

Edgar Filing: MDI ENTERTAINMENT INC - Form SC 13G

MDI ENTERTAINMENT INC  
Form SC 13G  
July 16, 2001

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b) (c),  
AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

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McClendon Transportation Group, Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

57951710

-----  
(CUSIP Number)

June 30, 2001

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP NO. 57951710 13G  
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1 NAME(S) OF REPORTING PERSON(S)  
S.S. OR I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S)  
  
MDI Entertainment, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
A Delaware corporation

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NUMBER OF SHARES	5	SOLE VOTING POWER 1,656,000 shares of Common Stock
BENEFICIALLY	6	SHARED VOTING POWER - 0 - shares of Common Stock
OWNED BY		
EACH	7	SOLE DISPOSITIVE POWER 1,656,000 shares of Common Stock
REPORTING		
PERSON	8	SHARED DISPOSITIVE POWER - 0 - shares of Common Stock
WITH		

=====

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
1,656,000 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
  
Not applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
  
8.9%

12 TYPE OF REPORTING PERSON

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- Item 1(a) Name of Issuer  
McClendon Transportation Group, Inc.
- Item 1(b) Address of Issuer's Principal Executive Offices  
121 South Lafayette Street  
Lafayette, Alabama 36362
- Item 2(a) Name of Persons Filing  
MDI Entertainment, Inc. ("MDI").
- Item 2(b) Address of Principal Business Office or, if none, Residence  
The address of the principal business office of MDI is 201 Ann Street, Hartford, CT 06103.
- Item 2(c) Citizenship  
MDI is a corporation organized under the laws of the State of Delaware.
- Item 2(d) Title of Class of Securities  
Common Stock
- Item 2(e) CUSIP Number  
57951710
- Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2 (b) or (c), check whether the person filing is a
- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
  - (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
  - (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
  - (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
  - (e)  An investment Adviser in accordance with ss.240.13d-1 (b) (1) (ii) (E).

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- (f)  An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F).
- (g)  A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G).
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j)  Group, in accordance with ss.240.13d-1(b)(1)(ii)(J)

Item 4. Ownership

(a) Amount Beneficially Owned:

1,656,000 shares of Common Stock.

(b) Percent of Class:

8.9%. The foregoing percentage is calculated based upon the number of outstanding shares of Common Stock set forth in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on July 10, 2001.

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 1,656,000 shares.

(ii) shared power to vote or to direct the vote: - 0 - shares

(iii) sole power to dispose or to direct the disposition of: 1,656,000 shares.

(iv) shared power to dispose or to direct the disposition of: - 0 - shares.

MDI expressly disclaims beneficial ownership of any shares of Common Stock of the Issuer reported herein to be beneficially owned by it except to the extent of its pecuniary interest.

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Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

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Not applicable.

Item 7. Identification and Classification of the Subsidiary Which  
Acquired the Security Being Reported on By the Parent Holding  
Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the Issuer and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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 July 10, 2001

MDI ENTERTAINMENT, INC.

By: /s/ Steven M. Saferin

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Steven M. Saferin  
President

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