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MDI ENTERTAINMENT INC
Form SC TO-C
May 10, 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
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(a) (5) (1)	Amendment 1 to Schedule 13D filed by International Capital Partners LLC
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THIS ANNOUNCEMENT DOES NOT CONSTITUTE AN OFFER TO PURCHASE SHARES OF MDI ENTERTAINMENT, INC. (THE "COMPANY") OR A SOLICITATION/RECOMMENDATION STATEMENT UNDER THE RULES AND REGULATIONS OF THE U.S. SECURITIES AND EXCHANGE COMMISSION ("SEC"). AT SUCH TIME AS INTERNATIONAL CAPITAL PARTNERS LLC SHALL FILE WITH THE SEC A TENDER OFFER STATEMENT, SHOULD IT DECIDE TO DO SO AT SOME TIME IN THE FUTURE, SUCH STATEMENT, AND ANY OTHER OFFER DOCUMENTS INCLUDED WITH THAT STATEMENT, WILL CONTAIN IMPORTANT INFORMATION. SHAREHOLDERS OF THE COMPANY ARE ADVISED TO CAREFULLY READ ANY SUCH DOCUMENTS, IF AND WHEN THEY MAY BECOME AVAILABLE, BEFORE MAKING ANY DECISION WITH RESPECT TO ANY TENDER OFFER.

ANY OFFER TO PURCHASE, AND ANY OTHER DOCUMENTS INCLUDED IN ANY TENDER OFFER STATEMENT, WILL BE MADE AVAILABLE TO SHAREHOLDERS OF THE COMPANY AT NO EXPENSE TO THEM. SHAREHOLDERS OF THE COMPANY MAY OBTAIN A FREE COPY OF ANY SUCH DOCUMENTS, IF AND WHEN THEY MAY BECOME AVAILABLE, AND OTHER DOCUMENTS FILED BY THE COMPANY WITH THE SEC AT THE SEC'S WEBSITE AT <http://www.sec.gov>. IF FILED WITH THE SEC, THESE DOCUMENTS WILL ALSO BE MADE AVAILABLE WITHOUT CHARGE TO ALL OF THE COMPANY'S SHAREHOLDERS BY CONTACTING THE INFORMATION AGENT FOR THE OFFER.

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 9, 2002

International Capital Partners LLC

By: /s/Mack Obioha

Mack Obioha
Managing Partner

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