

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions

Filing Date: **1999-09-10**
SEC Accession No. **0000950130-99-005203**

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SUBJECT COMPANY

MEDIAX CORP

CIK: **849291** | IRS No.: **841107138** | State of Incorporation: **NV** | Fiscal Year End: **1231**
Type: **SC 13G** | Act: **34** | File No.: **005-54939** | Film No.: **99709329**
SIC: **7374** Computer processing & data preparation

Mailing Address
3960 INCE BOULEVARD
SECOND FLOOR
CULVER CITY CA 90232

Business Address
8522 NATIONAL BOULEVARD
SUITE 110
CULVER CITY CA 90232
310-815-80

FILED BY

APPLE INVESTORS LLC

CIK: **1094650** | IRS No.: **522186900**
Type: **SC 13G**

Mailing Address
C/O WEC ASSET
MANAGEMENT
1 WORLD TRADE CENTER
#4563
NEW YORK NY 10048

Business Address
C/O WEC ASSET
MANAGEMENT
1 WORLD TRADE CENTER
#4563
NEW YORK NY 10048

SECURITIES & 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 13d-2(b)

MediaX Corporation
(Name of Issuer)

Common Stock, \$ 0.0001 par value per share
(Title of Class of Securities)

58447C-201
(CUSIP Number)

August 24, 1999
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule 13G is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

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(1) NAMES OF REPORTING PERSONS Apple Investors LLC
I.R.S. IDENTIFICATION NO. 52-2186900
OF ABOVE PERSONS (ENTITIES ONLY)

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *
(a)
(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF	(5) SOLE VOTING POWER	-0-
SHARES		
BENEFICIALLY	(6) SHARED VOTING POWER	658,815
OWNED BY		
EACH	(7) SOLE DISPOSITIVE POWER	-0-
REPORTING		
PERSON WITH	(8) SHARED DISPOSITIVE POWER	658,815
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	658,815
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *	[]
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	9.9%
(12)	TYPE OF REPORTING PERSON *	00

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	WEC Asset Management LLC 52-2146721
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *	(a) [] (b) [X]
(3)	SEC USE ONLY	
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	

NUMBER OF	(5) SOLE VOTING POWER	-0-
SHARES		
BENEFICIALLY	(6) SHARED VOTING POWER	658,815
OWNED BY		
EACH	(7) SOLE DISPOSITIVE POWER	-0-
REPORTING		
PERSON WITH	(8) SHARED DISPOSITIVE POWER	658,815
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	658,815
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *	[X]
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	9.9%
(12)	TYPE OF REPORTING PERSON *	00

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1(a). Name of Issuer:

The name of the issuer is MediaX Corporation (the "Company").

Item 1(b). Address of Issuer's Principal Executive Offices:

The Company's principal executive offices are located at 8522 National Boulevard, Suite 110, Culver City, CA 90232.

Item 2(a). Name of Person Filing:

This statement is filed by:

(i) Apple Investors LLC, a limited liability company

- organized under the laws of the State of Delaware with respect to the Convertible Debentures and Warrants to purchase shares of Common Stock beneficially owned by it; and
- (ii) WEC Asset Management LLC, a limited liability company organized under the laws of the State of Delaware, with respect to the shares of Apple Investors LLC.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons."

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the business office of each of the Reporting Persons is 1 World Trade Center, Suite 4563, New York, New York 10048.

Item 2(c). Citizenship:

Apple Investors LLC is a limited liability company organized under the laws of the State of Delaware.

WEC Asset Management LLC is a limited liability company organized under the laws of the State of Delaware.

Item 2(d). Title of Class of Securities:

Common Stock, \$0.0001 par value per share (the "Common Stock")

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Item 2(e). CUSIP Number: 58447C-201

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,
- (b) Bank as defined in Section 3(a)(6) of the Act,
- (c) Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e) Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940,

- (f) [] Employee Benefit Plan or Endowment Fund in accordance with 13d-1 (b) (1) (ii) (F),
- (g) [] Parent Holding Company or control person in accordance with Rule 13d-1 (b) (ii) (G),
- (h) [] Savings Associations as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) [] Church Plan that is excluded from the definition of an investment company under Section 3(c) (14) of the Investment Company Act of 1940,
- (j) [] Group, in accordance with Rule 13d-1(b) (1) (ii) (J).

If this statement is filed pursuant to 13d-1(c), check this box: [x]

Item 4. Ownership.

A. Apple Investors LLC

- a) Amount beneficially owned: up to an aggregate of 658,815 shares of Common Stock issuable upon conversion of the Company's 5.0% convertible debentures (the "Debentures") and upon exercise of warrants to purchase shares of Common Stock (the "Warrants") as of September 3, 1999.
- (b) Percent of class: 9.9% The percentage used herein and in the rest of Item 4 are calculated based upon there being 5,995,885 shares of Common Stock outstanding as reflected in the Form 10K-SB filed by the Company with the Securities and Exchange Commission (the "Commission") on December 31, 1998.
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 658,815
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 658,815

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B. WEC Asset Management LLC

- (a) Amount beneficially owned: up to an aggregate of 658,815 shares of Common Stock issuable upon conversion of the Debentures and upon exercise of the Warrants.
- (b) Percent of class: 9.9%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 658,815
- (iii) Sole power to dispose or direct the disposition: -0-

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

Not applicable.

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

WEC Asset Management LLC, the manager of Apple Investors LLC, shares the power to dispose of and the power to vote the shares of Common Stock beneficially owned by Apple Investors LLC. However, WEC Asset Management LLC disclaims beneficial ownership of these shares. The managing directors of WEC Asset Management LLC are Ethan Benovitz, Daniel Saks and Mark Nordlicht.

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.

Each of the Reporting Persons hereby makes the following 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 of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is

true, complete and correct.

DATED: September 3, 1999

APPLE INVESTORS LLC
By: West End Capital LLC, Manager

By: /s/Ethan Benovitz

Name: Ethan Benovitz
Title: Managing Director

WEC ASSET MANAGEMENT LLC

By: /s/Ethan Benovitz

Name: Ethan Benovitz
Title: Managing Director

Exhibit I

JOINT FILING AGREEMENT

Each of the undersigned hereby agrees that the schedule 13G filed herewith is filed jointly, pursuant to Rule 13d-1(k)(1) of the Securities Exchange Act of 1934, as amended, on behalf of each of them.

Dated: September 3, 1999

APPLE INVESTORS LLC
By: West End Capital LLC, Manager

By: /s/ Ethan Benovitz

Name: Ethan Benovitz
Title: Managing Director

WEC ASSET MANAGEMENT LLC

By: /s/ Ethan Benovitz

Name: Ethan Benovitz
Title: Managing Director