

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## FORM 8-K CURRENT REPORT

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

March 13, 2008

Date of Report  
(Date of earliest  
event reported)

### CONSOLIDATED-TOMOKA LAND CO.

(exact name of registrant as specified in its charter)

FLORIDA (State or other jurisdiction of incorporation)	0-5556 (Commission File Number)	59-0483700 (IRS Employer Identification of incorporation)
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1530 Cornerstone Boulevard, Suite 100  
Daytona Beach, Florida 32117  
(Address of principal executive offices) (Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to  
simultaneously satisfy the filing obligation of the registrant under  
any of the following provisions (see General Instruction A.2. below):

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

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

On March 13, 2008 the Board of Directors ("the Board") of Consolidated-Tomoka Land Co. (the "Company") was notified in a letter from James E. Jordan dated March 12, of his decision to resign from the Board of Directors of the Company effective immediately. Mr. Jordan, who was recommended as a director by David Winters of Wintergreen Advisors, the Company's largest shareholder, was a member of the Corporate Governance Committee and Compensation Committee. Mr. Jordan has been a director since April 2007.

Mr. Jordan's letter, which is attached hereto as an exhibit and incorporated herein by reference, indicated that he was resigning from the Board due to disagreements with policy decisions recently made by the Board, including:

The Board's decision to not adopt a policy to separate the positions of Chairman of the Board and Chief Executive Officer;

The Board's decision to not consider candidates to the Board proposed by the Company's largest shareholder to fill a Board vacancy;

The Board's decision to continue to pay dividends;

The Board's decision to not adopt a stock buyback plan; and

The Board's decision to not develop alternative business strategies.

Several of the foregoing items were addressed in a letter from the Company to David Winters of Wintergreen Advisors that was disclosed in a press release issued by the Company on March 11, 2008 (this press release may be accessed at [http://ctlc.com/newsite/news\\_3\\_11\\_08.html](http://ctlc.com/newsite/news_3_11_08.html)).

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

17.1 [Letter of Resignation](#) to the Board of Directors of Consolidated-Tomoka Land Co. from James E. Jordan, dated March 12, 2008.

#### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CONSOLIDATED-TOMOKA LAND CO.

Date: March 17, 2008

By: S/William H. McMunn  
William H. McMunn  
President and Chief Executive Officer

# JAMES E. JORDAN

March 12, 2008

Robert D. Allen, Chairman, and  
William H. McMunn, President & CEO,  
The Board of Directors  
Consolidated-Tomoka Land Company  
1530 Cornerstone Blvd. – Suite 100  
Daytona Beach, Florida 32117

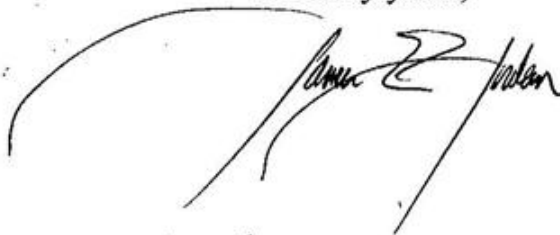
Dear Bob and Bill:

Following our last Board meeting, I have given serious thought to the general direction of the Company, and to certain specific decisions made at that meeting, and have concluded that I must resign from the Board, effective immediately.

My reasons are as follows: As you know, my view is that it is a mistake to combine the titles of Chairman and Chief Executive Officer, which goes against now generally accepted best practice in corporate governance. In seeking candidates to fill an anticipated Board vacancy, it was a mistake not to consider the candidates proposed by our largest shareholder, or other candidates, as part of our due diligence. Indeed, I believe those and related issues should first have been vetted through the Nominating and Corporate Governance Committee, which did not happen. I have also long opposed the payment of a dividend, given our largely long-term, value-oriented, institutional shareholder base; and was disappointed with the decision not to adopt a potential buy-back plan. On the broad subject of Company strategy, now would be a particularly good time to develop alternative strategies for the use of the Company's land and cash flows to maximize shareholder value over time.

On all these issues, of course, I recognize that my views are only those of one director, but feeling as I do, it is best that I step aside now.

Sincerely yours,

A handwritten signature in black ink, appearing to read "James E. Jordan". The signature is written in a cursive style with a large, sweeping initial "J" that extends to the left.

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