

LINENS 'N THINGS, INC.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

CHARTER

PURPOSE

The Corporate Governance and Nominating Committee is appointed by the Board of Directors of Linens 'n Things, Inc. (1) to assist the Board in identifying and screening individuals qualified to become new Board members and recommending to the Board candidates for election or appointment as director; (2) to evaluate on a regular basis and, as appropriate, recommend to the Board the adoption of and revisions to the Company's Corporate Governance Guidelines; and (3) to lead the Board in its annual performance review of the Board and management.

COMMITTEE MEMBERSHIP

The members of the Committee shall be appointed and replaced by the Board. The Committee shall consist of no less than three members, all of whom shall be independent and shall meet any applicable requirements established by the New York Stock Exchange. One of the members shall be appointed chairperson of the Committee.

COMMITTEE AUTHORITY AND RESPONSIBILITY

1. The Committee shall recommend the slate of director nominees for the annual meeting of shareholders.
2. The Committee shall develop and periodically review policies and procedures regarding the submission of director nominations to the Committee by shareholders.
3. The Committee shall identify and screen individuals qualified to become new Board members for recommendation to the Board. The Committee shall work with the Chairman of the Board and other Board members to determine the appropriate characteristics, skills and experience of new candidates to the Board. Each individual candidate shall be evaluated in the context of the Board as a whole.
4. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify or screen director candidates and to approve the search firm'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.
5. The Committee shall annually solicit comments from all directors concerning the Board's performance as a whole and shall report to the Board concerning the assessment of the Board's performance.
6. The Committee shall, in conjunction with the Board of Directors, adopt Corporate

Governance Guidelines for adoption and shall periodically review the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

7. The Committee may when appropriate delegate authority to one or more members or to one or more subcommittees established by the Committee.
8. The Committee shall make regular reports to the Board.
9. The Committee shall review this Charter annually and recommend any proposed changes to the Board for approval.
10. The Committee shall review its own performance annually and report to the Board.