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HOME PRODUCTS INTERNATIONAL INC

Form 4

February 08, 2001

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or
Section 30(f) of the Investment Company Act of 1940

Check box if no longer subject of Section 16. Form 4 or Form 5 obligations
may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

J.P. Morgan Partners (SBIC), LLC
(f/k/a Chase Venture Capital Associates, LLC)

(Last)

(First)

(Middle)

c/o J.P. Morgan Partners, LLC
1221 Avenue of the Americas-40th Floor

(Street)

New York

New York

10020

(City)

(State)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Home Products International, Inc. ("HPII")

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

January 2001

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer

(Check all applicable)

Director

10% Owner

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J.P. Morgan Partners (SBIC), LLC

/s/ Stephen P. Murray 2/08/01
 By:-----
 Stephen P. Murray Date
 Managing Director

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

| NAME AND ADDRESS OF REPORTING PERSON | DESIGNATED REPORTER (Note 1 and 2) | STATEMENT FOR MONTH/YEAR | ISSUER NAME OR TRADING |
|---|------------------------------------|--------------------------|------------------------|
| J.P. Morgan Partners (BHCA), L.P. c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas 40th Floor New York, NY 10020 | J.P. Morgan Partners (SBIC), LLC | January 2001 | Home Produ |
| JPMP Master Fund Manager, L.P. c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas 40th Floor New York, NY 10020 | J.P. Morgan Partners (SBIC), LLC | January 2001 | Home Produ |
| JPMP Capital Corporation c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas 40th Floor New York, NY 10020 | J.P. Morgan Partners (SBIC), LLC | January 2001 | Home Produ |
| J.P. Morgan Chase & Co. c/o J.P. Morgan Partners, LLC 270 Park Avenue 35th Floor New York, NY 10017 | J.P. Morgan Partners (SBIC), LLC | January 2001 | Home Produ |
| Chatham Ventures, Inc. c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas 40th Floor New York, NY 10020 | J.P. Morgan Partners (SBIC), LLC | January 2001 | Home Produ |

NAME AND ADDRESS OF TITLE OF AMOUNT OF OWNERSHIP FORM:

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| REPORTING PERSON | SECURITY | SECURITIES BENEFICIALLY OWNED | DIRECT (D) OR INDIRECT (I) |
|---|--------------|-------------------------------|----------------------------|
| J.P. Morgan Partners (BHCA), L.P. c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas 40th Floor New York, NY 10020 | Common Stock | 1,332,660.66 | I |
| JPMP Master Fund Manager, L.P. c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas 40th Floor New York, NY 10020 | Common Stock | 1,332,660.66 | I |
| JPMP Capital Corporation c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas 40th Floor New York, NY 10020 | Common Stock | 1,332,660.66 | I |
| J.P. Morgan Chase & Co. 270 Park Avenue 35th Floor New York, NY 10017 | Common Stock | 1,332,660.66 | I |
| Chatham Ventures, Inc. c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas 40th Floor New York, NY 10020 | Common Stock | 1,332,660.66 | I |

Explanatory Notes:

1) The names of the reporting persons and the Designated Reporter changed during the first week of January 2001 as a result of internal reorganizations and name changes effective as of various times during the week. The internal reorganizations and name changes did not alter the proportionate interests of the ultimate security holders of the renamed entities.

2) The Designated Reporter is executing this report on behalf of all Reporting Persons, each of whom has authorized it to do so; each of the Reporting Persons disclaims beneficial ownership of the Issuer's securities to the extent it exceeds such Person's pecuniary interest.

3) The amounts shown in Table I represent the beneficial ownership of the Issuer's equity securities by JPM SBIC. The Reporting Person is the sole member of JPM SBIC.

4) The amounts shown in Table I represent the beneficial ownership of the Issuer's equity securities by JPM SBIC, a portion of which may be deemed attributable to the Reporting Person because it is the sole general partner of J.P. Morgan Partners (BHCA), L.P. ("JPM BHCA"), the sole member of JPM SBIC. The actual pro rata portion of such beneficial ownership that may be deemed to be attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within JPM BHCA.

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5) The amounts shown in Table I represent the beneficial ownership of the Issuer's equity securities by JPM SBIC, a portion of which may be deemed attributable to the Reporting Person because it is the general partner of JPMP Master Fund Manager, L.P. ("MF Manager"), the general partner of JPM BHCA (the parent of JPM SBIC). The actual pro rata portion of such beneficial ownership that may be deemed to be attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within JPM BHCA and MF Manager.

6) The amounts shown in Table I represent the beneficial ownership of the Issuer's equity securities by JPM SBIC, a portion of which may be deemed attributable to the Reporting Person because it is the sole stockholder of JPMP Capital Corporation (the general partner of MF Manager) and of Chatham Ventures, Inc., the limited partner of JPM BHCA. The actual pro rata portion of such beneficial ownership that may be attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within JPM BHCA and MF Manager.

7) The amounts shown in Table I represent the beneficial ownership of the Issuer's equity securities by JPM SBIC, a portion of which may be deemed attributable to the Reporting Person because it is the sole limited partner of JPM BHCA, the parent of JPM SBIC. The actual pro rata portion of such beneficial ownership that may be deemed to be attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within JPM BHCA.