

AMENDED TO INCLUDE EXHIBIT ON ARTICLES OF AMENDMENT (OF INCORPORATION)*

FORM 10-Q/QUARTERLY REPORT UNDER SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities
Exchange Act of 1934
For the period ended June 30, 1996

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: 1-100

CROFF ENTERPRISES, INC. (Formerly Croff Oil Company)
(Exact name of registrant as specified in its charter)
Utah 87-0233535
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)
1675 Broadway Street, Suite 1030, Denver, CO 80202
(Formerly 1433 17th Street Suite, 220 Denver, CO 80202)
(Address of principal executive offices) (Zip Code)
(303) 623-1963
(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since
last report.)

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.

X Yes _____ No
APPLICABLE ONLY TO ISSUERS INVOLVED
IN BANKRUPTCY PROCEEDINGS DURING
THE PRECEDING FIVE YEARS:

Indicate by check mark whether the Registrant has filed all documents and
reports required to be filed by Sections 12, 13 or 15(d) of the
Securities Exchange Act of 1934 subsequent to the distribution of
securities under a plan confirmed by a court.

_____ Yes _____ No
APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes
of common stock, as of the latest practicable date: 516,515 shares, one
class only, as of June 30, 1996.

INDEX

INDEX TO INFORMATION INCLUDED IN THE QUARTERLY REPORT (FORM 10-Q)
TO THE SECURITIES AND EXCHANGE COMMISSION FOR THE THREE AND SIX
MONTHS ENDED JUNE 30, 1996 (UNAUDITED).

PART I. FINANCIAL INFORMATION	Page Number
Balance Sheets as of December 31, 1995 and June 30, 1996	3, 4
Statements of Operations for the Three and Six Months Ended June 30, 1995 and 1996	5
Statements of Cash Flows for the Six Months Ended June 30, 1995 and 1996	6
Notes to Financial Statements	7
Managements' Discussion and Analysis of Financial Condition and Results of Operations	7

PART II. OTHER INFORMATION

Item 2	9
Item 5	9
Item 6	9
Signatures	10

The condensed financial statements included herein are for the Registrant, Croff Oil Company. The financial statements for the six months ended June 30, 1996 and 1995 are unaudited; however, they reflect all adjustments which, in the opinion of management, are necessary to present fairly the results of the interim periods. All adjustments necessary to a fair representation of the financial statements are of a normal recurring nature.

PART I: FINANCIAL INFORMATION
CROFF OIL COMPANY
BALANCE SHEET

	December 31, 1995	June 30, 1996
CURRENT ASSETS:		
Cash and Cash Equivalents:	\$ 37,933	\$140,472
Marketable equity securities	15,500	9,250
Accounts receivable:		
Oil and gas purchasers	28,425	25,873
Refundable income taxes	4,290	6,389
Note receivable, secured by interests in oil and gas properties, includ- ing accrued interest	4,800	0
 Total current assets	 \$ 90,948	 \$ 181,984
PROPERTY AND EQUIPMENT, AT COST:		
Oil & gas properties, successful efforts method:		
Proved properties	457,874	323,565
Unproved properties	110,051	110,051
	567,925	433,616
Less accumulated depletion and depreciation	(249,154)	(221,362)
 Net property and equipment	 \$ 318,771	 \$ 212,254
Coal Investment	95,299	91,044
	\$ 505,018	\$ 485,282
	=====	=====

PART I: FINANCIAL INFORMATION
CROFF OIL COMPANY
BALANCE SHEET

December 31	June 30,
1995	1996

Current Liabilities:			
Accounts payable	\$	10,829	\$ 8,898
Accrued liabilities		3,662	3,706
Note Payable		50,000	0
Total current liabilities		64,491	12,604
Commitments			
Stockholders' equity			
Common stock, \$.10 par value			
20,000,000 share authorized			
579,143 shares issued		57,914	57,914
Capital in excess of par value		909,983	909,983
Accumulated deficit		(444,724)	(412,573)
		523,173	555,324
Less treasury stock at cost,			
52,788 shares in 1994 and 62,628			
in 1995		(82,646)	(82,646)
Total stockholders' equity		440,527	472,678
	\$	505,018	\$ 485,282
	=====		=====

CROFF OIL COMPANY
Statement of Operations

For the Three And Six Months Ended June 30, 1996
(Unaudited)

	For Three Months Ended		For Six Months Ended	
	6/30/95	6/30/96	6/30/95	6/30/96
Revenue:				
Oil and gas sales.....	\$ 47,886	\$ 39,984	\$ 92,963	\$ 87,469
Other income (loss).....	2,602	21,699	6,322	22,687
 Total revenue	 \$ 50,488	 \$ 61,683	 \$ 99,285	 \$ 110,156
 Costs and expenses:				
Lease operating expense..	\$ 9,821	\$ 9,682	\$ 20,352	\$ 20,311
Depreciation and depletion	7,500	4,500	15,000	12,000
General and administrative	20,180	20,438	39,317	39,813
Rent Expense - Related Party	2,940	2,940	5,880	5,880
	 \$ 40,441	 \$ 37,560	 \$ 80,549	 \$ 78,004
 Net income (loss)	 \$ 10,047	 \$ 24,123	 \$ 18,736	 \$ 32,152
	=====	=====	=====	=====
 Earnings (Loss) Per Share	 \$.02	 \$.04	 \$.03	 \$.06
	=====	=====	=====	=====

CROFF OIL COMPANY
Statement of Cash Flows

For the Six
Months Ended
June 30,
1995 1996

CASH FLOWS FROM OPERATING ACTIVITIES:

Net income (loss)	\$ 18,736	\$ 32,152
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and depletion	15,000	12,000
Change in assets and liabilities:		
Decrease/(Increase) in Receivables	4,306	453
Decrease/(Increase) in other assets	(500)	4,800
Decrease/(Increase) in accounts payable	2,297	(1,932)
Decrease/(Increase) in accrued liabilities	(44)	21
(Gains)/Losses on Sale of Assets	0	(22,247)
	-----	-----
Total adjustments	\$ 21,059	\$ (6,905)
 Net cash provided by		

operating activities:	39,795	25,247
	-----	-----
CASH FLOWS FROM INVESTING ACTIVITIES:		
(Purchase)/Sale of oil & gas properties:		118,020
(Purchase)/Return of Coal Investment	(100,000)	4,255
Sale/(Purchase) of Securities	7,750	5,017
	-----	-----
	(92,250)	127,292
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from Note Payable	50,000	(50,000)
Increase (decrease) in cash:	(2,455)	102,539
Cash at beginning of period:	\$ 19,385	\$37,933
	=====	=====
Cash at end of period:	\$ 16,930	\$140,472
	=====	=====

CROFF ENTERPRISES, INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE THREE AND SIX MONTH PERIODS ENDED JUNE 30, 1996

BASIS OF PREPARATION.

The condensed financial statements for the three and six month periods ended June 30, 1996 and 1995 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 management, all adjustments necessary to present fairly the results of the operations of the interim periods presented herein. Certain reclassifications have been made to the prior years' financial statements to conform to the 1996 presentation. Certain information in footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles 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 for the year ended December 31, 1995, which report has been filed with the Securities and Exchange Commission, and is available from the Company.

MANAGEMENTS' DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS.

Three-Month Period Ended June 30, 1996,
as Compared to the Three-Month Period Ended June 30, 1995.

OIL AND GAS OPERATIONS

Oil and gas income, primarily from royalties, for the three months ended June 30, 1996 was \$39,984 compared to \$47,886 for the quarter ending June 30, 1995. This decrease was caused by the sale of the Taylor-Ina field in Texas and the sale of a well in North Dakota. Prices were generally stable after increasing during the first four months of the year. The lack of any significant drilling in the Bluebell - Altamont field in Utah is decreasing revenue to Croff as older wells decline. The Company purchased an interest in two wells which will add to revenues in the next quarter.

Production costs, which include lease operating expenses and all production related taxes, for the three months ended June 30, 1996, were stable, \$9,682 in 1996, compared to \$9,821 during the same time period in 1995. This was due primarily to sales this year and smaller interests in the wells which were worked over. Depreciation and depletion decreased as properties were sold.

OTHER INCOME

During the three month period ended June 30, 1996, the Company had other income of \$21,699. The other income figure was \$2602 for the quarter ending June 30, 1995. This was due to a gain from the sale of producing leases during this quarter and interest earned on higher cash balances.

GENERAL AND ADMINISTRATIVE EXPENSES

General and administrative expenses for the quarter ending June 30, 1996, were \$20,438 plus rent expense of \$2940 for a total of \$23,378 compared to \$20,180, plus rent expense of \$2,940 in the same period in 1995. The Company expects general and administrative costs to remain stable this year.

Six Month Period Ended June 30, 1996,
as Compared to the Six Month Period Ended June 30, 1995.

OIL AND GAS OPERATIONS

Oil and gas income, primarily from royalties, for the six months ending June 30, 1996, was \$87,469 compared to \$92,963 for the six months ended June 30, 1995. This decrease was caused by the sale of oil and gas wells, offset to some degree by higher prices for oil and natural gas.

Production costs, which include lease operating expenses and all production related taxes, for the six months ended June 30, 1996, were \$20,311 in 1996, a decrease from \$20,352 during the six months ended June 30, 1995. There was no significant difference on operating costs from 1995 to 1996.

OTHER INCOME.

During the six month period ended June 30, 1996, the Company had other income of \$22,687, primarily from interest and dividend earnings, and profit on the sale of oil and gas leases. During the same six month period in 1995, the Company had other income of \$6322, primarily from interest and dividend earnings, and gain on marketable securities.

GENERAL AND ADMINISTRATIVE.

General and administrative expenses for the period ending June 30, 1996, were \$39,813 compared to \$39,317 for the six month period ending June 30, 1995. The difference was insignificant.

FINANCIAL CONDITION

As of June 30, 1996, the Company's current assets of \$181,984 exceeded current liabilities of \$12,604 by \$169,380. As of December 31, 1995, the Company's current assets were \$90,948, and current liabilities were \$64,491 for an increase in the Company's working capital position of approximately \$142,923. This increase was due to the payoff of the short term note held by Union Bank in the first quarter. During the second quarter, the Company sold approximately \$130,000 of oil and gas leases for cash. The Company intends to reinvest these proceeds in oil and gas assets. The Company expects to continue to operate at a positive cash flow for the calendar year.

PART II. OTHER INFORMATION

ITEM 2: Changes in securities

See Information under Item 5 below on issuance of previously authorized preferred securities.

ITEM 5: Other Information

As reported in the company's 10-K for December 31 1995, on February 28, 1996, the Company's shareholders authorized the change of name to Croff Enterprises, Inc. and the issuance of preferred shares to existing shareholders. The directors determined to file the amended articles and begin using the new name after June 30, 1996. The oil and gas assets of the Company are pledged to the preferred shareholders. The preferred shareholders are the current common shareholders of the Company. The preferred shares will be distributed during the second half of the 1996 calendar year. Further information is available in the 10-K dated December 31, 1995 and the Proxy Statement for the February 28, 1996, Shareholders Meeting, available from the Company and filed with the Securities & Exchange Commission.

ITEM 6 Exhibits

Amended Articles of Incorporation filed with the Secretary of State of Utah on July 1, 1996.

ITEM 6(b). REPORTS ON FORM 8-K.

The registrant has filed no reports on Form 8-K for the period ending June 30, 1995.

S I G N A T U R E S

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.

REGISTRANT: CROFF OIL COMPANY

By _____
Gerald L. Jensen
Chief Executive Officer and
Chief Financial Officer

By _____
M. Ward Smith
Chief Accounting Officer

Date: _____, 1995

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certify that the foregoing has been filed
and approved on this 1st day of July, 1996, in the
office of this division and hereby issue this certificate
thereof.
Department of Commerce
Examiner _____ BS _____ Date 7/2/96

(Seal of Dept)

Korla T. Woods
Division Director

ARTICLES OF AMENDMENT

FOR

CROFF OIL COMPANY
hereafter to be known as

CROFF ENTERPRISES, INC.
Dated: June 26, 1996

Croff Oil Company, hereafter to be known as "Croff Enterprises, Inc." (hereinafter sometimes the "Company" or "CEI"), submits the following Articles of Amendment to the Utah Division of Corporations for filing pursuant to Utah Code Annotated 16-10a-1006.

In accordance with the foregoing section, the Company has adopted the following Articles pursuant to vote and recommendation of its Board of Directors and as adopted by majority vote of its shareholders. The specific statutorily required voting information as to each amendment follows the text of the amendment as set-out below:

I.

AMENDMENT NO. 1

Change of Name to CROFF ENTERPRISES, Inc.

The Company hereby amends its official name from Croff Oil Company to "CROFF ENTERPRISES, INC" pursuant to recommendation of its Board of Directors and ratifying shareholder vote, but authorizes the Company to continue using the trade name of Croff Oil Company for its oil and gas business as its Board may determine. [The foregoing amendment was adopted at a shareholder meeting on January 16, 1996. At the time of adoption, the Company had issued, outstanding and entitled to vote only one class of common stock. Of the 516,515 issued, outstanding and entitled to vote, 286,190 shares were present in person, or by proxy, at the meeting; 279,919 shares voted in favor of the change of name of the corporation; 750 shares abstained, and, 10,415 shares voted against such proposal. The Board of Directors has determined that a majority of shares were present constituting a quorum, and that a majority of the shares present voted in favor of the foregoing proposal on the day and date indicated above.]

II.

AMENDMENT NO 2

Creation of General Class of Preferred Class "A" Stock

At a shareholders' meeting held on January 16, 1996, the shareholders approved the Board of Directors' recommendation to create a new general class of preferred stock in the Company. There is hereby authorized Five Million (5,000,000) shares of Preferred Class "A" stock . Such stock shall be subject to and issued in accordance with the following terms:

- 1) Issued as the Board determines for cash and/or assets;
- 2) Paid in and stated capital for such preferred shares shall be as subsequently allocated by the Board;
- 3) Preference over common as to assets on liquidation,
- 4) Preference to Class "B." Preferred Shares and common shares income rights,

excluding oil and natural gas assets of the Company;

5) Call and dividend as may be set by Board of Directors

6) The Board shall determine if voting rights are granted as issued.

[The foregoing amendment was adopted at a shareholder meeting on January 16, 1996. At the time of adoption the Company had issued outstanding and entitled to vote only one class of common stock (of the 516,515 issued, outstanding and entitled to vote, 286,190 shares were present in person, or by proxy, at the meetings; 272,919 shares voted in favor of the creation of Class 'A' Preferred Shares; 750 shares abstained; and, 10,415 shares voted against such proposal. The Board of Directors has determined that a majority of shares were present constituting a quorum and that a majority of the shares present voted in favor of the foregoing proposal on the day and date indicated above.]

III.

AMENDMENT NO. 3

Creation and Issuance of Special Class "B" Preferred Stock

At the shareholder meeting held on January 16, 1996 the shareholders approved the Board of Directors' recommendation to issue one share of the newly created Preferred Class "B" stock for each share of common stock presently outstanding in the Company. There is hereby authorized Five Hundred Twenty Thousand (520,000) shares of Preferred Class "B" shares pursuant to shareholder Resolution. Such stock shall be subject and issued in accordance with the following terms:

1. The Preferred Class "B" stock will be the sole class of preferred stock authorized by the Company entitled to any vote upon or interest in the oil and natural gas assets or income of the Company. The preferred Class "B" stock will have priority pursuant to Utah Law over all common, other preferred stocks and affiliated creditors of the Company in the event of liquidation, distribution, merger or sale of the oil and natural gas assets of the Company. Such preference will provide that the Preferred Class "B" shareholders will be paid, pro rata for their shareholder's interest, all of the net asset value of the natural gas and oil assets of Croff Oil Company (Croff Enterprises) and with respect to these assets, there shall be no distribution to any common or other preferred shareholders.

2. The preferred Class "B" shareholders shall have a priority property and shareholders' interest, right, claim and entitlement over all common shareholders with respect to the Company's oil, natural gas, and perpetual mineral investments (hereinafter "oil assets"). The Class "B" preferred shareholders also shall be exclusively entitled to all dividends, distribution, other income, or any other beneficial distributions which are based directly or indirectly on the oil assets and such right and interest shall be recognized as the exclusive beneficial use of the oil assets. Further, only a vote of a majority of the preferred, Class "B" shareholders can effect a modification of the provisions of these priorities and pledge rights.

3. The preferred Class "B" stock will be non-voting stock, except for the right of majority consent provided for in the preceding paragraph of this Article of Amendment.

4. No guaranteed dividend or interest right is created in these Articles as to preferred Class "B" stock, but the Board of Directors may, by subsequent resolution, declare any dividend, interest payment, or other distribution to Class "B" preferred shareholders only out of the oil assets. Further, the Board of Directors may authorize the repurchase by the Company of the Class "B" preferred shares using revenues generated by the oil assets. In no event will the Board of Directors have any power or capacity to create any priority to common or other preferred shareholders in contravention or derogation of the priority established for preferred Class "B" shareholders by this Article.

5. The Original issuance of preferred Class "B" share shall require a distribution on a one-to-one (1 - 1) basis to all common shareholders of the Company as soon as practical after the date of the filing of the Amended Articles.

[The foregoing amendment was adopted at a shareholder meeting on January 16, 1996. At the time of adoption. the Company had issued, outstanding and entitled to vote only one class of common stock . Of the 516,515 issued, outstanding and entitled to vote, 286,190 shares were present in person, or by proxy, at the meeting; 282,190 shares voted in favor of the preferred Class "B" Shares; 750 shares abstained; and 650 shares voted against such proposal. The Board of Directors has determined that a majority of shares were present

constituting a quorum, and that a majority of the shares present voted in favor of the foregoing proposal on the day and date indicated above.]

The foregoing articles of amendment were submitted upon oath by the undersigned President of the Company and properly reflect the actions taken, approved and ratified by the Board of Directors.

Gerald L. Jensen
President

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

Personally appeared before me, the undersigned Notary, Mr. Gerald L. Jensen, who being first duly sworn represented he is President and Chairman of the Board of the Company and executed the foregoing Articles of Amendment pursuant to authorization of its Board of Directors and in accordance with a shareholder meeting and vote on this, 28th day of June, 1996.

Beverly J. Licholat
NOTARY PUBLIC
My commission Expires 08/08/98

6-MOS
DEC-31-1996
JUN-30-1996
140,472
9250
32,262
0
0
181,984
433,616
221,362
485,282
12,604
0
57,914
0
497,413
485,282
87,469
110,156
0
78,004
0
0
0
32,152
0
32,152
0
0
0
32,152
.06
.06