#### SULLIVAN & CROMWELL

JUL 2 9 1992
Company Counsel

NEW YORK TELEPHONE (212) 558-4000
TELEX 62694 (INTERNATIONAL) 127816 (DOMESTIC)
CABLE ADDRESS LADYCOURT: NEW YORK
FACSIMILE (212) 558-3588 (125 BROAD STREET)
(212) 558-3792 (250 PARK AVENUE)

125 Broad Street . New York 10004

250 PARK AVENUE, NEW YORK 10177
1701 PENNSYLVANIA AVE., N.W., WASHINGTON, D.C. 20008
444 SOUTH FLOWER STREET, LOS ANGELES 90071
8. PLACE VENDÔME, 75001 PARIS
ST. OLAVE'S HOUSE, 98 IRONMONGER LANE, LONDON ECZY 8EY
140 WILLIAM STREET, MELBOURNE 3000
2-1, MARUNOUCHI 1-CHOME, CHIYODA-KU, TOKYO 100

July 28, 1992

Securities and Exchange Commission, 450 Fifth Street, Washington, D.C. 20549.

Re: Philips Electronics N.V.;

North American Philips Corporation;

Lockheed Corporation and Lockheed Sanders, Inc.

Dear Sir/Madam:

Enclosed on behalf of Philips Electronics N.V., a corporation organized under the laws of The Netherlands, North American Philips Corporation, a Delaware corporation, Lockheed Corporation, a Delaware corporation and Lockheed Sanders, Inc., a Delaware corporation, for filing pursuant to Section 16(a) under the Securities Exchange Act of 1934, as amended, and Rule 16a-3 promulgated thereunder, please find three (3) copies of (i) Statements of Beneficial Ownership on Form 3 and (ii) Statements of Changes in Beneficial Ownership on Form 4 relating to the common stock, no par value, of Mediagenic.

Any questions regarding the enclosed Forms 3 and Forms 4 should be addressed to Kevin Miller of this firm at (212) 558-3420.

Please acknowledge your receipt of the enclosed materials by stamping the enclosed copy of this letter and returning it to the waiting messenger.

Very truly yours,

Robert W. Downes

### (Enclosures)

cc: Brian Kelly (Mediagenic)

Kenneth L. Henderson
(Robinson Silverman
 Pearce Aronsohn & Berman)

Carol R. Marshall (Lockheed Corporation)

Roger K. Hoover (Lockheed Sanders, Inc.)

### U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### OMB APPROVAL

OMB Number 3235-0104
Expires: February 1, 1994
Estimated average burden
hours per response . . . 0.5

### INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Holding Company A	ct of 1935 or Section 30(1) of the Investment C	ompany Act of 1940	
I. Name and Address of Reporting Person  Philips Electronics N.V.	Date of Event Requiring Statement (Month/Day/Year)  4. Issuer Name and Mediagenic	Ficker or Trading Symbol	
(Last) (First) (Middle)	February 19,1997 . Relationship of Re	porting Person to Issuer all applicable)	6. If Amendment, Date of Original
Groenewoudseweg 1, 5621 BA	3. IRS or Social Security Number of Director	X 10% Owner	(Month/Day/Year)
(Street)	Reporting Person Officer (giv	e below) Other (specify below)	Not Applicable
Eindhoven, The Netherlands	Not Applicable		
(City) (State) (Zip)	Table I — Non-	Derivative Securities Beneficially	Owned
1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	of Indirect Beneficial Ownership
Common Stock, no par value	16,295,010	By Nort I Corpora	h American Philips
\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \			
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Reminder: Report on a senarate line for each class of securities based	idelly opened discultance in the state of		

FORM 3 (continued)

Table II - Derivative Securities Beneficianty Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	Expir Date	ation h/Day/	3. Title and Amount of Securities Uperivative Security (Instr. 4)	Underlying	4. Conversion or Exercise Price of Derivative Security	5. Owner- ship Form of Deriv- ative Security: Direct	Beneficial Ownership
	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares	Security	(D) or Indirect (I) (Instr. 5)	
			k				
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al,			•				А -

Explanation of Responses:

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations, See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, See Instruction 6 for procedure.

PHILIPS ELECTRONICS NOV

\*\*Signature of Reporting Person

By:

Name: F.P Carrubbag Title: Executive Vice President

Page 2 SEC 1473 (3/91)

# U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

APPROVAL

OMB Number 3235-0287 Expires: February 1, 1994 Estimated average burden hours per response ..... 0.5

#### Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue, See Instruction 1(b).

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

1. Name and Address of Reporting Person		Name a		ker or Trading Sy			Relationship of Repor	ting Person to	Issuer
Mental St. Modernia Colombia (Colombia)	200000000000000000000000000000000000000	• 2020					(Check all		10% Owner
Philips Electronics N.V.		lagen				Officer (give		Other (specify	
(Last) (First) (Middle)	3. IRS or	Social r	Securit	y 4. Statement for Month/Year	title below		below)		
5 5 5 1 10	Person	(Volun	tary)	S Month Team			DCIOW	,	
Groenewoudseweg 1, 5621 NS	١ ،	NA		February	. 1992				
(Street)				5. If Amendme Date of Ori	ent, ginal				
Eindhovern, The Netherlands				(Month/Yea					
(City) (State) (Zip)		Y	l'able	I — Non-Derivativ	e Securitie	s Acquired, D	Disposed of, or Benefici	ally Owned	
1. Title of Security	2. Trans-	3. Tra		4. Securities Acq or Disposed o	uired (A)		5. Amount of Securities	6. Owner-	7. Nature of In-
(Instr. 3)	action Date	Coc	le	(Instr. 3, 4 an			Beneficially	ship Form:	direct
	(Month/	(Ins	(r. 8)		-C.N.A.EU#		Owned at End of	Direct (D) or	Bene- ficial
	Day/				(A) or	1000	Month	Indirect	Owner-
	Year)	Code	V	Amount	(D)	Price	(Instr. 3 and 4)	(l) (lnstr. 4)	ship (Instr. 4)
Common Stock, no par value	2/24/92	J		10,000,000	A	See Explanati	on 26,295,010	ı	By North American
									Philips
	-							-	Corporati
м								5	
								li .	

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)		nsac- n Code str. 8)	quired (/ posed of	of Deriv- curities Ac- A) or Dis- (D) (4, and 5)	piratio (Montl Year)	and Ex- n Date h/Day/	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month	10. Owner- ship Form of De- rivative Secu- rity: Direct (D) or Indi- rect (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	(A)	(D)	Exer- cisable	tion Date	Title	Number of Shares		(Instr. 4)	(Instr. 4)	-
,														7.

This Form 4 relates to the issuance by Mediagenic to North American Philips Corporation of shares of Mediagenic Common Stock in satisfaction of the secured claim of North American Philips Corporation and Lockheed Sanders, Inc. against Mediagenic.

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

PHILIPS ELECTRONICS

By:

Signature of Reporting Person

Name: F.P. CORRUBBO

Title: Executive Vice President



#### **U.S. SECURITIES AND EXCHANGE COMMISSION** Washington, D.C. 20549

#### OMB APPROVAL

3236-0104 Expires: February 1, 1904 Estimated average burden hours per response .... 0.5

### INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

1. Name and Address of Reporting Person	ouiring Statement	icker or Trading Symbol	
North American Philips Corporation	(Month/Day/Year) Mediagenic		
(Last) (First) (Middle)	February 19,1992 5. Relationship of Re (Check	porting Person to Issuer all applicable)	6. If Amendment, Date of Original
100 East 42nd Street	3. IRS or Social Se-	X 10% Owner	(Month/Day/Year)
(Street)	Denocting December Officer (RIVE	below) Cther (specify below)	Not Applicable
New York, New York 10017	13-1895219		
(City) (State) (Zip)	Table I — Non-I	Derivative Securities Beneficially (	wned
1. Title of Security	2. Amount of Securities	3. Ownership 4. Nature o	Indirect Beneficial Ownership
(Instr. 4)	Beneficially Owned (Instr. 4)	Form: Direct (Instr. 5) (D) or Indirect (I) (Instr. 5)	
Common Stock, no par value	16,295,010	D	
		10	
1			
Reminder: Report on a separate line for each class of sequities baseful	della successi disconde con in the succession of		

"GRM 3 (continued)

Table II - Derivative Securities Benefician; Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	Date	ation	3. Title and Amount of Securities ( Derivative Security (Instr. 4)	4. Conver- sion or Exercise Price of Deri- vative Security	5. Owner- ship Form of Deriv- ative Security: Direct	6. Nature of Indirect · Beneficial Ownership (Instr. 5)	
	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares	Security	(D) or Indirect (I) (Instr. 3)	
	П						
							31
Explanation of Responses:							

NORTH AMERICAN PHILIPS CORPORATION

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Name:

Title:

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, See Instruction 6 for procedure.

Date

#### Washington, D.C. 20549

OMB Number 3235-0287 Expires: February 1, 1994 Estimated average burden hours per response ..... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person	2. Issuer	Vame a	nd Tic	ker or Trading Syr	nbol	6. R	elationship of Report (Check all a	applicable)	
North American Philips Corporation	1	dedia	genio	2			Director Officer (give		10% Owner Other (specify
(Last) (First) (Middle)	3. IRS or Number Person	Social : r of Re (Volum	porting	Month/Year			title below)		below)
100 East 42nd Street	-			February,					1
(Street) New York, New York 10017	13-18	95219		5. If Amendme Date of Orig (Month/Yea	ginal		300 <del>41 - 11 - 11 - 11 - 11 - 11 - 11 - 11 </del>		·············
(City) (State) (Zip)			l'able	I — Non-Derivativ	e Securitie	s Acquired, Disp	oosed of, or Beneficia	illy Owned	
1. Title of Security (Instr. 3)	2. Transaction Date (Month/	3. Tra actio Cod (Ins	on	4. Securities Acquor Disposed of (Instr. 3, 4 and	(D)		5. Amount of Securities Beneficially Owned at End of Month	6. Owner- ship Form: Direct (D) or Indirect	7. Nature of In- direct Bene- ficial
	Day/ Year)	Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)	(l) (instr. 4)	Owner- ship (Instr. 4)
Common stock, no par value	2/24/92	J		10,000,000	A	See Explanation	26,295,010	D	
Deminder: Deport on a repursta line for each along of counciling by			L					:	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Print or Type Responses)

(Over) SEC 1474 (3-91)

Table II — Derivative Securities Acquired, Disposed of, or neutrinary control (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/ Day/ Year)		nsac- Code str. 8)	quired (/ posed of	urities Ac-	6. Date Exer- cisable and Ex- piration Date (Month/Day/ Year)		7. Title and Amount of lying Securities (Instr. 3 and 4)	lying Securities (Instr. 3 and 4)		8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of	10. Owner- ship Form of De- rivative Secu- rity: Direct (D) or Indi-	11. Na- ture of In- direct Bene- ficial Own- ership (Instr. 4)
			_				Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares		Month (Instr. 4)	rect (I) (Instr. 4)		
			Code	V	(A)	(D)	Cisabic	Date		Chian C.					
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	+														
	-		-				+			-	-			-	
	+	-	-	-			-				-				
			-	_			_							-	

This Form 4 relates to the issuance by Mediagenic to North American Philips Corporation of shares of Mediagenic Common Stock in satisfaction of the secured claim of North American Philips Corporation and Lockheed Sanders, Inc. against Mediagenic.

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

NORTH AMERICAN PHILIPS CORPORATION

у:

\*\*Signature of Reporting Person

Date

Name:

Title:

Samuel J. Rozel

Senior Vice President and Secretary

that is about

### U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### OMB APPROVAL

OMB Number 3235-0104 Expires: February 1, 1894 Estimated average burden hours per response .... 0.5

### INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

1. Name and Address of Reporting Person  Lockheed Corporation	Date of Event Requiring Statement (Month/Day/Year)	4. Issuer Name and T		mbol	
(Last) (First) (Middle) 4500 Park Granada Blvd.	February 19.1992  3. IRS or Social Security Number of	5 Relationship of Re	porting Person to Is all applicable)	suer  0% Owner  other (specify	6. If Amendment, Date of Original (Month/Day/Year)
(Street) Calabasas, California 91399	Reporting Person (Voluntary) 950941880	title	below)	below)	Not Applicable
(City) (State) (Zip)	7,50,741000	Table I — Non-I	Derivative Securities	Beneficially O	wned
1. Title of Security (Instr. 4)	2. Amount Benefici (Instr. 4	t of Securities ally Owned	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of (Instr. 5)	Indirect Beneficial Ownership
Common Stock, no par value	16,295,	,010	I	interest	ately 50% beneficial in shares held by
				North Am Corporat	erican Philips
			(*)		
					,

FORM 3 (continued)

Table II - Derivative Securities Benefician, Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	Expir Date	e and ation h/Day/	3. Title and Amount of Securities ( Derivative Security (Instr. 4)	Underlying	4. Conversion or Exercise Price of Derivative Security	5. Owner- ship Form of Deriv- ative Security: Direct	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares	Security	(D) or Indirect (I) (Instr. 5)	
		.,					
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**Explanation of Responses:** 

LOCKHEED CORPORATION

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

\*\*Signature of Reporting Person

Date

Name:

C. R. Marshall

Title:

e: Vice President-Secretary

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, See Instruction 6 for procedure.



# U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

### OMB Number 3235-0

OMB Number 3235-0287 Expires: February 1, 1994 Estimated average burden hours per response 0.5

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person	2. Issuer	Name a	nd Tic	ker or Trading Sy	mbol	6. Re	elationship of Report (Check all	ing Person to applicable)	Issuer		
Lockheed Corporation		Media	igeni	.c			Director		10% Owner Other (specify		
(Last) (First) (Middle)		Social er of Re (Volun	portin				Officer (give Officer (give))))))))))				
4500 Park Granada Blvd.	95-094		,,	February							
(Street) . Calabasas, California 91399				5. If Amendme Date of Orig (Month/ Yea	ginal						
(City) (State) (Zip			fuble	I Non-Derivativ	e Securiti	es Acquired, Disp	osed of, or Beneficia	illy Owned			
1. Title of Security (Instr. 3)	2. Transaction Date (Month/ Day/	100000	ion	Securities Acquor Disposed of (Instr. 3, 4 and )	(D)		5. Amount of Securities Beneticially Owned at End of Month	6. Owner- ship Form: Direct (D) or Indirect	7. Nature of In- direct Bene- ficial Owner-		
	Year)	Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)	(l) (Instr. 4)	ship (Instr. 4)		
Common Stock, no par value	2/24/9	J		10,000,000	A	See Explanation	26,295,010	I	See Explanatio		
	-		-			-					
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	_	-	-								
		-	-								
								;			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Print or Type Responses)

Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/ Day/ Year)	tion	Transaction Code (Instr. 8)  5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		cisable and Expiration Date (Month/Day/ Year)  Date Expira-		7. Title and Amount of Underlying Securities (Instr. 3 and 4)  Amount or		8. Price of Derivative Securities Beneficially Owned at End of Month		10. Owner- ship Form of De- rivative Secu- rity: Direct (D) or Indi- rect (I)	11. Na- ture of In- direct Bene- ficial Own- ership (Instr. 4)	
		Code V (A) (D) Exercisable Date	Title	Number of Shares			(Instr. 4)							
			_	_										
	-		_											
			_											

Lockheed Corporation acquired an approximate 50% interest in shares of Mediagenic issued by Mediagenic to North American Philips Corporation in satisfaction of the secured claim of North American Philips Corporation and Lockheed Sanders, Inc. (a wholly owned subsidiary of Lockheed Corporation) against Mediagenic.

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.

If space provided is insufficient, see Instruction 6 for procedure.

#### LOCKHEED CORPORATION

By: Thurshall 7/17/92

\*\*Signature of Reporting Person Date

Name: C. R. Marshall

Title: Vice President-Secretary

### U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number 3235-0104 Expires: February 1, 1994 Estimated average burden hours per response .... 0.5

#### INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Name and Address of Reporting Person  Lockheed Sanders, Inc.	quiring	Statement /Day/Year)	Mediagenic							
(Last) (First) (Midd	e) Februar	y 19,199	5. Relationship of I	Reporting Person to Is k all applicable)	sucr	6. If Amendment, Date of Original				
65 Spit Brook Road	3. IRS or	Social Se- lumber of	Director	_X_ I	0% Owner	(Month/Day/Year)				
(Street)	Reporti	Reporting Person Officer (g		ve C	Other (specify below)					
Nashua, New Hampshire 03061	02-0230	872	-		_					
(City) (State) (2	p)		Table I — Non	-Derivative Securities	Beneficially O	wned				
1. Title of Security (Instr. 4)		2. Amount Beneficial (Instr. 4)	lly Owned	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of (Instr. 5)	Indirect Beneficial Ownership				
Common Stock, no par value		16,295,	010	I	interest	ately 50% beneficial in shares held by				
					North Ame Corporat:	erican Philips ion				
education of Empiresis										
				CALADAR CONTRACTOR						
				14 74 6	244	5, 25,762				
*Connection administration of antiquous of specimens for Section 1, 275, 1011, no. 1011.5 C. (1970)	ed Carries 1 a			Sales - 10	MINDONE E					
to an artist of the first of the second of the second of			is land/schar.	Ottotel Secre	IITY					
Jak Internal of A Jac Street Str.										

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### U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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OMB Number 3235-0287 Expires: February 1, 1994 Estimated average burden hours per response ... 0.5

#### Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

1. Name and Address of Reporting Person	2. Issuer I	Name a	nd Tic	ker or Trading Sy	mbol	6. R	6. Relationship of Reporting Person to Issuer (Check all applicable)				
Lockheed Sanders, Inc.	Mediag	enic					Director Officer (give	X	10% Owner Other (specify		
(Last) (First) (Middle)	Numbe	or Social Security ber of Reporting on (Voluntary)  4. Statement for Month/Year				title below		below)			
65 Spit Brook Road	] reison	( v Oran	ai y j	February	, 1992						
(Street)				5. If Amendm Date of Ori	ginal						
Nashua, New Hampshire 03061	02-0230872			(Month/Ye:	11)						
(City) (State) (Zip)	Table 1 Non-Derivative Securities Acquired					s Acquired, Disp	d, Disposed of, or Beneficially Owned				
1. Title of Security (Instr. 3)	2. Transaction Date (Month/	action Code (Instr. 8)		or Disposed o	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned at End of Month	6. Owner- ship Form: Direct (D) or	7. Nature of In- direct Bene- ficial		
	Day/ Year)	Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)	Indirect (I) (Instr. 4)	Owner- ship (Instr. 4)		
Common Stock, no par value	2/24/92	J		10,000,000	A	See Explanatio	26,295,010	I	See Explanation		
<u></u>											
								ii.			

Table 11 — Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	sion or Exercise Price of Derivative Security  Security  Security  Security  Security  Security  Security  Action Code (Instr. 8)  (Instr. 8)  Action Code (Instr. 8)  (Instr. 8)  Action Code (Instr. 8)  (Instr. 8)  Action Code (Instr. 8)  (Instr. 3, 4, and 5)  (Instr. 3, 4, and 5)  Date		curities Ac- A) or Dis- f (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)  7. Title and Amount of Underlying Securities (Instr. 3 and 4)			8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned	10. Owner- ship Form of De- rivative Secu- rity: Direct	11. Na- ture of In- direct Bene- ficial Own- ership				
			Date Exer-	Expira-		Amount or Number of		at End of Month	(D) or Indi- rect (I)	(Instr. 4)				
			Code	v	(A)	(D)	cisable	le Date		Shares		(instr. 4)	(Inur. 4)	
													Ē	
														-
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A														

Lockheed Corporation acquired an approximate 50% interest in shares of Mediagenic issued by Mediagenic to North American Philips Corporation in satisfaction of the secured claim of North American Philips Corporation and Lockheed Sanders, Inc. (a wholly owned subsidiary of Lockheed Corporation) against Mediagenic.

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

LOCKHEED SANDERS, INC.

By:

\*\*Signature of Reporting Person

7/20/92 Date

Name: Roger K. Hoover

Title: Secretary