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March 16, 2021

VIA E-MAIL

Office of Chief Counsel
Division of Corporate Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: Exchange Act Rule 14a-8: Submission of Shareholder Proposal for the 2021 Proxy Statement of Tejon Ranch Co.

Dear Sir or Madam:

We are writing on behalf of Glenbrook Capital Management, the general partner to Glenbrook Capital, L.P. (collectively, "Glenbrook"), which submitted a shareholder proposal on December 7, 2020 (the "Proposal") to Tejon Ranch Co. (the "Company"). We are writing in response to the supplemental no-action request from Gibson, Dunn & Crutcher LLP on behalf of the Company, dated March 10, 2021 (the "Supplemental No-Action Request"), the initial no-action request from Gibson, Dunn & Crutcher LLP on behalf of the Company, dated February 6, 2021 (the "No-Action Request"), and the response of the staff (the "Staff") of the U.S. Securities and Exchange Commission (the "Commission") on March 12, 2021 concurring that the Company had provided a basis for exclusion of the Proposal pursuant to paragraph (i)(10) under Rule 14a-8 under the Securities Exchange Act of 1934 ("Rule 14a-8"). For ease of reference, the Proposal is attached as Exhibit A hereto, the Supplemental No-Action Request is attached as Exhibit B hereto and the No-Action Request is attached as Exhibit C hereto.

I. The Company Did Not Provide An Adequate Basis For Exclusion of the Proposal Because the Company Has Not Substantially Implemented the Proposal.

The Supplemental No-Action Request provides a facile presentation of Rule 14a-8(i)(10) that strains a plain reading of the language of Rule 14a-8(i)(10) and contradicts the purposes of Rule 14a-8.

Rule 14a-8(i)(10) provides that a shareholder proposal is excludable when a company has already "substantially implemented the proposal." Through its determinations, the Staff has interpreted this provision to stand for the proposition that a proposal may be excluded as moot only when a company can "demonstrate" that it already has taken actions to address the underlying concerns and essential objectives of the shareholder proposal. *See, e.g., Bank of New York Mellon Corp.* (Feb. 15, 2019); *Exelon Corp.* (Feb. 26, 2010); and *Exxon Mobil Corp.* (Burt) (Mar. 23, 2009). Applying the foregoing standard, the Staff has previously noted that "a determination that [a] company has substantially implemented the proposal depends upon whether [such company's] particular policies, practices and procedures compare

favorably with the guidelines of the proposal.” *Texaco, Inc.* (Mar. 6, 1991, recon. granted Mar. 28, 1991). *See also, Annaly Capital Management, Inc.* (Feb. 22, 2019). The Supplemental No-Action Request glosses over these standard, citing, but dismissing, Exchange Act Release No. 12598 (July 7, 1976), which provides that the exclusion “is designed to avoid the possibility of shareholders having to consider matters which have already been favorably acted upon by the management.”

Despite the Company's conviction in the Supplemental No-Action Request, it fails to demonstrate that it has taken the necessary actions to address the essential objectives of the Proposal. Moreover, the Company's practices do not compare favorably with the guidelines of the proposal and management has not “favorably acted” on the Proposal because the Company has not actually undertaken anything—it, as it states, has merely “evaluated” its existing policy and “considered” adopting periodic earnings calls.

The Company's conclusions rest on faulty interpretations of the no-action letters cited in the Supplemental No-Action Request. The Company cites *JPMorgan Chase & Co.* (Feb. 5, 2020) to stand for the proposition that a proposal is excludable under Rule 14a-8(i)(10) if a company merely undertakes the minimal effort of reviewing its existing policies and determining to take no substantive action. In *JPMorgan*, the proposal requested that the company's board of directors review the Business Roundtable's statement of the purpose of a corporation and provide oversight and guidance as to how it should alter the company's governance and management systems. Though the Staff concurred with the company that the proposal may be excluded, its conclusion rested on the fact that “the company [already] operated in accordance with the principles set forth in the BRT Statement before its publication, and continue[d] to do so after its publication,” not because the Company merely considered its governance and management systems after receiving the shareholder proposal. Likewise, simply because the Company claims it reviewed its quarterly communications policy and subsequently chose to do nothing is not determinative and does not mean that the Staff's determination in *JPMorgan* is applicable.

The Company also relies on *Korn/Ferry International* (July 6, 2017). In that case, the proposal requested that the company's board of directors take the necessary steps to change certain voting standards. In response to the proposal, the board approved amendments to its governing documents and the company submitted its own proposal to be considered at the company's annual meeting that pre-empted the shareholder proposal. If the Company wishes to submit its own proposal at the Company's annual meeting to allow shareholders to vote on whether or how the Company may engage in quarterly communications, including whether the Company should hold earnings calls, then the Proposal may be excludable under Rule 14a-8(i)(10). However, the Company has not taken this action. The Company simply claims that it evaluated its shareholder communications policies at an unidentified meeting of the board of directors and decided it can nonetheless utilize Rule 14a-8(i)(10) to argue for excludability.

II. Excludability Based on Company Non-Action Contravenes the Policies Behind Rule 14a-8.

Finally, the policy implications of allowing the Company to exclude the Proposal under Rule 14a-8(i)(10) in the manner that it so requests in the Supplemental No-Action Request sets a dangerous precedent to minority shareholders. The Proposal's request that the board of directors “consider” taking an action was implemented merely to cast the Proposal as precatory, as shareholders are, for companies in most jurisdictions, virtually barred from encroaching on the prerogatives of the board under Rules 14a-8(i)(1) and (2). The Company has simply, using a neat but flawed trick, exploited a tension between the pressures of the required precatory nature of shareholder proposals and its strained reading of Rule 14a-8(i)(10). As the Company would have it, the board of directors of any public company faced with a precatory shareholder proposal could simply “evaluate” and “consider” and then disregard the requests of a precatory proposal in advance of any shareholder meeting as an end-run around Rule 14a-8.

III. The Company May Not File Its Proxy Statement for the 2021 Annual Meeting Until After May 31, 2021 or Else the Supplemental No-Action Request Was Not Timely Submitted.

Glenbrook wishes to verify that the Company has confirmed that it does not plan to file its definitive proxy statement for the 2021 annual meeting of shareholders of the Company before May 31, 2021. As the Company is no doubt aware, pursuant to Rule 14a-8(j), the Company must have filed its **reasons** for excluding the Proposal from its proxy materials no later than 80 calendar days before it files its definitive proxy statement and form of proxy with the Commission. As the Company first sought exclusion of the Proposal pursuant to Rule 14a-8(i)(10) in the Supplemental No-Action Request submitted to the Staff on March 10, 2021, the first business day that a definitive proxy statement may be filed following 80 days after the submission of the Supplemental No-Action Request is May 31, 2021.

* * *

Glenbrook reiterates that it does not believe the Proposal is excludable under Rule 14a-8(i)(10) and therefore request that the Staff reconsider its decision in light of the fact that (i) its determination was issued shortly after receipt of the Supplemental No-Action Request and before Glenbrook could provide a proper response and (ii) because Glenbrook does not believe the Supplemental No-Action Request presents a valid argument for excludability under Rule 14a-8(i)(10). In light of the foregoing, if reconsideration is denied, we request that, pursuant to 17 CFR 202.1(d), the matter be presented to the Commission for its consideration.

A copy of this letter is being forwarded to the Company pursuant to Rule 14a-8(k). Should you require any additional information or have any questions concerning the foregoing, please do not hesitate to contact me, by phone at (212) 756-2376 or email at Eleazer.Klein@srz.com, or contact my colleague, William Tevlin, by phone at (212) 756-2761 or email at William.Tevlin@srz.com.

Very truly yours,

By:



Name: Eleazer Klein

cc: Allen Lyda, Tejon Ranch Co.
Ari Lanin, Gibson, Dunn & Crutcher LLP

Exhibit A

Proposal

[attached hereto]

GLENBROOK CAPITAL MANAGEMENT

430 Cambridge Avenue, Suite 100
Palo Alto, California 94306

December 7, 2020

Via EMAIL and HAND DELIVERY

Tejon Ranch Co.
P.O. Box 1000
Tejon Ranch, California 93243
Attn: Corporate Secretary

Tejon Ranch Co.
4436 Lebec Road
Tejon Ranch, California 93243
Attn: Corporate Secretary

Re: Tejon Ranch Co. (“Tejon” or the “Company”)

Dear Corporate Secretary:

Glenbrook Capital Management (“Glenbrook”) is the general partner to Glenbrook Capital, L.P. (“Fund”), the owner of 21,000 shares of common stock, par value \$0.50 per share (“Common Stock”), of the Company, or approximately 0.08% of the outstanding shares of Common Stock.

This letter shall serve as notice to the Company of Glenbrook’s timely submission of a stockholder proposal pursuant to Rule 14a-8 promulgated under the Securities Exchange Act of 1934, as amended, for presentation to the Company’s stockholders at the Company’s next annual meeting of stockholders, anticipated to be held in May 2021, or any postponement or adjournment or special meeting held in lieu thereof (the “Meeting”).

Glenbrook’s Rule 14a-8 proposal (the “Proposal”) is as follows:

PROPOSAL

“RESOLVED, that the stockholders of Tejon Ranch Co. (the “Company”) request that the board of directors of the Company (the “Board”) evaluate the existing policy for quarterly communications with stockholders under the Company’s investor relations program and consider adopting periodic earnings calls as a method of improving the Company’s stockholder relations program.

SUPPORTING STATEMENT

We believe that regular and periodic earning calls provide greater transparency for current stockholders to evaluate their investment in the Company and more information that may encourage potential investors to purchase shares of Common Stock. This view is shared by most investor relations professionals. Results from the 2017 Earnings Call Practices Survey conducted by the National Investor Relations Institute (NIRI), a professional association of corporate officers and investor relations consultants, confirm that a vast majority of U.S. public companies hold quarterly earnings calls, with 97% of the companies that responded to the survey reporting that they hold such calls.

Delivering financial results and projections through periodic earnings calls would provide stockholders and analysts with the ability to seek clarification and guidance on the Company's business plan. The need for periodic calls is made more acute by the Company's complex plans for three new communities, the separation of the business into five divergent business lines (real estate – commercial industrial, real estate – resort residential, mineral resources, farming, and ranch operations) and the unprecedented challenges posed by the COVID-19 pandemic. The planned increase in the complexity of the Company's business, along with the uniquely challenging context in which the Company operates, makes it all the more important that the Company deliver regular streams of communication to, and an opportunity to promote dialogue, with stockholders.

As long term stockholders, we are committed to working with the Company and other stockholders to increase stockholder value. Holding periodic earnings calls would be a positive step which will allow for more productive stockholder engagement and help the Company optimize stockholder value. We believe that improved stockholder communications would increase interest in the Company which would drive the value and liquidity of the Common Stock.

For greater transparency into the Company's business and to increase potential investor interest in the Company, we urge you to vote "**FOR**" this proposal.

END OF PROPOSAL

As is required by Rule 14a-8, attached is a letter from Jefferies LLC verifying that the Fund continuously and beneficially owned shares of Common Stock having a market value of \$2,000 or more for at least one year prior to the date of the submission of the above Proposal. As of the date hereof, the Fund has continuously held the required number of shares of Common Stock for over a one-year period. The Fund intends to continue to hold the shares of Common Stock referenced through the date of the Meeting.

Glenbrook represents that, as the general partner to the Fund, it holds beneficial interest in all shares held by the Fund, including full economic interest in such shares along with the power to invest, vote, or direct the vote of such shares and has full power and authority to submit the Proposal on the Fund's behalf.

Please notify us as soon as possible if you would like any further information or if you believe this notice is deficient in any way or if additional information is required so that Glenbrook may promptly provide it to you in order to cure any deficiency.

Thank you for your time and consideration.

[Remainder of page intentionally left blank]

Sincerely,

GLENBROOK CAPITAL MANAGEMENT

A handwritten signature in black ink, appearing to read 'Richard Rudgley', written over a horizontal line.

By: Richard Rudgley
Title: President

cc: The Board of Directors of the Company

Jefferies

Dec 7, 2020

Tejon Ranch Co.
P.O. Box 1000
Tejon Ranch, California 93243
Attn: Corporate Secretary

Jefferies LLC

101 Hudson Street, 11th Floor
Jersey City, NJ 07302-3915
tel 212.284.2300
Jefferies.com

Dear Corporate Secretary,

This letter confirms that Glenbrook Capital LP has continuously held in excess of \$2,000 market value of common stock of Tejon Ranch Co. (NYSE: TRC) in their Jefferies LLC account *** since January 7, 2016 and through the date hereof December 7, 2020.

Should you have any questions specific to this matter, please call me at 1 (201) 761-7792.

Yours Truly,

Dominick Todaro

Dominick Todaro
Senior Vice President
Operations

Exhibit B

Supplemental No-Action Request

[attached hereto]

March 10, 2021

VIA E-MAIL

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: *Tejon Ranch Co.*
Supplemental Letter Regarding the Shareholder Proposal of Glenbrook Capital Management
Securities Exchange Act of 1934 (“Exchange Act”) - Rule 14a-8

Ladies and Gentlemen:

On January 6, 2021, we submitted a letter (the “No-Action Request”) on behalf of Tejon Ranch Co. (the “Company”) notifying the staff of the Division of Corporation Finance (the “Staff”) of the Securities and Exchange Commission (the “Commission”) that the Company intends to omit from its proxy statement and form of proxy for its 2021 Annual Meeting of Shareholders (collectively, the “2021 Proxy Materials”) a shareholder proposal (the “Proposal”) and statements in support thereof received from Glenbrook Capital Management (the “Proponent”). The Proposal requests that the Company’s Board of Directors (the “Board”) “evaluate the existing policy for quarterly communications with stockholders under the Company’s investor relations program and consider adopting periodic earnings calls as a method of improving the Company’s stockholder relations program.”

We write to respectfully request that the Staff concur in our view that the Proposal also may be properly excludable from the 2021 Proxy Materials pursuant to Rule 14a-8(i)(10) in addition to Rule 14a-8(i)(7).

ANALYSIS

The Proposal May Be Excluded Under Rule 14a-8(i)(10) Because It Has Been Substantially Implemented.

A. Background On The Substantial Implementation Standard Under Rule 14a-8(i)(10).

Rule 14a-8(i)(10) permits a company to exclude a stockholder proposal from its proxy materials “[i]f the company has already substantially implemented the proposal.” The

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Commission stated in 1976 that the predecessor to Rule 14a-8(i)(10) was “designed to avoid the possibility of shareholders having to consider matters which already have been favorably acted upon by the management.” Exchange Act Release No. 12598 (July 7, 1976). Originally, the Staff narrowly interpreted this predecessor rule and granted no-action relief only when proposals were “‘fully’ effected” by the company. See Exchange Act Release No. 19135 (Oct. 14, 1982). By 1983, the Commission recognized that the “previous formalistic application of [the Rule] defeated its purpose” because proponents were successfully convincing the Staff to deny no-action relief by submitting proposals that differed from existing company policy by only a few words. See Exchange Act Release No. 20091, at § II.E.6. (Aug. 16, 1983) (the “1983 Release”). Therefore, in 1983, the Commission adopted a revised interpretation to the rule to permit the omission of proposals that had been “substantially implemented.” *Id.* The 1998 amendments to Rule 14a-8 codified this position. See Exchange Act Release No. 40018 (May 21, 1998) (the “1998 Release”), at n.30 and accompanying text.

Under this standard, when a company can demonstrate that it has already taken actions to address the essential objective of a stockholder proposal, the Staff has concurred that the proposal has been “substantially implemented” and may be excluded as moot. The Staff has noted that “a determination that the [c]ompany has substantially implemented the proposal depends upon whether [the company’s] particular policies, practices and procedures compare favorably with the guidelines of the proposal.” *Texaco, Inc. (Recon.)* (avail. Mar. 28, 1991). As a result, the Staff has concurred with the exclusion under Rule 14a-8(i)(10) of proposals requesting that a board of directors take certain actions where the company represented that the board had in fact already acted. For example, in *JPMorgan Chase & Co.* (avail. Feb. 5, 2020), the proposal asked that the board of directors review the Business Roundtable’s Statement of the Purpose of a Corporation and provide oversight and guidance as to how it should alter the company’s governance and management systems. In granting no-action relief under Rule 14a-8(i)(10), the Staff noted the company’s representation that a board committee had reviewed the Statement and “determined that no additional action or assessment [was] required, as the [c]ompany already operate[d] in accordance with the principles set forth in the BRT statement with oversight and guidance by the Board of Directors, consistent with the Board’s fiduciary duties.” *Id.* See also *Korn/Ferry International* (avail. July 6, 2017); *Visa Inc.* (avail. Nov. 14, 2014); and *Hewlett-Packard Co.* (avail. Dec. 19, 2013) (each concurring with the exclusion of a simple majority stockholder proposal under Rule 14a-8(i)(10) where each proposal asked that the board take the necessary steps to change certain voting standards and each board approved amendments to the governing documents do so).

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B. The Company Has Substantially Implemented The Proposal, Including the Proposal's Two Requests.

The Proposal requests that the Board “evaluate the existing policy for quarterly communications with stockholders under the Company’s investor relations program and consider adopting periodic earnings calls as a method of improving the Company’s stockholder relations program.” The Company has substantially implemented the Proposal because the Company has confirmed for us that the Board has already (1) evaluated the Company’s existing policy for quarterly communications with shareholders under its investor relations program, and (2) considered adopting periodic earnings calls, and has determined that shareholders are best served by the Company’s existing methods of communications. After such evaluation and consideration, the Board determined to not change the Company’s practices at this time.

In making this determination, the Board considered that the Company provides both quarterly updates to the public, including its shareholders, through its Form 10-K and 10-Q filings and other periodic updates through its Form 8-K filings. The Board considered that these filings update shareholders on the Company’s strategy and business performance as a whole and by segment and are publicly available on the Company’s website.¹

Further, the Board considered the nature of the Company’s business and the status of its developments, which result in slight operational changes from quarter-to-quarter. The Company is a diversified real estate development and agribusiness company with multiple ongoing land developments across its business and development segments. Approximately three-quarters of these developments are currently in the pre-construction phases of this process where there is little progress to report from quarter-to-quarter.

Finally, the Board considered that the Company’s investor relations website contains the annual investor presentation, an investor video, Company fact sheets, press releases, stock information, and upcoming events with the public. Throughout the year, shareholders may communicate with management and the Board based on the contact information provided in the proxy statement and on the Company’s website and management and the Board accept and respond to these communications.² In addition, management provides shareholders with a formal investor presentation in connection with the annual meeting that summarizes the Company’s prior year performance and upcoming strategic goals, hosts on-site investor days,

¹ See <http://ir.tejonranch.com/sec-filings>.

² For example, the Company’s 2020 Proxy Statement provides that “[a]ny shareholder or other party interested in communicating with members of the Board . . . may send written communications to Tejon Ranch Co., P.O. Box 1000, Tejon Ranch, California 93243, Attention: Corporate Secretary, or via the ‘Contact’ link on the Company’s web-site, www.tejonranch.com.”

GIBSON DUNN

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meets with investors and potential investors through the investor relations program, and attends investor conferences.


The Board's actions are similar to the actions of the board in *JPMorgan Chase* because the Board has undertaken the requested evaluation and considered the matter requested by the Proposal. Accordingly, consistent with the precedent cited above, the Proposal may be excluded from the 2021 Proxy Materials in reliance on Rule 14a-8(i)(10) because the Board has substantially implemented the Proposal.

CONCLUSION

Based upon the foregoing analysis, we respectfully reiterate our request that the Staff concur that it will take no action if the Company excludes the Proposal from its 2021 Proxy Materials.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Correspondence regarding this letter should be sent to shareholderproposals@gibsondunn.com. If we can be of any further assistance in this matter, please do not hesitate to call me at (310) 552-8581, or Allen Lyda, the Company's Executive Vice President, Chief Operating Officer and Corporate Treasurer, at (661) 248-3000.

Sincerely,



Art Dunn

cc: Allen Lyda, Tejon Ranch Co.
Richard Rudgley, Glenbrook Capital Management
William Tevlin, Schulte Roth & Zabel LLP

Exhibit C

No-Action Request

[attached hereto]

January 6, 2021

VIA E-MAIL

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: *Tejon Ranch Co.*
Shareholder Proposal of Glenbrook Capital Management
Securities Exchange Act of 1934 ("Exchange Act") - Rule 14a-8

Ladies and Gentlemen:

This letter is to inform you that our client, Tejon Ranch Co. (the "Company"), intends to omit from its proxy statement and form of proxy for its 2021 Annual Meeting of Shareholders (collectively, the "2021 Proxy Materials") a shareholder proposal (the "Proposal") and statements in support thereof received from Glenbrook Capital Management (the "Proponent").

Pursuant to Rule 14a-8(j), we have:

- filed this letter with the Securities and Exchange Commission (the "Commission") no later than eighty (80) calendar days before the Company intends to file its definitive 2021 Proxy Materials with the Commission; and
- concurrently sent copies of this correspondence to the Proponent.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) ("SLB 14D") provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the staff of the Division of Corporation Finance (the "Staff"). Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to this Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

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THE PROPOSAL

The Proposal states:

RESOLVED, that the stockholders of Tejon Ranch Co. (the "Company") request that the board of directors of the Company (the "Board") evaluate the existing policy for quarterly communications with stockholders under the Company's investor relations program and consider adopting periodic earnings calls as a method of improving the Company's stockholder relations program.

A copy of the Proposal and its supporting statements, as well as related correspondence with the Proponent, is attached to this letter as Exhibit A.

BASIS FOR EXCLUSION

We hereby respectfully request that the Staff concur in our view that the Proposal may properly be excluded from the 2021 Proxy Materials pursuant to Rule 14a-8(i)(7) because the Proposal deals with matters relating to the Company's ordinary business operations.

ANALYSIS

The Proposal May Be Excluded Under Rule 14a-8(i)(7) Because The Proposal Deals With Matters Relating To The Company's Ordinary Business Operations.

A. Background On The Ordinary Business Standard.

Rule 14a-8(i)(7) permits a company to omit from its proxy materials a shareholder proposal that relates to the company's "ordinary business" operations. According to the Commission's release accompanying the 1998 amendments to Rule 14a-8, the term "ordinary business" "refers to matters that are not necessarily 'ordinary' in the common meaning of the word," but instead the term "is rooted in the corporate law concept providing management with flexibility in directing certain core matters involving the company's business and operations." Exchange Act Release No. 40018 (May 21, 1998) (the "1998 Release").

In the 1998 Release, the Commission stated that the underlying policy of the ordinary business exclusion is "to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting," and identified two central considerations that underlie this policy. As relevant here, one consideration is that "[c]ertain

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tasks are so fundamental to management's ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight." *Id.* (citing Exchange Act Release No. 12999 (Nov. 22, 1976)). Examples of the tasks cited by the Commission include "management of the workforce, such as the hiring, promotion, and termination of employees, decisions on production quality and quantity, and the retention of suppliers." *Id.*

B. The Proposal Is Excludable Under Rule 14a-8(i)(7) Because It Relates To The Company's Communications With Shareholders.

The Proposal may be excluded pursuant to Rule 14a-8(i)(7) as relating to ordinary business operations because it relates to the Company's communications with shareholders. The Staff has previously concurred with the exclusion under Rule 14a-8(i)(7) of proposals seeking to "improve" a company's communications with their shareholders. For example, in *Jameson Inns, Inc.* (avail. May 15, 2001), the proposal similarly urged the board of directors "to consider new ideas for improving shareholder communications." These ideas included allowing shareholder questions at quarterly conference calls, disclosing "significant corporate events" in filings with the Commission and press releases, and creating a forum for shareholders to ask board members questions about conflicts of interest. The proposal's supporting statement, similar to the Proposal's supporting statements, expressed the proponent's view that "shareholder communication is important to allow existing shareholders to oversee their investment and also to maximize the stock price," and stated the proposal was "prompted by" recent company events, such as quarterly conference calls that no longer allowed shareholders to ask questions. The Staff concurred with the proposal's exclusion under Rule 14a-8(i)(7) as relating to "ordinary business operations (i.e., *procedures for improving shareholder communications*)" (emphasis added). The Staff has consistently concurred with the exclusion under Rule 14a-8(i)(7) of proposals otherwise relating to the communication of companies with their shareholders. For example, in *Irvine Sensors Corp.* (avail. Jan. 2, 2001), a proposal requested that the company "establish a policy to have regular communications and updates with the shareholders," which could be accomplished by "quarterly letters to the shareholders posted on the company website or"—like the Proposal—by "conference calls." The proposal also requested the establishment of a policy to webcast annual meetings. In concurring with the proposal's exclusion, the Staff noted that the proposal related to the company's "ordinary business operations (i.e., *procedures for establishing regular communications and updates with shareholders*)." See also *ARIAD Pharmaceuticals, Inc.* (avail. June 1, 2016) (concurring with the exclusion of a proposal requesting that the company's board respond to questions specified in the proposal, where the company argued it related to "shareholder relations and communications," and the Staff noted that the proposal related to the company's "ordinary business operations"); *Ford*

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Motor Co. (avail. Mar. 1, 2010) (concurring with the exclusion of a proposal relating to how the company distributes restated financial statements to shareholders since “[p]roposals concerning the methods used by a company to distribute or present information to its shareholders are generally excludable under rule 14a-8(i)(7)”; *XM Satellite Radio Holdings Inc.* (avail. May 14, 2007) (concurring with the exclusion of a shareholder proposal requesting that the board “impose a monetary fine upon the [c]ompany [o]fficer for failing to promptly respond to shareholder letters” and implement a shareholder response policy specified in the proposal, where the Staff noted that the proposal related to “procedures for improving shareholder communications”); *Peregrine Pharmaceuticals, Inc.* (avail. June 28, 2005) (concurring with the exclusion of a proposal “designed to require the company to communicate to the [share]holders and other interested parties through public conference calls,” according to certain timing, frequency, and other requirements, as relating to “ordinary business operations (i.e., procedures for establishing regular communications and updates with shareholders”); *Converse Technology, Inc.* (avail. Sept. 8, 2003, *Comm. review denied* Mar. 15, 2004) (concurring with the exclusion of a shareholder proposal that requested the establishment of an “Office of the Board of Directors” to facilitate communication among non-management directors and shareholders, noting that it relates to “procedures for enabling shareholder communications”).

Like the proposals in *Jameson Inns*, *Irvine Sensors*, and the other precedents discussed above, the Proposal seeks to “improv[e] the Company’s stockholder relations program” by requesting the Company review its existing communications policy and consider adopting the Proponent’s preferred communication method: periodic earnings calls. The Proposal’s supporting statements assert that such “improved stockholder communications” would increase shareholder interest and engagement, as well as share value. By focusing on the Company’s shareholder communications, including the frequency and format of such communications, the Proposal is excludable under Rule 14a-8(i)(7) as relating to the Company’s ordinary business operations. As Staff precedent recognizes, decisions regarding communications with shareholders are the type of ordinary business operations that the

¹ The Proposal is also excludable to the extent its references to the Company’s shareholder “relations program” and shareholder “engagement” relate to the Company’s shareholder relations, as the Staff has consistently agreed that proposals relating to shareholder relations can be excluded under Rule 14a-8(i)(7) as related to ordinary business matters. See, e.g., *Con-way, Inc.* (avail. Jan. 22, 2009) (concurring with the exclusion of a proposal requesting that the company broadcast future annual meetings over the Internet using webcast technology, since the proposal involved “shareholder relations and the conduct of annual meetings”); *Commonwealth Energy Corporation* (avail. Nov. 15, 2002) (concurring with the exclusion of a proposal requesting the company “[c]onduct the annual and other meetings in accordance with Roberts Rules of Order” as “relating to [the company’s] ordinary business operations (i.e., shareholder relations and the conduct of annual meetings”).

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ordinary business exclusion is designed to remove from shareholder decision-making. These decisions “could not, as a practical matter, be subject to direct shareholder oversight.” 1998 Release. In general, communications with shareholders involve a complex consideration of effectiveness, strategy, time allocation, and associated costs, among others—all of which the Board of Directors and management are able to consider more thoroughly than the shareholders.

Consistent with the Staff letters described above, the Proposal may therefore be excluded pursuant to Rule 14a-8(i)(7) as a matter of ordinary business operations because it relates to the Company’s communications with shareholders.

CONCLUSION

Based upon the foregoing analysis, the Company intends to exclude the Proposal from its 2021 Proxy Materials, and we respectfully request that the Staff concur that the Proposal may be excluded under Rule 14a-8(i)(7).

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Correspondence regarding this letter should be sent to shareholderproposals@gibsondunn.com. If we can be of any further assistance in this matter, please do not hesitate to call me at (310) 552-8581, or Allen Lyda, the Company’s Executive Vice President, Chief Operating Officer and Corporate Treasurer, at (661) 248-3000.

Sincerely,



Ari Lanin

Enclosures

cc: Allen Lyda, Tejon Ranch Co.
Richard Rudgley, Glenbrook Capital Management

GIBSON DUNN

EXHIBIT A

GLENBROOK CAPITAL MANAGEMENT

430 Cambridge Avenue, Suite 100

Palo Alto, California 94306

December 7, 2020

Via EMAIL and HAND DELIVERY

Tejon Ranch Co.
P.O. Box 1000
Tejon Ranch, California 93243
Attn: Corporate Secretary

Tejon Ranch Co.
4436 Lebec Road
Tejon Ranch, California 93243
Attn: Corporate Secretary

Re: Tejon Ranch Co. ("Tejon" or the "Company")

Dear Corporate Secretary:

Glenbrook Capital Management ("Glenbrook") is the general partner to Glenbrook Capital, L.P. ("Fund"), the owner of 21,000 shares of common stock, par value \$0.50 per share ("Common Stock"), of the Company, or approximately 0.08% of the outstanding shares of Common Stock.

This letter shall serve as notice to the Company of Glenbrook's timely submission of a stockholder proposal pursuant to Rule 14a-8 promulgated under the Securities Exchange Act of 1934, as amended, for presentation to the Company's stockholders at the Company's next annual meeting of stockholders, anticipated to be held in May 2021, or any postponement or adjournment or special meeting held in lieu thereof (the "Meeting").

Glenbrook's Rule 14a-8 proposal (the "Proposal") is as follows:

PROPOSAL

"RESOLVED, that the stockholders of Tejon Ranch Co. (the "Company") request that the board of directors of the Company (the "Board") evaluate the existing policy for quarterly communications with stockholders under the Company's investor relations program and consider adopting periodic earnings calls as a method of improving the Company's stockholder relations program.

SUPPORTING STATEMENT

We believe that regular and periodic earning calls provide greater transparency for current stockholders to evaluate their investment in the Company and more information that may encourage potential investors to purchase shares of Common Stock. This view is shared by most investor relations professionals. Results from the 2017 Earnings Call Practices Survey conducted by the National Investor Relations Institute (NIRI), a professional association of corporate officers and investor relations consultants, confirm that a vast majority of U.S. public companies hold quarterly earnings calls, with 97% of the companies that responded to the survey reporting that they hold such calls.

Delivering financial results and projections through periodic earnings calls would provide stockholders and analysts with the ability to seek clarification and guidance on the Company's business plan. The need for periodic calls is made more acute by the Company's complex plans for three new communities, the separation of the business into five divergent business lines (real estate – commercial industrial, real estate – resort residential, mineral resources, farming, and ranch operations) and the unprecedented challenges posed by the COVID-19 pandemic. The planned increase in the complexity of the Company's business, along with the uniquely challenging context in which the Company operates, makes it all the more important that the Company deliver regular streams of communication to, and an opportunity to promote dialogue, with stockholders.

As long term stockholders, we are committed to working with the Company and other stockholders to increase stockholder value. Holding periodic earnings calls would be a positive step which will allow for more productive stockholder engagement and help the Company optimize stockholder value. We believe that improved stockholder communications would increase interest in the Company which would drive the value and liquidity of the Common Stock.

For greater transparency into the Company's business and to increase potential investor interest in the Company, we urge you to vote "FOR" this proposal.

END OF PROPOSAL

As is required by Rule 14a-8, attached is a letter from Jefferies LLC verifying that the Fund continuously and beneficially owned shares of Common Stock having a market value of \$2,000 or more for at least one year prior to the date of the submission of the above Proposal. As of the date hereof, the Fund has continuously held the required number of shares of Common Stock for over a one-year period. The Fund intends to continue to hold the shares of Common Stock referenced through the date of the Meeting.

Glenbrook represents that, as the general partner to the Fund, it holds beneficial interest in all shares held by the Fund, including full economic interest in such shares along with the power to invest, vote, or direct the vote of such shares and has full power and authority to submit the Proposal on the Fund's behalf.

Please notify us as soon as possible if you would like any further information or if you believe this notice is deficient in any way or if additional information is required so that Glenbrook may promptly provide it to you in order to cure any deficiency.

Thank you for your time and consideration.

[Remainder of page intentionally left blank]

Sincerely,

GLENBROOK CAPITAL MANAGEMENT



By: Richard Rudgley
Title: President

cc: The Board of Directors of the Company

Jefferies

Dec 7, 2020

Tejon Ranch Co.
P.O. Box 1000
Tejon Ranch, California 93243
Attn: Corporate Secretary

Jefferies LLC

101 Hudson Street, 11th Floor
Jersey City, NJ 07302-3915
tel 212.284.2300
Jefferies.com

Dear Corporate Secretary,

This letter confirms that Glenbrook Capital LP has continuously held in excess of \$2,000 market value of common stock of Tejon Ranch Co. (NYSE: TRC) in their Jefferies LLC account *** since January 7, 2016 and through the date hereof December 7, 2020.

Should you have any questions specific to this matter, please call me at 1 (201) 761-7792.

Yours Truly,

Dominick Todaro

Dominick Todaro
Senior Vice President
Operations