

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. 19)

Consolidated-Tomoka Land Co.

(Name of Issuer)

Common Stock, par value \$1.00 per share

(Title of Class of Securities)

210226106

(CUSIP Number)

David J. Winters
Wintergreen Advisers, LLC
333 Route 46 West, Suite 204
Mountain Lakes, New Jersey 07046
(973) 263-2600

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 31, 2008

(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

-
- (1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 210226106

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Wintergreen Advisers, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS*

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. SOLE VOTING POWER

1,481,474

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

1,481,474

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,481,474

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

25.9%

14. TYPE OF REPORTING PERSON*

IA

CUSIP No. 210226106

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Wintergreen Fund, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS*

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Maryland, USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

564,961

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

564,961

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

564,961

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.9%

14. TYPE OF REPORTING PERSON*

IC

CUSIP No. 210226106

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Wintergreen Partners Fund, LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS*

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

548,788

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

548,788

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

548,788

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.6%

14. TYPE OF REPORTING PERSON*

PN

Item 1. Security and Issuer.

Consolidated-Tomoka Land Co. (the "Issuer"), Common Stock, par value \$1.00 per share (the "Shares").
The address of the Issuer is 1530 Cornerstone Boulevard, Suite 100
Daytona Beach, Florida 32117.

Item 2. Identity and Background.

(a-c, f) This statement is being filed by (i) Wintergreen Fund, Inc, an investment company registered under the Investment Company Act of 1940, as amended ("Wintergreen Fund"), (ii) Wintergreen Partners Fund, LP, a US Private Investment Fund ("Wintergreen Partners") and (iii) Wintergreen Advisers, LLC, a Delaware limited liability company ("Wintergreen") which acts as sole investment manager of the Wintergreen Fund, Wintergreen Partners and other investment vehicles. (Each of Wintergreen Fund, Wintergreen Partners and Wintergreen may be referred to herein as a "Reporting Person" and collectively may be referred to as "Reporting Persons"). The Managing Members of Wintergreen are David J. Winters and Elizabeth N. Coheurnour (the "Managing Members"), each of which is a citizen of the United States. David J. Winters is the portfolio manager at Wintergreen and Elizabeth N. Coheurnour is the chief operating officer at Wintergreen.

The principal business and principal office address of each of the Managing Members, Wintergreen Fund, Wintergreen Partners and Wintergreen is 333 Route 46 West, Suite 204, Mountain Lakes, New Jersey.

(d) None of the Managing Members or Reporting Persons have, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons or the Managing Members have, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding were or are subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

As of the date hereof Wintergreen may be deemed to beneficially own 1,481,474 Shares.

As of the date hereof Wintergreen Fund beneficially owns 564,961 Shares.

As of the date hereof Wintergreen Partners beneficially owns 548,788 Shares.

The source of funds used to purchase the securities reported herein was the working capital of Wintergreen Fund, Wintergreen Partners and other investment vehicles managed by Wintergreen. The aggregate funds used by the Reporting Persons to make the purchases was approximately \$90.9 million.

No borrowed funds were used to purchase the Shares, other than any borrowed funds used for working capital purposes in the ordinary course of business.

Item 4. Purpose of Transaction.

Advisory clients of Wintergreen are the beneficial owners of approximately 25.9% of the Issuer's common stock. Wintergreen has initiated discussions with the Issuer on maximizing the value of the Daytona properties, through direct development or partnerships. Wintergreen intends to continue its dialogue with, and to take an active interest in, the Issuer to encourage strategic focus on the Volusia county properties. To this end, Wintergreen from time to time, will communicate with the Issuer and other holders of Common Stock regarding such matters.

On December 31, 2008, Wintergreen filed an application for a court ordered inspection of records of the Issuer (the "December 31 Application") with the Volusia County Circuit Court in Florida. The purposes of this inspection are to determine whether the affairs of the Issuer are being properly administered by the Issuer's corporate officers and to ascertain the value of the Issuer's stock. A copy of the December 31 Application is attached hereto as Exhibit B and incorporated herein by reference.

Wintergreen may in the future purchase additional Shares or dispose of some or all of such Shares in open-market transactions or privately negotiated transactions. Wintergreen does not currently have any plans or proposals that would result in any of the actions described in paragraphs (b) through (j) of Item 4 of the instructions to Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a, b) As of the date hereof, Wintergreen may be deemed to be the beneficial owner of 1,481,474 Shares, constituting 25.9% of the Shares of the Issuer, based upon 5,727,515 Shares outstanding as of the date of this filing.

Wintergreen has the sole power to vote or direct the vote of 1,481,474 Shares; has the shared power to vote or direct the vote of 0 Shares; has sole power to dispose or direct the disposition of 1,481,474 Shares; and has shared power to dispose or direct the disposition of 0 Shares.

Wintergreen specifically disclaims beneficial ownership in the Shares reported herein except to the extent of its pecuniary interest therein.

(a, b) As of the date hereof, Wintergreen Fund is the beneficial owner of 564,961 Shares (1), constituting 9.9% of the Shares of the Issuer, based upon 5,727,515 Shares outstanding as of the date of this filing.

Wintergreen Fund has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 564,961 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 564,961 Shares.

(1) Wintergreen Fund has delegated all of its authority to vote or dispose of the Shares to Wintergreen, its investment manager.

(a, b) As of the date hereof, Wintergreen Partners is the beneficial owner of 548,788 Shares (1), constituting 9.6% of the Shares of the Issuer, based upon 5,727,515 Shares outstanding as of the date of this filing.

Wintergreen Partners has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 548,788 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 548,788 Shares.

(1) Wintergreen Partners has delegated all of its authority to vote or dispose of the Shares to Wintergreen, its investment manager.

(c) Wintergreen caused its advisory clients to effect transactions in the Shares during the past 60 days as set forth below:

DATE	TYPE	NO OF SHARES	PRICE/SHARE
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(d) Inapplicable.

(e) Inapplicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

N/A.

Item 7. Material to be Filed as Exhibits.

Exhibit A: Agreement between the Reporting Persons to file jointly
Exhibit B: December 31 Application

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Wintergreen Advisers, LLC
By: David J. Winters, Managing Member.

/s/ David J. Winters

Wintergreen Fund, Inc.
By: David J. Winters, Executive Vice President

/s/ David J. Winters

Wintergreen Partners Fund, LP
By: Wintergreen GP, LLC
By: David J. Winters, Managing Member

/s/ David J. Winters

January 12, 2009

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

AGREEMENT

The undersigned agree that this Amendment No 19 to Schedule 13D dated January 12, 2009, relating to the Common Stock, par value \$1.00 per share of Consolidated-Tomoka Land Co. shall be filed on behalf of the undersigned.

Wintergreen Advisers, LLC.

By: David J. Winters, Managing Member

/s/ David J. Winters

Wintergreen Fund, Inc.

By: David J. Winters, Executive Vice President

/s/ David J. Winters

Wintergreen Partners Fund, LP

By: Wintergreen GP, LLC

By: David J. Winters, Managing Member

/s/ David J. Winters

January 12, 2009

FORM 1.997.CIVIL COVER SHEET

The civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law. This form is required for the use of the Clerk of Court for the purpose of reporting judicial workload data pursuant to Florida Statute 25.075. (See instructions on the reverse of the form.)

I. CASE STYLE (Name of Court): IN THE CIRCUIT COURT, SEVENTH JUDICIAL CIRCUIT, IN AND FOR VOLUSIA COUNTY, FLORIDA

WINTERGREEN ADVISERS, LLC a Delaware limited liability company,

Case No. Judge:

Plaintiff, vs.

CONSOLIDATED-TOMOKA LAND CO., a Florida corporation,

Defendant.

II. TYPE OF CASE (Place an X in one box only. If the case fits more than one type of case, select the most definitive.)

Table with 3 columns: DOMESTIC RELATIONS, TORTS, OTHER CIVIL. Includes checkboxes for categories like Simplified dissolution, Professional Malpractice, Contracts, etc.

III. Is Jury Trial Demanded In Complaint?

Yes No

SIGNATURE OF ATTORNEY FOR PARTY INITIATING ACTION:

VAN HOUTEN, PONDER & HAHN, P.A.

DATE: 12/31, 2008

By: Stephen R. Ponder Florida Bar No. 0457817 114 South Palmetto Avenue Daytona Beach, Florida 32114 (386) 257-1777 Attorneys for Plaintiffs

The civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law. This form is required for the use of the Clerk of Court for the purpose of reporting judicial workload data pursuant to Florida Statute 25.075.

VAN HOUTEN, PONDER & HAHL, P.A.
ATTORNEYS AT LAW

Michael A. Van Houten (1946-2004)
Stephen R. Ponder
James G. Hahl
Post Office Box 2325
Daytona Beach, Florida 32115

114 S. Palmetto Avenue
Daytona Beach, Florida 32114
Telephone (386) 257-1777
Facsimile (386) 258-1355
E-mail vhlplaw@aol.com

December 31, 2008

Sheriff of Volusia County
250 North Beach Street, Room 119
Daytona Beach, Florida 32114

Attention: Civil Process

Re: Wintergreen Advisers, LLC vs. Consolidated-Tomoka Land Co.

Dear Sheriff:

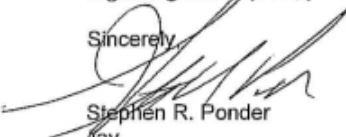
Enclosed you will find an original and one (1) copy of a Summons, one (1) copy of a Verified Application for Court Ordered Inspection of Defendant CTO's Records, together with this firm's check in the amount of \$20.00 to cover the fee for service of same. Please serve the enclosed copies of the Summons and Verified Application on the defendant at the following address:

Consolidated-Tomoka Land Co.
Robert Appar, as registered agent
1530 Cornerstone Blvd., Suite 100
Daytona Beach, FL 32117

Once you have served the defendant with the copies of the Summons and Verified Application, please return the original Summons to me with a return of service affidavit in the enclosed self-addressed stamped envelope.

Your prompt cooperation in this matter is greatly appreciated. Should you have any questions regarding this request, please give me a call.

Sincerely,


Stephen R. Ponder
Jay
Enclosures
1208/276-16

IN THE CIRCUIT COURT OF THE
SEVENTH JUDICIAL CIRCUIT IN AND
FOR VOLUSIA COUNTY, FLORIDA

GENERAL JURISDICTION DIVISION

WINTERGREEN ADVISERS, LLC,
a Delaware limited liability company,

Plaintiff,

Case No.:

v.

ORIGINAL OF THIS DOCUMENT
FILED IN THE OFFICE OF THE
CLERK OF THE CIRCUIT COURT,
VOLUSIA COUNTY, FLORIDA

CONSOLIDATED-TOMOKA LAND CO.,
a Florida corporation

Defendant.

DEC 31 2008

**PLAINTIFF WINTERGREEN'S VERIFIED APPLICATION FOR COURT ORDERED
INSPECTION OF DEFENDANT CTO'S RECORDS**

Pursuant to Fla. Stat. §607.1604(2), plaintiff Wintergreen Advisers, LLC ("Wintergreen"), on behalf of its investment management clients, files this Verified Application for Court Ordered Inspection of defendant Consolidated-Tomoka Land Co.'s ("CTO") business records, and in support states as follows:

THE PARTIES

1. Wintergreen is a Delaware limited liability company with its principal place of business in Morris County, New Jersey.
2. CTO is a Florida corporation with its principal place of business in Volusia County, Florida.

JURISDICTION AND VENUE

3. This is an action for a Court ordered inspection of records pursuant to Fla. Stat. §607.1604(2). As such, this Circuit Court has jurisdiction to hear Wintergreen's request and to grant it the relief it is seeking in this Application.
-

4. Venue is proper in Volusia County, Florida because CTO's principal place of business is in Volusia County, Florida.

GENERAL ALLEGATIONS

A. Governance Issues

5. Wintergreen is the investment manager of several advisory clients that own shares of CTO's common stock. Wintergreen is a beneficial owner of CTO common stock.

6. CTO is a publicly traded real estate holding corporation.

7. Beginning in February, 2006, and ending in June, 2008, the aggregate funds used by Wintergreen to make the purchases through Wintergreen's advisory clients was approximately \$90.9 million.

8. Wintergreen's advisory clients own 1,481,474 shares of CTO common stock, which constitute 25.9% ownership in CTO, effectively making Wintergreen the largest shareholder of CTO.

9. In early 2008, Wintergreen became concerned about the directors, officers, and others in charge of managing CTO's business operations.

10. Specifically, Wintergreen became increasingly aware of governance issues that may have had the effect of damaging the value of CTO. As a result, Wintergreen sent CTO a series of letters expressing its concern regarding CTO's management of the business.

B. The Initial Demand

11. Subsequently, on May 30, 2008, Wintergreen made a demand for inspection of corporate records (the "Initial Demand") pursuant to Fla. Stat. §607.1602. *See* Initial Demand, attached as Exhibit "A."

12. As set forth in the Initial Demand, the purposes for the inspection were (a) to enable Wintergreen to determine whether the affairs of CTO were being properly administered by CTO's corporate officers and (b) to ascertain the value of CTO's stock. *See* Exhibit "A".

13. In its Initial Demand, Wintergreen sought to inspect 17 types of records that were directly connected to the purposes set forth in Paragraph 12 herein. *See* Exhibit "A".

14. The Initial Demand was made in good faith.

15. The Initial Demand satisfied the requirements of Fla. Stat. §607.1602, and all related conditions precedent.

C. The Initial Inspection

16. From June 12, 2008, through July 14, 2008, Wintergreen conducted an inspection pursuant to its Initial Demand at CTO's principal place of business in Volusia County, Florida (the "Initial Inspection").

17. During the Initial Inspection, Wintergreen inspected, copied (via optical scanner), and subsequently reviewed thousands of documents that were related to the 17 items requested in the Initial Demand.

18. The records made available by CTO for inspection, however, did not fully satisfy the Initial Demand and contained a number of deficiencies. Moreover, Wintergreen's inspection revealed a number of additional items directly connected to the purposes stated in the Initial Demand.

19. As a result, on August 29, 2008, counsel for Wintergreen sent a letter to CTO's counsel, detailing the deficiencies in the records made available by CTO for inspection by Wintergreen during the Initial Inspection (the "August 29, 2008 Letter"). *See* August 29, 2008 letter, attached as Exhibit "B."

D. The Second Demand

20. Also on August 29, 2008, Wintergreen made a second demand for inspection of corporate records (the "Second Demand") pursuant to Fla. Stat. §607.1602. *See* Second Demand, attached hereto as Exhibit "C."

21. In its Second Demand, Wintergreen indicated that it intended to conduct its inspection on September 11-12, 2008 at CTO's principal place of business in Volusia County, Florida. The date of Wintergreen's intended inspection was seven business days after the Second Demand was made.

22. Fla. Stat. §607.1602 requires only that Wintergreen give CTO written notice of its demand at least five business days before the date on which it wishes to inspect and copy CTO's records.

23. The valid purposes of the inspection as set forth in the Second Demand are (a) to enable Wintergreen to determine whether the affairs of CTO are being properly administered by CTO's corporate officers and (b) to ascertain the value of CTO's stock. *See* Exhibit "C".

24. In its Second Demand, Wintergreen specifically identified the 17 types of records it sought for inspection in the Initial Demand and indicated those records that were not made available for inspection in the Initial Inspection. Furthermore, Wintergreen specifically identified additional records that it seeks to inspect. After receiving a communication from CTO's counsel that the records would not be available for inspection on September 11 – 12, 2008, Wintergreen's counsel sent a letter to CTO's counsel on September 8, 2008 again demanding that the records be available for inspection on September 11 – 12, 2008. *See* Exhibit "D".

25. Both the 17 types of records sought for inspection in the Initial Demand but not made available for inspection in the Initial inspection, as well as the additional material that Wintergreen sought to inspect, are related to the purposes set forth in paragraph 23 above.

26. The Second Demand has been made in good faith.

E. CTO Closes the Door

27. In response to the August 29, 2008 Letter, CTO's counsel sent Wintergreen's counsel a letter on September 16, 2008 in which CTO stated it was in the process of gathering further documents to deliver to Wintergreen. *See* September 16, 2008 letter, attached as Exhibit "E." Then, nearly two months after the Second Demand was sent to CTO's counsel, on October 17, 2008, CTO's counsel sent a letter to Wintergreen's counsel in response to the Second Demand ("October Response Letter"). October 17, 2008 response letter, attached as Exhibit "F".

28. In the October Response Letter, CTO's counsel explained that CTO could and would provide Wintergreen with further documents in response to the Second Demand.

29. However, on November 11, 2008, CTO provided Wintergreen with a proposed "Settlement and Standstill Agreement" ("Standstill Agreement"). *See* Standstill Agreement, attached as Exhibit "G". As part of CTO's restrictive settlement terms, CTO required that Wintergreen forego many of its fundamental rights and duties, not only as a shareholder of CTO, but also as manager of its advisory client's investment funds in CTO. For example, among other items, CTO requested that Wintergreen not: (a) propose any matter for vote to CTO's shareholders; (b) call or seek to call a meeting of the CTO shareholders; and (c) insist on inspecting CTO's books and records any further.

30. Although blindsided by the overly restrictive provisions of the Standstill Agreement, in an effort to resolve the outstanding issues between CTO and Wintergreen, on November 17, 2008, Wintergreen's counsel made suggestions for revisions to the Standstill Agreement and provided a revised agreement to CTO's counsel. *See* November 17, 2008 letter and revised Standstill Agreement, attached as Exhibit "H".

31. On November 19, 2008, CTO's counsel sent Wintergreen's counsel a letter stating that it rejected Wintergreen's revised Standstill Agreement. *See* November 19, 2008 letter, attached as Exhibit "I".

32. On November 25, 2008, CTO's counsel sent Wintergreen's counsel an email in which it stated CTO would not be producing any further documents to Wintergreen. *See* November 25, 2008 email correspondence, attached as Exhibit "J".

33. Since then, CTO has ceased all communication with Wintergreen.

34. CTO has not addressed when CTO would provide Wintergreen the further documents CTO had previously promised to provide Wintergreen; therefore, CTO has unilaterally closed the door on Wintergreen's lawful attempts to complete its inspection of CTO's books and records.

COUNT I: COURT ORDERED INSPECTION OF RECORDS

35. Wintergreen realleges paragraphs 1 through 34 as if they are alleged herein.

36. This Court may order inspection of the records requested in Wintergreen's Second Demand pursuant to Fla. Stat. §607.1604(2).

37. Despite the fact that Wintergreen made its Second Demand on August 29, 2008 – and intended to conduct its inspection on September 11-12, 2008 – CTO failed to allow Wintergreen to inspect the items detailed in the Second Demand even though the Second Demand gave CTO seven business days' notice of Wintergreen's intent to conduct an inspection at CTO's principal place of business in Volusia County, Florida.

38. In fact, on three separate occasions, CTO has specifically informed Wintergreen that the documents would not be available for inspection on September 11-12, 2008. *See* September 4, 2008 email, attached as Exhibit "K." *See also* September 4, 2008 email #2, attached as Exhibit "L." *See* September 10, 2008 letter, attached as Exhibit "M."

39. Further, CTO's onerous Standstill Agreement shows CTO singlehandedly terminated any further inspection of its documents by Wintergreen. This unilateral act by CTO is not only unlawful pursuant to Florida law, but also it continues to hinder Wintergreen, CTO's largest shareholder, from understanding if CTO is being properly governed for the benefit of Wintergreen's advisory clients. CTO's conduct is interfering with Wintergreen's ability to gauge the true value of CTO.

40. The following is a list of CTO's books and records that Wintergreen has requested to inspect pursuant to the Second Demand but still has not inspected due to CTO's refusal to produce them for inspection:

a. All electronic documents, other than email (specifically, accounting software files as well as management/board presentations and executive summaries);

b. Any Excel spreadsheets or other similar charts or summary documents of corporate record-keeping, except the most recent 'Gorter report' which was provided to Wintergreen;

c. Final documents (not internal working papers) provided to CTO by its auditor with regard to reviewing transactions;

d. Complete copies of all management presentations given to the CTO Board and all CTO Board committees and subcommittees. Although CTO stated that sections of these presentations were not provided to Wintergreen because they were non-responsive to Wintergreen's request, everything contained in a management presentation to the CTO Board would be relevant to determining if CTO is being well-managed; and

e. Any and all emails responsive to the Second Demand not already produced. First, CTO claims that it only has access to 149,000 emails due to CTO's computer system crash in 2007. This claim is troubling. Regardless of a system crash, sent, received and


deleted emails do not disappear from a system's hard drive and can be recovered or can be retrieved from backup media. Second, CTO claims that only 23,500 of 149,000 emails CTO searched are responsive to Wintergreen's requests for inspection. CTO has provided Wintergreen, however, with only 20,060 of the responsive emails. In addition, CTO produced a privilege log which only lists 180 emails as privileged. Therefore, this leaves approximately 2,720 responsive emails CTO has failed to produce to Wintergreen.

41. Wintergreen is entitled to inspect these books and records. Not only does Florida law give Wintergreen this right, but also CTO's own bylaws state that CTO must produce its records "upon request of any person entitled to inspect the same." *See* CTO Bylaws, Section 6.6, attached as Exhibit "N". Thus, CTO has unlawfully refused to allow Wintergreen access to these books and records.

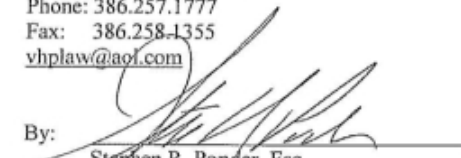
WHEREFORE, Wintergreen respectfully requests this Court enter an Order requiring CTO to make available for inspection the items specifically identified by Wintergreen in Paragraph 40 of this Application and also respectfully requests that this Court enter an Order requiring CTO to pay Wintergreen's costs, including reasonable attorneys' fees, reasonably incurred to obtain said Order and enforce its rights under Fla. Stat. §607.1604, and any other relief this Court deems just and proper.

Respectfully submitted,

Mark F. Raymond, P.A.
BROAD AND CASSEL
Attorneys for Wintergreen Advisers, LLC
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2 South Biscayne Boulevard
Miami, FL 33131
Phone: 305.373.9425
Fax: 305.995.6385
MRaymond@BroadandCassel.com

By: 
Mark F. Raymond, P.A.
Fla. Bar. No. 373397

Stephen R. Ponder, Esq.
VAN HOUTEN, PONDER & HAHN, P.A.
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114 S. Palmetto Avenue
Daytona Beach, FL 32114
Phone: 386.257.1777
Fax: 386.258.1355
vhplaw@aof.com

By: 
Stephen R. Ponder, Esq.
Fla. Bar. No. 457817

DECLARATION

Pursuant to section Fla. Stat. §92.525, I, David J. Winters, the Managing Member of Wintergreen Advisers, LLC, under penalties of perjury, declare that I have read the foregoing Application and affirm that the facts contained in Paragraphs 1 through 34 of the Application are true to the best of my knowledge and belief.

WINTERGREEN ADVISERS, LLC

By: David J. Winters
DAVID J. WINTERS, MANAGING MEMBER

December 30, 2008
Date