URSTADT BIDDLE PROPERTIES INC
Form 8-K
December 17, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 12, 2013

Commission File Number 1-12803

URSTADT BIDDLE PROPERTIES INC.
(Exact Name of Registrant in its Charter)

MARYLAND	04-2458042
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
321 Railroad Avenue, Greenwich, CT	06830
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (203) 863-8200

N/A
(Former Name or Former address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:
Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12)
Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events

On December 17, 2013 Urstadt Biddle Properties Inc. (the "Company") issued a press release announcing a share repurchase program of up to 2,000,000 shares in the aggregate, of the company's Common Stock, Class A Common Stock, Series D Cumulative Preferred Stock and Series F Cumulative Preferred Stock. A copy of the press release is filed as Exhibit 99.1 to this report.

Item 9.01 Financial Statements and Exhibits.

(a) Not applicable
(b) Not applicable
(c) Not applicable.
(d) The following exhibit is furnished as part of this report:

Press release dated December 17, 2013 is filed as Exhibit 99.1.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 17, 2013 URSTADT BIDDLE PROPERTIES INC.
(Registrant)

/s/ John T. Hayes
John T. Hayes
Senior Vice President & Chief Financial Officer

EXHIBIT INDEX

Exhibit No.
99.1 Press Release dated December 17, 2013

Director of the Company Name Age Position or its Predecessor Since Jeffrey Siegel 60 Chairman of the Board of 1967 Directors, Chief Executive Officer and President. Mr. Siegel has held the position of Chairman of the Board since June 14, 2001, the position of Chief Executive Officer since December 8, 2000 and the position of President since 1999. Prior to becoming President, since 1967, Mr. Siegel was Executive Vice President of the Company. Bruce Cohen 45 Executive Vice President 1998 and a Director. Mr. Bruce Cohen has held the position of Executive Vice President since 1999. Prior to becoming Executive Vice President, since 1991, Mr. Bruce Cohen was Vice President - National Sales Manager of the Company. Craig Phillips 53 Vice-President - Manufacturing, 1973 Secretary and a Director. Mr. Phillips has held the position of Vice-President - Manufacturing and Secretary since 1973. Ronald Shiftan 58 Director. Mr. Shiftan is a 1991 consulant to the Company since October 2002. From 1998 to 2002, Mr. Shiftan was Deputy Executive Director of The Port Authority of New York and New Jersey. From 1996 to 1998, he was Chairman of Patriot Group, LLC, an investment banking firm. Mr. Shiftan is a director of the Rumson-Fair Haven Bank & Trust Co. and a trustee of Meridian Health System, Inc. Howard Bernstein 82 Director. Mr. Bernstein has been 1992 a member of the firm of Cole, Samsel & Bernstein LLC (and its predecessors), certified public accountants, for approximately fifty years. Leonard Florence 71 Director. Mr. Florence has been 2000 Chairman of the Board of Syratech, Inc., a consumer products company, since 1986. From 1986 to 2001 Mr. Florence was Chief Executive Officer and President of Syratch, Inc. Jeffrey Siegel and Craig Phillips are cousins. The Company has no reason to believe that any of the nominees will not be a candidate or will be unable to serve. However, should any of the foregoing nominees become unavailable for any reason, the persons named in the enclosed proxy intend to vote for such other person or persons as the Board may nominate. The Board recommends that stockholders vote FOR the election of the nominated directors, and signed proxies which are returned will be so voted unless otherwise instructed on the proxy card. INFORMATION CONCERNING THE BOARD OF DIRECTORS OF LIFETIME HOAN The directors of the Company are elected annually by the stockholders of the Company. They will serve until the next annual meeting of the stockholders of the Company or until their successors have been duly elected and qualified or until their earlier resignation or removal. Directors who are not employees of the Company receive an annual fee of $10,000 plus $1,000 for each meeting of the Board attended. Directors, who are employees of the Company, do not receive compensation for such services. The officers and directors of the Company have entered into indemnification agreements with the Company. Audit Committee The Audit Committee is presently comprised of two directors who are independent, as required by the Audit Committee charter and the listing requirements for the Nasdaq National Market. The current members are Howard Bernstein and Leonard Florence. Mr. Shiftan, who was a member of the Audit Committee, resigned as of January 1, 2003. The Audit Committee held three meetings during 2002. The Audit Committee, among other things, regularly: * reviews the activities of the Company's independent accountants. * evaluates the Company's organization and its internal controls, policies, procedures and practices to determine whether they are reasonably designed to: - provide for the safekeeping of the Company's assets; and - assure the accuracy and adequacy of the Company's records and financial statements. * reviews the Company's financial statements and reports. * monitors compliance with the Company's internal controls, policies, procedures and practices. * undertakes such other activities as the Board from time to time may delegate to it. * considers the qualifications of the independent accountants of the Company and makes recommendations to the Board as to their selection. * reviews and approves audit fees and fees for non-audit services rendered or to be rendered by the independent accountants, and reviews the audit plan and the services rendered or to be rendered by the independent accountants for each year and the results of their audit for the previous year. Compensation Committee The Compensation Committee is comprised of three directors, two of whom are independent. The current members are Ronald Shiftan (Chairman), Howard Bernstein and Leonard Florence. The Compensation Committee held one meeting during 2002. The Compensation Committee, after consulting with the chief executive officer, establishes, authorizes and administers the Company's compensation policies, practices and plans for the Company's directors, executive officers and other key personnel. The Compensation Committee advises the Board of Directors regarding directors' and officers' compensation and management development and succession plans. The Compensation Committee is responsible for administering the Company's 2000 Incentive Bonus Compensation. The Compensation Committee also undertakes such other activities as may be delegated to it from time to time by the Board of Directors. Stock Option Committee The Stock Option Committee is comprised of three directors. The current members are Jeffrey Siegel (Chairman), Bruce Cohen and Ronald Shiftan. The Stock Option Committee held two meetings during 2002. The Stock Option Committee is responsible for administering the Company's 2000 Long-Term Incentive Plan. The Company's 1991 Stock Option Plan and 1996 Incentive Stock Option Plan are administered by the Board of Directors. The Board does not have a nominating committee; rather, the Board as a whole performs the functions which would otherwise be delegated to such a committee. The Board of Directors held five meetings and took action by unanimous consent once during the fiscal year ended December 31, 2002. Each director attended every Board Meeting and every meeting of the committee(s) on which he served. AUDIT COMMITTEE REPORT The Audit Committee of the Board of Directors of the Company reviewed and discussed the consolidated financial statements of the Company and its subsidiaries that are set forth in the Company's 2002 Annual Report to Stockholders and at Item 8 of the Company's Annual Report on Form 10-K for the year ended December 31, 2002, with management of the Company and Ernst & Young LLP, independent accountants for the Company. The Audit Committee discussed with Ernst & Young LLP the matters required to be discussed by Statement on Auditing Standards No. 61, "Communication with Audit Committees," as amended, which includes, among other items, matters relating to the conduct of an audit of the Company's financial statements. The Audit Committee received the written disclosures and the letter from Ernst & Young LLP required by Independence Standards Board Standard No. 1 and discussed with Ernst & Young LLP that firm's independence from the Company. The Committee concluded that the provision by Ernst & Young LLP of non-audit services, including tax preparation services, to the Company is compatible with its independence. Based on the review and discussions with management of the Company and Ernst & Young LLP referred to above, the Audit Committee recommended to the Board of Directors that the Company publish the consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2002 in the Company's Annual Report on Form 10-K for the year ended December 31, 2002 and in the Company's 2002 Annual Report to Stockholders. April 4, 2003 The Audit Committee Howard Bernstein Leonard Florence COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION Policies and Practices The Board of Directors of the Company (the "Board") has delegated to the Compensation Committee of the Board (the "Committee") primary responsibility for establishing and administering the compensation programs of the Company for its executive officers and other key personnel. The Committee annually reviews the Company's executive compensation practices to determine whether the Company's executive compensation practices (a) enable the Company to attract and retain qualified and experienced executive officers and other key personnel, (b) will motivate executive officers and other key personnel to attain appropriate short term and long term performance goals and to manage the Company for sustained long term growth, and (c) align the interests of executive officers and other key personnel with the interests of the stockholders. Section 162(m) of the Internal Revenue Code (the "Code") provides that compensation paid to a public company's chief executive officer and its four other highest paid executive officers in tax years 1994 and thereafter in excess of $1 million is not deductible unless such compensation is paid only upon the achievement of objective performance goals where certain procedural requirements have been satisfied. Alternatively, such compensation may be deferred until the executive officer is no longer a covered person under Section 162(m) of the Code. Any compensation subject to the Section 162(m) limitations will be automatically deferred until the payment of such compensation would be deductible by the Company except in those cases where the Committee determines that nondeductible payments would be consistent with the Company's compensation philosophy and in the best interests of the Company and its stockholders. Executive Officers' Disclosure Each of the executive officers of the Company receives a salary at a level which is commensurate with the responsibility of such individual, and his or her prior experience. In reviewing salaries, the Committee takes into consideration the operating responsibility of each individual, his or her experience in the housewares industry, his or her expertise in overseas purchasing and the amount of time spent abroad. The Committee also examines the impact each individual has on the profitability and future growth of the Company. Such salaries are intended to be comparable to the salaries of other companies of comparable size and nature. Salary reviews are done annually. The Company adopted the Lifetime Hoan Corporation 2000 Incentive Bonus Compensation Plan pursuant to which executive officers, and other designated participants are entitled to bonuses based on performance criteria and targets that are established for an applicable period. The Company also adopted the Lifetime Hoan Corporation 2000 Long-Term Incentive Plan, which permits the granting of options (and other stock based awards) to executive officers and other key personnel of the Company and its subsidiaries. Chief Executive Officer Disclosure The compensation of Jeffrey Siegel, Chairman of the Board of Directors, Chief Executive Officer and President, was governed by the terms of an agreement dated April 6, 2001, which was approved by the Committee and provides, among other things, for an annual base salary of $700,000 with annual increments based on changes in the Consumer Price Index and an annual bonus pursuant to the Company's Incentive Bonus Compensation Plan. His bonus for 2002 was $323,000. April 4, 2003 The Compensation Committee Ronald Shiftan, Chairman Howard Bernstein Leonard Florence EXECUTIVE COMPENSATION Summary Compensation Table The following table sets forth certain information concerning the compensation of the Company's Chief Executive Officer and President, and each of its other four most highly compensated executive officers whose annual compensation for the fiscal year ended December 31, 2002 exceeded $100,000 (the "Named Executive Officers") for the fiscal years ended December 31, 2002, 2001 and 2000: Long-Term Compensation No. of Shares of Common Stock Underlying Name and Annual Compensation Stock All other Principal Position Year Salary Bonus Options Compensation Jeffrey Siegel 2002 $713,500 $323,000 -- $6,200 (1) Chief Executive 2001 $700,000 $475,579 -- -- Officer and 2000 $400,000 $886,885 (2) -- -- President Bruce Cohen 2002 $304,000 $25,000 (3) -- $500 (1) Executive Vice 2001 $221,000 $157,962 (4) -- $306 (1) President 2000 $221,000 $125,000 (5) -- -- Evan Miller 2002 $304,000 $200,000 (3) -- -- Executive Vice 2001 $275,000 $239,171 (4) -- $379 (1) President 2000 $275,000 $275,000 (5) -- -- Robert Reichenbach 2002 $195,000 $75,000 (3) -- -- Executive Vice 2001 $175,000 $10,000 (4) -- -- President Robert McNally 2002 $227,000 $20,000 (3) 150,000 $939 (1) Vice President 2001 $222,000 $20,000 (4) -- $579 (1) Finance and 2000 $210,000 $25,000 (5) -- -- Treasurer (1) Represents the current dollar value of premiums paid for split dollar life insurance by the Company. (2) Includes $311,885 earned and paid during 2000 under the Incentive Bonus Compensation Plan. Also includes a special bonus paid in 2000 of $575,000 for the fiscal year ended December 31, 2000. (3) Such amounts were accrued in 2002 and paid in 2003. (4) Such amounts were accrued in 2001 and paid in 2002. (5) Such amounts were accrued in 2000 and paid in 2001. Option/SAR Grants in Last Fiscal Year Individual Grants No. of Shares of Common % of Total Stock Options Underlying Granted to Grant Date Options Employees in Exercise Expiration Present Name Granted Fiscal Year Price Date Value Robert McNally 150,000 85.71% $6.30 3/5/2012 $24,000 (a) (a) Option values reflect Black-Scholes model output for options. The assumptions used in the model were expected volatility of .06, risk-free rate of return of 3.47%, a dividend yield of 4.33% and an expected option life of 6 years. Aggregated Option/SAR Exercises in the Last Fiscal Year and Fiscal Year-End Option/SAR Values The following table sets forth certain information with respect to each exercise of stock options during the fiscal year ended December 31, 2002 by each of the Named Executive Officers and the number and value of unexercised options held by each of the Named Executive Officers as of December 31, 2002: Number of Shares of Common Stock Shares Underlying Unexercised Value of Unexercised Acquired on Value Options/SARs at In-The-Money Options/SARS Name Exercise Realized December 31, 2002 at December 31, 2002 (1) Exercisable Unexercisable Exercisable Unexercisable Jeffrey Siegel 3,129 $40,965 -- -- -- -- Robert McNally -- -- 168,000 6,000 $0 $0 Bruce Cohen -- -- 14,100 2,500 $0 $0 Evan Miller -- -- 24,100 2,500 $0 $0 Robert Reichenbach -- -- -- -- -- -- (1) Calculated based on the difference between the closing sale price of the Common Stock, as reported on the Nasdaq National Market on December 31, 2002 ($4.77 per share), and the exercise price of each option multiplied by the number of shares of Common Stock underlying such option. PERFORMANCE GRAPH The following graph compares the cumulative total return on the Company's Common Stock with the Nasdaq Market Value Index and the Housewares Index - Media General Industry Group. The comparisons in this table are required by the Securities and Exchange Commission and are not intended to forecast or be indicative of the possible future performance of the Company's Common Stock. LIFETIME HOAN CORPORATION Cumulative Total Stockholder Return for the Period December 31, 1997 through December 31, 2002. (2) Nasdaq Lifetime Market Housewares Date Hoan Index Index 12/31/97 100.00 100.00 100.00 12/31/98 101.08 141.04 90.95 12/31/99 56.07 248.76 74.89 12/31/00 80.09 156.35 62.70 12/31/01 68.92 124.64 73.18 12/31/02 57.07 86.94 78.69 _______________________________ 2 Assumes $100 invested on December 31, 1997 and assumes dividends reinvested. Measurement points are at the last trading day of each of the fiscal years ended December 2002, 2001, 2000, 1999 and 1998. The material in this chart is not soliciting material, is not deemed filed with the Securities and Exchange Commission and is not incorporated by reference in any filing of the Company under the Securities Act of 1993, as amended, or the Securities Exchange Act of 1934, as amended, whether or not made before or after the date of this Proxy Statement and irrespective of any general incorporation language in such filing. A list of the companies included in the housewares index will be furnished by the Company to any stockholder upon written request to the Vice President, Finance and Treasurer of the Company. Employment Contracts and Termination of Employment and Change-in- Control Arrangements Effective as of April 6, 2001, Mr. Jeffrey Siegel entered into a new employment agreement with the Company that provides that the Company will employ him as its President and Chief Executive Officer for a term commencing on April 5, 2001, and as its Chairman of the Board commencing immediately following the 2001 Annual Meeting of stockholders, and continuing until April 6, 2006, and thereafter for additional consecutive one year periods unless terminated by either the Company or Mr. Siegel as provided in the agreement. The agreement provides for an annual salary of $700,000 with annual increments based on changes in the Consumer Price Index and for the payment to him of bonuses pursuant to the Company's Incentive Bonus Compensation Plan. The agreement also provides for, among other things, standard fringe benefits, such as disability benefits and insurance, and an accountable expense allowance. The agreement further provides that if the Company is merged or otherwise consolidated with any other organization and as a result control of the Company changes or substantially all of the assets of the Company are sold or any person or persons acquire 50% or more of the outstanding stock of the Company, which is followed by: (i) the termination of Mr. Siegel's employment by the Corporation other than in certain circumstances, (ii) the appointment of a person other than him to serve as President or Chief Executive Officer of the Corporation, or the diminution of his duties, responsibilities or powers, (iii) a reduction in aggregate amount of compensation and other benefits received by him (other than a reduction of benefits made for employees generally), or (iv) the transfer of his principal place of employment to a location other than within a thirty mile radius of Westbury, New York, the Company would be obligated to pay to him or his estate the base salary required pursuant to the employment agreement for the balance of the term. The employment agreement also contains restrictive covenants preventing Mr. Siegel from competing with the Company during the term of his employment and for a period of five years thereafter. Effective as of January 1, 2001, the employment agreement was amended to provide that the pre-tax income of the Company upon which Mr. Siegel's bonuses would be based would be determined by the committee responsible for administering and interpreting the Company's Incentive Bonus Compensation Plan. Limitation on Directors' Liability The Company's Restated Certificate of Incorporation contains a provision which eliminates the personal liability of a director for monetary damages other than for breaches of the director's duty of loyalty to the Company or its stockholders, acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, violations under Section 174 of the Delaware General Corporation Law or for any transaction from which the director derived an improper personal benefit. The Company has entered into indemnification agreements with each of its officers and directors which provide that the Company will indemnify the indemnitee against expenses, including reasonable attorney's fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him in connection with any civil or criminal action or administrative proceeding arising out of the performance of his duties as an officer, director, employee or agent of the Company. Such indemnification is available if the acts of the indemnitee were in good faith, if the indemnitee acted in a manner he reasonably believed to be in or not opposed to the best interests of the Company and, with respect to any criminal proceeding, the indemnitee had no reasonable cause to believe his conduct was unlawful. CERTAIN TRANSACTIONS On April 6, 1984, the Company, pursuant to its 1984 Stock Option Plan, which has since been terminated, issued options to Messrs. Milton L. Cohen, Jeffrey Siegel and Craig Phillips, officers and directors of the Company. On December 17, 1985, these individuals exercised their options and the following table reflects the respective numbers of shares issued (the "Option Shares"), the aggregate purchase price, average price per share and method of payment. Number of Shares of Aggregate Average Common Stock Purchase Price per Method of Payment Name Issued Price Share Cash Notes Milton L. Cohen 1,713,204 $469,120 $0.27 $46,912 $422,208 Jeffrey Siegel 1,390,860 382,720 0.27 38,272 344,448 Craig Phillips 519,334 149,120 0.27 14,912 134,208 Total 3,623,398 $1,000,960 $100,096 $900,864 The promissory notes issued by Messrs. Milton L. Cohen, Jeffrey Siegel and Craig Phillips all bear interest at the rate of 9% per annum, are secured by the individuals' respective Option Shares and were originally due and payable on December 17, 1995. From time to time the due dates of the notes have been extended and, in December 2000, the Company extended the due dates of the notes to December 31, 2005. The interest has been paid each year when due. As of April 6, 2001, the promissory note issued by Mr. Milton L. Cohen was canceled and replaced by a new promissory note in the principal amount of $855,777 (representing the principal amount of $422,208 of the promissory note referred to above and $433,569 of other outstanding loans) bearing interest at the rate of 4.85% per annum, payable in twenty equal quarterly installments (principal and interest combined) of $48,404 on the last day of June, September, December and March of each year commencing June 30, 2001. As of December 31, 2002, Mr. Milton L. Cohen owed $578,936 on the promissory note. Mr. Cohen and the Company entered into a consulting agreement dated as of April 6, 2001 pursuant to which the Company retained Mr. Cohen as a consultant to the Company for a period of 5 years. Pursuant to this consulting agreement, the Company pays to Mr. Cohen a fee of $440,800 per year, payable in equal monthly installments of $36,733.33. Pursuant to the terms of this consulting agreement, effective April 6, 2001, the Company granted to Mr. Cohen an option to purchase 40,000 shares of Common Stock of the Company. Mr. Jeffrey Siegel, Chairman of the Board of Directors, Chief Executive Officer and President of the Company, has an outstanding loan, due to overadvances of bonuses in years 1999 and 2000, owing to the Company in the amount of $94,054 at December 31, 2002. This loan does not bear interest and is due on December 31, 2003. During 2002, Mr. Jeffrey Siegel repaid to the Company $224,579 towards the loan. The largest amount of indebtedness owing during 2002 was $318,633. On October 1, 2002 the Company entered into a consulting agreement with Ronald Shiftan, a director of the Company. The term of this consulting agreement is a one year period, which automatically renews for additional one year periods unless either party terminates this consulting agreement by providing written notice of such termination to the other party thereto at least thirty days prior to the expiration of the initial or additional term then in effect. The compensation to be paid to Mr. Shiftan under this consulting agreement is at a rate of $30,000 per month. PROPOSAL NO. 2 APPROVAL AND RATIFICATION OF APPOINTMENT OF AUDITORS Subject to stockholder approval and ratification, the Board reappointed the firm of Ernst & Young LLP as the independent accountants to audit the Company's financial statements for the fiscal year ending December 31, 2003. Ernst & Young LLP has audited the Company's financial statements since 1984. In addition to rendering audit services during 2002, Ernst & Young LLP performed other non-audit services for the Company and its subsidiaries. Fees for the 2002 annual audit were $196,000 and all other fees for services rendered during the year ended December 31, 2002 were $109,800. There were no services rendered or fees during 2002 for financial information systems design and implementation. In making its recommendation, the Audit Committee reviewed past audit results and other non-audit services performed during 2002. In selecting Ernst & Young LLP, the Audit Committee and the Board of Directors carefully considered their independence. The Audit Committee has determined that the performance of such non-audit services did not impair the independence of Ernst & Young LLP. Ernst & Young LLP has confirmed to the Company that they are in compliance with all rules, standards and policies of the Independence Standards Board and the Securities and Exchange Commission governing auditor independence. If the stockholders do not approve and ratify this appointment, other independent auditors will be considered by the Board. Representatives of Ernst & Young LLP are expected to be present at the Meeting and will have the opportunity to make a statement if they desire and to respond to appropriate questions of stockholders. The Board recommends that stockholders vote FOR the approval and ratification of the appointment of Ernst & Young, LLP. Section 16(a) Beneficial Ownership Reporting Compliance Section 16(a) of the Securities Exchange Act of 1934 requires the Company's directors, executive officers, and persons who own more than ten percent of a registered class of the Company's equity securities to file with the Company, the Securities and Exchange Commission, and the National Association of Securities Dealers initial reports of ownership and reports of changes in ownership of any equity securities of the Company. During Fiscal 2002, to the best of the Company's knowledge, all required reports were filed on a timely basis, except for the inadvertent untimely filing by Jodie Glickman of a Form 3 and a Form 4 (which Forms 3 and 4 were filed on January 27, 2003), Laura Miller of a Form 3 and a Form 4 (which Forms 3 and 4 were filed on January 27, 2003), Evan Miller of a Form 3 and a Form 4 (which Forms 3 and 4 were filed on January 27, 2003)and Bruce Cohen of a Form 4 (which Form 4 was filed on January 27, 2003). In making this statement, the Company has relied on the written representations of its directors and executive officers and copies of Forms 3, 4 and 5 provided to the Company. STOCKHOLDER PROPOSALS A stockholder proposal intended to be presented at the Company's 2004 Annual Meeting of Stockholders must be received by the Company at its principal executive offices on or before January 6, 2004, to be included in the Company's proxy statement and proxy relating to that meeting. OTHER MATTERS The Management of the Company does not know of any matters other than those stated in this Proxy Statement which are to be presented for action at the Meeting. If any other matters should properly come before the Meeting, it is intended that proxies in the accompanying form will be voted on any such other matters in accordance with the judgement of the persons voting such proxies. Discretionary authority to vote on such matters is conferred by such proxies upon the persons voting them. Financial statements for the Company are included in the Annual Report of the Company for the fiscal year ended December 31, 2002 which accompanies this Proxy Statement. Upon the written request of any person who on the record date was a record owner of Common Stock of the Company, or who represents in good faith that he or she was on such date a beneficial owner of Common Stock of the Company, the Company will send to such person, without charge, a copy of its Annual Report on Form 10-K for the fiscal year ended December 31, 2002, including financial statements and schedules, as filed with the Securities and Exchange Commission. Requests for this report should be directed to Robert McNally, Vice President, Treasurer and CFO, Lifetime Hoan Corporation, One Merrick Avenue, Westbury, New York 11590. By Order of the Board of Directors, Craig Phillips, Secretary Dated: April 25, 2003