



# Rayonier Investor Presentation March 2016



#### **Safe Harbor Statement**

Certain statements in this presentation regarding anticipated financial outcomes including Rayonier's earnings guidance, if any, business and market conditions, outlook, expected dividend rate, Rayonier's business strategies, including expected harvest schedules, timberland acquisitions and sales of non-strategic timberlands, the anticipated benefits of Rayonier's business strategies, and other similar statements relating to Rayonier's future events, developments or financial or operational performance or results, are "forward-looking statements" made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and other federal securities laws. These forward-looking statements are identified by the use of words such as "may," "will," "should," "expect," "estimate," "believe," "intend," "project," "anticipate" and other similar language. However, the absence of these or similar words or expressions does not mean that a statement is not forward-looking. While management believes that these forward-looking statements are reasonable when made, forward-looking statements are not guarantees of future performance or events and undue reliance should not be placed on these statements.

The following important factors, among others, could cause actual results or events to differ materially from those expressed in forward-looking statements that may have been made in this document: the cyclical and competitive nature of the industries in which we operate; fluctuations in demand for, or supply of, our forest products and real estate offerings; entry of new competitors into our markets; changes in global economic conditions and world events, including political changes in particular regions or countries; fluctuations in demand for our products in Asia, and especially China; various lawsuits relating to matters arising out of our previously announced internal review and the restatement of our consolidated financial statements; the uncertainties of potential impacts of climate-related initiatives; the cost and availability of third party logging and trucking services; the geographic concentration of a significant portion of our timberland; our ability to identify, finance and complete timberland acquisitions; changes in environmental laws and regulations, timber harvesting, delineation of wetlands, and endangered species, that may restrict or adversely impact our ability to conduct our business, or increase the cost of doing so; adverse weather conditions, natural disasters and other catastrophic events such as hurricanes, wind storms and wildfires, which can adversely affect our timberlands and the production, distribution and availability of our products; interest rate and currency movements; our capacity to incur additional debt, and any decision we may make to do so; changes in tariffs, taxes or treaties relating to the import and export of our products or those of our competitors; changes in tax laws that could adversely affect tax treatment of our specific businesses or reduce the benefits associated with REIT status.

Specifically with respect to our Real Estate business, the following important factors, among others, could cause actual results to differ materially from those expressed in forward-looking statements that may have been made in this document: the cyclical nature of the real estate business generally, including fluctuations in demand for both entitled and unentitled property; a delayed or weak recovery in the housing market; the lengthy, uncertain and costly process associated with the ownership, entitlement and development of real estate, especially in Florida, which also may be affected by changes in law, policy and political factors beyond our control; the potential for legal challenges to entitlements and permits in connection with our properties; unexpected delays in the entry into or closing of real estate transactions; the existence of competing developers and communities in the markets in which we own property; the pace of development and the rate and timing of absorption of existing entitled property in the markets in which we own property; changes in the demographics affecting projected population growth and migration to the Southeastern U.S.; changes in environmental laws and regulations, including laws regarding water withdrawal and management and delineation of wetlands, that may restrict or adversely impact our ability to sell or develop properties; the cost of the development of property generally, including the cost of property taxes, labor and construction materials; the timing of construction and availability of public infrastructure; and the availability of financing for real estate development and mortgage loans.

For additional factors that could impact future results, please see Item 1A – Risk Factors in the company's most recent Annual Report on Form 10-K and similar discussions included other reports that we subsequently file with the Securities and Exchange Commission (the "SEC").

Forward-looking statements are only as of the date they are made, and the Company undertakes no duty to update its forward-looking statements except as required by law. You are advised, however, to review any further disclosures we make on related subjects in our subsequent reports filed with the SEC.



# **Rayonier – Best-in-Class, Pure-Play Timber REIT**

Leading	
Pure-Play	
Timberland	
REIT	

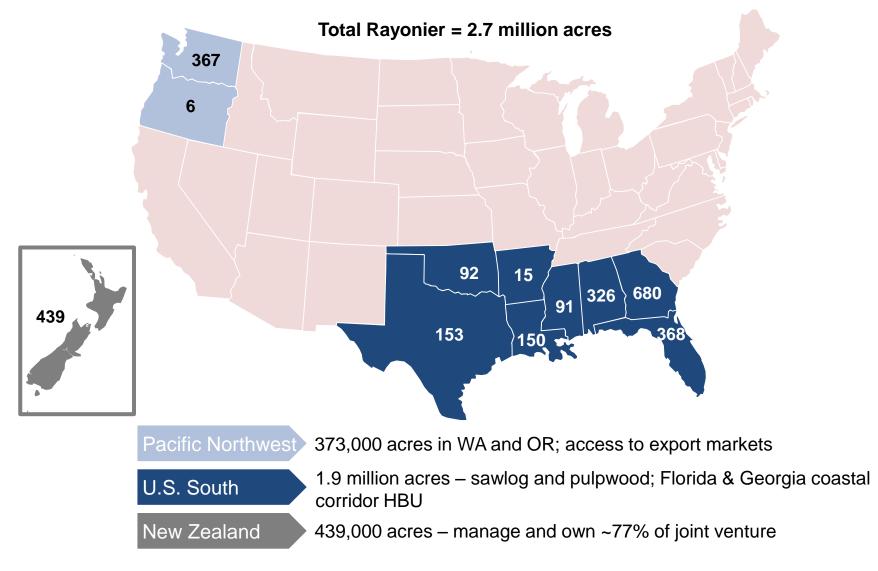
Growing Timberland Base

Attractive Real Estate Platform

Strong Capital Structure

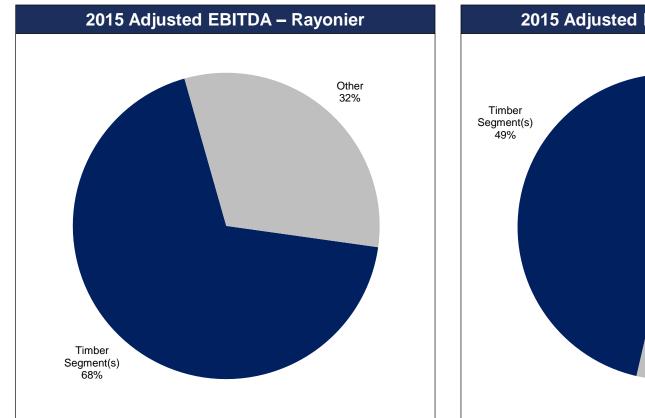
- Second-largest timber REIT with 2.7 million acres of high-quality timberland
- Geographic diversity U.S. South, Pacific Northwest, New Zealand
- Timberlands strategically positioned in competitive fiber baskets
- Focus on recurring cash flow generation from timber harvest operations
- Profitably growing timberland base through disciplined acquisition process
- Over \$900 million invested in high-quality timberlands since January 2011
- Investing in advanced genetics to yield long-term volume growth
- Attractive HBU opportunities across U.S. South, including Florida and Georgia coastal corridor
- Stable and recurring base of annual rural land sales
- Two active development projects under way (Wildlight and Belfast Commerce Park)
- Net debt to enterprise value of 22% at end of Q4 2015
- Favorable financing facilities and access to capital
- Substantial capacity to pursue timberland acquisitions

# Highly Productive, Geographically Diversified Timberlands





## Leading "Pure-Play" Timberland REIT



#### 2015 Adjusted EBITDA – Peer Group

Note: Timberland REIT Peer Group comprised of WY, PCL, PCH and CTT. Figures reflect aggregate Timberland REIT Peer Group 2015 Adjusted EBITDA excluding corporate expenses (except CTT reflects 2014 data). Other includes real estate, manufacturing and other reported segments.

Rayonier is a leading "pure-play" timberland REIT that generates the significant majority of its Adjusted EBITDA from recurring timber harvest operations.

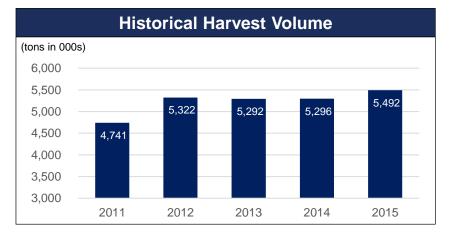


Other 51%

#### **Southern Timber – Segment Overview**



(1) Site index reflects the average height of the dominant and codominant trees at a base age of 25 (U.S. South).



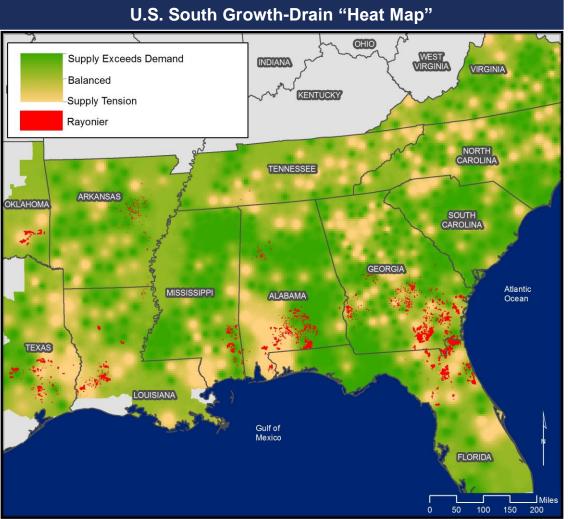
#### **Historical Adjusted EBITDA\***



Rayonier's Southern Timber segment has nearly doubled its EBITDA since 2011, driven by acquisitions and price gains in key markets.



### **Favorable Supply / Demand Dynamics in RYN Markets**



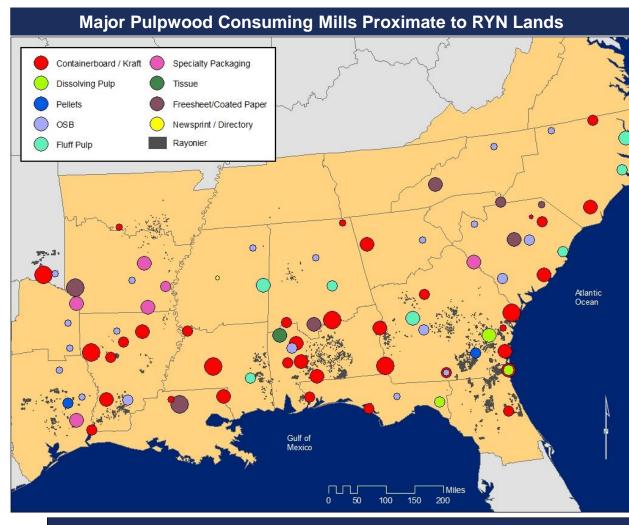
#### **Key Observations**

- <u>Local</u> market supply / demand dynamics determine price
- Logs typically travel less than 100 miles
- Supply / demand conditions vary widely across the region
- Tensioned markets yield better timber pricing

Source: USDA FIA; Rayonier research. Note: Most current FIA cycle data by state (vintage years vary by state).



#### **RYN Markets Benefit from Strong and Stable Pulpwood Demand**



#### Overview of Rayonier Pulpwood Consumers

	% of 2015	Long-Term
Facility Key End Product	Harvest	<b>Demand Trend</b>
Containerboard / Kraft	62%	+
Pellets	8%	+
Dissolving Pulp	8%	+
Oriented Strand Board (OSB)	8%	+
Specialty Packaging	7%	+
Fluff Pulp	4%	+
Other	3%	+
Tissue	-	+
Freesheet / Coated Paper	-	—
Newsprint / Directory	-	—
Total	100%	NA

Note: Estimated based on 2015 harvest.

Rayonier's timberlands are strategically positioned near a variety of major pulpwood consumers that are manufacturing products for stable and/or growing end-markets.

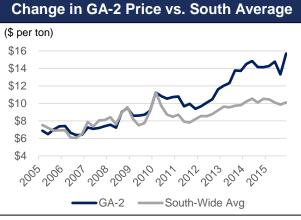


#### **Growth of Pellet Mills Has Further Buoyed Demand**



#### **Key Observations**

- Majority of operating facilities are located in RYN markets, with a particular focus in Coastal GA
- Currently monitoring three key facilities under construction in Louisiana and Mississippi
- Several announced facilities planning to locate near RYN properties



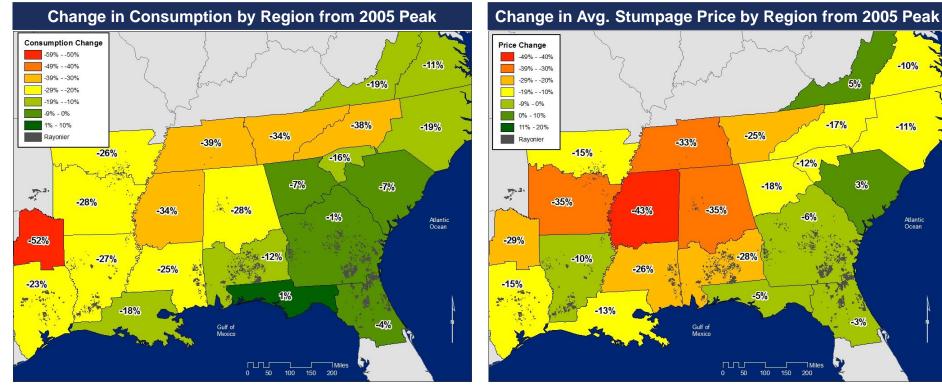
Source: Timber Mart-South. Note: GA-2 represents South GA, including coastal area.

Rayonier's markets have benefited from increased demand from pellet manufacturing facilities, particularly in Georgia and Texas.



#### **Consumption & Price Declines Less Pronounced in RYN Markets**

- Gulf Interior region has experienced the largest consumption declines in the U.S. South
- Atlantic Coastal region has benefited from increased pellet and pulp mill demand, which has mitigated overall demand decline



Source: USDA FIA Timber Product Output data; Rayonier Analysis. Note: Peak = 2005; Current = 2011 data (last available data), except Texas is 2009.

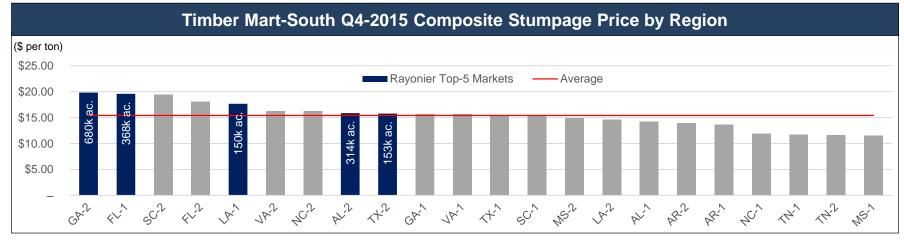
Source: Timber Mart-South.

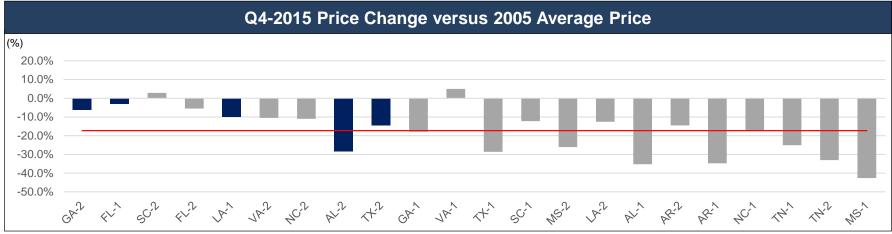
Note: Assumes mix of 50% pulpwood, 30% chip-n-saw and 20% sawtimber comparing Timber Mart-South prices in Q4 2015 versus 2005 average.

Due to strong and growing pulpwood demand, Rayonier's markets have experienced less pronounced declines in consumption and average stumpage pricing.



# **Favorable Supply-Demand Dynamics = Better Pricing**





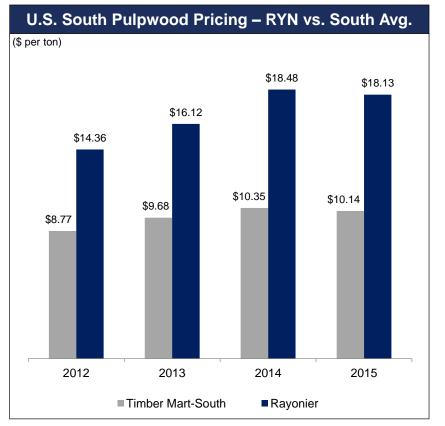
Source: Timber Mart-South.

Note: Composite price by region calculated based on assumed mix of 50% pulpwood, 30% chip-n-saw and 20% sawtimber.

Rayonier's U.S. South timberlands are located in some of the strongest markets, with a significant concentration (~55%) in the Coastal FL/GA region.



### **RYN Pricing Materially Better Than Market Averages**



U.S. South Sawtimber Pricing – RYN vs. South Avg. (\$ per ton) \$26.45

\$21.36

2014

Rayonier

\$21.62

2015

\$24.06

\$20.44

2013

Timber Mart-South

\$22.52

\$19.29

2012

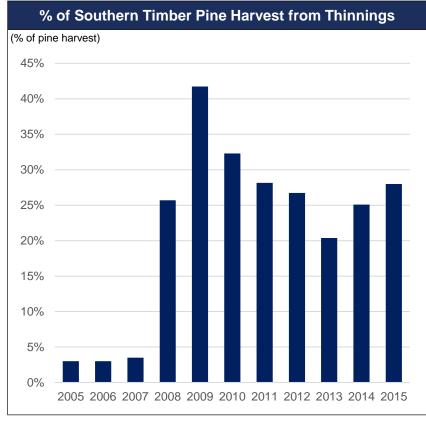
Source: Timber Mart-South.

Note: Timber Mart-South figures represent average of quarterly reported South-wide average stumpage prices. Timber Mart-South sawtimber prices reflect average of reported sawtimber and chip-n-saw prices. Rayonier prices reflect actual price realizations for pulpwood and sawtimber (including chip-n-saw) based on actual product mix.

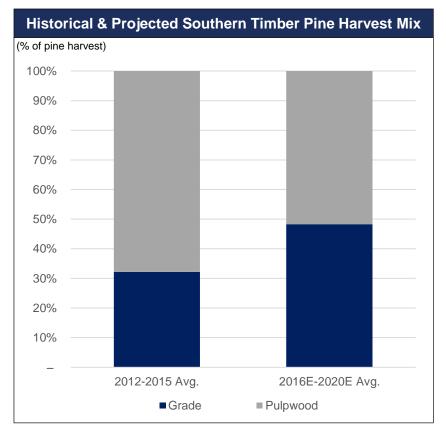
Favorable supply-demand dynamics in key Rayonier markets drive significant pricing premiums relative to market averages.



### **Enhanced Silviculture Driving Shift to Higher-Value Mix**



Note: Estimated based on harvest records.



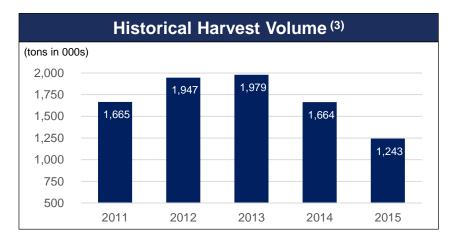
Notes: Based on current harvest scheduling model (subject to change). Grade includes chip-n-saw and sawtimber.

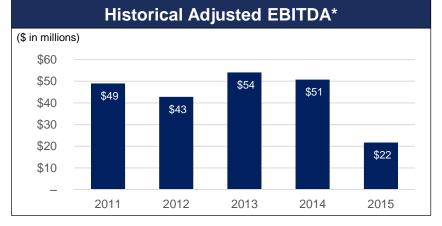
Rayonier's enhanced silviculture activity and thinning regime implemented in 2008 are expected to yield a higher proportion of grade timber going forward.



### **Pacific Northwest Timberlands – Segment Overview**





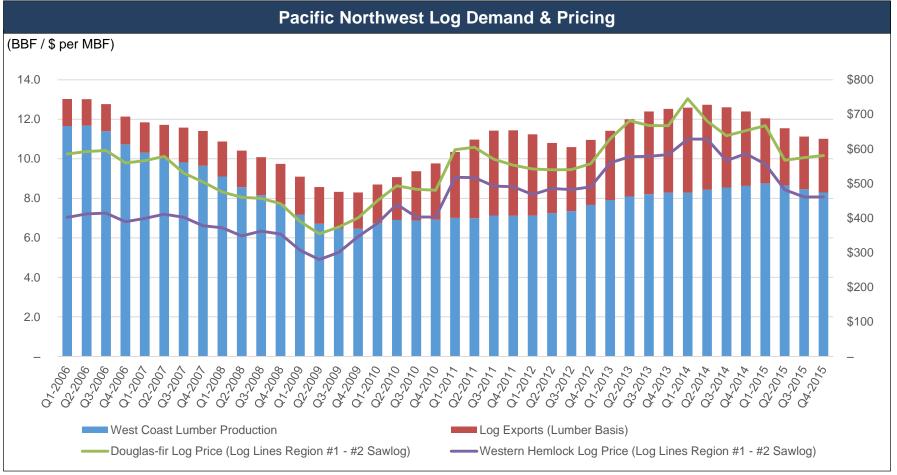


- (1) Excludes Oregon acreage.
- (2) Site index reflects the average height of the dominant and codominant trees at a base age of 50 (Pacific Northwest).
- (3) 2013 and prior results include volumes from New York timberlands.

# Rayonier's Pacific Northwest harvest is expected to decline to roughly 1.0 million tons over the next few years pursuant to the Company's sustainable harvest strategy.



### **Pacific Northwest Demand and Pricing Have Recovered**



Source: Forest Economic Advisors; RISI.

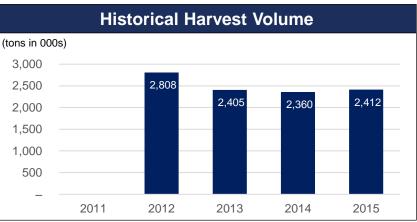
Note: Log exports converted to lumber basis assuming 2.35 recovery rate.

Pacific Northwest log demand and pricing had recovered to pre-recession levels due to increased export demand, but have been challenged more recently.



#### **New Zealand Timberlands – Segment Overview**





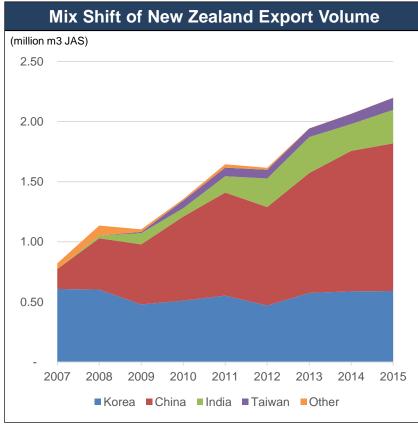


Note: New Zealand Timber was consolidated on April 4, 2013 when we acquired a majority interest in the New Zealand JV. Prior to the acquisition date, we accounted for our 26% interest in the New Zealand JV as an equity method investment. The 2013 and 2012 information shown here reflects full year results.

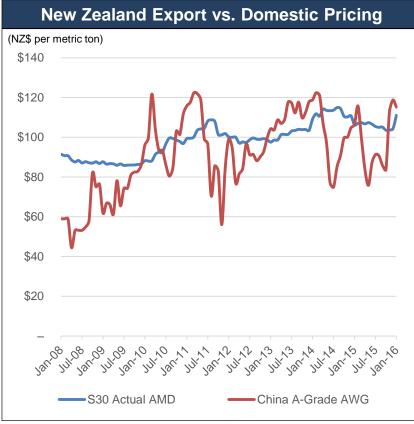
Rayonier's ~77%-owned joint venture in New Zealand provides geographic, species and market diversification.



#### **New Zealand JV Increases Exposure to Export Markets**



Note: Represents NZ joint venture export volume and third-party Log Trading segment volume.

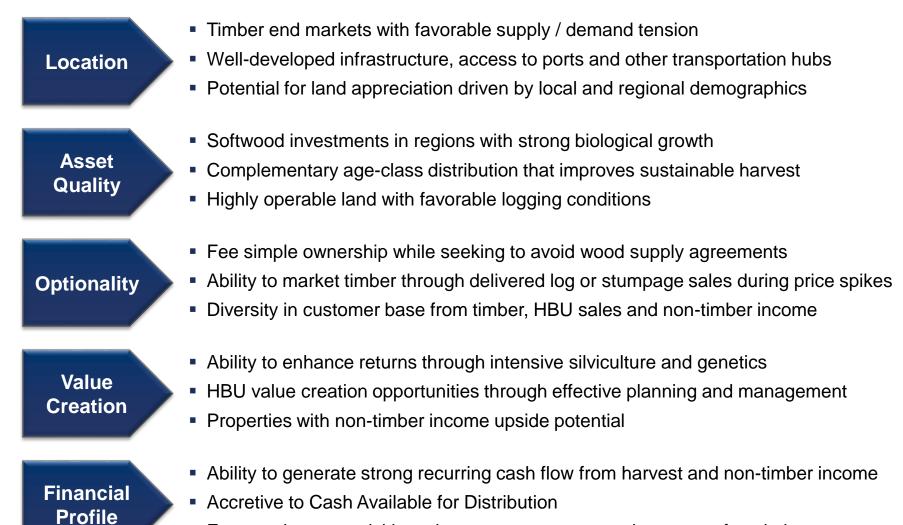


Note: Represents at wharf gate (AWG) or at mill door (AMD) prices.

Rayonier's New Zealand JV increases the company's exposure to attractive and growing export markets in the Pacific Rim.



# **Overview of Timberland Acquisition Strategy**



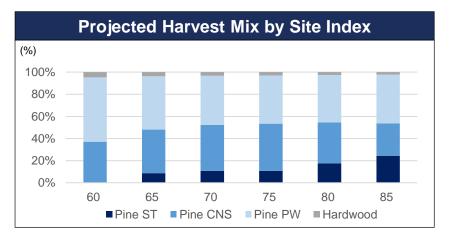
Focus only on acquisitions that we expect to exceed our cost of capital



# **Productivity is a Key Driver of Timberland Value**

Current Harvested Stands Expressed Site Index: High 60's

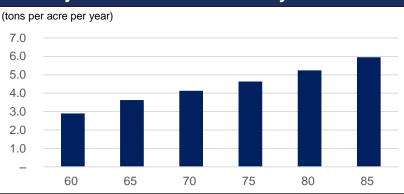




Current Planted Stands Implied Site Index: High 70's+



#### Projected Tons / Acre / Year by Site Index

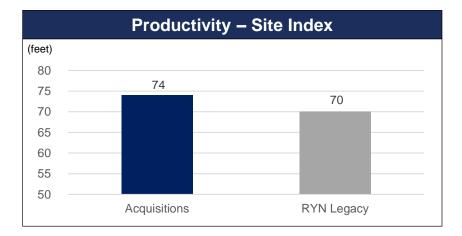


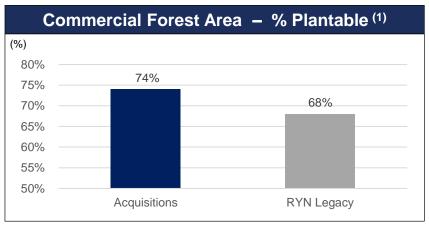
Source: Yield predictions based on PMRC (Plantation Management Research Cooperative) Technical Report 1996-1 (Yield Prediction and Growth Projection for Site-Prepared Loblolly Pine Plantations in the Carolinas, Georgia, Alabama and Florida). Assumes 70% pine plantation and 30% hardwoods and non-forested areas.

Plantation productivity is a key driver of value, as higher site index properties generate greater harvest yields and a more valuable product mix.

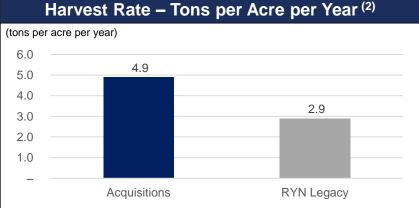


### **Disciplined Acquisition Process = Improved Portfolio**





#### Merchantable Inventory per Acre (tons per acre) 50 6.0 43 5.0 40 34 4.030 3.0 20 2.0 10 1.0 Acquisitions **RYN** Legacy



Note: Comparison charts reflect data for U.S. South legacy acreage (as of Q3 2014) and 2014/2015 acquisitions based on Company estimates.

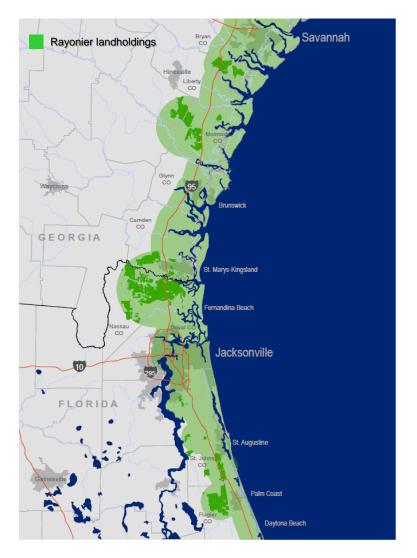
(1) Incudes land classified as natural plantable.

(2) Harvest rate for RYN Legacy assumes sustainable yield of 5.4 to 5.7 million tons for Southern Timber. Harvest rate for acquisitions based on projected 10-year harvest.

During 2014 and 2015, Rayonier acquired nearly 100,000 acres of timberland in the U.S. for roughly \$220 million, improving the overall productivity of our portfolio.



# Significant HBU Potential in FL and GA Coastal Corridor

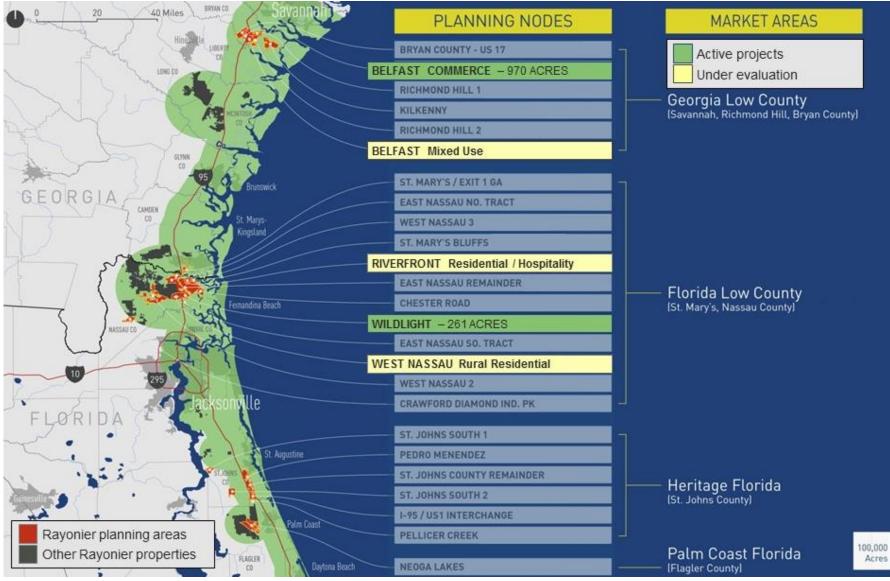


#### **Overview of Coastal Corridor Properties**

- Timberland ownership base of ~200,000 acres
- Approximately 40 miles of water frontage
- Approximately 250 miles of road and highway frontage
- Land holdings at five interchanges on I-95 and two planned future interchanges
- Residential, commercial, and industrial landuse entitlements in hand
- Proximity and connection to international airports and seaports, with multiple sites served by rail
- Intensive land classification effort has identified 25 distinct planning nodes spanning coastal corridor ownership

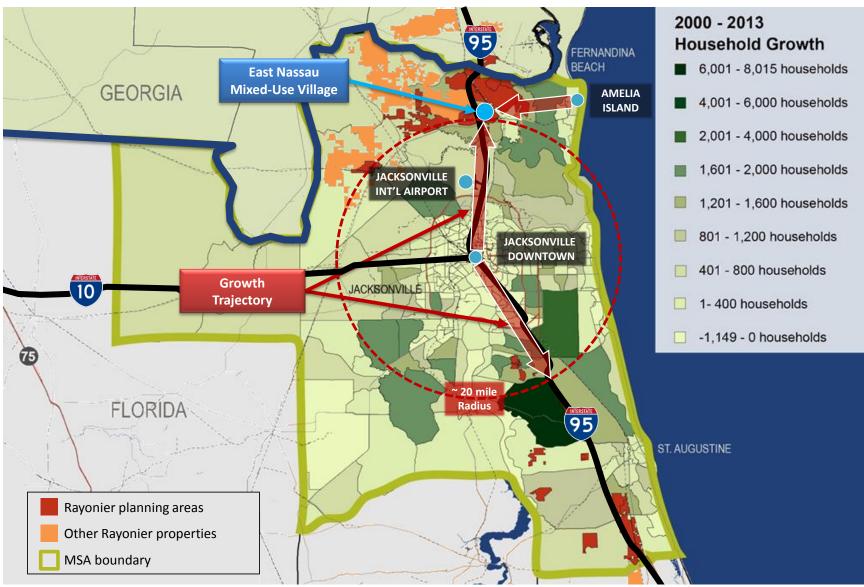


#### **Getting "Micro" to Unlock Opportunities**





#### Wildlight Situated in Jacksonville's "Path of Growth"



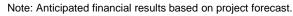


# Wildlight – Project Overview

Location	Nassau Co, FL approx 21-miles north of Jacksonville at I-95 / A1A interchange		
Туре	Community Multi-Use		
Market	Northeast FL / Southeast GA		
Size	261 acres		
Highlights	<ul> <li>Catalyzed by new K-5 school opening fall of 2017</li> <li>Highly visible location, avg. 40,000 vehicles passing the site daily</li> <li>Over 20,000 acres of Rayonier ownership within a 5-mile radius</li> <li>Market data indicates high potential for mixed use</li> </ul>		



Term	~10 years
Gross revenue	~\$60 MM
Gross margin	~20%
Unlevered IRR	~15%
Peak capital	~\$13 MM





### **Belfast Commerce – Project Overview**

Location	23 miles south of Savannah, GA	Produce Variance VIII Produce VIIII Produce VIII Produce VIIII Produce VIIII Produce VIII Produce VIIII Produce VIIII Produce VIIII Produce VIIII Produce VIIII Produce VIIII Produce VIII Produce VIII Produce VIII Produce VIIII Produce VIIII Produce VIIII Produce VIIII Produce VIIII Produce				
Туре	Class A Industrial Park	sass Ac. Select site 167 Ac. State 160 Ac. State 100 Ac. State State				
Market	Southeastern U.S.	ELLART CONTRACTOR OF THE CONTRACTOR OF TO THE CONTRACTOR OF THE CO				
Size	970 acres (137 sold)	Image: Second				
	<ul> <li>Zoning allows 15.0 million square feet industrial uses</li> </ul>					
	<ul> <li>CSX Select Site, direct rail service into the Port of Savannah (16 miles); \$700 million port expansion underway</li> <li>9,105 feet of rail frontage</li> <li>11,100 feet of I-95 frontage, 16 miles to I-16 interchange</li> </ul>					
Highlights						
	<ul> <li>Future I-95 interchange approved, currently in design and permitting</li> </ul>					
	<ul> <li>Catalyzed by Caesarstone's 260KSF phase 1 (May 2015)</li> </ul>					
	<ul> <li>137 acres sold for ~\$42,000/acre</li> </ul>					



### **Recap of Rayonier's Strategic Priorities**

Manage for Sustainability

- Design harvest strategy to achieve long-term, sustainable yield
- Balance biological growth, harvest cash flow and responsible stewardship

Acquire High-Quality Timberlands

- Pursue timberland acquisitions that improve portfolio quality and sustainable yield
- Maintain disciplined approach to acquisitions, minimize HBU speculation

Optimize Portfolio Value

- Pursue value creation activities on select properties to enhance long-term value
- Opportunistically monetize properties where premium valuations can be achieved

Focus on Quality of Earnings

- Focus on harvest operations and rural land sales to support dividends
- De-emphasize sale of "non-strategic" timberlands to augment cash flow generation

#### Enhance Disclosure

- Establish Rayonier as industry leader in transparent disclosure
- Provide investors with meaningful information about timberland portfolio

Rayonier's goal is to provide an attractive, growing dividend funded from core, recurring cash flows in a tax-efficient REIT structure.



#### **Rayonier Represents an Attractive Investment Opportunity**

Timber Asset Class Poised for Growth

Rayonier Uniquely Positioned

Strategies to Deliver Sustainable Results

- Steady improvement in housing starts projected over next few years
- Favorable supply dynamics relative to last peak in housing starts with decline in Canadian supply
- Demand from China that was not present during last housing start peak
- Geographic market diversification across strongest timber markets in U.S. South, Pacific Northwest, and New Zealand
- Superior pricing in U.S. South based on tensioned wood baskets
- Advantageous real estate platform with projects underway in FL/GA coastal regions
- Relatively low level of debt allows for significant growth potential
- Highest proportion of cash flows within Timber REIT sector from recurring timber harvest operations
- Dividend level established and supported without overreliance on sales of core timberlands
- Industry leader in transparent investor communications

Discount to Underlying Asset Value

Rayonier

- Significant decline in share value following Q3 2014 earnings release and related announcements
- Currently trading at discount to estimated net asset value

# Appendix



#### **Definitions of Non-GAAP Measures**

**Pro Forma Operating Income** is defined as operating income adjusted for costs related to shareholder litigation and in 2014, internal review and restatement costs and a cumulative out-of-period adjustment for depletion expense.

**Pro Forma Net Income** is defined as net income attributable to Rayonier Inc. adjusted for costs related to shareholder litigation, costs related to the write-off of capitalized financing costs, costs related to spin-off of the Performance Fibers business, a cumulative out-of-period adjustment for depletion expense, internal review and restatement costs and discontinued operations.

Adjusted EBITDA is defined as earnings before interest, taxes, depreciation, depletion, amortization, the non-cash cost of land and real estate sold, costs related to shareholder litigation, costs related to spin-off of the Performance Fibers business, internal review and restatement costs, large dispositions and discontinued operations. Adjusted EBITDA is a non-GAAP measure used by our Chief Operating Decision Maker, existing shareholders and potential shareholders to measure how the Company is performing relative to the assets under management.

**Cash Available for Distribution (CAD)** is defined as cash provided by operating activities adjusted for capital spending (excluding timberland acquisitions), large dispositions, cash provided by discontinued operations and working capital and other balance sheet changes. CAD is a non-GAAP measure of cash generated during a period that is available for dividend distribution, repurchase of the Company's common shares, debt reduction and strategic acquisitions. CAD is not necessarily indicative of the CAD that may be generated in future periods.

**Costs related to shareholder litigation** is defined as expenses incurred as a result of the securities litigation, the shareholder derivative demands and the Securities and Exchange Commission investigation. See Note 10 — *Contingencies* of Item 8 — Financial Statements in the Company's most recent Annual Report on Form 10-K.

**Large Dispositions** are defined as transactions involving the sale of timberland that exceed \$20 million in size and do not have any identified HBU premium relative to timberland value.



# Reconciliation of Operating Income to Adjusted EBITDA by Segment

#### (\$ in millions)

	<b>a</b>	Pacific					
	Southern	Northwest	New Zealand	Real	The altern	Corporate	
	Timber	Timber	Timber	Estate	Trading	and Other	Total
2015							
Operating Income	\$46.7	\$6.9	\$2.8	\$44.3	\$1.2	(\$24.1)	\$77.8
	\$40.7	Ş0.9	Ş2.0	Ş44.S	\$1.2		
Non-operating expense	54.2	44.0	20.7			(0.1)	(0.1)
Depreciation, depletion & amortization	54.3	14.8	29.7	14.5	_	0.4	113.7
Non-cash cost of land and real estate sold	—	_	0.5	12.0	—	—	12.5
Costs related to shareholder litigation <sup>1</sup>	_		_		_	4.1	4.1
Adjusted EBITDA	\$101.0	\$21.7	\$33.0	\$70.8	\$1.2	(\$19.7)	\$208.0
<u>2014</u>							
Operating Income	\$45.7	\$29.5	\$9.5	\$47.5	\$1.7	(\$35.6)	\$98.3
Depreciation, depletion & amortization	52.2	21.3	32.2	13.4	_	0.9	120.0
Non-cash cost of land and real estate sold	_	_	4.3	8.9	_	—	13.2
Large dispositions <sup>1</sup>	_	_	_	(21.4)	_	—	(21.4)
Internal review and restatement costs	_	_	_	_	_	\$3.4	3.4
Adjusted EBITDA	\$97.9	\$50.8	\$46.0	\$48.4	\$1.7	(\$31.3)	\$213.5
<u>2013</u>							
Operating Income	\$37.8	\$32.7	\$10.6	\$55.9	\$1.8	(\$30.1)	\$108.7
Depreciation, depletion & amortization	49.4	21.4	27.7	17.4	_	1.0	116.9
Non-cash cost of land and real estate sold	_	_	_	10.2	_	_	10.2
Large dispositions <sup>1</sup>	_	_	_	(25.7)	_	_	(25.7)
Gain related to consolidation of New				. ,			
Zealand JV						(16.2)	(16.2)
Adjusted EBITDA	\$87.2	\$54.1	\$38.3	\$57.8	\$1.8	(\$45.3)	\$193.9



# Reconciliation of Operating Income to Adjusted EBITDA by Segment (cont.)

(\$ in millions)

	Southern Timber	Pacific Northwest Timber	New Zealand Timber	Real Estate	Trading	Corporate and Other	Total
	TITIBEI	Timber	TITIBET	LState	Traumg		TOtal
<u>2012</u>							
Operating Income	\$23.4	\$20.6	\$2.0	\$32.0	(\$0.1)	(\$45.8)	\$32.1
Depreciation, depletion & amortization	52.7	22.2	0.2	8.1	—	1.4	84.6
Non-cash cost of land and real estate sold	_	_	_	4.7	—	—	4.7
Adjusted EBITDA	\$76.1	\$42.8	\$2.2	\$44.8	(\$0.1)	(\$44.4)	\$121.4
<u>2011</u>							
Operating Income	\$13.4	\$29.5	4.2	\$47.3	\$1.5	(\$40.8)	\$55.1
Depreciation, depletion & amortization	43.3	19.5	0.2	12.2	_	1.3	76.5
Non-cash cost of land and real estate sold	_	_	_	4.3	_	_	4.3
Large dispositions <sup>1</sup>	_	_	_	(24.6)	_	—	(24.6)
Adjusted EBITDA	\$56.7	\$49.0	\$4.4	\$39.2	\$1.5	(\$39.5)	\$111.3

(1) Pro forma item (see page 28 for definition).

