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MKTG SERVICES INC
Form SC 13D/A
February 19, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934

(Amendment No. 10)

MKTG SERVICES INC.

(Name of Issuer)

COMMON STOCK, \$.01 PAR VALUE

570907105

(Title of class of securities)

(CUSIP number)

BRIAN T. MCANANEY, 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)

JANUARY 27, 2003

(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 12 Pages)

CUSIP No.

570907105

13D

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NAMES OF REPORTING PERSONS:
I.R.S. IDENTIFICATION NOS. 13-1500700 OF ABOVE PERSONS:

GENERAL ELECTRIC

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

3 SEC USE ONLY

4 SOURCE OF FUNDS: OO

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: CO

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CUSIP No. 570907105 13D

1 NAME OF REPORTING PERSON: GENERAL ELECTRIC
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

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

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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:	

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CUSIP No.	570907105	13D
1	NAME OF REPORTING PERSON: S.S. OR I.R.S. IDENTIFICATION NO. 14-0689340 OF ABOVE PERSON:	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:	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. 10, 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 MKTG Services Inc., formerly known as Marketing Services Group, 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. 10 are incorporated herein by reference.

On October 15, 2001, the Company effected a 6 for 1 reverse stock split and on January 27, 2003, the Company effected an 8 for 1 reverse stock split (together, the "Reverse Stock Splits") which resulted in proportional decreases in GE Capital's ownership of the shares of Common Stock. None of the Reporting Persons have made any transactions with respect to the shares of Common Stock beneficially owned by them.

As of February 18, 2003, after giving effect to the Reverse Stock Splits, GE Capital beneficially owned in the aggregate 312,109 shares of Common Stock representing approximately 23.7% 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, 2003 (i.e., 1,092,366 shares), as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2002, 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.

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

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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) None of the Reporting Persons, nor, to the best of their knowledge, any of their executive officers or directors, has effected any transaction in the Common Stock of the Company during the past 60 days.

(d) Not applicable.

(e) Not applicable.

Neither the filing of this Amendment No. 10 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 Jonathan K. Sprole as agent and attorney-in-fact for General Electric Capital Services, Inc.
- Exhibit 2 - Power of Attorney appointing Jonathan K. Sprole as agent and attorney-in-fact for General Electric Company

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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: February 18, 2003

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ Jonathan K. Sprole

Name: Jonathan K. Sprole

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Title: Dept. Operations Manager

GENERAL ELECTRIC CAPITAL SERVICES, INC.

By: /s/ Jonathan K. Sprole

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

GENERAL ELECTRIC COMPANY

By: /s/ Jonathan K. Sprole

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

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EXHIBIT INDEX

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