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

# FORM 10-K

X ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2000

---- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d)
OF THE SECURITIES EXCHANGE ACT OF 1934
(NO FEE REQUIRED)

For the transition period from ___ to ___

Commission File Number 0-5556

CONSOLIDATED-TOMOKA LAND CO.
(Exact name of registrant as specified in its charter)

| | |
|---|---|
| FLORIDA | 59-0483700 |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |
| 149 South Ridgewood Avenue Daytona Beach, Florida | 32114 |
| (Address of principal executive offices) | (Zip Code) |

Registrant's Telephone Number, including area code
(386) 255-7558

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF
THE SECURITIES EXCHANGE ACT OF 1934:

| Title of each class | Name of each exchange on which registered |
|---|---|
| COMMON STOCK, $1 PAR VALUE | AMERICAN STOCK EXCHANGE |

SECURITIES REGISTERED UNDER SECTION 12(g) OF THE ACT:
NONE
(Title of Class)

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 was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES X NO ___

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. X

The aggregate market value of the voting stock held by non-affiliates of the Registrant at February 23, 2001 was approximately $83,486,760.

The number of shares of the Registrant's Common Stock outstanding on February 23, 2001 was 5,565,784.

Portions of the Proxy Statement of Registrant dated March 15, 2001 are incorporated by reference in Part III of this report.

"Safe Harbor"
Statement under the Private Securities Reform Act of 1995

Certain statements contained in this report (other than the financial statements and statements of historical fact), are forward-looking statements. The words "before," "estimate," "intend," "anticipate," "will," "could," "may," "should," "plan," "potential," "predict," "forecast," and similar expressions and variations thereof identify certain of such forward-looking statements, which speak only as of the dates on which they were made. Forward-looking statements are made based upon management's expectations and beliefs concerning future developments and their potential effect upon the Company. There can be no assurance that future developments will be in accordance with management's expectations or that the effect of future developments on the Company will be those anticipated by management.

The Company wishes to caution readers that the assumptions which form the basis for forward-looking statements with respect to or that may impact earnings for the year ended December 31, 2001, and thereafter include many factors that are beyond the Company's ability to control or estimate precisely. These risks and uncertainties include, but are not limited to, the market demand of the Company's real estate parcels; the impact of competitive real estate; changes in pricing by the Company or its competitors; the costs and other effects of complying with environmental and other regulatory requirements; losses due to natural disasters and changes in national, regional or local economic and political conditions, such as inflation, deflation, or fluctuations in interest rates.

While the Company periodically reassesses material trends and uncertainties affecting its results of operations and financial condition, the Company does not intend to review or revise any particular forward-looking statement referenced herein in light of future events.

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PART I

Item 1. Business

Consolidated-Tomoka Land Co. (the "Company") is primarily engaged in the real estate industry through its wholly owned subsidiaries, Indigo Group Inc.,Indigo Development Inc., Indigo International Inc., Indigo Group Ltd. and Palms Del Mar Inc. Real estate operations include commercial real estate, real estate development, residential and golf operations, property leasing, leasing properties for oil and mineral exploration and the sale of forest products. These operations are predominantly located in Volusia and Highlands Counties in Florida.

On December 28, 1998, the Company entered into an agreement for the sale of its citrus operations. The transaction closed on April 7, 1999. The results of the citrus operations have been reported separately as discontinued operations in the Consolidated Statements of Income.

Due to the sale of the citrus operations, the Company's continuing operations include only one segment. Thus segmental disclosures are not applicable.

## REAL ESTATE OPERATIONS

Commercial Development. In August of 1989, the Company reached an agreement in principle with the Ladies Professional Golf Association ("LPGA") and the City of Daytona Beach, which called for the planning and development of the site for the national headquarters of the LPGA along with two championship golf courses. The mixed-use development plan, located immediately west of Interstate 95 in Daytona Beach, Florida, and known as LPGA International, additionally provided for a clubhouse, resort facilities, and residential communities along with other commercial uses. This development is on approximately 3,300 acres owned by the Company's real estate development subsidiary, Indigo Development Inc. ("IDI"), the City of Daytona Beach, other developers, and individual homesite owners. The LPGA International development is part of a 4,500-acre tract located both west and east of Interstate 95 which received Development of Regional Impact (DRI) approval in 1993. The LPGA has successfully relocated its headquarters to Daytona Beach and occupies facilities constructed in 1996, within the development. The official opening of the first LPGA International golf course occurred in July 1994 with the second course opening in October 1998. In early 1996, the Interstate 95 interchange at LPGA Boulevard, which is the north and main entrance to the project, was opened for use. On September 1, 1997, responsibility for the operations of the LPGA International golf courses was transferred from the City of Daytona Beach to a wholly



owned subsidiary of the Company. The agreement with the City of Daytona Beach provided for the second golf course and a clubhouse to be constructed by the Company in return for a long-term lease from the City on both golf courses. The first phase of the clubhouse, which consists primarily of the cart barn, was completed in 1999. Construction of the final phase of the clubhouse, consisting of a 17,000 square-foot facility including a pro shop, locker rooms, informal dining and banquet rooms, and a swimming pool, was completed in December 2000 and opened for business in January 2001.

During 1999 the Company sold 180 acres plus 44 developed lots to Renar Development Company ("Renar"). As part of this transaction, Renar became the residential and commercial developer of the community, while the Company maintained its position as master developer of the project.

Indigo Commercial Realty Inc., a commercial real estate brokerage company formed in 1991, is the Company's agent in the marketing and management of commercial properties. In addition to the LPGA development, approximately 50 acres of fully developed sites located in the Daytona Beach area and owned by Indigo Group Inc. were available for sale at December 31, 2000. All development and improvement costs have been completed at these sites.

Residential. Until December 1993, the Company, through Indigo Group Ltd. ("IG LTD"),operated in residential development, home building and sales. At the end of 1993 IG LTD closed down the development and building functions. IG LTD continues to sell its remaining lot inventory in the following communities:

Riverwood Plantation, a 180-acre community in Port Orange, Florida, with 44 lots remaining at December 31, 2000.

Tomoka Heights, a 180-acre development adjacent to Lake Henry in Highlands County, Florida. There are approximately 107 developable lots remaining to be sold including 64 fully developed lots.

The remaining lots within Indigo Lakes, a 200-acre development located in Daytona Beach, were sold in 2000.

IG LTD also had an inventory of fully developed non-contiguous lots in Palm Coast. The remaining lots were sold during 2000.

Income Properties. During 2000, the Company implemented a new business strategy. This strategy involves becoming a company, over time, with a more predictable earnings pattern from geographically dispersed Florida real estate operations. To this end, the Company acquired several income properties in 2000 and the first month of 2001. In December 2000, the Company purchased a 10,880 square-foot building located in Tallahassee, Florida. This site is under a long-term triple net lease with Eckerd. In January 2001, the Company acquired two additional properties. The properties consist of a 28,000 square-foot retail building located in Daytona Beach, Florida,



and an 18,150 square-foot building located in Lakeland, Florida. Both of these properties are under long-term triple net leases with Barnes & Noble.

Other rental property is limited to a 17,000 square-foot office building and an automobile dealership site, both of which are located in Daytona Beach, Florida, along with ground leases for billboards, a communication tower site and a hunting lease. The office building is under a lease/purchase agreement which is considered a direct financing lease. The dealership site was purchased in 2000, and is leased under an operating lease arrangement.

Prior to 2000, the Company had successfully implemented a strategy of disposing of its inventory of miscellaneous income properties. During 1998 the Company sold its 50% interest in a 70,000 square-foot shopping center located in Marion County, Florida. At the end of 1997, the Company sold the office building located in Daytona Beach, known as Consolidated Center. The Company continues to use a portion of the building as its headquarters, as terms of the sale included a commitment to lease 6,000 square feet for a period of at least three years. Also in 1997, the 24,000 square-foot office building in Palm Coast, Florida was sold. During 1996, the Company sold the 24,000 square-foot office building in Daytona Beach, which had been leased to the LPGA as the principal tenant, along with the 70,000 square-foot Mariner Village shopping center located in Spring Hill, Florida.

Forest Product Sales. The timber lands encompass approximately 13,000 acres west of Daytona Beach. Geographic location of the timber tract is excellent. In addition to access by major highways (Interstate 95, State Road 40, and International Speedway Boulevard), the internal road system for forestry purposes is good. Income from sales of forest products varies considerably from year-to-year depending on economic conditions and rainfall, which sometimes limits access to portions of the woodlands. In addition, drought conditions sharply increase the potential of forest fires, as occurred during the summer of 1998. The wildfires which ravaged central Florida burned approximately 9,000 acres of the Company's timberland. This and the sale of the approximately 11,000-acre parcel to St. Johns River Water Management District in 1997 will reduce the Company's potential for future income from sales of forest products; although, sales should more than cover expenses associated with the forestry operation. These expenses consist primarily of real estate taxes, with additional expenses including the costs of installing and maintaining roads and drainage systems, reforestation, and wild fire suppression.

Subsurface Interests. The Company owns full or fractional subsurface oil, gas, and mineral interests in approximately 530,000 "surface" acres of land owned by others in various parts of Florida, equivalent



to approximately 292,400 acres in terms of full interest. The Company leases its interests to mineral exploration firms whenever possible.

Leases on 800 acres have reached maturity; but, in accordance with their terms, are held by the oil companies without annual rental payments because of producing oil wells, on which the Company receives royalties.

The purchasers of 82,543 surface acres in which the Company has a one-half reserved mineral interest are entitled to releases of the Company's rights if such releases are required for residential or business development. Consideration for such releases on 72,137 of those acres would be at the rate of $2.50 per surface acre. On other acres in Lee and Hendry Counties (where producing oil wells exist), the Company's current policy is to grant no release rights with respect to its reserved mineral rights. Periodically, a release of surface entry rights might be granted upon request of a surface owner who requires such a release for special financing or development purposes. In counties other than Lee and Hendry, releases are granted for a percentage of the surface value of a parcel of land.

At December 31, 2000 there were two producing oil wells on the Company's interests. Volume in 2000 was 133,280 barrels and volume in 1999 was 141,973 barrels from three producing wells. Production for prior recent years was: 1998 - 138,664, 1997 - 125,356, and 1996 - 131,231 barrels.

Real Estate Held and Land Transactions. More than 90% of the Company's lands have been owned by the Company or its affiliates for more than fifty years. To date, the Company has not been in the business of acquiring and holding real estate for sale. Instead, portions of the Company's lands are put to what management believes is their best economic use. Unsolicited sales are made of parcels which do not appear to offer opportunities for use in the foreseeable future.

## GENERAL, CORPORATE AND OTHER OPERATIONS

Land development beyond that discussed at "Business - Real Estate Operations" will necessarily depend upon the long-range economic and population growth of Florida and may be significantly affected by fluctuations in economic conditions, prices of Florida real estate, and the amount of resources available to the Company for development.

## CITRUS

The Company, under the name Lake Placid Groves, owned and operated approximately 3,900 acres of orange and grapefruit groves located primarily on two large parcels in Highlands County, Florida. On April 7, 1999, the Company's citrus business, Lake Placid Groves, was sold. The Company harvested and sold both



fresh and to-be-processed citrus from its groves. In connection with the groves, the Company owned and operated an efficient fresh fruit citrus packing plant, in which the portion of the crop which was sold as fresh fruit was packed. Fresh fruit sales were made by the Company to wholesale produce distributors and retail grocery chains primarily in the Eastern and Midwestern regions of the United States and Canada. In an effort to achieve optimum utilization of the packing facility, the Company also handled the fruit of other growers in the area.

That portion of the Company's citrus crop which was not sold as fresh fruit was processed by Citrus World Incorporated ("Citrus World"), an agricultural cooperative, under a participating marketing pool agreement. Citrus World, one of the larger processors of citrus products in the United States, pooled its own fruit with the fruit received from the Company and other citrus growers, processed the pooled fruit, and sold the products produced therefrom. Each participant in the pool, including Citrus World, shared ratably in the proceeds from the sales of these products, net of Citrus World's actual processing and marketing costs, plus a per-unit handling fee. Citrus World made periodic payments to all participants on their pro rata share of net sales proceeds and made final payment after all the products in the pool had been sold. During the years 1999 and 1998, the Company's sales under the above pooling agreement amounted to $1,217,604 and $4,321,531, respectively.

## Employees

The Company has 17 employees and considers its employee relations to be satisfactory.

## Item 2. Properties

Land holdings of the Company and its affiliates, all of which are located in Florida, include: approximately 15,000 acres (including commercial/retail sites) in the Daytona Beach area of Volusia County; approximately 80 acres in Highlands County, near Lake Placid; and full or fractional subsurface oil, gas, and mineral interests in approximately 530,000 "surface acres" in 20 Florida counties. Approximately 8,300 acres of the lands located in Volusia County are encumbered under a mortgage. The conversion and subsequent utilization of these assets provides the base of the Company's operations.

The Volusia County holdings include approximately 11,700 acres within the city limits of Daytona Beach, approximately 3,200 acres within the unincorporated area of Volusia County, and small acreages in the Cities of Ormond Beach and Port Orange. Of the 11,700 acres inside the city limits of Daytona Beach, approximately 3,300 acres



have received development approval by governmental agencies. The 3,300 acres plus approximately 730 acres owned by the City of Daytona Beach, 15 acres owned by Indigo Community Development District, and 410 acres sold to others for development are the site of a long-term, mixed-use development which includes "LPGA International." LPGA International is made up of the national headquarters of the Ladies Professional Golf Association along with two "Signature" golf courses and a residential community, a clubhouse, and a maintenance facility, and main entrance roads to serve the LPGA community. Construction of homes around the first golf course, on 70 acres of land sold to a residential developer, began in 1995 with the first residences completed in early 1996. In 1999, an additional 180 acres and 44 developed lots in LPGA International were sold to Renar. Renar has become the new residential and commercial developer at the LPGA International mixed-use development, while the Company continues as master developer. The lands not currently being developed, including those on which development approvals have been received, are involved in an active forestry operation. Except for a 12-acre parcel at the Interstate 95 and Taylor Road interchange in the Port Orange area south of Daytona Beach, the tract straddles Interstate 95 for 6- 1/2 miles between International Speedway Boulevard (U. S. Highway 92) and State Road 40, with approximately 13,500 acres west and 1,500 acres east of the interstate. Subsidiaries of the Company are holders of the developed Volusia County properties and are involved in the development of additional lands zoned for residential, commercial, or industrial purposes.

In Highlands County, located in south central Florida along U.S. Highway 27, the Company sold its citrus operation of approximately 3,900 acres in 1999. The remaining Highlands County lands, located near Lake Placid, Florida, which is about 75 miles east of Sarasota and 150 miles northwest of Miami, total approximately 80 acres. These are primarily in a subsidiary's inventory of residential or industrial lands.

The Company's oil, gas, and mineral interests, which are equivalent to full rights of 292,400 acres, were acquired by retaining subsurface rights when acreage was sold many years ago.

From October 1990 until December 1993, IG LTD centered its operations on residential community development, home construction, and sales. In 1993, IG LTD discontinued its home building and sales activities under lot marketing and sales arrangements. Residential lots owned by IG LTD at December 31, 2000 are:

- 44 lots in Riverwood Plantation, a community of 180 acres in Port Orange, Florida.
- 64 lots at the 180-acre Tomoka Heights development in Highlands County, Florida. IG LTD is developing this community, located adjacent to Lake Henry, and consisting of single-family and duplex units.





After the sale of the Consolidated Center and the Palm Coast office buildings in 1997 and the 1998 sale of the Company's 50% interest in the shopping center in Marion County, Florida, rental property was limited to a three-story office building in downtown Daytona Beach, adjacent to the Consolidated Center. The office building, containing 17,000 square feet, is under a lease/purchase agreement, and is considered a financing lease.

During 2000, the Company added two new income properties with two additional properties acquired in January 2001. The properties acquired in 2000 include an automobile dealership site located on 12 acres in Daytona Beach, Florida. Also purchased in 2000, was a 10,880 square-foot retail building in Tallahassee, Florida, which is under lease on a long-term triple net basis to Eckerd. The properties purchased in 2001 are under lease on a long-term triple net basis to Barnes & Noble and consist of buildings of 28,000 and 18,150 square-feet located in Daytona Beach and Lakeland, Florida, respectively.

Other leasing activities of the Company include ground leases for billboards, leases of communication tower sites, and a hunting lease covering approximately 8,300 acres.

## Item 3. Legal Proceedings

There are no material pending legal proceedings to which the Company or its subsidiaries are a party.

## Item 4. Submission of Matters to a Vote of Security Holders

No matters were submitted to a vote of security holders during the fourth quarter of the year ended December 31, 2000.

# PART II

## Item 5. Market for the Registrant's Common Equity and Related Stockholder Matters

### COMMON STOCK PRICES AND DIVIDENDS

The Company's common stock trades on the American Stock Exchange (AMEX) under the symbol CTO. The Company has paid dividends on a continuous basis since 1976, the year in which its initial dividends were paid. The following table summarizes aggregate annual dividends paid over the five years ended December 31, 2000.

| | | | |
|---|---|---|---|
| 1996 | $0.55 | 1999 | $0.35 |
| 1997 | $0.65 | 2000 | $0.20 |
| 1998 | $0.70 | | |



## Item 5. Market for the Registrant's Common Equity and Related Stockholder Matters (CONTINUED)

Indicated below are high and low sales prices for the quarters of the last two fiscal years. All quotations represent actual transactions.

| | 2000 | | 1999 | |
|---|---|---|---|---|
| | High | Low | High | Low |
| | $ | $ | $ | $ |
| First Quarter | 12-3/4 | 11 | 16-3/8 | 13-1/4 |
| Second Quarter | 12-9/16 | 11-3/16 | 16 | 12-7/8 |
| Third Quarter | 12-7/8 | 11-5/8 | 17-1/4 | 12-5/8 |
| Fourth Quarter | 12-3/4 | 11-3/8 | 13-13/16 | 11-11/16 |

Approximate number of shareholders of record as of December 31, 2000 (without regard to shares held in nominee or street name): 1,557

There have been no sales of unregistered securities within the past three years.

## Item 6. Selected Financial Data

The following selected financial data should be read in conjunction with the Company's Consolidated Financial Statements and Notes along with "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in this report.

Item 6. Selected Financial Data (CONTINUED)

Five-Year Financial Highlights
(In thousands except per share amounts)

| | 2000 | 1999 | 1998 | 1997* | 1996* |
|---|---|---|---|---|---|
| | $ | $ | $ | $ | $ |
| Summary of Operations: | | | | | |
| Revenues: | | | | | |
| Real Estate | 19,860 | 17,130 | 6,388 | 5,412 | 7,642 |
| Profit on Sales of Undeveloped Real Estate Interest | 1,379 | 2,115 | 132 | 7,725 | 385 |
| Interest and Other Income | 1,987 | 1,854 | 785 | 1,369 | 6,123 |
| TOTAL | 23,226 | 21,099 | 7,305 | 14,506 | 14,150 |
| Operating Costs and Expenses | 8,045 | 8,600 | 4,867 | 3,408 | 4,170 |
| General and Administrative Expenses | 3,365 | 2,879 | 2,319 | 5,932 | 3,386 |
| Income Taxes | 2,956 | 3,261 | 19 | 1,836 | 2,493 |
| Income from Continuing Operations | 8,860 | 6,359 | 100 | 3,330 | 4,101 |
| Income from Discontinued Operations (net of tax) | -- | 9,424 | 1,204 | 681 | 2,502 |
| Net Income | 8,860 | 15,783 | 1,304 | 4,011 | 6,603 |
| Basic and Diluted Earnings per Share: | | | | | |
| Income from Continuing Operations | 1.51 | 1.00 | 0.01 | 0.53 | 0.65 |
| Net Income | 1.51 | 2.48 | 0.20 | 0.64 | 1.05 |
| Dividends Paid Per Share | 0.20 | 0.35 | 0.70 | 0.65 | 0.55 |
| Summary of Financial Position: | | | | | |
| Total Assets | 63,354 | 63,420 | 50,101 | 58,026 | 59,454 |
| Shareholders' Equity | 46,555 | 48,034 | 34,698 | 37,854 | 35,791 |

* Restated for Discontinued Operations - See Note 2 to Consolidated Financial Statements.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

MANAGEMENT'S DISCUSSION AND ANALYSIS
Results of Operations
2000 Compared to 1999

Real Estate Operations

Profits from real estate operations for 2000 escalated to $11,815,425. These profits represent a 39% increase over 1999's profits totaling





$8,529,694. The higher profits are primarily attributable to higher gross profits recognized on commercial real estate transactions. During 2000 the sale of 391 acres of land produced gross profits approximating $13,200,000. This compares to gross profits realized during 1999 of $9,250,000 on the sale of 443 acres. Sales prices and gross profits vary site to site based on location and intended use. The average sales price per acre on 2000 sales was $39,600, a 33% increase over 1999's average sales price of $29,800.

Revenues from golf operations rose 18% for the year 2000 to $3,200,000, on a 33% increase in rounds played. The increase in rounds played was somewhat offset by a 15% decline in average green fees. Despite this climb in revenues overall profits from golf operations fell 118% with a loss of $760,000 posted. This decline in operating results occurred due to a 29% rise in expenses resulting from increased depreciation and maintenance costs of the new cart barn, higher course maintenance costs and increased costs associated with the gain in number of rounds played.

Income properties net income rose 43% over prior year to $184,000. The addition of the automobile dealership site located in Daytona Beach, in October 2000, and the Eckerd retail building in December 2000 accounted for the gain in profits.

A 31% fall in forestry revenues led to a 37% drop in income from forestry operations. Profits from forestry operations totaled $125,000 during 2000 compared to $197,000 one year earlier. The revenue decline was the result of lower harvesting as pricing levels were depressed during the second half of the year.

## General, Corporate and Other

The sale of 75 acres of land, along with the release of subsurface interests on 2,551 acres during 2000 generated profits on sale of undeveloped real estate interests amounting to $1,378,918. This represents a 35% downturn from prior year's profits of $2,115,768. Sales of undeveloped real estate interests in 1999 included the sale of 100 acres of property in addition to the release of subsurface interests on 3,918 acres.

Interest and other income earned during 2000 rose 7% to $1,986,608. This gain was achieved on increased interest earned on notes receivable and investment securities. Interest and other income posted in calendar year 1999 totaled $1,853,808.

General and administrative expenses of $3,364,792 for the calendar year 2000 represent a 17% increase over prior year's total cost of $2,879,365. This rise can be attributed to higher stockholders' expense, due to the increase in the number of shareholders resulting from the September 1999 distribution of the Company's stock by Baker, Fentress & Co., along with higher compensation costs and professional fees.





The resolution, in the third quarter 2000, of several income tax issues under examination with tax authorities resulted in the reduction of deferred income taxes by $1,500,000 for the year.

Discontinued Citrus Operations

During the second quarter of 1999 the Company consummated the sale of its citrus operations. An after-tax gain of $8,047,576 was realized on the transaction. After-tax profits of $1,376,157 from operating activities were recognized in 1999 through the sale date.

# MANAGEMENT'S DISCUSSION AND ANALYSIS

## RESULTS OF OPERATIONS
## 1999 COMPARED TO 1998

## Real Estate Operations

Profits from real estate operations for the year ended December 31, 1999 rose 461% when compared to the prior year. Profits of $8,529,694 were realized in 1999 compared to $1,521,401 for the twelve months of 1998. These strong profits were generated through commercial land sales, with sales of 443 acres producing gross profits of $9,200,000 for the twelve-month period of 1999. This compares to gross profits of $1,330,000 earned on the sale of 90 acres during 1998. The transactions closed during 1999 generated higher profit margins as pricing and profits vary from property to property depending upon location and intended use.

With a full year's operation of the second golf course, which opened October 1998, golf revenues rose 11% to $2,700,000. This increase was created on a 27% gain in rounds played. Depreciation and maintenance costs associated with the new course caused a 30% jump in golf expenses, resulting in an overall $436,000 downturn in operating results when compared to the prior year.

A 59% decrease in revenues generated from forestry activities resulted in a 69% decline in forestry profits for the year to $197,000. This downturn resulted from limited harvesting during the year due to depressed pricing and accelerated salvage harvesting in 1998 due to fire damage.

### General, Corporate and Other

Profits on the sale of undeveloped real estate interests totaled $2,115,768 during 1999, representing a substantial increase over the $132,033 profit realized for the year in 1998. The profits for 1999 were generated on the sale of 100 acres of property in addition to the release of subsurface interests on 3,918 acres.





Profits on sale of undeveloped real estate interests produced during 1998 were realized on the release of subsurface interests on 2,229 acres.

Interest and other income earned during the twelve months of 1999 amounted to $1,853,808 representing a 136% increase over prior year's interest and other income totaling $784,471. This higher income was generated primarily on higher investment interest earned on the proceeds received from the sale of the citrus operations.

A 24% increase in general and administrative expenses was reported for 1999 when compared to prior year. This increase was attributed to lower interest and overhead costs capitalized to development projects during the period. Substantial amounts of interest were capitalized to the construction of the golf course and LPGA International development during 1998.

### Discontinued Citrus Operations

During the second quarter of 1999, the Company consummated the sale of its citrus operations. An after-tax gain of $8,047,576 was realized on the transaction. Operating activities through the sale date resulted in income after tax of $1,376,157 during 1999. For the calendar year 1998, after tax profits of $1,203,895 were generated. The increase in operating profits, despite the short period, were generated on substantially higher pricing, in particular fresh fruit pricing. The rise in pricing was achieved due to a significantly lower state crop for the 1998-1999 season, along with the impact of the freeze experienced in California in late 1998.

## FINANCIAL POSITION

Record earnings from continuing operations were posted during 2000, as net income totaled $8,859,811, equivalent to $1.51 per share. These earnings represent a 39% jump from 1999's income from continuing operations of $6,358,959, equivalent to $1.00 per share. Net income for 1999, including discontinued citrus operations and the gain posted on the sale of that business, amounted to $15,782,692, equivalent to $2.48 per share. The favorable results from continuing operating activities are primarily the result of increased profits generated on commercial real estate closings.





Following is the calculation of EBDDT:

| | Year Ended | |
|---|---|---|
| | December 31, 2000 | December 31, 1999 |

| | | |
|---|---|---|
| Income From Continuing Operations | $ 8,859,811 | $ 6,358,959 |
| Add Back: | | |
| Depreciation | 278,655 | 257,215 |
| Deferred Taxes | 3,411,291 | 586,908 |
| Earnings Before Depreciation and Deferred Taxes | $12,549,757 | $ 7,203,082 |
| EBDDT Per Share | $2.14 | $1.13 |

EBDDT is not a measure of operating results or cash flows from operating activities as defined by generally accepted accounting principles. Further, EBDDT is not necessarily indicative of cash availability to fund cash needs and should not be considered as an alternative to cash flow as a measure of liquidity. The Company believes, however, that EBDDT provides relevant information about operations and is useful, along with net income, for an understanding of the Company's operating results.

EBDDT is calculated by adding depreciation, amortization and deferred income taxes to net income as they represent non-cash charges. Net income in 1999 excludes discontinued citrus operations' net profits, including the gain from sale of that business segment.

Due to the Company's new business strategy introduced at year end 1999 and implemented in 2000, the Company is introducing Earnings Before Depreciation and Deferred Taxes ("EBDDT") as a new performance measure. The new business strategy should produce significant amounts of both depreciation and deferred taxes and this measure will track results in this area.

Cash and investment securities decreased in excess of $12,000,000 for the calendar year 2000. The primary uses of cash were $9,530,245 invested in property, plant and equipment additions, $9,152,351 used to repurchase Company stock, and an additional $1,186,851 used to pay dividends equivalent to $.20 per share. Offsetting these cash outflows was $8,234,719 of cash provided by operating activities. Funds used for additions to property, plant and equipment include approximately $5,985,000 invested on the purchase of two income properties and $3,300,000 expended on the completion of the clubhouse facilities at the LPGA mixed-use development. The new income properties consist of a 10,880 square-foot retail building located in Tallahassee, Florida occupied by Eckerd under a long-term triple-net lease, and a 12 acre auto dealership facility in Daytona Beach, Florida, also under lease.





At December 31, 2000, the Company had two income properties under contract at purchase prices totaling $8,725,000. These properties, which were purchased in January 2001, are under long-term triple-net leases with Barnes & Noble and consist of retail buildings of 28,000 square-feet and 18,150 square-feet located in Daytona Beach and

Lakeland, Florida, respectively. Additionally, a retail building in Palm Bay, Florida, under long-term lease to Walgreens, was put under contract at a purchase price of $4,260,000. The funds used for these transactions were generated from year end 2000 real estate closings and had been escrowed for this purpose. The Company intends to use the proceeds available from 2001 real estate closings, which qualify for like-kind exchange tax treatment, to invest in additional income properties. Construction and development expenditures planned for 2001 approximate $2,000,000. These expenditures include the final amounts due on the construction of the clubhouse, along with other golf operations additions, and road and entrance feature additions on lands adjacent to Interstate 95. Other capital requirements include the continuation of the stock repurchase program. The funds needed for these requirements will be available from cash and short-term investments on hand, operating activities and, if necessary, financing sources in place.

Activity in and around the LPGA International mixed-use development was relatively strong during the year. Construction of the clubhouse facilities was substantially complete by year end, and opened for business the beginning of 2001. Development of five new residential communities by Renar Development Company ("Renar") began during the year with completion expected in the first quarter of 2001. This development activity along with the new marketing program put in place by Renar has strengthened the sales of homesites. Also adding momentum to the project was the nationally televised Ladies

Professional Golf Association Arch Championship held at LPGA International during November and the approval by the Florida section of the United State Tennis Association ("USTA") of moving its headquarters to Daytona Beach. The approximate 12 acre headquarter site, which will be donated by the Company, is located adjacent to the entrance of the LPGA development. The complex will include 24 lighted tennis courts, a grandstand, pro shop and clubhouse, and an office complex. The USTA is obligated to sponsor a minimum of ten tournaments each year for ten years.

Sales activity was strong during 2000, and included the sale of a 66 acre parcel at the southwest quadrant of the I-95 interchange at LPGA Boulevard. This site will serve as the location for a new multi-dealership auto mall, which is now under construction. A project of this magnitude tends to increase interest and activity on the surrounding lands. Although the national economy appears to be slowing and the local economy is always subject to its influences, at this time the local economy appears relatively strong and the Company enters 2001 with a significant land sales contract backlog. These facts lead to prospects for continued near-term profits.





Ownership and investment in income properties has inherent risks, as does all real estate. These risks include, but are not limited to: the general health of the national and local economies, declines in market values, deterioration of surrounding properties and related values, financial stability of tenants and acts of God and nature. The Company attempts to limit these risks through its knowledge of real estate, due diligence efforts, and insurance practices.

The year 2000 was the first year of implementation of the Company's business strategy, with the objective to become, over time, a company with a more predictable earnings pattern from geographically dispersed Florida real estate holdings. To this end, the Company used funds generated from qualified land sales, to acquire income properties utilizing tax deferred like-kind exchange transactions. This strategy will be utilized in the future in conjunction with management's continuing efforts to add value to its core Daytona Beach land holdings through the master planning and development process.

## Item 7A Quantitative and Qualitative Disclosures about Market Risk

The Company has no material market risk associated with interest rates, foreign currency exchange rates or commodity prices.

## Item 8. Financial Statements and Supplementary Data

The Company's Consolidated Financial Statements appear beginning on page F-1 of this report. See Item 14 of this report.

## Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosures

There were no disagreements with accountants on accounting and financial disclosures.

# PART III

The information required by Items 10, 11, 12, and 13 is incorporated herein by reference to the registrant's 2001 annual meeting proxy statement pursuant to Instruction G to Form 10-K. On March 15, 2001, the registrant anticipates filing with the Commission, pursuant to Regulation 14A under the Securities Exchange Act of 1934, its definitive proxy statement to be used in connection with its 2001 annual meeting of shareholders at which directors will be elected for the ensuing year.



## Executive Officers of the Registrant

The executive officers of the registrant, their ages at January 31, 2001, their business experience during the past five years, and the year first elected as an executive officer of the Company are as follows:

Bob D. Allen, 66, chairman of the board since April 1998 and chief executive officer since March 1990; president from March 1990 to January 2000.

William H. McMunn, 54, president and chief operating officer since January 2000; president, Indigo Development Inc., a subsidiary of the Company, since December 1990.

Bruce W. Teeters, 55, senior vice president-finance and treasurer, since January 1988.

All of the above are elected annually as provided in the By-Laws.

## PART IV

### Item 14. Exhibits, Financial Statement Schedules and Reports on Form 8-K

1. Financial Statements

The following financial statements are filed as part of this report:





### Item 14. Exhibits, Financial Statement Schedules and Reports on Form 8-K (CONTINUED)

2. Financial Statement Schedules

Included in Part IV on Form 10-K:

Schedule III - Real Estate and Accumulated Depreciation on page 21 of Form 10-K
Schedule IV - Mortgage Loans on Real Estate on page 22 of Form 10-K

Other Schedules are omitted because of the absence of conditions under which they are required, materiality or because the required information is given in the financial statements or notes thereof.

3. Exhibits

See Index to Exhibits on page 20 of this Annual Report on Form 10-K.

Reports on Form 8-K

No reports on Form 8-K were filed during the last quarter of the fiscal year ended December 31, 2000.



SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CONSOLIDATED-TOMOKA LAND CO.
(Registrant)

3/15/01 By /s/ Bob D. Allen
Bob D. Allen, Chairman of the Board and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

| | | |
|---|---|---|
| 3/15/01 | Chairman of the Board and Chief Executive Officer (Principal Executive Officer), and Director | By: /s/ Bob D. Allen |
| 3/15/01 | Senior Vice President-Finance, Treasurer (Principal Financial and Accounting Officer), and Director | /s/ Bruce W. Teeters |
| 3/15/01 | Director | /s/ David D. Peterson |
| 3/15/01 | Director | /s/ John C. Adams, Jr. |
| 3/15/01 | Director | /s/ Robert F. Lloyd |

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

EXHIBITS

TO

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2000
Commission File No. 0-5556

CONSOLIDATED-TOMOKA LAND CO.

(Exact name of registrant as specified in the charter)



EXHIBIT INDEX

| | | Page No. |
|---|---|---|
| (2.1) | Agreement of Merger and Plan of Merger and Reorganization dated April 28, 1993 between Consolidated-Tomoka Land Co. and CTLC, Inc. filed with the registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1993 and incorporated by this reference. | * |
| (2.2) | Certificate of Merger dated April 28, 1993 filed with the registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1993 and incorporated by this reference. | * |
| (3.1) | Articles of Incorporation of CTLC, Inc. dated February 26, 1993 and Amended Articles of Incorporation dated March 30, 1993 filed with the registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1993 and incorporated by this reference. | * |
| (3.2) | By-laws of CTLC, Inc. filed with the registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1993 and incorporated by this reference. | * |
| 10 | Material Contracts: | |
| (10.1) | 1998-1999 Citrus World Marketing Agreement dated September 1, 1998 between Citrus World, Inc. and Consolidated-Tomoka Land Co. filed on Form 10-K | |

| | | |
|---|---|---|
| | for the year ended December 31, 1998 and incorporated by this reference. | * |
| (10.2) | The Consolidated-Tomoka Land Co. Unfunded Deferred Compensation Plan filed with the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 1981 and incorporated by this reference. | * |
| (10.3) | The Consolidated-Tomoka Land Co. Unfunded Deferred Compensation Plan executed on October 25, 1982 filed with the registrant's Annual Report on Form 10-K for the year ended December 31, 1982 and incorporated by this reference. | * |
| (10.4) | The Consolidated-Tomoka Land Co. Stock Option Plan effective April 26, 1990 as amended and restated effective April 26, 1995, filed with the Registrant's Form S-8 filed on September 15, 1995 and incorporated by this reference. | * |
| (10.5) | Lease Agreement dated August 28, 1997 between the City of Daytona Beach and Indigo International Inc., a wholly owned subsidiary of Consolidated-Tomoka Land Co., filed on Form 10-K for the year ended December 31, 1997 and incorporated by this reference. | * |
| (10.6) | Development Agreement dated August 18, 1997 between the City of Daytona Beach and Indigo International Inc., a wholly owned subsidiary of Consolidated-Tomoka Land Co., filed on Form 10-K for the year December 31, 1997 and incorporated by this reference. | * |
| (10.7) | Purchase and Sale Agreement dated December 28, 1998 between Alton D. Rogers and Wade H. Walker and Consolidated-Tomoka Land Co. filed on Form 10-K for the year ended December 31, 1998 and incorporated by this reference. | * |
| (21) | Subsidiaries of the Registrant | 23 |
| (23) | Report of Independent Certified Public Accountants on Financial Statement Schedules. | 24 |
| (23.2) | Consent of Arthur Andersen LLP. | 25 |

* - Incorporated by Reference



SCHEDULE III
REAL ESTATE AND ACCUMULATED DEPRECIATION
FOR THE YEAR ENDED DECEMBER 31, 2000

| | INITIAL COST TO COMPANY | | | COSTS CAPITALIZED SUBSEQUENT TO ACQUISITION | |
|---|---|---|---|---|---|
| DESCRIPTION | ENCUMBRANCES | LAND | BUILDINGS & IMPROVEMENTS | IMPROVEMENTS | CARRYING COSTS |
| Income Properties: | | | | | |
| Gary Yeomans Ford, Daytona Beach,FL | -0- | 1,403,615 | 2,399,685 | -0- | -0- |
| Eckerd, Tallahassee, FL | -0- | 590,800 | 1,595,000 | -0- | -0- |
| Miscellaneous | -0- | 728,582 | -0- | 1,099,921 | -0- |
| | -0- | 2,722,997 | 3,994,685 | 1,099,921 | -0- |

| GROSS AMOUNT AT WHICH CARRIED AT CLOSE OF PERIOD | | | | | | |
|---|---|---|---|---|---|---|
| LAND | BUILDINGS | TOTAL | ACCUMULATED DEPRECIATION | DATE OF COMPLETION OF CONSTRUCTION | DATE ACQUIRED | DEPR LIFE |

The schudule contains summary financial information extracted from Consolidated-Tomoka Land Co.'s December 31, 2000 10-K and is qualified in its entirety by reference to such financial statements.

12-MOS
DEC-31-2000
DEC-31-2000
12,909,722
8,178,186
11,602,477
0
9,767,635
0
18,862,556
1,227,098
63,353,914
0
0
0
0
5,584,684
40,969,889
63,353,914
21,239,421
23,226,029
6,287,756
8,045,078
2,617,658
0
747,134
11,816,159
2,956,348
8,859,811
0
0
0
8,859,811
1.51
1.51