

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 Pacific Exchange, Inc. File No. 1-11535

February 7, 2006

On December 20, 2005, 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")¹ and Rule 12d2-2(d) thereunder,² to withdraw its common stock, \$.01 par value ("Security"), from listing and registration on the Pacific Exchange, Inc. ("PCX"). Notice of such application requesting comments was published in the Federal Register on January 13, 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 December 8, 2005 to withdraw the Security from PCX. The Issuer stated that the Board decided to withdraw the Security from PCX because the benefits of continued listing on PCX do not outweigh the incremental cost of the listing fees and the administrative burden associated with listing on PCX. 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 PCX by complying with all applicable laws in the State of Delaware, the state in which the Issuer is

¹ 15 U.S.C. 78l(d).

² 17 CFR 240.12d2-2(d).

³ See Securities Exchange Act Release No. 53075 (January 6, 2006), 71 FR 2278.

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

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 8, 2006.

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

Nancy M. Morris
Secretary

⁴ 15 U.S.C. 781(b).

⁵ 17 CFR 200.30-3(a)(1).