

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934

Release No. 61092 / December 2, 2009

ADMINISTRATIVE PROCEEDING

File No. 3-13680

In the Matter of

**Masterpiece Technology Group,
MBC Holding Co.,
MC Industrial Group, Inc.,
MC Liquidating Corp.,
Medco Health Corp.,
Meridian National Corp.,
MetaSource Group, Inc.,
Micel Corp.,
MicroENERGY, Inc.,
Microleague Multimedia, Inc.,**

Respondents.

**ORDER MAKING FINDINGS AND REVOKING
REGISTRATION OF SECURITIES PURSUANT
TO SECTION 12(j) OF THE SECURITIES
EXCHANGE ACT OF 1934 AS TO MBC
HOLDING CO.**

I.

The Securities and Exchange Commission (“Commission”) deems it necessary and appropriate for the protection of investors to accept the Offer of Settlement submitted by MBC Holding Co. (“MBC Holding” or “Respondent”) pursuant to Rule 240(a) of the Rules of Practice of the Commission, 17 C.F.R. § 201.240(a), for the purpose of settlement of these proceedings initiated against Respondent on November 9, 2009, pursuant to Section 12(j) of the Securities Exchange Act of 1934 (“Exchange Act”).

II.

Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over it and the subject matter of these proceedings, which are admitted, Respondent consents to the entry of this Order

Making Findings and Revoking Registration of Securities Pursuant to Section 12(j) of the Securities Exchange Act of 1934 as to MBC Holding Co. (“Order”), as set forth below.

III.

On the basis of this Order and Respondent’s Offer, the Commission finds that¹:

1. MBC Holding (CIK No. 913159) is an inactive Minnesota corporation located in St. Paul, Minnesota. At all times relevant to this proceeding, the securities of MBC Holding have been registered under Exchange Act Section 12(g). As of November 6, 2009, the company’s stock (symbol “MBRWQ”) was traded on the over-the-counter markets.

2. MBC Holding has failed to comply with Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder because it has not filed any periodic reports with the Commission since the period ended September 30, 2001.

IV.

In view of the foregoing, the Commission deems it necessary and appropriate for the protection of investors to impose the sanctions specified in Respondent’s Offer.

Accordingly, it is hereby ORDERED that:

Pursuant to Exchange Act Section 12(j), registration of each class of Respondent’s securities registered pursuant to Exchange Act Section 12 be, and hereby is, revoked.

For the Commission, by its Secretary, pursuant to delegated authority.

Elizabeth M. Murphy
Secretary

¹The findings herein are made pursuant to Respondent’s Offer of Settlement and are not binding on any other person or entity in this or any other proceeding.