

MSC INDUSTRIAL DIRECT CO., INC.

AUDIT COMMITTEE CHARTER

(As amended, effective July 10, 2003)

Organization

This charter governs the operations of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of MSC Industrial Direct Co., Inc. (the “Company”). The Committee shall review this charter on an annual basis, update it as appropriate, and submit it for the approval of the Board when updated. The Committee shall include not less than three members of the Board and consist entirely of independent Directors of the Board. The Chairperson and other members of the Committee shall be appointed by the Board. Members of the Committee shall be considered independent as long as they do not accept any consulting, advisory or other compensatory fee from the Company and are not an affiliated person of the Company or its subsidiaries and meet the independence requirements of the New York Stock Exchange listing standards. All Committee members shall be financially literate and at least one member shall be a “financial expert”, as defined by SEC regulations.

The Committee shall meet at least four times a year, or more frequently as circumstances require. The Committee may ask members of management, the independent or internal auditors or others to attend the meetings and provide pertinent information as necessary. In addition, management and a representative of the independent auditors will meet in person or telephonically with at least the Chairman of the Committee to review the Company’s quarterly earnings in advance of each quarterly earnings release.

Purpose

The Committee shall provide assistance to the Board in fulfilling its oversight responsibility relating to the:

1. Preparation and integrity of the Company’s financial statements (including the financial reporting process and the system of internal accounting and financial controls)
2. Qualifications, independence and performance of, and the Company’s relationship with, its independent auditors
3. Performance of the Company’s internal audit function
4. Company’s compliance with its ethics policies and with legal and regulatory requirements

It is the responsibility of the Committee to maintain free and open communication between the Committee, the independent auditors, the internal auditors and management of the Company.

In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company and the authority to engage independent counsel, accounting and other advisers at the expense of the Company as it determines necessary to carry out its duties.

While the Committee has the responsibilities set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Management is responsible for the preparation, presentation and integrity of the Company's financial statements and for the appropriateness of the accounting principles and reporting policies used by the Company. The independent auditors are responsible for auditing the Company's annual financial statements and for reviewing the Company's unaudited interim financial statements. It is not the duty of the Committee to assure the Company's compliance with its codes of conduct and compliance programs. The primary responsibility for these matters is with the Company's management.

Responsibilities

In addition to the purposes set forth above, the following are the principal responsibilities of the Committee:

Independent Auditors' Qualifications and Independence

1. The Committee shall be directly responsible for the appointment and termination (subject, if applicable, to shareholder ratification), compensation and oversight of the work of the Company's independent auditors, including resolution of disagreements between management and the independent auditors regarding financial reporting. The Committee shall require the rotation of "audit partners" in accordance with applicable regulations under the securities laws. The Committee shall pre-approve all audit and non-audit services provided by the independent auditors and shall not engage the independent auditors to perform the specific non-audit services proscribed by law or regulation. The Committee may delegate pre-approval authority to the Chairman of the Committee in which case decisions taken are to be presented to the full Committee at its next meeting.
2. At least annually, the Committee shall obtain and review a report by the Company's independent auditors describing the independent auditor's internal quality control procedures and other matters required to be disclosed by the independent auditors.

3. The Committee shall set establish hiring policies for partners or employees or former partners or employees of the independent auditors that meet the SEC regulations and New York Stock Exchange listing standards. The Committee shall approve in advance the hiring of any such individual.

Reporting and Disclosure to the Board of Directors

4. The Committee shall discuss with the internal auditors and the independent auditors the overall scope and plans for their respective audits, including the adequacy of staffing and compensation or budgets. The Committee shall review the significant reports to management prepared by the internal auditors and management's responses to such reports.
5. The Committee shall discuss with management, the internal auditors and the independent auditors the adequacy and effectiveness of the accounting and financial controls, disclosure controls and procedures, and including the Company's policies to assess, monitor and manage business risk, and legal and ethical compliance programs.
6. The Committee shall meet periodically with management, the internal auditors and the independent auditors in separate executive sessions to discuss any matters that the Committee or these groups believe should be discussed privately with the Committee.
7. The Committee shall receive information from management and the independent auditors as to the critical accounting policies and practices of the Company and alternative treatments of financial information within generally accepted accounting principles that have been discussed with management and any major changes to the Company's accounting principles and practices.
8. The Committee shall review management's assertions on its assessment of the effectiveness of internal accounting controls as of the end of the most recent fiscal year and the independent auditors' report on management's assertions.
9. The Committee shall review with the independent auditors their reports on the annual and quarterly financial statements and all communications required of the independent auditors; and discuss with the independent auditors and management their assessment as to the quality and application of the Company's accounting principles, the reasonableness of significant judgments and the clarity of financial statement disclosures.
10. The Committee shall review with management prior to release the Company's periodic earnings press releases and financial information, annual and quarterly financial statements and reports and guidance provided to analysts and rating

agencies. The Committee may delegate responsibility for these reviews to a member of the Committee.

11. The Committee shall regularly report its actions to the Board with such recommendations as the Committee may deem appropriate. The Committee shall recommend to the Board that the audited financial statement be included in the Company's annual report on Form 10K for filing with the Securities and Exchange Commission.

Other Matters

12. The Committee shall review and approve the appointment and replacement of the senior internal auditing executive.
13. The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls and auditing matters including the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.
14. The Committee shall investigate and respond to any instances or allegations of inappropriate behavior by management concerning questions of compliance with securities laws or inquiries as may be reported by legal counsel.
15. The Committee will prepare its report to be included in the Company's annual proxy statement, as required by SEC regulations.

The Committee shall conduct an annual performance evaluation of the Committee.