

SECURITIES AND EXCHANGE COMMISSION

Self-Regulatory Organizations; Order Granting Application to Strike from Listing and Registration on the American Stock Exchange LLC (Farmstead Telephone Group, Inc., Common Stock, \$.001 par value) File No. 1-12155

January 13, 2006

On January 5, 2006, the American Stock Exchange LLC ("Amex" or "Exchange") 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(c) thereunder,² to strike the common stock, \$.001 par value ("Security"), of Farmstead Telephone Group, Inc. ("Company") from listing and registration on Amex.

Amex listing standards provide, among other things, that Amex may consider removing the security of an issuer from listing and registration when: (i) the financial condition and/or operating results of the issuer appear to be unsatisfactory; (ii) the issuer has failed to comply with its listing agreements with the Exchange; or (iii) any other event shall occur or any condition shall exist which makes further dealings on the Exchange unwarranted.

In applying these standards, Amex considers delisting the securities of a company that has: (i) shareholders' equity of less than \$2,000,000 if the company has reported losses from continuing operations and/or net losses in two of its three most recent fiscal years (Section 1003(a)(i) of the Amex Company Guide ("Company Guide")); or (ii) shareholders' equity of less than \$4,000,000 if the company has reported losses from continuing operations and/or net losses in three of its four most recent fiscal years (Section 1003(a)(ii) of the Company Guide).

¹ 15 U.S.C. 78l(d).

² 17 CFR 240.12d2-2(c).

Amex stated in its application filed with the Commission that the Security no longer qualifies for continued listing and registration, for the following reasons:

1. The Company has incurred net losses as follows:

<u>Fiscal years ended</u>	<u>Net Income (Loss)</u>
December 31, 2004	(\$1,424,000)
December 31, 2003	(\$709,000)
December 31, 2002	(\$2,530,000)
December 31, 2001	(\$1,708,000)

2. For the nine-month period ended September 30, 2005, the Company reported additional net losses of \$1,816,000 and at September 30, 2005, the Company reported a shareholders' equity of \$1,352,000, and an accumulated deficit of \$12,236,000.

By letter dated May 7, 2004, in accordance with Section 1009 of the Company Guide, Amex advised the Company of its status in relation to the standards of the Exchange and offered the Company an opportunity to submit a business plan in support of continued listing. The Exchange's letter advised the Company that the Company would need to regain compliance with the Exchange's continued listing standards by November 7, 2005. The Company submitted its plan by letters dated June 14, 2004 and July 13, 2004. The Exchange accepted the Company's plan by letter dated July 19, 2004.

The Company failed to regain compliance with the Exchange's continued listing standards by November 7, 2005. Subsequently, the Exchange determined that that the Security did not qualify for continued listing. This determination, along with the Company's right to appeal, was communicated to the Company by letter dated November 8, 2005. By correspondence dated November 16, 2005, the Company appealed the Exchange's determination and requested an oral hearing to review the Exchange's determination.

On December 15, 2005, the Exchange's Listing Qualifications Panel ("Panel") conducted an oral hearing. By letter dated December 19, 2005, the Exchange notified the Company of the Panel's decision to deny the Company's appeal for continued listing of the Security on Amex and authorized delisting proceedings. The letter also informed the Company of its right, in accordance with Section 1205 of the Company Guide, to request that the Exchange's Committee on Securities ("Committee") review the Panel's decision within fifteen days. The Company did not request to the Committee to review the Panel's decision.

The Commission, having considered the facts stated in Amex's 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 January 17, 2006.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.³

Nancy M. Morris
Secretary

³ 17 CFR 200.30-3(a)(1).