

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

Consolidated-Tomoka Land. Co.  
(Name of Issuer)

Common Stock, par value \$1.00 per share  
(Title of Class of Securities)

210226106  
(CUSIP Number)

Mr. James A. Mitarotonda  
c/o Barington Companies Equity Partners, L.P.  
888 Seventh Avenue, 17th Floor  
New York, NY 10019  
(212) 974-5700

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

May 9, 2006  
(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 which 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: o.

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SCHEDULE 13D

CUSIP No. 210226106

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Barington Companies Equity Partners, L.P. 13-4088890

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x  
(b) o

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) o

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
7) SOLE VOTING POWER 103,064  
8) SHARED VOTING POWER none  
9) SOLE DISPOSITIVE POWER 103,064  
10) SHARED DISPOSITIVE POWER none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 103,064

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.82%

14) TYPE OF REPORTING PERSON PN

SCHEDULE 13D

CUSIP No. 210226106

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Barington Investments, L.P. 20-2871525

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x  
(b) o

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) o

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

7) SOLE VOTING POWER  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 36,864  
8) SHARED VOTING POWER  
none  
9) SOLE DISPOSITIVE POWER  
36,864  
10) SHARED DISPOSITIVE POWER  
none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
36,864

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.65%

14) TYPE OF REPORTING PERSON  
PN

SCHEDULE 13D

CUSIP No. 210226106

1) **NAME OF REPORTING PERSON**  
**S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON**  
Barrington Companies Advisors, LLC 20-0327470

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)x  
(b) o

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS** OO

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

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**  
Delaware

<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	7) <b>SOLE VOTING POWER</b> 36,864
	8) <b>SHARED VOTING POWER</b> 103,064
	9) <b>SOLE DISPOSITIVE POWER</b> 36,864
	10) <b>SHARED DISPOSITIVE POWER</b> 103,064

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**  
139,928

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

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**  
2.47%

14) **TYPE OF REPORTING PERSON**  
IA, OO

SCHEDULE 13D

CUSIP No. 210226106

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Barrington Companies Investors, LLC 13-4126527

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x  
(b) o

3) SEC USE ONLY

4) SOURCE OF FUNDS OO

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

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7) SOLE VOTING POWER none

8) SHARED VOTING POWER 103,064

9) SOLE DISPOSITIVE POWER none

10) SHARED DISPOSITIVE POWER 103,064

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 103,064

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.82%

14) TYPE OF REPORTING PERSON OO

SCHEDULE 13D

CUSIP No. 210226106

- 1) **NAME OF REPORTING PERSON**  
**S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON**  
Barington Companies Offshore Fund, Ltd.
- 
- 2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)  x  
(b)  o
- 
- 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)** o
- 
- 6) **CITIZENSHIP OR PLACE OF ORGANIZATION**  
British Virgin Islands
- 
- 7) **SOLE VOTING POWER**  
169,472
- 8) **SHARED VOTING POWER**  
none
- 9) **SOLE DISPOSITIVE POWER**  
169,472
- 10) **SHARED DISPOSITIVE POWER**  
none
- 
- 11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**  
169,472
- 
- 12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** o
- 
- 13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**  
2.99%
- 
- 14) **TYPE OF REPORTING PERSON**  
CO
-

SCHEDULE 13D

CUSIP No. 210226106

1) **NAME OF REPORTING PERSON**  
**S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON**  
Barington Offshore Advisors, LLC 20-4797640

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)  x  
(b)  o

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS** OO

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

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**  
Delaware

<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	7) <b>SOLE VOTING POWER</b> 169,472
	8) <b>SHARED VOTING POWER</b> none
	9) <b>SOLE DISPOSITIVE POWER</b> 169,472
	10) <b>SHARED DISPOSITIVE POWER</b> none

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**  
169,472

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

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**  
2.99%

14) **TYPE OF REPORTING PERSON**  
IA, OO

SCHEDULE 13D

CUSIP No. 210226106

1) **NAME OF REPORTING PERSON**  
**S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON**  
Barington Capital Group, L.P. 13-3635132

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)  x  
(b)  o

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS** OO

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

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**  
New York

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH**

7) **SOLE VOTING POWER**  
309,400

8) **SHARED VOTING POWER**  
none

9) **SOLE DISPOSITIVE POWER**  
309,400

10) **SHARED DISPOSITIVE POWER**  
none

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**  
309,400

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

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**  
5.45%

14) **TYPE OF REPORTING PERSON**  
PN



SCHEDULE 13D

CUSIP No. 210226106

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
LNA Capital Corp. 13-3635168

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x  
(b) o

3) SEC USE ONLY

4) SOURCE OF FUNDS OO

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

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
7) SOLE VOTING POWER 309,400  
8) SHARED VOTING POWER none  
9) SOLE DISPOSITIVE POWER 309,400  
10) SHARED DISPOSITIVE POWER none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 309,400

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.45%

14) TYPE OF REPORTING PERSON CO

SCHEDULE 13D

CUSIP No. 210226106

- 1) **NAME OF REPORTING PERSON**  
**S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON**  
James Mitarotonda
- 
- 2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)  x  
(b)  o
- 
- 3) **SEC USE ONLY**
- 
- 4) **SOURCE OF FUNDS** OO
- 
- 5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)** o
- 
- 6) **CITIZENSHIP OR PLACE OF ORGANIZATION**  
United States
- 
- |  |   |
|--|---|
| <b>NUMBER OF<br/>SHARES<br/>BENEFICIALLY<br/>OWNED BY<br/>EACH<br/>REPORTING<br/>PERSON<br/>WITH</b> | 7) <b>SOLE VOTING POWER</b><br>309,400      |
|  | 8) <b>SHARED VOTING POWER</b><br>none       |
|  | 9) <b>SOLE DISPOSITIVE POWER</b><br>309,400 |
|  | 10) <b>SHARED DISPOSITIVE POWER</b><br>none |
- 
- 11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**  
309,400
- 
- 12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** o
- 
- 13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**  
5.45%
- 
- 14) **TYPE OF REPORTING PERSON**  
IN
-

SCHEDULE 13D

CUSIP No. 210226106

- 1) **NAME OF REPORTING PERSON**  
**S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON**  
Starboard Value and Opportunity Master Fund Ltd.
- 
- 2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)  x  
(b)  o
- 
- 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)** o
- 
- 6) **CITIZENSHIP OR PLACE OF ORGANIZATION**  
Cayman Islands
- 
- |  |   |
|--|---|
| <b>NUMBER OF<br/>SHARES<br/>BENEFICIALLY<br/>OWNED BY<br/>EACH<br/>REPORTING<br/>PERSON<br/>WITH</b> | 7) <b>SOLE VOTING POWER</b><br>25,872   |
|  | 8) <b>SHARED VOTING POWER</b><br>none   |
|  | 9) <b>SOLE DISPOSITIVE POWER</b><br>25,872  |
|  | 10) <b>SHARED DISPOSITIVE POWER</b><br>none                                       |
|  | 11) <b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b><br>25,872 |
- 
- 12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** o
- 
- 13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**  
0.46%
- 
- 14) **TYPE OF REPORTING PERSON**  
CO
-

SCHEDULE 13D

CUSIP No. 210226106

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Parche, LLC 20-0870632

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x  
(b) o

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) o

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
7) SOLE VOTING POWER 4,928  
8) SHARED VOTING POWER none  
9) SOLE DISPOSITIVE POWER 4,928  
10) SHARED DISPOSITIVE POWER none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,928

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.09%

14) TYPE OF REPORTING PERSON OO

SCHEDULE 13D

CUSIP No. 210226106

1) **NAME OF REPORTING PERSON**  
**S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON**  
Admiral Advisors, LLC 37-1484525

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)  x  
(b)  o

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS** OO

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

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**  
Delaware

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH**

7) **SOLE VOTING POWER**  
30,800

8) **SHARED VOTING POWER**  
none

9) **SOLE DISPOSITIVE POWER**  
30,800

10) **SHARED DISPOSITIVE POWER**  
none

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**  
30,800

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

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**  
0.54%

14) **TYPE OF REPORTING PERSON**  
IA, OO

SCHEDULE 13D

CUSIP No. 210226106

1) **NAME OF REPORTING PERSON**  
**S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON**  
Ramius Capital Group, L.L.C. 13-3937658

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)  x  
(b)  o

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS** OO

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

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**  
Delaware

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH**

7) **SOLE VOTING POWER**  
30,800

8) **SHARED VOTING POWER**  
none

9) **SOLE DISPOSITIVE POWER**  
30,800

10) **SHARED DISPOSITIVE POWER**  
none

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**  
30,800

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

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**  
0.54%

14) **TYPE OF REPORTING PERSON**  
IA, OO

SCHEDULE 13D

CUSIP No. 210226106

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
C4S & Co., L.L.C. 13-3946794

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x  
(b) o

3) SEC USE ONLY

4) SOURCE OF FUNDS OO

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

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
7) SOLE VOTING POWER 30,800  
8) SHARED VOTING POWER none  
9) SOLE DISPOSITIVE POWER 30,800  
10) SHARED DISPOSITIVE POWER none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 30,800

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.54%

14) TYPE OF REPORTING PERSON OO

SCHEDULE 13D

CUSIP No. 210226106

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Peter A. Cohen

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x  
(b) o

3) SEC USE ONLY

4) SOURCE OF FUNDS OO

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

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7) SOLE VOTING POWER none

8) SHARED VOTING POWER 30,800

9) SOLE DISPOSITIVE POWER none

10) SHARED DISPOSITIVE POWER 30,800

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 30,800

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.54%

14) TYPE OF REPORTING PERSON IN



SCHEDULE 13D

CUSIP No. 210226106

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Morgan B. Stark

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x  
(b) o

3) SEC USE ONLY

4) SOURCE OF FUNDS OO

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

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7) SOLE VOTING POWER none

8) SHARED VOTING POWER 30,800

9) SOLE DISPOSITIVE POWER none

10) SHARED DISPOSITIVE POWER 30,800

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 30,800

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.54%

14) TYPE OF REPORTING PERSON IN

SCHEDULE 13D

CUSIP No. 210226106

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Jeffrey M. Solomon

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x  
(b) o

3) SEC USE ONLY

4) SOURCE OF FUNDS OO

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

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER none
	8) SHARED VOTING POWER 30,800
	9) SOLE DISPOSITIVE POWER none
	10) SHARED DISPOSITIVE POWER 30,800

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
30,800

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.54%

14) TYPE OF REPORTING PERSON  
IN

SCHEDULE 13D

CUSIP No. 210226106

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Thomas W. Strauss

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)x  
(b) o

3) SEC USE ONLY

4) SOURCE OF FUNDS OO

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

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7) SOLE VOTING POWER  
none

8) SHARED VOTING POWER  
30,800

9) SOLE DISPOSITIVE POWER  
none

10) SHARED DISPOSITIVE POWER  
30,800

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
30,800

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.54%

14) TYPE OF REPORTING PERSON  
IN

Item 1. Security and Issuer.

This statement on Schedule 13D (the "Statement") relates to the common stock, par value \$1.00 per share (the "Common Stock"), of Consolidated-Tomoka Land. Co., a Florida corporation (the "Company"). The principal executive offices of the Company are located at 1530 Cornerstone Boulevard, Suite 100, Daytona Beach, Florida 32117.

Item 2. Identity and Background.

(a) - (c) This Statement is being filed by Barington Companies Equity Partners, L.P., Barington Investments, L.P., Barington Companies Advisors, LLC, Barington Companies Investors, LLC, Barington Companies Offshore Fund, Ltd., Barington Offshore Advisors, LLC, Barington Capital Group, L.P., LNA Capital Corp., James Mitarotonda, Starboard Value and Opportunity Master Fund Ltd., Parche, LLC, Admiral Advisors, LLC, Ramius Capital Group, L.L.C., C4S & Co., L.L.C., Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss (each, a "Reporting Entity" and, collectively, the "Reporting Entities").

As of May 18, 2006, the Reporting Entities are the beneficial owners of, in the aggregate, 340,200 shares of Common Stock, representing approximately 6.00% of the shares of Common Stock presently outstanding.

Barington Companies Equity Partners, L.P. is a Delaware limited partnership. The principal business of Barington Companies Equity Partners, L.P. is acquiring, holding and disposing of investments in various companies. The address of the principal business and principal office of Barington Companies Equity Partners, L.P. is 888 Seventh Avenue, 17th Floor, New York, New York 10019.

Barington Investments, L.P. is a Delaware limited partnership. The principal business of Barington Investments, L.P. is acquiring, holding and disposing of investments in various companies. The address of the principal business and principal office of Barington Investments, L.P. is 888 Seventh Avenue, 17th Floor, New York, New York 10019.

Barington Companies Offshore Fund, Ltd. is an international business company organized under the laws of the British Virgin Islands. The principal business of Barington Companies Offshore Fund, Ltd. is acquiring, holding and disposing of investments in various companies. The address of the principal business and principal office of Barington Companies Offshore Fund, Ltd. is c/o Bison Financial Services Limited, Bison Court, Road Town, Tortola, British Virgin Islands. The executive officers and directors of Barington Companies Offshore Fund, Ltd. and their principal occupations and business addresses are set forth on Schedule I and incorporated by reference in this Item 2.

The investment advisor of Barington Companies Equity Partners, L.P. and the investment advisor and general partner of Barington Investments, L.P. is Barington Companies Advisors, LLC. Barington Companies Advisors, LLC is a Delaware limited liability company. The principal business of Barington Companies Advisors, LLC is serving as the investment advisor of Barington Companies Equity Partners, L.P. and the investment advisor and general partner of Barington Investments, L.P. The address of the principal business and principal office of

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Barington Companies Advisors, LLC is 888 Seventh Avenue, 17th Floor, New York, New York 10019. James Mitarotonda is the Managing Member of Barington Companies Advisors, LLC.

The general partner of Barington Companies Equity Partners, L.P. is Barington Companies Investors, LLC. Barington Companies Investors, LLC is a Delaware limited liability company. The principal business of Barington Companies Investors, LLC is serving as the general partner of Barington Companies Equity Partners, L.P. The address of the principal business and principal office of Barington Companies Investors, LLC is 888 Seventh Avenue, 17th Floor, New York, New York 10019. James Mitarotonda is the Managing Member of Barington Companies Investors, LLC.

The investment advisor of Barington Companies Offshore Fund, Ltd. is Barington Offshore Advisors, LLC. Barington Offshore Advisors, LLC is a Delaware limited liability company. The principal business of Barington Offshore Advisors, LLC is serving as the investment advisor of Barington Companies Offshore Fund, Ltd. The address of the principal business and principal office of Barington Offshore Advisors, LLC is 888 Seventh Avenue, 17th Floor, New York, New York 10019. James Mitarotonda is the Managing Member of Barington Offshore Advisors, LLC.

Barington Companies Advisors, LLC, Barington Companies Investors, LLC and Barington Offshore Advisors, LLC are each majority-owned subsidiaries of Barington Capital Group, L.P. Barington Capital Group, L.P. is a New York limited partnership. The principal business of Barington Capital Group, L.P. is acquiring, holding and disposing of investments in various companies. The address of the principal business and principal office of Barington Capital Group, L.P. is 888 Seventh Avenue, 17th Floor, New York, New York 10019.

The general partner of Barington Capital Group, L.P. is LNA Capital Corp. LNA Capital Corp. is a Delaware corporation. The principal business of LNA Capital Corp. is serving as the general partner of Barington Capital Group, L.P. The address of the principal business and principal office of LNA Capital Corp. is c/o Barington Capital Group, L.P., 888 Seventh Avenue, 17th Floor, New York, New York 10019. James Mitarotonda is the sole stockholder and director of LNA Capital Corp. The executive officers of LNA and their principal occupations and business addresses are set forth on Schedule II and incorporated by reference in this Item 2. The principal occupation of Mr. Mitarotonda is serving as the Chairman and Chief Executive Officer of Barington Capital Group, L.P. The business address of Mr. Mitarotonda is c/o Barington Capital Group, L.P., 888 Seventh Avenue, 17th Floor, New York, New York 10019.

Starboard Value and Opportunity Master Fund Ltd. is an exempted company organized under the laws of the Cayman Islands formed to be a private investment fund. The address of the principal business and principal office of Starboard Value and Opportunity Master Fund Ltd. is c/o Citco Fund Services (Cayman Islands) Limited, Corporate Center, West Bay Road, Grand Cayman, Cayman Islands, British West Indies. The executive officers and directors of Starboard Value and Opportunity Master Fund Ltd. and their principal occupations and business addresses are set forth on Schedule III and incorporated by reference in this Item 2. Parche, LLC is a Delaware limited liability company. The address of the principal business and principal office of Parche, LLC is 666 Third Avenue, 26th Floor, New York, New York 10017. Each of Starboard Value and Opportunity Master Fund Ltd. and Parche, LLC has been formed for the purpose of

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making equity investments and, on occasion, taking an active role in the management of portfolio companies in order to enhance shareholder value.

The managing member of Parche, LLC is Admiral Advisors, LLC, a Delaware limited liability company formed to be the managing member of Parche, LLC. Admiral Advisors, LLC also serves as the investment manager for Starboard Value and Opportunity Master Fund Ltd. The address of the principal business and principal office of Admiral Advisors, LLC is 666 Third Avenue, 26<sup>th</sup> Floor, New York, New York 10017.

The sole member of Admiral Advisors, LLC is Ramius Capital Group, L.L.C. Ramius Capital Group, L.L.C. is a Delaware limited liability company that is engaged in money management and investment advisory services for third parties and proprietary accounts. The address of the principal business and principal office of Ramius Capital Group, L.L.C. is 666 Third Avenue, 26<sup>th</sup> Floor, New York, New York 10017. The managing member of Ramius Capital Group, L.L.C. is C4S & Co., L.L.C., a Delaware limited liability company formed to be the managing member of Ramius Capital Group, L.L.C. The address of the principal business and principal office of C4S & Co., L.L.C. is 666 Third Avenue, 26<sup>th</sup> Floor, New York, New York 10017. Each of Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss is a managing member of C4S & Co., L.L.C. The business address of each of Messrs. Cohen, Stark, Solomon and Strauss is 666 Third Avenue, 26<sup>th</sup> Floor, New York, New York 10017.

The Reporting Entities do not believe that certain of the foregoing information is called for by the Items of Schedule 13D and are disclosing it for supplemental informational purposes only. Information with respect to each of the Reporting Entities is given solely by such Reporting Entity and no Reporting Entity shall have responsibility for the accuracy or completeness of information supplied by another Reporting Entity.

(d) - (e) During the last five years, none of the Reporting Entities or any other person identified in response to this Item 2 was convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is 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.

(f) Each natural person identified in Item 2 is a citizen of the United States, other than Graham Cook, a director of Barington Companies Offshore Fund, Ltd., who is a citizen of the United Kingdom, and Jonathan Clipper, a director of Barington Companies Offshore Fund, Ltd., who is a citizen of Bermuda and the United Kingdom.

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

All purchases of Common Stock by the Reporting Entities were made in open market transactions except to the extent set forth below. The transactions effected in the past 60 days are described in the attached Schedule IV. All such purchases of Common Stock were funded by working capital, which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business. The amount of funds expended for such purchases was approximately \$6,182,577.65 by Barington Companies Equity Partners, L.P., \$10,166,119.68 by

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Barington Companies Offshore Fund Ltd., \$2,211,295.02 by Barington Investments, L.P., \$1,579,193.87 by Starboard Value and Opportunity Master Fund Ltd. and \$288,111.47 by Parche, LLC.

Certain shares of Common Stock reported in the Statement as owned by Parche, LLC were acquired in private transactions with various transferors for which Ramius Capital Group, L.L.C. or an affiliate serves as the investment manager, the managing member or the managing member of the investment manager. Ramius Capital Group, L.L.C. is the sole member of Admiral Advisors, LLC, which is the managing member of Parche, LLC. Parche, LLC acquired from such transferors an aggregate of 3,872 shares of Common Stock on May 18, 2006, before the market opened, at a per share price of \$58.3700, equal to the closing price reported on the American Stock Exchange on May 17, 2006, or an aggregate of \$226,008.64. The total of 3,872 shares transferred to Parche, LLC were initially acquired by the transferors for an aggregate of \$238,696.00 (excluding commissions and other execution related costs). Such transferors had, within the 60 days prior to the filing of the Statement, effected the following transactions in the shares: 03/24/06 purchased 1,600 shares at a price per Share of \$61.5000; 03/27/06 purchased 2,272 shares at a price per Share of \$61.7500; 05/18/06 sold 3,872 shares at a price per share of \$58.3700. All purchases of Common Stock referenced in this paragraph were funded by working capital, which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business. The Reporting Entities do not believe that the information contained in this paragraph is called for by the Items of Schedule 13D and are disclosing it for supplemental informational purposes only.

Item 4. Purpose of Transaction.

Each of the Reporting Entities acquired beneficial ownership of the shares of Common Stock to which this Statement relates in order to obtain a significant equity position in the Company, the Common Stock of which, in the opinion of the Reporting Entities, has been undervalued.

The Reporting Entities consider their equity position to be for investment purposes only. Each of the Reporting Entities may acquire additional shares of Common Stock or sell or otherwise dispose of any or all of the shares of Common Stock beneficially owned by it, in the open market, in privately negotiated transactions or otherwise. The Reporting Entities may also take any other action with respect to the Company or any of its debt or equity securities in any manner permitted by law.

Except as set forth in this Item 4, none of the Reporting Entities have any present plans or proposals that relate to or would result in any of the actions specified in clauses (a) through (j) of the instructions to Item 4 of Schedule 13D. The Reporting Entities intend to review their investment in the Company on a continuing basis. Depending on various factors including, without limitation, the willingness of the Company's management and Board of Directors to meet with and consider suggestions of the Reporting Entities, the Company's financial position and business strategy, the price levels of the shares of Common Stock, conditions in the securities markets and general economic and industry conditions, the Reporting Entities may in the future take such actions with respect to their investment in the Company as they deem appropriate including, without limitation, making proposals to the Company concerning changes to the capitalization, ownership structure or operations of the Company, purchasing additional

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shares of Common Stock, selling some or all of their shares of Common Stock, making an offer to purchase the Company, seeking Board representation or changing their intention with respect to any and all matters referred to in this Item 4.

Item 5. Interest in Securities of the Issuer.

(a) As of May 18, 2006, Barington Companies Equity Partners, L.P. beneficially owns an aggregate of 103,064 shares of Common Stock, representing approximately 1.82% of the shares of Common Stock presently outstanding based upon the 5,673,496 shares of Common Stock reported by the Company to be issued and outstanding as of May 1, 2006 in its Form 10-Q filed with the Securities and Exchange Commission on May 10, 2006 (the "Issued and Outstanding Shares").

As of May 18, 2006, Barington Investments, L.P. beneficially owns 36,864 shares of Common Stock, constituting approximately 0.65% of the Issued and Outstanding Shares. As of May 18, 2006, Barington Companies Offshore Fund, Ltd. beneficially owns 169,472 shares of Common Stock, constituting approximately 2.99% of the Issued and Outstanding Shares. As the investment advisor to Barington Companies Equity Partners, L.P. and the investment advisor and general partner of Barington Investments, L.P., Barington Companies Advisors, LLC may be deemed to beneficially own the 103,064 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P. and the 36,864 shares of Common Stock beneficially owned by Barington Investments, L.P., representing an aggregate of 139,928 shares, constituting approximately 2.47% of the Issued and Outstanding Shares. As the general partner of Barington Companies Equity Partners, L.P., Barington Companies Investors, LLC may be deemed to beneficially own the 103,064 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., constituting approximately 1.82% of the Issued and Outstanding Shares. As the investment advisor to Barington Companies Offshore Fund, Ltd., Barington Offshore Advisors, LLC may be deemed to beneficially own the 169,472 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., constituting approximately 2.99% of the Issued and Outstanding Shares. As the majority member of Barington Companies Advisors, LLC and Barington Companies Investors, LLC, Barington Capital Group, L.P. may be deemed to beneficially own the 103,064 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P. and the 36,864 shares of Common Stock beneficially owned by Barington Investments, L.P. As the majority member of Barington Offshore Advisors, LLC, Barington Capital Group, L.P. may also be deemed to beneficially own the 169,472 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., representing an aggregate of 309,400 shares, constituting approximately 5.45% of the Issued and Outstanding Shares. As the general partner of Barington Capital Group, L.P., LNA Capital Corp. may be deemed to beneficially own the 103,064 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 36,864 shares of Common Stock beneficially owned by Barington Investments, L.P. and the 169,472 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., representing an aggregate of 309,400 shares of Common Stock, constituting approximately 5.45% of the Issued and Outstanding Shares. As the sole stockholder and director of LNA Capital Corp., Mr. Mitarotonda may be deemed to beneficially own the 103,064 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 36,864 shares of Common Stock beneficially owned by Barington Investments, L.P. and the 169,472 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd.,

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representing an aggregate of 309,400 shares of Common Stock, constituting approximately 5.45% of the Issued and Outstanding Shares. Each of Barington Companies Advisors, LLC and Barington Companies Investors, LLC share voting and dispositive power with respect to the 103,064 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P. Mr. Mitarotonda has sole voting and dispositive power with respect to the 103,064 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 36,864 shares of Common Stock beneficially owned by Barington Investments, L.P. and the 169,472 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd. Mr. Mitarotonda disclaims beneficial ownership of any such shares except to the extent of his pecuniary interest therein.

As of May 18, 2006, each of Starboard Value and Opportunity Master Fund Ltd. and Parche, LLC beneficially own 25,872 and 4,928 shares of Common Stock, respectively, constituting approximately 0.46% and 0.09%, respectively, of the Issued and Outstanding Shares. As the investment manager of Starboard Value and Opportunity Master Fund Ltd., and the managing member of Parche, LLC, Admiral Advisors, LLC may be deemed to beneficially own the 25,872 shares and the 4,928 shares of Common Stock owned by Starboard Value and Opportunity Master Fund Ltd. and Parche, LLC, respectively, representing an aggregate of 30,800 shares, constituting approximately 0.54% of the Issued and Outstanding Shares. As the sole member of Admiral Advisors, LLC, Ramius Capital Group, L.L.C. may be deemed to beneficially own the 25,872 shares and the 4,928 shares of Common Stock owned by Starboard Value and Opportunity Master Fund Ltd. and Parche, LLC, respectively, representing an aggregate of 30,800 shares, constituting approximately 0.54% of the Issued and Outstanding Shares. As the managing member of Ramius Capital Group, L.L.C., C4S & Co., L.L.C. may be deemed to beneficially own the 25,872 shares and the 4,928 shares of Common Stock owned by Starboard Value and Opportunity Master Fund Ltd. and Parche, LLC, respectively, representing an aggregate of 30,800 shares, constituting approximately 0.54% of the Issued and Outstanding Shares. As the managing members of C4S & Co., L.L.C., each of Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss may be deemed to beneficially own the 25,872 shares and the 4,928 shares of Common Stock owned by Starboard Value and Opportunity Master Fund Ltd. and Parche, LLC, respectively, representing an aggregate of 30,800 shares, constituting approximately 0.54% of the Issued and Outstanding Shares. Each of Messrs. Cohen, Stark, Solomon and Strauss share voting and dispositive power with respect to the 25,872 shares and the 4,928 shares owned by Starboard Value and Opportunity Master Fund Ltd. and Parche, LLC, respectively, by virtue of their shared authority to vote and dispose of such shares. Messrs. Cohen, Stark, Solomon and Strauss disclaim beneficial ownership of such shares.

The Reporting Entities do not believe that certain of the foregoing information is called for by the Items of Schedule 13D and are disclosing it for supplemental informational purposes only. Information with respect to each of the Reporting Entities is given solely by such Reporting Entity and no Reporting Entity shall have responsibility for the accuracy or completeness of information supplied by another Reporting Entity.

(b) Each of the Reporting Entities may be deemed to have sole voting and dispositive power over the shares of Common Stock reported as beneficially owned by such person by virtue of their respective positions as described in paragraph (a), except that (i) Messrs. Cohen, Stark, Solomon and Strauss have shared authority to vote and dispose of the shares reported as

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beneficially owned by them and (ii) Barington Companies Advisors, LLC and Barington Companies Investors, LLC have shared authority to vote and dispose of the shares reported as beneficially owned by Barington Companies Equity Partners, L.P. Messrs. Cohen, Stark, Solomon and Strauss disclaim beneficial ownership of the shares reported as beneficially owned by them.

Except as set forth above, each of the other Reporting Entities may be deemed to have sole voting and dispositive power with respect to the shares each reports as beneficially owned by such person, regardless of the fact that multiple Reporting Entities within the same chain of ownership report sole voting and dispositive power with respect to such shares. Each such Reporting Entity reports sole voting and dispositive power with respect to such shares based on such person's relationship to the other Reporting Entities within the same chain of ownership. Except to the extent expressly stated herein, each Reporting Entity disclaims beneficial ownership of any shares of Common Stock beneficially owned by any other Reporting Entity.

(c) No person identified in Item 2 hereof has effected any transaction in shares of such Common Stock during the 60 days preceding the date of this filing, except to the extent disclosed herein.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understanding or Relationships With Respect to Securities of the Issuer.

Barington Capital Group, L.P. or one or more of its affiliates expect to receive from Starboard Value and Opportunity Master Fund Ltd. and Parche, LLC a fee with respect to certain profits those entities may derive from their investment in the Common Stock of the Company. An agreement between the parties with respect to the foregoing has not yet been formalized.

Barington Companies Advisors, LLC is compensated for its services as the general partner of Barington Investments, L.P. by an affiliate of Millennium Partners, L.P., the limited partner of Barington Investments, L.P., pursuant to a separate agreement.

Item 7. Material to be Filed as Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Agreement of Joint Filing among Barington Companies Equity Partners, L.P., Barington Investments, L.P., Barington Companies Advisors, LLC, Barington Companies Investors, LLC, Barington Companies Offshore Fund, Ltd., Barington Offshore Advisors, LLC, Barington Capital Group, L.P., LNA Capital Corp., James Mitarotonda, Starboard Value and Opportunity Master Fund Ltd., Parche, LLC, Admiral Advisors, LLC, Ramius Capital Group, L.L.C., C4S & Co., L.L.C., Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss dated May 19, 2006.
99.2	Power of attorney for Peter A. Cohen, Morgan B. Stark, Thomas W. Strauss and Jeffrey M. Solomon dated March 11, 2005.

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SIGNATURES

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

Dated: May 19, 2006

BARINGTON COMPANIES EQUITY PARTNERS, L.P.

By: Barington Companies Investors, LLC, its general partner

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: Managing Member

BARINGTON INVESTMENTS, L.P.

By: Barington Companies Advisors, LLC, its general partner

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: Managing Member

BARINGTON COMPANIES ADVISORS, LLC

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: Managing Member

BARINGTON COMPANIES INVESTORS, LLC

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: Managing Member

BARINGTON COMPANIES OFFSHORE FUND, LTD.

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: President

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BARINGTON OFFSHORE ADVISORS, LLC

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: Authorized Signatory

BARINGTON CAPITAL GROUP, L.P.

By: LNA Capital Corp., its general  
partner

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: President and CEO

LNA CAPITAL CORP.

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: President and CEO

/s/ James A. Mitarotonda

James A. Mitarotonda

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STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD.

ADMIRAL ADVISORS, LLC  
By: Ramius Capital Group, L.L.C., its sole member

PARCHE, LLC  
By: Admiral Advisors, LLC, its managing member

RAMIUS CAPITAL GROUP, L.L.C.  
By: C4S & Co., L.L.C.,  
as managing member

C4S & CO., L.L.C.

By: /s/ Jeffrey M. Solomon  
Name: Jeffrey M. Solomon  
Title: Authorized Signatory

JEFFREY M. SOLOMON

/s/ Jeffrey M. Solomon  
Individually and as attorney-in-fact  
for Peter A. Cohen, Morgan B. Stark  
and Thomas W. Strauss

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## SCHEDULE I

### Directors and Officers of Barington Companies Offshore Fund, Ltd.

<u>Name and Position</u>	<u>Principal Occupation</u>	<u>Principal Business Address</u>
James A. Mitarotonda Director and President	Chairman and Chief Executive Officer of Barington Capital Group, L.P.	888 Seventh Avenue 17 <sup>th</sup> Floor New York, NY 10019
Sebastian E. Cassetta Director	Senior Managing Director and Chief Operating Officer of Barington Capital Group, L.P.	888 Seventh Avenue 17 <sup>th</sup> Floor New York, NY 10019
Jonathan Clipper Director	Managing Director of Bedford Management Ltd.	7 Reid Street, Suite 108 Hamilton HM11, Bermuda
Graham Cook Director	Director/Manager, Corporate Services of Byson Financial Services, Ltd.	Bison Court P.O. Box 3460 Road Town, Tortola British Virgin Islands
Forum Fund Services, Ltd. Secretary	Fund Administration	Washington Mall 1, 3 <sup>rd</sup> Flr. 22 Church Street Hamilton HM11, Bermuda
Melvyn Brunt Treasurer	Chief Financial Officer of Barington Capital Group, L.P.	888 Seventh Avenue 17 <sup>th</sup> Floor New York, NY 10019

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## SCHEDULE II

### Officers of LNA Capital Corp.

<u>Name and Position</u>	<u>Principal Occupation</u>	<u>Principal Business Address</u>
James A. Mitarotonda President and CEO	Chairman and Chief Executive Officer of Barington Capital Group, L.P.	888 Seventh Avenue 17 <sup>th</sup> Floor New York, NY 10019
Sebastian E. Cassetta Secretary	Senior Managing Director and Chief Operating Officer of Barington Capital Group, L.P.	888 Seventh Avenue 17 <sup>th</sup> Floor New York, NY 10019
Melvyn Brunt Treasurer	Chief Financial Officer of Barington Capital Group, L.P.	888 Seventh Avenue 17 <sup>th</sup> Floor New York, NY 10019

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### SCHEDULE III

Directors and Officers of Starboard Value and Opportunity Master Fund Ltd.

<u>Name and Position</u>	<u>Principal Occupation</u>	<u>Principal Business Address</u>
Mark Mitchell Director	Managing Director of Ramius Capital Group, L.L.C.	666 Third Avenue 26 <sup>th</sup> Floor New York, New York 10017
Jeffrey M. Solomon Director	Managing Member of C4S & Co., L.L.C., which is the Managing Member of Ramius Capital Group, L.L.C.	666 Third Avenue 26 <sup>th</sup> Floor New York, New York 10017
CFS Company Ltd. Director	Nominee Company registered with Cayman Islands Monetary Authority and is affiliated with Administrator of the Fund	c/o Citco Fund Services (Cayman Islands) Limited Corporate Center West Bay Road Grand Cayman, Cayman Islands British West Indies
CSS Corporation Ltd. Secretary	Affiliate of the Administrator of the Fund	c/o Citco Fund Services (Cayman Islands) Limited Corporate Center West Bay Road Grand Cayman, Cayman Islands British West Indies

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#### SCHEDULE IV

This schedule sets forth information with respect to each purchase of Common Stock which was effectuated by a Reporting Entity during the past 60 days. All transactions were effectuated in the open market through a broker except to the extent set forth in Item 3 above.

Shares purchased by Barington Companies Equity Partners, L.P.

<u>Date</u>	<u>Number of Shares</u>	<u>Price Per Share</u>	<u>Per Share Cost(*)</u>
3/24/2006	13,600	\$61.500	\$836,400.00
3/27/2006	19,312	\$61.750	\$1,192,516.00
4/17/2006	1,140	\$57.670	\$65,743.80
4/18/2006	1,700	\$58.556	\$99,545.20
4/19/2006	4,114	\$58.614	\$241,138.00
4/20/2006	3,876	\$58.477	\$226,656.85
4/21/2006	4,862	\$58.485	\$284,354.07
4/25/2006	34,000	\$59.000	\$2,006,000.00
5/5/2006	1,922	\$62.456	\$120,040.43
5/8/2006	2,170	\$62.213	\$135,002.21
5/9/2006	1,457	\$61.907	\$90,198.50
5/10/2006	1,581	\$61.867	\$97,811.73
5/11/2006	3,069	\$59.895	\$183,817.76
5/12/2006	3,224	\$58.975	\$190,135.40
5/15/2006	1,705	\$58.726	\$100,127.83
5/16/2006	1,085	\$58.658	\$63,643.93
5/17/2006	2,635	\$58.059	\$152,985.47
5/18/2006	1,612	\$59.839	\$96,460.47

Shares purchased by Barington Investments, L.P.

<u>Date</u>	<u>Number of Shares</u>	<u>Price Per Share</u>	<u>Per Share Cost(*)</u>
3/24/2006	4,400	\$61.500	\$270,600.00
3/27/2006	6,248	\$61.750	\$385,814.00
4/17/2006	608	\$57.670	\$35,063.36
4/18/2006	550	\$58.556	\$32,205.80
4/19/2006	1,331	\$58.614	\$78,015.23
4/20/2006	1,254	\$58.477	\$73,330.16
4/21/2006	1,573	\$58.485	\$91,996.91
4/25/2006	11,000	\$59.000	\$649,000.00
5/5/2006	930	\$62.456	\$58,084.08
5/8/2006	1,050	\$62.213	\$65,323.65
5/9/2006	705	\$61.907	\$43,644.44
5/10/2006	765	\$61.867	\$47,328.26
5/11/2006	1,485	\$59.895	\$88,944.08
5/12/2006	1,560	\$58.975	\$92,001.00
5/15/2006	825	\$58.726	\$48,448.95
5/16/2006	525	\$58.658	\$30,795.45
5/17/2006	1,275	\$58.059	\$74,025.23
5/18/2006	780	\$59.839	\$46,674.42

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Shares purchased by Barington Companies Offshore Fund, Ltd.

<u>Date</u>	<u>Number of Shares</u>	<u>Price Per Share</u>	<u>Per Share Cost(*)</u>
3/24/2006	22,000	\$61.500	\$1,353,000.00
3/27/2006	31,240	\$61.750	\$1,929,070.00
4/17/2006	2,052	\$57.670	\$118,338.84
4/18/2006	2,750	\$58.556	\$161,029.00
4/19/2006	6,655	\$58.614	\$390,076.17
4/20/2006	6,270	\$58.477	\$366,650.79
4/21/2006	7,865	\$58.485	\$459,984.53
4/25/2006	55,000	\$59.000	\$3,245,000.00
5/5/2006	3,348	\$62.456	\$209,102.69
5/8/2006	3,780	\$62.213	\$235,165.14
5/9/2006	2,538	\$61.907	\$157,119.97
5/10/2006	2,754	\$61.867	\$170,381.72
5/11/2006	5,346	\$59.895	\$320,198.67
5/12/2006	5,616	\$58.975	\$331,203.60
5/15/2006	2,970	\$58.726	\$174,416.22
5/16/2006	1,890	\$58.658	\$110,863.62
5/17/2006	4,590	\$58.059	\$266,490.81
5/18/2006	2,808	\$59.839	\$168,027.91

Shares purchased by Starboard Value and Opportunity Master Fund Ltd.

<u>Date</u>	<u>Number of Shares</u>	<u>Price Per Share</u>	<u>Per Share Cost(*)</u>
3/24/2006	8,400	\$61.5000	\$516,600.00
3/27/2006	11,928	\$61.7500	\$736,554.00
5/18/2006	5,544	\$58.8095	\$326,039.87

Shares purchased by Parche, LLC

<u>Date</u>	<u>Number of Shares</u>	<u>Price Per Share</u>	<u>Per Share Cost(*)</u>
5/18/2006	1,056	\$58.8095	\$62,102.83
5/18/2006	3,872	\$58.3700	\$226,008.64

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(\*) Excludes commissions and other execution-related costs.

Agreement of Joint Filing

Pursuant to Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned persons hereby agree to file with the Securities and Exchange Commission the Statement on Schedule 13D (the "Statement") to which this Agreement is attached as an exhibit, and agree that such Statement, as so filed, is filed on behalf of each of them.

IN WITNESS WHEREOF, the undersigned have executed this Agreement.

Dated: May 19, 2006

BARINGTON COMPANIES EQUITY PARTNERS, L.P.

By: Barington Companies Investors, LLC, its general partner

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title : Managing Member

BARINGTON INVESTMENTS, L.P.

By: Barington Companies Advisors, LLC, its general partner

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: Managing Member

BARINGTON COMPANIES ADVISORS, LLC

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: Managing Member

BARINGTON COMPANIES INVESTORS, LLC

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: Managing Member

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BARINGTON COMPANIES OFFSHORE FUND, LTD.

By: /s/ James A. Mitarotonda  
Name: James A. Mitarotonda  
Title: President

BARINGTON OFFSHORE ADVISORS, LLC

By: /s/ James A. Mitarotonda  
Name: James A. Mitarotonda  
Title: Authorized Signatory

BARINGTON CAPITAL GROUP, L.P.

By: LNA Capital Corp., its general  
partner

By: /s/ James A. Mitarotonda  
Name: James A. Mitarotonda  
Title: President and CEO

LNA CAPITAL CORP.

By: /s/ James A. Mitarotonda  
Name: James A. Mitarotonda  
Title: President and CEO

/s/ James A. Mitarotonda  
James A. Mitarotonda

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STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD.

PARCHE, LLC

By: Admiral Advisors, LLC, its managing member

ADMIRAL ADVISORS, LLC

By: Ramius Capital Group, L.L.C., its sole member

RAMIUS CAPITAL GROUP, L.L.C.

By: C4S & Co., L.L.C.,  
as managing member

C4S & CO., L.L.C.

By: /s/ Jeffrey M. Solomon

Name: Jeffrey M. Solomon

Title: Authorized Signatory

JEFFREY M. SOLOMON

/s/ Jeffrey M. Solomon

Individually and as attorney-in-fact for

Peter A. Cohen, Morgan B. Stark and

Thomas W. Strauss

## POWER OF ATTORNEY

The undersigned hereby appoints Peter A. Cohen, Morgan B. Stark, Thomas W. Strauss and Jeffrey M. Solomon, or any of them, his true and lawful attorney-in fact and agent to execute and file with the Securities and Exchange Commission any Schedule 13D, Schedule 13G, any amendments thereto and any related documentation which may be required to be filed in his individual capacity as a result of the undersigned's beneficial ownership of, or participation in a group with respect to, securities directly or indirectly beneficially owned by Ramius Capital Group, LLC or any of its affiliates, and granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing which he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof. The authority of Peter A. Cohen, Morgan B. Stark, Thomas W. Strauss and Jeffrey M. Solomon, or any of them, under this Power of Attorney shall continue with respect to the undersigned until the undersigned is no longer required to file Schedule 13Ds or Schedule 13Gs unless revoked earlier in writing.

Date: March 11, 2005

/s/ Peter A. Cohen  
Peter A. Cohen

/s/ Morgan B. Stark  
Morgan B. Stark

/s/ Jeffrey M. Solomon  
Jeffrey M. Solomon

/s/ Thomas W. Strauss  
Thomas W. Strauss