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MARKETING SERVICES GROUP INC
Form SC 13D/A
July 16, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 6)

Marketing Services Group, Inc.

(Name of Issuer)

Common Stock, \$.01 par value

570907105

(Title of class of securities)

(CUSIP number)

Nancy E. Barton, Esq., General Electric Capital Corporation, 260 Long
Ridge Road, Stamford, Connecticut 06927 (203) 357-4000

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

July 12, 2001

(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 10 Pages)

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CUSIP No.

570907105

13D

1

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

General Electric Capital Co
13-1500700

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

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3 SEC USE ONLY

4 SOURCE OF FUNDS: OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF SHARES	7	SOLE VOTING POWER:	11,811,220 (Se
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	0
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	11,811,220 (Se
PERSON WITH	10	SHARED DISPOSITIVE POWER:	0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 11,811,220 (Se

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 Capital Se
S.S. OR I.R.S. IDENTIFICATION NO. 06-1109503
OF ABOVE PERSON:

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)

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF SHARES	7	SOLE VOTING POWER:	Disclaimed (Se
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	0
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	Disclaimed (Se
PERSON WITH	10	SHARED DISPOSITIVE POWER:	0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: Beneficial own
by General Ele

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

3

CUSIP No. 570907105 13D

1	NAME OF REPORTING PERSON: S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:	General Electric Company 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)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	New York

NUMBER OF SHARES	7	SOLE VOTING POWER:	Disclaimed (Se
BENEFICIALLY	8	SHARED VOTING POWER:	0

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OWNED BY			
EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER:	Disclaimed (Se
	10	SHARED DISPOSITIVE POWER:	0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		Beneficial own by General Ele
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. 6 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 Marketing Services Group, Inc. (the "Company").

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 is hereby amended and supplemented as follows:

On July 12, 2001, the Company and GE Capital entered into an amendment to the Third Amendment, dated May 15, 2001, of a warrant issued by the Company to GE Capital on December 24, 1997. A copy of the amendment to the Third Amendment is attached hereto as Exhibit 1 and incorporated herein by reference.

Item 7. Materials To Be Filed As Exhibits.

Exhibit 1 - Amendment to Third Amendment, dated July 12, 2001, between Marketing Services Group, Inc. and General Electric Capital Corporation

5

SIGNATURE

After reasonable inquiry and to the best of my knowledge and

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belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 16, 2001

GENERAL ELECTRIC CAPITAL CORPORATION

By: Jonathan K. Sprole

Name: Jonathan K. Sprole
Title: Dept. Operations Manager

GENERAL ELECTRIC CAPITAL SERVICES, INC.

By: Jonathan K. Sprole

Name: Jonathan K. Sprole
Title: Attorney-in-Fact

GENERAL ELECTRIC COMPANY

By: Jonathan K. Sprole

Name: Jonathan K. Sprole
Title: Attorney-in-Fact

6

EXHIBIT INDEX

Exhibit No.

Exhibit 1 - Amendment to Third Amendment, dated July 12,
2001, between Marketing Services Group, Inc. and
General Electric Capital Corporation