

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 10-Q**

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934.

**For the quarterly period ended March 31, 2010**

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934.

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 000-53662

**BUTTE HIGHLANDS MINING COMPANY**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

81-0409475

(I.R.S. Employer Identification No.)

P.O. Box 99, Liberty Lake, WA

(Address of principal executive offices)

99019

(Zip Code)

509) 979-3053

(Issuer's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all documents and reports required to be filed by Sections 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filings for the past 90 days.

YES ☒ NO ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☒ No ☐

**APPLICABLE ONLY TO CORPORATE ISSUERS:**

State the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: At May 12, 2010, there were 1,317,948 shares of Class A Common Stock and 1,663,941 shares of Class B Common Stock issued and outstanding.

**BUTTE HIGHLANDS MINING COMPANY**  
*(A Development Stage Company)*  
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## PART I.

### ITEM 1. FINANCIAL STATEMENTS

**BUTTE HIGHLANDS MINING COMPANY**  
**(A Development Stage Company)**  
**BALANCE SHEETS**

	March 31 2010 (unaudited)	December 31 2009
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 212,331	\$ 202,496
Accrued interest	1,109	1,109
Refund receivable	16,332	19,478
Total Current Assets	<u>229,772</u>	<u>223,083</u>
<b>PROPERTY AND EQUIPMENT</b>		
Equipment	4,338	4,338
Less: accumulated depreciation	(4,186)	(4,159)
Total Property and Equipment	<u>152</u>	<u>179</u>
<b>OTHER ASSETS</b>		
Investments	86,100	116,640
Total Other Assets	<u>86,100</u>	<u>116,640</u>
<b>TOTAL ASSETS</b>	<u>\$ 316,024</u>	<u>\$ 339,902</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable	\$ 1,059	\$ 1,875
Total Current Liabilities	<u>1,059</u>	<u>1,875</u>
<b>COMMITMENTS AND CONTINGENCIES</b>	<u>-</u>	<u>-</u>
<b>STOCKHOLDERS' EQUITY</b>		
Common stock, Class A, \$0.01 par value 23,292,907 shares authorized; 1,317,948 shares issued and outstanding, respectively	13,179	13,179
Common stock, Class B, \$0.01 par value 1,707,093 shares authorized; 1,663,941 shares issued and outstanding, respectively	16,640	16,640
Additional paid-in capital	242,632	242,632
Accumulated income prior to development stage	476,706	476,706
Accumulated deficit during development stage	(481,752)	(477,010)
Other comprehensive income	47,560	65,880
Total Stockholders' Equity	<u>314,965</u>	<u>338,027</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<u>\$ 316,024</u>	<u>\$ 339,902</u>

The accompanying condensed notes are an integral part of these interim financial statements.

**BUTTE HIGHLANDS MINING COMPANY**  
**(A Development Stage Company)**  
**STATEMENTS OF OPERATION**

	Three Months Ended March 31		Period from May 18, 2007 (Inception of Development Stage) to March 31,	Period from May 18, 2007 (Inception of Development Stage) to December 31,
	2010 (unaudited)	2009 (unaudited)	2010 (unaudited)	2009
<b>MINERAL LEASE REVENUES</b>	\$ -	\$ -	\$ -	0
<b>OPERATING EXPENSES</b>				
Professional fees	16,905	14,001	122,064	105,159
Depreciation	27	59	1,142	1,115
Officers & directors fees	-	-	2,000	2,000
General and administrative	2,338	300	25,951	23,613
<b>TOTAL OPERATING EXPENSES</b>	<u>19,270</u>	<u>14,360</u>	<u>151,157</u>	<u>131,887</u>
<b>INCOME (LOSS) FROM OPERATIONS</b>	(19,270)	(14,360)	(151,157)	(131,887)
<b>OTHER INCOME (EXPENSES)</b>				
Interest income	26	88	7,784	7,758
Interest expense	-	-	(553)	(553)
Other expense	(459)	-	(459)	-
Other than temporary impairment of investment	-	-	(165,240)	(165,240)
Gain on sale of investment	14,961	-	14,961	-
<b>TOTAL OTHER INCOME (EXPENSES)</b>	<u>14,528</u>	<u>88</u>	<u>(143,507)</u>	<u>(158,035)</u>
<b>INCOME (LOSS) BEFORE TAXES</b>	<u>(4,742)</u>	<u>(14,272)</u>	<u>(294,664)</u>	<u>(289,922)</u>
<b>INCOME TAXES</b>				
Income tax benefit	-	-	(15,501)	(15,501)
Tax expense	-	-	(171,587)	(171,587)
	<u>-</u>	<u>-</u>	<u>(187,088)</u>	<u>(187,088)</u>
<b>NET INCOME (LOSS)</b>	\$ <u>(4,742)</u>	\$ <u>(14,272)</u>	\$ <u>(481,752)</u>	<u>(477,010)</u>
<b>OTHER COMPREHENSIVE INCOME (LOSS)</b>				
Unrealized gain (loss) on available for sale securities	<u>(2,460)</u>	<u>(20,520)</u>	<u>(2,560)</u>	<u>65,880</u>
<b>COMPREHENSIVE INCOME (LOSS)</b>	<u>(7,202)</u>	<u>(34,792)</u>	<u>(484,312)</u>	<u>(411,130)</u>
<b>NET LOSS PER COMMON SHARE, BASIC AND DILUTED</b>	\$ <u>nil</u>	\$ <u>nil</u>		
<b>WEIGHTED AVERAGE NUMBER OF COMMON STOCK SHARES OUTSTANDING, BASIC AND DILUTED</b>	<u>2,981,889</u>	<u>2,981,889</u>		

The accompanying condensed notes are an integral part of these interim financial statements.

**BUTTE HIGHLANDS MINING COMPANY****(A Development Stage Company)****STATEMENTS OF CASH FLOWS**

	Three Months Ended March 31		Period from May 18, 2007 (Inception of Development Stage) to March 31 2010
	2010 (unaudited)	2009 (unaudited)	
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income (loss)	\$ (4,742)	\$ (14,272)	\$ (481,752)
Adjustments to reconcile net income (loss) to net cash provided (used) by operating activities:			
Depreciation	27	59	1,142
Gain on sale of investments	(14,961)	-	(14,961)
Other than temporary impairment of investment	-	-	165,240
Changes in assets and liabilities:			
Decrease (increase) in prepaid expense	-	-	961
Decrease (increase) in deferred tax asset	-	-	50,830
Decrease (increase) in interest receivable	-	-	(1,109)
Decrease (increase) in refund receivable	3,146	-	(16,332)
Increase (decrease) in accounts payable	(816)	3,136	1,060
Net cash used by operating activities	<u>(17,346)</u>	<u>(11,077)</u>	<u>(294,921)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Cash paid for equipment purchased	-	-	(543)
Cash received for mining claims	-	-	405,000
Cash received for sale of investment	<u>27,181</u>	<u>-</u>	<u>27,181</u>
Net cash used by investing activities	<u>27,181</u>	<u>-</u>	<u>431,638</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Cash received from sale of common stock	<u>-</u>	<u>-</u>	<u>35,000</u>
Net cash used by financing activities	<u>-</u>	<u>-</u>	<u>35,000</u>
<b>DECREASE IN CASH AND CASH EQUIVALENTS</b>	9,835	(11,077)	171,717
<b>Cash, beginning of period</b>	<u>202,496</u>	<u>237,043</u>	<u>40,614</u>
<b>Cash, end of period</b>	<u>\$ 212,331</u>	<u>\$ 225,966</u>	<u>\$ 212,331</u>
<b>SUPPLEMENTAL CASH FLOW INFORMATION:</b>			
Interest paid	\$ <u>-</u>	\$ <u>-</u>	
Income taxes paid	\$ <u>-</u>	\$ <u>-</u>	
<b>NON-CASH INVESTING AND FINANCING ACTIVITIES:</b>			
Investment received for mining claims	\$ -	\$ -	\$ 216,000

The accompanying condensed notes are an integral part of these interim financial statements.

**BUTTE HIGHLANDS MINING COMPANY**  
**(A Development Stage Company)**  
**CONDENSED NOTES TO THE INTERIM FINANCIAL STATEMENTS**  
**March 31, 2010**

**NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS**

Butte Highlands Mining Company (hereinafter “Butte” or “the Company”) was incorporated in May 1929 under the laws of the State of Delaware for the purpose of exploring and mining the Butte Highland’s (Only Chance) Mine, south of Butte, Montana. The Company was reorganized in October 1996 for the purpose of acquiring and developing mineral properties. As of the date of reorganization, stockholders representing approximately 76% of the outstanding capital stock could not be located. In order to obtain the quorum necessary for the special meetings, the Company obtained an order from the Superior Court of Spokane County, Washington appointing a trustee for the benefit of those stockholders which could not be located.

As of May 17, 2007 the Company had disposed of all of its historical mineral properties or claims, and has reentered the development stage. The Board of Directors intends to seek out an appropriate business opportunity and has not limited its search to any particular industry. Management believes it can identify opportunities in several sectors and will proceed with the appropriate diligence to create value for the shareholders. Operations are primarily conducted from the Company headquarters in Spokane, Washington.

The foregoing unaudited interim financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information. Accordingly, these financial statements do not include all of the disclosures required by generally accepted accounting principles in the United States of America for complete financial statements. These unaudited interim financial statements should be read in conjunction with the Company’s audited financial statements for the year ended December 31, 2009. In the opinion of management, the unaudited interim financial statements furnished herein includes all adjustments, all of which are of a normal recurring nature, necessary for a fair statement of the results for the interim period presented. Operating results for the three month period ended March 31, 2010 are not necessarily indicative of the results that may be expected for the year ending December 31, 2010.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

This summary of significant accounting policies of Butte Highlands Mining Company is presented to assist in understanding the Company’s financial statements. The financial statements and notes are representations of the Company’s management, which is responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States and have been consistently applied in the preparation of the financial statements.

Recent Accounting Pronouncements

In February 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update 2010-09, *Subsequent Events (Topic 855): Amendments to Certain Recognition and Disclosure Requirements*. This Update amends to Subtopic 855-10, Subsequent Events – Overall, to require SEC filers to evaluate subsequent events through the date that the financial statements are issued.

**BUTTE HIGHLANDS MINING COMPANY**  
**(A Development Stage Company)**  
**CONDENSED NOTES TO THE INTERIM FINANCIAL STATEMENTS**  
**March 31, 2010**

Marketable Securities

The Company accounts for marketable securities as required by ASC 320 *Investments – Debt & Equity* Topic of the FASB Accounting Standards Codification. At acquisition, an entity shall classify debt securities and equity securities into one of the following three categories:

Held to Maturity – the positive intent and ability to hold to maturity. Amounts are reported at amortized cost, adjusted for amortization of premiums and accretion of discounts.

Trading Securities – bought principally for purpose of selling them in the near term. Amounts are reported at fair value, with unrealized gains and losses included in earnings.

Available for Sale – not classified in one of the above categories. Amounts are reported at fair value, with unrealized gains and losses excluded from earnings and reported separately as a component of stockholders' equity.

At this time, the Company holds securities classified as available for sale. See “Note 3, Investments” for further details.

Property and Equipment

Fixed assets are recorded at cost. Depreciation is provided using the straight line method over the estimated useful lives of the assets. Maintenance and repairs are charged to expense as incurred. Major renewals and betterments are capitalized. When items of property and equipment are sold or retired, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is included in the results of operations. Depreciation expense for the periods ended March 31, 2010 and 2009 was \$27 and \$59, respectively.

Fair Value of Financial Instruments

The Company's financial instruments as defined by FASB ASC 825-10-50, include cash, receivables, accounts payable and accrued expenses. All instruments are accounted for on a historical cost basis, which, due to the short maturity of these financial instruments, approximates fair value at March 31, 2010.

FASB ASC 820 defines fair value, establishes a framework for measuring fair value in accordance with generally accepted accounting principles, and expands disclosures about fair value measurements. FASB ASC 820 establishes a three-tier fair value hierarchy which prioritizes the inputs used in measuring fair value as follows:

Level 1. Observable inputs such as quoted prices in active markets;

Level 2. Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and

Level 3. Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The Company measures its investments at fair value on a recurring basis. See Note 3.

**BUTTE HIGHLANDS MINING COMPANY**  
**(A Development Stage Company)**  
**CONDENSED NOTES TO THE INTERIM FINANCIAL STATEMENTS**  
**March 31, 2010**

The following table represents our assets by level measured at fair value on a recurring basis at March 31, 2010.

Description	Level 1	Level 2	Level 3
<b>Assets</b>			
Investments	\$ 86,100	\$ -	\$ -

Provision for Taxes

Income taxes are provided based upon the liability method of accounting pursuant to ASC 740-10-25 *Income Taxes – Recognition*. Under the approach, deferred income taxes are recorded to reflect the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial reporting amounts at each year-end. A valuation allowance is recorded against deferred tax assets if management does not believe the Company has met the “more likely than not” standard imposed by ASC 740-10-25-5 to allow recognition of such an asset. See Note 5.

**NOTE 3 - INVESTMENTS**

The Company holds securities classified as available for sale. Amounts are reported at fair value, with unrealized gains and losses excluded from earnings and reported separately as a component of stockholders’ equity. The cost of securities sold is based on the specific identification method; realized gains and losses resulting from such sales are included in investment income.

Investment securities are reviewed for impairment in accordance with ASC 320-10 Investments - Debt and Equity Securities. We periodically review our investments for indications of other than temporary impairment considering many factors, including the extent and duration to which a security's fair value has been less than its cost, overall economic and market conditions, and the financial condition and specific prospects for the issuer. Impairment of investment securities results in a charge to income when a market decline below cost is other than temporary.

Unrealized gains and losses are recorded on the income statement as other comprehensive income (loss) and also on the balance sheet as other comprehensive income. The Company recognized an unrealized loss for the period ended March 31, 2010 of \$2,460 and an unrealized loss for the period ended March 31, 2009 of \$20,520.

The following summarizes the securities available for sale at March 31, 2010:

Security	# of Shares	Cost	Market Value
Timberline Resources	82,000	\$ 38,540	\$ 86,100

The fair value of securities is determined by quoted market prices.

**NOTE 4 – RELATED PARTY TRANSACTIONS**

The Company utilized office facilities provided by its president. The value of the office facilities provided by the Company’s president is nominal and immaterial to the financial statements.



**BUTTE HIGHLANDS MINING COMPANY**  
**(A Development Stage Company)**  
**CONDENSED NOTES TO THE INTERIM FINANCIAL STATEMENTS**  
**March 31, 2010**

**NOTE 5 – INCOME TAXES**

Income taxes are provided based upon the liability method of accounting pursuant to ASC 740-10-25 *Income Taxes – Recognition*. Under this approach, deferred income taxes are recorded to reflect the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial reporting amounts at each year-end. A valuation allowance is recorded against deferred tax assets if management does not believe the Company has met the “more likely than not” standard imposed by ASC 740-10-25-5.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amount used for income tax purposes.

Significant components of the deferred tax assets for the periods ended March 31, 2010 and December 31, 2009 are as follows:

	March 31, 2010	December 31, 2009
Net operating loss carryforwards	1,020	-
Unrealized loss on investments	42,656	56,182
Deferred tax asset	43,676	56,182
Valuation allowance for deferred asset	(43,676)	(56,182)
Net deferred tax asset	<u>-</u>	<u>-</u>

At March 31, 2010, the Company has net operating loss carryforwards of approximately \$4,742, which begin to expire in the year 2030. The change in the allowance account from December 31, 2009 to March 31, 2010 was \$12,506.

**NOTE 6 – SUBSEQUENT EVENTS**

For the period ended March 31, 2010, there were no recognizable or non recognizable subsequent events. Subsequent events have been evaluated through the date the financial statements were issued.

## **ITEM 2.       MANAGEMENTS DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

### **Cautionary Statement**

Some sections of this management's discussion and analysis of our financial condition and results of operations may contain forward-looking statements. Forward-looking statements include statements concerning plans, objectives, goals, strategies, future events or performance and underlying assumptions that are not statements of historical facts. This document and any other written or oral statements made by us or on our behalf may include forward-looking statements, which reflect our current views with respect to future events and financial performance. The words "believe," "expect," "anticipate," "intends," "estimates," "forecast," "project" and similar expressions identify forward-looking statements. The forward-looking statements in this document are based upon various assumptions, and although we believe that these assumptions were reasonable when made, these statements are not guarantees of future performance and are subject to certain risks and uncertainties, some of which are beyond our control, and are difficult to predict. Actual results could differ materially from those expressed in forward-looking statements. Readers are cautioned not to place undue reliance on any forward-looking statements, which reflect management's view only as of the date of this report.

### **Business of Butte Highlands Mining Company**

Butte Highlands Mining Company (hereinafter "Butte," "We" or "the Company") was incorporated in May 1929 under the laws of the State of Delaware for the purpose of exploring and mining the Butte Highland's (Only Chance) Mine, south of Butte, Montana. The Company is inactive, having sold the last of its mining claims in 2007.

We intend to acquire an interest in a business seeking the perceived advantages of a publicly registered corporation. We will not restrict our search to any specific business or industry, and We may participate in a business venture of virtually any kind or nature. The Company may seek a business opportunity with an entity which has recently commenced operations, wishes to utilize the public marketplace in order to raise additional capital to expand into new products or markets, develop a new product or service, or for other corporate purposes. The Company may acquire assets and/or establish subsidiaries in various businesses, or acquire existing businesses as subsidiaries. Business opportunities may be available in many different industries at various stages of development, all of which will make the task of comparative investigation and analysis of such business opportunities extremely difficult and complex.

Management of the Company, while not experienced in matters relating to the new direction of the Company, will rely primarily upon their own efforts to accomplish the business purposes. The Company does not anticipate a significant change in the number of employees during the next 12 months. It is not anticipated that any outside consultants or advisors, other than the Company's legal counsel, will be utilized to effectuate its business purposes described herein. During the next twelve months, the Company expects to be able to satisfy its cash requirements, and does not foresee the need to raise additional capital during this period.

Effective July 6, 2009 the Company's Class A Common Stock was registered under the Securities Exchange Act of 1934. Effective April 29, 2010, our Class A Common Stock was listed for quotation on the OTC Bulletin Board. Our trading symbol is "BTHI"

### *Result of Operations for period ended March 31, 2010 compared to the period ended March 31, 2009*

During the three month period ended March 31, 2010, the Company had a net loss of \$4,742 compared to a net loss of \$14,272 during the three month period ended March 31, 2009. This represents a decreased net loss of \$9,530 during the three month period ended March 31, 2010. The decrease in net loss is attributable to a gain on the sale of an investment over the respective three month period ended March 31, 2009.

Total operating expenses increased to \$19,270 during the three month period ended March 31, 2010 from \$14,260 for the comparable period ended March 31, 2009. The increase is primarily attributable to increased depreciation and general and administrative expenses over the respective three month period ended March 31, 2009.

### *Liquidity and Capital Resources*

The Company's working capital at March 31, 2010 was \$228,263 compared to working capital of \$221,208 at December 31, 2009. Working capital increased primarily due to the cash received from the sale of an investment.

Net cash used in operating activities was \$17,346 during the three month period ended March 31, 2010 compared with \$11,077 during the three month period ended March 31, 2009.

Cash flow from investing activities was \$27,181 during the three month period ended March 31, 2010 compared to \$0 during the three month period ended March 31, 2009.

Cash flow from financing activities was \$0 during the three month period ended March 31, 2010 compared with \$0 during the three month period ended March 31, 2010.

As a result, cash decreased by \$13,635 during the three month period ended March 31, 2010. The Company had cash of \$212,331 as of March 31, 2010. It will not be necessary for the Company to raise additional capital to continue its business activities during the next twelve months.

### *Off-Balance Sheet Arrangements*

There are no preliminary agreements or understandings between the Company and its officers and directors or affiliates or lending institutions with respect to any loan agreements.

## **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Smaller reporting companies are not required to provide this information.

## **ITEM 4. CONTROLS AND PROCEDURES**

### **a) Evaluation of Disclosure Controls and Procedures**

In connection with the preparation of this report on Form 10-Q, an evaluation was carried out by the Company's management, with the participation of the chief executive officer and the chief financial officer, of the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 ("Exchange Act")). Disclosure controls and procedures are designed to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the Commission's

rules and forms and that such information is accumulated and communicated to management, including the chief executive officer and the chief financial officer, to allow timely decisions regarding required disclosures.

Based on that evaluation, the Company's management concluded, as of the end of the period covered by this report, that the Company's disclosure controls and procedures were not effective in recording, processing, summarizing, and reporting information required to be disclosed, within the time periods specified in the Commission's rules and forms, and that such information was accumulated and communicated to management, including the chief executive officer and the chief financial officer, to allow timely decisions regarding required disclosures.

b) Changes in Internal Control over Financial Reporting

There have been no changes in internal control over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) during the period ended March 31, 2010 that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

## **PART II – OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

None

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

None

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None

**ITEM 4. REMOVED AND RESERVED**

**ITEM 5. OTHER INFORMATION**

None

**ITEM 6. EXHIBITS (filed with this report)**

Exhibit 31.1	Certification required by Rule 13a-14(a) or Rule 15d-14(a)
Exhibit 31.2	Certification required by Rule 13a-14(a) or Rule 15d-14(a)
Exhibit 32.1	Certification required by Rule 13a-14(b) or Rule 15d-14(b) and section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350
Exhibit 32.2	Certification required by Rule 13a-14(b) or Rule 15d-14(b) and section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350

## **SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**BUTTE HIGHLANDS MINING COMPANY**

By: /s/ Paul Hatfield

Paul Hatfield, President and Director

Date: May 20, 2010

By /s/ Paul Hatfield

Paul Hatfield, Principal Accounting Officer

Date: May 20, 2010

Exhibit 31.1

CERTIFICATION

I, Paul Hatfield, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Butte Highlands Mining Company.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report.
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and we have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities particularly during the period in which this report is being prepared;
  - b) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - c) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter( the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting.
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent function):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: May 20, 2010

By: /s/ Paul Hatfield

Paul Hatfield, President and Director

Exhibit 31.2

CERTIFICATION

I, Paul Hatfield, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Butte Highlands Mining Company.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report.
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and we have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities particularly during the period in which this report is being prepared;
  - b) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - c) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter( the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting.
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent function):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: May 20, 2010

By: /s/ Paul Hatfield

Paul Hatfield, Principal Accounting Officer and Director

Exhibit 32.1

**CERTIFICATION PURSUANT TO THE SARBANES-OXLEY ACT**  
**18 U.S.C. SECTION 1350**  
**AS ADOPTED PURSUANT TO SECTION 906**  
**OF THE SARBANES-OXLEY ACT OF 2002**

I, Paul Hatfield, President and a Director of Butte Highlands Mining Company, (the “Company”) do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. This Quarterly Report on Form 10-Q of the Company for the quarter ended March 31, 2010, as filed with the Securities and Exchange Commission (the “report”), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: MAY 20, 2010

By: /s/ Paul Hatfield  
Paul Hatfield, President and Director



Exhibit 32.2

**CERTIFICATION PURSUANT TO THE SARBANES-OXLEY ACT**  
**18 U.S.C. SECTION 1350**  
**AS ADOPTED PURSUANT TO SECTION 906**  
**OF THE SARBANES-OXLEY ACT OF 2002**

I, Paul Hatfield, director and Principal Accounting Officer of Butte Highlands Mining Company, (the “Company”) do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. This Quarterly Report on Form 10-Q of the Company for the period ended March 31, 2010, as filed with the Securities and Exchange Commission (the “report”), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 20, 2010

By     /s/ Paul Hatfield      
Paul Hatfield, Principal Accounting Officer and Director