

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

AMENDMENT NO. 2

TO

SCHEDULE 14D-1

TENDER OFFER STATEMENT

PURSUANT TO SECTION 14(D)(1) OF
THE SECURITIES EXCHANGE ACT OF 1934

EKCO GROUP, INC.

(Name of Subject Company)

EG TWO ACQUISITION CO.
CCPC ACQUISITION CORP.
AND
BORDEN, INC.

(Bidder)

COMMON STOCK, PAR VALUE \$.01 PER SHARE
(INCLUDING THE ASSOCIATED PREFERRED SHARE PURCHASE RIGHTS)
AND
SERIES B ESOP CONVERTIBLE PREFERRED STOCK, PAR VALUE \$.01 PER SHARE

(Title of Class of Securities)

282636109

(CUSIP Number of Common Stock)

WILLIAM F. STOLL, JR., ESQ.
BORDEN, INC.
180 EAST BROAD STREET
COLUMBUS, OHIO 43215
TELEPHONE: (614) 225-4313

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications on Behalf of Bidder)

COPIES TO:

DAVID J. SORKIN, ESQ.
SIMPSON THACHER & BARTLETT
425 LEXINGTON AVENUE
NEW YORK, NEW YORK 10017
TELEPHONE: (212) 455-2000

This amendment amends and supplements the Tender Offer Statement on Schedule 14D-1 filed on August 11, 1999 (as amended, the "Schedule 14D-1") relating to the offer by EG Two Acquisition Co., a Delaware corporation (the "Purchaser"), and a subsidiary of CCPC Acquisition Corp., a Delaware corporation (the "Parent"), and an affiliate of Borden, Inc., a New Jersey corporation ("Borden"), to purchase all of the outstanding shares of Common Stock, par value \$0.01 per share (the "Common Stock") including the associated preferred stock purchase rights (the "Rights") issued pursuant to the Rights Agreement dated March 27, 1987, as amended on June 9, 1988, January 10, 1989, March 23, 1992 and December 22, 1992 and as amended and restated as of March 21, 1997 and as amended on August 4, 1999 (as so amended, the "Rights Agreement") between the Company and American Stock Transfer & Trust Company, as rights agent (the "Rights Agent"), and all of the outstanding shares of Series B ESOP Convertible Preferred Stock, par value \$0.01 per share (the "ESOP Preferred Stock"), and together with the Common Stock, the "Shares"), of EKCO Group, Inc., a Delaware corporation (the "Company"), at a purchase price of \$7.00 per Share (including, if applicable, the associated Right), net to the seller in cash, without interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase dated August 11, 1999 (the "Offer to Purchase"), and in the related Letter of Transmittal (which, together with the Offer to Purchase, constitute the "Offer"). Unless otherwise indicated, all capitalized terms used but not defined herein shall have the meanings assigned to them in the Offer to Purchase.

ITEM 5. PURPOSE OF THE TENDER OFFER AND PLANS OR PROPOSALS OF THE BIDDER.

On September 9, 1999, the Parent issued a press release announcing that the Offer had expired, as scheduled, at 12:00 Midnight, New York City time, on Wednesday, September 8, 1999, and that the Purchaser had accepted for purchase all Shares (including, if applicable, Rights) validly tendered and not withdrawn prior to the expiration of the Offer. The full text of the press release is set forth in Exhibit 11(a)(10) and is incorporated herein by reference.

ITEM 6. INTEREST IN SECURITIES OF THE SUBJECT COMPANY.

Item 6(a) of the Schedule 14D-1 is hereby amended and supplemented as follows:

On September 9, 1999, pursuant to the terms of the Offer, the Purchaser accepted for purchase 18,117,823 shares of Common Stock (and Rights) and 856,627 shares of ESOP Preferred Stock and had received notices of guaranteed delivery for an additional 128,084 shares of Common Stock (and Rights). The aggregate of 19,102,535 Shares represents approximately 93.8% of the total number of Shares, based on 20,348,518 Shares outstanding.

Pursuant to the Merger Agreement, the Purchaser intends to merge itself into the Company in accordance with the DGCL as promptly as practicable. As a result of the Merger, the Company will become a subsidiary of the Parent and each outstanding Share (other than Shares owned by the Company (as treasury stock or otherwise) or owned by the Parent or the Purchaser or by any other direct or indirect wholly-owned subsidiary of the Parent or the Purchaser and Shares owned by stockholders who have properly exercised appraisal rights under the DGCL) shall be cancelled, extinguished and converted into the right to receive \$7.00 per Share in cash, without interest and less any required withholding taxes.

ITEM 10. ADDITIONAL INFORMATION.

Item 10(f) of the Schedule 14D-1 is hereby amended and supplemented as follows:

The information provided in this Amendment No. 2 under Items 5 and 6 is hereby incorporated herein by reference.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

(a)(10) Press Release issued by the Parent on September 9, 1999.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

BORDEN, INC.

By: /s/ WILLIAM H. CARTER

Name: William H. Carter
Title: Executive Vice President
and
Chief Financial Officer

CCPC ACQUISITION CORP.

By: /s/ PHYLLIS R. YEATMAN

Name: Phyllis R. Yeatman
Title: President, Treasurer and
Secretary

EG TWO ACQUISITION CO.

By: /s/ PHYLLIS R. YEATMAN

Name: Phyllis R. Yeatman
Title: Vice President and
Assistant Treasurer

Date: September 9, 1999

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION	PAGE NO.
11(a)(10)	Press release issued by the Parent on September 9, 1999	

Contact: David T. Lanzillo
Corning Consumer Products
(607) 377-8259
lanzillodn@ccpci.com

Anthony P. Deasey
Corning Consumer Products
Chief Financial Officer
(607) 377-8005

CCPC ACQUISITION CORP. COMPLETES TENDER OFFER FOR EKCO GROUP, INC.

WILMINGTON, Del., September 9, 1999--CCPC Acquisition Corp. (the parent of Corning Consumer Products Company) announced today that it has successfully completed its tender offer for the shares of EKCO Group, Inc. (AMEX:EKO) at a price of \$7.00 per share.

Based on information provided by the Depositary, 18,245,907 shares of common stock and 856,627 shares of Series B ESOP convertible preferred stock of EKCO Group were validly tendered and not properly withdrawn pursuant to the tender offer (including 128,084 shares of common stock subject to guarantees of delivery), which expired yesterday, September 8, at 12:00 midnight, New York City time. The shares tendered and accepted for payment represent approximately 93 percent of the EKCO Group outstanding shares.

CCPC Acquisition expects to effect its merger with EKCO Group as promptly as possible following payment for the accepted shares, which is scheduled for next week. All remaining EKCO Group shares would then be converted into the right to receive the same purchase price of \$7.00 per share.

Peter F. Campanella, President and Chief Executive Officer of Corning Consumer Products, said, "We're delighted to bring EKCO Group's metal bakeware and kitchen tools brands into our portfolio of consumer products. The pending acquisition of General Housewares Corp. (NYSE:GHW), announced last month and expected to be completed during the fourth quarter, will provide us with an even broader range of branded kitchen housewares.

"We'll be approaching a billion dollars in combined annual sales," Campanella continued, "and competing in the marketplace with greater efficiencies and effectiveness in everything we do, from design and manufacturing through distribution and administrative operations."

Corning Consumer Products Company has been an affiliate of Borden, Inc. and a member of the Borden Family of Companies since April 1998. Each member of the Borden Family is privately owned by its own management and by affiliates of the investment firm Kohlberg Kravis Roberts & Co.

Headquartered in Elmira, N.Y., Corning Consumer Products Company markets housewares products under the CORNINGWARE-REGISTERED TRADEMARK-, CORELLE-REGISTERED TRADEMARK-, REVERE-REGISTERED TRADEMARK-, PYREX-REGISTERED TRADEMARK- and VISIONS-REGISTERED TRADEMARK- brand names. The company posted sales of \$533 million in 1998, employs approximately 3,000 people and has facilities in Asia, Australia, Latin America and the United States.

EKCO Group, Inc. is a leading manufacturer and marketer of branded consumer products that are broadly marketed primarily through major mass merchant, supermarket, home, hardware, specialty and department stores. The product line consists of household items including bakeware, kitchenware, pantryware, brooms, brushes and mops, as well as nonpoisonous and low-toxic household pest control products, small-animal care and control products, and pet supplies and accessories. The company posted sales of \$328 million in fiscal 1998 and employs approximately 1,150 people.

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