

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-K**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the fiscal year ended December 31, 2011

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: 1-7183

**TEJON RANCH CO.**

(Exact name of Registrant as specified in its Charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**77-0196136**  
(IRS Employer  
Identification Number)

**P.O. Box 1000, Lebec, California 93243**  
(Address of principal executive office)

**Registrant's telephone number, including area code: (661) 248-3000**

**Securities registered pursuant to Section 12(b) of the Act:**

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock	New York Stock Exchange

**Securities registered pursuant to Section 12(g) of the Act:**

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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  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 shorter period that the registrant was required to submit and post such files) Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 definition of "accelerated filer," "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer

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 Act). Yes  No

The aggregate market value of registrant's Common Stock, par value \$.50 per share, held by persons other than those who may be deemed to be affiliates of registrant on June 30, 2011 was \$676,984,299 based on the last reported sale price on the New York Stock Exchange as of the close of business on that date.

The number of the Company's outstanding shares of Common Stock on February 25, 2012 was 19,987,559 shares.

**DOCUMENTS INCORPORATED BY REFERENCE:**

Portions of the Proxy Statement for the Annual Meeting of Stockholders to be held on May 8, 2012 relating to the directors and executive officers of the Company are incorporated by reference into Part III.

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**PART I**

**Forward Looking Statements**

*This annual report on Form 10-K contains forward-looking statements, including statements regarding strategic alliances, the almond, pistachio and grape industries, the future plantings of permanent crops, future yields and prices, water availability for our crops and real estate operations, future prices, production and demand for oil and other minerals, future development of our property, future revenue and income of our jointly-owned travel plaza and other joint venture operations, potential losses to the Company as a result of pending environmental proceedings, the adequacy of future cash flows to fund our operations, market value risks associated with investment and risk management activities and with respect to inventory, accounts receivable and our own outstanding indebtedness and other future events and conditions. In some cases these statements are identifiable through the use of words such as “anticipate”, “believe”, “estimate”, “expect”, “intend”, “plan”, “project”, “target”, “can”, “could”, “may”, “will”, “should”, “would”, and similar expressions. We caution you not to place undue reliance on these forward-looking statements. These forward-looking statements are not a guarantee of future performances and are subject to assumptions and involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of the Company, or industry results, to differ materially from any future results, performance, or achievement implied by such forward-looking statements. These risks, uncertainties and important factors include, but are not limited to, market and economic forces, availability of financing for land development activities, competition and success in obtaining various governmental approvals and entitlements for land development activities. No assurance can be given that the actual future results will not differ materially from the forward-looking statements that we make for a number of reasons including those described above and in Part 1, Item 1A, “Risk Factors” of this report.*

**ITEM 1. BUSINESS**

Tejon Ranch Co. (the Company, Tejon, we, us and our) is a diversified real estate development and agribusiness company committed to responsibly using our land and resources to meet the housing, employment, and lifestyle needs of Californians and create value for our shareholders. Current operations consist of land planning and entitlement, land development, commercial sales and leasing, leasing of land for mineral royalties, grazing leases, income portfolio management, and farming. Our prime asset is approximately 270,000 acres of contiguous, largely undeveloped land that, at its most southerly border, is 60 miles north of Los Angeles and, at its most northerly border, is 15 miles east of Bakersfield. We create value by securing entitlements for our land, facilitating infrastructure development, strategic land planning, development, and conservation.

We are involved in several joint ventures, which facilitate the development of portions of our land. We are also actively engaged in land planning, land entitlement, and conservation projects. In October 2009, our Tejon Mountain Village, or TMV, community received unanimous entitlement approval from the Kern County Board of Supervisors. In November 2010, Kern County Superior Court Judge Kenneth Twissleman ruled in favor of the Company, its development partner DMB Associates, Inc. and Kern County when he found that Kern County had properly analyzed and evaluated the environmental effects of TMV. Judge Twissleman rejected claims made by the Center for Biological Diversity, or CBD, along with other parties, that our environmental impact report or EIR for TMV was inadequate. The findings of Judge Twissleman were appealed by CBD on February 8, 2011. The oral argument for CBD’s appeal is scheduled on March 21, 2012. See Item 3, “Legal Proceedings,” for a further discussion. The Board of Supervisors approval and the Court’s affirmation allows the Company to proceed with its proposed development of TMV as a premier resort community, however, we generally believe it is more prudent to have lawsuits settled or finally determined before beginning development.

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The following table shows the revenues from continuing operations, segment profits and identifiable assets of each of our continuing industry segments for the last three years:

### FINANCIAL INFORMATION ABOUT INDUSTRY SEGMENTS

*(Amounts in thousands of dollars)*

	<u>2011</u>	<u>2010</u>	<u>2009</u>
<b>Revenues</b>			
Real estate—commercial/industrial	\$ 25,952	\$ 16,656	\$ 14,996
Real estate—resort/residential	16,134	281	272
Farming	21,012	18,576	12,983
Segment revenues	63,098	35,513	28,251
Investment income	1,260	979	1,640
Other income	98	61	45
Total revenues	<u>\$ 64,456</u>	<u>\$ 36,553</u>	<u>\$ 29,936</u>
<b>Segment Profits (Losses) and Net Income (Loss)</b>			
Real estate—commercial/industrial	\$ 12,522	\$ 5,997	\$ 2,527
Real estate—resort/residential	12,192	(2,808)	(4,171)
Farming	8,437	7,662	1,179
Segment profits (1)	33,151	10,851	(465)
Investment income	1,260	979	1,640
Other income	98	61	45
Interest expense	—	(9)	(70)
Corporate expenses	(12,277)	(5,612)	(7,311)
Operating income (loss) before equity in earnings of unconsolidated joint ventures	22,232	6,270	(6,161)
Equity in earnings of unconsolidated joint ventures	916	541	374
Income (loss) before income taxes	23,148	6,811	(5,787)
Income tax provision (benefit)	7,367	2,852	(2,354)
Net income (loss)	15,781	3,959	(3,433)
Net loss attributable to noncontrolling interest	(113)	(216)	(56)
Net income (loss) attributable to common stockholders	<u>\$ 15,894</u>	<u>\$ 4,175</u>	<u>\$ (3,377)</u>
<b>Identifiable Assets by Segment (2)</b>			
Real estate—commercial/industrial	\$ 57,745	\$ 51,053	\$ 59,652
Real estate—resort/residential	110,147	98,829	86,553
Farming	24,326	26,366	23,375
Corporate	129,758	111,843	65,164
Total assets	<u>\$321,976</u>	<u>\$288,091</u>	<u>\$234,744</u>

- (1) Segment profits are revenues from operations less operating expenses, excluding investment income and expense, corporate expenses, equity in earnings of unconsolidated joint ventures, and income taxes.
- (2) Identifiable Assets by Segment include both assets directly identified with those operations and an allocable share of jointly used assets. Corporate assets consist of cash and cash equivalents, refundable and deferred income taxes, and land, buildings and improvements.

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### **Real Estate Operations**

Our real estate operations consist of the following activities: land planning and entitlement, real estate development, commercial sales and leasing, income portfolio management and conservation.

Interstate 5, one of the nation's most heavily traveled freeways, brings approximately 90,000 vehicles per day through our land, which includes 16 miles of Interstate 5 frontage on each side of the freeway and the commercial land surrounding four interchanges. The strategic plan for real estate focuses on development opportunities along the Interstate 5 corridor, which includes the Tejon Ranch Commerce Center, or TRCC, the Centennial master planned community on our land in Los Angeles County, or Centennial and our resort and residential community called TMV. TRCC includes development west of Interstate 5, TRCC-West, and development east of Interstate 5, TRCC-East. TRCC-West has been in development for approximately eleven years while development began at TRCC-East in 2009.

We are continuing, under the terms of the Conservation Agreement, we entered into with five of the major environmental organizations in June 2008, with our development of TMV, Centennial, and the "Grapevine" area of Interstate 5 located in Kern County, which includes TRCC-East and West. In February 2011, we completed the sale of conservation easements over 62,000 acres of our land with the Tejon Ranch Conservancy, or Conservancy, for \$15,750,000. Portions of the 62,000 acres are suitable for development in the long-term future, but the conservation easements preclude us from pursuing any long-term development on the 62,000 acres. We do however retain fee ownership of the 62,000 acres and will continue to operate current revenue generating activities including farming, cattle grazing, oil and gas, and other mineral exploration on portions of the acreage.

Our real estate activities within our commercial/industrial segment include: entitling, planning, and permitting of land for development; construction of infrastructure; the construction of pre-leased buildings; the construction of buildings to be leased or sold; and the sale of land to third parties for their own development. The commercial/industrial segment also includes activities related to communications leases, oil and mineral royalties, and ancillary land uses such as grazing leases, landscape maintenance fees, and game management revenues. Our real estate operations within our resort/residential segment at this time include land entitlement, land planning and pre-construction engineering, and land stewardship activities.

### **Commercial/Industrial**

#### *Construction:*

During 2011 we finalized the water filtration system infrastructure at TRCC-East and completed the expansion of the Laval Road interchange bridge that serves both TRCC-East and West.

#### *Leasing:*

Within our commercial/industrial segment, we lease land to various types of tenants. We currently lease land to three auto service stations with convenience stores, seven fast-food operations, two full-service restaurants, one motel, an antique shop, and a United States Postal Service facility.

In addition, the Company leases several microwave repeater locations, radio and cellular transmitter sites, and fiber optic cable routes; 32 acres of land to Calpine Generating Company, or Calpine, for an electric power plant; and one office building in Rancho Santa Fe, California.

We lease certain portions of our land to oil companies for the exploration and production of oil and gas, but do not ourselves engage in any such exploratory or extractive activities. As of December 31, 2011, approximately 7,269 acres were committed to producing oil and gas leases from which the operators produced and sold approximately 738,000 barrels of oil and 433,000 MCF (each MCF being 1,000 cubic feet) of dry gas during 2011. Our share of production, based upon average royalty rates during the last three years, has been 258, 176,

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and 190, barrels of oil per day for 2011, 2010, and 2009, respectively. Approximately 256 producing oil wells were located on the leased land as of December 31, 2011. Royalty rates on our leases averaged 12.95% in 2011. During 2011, oil activities increased as oil royalty tenants drilled 20 new oil wells and overall production increased 242,000 barrels over the previous year. Our largest oil producing tenant, Occidental Petroleum Corporation and its subsidiaries, drilled 14 of the new wells in 2011. We also signed a development and exploration lease during 2011 with Sojitz Energy Venture, Inc. covering approximately 50,000 acres in the San Joaquin Valley portion of the Company's land.

Estimates of oil and gas reserves on our properties are unknown to us. We do not make such estimates, and our lessees do not make information concerning reserves available to us.

We have approximately 2,000 acres under lease to National Cement Company of California, Inc., or "National," for the purpose of manufacturing Portland cement from limestone deposits found on the leased acreage. National owns and operates a cement manufacturing plant on our property with a capacity of approximately 1,000,000 tons of cement per year. The amount of payment that we receive under the lease is based upon shipments from the cement plant, which increased slightly in 2011 compared to 2010. The continued low level of in shipments is the direct result of reduced construction activity due to the depressed economy and real estate market. The term of this lease expires in 2026, but National has options to extend the term for successive periods of 20 and 19 years. Proceedings under environmental laws relating to the cement plant are in process. The Company is indemnified by the current and former tenants and at this time we have no cost related to the issues at the cement plant. See Item 3, "Legal Proceedings," for a further discussion.

The sale and leasing of commercial/industrial real estate is very competitive, with competition coming from numerous and varied sources around California. Our ability to attract tenants due to preferential pricing has been minimized by the current economic climate due to price-cutting by our most direct regional competitors in the Inland Empire region of Southern California and areas north of us in the San Joaquin Valley of California. During 2011, as vacancies rates began to decline in the Inland Empire region of Southern California, we did begin to see improved activity within our development and in our ability to compete once again with preferential pricing.

Please refer to Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" for additional information regarding our 2011 commercial/industrial activity.

### *Joint Ventures:*

We are also involved in multiple joint ventures with several partners. Our TA/Petro joint venture owns and operates two travel and truck stop facilities, and also operates three separate gas stations with convenience stores within TRCC-West and TRCC-East. We are involved in two joint ventures with Rockefeller Development Group, the Five West Parcel LLC that owns a 606,000 square foot building in TRCC-West, which is fully leased, and the 18-19 West LLC, which owns 61.5 acres of land for future development within TRCC-West.

### **Resort/Residential**

Our resort/residential segment activities include land planning and entitlement and land stewardship and conservation activities. We have two major resort/residential communities within this segment, one of which, TMV, received county entitlement approvals in 2009 that were reaffirmed by the Kern County Superior Court in November 2010, and one of which, the Centennial community, is still progressing through the entitlement process in Los Angeles County. The entitlement process precedes the regulatory approvals necessary for land development and routinely takes several years to complete. The Conservation Agreement that we signed in 2008 is designed to minimize the opposition from environmental groups to these projects and eliminate or reduce the time spent in litigation once governmental approvals are received. Litigation by environmental groups has been a primary cause of delay and loss of financial value for real estate development projects in California.

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### *Centennial community:*

The Centennial development is a large master-planned community development encompassing approximately 11,000 acres of our land within Los Angeles County. Upon completion of Centennial, it is estimated that the community will include approximately 23,000 homes. The community will also incorporate business districts, schools, retail and entertainment centers, medical facilities and other commercial office and light industrial businesses that, when complete, would create a substantial number of jobs. Centennial is being developed by Centennial Founders, LLC, a consolidated joint venture in which we have a 68.06% ownership interest as of December 31, 2011. Our partners in this joint venture are Pardee Homes, Lewis Investment Company and Standard Pacific Corp. In 2009, our partners in Centennial Founders LLC elected to become non-contributing capital partners due to the financial difficulties facing homebuilders and the downturn within the real estate industry. As a result, the Company began funding 100% of Centennial Founders LLC's current operations, thereby diluting each other partner's percentage ownership. This change in funding occurred in July 2009. Prior to that time the Company was contributing 50% of the capital funds necessary to pursue entitlement and development efforts undertaken by this joint venture. We expect to continue funding all entitlement and pre-development activities for the near future.

Since the initial submittal of our administrative-level EIR with respect to the Centennial community to Los Angeles County, we have continued to receive feedback from the Los Angeles Planning Department and have submitted several revisions of our administrative EIR as we work towards the public filing of our EIR and final approval. We cannot estimate when or if this approval will be granted, but the process is being actively pursued. In addition to the EIR, we have submitted a variety of other reports required as part of the entitlement process including our specific plan, tentative tract maps, geological reports, traffic reports, and water supply assessment reports. Centennial is envisioned to be an ecologically friendly and commercially viable development. Our plan is for a sustainable program that provides for the needs of the community while protecting the environment and will be achieved through our continuing focus on responsible use of limited resources and progressive construction design. We recognize the need to balance expensive "Green Program" certifications with the practicality of investing those same funds in environmentally sound building elements.

### *Tejon Mountain Village community:*

In addition to the Centennial community project, we are currently engaged in the development of TMV. TMV is envisioned as an exclusive, very low-density, resort-based community that will provide owners and guests with a wide variety of recreational opportunities, lodging and spa facilities, world-class golf facilities, a range of housing options, and other exclusive services and amenities that are designed to distinguish TMV as the resort of choice for the Southern California market. TMV is being developed by TMV LLC, an unconsolidated joint venture in which we have a 50% ownership interest. Our partner in this joint venture is DMB Pacific Partners II, a subsidiary of DMB Associates Inc., or DMB, which is a leading resort/recreational planned community developer. Under the joint venture agreement, the parties have agreed to secure all entitlements and all necessary regulatory approvals, to master plan, develop and sell parcels and homes to end users, and to develop and own, sell or joint venture commercial properties, hotels, and golf course sites in TMV.

In October 2009, TMV received unanimous entitlement approval from the Kern County Board of Supervisors, which allows the Company to commence development activities. This approval began a thirty-day period in which a California Environmental Quality Act, or CEQA lawsuit could be filed against Kern County. These lawsuits routinely allege inadequacy of the EIR. As expected, a group of parties led by CBD filed a suit in November 2009 alleging inadequacy of the EIR. In November 2010, Kern County Superior Court Judge Kenneth Twissleman ruled in favor of the Company, its development partner, and Kern County when he found that Kern County had properly analyzed and evaluated the environmental effects of TMV. Judge Twissleman rejected claims made by CBD that our environmental impact report for TMV was inadequate. The findings of Judge Twissleman were appealed by CBD on February 8, 2011. It is difficult to predict the ultimate timing of the settlement of the appeal or the eventual outcome of the appeal. See Item 3, "Legal Proceedings," for a further discussion.

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Because our residential housing communities, Centennial and TMV, are both in the entitlement phase, they have not been directly impacted by the downturn in the housing market over the last few years. However, we cannot project the condition of the housing market or the stability of the mortgage industry if and when we have secured full entitlement for our projects, or when these projects move into their development and marketing phases. These factors can impact the timing of beginning of development.

The greatest competition for the Centennial community will come from California developments in the Santa Clarita Valley, Lancaster, Palmdale, and Bakersfield. TMV will compete generally for discretionary dollars that consumers will allocate to recreation and second homes, so its competition will range over a greater area and range of projects.

### **Farming Operations**

In the San Joaquin Valley, we farm permanent crops including the following acreage: wine grapes—1,640; almonds—1,520; and pistachios—1,055. We manage the farming of alfalfa and forage mix on 775 acres in the Antelope Valley and we periodically lease 750 acres of land that is used for the growing of vegetables.

We sell our farm commodities to several commercial buyers. As a producer of these commodities, we are in direct competition with other producers within the United States and throughout the world. Prices we receive for our commodities are determined by total industry production and demand levels. We attempt to improve price margins by producing high quality crops through proven cultural practices and by obtaining better prices through marketing arrangements with handlers.

Sales of our grape and pistachio crops typically occur in the third and fourth quarter of the calendar year, while sales of our almond crop also typically occur in the third and fourth quarter of the calendar year, but can occur up to a year or more after the crop is harvested.

In 2011, we sold 51% of our grape crop to one winery, 36% to a second winery and the remainder to two other customers. These sales are under long-term contracts ranging from one to thirteen years. In 2011, our almonds were sold to various commercial buyers, with the two largest buyers accounting for 57% and 25%, respectively of our almond revenues. In 2011, the majority of our pistachios were sold to two customers, purchasing approximately 78% and 20% of the crop, respectively. We do not believe that we would be adversely affected by the loss of any or all of these large buyers because of the markets for these commodities, the large number of buyers that would be available to us, and the fact that the prices for these commodities do not vary based on the identity of the buyer or the size of the contract.

Nut and grape crop markets are particularly sensitive to the size of each year's world crop and the demand for those crops. Large crops in California and abroad can rapidly depress prices. Crop prices, especially almonds, are also adversely affected by a strong U.S. dollar which makes U.S. exports more expensive and decreases demand for the products we produce. The relatively weak value of the dollar over the last few years has helped to maintain strong almond prices in the U.S. and in overseas markets.

Our water entitlement for 2011 available from the California State Water Project, or "SWP," when combined with supplemental water, was adequate for our farming needs. The State Department of Water Resources, or "DWR," has announced its early 2012 estimated water supply delivery at 60% of full entitlement. We anticipate that this current year allocation will be sufficient for our 2012 farming needs. It is possible that when the current SWP allocation is combined with other available water resources, such as groundwater and surface sources, the Company may be able to bank additional water in 2012 for future use. See discussion of water contract entitlement and long-term outlook for water supply under Item 2, "Properties."

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### **General Environmental Regulation**

Our operations are subject to federal, state and local environmental laws and regulations including laws relating to water, air, solid waste and hazardous substances. Although we believe that we are in material compliance with these requirements, there can be no assurance that we will not incur costs, penalties, and liabilities, including those relating to claims for damages to property or natural resources, resulting from our operations.

We also expect continued legislation and regulatory development in the area of climate change and green house gases. It is unclear as of this date how any such developments will affect our business. Enactment of new environmental laws or regulations, or changes in existing laws or regulations or the interpretation of these laws or regulations, might require expenditures in the future.

### **Customers**

In 2011 and 2010, Stockdale Oil and Gas, a subsidiary of Occidental Petroleum Corporation, an oil and gas leaseholder, accounted for 13% and 11%, respectively, of our revenues from continuing operations.

In 2009, Calpine, a tenant who leases and operates a power plant on our land, accounted for 12% of our revenues from continuing operations.

### **Organization**

Tejon Ranch Co. is a Delaware corporation incorporated in 1987 to succeed the business operated as a California corporation since 1936.

### **Employees**

At December 31, 2011, we had 145 full-time employees. None of our employees are covered by a collective bargaining agreement.

### **Reports**

We make available free of charge through our Internet website, [www.tejonranch.com](http://www.tejonranch.com), our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to these reports filed or to be furnished pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended, as soon as reasonably practicable after we electronically file such material with or furnish it to the SEC. We also make available on our website our corporate governance guidelines, charters of our key Board of Directors' Committees (audit, compensation, nominating and corporate governance, and real estate), and our Code of Business Conduct and Ethics for Directors, Officers, and Employees. These items are also available in printed copy upon request. We intend to disclose future amendments to certain provisions of our Code, or waivers of such provisions granted to executive officers and directors, on the web site within four business days following the date of such amendment or waiver. Any document we file with the Securities and Exchange Commission, or SEC, may be inspected, without charge, at the SEC's public reference room at 100 F Street, N.E. Washington, D.C. 20549 or at the SEC's internet site address at <http://www.sec.gov>. Information related to the operation of the SEC's public reference room may be obtained by calling the SEC at 1-800-SEC-0330.

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### Executive Officers of Registrant

The following table shows each of our executive officers and the offices held as of February 29, 2012, the period the offices have been held, and the age of the executive officer. All of such officers serve at the pleasure of the Board of Directors.

<u>Name</u>	<u>Office</u>	<u>Held since</u>	<u>Age</u>
Robert A. Stine	President and Chief Executive Officer, Director	1996	65
Dennis J. Atkinson	Senior Vice President, Agriculture	1998	61
Joseph E. Drew	Senior Vice President, Real Estate	2001	69
Allen E. Lyda	Senior Vice President, Chief Financial Officer	1990	54
Kathleen J. Perkinson	Senior Vice President, Natural Resources and Stewardship	2008	52
Greg Tobias	Vice President, General Counsel	2011	47

A description of present and prior positions with us, and business experience for the past five years is given below.

Mr. Stine has been employed by us since May 1996, serving as President and Chief Executive Officer and as a Director.

Mr. Atkinson has been employed by us since July 1998, serving as Vice President, Agriculture, until 2008 when he was promoted to Senior Vice President.

Mr. Drew has been employed by us since March 2001, serving until December 2003 as Vice President, Commercial and Industrial Development, when he was promoted to his current position.

Mr. Lyda has been employed by us since 1990, serving as Vice President, Finance and Treasurer. He was elected Assistant Secretary in 1995 and Chief Financial Officer in 1999. Mr. Lyda was promoted to Senior Vice President in 2008.

Ms. Perkinson has been employed by us since July 2007, serving as Vice President, Community Development until September 2008 when she was promoted to her current position. She became an executive officer in December 2008. Prior to joining the Company she served for ten years as Managing Director of the Miller Family Companies where she managed all aspects of a 2,350 unit master planned community.

Mr. Tobias has been employed by the Company since November 2011, serving as Vice President and General Counsel. For the five years prior to joining the Company, Mr. Tobias acted as Associate General Counsel for Olympia Land Corporation in Las Vegas, Nevada, where he was responsible for a wide variety of corporate and legal matters. Olympia is a privately held development company whose assets include retail, office, resort and gaming properties. Olympia is best known for developing the master planned golf course community of Southern Highlands.

**ITEM 1A. RISK FACTORS**

The risks and uncertainties described below are not the only ones facing the Company. If any of the following risks occurs, our business, financial condition, results of operations or future prospects could be materially adversely affected. Our strategy, focused on more aggressive development of our land, involves significant risk and could result in operating losses.

**We are involved in a cyclical industry and are affected by changes in general and local economic conditions.** The real estate development industry is cyclical and is significantly affected by changes in general and local economic conditions, including:

- Employment levels
- Availability of financing
- Interest rates
- Consumer confidence
- Demand for the developed product, whether residential or industrial
- Supply of similar product, whether residential or industrial

The process of development of a project begins and financial and other resources are committed long before a real estate project comes to market, which could occur at a time when the real estate market is depressed. It is also possible in a rural area like ours that no market for the project will develop as projected.

**A downturn in national or regional economic conditions could continue to adversely impact our business.** The collapse of the housing market together with the crisis in the credit markets, resulted in a recession in the national economy. At such times, potential home buyer and commercial real estate customers often defer or avoid real estate transactions due the substantial costs involved and uncertainties in the economic environment. Our future real estate sales, revenues, financial condition and results of operations could suffer as a result. Our business is especially sensitive to economic conditions in California, where all of our land is located.

While there have been signs of improvement in the economy, California as one of the hardest hit states in the recent economic downturn, could take longer to recover than the rest of the nation. A prolonged downturn will continue to have a material adverse effect on our business and results of operations.

**Higher interest rates and lack of available financing can have significant impacts on the real estate industry.** Higher interest rates generally impact the real estate industry by making it harder for buyers to qualify for financing, which can lead to a decrease in the demand for residential, commercial or industrial sites. Any decrease in demand will negatively impact our proposed developments. Lack of available credit to finance real estate purchases can also negatively impact demand. Any downturn in the economy or consumer confidence can also be expected to result in reduced housing demand and slower industrial development, which would negatively impact the demand for land we are developing.

**We are subject to various land use regulations and require governmental approvals and permits for our developments that could be denied.** In planning and developing our land, we are subject to various local, state, and federal statutes, ordinances, rules and regulations concerning zoning, infrastructure design, subdivision of land, and construction. All of our new developments require amending existing general plan and zoning designations, so it is possible that our entitlement applications could be denied. In addition, the zoning that ultimately is approved could include density provisions that would limit the number of homes and other structures that could be built within the boundaries of a particular area, which could adversely impact the financial returns from a given project. In addition, many states, cities and counties (including neighboring Ventura County) have in the past approved various “slow growth” or “urban limit line” measures. If that were to occur in the jurisdictions governing the Company’s land use, our future real estate development activities could be significantly adversely affected.

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**Third-party litigation could increase the time and cost of our development efforts.** The land use approval processes we must follow to ultimately develop our projects have become increasingly complex. Moreover, the statutes, regulations and ordinances governing the approval processes provide third parties the opportunity to challenge the proposed plans and approvals. As a result, the prospect of third-party challenges to planned real estate developments provides additional uncertainties in real estate development planning and entitlements. Third-party challenges in the form of litigation could result in denial of the right to develop, or would, by their nature, adversely affect the length of time and the cost required to obtain the necessary approvals. In addition, adverse decisions arising from any litigation would increase the costs and length of time to obtain ultimate approval of a project and could adversely affect the design, scope, plans and profitability of a project.

**We are subject to environmental regulations and opposition from environmental groups that could cause delays and increase the costs of our development efforts or preclude such development entirely.** Environmental laws that apply to a given site can vary greatly according to the site's location and condition, present and former uses of the site, and the presence or absence of sensitive elements like wetlands and endangered species. Federal and state environmental laws also govern the construction and operation of our projects and require compliance with various environmental regulations, including analysis of the environmental impact of our projects and evaluation of our reduction in the projects' carbon footprint and greenhouse gas emissions. Environmental laws and conditions may result in delays, cause us to incur additional costs for compliance, mitigation and processing land use applications, or preclude development in specific areas. In addition, in California, third parties have the ability to file litigation challenging the approval of a project, which they usually do by alleging inadequate disclosure and mitigation of the environmental impacts of the project. While we have worked with representatives of various environmental interests and wildlife agencies to minimize and mitigate the impacts of our planned projects, certain groups opposed to development have made clear they intend to oppose our projects vigorously, so litigation challenging their approval is expected. The issues most commonly cited in opponents' public comments include the poor air quality of the San Joaquin Valley air basin, potential impacts of projects on the California condor and other species of concern, the potential for our lands to function as wildlife movement corridors, potential impacts of our projects on traffic and air quality in Los Angeles County, emissions of greenhouse gases, water availability and criticism of proposed development in rural areas as being "sprawl". In addition, California has a specific statutory and regulatory scheme intended to reduce green house gas emissions in the state and efforts to enact federal legislation to address climate change concerns could require further reductions in our projects' carbon footprint in the future.

**Constriction of the credit markets could limit our ability to access capital and increase our cost of capital.** During the recent economic downturn, we have relied principally on positive operating cash flow, cash and investments, and equity offerings to meet current working capital needs, entitlement investment, and investment within our developments. While there have been signs of improvement in the economy, the ongoing economic and real estate downturn has reduced other sources of liquidity available to the industry, and may continue to limit these sources of liquidity in the future and potentially increase our costs of capital.

**Until governmental entitlements are received, we will have a limited inventory of real estate.** Each of our four current and planned real estate projects, TRCC–West and East, Centennial and TMV, involve obtaining various governmental permits and/or entitlements. A delay in obtaining governmental approvals could lead to additional costs related to these developments and potentially lost opportunities for the sale of lots to developers and land users.

**We are in competition with several other developments for customers and residents.** Within our real estate activities, we are in direct competition for customers with other industrial sites in Northern, Central, and Southern California. We are also in competition with other highway interchange locations using Interstate 5 and State Route 99 for commercial leasing opportunities. Once they receive all necessary approvals and entitlements, Centennial will ultimately compete with other residential housing options in the region, such as developments in the Santa Clarita Valley, Lancaster, Palmdale, Bakersfield, and TMV will compete generally for discretionary dollars that consumers will allocate to recreation and second homes, so its competition will include a greater area and range of projects. Intense competition may decrease our sales and harm our results of operations.

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**Our developable land is concentrated entirely in California.** All of our developable land is in California and our business is especially sensitive to the economic conditions within California. Any adverse change in the economic climate of California, which is currently in an economic downturn, or our regions of that state, and any adverse change in the political or regulatory climate of California, or the counties where our land is located could adversely affect our real estate development activities. There is no consensus as to when the economy will begin to improve or how long it could take the economy to recover from the continuing economic downturn. Ultimately, our ability to sell or lease lots may decline as a result of weak economic conditions or restrictive regulations.

**Increases in taxes or government fees could increase our cost, and adverse changes in tax laws could reduce demand for homes in our future residential communities.** Increases in real estate taxes and other local government fees, such as fees imposed on developers to fund schools, open space, and road improvements, could increase our costs and have an adverse effect on our operations. In addition, any changes to income tax laws that would reduce or eliminate tax deductions or incentives to homeowners, such as a change limiting the deductibility of real estate taxes or interest on home mortgages, could make housing less affordable or otherwise reduce the demand for housing, which in turn could reduce future sales.

**If we experience shortages or increased costs of labor and supplies or other circumstances beyond our control, there could be delays or increased costs within our industrial development, which could adversely affect our operating results.** Our ability to develop our current industrial development may be adversely affected by circumstances beyond our control including: work stoppages, labor disputes and shortages of qualified trades people; changes in laws relating to union organizing activity; and shortages, delays in availability, or fluctuations in prices of building materials. Any of these circumstances could give rise to delays in the start or completion of, or could increase the cost of, developing infrastructure and buildings within our industrial development. If any of the above happens, our operating results could be harmed.

**We are dependent on key personnel and the loss of one or more of those key personnel may materially and adversely affect our prospects.** We currently depend heavily on the services of Robert A. Stine, our President and Chief Executive Officer, and a number of other key management personnel. The loss of Mr. Stine's services or that of other key personnel could materially and adversely affect our results of operations, financial condition, or our ability to pursue land development. Our success will also depend in part on our ability to attract and retain additional qualified management personnel.

**Our business model is very dependent on transactions with strategic partners. We may not be able to successfully (1) attract desirable strategic partners; (2) complete agreements with strategic partners; and/or (3) manage relationships with strategic partners going forward, any of which could adversely affect our business.** For several years a key to our development and value creation strategies has been the use of joint ventures and strategic relationships. These joint venture partners bring development experience, industry expertise, financial resources, financing capabilities, brand recognition and credibility or other competitive assets.

A complicating factor in any joint venture is that strategic partners may have economic or business interests or goals that are inconsistent with ours or that are influenced by factors related to our business. These competing interests lead to the difficult challenges of successfully managing the relationship and communication between strategic partners and monitoring the execution of the partnership plan. We may also be subject to adverse business consequences if the market reputation or financial position of the strategic partner deteriorates. If we cannot successfully execute transactions with strategic partners, our business could be adversely affected.

**Only a limited market exists for our Common Stock, which could lead to price volatility.** The limited trading market for our Common Stock may cause fluctuations in the market value of our Common Stock to be exaggerated, leading to price volatility in excess of that which would occur in a more active trading market of our Common Stock.

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**Concentrated ownership of our Common Stock creates a risk of sudden change in our share price.** As of March 6, 2012, directors and members of our executive management team beneficially owned or controlled approximately 35% of our Common Stock. Investors who purchase our Common Stock may be subject to certain risks due to the concentrated ownership of our Common Stock. The sale by any of our large shareholders of a significant portion of that shareholder's holdings could have a material adverse effect on the market price of our Common Stock. In addition, the registration of any significant amount of additional shares of our Common Stock will have the immediate effect of increasing the public float of our Common Stock and any such increase may cause the market price of our Common Stock to decline or fluctuate significantly.

**Decreases in the market value of our investments in marketable securities could have an adverse impact on our results of operations.** We have significant amount of funds invested in marketable securities the market value of which is subject to changes from period to period. Decreases in the market value of our marketable securities could have an adverse impact on our results of operations.

**Inflation can have a significant adverse effect on our operations.** Inflation can have a major impact on our farming operations. The farming operations are most affected by escalating costs, unpredictable revenues and very high irrigation water costs. High fixed water costs related to our farm lands will continue to adversely affect earnings. Prices received for many of our products are dependent upon prevailing market conditions and commodity prices. Therefore, it is difficult for us to accurately predict revenue, just as we cannot pass on cost increases caused by general inflation, except to the extent reflected in market conditions and commodity prices.

Within our real estate operations, inflation can result in increased costs of construction and can reduce operating margins as increases in operating costs result in deteriorating margins on long term fixed lease agreements.

**A prolonged downturn in the real estate market or continued instability in the mortgage and commercial real estate financing industry, could have an adverse effect on our real estate business.** Our residential housing projects, Centennial and TMV, are currently in the entitlement phase, and therefore they have not been directly impacted by the current downturn in the housing market or the mortgage lending crisis. However, if the downturn in the real estate market or the instability in the mortgage and commercial real estate financing industry exists at the time these projects move into their development and marketing phases, our resort/residential business could be adversely affected. Excess supply of homes available due to foreclosures or the expectation of deflation in housing prices could also have a negative impact on our ability to sell our inventory when it becomes available. The inability of potential commercial/industrial clients to get adequate financing for the expansion of their businesses could lead to reduced lease revenues and sales of land within our industrial development.

**We may encounter other risks that could impact our ability to develop our land.** We may also encounter other difficulties in developing our land, including:

- Difficulty in securing adequate water resources for future developments;
- Water delivery and water availability continues to be a long-term concern within California. Any limitation of delivery of SWP water and the absence of available alternatives during drought periods could potentially cause permanent damage to orchards and vineyards.
- Natural risks, such as geological and soil problems, earthquakes, fire, heavy rains and flooding, and heavy winds;
- Shortages of qualified trades people;
- Reliance on local contractors, who may be inadequately capitalized;
- Shortages of materials; and
- Increases in the cost of materials.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

**ITEM 2. PROPERTIES**

Our approximate 270,000 acres include portions of the San Joaquin Valley, portions of the Tehachapi Mountains and portions of the western end of the Antelope Valley. A number of key transportation and utility facilities cross our land, including Interstate 5, California Highways 58, 138 and 223, the California Aqueduct (which brings water from Northern California), and various transmission lines for electricity, oil, natural gas and communication systems. Our corporate offices are located on our property.

Approximately 247,000 acres of our land are located in Kern County, California. The Kern County general plan, or the “General Plan”, for this land contemplates continued commercial, resource utilization, farming, grazing and other agricultural uses, as well as certain new developments and uses, including residential and recreational facilities. While the General Plan is intended to provide general guidelines for land use and development, it is subject to amendment to accommodate changing circumstances and needs. In addition to conforming to any amendment of the General Plan, much of our land will require specific zoning and site plan approvals prior to actual development.

The remainder of our land, approximately 23,000 acres, is in Los Angeles County. This area is accessible from Interstate 5 via Highway 138. Los Angeles County has adopted general plan policies that contemplate future residential development of portions of this land, subject to further assessments of environmental and infrastructure constraints. We are currently pursuing entitlements for the Centennial master-planned community on approximately 11,000 acres of this land. See Item 1, “Business—Real Estate Operations.”

Portions of our land consist of mountainous terrain, much of which is not presently served by paved roads or by utility or water lines. Much of this property is included within the Conservation Agreement we entered into with five of the major environmental organizations in June 2008. As we receive entitlement approvals over the life span of our developments we will dedicate conservation easements on 145,000 acres of this land, which will preclude future development of the land. This acreage includes many of the most environmentally sensitive areas of our property and is home to many plant and wildlife species whose environments will remain undisturbed.

Any significant development on our currently undeveloped land would involve the construction of roads, utilities and other expensive infrastructure and would have to be done in a manner that accommodates a number of environmental concerns, including endangered species, wetlands issues, and greenhouse gas emissions, which may limit development of portions of the land or result in substantial delays or certain changes to the scope of development in order to obtain governmental approval.

**Water Operations**

Our existing long-term water contracts with the Wheeler Ridge-Maricopa Water Storage District, or “Wheeler Ridge,” provide for water entitlements and deliveries from the SWP, to our agricultural operations in the San Joaquin Valley. The terms of these contracts extend to 2035. Under the contracts, we are entitled to annual water for 5,496 acres of land, which is adequate for our present farming operations. It is assumed, that at the end of the current contract period all water contracts will be extended for approximately the same amount of annual water.

In addition to our agricultural contract water entitlements, we have an additional water entitlement from the SWP sufficient to service a substantial amount of future residential and/or commercial development in Kern County. The Tejon-Castac Water District, or TCWD, a local water district serving only our land and land we have sold in TRCC, has 5,278 acre-feet of SWP entitlement (also called Table A Amount). In addition, TCWD has approximately 37,809 acre-feet of water stored in Kern County water banks. Both the entitlement and the banked

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water are the subject of a long-term water supply contract extending to 2035 between TCWD and our Company. TCWD is the principal water supplier to TRCC, and would be the principal water supplier for any significant residential and recreational development in TMV.

We have constructed a 150-acre water bank consisting of nine ponds on our land in southern Kern County. Water is pumped into these ponds and then percolates into underground aquifers. Since 2006, we have purchased 6,700 acre feet of water from the Antelope Valley-East Kern Water Agency, or AVEK, which has been pumped from the California aqueduct and is currently retained in this water bank. In 2007 and 2008 we contracted for 2,362 additional acre-feet of water from AVEK, but have deferred delivery of the water to a future year. We anticipate adding additional water to the water bank in the future, as water is available. In 2010 we began participating in the newly formed AVEK water-banking program and we have approximately 8,900 acre-feet of water to our credit in this program.

In recent years we have also been purchasing water for our future use or sale. In 2008 we purchased 8,393 acre-feet of transferable water and in 2009 we purchased an additional 6,393 acre-feet of transferable water, all of which is currently held on our behalf by AVEK. We also have secured SWP entitlement under long-term SWP water contracts within the Tulare Lake Basin Water Storage District and the Dudley Ridge Water District, totaling 3,444 acre-feet of SWP entitlement annually, subject to SWP allocations. These contracts extend through 2035.

During 2011, SWP allocations were 80% of contract levels, and Wheeler Ridge was able to supply us with 100% of our farming demands from various sources. In some years, there is also sufficient runoff from local mountain streams to allow us to capture some of this water in reservoirs and utilize it to offset some of the SWP water. Both Wheeler Ridge and TCWD are able to bank (percolate into underground aquifers) some of their excess supplies for future use. At this time, Wheeler Ridge expects to be able to deliver our entire contract water entitlement in any year that the SWP allocations exceed 30% by drawing on its ground water wells and water banking assets. Based on historical records of water availability, we do not believe we have material problems with our water supply. However, if SWP allocations are less than 30% of our entitlement in any year, or if shortages continue for a sustained period of several years, then Wheeler Ridge may not be able to deliver 100% of our entitlement and we will have to rely on our own ground water sources, mountain stream runoff, water transfer from others, and water banking assets to supply the needs of our farming and development activities. Water from these sources may be more expensive than SWP water because of pumping costs and/or transfer costs. A 60% preliminary SWP water allocation has been made by the DWR for 2012.

All SWP water contracts require annual payments related to the fixed costs of the SWP and each water district, whether or not water is used or available. Wheeler Ridge contracts also establish a lien on benefited land.

Portions of our property also have available groundwater, which we believe would be sufficient to supply commercial development in the Interstate 5 corridor. Ground water in the Antelope Valley Basin is the subject of litigation. See Item 3, "Legal Proceedings" for additional information about this litigation.

There have been many environmental challenges regarding the movement of state project water through the Sacramento Delta. These challenges resulted in a 2007 temporary court ordered shut down of the Delta pumps, which are of primary importance to the California water system because these pumps are part of the system that moves water from Northern California to Southern California. New Biological Opinions, or BOs, issued by the U.S. Fish and Wildlife Service and National Marine Fisheries Service in 2008 and 2009 contain similar restrictions on pumping from the Delta. These BOs are being challenged in the courts by both water agencies and environmental groups. Judge Wanger of the Federal District Court, Eastern District of California, has determined that parts of the new BOs related to the Delta Smelt and salmon species are insufficient and remanded the BOs back to the U.S. Fish and Wildlife Service and National Marine Fisheries Service for further analysis. There are many groups, governmental and private, working together to develop a solution in the near future to alleviate the curtailment of water from the Delta.

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Historic SWP restrictions on the right to use agricultural water entitlement for municipal purposes were removed in 1995, and the parties to a lawsuit challenging such removal have agreed to a settlement, which would allow such removal to continue while the environmental impacts are studied. For this purpose, “municipal” use includes residential and industrial use. Therefore, although only 2,000 of Tejon-Castac’s 5,278 acre feet of entitlement are labeled for municipal use, there is no practical restriction on Tejon-Castac’s ability to deliver the remaining water to residential or commercial/industrial developments. In the near term, for political and regulatory reasons, it is unlikely that we would be able to direct any of our Wheeler Ridge agricultural entitlement to municipal or industrial uses.

### **Other Activities**

The Tejon Ranch Public Facilities Financing Authority, or TRPFFA, is a joint powers authority formed by Kern County and TCWD to finance public infrastructure within the Company’s Kern County developments. TRPFFA has created two Community Facilities Districts, or CFDs, the West CFD and the East CFD. The West CFD has placed liens on 1,728 acres of the Company’s land to secure payment of special taxes related to \$30,000,000 of bond debt sold by TRPFFA for TRCC-West. The East CFD has placed liens on 1,931 acres of the Company’s land to secure payments of special taxes related to \$12,670,000 of bond debt sold by TRPFFA for TRCC-East. At TRCC-West, the West CFD has no additional bond debt approved for issuance. At TRCC-East, the East CFD has approximately \$107,000,000 of additional bond debt authorized by TRPFFA. Proceeds from the sales of these bonds are to reimburse the Company for public infrastructure related to TRCC-East. In 2011, we received no reimbursements from TRPFFA. In 2010, we received \$10,860,000 of reimbursement from these bond funds and in 2009 we received \$2,007,000 of reimbursement from these funds.

In 2011, 2010, and 2009, we paid approximately \$1,061,000, \$1,061,000 and \$250,000, respectively, in special taxes related to the CFDs. As development continues to occur at TRCC, new owners of land and new lease tenants, through triple net leases, will bear an increasing portion of the assessed special tax. As this happens, our obligation is reduced. It is expected that we will have special tax payments in 2012 of approximately \$1,200,000, but this could change in the future based on the amount of bonds outstanding within each CFD and the amount of taxes paid by other owners and tenants.

During February 2012, TRPFFA refinanced approximately \$22,500,000 of bonds within the West CFD. This refinancing, due to values in the West CFD and changes to bond requirements, allows the Company to be released from the requirement to provide a letter of credit and also allows the West CFD to meet the value test for release of approximately 1,400 acres of the Company’s land from West CFD liens.

### **ITEM 3. LEGAL PROCEEDINGS**

#### *Tejon Mountain Village*

On October 5, 2009, the Kern County Board of Supervisors granted entitlement approval for TMV. On November 10, 2009, a group consisting of CBD, Wishtoyo Foundation, Tri-County Watchdogs and the Center on Race, Poverty and the Environment filed an action in the Kern County Superior Court under the California Environmental Quality Act, or CEQA, against Kern County and the Kern County Board of Supervisors, or collectively, the County, concerning the County’s granting of approval for TMV, including the certification of the Environmental Impact Report, or EIR, approval of associated General Plan amendments, adoption of associated Zoning Maps, adoption of Special Plan No. 1, Map 256, exclusion from Agricultural Preserves Nos. 4 and 19, and approval of Vesting Tentative Tract Maps 6720 and 6717, among other associated approvals. TMV was named as the Real Party in Interest in the action.

The action alleged that the County failed to properly follow the procedures and requirements of CEQA including failure to identify, analyze and mitigate impacts to air quality, biological resources, hydrology and water quality, traffic, cultural resources, hazards, and failure to adequately describe the project and the environmental setting. The action also alleged that the County violated the Planning and Zoning Law and the Kern County General Plan. With these allegations the plaintiff is attempting to get the EIR approval from Kern County overturned.

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On November 5, 2010, Kern County Superior Court Judge Kenneth Twisselman ruled in favor of Kern County, the Company, and its development partner DMB Associates, Inc., when he found that the County had properly analyzed and evaluated the environmental effects of TMV. In his ruling, Judge Twisselman rejected claims made by the above listed plaintiffs. On February 8, 2011, CBD appealed the Court's decision. On June 17, 2011 CBD filed its appeal documents for the Court's review. Our response to the plaintiff's documents was filed August 16, 2011. CBD filed its final reply brief with the court on September 20, 2011. Thereafter, Kern County and the Company filed a joint motion to strike certain portions of CBD's briefs on the grounds that they had not been previously raised. The Court of Appeal has indicated that it will rule on the motion after a panel has been assigned to the appeal, which has not yet occurred. On January 27, 2012, the Company's counsel received notification from the Court of Appeal that the appeal would be decided without oral argument unless requested by any party. The oral argument of CBD's appeal is scheduled on March 21, 2012.

On November 10, 2009, an additional suit was filed in the U.S. District Court for the Eastern District of California (Fresno division) by an alleged representative of the "Kawaiisu Tribe" alleging, *inter alia*, that the Company does not hold legal title to the land within the TMV development that it seeks to develop. The grounds for the federal lawsuit were the subject of a United States Supreme Court decision in 1924 where the United States Supreme Court found against the Indian tribes. On January 24, 2011, the Company received a ruling by Judge Wanger, which dismissed all claims against the Company, TMV, the County and the federal defendants. However, the judge did grant a limited right by the plaintiff to amend certain causes of action in the complaint. During April, 2011, the plaintiff amended his complaint and refiled a suit against the Company, alleging similar items as in the original suit. The plaintiff filed new materials during July 2011 related to the amended complaint. Thereafter, the case was reassigned to Judge McAuliffe. On January 18, 2012, the court issued an order again dismissing the plaintiffs' claims for failure to state a cause of action and/or for lack of jurisdiction, but allowing the plaintiff one more opportunity to state certain land claims provided plaintiff files an amended complaint on or before February 17, 2012. The court then granted plaintiff an extension until March 19, 2012 to file an amended complaint. It appears likely that plaintiff will file such a complaint prior to the court imposed deadline. The court also indicated that it is considering dismissing the case due to the lack of federal recognition of the "Kawaiisu Tribe".

### *National Cement*

The Company leases land to National Cement Company of California Inc., or National, for the purpose of manufacturing Portland cement from limestone deposits on the leased acreage. The California Regional Water Quality Control Board, or RWQCB, for the Lahontan Region issued several orders in the late 1990s with respect to environmental conditions on the property currently leased to National:

- (1) *Groundwater plume of chlorinated hydrocarbon compounds.* This order directs the Company's former tenant Lafarge Corporation, or Lafarge, the current tenant National, and the Company to, among other things, clean up groundwater contamination on the leased property. In 2003, Lafarge and National installed a groundwater pump-and-treat system to clean up the groundwater. The Company is advised that Lafarge and National continue to operate the cleanup system and will continue to do so over the near-term.
- (2) *Cement kiln dust.* National and Lafarge have consolidated, closed and capped cement kiln dust piles located on land leased from the Company. An order of the RWQCB directs National, Lafarge and the Company to maintain and monitor the effectiveness of the cap. Maintenance of the cap and groundwater monitoring remain as on-going activities.
- (3) *Former industrial waste landfills.* This order requires Lafarge, National and the Company to complete the cleanup of groundwater associated with the former industrial waste landfills. The Company is advised that the cleanup is complete. Lafarge continues to monitor the groundwater.

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- (4) *Diesel fuel.* An order of the RWQCB directs Lafarge, National and the Company to clean up contamination from a diesel fuel tank and pipeline. The Company is advised that Lafarge and National have substantially completed the groundwater cleanup and that groundwater monitoring remains an on-going activity.

To date, the Company is not aware of any failure by Lafarge or National to comply with the orders or informal requests of the RWQCB. Under current and prior leases, National and Lafarge are obligated to indemnify the Company for costs and liabilities arising directly or indirectly out of their use of the leased premises. The Company believes that all of the matters described above are included within the scope of the National or Lafarge indemnity obligations and that Lafarge and National have sufficient resources to perform any reasonably likely obligations relating to these matters. If they do not and the Company is required to perform the work at its own cost, it is unlikely that the amount of any such expenditure by the Company would be material.

### *Antelope Valley Groundwater Cases*

On November 29, 2004, a conglomerate of public water suppliers filed a cross-complaint in the Los Angeles Superior Court seeking a judicial determination of the rights to groundwater within the Antelope Valley basin, including the groundwater underlying the Company's land. Three phases of a multi-phase trial have been completed. Upon completion of the third phase, the court ruled that the groundwater basin is currently in overdraft and established a current total sustainable yield. The court is currently encouraging mediation sessions to settle remaining regional issues, such as groundwater pumping allocations and appointment of a regional water master. Several such mediation sessions have occurred, the most recent of which was January 25 and 26, 2012. Further mediation sessions are also planned. It is too early to ascertain what effect, if any, this case may have on the Centennial project or the Company's remaining lands in the Antelope Valley. Because the water supply plan for the Centennial project includes several sources of water in addition to groundwater underlying the Company's lands, and because the creation of an efficient market for local water rights is frequently an outcome of adjudication proceedings, we anticipate that sufficient water to supply the Company's needs will continue to be available for its use regardless of the outcome of this case.

### *State Water Resources Control Board Lawsuit*

On May 12, 2010, the California Attorney General, on behalf of the State Water Resources Control Board, filed a complaint in the Alameda County Superior Court for civil penalties and a permanent injunction against a number of TravelCenters of America LLC, or TA, facilities in the Central Valley of California. The travel centers in the Petro Travel Plaza Holdings LLC, or TA/Petro, were also included in the complaint. The lawsuit alleges violations of various reporting, operating and monitoring regulations related to operation and maintenance of underground storage tanks. In addition to the TA/Petro entity and its respective member entities, the lawsuit also names the Company and Tejon Industrial Corporation as defendants. The Company has tendered defense of the lawsuit to TA, under the "defend and indemnify" clause in the TA/Petro LLC's operating agreement, and has also secured the services of an outside law firm to work with TA's outside counsel under a joint defense agreement. Counsel for TA and the Company have worked with the California Attorney General to change the venue of the lawsuit to Merced County, and on September 16, 2011, the Company and Tejon Industrial Corp. were dismissed from the law suit, without prejudice. The parties are currently engaged in the discovery process, but at this point the Company has an insufficient basis to address the merits or potential outcomes of the lawsuit. The monetary value of a potential adverse outcome on the claim likewise cannot be estimated at this time.

### *Water Bank Lawsuits*

On June 3, 2010, the Central Delta and South Delta Water Agencies and several environmental groups, including CBD, filed a complaint in the Sacramento County Superior Court against the California Department of Water Resources (DWR), Kern County Water Agency and a number of "real parties in interest," including the

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Company and TCWD. The lawsuit challenges certain amendments to the State Water Project contracts that were originally approved in 1995, known as the “Monterey Amendments.” The original EIR for the Monterey Amendments was determined to be insufficient in a lawsuit, and the current lawsuit challenges the remedial EIR that DWR prepared as a result of the original lawsuit. Among other legal allegations, the current lawsuit also challenges the transfer of the Kern Water Bank, or KWB, from DWR to Kern County Water Agency and in turn to various Kern County interests, including TCWD, which has a 2% interest in the KWB. A parallel lawsuit was also filed against Kern County Water Agency, also naming the Company and TCWD as real parties in interest. The Company is named on the ground that it “controls” TCWD. TCWD has a contract right for water stored in the KWB and rights to recharge and withdraw water. Counsel for the Company is pursuing a dismissal of the Company from these lawsuits. Given the preliminary nature of these lawsuits, the Company has an insufficient basis to address the merits or potential outcomes of the lawsuit. The monetary value of a potential adverse outcome on the claim likewise cannot be estimated at this time.

#### **ITEM 4. MINE SAFETY DISCLOSURES**

**Not Applicable.**

**PART II**

**ITEM 5. MARKET FOR REGISTRANT’S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

The following table shows the high and low sale prices for our Common Stock, which trades under the symbol TRC on the New York Stock Exchange, or the “Exchange,” for each calendar quarter during the last two years:

<u>Quarter</u>	<u>2011</u>		<u>2010</u>	
	<u>High</u>	<u>Low</u>	<u>High</u>	<u>Low</u>
First	\$36.97	\$25.24	\$33.30	\$29.06
Second	\$37.70	\$32.31	\$30.71	\$23.00
Third	\$37.00	\$23.71	\$24.40	\$21.15
Fourth	\$27.47	\$22.80	\$28.58	\$21.49

As of February 17, 2012, there were 380 owners of record of our Common Stock.

No dividends were paid in 2011 or 2010 and at this time there is no intention of paying dividends in the future.

For information regarding equity compensation plans pursuant to Item 201(d) of Regulation S-K, please see Item 11, “Executive Compensation” and Item 12, “Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters” of this Form 10-K, below.

The annual stockholder performance graph will be provided separately in our annual report to stockholders.

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Years Ended December 31  
(In thousands of dollars, except per share amounts)

	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>	<u>2007</u>
Total revenues from operations, including interest and other income	\$ 64,456(1)	\$ 36,553	\$ 29,936	\$ 42,639	\$ 35,908
Income (loss) from operations before equity in earnings of unconsolidated joint ventures	\$ 22,232	\$ 6,270	\$ (6,161)	\$ 3,929	\$ 920
Equity in earnings of unconsolidated joint ventures	916	541	374	2,227	10,580
Net income (loss)	15,781	3,959	(3,433)	4,112	7,333
Net income (loss) attributable to noncontrolling interests	(113)	(216)	(56)	—	—
Net income (loss) attributable to common stockholders	\$ 15,894	\$ 4,175	\$ (3,377)	\$ 4,112	\$ 7,333
Total assets	\$321,976	\$288,091	\$234,744	\$187,072	\$175,503
Long-term debt, less current portion	\$ 253	\$ 290	\$ 325	\$ 358	\$ 389.00
Equity	\$300,439	\$276,652	\$214,381	\$173,306	\$165,054
Net income (loss) per share, diluted	\$ 0.80	\$ 0.22	\$ (0.19)	\$ 0.23	\$ 0.42

(1) Includes revenue of \$15,750,000 from the sale of conservation easements.

**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**Overview**

See Part I, "**Forward Looking Statements**" for our cautionary statement regarding forward-looking information.

We are a diversified real estate development and agribusiness company committed to responsibly using our land and resources to meet the housing, employment, and lifestyle needs of Californians and to create value for our shareholders. In support of these objectives, we have been investing in land planning and entitlement activities for new industrial and residential land developments and in infrastructure improvements within our active industrial development. Our prime asset is approximately 270,000 acres of contiguous, largely undeveloped land that, at its most southerly border, is 60 miles north of Los Angeles and, at its most northerly border, is 15 miles east of Bakersfield.

Our business model is designed to create value through the entitlement and development of land for commercial/industrial and resort/residential uses while at the same time protecting significant portions of our land for conservation purposes. We operate our business near one of the country's largest population centers, which is expected to continue to grow well into the future.

We currently operate in three business segments: commercial/industrial real estate development and services; resort/residential real estate development; and farming.

Our commercial/industrial real estate development and services generates revenues from building, grazing, and land lease activities, land and building sales, oil and mineral royalties and ancillary land management activities. The primary commercial/industrial development is TRCC. The resort/residential segment is actively involved in the land entitlement and development process internally and through joint venture entities. Its revenues are generated through farming activities within the Centennial joint venture. Within our resort/residential segment, the two active developments are TMV and the Centennial master planned community. Farming produces revenues from the sale of winegrapes, almonds, and pistachios.

The Conservation Agreement we entered into with five of the major environmental organizations in June 2008 calls for the permanent protection of up to 240,000 acres of our land through phased dedicated conservation easements on approximately 145,000 acres of our land, 33,000 acres of open space within permitted project areas, and the purchase of conservation easements on an additional 62,000 acres of our land that was completed during February 2011.

For 2011, we had net income attributable to common stockholders of \$15,894,000, which is an increase of \$11,719,000 when compared to 2010. The improvement in net income is due to an increase in revenues of \$27,585,000. The increase in revenue was driven by the sale of conservation easements for \$15,750,000, a land sale for \$4,340,000, an increase in our royalties over the prior year of \$5,541,000 and a \$2,436,000 increase in farm revenues. Oil royalties improved due to higher prices and production and farming revenues improved due to higher almond and grape revenues. These revenue improvements were partially offset by an increase in operating expenses of \$11,950,000. The increase in operating expenses is primarily due to an increase in stock compensation expense when compared to 2010. During 2010, stock compensation expense included a \$6,327,000 reversal of cost and in 2011 we recognized stock compensation expense of \$5,507,000.

During 2010, we recognized net income attributable to common stockholders of \$4,175,000 compared to a net loss of \$3,377,000 in 2009, an increase of 224%. The significant improvement in net income was largely the result of higher farming revenues and an overall reduction in operating expenses. The reduction in operating expenses included a significant reversal of stock compensation expense of \$6,327,000. During 2010, revenues grew to \$35,513,000 from \$28,251,000 in 2009. The primary driver of the increase in revenues was an increase

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of \$5,593,000 in farming revenues due primarily to an increase in pistachio production and prices in 2010 compared to 2009. Commercial/industrial revenues also grew by \$1,660,000 in 2010 when compared to 2009 due to higher oil royalties, a land sale, and increased ancillary service revenues. Compared to 2009, expenses from operations declined \$5,753,000 in 2010 to \$30,274,000 due to the reversal of stock compensation expenses related to the modification of existing performance grants and lower operating costs.

During 2012, we will continue to invest funds in our joint ventures and internally toward the achievement of entitlements for our land and for infrastructure and building development within our active industrial developments. The process of securing entitlements for our land is a long, arduous process that can take several years. During the next few years, our net income will fluctuate from year-to-year based upon commodity prices, production within our farming segment, and the timing of sales of land and the leasing of land within our industrial developments.

This Management's Discussion and Analysis of Financial Condition and Results of Operations provides a narrative discussion of our results of operations. It contains the results of operations for each operating segment of the business and is followed by a discussion of our financial position. It is useful to read the business segment information in conjunction with Note 14 of the Notes to Consolidated Financial Statements.

### **Critical Accounting Policies and Estimates**

The preparation of our consolidated financial statements in accordance with generally accepted accounting principles, or "GAAP," requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. We consider an accounting estimate to be critical if: (1) the accounting estimate requires us to make assumptions about matters that were highly uncertain at the time the accounting estimate was made, and (2) changes in the estimates that are likely to occur from period to period, or use of different estimates that we reasonably could have used in the current period, would have a material impact on our financial condition or results of operations. On an on-going basis, we evaluate our estimates, including those related to revenue recognition, impairment of long-lived assets, capitalization of costs, profit recognition related to land sales, stock compensation, our future ability to utilize deferred tax assets, and defined benefit retirement plans. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Management has discussed the development and selection of these critical accounting estimates with the Audit Committee of our Board of Directors and the Audit Committee has reviewed the foregoing disclosure. In addition, there are other items within our financial statements that require estimation, but are not deemed critical as defined above. Changes in estimates used in these and other items could have a material impact on our financial statements. See also Note 1 of the Notes to the Consolidated Financial Statements, which discusses accounting policies that we have selected from acceptable alternatives.

We believe the following critical accounting policies reflect our more significant judgments and estimates used in the preparation of the consolidated financial statements:

*Revenue Recognition* – The Company's revenue is primarily derived from lease revenue from our rental portfolio, royalty revenue from mineral leases, sales of farm crops, and land sales. Revenue from leases with rent concessions or fixed escalations is recognized on a straight-line basis over the initial term of the related lease unless there is a considerable risk as to collectability. The financial terms of leases are contractually defined. Lease revenue is not accrued when a tenant vacates the premises and ceases to make rent payments or files for bankruptcy. Royalty revenues are contractually defined as to the percentage of royalty and are tied to production and market prices. Our royalty arrangements generally require payment on a monthly basis with the payment based on the previous month's activity. We accrue monthly royalty revenues based upon estimates and adjust to actual as we receive payments.

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In recognizing revenue from land sales, the Company follows the provisions in Accounting Standards Codification 976, or ASC 976, "Real Estate – Retail Land" to record these sales. ASC 976 provides specific sales recognition criteria to determine when land sales revenue can be recorded. For example, ASC 976 requires a land sale to be consummated with a sufficient down payment of at least 20% to 25% of the sales price depending upon the type and timeframe for development of the property sold, and that any receivable from the sale cannot be subject to future subordination. In addition, the seller cannot retain any material continuing involvement in the property sold or be required to develop the property in the future.

During 2011, we recognized \$4,340,000 of revenue related to a land sale of \$4,988,000 that closed in December 2011 and deferred \$648,000 to 2012 when offsite infrastructure related to the land sale will be completed. We fully recognized the revenues from all land sales in 2010, as none of the requirements for deferral of revenue were present. There were no land sales in 2009.

At the time farm crops are harvested, contracted, and delivered to buyers and revenues can be estimated, revenues are recognized and any related inventoried costs are expensed, which traditionally occurs during the third and fourth quarters of each year. It is not unusual for portions of our almond crop to be sold in the year following the harvest. Orchard (almond and pistachio) revenues are based upon the contract settlement price or estimated selling price, whereas vineyard revenues are typically recognized at the contracted selling price. Estimated prices for orchard crops are based upon the quoted estimate of what the final market price will be by marketers and handlers of the orchard crops. These market price estimates are updated through the crop payment cycle as new information is received as to the final settlement price for the crop sold. These estimates are adjusted to actual upon receipt of final payment for the crop. This method of recognizing revenues on the sale of orchard crops is a standard practice within the agribusiness community.

For the 2011 orchard crops, we estimated almond revenue to be \$4,409,000, or \$1.75 per pound on average, and pistachio revenue to be \$5,209,000, or \$2.17 per pound on average. These estimates not only impact the recorded revenues within our farming segment but also our recorded accounts receivable at December 31, 2011. Over the last three years, final prices received on almonds have averaged from \$1.57 to \$2.07 per pound. Pistachio prices over the last three years have averaged from \$1.91 to \$2.75 per pound. If we were to assume that our above estimates for 2011 orchard crop revenues were changed to the upper end or lower end of the range we developed in the course of formulating our estimate, orchard crop revenues would have been reduced or increased by approximately \$219,000, or 2% of the total revenue estimate. Our final estimates were based on the midpoint of a range in which the upper and lower ends of the range were \$0.05 from the midpoint. As an example, the range for almonds used for 2011 was \$1.70 to \$1.80 per pound. If we were to change our estimate of 2011 orchard crop revenues to the low end of the estimated range, there would be no material impact on our liquidity or capital resources.

Actual final orchard crop selling prices are not determined for several months following the close of our fiscal year due to supply and demand fluctuations within the orchard crop markets. Adjustments for differences between original estimates and actual revenues received are recorded during the period in which such amounts become known. The net effect of these adjustments increased farming revenue by \$1,882,000, \$1,144,000, and \$579,000 in 2011, 2010 and 2009, respectively. The adjustment for 2011 includes \$1,335,000 related to pistachios due to improving prices related to an aggressive industry marketing campaign, it also includes \$531,000 from almonds due to increased demand which pushed almond prices higher. The adjustment for 2010 includes \$823,000 related to pistachios due to an improving price market resulting from low industry inventories, and \$287,000 from almonds as increased demand pushed prices higher. The adjustment in 2009 was due to \$252,000 in additional bonus payments and price adjustments on pistachios and \$327,000 in adjustments related to almonds as prices continued to increase prior to the contract settlement.

*Capitalization of Costs*—The Company capitalizes direct construction and development costs, including predevelopment costs, interest, property taxes, insurance, and indirect project costs that are clearly associated with the acquisition, development, or construction of a project. Costs currently capitalized that in the future

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would be related to any abandoned development opportunities will be written off if we determine such costs do not provide any future benefits. Should development activity decrease, a portion of interest, property taxes, and insurance costs would no longer be eligible for capitalization, and would be expensed as incurred.

*Allocation of Costs Related to Land Sales and Leases* – When we sell or lease land within one of our real estate developments and we have not completed all infrastructure development related to the total project, we follow ASC 976, “Real Estate – Retail Land,” to determine the appropriate costs of sales for the sold land and the timing of recognition of the sale. In the calculation of cost of sales or allocations to leased land, we use estimates and forecasts to determine total costs at completion of the development project. These estimates of final development costs can change as conditions in the market and costs of construction change.

In preparing these estimates, we use internal budgets, forecasts, and engineering reports to help us estimate future costs related to infrastructure that has not been completed. These estimates become more accurate as the development proceeds forward, due to historical cost numbers and to the continued refinement of the development plan. These estimates are updated periodically throughout the year so that, at the ultimate completion of development, all costs have been allocated. Any increases to our estimates in future years will negatively impact net profits and liquidity due to an increased need for funds to complete development. If, however, this estimate decreases, net profits as well as liquidity will improve.

We believe that the estimates used related to cost of sales and allocations to leased land is a critical accounting estimate and will become even more significant as we continue to move forward as a real estate development company. The estimates used are very susceptible to change from period to period, due to the fact that they require management to make assumptions about costs of construction, absorption of product, and timing of project completion, and changes to these estimates could have a material impact on the recognition of profits from the sale of land within our developments.

*Impairment of Long-Lived Assets* – We evaluate our property and equipment and development projects for impairment when events or changes in circumstances indicate that the carrying value of assets contained in our financial statements may not be recoverable. The impairment calculation compares the carrying value of the asset to the asset’s estimated future cash flows (undiscounted). If the estimated future cash flows are less than the carrying value of the asset, we calculate an impairment loss. The impairment loss calculation compares the carrying value of the asset to the asset’s estimated fair value, which may be based on estimated future cash flows (discounted). We recognize an impairment loss equal to the amount by which the asset’s carrying value exceeds the asset’s estimated fair value. If we recognize an impairment loss, the adjusted carrying amount of the asset will be its new cost basis. For a depreciable long-lived asset, the new cost basis will be depreciated (amortized) over the remaining useful life of that asset. Restoration of a previously recognized impairment loss is prohibited.

We currently operate in three segments, commercial/industrial real estate development, resort/residential real estate development, and farming. At this time, there are no assets within either of our real estate segments or our farming segment that we believe are in danger of being impaired due to market conditions.

We believe that the accounting estimate related to asset impairment is a critical accounting estimate because it is very susceptible to change from period to period; it requires management to make assumptions about future prices, production, and costs, and the potential impact of a loss from impairment could be material to our earnings. Management’s assumptions regarding future cash flows from real estate developments and farming operations have fluctuated in the past due to changes in prices, absorption, production and costs and are expected to continue to do so in the future as market conditions change.

In estimating future prices, absorption, production, and costs, we use our internal forecasts and business plans. We develop our forecasts based on recent sales data, historical absorption and production data, input from marketing consultants, as well as discussions with commercial real estate brokers and potential purchasers of our farming products.

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If actual results are not consistent with our assumptions and judgments used in estimating future cash flows and asset fair values, we may be exposed to impairment losses that could be material to our results of operations.

*Defined Benefit Retirement Plans* – The plan obligations and related assets of our defined benefit retirement plan are presented in Note 13 of the Notes to Consolidated Financial Statements. Plan assets, which consist primarily of marketable equity and debt instruments, are valued using level one and level two indicators, which are quoted prices in active markets and quoted prices for similar types of assets in active markets for the investments. Pension benefit obligations and the related effects on operations are calculated using actuarial models. The estimation of our pension obligations, costs and liabilities requires that we make use of estimates of present value of the projected future payments to all participants, taking into consideration the likelihood of potential future events such as salary increases and demographic experience. These assumptions may have an effect on the amount and timing of future contributions.

The assumptions used in developing the required estimates include the following key factors:

- Discount rates;
- Salary growth;
- Retirement rates;
- Expected contributions;
- Inflation;
- Expected return on plan assets; and
- Mortality rates

The discount rate enables us to state expected future cash flows at a present value on the measurement date. In determining the discount rate, the Company utilizes the yield on high-quality, fixed-income investments currently available with maturities corresponding to the anticipated timing of the benefit payments. Salary increase assumptions are based upon historical experience and anticipated future management actions. To determine the expected long-term rate of return on pension plan assets, we consider the current and expected asset allocations, as well as historical and expected returns on various categories of plan assets. At December 31, 2011, the weighted-average actuarial assumption of the Company's defined benefit plan consisted of a discount rate of 4.4%, a long-term rate of return on plan assets of 7.5%, and assumed salary increases of 3.5%. The effects of actual results differing from our assumptions and the effects of changing assumptions are recognized as a component of other comprehensive income, net of tax. Amounts recognized in accumulated other comprehensive income are adjusted as they are subsequently recognized as components of net periodic benefit cost. If we were to assume a 50 basis point change in the discount rate used, our projected benefit obligation would change approximately \$600,000.

*Stock-Based Compensation*—We apply the recognition and measurement principles of ASC 718, "Compensation – Stock Compensation" in accounting for long-term stock-based incentive plans. Our stock-based compensation plans have historically included both stock options and stock grants. We have not issued any stock options to employees or directors since January 2003, and our 2011 financial statements do not reflect any compensation expenses for stock options. All of our stock options are fully vested and all related expenses were recognized in prior year financial statements per GAAP. See Note 7 of the Notes to Consolidated Financial Statements, Stock Option Plan, for additional information regarding stock options.

We also make stock awards to employees based upon time-based criteria and through the achievement of performance-related objectives. Performance-related objectives are either stratified into threshold, target, and maximum goals or based on the achievement of a milestone event. These stock awards are currently being expensed over the expected vesting period based on each performance criterion. We make estimates as to the number of shares that will actually be granted based upon estimated ranges of success in meeting the defined

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performance measures. If our estimates of performance shares vesting were to change by 25%, stock compensation expense would increase or decrease by \$1,035,000 depending on whether the change in estimate increased or decreased shares vesting.

See Note 8 of the Notes to Consolidated Financial Statements, Stock Compensation Plan, for total 2011 stock compensation expense related to stock grants.

**Fair Value Measurements** – FASB’s authoritative guidance for fair value measurements of certain financial instruments defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. Fair value is defined as the exchange (exit) price that would be received for an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. This guidance establishes a three-level hierarchy for fair value measurements based upon the inputs to the valuation of an asset or liability. Observable inputs are those which can be easily seen by market participants while unobservable inputs are generally developed internally, utilizing management’s estimates and assumptions:

- Level 1 – Valuation is based on quoted prices in active markets for identical assets and liabilities.
- Level 2 – Valuation is determined from quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar instruments in markets that are not active, or by model-based techniques in which all significant inputs are observable in the market.
- Level 3 – Valuation is derived from model-based techniques in which at least one significant input is unobservable and based on our own estimates about the assumptions that market participants would use to value the asset or liability.

When available, we use quoted market prices in active markets to determine fair value. We consider the principal market and nonperformance risk associated with our counterparties when determining the fair value measurement. Fair value measurements are used for marketable securities, investments within the pension plan and hedging instruments.

### **New Accounting Standards**

In June 2011, the FASB issued ASU No. 2011-05, *Comprehensive Income (Topic 220): Presentation of Comprehensive Income*. This ASU requires an entity to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income, or in two separate but consecutive statements. This ASU eliminates the option to present the components of other comprehensive income as part of the settlement of changes in stockholders’ equity. This ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011, which for us means the first quarter of 2012. In December 2011, the FASB issued ASU No. 2011-12 which effectively deferred those changes in Update 2011-05 that relate to the presentation of reclassification adjustments out of accumulated other comprehensive income. The amendments will be temporary to allow the FASB time to redeliberate the presentation requirements for reclassifications out of accumulated other comprehensive income for annual and interim financial statements for public, private, and non-profit entities. We adopted ASU 2011-05 during the fourth quarter of 2011, and it did not have a material effect on our financial position or results of operations, as it only affects presentation.

### **Results of Operations by Segment**

We evaluate the performance of our operating segments separately to monitor the different factors affecting financial results. Each segment is subject to review and evaluation as we monitor current market conditions, market opportunities, and available resources. The performance of each segment is discussed below:

#### **Real Estate – Commercial/Industrial**

Our commercial/industrial segment profits during 2011 increased \$6,525,000 to \$12,522,000 when compared to 2010 primarily as a result of a \$9,296,000 increase in revenues. The primary contributors are as follows:

- \$5,541,000 increase in oil revenues due to a 44% increase in both oil production and price per barrel. Oil prices averaged \$102 per barrel based on Kern County crude oil prices during 2011 compared to \$73.42 per barrel in 2010. Production increased by 242,000 barrels when compared to 2010.

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- In December 2011, we sold approximately 46 acres of land located in TRCC-East to Caterpillar and have recognized \$4,340,000 of the sales price and deferred \$648,000 to 2012 when offsite infrastructure related to the land sale will be completed.
- Partially offsetting the increase in revenues was a \$2,771,000 increase in operating expenses. \$282,000 of this increase is attributable to the cost of the land sale to Caterpillar. \$881,000 is attributable to an increase in stock compensation mainly due to the reversal of expense in 2010. An increase of \$600,000 is attributable to professional fees and contingent costs, a portion of which is related to a lawsuit filed by a former employee during 2011. This suit and related matters were settled in January and February 2012. A \$255,000 increase is attributable to repairs and maintenance expense mainly due to our contribution to a park-n-ride parking lot owned by Kern County to shuttle passengers to and from Bakersfield and TRCC.

We expect any continuation of the slow global and California economic recovery to have a potential negative impact on commercial/industrial revenues in 2012 by slowing future leasing and sales activities. Potential new oil production and higher average prices for oil could positively impact our revenues during 2012.

In 2011, we continued to see an increase in oil exploration activities on our lands due largely to the higher prices for oil during 2011. We anticipate that this increase in activity will continue as long as the price of oil is above \$70.00 per barrel. As noted above, we saw a significant increase in oil royalty revenues in 2011. Since we only receive royalties based on tenant production and market prices and do not produce oil, we do not have information as to the potential size of oil reserves.

Future activities within the commercial/industrial segment continue to be focused on the marketing and development of commercial/industrial and retail product within TRCC-East and completing the build-out of TRCC-West. These developments are being planned to coincide with what we anticipate to be future market demand, although the timing and extent of the future market demand is difficult for us to predict. We continue to focus our efforts for TRCC-East and TRCC-West on the labor and logistical benefits of our site and success that current tenants and owners within our development have experienced. Our strategy fits within the logistics model that many companies are using, which favors larger single-site buildings rather than a number of decentralized smaller distribution centers. Buildings of 1.0 million square feet or larger are becoming difficult to build in Los Angeles due to the number of acres necessary for a building of that size. We believe that our ability to provide land parcels to support buildings of that size can provide us with a potential marketing advantage in the future. During 2011, as discussed above, we closed a land sale with Caterpillar for approximately 46 acres and finalized a lease with Dollar General that fit into our marketing strategy of providing flexibility to the user by having the ability to deliver larger sites to meet their needs.

A potential disadvantage to our development strategy is our distance from the Port of Los Angeles in comparison to the traditional warehouse/distribution centers east of Los Angeles. During 2011, vacancy rates began to decline in the Inland Empire region of Los Angeles, a large industrial area within Los Angeles. The decline in vacancy rates has also led to an improvement in lease rates within the Inland Empire. As lease rates increase in the Inland Empire we may begin to have pricing advantages due to our lower land basis.

We expect the commercial/industrial segment to continue to experience costs, net of amounts capitalized, primarily related to professional service fees, marketing costs, commissions, planning costs, and staffing costs as we continue to increase real estate activities and pursue development opportunities.

The actual timing and completion of development is difficult to predict due to the uncertainties of the market. Infrastructure development and marketing activities and costs could continue over several years as we develop our land holdings. We will also continue to evaluate land resources to determine the highest and best uses for our

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land holdings. Future sales of land are dependent on market circumstances and specific opportunities. Our goal in the future is to increase land value and create future revenue growth through planning and development of commercial and industrial properties.

Our commercial/industrial segment profits during 2010 increased to \$5,997,000, a \$3,470,000 improvement, when compared to 2009 segment profits. The increase in segment profits was largely driven by the following favorable 2010 variances:

- \$1,810,000 decrease in expenses when compared to 2009 primarily due to the reversal of \$1,000,000 in stock compensation expense resulting from modification of performance milestone awards in 2010 and the write-off of \$662,000 of historical costs incurred on an abandoned building expansion project in 2009;
- \$1,323,000 higher royalties received on oil leases as oil prices increased compared to 2009. This improvement was partially offset by lower production. Oil prices averaged \$73.42 per barrel based on Kern County crude oil prices during 2010 compared to \$53.42 per barrel in 2009 while average production decreased by 49,000 barrels in 2010 when compared to 2009;
- \$260,000 increase in land management ancillary service revenues when compared to 2009 due to higher game management memberships because of an increase in demand and higher landscape maintenance fees charged to tenants;
- \$604,000 gain on a land sale in 2010 in TRCC-East to a company that has plans to build a Microtel Hotel next to the new TA Travel Center; and
- \$150,000 recognition of income from a forfeited purchase option deposit.

The above increases in revenues and decline in expenses were partially offset by a \$600,000 decrease in mineral royalties in 2010 compared to 2009 as the demand for rock aggregate decreased reflecting the continued decline in the construction industry during 2010.

See Item 1, "Business – Real Estate Operations" for a further discussion of real estate development activities.

### **Real Estate – Resort/Residential**

Our resort/residential segment profits increased \$15,000,000 to \$12,192,000 during 2011 when compared to 2010. The increase is primarily due to the sale of five conservation easements covering approximately 62,000 acres for \$15,750,000 to the Tejon Ranch Conservancy, an independent non-profit organization set up as a part of the 2008 Conservation and Land Use Agreement by the conservation groups that signed the agreement. The Company will retain fee ownership of the 62,000 acres and continue to operate current revenue generating activities including farming, cattle grazing, filming, oil and gas and other mineral exploration and production on portions of the acreage. The conservation easements will preclude the Company from pursuing any long term development on the 62,000 acres. Funds for the purchase were provided by a grant from the California Wildlife Conservation Board. For 2012 and near-term future years we do not expect, at this time, any additional conservation easement sales.

The resort/residential segment had an operating loss of \$2,808,000 in 2010, an improvement of \$1,363,000, or 33% when compared to the prior year. The decreased loss in 2010 was primarily due to the reversal of \$1,200,000 in stock compensation expense resulting from the modification of performance milestone awards, as discussed above.

Our resort/residential segment activities include land planning and entitlement activities related to our potential residential developments, which include the Centennial master-planned community and TMV. Each of our resort/residential projects is being developed through a joint venture. The intent of such joint venture agreements is to provide a source of capital and allow the significant costs and business risks inherent in these projects to be shared with our venture partners.

We expect near-term activities within this segment to be focused on obtaining entitlements for the Centennial project, located in Los Angeles County, defending the legal challenges to the TMV EIR, performing work

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necessary to receive the appropriate permits for TMV, and stewardship activities. The resort/residential segment will continue to incur costs in the future related to professional service fees, public relations costs, and staffing costs as we continue the entitlement process for the above communities and continue to meet our obligations under the Conservation Agreement. The actual timing and completion of entitlement-related activities is difficult to predict due to the uncertainties of the approval process and the possibility of litigation upon approval of our entitlements in the future. We will also continue to evaluate land resources to determine the highest and best use for our land holdings. Our long-term goal through this process is to increase the value of our land and create future revenue opportunities through resort and residential development.

Since we are in the process of achieving entitlements for our Centennial community, we do not have a fully approved project and therefore we do not have inventory for sale in the current market. We received entitlement approval for our TMV community during 2009 and affirmation of these approvals in November 2010 from the Kern County Superior Court. The Court's decision has been appealed. Although this legal challenge does not preclude us from commencing the development of TMV, we generally believe it is more prudent to have lawsuits settled or finally determined before beginning development. We are continuously monitoring the markets in order to identify the appropriate time in the future to begin infrastructure improvements and lot sales. Our long-term business plan of developing the communities of Centennial and TMV remains unchanged. As the economy slowly improves we believe the perception of land values will also begin to improve and the long-term fundamentals that support housing demand in our region, primarily California population growth and household formation will also improve.

See Item 1, "Business – Real Estate Operations" for a further discussion of real estate development activities.

### **Farming**

Farming segment profits improved \$775,000 during 2011 when compared to 2010. The improvement is primarily due to \$1,819,000 increased almond profits, \$1,247,000 increased winegrape profits and \$664,000 lower water costs. These increases were partially offset by \$2,837,000 lower pistachio profits. The increase in almond profits is due to an increase of approximately 2.5 million pounds of almonds sold during 2011, of which 1.5 million are from prior year crops, which were partially offset by a slight decline in prices. The improved winegrape profits were primarily due to a 19% increase in price and an 11% increase in production. The reduced pistachio profits were primarily due to a 35% decrease in pounds sold, while an increase in prices helped to partially offset the decline in production. There was approximately 413,000 pounds of pistachio inventory at December 31, 2011 and no pistachio inventory at December 31, 2010. Almond inventory was approximately 1,880,000 and 2,017,000 pounds at December 31, 2011 and 2010, respectively. During 2011, farming costs increased \$1,661,000. This increase was due to higher cost of sales that is related to the increase in the number of pounds of almonds sold. This higher cost of sales was partially offset by a \$614,000 decline in fixed water costs due to the receipt of refunds tied to the final closing of the SWP 2009 water year.

Thus far in 2012, the price for almonds has increased steadily due to the stable demand in U.S. and world markets. The current range of almond prices is \$1.73 to \$2.30 per pound depending on the variety. As the value of the dollar was relatively weak against foreign currencies during most of 2011 and 2010, the demand for U.S. almonds remained steady and built on the growth from prior years. The continued demand for U.S. almonds in 2011 and 2012 is largely tied to almonds being very competitive price wise for foreign buyers and being the nut of choice for these buyers at current prices. Strengthening of the U.S. dollar and slow global economic growth could result in downward pressure on almond prices and decreased demand for the product we are carrying in our year-end inventory.

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The following table reflects crop revenues in thousands for the last three years by variety of product and crop year. Production of almonds, pistachios and walnuts are stated in thousands of pounds and production of winegrapes is stated in thousands of tons. Average prices are stated on a per pound basis for almonds, and pistachios, and average prices are stated on a per ton basis for winegrapes.

	2011			2010			2009		
	Revenue	Production	Average Price	Revenue	Production	Average Price	Revenue	Production	Average Price
<b>ALMONDS (lbs.)</b>									
Current year crop	\$ 4,409	2,524	\$ 1.75	\$ 2,685	1,526	\$ 1.76	\$ 4,976	3,233	\$ 1.54
Prior year crops	3,495	2,017	1.73	1,218	523	2.33	1,431	1,087	1.32
Price Adjustment	531			287			327		
Signing bonus	—			51			55		
Subtotal Almonds	<u>\$ 8,435</u>	<u>4,541</u>		<u>\$ 4,241</u>	<u>2,049</u>		<u>\$ 6,789</u>	<u>4,320</u>	
<b>PISTACHIOS (lbs.)</b>									
Current year crop	\$ 5,209	2,401	\$ 2.17	\$ 8,917	3,644	\$ 2.45	3,280	1,853	\$ 1.77
Price Adjustment	1,335			823			252		
Subtotal Pistachios	<u>\$ 6,544</u>	<u>2,401</u>		<u>\$ 9,740</u>	<u>3,644</u>		<u>\$ 3,532</u>	<u>1,853</u>	
<b>WINEGRAPES (tons)</b>									
Current year crop	\$ 5,948	20	\$ 302	\$ 4,554	18.6	\$ 245	\$ 2,659	11.3	\$ 235
Price Adjustment	16			34			—		
Subtotal Winegrapes	<u>5,964</u>			<u>4,588</u>			<u>2,659</u>		
Total crop proceeds	<u>\$20,943</u>			<u>\$18,569</u>			<u>\$12,980</u>		
Other farming revenues	69			7			3		
Total farming revenues	<u>\$21,012</u>			<u>\$18,576</u>			<u>\$12,983</u>		

All of our crops are sensitive to the size of each year's world crop. Large crops in California and abroad can depress prices. With current grape production more in line with demand, the downward pressure on prices has been alleviated and we believe prices could improve as they have the last two years or, at a minimum, remain at current levels. Our long-term projection is that crop production, especially of almonds and pistachios will continue to increase on a statewide basis over time because of new plantings, which could negatively impact future prices if the growth in demand does not keep pace with production. While demand for product continues to be strong and grow, any significant increase in the U.S. dollar along with slow global economic growth could have a negative impact on the markets. It is too early to project 2012 crop yields and what impact that they may have on prices later in 2012.

Water delivery and water availability continues to be a long-term concern within California. Any limitation of delivery of SWP water and the absence of available alternatives during drought periods could potentially cause permanent damage to orchards and vineyards. While this could impact us, we believe we have sufficient water resources available to meet our requirements in 2011. Please see our discussion on water in Item 2, "Properties—Water Operations."

Farming segment profits were \$7,662,000 in 2010, an increase of \$6,483,000 or 550% when compared to the prior year. The significant increase is primarily driven by a significant increase in pistachio and wine grape revenues, partially offset by lower almond revenues.

In 2010, pistachio revenues increased \$6,208,000, or 176%, to \$9,740,000. Pistachio yields increased 1,791,000 pounds to 3,644,000 pounds in 2010 compared to 2009. This increase in production was an unexpected yield for an "off" production year. This improvement in production was largely due to the near perfect weather during the pollination period for the trees. This resulted in a significant increase in the pounds available for sale compared

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to our estimate and the prior year production. In addition to the increase in yield, the average price per pound increased \$0.68, or 38%, to \$2.45 per pound in 2010 from \$1.77 per pound in 2009. The price increase for pistachios was attributable to a worldwide crop shortage. Given the 2010 crop size, we expect the 2011 crop to reset itself to an “off” production year.

Grape revenues for the 2010 crop increased \$1,929,000, or 73%, to \$4,588,000 as compared to 2009 due to increased production. In 2010, grape production increased approximately 7.3 tons, or 65%, as compared to 2009, as production volumes improved within existing vineyards and a new vineyard became productive. We have long-term contracts for our grape crops ranging from one to thirteen years. Grape prices are remaining relatively stable in spite of increased California production as new plantings from recent years have come into production.

In 2010, almond revenues decreased \$2,548,000, or 38%, to \$4,241,000. Sales of current year crop almonds accounted for \$2,685,000 of 2010 revenues compared to current year crop sales in 2009 of \$4,976,000. This decrease in almond revenues is primarily due to a delay in the harvest due to weather conditions, which in turn required the ground storage of a significant portion of the harvested almonds.

Our 2010 almond revenues also include \$1,218,000 of revenue from the sale of 2009 and prior year crop almonds in 2010, as compared to \$1,431,000 of 2009 farming revenues attributable to the sale of 2008 and prior year crop almonds. These sales reflect amounts held in inventory at the end of the prior year and sold in the following calendar year. We were carrying approximately 2,153,000 gross pounds of almonds in our inventory as of December 31, 2010, which was sold in 2011.

For further discussion of the farming operations, refer to Item I “Business—Farming Operations.”

### **Investment Income**

Investment income increased \$281,000, or 29%, to \$1,260,000 during 2011 when compared to 2010, primarily due to an increase in average investment balances, as a result of the proceeds from the sale of the conservation easements. Investment income for 2010 fell \$661,000, or 40%, to \$979,000 due to the timing of new investments and much lower investment and reinvestment rates during 2010 as compared to rates on matured investments. Lower investment rates led to an overall decline of 112 basis points in the weighted average return of the investment portfolio. The above interest income relates to our marketable securities portfolio as further disclosed in Footnote 2, “Marketable Securities”, of our Financial Statements for the year ended December 31, 2011.

### **Interest Expense**

Interest incurred during 2011, 2010, and 2009 was \$178,000, \$180,000 and \$306,000, respectively, of which \$178,000, \$171,000 and \$236,000, respectively, was capitalized.

### **Corporate Expenses**

Corporate expenses increased \$6,665,000 during 2011 when compared to 2010, primarily due to a \$5,325,000 increase in stock compensation due to the reversal of \$4,487,000 of stock compensation expense in 2010. Amortization expense increased resulting from the \$11,000,000 water contract purchase in December 2010. In 2011, we centralized our marketing and communications efforts resulting in a \$271,000 increase in marketing expenses at the corporate division with offsetting decreases in other segments, resulting in no change in company-wide marketing expenses in 2011 compared to 2010.

Corporate expenses of \$5,612,000 in 2010 represented a decrease of \$1,699,000 when compared to 2009 due primarily to the reversal of stock compensation expenses, which was partially offset by increases in bonus expense as well as increases in professional service fees. Additionally, in 2010 there were increases in depreciation, professional services, licenses and fees relating to our records and information management system coming online.

### **Equity in Earnings of Unconsolidated Joint Ventures**

Equity in earnings of unconsolidated joint ventures increased \$375,000 to \$916,000 during 2011 when compared to 2010. The increase is primarily due to a \$667,000, or 55%, increase in earnings from our TA/Petro joint venture as a result of a 9% increase of non-fuel margins and an 11% increase in fuel margins. The increase in fuel margins was mainly due to a 36% and 24% increase in average price per gallon for diesel and gasoline, respectively, while fuel volumes fluctuated slightly when compared to 2010.

This increase from the TA/Petro results was partially offset by a \$217,000 increase in net loss from our Five-West Parcel joint venture, mainly due to the write-off of the straight-line deferred rent balance. The write-off was a result of lease renegotiations with a tenant occupying approximately 20% of the building. In December 2011, we signed a lease with a new tenant, Dollar General, to occupy the remaining 80% of the building, with the intent to occupy the entire building within the next 18 months.

Within our Centennial joint venture, our partners are Pardee Homes, Lewis Investment Company and Standard Pacific Corp. We have stated in past filings that the Centennial joint venture operating agreement was amended in August 2009 to allow our partners to become non-funding members during the entitlement phase of the project while we continue as the sole funding partner. During this period any non-funding partner's percentage ownership interest will be diluted by a 2-to-1 ratio with regard to the amount of capital contributed on such partner's behalf. Consequently, the operating results of Centennial Founders, LLC were consolidated effective July 1, 2009. Despite this change, our partners continue to be involved in an advisory capacity and may re-elect contributing status at a later time. At December 31, 2011 we have a 68.06% ownership position in Centennial Founders, LLC.

The 606,000 square foot building owned by our Five-West Parcel joint venture remained partially leased during most of 2011. In December 2011, we completed a lease with Dollar General for the remainder of the building. Lease payments begin in April, 2012 after tenant improvements are substantially completed. In November 2009, the construction loan on the building was repaid as the required coverage ratio had not been achieved. Replacement financing was completed in August 2010. The replacement financing is for a maximum loan amount of \$11,000,000. The current outstanding loan balance is \$8,625,000. The \$2,375,000 of loan availability will be used in early 2012 to reimburse the Five-West Parcel joint venture for tenant improvement costs related to the Dollar General lease. This note is due in 2013. The replacement financing is fully secured by the building as well as guarantees from each partner. We do not believe the bank will call on the guarantees provided.

In 2010, we recognized net earnings of \$541,000 from unconsolidated joint ventures compared to \$374,000 of net earnings in 2009. Our largest contributor to equity in earnings of joint ventures is the TA/Petro joint venture. For 2010, this joint venture provided \$1,205,000 in earnings. This is a decline of \$199,000 when compared to 2009 due to higher operating expenses because of a full year of operations at the new TA site and to a full year of interest expense. A favorable variance for 2010 in the TA/Petro joint venture was the increase in volume and activity at the travel centers as revenues grew due to a full 12 months of operations at the new site and higher diesel sales volumes. Offsetting the decline in earnings at the TA/Petro joint venture was an improvement in the loss from the Five West Parcel joint venture due to a full year of lease revenues from a tenant in a portion of the building. During 2010, our portion of the loss declined to \$625,000 from \$936,000 in 2009.

### **Income Taxes**

For financial statement purposes, our effective tax rate for 2011 was 31.8% after taking into consideration permanent and temporary timing differences. Our effective tax rate is impacted by the noncontrolling interest held in the Centennial Founders, LLC partnership because income (loss) before income taxes includes losses allocable to the noncontrolling interest. Our tax expense for 2011 was \$7,367,000. During 2011, our largest permanent tax difference was related to depletion allowances. We had a tax payable at December 31, 2011 of \$2,484,000. During 2011, the Company paid \$6,600,000 in state and federal income taxes and received a \$1,598,000 federal refund.

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For 2011, we had net deferred tax assets of \$7,944,000. Our largest deferred tax assets were made up of temporary differences related to the capitalization of costs, pension adjustments, and stock grant expense. Deferred tax liabilities consist of depreciation, deferred gains, cost of sale allocations, and straight-line rent. Due to the nature of most of our deferred tax assets, we believe they will be used in future years and an allowance is not necessary.

### Liquidity and Capital Resources

**Cash Flow and Liquidity.** Our financial position allows us to pursue our strategies of land entitlement, development, and conservation. Accordingly, we have established well-defined priorities for our available cash, including investing in core business segments to achieve profitable future growth. We have historically funded our operations with cash flows from operating activities, cash and investments, and short-term borrowings from our bank credit facilities. In the past, we have also issued common stock and used the proceeds for capital investment activities. To enhance shareholder value, we will continue to make investments in our real estate segments to secure land entitlement approvals, build infrastructure for our developments, ensure adequate future water supplies, and provide funds for general land development activities. Within our farming segment, we will make investments as needed to improve efficiency and add capacity to its operations when it is profitable to do so.

Our cash, cash equivalents and short-term marketable securities totaled approximately \$86,938,000 at December 31, 2011, an increase of \$15,926,000, from the corresponding amount at the end of 2010. Cash and marketable securities increased in 2011 due to the sale of the conservation easements for \$15,750,000. We also sold approximately 46 acres of land to Caterpillar for approximately \$4,988,000. This inflow was partially offset by our continuing investments in our real estate projects and investments in our joint ventures.

The following table summarizes the cash flow activities for the last three years:

<i>(in thousands)</i>	Year Ended December 31		
	2011	2010	2009
Operating activities	\$ 9,484	\$ 3,199	\$ 1,361
Investing activities	\$(18,168)	\$(33,568)	\$(11,423)
Financing activities	\$ 5,029	\$ 51,713	\$ 6,865

During 2011, our operations provided \$9,484,000 of cash primarily from the positive impact of operating activities including increased oil royalties, crop sales, an oil exploration lease payment, for which revenue is being recognized over the term of the lease, and the collection of farming receivables, partially offset by increased farming inventory costs.

Operations during 2010 provided \$3,199,000 in cash, which is an improvement of \$1,838,000, or 135%, when compared to 2009. The improvement compared to 2009 is due to our net income for the year after considering the impact of non-cash operating expenses, and a \$1,440,000 distribution from the TA/Petro joint venture. These improvements were partially offset by increases in current assets that reflect the growth in farming activities during 2010.

During 2011, we invested \$18,168,000 of cash primarily as a result of the \$20,305,000 net investment in marketable securities, \$13,649,000 in capital expenditures, described below, \$4,457,000 in contributions in our unconsolidated joint ventures and \$485,000 investment in Horizon Nut Company, a pistachio processing company. The above outflows are partially offset by the proceeds from the sale of conservation easements for \$15,750,000, and \$4,988,000 of proceeds from the sale of land. Included in the \$13,649,000 capital expenditures during 2011 was \$5,830,000 related to Centennial Founders, LLC. The remaining capital expenditures consisted of investments in TRCC infrastructure and ordinary capital expenditures such as farm equipment replacements. We also contributed \$3,923,000 of capital to TMV and \$534,000 to the Five West Parcel and 18-19 West joint ventures.

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During 2010, we invested \$33,568,000 compared to \$11,423,000 in 2009. Our investments during 2010 are primarily related to marketable securities, water purchases, our active real estate projects, our farming division, and joint ventures. We invested \$14,196,000 in property and equipment, of which \$12,800,000 was invested in real estate projects. Of this amount, \$7,600,000 was related to the Centennial Founders, LLC joint venture. The remaining amount of investment was related to infrastructure and building costs at TRCC and equipment and farm development costs. We also purchased 1,993 acre-feet of SWP water during the year and invested in additional banking water at a total cost of \$11,981,000. We continue to believe water is a valuable long-term asset for our future needs and we will continue to evaluate and possibly invest in new water sources and water infrastructure in the future. Within our joint ventures we contributed \$4,375,000 of capital to TMV and \$219,000 to the Five-West Parcel and 18-19 West joint ventures. Our largest investment for the year was tied to the investment of a portion of the rights offering proceeds into short-term marketable securities for our use in the near-term future.

We anticipate that our capital investment requirements for 2012 could be as high as \$28,000,000. These estimated investments include approximately \$6,000,000 of infrastructure and entitlement investment for real estate development projects within TRCC, approximately \$2,400,000 of investment within our operating segments and corporate operations for the replacement of equipment, and approximately \$1,100,000 in new grape vineyard development within farming. The new farming development is a part of a new long-term farm management plan that provides for the replacement of older vineyards and orchards as production declines. In 2012, we expect to contribute approximately \$14,500,000 to our various joint ventures, including Centennial Founders, LLC, and make an additional \$4,000,000 investment in water assets. We continue to add to our current water assets and water infrastructure to help secure our ability to supply water to our farming and real estate activities and as a future investment, since we believe that the cost of water in California will continue to increase. Investments in water are expected to continue at varied levels in future years.

During 2011, financing activities provided \$5,029,000 in cash, primarily as a result of proceeds from the exercise of stock options, partially offset by payroll taxes on issuance of restricted stock grants.

Financing activities generated net cash of \$51,713,000 during 2010. The primary source of this increase in cash was the successful rights offering completed in June 2010. A portion of these funds were used to pay off the outstanding balance on our working line of credit. We currently have no outstanding balance on our line of credit. As discussed above, during the second quarter of 2010 we completed a rights offering. Under the terms of the rights offering, we distributed at no charge to the stockholders of the Company, one transferable subscription right for each share of Tejon common stock owned by such stockholders as of May 21, 2010, the record date. The rights offering also included an over subscription privilege, which entitled a stockholder who exercised all of its basic subscription rights the right to purchase additional shares of common stock that remained unsubscribed at the end of the rights offering period. At the completion of the rights offering we issued 2,608,735 shares of stock raising approximately \$60,000,000 of new capital.

It is difficult to accurately predict cash flows due to the nature of our businesses and fluctuating economic conditions. Our earnings and cash flows will be affected from period to period by the commodity nature of our farming operations and the timing of sales and leases of property within our development projects. The timing of sales and leases within our development projects is difficult to predict due to the time necessary to complete the development process and negotiate sales or lease contracts. Often, the timing aspect of land development can lead to particular years or periods having more or less earnings than comparable periods. Based on our experience, we believe we will have adequate cash flows and cash balances over the next twelve months to fund internal operations.

**Capital Structure and Financial Condition.** At December 31, 2011, total capitalization was \$300,729,000, consisting of \$290,000 of debt and \$300,439,000 of equity and resulting in a debt-to-total-capitalization ratio of less than 1%, which is more than a 4% decline from the prior year's debt-to-total-capitalization ratio.

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We have a long-term revolving line of credit of \$30,000,000 that, as of December 31, 2011, had no outstanding balance. At the Company's option, the interest rate on this line of credit floats at 2.50% over a selected LIBOR rate or can be fixed at 2.25% above a selected LIBOR rate for a fixed rate term. During the term of this credit facility (which matures in October 2013), we can borrow at any time and partially or wholly repay any outstanding borrowings and then re-borrow, as necessary. Under the terms of the line of credit, we must maintain tangible net worth, defined as total equity, including noncontrolling interest, plus debt less intangible assets, not less than \$175,000,000 and liquid assets of not less than \$25,000,000. At December 31, 2011 our tangible net worth was \$300,439,000 and liquid assets were \$86,938,000. A portion of our farm acreage secures this line of credit. The outstanding long-term debt, less current portion of \$37,000, is \$253,000 at December 31, 2011. This debt is being used to provide long-term financing for a building being leased to Starbucks and the leased building and land secure the debt.

Our current and future capital resource requirements will be provided primarily from current cash and marketable securities, cash flow from ongoing operations, proceeds from the sale of developed and undeveloped parcels, potential sales of assets, sales of easements over our land, additional use of debt, proceeds from the reimbursement of public infrastructure costs through the Community Facilities District bond debt (described below under "Off-Balance Sheet Arrangements"), and the issuance of common stock. As noted above, we have \$86,938,000 in cash and securities at December 31, 2011 and current availability on lines of credit to meet any short-term liquidity needs.

We continue to expect that substantial future investments will be required in order to develop our land assets. In order to meet these long-term capital requirements, we may need to secure additional debt financing and continue to renew our existing credit facilities. In addition to debt financing, we will use other capital alternatives such as joint ventures with financial partners, sales of assets, sales of easements, and the issuance of common stock. There is no assurance that we can obtain financing or that we can obtain financing at favorable terms. We believe we have adequate capital resources to fund our cash needs and our capital investment requirements as described earlier in the cash flow and liquidity discussions.

**Contractual Cash Obligations.** The following table summarizes our contractual cash obligations and commercial commitments as of December 31, 2011, to be paid over the next five years:

(in thousands)	Payments Due by Period (\$ in thousands)				
	Total	< 1 year	1-3 years	3-5 years	More than 5 years
<b>CONTRACTUAL OBLIGATIONS:</b>					
Long-term debt	\$ 290	\$ 37	\$ 83	\$ 95	\$ 75
Interest on fixed rate debt	68	18	29	17	4
Line of credit commitment fees	30	30	—	—	—
Letter of credit commitment fees	33	33	—	—	—
Cash contract commitments	1,808	1,808	—	—	—
Tejon Conservancy advances	4,600	640	880	880	2,200
Total contractual obligations	<u>\$6,829</u>	<u>\$2,566</u>	<u>\$ 992</u>	<u>\$ 992</u>	<u>\$ 2,279</u>

The categories above include purchase obligations and other long-term liabilities reflected on our balance sheet under GAAP. A "purchase obligation" is defined in Item 303(a)(5)(ii)(D) of Regulation S-K as "an agreement to purchase goods or services that is enforceable and legally binding on us and that specifies all significant terms, including: fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of the transaction." Based on this definition, the table above includes only those contracts that include fixed or minimum obligations. It does not include normal purchases, which are made in the ordinary course of business.

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Our cash contract commitments consist of contracts in various stages of completion related to infrastructure development within our industrial developments and entitlement costs related to our industrial and residential development projects. At the present time, we do not have any capital lease obligations or purchase obligations outstanding. Our operating lease obligations are for office equipment, several vehicles, and a temporary trailer providing office space and average approximately \$17,000 per month.

Our financial obligations to the Conservancy are prescribed in the Conservation Agreement. Our advances to the Conservancy are dependent on the occurrence of certain events and their timing, and are therefore subject to change in amount and period. The amounts included above are the minimum amounts we anticipate contributing through the year 2021. The obligation shown above represents eighty percent of the total required obligations under the Conservation Agreement for the next three years and fifty-five percent thereafter. These percentages take into consideration current and anticipated cash funding levels of the Company to the TMV LLC and the Centennial Founders, LLC and the anticipated funding levels of our joint venture partners.

As discussed in Note 13 to the Consolidated Financial Statements, we have long-term liabilities for deferred employee compensation, including pension and supplemental retirement plans. Any payments related to the supplemental executive retirement plan are not included above since they are dependent upon when the employee retires or leaves the Company. In addition, minimum pension funding requirements are not included above, as such amounts are not available for all periods presented. During 2011, we made approximately \$791,000 in pension plan contributions, compared to \$880,000 in pension plan contributions in 2010. We estimate that we will contribute approximately \$750,000 to the pension plan in 2012.

### Off-Balance Sheet Arrangements

The following table shows contingent obligations we have with respect to the CFDs.

(\$ in thousands)	Amount of Commitment Expiration Per Period				After 5 Years
	Total	< 1 year	1 -3 Years	4 -5 Years	
<b>OTHER COMMERCIAL COMMITMENTS:</b>					
Standby letter of credit	\$2,189	\$2,189	\$ —	\$ —	\$ —
Total other commercial commitments	<u>\$2,189</u>	<u>\$2,189</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>

TRPFFA, is a joint powers authority formed by Kern County and TCWD to finance public infrastructure within the Company's Kern County developments. TRPFFA created two CFDs, the West CFD and the East CFD. The West CFD has placed liens on 1,728 acres of the Company's land to secure payment of special taxes related to \$30,000,000 of bond debt sold by TRPFFA for TRCC-West. The East CFD has placed liens on 1,931 acres of the Company's land to secure payments of special taxes related to \$12,670,000 of bond debt sold by TRPFFA for TRCC-East. At TRCC-West, the West CFD has no additional bond debt approved for issuance. At TRCC-East, the East CFD has approximately \$107,000,000 of additional bond debt authorized by TRPFFA.

In connection with the sale of bonds there is a standby letter of credit for \$4,584,000 related to the issuance of West CFD bonds and a standby letter of credit for \$2,189,000 related to the issuance of East CFD bonds. The standby letters of credit are in place to provide additional credit enhancement and cover approximately two years worth of interest on the outstanding bonds. These letters of credit will not be drawn upon unless the Company, as the largest landowner in each CFD, fails to make its property tax payments. The Company believes that the letters of credit will never be drawn upon. These letters of credit are for two-year periods of time and will be renewed in two-year intervals as necessary. The annual cost related to the letters of credit is approximately \$100,000. In February 2012, two series of West CFD Bonds were refinanced to lower the interest rate. This refinancing allowed for the release of the above \$4,584,000 letter of credit.

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Market risk represents the risk of loss that may impact the financial position, results of operations, or cash flows of the Company due to adverse changes in financial or commodity market prices or rates. We are exposed to market risk in the areas of interest rates and commodity prices.

**Financial Market Risks**

Our exposure to financial market risks includes changes to interest rates and credit risks related to marketable securities, interest rates related to our outstanding indebtedness and trade receivables.

The primary objective of our investment activities is to preserve principal while at the same time maximizing yields and prudently managing risk. To achieve this objective and limit interest rate exposure, we limit our investments to securities with a maturity of less than five years and an investment grade rating from Moody's or Standard and Poor's. See Note 2 of the Notes to Consolidated Financial Statements, Marketable Securities.

The Company has potential interest rate risk exposure on its line of credit, which as of December 31, 2011 had no outstanding balance. The Company does have some interest rate exposure related to its 2011 long-term debt currently outstanding. The line-of-credit interest rate can be tied to a LIBOR rate on a floating or fixed basis and the rate would change when that rate changes. The long-term debt (\$290,000 as of December 31, 2011) has a fixed interest rate and the fair value of this long-term debt will change based on interest rate movements in the market. The floating rate feature in our line of credit can expose us to variability in interest payments due to changes in interest rates. We believe it is prudent at times to limit the variability of floating-rate interest payments and in the past have entered into interest rate swaps to manage those fluctuations.

At December 31, 2011, we had no outstanding interest rate swap agreements. However, TA/Petro, an unconsolidated joint venture, has an interest rate swap agreement with respect to \$18,716,000 of its long-term debt to manage interest rate risk by converting floating-interest rate debt to fixed-rate debt. This swap agreement matures in August 2012 and is a contract to exchange variable-rate for fixed-rate interest payments periodically over the life of the agreement. The interest rate swap fixed rate is 6.05%. As of December 31, 2011, the Company's portion of the change in fair market value of the interest rate swap was a loss of \$130,000.

Market risk related to our inventories ultimately depends on the value of the almonds, winegrapes, and pistachios at the time of payment or sale. Credit risk related to our receivables depends upon the financial condition of our customers. Based on historical experience with current customers and periodic credit evaluations of our customers' financial conditions, we believe our credit risk is minimal. Market risk related to our inventories is discussed below in commodity price exposure.

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The following tables provide information about our financial instruments that are sensitive to changes in interest rates. The tables present the related weighted-average interest rates by expected maturity dates of our marketable securities and debt obligations.

Interest Rate Sensitivity Financial Market Risks  
Principal Amount by Expected Maturity  
At December 31, 2011  
(\$ in thousands)

	2012	2013	2014	2015	2016	Thereafter	Total	Fair Value 12/31/2011
<b>Assets:</b>								
Marketable securities	\$10,622	\$25,756	\$21,100	\$10,686	\$ —	\$ —	\$68,164	\$ 68,566
Weighted average interest rate	3.19%	1.87%	1.47%	1.72%	—	—	1.86%	
<b>Liabilities:</b>								
Long-term debt	\$ 37	\$ 40	\$ 43	\$ 46	\$ 49	\$ 75	\$ 290	\$ 290
Weighted average interest rate	6.75%	6.75%	6.75%	6.75%	6.75%	6.75%	6.75%	

Interest Rate Sensitivity Financial Market Risks  
Principal Amount by Expected Maturity  
At December 31, 2010  
(\$ in thousands)

	2011	2012	2013	2014	2015	Thereafter	Total	Fair Value 12/31/2010
<b>Assets:</b>								
Marketable securities	\$9,979	\$10,454	\$19,322	\$7,151	\$1,594	\$ —	\$48,500	\$ 48,985
Weighted average interest rate	2.37%	2.84%	2.12%	1.93%	2.15%	—	2.30%	
<b>Liabilities:</b>								
Long-term debt	\$ 35	\$ 37	\$ 40	\$ 43	\$ 46	\$ 124	\$ 325	\$ 325
Weighted average interest rate	6.75%	6.75%	6.75%	6.75%	6.75%	6.75%	6.75%	

In comparison to the prior year, our risk with regard to fluctuations in interest rates has decreased related to the use of debt because there is no outstanding balance on our line of credit. Our risk with regard to fluctuations in interest rates has increased slightly related to marketable securities since these balances have increased compared to the prior year.

### Commodity Price Exposure

We have exposure to adverse price fluctuations associated with certain inventories and accounts receivable. Inventories consist of farming and processing costs related to 2011 almond production and 2012 crop production. The farming costs inventoried are recorded as actual costs incurred. Historically, these costs have been recovered each year when that year's crop harvest has been sold.

With respect to accounts receivable, the amount at risk relates primarily to farm crops. These receivables are often recorded as estimates of the prices that ultimately will be received for the crops. The final price is generally not known for several months following the close of our fiscal year. Of the accounts receivable outstanding at December 31, 2011, \$5,239,000 is at risk to changing prices. Of that amount, \$1,623,000 is attributable to almonds and \$3,616,000 is attributable to pistachios. The comparable amounts of accounts receivable at

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December 31, 2010 were \$1,643,000 related to almonds and \$6,543,000 related to pistachios. The price estimated for recording accounts receivable at December 31, 2011 was \$1.75 per pound for almonds. For every \$0.01 change in the price of almonds, our receivable for almonds changes by \$9,000. Although the final price of almonds (and therefore the extent of the risk) is not presently known, over the last three years prices have averaged from \$1.57 to \$2.07. With respect to pistachios, the price estimated for recording the receivable was \$2.17 per pound, so for each \$0.01 change in the price of pistachios, our receivable changes by \$17,000, and the range of final prices over the last three years for pistachios has been \$1.91 to \$2.75.

### **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

The response to this Item is submitted in a separate section of this Form 10-K.

### **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

Not applicable.

### **ITEM 9A. CONTROLS AND PROCEDURES**

#### **(a) Evaluation of Disclosure Controls and Procedures**

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer, Chief Financial Officer and Controller, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rules 13a-15 and 15d-15 of the Securities Exchange Act of 1934, as amended, or the Exchange Act. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective in ensuring that all information required in the reports we file or submit under the Exchange Act was accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure and was recorded, processed, summarized and reported within the time period required by the rules and regulations of the SEC.

#### **(b) Changes in Internal Control over Financial Reporting**

There have been no changes in our internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Rule 13a-15 or Rule 15d-15 under the Exchange Act that occurred during our last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

See Management's Report on Internal Control Over Financial Reporting on pages 60 and 61, respectively.

### **ITEM 9B. OTHER INFORMATION**

None.

**PART III****ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Information as to our Executive Officers is set forth in Part I, Item 1 of this Form 10-K under “Executive Officers of Registrant.” Other information required by this Item is incorporated by reference from the definitive proxy statement to be filed by us with the SEC with respect to our 2012 Annual Meeting of Stockholders.

**ITEM 11. EXECUTIVE COMPENSATION**

Information required by this Item is incorporated by reference from the definitive proxy statement to be filed by us with the SEC with respect to our 2012 Annual Meeting of Stockholders.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS****(a) Security Ownership of Certain Beneficial Owners and Management.**

Information required by this Item with respect to security ownership of certain beneficial owners and management is incorporated by reference from the definitive proxy statement to be filed by us with the SEC with respect to our 2012 Annual Meeting of Stockholders.

**(b) Securities Authorized for Issuance under Equity Compensation Plans.**

The following table shows aggregated information as of December 31, 2011 with respect to all of our compensation plans under which our equity securities were authorized for issuance. At December 31, 2011, we had, and we presently have, no other compensation contracts or arrangements for the issuance of any such equity securities and there were then, and continue to be, no compensation plans, contracts or arrangements which were not approved by our stockholders. More detailed information with respect to our compensation plans is included in Note 7 and Note 8 of Notes to Consolidated Financial Statements.

Equity Compensation Plan Information

<u>Equity compensation plans approved by security holders</u>	<u>Number of securities to be issued upon exercise of outstanding options/grants</u> (a)	<u>Weighted- average exercise price of outstanding options</u> (b)	<u>Number of securities remaining available for future issuance under equity compensation plans (excluding securities) reflected in column (a)</u> (c)
Stock options granted	66,693	\$27.32	423,289
Restricted stock grants and restricted stock units at target goal achievement	744,508	Final price determined at time of vesting	423,289

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

Information required by this Item is incorporated by reference from the definitive proxy statement to be filed by us with the SEC with respect to our 2012 Annual Meeting of Stockholders.

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

Information required by this Item is incorporated by reference from the definitive proxy statement to be filed by us with the SEC with respect to our 2012 Annual Meeting of Stockholders.

**PART IV**

**ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K**

<u>(a) Documents filed as part of this report:</u>	<u>Page Number</u>
1. <u>Consolidated Financial Statements:</u>	
1.1 Report of Independent Registered Public Accounting Firm	52
1.2 Consolidated Balance Sheets – December 31, 2011 and 2010	53
1.3 Consolidated Statements of Operations - Years Ended December 31, 2011, 2010 and 2009	54
1.4 Consolidated Statement of Comprehensive Income (Loss) - Years Ended December 31, 2011, 2010, and 2009	55
1.5 Consolidated Statements of Equity - Years Ended December 31, 2011, 2010, and 2009	56
1.6 Consolidated Statements of Cash Flows - Years Ended December 31, 2011, 2010, and 2009	57
1.7 Notes to Consolidated Financial Statements	58
2. <u>Supplemental Financial Statement Schedules:</u>	
None.	
3. <u>Exhibits:</u>	
3.1 Restated Certificate of Incorporation	FN 1
3.2 By-Laws	FN 1
4.1 Form of First Additional Investment Right	FN 2
4.2 Form of Second Additional Investment Right	FN 3
4.3 Registration and Reimbursement Agreement	FN 11
10.1 Water Service Contract with Wheeler Ridge-Maricopa Water Storage District (without exhibits), amendments originally filed under Item 11 to Registrant’s Annual Report on Form 10-K	FN 4
10.5 Petro Travel Plaza Operating Agreement	FN 5
10.6 *Amended and Restated Stock Option Agreement Pursuant to the 1992 Employee Stock Incentive Plan	FN 5
10.7 *Severance Agreement	FN 5
10.8 *Director Compensation Plan	FN 5
10.9 *Amended and Restated Non-Employee Director Stock Incentive Plan	FN 16

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10.9(1)	*Stock Option Agreement Pursuant to the Non-Employee Director Stock Incentive Plan	FN 5
10.10	*Amended and Restated Stock Incentive Plan	FN 17
10.10(1)	*Stock Option Agreement Pursuant to the 1998 Stock Incentive Plan	FN 5
10.11	*Employment Contract - Robert A. Stine	FN 5
10.12	Lease Agreement with Calpine Corp.	FN 6
10.15	Form of Securities Purchase Agreement	FN 8
10.16	Form of Registration Rights Agreement	FN 9
10.17	*2004 Stock Incentive Program	FN 10
10.18	*Form of Restricted Stock Agreement	FN 10
10.19	*Form of Restricted Stock Unit Agreement	FN 10
10.23	Tejon Mountain Village LLC Operating Agreement	FN 12
10.24	Tejon Ranch Conservation and Land Use Agreement	FN 13
10.25	Second Amended and Restated Limited Liability Agreement of Centennial Founders, LLC	FN 18
21	List of Subsidiaries of Registrant	
23.1	Consent of Ernst & Young LLP, independent registered public accounting firm	
31.1	Certification as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	
31.2	Certification as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	
32	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	
101.INS	XBRL Instance Document.	
101.SCH	XBRL Taxonomy Extension Schema Document.	
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.	
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.	
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.	
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.	

\* Management contract, compensatory plan or arrangement.

FN 1	This document, filed with the Securities and Exchange Commission in Washington D.C. (file number 1-7183) under Item 14 to our Annual Report on Form 10-K for year ended December 31, 1987, is incorporated herein by reference.
FN 2	This document, filed with the Securities and Exchange Commission in Washington, D.C. (file number 1-7183) as Exhibit 4.3 to our Current Report on Form 8-K filed on May 7, 2004, is incorporated herein by reference.
FN 3	This document, filed with the Securities and Exchange Commission in Washington, D.C. (file number I-7183) as Exhibit 4.4 to our Current Report on Form 8-K filed on May 7, 2004, is incorporated herein by reference.
FN 4	This document, filed with the Securities and Exchange Commission in Washington D.C. (file number 1-7183) under Item 14 to our Annual Report on Form 10-K for year ended December 31, 1994, is incorporated herein by reference.

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- FN 5 This document, filed with the Securities and Exchange Commission in Washington D.C. (file number 1-7183) under Item 14 to our Annual Report on Form 10-K, for the period ending December 31, 1997, is incorporated herein by reference.
- FN 6 This document filed with the Securities and Exchange Commission in Washington D.C. (file number 1-7183) under Item 14 to our Annual Report on Form 10-K for the year ended December 31, 2001, is incorporated herein by reference.
- FN 8 This document, filed with the Securities and Exchange Commission in Washington, D.C. (file number 1-7183) as Exhibit 4.1 to our Current Report on Form 8-K filed on May 7, 2004, is incorporated herein by reference.
- FN 9 This document, filed with the Securities and Exchange Commission in Washington, D.C. (file number 1-7183) as Exhibit 4.2 to our Current Report on Form 8-K filed on May 7, 2004, is incorporated herein by reference.
- FN 10 This document, filed with the Securities and Exchange Commission in Washington D.C. (file number 1-7183) under Item 15 to our Annual Report on Form 10-K for the year ended December 31, 2004, is incorporated herein by reference.
- FN 11 This document, filed with the Securities and Exchange Commission in Washington, D.C. (file number 1-7183) as Exhibit 4.1 to our Current Report on Form 8-K filed on December 20, 2005, is incorporated herein by reference.
- FN 12 This document, filed with the Securities and Exchange Commission in Washington D.C. (file number 1-7183) as Exhibit 10.24 to our Current Report on Form 8-K filed on May 24, 2006, is incorporated herein by reference.
- FN 13 This document, filed with the Securities and Exchange Commission in Washington, D.C. (file number 1-7183) as Exhibit 10.28 to our Current Report on Form 8-K filed on June 23, 2008, is incorporated herein by reference.
- FN 16 This document, filed with the Securities and Exchange Commission in Washington, D.C. (file number 1-7183) as Exhibit 10.9 to our Annual Report on form 10-K for the year ended December 31, 2008, is incorporated herein by reference.
- FN 17 This document, filed with the Securities and Exchange Commission in Washington, D.C. (file number 1-7183) as Exhibit 10.10 to our Annual Report on form 10-K for the year ended December 31, 2008, is incorporated herein by reference
- FN 18 This document, filed with the Securities and Exchange Commission in Washington, D.C. (file number 1-7183) under Item 5 to our Quarterly Report on Form 10-Q for the period ending June 30, 2009, is incorporated herein by reference.
- (b) Exhibits  
The exhibits being filed with this report are attached at the end of this report.
- (c) Financial Statement Schedules - The response to this portion of Item 15 is submitted as a separate section of this report.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**TEJON RANCH CO.**

DATE: March 12, 2012

BY: /s/ Robert A. Stine  
Robert A. Stine  
President and Chief Executive Officer  
(Principal Executive Officer)

DATE: March 12, 2012

BY: /s/ Allen E. Lyda  
Allen E. Lyda  
Senior Vice President and Chief Financial Officer  
(Principal Financial and Accounting Officer)

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Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

<u>Name</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ John L. Goolsby</u> John L. Goolsby	Director	March 12, 2012
<u>/s/ Barbara Grimm-Marshall</u> Barbara Grimm-Marshall	Director	March 12, 2012
<u>/s/ Norman Metcalfe</u> Norman Metcalfe	Director	March 12, 2012
<u>/s/ George G.C. Parker</u> George G.C. Parker	Director	March 12, 2012
<u>/s/ Kent Snyder</u> Kent Snyder	Director	March 12, 2012
<u>/s/ Geoffrey Stack</u> Geoffrey Stack	Director	March 12, 2012
<u>/s/ Robert A. Stine</u> Robert A. Stine	Director	March 12, 2012
<u>/s/ Michael H. Winer</u> Michael H. Winer	Director	March 12, 2012

**Annual Report on Form 10-K**  
**Item 8, Item 15(a) (1) and (2), (b) and (c)**  
**List of Financial Statements and Financial Statement Schedules**  
**Financial Statements**  
**Certain Exhibits**  
**Year Ended December 31, 2011**  
**Tejon Ranch Co.**  
**Lebec, California**

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**Form 10-K - Item 15(a)(1) and (2)**

**Tejon Ranch Co. and Subsidiaries**

**Index to Financial Statements and Financial Statement Schedules**

**ITEM 15(a)(1) - FINANCIAL STATEMENTS**

The following consolidated financial statements of Tejon Ranch Co. and subsidiaries are included in Item 8:

	<u>Page</u>
<a href="#">Management's Report on Internal Control Over Financial Reporting</a>	50
<a href="#">Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting</a>	51
<a href="#">Report of Independent Registered Public Accounting Firm</a>	52
<a href="#">Consolidated Balance Sheets - December 31, 2011 and 2010</a>	53
<a href="#">Consolidated Statements of Operations - Years Ended December 31, 2011, 2010 and 2009</a>	54
<a href="#">Consolidated Statements of Comprehensive Income (Loss) - Years Ended December 31, 2011, 2010 and 2009</a>	55
<a href="#">Consolidated Statements of Equity - Years Ended December 31, 2011, 2010 and 2009</a>	56
<a href="#">Consolidated Statements of Cash Flows - Years Ended December 31, 2011, 2010 and 2009</a>	57
<a href="#">Notes to Consolidated Financial Statements</a>	58

**ITEM 15(a)(2) - FINANCIAL STATEMENT SCHEDULES**

All schedules for which provision is made in the applicable accounting regulation of the Securities and Exchange Commission are not required under the related instructions or are inapplicable, and therefore have been omitted.

## Management's Report on Internal Control Over Financial Reporting

The management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting and for the assessment of the effectiveness of internal control over financial reporting. As defined in Rule 13a-15(f) of the Exchange Act, internal control over financial reporting is a process designed by, or supervised by, the Company's principal executive and principal financial officers and effected by the Company's board of directors, management and other personnel, 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.

The Company's internal control over financial reporting is supported by written policies and procedures, that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the Company's assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Company's management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In connection with the preparation of the Company's annual financial statements, under the supervision and with the participation of the Company's management, including its Chief Executive Officer and Chief Financial Officer, management of the Company has undertaken an assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2011 based on criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission, or COSO. Management's assessment included an evaluation of the design of the Company's internal control over financial reporting and testing of the operational effectiveness of the Company's internal control over financial reporting.

Based on this assessment, management did not identify any material weakness in the Company's internal control, and management has concluded that the Company's internal control over financial reporting was effective as of December 31, 2011.

Ernst & Young LLP, the independent registered public accounting firm that audited the Company's financial statements included in this report, has issued a report on the effectiveness of internal control over financial reporting, a copy of which follows.

**Report of Independent Registered Public Accounting Firm  
On Internal Control over Financial Reporting**

The Board of Directors and Stockholders of  
Tejon Ranch Co. and Subsidiaries

We have audited Tejon Ranch Co. and Subsidiaries' internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Tejon Ranch Co. and Subsidiaries' management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Tejon Ranch Co. and Subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Tejon Ranch Co. and Subsidiaries as of December 31, 2011 and 2010 and the related consolidated statements of operations, comprehensive income (loss), equity and cash flows for each of the three years in the period ended December 31, 2011 of Tejon Ranch Co. and Subsidiaries and our report dated March 12, 2012 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Los Angeles, California  
March 12, 2012

**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders of  
Tejon Ranch Co. and Subsidiaries

We have audited the accompanying consolidated balance sheets of Tejon Ranch Co. and Subsidiaries as of December 31, 2011 and 2010, and the related consolidated statements of operations, comprehensive income (loss), equity, and cash flows for each of the three years in the period ended December 31, 2011. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Tejon Ranch Co. and Subsidiaries at December 31, 2011 and 2010, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2011, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Tejon Ranch Co. and Subsidiaries' internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 12, 2012 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Los Angeles, California  
March 12, 2012

**Tejon Ranch Co. and Subsidiaries**  
**Consolidated Balance Sheets**  
**(\$ in thousands)**

	December 31	
	2011	2010
<b>Assets</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 18,372	\$ 22,027
Marketable securities	68,566	48,985
Accounts receivable	7,832	9,812
Inventories	3,587	2,982
Prepaid expenses and other current assets	4,317	5,011
Deferred tax assets	1,099	—
<b>Total current assets</b>	<b>103,773</b>	<b>88,817</b>
Property and equipment, net	128,430	117,275
Investments in unconsolidated joint ventures	53,893	48,302
Long-term water assets	28,336	28,774
Long-term deferred tax assets	6,845	3,985
Other assets	699	938
<b>Total assets</b>	<b>\$321,976</b>	<b>\$288,091</b>
<b>Liabilities and stockholders' equity</b>		
<b>Current liabilities:</b>		
Trade accounts payable	\$ 2,447	\$ 2,187
Other accrued liabilities	3,074	1,334
Income taxes	2,484	—
Deferred income	2,125	601
Current portion of long-term debt	37	35
<b>Total current liabilities</b>	<b>10,167</b>	<b>4,157</b>
Long-term debt, less current portion	253	290
Long-term deferred gains	2,664	2,277
Other liabilities	5,474	3,196
Pension liability	2,979	1,519
Commitments and contingencies		
<b>Equity</b>		
Tejon Ranch Co. stockholders' equity		
Common stock, \$.50 par value per share:		
Authorized shares - 30,000,000		
Issued and outstanding shares - 19,975,706 in 2011 and 19,747,470 in 2010	9,988	9,874
Additional paid-in capital	194,273	183,816
Accumulated other comprehensive loss	(4,756)	(2,191)
Retained Earnings	61,109	45,215
Tejon Ranch Co.'s stockholders' equity	260,614	236,714
Noncontrolling interest	39,825	39,938
<b>Total equity</b>	<b>300,439</b>	<b>276,652</b>
<b>Total liabilities and equity</b>	<b>\$321,976</b>	<b>\$288,091</b>

See accompanying notes.

**Tejon Ranch Co. and Subsidiaries**  
**Consolidated Statements of Operations**  
**(\$ in thousands, except per share amounts)**

	Year Ended December 31		
	2011	2010	2009
<b>Revenues:</b>			
Real estate - commercial/industrial	\$25,952	\$16,656	\$14,996
Real estate - resort/residential	16,134	281	272
Farming	21,012	18,576	12,983
Total revenues	<u>63,098</u>	<u>35,513</u>	<u>28,251</u>
<b>Costs and expenses:</b>			
Real estate - commercial/industrial	13,430	10,659	12,469
Real estate - resort/residential	3,942	3,089	4,443
Farming	12,575	10,914	11,804
Corporate expenses	12,277	5,612	7,311
Total expenses	<u>42,224</u>	<u>30,274</u>	<u>36,027</u>
Operating income (loss)	20,874	5,239	(7,776)
<b>Other income (expense):</b>			
Investment income	1,260	979	1,640
Other	98	61	45
Interest expense	—	(9)	(70)
Total other income	<u>1,358</u>	<u>1,031</u>	<u>1,615</u>
Income (loss) from operations before equity in earnings of unconsolidated joint ventures	22,232	6,270	(6,161)
Equity in earnings of unconsolidated joint ventures, net	<u>916</u>	<u>541</u>	<u>374</u>
Income (loss) before income taxes	23,148	6,811	(5,787)
Income tax provision (benefit)	<u>7,367</u>	<u>2,852</u>	<u>(2,354)</u>
Net income (loss)	15,781	3,959	(3,433)
Net loss attributable to noncontrolling interests	<u>(113)</u>	<u>(216)</u>	<u>(56)</u>
Net income (loss) attributable to common stockholders	<u>\$15,894</u>	<u>\$ 4,175</u>	<u>\$ (3,377)</u>
<b>Net income (loss) attributable to common stockholders</b>			
Basic	<u>\$ 0.80</u>	<u>\$ 0.23</u>	<u>\$ (0.19)</u>
Diluted	<u>\$ 0.80</u>	<u>\$ 0.22</u>	<u>\$ (0.19)</u>

See accompanying notes.

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**Tejon Ranch Co. and Subsidiaries**  
**Consolidated Statements of Comprehensive Income (Loss)**  
**(\$ in thousands)**

	Year Ended December 31		
	2011	2010	2009
Net income (loss)	\$15,781	\$3,959	\$(3,433)
Other comprehensive income (loss):			
Unrealized gains (losses) on a available for sale securities	(82)	(3)	1,874
Benefit plan adjustments	(2,574)	(505)	(573)
SERP liability adjustment	(1,825)	578	110
Equity in other comprehensive income of unconsolidated joint venture	217	(108)	(256)
Other comprehensive income (loss) before taxes	(4,264)	(38)	1,155
Provisions for income taxes related to other comprehensive income (loss) items	1,699	(2)	(509)
Other comprehensive income (loss)	(2,565)	(40)	646
Comprehensive income (loss)	13,216	3,919	(2,787)
Comprehensive income (loss) attributable to non-controlling interests	113	216	56
Comprehensive income (loss) attributable to common stockholders	<u>\$13,329</u>	<u>\$4,135</u>	<u>\$(2,731)</u>

See accompanying notes.

**Tejon Ranch Co. and Subsidiaries**  
**Consolidated Statements of Equity**  
(\$ in thousands, except share information)

	Common Stock Shares Outstanding	Common Stock	Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Retained Earnings	Total Tejon Ranch Co.'s Stockholders' Equity	Non- controlling Interest	Total Equity
Balance, December 31, 2008	16,986,770	8,493	123,193	(2,797)	44,417	173,306	—	173,306
Net loss	—	—	—	—	(3,377)	(3,377)	(56)	(3,433)
Changes in unrealized losses on available-for-sale securities, net of taxes of \$746	—	—	—	1,128	—	1,128	—	1,128
Benefit plan adjustments, net of taxes of \$179	—	—	—	(394)	—	(394)	—	(394)
SERP liability adjustment, net of taxes \$44	—	—	—	66	—	66	—	66
Equity in other comprehensive income of unconsolidated joint venture, net of taxes of \$102	—	—	—	(154)	—	(154)	—	(154)
Exercise of stock options and no related tax benefit	11,858	6	235	—	—	241	—	241
Restricted stock issuance	26,636	13	(13)	—	—	—	—	—
Stock compensation	—	—	3,557	—	—	3,557	—	3,557
Shares withheld for taxes	(5,836)	(3)	(143)	—	—	(146)	—	(146)
Noncontrolling interest	—	—	—	—	—	—	40,210	40,210
Balance, December 31, 2009	17,019,428	8,509	126,829	(2,151)	41,040	174,227	40,154	214,381
Net income	—	—	—	—	4,175	4,175	(216)	3,959
Changes in unrealized losses on available-for-sale securities, net of taxes of \$1	—	—	—	(2)	—	(2)	—	(2)
Benefit plan adjustments, net of taxes of \$206	—	—	—	(299)	—	(299)	—	(299)
SERP liability adjustment, net of taxes \$248	—	—	—	330	—	330	—	330
Equity in other comprehensive income of unconsolidated joint venture, net of taxes of \$39	—	—	—	(69)	—	(69)	—	(69)
Rights Offering, net expenses	2,608,735	1,306	58,454	—	—	59,760	—	59,760
Exercise of stock options and related tax benefit of \$204	78,894	39	1,960	—	—	1,999	—	1,999
Restricted stock issuance	56,131	28	(28)	—	—	—	—	—
Stock compensation	—	—	(2,944)	—	—	(2,944)	—	(2,944)
Shares withheld for taxes	(15,718)	(8)	(455)	—	—	(463)	—	(463)
Balance, December 31, 2010	19,747,470	9,874	183,816	(2,191)	45,215	236,714	39,938	276,652
Net income	—	—	—	—	15,894	15,894	(113)	15,781
Changes in unrealized losses on available-for-sale securities, net of taxes of \$33	—	—	—	(49)	—	(49)	—	(49)
Benefit plan adjustments, net of taxes of \$1,026	—	—	—	(1,548)	—	(1,548)	—	(1,548)
SERP liability adjustment, net of taxes \$727	—	—	—	(1,098)	—	(1,098)	—	(1,098)
Equity in other comprehensive income of unconsolidated joint venture, net of taxes of \$87	—	—	—	130	—	130	—	130
Rights Offering, net expenses	—	—	—	—	—	—	—	—
Exercise of stock options and related tax benefit of \$634	205,165	103	5,773	—	—	5,876	—	5,876
Restricted stock issuance	52,069	26	(26)	—	—	—	—	—
Stock compensation	—	—	5,507	—	—	5,507	—	5,507
Shares withheld for taxes	(28,998)	(15)	(797)	—	—	(812)	—	(812)
Balance, December 31, 2011	<u>19,975,706</u>	<u>9,988</u>	<u>194,273</u>	<u>(4,756)</u>	<u>61,109</u>	<u>260,614</u>	<u>39,825</u>	<u>300,439</u>

See accompanying notes.

**Tejon Ranch Co. and Subsidiaries**  
**Consolidated Statements of Cash Flows**  
(\$ in thousands)

	Year Ended December 31		
	2011	2010	2009
<b>Operating Activities</b>			
Net income (loss)	\$ 15,781	\$ 3,959	\$ (3,433)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization	4,270	2,317	3,122
Deferred income taxes	(162)	(1,351)	(1,072)
Gain from sale of real estate	(4,058)	(559)	—
Gain from sale of easements	(15,750)	—	—
Non-cash straight line rent income	60	145	153
Non-cash expense of retirement plans	528	800	900
(Gain) loss on sales of assets/investments	—	—	(114)
Fair market value adjustments	—	—	113
Equity in (earnings) losses of unconsolidated joint ventures, net	(916)	(541)	(374)
Pension funding over expense	—	—	—
Amortization of stock compensation expense (reversal)	5,340	(2,944)	3,557
Excess tax benefit from stock-based compensation	(634)	(227)	—
Abandonment expense	—	—	662
Distribution of earnings from joint ventures	—	1,440	—
Changes in current assets and current liabilities:			
Receivable, inventories, and other current assets	2,510	(201)	(135)
Current Liabilities, net	2,515	361	(2,018)
Net cash provided by operating activities	9,484	3,199	1,361
<b>Investing Activities</b>			
Maturities of marketable securities	19,143	15,720	38,400
Funds invested in marketable securities	(39,448)	(34,751)	(14,876)
Reimbursement proceeds Kern County - Laval Interchange	—	1,613	—
Reimbursement proceeds from community facilities district	—	10,860	2,007
Proceeds from sale of real estate	4,988	604	—
Proceeds from sale of easements	15,750	—	—
Distribution of equity from joint ventures	—	4,100	1,866
Property and equipment expenditures	(13,649)	(14,196)	(20,925)
Investments in long-term water assets	—	(11,981)	(3,899)
Investment in unconsolidated joint ventures	(4,457)	(4,594)	(12,837)
Other	(495)	(943)	(1,159)
Net cash used in investing activities	(18,168)	(33,568)	(11,423)
<b>Financing Activities</b>			
Payments on short-term debt	—	(16,400)	(10,500)
Borrowing of short-term debt	—	6,850	17,300
Repayment of long-term debt	(35)	(33)	(30)
Net proceeds from rights offering	—	59,760	—
Excess tax benefit from stock-based compensation	—	—	—
Exercise of stock options	5,876	1,999	241
Taxes on vested stock grant	(812)	(463)	(146)
Net cash provided by financing activities	5,029	51,713	6,865
Increase (decrease) in cash and cash equivalents	(3,655)	21,344	(3,197)
Cash and cash equivalents at beginning of year	22,027	683	3,880
<b>Cash and cash equivalents at end of year</b>	<b>\$ 18,372</b>	<b>\$ 22,027</b>	<b>\$ 683</b>
<b>Supplemental Cash Flow Information</b>			
Interest paid (net of amounts capitalized)	\$ —	\$ 9	\$ 70
Taxes paid (net of refunds)	\$ 5,002	\$ 875	\$ (661)

See accompanying notes.

**Notes to Consolidated Financial Statements**  
**December 31, 2011**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Principles of Consolidation**

The consolidated financial statements include the accounts of Tejon Ranch Co. and the accounts of all subsidiaries and investments in which a controlling interest is held by Tejon Ranch Co., or the Company. All significant intercompany transactions have been eliminated in consolidation.

**Cash Equivalents**

The Company considers all highly liquid investments with maturities of three months or less when purchased, to be cash equivalents. The carrying amount for cash equivalents approximates fair value.

**Marketable Securities**

The Company considers those investments not qualifying as cash equivalents, but which are readily marketable, to be marketable securities. The Company classifies all marketable securities as available-for-sale. These are stated at fair value with the unrealized gains (losses), net of tax, reported as a component of accumulated other comprehensive income (loss) in the consolidated statements of equity.

**Investments in Unconsolidated Joint Ventures**

Investments in unconsolidated joint ventures in which the Company does not have a controlling interest, or is not the primary beneficiary if the joint venture is determined to be a variable interest entity under Accounting Standards Codification 810 – “Consolidation,” are accounted for under the equity method of accounting and, accordingly, are adjusted for capital contributions, distributions, and the Company’s equity in net earnings or loss of the respective joint venture.

**Fair Values of Financial Instruments**

The Company follows the FASB’s authoritative guidance for fair value measurements of certain financial instruments. The guidance defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. Fair value is defined as the exchange (exit) price that would be received for an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. This guidance establishes a three-level hierarchy for fair value measurements based upon the inputs to the valuation of an asset or liability. Observable inputs are those which can be easily seen by market participants while unobservable inputs are generally developed internally, utilizing management’s estimates and assumptions:

- Level 1 – Valuation is based on quoted prices in active markets for identical assets and liabilities.
- Level 2 – Valuation is determined from quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar instruments in markets that are not active, or by model-based techniques in which all significant inputs are observable in the market.
- Level 3 – Valuation is derived from model-based techniques in which at least one significant input is unobservable and based on our own estimates about the assumptions that market participants would use to value the asset or liability.

When available, we use quoted market prices in active markets to determine fair value. We consider the principal market and nonperformance risk associated with our counterparties when determining the fair value measurement. Fair value measurements are used for marketable securities, investments within the pension plan and hedging instruments.

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During 2011, the Company changed how it categorizes amounts within the fair value hierarchy and thus, the amounts now reported as level 2 fair value instruments at December 31, 2010 were previously shown as level 1 and have been reclassified.

### **Credit Risk**

The Company grants credit in the course of operations to co-ops, wineries, nut marketing companies, and lessees of the Company's facilities. The Company performs periodic credit evaluations of its customers' financial condition and generally does not require collateral. Accounts receivable are stated at their estimated fair values in the consolidated balance sheets.

In 2011 and 2010, Stockdale Oil and Gas, an oil and gas leaseholder, accounted for 12% and 11%, respectively, of our revenues from continuing operations. In 2009 Calpine, a tenant who leases land for a power plant, accounted for 12% of the Company's revenues.

The Company maintains its cash and cash equivalents in federally insured financial institutions. The account balances at these institutions periodically exceed FDIC insurance coverage and, as a result, there is a concentration of credit risk related to amounts on deposit in excess of FDIC insurance coverage. The Company believes that the risk is not significant.

### **Farm Inventories**

Costs of bringing crops to harvest are inventoried when incurred. Such costs are expensed when the crops are sold. Expenses are computed and recognized on an average cost per pound or per ton basis, as appropriate. Costs during the current year related to the next year's crop are inventoried and carried in inventory until the matching crop is harvested and sold. Farm inventories held for sale are valued at the lower of cost (first-in, first-out method) or market.

### **Property and Equipment**

Property and equipment are stated on the basis of cost, except for land acquired upon organization in 1936, which is stated on the basis (presumed to be at cost) carried by the Company's predecessor. Depreciation is computed using the straight-line method over the estimated useful lives of the various assets. Buildings and improvements are depreciated over a 10-year to 27.5-year life. Machinery, water pipelines, furniture, fixtures, and other equipment are depreciated over a three-year to 10-year life depending on the type of asset. Vineyards and orchards are generally depreciated over a 20-year life with irrigation systems over a 10-year life. Oil, gas and mineral reserves have not been appraised, and accordingly no value has been assigned to them.

### **Long Term Water Assets**

Long-term purchased water contracts are in place with the Tulare Lake Basin Water Storage District and the Dudley Ridge Water Storage District. These contracts provide the Company with the right to receive water over the term of the contracts that expire in 2035. The purchase price of these contracts is being amortized on the straight-line basis over their contractual life. Water contracts with the Wheeler Ridge Maricopa Water Storage District and the Tejon-Castac Water District are also in place, but were entered into with each district at inception and not purchased later from third parties, and do not have a related financial value on the books of the Company. Therefore there is no amortization expense related to these contracts.

### **Vineyards and Orchards**

Costs of planting and developing vineyards and orchards are capitalized until the crops become commercially productive. Interest costs and depreciation of irrigation systems and trellis installations during the development stage are also capitalized. Revenues from crops earned during the development stage are netted against development costs. Depreciation commences when the crops become commercially productive.

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At the time farm crops are harvested, contracted, and delivered to buyers and revenues can be estimated, revenues are recognized and any related inventoried costs are expensed, which traditionally occurs during the third and fourth quarters of each year. It is not unusual for portions of our almond crop to be sold in the year following the harvest. Orchard (almond and pistachio) revenues are based upon the contract settlement price or estimated selling price, whereas vineyard revenues are typically recognized at the contracted selling price. Estimated prices for orchard crops are based upon the quoted estimate of what the final market price will be by marketers and handlers of the orchard crops. These market price estimates are updated through the crop payment cycle as new information is received as to the final settlement price for the crop sold. These estimates are adjusted to actual upon receipt of final payment for the crop. This method of recognizing revenues on the sale of orchard crops is a standard practice within the agribusiness community. Adjustments for differences between original estimates and actual revenues received are recorded during the period in which such amounts become known. The net effect of these adjustments increased farming revenue by \$1,882,000 in 2011, \$1,144,000 in 2010, and \$579,000 in 2009. The adjustment for 2011 includes \$1,335,000 related to pistachios due to improving prices related to an aggressive industry marketing campaign, it also includes \$531,000 from almonds due to increased demand which pushed almond prices higher. The adjustment for 2010 includes \$823,000 related to pistachios due to an improving price market resulting from low industry inventories, and \$287,000 from almonds as increased demand pushed prices higher. The adjustment in 2009 was due to \$252,000 in additional bonus payments and price adjustments on pistachios and \$327,000 in adjustments related to almonds as prices continued to increase prior to the contract settlement.

The Almond Board of California has the authority to require producers of almonds to withhold a portion of their annual production from the marketplace through a marketing order approved by the Secretary of Agriculture. At December 31, 2011, 2010, and 2009, no such withholding was mandated.

### **Common Stock Options and Grants**

The Company follows ASC 718, "Compensation – Stock Compensation" in accounting for stock incentive plans using the fair value method of accounting.

The estimated fair value of the restricted stock grants and restricted stock units are expensed over the expected vesting period. For performance based grants the Company makes estimates of the number of shares that will actually be granted based upon estimated ranges of success in meeting defined performance measures. Each year the Company updates its estimates and reflects any changes to the estimate in the statements of operations.

### **Net Income (Loss) Per Share**

Basic net income (loss) per share attributable to common stockholders is based upon the weighted-average number of shares of common stock outstanding during the year, (19,890,838 in 2011, 18,515,958 in 2010, and 17,459,293 in 2009). Diluted net income (loss) per share attributable to common stockholders is based upon the weighted-average number of shares of common stock outstanding and the weighted-average number of shares outstanding assuming the issuance of common stock upon exercise of stock options and the vesting of restricted stock grants per ASC 260, "Earnings Per Share", (19,955,260 in 2011, 18,571,307 in 2010, and 17,554,384 in 2009). The weighted-average additional number of shares relating to dilutive stock options and grants was 64,422, in 2011, 55,349 in 2010, and 95,091 in 2009. For 2009, diluted net loss per share from continuing operations is based on the weighted-average number of shares of common stock outstanding because the impact of stock options and unvested stock grants is antidilutive.

### **Long-Lived Assets**

In accordance with ASC 360 "Property, Plant, and Equipment" the Company records impairment losses on long-lived assets held and used in operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than their related carrying amounts. In addition, the

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Company accounts for long-lived assets to be disposed of at the lower of their carrying amounts or fair value less selling and disposal costs. At December 31, 2011 and 2010, management of the Company believes that none of its assets are impaired.

### **Sales of Real Estate**

In recognizing revenue from land sales, the Company follows the provisions in ASC 976 “Real Estate – Retail Land” to record these sales. ASC 976 provides specific sales recognition criteria to determine when land sales revenue can be recorded. For example, ASC 976 requires a land sale to be consummated with a sufficient down payment of at least 20% to 25% of the sales price depending upon the type and timeframe for development of the property sold, and that any receivable from the sale cannot be subject to future subordination. In addition, the seller cannot retain any material continuing involvement in the property sold, or be required to develop the property in the future or construct facilities or off-site improvements.

### **Allocation of Costs Related to Land Sales and Leases**

When the Company sells land within one of its real estate developments and has not completed all infrastructure development related to the total project, the Company follows ASC 976 “Real Estate – Retail Land” to determine the appropriate costs of sales for the sold land and the timing of recognition of the sale. In the calculation of cost of sales or allocations to leased land, the Company uses estimates and forecasts to determine total costs at completion of the development project. These estimates of final development costs can change as conditions in the market change and costs of construction change.

### **Royalty Income**

Royalty revenues are contractually defined as to the percentage of royalty and are tied to production and market prices. The Company’s royalty arrangements generally require payment on a monthly basis with the payment based on the previous month’s activity. The Company accrues monthly royalty revenues based upon estimates and adjusts to actual as the Company receives payments. Oil and gas royalty percentages averaged approximately 13% in 2011.

### **Rental Income**

Minimum rent revenues are generally recognized on a straight-line basis over the respective initial lease term unless there is considerable risk as to collectability.

### **Environmental Expenditures**

Environmental expenditures that relate to current operations are expensed or capitalized as appropriate. Expenditures that relate to an existing condition caused by past operations and which do not contribute to current or future revenue generation are expensed. Liabilities are recorded when environmental assessments and/or remedial efforts are probable and the costs can be reasonably estimated. Generally, the timing of these accruals coincides with the completion of a feasibility study or the Company’s commitment to a formal plan of action. No liabilities for environmental costs have been recorded at December 31, 2011 or 2010.

### **Use of Estimates**

The preparation of the Company’s consolidated financial statements in accordance with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the financial statement dates and the reported amounts of revenue and expenses during the reporting period. Due to uncertainties inherent in the estimation process, it is reasonably possible that actual results could differ from these estimates.

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### New Accounting Standards

In June 2011, the FASB issued ASU No. 2011-05, *Comprehensive Income (Topic 220): Presentation of Comprehensive Income*. This ASU requires an entity to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income, or in two separate but consecutive statements. This ASU eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders' equity. This ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011, which for us means the first quarter of 2012. In December 2011, the FASB issued ASU No. 2011-12 which effectively deferred those changes in Update 2011-05 that relate to the presentation of reclassification adjustments out of accumulated other comprehensive income. The amendments will be temporary to allow the FASB time to redeliberate the presentation requirements for reclassifications out of accumulated other comprehensive income for annual and interim financial statements for public, private, and non-profit entities. We adopted ASU 2011-05 during the fourth quarter of 2011, and it did not have a material effect on our financial position or results of operations, as it only affects presentation.

### 2. MARKETABLE SECURITIES

ASC 320 "Investments – Debt and Equity Securities" requires that an enterprise classify all debt securities as either held-to-maturity, trading or available-for-sale. The Company has elected to classify its securities as available-for-sale and therefore is required to adjust securities to fair value at each reporting date. All costs and both realized and unrealized gains and losses on securities are determined on a specific identification basis.

The following is a summary of available-for-sale securities at December 31:

(\$ in thousands)	Fair Value Hierarchy	2011		2010	
		Cost	Fair Value	Cost	Estimated Fair Value
<b>Marketable Securities:</b>					
Certificates of deposit					
with unrecognized losses for less than 12 months		\$ 3,646	\$ 3,605	\$ 1,040	\$ 1,034
with unrecognized gains		3,525	3,551	4,338	4,392
Total Certificates of deposit	Level 1	7,171	7,156	5,378	5,426
US Treasury and agency notes					
with unrecognized losses for less than 12 months		4,352	4,338	12,500	12,441
with unrecognized losses for more than 12 months		1,002	1,000	124	124
with unrecognized gains		16,479	16,660	7,211	7,342
Total US Treasury and agency notes	Level 2	21,833	21,998	19,835	19,907
Corporate notes					
with unrecognized losses for less than 12 months		9,230	9,098	5,135	5,077
with unrecognized losses for more than 12 months		1,539	1,494	—	—
with unrecognized gains		19,369	19,738	12,526	12,952
Total Corporate notes	Level 2	30,138	30,330	17,661	18,029
Municipal notes					
with unrecognized losses for less than 12 months		1,177	1,165	2,588	2,543
with unrecognized losses for more than 12 months		881	873	—	—
with unrecognized gains		6,964	7,044	3,038	3,080
Total Municipal notes	Level 2	9,022	9,082	5,626	5,623
		<u>\$68,164</u>	<u>\$68,566</u>	<u>\$48,500</u>	<u>\$48,985</u>

At December 31, 2011 and 2010, the carrying value of cash and cash equivalents approximated market value.

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The Company follows the provisions of ASC 320 “Investments – Debt and Equity Securities” which amended the recognition requirements for other-than-temporary impairment for debt securities. We evaluate our securities for other-than-temporary impairment based on the specific facts and circumstances surrounding each security valued below its cost. Factors considered include the length of time the securities have been valued below cost, the financial condition of the issuer, industry reports related to the issuer, the severity of any decline, our intention not to sell the security, and our assessment as to whether it is not more likely than not that we will be required to sell the security before a recovery of its amortized cost basis. We then segregate the loss between the amounts representing a decrease in cash flows expected to be collected, or the credit loss, which is recognized through earnings, and the balance of the loss, which is recognized through other comprehensive income.

At December 31, 2011, the fair market value of investment securities exceeded the cost basis by \$402,000. The cost basis includes any other-than-temporary impairments that have been recorded for the securities. During 2011 and 2010, no other-than-temporary impairments were recorded. In the future based on changes in the economy, credit markets, financial condition of issuers, or market interest rates, this could change.

For the year ended December 31, 2009, we recognized \$113,000 of impairment losses in our statement of operations. These impaired securities were subsequently sold during 2009 at a gain, which fully offset the previously recognized impairment losses.

As of December 31, 2011, the adjustment to accumulated other comprehensive income (loss) in consolidated equity for the temporary change in the value of securities reflects decrease in the market value of available-for-sale securities of \$49,000, which is net of taxes of \$34,000.

As of December 31, 2011, the Company’s gross unrealized holding gains equal \$655,000 and gross unrealized holding losses equal \$253,000. On December 31, 2011, the average maturity of certificates of deposits was 2.8 years, the average maturity of U.S. Treasury and agency securities was 2.1 years, the average maturity of corporate notes was 2.6 years and the average maturity of municipal notes was 2.7 years. Currently, the Company has no securities with a remaining term to maturity of greater than four years.

The following table summarizes the maturities, at par, of marketable securities by year (\$ in thousands):

<u>At December 31, 2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>Total</u>
Certificates of deposit	\$ 1,536	\$ 1,255	\$ 1,627	\$ 2,526	\$ —	\$ 6,944
U.S. Treasury and agency notes	4,734	10,285	5,856	936	—	\$ 21,811
Corporate notes	3,450	11,231	8,923	5,584	—	\$ 29,188
Municipal notes	860	2,505	4,145	1,160	—	\$ 8,670
	<u>\$ 10,580</u>	<u>\$ 25,276</u>	<u>\$ 20,551</u>	<u>\$ 10,206</u>	<u>\$ —</u>	<u>\$ 66,613</u>

  

<u>At December 31, 2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>Total</u>
Certificates of deposit	\$ 2,234	\$ 1,547	\$ 1,168	\$ 286	\$ —	\$ 5,235
U.S. Treasury and agency notes	3,516	4,734	8,535	1,969	980	\$ 19,734
Corporate notes	3,203	3,200	7,348	2,804	600	\$ 17,155
Municipal notes	930	910	1,750	1,840	—	\$ 5,430
	<u>\$ 9,883</u>	<u>\$ 10,391</u>	<u>\$ 18,801</u>	<u>\$ 6,899</u>	<u>\$ 1,580</u>	<u>\$ 47,554</u>

The Company’s investments in corporate notes are with companies that have an investment grade rating from Standard & Poor’s.

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### 3. INVENTORIES

Inventories consist of the following at December 31:

(\$ in thousands)	2011	2010
Farming inventories	\$ 3,423	\$ 2,801
Other	164	181
	<u>\$ 3,587</u>	<u>\$ 2,982</u>

Farming inventories consist of costs incurred during the current year related to the next year's crop as well as any current year's unsold product and farming chemicals.

### 4. PROPERTY AND EQUIPMENT

Property and equipment, net, consists of the following at December 31:

(\$ in thousands)	2011	2010
Land and land improvements	\$ 14,385	\$ 14,154
Buildings and improvements	12,209	10,420
Machinery, water pipelines, furniture fixtures and other equipment	11,828	11,269
Vineyards and orchards	35,749	35,400
Development in process	94,659	84,078
	168,830	155,321
Less accumulated depreciation	(40,400)	(38,046)
	<u>\$ 128,430</u>	<u>\$ 117,275</u>

During 2011, we recognized \$4,340,000 of revenue and \$4,058,000 gain related to a land sale of \$4,988,000 that closed in December 2011 and deferred \$648,000 of revenue to 2012 when offsite infrastructure related to the land sale will be completed. We fully recognized the revenues from all land sales in 2010, as none of the requirements for deferral of revenue were present. There were no land sales in 2009.

The Company received \$10,860,000 in 2010 and \$2,007,000 in 2009 of reimbursement from the Community Facilities District bond fund. The Company received no reimbursements during 2011. These proceeds were for public infrastructure improvements the Company had constructed related to the Tejon Ranch Commerce Center and were reflected as a reduction to development in process.

### 5. LONG-TERM WATER ASSETS

Long-term assets consist of water and water contracts held for future use or sale. 6,700 acre-feet of water are currently held in a water bank on Company land in southern Kern County. The water is held at cost, which includes the price paid for the water and the cost to pump and deliver the water from the California aqueduct into the water bank. This amount also includes the right to receive an additional 2,362 acre feet of water in the future from Antelope Valley East Kern Water Agency as well as an approximate 8,900 acre feet of water in AVEK's water bank. An additional 14,786 acre-feet of transferable water purchased for \$8,985,000 is owned by the Company. The Company holds State Water Project, or SWP, contracts for 3,444 acre-feet of water with the Tulare Water Storage District and the Dudley-Ridge Water Storage District to supply water through 2035. These

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purchased contracts are being amortized using the straight-line method over that period. Annual amortization for the next five years will be \$708,000 per year. Water assets consist of the following at December 31:

(\$ in thousands)	2011	2010
Banked water and water for future delivery	\$ 3,546	\$ 2,600
Transferable water	8,988	8,985
SWP Contracts (net of accumulated amortization of \$1,317,000 and \$378,000 at December 31, 2011 and 2010, respectively)	16,510	17,189
Total water assets	29,044	28,774
Less: current portion	(708)	—
Long-term water assets	<u>\$28,366</u>	<u>\$28,774</u>

## 6. SHORT-TERM AND LONG-TERM DEBT

The Company had no outstanding balance on its line of credit at December 31, 2011 and December 31, 2010.

Long-term debt consists of the following at December 31:

(\$ in thousands)	2011	2010
Note payable to a bank	\$ 290	\$ 325
Less current portion	(37)	(35)
	<u>\$ 253</u>	<u>\$ 290</u>

We have a long-term revolving line of credit of \$30,000,000 that, as of December 31, 2011, had no outstanding balance. At the Company's option, the interest rate on this line of credit can be fixed at 2.50% over a selected LIBOR rate or can be fixed at 2.25% above LIBOR for a fixed rate term. During the term of this credit facility (which matures in October 2013), we can borrow at any time and partially or wholly repay any outstanding borrowings and then re-borrow, as necessary. Under the terms of the line of credit, we must maintain tangible net worth, defined as total equity, including noncontrolling interest, plus debt less intangible assets, of not less than \$175,000,000 and liquid assets of not less than \$25,000,000. At December 31, 2011 our tangible net worth was \$300,439,000 and liquid assets were \$86,938,000. A portion of our farm acreage secures this line of credit. The outstanding long-term debt, less current portion of \$37,000, is \$253,000 at December 31, 2011. This debt is being used to provide long-term financing for a building being leased to Starbucks and the debt is secured by the leased building and land, which has a book value of \$337,000. The balance of the long-term debt instrument listed above approximates the fair value of the instrument.

Interest incurred and paid was \$178,000, \$180,000, and \$306,000, for the years ended December 31, 2011, 2010, and 2009, respectively. The Company's capitalized interest costs were \$178,000, \$171,000, and \$236,000, for the years ended December 31, 2011, 2010, and 2009, respectively.

Maturities of long-term debt at December 31, 2011 are \$37,000 in 2012, \$40,000 in 2013, \$40,000 in 2014, \$46,000 in 2015, \$49,000 in 2016, and \$75,000 thereafter. This maturity schedule reflects the payments related to both the long-term debt and the current portion of long-term debt.

## 7. STOCK OPTION PLAN

The Company's Stock Incentive Plan provides for the making of awards to employees, consultants, and advisors of the Company with respect to 2,350,000 shares of the Company's common stock. Since the initial adoption of the 1998 Stock Incentive Plan through December 31, 2011, the Company has granted options to purchase 1,129,292 shares at a price equal to the fair market value at date of grant, 1,077,792 of which have been exercised

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or forfeited, leaving 51,500 granted options outstanding at December 31, 2011. Options granted under the 1998 Plan vest over a five-year period and have ten-year contractual terms.

The Non-Employee Director Stock Incentive Plan, or NDSI Plan, is intended to enable the Company to attract, retain, and motivate non-employee directors by providing for or increasing the proprietary interest of such persons in the Company. The NDSI Plan provides for the grant of awards to non-employee directors with respect to an aggregate of 200,000 shares of the Company's common stock. Since the initial adoption of the NDSI Plan through December 31, 2011, the Company has granted options under the plan to purchase 83,518 shares at a price equal to the fair market value at date of grant, of which 68,325 options have been exercised or forfeited, leaving 15,193 granted options outstanding at December 31, 2011.

There were no options granted during 2011, 2010 or 2009 under either the Stock Incentive Plan or the NDSI Plan.

Exercise prices for all options outstanding as of December 31, 2011 ranged from \$24.49 to \$27.90. The weighted-average remaining contractual life of those options is approximately one year. None of the options granted under the 1998 Plan or the NDSI Plan contain conversion features.

The following is a summary of the Company's stock option activity and related information for the years ended December 31:

	2011		2010		2009	
	Options	Weighted-Average Exercise Prices Per Share	Options	Weighted-Average Exercise Prices Per Share	Options	Weighted-Average Exercise Prices Per Share
Outstanding beginning of year	271,858	\$ 25.97	354,294	\$ 25.18	502,621	\$ 24.26
Granted	—	—	—	—	—	—
Exercised	(205,165)	(25.57)	(78,894)	(22.47)	(11,858)	(20.30)
Forfeited/Cancelled	—	—	(3,542)	(24.71)	(136,469)	(23.17)
Outstanding end of year	<u>66,693</u>	<u>\$ 27.32</u>	<u>271,858</u>	<u>\$ 25.97</u>	<u>354,294</u>	<u>\$ 25.18</u>
Options exercisable end of year	<u>66,693</u>	<u>\$ 27.32</u>	<u>271,858</u>	<u>\$ 25.97</u>	<u>354,294</u>	<u>\$ 25.18</u>

As of December 31, 2011, there is no unrecognized compensation cost related to stock options. The total intrinsic value of options exercised during the years ended December 31, 2011, 2010 and 2009 was \$1,628,000, \$628,000, and \$34,000, respectively. As of December 31, 2011, there were 66,693 options vested and exercisable with a weighted-average exercise price of \$27.32, aggregate intrinsic value of \$0, and a weighted-average remaining contractual life of one year.

There was no compensation cost related to stock option arrangements recognized in income for the years ended December 31, 2011, 2010, and 2009. No stock option payment compensation costs were capitalized during this period.

## **8. STOCK COMPENSATION PLAN**

The Stock Incentive Plan, provides for the making of stock grant awards to employees based upon time-based criteria or through the achievement of performance-related objectives. The Company has issued three types of stock grant awards under these plans: restricted stock with time-based vesting, performance share grants that only vest upon the achievement of specified performance conditions, and performance share grants that include threshold, target, and maximum achievement levels based on the achievement of specific performance conditions. The Company has issued 167,561 shares of restricted stock that vest over four-year periods of time and of this amount 99,061 shares have vested. The Company also has granted performance units with stock

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awards ranging from zero shares if below threshold performance conditions to 98,702 for threshold performance, 676,008 shares for target performance, and 995,132 for maximum performance. These awards are tied to corporate cash flow goals and the achievement of specified milestone development activities.

The following table is a summary of the Company's stock grant activity assuming target achievement for performance grants for the years ended December 31:

	<u>2011</u>	<u>2010</u>	<u>2009</u>
Stock Grants Outstanding Beginning of Year	782,087	467,110	418,831
New Stock Grants	64,679	665,719	62,513
Vested Grants	(36,980)	(56,409)	(3,725)
Expired/Forfeited Grants	(65,278)	(294,333)	(10,509)
Stock Grants Outstanding End of Year	<u>744,508</u>	<u>782,087</u>	<u>467,110</u>

The fair value of restricted stock with time-based vesting features is based upon the Company's share price on the date of grant and is expensed over the service period. Fair value of performance grants that cliff vest based on the achievement of performance conditions is based on the share price of the Company's stock on the day of grant once the Company determines that it is probable that the award will vest. This fair value is expensed over the service period applicable to these grants. For performance grants that contain a range of shares from zero to maximum we determine, based on historic and projected results, the probability of (1) achieving the performance objective, and (2) the level of achievement. Based on this information, we determine the fair value of the award and measure the expense over the service period related to these grants. Because the ultimate vesting of all performance grants is tied to the achievement of a performance condition, we adjust compensation cost according to the actual outcome of the performance condition.

For the year ended December 31, 2011 there was expense relating to employee stock compensation of \$5,182,000. For the year ended December 31, 2010, there was a net reversal of expense of \$3,269,000. At December 31, 2011, the Company had unamortized costs of \$12,435,000 related to time grants and performance grants with a weighted average amortization period of approximately 36 months. There was \$17,382,000 of amortized costs related to time grants and performance grants at December 31, 2010, with a 49 month weighted average amortization period.

During 2011, we determined that the estimate of achievement of the 2010 performance grants tied to the achievement of cash flow objectives would move from target to maximum achievement. We also adjusted one of the performance milestone grant estimates from maximum achievement to target achievement during the fourth quarter due to the timing of release of the Centennial draft EIR. Also during the fourth quarter adjustments were made as to the expensing of annual incentive stock bonus grants for Mr. Stine. We now expense all of the cost related to these annual stock grants at time of grant due to Mr. Stine receiving any unvested shares immediately at time of retirement. All of these changes resulted in a net increase in expense and a reduction of pre-tax income of approximately \$196,000. During 2010, the Compensation Committee of the Board of Directors elected to modify selected outstanding and unvested milestone performance shares. The effect of this modification resulted in the reversal of prior stock compensation expense of \$6,327,000. During 2009, it was determined that certain performance conditions related to cash flow and milestone goals would not be achieved and the related cumulative compensation cost previously recorded for these awards was reversed. The impact of these changes resulted in a reduction in expense and increases in pretax income of \$369,000.

Under the Board of Directors' compensation plan, each director receives their annual compensation in stock. Under this plan, 69,557 shares of stock have been granted since the plan was adopted. Total expenses relating to director stock compensation during the year ended December 31, 2011 was \$325,000. There was also \$325,000 of total expenses related to this plan for the year ended December 31, 2010.

**9. INTEREST RATE RISK MANAGEMENT**

At December 31, 2011, the Company had no outstanding interest rate swap agreements. However, a joint venture of the Company, TA/Petro, has an interest rate swap agreement with respect to \$18,716,000 of its long-term debt to manage interest rate risk by converting floating interest rate debt to fixed-rate debt. This swap agreement matures in August 2012 and is a contract to exchange variable-rate for fixed-rate interest payments periodically over the life of the agreement. The interest rate swap fixed rate is 6.05%. The joint venture accounts for the swap as a cash flow hedge with changes in the fair value of the swap recorded in other comprehensive income. The Company accounts for its share of the change in the interest rate swap in other comprehensive income and investments in unconsolidated joint ventures. As of December 31, 2011 and 2010, the Company's portion of the fair market value of the interest rate swap was a loss of \$93,000 and \$223,000, respectively.

**10. INCOME TAXES**

The Company accounts for income taxes using ASC 740, "Income Taxes" which is an asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized differently in the financial statements and the tax returns. The provision (benefit) for income taxes consists of the following at December 31:

(\$ in thousands)	2011	2010	2009
<b>Total provision (benefit):</b>	<b>\$ 7,367</b>	<b>\$2,852</b>	<b>\$(2,354)</b>
Federal:			
Current	\$ 6,812	169	(923)
Deferred	(1,233)	2,055	(909)
	5,579	2,224	(1,832)
State:			
Current	2,133	112	71
Deferred	(345)	516	(593)
	1,788	628	(522)
	<u>\$ 7,367</u>	<u>\$2,852</u>	<u>\$(2,354)</u>

The reasons for the difference between total income tax expense and the amount computed by applying the statutory Federal income tax rate (34%) to income before taxes are as follows for the years ended December 31:

(\$ in thousands)	2011	2010	2009
<b>Income tax (benefit) at statutory rate</b>	<b>\$7,909</b>	<b>\$2,389</b>	<b>\$(1,968)</b>
State income taxes, net of Federal benefit	1,180	384	(351)
Oil and mineral depletion	(552)	(275)	(250)
Land contribution	—	—	750
Valuation allowance - land contribution	(595)	—	(750)
Other, net	(575)	354	215
<b>Total provision (benefit)</b>	<b><u>\$7,367</u></b>	<b><u>\$2,852</u></b>	<b><u>\$(2,354)</u></b>

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Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax assets and liabilities are as follows at December 31:

(\$ in thousands)	2011	2010
<b>Deferred income tax assets:</b>		
Accrued expenses	\$ 222	\$ 226
Deferred revenues	829	271
Capitalization of costs	1,746	1,424
Pension adjustment	3,660	1,494
Stock grant expense	6,955	5,554
State deferred taxes	761	—
Book deferred gains	963	963
Provision for additional capitalized costs	1,210	1,003
Charitable contributions carryforward	—	892
Other	382	922
<b>Total deferred income tax assets</b>	<b>16,728</b>	<b>12,749</b>
<b>Deferred income tax liabilities:</b>		
Deferred gains	1,390	1,390
Depreciation	2,504	2,469
Cost of sales allocations	1,252	1,252
Joint venture allocations	1,054	560
Straight line rent	1,117	1,142
Prepaid expenses	189	98
State deferred taxes	574	406
Other	704	697
<b>Total deferred income tax liabilities</b>	<b>8,784</b>	<b>8,014</b>
<b>Net deferred income tax asset</b>	<b>7,944</b>	<b>4,735</b>
Allowance for deferred tax assets	—	(750)
<b>Net deferred taxes</b>	<b>\$ 7,944</b>	<b>\$ 3,985</b>

The net current and non-current deferred tax assets for 2011 and 2010 are included separately on the face of the balance sheet. Due to the nature of most of our deferred tax assets, the Company believes they will be used through operations in future years and an allowance is not necessary.

During 2011 and 2010, the Company recognized certain net tax benefits related to stock option plans in the amount of \$634,000 and \$204,000, respectively. Such benefits were recorded as a reduction of income taxes payable and an increase in additional paid in capital.

The Company made total income tax payments of \$6,600,000 in 2011 and \$875,000 during 2010 that was related primarily to the settlement of a tax audit. The Company received \$1,598,000 federal refund in 2011. The Company made no income tax payments during 2009, but received combined federal and state tax refunds related to 2008 in the amount of \$661,000.

The Company classifies interest and penalties incurred on tax payments as income tax expenses. During 2010, the Company paid approximately \$137,000 in interest costs related to the settlement of a tax audit. The Company recognized accrued interest of \$71,000 related to unrecognized tax benefits during year ended December 31, 2009 and penalties of \$8,000 during the year.

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The Company evaluates its tax positions for all income tax items based on their technical merits to determine whether each position satisfies the “more likely than not to be sustained upon examination” test. The tax benefits are then measured as the largest amount of benefit, determined on a cumulative basis, that is “more likely than not” to be realized upon ultimate settlement. At December 31, 2009, there were \$490,000 of unrecognized tax benefits that relate to tax positions of prior years. During 2010, the Internal Revenue Service, or “IRS,” concluded an examination of the Company’s federal income tax returns for 2005, 2006 and 2007. The IRS proposed certain adjustments stemming from the timing of deductions taken for certain costs which the Company expensed when incurred and which the IRS contends should be capitalized and deducted in a later tax period. Management evaluated the proposed adjustments and disagreed with the position taken by the IRS. During October 2010, the Company reached a settlement with the IRS San Francisco Appeals Office. The settlement resulted in the capitalization of costs in 2005 and 2006 to our development projects. Settlement costs of approximately \$875,000 related to increased tax payments for 2006 and 2005 were made during the fourth quarter of 2010. Tax years from 2006 to 2010 remain subject to examination by the Federal and California State taxing authorities.

### **11. LEASES**

The Company is a lessor of certain property pursuant to various commercial lease agreements having terms ranging up to 60 years. The cost and accumulated depreciation of buildings and improvements subject to such leases were \$6,047,000 and \$3,656,000, respectively, at December 31, 2011. Income from commercial rents included in real estate revenue, excluding percentage rents based on sales revenues, was \$4,620,000 in 2011, \$4,494,000 in 2010, and \$4,648,000 in 2009. Contingent commercial payments were \$310,000, \$443,000, and \$628,000, for 2011, 2010, and 2009, respectively. Future minimum rental income on non-cancelable operating leases as of December 31, 2011 is \$4,053,000 in 2012, \$3,761,000 in 2013, \$3,710,000 in 2014, \$3,693,000 in 2015, \$3,568,000 in 2016, and \$27,011,000 for years thereafter.

### **12. COMMITMENTS AND CONTINGENCIES**

A total of 5,488 acres (unaudited) of the Company’s land is subject to water contracts requiring minimum future annual payments for as long as the Company owns such land. The estimated minimum payments for 2012 are \$2,500,000 before any potential credits are received, whether or not water is available or is used. Total payments made under these contracts were approximately \$2,223,000 in 2011, \$2,851,000 in 2010, and \$2,624,000 in 2009.

The Tejon Ranch Public Facilities Financing Authority, or TRPFFA, is a joint powers authority formed by Kern County and the Tejon-Castac Water District, or TCWD, to finance public infrastructure within the Company’s Kern County developments. TRPFFA has created two Community Facilities Districts, or CFDs, the West CFD and the East CFD. The West CFD has placed liens on 1,728 acres of the Company’s land to secure payment of special taxes related to \$30,000,000 of bond debt sold by TRPFFA for TRCC-West. The East CFD has placed liens on 1,931 acres of the Company’s land to secure payments of special taxes related to \$12,670,000 of bond debt sold by TRPFFA for TRCC-East. At TRCC-West, the West CFD has no additional bond debt approved for issuance. At TRCC-East, the East CFD has approximately \$107,000,000 of additional bond debt authorized by TRPFFA.

In connection with the sale of bonds there is a standby letter of credit for \$4,584,000 related to the issuance of West CFD bonds and a standby letter of credit for \$2,189,000 related to the issuance of East CFD bonds. The standby letters of credit are in place to provide additional credit enhancement and cover approximately two years worth of interest on the outstanding bonds. These letters of credit will not be drawn upon unless the Company, as the largest landowner in each CFD, fails to make its property tax payments. The Company believes that the letters of credit will never be drawn upon. These letters of credit are for two-year periods of time and will be renewed in two-year intervals as necessary. The annual cost related to the letters of credit is approximately \$100,000. In February 2012, two series of West CFD Bonds were refinanced to lower the interest rate, this refinancing allows for the release of the above \$4,584,000 letter of credit.

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The Company is obligated, as a landowner in each CFD, to pay its share of the special taxes assessed each year. The secured lands include both the TRCC-West and TRCC-East developments. Proceeds from the sale of West CFD bonds went to reimburse the Company for public infrastructure related to the TRCC West development. At this time there are no additional reimbursement funds remaining from the West CFD bonds or East CFD bonds for reimbursement of cost. During September 2010 the Company received approximately \$10,860,000 of reimbursement related to TRCC-East infrastructure. During 2009, the Company received \$2,007,000 of reimbursements related to TRCC-West infrastructure. There were no reimbursements related to infrastructure received in 2011. During 2011, the Company paid approximately \$1,061,000 in special taxes. As development continues to occur at TRCC, new owners of land and new lease tenants, through triple net leases, will bear an increasing portion of the assessed special tax. As this happens, the Company's obligation is correspondingly reduced. This amount could change in the future based on the amount of bonds outstanding and the amount of taxes paid by others. As development and land and building values increase around TRCC-West, the Company may be able to have up to approximately 1,400 acres released from the West CFD lien. During February 2012, TRPFFA refinanced approximately \$22,500,000 of bonds within the West CFD. This refinancing, due to values in the West CFD and changes to bond requirements, allows the Company to be released from the requirement to provide a letter of credit and also allows the CFD to meet the value test for release of approximately 1,400 acres of the Company's land from West CFD liens.

### *Tejon Mountain Village*

On October 5, 2009, the Kern County Board of Supervisors granted entitlement approval for TMV. On November 10, 2009, a group consisting of CBD, Wishtoyo Foundation, Tri-County Watchdogs and the Center on Race, Poverty and the Environment filed an action in the Kern County Superior Court under the California Environmental Quality Act, or CEQA, against Kern County and the Kern County Board of Supervisors, or collectively, the County, concerning the County's granting of approval for TMV, including the certification of the Environmental Impact Report, or EIR, approval of associated General Plan amendments, adoption of associated Zoning Maps, adoption of Special Plan No. 1, Map 256, exclusion from Agricultural Preserves Nos. 4 and 19, and approval of Vesting Tentative Tract Maps 6720 and 6717, among other associated approvals. TMV was named as the Real Party in Interest in the action.

The action alleged that the County failed to properly follow the procedures and requirements of CEQA including failure to identify, analyze and mitigate impacts to air quality, biological resources, hydrology and water quality, traffic, cultural resources, hazards, and failure to adequately describe the project and the environmental setting. The action also alleged that the County violated the Planning and Zoning Law and the Kern County General Plan. With these allegations the plaintiff is attempting to get the EIR approval from Kern County overturned.

On November 5, 2010, Kern County Superior Court Judge Kenneth Twisselman ruled in favor of Kern County, the Company, and its development partner DMB Associates, Inc., when he found that the County had properly analyzed and evaluated the environmental effects of TMV. In his ruling, Judge Twisselman rejected claims made by the above listed plaintiffs. On February 8, 2011, CBD appealed the Court's decision. On June 17, 2011 CBD filed its appeal documents for the Court's review. Our response to the plaintiff's documents was filed August 16, 2011. CBD filed its final reply brief with the court on September 20, 2011. Thereafter, Kern County and the Company filed a joint motion to strike certain portions of CBD's briefs on the grounds that they had not been previously raised. The Court of Appeal has indicated that it will rule on the motion after a panel has been assigned to the appeal, which has not yet occurred. On January 27, 2012, the Company's counsel received notification from the Court of Appeal that the appeal would be decided without oral argument unless requested by any party. The oral argument of CBD's appeal is scheduled on March 21, 2012.

On November 10, 2009, an additional suit was filed in the U.S. District Court for the Eastern District of California (Fresno division) by an alleged representative of the "Kawaiisu Tribe" alleging, *inter alia*, that the Company does not hold legal title to the land within the TMV development that it seeks to develop. The grounds for the federal lawsuit were the subject of a United States Supreme Court decision in 1924 where the United

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States Supreme Court found against the Indian tribes. On January 24, 2011, the Company received a ruling by Judge Wanger, which dismissed all claims against the Company, TMV, the County and the federal defendants. However, the judge did grant a limited right by the plaintiff to amend certain causes of action in the complaint. During April, 2011, the plaintiff amended his complaint and refiled a suit against the Company, alleging similar items as in the original suit. The plaintiff filed new materials during July 2011 related to the amended complaint. Thereafter, the case was reassigned to Judge McAuliffe. On January 18, 2012, the court issued an order again dismissing the plaintiffs' claims for failure to state a cause of action and/or for lack of jurisdiction, but allowing the plaintiff one more opportunity to state certain land claims provided plaintiff files an amended complaint on or before February 17, 2012. The court then granted plaintiff an extension until March 19, 2012 to file an amended complaint. It appears likely that plaintiff will file such a complaint prior to the court imposed deadline. The court also indicated that it is considering dismissing the case due to the lack of federal recognition of the "Kawaiisu Tribe". The Company believes that a negative outcome on either case is remote at this time and the monetary impact of an adverse, if any, claim also cannot be estimated at this time.

### *National Cement*

The Company leases land to National Cement Company of California Inc., or National, for the purpose of manufacturing Portland cement from limestone deposits on the leased acreage. The California Regional Water Quality Control Board, or RWQCB, for the Lahontan Region issued several orders in the late 1990s with respect to environmental conditions on the property currently leased to National:

- (1) *Groundwater plume of chlorinated hydrocarbon compounds.* This order directs the Company's former tenant Lafarge Corporation, or Lafarge, the current tenant National, and the Company to, among other things, clean up groundwater contamination on the leased property. In 2003, Lafarge and National installed a groundwater pump-and-treat system to clean up the groundwater. The Company is advised that Lafarge and National continue to operate the cleanup system and will continue to do so over the near-term.
- (2) *Cement kiln dust.* National and Lafarge have consolidated, closed and capped cement kiln dust piles located on land leased from the Company. An order of the RWQCB directs National, Lafarge and the Company to maintain and monitor the effectiveness of the cap. Maintenance of the cap and groundwater monitoring remain as on-going activities.
- (3) *Former industrial waste landfills.* This order requires Lafarge, National and the Company to complete the cleanup of groundwater associated with the former industrial waste landfills. The Company is advised that the cleanup is complete. Lafarge continues to monitor the groundwater.
- (4) *Diesel fuel.* An order of the RWQCB directs Lafarge, National and the Company to clean up contamination from a diesel fuel tank and pipeline. The Company is advised that Lafarge and National have substantially completed the groundwater cleanup and that groundwater monitoring remains an on-going activity.

To date, the Company is not aware of any failure by Lafarge or National to comply with the orders or informal requests of the RWQCB. Under current and prior leases, National and Lafarge are obligated to indemnify the Company for costs and liabilities arising directly or indirectly out of their use of the leased premises. The Company believes that all of the matters described above are included within the scope of the National or Lafarge indemnity obligations and that Lafarge and National have sufficient resources to perform any reasonably likely obligations relating to these matters. If they do not and the Company is required to perform the work at its own cost, it is unlikely that the amount of any such expenditure by the Company would be material.

### *Antelope Valley Groundwater Cases*

On November 29, 2004, a conglomerate of public water suppliers filed a cross-complaint in the Los Angeles Superior Court seeking a judicial determination of the rights to groundwater within the Antelope Valley basin,

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including the groundwater underlying the Company's land. Three phases of a multi-phase trial have been completed. Upon completion of the third phase the court ruled that the groundwater basin is currently in overdraft and established a current total sustainable yield. The court is currently encouraging mediation sessions to settle remaining regional issues, such as groundwater pumping allocations and appointment of a regional water master. Several such mediation sessions have occurred, the most recent of which was January 25 and 26, 2012. Further mediation sessions are also planned. It is too early to ascertain what effect, if any, this case may have on the Centennial project or the Company's remaining lands in the Antelope Valley. Because the water supply plan for the Centennial project includes several sources of water in addition to groundwater underlying the Company's lands, and because the creation of an efficient market for local water rights is frequently an outcome of adjudication proceedings, we anticipate that sufficient water to supply the Company's needs will continue to be available for its use regardless of the outcome of this case.

### *State Water Resources Control Board Lawsuit*

On May 12, 2010, the California Attorney General, on behalf of the State Water Resources Control Board, filed a complaint in the Alameda County Superior Court for civil penalties and a permanent injunction against a number of TravelCenters of America LLC, or TA, facilities in the Central Valley of California. The travel centers in the Petro Travel Plaza Holdings LLC, or TA/Petro, were also included in the complaint. The lawsuit alleges violations of various reporting, operating and monitoring regulations related to operation and maintenance of underground storage tanks. In addition to the TA/Petro entity and its respective member entities, the lawsuit also names the Company and Tejon Industrial Corporation as defendants. The Company has tendered defense of the lawsuit to TA, under the "defend and indemnify" clause in the TA/Petro LLC's operating agreement, and has also secured the services of an outside law firm to work with TA's outside counsel under a joint defense agreement. Counsel for TA and the Company have worked with the California Attorney General to change the venue of the lawsuit to Merced County, and on September 16, 2011, the Company and Tejon Industrial Corp. were dismissed from the law suit, without prejudice. The parties are currently engaged in the discovery process, but at this point the Company has an insufficient basis to address the merits or potential outcomes of the lawsuit. The monetary value of a potential adverse outcome on the claim likewise cannot be estimated at this time.

### *Water Bank Lawsuits*

On June 3, 2010, Central Delta and South Delta Water Agencies and several environmental groups, including CBD, filed a complaint in the Sacramento County Superior Court against the California Department of Water Resources (DWR), Kern County Water Agency and a number of "real parties in interest," including the Company and TCWD. The lawsuit challenges certain amendments to the State Water Project contracts that were originally approved in 1995, known as the "Monterey Amendments." The original EIR for the Monterey Amendments was determined to be insufficient in a lawsuit, and the current lawsuit challenges the remedial EIR that DWR prepared as a result of the original lawsuit. Among other legal allegations, the current lawsuit also challenges the transfer of the Kern Water Bank, or KWB, from DWR to Kern County Water Agency and in turn to various Kern County interests, including TCWD, which has a 2% interest in the KWB. A parallel lawsuit was also filed against Kern County Water Agency, also naming the Company and TCWD as real parties in interest. The Company is named on the ground that it "controls" TCWD. TCWD has a contract right for water stored in the KWB and rights to recharge and withdraw water. Counsel for the Company is pursuing a dismissal of the Company from these lawsuits. Given the preliminary nature of these lawsuits, the Company has an insufficient basis to address the merits or potential outcomes of the lawsuit. The monetary value of a potential adverse outcome on the claim likewise cannot be estimated at this time.

## **13. RETIREMENT PLANS**

The Company has a defined benefit retirement plan that covers the majority of employees hired prior to February 1, 2007. The benefits are based on years of service and the employee's five-year final average salary.

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Contributions are intended to provide for benefits attributable to service both to date and expected to be provided in the future. The Company funds the plan in accordance with the Employee Retirement Income Security Act of 1974, or ERISA. The following accumulated benefit information is as of December 31:

(\$ in thousands)	2011	2010
<b>Change in benefit obligation</b>		
Benefit obligation at beginning of year	\$ 7,110	\$ 5,896
Service cost	251	239
Interest cost	384	316
Actuarial gain/assumption changes	1,591	877
Benefits paid	(635)	(218)
Benefit obligation at end of year	<u>\$ 8,701</u>	<u>\$ 7,110</u>
Accumulated benefit obligation at end of year	<u>\$ 7,659</u>	<u>\$ 6,324</u>
<b>Change in Plan Assets</b>		
Fair value of plan assets at beginning of year	\$ 5,591	\$ 4,442
Actual return on plan assets	26	528
Employer contribution	791	880
Benefits/expenses paid	(686)	(259)
Fair value of plan assets at end of year	<u>\$ 5,722</u>	<u>\$ 5,591</u>
Funded status - liability	<u>\$(2,979)</u>	<u>\$(1,519)</u>
	2011	2010
<b>Amounts recorded in equity</b>		
Net actuarial (gain)	\$(3,236)	\$(3,470)
Prior service cost	205	234
Total amount recorded	<u>\$(3,031)</u>	<u>\$(3,236)</u>
Amount recorded, net taxes	<u>\$(1,819)</u>	<u>\$(1,922)</u>

Other changes in plan assets and benefit obligations recognized in other comprehensive income for 2011 and 2010 include the following components:

	2011	2010
Net (gain) loss	\$(537)	\$(691)
Recognition of net actuarial gain or (loss)	249	215
Recognized prior service cost	(29)	(29)
Total changes	<u>\$(317)</u>	<u>\$(505)</u>
Changes, net of taxes	<u>\$(127)</u>	<u>\$(299)</u>

The Company expects to recognize the following amounts as a component of net periodic pension costs during the next fiscal year (\$ in thousands):

Amortization net actuarial gain or (loss)	\$249
Amortization prior service cost	\$(29)

At December 31, 2011 and 2010 the Company has a long-term pension liability. The Company has always valued its plan assets as of December 31 each year so there were no additional transition impacts upon implementation of a year-end measurement date for plan assets as required by FASB 158 for fiscal years ending

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after December 15, 2008. For 2012, the Company is estimating that contributions to the pension plan will be approximately \$750,000. Based on actuarial estimates, it is expected that annual benefit payments will be \$150,000 in 2012, \$201,000 in 2013, \$217,000 in 2014, \$274,000 in 2015, \$376,000 in 2016, and \$2,064,000 for years 2017 through 2020.

Plan assets consist of equity, debt and short-term money market investment funds. The plan's current investment policy targets 65% equities, 25% debt, and 10% money market funds. Equity and debt investment percentages are allowed to fluctuate plus or minus 20% around the target to take advantage of market conditions. At December 31, 2011, the investment mix was 66% equity, 29% debt, and 5% money markets. Equity investments consist of a combination of individual equity securities plus value funds, growth funds, large cap funds, and international stock funds. Debt investments consist of U.S. Treasury securities and investment-grade corporate debt. The weighted-average discount rate and rate of increase in future compensation levels used in determining the actuarial present value of projected benefits obligation was 4.4% and 3.5% for 2011, 5.5% and 3% for 2010, and 6% and 3% in 2009. The expected long-term rate of return on plan assets was 7.5% for all years. The long-term rate of return on plan assets is based on the historical returns within the plan and expectations for future returns. The fair value of plan assets is determined using level one and level two indicators, which are determined based on quoted market prices in active markets for the securities or from quoted prices for similar assets in active markets. See the following table for fair value hierarchy by investment type at December 31:

(\$ in thousands)	Fair Value Hierarchy	2011	2010
<b>Pension Plan Assets:</b>			
Cash and Cash Equivalents	Level 1	\$ 190	\$ 400
Collective Funds	Level 2	2,619	3,098
Treasury/Corporate Notes	Level 2	1,263	785
Corporate Equities	Level 1	1,650	1,308
		<u>\$5,722</u>	<u>\$5,591</u>

Total pension and retirement expense was as follows for each of the years ended December 31:

(\$ in thousands)	2011	2010	2009
<b>Cost components:</b>			
Service cost	\$(251)	\$(239)	\$(260)
Interest cost	(384)	(316)	(273)
Expected return on plan assets	446	342	266
Net amortization and deferral	(220)	(186)	(140)
Total net periodic pension cost	<u>\$(409)</u>	<u>\$(399)</u>	<u>\$(407)</u>

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The Company has a Supplemental Executive Retirement Plan, or SERP, to restore to executives designated by the Compensation Committee of the Board of Directors the full benefits under the pension plan that would otherwise be restricted by certain limitations now imposed under the Internal Revenue Code. The SERP is currently unfunded. The following SERP benefit information is as of December 31:

(\$ in thousands)	2011	2010
<b>Change in benefit obligation - SERP</b>		
Benefit obligation at beginning of year	\$ 3,196	\$ 3,325
Service cost	172	223
Interest cost	215	226
Actuarial gain/assumption changes	1,891	(578)
Benefit obligation at end of year	<u>\$ 5,474</u>	<u>\$ 3,196</u>
Accumulated benefit obligation at end of year	<u>\$ 5,317</u>	<u>\$ 3,747</u>
Funded status - liability	<u>(5,474)</u>	<u>(3,196)</u>
	2011	2010
<b>Amounts recorded in stockholders' equity</b>		
Net actuarial (gain)	\$ 1,825	\$(578)
Prior service cost	—	—
Total amount recorded	<u>\$ 1,825</u>	<u>\$(578)</u>
Amount recorded, net taxes	<u>\$ 1,098</u>	<u>\$(330)</u>

Other changes in benefit obligations recognized in other comprehensive income for 2011 and 2010 include the following components:

	2011	2010
Net (gain) loss	\$ 1,170	\$(578)
Recognition of net actuarial gain or (loss)	(66)	—
Recognized prior service cost	—	—
Total changes	<u>\$ 1,104</u>	<u>\$(578)</u>
Changes, net of taxes	<u>\$ 662</u>	<u>\$(330)</u>

The Company expects to recognize the following amounts as a component of net periodic pension costs during the next fiscal year (\$ in thousands):

Amortization net actuarial gain or (loss)	\$66
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Based on actuarial estimates, it is expected that annual benefit payments will be \$411,000 in 2012, \$406,000 in 2013, \$401,000 in 2014, \$396,000 in 2015, \$390,000 in 2016, and \$1,845,152 for years 2017 through 2020.

The weighted-average discount rate and rate of increase in future compensation levels used in determining the actuarial present value of projected benefits obligation was 3.95% and 3.5% for 2011, 5.5% and 3% for 2010, and 6% and 3% in 2009.

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Total pension and retirement expense was as follows for each of the years ended December 31:

(\$ in thousands)	2011	2010	2009
<b>Cost components:</b>			
Service cost	\$(172)	\$(223)	\$(280)
Interest cost	(215)	(226)	(299)
Net amortization and deferral	(66)	—	—
<b>Total net periodic pension cost</b>	<b><u>\$(453)</u></b>	<b><u>\$(449)</u></b>	<b><u>\$(579)</u></b>

The Company also provides a 401(k) plan to its employees and contributed \$75,000 to the plan for 2011 and \$84,000 to the plan for 2010.

## 14. BUSINESS SEGMENTS

We currently operate in three business segments: commercial/industrial real estate development and services; resort/residential real estate development; and farming.

Information pertaining to operating results of the Company's business segments follows for each of the years ended December 31:

(\$ in thousands)	2011	2010	2009
<b>Revenues</b>			
Real estate - commercial/industrial	\$ 25,952	\$ 16,656	\$ 14,996
Real estate - resort/residential	16,134	281	272
Farming	21,012	18,576	12,983
Segment revenues	63,098	35,513	28,251
Investment income	1,260	979	1,640
Other income	98	61	45
Total revenues	<u>\$ 64,456</u>	<u>\$ 36,553</u>	<u>\$ 29,936</u>
<b>Segment Profits (Losses) and Income (Loss) Before Taxes</b>			
Real estate - commercial/industrial	\$ 12,522	\$ 5,997	\$ 2,527
Real estate - resort/residential	12,192	(2,808)	(4,171)
Farming	8,437	7,662	1,179
Segment profits	33,151	10,851	(465)
Investment income	1,260	979	1,640
Other income	98	61	45
Interest expense	0	(9)	(70)
Corporate expenses	(12,277)	(5,612)	(7,311)
Income (loss) before equity in earnings of unconsolidated joint ventures	22,232	6,270	(6,161)
Equity in earnings of unconsolidated joint ventures	916	541	374
Income (loss) before taxes	<u>\$ 23,148</u>	<u>\$ 6,811</u>	<u>\$ (5,787)</u>

Commercial/industrial real estate development generates revenues from lease activities, land sales, building sales and leases, oil and mineral royalties and grazing leases, with the primary commercial/industrial development being Tejon Ranch Commerce Center.

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The revenue components of the commercial/industrial real estate segment for the years ended December 31 are as follows:

(\$ in thousands)	2011	2010	2009
Commercial leases	\$ 5,450	\$ 5,705	\$ 5,613
Land sales	4,340	604	—
Oil and gas revenue	10,697	5,156	3,833
Mineral revenue	1,509	1,206	1,806
Grazing leases	1,087	1,110	1,129
All other land management ancillary services	2,869	2,875	2,615
	<u>\$25,952</u>	<u>\$16,656</u>	<u>\$14,996</u>

Land management ancillary services include wildlife management, landscape and property maintenance, and building management services.

Resort/residential land development produces revenues from farming activities within the Centennial Founders LLC and is actively involved in the land entitlement and pre-development process. Farming produces revenues from the sale of winegrapes, almonds, and pistachios. Information pertaining to assets of the Company's business segments is as follows for each of the years ended December 31:

(\$ in thousands)	Identifiable Assets	Depreciation and Amortization	Capital Expenditures
<b>2011</b>			
Real estate - commercial/industrial	\$ 57,745	\$ 1,111	\$ 4,155
Real estate - resort/residential	110,147	96	7,132
Farming	24,326	1,293	1,477
Corporate	129,758	1,097	885
Total	<u>\$321,976</u>	<u>\$ 3,597</u>	<u>\$ 13,649</u>
<b>2010</b>			
Real estate - commercial/industrial	\$ 51,053	\$ 867	\$ 7,716
Real estate - resort/residential	98,829	63	5,296
Farming	26,366	1,193	389
Corporate	111,843	422	795
Total	<u>\$288,091</u>	<u>\$ 2,545</u>	<u>\$ 14,196</u>
<b>2009</b>			
Real estate - commercial/industrial	\$ 59,652	\$ 1,031	\$ 11,428
Real estate - resort/residential	86,553	133	7,343
Farming	23,375	1,199	1,571
Corporate	65,164	759	583
Total	<u>\$234,744</u>	<u>\$ 3,122</u>	<u>\$ 20,925</u>

Segment profits (losses) are total revenues less operating expenses, excluding interest income, corporate expenses and interest expense. Identifiable assets by segment include both assets directly identified with those operations and an allocable share of jointly used assets. Corporate assets consist primarily of cash and cash equivalents, marketable securities, deferred income taxes, and land and buildings. Land is valued at cost for acquisitions since 1936. Land acquired in 1936, upon organization of the Company, is stated on the basis carried by the Company's predecessor.

## 15. INVESTMENTS IN JOINT VENTURES

The Company maintains investments in joint ventures. The Company accounts for its investments in unconsolidated joint ventures using the equity method of accounting unless the venture is a variable interest entity, or VIE, and meets the requirements for consolidation. The Company's investment in its unconsolidated joint ventures at December 31, 2011 was \$53,893,000. The equity in the earnings of the unconsolidated joint ventures was \$916,000 for the year ended December 31, 2011. These joint ventures have not been consolidated as of December 31, 2011, because we are not the primary beneficiary in the case of VIEs and the Company does not control the investments. The Company's current joint ventures are as follows:

- Petro Travel Plaza Holdings LLC - Petro Travel Plaza Holdings LLC, or TA/Petro, is an unconsolidated joint venture with Travel Centers of America, LLC for the development and management of travel plazas and convenience stores. This is a 60%-owned venture, which owns and operates travel plazas/commercial highway operations in TRCC. It houses multiple commercial eating establishments as well as diesel and gasoline operations. The Company does not control the investment due to its having only 50% voting rights, and because our partner performs the day-to-day operations at the facility. At December 31, 2011, the Company had an equity investment balance of \$11,973,000 in this joint venture.
- Tejon Mountain Village LLC - Tejon Mountain Village LLC is an unconsolidated joint venture between the Company and DMB Pacific Partners II (a wholly owned subsidiary of DMB Associates, Inc.) formed to obtain all necessary government entitlement approvals and to develop the Tejon Mountain Village project. The Company owns a 50% interest in this venture. At December 31, 2011, the Company's equity investment balance in this joint venture was \$36,623,000.
- Rockefeller Joint Ventures - The Company has two joint ventures with Rockefeller Group Development Corporation for the development of buildings on approximately 91 unaudited acres. These joint ventures are part of an agreement for the development of up to 500 unaudited acres of land in TRCC including pursuing Foreign Trade Zone, or FTZ, designation and development of the property within the FTZ for warehouse distribution and light manufacturing. The Company owns a 50% interest in each of the joint ventures. Currently the Five West Parcel LLC joint venture owns and leases a 606,000 square foot (unaudited) building. The second of these ventures, 18-19 West LLC, was formed in August 2009 through the contribution of 61.5 acres (unaudited) of land by the Company, which is being held for future development. As of December 31, 2011, the combined equity investment balance in these joint ventures is \$5,297,000.
- Centennial Founders, LLC - Centennial Founders, LLC is a joint venture in which the Company had a 50% ownership interest until July 1, 2009 when a change in the joint venture operating agreement resulted in the Company satisfying the requirements for controlling the joint venture. This is a venture with Pardee Homes, Lewis Investment Company, and Standard Pacific Corp. that was organized to pursue the entitlement and development of land that the Company owns in Los Angeles County.

We have stated in past filings that the Centennial joint venture operating agreement was amended in August 2009 to allow our partners to become non-funding members during the entitlement phase of the project while we continue as the sole funding partner. During this period any non-funding partner's percentage ownership interest will be diluted by a 2-to-1 ratio with regard to the amount of capital contributed on such partner's behalf. Consequently, the operating results of Centennial Founders, LLC were consolidated effective July 1, 2009. Despite this change, our partners continue to be involved in an advisory capacity and may re-elect contributing status at a later time. At December 31, 2011 we have a 68.06% ownership position in Centennial Founders, LLC.

Based on the Second Amended and Restated Limited Company Agreement of Centennial Founders, LLC and the change in control and funding that resulted from the amended agreement, Centennial Founders, LLC qualified as a VIE beginning in the third quarter of 2009 and the Company was determined to be the primary beneficiary. As a result, Centennial Founders, LLC has been consolidated into our financial statements beginning in that quarter. Our partners retained a noncontrolling interest in the joint venture.

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Condensed financial information of the Company's joint ventures as of and for the year ended December 31 is as follows:

**Statement of Operations for the Year Ended  
December 31, 2011 (\$ in thousands)**

	UNCONSOLIDATED					CONSOLIDATED
	Petro Travel Plaza Holdings	Five West Parcel	Tejon Mountain Village	18-19 West	Total	Centennial
Revenues	\$ 115,992	\$ 178			\$116,170	\$ 380
Net income (loss)	3,104	(1,834)	(38)	(6)	\$ 1,226	(336)
Partner's share of net income (loss)	1,242	(917)	(19)	(3)	\$ 303	(113)
Equity in earnings (losses) of unconsolidated joint ventures	\$ 1,862	\$ (917)	\$ (26)	\$ (3)	\$ 916	\$ —

**Balance Sheet Information as of  
December 31, 2011**

	Petro Travel Plaza Holdings	Five West Parcel	Tejon Mountain Village	18-19 West	Total	Centennial
	Current assets	\$ 16,940	\$ 116	\$ 1,020	\$ 12	\$ 18,088
Property and equipment, net	44,092	16,509	85,127	4,255	149,983	67,684
Other assets	307	37	—	—	344	—
Long-term debt	(18,076)	(8,625)	—	—	(26,701)	—
Other liabilities	(2,648)	(201)	(1,122)	—	(3,971)	(1,106)
Net assets	\$ 40,615	\$ 7,836	\$85,025	\$4,267	\$137,743	\$ 66,903

**Statement of Operations for the Year Ended  
December 31, 2010 (\$ in thousands)**

	UNCONSOLIDATED					CONSOLIDATED
	Petro Travel Plaza Holdings	Five West Parcel	Tejon Mountain Village	18-19 West	Total	Centennial
Revenues	\$ 105,015	\$ 387	\$ —	\$ —	\$105,402	\$ 278
Net income (loss)	2,008	(1,249)	(72)	(6)	\$ 681	(558)
Partner's share of net income (loss)	803	(624)	(36)	(3)	\$ 140	(216)
Equity in earnings (losses) of unconsolidated joint ventures	\$ 1,205	\$ (625)	\$ (36)	\$ (3)	\$ 541	\$ —

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**Balance Sheet Information as of  
December 31, 2010**

	<u>Petro Travel Plaza Holdings</u>	<u>Five West Parcel</u>	<u>Tejon Mountain Village</u>	<u>18-19 West</u>	<u>Total</u>	<u>Centennial</u>
Current assets	\$ 13,717	\$ 45	\$ 892	\$ 15	\$ 14,669	\$ 85
Property and equipment, net	44,642	17,179	77,233	4,022	143,076	61,879
Other assets	226	302	—	—	528	1
Long-term debt	(19,287)	(8,625)	—	—	(27,912)	—
Other liabilities	(2,151)	(116)	(894)	—	(3,161)	(1,251)
Net assets	<u>\$ 37,147</u>	<u>\$ 8,785</u>	<u>\$77,231</u>	<u>\$4,037</u>	<u>\$127,200</u>	<u>\$ 60,714</u>

The Company's investment balance in its unconsolidated joint ventures differs from its respective capital accounts in the respective joint ventures. The differential represents the difference between the cost basis of assets contributed by the Company and the agreed upon contribution value of the assets contributed, as well as the amount and timing of joint venture distributions.

**16. UNAUDITED QUARTERLY OPERATING RESULTS**

The following is a tabulation of unaudited quarterly operating results for the years indicated:

(\$ in thousands, except per share)	<u>Total Revenue (1)</u>	<u>Segment Profit (Loss)</u>	<u>Net Income (Loss) attributable to Common Stockholders</u>	<u>Net Income(Loss), Per Share attributable to Common Stockholders (2)</u>
<b>2011</b>				
First Quarter (3)	\$22,969	\$16,276	\$ 8,736	\$ 0.44
Second Quarter	6,219	989	(638)	(0.03)
Third Quarter	15,099	5,690	2,558	0.13
Fourth Quarter	<u>20,169</u>	<u>10,196</u>	<u>5,238</u>	<u>\$ 0.26</u>
	<u>\$64,456</u>	<u>\$33,151</u>	<u>\$ 15,894</u>	
<b>2010</b>				
First Quarter	\$ 4,340	\$ (336)	\$ (1,333)	\$ (0.08)
Second Quarter	4,499	(418)	(1,149)	(0.06)
Third Quarter	16,533	9,993	7,850	0.40
Fourth Quarter	<u>11,181</u>	<u>1,612</u>	<u>(1,193)</u>	<u>\$ (0.06)</u>
	<u>\$36,553</u>	<u>\$10,851</u>	<u>\$ 4,175</u>	

- (1) Includes investment income and other income.
- (2) Net income (loss) per share on a diluted basis. Quarterly rounding of per share amounts can result in a variance from the reported annual amount.
- (3) Includes revenue of \$15,750,000 from the sale of conservation easements.

(21) Subsidiaries of Registrant

- A. Registrant: Tejon Ranch Co.
- B. Subsidiaries of Registrant
  - a. Tejon Ranchcorp, 100% owned by Registrant.
  - b. Laval Agricultural Company, formerly Tejon Farming Company.
  - c. Tejon Ranch Feedlot, Inc.
  - d. White Wolf Corporation.
  - e. Tejon Development Corporation.
  - f. Tejon Industrial Corp.
  - g. RSF 6051 LLC, a Delaware limited liability company.
  - h. Tejon Energy.
  - i. NSHE Threshers LLC.
  - j. Centennial Founders LLC, Delaware limited liability company, 68% owned by Tejon Ranchcorp.
- C. Each of the aforesaid subsidiaries is included in Registrant's Consolidated Financial Statements, set forth in answer to Item 15(a)(1) hereof.
- D. Each of the aforesaid subsidiaries (a) is a corporation unless otherwise stated, (b) was organized and incorporated or filed under the laws of the State of California unless otherwise stated, and (c) has 100% of its common stock (if a corporation) or membership interest (if a limited liability company) owned by Tejon Ranchcorp unless otherwise stated.
- E. Each of the aforesaid subsidiaries does business under its name, as shown. Registrant also does business under the name Tejon Ranch Company. Tejon Ranchcorp also does business under the names Tejon Ranch Company, Tejon Ranch, Fireside Oak Co., Grapevine Center, Tejon Mountain Village, Tejon Lake Vineyards, and Laval Farms. Laval Agricultural Company does business also under the names Laval Farms and Tejon Ranch. Tejon Industrial Corp. also does business under the name Tejon Ranch Commerce Center and Tejon Industrial Complex.

**EXHIBIT 23.1**

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form S-8 No. 333-152804) pertaining to the Tejon Ranch Co. Amended and Restated 1998 Stock Incentive Plan,
- (2) Registration Statement (Form S-8 No. 333-68869) pertaining to the Tejon Ranch Co. 1998 Stock Incentive Plan and Non-Employee Director Stock Incentive Plan,
- (3) Registration Statement (Form S-8 No. 333-70128) pertaining to the Tejon Ranch Co. 1998 Stock Incentive Plan,
- (4) Registration Statement (Form S-8 No. 333-113887) pertaining to the Tejon Ranch Nonqualified Deferred Compensation Plan,
- (5) Registration Statement (Form S-3 No. 333-115946) and related Prospectus;
- (6) Registration Statement (Form S-3 No. 333-130482) and related Prospectus;
- (7) Registration Statement (Form S-3 No. 333-166167) and related Prospectus;

of our reports dated March 12, 2012, with respect to the consolidated financial statements of Tejon Ranch Co. and Subsidiaries, and the effectiveness of internal control over financial reporting of Tejon Ranch Co. and Subsidiaries, included in this Annual Report (Form 10-K) for the year ended December 31, 2011.

/s/ ERNST & YOUNG LLP

Los Angeles, California  
March 12, 2012

EXHIBIT 31.1

**Certification of Chief Executive Officer Pursuant to  
Securities Exchange Act Rules 13a-14(a) and 15d-14(a)  
as Adopted Pursuant to  
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Robert A. Stine, certify that:

1. I have reviewed this annual report on Form 10-K of Tejon Ranch Co.;
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 officer 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 15(d)-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures 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 disclosure 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 change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer 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 the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses 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.

Dated: March 12, 2012

/s/ Robert A. Stine

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Robert A. Stine  
President and Chief Executive Officer

EXHIBIT 31.2

**Certification of Chief Financial Officer Pursuant to  
Securities Exchange Act Rules 13a-14(a) and 15d-14(a)  
as Adopted Pursuant to  
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Allen E. Lyda, certify that:

1. I have reviewed this annual report on Form 10-K of Tejon Ranch Co.;
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 officer 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 15(d)-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures 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 disclosure 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 change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer 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 the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses 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.

Dated: March 12, 2012

/s/ Allen E. Lyda

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Allen E. Lyda

Senior Vice President and Chief Financial Officer

**EXHIBIT 32**

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER  
AND CHIEF FINANCIAL OFFICER PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Each of the undersigned hereby certifies, in his capacity as an officer of Tejon Ranch Co. (the "Company"), for purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his own knowledge:

- The Annual Report of the Company on Form 10-K for the period ended December 31, 2010 fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, as amended; and
- The information contained in such report fairly presents, in all material respects, the financial condition and results of operation of the Company.

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

Dated: March 12, 2012

/s/ Robert A. Stine

Robert A. Stine,  
President and Chief Executive Officer

/s/ Allen E. Lyda

Allen E. Lyda,  
Senior Vice President and Chief Financial Officer