

**SHARE VALUE OWNERSHIP REQUIREMENTS\***

NOW THEREFORE, BE IT RESOLVED, that each director of the Corporation be required to own a number of Rayonier shares equal to not less than the cumulative number of shares granted to such director by the Corporation over the previous four years in the form of outside director annual equity retainers; and

FURTHER RESOLVED, that each officer of the Corporation at the level of Vice President or above be required to own Rayonier shares with a value of not less than the applicable Base Salary multiple indicated below by no later than his or her fifth anniversary of election to such officer position:

| <u>Position/Level</u>       | <u>Share Ownership Requirement<br/>as Multiple of "Base Salary"</u> |
|-----------------------------|---|
| Chairman, President and CEO | 6X  |
| Executive Vice President    | 3X  |
| Senior Vice President       | 2X  |
| Vice President              | 1X  |

For purposes of calculating the Share Ownership Requirement for a given officer, "Base Salary" shall mean the average of such officer's annual base salary for the previous three years, and shares considered owned shall include individually owned shares, restricted shares, shares deferred under a nonqualified compensation plan and benefit plan investments in Rayonier stock; and

FURTHER RESOLVED, that each director and officer of the Corporation be required to hold 100% of the "net profit shares" (i.e., shares remaining after payment of taxes and any exercise price) upon the exercise of a stock option award or vesting of a restricted stock or performance share award, until such time as their ownership requirement has been met.

\*Approved by Compensation and Management Development Committee  
October 19, 2011