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MKTG SERVICES INC
Form SC 13D/A
March 01, 2004

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 13)

MEDIA SERVICES GROUP, INC.

(Name of Issuer)

| | |
|--------------------------------|----------------|
| COMMON STOCK, \$.01 PAR VALUE | 570907105 |
| ----- | ----- |
| (Title of class of securities) | (CUSIP number) |

GENERAL ELECTRIC CAPITAL CORPORATION,
260 LONG RIDGE ROAD,
STAMFORD, CONNECTICUT 06927
(203) 357-4000
ATTENTION: BRIAN T. MCANANEY

(Name, address and telephone number of person
authorized to receive notices and communications)

FEBRUARY 27, 2004

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)
(Page 1 of __ Pages)

| | | |
|-----------|-----------|-----|
| CUSIP No. | 570907105 | 13D |
|-----------|-----------|-----|

| | | |
|---|-----------------------------|------------------|
| 1 | NAMES OF REPORTING PERSONS: | GENERAL ELECTRIC |
|---|-----------------------------|------------------|

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I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS:

13-1500

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS: NOT APPLICABLE

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: DELAWARE

| | | |
|--------------------------|----|---------------------------|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER: |
| BENEFICIALLY OWNED BY | 8 | SHARED VOTING POWER: |
| EACH REPORTING | 9 | SOLE DISPOSITIVE POWER: |
| PERSON WITH | 10 | SHARED DISPOSITIVE POWER: |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

14 TYPE OF REPORTING PERSON: CO

2

CUSIP No.

570907105

13D

1 NAME OF REPORTING PERSON: GENERAL ELECTRIC
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 06-110

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS: NOT APPLICABLE

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: DELAWARE

NUMBER OF SHARES 7 SOLE VOTING POWER:

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER:

EACH REPORTING 9 SOLE DISPOSITIVE POWER:

PERSON WITH 10 SHARED DISPOSITIVE POWER:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

14 TYPE OF REPORTING PERSON:

3

CUSIP No. 570907105 13D

1 NAME OF REPORTING PERSON: GENERAL ELECTRIC
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE 14-0689340
PERSON:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS: NOT APPLICABLE

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: NEW YORK

NUMBER OF SHARES 7 SOLE VOTING POWER:

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER:

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| | | | |
|-------|--|----|---------------------------|
| | EACH REPORTING PERSON WITH | 9 | SOLE DISPOSITIVE POWER: |
| ----- | | | |
| | | 10 | SHARED DISPOSITIVE POWER: |
| ----- | | | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: | | |
| ----- | | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | | |
| ----- | | | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): | | |
| ----- | | | |
| 14 | TYPE OF REPORTING PERSON: | | CO |
| ----- | | | |

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This Amendment No. 13, amends the Schedule 13D filed on January 5, 1998, as amended, and is filed by General Electric Capital Corporation ("GE Capital"), for and on behalf of itself, General Electric Capital Services, Inc. ("GECS") and General Electric Company ("GE") (collectively, the "Reporting Persons"), with respect to the common stock, par value \$0.01 per share ("Common Stock"), of Media Services Group, Inc., formerly known as MKTG Services, Inc. (the "Company").

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) The responses of the Reporting Persons to Rows (11) through (13) of the cover pages of this Amendment No. 13 are incorporated herein by reference.

As of March 1, 2004, GE Capital beneficially owned in the aggregate 275,022 shares of Common Stock representing approximately 20.9% of the outstanding shares of Common Stock (such outstanding shares being determined in accordance with Rule 13d-3(d) (1) under the Exchange Act to equal the number of shares outstanding as of February 10, 2004 (i.e., 1,092,367 shares), as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2003, plus the number of shares of Common Stock for which GE Capital has the right to acquire). The shares beneficially owned by GE Capital include the right to acquire 222,292 shares of Common Stock pursuant to a warrant.

Except as disclosed in this Item 5(a), none of the Reporting Persons, nor, to the best of their knowledge, any of their executive officers and directors, beneficially owns any shares of Common Stock of the Company.

(b) The responses of the Reporting Persons to (i) Rows (7) through (10) of the cover pages of this Amendment No. 13 and (ii) Item 5(a) hereof are incorporated herein by reference.

Except as disclosed in this Item 5(b), none of the Reporting Persons, nor, to the best of their knowledge, any of their executive officers or directors presently has the power to vote or to direct the vote or to dispose of or direct the disposition of any of the shares of Common Stock which they may be

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deemed to beneficially own.

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(c) On February 19, 2004, GE Capital sold an aggregate of 5,700 shares of Common Stock for an average sales price of \$3.225 per share pursuant to Rule 144 under the Securities Act of 1933, as amended, on the Nasdaq small cap. On February 26, 2004, GE Capital sold an aggregate of 5,000 shares of Common Stock for an average sales price of \$3.0816 per share pursuant to Rule 144 under the Securities Act of 1933, as amended, on the Nasdaq small cap. On February 27, 2004, GE Capital sold an aggregate of 3,900 shares of Common Stock for an average sales price of \$3.0408 per share pursuant to Rule 144 under the Securities Act of 1933, as amended, on the Nasdaq small cap.

(d) Not applicable.

(e) Not applicable.

Neither the filing of this Amendment No. 13 nor anything contained herein is intended as, or should be construed as, an admission that GECS or GE is the "beneficial owner" of any shares of Common Stock.

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SIGNATURE

After reasonable 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.

Dated: March 1, 2004

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ Frank Ertl

Name: Frank Ertl
Title: Dept. Operations Manager

GENERAL ELECTRIC CAPITAL SERVICES, INC.

By: /s/ Frank Ertl

Name: Frank Ertl
Title: Attorney-in-fact*

GENERAL ELECTRIC COMPANY

By: /s/ Frank Ertl

Name: Frank Ertl

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Title: Attorney-in-fact**

* Power of attorney previously filed with the Securities and Exchange Commission as Exhibit 1 to Amendment 11 to Schedule 13D.

** Power of attorney previously filed with the Securities and Exchange Commission as Exhibit 1 to Amendment 12 to Schedule 13D.