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MKTG SERVICES INC
Form SC 13D/A
March 09, 2004

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 15)

MEDIA SERVICES GROUP, INC.

(Name of Issuer)

COMMON STOCK, \$.01 PAR VALUE

(Title of class of securities)

570907105

(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)

MARCH 5, 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
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS: 13-15

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

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

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| | | |
|--|--|---------------------------|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER: |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 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: | |

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CUSIP No. 570907105 13D

| | | |
|---|---|--------------------------------|
| 1 | NAME OF REPORTING PERSON: S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: | GENERAL ELECTRIC 14-0689340 |
| 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 EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER: |
| | 9 | SOLE DISPOSITIVE POWER: |
| | 10 | SHARED DISPOSITIVE POWER: |

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| | | |
|----|--|----|
| 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. 15, 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 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. 15 are incorporated herein by reference.

As of March 9, 2004, GE Capital beneficially owned in the aggregate 222,292 shares of Common Stock representing approximately 16.9% 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

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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.

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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. 15 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 March 3, GE Capital sold an aggregate of 8,200 shares of Common Stock for an average sales price of \$3.50 per share pursuant to Rule 144 under the Securities Act of 1933, as amended, on the Nasdaq small cap. On March 5, GE Capital sold an aggregate of 15,000 shares of Common Stock for an average sales price of \$3.0676 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. 15 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 9, 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

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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.

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

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SCHEDULE I TO AMENDMENT 15 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 |
| Brckett 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 |

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Brian T. McAnaney

Vice President, General Counsel and Secretary

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SCHEDULE II TO AMENDMENT 15 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 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 |

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SCHEDULE III TO AMENDMENT 15 TO SCHEDULE 13D

Filed by General Electric Company

DIRECTORS AND EXECUTIVE OFFICERS

DIRECTORS

NAME

PRESENT
BUSINESS ADDRESS

PRESENT
PRINCIPAL OCCU

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|----------------|--|--|
| J.I. Cash, Jr. | General Electric Company 3135 Easton Turnpike Fairfield, CT 06828 | Former Professor 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. 285 Madison Avenue New York, NY 10017 | Chairman and C 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 | Former Partner |
| 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 |

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|-----------------|--|---|
| 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. 30 Rockefeller Plaza New York, NY 10112 | Vice Chairman 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 Executi |
| 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 Louisville, KY 40225 | Senior Vice Pr Americas |
| W.H. Cary | General Electric Company | Vice President |

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3135 Easton Turnpike
Fairfield, CT 06828

| | | |
|----------------|--|---|
| 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

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|--------------------|---|----------------------------------|
| 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 |
| M.A. Neal | General Electric Company Finance 260 Long Ridge Road | Senior Vice Pr |

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Stamford, CT 06927

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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

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| 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 |
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| J.G. Rice | General Electric Company 4200 Wildwood Parkway Atlanta, GA 30339 | Senior Vice Pr |
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| K.S. Sherin | General Electric Company 3135 Easton Turnpike Fairfield, CT 06828 | Senior Vice Pr Chief Financia |
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| L.G. Trotter | General Electric Company Appliance Park Louisville, KY 40225 | Senior Vice Pr Industrial |
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| 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. |

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