

LINENS 'N THINGS, INC.

COMPENSATION COMMITTEE CHARTER

PURPOSE

The Compensation Committee is appointed by the Board of Directors of Linens 'n Things, Inc. to assist the Board with respect to the compensation of the Company's Chief Executive Officer ("CEO"), other senior management and its outside directors. The Committee has overall responsibility for evaluating and determining salary, incentive compensation and equity compensation for the CEO and the other senior management of Linens and for evaluating and recommending to the Board the compensation levels of non-employee directors of Linens.

COMMITTEE MEMBERSHIP

The members of the Committee shall be appointed and replaced by the Board. The Committee shall consist of no fewer than two members, all of whom shall meet the independence requirements of the New York Stock Exchange as well as the "non-employee director" standard of Rule 16b-3 of the Securities Exchange Act of 1934 and the "outside director" standard of Section 162(m) of the Internal Revenue Code. One of the members will be appointed chairperson of the Committee.

COMMITTEE AUTHORITY AND RESPONSIBILITY

1. The Committee shall have the sole authority to retain any compensation consultant to be used by the Committee to assist it in the evaluation of executive and outside director compensation levels, and the Committee shall have the sole authority to approve the consultant's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. The Committee shall review and approve the Company's goals and objectives relevant to the CEO's compensation, evaluate the CEO's performance in light of those goals and objectives, and shall determine the CEO's annual, short-term and long-term compensation.
3. The Committee shall regularly review and recommend to the full Board the compensation of non-employee directors for their service on the Board and on Committees of the Board, including any additional compensation for chairpersons.
4. The Committee shall review and, together with the recommendations of the CEO, shall approve and/or make recommendations to the Board with respect to the base salary and annual and long-term incentive compensation and equity-based compensation of other members of senior management.
5. The Committee shall administer the Company's equity plans for Company executives and employees.
6. The Committee shall produce a Compensation Committee Report on executive compensation to be included in the Company's annual proxy statement.

7. The Committee may when appropriate delegate authority to one or more members or to one or more subcommittees of its members established by the Committee.
8. The Committee shall make regular reports to the Board.
9. The Committee shall review and reassess the adequacy of this charter at least annually and recommend to the Board any proposed changes.
10. The Committee shall annually review and evaluate its own performance and report to the Board.