
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K/A

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

Date of report (Date of earliest event reported) March 31, 2006

Croff Enterprises, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Utah

(State or Other Jurisdiction of Incorporation)

000-16731

(Commission File Number)

87-0233535

(IRS Employer Identification No.)

3773 Cherry Creek Drive North, Suite 1025 Denver, CO

(Address of Principal Executive Offices)

80209

(Zip Code)

(303) 383-1555

(Registrant's Telephone Number, Including Area Code)

Item 4.01. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT

On March 31, 2006, Croff Enterprises, Inc. (the "Company") announced that Causey, Demgen & Moore Inc. ("CDM") declined to stand for re-appointment as Croff's registered public accounting firm due to the restrictions imposed by Section 208(a) of the Sarbanes-Oxley Act of 2002 and the rules and regulations of the Securities Exchange Commission that prohibit partners on the audit engagement team from providing audit services to the issuer for more than five consecutive years and from returning to audit services with the same issuer within five years.

CDM's report on the Company's financial statements for the fiscal years ended December 31, 2005 and 2004 did not contain an adverse opinion or a disclaimer of opinion, and was not qualified or modified as to uncertainty, audit scope or accounting principles.

During the years ended December 31, 2005 and 2004, and the subsequent interim period, through the date of their letter of resignation, there were no disagreements with CDM on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure which, if not resolved to CDM's satisfaction, would have caused them to make reference to the subject matter of such disagreement in connection with their report on the Company's financial statements for such years.

The Company provided CDM with a copy of the foregoing disclosures. Attached as Exhibit 16.1 is a copy of CDM's letter stating its agreement with such statements.

Upon recommendation from its Audit Committee, Croff has engaged the registered public accounting firm of Ronald R. Chadwick, P.C., to review the 2006 quarterly financial reports for Croff. While the Company expects that Mr. Chadwick will also serve as the independent auditor for the audited financial statements filed with Form 10-K at the end of the calendar year 2006, he has not yet been engaged to do so.

Attached as Exhibit 16.2 is a copy of a letter from Mr. Chadwick stating that he is also aware of no disagreements or conflicts between the Company and its former auditors, or between himself and the Company.

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.

CROFF ENTERPRISES, INC.

(Registrant)

Date: April 11, 2006

/s/ Gerald L. Jensen

Gerald L. Jensen
President
Chief Executive Officer

INDEX TO EXHIBITS

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|----------------------------------------|
| 16.1 | Letter from Causey Demgen & Moore Inc. |
| 16.2 | Letter from Ronald R. Chadwick P.C. |

CAUSEY DEMGEN & MOORE INC.

Certified Public Accountants and Consultants

Suite 4650
1801 California Street
Denver, Colorado 80202-2681
Telephone: (303) 296-2229
Facsimile: (303) 296-3731
www.cdmcpa.com

April 11, 2006

United States Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Re: Croff Enterprises, Inc.
SEC File No. 000-16731

Ladies and Gentlemen:

The undersigned Causey Demgen & Moore Inc. previously acted as the registered public accounting firm to audit the financial statements of Croff Enterprises, Inc. (the "Company"). We are no longer acting as the registered public accounting firm to the Company.

This letter will confirm that we have reviewed Item 4.01 of the Company's Form 8-K/A dated March 31, 2006, captioned "CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT" and that we agree with the statements made therein as they relate to us. Causey, Demgen & Moore Inc. knows of no conflicts or disputes with the Company over accounting matters during the two most recent fiscal years and during the subsequent interim period.

We hereby consent to the filing of this letter as an exhibit to the foregoing report on Form 8-K/A.

Dated this 11th day of April, 2006.

Sincerely,

/s/ CAUSEY DEMGEN & MOORE INC.

CAUSEY DEMGEN & MOORE INC.
Denver, Colorado

RONALD R. CHADWICK, P.C.
Certified Public Accountant
2851 South Parker Road, Suite 720
Aurora , Colorado 80014
Telephone (303)306-1967
Fax (303)306-1944

April 11, 2006

United States Securities and Exchange Commission
100 F Street, N.E.
Washington , D.C. 20549

Re: Croff Enterprises, Inc.
SEC File No. 000-16731

Ladies and Gentlemen:

The undersigned, Ronald R. Chadwick, P.C., has been engaged to act as the registered public accountant for the three months ended March 31, 2006 for Croff Enterprises, Inc. (the "Company").

This letter will confirm that I have reviewed Item 4.01 of the Company's Form 8-K/A dated March 31, 2006 captioned "CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT" and that I agree with the statements made therein as they relate to me. I am unaware of any conflicts or disputes between the Company and their past accountants, or with myself over accounting matters during the two most recent fiscal years and during the subsequent interim period.

I hereby consent to the filing of this letter as an exhibit to the foregoing report on Form 8-K/A.

Dated this 11th day of April, 2006.

Very truly yours,

/s/ Ronald R. Chadwick, P.C.

Ronald R. Chadwick, P.C.
RONALD R. CHADWICK, P.C.
Aurora , Colorado