UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K

[X] Annual Report Pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934
[No Fee Required]
For the fiscal year ended December 31, 2002
or
[ ] Transition Report Pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934
[No Fee Required]

For the transition period from to

Commission file number 1-19254
Lifetime Hoan Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

11-2682486
(I.R.S. Employer Identification No.)

One Merrick Avenue, Westbury, New York 11590
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:
(516) 683-6000

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, par value $.01 per share
(Title of Class)

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 periods 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

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 [ ].

Indicate by check mark whether the registrant is an accelerated filer (as defined by Rule 12b-2 of the Act).
Yes No X

The aggregate market value of 6,071,000 shares of the voting stock held by non-affiliates of the registrant as of June 30, 2002 was approximately $43,286,000. Directors, executive officers, and trusts controlled by said individuals are considered affiliates for the purpose of this calculation, and should not necessarily be considered affiliates for any other purpose.

The number of shares of Common Stock, par value $.01 per share, outstanding as of February 28, 2003 was 10,560,704.

DOCUMENTS INCORPORATED BY REFERENCE

See Part III hereof with respect to incorporation by reference from the registrant's definitive proxy statement to be filed pursuant to Regulation 14A under the Securities Exchange Act of 1934 and the Exhibit Index hereto.

LIFETIME HOAN CORPORATION

FORM 10-K

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PART I

ITEM 1. BUSINESS

General

Forward Looking Statements: This Annual Report on Form 10-K contains certain forward-looking statements within the meaning of the "safe harbor" provisions of the

Private Securities Litigation Reform Act of 1995, including statements concerning the Company's products, results of operations and prospects. These forward-looking statements involve risks and uncertainties, including risks relating to general economic and business conditions, as well as changes which could affect customer payment practices or consumer spending; industry trends; the loss of major customers; changes in demand for the Company's products; the timing of orders received from customers; cost and availability of raw materials; increases in costs relating to the manufacture and transportation of products; dependence on foreign sources of supply and foreign manufacturing; and the seasonal nature of the business as detailed elsewhere in this Annual Report on Form 10-K and from time to time in the Company's other filings with the Securities and Exchange Commission. Such statements are based on management's current expectations and are subject to a number of factors and uncertainties which could cause actual results to differ materially from those described in the forward-looking statements.

The Company is required to file its annual reports on Forms 10-K and quarterly reports on Forms 10-Q, and other reports and documents as required from time to time with the United States Securities and Exchange Commission (the "SEC"). The public may read and copy any materials which we file with the SEC at the SEC's Public Reference Room at 450 Fifth Street, NW, Washington, DC 20549. Such information may be obtained on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains an Internet site that contains reports, proxy and information statements, and other information regarding the Company's electronic filings with the SEC at http://www.sec.gov. The Company also maintains a website at http://www.lifetime.hoan.com where users can access the Company's electronic filings free of charge.

Lifetime Hoan Corporation designs, markets and distributes a broad range of household cutlery, kitchen tools and gadgets, cutting boards, pantryware and bakeware products. The Company has developed a strong consumer franchise by promoting and marketing innovative products under both owned and licensed trade names. Owned trade names include Hoffritz(R), Roshco(R), Baker's Advantage(R), Kamenstein(R), Casa Moda(TM), Hoan(R), Tristar(R) and Old Homestead(R). Licensed trade names include Farberware(R), KitchenAid(R), Cuisinart(R) and various names under license from The Pillsbury Company. The Farberware(R) trade name is used pursuant to a 200 year royalty-free license. As used herein, unless the context requires otherwise, the terms "Company" and "Lifetime" mean Lifetime Hoan Corporation and its subsidiaries.

Sales growth is stimulated by expanding product offerings and penetrating various channels of distribution, both domestically and to a lesser extent internationally. In addition, the Company has entered into the following acquisitions and agreements since 1995:

Hoffritz(R)

In 1995, the Company acquired the Hoffritz(R)trademarks and brand name. The Company uses the name on various products including cutlery, scissors, personal care implements, kitchen tools, bakeware, barware and barbecue accessories. The Company believes that Hoffritz(R) is a well-known, respected name with a history of quality. The acquisition of the brand name has enabled the Company to sell products at higher price points than the rest of the Company's products. Since acquiring the brand name, the Company has continuously designed and developed new items each year and currently sells approximately 600 types of items under the Hoffritz brand name. The Company markets these products primarily through major department stores and high end specialty stores nationwide.

Farberware(R)

In 1996, the Company entered into an agreement to acquire certain assets of Farberware, Inc. ("Farberware"). Under the terms of the acquisition agreement the Company acquired a 200 year, royalty-free, exclusive right to use the Farberware(R) name in connection with the product lines covered by its then existing license agreements, which included kitchen cutlery products (excluding flatware) and kitchen tools such as spatulas, barbecue forks and kitchen "gadgets" (but excluding appliances), plus certain limited additional products. The Company also acquired 50 Farberware retail outlet stores as part of the acquisition agreement. In addition, rights to license the Farberware(R) name for use by third parties in certain product categories are held by a joint venture, owned equally by the Company and Farberware Licensing Corporation.

Meyer Agreement

In 1997, the Company entered into an agreement with Meyer Corporation, regarding the operation of the Company's Farberware(R) retail outlet stores. Pursuant to the agreement, the Company continues to own and operate the Farberware(R) retail outlet stores, which the Company acquired in 1996, and Meyer Corporation, the licensed manufacturer of Farberware(R) branded cookware products, assumes responsibility for merchandising and stocking cookware products in the stores. Meyer Corporation receives all revenue from sales of Farberware(R) cookware, currently occupies 50% of the space in each store and reimburses the Company for 50% of the operating expenses of the stores. In fiscal years 2000 and 2001, the Company and Meyer Corporation each occupied 40% of the space in the outlet stores, as Salton, Inc. was responsible for the other 20% of the space. See paragraph below entitled "Salton Agreement".

Roshco Acquisition

In 1998, the Company acquired all of the outstanding common stock of Roshco, Inc. ("Roshco"), a privately-held bakeware and baking-related products distributor, located in Chicago, Illinois. Roshco markets its bakeware and baking-related products under the Roshco(R) and Baker's Advantage(R) trade names. The purchase price consisted of an initial cash payment of $5.0 million and notes payable of $1.5 million. The Company paid off these notes with $500,000 payments in each of 2001, 2000 and 1999. The Company was also obligated to make additional payments based on the annual sales volume for bakeware and baking-related products for a period of two years. In 1999 and 2000, the Company paid approximately $416,000 and $543,000, respectively, to fulfill its obligation to make any such additional payments. The Company also assumed bank debt of $2.6 million that was paid on the acquisition date.

Kamenstein Acquisition

Effective September 1, 2000, the Company acquired the assets and certain liabilities of M. Kamenstein, Inc. ("Kamenstein"), a privately-held 107-year old housewares company, whose products include pantryware, teakettles, and home organization accessories. Kamenstein's revenues were approximately $21.0 million for the twelve month period ended August 31, 2000. In acquiring Kamenstein, the Company assumed bank debt and other indebtedness of approximately $10.0 million. The Company is obligated to make contingent payments based on the annual gross profit earned on the sales of the business for a period of 3 years.

KitchenAid Agreement

On October 16, 2000, the Company entered into a licensing agreement with KitchenAid, a division of the Whirlpool Corporation. This agreement allows the Company to design, manufacture and market an extensive range of kitchen utensils, barbecue items, and pantryware products under the KitchenAid(R) brand name. On January 1, 2002, the licensing agreement between the Company and KitchenAid, was amended, expanding the covered products to include bakeware and baking related products. Shipments of products under the KitchenAid(R) name began in the second quarter of 2001.

Cuisinart Agreement

On March 19, 2002, the Company entered into a licensing agreement with Conair Corporation. This agreement allows the Company to design, manufacture and market a wide variety of kitchen cutlery products under the Cuisinart(R) brand name. Shipments of products under the Cuisinart(R) name began in the fourth quarter of 2002.

Salton Agreement

In January 2000, the Company entered into an agreement with Salton Inc. regarding the operation of the Company's Farberware(R) retail outlet stores. Pursuant to the agreement, the Company continued to own and operate the Farberware(R) retail outlet stores, which the Company acquired in 1996, and Salton Inc., the licensed manufacturer of Farberware(R) branded electric products, assumed responsibility for merchandising and stocking electric products in the stores. Salton Inc. received all revenue from sales of Farberware(R) electric products, occupied 20% of the space in each store and reimbursed the Company for 20% of the operating expenses attributable to the stores. Salton, Inc. terminated the agreement effective December 31, 2001. Effective January 1, 2002, a new agreement was entered into under which the additional 20% of space in each store is co-managed by the Company and Meyer.

Prestige Acquisition and Disposition

In September 1999, the Company acquired 51% of the capital stock of Prestige Italiana, Spa. ("Prestige Italy") and Prestige Haushaltswaren GmbH ("Prestige Germany" and together with Prestige Italy, the "Prestige Companies") for approximately $1.3 million in cash. Effective September 27, 2002, the Company sold its interest in Prestige Italiana, Spa and, together with its minority interest shareholder, caused Prestige Haushaltswaren GmbH to sell all of its receivables and inventory to a European housewares distributor. As a result the Company received approximately $1.0 million in cash. The sale resulted in a net loss of approximately $811,000 which included the write-off of goodwill of approximately $540,000. For 2000, 2001 and 2002, the Company has reclassified its financial statements to classify the operations of the Prestige Companies as discontinued operations.

The Prestige Companies marketed and distributed kitchen tools, gadgets, cutlery and bakeware under the Prestige(R) trade name in Italy and Germany.

Products

The Company designs, markets and distributes a broad range of household cutlery, kitchenware, cutting boards, pantryware and bakeware, marketing its products under various trade names including Farberware(R), KitchenAid(R), Cuisinart(R), Hoffritz(R), Kamenstein(R), Hoan(R) and Baker's Advantage(R).

Cutlery

The Company markets and distributes household cutlery under a variety of trade names including Farberware(R), Cuisinart(R), Hoffritz(R) and Tristar(R). Cutlery is sold individually, in blister packages, boxed sets and in sets fitted into wooden counter blocks, resin carousels and stainless carousels.

Kitchen Tools and Gadgets

The Company sells over 4,000 kitchen tools and gadget items under various trade names including Farberware(R), Hoffritz(R), KitchenAid(R), Hoan(R) and Smart Choice. The kitchenware items are manufactured to the Company's specifications outside the United States and are generally shipped fully assembled. These items are typically packaged on a card, which can be mounted for sale on racks at the retailers' premises for maximum display visibility. Products include the following:

Kitchen Tools and Gadgets

Food preparation and serving tools such as metal, plastic and wooden spoons, spatulas, serving forks, graters, strainers, ladles, shears, vegetable and fruit knives, juicers, pizza cutters, pie servers, and slicers.

Barbecue accessories, in sets and individual pieces, featuring such items as spatulas, tongs, forks, skewers, hamburger and fish grills, brushes, corn holders, food umbrellas, and nut and lobster crackers.

Impulse Purchase Products

J-Hook and Clip Strip merchandising systems are distributed by the Company to create additional selling space for this line in stores. The line consists of a variety of quality, novelty items designed to trigger impulse buying. This line is targeted towards supermarkets and mass merchants.

Cutting Boards
The Company designs and markets a full range of cutting boards made of polyethylene, wood, glass and acrylic. These products are distributed under several trade names including Farberware(R), KitchenAid(R) and Hoffritz(R). All cutting boards are imported. Boards are also packaged with cutlery items and kitchen gadgets.

Bakeware
The Company designs, markets and distributes a variety of bakeware and baking related products. Trade names that these products are sold under include Hoffritz(R), KitchenAid(R), Baker's Advantage(R), Roshco(R) and under a

license from Pillsbury, one of America's best known brands of baking accessories, on such items as pastry brushes, spatulas, whisks, spoon and cup sets, cookie cutters, mixing spoons and magnets.

This product line includes baking, measuring, and rangetop products such as cookie sheets, muffin, cake and pie pans, drip pans, bake, roast and loaf pans, scraper sets, whisks, cutters, rolling pins, baking shells, baking cups, measuring devices, thermometers, timers, pizza stones, fondues, woks, ceramics and coasters. These items are manufactured to the Company's specifications outside the United States and are generally shipped fully assembled.

Pantryware

In September 2000 with the acquisition of Kamenstein, the Company began to design, market and distribute pantryware, teakettles, spice racks and home organization accessories. Products are distributed under the trade names Kamenstein(R), MKI(R), Farberware(R), Norman Rockwell(R), Gracie Knight(R), Warren Kimble(R) and Debbie Mumm(R).

These product lines include bread boxes, mug holders, paper towel dispensers, spice carousels, mail caddy's, enamel teakettles, stainless steel teakettles, storage and organization products and hardwood message centers. These items are manufactured to the Company's specifications outside the United States and are generally shipped fully assembled. The spices in the spice carousels are filled domestically in Kamenstein's Massachusetts warehouse.

New Products

The Company has a design and development department consisting of 24 employees who create new products, packaging and merchandising concepts. In excess of 600 items were developed or remodeled in 2002, including the following:

KitchenAid: Expansion of over 80 new items in the Company's premium line of culinary tools, gadgets, and cutting boards. Most significantly were the digital timer, multi-chopper, multi-slicer, rotary grater, silicone cookware "grabbers", innovative patented silicone spatulas, full line of barbecue equipment, a wide array of gift sets at key price points, and a full assortment of cutting boards with non-slip corners.

Cutlery and Cutting Boards: Introduction of 3 lines of Cuisinart(R) branded cutlery, an Ultra-Edge series, featuring the finest quality cutlery steel available, with a unique handle design. Combined, the lines offer over 70 items of open stock, wood presentation box gift sets, and knife block sets. Continued expansion of the Farberware(R) brand to include the 200CX line of stainless and the Contour series with a wire and wood block, plus carving sets and steak sets in wood presentation gift boxes. Also a new Eurostar line that includes open stock and cutlery carousels, new black and stainless steel carousel designs for many lines, 6-piece cutting board and cutlery sets in both Farberware(R) Professional and Farberware(R) Pro Stainless, Tristar(R) 15-piece and 21-piece block sets, 23-piece sets in Farberware(R) Pro Forged and Farberware(R) Pro Stainless, and steak and carving sets in pine storage cases in Farberware(R) Pro Forged. Also, the introduction of Polypropylene cutting boards with non-slip corners as well as glass cutting boards with non-slip corners.

Gadgets: Completion of the entire redesign of all Farberware(R) lines, as well as, the introduction of 25 new items in Farberware(R) Professional, and a new line of over 20 items of Farberware(R) Soft Handle.

Bakeware: Introduction of 18 items of premium quality, heavy duty KitchenAid(R) bakeware, featuring a revolutionary patented "Slider" cookie sheet in 3 sizes and Create `N Present baking pans. Expansion of Roshco(R) ceramic bakeware, including large piece-count sets, Roshco(R) glass-bottom springform pan, Roshco(R) fondues and roasters, and many specialty items such as shaped fluted tube pans and copper cookie cutter sets.

Kamenstein: 2 new lines of wood pantryware in both natural and black wood finishes, new line of Soho-style pantryware, expansion of the Chromeworks line, introduction of "Scribe", a wire based line of pantryware, 2 new Noveltea(R) teakettles, the American as Apple Pie series, 2 new lines, Savannah and Fruit, under the Cheri Blum(R) license, a new Debbie Mumm(R) collection of Lavender Tea Garden, and 3 collections of Pfaltzgraff branded pantry ware, French Quarter, Naturewood, and Orleans. In all, over 100 new products were introduced in Kamenstein in 2002.

Casa Moda(TM): Creation of a new division that will encompass barware, serveware, and entertaining. The first offerings will be a line of barware in 6 colors to include such items as ice buckets, cocktail shakers and wine coolers, as well as, innovative stainless steel ice buckets and bar and wine accessories like wine racks and corkscrews. There will also be a full array of hostess and serving items, such as cheese boards, chip and dip sets, serving trays, and drinkware, using combinations of wood, ceramic, marble, glass, and steel.

Sources of Supply

The Company sources its products from approximately 48 manufacturers located primarily in the People's Republic of China, and to a smaller extent in the United States, Thailand, Malaysia, Indonesia, Taiwan, and Italy. A majority of the Company's cutlery was purchased from three suppliers in 2002 who accounted for 58%, 20%, and 10% of the total purchases, respectively, and from five suppliers in 2001 who accounted for 28%, 21%, 14%, 11% and 10% of the total purchases, respectively. A majority of the Company's pantryware was purchased from three suppliers in 2002 that accounted for 37%, 19%, and 13% of the total purchases, respectively, and from four suppliers in 2001 that accounted for 23%, 19%, 17%, and 16% of the total purchases, respectively. An interruption of supply from any of these manufacturers could have an adverse impact on the Company's ability to fill orders on a timely basis. However, the Company believes other manufacturers with whom the Company does business would be able to increase production to fulfill the Company's requirements.

The Company's policy is to maintain several months supply of inventory and, accordingly, it orders products substantially in advance of anticipated time of sale to its customers. While the Company does not have any long-term formal arrangements with any of its suppliers, in certain instances, particularly in the manufacture of cutlery, the Company places firm commitments for products several months in advance of receipt of firm orders from customers. Lifetime's arrangements with most manufacturers allow for flexibility in modifying the quantity, composition and delivery dates of each order. All purchase orders are in United States dollars.

Marketing

The Company markets its product lines directly through its own sales force and through a network of independent sales representatives. The Company's products are sold primarily in the United States to approximately 800 customers including national retailers, department store chains, mass merchant retail and discount stores, supermarket chains, warehouse clubs, direct marketing companies and specialty chains and through other channels of distribution. During the years ended December 31, 2002, 2001 and 2000, Wal-Mart Stores, Inc. accounted for approximately 20%, 18% and 12% of net sales, respectively. No other customer accounted for 10% or more of the Company's net sales during 2002, 2001 and 2000.

Competition

The markets for household cutlery, kitchenware, cutting boards, pantryware and bakeware are highly competitive and include numerous domestic and foreign competitors, some of which are larger than the Company. The primary competitive factors in selling such products to retailers are consumer brand name recognition, quality, packaging, breadth of product line, distribution capability, prompt delivery and price to the consumer.

Patents and Trademarks

The Company uses a number of owned trademarks, primarily Hoffritz(R), Baker's Advantage(R), Roshco(R), Kamenstein(R), Tristar(R) and Hoan(R), as well as Farberware(R) which is licensed under a 200 year royalty-free agreement, which the Company considers significant to its competitive position. Some of these trademarks are registered in the United States and others have become distinctive marks as to which the Company has acquired common law rights. The Company also has licensed trademarks from The Pillsbury Company, KitchenAid which is a division of the Whirlpool Corporation and Cuisinart which is a division of Conair Corporation, which the Company uses in its business. The Company also owns several design and utility patents expiring from 2003 to 2017 on the overall design of some of its products. The Company also acquired patents, trademarks and copyrights as part of the Hoffritz(R), Roshco and Kamenstein acquisitions that expire from 2003 to 2022. The Company believes that the expiration of any of its patents would not have a material adverse effect on its business.

Seasonality

Although the Company sells its products throughout the year, the Company has traditionally had higher net sales during its third and fourth quarters. The following table sets forth the quarterly net sales from continuing operations for the years ended December 31, 2002, 2001 and 2000:

Net Sales (in thousands)

	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
2002	$24,200	$27,300	$32,200	$47,500
2001	28,600	25,700	34,400	46,400
2000	25,500	23,200	31,800	40,600

Backlog

The Company receives projections on a seasonal basis from its principal customers; however, firm purchase orders are most frequently placed on an as needed basis. The Company's experience has been that while there may be some modifications of customers' projections, the Company is able, with some degree of certainty, to predict its product needs.

The Company's backlog at December 31, 2002 and 2001 was $7,555,000 and $8,368,000, respectively. The Company expects to fill the 2002 backlog during 2003. The Company does not believe that backlog is indicative of its future results of operations or prospects. Although the Company seeks commitments from customers well in advance of shipment dates, actual confirmed orders are typically not received until close to the required shipment dates.

Employees

As of December 31, 2002, Lifetime had 657 full-time employees, of whom 5 were employed in an executive capacity, 80 in sales, marketing, design or product development, 63 in financial, administrative or clerical capacities, 249 in warehouse or distribution capacities and 260 were outlet store personnel. None of the Company's employees are represented by a labor union. The Company considers its employee relations to be good.

ITEM 2. PROPERTIES

The following table describes the facilities at which the Company operates its business:

Description/Use of Property	Location	Approximate Square Footage	Owned or Leased	Lease Expiration Date
Corporate headquarters and outlet store	Westbury, New York	47,000	Owned	N/A
Warehouse and distribution facility	Robbinsville, New Jersey	550,000	Leased	7/9/16
Warehouse and distribution facility	Cranbury, New Jersey	152,000	Leased	6/30/04
Showroom	Bentonville, Arkansas	1,000	Leased	3/31/04
Sales office	Chicago, Illinois	1,000	Leased	12/31/03
Showroom/Office	Tsim Sha Tsui, Hong Kong	2,541	Leased	11/30/03
Kamenstein corporate headquarters	Elmsford, New York	7,000	Leased	1/31/04
Kamenstein warehouse and distribution facility	Winchendon, Massachusetts	169,000	Owned	N/A

In addition to the properties listed above, the Company's Outlet Store subsidiary leases approximately 58 stores in retail outlet centers located in 24 states throughout the United States. The square footage of the stores range from approximately 2,000 square feet to 5,500 square feet. The terms of these leases range from month-to-month to five years with expiration dates beginning in January 2003 and extending through April 2008.

ITEM 3. LEGAL PROCEEDINGS

The Company is, from time to time, a party to litigation arising in the normal course of its business. The Company believes that there are currently no material legal proceedings the outcome of which would have a material adverse effect on the Company's consolidated financial position or results of operations.

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

Not applicable.

PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON STOCK AND RELATED STOCKHOLDER MATTERS

The Company's Common Stock is traded under the symbol "LCUT" on The Nasdaq National Market ("Nasdaq") and has been since its initial public offering in June 1991. The Board of Directors of the Company has authorized a repurchase of up to 3,000,000 of its outstanding shares of common stock in the open market. Through December 31, 2002, a total of 2,128,000 shares of common stock had been repurchased and retired at a cost of approximately $15,235,000.

The following table sets forth the high and low sales prices for the Common Stock of the Company for the fiscal periods indicated as reported by Nasdaq.

	2002		2001	
	High	Low	High	Low
First Quarter	$7.20	$5.70	$7.50	$4.50
Second Quarter	$7.21	$6.29	$7.35	$4.03
Third Quarter	$7.19	$4.26	$7.70	$5.76
Fourth Quarter	$5.55	$4.65	$6.41	$5.01

At December 31, 2002, the Company estimates that there were approximately 700 beneficial holders of the Common Stock of the Company.

The Company is authorized to issue 2,000,000 shares of Series B Preferred Stock, none of which is outstanding.

The Company paid quarterly cash dividends of $0.0625 per share, or a total annual cash dividend of $0.25 per share, on its Common Stock in each of 2002 and 2001. The Board of Directors currently intends to continue to pay quarterly cash dividends of $0.0625 per share of Common Stock for the foreseeable future, although the Board may in its discretion determine to modify or eliminate such dividends at any time.

The following table summarizes the Company's equity compensation plans as of December 31, 2002:

Plan category	Number of securities to be issued upon exercise of outstanding options	Weighted average exercise price of outstanding options	Number of securities remaining available for future issuance
Equity compensation plans approved by security holders	919,291	$6.98	725,000
Equity compensation plans not approved by security holders	--	--	--
Total	919,291	$6.98	725,000

ITEM 6. SELECTED FINANCIAL DATA

The selected consolidated income statement data for the years ended December 31, 2002, 2001 and 2000, and the consolidated balance sheet data as of December 31, 2002 and 2001, have been derived from the Company's audited consolidated financial statements included elsewhere in this Annual Report on Form 10-K. The selected consolidated income statement data for the years ended December 31, 1999 and 1998, and the selected consolidated balance sheet data as of December 31, 2000, 1999 and 1998, are derived from the Company's audited consolidated financial statements which are not included in this Annual Report on Form 10-K.

	(in thousands except per share data) Year Ended December 31,				
	2002	2001	2000	1999	1998
INCOME STATEMENT DATA:					
Net sales	$131,219	$135,068	$121,124	$104,713	$116,746
Cost of sales	73,145	75,626	70,189	56,905	60,507
Distribution expenses	21,363	21,186	15,752	14,775	12,050
Selling, general and administrative expenses	29,815	31,278	27,685	26,282	23,256
Income from operations	6,896	6,978	7,498	6,751	20,933
Interest expense	1,004	1,015	730	255	203
Other income, net	(66)	(98)	(82)	(294)	(200)
Income before income taxes	5,958	6,061	6,850	6,790	20,930
Income taxes	2,407	2,449	2,786	2,743	8,372
Income from continuing operations	$3,551	$3,612	$4,064	$4,047	$12,558
Basic earnings per common share from continuing operations	$0.34	$0.34	$0.37	$0.32	$1.00
Weighted average shares - basic	10,516	10,492	10,995	12,572	12,570

Diluted earnings per common share from continuing operations	$0.34	$0.34	$0.37	$0.32	$0.98
Weighted average shares - diluted	10,541	10,537	11,079	12,671	12,843
Cash dividends paid per common share	$0.25	$0.25	$0.25	$0.25	$0.25

	December 31,				
	2002	2001	2000	1999	1998
BALANCE SHEET DATA:					
Current assets	$64,661	$74,000	$72,092	$82,304	$72,265
Current liabilities	33,277	44,925	34,074	27,688	13,925
Working capital	31,384	29,075	38,018	54,616	58,340
Total assets	111,586	123,370	112,119	116,384	105,072
Borrowings	14,200	22,847	10,746	8,073	-
Stockholders' equity	78,309	78,061	77,517	87,808	91,147

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

RESULTS OF OPERATIONS

General

The following discussion should be read in conjunction with the consolidated financial statements for the Company and notes thereto set forth in item 8.

Critical Accounting Policies and Estimates

Management's Discussion and Analysis of Financial Condition and Results of Operations discusses the Company's consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an on-going basis, management evaluates its estimates and judgements, including those related to inventories. Management bases its estimates and judgements on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgements about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Merchandise inventories, principally finished goods, are priced by the lower of cost (first-in, first-out basis) or market method. Reserves for excess or obsolete inventory reflected in the Company's consolidated balance sheets at December 31, 2002 and 2001 are determined to be adequate by the Company's management; however, there can be no assurance that these reserves will prove to be adequate over time to provide for ultimate losses in connection with the Company's inventory. The Company's management periodically reviews and analyzes inventory reserves based on a number of factors including, but not limited to, future product demand of items and estimated profitability of merchandise.

Effective January 1, 2002, the Company adopted Statement of Financial Accounting Standard ("SFAS") No. 141, "Business Combinations" and SFAS No. 142, "Goodwill and Other Intangible Assets". SFAS No. 141 requires all business combinations initiated after June 30, 2001 to be accounted for using the purchase method. Under SFAS No. 142, goodwill and intangible assets with indefinite lives are no longer amortized but are reviewed at least annually for impairment. In 2002, the Company completed its initial assessment, as of January 1, 2002, of the assets impacted by the adoption of SFAS No. 142, and its annual assessment as of December 31, 2002. Based upon such reviews, no impairment to the carrying value of goodwill was identified, and the Company ceased amortizing goodwill effective January 1, 2002.

The following table sets forth income statement data of the Company as a percentage of net sales for the periods indicated below.

	Year Ended December 31,		
	2002	2001	2000
Net sales	100.0 %	100.0 %	100.0 %
Cost of sales	55.7	56.0	57.9
Distribution expenses	16.3	15.7	13.0
Selling, general and administrative expenses	22.7	23.1	22.9
Income from operations	5.3	5.2	6.2
Interest expense	0.8	0.8	0.6
Other income, net	-	(0.1)	(0.1)
Income before income taxes	4.5	4.5	5.7
Income taxes	1.8	1.8	2.3
Income from continuing operations	2.7 %	2.7 %	3.4 %

2002 COMPARED TO 2001

Net Sales

Net sales in 2002 were $131.2 million, a decrease of approximately $3.8 million, or 2.8% lower than 2001. The lower sales volume was primarily the result of decreased sales in the Kamenstein business due to lost sales to customers that were no longer in business in 2002 as compared to 2001 and a major fall promotion that did not perform as projected. Sales were also lower in the Company's traditional or core business as first quarter 2002 shipments were negatively impacted by issues related to the January 2002 startup of the Company's new automated warehouse in Robbinsville, New Jersey, offset by increased sales in the Company's Farberware Outlet stores.

Cost of Sales

Cost of sales for 2002 was $73.1 million, a decrease of approximately $2.5 million, or 3.3% lower than 2001. Cost of sales as a percentage of net sales decreased to 55.7% in 2002 from 56.0% in 2001, due primarily to higher gross margins generated by the Company's Kamenstein business, the result of better sourcing of products from suppliers and changes in product mix.

Distribution Expenses

Distribution expenses were $21.4 million for 2002 as compared to $21.2 million for 2001. These expenses included relocation charges, duplicate rent and other costs associated with the Company's move into its Robbinsville, New Jersey warehouse amounting to $2.2 million in 2002 and $2.9 million in 2001. Excluding these moving related costs, distribution expenses were 4.9% higher in 2002 as compared to 2001 due to higher depreciation expense related to capital expenditures for the new automated warehouse system and related equipment and higher freight out costs, partially offset by lower payroll costs.

Selling, General and Administrative Expenses

Selling, general and administrative expenses for 2002 were $29.8 million, a decrease of $1.5 million, or 4.7%, from 2001. The decrease in selling, general and administrative expenses is primarily attributable to less bad debt expense and decreased selling costs on lower sales volume.

2001 COMPARED TO 2000

Net Sales

Net sales in 2001 were $135.1 million, an increase of approximately $13.9 million, or 11.5% higher than 2000. The sales increase was primarily attributable to the M. Kamenstein, Inc. business, acquired in September 2000, which contributed $21.6 million to net sales during the full year in 2001 as compared to $7.6 million for the last four months in 2000.

Cost of Sales

Cost of sales for 2001 was $75.6 million, an increase of approximately $5.4 million, or 7.7% higher than 2000. Cost of sales as a percentage of net sales decreased to 56.0% from 57.9%. The increase in cost of sales was primarily the result of adding a full year of sales in 2001 for the M. Kamenstein, Inc. business acquired in September 2000 as compared to the last four months of 2000. The improvement in the cost of sales-to-sales relationship was attributed to higher cost of sales in 2000, which included the impact of a $4.0 million charge due to an inventory shortfall revealed during the 2000 year-end physical inventory.

Distribution Expenses

Distribution expenses were $21.2 million for 2001, or 34.5% higher than 2000. Distribution expenses in 2001 included $2.9 million of relocation charges and duplicate rent and other expenses associated with the Company's move into its new New Jersey warehouse. Excluding these moving related costs, distribution expenses in 2001 increased by $2.5 million, or 15.8% over 2000. The increased costs were primarily attributable to the added distribution expenses of the M. Kamenstein, Inc. business for an entire year in 2001 as compared to only four months in 2000 and higher fourth quarter warehouse operating expenses in the Company's traditional or core business.

Selling, General and Administrative Expenses

Selling, general and administrative expenses for 2001 were $31.3 million, an increase of $3.6 million, or 13.0% over 2000. The increase in selling, general and administrative expenses was primarily attributable to the added selling, general and administrative expenses of the M. Kamenstein, Inc. business for an entire year in 2001 as compared to only four months in 2000 and higher operational payroll and payroll related expenses for the year 2001 as compared to 2000.

Interest Expense

Interest expense for 2001 was $1.0 million, an increase of $285,000 from 2000. This increase was attributable to a higher level of borrowings throughout 2001 under the Company's lines of credit, offset in part by lower rates of interest in 2001.

LIQUIDITY AND CAPITAL RESOURCES

At December 31, 2002, the Company had cash and cash equivalents of $62,000, a decrease of $5.0 million from the prior year, borrowings decreased from the prior year by $8.6 million to $14.2 million at December 31, 2002, working capital was $31.4 million, an increase of $2.3 million from December 31, 2001, and the current ratio was 1.94 to 1. The increase in working capital primarily resulted from an increase in merchandise inventories and a decrease in accounts payable and trade acceptances.

Cash provided by operating activities was approximately $6.8 million, primarily resulting from net income before depreciation, amortization, provisions for losses on accounts receivable and other non-cash charges, offset partially by net changes in other working capital items. Cash used in investing activities was approximately $822,000, which was primarily the result of the purchase of fixed assets offset by cash received from the disposal of the Prestige Companies. Cash used in financing activities was approximately $11.0 million, primarily resulting from the payment of short term borrowings and cash dividends paid.

Capital expenditures were $1.8 million in 2002 and $13.3 million in 2001. Approximately $11.4 million of the 2001 capital expenditures were for equipment and leasehold improvements for the Company's new warehouse facility in New Jersey. Total planned capital expenditures for 2003 are estimated at $2.0 million. These expenditures are expected to be funded from current operations, cash and cash equivalents and, if necessary, borrowings under the revolving credit agreement.

As of December 31, 2002, the Company's contractual obligations were as follows (in thousands of dollars):

	Payments Due by Period				
Contractual Obligations	Total	Less than 1 Year	1-3 Years	3-5 Years	More Than 5 Years
Operating Leases	$41,740	$5,464	$6,883	$5,578	$23,815
Royalty License Agreements	5,779	1,547	3,557	675	--
Employment					

Agreements	3,025	950	2,075	--	--
Totals	$50,544	$7,961	$12,515	$6,253	$23,815

The Company has a $40 million three-year, secured, reducing revolving credit facility under an agreement (the "Agreement") with a group of banks. The Agreement is secured by all of the assets of the Company and reduces to $35 million at December 31, 2003 and through the maturity date. Under the terms of the Agreement, the Company is required to satisfy certain financial covenants, including limitations on indebtedness and sale of assets; a minimum fixed charge ratio; and net worth maintenance. Borrowings under the Agreement have different interest rate options that are based on either an alternate base rate, LIBOR rate, or a lender's cost of funds rate. As of December 31, 2002, the Company had $2.5 million of letters of credit and trade acceptances outstanding and $14.2 million of borrowings under the Agreement and, as a result, the availability under the Agreement was $23.3 million. Interest rates on borrowings at December 31, 2002 ranged from 4.125% to 4.75%.

Products are sold to retailers primarily on 30-day credit terms, and to distributors primarily on 60-day credit terms. As of December 31, 2002, the Company had an aggregate of $2.1 million of accounts receivable outstanding in excess of 60 days or approximately 7.7% of gross receivables, and had inventory of $41.3 million.

The Company believes that its cash and cash equivalents plus internally generated funds and its credit arrangements will be sufficient to finance its operations for the next twelve months.

The results of operations of the Company for the periods discussed have not been significantly affected by inflation or foreign currency fluctuations. The Company negotiates all of its purchase orders with its foreign manufacturers in United States dollars. Thus, notwithstanding any fluctuations in foreign currencies, the Company's cost for a purchase order is generally not subject to change after the time the order is placed. However, the weakening of the United States dollar against local currencies could lead certain manufacturers to increase their United States dollar prices for products. The Company believes it would be able to compensate for any such price increase.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Market risk represents the risk of loss that may impact the consolidated financial position, results of operations or cash flows of the Company. The Company is exposed to market risk associated with changes in interest rates. The Company's revolving credit facility bears interest at variable rates and, therefore, the Company is subject to increases and decreases in interest expense on its variable rate debt resulting from fluctuations in interest rates. There have been no changes in interest rates that would have a material impact on the consolidated financial position, results of operations or cash flows of the Company for the year ended December 31, 2002.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The Company's Consolidated Financial Statements as of and for year ended December 31, 2002 are included herein commencing on page F-1.

The following is a summary of the unaudited quarterly results of operations for the years ended December 31, 2002 and 2001.

	Three Months Ended (in thousands, except per share data)			
	3/31	6/30	9/30	12/31
2002				
Net sales	$24,188	$27,281	$32,235	$47,515
Cost of sales	13,126	14,462	17,612	27,945
(Loss) income from continuing operations	(1,080)	616	1,227	2,788
Loss from discontinued operations, net of tax	(117)	(227)	(151)	-
Loss on disposal, net of tax benefit	-	-	(534)	(277)
Net (loss) income	(1,197)	389	542	2,511
Basic and diluted (loss) earnings per common share from continuing operations	($0.10)	$0.06	$0.12	$0.26
Basic and diluted loss per common share from discontinued operations	($0.01)	($0.02)	($0.07)	($0.02)
Basic and diluted (loss) earnings per common share	($0.11)	$0.04	$0.05	$0.24
2001				
Net sales	$28,623	$25,682	$34,381	$46,382
Cost of sales	15,723	14,131	19,101	26,671
Income from continuing operations	711	327	1,236	1,338
Loss from discontinued operations	(72)	(123)	(210)	(289)
Net income	639	204	1,026	1,049
Basic and diluted earnings per common share from continuing operations	$0.07	$0.03	$0.12	$0.13
Basic and diluted loss per common share from discontinued operations	($0.01)	($0.01)	($0.02)	($0.03)
Basic and diluted earnings per common share	$0.06	$0.02	$0.10	$0.10

The unaudited quarterly results of operations shown above have been adjusted to present the results of operations of the Prestige Companies (sold in September 2002) as discontinued operations.

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

None.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

The following table sets forth certain information concerning the Executive Officers and Directors of the Company:

Name	Age	Position	Director or Executive Officer of Company or Its Predecessor Since
Jeffrey Siegel	60	Chairman of the Board of Directors, Chief Executive Officer and President	1967
Bruce Cohen	44	Executive Vice President and a Director	1998
Evan Miller	38	Executive Vice President	2002
Robert Reichenbach	54	Executive Vice President	2002
Craig Phillips	53	Vice-President - Distribution, Secretary and a Director	1973
Robert McNally	56	Vice-President - Finance, and Treasurer	1997
Ronald Shiftan	58	Director	1991
Howard Bernstein	82	Director	1992
Leonard Florence	71	Director	2000

Mr. Siegel has been continuously employed by the Company as its President since 1999. In 2000, Mr. Siegel became the Chief Executive Officer of the Company. In 2001, Mr. Siegel became the Chairman of the Board of Directors. Prior thereto Mr. Siegel was Executive Vice President of the Company since 1967.

Mr. Cohen was first elected a Director in 1998 and has been continuously employed by the Company in his present capacity since 1999. Prior thereto Mr.Cohen was a Vice President - National Sales Manager for the Company since 1991.

Mr. Miller was named Executive Vice President in 2002. Prior thereto Mr. Miller was a Senior Vice President - Sales for the Company since 2000. Prior thereto, Mr. Miller was Vice President - National Sales Manager for the Company since 1985.

Mr. Reichenbach was named Executive Vice President in 2002. Prior thereto Mr. Reichenbach was President of the Cutlery Division for the Company since 2001. Prior thereto, Mr. Reichenbach was Senior Vice President - General Merchandise Manager for Linen's N Things since 1998.

Mr. Phillips has been continuously employed by the Company in his present capacity since 1981.

Mr. McNally has been continuously employed by the Company in his present capacity since 1997.

Mr. Shiftan has been a consultant to the Company since 2002. Prior thereto, Mr. Shiftan had served as Deputy Executive Director of The Port Authority of New York & New Jersey from 1998 to 2002. Mr. Shiftan is also a director of Rumson Fair Haven Bank & Trust Co., the shares of which are traded on the NASDAQ Bulletin Board (RFHB.OB).

Mr. Bernstein has been a member of the Certified Public Accounting firm, Cole, Samsel & Bernstein LLC (and its predecessors), for approximately fifty years.

Mr. Florence has been Chairman of the Board of Syratech, Inc., a consumer products company, since 1986. Mr. Florence was Chief Executive Officer and President of Syratech, Inc. from 1986 to 2001.

Jeffrey Siegel and Craig Phillips are cousins.

Bruce Cohen and Evan Miller are brothers-in-law.

The Board of Directors has an audit committee, whose two members (Messrs. Bernstein and Florence) are independent directors.

The directors and officers of the Company are elected annually by the stockholders and Board of Directors of the Company, respectively. Directors serve until the next annual meeting of the stockholders or until their successors have been elected and qualified or until their earlier resignation or removal. Officers are elected at the first Board of Directors meeting following the annual stockholders meeting and serve at the pleasure of the Board of Directors.

Directors who are not employees of the Company receive a retainer of $10,000 per year, and an additional fee of $1,000 for each Board meeting attended, plus reimbursement of reasonable out-of-pocket expenses. Directors who are employees of the Company do not receive compensation for serving as directors or attending meetings. The Company has entered into indemnification agreements with the directors and officers of the Company.

ITEM 11. EXECUTIVE COMPENSATION

This information is hereby incorporated by reference, to appear under the caption "Executive Compensation" in the Company's definitive Proxy Statement for its 2003 Annual Meeting of Stockholders.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

This information is hereby incorporated by reference, to appear under the caption "Principal Stockholders" in the Company's definitive Proxy Statement for its 2003 Annual Meeting of Stockholders.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

This information is hereby incorporated by reference, to appear under the caption "Certain Transactions" in the Company's definitive Proxy Statement for its 2003 Annual Meeting of Stockholders.

ITEM 14. CONTROLS AND PROCEDURES

The Chief Executive Officer and the Chief Financial Officer of the Company (its principal executive officer and principal financial officer, respectively) have concluded, based on their evaluation as of a date within 90 days prior to the date of the filing of this Annual Report on Form 10-K, that the Company's controls and procedures are effective to ensure that information required to be disclosed by the Company in the reports filed by it under the Securities and Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and include controls and procedures designed to ensure that information required to be disclosed by the Company in such reports is accumulated and communicated to the Company's management, including the Chief Executive Officer and Chief Financial Officer of the Company, as appropriate to allow timely decisions regarding required disclosure.

There were no significant changes in the Company's internal controls or in other factors that could significantly affect these controls subsequent to the date of such evaluation.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

(a) (1) and (2) - see list of Financial Statements and Financial Statement Schedule on F-1.

(b) Reports on Form 8-K in the fourth quarter of 2002.

None.

(c) Exhibits*:

Exhibit No.	Description
3.1	Restated Certificate of Incorporation of the Company (incorporated herein by reference to Exhibit 3[a] to Form S-1 [No. 33-40154] of Lifetime Hoan Corporation).
3.2	Amendment dated June 9, 1994 to the Restated Certificate of Incorporation of the Company (incorporated herein by reference to the December 31, 1994 Form 10-K [No. 1-19254] of Lifetime Hoan Corporation).
3.3	By-Laws of the Company (incorporated herein by reference to Exhibit 3[b] to Form S-1 [No. 33-40154] of Lifetime Hoan Corporation).
10.1	Loan Agreement dated as of May 11, 1988 with Bank of New York, as amended (incorporated by reference to Exhibit 10[d] to Form S-1 [No. 33-40154] of Lifetime Hoan Corporation).
10.2	Amendment No. 6 dated as of March 5, 1992 between Lifetime Hoan Corporation and The Bank of New York (incorporated by reference to the December 31, 1991 Form 10-K [No. 1-19254] of Lifetime Hoan Corporation).
10.3	Stock Option Plan for key employees of Lifetime Hoan Corporation, as amended June 9, 1994 (incorporated by reference to the December 31, 1994 Form 10-K [No. 1-19254] of Lifetime Hoan Corporation).
10.4	Promissory notes dated December 17, 1985 of Milton L. Cohen, Jeffrey Siegel, Craig Phillips and Robert Phillips, as amended (incorporated by reference to Exhibit 10[f] to Form S-1 [No. 33-40154] of Lifetime

Hoan Corporation).

10.5 Lease to Dayton, New Jersey premises dated August 20, 1987 and amendment between the Company and Isaac Heller (incorporated by reference to Exhibit 10[h] to Form S-1 [No. 33-40154] of Lifetime Hoan Corporation).

10.6 License Agreement dated December 14, 1989 between the Company and Farberware, Inc. (incorporated by reference to Exhibit 10[j] to Form S-1 [No. 33-40154] of Lifetime Hoan Corporation).

10.7 License Agreement dated as of April 19, 1991 between the Company and The Pillsbury Company (incorporated by reference to Exhibit 10[m] to Form S-1 [No. 33-40154] of Lifetime Hoan Corporation).

10.8 Real Estate Sales Agreement dated October 28, 1993 between the Company and The Olsten Corporation (incorporated by reference to the December 31, 1993 Form 10-K [No. 1-19254] of Lifetime Hoan Corporation).

10.9 Amendment to the Real Estate Sales Agreement dated September 26, 1994 between the Company and The Olsten Corporation. (incorporated by reference to the December 31, 1995 Form 10-K [No. 1-19254] of Lifetime Hoan Corporation).

10.10 Lease to additional Dayton, New Jersey premises dated December 7, 1994. (incorporated by reference to the December 31, 1995 Form 10-K [No. 1-19254] of Lifetime Hoan Corporation).

10.11 License Agreement dated December 21, 1995 between the Company and The Walt Disney Company.

10.12 Memorandum of purchase dated September 18, 1995 between the Company and Alco Capital Group, Inc. (incorporated by reference to the September 30, 1995 Form 10-Q [No. 1-19254] of Lifetime Hoan Corporation).

10.13 Registration Rights Agreement dated September 18, 1995 between the Company and Alco Capital Group, Inc. (incorporated by reference to the September 30, 1995 Form 10-Q [No. 1-19254] of Lifetime Hoan Corporation).

10.14 Amendment No. 1 dated September 26, 1995 to the Lease for the additional Dayton, New Jersey premises. (incorporated by reference to the September 30, 1995 Form 10-Q [No. 1-19254] of Lifetime Hoan Corporation).

10.15 Form of Extension Agreement dated as of December 15, 1995 between Milton L. Cohen and Lifetime Hoan Corporation (incorporated by reference to the January 8, 1996 Form 8-K [No. 1-19254] of Lifetime Hoan Corporation).

10.16 Form of Extension Agreement dated as of December 15, 1995 between Jeffrey Siegel and Lifetime Hoan Corporation (incorporated by reference to the January 8, 1996 Form 8-K [No. 1-19254] of Lifetime Hoan Corporation).

10.17 Form of Extension Agreement dated as of December 15, 1995 between Craig Phillips and Lifetime Hoan Corporation (incorporated by reference to the January 8, 1996 Form 8-K [No. 1-19254] of Lifetime Hoan Corporation).

10.18 Asset Purchase Agreement by and between Farberware, Inc., Far-b Acquisition Corp., Syratech Corporation and Lifetime Hoan Corporation, dated February 2, 1996.

10.19 Joint Venture Agreement by and among Syratech Corporation, Lifetime Hoan Corporation and Far-b Acquisition Corp., dated February 2, 1996.

10.20 Employment Agreement dated April 7, 1996 with Milton L. Cohen (incorporated by reference to the March 31, 1996 10-Q).

10.21 Employment Agreement dated April 7, 1996 with Jeffrey Siegel (incorporated by reference to the March 31, 1996 10-Q).

10.22 Employment Agreement dated April 7, 1996 with Craig Phillips (incorporated by reference to the March 31, 1996 10-Q).

10.23 Lifetime Hoan 1996 Incentive Stock Option Plan (incorporated by reference to the March 31, 1996 10-Q).

10.24 Lifetime Hoan 1996 Incentive Bonus Compensation Plan (incorporated by reference to the March 31, 1996 10-Q).

10.25 Meyer Operating Agreement dated July 1, 1997 between Lifetime Hoan Corporation and Meyer Corporation and Amendment to Agreement dated July 1, 1998.

10.26 Jeffrey Siegel Employment Agreement Amendment No. 1, dated June 6, 1997

10.27 Milton L. Cohen Employment Agreement Amendment No. 1, dated June 6, 1997

10.28 Stock Purchase Agreement between Lifetime Hoan Corporation and Roshco, Inc. dated August 10, 1998.

10.29 Stock Purchase Agreement between Lifetime Hoan Corporation and Meyer International Holdings Limited and Prestige Italiana, SPA dated September 2, 1999.

10.30 Stock Purchase Agreement between Lifetime Hoan Corporation and Meyer International Holdings Limited and Prestige Haushaltswaren GmbH, dated September 2, 1999.

10.31 Asset Purchase Agreement between MK Acquisition Corp., a wholly owned subsidiary of Lifetime Hoan Corporation, and M. Kamenstein, Inc., dated September 28, 2000.

10.32 Employment Agreement dated April 6, 2001 between Jeffrey Siegel and Lifetime Hoan Corporation.

10.33 Consulting Agreement dated April 7, 2001 between Milton L. Cohen and Lifetime Hoan Corporation.

10.34 Credit Facility Agreement between Lifetime Hoan Corporation and The Bank of New York, HSBC Bank USA, Citibank, N.A., Wells Fargo Bank, N.A., and Bank Leumi USA, dated November 9, 2001.

10.35 Stock Sale Agreement of Prestige Italiana, SPA, between Lifetime Hoan Corporation, Meyer International Holdings Limited and Meyer Prestige Holdings Ltd and Meyer Prestige GmbH, dated October 11, 2002.

10.36 Consulting Agreement dated October 1, 2002 between Lifetime Hoan Corporation and Ronald Shiftan.

21 Subsidiaries of the registrant

23 Consent of Ernst & Young LLP.

99.1 Certification by Jeffrey Siegel, Chief Executive Officer and Robert McNally, Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

*The Company will furnish a copy of any of the exhibits listed above upon payment of $5.00 per exhibit to cover the cost of the Company furnishing the exhibits.

(d) Financial Statement Schedules - the response to this portion of Item 14 is submitted as a separate section of this report.

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.

Lifetime Hoan Corporation

/s/ Jeffrey Siegel
Jeffrey Siegel
Chairman of the Board of Directors, Chief Executive Officer, President and Director

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Jeffrey Siegel Jeffrey Siegel	Chairman of the Board of Directors, Chief Executive Officer, President and Director	March 28, 2003
/s/ Craig Phillips Craig Phillips	Vice-President - Distribution, Secretary and Director	March 28, 2003
/s/ Robert McNally Robert McNally	Vice-President - Finance and Treasurer (Principal Financial and Accounting Officer)	March 28, 2003
/s/ Bruce Cohen Bruce Cohen	Executive Vice-President and Director	March 28, 2003
/s/ Ronald Shiftan Ronald Shiftan	Director	March 28, 2003

/s/ Howard Bernstein
Howard Bernstein   Director   March 28, 2003

/s/ Leonard Florence
Leonard Florence   Director   March 28, 2003

CERTIFICATIONS

I, Jeffrey Siegel, certify that:

1. I have reviewed this annual report on Form 10-K of Lifetime Hoan Corporation ("the registrant");

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report:

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

   a. designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
   b. evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
   c. presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
   a. all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
   b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: March 28, 2003

__/s/ Jeffrey Siegel_____________
Jeffrey Siegel
President and Chief Executive Officer

CERTIFICATIONS

I, Robert McNally, certify that:

1. I have reviewed this annual report on Form 10-K of Lifetime Hoan Corporation ("the registrant");

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report:

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

   a. designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
   b. evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
   c. presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
   a. All significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: March 28, 2003

___/s/ Robert McNally___________
Robert McNally
Vice President and Chief Financial Officer

FORM 10-K - ITEM 15(a)(1) and (2)
LIFETIME HOAN CORPORATION

INDEX TO FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULE

The following Financial Statements and Schedule of Lifetime Hoan Corporation are included in Item 8.

The following financial statement schedule of Lifetime Hoan Corporation is included in Item 15 (d);

All other schedules in the applicable accounting regulation of the Securities and Exchange Commission are not required under the related instructions or are inapplicable, and therefore have been omitted.

REPORT OF INDEPENDENT AUDITORS

To the Board of Directors and Stockholders
Lifetime Hoan Corporation

We have audited the accompanying consolidated balance sheets of Lifetime Hoan Corporation as of December 31, 2002 and 2001 and the related consolidated statements of income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2002. Our audits also included the financial statement schedule listed in the Index at Item 15(a). These consolidated financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and schedule based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. 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 financial statements referred to above present fairly, in all material respects, the consolidated financial position of Lifetime Hoan Corporation at December 31, 2002 and 2001, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2002, in conformity with accounting principles generally accepted in the United States. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

As discussed in Note A to the consolidated financial statements, effective January 1, 2002, the Company changed its method of accounting for goodwill.

Ernst & Young LLP

Melville, New York
February 26, 2003

LIFETIME HOAN CORPORATION

CONSOLIDATED BALANCE SHEETS

(in thousands, except share data)

	December 31,	
ASSETS	2002	2001
CURRENT ASSETS		
Cash and cash equivalents	$ 62	$ 5,021
Accounts receivable, less allowances of $3,888 in 2002 and $3,649 in 2001	19,143	18,696
Merchandise inventories	41,333	39,681
Prepaid expenses	1,603	2,084
Deferred income taxes	15	148
Other current assets	2,505	2,411
Current assets of discontinued operations	-	5,959
TOTAL CURRENT ASSETS	64,661	74,000
PROPERTY AND EQUIPMENT, net	20,850	22,111
GOODWILL	14,952	14,952
OTHER INTANGIBLES, net	9,000	9,390
OTHER ASSETS	2,123	2,106
OTHER ASSETS OF DISCONTINUED OPERATIONS	-	811
TOTAL ASSETS	$111,586	$123,370
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Short-term borrowings	$ 14,200	$ 22,847
Accounts payable and trade acceptances	2,720	3,946
Accrued expenses	13,894	15,233
Income taxes payable	2,463	-
Current liabilities of discontinued operations	-	2,899
TOTAL CURRENT LIABILITIES	33,277	44,925
MINORITY INTEREST DISCONTINUED OPERATIONS	-	384

STOCKHOLDERS' EQUITY		
Common stock, $.01 par value, shares authorized: 25,000,000; shares issued and outstanding: 10,560,704 in 2002 and 10,491,101 in 2001	106	105
Paid-in capital	61,405	61,087
Retained earnings	17,277	17,660
Notes receivable for shares issued to stockholders	(479)	(486)
Accumulated other comprehensive loss	-	(305)
TOTAL STOCKHOLDERS' EQUITY	78,309	78,061
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$111,586	$123,370

See notes to consolidated financial statements.

LIFETIME HOAN CORPORATION

CONSOLIDATED STATEMENTS OF INCOME
(in thousands - except per share data)

	Year Ended December 31,		
	2002	2001	2000
Net Sales	$131,219	$135,068	$121,124
Cost of Sales	73,145	75,626	70,189
Distribution Expenses	21,363	21,186	15,752
Selling, General and Administrative Expenses	29,815	31,278	27,685
Income from Operations	6,896	6,978	7,498
Interest Expense	1,004	1,015	730
Other Income, net	(66)	(98)	(82)
Income Before Income Taxes	5,958	6,061	6,850
Income Taxes	2,407	2,449	2,786
Income from Continuing Operations	3,551	3,612	4,064
Discontinued Operations:			
Loss from Operations, net of tax	(495)	(694)	(630)
Loss on Disposal, net of income tax benefit of $225	(811)	-	-
Total Loss from Discontinued Operations	(1,306)	(694)	(630)
NET INCOME	$2,245	$2,918	$3,434
BASIC AND DILUTED INCOME PER COMMON SHARE FROM CONTINUING OPERATIONS	$0.34	$0.34	$0.37
LOSS PER COMMON SHARE FROM DISCONTINUED OPERATIONS	($0.13)	($0.06)	($0.06)
BASIC AND DILUTED EARNINGS PER COMMON SHARE	$0.21	$0.28	$0.31

See notes to consolidated financial statements.

LIFETIME HOAN CORPORATION

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(in thousands)

	Common Shares	Stock Amount	Paid-in Capital	Retained Earnings	Notes Receivable from Stockholders	Deferred Compen-sation	Accumulated other Comprehensive Loss	Total	Comprehensive Income
Balance at December 31, 1999	11,818	$118	$71,957	$16,671	($908)	($30)		$87,808	
Net income for 2000				3,434				3,434	$3,434
Exercise of stock options	15		74					74	
Repurchase and retirement of common stock	(1,331)	(13)	(10,876)					(10,889)	
Amortization of deferred compensation						16		16	
Foreign currency translation adjustment							($180)	(180)	(180)
Comprehensive income									$3,254
Cash dividends				(2,746)				(2,746)	
Balance at December 31, 2000	10,502	105	61,155	17,359	(908)	(14)	(180)	77,517	
Net income for 2001				2,918				2,918	$2,918
Exercise of stock options	4		20					20	
Repurchase and retirement of common stock	(15)		(88)					(88)	
Amortization of deferred compensation						14		14	
Reclass of notes receivable					422			422	
Foreign currency translation adjustment							(125)	(125)	(125)
Comprehensive income									$2,793
Cash dividends				(2,617)				(2,617)	
Balance at December 31, 2001	10,491	105	61,087	17,660	(486)	-	(305)	78,061	
Net income for 2002				2,245				2,245	$2,245
Exercise of stock options	70	1	318					319	
Repayment of notes receivable					7			7	
Foreign currency translation adjustment							305	305	305
Comprehensive income									$2,550
Cash dividends				(2,628)				(2,628)	
Balance at December 31, 2002	10,561	$106	$61,405	$17,277	($479)	-	-	$78,309	

See notes to consolidated financial statements.

LIFETIME HOAN CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Year Ended December 31,		
	2002	2001	2000
OPERATING ACTIVITIES			
Net income	$2,245	$2,918	$3,434
Adjustments to reconcile net income to net cash provided by operating activities:			
Loss on sale of discontinued operations	811	-	-
Depreciation and amortization	3,457	3,709	3,461
Deferred income taxes	133	722	387
Provision for losses on accounts receivable	386	1,396	1,077
Reserve for sales returns and allowances	7,453	6,513	5,859
Minority interest	(476)	(144)	(360)
Loss on sale of property and equipment	-	1,243	-
Changes in operating assets and liabilities, excluding the effects of the sale of the Prestige companies:			
Accounts receivable	(6,880)	(10,493)	500
Merchandise inventories	1,022	3,292	11,753
Prepaid expenses, other current assets and other assets	1,853	(70)	(2,797)
Accounts payable, trade acceptances and accrued expenses	(5,654)	(1,250)	(483)
Income taxes	2,463	-	(392)
NET CASH PROVIDED BY OPERATING ACTIVITIES	6,813	7,836	22,439
INVESTING ACTIVITIES			
Purchases of property and equipment, net	(1,807)	(13,267)	(2,025)
Proceeds from sale of marketable securities	-	-	15
Proceeds from disposition of Prestige Companies	985	-	-
Acquisition of Roshco, Inc.	-	-	(1,043)
Acquisition of M. Kamenstein, Inc.	-	(164)	(125)
NET CASH USED IN INVESTING ACTIVITIES	(822)	(13,431)	(3,178)
FINANCING ACTIVITIES			
Repurchase of common stock	-	(88)	(10,889)
(Payments) proceeds of short term borrowings, net	(8,647)	12,101	(5,758)
Proceeds from the exercise of stock options	318	20	74
Repayment of Note Receivable	7	-	-
Cash dividends paid	(2,628)	(2,617)	(2,746)
NET CASH (USED IN) PROVIDED BY FINANCING ACTIVITIES	(10,950)	9,416	(19,319)
EFFECT OF EXCHANGE RATE ON CASH AND CASH EQUIVALENTS	-	(125)	(180)
(DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(4,959)	3,696	(238)
Cash and cash equivalents at beginning of year	5,021	1,325	1,563
CASH AND CASH EQUIVALENTS AT END OF YEAR	$62	$5,021	$1,325

See notes to consolidated financial statements.

LIFETIME HOAN CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2002

NOTE A - SIGNIFICANT ACCOUNTING POLICIES

Organization and Business: The accompanying consolidated financial statements include the accounts of Lifetime Hoan Corporation ("Lifetime") and its wholly-owned subsidiaries, Outlet Retail Stores, Inc. ("Outlets"), Roshco, Inc. ("Roshco") and M. Kamenstein Corp. ("Kamenstein"), collectively, the "Company". Effective September 27, 2002, the Company sold its 51% owned and controlled subsidiaries, Prestige Italiana, Spa. ("Prestige Italy") and Prestige Haushaltswaren GmbH ("Prestige Germany" and together with Prestige Italy, the "Prestige Companies"). Accordingly, the Company has classified the Prestige Companies business as discontinued operations. Significant intercompany accounts and transactions have been eliminated in consolidation.

The Company is engaged in the design, marketing and distribution of household cutlery, kitchenware, cutting boards, pantryware and bakeware, marketing its products under a number of trade names, some of which are licensed. The Company sells its products primarily to retailers throughout the United States.

The Company also operates approximately 58 retail outlet stores in 24 states under the Farberware(R) name. Under an agreement with the Meyer Corporation, Meyer Corporation receives all revenue from sales of Farberware(R) cookware, occupies 50% of the space in each store and reimburses the Company for 50% of the operating expenses of the stores.

The significant accounting policies used in the preparation of the consolidated financial statements of the Company are as follows:

Revenue Recognition: Revenue is recognized upon the shipment of merchandise. Related freight-out costs are included in distribution expenses and amounted to $2.7 million, $2.3 million, and $2.2 million for 2002, 2001 and 2000, respectively.

Distribution Expenses: Distribution expenses primarily consist of freight-out, warehousing expenses, and handling costs of products sold. These expenses include relocation charges, duplicate rent and other costs associated with the Company's move into it's Robbinsville, New Jersey warehouse, amounting to $2.2 million in 2002 and $2.9 million in 2001.

Inventories: Merchandise inventories, principally finished goods, are priced by the lower of cost (first-in, first-out basis) or market method. Reserves for excess or obsolete inventory reflected in the Company's consolidated balance sheets at December 31, 2002 and 2001 are considered adequate by the Company's management; however, there can be no assurance that these reserves will prove to be adequate over time to provide for ultimate losses in connection with the Company's inventory.

Accounts Receivable: The Company is required to estimate the collectibility of its accounts receivable. A considerable amount of judgment is required in assessing the ultimate realization of these receivables including the current credit-worthiness of each customer. The Company maintains allowances for doubtful accounts for estimated losses resulting from the inability of its customers to make required payments. If the financial conditions of the Company's customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

Property and Equipment: Property and equipment is stated at cost. Property and equipment other than leasehold improvements is being depreciated by the straight-line method over the estimated useful lives of the assets. Building and improvements are being depreciated over 30 years and machinery, furniture, and equipment over 5 to 10 years. Leasehold improvements are depreciated over the term of the lease or the estimated useful lives of the improvements, whichever is shorter.

Cash Equivalents: The Company considers highly liquid instruments with a maturity of three months or less when purchased to be cash equivalents.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Fair Value of Financial Instruments: The carrying amounts of the

Company's financial instruments approximate their fair values because of the short-term nature of these items.

NOTE A - SIGNIFICANT ACCOUNTING POLICIES (continued)

Goodwill and Other Intangible Assets: Effective January 1, 2002, the Company adopted Statement of Financial Accounting Standard ("SFAS") No. 141, "Business Combinations" and SFAS No. 142, "Goodwill and Other Intangible Assets". SFAS No. 141 requires all business combinations initiated after June 30, 2001 to be accounted for using the purchase method. Under SFAS No. 142, goodwill and intangible assets with indefinite lives are no longer amortized but are reviewed at least annually for impairment. In 2002, the Company completed its initial assessment, as of January 1, 2002, of the assets impacted by the adoption of SFAS No. 142, and its annual assessment as of December 31, 2002. Based upon such reviews, no impairment to the carrying value of goodwill was identified, and the Company ceased amortizing goodwill effective January 1, 2002. Had this standard been applied for the year ended December 31, 2001, net income would have been increased by $343,000 and basic and diluted earnings per share would have been $0.31 and for the year ended December 31, 2000, net income would have been increased by $287,000 and basic and diluted earnings per share would have been $0.34.

Other intangibles consist of a royalty-free license, trademarks and brand names acquired pursuant to two acquisitions and are being amortized by the straight-line method over 30 years. Accumulated amortization at December 31, 2002 and 2001 was $2.7 million and $2.3 million, respectively. Amortization expense with respect to these intangible assets for each of five succeeding fiscal years is estimated to be $390,000.

Amortization expense for the years ended December 31, 2002, December 31, 2001 and December 31, 2000 was $390,000, $961,000 and $868,000, respectively.

Long-Lived Assets: Effective January 1, 2002, the Company adopted SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets ("SFAS No. 144"), which supersedes SFAS No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be disposed of." The primary objectives of SFAS No. 144 are to develop one accounting model based on the framework established in SFAS No. 121 for long-lived assets to be disposed of by sale, and to address significant implementation issues. The adoption of this statement did not have an impact on the Company's consolidated results of operations or financial position. The Company accounted for the disposal of the Prestige Companies in accordance with SFAS No. 144.

Income Taxes: Income taxes have been provided using the liability method.

Earnings Per Share: Basic earnings per share has been computed by dividing net income by the weighted average number of common shares outstanding of 10,516,000 in 2002, 10,492,000 in 2001 and 10,995,000 in 2000. Diluted earnings per share has been computed by dividing net income by the weighted average number of common shares outstanding, including the dilutive effects of stock options, of 10,541,000 in 2002, 10,537,000 in 2001 and 11,079,000 in 2000.

NOTE A - SIGNIFICANT ACCOUNTING POLICIES (continued)

Accounting for Stock Option Plan: At December 31, 2002, the Company has a stock option plan, which is more fully described in Note D. The Company accounts for the plan under the recognition and measurement principles of APB Opinion No. 25, "Accounting for Stock Issued to Employees", and related Interpretations. No stock-based employee compensation cost is reflected in net income, as all options granted under those plans had an exercise price equal to the market values of the underlying common stock on the date of grant. The following table illustrates the effect on net income and earnings per share if the Company had applied the fair value recognition provisions of Statement of Financial Accounting Standards ("SFAS") No. 123, "Accounting for Stock-Based Compensation" to stock-based employee compensation.

Year ended December 31, (in thousands, except per share data)	2002	2001	2000
Net income, as reported	$2,245	$2,918	$3,434
Deduct: Total stock option employee compensation expense determined under fair value based method for all awards, net of related tax effects	(156)	(188)	(210)
Proforma net income	$2,089	$2,730	$3,224
Earnings per share:			
Basic - as reported	$0.21	$0.28	$0.31
Basic - proforma	$0.20	$0.26	$0.29
Diluted - as reported	$0.21	$0.28	$0.31
Diluted - proforma	$0.20	$0.26	$0.29

New Accounting Pronouncements: In June 2001, the FASB issued SFAS No. 143, "Accounting for Asset Retirement Obligations", which addresses the financial accounting and reporting for obligations associated with the retirement of long-lived assets and the associated retirement costs. The Company has adopted SFAS No. 143 as of January 1, 2002. The adoption of SFAS No. 143 did not have a material impact on the Company's consolidated financial statements.

In June 2002, the FASB issued SFAS No. 146, "Accounting for Costs Associated with Exit or Disposal Activities". This pronouncement is effective for exit or disposal activities that are initiated after December 31, 2002, and requires these costs to be recognized when the liability is incurred and not at project initiation. The Company does not expect this statement to have a material impact on its consolidated financial statements.

Reclassifications: Certain 2001 and 2000 balances have been reclassified to conform with the 2002 presentation.

NOTE B - ACQUISITIONS, DISPOSALS AND LICENSES

Kamenstein Acquisition: In September 2000, the Company acquired certain assets and certain liabilities of M. Kamenstein, Inc. ("Kamenstein"), a privately-held 107-year old housewares company whose products include pantryware, teakettles, and home organization accessories. Kamenstein's revenues were approximately $21.0 million for the twelve month period ended August 31, 2000. In acquiring Kamenstein, the Company assumed bank debt and other indebtedness of approximately $10.0 million. The Company is obligated to make contingent payments in the future based on the annual gross profit achieved by the Kamenstein business for a 3 -year period. This acquisition was accounted for using the purchase method and accordingly the Company recorded goodwill of $6.1 million. Operations of the acquired entity have been included since the date of acquisition.

The table below reflects unaudited pro forma combined results of the Company as if the acquisition had taken place at the beginning of fiscal 2000. The pro forma financial information is not necessarily indicative of the operating results that may occur in the future or that would have occurred had the acquisition of Kamenstein been affected on the dates indicated.

	2000
Net sales (in thousands)	$142,296
Net income (in thousands)	1,130
Basic earnings per common share	$0.10
Diluted earnings per common share	$0.10

NOTE B - ACQUISITIONS DISPOSALS AND LICENSES (continued)

Prestige Acquisition and Disposition: In September 1999, the Company acquired 51% of the capital stock and controlling interest in each of Prestige Italy and Prestige Germany. The Company paid approximately $1.3 million for its majority interests in the Prestige Companies. This acquisition was accounted for using the purchase method and the Company recorded goodwill of $586,000. Effective September 27, 2002, the Company sold its 51% controlling interest in Prestige Italiana, Spa and, together with its minority interest shareholder, caused Prestige Haushaltswaren GmbH (combined, "the Prestige Companies") to sell all of its receivables and inventory to a European housewares distributor. As a result the Company received approximately $1.0 million in cash on October 21, 2002. The sale resulted in a net loss of approximately $811,000 that includes the write-off of goodwill of approximately $540,000. Accordingly, the Company has classified the Prestige Companies business as discontinued operations. For 2000 and 2001, the Company has reclassified its financial statements to reflect the discontinued operations of the Prestige Companies. Net sales of the Prestige Companies included in loss from discontinued operations were $6.4 million, $8.5 million and $8.3 million for 2002, 2001 and 2000, respectively.

Cuisinart License Agreement: On March 19, 2002, the Company entered into a licensing agreement with Conair Corporation. This agreement allows the Company to design, manufacture and market a wide variety of cutlery products under the Cuisinart(R) brand name. Shipments of products under the Cuisinart(R) name began in the fourth quarter of 2002.

KitchenAid License Agreement: In October 2000, the Company entered into a licensing agreement with KitchenAid, a division of the Whirlpool Corporation. This agreement allows the Company to design, manufacture and market an extensive range of kitchen utensils, barbecue items and pantryware products under the KitchenAid(R) brand name. On January 1, 2002, the licensing agreement between the Company and KitchenAid, was amended, expanding the covered products to include bakeware and baking related products. Shipments of products under the agreement began in the second quarter of 2001.

NOTE C -CREDIT FACILITIES

On November 9, 2001, the Company entered into a $45 million three-year, secured, reducing revolving credit agreement (the "Agreement") with a group of banks and, in conjunction therewith, canceled its $40 million short-term line of credit. The Credit Facility reduced to $40 million at December 31, 2002 in accordance with the terms of the agreement and will further reduce to $35 million at December 31, 2003, and through the maturity date. The Credit Facility is secured by all of the assets of the Company and the Company is required to satisfy certain financial covenants, including limitations on indebtedness and sale of assets; a minimum fixed charge ratio; and net worth maintenance. Borrowings under the Agreement have different interest rate options that are based upon either an alternate base rate, LIBOR, or a lender's cost of funds rate. As of December 31, 2002 and 2001, the Company had $2.5 million of letters of credit and trade acceptances outstanding and $14.2 million and $20.0 million of borrowings under the Agreement, respectively, and, as a result, the availability under the Agreement at December 31, 2002 and 2001 was $23.3 million and $22.5 million, respectively. Interest rates on borrowings at December 31, 2002 ranged from 4.125% to 4.75%, while interest rates on borrowings at December 31, 2001 ranged from 3.875% to 3.9375%.

At September 30, 2002, the Company was in violation of the leverage ratio covenant. The Company obtained a waiver for the covenant violation and, as of December 31, 2002, the Company was in compliance with all financial covenants.

In addition to the Agreement, the Prestige Companies had three lines of credit with three separate banks for a total available credit facility of $3.4 million. As of December 31, 2001, the Prestige Companies had borrowings of approximately $2.8 million against these three lines. Interest rates on these lines of credit at December 31, 2001 ranged from 5.85% to 8.25%.

The Company paid interest of approximately $1.0 million, $1.3 million and $913,000 during the years ended December 31, 2002, 2001 and 2000, respectively.

NOTE D - CAPITAL STOCK

Cash Dividends: The Company paid regular quarterly cash dividends of $0.0625 per share on its Common Stock, or a total annual cash dividend of $0.25 per share, in 2002, 2001 and 2000. The Board of Directors currently intends to maintain a quarterly cash dividend of $0.0625 per share of Common Stock for the foreseeable future, although the Board may in its discretion determine to modify or eliminate such dividend at any time.

NOTE D - CAPITAL STOCK (continued)

Common Stock Repurchase and Retirement: In December 1999, the Board of Directors of the Company authorized the repurchase of up to 1,000,000 of the outstanding shares of Common Stock in the open market. In 2000, the Board of Directors increased the authorized amount of Common Stock that could be bought back from 1,000,000 shares to 3,000,000 shares. Through December 31, 2002, 2,128,000 shares were repurchased for approximately $15.2 million (none in 2002).

Preferred Stock: The Company is authorized to issue 2,000,000 shares of Series B Preferred Stock, none of which is outstanding.

Stock Option Plans: In June 2000, the stockholders of the Company approved the Long-Term Incentive Plan (the "Plan"), which replaced all other Company stock option plans, whereby options to purchase up to 1,750,000 shares of common stock may be granted to key employees of the Company, including directors and officers. The Plan authorizes the Board of Directors of the Company to issue incentive stock options as defined in Section 422A (b) of the Internal Revenue Code and stock options that do not conform to the requirements of that Section of the Code. Options expire over a range of ten years from the date of the grant and vest over a range of up to five years, from the date of grant.

As of December 31, 2002, approximately 725,000 shares were available for grant under the Company's stock option plans and all options granted through December 31, 2002 under the plan have exercise prices equal to the market value of the Company's stock on the date of grant.

The weighted average fair values of options granted during the years ended December 31, 2002, 2001 and 2000 were $0.16, $0.27 and $0.64, respectively. The fair value for these options was estimated at the date of grant using a Black-Scholes option pricing model with the following weighted-average assumptions: risk-free interest rates of 3.47%, 4.55% and 6.01% for 2002, 2001 and 2000, respectively; 4.33% dividend yield in 2002, 4.25% dividend yield in 2001 and 3.67% dividend yield in 2000; volatility factor of the expected market price of the Company's common stock of 0.06 in 2002, 0.07 in 2001 and 0.45 in 2000; and a weighted-average expected life of the options of 6.0, 4.7 and 5.0 years in 2002, 2001 and 2000, respectively.

The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options, which have no vesting restrictions and are fully transferable. In addition, option valuation models require the input of highly subjective assumptions including the expected stock price volatility. Because the Company's employee stock options have characteristics significantly different from those of traded options, and because changes in the subjective input assumptions can materially affect the fair value estimate, in management's opinion, the existing models do not necessarily provide a reliable single measure of the fair value of its employee stock options.

NOTE D - CAPITAL STOCK (continued)

A summary of the Company's stock option activity and related information for the years ended December 31 follows:

	2002		2001		2000	
	Options	Weighted-Average Exercise Price	Options	Weighted-Average Exercise Price	Options	Weighted-Average Exercise Price
Balance-Jan 1,	1,031,830	$6.94	1,245,335	$7.39	1,209,165	$7.49
Grants	175,000	$6.30	140,000	$5.68	109,500	$7.17
Exercised	(94,153)	$5.00	(3,971)	$5.00	(14,984)	$4.91
Canceled	(193,386)	$7.09	(349,534)	$8.16	(58,346)	$9.16
Balance-Dec 31,	919,291	$6.98	1,031,830	$6.94	1,245,335	$7.39

The following table summarizes information about employees' stock options outstanding at December 31, 2002:

Exercise Price	Options Outstanding	Options Exercisable	Weighted-Average Remaining Contractual Life	Weighted-Average Exercise Price - Options Outstanding	Weighted-Average Exercise Price - Options Exercisable
$4.14 - $5.51	260,700	170,020	7.7 years	$5.52	$5.51
$6.00 - $8.41	497,111	463,487	5.4 years	$6.62	$6.61
$8.64 - $10.87	161,410	156,410	2.2 years	$10.44	$10.47
	919,291	789,917	5.5 years	$6.98	$7.14

At December 31, 2001 and 2000, there were 680,858 and 865,239 options exercisable, respectively, at weighted-average exercise prices per share of $7.20 and $7.39, respectively.

In connection with the grant of certain options in prior years, the Company recorded, and amortized, deferred compensation. As of December 31, 2001, such deferred compensation had been fully amortized.

In connection with the exercise of options under a stock option plan which has since expired, the Company received cash of $255,968 and notes in the amount of $908,000 in 1985. The notes bear interest at 9% and are due no later than December 31, 2005. During 2001, a note from Milton L. Cohen, a director of the Company in the amount of $422,000 was canceled. During 2001, a new note was received from Milton L. Cohen in the amount of $855,000, which consolidated all amounts due to the Company.

NOTE E - INCOME TAXES

Pre-tax income from continuing operations for the years ended December 31, 2002, 2001 and 2000 was $6.0 million, $6.1 million and $6.9 million, respectively.

The provision for income taxes consists of (in thousands):

	Year Ended December 31,		
	2002	2001	2000
Current:			
Federal	$2,035	$1,431	$1,918
State and local	239	296	481
Deferred	133	722	387
Income tax provision	$2,407	$2,449	$2,786

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's net deferred tax assets are as follows (in thousands):

	December 31,	
	2002	2001
Merchandise inventories	$1,058	$1,138
Accounts receivable allowances	740	496
Depreciation and amortization	(1,783)	(1,486)
Net deferred tax assets	$15	$148

While management believes that the Company's deferred tax asset will be realized based on its generation of taxable income in recent years and its future projected taxable income, the substantial restrictions on and time periods required to realize certain of the Company's NOL's made it appropriate to record a valuation allowance against a portion of those NOL's. A valuation allowance had been provided against all of the Company's foreign net operating loss carryforwards. Accordingly, the Company had provided a total valuation allowance $226,000 as of December 31, 2001.

The provision for income taxes differs from the amounts computed by applying the applicable federal statutory rates as follows (in thousands):

	Year Ended December 31,		
	2002	2001	2000
Provision for Federal income taxes at the statutory rate	$2,026	$2,061	$2,329

Increases (decreases):			
State and local income taxes, net of Federal income tax benefit	158	195	318
Other	223	193	139
Provision for income taxes	$2,407	$2,449	$2,786

The Company received income tax refunds (net of payments) of approximately $328,000 and $218,000 during the years ended December 2002 and 2001, respectively. The Company paid income taxes of approximately $5.0 million during the year ended 2000.

NOTE F - COMMITMENTS

Operating Leases: The Company has lease agreements for its warehouses, showroom facilities, sales offices and outlet stores which expire through 2016. These leases provide for, among other matters, annual base rent escalations and additional rent for real estate taxes and other costs.

Future minimum payments under non cancelable operating leases are as follows (in thousands):

Year ended December 31:	
2003	$5,464
2004	3,742
2005	3,141
2006	2,752
2007	2,826
Thereafter	23,815
	$41,740

Under an agreement with Meyer Corporation regarding the operation of the Company's Farberware(R) retail outlet stores, the Company is reimbursed for use of floor space in its outlet stores. Meyer Corporation receives all revenue from sales of Farberware(R) cookware, currently occupies 50% of the space in each store and reimburses the Company for 50% of the operating expenses of the stores. In fiscal years 2001 and 2000, the Company and Meyer Corporation each occupied 40% of the space in the outlet stores, as Salton, Inc. was responsible for the other 20% of the space. In 2002, 2001 and 2000, Meyer Corporation reimbursed the Company approximately $1.7 million, $1.3 million and $1.5 million, respectively, for operating lease expense. Salton Inc. reimbursed in 2001 and 2000 approximately $668,000 and $731,000, respectively, for operating lease expense to the Company. Salton, Inc. terminated its agreement effective December 31, 2001.

Rental and related expenses under the operating leases were approximately $7.1 million, $7.6 million and $5.9 million for the years ended December 31, 2002, 2001 and 2000, respectively. Amounts for 2002, 2001 and 2000 are prior to the Meyer Corporation and Salton Inc. reimbursements described above.

Royalties: The Company has royalty licensing agreements that require payments of royalties on sales of licensed products which expire through December 31, 2007. Future minimum royalties payable under these agreements are as follows (in thousands):

Year ended December 31:

2003	$1,547
2004	1,824
2005	1,733
2006	336
2007	339
Thereafter	-
	$5,779

NOTE F - COMMITMENTS (continued)

Legal Proceedings: The Company is, from time to time, a party to litigation arising in the normal course of its business. The Company believes that there are currently no material legal proceedings the outcome of which would have a material adverse effect on the Company's consolidated financial position or results of operations.

Employment Agreements: 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, Chief Executive Officer and Chairman of the Board for a term commencing on April 6, 2001, 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, certain standard fringe benefit arrangements, such as disability benefits, insurance and an accountable expense allowance. The agreement further provides that if the Company is merged or otherwise consolidated with any other organization or substantially all of the assets of the Company are sold or control of the Company has changed (the transfer of 50% or more of the outstanding stock of the Company) which is followed by: (i) the termination of his employment agreement, other than for cause; (ii) the diminution of his duties or change in executive position; (iii) the diminution of his compensation (other than a general reduction to all employees); or (iv) the relocation of his principal place of employment to other than the New York Metropolitan Area, the Company would be obligated to pay to Mr. Siegel 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 for a period of five years from the earlier of the termination of Mr. Siegel's employment (other than a termination by the Company without cause) or the expiration of his employment agreement.

Incentive Bonus Compensation Plan: In April 1996, the Board of Directors adopted and in June 1996, the stockholders approved an incentive bonus compensation plan ("1996 Bonus Plan"). The 1996 Bonus Plan provided for the award of a bonus, with respect to each of the ten fiscal years of the Company beginning with the 1996 fiscal year, to each of the then President and the Executive Vice President of the Company. The bonus payable to each executive was an amount equal to 3.5% of pretax income, before any provision for executive compensation, stock options exercised during the year under the Company's stock option plans and extraordinary items. In June 2000, the stockholders of the Company approved the adoption of an incentive bonus compensation plan ("2000 Bonus Plan"), which provides for the award of a bonus, to designated Senior Executive Officers based on a predetermined financial performance measurement. For 2002 and 2001, the Chief Executive Officer was the only designated officer and for 2000, the then Chief Executive Officer and then President were both designated officers. In each year the amount of the bonus payment was equal to 3.5% of pretax income, before any provision for executive compensation, stock options exercised during the year under the Company's stock option plans, extraordinary items and non-recurring charges. During the years ended December 31, 2002, 2001 and 2000, the Company recorded annual compensation expense of approximately $323,000, $346,000, and $600,000, respectively, pursuant to the bonus plans.

In February 2001, the Board of Directors declared special bonuses for Milton L. Cohen and Jeffrey Siegel aggregating approximately $850,000 which were charged to operations for the year ended December 31, 2000.

In April 2001, the Company paid Mr. Milton L. Cohen a bonus of $178,500 for the period January 1, 2001 through April 6, 2001.

In March 2002, the Company awarded Mr. Jeffrey Siegel a special bonus of $129,600.

NOTE G - RELATED PARTY TRANSACTIONS

Effective April 6, 2001, Milton L. Cohen, then a director of the Company, and the Company entered into a 5-year consulting agreement with an annual fee of $440,800.

As of December 31, 2002 and December 31, 2001, Milton L. Cohen owed the Company approximately $579,000 and $739,000, respectively. Milton L. Cohen remits $48,404 quarterly, inclusive of interest and principal, and the loan matures on March 31, 2006. The loan due from Milton L. Cohen is included within other assets in the accompanying balance sheets.

As of December 31, 2002 and December 31, 2001, Jeffrey Siegel owed the Company approximately $439,000 and $659,000, respectively, which, for each year, included $344,000 of an outstanding loan related to the exercise of stock options under a stock option plan which has since expired. Approximately $95,000 and $315,000 of the amounts due from Jeffrey Siegel are included in other current assets in the accompanying balance sheets at December 31, 2002 and 2001, respectively.

As of December 31, 2002 and December 31, 2001, Craig Phillips, a vice president of the Company, owed the Company approximately $135,000 for an outstanding loan related to the exercise of stock options under a stock option plan which has since expired.

Notes receivable totaling $479,000 and $486,000 related to the exercise of stock options under a stock option plan which has since expired are included within total stockholders' equity in the accompanying balance sheets at December 31, 2002 and 2001, respectively.

On October 1, 2002 the Company entered into a consulting agreement with Ronald Shiftan, a director of the Company. The term of the consulting agreement is a period of one year commencing October 1, 2002, which automatically renews for additional one year periods unless either party terminates the 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 the consulting agreement is at a rate of $30,000 per month.

NOTE H - RETIREMENT PLAN

The Company maintains a defined contribution retirement plan ("the Plan") for eligible employees under Section 401(k) of the Internal Revenue Code. Participants can make voluntary contributions up to a maximum of 15% of their respective salaries. The Company made matching contributions to the Plan of approximately $220,000, $178,000 and $50,000 in 2002, 2001 and 2000, respectively.

NOTE I - CONCENTRATION OF CREDIT RISK

The Company maintains cash and cash equivalents with various financial institutions.

Concentrations of credit risk with respect to trade accounts receivable are limited due to the large number of entities comprising the Company's customer base and their dispersion across the United States. The Company's accounts receivable are not collateralized. The Company periodically reviews the status of its accounts receivable and, where considered necessary, establishes an allowance for doubtful accounts.

During the years ended December 31, 2002, 2001 and 2000, Wal-Mart Stores, Inc. accounted for approximately 20%, 18% and 12% of net sales, respectively. No other customer accounted for 10% or more of the Company's net sales during 2002, 2001 and 2000.

NOTE J - OTHER

Property and Equipment:

Property and equipment consist of (in thousands):

	December 31,	
	2002	2001
Land	$932	$932
Building and improvements	7,075	6,963
Machinery, furniture and equipment	23,823	22,800
Leasehold improvements	1,594	1,687
	33,424	32,382
Less: accumulated depreciation	12,574	10,271
	$20,850	$22,111

Depreciation expense for the years ended December 31, 2002, 2001 and 2000 was $3.1 million, $2.7 million and $2.6 million, respectively.

Accrued Expenses:

Accrued expenses consist of (in thousands):

	December 31,	
	2002	2001
Commissions	$683	$715
Accrued customer allowances and rebates	3,290	4,029
Obligation to Meyer Corporation	1,983	2,681
Due to M. Kamenstein, Inc.	-	333
Officer and employee bonuses	1,439	1,340
Accrued health insurance	756	443
Accrued salaries, vacation and temporary labor billings	1,562	1,745
Other	4,181	3,947
	$13,894	$15,233

Sources of Supply: The Company sources its products from approximately 48 manufacturers located primarily in People's Republic of China, and to a smaller extent in the United States, Thailand, Malaysia, Indonesia, Taiwan, and Italy. A majority of its cutlery was purchased from three suppliers in 2002 who accounted for 58%, 20%, and 10% of the total purchases, respectively, and from five suppliers in 2001 who accounted for 28%, 21%, 14%, 11% and 10% of the total purchases, respectively. A majority of its pantryware was purchased from three suppliers in 2002 who accounted for 37%, 19% and 13%, respectively, of the total purchases and from four suppliers in 2001 who accounted for 23%, 19%, 17% and 16%, respectively. An interruption of supply from any of these manufacturers could have an adverse impact on the Company's ability to fill orders on a timely basis. However, the Company believes other manufacturers with whom the Company does business would be able to increase production to fulfill the Company's requirements.

Inventory: During the three-month period ended December 31, 2000, the Company recorded a charge relating to an inventory shortfall of approximately $4.0 million (which reduced earnings by $0.23 and $0.22 per basic and per diluted common share for the fourth quarter and for the year ended December 31, 2000, respectively) which is included in cost of goods sold.

LIFETIME HOAN CORPORATION

Schedule II - Valuation and Qualifying Accounts

Lifetime Hoan Corporation

(in thousands)

COL. A	COL. B	COL. C		COL. D		COL. E
Description	Balance at Beginning of Period	Additions Charged to Costs and Expenses		Deductions (Describe)		Balance at End of Period
Year ended December 31, 2002						
Deducted from asset accounts:						
Allowance for doubtful Accounts	$315	$386		$89	(a)	$612
Reserve for sales returns and allowances	3,334	7,453	(c)	7,511	(b)	3,276
	$3,649	$7,839		$7,600		$3,888
Year ended December 31, 2001						
Deducted from asset accounts:						
Allowance for doubtful Accounts	$385	$1,396		$1,466	(a)	$315
Reserve for sales returns and allowances	3,197	6,513	(c)	6,376	(b)	3,334
	$3,582	$7,909		$7,842		$3,649
Year ended December 31, 2000						
Deducted from asset accounts:						
Allowance for doubtful Accounts	$85	$1,077		$777	(a)	$385
Reserve for sales returns and allowances	2,524	5,859	(c)	5,186	(b)	3,197
	$2,609	$6,936		$5,963		$3,582

(a) Uncollectible accounts written off, net of recoveries.
(b) Allowances granted.
(c) Charged to net sales.

Exhibit 21. Subsidiaries of the Registrant

Outlet Retail Stores, Inc.
Incorporated in the state of Delaware

Roshco, Inc.
Incorporated in the state of Illinois

M. Kamenstein Corp.
Incorporated in the state of Delaware

Consent of Ernst & Young LLPIndependent Auditors Exhibit 23

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 33-51774) pertaining to the Lifetime Hoan Corporation 1991 Stock Option Plan, of our report dated February 26, 2003, with respect to the consolidated financial statements and schedule of Lifetime Hoan Corporation included in the Annual Report

(Form 10-K) for the year ended December 31, 2002.

Ernst & Young LLP

Melville, New York
March 28, 2003

EXHIBIT 99.1

Certification by Jeffrey Siegel, Chief Executive Officer and Robert McNally, Chief Financial Officer
Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

I, Jeffrey Siegel, Chief Executive Officer, and I, Robert McNally, Chief Financial Officer, of Lifetime Hoan Corporation, a Delaware corporation (the "Company"), each hereby certifies that:

(1) the Company's Annual Report on Form 10-K for the annual period ended December 31, 2002 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Jeffrey Siegel	/s/ Robert McNally
Jeffrey Siegel	Robert McNally
Chief Executive Officer	Chief Financial Officer
Date: March 28, 2003	Date: March 28,2003