

SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Notice of 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

February 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").

The Board of Directors ("Board") of the Issuer approved resolutions on October 6, 2005 to withdraw the Securities from listing and registration on the 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.

¹ 15 U.S.C. 78j(d).

² 17 CFR 240.12d2-2(d).

The Issuer's application relates solely to the withdrawal of the Securities from listing on the NYSE and from registration under Section 12(b) of the Act,³ and shall not affect its obligation to be registered under Section 12(g) of the Act.⁴

Any interested person may, on or before March 6, 2006, comment on the facts bearing upon whether the application has been made in accordance with the rules of NYSE, and what terms, if any, should be imposed by the Commission for the protection of investors. All comment letters may be submitted by either of the following methods:

Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/delist.shtml>);
- or
- Send an e-mail to rule-comments@sec.gov. Please include the File Number 1-05084

or;

Paper comments:

- Send paper comments in triplicate to Nancy M. Morris, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number 1-05084. This file number should be included on the subject line if e-mail is used. To help us process and review your comments more efficiently, please use only one method. The Commission will post all comments on the

³ 15 U.S.C. 781(b).

⁴ 15 U.S.C. 781(g).

Commission's Internet Web site (<http://www.sec.gov/rules/delist.shtml>). Comments are also available for public inspection and copying in the Commission's Public Reference Room. All comments received will be posted without change; we do not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

The Commission, based on the information submitted to it, will issue an order granting the application after the date mentioned above, unless the Commission determines to order a hearing on the matter.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.⁵

Nancy M. Morris
Secretary

⁵ 17 CFR 200.30-3(a)(1).