

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**SCHEDULE 13D/A**  
**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

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**Woodbridge Holdings Corporation**

(Name of Issuer)

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**Class A Common Stock, \$0.01 par value**

(Title of Class of Securities)

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**978842 10 2**

(CUSIP Number)

**Robert Robotti**  
**c/o Robotti & Company, Incorporated**  
**52 Vanderbilt Avenue, 4<sup>th</sup> Floor**  
**New York, New York 10017**  
**212-986-4800**

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

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**July 7, 2008**

(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 that 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. ☐

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Page 1 of 22 Pages)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Names of Reporting Persons.  
Robert E. Robotti

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) ☐   
(b) ☒

3. SEC Use Only

4. Source of Funds (See Instructions)  
AF, OO, PF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐

6. Citizenship or Place of Organization  
United States

Number of Shares

7. Sole Voting Power: 4,900

Beneficially  
Owned by  
Each

8. Shared Voting Power: 5,626,489

Reporting  
Person With

9. Sole Dispositive Power: 4,900

10. Shared Dispositive Power: 5,626,489

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
5,631,389

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares ☐

13. Percent of Class Represented by Amount in Row (11)  
5.9%

14. Type of Reporting Person (See Instructions)  
IN, HC

1. Names of Reporting Persons.  
Robotti & Company, Incorporated

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) ☐  
(b) ☒

3. SEC Use Only

4. Source of Funds (See Instructions)  
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐

6. Citizenship or Place of Organization  
New York

Number of 7. Sole Voting Power: -0-

Shares

Beneficially 8. Shared Voting Power: 3,277,489

Owned by

Each 9. Sole Dispositive Power: -0-

Reporting

Person With 10. Shared Dispositive Power: 3,277,489

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
3,277,489

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares ☐

13. Percent of Class Represented by Amount in Row (11)  
3.5%

14. Type of Reporting Person (See Instructions)  
CO, HC

1. Names of Reporting Persons.  
Robotti & Company, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) ☐   
(b) ☐

3. SEC Use Only

4. Source of Funds (See Instructions)  
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐

6. Citizenship or Place of Organization  
New York

Number of 7. Sole Voting Power: -0-

Shares

Beneficially 8. Shared Voting Power: 156,995

Owned by

Each

Reporting 9. Sole Dispositive Power: -0-

Person With 10. Shared Dispositive Power: 156,995

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
156,995

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares ☐

13. Percent of Class Represented by Amount in Row (11)  
Less than 1%

14. Type of Reporting Person (See Instructions)  
OO, BD

1. Names of Reporting Persons.  
Robotti & Company Advisors, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) ☐  
(b) ☒

3. SEC Use Only

4. Source of Funds (See Instructions)  
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐

6. Citizenship or Place of Organization  
New York

Number of Shares

7. Sole Voting Power: -0-

Beneficially Owned by Each

8. Shared Voting Power: 3,120,494

Reporting

9. Sole Dispositive Power: -0-

Person With

10. Shared Dispositive Power: 3,120,494

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
3,120,494

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares ☐

13. Percent of Class Represented by Amount in Row (11)  
3.3%

14. Type of Reporting Person (See Instructions)  
OO, IA

1. Names of Reporting Persons.  
Suzanne Robotti

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) ☐   
(b) ☒

3. SEC Use Only

4. Source of Funds (See Instructions)  
PF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐

6. Citizenship or Place of Organization  
United States

Number of      7. Sole Voting Power: 21,500  
Shares

Beneficially      8. Shared Voting Power: -0-  
Owned by

Each      9. Sole Dispositive Power: 21,500

Reporting      10. Shared Dispositive Power: -0-  
Person With

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
21,500

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares ☐

13. Percent of Class Represented by Amount in Row (11)  
Less than 1%

14. Type of Reporting Person (See Instructions)  
IN

1. Names of Reporting Persons.  
Kenneth R. Wasiak

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) ☐   
(b) ☒

3. SEC Use Only

4. Source of Funds (See Instructions)  
AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐

6. Citizenship or Place of Organization  
United States

Number of  
Shares

7. Sole Voting Power: -0-

Beneficially  
Owned by  
Each

8. Shared Voting Power: 2,327,500

Reporting  
Person With

9. Sole Dispositive Power: -0-

10. Shared Dispositive Power: 2,327,500

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
2,327,500

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares ☐

13. Percent of Class Represented by Amount in Row (11)  
2.5%

14. Type of Reporting Person (See Instructions)  
IN, HC

- 
1. Names of Reporting Persons.

Ravenswood Management Company, L.L.C.

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

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3. SEC Use Only
- 

4. Source of Funds (See Instructions)

AF

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5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

☐

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6. Citizenship or Place of Organization

New York

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Number of      7. Sole Voting Power: -0-

Shares

Beneficially      8. Shared Voting Power: 2,327,500

Owned by

Each      9. Sole Dispositive Power: -0-

Reporting

Person With      10. Shared Dispositive Power: 2,327,500

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11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,327,500

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares ☐
- 

13. Percent of Class Represented by Amount in Row (11)

2.5%

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14. Type of Reporting Person (See Instructions)

OO

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- 
1. Names of Reporting Persons.

The Ravenswood Investment Company, L.P.

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

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3. SEC Use Only
- 

4. Source of Funds (See Instructions)

WC

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5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

☐

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6. Citizenship or Place of Organization

New York

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Number of      7. Sole Voting Power: -0-

Shares

Beneficially      8. Shared Voting Power: 1,280,433

Owned by

Each      9. Sole Dispositive Power: -0-

Reporting

Person With      10. Shared Dispositive Power: 1,280,433

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11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,280,433

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares ☐
- 

13. Percent of Class Represented by Amount in Row (11)

1.4%

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14. Type of Reporting Person (See Instructions)

PN

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1. Names of Reporting Persons.  
Ravenswood Investments III, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) ☐   
(b) ☒

3. SEC Use Only

4. Source of Funds (See Instructions)  
WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐

6. Citizenship or Place of Organization  
New York

Number of 7. Sole Voting Power: -0-

Shares

Beneficially 8. Shared Voting Power: 1,047,067

Owned by

Each

Reporting 9. Sole Dispositive Power: -0-

Person With

10. Shared Dispositive Power: 1,047,067

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,047,067

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares ☐

13. Percent of Class Represented by Amount in Row (11)  
1.1%

14. Type of Reporting Person (See Instructions)  
PN

This Statement on Schedule 13D Amendment No. 1 (this "Statement") is filed on behalf of the Reporting Persons with the Securities and Exchange Commission (the "Commission"). This Statement amends the initial Statement of Beneficial Ownership on Schedule 13D (the "Initial Statement," and as so amended, the "Schedule 13D") relating to shares of Class A Common Stock, \$0.01 par value per share, of Woodbridge Holdings Corporation, formerly known as Levitt Corporation, filed on October 11, 2007 with the Commission as specifically set forth herein. Capitalized terms used herein and not otherwise defined herein shall have the same meanings ascribed to them in the Initial Statement.

**Item 1. Security and Issuer**

Item 1 of the Initial Statement is hereby amended and restated to read as follows:

This Statement relates to shares of Class A Common Stock, par value \$0.01 per share (the "Common Stock"), of Woodbridge Holdings Corporation (the "Issuer"), formerly known as Levitt Corporation. The address of the Issuer's principal executive office is 2100 West Cypress Creek Road, Fort Lauderdale, FL 33309.

**Item 2. Identity and Background**

Item 2 of the Initial Statement is hereby amended and restated to read as follows:

(a), (b), (c) and (f). This Statement is filed on behalf of Robert E. Robotti ("Robotti"), Robotti & Company, Incorporated ("ROBT"), Robotti & Company, LLC ("Robotti & Company"), Robotti & Company Advisors, LLC ("Robotti Advisors"), Suzanne Robotti, Kenneth R. Wasiak ("Wasiak"), Ravenswood Management Company, L.L.C. ("RMC"), The Ravenswood Investment Company, L.P. ("RIC"), and Ravenswood Investments III, L.P. ("RI," and together with Robotti, ROBT, Robotti & Company, Robotti Advisors, Suzanne Robotti, Wasiak, RMC and RIC the "Reporting Persons").

Mr. Robotti is a United States citizen whose principal occupation is serving as the president and treasurer of ROBT. ROBT, a New York corporation, is the parent holding company of Robotti & Company and Robotti Advisors. Robotti & Company, a New York limited liability company, is a broker-dealer registered under Section 15 of the Securities Exchange Act of 1934, as amended ("Exchange Act"). Robotti Advisors, a New York limited liability company, is an investment advisor registered under the Investment Advisers Act of 1940, as amended.

Suzanne Robotti is a United States citizen and the wife of Mr. Robotti.

Mr. Wasiak, is a United States citizen whose principal occupation is serving as a consultant in the accounting firm of Pustorino, Puglisi & Company, P.C. Each of Messrs. Robotti and Wasiak is a Managing Member of RMC. RMC, a New York limited liability company, is the general partner of RIC and RI. RIC and RI, New York limited partnerships, are private investment partnerships engaged in the purchase and sale of securities for their own accounts.

The address of each of the Reporting Persons other than Mr. Wasiak, RIC, RMC and RI is 52 Vanderbilt Avenue, New York, New York, 10017. RMC's, RIC's, and RI's address is 104 Gloucester Road, Massapequa, New York, 11758. Mr. Wasiak's business address is 515 Madison Avenue, New York, New York 10022.

**Executive Officers and Directors:**

In accordance with the provisions of General Instruction C to Schedule 13D information concerning executive officers and directors of ROBT, Robotti & Company and Robotti Advisors included in Schedule A hereto, which is incorporated by reference herein.

(d) and (e). None of the Reporting Persons, and to the best knowledge of the Reporting Persons, none of the persons set forth on Schedule A, has during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or been 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.

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

Item 3 of the Initial Statement is hereby amended and restated to read as follows:

The aggregate purchase price of the 4,900 shares of the Common Stock held by Mr. Robotti is \$11,374.00 (including brokerage fees and expenses). All of the shares of Common Stock beneficially held by Mr. Robotti were paid for using his personal funds.

The aggregate purchase price of the 156,995 shares of the Common Stock held by Robotti & Company is \$513,013.14 (including brokerage fees and expenses). All of the shares of Common Stock beneficially held by Robotti & Company were paid for using the personal funds of its discretionary customers.

The aggregate purchase price of the 3,120,494 shares of the Common Stock held by Robotti Advisors is \$8,341,776.26 (including brokerage fees and expenses). All of the shares of Common Stock beneficially held by Robotti Advisors were paid for using the personal funds of its clients.

The aggregate purchase price of the 21,500 shares of the Common Stock held by Suzanne Robotti is \$49,824.00 (including brokerage fees and expenses). All of the shares of Common Stock beneficially held by Suzanne Robotti were paid for using her personal funds.

The aggregate purchase price of the 1,280,433 shares of the Common Stock held by RIC is \$3,158,668.82 (including brokerage fees and expenses). All of the shares of Common Stock beneficially held by RIC were paid for using its working capital.

The aggregate purchase price of the 1,047,067 shares of the Common Stock held by RI is \$2,418,851.38 (including brokerage fees and expenses). All of the shares of Common Stock beneficially held by RI were paid for using its working capital.

**Item 4. Purpose of Transaction**

Item 4 of the Initial Statement has been amended and restated to read as follows:

The Reporting Persons originally acquired certain of the Common Stock as a result of exercising subscription rights to purchase shares of the Issuer's Common Stock through the Issuer's rights offering (the "Rights Offering") as detailed in the Issuer's prospectus dated August 29, 2007. The Rights Offering expired on October 1, 2007.

The Reporting Persons acquired the Common Stock for investment purposes and not with the intent to change or influence control of the Issuer or to participate in any transaction having that purpose or effect. The Reporting Persons reserve the right to change their plan and intentions at any time as they deem appropriate.

The Reporting Persons may acquire additional shares of the Common Stock, dispose all or some of these share of the Common Stock from time to time, in each case in the open market or private transactions, block sales or purchases or otherwise, or may continue to hold the shares of the Common Stock, depending on business and market conditions, their continuing evaluation of the business and prospects of the Issuer and other factors. In addition, the Reporting Persons intend to communicate with other shareholders and management of the Issuer about maximizing the value of their shares of Common Stock.

Depending on factors deemed relevant by the Reporting Persons, including but not limited to change in the Issuer's business, governance or financial situation, the Reporting Persons reserves the right to formulate other plans and/or make proposals, and take such actions set forth in this response to Item 4 and any other actions as the Reporting Persons, or any of them, may determine.

Robotti & Company and Robotti Advisors (the "Lead Plaintiffs") moved to be appointed lead plaintiff in a class action alleging violations of the federal securities laws initiated by Robert D. Dance, as plaintiff, versus the Issuer, Alan B. Levan and George P. Scanlon, as defendants. The Lead Plaintiffs' motion was granted by the court on July 7, 2008 and a copy of the decision granting the motion is attached hereto as Exhibit 3 and incorporated herein by reference. Counsel for the Lead Plaintiffs are currently reviewing the complaint originally filed by Mr. Dance's attorneys and may amend the complaint to add additional allegations.

The Lead Plaintiffs invite interested parties to contact them should they have information pertinent to this lawsuit or otherwise wish to discuss matters relating thereto.

Presently the Reporting Persons have no plans or proposals which would relate or results in any of the matters set forth in subparagraphs (a) - (j) of Item 4 of Schedule 13D except as set forth herein.

#### **Item 5. Interest in Securities of the Issuer**

Item 5 of the Initial Statement has been amended and restated to read as follows:

(a)-(b) As of July 30, 2008, the aggregate number of shares of Common Stock and percentage of the outstanding Common Stock of the Issuer beneficially owned (i) by each of the Reporting Persons, and (ii) to the knowledge of the Reporting Persons, by each other person who may be deemed to be a member of a group, is as follows:

Reporting Person	Aggregate Number of Shares	Number of Shares: Sole Power to Vote or Dispose	Number of Shares: Shared Power to Vote or Dispose	Approximate Percentage*
Robotti (1)(2)(3)(4)(5)(6)(7)(8)	5,631,389	4,900	5,626,489	5.93%
ROBT (1)(3)(4)	3,277,489	0	3,277,489	3.45%
Robotti & Company (1)(3)	156,995	0	156,995	**
Robotti Advisors (1)(4)	3,120,494	0	3,120,494	3.28%
Suzanne Robotti(1)(5)(6)	21,500	21,500	0	**
Wasiak (1)(7)(8)	2,327,500	0	2,327,500	2.45%
RMC (1)(7)(8)	2,327,500	0	2,327,500	2.45%
RIC (1)(7)	1,280,433	0	1,280,433	1.35%
RI (1)(8)	1,047,067	0	1,047,067	1.10%

\* Based on 95,040,731 shares of Class A Common Stock, \$0.01 par value per share, outstanding at May 5, 2008 as disclosed in the Issuer's Quarterly Report on Form 10-Q, for quarter ended March 31, 2008, filed with the Commission on May 12, 2008.

\*\* Less than one percent.

(1) Each of the Reporting Persons disclaims beneficial ownership of the securities held by any other Reporting Person except to the extent of such Reporting Person's pecuniary interest therein, if any.

(2) Mr. Robotti has the sole power to vote or direct the vote, and has the sole power to dispose or to direct the disposition, of 4,900 shares of Common Stock.

(3) Each of Mr. Robotti and ROBT share with Robotti & Company the power to vote or direct the vote, and share the power to dispose or to direct the disposition, of 156,995 shares of Common Stock owned by the discretionary customers of Robotti & Company.

(4) Each of Mr. Robotti and ROBT share with Robotti Advisors the power to vote or direct the vote, and share the power to dispose or to direct the disposition, of 3,120,494 shares of Common Stock owned by the advisory clients of Robotti Advisors.

(5) Suzanne Robotti has the sole power to vote or direct the vote, and has the sole power to dispose or to direct the disposition, of 21,500 share of Common Stock.

(6) Mr. Robotti may be deemed to be the beneficial owner of the shares of Common Stock set forth in footnote (5) above, through his marriage to Suzanne Robotti.

(7) Each of Messrs. Robotti and Wasiak and RMC share with RIC the power to vote or direct the vote, and share the power to dispose or to direct the disposition, of 1,280,433 shares of Common Stock owned by RIC.

(8) Each of Messrs. Robotti and Wasiak and RMC share with RI the power to vote or direct the vote, and share the power to dispose or to direct the disposition, of 1,047,067 shares of Common Stock owned by RI.

(c) The table below lists all the transactions in the Issuer's Common Stock in the last sixty days by the Reporting Persons. All transactions were made by Robotti & Company and Robotti Advisors in the open market.

Transactions in Shares of Common Stock Within the Past Sixty Days

Party	Date of Purchase/ Sale	Number of Shares of the Common Stock	Buy/Sell	Price Per Share
Robotti Advisors' Advisory Clients	05/08/2008	100	BUY	\$1.75
Robotti Advisors' Advisory Clients	05/08/2008	(3,100)	SELL	\$1.77
Robotti Advisors' Advisory Clients	05/09/2008	16,350	BUY	\$1.75
Robotti Advisors' Advisory Clients	05/09/2008	(2,250)	SELL	\$1.72
Robotti Advisors' Advisory Clients	05/16/2008	19,425	BUY	\$1.4872
Robotti Advisors' Advisory Clients	05/23/2008	10,300	BUY	\$1.4997
Robotti Advisors' Advisory Clients	05/27/2008	(1,500)	SELL	\$1.67
Robotti & Company's Discretionary Customers	05/29/2008	(2,719)	SELL	\$1.60
Robotti Advisors' Advisory Clients	06/03/2008	15,000	BUY	\$1.51
Robotti Advisors' Advisory Clients	06/06/2008	19,133	BUY	\$1.462
Robotti Advisors' Advisory Clients	06/09/2008	23,567	BUY	\$1.403
Robotti Advisors' Advisory Clients	06/23/2008	(5,446)	SELL	\$1.15
Robotti Advisors' Advisory Clients	07/01/2008	7,850	BUY	\$1.136
Robotti Advisors' Advisory Clients	07/22/2008	45,900	BUY	\$1.0899
Robotti & Company's Discretionary Customers	07/29/2008	(605)	SELL	\$1.03

(d) Robotti Advisors' advisory clients and Robotti & Company's discretionary customers have the right to receive and the power to direct the receipt of dividends from, and the proceeds from the sale of, shares of Common Stock owned by them. Except as set forth in the immediately preceding sentence, no person other than the Reporting Persons is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such shares of Common Stock beneficially owned by the Reporting Persons.

(e) Not Applicable.

**Item 6. Contracts, Arrangement, Understandings or Relationships with Respect to Securities of the Issuer**

Item 6 of the Initial Statement is hereby amended and restated to read as follows:

Each of the Reporting Persons is a party to an Amended and Restated Joint Filing Agreement dated as of July 30, 2008 (the "Joint Filing Agreement"), pursuant to which the Reporting Persons agreed to jointly file this Statement and any and all amendments and supplements hereto with the Securities and Exchange Commission. The Joint Filing Agreement is filed herewith as Exhibit 1 and incorporated herein by reference.

**Item 7. Materials To Be Filed As Exhibits**

The following documents are filed herewith or have been previously filed:

1. Joint Filing Agreement dated October 11, 2007 by and among Robert E. Robotti, Robotti & Company, Incorporated, Robotti & Company, LLC, Robotti & Company Advisors, LLC, Kenneth R. Wasiak, Ravenswood Management Company, L.L.C., The Ravenswood Investment Company, L.P., and Ravenswood Investments III, L.P.
2. Amended and Restated Joint Filing Agreement dated July 30, 2008 by and among Robert E. Robotti, Robotti & Company, Incorporated, Robotti & Company, LLC, Robotti & Company Advisors, LLC, Suzanne Robotti, Kenneth R. Wasiak, Ravenswood Management Company, L.L.C., The Ravenswood Investment Company, L.P., and Ravenswood Investments III, L.P.
3. Order of the Court dated July 7, 2008, appointing Robotti & Company, LLC and Robotti & Company Advisors, LLC as Lead Plaintiffs in a Class Action Complaint against Woodbridge Holdings Corporation, formerly known as Levitt Corporation, and its Officers, Alan Levan, Chief Executive Officer, and George P. Scanlon, Chief Financial Officer.

**SIGNATURE**

After reasonable inquiry and to the best of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: July 30, 2008

Robotti & Company, Incorporated

/s/ Robert E. Robotti

Robert E. Robotti

By: /s/ Robert E. Robotti

Name: Robert E. Robotti

Title: President and Treasurer

Robotti & Company, LLC

Robotti & Company Advisors, LLC

By: /s/ Robert E. Robotti

Name: Robert E. Robotti

Title: President and Treasurer

By: /s/ Robert E. Robotti

Name: Robert E. Robotti

Title: President and Treasurer

/s/ Suzanne Robotti

Suzanne Robotti

By: /s/ Kenneth R. Wasiak

Kenneth R. Wasiak

Ravenswood Management Company, L.L.C.

The Ravenswood Investment Company, L.P.

By: /s/ Robert E. Robotti

Name: Robert E. Robotti

Title: Managing Member

By: Ravenswood Management Company, L.L.C.  
Its General Partner

Ravenswood Investments III, L.P.

By: /s/ Robert E. Robotti

Name: Robert E. Robotti

Title: Managing Member

By: Ravenswood Management Company, L.L.C.  
Its General Partner

By: /s/ Robert E. Robotti

Name: Robert E. Robotti

Title: Managing Member



**Schedule A**

The following table sets forth certain information concerning each of the directors and executive officers of each of the entities named below as of the date hereof.

Robotti & Company, Incorporated, Robotti & Company, LLC, and Robotti & Company Advisors, LLC

Name:	Robert E. Robotti (Director, President, Treasurer)
Citizenship	U.S.A.
Principal Occupation:	President and Treasurer, Robotti & Company, Incorporated
Business Address:	52 Vanderbilt Avenue, New York, New York 10017

Name:	Joseph E. Reilly (Director, Secretary)
Citizenship:	U.S.A.
Principal Occupation:	Director and Secretary, Robotti & Company, Incorporated
Business Address:	52 Vanderbilt Avenue, New York, New York 10017

Name:	Kenneth R. Wasiak (Director)
Citizenship	U.S.A.
Principal Occupation:	Consultant, Pustorino, Puglisi & Co., P.C.
Business Address:	515 Madison Avenue, New York, New York 10022

(The remainder of this page was intentionally left blank)

**Exhibit Index**

The following documents are filed herewith or have been previously filed:

	<u>Exhibit</u>	<u>Page</u>
(1)	Joint Filing Agreement dated October 11, 2007 by and among Robert E. Robotti, Robotti & Company, Incorporated, Robotti & Company, LLC, Robotti & Company Advisors, LLC, Kenneth R. Wasiak, Ravenswood Management Company, L.L.C., The Ravenswood Investment Company, L.P., and Ravenswood Investments III, L.P.	Previously filed
(2)	Amended and Restated Joint Filing Agreement dated July 30, 2008 by and among Robert E. Robotti, Robotti & Company, Incorporated, Robotti & Company, LLC, Robotti & Company Advisors, LLC, Suzanne Robotti, Kenneth R. Wasiak, Ravenswood Management Company, L.L.C., The Ravenswood Investment Company, L.P., and Ravenswood Investments III, L.P.	Page 19
(3)	Order of the Court dated July 7, 2008, appointing Robotti & Company, LLC and Robotti & Company Advisors, LLC as Lead Plaintiffs in a Class Action Complaint against Woodbridge Holdings Corporation, formerly known as Levitt Corporation, and its Officers, Alan Levan, Chief Executive Officer, and George P. Scanlon, Chief Financial Officer.	Page 20

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**Exhibit 2****Amended and Restated Joint Filing Agreement**

The undersigned parties hereby agree to the joint filing of the Statement on Schedule 13D Amendment No. 1 filed herewith, and any amendments hereto, relating to the Class A Common Stock, Par Value \$0.01, of Woodbridge Holdings Corporation, formerly known as Levitt Corporation, with the Securities and Exchange Commission pursuant to Rule 13d-1(k). Each of the undersigned acknowledges that each shall be responsible for the timely filing of this statement and any amendments hereto, and for the completeness and accuracy if the information concerning such person contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Date: July 30, 2008

Robotti & Company, Incorporated

/s/ Robert E. Robotti  
Robert E. Robotti

By: /s/ Robert E. Robotti  
Name: Robert E. Robotti  
Title: President and Treasurer

Robotti & Company, LLC

Robotti & Company Advisors, LLC

By: /s/ Robert E. Robotti  
Name: Robert E. Robotti  
Title: President and Treasurer

By: /s/ Robert E. Robotti  
Name: Robert E. Robotti  
Title: President and Treasurer

/s/ Suzanne Robotti  
Suzanne Robotti

By: /s/ Kenneth R. Wasiak  
Kenneth R. Wasiak

Ravenswood Management Company, L.L.C.

The Ravenswood Investment Company, L.P.

By: /s/ Robert E. Robotti  
Name: Robert E. Robotti  
Title: Managing Member

By: Ravenswood Management Company, L.L.C.  
Its General Partner

Ravenswood Investments III, L.P.

By: /s/ Robert E. Robotti  
Name: Robert E. Robotti  
Title: Managing Member

By: Ravenswood Management Company, L.L.C.  
Its General Partner

By: /s/ Robert E. Robotti  
Name: Robert E. Robotti  
Title: Managing Member

**Exhibit 3****UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF FLORIDA  
MIAMI DIVISION**

Case No. 08-60111-CIV-GRAHAM/TORRES

ROBERT D. DANCE,

Plaintiff,

v.

LEVITT CORP., ALAN B. LEVAN,  
and GEORGE P. SCANLONDefendants.  

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**ORDER**

**THIS CAUSE** came before the Court upon the Motion of Robotti & Company, LLC and Robotti & Company Advisors, LLC for Appointment as Lead Plaintiff and Approval of Selection of Lead and Liaison Counsel [D.E. 9].

**THE COURT** has considered the Motion, the pertinent portions of the record, and is otherwise fully advised in the premises.

**I. BACKGROUND**

This matter was initiated when Plaintiff Robert D. Dance filed a Class Action Complaint against the Defendants for alleged violations of Federal Securities Laws [D.E. 1]. Specifically, Plaintiff Robert Dance, a purchaser of common stock issued by Defendant Levitt Corp., ("Levitt"), a real estate development company, alleges that Defendant Levitt through its Officers, Chief Executive Officer Alan Levan and Chief Financial Officer George Scanlon, disseminated materially false and misleading statements to the public in violation of Section 10(b) and 20(a) of the Securities and Exchange Act, 15 U.S.C. Section 78j(b) and 78(t)(a), and the Securities and Exchange Commission Rule 10 (b)(5). Plaintiff alleges that the false and misleading statements caused Levitt's common stock to become overvalued and artificially inflated, and thereby caused damage to Plaintiff and other stock purchasers, who in reliance on the statements purchased the inflated stock. Plaintiff alleges that when the false and misleading statements were disclosed that Levitt's stock fell by approximately 70%. Plaintiff seeks compensatory damages, costs and attorney's fees on behalf of himself and other class members who purchased Levitt stock between January 31, 2007 and August 14, 2007.

In the instant Motion, two of the potential Class Members, Robotti & Company, LLC and Robotti & Company Advisors, LLC ("Robotti") seek to be appointed Lead Plaintiff pursuant to 15 U.S.C. Sections 78u-4(3)(B)(iii) and to have their legal counsel, Kirby McInerney LLP appointed as lead counsel and Berman DeValerio Pease Tabacco Burt and Pucillo (Berman DeValerio") appointed as Liaison Counsel pursuant to 15 U.S.C. Section 78u-4(3)(B)(v) [D.E. 9]. No other potential Class Members have filed a motion seeking to be appointed as Lead Plaintiff, nor have any filed objections to the Robotti Plaintiffs being named Lead Plaintiff.

The Defendants have filed a Response to the Motion for Appointment as Lead Plaintiffs [D.E. 12] indicating that they take no position on who should be appointed lead plaintiff or counsel.

## **II. LAW & DISCUSSION**

### **A. The Private Securities Litigation Reform Act of 1995**

The Private Securities Litigation Reform Act of 1995 ("PSLRA") provides that within 90 days after publication of notice, the court must consider any motion made by a class member and appoint as Lead Plaintiff the member or members of the class that the court determines to be most capable of adequately representing the interests of the class members. 15 U.S.C. Sections 78u-4(a)(3)(B)(I). In determining the "most adequate plaintiff," the PSLRA states the following:

[T]he court shall adopt a presumption that the most adequate plaintiff in any private action arising under this title is the person or group of persons that-

(aa) has either filed the complaint or made a motion in response to a notice...

(bb) in the determination of the court, has the largest financial interest in the relief sought by the class; and

(cc) otherwise satisfies the requirements of Rule 23 of the Federal Rules of Civil Procedure.

15 U.S.C. Section 78u-4(a)(3)(B)(iii).

The PSLRA also vests authority in the Lead Plaintiff to select and retain lead counsel, subject to the approval of the Court. 15 U.S.C. Section 78u-4 (a)(3)(B)(v).

### **B. Appointment of Lead Plaintiff**

In this case, Robotti is the only potential class member that has filed a Motion seeking to be appointed as Lead Plaintiff. In support of its Motion, Robotti has submitted the Declaration Jay W. Eng, and associate at the law firm of Berman DeValerio, a Certification from Robert E. Robotti, President of Robotti & Company, LLC and Robotti & Company Advisors, LLC, and the firm resumes of the two firms Plaintiff Robotti wishes to have appointed as lead and liaison counsel [D.E. 10].

Based upon the review of the materials submitted by Robotti, for the following reasons, the Court concludes that Robotti should be appointed Lead Plaintiff, as Robotti qualifies as the most adequate plaintiff.

First, Robotti has timely filed a motion in response to the notice filed by the named Plaintiff. According to Mr. Eng's Declaration, on January 25, 2008, a notice regarding the pendency of this action was published by counsel for the named plaintiff, Robert D. Dance, on Business Wire. Robotti filed the instant Motion within sixty (60) days of that notice, thus is in compliance with Section 78u-4(a)(3)(A) of the PSLRA.

Also, the Certification of Robert Robotti indicates that Robotti suffered losses greater than \$3 million dollars due to the alleged violation by the Defendants. Thus, it appears that Robotti has the largest financial interest in the relief sought by the class.

In addition, Robotti seemingly satisfies the requirements of Rule 23 of the Federal Rules of Civil Procedure as required by the PSLRA. Specifically, Robotti's claims are typical to those of the other potential class members, and Robotti appears to be able to fairly and adequately protect the interests of the class. Thus, Robotti thereby qualifies, pursuant to 15 U.S.C. Section 78u-4 (a)(3)(B)(iii), as the most adequate Plaintiff.

### **C. Appointment of Lead Plaintiff's Counsel**

As previously stated, Robotti seeks to have the law firms of Kirby McInerney and Berman DeValerio named as lead counsel. The firm resumes submitted for each indicate that both firms are experienced in handling class action securities fraud cases. Also, it appears that both firms are adequately staffed to handle a potentially large class and to manage the case in accordance with this Court's Orders and the Federal Rules of Civil Procedure. Therefore, this Court finds that the firms selected by the Lead Plaintiffs should be approved pursuant to 15 U.S.C. Section 78u-4(a)(3)(B)(v).

**III. CONCLUSION**

Accordingly, based on the foregoing, it is

**ORDERED AND ADJUDGED** that Robotti & Company, LLC and Robotti & Company Advisors, LLC, Motion for Appointment as lead Plaintiff and Approval of Selection of Lead and Liaison Counsel [D.E. 9] is **GRANTED**. It is further

**ORDERED AND ADJUDGED** that Robotti & Company, LLC and Robotti & Company Advisors, LLC. are hereby appointed as Lead Plaintiff in the above-captioned action. It is further

**ORDERED AND ADJUDGED** that the Court approves the Lead Plaintiff's selection for counsel for this matter. Kirby McInerney, LLP is hereby appointed as Lead Counsel in the above-captioned matter, and Berman DeValerio Pease Tabacco Burt and Pucillo is hereby appointed to serve Liaison Counsel, for the class in the above-captioned matter.

**DONE AND ORDERED** in Chambers at Miami, Florida. this 7<sup>th</sup> day of July, 2008

/s/ Donald L. Graham

DONALD L. GRAHAM

UNITES STATES DISTRICT JUDGE

cc: Counsel of Record