UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2010

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ________________ to ________________

Commission file number: **33-26115**

PATRIOT TRANSPORTATION HOLDING, INC.
(Exact name of registrant as specified in its charter)

Florida (State or other jurisdiction of incorporation or organization)	**59-2924957** (I.R.S. Employer Identification No.)
501 Riverside Ave., Ste 500, Jacksonville, FL (Address of principal executive offices)	**32202** (Zip Code)

904-396-5733
(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 (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes [x]   No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
Yes [ ]   No [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "accelerated filer," "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer [ ]   Accelerated filer [x]
Non-accelerated filer [ ]   Smaller reporting company [ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes [ ]   No [x]

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

Class	Outstanding at March 31, 2010
Common Stock, $.10 par value per share	3,061,096 shares

PATRIOT TRANSPORTATION HOLDING, INC.
FORM 10-Q
QUARTER ENDED MARCH 31, 2010

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Preliminary Note Regarding Forward-Looking Statements.

Certain matters discussed in this report contain forward-looking statements that are subject to risks and uncertainties that could cause actual results to differ materially from those indicated by such forward-looking statements.

These forward-looking statements relate to, among other things, capital expenditures, liquidity, capital resources and competition and may be indicated by words or phrases such as "anticipate", "estimate", "plans", "projects", "continuing", "ongoing", "expects", "management believes", "the Company believes", "the Company intends" and similar words or phrases. The following factors and others discussed in the Company's periodic reports and filings with the Securities and Exchange Commission are among the principal factors that could cause actual results to differ materially from the forward-looking statements: freight demand for petroleum products including recessionary and terrorist impacts on travel in the Company's markets; levels of construction activity in the markets served by our mining properties; fuel costs and the Company's ability to recover fuel surcharges; accident severity and frequency; risk insurance markets; driver availability and cost; the impact of future regulations regarding the transportation industry; availability and terms of financing; competition in our markets; interest rates, inflation and general economic conditions; demand for flexible warehouse/office facilities in the Baltimore-Washington-Northern Virginia area; and ability to obtain zoning and entitlements necessary for property development. However, this list is not a complete statement of all potential risks or uncertainties.

These forward-looking statements are made as of the date hereof based on management's current expectations, and the Company does not undertake an obligation to update such statements, whether as a result of new information, future events or otherwise. Additional information regarding these and other risk factors may be found in the Company's other filings made from time to time with the Securities and Exchange Commission.

PART I. FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS
PATRIOT TRANSPORTATION HOLDING, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

(Unaudited) (In thousands, except share data)

	March 31, 2010	September 30, 2009
Assets		
Current assets:		
Cash and cash equivalents	$ 12,410	15,803
Accounts receivable (including related party of $599 and $336 and net of allowance for doubtful accounts of $80 and $110, respectively)	6,368	5,286
Notes receivable	1,197	1,158
Inventory of parts and supplies	653	616
Deferred income taxes	651	104
Prepaid tires on equipment	1,219	1,211
Prepaid taxes and licenses	764	1,703
Prepaid insurance	1,127	2,390
Prepaid expenses, other	111	93
Assets of discontinued operations	1,281	1,519
Total current assets	25,781	29,883
Property, plant and equipment, at cost	293,467	289,336
Less accumulated depreciation and depletion	92,721	90,323
Net property, plant and equipment	200,746	199,013
Real estate held for investment, at cost	6,933	6,933
Investment in joint venture	7,138	6,858
Goodwill	1,087	1,087
Notes receivable, less current portion	5,026	5,647
Unrealized rents	3,356	3,346
Other assets	3,844	4,087
Total assets	$253,911	256,854
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable	$ 2,774	2,822
Federal and state income taxes payable	654	2,355
Accrued payroll and benefits	3,988	4,945
Accrued insurance	2,912	3,190
Accrued liabilities, other	532	1,102
Long-term debt due within one year	4,438	4,293
Liabilities of discontinued operations	2,833	3,660
Total current liabilities	18,131	22,367
Long-term debt, less current portion	69,604	71,860
Deferred income taxes	15,686	15,679
Accrued insurance	2,849	2,995
Other liabilities	1,560	1,545
Commitments and contingencies (Note 8)		
Shareholders' equity:		
Preferred stock, no par value; 5,000,000 shares authorized; none issued	-	-
Common stock, $.10 par value; 25,000,000 shares authorized, 3,061,096 and 3,053,036 shares issued and outstanding, respectively	306	305
Capital in excess of par value	36,754	35,858
Retained earnings	109,002	106,226
Accumulated other comprehensive income, net	19	19
Total shareholders' equity	146,081	142,408
Total liabilities and shareholders' equity	$253,911	256,854

See accompanying notes.

PATRIOT TRANSPORTATION HOLDING, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(In thousands except per share amounts)
(Unaudited)

	THREE MONTHS ENDED MARCH 31, 2010	THREE MONTHS ENDED MARCH 31, 2009	SIX MONTHS ENDED MARCH 31, 2010	SIX MONTHS ENDED MARCH 31, 2009
Revenues:				
Transportation	$21,658	21,522	43,739	46,504
Mining royalty land	1,009	1,476	1,996	2,781
Developed property rentals	4,843	4,779	9,275	9,336
Total revenues (including revenue from related parties of $2,031, $2,005, $3,501 and $3,619, respectively)	27,510	27,777	55,010	58,621
Cost of operations:				
Transportation	20,069	20,049	40,642	43,048
Mining royalty land	354	367	672	844
Developed property rentals	3,638	3,249	6,852	6,293
Unallocated corporate	382	554	735	847
Total cost of operations	24,443	24,219	48,901	51,032
Operating profit:				
Transportation	1,589	1,473	3,097	3,456
Mining royalty land	655	1,109	1,324	1,937
Developed property rentals	1,205	1,530	2,423	3,043
Unallocated corporate	(382)	(554)	(735)	(847)
Total operating profit	3,067	3,558	6,109	7,589
Interest income and other	119	3	234	28
Equity in loss of joint venture	(1)	-	(2)	(5)
Interest expense	(996)	(784)	(2,022)	(1,650)
Income before income taxes	2,189	2,777	4,319	5,962
Provision for income taxes	(841)	(1,081)	(1,659)	(2,323)
Income from continuing operations	1,348	1,696	2,660	3,639
Income (loss) from discontinued operations, net	94	(287)	118	(483)
Net income	$ 1,442	1,409	2,778	3,156
Earnings per common share:				
Income from continuing operations -				
Basic	$ .44	.56	.87	1.20
Diluted	$ .43	.55	.84	1.18
Discontinued operations (Note 11) -				
Basic	$ .03	(.10)	.04	(.16)
Diluted	$ .03	(.10)	.04	(.16)
Net income – basic	$ .47	.46	.91	1.04
Net income – diluted	$ .46	.45	.88	1.02
Number of shares (in thousands) used in computing:				
-basic earnings per common share	3,058	3,039	3,055	3,036
-diluted earnings per common share	3,142	3,102	3,139	3,106

See accompanying notes.

PATRIOT TRANSPORTATION HOLDING, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
SIX MONTHS ENDED MARCH 31, 2010 AND 2009
(In thousands)
(Unaudited)

	2010	2009
Cash flows from operating activities:		
Net income	$ 2,778	3,156
Adjustments to reconcile net income to net cash provided by continuing operating activities:		
Depreciation, depletion and amortization	5,776	6,344
Deferred income taxes	(540)	(599)
Equity in loss of joint venture	2	5
(Gain) on sale of equipment	(135)	(694)
(Income) loss from discontinued operations, net	(118)	483
Stock-based compensation	669	555
Net changes in operating assets and liabilities:		
Accounts receivable	(1,082)	4,182
Inventory of parts and supplies	(37)	174
Prepaid expenses and other current assets	2,176	2,193
Other assets	(70)	75
Accounts payable and accrued liabilities	(1,853)	(4,799)
Income taxes payable	(1,701)	1,155
Long-term insurance liabilities and other long-term liabilities	(131)	32
Net cash provided by operating activities of continuing operations	5,734	12,262
Net cash (used in) provided by operating activities of discontinued operations	(471)	827
Net cash provided by operating activities	5,263	13,089
Cash flows from investing activities:		
Purchase of transportation group property and equipment	(5,643)	(3,185)
Investments in mining royalty land segment	(16)	-
Investments in developed property rentals segment	(1,973)	(8,393)
Investment in joint venture	(285)	(300)
Proceeds from the sale of property, plant and equipment	563	1,047
Proceeds received on note for sale of Sunbelt	582	-
Net cash used in investing activities of continuing operations	(6,772)	(10,831)
Net cash used in investing activities of discontinued operations	-	(316)
Net cash used in investing activities	(6,772)	(11,147)
Cash flows from financing activities:		
Repayment of long-term debt	(2,111)	(1,976)
Excess tax benefits from exercises of stock options and vesting of restricted stock	61	15
Exercise of employee stock options	166	29
Net cash used in financing activities	(1,884)	(1,932)
Net increase (decrease) in cash and cash equivalents	(3,393)	10
Cash and cash equivalents at beginning of period	15,803	7,778
Cash and cash equivalents at end of the period	$ 12,410	7,788

See accompanying notes.

PATRIOT TRANSPORTATION HOLDING, INC. AND SUBSIDIARIES
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2010
(Unaudited)

(1) **Basis of Presentation.** The accompanying consolidated financial statements include the accounts of Patriot Transportation Holding, Inc. and its subsidiaries (the "Company"). Investment in the 50% owned Brooksville Joint Venture is accounted for under the equity method of accounting. These statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and the instructions to Form 10-Q and do not include all the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments (primarily consisting of normal recurring accruals) considered necessary for a fair statement of the results for the interim periods have been included. Operating results for the six months ended March 31, 2010 are not necessarily indicative of the results that may be expected for the fiscal year ending September 30, 2010. The accompanying consolidated financial statements and the information included under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations" should be read in conjunction with the Company's consolidated financial statements and related notes included in the Company's Form 10-K for the year ended September 30, 2009.

In connection with the new presentation of our real estate operations as two reportable segments, two properties in Washington, D.C. and two properties in Duval County, Florida were reclassified out of the Royalties and rent division and the division was renamed the Mining royalty land segment. Historical results have been reclassified to conform to the new segment presentation.

(2) **Recent Accounting Pronouncements.** On October 1, 2009, the Company adopted fair value measurement standards codified in ASC Topic 820, "Fair Value Measurements and Disclosures" (ASC 820), for non-financial assets and liabilities. ASC 820 defines fair value for accounting purposes, establishes a framework for measuring fair value and expands disclosures about fair value measurements. On October 1, 2008, the Company adopted this standard with respect to financial assets and liabilities and elected to defer our adoption of this standard for non-financial assets and liabilities. The adoption of these standards did not materially affect the consolidated financial results of the Company.

(3) **Business Segments.** The Company operates in three reportable business segments. The Company's operations are substantially in the Southeastern and Mid-Atlantic states. The transportation segment hauls primarily petroleum related bulk liquids and dry bulk commodities by motor carrier. The Company's real estate operations consist of two reportable segments. The Mining royalty land segment

owns real estate including construction aggregate royalty sites and parcels held for investment. The Developed property rentals segment acquires, constructs, and leases office/warehouse buildings primarily in the Baltimore/Northern Virginia/Washington area and holds real estate for future development or related to its developments.

The Company's transportation and real estate groups operate independently and have minimal shared overhead except for corporate expenses. Corporate expenses are allocated in fixed quarterly amounts based upon budgeted and estimated proportionate cost by segment. Unallocated corporate expenses primarily include stock compensation and corporate aircraft expenses.

Operating results and certain other financial data for the Company's business segments are as follows (in thousands):

	Three Months ended March 31,		Six Months ended March 31,	
	2010	2009	2010	2009
Revenues:				
Transportation	$ 21,658	21,522	$ 43,739	46,504
Mining royalty land	1,009	1,476	1,996	2,781
Developed property rentals	4,843	4,779	9,275	9,336
	$ 27,510	27,777	55,010	58,621
Operating profit:				
Transportation	$ 1,936	1,883	3,790	4,276
Mining royalty land	797	1,247	1,607	2,212
Developed property rentals	1,417	1,736	2,848	3,456
Corporate expenses:				
Allocated to transportation	(347)	(410)	(693)	(820)
Allocated to mining land	(142)	(138)	(283)	(275)
Allocated to developed property	(212)	(206)	(425)	(413)
Unallocated	(382)	(554)	(735)	(847)
	(1,083)	(1,308)	(2,136)	(2,355)
	$ 3,067	3,558	6,109	7,589
Interest expense:				
Mining royalty land	$ 9	19	21	38
Developed property rentals	987	765	2,001	1,612
	$ 996	784	2,022	1,650
Capital expenditures:				
Transportation	$ 3,164	610	5,643	3,185
Mining royalty land	5	-	16	-
Developed property rentals	1,031	2,125	1,973	8,393
	$ 4,200	2,735	7,632	11,578
Depreciation, depletion and amortization:				
Transportation	$ 1,508	1,677	3,069	3,382
Mining royalty land	24	30	47	70
Developed property rentals	1,271	1,260	2,548	2,521
Other	53	186	112	371
	$ 2,856	3,153	5,776	6,344

Identifiable assets	March 31, 2010	September 30, 2009
Transportation	$ 44,152	43,229

Discontinued Transportation Operations	1,281	1,519
Mining royalty land	28,395	28,088
Developed property rentals	163,594	164,373
Cash items	12,410	15,803
Unallocated corporate assets	4,079	3,842
	$253,911	256,854

(4) **Long-Term debt.** Long-term debt is summarized as follows (in thousands):

	March 31, 2010	September 30, 2009
5.6% to 8.6% mortgage notes due in installments through 2027	74,042	76,153
Less portion due within one year	4,438	4,293
	$ 69,604	71,860

The Company has a $37,000,000 uncollaterized Revolving Credit Agreement with three banks, which matures on December 13, 2013. The Revolver bears interest at a rate of 1.00% over the selected LIBOR, which may change quarterly based on the Company's ratio of Consolidated Total Debt to Consolidated Total Capital, as defined. A commitment fee of 0.15% per annum is payable quarterly on the unused portion of the commitment. The commitment fee may also change quarterly based upon the ratio described above. The Revolver contains limitations on availability and restrictive covenants including limitations on paying cash dividends. Letters of credit in the amount of $12,590,000 were issued under the Revolver. As of March 31, 2010, $24,410,000 was available for borrowing and $40,247,000 of consolidated retained earnings would be available for payment of dividends. The Company was in compliance with all covenants as of March 31, 2010.

The fair values of the Company's mortgage notes payable were estimated based on current rates available to the Company for debt of the same remaining maturities. At March 31, 2010, the carrying amount and fair value of such other long-term debt was $74,042,000 and $72,756,000, respectively.

(5) **Related Party Transactions.** The Company may be considered a related party to Vulcan Materials Company (Vulcan). One director of the Company is employed by Vulcan and is related to two other Company directors. The Company, through its transportation subsidiaries, hauls commodities by tank trucks for Vulcan. Charges for these services are based on prevailing market prices. The real estate subsidiaries lease certain construction aggregates mining and other properties to Vulcan.

A subsidiary of the Company (FRP) has a Joint Venture Agreement with Vulcan Materials Company (formerly Florida Rock Industries, Inc.), Brooksville Quarry, LLC, to develop approximately 4,300 acres of land near Brooksville, Florida. The venture is jointly controlled by Vulcan and FRP, and they each have a mandatory obligation to fund additional capital contributions of up to $2.1 million of which capital contributions of $1,785,000 have been made by each party as of

March 31, 2010. Distributions will be made on a 50-50 basis except for royalties and depletion specifically allocated to FRP. Other income for the six months ended March 31, 2010 and 2009 includes a loss of $2,000 and $5,000, respectively, representing the Company's equity in the loss of the joint venture.

(6) **Earnings per share.** The following details the computations of the basic and diluted earnings per common share (dollars in thousands, except per share amounts):

	THREE MONTHS ENDED MARCH 31,		SIX MONTHS ENDED MARCH 31,	
	2010	2009	2010	2009
Weighted average common shares outstanding during the period - shares used for basic earnings per common share	3,058	3,039	3,055	3,036
Common shares issuable under share based payment plans which are potentially dilutive	84	63	84	70
Common shares used for diluted earnings per common share	3,142	3,102	3,139	3,106
Net income	$ 1,442	1,409	2,778	3,156
Earnings per common share				
Basic	$ .47	.46	.91	1.04
Diluted	$ .46	.45	.88	1.02

For the three and six months ended March 31, 2010, 37,070 shares attributable to outstanding stock options were excluded from the calculation of diluted earnings per share because their inclusion would have been anti-dilutive. For the three and six months ended March 31 2009, 19,000 and 10,000 shares attributable to outstanding stock options were excluded from the calculation of diluted earnings per common share because their inclusion would have been anti-dilutive. For the six months ended March 31, 2009, all outstanding restricted shares were included in the calculation of diluted earnings per common share because the unrecorded compensation and tax benefits to be credited to capital in excess of par for all awards of restricted stock were lower than the average price of the common shares, and therefore were dilutive.

(7) **Stock-Based Compensation Plans.** As more fully described in Note 7 to the Company's notes to the consolidated financial statements in the Company's Annual Report on Form 10-K for the year ended September 30, 2009, the Company's stock-based compensation plan permits the grant of stock options, stock appreciation rights, restricted stock awards, restricted stock units, and stock awards. The number of common shares available for future issuance was 231,970 at March 31, 2010.

The Company recorded the following stock compensation expense in its consolidated statements of income (in thousands):

	Three Months ended	Six Months ended

	March 31,		March 31,	
	2010	2009	2010	2009
Stock option grants	$ 68	80	267	159
Restricted stock awards granted in 2006	-	51	48	102
Annual director stock award	354	294	354	294
	422	425	669	555

A summary of changes in outstanding options is presented below (in thousands, except share and per share amounts):

Options	Number Of Shares	Weighted Average Exercise Price	Weighted Average Remaining Term (yrs)	Weighted Average Grant Date Fair Value
Outstanding at September 30, 2009	237,930	$36.70	4.5	$ 4,246
Granted	9,070	$96.48		$ 349
Exercised	4,100	$40.39		$ 78
Forfeited	-	$ -		$ -
Outstanding at March 31, 2010	242,900	$38.87	4.2	$ 4,517
Exercisable at March 31, 2010	210,330	$32.23	3.4	$ 3,407
Vested during six months ended March 31, 2010	10,400			$ 250

The aggregate intrinsic value of exercisable in-the-money options was $11,024,000 and the aggregate intrinsic value of all outstanding in-the-money options was $11,205,000 based on the market closing price of $84.48 on March 31, 2010 less exercise prices. Gains of $207,000 were realized by option holders during the six months ended March 31, 2010. The realized tax benefit from options exercised for the six months ended March 31, 2010 was $79,000. Total compensation cost of options granted but not yet vested as of March 31, 2010 was $910,000, which is expected to be recognized over a weighted-average period of 3.4 years.

A summary of changes in restricted stock awards is presented below (in thousands, except per share amounts):

Restricted Stock	Number Of Shares	Weighted Average Grant Price	Weighted Average Remaining Term (yrs)	Weighted Average Grant Date Fair Value
Outstanding at September 30, 2009	2,550	$63.70	.3	$ 163
Granted	-	$ -		$ -
Vested	2,510	$63.66		$ 160
Forfeited	40	$66.09		$ 3
Outstanding at March 31, 2010	-	$ -	-	$ -

(8) **Contingent liabilities.** Certain of the Company’s subsidiaries are

involved in litigation on a number of matters and are subject to certain claims which arise in the normal course of business. The Company has retained certain self-insurance risks with respect to losses for third party liability and property damage. There is a reasonable possibility that the Company's estimate of vehicle and workers' compensation liability for the transportation group or discontinued operations may be understated or overstated but the possible range can not be estimated. The liability at any point in time depends upon the relative ages and amounts of the individual open claims. In the opinion of management none of these matters are expected to have a material adverse effect on the Company's consolidated financial condition, results of operations or cash flows.

(9) **Concentrations.** The transportation segment primarily serves customers in the Southeastern U.S. Significant economic disruption or downturn in this geographic region or these industries could have an adverse effect on our financial statements.

During the first six months of fiscal 2010, the transportation segment's ten largest customers accounted for approximately 60.4% of the transportation segment's revenue. One of these customers accounted for 21.2% of the transportation segment's revenue. The loss of any one of these customers would have an adverse effect on the Company's revenues and income. Accounts receivable from the transportation segment's ten largest customers was $2,849,000 and $2,578,000 at March 31, 2010 and September 30, 2009 respectively.

(10) **Fair Value Measurements.** Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. Level 1 means the use of quoted prices in active markets for identical assets or liabilities. Level 2 means the use of values that are derived principally from or corroborated by observable market data. Level 3 means the use of inputs that are unobservable and significant to the overall fair value measurement.

As of March 31, 2010 the Company had no assets or liabilities measured at fair value on a recurring basis and only one asset recorded at fair value on a non-recurring basis as it was deemed to be other-than-temporarily impaired. The fair value of the corporate aircraft of $1,850,000 is based on level 2 inputs for similar assets in the current market. The fourth quarter of fiscal 2009 included $900,000 for the impairment to estimated fair value of the corporate aircraft. The Company's decision to discontinue its use required adjustment to the lower values of the current economic environment.

The fair value of note receivable (see Note 11) approximates the unpaid principal balance based upon the interest rate and credit risk of the note. The fair value of all other financial instruments with the exception of mortgage notes (see Note 4) approximates the carrying value due to the short-term nature of such instruments.

(11) **Discontinued operations.** In August 2009 the Company sold its flatbed trucking company, SunBelt Transport, Inc. ("SunBelt"). Under the agreement, the Buyer purchased all of SunBelt's tractors and trailers, leased the SunBelt terminal facilities in Jacksonville, Florida for 36 months at a rental of $5,000 per month and leased the terminal facilities in South Pittsburgh, Tennessee for 60 months at a rental of $5,000 per month with an option to purchase the Tennessee facilities at the end of the lease for payment of an additional $100,000. The South Pittsburgh lease was recorded as a sale under bargain purchase accounting. The purchase price received for the tractors and trailers and inventories was a $1 million cash payment and the delivery of a Promissory Note requiring 60 monthly payments of $130,000 each including interest at 7%, secured by the assets of the business conveyed. In the quarter ending September 30, 2009 the Company recognized $283,000 in severance costs related to a change-in-control agreement triggered by the sale of SunBelt. The Company retained all pre-closing receivables and liabilities.

SunBelt has been accounted for as discontinued operations in accordance with ASC Topic 205-20 Presentation of Financial Statements – Discontinued Operations. All periods presented have been restated accordingly. A summary of discontinued operations is as follows:

		Three months Ended March 31,		Six months Ended March 31,	
		2010	2009	2010	2009
Revenue	$	11	5,454	55	12,542
Operating expenses		(147)	5,724	(170)	12,972
Income (loss) before taxes		153	(466)	191	(785)
Income taxes		(59)	179	(73)	302
Income (loss) from discontinued operations	$	94	(287)	118	(483)

The components of the balance sheet are as follows:

	March 31, 2010	September 30, 2009
Accounts receivable	$ 107	142
Other assets	1	1
Deferred income taxes	1,051	1,249
Property and equipment, net	122	127
Assets of discontinued operations	$ 1,281	1,519
Accounts payable	$ 83	243
Accrued payroll and benefits	2	140
Accrued liabilities, other	59	73
Insurance liabilities	2,689	3,204
Liabilities of discontinued operations	$ 2,833	3,660

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview - The Company operates in two industries: transportation and real estate.

The Company’s transportation business is conducted through Florida Rock & Tank Lines, Inc. ("Tank Lines”) which operates in the Southeastern United States. Tank Lines hauls petroleum and other liquids and dry bulk commodities by tank trailers.

The Company’s real estate operations consist of two reportable segments. The Mining royalty land segment owns real estate including construction aggregate royalty sites and parcels held for investment. The Developed property rentals segment acquires, constructs, and leases office/warehouse buildings primarily in the Baltimore/Northern Virginia/Washington area and holds real estate for future development or related to its developments. Substantially all of the real estate operations are conducted within the Southeastern and Mid-Atlantic United States.

In prior filings the Company’s real estate operations were aggregated and reported as a single segment. The prior filings additionally included results by division. In connection with the new presentation of our real estate operations as two reportable segments, two properties in Washington, D.C. and two properties in Duval County, Florida were reclassified out of the Royalties and rent division and the division was renamed the Mining royalty land segment. Historical results have been reclassified to conform to the new segment presentation.

The Company’s operations are influenced by a number of external and internal factors. External factors include levels of economic and industrial activity in the United States and the Southeast, driver availability and cost, regulations regarding driver qualifications and hours of service, petroleum product usage in the Southeast which is driven in part by tourism and commercial aviation, fuel costs, construction activity, aggregates sales by lessees from the Company’s mining properties, interest rates, market conditions and attendant prices for casualty insurance, demand for commercial warehouse space in the Baltimore-Washington-Northern Virginia area, and ability to obtain zoning and entitlements necessary for property development. Internal factors include revenue mix, capacity utilization, auto and workers’ compensation accident frequencies and severity, other operating factors, administrative costs, group health claims experience, and construction costs of new projects. There is a reasonable possibility that the Company’s estimate of vehicle and workers’ compensation liability for the transportation group or discontinued operations may be understated or overstated but the possible range can not be estimated. The liability at any point in time depends upon the relative ages and amounts of the individual open claims. Financial results of the Company for any individual quarter are not necessarily indicative of results to be expected for the year.

Discontinued Operation. In August 2009 the Company sold its flatbed trucking company, SunBelt Transport, Inc. ("SunBelt"). Under the agreement, the buyer purchased all of SunBelt's tractors and trailers, leased the SunBelt terminal facilities in Jacksonville, Florida for 36 months at a rental of $5,000 per month and leased the terminal facilities in South Pittsburgh, Tennessee for 60 months at a rental of $5,000 per month with an option to purchase the Tennessee facilities at the end of the lease for payment of an additional $100,000. The South Pittsburgh lease was recorded as a sale under bargain purchase accounting. The purchase price received for the tractors and trailers and inventories was a $1 million cash payment and the delivery of a Promissory Note requiring 60 monthly payments of $130,000 each including interest at 7%, secured by the assets of the business conveyed. The Company retained all pre-closing receivables and liabilities. SunBelt has been accounted for as discontinued operations in accordance with ASC Topic 205-20 Presentation of Financial Statements – Discontinued Operations. All periods presented have been restated accordingly.

Comparative Results of Operations for the Three Months Ended March 31, 2010 and 2009

Consolidated Results – Net income for the second quarter of fiscal 2010 increased 2.3% to $1,442,000 compared to $1,409,000 for the same period last year. Diluted earnings per common share for the second quarter of fiscal 2010 were $0.46 compared to $0.45 for the same quarter last year. Transportation segment results were slightly higher due to reduced vehicle accident costs mostly offset by reduced miles driven and lower equipment sale gains. The mining royalty land segment's results were lower due to reduced mining royalties and lower timber sales. The Developed property rentals segment's results were lower due to lower developed property occupancy. Income from discontinued operations favorably impacted net income due losses from operations in the prior year and lower than expected retained liabilities.

Transportation Results

	Three Months Ended March 31			
(dollars in thousands)	2010	%	2009	%
Transportation revenue	$ 18,787	87%	19,852	92%
Fuel surcharges	2,871	13%	1,670	8%
Revenues	21,658	100%	21,522	100%
Compensation and benefits	8,297	38%	8,644	40%
Fuel expenses	4,174	19%	3,186	15%
Insurance and losses	1,571	7%	2,353	11%
Depreciation expense	1,469	7%	1,635	8%
Other, net	2,311	11%	1,761	8%
Sales, general & administrative	1,900	9%	2,060	9%
Allocated corporate expenses	347	2%	410	2%
Cost of operations	20,069	93%	20,049	93%
Operating profit	$ 1,589	7%	1,473	7%

The Company announced on January 6, 2010 that the transportation group had been unsuccessful in renewing certain contracts with significant customers. For the fiscal year ending September 30, 2009 the revenue from these customers was $10,012,000 or approximately 11.0% of transportation group revenue. Revenue miles in the current quarter were down 5.7% compared to the second quarter of 2009 primarily due to this loss of business. Approximately 2.9% of miles during the quarter were from transition services related to the contracts that were not renewed. Transportation segment revenues were $21,658,000 in the second quarter of 2010, an increase of $136,000 over the same quarter last year. Fuel surcharge revenue increased $1,201,000. Excluding fuel surcharges, revenue per mile increased .4% over the same quarter last year. The average price paid per gallon of diesel fuel increased by $.69 or 35.5% over the same quarter in fiscal 2009.

The Transportation segment’s cost of operations was $20,069,000 in the second quarter of 2010, an increase of $20,000 over the same quarter last year. The Transportation segment’s cost of operations in the second quarter of 2010 as a percentage of revenue was 93% consistent with the second quarter of 2009. Compensation and benefits decreased $347,000 or 4.0% compared to the same quarter last year due to the decrease in miles driven partially offset by increased driver minimum pay and unemployment tax increases. Fuel surcharge revenue increased $1,201,000 while fuel cost increased by only $988,000 leaving a positive impact to operating profit of $213,000. Insurance and losses decreased $782,000 compared to the same quarter last year due to reduced vehicle accident costs, a decrease in group health expense and reduced miles driven. Depreciation expense decreased $166,000 due to fewer trucks in service and existing trailers becoming fully depreciated. Other expense increased $550,000 primarily due to lower gains on equipment sales partially due to reduced market values of used equipment. Selling general and administrative costs decreased $160,000 or 7.8% compared to the same quarter last year due to lower staffing. Allocated corporate expenses decreased $63,000 due to reduced allocation to the Transportation segment as a result of the sale of SunBelt.

Mining Royalty Land Results

	Three Months Ended March 31			
(dollars in thousands)	2010	%	2009	%
Mining royalty land revenue	$ 1,009	100%	1,476	100%
Property operating expenses	148	15%	152	10%
Depreciation and depletion	24	2%	30	2%
Management Company indirect	40	4%	47	3%
Allocated corporate expense	142	14%	138	10%
Cost of operations	354	35%	367	25%
Operating profit	$ 655	65%	1,109	75%

Mining royalty land segment revenues for the second quarter of fiscal

2010 were $1,009,000, a decrease of $467,000 or 31.6% over the same quarter last year, due to decreased demand for mined tons and a $374,000 decrease in revenues from timber sales.

The mining royalty land segment's cost of operations was $354,000 in the second quarter of 2010, a decrease of $13,000.

Developed Property Rentals Results

	Three Months Ended March 31			
(dollars in thousands)	2010	%	2009	%
Developed property rentals revenue	$ 4,843	100%	4,779	100%
Property operating expenses	1,791	37%	1,361	29%
Depreciation and amortization	1,271	26%	1,261	26%
Management Company indirect	364	8%	421	9%
Allocated corporate expense	212	4%	206	4%
Cost of operations	3,638	75%	3,249	68%
Operating profit	$ 1,205	25%	1,530	32%

Developed property rentals segment revenues for the second quarter of fiscal 2010 were $4,843,000, an increase of $64,000 or 1.3% due to $407,000 of snow removal reimbursements partly offset by reduced occupancy.

Developed property segment's cost of operations was $3,638,000 in the second quarter of 2010, an increase of $389,000 or 12.0%. Property operating expenses increased $430,000 due to increased snow removal expenses and higher property taxes. Depreciation and amortization increased $10,000 due to a new building placed into service April 2009. Management Company indirect expenses (excluding lease related property management fees) decreased $57,000 due to reduced salaries from the staffing level adjustments completed during fiscal 2009. Allocated corporate expenses increased $6,000 due to increased allocation to the real estate segment resulting from the sale of SunBelt.

Consolidated Results

Operating Profit - Consolidated operating profit was $3,067,000 in the second quarter of fiscal 2010, a decrease of $491,000 or 13.8% compared to $3,558,000 in the same period last year. Operating profit in the transportation segment increased $116,000 or 7.9% due to reduced vehicle accident costs mostly offset by reduced miles driven and lower equipment sale gains. Operating profit in the mining royalty land segment decreased $454,000 or 40.9% due to decreased demand for tons mined and decreased timber sales. Operating profit in the Developed property rentals segment decreased $325,000 or 21.2% due to reduced occupancy of developed properties. Consolidated operating profit includes corporate expenses not allocated to any segment in the amount of $382,000 in the second quarter of fiscal 2010, a decrease of

$172,000 compared to the same period last year. These unallocated corporate expenses primarily include stock compensation and corporate aircraft expenses.

Interest expense – Interest expense increased $212,000 over the same quarter last year due to lower capitalized interest.

Income taxes – Income tax expense decreased $240,000 over the same quarter last year due to decreased earnings.

Income from continuing operations – Income from continuing operations was $1,348,000 or $.43 per diluted share in the second quarter of fiscal 2010, a decrease of 20.5% compared to $1,696,000 or $.55 per diluted share for the same period last year.

Discontinued operations – The after tax income from discontinued operations for the second quarter of fiscal 2010 was $94,000 versus a loss of $287,000 for the same period last year. Diluted earnings on discontinued operations for the second quarter of fiscal 2010 was $.03 compared to a diluted loss of $.10 in the second quarter of fiscal 2009.

Net income - Net income for the second quarter of fiscal 2010 increased 2.3% to $1,442,000 compared to $1,409,000 for the same period last year. Diluted earnings per common share for the second quarter of fiscal 2010 were $0.46 compared to $0.45 for the same quarter last year. Transportation segment results were slightly higher due to reduced vehicle accident costs mostly offset by reduced miles driven and lower equipment sale gains. The mining royalty land segment's results were lower due to reduced mining royalties and lower timber sales. The Developed property rentals segment's results were lower due to lower developed property occupancy. Income from discontinued operations favorably impacted net income due losses from operations in the prior year and lower than expected retained liabilities.

Comparative Results of Operations for the Six Months Ended March 31, 2010 and 2009

Consolidated Results – Net income for the first six months of fiscal 2010 decreased 12.0% to $2,778,000 compared to $3,156,000 for the same period last year. Diluted earnings per common share for the first six months of fiscal 2010 were $0.88 compared to $1.02 in the first six months of fiscal 2009. Transportation segment results were lower due to reduced miles driven and higher fuel costs net of surcharges. Mining royalty land segment's results were lower due to reduced mining royalties and lower timber sales. Developed property rentals segment's results were lower due to lower developed property occupancy. Income from discontinued operations favorably impacted net income due to lower than expected retained liabilities and losses in the prior year from operations.

Transportation Results

(dollars in thousands)	Six Months Ended March 31 2010	%	2009	%
Transportation revenue	$ 38,254	87%	40,865	88%
Fuel surcharges	5,485	13%	5,639	12%
Revenues	43,739	100%	46,504	100%
Compensation and benefits	16,616	38%	18,181	39%
Fuel expenses	8,079	18%	7,713	17%
Insurance and losses	3,836	9%	4,616	10%
Depreciation expense	2,992	7%	3,295	7%
Other, net	4,529	10%	4,117	9%
Sales, general & administrative	3,897	9%	4,306	9%
Allocated corporate expenses	693	2%	820	2%
Cost of operations	40,642	93%	43,048	93%
Operating profit	$ 3,097	7%	3,456	7%

The Company announced on January 6, 2010 that the transportation group had been unsuccessful in renewing certain contracts with significant customers. For the fiscal year ending September 30, 2009 the revenue from these customers was $10,012,000 or approximately 11.0% of transportation group revenue. Revenue miles in the first six months of fiscal 2010 were down 7.5% compared to the first six months of 2009 due to this loss of business along with lower demand and a competitive economic climate. Approximately 6.6% of miles during the first six months of fiscal 2010 were from services related to the contracts that were not renewed. Transportation segment revenues were $43,739,000 in the first six months of 2010, a decrease of $2,765,000 over the same period last year. Fuel surcharge revenue decreased $154,000. Excluding fuel surcharges, revenue per mile increased 1.3% over the same period last year. The average price paid per gallon of diesel fuel increased by $.27 or 11.8% over the same period last year.

The Transportation segment's cost of operations was $40,642,000 in the first six months of 2010, a decrease of $2,406,000 over the same period last year. The Transportation segment's cost of operations in the first six months of 2010 as a percentage of revenue was 93% consistent with the first six months of 2009. Compensation and benefits decreased $1,565,000 or 8.6% compared to the same period last year due to the decrease in miles driven and lower driver turnover related pay. Fuel surcharge revenue decreased $154,000 while fuel cost increased by $366,000 leaving a negative impact to operating profit of $520,000. Insurance and losses decreased $780,000 compared to the same period last year due to reduced vehicle accident costs and reduced miles driven partially offset by a $123,000 increase in group health expense. Depreciation expense decreased $303,000 due to fewer trucks in service and existing trailers becoming fully depreciated. Other expense increased $412,000 primarily due to lower gains on equipment sales partially due to reduced market values of used equipment. Selling general and administrative costs decreased $409,000 or 9.5% compared to the same period last year due to lower staffing. Allocated corporate expenses decreased $127,000 due to reduced allocation to the Transportation segment as a result of the sale of SunBelt.

Mining Royalty Land Results

(dollars in thousands)	Six Months Ended March 31 2010	%	2009	%
Mining royalty land revenue	$ 1,996	100%	2,781	100%
Property operating expenses	259	13%	398	14%
Depreciation and depletion	47	3%	70	2%
Management Company indirect	83	4%	101	4%
Allocated corporate expense	283	14%	275	10%
Cost of operations	672	34%	844	30%
Operating profit	$ 1,324	66%	1,937	70%

Mining royalty land segment revenues for the first six months of fiscal 2010 were $1,996,000, a decrease of $785,000 or 28.2% over the same period last year due to decreased demand for mined tons and a $535,000 decrease in revenues from timber sales.

Mining royalty land segment's cost of operations was $672,000 in the first six months of fiscal 2010, a decrease of $172,000 over the same period last year. Property operating expenses decreased $139,000 due to lower maintenance and other costs. Depreciation and depletion expenses decreased $23,000 due to reduced tons mined. Management Company indirect expenses (excluding lease related property management fees) decreased $18,000. Allocated corporate expenses increased $8,000 due to increased allocation to the real estate segment resulting from the sale of SunBelt.

Developed Property Rentals Results

(dollars in thousands)	Six Months Ended March 31 2010	%	2009	%
Developed property rentals revenue	9,275	100%	9,336	100%
Property operating expenses	3,133	34%	2,452	26%
Depreciation and amortization	2,548	27%	2,522	27%
Management Company indirect	746	8%	906	10%
Allocated corporate expense	425	5%	413	4%
Cost of operations	6,852	74%	6,293	67%
Operating profit	$ 2,423	26%	3,043	33%

Developed property rentals segment revenues for the first six months of fiscal 2010 were $9,275,000, a decrease of $61,000 or .7% over the same period last year due to reduced occupancy partly offset by a $656,000 increase in tenant reimbursements for snow removal.

Developed property rentals segment’s cost of operations was $6,852,000 for the first six months of fiscal 2010, an increase of $559,000 over the same period last year. Property operating expenses increased $681,000 due to increased snow removal expenses and higher property taxes. Depreciation and amortization increased $26,000 due to a new building placed into service April 2009. Management Company indirect expenses (excluding lease related property management fees) decreased $160,000 due to reduced salaries from the staffing level adjustments completed during fiscal 2009. Allocated corporate expenses increased $12,000 due to increased allocation to the real estate segment resulting from the sale of SunBelt.

Consolidated Results

Operating Profit - Consolidated operating profit was $6,109,000 in the first six months of fiscal 2010, a decrease of $1,480,000 or 19.5% compared to $7,589,000 in the same period last year. Operating profit in the transportation segment decreased $359,000 or 10.4% due to reduced miles driven and higher fuel costs net of surcharges. Operating profit in the mining royalty land segment decreased $613,000 or 31.6% due to decreased demand for tons mined and lower timber sales. Operating profit in the Developed property rentals segment decreased $620,000 or 20.4% due to reduced occupancy of developed properties. Consolidated operating profit includes corporate expenses not allocated to any segment in the amount of $735,000 in the first six months of fiscal 2010, a decrease of $112,000 compared to the same period last year. These unallocated corporate expenses primarily include stock compensation and corporate aircraft expenses.

Interest expense – Interest expense increased $372,000 over the same period last year due to lower capitalized interest.

Income taxes – Income tax expense decreased $664,000 over the same period last year due to decreased earnings.

Income from continuing operations – Income from continuing operations was $2,660,000 or $.84 per diluted share in the first six months of fiscal 2010, a decrease of 26.9% compared to $3,639,000 or $1.18 per diluted share for the same period last year.

Discontinued operations – The after tax income from discontinued operations for the first six months of fiscal 2010 was $118,000 versus a loss of $483,000 for the same period last year. Diluted earnings on discontinued operations for the first six months of fiscal 2010 was $.04 compared to a diluted loss of $.16 in the first six months of fiscal 2009.

Net income - Net income for the first six months of fiscal 2010 decreased 12.0% to $2,778,000 compared to $3,156,000 for the same period last year. Diluted earnings per common share for the first six months of fiscal 2010 were $0.88 compared to $1.02 for the same period last year. Transportation segment results were lower due to reduced miles driven and higher fuel costs net of surcharges. The mining royalty land segment's results were lower due to reduced mining royalties and lower timber sales. The Developed property rentals segment's results were lower due to lower developed property occupancy. Income from discontinued operations favorably impacted net income due losses from operations in the prior year and lower than expected retained liabilities.

Liquidity and Capital Resources. For the first six months of fiscal 2010, the Company used cash provided by operating activities of continuing operations of $5,734,000, proceeds received on notes of $582,000, proceeds from the sale of plant, property and equipment of $563,000, proceeds from the exercise of employee stock options of $166,000, excess tax benefits from the exercise of stock options of $61,000 and cash balances to purchase $5,643,000 in transportation equipment, to expend $16,000 in mining land development, to expend $1,973,000 in real estate development, to invest $285,000 in the Brooksville Joint Venture and to make $2,111,000 scheduled payments on long-term debt. Cash used in the operating activities of discontinued operations was $471,000. Cash decreased $3,393,000.

In August 2009 the Company sold its flatbed trucking company, SunBelt Transport, Inc. ("SunBelt"). The purchase price received for the tractors and trailers and inventories was a $1 million cash payment and the delivery of a Promissory Note requiring 60 monthly payments of $130,000 each including 7% interest, secured by the assets of the business conveyed. The Company retained all pre-closing receivables and liabilities. SunBelt has been accounted for as discontinued operations. All periods presented have been restated accordingly.

Cash flows from operating activities for the first six months of fiscal 2010 were $7,826,000 lower than the same period last year primarily due to lower revenues and higher income tax payments related to the sale of SunBelt. Also, the same period last year included an unusually large decrease in accounts receivable both in continuing operations and discontinued operations resulting from lower fuel surcharge revenues.

Cash flows used in investing activities for the first six months of fiscal 2010 were $4,375,000 lower primarily reflecting lower construction levels in the developed property segment.

Cash flows used in financing activities for the first six months of fiscal 2010 were $48,000 lower than the same period last year due to increased stock options exercised by employees and an increase of $135,000 in mortgage payments.

The Company has a $37,000,000 uncollaterized Revolving Credit Agreement with three banks, which matures on December 13, 2013. The

Revolver contains limitations on availability and restrictive covenants including limitations on paying cash dividends. During the past year letters of credit in the amount of $12,590,000 were issued under the Revolver. As of March 31, 2010, $24,410,000 was available for borrowing and $40,247,000 of consolidated retained earnings would be available for payment of dividends. The Company was in compliance with all covenants as of March 31, 2010.

The Company had $14,191,000 of irrevocable letters of credit outstanding as of March 31, 2010. Most of the letters of credit are irrevocable for a period of one year and are automatically extended for additional one-year periods until notice of non-renewal is received from the issuing bank not less than thirty days before the expiration date. These were issued for insurance retentions and to guarantee certain obligations to state agencies related to real estate development. During fiscal 2009 the Company faced increased fees at the annual renewal of its letters of credit. The Company issued replacement letters of credit through the Revolver to reduce fees.

The Board of Directors has authorized Management to repurchase shares of the Company's common stock from time to time as opportunities arise. As of March 31, 2010, $5,625,000 was authorized for future repurchases of common stock. The Company does not currently pay any dividends on common stock.

The Company has committed to make additional capital contributions of up to $315,000 over the next 12 months to Brooksville Quarry, LLC in connection with a joint venture with Vulcan.

While the Company is affected by environmental regulations, such regulations are not expected to have a major effect on the Company's capital expenditures or operating results.

Recent Accounting Pronouncements. On October 1, 2009, the Company adopted fair value measurement standards codified in ASC Topic 820, "Fair Value Measurements and Disclosures" (ASC 820), for non-financial assets and liabilities. ASC 820 defines fair value for accounting purposes, establishes a framework for measuring fair value and expands disclosures about fair value measurements. On October 1, 2008, the Company adopted this standard with respect to financial assets and liabilities and elected to defer our adoption of this standard for non-financial assets and liabilities. The adoption of these standards did not materially affect the consolidated financial results of the Company.

Related Party Transactions. The Company, through its transportation subsidiaries, hauls commodities by tank and flatbed trucks for Vulcan Materials Company (Vulcan). Charges for these services are based on prevailing market prices. The real estate subsidiaries lease certain construction aggregates mining and other properties to Vulcan.

On October 4, 2006, a subsidiary of the Company (FRP) entered into a Joint Venture Agreement with Vulcan Materials Company (formerly Florida Rock Industries, Inc.) to form Brooksville Quarry, LLC, to develop approximately 4,300 acres of land near Brooksville, Florida. The venture is jointly controlled by Vulcan and FRP, and they each have a mandatory obligation to fund additional capital contributions of up to $2.1 million of which capital contributions of $1,785,000 have been made by each party as of March 31, 2010. Distributions will be made on a 50-50 basis except for royalties and depletion specifically allocated to FRP. Other income for the six months ended March 31, 2010 and 2009 includes a loss of $2,000 and $5,000, respectively, representing the Company's equity in the loss of the joint venture.

Summary and Outlook. Transportation segment results for the second quarter improved over the same quarter last year even though revenue miles were down 5.7% versus the prior year's quarter. The Company continues to succeed in replacing customers from the non-renewed contracts announced January 6, 2010 and anticipates recovering from new customers substantially all the lost revenue miles over the next few quarters, albeit at lower margins.

Operating profit from the leasing of developed buildings has been unfavorably impacted by three newer buildings brought into service in the past eighteen months, which are vacant, along with two nearly vacant buildings in Delaware impacted by automobile plant closings and the residential housing downturn. We are encouraged by the recent execution of a lease with a new tenant for 20,000 square feet in one of our new buildings but prospective tenants for vacant space remain fewer than in the past few years and competition for their contracts is intense. The Company is not presently engaged in the construction of any new buildings.

In July 2008, a subsidiary of the Company, FRP Bird River, LLC, entered into an agreement to sell approximately 121 acres of land in Baltimore County, Maryland to Mackenzie Investment Group, LLC. The purchase price for the property is $25,075,000, subject to certain potential purchase price adjustments. The agreement of sale is subject to certain contingencies including satisfactory completion of the buyer's inspection period and additional government approvals and closing may be one and one half or more years away. The cost of the property of $5,677,000 is included in Real estate held for investment rather than held for sale because of the original and current expectation that the sale would not be completed within one year. The purchaser has placed non-refundable deposits of $1,000,000 under this contract in escrow including $650,000 in March 2009. Preliminary approval for the development as originally contemplated under the agreement's pricing contingencies has now been received and the time for any appeals from that approval expired.

In February 2010, a subsidiary of the Company, Florida Rock

Properties, Inc., entered into an agreement to sell approximately 1,844 acres of land in Caroline County, Virginia, to the Commonwealth of Virginia, Board of Game and Inland Fisheries. The purchase price for the property is $5,200,000, subject to certain deductions. The Company is also donating the value of minerals and aggregates. The agreement of sale is subject to certain contingencies including satisfactory completion of the buyer's inspection period, federal government funding and additional government approvals. The contract expires if not completed before September 21, 2010. The Company's book value of the property is $233,000 and is included in Real estate held for investment rather than held for sale due to open contingencies at March 31, 2010. The Federal Appraisal Review was completed in April, 2010 triggering the 90 day study period. If the sale closes, the Company may use the proceeds in a 1031 exchange for the purchase of real estate.

In May 2008, the Company received final approval from the Zoning Commission of the District of Columbia of its planned unit development application for the Company's 5.8 acre undeveloped waterfront site on the Anacostia River in Washington, D.C. This site is located adjacent to the recently opened Washington Nationals Baseball Park. The site currently is leased to Vulcan Materials Company on a month-to-month basis. The approved planned unit development permits the Company to develop a four building, mixed use project, containing approximately 545,800 square feet of office and retail space and approximately 569,600 square feet of additional space for residential and hotel uses. The approved development would include numerous publicly accessible open spaces and a waterfront esplanade along the Anacostia River. In November 2009, the Company received a two-year extension for commencement of this project, moving the construction commencement date to June 2013. The Company sought this extension because of negative current market indications.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS

The Company is exposed to market risk from changes in interest rates. For its cash and cash equivalents, a change in interest rates affects the amount of interest income that can be earned. For its debt instruments with variable interest rates, changes in interest rates affect the amount of interest expense incurred. The Company prepared a sensitivity analysis of its cash and cash equivalents to determine the impact of hypothetical changes in interest rates on the Company's results of operations and cash flows. The interest-rate analysis assumed a 50 basis point adverse change in interest rates on all cash and cash equivalents. However, the interest-rate analysis did not consider the effects of the reduced level of economic activity that could exist in such an environment. Based on this analysis, management has concluded that a 50 basis point adverse move in interest rates on the Company's cash and cash equivalents would have an immaterial impact on the Company's results of operations and cash flows.

ITEM 4. CONTROLS AND PROCEDURES

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company's reports under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including the Company's Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO"), and Chief Accounting Officer (“CAO”), as appropriate, to allow timely decisions regarding required disclosure.

The Company also maintains a system of internal accounting controls over financial reporting that are designed to provide reasonable assurance to the Company's management and Board of Directors regarding the preparation and fair presentation of published financial statements.

All control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance of achieving the desired control objectives.

As of March 31, 2010, the Company, under the supervision and with the participation of the Company's management, including the CEO, CFO and CAO, carried out an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on this evaluation, the Company’s CEO, CFO and CAO concluded that the Company's disclosure controls and procedures are effective in alerting them in a timely manner to material information required to be included in periodic SEC filings.

There have been no changes in the Company’s internal controls over financial reporting during the first six months that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1A. RISK FACTORS

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended September 30, 2009, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

Item 5. OTHER INFORMATION

On February 3, 2010, the Company held its annual shareholders meeting. At the meeting, the shareholders elected the following directors by the vote shown:

	Term Ending	Votes For	Votes Withhold	Broker/ Non-Votes
Thompson S. Baker II	2014	2,407,763	122,534	-
Martin E. Stein, Jr.	2014	2,448,146	82,151	-

The directors whose terms of office as director have continued after the meeting are John E. Anderson, Edward L. Baker, John D. Baker II, Charles E. Commander III, Luke E. Fichthorn III, Robert H. Paul III, H.W. Shad III and James H. Winston.

In addition, the shareholders ratified the appointment by the Audit Committee of Hancock Askew & Co., LLP as the Company's independent auditors for the fiscal year 2010 by the vote shown:

Votes for:	2,902,922
Votes against:	710
Abstaining:	1,819

Item 6. EXHIBITS

(a) Exhibits. The response to this item is submitted as a separate Section entitled "Exhibit Index", on page 27.

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.

May 5, 2010 PATRIOT TRANSPORTATION HOLDING, INC.

John D. Baker II

John D. Baker II
President and Chief Executive Officer

John D. Milton, Jr.

John D. Milton
Executive Vice President, Treasurer, Secretary and Chief Financial Officer

John D. Klopfenstein

John D. Klopfenstein
Controller and Chief Accounting Officer

PATRIOT TRANSPORTATION HOLDING, INC.
FORM 10-Q FOR THE QUARTER ENDED MARCH 31, 2010
EXHIBIT INDEX

(14)	Financial Code of Ethical Conduct between the Company, Chief Executive Officers and Financial Managers, as revised on January 28, 2004, which is available on the Company’s website at www.patriottrans.com.
(31)(a)	Certification of John D. Baker II.
(31)(b)	Certification of John D. Milton, Jr.
(31)(c)	Certification of John D. Klopfenstein.
(32)	Certification of Chief Executive Officer, Chief Financial Officer, and Chief Accounting Officer under Section 906 of the Sarbanes-Oxley Act of 2002.

CERTIFICATIONS Exhibit 31(a)

I, John D. Baker II, certify that:

1. I have reviewed this report on Form 10-Q of Patriot Transportation Holding, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) designed such disclosure controls and procedures, or caused such disclosure controls to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosures controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) disclosed in this report any changes in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial report; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
   a) all significant deficiencies in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 5, 2010

/s/John D. Baker II
President and Chief Executive Officer

CERTIFICATIONS Exhibit 31(b)

I, John D. Milton, certify that:

1. I have reviewed this report on Form 10-Q of Patriot Transportation Holding, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) designed such disclosure controls and procedures, or caused such disclosure controls to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosures controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) disclosed in this report any changes in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial report; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
   a) all significant deficiencies in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 5, 2010

/s/John D. Milton, Jr.
Executive Vice President, Treasurer,
Secretary and Chief Financial Officer

I, John D. Klopfenstein, certify that:

1. I have reviewed this report on Form 10-Q of Patriot Transportation Holding, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) designed such disclosure controls and procedures, or caused such disclosure controls to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosures controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) disclosed in this report any changes in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial report; and
5. The registrant’s other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of registrant’s board of directors (or persons performing the equivalent functions):
   a) all significant deficiencies in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: May 5, 2010

/s/John D. Klopfenstein
Controller and Chief Accounting Officer

Exhibit 32

CERTIFICATION UNDER SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, each of the undersigned certifies that this periodic report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in this periodic report fairly presents, in all material respects, the financial condition and results of operations of Patriot Transportation Holding, Inc.

May 5, 2010 PATRIOT TRANSPORTATION HOLDING, INC.

JOHN D. BAKER II
John D. Baker II
President and Chief Executive Officer

JOHN D. MILTON, JR._
John D. Milton
Executive Vice President, Treasurer, Secretary and Chief Financial Officer

JOHN D. KLOPFENSTEIN
John D. Klopfenstein
Controller and Chief Accounting Officer

A signed original of this written statement required by Section 906 has been provided to Patriot Transportation Holding, Inc. and will be retained by Patriot Transportation Holding, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

The foregoing certification accompanies the issuer's Quarterly report on Form 10-Q and is not filed as provided in SEC Release Nos. 33-8212, 34-4751 and IC-25967, dated June 30, 2003.