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LINENS N THINGS INC  
Form 10-K  
March 28, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
FOR THE FISCAL YEAR ENDED DECEMBER 29, 2001

(NO FEE REQUIRED)

COMMISSION FILE NUMBER 1-12381

LINENS 'N THINGS, INC.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE  
(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)

22-3463939  
(I.R.S. EMPLOYER  
IDENTIFICATION NO.)

6 BRIGHTON ROAD  
CLIFTON, NEW JERSEY  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

07015  
(ZIP CODE)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (973) 778-1300

SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:

TITLE OF EACH CLASS	NAME OF EACH EXCHANGE ON WHICH REGISTERED
COMMON STOCK, \$0.01 PAR VALUE	NEW YORK STOCK EXCHANGE

SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT:

None

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES      X                                      NO

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. X

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The aggregate market value of voting stock held by non-affiliates of the Registrant on March 11, 2002, based on the closing sale price on the New York Stock Exchange on such date, was approximately \$1,247 million. The number of

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outstanding shares of the Registrant's common stock, \$0.01 par value, as of March 11, 2002 was 40,659,655.

## DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's Annual Report to Shareholders for the fiscal year ended December 29, 2001 are incorporated by reference into Part II, and portions of the Registrant's Proxy Statement for the 2002 Annual Meeting of Shareholders are incorporated by reference into Part III.

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## PART I

### ITEM 1. BUSINESS

#### GENERAL

Linens 'n Things, Inc., a Delaware corporation, and its subsidiaries ("Linens 'n Things" or the "Company") is one of the leading, national large format retailers of home textiles, housewares and home accessories operating 343 stores in 43 states and four Canadian provinces as of fiscal year end 2001. The Company's current store prototype is approximately 35,000 gross square feet in size and such stores are located in power strip centers and, to a lesser extent, in malls and as stand-alone stores. The Company's purpose is to make people's lives more enjoyable by making their homes more beautiful, comfortable, organized and efficient. The Company's business strategy is to offer a broad selection of high quality, brand name home furnishings merchandise at exceptional everyday values, provide superior guest service and maintain low operating costs.

Linens 'n Things' extensive selection of over 25,000 stock keeping units ("SKUs") in its superstores is driven by the Company's commitment to offering a broad and deep selection of high quality, brand name "linens" (E.G., bedding, towels and table linens) and "things" (E.G., housewares and home accessories) merchandise. Brand names sold by the Company include Wamsutta, Crosscill, Nautica, Waverly, Laura Ashley, Royal Velvet, Braun, Krups, All-Clad, Cuisinart, Calphalon and Henckels. The Company also sells an increasing amount of merchandise under its own private label, LNT Home (over 10% of sales), which is designed to supplement the Company's offering of brand name products by offering better quality merchandise at compelling prices. The Company's merchandise offering is coupled with a "won't be undersold" everyday low pricing strategy.

From its founding in 1975 through the late 1980's, the Company operated a chain of traditional stores ranging between 7,500 and 10,000 gross square feet in size. Beginning in 1990, the Company introduced its superstore format, which has evolved from 20,000 gross square feet in size to its current size ranging from 25,000 to 50,000 gross square feet. This superstore format offers a broad merchandise selection in a more visually appealing, guest friendly format. The Company's introduction of superstores has resulted in the closing or relocation of most of the Company's traditional stores through fiscal year end 2001. As a result of superstore openings and traditional store closings, the Company's gross square footage has increased from 2.9 million to 12.0 million over the last seven years. Meanwhile, the Company's store base increased from 145 to 343 during this period.

As part of this strategy, the Company instituted centralized management and operating programs and invested significant capital in its distribution and management information systems infrastructure in order to control operating expenses as the Company grows. In addition, as part of its strategic initiative to capitalize on customer demand for one-stop shopping destinations, the Company has balanced its merchandise mix from being driven primarily by the "linens" side of its business to a fuller selection of both "linens" and "things." The Company estimates that the "things" side of its business has increased from less than 10% of net sales in fiscal 1991 to over 40% in fiscal 2001.

The Company was a wholly owned subsidiary of CVS Corporation ("CVS"), formerly Melville Corporation, until November 26, 1996, when CVS completed an initial public offering ("IPO") of 13,000,000 shares of the Company's common stock, on a pre-split basis. Immediately subsequent to the IPO, CVS owned approximately 32.5% of the Company's common stock. During 1997, CVS sold substantially all of its remaining shares of the Company's common stock in a public offering. At December 31, 1997, CVS held no shares of the Company's common stock. Unless otherwise indicated, all share information is adjusted to reflect the Company's two-for-one common stock split effected in May 1998.

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EXECUTIVES

The following table sets forth information regarding the executive officers of the Company:

NAME	AGE	POSITION
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Norman Axelrod.....	49	Chairman and Chief Executive Officer
Steven B. Silverstein.....	42	President
Audrey Schlaepfer.....	47	Executive Vice President, Chief Merchandising Officer
William T. Giles.....	42	Senior Vice President, Chief Financial Officer
Brian D. Silva.....	45	Senior Vice President, Human Resources, Administration Corporate Secretary

Mr. Axelrod has been Chief Executive Officer of the Company since 1988 and was elected to the additional position of Chairman of the Board of Directors of the Company effective as of January 1997. Prior to joining Linens 'n Things, Mr. Axelrod held various management positions at Bloomingdale's from 1976 to 1988 including: Buyer, Divisional Merchandise Manager, Vice President/Merchandise Manager and Senior Vice President/General Merchandise Manager. Mr. Axelrod earned his B.S. from Lehigh University and his M.B.A. from New York University.

Mr. Silverstein joined Linens 'n Things in 1992 as Vice President, General Merchandise Manager, was promoted to Senior Vice President, General Merchandise Manager in 1993, was promoted to Executive Vice President, Chief Merchandising Officer in 1998 and was promoted to President in 2001. Prior to joining Linens 'n Things, Mr. Silverstein held various management positions at Bloomingdale's from 1985 to 1992 including Merchandise Vice President of Home Textiles. He received his B.A. from Cornell University and his M.B.A. from Wharton Business School.

Ms. Schlaepfer joined Linens 'n Things in 2001 as Executive Vice President and Chief Merchandising Officer. Prior to joining Linens 'n Things, Ms. Schlaepfer held various management positions at Warner Bros. from 1994 to 2001 including: Vice President of Home, Accessories and Gallery; Senior Vice President of Hard Goods and Executive Vice President of Merchandising. Prior to joining Warner Bros. in 1994, Ms. Schlaepfer held several positions at Macy's including Vice President of Merchandising in Private Label Home Furnishings. Ms. Schlaepfer earned her B.A. from Queens College C.U.N.Y. and her M.B.A. from New York University.

Mr. Giles joined Linens 'n Things in 1991 as Assistant Controller, was promoted to Vice President, Finance and Controller in 1994, was promoted to Vice President, Chief Financial Officer in 1997 and was promoted to Senior Vice President, Chief Financial Officer in 2000. From 1981 to 1990, Mr. Giles was with PriceWaterhouse LLP. From 1990 to 1991, Mr. Giles held the position of Director of Financial Reporting with Melville Corporation. Mr. Giles is a certified public accountant and member of the American Institute of Certified Public Accountants. He graduated from Alfred University with a B.A. in Accounting and Management.

Mr. Silva joined Linens 'n Things in 1995 as Vice President, Human Resources, was promoted to Senior Vice President, Human Resources and Corporate

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Secretary in 1997 and most recently, assumed the role of Senior Vice President, Human Resources and Administration and Corporate Secretary in 2002. Mr. Silva was Assistant Vice President, Human Resources at The Guardian, an insurance and financial services company, from 1986 to 1995. He holds an M.A. in Organizational Development from Columbia University and an M.S. in Human Resources Management from New York Institute of Technology. Mr. Silva received his B.A. from St. John's University.

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### BUSINESS STRATEGY

The Company's business strategy is to offer a broad and deep selection of high quality, brand name merchandise at exceptional everyday values, provide superior guest service and maintain low operating costs. Key elements of the Company's business strategy are:

OFFER A BROAD SELECTION OF QUALITY NAME BRANDS AT EXCEPTIONAL EVERYDAY VALUES. Linens 'n Things' merchandising strategy is to offer the largest breadth of selection in high quality, brand name fashion home textiles, housewares and home accessories at exceptional everyday value. The Company offers over 25,000 SKUs across six departments, including bath, home accessories, housewares, storage, top of the bed and window treatments. The Company is one of the largest retailers of branded home furnishings including Wamsutta, Laura Ashley, Royal Velvet, Croscill, Nautica, Braun, Krups, All-Clad, Cuisinart, Calphalon and Henckels. The Company also sells an increasing amount of merchandise under its own private label, LNT Home, which is designed to supplement the Company's offering of brand name products.

Merchandise and sample brands offered in each major department are highlighted below:

DEPARTMENT -----	ITEMS SOLD -----	SAMPLE -----
Bath	Towels, shower curtains, waste baskets, hampers, bathroom rugs and wall hardware	Fieldcrest, Wamsutta, Royal Velvet and
Home Accessories	Decorative pillows, napkins, tablecloths, placemats, lamps, gifts, picture frames, candles and framed art	Waverly, Laura Ashley, Umbra and Yankee
Housewares	Cookware, cutlery, kitchen gadgets, small electric appliances (such as blenders and coffee grinders), dinnerware, flatware and glassware	All-Clad, Braun, Cuisinart, Henckels, Black & Decker,
Storage	Closet-related items (such as hangers, organizers and shoe racks)	Rubbermaid and
Top of the Bed	Sheets, comforters, comforter covers, bedspreads, bed pillows, blankets and mattress pads	Wamsutta, Laura Ashley, Revman, Croscill, Springmaid, Bea
Window Treatment	Curtains, valances and window hardware	Croscill, Wamsutta, Ashley

PROVIDE SUPERIOR GUEST SERVICE AND SHOPPING CONVENIENCE. The Company's target customer, or guest, is a 35 to 55 year old female with good to better income level, who is fashion and brand conscious and focused on the home as a

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reflection of her own individuality. The Company's mission is to exceed the guests' expectations in every store, every day. To enhance guest satisfaction and loyalty, Linens 'n Things strives to provide prompt, knowledgeable sales assistance and enthusiastic guest service. Linens 'n Things offers competitive wages, on-going training and personnel development in order to attract and retain well-qualified, highly motivated employees committed to providing superior guest service. Linens 'n Things endeavors to provide more knowledgeable sales associates by providing training through various programs, which include management training, daily sales associate meetings and in-store product seminars.

The Company's superstore format is designed to save the guest time by having merchandise visible and accessible on the selling floor for immediate purchase. The Company believes its knowledgeable sales staff and efficient guest service, create a positive shopping experience that engenders guest loyalty.

In response to growing consumer use of the Internet, the Company greatly expanded its e-commerce capability through its website at [www.linensnthings.com](http://www.linensnthings.com), in fiscal 2001. The website features on-line access to the Company's nationwide

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gift registry and allows the guests to purchase many of the Company's most popular items from the convenience of their homes.

**MAINTAIN LOW OPERATING COSTS.** A cornerstone of the Company's business strategy is its commitment to maintain low operating costs. In addition to savings realized through sales volume efficiencies, operational efficiencies are expected to be achieved through the streamlining of the Company's centralized merchandising structure, the use of integrated management information systems and the utilization of the distribution centers.

### GROWTH STRATEGY

**SUPERSTORE EXPANSION.** The Company operates in a large, highly fragmented industry and has a market share of approximately three percent of the industry. The Company's expansion strategy is to increase market share in existing markets and to penetrate new markets in which the Company believes it can become a leading operator of home furnishings superstores. Markets for new superstores are selected on the basis of demographic factors, such as income, population and number of households. The Company's stores are located predominantly in power strip centers and, to a lesser extent, in malls and as stand-alone stores. The Company generally seeks to operate stores in the United States and Canada in geographic trading areas of 200,000 persons within a ten-mile radius and with demographic characteristics that match the Company's target profile. At fiscal year end 2001, the Company operated 332 stores in 43 states in the United States and 11 stores in four Canadian provinces.

The following table sets forth information concerning the Company's expansion program during the past five years:

FISCAL YEAR	OPENINGS	CLOSINGS	SQUARE FOOTAGE (IN 000'S)		STORE CO
			BEGIN YEAR	END YEAR	BEGIN YEAR
1997	25	18	4,727	5,493	169
1998	32	12	5,493	6,487	176

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1999	43	9	6,487	7,925	196
2000	57	4	7,925	9,836	230
2001	63	3	9,836	11,980	283

**INCREASE PRODUCTIVITY OF EXISTING STORE BASE.** The Company is committed to increasing its net sales per square foot, inventory turnover ratio and return on invested capital. The Company believes the following initiatives will best position it to achieve these goals:

**ENHANCE MERCHANDISE MIX AND PRESENTATION.** The Company has developed a number of strategic initiatives to stimulate growth of textiles including new product offerings, improving quality assortments and increasing the strength of value offerings. Further, the Company continues to increase sales in its "things" merchandise. The Company expects these opportunities to positively impact net sales per square foot, the average net sales per guest and inventory turnover. The Company is consistently introducing new products that it expects will increase sales and generate additional guest traffic.

In addition, the Company intends to continue improving its merchandising presentation techniques, space planning and store layout to further improve the productivity of its existing and future superstore locations. The Company periodically restyles its stores to incorporate new offerings and realigns its store space with its growth segments. The Company expects that the addition of in-store guest services, such as gift registry, will further improve its store productivity.

**INCREASE OPERATING EFFICIENCIES.** As part of its strategy to increase operating efficiencies, the Company has invested significant capital in building a centralized infrastructure, including its two current distribution centers and a management information system, which it believes will allow it to maintain low operating costs as it pursues its superstore expansion strategy. In 1995, the Company began full operation of its first distribution center in Greensboro, North Carolina. In June 1999, the Company began operation of its second

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distribution center in southern New Jersey. The Company's third distribution center, located in Louisville, Kentucky, is expected to be operational in spring 2002. Management believes that the increased utilization of the distribution centers has resulted in lower average freight costs, more efficient scheduling of inventory shipments to the stores, better in-stock positions and improved information flow. The Company believes that the transfer of inventory receiving responsibilities from the stores to the distribution centers allows the store sales associates to direct their focus to the sales floor, thereby increasing the level of guest service. The warehouse portion of the distribution centers provides the Company flexibility to manage safety stock and inventory flow. The Company's ability to effectively manage its inventory is also enhanced by a centralized merchandising management team and its management information systems which allow the Company to more accurately monitor and better balance inventory levels and improve in-stock positions in its stores.

### INDUSTRY

According to Industry Reports, total industry sales of products sold in the Company's stores, which primarily include home textiles, housewares and decorative furnishings categories, were estimated to be over \$75 billion. The market for home furnishings is large, highly-fragmented and competitive. Specialty superstores are one of the fastest growing channels of distribution in this market. In fiscal 2001, the Company estimates that the two largest specialty superstore retailers of fashion home textiles (which includes the

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Company and Bed Bath & Beyond, Inc.) had aggregate sales representing only approximately 6% of the industry's total sales.

The Company competes with many different types of retailers that sell many or most of the items sold by the Company, including department stores, mass merchandisers, specialty retail stores and other retailers. Linens 'n Things generally classifies its competition as follows:

**DEPARTMENT STORES:** This category includes national and regional department stores such as J.C. Penney Company Inc., Sears, Roebuck and Co., Dillard Department Stores, Inc., and the department store chains operated by Federated Department Stores, Inc. and The May Department Store Company. These retailers offer name brand merchandise as well as their own private label furnishings. Department stores also offer certain designer merchandise, such as Ralph Lauren, which is not generally distributed through the specialty and mass merchandise distribution channels. In general, the department stores offer a more limited selection of merchandise than the Company. The prices offered by department stores during off-sale periods generally are significantly higher than those of the Company and during on-sale periods are comparable to or slightly higher than those of the Company.

**MASS MERCHANDISERS:** This category includes companies such as Wal-Mart Stores, Inc., the Target Stores division of Target Corporation and Kmart Corporation. Fashion home furnishings generally represent only a small portion of the total merchandise sales in these stores. The Company's competitive advantage is that these stores generally offer a more limited merchandise selection with fewer high quality name brands and lower quality merchandise at lower price points. In addition, these mass merchandisers typically have more limited customer service staffing than the Company.

**SPECIALTY STORES/RETAILERS:** This category includes large format home furnishings retailers including Bed Bath & Beyond, Inc. and Home Goods, a division of TJX Companies, Inc. and smaller format retailers such as Crate & Barrel and Williams-Sonoma, Inc. The Company estimates that the large format stores range in size from approximately 25,000 to 70,000 gross square feet and offer a home furnishings merchandise selection of approximately 15,000 to 40,000 SKUs. These retailers attempt to develop loyal customers and increase customer traffic by providing a single outlet to satisfy the customer's household needs. The smaller format retailers are typically smaller in size and offer a narrow assortment within a specific niche. The smaller format retailers generally range in size from 2,000 to 20,000 gross square feet.

**OTHER RETAILERS:** This category includes mail order retailers, such as Spiegel Inc. and Domestications, off-price retailers, such as Kohl's Corporation, the T.J. Maxx and Marshall's divisions of the TJX Companies, Inc. and local "mom and pop" retail stores. Both mail order retailers and smaller

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local retailers generally offer a more limited selection of merchandise. Off-price retailers typically offer close-out or out of season name brand merchandise at competitive prices.

### MERCHANDISING

The Company offers quality home textiles, housewares and home accessories at exceptional everyday values. The Company's strategy consists of a commitment to offer a breadth and depth of selection and to create a merchandise presentation that makes it easy to shop in a visually pleasing environment. The stores feature a "racetrack" layout, enabling the guest to visualize and purchase fully coordinated and accessorized ensembles. Seasonal merchandise is



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featured at the front of every store to create variety and excitement and to capitalize on key selling seasons including spring, back-to-school and holiday events.

The Company's extensive merchandise offering of over 25,000 SKUs enables our guests to select from a wide assortment of styles, brands, colors and designs within each of the Company's major product lines. The Company is committed to maintaining a consistent in-stock inventory position. This presentation of merchandise enhances the guest's impression of a dominant selection of merchandise in an easy-to-shop environment. The Company's broad and deep merchandise offering is coupled with everyday low prices that are generally below regular department store prices and comparable with or slightly below department store sale prices. The Company believes that the uniform application of its everyday low price policy is essential to maintaining the integrity of its strategy. This is an important factor in establishing its reputation as a price leader and in helping to build guest loyalty. In addition, the Company offers, on a regular basis, "special" merchandise which it obtains primarily through opportunistic purchasing to enhance its high value perception among its guests.

### CUSTOMER SERVICE

Linens 'n Things treats every customer as a guest. The Company's philosophy supports enhancing the guest's entire shopping experience and it believes that all elements of service differentiate it from the competition. To facilitate the ease of shopping, the assisted self-service culture is complemented by trained department specialists, zoned floor coverage, product information displays and videos, self-demonstrations and in-store product seminars. This philosophy is designed to encourage guest loyalty as well as to continually develop knowledgeable Company associates. The entire store team is hired and trained to be highly visible in order to assist guests with their selections. The ability to assist guests has been augmented by the transfer of inventory receiving responsibilities from the stores to the distribution centers, allowing sales associates to focus on the sales floor, thereby increasing the level of guest service. Sophisticated management systems that provide efficient guest service and fair return policies are geared toward making each guest's visit a convenient, efficient and pleasant experience.

### ADVERTISING

Advertising programs are focused on building and strengthening the Linens 'n Things brand and image. Because of the Company's commitment to exceptional everyday values, advertising vehicles are aggressively used in positioning the Company among new and existing guests by communicating value, breadth and depth of selection. The Company focuses its advertising programs during key selling seasons such as back-to-school and holidays.

To reach its guests, the Company primarily uses full color flyers to best represent the full range of offerings in the stores. These are supplemented by on-going direct marketing initiatives. In addition, the Company utilizes its proprietary marketing database to track the buying habits of its guests. Grand opening promotional events are used to support new stores, with more emphasis placed on those located in new markets.

### PURCHASING AND SUPPLIERS

The merchandising mix for each store is generally selected by the central buying staff. The Company purchases its merchandise from approximately 1,000 suppliers. Springs Industries, Inc., through its various operating companies,

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supplied approximately 10% of the Company's total purchases in fiscal 2001. In fiscal 2001, the Company purchased a significant number of products from other key suppliers. Due to its breadth and depth of selection, the Company is often one of the largest customers for certain of its vendors. The Company believes that this buying power and its ability to make centralized purchases generally allow it to acquire products at favorable terms.

### DISTRIBUTION

The Company currently operates two distribution centers. The first is located in Greensboro, North Carolina and began operation in 1995 and the second is located in southern New Jersey and began operation in 1999. A third distribution center located in Louisville, Kentucky is expected to be operational in spring 2002. The Company believes the utilization of the centralized distribution centers has resulted in lower average freight expense, more timely control of inventory shipments to stores, better in-stock positions and improved information flow. In addition, transferring inventory receiving responsibilities from the stores to the distribution centers allows the sales associates to direct their focus to the selling floor, thereby enhancing the guests' shopping experience. The Company believes strong distribution support for its stores is a critical element to its growth strategy and is central to its ability to maintain a low cost operating structure.

The Company manages the distribution process centrally from its corporate headquarters. Purchase orders issued by Linens 'n Things are electronically transmitted to nearly all of its suppliers. The Company plans to continue its efforts to ship as much merchandise through the distribution centers as possible to ensure all benefits of the Company's logistics strategy are fully leveraged. Continued growth will also facilitate new uses of Electronic Data Interchange technologies between Linens 'n Things and its suppliers to exploit the most productive and beneficial use of its assets and resources. In order to realize greater efficiency, the Company also uses third party delivery services to ship its merchandise from the distribution centers to its stores.

### MANAGEMENT INFORMATION SYSTEMS

Over the last several years, the Company has made significant investments in technology to improve guest service, gain efficiencies and reduce operating costs. Linens 'n Things has installed a customized IBM AS/400 management information system, which integrates all major aspects of the Company's business, including sales, distribution, purchasing, inventory control, merchandise planning and replenishment and financial systems. The Company utilizes POS terminals with price look-up capabilities for both inventory and sales transactions on a SKU basis, which the Company continually upgrades. Information obtained daily by the system results in automatic inventory replenishment in response to specific requirements of each store.

The Company believes its management information systems have fully integrated the Company's stores, headquarters and distribution process. The Company continually evaluates and upgrades its management information systems to enhance the quantity, quality and timeliness of information available to management.

### STORE MANAGEMENT AND OPERATIONS

The Company places a strong emphasis on its people, their development and their opportunity for advancement, particularly at the store level. The Company's commitment to maintaining a high internal promotion rate is best exemplified through the practice of opening each new store with a seasoned management team. As a result, the majority of General Managers opening a new store have significant experience with the Company. Additionally, the structured

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management training program requires that each new manager learn all facets of the business within the framework of a fully operational store. This program includes, among other things, product knowledge, merchandise presentation, business and sales perspective, employee relations and manpower planning, complemented at the associate level through in-store product seminars and POS register training materials. The Company believes that its policy of promoting from within, as well as the opportunities for advancement generated by its ongoing store expansion program, serve as incentives to attract and retain quality individuals.

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Linens 'n Things' stores are open seven days a week, generally from 9:30 a.m. to 9:30 p.m. Monday through Saturday and 11:00 a.m. to 6:00 p.m. on Sunday, unless affected by local laws.

### INFLATION AND SEASONALITY

The Company does not believe that its operating results have been materially affected by inflation during the past year. There can be no assurance, however, that the Company's operating results will not be affected by inflation in the future.

The Company's business is subject to substantial seasonal variations. Historically, the Company has realized a significant portion of its net sales and substantially all of its net income for the year during the third and fourth quarters. The Company's quarterly results of operations may also fluctuate significantly as a result of a variety of other factors, including the timing of new store openings. The Company believes this is the general pattern associated with its segment of the retail industry and expects this pattern will continue in the future. Consequently, comparisons between quarters are not necessarily meaningful and the results for any quarter are not necessarily indicative of future results.

### EMPLOYEES

As of December 29, 2001, the Company employed approximately 14,700 individuals of whom approximately 6,500 were full-time employees and 8,200 were part-time employees. None of the Company's employees is represented by a union, and the Company believes that it has a good relationship with its employees.

### COMPETITION

The Company believes that it will continue to face competition from retailers in all four of the categories referred to in "Business--Industry." The home textiles industry is becoming increasingly competitive and as the Company expands into new markets, it faces new competitors. The visibility of the Company may encourage additional competitors or existing competitors to imitate the Company's format and methods.

The Company believes that the ability to compete successfully in its markets is determined by several factors, including price, breadth and quality of product selection, in-stock availability of merchandise, effective merchandise presentation, guest service and superior store locations. The Company believes that it is well positioned to compete on the basis of these factors. Nevertheless, there can be no assurance that any or all of the factors that enable the Company to compete favorably will not be adopted by companies having greater financial and other resources than the Company.

### TRADE NAMES AND SERVICE MARKS

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The Company uses the "Linens 'n Things" and "LNT Home" names as trade names and as service marks in connection with retail services. The Company has registered the "Linens 'n Things" and "LNT" logos as trademarks and service marks with the United States Patent and Trademark Office and the Canada Patent and Trademark Office. Management believes that the name "Linens 'n Things" is an important element of the Company's business.

### FORWARD-LOOKING STATEMENTS

This Form 10-K (including the information incorporated herein by reference) contains forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. The statements are made a number of times and may be identified by such forward-looking terminology as "expect," "believe," "may," "will," "could," "intend," "plan," "target" and similar statements or variations of such terms. All of our "outlook" information constitutes forward-looking information. All such forward-looking statements are based on our current expectations, assumptions, estimates and projections about our Company and involve certain significant risks and uncertainties, including levels of sales, store traffic, acceptance of product offerings and fashions, the success of our new business concepts and seasonal concepts, the success of our new store openings, competitive pressures from other home furnishings retailers, the success of the Canadian expansion, availability of suitable future store locations, schedule of store expansion, the impact of the bankruptcies and consolidations in our industry, the impact on consumer spending as a result of a slowing consumer economy and a highly promotional retail environment. Actual

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results may differ materially from such forward-looking statements. These and other important risk factors are included in the "Risk Factors" section of the Company's Registration Statement on Form S-1 as filed with the Securities and Exchange Commission on May 29, 1997, and may be contained in subsequent reports filed with the Securities and Exchange Commission. You are urged to consider all such factors. In light of the uncertainty inherent in such forward-looking statements, you should not consider their inclusion to be a representation that such forward-looking matters will be achieved. The Company assumes no obligation for updating any such forward-looking statements to reflect actual results, changes in assumptions or changes in other factors affecting such forward-looking statements.

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### ITEM 2. PROPERTIES

The Company's corporate headquarters are located at 6 Brighton Road in Clifton, New Jersey. As of December 29, 2001 the Company operated 343 retail stores in 43 states and four Canadian provinces. The Company's superstores range in size from 25,000 to 50,000 gross square feet but are predominately between

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30,000 and 40,000 gross square feet. The Company has two smaller formatted stores which are less than 20,000 gross square feet. The Company currently leases all of its existing stores and expects that its policy of leasing rather than owning will continue as it expands. The Company's leases provide for original lease terms that generally range from 10 to 20 years and certain of the leases provide for renewal options that range from 5 to 15 years at increased rents. Certain of the leases provide for scheduled rent increases and certain of the leases provide for contingent rent (based upon store sales exceeding stipulated amounts). CVS guarantees the leases of certain stores that were entered into prior to the Company's 1996 IPO. Following the IPO, CVS no longer entered into commitments to guarantee future leases on behalf of the Company.

The Company owns its distribution center in Greensboro, North Carolina, which is approximately 330,000 square feet. The Company leases its distribution centers in southern New Jersey, which is approximately 260,000 square feet, and Louisville, Kentucky, which is approximately 600,000 square feet. Both the New Jersey and Kentucky distribution centers can be expanded.

The table below sets forth the number and location of stores in the United States as of December 29, 2001:

STATE -----	NUMBER OF STORES -----	STATE -----	NUMBER OF STORES -----
Alabama	4	Nevada	2
Arizona	8	New Hampshire	5
Arkansas	1	New Jersey	12
California	43	New Mexico	3
Colorado	6	New York	20
Connecticut	12	North Carolina	9
Florida	27	North Dakota	1
Georgia	13	Ohio	10
Idaho	1	Oklahoma	2
Illinois	17	Oregon	4
Indiana	5	Pennsylvania	9
Kansas	3	Rhode Island	1
Kentucky	2	South Carolina	2
Louisiana	3	Tennessee	4
Maine	3	Texas	32
Maryland	3	Utah	3
Massachusetts	11	Vermont	1
Michigan	10	Virginia	12
Minnesota	6	Washington	10
Missouri	5	West Virginia	1
Montana	1	Wisconsin	3
Nebraska	2		

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The table below sets forth the number and location of stores in Canada as of December 29, 2001:

PROVINCE -----	NUMBER OF STORES -----
Alberta	3
British Columbia	4

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Ontario	3
Manitoba	1

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### ITEM 3. LEGAL PROCEEDINGS

The Company is involved in various claims and legal actions arising in the ordinary course of business. In the opinion of management, with the exception of the matter discussed in the next paragraph, the ultimate disposition of these matters will not have a material adverse effect on the Company's consolidated financial position, results of operations or liquidity.

The Company had been named as a defendant in California litigation in which the court certified the case as a class action on behalf of certain managers of Company stores located in California seeking overtime pay, together with class action claims on behalf of certain former employees seeking accrued vacation pay. In the second quarter of fiscal 2001, the Company recorded a pre-tax charge of \$4.0 million (\$2.5 million after-tax) related to the settlement payments, attorneys' fees and estimated expenses of administering the settlement. On October 24, 2001, the court gave preliminary approval to a settlement reached in the case. An order granting final approval of class action settlement was signed on December 19, 2001. The Company admitted no liability in connection with this settlement. Payment of these amounts has been made in early 2002.

### ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were submitted to a vote of security holders during the fourth quarter ended December 29, 2001.

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## PART II

### ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Linens `n Things' common stock is listed on the New York Stock Exchange. Its trading symbol is LIN. At December 29, 2001 there were approximately 8,994 beneficial shareholders. The high and low trading price of the Company's common stock for each quarter is as follows:

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FOR FISCAL 2001 -----	HIGH ----	LOW ---
First Quarter.....	\$37.88	\$24.81
Second Quarter.....	\$32.76	\$24.00
Third Quarter.....	\$28.16	\$17.37
Fourth Quarter.....	\$25.91	\$17.72
FOR FISCAL 2000 -----	HIGH ----	LOW ---
First Quarter.....	\$34.38	\$17.94
Second Quarter.....	\$35.94	\$23.19
Third Quarter.....	\$36.38	\$23.88
Fourth Quarter.....	\$33.50	\$20.00

The Company paid no dividends on its common stock in fiscal 2001 and 2000. Management of the Company currently intends to retain its earnings to finance the growth and development of its business and does not currently anticipate paying cash dividends in the foreseeable future. The payment of any future dividends will be at the discretion of the Company's Board of Directors and will depend upon, among other things, the future earnings, operations, capital requirements and financial condition of the Company, satisfying all requirements under its bank financing agreement and such other factors as the Company's Board of Directors may consider relevant. In addition, the Company's revolving credit facility currently limits the amount of cash dividends. See "Management's Discussion and Analysis--Liquidity and Capital Resources" under Item 7.

### ITEM 6. SELECTED FINANCIAL DATA

The information required by this Item is incorporated by reference to the Five-Year Financial Summary appearing on page 14 of the Company's Annual Report to Shareholders for the fiscal year ended December 29, 2001.

### ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The information required by this Item is incorporated by reference to pages 15 through 21 of the Company's Annual Report to Shareholders for the fiscal year ended December 29, 2001.

### ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The information required by this Item is incorporated by reference to page 19 of the Company's Annual Report to Shareholders for the fiscal year ended December 29, 2001 under the heading "Management's Discussion and Analysis - Market Risk Disclosure".

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### ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements and financial information required by this Item are incorporated by reference to pages 22 through 36 of the Company's Annual Report to Shareholders for the fiscal year ended December 29, 2001. These financial statements are indexed under Item 14(a)(1).

### ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

There were no changes in or reportable disagreements between the Company

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and its independent public accountants on matters of accounting principles or practices for fiscal 2001.

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### PART III

#### ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

The information required by this Item concerning the Company's directors is incorporated by reference to the Company's Proxy Statement, under the heading "Election of Directors," to be mailed to shareholders for the Company's 2002 Annual Meeting of Shareholders.

The information required by this Item concerning the Company's executive officers is contained in Part I, Item 1, "Business - Executives."

The information required by this Item with respect to Section 16 reporting is incorporated by reference to the Company's Proxy Statement for the Company's 2002 Annual Meeting of Shareholders, under the heading "Section 16(a) Beneficial Ownership Reporting Compliance."

#### ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item is incorporated by reference to the Company's Proxy Statement for the 2002 Annual Meeting of Shareholders, under the headings "Director Compensation; Attendance;" Committees of the Board of Directors" and "Executive Compensation," other than information included therein under the sub captions "Report on Compensation of Executive Officers" and "Performance Graph" which are not incorporated herein.

#### ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The information required by this Item is incorporated by reference to the Company's Proxy Statement for the 2002 Annual Meeting of Shareholders, under the heading "Beneficial Ownership of Common Stock."

#### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The information required by this Item will, if applicable, be included in the Company's Proxy Statement for the 2002 Annual Meeting of Shareholders, and, if so included, is incorporated by reference in this Item.

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PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

(a) The following documents are filed as part of this Report.

1. FINANCIAL STATEMENTS:

The following Financial Statements are incorporated by reference to the Company's Annual Report to Shareholders for the fiscal year ended December 29, 2001:

Consolidated Statements of Operations - for the fiscal years ended December 29, 2001, December 30, 2000 and January 1, 2000	
Consolidated Balance Sheets - as of December 29, 2001 and December 30, 2000.....	
Consolidated Statements of Shareholders' Equity - for the fiscal years ended December 29, 2001, December 30, 2000 and January 1, 2000	
Consolidated Statements of Cash Flows - for the fiscal years ended December 29, 2001, December 30, 2000 and January 1, 2000	
Notes to Consolidated Financial Statements.....	
Management's Responsibility for Financial Reporting.....	
Independent Auditors' Report.....	

PAGES IN AN  
TO SHARE  
-----

2. SCHEDULES:

None

3. EXHIBITS:

The Exhibits on the accompanying Exhibit Index are filed as part of, or incorporated by reference into, this Annual Report on Form 10-K.

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
-------------------	-------------

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3.1	Amended and Restated Certificate of Incorporation, as amended	1,3
3.2	By-Laws of the Registrant	1
4	Specimen Certificate of Common Stock	1
10.1	Transitional Services Agreement between the Registrant and CVS Corporation	1
10.2	Stockholder Agreement between the Registrant and CVS Corporation	1
10.3	Tax Disaffiliation Agreement between the Registrant and CVS Corporation	1
10.4	Employment Agreement with Norman Axelrod	*5
10.5	Employment Agreement with Steven B. Silverstein	*5
10.6	Employment Agreement with Hugh J. Scullin	**5
10.7	Employment Agreement with Brian Silva	*5
10.8	Employment Agreement with William T. Giles	*5
10.9	Employment Agreement with Audrey Schlaepfer	*8
10.10	Split Dollar Agreement and Collateral Assignment between the Registrant and Norman	
10.11	Split Dollar Agreement and Collateral Assignment between the Registrant and Steven	
10.12	1996 Incentive Compensation Plan	*1
10.13	1996 Non-Employee Director Stock Plan	*1
10.14	Supplemental Executive Retirement Plan	*4,8
10.15	2000 Stock Award and Incentive Plan	7
10.16	Deferred Compensation Plan	*11
10.17	LNT Broad-Based Equity Plan	*10
10.18	Credit Agreement dated as of October 20, 2000 among the Registrant, Fleet Bank and the lenders signatory thereto	6,9
13	Annual Report to Shareholders for 2002 fiscal year	***
21	List of Subsidiaries	2
23a	Consent of KPMG LLP	2

- 
- 1 Incorporated by reference to the Exhibits filed with the Company's Registration Statement on Form S-1 (No. 333-12267), which Registration Statement became effective on November 26, 1996.
  - 2 Filed with this Form 10-K.
  - 3 Incorporated by reference to Current Report on Form 8-K dated May 5, 1999.
  - 4 Incorporated by reference to Current Report on Form 8-K dated March 27, 2000.
  - 5 Incorporated by reference to Current Report on Form 8-K dated March 29, 2001.
  - 6 Incorporated by reference to Current Report on Form 8-K dated November 6, 2000.
  - 7 Incorporated by reference to Registration Statement on Form S-8 dated July 31, 2000 (File No. 333-42874).
  - 8 Incorporated by reference to a Current Report on Form 8-K dated March 26, 2002.
  - 9 Incorporated by reference to a Quarterly Report on Form 10-Q dated November 13, 2001.
  - 10 Incorporated by reference to a Registration Statement on Form S-8 dated June 13, 2001 (File No. 333-62984).
  - 11 Incorporated by reference to a Registration Statement on Form S-8 dated June 2, 1998 (File No. 333-55803).

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\* Management contract or compensatory plan or arrangement.

\*\* Based on changes in the structure of management's responsibilities, this position is no longer deemed an "executive officer" position for fiscal 2002 and thereafter.

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\*\*\* With the exception of the information incorporated by reference to the Annual Report to Shareholders in Items 6, 7, 7A, and 8 of Part II and Item 14 of Part IV of this Form 10-K, the Annual Report to Shareholders is not deemed filed as part of this Form 10-K.

(b) Reports on Form 8-K:

Not Applicable

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

LINENS 'N THINGS, INC.  
(Registrant)

By: /s/ Norman Axelrod  
-----  
NORMAN AXELROD  
CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Dated: March 28, 2002

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below on its behalf of the Registrant in the capacities and on the dates indicated.

SIGNATURE

TITLE

-----

-----

/s/ Norman Axelrod

Chairman and Chief  
Executive Officer

-----  
Norman Axelrod

/s/ Philip E. Beekman

Director

-----  
Philip E. Beekman

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/s/ Harold F. Compton	Director
Harold F. Compton	
/s/ Stanley P. Goldstein	Director
Stanley P. Goldstein	
/s/ Morton E. Handel	Director
Morton E. Handel	
/s/ William T. Giles	Senior Vice President, Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
William T. Giles	

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FIVE-YEAR FINANCIAL SUMMARY (IN THOUSANDS, EXCEPT PER SHARE AND SELECTED OPERATING DATA)

FISCAL YEAR ENDED	DECEMBER 29, 2012	DECEMBER 30, 2000	JANUARY 1, 2000
<hr/>			
INCOME STATEMENT DATA:			
Net sales.....	\$1,823,803	\$1,572,576	\$1,300,63
Operating profit.....	52,480	107,092	84,55
Net income .....	29,749	64,937	52,05
Net income per share - basic1.....	\$ 0.73	\$ 1.63	\$ 1.3
Basic weighted-average shares outstanding1.....	40,508	39,785	39,33
Net income per share - diluted1.....	\$ 0.72	\$ 1.60	\$ 1.2
Diluted weighted-average shares outstanding1.....	41,193	40,712	40,90
BALANCE SHEET DATA:			
Total assets.....	\$ 927,439	\$ 821,557	\$ 679,91
Working capital.....	228,078	226,694	181,38
Shareholders' equity.....	\$ 498,215	\$ 458,994	\$ 383,96
SELECTED OPERATING DATA:			
Number of stores.....	343	283	23
Total gross square footage (000's).....	11,980	9,836	7,92
(Decrease) increase in comparable store net sales.....	(2.4%)	3.7%	5.4

1 UNLESS OTHERWISE STATED, ALL REFERENCES TO COMMON SHARES OUTSTANDING AND

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INCOME PER SHARE IN THE CONSOLIDATED FINANCIAL STATEMENTS, NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, AND MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS ARE ADJUSTED TO REFLECT THE COMPANY'S TWO-FOR-ONE COMMON STOCK SPLIT EFFECTED IN MAY 1998.

2 FISCAL 2001 OPERATING RESULTS INCLUDE NON-COMPARABLE ITEMS OF \$26.2 MILLION, AFTER-TAX, OR \$0.64 PER SHARE ON A FULLY DILUTED BASIS.

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Management's Discussion and Analysis of  
Financial Condition and Results of Operations

CONSOLIDATED RESULTS OF OPERATIONS

The following table sets forth the percentage of net sales for certain items included in the Company's consolidated statements of operations for the periods indicated:

Fiscal Year Ended	DEC. 29, 2001	DEC. 30, 2000	JAN. 1, 2000
PERCENTAGE OF NET SALES			
Net sales.....	100.0%	100.0%	100.0%
Cost of sales, including buying and distribution costs.....	59.3	59.1	59.4
Gross profit.....	40.7	40.9	40.6
Selling, general and administrative expenses..	35.7	34.1	34.1
Restructuring and asset impairment charge	1.9	--	--
Litigation charge.....	0.2	--	--
Operating profit.....	2.9	6.8	6.5
Interest expense, net.....	0.2	0.1	0.0
Income before income taxes...	2.7	6.7	6.5
Provision for income taxes...	1.1	2.6	2.5
Net income.....	1.6%	4.1%	4.0%

NON-COMPARABLE ITEMS

The Company's 2001 results were impacted by non-comparable items totaling \$41.8 million, pre-tax, as follows:

RESTRUCTURING AND ASSET IMPAIRMENT CHARGE

During the fourth quarter of fiscal 2001, the Company developed and committed to a strategic initiative designed

the \$37.8 million, \$34.0 million restructuring and asset impairment is recorded in cost of sales. The portion, which will be paid in million and the after-tax non-comparable items approximately \$8.5 million.

A pre-tax reserve of \$20.5 million estimated lease commitments for the reserve is included in accrued liabilities. The Company considers estimated sublease income on leased and as such, the Company has established a reserve of \$9.5 million has been established for these stores. The impairment charges represent fixtures and leasehold improvements was recorded as a reduction of cost of sales. Additionally, a pre-tax reserve of \$3.0 million established for other estimated costs. A pre-tax reserve of \$3.0 million cost of sales for estimated inventory for the stores to be closed.

Certain components of the restructuring charge are based upon estimates of costs in future periods. These stores are closing in February 2002.

The closing of these 17 stores will increase future diluted earnings per share \$0.07 on an annualized basis, or \$0.03 per share is currently recorded for fiscal 2002.

LITIGATION CHARGE

The Company had been named as a defendant in a litigation in which the court of appeals ruled in favor of the plaintiffs' action on behalf of certain manufacturers located in California seeking a class action claims on behalf of employees seeking accrued vacation pay. In fiscal 2001, the Company recorded a charge of \$2.5 million (\$2.5 million after-tax) for payments, attorneys' fees, and

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to improve store performance and profitability. This initiative calls for the closing of 17 under-performing stores which did not meet the Company's profit objectives. These 17 stores generated sales of approximately \$70 million in fiscal 2001, or less than 4% of total sales. These stores are geographically dispersed and there are no concentrated market closings. The closing of these stores will enable the Company to redeploy its financial, human and infrastructure resources to more productive stores.

In connection with this initiative, the Company recorded a pre-tax restructuring and asset impairment charge of \$37.8 million (\$23.7 million after-tax) in the fourth quarter of fiscal 2001. Of

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expenses of administering the settlement. On October 24, 2001, the court gave preliminary approval to a settlement reached in the case. An order granting final approval of class action settlement was signed on December 19, 2001. The Company admitted no liability in connection with this settlement. Payment of these amounts has been made in early fiscal 2002.

The following table shows the proforma effect of non-comparable items on the year ended December 29, 2001.

	(in millions, except per share data)		
	AS REPORTED	NON-COMPARABLE ITEMS	EXCLUDING NON- COMPARABLE ITEMS
Net sales.....	\$1,823.8	--	\$1,823.8
Gross profit.....	742.5	(3.8)	746.3
Selling, general and administrative expenses.....	652.0	--	652.0
Restructuring and asset impairment charge.....	34.0	34.0	--
Litigation charge.....	4.0	4.0	--
Operating profit.....	52.5	(41.8)	94.3
Interest expense, net..	3.9	--	3.9
Income before income taxes.....	48.6	(41.8)	90.4
Provision for income taxes.....	18.9	(15.6)	34.5
Net income.....	\$29.7	(\$26.2)	\$55.9
Basic earnings per			

year end 2000. Store square footage was 11,980,000 at December 29, 2001 compared to 11,980,000 at December 30, 2000.

Comparable store net sales declined 3% in fiscal 2001 compared with an increase of 3% in fiscal 2000. The Company's average net sales per store in fiscal 2001 was \$6.2 million compared to \$6.2 million in fiscal 2000. The decline in comparable store net sales per store in fiscal 2001 was primarily due to a decline in consumer traffic due to the opening of our new stores in 2000, which performed below targets.

Net sales consist of gross sales less sales returns, discounts and incentives. Sales discounts, sales returns and incentives are recorded as a reduction of net sales for the period when the related sales occur.

The Company's core business strategy is to provide a deep selection of high quality merchandise including bedding, towels and table linens, bath towels, housewares and home accessories. The Company has balanced its merchandise mix between the "linens" side of its business and the "things" side of its business. For the fiscal year ended 2001, net sales of "linens" merchandise increased approximately 10% while net sales of "things" merchandise increased approximately 20% over the prior year. The increase in net sales for "things" merchandise was primarily due to the continued expansion of

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share.....	\$0.73	(\$0.65)	\$1.38
	=====	=====	=====
Diluted earnings per share.....	\$0.72	(\$0.64)	\$1.36
	=====	=====	=====

the "things" business.

GROSS PROFIT

Gross profit for fiscal 2001 was net sales, compared with \$643.3 sales, in fiscal 2000. Gross ma

To provide a more meaningful comparison of operating performance between fiscal years, the remaining Consolidated Results of Operations discussion excludes the impact of non-comparable items.

FISCAL YEAR ENDED DECEMBER 29, 2001 COMPARED WITH FISCAL YEAR ENDED DECEMBER 30, 2000

NET SALES

Net sales for fiscal 2001 were \$1,823.8 million, an increase of 16.0% over fiscal 2000 sales of \$1,572.6 million, primarily as a result of new store openings. The Company opened 63 superstores and closed three stores in fiscal 2001, as compared with opening 57 superstores and closing four stores in fiscal 2000. At fiscal year end 2001, the Company operated 343 stores, including 11 stores in Canada, as compared with 283 stores at fiscal

as a percentage of net sales remained the same principally due to improved mark-on as a result of product mix and the increased penetration of the Company's proprietary products, which represented over 10% of total net sales in fiscal 2001, as well as lower freight expenses. This was offset by an increase in markdowns primarily as a result of an increase in promotional activity.

EXPENSES

The Company's selling, general and administrative ("SG&A") expenses consist of store selling expenses, occupancy costs, advertising expenses and corporate office expenses. SG&A expenses for fiscal 2001 were \$652.0 million, or 35.7% of net sales, as compared with \$536.2 million, or 34.1% of net sales, in fiscal 2000. The increase as a percentage of net sales is attributable to the de-leveraging in the Company's operating expenses, primarily occupancy costs, reflecting lower sales productivity. However, the increase was partially offset by the leverage of corporate office expenses.

Operating profit for fiscal 2001 was \$94.3 million, or 5.2% of net sales, down from \$107.1 million, or 6.8% of net sales during fiscal 2000.

Net interest expense in fiscal 2001 increased to \$3.9 million from \$1.9 million during fiscal 2000. This increase was due to a higher net average loan balance than in fiscal

FISCAL YEAR ENDED DECEMBER 30, YEAR ENDED JANUARY 1, 2000

NET SALES

Net sales for fiscal 2000 were of 20.9% over fiscal 1999 sales primarily as a result of new store comparable store net sales increase superstores and closed four stores with opening 43 superstores and fiscal 1999. At fiscal year end 283 stores compared with 230 stores Store square footage increased December 30, 2000 compared with 2000. Comparable store net sales 2000 compared with 5.4% in fiscal sales were driven predominately

The Company's average net sales in fiscal 2000 and fiscal 1999. 2000, net sales of "linens" merchandise approximately 18% over the prior "things" merchandise increased prior year. The greater increase merchandise primarily resulted in this product category.

GROSS PROFIT

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2000 in order to fund the Company's operations.

The Company's income tax expense for fiscal 2001 was \$34.5 million, compared with \$40.2 million during fiscal 2000. The Company's effective tax rate was 38.2% in fiscal 2001 and in fiscal 2000.

### NET INCOME

As a result of the factors described above, net income for fiscal 2001 excluding non-comparable items was \$55.9 million, or \$1.36 per share on a fully diluted basis, compared with \$64.9 million, or \$1.60 per share on a fully diluted basis in fiscal 2000.

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\$443.6 million, or 34.1% of net sales, in fiscal 1999. Corporate office and promotional expenses were leveraged, which were offset by investments in store payroll in order to continue to improve our guest service levels.

Operating profit for fiscal 2000 increased to \$107.1 million, or 6.8% of net sales, up from \$84.6 million, or 6.5% of net sales during fiscal 1999.

Net interest expense in fiscal 2000 increased to \$1.9 million, up from \$43,000 during fiscal 1999. This increase was due to higher net average loan balances and higher interest rates during fiscal 2000.

The Company's income tax expense for fiscal 2000 was \$40.2 million, compared with \$32.5 million during fiscal 1999. The Company's effective tax rate was 38.2% in fiscal 2000 compared with 38.4% in fiscal 1999.

### NET INCOME

Net income for fiscal 2000 was \$64.9 million, or 4.1% of net sales, compared with \$52.1 million, or 4.0% of net sales in fiscal 1999.

### LIQUIDITY AND CAPITAL RESOURCES

The Company's capital requirements are primarily for new store expenditures, new store inventory purchases and seasonal working capital. These requirements have been funded through a combination of internally generated cash flow from operations, credit extended by suppliers and short-term borrowings.

The Company has available a \$150 million senior revolving credit facility agreement (the "Credit Agreement") with third party institutional lenders, expiring October 20, 2003. The Credit Agreement also allows for up to \$40 million

Gross profit for fiscal 2000 was \$528.2 million, compared with \$528.2 million net sales, compared with \$528.2 million net sales, in fiscal 1999. This increase in net sales resulted from overall improved penetration of seasonal and promotional sales, in part due to improvements in buying. In addition, freight and related distribution costs were lower on net sales as a result of the leveraged centralized distribution network.

### EXPENSES

SG&A expenses for fiscal 2000 were \$44.3 million, or 4.1% of net sales, compared with \$43.6 million, or 4.0% of net sales, in fiscal 1999.

stipulated in the Credit Agreement to be LIBOR plus LIBOR based rate. The Credit Agreement contains financial covenants, including a requirement for the maintenance of a minimum tangible net worth, a charge coverage ratio, and a maximum debt to capital end of fiscal 2001, the Company is in compliance with the terms of the Credit Agreement. The Credit Agreement contains a covenant that limits the amount of dividends, pursuant to which the Company may not exceed the sum of \$50 million plus the amount of cash on hand equal to 50% of the consolidated net sales for the fiscal quarter, commencing with the quarter ending September 30, 2000. The Company has not paid dividends. At various times throughout fiscal 2000, the Company borrowed against the 1998 Credit Agreement for seasonal working capital. At the end of fiscal 2001, the Company has borrowings at a weighted average interest rate of the end of fiscal 2000, the Company has borrowings at a weighted average interest rate of addition, as of December 29, 2000, the Company had \$21.6 million and \$21.6 million of letters of credit outstanding for merchandise purchases.

Net cash provided by operating activities for the year ended 2001 was \$44.3 million, compared with \$44.3 million for the same period in fiscal 1999. Net cash used in operating activities for the year ended 2001 was \$100.0 million, net cash used in operating activities attributed to the timing of vendor payments, a decline in inventory turn. Net cash used in operating activities is our principal source of funds. Therefore, a decline in demand for merchandise offerings could impact the availability of funds for expansion.

Net cash used in investing activities for the year ended 2001 was \$100.0 million, compared with \$100.0 million, in fiscal 1999.



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in borrowings from uncommitted lines of credit outside of the Credit Agreement. The Credit Agreement replaced the 1998 \$90 million revolving line of credit which allowed for up to \$25 million in borrowings from uncommitted lines of credit (the "1998 Credit Agreement"). Interest on all borrowings is determined based upon several alternative rates as

for the same period in fiscal 2001. The Credit Agreement included an increase in capital expenditures for the opening of 63 new stores compared with fiscal 2000, capital expenditures for the third distribution center which

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in the Spring 2002 and an increase in the number of store remodels in fiscal 2001 compared with fiscal 2000. The Company currently estimates capital expenditures will be approximately \$75 million to \$80 million in fiscal 2002, primarily for an estimated 50 new stores, store remodels, the third distribution center and system enhancements.

Net cash provided by financing activities for the fiscal year ended 2001 was \$32.7 million compared with \$9.2 million for the same period in fiscal 2000. The increase was principally due to an increase in short-term borrowings to fund the Company's operations.

As discussed in Note 9 to the Consolidated Financial Statements, the Company is committed for future minimum rental payments primarily for its retail stores for amounts, which aggregate approximately \$2.0 billion. In addition, as of January 30, 2002, the Company had fully executed leases for 44 stores planned to open in fiscal 2002.

Management regularly reviews and evaluates its liquidity and capital needs. The Company experiences peak periods for its cash needs during the course of its fiscal year, with such peak periods generally expected during the second quarter and fourth quarter of the current fiscal year. As the Company's business continues to grow and its current store expansion plan implemented, such peak periods may require increases in the amounts available under its credit facility from those currently existing and/or other debt or equity funding. The Company currently believes it would have access to necessary additional debt and/or capital markets funding as such needs may require. Management currently believes that the Company's cash flows from operations, credit extended by suppliers, its existing credit facilities, uncommitted lines of credit, and such other or additional debt or capital markets funding as it may seek to obtain, will be sufficient to fund its expected capital expenditure, working capital and non-acquisition business expansion requirements for the foreseeable future.

### MARKET RISK DISCLOSURE

The Company continuously evaluates market risks associated with its financial instruments relating to the Company's operations. Changes in interest rates and foreign exchange rates may affect the Company's results of operations. The Company does not engage in financial instruments for trading or speculative purposes.

### INTEREST RATE RISK

The Company's financial instruments include long-term debt equivalents and short-term borrowings. The Company's obligations are short-term in nature with a maximum term of less than a 30-day commitment. The Company manages interest rate risks primarily through borrowings under the Credit Agreement. Interest on all borrowings is determined based upon several alternative rates as stipulated in the Credit Agreement, including a fixed rate plus LIBOR. On December 29, 2001, the Company had \$29.7 million of debt under the Credit Agreement at an average interest rate of 5.75% (see Note 7 to the Consolidated Financial Statements). The Company believes that its interest rate risk is minimal. A hypothetical 10% increase or decrease in interest rates would affect the associated debt's variable interest expense, which would affect the Company's results of operations. The Company does not use derivative instruments to hedge its investment portfolio.

### FOREIGN CURRENCY RISK

The Company enters into some purchases and sales outside the United States, which are primarily denominated in dollars and, therefore, the Company has minimal exposure to foreign currency exchange rates. The Company does not hedge against foreign currency exchange rates that foreign currency exchange rates would affect the Company's results of operations.

In addition, the Company operates in Canada. As of December 29, 2001, the Company's Canadian operations translation risk is minimal, as the Canadian dollar is strengthening or weakening of the United States dollar would not materially affect the Company's results of operations.

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INFLATION AND SEASONALITY

The Company does not believe that its operating results have been materially affected by inflation during the preceding three years. There can be no assurance, however, that the Company's operating results will not be affected by inflation in the future.

The Company's business is subject to substantial seasonal variations. Historically, the Company has realized a significant portion of its net sales and net income for the year during the third and fourth quarters. The Company's quarterly results of operations may also fluctuate significantly as a result of a variety of other factors, including the timing of new store openings. The Company believes this is the general pattern associated with its segment of the retail industry and expects this pattern will continue in the future. Consequently, comparisons between quarters are not necessarily meaningful and the results for any quarter are not necessarily indicative of future results.

RECENT ACCOUNTING PRONOUNCEMENTS

The Company has adopted Statement of Financial Standards ("SFAS") No. 133, "Accounting for Derivative Instruments and Hedging Activities" ("SFAS No. 133"). This statement was effective for the first quarter of fiscal years beginning after June 15, 2000. For the Company, implementation was required for the first quarter of fiscal 2001. The implementation of SFAS No. 133 did not have a significant effect on the Company's results of operations or financial position.

At a recent FASB Emerging Issues Task Force ("EITF") meeting, a consensus was reached with respect to the issue of "Accounting for Certain Sales Incentives," including point of sale coupons, rebates and free merchandise. The consensus included a conclusion that the value of such sales incentives that result in a reduction of the price paid by the customer should be netted against sales and not classified as a sales or marketing expense. In April 2001, the EITF delayed the effective date for this consensus to 2002. The Company already includes such sales incentives as a reduction of sales and

records free merchandise in cost of sales and is not subject to the new EITF consensus.

In July 2001, the FASB issued Statement of Financial Accounting Standards ("SFAS") No. 142, "Intangible Assets" ("SFAS No. 142"). This statement addresses the current requirement to amortize intangible assets with indefinite useful lives. The statement also addresses the impairment test for goodwill and intangible assets. The Company will adopt SFAS No. 142 in fiscal 2002. The Company's carrying amount of goodwill under SFAS No. 142, the Company will be approximately \$850,000.

In June 2001, the FASB issued Statement of Financial Accounting Standards ("SFAS") No. 141, "Business Combinations" ("SFAS No. 141"). This statement addresses financial accounting and reporting for business combinations and the associated asset retirement obligations. The statement requires that the fair value of an asset retirement obligation be recognized when it is incurred if a reasonable estimate of fair value can be made. This statement is effective for fiscal years beginning in 2003. The Company already recognizes an asset retirement liability for an asset retirement obligation in which it is incurred.

In August 2001, the FASB issued Statement of Financial Accounting Standards ("SFAS") No. 144, "Impairment or Disposal of Long-Lived Assets" ("SFAS No. 144"), which supersedes both SFAS No. 143, "Accounting for the Impairment of Long-Lived Assets to Be Disposed of," and APB No. 30, "Reporting the Results of Operations - Extraordinary, Unusual and Infrequently Occurring Events and Dispositions." This statement addresses the accounting and reporting for the impairment or disposal of long-lived assets. The statement also addresses the accounting and reporting for discontinued operations. The statement is effective for fiscal years beginning in 2002. The Company already includes such sales incentives as a reduction of sales and

to be disposed of by sales have been retained by SFAS No. 144. SFAS No. 144 also retains the basic provisions of APB No. 30 on how to present discontinued operations in the income statement and also broadens that presentation to

management determines to close a business, the business will be subject to change should act

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include a component of an entity (rather than a segment of a business). An impairment assessment under SFAS No. 144 will no longer result in a write-down of goodwill. Instead, goodwill will be evaluated for impairment under SFAS No. 142, Goodwill and Other Intangible Assets.

SFAS No. 144 is effective for the Company in fiscal 2002. The Company does not expect the adoption of SFAS No. 144 for long-lived assets held for use to have a material impact on the Company's financial statements as the impairment assessment under SFAS No. 144 is predominately unchanged from SFAS No. 121.

CRITICAL ACCOUNTING POLICIES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts and timing of revenues and of expenses during the reporting period. The Company's management believes the following critical accounting policies, among others, involve significant estimates and judgments inherent in the preparation of the consolidated financial statements. The Company estimates future sales returns, and when material, records a provision in the period that the related sales are recorded based on historical information. Should actual returns differ from the Company's estimates, revisions to estimated sales return may be required. The Company records estimated inventory shrink expense based upon historical experience between the dates of physical inventories. Although inventory shrink rates have not fluctuated significantly over the past several years, should actual inventory shrink rates differ from the Company's estimates, revisions to inventory shrink expense may be required. The Company records estimated store closure costs in the period in which

FORWARD-LOOKING STATEMENTS

This annual report contains forward-looking statements within the meaning of The Private Securities Reform Act of 1995. The statements may be identified by terminology as "expect," "believe," "intend," "plan," "target" and variations of such terms. All of these statements constitute forward-looking information. Forward-looking statements are based on our current expectations, assumptions, estimates and projections for our Company and involve certain risks and uncertainties, including levels of demand, the timing and acceptance of product offerings, the success of our new business concepts and store openings, competition from other home furnishings retailers, the availability of suitable locations, the schedule of store expansion and the impact of the bankruptcy and liquidation of the industry, the impact on consumer spending, the slowing consumer economy and the economic environment. Actual results may differ from those in our forward-looking statements. The factors are included in the "Risk Factors" section of the Company's Registration Statement on Form S-1, filed with the Securities and Exchange Commission. The information may be contained in subsequent filings with the Securities and Exchange Commission. We encourage investors to consider all such factors. In light of the risks and uncertainties inherent in such forward-looking statements, we do not consider their inclusion to be a part of our forward-looking matters will be based on our current assumptions. We assume no obligation for updating our forward-looking statements to reflect actual results or changes in other factors affecting our business.

CONSOLIDATED STATEMENTS OF OPERATIONS (IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

FISCAL YEAR ENDED	DECEMBER 29, 2001	DECEMBER 29, 2000
NET SALES.....	\$1,823,803	\$1,823,803
Cost of sales, including buying and distribution costs.....	1,081,259	1,081,259
GROSS PROFIT.....	742,544	742,544
Selling, general and administrative expenses.....	652,058	652,058
Restructuring and asset impairment charge.....	34,006	34,006

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Litigation charge.....	4,000	
<hr/>		
OPERATING PROFIT.....	52,480	
Interest income.....	(27)	
Interest expense.....	3,897	
<hr/>		
Interest expense, net.....	3,870	
<hr/>		
Income before income taxes.....	48,610	
Provision for income taxes.....	18,861	
<hr/>		
NET INCOME.....	\$ 29,749	
<hr/> <hr/>		
Per share of common stock:		
BASIC		
Net income.....	\$ 0.73	
Weighted average shares outstanding.....	40,508	
DILUTED		
Net income.....	\$ 0.72	
Weighted average shares outstanding.....	41,193	

SEE ACCOMPANYING NOTES TO CONSOLIDATED FINANCIAL STATEMENTS.

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CONSOLIDATED BALANCE SHEETS (IN THOUSANDS, EXCEPT SHARE AMOUNTS)

	DECEMBER
	200
<hr/>	
ASSETS	
CURRENT ASSETS:	
Cash and cash equivalents.....	\$
Accounts receivable.....	
Inventories.....	
Prepaid expenses and other current assets.....	
Current deferred taxes.....	
<hr/>	
TOTAL CURRENT ASSETS.....	
Property and equipment, net.....	
Goodwill, net of accumulated amortization of \$9,064	
at December 29, 2001 and \$8,214 at December 30, 2000.....	
Deferred charges and other non-current assets, net.....	
<hr/>	
TOTAL ASSETS.....	\$
<hr/>	
LIABILITIES AND SHAREHOLDERS' EQUITY	
CURRENT LIABILITIES:	
Accounts payable.....	\$

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Accrued expenses and other current liabilities.....	
Short-term borrowings .....	
-----	
TOTAL CURRENT LIABILITIES.....	
Deferred income taxes and other long-term liabilities.....	
-----	
SHAREHOLDERS' EQUITY:	
Preferred stock, \$0.01 par value; 1,000,000 shares authorized; none issued and outstanding.....	
Common stock, \$0.01 par value; 135,000,000 shares authorized; 40,872,008 shares issued and 40,624,374 shares outstanding at December 29, 2001; 40,173,441 shares issued and 40,059,126 shares outstanding at December 30, 2000.....	
Additional paid-in capital.....	
Retained earnings.....	
Accumulated other comprehensive (loss) income .....	
Treasury stock, at cost; 247,634 shares at December 29, 2001 and 114,315 shares at December 30, 2000.....	
-----	
TOTAL SHAREHOLDERS' EQUITY.....	
-----	
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY.....	\$ =====

SEE ACCOMPANYING NOTES TO CONSOLIDATED FINANCIAL STATEMENTS.

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### CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

	COMMON STOCK ----- SHARES	AMOUNT	ADDITIONAL PAID-IN CAPITAL
(IN THOUSANDS, EXCEPT NUMBER OF SHARES)			
BALANCE AT DECEMBER 31, 1998.....	39,037,948	\$391	\$211,378
Net income.....	--	--	--
Common stock issued under stock incentive plans.....	463,978	5	9,373
Purchase of treasury stock.....	(23,144)	--	--
	-----	-----	-----
BALANCE AT JANUARY 1, 2000.....	39,478,782	396	220,751
Net income.....	--	--	--
Currency translation adjustment.....	--	--	--
Comprehensive earnings.....			
Common stock issued under stock incentive plans.....	618,182	6	10,796
Purchase of treasury stock.....	(37,838)	--	--
	-----	-----	-----
BALANCE AT DECEMBER 30, 2000.....	40,059,126	402	231,547

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Net income.....	--	--	--
Currency translation adjustment.....	--	--	--
Comprehensive earnings.....			
Common stock issued under stock incentive plans.....	698,567	7	13,687
Purchase of treasury stock.....	(133,319)	--	--
	-----	-----	-----
BALANCE AT DECEMBER 29, 2001.....	40,624,374	\$409	\$245,234
	=====	=====	=====

	TREASURY STOCK	TOTAL
	-----	-----
BALANCE AT DECEMBER 31, 1998.....	\$ (1,390)	\$323,576
Net income.....	--	52,052
Common stock issued under stock incentive plans.....	--	9,378
Purchase of treasury stock.....	(1,044)	(1,044)
	-----	-----
BALANCE AT JANUARY 1, 2000.....	(2,434)	383,962
Net income.....	--	64,937
Currency translation adjustment.....	--	289
		-----
Comprehensive earnings.....		65,226
Common stock issued under stock incentive plans.....	--	10,802
Purchase of treasury stock.....	(996)	(996)
	-----	-----
BALANCE AT DECEMBER 30, 2000.....	(3,430)	458,994
Net income.....	--	29,749
Currency translation adjustment.....	--	(706)
		-----
Comprehensive earnings.....		29,043
Common stock issued under stock incentive plans.....	--	13,694
Purchase of treasury stock.....	(3,516)	(3,516)
	-----	-----
BALANCE AT DECEMBER 29, 2001.....	\$ (6,946)	\$498,215
	=====	=====

SEE ACCOMPANYING NOTES TO CONSOLIDATED FINANCIAL STATEMENTS.

CONSOLIDATED STATEMENTS OF CASH FLOWS (IN THOUSANDS)

FISCAL YEAR ENDED	DECEMBER 29, 2001	DECEMBER 29, 2000
-----	-----	-----

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CASH FLOWS FROM OPERATING ACTIVITIES:	
Net income.....	\$ 29,749
Adjustments to reconcile net income to net cash provided by operating activities:	
Depreciation and amortization.....	40,113
Deferred income taxes.....	(6,025)
Loss on disposal of assets.....	1,335
Federal tax benefit from common stock issued under stock incentive plans.....	3,671
Restructuring and asset impairment charge.....	37,837
Changes in assets and liabilities:	
(Increase) decrease in accounts receivable.....	(9,364)
Increase in inventories.....	(59,720)
Increase in prepaid expenses and other current assets.....	(1,532)
Increase in deferred charges and other non-current assets.....	(2,060)
(Decrease) increase in accounts payable.....	(2,510)
Increase in accrued expenses and other liabilities.....	12,764
	-----
NET CASH PROVIDED BY OPERATING ACTIVITIES.....	44,258
	-----
CASH FLOWS FROM INVESTING ACTIVITIES:	
Additions to property and equipment.....	(100,028)
	-----
CASH FLOWS FROM FINANCING ACTIVITIES:	
Proceeds from common stock issued under stock incentive plans.....	10,023
Purchase of treasury stock.....	(3,516)
Increase in short-term borrowings.....	26,182
	-----
NET CASH PROVIDED BY FINANCING ACTIVITIES.....	32,689
	-----
Effect of exchange rate changes on cash and cash equivalents.....	(6)
Net (decrease) increase in cash and cash equivalents	(23,087)
Cash and cash equivalents at beginning of year.....	38,524
	-----
CASH AND CASH EQUIVALENTS AT END OF YEAR.....	\$ 15,437
	=====
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION	
CASH PAID DURING THE YEAR FOR:	
Interest (net of amounts capitalized).....	\$ 4,059
Income taxes.....	\$ 23,514

SEE ACCOMPANYING NOTES TO CONSOLIDATED FINANCIAL STATEMENTS.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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### 1. BUSINESS

Linens 'n Things, Inc. and its subsidiaries (collectively the "Company") operate in one segment, the retail industry, and had 343 stores in 43 states across the United States and four Provinces in Canada as of the fiscal year ended December 29, 2001. The Company's stores emphasize a broad assortment of home textiles, housewares and home accessories, carrying both national brand and private label goods.

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### BASIS OF PRESENTATION

The consolidated financial statements include those of Linens 'n Things, Inc. and its wholly-owned subsidiaries. All significant inter-company balances and transactions have been eliminated.

#### FISCAL PERIODS

The Company utilizes a 52/53-week period ending on the Saturday nearest the last day of December. Accordingly, fiscal 2001, 2000 and 1999 were 52-week periods, which ended on December 29, 2001, December 30, 2000 and January 1, 2000, respectively.

#### REVENUE RECOGNITION

The Company recognizes revenue at the time of sale of merchandise to its customers. Provisions for estimated future sales returns when material are recorded in the period that the related sales are recorded. The Company determines the amount of provision based on historical information. Sales discounts, coupons and other similar incentives are recorded as a reduction of sales revenue in the period when the related sales are recorded.

#### INVENTORIES

Inventories consist of finished goods merchandise purchased from domestic and foreign vendors and are carried at the lower of cost or market; cost is determined by the retail inventory method of accounting. Amounts are removed from inventory at the average cost method.

#### DEFERRED RENT

The Company accrues for scheduled rent increases contained in its leases on a straight-line basis over the non-cancelable lease term.

### STORE OPENING AND CLOSING COSTS

New store opening costs are capitalized. In the event a store is closed, the remaining lease obligations, rental income and asset impairment costs are provided for in the consolidated financial statements. The determination to close a store is made by management.

For fiscal 2001, the Company's store opening and asset impairment costs related to the accelerated opening of stores (See Note 3 to the Consolidated Financial Statements). For fiscal 2000, store opening costs related to store closings have been capitalized. There were no reserves for store opening costs in fiscal 2000 or 1999.

### FINANCIAL INSTRUMENTS

Cash and cash equivalents, accounts payable and accrued expenses are carried at their approximate fair value due to their short-term nature. The carrying value of long-term debt instruments approximates the fair value available to the Company for the reporting period.

### CASH AND CASH EQUIVALENTS

Cash equivalents are considered to be highly liquid securities with maturities of three months or less when purchased.

### PROPERTY AND EQUIPMENT

Property and equipment are stated at cost less accumulated depreciation. Depreciation is computed on a straight-line basis over the useful lives of the assets (40 years for buildings, 7 years for furniture, fixture and equipment, and software costs are amortized over their estimated useful lives). Depreciation for the year placed in service is computed by amortizing over the shorter of the useful life or the economic lives of the related asset.

Maintenance and repairs are expensed as incurred. Major renewals or replacements are capitalized after making the necessary adjustments for accumulated depreciation and are depreciated over the useful life of the replaced asset.



IMPAIRMENT OF LONG-LIVED ASSETS

Long-lived assets, including fixed assets and goodwill, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable, the Company estimates the undiscounted future cash flows to result from the use of the asset and its ultimate disposition. If the sum of the undiscounted cash flows is less than the carrying value, the Company recognizes an impairment loss, measured as the amount by which the carrying value exceeds the fair value of the asset. Fair value would generally be determined by market value. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell.

DEFERRED CHARGES

Deferred charges, principally beneficial leasehold costs, are amortized on a straight-line basis, generally over the remaining life of the leasehold acquired.

GOODWILL

Prior to fiscal 2002, the excess of acquisition costs over the fair value of net assets acquired was amortized on a straight-line basis over 32 years. Beginning in fiscal 2002, the Company will adopt SFAS No. 142, "Goodwill and Intangible Assets" which no longer permits the amortization of goodwill.

COSTS OF SALES

In addition to the cost of inventory sold, the Company includes its buying and distribution expenses in its cost of sales. Buying expenses include all direct and indirect costs to procure merchandise. Distribution expenses include the cost of operating the Company's distribution centers and freight expense related to transporting merchandise.

ADVERTISING COSTS

The Company expenses the production costs of advertising at the commencement date of the advertisement. Advertising costs were \$49.7 million, \$39.6 million and \$35.6 million for fiscal years 2001, 2000 and 1999, respectively.

INCOME TAXES

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured

using enacted tax rates expected in the years in which those assets and liabilities are expected to be recovered or tax assets and liabilities of rates is recognized in income the enactment date.

STOCK BASED COMPENSATION

The Company grants stock options for a fixed number of shares to employees. The stock options are equal in value to the underlying shares at the date of grant. The Company adopted the disclosure provisions of SFAS No. 123, "Accounting for Stock-Based Compensation" and the provisions of SFAS No. 123, "Accounting for Stock-Based Compensation" option grants and restricted stock. The Company does not recognize expense for option grants and amortizes the cost of market value over specified periods.

EARNINGS PER SHARE

The Company presents earnings per share on a "diluted" basis. Basic earnings per share is computed by dividing net income by the weighted average number of shares outstanding during the period. Diluted earnings per share is computed by dividing net income by the weighted average number of shares outstanding during the period plus common stock equivalents.

The calculation of basic and diluted earnings per share ("EPS") for fiscal 2001, 2000 and 1999 is as follows (in thousands, except per share amounts):

-----		20
-----		
Net Income.....	\$29,7	=====
Average Shares Outstanding:		
Basic	40,5	
Effect of outstanding stock options and restricted stock grants		6
Diluted.....	41,1	=====
Earnings per share		
Basic.....	\$.0.	=====
Diluted.....	\$.0.	=====

Options for which the exercise price is less than the average market price of common stock were 13,000 shares ended 2001, 20,000 shares ended 2000 and 3,000 shares ended 1999 were included in the computation of diluted earnings per share. The exercise price of options totaling 1,495,000 shares, 43,000 shares, respectively, was less than the average market price and was excluded from the computation.

per share due to the application of the treasury stock method were 13,000 shares, 20,000 shares and 3,000 shares for fiscal years ended 2001, 2000 and 1999, respectively.

USE OF ESTIMATES IN THE PREPARATION OF FINANCIAL STATEMENTS

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts and timing of revenues and of expenses during the reporting period. The Company's management believes the following critical accounting policies, among others, involve significant estimates and judgments inherent in the preparation of the consolidated financial statements. The Company estimates future sales returns and, when material, records a provision in the period that the related sales are recorded based on historical information. Should actual returns differ from the Company's estimates, revisions to estimated sales return may be required. The Company records estimated inventory shrink expense based upon historical experience between the dates of physical inventories. Although inventory shrink rates have not fluctuated significantly over the past several years, should actual inventory shrink rates differ from the Company's estimates, revisions to inventory shrink expense may be required. The Company records estimated store closure costs in the period in which management determines to close a store. Such estimates may be subject to change should actual results differ.

RECLASSIFICATIONS

Certain reclassifications were made to the fiscal 2000 and 1999 consolidated financial statements in order to conform to the fiscal 2001 presentation.

3. RESTRUCTURING AND ASSET IMPAIRMENT CHARGE

During the fourth quarter of fiscal 2001, the Company developed and committed to a strategic initiative designed to improve store performance and profitability. This initiative calls for the closing of 17 under-performing stores, which did not meet the Company's profit objectives. These 17 stores generated sales of approximately \$70 million

In connection with this initiative, the Company incurred pre-tax restructuring and asset impairment charges of \$37.8 million (\$23.7 million after tax) for fiscal 2001. Of the \$37.8 million charge, \$15.2 million in restructuring and asset impairment charges is recorded in cost of sales and \$22.6 million is recorded in after-tax cash portion, which includes approximately \$15.2 million in restructuring and asset impairment charges.

A pre-tax reserve of \$20.5 million for estimated lease commitments is included in accrued liabilities. The Company also has a pre-tax reserve for store closure costs of \$9.5 million. The Company has also recorded a pre-tax reserve of \$9.5 million for estimated store closure costs. A pre-tax reserve of \$9.5 million has been established for other estimated store closure costs. A pre-tax reserve of \$9.5 million has been established for other estimated store closure costs. A pre-tax reserve of \$9.5 million has been established for other estimated store closure costs.

4. ACCOUNTS RECEIVABLE

ACCOUNTS RECEIVABLE, CONSISTING OF THE FOLLOWING (IN THOUSANDS)

-----  
 Credit card settlements due.  
 Due from landlords and vendors.  
 Other.....  
 -----

Due to the short-term nature of these receivables, no allowance for doubtful accounts was recorded as of December 29, 2001 and December 31, 2000.

5. PROPERTY AND EQUIPMENT

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in fiscal 2001, or less than 4% of total sales. These stores are geographically dispersed and there are no concentrated market closings. The closing of these stores will enable the Company to redeploy its financial, human and infrastructure resources to more productive stores.

PROPERTY AND EQUIPMENT CONSIST OF THE FOLLOWING (IN THOUSANDS)

-----  
 Land  
 Building.....  
 Furniture, fixtures and equipm  
 Leasehold improvements.....  
 Computer software.....

Less:  
 Accumulated depreciation  
 and amortization .....

6. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES CONSISTED OF THE FOLLOWING (IN THOUSANDS):	FISCAL YEAR ENDED	
	2001	2000
Restructuring reserve.....	\$24,501	\$ --
Other taxes payable.....	24,296	18,383
Income taxes payable.....	19,029	22,403
Salaries and employee benefits...	15,522	16,834
Other.....	65,853	60,960
	-----	-----
	\$149,201	\$118,580

Included in "other" are miscellaneous store operating and corporate office accrued expenses.

7. SHORT-TERM BORROWING ARRANGEMENTS

The Company has available a \$150 million senior revolving credit facility agreement (the "Credit Agreement") with third party institutional lenders, expiring October 20, 2003. The Credit Agreement also allows for up to \$40 million in borrowings from uncommitted lines of credit outside of the Credit Agreement. The Credit Agreement replaced the 1998 \$90 million revolving line of credit, which allowed for up to \$25 million in borrowings from uncommitted lines of credit (the "1998 Credit Agreement"). Interest on all borrowings is determined based upon several alternative rates as stipulated in the Credit Agreement, including a fixed rate plus LIBOR based rate. The Credit Agreement contains certain financial covenants, including those relating to the maintenance of a minimum tangible net worth, a minimum fixed charge coverage ratio, and a maximum

8. DEFERRED INCOME TAXES AND LIABILITIES

-----  
 DEFERRED INCOME TAXES AND OTHER LONG-TERM LIABILITIES CONSISTED OF THE FOLLOWING (IN THOUSANDS):

-----  
 Deferred income taxes.....  
 Deferred rent.....  
 Other.....

9. LEASES

The Company has non-cancelable leases for retail stores, which generally contain renewal options to 15 years and require the Company to pay real estate taxes and common area maintenance. Rentals are paid based on a percentage of sales plus a fixed rental expense for all operating leases (in thousands):

-----  
 Minimum rentals..... \$1  
 Contingent rentals..

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leverage ratio. At the end of fiscal 2001, the Company was in compliance with the terms of the Credit Agreement. The Credit Agreement also contains a covenant that limits the amount of cash dividends, pursuant to which the amount of cash dividends may not exceed the sum of \$50 million plus on a cumulative basis an amount equal to 50% of the consolidated net income for each fiscal quarter, commencing with the fiscal quarter ending September 30, 2000. The Company has never paid cash dividends. At various times throughout fiscal 2001 and 2000, the Company borrowed against the Credit Agreement and the 1998 Credit Agreement for seasonal working capital needs. At the end of fiscal 2001, the Company had \$29.7 million of borrowings at a weighted average interest rate of 3.1%. At the end of fiscal 2000, the Company had \$3.9 million of borrowings at a weighted average interest rate of 7.5%. In addition, as of December 29, 2001 and December 30, 2000, the Company had \$21.6 million and \$22.3 million, respectively, of letters of credit outstanding, which were primarily used for merchandise purchases. The Company is not obligated under any formal or informal compensating balance requirements.

Less: sublease rentals -----  
\$1

At fiscal year end 2001, the f  
required under operating lease  
sublease rentals excluding lea  
stores and stores planned to b  
thousands):

FISCAL YEAR  
-----  
2002  
2003  
2004  
2005  
2006  
Thereafter.....

Total future minimum sublease

-----  
In addition, as of January 30,  
executed leases for 44 stores  
2002.

10. STOCK INCENTIVE PLANS

The Company has adopted the 20  
Plan (the "2000 Plan") and the  
(collectively, the "Plans"). T

the granting of options, restricted stock grants and other stock-based awards (collectively, "awards") to key employees and non-officer directors. The 2000 Plan replaces both the Company's 1996 Incentive Compensation Plan (the "1996 Plan") and the 1996 Non-Employee Directors' Stock Plan (the "Directors' Plan"). Therefore, no future awards will be made under the 1996 Plan and the Directors' Plan, although outstanding awards under the 1996 Plan and the Directors' Plan will continue to be in effect. Under the 2000 Plan, an aggregate of 2,000,000 shares (plus any shares under outstanding awards under the 1996 Plan and the Directors' Plan which become available for further grants) is available for issuance of awards. Under the Broad-Based Equity Plan a total of 4,000,000 shares are currently available for issuance of awards to regular full time employees (excluding all executive officers).

At fiscal year end 2001, 1,0  
outstanding under the Broad-  
2001, 506,921 stock options  
options were exercised and 6  
canceled, and 137,946 stock  
fiscal year end 2001 under t

The following tables summariz  
option transactions for the  
Directors' Plan:

-----  
Balance at December 31, 1998

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Stock options under the Plans are granted with exercise prices at the fair market value of the underlying shares at the date of grant. The right to exercise options generally commences one to five years after the grant date, and in all events, the options expire ten years after the grant date. Restrictions on restricted stock grants lapse over vesting periods of up to five years. Restricted stock grants are considered outstanding as of the grant date for purposes of computing diluted EPS and are considered outstanding upon vesting for purposes of computing basic EPS.

At fiscal year end 2001, 13,982 restricted stock grants were outstanding under the 1996 Plan and the Directors' Plan. During fiscal 2001, 121,577 restricted stock grants were released, no restricted stock grants were awarded and no restricted stock grants were canceled under the 1996 Plan and the Directors' Plan.

At fiscal year end 2001, 113,134 restricted stock grants were outstanding under the 2000 Plan. During fiscal 2001, 12,660 restricted stock grants were released, 28,667 restricted stock grants were awarded and no restricted stock grants were canceled.

At fiscal year end 2001, 2,145,581 stock options were outstanding under the 1996 Plan. During fiscal 2001, no stock options were granted, 471,787 stock options were exercised and 44,339 stock options were canceled, and 1,168,287 stock options were exercisable at fiscal year end 2001 under the 1996 Plan. At fiscal year end 2001, 54,800 stock options were outstanding under the Directors' Plan. During fiscal 2001, no stock options were granted, no stock options were exercised and no stock options were canceled, and 48,800 stock options were exercisable at fiscal year end 2001 under the Directors' Plan.

At fiscal year end 2001, 1,194,508 stock options were outstanding under the 2000 Plan. During fiscal 2001, 704,658 stock options were granted, no stock options were exercised and 1,150 stock options were canceled, and 125,750 stock options were exercisable at fiscal year end 2001 under the 2000 Plan.

Options granted  
Options exercised  
Options canceled

Balance at January 1, 2000

Options granted  
Options exercised  
Options canceled

Balance at December 30, 2000

Options granted  
Options exercised  
Options canceled

Balance at December 29, 2001

Options Exercisable as of:  
January 1, 2000  
December 30, 2000  
December 29, 2001

RANGE OF EXERCISE PRICE	OUTSTANDING AS OF DECEMBER 29
\$7.75 - \$9.75	250
\$9.76 - \$14.62	9
\$14.63 - \$19.50	1,561
\$19.51 - \$24.37	1,042
\$24.38 - \$29.25	79
\$29.26 - \$34.12	1,448
\$34.13 - \$39.00	10
\$39.01 - \$43.87	13
\$43.88 - \$48.75	6
<b>TOTAL</b>	<b>4,422</b>

Options Exercisable

The effects of applying SFAS disclosure are not necessari

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RANGE OF EXERCISE PRICE	OUTSTANDING AS OF DECEMBER 29, 2001	WEIGHTED-AVERAGE EXERCISE PRICE
\$7.75 - \$9.75	250,184	\$7.83
\$9.76 - \$14.62	9,300	\$12.16
\$14.63 - \$19.50	454,239	\$17.44
\$19.51 - \$24.37	253,221	\$21.44
\$24.38 - \$29.25	41,609	\$26.36
\$29.26 - \$34.12	455,481	\$30.76
\$34.13 - \$39.00	4,750	\$36.74
\$39.01 - \$43.87	7,500	\$39.80
\$43.88 - \$48.75	4,499	\$44.87
Total	1,480,783	\$21.08

The fair value of each stock option grant and restricted stock grant is estimated on the date of grant using the Black-Scholes option-pricing model using the following assumptions for grants:

FISCAL YEAR ENDED	2001	2000	1999
Expected life (years).....	8.0	6.0	4.5
Expected volatility.....	49.9%	55.0%	45.0%
Risk-free interest rate.....	3.5%	5.1%	6.2%
Expected dividend yield.....	0.0%	0.0%	0.0%

The weighted-average fair value of options granted as of December 29, 2001, December 30, 2000 and January 1, 2000 was \$13.85, \$14.39 and \$12.10, respectively. The weighted-average fair value of restricted stock granted as of December 29, 2001, December 30, 2000 and January 1, 2000 was \$15.04, \$14.47 and \$13.19, respectively.

The Company applies APB No. 25 and related interpretations in accounting for its stock-based compensation plans. Accordingly, no compensation cost has been recognized in connection with stock options under these plans in the accompanying consolidated financial statements. The compensation cost that has been charged against income for its restricted stock grants was \$3.6 million, \$3.4 million and \$2.0 million for fiscal years 2001, 2000 and 1999, respectively. Set forth below are the Company's net income and net income per share presented "as reported" and as if compensation cost had been recognized in accordance with the provisions of SFAS No. 123:

(IN MILLIONS, EXCEPT PER SHARE DATA)	FISCAL YEAR ENDED		
	2001	2000	1999
NET INCOME:			
As reported.....	\$29.7	\$64.9	\$52.1
Pro forma.....	\$23.3	\$59.8	\$49.3
NET INCOME PER SHARE OF COMMON STOCK:			
Basic:			
As reported.....	\$0.73	\$1.63	\$1.32
Pro forma.....	\$0.58	\$1.50	\$1.25

11. EMPLOYEE BENEFIT PLANS

The Company has a 401(k) savings plan. The amount contributed to the plan amounted to approximately \$1.9 million and \$1.9 million for 2001 and 1999, respectively.

Effective July 1, 1999, the Company established a Supplemental Executive Retirement Plan (SERP), which in part is funded by the Company. The SERP provides for certain life insurance policies for certain executives with supplemental amounts received under the plan. Under the terms of the SERP, upon termination of employment with the Company, an executive is entitled to the benefit amount beginning at or after age 55. The benefit amount for 2001, \$34,000 for fiscal 2000, and \$34,000 for fiscal 2001.

12. INCOME TAXES

Deferred income taxes reflect temporary differences between book and tax values and liabilities for financial reporting purposes. The amounts used for income tax expense of the Company's deferred tax assets and liabilities are as follows (in thousands):

Fiscal Year Ended
DEFERRED TAX ASSETS:
Employee benefits.....
Inventories.....
Lease termination costs.....
Other.....

TOTAL DEFERRED TAX ASSETS...

DEFERRED TAX LIABILITIES:  
Property and equipment.....

NET DEFERRED TAX LIABILITY...

At December 29, 2001 and December 30, 2000, the Company's deferred tax liability was included in the balance sheet as follows (in thousands):

Current deferred taxes.....
Deferred income taxes.....

NET DEFERRED TAX LIABILITY...

Based on the anticipated reversal of the deferred tax liabilities and the Company's net income, management believes that the Company will realize the tax benefits of the deferred tax assets.

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Diluted:			
As reported.....	\$0.72	\$1.60	\$1.27
Pro forma.....	\$0.57	\$1.47	\$1.20

Accordingly, no

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valuation allowance against deferred tax assets is considered necessary.

connection with this settlement. has been made in early fiscal 20

The provision for income taxes comprised the following for:

14. SUMMARY OF QUARTERLY RESULTS

	FISCAL YEAR ENDED		
(IN THOUSANDS):	2001	2000	1999
<b>CURRENT:</b>			
U.S. Federal.....	\$21,726	\$30,401	\$25,449
U.S. State.....	2,728	3,868	3,224
Non-U.S. ....	432	871	--
	-----	-----	-----
	24,886	35,140	28,673
	-----	-----	-----
<b>DEFERRED:</b>			
U.S. Federal.....	(5,917)	4,572	3,328
U.S. State.....	(759)	570	456
Non-U.S. ....	651	(68)	--
	-----	-----	-----
	(6,025)	5,074	3,784
	-----	-----	-----
<b>TOTAL</b>	<b>\$18,861</b>	<b>\$40,214</b>	<b>\$32,457</b>
	=====	=====	=====

(IN THOUSANDS, EXCEPT PER SHARE DATA)	FIRST QUARTER	SECOND QUARTER
<b>NET SALES</b>		
2001 .....	\$379,245	\$387,715
2000 .....	\$326,976	\$339,655
<b>GROSS PROFIT</b>		
2001 .....	150,702	162,161
2000 .....	128,301	139,683
<b>NET INCOME</b>		
2001 .....	4,693	2,109
2000 .....	5,055	6,947
<b>NET INCOME PER SHARE BASIC1</b>		
2001 .....	\$ 0.12	\$ 0.05
2000 .....	\$ 0.13	\$ 0.18

The Company has not provided for Federal income tax on the undistributed income of its foreign subsidiaries because the Company intends to permanently reinvest such income.

	DILUTED1	
2001 .....	\$ 0.11	\$ 0.05
2000 .....	\$ 0.13	\$ 0.17

The following is a reconciliation between the statutory Federal income tax rate and the effective rate for:

	FISCAL YEAR ENDED		
	2001	2000	1999
Effective tax rate.....	38.8%	38.2%	38.4%
State income taxes, net of Federal benefit.....	(2.6)	(2.7)	(2.8)
Goodwill.....	(0.6)	(0.3)	(0.4)
Other.....	(0.6)	(0.2)	(0.2)
	-----	-----	-----
Statutory Federal income tax rate.....	35.0%	35.0%	35.0%

- NET INCOME PER SHARE AMOUNTS TO BE COMPUTED INDEPENDENTLY COMPUTED FOR THE FISCAL YEAR.
- INCLUDES AFTER-TAX LITIGATION \$0.06 PER SHARE ON A FULLY DI
- INCLUDES PRE-TAX RESTRUCTURING ESTIMATED INVENTORY MARKDOWNS ACCELERATED CLOSING OF 17 STO
- INCLUDES AFTER-TAX RESTRUCTURING OF \$23.7 MILLION OR \$0.58 PER BASIS ASSOCIATED WITH THE ACC

15. MARKET INFORMATION (UNAUDI

The Company's common stock is li

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13. COMMITMENTS AND CONTINGENCIES

The Company is involved in various claims and legal actions arising in the ordinary course of business. In the opinion of management, with the exception of the matter discussed in the next paragraph, the ultimate disposition of these matters will not have a material adverse effect on the Company's consolidated financial position, results of operations or liquidity.

The Company had been named as a defendant in California litigation in which the court certified the case as a class action on behalf of certain managers of Company stores located in California seeking overtime pay, together with class action claims on behalf of certain former employees seeking accrued vacation pay. In the second quarter of fiscal 2001, the Company recorded a pre-tax charge of \$4.0 million (\$2.5 million after-tax) related to the settlement payments, attorneys' fees and estimated expenses of administering the settlement. On October 24, 2001, the court gave preliminary approval to a settlement reached in the case. An order granting final approval of class action settlement was signed on December 19, 2001. The Company admitted no liability in

Exchange. Its trading symbol is dividend on its common stock. Th the Company's common stock for e

FOR FISCAL 2001

First Quarter.....
Second Quarter.....
Third Quarter.....
Fourth Quarter.....

FOR FISCAL 2000

First Quarter.....
Second Quarter.....
Third Quarter.....
Fourth Quarter.....

At fiscal year end 2001, there w

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The integrity and objectivity of the financial statements and related financial information in this report are the responsibility of the management of the Company. The financial statements have been prepared in conformity with generally accepted accounting principles and include, when necessary, the best estimates and judgments of management.

The Company maintains a system of internal accounting controls designed to provide reasonable assurance, at appropriate cost, that assets are safeguarded, transactions are executed in accordance with management's authorization, and the accounting records provide a reasonable basis for the preparation of the financial statements. The system of internal accounting controls is continually reviewed by management and improved and modified as necessary in response to changing business conditions and recommendations of the Company's independent auditors.

The Audit Committee of the Board of Directors, consisting solely of outside non-management directors, meets periodically with management and the independent auditors to review matters relating to the Company's financial reporting, the adequacy of internal accounting controls and the scope and results of audit work. The independent auditors have free access to the Audit Committee.

KPMG LLP, certified public accountants, is engaged to audit the consolidated financial statements of the Company. Its Independent Auditors' Report, which is based on an audit made in conformity with generally accepted auditing standards, expresses an opinion as to the fair presentation of these financial statements.



/s/ Norman Axelrod  
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Norman Axelrod  
Chairman and Chief Executive Officer

/s/ William T. Giles  
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William T. Giles  
Senior Vice President, Chief Financial Officer

January 30, 2002

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INDEPENDENT AUDITORS' REPORT  
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To the Board of Directors and Shareholders  
Linens 'n Things, Inc.

We have audited the accompanying consolidated balance sheets of Linens 'n Things, Inc. and Subsidiaries as of December 29, 2001 and December 30, 2000, and the related consolidated statements of operations, shareholders' equity and cash flows for each of the years in the three-year period ended December 29, 2001. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Linens 'n Things, Inc. and Subsidiaries as of December 29, 2001 and December 30, 2000, and the results of their operations and their cash flows for each of the years in the three-year period ended December 29, 2001 in conformity with accounting principles generally accepted in the United States of America.

/s/ KPMG LLP  
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KPMG LLP

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New York, New York  
January 30, 2002