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MDI ENTERTAINMENT INC  
Form SC TO-C  
May 07, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE TO-C  
(Rule 14d-100)  
TENDER OFFER STATEMENT UNDER SECTION 14(D) (1) OR 13(E) (1)  
OF THE SECURITIES AND EXCHANGE ACT OF 1934

MDI ENTERTAINMENT, INC.  
(Name of Subject Company)

INTERNATIONAL CAPITAL PARTNERS LLC  
(Name of Filing Person - Offeror)

COMMON STOCK, \$0.001 PAR VALUE PER SHARE  
(Title of Class of Securities)

552685109  
(CUSIP Number of Class of Securities)

DAVID A. BROADWIN, ESQ.  
FOLEY, HOAG & ELIOT LLP  
ONE POST OFFICE SQUARE  
BOSTON, MA 02109  
(617) 832-1000

(Name, address and telephone number of person  
authorized to receive notices and communications on behalf of filing Person)

CALCULATION OF FILING FEE

Transaction Valuation	Amount of Filing Fee
N/A	N/A

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not Applicable      Filing Party: Not Applicable  
Form or Registration No: Not Applicable      Date Filed: Not Applicable

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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ITEM 1. EXHIBITS

EXHIBIT INDEX

EXHIBIT NUMBER DESCRIPTION

(a) (5) (1) Amendment 1 to Schedule 13D filed by International Capital Partners LLC

SIGNATURE

After due 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: May 7, 2002

International Capital Partners LLC

By: /s/Mack Obioha

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Mack Obioha  
Managing Partner

EXHIBIT INDEX

EXHIBIT NUMBER DESCRIPTION

(a) (5) (1) Amendment 1 to Schedule 13D filed by International Capital Partners LLC