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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BFC FINANCIAL CORP 2100 WEST CYPRESS CREEK ROAD FORT LAUDERDALE, FL 33309		X		
Woodbridge Holdings Corp (Formerly Levitt Corp) 2100 WEST CYPRESS CREEK ROAD FORT LAUDERDALE, FL 33309		X		

Signatures

Alan B. Levan, Chief Executive Officer and President, BFC Financial Corporation 11/17/2009
 __Signature of Reporting Person Date

Alan B. Levan, Chief Executive Officer, Woodbridge Holdings, LLC 11/17/2009
 __Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents shares owned directly by Woodbridge Holdings, LLC
- (2) Represents shares owned by BFC Financial Corporation indirectly through its wholly-owned subsidiary, Woodbridge Holdings, LLC

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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