

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

QUARTERLY REPORT UNDER SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 1997

TRANSITION REPORT PURSUANT TO SECTIONS 13 OR 15 (d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
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  
(State or other jurisdiction of  
incorporation or organization)

59-0483700  
(I.R.S. Employer  
Identification No.)

149 South Ridgewood Avenue  
Daytona Beach, Florida  
(Address of principal executive offices)

32114  
(Zip Code)

(904) 255-7558  
(Registrant's telephone number, including area code)

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 and (2) has been subject to such filing  
requirements for the past 90 days.

Yes    X                      No  
-----

Indicate the number of shares outstanding of each of the issuer's classes of  
common stock, as of the latest practicable date.

Class of Common Stock	Outstanding May 1, 1997
\$1.00 par value	6,261,272

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CONSOLIDATED-TOMOKA LAND CO.

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PART I -- FINANCIAL INFORMATION

CONSOLIDATED-TOMOKA LAND CO.  
CONSOLIDATED CONDENSED BALANCE SHEETS

	(Unaudited) March 31, 1997 -----	December 31, 1996 -----
<b>ASSETS</b>		
Cash & Cash Equivalents	\$ 390,793	\$ 1,760,835
Investment Securities	998,276	1,396,415
Notes Receivable	14,578,261	14,770,281
Accounts Receivable	1,726,843	2,217,584
Inventories	636,324	686,597
Cost of Fruit on Trees	1,916,832	2,179,989
Real Estate held for Development and Sale	14,691,618	14,499,495
Net Investment in Direct Financing Lease	689,958	710,990
Other Assets	603,185	354,473
Property, Plant, and Equipment - Net	20,958,716	21,095,863
	-----	-----
TOTAL ASSETS	\$57,190,806	\$59,672,522
	=====	=====
<b>LIABILITIES</b>		
Accounts Payable	\$ 394,353	\$ 680,935
Notes Payable	17,788,897	17,947,771
Accrued Liabilities	3,995,903	3,651,507
Deferred Income Taxes	406,930	406,930
Income Taxes Payable	465,416	1,193,994
	-----	-----
TOTAL LIABILITIES	23,051,499	23,881,137
	-----	-----
<b>SHAREHOLDERS' EQUITY</b>		
Common Stock	6,261,272	6,261,272
Additional Paid-in Capital	1,782,105	1,782,105
Retained Earnings	26,095,930	27,748,008
	-----	-----
TOTAL SHAREHOLDERS' EQUITY	34,139,307	35,791,385
	-----	-----
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$57,190,806	\$59,672,522
	=====	=====

See accompanying Notes to Consolidated Condensed Financial Statements.

CONSOLIDATED-TOMOKA LAND CO.  
CONSOLIDATED CONDENSED STATEMENTS OF INCOME AND RETAINED EARNINGS

	(Unaudited)	
	Three Months Ended	
	March 31, 1997	March 31, 1996
	-----	-----
INCOME:		
Citrus Operations:		
Sales of Fruit and Other Income	\$ 4,422,426	\$ 5,168,901
Production and Selling Expenses	( 3,547,544)	( 3,474,465)
	-----	-----
	874,882	1,694,436
	-----	-----
Real Estate Operations:		
Sales and Other Income	848,770	2,792,325
Costs and Expenses	( 793,629)	( 1,201,565)
	-----	-----
	55,141	1,590,760
	-----	-----
Profit on Sales of Undeveloped Real Estate Interests	2,000	2,056
	-----	-----
Interest and Other Income	298,634	172,315
	-----	-----
General and Administrative Expenses	( 882,933)	( 850,479)
	-----	-----
Income Before Income Taxes	347,724	2,609,088
Income Taxes	( 121,420)	( 960,212)
	-----	-----
Net Income	226,304	1,648,876
Retained Earnings, Beginning of Period	27,748,008	24,589,150
Dividends	( 1,878,382)	( 1,565,318)
	-----	-----
Retained Earnings, End of Period	\$26,095,930	\$24,672,708
	=====	=====
 PER SHARE INFORMATION:		
Average Shares Outstanding	6,261,272	6,261,272
	=====	=====
Net Income Per Share	\$ .04	\$ .26
	=====	=====
Dividends Per Share	\$ .30	\$ .25
	=====	=====

See accompanying Notes to Consolidated Condensed Financial Statements.

CONSOLIDATED-TOMOKA LAND CO.  
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS

	(Unaudited)	
	Three Months Ended	
	March 31, 1997	March 31, 1996
	-----	-----
CASH FLOW FROM OPERATING ACTIVITIES:		
CASH RECEIVED FROM:		
Citrus Sales of Fruit and Other Income	\$ 4,895,613	\$ 4,448,216
Real Estate Sales and Other Income	979,963	3,415,306
Sales of Undeveloped Real Estate Interests	2,000	44,827
Interest and Other Income	241,701	127,766
	-----	-----
Total Cash Received from Operating Activities	6,119,277	8,036,115
	-----	-----
CASH EXPENDED FOR:		
Citrus Production and Selling Expense	3,020,671	2,899,312
Real Estate Costs and Expenses	748,720	717,263
General and Administrative Expenses	854,815	638,118
Interest	316,235	369,032
Income Taxes	849,998	1,975,000
	-----	-----
Cash Expended for Operating Activities	5,790,439	6,598,725
	-----	-----
Net Cash Flow Provided by Operating Activities	328,838	1,437,390
	-----	-----
CASH FLOW FROM INVESTING ACTIVITIES:		
Acquisition of Property, Plant, and Equipment	( 107,001)	( 144,480)
Net (Increase) Decrease from Investment Securities	398,139	( 200,572)
Direct Financing Lease	21,032	20,003
Proceeds from Sale of Property, Plant and Equipment	26,206	5,275
	-----	-----
Net Cash Provided by (Used In) Investing Activities	338,376	( 319,774)
	-----	-----
CASH FLOW FROM FINANCING ACTIVITIES:		
Cash Proceeds from Notes Payable	-	850,000
Payments on Notes Payable	( 158,874)	( 562,019)
Dividends Paid	( 1,878,382)	( 1,565,318)
	-----	-----
Net Cash Used in Financing Activities	( 2,037,256)	( 1,277,337)
	-----	-----
Net Decrease In Cash and Cash Equivalents	( 1,370,042)	( 159,721)
Cash and Cash Equivalents at Beginning of Period	1,760,835	1,167,373
	-----	-----
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$ 390,793	\$ 1,007,652
	=====	=====

See accompanying Notes to Consolidated Condensed Financial Statements.

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

1. Principles of Interim Statements. The following unaudited condensed financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and note disclosures which are normally included in annual financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to those rules and regulations. The information presented in the unaudited consolidated condensed financial statements reflects all adjustments which are, in the opinion of the management, necessary to present fairly the Company's financial position and the results of operations for the interim periods. The consolidated condensed format is designed to be read in conjunction with the last annual report.

The consolidated condensed financial statements include the accounts of the Company and its wholly owned subsidiaries. Intercompany balances and transactions have been eliminated in consolidation.

2. Seasonal Operations. The Company's citrus operations involve a single-crop agricultural commodity and are seasonal in nature. To a lesser extent, forestry activities are seasonal in nature. Accordingly, results for the three months ended March 31, 1997 and 1996 are not necessarily indicative of results to be expected for the full year. Results of operations for the twelve months ended March 31, 1997 and 1996 are summarized as follows (in thousands):

	Twelve Months Ended March 31,			
	1997		1996	
	Revenues	Income	Revenues	Income
Citrus Operations	\$13,117	\$ 3,192	\$10,267	\$ 2,096
Real Estate Operations	5,698	1,937	9,634	4,400
General Corporate & Other	6,634	3,215	7,064	3,684
	-----	-----	-----	-----
Total Revenues	\$25,449		\$26,965	
	=====		=====	
Income Before Income Taxes		8,344		10,180
Income Taxes		( 3,164)		( 3,857)
		-----		-----
Net Income		\$ 5,180		\$ 6,323
		=====		=====

3. Common Stock and Earnings Per Common Share. Primary earnings per share are based on the average number of common shares and common share equivalents outstanding during the periods. Primary and fully diluted earnings per share are the same for the periods.

In February 1997, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 128 "Earnings Per Share," (SFAS 128). SFAS 128 establishes new standards for computing and presenting earnings per share (EPS). Specifically, SFAS 128 replaces the presentation of primary EPS with a presentation basic of EPS, requires dual presentation of basic and diluted EPS on the face of the income statement for all entities with complex capital structures and requires a reconciliation of the numerator and denominator of the basic EPS computation to the numerator and denominator of the diluted EPS computation. SFAS 128 is effective for financial statements issued for periods ending after December 15, 1997; earlier application is not permitted. EPS for the periods ended March 31, 1997 and March 31, 1996 computed under SFAS 128 would not be different than that previously computed.

4. Notes Payable. Notes payable consist of the following:

	March 31, 1997	
	Total	Due Within One Year
-----		
Consolidated-Tomoka Land Co.		
-----		
\$ 7,000,000 Line of Credit	\$ -	\$ -
Mortgage Payable	9,365,441	251,109
Industrial Revenue Bond	2,774,936	295,142
	-----	-----
	12,140,377	546,251
	-----	-----
Indigo Group Ltd.		
-----		
Industrial Revenue Bond	1,921,900	56,400
Mortgages Payable	3,726,620	36,139
	-----	-----
	5,648,520	92,539
	-----	-----
Total	\$17,788,897	\$ 638,790
	=====	=====

Indigo Group Ltd. ("IG LTD.") is a 100% owned limited partnership in the real estate business. Included in notes payable is a \$2,526,620 mortgage note collateralized by developed real estate in a joint venture project. IG Ltd.'s 50% partner is jointly liable on the note.

Payments applicable to reduction of principal amounts will be required as follows:

Year Ending March 31, -----	Consolidated- Tomoka Land Co. -----	Indigo Group Ltd. -----	Total -----
1998	\$ 546,251	\$ 92,539	\$ 638,790
1999	621,499	2,546,881	3,168,380
2000	675,262	56,400	731,662
2001	733,681	56,400	790,081
2002	797,167	1,696,300	2,493,467
Thereafter	8,766,517	1,200,000	9,966,517
	-----	-----	-----
	\$12,140,377	\$5,648,520	\$17,788,897
	=====	=====	=====

In the first three months of 1997 interest totaled \$427,945, of which \$50,000 was capitalized to land held for development and sale. Total interest for three months ended March 31, 1996 was \$426,827 of which \$57,795 was capitalized to land held for development and sale.



## MANAGEMENT'S DISCUSSION AND ANALYSIS

The Management's Discussion and Analysis is designed to be read in conjunction with the financial statements and Management's Discussion and Analysis in the last annual report.

### RESULTS OF OPERATIONS

#### Citrus Operation

Citrus profits declined 48% to \$874,882 for the first three months of 1997 when compared to prior year's same period \$1,694,436 profit. Revenues totaling \$4,422,426 represent a 14% decrease as the result of an 8% fall in fruit harvested and sold combined with a 7% reduction in average fruit pricing. Boxes produced during 1997's first quarter amounted to 511,000 compared to 1996's total of 555,000 boxes. Pricing on both fresh and processed fruit contributed to the fall in average pricing. Production and selling expenses rose 2% during the period, the result of additional packing costs associated with a 4% increase in fresh fruit along with lower handling credits associated with a 95% reduction in outside growers fruit processed.

#### Real Estate Operations

Profits from real estate operations posted a 97% decline to \$55,141. This compares to 1996's first quarter profit of \$1,590,760. This downturn can be attributed to the absence of commercial real estate closings in 1997; whereas, closings of commercial real estate in the first quarter of 1996 totaled 22 acres and generated revenue and gross profits of \$1,615,000 and \$1,460,000, respectively.

Revenue from income properties decreased 32%, producing a small loss compared to a small profit one year earlier. The sale of the 70,000 square foot shopping center located in Spring Hill, Florida which occurred in June 1996 and the December 1996 sale of the 24,000 square foot Daytona Beach, Florida office building accounted for these declines. Decreased harvesting resulted in a 17% decline in both revenues and profits from forestry operations, with profits totaling \$181,808 in 1997's first quarter. A 125% gain was posted from subsurface income as both oil royalties, on increased production, and income from oil and mineral leases rose during the period, combining to add \$55,780 to the bottom line.

#### General, Corporate and Other

Interest and other income rose 73% for the first quarter of 1997, primarily due to increased interest recorded on mortgage notes receivable from year end 1996 real estate closings. General and administrative expenses posted a nominal 4% increase for the period.

## FINANCIAL POSITION

Company profits of \$226,304, equivalent to \$.04 per share, for 1997's first quarter represent an 86% downturn from 1996's same period \$1,648,876 profit, equivalent to \$.26 per share. The fall in profits can be traced to the absence of commercial real estate closings, coupled with lower citrus volume and pricing. Dividends totaling \$1,878,382, equivalent to \$.30 per share, were paid during the period and represent a 20% increase over prior year's first quarter dividend payment of \$.25 per share. Overall cash including the dividend payment declined \$1,370,042. Cash flow from operating activities provided \$328,838, with cash from investing activities adding \$338,376 and cash used in financing activities which includes dividends totaling \$2,037,256. Total notes payable decreased during the period \$158,874. Capital spending was minimal for the first quarter with \$2.3 million dollars projected to be expended the remainder of the year. These capital dollars will be funded through operations and if necessary available financing sources.

Company citrus groves remain in good condition, despite a lack of rain during the late winter and early spring. The overall spring bloom and subsequent fruit set on Company groves was very good and leads to projections of a strong crop for the upcoming 1997-1998 crop year. The cold temperatures experienced in early 1997 appear to have had little effect on Company groves and the current crop statewide, with the Florida orange crop forecast for the 1996-1997 season at a record 221 million boxes. Pricing pressures from Brazilian fruit coupled with the abundant crop have led to relatively weak pricing for both fresh and processed fruit.

Activity at the Ladies Professional Golf Association ("LPGA") mixed-use development has been strong. The East Florida Building Association's Parade of Homes was held in March with the community hosting the "Grand Showcase Home" and attracting thousands of visitors. In early May the LPGA Sprint Titleholders golf tournament was held at the LPGA International golf course giving national exposure to the development. The development of the clubhouse, hotel and second golf course will soon be underway. Development continues on new residential products selling in the low \$100,000 to mid \$150,000 price range. Interest remains strong for land within the development and surrounding lands. Commercial real estate contract backlog for closing in 1997 stands at \$6.0 million on the sale of 213 acres with several additional transactions in the negotiation stage.

The conversion of the existing commercial real estate contract backlog and contracts under negotiation into closed transactions will be a key to profitable full year earnings. Continued strong fruit production with relative stable pricing is also important to near term earnings.

PART II -- OTHER INFORMATION

Item 1. Legal Proceedings

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

Item 2 through 3

Not Applicable

Item 4. Submission of matters to a vote of security holders.

The annual meeting of Shareholders was held April 23, 1997 and the following votes were received for each of the three nominees for Class III directors:

Nominee	Number of votes for	Number of Votes Withheld	Number of Votes Abstaining
Jack H. Chambers	6,100,326	1,232	5,165
William O. E. Henry	6,097,738	3,820	5,165
John H. Pace, Jr.	6,097,238	4,320	5,165

Item 5. Not Applicable

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits:

Exhibit 11 - Computation of Earnings Per Common Share

Exhibit 27 - Financial Data Schedule

(b) Reports on Form 8-K:

No reports on Form 8-K were filed by the Company during the quarter covered by this report.

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 thereunto duly authorized.

CONSOLIDATED-TOMOKA LAND CO.  
(Registrant)

Date: May 7, 1997

By:/s/ Bob D. Allen

-----  
Bob D. Allen, President and  
Chief Executive Officer

Date: May 7, 1997

By:/s/ Bruce W. Teeters

-----  
Bruce W. Teeters, Senior  
Vice President - Finance  
and Treasurer

EXHIBIT 11

CONSOLIDATED-TOMOKA LAND CO. AND SUBSIDIARIES  
COMPUTATION OF EARNINGS PER COMMON SHARE

For the Three Months Ended

	March 31, 1997	March 31, 1996
	-----	-----
PRIMARY EARNINGS PER SHARE		
NET INCOME	226,304 =====	1,648,876 =====
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	6,261,272	6,261,272
COMMON SHARES APPLICABLE TO STOCK OPTIONS USING THE TREASURY STOCK METHOD AT AVERAGE MARKET PRICE FOR THE PERIOD	72,106 -----	74,857 -----
TOTAL PRIMARY SHARES	6,333,378 =====	6,336,129 =====
PRIMARY EARNINGS PER COMMON SHARE	\$0.04 =====	\$0.26 =====
FULLY DILUTED EARNINGS PER SHARE		
TOTAL PRIMARY SHARES	6,333,378	6,336,129
COMMON SHARES APPLICABLE TO STOCK OPTIONS USED IN PRIMARY COMPUTATION DUE TO USE OF THE HIGHER OF AVERAGE MARKET PRICE OR PERIOD END MARKET PRICE	-- -----	5,341 -----
TOTAL FULLY DILUTED SHARES	6,333,378 =====	6,341,470 =====
FULLY DILUTED EARNINGS PER SHARE	\$0.04 =====	\$0.26 =====

The schedule contains summary financial information extracted from Consolidated-Tomoka Land Co.'s March 31, 1997 10-Q and is qualified in its entirety by reference to such financial statements.

	3-MOS	
	DEC-31-1997	
	MAR-31-1997	
		390,793
		998,276
		16,305,104
		0
		17,244,774
		0
		32,845,567
		11,886,851
		57,190,806
		0
		0
		0
		6,261,272
		27,878,035
57,190,806		
		5,273,196
		5,571,830
		3,582,525
		4,341,173
		675,586
		0
		207,347
		347,724
		121,420
		226,304
		0
		0
		0
		226,304
		.04
		.04