

NEXIA HOLDINGS INC  
Form 8-K  
January 27, 2006

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

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**CURRENT REPORT FOR ISSUERS SUBJECT TO THE  
1934 ACT REPORTING REQUIREMENTS**

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Date of Event: January 26, 2006 (date of earliest event reported)

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**NEXIA HOLDINGS, INC.**  
(Exact name of registrant as specified in its charter)

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**Nevada**  
(State or other jurisdiction of incorporation or organization)

**033-22128D**  
(Commission File Number)

**488159-10-4**  
(IRS Employer Identification Number)

**59 West 100 South, Second Floor, Salt Lake City, Utah 84101**  
(Address of principal executive offices)

**(801) 575-8073**  
(Registrant's telephone number, including area code)

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#### ITEM 4.01 Changes in Registrant's Certifying Accountant

On January 26, 2006, De Joya Griffith & Company, LLC. (the "New Accountant") of 6330 McLeod Drive, Suite 1, Las Vegas, Nevada 89102 was retained as the auditors for Nexia Holdings, Inc. (the "Company").

In making the selection of the New Accountant the Company's management and board of directors reviewed auditor independence issues and the absence of any pre-existing business or commercial relationship with the new accountant and concluded that there are no such relationships that would impair the independence of the New Accountant. The board and management of the Company concluded that the geographical proximity would benefit the Company in working with the New Accountant and promote the timely completion of work requested from the New Accountant.

During the two fiscal years ended December 31, 2003 and December 31, 2004 and through January 24, 2006, the Company did not consult with De Joya Griffith & company, LLC regarding any of the matters or events set forth in Item 304(a)(2)(i) and (ii) or Regulation S-B.

On January 26, 2006 the Company informed its prior accountant Bongiovanni & Associates, P.A. (the "Former Accountant") of 17111 Kenton Drive, Suite 204-B, Cornelius, North Carolina 28031, that it was dismissed as the Company's auditors.

During the Company's two most recent fiscal years and the subsequent interim period through the date of dismissal, there were no disagreements with the Former Accountant on any matters of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which, if not resolved to the satisfaction of the Former Accountant, would have caused it to make reference to the subject matter of the disagreement in connection with its reports on these financial statements for those periods.

The Company has requested that the Former Accountant furnish it with a letter addressed to the Securities and Exchange Commission stating whether it agrees with the above statements. The requested letter is attached as Exhibit 16.1 to this Current Report on Form 8-K.

#### ITEM 9.01 Financial Statements and Exhibits

The following exhibits are included as part of this report:

| <i>Exhibit<br/>No.</i> | <i>Page No.</i> | <i>Description</i> |
|------------------------|-----------------|--------------------|
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| 16.2 | 3 | <u>Consent letter of Bongiovanni &amp; Associates, P.A.</u> |
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**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.

**Nexia Holdings, Inc.**

Dated this 27<sup>th</sup> day of January, 2006.

By: /s/ Richard Surber

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Richard Surber  
President