

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0076 Expires: November 30, 2001 Estimated average burden hours per response . . . 16.00



02032115

FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

Table with SEC USE ONLY, Prefix, Serial, DATE RECEIVED

Name of Offering ( ) check if this is an amendment and name has changed, and indicate change. J.W. Childs Equity Partners III, L.P.

1172727

Filing Under (Check box(es) that apply): ( ) Rule 504 ( ) Rule 505 ( ) Rule 506 ( ) Section 4(6) ( ) ULOE

Type of Filing: (X) New Filing ( ) Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

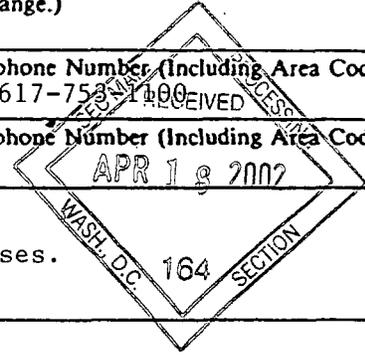
Name of Issuer ( ) check if this is an amendment and name has changed, and indicate change. J.W. Childs Equity Partners III, L.P.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 111 Huntington Avenue, Boston, MA 02199 617-753-1400

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices)

Brief Description of Business

To make equity investments in middle market businesses.



Type of Business Organization

- ( ) corporation ( ) limited partnership, already formed ( ) other (please specify): ( ) business trust ( ) limited partnership, to be formed

PROCESSED MAY 08 2002 THOMSON FINANCIAL P

Actual or Estimated Date of Incorporation or Organization: Month Year (0) (1) (0) (2) (X) Actual ( ) Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: ( ) ( ) CN for Canada; FN for other foreign jurisdiction)

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Handwritten signature

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**J.W. Childs Advisors III, L.P., J.W. Childs Associates, L.P., J.W. Childs Associates, Inc**

Business or Residence Address (Number and Street, City, State, Zip Code)

**111 Huntington Avenue, Boston, MA 02199**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Childs, John W.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**Same as above**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Bock, John V.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**Same as above**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Cannizzaro, Michael M.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**Same as above**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Healy, Timothy J.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**Same as above**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Hopkins, Glenn A.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**Same as above**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Horn, Jerry D.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**Same as above**

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Rudy, Raymond B.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**111 Huntington Avenue, Boston, MA 02199**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Schmaltz, Dana L.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**Same as above**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Segal, Steven G.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**Same as above**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Suttin, Adam L.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**Same as above**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Watts, William**

Business or Residence Address (Number and Street, City, State, Zip Code)

**Same as above**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Yun, Edward D.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**Same as above**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ..... Yes  No
- Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? ..... \$10,000,000
3. Does the offering permit joint ownership of a single unit? ..... Yes  No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only..

Full Name (Last name first, if individual)

Merrill Lynch & Co.

Business or Residence Address (Number and Street, City, State, Zip Code)

World Financial Center, North Tower, 26th Floor, New York, New York

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

[AL]	[AK]	[AZ]	[AR]	<del>[CA]</del>	[CO]	<del>[CT]</del>	<del>[DE]</del>	[DC]	<del>[FL]</del>	<del>[GA]</del>	<del>[HI]</del>	[ID]
<del>[IL]</del>	<del>[IN]</del>	[IA]	<del>[KS]</del>	[KY]	[LA]	<del>[ME]</del>	<del>[MD]</del>	<del>[MA]</del>	[MI]	<del>[MN]</del>	[MS]	<del>[MO]</del>
[MT]	[NE]	[NV]	[NH]	<del>[NJ]</del>	[NM]	<del>[NY]</del>	<del>[NC]</del>	[ND]	<del>[OH]</del>	[OK]	<del>[OR]</del>	<del>[PA]</del>
[RI]	[SC]	[SD]	<del>[TN]</del>	<del>[TX]</del>	[UT]	[VT]	<del>[VA]</del>	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

UBS Warburg LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

299 Park Avenue, 26th Floor, New York, NY

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

[AL]	[AK]	[AZ]	[AR]	<del>[CA]</del>	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	<del>[MA]</del>	<del>[MI]</del>	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	<del>[PA]</del>
[RI]	[SC]	[SD]	[TN]	<del>[TX]</del>	[UT]	[VT]	[VA]	[WA]	[WV]	<del>[WI]</del>	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ _____	\$ _____
Equity .....	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ _____	\$ _____
Partnership Interests .....	\$ 1,750,000,000 *	\$ _____
Other (Specify _____) .....	\$ _____	\$ _____
Total .....	\$ _____	\$ _____

Answer also in Appendix, Column 3, if filing under ULOE.

\*\$1,074,754,000.00

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	99	\$ 1,074,754,000.00
Non-accredited Investors .....	_____	\$ _____
Total (for filings under Rule 504 only) .....	_____	\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	_____	\$ _____
Regulation A .....	_____	\$ _____
Rule 504 .....	_____	\$ _____
Total .....	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ _____
Legal Fees .....	<input checked="" type="checkbox"/>	\$ 500,000
Accounting Fees .....	<input type="checkbox"/>	\$ _____
Engineering Fees .....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ _____
Other Expenses (identify) <u>Blue sky filing fees, travel, lodging and other</u> .....	<input checked="" type="checkbox"/>	\$ 500,000
Total .....	<input checked="" type="checkbox"/>	\$ 1,000,000

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$1,749,000,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees .....	<input checked="" type="checkbox"/> \$ 35,000,000	<input type="checkbox"/> \$ _____
Purchase of real estate .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 1,714,000,000
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals .....	<input type="checkbox"/> \$ 35,000,000	<input type="checkbox"/> \$ 1,714,000,000
Total Payments Listed (column totals added) .....	<input type="checkbox"/> \$ 1,749,000,000	

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
J.W. Childs Equity Partners III, L.P.		April 3, 2002
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Glenn Hopkins	Vice President of General Partner of General Partner of General Partner of the Issuer	

**ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

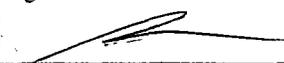
**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? ..... Yes No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
J.W. Childs Equity Partners III, L.P.		April 3, 2002
Name (Print or Type)	Title (Print or Type)	
Glenn Hopkins	Vice President of General Partner of General Partner	

of General Partner of the Issuer

**Instruction:**

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

**APPENDIX**

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item1)  Limited Partnership Interest	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		X	\$1,750,000.00	0	\$0	0	\$0		X
AK		X	\$1,750,000.00	0	\$0	0	\$0		X
AZ		X	\$1,750,000.00	0	\$0	0	\$0		X
AR		X	\$1,750,000.00	0	\$0	0	\$0		X
CA		X	\$1,750,000.00	9	\$101,000,000	0	\$0		X
CO		X	\$1,750,000.00	0	\$0	0	\$0		X
CT		X	\$1,750,000.00	3	\$56,000,000	0	\$0		X
DE		X	\$1,750,000.00	0	\$0	0	\$0		X
DC		X	\$1,750,000.00	0	\$0	0	\$0		X
FL		X	\$1,750,000.00	0	\$0	0	\$0		X
GA		X	\$1,750,000.00	1	\$20,000,000	0	\$0		X
HI		X	\$1,750,000.00	1	\$1,000,000	0	\$0		X
ID		X	\$1,750,000.00	0	\$0	0	\$0		X
IL		X	\$1,750,000.00	21	\$131,954,000	0	\$0		X
IN		X	\$1,750,000.00	2	\$30,000,000	0	\$0		X
IA		X	\$1,750,000.00	0	\$0	0	\$0		X
KS		X	\$1,750,000.00	1	\$8,000,000	0	\$0		X
KY		X	\$1,750,000.00	0	\$0	0	\$0		X
LA		X	\$1,750,000.00	0	\$0	0	\$0		X
ME		X	\$1,750,000.00	1	\$3,000,000	0	\$0		X
MD		X	\$1,750,000.00	2	\$60,000,000	0	\$0		X
MA		X	\$1,750,000.00	7	\$90,000,000	0	\$0		X
MI		X	\$1,750,000.00	0	\$0	0	\$0		X
MN		X	\$1,750,000.00	0	\$0	0	\$0		X
MS		X	\$1,750,000.00	0	\$0	0	\$0		X
MO		X	\$1,750,000.00	1	\$15,000,000	0	\$0		X

**APPENDIX**

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No	Limited Partnership Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MT		X	\$1,750,000.00	0	\$ 0	0	\$0		X
NE		X	\$1,750,000.00	0	\$ 0	0	\$0		X
NV		X	\$1,750,000.00	0	\$ 0	0	\$0		X
NH		X	\$1,750,000.00	0	\$ 0	0	\$0		X
NJ		X	\$1,750,000.00	2	\$100,000,000	0	\$0		X
NM		X	\$1,750,000.00	0	\$ 0	0	\$0		X
NY		X	\$1,750,000.00	17	\$191,000,000	0	\$0		X
NC		X	\$1,750,000.00	2	\$20,000,000	0	\$0		X
ND		X	\$1,750,000.00	0	\$ 0	0	\$0		X
OH		X	\$1,750,000.00	3	\$18,000,000	0	\$0		X
OK		X	\$1,750,000.00	0	\$ 0	0	\$0		X
OR		X	\$1,750,000.00	0	\$ 0	0	\$0		X
PA		X	\$1,750,000.00	20	\$169,800,000	0	\$0		X
RI		X	\$1,750,000.00	0	\$ 0	0	\$0		X
SC		X	\$1,750,000.00	0	\$ 0	0	\$0		X
SD		X	\$1,750,000.00	0	\$ 0	0	\$0		X
TN		X	\$1,750,000.00	1	\$10,000,000	0	\$0		X
TX		X	\$1,750,000.00	3	\$35,000,000	0	\$0		X
UT		X	\$1,750,000.00	0	\$ 0	0	\$0		X
VT		X	\$1,750,000.00	0	\$ 0	0	\$0		X
VA		X	\$1,750,000.00	2	\$15,000,000	0	\$0		X
WA		X	\$1,750,000.00	0	\$ 0	0	\$0		X
WV		X	\$1,750,000.00	0	\$ 0	0	\$0		X
WI		X	\$1,750,000.00	0	\$ 0	0	\$0		X
WY		X	\$1,750,000.00	0	\$ 0	0	\$0		X
PR		X	\$1,750,000.00	0	\$ 0	0	\$0		X

**SULLIVAN & WORCESTER LLP**

ONE POST OFFICE SQUARE  
BOSTON, MASSACHUSETTS 02109

(617) 338-2800

FAX NO. 617-338-2880

IN WASHINGTON, D.C.  
1025 CONNECTICUT AVENUE, N.W.  
WASHINGTON, D.C. 20036  
(202) 775-8190  
FAX NO. 202-293-2275

IN NEW YORK CITY  
565 FIFTH AVENUE  
NEW YORK, NEW YORK 10017  
(212) 486-8200  
FAX NO. 646-865-1494

April 9, 2002

**BY CERTIFIED MAIL**

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549  
Attention: Filing Desk



Re: J.W. Childs Equity Partners III, L.P. (the "Issuer") Offering of Limited Partnership Interests

Dear Sir or Madam:

On behalf of the above referenced Issuer, a Delaware corporation, we hereby enclose for filing:

- (1) one manually signed copy and four copies of the Issuer's Notice on Form D; and
- (2) one manually signed copy and four copies of the Issuer's Form U-2 Uniform Consent to Service of Process.

The Issuer's offering of limited partnership interests is made in compliance with Regulation D, Rule 506 of the Securities Act of 1933, as amended.

Please acknowledge receipt of this filing by date-stamping the enclosed copy of this letter and returning it to me in the self-address stamped envelope provided. Should you have any questions concerning this filing, please contact the undersigned at (617) 338-2912.

Very truly yours,

  
April Wilmar

Enclosures

cc: Greg E. Harris  
Christopher Cabot  
James D. Doherty  
(each w/o enclosures)

**FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS**

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned J.W. Childs Equity Partners III, L.P. a limited partnership organized under the laws of Delaware, for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and had been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Christopher Cabot, Esq.  
Sullivan & Worcester, LLP  
One Post Office Square  
Boston, MA 02109

Place an "X" before the name of all the States for which the person executing this form is appointing the designated Officer of that State as its attorney in that State for receipt of service of process:

<input type="checkbox"/> ALABAMA	Secretary of State	<input type="checkbox"/> DISTRICT OF COLUMBIA	Public Service Commission
<input type="checkbox"/> ALASKA	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development	<input checked="" type="checkbox"/> FLORIDA	Department of Banking and Finance
<input type="checkbox"/> ARIZONA	The Corporation Commission	<input type="checkbox"/> GEORGIA	Commissioner of Securities
<input type="checkbox"/> ARKANSAS	The Securities Commissioner	<input checked="" type="checkbox"/> HAWAII	Commissioner of Securities
<input checked="" type="checkbox"/> CALIFORNIA	Commissioner of Corporations	<input type="checkbox"/> IDAHO	Director, Department of Finance
<input type="checkbox"/> COLORADO	Securities Commissioner	<input checked="" type="checkbox"/> ILLINOIS	Secretary of State
<input checked="" type="checkbox"/> CONNECTICUT	Banking Commissioner	<input checked="" type="checkbox"/> INDIANA	Secretary of State
<input checked="" type="checkbox"/> DELAWARE	Securities Commissioner	<input type="checkbox"/> IOWA	Commissioner of Insurance
		<input checked="" type="checkbox"/> KANSAS	Secretary of State

<u>  </u> KENTUCKY	Director, Division of Securities	<u>  </u> NORTH DAKOTA	Securities Commissioner
<u>  </u> LOUISIANA	Commissioner of Securities	<u>  X</u> OHIO	Secretary of State
<u>  X</u> MAINE	Administrator, Securities Division	<u>  </u> OKLAHOMA	Securities Administrator
<u>  X</u> MARYLAND	Commissioner of the Division of Securities	<u>  X</u> OREGON	Director, Department of Insurance and Finance
<u>  X</u> MASSACHUSETTS	Secretary of State	<u>  X</u> PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process
<u>  </u> MICHIGAN	Administrator, Corporation and Securities Bureau, Department of Commerce	<u>  </u> RHODE ISLAND	Director of Business Regulation
<u>  X</u> MINNESOTA	Commissioner of Commerce	<u>  </u> SOUTH CAROLINA	Secretary of State
<u>  </u> MISSISSIPPI	Secretary of State	<u>  </u> SOUTH DAKOTA	Director of the Division of Securities
<u>  X</u> MISSOURI	Securities Commissioner	<u>  X</u> TENNESSEE	Commissioner of Commerce and Insurance
<u>  </u> MONTANA	State Auditor and Commissioner of Insurance	<u>  X</u> TEXAS	Securities Commissioner
<u>  </u> NEBRASKA	Director of Banking and Finance	<u>  </u> UTAH	Director, Division of Securities
<u>  </u> NEVADA	Secretary of State	<u>  </u> VERMONT	Secretary of State
<u>  </u> NEW HAMPSHIRE	Secretary of State	<u>  X</u> VIRGINIA	Clerk, State Corporation Commission
<u>  X</u> NEW JERSEY	Chief, Securities Bureau	<u>  </u> WASHINGTON	Director of the Department of Licensing
<u>  </u> NEW MEXICO	Director, Securities Division	<u>  </u> WEST VIRGINIA	Commissioner of Securities
<u>  X</u> NEW YORK	Secretary of State	<u>  </u> WISCONSIN	Commissioner of Securities
<u>  X</u> NORTH CAROLINA	Secretary of State	<u>  </u> WYOMING	Secretary of State

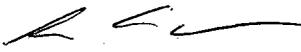
Dated this 3rd day of April, 2002.

J.W. CHILDS EQUITY PARTNERS III, L.P.

By: J.W. Childs Advisors III, L.P.

By: J.W. Childs Associates, L.P.

By: J.W. Childs Associates, Inc.

By: 

Name: **Glenn Hopkins**  
Title: **Vice President**

