

CROFF ENTERPRISES INC
Form DEFA14A
December 11, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Croff Enterprises, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
- Fee paid previously with preliminary materials.
-

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

COMMON SHARE BALLOT
CROFF ENTERPRISES, INC. PROXY BALLOT
SPECIAL MEETING, December 21, 2007

Please complete, sign and provide any additional information on this Proxy Statement and return it to the Company by mailing it back prior to December 21, 2007 in the enclosed envelope.

FOR
AGAINST ABSTAIN PROPOSAL

Election of all nominees to the Board of Directors. If voting against election of all, indicate below your individual vote.

YOU MAY VOTE FOR ALL CURRENT NOMINEES ABOVE; OR
YOU MAY VOTE INDIVIDUALLY AS TO EACH PROPOSED DIRECTOR BELOW

FOR
AGAINST ABSTAIN

Mr. Gerald L. Jensen

Mr. Richard Mandel

Mr. Julian D. Jensen

Mr. Harvey Fenster

OTHER MATTERS

FOR
AGAINST ABSTAIN

Vote on Plan to divide Croff Enterprises (“Croff”) and transfer all oil and gas assets and liabilities to Croff Oil, Inc. for the issuance of common shares of Croff Oil, Inc. payable to Croff Enterprises preferred “B” shareholders on a one-to-one ratio; and then cancel all Croff preferred “B” shares.

Vote on ratifying the Independent Auditor, Ronald Chadwick, C.P.A.

Vote to increase the Class “A” authorized preferred shares from 5 million to 10 million shares, no par.

Vote to increase the Common shares from 20 million to 100 million shares, \$0.10 par.

___ Check here if you plan to attend meeting.

SIGNATURE

Print Shareholder Name(s) exactly
as they appear on your Certificate

Complete If Known:

Certificate #:No. of Shares:

Date _____

Do not execute this form if you are submitting the Dissenting Shareholder Rights form.
