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

**FORM 10-QSB**

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

**For the quarterly period ended May 31, 2006**

OR

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

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

**Silver Butte Co., Inc.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of incorporation)

**001-05970**

(Commission File Number)

**82-0263301**

(IRS Employer Identification No.)

**520 Cedar Street, Sandpoint, ID**

(Address of principal executive offices)

**83864**

(Zip Code)

**(208) 263-5154**

(Issuer's telephone number, including area code)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for at least the past 90 days. **Yes [X] No**

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act.) **[X] Yes [ ] No**

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: **At June 30, 2006, 17,277,080 shares of the Company's common stock were outstanding.**

Transitional Small Business Disclosure Format (check one); Yes ☐ No ☒

SEC 2334 (9-05) **Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**SILVER BUTTE CO., INC.**  
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## PART I.

### ITEM 1. FINANCIAL INFORMATION

#### Silver Butte Co., Inc.

#### Balance Sheets, May 31, 2006 (Unaudited) and August 31, 2005

	May 31, 2006 (Unaudited)	August 31, 2005
<b>ASSETS</b>		
Current assets:		
Cash	\$ 18,131	\$ 5,558
Total current assets	18,131	5,558
Total assets	\$ 18,131	\$ 5,558
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable to related parties	\$ 200	\$ 893
Total current liabilities	200	893
Stockholders' equity:		
Preferred stock, \$0.001 par value; 10,000,000 shares authorized, none issued or outstanding		
Common stock, \$0.001 par value; 300,000,000 shares authorized; 17,277,080 and 16,760,415 shares issued and outstanding at May 31, 2006 and August 31, 2005, respectively	17,277	16,760
Additional paid-in capital	882,992	852,509
Accumulated deficit	(882,338)	(864,604)
Total stockholders' equity	17,931	4,665
Total liabilities and stockholders' equity	\$ 18,131	\$ 5,558

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

**Silver Butte Co., Inc.**  
**Statements of Operations for Three months and Nine months**  
**ended May 31, 2006 and 2005 - Unaudited**

	<u>Three Months Ended</u>		<u>Nine Months Ended</u>	
	<u>5/31/2006</u>	<u>5/31/2005</u>	<u>5/31/2006</u>	<u>5/31/2005</u>
Operating expenses:				
Professional service fees	\$ (3,131)	\$ (1,964)	\$ (15,494)	\$ (13,943)
Professional service fees paid to related parties	-	(197)	(1,381)	(1,725)
Other general and administrative	(200)	(599)	(1,107)	(1,668)
Total operating expenses	(3,331)	(2,760)	(17,982)	(17,336)
Other income:				
Interest income	56	25	248	70
Gain on sale of property	-	-	-	3,000
Total other income	56	25	248	3,070
Net loss	\$ (3,275)	\$ (2,735)	\$ (17,734)	\$ (14,266)
Loss per common share – basic	Nil	Nil	Nil	Nil
Weighted average common shares outstanding – basic	17,277,080	16,760,415	17,225,981	16,721,038

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

**Silver Butte Co., Inc.****Statements of Cash Flows for the Nine Months ended May 31, 2006 and 2005-  
Unaudited**

	2006	2005
Cash flows from operating activities:		
Net loss	\$ (17,734)	\$ (14,266)
Adjustments to reconcile net loss to net cash used by operating activities:		
Gain on sale of property	-	(3,000)
Change in:		
Accounts payable	-	2,263
Accounts payable to related party	(693)	2,125
Net cash used by operating activities	(18,427)	(12,878)
Cash flows from investing activities:		
Proceeds from sale of property	-	6,000
Net cash provided by investing activities	-	6,000
Cash flows from financing activities:		
Proceeds from sale of common stock	31,000	3,500
Net cash provided by financing activities	31,000	3,500
Net increase (decrease) in cash and cash equivalents	12,573	(3,378)
Cash and cash equivalents, beginning of period	5,558	15,593
Cash and cash equivalents, end of period	\$ 18,131	\$ 12,215

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

**Silver Butte Co., Inc.**  
**Notes to Financial Statements - Unaudited**

***1. Basis of Presentation***

The financial statements of Silver Butte Co., Inc. (“the Company”) included herein have been prepared without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Although certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted, the Company believes that the disclosures are adequate to make the information presented not misleading. These financial statements should be read in conjunction with the financial statements and notes thereto for the fiscal year ended August 31, 2005, included in the Company’s Form 10-KSB.

The financial statements included herein reflect all normal recurring adjustments that, in the opinion of management, are necessary for a fair presentation. The results for interim periods are not necessarily indicative of trends or of results to be expected for the full year ended August 31, 2006.

***2. Description of Business***

Silver Butte Co., Inc. is a Nevada corporation, and the successor of Silver Butte Mining Company, an Idaho corporation, that was incorporated on January 19, 1965. The Company was originally organized to explore, acquire, and develop mineral properties and rights primarily in Idaho. However, the Company’s exploration activities never developed any commercial ore deposits. During prior years, the Company made a strategic decision to abandon or sell its mineral properties and rights, and favorably position itself to seek other profitable business opportunities.

## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION**

### **General**

This Form 10-QSB contains 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, many of which are based on management's discussion and analysis or plan of operations and elsewhere in this report. 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.

### **Plan of Operation**

The Company's purpose is to seek, investigate and, if such investigation warrants, acquire an interest in business opportunities presented to it by persons or firms who, or which, desire to seek the perceived advantages of a publicly registered corporation. The Company will not restrict its search to any specific business, industry, or geographical location and the Company may participate in a business venture of virtually any kind or nature.

The Company may seek a business opportunity with entities which have recently commenced operations, or wish to utilize the public marketplace in order to raise additional capital in order to expand into new products or markets, to develop a new product or service, or for other corporate purposes. The Company may acquire assets and establish wholly-owned subsidiaries in various businesses or acquire existing businesses as subsidiaries. Business opportunities may be available in many different industries and 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 especially experienced in matters relating to the new business of the Company, will rely primarily upon their own efforts to accomplish the business purposes of the Company. It is not anticipated that any outside consultants or advisors, other than the Company's legal counsel, will be utilized by the Company to effectuate its business purposes described herein.

On December 15, 2005, Delaine Hess Gruber resigned as a director of the Company, and Edward C. Wert filled the vacant Board position on March 1, 2006.

**Financial Condition and Liquidity**

During the nine month period ended May 31, 2006, the Company used \$18,427 of cash for operating activities, compared to \$12,878 used for operating activities in the nine months ended May 31, 2005. During the nine months ended May 31, 2005, the Company received \$3,500 from the sale of 350,000 shares of its common stock resulting from the exercise of warrants, and \$6,000 from the sale of property.

During the nine months ended May, 31, 2006, the Company had a private placement offering for the sale of 833,884 shares of the Company's common stock at a price of \$0.06 per share. No warrants were granted in connection with this offering. Through March 1, 2006, 516,665 shares had been sold for total proceeds of \$31,000, at which time the offering was closed. Proceeds from this offering will be used to finance ongoing operations. Management anticipates that existing cash reserves will provide sufficient operating capital for the next twelve months.



### **ITEM 3. CONTROLS AND PROCEDURES**

An evaluation was performed by the Company's President and Secretary/ Treasurer of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on that evaluation, the President and Secretary/Treasurer concluded that disclosure controls and procedures were effective as of May 31, 2006, in ensuring that all material information required to be filed in this annual report has been made known to them in a timely fashion.

There has been no change in our internal control over financial reporting during the three month period ended May 31, 2006, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

### **PART II**

#### **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. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

None

#### **ITEM 5. OTHER INFORMATION**

None

**ITEM 6. EXHIBITS**

- 31.1 Certification pursuant to Section 302 of Sarbanes Oxley Act of 2002,  
McConnaughey
- 31.2 Certification pursuant to Section 302 of Sarbanes Oxley Act of 2002,  
Evans
- 32.1 Certification pursuant to Section 906 of Sarbanes Oxley Act of 2002,  
McConnaughey
- 32.2 Certification pursuant to Section 906 of Sarbanes Oxley Act of 2002,  
Evans

## 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.

SILVER BUTTE CO., INC.  
(Registrant)

By: /s/ Terry McConnaughey  
Terry McConnaughey, President and Director  
Date: June 30, 2006

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.

By /s/ Robert J. Evans  
Robert J. Evans, Secretary/Treasurer and Director  
Date: June 30, 2006

**CERTIFICATION**

I, Terry McConnaughey, certify that:

(1) I have reviewed this quarterly report on Form 10-QSB of Silver Butte Co., Inc.

(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 small business issuer as of, and for, the periods presented in this report;

(4) The small business issuer's other certifying officer(s) 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 internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and 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 small business issuer, 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) (Not required)

(c) Evaluated the effectiveness of the small business issuer'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

(d) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and

(5) The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):

(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 small business issuer'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 small business issuer's internal control over financial reporting.

Date: June 30, 2006

By: /s/ Terry McConnaughey

Terry McConnaughey, President and Director

**CERTIFICATION**

I, Robert J. Evans, certify that:

(1) I have reviewed this quarterly report on Form 10-QSB of Silver Butte Co., Inc.

(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 small business issuer as of, and for, the periods presented in this report;

(4) The small business issuer's other certifying officer(s) 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 internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and 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 small business issuer, 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) (Not required)

(c) Evaluated the effectiveness of the small business issuer'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

(d) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and

(5) The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):

(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 small business issuer'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 small business issuer's internal control over financial reporting.

Date: June 30, 2006

By: /s/ Robert J. Evans

Robert J. Evans, Secretary/Treasurer and Director

**CERTIFICATIONS 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, Terry McConnaughey, director and president of Silver Butte Co., Inc. (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-QSB of the Company for the period ended May 31, 2006, 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: June 30, 2006

By: /s/ Terry McConnaughey  
Terry McConnaughey, President and Director

**CERTIFICATIONS 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, Robert J. Evans, director and secretary/treasurer of Silver Butte Co., Inc. (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-QSB of the Company for the period ended May 31, 2006, 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: June 30, 2006

By /s/ Robert J. Evans  
Robert J. Evans, Secretary/Treasurer and Director