

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

Current Report Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported) May 27, 2009

**Pope Resources, A Delaware Limited Partnership**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

91-1313292  
(I.R.S. Employer  
Identification No.)

19245 Tenth Avenue NE, Poulsbo, Washington 98370  
(Address of principal executive offices) (ZIP Code)

Registrant's telephone number, including area code (360) 697-6626

NOT APPLICABLE  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (SEE General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## **INFORMATION TO BE INCLUDED IN THE REPORT**

### **Item 7.01 Regulation FD Disclosure**

On May 27, 2009 Dave Nunes, President and CEO presented to a group of investors the presentation furnished herewith as Exhibit 99.1. The information contained in this Current Report shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into a filing under the Securities Act of 1933, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing. The furnishing of these materials is not intended to constitute a representation that such furnishing is required by Regulation FD or that the materials include material investor information that is not otherwise publicly available. In addition, the Registrant does not assume any obligation to update such information in the future.

### **Item 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Investor presentation dated May 27, 2009

### **SIGNATURES**

Pursuant to the requirements of Section 13 of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

POPE RESOURCES, A DELAWARE LIMITED  
PARTNERSHIP

DATE: May 27, 2009

BY: /s/ Thomas M. Ringo

Thomas M. Ringo  
Vice President and Chief Financial Officer, Pope  
Resources, A Delaware Limited Partnership, and  
Pope MGP, Inc., General Partner

*POPE RESOURCES L.P. (Nasdaq:POPE)*

D.A. Davidson & Co.  
Northwest Timber Tour – Seattle

May 27, 2009



Pope Resources  
A Limited Partnership

## *Safe Harbor*

This presentation contains forward-looking statements. These forward-looking statements are subject to a number of risks and should not be relied upon as predictions of future events or promises of a given course of action. Some of the forward-looking statements can be identified by the use of forward-looking words such as “believes”, “expects”, “may”, “will”, “should”, “seeks”, “approximately”, “intends”, “plans”, “estimates”, “projects”, “strategy” or “anticipates” or the negative of those words or other comparable terminology. Forward-looking statements involve inherent risks and uncertainties. A number of important factors could cause actual results to differ materially from those described in the forward-looking statements. Some of these factors include environmental issues affecting our properties; changes in forestry, land use, environmental, and other governmental regulations; risk of losses from fires, floods, windstorms, and other natural disasters; risk of loss from insect infestations or tree diseases; changes in economic conditions and competition in our domestic and export markets; an unanticipated reduction in the demand for timber products and/or an unanticipated increase in the supply of timber products; and other factors described from time to time in our filings with the Securities and Exchange Commission.

## *Pope Resources Overview*

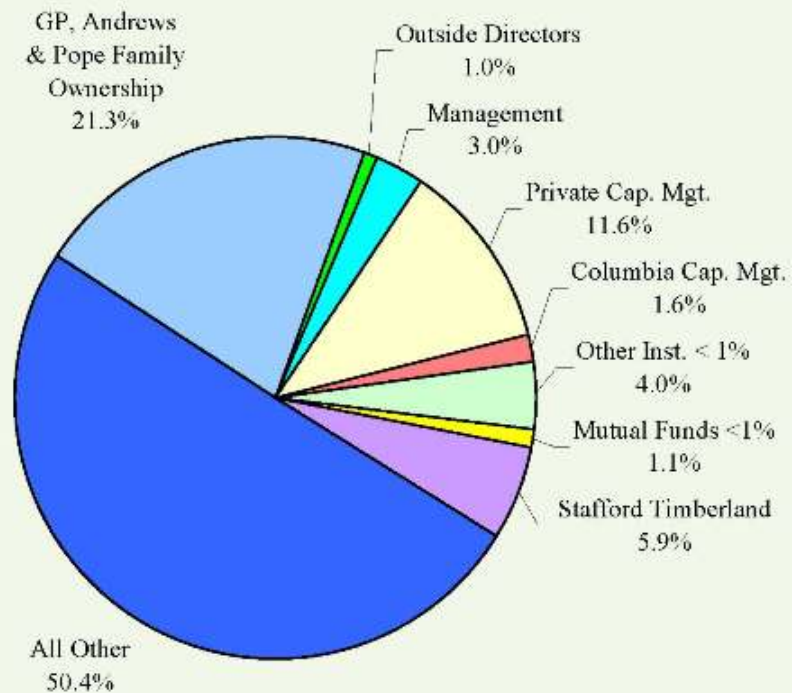
- Until recently, last remaining timber MLP
- Established in 1985 as a spin-off from Pope & Talbot, Inc.
- 4.6 million units outstanding, with limited public float
- Thinly traded
- Market capitalization of \$110 million and enterprise value\* of \$167 million
- 2008 revenues of \$28 million
- 2008 net income of \$1.2 million or \$0.25/diluted unit
- 2008 cash flow from operations of \$7.4 million
- Unit distribution level of \$0.80 per year, or 3.3% yield at current unit price

\* Enterprise value includes market capitalization of equity, short- and long-term debt, non-controlling interest in ORM Timber Fund I & II, less cash and short-term investments.



## Pope Resources Ownership

- **General Partners**
  - Two corporate GP's collectively own 1.5% of Pope Resources
  - Each of GP's owned 50/50 by Peter Pope and his cousin, Emily Andrews
  - \$150,000/year management fee, unchanged since spin-off
  - Sliding-scale profit-sharing interest in third-party service subsidiary
- **Limited Partners**
  - Private Capital Management at 12% (initial stake in 1993)
  - "Family" position at 21% (including GP interest)
  - Limited other institutional ownership
  - Over one-half held by retail investors



## *Pope Resources Business Segments*

- **Fee Timber**
  - 138,000 acres of timberland in western Washington (incl. ORM Timber Fund I)
  - Producing 52 MMBF of long-term sustainable annual log harvest volume
  - Future growth will be primarily through co-investment with ORM Timber Funds
- **Timberland Management & Consulting**
  - Olympic Resource Management (ORM) subsidiary provides investment management and third-party timberland management services
  - Provide investment management services for ORM Timber Fund I (24,000 acres)
  - Recently closed \$84 million ORM Timber Fund II
  - Manage 266,000 acres in Oregon for Cascade Timberlands LLC
  - ORM has managed 1.5 million acres of timberland in the western U.S. for Hancock Timber Resource Group, Pioneer Resources, and Cascade Timberlands
- **Real Estate**
  - 2,500 acres of higher and better use properties in west Puget Sound
  - Seeking development entitlements to add value to land
  - Primary role is as a master developer, selling lands to other developers following entitlement process

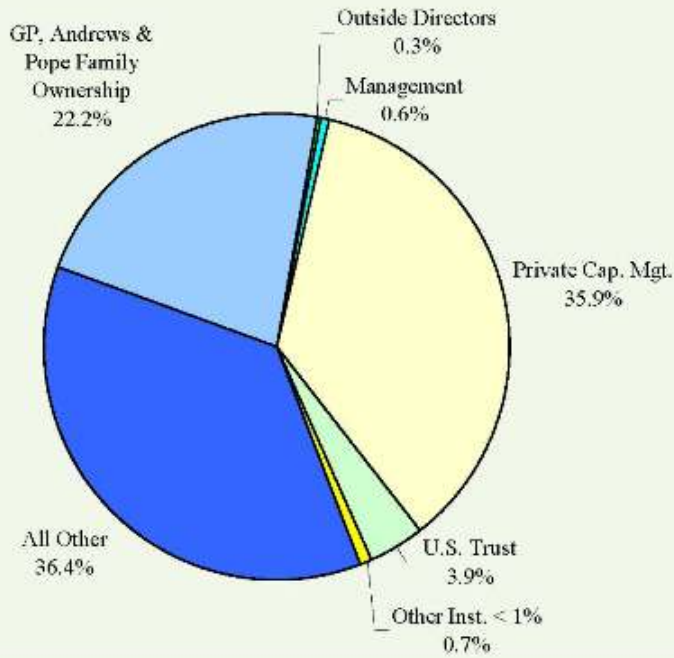
## *Recent Trends in POPE Trading Activity*

- **Improved liquidity**
  - Increased trading volume during the past five years, spurred originally by investment newsletter article in early 2005
  - Average daily trading volume has increased significantly
    - 1,300 units per day during 2000-2004
    - 5,100 units per day during 2005-2008
    - 7,800 units per day during 2009
  - Average trade size has declined to under 200 units in past few years from over 500 units during the early part of this decade
  - Much more market maker interest and tighter bid-ask spreads
- **Change in institutional ownership**
  - Two largest institutional owners, for different reasons, have greatly decreased their positions in Pope Resources over the past few years
  - This ownership change has put added pressure on unit price
- **Unit repurchase programs dating back to late 2007 have retired nearly 200,000 units, or 4% of total units previously outstanding**

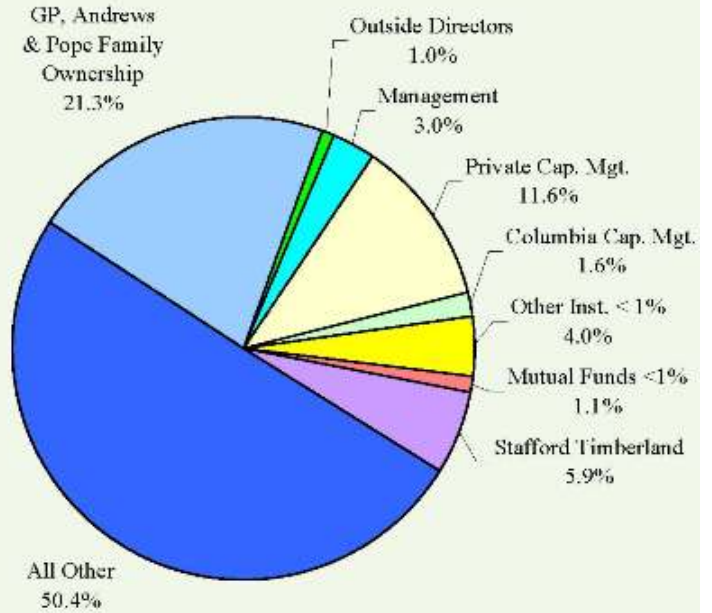


# Major Unitholders of POPE (2003 vs. 2009 Q1)

2003 (4.5 million units)



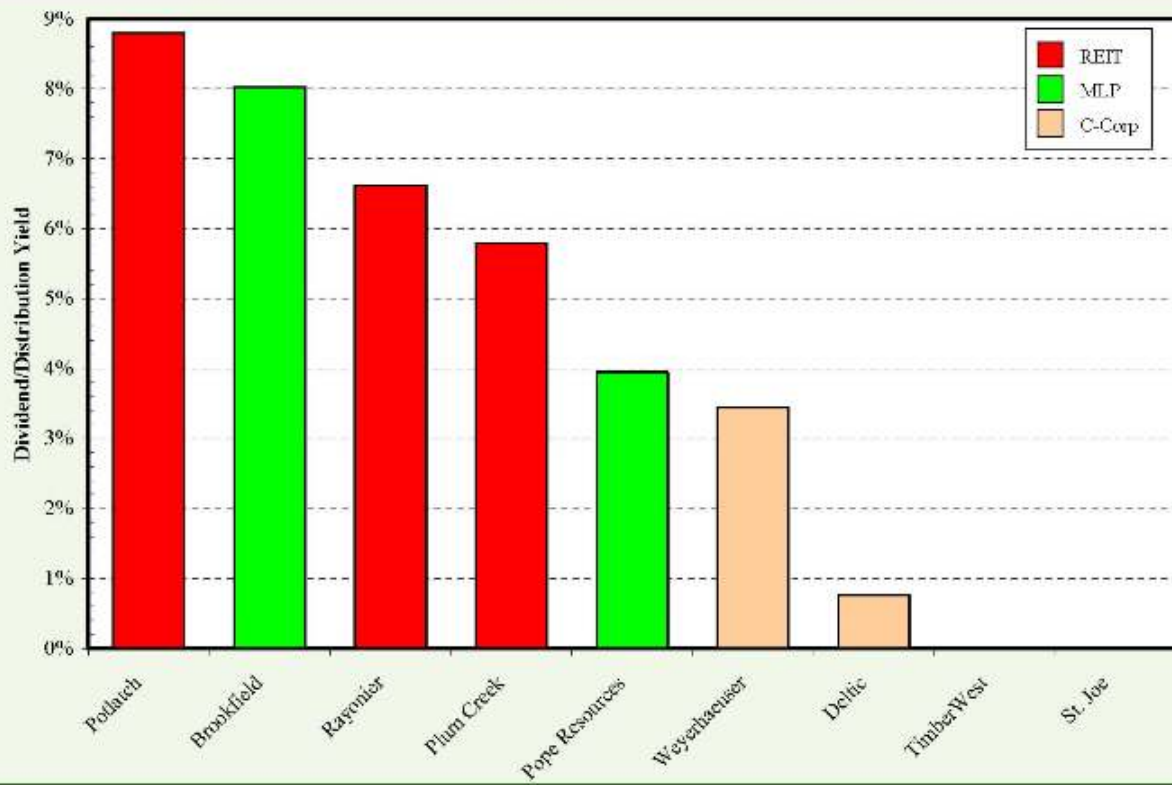
2009 Q1 (4.6 million units)



## *Market Perceptions That Dampen Unit Valuation*

- **Small size**
  - Enterprise value of peer companies substantially larger than Pope Resources (Deltic 4x, Potlatch 9x, Rayonier 22x, Plum Creek 57x larger as of YE 2008)
- **Very low liquidity**
  - Limited float with over one-third of the units essentially not traded
- **Timber has never been efficiently valued in public markets**
  - Markets do not account for varied age-class structures
  - Reductions in harvest in 2008 and 2009 exacerbating decline in earnings and cash flow
- **Pope Resources cut quarterly distribution by 50% in 2009**
- **Difficulty of describing real estate portfolio**
  - Breadth of project type within portfolio adds to challenge
  - Real estate portfolio creating “lumpy” cash flows
- **MLP structure limits potential investor pool**

## Pre-Tax Peer Company Dividend/Distribution Yields



# Unit Price in Relation to Unit Distribution (1989-2009)

January 06, 1989 to May 8, 2009





## *Pope Resources - Summary of Investment Opportunity*

- **Deep discount to NAV**
  - Imputed value of all lands (fee timber, 20% of ORM Timber Fund I, and real estate portfolio), based on enterprise value, is approximately \$950 per acre
    - Substantially below comparable timberland sales values
    - Ignores incremental value of real estate portfolio that is well poised to capture values associated with rising west Puget Sound population
- **Highly tax-efficient vehicle for investing in timberland asset class**
  - Efficient flow-through tax treatment
  - Competitive after-tax distribution yield relative to timber REITs
  - Compelling diversification benefits of timberland asset class
- **Adding value through use of free cash flow**
  - Co-investment in ORM Timber Funds
  - Periodic repurchase of units
  - Opportunistic acquisitions of small adjacent parcels
- **Improved alignment with increased insider ownership in recent years**
- **Favorable liquidity trends and overall investment performance**



## Tax Efficiency of Pope Resources' MLP Structure

	A	B	C	
	Partnership Tax Return			Resultant
	Aggregate	Per	Applicable	Tax (Liability)/
	Amounts	Unit	Tax	Benefit per unit
	Reported	Amounts	Rate	(B times -C)
<b>Flow-through taxable income:</b>				
Taxable Income	<u>\$1,500,000</u>	<u>\$0.33</u>		
Section 1231 gain	\$11,700,000	\$2.59	15.0%	(\$0.39)
Interest income	300,000	0.07	35.0%	(0.02)
Ordinary loss	<u>(10,500,000)</u>	<u>(2.33)</u>	35.0%	<u>0.81</u>
	<u>\$1,500,000</u>	<u>\$0.33</u>		<u>\$0.40</u>

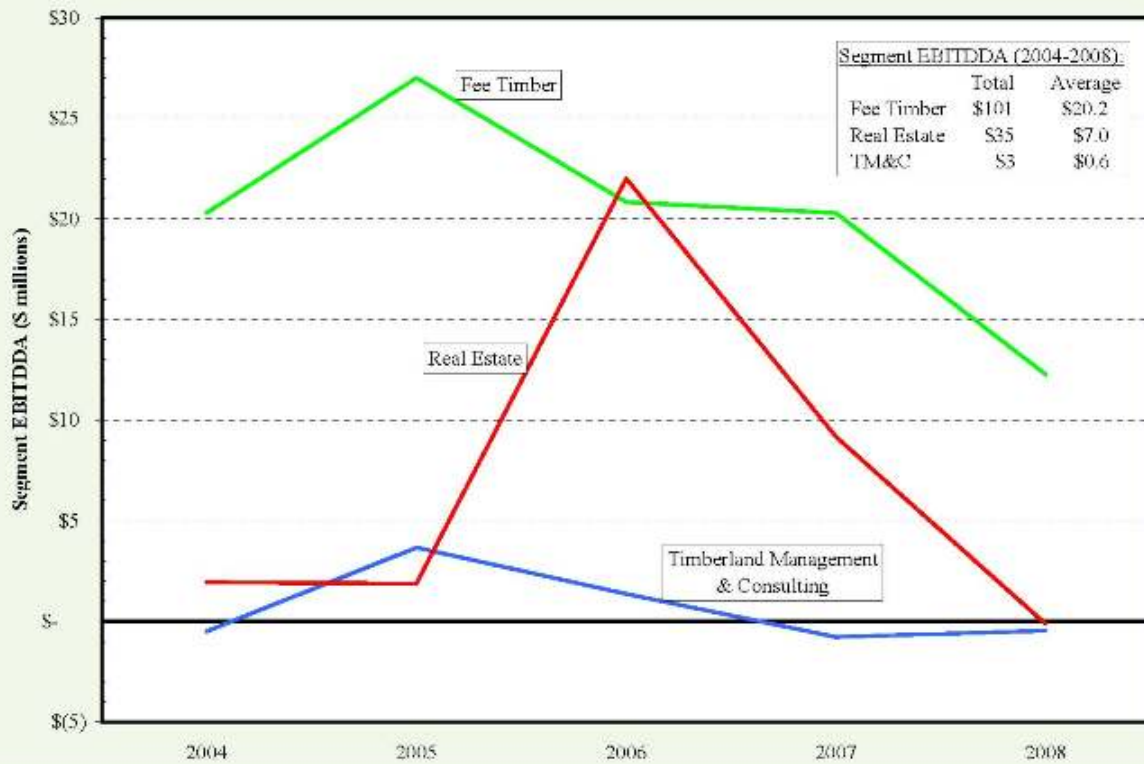
Unit Price	Effective Tax "Yield"	Distribution Yield at \$0.80/unit per year	Effective After-tax Yield
S15	<b>2.7%</b>	<b>5.3%</b>	<b>8.0%</b>
S20	<b>2.0%</b>	<b>4.0%</b>	<b>6.0%</b>
S25	<b>1.6%</b>	<b>3.2%</b>	<b>4.8%</b>
S30	<b>1.3%</b>	<b>2.7%</b>	<b>4.0%</b>

Note: Income amounts provided are representative examples only and should not be interpreted as pro forma results.

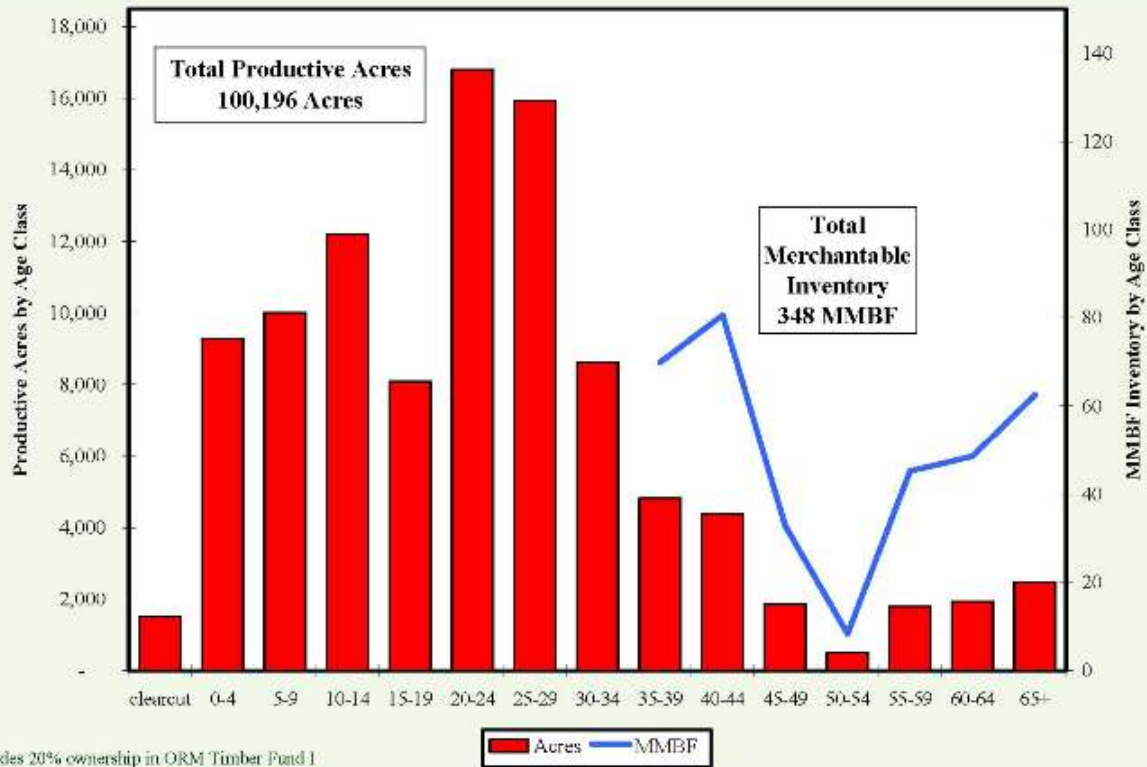
## *Capital Allocation Strategy and Growth Capital*

- Free cash flow planned for:
  - Quarterly distributions
  - Co-investment in ORM Timber Funds
  - Where appropriate, investing in real estate projects
  - Periodically repurchasing units in open market
  - Opportunistically pursuing fee (owned) timberland acquisitions
  
- Growth Capital
  - Near-term growth expected to be fueled primarily by organic cash flow generation
    - Existing supply of cash plus free cash flow generation from timber harvest
    - “Lumpy” monetization of Real Estate portfolio
  - Untapped \$40 million line of credit and ample incremental debt capacity positions Pope Resources to be able to capitalize on investment opportunities
  - No current expectation for secondary offering of units
    - Equity “currency” too cheap to issue new units

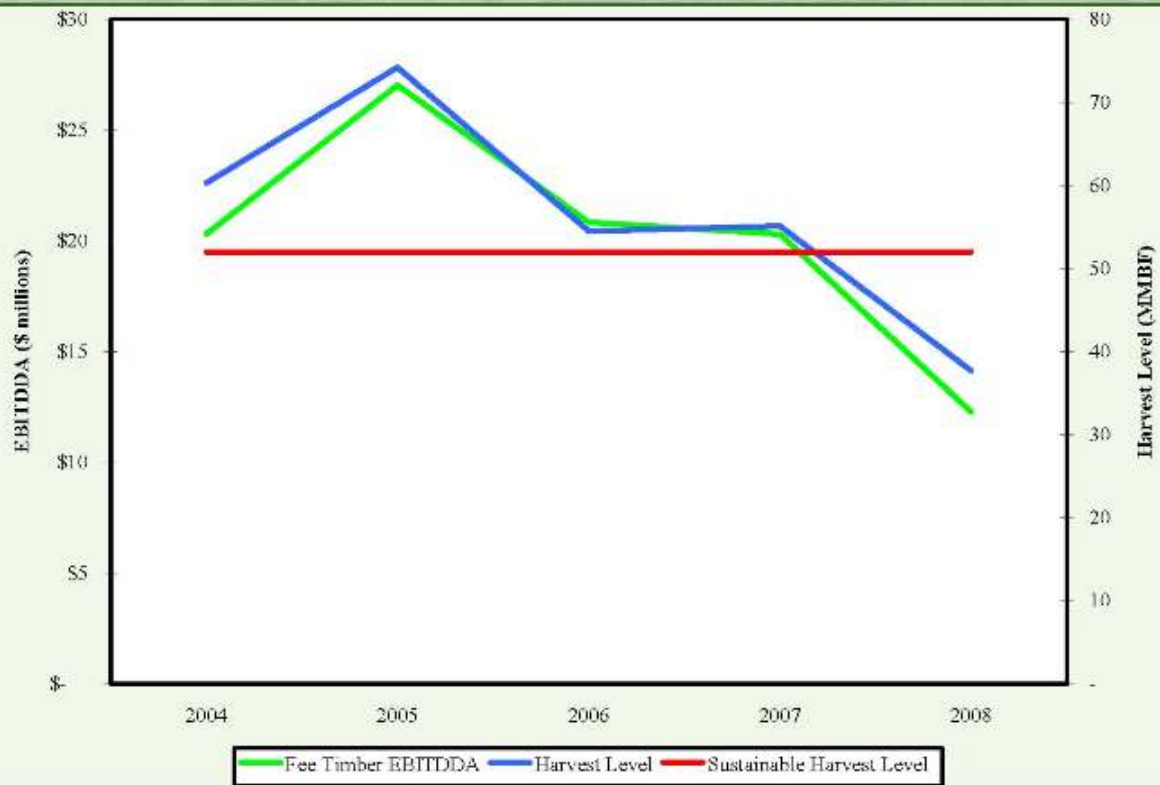
## EBITDDA by Segment (2004-2008)



# Productive Acres & Inventory by Age Class\* (1/1/09)



## Fee Timber EBITDDA vs. Harvest Level (2004-2008)



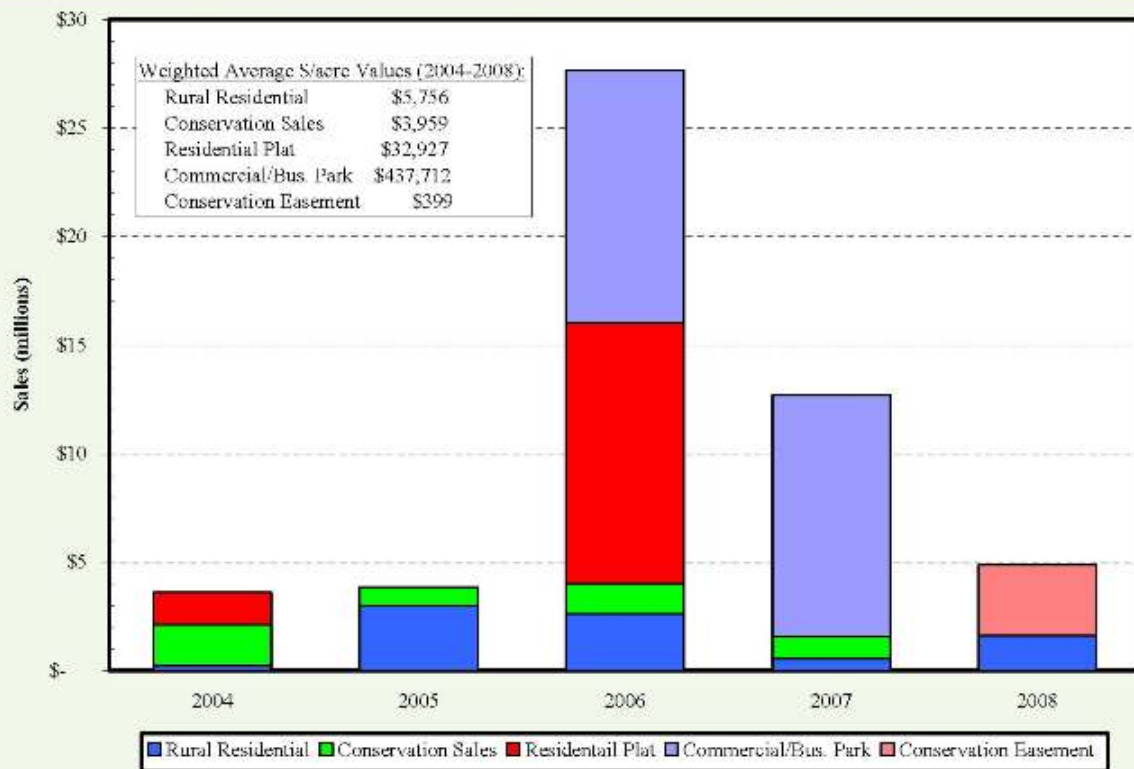


## Real Estate Strategy

- Real estate subsidiary Olympic Property Group pushing real estate properties through entitlement and permitting pipeline to point where sale opportunity is optimal
  - Work to partner with communities to help maximize value of property portfolio
- Recognize timing of sales will be “lumpy”
- Develop future pipeline of higher-and-better-use (HBU) properties from current fee timber portfolio west of Seattle
- Work to capitalize on regional infrastructure improvements, such as the new span of the Tacoma Narrows bridge



## Breakdown of Land Sales (2004-2008)



## Gig Harbor Project

- Commercial zoning:
  - Costco and commercial pad sale closed in 2006
  - 16 acres remaining
- Business park zoning:
  - Sales to YMCA and church closed in 2006 and 2007
  - 64 acres remaining
- Residential zoning:
  - Submitted residential plat application in December 2008 that includes 558 single-family lots and 265 multi-family lots
  - Approval expected in 2010
- Road, water, and sewer infrastructure largely completed





## *Bremerton Project*

- Project consisted originally of 260 acres
- Following completion of preliminary plat, 200-acre residential portion of property was sold in 2006 for \$12 million
- Remaining 60-acre industrial park under development in two phases, with a total of 24 lots
  - 2 lots in Phase I closed in 2007 for total of \$1 million



# Kingston Project

- Sale of 426-acre heritage park to county in 2004
- 305 acres located one mile from Kingston incorporated into urban growth area
- Submitted master plan and subdivision application in 2007 for 750 residential units
  - Approval expected in 2010
- An additional 366 acres west of urban growth boundary has zoning for 5-acre lots

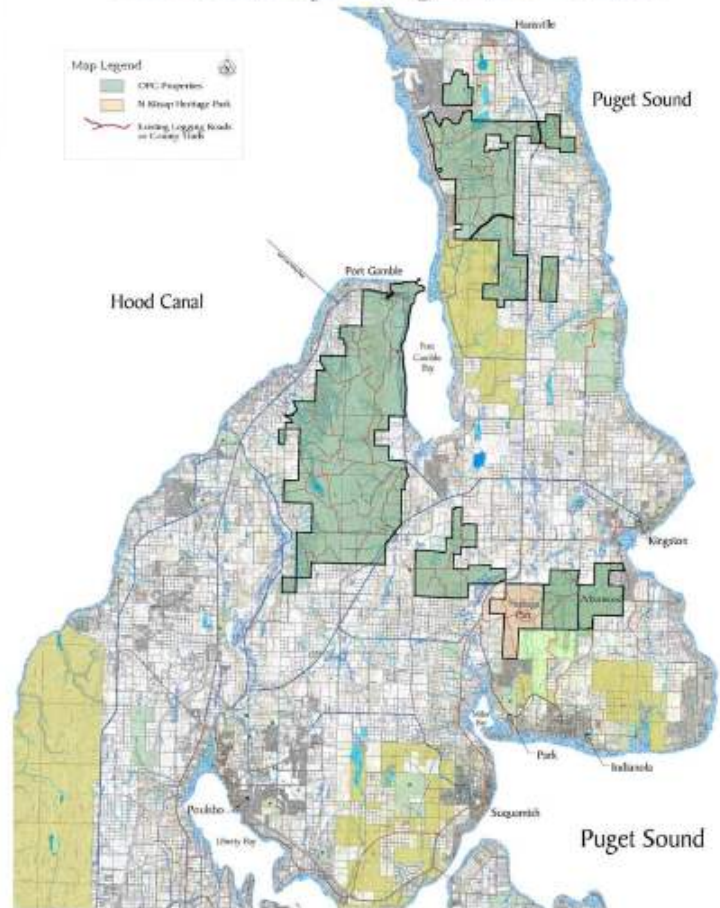


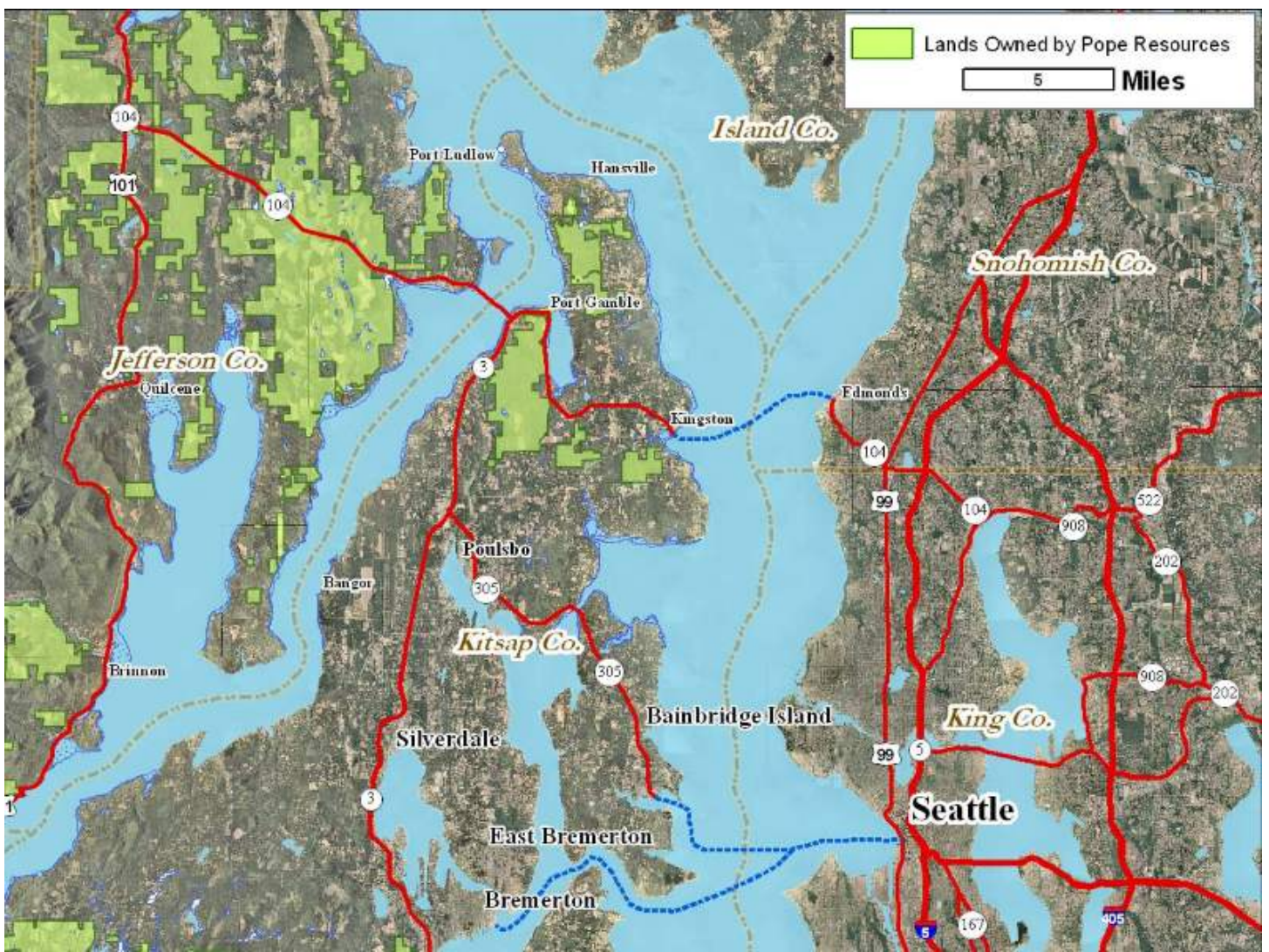


## North Kitsap Strategy

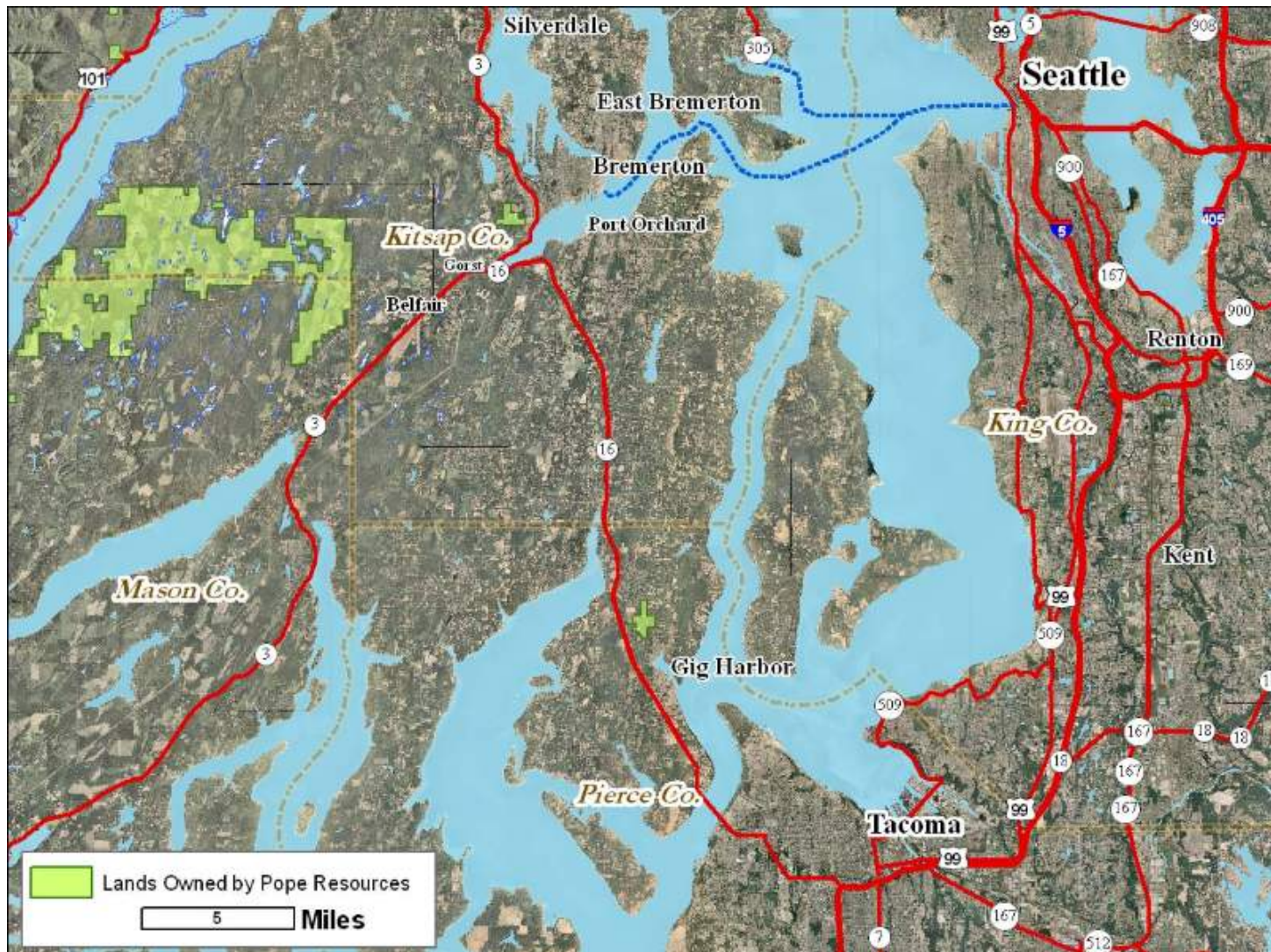
- Port Gamble historic mill town is a long-term project which is part of broader north Kitsap strategy impacting 8,000 acres
- Working with county on rural clustering legislation that would increase development densities near Port Gamble
- Developed “String of Pearls” initiative to link north Kitsap communities with regional trail system ([www.nkstringofpearls.com](http://www.nkstringofpearls.com))
- Nearing completion of Port Gamble environmental clean-up effort

## North Kitsap Study Area Exhibit









# *POPE RESOURCES – APPENDIX MATERIALS*



Pope Resources  
A Limited Partnership

## Pope Resources Financial Performance (1999-2009 Q1)

(All amounts in \$ millions, except per unit data)

	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008	Q1 2009
<b>Revenues:</b>											
Fee Timber	23.5	21.4	25.0	23.3	22.9	33.6	44.4	35.3	35.5	23.6	4.5
Timberland Mgmt & Consulting	11.7	11.0	9.7	7.3	2.4	1.6	7.8	3.7	1.4	0.9	0.2
Real Estate	15.7	18.2	13.1	1.6	1.7	4.5	4.8	27.3	15.0	3.7	0.3
Total Revenues	50.9	50.6	47.8	32.2	27.0	39.6	57.0	66.3	51.9	28.2	5.0
Net Income/(Loss)	5.1	(6.3)	(0.4)	3.3	3.5	10.2	13.7	24.9	15.5	1.2	0.1
Net Income/(Loss) per Unit	\$1.11	(\$1.38)	(\$0.10)	\$0.74	\$0.78	\$2.22	\$2.88	\$5.23	\$3.21	\$0.25	\$0.03
EBITDDA	9.0	(3.0)	10.6	9.3	10.1	18.9	28.4	33.0	20.7	6.0	0.9
Free Cash Flow	6.0	(6.6)	2.6	4.1	3.6	10.9	16.7	25.8	11.3	2.0	(1.5)
Operating Cash Flow	8.3	10.0	11.2	9.0	8.6	17.9	28.9	43.6	22.0	7.4	0.8
Timberland Harvest (MMBF)	42.0	37.3	36.3	45.1	45.0	60.3	74.2	54.5	55.1	37.7	8.7
Unitholder Distributions per Unit	\$0.40	\$0.40	\$0.00	\$0.10	\$0.24	\$0.44	\$0.80	\$1.06	\$1.36	\$1.60	\$0.20
<b>Unit Trading Prices:</b>											
High	\$35.00	\$29.25	\$24.50	\$15.50	\$15.99	\$25.25	\$56.85	\$36.00	\$50.01	\$43.81	\$23.29
Low	\$27.88	\$19.00	\$14.00	\$9.30	\$7.00	\$15.00	\$19.35	\$30.00	\$34.25	\$15.00	\$15.61



## *Pope Resources Balance Sheet (\$ millions)*

	<b>31-Mar-09</b>	YE 2008
<b>Assets</b>		
Cash & cash equivalents	15.2	18.0
Other current assets (excl. current land held for development)	1.5	1.2
Roads and timber, net of depletion	92.3	92.8
Land for timber production	20.4	20.4
Land held for development (current and long-term)	24.8	24.5
Buildings and equipment, net of depreciation	3.7	3.6
Other assets	4.8	4.9
Total assets	<u>162.7</u>	<u>165.4</u>
<b>Liabilities &amp; Equity</b>		
Current liabilities (excl. current portion of long-term debt)	2.4	2.2
Total debt (current and long-term)	28.3	29.6
Other liabilities	1.5	1.5
Total liabilities	<u>32.2</u>	<u>33.3</u>
Noncontrolling interests	44.4	44.3
Partners' capital	86.1	87.8
Total liabilities & partners' capital	<u>162.7</u>	<u>165.4</u>