

RAYONIER INC
Form 10-K/A
September 19, 2003
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

AMENDMENT NO. 1

(Mark One)

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

For the year ended December 31, 2002

OR

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

50 NORTH LAURA STREET,

JACKSONVILLE, FL 32202

(Principal Executive Office)

Telephone Number: (904) 357-9100

**Securities registered pursuant to Section 12(b) of the Act,
all of which are registered on the New York Stock Exchange:**

Common Shares

Medium-Term Notes, due 2004

Securities registered pursuant to Section 12(g) of the Act: None

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 and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of the Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). YES NO

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The aggregate market value of the Common Shares of the registrant held by non-affiliates of the Registrant at the close of business on June 28, 2002 was \$1,332,026,807.

As of September 18, 2003, there were outstanding 42,454,757 Common Shares of the Registrant.

The registrant's definitive proxy statement filed or to be filed with the Securities and Exchange Commission pursuant to Regulation 14A involving the election of directors at the annual meeting of the shareholders of the registrant scheduled to be held on May 15, 2003, is incorporated by reference in Part III of the Form 10-K/A.

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FORM 10-K/A

Rayonier Inc. (the Company) is amending its December 31, 2002 Annual Report on Form 10-K to change its presentation of certain non-GAAP financial measures primarily for EBITDA, EBITDA by Segment and Free Cash Flow.

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PART I

Item 1. BUSINESS

General

Rayonier Inc. (Rayonier or the Company), including its subsidiaries, is a leading international forest products company primarily engaged in the production and sale of high value-added performance cellulose fibers and activities associated with timberland management, including the sale of timber and timberlands. Rayonier owns and operates two performance fibers mills in the United States and owns, leases or controls approximately 2.2 million acres of timberland located primarily in the United States and New Zealand. The Company also manufactures wood products through its lumber manufacturing facilities in the United States and a medium-density fiberboard (MDF) plant in New Zealand. In addition, the Company engages in the trading of logs and wood products. In November 2000, the Company announced that it would focus its corporate strategy on two core reportable segments Performance Fibers and Timber and Land.

Rayonier traces its origins to the Rainier Pulp & Paper Company founded in Shelton, WA, in 1926. In 1937, it became Rayonier Incorporated, a public company traded on the New York Stock Exchange (NYSE), until 1968, when it became a wholly owned subsidiary of ITT Corporation, now known as ITT Industries, Inc. (ITT). On February 28, 1994, Rayonier again became an independent public company when ITT distributed all of Rayonier's Common Shares to ITT stockholders. Rayonier shares are publicly traded on the NYSE under the symbol **RYN**. Rayonier is a North Carolina corporation with its executive offices located at 50 North Laura Street, Jacksonville, FL, 32202. Its telephone number is (904) 357-9100.

Rayonier operates in three reportable business segments as defined by Statement of Financial Accounting Standards (SFAS) No. 131, *Disclosures About Segments of an Enterprise and Related Information*: Performance Fibers, Timber and Land, and Wood Products. The Performance Fibers segment includes two major product lines, Cellulose Specialties and Absorbent Materials. The Timber and Land segment's strategies include buying and managing timberlands, selling timber, and selling timberland and certain high value timberland (known as higher and better use, HBU) to be used for conservation, real estate development and large tract preservation. For presentation purposes, the Company classifies its sales activities into Timber sales and Land sales. Timber sales include all activities that relate to the harvesting of timber, while Land sales include the sale of all timberland tracts, including those designated as HBU. The Wood Products segment includes lumber and MDF. The Company's remaining operations are combined and reported in an Other category as permitted by SFAS No. 131 and include the purchasing and harvesting of timber from third parties and selling logs (timber trading) and trading wood products. The Company's prior years' presentation conforms with the 2002 segment reporting. For information on sales, operating income and identifiable assets by reportable segment, see *Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations and Note 3 Segment and Geographical Information*.

Table of Contents**Sales**

Rayonier's sales (as reclassified for discontinued operations) for the three years ended December 31, 2002, were as follows (in millions):

| | Year Ended December 31 | | |
|---------------------------------|-------------------------------|-----------------|-----------------|
| | 2002 | 2001 | 2000 |
| Performance Fibers | | | |
| Cellulose Specialties | \$ 375 | \$ 369 | \$ 348 |
| Absorbent Materials | 151 | 178 | 228 |
| Total Performance Fibers | 526 | 547 | 576 |
| Timber and Land | | | |
| Timber | 172 | 189 | 203 |
| Land | 75 | 84 | 70 |
| Total Timber and Land | 247 | 273 | 273 |
| Wood Products | | | |
| Lumber | 99 | 89 | 85 |
| MDF | 38 | 36 | 34 |
| Total Wood Products | 137 | 125 | 119 |
| Other | 216 | 192 | 252 |
| Intersegment Eliminations | (9) | (13) | (24) |
| Total Sales | \$ 1,117 | \$ 1,124 | \$ 1,196 |

Rayonier has customers in 54 countries, and 39 percent of the Company's 2002 sales of \$1.1 billion were made to customers outside the United States.

Performance Fibers

Rayonier is a leading manufacturer of high performance cellulose fibers. The Company owns and operates fiber production facilities in Jesup, GA and Fernandina Beach, FL, with a combined annual capacity of approximately 720,000 metric tons. To meet customers' needs these facilities are capable of manufacturing more than 25 different grades of performance fibers. The Jesup facility can produce approximately 570,000 metric tons of performance fibers, or 79 percent of Rayonier's total capacity. The Fernandina Beach facility can produce approximately 150,000 metric tons of performance fibers, or 21 percent of the Company's total capacity.

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Rayonier produces and sells these performance fibers primarily to meet specific customer orders and specifications throughout the world. The customers then produce a wide variety of consumer and industrial products. Approximately two-thirds of Rayonier's Performance Fibers sales are exported to customers, primarily in Asia, Europe and Latin America. Approximately 85 percent of Performance Fibers sales are made directly by Rayonier sales personnel, with the remainder made through independent sales agents primarily to export locations.

This segment includes two major product lines - Cellulose Specialties and Absorbent Materials.

Cellulose Specialties Rayonier is one of the world's leading producers of specialty cellulose products, most of which are used in dissolving chemical applications that require a highly purified form of cellulose. Cellulose Specialties products are used in a wide variety of end uses such as: acetate textile fibers, rigid packaging, photographic film, impact-resistant plastics, cigarette filters, high-tenacity rayon yarn for tires and industrial hoses, pharmaceuticals, cosmetics, detergents, sausage casings, food products, thickeners for oil well drilling muds, lacquers, paints, printing inks, explosives and LCD screens. In addition, Cellulose Specialties include high value specialty paper applications used for decorative laminates for counter tops, automotive air and oil filters, shoe innersoles, battery separators, circuit boards and filter media for the food industry. Rayonier concentrates on and is a leading producer of the most highly valued, technologically demanding forms of Cellulose Specialty products, such as cellulose acetate and high-purity cellulose ethers.

Absorbent Materials Rayonier is a supplier of performance fibers for absorbent hygiene products. These fibers are typically referred to as fluff fibers and are used as an absorbent medium in products such as disposable baby diapers, feminine hygiene products, incontinence pads, convalescent bed pads, industrial towels and wipes and non-woven fabrics.

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The Absorbent Materials product line also includes paper applications that are made as a secondary product to fluff fibers to help match inconsistencies in demand to capacity. These paper applications usually represent less than 5 percent of total Performance Fibers production and are used in the manufacture of bond, book and printing paper.

Rayonier also produces and markets an engineered absorbent core material that goes into thin super-absorbent sanitary napkins and diaper products. A 12,000 ton per-year manufacturing facility in Jesup, GA was completed in 2001 to bring manufacturing in-house and aid in the continued development of these products. Although this is a developing business that is currently a very small percentage of the product line, it is expected to increase its contribution to segment results in future years.

Timber and Land

Rayonier manages timberlands, sells standing timber at auction to third parties and also sells delivered logs, and sells its timberland for large tract conservation and real estate development. In the U.S., the Company manages the reportable segment through Rayonier Timberlands Operating Company L.P. (RTOC), a wholly owned limited partnership. The segment executes its strategies in two ways: Timber and Land sales.

Timber Rayonier owns, leases or controls approximately 2.2 million acres of timberlands as of December 31, 2002, as follows (in thousands of acres):

| <u>Region</u> | <u>Total</u> | <u>%</u> | <u>Fee-Owned</u> | <u>Long-Term</u> |
|----------------|---------------|------------|------------------|---------------------|
| | <u>Acres*</u> | | <u>Acres</u> | <u>Leased Acres</u> |
| Southeast U.S. | 1,657 | 77 | 1,397 | 260 |
| Northwest U.S. | 375 | 17 | 375 | |
| New Zealand | 119 | 6 | 77 | 42 |
| Total | 2,151 | 100 | 1,849 | 302 |

* Excluded above are approximately 109,000 acres managed by Rayonier in Australia, 2,000 acres managed in New Zealand and 36,000 acres of non-productive, non-harvestable or native vegetation land in New Zealand.

On October 25, 1999, Rayonier, through its wholly owned subsidiary, RTOC acquired approximately 968,000 owned and leased acres of timberland in Georgia, Florida and Alabama from Jefferson Smurfit Corporation in a business combination accounted for by the purchase method.

The Company's Southeastern U.S. timberlands consist of approximately 1.7 million acres located primarily in Georgia, Florida and Alabama. Their proximity to pulp, paper and lumber mills results in significant competition for the purchase of the timber. Approximately 50 percent of timber harvest represents high-value wood sold primarily to lumber mills. The balance is pulpwood used for making pulp and paper. Softwoods are the predominant species on the Southeastern U.S. timberlands and include loblolly and slash pine, while hardwoods, the minor species, include red oak, sweet gum, black gum, red maple, cypress and green ash.

Through advanced silvicultural practices, the Company has increased volume per acre of timber available for harvest from its Southeastern U.S. timberlands by approximately 2 percent per year. This is a primary factor behind an increasing pine harvest trend over the past 15 years. These practices are also being utilized by the Company in the management of the timberlands acquired in 1999, with an increasing trend of similar magnitude anticipated.

Northwestern U.S. timberlands consist of approximately 375,000 acres primarily on the Olympic Peninsula in Western Washington State. All are owned in fee and consist almost entirely of second growth trees. These timberlands are primarily softwood stands, with approximately 70 percent hemlock and the remainder Douglas fir, Western red cedar and spruce. Hardwood timber stands consist principally of alder and maple.

The Company's New Zealand forest assets (subsequent to the sale of its New Zealand East Coast operations, see *Note 13 Sale of New Zealand East Coast Timber Operations*) consist of 77,000 acres of fee-owned timberland, plus Crown Forest Licenses that provide the right to grow and harvest timber on approximately 42,000 acres of government owned timberland for a minimum period of 35 years. Approximately 90 percent of these timberlands consist of radiata pine, well suited for high-quality lumber and panel products. The balance is Douglas fir and other species. Timber is grown and sold for both domestic New Zealand uses and for export, primarily to the Pacific Rim markets. In addition, the Company manages timberlands for other parties in New Zealand and Australia.

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Rayonier manages timberlands, endeavoring to scientifically develop forests to their maximum economic value. The average rotation age for timber from the Southeastern U.S. (primarily Southern pine) is 21 years. The average rotation age for timber destined for domestic and export markets from the Northwestern U.S. (primarily hemlock and Douglas fir) is 45 to 50 years. The average rotation age for timber grown in New Zealand (primarily radiata pine) is 25 to 28 years. Timber in the Southeast U.S. is saw-timber and pulpwood, while timber in the Northwest U.S. and New Zealand is primarily saw-timber.

Rayonier sells timber through a public auction process, predominantly to third parties and also sells delivered logs. By requiring the Company's other operating units to competitively bid for their timber and wood requirements, the Company believes it can maximize the true economic return on its investments. In 2002, approximately 94 percent of the Company's standing timber sales were made to third parties. Rayonier's third party timber sales are made on either a lump-sum or pay-as-cut basis. On a lump-sum basis, a minimum 20 percent initial payment is required, title and risk of loss are transferred and installment payments are made in advance for the volume to be cut. On a pay-as-cut basis, a 10 percent deposit and 10 percent performance bond are required. Payments are made as the timber is cut. In the Northwestern U.S., the majority of sales are lump-sum due to large, financially stable customers and market practices. In the Southeastern U.S., where the majority of customers are smaller, family-owned businesses, the majority of sales are pay-as-cut.

The Company manages its timberlands in conformity with best forest industry practices. A key to success is the extensive application of Rayonier's silvicultural expertise to species selection for plantations, soil preparation, thinning of timber stands, pruning of selected species, fertilization and careful timing of the harvest, all of which are designed to maximize value while responding to environmental needs. The following table sets forth timberland acres (in thousands) as of December 31, 2002, by region and by timber classification:

| Region* | Softwood Plantation | Hardwood Lands | Non-Forest | Total |
|----------------|--------------------------------|---------------------------|-------------------|--------------|
| Southeast U.S. | 1,108 | 499 | 50 | 1,657 |
| Northwest U.S. | 308 | 17 | 50 | 375 |
| New Zealand | 103 | 16 | | 119 |
| Total | 1,519 | 532 | 100 | 2,151 |

* Includes only fee and leased timberlands and excludes management only agreements in New Zealand and Australia.

Merchantable timber inventory is an estimate of the amount of standing timber at the earliest age that it could be economically harvested. Estimates are based on an inventory system that continually involves periodic statistical sampling of the timberlands. Adjustments are made on the basis of growth estimates, harvest information and market conditions.

The following table sets forth the estimated volumes of merchantable timber by location and type, as of December 31, 2002:

| Region | Softwood | Hardwood | Total | Equivalent total, in thousands of short green tons | % |
|--|-----------------|-----------------|--------------|---|----------|
| Southeast U.S., in thousands of short green tons | 21,801 | 20,130 | 41,931 | 41,931 | 66 |

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| | | | | | |
|---|-------|-----|-------|---------------|------------|
| Northwest U.S., in millions of board feet | 1,578 | 221 | 1,799 | 12,953 | 20 |
| New Zealand, in thousands of cubic meters | 6,280 | 490 | 6,770 | 9,043 | 14 |
| | | | | <u>63,927</u> | <u>100</u> |

Land Rayonier invests in timberlands seeking to maximize its total return from a full cycle of ownership. The end cycle includes selling portions of its timberland base to capture the appreciated value of the underlying asset. This program includes selling timberland for others to manage and harvest, and selling HBU timberland more valuable for commercial or residential development or conservation purposes.

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In November 2000, the Company announced that it would routinely sell 2 percent to 4 percent of its timberland base each year in order to capture its appreciated value on a more regular basis. Timberland will be replaced opportunistically when it can be acquired at a discount to long-term market trends. Timberland sales for the three years ended December 31, 2002, are summarized in the following table (thousands of dollars, except acres sold):

| | <u>2002</u> | <u>2001</u> | <u>2000</u> |
|------------------|-------------|-------------|-------------|
| Timberland Sales | \$ 75,279 | \$ 83,857 | \$ 70,201 |
| Operating Income | \$ 47,321 | \$ 51,517 | \$ 38,217 |
| Acres Sold | 44,256 | 67,417 | 63,221 |

Wood Products

The Wood Products business segment manufactures and sells dimension and specialty lumber and MDF.

Rayonier operates three lumber manufacturing facilities in the U.S. that produce Southern pine and specialty lumber for residential construction and industrial uses. The mills located at Baxley, Eatonton, and Swainsboro, GA, have a combined annual capacity of approximately 360 million board feet of lumber, while also producing approximately 670,000 tons of wood chips for pulping. Lumber sales are primarily to customers in the Southeastern U. S. and Caribbean markets. Rayonier sales personnel sell most of the lumber; however sales to certain export locations are made through independent agents. Substantially all of the wood chip production is sold (at market prices) to Rayonier's Jesup, GA, performance fibers facility, accounting for approximately 21 percent of that facility's 2002 total wood consumption.

The Company operates a premium grade MDF facility in New Zealand with an annual capacity of 170,000 cubic meters. The Company's MDF is marketed worldwide by Rayonier personnel, independent sales agents and a New Zealand distributor.

Other

Rayonier also operates a log trading business and is an exporter and trader of softwood logs in the U.S., New Zealand, Chile and Russia. The Company purchases and harvests timber for sale in domestic and export markets. Timber is purchased from both internal and external sources. In 2002, approximately 31 percent of Northwest U.S. and 48 percent of New Zealand log trading sales volume were sourced from Company timberlands. Logs were also purchased from independent local dealers who in some cases, had purchased cutting rights to Company timberlands. Additionally, Rayonier purchases lumber and wood panel products for sale in both domestic and export markets.

Discontinued Operations and Dispositions

During the second quarter of 2002, the Company sold its New Zealand East Coast timberland operations and associated assets for \$64 million. The sale and results of operations were recorded as a discontinued operation in accordance with SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*. The Consolidated Statements of Income and Comprehensive Income and the Consolidated Statements of Cash

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Flows and the related Notes have been reclassified to present the East Coast operations as a discontinued operation. *See also Note 13 Sale of New Zealand East Coast Timber Operations.*

Prior years dispositions include Rayonier's Port Angeles, WA performance fibers mill that was closed on February 28, 1997; its interest in the Grays Harbor, WA, performance fibers and paper complex, which was closed in 1992; its wholly-owned subsidiary, Southern Wood Piedmont Company (SWP), which ceased operations in 1989; its Eastern Research Division, which ceased operations in 1981; and other miscellaneous assets held for disposition. *See also Note 12 Reserves for Dispositions and Discontinued Operations.*

Table of Contents**Foreign Sales and Operations**

Rayonier's sales for the three years ended December 31, 2002, by geographical destination are as follows (in millions):

| | Sales by Destination | | | | | |
|---------------|----------------------|------------|-----------------|------------|-----------------|------------|
| | 2002 | % | 2001 | % | 2000 | % |
| United States | \$ 674 | 61 | \$ 656 | 58 | \$ 662 | 55 |
| Europe | 122 | 11 | 125 | 11 | 107 | 9 |
| Japan | 79 | 7 | 111 | 10 | 127 | 11 |
| China | 69 | 6 | 66 | 6 | 82 | 7 |
| Other Asia | 93 | 8 | 76 | 7 | 105 | 9 |
| Latin America | 34 | 3 | 45 | 4 | 66 | 5 |
| Canada | 36 | 3 | 34 | 3 | 34 | 3 |
| All other | 10 | 1 | 11 | 1 | 13 | 1 |
| | <u>\$ 1,117</u> | <u>100</u> | <u>\$ 1,124</u> | <u>100</u> | <u>\$ 1,196</u> | <u>100</u> |

Overseas assets, primarily in New Zealand, were approximately 13 percent of total assets at the end of 2002, and Rayonier's sales from non-U.S. operations were approximately 12 percent of total sales. *See also Note 3 Segment and Geographical Information.*

Patents

Rayonier has a number of patents and pending patent applications that relate to its proprietary products and processes. The Company intends to take such steps as are necessary to protect its patents and file applications for future inventions that are deemed important to its business operations.

Competition and Customers

Performance Fibers are marketed worldwide against strong competition from domestic and foreign producers. Rayonier's major competitors include International Paper, Weyerhaeuser, Georgia-Pacific and Buckeye Technologies. Recently, International Paper announced the planned closure of its Natchez, Mississippi mill by the end of June 2003. This mill is a major competitor in the acetate market. Rayonier and the Natchez mill are the leading suppliers in this market. Conversely, several foreign, low-cost manufacturers of lower-grade pulps are attempting to produce high-grade acetate pulps and enter the market. If successful, supply of these performance fibers grades may increase in the future, and with the overall demand growth being fairly modest, cellulose specialty margins may be affected. On the other hand, the Company continues to work towards development of new products and improvement in existing products and processes that could add additional value to the Performance Fibers business. Pricing, product performance and technical service are principal methods of competition.

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The Company's U.S. timberlands are located in two major timber-growing regions (the Northwest and the Southeast), where timber markets are fragmented and competitive. In the Northwest U.S., The Campbell Group, John Hancock Mutual Life Insurance Co., Simpson Timber Company and Washington State (Department of Natural Resources) are significant competitors. In the Southeast U.S., the Company competes with Plum Creek and International Paper. Price is the principal method of competition.

Rayonier's lumber and MDF wood products compete with construction materials manufactured by other companies. Continued improvements in operations at the Company's MDF plant are offsetting a weaker U.S. market, increased competition from South American suppliers and a reduced U.S. demand for manufactured wood products from China which contain MDF.

Export log markets are highly competitive. Logs are available from several countries and numerous suppliers. In New Zealand, major competitors include Carter Holt Harvey and Fletcher Challenge. Price and customer relationships are important methods of competition.

The Company did not have a single customer that purchased an amount greater than or equal to 10 percent of its consolidated revenues during the years ended December 31, 2002, 2001 or 2000. On a segment basis, Performance Fibers 2002 sales included one customer that purchased an amount equal to 14 percent of the segment's sales and four other customers that each purchased approximately 7 percent of the segment's sales. The loss of any one of these customers could have a material adverse effect on this segment's results of operations.

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Seasonality

The Company's Timber and Land segment normally experiences lower timber harvest volumes in the third quarter of each year due to the greater seasonal availability of non-Rayonier timber during the drier summer harvesting period, particularly in the Northwestern U.S. The Wood Products segment may experience higher seasonal demand in the volume of lumber sold in the second quarter of each year primarily due to the relative strength of housing starts. The Performance Fibers segment results are normally not impacted by seasonal changes.

Environmental Matters

See Environmental Regulation in Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations and Note 14 Contingencies.

Raw Materials

In the U.S., timber availability continues to be restricted by legislation, litigation and pressure from various preservationist groups. Availability is also subject to cyclical swings in wood products as well as in pulp and paper markets and weather conditions. Rayonier has pursued, and is continuing to pursue, reductions in usage and costs of key raw materials, supplies and contract services at its Performance Fibers and lumber mills. Management foresees no significant constraints from pricing or availability of its key raw materials.

Research and Development

Rayonier believes it maintains one of the preeminent Performance Fibers research facilities and staff in the forest products industry. Research and development efforts are directed primarily at developing new and improved cellulose fiber grades and related products, improving manufacturing efficiency, reducing energy needs, improving product quality and developing improved environmental controls. The research center is adjacent to the Performance Fibers mill in Jesup, GA.

Research activities related to timber operations include genetic tree improvement programs as well as applied silvicultural programs to identify management practices that improve financial returns from timber assets.

Research and development annual expenditures were approximately \$9 million in both 2002 and 2001, and \$10 million in 2000.

Employee Relations

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Rayonier currently employs approximately 2,200 people. Of this number, approximately 2,000 are employees in the United States, of whom 45 percent are covered by labor contracts. Most hourly employees are represented by one of several labor unions. Labor relations are maintained in a normal and satisfactory manner.

In August 2001 and December 2001, Jesup's labor agreements, covering approximately 700 employees, were extended through June 30, 2008. In April 2001, Fernandina's labor contracts, covering approximately 250 employees, were extended through April 30, 2006. There were no changes to the Jesup and Fernandina labor contracts in 2002.

Rayonier has in effect various benefit plans for its employees and retirees, providing certain group medical, dental and life insurance coverage, pension and other benefits. The cost of these plans is borne primarily by Rayonier.

Item 2. PROPERTIES

Rayonier owns, leases or controls approximately 2 million acres of timberlands in the United States. Rayonier manages these properties and sells timber to other Company operating units, as well as unaffiliated parties. Rayonier's New Zealand subsidiary owns or manages the forest assets on approximately 0.2 million acres of plantation forests in New Zealand and Australia. Rayonier and its wholly owned subsidiaries own or lease various other properties used in their operations. These include two Performance Fibers mills, an Engineered Absorbent Materials (EAM) facility, three lumber manufacturing facilities, an MDF plant, a research facility and Rayonier's corporate headquarters. These facilities are located in the Southeastern and Northwestern portions of the U.S. and in New Zealand. Additional information on mill volumes is disclosed in *Item 6 Selected Financial Data*.

Item 3. LEGAL PROCEEDINGS

Rayonier is engaged in various legal actions, including certain environmental proceedings that are discussed more fully in *Note 12 Reserves for Dispositions and Discontinued Operations* and *Note 14 Contingencies*.

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On February 22, 2001, the Company received a notice of proposed disallowance from the Internal Revenue Service (IRS) for \$28.3 million in tax deficiency and related penalties for an issue in dispute regarding the Company's 1996 and 1997 federal tax returns. The Company has been discussing this issue with the IRS since 1999. As a result, the notice of proposed disallowance was not unanticipated and the Company has provided adequate book reserves. The Company is contesting this matter and believes that the ultimate outcome will not have a material adverse impact on the Company's financial position, liquidity or results of operations.

Between 1985 and 1995, the Company sent contaminated soil excavated in connection with the cleanup of various closed wood processing sites to a third-party processor for recycling. The processing facility closed in 1995 and is the subject of a variety of environmental related charges brought by the U.S. Environmental Protection Agency (EPA) and the Louisiana Department of Environmental Quality in June 1990, in United States District Court for the Western District of Louisiana. Also in dispute is disposal liability for approximately 150,000 tons of recycled material from Company sites that are still owned and retained by the processor. A consent decree was entered in 1998 approving sale of the processing facility and assumption by the buyer of responsibility for movement of all remaining recycled material to a landfill. The parties were unable to complete the sale and the consent decree was vacated in May 2002. As a result, the status of the sale of the facility and ultimate responsibility for removal and disposal of the recycled material on-site are now uncertain. There are numerous possible outcomes that could determine the Company's ultimate liability, if any. The Company believes that reserves at December 31, 2002 adequately reflect the probable costs to be incurred upon the ultimate resolution of the dispute. See also *Note 12 Reserves for Dispositions and Discontinued Operations*.

In December 2001, the United States commenced a lawsuit against the Company in the United States District Court for the Western District of Washington to recover approximately \$2.4 million in costs allegedly incurred by EPA in 1997 to conduct an Expanded Site Investigation at the Company's Port Angeles mill site. Rayonier is challenging the EPA's authority to recover this type of cost, as well as the validity of the amount spent. The Company believes that the ultimate outcome will not have a material adverse impact on the Company's financial position, liquidity or results of operations.

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matter was submitted to a vote of security holders of Rayonier during the fourth quarter of 2002.

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EXECUTIVE OFFICERS OF RAYONIER

W. Lee Nutter, 59, Chairman, President and Chief Executive Officer Mr. Nutter joined Rayonier in 1967 in the Northwest Forest Operations and was named Vice President, Timber and Wood in 1984, Vice President, Forest Products in 1985, Senior Vice President, Operations in 1986 and Executive Vice President in 1987. He was elected President and Chief Operating Officer and a director of Rayonier in 1996 and to his current position effective January 1999. Mr. Nutter serves on the Board of Directors and the Executive Committee of the American Forest and Paper Association and on the Board of Directors of the National Council for Air and Stream Improvement. He is also a member of the North Florida Regional Board of Sun Trust Bank. He holds a B.A. degree in Business Administration from the University of Washington and graduated from the Harvard University Graduate School of Business Advanced Management Program.

Paul G. Boynton, 38, Senior Vice President, Performance Fibers Mr. Boynton joined Rayonier in 1999 as Director, Specialty Pulp Marketing and Sales. He was elected Vice President, Performance Fibers Marketing and Sales in October 1999, Vice President, Performance Fibers in January 2002, and to his current position effective July 2002. Prior to joining Rayonier, he held positions with 3M Corporation from 1990 to 1999, most recently as Global Brand Manager, 3M Home Care Division (global manufacturer and marketer of cleaning tool products). He holds a B.S. degree in mechanical engineering from Iowa State University, an M.B.A. degree from the University of Iowa, and graduated from the Harvard University Graduate School of Business Advanced Management Program.

Timothy H. Brannon, 55, Senior Vice President, Forest Resources and Wood Products Mr. Brannon joined Rayonier in 1972 at its Southern Wood Piedmont subsidiary (SWP). He was named Vice President and Chief Operating Officer of SWP in 1983 and President in 1992. Mr. Brannon was elected Rayonier's Vice President and Director, Performance Fibers Marketing and Sales in 1994, Vice President, Asia Pacific and Managing Director, Rayonier New Zealand in 1998, and to his current position effective March 2002. He holds a B.A. degree in psychology from Tulane University and graduated from the Harvard University Graduate School of Business Advanced Management Program.

John P. O Grady, 57, Senior Vice President, Administration Mr. O Grady joined Rayonier in 1991 as Vice President, Administration. He was elected Senior Vice President, Human Resources in 1994 and to his current position effective January 1996. Mr. O Grady serves on the American Forest and Paper Association's employee and labor relations committee and as a Management Trustee for the Paper, Allied-Industrial, Chemical and Energy Workers International Union Health and Welfare Trust. From 1994 to 1997, he served on the board of advisors of the Business and Industry Council of the College of New Jersey (formerly Trenton State College). He holds a B.S. degree in Labor Economics from the University of Akron, an M.S. degree in Industrial Relations from Rutgers University and a Ph.D. in Management from California Western University.

Gerald J. Pollack, 61, Senior Vice President and Chief Financial Officer Mr. Pollack joined Rayonier in 1982 as Vice President and Controller. He was elected to the position of Vice President and Chief Financial Officer in 1986 and to his current position in May 1992. He is a member of the Board of Directors and Finance Committee of the Jacksonville Symphony Orchestra, and the Board of Directors of the Northern Florida Chapter of Financial Executives International. Mr. Pollack has a B.S. degree in Physics from Rensselaer Polytechnic Institute and an M.B.A. degree in Accounting and Finance from the Amos Tuck School at Dartmouth.

Hans E. Vanden Noort, 44, Vice President and Corporate Controller Mr. Vanden Noort joined Rayonier as Corporate Controller in 2001, and was elected to his current position in December 2001. Prior to coming to Rayonier, he held a number of senior management positions with Baker Process, a division of Baker Hughes, Inc. (manufacturer of petroleum-related equipment and supplies), most recently as Vice President of Finance and Administration. Mr. Vanden Noort holds a B.B.A. in accounting from the University of Cincinnati, an M.B.A. from the University of Michigan and is a Certified Public Accountant.

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Jill Witter, 48, Vice President and General Counsel Ms. Witter joined Rayonier in 2001 as General Counsel and was elected to her current position in February 2001. Prior to joining Rayonier, she served as Vice President, General Counsel and Secretary of Sunglass Hut International (sales and marketing of sunglasses, watches and accessories) from 1999 to January 2001. She was previously with Angelica Corporation (career apparel, retail and textile services) from 1985 to 1999, most recently as Vice President, Legal, Human Resources, General Counsel and Secretary. She holds a B.A. degree and J.D. degree from the University of Missouri.

Table of Contents**PART II****ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS**

The table below reflects the range of market prices of Rayonier Common Shares as reported in the consolidated transaction reporting system of the New York Stock Exchange, the only exchange on which this security is listed, under the trading symbol **RYN**.

Rayonier Common Shares Market Prices, Volume and Dividends

| | <u>High</u> | <u>Low</u> | <u>Composite Volume</u> | <u>Dividend</u> |
|----------------|-------------|------------|-----------------------------|-----------------|
| 2002 | | | | |
| Fourth Quarter | \$ 46.66 | \$ 36.70 | 8,459,100 | \$ 0.36 |
| Third Quarter | 51.40 | 40.66 | 10,698,000 | 0.36 |
| Second Quarter | 58.67 | 47.67 | 10,279,500 | 0.36 |
| First Quarter | 54.26 | 47.00 | 5,811,900 | 0.36 |
| 2001 | | | | |
| Fourth Quarter | \$ 50.98 | \$ 38.30 | 5,308,900 | \$ 0.36 |
| Third Quarter | 47.70 | 35.80 | 4,737,100 | 0.36 |
| Second Quarter | 46.72 | 38.80 | 5,198,200 | 0.36 |
| First Quarter | 44.00 | 37.30 | 6,137,900 | 0.36 |

On February 21, 2003, Rayonier announced a first quarter dividend of 36 cents per share payable March 31, 2003, to shareholders of record on March 11, 2003.

There were approximately 14,041 shareholders of record of Rayonier Common Shares on March 3, 2003.

ITEM 6. SELECTED FINANCIAL DATA

The following profitability, financial condition and cash flow summary of historical financial data for each of the five years in the period ended December 31, 2002, is derived from the Consolidated Financial Statements of the Company. The data should be read in conjunction with the Consolidated Financial Statements.

The financial data below have been restated to reflect the consolidation of two third-party wood chip manufacturers for the five years ended December 31, 2002. As a result, the Company increased property, plant and equipment and debt by \$15 million, \$18 million, \$21 million and \$24 million as of December 31, 2001, 2000, 1999 and 1998, respectively. See *Note 20 Restatements*, for additional information on the

restatement.

Also during 2002, the Company sold its New Zealand East Coast timber operations and associated assets. See *Note 13 Sale of New Zealand East Coast Timber Operations* for details regarding the sale.

In 1999, the Company acquired approximately 968,000 owned and leased acres of timberland. See *Note 7 Major Timberland Acquisition* for details regarding the acquisition.

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| | Year Ended December 31 | | | | |
|---|------------------------|----------|----------|----------|----------|
| | 2002 | 2001* | 2000* | 1999* | 1998* |
| (dollar amounts in millions, except per share data) | | | | | |
| Profitability: | | | | | |
| Sales | \$ 1,117 | \$ 1,124 | \$ 1,196 | \$ 1,080 | \$ 1,051 |
| Operating income | 130 | 149 | 189 | 137 | 125 |
| Provision for dispositions (1) | (3) | | (15) | | |
| Income from continuing operations | 55 | 57 | 78 | 69 | 63 |
| Net income (8) | 54 | 58 | 78 | 69 | 64 |
| Income from continuing operations: | | | | | |
| Per share Diluted | 1.95 | 2.06 | 2.80 | 2.43 | 2.21 |
| Per share Basic | 1.98 | 2.09 | 2.85 | 2.48 | 2.24 |
| Net income: | | | | | |
| Per share Diluted | 1.92 | 2.09 | 2.82 | 2.44 | 2.22 |
| Per share Basic | 1.96 | 2.12 | 2.87 | 2.48 | 2.26 |
| Financial Condition: | | | | | |
| Total assets | \$ 1,887 | \$ 2,040 | \$ 2,181 | \$ 2,302 | \$ 1,625 |
| Total debt | 653 | 865 | 991 | 1,158 | 514 |
| Book value | 710 | 709 | 680 | 656 | 641 |
| Book value per share | 25.60 | 25.92 | 25.09 | 23.94 | 23.08 |
| Cash Flow: | | | | | |
| Cash flow provided by operating activities | \$ 253 | \$ 231 | \$ 287 | \$ 218 | \$ 143 |
| Cash used for investing activities | (77) | (74) | (71) | (321) | (135) |
| Cash (used for) provided by financing activities | (242) | (158) | (221) | 104 | (14) |
| Capital expenditures | 77 | 75 | 87 | 92 | 92 |
| Depreciation, depletion and amortization | 166 | 174 | 174 | 103 | 100 |
| Dividends paid | 40 | 39 | 39 | 36 | 35 |
| Share repurchases | 3 | 2 | 18 | 24 | 27 |
| Non-GAAP Financial Measures: | | | | | |
| EBITDA (3) | 298 | 325 | 369 | 245 | 225 |
| Free Cash Flow (4) | 62 | 103 | 179 | 92 | 19 |
| Custodial capital spending (2) | 66 | 61 | 66 | 64 | 50 |
| Debt to EBITDA (3) | 2.2 to 1 | 2.7 to 1 | 2.7 to 1 | 4.7 to 1 | 2.3 to 1 |
| Performance Ratios (%): | | | | | |
| Operating income to sales | 12 | 13 | 16 | 13 | 12 |
| Return on equity (5) | 8 | 8 | 12 | 11 | 10 |
| Return on capital (5) | 6 | 6 | 8 | 7 | 8 |
| Debt to capital | 48 | 55 | 59 | 64 | 45 |
| Other: | | | | | |
| Number of employees | 2,200 | 2,300 | 2,300 | 2,300 | 2,300 |
| Timberlands in thousands of acres | 2,151 | 2,267 | 2,331 | 2,422 | 1,477 |
| Dividends paid per share | 1.44 | 1.44 | 1.44 | 1.29 | 1.24 |

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| | Year Ended December 31 | | | | |
|---|------------------------|---------------|---------------|---------------|----------------|
| | 2002 | 2001 | 2000 | 1999 | 1998 |
| Selected Operating Data: | | | | | |
| Performance Fibers | | | | | |
| Sales volume | | | | | |
| Cellulose Specialties in thousands of metric tons | 435 | 423 | 396 | 364 | 369 |
| Absorbent Materials in thousands of metric tons | 271 | 284 | 329 | 297 | 324 |
| Production as a percent of capacity | 99% | 97% | 101% | 95% | 97% |
| Timber and Land | | | | | |
| Timber sales volume | | | | | |
| Northwest U.S. in millions of board feet | 252 | 251 | 239 | 204 | 212 |
| Southeast U.S. in thousands of short green tons (6) | 4,881 | 5,395 | 4,920 | 2,557 | 2,360 |
| New Zealand in thousands of metric tons | 805 | 793 | 901 | 866 | 607 |
| Intercompany Timber sales volume | | | | | |
| Northwest U.S. in millions of board feet | 38 | 48 | 59 | 24 | 12 |
| Southeast U.S. in thousands of short green tons | 37 | 43 | 41 | 40 | 70 |
| New Zealand in thousands of metric tons | 60 | 46 | 178 | 234 | 155 |
| Land acres sold | 44,256 | 67,417 | 63,221 | 7,130 | 3,376 |
| Wood Products | | | | | |
| Lumber sales volume in millions of board feet (7) | | | | | |
| | 325 | 279 | 235 | 255 | 310 |
| Medium-density fiberboard sales volume in thousands of cubic meters | | | | | |
| | 163 | 161 | 157 | 129 | 91 |
| Log trading sales volume | | | | | |
| North America in millions of board feet | 123 | 151 | 220 | 205 | 173 |
| New Zealand in thousands of metric tons | 398 | 272 | 748 | 797 | 553 |
| Other in thousands of cubic meters | 298 | 331 | 335 | 611 | 206 |
| Geographical Data (Non-U.S.) | | | | | |
| Sales | | | | | |
| New Zealand | \$ 87 | \$ 72 | \$ 84 | \$ 77 | \$ 56 |
| Other | 41 | 40 | 49 | 56 | 25 |
| Total | <u>\$ 128</u> | <u>\$ 112</u> | <u>\$ 133</u> | <u>\$ 133</u> | <u>\$ 81</u> |
| Operating Income (Loss) | | | | | |
| New Zealand | \$ 9 | \$ 3 | \$ (3) | \$ (8) | \$ (16) |
| Other | 2 | (1) | (1) | (1) | (3) |
| Total | <u>\$ 9</u> | <u>\$ 3</u> | <u>\$ (1)</u> | <u>\$ (9)</u> | <u>\$ (19)</u> |

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| | Year Ended December 31 | | | | |
|------------------------------|------------------------|-----------------|-----------------|-----------------|-----------------|
| | 2002 | 2001* | 2000* | 1999* | 1998* |
| Timber and Land Sales | | | | | |
| Northwest U.S. | \$ 70 | \$ 68 | \$ 82 | \$ 73 | \$ 81 |
| Southeast U.S. | 148 | 181 | 173 | 79 | 77 |
| New Zealand | 29 | 24 | 18 | 17 | 16 |
| Total | \$ 247 | \$ 273 | \$ 273 | \$ 169 | \$ 174 |
| Operating Income | | | | | |
| Northwest U.S. | \$ 48 | \$ 49 | \$ 65 | \$ 52 | \$ 59 |
| Southeast U.S. | 71 | 89 | 81 | 58 | 54 |
| New Zealand | 5 | 7 | 6 | 5 | 6 |
| Total | \$ 124 | \$ 145 | \$ 152 | \$ 115 | \$ 119 |
| EBITDA (9) | | | | | |
| Performance Fibers | \$ 114.1 | \$ 115.8 | \$ 163.7 | \$ 111.3 | \$ 105.4 |
| Timber and Land | 198.5 | 227.7 | 242.5 | 138.2 | 139.6 |
| Wood Products | 4.1 | 4.3 | (5.0) | 9.1 | (5.0) |
| Other Operations | (2.4) | (4.1) | (0.3) | (1.7) | |
| Corporate and other | (16.4) | (19.2) | (32.3) | (12.3) | (14.6) |
| Total | \$ 297.9 | \$ 324.5 | \$ 368.6 | \$ 244.6 | \$ 225.4 |

* As restated. See Note 20-Restatements.

- (1) Primarily related to closure reserves for the Port Angeles Performance Fibers mill.
- (2) Custodial capital spending, a non-GAAP measure, is defined as capital expenditures to maintain current earnings level over the cycle and to keep facilities and equipment in safe and reliable condition, and in compliance with regulatory requirements. See table in *Item 7 Management's Discussion and Analysis*, for reconciliation of Capital Expenditures to Custodial Capital Spending.
- (3) EBITDA is defined as earnings from continuing operations before interest expense, income taxes, depreciation, depletion and amortization. EBITDA is a non-GAAP measure of operating cash generating capacity of the Company. See table in *Item 7 Management's Discussion and Analysis*, for reconciliation of Cash Provided by Operating Activities to EBITDA.
- (4) Free Cash Flow is defined as cash provided by operating activities less net Custodial Capital Spending, dividends at prior year level, required debt repayments and the tax benefit on the exercise of stock options. Free cash flow is a non-GAAP measure of cash generated during a period that is available for discretionary capital expenditures, increasing dividends above the prior year level, repurchasing the Company's common shares and/or reducing debt within the period. See table in *Item 7 Management's Discussion and Analysis*, for reconciliation of Cash Provided by Operating Activities to Free Cash Flow.
- (5) Based on income from continuing operations.
- (6) 1998 includes salvage volume of 279,000 short green tons resulting from the Southeast U.S. forest fires.
- (7) 1998 includes sales volumes of 51 million board feet of the Plummer, ID, lumber mill, which closed in July 1998 after fire damaged the facility.
- (8) Included in the calculation of net income are certain items that are infrequent in either occurrence or size and are, in the eyes of management, important to understand the financial performance or liquidity of the Company in the comparative annual periods being reported on. These items of interest and their effect on net income for the periods indicated were as follows:

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| Items of Interest | Increase/(decrease) to Net Income for the | | | | |
|------------------------------------|---|------|----------|-------|-------|
| | Year Ended December 31 | | | | |
| | 2002 | 2001 | 2000 | 1999 | 1998 |
| Disposition reserve (a) | \$ (1.7) | \$ | \$ (9.4) | \$ | \$ |
| Southeast land sale (b) | | | | 3.2 | |
| Restructuring/relocation (c) | | | | (2.6) | |
| Contract dispute (d) | | | | (2.9) | |
| Asset sale (e) | | | | 5.8 | |
| Southeast U.S. forest fires (f) | | | | | (6.2) |
| New Zealand Joint Venture sale (g) | | | 4.5 | | |

- (a) Primarily related to a closure reserve for the Port Angeles, WA Performance Fiber mill.
- (b) Genesis Point Southeast U.S. land sale.
- (c) Primarily costs associated with the Company's headquarters relocation from Stamford, CT to Jacksonville, FL.
- (d) Southern Wood Piedmont Company (SWP) insurance receivable adjustment.
- (e) Sale of a marine terminal and related assets in the Northwest U.S. (Grays Harbor Dock, WA).
- (f) Southeast U.S. fires resulted in write-off of destroyed timber assets and other fire related expenses, as well as lower prices of salvage timber.
- (g) Sale of Rayonier's 25 percent interest in a New Zealand timberland joint venture.

- (9) EBITDA, defined as Earnings from Continuing Operations before Interest, Taxes, Depreciation, Depletion and Amortization, is also used for evaluating segment cash return on investment, allocating resources and for valuation purposes. EBITDA by segment is a critical valuation measure used by the Chief Operating Decision Maker, existing shareholders and potential shareholders to measure how management is performing relative to the assets with which they have been entrusted. The tables below reconcile Cash Provided by Operating Activities of Continuing Operations by segment to EBITDA by segment for the five years ended December 31, 2002.

Table of Contents**Reconciliation of Cash Provided by Operating Activities of Continuing Operations by Segment to EBITDA by Segment***

(Dollars in Millions)

| | <u>Performance Fibers</u> | <u>Timber and Land</u> | <u>Wood Products</u> | <u>Other</u> | <u>Corporate and Eliminations</u> | <u>Total</u> |
|--|-------------------------------|----------------------------|--------------------------|-----------------|---|-----------------|
| 2002 | | | | | | |
| Cash provided by operating activities | \$ 118.0 | \$ 210.2 | \$ 1.4 | \$ 11.1 | \$ (87.8) | \$ 252.9 |
| Less: Non-cash cost basis of land sold | | (11.1) | | (2.6) | | (13.7) |
| Add: Income tax expense | | | | | 14.9 | 14.9 |
| Interest expense | | | | | 62.4 | 62.4 |
| Working capital increases (decreases) | (12.7) | 3.1 | 3.2 | (7.8) | 8.4 | (5.8) |
| Other balance sheet increases (decreases) | 8.8 | (3.7) | (0.5) | (3.1) | (14.3) | (12.8) |
| EBITDA | <u>\$ 114.1</u> | <u>\$ 198.5</u> | <u>\$ 4.1</u> | <u>\$ (2.4)</u> | <u>\$ (16.4)</u> | <u>\$ 297.9</u> |
| 2001 | | | | | | |
| Cash provided by operating activities | \$ 136.6 | \$ 231.5 | \$ 4.6 | \$ (3.0) | \$ (138.7) | \$ 231.0 |
| Less: Non-cash cost basis of land sold | | (9.1) | | (0.9) | | (10.0) |
| Add: Income tax expense | | | | | 23.7 | 23.7 |
| Interest expense | | | | | 70.3 | 70.3 |
| Working capital increases (decreases) | (19.0) | 6.8 | 0.5 | 2.6 | 14.8 | 5.7 |
| Other balance sheet increases (decreases) | (1.8) | (1.5) | (0.8) | (2.8) | 10.7 | 3.8 |
| EBITDA | <u>\$ 115.8</u> | <u>\$ 227.7</u> | <u>\$ 4.3</u> | <u>\$ (4.1)</u> | <u>\$ (19.2)</u> | <u>\$ 324.5</u> |
| 2000 | | | | | | |
| Cash provided by operating activities | \$ 150.6 | \$ 244.2 | \$ 2.8 | \$ 27.4 | \$ (138.4) | \$ 286.6 |
| Less: Non-cash cost basis of land sold | | (10.3) | | (4.0) | | (14.3) |
| Add: Income tax expense | | | | | 29.4 | 29.4 |
| Interest expense | | | | | 87.2 | 87.2 |
| Working capital increases (decreases) | 15.0 | 6.7 | (6.7) | (15.8) | 4.5 | 3.7 |
| Other balance sheet increases (decreases) | (1.9) | 1.9 | (1.1) | (7.9) | (15.0) | (24.0) |
| EBITDA | <u>\$ 163.7</u> | <u>\$ 242.5</u> | <u>\$ (5.0)</u> | <u>\$ (0.3)</u> | <u>\$ (32.3)</u> | <u>\$ 368.6</u> |
| 1999 | | | | | | |
| Cash provided by operating activities | \$ 116.4 | \$ 131.1 | \$ 11.0 | \$ 21.3 | \$ (62.1) | \$ 217.7 |
| Less: Non-cash cost basis of land sold | | (3.4) | | (3.9) | | (7.3) |
| Add: Income tax expense | | | | | 29.1 | 29.1 |
| Interest expense | | | | | 43.7 | 43.7 |
| Working capital increases (decreases) | (5.1) | (9.4) | 3.1 | (10.4) | (15.3) | (37.1) |
| Other balance sheet increases (decreases) | | 19.9 | (5.0) | (8.7) | (7.7) | (1.5) |
| EBITDA | <u>\$ 111.3</u> | <u>\$ 138.2</u> | <u>\$ 9.1</u> | <u>\$ (1.7)</u> | <u>\$ (12.3)</u> | <u>\$ 244.6</u> |

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| 1998 | | | | | | |
|---|-----------------|-----------------|-----------------|-----------|------------------|-----------------|
| Cash provided by operating activities | \$ 111.2 | \$ 137.4 | \$ (2.1) | \$ 7.1 | \$ (111.0) | \$ 142.6 |
| Less: Non-cash cost basis of land sold | | (2.5) | | (6.1) | | (8.6) |
| Add: Income tax expense | | | | | 25.8 | 25.8 |
| Interest expense | | | | | 36.5 | 36.5 |
| Working capital increases (decreases) | (8.8) | 2.3 | (5.9) | 4.0 | 31.5 | 23.1 |
| Other balance sheet increases (decreases) | 3.0 | 2.4 | 3.0 | (5.0) | 2.6 | 6.0 |
| EBITDA | \$ 105.4 | \$ 139.6 | \$ (5.0) | \$ | \$ (14.6) | \$ 225.4 |

* Unusual, non-trade intercompany items between the segments have been eliminated.

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The Company has restated its Consolidated Financial Statements as of December 31, 2001 and for the years ended December 31, 2001 and 2000 related to the consolidation of two third-party wood chip manufacturers as discussed in *Note 20 Restatements*. The MD&A gives effect to this restatement.

| Segment Information (in millions) | Year Ended December 31 | | |
|-----------------------------------|------------------------|-----------------|-----------------|
| | 2002 | 2001 | 2000 |
| Sales | | | |
| Performance Fibers | | | |
| Cellulose Specialties | \$ 375 | \$ 369 | \$ 348 |
| Absorbent Materials | 151 | 178 | 228 |
| Total Performance Fibers | 526 | 547 | 576 |
| Timber and Land | | | |
| Timber | 172 | 189 | 203 |
| Land | 75 | 84 | 70 |
| Total Timber and Land | 247 | 273 | 273 |
| Wood Products | | | |
| Lumber | 99 | 89 | 85 |
| MDF | 38 | 36 | 34 |
| Total Wood Products | 137 | 125 | 119 |
| Other | 216 | 192 | 252 |
| Intersegment Eliminations | (9) | (13) | (24) |
| Total sales | \$ 1,117 | \$ 1,124 | \$ 1,196 |
| Operating Income (Loss) | | | |
| Performance Fibers | \$ 36 | \$ 36 | \$ 85 |
| Timber and Land | | | |
| Timber | 77 | 94 | 114 |
| Land | 47 | 51 | 38 |
| Total Timber and Land | 124 | 145 | 152 |
| Wood Products | (9) | (9) | (17) |
| Other | (3) | (5) | (2) |
| Provision for dispositions | (3) | | (15) |
| Corporate and eliminations | (15) | (18) | (14) |
| Total operating income | \$ 130 | \$ 149 | \$ 189 |

Summary of Business Conditions

Rayonier's net income in 2002 was \$54 million or \$1.92 per share, compared to \$58 million or \$2.09 per share in 2001. Income from continuing operations for 2002 was \$55 million or \$1.95 per share compared to \$57 million or \$2.06 per share in 2001. Low demand for many of Rayonier's products, which began in the second half of 2000, continued through 2001 and 2002. The reduced demand is attributable to a considerably weaker global economy and for most of the time, a stronger U.S. dollar.

In Rayonier's Performance Fibers segment, low demand caused commodity fluff pulp prices to decline steadily during 2001. In 2002, prices remained low, but stable. Sales volumes of high-value cellulose specialties pulp increased during the year due to strong demand, while prices remained relatively stable.

In the Timber and Land segment, timber volumes increased slightly in the Northwest U.S. and New Zealand while they declined in the Southeast U.S. On average, timber prices declined in the U.S. although they improved in New Zealand. In 2002, the Company continued its ongoing strategic land sales program to capture the appreciation of its timberland values on a more regular basis and to reduce debt. Timberland sales were lower in 2002, principally due to a large tract of timberland sold in the second quarter of 2001 for \$60 million.

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In the Wood Products segment, despite near record demand for lumber, prices declined due to overcapacity and higher imports. At the Company's medium-density fiberboard (MDF) plant in New Zealand, price realization improved due to a favorable mix, while volumes remained at the prior year level.

In 2002, Rayonier continued to focus its capital spending on cost reduction and quality and productivity improvements in its Performance Fibers segment. In the Timber and Land segment, the Company focused its capital spending on investment in reforestation and silvicultural projects for its timberland base. These investments are expected to help moderate the cyclical effects of the Performance Fibers business, improve bottom-of-the-cycle earnings and add value to existing assets. For additional information regarding the Company's capital expenditures, see *Liquidity and Capital Resources*.

Rayonier's results continue to be adversely affected by the recessionary global economy and low, but generally stable, product prices. The Company continues to experience strength in its high value Cellulose Specialties business and its timberland sales program. On January 21, 2003, the Company indicated that first quarter 2003 earnings were expected to be lower than both first quarter and fourth quarter 2002 earnings due to the timing of land sales and Performance Fibers shipments, weaker timber markets and increased raw material and energy costs. Meaningful earnings improvement over current levels is not expected until the economy recovers.

During 2002, the Company sold its New Zealand East Coast timberland operations, resulting in a loss on sale of \$1.6 million or \$0.06 per share, which is reflected as a discontinued operation in the Consolidated Statements of Income and Comprehensive Income. The New Zealand East Coast 2002 income from discontinued operations of \$0.9 million or \$0.03 per share was reclassified to discontinued operations, resulting in a net loss from discontinued operations of \$0.7 million or \$0.03 per share. East Coast operating income for 2001 of \$0.7 million or \$0.03 per share and for 2000 of \$0.7 million or \$0.02 per share was also reclassified to discontinued operations.

Results of Operations, 2002 versus 2001

Sales and Operating Income

Sales of \$1.117 billion and operating income of \$130 million in 2002 were \$7 million and \$19 million below 2001 sales and operating income, respectively. Lower sales and operating income in 2002 were a result of unfavorable absorbent materials prices and mix, lower land sales, weaker U.S. timber prices and higher incentive compensation. These items were partially offset by lower manufacturing costs in performance fibers, lumber and MDF.

Performance Fibers

Performance Fibers sales of \$526 million were \$21 million below the prior year primarily due to lower absorbent materials prices, (mainly fluff pulp) and unfavorable cellulose specialties prices and mix, partially offset by higher cellulose specialties volume. Fluff pulp pricing is commodity in nature and generally moves in tandem with paper pulp market prices. During 2001, paper pulp and fluff pulp pricing declined significantly throughout the year. These markets continued to decline during 2002, although not as severely. As a result, the Company's average fluff pulp prices declined 10 percent in 2002 compared to 2001, while its average absorbent materials prices declined 11 percent. Offsetting these price declines was a favorable mix change in the Company's cellulose specialties volume, which increased 3 percent. This included a 2 percent increase in acetate pulp volumes, an 11 percent increase in ethers pulp volumes and a 15 percent increase in high-value specialty filter

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papers pulp volume. Despite the increase in volumes, average cellulose specialties prices declined 1 percent in 2002. Since 1999, the Company has improved its mix of cellulose specialties/absorbent materials from a 55/45 percent ratio to a 62/38 percent ratio in 2002. Operating income of \$36 million for the segment was essentially at the 2001 level as a result of unfavorable prices, offset by lower manufacturing costs and higher cellulose specialties volume.

Timber and Land

Timber and Land sales of \$247 million were \$26 million below prior year and operating income of \$124 million was \$21 million below the prior year.

Timber

Timber sales of \$172 million and operating income of \$77 million were each \$17 million below 2001 principally due to lower U.S. timber prices. In the Southeast U.S., average pine timber prices declined 6 percent due to an increasing supply of pine logs in the market. In the Northwest U.S., timber prices declined 6 percent, as market demand for hemlock and Douglas fir remained low compared to prior year levels. These unfavorable variances were partially offset by a 13 percent increase in radiata pine timber prices in New Zealand due to the strong export lumber manufacturing customer base in the Southland and West

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regions that the Company supplies. Although delivered log sales did not significantly impact 2002 operations, log sales in 2003 are expected to increase.

Land

Land sales of \$75 million were \$9 million below prior year with operating income of \$47 million decreasing \$4 million. The operating income decline resulted from lower volume, as only 44,256 acres were sold in 2002 versus 67,417 acres in 2001, which included a significant margin contribution from a major timberland sale (56,118 acres) in the second quarter. The Company routinely sells between 2 to 4 percent of its timberland base each year in order to capture the appreciated value on a more regular basis.

Wood Products

Sales of \$137 million for this segment were \$12 million above prior year, while the operating loss of \$9 million was at the 2001 level. Lumber results were essentially at the prior year level with lower manufacturing costs offset by a 4 percent decrease in average prices. The usual cyclical improvement in lumber prices due to strong housing starts was not evident due to a surge in Canadian lumber supply ahead of tariff increases and increased imports driven by the strong U.S. dollar. MDF results were also essentially at the prior year level, with a 5 percent price appreciation due to mix offset by higher manufacturing costs. In order to improve operating margins in these non-core businesses, the Company closed a lumber finishing operation resulting in a \$0.5 million impairment charge to reflect the estimated net realizable value of this asset now held for sale. Impairment testing on the remaining assets in this segment indicates that the net book value is recoverable from estimated future undiscounted cash flows. The Company does not have any immediate plans to exit these businesses.

Other

Sales of all other operations of \$216 million were \$24 million above prior year, while the operating loss of \$3 million was \$2 million below the prior year loss. In 2002, trading margins improved based on higher sales compared to 2001. The Company has consolidated certain operations in its non-core businesses in order to improve operating margins, but does not have immediate plans to exit these businesses.

Provision for Dispositions

In 2002, the disposition reserve for the closure of Washington facilities including the Port Angeles, WA performance fiber mill was increased by \$2.7 million due to revised cost estimates to complete required remediation procedures. No such adjustments were recorded in 2001.

Corporate and other

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Corporate and other costs of \$15 million for 2002 were \$3 million lower than 2001 principally due to the favorable impact of balance sheet foreign exchange translation and lower reorganization costs, partially offset by higher incentive compensation.

Rayonier purchases foreign currency forward contracts to offset the impact of New Zealand/U.S. dollar exchange fluctuations on operating results. Upon purchase, the Company prepares and accumulates the required formal documentation in accordance with SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities*, as amended, and designates each New Zealand dollar forward contract as a cash flow hedge of certain forecasted New Zealand dollar-denominated cash outflows. At each reporting date thereafter, the contracts are marked-to-market and changes in the fair value of the forward contracts are deferred and recorded as part of Accumulated other comprehensive income (loss). When the forecasted transaction comes to fruition and is recorded in earnings, the gains or losses on the contracts are reclassified to the Consolidated Statements of Income and Comprehensive Income on the line entitled Other operating income, net. In 2002, the Company recorded a pre-tax gain of \$1.2 million relating to the contracts versus a pre-tax loss of \$0.6 million in 2001. In 2002, the New Zealand/U.S. dollar exchange rate increased from 0.42 on January 1, 2002, to 0.52 on December 31, 2002. For additional information relating to the Company's New Zealand forward contracts, see *Note 4 Financial Instruments*.

Other Income/Expense

Interest expense of \$62 million was \$8 million below the prior year principally due to lower debt, partially offset by higher tax deficiency interest accrued resulting from recent IRS settlement proposals relating to outstanding tax audit issues. During 2002, Rayonier reduced debt by \$213 million utilizing its strong operating cash flow and \$64 million in proceeds from the sale of its New Zealand East Coast operations.

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Interest and miscellaneous income of \$2 million was primarily interest income. This was consistent with the amount in 2001, as lower interest income in our Performance Fibers segment in 2002 was offset by interest income resulting from the New Zealand East Coast sale.

Income Taxes

The effective tax rate for 2002 was 21 percent compared to 29 percent in 2001. The effective tax rates are below U.S. statutory levels primarily due to lower rates in effect for foreign subsidiaries, export sales tax benefits and research and development credits. In 2002, the appreciation of the New Zealand dollar versus the U.S. dollar and the realization of previously unrecognized foreign tax benefits resulted in an even lower effective tax rate. The following table reconciles the Company's income tax provision at the U.S. statutory rate to the reported provision and effective tax rate for 2002, 2001 and 2000 (in millions):

| | <u>2002</u> | <u>%</u> | <u>2001</u> | <u>%</u> | <u>2000</u> | <u>%</u> |
|--|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|
| Income tax provision from continuing operations at U.S. statutory rate | \$ 24.4 | 35.0 | \$ 28.2 | 35.0 | \$ 37.4 | 35.0 |
| State and local taxes, net of federal benefit | 0.3 | 0.4 | 0.7 | 0.9 | 1.2 | 1.2 |
| Foreign operations | (4.7) | (6.8) | (3.6) | (4.4) | 1.2 | 1.1 |
| Tax benefit on foreign sales | (2.3) | (3.3) | (2.1) | (2.7) | (4.4) | (4.2) |
| Permanent differences | (0.1) | (0.2) | 2.7 | 3.4 | 0.4 | 0.4 |
| Reduction in tax reserves resulting from completion of tax audits | | | | | (5.0) | (4.7) |
| Research and development tax credits and other, net | (2.7) | (3.8) | (2.2) | (2.8) | (1.4) | (1.3) |
| | <u> </u> | <u> </u> | <u> </u> | <u> </u> | <u> </u> | <u> </u> |
| Income tax provision from continuing operations as reported | <u>\$ 14.9</u> | <u>21.3</u> | <u>\$ 23.7</u> | <u>29.4</u> | <u>\$ 29.4</u> | <u>27.5</u> |

Results of Operations, 2001 versus 2000*Sales and Operating Income*

Sales of \$1.124 billion in 2001 were \$72 million below 2000 sales, while operating income declined \$40 million to \$149 million in 2000. Lower sales and operating income in 2001 resulted from lower absorbent materials volume and prices, weaker timber and lumber prices, and lower trading activity. These unfavorable items were partially offset by higher cellulose specialties, lumber and timber volumes.

Performance Fibers

Performance Fibers sales of \$547 million were \$29 million below the prior year, principally due to lower absorbent materials prices and volume, and slightly lower cellulose specialties prices partly offset by higher cellulose specialties volume. Average fluff pulp prices declined 25 percent and 14 percent for the fourth quarter and full year, respectively, compared to the same periods in 2000. Average absorbent materials prices, which include fluff pulp prices, declined 9 percent compared to 2000. Fluff pulp prices are significantly impacted by the cyclical nature of commodity market paper pulp prices, which declined during 2001 as the sluggish economy caused demand to fall in that market. However, due

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to the Company's high-value product mix, prices for the Performance Fibers segment tend to lag commodity paper pulp prices and its upturns and downturns are not as pronounced. Average cellulose specialties prices were only 1 percent lower in 2001, while volumes increased 7 percent. Since 1999, the Company has improved its mix of cellulose specialties/absorbent materials from a 55/45 ratio to 60/40 in 2001. Operating income of \$36 million for the segment was \$49 million below 2000, as a result of the lower prices and higher manufacturing costs, partially offset by the higher cellulose specialties volume.

Timber and Land

Timber and Land sales of \$273 million were at the prior year level, while operating income of \$145 million was below the prior year by \$7 million.

Timber

Timber sales of \$189 million and operating income of \$94 million in 2001 were \$14 million and \$20 million below prior year, respectively. Sales declined due to lower timber prices in all of the Company's operating regions. In the Northwest U.S., average prices declined 23 percent compared to 2000, while in the Southeast U.S. average prices declined 13 percent. These price declines were partly offset by higher volumes. In New Zealand, average prices increased 8 percent while volume declined 12 percent.

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Land

Timberland sales of \$84 million and operating income of \$51 million were above 2000 by \$14 million and \$13 million, respectively. The operating income improvement essentially results from a higher margin on a major timberland sale in the second quarter of 2001 compared to a first quarter 2000 major timberland sale, as well as an additional significant timberland sale in the fourth quarter of 2001. In 2000, Rayonier announced a program to routinely sell between 2 percent to 4 percent of its timberland base to capture its appreciated value annually. In 2001, the Company sold approximately 67,000 acres, or 2.9 percent of its timberland base. In 2000, it sold approximately 63,000 acres, or 2.6 percent of its timberland base.

Wood Products

Sales of \$125 million were \$6 million above the prior year while an operating loss of \$9 million was favorable to 2000 by \$8 million. Lumber results improved from the prior year due to lower manufacturing costs and a 19 percent increase in volume. These improvements were partly offset by lower average lumber prices, which declined 11 percent. Poor lumber market conditions, which deteriorated significantly during 2000, carried over into 2001, causing prices to decline in 2001. MDF results improved in 2001 compared to the prior year due to slightly higher prices and volume and lower manufacturing costs.

Other

Sales of all other operations of \$192 million were \$60 million below the prior year while an operating loss of \$5 million was unfavorable to 2000 by \$3 million. The log trading business results declined compared to 2000 due to lower volume and slightly lower prices.

Corporate and other

Corporate and other costs of \$18 million for 2001 were \$4 million higher than 2000 principally due to higher stock-price based incentive compensation and reorganization costs associated with the retirement of two senior executives.

Other Income/Expense

Interest expense of \$70 million was \$17 million below the prior year principally due to lower debt. During 2001, Rayonier reduced debt by \$126 million.

Other income in 2001, primarily interest income, was \$2 million compared to \$5 million in 2000. The prior year amount includes a pre-tax gain of \$7.6 million due to the sale of the Company's interest in a New Zealand joint venture. This gain in 2000 was partially offset by an unfavorable impact from mark-to-market losses on foreign currency forward contracts prior to the adoption of SFAS No. 133.

Income Taxes

The effective tax rate for 2001 was 29 percent compared to 28 percent in 2000. The effective tax rates are below U.S. statutory levels, primarily due to the lower rates in effect for foreign subsidiaries, export sales tax benefits, research and development credits and a 2001 year-end foreign currency related tax benefit adjustment. The 2000 rate was below 2001 due to the reversal of tax provisions for items resolved as a result of the completion of several tax audits.

Liquidity and Capital Resources

Cash provided by operating activities of \$253 million in 2002 increased \$22 million from 2001. This increase was a result of lower working capital requirements, including lower tax and interest payments, and \$20.8 million of pension contributions made in 2001 versus \$0.7 million in 2002. Rayonier used this operating cash flow to reduce debt, finance capital expenditures of \$77 million, pay dividends of \$40 million, and repurchase \$3 million of its outstanding common shares. During the year, the Company paid off its remaining \$78 million of outstanding 7.5% notes. The year-end debt-to-capital ratio of 48 percent was 7 percentage points lower than 2001. The percentage of debt with fixed interest rates was 78 percent as of December 31, 2002, and 77 percent as of December 31, 2001. On December 31, 2002, the Company had cash investments of \$14 million, an increase of \$7 million from year-end 2001. The cash investments consist of marketable securities with maturities at date of acquisition of 90 days or less.

The severe decline in the U.S. equity markets during 2002 reduced the value of the Company's pension plan assets and lower interest rates have increased the net present value of projected benefit obligations. At December 31, 2002, the Company's pension plans were underfunded (projected benefit obligation in excess of the fair market value of the plan assets) by approximately \$64 million versus \$16 million at December 31, 2001. As a result, the Company estimated that approximately \$11

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million would be required to be contributed to the plan by September 2004 to meet the minimum requirements for the 2003 plan year; alternatively, to avoid additional funding charges the Company elected to contribute \$9.5 million in January 2003. In addition to the pension contribution, the Company anticipates increased cash outflows in 2003 related to potential IRS audit settlements and environmental spending. See *Note 14 Contingencies*, and *Environmental Regulation* for further information.

Cash provided by discontinued operations in 2002 of \$71 million includes the cash flows from operations of the Company's New Zealand East Coast timber operations prior to its sale and proceeds from the sale of \$64 million. At closing, the Company received \$12 million in cash and a note receivable for \$52 million to be paid in monthly installments during 2002, with a balloon payment due in December 2002. In October, the buyer prepaid the outstanding note receivable of \$46 million.

Cash provided by operating activities of \$231 million in 2001 declined \$56 million from \$287 million in 2000. The decline was principally a result of lower income. Rayonier used this operating cash flow to reduce debt by \$126 million, finance capital expenditures of \$75 million, pay dividends of \$39 million and repurchase \$2 million of its outstanding common shares. The 2001 year-end debt-to-capital ratio of 55 percent was 4 percentage points lower than 2000. The percentage of debt with fixed interest rates was 77 percent as of December 31, 2001, and 69 percent as of December 31, 2000.

The discussion below is presented to enhance the reader's understanding of Rayonier's ability to generate cash, its liquidity and its ability to satisfy rating agency and creditor requirements. This information includes two measures of financial results: Earnings from Continuing Operations before Interest, Taxes, Depreciation, Depletion and Amortization (EBITDA), and Free Cash Flow. These measures are not defined by Generally Accepted Accounting Principles (GAAP) and the discussion of EBITDA and Free Cash Flow is not intended to conflict with or change any of the GAAP disclosures described above. Management considers these measures to be important to estimate the enterprise and shareholder values of the Company as a whole and of its core segments, and for allocating capital resources. In addition, analysts, investors and creditors use these measures when analyzing the financial condition and cash generating ability of the Company. EBITDA is defined by the Securities and Exchange Commission; however, Free Cash Flow as defined may not be comparable to similarly titled measures reported by other companies.

EBITDA is a non-GAAP measure of operating cash generating capacity of the Company. In 2002, EBITDA was \$298 million, a decrease of \$27 million from 2001. The decrease was primarily due to lower sales in the Timber and Land segment. In 2001, EBITDA was \$325 million, a decrease of \$44 million from 2000. This decrease was primarily due to lower operating cash from the Performance Fibers segment and to a lesser degree from the Timber and Land segment.

Below is a reconciliation of Cash Provided by Operating Activities to EBITDA for the five-year period ended December 31, 2002 (in millions of dollars):

| | <u>2002</u> | <u>2001</u> | <u>2000</u> | <u>1999</u> | <u>1998</u> |
|---|-------------|-------------|-------------|-------------|-------------|
| Cash provided by operating activities | \$ 252.9 | \$ 231.0 | \$ 286.6 | \$ 217.7 | \$ 142.6 |
| Less: Non-cash cost basis of land sold | (13.7) | (10.0) | (14.3) | (7.3) | (8.6) |
| Add: Income tax expense | 14.9 | 23.7 | 29.4 | 29.1 | 25.8 |
| Interest expense | 62.4 | 70.3 | 87.2 | 43.7 | 36.5 |
| Working capital increases (decreases) | (5.8) | 5.7 | 3.7 | (37.1) | 23.1 |
| Other Balance Sheet increases (decreases) | (12.8) | 3.8 | (24.0) | (1.5) | 6.0 |

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| | | | | | |
|--------|----------|----------|----------|----------|----------|
| EBITDA | \$ 297.9 | \$ 324.5 | \$ 368.6 | \$ 244.6 | \$ 225.4 |
|--------|----------|----------|----------|----------|----------|

There is one other non-cash expense critical to the economics of our Timber and Land core business: the non-cash cost basis of land sold. EBITDA plus the non-cash cost basis of land sold for the five years ended December 31, 2002, 2001, 2000, 1999, and 1998, totaled \$312 million, \$335 million, \$383 million, \$252 million and \$234 million, respectively.

Rayonier has revolving credit agreements with a group of banks that provide the Company with unsecured credit facilities totaling \$170 million. The revolving credit facilities are used for direct borrowings and in the past, as credit support for a commercial paper program. In November 2002, a \$55 million facility expired. As of December 31, 2002, the Company had \$170 million of available borrowings under its facility, which expires in November 2004. In connection with the financing of the Smurfit timberland acquisition, RTOC entered into an agreement with a group of banks that provided RTOC with revolving credit facilities totaling \$75 million and a term loan of \$200 million, of which \$30 million was outstanding at December 31, 2002. As of December 31, 2002, RTOC had \$75 million of available borrowings under the revolving credit portion, which expires in 2004. In addition, the Company has on file with the Securities and Exchange Commission, a shelf registration statement to offer \$150 million of new public debt securities. Management believes that internally generated funds, combined with available external

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financing as described above, will enable Rayonier to fund capital expenditures, dividends, share repurchases, working capital, and other liquidity needs for the foreseeable future.

In conjunction with the Company's \$170 million revolving credit facility, certain covenants must be met, including ratios based on the financial institution's own definition of EBITDA (Covenant EBITDA). Covenant EBITDA as defined by the bank financing agreement consists of earnings from continuing operations before the cumulative effect of accounting changes and provision for dispositions, income taxes, interest expense, depreciation, depletion, amortization and the non-cash cost basis of timberland and real estate sold. In addition, there are covenant requirements in effect for RTOC on the ratio of consolidated cash flow available for fixed charges to consolidated fixed charges and the ratio of consolidated debt to consolidated cash flow available for fixed charges. The covenants listed below are calculated on a trailing 12-month basis.

The most restrictive long-term debt covenants in effect for Rayonier as of December 31, 2002, were as follows:

| | Covenant | Actual ratio at | Favorable |
|--|--------------------|--------------------------|----------------------|
| | Requirement | December 31, 2002 | (Unfavorable) |
| Covenant EBITDA to consolidated interest expense should not be less than | 2.50 to 1 | 5.04 to 1 | 2.54 |
| Total debt to Covenant EBITDA should not exceed | 4.00 to 1 | 2.07 to 1 | 1.93 |
| Consolidated RTOC cash flow available for fixed charges to consolidated RTOC fixed charges should not be less than | 1.65 to 1 | 2.86 to 1 | 1.21 |
| Consolidated RTOC debt to consolidated RTOC cash flow available for fixed charges may not exceed | 4.25 to 1 | 2.34 to 1 | 1.91 |

In addition to the covenants listed above, the credit agreements include customary covenants that limit the incurrence of debt, the disposition of assets and the making of certain payments between RTOC and Rayonier. The Company is currently in compliance with all of these covenants and does not anticipate non-compliance in the future.

Rayonier defines net Custodial Capital Spending, a non-GAAP measure, as capital expenditures, net of retirements, required to maintain its current earnings level over the cycle and to keep facilities and equipment in safe and reliable condition as well as in compliance with regulatory requirements. The measure is important to properly evaluate the Company's cash requirements, to forecast potential uses of cash and for use in valuation models. The Company has a system in place to classify capital spending projects as either custodial or discretionary prior to approval and to track expenditures accordingly; however, the determination of discretionary versus custodial spending still requires some level of management judgment and such limitation should be considered when using this measure. In 2002, capital expenditures of \$77 million included \$66 million of Custodial Capital Spending, of which \$7 million was for environmental spending. Discretionary spending of \$11 million was for additions to the Jesup packaging line automation and process efficiency projects, the NovaThin® engineered absorbent materials facility, the Baxley automated lumber handling system, and the Swainsboro mill modifications. Rayonier expects to invest approximately \$90 million in capital projects for each of the two years ended 2003 and 2004. Capital projects include profit improvement, custodial capital, timberlands reforestation and various projects to comply with new environmental laws and requirements. As new environmental regulations are promulgated, additional capital spending may be required. For additional information concerning environmental expenditures, see *Environmental Regulation*.

Below is a reconciliation of Capital Expenditures, net of sales and retirements to Custodial Capital Spending, for the five-year period ended December 31, 2002 (in millions):

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| | <u>2002</u> | <u>2001</u> | <u>2000</u> | <u>1999</u> | <u>1998</u> |
|--|----------------|----------------|----------------|----------------|----------------|
| Capital Expenditures, net of sales and retirements | \$ 76.7 | \$ 74.3 | \$ 85.8 | \$ 89.9 | \$ 86.6 |
| Less: Discretionary spending | (11.1) | (13.4) | (19.9) | (25.8) | (36.7) |
| Custodial Capital Spending | <u>\$ 65.6</u> | <u>\$ 60.9</u> | <u>\$ 65.9</u> | <u>\$ 64.1</u> | <u>\$ 49.9</u> |

Free Cash Flow is a non-GAAP measure of cash generated during a period that is available for discretionary capital expenditures, increasing dividends above the prior year level, repurchasing the Company's common shares and/or reducing debt within the period. The Company defines Free Cash Flow as cash provided by operating activities of continuing operations less net custodial capital spending, dividends at the prior year level, required debt repayments and the tax benefit on the exercise of stock options. Free Cash Flow of \$62 million in 2002 decreased \$41 million from 2001. The decrease primarily results from higher mandatory debt repayments in 2002 partly offset by lower working capital requirements. The Free Cash Flow generated in 2002 is not necessarily indicative of the Free Cash Flow that may be generated in future periods.

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Below is a reconciliation of Cash Provided by Operating Activities to Free Cash Flow for the five-year period ended December 31, 2002 (in millions):

| | <u>2002</u> | <u>2001</u> | <u>2000</u> | <u>1999</u> | <u>1998</u> |
|--|----------------|-----------------|-----------------|----------------|----------------|
| Cash provided by operating activities | \$ 252.9 | \$ 231.0 | 286.6 | 217.7 | 142.6 |
| Custodial capital spending, net | (65.6) | (60.9) | (65.9) | (64.1) | (49.9) |
| Dividends at prior year level | (39.9) | (39.2) | (35.1) | (34.3) | (33.6) |
| Required debt repayments* | (83.2) | (26.8) | (6.3) | (27.2) | (40.1) |
| Tax benefit on exercise of stock options | (2.5) | (1.5) | | | |
| Free Cash Flow | \$ 61.7 | \$ 102.6 | \$ 179.3 | \$ 92.1 | \$ 19.0 |

* The required repayments represent debt that matured and was paid during the period. In addition to the required payments, the Company made discretionary debt repayments of \$130.0 million, \$99.5 million, \$160.0 million, \$102.5 million and \$0 million, in 2002, 2001, 2000, 1999 and 1998, respectively.

In 1996, Rayonier began a Common Share repurchase program to minimize the dilutive effect on earnings per share of its employee incentive stock plans. This program limits the number of shares that may be repurchased each year to the greater of 1.5 percent of our outstanding shares or the number of incentive shares actually issued to employees during the year. In October 1998, the Board authorized the repurchase of an additional one million shares through December 31, 2000 and in October 2000, the Board increased the authorization by an additional one million shares. These share repurchases were authorized separately from the 1.5 percent of outstanding share anti-dilutive program. Below is a table of share repurchases for the past three years:

| | <u>2002</u> | <u>2001</u> | <u>2000</u> |
|---|-------------|-------------|-------------|
| Shares repurchased | 70,000 | 52,900 | 433,000 |
| Cost of repurchased shares (in thousands) | \$ 3,144 | \$ 2,031 | \$ 17,624 |
| Average cost per share | \$ 44.91 | \$ 38.39 | \$ 40.70 |

In February 2002, Standard & Poor's revised its outlook on the Company to stable from negative and re-affirmed their triple- B -minus investment grade rating on the Company's long-term debt. In addition, they withdrew their A-3 short-term debt rating on the Company's commercial paper program at the Company's request, as the program is currently inactive due to the focus on debt reduction. Moody's investment grade rating on the Company is Baa3, with a stable outlook.

Contractual Financial Obligations and Off-Balance Sheet Arrangements

In addition to using cash flow from operations, the Company finances its operations through the issuance of debt, and by entering into leases. These financial obligations are recorded in accordance with accounting rules applicable to the underlying transaction, with the result that some are recorded as liabilities on the Balance Sheet, while others are required to be disclosed in the Notes to Consolidated Financial Statements and Management's Discussion and Analysis.

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The following table aggregates the Company's contractual financial obligations and anticipated cash spending by period:

| Contractual Financial Obligations (000 s) | Payments Due by Period | | | | |
|--|-------------------------------|------------------|-------------------|-------------------|-------------------|
| | Total | 2003 | 2004-2005 | 2006-2007 | Thereafter |
| Current maturities of long-term debt | \$ 3,520 | \$ 3,520 | \$ | \$ | \$ |
| Long-term debt | 648,200 | | 87,120 | 121,315 | 439,765 |
| Operating leases timberland | 127,661 | 6,491 | 12,454 | 11,792 | 96,924 |
| Operating leases PP&E, offices | 22,656 | 10,524 | 4,234 | 2,385 | 5,513 |
| Capital leases | 366 | | | | 366 |
| Purchase obligations | 4,777 | 4,777 | | | |
| Total contractual cash obligations | \$ 807,180 | \$ 25,312 | \$ 103,808 | \$ 135,492 | \$ 542,568 |

The nature and purpose of the Company's off-balance sheet arrangements are to provide credit support for certain creditors in case of default and collateral for certain self-insurance programs that the Company maintains. These arrangements consist of standby letters of credit and surety bonds. As part of its ongoing operations, the Company may also periodically issue guarantees to third parties. The Company's off-balance sheet arrangements are not considered to be a source of liquidity or capital resource for the Company and do not expose the Company to material risks or material unfavorable financial impacts.

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The following table aggregates the Company's financial commitments as of December 31, 2002:

| Financial Commitments (000 \$) | Total Amounts Committed |
|---------------------------------------|--|
| Standby letters of credit (1) | \$ 75,070 |
| Guarantees (2) | 7,454 |
| Surety bonds (3) | 10,009 |
| Total financial commitments | \$ 92,533 |

- (1) Approximately \$62 million of the standby letters of credit serve as credit support for industrial revenue bonds. The remaining letters of credit support various insurance coverages, primarily workers' compensation and pollution requirements. These letters of credit expire at various dates during 2003 and 2004 and are typically rolled over as required.
- (2) In conjunction with the sale of the New Zealand East Coast timber operations in 2002, the Company guaranteed five years of Crown Forest license obligations, estimated at \$1.5 million per year. The buyer of the property is the primary obligor and has posted a performance bond with the New Zealand government. If the buyer fails to pay the obligations, the Company would then have to perform under the guarantee and seek legal redress from the buyer. This guarantee expires in 2007.
- (3) The Company has issued surety bonds primarily to secure timber in the State of Washington as well as providing collateral for the Company's workers' compensation self-insurance program in that State. These surety bonds expire at various dates during 2003 and 2004 and are renewed as required.

Critical Accounting Policies

The preparation of Rayonier's financial statements requires the Company to make estimates, assumptions and judgements that affect the assets, liabilities, revenues and expenses, and disclosure of contingent assets and liabilities reported in this Annual Report on Form 10-K/A. The Company bases these estimates and assumptions on historical data and trends, current fact patterns, expectations and other sources of information it believes are reasonable. Actual results may differ from these estimates under different conditions.

Merchantable inventory and depletion costs as determined by forestry timber harvest models

Significant assumptions and estimations are used in the recording of timberland inventory cost and depletion. Rayonier employs a forestry technical services group at each of its timberland management locations. Merchantable standing timber inventory is estimated annually, using industry-standard computer software. The inventory calculation takes into account growth, in-growth (annual transfer of oldest pre-merchantable age class into the merchantable inventory), timberland sales and the annual harvest specific to each business unit. An annual business unit depletion rate is established by dividing merchantable inventory book cost by standing merchantable inventory. Pre-merchantable records are maintained for each planted year age class, recording acres planted, stems per acre, and costs of planting and tending. Changes in the assumptions and/or estimations used in these calculations may affect the Company's results, in particular, timber inventory and depletion costs. A three percent change in actual versus estimated standing merchantable inventory would cause depletion to change by approximately \$2.2 million.

Depreciation of long-lived assets as specifically affected by economic obsolescence

The Company computes depreciation expense using the units of production method on its Performance Fibers and MDF production plant and equipment and the straight-line method on all other property, plant and equipment over the useful economic lives of the assets involved. Management believes these depreciation methods are the most appropriate under the circumstances as they more closely match revenues with expenses versus other generally accepted accounting methods. Long-lived assets are periodically reviewed for impairment whenever events or circumstances indicate that the carrying amount of an asset may not be recoverable. The physical life of equipment, however, may be shortened by economic obsolescence caused by environmental regulation, competition and other causes.

Environmental costs associated with dispositions and discontinued operations

Rayonier has significant liabilities accrued for environmental costs relating to past dispositions and discontinued operations that will be spent over the next 20 to 25 years. Significant estimates are used in determining the proper value of these obligations at a given point in time, especially due to the long-term nature of the obligations. Typically these cost estimates do not vary significantly on a quarter to quarter basis. Factors affecting these estimates include, but are not limited to, technological and regulatory changes, results from on-going work and management's judgement. Management periodically reviews the Company's

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environmental liabilities for technological and regulatory changes and also engages consultants to assess the extent of additional work required. A material change in an estimate in any given period could have a favorable or unfavorable effect on the results of the Company's operations. In 2002, reserves were increased by \$2.7 million for revised estimates of remediation costs required at the Company's closed Washington sites, including its Port Angeles mill.

Expenditures for all such environmental costs totaled \$9 million in 2002 and are expected to increase to \$16 million in 2003 primarily as a result of the increased spending required at the Company's Washington State and Southern Wood Piedmont sites. The Company expects annual expenditures in 2004 and future years to return to the \$9 million to \$11 million range.

Determining the adequacy of pension assets and liabilities

The Company maintains four qualified benefit plans which cover substantially all of the Company's U.S. workforce and an unfunded plan to provide benefits in excess of amounts allowable under current tax law to participants in the qualified plans. Pension expense for all plans was \$3.4 million in 2002. Numerous estimates and assumptions are required to determine the proper amount of pension and postretirement liabilities and annual expense to record in the Company's financial statements. The key assumptions include discount rate, return on assets, salary increases, health care cost trends, longevity and service lives of employees. Although there is authoritative guidance on how to select these assumptions, the Company's management and its actuaries exercise some degree of judgement when selecting these assumptions. Selecting different assumptions, as well as actual versus expected results, would change the net periodic benefit cost and funded status of the benefit plans recognized in the financial statements.

In determining pension expense of \$3.4 million in 2002, a \$14 million return on pension assets was assumed, based on an expected long-term rate of return of 9.75 percent, versus an actual loss of \$14 million. This long term return assumption (calculated using geometric/compound averaging) was established based on historical long-term rates of return on broad equity and bond indices, discussions with the Company's actuaries and investment advisors and consideration of the actual annualized rate of return of 11 percent through 2001 (since the 1994 spin off from ITT Corporation). With the recent decline in equity markets the Company has reduced its long-term rate of return assumption to 8.5 percent, effective January 1, 2003. Management will review this assumption periodically to ensure it remains reasonable. At December 31, 2002 the Company's asset mix consisted of 62 percent equities and 38 percent bonds. The Company does not expect this mix to materially change in the future.

In determining its future pension obligations, the Company selects a discount rate based on rates supplied by its actuaries who incorporate high quality (AA rated), long-term corporate bond rates into their models. The discount rate at December 31, 2002 of 6.5 percent declined from the December 31, 2001 rate of 7.4 percent.

As a result of reducing the long-term expected rate of return and the discount rate and considering the unrecognized actuarial losses of \$61 million, the Company expects its 2003 pension expense to increase \$3 million to \$5 million from the \$3.4 million recorded in 2002. Future pension expense will be impacted by many factors including actual investment performance, changes in discount rates and other employee related matters.

If a long-term return on plan assets of 8.5 percent (the current assumption) had been used at the beginning of 2002 and all other assumptions remained constant, 2002 pension expense would have increased by about \$2 million. If a discount rate of 6.5 percent (the current assumption) had been used to calculate December 31, 2001 pension obligations and all other assumptions remained constant, our 2002 pension expense would have increased by approximately \$1 million.

The Company estimated that contributions of approximately \$11 million would be required by September 2004 for the Company to meet minimum requirements for the 2003 plan year; alternatively, to avoid additional funding charges the Company contributed \$9.5 million in January 2003. Although future funding requirements will vary depending on actual investment performance, changes in discount rates and other employee related matters, the Company does not anticipate additional cash contributions will be required for the remainder of 2003.

Realizability of both recorded and unrecorded tax assets and liabilities

The Company has recorded certain deferred tax assets that management believes will be realized in future periods. These assets are reviewed periodically in order to assess their realizability. This review requires management to make assumptions and estimates about future profitability affecting the realization of these tax benefits. If the review indicated that the realizability may be less than likely, a valuation allowance would be made at that time.

In addition, the Company has not provided for taxes on approximately \$81 million of undistributed foreign earnings as the Company intends to reinvest such earnings in the future. This assumption is reviewed periodically to ensure that any changes in the Company's ability and intent to reinvest these earnings will be properly disclosed and accounted for. These additional

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foreign earnings could become subject to additional tax if remitted, or deemed remitted, as a dividend. However, the additional amount of taxes payable is not practicable to estimate.

New Accounting Standards

In July 2001, the Financial Accounting Standards Board (FASB) issued SFAS No. 143, *Accounting for Asset Retirement Obligations*. This statement requires entities to record the cost of any legal obligation for the retirement of a tangible long-lived asset in the period in which it is incurred. SFAS No. 143 is effective for fiscal years beginning after June 15, 2002. The Company adopted the standard effective January 1, 2003 and does not expect it to have a material impact on earnings.

In September 2001, the FASB issued SFAS No. 144, *Accounting for Impairment or Disposal of Long-lived Assets*. SFAS No. 144 supersedes SFAS No. 121 and APB Opinion No. 30, but retains their fundamental provisions. The statement is effective for fiscal years beginning after December 15, 2001, and the Company adopted it effective January 1, 2002.

In April 2002, the FASB issued SFAS No. 145, *Rescission of FASB Statements No. 4, 44 and 64, Amendment of FASB Statement No. 13, and Technical Corrections*. As allowed by the FASB, the Company early adopted the standard on April 1, 2002. During 2002, the Company refinanced \$23.1 million of its revenue bonds. In accordance with the standard, the write-off of the balance of the deferred financing fees of \$0.2 million and the premium of \$0.5 million paid upon the redemption of the original bonds were not classified as an extraordinary item in the Company's Consolidated Statements of Income and Comprehensive Income.

In June 2002, the FASB issued SFAS No. 146, *Accounting for Costs Associated with Exit or Disposal Activities*. This statement nullifies Emerging Issues Task Force (EITF) No. 94-3 and requires that a liability for costs associated with an exit or disposal activity be recognized only when the liability is incurred. SFAS No. 146 is effective for exit and disposal activities that are initiated after December 31, 2002. The Company adopted the standard effective January 1, 2003 and does not expect it to have a material impact on earnings.

In November 2002, the FASB issued FASB Interpretation No. 45 (FIN 45), *Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others*. This Interpretation addresses the disclosures to be made by a guarantor in its interim and annual financial statements about its obligations under guarantees. In addition, the Interpretation clarifies the requirements related to the recognition of a liability by a guarantor at the inception of a guarantee for the obligations that the guarantor has undertaken in issuing the guarantee. The Company adopted the disclosure requirements of FIN 45 for the fiscal year ended December 31, 2002, and the recognition provisions on January 1, 2003.

In December 2002, the FASB issued SFAS No. 148, *Accounting for Stock-Based Compensation Transition and Disclosure*. This standard amends SFAS No. 123, *Accounting for Stock-Based Compensation*, and provides alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based employee compensation. In addition, this standard amends the disclosure requirements in both annual and interim financial statements related to the methods of accounting for stock-based employee compensation and the effect of the method on reported results. The standard also prohibits the use of the prospective method of transition, as outlined in SFAS No. 123, if options are to be expensed when changing to the fair value based method in fiscal years beginning after December 15, 2003. The Company adopted the disclosure requirements of SFAS No. 148 on December 31, 2002.

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In January 2003, the FASB issued FASB Interpretation No. 46 (FIN 46), *Consolidation of Variable Interest Entities*. This Interpretation applies to variable interest entities created after January 31, 2003, and to variable interest entities in which an enterprise obtains an interest after that date. It applies in the first fiscal year or interim period beginning after June 15, 2003, to variable interest entities in which an enterprise held a variable interest that it acquired on or before January 31, 2003. The Company will adopt this Interpretation as of July 1, 2003. The Company believes it does not have any variable interests that constitute a majority variable interest requiring consolidation, and as a result, there will be no impact on its financial condition or results of operations.

Environmental Regulation

Rayonier is subject to stringent environmental laws and regulations concerning air emissions, water discharges and waste disposal. Such environmental laws and regulations include the Federal Clean Air Act, the Clean Water Act, the Resource Conservation and Recovery Act, and the Comprehensive Environmental Response, Compensation and Liability Act. Management closely monitors all of its environmental responsibilities, together with trends in environmental laws and believes that the Company is in substantial compliance with current environmental requirements. It is the opinion of management that substantial expenditures over the next 10 years will be required in the area of environmental compliance. During 2002, 2001 and 2000, Rayonier spent approximately \$7 million, \$4 million and \$4 million, respectively, for capital projects related to

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environmental compliance for ongoing operations. During 2003, Rayonier expects to spend approximately \$11 million on such capital projects.

The Environmental Protection Agency (EPA) finalized its Cluster Rules governing air emissions in 1998 but, due to the specialty nature of Rayonier's Performance Fibers products and operations, the agency postponed finalizing water discharge rules and certain air emissions rules governing the Company's Performance Fibers mills. Rayonier continues to work with the EPA to establish such rules for its mills, but the timing and costs associated with such rulemaking are uncertain. In the opinion of management, capital costs to be incurred over the next five years (2003-2007) associated with Cluster Rule compliance and other environmental regulations are not expected to exceed \$55 million at the Performance Fibers mills. Such capital expenditures are not expected to cause the Company in total to exceed an annual average of \$90 million to \$100 million.

Federal, state and local laws and regulations intended to protect threatened and endangered species, as well as wetlands and waterways, limit and may prevent timber harvesting, road building and other activities on private lands, including a portion of the Company's timberlands. Over the past several years, the harvest of timber from the Company's timberlands in the State of Washington has been restricted as a result of the listing of the northern spotted owl, the marbled murrelet and several species of salmon and trout as threatened species under the Endangered Species Act. In 1999, the timber industry and federal, state, local and tribal governments, entered into an agreement, known as the Forests and Fish Report. The Washington Forest Practices Board has adopted rules implementing the Forests and Fish Report that further restrict timber harvesting within buffers along streams with fish habitat. All of these restrictions have caused Rayonier to restructure and reschedule some harvest plans and have reduced the total acreage and volume of timber available for harvest. However, these restrictions have not had a material impact on Rayonier's annual harvest volumes, and Rayonier has made changes to its long-term harvest plan to compensate for these restrictions.

Rayonier currently estimates that expenditures during 2003-2004 for environmental remediation and monitoring costs for all dispositions and discontinued operations will total approximately \$26 million. Such costs, including monitoring and remediation costs, will be charged against our reserves for estimated environmental obligations which the Company believes are sufficient for costs expected to be incurred over the next 20 to 25 years with respect to dispositions and discontinued operations. At December 31, 2002, these reserves totaled approximately \$162 million. The actual future environmental costs will be dependent on the outcome of site evaluations and negotiations with federal and state agencies and may also be affected by new laws, regulations and administrative interpretations, and changes in environmental remediation technology. Based on information currently available, management does not believe that any future changes in estimates would materially affect Rayonier's consolidated financial position or results of operations.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

Market and Other Economic Risks

Rayonier is exposed to various market risks, including changes in commodity prices, interest rates and foreign currency exchange rates. The Company's intent is to minimize the economic impact of these market risks. Derivatives are used, as noted below, in accordance with policies and procedures approved by the Board of Directors and are managed by a senior executive committee whose responsibilities include initiating, managing and monitoring resulting exposures. Rayonier does not enter into financial instruments for trading or speculative purposes.

Cyclical pricing of commodity market paper pulp ultimately influences Performance Fibers prices, particularly in the Company's Absorbent Materials product line. However, since Rayonier is a non-integrated producer of specialized Performance Fibers for non-papermaking end uses, its high-value product mix tends to lag (on both the upturn and downturn) commodity paper pulp prices and its peaks and valleys are less severe.

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Most of Rayonier's revenues and expenses are U.S. dollar-denominated. However, the Company does have some risk within its New Zealand operation related to foreign currency pricing and costs and periodically enters into foreign currency forward contracts to hedge the risks of foreign currency fluctuations. At December 31, 2002, the Company held foreign currency contracts maturing through January 2004 totaling \$8.3 million. The fair value of outstanding foreign currency contracts at year-end was an asset of approximately \$1.2 million. Market risk resulting from a hypothetical 4-cent change in the New Zealand dollar/U.S. dollar exchange rate amounts to an approximate change of \$0.7 million in pre-tax income/loss.

Rayonier periodically enters into interest rate swap agreements to manage its exposure to interest rate changes, or in back-to-back arrangements at the time debt is issued in order to cost effectively place the debt. These swaps involve the exchange of fixed and variable interest rate payments without exchanging principal amounts. At December 31, 2002, the Company had one interest rate swap agreement in existence with a notional amount of \$50 million that swapped a fixed 6.15 percent interest rate for six-month LIBOR rate plus 2.265 percent. The fair value of this interest rate swap at year-end, which matures in 2004, was an

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asset of \$1.4 million. Market risk resulting from a one percentage point (100 basis points) change in the six-month LIBOR rate amounts to an approximate change of \$0.5 million in pre-tax income/loss.

The fair market value of long-term fixed interest rate debt is also subject to interest rate risk; however, Rayonier intends to hold most of its debt until maturity. Occasionally, callable bonds will be refinanced at the Company's option if favorable economic conditions exist. Generally, the fair market value of fixed-interest-rate debt will increase as interest rates fall and decrease as interest rates rise. The estimated fair value of our fixed-rate debt at December 31, 2002, was \$585 million compared to \$510 million in carrying value. A hypothetical one-percentage point increase/decrease in prevailing interest rates at December 31, 2002, would result in a corresponding decrease/increase in the fair value of our fixed-rate debt of approximately \$35 million.

The Company periodically enters into commodity forward contracts to fix certain energy costs. The forward contracts effectively eliminate the risk of a change in Performance Fibers margins resulting from an increase or decrease in fuel oil costs. The Company does not enter into commodity forwards for trading or speculative purposes. The net amounts paid or received under the contracts are recognized as an adjustment to fuel oil expense. There were no contracts outstanding at December 31, 2002. In February 2003, the Company entered into contracts that fixed 90,000 barrels at \$24.90 for the second quarter of 2003 and 60,000 barrels at \$22.82 for the third quarter of 2003.

Web Site Access to Reports

The following reports are available, free of charge through the Company's web site, www.rayonier.com: the Company's annual report on Form 10-K, its press releases, quarterly reports on Form 10-Q and current reports on Form 8-K, and all amendments to those reports. These are available as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC.

Safe Harbor

Comments about market trends, anticipated earnings, expected pricing levels, projected capital spending levels (including the expected costs of compliance with environmental regulations) and the Company's ability to meet future capital needs, sufficiency of reserves, availability of tax deductions and future activities, such as land sales, timberland purchases, timber harvests and manufacturing production levels, are forward-looking and are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The following important factors, among others, could cause actual results to differ materially from those expressed in the forward-looking statements: changes in global market trends and world events that could impact customer demand; interest rate and currency movements; fluctuations in demand for cellulose specialties, absorbent materials, timber and wood products; adverse weather conditions; changes in production costs for wood products and performance fibers, particularly for raw materials such as wood, energy and chemicals; unexpected delays in the closing of land sale transactions; and implementation or revision of governmental policies and regulations affecting the environment, import and export controls and taxes.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

See Index to Financial Statements on page iii.

Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

On March 15, 2002, the Company's Board of Directors, upon the recommendation of its Audit Committee, rescinded the appointment of Arthur Andersen LLP (Andersen) as independent auditors for 2002. On May 17, 2002, the Board of Directors, upon the recommendation of its Audit Committee, appointed Deloitte & Touche LLP as the Company's new independent auditors.

Andersen's audit reports on the Company's consolidated financial statements for each of the years ended 2001 and 2000 did not contain an adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope or accounting principles.

During the years ended December 31, 2001 and 2000 and through May 17, 2002, there were no disagreements with Andersen on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreement(s), if not resolved to the satisfaction of Andersen, would have caused them to make reference to the subject matter of the disagreement(s) in connection with their report.

None of the reportable events described under Item 304(a)(1)(v) of Regulation S-K occurred within Rayonier's two most recent fiscal years and the subsequent interim period through March 20, 2002. The Company provided Andersen with a copy of the above disclosures. A copy of Andersen's letter dated March 20, 2002, stating its agreement with such statements was filed as Exhibit 16 with the Company's 2001 Form 10-K. In addition, a copy of the Company's letter to the Securities and Exchange

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Commission detailing certain quality assurances that Andersen provided to the Company in a letter dated March 15, 2002, was filed as Exhibit 99 with the 2001 Form 10-K.

PART III

Item 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

The information called for by Item 10 with respect to directors is incorporated herein by reference to the definitive proxy statement involving the election of directors filed or to be filed by Rayonier with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after the end of the fiscal year covered by this Form 10-K/A.

The information called for by Item 10 with respect to executive officers is either set forth above in Part I under the caption *Executive Officers of Rayonier* or incorporated herein by reference to the definitive proxy statement referred to above.

Item 11. EXECUTIVE COMPENSATION

The information called for by Item 11 is incorporated herein by reference to the definitive proxy statement referred to above in Item 10.

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The information called for by Item 12 is incorporated herein by reference to the definitive proxy statement referred to above in Item 10.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

None

Item 14. CONTROLS AND PROCEDURES

On February 28, 2003, the Company's disclosure committee met with the Chief Executive Officer and the Chief Financial Officer (the certifying officers) to evaluate the Company's disclosure controls and procedures. Based on such evaluation, the certifying officers concluded that the

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Company's disclosure controls and procedures are well designed and effective in seeing that material information regarding the Company's financial statement and disclosure obligations are promptly made available to senior management, including the certifying officers, in order to allow the Company to meet its reporting requirements under the Securities Exchange Act of 1934 in a timely manner. The Company's disclosure committee met with the Chief Executive Officer and the Chief Financial Officer again on March 21, 2003, to finalize disclosure in this Form 10-K. The Company's disclosure committee also met with the Chief Executive Officer and the Chief Financial Officer on September 15, 2003 to review the amendments made to this Form 10-K/A.

There were no significant changes in the Company's internal controls or in other factors that could significantly affect internal controls subsequent to the date of their most recent evaluation.

Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

(a) Documents filed as a part of this report:

- (1) *See Index to Financial Statements on page ii for a list of the financial statements filed as part of this report.*
- (2) *See Schedule II Valuation and Qualifying Accounts. All other financial statement schedules have been omitted because they are not applicable, the required matter is not present or the required information has been otherwise supplied in the financial statements or the notes thereto.*
- (3) *See Exhibit Index on pages D, E and F for a list of the exhibits filed or incorporated herein as part of this report.*

(b) Reports on Form 8-K:

- (1) Rayonier filed a report on Form 8-K dated October 15, 2002, to announce that the Company had paid off \$78 million of 7.5 percent, 10-year notes.
- (2) Rayonier filed a report on Form 8-K dated October 25, 2002, to announce that the buyer of the Company's New Zealand East Coast operations completed the transaction with an early payment of the \$46.5 million note receivable.
- (3) Rayonier filed a report on Form 8-K dated December 17, 2002, announcing the Board of Directors' approval of the sale of 8,465 acres of timberland that is scheduled to close mid 2003.

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REPORT OF MANAGEMENT

To Our Shareholders:

Rayonier management is responsible for the preparation and integrity of the information contained in the accompanying financial statements. The statements were prepared in accordance with accounting principles generally accepted in the United States and, where necessary, include information that is based on management's best judgments. Rayonier's system of internal controls includes accounting controls and an internal audit program. This system is designed to provide reasonable assurance that Rayonier's assets are safeguarded, transactions are properly recorded and executed in accordance with management's authorization, and fraudulent financial reporting is prevented or detected.

Rayonier's internal controls provide for the careful selection and training of personnel and for appropriate divisions of responsibility. The controls are documented in policies, procedures and a written code of conduct that are communicated to Rayonier's employees. Management continually monitors the system of internal controls for compliance. Rayonier's independent certified public accountants, Deloitte & Touche LLP, evaluate and test internal controls as part of their annual audit and make recommendations for improving internal controls. Management takes appropriate action in response to each recommendation. The Board of Directors and the officers of Rayonier monitor the administration of Rayonier's policies and procedures and the preparation of financial reports.

W. L. NUTTER
Chairman, President and
Chief Executive Officer

GERALD J. POLLACK
Senior Vice President and
Chief Financial Officer

INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Stockholders of

Rayonier Inc.

Jacksonville, Florida

We have audited the accompanying consolidated balance sheets of Rayonier Inc. and subsidiaries as of December 31, 2002 and 2001, and the related consolidated statements of income and comprehensive income and of cash flows for each of the three years in the period ended December 31, 2002. Our audits also included the financial statement schedules listed in the Index to Financial Statement Schedules. These financial statements and financial statement schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and financial statement schedules based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit

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includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Rayonier Inc. and subsidiaries as of December 31, 2002 and 2001, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2002 in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedules, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly in all material respects the information set forth therein.

As discussed in Note 20 to the consolidated financial statements, the 2001 and 2000 financial statements have been restated to consolidate certain special purpose entities.

DELOITTE & TOUCHE LLP

Certified Public Accountants

Jacksonville, Florida

February 11, 2003

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RAYONIER INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

For the Years Ended December 31,

(Thousands of dollars, except per share data)

| | 2002 | 2001 | 2000 |
|--|--------------|-----------------------------|-----------------------------|
| | | As restated, See Note 20 | As restated, See Note 20 |
| SALES | \$ 1,117,431 | \$ 1,123,758 | \$ 1,196,364 |
| Costs and Expenses | | | |
| Cost of sales | 948,399 | 942,306 | 961,751 |
| Selling and general expenses | 42,443 | 36,298 | 31,213 |
| Other operating income, net | (6,303) | (3,946) | (872) |
| Provision for dispositions | 2,734 | | 15,044 |
| | 987,273 | 974,658 | 1,007,136 |
| OPERATING INCOME | 130,158 | 149,100 | 189,228 |
| Interest expense | (62,433) | (70,314) | (87,199) |
| Interest and miscellaneous income (expense), net | 2,072 | 1,871 | (2,687) |
| Gain from sale of joint venture | | | 7,574 |
| INCOME FROM CONTINUING OPERATIONS, BEFORE INCOME TAXES | 69,797 | 80,657 | 106,916 |
| Provision for income taxes | (14,880) | (23,747) | (29,398) |
| INCOME FROM CONTINUING OPERATIONS | 54,917 | 56,910 | 77,518 |
| DISCONTINUED OPERATIONS (Note 13) | | | |
| Loss on sale of discontinued operations, net of income tax expense of \$3,307 | (1,649) | | |
| Income from discontinued operations, net of income tax expense of \$780, \$1,218 and \$1,061 | 904 | 688 | 669 |
| INCOME (LOSS) FROM DISCONTINUED OPERATIONS | (745) | 688 | 669 |
| NET INCOME | 54,172 | 57,598 | 78,187 |
| OTHER COMPREHENSIVE INCOME (LOSS) | | | |
| Unrealized gain on hedged transactions, net of income tax expense of \$392 and \$4 | 697 | 7 | |
| Minimum pension liability adjustments, net of income tax benefit of \$17,383 and \$416 | (30,933) | (709) | |
| COMPREHENSIVE INCOME | \$ 23,936 | \$ 56,896 | \$ 78,187 |
| EARNINGS PER COMMON SHARE | | | |
| BASIC EARNINGS (LOSS) PER SHARE | | | |
| Continuing operations | \$ 1.98 | \$ 2.09 | \$ 2.85 |
| Discontinued operations | (0.02) | 0.03 | 0.02 |

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| | | | |
|--|-------------------|-------------------|-------------------|
| Net income | \$ 1.96 | \$ 2.12 | \$ 2.87 |
| | <u> </u> | <u> </u> | <u> </u> |
| DILUTED EARNINGS (LOSS) PER SHARE | | | |
| Continuing operations | \$ 1.95 | \$ 2.06 | \$ 2.80 |
| Discontinued operations | (0.03) | 0.03 | 0.02 |
| | <u> </u> | <u> </u> | <u> </u> |
| Net income | \$ 1.92 | \$ 2.09 | \$ 2.82 |
| | <u> </u> | <u> </u> | <u> </u> |

See Notes to Consolidated Financial Statements.

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Table of Contents**RAYONIER INC. AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS**

As of December 31,

(Thousands of dollars)

ASSETS

| | 2002 | 2001 |
|--|---------------------|-------------------------------------|
| | | As restated, See Note 20 |
| CURRENT ASSETS | | |
| Cash and cash equivalents | \$ 18,924 | \$ 14,123 |
| Accounts receivable, less allowance for doubtful accounts of \$2,665 and \$3,392 | 97,927 | 101,480 |
| Inventory | 85,071 | 91,010 |
| Timber purchase agreements | 10,784 | 18,996 |
| Other current assets | 16,139 | 9,451 |
| | <u>228,845</u> | <u>235,060</u> |
| TIMBER PURCHASE AGREEMENTS | 2,813 | 5,120 |
| TIMBER, TIMBERLANDS AND LOGGING ROADS, NET OF DEPLETION AND AMORTIZATION | 1,023,243 | 1,131,723 |
| PROPERTY, PLANT AND EQUIPMENT | | |
| Land | 19,847 | 17,620 |
| Buildings | 112,074 | 117,489 |
| Machinery and equipment | 1,255,406 | 1,267,341 |
| | <u>1,387,327</u> | <u>1,402,450</u> |
| Total property, plant and equipment | 1,387,327 | 1,402,450 |
| Less accumulated depreciation | 846,289 | 806,514 |
| | <u>541,038</u> | <u>595,936</u> |
| OTHER ASSETS | 91,257 | 72,328 |
| | <u>\$ 1,887,196</u> | <u>\$ 2,040,167</u> |

See Notes to Consolidated Financial Statements.

Table of Contents**RAYONIER INC. AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS**

As of December 31,

(Thousands of dollars)

LIABILITIES AND SHAREHOLDERS EQUITY

| | 2002 | 2001 |
|--|---------------------|-------------------------------------|
| | | As restated, See Note 20 |
| CURRENT LIABILITIES | | |
| Accounts payable | \$ 66,770 | \$ 65,247 |
| Bank loans and current maturities | 3,520 | 10,690 |
| Accrued taxes | 29,994 | 13,606 |
| Accrued payroll and benefits | 18,399 | 14,471 |
| Accrued interest | 8,314 | 6,391 |
| Accrued customer incentives | 11,121 | 12,935 |
| Other current liabilities | 17,734 | 17,360 |
| Current reserves for dispositions and discontinued operations | 15,902 | 15,310 |
| | <u>171,754</u> | <u>156,010</u> |
| DEFERRED INCOME TAXES | 110,160 | 131,723 |
| LONG-TERM DEBT | 649,628 | 854,270 |
| NON-CURRENT RESERVES FOR DISPOSITIONS AND DISCONTINUED OPERATIONS | 146,295 | 153,394 |
| OTHER NON-CURRENT LIABILITIES | 99,647 | 35,976 |
| COMMITMENTS AND CONTINGENCIES | | |
| SHAREHOLDERS EQUITY | | |
| Common Shares, 60,000,000 shares authorized, 27,719,409 and 27,345,395 shares issued and outstanding | 76,613 | 59,721 |
| Retained earnings | 664,037 | 649,775 |
| Accumulated other comprehensive income (loss) | (30,938) | (702) |
| | <u>709,712</u> | <u>708,794</u> |
| | <u>\$ 1,887,196</u> | <u>\$ 2,040,167</u> |

See Notes to Consolidated Financial Statements.

Table of Contents**RAYONIER INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS**

For the Years Ended December 31,

(Thousands of dollars)

| | <u>2002</u> | <u>2001</u> | <u>2000</u> |
|--|------------------|------------------|------------------|
| | | As restated, | As restated, |
| | | See Note 20 | See Note 20 |
| OPERATING ACTIVITIES | | | |
| Income from continuing operations | \$ 54,917 | \$ 56,910 | \$ 77,518 |
| Non-cash items included in income from continuing operations: | | | |
| Depreciation, depletion and amortization | 165,715 | 173,509 | 174,480 |
| Non-cash cost of land sales | 13,692 | 10,013 | 14,316 |
| Deferred income taxes | 5,005 | 3,655 | 12,795 |
| Reserves for dispositions | 2,734 | | 15,044 |
| Gain on sale of joint venture | | | (7,574) |
| (Increase) decrease in accounts receivable | (203) | 17,096 | (13,429) |
| (Increase) decrease in inventory | (8,711) | 5,044 | 5,873 |
| Increase (decrease) in accounts payable | 1,523 | (22,154) | 13,366 |
| Decrease (increase) in current timber purchase agreements and other current assets | 7,656 | 17,993 | (5,137) |
| Increase (decrease) in accrued liabilities | 5,512 | (23,622) | (4,400) |
| Increase in other non-current liabilities | 8,876 | 8,092 | 2,707 |
| Decrease (increase) in timber purchase agreements and other assets | 5,437 | (7,386) | 10,055 |
| Expenditures for dispositions and discontinued operations | (9,241) | (8,195) | (8,966) |
| CASH PROVIDED BY OPERATING ACTIVITIES OF CONTINUING OPERATIONS | <u>252,912</u> | <u>230,955</u> | <u>286,648</u> |
| INVESTING ACTIVITIES | | | |
| Capital expenditures, net of sales and retirements of \$773, \$491 and \$1,124 | (76,674) | (74,271) | (85,834) |
| Proceeds from the sale of joint venture, net of cash costs | | | 14,550 |
| CASH USED FOR INVESTING ACTIVITIES OF CONTINUING OPERATIONS | <u>(76,674)</u> | <u>(74,271)</u> | <u>(71,284)</u> |
| FINANCING ACTIVITIES | | | |
| Issuance of debt | 68,610 | 159,000 | 266,172 |
| Repayment of debt | (281,850) | (285,265) | (432,460) |
| Dividends paid | (39,910) | (39,207) | (39,185) |
| Repurchase of Common Shares | (3,144) | (2,031) | (17,624) |
| Issuance of Common Shares | 14,312 | 9,276 | 1,954 |
| CASH USED FOR FINANCING ACTIVITIES OF CONTINUING OPERATIONS | <u>(241,982)</u> | <u>(158,227)</u> | <u>(221,143)</u> |
| CASH PROVIDED BY DISCONTINUED OPERATIONS | <u>70,545</u> | <u>5,842</u> | <u>3,338</u> |
| CASH AND CASH EQUIVALENTS | | | |
| Increase (decrease) in cash and cash equivalents | 4,801 | 4,299 | (2,441) |

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| | | | |
|--|-------------------|-------------------|-------------------|
| Balance, beginning of year | 14,123 | 9,824 | 12,265 |
| | <u> </u> | <u> </u> | <u> </u> |
| Balance, end of year | \$ 18,924 | \$ 14,123 | \$ 9,824 |
| | <u> </u> | <u> </u> | <u> </u> |
| SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION | | | |
| Cash paid during the year: | | | |
| Interest | \$ 57,789 | \$ 73,868 | \$ 86,613 |
| | <u> </u> | <u> </u> | <u> </u> |
| Income taxes | \$ 7,090 | \$ 19,299 | \$ 18,802 |
| | <u> </u> | <u> </u> | <u> </u> |

See Notes to Consolidated Financial Statements.

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RAYONIER INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollar amounts in thousands unless otherwise stated)

1. NATURE OF BUSINESS OPERATIONS

Rayonier Inc. and subsidiaries (Rayonier or the Company) operates in three reportable segments as defined by Statement of Financial Accounting Standards (SFAS) No. 131, *Disclosures about Segments of an Enterprise and Related Information*, Performance Fibers, Timber and Land, and Wood Products. The Performance Fibers segment includes two major product lines: Cellulose Specialties and Absorbent Materials. The Timber and Land segment executes its strategies in two ways: Timber and Land sales.

Performance Fibers

Rayonier is a manufacturer of high-performance cellulose fibers. The Company owns and operates fiber production facilities at Jesup, GA and Fernandina Beach, FL, with a combined annual capacity of approximately 720,000 metric tons. These fiber products are sold throughout the world to industrial companies that produce a wide variety of products. Approximately two-thirds of Rayonier's performance fiber sales are to export customers, primarily in Asia, Europe and Latin America.

The Performance Fibers segment includes two major product lines: Cellulose Specialties and Absorbent Materials.

Cellulose Specialties Rayonier is a producer of specialty cellulose products, most of which are used in dissolving chemical applications that require a highly purified form of cellulose fiber. Rayonier concentrates on producing the most highly valued, technologically demanding forms of cellulose specialty products, such as cellulose acetate and high-purity cellulose ethers, and is a leading supplier of these products.

Absorbent Materials Rayonier is a supplier of performance fibers for absorbent hygiene products. These fibers are typically referred to as fluff fibers and are used as an absorbent medium in products such as disposable baby diapers, feminine hygiene products, incontinence pads, convalescent bed pads, industrial towels and wipes and non-woven fabrics.

Timber and Land

The Timber and Land segment executes its strategies in two ways: Timber and Land sales.

Timber Rayonier owns, leases or controls approximately 2.2 million acres of timberlands in the U.S. and New Zealand. The Company manages timberlands and sells standing timber and logs to third parties.

Land Rayonier invests in timberlands seeking to maximize its total return from a full cycle of ownership. The end cycle includes selling portions of its timberland base to capture the appreciated value of the underlying asset. This program includes selling timberland for others to manage and harvest, and selling higher and better use (HBU) timberland properties more valuable for commercial and residential development or conservation purposes.

Wood Products

The Company manufactures and sells dimension and specialty lumber and medium-density-fiberboard (MDF) products. Rayonier operates three lumber manufacturing facilities in the U.S. and an MDF facility in New Zealand.

Other

Rayonier is also an exporter and trader of softwood logs, lumber and wood products. The Company purchases and harvests timber, sells logs and purchases wood products for resale.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The consolidated financial statements include the accounts of Rayonier and its subsidiaries. All significant intercompany balances and transactions are eliminated. All subsidiaries are consolidated for financial reporting purposes. For income tax purposes, several foreign subsidiaries are taxed in foreign jurisdictions and are not included in the consolidated tax return filed in the United States.

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RAYONIER INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollar amounts in thousands unless otherwise stated)

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. There are risks inherent in estimating and therefore actual results could differ from those estimates.

New Accounting Standards

In July 2001, the Financial Accounting Standards Board (FASB) issued SFAS No. 143, *Accounting for Asset Retirement Obligations*. This statement requires entities to record the cost of any legal obligation for the retirement of a tangible long-lived asset in the period in which it is incurred. SFAS No. 143 is effective for fiscal years beginning after June 15, 2002. The Company adopted the standard effective January 1, 2003 and does not expect it to have a material impact on earnings.

In September 2001, the FASB issued SFAS No. 144, *Accounting for Impairment or Disposal of Long-lived Assets*. SFAS No. 144 supersedes SFAS No. 121 and APB Opinion No. 30, but retains their fundamental provisions. The statement is effective for fiscal years beginning after December 15, 2001, and the Company adopted it effective January 1, 2002.

In April 2002, the FASB issued SFAS No. 145, *Rescission of FASB Statements No. 4, 44 and 64, Amendment of FASB Statement No. 13, and Technical Corrections*. As allowed by the FASB, the Company early adopted the standard on April 1, 2002. During 2002, the Company refinanced \$23.1 million of its revenue bonds. In accordance with the standard, the write-off of the balance of the deferred financing fees of \$0.2 million and the premium of \$0.5 million paid upon the redemption of the original bonds were not classified as an extraordinary item in the Company's Consolidated Statements of Income and Comprehensive Income.

In June 2002, the FASB issued SFAS No. 146, *Accounting for Costs Associated with Exit or Disposal Activities*. This statement nullifies Emerging Issues Task Force (EITF) No. 94-3 and requires that a liability for costs associated with an exit or disposal activity be recognized only when the liability is incurred. SFAS No. 146 is effective for exit and disposal activities that are initiated after December 31, 2002. The Company adopted the standard effective January 1, 2003 and does not expect it to have a material impact on earnings.

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In November 2002, the FASB issued FASB Interpretation No. 45 (FIN 45), *Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others*. This Interpretation addresses the disclosures to be made by a guarantor in its interim and annual financial statements about its obligations under guarantees. In addition, the Interpretation clarifies the requirements related to the recognition of a liability by a guarantor at the inception of a guarantee for the obligations that the guarantor has undertaken in issuing the guarantee. The Company adopted the disclosure requirements of FIN 45 for the fiscal year ended December 31, 2002, and the recognition provisions on January 1, 2003.

In December 2002, the FASB issued SFAS No. 148, *Accounting for Stock-Based Compensation Transition and Disclosure*. This standard amends SFAS No. 123, *Accounting for Stock-Based Compensation*, and provides alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based employee compensation. In addition, this standard amends the disclosure requirements in both annual and interim financial statements related to the methods of accounting for stock-based employee compensation and the effect of the method on reported results. The standard also prohibits the use of the prospective method of transition, as outlined in SFAS No. 123, if options are to be expensed when changing to the fair value based method in fiscal years beginning after December 15, 2003. The Company adopted the disclosure requirements of SFAS No. 148 on December 31, 2002.

In January 2003, the FASB issued FASB Interpretation No. 46 (FIN 46), *Consolidation of Variable Interest Entities*. This Interpretation applies to variable interest entities created after January 31, 2003, and to variable interest entities in which an enterprise obtains an interest after that date. It applies in the first fiscal year or interim period beginning after June 15, 2003, to variable interest entities in which an enterprise held a variable interest that it acquired on or before January 31, 2003. The Company will adopt this Interpretation as of July 1, 2003. The Company believes it does not have any variable interests that constitute a majority variable interest requiring consolidation, and as a result, there will be no impact on its financial condition or results of operations.

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RAYONIER INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollar amounts in thousands unless otherwise stated)

Cash and Cash Equivalents

Cash and cash equivalents include time deposits and readily marketable debt securities with maturities at date of acquisition of three months or less.

Inventory

Inventories are valued at the lower of cost or market. The costs of manufactured performance fibers and MDF products are determined on the first-in, first-out (FIFO) basis. Other products are valued on an average cost basis. Inventory costs include material, labor and manufacturing overhead. Physical counts of inventories are taken at least annually. The provision for potential losses from obsolete, excess or slow-moving inventories is reviewed periodically.

Higher and better use (HBU) real estate properties that are expected to be sold within one year are included in inventory. HBU real estate properties that are expected to be sold after one year are included in Other Assets.

Timber Purchase Agreements and Timber-Cutting Contracts

Rayonier purchases timber for use in its Performance Fibers, Wood Products and trading operations. Timber that will be harvested within one year of the Balance Sheet date is classified as a current asset with the remainder classified as a non-current asset. Generally, the Company does not have sale contracts that are matched to specific timber purchase agreements; therefore Rayonier evaluates the realizability of timber purchases and timber-cutting contracts based on the estimated aggregate purchase price and harvesting cost of such timber and the sales values to be realized. Losses are recorded in the period that a determination is made that the aggregate costs in a major operating area will not be fully recoverable.

Timber and Land

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The acquisition cost of timber, timberland, real estate taxes, lease rental payments, site preparation, and other costs relating to the planting and growing of timber are capitalized. Such accumulated costs attributed to merchantable timber are charged to cost of goods sold at the time the timber is harvested or land is sold, based on the relationship of harvested timber to the estimated volume of currently merchantable timber. Timber and land are stated at the lower of cost or market value.

Property, Plant, Equipment and Depreciation

Property, plant and equipment additions are recorded at cost, including applicable freight, taxes, interest, construction and installation costs. No interest was capitalized in connection with major construction projects during the three years ended December 31, 2002. Pulp mill assets are accounted for using the composite method. Upon ordinary retirement or sale of property, accumulated depreciation is charged with the cost of the property removed and credited with the proceeds of salvage value, with no gain or loss recognized. Gains and losses with respect to any significant or unusual retirements of assets and all other assets not accounted for under the composite method are included in operating income.

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by net undiscounted cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying value exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less cost to sell.

The Company depreciates its assets using units of production and straight-line depreciation methods. At its Performance Fibers and MDF manufacturing facilities, the units of production method is used for all assets except office, lab, and transportation equipment. These assets are depreciated using the straight-line method over 10 to 15 years. In addition, all of the assets at the Company's sawmills are depreciated using the straight-line method over 3 to 15 years. Buildings and land improvements are depreciated using the straight-line method over 25 to 35 years and 15 to 25 years, respectively. Rayonier normally claims the maximum depreciation deduction allowable for tax purposes.

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RAYONIER INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollar amounts in thousands unless otherwise stated)

The Company utilizes the accrue-in-advance method to record reserves for planned annual major maintenance during shut down at its two pulp mills and for lagoon dredging. Routine repair and maintenance costs are expensed as incurred. The major types of maintenance costs accrued as required by EITF Topic D-88 include, but are not limited to, repair and operating labor, supplies and purchased services. At December 31, 2002, the Company had \$1.5 million accrued for lagoon dredging.

Revenue Recognition

The Company recognizes revenues when the following criteria are met: (i) persuasive evidence of an agreement exists, (ii) delivery has occurred, (iii) the Company's price to the buyer is fixed and determinable, and (iv) collectibility is reasonably assured.

Revenue from domestic sales of Performance Fibers products is recorded when goods are shipped and title passes. Foreign sales of Performance Fibers products are recorded when the customer or agent receives the goods and title passes. Sale of timber is recorded when title passes to the buyer. Timber sales are sold either lump-sum with title passing immediately or pay-as-cut with title passing when the purchaser harvests the timber. Revenues from pay-as-cut sales are based on actual harvest volumes multiplied by contractually agreed upon prices. Log sales are recorded when the goods are shipped and title passes.

Land sales are recorded when title passes and when full payment or a minimum down payment of 25 percent is received and full collectibility is assured. If a down payment of less than 25 percent is received at closing, the Company records revenue based on the installment method.

Lumber and MDF sales are recorded when the goods are shipped and title passes. Wood products trading sales are recorded when the customer receives the product and title passes.

Environmental Costs

Rayonier expenses environmental costs related to on-going businesses resulting from current operations. Expenditures that meaningfully extend the life or increase the efficiency of operating assets are capitalized. The Company accrues environmental obligations related to past activities or discontinued operations from which no current or future benefit is discernible. These obligations span 20 to 25 years into the future and require significant estimates to determine the proper value at any given point in time. Management periodically reviews and adjusts these estimates based on technological, regulatory or other changes that may affect them. This accrual is reflected in current and non-current Reserves for

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Dispositions and Discontinued Operations in the Consolidated Balance Sheet.

Research and Development

Research and development efforts are directed primarily at developing new and improved cellulose fiber grades and related products, improving manufacturing efficiency, reducing energy needs, improving product quality and development, and improving environmental controls. Research activities related to timberland operations include genetic tree improvement programs as well as applied silviculture programs to identify management practices that improve financial returns from timberland assets. Research and development costs are expensed as incurred and aggregated \$8.6 million, \$9.3 million and \$10.3 million in 2002, 2001 and 2000, respectively.

Foreign Currency Translation

Foreign operations, including Rayonier's New Zealand-based operations, use the U.S. dollar as the functional currency. Monetary assets and liabilities of foreign subsidiaries are translated into U.S. dollars at current exchange rates. Non-monetary assets, such as inventories, timber, and property, plant and equipment, are translated at historical exchange rates. Income and expense items are translated at average exchange rates prevailing during the year, except that inventories, depletion and depreciation charged to operations are translated at historical rates. Exchange gains and losses arising from translation are recognized currently in Other operating income, net.

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RAYONIER INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollar amounts in thousands unless otherwise stated)

Income Taxes

Deferred income taxes are provided using the liability method under the provisions of SFAS No. 109, *Accounting for Income Taxes*. Income taxes on foreign operations are provided based upon the statutory tax rates of the applicable foreign country. U.S. income taxes have not been provided on earnings that the Company intends to permanently reinvest overseas.

Stock-Based Employee Compensation

The Company accounts for stock based compensation utilizing the intrinsic value based method under Accounting Principles Board Opinion No. 25 (APB No. 25), *Accounting for Stock Issued to Employees*. The 1994 Rayonier Incentive Stock Plan (the 1994 Plan) provides for the grant of incentive stock options, non-qualified stock options, stock appreciation rights, performance shares and restricted stock, subject to certain limitations. Under the 1994 Plan, the Company may grant options to its employees to purchase up to 4.5 million Common Shares. The exercise price of each option equals the market price of the Company's stock on the date of grant. Options vest in one-third increments over a three-year period starting on the date of grant. An option's maximum term is 10 years.

In December 2002, the FASB issued SFAS No. 148, *Accounting for Stock-Based Compensation-Transition and Disclosure*. This Statement amends the transition and disclosure provisions of SFAS No. 123 with respect to the implementation of the fair value method of accounting for options. See *Note 18 Incentive Stock Plans* for additional information regarding the Company's stock options.

Pursuant to the disclosure requirements of SFAS No. 148, the following table provides an expanded reconciliation for all periods presented that adds back to reported net income the recorded expense under APB No. 25, net of related income tax effects, deducts the total fair value expense under SFAS No. 123, net of related income tax effects and shows the reported and pro forma earnings per share amounts.

| | <u>2002</u> | <u>2001</u> | <u>2000</u> |
|--|-------------|-------------|-------------|
| Net income, as reported | \$ 54,172 | \$ 57,598 | \$ 78,187 |
| Total stock-based employee compensation cost included in the determination of net income, net of related tax effects | 2,555 | 2,000 | 275 |
| Total stock-based employee compensation cost determined under fair value method for all awards, net of related tax effects | (6,083) | (4,284) | (3,534) |

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| | | | |
|----------------------|-------------------|-------------------|-------------------|
| Pro forma net income | \$ 50,644 | \$ 55,314 | \$ 74,928 |
| | <u> </u> | <u> </u> | <u> </u> |
| Earnings per share: | | | |
| Basic, as reported | \$ 1.96 | \$ 2.12 | \$ 2.87 |
| Basic, pro forma | \$ 1.83 | \$ 2.04 | \$ 2.75 |
| Diluted, as reported | \$ 1.92 | \$ 2.09 | \$ 2.82 |
| Diluted, pro forma | \$ 1.80 | \$ 2.01 | \$ 2.70 |

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RAYONIER INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollar amounts in thousands unless otherwise stated)

Pension and Postretirement Benefits

Rayonier records pension and postretirement costs and liabilities, including an additional minimum liability in accordance with SFAS No. 87, *Employers Accounting for Pensions*, and SFAS No. 106, *Employers Accounting for Postretirement Benefits Other Than Pensions*. Several estimates and assumptions are required to record these costs and liabilities, including discount rate, return on assets, salary increases, health care cost trends, longevity and service lives of employees. Management reviews and updates these assumptions periodically. See *Note 19 Employee Benefit Plans*, for the disclosures required by SFAS No. 132, *Employers Disclosures about Pensions and Other Postretirement Benefits*.

Reclassifications

Certain 2001 and 2000 amounts have been reclassified to agree with the current year presentation.

3. SEGMENT AND GEOGRAPHICAL INFORMATION

Rayonier operates in three reportable business segments as defined by SFAS No. 131, *Disclosures About Segments of an Enterprise and Related Information*: Performance Fibers, Timber and Land, and Wood Products. The Performance Fibers segment includes two major product lines, Cellulose Specialties and Absorbent Materials. The Timber and Land segment's strategies include buying and managing timberlands, selling timber, and selling timberland and certain high value timberland (known as higher and better use, HBU) to be used for conservation, real estate development and large tract preservation. For presentation purposes, the Company classifies its sales activities into Timber sales and Land sales. Timber sales include all activities that relate to the growing and harvesting of timber, while Land sales include the sale of all timberland tracts, including those designated for HBU. The Wood Products segment includes lumber and MDF. The Company's remaining operations include the purchasing and harvesting of timber from third parties and selling logs (timber trading) and trading wood products. As permitted by SFAS No. 131, these operations are combined and reported in an Other category. The accounting policies of all operating segments are the same as those described in *Note 2 Summary of Significant Accounting Policies*. Sales between operating segments are made based on fair market value and intercompany profit or loss is eliminated in consolidation. The Company evaluates financial performance based on the operating income of the segments.

Operating income (loss) as stated in the following table and as presented in the Consolidated Statements of Income and Comprehensive Income is equal to segment income (loss). The income (loss) items below Operating income in the Consolidated Statements of Income and Comprehensive Income are not allocated to segments. These items, which include interest, miscellaneous income (expense) and income tax (expense) benefit, are not considered by Company management to be part of segment operations.

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Previously, the Company reported a Wood Products and Trading segment which included the operations currently reported in Wood Products and Other. All prior periods presented below conform to the 2002 presentation.

Segment information for each of the three years ended December 31, 2002, follows (in millions of dollars):

| | <u>Sales</u> | | | <u>Operating Income/(Loss)</u> | | |
|--------------------------------|-----------------|-----------------|-----------------|--------------------------------|---------------|---------------|
| | <u>2002</u> | <u>2001</u> | <u>2000</u> | <u>2002</u> | <u>2001</u> | <u>2000</u> |
| Performance Fibers | \$ 526 | \$ 547 | \$ 576 | \$ 36 | \$ 36 | \$ 85 |
| Timber and Land | 247 | 273 | 273 | 124 | 145 | 152 |
| Wood Products | 137 | 125 | 119 | (9) | (9) | (17) |
| Other | 216 | 192 | 252 | (3) | (5) | (2) |
| Corporate and eliminations (a) | (9) | (13) | (24) | (18) | (18) | (29) |
| Total | \$ 1,117 | \$ 1,124 | \$ 1,196 | \$ 130 | \$ 149 | \$ 189 |

(a) Includes unallocated corporate expenses and intersegment eliminations.

Table of Contents**RAYONIER INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands unless otherwise stated)

| | Depreciation, | | | | | | | | |
|--------------------|-----------------------|--------------|--------------|----------------------------|---------------|---------------|---------------------|-----------------|-----------------|
| | Gross Plant Additions | | | Depletion and Amortization | | | Identifiable Assets | | |
| | 2002 | 2001 | 2000 | 2002 | 2001 | 2000 | 2002 | 2001 | 2000 |
| Performance Fibers | \$ 35 | \$ 38 | \$ 32 | \$ 78 | \$ 78 | \$ 77 | \$ 548 | \$ 591 | \$ 662 |
| Timber and Land | 35 | 34 | 44 | 74 | 82 | 83 | 1,108 | 1,211 | 1,243 |
| Wood Products | 5 | 2 | 8 | 13 | 13 | 12 | 130 | 143 | 151 |
| Other | | 1 | 1 | | 1 | 1 | 46 | 63 | 83 |
| Corporate | 2 | | 2 | 1 | | 1 | 42 | 22 | 32 |
| Dispositions | | | | | | | 13 | 10 | 10 |
| Total | \$ 77 | \$ 75 | \$ 87 | \$ 166 | \$ 174 | \$ 174 | \$ 1,887 | \$ 2,040 | \$ 2,181 |

Product Line Information

Sales by product line for each of the three years ended December 31, 2002, is as follows (in millions of dollars):

| | Year Ended December 31, | | |
|---------------------------------|-------------------------|------------|------------|
| | 2002 | 2001 | 2000 |
| Performance Fibers | | | |
| Cellulose Specialties | \$ 375 | \$ 369 | \$ 348 |
| Absorbent Materials | 151 | 178 | 228 |
| Total Performance Fibers | 526 | 547 | 576 |
| Timber and Land | | | |
| Timber | 172 | 189 | 203 |
| Land | 75 | 84 | 70 |
| Total Timber and Land | 247 | 273 | 273 |
| Wood Products | | | |

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| | | | |
|---------------------------|-----------------|-----------------|-----------------|
| Lumber | 99 | 89 | 85 |
| MDF | 38 | 36 | 34 |
| | <u> </u> | <u> </u> | <u> </u> |
| Total Wood Products | 137 | 125 | 119 |
| Other | 216 | 192 | 252 |
| Intersegment Eliminations | (9) | (13) | (24) |
| | <u> </u> | <u> </u> | <u> </u> |
| Total Sales | \$ 1,117 | \$ 1,124 | \$ 1,196 |
| | <u> </u> | <u> </u> | <u> </u> |

Geographical Operating Information

Information by geographical operating area for each of the three years ended December 31, 2002, is as follows (in millions of dollars):

| | Sales | | | Operating Income/(Loss) | | | Identifiable Assets | | |
|---------------|-----------------|-----------------|-----------------|-------------------------|-----------------|-----------------|---------------------|-----------------|-----------------|
| | 2002 | 2001 | 2000 | 2002 | 2001 | 2000 | 2002 | 2001 | 2000 |
| United States | \$ 989 | \$ 1,012 | \$ 1,063 | \$ 121 | \$ 146 | \$ 190 | \$ 1,652 | \$ 1,732 | \$ 1,871 |
| New Zealand | 87 | 72 | 84 | 9 | 3 | (3) | 198 | 282 | 300 |
| All Other | 41 | 40 | 49 | | | 2 | 37 | 26 | 10 |
| | <u> </u> | <u> </u> | <u> </u> | <u> </u> | <u> </u> | <u> </u> | <u> </u> | <u> </u> | <u> </u> |
| Total | \$ 1,117 | \$ 1,124 | \$ 1,196 | \$ 130 | \$ 149 | \$ 189 | \$ 1,887 | \$ 2,040 | \$ 2,181 |
| | <u> </u> | <u> </u> | <u> </u> | <u> </u> | <u> </u> | <u> </u> | <u> </u> | <u> </u> | <u> </u> |

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

Rayonier's sales by destination for the three years ended December 31, 2002, are as follows (in millions of dollars):

| | Sales by Destination | | | | | |
|---------------|-----------------------------|------------|-----------------|------------|-----------------|------------|
| | 2002 | % | 2001 | % | 2000 | % |
| United States | \$ 674 | 61 | \$ 656 | 58 | \$ 662 | 55 |
| Europe | 122 | 11 | 125 | 11 | 107 | 9 |
| Japan | 79 | 7 | 111 | 10 | 127 | 11 |
| China | 69 | 6 | 66 | 6 | 82 | 7 |
| Other Asia | 93 | 8 | 76 | 7 | 105 | 9 |
| Latin America | 34 | 3 | 45 | 4 | 66 | 5 |
| Canada | 36 | 3 | 34 | 3 | 34 | 3 |
| All other | 10 | 1 | 11 | 1 | 13 | 1 |
| | \$ 1,117 | 100 | \$ 1,124 | 100 | \$ 1,196 | 100 |

The majority of sales to foreign countries are denominated in U. S. dollars.

4. FINANCIAL INSTRUMENTS

The Company is exposed to various market risks, including changes in foreign exchange rates, interest rates and commodity prices. The Company's objective is to minimize the economic impact of these market risks. Derivatives are used, as noted below, in accordance with policies and procedures approved by the Board of Directors and are managed by a senior executive committee, whose responsibilities include initiating, managing and monitoring resulting exposures. The Company does not enter into such financial instruments for trading purposes.

The Company adopted SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities*, as amended, on January 1, 2001. SFAS No. 133 requires that all derivative financial instruments such as interest rate swap agreements and foreign exchange contracts be recognized in the financial statements and measured at fair value regardless of the purpose or intent for holding them. The adoption did not have a material impact on the Company's consolidated financial position or results of operations. Transactions that provide for the forward purchase or sale of raw materials are not included in the financial statements until physical delivery of the product, as these transactions are done in the normal course of business and qualify for treatment as normal purchases and sales under SFAS No. 133.

Foreign Currency Forward Contracts

In the Company's New Zealand timber operations and at the New Zealand MDF manufacturing facility, normal operating expenses include contractor and license fees, care and maintenance of timberlands, salaries and wages, wood purchases and other production costs incurred and paid in New Zealand dollars.

Rayonier purchases foreign currency forward contracts to mitigate the impact of New Zealand/U.S. dollar exchange fluctuations on operating results. Upon purchase, the Company prepares and accumulates the required formal documentation in accordance with SFAS No. 133, and designates each New Zealand dollar forward contract as a cash flow hedge of certain forecasted New Zealand dollar-denominated cash outflows. At each reporting date thereafter, the contracts are marked-to-market and changes in the fair value of the forward contracts are deferred and recorded as part of Accumulated other comprehensive income (loss) (AOCI). When the forecasted transaction comes to fruition and is recorded in earnings, the gains or losses on the contracts are reclassified to the Consolidated Statements of Income and Comprehensive Income on the line entitled Other operating income, net. The change in the forward instruments' overall fair value attributable to time value is excluded from the measurement of the derivatives' effectiveness, and those changes are recognized in earnings throughout the life of the contract.

During 2002, net after-tax gains of \$1.5 million were recorded in AOCI due to changes in the fair value of the forward contracts. Upon maturity of certain contracts during the year, \$0.8 million of this amount was reclassified to earnings. The remaining amount of \$0.7 million is expected to be realized in earnings in 2003. In 2001, net after-tax gains of \$0.2 million were recorded in AOCI, and virtually all of this amount was reclassified to earnings upon maturity of certain contracts. In 2002 and

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RAYONIER INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollar amounts in thousands unless otherwise stated)

2001, the gains and losses representing the change in the forward contracts' time value, which are excluded for purposes of measuring the contracts' effectiveness, were insignificant and recorded in earnings.

The maximum foreign currency forward contracts outstanding at any point in time during 2002 and 2001 totaled \$13.1 million. At December 31, 2002, the Company held New Zealand foreign currency contracts maturing through January of 2004, totaling \$8.3 million.

Interest Rate Swap Agreements

Rayonier periodically uses interest rate swap agreements to manage exposure to interest rate fluctuations. Such agreements involve the exchange of fixed rate interest payments for floating rate interest payments over the life of the agreement without the exchange of any underlying principal amounts. Rayonier's credit exposure is limited to the fair value of the agreements, and the Company enters into agreements only with counterparties having a long-term bond rating of A or higher. The Company does not enter into interest rate swap agreements for trading or speculative purposes and matches the terms and contract notional amounts to existing debt or debt expected to be refinanced.

In March 2002, the Company entered into an interest rate swap on \$50 million of 6.15% fixed rate notes payable maturing in February 2004. The swap converts interest payments from fixed rates to floating rates and matures in February 2004. The interest rate swap qualifies as a fair value hedge under SFAS No. 133. As such, the net effect from the interest rate swap is recorded as part of interest expense. The swap agreement settles every May 15 and November 15 until maturity. During the year ended December 31, 2002, this swap agreement reduced the Company's interest expense by \$0.7 million. Based upon current interest rates for similar transactions, the fair value of the interest rate swap agreement resulted in an asset and a corresponding increase in debt at December 31, 2002, of approximately \$1.4 million.

At December 31, 2000, the Company had an interest rate swap agreement with a total notional value of \$5 million, which expired on February 23, 2001. There were no interest rate swap agreements outstanding at December 31, 2001.

Fair Value of Financial Instruments

At December 31, 2002 and 2001, the estimated fair values of Rayonier's financial instruments were as follows:

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| | 2002 | | 2001 | |
|------------------------------------|-----------------|------------|-----------------|------------|
| | Carrying Amount | Fair Value | Carrying Amount | Fair Value |
| Asset (liability) | | | | |
| Cash and cash equivalents | \$ 18,924 | \$ 18,924 | \$ 14,123 | \$ 14,123 |
| Long-term debt | (649,628) | (727,715) | (854,270) | (888,817) |
| Foreign currency forward contracts | 1,154 | 1,154 | 59 | 59 |
| Interest rate swap agreements | 1,428 | 1,428 | | |

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

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

Debt The Company's short-term bank loans and floating rate debt approximate fair value. The fair value of fixed rate long-term debt is based upon quoted market prices for these or similar issues or rates currently available to the Company for debt with similar terms and maturities.

Foreign currency forward contracts The fair value of foreign currency forward contracts is based on dealer-quoted market prices of comparable instruments.

Interest rate swap agreements The fair value of interest rate swap agreements is based upon the estimated cost to terminate the agreements, taking into account current interest rates and creditworthiness of the counterparties. The Company obtains a market valuation to determine the fair value of the swap.

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RAYONIER INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollar amounts in thousands unless otherwise stated)

5. GAIN ON SALE OF JOINT VENTURE

In December 2000, Rayonier sold its 25 percent interest in a New Zealand timberland joint venture for \$14.6 million, resulting in a gain of \$7.6 million.

6. OTHER ASSETS

Other assets are composed of pension assets, manufacturing and maintenance supplies not expected to be utilized over the next 12 months, long-term receivables, and deferred costs. In 2002, the Company evaluated projected usage of manufacturing and maintenance supplies and determined that approximately \$11 million should be considered long-term.

Unamortized debt issuance costs of approximately \$4.8 million and \$6.7 million at December 31, 2002 and 2001, respectively, are included in Other Assets. Approximately \$3.6 million and \$4.7 million of the 2002 and 2001 balances, respectively, relate to the Smurfit major timberland acquisition. Such costs are amortized to interest expense over the respective term of the debt instruments and totaled \$2.1 million, \$1.8 million and \$2.2 million in 2002, 2001 and 2000, respectively.

Software costs are capitalized and amortized over a period not exceeding 60 months. Deferred software costs included in Other Assets, net of accumulated amortization, totaled \$5 million and \$7.8 million as of December 31, 2002, and 2001, respectively. Amortization expense was \$5.9 million, \$4.8 million and \$5.3 million in 2002, 2001 and 2000, respectively.

7. MAJOR TIMBERLAND ACQUISITION

On October 25, 1999, Rayonier, through its subsidiary, Rayonier Timberlands Operating Company L.P. (RTOC), acquired approximately 968,000 owned and leased acres of timberland in Georgia, Florida and Alabama from Jefferson Smurfit Corporation (U.S.) (JSC) in a business combination accounted for by the purchase method. Under a Timber Cutting Agreement, the Company agreed to sell JSC 1.4 million tons of timber at prevailing market prices for 2000 and 2001. In late 2000, the Company and JSC amended the Agreement, whereby the volume sold was limited to the timber designated prior to September 5, 2000. The acquisition cost of \$716 million, allocated to timberlands and land held for resale, was financed by \$485 million in notes issued to JSC and \$231 million in cash borrowed under a bank credit facility. RTOC manages the timberlands and sells standing timber on an open-market basis.

8. INCOME TAXES

The components of **Income from Continuing Operations, Before Income Taxes** consist of U.S. income of \$47.5 million, \$68.3 million and \$113.1 million, and foreign income (loss) of \$22.3 million, \$12.4 million and \$(6.2) million for the years ended December 31, 2002, 2001 and 2000, respectively.

The provision for income taxes from continuing operations consists of the following:

| | <u>2002</u> | <u>2001</u> | <u>2000</u> |
|-----------------|------------------|------------------|------------------|
| Current | | | |
| U.S. federal | \$ 7,726 | \$ 16,974 | \$ 14,517 |
| State and local | 790 | 759 | 636 |
| Foreign | 1,359 | 2,359 | 1,450 |
| | <u>9,875</u> | <u>20,092</u> | <u>16,603</u> |
| Deferred | | | |
| U.S. federal | 3,639 | 4,877 | 13,986 |
| State and local | (315) | 376 | 1,272 |
| Foreign | 1,681 | (1,598) | (2,463) |
| | <u>5,005</u> | <u>3,655</u> | <u>12,795</u> |
| Total | <u>\$ 14,880</u> | <u>\$ 23,747</u> | <u>\$ 29,398</u> |

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Deferred income taxes result from recording revenues and expenses in different periods for financial reporting and tax return purposes. Deferred tax assets (liabilities) at December 31, 2002 and 2001 were due to the following temporary differences:

| | <u>2002</u> | <u>2001</u> |
|---|---------------------|---------------------|
| Accelerated depreciation and depletion | \$ (138,132) | \$ (150,600) |
| Reserves for dispositions and discontinued operations | 47,137 | 41,811 |
| Deferred gain on timberland sales | (16,203) | (12,769) |
| Deferred additional minimum pension liability benefit | 17,799 | 416 |
| All other, net | (15,601) | (13,199) |
| | <u>\$ (105,000)</u> | <u>\$ (134,341)</u> |

At December 31, 2002, the Company had New Zealand net operating loss carryforwards of \$62 million with an indefinite carryforward period. In addition, \$1.5 million of foreign tax credit carryforwards that expire during 2004 through 2007, were available to reduce future income taxes. Management believes that it will obtain the full benefit of the deferred tax assets based on its evaluation of the Company's anticipated profitability over the period of years that the temporary differences are expected to be tax deductible. At December 31, 2002, the Company had a current deferred tax asset of \$5.2 million that is included in Other Current Assets in the Consolidated Balance Sheet. In 2001, there was a current deferred tax liability of \$2.6 million which is included in Accrued Taxes in the accompanying Consolidated Balance Sheet.

The Company has not provided for taxes on approximately \$81 million of undistributed foreign earnings, as the Company expects to reinvest such earnings in the future. These undistributed foreign earnings could become subject to significant additional tax if remitted, or deemed remitted, as a dividend. However, the additional amount of taxes payable is not practicable to estimate.

In 2002 and 2001, tax benefits of \$2.5 million and \$1.5 million, respectively, related to the exercise of stock options were credited directly to shareholders' equity and are not included in the consolidated tax provision.

A reconciliation of the income tax provision at the U.S. statutory rate to the reported provision for income taxes follows:

| 2002 | % | 2001 | % | 2000 | % |
|------|---|------|---|------|---|
|------|---|------|---|------|---|

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| | | | | | | |
|--|------------------|-------------|------------------|-------------|------------------|-------------|
| Income tax provision from continuing operations at U.S. statutory rate | \$ 24,429 | 35.0 | \$ 28,230 | 35.0 | \$ 37,421 | 35.0 |
| State and local taxes, net of federal benefit | 309 | 0.4 | 737 | 0.9 | 1,240 | 1.2 |
| Foreign operations | (4,779) | (6.8) | (3,578) | (4.4) | 1,171 | 1.1 |
| Tax benefit on foreign sales | (2,266) | (3.3) | (2,137) | (2.7) | (4,464) | (4.2) |
| Permanent differences | (139) | (0.2) | 2,727 | 3.4 | 385 | 0.4 |
| Reduction in tax reserves resulting from completion of tax audits | | | | | (4,979) | (4.7) |
| Research and development tax credits and other, net | (2,674) | (3.8) | (2,232) | (2.8) | (1,376) | (1.3) |
| Income tax provision from continuing operations as reported | \$ 14,880 | 21.3 | \$ 23,747 | 29.4 | \$ 29,398 | 27.5 |

A reconciliation of the income tax provision from discontinued operations at the U.S. statutory rate to the reported provision for income taxes follows:

| | 2002 | % | 2001 | % | 2000 | % |
|--|-----------------|--------------|-----------------|-------------|-----------------|-------------|
| Income tax provision from discontinued operations at U.S. statutory rate | \$ 1,170 | 35.0 | \$ 667 | 35 | \$ 606 | 35 |
| Foreign exchange rate differences* | 2,917 | 87.0 | 551 | 29 | 455 | 26 |
| Income tax provision from discontinued operations as reported | \$ 4,087 | 122.0 | \$ 1,218 | 64.0 | \$ 1,061 | 61.0 |

* The majority of the 2002 amount is attributable to the tax effected difference between the May 2002 exchange rate and the historical exchange rate applied to the book value of the disposed assets.

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RAYONIER INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollar amounts in thousands unless otherwise stated)

9. INCOME FROM CONTINUING OPERATIONS PER COMMON SHARE

Basic earnings per share (EPS) is calculated by dividing income from continuing operations by the weighted average number of common shares outstanding during the year. Diluted EPS is calculated by dividing income from continuing operations by the weighted average number of common shares outstanding adjusted to include the potentially dilutive effect of outstanding stock options and contingent performance shares. In 2002, 345,952 stock options were excluded from the computation of diluted EPS due to their anti-dilutive effect. In 2001 and 2000, 604,970 and 1,051,472 stock options, respectively, were similarly excluded.

The following table provides details of the calculation of basic and diluted EPS for 2002, 2001 and 2000:

| | 2002 | 2001 | 2000 |
|---|------------|------------|------------|
| Income from continuing operations | \$ 54,917 | \$ 56,910 | \$ 77,518 |
| Shares used for determining basic EPS | 27,681,785 | 27,210,802 | 27,236,377 |
| Dilutive effect of: | | | |
| Stock options | 234,458 | 215,391 | 153,358 |
| Contingent shares | 241,333 | 175,705 | 313,126 |
| Shares used for determining diluted EPS | 28,157,576 | 27,601,898 | 27,702,861 |

10. INVENTORY

As of December 31, 2002 and 2001, Rayonier's inventories included the following:

| | 2002 | 2001 |
|------------------|-----------|-----------|
| Finished goods | \$ 63,309 | \$ 55,530 |
| Work in progress | 7,303 | 8,570 |

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| | | |
|--|-------------------|-------------------|
| Raw materials | 6,564 | 9,636 |
| Manufacturing and maintenance supplies | 7,895 | 17,274 |
| | <u> </u> | <u> </u> |
| Total inventory | \$ 85,071 | \$ 91,010 |
| | <u> </u> | <u> </u> |

11. DEBT

Rayonier's debt included the following at December 31, 2002 and 2001:

| | <u>2002</u> | <u>2001</u> |
|---|-------------------|-------------------|
| Short-term bank loans at weighted average interest rates of 2.97% at December 31, 2001 | \$ | \$ 10,000 |
| Medium-term notes due 2004 at fixed interest rates of 6.15% | 51,428 | 50,000 |
| Term loans due 2003-2006 at weighted average interest rates of 7.07% at December 31, 2002 and 2001 | 12,065 | 15,155 |
| Debentures due 2002 at 7.5% coupon | | 77,550 |
| Pollution control and industrial revenue bonds due 2003-2020 at variable interest rates of 1.45% to 6.20% | 74,655 | 77,255 |
| RTOC installment notes due 2007-2014 at fixed interest rates of 8.29% to 8.64% | 485,000 | 485,000 |
| RTOC term loan due 2004 at weighted average interest rates of 2.92% at December 31, 2002 and 3.64% at December 31, 2001 | 30,000 | 150,000 |
| | <u> </u> | <u> </u> |
| Total debt | 653,148 | 864,960 |
| Less: Short-term bank loans | | 5,000 |
| Current maturities | 3,520 | 5,690 |
| | <u> </u> | <u> </u> |
| Long-term debt | \$ 649,628 | \$ 854,270 |
| | <u> </u> | <u> </u> |

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RAYONIER INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollar amounts in thousands unless otherwise stated)

Principal payments due during the next five years and thereafter are as follows:

| | |
|-----------|------------|
| 2003 | \$ 3,520 |
| 2004 | 83,545 |
| 2005 | 3,575 |
| 2006 | 3,310 |
| 2007 | 118,005 |
| 2008-2015 | 439,765 |
| | <hr/> |
| | \$ 651,720 |
| | <hr/> |

During 2002, the Company reduced its long-term debt by \$213.2 million including \$78 million of 7.5% debentures paid off in October 2002.

The carrying value of the medium-term notes due 2004 was increased by \$1.4 million to reflect the fair market value of the interest rate swap obtained in 2002. See *Note 4 Financial Instruments* for more information.

In 2002, the Company consolidated two third-party wood chip manufacturers resulting in the consolidation of two term loans which increased long-term debt by \$12.1 million in 2002 and \$15.2 million in 2001. See *Note 20 Restatements* for additional information.

Rayonier has revolving credit agreements with a group of banks that provide the Company with unsecured credit facilities totaling \$170 million. The revolving credit facilities are used for direct borrowings and in the past, as credit support for a commercial paper program. In November 2002, a \$55 million facility expired. As of December 31, 2002, the Company had \$170 million of available borrowings under its facility, which expires in November 2004. In addition, in connection with the financing of the JSC timberland acquisition, RTOC entered into an agreement with a group of banks that provided RTOC with revolving credit facilities totaling \$75 million and a term loan of \$200 million, of which \$30 million is outstanding at December 31, 2002. As of December 31, 2002, RTOC had \$75 million of available borrowings under the revolving credit portion, which expires in 2004. In 2004, \$50 million of medium-term notes are due. In addition, the Company has on file with the Securities and Exchange Commission, a shelf registration statement to offer \$150 million of new public debt securities.

In conjunction with the Company's long-term debt and unsecured credit facilities, certain covenant restrictions are required on the ratio of EBITDA to consolidated interest expense and total debt to EBITDA. Per the loan covenants, EBITDA is defined as earnings from continuing operations before significant non-recurring items, interest expense, income taxes, depreciation, depletion, amortization and the non-cash cost of

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land sales. In addition, there are covenant requirements in effect for RTOC on the ratio of consolidated cash flow available for fixed charges to consolidated fixed charges and the ratio of consolidated debt to consolidated cash flow available for fixed charges. The covenants listed below are calculated on a trailing 12-month basis.

The most restrictive long-term debt covenants in effect for Rayonier as of December 31, 2002, were as follows:

| | Covenant | Actual Ratio at | Favorable |
|--|---------------------------|---------------------------------|-----------------------------|
| | <u>Requirement</u> | <u>December 31, 2002</u> | <u>(Unfavorable)</u> |
| EBITDA to consolidated interest expense should not be less than | 2.50 to 1 | 5.04 to 1 | 2.54 |
| Total debt to EBITDA should not exceed | 4.00 to 1 | 2.07 to 1 | 1.93 |
| Consolidated RTOC cash flow available for fixed charges to consolidated RTOC fixed charges should not be less than | 1.65 to 1 | 2.86 to 1 | 1.21 |
| Consolidated RTOC debt to consolidated RTOC cash flow available for fixed charges may not exceed | 4.25 to 1 | 2.34 to 1 | 1.91 |

In addition to the covenants listed above, the credit agreements include customary covenants that limit the incurrence of debt, the disposition of assets and the making of certain payments between RTOC and Rayonier. The Company is currently in compliance with all of its covenants.

Table of Contents**RAYONIER INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollar amounts in thousands unless otherwise stated)****12. RESERVES FOR DISPOSITIONS AND DISCONTINUED OPERATIONS**

The Company's dispositions include Rayonier's Port Angeles, WA, mill, which was closed on February 28, 1997; its wholly owned subsidiary, Southern Wood Piedmont Company (SWP), which ceased operations in 1989; its Eastern Research Division (ERD), which ceased operations in 1981; and other miscellaneous assets held for disposition.

An analysis of activity in the reserves for dispositions and discontinued operations for the two years ended December 31, 2002, is as follows:

| | <u>2002</u> | <u>2001</u> |
|----------------------------------|-------------------|-------------------|
| Balance, January 1 | \$ 168,704 | \$ 176,899 |
| Expenditures charged to reserves | (9,241) | (8,195) |
| Additions to reserves | 2,734 | |
| | <u>162,197</u> | <u>168,704</u> |
| Balance, December 31 | 162,197 | 168,704 |
| Less: Current portion | (15,902) | (15,310) |
| | <u>\$ 146,295</u> | <u>\$ 153,394</u> |
| Non-current portion | \$ 146,295 | \$ 153,394 |

SWP has been designated a potentially responsible party (PRP), or has had other claims made against it, under the U.S. Comprehensive Environmental Response, Compensation and Liability Act and/or comparable state statutes at various sites where the Company no longer operates. These sites include 10 former wood processing sites owned by SWP, which ceased operations in 1989; the Eastern Research Division, which ceased operations in 1981; the Port Angeles, WA pulp mill, which closed in 1997; and other assets held for disposition. Rayonier currently estimates that expenditures for environmental remediation, monitoring and other costs for these sites in 2003 and 2004 will total approximately \$16 million and \$10 million, respectively. The Company believes established reserves are sufficient for costs expected to be incurred over the next 20 to 25 years with respect to these sites. Remedial actions for these sites vary, but can include, among other remedies, removal of contaminated soils, groundwater recovery and treatment systems, and source remediation and/or control. The reliability and precision of cost estimates for these sites can be impacted by various factors, including but not limited to significant changes in discharge volumes, necessity for enhanced or different remediation, the extent of groundwater contamination migration, additional findings of contaminated soil or sediment off-site, remedy selection, and the outcome of negotiations with federal and state agencies. Additionally, a site's potential for Brownfield or other development could accelerate expenditures as well as impact the amount and/or type of remediation required, as could new laws, regulations and administrative interpretations.

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Rayonier has identified specific reserves for three SWP sites, (Augusta, GA, Spartanburg, SC, and East Point, GA) and Port Angeles, WA as material and requiring separate disclosure. An analysis of the reserve activity for the two years ended December 31, 2002 is as follows:

RESERVE ACTIVITY (in millions) as of December 31,

| Sites | 2000 | Revisions | | 2001 | Revisions | | 2002 |
|------------------|-----------------|-----------------|--------------|-----------------|-----------------|---------------|-----------------|
| | | Expenditures | to Estimates | | Expenditures | to Estimates | |
| Augusta, GA | \$ 23.0 | \$ (0.7) | \$ (0.4) | \$ 21.9 | \$ (0.7) | \$ (0.8) | \$ 20.4 |
| Spartanburg, SC | 21.5 | (1.1) | (0.3) | 20.1 | (0.7) | (1.3) | 18.1 |
| East Point, GA | 15.7 | (0.6) | | 15.1 | (0.5) | 3.4 | 18.0 |
| Other SWP sites | 88.9 | (2.6) | 0.7 | 87.0 | (2.3) | (1.3) | 83.4 |
| Total SWP | 149.1 | (5.0) | | 144.1 | (4.2) | | 139.9 |
| Port Angeles, WA | 22.2 | (3.1) | | 19.1 | (4.2) | 2.4 | 17.3 |
| All other sites | 5.6 | (0.1) | | 5.5 | (0.8) | 0.3 | 5.0 |
| TOTAL | \$ 176.9 | \$ (8.2) | \$ | \$ 168.7 | \$ (9.2) | \$ 2.7 | \$ 162.2 |

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RAYONIER INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollar amounts in thousands unless otherwise stated)

A brief description of each of these sites is as follows:

Augusta, Georgia SWP operated a wood treating plant at this site from 1928 to 1988. SWP is the only PRP at this site. The majority of visually contaminated soils have been removed, and remediation activities consist of a groundwater recovery system. The site had operated under a 10 year Resource Conservation and Recovery Act (RCRA)/Hazardous and Solid Waste Amendments of 1984 hazardous waste permit, which recently expired. SWP is currently waiting on a renewed permit. Current cost estimates could change if discharge volumes increase or decrease drastically or if enhanced remediation is implemented. Total spending as of December 31, 2002 was \$58.5 million.

Spartanburg, South Carolina SWP operated a wood treatment plant at this site from 1925 to 1989. SWP is the only PRP at this site. Remediation activities include: (1) a recovery system and biological wastewater treatment plant, (2) an ozone sparging system treating soil and groundwater and, (3) an ion-exchange resin system treating groundwater. Current cost estimates are expected to decrease due to changes in the sampling and analysis schedule as areas are cleaned up. A cost estimate has been determined for cleanup of an adjoining area, which received runoff from a portion of the former operating plant. Changes in costs associated with this phase of clean up are unpredictable at this time. SWP is currently awaiting state agency approval to begin. Total spending as of December 31, 2002 was \$31.5 million.

East Point, Georgia SWP operated a wood preserving facility at this site from 1908 to 1984. The site is subject to a 30-year RCRA hazardous waste facility permit, which is renewed on a 10-year basis. SWP is the only PRP at this site. The facility is in an advanced stage of corrective action with active remedial measures in place. Limited additional remedial measures may be necessary. Cost estimates are relatively firm. Total spending as of December 31, 2002 was \$13.3 million.

Included in the reserves for the three SWP sites discussed above are soil remediation costs related to the recycling of 150,000 tons of contaminated soil by a third-party processor. See *Note 14 Contingencies* for additional information. The 2002 revisions to the estimates in the table above for the three SWP sites include provisions that the Company believes will be probable upon the ultimate resolution of the matter.

Port Angeles, Washington Rayonier operated a dissolving sulfite pulp mill on a 70-acre site on Port Angeles, Washington's harbor from 1930 to 1997. The mill was dismantled in 1997 and 1998 and was also evaluated for Superfund listing by the U.S. Environmental Protection Agency (EPA) during the same period. The EPA subsequently deferred the site to the State of Washington in May 2000. Several interim clean up actions for petroleum and PCB contamination have been completed. Total spending as of December 31, 2002 was \$39.7 million.

Cumulative environmental and disposition spending for all other sites included in the reserves was \$91 million as of December 31, 2002.

In addition, the Company is exposed to the risk of reasonably possible additional losses in excess of the established reserves for PRP sites. As of December 31, 2002, this amount is estimated at \$7 million and arises from uncertainty over the effectiveness of treatments, additional contamination that may be discovered, changes in laws, regulations and administrative interpretations and in environmental remediation technology. Excluded from this estimate are two sites for which the Company is not able to determine reasonably possible additional losses. Evaluation of these sites is in preliminary stages. Sufficient data is not available to determine the extent of contamination, if any, and necessary remediation.

Rayonier currently estimates that expenditures for environmental remediation and monitoring costs for all dispositions will total approximately \$16 million and \$10 million in 2003 and 2004, respectively. Such costs will be charged against Rayonier's reserves for estimated environmental obligations, which include monitoring and remediation costs. The Company believes such reserves are sufficient for costs expected to be incurred over the next 20 to 25 years with respect to the dispositions and discontinued operations. The amount of actual future environmental costs is dependent on the outcome of negotiations with federal and state agencies and may also be affected by new laws, regulations and administrative interpretations, and changes in environmental remediation technology. Based on information currently available, the Company does not believe that any future changes in estimates, if necessary, would materially affect its consolidated financial position or results of operations.

As of December 31, 2002, 2001 and 2000 Rayonier had \$8.0 million of receivables, net of reserves, from insurance claims included in Other Assets. Such receivables represent the Company's claim for reimbursements in connection with property damage settlements relating to SWP's discontinued wood preserving operations and the ERD.

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RAYONIER INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollar amounts in thousands unless otherwise stated)

13. SALE OF NEW ZEALAND EAST COAST TIMBER OPERATIONS

During the second quarter of 2002, the Company sold its New Zealand East Coast timber operations and associated assets for \$64.4 million. In accordance with SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*, the sale and results of operations were recorded as discontinued operations. The Company received \$64.4 million from the sale in 2002, while cash flow from the operation totaled \$6.1 million and \$5.8 million for the years ended December 31, 2002 and 2001, respectively. The Company recorded an after-tax loss from discontinued operations of approximately \$0.7 million or \$0.03 per share in 2002, consisting of an after-tax loss on the sale of approximately \$1.6 million, net of after-tax income from East Coast operations of \$0.9 million. The Consolidated Statements of Income and Comprehensive Income, Consolidated Statements of Cash Flows and related Notes have been reclassified to present the East Coast operations as a discontinued operation in 2001 and 2000. The East Coast operations and associated assets were previously reported in the Company's Timber and Land segment and in Other.

Operating results of the discontinued operation for the years ended December 31, are summarized below:

| | 2002 | 2001 | 2000 |
|-------------------------------------|-------------------|-------------------|-------------------|
| | <u> </u> | <u> </u> | <u> </u> |
| Sales | \$ 19,011 | \$ 41,154 | \$ 30,512 |
| Operating Income | \$ 1,684 | \$ 1,905 | \$ 1,730 |
| Income from discontinued operations | \$ 904 | \$ 688 | \$ 669 |

The Consolidated Balance Sheets, which have not been reclassified, include assets and liabilities of discontinued operations as follows:

| | December 31, 2002 | December 31, 2001 |
|---|-------------------|-------------------|
| | <u> </u> | <u> </u> |
| Current assets | \$ | \$ 4,017 |
| Other assets | | 65,822 |
| | <u> </u> | <u> </u> |
| Total assets | | 69,839 |
| Current liabilities | 81 | 1,350 |
| Other non-current liabilities | | 1,366 |
| | <u> </u> | <u> </u> |
| Net assets (liabilities) of discontinued operations | \$ (81) | \$ 67,123 |
| | <u> </u> | <u> </u> |

A provision in the Company's original agreement to purchase the East Coast property from the New Zealand government requires the Company, in the event of a sale, to guarantee five years of Crown Forest license obligations, estimated at \$1.5 million per year. However, the buyer is the primary obligor and as such, has posted a performance bond with the New Zealand government.

14. CONTINGENCIES

From time to time, Rayonier may become liable with respect to pending and threatened litigation and environmental and other matters.

Legal Proceedings

The Company is involved in various legal actions, including those involving environmental matters that are discussed more fully in *Note 12 Reserves for Dispositions and Discontinued Operations*. While the ultimate results of these legal actions and related claims cannot be determined, the Company does not expect that they will have a material adverse effect on the Company's consolidated financial position or results of operations.

On February 22, 2001, the Company received a notice of proposed disallowance from the Internal Revenue Service (IRS) which would result in an additional tax liability of \$28.3 million, plus related penalties, arising from an issue in dispute regarding the Company's 1996 and 1997 federal tax returns. The Company has been discussing this issue with the IRS since 1999. As a result, the notice of proposed disallowance was not unanticipated and the Company has provided adequate book reserves. The Company is contesting this matter and believes that the ultimate outcome will not have a material adverse impact on the Company's financial position, liquidity or results of operations.

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RAYONIER INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollar amounts in thousands unless otherwise stated)

Between 1985 and 1995, the Company sent contaminated soil excavated in connection with the cleanup of various closed wood processing sites to a third-party processor for recycling. The processing facility closed in 1995 and is the subject of a variety of environmental related charges by the EPA and the Louisiana Department of Environmental Quality. In dispute is disposal liability for approximately 150,000 tons of recycled material from Company sites that are still owned and retained by the processor. A consent decree was entered in 1998 approving sale of the processing facility and assumption by the buyer of responsibility for movement of all remaining recycled material to a landfill. The parties were unable to complete the sale and the consent decree was vacated in May 2002. As a result, the status of the sale of the facility and ultimate responsibility for removal and disposal of the recycled material on-site are now uncertain. There are numerous possible outcomes that could determine the Company's ultimate liability, if any. The Company believes that reserves at December 31, 2002 adequately include the probable costs to be incurred upon the ultimate resolution of the dispute. See also *Note 12 Reserves for Dispositions and Discontinued Operations*.

Environmental Matters

Rayonier is subject to stringent environmental laws and regulations concerning air emissions, water discharges and waste disposal. Such environmental laws and regulations include the Federal Clean Air Act, the Clean Water Act, the Resource Conservation and Recovery Act, and the Comprehensive Environmental Response, Compensation and Liability Act. The Company closely monitors all of its environmental responsibilities, together with trends in environmental laws and believes that the Company is in compliance with current environmental requirements. It is the opinion of management that expenditures over the next 10 years will be required in the area of environmental compliance. During 1997, the Environmental Protection Agency (EPA) finalized its Cluster Rules governing air emissions but, due to the specialty nature of Rayonier's Performance Fibers products and operations, the agency postponed finalizing water discharge rules and certain air emissions rules governing the Company's Performance Fibers mills. The Company continues to work with the EPA to establish such rules for these mills, but the timing and costs associated with such rulemaking are uncertain. In the opinion of management, future capital costs associated with existing environmental rules will not have a material impact on the Company's consolidated financial position or results of operations.

Federal, state and local laws and regulations intended to protect threatened and endangered species, as well as wetlands and waterways, limit and may prevent timber harvesting, road building and other activities on the Company's timberlands. Over the past several years, the harvest of timber on private lands in the State of Washington has been restricted as a result of the listing of several species of birds and fish under the Endangered Species Act. The Company, through industry groups, has worked with the State of Washington to implement workable protective measures with respect to several endangered species. The effect has been to restrict harvesting on portions of the Company's Washington timberlands. The Company has taken account of these restrictions in its harvest plans. Such efforts are ongoing and, in the opinion of management, will not have a material impact on the Company's consolidated financial position or results of operations. Additionally, a number of environmental groups have filed suit in both federal and state courts challenging various aspects of existing and proposed state and federal regulations. This litigation is not expected to have a material impact on Rayonier's annual harvest volume.

15. GUARANTEES

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The Company issues financial guarantees to provide credit support for some creditors in case of default and to serve as collateral for certain self-insurance programs that the Company maintains. As of December 31, 2002, the following were outstanding:

| | Maximum Potential Payment | Carrying Amount of Liability |
|-------------------------------|--------------------------------------|---|
| | <u> </u> | <u> </u> |
| Standby letters of credit (1) | \$ 75,070 | \$ 61,410 |
| Guarantees (2) | 7,454 | |
| Surety bonds (3) | 10,009 | 933 |
| | <u> </u> | <u> </u> |
| Total | \$ 92,533 | \$ 62,343 |
| | <u> </u> | <u> </u> |

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

- (1) Approximately \$62 million of the standby letters of credit serve as credit support for industrial revenue bonds. The remaining letters of credit support various insurance coverages, primarily workers' compensation and pollution requirements. These letters of credit expire at various dates during 2003 and 2004 and are typically rolled over as required.
- (2) In conjunction with the sale of the New Zealand East Coast timber operations in 2002, the Company guaranteed five years of Crown Forest license obligations, estimated at \$1.5 million per year. The buyer of the property is the primary obligor and has posted a performance bond with the New Zealand government. If the buyer fails to pay the obligations, the Company would then have to perform under the guarantee and seek legal redress from the buyer. This guarantee expires in 2007.
- (3) The Company has issued surety bonds primarily to secure timber in the State of Washington as well as providing collateral for the Company's workers' compensation self-insurance program in that state. These surety bonds expire at various dates during 2003 and 2004 and are renewed as required.

Effective January 1, 2003, and in compliance with FASB Interpretation No. 45, *Guarantors' Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others*, the Company adopted the recognition requirements for guarantees entered into after December 31, 2002. Rayonier does not anticipate a material impact on its consolidated results of operations or financial position from this accounting standard.

16. COMMITMENTS

The Company leases certain buildings, machinery and equipment under various operating leases. Total rental expense for operating leases amounted to \$6.8 million, \$7.2 million and \$7.5 million in 2002, 2001 and 2000, respectively. The Company also has long-term leases on certain timberlands in the Southeastern U.S. and in New Zealand. These leases typically have initial terms of approximately 30 to 65 years, with renewal provisions in some cases. Such leases are generally noncancelable and require minimum annual rental payments.

At December 31, 2002, the future minimum payments under noncancelable operating and timberland leases were as follows:

| | Operating | Timberland | |
|------|-------------------|-------------------|-------------------|
| | Leases | Leases | Total |
| | <u> </u> | <u> </u> | <u> </u> |
| 2003 | \$ 10,524 | \$ 6,491 | \$ 17,015 |
| 2004 | 2,323 | 6,227 | 8,550 |
| 2005 | 1,911 | 6,227 | 8,138 |
| 2006 | 1,737 | 6,020 | 7,757 |
| 2007 | 648 | 5,772 | 6,420 |

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| | | | |
|-------------------------|------------------|-------------------|-------------------|
| Thereafter through 2036 | <u>5,513</u> | <u>96,924</u> | <u>102,437</u> |
| | <u>\$ 22,656</u> | <u>\$ 127,661</u> | <u>\$ 150,317</u> |

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RAYONIER INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollar amounts in thousands unless otherwise stated)

17. SHAREHOLDERS EQUITY

An analysis of shareholders equity for each of the three years ended December 31, 2002, follows:

| | Common Shares | | Accumulated | Retained Earnings | Shareholders Equity |
|--|---------------|-----------|-----------------------------------|-------------------|---------------------|
| | Shares | Amount | Other Comprehensive Income/(loss) | | |
| Balance, January 1, 2000 | 27,407,094 | \$ 63,709 | \$ | \$ 592,382 | \$ 656,091 |
| Net income | | | | 78,187 | 78,187 |
| Dividends paid (\$1.44 per share) | | | | (39,185) | (39,185) |
| Issuance of shares under incentive stock plans | 130,368 | 2,632 | | | 2,632 |
| Repurchase of common shares | (433,000) | (17,624) | | | (17,624) |
| Balance, December 31, 2000 | 27,104,462 | \$ 48,717 | \$ | \$ 631,384 | \$ 680,101 |
| Net income | | | | 57,598 | 57,598 |
| Dividends paid (\$1.44 per share) | | | | (39,207) | (39,207) |
| Issuance of shares under incentive stock plans | 293,833 | 11,561 | | | 11,561 |
| Unrealized gain on hedged transactions | | | 7 | | 7 |
| Minimum pension liability adjustments | | | (709) | | (709) |
| Repurchase of common shares | (52,900) | (2,031) | | | (2,031) |
| Tax benefit on exercise of stock options | | 1,474 | | | 1,474 |
| Balance, December 31, 2001 | 27,345,395 | \$ 59,721 | \$ (702) | \$ 649,775 | \$ 708,794 |
| Net income | | | | 54,172 | 54,172 |
| Dividends paid (\$1.44 per share) | | | | (39,910) | (39,910) |
| Issuance of shares under incentive stock plans | 444,014 | 17,566 | | | 17,566 |
| Unrealized gain on hedged transactions | | | 697 | | 697 |
| Minimum pension liability adjustments | | | (30,933) | | (30,933) |
| Repurchase of common shares | (70,000) | (3,144) | | | (3,144) |
| Tax benefit on exercise of stock options | | 2,470 | | | 2,470 |
| Balance, December 31, 2002 | 27,719,409 | \$ 76,613 | \$ (30,938) | \$ 664,037 | \$ 709,712 |

18. INCENTIVE STOCK PLANS

The 1994 Rayonier Incentive Stock Plan (the 1994 Plan) provides for the grant of incentive stock options, non-qualified stock options, stock appreciation rights, performance shares and restricted stock, subject to certain limitations. Under the 1994 Plan, the Company may grant options to its employees to purchase up to 4.5 million Common Shares. The exercise price of each option equals the market price of the Company's stock on the date of grant. Options vest in one-third increments over a three-year period starting on the date of grant. An option's maximum term is 10 years.

Restricted stock granted under the 1994 Plan vests after three years. During 2002, 16,500 restricted shares were granted at a price of \$49.64 per share. No restricted shares were granted in 2001 or 2000.

In 2002, 2001 and 2000, 91,500, 103,500 and 120,000 common shares of Company stock, respectively, were reserved for contingent performance shares. The actual number of performance shares to be issued is contingent upon the Company's total shareholder return, compared with a competitive peer group of 12 companies within the forest products industry, over a three-year period. The grant-date fair values of the 2002, 2001 and 2000 performance shares were \$49.64, \$38.31 and \$46.75, respectively.

The Company applies the intrinsic value based method of APB Opinion No. 25, *Accounting for Stock Issued to Employees*, to account for its stock plans. Accordingly, the Company is adopting the disclosure requirements of SFAS No. 148, *Accounting for Stock-based Compensation Transition and Disclosure*, effective for the fiscal year ending December 31, 2002, which requires presentation of pro forma net income and earnings per share information under SFAS No. 123. See Stock-based Compensation in *Note 2 Summary of Significant Accounting Policies*.

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

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model. The following chart provides a tabular overview of the weighted average assumptions and related fair value calculations of options granted for the three years ended December 31, 2002.

| | <u>2002</u> | <u>2001</u> | <u>2000</u> |
|-------------------------------|-------------|-------------|-------------|
| Dividend yield | 2.9% | 3.7% | 3.6% |
| Expected volatility | 29.8% | 28.7% | 44.0% |
| Risk-free rate | 4.0% | 4.8% | 6.5% |
| Expected life (in years) | 7.00 | 7.50 | 7.50 |
| Fair value of options granted | \$ 13.46 | \$ 9.69 | \$ 18.04 |

A summary of the status of the Company's stock option plans as of December 31, 2002, 2001 and 2000, and changes during the years then ended is presented below:

| | <u>2002</u> | | <u>2001</u> | | <u>2000</u> | |
|--|------------------|--|------------------|--|------------------|--|
| | Number | Weighted Average Price of Exercise | Number | Weighted Average Price of Exercise | Number | Weighted Average Price of Exercise |
| | Shares | Price | Shares | Price | Shares | Price |
| Options outstanding at beginning of year | 2,218,960 | \$ 38.60 | 2,192,410 | \$ 37.78 | 1,911,642 | \$ 36.01 |
| Granted | 337,250 | \$ 49.64 | 368,050 | \$ 38.56 | 373,250 | \$ 46.24 |
| Exercised | (407,649) | \$ 35.13 | (291,333) | \$ 31.52 | (64,318) | \$ 31.81 |
| Canceled | (16,929) | \$ 43.99 | (50,167) | \$ 43.40 | (28,164) | \$ 43.47 |
| Outstanding at end of year | <u>2,131,632</u> | \$ 40.97 | <u>2,218,960</u> | \$ 38.60 | <u>2,192,410</u> | \$ 37.78 |
| Options exercisable at year-end | <u>1,794,529</u> | \$ 40.05 | <u>1,459,765</u> | \$ 36.76 | <u>1,335,181</u> | \$ 33.66 |

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The following table summarizes information about stock options outstanding and exercisable at December 31, 2002:

| Range of Exercise Prices | Outstanding | | | Exercisable | |
|-----------------------------|---------------------|---------------------|-------------------------------|---------------------|---------------------|
| | Number of Shares | Weighted Average | Weighted Average Remaining | Number of Shares | Weighted Average |
| | | Exercise Price | Contractual Life | | Exercise Price |
| \$28.88 - \$33.38 | 466,835 | 31.25 | 2.2 | 466,835 | 31.25 |
| \$33.39 - \$40.47 | 546,799 | 38.23 | 6.4 | 438,959 | 38.21 |
| \$40.48 - \$45.56 | 472,832 | 43.77 | 5.5 | 465,793 | 43.78 |
| \$45.57 - \$50.75 | 645,166 | 48.28 | 8.0 | 422,942 | 47.56 |

19. EMPLOYEE BENEFIT PLANS

Employee benefit plan liabilities are estimated 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 these estimates to change. Rayonier has pension plans covering substantially all of its employees. Certain plans are subject to union negotiation. The pension plans are non-contributory.

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RAYONIER INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollar amounts in thousands unless otherwise stated)

The following tables set forth the components of total pension and postretirement benefit expense for the three years ended December 31, 2002:

| | Pension | | | Postretirement | | |
|--|----------|----------|----------|----------------|----------|----------|
| | 2002 | 2001 | 2000 | 2002 | 2001 | 2000 |
| Components of Net Periodic Benefit Cost | | | | | | |
| Service cost | \$ 5,590 | \$ 5,314 | \$ 4,772 | \$ 576 | \$ 411 | \$ 394 |
| Interest cost | 10,754 | 9,772 | 8,980 | 2,012 | 1,777 | 1,449 |
| Expected return on plan assets | (14,102) | (12,356) | (11,334) | | | |
| Amortization of prior service cost | 1,606 | 1,285 | 1,088 | 295 | (53) | (434) |
| Amortization of transition obligation | (661) | (661) | (661) | | | |
| Amortization of losses | 242 | 81 | 89 | 465 | 463 | 461 |
| Net periodic benefit cost of Rayonier plans | 3,429 | 3,435 | 2,934 | 3,348 | 2,598 | 1,870 |
| Multi-employer plans | | | | | | 565 |
| Total pension/postretirement benefit expense | \$ 3,429 | \$ 3,435 | \$ 2,934 | \$ 3,348 | \$ 2,598 | \$ 2,435 |

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

The following tables set forth the funded status of the Rayonier pension and postretirement benefit plans, the amounts recognized in the balance sheets of the Company at December 31, 2002 and 2001 and the principal weighted average assumptions inherent in their determination:

| | Pension | | Postretirement | |
|--|-------------------|-------------------|-------------------|-------------------|
| | 2002 | 2001 | 2002 | 2001 |
| Change in Benefit Obligation | | | | |
| Benefit obligation at beginning of year | \$ 146,861 | \$ 125,267 | \$ 28,336 | \$ 19,955 |
| Service cost | 5,590 | 4,490 | 576 | 411 |
| Interest cost | 10,754 | 9,772 | 2,012 | 1,777 |
| Actuarial loss | 17,699 | 8,221 | 2,522 | 1,984 |
| Plan Amendments | | 7,213 | | 6,894 |
| Benefits paid | (8,232) | (8,102) | (2,500) | (2,685) |
| | <u> </u> | <u> </u> | <u> </u> | <u> </u> |
| Benefit obligation at end of year | \$ 172,672 | \$ 146,861 | \$ 30,946 | \$ 28,336 |
| | <u> </u> | <u> </u> | <u> </u> | <u> </u> |
| Change in Plan Assets | | | | |
| Fair value of plan assets at beginning of year | \$ 130,440 | 119,951 | \$ | \$ |
| Actual return on plan assets | (14,166) | (1,284) | | |
| Employer contributions | 665 | 20,753 | 2,500 | 2,685 |
| Other expense | (459) | (878) | | |
| Benefits paid | (8,232) | (8,102) | (2,500) | (2,685) |
| | <u> </u> | <u> </u> | <u> </u> | <u> </u> |
| Fair value of plan assets at End of Year | \$ 108,248 | \$ 130,440 | \$ | \$ |
| | <u> </u> | <u> </u> | <u> </u> | <u> </u> |
| Reconciliation of Funded Status at end of year | | | | |
| Funded status | \$ (64,424) | \$ (16,421) | \$ (30,946) | \$ (28,336) |
| Unrecognized prior service cost | 12,728 | 14,333 | 4,003 | 4,298 |
| Unrecognized actuarial net (gain) loss | 61,208 | 15,024 | 10,952 | 8,895 |
| Unrecognized net transition obligation | (200) | (861) | | |
| | <u> </u> | <u> </u> | <u> </u> | <u> </u> |
| Prepaid / (accrued) benefit cost | \$ 9,312 | \$ 12,075 | \$ (15,991) | \$ (15,143) |
| | <u> </u> | <u> </u> | <u> </u> | <u> </u> |
| Amounts Recognized in the Consolidated Balance Sheets Consist of: | | | | |
| Prepaid benefit cost | \$ 19,585 | \$ 18,661 | \$ | \$ |
| Accrued benefit liability | (72,800) | (9,506) | (15,991) | (15,143) |
| Intangible asset | 13,085 | 1,793 | | |
| Accumulated other comprehensive loss | 49,442 | 1,127 | | |

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| | \$ 9,312 | \$ 12,075 | \$ (15,991) | \$ (15,143) |
|---|----------------|-------------|-----------------------|-------------|
| | Pension | | Postretirement | |
| | 2002 | 2001 | 2002 | 2001 |
| Significant Assumptions as of December 31: | | | | |
| Discount rate | 6.50% | 7.40% | 6.50% | 7.40% |
| Return on plan assets | 9.75% | 9.75% | | |
| Rate of compensation increase | 5.00% | 5.00% | | |
| Ultimate health care trend rate | | | 5.00% | 5.00% |

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RAYONIER INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollar amounts in thousands unless otherwise stated)

As of December 31, 2002, Rayonier decreased its plans weighted average discount rate from 7.4 percent to 6.5 percent to more closely approximate interest rates on high quality, long-term obligations. In addition, the Company reduced its return on plan assets to 8.5 percent and its rate of compensation increase to 4.5 percent, effective January 1, 2003. In 2002, the assumed ultimate health care trend rate used to determine cost was 10.0 percent, gradually decreasing to an ultimate rate of 5.0 percent in 2007. The rate to determine cost in 2003 will be 10.0 percent gradually decreasing to an ultimate rate of 5.0 percent in 2008.

The following table shows the effect of a one percentage point change in assumed health care cost trends:

| Effect on: | 1 Percent | |
|---|-----------|------------|
| | Increase | Decrease |
| Total of service and interest cost components | \$ 89 | \$ (85) |
| Accumulated postretirement benefit obligation | \$ 1,235 | \$ (1,178) |

Employee benefit plan liabilities are estimated 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 estimates to change.

The sum of the projected benefit obligations and the sum of the fair value of Plan assets for those pension plans with projected benefit obligations in excess of plan assets were \$172.7 million and \$108.2 million, respectively at December 31, 2002, and \$70.5 million and \$50.9 million, respectively, as of December 31, 2001. The sum of the accumulated benefit obligations and the sum of the fair value of Plan assets for those pension Plans with accumulated benefit obligations in excess of Plan assets were \$161.5 million and \$108.2 million, respectively, as of December 31, 2002, and were \$60.4 million and \$50.9 million, respectively, as of December 31, 2001.

The provisions of SFAS No. 87, *Employees Accounting for Pensions*, required Rayonier to record an additional minimum liability of \$62.5 million at December 31, 2002. This liability represents the amount by which the accumulated benefit obligation exceeds the fair market value of Plan assets and accrued amounts previously recorded. The additional liability may be offset by an intangible asset to the extent of previously unrecognized prior service cost. The intangible assets of \$13.1 million at December 31, 2002 are included on the line titled *Other Assets* in the Consolidated Balance Sheet. The remaining amount of \$31.6 million, net of related tax benefits, is recorded as a component of Shareholders Equity on the line titled *Accumulated other comprehensive income (loss)* in the Consolidated Balance Sheet at December 31, 2002.

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The Company also provides defined Contribution Plans to all of its hourly and salaried employees. Company contributions charged to expense for these plans were \$2.5 million, \$2.4 million and \$2.3 million in 2002, 2001 and 2000, respectively. Rayonier Hourly and Salaried Defined Contribution Plans include Rayonier common stock with a fair market value of \$37,498 and \$43,972 at December 31, 2002 and 2001, respectively.

20. RESTATEMENTS

Subsequent to the issuance of the Company's Consolidated Financial Statements for the year ended December 31, 2001, the Company's management determined that two third-party wood chip manufacturers, Georgia Chips and Fulghum Fibres Collins, Inc., originally accounted for since 1995 as unconsolidated suppliers of wood chips, should be consolidated within the Company's Financial Statements. The Company had entered into agreements with these two third parties whereby they would construct and operate these wood chip processing facilities on property owned by the Company. The Company guaranteed 85% of the notes payable used to finance the construction of these facilities. This guarantee has always been disclosed in the Company's Notes to Consolidated Financial Statements. Although these wood chip manufacturers have the ability and capacity to process chips for other customers, the Company has historically purchased all of the wood chips from these processing facilities.

As a result, the Consolidated Financial Statements as of December 31, 2001 and for the years ended December 31, 2001 and 2000 have been restated from the amounts previously reported to consolidate these two wood chip manufacturers. Net income and earnings per share for the two years ended December 31, 2001 and 2000 (and for all prior periods), have not changed due to the restatement, as the wood chip costs had been included in cost of sales for those periods. Operating income for the years ended December 31, 2001 and 2000, has changed to reflect a portion of the facilities' wood chip costs pertaining to an imputed interest charge being reclassified out of cost of sales into interest expense. Interest expense on the construction loans was indirectly passed to Rayonier through invoices for the cost of wood chips it purchased. Property, plant and equipment has been restated for an additional \$15 million at December 31, 2001, with a corresponding increase in debt.

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RAYONIER INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollar amounts in thousands unless otherwise stated)

The effect of this restatement for the years ended December 31, 2001 and 2000 is as follows:

| | 2001 | | 2000 | |
|--|---------------|-------------|---------------|-------------|
| | As previously | | As previously | |
| | reported | As restated | reported | As restated |
| Consolidated Statements of Income and Comprehensive Income | | | | |
| Cost of Sales | \$ 943,537 | \$ 942,306 | \$ 963,197 | \$ 961,751 |
| Operating Income | 147,869 | 149,100 | 187,782 | 189,228 |
| Interest Expense | 69,083 | 70,314 | 85,753 | 87,199 |
| EPS Basic | 2.12 | 2.12 | 2.87 | 2.87 |
| EPS Diluted | 2.09 | 2.09 | 2.82 | 2.82 |

| | 2001 | |
|-----------------------------------|---------------|--------------|
| | As previously | |
| | reported | As restated |
| Consolidated Balance Sheet | | |
| Property, Plant and Equipment | \$ 1,371,550 | \$ 1,402,450 |
| Accumulated Depreciation | 790,769 | 806,514 |
| Total Assets | 2,025,012 | 2,040,167 |
| Current Portion of Long-Term Debt | 7,600 | 10,690 |
| Long-Term Debt | 842,205 | 854,270 |
| Total Shareholders Equity | 708,794 | 708,794 |

21. QUARTERLY RESULTS FOR 2002 AND 2001 (UNAUDITED)

| | Quarter Ended | | | | Total |
|--|---------------|---------|----------|---------|-------|
| | March 31 | June 30 | Sept. 30 | Dec. 31 | Year |
| | | | | | |

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(Thousands of dollars, except per share amounts)

| 2002 | | | | | |
|--|------------|------------|------------|------------|--------------|
| Sales* | \$ 268,704 | \$ 269,276 | \$ 293,105 | \$ 286,346 | \$ 1,117,431 |
| Operating income as previously reported* | 27,391 | 39,515 | 35,249 | 27,002 | 129,157 |
| Operating income as restated (Note 20)* | 27,641 | 39,765 | 35,500 | 27,252 | 130,158 |
| Income from continuing operations* | 8,977 | 17,593 | 15,478 | 12,869 | 54,917 |
| Basic EPS from continuing operations* | 0.33 | 0.64 | 0.55 | 0.46 | 1.98 |
| Diluted EPS from continuing operations* | 0.32 | 0.62 | 0.55 | 0.46 | 1.95 |
| Net income | 9,401 | 16,242 | 15,638 | 12,891 | 54,172 |
| Basic EPS | 0.34 | 0.59 | 0.56 | 0.47 | 1.96 |
| Diluted EPS | 0.33 | 0.57 | 0.56 | 0.46 | 1.92 |
| 2001 | | | | | |
| Sales* | \$ 269,295 | \$ 336,705 | \$ 263,853 | \$ 253,905 | \$ 1,123,758 |
| Operating income as previously reported* | 37,551 | 64,370 | 21,761 | 24,187 | 147,869 |
| Operating income as restated (Note 20)* | 37,860 | 64,676 | 22,069 | 24,495 | 149,100 |
| Income from continuing operations* | 12,135 | 31,488 | 5,998 | 7,289 | 56,910 |
| Basic EPS from continuing operations* | 0.45 | 1.16 | 0.22 | 0.26 | 2.09 |
| Diluted EPS from continuing operations* | 0.44 | 1.14 | 0.22 | 0.26 | 2.06 |
| Net income | 12,252 | 31,463 | 6,025 | 7,858 | 57,598 |
| Basic EPS | 0.45 | 1.16 | 0.22 | 0.29 | 2.12 |
| Diluted EPS | 0.45 | 1.14 | 0.22 | 0.28 | 2.09 |

* The amounts for the quarters ended March 31, 2002 and 2001 and December 31, 2001 have been reclassified to reflect the New Zealand East Coast operation as a discontinued operation.

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RAYONIER INC. AND SUBSIDIARIES

SCHEDULE II VALUATION AND QUALIFYING ACCOUNTS

Years Ended December 31, 2002, 2001, and 2000

| | Balance at Beginning of Year | Charged to Cost and Expenses | Additions | Write-Offs (1) | Balance at End of Year |
|---------------------------------|---------------------------------------|------------------------------------|-----------|----------------|---------------------------|
| (In thousands) | | | | | |
| Year ended December 31, 2002 | | | | | |
| Allowance for doubtful accounts | \$ 3,392 | 469 | | (1,196) | \$ 2,665 |
| Maintenance accrual | \$ 1,567 | (12,427) | 12,360 | | \$ 1,500 |
| Year ended December 31, 2001 | | | | | |
| Allowance for doubtful accounts | \$ 3,969 | | | (577) | \$ 3,392 |
| Maintenance accrual | \$ 1,619 | (9,499) | 9,447 | | \$ 1,567 |
| Year ended December 31, 2000 | | | | | |
| Allowance for doubtful accounts | \$ 4,859 | 114 | | (1,004) | \$ 3,969 |
| Maintenance accrual | \$ 1,724 | (6,235) | 6,130 | | \$ 1,619 |

(1) Includes collected amounts previously charged to reserve.

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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.

RAYONIER INC.

By: /s/ HANS E. VANDEN NOORT

Hans E. Vanden Noort

Vice President and Corporate
Controller

September 19, 2003

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|--|--|--------------------|
| <u>*</u> | Chairman of the Board, President, Chief Executive Officer and Director | |
| W. L. Nutter (Principal Executive Officer) | | |
| <u>/s/ GERALD J. POLLACK</u> | Senior Vice President and Chief Financial Officer | September 19, 2003 |
| Gerald J. Pollack (Principal Financial Officer) | | |
| <u>/s/ HANS E. VANDEN NOORT</u> | Vice President and Corporate Controller | September 19, 2003 |
| Hans E. Vanden Noort (Principal Accounting Officer) | | |
| <u>*</u> | Director | |
| Rand V. Araskog | | |

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* Director

Ronald M. Gross

* Director

Paul G. Kirk, Jr.

* Director

Katherine D. Ortega

* Director

Burnell R. Roberts

* Director

Carl S. Sloane

* Director

Ronald Townsend

* Director

Gordon I. Ulmer

*By: /s/ HANS E. VANDEN NOORT

September 19, 2003

Hans E. Vanden Noort

Attorney-In-Fact

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| Exhibit No. | Description | Location |
|--------------------|---|--|
| 2.1 | Purchase and Sale Agreement dated July 28, 1999 between Rayonier Inc. and Jefferson Smurfit Corporation (U.S.) | Incorporated by reference to Exhibit 2.1 to the Registrant's November 12, 1999 Form 8-K/A, Amendment No. 1 |
| 2.2 | First Amendment to the Purchase and Sale Agreement dated October 25, 1999 between Rayonier Inc. and Jefferson Smurfit Corporation (U.S.) | Incorporated by reference to Exhibit 2.2 to the Registrant's November 12, 1999 Form 8-K/A, Amendment No. 1 |
| 2.3 | Assignment and Assumption Agreement dated October 25, 1999 between Jefferson Smurfit Corporation (U.S.) and Timber Capital Holdings LLC | Incorporated by reference to Exhibit 2.3 to the Registrant's November 12, 1999 Form 8-K/A, Amendment No. 1 |
| 2.4 | Assignment Agreement dated October 25, 1999 between Rayonier Inc. and Rayonier Timberlands Operating Company, L.P. | Incorporated by reference to Exhibit 2.4 to the Registrant's November 12, 1999 Form 8-K/A, Amendment No. 1 |
| 3.1 | Amended and Restated Articles of Incorporation | Incorporated by reference to Exhibit 4(a) to the Registrant's Registration Statement on Form S-8 (Registration No. 33-52437) |
| 3.2 | By-Laws | Incorporated by reference to Exhibit 3.2 to the Registrant's June 30, 2002 Form 10-Q |
| 4.1 | Indenture dated as of September 1, 1992 between the Company and Bankers Trust Company, as Trustee, with respect to certain debt securities of the Company | Incorporated by reference to Exhibit 4.1 to the Registrant's December 31, 1993 Form 10-K |
| 4.2 | First Supplemental Indenture dated as of December 13, 1993 | Incorporated by reference to Exhibit 4.2 to the Registrant's December 31, 1993 Form 10-K |
| 4.3 | Three Year Credit Agreement dated effective November 19, 2001 among Rayonier Inc. as Borrower, the banks named therein as Initial Lenders, and Citibank, N.A. as Agent for the Lenders. | Incorporated by reference to Exhibit 4.4 to the Registrant's December 31, 2001 Form 10-K. |
| 4.4 | Credit Agreement dated as of October 25, 1999 between Rayonier Timberlands Operating Company, L.P. and Credit Suisse First Boston, Morgan Stanley Senior Funding, Inc. and Citibank, N.A. | Incorporated by reference to Exhibit 4.1 to the Registrant's September 30, 1999 Form 10-Q |
| 4.5 | Note Purchase Agreement dated as of October 25, 1999 between Rayonier Timberlands Operating Company, L.P. and Timber Capital Holdings LLC. | Incorporated by reference to Exhibit 4.2 to the Registrant's September 30, 1999 Form 10-Q |
| 4.6 | Other instruments defining the rights of security holders, including indentures | Not required to be filed. The Registrant hereby agrees to file with the Commission a copy of any other instrument defining the rights of holders of the Registrant's long-term debt upon request of the Commission |
| 9 | Voting trust agreement | None |
| 10.1 | Rayonier 1994 Incentive Stock Plan, as amended | Incorporated by reference to Exhibit 10.1 to the Registrant's September 30, 1998 Form 10-Q. |

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| <u>Exhibit No.</u> | <u>Description</u> | <u>Location</u> |
|--------------------|--|--|
| 10.2 | Rayonier Supplemental Senior Executive Severance Pay Plan | Incorporated by reference to Exhibit 10.2 to the Registrant's December 31, 1997 Form 10-K. |
| 10.3 | Rayonier Investment and Savings Plan for Salaried Employees | Incorporated by reference to Exhibit 10.3 to the Registrant's December 31, 1997 Form 10-K. |
| 10.4 | Retirement Plan for Salaried Employees of Rayonier Inc. effective as of March 1, 1994, Amended and Restated January 1, 2000 and Further Amended Through October 19, 2001. | Incorporated by reference to Exhibit 10.4 to the Registrant's December 31, 2001 Form 10-K. |
| 10.5 | Form of Indemnification Agreement between Rayonier Inc. and its Directors and Officers | Incorporated by reference to Exhibit 10.9 to the Registrant's December 31, 1993 Form 10-K |
| 10.6 | Rayonier Inc. Excess Benefit Plan | Incorporated by reference to Exhibit 10.10 to the Registrant's December 31, 1993 Form 10-K |
| 10.7 | Amendment to Rayonier Inc. Excess Benefit Plan dated August 18, 1997 | Incorporated by reference to Exhibit 10.7 to the Registrant's December 31, 1997 Form 10-K |
| 10.8 | Rayonier Inc. Excess Savings and Deferred Compensation Plan | Incorporated by reference to Exhibit 10.8 to the Registrant's December 31, 1997 Form 10-K |
| 10.9 | Form of Rayonier Inc. Excess Savings and Deferred Compensation Plan Agreements | Incorporated by reference to Exhibit 10.13 to the Registrant's December 31, 1995 Form 10-K |
| 10.10 | Form of Indemnification Agreement between Registrant and directors of Rayonier Forest Resources Company, its wholly owned subsidiary which is Managing General Partner of Rayonier Timberlands, L.P., who are not also directors of Registrant | Incorporated by reference to Exhibit 10.1 to the Registrant's March 31, 1994 Form 10-Q |
| 10.11 | Description of Rayonier 1994 Incentive Stock Plan Contingent Performance Share Awards | Incorporated by reference to Exhibit 10.1 to the Registrant's June 30, 1994 Form 10-Q |
| 10.12 | Form of Rayonier 1994 Incentive Stock Plan Contingent Performance Share Award Agreement | Incorporated by reference to Exhibit 10.1 to the Registrant's June 30, 1994 Form 10-Q |
| 10.13 | Form of Rayonier 1994 Incentive Stock Plan Restricted Share Award Agreement | Incorporated by reference to Exhibit 10.17 to the Registrant's December 31, 1995 Form 10-K |
| 10.14 | Form of Rayonier 1994 Incentive Stock Non-qualified Stock Option Award Agreement | Incorporated by reference to Exhibit 10.18 to the Registrant's December 31, 1995 Form 10-K |
| 10.15 | Rayonier Substitute Stock Option Plan | Incorporated by reference to Exhibit 4(c) to the Registrant's Registration Statement on Form S-8 (File No. 33-52891) |
| 10.16 | Form of Rayonier Substitute Stock Option Award Agreements | Incorporated by reference to Exhibit 10.20 to the Registrant's December 31, 1995 Form 10-K |
| 10.17 | Split-Dollar Life Insurance Agreement dated June 22, 1994 between Rayonier Inc. and Ronald M. Gross | Incorporated by reference to Exhibit 10.2 to the Registrant's June 30, 1994 Form 10-Q |
| 10.18 | Amendment to Split-Dollar Life Insurance Agreement, dated July 22, 1997 | Incorporated by reference to Exhibit 10.18 to the Registrant's December 31, 1997 Form 10-K |

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| <u>Exhibit No.</u> | <u>Description</u> | <u>Location</u> |
|--------------------|--|---|
| 10.19 | Deferred Compensation / Supplemental Retirement Agreement dated June 28, 1994 between Rayonier Inc. and Ronald M. Gross | Incorporated by reference to Exhibit 10.3 to the Registrant's June 30, 1994 Form 10-Q |
| 10.20 | Amendment to Deferred Compensation / Supplemental Retirement Agreement, dated July 22, 1997 | Incorporated by reference to Exhibit 10.20 to the Registrant's December 31, 1997 Form 10-K |
| 10.21 | Consulting Agreement dated October 19, 1998 between Rayonier Inc. and Ronald M. Gross | Incorporated by reference to Exhibit 10.21 to the Registrant's December 31, 1998 Form 10-K |
| 10.22 | Form of Rayonier Outside Directors Compensation Program/Cash Deferral Option Agreement | Incorporated by reference to Exhibit 10.22 to the Registrant's December 31, 1999 Form 10-K |
| 10.23 | Change in Control Agreement for W. Lee Nutter. | Incorporated by reference to Exhibit 10.23 to the Registrant's September 30, 2001, Form 10-Q. |
| 10.24 | Trust Agreement for the Rayonier Inc. Legal Resources Trust | Incorporated by reference to Exhibit 10.25 to the Registrant's December 31, 2001 Form 10-K. |
| 10.25 | Trust Agreement for the Rayonier Inc. Supplemental Senior Executive Severance Pay Plan and the Change in Control Agreement for W. Lee Nutter Executive Severance Trust | Incorporated by reference to Exhibit 10.26 to the Registrant's December 31, 2001 Form 10-K. |
| 10.26 | Description of Rayonier Key Executive Insurance Program f/k/a Rayonier Split-Dollar Life Insurance/Deferred Compensation Retention Benefit Program | Incorporated by reference to Exhibit 10.26 to the Registrant's December 31, 2002 Form 10-K. |
| 10.27 | Waiver, Release and Non-Disclosure Agreement between Rayonier Inc. and William S. Berry dated March 15, 2002 | Incorporated by reference to Exhibit 10.27 to the Registrant's December 31, 2002 Form 10-K. |
| 11 | Statement re computation of per share earnings | Not required to be filed |
| 12 | Statements re computation of ratios | Incorporated by reference to Exhibit 12 to the Registrant's December 31, 2002 Form 10-K. |
| 13 | Annual report to security holders, Form 10-Q or quarterly report to security holders | Not applicable |
| 16 | Letter re change in certifying accountant | Not applicable |
| 18 | Letter re change in accounting principles | Not applicable |
| 21 | Subsidiaries of the Registrant | Incorporated by reference to Exhibit 21 to the Registrant's December 31, 2002 Form 10-K. |
| 22 | Published report regarding matters submitted to vote of security holders | None |
| 23 | Consents of experts and counsel | Filed herewith |
| 24 | Powers of attorney | Incorporated by reference to Exhibit 24 to the Registrant's December 31, 2002 Form 10-K. |

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| <u>Exhibit No.</u> | <u>Description</u> | <u>Location</u> |
|---------------------------|---|------------------------|
| 31 | Certifications | Filed herewith |
| 32 | Certification of Periodic Financial Reports Under Section 906 of the Sarbanes-Oxley Act of 2002 | Furnished herewith |

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