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

	XCHANGE COMMISSION , D.C. 20549
	ULE 13D s Exchange Act of 1934
	nt No. 15)
	ES GROUP, INC.
	f Issuer)
COMMON STOCK, \$.01 PAR VALUE	570907105
(Title of class of securities)	(CUSIP number)
(203) ATTENTION: BR (Name, address and tel authorized to receive no	
	es filing of this statement)
he acquisition which is the subject of	ed a statement on Schedule 13G to report this Schedule 13D, and is filing this 1(f) or 13d-1(g), check the following box
Note: Schedules filed in paper format scopies of the schedule, including all exarties to whom copies are to be sent.	hall include a signed original and five xhibits. See Rule 13d-7(b) for other

CUSIP No.	570907105	 13D
1	NAMES OF REPORTING PERSONS: I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS:	GENERAL ELECTRIC 13-15
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	

3	SEC USE ONLY		
4	SOURCE OF FUNDS:	NOT APPLICABLE	
5		OSURE OF LEGAL PROCEEDINGS IS TO ITEM 2(d) OR 2(e):	
6	CITIZENSHIP OR PLAC	CE 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 BE	ENEFICIALLY OWNED BY REPORTING PERSON:	
12	CHECK BOX IF THE AC	GGREGATE AMOUNT IN ROW (11) EXCLUDES CE	ERTAIN SHARES:
13	PERCENT OF CLASS RI	EPRESENTED BY AMOUNT IN ROW (11):	
14	TYPE OF REPORTING I		CO
	2		
CUSIP No.	 5709071(05 	- 13D -
1	NAME OF REPORTING H	PERSON: NTIFICATION NO. OF ABOVE	GENERAL ELECTRIC 06-110
2	CHECK THE APPROPRIA	ATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY		
4	SOURCE OF FUNDS:	NOT APPLICABLE	
5		OSURE OF LEGAL PROCEEDINGS IS TO ITEM 2(d) OR 2(e):	
6	CITIZENSHIP OR PLACE	CE OF ORGANIZATION:	DELAWARE

M	UMBER OF SHARES		7	SOLE VOTING POWER:		
	NEFICIALLY OWNED BY	-	8	SHARED VOTING POWER:		
RI	EACH EPORTING	-	9	SOLE DISPOSITIVE POWER:		
PEI	RSON WITH	-	10	SHARED DISPOSITIVE POWER:		
11		AGGREGATE AN	MOUNT BEN	NEFICIALLY OWNED BY REPORTING PERSON:		
12				GREGATE AMOUNT IN ROW (11) EXCLUDES CE	 RTAIN	N SHARES:
13			CLASS REF	PRESENTED BY AMOUNT IN ROW (11):		
14		TYPE OF REPO	ORTING PE	ERSON:		
			3			
CUSIP No.			570907105 	5		13D
1		NAME OF REPO	ORTING PE	ERSON: FIFICATION NO. OF ABOVE	GENE	ERAL ELECTRIC 14-0689340
2		CHECK THE AN	PPROPRIAT	TE BOX IF A MEMBER OF A GROUP:		
3		SEC USE ONLY	Y			
4		SOURCE OF FU	UNDS:	NOT APPLICABLE		
5				SURE OF LEGAL PROCEEDINGS IS O ITEM 2(d) OR 2(e):		
6		CITIZENSHIP	OR PLACE	E OF ORGANIZATION:		YORK
Ni	UMBER OF SHARES		7	SOLE VOTING POWER:		
	NEFICIALLY OWNED BY	-	8	SHARED VOTING POWER:		
RI	EACH EPORTING	-	9	SOLE DISPOSITIVE POWER:		
PF.	RSON WITH	-	10	SHARED DISPOSITIVE POWER:		

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CE	CRTAIN SHARES:
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
14	TYPE OF REPORTING PERSON:	CO

4

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

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.

5

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.

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: 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

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.

7

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
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

I-1

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
James A.	Colica
Dennis D	. Dammerman
Brackett	B. Denniston
Arthur H	. Harper

Robert A. Jeffe John H. Myers Michael A. Neal David R. Nissen

Jeffrey R. Immelt James A. Parke Ronald R. Pressman John M. Samuels Keith S. Sherin Robert C. Wright

EXECUTIVE OFFICERS

Dennis D. Dammerman
Arthur H. Harper
Michael A. Neal
David R. Nissen
James A. Parke
Ronald R. Pressman
Kathryn A. Cassidy

James A. Colica

Richard D'Avino Philip D. Ameen Steven F. Kluger Brian T. McAnaney Chairman of the Board

President President. President

Vice Chairman and Chief Financial Officer

Executive Vice President

Senior Vice President, Corporate Treasury

and Global Funding Operation Senior Vice President, Global Risk

Management

Senior Vice President, Taxes

Senior Vice President and Controller Senior Vice President, Capital Markets Vice President, General Counsel and

Secretary

TT-1

SCHEDULE III TO AMENDMENT 15 TO SCHEDULE 13D

Filed by General Electric Company

DIRECTORS AND EXECUTIVE OFFICERS

DIRECTORS

BUSINESS ADDRESS

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. 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

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	
	Citize	-	
	C. X. Gonzalez Andrea Jung All Others		
	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 Americas

Louisville, KY 40225

General Electric Company Vice President

W.H. Cary

0 0		
	3135 Easton Turnpike Fairfield, CT 06828	
K.A. Cassidy	General Electric Company 201 High Ridge Road Stamford, CT 06905-3417	Vice President
	Stamford, of 00000 3417	
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
M.A. Neal	General Electric Company Finance 260 Long Ridge Road	Senior Vice Pr

Stamford, CT 06927

D.R. Nissen	General Electric Company 201 High Ridge Road Stamford, CT 06905-3417	Senior Vice Pr
	III-5	
J.A. Parke	General Electric Company 260 Long Ridge Road Stamford, CT 06927	Senior Vice Pr Company, Vice GE Capital Cor
R.R. Pressman	General Electric Company 5200 Metcalf Avenue Overland Park, KS 66201	Senior Vice Pr Corporation
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	Senior Vice Pr

Wilton, CT 06897

30 Rockefeller Plaza

New York, NY 10112

National Broadcasting Company, Inc Vice Chairman

Citizenship

R.C. Wright

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

III-6

General Electr

Chief Executive Broadcasting C