

CROSS TIMBERS ROYALTY TRUST
Form 8-K
November 18, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934
Date of report (Date of earliest event reported): November 18, 2013

CROSS TIMBERS ROYALTY TRUST
(Exact Name of Registrant as Specified in Its Charter)

Texas
(State or Other Jurisdiction
of Incorporation)

1-10982
(Commission
File Number)

75-6415930
(IRS Employer
Identification No.)

U.S. Trust, Bank of America
Private Wealth Management
Trustee
P.O. Box 830650
Dallas, Texas **75283-0650**
(Address of Principal Executive Offices) **(Zip Code)**
(877) 228-5084

(Registrant's Telephone Number, Including Area Code)

NONE

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition.

On November 18, 2013, the Registrant issued a news release announcing its monthly cash distribution to unitholders of record on November 29, 2013. A copy of the news release is furnished as Exhibit 99.1.

The information in this Current Report, including the news release attached hereto, is being furnished pursuant to Item 2.02 of Form 8-K and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liabilities of that Section.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

99.1 News Release dated November 18, 2013

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CROSS TIMBERS ROYALTY TRUST

By: BANK OF AMERICA, N.A., TRUSTEE

Date: November 18, 2013

By: /s/ NANCY G. WILLIS
Nancy G. Willis
Vice President

EXXON MOBIL CORPORATION

By: /s/ BETH E. CASTEEL
Beth E. Casteel
Vice President Upstream Business Services

EXHIBIT INDEX

Exhibit Number and Description

99.1 News Release dated November 18, 2013

4

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Trapeze Capital Corp. (11)

30,253,333

31.01

GLG North American Opportunity Fund (12)

8,457,009

9.45

Touradji Capital Management (13)

6,311,130

7.65

William Herbert Hunt Trust Estate (14)

4,273,504

5.01

UBS AG Canada Branch (15)

4,273,504

5.01

* Represents less than 1%.

(1) Beneficial ownership is determined under the rules of the SEC and includes voting or investment power with respect to the securities. Unless indicated by footnote, the address for each listed director and executive officer is 1125 17th Street, Suite 2310, Denver, Colorado 80202. The number of common shares outstanding used in calculating the percentage for each listed person includes the common shares underlying warrants or options held by that person that are currently exercisable or are exercisable and any restricted share units that will vest within 60 days of December 13, 2007, but excludes common shares underlying warrants or options held by any other person.

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- (2) Includes 275,000 options to purchase common shares that are or will be exercisable as of December 26, 2007, and 8,547 common shares issuable upon the conversion of our Series B Notes, and 1,250 unvested restricted share units that will vest prior to February 12, 2008.
- (3) Includes 125,000 options to purchase common shares that are or will be exercisable as of December 26, 2007, and 1,250 unvested restricted share units that will vest prior to February 12, 2008.
- (4) Includes 125,000 options to purchase common shares that are or will be exercisable as of December 26, 2007, and 1,250 unvested restricted share units that will vest prior to February 12, 2008.
- (5) Includes 115,000 options to purchase common shares that are or will be exercisable as of December 26, 2007, 42,735 common shares issuable upon the conversion of our Series B Notes, and 1,250 unvested restricted share units that will vest prior to February 12, 2008.
- (6) Includes 115,000 options to purchase common shares that are or will be exercisable as of December 26, 2007, and 1,250 unvested restricted share units that will vest prior to February 12, 2008.
- (7) Includes 115,000 options to purchase common shares that are or will be exercisable as of December 26, 2007, 25,641 common shares issuable upon the conversion of our Series B Notes, and 1,250 unvested restricted share units that will vest prior to February 12, 2008.
- (8) Mr. Brooker is also the Chief Executive Officer of the Company. Includes 1,250 unvested restricted share units that will vest prior to February 12, 2008.

-15-

(9) Includes 333,333 options to purchase common shares that are or will be exercisable as of February 12, 2008 and 21,368 common shares issuable upon the conversion of our Series B Notes.

(10) Includes 333,333 options to purchase common shares that are or will be exercisable as of February 12, 2008.

(11) The 30,253,333 shares represent 13,767,776 common shares, 2,126,582 common shares issuable upon exercise of warrants and 3,162,394 common shares issuable upon the conversion of the Series A Notes and 11,196,581 common shares issuable upon the conversion of the Series B Notes. Amounts shown are beneficially owned by Trapeze Asset Management Inc. and Trapeze Capital Corp. which are related entities and filed a Schedule 13D/A as a group along with 1346049 Ontario Limited and Randall Abramson. The address for the group is 22 St. Clair Avenue East, 18th Floor, Toronto, Ontario, Canada M4T 2S3.

(12) The 8,457,009 shares represent 3,931,624 common shares issuable upon the conversion of the Series A Notes and 4,615,385 common shares issuable upon the conversion of the Series B Notes. The address for the group is 1 Curzon Street, London I1J 5HB, United Kingdom.

(13) This information was derived from the Schedule 13G/A filed by Touradji Capital Management LP, Touradji Global Resources Master Fund, Ltd. and Paul Touradji with the SEC on February 14, 2007. The 6,311,130 common shares represent 4,915,782 common shares and 1,395,348 shares issuable upon exercise of warrants. The address for the group is 101 Park Avenue, 48th Floor, New York, NY 10178.

(14) The 4,273,504 shares represent 1,965,812 common shares issuable upon the conversion of the Series A Notes and 2,307,692 common shares issuable upon the conversion of the Series B Notes. The address for the shareholder is 1601 Elm Street, Suite 3400, Dallas, TX 75201.

(15) The 4,273,504 shares represent 1,965,812 common shares issuable upon the conversion of the Series A Notes and 2,307,692 common shares issuable upon the conversion of the Series B Notes. The address for the shareholder is 161 Bay Street, Suite 4100, P.O. Box 617, Toronto, Ontario, Canada M5J 2S1.

PRICE HISTORY OF THE SHARES

Our common shares are traded on the AMEX under the symbol "SCU" and the TSX under the symbol "SME." The following tables set forth, for each of the quarterly periods indicated, the range of high and low sales prices on the AMEX and the TSX.

Quarterly High and Low Market Price for the Two Most Recent Fiscal Years on the Toronto Stock Exchange (\$ CDN)†

Quarter Ended	High	Low
September 30, 2007	\$ 1.21	\$ 0.64
June 30, 2007	\$ 1.34	\$ 0.81
March 31, 2007	\$ 1.39	\$ 0.76
December 31, 2006	\$ 2.04	\$ 1.35
September 30, 2006	\$ 2.60	\$ 1.50
June 30, 2006	\$ 3.41	\$ 2.11
March 31, 2006	\$ 3.86	\$ 2.85
December 31, 2005	\$ 4.36	\$ 2.40
September 30, 2005	\$ 3.35	\$ 1.50

Quarterly High and Low Market Price for the Two Most Recent Fiscal Years on the American Stock Exchange (\$ U.S.)†*

Quarter Ended	High	Low
September 30, 2007	\$ 1.16	\$ 0.65
June 30, 2007	\$ 1.19	\$ 0.75
March 31, 2007	\$ 1.40	\$ 0.70
December 31, 2006	\$ 1.82	\$ 1.16
September 30, 2006	\$ 2.50	\$ 1.34
June 30, 2006	\$ 3.00	\$ 1.85
March 31, 2006	\$ 3.37	\$ 2.38
December 31, 2005	\$ 3.75	\$ 2.01

† We completed a two-for-one forward share split on March 31, 2005. All share prices have been adjusted for the share split effective March 31, 2005.

* Our common shares began trading on the AMEX on October 3, 2005.

On December 12, 2007, the last sale price of our common shares as reported on the AMEX was \$0.59 per share and the last sale price of our common shares as reported on the TSX was CDN\$0.59 per share. On December 12, 2007, the number of our common shareholders of record was 59.

THE SELLING SHAREHOLDERS

We initially issued the common shares to the selling shareholders, as initial purchasers in transactions exempt from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act"). We have agreed to include in this registration statement the common shares issuable upon the conversion of the Series A Notes and the Series B Notes.

The selling shareholders, including their transferees, pledges, donees or other successors, may from time to time offer and sell pursuant to this prospectus any or all of the common shares issuable upon conversion of the Series A Notes and the Series B Notes. Any selling shareholder may also elect not to sell any common shares issuable upon conversion of the Series A Notes and the Series B Notes held by it. Only common shares issuable upon conversion of the Series A Notes and the Series B Notes listed below or in any prospectus supplement hereto may be offered for resale by the selling shareholders pursuant to this prospectus.

Except as otherwise noted below, none of the selling shareholders has, or had, any position, office or other material relationship with us or any of our affiliates beyond their investment in or receipt of our securities. In addition, except as described below, none of the selling shareholders have participated in prior securities transactions with the Company. Prior to purchasing the Series A Notes and the Series B Notes, Trapeze Capital Corp. and Trapeze Asset Management Inc. (collectively, "Trapeze"), held 13,767,776 common shares representing approximately 16.98% of our outstanding shares, plus 2,126,582 common share purchase warrants, each exercisable to purchase one common share at a price of CDN\$1.90 per share. On September 27, 2006, we issued 7,594,937 common share units, which consisted of 7,594,937 common shares and 2,126,582 common share purchase warrants, and 6,172,839 flow-through shares to Trapeze, the only investor in this private placement (the "Trapeze Transaction"). The following table provides certain information relating to the Trapeze Transaction. Percentages reflect actual outstanding common shares as the outstanding common shares were not adjusted to include common share or common share equivalents ("CSEs") issuable pursuant to the transaction.

	Common Shares	Common Share Warrants(1)	Flow-Through Common Shares	Total Common Shares and CSEs
Common shares and CSEs issued to Trapeze in transaction	7,594,937	2,126,582	6,172,839	15,894,358
Common shares outstanding prior to transaction	66,635,794	66,635,794	66,635,794	66,635,794
Public float prior to the transaction (2)	65,010,044	65,010,044	65,010,044	65,010,044
Percentage of public float issuable in the transaction	11.68%	3.27%	9.50%	24.45%
Price paid by Trapeze	CDN\$1.58 (3)		CDN\$1.80	--
Exercise Price	--	CDN\$1.90	--	--
Market price per common share immediately prior to transaction	CDN\$1.57 (4)	--	--	--
	CDN\$0.60 (5)	--	--	--

Current market
price per common
share

- (1) Each common share warrant is exercisable through February 27, 2008 at an exercise price of CDN\$1.90 per share.
- (2) Common shares outstanding prior to the transaction that were not held by Trapeze, any of Trapeze's affiliates or any of the Company's affiliates.
- (3) These common shares and common share warrants were sold together as a common share unit. Each unit consisted of one common share and approximately 0.28 of a common share warrant that is exercisable through February 27, 2008 at an exercise price of CDN\$1.90 per share. The price was CDN\$1.58 per unit.
- (4) On September 26, 2006, the last sale price of our common shares as reported on the Toronto Stock Exchange was CDN\$1.57 per share and the last sale price as reported on the American Stock Exchange was \$1.40 per share.
- (5) On December 12, 2007, the last sale price of our common shares as reported on the Toronto Stock Exchange was CDN\$0.59 per share and the last sale price as reported on the American Stock Exchange was \$0.59 per share.

On October 25, 2005, we issued 5,092,328 common shares and 1,527,696 common share warrants to 23 investors, including Capital Ventures International and Iroquois Master Fund Ltd. (the "October 2005 Transaction"). The following table provides certain information relating to Capital Ventures International's and Iroquois Master Fund Ltd.'s investments in the October 2005 Transaction. Percentages reflect actual outstanding common shares as the outstanding common shares were not adjusted to include common share or common share equivalents ("CSEs") issuable pursuant to the transaction.

-17-

	Common Shares	Common Share Warrants (1)	Total Common Shares and CSEs
Common shares and CSEs issued in transaction	5,092,328	1,527,696	6,620,024
Common shares outstanding prior to transaction	55,150,493	55,150,493	55,150,493
Public float prior to the transaction (2)	51,140,245	51,140,245	51,140,245
Percentage of public float issuable in the transaction	9.96%	2.99%	12.94%
Common shares and CSEs issued to selling shareholders:			
Capital Ventures International	697,674	209,302	906,949
Percentage of transaction	13.70%	13.70%	13.70%
Percentage of public float	1.36%	0.41%	1.77%
Iroquois Master Fund Ltd.	116,279	34,883	151,162
Percentage of transaction	2.28%	2.28%	2.28%
Percentage of public float	0.20%	0.07%	0.30%
Price paid by selling shareholders			
Exercise Price	--	\$2.52	--
Market price per common share immediately prior to transaction	\$2.17 (3)	--	--
Current market price per common share	\$0.59 (4)	--	--

(1) Each common share warrant was exercisable until October 25, 2007 at an exercise price of \$2.52 per share. None of the warrants were exercised.

(2) Common shares outstanding prior to the transaction that were not held by either of the selling shareholders, any of the selling shareholders' affiliates or any of the Company's affiliates.

(3) On October 24, 2005, the last sale price of our common shares as reported on the Toronto Stock Exchange was CDN\$2.59 per share and the last sale price as reported on the American Stock Exchange was \$2.17 per share.

(4) On December 12, 2007, the last sale price of our common shares as reported on the Toronto Stock Exchange was CDN\$0.59 per share and the last sale price as reported on the American Stock Exchange was \$0.59 per share.

One of our selling shareholders, J. Scott Zimmerman was formerly the Company's President and Chief Executive Officer and a member of the Company's board of directors. Mr. Zimmerman resigned as the President and Chief Executive Officer effective as of April 9, 2007. As a director and officer of the Company, Mr. Zimmerman received equity based compensation as disclosed in the Company's annual proxy statements and Section 16 filings. In addition, Mr. Zimmerman acquired common shares in the open market and participated in private placements.

On January 30, 2007, Trapeze purchased Series A Notes in an aggregate principal amount of \$3.7 million, which, upon conversion at \$1.17 per share would result in the issuance of 3,162,394 common shares (subject to adjustment in accordance with the terms of the Series A Notes). On January 31, 2007, on a fully-converted basis these Trapeze entities held approximately 22% of our issued and outstanding voting shares. On March 30, 2007, Trapeze purchased

Series B Notes in an aggregate principal amount of \$13.1 million, which, upon conversion at \$1.17 per share would result in the issuance of 11,196,581 common shares (subject to adjustment in accordance with the terms of the Series B Notes). For additional information on these private placements see "Description of Series A Notes and Series B Notes Private Placements" on page 11. As of December 13, 2007, on a fully converted basis, these Trapeze entities held approximately 31% of our issued and outstanding voting shares.

Kellogg Capital Group LLC is a member of the National Association of Securities Dealers Regulation, Inc. Crestview Capital Master, LLC, GPC LX, LLC, Capital Ventures International and UBS AG Canada Branch are the only selling shareholders who are affiliated with a registered broker-dealer. Kellogg Capital Group, LLC is a registered "broker-dealer", and, accordingly, is deemed to be an underwriter.

We have agreed with the selling shareholders to keep the registration statement of which this prospectus constitutes a part effective until the earlier of (1) such time as all of the shares covered by this prospectus have been disposed of pursuant to and in accordance with the registration statement, and (2) the date on which the shares (other than shares held by our Affiliates) may be sold pursuant to Rule 144(k) of the Securities Act.

The following table is prepared based on information supplied to us by the selling shareholders. Although we have assumed for purposes of the table below that the selling shareholders will sell all of the shares offered by this prospectus, because the selling shareholders may offer from time to time all or some of their shares covered under this prospectus, or in another permitted manner, no assurances can be given as to the actual number of shares that will be resold by the selling shareholders or that will be held by the selling shareholders after completion of the resales. In addition, the selling shareholders may have sold, transferred or otherwise disposed of the Series A or Series B Notes in transactions exempt from the registration requirements of the Securities Act, since the date the selling shareholders provided the information regarding their securities holdings. Information concerning the selling shareholders may change from time to time and changed information will be presented in a supplement to this prospectus if and when necessary and required. Except as described above, there are currently no agreements, arrangements or understandings with respect to the resale of any of the shares covered by this prospectus. Pursuant to the purchase agreements pursuant to which the conversion of the Series A and Series B Notes were sold, each of the selling shareholders warranted and covenanted to us that the selling shareholder purchased the conversion of the Series A and Series B Notes in the ordinary course of business and did not have, directly or indirectly, any intention of distributing any of the conversion of the Series A or Series B Notes or the common shares issuable upon conversion of the conversion of the Series A or Series B Notes or any agreement, arrangement or understanding with any other persons regarding the distribution of the common shares.

The common shares offered by this prospectus may be offered from time to time by the persons or entities named below:

Name of Selling Shareholder	Shares Beneficially Owned Prior to the Offering (1)						Shares Beneficially Owned After Offering		
	Number	Number of Shares Underlying Series A Notes	Number of Shares Underlying Series B Notes	Number of Shares Underlying Warrants	Percent (2)	Number of Shares Offered	Number	Number of Shares Underlying Series A Notes	Number of Shares Underlying Series B Notes
Crestview Capital Master, LLC(4) 95 Revere Drive, Suite A Northbrook, IL 60062	0	786,325	923,077	0	2.06%	439,754	0	786,325	923,077
LBPB Nominees Ltd. (for the benefit of GLG North American Opportunity Fund, L.P.)(5) c/o GLG Parnters, L.P. One Curzon Street London W1J 5HB United Kingdom	0	3,931,624	4,615,385	0	9.54%	2,198,769	0	3,931,624	4,615,385
Capital Ventures International(6) c/o Heights Capital Management 101 California, Suite 3250 San Francisco, CA 94111	0	393,162	461,539	0	1.04%	219,877	0	393,162	461,539
Iroquois Master Fund Ltd.(7) 641 Lexington Avenue 26th Floor New York, NY 10022	0	393,162	461,539	0	1.04%	219,877	0	393,162	461,539
Kellogg Capital Group LLC(8) 55 Broadway 4th Floor New York, NY 10006	481,700	786,325	923,077	0	2.65%	439,754	481,700	786,325	923,077
William Herbert Hunt Trust Estate(9) 1601 Elm Street Suite 3400 Dallas, Texas 75201	0	1,965,812	2,307,692	0	5.01%	1,099,384	0	1,965,812	2,307,692
Sandelman Partners Multi-Strategy Master Fund, Ltd.(10) c/o Sandelman Partners LP 500 Park Avenue New York, NY 10022	0	1,179,487	1,384,615	0	3.07%	659,631	0	1,179,487	1,384,615
Summit Capital Partners, LP(11) 600 University Street Suite 2304	213,500	393,162	461,538	0	1.30%	219,877	213,500	393,162	461,538

Seattle, WA 98101

**Wolverine Convertible
Arbitrage Funds Trading
Limited(12)**

175 West Jackson #208

Chicago, IL 60604 0 796,581 935,043 0 2.09% 445,454 0 796,581 4

GPC LX, LLC(13)c/o Guggenheim Advisors,
LLC

135 East 57th Street

11th Floor

New York, NY 10022 0 88,034 103,419 0 * 49,269 0 88,034

UBS AG Canada**Branch(14)**

161 Bay Street

Suite 4100

P.O. Box 617

Toronto, ON M5J 2S1 Canada 0 1,965,812 2,307,692 0 5.01% 1,099,384 0 1,965,812 1

Small Ventures USA, LP(15)

5161 San Felipe

Suite 320

Houston, TX 77056 0 0 427,350 0 * 203,590 0 0 2

Guy O. Dove, III

P.O. Box 796

Middleburg, VA 20118 30,000 0 427,350 0 * 203,590 30,000 0 2

Investor Company(16)c/o TD Waterhouse Canada
Inc.

22 St. Clair Ave East

18th Floor

Toronto, ON M4T 2S3

Canada 9,417,737 2,538,462 5,942,735 1,677,322 21.46% 8,481,197 9,417,737 0

Nesbitt Burns ITF**Millennium Partners LP(16)**

1 First Canadian Place

35th Floor

Toronto, ON M5X 1HS

Canada 0 0 1,231,623 0 1.50% 1,231,623 0 0

Investor Company(17)c/o TD Waterhouse Canada
Inc.

22 St. Clair Ave East

18th Floor

Toronto, ON M4T 2S3

Canada 4,350,039 623,932 4,008,547 449,260 10.95% 4,632,479 4,350,039 0

-19-

Band & Co.

(17)
 c/o US Bank
 NA
 1555 N.
 Rivercenter Dr.
 Suite 302 –
 Physicals
 Milwaukee, WI
 53212

0	0	13,675	0	*	0	0	0	0	0	*
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J. Scott

Zimmerman

1550 Larimer
 Street, No. 265
 Denver, CO

80202	1,490,500	0	25,641	27,500	1.90%	25,641	1,490,500	0	0	27,500	1.87%
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* Indicates less than 1%

- (1) Beneficial ownership is determined under the rules of the SEC and includes voting or investment power with respect to the securities.
- (2) Percentages are based on there being 81,078,570 issued and outstanding common shares. The number of common shares outstanding used in calculating the percentage for each listed selling shareholder includes the common shares underlying warrants, options, the Series A Notes and/or the Series B Notes held by that person, but excludes common shares underlying warrants, options, the Series A Notes or the Series B Notes held by any other person.
- (3) Assumes all of the common shares registered are sold.
- (4) Stewart R. Flink, Robert Hoyt and Daniel T. Warsh have investment power and voting control over these securities. Crestview Capital Master, LLC is an affiliate of a registered broker-dealer.
- (5) GLG Partners, L.P., which serves as the investment manager to GLG North American Opportunity Fund, may be deemed to be the beneficial owner of all shares owned by the GLG North American Opportunity Fund. Each of Noam Gottesman, Emmanuel Roman, and Pierre Lagrange, who are Managing Directors of the general partner of GLG Partners, L.P., have investment power and voting control over these securities, and may be deemed to be the beneficial owner of all shares owned by the GLG North American Opportunity Fund. Each of GLG Partners, L.P., the general partner and Messrs. Gottesman, Roman and Lagrange disclaim any beneficial ownership of any such shares, except for their pecuniary interest therein.
- (6) Heights Capital Management, Inc., the authorized agent of Capital Ventures International has discretionary authority to vote and dispose of the shares held by Capital Ventures International and may be deemed to be the beneficial owner of these shares. Martin Kobinger, in his capacity as Investment Manager of Heights Capital Management, Inc., may also be deemed to have investment discretion and voting power over the securities held by Capital Ventures International. Mr. Kobinger disclaims any such beneficial ownership of the securities. Capital Ventures International is affiliated with one or more registered broker-dealers.
- (7) Joshua Silverman has investment power and voting control over these securities. Mr. Silverman disclaims beneficial ownership of these securities.
- (8) Kellogg Capital Group LLC is a member of the National Association of Securities Dealers Regulation, Inc., and accordingly is deemed to be an underwriter. Charles K. Kellogg and Nicholas Cappelleri have investment power and voting control over these securities.
- (9) J.W. Beavers, Jr., trustee of the shareholder has investment power and voting control over these securities.
- (10)

Sandelman Partners, LP has investment power and voting control over these securities. Sandelman Partners, LP's general partner is Sandelman Partners GP, LLC. Jonathan Sandelman is Sandelman Partners GP, LLC's managing member and has investment power and voting control over these securities.

- (11) John Rudolf and Matt Rudolf have investment power and voting control over these securities. Summit Capital Partners I, LLC is Summit Capital Partners, LP's general partner.
- (12) Rob Bellick has investment power and voting control over these securities.
- (13) GPC LX, LLC's limited liability company manager is Guggenheim Advisors, LLC, which is a wholly owned subsidiary of Guggenheim Alternative Asset Management, LLC. The Governor and Company of the Bank of Ireland, through its subsidiaries, owns a majority of the limited liability company membership interests in Guggenheim Alternative Asset Management, LLC. The investment manager of GPC LX, LLC is Wolverine Asset Management, LLC. Christopher Gust is the portfolio manager that oversees the investment of assets of GPC LX, LLC on behalf of Wolverine Asset Management, LLC and has investment power and voting control over these securities. The Governor and Company of the Bank of Ireland, through its subsidiaries, owns a majority of IAM Capital Corporation. IAM Capital Corporation is a broker/dealer registered with the Securities and Exchange Commission and is a member of the National Association of Securities Dealers Regulation, Inc. IAM Capital Corporation was organized for the limited purpose of offering investments in limited partnerships to which IAM Capital Corporation's parent, Iridian Asset Management LLC, acts as the investment advisor.
- (14) UBS AG Canada Branch is an affiliate of a registered broker-dealer. James E. Estey and Charles Dietz have investment power and voting control over these securities.
- (15) William O. Perkins III has investment power and voting control over these securities.
- (16) Trapeze Asset Management Inc. is the beneficial owner of these securities. Randall Abramson and Trapeze Asset Management Inc., 1346049 Ontario Limited have investment power and voting control over Trapeze Asset Management Inc. and has investment power and voting control over these securities.
- (17) Trapeze Capital Corp. is the beneficial owner of these securities. Randall Abramson and Trapeze Capital Corp., 1346049 Ontario Limited have investment power and voting control over Trapeze Capital Corp. and have investment power and voting control over these securities.

On January 29, 2007, there were 80,479,820 common shares issued and outstanding, 64,314,844 of which were held by persons other than any of the selling shareholders, any of our affiliates or any affiliate of any of the selling shareholders. On March 29, 2007, there were 80,479,820 common shares issued and outstanding, 64,314,844 of which were held by persons other than any of the selling shareholders, any of our affiliates or any affiliate of any of the selling shareholders. The table below sets forth certain information relating to previous resale transactions by the selling shareholders.

Selling Shareholder	Number of Common Shares Registered for Resale in Prior Registration Statements	Number of Common Shares Registered for Resale Still Held by Selling Shareholder (1)	Number of Common Shares Registered Sold by Selling Shareholder (1)	Number of Common Shares Registered for Resale in this Transaction
Crestview Capital Master, LLC	1,269,648	1,269,648 (2)	0	439,754 (3)
GLG North American Opportunity Fund	6,348,240	6,348,240 (2)	0	2,198,769 (3)
Capital Ventures International	1,541,800	844,126 (2)	697,674	219,877 (3)
Iroquois Master Fund Ltd.	785,986	669,716 (2)	116,270	219,877 (3)
Kellogg Capital Group LLC	1,269,648	1,269,648 (2)	0	439,754 (3)
William Herbert Hunt Trust Estate	3,174,120	3,174,120 (2)	0	1,099,384 (3)
Sandelman Partners Multi-Strategy Master Fund, Ltd.	1,904,471	1,904,471 (2)	0	659,631 (3)
Summit Capital Partners, LP	634,823	634,823 (2)	0	219,877 (3)
Wolverine Convertible Arbitrage Funds Trading Limited	1,286,170	1,286,170 (2)	0	445,454 (3)
GPC LX, LLC	142,184	142,184 (2)	0	49,269 (3)
UBS AG Canada Branch	3,174,120	3,174,120 (2)	0	1,099,384 (3)
Small Ventures USA, LP	223,760	223,760 (2)	0	203,590 (3)
Guy O. Dove, III	223,760	223,760 (2)	0	203,590 (3)
J. Scott Zimmerman	910,500	910,500	0	25,641 (3)

(1) This information was provided by the selling shareholder in a Selling Securityholder Questionnaire completed by the selling shareholder in connection with this registration statement.

(2) These common shares are underlying warrants and convertible notes held by the selling shareholder.

(3) These common shares are underlying the Series A Notes and/or Series B Notes held by the selling shareholder.

We are not aware of any selling shareholder with an existing short position in our common shares. On June 26, 2007, GLG Partners, L.P., which serves as the investment manager to GLG North American Opportunity Fund, a selling shareholder in this offering, agreed to pay more than \$3.2 million to settle enforcement actions brought by the SEC for illegal short selling in connection with 14 public offerings.

PLAN OF DISTRIBUTION

We are registering the common shares issuable upon conversion of the Series A Notes and the Series B Notes to permit the resale of these common shares by the holders of the Series A Notes and the Series B Notes from time to time after the effectiveness of the registration statement. We will not receive any of the proceeds from the sale by the selling shareholders of the common shares. We will bear all fees and expenses incident to our obligation to register the common shares.

The selling shareholders may sell all or a portion of the common shares beneficially owned by them and offered hereby from time to time directly or through one or more underwriters, broker-dealers or agents. If the common shares are sold through underwriters or broker-dealers, the selling shareholders will be responsible for underwriting discounts or commissions or agent's commissions. The common shares may be sold in one or more transactions at fixed prices, at prevailing market prices at the time of the sale, at varying prices determined at the time of sale, or at

negotiated prices. These sales may be effected in transactions, which may involve crosses or block transactions:

- on any national securities exchange or quotation service on which the securities may be listed or quoted at the time of sale;
 - in the over-the-counter market;
 - in transactions otherwise than on these exchanges or systems or in the over-the-counter market;
 - through the writing of options, whether such options are listed on an options exchange or otherwise;
 - ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;
- block trades in which the broker-dealer will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;
 - purchases by a broker-dealer as principal and resale by the broker-dealer for its account;
 - an exchange distribution in accordance with the rules of the applicable exchange;
 - privately negotiated transactions;
 - short sales entered into after the effective date of the registration statement;
 - sales pursuant to Rule 144;
- broker-dealers may agree with the selling shareholders to sell a specified number of such shares at a stipulated price per share;
 - a combination of any such methods of sale; and
 - any other method permitted pursuant to applicable law.

If the selling shareholders effect such transactions by selling common shares to or through underwriters, broker-dealers or agents, such underwriters, broker-dealers or agents may receive commissions in the form of discounts, concessions or commissions from the selling shareholders or commissions from purchasers of the common shares for whom they may act as agent or to whom they may sell as principal (which discounts, concessions or commissions as to particular underwriters, broker-dealers or agents may be in excess of those customary in the types of transactions involved). In connection with sales of the common shares or otherwise, the selling shareholders may enter into hedging transactions with broker-dealers, which may in turn engage in short sales of the common shares in the course of hedging in positions they assume. The selling shareholders may also sell common shares short and deliver common shares covered by the registration statement to close out short positions and to return borrowed shares in connection with such short sales. The selling shareholders may also loan or pledge common shares to broker-dealers that in turn may sell such shares.

The selling shareholders may pledge or grant a security interest in some or all of the Series A Notes, the Series B Notes or common shares issuable upon conversion thereof owned by them and, if they default in the performance of their secured obligations, the pledgees or secured parties may offer and sell the common shares from time to time pursuant to the registration statement or any amendment to the registration statement under Rule 424(b)(3) or other applicable provision of the Securities Act of 1933, as amended, amending, if necessary, the list of selling shareholders to include the pledgee, transferee or other successors in interest as selling shareholders under the registration statement and the related prospectus. The selling shareholders also may transfer and donate the common shares in other circumstances in which case the transferees, donees, pledgees or other successors in interest will be the selling beneficial owners for purposes of the registration statement and the related prospectus.

The selling shareholders and any broker-dealer participating in the distribution of the common shares may be deemed to be “underwriters” within the meaning of the Securities Act, and any commission paid, or any discounts or concessions allowed to, any such broker-dealer may be deemed to be underwriting commissions or discounts under the Securities Act. Kellogg Capital Group, LLC is a registered "broker-dealer", and, accordingly, is deemed to be an underwriter. At the time a particular offering of the common shares is made, a prospectus supplement, if required, will be distributed which will set forth the aggregate amount of common shares being offered and the terms of the offering, including the name or names of any broker-dealers or agents, any discounts, commissions and other terms constituting compensation from the selling shareholders and any discounts, commissions or concessions allowed or reallocated or paid to broker-dealers.

Under the securities laws of some states, the common shares may be sold in such states only through registered or licensed brokers or dealers. In addition, in some states the common shares may not be sold unless such shares have been registered or qualified for sale in such state or an exemption from registration or qualification is available and is complied with.

There can be no assurance that any selling shareholder will sell any or all of the common shares registered pursuant to the registration statement.

The selling shareholders and any other person participating in such distribution will be subject to applicable provisions of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder, including, without limitation, Regulation M of the Exchange Act, which may limit the timing of purchases and sales of any of the common shares by the selling shareholders and any other participating person. Regulation M may also restrict the ability of any person engaged in the distribution of the common shares to engage in market-making activities with respect to the common shares. All of the foregoing may affect the marketability of the common shares and the ability of any person or entity to engage in market-making activities with respect to the common shares.

We will pay all expenses of the registration of the common shares pursuant to the registration rights agreement, estimated to be \$46,444 in total, including, without limitation, Securities and Exchange Commission filing fees and expenses of compliance with state or provincial securities or “blue sky” laws; provided, however, that a selling

shareholder will pay all underwriting discounts and selling commissions, if any. We will indemnify the selling shareholders against liabilities, including some liabilities under the Securities Act, in accordance with the registration rights agreement, or the selling shareholders will be entitled to contribution. We may be indemnified by the selling shareholders against civil liabilities, including liabilities under the Securities Act, that may arise from any written information furnished to us by the selling shareholder specifically for use in the registration statement and the related prospectus, in accordance with the registration rights agreement, or we may be entitled to contribution.

Once sold under the registration statement and the related prospectus, the common shares will be freely tradable in the hands of persons other than our affiliates.

LEGAL MATTERS

The validity of the issuance of the common shares offered by this prospectus will be passed upon for us by Bull, Houser & Tupper, LLP, Vancouver, British Columbia, Canada.

EXPERTS

The consolidated financial statements incorporated in this prospectus by reference from our Annual Report on Form 10-K for the year ended December 31, 2006 have been audited by Hein & Associates LLP, an independent registered public accounting firm, and Amisano Hanson, Chartered Accountants, as stated in their report, which is incorporated herein by reference, and have been so incorporated in reliance upon the report of such firms given upon their authority as experts in accounting and auditing.

The reserve estimates in this prospectus have been prepared by Sproule Associates, Inc., independent reservoir engineers, and Netherland, Sewell & Associates, Inc. independent reservoir engineers, and have been included in reliance on the report of such firms given upon their authority as experts in reserve engineering.

ENFORCEMENT OF CIVIL LIABILITIES

We are incorporated under the laws of the Province of British Columbia, Canada. Further, some of our assets are located outside of the United States. Consequently, it may be difficult for United States investors to effect service of process in the United States upon our directors or officers who are not residents of the United States, or to realize in the United States upon judgments of United States courts predicated upon civil liabilities under the U.S. securities laws. A judgment of a U.S. court predicated solely upon such civil liabilities would probably be enforceable in Canada by a Canadian court if the U.S. court in which the judgment was obtained had jurisdiction, as determined by the Canadian court, in the matter. There is substantial doubt whether an original action could be brought successfully in Canada against any of such persons or Storm Cat predicated solely upon such civil liabilities.

WHERE YOU CAN FIND MORE INFORMATION

We have filed with the SEC, a registration statement on Form S-1, of which this prospectus is a part, under the Securities Act with respect to the common shares offered hereby. This prospectus does not contain all of the information included in the registration statement. Statements in this prospectus concerning the provisions of any document are not necessarily complete. You should refer to the copies of the documents filed as exhibits to the registration statement or otherwise filed by us with the SEC for a more complete understanding of the matter involved. Each statement concerning these documents is qualified in its entirety by such reference.

We are subject to the informational requirements of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), and, accordingly, file reports, proxy statements and other information with the SEC. The SEC maintains a web site at <http://www.sec.gov> that contains reports and information statements and other information regarding registrants that file electronically with the SEC. You may read and copy the registration statement, these reports and other information at the public reference facility maintained by the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, DC 20549. You may obtain information on the operation of the public reference room by calling the SEC at 1-800-SEC-0330.

You may read and copy our SEC reports and other information at the American Stock Exchange at 86 Trinity Place, New York, New York 10006.

INCORPORATION BY REFERENCE

The SEC allows us to "incorporate by reference" in this prospectus the information that we file with them. This means that we can disclose important information to you in this document by referring you to other filings we have made with the SEC. The information incorporated by reference is considered to be part of this prospectus. We incorporate by reference the documents listed below:

- our Definitive Proxy Statement on Schedule 14A filed with the SEC on March 1, 2007 (Commission File No. 001-32628);
- our Definitive Proxy Statement on Schedule 14A filed with the SEC on April 30, 2007 (Commission File No. 001-32628);
- our Annual Report on Form 10-K for our fiscal year ended December 31, 2006, filed with the SEC on March 16, 2007 (Commission File No. 001-32628);
- our Quarterly Reports on Form 10-Q for our fiscal quarters ended March 31, 2007, June 30, 2007 and September 30, 2007 filed with the SEC on May 10, 2007, August 9, 2007 and November 8, 2007 (Commission File No. 001-32628);

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- our Current Reports on Forms 8-K filed with the SEC on January 25, February 5, March 12, April 5, April 10, May 31, June 26, July 11, August 10, September 25, October 1, and November 8, 2007 (Commission File No. 001-32628) and the Current Report on Form 8-K/A filed with the SEC on May 22, 2007 (Commission File No. 001-32628); and
- the description of our common shares as set forth in our registration statement on Form 8-A filed with the SEC on September 26, 2005 (Commission File No. 001-32628).

This prospectus may contain information that updates, modifies or is contrary to information in one or more of the documents incorporated by reference in this prospectus. Reports we file with the SEC after the date of this prospectus may also contain information that updates, modifies or is contrary to information in this prospectus or in documents incorporated by reference in this prospectus. Investors should review these reports as they may disclose a change in our business, prospects, financial condition or other affairs after the date of this prospectus.

Upon your written or oral request, we will provide at no cost to you a copy of any and all of the information that is incorporated by reference in this prospectus.

Requests for such documents should be directed to:

Paul Wiesner
Chief Financial Officer
Storm Cat Energy Corporation
1125 17th Street, Suite 2310
Denver, Colorado 80202
Telephone: (303) 991-5070

You may also access the documents incorporated by reference in this prospectus through our website www.stormcatenergy.com. Except for the specific incorporated documents listed above, no information available on or through our website shall be deemed to be incorporated in this prospectus or the registration statement of which it forms a part.

21,882,826 Shares

Common Shares

PART II**INFORMATION NOT REQUIRED IN THE PROSPECTUS****Item 13. *Other Expenses of Issuance and Distribution.***

We will pay all expenses in connection with the registration and sale of the common shares by the selling shareholders. None of the expenses will be borne by the selling shareholders. The estimated expenses of issuance and distribution are set forth below.

SEC Registration Fees	\$ 444
AMEX Filing Fees	--
Transfer Agent Fees	1,000
Costs of Printing and Engraving	10,000
Legal Fees and Expenses	15,000
Accounting Fees	10,000
Engineering/Consulting Fees	10,000
Total	\$ 46,444

*All of the above items except the registration fee and AMEX filing fees are estimated.

Item 14. *Indemnification of Directors and Officers.*

Under the Business Corporations Act of British Columbia (the “Business Corporations Act”) a corporation may indemnify present or former directors or officers, or other individuals who act or acted at the corporation’s request as a director or officer, or an individual acting in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual with respect to any civil, criminal, administrative, investigative or other proceeding in which the individual is involved, because of that association with the Registrant or other entity. To qualify for indemnification under the Business Corporations Act, an individual must (1) act honestly and in good faith with a view to the best interest of the corporation, or as the case may be, to the best interests of the other entity for which the individual acted as a director or officer or in a similar capacity at the corporation’s request, and (2) in the case of criminal or administrative action that is enforced by a monetary penalty, the individual must have had reasonable grounds for believing that the individual’s conduct was lawful. In actions brought by or on behalf of the corporation, indemnification may only be made with court approval. A corporation may advance moneys to the individuals for all costs, charges and expenses of a proceeding, as long as the individual undertakes in writing to repay the moneys if indemnification is ultimately prohibited by the Business Corporations Act.

The Registrant’s Articles (the “Articles”), provide that subject to the limitations contained in the Business Corporations Act, the Registrant must indemnify its directors, former directors or alternate directors and his or her heirs and legal personal representatives against all penalties to which such person is or may be liable. Further, the Articles provide that the Registrant must pay the expenses actually and reasonably incurred by such person in respect of that proceeding. In accordance with the Articles, the Registrant may indemnify its officers and individuals whom act at the request of the Registrant, in a position equivalent to that of a director or officer of a partnership, trust, joint venture, or other unincorporated entity. A director, alternate director or officer’s failure to comply with the Business Corporations Act or the Articles does not invalidate any indemnification the individual is entitled to under the Articles.

In accordance with the Articles, the Registrant maintains insurance to cover (1) individuals who are or were directors, alternate directors, officers, employees or agents of the Registrant or corporations affiliated with the Registrant; (2)

individuals who, at the request of the Registrant, are or were directors, officers, employees or agents of a corporation, partnership, trust, joint venture, or other unincorporated entity; or (3) individuals who, at the request of the Registrant, hold or held a position equivalent to that of a director, alternate director or officer of a partnership, trust, joint venture, or other unincorporated entity, against any liability incurred by the individual in his capacity with or acting on behalf of the Registrant.

Item 15. *Recent Sales of Unregistered Securities*

In January 2004, we completed a private placement of 3,976,000 common share units at a price of CDN\$0.125 per unit for gross proceeds of CDN\$497,000. Each unit consisted of one common share and one common share purchase warrant, with each warrant exercisable into one common share at a price of CDN\$0.25 per share until January 16, 2005. The common shares and warrants were issued in reliance upon the exemption from registration provided under Section 4(2) of the Securities Act of 1933, as amended.

In May 2004, we closed a private placement of 3,750,000 common share units at a price of CDN\$0.40 per unit for gross proceeds of CDN\$1,500,000. Each unit consisted of one common share and one-half of a common share purchase warrant, with each full warrant exercisable into one common share at a price of CDN\$0.50 until May 4, 2005. We paid a placement agent CDN\$42,240 in cash. The common shares and warrants were issued in reliance upon the exemption from registration provided under Section 4(2) of the Securities Act of 1933, as amended.

In October 2004, we closed a private placement of 1,875,000 common share units at a price of CDN\$0.40 per unit for gross proceeds of CDN\$750,000. Each unit consisted of one common share and one common share warrant, with each warrant exercisable into one common share at a price of CDN\$0.50 until October 18, 2005, or at a price of CDN\$0.625 until April 18, 2006. We paid a placement agent 88,550 units, with each unit having the same terms and conditions as the units offered in the private placement. The common shares and warrants were issued in reliance upon the exemption from registration provided under Section 4(2) of the Securities Act of 1933, as amended.

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On November 10, 2004, we closed a private placement of 1,600,000 common share units at a price of CDN\$0.625 per unit for gross proceeds of CDN\$1,000,000. Each unit consisted of one common share and one-half of a common share purchase warrant, with each full warrant exercisable into one common share at a price of CDN\$0.775 until November 10, 2005. The common shares and warrants were issued in reliance upon the exemption from registration provided under Section 4(2) of the Securities Act of 1933, as amended.

On December 17, 2004, we closed a private placement of 3,840,000 common share units at a price of CDN\$0.625 per unit for gross proceeds of CDN\$2,400,000. Each unit consisted of one common share and one-half of a common share purchase warrant, with each full warrant exercisable into one common share at a price of CDN\$0.775 until December 17, 2005. We paid a placement agent in connection with the offering CDN\$192,000 in cash and 576,000 warrants, with each warrant exercisable into one common share at a price of CDN\$0.775 until December 17, 2005. The common shares and warrants were issued in reliance upon the exemption from registration provided under Section 4(2) of the Securities Act of 1933, as amended.

On February 24, 2005, we closed a private placement of 6,400,000 common share units at a price of CDN\$1.95 per unit for gross proceeds of CDN\$12,480,000. Each unit consisted of one common share and one common share purchase warrant, with each warrant exercisable into one common share at a price of CDN\$2.60 on or before February 24, 2007. We paid five placement agents and a finder a total of approximately CDN\$443,180 in cash payments and issued 165,996 common share units as placement agent fees. Each unit was identical to the units offered in the private placement. The common shares and warrants were issued in reliance upon the exemption from registration provided under Section 4(2) of the Securities Act of 1933, as amended.

On September 27, 2005, we closed a private placement of 1,875,000 common share units for gross proceeds of CDN\$4,500,000 and 2,142,858 flow-through common shares for gross proceeds of CDN\$6,000,002. Each unit, priced at CDN\$2.40 per unit, comprises one common share and one-half common share purchase warrant. Each whole common share purchase warrant is exercisable into one common share at a price of CDN\$3.00 for a period of 18 months from closing. Each flow-through common share is priced at CDN\$2.80 per share. We paid three registered securities dealers a total of approximately CDN\$787,500 in cash payments and issued 301,339 warrants as placement agent fees. Each warrant entitles the holder to purchase one common share at a price of CDN\$2.40 per share on or before March 27, 2007. The common shares, warrants and flow-through common shares were issued in reliance upon the exemption from registration provided under Section 4(2) of the Securities Act of 1933, as amended.

On October 25, 2005, we closed a private placement of 5,092,328 common shares at a price of \$2.15 per share for gross proceeds of \$10,948,505. In addition to the common shares, the investors received common share warrants exercisable for three tenths (3/10) of a common share, for each common share purchased or 1,527,696 warrants. Each full warrant will be exercisable until October 25, 2007 at an exercise price of \$2.52 per share. In connection with the closing, we paid two placement agents a total of \$628,530 in cash. The common shares and warrants were issued in reliance upon the exemption from registration provided under Section 4(2) of the Securities Act of 1933, as amended.

On November 30, 2005, we closed a private placement of 2,325,581 common shares at a price of \$2.15 per share for gross proceeds of approximately \$5,000,000. In addition to the common shares, the investors received common share warrants exercisable for three tenths (3/10) of a common share, for each common share purchased or 697,674 warrants. Each full warrant will be exercisable until October 25, 2007 at an exercise price of \$2.52 per share. We paid two placement agents a total of \$300,000 in cash. The common shares and warrants were issued in reliance upon the exemption from registration provided under Section 4(2) of the Securities Act of 1933, as amended.

On December 21, 2005, we closed a private placement of 992,063 common shares at a price of \$2.52 per share for gross proceeds of approximately \$2,500,000. In addition to the common shares, the investors received common share warrants exercisable for three tenths (3/10) of a common share, for each common share purchased or 297,617 warrants. Each full warrant will be exercisable until October 25, 2007 at an exercise price of \$2.97 per share. We paid two placement agents a total of \$150,000 in cash. The common shares and warrants were issued in reliance upon the

exemption from registration provided under Section 4(2) of the Securities Act of 1933, as amended.

On September 27, 2006, we closed a private placement of common share units and flow-through shares for CDN\$1.58 per unit and CDN\$1.80 per flow-through share. Each unit consisted of one common share and approximately 0.28 of a common share warrant that is exercisable through February 27, 2008 at an exercise price of CDN\$1.90 per share. This private placement consisted of a total of 7,594,937 units and 6,172,839 flow-through common shares. Pursuant to the sale of units, we issued an aggregate of 2,126,582 warrants on the terms set forth above. The common shares, warrants and flow-through common shares were issued in reliance upon the exemption from registration provided under Section 4(2) of the Securities Act of 1933, as amended.

On January 30, 2007, we closed a private placement of Series A Subordinated Convertible Notes Due March 31, 2012 (the "Series A Notes") in a total aggregate principal amount of \$18,535,000. The Series A Notes will mature on March 31, 2012, unless earlier converted, redeemed or repurchased. The Series A Notes bear interest at a rate of 9 ¼% per annum, commencing on January 30, 2007. Interest on the Series A Notes is payable quarterly in arrears on March 31, June 30, September 30 and December 15 of each year, beginning on June 30, 2007. The Series A Notes will be convertible into our common shares at a price of \$1.17 per share, as may be adjusted in accordance with the terms of the Series A Notes, and we may force the conversion of the Series A Notes at any time after July 30, 2008 that our common shares trade above \$2.05, as may be adjusted, for 20 days within a period of 30 consecutive trading days. The private placement was made in reliance upon an exemption or exemptions from registration under Section 4(2) of the Securities Act of 1933, as amended and/or Regulation D promulgated thereunder.

On March 30, 2007, we closed a private placement of Series B Subordinated Convertible Notes Due March 31, 2012 (the "Series B Notes") in a total aggregate principal amount of \$31,660,000. The Series B Notes will mature on March 31, 2012, unless earlier converted, redeemed or repurchased. The Series B Notes bear interest at a rate of 9 ¼% per annum, commencing on March 30, 2007. Interest on the Series B Notes is payable quarterly in arrears on March 31, June 30, September 30 and December 15 of each year, beginning on June 30, 2007. The Series B Notes will be convertible into our common shares at a price of \$1.17 per share, as may be adjusted in accordance with the terms of the Series B Notes, and we may force the conversion of the Series B Notes at any time after September 30, 2008 that our common shares trade above \$2.05, as may be adjusted, for 20 days within a period of 30 consecutive trading days. The private placement was made in reliance upon an exemption or exemptions from registration under Section 4(2) of the Securities Act of 1933, as amended and/or Regulation D promulgated thereunder.

Item 16. Exhibits

The following documents are filed as exhibits to this registration statement:

Exhibit Number	Description
3.1	Notice of Articles, dated July 10, 2006 (incorporated by reference to Exhibit 3.1 to Storm Cat Energy Corporation's Quarterly Report on Form 10-Q filed on August 9, 2006 (Commission File No. 001-32628)).
3.2	Articles, dated May 21, 2004 (incorporated by reference to Exhibit 4.2.1 to Storm Cat Energy Corporation's Registration Statement on Form F-3 filed on December 23, 2005 (Commission File No. 333-130688)).
3.2.1	Amendment to Articles, dated June 23, 2005 (incorporated by reference to Exhibit 4.2.2 to Storm Cat Energy Corporation's Registration Statement on Form F-3 filed on December 23, 2005 (Commission File No. 333-130688)).
3.2.2	Amendment to Articles, dated June 27, 2006 (incorporated by reference to Exhibit 3.1 to Storm Cat Energy Corporation's Quarterly Report on Form 10-Q filed on August 9, 2006 (Commission File No. 001-32628)).
4.1	Specimen of Common Share Certificate (incorporated by reference to Exhibit 4.7 to Storm Cat Energy Corporation's Registration Statement on Form F-3 filed on December 23, 2005 (Commission File No. 333-130688)).
4.2	Form of Registration Rights Agreement entered into by and between Storm Cat Energy Corporation and each of the investors in the private placements that closed on October 25, 2005, November 30, 2005 and December 21, 2005 (incorporated by reference to Exhibit 99.2 to Storm Cat Energy Corporation's Current Report on Form 6-K furnished on November 1, 2005 (Commission File No. 001-32628)).
4.3	Form of Warrant to Purchase Common Shares of Storm Cat Energy Corporation, issued by Storm Cat Energy Corporation in favor of each of the Investors in the private placements that closed on October 25, 2005, November 30, 2005 and December 21, 2005 (incorporated by reference to Exhibit 99.3 to Storm Cat Energy Corporation's Current Report on Form 6-K furnished on November 1, 2005 (Commission File No. 001-32628)).
4.4	Form of Warrant to Purchase Common Shares of Storm Cat Energy Corporation, issued by Storm Cat Energy Corporation in favor of Kevin Dewitt Davis and Barbara Zimmerman (incorporated by reference to Exhibit 4.5 to Storm Cat Energy Corporation's Registration Statement on Form F-3 filed on December 23, 2005 (Commission File No. 333-130688)).
4.5	Form of Warrant to Purchase Common Shares of Storm Cat Energy Corporation, issued by Storm Cat Energy Corporation in favor of J. Scott Zimmerman and William Zimmerman (incorporated by reference to Exhibit 4.6 to Storm Cat Energy Corporation's Registration Statement on Form F-3 filed on December 23, 2005 (Commission File No. 333-130688)).
4.6	Form of Warrant to Purchase Common Shares of Storm Cat Energy Corporation, issued by Storm Cat Energy Corporation in favor of each of the investors in the private placements that closed on February 24, 2005 (incorporated by reference to Exhibit 2.2 to Storm Cat Energy Corporation's Annual Report on Form 20-F filed on June 16, 2006 (Commission File No. 001-32628)).
4.7	Form of Warrant to Purchase Common Shares, dated September 27, 2006, issued by Storm Cat Energy Corporation to each participating managed account holder of Trapeze Capital Corp. in the private placement that closed September 27, 2006 (incorporated by reference to Exhibit 4.1 to Storm Cat Energy Corporation's Current

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- 4.8 Report on Form 8-K filed on October 3, 2006 (Commission File No. 001-32628)).
Form of Series A Subordinated Convertible Note due March 31, 2012, issued by Storm Cat Energy Corporation to each investor in the Series A Private Placement that closed on January 30, 2007 (incorporated by reference to Exhibit 4.1 to Storm Cat Energy Corporation's Current Report on Form 8-K filed on February 7, 2007 (Commission File No. 001-32628)).
- 4.9 Form of Series B Subordinated Convertible Note due March 31, 2012, to be issued by Storm Cat Energy Corporation to each investor party to the Series B Note Purchase Agreement (incorporated by reference to Exhibit 4.9 to Storm Cat Energy Corporation's Registration Statement on Form S-1 filed on March 1, 2007 (Commission File No. 333-141002)).
- 5.1* Opinion of Bull, Housser & Tupper LLP as to the legality of the securities being registered.
- 10.1 Purchase Agreement between Toby Ventures, Inc. (n/k/a Storm Cat Energy Corporation) and Harlow Ventures dated August 22, 2000 (incorporated by reference to Exhibit 4.A to Storm Cat Energy Corporation's Annual Report on Form 20-F filed on July, 24, 2002 (Commission File No. 000-49947)).
- 10.2 Option Agreements between Toby Ventures, Inc. (n/k/a Storm Cat Energy Corporation) and Officers and/or Directors Christopher Dyakowski, Ronald Husband and Sandra Morton (incorporated by reference to Exhibit 4.C to Storm Cat Energy Corporation's Annual Report on Form 20-F filed on July, 24, 2002 (Commission File No. 000-49947)).
- 10.3 Farmin between Delta Resources Inc., Marin Energy Ltd. and Jem Resources Ltd. as Farmors and Storm Cat Energy Corporation as Farmor, dated January 17, 2005 (incorporated by reference to Exhibit 4.5 to Storm Cat Energy Corporation's Annual Report on Form 20-F filed on June 16, 2006 (Commission File No. 001-32628)).
- 10.4 Purchase and Sale Agreement by and between Palo Petroleum, Inc., Paso Gaso Pipeline, LLC, Storm Cat Energy Corporation and the other parties named therein, dated January 18, 2005 (incorporated by reference to Exhibit 4.6 to Storm Cat Energy Corporation's Annual Report on Form 20-F filed on June 16, 2006 (Commission File No. 001-32628)).
- 10.5 Farmin Agreement between Golden Eagle Energy Ltd. and Storm Cat Energy Corporation, dated February 15, 2005 (incorporated by reference to Exhibit 4.7 to Storm Cat Energy Corporation's Annual Report on Form 20-F filed on June 16, 2006 (Commission File No. 001-32628)).
- 10.6 Farmin and Operating Agreement between Encana Oil & Gas Partnership and Storm Cat Energy Corporation, dated June 29, 2005 (incorporated by reference to Exhibit 4.8 to Storm Cat Energy Corporation's Annual Report on Form 20-F filed on June 16, 2006 (Commission File No. 001-32628)).
- 10.7 Purchase and Sale Agreement, dated July 17, 2006, by and between Storm Cat Energy (USA) Corporation and Bill Barrett CBM LLC (incorporated by reference to Exhibit 10.1 to Storm Cat Energy Corporation's Current Report on Form 8-K filed on July 21, 2006 (Commission File No. 001-32628)).
- 10.8 Storm Cat Energy Corporation Amended and Restated Share Option Plan (incorporated by reference to Exhibit 10.1 to Storm Cat Energy Corporation's Current Report on Form 8-K filed on June 26, 2007 (Commission File No. 001-32628)).
- 10.8.1 Form of Option Commitment relating to Storm Cat Energy Corporation Amended and Restated Share Option Plan (incorporated by reference to Exhibit 10.2 to Storm Cat Energy Corporation's Quarterly Report on Form 10-Q filed on August 9, 2006 (Commission File No. 001-32628)).

- 10.9 Storm Cat Energy Corporation Restricted Share Unit Plan dated June 21, 2007 (incorporated by reference to Exhibit 10.2 to Storm Cat Energy Corporation's Current Report on Form 8-K filed on June 26, 2007 (Commission File No. 001-32628)).
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14.1

Code of Ethics (incorporated by reference to Exhibit 11 to Storm Cat Energy Corporation's Annual Report on Form 20-F filed on June 16, 2006 (Commission File No. 001-32628)).

- 21.1 Subsidiaries of Storm Cat Energy Corporation (incorporated by reference to Exhibit 8 to Storm Cat Energy Corporation's Annual Report on Form 20-F filed on June 16, 2006 (Commission File No. 001-32628)).
- 23.1* Consent of Hein & Associates LLP, Independent Registered Public Accounting Firm, with respect to Storm Cat Energy Corporation
- 23.2* Consent of Amisano Hanson, Chartered Accountants, with respect to Storm Cat Energy Corporation
- 23.3* Consent of Sproule Associates Inc., Independent Reservoir Engineer, with respect to Storm Cat Energy Corporation
- 23.4* Consent of Netherland, Sewell & Associates, Independent Reservoir Engineer, with respect to Storm Cat Energy Corporation
- 23.5* Consent of Bull, Housser & Tupper LLP (contained in Exhibit 5.1)
- 24.1 Powers of Attorney (included on the signature page)

* To be filed by amendment.

Item 17. Undertakings

The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) To include any prospectus required in Section 10(a)(3) of the Securities Act of 1933;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
 - (iii) To include any material information with respect to the "Plan of Distribution" not previously disclosed in the registration statement or any material change to such information in the registration statement;
 - (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof;
 - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering;
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(4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use;

(5) The undersigned registrant hereby undertakes to deliver or cause to be delivered with the prospectus, to each person to whom the prospectus is sent or given, the latest annual report, to security holders that is incorporated by reference in the prospectus and furnished pursuant to and meeting the requirements of Rule 14a-3 or Rule 14c-3 under the Securities Exchange Act of 1934; and, where interim financial information required to be presented by Article 3 of Regulation S-X is not set forth in the prospectus, to deliver, or cause to be delivered to each person to whom the prospectus is sent or given, the latest quarterly report that is specifically incorporated by reference in the prospectus to provide such interim financial information.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions described under Item 8 above, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Denver, State of Colorado on this 14th day of December, 2007.

STORMCAT ENERGY CORPORATION

By /s/ Joseph M. Brooker
Joseph M. Brooker
Chief Executive Officer
(Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement on Form S-1 has been signed on by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
/s/ Joseph M. Brooker Joseph M. Brooker	Chief Executive Officer and Director (Principal Executive Officer)	December 14, 2007
/s/ Paul Wiesner Paul Wiesner	Chief Financial Officer (Principal Financial and Accounting Officer)	December 14, 2007
/s/ Robert J. Clark(*) Robert J. Clark	Director	December 14, 2007
/s/ Michael J. O'Byrne(*) Michael J. O'Byrne	Director	December 14, 2007
/s/ Robert Penner(*) Robert Penner	Director	December 14, 2007
/s/ Jon Whitney(*) Jon Whitney	Director	December 14, 2007
/s/ Michael J. Wozniak(*) Michael J. Wozniak	Director	December 14, 2007
/s/ Joseph M. Brooker Joseph M. Brooker	Director	December 14, 2007
/s/ David Wight(*) David Wight	Director	December 14, 2007

*By: /s/ Paul Wiesner
Paul Wiesner
Attorney-In-Fact

EXHIBIT INDEX

Exhibit Number	Description
3.1	Notice of Articles, dated July 10, 2006 (incorporated by reference to Exhibit 3.1 to Storm Cat Energy Corporation's Quarterly Report on Form 10-Q filed on August 9, 2006 (Commission File No. 001-32628)).
3.2	Articles, dated May 21, 2004 (incorporated by reference to Exhibit 4.2.1 to Storm Cat Energy Corporation's Registration Statement on Form F-3 filed on December 23, 2005 (Commission File No. 333-130688)).
3.2.1	Amendment to Articles, dated June 23, 2005 (incorporated by reference to Exhibit 4.2.2 to Storm Cat Energy Corporation's Registration Statement on Form F-3 filed on December 23, 2005 (Commission File No. 333-130688)).
3.2.2	Amendment to Articles, dated June 27, 2006 (incorporated by reference to Exhibit 3.1 to Storm Cat Energy Corporation's Quarterly Report on Form 10-Q filed on August 9, 2006 (Commission File No. 001-32628)).
4.1	Specimen of Common Share Certificate (incorporated by reference to Exhibit 4.7 to Storm Cat Energy Corporation's Registration Statement on Form F-3 filed on December 23, 2005 (Commission File No. 333-130688)).
4.2	Form of Registration Rights Agreement entered into by and between Storm Cat Energy Corporation and each of the investors in the private placements that closed on October 25, 2005, November 30, 2005 and December 21, 2005 (incorporated by reference to Exhibit 99.2 to Storm Cat Energy Corporation's Current Report on Form 6-K furnished on November 1, 2005 (Commission File No. 001-32628)).
4.3	Form of Warrant to Purchase Common Shares of Storm Cat Energy Corporation, issued by Storm Cat Energy Corporation in favor of each of the Investors in the private placements that closed on October 25, 2005, November 30, 2005 and December 21, 2005 (incorporated by reference to Exhibit 99.3 to Storm Cat Energy Corporation's Current Report on Form 6-K furnished on November 1, 2005 (Commission File No. 001-32628)).
4.4	Form of Warrant to Purchase Common Shares of Storm Cat Energy Corporation, issued by Storm Cat Energy Corporation in favor of Kevin Dewitt Davis and Barbara Zimmerman (incorporated by reference to Exhibit 4.5 to Storm Cat Energy Corporation's Registration Statement on Form F-3 filed on December 23, 2005 (Commission File No. 333-130688)).
4.5	Form of Warrant to Purchase Common Shares of Storm Cat Energy Corporation, issued by Storm Cat Energy Corporation in favor of J. Scott Zimmerman and William Zimmerman (incorporated by reference to Exhibit 4.6 to Storm Cat Energy Corporation's Registration Statement on Form F-3 filed on December 23, 2005 (Commission File No. 333-130688)).
4.6	Form of Warrant to Purchase Common Shares of Storm Cat Energy Corporation, issued by Storm Cat Energy Corporation in favor of each of the investors in the private placements that closed on February 24, 2005 (incorporated by reference to Exhibit 2.2 to Storm Cat Energy Corporation's Annual Report on Form 20-F filed on June 16, 2006 (Commission File No. 001-32628)).
4.7	Form of Warrant to Purchase Common Shares, dated September 27, 2006, issued by Storm Cat Energy Corporation to each participating managed account holder of Trapeze Capital Corp. in the private placement that closed September 27, 2006 (incorporated by reference to Exhibit 4.1 to Storm Cat Energy Corporation's Current Report on Form 8-K filed on October 3, 2006 (Commission File No. 001-32628)).
4.8	

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- Form of Series A Subordinated Convertible Note due March 31, 2012, issued by Storm Cat Energy Corporation to each investor in the Series A Private Placement that closed on January 30, 2007 (incorporated by reference to Exhibit 4.1 to Storm Cat Energy Corporation's Current Report on Form 8-K filed on February 7, 2007 (Commission File No. 001-32628)).
- 4.9 Form of Series B Subordinated Convertible Note due March 31, 2012, to be issued by Storm Cat Energy Corporation to each investor party to the Series B Note Purchase Agreement (incorporated by reference to Exhibit 4.9 to Storm Cat Energy Corporation's Registration Statement on Form S-1 filed on March 1, 2007 (Commission File No. 333-141002)).
- 5.1* Opinion of Bull, Housser & Tupper LLP as to the legality of the securities being registered.
- 10.1 Purchase Agreement between Toby Ventures, Inc. (n/k/a Storm Cat Energy Corporation) and Harlow Ventures dated August 22, 2000 (incorporated by reference to Exhibit 4.A to Storm Cat Energy Corporation's Annual Report on Form 20-F filed on July, 24, 2002 (Commission File No. 000-49947)).
- 10.2 Option Agreements between Toby Ventures, Inc. (n/k/a Storm Cat Energy Corporation) and Officers and/or Directors Christopher Dyakowski, Ronald Husband and Sandra Morton (incorporated by reference to Exhibit 4.C to Storm Cat Energy Corporation's Annual Report on Form 20-F filed on July, 24, 2002 (Commission File No. 000-49947)).
- 10.3 Farmin between Delta Resources Inc., Marin Energy Ltd. and Jem Resources Ltd. as Farmors and Storm Cat Energy Corporation as Farmor, dated January 17, 2005 (incorporated by reference to Exhibit 4.5 to Storm Cat Energy Corporation's Annual Report on Form 20-F filed on June 16, 2006 (Commission File No. 001-32628)).
- 10.4 Purchase and Sale Agreement by and between Palo Petroleum, Inc., Paso Gaso Pipeline, LLC, Storm Cat Energy Corporation and the other parties named therein, dated January 18, 2005 (incorporated by reference to Exhibit 4.6 to Storm Cat Energy Corporation's Annual Report on Form 20-F filed on June 16, 2006 (Commission File No. 001-32628)).
- 10.5 Farmin Agreement between Golden Eagle Energy Ltd. and Storm Cat Energy Corporation, dated February 15, 2005 (incorporated by reference to Exhibit 4.7 to Storm Cat Energy Corporation's Annual Report on Form 20-F filed on June 16, 2006 (Commission File No. 001-32628)).
- 10.6 Farmin and Operating Agreement between Encana Oil & Gas Partnership and Storm Cat Energy Corporation, dated June 29, 2005 (incorporated by reference to Exhibit 4.8 to Storm Cat Energy Corporation's Annual Report on Form 20-F filed on June 16, 2006 (Commission File No. 001-32628)).
- 10.7 Purchase and Sale Agreement, dated July 17, 2006, by and between Storm Cat Energy (USA) Corporation and Bill Barrett CBM LLC (incorporated by reference to Exhibit 10.1 to Storm Cat Energy Corporation's Current Report on Form 8-K filed on July 21, 2006 (Commission File No. 001-32628)).
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