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## **FORMNT 10-K**

**CADIZ INC - CDZI**

**Filed: June 27, 1996 (period: March 31, 1996)**

Notification that form 10-K will be submitted late

U. S. SECURITIES AND EXCHANGE COMMISSION  
Washington D. C. 20549

FORM 12B-25  
NOTIFICATION OF LATE FILING  
(Check One):

- Form 10-K and Form 10-KSB       Form 11-K  
 Form 10-Q and Form 10-QSB       Form N-SAR  
 Form 20-F

For Period Ended:    March 31, 1996

- Transition Report on Form 10-K  
 Transition Report on Form 20-F  
 Transition Report on Form 11-K  
 Transition Report on Form 10-Q  
 Transition Report on Form N-SAR

For the Transition Period Ended:

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Nothing in this Form shall be construed to imply that  
the Commission has verified any information contained  
herein.

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If the notification relates to a portion of the filing checked  
above, identify the Item(s) to which the notification relates:

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PART I -- REGISTRANT INFORMATION  
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Full Name of Registrant:    Cadiz Land Company, Inc.  
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Former Name if Applicable:    \_\_\_\_\_

Address of Principal Executive Office (Street and Number):

10535 Foothill Blvd., Suite 150, Rancho Cucamonga, CA 91730  
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PART II -- RULES 12b-25 (b) AND (c)  
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If the subject report could not be filed without unreasonable  
effort or expense and the registrant seeks relief pursuant to  
Rule 12b-25(b), the following should be completed. (Check  
box if appropriate)

- (a) The reasons described in reasonable detail in Part  
    III of this form could not be eliminated  
    without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report,  
    transition report on Form 10-K, Form 20-F, 11-K  
    or Form N-SAR, or portion thereof will be filed  
    on or before the fifteenth calendar day following  
    the prescribed due date; or the subject quarterly  
    report or transition report on Form 10-Q, or  
    portion thereof will be filed on or before the  
    fifth calendar day following the prescribed due  
    date; and

[ ] (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III -- NARRATIVE

State below in reasonable detail the reasons why the Form 10-K, and Form 10-KSB, 20-F, 11-K, 10-Q and Form 10-QSB, N-SAR, or the transition report or portion thereof could not be filed within the prescribed time period.

(Attach Extra Sheets if Needed)

The Registrant's inability to file its Form 10-K for the fiscal year ended March 31, 1996 is primarily based on the reasons set forth and described below:

In connection with the Company's proposed acquisition of Sun World International, Inc. and subsidiaries (collectively, "Sun World"), the U.S. Bankruptcy Court (the "Court") has set a date of July 12, 1996 for a confirmation hearing (the "Confirmation Hearing") on the Plan of Reorganization submitted to the Court by Sun World, which Plan provides for the acquisition by the Company of all of the outstanding capital stock of Sun World. Given the effect of this acquisition upon the disclosure required to be provided by the Company in its Annual Report on Form 10-K for the year ended March 31, 1996, the Company intends to file such Annual Report immediately following the Confirmation Hearing, but, in any event, within the time limits prescribed by Rule 12b-25.

It is anticipated that the Registrant will have net loss of approximately \$8.487 million, before taxes, for the year ending March 31, 1996. However, inasmuch as Registrant's financial statements have not yet been finalized, the estimate of these results may be subject to further adjustment.

PART IV -- OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification:

|                       |             |                    |
|-----------------------|-------------|--------------------|
| Howard J. Unterberger | (310)       | 556-1990           |
| -----                 | -----       | -----              |
| (Name)                | (Area Code) | (Telephone Number) |

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).

Yes       No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes       No

If so: attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

SEE PART III

Cadiz Land Company, Inc.

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(Name of Registrant as specified in charter)  
has caused this notification to be signed on its behalf by  
the undersigned thereunto duly authorized

Date: June 27, 1996  
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By: /s/ Susan K. Chapman  
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Susan K. Chapman,  
Chief Financial Officer and Secretary

ATTENTION  
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Intentional misstatements or omissions of fact constitute  
Federal Criminal Violations (See 18 U.S.C. 1001).