

Edgar Filing: MKTG SERVICES INC - Form SC 13D/A

MKTG SERVICES INC
Form SC 13D/A
February 19, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 12)

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 18, 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 8 Pages)

CUSIP No.

570907105

13D

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1	NAMES OF REPORTING PERSONS: I.R.S. IDENTIFICATION NOS. 13-1500700 OF ABOVE PERSONS:	GENERAL ELECTRIC
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	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	DELAWARE
	NUMBER OF SHARES	7
	BENEFICIALLY OWNED BY	8
	EACH REPORTING	9
	PERSON WITH	10
7	SOLE VOTING POWER:	
8	SHARED VOTING POWER:	
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

2

CUSIP No. 570907105 13D

1	NAME OF REPORTING PERSON: S.S. OR I.R.S. IDENTIFICATION NO. 06-1109503 OF ABOVE PERSON:	GENERAL ELECTRIC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	

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4 SOURCE OF FUNDS: NOT APPLICABLE

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM

6 CITIZENSHIP OR PLACE OF ORGANIZATION: DELAWARE

NUMBER OF 7 SOLE VOTING POWER:

SHARES

BENEFICIALLY 8 SHARED VOTING POWER:

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER:

REPORTING

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. 14-0689340 OF ABOVE
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

6 CITIZENSHIP OR PLACE OF ORGANIZATION: NEW YORK

NUMBER OF 7 SOLE VOTING POWER:

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SHARES		
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:
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

4

This Amendment No. 12, 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").

ITEMS 2. IDENTITY AND BACKGROUND.

(a) - (c) The name, business address, present principal occupation or employment, and citizenship of each director and executive officer of GE Capital, GECS and GE are set forth on Schedules I, II and III attached hereto, respectively.

(d) - (e) Except as set forth in Schedules I, II and III attached hereto, during the last five years none of GE Capital, GECS, GE, nor, to the best of their knowledge, any of their directors or executive officers has been (i) convicted of any criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to federal or state securities laws or finding any violation with respect to such laws.

(f) Except as set forth on Schedules I, II and III attached hereto, to the knowledge of GE Capital, GECS and GE, all of their executive officers and directors are U.S. citizens.

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. 12 are incorporated herein by

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reference.

As of February 19, 2004, GE Capital beneficially owned in the aggregate 289,622 shares of Common Stock representing approximately 22.0% 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

5

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. 12 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 deemed to beneficially own.

(c) On February 17, 2004, GE Capital sold an aggregate of 10,200 shares of Common Stock for an average sales price of \$3.787 per share pursuant to Rule 144 under the Securities Act of 1934, as amended, on the Nasdaq small cap. On February 18, 2004, GE Capital sold an aggregate of 5,000 shares of Common Stock for an average sales price of \$3.482 per share pursuant to Rule 144 under the Securities Act of 1934, as amended, on the Nasdaq small cap.

(d) Not applicable.

(e) Not applicable.

Neither the filing of this Amendment No. 12 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.

ITEM 7. MATERIALS TO BE FILED AS EXHIBITS.

Exhibit 1 - Power of Attorney appointing Frank Ertl as agent and attorney-in-fact for General Electric Company.

6

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: February 19, 2004

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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
Title: Attorney-in-fact

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

7

EXHIBIT INDEX

Exhibit No.

Exhibit 1 - Power of Attorney appointing Frank Ertl as agent and attorney-in-fact for General Electric Company

SCHEDULE I TO AMENDMENT 12 TO SCHEDULE 13D

Filed by General Electric Capital Corporation

DIRECTORS AND EXECUTIVE OFFICERS

Set forth below are the name and title of each director and executive officer of General Electric Capital Corporation. The business address of each director and executive officer is c/o General Electric Capital Corporation, 120 Long Ridge Road, Stamford, Connecticut 06927. All persons are citizens of the United States.

DIRECTORS

David L. Calhoun	Jeffrey R. Immelt	James A. Parke
James A. Colica	Robert A. Jeffe	Ronald R. Pressman
Dennis D. Dammerman	John H. Myers	John M. Samuels
Brackett B. Denniston	Michael A. Neal	Keith S. Sherin
Arthur H. Harper	David R. Nissen	Robert C. Wright

EXECUTIVE OFFICERS

Dennis D. Dammerman	Chairman
Arthur H. Harper	President
Michael A. Neal	President
David R. Nissen	President
James A. Parke	Vice Chairman and Chief Financial Officer
Ronald R. Pressman	Executive Vice President
Kathryn A. Cassidy	Senior Vice President, Corporate Treasury and Global Funding Operation
James A. Colica	Senior Vice President, Global Risk Management
Richard D'Avino	Senior Vice President, Taxes
Robert L. Lewis	Senior Vice President, Structured Finance Group
Philip D. Ameen	Senior Vice President and Controller
Brian T. McAnaney	Vice President, General Counsel and Secretary

SCHEDULE II TO AMENDMENT 12 TO SCHEDULE 13D

Filed by General Electric Capital Services, Inc.

DIRECTORS AND EXECUTIVE OFFICERS

Set forth below are the name and title of each director and executive officer of General Electric Capital Services, Inc. The business address of each

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director and executive officer is c/o General Electric Capital Services, Inc., 120 Long Ridge Road, Stamford, Connecticut 06927. All persons are citizens of the United States.

DIRECTORS

David L. Calhoun	Jeffrey R. Immelt	James A. Parke
James A. Colica	Robert A. Jeffe	Ronald R. Pressman
Dennis D. Dammerman	John H. Myers	John M. Samuels
Brackett B. Denniston	Michael A. Neal	Keith S. Sherin
Arthur H. Harper	David R. Nissen	Robert C. Wright

EXECUTIVE OFFICERS

Dennis D. Dammerman	Chairman of the Board
Arthur H. Harper	President
Michael A. Neal	President
David R. Nissen	President
James A. Parke	Vice Chairman and Chief Financial Officer
Ronald R. Pressman	Executive Vice President
Kathryn A. Cassidy	Senior Vice President, Corporate Treasury and Global Funding Operation
James A. Colica	Senior Vice President, Global Risk Management
Richard D'Avino	Senior Vice President, Taxes
Philip D. Ameen	Senior Vice President and Controller
Steven F. Kluger	Senior Vice President, Capital Markets
Brian T. McAnaney	Vice President, General Counsel and Secretary

II-1

SCHEDULE III TO AMENDMENT 12 TO SCHEDULE 13D

Filed by General Electric Company

DIRECTORS AND EXECUTIVE OFFICERS

DIRECTORS

NAME	PRESENT BUSINESS ADDRESS	PRESENT PRINCIPAL OCCU
----	-----	-----
J.I. Cash, Jr.	General Electric Company 3135 Easton Turnpike Fairfield, CT 06828	Former Profess Administration of Business Ad Harvard Univer
D.D. Dammerman	General Electric Company 3135 Easton Turnpike Fairfield, CT 06828	Vice Chairman Executive Offi Company; Chair Capital Servic
A.M. Fudge	Young & Rubicam, Inc.	Chairman and C

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	285 Madison Avenue New York, NY 10017	Young & Rubica
C.X. Gonzalez	Kimberly-Clark de Mexico, S.A. de C.V. Jose Luis Lagrange 103, Tercero Piso Colonia Los Morales Mexico, D.F. 11510, Mexico	Chairman of th Executive Offi de Mexico, S.A
J.R. Immelt	General Electric Company 3135 Easton Turnpike Fairfield, CT 06828	Chairman of th Chief Executiv General Electr
A. Jung	Avon Products, Inc. 1345 Avenue of the Americas New York, NY 10105	Chairman and C Officer, Avon
A.G. Lafley	The Procter & Gamble Company 1 Procter & Gamble Plaza Cincinnati, Oh 45202-3315	Chairman of th President and The Procter &
III-1		
K.G. Langone	Invemed Associates, Inc. 375 Park Avenue New York, NY 10152	Chairman, Pres Chief Executiv Invemed Associ
R.S. Larsen	Johnson & Johnson 100 Albany Street Suite 200 New Brunswick, NJ 08901	Former Chairma Executive Offi
R.B. Lazarus	Ogilvy & Mather Worldwide 309 West 49th Street New York, NY 10019-7316	Chairman and C Officer
S. Nunn	King & Spalding 191 Peachtree Street, N.E. Atlanta, Georgia 30303	Partner, King
R.S. Penske	Penske Corporation 2555 Telegraph Road Bloomfield Hills, MI 48302-0954	Chairman of th Penske Corpora
A.C. Sigler	Champion International Corporation 1 Champion Plaza Stamford, CT 06921	Retired Chairm CEO and former International
R.J. Swieringa	S.C. Johnson Graduate School Cornell University 207 Sage Hall Ithaca, NY 14853-6201	Anne and Elmer and Professor
D.A. Warner III	J. P. Morgan Chase & Co., The Chase Manhattan Bank and Morgan Guaranty Trust Co. of New York 345 Park Avenue New York, NY 10154	Former Chairma
R.C. Wright	National Broadcasting Company, Inc.	Vice Chairman

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30 Rockefeller Plaza
New York, NY 10112

Executive Offi
Company; Chair
Officer, Natio

III-2

Citizenship

C. X. Gonzalez	Mexico
Andrea Jung	Canada
All Others	U.S.A.

III-3

EXECUTIVE OFFICERS

NAME	PRESENT BUSINESS ADDRESS	PRESENT PRINCIPAL OCCU
----	-----	-----
J.R. Immelt	General Electric Company 3135 Easton Turnpike Fairfield, CT 06828	Chairman of th Chief Executiv
P.D. Ameen	General Electric Company 3135 Easton Turnpike Fairfield, CT 06828	Vice President
Ferdinando Beccalli	General Electric Company 3135 Easton Turnpike Fairfield, CT 06828	Senior Vice Pr
C. T. Begley	General Electric Company 2901 East Lake Road Erie, PA 16531	Vice President
D.L. Calhoun	General Electric Company 1 Neumann Way Cincinnati, OH 05215	Senior Vice Pr
J.P. Campbell	General Electric Company Appliance Park	Senior Vice Pr

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Louisville, KY 40225

W.H. Cary	General Electric Company 3135 Easton Turnpike Fairfield, CT 06828	Vice President
K.A. Cassidy	General Electric Company 201 High Ridge Road Stamford, CT 06905-3417	Vice President
W.J. Conaty	General Electric Company 3135 Easton Turnpike Fairfield, CT 06828	Senior Vice Pr
D.D. Dammerman	General Electric Company 3135 Easton Turnpike Fairfield, CT 06828	Vice Chairman Executive Offi Company; Chair Capital Servic

III-4

B.B. Denniston III	General Electric Company 3135 Easton Turnpike Fairfield, CT 06828	Vice President
S.C. Donnelly	General Electric Company One Research Circle Niskayuna, NY 12309	Senior Vice Pr
S. Fitzsimons	General Electric Company 3135 Easton Turnpike Fairfield, CT 06828	Vice President Planning and A
M.D. Fraizer	General Electric Company 6620 W. Broad Street Richmond, VA 23230	Senior Vice Pr
Y. Fujimori	General Electric Company 21 Mita 1-chome Meguro-ku 3d Floor Alto Tokyo, Japan 153-0062	Senior Vice Pr
A.H. Harper	General Electric Company 260 Long Ridge Road Stamford, CT 06927	Senior Vice Pr
B.W. Heineman, Jr.	General Electric Company 3135 Easton Turnpike Fairfield, CT 06828	Senior Vice Pr
J.M. Hogan	General Electric Company P.O. Box 414 Milwaukee, WI 53201	Senior Vice Pr
R.A. Jeffe	General Electric Company 3135 Easton Turnpike Fairfield, CT 06828	Senior Vice Pr Development
J. Krenicki	General Electric Company 1 Plastics Avenue Pittsfield, MA 01201	Senior Vice Pr

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M.A. Neal	General Electric Company Finance 260 Long Ridge Road Stamford, CT 06927	Senior Vice Pr
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D.R. Nissen	General Electric Company 201 High Ridge Road Stamford, CT 06905-3417	Senior Vice Pr
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III-5

J.A. Parke	General Electric Company 260 Long Ridge Road Stamford, CT 06927	Senior Vice Pr Company, Vice GE Capital Cor
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R.R. Pressman	General Electric Company 5200 Metcalf Avenue Overland Park, KS 66201	Senior Vice Pr Corporation
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G.M. Reiner	General Electric Company 3135 Easton Turnpike Fairfield, CT 06828	Senior Vice Pr
-------------	---	----------------

J.G. Rice	General Electric Company 4200 Wildwood Parkway Atlanta, GA 30339	Senior Vice Pr
-----------	--	----------------

K.S. Sherin	General Electric Company 3135 Easton Turnpike Fairfield, CT 06828	Senior Vice Pr Chief Financia
-------------	---	----------------------------------

L.G. Trotter	General Electric Company Appliance Park Louisville, KY 40225	Senior Vice Pr Industrial
--------------	--	------------------------------

W.A. Woodburn	General Electric Company 187 Danbury Road Wilton, CT 06897	Senior Vice Pr
---------------	--	----------------

R.C. Wright	National Broadcasting Company, Inc 30 Rockefeller Plaza New York, NY 10112	Vice Chairman General Electr Chief Executiv Broadcasting C
-------------	--	---

Citizenship

Ferdinando Beccalli	Italy
Yoshiaki Fujimori	Japan
All Others	U.S.A.

III-6