

**Code of Ethics
for Principal Executive Officers
and Senior Financial Officers
of**

dELiA*s, Inc.

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Code of Ethics for Principal Executive Officers
and Senior Financial Officers

Scope

This Code of Ethics for the Principal Executive Officers and Senior Financial Officers (the “Code”) applies to certain employees of dELiA*s, Inc. (“dELiA*s”) and its subsidiaries, including without limitation, dELiA*s’ Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, principal accounting officer, controller and other persons performing similar functions who are designated by either the Board of Directors of dELiA*s, Inc. senior management from time-to-time (the “Senior Officers”).

Policy

dELiA*s is committed to conducting its business in compliance with applicable laws and regulations and in accordance with accepted standards of business conduct. dELiA*s strives to maintain an appropriate standard of accuracy, completeness and disclosure in its financial dealings, records and reports. These standards serve as the basis for managing dELiA*s’ business, for meeting dELiA*s’ duties to its shareholders and for maintaining compliance with financial reporting requirements.

Principles

The Senior Officers are expected to read, understand and comply with the following principles:

1. Act with honesty and integrity and in an ethical manner, avoiding actual or apparent conflicts of interest in personal and professional relationships.
2. Promptly disclose to dELiA*s, through the General Counsel, Chief Financial Officer or Audit Committee, any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest between personal and professional relationships.
3. Comply with rules and regulations of federal, state, provincial and local governments and other appropriate private and public regulatory agencies.
4. Act in good faith, with responsibility, due care, competence and diligence, without misrepresenting material facts or allowing independent judgment to be subordinated.
5. Respect the confidentiality of information acquired in the course of dELiA*s’ business, except when authorized or otherwise legally obligated to disclose such information, and not use confidential information acquired in the course of work for personal advantage.
6. Promote ethical behavior among constituents in the work environment.
7. Comply with generally accepted accounting standards and practices, rules, regulations and controls.

8. Ensure that accounting entries are promptly and accurately recorded and properly documented and that no accounting entry intentionally distorts or disguises the true nature of any business transaction.
9. Maintain books and records that fairly and accurately reflect dELiA*s' business transactions.
10. Sign only those documents believed by the Senior Officer to be accurate and truthful.
11. Prohibit the establishment of any undisclosed or unrecorded funds or assets for any purpose and provide for the proper and prompt recording of all disbursements of funds and all receipts.
12. Not knowingly be a party to any illegal activity or engage in acts that are discreditable to dELiA*s.
13. Report to dELiA*s, through the General Counsel, Chief Financial Officer or Audit Committee, any situation of which the Senior Officer becomes aware where the Code of Ethics, dELiA*s' standards or laws are being violated.

Those required to comply with this Code of Ethics understand that failure to comply with this Code of Ethics will not be tolerated by dELiA*s and that deviations therefrom or violations thereof may result in serious consequences, which may include, but may not be limited to, serious reprimand, dismissal or other legal actions.

The parties subject to this Code of Ethics will acknowledge in writing that they agree to comply with these requirements.

This Code of Ethics is intended to be a code of ethics that complies with Section 406 of the Sarbanes-Oxley Act of 2002 and Item 402 of Regulation S-K promulgated under the Securities Act of 1933, as amended.

Adopted: December 5, 2005

Signed and Acknowledged:

(sign)

(print name)

Date: _____

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