

[X] Quarterly Report Pursuant to Section 13 or 15(d) of the Securities  
 and Exchange Act of 1934  
 For the period ended March 31, 2000  
 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: 100

CROFF ENTERPRISES, INC.  
 (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.)  
 621 17th St., Suite 830, Denver, Colorado 80293  
 (Address of principal executive offices) (Zip Code)  
 (303) 383-1555  
 (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 class of  
 common stock, as of the latest practicable date: 526,515 shares, one class  
 only as of May 1, 2000.

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INDEX TO INFORMATION INCLUDED IN THE QUARTERLY REPORT (FORM 10-Q) TO  
 THE SECURITIES AND EXCHANGE COMMISSION FOR THE THREE MONTHS ENDED  
 MARCH 31, 2000(UNAUDITED).

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Forward-looking statements in this report, including without limitation,  
 statements relating to the Company's plans, strategies, objectives,  
 expectations, intentions and adequacy of resources, are made pursuant  
 to the safe harbor provisions of the Private Securities Litigation Reform  
 Act of 1995. Investors are cautioned that such forward-looking statements  
 involve risks and uncertainties; including without limitation to, the  
 following: (i) the Company's plans, strategies, objective, expectations  
 and intentions are subject to change at any time at the discretion of the  
 Company; (ii) the Company's plans and results of operations will be  
 affected by the Company's ability to manage its growth and inventory (iii)  
 other risks and uncertainties indicated from time to time in the Company's  
 filings with the Securities and Exchange Commission. Neither the Securities  
 and Exchange Commission nor any other regulatory body takes any position as  
 to the accuracy of forward-looking statements.

PART I: FINANCIAL INFORMATION  
CROFF ENTERPRISES, INC.  
BALANCE SHEET  
(Unaudited)

	Dec. 31, 1999	March 31, 2000
CURRENT ASSETS:		
Cash and Cash Equivalents:	\$ 57,716	\$ 80,098
Marketable equity securities	4,375	5,500
Accounts receivable:		
Oil and gas purchasers	43,915	47,331
Refundable income taxes	2,500	3,125
Total current assets	108,506	136,054
PROPERTY AND EQUIPMENT, AT COST:		
Oil & gas properties, successful efforts method:		
Proved properties	628,560	628,560
Unproved properties	97,102	97,102
	\$ 725,662	\$ 725,662
Less accumulated depletion and depreciation	(336,006)	(346,506)
Net property and equipment	\$389,656	\$379,156
Total assets	\$498,162	\$515,210

PART I: FINANCIAL INFORMATION  
CROFF ENTERPRISES, INC.  
BALANCE SHEET  
(Unaudited)

	Dec. 31, 1999	March 31, 2000
CURRENT LIABILITIES:		
Accounts Payable	\$14,451	\$18,604
Accrued Liabilities	3,358	5,323
Total current liabilities	\$ 17,809	\$23,927
CONTINGENCIES (NOTE 2)		
STOCKHOLDERS' EQUITY:		
Class A preferred stock, no par value; 5,000,000 shares, none issue		
Class B Preferred stock, no par value; 520,000 authorized, 500,659 shares (1999 and 2000) issued and outstanding	350,359	359,659
Common stock, \$.10 par value 20,000,000 shares authorized 589,143 shares issued 1999 and 2000)	58,914	58,914
Capital in excess of par value	540,797	540,797
Accumulated deficit	(386,821)	(385,191)
	\$563,249	\$574,179
Less treasury stock at cost, 62,628 shares (1999 and 2000)	(82,896)	(82,896)
Total stockholders' equity	\$480,353	\$491,283
Total liabilities & equity	\$498,162	\$515,210

CROFF ENTERPRISES, INC.  
Statement of Operations  
For the three months ending March 31, 1999 and 2000  
(Unaudited)

	1999	2000
REVENUE:		
Oil and gas sales	\$ 40,196	\$68,266
Gain on disposal of oil and gas properties		
Other income(loss)	47	1,647
Total revenue	\$40,243	\$69,913

COSTS AND EXPENSES:		
Lease operating expense	12,397	19,821
Depreciation and depletion	9,800	10,500
General and administrative	20,679	23,862
Rent Expense - Related Party	4,800	4,800
Total cost and expenses	\$47,676	58,983
Net income (loss)	\$(7,433)	\$10,930
Net income (loss) applicable to preferred stock	6,000	9,300
Net income (loss) applicable to common shareholders	\$1,433	\$1,630
Basic and diluted net loss per common share	\$(*)	\$*

\*-Less than .01 per share

CROFF ENTERPRISES, INC.  
Statement of Cash Flows  
For the three months ending March 31, 1999 and 2000  
(Unaudited)

	1999	2000		
CASH FLOWS FROM OPERATING ACTIVITIES:				
Net income (loss)	\$(7,433)	\$10,930		
Adjustments to reconcile net income (loss) to net cash provided by operating activities:				
Depreciation and depletion	9,800	10,500		
Change in assets and liabilities:				
(Increase) decrease in accounts receivable	(7,109)	(3,417)		
(Increase) decrease in other assets	(700)	(625)		
Increase (decrease) in accounts payable	15,282	4,154		
Increase (decrease) in accrued liabilities	5,562	1,965		
Increase (decrease) in marketable securities	312	(1,125)		
Total adjustments			\$23,147	\$11,452
Net cash provided by operating activities:	\$15,714	\$22,382		
CASH FLOWS FROM FINANCING ACTIVITIES:				
Repayment of note payable Union Bank and Trust	\$(23,369)			
Net cash used in financing	\$(23,369)			
Increase (decrease) in cash	(7,655)	22,382		
Cash and cash equivalents at beginning of period	14,294	57,716		
Cash and cash equivalents at end of period	\$6,639	\$80,098		

CROFF ENTERPRISES, INC.  
NOTES TO UNAUDITED FINANCIAL STATEMENTS  
FOR THE THREE MONTH PERIOD ENDED MARCH 31, 2000

PART I BASIS OF PREPARATION.

The condensed financial statements for the three month periods ended March 31, 2000 and 1999 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 reclassifications have been made to the prior year's financial statements to conform to the 2000 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, 1999, which report has been filed with the Securities and Exchange Commission, and is available from the Company.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS

Three-Month period Ended March 31, 2000  
as Compared to the Three-Month Period Ended March 31, 1999.

OIL AND GAS OPERATIONS

Oil and gas revenue, about equally divided between royalties and working interest, for the three months ended March 31, 2000, was \$68,266

compared to \$40,196 for the quarter ending March 31, 1999. The primary cause for this increase was due primarily to the large increase in oil prices which increased almost 100% between the first quarter of 1999 and the first quarter of 2000. There was no additional production of oil. Natural gas prices were also higher, increasing approximately ten percent over the year earlier period.

Production costs, which includes lease operating expenses and all production related taxes, for the three months ended March 31, 2000, increased significantly to \$19,821 when compared to the production costs of \$12,397 incurred during the quarter ended March 31, 1999. This increase was due to wells that were shut in or workovers that were postponed during the period of lower prices, being put back in production, and higher production taxes.

#### OTHER INCOME

During the three month period ended March 31, 2000, the Company had other income of \$1647. This was a increase from \$47 in the same period in 1999. The increase was due to higher interest on larger deposits and an increase in the value of the securities held.

#### GENERAL AND ADMINISTRATIVE EXPENSES

General and administrative expenses for the quarter ending March 31, 2000, were \$23,862 plus rent expense of \$4,800 for a total of \$28,662 compared to \$20,679 plus \$4,800 for a total of \$25,479 in the same period in 1999. The reason for this increase was primarily due to all auditing expenses for 2000 being booked in this quarter, and moving expenses for the Company. The Company expects general and administrative costs to remain stable this year.

#### YEAR 2,000 DISCLOSURE

The Company incurred no significant expenditures or problems due to the year 2000 compliance.

#### FINANCIAL RESOURCES AND LIQUIDITY

As of March 31, 2000, the Company's current assets exceeded current liabilities by \$112,127. As of December 31, 1999, the Company's current assets exceeded current liabilities by \$90,697. The Company's current ratio is approximately 6:1. The Company is currently accumulating cash and liquid assets to build the current liquid accounts of the Company to the \$150,000 level to prepare for a possible reverse merger of the Company.

The Company expects to continue to operate at a positive cash flow for the remainder of this year and to accumulate cash and securities.

#### PART II. OTHER INFORMATION

##### ITEM 6(B) REPORTS ON FORM 8-K

The registrant has filed no reports on Form 8-K for the period ending March 31, 2000.

#### 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.

REGISTRANT: CROFF ENTERPRISES, INC.

By:

Gerald L. Jensen  
Chief Executive Officer and Chief Financial Officer

By:

Beverly Licholat  
Chief Accounting Officer

Dated: 5/12/1\2000