

activities that do not add to the burden that would be imposed by the collection of information.

Certain aspects of the collection of information, however, may impose a burden. For an issuer to establish a QLCC, the QLCC must adopt written procedures for the confidential receipt, retention, and consideration of any report of evidence of a material violation. We estimate for purposes of the PRA that there are approximately 17,710 issuers that are subject to the rules.¹ Of these, we estimate that approximately ten percent, or 1,771, will establish a QLCC.² Establishing the written procedures required by the rule should not impose a significant burden. We assume that an issuer would incur a greater burden in the year that it first establishes the procedures than in subsequent years, in which the burden would be incurred in updating, reviewing, or modifying the procedures. For purposes of the PRA, we assume that an issuer would spend 6 hours every three-year period on the procedures. This would result in an average burden of 2 hours per year. Thus, we estimate for purposes of the PRA that the total annual burden imposed by the collection of information would be 3,542 hours. Assuming half of the burden hours will be incurred by outside counsel at a rate of \$300 per hour would result in a cost of \$531,300.

The estimate of average burden hours is made solely for the purposes of the Paperwork Reduction Act, and is not derived from a comprehensive or even a representative survey or study. An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

Written comments are requested on: (a) Whether the collection of information is necessary for the proper performance of the functions of the Commission, including whether the information has practical utility; (b) the accuracy of the Commission's estimate of the burden[s] of the collection of

information; (c) ways to enhance the quality, utility, and clarity of the information collected; and (d) ways to minimize the burden of the collection of information on respondents, including through the use of automated collection techniques or other forms of information technology. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication.

Please direct your written comments to R. Corey Booth, Director/Chief Information Officer, Office of Information Technology, Securities and Exchange Commission, 100 F St., NE., Washington, DC 20549.

Dated: January 12, 2006.

Nancy M. Morris,
Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[File No. 1-11535]

Issuer Delisting; Notice of 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.

January 13, 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")¹ and Rule 12d2-2(d) thereunder,² to withdraw its common stock, \$.01 par value ("Security"), from listing and registration on the Chicago Stock Exchange, Inc. ("CHX").

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 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.³

Any interested person may, on or before February 9, 2006, comment on the facts bearing upon whether the application has been made in accordance with the rules of CHX, 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

- Send an e-mail to rule-comments@sec.gov. Please include the File Number 1-11535 or;

Paper Comments

- Send paper comments in triplicate to Nancy M. Morris, Secretary, Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549-9303.

All submissions should refer to File Number 1-11535. 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 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.⁴

Nancy M. Morris,
Secretary.

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¹ This estimate is based, in part, on the total number of operating companies that filed annual reports on Form 10-K, Form 20-F, or Form 40-F, during the 2005 fiscal year and an estimate of the average number of issuers that may have a registration statement filed under the Securities Act pending with the Commission at any time (13,660). In addition, we estimate that approximately 4,050 investment companies currently file periodic reports on Form N-SAR.

² Indications are that the 2003 estimate of the percentage of issuers that would establish QLCC's (20%) was high. Our adjusted estimate in the percentage of QLCC's (10%) results in a reduced burden estimate as compared to the previously approved collection.

¹ 15 U.S.C. 78l(d).

² 17 CFR 240.12d2-2(d).

³ 15 U.S.C. 78l(b).

⁴ 17 CFR 200.30-3(a)(1).