

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

(Amendment No. 1)

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 13, 2008

Consolidated-Tomoka Land Co.

(Exact name of registrant as specified in its charter)

Florida
(State or other jurisdiction of incorporation)

0-5556
(Commission File Number)

59-0483700
(IRS Employer Identification No.)

1530 Cornerstone Boulevard, Suite 100
Daytona Beach, Florida
(Address of principal executive offices)

32117
(Zip Code)

Registrant's telephone number, including area code: **(386) 274-2202**

Not Applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 17, 2008, Consolidated-Tomoka Land Co. (the "Company") filed a Form 8-K (the "March 17 Form 8-K") in connection with the resignation of Mr. James E. Jordan from the Board of Directors of the Company. The Company provided Mr. Jordan with a copy of the March 17 Form 8-K in accordance with Item 5.02 of Form 8-K. On March 20, 2008, Mr. Jordan sent the Company a letter in response to the disclosure made in the Company's March 17 Form 8-K, which is filed herewith as Exhibit 17.2 to this Amendment No. 1 to the Original 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

17.2 Letter dated March 20, 2008, from Mr. James E. Jordan

[Click to view letter](#)

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.

Date: March 20, 2008

Consolidated-Tomoka Land Co.

By: /s/William H. McMunn

William H. McMunn, President and Chief Executive Officer

JAMES E. JORDAN

March 20, 2008

Mr. Robert D. Allen, Chairman
Consolidated-Tomoka Land Company
1530 Cornerstone Blvd. -- Suite 100
P.O. Box 10809
Daytona Beach, Florida 32120-0809

VIA FAX & MAIL

Dear Bob:

Thank you for sending me CTO's proposed Form 8-K filing in response to my letter of resignation.

There is only one issue I noted which I think your filing should incorporate, and that is my belief that matters such as the combination of titles of chairman and chief executive officer, and any nominees for board consideration (and by implication, the related issue of board expansion), should initially have been referred to the Nominating and Governance Committee for deliberation and recommendation, rather than to the Board as a whole.

Sincerely yours,

A handwritten signature in black ink, appearing to read "James E. Jordan", with a large, sweeping flourish above the name.

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