred stock, par value \$0.01 per share.
<b>Voting Rights:</b>	dressbarn common shareholders are entitled to one vote for each share and vote together as a single class. dressbarn's amended and restated certificate of incorporation does not provide for cumulative voting for the election of directors.	Ascena common stockholders are entitled to one vote for each share and vote together as a single class. Ascena's amended and restated certificate of incorporation does not provide for cumulative voting for the election of directors.
<b>Quorum:</b>	dressbarn's amended and restated bylaws provide that holders of a majority of the shares entitled to vote, present in person or by proxy, constitute a quorum at a shareholder meeting.	Ascena's bylaws provide that holders of a majority of the shares entitled to vote, present in person or by proxy, constitute a quorum at a stockholder meeting.
<b>Number of Directors:</b>	dressbarn's amended and restated bylaws provide that the number of members of the Board shall not be fewer than three nor more than 15 persons, as fixed from time to time by action of the shareholders or the Board or, in the absence thereof, shall be the number of incumbent directors after the election at the preceding annual meeting of shareholders.	Ascena's bylaws provide that the number of members of Ascena's board of directors shall not be fewer than three nor more than 15 persons, as fixed from time to time by action of the stockholders or the board of directors or, in the absence thereof, shall be the number of incumbent directors after the election at the preceding annual meeting of stockholders.

**Rights of Holders of dressbarn  
Common Stock**

**Rights of Holders of Ascena  
Common Stock**

**Removal of  
Directors:**

dressbarn's amended and restated bylaws provide that members of the Board may be removed only (1) for cause, by the remaining directors or (2) with or without cause by shareholder action, at a meeting called for that purpose, by vote of at least 80% of the shares of capital stock then entitled to vote at an election of directors.

Ascena's bylaws provide that members of Ascena's board of directors may be removed only (1) for cause, by the remaining directors or (2) with or without cause by stockholder action, at a meeting called for that purpose, by vote of at least 80% of the shares of capital stock then entitled to vote at an election of directors.

**Classification of  
Board of  
Directors:**

dressbarn's amended and restated certificate of incorporation provides for directors to be divided into three classes, as nearly equal in the number of directors as possible, with the directors in each class serving a three-year term. Each director shall serve for a term ending on the date of the third annual meeting following the meeting at which such director was elected.

Ascena's amended and restated certificate of incorporation provides for directors to be divided into three classes, as nearly equal in the number of directors as possible, with the directors in each class serving a three-year term. Each director shall serve for a term ending on the date of the third annual meeting following the meeting at which such director was elected.

**Filling  
Vacancies on  
the Board of  
Directors:**

Any vacancies on the Board, however resulting, or newly created directorships resulting from any increase in the number of directors, shall be filled by the affirmative vote of a majority of the remaining directors then in office. Any directors so chosen shall hold office for the remainder of the full term of the class of directors in which the vacancy occurred or in which the new directorship was created. No decrease in the number of directors shall shorten the term of any incumbent director.

Any vacancies on the board, however resulting, or newly created directorships resulting from any increase in the number of directors, shall be filled by the affirmative vote of a majority of the remaining directors then in office. Any directors so chosen shall hold office for the remainder of the full term of the class of directors in which the vacancy occurred or in which the new directorship was created. No decrease in the number of directors shall shorten the term of any incumbent director.

**Record Date:**

The Board may fix, in advance, a record date, which shall not be more than 70 nor less than 10 days before the date of any shareholder meeting, nor more than 70 days prior to any other action.

The board of directors may fix, in advance, a record date, which shall not be more than 60 nor less than 10 days before the date of any stockholder meeting, nor more than 60 days prior to any other action.

**Rights of Holders of dressbarn  
Common Stock**

**Rights of Holders of Ascena  
Common Stock**

**Notice of  
Meetings:**

Each shareholder entitled to vote must be given written notice (unless waived) of each annual or special meeting, stating the place, date, time and purpose(s) of the meeting, not less than 10 nor more than 60 days before the date of the meeting.

Each stockholder entitled to vote must be given written notice (unless waived) of each annual or special meeting, stating the place, date, time and purpose(s) of the meeting, not less than 10 days nor more than 60 days before the date of the meeting.

**Amendments  
to Charter:**

The CBCA requires that a proposed amendment to dressbarn s amended and restated certificate of incorporation must be adopted by the Board, and the Board must submit the amendment to the shareholders for their approval. In addition, the Board must submit the amendment to the shareholders with their recommendation of approval, unless the Board makes a determination that because of conflicts of interest or other special circumstances it should not make such a recommendation, in which case the Board must transmit to the shareholders the basis for such determination.

In addition, the following sections of dressbarn s amended and restated certificate of incorporation may be amended, repealed or altered only at a meeting of the shareholders by vote of the holders of at least 80% of the shares of capital stock entitled to vote on amendments to the amended and restated certificate of incorporation: (1) Section 9 Supermajority Vote for Approval of Business Combinations; (2) Section 10 Amendment of Sections 9 and 10; (3) Section 11 Classification of Board of Directors; and (4) Section 12 Amendment of Bylaws by Shareholders.

The DGCL requires that the board of directors adopt a resolution setting forth any proposed amendment to Ascena s amended and restated certificate of incorporation, declaring its advisability, and that the amendment be approved by a majority of the outstanding stock entitled to vote on the amendment; additionally, the amendment must be approved by a majority of the outstanding stock of each class entitled under to vote separately as a class on the amendment.

In addition, the following sections of Ascena s amended and restated certificate of incorporation may be amended, repealed or altered only at a meeting of the stockholders by vote of the holders of at least 80% of the shares of capital stock entitled to vote on amendments to the amended and restated certificate of incorporation: (1) Section 9 Supermajority Vote for Approval of Business Combinations; (2) Section 10 Amendment of Sections 9 and 10; (3) Section 11 Classification of Board of Directors; and (4) Section 12 Amendment of Bylaws by Stockholders.

**Rights of Holders of dressbarn  
Common Stock**

**Rights of Holders of Ascena  
Common Stock**

<b>Amendments to Bylaws:</b>	Pursuant to dressbarn's amended and restated certificate of incorporation and amended and restated bylaws, dressbarn's amended and restated bylaws may be adopted, amended or repealed only at a meeting of the shareholders by the affirmative vote of the holders of at least 80% of the shares of capital stock then entitled to vote thereon. The Board shall have the power, without the assent or vote of the shareholders, to adopt, amend or repeal the amended and restated bylaws by the affirmative vote of directors holding a majority of the directorships.	Pursuant to Ascena's amended and restated certificate of incorporation and bylaws, the bylaws of Ascena may be adopted, amended or repealed only at a meeting of the stockholders by the affirmative vote of the holders of at least 80% of the shares of capital stock then entitled to vote thereon. The board of directors of Ascena shall have the power, without the assent or vote of the stockholders, to adopt, amend or repeal the bylaws by the affirmative vote of directors holding a majority of the directorships.
<b>Special Meetings of the Board of Directors:</b>	A special meeting of the Board may be called by the chairman or the secretary at the request of any director on at least two days' written or oral notice of the date, time and place thereof, given to each director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.	A special meeting of the board of directors may be called at any time by the chairman or the secretary at the request of any director on at least two days' written or oral notice of the date, time and place thereof, given to each director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.
<b>Special Stockholders Meetings:</b>	Special meetings of the shareholders may be called by the chairman of the board or by the directors. The chairman of the board is required to call, and give notice of, a special shareholders meeting upon the written request of the holders of not less than one-tenth of the voting power of all shares entitled to vote at the meeting, for the purposes specified in such request.	Special meetings of the stockholders may be called by the chairman of the board or by the directors. The chairman of the board is required to call, and give notice of, a special stockholders' meeting upon the written request of the holders of not less than one-tenth of the voting power of all shares entitled to vote at the meeting, for the purposes specified in such request.



**Rights of Holders of dressbarn  
Common Stock**

**Rights of Holders of Ascena  
Common Stock**

**Action by  
Consent of  
Stockholders:**

Under the CBCA, shareholders may execute an action by unanimous written consent in lieu of any annual or special shareholder meeting; or if the certificate of incorporation so provides, by written consent by shareholders holding not less than a majority of the voting power of shares, entitled to vote thereon or to take such action, as may be provided in the certificate of incorporation. In either event, directors may not be elected by written consent of shareholders without a meeting of shareholders other than by unanimous written consent, or pursuant to a plan of merger.

As permitted under the DGCL, Ascena's amended and restated certificate of incorporation prohibits stockholder action except at an annual or special meeting of stockholders.

dressbarn's amended and restated certificate of incorporation does not specifically provide for shareholder actions by written consent; thus, under the CBCA, shareholders may take action only by unanimous written consent.

**Approval for  
Business  
Combinations:**

The affirmative vote of holders of at least 80% of the outstanding shares of voting stock is required to approve any business combination with any related person. However, such approval is not applicable to any particular business combination and such business combination shall require only such affirmative vote as may be required by law or otherwise, if such business combination has been approved by a majority of continuing directors at a meeting at which a continuing director quorum is present or such business combination involves dressbarn and a subsidiary in which a related person has no direct or indirect interest, subject to certain additional limitations.

The affirmative vote of holders of at least 80% of the outstanding shares of voting stock is required to approve any business combination with any related person. However, such approval is not applicable to any particular business combination and such business combination shall require only such affirmative vote as may be required by law or otherwise, if such business combination has been approved by a majority of continuing directors at a meeting at which a continuing director quorum is present or such business combination involves Ascena and a subsidiary in which a related person has no direct or indirect interest, subject to certain additional limitations.

	<b>Rights of Holders of dressbarn Common Stock</b>	<b>Rights of Holders of Ascena Common Stock</b>
<b>Limitation of Personal Liability of Directors:</b>	The personal liability of a director of dressbarn is limited to an amount equal to the amount of compensation received by the director during the year such violation occurred, if such breach did not (a) involve a knowing violation of the law, (b) enable the director or an associate, as defined in Section 33-840 of the CBCA, to receive improper economic gain, (c) show a lack of good faith and a conscious disregard for his or her duties to dressbarn, (d) involve behavior that demonstrated an inexcusable pattern of inattention amounting to an abdication of the director's duties to dressbarn, or (e) create liability under Section 33-757 of the CBCA.	Ascena's amended and restated certificate of incorporation provides that, to the fullest extent permitted by the DGCL, directors of Ascena shall not be held personally liable to Ascena or its stockholders for monetary damages for breach of any fiduciary duty as a director.
<b>Indemnification of Directors and Officers:</b>	dressbarn's amended and restated certificate of incorporation provides that dressbarn shall indemnify its directors and officers, to the fullest extent permitted by law, for any liability, including any obligation to pay a judgment, settlement, penalty, fine, including an excise tax assessed with respect to an employee benefit plan and any matters covered by the CBCA, except for liability that (a) knowingly violated the law, (b) enabled the director or an associate, as defined in Section 33-840 of the CBCA, to receive improper economic gain, (c) showed lack of good faith and a conscious disregard for his or her duties to dressbarn, (d) involved behavior that demonstrated an inexcusable pattern of inattention amounting to an abdication of such director or officer's duties to dressbarn, or (e) creates liability under Section 33-757 of the CBCA. dressbarn may provide further indemnification for officers as permitted by Section 33-776 of the CBCA.	Ascena's bylaws provide that Ascena shall indemnify, to the fullest extent permitted by the laws of Delaware, any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that such person is or was a director or officer of Ascena or serves or served at any other enterprise as a director or officer at the request of Ascena.

**Rights of Holders of dressbarn  
Common Stock**

**Relevant Business  
Combination  
Provisions and  
Statutes:**

The CBCA applies to corporations with a class of voting stock registered on a national securities exchange and restricts transactions that may be entered into by the corporation and some of its shareholders. In general, the CBCA provides that a shareholder acquiring more than 10% of the outstanding voting stock of a corporation subject to the statute and that person's affiliates and associates, referred to in this section as an interested shareholder, may not engage in specified business combinations, as discussed below, with the corporation for a period of five years after the date on which the shareholder became an interested shareholder unless the business combination is approved by the corporation's Board of Directors and a majority of the non-employee directors of the corporation of which there shall be at least two, prior to such interested shareholder's stock acquisition date.

The term "business combination" is defined to include a wide variety of transactions with or caused by an interested shareholder or its affiliates in which the interested shareholder receives or could receive a benefit on other than a pro rata basis with other shareholders, including, but not limited to, mergers, consolidations, specified types of asset sales, specified issuances of additional shares to the interested shareholder, transactions with the corporation which increase the proportionate interest of the interested shareholder or transactions in which the interested shareholder receives specified other benefits.

**Rights of Holders of Ascena  
Common Stock**

The DGCL provides that if a person acquires 15% or more of the stock of a Delaware corporation, such person may not engage in transactions with the corporation for a period of three years. The statute contains exceptions to this prohibition. The prohibition on business combinations is not applicable if, for example, the board of directors approves the acquisition of stock or the transaction prior to the time that the person becomes an interested stockholder, or if the interested stockholder acquired at least 85% of the voting stock of the corporation (excluding voting stock owned by directors who are also officers and employee stock plans) in the transaction that resulted in the person becoming an interested stockholder, or if the transaction is approved by the board of directors and two-thirds of the holders of the outstanding voting stock which is not owned by the interested stockholder at a meeting of the stockholders.

**QUESTIONS AND ANSWERS  
ABOUT OUR BOARD AND CORPORATE GOVERNANCE MATTERS<sup>(1)</sup>**

**What is the makeup of the Board and how often are members elected?**

Our Board currently has seven members, divided into three classes, each with a staggered three-year term of office. Only two directors, Elliot S. Jaffe and Michael W. Rayden, whose terms are expiring as of the date of the Annual Meeting, shall stand for election this year. We appointed Michael W. Rayden, Chief Executive Officer of Tween Brands, Inc., to our Board upon the consummation of the acquisition of Tween Brands, Inc., which closed on November 25, 2009.

**How often did the Board meet in fiscal 2010?**

The Board met six times during fiscal 2010 and otherwise accomplished its business through the work of the committees described below. Each incumbent director attended at least 75% of the meetings of the Board and of the standing committees of which he or she was a member during fiscal 2010.

**Do the non-management directors meet in regularly scheduled executive sessions?**

Yes. The non-management members of our Board meet in regularly scheduled executive sessions without any members of management present.

**How does the Board determine which directors are independent?**

Our Board determines whether an individual director satisfies all of the independence standards of the SEC and the NASDAQ Global Select Market, as such standards may be amended from time to time, and also that the director has no material relationships with us (either directly or as a partner, shareholder or officer of any entity) that would be inconsistent with a finding of independence.

**Which directors have been designated as independent?**

Based on the analysis described below under the caption Independence Determinations, the Board affirmatively determined that a majority of the directors who will continue to serve on the Board following the Annual Meeting are independent. They include Kate Buggeln, Klaus Eppler, Randy L. Pearce and John Usdan.

**What are the standing committees of the Board?**

Our Board has three standing committees: the Audit Committee, the Nominating Committee and the Compensation and Stock Incentive Committee, which is also referred to as our Compensation Committee.

**Who are the members of the standing committees?**

<b>Committee</b>	<b>Members</b>	<b>Chairperson</b>
Audit Committee	Kate Buggeln Randy L. Pearce John Usdan	Randy L. Pearce
Nominating Committee	Klaus Eppler John Usdan	Klaus Eppler
Compensation Committee		John Usdan

Kate Buggeln  
Randy L. Pearce  
John Usdan

- 
- (1) Certain information in the Annual Meeting portion of this proxy statement/prospectus is not yet available with respect to the fiscal year ended July 31, 2010. The Registrant will provide such information in an amendment to this Registration Statement prior to its being declared effective.

**Are all of the members of the standing committees independent?**

Yes. The Board has determined that the members of each of the standing committees are independent.

**Do all of the standing committees operate under a written charter?**

Yes. The charters of each of the standing committees are available for viewing on our website at [www.dressbarn.com](http://www.dressbarn.com). Paper copies will be provided to any shareholder upon written request to: **The Dress Barn, Inc., 30 Dunnigan Drive, Suffern, New York 10901, Attention: Investor Relations.**

**What are the functions of the standing committees?**

*Audit Committee*

It is the responsibility of the Audit Committee to assist the Board in its oversight of our financial accounting and reporting practices. The duties of the Audit Committee include monitoring our financial reporting process and system of internal controls; selecting our independent registered public accounting firm; monitoring the independence and performance of our independent registered public accounting firm and internal auditing function; and providing an avenue of communication among the independent registered public accounting firm, management, the internal auditing functions and the Board. The Audit Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to our independent registered public accounting firm as well as our internal auditors. The Audit Committee has the ability to retain, at our expense, special legal, accounting or other consultants or experts it deems necessary in the performance of its duties. The Board has determined that Mr. Pearce, a member of the Audit Committee, qualifies as an audit committee financial expert, and that each Audit Committee member is financially literate and independent, each as defined by the SEC's regulations and the NASDAQ's listing standards.

*Nominating Committee*

The function of the Nominating Committee is to provide assistance to the Board in the selection of candidates for election and re-election to the Board. The Nominating Committee utilizes a variety of methods for identifying and evaluating director candidates. Candidates may come to the attention of the Committee through current directors, members of management, shareholders or other persons. From time to time, the Nominating Committee may also engage a search firm to assist in identifying potential Board candidates, although no such firm was used to identify any of the nominees for director proposed for election at the Annual Meeting. Once the Nominating Committee has identified a prospective nominee, the Nominating Committee evaluates the prospective nominee against the standards and qualifications set out in the Nominating Committee's charter, including the individual's potential contributions in providing advice and guidance to the Board and management. The Nominating Committee seeks to identify nominees who possess a wide range of experience, skills, areas of expertise, knowledge and business judgment. The Nominating Committee evaluates all candidates for director, regardless of the person or firm recommending such candidate, on the basis of the length and quality of their business experience, the applicability of such candidate's experience to us and our business, the skills and perspectives such candidate would bring to the Board and the personality or fit of such candidate with existing members of the Board and management. Successful nominees must have a history of superior performance or accomplishments in their professional undertakings and should have the highest personal and professional ethics and values.

The Nominating Committee seeks to create a Board that is strong in its collective knowledge and has a diversity of not only skills and experience, but also diversity in gender, culture and geography, in light of the entire Board's current composition and range of diversity. The Nominating Committee assesses the effectiveness of its diversity policies by annually reviewing the nominees for director to the Board to determine if such nominees satisfy the Company's then-current needs.



***Compensation Committee***

The function of the Compensation Committee is to assist the Board by (i) considering and determining all matters relating to the compensation of our Chairman, President and Chief Executive Officer and our other executive officers, including the named executive officers; (ii) administering and functioning as the committee that is authorized to grant stock options, restricted stock and other equity awards to executive officers and such other key executives and employees as the Compensation Committee shall determine under our 2001 Stock Incentive Plan, as amended (the Stock Incentive Plan ); and (iii) reviewing and reporting to the Board on such other matters as may be appropriately delegated by the Board for the Compensation Committee's consideration.

From time to time, the Compensation Committee may determine to engage an independent compensation consultant to assist it in reviewing the current compensation levels for our Chairman, President and CEO or other executive officers (including our named executive officers). Prior to the beginning of fiscal 2010, the Compensation Committee engaged Radford Consulting, a separate business unit of Aon Consulting and a separate division of Aon Corporation ( Radford ), as its independent compensation consultant. Radford was initially retained by the Compensation Committee in part in contemplation of the acquisition of Justice. Management did not specifically recommend Radford. Radford has met regularly with the Compensation Committee and provided it with advice regarding the design and implementation of our executive compensation program. In particular, Radford:

- analyzed competitive compensation levels for our executive officers;

- conducted studies and made recommendations regarding executive compensation, including with regard to the integration of the compensation programs covering Dressbarn, Maurices and Justice, and changes to the Company's bonus and long-term incentive programs;

- provided market data, performed benchmarking and developed a new peer group;

- advised the Compensation Committee as to best practices; and



assisted in the preparation of our compensation-related disclosure included in this proxy statement/prospectus.

The results of this analysis form the general basis of our Chairman's and President and CEO's compensation in fiscal 2010.

In providing its services to the Compensation Committee, with the Compensation Committee's knowledge, Radford contacted the Company's management from time to time to obtain data and other information from the Company and worked together with management in the development of proposals and alternatives for the Compensation Committee to review and consider.

The Compensation Committee intends to regularly evaluate the nature and scope of the services provided by Radford. The Compensation Committee approved the fiscal 2010 executive compensation consulting services described above. In order to ensure that Radford is independent, Radford is only engaged by, takes direction from, and reports to, the Compensation Committee and, accordingly, only the Compensation Committee has the right to terminate or replace Radford at any time.

**How many times did each standing committee meet in fiscal 2010?**

During fiscal 2010, the Audit Committee met seven times, the Compensation Committee met seven times and the Nominating Committee met one time.

**What is the Board's role in the risk oversight process?**

The positions of Chairman of the Board and Chief Executive Officer are presently separated and have historically been separated at the Company. We believe that separating these positions allows our Chief Executive Officer to focus on our day-to-day business, while allowing the Chairman of the Board to lead the Board in its fundamental role of providing advice to and oversight of

management. Our Board recognizes the time, effort and energy that the Chief Executive Officer is required to devote to his position in the current business environment, as well as the commitment required by our Chairman, particularly as the oversight responsibilities continue to grow. Our Board believes that having separate positions is the appropriate leadership structure for us at this time and demonstrates our commitment to good corporate governance.

The Board exercises its oversight of the Company's risks through regular reports to the Board from David Jaffe, in his role as Chief Executive Officer, and other members of senior management on areas of material risk, actions and strategies to mitigate those risks and the effectiveness of those actions and strategies. The Board also administers its risk oversight function through its Audit and Compensation Committees.

The Audit Committee discusses with management the Company's policies with respect to risk assessment and risk management, including the Company's major financial risk exposures and the steps management has taken to monitor and control those risks. Members of senior management with responsibility for oversight of particular risks report to the Audit Committee periodically throughout the year. The Company's chief internal audit executive annually prepares a comprehensive risk assessment report which identifies the material business risks (including strategic, operational, financial reporting and compliance risks) for the Company as a whole, as well as for each business unit, and identifies the controls that address and mitigate those risks. The chief internal audit executive reviews that report with the Audit Committee each year. The Audit Committee reports to the full Board annually, or more frequently as required, on its review of the Company's risk management.

#### **How does the Board evaluate director candidates recommended by shareholders?**

The Nominating Committee does not evaluate shareholder nominees differently than any other nominee. Pursuant to policies set forth in our Nominating Committee Charter, our Nominating Committee will consider shareholder nominations for directors if we receive timely written notice, in proper form, of the intent to make a nomination at a meeting of shareholders. To be timely for the 2011 annual meeting, the notice must be received within the time frame discussed above under the heading "How do shareholders submit proposals for the Company's 2011 Annual Meeting of Shareholders?" To be in proper form, the notice must, among other things, include each nominee's written consent to serve as a director if elected, the number of shares held of record and beneficially owned by the nominee, and any other information relating to the nominee that is required to be disclosed in solicitations of proxies for the election of directors, or is otherwise required pursuant to Regulation 14A under the Exchange Act.

#### **How are directors compensated?**

##### *Cash Compensation*

The annual fee we pay our directors who are not also officers or consultants of the Company is \$35,000. In addition, such directors are also paid \$1,000 per regular Board meeting attended in person. No payments are made to directors who participate in telephonic board meetings. There were four in-person board meetings in fiscal 2010. The annual fee we pay each member of the Audit Committee is \$6,000, the Compensation Committee is \$4,000 and the Nominating Committee is \$1,000. The annual fee paid to the Chair of the Audit Committee is \$5,000, and the annual fee paid to the Chair of the Compensation Committee is \$2,500. Mr. Eppler, who serves as Board secretary and attends meetings of the standing committees, receives an additional \$1,000 for each committee meeting that he attends and for which he serves as secretary.

##### *Equity Compensation*

Currently, all directors (except for David R. Jaffe and Michael W. Rayden) are eligible to receive options to purchase 5,000 shares of our common stock annually.



Options granted to our non-employee directors generally vest in approximately equal one-third increments on an annual basis from the date of grant. Consistent with the vesting schedule generally applicable to our employees, options granted to Elliot S. Jaffe generally vest 25% per year on each of the first four anniversaries of the date of grant. However, if a non-employee director that has served on the Board for at least three years ceases to be a member of the Board for any reason (other than for Cause, as defined under the Stock Incentive Plan), then all of such director's unvested stock options (granted on or after September 18, 2008) will immediately vest and remain exercisable for a period of six months following termination of such directorship, provided that no option will be exercisable for a period longer than the original term of that option. A former director will not be deemed to have terminated his or her directorship so long as he or she remains a consultant to the Company. Notwithstanding the foregoing, if a non-employee director receives a grant of stock options and is nominated for re-election to the Board at a meeting of shareholders to be held within six months after the date of the grant, such option grant shall terminate and shall not become vested if such director either (a) is no longer serving on the Board on the date of such meeting of shareholders; or (b) is not re-elected to the Board at such meeting of shareholders, or any adjournment thereof.

Cause, as defined under the Stock Incentive Plan, means, with respect to a participant's termination of service, any of the following: (i) willful malfeasance, willful misconduct or gross negligence by the participant (including, in each case, a non-employee director) in connection with his or her duties; (ii) continuing refusal by the participant to perform his or her duties under any lawful direction of the Board after notice of any such refusal to perform such duties or direction was given to the participant; (iii) any willful and material breach of fiduciary duty owing to the Company or its affiliates by the participant; (iv) the participant's conviction of a felony or any other crime resulting in pecuniary loss to the Company or its affiliates (including, but not limited to, theft, embezzlement or fraud) or involving moral turpitude; or (v) the participant's habitual drunkenness or narcotics addiction. If shareholders approve the amendment and restatement of the Stock Incentive Plan, then with respect to grants made on or after December 8, 2010, item (v) will be modified to be the participant's on duty intoxication or confirmed positive illegal drug test result.

Our President and Chief Executive Officer, our Chairman of the Board and Michael W. Rayden are executive officers of the Company and do not receive any cash compensation for their services as directors. Compensation paid to these individuals for their services as executive officers during fiscal 2010 is reflected in the Summary Compensation Table below. As noted above under Equity Compensation, our Chairman, Elliot S. Jaffe, is eligible to receive annually options to purchase 5,000 shares of common stock in connection with his service as a director.

**FISCAL 2010 DIRECTOR COMPENSATION TABLE**

The following table provides each element of non-employee director compensation for fiscal 2010.

<b>Name</b>	<b>Fees Earned or Paid in Cash (\$)</b>	<b>Option Awards (\$) (1)</b>	<b>All Other Compensation (\$)</b>	<b>Total (\$)</b>
Kate Buggeln	\$ 44,000	\$ 36,400		\$ 80,400
Klaus Eppler	43,000	36,400		79,400
Randy L. Pearce	49,000	36,400		85,400
John Usdan	47,500	36,400		83,900

(1) Reflects the aggregate grant date fair value calculation in accordance with ASC Topic 718. Assumptions used in the valuation of equity based awards are discussed in Stock Options and Restricted Stock in Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the fiscal year ended July 31, 2010.

As of July 31, 2010, the aggregate number of vested and unvested stock options held by each non-employee director was:

<b>Name</b>	<b>Number of Vested Options</b>	<b>Number of Unvested Options</b>
Kate Buggeln	20,000	15,001
Klaus Eppler	31,665	15,001
Randy L. Pearce	19,999	11,667
John Usdan	20,133	11,667

**Do you have a written Code of Ethics?**

Yes, our Board has adopted a Code of Ethics for Senior Financial Officers, which can be viewed at [www.dressbarn.com](http://www.dressbarn.com). This code complies with the requirements of the Sarbanes-Oxley Act of 2002 pertaining to codes of ethics for chief executives and senior financial and accounting officers. If we amend or waive a provision of our Code of Ethics for Senior Financial Officers that applies to our principal executive officer, principal financial officer or controller, we will post such information at this location on our website. Paper copies of the code of ethics will be provided to any shareholder upon request.

**Do you have a Whistleblower Policy?**

Yes, as required by the Sarbanes-Oxley Act of 2002, we have established a confidential hotline for associates to call with any information regarding concerns about accounting or auditing matters. All calls are referred to the Chairman of the Audit Committee of the Board. Our Whistleblower Policy can be viewed on our website at [www.dressbarn.com](http://www.dressbarn.com).

**How can I communicate with members of the Board?**

You may contact any member of the Board as follows:

Write to our Board at:

Dress Barn's Board of Directors  
 c/o Chair of the Audit Committee  
 The Dress Barn, Inc.  
 30 Dunnigan Drive  
 Suffern, New York 10901

To the extent reasonably practical under the circumstances, all such communications are treated confidentially and you can remain anonymous when communicating your concerns.

**When do your fiscal years end?**

Our fiscal years end on the last Saturday in July. References in this proxy statement to a fiscal year are to the calendar year in which the fiscal year ends. For example, the fiscal year ended July 31, 2010 is referred to as fiscal 2010.

**PROPOSAL TWO**

**ELECTION OF DIRECTORS**

Our amended and restated certificate of incorporation provides for a classified Board divided into three classes, each with a staggered three-year term of office and each class of directors as nearly equal in number as possible. At the Annual Meeting, two directors are to be elected for three-year terms. On the recommendation of the Nominating Committee, the Board has nominated Elliot S. Jaffe and Michael W. Rayden, current directors whose terms of office expire at the Annual Meeting, for election for three-year terms expiring at the 2013 Annual Meeting of Shareholders. Each nominee has indicated that he will serve if elected. We do not anticipate that either Board nominee will be unable or unwilling to stand for election, but should either such nominee be unavailable for election for any reason, your proxy, to the extent permitted by applicable law, may be voted with discretionary authority in connection with the nomination by the Board and the election of any substitute nominee.

Directors will be elected by a plurality of the votes cast at the Annual Meeting. This means that the two nominees with the most votes for election for the three-year terms will be elected. We will count only votes cast for a nominee, except that a shareholder's proxy will be voted FOR the two nominees described in this Proxy Statement unless the shareholder instructs the proxy holders to the contrary in his or her proxy.

**THE BOARD UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE FOR THE ELECTION OF THE NOMINEES LISTED BELOW TO SERVE AS DIRECTORS.**

**Information about Director Nominees**

Following is information regarding the nominees and the other continuing directors.

**Nominees for Election as Directors for Three-Year Terms Expiring in 2013**

<b>Name of Director and Age</b>	<b>Director Since</b>
Elliot S. Jaffe, 84	1966
Michael W. Rayden, 62	2009

ELLIOT S. JAFFE, Chairman of the Board and a founder of our Company, was Chief Executive Officer from the founding of our Company in 1962 until 2002. Mr. Jaffe is the spouse of Roslyn S. Jaffe, a founder and Director Emeritus of our Company, and they are the parents of David R. Jaffe, a director and CEO, Elise Jaffe, a non-executive officer and a more than 5% shareholder, and Richard Jaffe, a more than 5% shareholder. Mr. Jaffe's qualifications to sit on our Board include his over 50 years experience in the apparel industry and broad knowledge of our business, including as our founder, as our Chairman for 44 years, and as our Chief Executive Officer for 40 years.

MICHAEL W. RAYDEN, is the Chief Executive Officer of Tween Brands, Inc. Prior to the acquisition by the Company on November 25, 2009, Mr. Rayden served as Chief Executive Officer of Tween Brands, Inc. since March 1996 and was elected Chairman of the Board of Tween Brands, Inc. in August 1999. Mr. Rayden also served as the President of Tween Brands, Inc. from March 1996 until January 2007. Before joining Tween Brands, Inc., he served as President, Chief Executive Officer and Chairman of the Board of Pacific Sunwear of California, Inc. from 1990 to 1996, President and Chief Executive Officer of The Stride Rite Corporation from 1987 to 1989 and President and Chief Executive Officer of Eddie Bauer Inc. from 1984 to 1987. Pursuant to the terms of the Merger Agreement pursuant to which we acquired Tween Brands, Inc. and a letter agreement entered into in connection therewith (the Letter Agreement), upon consummation of the acquisition on November 25, 2009, Mr. Rayden was appointed by the Board to fill the vacancy in the class of directors with a term expiring in 2010. The Letter Agreement provides that for

at least one additional term ending no earlier than 2012, so long as he shall continue to be employed by us, the Board is required to nominate Mr. Rayden for re-election to the Board at the expiration of each term of service as a director. Mr. Rayden's extensive experience as the Chief Executive Officer of multi-divisional retailers, and his experience having served on the boards of directors of retailers, strengthens the Board's collective qualifications, skills and experience.



**Directors with Terms Expiring in 2011**

<b>Name of Nominee and Age</b>	<b>Director Since</b>
David R. Jaffe, 51	2001
Klaus Eppler, 80	1993
Kate Buggeln, 49	2004

DAVID R. JAFFE has been our President and Chief Executive Officer ( CEO ) since 2002. Previously, he had been Vice Chairman and Chief Operating Officer since 2001. Mr. Jaffe joined our Company in 1992 as Vice President, Business Development and became Senior Vice President in 1995, Executive Vice President in 1996 and Vice Chairman in 2001. He is the son of Elliot S. and Roslyn S. Jaffe. Elliot S. Jaffe is Chairman of the Board and an executive officer. Roslyn S. Jaffe is a founder and Director Emeritus. David R. Jaffe is the brother of Elise Jaffe, a non-executive officer and a more than 5% shareholder, and Richard Jaffe, a more than 5% shareholder. The Board selected Mr. Jaffe to serve as a director based on his extensive retail and financial background.

KLAUS EPPLER is a pensioned partner in the law firm of Proskauer Rose LLP. He was an equity partner of Proskauer Rose LLP from 1965 to 2001. Mr. Eppler is also a director of Bed Bath & Beyond Inc. As a result of these and other professional experiences, Mr. Eppler possesses particular knowledge and experience in securities law, corporate governance and the retail industry, each of which strengthen the Board's collective qualifications, skills and experience.

KATE BUGGELN is on the Governing Board of the Business Council for Peace. Ms. Buggeln has provided business strategy and brand management consulting services for the past five years. Ms. Buggeln was Senior Vice President, Strategic Planning and Business Development for Coach, Inc. from 2001 to 2004. Ms. Buggeln is also a director of VS Holdings, Inc., the parent company of The Vitamin Shoppe, Inc. The Board selected Ms. Buggeln to serve as a director based on her strong background in strategic planning, marketing and new business development.

**Director with Terms Expiring in 2012**

<b>Name of Director and Age</b>	<b>Director Since</b>
John Usdan, 52	2002
Randy L. Pearce, 55	2005

JOHN USDAN has, since 1981, been President of Midwood Management Corporation, a company specializing in real estate ownership, development and management. The Board selected Mr. Usdan to serve as a director because of his strong background in real estate and strategic planning.

RANDY L. PEARCE has been the Senior Executive Vice President and Chief Financial and Administrative Officer of Regis Corporation, an owner, operator and franchisor of hair and retail product salons, since 1998, and has held various executive positions at Regis Corporation since 1985. The Board selected Mr. Pearce to serve as a director based on his extensive financial background in auditing and in internal controls over financial reporting of large publicly held retail companies.

**Compensation Committee Interlocks and Insider Participation**

None of the members of the Compensation Committee was an officer or employee of our Company during fiscal 2010. No executive officer of the Company served during fiscal 2010 as a director or member of a compensation

committee of any entity one of whose executive officers served on the Board or the Compensation Committee of the Company.

**Independence Determinations**

Our Board has determined that a majority of the Board and all members of the standing committees are independent pursuant to applicable SEC and NASDAQ rules, and, in addition, in the case of the Compensation Committee, pursuant to applicable tax rules. Our independent directors include Kate Buggeln, Klaus Eppler, Randy L. Pearce and John Usdan.

## EXECUTIVE COMPENSATION

### COMPENSATION DISCUSSION AND ANALYSIS

#### Overview

This Compensation Discussion and Analysis describes the compensation philosophy, objectives, policies and practices with respect to our named executive officers (the NEOs). The NEOs for the fiscal year ended July 31, 2010 (which we refer to below as fiscal 2010) are David R. Jaffe, the President and CEO, Elliot S. Jaffe, the Chairman of the Board, Armand Correia, the Executive Vice President and Chief Financial Officer, Michael W. Rayden, the CEO of Tween Brands (which we refer to below as Justice), and Gene Wexler, the Senior Vice President and General Counsel.

#### *Role of Our Compensation Committee*

Our Compensation Committee (the Compensation Committee) reviews and approves salaries and other compensation of the Chairman of the Board and all senior executives of the Company (including the NEOs), and its dressbarn, maurices and Justice brands. Our Compensation Committee also administers the Stock Incentive Plan, and establishes and reviews the achievement of performance goals and other matters relating to the Company's other annual and long-term bonus and incentive plans for senior executives (including the NEOs), including under the Company's Executive 162(m) Bonus Plan (referred to as the 162(m) Plan) and Management Incentive Plan (referred to as the MIP) (as discussed in more detail below).

#### *Role of Chief Executive Officer in Compensation Decisions*

David R. Jaffe, our President and CEO, annually reviews the performance of each NEO with the Compensation Committee and makes recommendations with respect to each key element of executive compensation for each NEO (excluding himself and our Chairman), as well as senior executives from all of our brands. Generally, the Compensation Committee Chair works with our President and CEO in establishing the agenda for Compensation Committee meetings and our President and CEO typically attends meetings to address recommendations on executive compensation, other than with respect to portions of meetings concerning his own compensation. Management also prepares and submits information during the course of the year for the consideration of the Compensation Committee, such as information relevant to annual, semi-annual and long-term performance measures and proposed financial targets and proposed recommendations for salary increases and proposed equity award allocations. Based in part on these recommendations and other considerations discussed below, the Compensation Committee reviews and approves the annual compensation package of our NEOs.

#### *Setting the Compensation of our President and Chief Executive Officer*

The Compensation Committee sets the compensation of our President and CEO based on the objectives, philosophy and methodology described below. As part of this process, the Compensation Committee reviews and approves the Company's goals and objectives relevant to our President and CEO's compensation, including his annual, semi-annual and long-term compensation opportunities, and evaluates his performance in light of those goals and objectives at least twice per year. The semi-annual review of our President and CEO's performance is conducted by the Compensation Committee.

#### *No Delegation of Authority*

The Compensation Committee does not delegate any authority for awards to NEOs or any other officers.

## **Compensation Program Objectives and Philosophy**

The overall objective of our executive compensation program is to attract highly skilled, performance-oriented executives and to motivate them to achieve outstanding results through appropriate incentives. We focus on the following core principles in structuring an effective compensation program that meets our stated objectives:

### ***Total Compensation***

Our compensation philosophy focuses on each executive's total compensation. Total compensation includes a base salary, semi-annual incentive bonuses, long-term incentive compensation (generally consisting of stock options and restricted stock) and various employee benefits. At the beginning of fiscal 2010, the Compensation Committee reviewed the structure of our annual incentive program and decided to utilize semi-annual performance periods for our bonus programs to reflect the fall and spring seasons and more directly incentivize our executives. In addition, following the acquisition of Justice, the Compensation Committee did a comparative analysis of the compensation structures of Justice, Dressbarn and Maurices for purposes of cross-brand equalization and to formalize the Company's severance pay practices which resulted in the implementation of an executive severance program for certain executives of the Company, including two of the NEOs.

### ***Performance of Company and our Stock Price***

We endeavor to align executive compensation with the achievement of operational and financial results and increases in shareholder value. Our compensation program includes significant performance-based remuneration and is designed to ensure that our executives have a larger portion of their total compensation at risk based on Company performance than we believe is generally the case with specialty retailers. We believe this feature creates a meaningful incentive for outstanding performance and an effective retention tool. Two of the elements (the semi-annual incentive bonuses and long-term performance-based incentive compensation) are entirely at risk based on performance and will not be earned if the threshold performance goals are not achieved. However, as described in greater detail below under Risk Mitigation, these incentives are designed in a manner that does not encourage excessive risk taking.

Generally, performance below threshold levels results in no awards of compensation other than base salary and an annual grant of non-qualified stock options.

Our executive compensation program also features substantial stock-related components, including time-vesting stock options and long-term performance-based incentive compensation that for awards granted with respect to cycles beginning prior to fiscal 2011 are settled in time-vesting restricted stock (as well as the limited use of special grants of time-vesting restricted stock). The value of both the stock options and the restricted stock depends on our stock price. Because stock options and restricted stock vest over a period of years, and long-term performance-based incentive compensation awards are awarded based on the achievement of Company financial metrics over a three-year performance period, the value of these components of compensation to our executives is dependent on the performance of our stock price over a period of several years. This aligns the interests of our executives with the long-term interests of our shareholders. Because of this long-term alignment of interests, we do not have either minimum stock ownership guidelines or stock sale guidelines for our executives.

### ***Role of Compensation Consultants***

The Compensation Committee engages an outside compensation consultant, Radford, to provide advice regarding our executive compensation program, which includes, among other things: (i) reviewing and making recommendations concerning our executive compensation program; (ii) providing market data and performing benchmarking; and (iii) advising the Compensation Committee as to best practices. For more information about the Compensation Committee's engagement of Radford, please see the section above entitled Questions and Answers About our



Board and Corporate Governance Matters What are the Functions of the Standing Committees Compensation Committee.

### **Compensation Benchmarking**

Each year, we seek to target salary compensation for our NEOs (excluding our Chairman) at approximately the 50th percentile of our peer group. For Mr. Rayden, however, his base salary reflects a higher percentile as we continued the practice that was in place prior to the Company's acquisition of Justice.

The Compensation Committee reviews and approves the recommended peer group changes as necessary. With respect to the salaries of our NEOs (other than our Chairman), the Compensation Committee reviews the annual salary studies published by the National Retail Federation. Although it considered industry-based compensation studies and data in order to obtain a general understanding of current compensation practices, the substantial part of the Compensation Committee's work and compensation decisions have been based on internal discussions and conclusions regarding what compensation levels would produce a competitive compensation package while also providing the requisite performance incentives to drive Company financial and strategic performance.

For fiscal 2010, Radford proposed, and the Compensation Committee reviewed and approved, a new peer group for the purpose of benchmarking certain forms of compensation and reviewing appropriate maximum limitations to the 162(m) Plan. The new peer group was selected to reflect, as accurately as possible, both the market for talent and business performance in which we compete. 16 peer companies were selected generally based on the following criteria (with a few exceptions of larger and smaller companies):

Industry: All companies selected are primarily, if not solely, clothing retailers. Companies that are primarily manufacturing or general retailers were excluded.

Size: The companies selected were roughly one-half to twice the size of the Company in terms of revenue (which is consistent with the approach taken in selecting prior peer groups) and

number of  
employees.

Structure: In  
general,  
multi-divisional  
companies were  
selected to  
capture the  
anticipated  
growing  
complexity of  
the Company's  
business  
structure.

The fiscal 2010 peer companies were: Abercrombie & Fitch Co. (ANF); Aéropostale, Inc. (ARO); American Eagle Outfitters, Inc. (AEO); AnnTaylor Stores Corporation (ANN); Charming Shoppes, Inc. (CHRS); Chico's FAS, Inc. (CHS); Coldwater Creek Inc. (CWTR); The Gymboree Corporation (GYMB); Hot Topic, Inc. (HOTT); J. Crew Group, Inc. (JCG); Pacific Sunwear of California, Inc. (PSUN); Stage Stores, Inc. (SSI); Stein Mart, Inc. (SMRT); The Children's Place Retail Stores, Inc. (PLCE); The Men's Wearhouse, Inc. (MW); and Urban Outfitters, Inc. (URBN).

While not part of the peer group, other companies, such as Limited Brands, Inc., were also used for comparison purposes with respect to certain aspects of our executive compensation program.

### **Compensation Program Elements**

Our philosophy serves to cultivate a pay-for-performance environment. Our executive compensation program design has five key elements:

Base Salary

Semi-Annual  
Incentive Bonuses

Non-Qualified  
Stock Options

Long-Term  
Incentives, which  
include Long Term  
Incentive Plans  
( LTIPs ), which  
consists of  
performance based  
awards that are  
paid in restricted  
stock and, solely  
with respect to Mr.  
Rayden, a Long

Term Incentive  
Bonus, payable in  
performance-based  
cash compensation

Severance  
Protection Benefits



Historically, we have not considered change in control payments to be a key element of executive compensation for our NEOs. Prior to fiscal 2010, except for Mr. David Jaffe who is entitled to change in control severance benefits under his employment agreement, our NEOs, including our Chairman, did not have specific change in control severance protections. However, Mr. Rayden and several other senior Justice executives were entitled to change in control benefits under their executive agreements which remained in effect following the Company's acquisition of Justice. As discussed below, as part of our overall plan to equalize executive pay through all of our brands and to provide customary change in control protections to our NEOs (other than our Chairman), during fiscal 2010 the Company adopted the Executive Severance Plan that included enhanced change in control severance benefits for Messrs. Correia and Wexler. For a description of all such arrangements, see *Potential Payments Upon Termination or Change in Control* below.

We do not consider employee benefits or perquisites to be a key element of executive compensation for our NEOs, however certain perquisites to which Mr. Rayden was entitled pursuant to his employment arrangement with Justice prior to its acquisition by the Company were preserved by the Company, as described below under *Executive Perquisites*. For a description of perquisites received by our NEOs in fiscal 2010, see the details of the amounts included in the *All Other Compensation* column of the Summary Compensation Table below.

We allocate compensation between short-term and long-term components and between cash and equity in order to maximize executive performance and retention. Long-term compensation and equity awards comprise an increasingly larger proportion of total compensation as position level increases as we believe that these elements of compensation more closely align management's interests with our financial performance and with our shareholders' interests.

### ***Base Salary***

Base salary represents the annual salary paid to each executive. For salaries for our NEOs (excluding Messrs. Elliot Jaffe and Rayden) we seek to target approximately the 50th percentile of our peer group. To honor Mr. Rayden's contractual entitlements and recognize Justice's strong performance up to and following the acquisition, Mr. Rayden's annual salary remains at a higher percentile than the other NEOs, which is at approximately the 70th percentile based on the Company's peer group. We do not benchmark base salary for our Chairman, who is entitled to a cost of living increase to his salary each year pursuant to his employment agreement with the Company. We review base salaries in the first quarter of each new fiscal year (*i.e.*, the fiscal year which follows the completed fiscal year for which executive compensation is described in this proxy statement/prospectus) and increases, where applicable, are typically effective on or about October 1 of the new fiscal year.

For fiscal 2010, Mr. David Jaffe's salary was increased from \$850,000 to \$950,000 to reflect his additional responsibilities due to the acquisition of Justice, to move his salary closer to the 50th percentile of the chief executive officers in our peer group, and to provide a make-up for the elimination of certain perquisites. For fiscal 2010, Mr. Correia's salary was increased from \$320,000 to \$410,000 and Mr. Wexler's salary was increased from \$270,000 to \$340,000. The increases for Messrs. Correia and Wexler were adopted in order to move their salaries closer to the 50th percentile target of our peer group established in fiscal 2010, to reflect a 2% merit increase and the elimination of certain perquisites and to compensate them for additional responsibilities due to the acquisition of Justice. Mr. Elliot Jaffe did not receive a salary increase for fiscal 2010, accordingly, his fiscal 2010 salary was \$377,100. Mr. Rayden's fiscal 2010 salary was \$1,050,000, which is consistent with his prior salary.

### ***Incentive Bonus Plans***

The Compensation Committee believes that a substantial percentage of each executive officer's annual compensation should tie directly to the financial performance of the Company as well as to the executive's own individual performance. For fiscal 2010, our NEOs participated in the following incentive bonus plans: (i) Mr. David Jaffe participated in the 162(m) Plan and (ii) Messrs. Correia and Wexler participated in the MIP. In addition, from November 25, 2009 through January 30, 2010



(the end of the Justice 2010 fall season), Mr. Rayden continued to participate in the Justice Incentive Compensation Bonus Plan (the Justice IC Plan), and commencing with the Company's 2010 spring season (January 24, 2010 through July 31, 2010), he participated in the 162(m) Plan. Mr. Elliot Jaffe does not participate in any of the incentive bonus plans.

We structure the Company's incentive bonus plans to encourage the achievement of above-market annual performance targets and to recognize annual Company performance. The incentive bonus plans help to focus our NEOs on key annual objectives and business drivers, which we believe will support growth of Company EBITDA (EBITDA represents Earnings before Interest, Taxes, Depreciation and Amortization), improvement in overall operations and increases in shareholder value.

Commencing with fiscal 2010, we have modified the MIP and the 162(m) Plan to provide for semi-annual goals and payouts based on 6-month performance periods for the fall and spring seasons rather than annual goals and payouts. The purpose of this change was to allow for a mid-year reevaluation of performance targets and provide an incentive for our employees to focus on meeting goals in the second half of the fiscal year when first half results are not favorable. For fiscal 2010, the fall season was from July 26, 2009 through January 23, 2010 and the spring season was from January 24, 2010 through July 31, 2010.

We establish the target amount of an NEO's incentive bonus as a percentage of base salary for the performance period based on the NEO's position level. This approach places a proportionately larger percentage of total annual pay at risk based on Company performance for our NEOs relative to position level. For fiscal 2010, the target award opportunity for our NEOs (excluding the Chairman) was as follows: Mr. David Jaffe 100% of base salary; Mr. Rayden 120% of base salary (reflecting his preexisting contractual rights with Justice); Mr. Correia 75% of base salary; and Mr. Wexler 60% of base salary. Higher and lower percentages of base salary may be earned if minimum performance levels or performance levels above target are achieved. Commencing with fiscal 2010, the Compensation Committee decided to increase the maximum bonus opportunity under the 162(m) Plan and the MIP from 100% of base salary to 200% of base salary to better align our incentive bonus plans with those maintained by our competitors which typically provide for increased payouts for outstanding performance.

#### *Management Incentive Plan*

Messrs. Correia and Wexler participated in the MIP for both the fiscal 2010 fall and spring seasons.

Full Year Goals for Fiscal 2010 The performance goals for the full fiscal 2010 year and the percentage of the fiscal 2010 target award opportunity subject to the achievement of each goal were as follows:

40%  
based on  
divisional  
goals  
(20% per  
season),  
as  
follows:

30% based  
on division  
EBITDA  
dollars  
(15% per

season)

10% based  
on  
divisional  
EBITDA  
as a  
percentage  
of sales  
(5% per  
season)

20%  
based on  
Company  
goals  
(10% per  
season),  
as  
follows:

15% based  
on  
Company  
EBITDA  
dollars  
(7.5% per  
season)

5% based  
on  
Company  
EBITDA  
as a  
percentage  
of sales  
(2.5% per  
season)

40%  
based on  
personal  
goals for  
the full  
fiscal  
year

Fiscal 2010 Fall Season Financial Goals The financial performance goals for Messrs. Correia and Wexler for the fiscal 2010 fall season and the percentage of the fiscal 2010 target award opportunity subject to the achievement of each goal were as follows:

15% on the achievement by the dressbarn division of target EBITDA of \$26,116,000

5% on the achievement by the dressbarn division of a target of EBITDA as 5.95% of sales

10% based on Company financial goals, as follows:

7.5% on the achievement by the Company of target EBITDA dollars of \$62,090,000

2.5% on the achievement by the Company of a target of EBITDA as 8.35% of sales

**Fiscal 2010 Spring Season Financial Goals** The financial performance goals for Messrs. Correia and Wexler for the fiscal 2010 spring season and the percentage of the fiscal 2010 target award opportunity subject to the achievement of each goal were as follows:

The fiscal 2010 personal goals for Mr. Correia were generally based on corporate governance compliance and increasing profitability, sales and productivity. The fiscal 2010 personal goals for Mr. Wexler were generally based on overseeing our legal department, legal compliance, reviewing and negotiating contracts, the closing of our acquisition of Tween Brands, protection of our data and intellectual property rights, assisting with special projects and advising our CEO and Chief Financial Officer on legal issues affecting our business.

The target bonus percentages under the MIP increase with position level. For Mr. Correia, who is an Executive Vice President, his target bonus award for fiscal 2010 was 75% of his base salary. For Mr. Wexler, who is a Senior Vice President, his target bonus award for fiscal 2010 was 60% of his base salary.

The level of achievement for the personal goals established under the MIP is determined by the Company's bonus review committee (which consists of certain members of senior management) based on a scale of 0 to 500 points. Participants in the MIP must achieve at least a minimum score of 300 points on their personal goals in order to be eligible for any payment under the MIP.

With respect to the Company and divisional goals, the amount of the payment with respect to each goal is based on the level of achievement of that goal, with a 50% of target payout if 85% of the goal is achieved, a 100% payout at 100% achievement, and 200% payout at 130% and above achievement, with intermediate target levels and interpolation between target levels. No payments are made on any of the EBITDA dollar goal if achievement is at less than 85% of the goal unless the Compensation Committee approves a discretionary award.

Any amounts earned for a season with respect to the division and Company goals were payable following the end of such season. Any amounts earned for the 2010 fiscal year with respect to the personal goals were payable at the end of the fiscal year. An NEO would not be entitled to fall season MIP payment if his employment was terminated for any reason prior to the earlier of the fall season MIP payment and April 30, 2010 and an NEO would not be entitled to a spring season MIP payment (including the payment for achievement of personal goals) if his employment terminated for any reason prior to the earlier of the spring season MIP payment and October 31, 2010.

The results under the MIP for fiscal 2010 were as follows:

<b>Fiscal 2010 Fall Season Performance Goals</b>	<b>Fiscal 2010 Fall Season Result</b>	<b>Percentage of Target Achieved</b>	<b>Payout Percentage</b>
Company EBITDA dollars	\$ 78,000,000	125.7 %	185.6 %
Company EBITDA as a percent of sales	10.04 %	120.3 %	167.5 %
dressbarn division EBITDA dollars	\$ 30,700,000	117.6 %	158.8 %

dressbarn division EBITDA as a percent of sales