

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

MCM CAPITAL GROUP, INC.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE  
(STATE OF INCORPORATION)

7389  
(PRIMARY STANDARD INDUSTRIAL  
CLASSIFICATION CODE NUMBER)

48-1090909  
(I.R.S. EMPLOYER  
IDENTIFICATION NO.)

500 WEST FIRST STREET  
HUTCHINSON, KANSAS 67501-5222  
(800) 759-0327  
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER,  
INCLUDING AREA CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

FRANK I. CHANDLER  
PRESIDENT AND CHIEF EXECUTIVE OFFICER  
MCM CAPITAL GROUP, INC.  
500 WEST FIRST STREET  
HUTCHINSON, KANSAS 67501-5222  
(800) 759-0327  
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER,  
INCLUDING AREA CODE, OF AGENT FOR SERVICE)

COPIES OF ALL COMMUNICATIONS, INCLUDING ALL COMMUNICATIONS  
SENT TO THE AGENT FOR SERVICE, SHOULD BE SENT TO:

STEVEN D. PIDGEON  
SNELL & WILMER L.L.P.  
ONE ARIZONA CENTER  
PHOENIX, ARIZONA 85008  
(602) 382-6252

STEVEN R. FINLEY  
GIBSON, DUNN & CRUTCHER LLP  
200 PARK AVENUE, 47TH FLOOR  
NEW YORK, NY 10166  
(212) 351-4000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as  
practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on  
a delayed or continuous basis under Rule 415 under the Securities Act, check the  
following box: [ ]

If this Form is filed to register additional securities for an offering  
under Rule 462(b) under the Securities Act, check the following box and list the  
Securities Act registration statement number of the earlier effective  
registration statement for the same offering: [X] No. 333-77483

If this Form is a post-effective amendment filed under Rule 462(c) under  
the Securities Act, check the following box and list the Securities Act  
registration statement number of the earlier effective registration statement  
for the same offering: [ ]

If this Form is a post-effective amendment filed under Rule 462(d) under  
the Securities Act, check the following box and list the Securities Act  
registration statement number of the earlier effective registration statement  
for the same offering: [ ]

If delivery of the prospectus is expected to be made under Rule 434, check  
the following box: [ ]

CALCULATION OF REGISTRATION FEE

TITLE OF SHARES TO BE REGISTERED	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Common stock, \$.01 par value.....	\$2,875,000(1)(2)	(3)

- 
- (1) Includes 37,500 shares of common stock subject to an option granted to the underwriters solely to cover over-allotments, if any.
  - (2) Estimated under Section 457(o) solely for the purpose of calculating the amount of registration fee.
  - (3) Previously paid pursuant to registration statement No. 333-77483.

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THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING UNDER SAID SECTION 8(a), MAY DETERMINE.

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## PART I

MCM Capital Group, Inc. previously filed with the Securities and Exchange Commission a Registration Statement (No. 333-77483) on Form S-1 on April 30, 1999, together with Amendment No. 1 thereto filed on May 14, 1999, Amendment No. 2 thereto filed on June 14, 1999, Amendment No. 3 thereto filed on June 29, 1999 and Amendment No. 4 thereto filed on July 8, 1999 (collectively, the "Registration Statement"). The contents of the Registration Statement, including the Rule 424(b) Prospectus filed thereunder, are incorporated herein by reference.

## PART II

## ITEM 16. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

## (a) Exhibits:

EXHIBIT NO. - - - - -	DESCRIPTION - - - - -
5	Opinion of Snell & Wilmer L.L.P.
23.1	Consent of Ernst & Young LLP
23.2	Consent of Snell & Wilmer L.L.P. (included in the opinion filed as Exhibit 5)
24	Powers of Attorney (incorporated by reference to the signature page included in Amendment No. 2 to Registration Statement No. 333-77483)

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, MCM CAPITAL GROUP, INC. has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hutchinson, State of Kansas, on this 8th day of July, 1999.

MCM CAPITAL GROUP, INC.

By: /s/ FRANK CHANDLER

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 Name: Frank Chandler  
 Title: President and Chief Executive  
 Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

NAME AND SIGNATURE -----	TITLE -----	DATE -----
/s/ FRANK CHANDLER ----- Frank Chandler	Director, President and Chief Executive Officer (Principal Executive Officer)	July 8, 1999
* ----- R. Brooks Sherman, Jr.	Executive Vice President Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	July 8, 1999
* ----- Eric D. Kogan	Chairman of the Board of Directors	July 8, 1999
* ----- Peter W. May	Director	July 8, 1999
* ----- James D. Packer	Director	July 8, 1999
* ----- Nelson Peltz	Director	July 8, 1999
* ----- Robert M. Whyte	Director	July 8, 1999
* ----- John Willinge	Director	July 8, 1999
*By /s/ FRANK CHANDLER ----- (Frank Chandler, Attorney-in-fact)		

## EXHIBIT INDEX

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[SNELL & WILMER L.L.P. LETTERHEAD]

July 8, 1999

MCM Capital Group, Inc.  
500 West First Street  
Hutchinson, Kansas 67501

Re: REGISTRATION STATEMENT ON FORM S-1

Ladies and Gentlemen:

In connection with the Registration Statement on Form S-1 filed with the Securities and Exchange Commission on July 8, 1999 pursuant to Rule 462(b) under the Securities Act (the "462(b) Registration Statement") and relating to the Company's Registration Statement on Form S-1 (No. 333-77483), including amendments and exhibits thereto (together with the 462(b) Registration Statement, the "Registration Statement"), for the proposed offer and sale by MCM Capital Group, Inc. (the "Company") of up to 2,587,500 shares of the Common Stock of the Company, including 337,500 of such shares which may be sold pursuant to an underwriters' over-allotment option (the "Shares"), we are of the opinion that at such time as (i) the registration or qualification provisions of the Securities Act of 1933, as amended, and such "Blue Sky" and securities laws as may be applicable have been complied with, and (ii) the certificates representing the Shares to be sold by the Company have been duly executed by the Company, countersigned and registered by the transfer agent/registrars, and delivered against payment therefor as contemplated in the Registration Statement and in accordance with the terms of the Underwriting Agreement, the Shares to be sold by the Company will be legally issued, fully paid, and nonassessable.

In rendering this opinion, we have reviewed and relied upon such documents and records of the Company as we have deemed necessary and have assumed the following:

(i) the genuineness of all signatures and the authenticity of

documents submitted to us as originals, and the conformity to originals of all documents submitted to us as copies; and

(ii) the accuracy and completeness of Company records.

The opinions expressed herein are limited solely to the laws of the State of Delaware.

The opinions expressed herein are based upon the law and other matters in effect on the date hereof, and we assume no obligation to revise or supplement this opinion should such law be changed by legislative action, judicial decision, or otherwise, or should any facts or other matters upon which we have relied be changed.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement, to the use of our name in the Registration Statement and to the discussion of our opinion in the prospectus included in the Registration Statement.

Very truly yours,

SNELL & WILMER L.L.P.  
/s/ Snell & Wilmer L.L.P.

## CONSENT OF INDEPENDENT AUDITORS

We consent to the reference to our firm under the captions "Selected Financial Data" and "Experts" in the Registration Statement (Form S-1) filed pursuant to Rule 462(b) under the Securities Act of 1933 of MCM Capital Group, Inc. (formerly Midland Corporation of Kansas) for the registration of 250,000 shares of its common stock and to the incorporation by reference therein of our report dated April 29, 1999 (except for Note 13 as to which the date is June 25, 1999) with respect to the consolidated financial statements of MCM Capital Group, Inc. included in its Registration Statement (Form S-1 No. 333-77483) filed with the Securities and Exchange Commission for the registration of 2,000,000 shares of its common stock.

/s/ Ernst & Young LLP  
Ernst & Young LLP

Kansas City, Missouri  
July 7, 1999