

WEYERHAEUSER
ETHICS AND BUSINESS CONDUCT CHARTER

INTRODUCTION

The purpose of the charter is to define the accountabilities, roles and responsibilities of Ethics and Business Conduct.

PURPOSE

The purpose of Ethics and Business Conduct is to:

- (1) Administer the company-wide Code of Ethics.
- (2) Manage a system to respond to allegations of violations of the company's Code of Ethics.
- (3) Provide regular education on ethics and business conduct standards.
- (4) Audit the effectiveness of compliance with the Code of Ethics using the annual Certificate of Compliance survey and other tools deemed appropriate.

RESPONSIBILITIES

To carry out this purpose, Ethics and Business Conduct will have the following responsibilities:

- (1) Code of Ethics:
 - Review, periodically, the Code of Ethics and make any recommendations to the Senior Vice President & General Counsel for improvements deemed necessary or desirable.
 - Track and communicate emerging ethics and business conduct trends and best practices.
 - Promote the Company's values-based approach to ethics and business conduct.
- (2) Reporting Process:
 - Provide anonymous, effective and professional processes for receiving complaints and allegations involving violations of the Code of Ethics.
 - Track and report to the Senior Vice President & General Counsel, at least quarterly, the trends in allegations and complaints.
 - Refer all accounting issues to the Director of Internal Audit and notify the Senior Vice President & General Counsel.
 - Notify the Senior Vice President & General Counsel, or his or her representative, of any allegations involving violations of law or regulation.
 - Refer complaints about employment to the Employment Issue Resolution Process when appropriate.

(3) Education:

- Promote an organizational culture that encourages ethical conduct and compliance with the law.
- Communicate periodically and in a practical manner the company's anonymous or confidential process for reporting alleged violations of the Code of Ethics.
- Develop effective training programs for directors, officers, employees and, as appropriate, agents.
- Communicate the availability of ethics and business conduct to assist employees on ethical decision making.
- Coordinate with other departments (human resources; law; finance and environmental, health & safety) educational programs.
- Identify opportunities, as appropriate, for targeted education.

(4) Auditing:

- Evaluate periodically the effectiveness of the ethics and business conduct program.
- Conduct the annual Certificate of Compliance audit and analyze the results and historical trends.
- Hold managers accountable for addressing allegations, taking appropriate disciplinary measures, protecting the confidentiality of callers and preventing retaliation for raising allegations.
- Recommend to the Senior Vice President & General Counsel changes to the company's practices and procedures based on the results of the audit.

ORGANIZATION

- Governance Committee
 - Provides oversight of the company's Code of Ethics and compliance programs.
 - Reviews processes for administering the company's Code of Ethics and compliance programs.
 - Reviews, at least annually, the company's ethics and business conduct practices, trends and issues. Reports the Committee's findings to the Board.
- Senior Vice President & General Counsel
 - Management's primary interface with the Governance Committee.
 - Overall responsibility for the company's ethics and business conduct program.
- Director of Ethics and Business Conduct
 - Responsible for day-to-day operations of the company's ethics and business conduct program.
 - Reports to the General Counsel and, as necessary, to the Governance Committee.
 - Provides a report, at least annually, to the Governance Committee on the activities of Ethics and Business Conduct.
 - Accountable as the company's "ethics officer".