RAYONIER INC
Form 10-Q
April 26, 2013
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q
(Mark One)

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2013

OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number 1-6780
RAYONIER INC.
Incorporated in the State of North Carolina
I.R.S. Employer Identification No. 13-2607329
1301 RIVERPLACE BOULEVARD
JACKSONVILLE, FL 32207
(Principal Executive Office)
Telephone Number: (904) 357-9100

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
YES x NO o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
YES x NO o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer x	Accelerated filer o
Non-accelerated filer o	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
YES o NO x

As of April 18, 2013, there were outstanding 126,025,778 Common Shares of the registrant.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

RAYONIER INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
AND COMPREHENSIVE INCOME
(Unaudited)
(Dollars in thousands, except per share amounts)

	Three Months Ended March 31,	
	2013	2012
SALES	$393,719	$336,571
Costs and Expenses		
Cost of sales	266,018	235,708
Selling and general expenses	16,099	19,265
Other operating income, net	(3,503)	(1,139)
	278,614	253,834
Equity in income of New Zealand joint venture	258	13
OPERATING INCOME	115,363	82,750
Interest expense	(7,717)	(11,825)
Interest and miscellaneous income (expense), net	57	(23)
INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	107,703	70,902
Income tax expense	(4,445)	(18,303)
INCOME FROM CONTINUING OPERATIONS	103,258	52,599
DISCONTINUED OPERATIONS, NET (Note 2)		
Income from discontinued operations, net of income tax expense of $22,273 and $422	44,477	838
NET INCOME	147,735	53,437
OTHER COMPREHENSIVE INCOME		
Foreign currency translation adjustment	975	5,825
New Zealand joint venture cash flow hedges	554	1,205
Gain from pension and postretirement plans, net of income tax expense of $2,204 and $1,368	4,969	3,140
Total other comprehensive income	6,498	10,170
COMPREHENSIVE INCOME	$154,233	$63,607
EARNINGS PER COMMON SHARE (Note 3)		
BASIC EARNINGS PER SHARE		
Continuing Operations	$0.83	$0.43
Discontinued Operations	0.36	0.01
Net Income	$1.19	$0.44
DILUTED EARNINGS PER SHARE		
Continuing Operations	$0.79	$0.41
Discontinued Operations	0.34	0.01
Net Income	$1.13	$0.42
Dividends per share	$0.44	$0.40

See Notes to Consolidated Financial Statements.

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RAYONIER INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Unaudited)
(Dollars in thousands)

	March 31, 2013	December 31, 2012
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$266,017	$280,596
Accounts receivable, less allowance for doubtful accounts of $503 and $417	105,693	100,359
Inventory		
Finished goods	95,614	103,568
Work in progress	2,404	4,446
Raw materials	13,482	17,602
Manufacturing and maintenance supplies	2,143	2,350
Total inventory	113,643	127,966
Deferred tax assets	66,509	15,845
Prepaid and other current assets	38,896	41,508
Total current assets	590,758	566,274
TIMBER AND TIMBERLANDS, NET OF DEPLETION AND AMORTIZATION	1,565,782	1,573,309
PROPERTY, PLANT AND EQUIPMENT		
Land	21,804	27,383
Buildings	134,337	147,445
Machinery and equipment	1,389,212	1,444,012
Construction in progress	327,353	268,459
Total property, plant and equipment, gross	1,872,706	1,887,299
Less — accumulated depreciation	(1,112,468)	(1,180,261)
Total property, plant and equipment, net	760,238	707,038
INVESTMENT IN JOINT VENTURE (Note 6)	73,830	72,419
OTHER ASSETS	211,677	203,911
TOTAL ASSETS	$3,202,285	$3,122,951
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	$108,493	$70,381
Current maturities of long-term debt	50,000	150,000
Accrued taxes	30,059	13,824
Accrued payroll and benefits	18,471	28,068
Accrued interest	11,200	7,956
Accrued customer incentives	8,936	10,849
Other current liabilities	25,168	18,640
Current liabilities for dispositions and discontinued operations (Note 11)	8,398	8,105
Total current liabilities	260,725	307,823
LONG-TERM DEBT	1,150,471	1,120,052
NON-CURRENT LIABILITIES FOR DISPOSITIONS AND DISCONTINUED OPERATIONS (Note 11)	71,799	73,590
PENSION AND OTHER POSTRETIREMENT BENEFITS (Note 13)	158,829	159,582
OTHER NON-CURRENT LIABILITIES	21,271	23,900
COMMITMENTS AND CONTINGENCIES (Note 10 and 12)		

SHAREHOLDERS’ EQUITY		
Common Shares, 480,000,000 shares authorized, 125,903,058 and 123,332,444 shares issued and outstanding	673,098	670,749
Retained earnings	968,973	876,634
Accumulated other comprehensive loss	(102,881)	(109,379)
TOTAL SHAREHOLDERS' EQUITY	1,539,190	1,438,004
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$3,202,285	$3,122,951

See Notes to Consolidated Financial Statements.

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RAYONIER INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(Dollars in thousands)

	Three Months Ended March 31, 2013	2012
OPERATING ACTIVITIES		
Net income	$147,735	$53,437
Adjustments to reconcile net income to cash provided by operating activities:		
Depreciation, depletion and amortization	35,992	30,413
Non-cash cost of real estate sold	633	1,382
Stock-based incentive compensation expense	3,280	6,466
Amortization of debt discount/premium	419	1,890
Tax benefit of AFMC for CBPC exchange	(18,761)	—
Amortization of losses from pension and postretirement plans	6,279	4,508
Gain on sale of discontinued operations, net	(42,670)	—
Gain on foreign currency forward contracts	(1,881)	—
Other	(3,243)	1,874
Changes in operating assets and liabilities:		
Receivables	(8,778)	(1,911)
Inventories	11,197	17,035
Accounts payable	15,386	3,978
Income tax receivable/payable	15,915	11,469
All other operating activities	99	(17,476)
Payment to exchange AFMC for CBPC	(70,311)	—
Expenditures for dispositions and discontinued operations	(1,631)	(1,711)
CASH PROVIDED BY OPERATING ACTIVITIES	89,660	111,354
INVESTING ACTIVITIES		
Capital expenditures	(32,664)	(42,079)
Purchase of timberlands	(1,560)	(8,689)
Jesup mill cellulose specialties expansion (gross purchases of $57,693 and $41,051, net of purchases on account of $20,959 and $15,025)	(36,734)	(26,026)
Proceeds from disposition of Wood Products business	83,741	—
Change in restricted cash	9,908	(5,609)
Other	1,790	8,736
CASH PROVIDED BY (USED FOR) INVESTING ACTIVITIES	24,481	(73,667)
FINANCING ACTIVITIES		
Issuance of debt	100,000	340,000
Repayment of debt	(170,000)	(165,000)
Dividends paid	(57,744)	(49,249)
Proceeds from the issuance of common shares	4,091	2,061
Excess tax benefits on stock-based compensation	6,191	3,946
Debt issuance costs	—	(3,565)
Repurchase of common shares	(11,241)	(7,783)
CASH (USED FOR) PROVIDED BY FINANCING ACTIVITIES	(128,703)	120,410
EFFECT OF EXCHANGE RATE CHANGES ON CASH	(17)	(125)
CASH AND CASH EQUIVALENTS		
Change in cash and cash equivalents	(14,579)	157,972
Balance, beginning of year	280,596	78,603

Balance, end of period	$266,017	$236,575
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
Cash paid during the period:		
Interest	$3,562	$5,213
Income taxes	$70,403	$325
Non-cash investing activity:		
Capital assets purchased on account	$49,094	$44,576

See Notes to Consolidated Financial Statements.

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RAYONIER INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(Dollar amounts in thousands unless otherwise stated)

1. BASIS OF PRESENTATION

Basis of Presentation

The unaudited consolidated financial statements and notes thereto of Rayonier Inc. and its subsidiaries ("Rayonier" or the "Company") have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and in accordance with the rules and regulations of the Securities and Exchange Commission ("SEC"). In the opinion of management, these financial statements and notes reflect all adjustments (all of which are normal recurring adjustments) necessary for a fair presentation of the results of operations, financial position and cash flows for the periods presented. These statements and notes should be read in conjunction with the financial statements and supplementary data included in the Company's Annual Report on Form 10-K for the year ended December 31, 2012, as filed with the SEC.

Reclassifications

Certain 2012 amounts have been reclassified to agree with the current year presentation. See Note 2 — Sale of Wood Products Business for information regarding reclassifications for discontinued operations.

New Accounting Standards

In February 2013, the Financial Accounting Standards Board issued Accounting Standards Update No. 2013-02, Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income. This standard requires reporting, in one place, information about reclassifications out of AOCI by component. An entity is required to present, either on the face of the financial statements or in the notes, significant amounts reclassified out of AOCI by the respective line items of net income, but only if the amount is reclassified in its entirety in the same reporting period. For amounts that are not required to be reclassified to net income in their entirety, an entity is required to cross-reference to other currently required disclosures that provide additional detail about those amounts. The information required by this standard must be presented in one place, either parenthetically on the face of the financial statements by income statement line item or in a note. See Note 15 — Accumulated Other Comprehensive Loss for our disclosures required under this guidance.

Subsequent Events

The Company evaluated events and transactions that occurred after the balance sheet date but before financial statements were issued, and one subsequent event was identified that warranted disclosure. See Note 6 — Joint Venture Investment for additional information.

2. SALE OF WOOD PRODUCTS BUSINESS

On March 1, 2013, Rayonier completed the previously announced sale of its Wood Products business (consisting of three lumber mills in Baxley, Swainsboro and Eatonton, Georgia) to International Forest Products Limited (“Interfor”) for $80 million plus a working capital adjustment. The sale is consistent with the Company's strategic plan to fully position its manufacturing operations in the specialty chemicals sector. Rayonier will not have significant continuing involvement in the operations of the Wood Products business. Accordingly, the operating results of the Wood Products business, formerly reported as a separate operating segment, are classified as discontinued operations in the Company's Consolidated Statements of Income and Comprehensive Income for all periods presented. Certain administrative and general costs historically allocated to the Wood Products segment, which will remain with the Company after the sale, are reported in continuing operations.

Rayonier recognized an after-tax gain of $42.7 million on the sale. The gain is included in "Income from discontinued operations, net" on the Consolidated Statements of Income and Comprehensive Income for the period ended March

31, 2013.

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RAYONIER INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)
(Dollar amounts in thousands unless otherwise stated)

The following table summarizes the operating results of the Company's discontinued operations and the related gain for the periods ended March 31, 2013 and 2012, as presented in "Income from discontinued operations, net" in the Consolidated Statements of Income and Comprehensive Income:

	Three Months Ended March 31,	
	2013	2012
Sales	$16,968	$19,209
Cost of sales and other	(14,258)	(17,949)
Gain on sale of discontinued operations	64,040	—
Income from discontinued operations before income taxes	66,750	1,260
Income tax expense	(22,273)	(422)
Income from discontinued operations, net	$44,477	$838

The sale did not meet the "held for sale" criteria prior to the period it was completed. The major classes of Wood Products assets and liabilities included in the sale are as follows:

	March 1, 2013
Accounts receivable, net	$4,127
Inventory	4,270
Prepaid and other current assets	2,053
Property, plant and equipment, net	9,990
Total assets	$20,440
Total liabilities	$596

Cash flows from discontinued operations are immaterial both individually and in the aggregate. As such, they are included with cash flows from continuing operations in the Consolidated Statements of Cash Flows.

Pursuant to the purchase and sale agreement, Rayonier will provide Interfor with saw timber procurement services for the three lumber mills through December 31, 2013. Rayonier also contracted with Interfor to purchase wood chips produced at the lumber mills for use at Rayonier's Jesup pulp mill and market other wood chips produced by the mills to third parties on Interfor's behalf. The Company will purchase 100 percent of the Baxley mill chips for five years and 25 percent of the Swainsboro mill chips through the end of 2013. The purchase price of these chips will be based on the average price paid by the Company to unrelated third parties. Prior to the Wood Products sale, saw timber procurement services for and wood chip purchases from the lumber mills were intercompany transactions eliminated in consolidation as follows:

	Three Months Ended March 31,	
	2013	2012
Wood chip purchases	$1,650	$3,234
Saw timber procurement services	223	287
Total intercompany	$1,873	$3,521

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RAYONIER INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)
(Dollar amounts in thousands unless otherwise stated)

3. EARNINGS PER COMMON SHARE

The following table provides details of the calculations of basic and diluted earnings per common share:

	Three Months Ended March 31,	
	2013	2012
Income from continuing operations	$103,258	$52,599
Income from discontinued operations	44,477	838
Net income	$147,735	$53,437
Shares used for determining basic earnings per common share	124,479,865	122,352,435
Dilutive effect of:		
Stock options	533,031	719,166
Performance and restricted shares	448,440	651,729
Assumed conversion of Senior Exchangeable Notes (a)	2,115,959	2,967,187
Assumed conversion of warrants (a) (b)	2,859,593	1,241,612
Shares used for determining diluted earnings per common share	130,436,888	127,932,129
Basic earnings per common share:		
Continuing operations	$0.83	$0.43
Discontinued operations	0.36	0.01
Net income	$1.19	$0.44
Diluted earnings per common share:		
Continuing operations	$0.79	$0.41
Discontinued operations	0.34	0.01
Net income	$1.13	$0.42

	Three Months Ended March 31,	
	2013	2012
Anti-dilutive shares excluded from the computations of diluted earnings per share:		
Stock options, performance and restricted shares	220,701	445,859
Assumed conversion of exchangeable note hedges (a)	2,115,959	2,967,187
Total	2,336,660	3,413,046

(a) The Senior Exchangeable Notes due 2012 (the "2012 Notes") matured in October 2012; however, no additional shares were issued due to offsetting exchangeable note hedges. Similarly, Rayonier will not issue additional shares upon maturity of the Senior Exchangeable Notes due 2015 (the "2015 Notes") due to offsetting hedges. Accounting Standards Codification 260, Earnings Per Share requires the assumed conversion of the Notes to be included in dilutive shares if the average stock price for the period exceeds the strike prices, while the assumed conversion of the hedges is excluded since they are anti-dilutive. As such, the dilutive effect of the assumed conversion of the 2012 Notes was only included for the three months ended March 31, 2012, while the effect of the 2015 Notes was included for both periods presented.

The warrants sold in conjunction with the Notes due 2012 began maturing on January 15, 2013 and matured ratably through March 27, 2013. As a result, 2,036,976 shares were issued through the end of the first quarter and 97,918 shares issued in the first week of April. The dilutive impact of these warrants was calculated based on the amount of time they were outstanding before settlement during the first quarter. Rayonier will distribute additional shares upon maturity of the warrants for the Notes due 2015 if the stock price exceeds $39.43 per share. For additional information on the potential dilutive impact of the Senior Exchangeable Notes, warrants and exchangeable note hedges, see Note 11 — Debt in the 2012 Annual Report on Form 10-K and Note 14 — Debt of this Form 10-Q.

(b) The higher shares used for the assumed conversion of the warrants were primarily due to an increase in the average stock price from $45.07 in first quarter 2012 to $55.47 in first quarter 2013.

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(Unaudited)
(Dollar amounts in thousands unless otherwise stated)

4. INCOME TAXES
Rayonier is a real estate investment trust ("REIT"). In general, only its taxable REIT subsidiaries, whose businesses include the Company's non-REIT qualified activities, are subject to corporate income taxes. However, the Company was subject to U.S. federal corporate income tax on built-in gains (the excess of fair market value over tax basis for property held upon REIT election at January 1, 2004) on taxable sales of such property during calendar years 2004 through 2010. In 2011, the law provided a built-in-gains tax holiday. In 2013, the law provided a built-in gains tax holiday for 2012 (retroactive) and 2013 which will impact the Company's 2013 provision. Accordingly, the provision for corporate income taxes relates principally to current and deferred taxes on taxable REIT subsidiaries' income and certain property sales.

Alternative Fuel Mixture Credit ("AFMC") and Cellulosic Biofuel Producer Credit ("CBPC")
The U.S. Internal Revenue Code allowed two credits for taxpayers that produced and used an alternative fuel in the operation of their business through December 31, 2009. The AFMC is a $.50 per gallon refundable tax credit (which is not taxable), while the CBPC is a $1.01 per gallon credit that is nonrefundable, taxable and has limitations based on an entity's tax liability. Rayonier produces and uses an alternative fuel ("black liquor") at its Jesup, Georgia and Fernandina Beach, Florida performance fibers mills, which qualified for both credits. The Company claimed the AFMC on its 2009 tax return.
In the first quarter of 2013, management approved a $70 million tax payment to exchange approximately 120 million gallons of black liquor previously claimed for the AFMC for the CBPC. As a result, the Company recorded a $19 million discrete tax benefit in the current period reflecting reduced future tax payments of $89 million, including approximately $60 million realized during the remainder of 2013 and $29 million in the first half of 2014. There was no exchange of AFMC for CBPC in first quarter 2012. For additional information on the AFMC and CBPC, see Note 8 — Income Taxes in the Company's Annual Report on Form 10-K for the year ended December 31, 2012.

Provision for Income Taxes from Continuing Operations
The Company's effective tax rate is below the 35 percent U.S. statutory tax rate primarily due to tax benefits associated with being a REIT. The Company's effective tax rate in 2013 was lower than 2012 primarily due to recording the AFMC exchange and the federal research and experimentation tax credit (which was retroactively enacted in 2013).
The table below reconciles the U.S. statutory rate to the Company's effective tax rate for each period presented (in millions of dollars).

	Three Months Ended March 31,							
	2013				2012			
Income tax expense at federal statutory rate	$38		35.0	%	$25		35.0	%
REIT income not subject to tax	(11	)	(10.1	)%	(5	)	(7.7	)%
Other	(2	)	(1.5	)%	(1	)	(0.8	)%
Income tax expense before discrete items	25		23.4	%	19		26.5	%
Exchange of AFMC for CBPC	(19	)	(17.5	)%	—		—	%
Other	(2	)	(1.8	)%	(1	)	(0.7	)%
Income tax expense as reported	$4		4.1	%	$18		25.8	%

Provision for Income Taxes from Discontinued Operations
In the first quarter, Rayonier completed the sale of its Wood Products business for $80 million plus a working capital adjustment . For the three months ended March 31, 2013 and 2012, income tax expense related to discontinued operations was $22.3 million ($21.4 million from the gain on sale) and $0.4 million, respectively. See Note 2 — Sale of Wood Products Business for additional information.

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RAYONIER INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)
(Dollar amounts in thousands unless otherwise stated)

5. RESTRICTED DEPOSITS

In order to qualify for like-kind exchange ("LKE") treatment, the proceeds from real estate sales must be deposited with a third-party intermediary. These proceeds are accounted for as restricted cash until a suitable replacement property is acquired. In the event LKE purchases are not completed, the proceeds are returned to the Company after 180 days and reclassified as available cash. As of March 31, 2013 and December 31, 2012, the Company had $0.7 million and $10.6 million, respectively, of proceeds from real estate sales classified as restricted cash in Other Assets, which were deposited with an LKE intermediary.

6. JOINT VENTURE INVESTMENT

At March 31, 2013, the Company held a 26 percent interest in Matariki Forestry Group ("Matariki"), a joint venture ("JV") that owns or leases approximately 0.3 million acres of New Zealand timberlands. In addition to the investment, Rayonier New Zealand Limited ("RNZ"), a wholly-owned subsidiary of Rayonier Inc., serves as the manager of the JV forests and operates a log trading business.

Rayonier’s investment in the JV is accounted for using the equity method of accounting. Income from the JV is reported in the Forest Resources segment as operating income since the Company manages the forests and its JV interest is an extension of the Company’s operations. A portion of Rayonier’s equity method investment is recorded at historical cost which generates a difference between the book value of the Company’s investment and its proportionate share of the JV’s net assets. The difference represents the Company’s unrecognized gain from RNZ’s sale of timberlands to the JV in 2005. The deferred gain is recognized on a straight-line basis over the estimated number of years the JV expects to harvest the timberlands.

Subsequent Event

In April 2013, Rayonier acquired an additional 39 percent ownership interest in the Matariki JV for approximately $140 million. As a 65 percent owner, the Company will be required to consolidate 100 percent of the JV's assets, liabilities and results of operations and record the non-controlling partner's 35 percent interest beginning in the second quarter of 2013.

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RAYONIER INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)
(Dollar amounts in thousands unless otherwise stated)

7. SHAREHOLDERS' EQUITY

An analysis of shareholders' equity for the three months ended March 31, 2013 and the year ended December 31, 2012 is shown below (share amounts not in thousands):

	Common Shares			Accumulated	
	Shares	Amount	Retained Earnings	Other Comprehensive Income/(Loss)	Shareholders' Equity
Balance, December 31, 2011	122,035,177	$630,286	$806,235	$(113,448)	$1,323,073
Net income	—	—	278,685	—	278,685
Dividends ($1.68 per share)	—	—	(208,286)	—	(208,286)
Issuance of shares under incentive stock plans	1,467,024	25,495	—	—	25,495
Stock-based compensation	—	15,116	—	—	15,116
Excess tax benefit on stock-based compensation	—	7,635	—	—	7,635
Repurchase of common shares	(169,757)	(7,783)	—	—	(7,783)
Net loss from pension and postretirement plans	—	—	—	(496)	(496)
Foreign currency translation adjustment	—	—	—	4,352	4,352
Joint venture cash flow hedges	—	—	—	213	213
Balance, December 31, 2012	123,332,444	$670,749	$876,634	$(109,379)	$1,438,004
Net income	—	—	147,735	—	147,735
Dividends ($0.44 per share)	—	—	(55,396)	—	(55,396)
Issuance of shares under incentive stock plans	743,381	4,091	—	—	4,091
Stock-based compensation	—	3,308	—	—	3,308
Excess tax benefit on stock-based compensation	—	6,191	—	—	6,191
Repurchase of common shares	(209,743)	(11,241)	—	—	(11,241)
Maturity of warrants (Note 14)	2,036,976	—	—	—	—
Gain from pension and postretirement plans	—	—	—	4,969	4,969
Foreign currency translation adjustment	—	—	—	975	975
Joint venture cash flow hedges	—	—	—	554	554
Balance, March 31, 2013	125,903,058	$673,098	$968,973	$(102,881)	$1,539,190

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RAYONIER INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)
(Dollar amounts in thousands unless otherwise stated)

8. SEGMENT AND GEOGRAPHICAL INFORMATION

Rayonier operates in three reportable business segments: Forest Resources, Real Estate and Performance Fibers. Prior to the first quarter of 2013, the Company operated in four reportable business segments, which included Wood Products. In March 2013, the Company sold its Wood Products business and its operations are shown as discontinued operations for all periods presented. See Note 2 — Sale of Wood Products Business for additional information.

Forest Resources sales include all activities related to the harvesting of timber. Real Estate sales include all property sales, including those designated for higher and better use ("HBU"). The assets of the Real Estate segment include HBU property held by the Company's real estate subsidiary, TerraPointe LLC. The Performance Fibers segment includes two major product lines, cellulose specialties and absorbent materials. The Company's remaining operations include harvesting and selling timber acquired from third parties (log trading). These operations are reported in "Other Operations." Sales between operating segments are made based on estimated fair market value, and intercompany sales, purchases and profits (losses) are eliminated in consolidation. The Company evaluates financial performance based on the operating income of the segments.

Operating income (loss) as presented in the Consolidated Statements of Income and Comprehensive Income is equal to segment income (loss). Certain income (loss) items in the Consolidated Statements of Income and Comprehensive Income are not allocated to segments. These items, which include gains (losses) from certain asset dispositions, interest income (expense), miscellaneous income (expense) and income tax (expense) benefit, are not considered by management to be part of segment operations.

Total assets, sales, operating income (loss) and depreciation, depletion and amortization by segment including Corporate were as follows:

ASSETS	March 31, 2013	December 31, 2012
Forest Resources	$1,722,413	$1,690,030
Real Estate	102,374	112,647
Performance Fibers	973,786	902,309
Wood Products (a)	—	18,454
Other Operations	31,238	23,296
Corporate and other	372,474	376,215
Total	$3,202,285	$3,122,951

(a) The Company sold its Wood Products segment during the first quarter of 2013. See Note 2 — Sale of Wood Products Business for additional information.

	Three Months Ended March 31,	
SALES	2013	2012
Forest Resources	$57,102	$52,195
Real Estate	24,297	12,647
Performance Fibers	284,188	250,855
Other Operations	28,227	21,140
Intersegment Eliminations (b)	(95)	(266)
Total	$393,719	$336,571

(b) Intersegment eliminations primarily reflect sales from our Forest Resources segment to our Performance Fibers segment.

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	Three Months Ended March 31,	
OPERATING INCOME(LOSS)	2013	2012
Forest Resources	$13,255	$8,005
Real Estate	16,842	6,478
Performance Fibers	91,670	80,630
Other Operations	165	(931)
Corporate and other	(6,569)	(11,432)
Total	$115,363	$82,750

	Three Months Ended March 31,	
DEPRECIATION, DEPLETION AND AMORTIZATION	2013	2012
Forest Resources	$16,444	$16,833
Real Estate	4,177	1,845
Performance Fibers	15,153	11,361
Corporate and other	218	374
Total	$35,992	$30,413

9. FAIR VALUE MEASUREMENTS

A three-level hierarchy that prioritizes the inputs used to measure fair value was established in the Accounting Standards Codification as follows:

Level 1 — Quoted prices in active markets for identical assets or liabilities.

Level 2 — Observable inputs other than quoted prices included in Level 1.

Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Foreign Currency Forward Contracts

As of March 31, 2013 and 2012, the impact of the Company's derivative instruments and their location within the Consolidated Statements of Income and Comprehensive Income was as follows:

		March 31, 2013		March 31, 2012	
	Location of Gain Recognized in Income	Carrying Amount	Fair Value (Level 1)	Carrying Amount	Fair Value (Level 1)
Foreign Currency Forward Contracts (a)	Other Operating Income, net	$1,881	$1,881	—	—

(a) Foreign currency forward contracts are recorded in "Other Current Assets."

The Company entered into foreign currency forward contracts to hedge the exchange rate risk between the US dollar and the New Zealand dollar in connection with the Company's purchase of an additional 39 percent interest in the JV. The foreign currency forward contracts were settled in April 2013. See Note 6 — Joint Venture Investment for additional information on the purchase.

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Fair Value of Financial Instruments

The following table presents the carrying amount, estimated fair values and categorization under the fair value hierarchy of financial instruments held by the Company at March 31, 2013 and December 31, 2012, using market information and what management believes to be appropriate valuation methodologies under generally accepted accounting principles:

	March 31, 2013			December 31, 2012		
Asset (liability)	Carrying Amount	Fair Value		Carrying Amount	Fair Value	
		Level 1	Level 2		Level 1	Level 2
Cash and cash equivalents	$266,017	$266,017	$—	$280,596	$280,596	$—
Restricted cash (a)	651	651	—	10,559	10,559	—
Current maturities of long-term debt	(50,000)	—	(50,000)	(150,000)	—	(150,000)
Long-term debt	(1,150,471)	—	(1,307,144)	(1,120,052)	—	(1,250,341)

(a) Restricted cash is recorded in "Other Assets" and represents the proceeds from LKE sales deposited with a third-party intermediary.

Rayonier uses the following methods and assumptions in estimating the fair value of its financial instruments:

Cash and cash equivalents and Restricted cash — The carrying amount is equal to fair market value.

Debt — The fair value of fixed rate debt is based upon quoted market prices for debt with similar terms and maturities.

Variable Interest Entity

Rayonier holds a variable interest in a bankruptcy-remote, limited liability subsidiary ("special-purpose entity") which was created in 2004 when Rayonier monetized a $25.0 million installment note and letter of credit received in connection with a timberland sale. The Company contributed the note and a letter of credit to the special-purpose entity and using the installment note and letter of credit as collateral, the special-purpose entity issued $22.6 million of 15-year Senior Secured Notes and remitted cash of $22.6 million to the Company. There are no restrictions related to the transferred financial assets. Rayonier maintains a $2.6 million interest in the entity and receives immaterial cash payments equal to the excess of interest received on the installment note over the interest paid on the Senior Secured Notes. The Company's interest is recorded at fair value and is included in "Other Assets" in the Consolidated Balance Sheets.

In addition, the Company calculated and recorded a de minimus guarantee liability to reflect its obligation of up to $2.3 million under a make-whole agreement pursuant to which it guaranteed certain obligations of the entity. This guarantee obligation is also collateralized by the letter of credit. The Company's interest in the entity, together with the make-whole agreement, represents the maximum exposure to loss as a result of the Company's involvement with the special-purpose entity. Upon maturity of the Senior Secured Notes in 2019 and termination of the special-purpose entity, Rayonier will receive the remaining $2.6 million of cash. The Company determined, based upon an analysis under the variable interest entity guidance, that it does not have the power to direct activities that most significantly impact the entity's economic success. Therefore, Rayonier is not the primary beneficiary and is not required to consolidate the entity.

Assets measured at fair value on a recurring basis are summarized below:

Asset	Carrying Value at March 31, 2013	Level 2	Carrying Value at December 31, 2012	Level 2
Investment in special-purpose entity	$2,666	$2,666	$2,671	$2,671

The fair value of the investment in the special-purpose entity is determined by summing the discounted value of future principal and interest payments Rayonier will receive from the special-purpose entity. The interest rate of a similar instrument is used to determine the discounted value of the payments.

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10. GUARANTEES

The Company provides financial guarantees as required by creditors, insurance programs, and state and foreign governmental agencies. As of March 31, 2013, the following financial guarantees were outstanding:

Financial Commitments	Maximum Potential Payment	Carrying Amount of Liability
Standby letters of credit (a)	$ 18,205	$ 15,000
Guarantees (b)	2,254	43
Surety bonds (c)	7,231	1,388
Total financial commitments	$ 27,690	$ 16,431

(a) Approximately $15 million of the standby letters of credit serve as credit support for industrial revenue bonds. The remaining letters of credit support various insurance related agreements, primarily workers' compensation and pollution liability policy requirements. These letters of credit will expire at various dates during 2013 and will be renewed as required.

(b) In conjunction with a timberland sale and note monetization in the first quarter of 2004, the Company issued a make-whole agreement pursuant to which it guaranteed $2.3 million of obligations of a special-purpose entity that was established to complete the monetization. At March 31, 2013, the Company has a de minimus liability to reflect the fair market value of its obligation to perform under the make-whole agreement.

(c) Rayonier issues surety bonds primarily to secure timber harvesting obligations in the State of Washington and to provide collateral for the Company's workers' compensation self-insurance program in that state. These surety bonds expire at various dates between 2013 and 2014 and are expected to be renewed as required.

11. LIABILITIES FOR DISPOSITIONS AND DISCONTINUED OPERATIONS

An analysis of the liabilities for dispositions and discontinued operations follows:

	March 31, 2013	December 31, 2012
Balance, beginning of period	$81,695	$90,824
Expenditures charged to liabilities	(1,631)	(9,926)
Increase to liabilities	133	797
Balance, end of period	80,197	81,695
Less: Current portion	(8,398)	(8,105)
Non-current portion	$71,799	$73,590

The Company is exposed to the risk of reasonably possible additional losses in excess of the established liabilities. As of March 31, 2013, this amount could range up to $29 million, allocable over several of the applicable sites, and arises from uncertainty over the availability, feasibility or effectiveness of certain remediation technologies, additional or different contamination that may be discovered, development of new or more effective environmental remediation technologies and the exercise of discretion in interpretation of applicable law and regulations by governmental agencies.

The Company believes established liabilities are sufficient for probable costs expected to be incurred over the next 20 years with respect to its dispositions and discontinued operations. Remedial actions for these sites vary, but include on-site (and in certain cases off-site) removal or treatment of contaminated soils and sediments, recovery and treatment/remediation of groundwater, and source remediation and/or control.

12. CONTINGENCIES

Rayonier is engaged in various legal actions, including certain environmental proceedings, and has been named as a defendant in various other lawsuits and claims arising in the normal course of business. While the Company has procured reasonable and customary insurance covering risks normally occurring in connection with its businesses, it has in certain cases retained some risk through the operation of self-insurance, primarily in the areas of workers' compensation, property insurance and general liability. These other lawsuits and claims, either individually or in the aggregate, are not expected to have a material adverse effect on the Company's financial position, results of operations, or cash flow.

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13. EMPLOYEE BENEFIT PLANS

The Company has four qualified non-contributory defined benefit pension plans covering a significant majority of its employees and an unfunded plan that provides benefits in excess of amounts allowable under current tax law in the qualified plans. Currently, all qualified plans are closed to new participants. Employee benefit plan liabilities are calculated using actuarial estimates and management assumptions. These estimates are based on historical information, along with certain assumptions about future events. Changes in assumptions, as well as changes in actual experience, could cause the estimates to change.
The net pension and postretirement benefit costs that have been recognized during the stated periods are shown in the following tables:

	Pension Three Months Ended March 31,		Postretirement Three Months Ended March 31,	
	2013	2012	2013	2012
Components of Net Periodic Benefit Cost				
Service cost	$2,419	$1,940	$249	$210
Interest cost	4,834	3,989	240	223
Expected return on plan assets	(7,424)	(5,879)	—	—
Amortization of prior service cost	388	302	6	6
Amortization of losses	5,727	4,056	218	144
Net periodic benefit cost	$5,944	$4,408	$713	$583

In 2013, the Company has no mandatory pension contribution requirements, but may make discretionary contributions.

14. DEBT

The warrants sold in conjunction with the issuance of the 3.75% Senior Exchangeable Notes due 2012 began maturing on January 15, 2013 and continued to mature through March 27, 2013. As of March 31, 2013, 7,984,078 of the 8,313,511 warrants have settled, resulting in the issuance of 2,036,976 Rayonier common shares. The remaining warrants settled through April 2, 2013 and an additional 97,918 common shares were issued.
As of December 31, 2012, the $172.5 million 4.50% Senior Exchangeable Notes due 2015 became exchangeable at the option of the holders for the calendar quarter ending March 31, 2013. Per the indenture, in order for the notes to become exchangeable, the Company's stock price must exceed 130 percent of the exchange price for 20 trading days during a period of 30 consecutive trading days as of the last day of the quarter. During the quarter ended March 31, 2013, the note holders did not elect to exercise the exchange option. Based upon the average stock price for the 30 trading days ended March 31, 2013, these notes again became exchangeable at the option of the holder for the calendar quarter ending June 30, 2013. The entire balance of the notes remained classified as long-term debt at March 31, 2013 due to the ability and intent of the Company to refinance them on a long-term basis.
During first quarter 2013, the Company made net repayments of $70 million on its $450 million unsecured revolving credit facility. The Company had $242 million of available borrowings under this facility at March 31, 2013.
There were no other significant changes to the Company's outstanding debt as reported in Note 11 — Debt of the Company's 2012 Annual Report on Form 10-K.

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15. ACCUMULATED OTHER COMPREHENSIVE LOSS

Accumulated Other Comprehensive Loss was comprised of the following:

	Foreign currency translation gains	New Zealand joint venture cash flow hedges (a)	Unrecognized components of employee benefit plans, net of tax (b)	Total
Balance as of December 31, 2012	$38,829	$(3,628)	$(144,580)	$(109,379)
Other comprehensive income before reclassifications	975	554	530	2,059
Amounts reclassified from accumulated other comprehensive income	—	—	4,439	4,439
Net other comprehensive income	975	554	4,969	6,498
Ending balance	$39,804	$(3,074)	$(139,611)	$(102,881)

(a) Rayonier records its proportionate share of the JV's cash flow hedges as increases or decreases to "Investment in Joint Venture" with corresponding adjustments to "Accumulated other comprehensive loss" in the Company's Consolidated Balance Sheets.
(b) See Note 13 — Employee Benefit Plans for additional information.

16. OTHER OPERATING INCOME (EXPENSE), NET

Other operating income (expense), net was comprised of the following:

	Three Months Ended March 31, 2013	2012
Lease income, primarily from hunting leases	$2,462	$2,385
Other non-timber income	474	842
Foreign currency loss	(184)	(865)
Loss on sale or disposal of property, plant & equipment	(429)	(1,021)
Gain on foreign currency forward contracts	1,881	—
Miscellaneous expense, net	(701)	(202)
Total	$3,503	$1,139

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17. CONSOLIDATING FINANCIAL STATEMENTS
The condensed consolidating financial information below follows the same accounting policies as described in the consolidated financial statements, except for the use of the equity method of accounting to reflect ownership interests in wholly-owned subsidiaries, which are eliminated upon consolidation, and the allocation of certain expenses of Rayonier Inc. incurred for the benefit of its subsidiaries.
In August 2009 TRS issued $172.5 million of 4.50% Senior Exchangeable Notes due 2015. The notes are guaranteed by Rayonier Inc. as the Parent Guarantor and Rayonier Operating Company LLC ("ROC") as the Subsidiary Guarantor. In connection with these exchangeable notes, the Company provides the following condensed consolidating financial information in accordance with SEC Regulation S-X Rule 3-10, Financial Statements of Guarantors and Issuers of Guaranteed Securities Registered or Being Registered.

CONDENSED CONSOLIDATING STATEMENTS OF INCOME AND COMPREHENSIVE INCOME
For the Three Months Ended March 31, 2013

	Rayonier Inc (Parent Guarantor)	ROC (Subsidiary Guarantor)	Rayonier TRS Holdings Inc. (Issuer)	Non-guarantors	Consolidating Adjustments	Total Consolidated
SALES	$—	$ —	$ —	$ 393,719	$ —	$ 393,719
Costs and Expenses						
Cost of sales	—	—	—	266,018	—	266,018
Selling and general expenses	—	2,401	—	13,698	—	16,099
Other operating (income) expense, net	(1,881)	523	—	(2,145)	—	(3,503)
	(1,881)	2,924	—	277,571	—	278,614
Equity in income of New Zealand joint venture	—	—	—	258	—	258
OPERATING INCOME (LOSS)	1,881	(2,924)	—	116,406	—	115,363
Interest (expense) income	(3,275)	(252)	(6,618)	2,428	—	(7,717)
Interest and miscellaneous income (expense), net	2,419	529	(751)	(2,140)	—	57
Equity in income from subsidiaries	146,710	148,765	123,469	—	(418,944)	—
INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	147,735	146,118	116,100	116,694	(418,944)	107,703
Income tax benefit (expense)	—	592	2,690	(7,727)	—	(4,445)
INCOME FROM CONTINUING OPERATIONS	147,735	146,710	118,790	108,967	(418,944)	103,258
DISCONTINUED OPERATIONS, NET						
Income from discontinued operations, net of income taxes	—	—	—	44,477	—	44,477
NET INCOME	147,735	146,710	118,790	153,444	(418,944)	147,735
OTHER COMPREHENSIVE INCOME						
	975	975	240	975	(2,190)	975

Foreign currency translation adjustment						
New Zealand joint venture cash flow hedges	554	554	—	554	(1,108)	554
Gain from pension and postretirement plans, net of income tax	4,969	4,969	4,012	—	(8,981)	4,969
Total other comprehensive income	6,498	6,498	4,252	1,529	(12,279)	6,498
COMPREHENSIVE INCOME	$154,233	$ 153,208	$ 123,042	$154,973	$ (431,223)	$ 154,233

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RAYONIER INC. AND SUBSIDIARIES
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CONDENSED CONSOLIDATING STATEMENTS OF INCOME AND COMPREHENSIVE INCOME
For the Three Months Ended March 31, 2012

	Rayonier Inc. (Parent Guarantor)	ROC (Subsidiary Guarantor)	Rayonier TRS Holdings Inc. (Issuer)	Non-guarantors	Consolidating Adjustments	Total Consolidated
SALES	$—	$ —	$ —	$336,571	$ —	$ 336,571
Costs and Expenses						
Cost of sales	—	—	—	235,708	—	235,708
Selling and general expenses	—	3,311	—	15,954	—	19,265
Other operating expense (income), net	—	121	—	(1,260)	—	(1,139)
	—	3,432	—	250,402	—	253,834
Equity in income of New Zealand joint venture	—	—	—	13	—	13
OPERATING (LOSS) INCOME	—	(3,432)	—	86,182	—	82,750
Interest expense	(1,249)	(238)	(10,226)	(112)	—	(11,825)
Interest and miscellaneous income (expense), net	1,912	1,327	(1,208)	(2,054)	—	(23)
Equity in income from subsidiaries	52,774	55,446	45,745	—	(153,965)	—
INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	53,437	53,103	34,311	84,016	(153,965)	70,902
Income tax (expense) benefit	—	(329)	4,174	(22,148)	—	(18,303)
INCOME FROM CONTINUING OPERATIONS	53,437	52,774	38,485	61,868	(153,965)	52,599
DISCONTINUED OPERATIONS, NET						
Income from discontinued operations, net of income tax	—	—	—	838	—	838
NET INCOME	53,437	52,774	38,485	62,706	(153,965)	53,437
OTHER COMPREHENSIVE INCOME						
Foreign currency translation adjustment	5,825	5,825	(102)	5,825	(11,548)	5,825
New Zealand joint venture cash flow hedges	1,205	1,205	—	1,205	(2,410)	1,205
Gain from pension and postretirement plans, net of income tax	3,140	3,140	2,380	2,380	(7,900)	3,140
Total other comprehensive income	10,170	10,170	2,278	9,410	(21,858)	10,170
COMPREHENSIVE INCOME	$63,607	$ 62,944	$ 40,763	$72,116	$ (175,823)	$ 63,607

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CONDENSED CONSOLIDATING BALANCE SHEETS
As of March 31, 2013

	Rayonier Inc. (Parent Guarantor)	ROC (Subsidiary Guarantor)	Rayonier TRS Holdings Inc. (Issuer)	Non-guarantors	Consolidating Adjustments	Total Consolidated
ASSETS						
CURRENT ASSETS						
Cash and cash equivalents	$151,978	$20,930	$ 31,749	$61,360	$—	$266,017
Accounts receivable, less allowance for doubtful accounts	27	7	478	105,181	—	105,693
Inventory	—	—	—	113,643	—	113,643
Deferred tax assets	—	—	—	66,509	—	66,509
Prepaid and other current assets	—	3,618	629	34,649	—	38,896
Total current assets	152,005	24,555	32,856	381,342	—	590,758
TIMBER AND TIMBERLANDS, NET OF DEPLETION AND AMORTIZATION	—	—	—	1,565,782	—	1,565,782
NET PROPERTY, PLANT AND EQUIPMENT	—	2,315	—	757,923	—	760,238
INVESTMENT IN JOINT VENTURE	—	—	—	73,830	—	73,830
INVESTMENT IN SUBSIDIARIES	1,599,115	1,827,667	1,486,647	—	(4,913,429)	—
INTERCOMPANY NOTES RECEIVABLE	215,140	—	20,021	—	(235,161)	—
OTHER ASSETS	4,042	28,086	4,826	174,723	—	211,677
TOTAL ASSETS	$1,970,302	$1,882,623	$ 1,544,350	$2,953,600	$(5,148,590)	$3,202,285
LIABILITIES AND SHAREHOLDERS' EQUITY						
CURRENT LIABILITIES						
Accounts payable	$—	$1,463	$ 222	$106,808	$—	$108,493
Current maturities of long-term debt	50,000	—	—	—	—	50,000
Accrued taxes	—	14	—	30,045	—	30,059
Accrued payroll and benefits	—	8,578	—	9,893	—	18,471
Accrued interest	6,112	484	3,695	909	—	11,200
Accrued customer incentives	—	—	—	8,936	—	8,936
Other current liabilities	—	3,245	—	21,923	—	25,168
Current liabilities for dispositions and discontinued operations	—	—	—	8,398	—	8,398
Total current liabilities	56,112	13,784	3,917	186,912	—	260,725
LONG-TERM DEBT	375,000	—	698,916	76,555	—	1,150,471
NON-CURRENT LIABILITIES FOR DISPOSITIONS AND DISCONTINUED OPERATIONS	—	—	—	71,799	—	71,799

PENSION AND OTHER POSTRETIREMENT BENEFITS	—	129,743	—	29,086	—	158,829
OTHER NON-CURRENT LIABILITIES	—	14,007	—	7,264	—	21,271
INTERCOMPANY PAYABLE	—	125,974	—	168,076	(294,050)	—
TOTAL SHAREHOLDERS' EQUITY	1,539,190	1,599,115	841,517	2,413,908	(4,854,540)	1,539,190
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$1,970,302	$1,882,623	$ 1,544,350	$2,953,600	$(5,148,590)	$3,202,285

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CONDENSED CONSOLIDATING BALANCE SHEETS
As of December 31, 2012

	Rayonier Inc. (Parent Guarantor)	ROC (Subsidiary Guarantor)	Rayonier TRS Holdings Inc. (Issuer)	Non-guarantors	Consolidating Adjustments	Total Consolidated
ASSETS						
CURRENT ASSETS						
Cash and cash equivalents	$252,888	$3,966	$ 19,358	$4,384	$—	$280,596
Accounts receivable, less allowance for doubtful accounts	—	386	—	99,973	—	100,359
Inventory	—	—	—	127,966	—	127,966
Deferred tax assets	—	—	—	15,845	—	15,845
Prepaid and other current assets	—	1,566	691	39,251	—	41,508
Total current assets	252,888	5,918	20,049	287,419	—	566,274
TIMBER AND TIMBERLANDS, NET OF DEPLETION AND AMORTIZATION	—	—	—	1,573,309	—	1,573,309
NET PROPERTY, PLANT AND EQUIPMENT	—	2,321	—	704,717	—	707,038
INVESTMENT IN JOINT VENTURE	—	—	—	72,419	—	72,419
INVESTMENT IN SUBSIDIARIES	1,445,205	1,677,782	1,452,027	—	(4,575,014)	—
INTERCOMPANY NOTES RECEIVABLE	213,863	14,000	19,831	—	(247,694)	—
OTHER ASSETS	4,148	27,779	5,182	166,802	—	203,911
TOTAL ASSETS	$1,916,104	$1,727,800	$ 1,497,089	$2,804,666	$(4,822,708)	$3,122,951
LIABILITIES AND SHAREHOLDERS' EQUITY						
CURRENT LIABILITIES						
Accounts payable	$—	$2,099	$ 33	$68,249	$—	$70,381
Current maturities of long-term debt	150,000	—	—	—	—	150,000
Accrued taxes	—	485	—	13,339	—	13,824
Accrued payroll and benefits	—	15,044	—	13,024	—	28,068
Accrued interest	3,100	379	3,197	1,280	—	7,956
Accrued customer incentives	—	—	—	10,849	—	10,849
Other current liabilities	—	2,925	—	15,715	—	18,640
Current liabilities for dispositions and discontinued operations	—	—	—	8,105	—	8,105
Total current liabilities	153,100	20,932	3,230	130,561	—	307,823
LONG-TERM DEBT	325,000	—	718,321	76,731	—	1,120,052
NON-CURRENT LIABILITIES FOR DISPOSITIONS AND DISCONTINUED OPERATIONS	—	—	—	73,590	—	73,590

PENSION AND OTHER POSTRETIREMENT BENEFITS	—	129,156	—	30,426	—	159,582
OTHER NON-CURRENT LIABILITIES	—	16,432	—	7,468	—	23,900
INTERCOMPANY PAYABLE	—	116,075	—	137,797	(253,872)	—
TOTAL SHAREHOLDERS' EQUITY	1,438,004	1,445,205	775,538	2,348,093	(4,568,836)	1,438,004
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$1,916,104	$1,727,800	$ 1,497,089	$2,804,666	$(4,822,708)	$3,122,951

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CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS
For the Three Months Ended March 31, 2013

	Rayonier Inc (Parent Guarantor)	ROC (Subsidiary Guarantor)	Rayonier TRS Holdings Inc. (Issuer)	Non-guarantors	Consolidating Adjustments	Total Consolidated
CASH PROVIDED BY OPERATING ACTIVITIES	$13,984	$22,259	$ —	$58,980	$ (5,563)	$ 89,660
INVESTING ACTIVITIES						
Capital expenditures	—	(89)	—	(32,575)	—	(32,664)
Purchase of timberlands	—	—	—	(1,560)	—	(1,560)
Jesup mill cellulose specialties expansion	—	—	—	(36,734)	—	(36,734)
Proceeds from the disposition of Wood Products business	—	—	—	83,741	—	83,741
Change in restricted cash	—	—	—	9,908	—	9,908
Investment in Subsidiaries	—	—	32,391	—	(32,391)	—
Other	—	—	—	1,790	—	1,790
CASH (USED FOR) PROVIDED BY INVESTING ACTIVITIES	—	(89)	32,391	24,570	(32,391)	24,481
FINANCING ACTIVITIES						
Issuance of debt	100,000	—	—	—	—	100,000
Repayment of debt	(150,000)	—	(20,000)	—	—	(170,000)
Dividends paid	(57,744)	—	—	—	—	(57,744)
Proceeds from the issuance of common shares	4,091	—	—	—	—	4,091
Excess tax benefits on stock-based compensation	—	—	—	6,191	—	6,191
Repurchase of common shares	(11,241)	—	—	—	—	(11,241)
Intercompany distributions	—	(5,206)	—	(32,748)	37,954	—
CASH USED FOR FINANCING ACTIVITIES	(114,894)	(5,206)	(20,000)	(26,557)	37,954	(128,703)
EFFECT OF EXCHANGE RATE CHANGES ON CASH	—	—	—	(17)	—	(17)
CASH AND CASH EQUIVALENTS						
Change in cash and cash equivalents	(100,910)	16,964	12,391	56,976	—	(14,579)
Balance, beginning of year	252,888	3,966	19,358	4,384	—	280,596
Balance, end of period	$151,978	$20,930	$ 31,749	$61,360	$ —	$ 266,017

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RAYONIER INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)
(Dollar amounts in thousands unless otherwise stated)

CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS
For the Three Months Ended March 31, 2012

	Rayonier Inc (Parent Guarantor)	ROC (Subsidiary Guarantor)	Rayonier TRS Holdings Inc. (Issuer)	Non-guarantors	Consolidating Adjustments	Total Consolidated
CASH (USED FOR) PROVIDED BY OPERATING ACTIVITIES	$(14,838)	$33,980	$ 12,000	$105,616	$ (25,404)	$ 111,354
INVESTING ACTIVITIES						
Capital expenditures	—	(55)	—	(42,024)	—	(42,079)
Purchase of timberlands	—	—	—	(8,689)	—	(8,689)
Jesup mill cellulose specialties expansion	—	—	—	(26,026)	—	(26,026)
Change in restricted cash	—	—	—	(5,609)	—	(5,609)
Investment in Subsidiaries	—	—	774	—	(774)	—
Other	—	(69)	—	8,805	—	8,736
CASH (USED FOR) PROVIDED BY INVESTING ACTIVITIES	—	(124)	774	(73,543)	(774)	(73,667)
FINANCING ACTIVITIES						
Issuance of debt	325,000	—	—	15,000	—	340,000
Repayment of debt	(120,000)	(30,000)	—	(15,000)	—	(165,000)
Dividends paid	(49,249)	—	—	—	—	(49,249)
Proceeds from the issuance of common shares	2,061	—	—	—	—	2,061
Excess tax benefits on stock-based compensation	—	—	—	3,946	—	3,946
Debt issuance costs	(3,565)	—	—	—	—	(3,565)
Repurchase of common shares	(7,783)	—	—	—	—	(7,783)
Intercompany distributions	—					