

Edgar Filing: TEJON RANCH CO - Form SC 13G/A

TEJON RANCH CO
Form SC 13G/A
February 14, 2005

UNITED STATES
SECURITIES & EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO 13d-2(b)

(Amendment No. 1) *

Tejon Ranch Co.
(Name of Issuer)

Common Stock, par value \$0.50 per share
(Title of Class of Securities)

879080109
(CUSIP Number)

December 31, 2004
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule 13G is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

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

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

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Smithfield Fiduciary LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a) [X]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands, British West Indies

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 638,426 shares of Common Stock (See Item 4(a))

EACH (7) SOLE DISPOSITIVE POWER
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER
638,426 shares of Common Stock (See Item 4(a))

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
638,426 shares of Common Stock (See Item 4(a))

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES **

[]

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
3.90%

(12) TYPE OF REPORTING PERSON **
OO

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 879080109

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Highbridge International LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a) [X]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands, British West Indies

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

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3.90%

(12) TYPE OF REPORTING PERSON **
OO

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS

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I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Highbridge Capital Corporation

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) [X]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands, British West Indies

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
638,426 shares of Common Stock (See Item 4(a))

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER
0

REPORTING

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3.90%

(12) TYPE OF REPORTING PERSON **
BD

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
Highbridge Capital Management, LLC - 20-1901985

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a) [X]

(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF (5) SOLE VOTING POWER

SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER

OWNED BY 638,426 shares of Common Stock (See Item 4(a))

EACH (7) SOLE DISPOSITIVE POWER

REPORTING 0

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(11) PERCENT OF CLASS REPRESENTED

BY AMOUNT IN ROW (9)

3.90%

(12) TYPE OF REPORTING PERSON **

OO

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Glenn Dubin

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a) [X]

(b) []

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(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

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3.90%

(12) TYPE OF REPORTING PERSON **
IN

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
Henry Swieca

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) [X]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

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United States

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

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3.90%

(12) TYPE OF REPORTING PERSON **
IN

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
D.B. Zwirn Special Opportunities Fund, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) [X]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (5) SOLE VOTING POWER

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0

SHARES

BENEFICIALLY (6) SHARED VOTING POWER
638,426 shares of Common Stock (See Item 4(a))

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER
0

REPORTING

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3.90%

(12) TYPE OF REPORTING PERSON **
PN

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

D.B. Zwirn Special Opportunities Fund, Ltd.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) [X]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands, British West Indies

NUMBER OF (5) SOLE VOTING POWER
0

SHARES

BENEFICIALLY (6) SHARED VOTING POWER

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638,426 shares of Common Stock (See Item 4(a))

OWNED BY _____

EACH (7) SOLE DISPOSITIVE POWER
0

REPORTING _____

PERSON WITH (8) SHARED DISPOSITIVE POWER
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(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
3.90%

(12) TYPE OF REPORTING PERSON **
CO

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Delphi Financial Group, Inc.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a) [X]

(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
638,426 shares of Common Stock (See Item 4(a))

OWNED BY _____

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EACH (7) SOLE DISPOSITIVE POWER
0

REPORTING _____

PERSON WITH (8) SHARED DISPOSITIVE POWER
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3.90%

(12) TYPE OF REPORTING PERSON **
CO

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
D.B. Zwirn & Co., L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) [X]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (5) SOLE VOTING POWER
0

SHARES _____

BENEFICIALLY (6) SHARED VOTING POWER
638,426 shares of Common Stock (See Item 4(a))

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EACH (7) SOLE DISPOSITIVE POWER
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REPORTING _____

PERSON WITH (8) SHARED DISPOSITIVE POWER

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638,426 shares of Common Stock (See Item 4(a))

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3.90%

(12) TYPE OF REPORTING PERSON **
PN

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Zwirn Holdings, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a) [X]

(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF (5) SOLE VOTING POWER
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** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

DBZ GP, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a) [X]

(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
3.90%

(12) TYPE OF REPORTING PERSON **
OO

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Daniel B. Zwirn

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a)

(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

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(12) TYPE OF REPORTING PERSON **

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IN

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Item 1.

(a) Name of Issuer

Tejon Ranch Co., a Delaware corporation (the "Company").

(b) Address of Issuer's Principal Executive Offices

P.O. Box 1000
Lebec, California 93243

Item 2(a). Name of Person Filing

Item 2(b). Address of Principal Business Office

Item 2(c). Citizenship

Smithfield Fiduciary LLC
The Cayman Corporate Center
Fourth Floor
27 Hospital Road
Georgetown, Grand Cayman, Cayman Islands, British West Indies
Citizenship: Cayman Islands, British West Indies

Highbridge International LLC
The Cayman Corporate Center
Fourth Floor
27 Hospital Road
Georgetown, Grand Cayman, Cayman Islands, British West Indies
Citizenship: Cayman Islands, British West Indies

Highbridge Capital Corporation
The Cayman Corporate Center
Fourth Floor
27 Hospital Road
Georgetown, Grand Cayman, Cayman Islands, British West Indies
Citizenship: Cayman Islands, British West Indies

Highbridge Capital Management, LLC
9 West 57th Street, 27th Floor
New York, New York 10019
Citizenship: Delaware

Glenn Dubin
c/o Highbridge Capital Management, LLC
9 West 57th Street, 27th Floor
New York, New York 10019
Citizenship: United States

Henry Swieca
c/o Highbridge Capital Management, LLC
9 West 57th Street, 27th Floor

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New York, New York 10019
Citizenship: United States

D.B. Zwirn Special Opportunities Fund, L.P.
c/o D.B. Zwirn & Co., L.P.
745 Fifth Ave.
18th Floor

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New York, New York 10151
Citizenship: Delaware

D.B. Zwirn Special Opportunities Fund, Ltd.
c/o Goldman Sachs (Cayman) Trust, Limited
P.O. Box 896
George Town
Harbour Centre, 2nd Floor
Grand Cayman, Cayman Islands, British West Indies
Citizenship: Cayman Islands, British West Indies

Delphi Financial Group, Inc.
c/o D.B. Zwirn & Co., L.P.
745 Fifth Ave.
18th Floor
New York, New York 10151
Citizenship: Delaware

D.B. Zwirn & Co., L.P.
745 Fifth Ave.
18th Floor
New York, New York 10151
Citizenship: Delaware

Zwirn Holdings, LLC
c/o D.B. Zwirn & Co., L.P.
745 Fifth Ave.
18th Floor
New York, New York 10151
Citizenship: Delaware

DBZ GP, LLC
c/o D.B. Zwirn & Co., L.P.
745 Fifth Ave.
18th Floor
New York, New York 10151
Citizenship: Delaware

Daniel B. Zwirn
c/o D.B. Zwirn & Co., L.P.
745 Fifth Ave.
18th Floor
New York, New York 10151
Citizenship: United States

Item 2(d) Title of Class of Securities

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Common Stock, par value \$0.50 per share ("Common Stock")

Item 2(e) CUSIP Number

879080109

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

(a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).

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- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

As of December 31, 2004, each Reporting Person may be deemed the beneficial owner of (i) 515,038 shares of Common Stock owned by Smithfield Fiduciary LLC, (ii) 54,170 shares of Common Stock owned by D.B Zwirn Special Opportunities Fund, L.P., (iii) 61,816 shares of Common Stock owned by D.B. Zwirn Special Opportunities Fund, Ltd. and (iv) 7,402 shares of Common Stock owned by Delphi Financial Group, Inc.

Highbridge Capital Management, LLC is the trading manager of Highbridge International LLC and Highbridge Capital Corporation. Glenn Dubin is

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a Managing Partner of Highbridge Capital Management, LLC. Henry Swieca is a Managing Partner of Highbridge Capital Management, LLC. Smithfield Fiduciary LLC is a wholly-owned subsidiary of Highbridge International LLC which is a wholly-owned subsidiary of Highbridge Capital Corporation, a broker/dealer.

D.B. Zwirn & Co., L.P. is the trading manager of each of D.B. Zwirn Special Opportunities Fund, Ltd., D.B. Zwirn Special Opportunities Fund, L.P. and Delphi Financial Group, Inc. and consequently has voting control and investment discretion over the securities held by each of D.B. Zwirn Special Opportunities Fund, Ltd., D.B. Zwirn Special Opportunities Fund, L.P. and Delphi Financial Group, Inc. Daniel B. Zwirn is the managing member of and thereby controls Zwirn Holdings, LLC, which in turn is the managing member of and

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thereby controls DBZ GP, LLC, which in turn is the general partner of and thereby controls D.B. Zwirn & Co., L.P.

The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person.

(b) Percent of class:

3.90%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

0

(ii) Shared power to vote or to direct the vote

638,426 shares of Common Stock.

(iii) Sole power to dispose or to direct the disposition of

0

(iv) Shared power to dispose or to direct the disposition of

638,426 shares of Common Stock.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

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Not applicable.

Item 8. Identification and Classification of Members of the Group

See Exhibit I.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

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By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits:

Exhibit I: Joint Filing Agreement.

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SIGNATURES

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

Dated: February 11, 2005

SMITHFIELD FIDUCIARY LLC

HIGHBRIDGE INTERNATIONAL LLC

By: /s/ Howard Feitelberg
Name: Howard Feitelberg
Title: Director

By: /s/ Howard Feitelberg
Name: Howard Feitelberg
Title: Director

HIGHBRIDGE CAPITAL CORPORATION

HIGHBRIDGE CAPITAL MANAGEMENT, LLC

By: /s/ Howard Feitelberg
Name: Howard Feitelberg

By: /s/ Ronald S. Resnick
Name: Ronald S. Resnick

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Title: Controller

Title: Managing Partner

/s/ Glenn Dubin
GLENN DUBIN

/s/ Henry Swieca
HENRY SWIECA

D.B. ZWIRN SPECIAL OPPORTUNITIES FUND,
L.P.

By: D.B. Zwirn & Co., L.P.
By: DBZ GP, LLC,
its General Partner
By: Zwirn Holdings, LLC,
its Managing Member

D.B. ZWIRN SPECIAL OPPORTUNITIES
FUND, Ltd.

By: D.B. Zwirn & Co., L.P.
By: DBZ GP, LLC,
its General Partner
By: Zwirn Holdings, LLC,
its Managing Member

By: /s/ Daniel B. Zwirn
Name: Daniel B. Zwirn
Title: Managing Member

By: /s/ Daniel B. Zwirn
Name: Daniel B. Zwirn
Title: Managing Member

DELPHI FINANCIAL GROUP, INC.

By: D.B. Zwirn & Co., L.P.
By: DBZ GP, LLC,
its General Partner
By: Zwirn Holdings, LLC,
its Managing Member

D.B. ZWIRN & CO., L.P.

By: DBZ GP, LLC,
its General Partner
By: Zwirn Holdings, LLC,
its Managing Member

By: /s/ Daniel B. Zwirn
Name: Daniel B. Zwirn
Title: Managing Member

By: /s/ Daniel B. Zwirn
Name: Daniel B. Zwirn
Title: Managing Member

CUSIP No. 879080109

13G

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ZWIRN HOLDINGS, LLC

DBZ GP, LLC
By: Zwirn Holdings, LLC,
its Managing Member

By: /s/ Daniel B. Zwirn
Name: Daniel B. Zwirn
Title: Managing Member

By: /s/ Daniel B. Zwirn
Name: Daniel B. Zwirn
Title: Managing Member

/s/ Daniel B. Zwirn
DANIEL B. ZWIRN

CUSIP No. 879080109

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EXHIBIT I

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JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G/A filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Common Stock, \$0.50 par value, of Tejon Ranch Co., a Delaware corporation, is being filed, and all amendments thereto will be filed, on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated as of February 11, 2005

SMITHFIELD FIDUCIARY LLC

By: /s/ Howard Feitelberg
Name: Howard Feitelberg
Title: Director

HIGHBRIDGE INTERNATIONAL LLC

By: /s/ Howard Feitelberg
Name: Howard Feitelberg
Title: Director

HIGHBRIDGE CAPITAL CORPORATION

By: /s/ Howard Feitelberg
Name: Howard Feitelberg
Title: Controller

HIGHBRIDGE CAPITAL MANAGEMENT, LLC

By: /s/ Ronald S. Resnick
Name: Ronald S. Resnick
Title: Managing Partner

/s/ Glenn Dubin
Glenn Dubin

/s/ Henry Swieca
Henry Swieca

D.B. ZWIRN SPECIAL OPPORTUNITIES FUND,
L.P.

By: D.B. Zwirn & Co., L.P.
By: DBZ GP, LLC,
its General Partner
By: Zwirn Holdings, LLC,
its Managing Member

D.B. ZWIRN SPECIAL OPPORTUNITIES
FUND, Ltd.

By: D.B. Zwirn & Co., L.P.
By: DBZ GP, LLC,
its General Partner
By: Zwirn Holdings, LLC,
its Managing Member

By: /s/ Daniel B. Zwirn
Name: Daniel B. Zwirn
Title: Managing Member

By: /s/ Daniel B. Zwirn
Name: Daniel B. Zwirn
Title: Managing Member

DELPHI FINANCIAL GROUP, INC.

By: D.B. Zwirn & Co., L.P.
By: DBZ GP, LLC,
its General Partner
By: Zwirn Holdings, LLC,
its Managing Member

D.B. ZWIRN & CO., L.P.

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By: Zwirn Holdings, LLC,
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ZWIRN HOLDINGS, LL

By: /s/ Daniel B. Zwirn
Name: Daniel B. Zwirn
Title: Managing Member

/s/ Daniel B. Zwirn
Daniel B. Zwirn

DBZ GP, LLC

By: Zwirn Holdings, LLC,
its Managing Member

By: /s/ Daniel B. Zwirn
Name: Daniel B. Zwirn
Title: Managing Member