

FORM 10-Q
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

MARK ONE

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

For the quarterly and nine month period ended September 30, 2007

OR

TRANSITION REPORT pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934

FOR THE TRANSITION PERIOD FROM _____ TO _____

Commission File Number: 000-16731

CROFF ENTERPRISES, INC.

(Exact Name Of Registrant As Specified In Its Charter)

Utah

State of Incorporation

3773 Cherry Creek Drive North, Suite 1025
Denver, Colorado

Address of principal executive offices

80209

Zip Code

(303) 383-1555

Registrant's telephone number, including area code

87-0233535

I.R.S. Employer Identification Number

Securities registered pursuant to Section 12(b) of the Act:

Common -
\$0.10 Par Value

Title of each class

None

Name of each exchange on which registered

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant has required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12 b-2 of the Exchange Act) Yes No

There were 551,344 shares of common stock outstanding on October 1, 2007, exclusive of 69,399 common shares held in treasury stock.

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Forward-Looking Statements

Certain information included in this report, other materials filed or to be filed by the Company with the Securities and Exchange Commission (“SEC”), as well as information included in oral statements or other written statements made or to be made by the Company contain or incorporate by reference certain statements (other than statements of historical or present fact) that constitute “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934.

All statements, other than statements of historical or present facts, that address activities, events, outcomes or developments that the Company plans, expects, believes, assumes, budgets, predicts, forecasts, estimates, projects, intends or anticipates (and other similar expressions) will or may occur in the future are forward-looking statements. These forward-looking statements are based on management’s current belief, based on currently available information, as to the outcome and timing of future events. When considering forward-looking statements, you should keep in mind the cautionary statements in this Form 10-Q and the Company’s Annual Report on Form 10-K/A for the year ended December 31, 2006. Such forward-looking statements appear in a number of places and include statements with respect to, among other things, such matters as: future capital, development and exploration expenditures (including the amount and nature thereof), drilling, deepening or refracing of wells, oil and natural gas reserve estimates (including estimates of future net revenues associated with such reserves and the present value of such future net revenues), estimates of future production of oil and natural gas, business strategies, expansion and growth of the Company’s operations, cash flow and anticipated liquidity, prospects and development and property acquisitions, obtaining financial or industry partners for prospect or program development, or marketing of oil and natural gas. We caution you that these forward-looking statements are subject to risks and uncertainties. These risks include but are not limited to: general economic conditions, the Company’s ability to finance acquisitions and drilling, the market price of oil and natural gas, the risks associated with exploration, the Company’s ability to find, acquire, market, develop and produce new properties, operating hazards attendant to the oil and natural gas business, uncertainties in the estimation of proved reserves and in the projection of future rates of production and timing of development expenditures, the strength and financial resources of the Company’s competitors, the Company’s ability to find and retain skilled personnel, climatic conditions, labor relations, availability and cost of material and equipment, environmental risks, the results of financing efforts, regulatory developments and the other risks described in the Company’s Annual Report on Form 10-K/A for the year ended December 31, 2006.

Reserve engineering is a subjective process of estimating underground accumulations of oil and natural gas that cannot be measured in an exact way. The accuracy of any reserve estimate depends on the quality of available data and the interpretation of that data by reserve engineers. In addition, the results of drilling, testing and production activities may justify revisions of estimates that were made previously. If significant, these revisions could change the schedule of any further production and/or development drilling. Accordingly, reserve estimates are generally different from the quantities of oil and natural gas that are ultimately recovered.

In addition, the Company is in a transition period, with the Company considering various “going forward” proposals that may materially alter the financing, structure, and core business of the Company, which may in turn, significantly affect current estimates or projections.

Should one or more of the risks or uncertainties described above or elsewhere in this Form 10-Q or presented in the Company’s Annual Report on Form 10-K/A for the year ended December 31, 2006 occur, or should underlying assumptions prove incorrect, actual results and plans could differ materially from those expressed in any forward-looking statements. We specifically disclaim all responsibility to publicly update any information contained in a forward-looking statement or any forward-looking statement in its entirety and therefore disclaim any resulting liability for potentially related damages.

All forward-looking statements attributable to us are expressly qualified in their entirety by this cautionary statement.

PART I. UNAUDITED FINANCIAL INFORMATION

ITEM 1. UNAUDITED FINANCIAL STATEMENTS

The financial statements included herein have been prepared in conformity with generally accepted accounting principles. The statements are unaudited but reflect all adjustments, which, in the opinion of management, are necessary to fairly present the Company’s financial position and results of operations. All such adjustments are of a normal recurring nature.

CROFF ENTERPRISES, INC.
BALANCE SHEETS
(Unaudited)

	<u>December 31,</u> 2006	<u>September 30</u> 2007
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 985,729	\$ 1,128,984
Accounts receivable	<u>124,900</u>	<u>124,142</u>
	<u>1,110,629</u>	<u>1,253,126</u>
Oil and natural gas properties, at cost, successful efforts method:		
	1,340,362	1,404,571
Accumulated depletion and depreciation	<u>(583,830)</u>	<u>(621,330)</u>
	<u>756,532</u>	<u>783,241</u>
Total assets	<u>\$ 1,867,161</u>	<u>\$ 2,036,367</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 58,756	\$ 39,098
Current portion of ARO	23,000	23,000
Accrued liabilities	<u>33,375</u>	<u>4,645</u>
Total Current Liabilities	<u>115,131</u>	<u>66,743</u>
Long-term portion of ARO	<u>64,695</u>	<u>69,535</u>
Stockholders' equity:		
Class A Preferred stock, no par value 5,000,000 shares authorized, none issued	--	--
Class B Preferred stock, no par value; 1,000,000 shares authorized, 540,659 shares issued and outstanding	1,380,387	1,583,642
Common stock, \$.10 par value; 20,000,000 shares authorized, 620,643 shares issued and outstanding	62,064	62,064
Capital in excess of par value	155,715	155,715
Treasury stock, at cost, 69,399 shares issued and outstanding in 2005 and 2006	(107,794)	(107,794)
Retained earnings	<u>196,963</u>	<u>206,462</u>
	<u>1,687,335</u>	<u>1,900,089</u>
Total liabilities and stockholders' equity	<u>\$ 1,867,161</u>	<u>\$ 2,036,367</u>

See accompanying notes to unaudited condensed financial statements

CROFF ENTERPRISES, INC.
STATEMENTS OF OPERATIONS
(Unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2006	2007	2006	2007
Revenues:				
Oil and natural gas sales	\$ 231,180	\$ 242,863	\$ 666,286	\$ 664,984
Interest income	24,657	11,065	38,536	33,397
Other income	--	--	--	2,760
Gain on Sale of Asset	112,543	--	112,543	--
	<u>368,380</u>	<u>253,928</u>	<u>817,365</u>	<u>701,237</u>
Expenses:				
Lease operating expense including production taxes	73,394	74,372	196,552	212,795
General and administrative	36,346	33,429	135,172	118,090
Overhead expense, related party	19,020	17,077	43,464	41,257
Accretion expense	1,467	1,614	4,401	4,841
Depletion and depreciation	12,000	12,500	36,500	37,500
	<u>142,227</u>	<u>138,992</u>	<u>416,089</u>	<u>414,183</u>
Income before income taxes	226,153	114,936	401,276	286,754
Income taxes expense	72,000	22,000	110,000	74,000
Net income	<u>\$ 154,153</u>	<u>\$ 92,936</u>	<u>\$ 291,276</u>	<u>\$ 212,754</u>
Net income applicable to preferred B shares	<u>75,358</u>	<u>89,899</u>	<u>207,449</u>	<u>203,255</u>
Net income applicable to common shares	<u>\$ 78,795</u>	<u>\$ 3,037</u>	<u>\$ 83,827</u>	<u>\$ 9,499</u>
Basic and diluted net income per common share	<u>\$ 0.14</u>	<u>\$ 0.01</u>	<u>\$ 0.15</u>	<u>\$ 0.02</u>
Weighted average common shares outstanding	<u>551,224</u>	<u>551,224</u>	<u>551,224</u>	<u>551,224</u>

* less than \$0.01 per common share.

See accompanying notes to unaudited condensed financial statement.

CROFF ENTERPRISES, INC.
STATEMENTS OF STOCKHOLDERS' EQUITY
For the year ended December 31, 2006 and the nine months ended September 30, 2007
(Unaudited)

	Preferred B stock		Common stock		Capital in excess of par value	Treasury stock	Accumulated earnings
	Shares	Amount	Shares	Amount			
Balance at December 31, 2006	540,659	\$ 1,380,387	620,643	\$ 62,064	\$ 155,715	\$ (107,794)	\$ 196,963
Net income for the nine months ended September 30, 2007	-	-	-	-	-	-	212,754
Preferred stock reallocation	-	203,255	-	-	-	-	(203,255)
Balance at September 30, 2007	<u>540,659</u>	<u>\$ 1,583,642</u>	<u>620,643</u>	<u>\$ 62,064</u>	<u>\$ 155,715</u>	<u>\$ (107,794)</u>	<u>\$ 206,462</u>

See accompanying notes to unaudited condensed financial statement

CROFF ENTERPRISES, INC.
STATEMENTS OF CASH FLOWS
For the nine months ended September 30, 2006 and 2007
(Unaudited)

	2006	2007
Cash flows from operating activities:		
Net income	\$ 291,449	\$ 212,754
Adjustments to reconcile net income to net cash provided by operating activities:		
Depletion, depreciation and accretion	40,901	42,341
Gain on sale of assets	(112,543)	--
Changes in operating assets and liabilities:		
Accounts receivable	26,104	757
Accounts payable	49,941	(19,658)
Accrued liabilities	20,587	(28,730)
Net cash provided by operating activities	<u>316,439</u>	<u>207,464</u>
Cash flows from investing activities:		
Proceeds from sale of assets	210,550	--
Acquisition of property leases and improvements	(110,065)	(64,209)
Net cash provided by investing activities	<u>100,485</u>	<u>(64,209)</u>
Cash flows from investment activities:		
Costs incurred for the benefit of farmout agreement	(300,621)	--
Net cash (used) by financing activities	<u>(300,621)</u>	<u>--</u>
Net increase in cash and cash equivalents	116,303	143,256
Cash and cash equivalents at beginning of period	902,257	985,729
Cash and cash equivalents at end of period	<u>\$ 1,018,560</u>	<u>\$ 1,128,984</u>

Supplemental disclosure of non-cash investing and financing activities: None

See accompanying notes to unaudited condensed financial statement.

CROFF ENTERPRISES, INC.
NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS

Basis of Preparation

The condensed financial statements for the three and nine month periods ended September 30, 2006 and 2007 in this report have been prepared by the Company without audit pursuant to the rules and regulations of the Securities and Exchange Commission and reflect, in the opinion of the management, all adjustments necessary to present fairly the results of the operations of the interim periods presented herein. Certain information in footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted pursuant to such rules and regulations, although the Company believes the disclosures presented herein are adequate to make the information presented not misleading. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Company's Annual Report on Form 10-K/A for the year ended December 31, 2006, which report has been filed with the Securities and Exchange Commission. The Annual Report is available from the Company's website at www.croff.com, and online at the Securities and Exchange Commission website at www.sec.gov/edgar.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

Croff Enterprises, Inc. ("Croff" or the "Company") was incorporated in Utah in 1907. Croff is an independent energy company engaged in the business of oil and natural gas exploration and production, primarily through the acquisition of producing oil and natural gas leases as well as the ownership of perpetual mineral interests. Other companies operate almost all of the wells from which Croff receives revenues and Croff has no control over the factors which determine royalty or working interest revenues, such as markets, prices and rates of production. Today, Croff participates as a working interest owner in approximately 42 wells or units of several wells. Croff holds small royalty interests in approximately 212 wells.

Critical Accounting Policies and Estimates

The Company's discussion and analysis of its financial condition and results of operation are based upon financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the year. The Company analyzes its estimates, including those related to oil and natural gas revenues, oil and natural gas properties, marketable securities, income taxes and contingencies.

The Company bases its estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions. The Company believes the following critical accounting policies affect its more significant judgments and estimates used in the preparation of its financial statements and the uncertainties that it could impact results of operations, financial conditions and cash flows. The Company accounts for its oil and natural gas properties under the successful efforts method of accounting. Depletion, depreciation and amortization of oil and natural gas properties and the periodic assessments for impairment are based on underlying oil and natural gas reserve estimates and future cash flows using then current oil and natural gas prices combined with operating and capital development costs. There are numerous uncertainties inherent in estimating quantities of proved oil and natural gas reserves and in projecting future rates of production and timing of development expenditures. Historically, oil and natural gas prices have experienced significant fluctuations and have been particularly volatile in recent years. Price fluctuations can result from variations in weather, levels of regional or national production and demand, availability of transportation capacity to other regions of the country and various other factors. Increases or decreases in oil and natural gas prices received could have a significant impact on future results.

Liquidity and Capital Resources

At September 30, 2007, the Company had assets of \$2,036,367 and current assets totaled \$1,253,126 compared to current liabilities of \$66,743. Working capital at September 30, 2007 totaled \$1,176,383 an increase of 18.17% compared to \$995,498 at December 31, 2006. The Company had a current ratio at September 30, 2007, of approximately 19:1. During the nine month period ended September 30, 2007, net cash provided by operations totaled \$207,464, as compared to \$316,439 for the same period in 2006. This decrease was due primarily to a one time sale, providing the additional cash in 2006. The Company's cash flow from operations is highly dependent on oil and natural gas prices. The Company had no short-term or long-term debt outstanding at September 30, 2007.

Capital expenditures were not significant during the first nine months of 2007. The Company's plans for ongoing development, acquisition and exploration expenditures, and possible equity repurchases over and beyond the Company's operating cash flows will depend entirely on the Company's ability to secure acceptable financing, and reasonably priced opportunities. Bank borrowings may be utilized to finance the Company's 2007 capital budget. To date, the Company has utilized its internal operating cash flows. Future cash flows are subject to a number of variables, including the level of production and oil and natural gas prices. There can be no assurance that operations and other capital resources will provide cash in sufficient amounts to maintain planned levels of capital expenditures or that increased capital expenditures will be undertaken.

The Company believes that borrowings from financial institutions, projected operating cash flows and the cash on hand will be sufficient to cover its working capital requirements for the next 12 months, if continuing its current oil and gas activities. In connection with consummating any significant acquisition or funding an exploratory or development drilling program, additional debt or equity financing will be required, which may or may not be available on terms that are acceptable to the Company.

While certain costs are affected by the general level of inflation, factors unique to the oil and natural gas industry result in independent price fluctuations. Over the past five years, significant fluctuations have occurred in oil and natural gas prices. Although it is particularly difficult to estimate future prices of oil and natural gas, price fluctuations have had, and will continue to have, a material effect on the Company. Overall, it is management's belief that inflation is generally favorable to the Company since it does not have significant operating expenses.

Results of Operations

Three months ended September 30, 2007 compared to three months ended September 30, 2006.

The Company had a net income for the third quarter of 2007 which totaled \$92,936 compared to a net income of \$154,153 for the same period in 2006. This decrease in income from 2006 was due to gain from the one time sale of leases in 2006 and one time higher interest income in the third quarter of 2006. Oil and gas operations produced more income in the third quarter of 2007 than in the same quarter of 2006. The company expects lease operating expenses to remain relatively stable and general and administrative expenses to be higher due to strategic corporate changes.

Oil and natural gas sales for the third quarter of 2007 totaled \$242,863, a 5.1% increase from the same period in 2006. Increased oil prices were mostly offset with lower natural gas prices in the current quarter. The Company's average sales price of oil in the third quarter of 2007 was approximately \$5 per barrel higher than the same period in 2006. The Company's average sales price of natural gas in the third quarter of 2006 was approximately \$5.50 per Mcf (Mcf equates to one thousand cubic feet), approximately the same as the third quarter of 2007.

For the third quarter of 2007, lease operating expenses, which include all production related taxes, totaled \$74,372 compared to \$73,394 incurred for the same period in 2006.

Estimated depreciation and depletion expense for the third quarter of 2007 totaled \$12,500 and for 2006, totaled \$12,000.

General and administrative expense, including overhead expense paid to a related party, for the third quarter of 2007 totaled \$50,506 compared to \$55,366 for the same period in 2006. This decrease related primarily to the costs incurred in the TRBT acquisition and proxy in 2006. The Company has incurred additional costs during the third quarter in both 2006 and 2007, associated with compliance with the Sarbanes-Oxley Act of 2002, and anticipated augmented compliance in 2008.

Provision for income taxes for the third quarter of 2007 totaled \$22,000 compared to \$72,000 for the same period in 2006. In the third quarter of 2006 the Company made a one time larger estimate for income taxes.

Nine Months ended September 30, 2007 compared to the nine months ended September 30, 2006.

Net income for the nine months ended September 30, 2007 and 2006 totaled \$212,754 and \$291,276 respectively. This decrease in the net income was due to no gain on sale of assets in 2007.

Oil and gas sales for the nine months ended September 30, 2007 totaled \$664,984 a .01% decrease from the \$666,286 for the same period in 2006. This slight decrease in oil and gas sales in 2007 compared to 2006 is primarily attributed to a decrease in natural gas prices.

Lease operation expense which includes all production related taxes for the nine months ended September 30, 2007 totaled \$212,795 an 8.3% increase from \$196,552 in 2006. This increase was primarily due to higher oilfield service costs in 2007.

Depletion and depreciation expense for the nine months ended September 30, 2007 totaled \$37,500 from the sum of \$36,500 incurred for the same period in 2006. This increase was due to the small increase in producing assets in 2007.

General and administrative expenses, including overhead expense paid to related party, for the nine months ended September 30, 2007 totaled \$159,347 compared to \$178,636 for the same period in 2006. Overhead expense paid to related party for the nine months ended September 30, 2007 totaled \$41,257 compared to \$43,464 incurred for the same period in 2006. The decrease in overhead expenses is primarily attributed to timing of professional fees in the cancelled TRBT acquisition. The Company has also incurred additional costs during both 2006 and 2007 with respect to strategic planning and Sarbanes Oxley compliance.

Provision for income taxes for the nine months ending September 30, 2007 totaled \$74,000 compared to \$110,000 from the same period in 2006. This increase is primarily attributable to the gain on the sale of assets in 2006.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company's major current market risk exposure is in crude oil and natural gas prices. Realized pricing is primarily based on the prevailing domestic price for oil and natural gas. Historically, prices received for oil and natural gas production have been volatile and unpredictable. The price for oil is driven primarily by international political events, trading factors, and world wide supply and demand, including the safety of delivery. Pricing volatility is expected to continue. Croff has no control over oil and gas prices. Natural gas price realizations for the nine months ended September 30, 2007, ranged from a monthly low of approximately \$3.50 per Mcf to a monthly high of approximately \$8 per Mcf. Oil prices ranged from a monthly low of approximately \$55 per barrel to a monthly high of approximately \$80 per barrel. A decline in prices of oil or natural gas could have a material adverse effect on the Company's financial condition and results of operations. For the nine months ended September 30, 2007, a 10% reduction in oil and natural gas prices would have reduced revenues by approximately \$66,000.

ITEM 4. CONTROLS AND PROCEDURES

As of September 30, 2007, our Chief Executive Officer and Chief Accounting Officer (the "Certifying Officers") conducted evaluations of our disclosure controls and procedures. As defined under Sections 13a-15(e) and 15d-15(e) of the Exchange Act, the term "disclosure controls and procedures" means controls and other procedures of an issuer that are designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including the Certifying Officers, to allow timely decisions regarding required disclosure. Based on this evaluation, the Certifying Officers have concluded that our disclosure controls and procedures were effective to ensure that material information is recorded, processed, summarized and reported by our management on a timely basis in order to comply with our disclosure obligations under the Exchange Act, and the rules and regulations promulgated thereunder.

Further, there were no changes in our internal control over financial reporting during the first two fiscal quarters that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting

PART II. OTHER INFORMATION

ITEM 5. SUBSEQUENT EVENTS

- (a) On September 27, 2007 the Croff Board of Directors adopted a Plan of Corporate Division and Reorganization. The Plan was then drafted and executed by all the directors. The Plan, in essence, divides Croff into a new private company containing the assets pledged to the Preferred B shares, and the existing public company holding the remaining assets. The new company would contain all the Preferred B share assets and liabilities and be owned by the Preferred B shareholders. The Preferred B shares have all of the oil and gas assets pledged to them. The common shares would then be left with the currently traded public company with the primary asset being cash. This plan will require shareholder approval after submission of a proxy to the S.E.C. On October 25, 2007, the Company submitted a proxy to the S.E.C. for a shareholder meeting to approve this Plan, along with the election of directors and other routine matters. The proxy materials will be sent to all shareholders upon completion of the S.E.C. review.

The Plan requires the formation of a new Utah corporation to be known as Croff Oil Company, as a separate corporation from Croff Enterprises, Inc. All of the oil and gas assets, bank accounts, and other oil and gas assets and liabilities will be exchanged to this new corporation. Each Croff Preferred B shareholder will be entitled to one restricted common share in the new corporation for each Preferred B currently held. The Croff Preferred B shares will then be cancelled of record. All Croff Preferred B share holders will have the right to receive the new common shares. Three of the existing Croff directors, Richard Mandel, Gerald Jensen, and Julian Jensen will serve as the initial Board of directors of Croff Oil Company. Croff Enterprises, Inc. will continue as a public corporation seeking various merger or acquisition or other reorganization opportunities. Under Utah law dissenting shareholders will be offered a cash buyout alternative. A copy of this Plan is attached to this Form 10-Q.

- (b) On September 27, 2007, the Board of Directors elected Sarah Straughan as the Chief Accounting Officer for Croff Enterprises Inc. to fill the existing vacancy.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits – The following documents are filed as exhibits to this Quarterly Report on Form 10-Q:

Exhibit 2 – The Plan of Corporate Division and Reorganization dated October 25, 2007 is filed as an Exhibit hereto. *

Exhibits:

- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. *
- 31.2 Certification of Chief Accounting Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. *
- 32.1 Certification of Chief Executive Officer, dated November 12, 2007, pursuant to 18 U.S.C. Section 1350, as adopted to Section 906 of the Sarbanes-Oxley Act of 2002. *
- 32.2 Certification Chief Accounting Officer, dated November 12, 2007, pursuant to 18 U.S.C. Section 1350, as adopted to Section 906 of the Sarbanes-Oxley Act of 2002. *

* *Filed herewith*

(b) The following reports on Form 8-K were filed by Registrant during the quarter ended September 30, 2007:

None

SIGNATURES

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

CROFF ENTERPRISES, INC.

Date: November 12, 2007

By: /s/ Gerald L. Jensen
Gerald L. Jensen, President,
Chief Executive Officer

Date: November 12, 2007

By: /s/ Sarah Straughan
Sarah Straughan,
Secretary/Treasurer
Chief Accounting Officer

CROFF ENTERPRISES, INC.
PLAN OF CORPORATE DIVISION AND REORGANIZATION
OCTOBER 25, 2007

Plan of Corporate Division and Reorganization adopted by the Croff Enterprises, Inc. ("Croff") Board of Directors, pursuant to unanimous approval by resolution of the board of directors on September 27, 2007.

1.0 Name and General Description of Plan.

This Plan of Corporate Division and Reorganization (hereafter the "Plan"), as adopted, involves the creation of a related private Utah corporation to be organized and known as Croff Oil Company ("Croff Oil"). The Plan calls for the transfer of all preferred "B" pledged assets (oil and gas assets of Croff Enterprises as more particularly set-out in the attached and incorporated Schedule "A"), and liabilities to Croff Oil for the consideration of each existing preferred "B" shareholder of Croff being entitled to receive one restricted common share of Croff Oil for each preferred "B" shares currently held. Three of the current directors of Croff, Mr. Gerald L. Jensen, Mr. Richard Mandel, Jr. and Mr. Julian D. Jensen have agreed to be named and to serve on the initial interim board of directors for Croff Oil and to designate managment of the new entity primarily from their own membership. The Croff preferred "B" shares would then be cancelled of record. Each preferred "B" shareholder would be given a notice of this Plan pursuant to the shareholders list as of November, 2007, and will be afforded an opportunity and request to tender "B" shares for Croff Oil restricted common shares on a one-to-one basis. All further transfers of preferred "B" shares will be cancelled as of that date. The Plan also provides, as more particularly set-out below, a provision for future exchange of cancelled preferred "B" shares rights for Croff Oil common shares and subsequent treatment of all preferred "B" shares not exchanged in 2007 to remain as a right to exchange within the designated period of time provided under the Utah statutes. Croff Enterprises would continue on as a public "shell" corporation seeking various merger or acquisition or other reorganization opportunities. This Plan of Corporate Division and Reorganization will subsequently be designated for the purposes of this document simply as "The Plan". The Plan will become effective and close pursuant to a submitted proxy statement which will be distributed to all shareholders of record for majority approval, along with reelection of the Croff Enterprises Board and ratification of its selection of an independent auditor ("The Proxy"). Upon majority shareholder approval, the Plan will be immediately effective. This paragraph is intended to constitute only a general description of the Plan, which is more fully set-out below.

2.0 Dissenting Shareholder Rights.

The Board has determined, in consultation with its legal counsel, that all Croff Enterprises shareholders will be entitled under Utah law, Utah Code Annotated §16-10a-1301-1331, to an opportunity to exercise dissenting shareholder rights under the Utah Code provisions. In essential terms, these dissenting shareholder rights will include:

- Notice of the Plan.

- A determination to value the Croff preferred “B” shares for cash redemption purposes by the Board at \$4.25/share.
- A determination to value the common Croff shares for dissenting shareholder redemption purposes at \$1.50/share.
- A preparation and dissemination to all Croff shareholders of a standard form dissenting shareholder notice packet and election form to be included as part of the proxy materials with applicable code provisions attached and as further outlined below.

The Board further understood and includes as part of this Plan its’ understanding that if a Croff shareholder wishes to dissent, the proxy materials should clearly describe that any such shareholder should not vote upon or approve the balance of the Plan dealing with the corporate division, asset transfer and the termination of the preferred “B” shares. Thereafter, dissenting shareholders may elect to exercise their dissenting shareholder rights for cash which would be paid by Croff within the prescribed time limits and manner under Utah law. Should any shareholder not agree to the valuation of the preferred “B” and/or common shares determined by the Board, as described above, the shareholder package will describe their right to proffer an alternative valuation and the right of the Croff to either accept and reject such alternative valuation and with an ultimate right to seek judicial determination concerning valuation of the shares. All of these provisions will be set-out in the dissenting shareholder packet and also include the required provisions under the Utah Code to be attached. The Board has determined, as part of the Plan, that the president of the company in consultation with legal counsel may prepare the dissenting shareholder package as part of the proxy process without further direct Board review, so long as prepared and distributed in accordance with this Plan.

3.0 Preferred “B” Redemption Rights and Procedures.

As part of the Plan, the Board has determined that the proxy materials will contain a notice and request for preferred “B” shareholders to return their restricted cancelled preferred “B” shares, if not exercising dissenting shareholder rights, in exchange for the Croff Oil restricted common shares. The common shares will be restricted as they will not be subject to any registration and are believed by the Board, upon consultation with its legal counsel, to be issued pursuant to this reorganization as shares exempt from registration under federal and state law. Any preferred “B” shares, after the closing of the Plan of Reorganization, shall be exchanged one-to-one without cost to shareholders for restricted common shares of Croff Oil. However, if “B” preferred shares are not received within a period as prescribed by Utah law for “lost and abandoned” property (generally being a period of five (5) years); Croff may then tender any remaining preferred “B” redemption rights and resulting common shares of Croff Oil to the State of Utah for further notice to shareholders and potential escheat to the State of Utah. A general notice and description of this process as part of the proxy statement, shall be to be mailed to all shareholders of record, but will not require any further or subsequent notice to shareholders who cannot be found based upon the current official shareholder (common and preferred “B” lists) of Croff as employed for the proxy solicitation. Reasonable efforts, using online search firms, to find such shareholders will continue, until there is sufficient evidence of not less than two non-deliveries to any shareholder of Croff.

4.0 Adoption of and Implementation the Plan.

This Plan will not be executed until after receiving a majority shareholder approval of both the Croff common and preferred “B” shareholders as more particularly set-out in the intended proxy solicitation. The Board will separately review and approve by resolution the proxy solicitation to be prepared in accordance with this Plan along with the proxy ballots to be employed and the notice provisions to be utilized. The Board confers on its president, in consultation with Croff’s legal counsel, the right to organize and file the Articles of Croff Oil Company, to issue shares to be distributed and to sign related documents and to take all other reasonable and necessary steps to implement the Plan consistent with the terms set-out herein without further Board review.

5.0 Board Intent.

It is the intent of the Board by the adoption this Plan to transfer the oil and gas assets to a private entity with the same relative ownership percentage interest of the Croff preferred “B” shareholders as currently exists in Croff Enterprises. The shareholders of Croff Enterprises holding preferred “B” shares would continue to hold their common shares in the same proportion as held previous to the Plan and are not believed to be diluted or otherwise adversely affected by this Plan. In addition, it is the position of the Board that the transfer of the oil and gas assets may enhance and improve the probability of Croff Enterprises finding more suitable and appropriate merger, acquisition or reorganization candidates to go forward with its intended business purpose of finding such a candidate and in completing a acceptable Plan of Merger, acquisition or other reorganization; but, without any reduction to or diminution of Croff shareholder rights or value in the oil and gas assets or voting control in Croff Enterprises.

It is the further intent of the Board in adopting this Plan that the closing of the Plan of Reorganization be completed and assets transferred legally and beneficially of record as soon as possible after the proxy solicitation and assuming majority approval of such proxy solicitation is obtained. The President/CEO of the company, Mr. Gerald L. Jensen, will be given broad discretion to notice the closing and to sign all documents or other evidence of transfer or assignment on behalf of Croff Enterprises consistent with the terms and provision of this Plan as previously set-out. The president, without further Board approval or review, may prepare and have approved all ancillary documents of assignment, transfer and closing, including bills of sale or other provisions consistent with this Plan as approved.

6.0 Distribution of Plan.

This Plan, as signed, shall be deemed fully adopted and is intended to be attached to and be part of the proxy solicitation sent to shareholders of record of Croff Enterprises and may be filed without further board review or approval as one of the exhibits to the proxy solicitation.

7.0 Miscellaneous.

7.1 This Plan shall be applied and construed in accordance with Utah law.

7.2 The president/CEO of Croff shall have broad discretion and authority to implement this Plan and execute such other documents as reasonably consistent with the terms and provisions of this Plan.

7.3 The Plan may also be amended or modified by board approval as may be necessary to the proxy solicitation approval process with a copy of any amendment or supplement being attached.

7.4 Should there be required any interpretation or application of this Plan, it is the intent of the Board that all terms be given reasonable construction and the Plan be implemented so far as possible notwithstanding any error in syntax, grammar, gender or other usage, or any conflicting, void or voidable provisions or ambiguity.

7.5 The Plan shall fully incorporate and be subject to all provisions of Utah law, whether specifically cited or not, and its terms shall be deemed amended as necessary without further board approval to conform with any Utah statutory provision.

ADOPTED this 25th day of October, 2007.

By the Board of Directors:

/s/ Gerald L. Jensen
Gerald L. Jensen, Director and Chairman of the Board

/s/ Richard Mandel, Jr.
Richard Mandel, Jr., Director

/s/ Julian D. Jensen
Julian D. Jensen, Director

/s/ Harvey Fenster
Harvey Fenster, Director

Schedule A

**Summary Description of Croff
Oil and Gas Assets to be Transferred
October 22, 2007**

Croff Preferred B Assets

The Croff Preferred B assets shall consist of all tangible and intangible oil and gas assets and liabilities belonging to Croff Enterprises, Inc. These shall include all perpetual mineral interests, all leases, all producing and non-producing wells on those leases, and all intangible rights connected to such properties including the banking accounts for the Preferred B assets and the accounts receivable and other intangible rights and assets in connection therewith, and all liabilities, debts, encumbrances, payables, and liabilities of any nature whatsoever, directly or indirectly connected with the above assets. A list of the wells and counties in which leases are located, constituting substantially all of the existing wells, are attached hereto as Schedule A-1 and Schedule A-2.

Schedule A-1

All leases, all producing and non-producing wells on those leases, and all intangible rights connected to such properties in the following states and counties including but not limited to:

COUNTY	STATE
LAMAR	AL
LA PLATA	CO
ROUTT	CO
RIO BLANCO	CO
WASHINGTON	CO
OTSEGO	MI
OSCEOLA	MI
INGHAM	MI
CHEBOYGAN	MI
DAWSON	MT
GLACIER	MT
BILLINGS	ND
BURKE	ND
MCKENZIE	ND
MOUNTRAIL	ND
WILLIAMS	ND
LEA	NM
RIO ARRIBA	NM
BEAVER	OK
KINGFISHER	OK
LE FLORE	OK
MAJOR	OK
WOODWARD	OK
MIDLAND	TX
DE WITT	TX
HARDEN	TX
NUECES	TX
WHARTON	TX
CARBON	UT
DUCHESNE	UT
WASATCH	UT
UINTAH	UT
LINCOLN	WY
SUBLETTE	WY
CAMPBELL	WY
CROOK	WY
NATRONA	WY
SUBLETT	WY
SWEETWATER	WY
CARBON	WY

Schedule A-2

All perpetual mineral interests, all leases, all producing and non-producing wells on those leases, and all intangible rights connected to such properties in the following states and counties including but not limited to:

NAME	STATE	COUNTY	WI	NRI	ORRI	RI
BRADFORD E L 19-15	AL	LAMAR	0.0052084	0.0044148	N/A	N/A
BURNS 1-29	CO	WASHINGTON	0.1875	0.1640625	N/A	N/A
LONGKNIFE	CO	WASHINGTON				
CRAIG K GU/A/1 APO,2	CO	LA PLATA	N/A	N/A	N/A	0.0035578
CRAIG K GU/A/1 APO,2	CO	LA PLATA	N/A	N/A	N/A	0.0035578
EVERETT JONES GU #1, #2	CO	LA PLATA	N/A	N/A	N/A	0.0009205
EVERETT JONES GU #1, #2	CO	LA PLATA	N/A	N/A	N/A	0.0024427
GROFF GU /A/#2	CO	LA PLATA	N/A	N/A	N/A	0.0022273
GROFF GU /A/SEC 29	CO	LA PLATA	N/A	N/A	N/A	0.0022273
JONES 1-11	CO	ROUTT	0.05	N/A	N/A	N/A
KELLY, ROGER D GU/#1	CO	LA PLATA	N/A	N/A	N/A	0.0023438
KELLY, ROGER D GU/#1	CO	LA PLATA	N/A	N/A	N/A	0.0023438
KELLY, ROGER D GU/#2	CO	LA PLATA	N/A	N/A	N/A	0.0023438
KELLY, ROGER D GU/#2	CO	LA PLATA	N/A	N/A	N/A	0.0023438
LINDNER SLATEN GU/A/1,2	CO	LA PLATA	N/A	N/A	N/A	0.0010326
LINDNER SLATEN GU/A/1,2	CO	LA PLATA	N/A	N/A	N/A	0.0010326
TURNER SECURITIES GU/A#1	CO	LA PLATA	N/A	N/A	N/A	0.0023438
TURNER SECURITIES GU/A#1	CO	LA PLATA	N/A	N/A	N/A	0.0023438
TURNER SECURITIES GU/A#2	CO	LA PLATA	N/A	N/A	N/A	0.0023438
TURNER SECURITIES GU/A#2	CO	LA PLATA	N/A	N/A	N/A	0.0023438
ZELLITTI GU/A 1,2	CO	LA PLATA	N/A	N/A	N/A	0.0023438
ZELLITTI GU/A 1,2	CO	LA PLATA	N/A	N/A	N/A	0.0023438
CHARLTON EAST	MI	OTSEGO	0.0032376	0.0026097	0.0078463	N/A
MARION 1-36	MI	OSCEOLA	0.0081389	0.0067289	N/A	N/A
MARION 2-36	MI	OSCEOLA	0.0019116	0.0015959	N/A	N/A
SCHEFFLER 1-29	MI	INGHAM	0.5225	0.406175	N/A	N/A
ST FOREST 1 14	MI	CHEBOYGAN	0.2	0.175	N/A	N/A
SUNBELT INVESTMENTS 1-28	MI	INGHAM	0.5053125	0.3927688	N/A	N/A
BN A #1	MT	DAWSON	0.0627812	0.0511739	N/A	N/A
BRATCHER FORTHUN 1-5R	ND	-	0.0437507	0.0343713	0.0003685	N/A
BRENNA 42-14	ND	MCKENZIE	0.0625	0.0427734	N/A	N/A
DOLAN 7-28	ND	MOUNTRAIL	N/A	N/A	0.0036562	N/A
GLASS BLUFF UNIT	ND	-	N/A	N/A	N/A	0.0001895
LEE 1-21	ND	-	N/A	N/A	0.0080666	N/A
NOVAK 25-11	ND	MCKENZIE	0.097084	0.079737	N/A	N/A
STENEHJEM L M #1	ND	MCKENZIE	0.0014605	0.001209	N/A	N/A
HAGER #1	NM	LEA	N/A	0.0046875	N/A	N/A
HAGER #1	NM	LEA	0.0058594	0.0046875	N/A	N/A
SAN JUAN 29-7 63C-DK	NM	RIO ARRIBA	N/A	N/A	0.000375	N/A
SAN JUAN 29-7 DAKOTA TR 2	NM	RIO ARRIBA	N/A	N/A	0.003	N/A
SAN JUAN 29-7 DK: TR 11 GAS	NM	RIO ARRIBA	N/A	N/A	0.003	N/A
SAN JUAN 29-7 DK: TR 11 OIL	NM	RIO ARRIBA	N/A	N/A	0.005	N/A
SAN JUAN 29-7 FRT COAL TR 11	NM	RIO ARRIBA	N/A	N/A	0.005	N/A
SAN JUAN 29-7 FRT COAL TR 2	NM	RIO ARRIBA	N/A	N/A	0.005	N/A
SAN JUAN 29-7 MESAVERDE TR 11	NM	RIO ARRIBA	N/A	N/A	0.005	N/A
SAN JUAN 29-7 MESAVERDE TR 2	NM	RIO ARRIBA	N/A	N/A	0.005	N/A
SAN JUAN 29-7 PC: TR 11	NM	RIO ARRIBA	N/A	N/A	0.005	N/A

SAN JUAN 29-7 PC: TR 2	NM	RIO ARRIBA	N/A	N/A	0.005	N/A
SAN JUAN 29-7 UNIT 82B-DK GAS	NM	RIO ARRIBA	N/A	N/A	0.0015124	N/A
SAN JUAN 29-7 UT 155	NM	RIO ARRIBA	N/A	N/A	0.0025	N/A
SAN JUAN 29-7 UT 37A	NM	RIO ARRIBA	N/A	N/A	0.00375	N/A
SAN JUAN 29-7 UT 67A	NM	RIO ARRIBA	N/A	N/A	0.0075	N/A
SAN JUAN 29-7 UT NP 561	NM	RIO ARRIBA	N/A	N/A	0.0011875	N/A
DICKERSON 1-34	OK	WOODWARD	0.3013683	0.2563415	N/A	N/A
DUNCAN 1-21	OK	LA FLORE	0.3294784	0.243857	N/A	N/A
DUNCAN 2-21	OK	LA FLORE	0.49	0.3601383	N/A	N/A
DURFEY 1-14	OK	BEAVER	0.0693359	0.0579253	N/A	N/A
HARPER 1-20	OK	WOODWARD	0.1301756	0.0945202	N/A	N/A
ISAAC 1-7	OK	BEAVER	0.0231193	0.0174695	N/A	N/A
MILLER 1-29	OK	WOODWARD	0.1631522	0.1255946	N/A	0.000883
MILLER OSWEGO 1-29	OK	WOODWARD	0.1871843	0.1443242	N/A	0.000883
MUEGGENBORG 1C	OK	KINGFISHER	0.4331419	0.32995	N/A	N/A
OLSON 1-24	OK	MAJOR	0.0255	0.0223803	N/A	N/A
KEISHA #1	TX	-	0.005	0.004375	N/A	N/A
KEISHA #1	TX	-	N/A	0.004375	N/A	N/A
KRIS #1	TX	-	0.01	0.00875	N/A	N/A
KRIS #1	TX	-	N/A	0.00875	N/A	N/A
LAY A	TX	MIDLAND	N/A	0.0031641	N/A	N/A
LAY A	TX	MIDLAND	0.0031641	0.0031641	N/A	N/A
LAY B #1	TX	MIDLAND	N/A	0.0031641	N/A	N/A
LAY B #1	TX	MIDLAND	0.0031641	0.0031641	N/A	N/A
PATOS GAS UNIT #1	TX	-	N/A	N/A	0.0052119	N/A
PICA D-1	TX	-	0.1	0.075	N/A	N/A
STRAWN #1	TX	-	0.01	0.0075	N/A	N/A
ALEX MUELLER	TX	DE WITT	0.6	N/A	N/A	N/A
MARY KORTH	TX	DE WITT	0.6	N/A	N/A	N/A
RESPONDEK#1	TX	DE WITT	0.6	N/A	N/A	N/A
WEISCHWILL #1	TX	DE WITT	0.6	N/A	N/A	N/A
WIGGINS, A C	TX	DE WITT	0.2446229	0.1755179	N/A	N/A
WILSON EST 1	TX	-	0.063	0.04725	N/A	N/A
ALBERT SMITH 2-8C5	UT	DUCHESNE	N/A	N/A	N/A	0.000684
BELCHER 2-33B4	UT	DUCHESNE	N/A	N/A	N/A	0.003277
BISEL GURR 1-11A1	UT	UINTAH	N/A	N/A	N/A	0.0002787
BISEL GURR 2-11A1	UT	UINTAH	N/A	N/A	N/A	0.0002787
BLEAZARD 2-18 B4	UT	DUCHESNE	N/A	N/A	N/A	0.0018187
BODRERO 1-15B3	UT	DUCHESNE	N/A	N/A	N/A	0.0003906
BODRERO 2-15B3	UT	DUCHESNE	N/A	N/A	N/A	0.0003906
BOLTON 2-29A1E	UT	UINTAH	N/A	N/A	N/A	0.0005951
BOREN 1-14A2	UT	DUCHESNE	N/A	N/A	N/A	0.000897
BOREN 1-24A2	UT	DUCHESNE	N/A	N/A	N/A	0.000256
BOREN 3-11A2	UT	DUCHESNE	N/A	N/A	N/A	0.000897
BOREN 3-15A2	UT	DUCHESNE	N/A	N/A	N/A	0.001025
BOREN 4-23A2	UT	DUCHESNE	N/A	N/A	N/A	0.001547
BOREN 4-9A2	UT	DUCHESNE	N/A	N/A	N/A	0.0007291
BOREN 5-22A2	UT	DUCHESNE	N/A	N/A	N/A	0.002243
BOWEN BASTIAN 1-14	UT	UINTAH	N/A	N/A	N/A	0.0004052
BOWMAN 5-5A2	UT	DUCHESNE	N/A	N/A	N/A	0.0014475
BROTHERSON 2-10 B4	UT	DUCHESNE	N/A	N/A	N/A	0.0012153
BROTHERSON 2-22 B4	UT	DUCHESNE	N/A	N/A	N/A	0.0006076
BROTHERSON 2-2B5	UT	DUCHESNE	N/A	N/A	N/A	0.0006222
BROTHERSON 2-35B5	UT	DUCHESNE	N/A	N/A	N/A	0.0002886
CHANDLER 2-5B4	UT	DUCHESNE	N/A	N/A	N/A	0.0004361

CHANDLER UNIT 1-5 B4	UT	DUCHESNE	N/A	N/A	N/A	0.0004361
CHAPMAN 2-4B2	UT	DUCHESNE	N/A	N/A	N/A	0.001946
CHRISTENSEN 2-29A4	UT	DUCHESNE	N/A	N/A	N/A	0.0004559
CHRISTENSEN 2-8B3	UT	DUCHESNE	N/A	N/A	N/A	0.0009398
CLYDE MURRAY 1-2A2	UT	DUCHESNE	0.0036253	0.0031721	N/A	0.0013654
CORNABY 2-14A2 (RECOMP)	UT	DUCHESNE	N/A	N/A	N/A	0.000897
COX 2-36A2	UT	DUCHESNE	N/A	N/A	N/A	0.002535
CROOK UNIT 1-6B4	UT	DUCHESNE	N/A	N/A	N/A	0.0004735
CWU	UT	UINTAH	N/A	N/A	0.0021375	N/A
CWU	UT	UINTAH	N/A	N/A	0.0021375	N/A
DASTRUP 2-30A3	UT	DUCHESNE	N/A	N/A	N/A	0.000346
DAVID 3-7B2	UT	DUCHESNE	N/A	N/A	N/A	0.0013072
DILLMAN 2-28A2	UT	DUCHESNE	N/A	N/A	N/A	0.001828
DOYLE UNIT 1-10 B3	UT	DUCHESNE	N/A	N/A	N/A	0.000647
DR LONG 2-19A1E	UT	UINTAH	N/A	N/A	N/A	0.0008878
DUMP 2-20 A3	UT	DUCHESNE	N/A	N/A	N/A	0.0005127
DUNCAN 3-1A2-K	UT	DUCHESNE	N/A	N/A	N/A	0.0007433
DUNCAN 4-2A2	UT	DUCHESNE	0.0037207	0.0039435	N/A	N/A
ELLSWORTH 1-20 B4	UT	DUCHESNE	N/A	N/A	N/A	0.0024305
ELLSWORTH 2-16 B4	UT	DUCHESNE	N/A	N/A	N/A	0.0009115
ELLSWORTH 2-17 B4	UT	DUCHESNE	N/A	N/A	N/A	0.0018229
ELLSWORTH 2-19 B4	UT	DUCHESNE	N/A	N/A	N/A	0.0035257
ELLSWORTH 2-8B4	UT	DUCHESNE	N/A	N/A	N/A	0.00227
ELLSWORTH 2-9B4-K	UT	DUCHESNE	N/A	N/A	N/A	0.0009114
ELLSWORTH 3-20B4	UT	DUCHESNE	N/A	N/A	N/A	0.0024305
ELLSWORTH UNIT 1-16 B4	UT	DUCHESNE	N/A	N/A	N/A	0.0009114
ELLSWORTH UNIT 1-17 B4	UT	DUCHESNE	N/A	N/A	N/A	0.0018229
ELLSWORTH UNIT 1-8 B4	UT	DUCHESNE	N/A	N/A	N/A	0.00227
ELLSWORTH UNIT 1-9 B4	UT	DUCHESNE	N/A	N/A	N/A	0.0009114
FARNSWORTH 1-7B4	UT	DUCHESNE	N/A	N/A	N/A	0.0006073
FARNSWORTH 2-7 B4	UT	DUCHESNE	N/A	N/A	N/A	0.0006073
FARNSWORTH UNIT 1-12 B5	UT	DUCHESNE	N/A	N/A	N/A	0.0003038
FARNSWORTH UNIT 1-13 B5	UT	DUCHESNE	N/A	N/A	N/A	0.0002986
FEE 14-05	UT	DUCHESNE	N/A	N/A	0.0005208	N/A
GALLOWAY 1-14B2	UT	DUCHESNE	N/A	N/A	N/A	0.000513
GALLOWAY 1-14B2	UT	DUCHESNE	0.0379783	0.0327894	N/A	N/A
GOODRICH 2-2B3	UT	DUCHESNE	N/A	N/A	N/A	0.0025505
GOODRICH ENTERPRISE 1-2	UT	DUCHESNE	N/A	N/A	N/A	0.0025504
GRIFFITH 1-33B4	UT	DUCHESNE	N/A	N/A	N/A	0.003277
HAMBLIN 2-26A2	UT	DUCHESNE	N/A	N/A	N/A	0.000482
HANSEN 1-16B3	UT	DUCHESNE	N/A	N/A	N/A	0.0011961
HANSEN 1-23B3	UT	DUCHESNE	N/A	N/A	N/A	0.0010254
HANSEN 1-24 B3	UT	DUCHESNE	N/A	N/A	N/A	0.0012817
HANSON 2-9 B3-R	UT	DUCHESNE	N/A	N/A	N/A	0.0009399
HANSON TRUST 1-5 B3	UT	DUCHESNE	N/A	N/A	N/A	0.0010263
HANSON TRUST 2-5 B3	UT	DUCHESNE	N/A	N/A	N/A	0.001026
HORROCKS 2-5B1E	UT	DUCHESNE	N/A	N/A	N/A	0.0003438
HUNT 1-21 B4	UT	DUCHESNE	N/A	N/A	N/A	0.0018229
HUNT 2-21B4	UT	DUCHESNE	N/A	N/A	N/A	0.0018229
IORG 2-10B3	UT	DUCHESNE	N/A	N/A	N/A	0.000647
J. ROBERTSON 1-1-B1	UT	UINTAH	N/A	N/A	N/A	0.001757
JENKINS 2-1 B3-R	UT	DUCHESNE	N/A	N/A	N/A	0.0014513
JENKINS 2-12 B3-R	UT	DUCHESNE	N/A	N/A	N/A	0.0013448
JENKINS UNIT 1-1 B3	UT	DUCHESNE	N/A	N/A	N/A	0.0014514

JESSEN 1-17A4	UT	DUCHESNE	N/A	N/A	N/A	0.002539
JESSEN 2-21 A 4	UT	DUCHESNE	N/A	N/A	N/A	0.003125
JOHN 2-3B2	UT	DUCHESNE	N/A	N/A	N/A	0.001945
JOHN 2-7B2	UT	DUCHESNE	N/A	N/A	N/A	0.001307
LABRUM 2-23A2	UT	DUCHESNE	N/A	N/A	N/A	0.001547
LAMB 2 16A2	UT	DUCHESNE	N/A	N/A	N/A	0.000677
LAMICQ 1-20A2	UT	DUCHESNE	N/A	N/A	N/A	0.004075
LAMICQ 2-20A2	UT	DUCHESNE	N/A	N/A	N/A	0.004075
LAMICQ 2-5 B2	UT	DUCHESNE	N/A	N/A	N/A	0.0012866
LAMICQ 2-6B1	UT	DUCHESNE	N/A	N/A	N/A	0.001158
LAMICQ ROBERTSON 1-1B2	UT	DUCHESNE	N/A	N/A	N/A	0.001443
LAMICQ ROBERTSON 2-1B2	UT	DUCHESNE	N/A	N/A	N/A	0.001443
LAMICQ URRUTY 3-17A2	UT	DUCHESNE	N/A	N/A	N/A	0.001746
LAMICQ URRUTY 4-17A2	UT	DUCHESNE	N/A	N/A	N/A	0.001746
LAMICQ URRUTY 4-5A2	UT	DUCHESNE	N/A	N/A	N/A	0.001411
LANDY 1-30A1E	UT	UINTAH	N/A	N/A	N/A	0.0008878
LANDY 2-30A1E	UT	UINTAH	N/A	N/A	N/A	0.0008878
LAZY 2-11B3	UT	DUCHESNE	N/A	N/A	N/A	0.000647
LINMAR 1-19B2	UT	DUCHESNE	N/A	N/A	N/A	0.0024473
LORANGER 2-24A2	UT	DUCHESNE	N/A	N/A	N/A	0.000256
LORANGER 6-22A2	UT	DUCHESNE	N/A	N/A	N/A	0.002243
MCFARLANE 1-4D6	UT	DUCHESNE	N/A	N/A	N/A	0.0004549
MECCA 2-8A2	UT	DUCHESNE	N/A	N/A	N/A	0.0024806
MECHAM, VIRGIL B 1-11A2	UT	DUCHESNE	N/A	N/A	N/A	0.000897
MEEKS 3-8B3	UT	DUCHESNE	N/A	N/A	N/A	0.0009399
MILES 2-1B5	UT	DUCHESNE	N/A	N/A	N/A	0.0008366
MONSEN 2-22 A3	UT	DUCHESNE	N/A	N/A	N/A	0.0011393
MONSEN 3-27A3	UT	DUCHESNE	N/A	N/A	N/A	0.0006494
MONSEN UNIT 1-21 A3	UT	DUCHESNE	N/A	N/A	N/A	0.0003418
MURDOCK 2-34 B5-R	UT	DUCHESNE	N/A	N/A	N/A	0.0001104
MURRAY 3-2A2	UT	DUCHESNE	0.0036253	0.0036253	N/A	0.0009122
NELSON 1-31A1E	UT	UINTAH	N/A	N/A	N/A	0.0016452
OMAN 2-32A4	UT	DUCHESNE	N/A	N/A	N/A	0.0009113
OWL 3-17C5	UT	DUCHESNE	N/A	N/A	N/A	0.0005127
PEARSON 2-11B2	UT	DUCHESNE	N/A	N/A	N/A	0.000684
POTTER 1-2 B5	UT	DUCHESNE	N/A	N/A	N/A	0.0006222
POTTER 2-6B4	UT	DUCHESNE	N/A	N/A	N/A	0.0004735
POWELL 2-33 A3	UT	DUCHESNE	N/A	N/A	N/A	0.0013776
PRESCOTT 1-35Z1	UT	UINTAH	0.005354	0.0053306	N/A	N/A
R LLOYD 1-24A1E	UT	UINTAH	N/A	N/A	N/A	0.0019916
REARY 2-17A3	UT	DUCHESNE	N/A	N/A	N/A	0.0005024
RHOADES MOON 1-35B5	UT	DUCHESNE	N/A	N/A	N/A	0.0002928
ROBB 2-29 B5-R	UT	DUCHESNE	N/A	N/A	N/A	0.0002991
ROBERTSON UTE ST 1-12B1	UT	UINTAH	N/A	N/A	N/A	0.001538
RUDY UNIT 1-11 B3	UT	DUCHESNE	N/A	N/A	N/A	0.000647
RUST 3-4 B3	UT	DUCHESNE	N/A	N/A	N/A	0.0021724
RUST UNIT 1-4 B3	UT	DUCHESNE	N/A	N/A	N/A	0.0021724
SAM H U MONGUS 1-15A1	UT	DUCHESNE	0.0005469	0.0005469	N/A	0.0001025
SAM HOUSTON 24-4	UT	UINTAH	N/A	N/A	0.000875	N/A
SHRINERS 2-10C5	UT	DUCHESNE	1.473019	1.473		
SLB 1-35A1	UT	DUCHESNE	N/A	N/A	N/A	0.000234
SMB UNIT 1-10A2	UT	DUCHESNE	N/A	N/A	N/A	0.000128
SMITH 1-31 B5	UT	DUCHESNE	N/A	N/A	N/A	0.0006836
SMITH, ALBERT 1-8C5	UT	DUCHESNE	N/A	N/A	N/A	0.000684
SQUIRES 3-8A2	UT	DUCHESNE	N/A	N/A	N/A	0.0024806
STATE 1-10A2	UT	DUCHESNE	N/A	N/A	N/A	0.000128

STEVENSON 3-29A3	UT	DUCHESNE	N/A	N/A	N/A	0.0011108
SUNDANCE 4 15A2 (BOREN)	UT	DUCHESNE	N/A	N/A	N/A	0.001025
SWYKES 2 21A2	UT	DUCHESNE	N/A	N/A	N/A	0.002433
TAYLOR, MAUREL FEE 1-36A2	UT	DUCHESNE	N/A	N/A	N/A	0.002535
TEW 1-1 B5	UT	DUCHESNE	N/A	N/A	N/A	0.0008365
TEW 1-15 A3	UT	DUCHESNE	N/A	N/A	N/A	0.0008373
TODD 2-21A3	UT	DUCHESNE	N/A	N/A	N/A	0.0003418
UTE 1-29A1E	UT	UINTAH	N/A	N/A	N/A	0.0008168
UTE 1-30Z1	UT	DUCHESNE	0.0027255	0.0027255	N/A	N/A
UTE 3-12B3	UT	DUCHESNE	N/A	N/A	N/A	0.0013448
WADE COOK 2-14	UT	UINTAH	N/A	N/A	N/A	0.0004053
WALKER 1-14A1E	UT	UINTAH	N/A	N/A	N/A	0.0016063
WHITEHEAD 1-22 A3	UT	DUCHESNE	N/A	N/A	N/A	0.0011393
WINKLER 2-28 A3	UT	DUCHESNE	N/A	N/A	N/A	0.0006836
WINKLER, DUNCAN 1-28 A3	UT	DUCHESNE	N/A	N/A	N/A	0.0006836
WISSE 3-35A2	UT	DUCHESNE	N/A	N/A	N/A	0.0020508
YOUNG 2-15A3	UT	DUCHESNE	N/A	N/A	N/A	0.0008373
ANDERSON CANYON 10-29	WY	LINCOLN	0.0015	0.0012825	N/A	N/A
ANDERSON CANYON 11-29	WY	LINCOLN	0.0015	0.0012825	N/A	N/A
ANDERSON CANYON 20-29	WY	LINCOLN	N/A	N/A	0.0003938	N/A
ANDERSON CANYON 22-29	WY	LINCOLN				
ANDERSON CANYON 41-29	WY	LINCOLN				
ASH FIELD MINNELUSA UNIT	WY	-	0.0248114	0.04125	N/A	N/A
HANSON FED 20-01	WY	SUBLETTE	0.0075	0.0060375	N/A	N/A
KUEHNE RANCH UNIT SE	WY	CAMPBELL	0.0018064	0.0013773	0.0001083	N/A
KUEHNE RANCH UNIT SE	WY	CAMPBELL	0.0018064	0.0013773	0.0001083	N/A
LOST SOLDIER TR 9	WY	SWEETWATER	N/A	N/A	0.0001094	N/A
MAHONEY DOME UNIT	WY	CARBON	N/A	N/A	0.0006837	N/A
RENTUER 1-32	WY	CAMPBELL	N/A	0.1299744	N/A	N/A
RENTUER 1-32	WY	CAMPBELL	0.1299744	0.1069438	N/A	N/A
WOLF DRAW UNIT 41-24	WY	-	0.0001023	-	N/A	N/A

CERTIFICATIONS

I, Gerald L. Jensen, certify that:

1. As Chief Executive Officer, I have reviewed this quarterly report on Form 10-Q of Croff Enterprises, 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 registrant as of, and for, the periods presented in this report;
4. As Chief Executive Officer, I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. As Chief Executive Officer, I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 12, 2007

By: s/ Gerald L. Jensen
Gerald L. Jensen, President,
Chief Executive Officer

CERTIFICATIONS

I, Sarah Straughan certify that:

1. As Chief Accounting Officer, I have reviewed this quarterly report on Form 10-Q of Croff Enterprises, 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 registrant as of, and for, the periods presented in this report;
4. As Chief Accounting Officer, I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. As Chief Accounting Officer, I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 12, 2007

By: /s/Sarah Straughan
Sarah Straughan,
Secretary/Treasurer
Chief Accounting Officer

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350

In connection with the Quarterly Report of Croff Enterprises, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2007 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Gerald L. Jensen, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) This Report on Form 10-Q for the period ended September 30, 2007 fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) I further certify to the best of my knowledge that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Croff Enterprises, Inc.

Date: November 12, 2007

By: /s/ Gerald L. Jensen

Gerald L. Jensen, President,
Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350

In connection with the Quarterly Report of Croff Enterprises, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2007 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Sarah Straughan, Chief Accounting Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) This Report on Form 10-Q for the period ended September 30, 2007 fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) I further certify to the best of my knowledge that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Croff Enterprises, Inc.

Date: November 12, 2007

By: /s/Sarah Straughan
Sarah Straughan,
Chief Accounting Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.
