

**COLDWATER CREEK INC.**

**CHARTER OF THE EXECUTIVE COMMITTEE**

**Revised December 6, 2003**

**Purpose**

The purpose of the Executive Committee (the “Committee”) is to possess and exercise certain powers of the Board of Directors (the “Board”) of Coldwater Creek Inc. (the “Company”) during intervals between meetings of the full Board of Directors.

**Composition and Selection of Executive Committee**

The Committee shall consist of not less than two and no more than four voting members. At all meetings of the Committee, a quorum consists of at least one half of the members of the Committee. When the Chief Executive Officer (the “CEO”) of the Company is a member of the Board, the CEO shall also serve as a voting member of the Committee. Members of the Committee shall be members of the Board and shall be elected by the Board annually to serve on the Committee.

**Responsibilities and Duties**

The Committee shall possess and may exercise all the powers and authority of the Board in the management and affairs of the Board and the Company during intervals between meetings of the Board, and such other authority as may from time to time be lawfully delegated to the Committee by the Board. The power and authority of the Committee is subject to the provisions of applicable law and the Bylaws and Certificate of Incorporation of the Company.

All actions of the Committee shall be reported to the Board at the Board meeting next following such action, and shall be subject to revision and alteration by the Board, provided that no rights of third parties shall be affected by such revision or alteration.

\* \* \* \* \*