

SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Order Granting the Application of Tasty Baking Company to Withdraw its Common Stock, \$.50 par value, and Common Stock Purchase Rights from Listing and Registration on the New York Stock Exchange, Inc. File No. 1-05084

March 7, 2006

On October 19, 2005, Tasty Baking Company, a Pennsylvania corporation ("Issuer"), filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 12d2-2(d) thereunder,² to withdraw its common stock, \$.50 par value, and common stock purchase rights (collectively "Securities"), from listing and registration on the New York Stock Exchange, Inc. ("NYSE"). Notice of such application was published in the Federal Register on February 14, 2006.³ No comments were received. As discussed below, the Commission is granting the application.

The Board of Directors ("Board") of the Issuer approved resolutions on October 6, 2005 to withdraw the Securities from listing and registration on NYSE and to list the Securities on the Nasdaq National Market ("Nasdaq"). The Board determined that it is in the best interests of the Issuer to list the Securities on Nasdaq.

The Issuer stated in its application that it has complied with NYSE's rules governing an issuer's voluntary withdrawal of a security from listing and registration by providing NYSE with the required documents governing the removal of securities from listing and registration on NYSE. The Issuer's application relates solely to the withdrawal of the Securities from

¹ 15 U.S.C. 78l(d).

² 17 CFR 240.12d2-2(d).

³ See Securities Exchange Act Release No. 53237 (February 7, 2006), 71 FR 7817.

listing on NYSE and from registration under Section 12(b) of the Act⁴ and shall not affect their obligation to be registered under Section 12(g) of the Act.⁵

The Commission, having considered the facts stated in the application and having due regard for the public interest and protection of investors, orders that the application be, and it hereby is, granted, effective at the opening of business on March 8, 2006.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.⁶

Nancy M. Morris
Secretary

⁴ 15 U.S.C. 78j(b).

⁵ 15 U.S.C. 78j(g).

⁶ 17 CFR 200.30-3(a)(1).