

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 53601 / April 5, 2006**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-12232**

**In the Matter of**  
  
**GMC HOLDING CORPORATION,**  
  
**Respondent.**

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

**I.**

The Securities and Exchange Commission (“Commission”), having issued on March 8, 2006, an Order Instituting Administrative Proceedings and Notice of Hearing Pursuant to Section 12(j) of the Securities Exchange Act of 1934 (“Exchange Act”) against GMC Holding Corporation (“GMC Holding” or “Respondent”), now deems it necessary and appropriate for the protection of investors that an Order Making Findings and Revoking Registration of Securities Pursuant to Section 12(j) of the Securities Exchange Act of 1934 (“Order”) be issued against Respondent.

**II.**

In response to the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. 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, Respondent consents to the entry of the Order as set forth below.

**III.**

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

A. GMC Holding is a Florida corporation formed in 1982 as Here Comes Grandma, Inc., which changed its name to GMC Holding Corp. in 1997. GMC Holding’s common stock has been registered under Section 12(g) of the Exchange Act since August 29, 1998. GMC Holding’s

common stock is currently quoted on the “Pink Sheets” disseminated by Pink Sheets, LLC under the symbol “GMCC.”

B. GMC Holding has failed to comply with Section 13(a) of the Exchange Act and Rules 13a-1 and 13a-13 thereunder, while its common stock was registered with the Commission in that it has not filed an Annual Report on Form 10-K or 10-KSB or any periodic or quarterly reports on Form 10-Q or 10-QSB for any fiscal period subsequent to the initial registration of its stock on August 29, 1998.

#### IV.

Section 12(j) of the Exchange Act provides as follows:

The Commission is authorized, by order, as it deems necessary or appropriate for the protection of investors to deny, to suspend the effective date of, to suspend for a period not exceeding twelve months, or to revoke the registration of a security, if the Commission finds, on the record after notice and opportunity for hearing, that the issuer of such security has failed to comply with any provision of this title or the rules and regulations thereunder. No member of a national securities exchange, broker, or dealer shall make use of the mails or any means of instrumentality of interstate commerce to effect any transaction in, or to induce the purchase or sale of, any security the registration of which has been and is suspended or revoked pursuant to the preceding sentence.

In view of the foregoing, the Commission finds that it is necessary and appropriate for the protection of investors to impose the sanction specified in Respondent’s Offer.

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

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

Nancy M. Morris  
Secretary