

## SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Order Granting the Application of Burlington Northern Santa Fe Corporation to Withdraw its Common Stock, \$.01 par value, from Listing and Registration on the Chicago Stock Exchange, Inc. File No. 1-11535

February 14, 2006

On January 11, 2006, Burlington Northern Santa Fe Corporation, a Delaware 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")<sup>1</sup> and Rule 12d2-2(d) thereunder,<sup>2</sup> to withdraw its common stock, \$.01 par value ("Security"), from listing and registration on the Chicago Stock Exchange, Inc. ("CHX"). Notice of such application requesting comments was published in the Federal Register on January 23, 2006.<sup>3</sup> No comments were received. As discussed below, the Commission is granting the application.

The Board of Directors ("Board") of the Issuer approved resolutions on December 8, 2005 to withdraw the Security from CHX. The Issuer stated that the Board decided to withdraw the Security from CHX because the benefits of continued listing on CHX do not outweigh the incremental cost of the listing fees and the administrative burden associated with listing on CHX. The Issuer stated that the Security is listed on the New York Stock Exchange, Inc. ("NYSE") and will continue to list on NYSE.

The Issuer stated in its application that it has complied with applicable rules of CHX by complying with all applicable laws in the State of Delaware, the state in which the Issuer is

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<sup>1</sup> 15 U.S.C. 78l(d).

<sup>2</sup> 17 CFR 240.12d2-2(d).

<sup>3</sup> See Securities Exchange Act Release No. 53120 (January 13, 2006), 71 FR 3549.

incorporated, and by providing CHX with the required documents governing the withdrawal of securities from listing and registration on CHX. The Issuer's application relates solely to the withdrawal of the Security from listing on CHX and shall not affect its continued listing on NYSE or its obligation to be registered under Section 12(b) of the Act.<sup>4</sup>

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 February 15, 2006.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.<sup>5</sup>

Nancy M. Morris  
Secretary

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<sup>4</sup> 15 U.S.C. 781(b).

<sup>5</sup> 17 CFR 200.30-3(a)(1).