

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

April 17, 2007

Date of Report
(Date of earliest
event reported)

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

FLORIDA 0-5556 59-0483700
(State or other (IRS Employer
jurisdiction Identification
of incorporation) (Commission File Number) Number)

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))

[Press Release](#)

Item 2.02. Results of Operations and Financial Condition.

On April 17, 2007, Consolidated-Tomoka Land Co., a Florida Corporation, issued a press release relating to the Company's earnings for the quarter ended March 31, 2007. A copy of the press release is furnished as an exhibit to this report.

Item 9.01. Financial Statements and Exhibits

The following exhibit is furnished herewith pursuant to Item 2.02 of this Report and shall not be deemed to be "filed" for any purpose, including for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section.

(c) Exhibits.

99.1 Press Release issued April 17, 2007

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: April 17, 2007

By: /s/ Bruce W. Teeters
Bruce W. Teeters, Senior
Vice President - Finance
and Treasurer
Chief Financial Officer

[Press Release](#)

PRESS RELEASE

For Immediate Release

Date: April 17, 2007
Contact: Bruce W. Teeters, Sr. Vice President
Phone: (386) 274-2202
Facsimile: (386) 274-1223

CONSOLIDATED TOMOKA ANNOUNCES FIRST QUARTER EARNINGS

DAYTONA BEACH, FLORIDA - Consolidated-Tomoka Land Co. (AMEX-CTO) today reported a net loss of \$583,812 or \$.10 basic loss per share and earnings before depreciation, amortization and deferred taxes (EBDDT) of \$333,210 or \$.06 per basic earnings share for the quarter ended March 31, 2007. The comparable numbers for the first quarter of 2006 were net income of \$2,128,432 or \$.37 basic earnings per share and EBDDT of \$3,818,589 or \$.67 per basic earnings share.

EBDDT is being provided to reflect the impact of the Company's business strategy of investing in income properties utilizing tax deferred exchanges. This strategy generates significant amounts of depreciation and deferred taxes. The Company believes EBDDT is useful, along with net income, to understand the Company's operating results.

William H. McMunn, president and chief executive officer, stated, "First quarter operating results reflect the timing of real estate sales closing activity and reduced golf operations profitability. Also, impacting first quarter profitability were higher general and administrative expenses, including significantly higher stock option charges and increased professional fees. New contract activity and current backlog of contracts scheduled to close later in 2007 continue to reflect a healthy commercial real estate market despite the continuing weak residential housing market."

Consolidated-Tomoka Land Co. is a Florida-based Company primarily engaged in converting Company owned agricultural lands into a portfolio of income properties strategically located throughout the Southeast, and development, management, and sale of targeted real estate properties. Visit our website at www.ctlc.com

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EARNINGS NEWS RELEASE

	QUARTER ENDED	
	MARCH 31, 2007	MARCH 31, 2006 (1)
REVENUES	\$ 8,589,011	\$ 8,388,718
NET INCOME (LOSS) BEFORE DISCONTINUED OPERATIONS AND CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING PRINCIPLE	(583,812)	2,352,503
DISCONTINUED OPERATIONS (NET OF INCOME TAX)	--	(7,978)
CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING PRINCIPLE (NET OF INCOME TAX)	--	(216,093) (2)
NET INCOME (LOSS)	<u>(\$583,812)</u>	<u>\$ 2,128,432</u>
BASIC EARNINGS PER SHARE:		
NET INCOME (LOSS) BEFORE DISCONTINUED OPERATIONS AND CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING PRINCIPLE	(\$0.10)	\$ 0.41
DISCONTINUED OPERATIONS (NET OF INCOME TAX)	--	--
CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING PRINCIPLE (NET OF INCOME TAX)	--	(0.04) (2)
NET INCOME (LOSS)	<u>(\$0.10)</u>	<u>\$ 0.37</u>
DILUTED EARNINGS PER SHARE:		
NET INCOME (LOSS) BEFORE DISCONTINUED OPERATIONS AND CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING PRINCIPLE	(\$0.10)	\$ 0.41
DISCONTINUED OPERATIONS (NET OF INCOME TAX)	--	--
CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING PRINCIPLE (NET OF INCOME TAX)	--	(\$0.04) (2)
NET INCOME (LOSS)	<u>(\$0.10)</u>	<u>\$ 0.37</u>

(1) THE FIRST QUARTER OF 2006 HAS BEEN ADJUSTED TO REFLECT THE QUARTERLY IMPACT OF THE SAB 108 ADJUSTMENT MADE IN THE FOURTH QUARTER OF 2006. THE ADJUSTMENT WAS CONSIDERED IMMATERIAL FOR EACH OF THE QUARTERS OF 2006.

(2) THE CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING PRINCIPLE REPRESENTS THE CHANGE IN ACCOUNTING FOR STOCK OPTIONS WITH THE ADOPTION OF FINANCIAL ACCOUNTING STANDARDS STATEMENT NO. 123 (REVISED 2004).

RECONCILIATION OF NET INCOME (LOSS) TO EARNINGS BEFORE
DEPRECIATION, AMORTIZATION AND DEFERRED TAXES

	QUARTER ENDED	
	MARCH 31, 2007	MARCH 31, 2006 (1)
NET INCOME (LOSS)	(\$583,812)	\$ 2,128,432
ADD BACK:		
DEPRECIATION & AMORTIZATION	609,793	510,947
DEFERRED TAXES	307,229	1,179,210
EARNINGS (LOSS) BEFORE DEPRECIATION, AMORTIZATION AND DEFERRED TAXES	<u>\$ 333,210</u>	<u>\$ 3,818,589</u>
BASIC & DILUTED WEIGHTED AVERAGE SHARES OUTSTANDING	<u>5,704,068</u>	<u>5,670,400</u>
BASIC & DILUTED EBDDT PER SHARE	<u>\$ 0.06</u>	<u>\$ 0.67</u>

EBDDT - EARNINGS BEFORE DEPRECIATION, AMORTIZATION, AND DEFERRED TAXES. EBDDT IS NOT A MEASURE OF OPERATING RESULTS OR CASH FLOWS FROM OPERATING ACTIVITIES AS DEFINED BY U.S. GENERALLY ACCEPTED ACCOUNTING PRINCIPLES. FURTHER, EBDDT IS NOT NECESSARILY INDICATIVE OF CASH AVAILABILITY TO FUND CASH NEEDS AND SHOULD NOT BE CONSIDERED AS AN ALTERNATIVE TO CASH FLOW AS A MEASURE OF LIQUIDITY. THE COMPANY BELIEVES, HOWEVER, THAT EBDDT PROVIDES RELEVANT INFORMATION ABOUT OPERATIONS AND IS USEFUL, ALONG WITH NET INCOME, FOR AN UNDERSTANDING OF THE COMPANY'S OPERATING RESULTS.

EBDDT IS CALCULATED BY ADDING DEPRECIATION, AMORTIZATION AND DEFERRED INCOME TAXES TO NET INCOME AS THEY REPRESENT NON-CASH CHARGES.

(1) THE FIRST QUARTER OF 2006 HAS BEEN ADJUSTED TO REFLECT THE QUARTERLY IMPACT OF THE SAB 108 ADJUSTMENT MADE IN THE FOURTH QUARTER OF 2006. THE ADJUSTMENT WAS CONSIDERED IMMATERIAL FOR EACH OF THE QUARTERS OF 2006.

CONSOLIDATED BALANCE SHEETS

	MARCH 31, 2007	DECEMBER 31, 2006
	\$	\$
ASSETS		
Cash	829,136	738,264
Restricted Cash	1,918,927	1,185,962
Investment Securities	12,286,113	11,780,205
Notes Receivable	700,000	700,000
Refundable Income Taxes	1,011,626	--
Land and Development Costs	14,436,276	15,058,340
Intangible Assets	5,007,160	5,103,649
Other Assets	5,248,059	5,569,605
	<u>41,437,297</u>	<u>40,136,025</u>
Property, Plant & Equipment:		
Land, Timber and Subsurface Interests	3,431,213	3,012,623
Golf Buildings, Improvements & Equipment	11,471,043	11,442,492
Income Properties Land, Buildings & Improvements	104,819,695	104,819,695
Other Building, Equipment and Land Improvements	2,676,170	2,584,467
Total Property, Plant and Equipment	122,398,121	121,859,277
Less, Accumulated Depreciation and Amortization	(8,716,945)	(8,221,138)
Net - Property, Plant and Equipment	<u>113,681,176</u>	<u>113,638,139</u>
TOTAL ASSETS	<u>155,118,473</u>	<u>153,774,164</u>
LIABILITIES		
Accounts Payable	588,536	167,378
Accrued Liabilities	7,979,547	7,749,121
Accrued Stock Based Compensation	5,613,190	5,743,773
Deferred Profit	427,628	563,467
Deferred Income Taxes	29,798,816	29,491,587
Notes Payable	6,999,764	7,061,531
TOTAL LIABILITIES	<u>51,407,481</u>	<u>50,776,857</u>
SHAREHOLDERS' EQUITY		
Common Stock	5,715,885	5,693,007
Additional Paid in Capital	4,428,362	2,630,748
Retained Earnings	94,553,987	95,650,170
Accumulated Other Comprehensive Loss	(987,242)	(976,618)
TOTAL SHAREHOLDERS' EQUITY	<u>103,710,992</u>	<u>102,997,307</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	<u>155,118,473</u>	<u>153,774,164</u>

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“Safe Harbor”

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

The Company wishes to caution readers that the assumptions which form the basis for forward-looking statements with respect to or that may impact earnings for the year ended December 31, 2007, and thereafter include many factors that are beyond the Company’s ability to control or estimate precisely. These risks and uncertainties include, but are not limited to, the strength of the real estate market in the City of Daytona Beach in Volusia County, Florida; our ability to successfully execute acquisition or development strategies; any loss of key management personnel; changes in local, regional and national economic conditions affecting the real estate development business and income properties; the impact of environmental and land use regulations; the impact of competitive real estate activity; variability in quarterly results due to the unpredictable timing of land sales; the loss of any major income property tenants; and the availability of capital. Additional information concerning these and other factors that could cause actual results to differ materially from those forward-looking statements is contained from time to time in the Company’s Securities and Exchange Commission filings, including, but not limited to, the Company’s Annual Report on Form 10-K. Copies of each filing may be obtained from the Company or the SEC.

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

Disclosures in this press release regarding the Company’s first quarter financial results are preliminary and are subject to change in connection with the Company’s preparation and filing of its Form 10-Q for the quarter ended March 31, 2007. The financial information in this release reflects the Company’s preliminary results subject to completion of the quarterly review process. The final results for the quarter may differ from the preliminary results discussed above due to factors that include, but are not limited to, risks associated with final review of the results and preparation of financial statements.

This release refers to certain non-GAAP financial measures. As required by the SEC, the Company has provided a reconciliation of these measures to the most directly comparable GAAP measures with this release. Non-GAAP measures as the Company has calculated them may not be comparable to similarly titled measures reported by other companies.