401(k) PLAN

Eligible U.S. Participants
SUMMARY OF 2014 RETIREMENT PLAN CHANGES
Applies to all U.S. Pension and 401(k) Plan Participants

This summary of material modifications notifies you about changes to your Weyerhaeuser retirement benefits in accordance with the Employee Retirement Income Security Act of 1974, as amended, (ERISA). This SMM and other applicable SMMs become part of your summary plan descriptions; together they provide a complete description of provisions of your plans. Please read this SMM carefully and keep it with your benefits information for future reference.

Pension and 401(k) Plan Changes

Claim Appeal Time Limits: Effective December 31, 2013, you may not take legal action against the Pension Plan and/or 401(k) Plan with respect to a denial unless you file action the earlier of the following dates:

- Three years following the date on which eligibility for benefits is denied or you would reasonably know that benefits should be denied.
- One year following the date of the Appeals Committee’s final determination.
- One year following the date the appeal is deemed denied due to the expiration of the applicable review period.

For More Information

If you have questions, please call the Weyerhaeuser Employee Service Center at 800.833.0030. Representatives are available Monday through Friday from 6 a.m. to 4:30 p.m., Pacific time.

Your benefit booklets (also known as summary plan descriptions) are available by request. You may access current booklets through myGuide (for active employees) or at weyerhaeuser.com/retirees (for retirees or former employees). You may also contact the Weyerhaeuser Employee Service Center at 800.833.0030.

This document is only a summary and does not provide a complete description of the available benefits. Weyerhaeuser continues to reserve the right to amend, modify, suspend, or terminate any benefits in whole or in part, at any time and for any reason. Any amendments, modifications, suspensions, or termination of benefits for individuals covered by a collective bargaining agreement will be made in conjunction with the collective bargaining process. Nothing in this document creates a guarantee of current or future benefits or financial contributions/subsidies. Refer to your summary plan description or official plan document for a complete description of plan benefits.
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401(k) Plan  Eligible U.S. Participants
Effective January 1, 2012  3901  01/2012
ABOUT THIS SUMMARY PLAN DESCRIPTION

This summary plan description (SPD) provides a concise description of the Weyerhaeuser Salaried and Norpac 401(k) Plan and the Weyerhaeuser Hourly 401(k) Plan (“401(k) Plan” or the “Plan”) available to you effective January 1, 2012. This SPD contains detailed and important information about the 401(k) Plan. Every attempt has been made to communicate this information clearly and in easily understandable terms. Certain terms used to describe the 401(k) Plan are defined in the “Glossary.”

If there is any conflict between the information in this SPD and the legal Plan document, the legal Plan document will govern. Weyerhaeuser Company (“Weyerhaeuser” or the “Company”) or its applicable delegate has sole and absolute discretion and authority to interpret the terms of Weyerhaeuser employee benefit plans, resolve any ambiguities and inconsistencies in the 401(k) Plan, and make all decisions about eligibility for and entitlement to benefits.

Weyerhaeuser is the 401(k) Plan sponsor. Weyerhaeuser contracts with The Vanguard Group (“Vanguard”) to serve as recordkeeper, trustee, and investment fund manager for the 401(k) Plan. For more information about the 401(k) Plan and your account, call Vanguard at 800.523.1188 or go to the Vanguard website at www.vanguard.com. To use the website, you must register online for a password.

Weyerhaeuser intends to continue the 401(k) Plan described in this SPD indefinitely. It does, however, reserve the right to amend, modify, suspend, or terminate the 401(k) Plan, in whole or in part, at any time and for any reason. However, the 401(k) Plan cannot be changed in a way that would reduce benefits you have accrued before any change.

Esta Descripción de Resumen del Plan describe los beneficios bajo el plan y sus derechos, en el idioma inglés. Si tiene dificultades para entender alguna parte de esta Descripción de Resumen del Plan, por favor llame al Centro de Servicio para Empleados de Weyerhaeuser (Weyerhaeuser Employee Service Center) al 800.833.0030 y solicite hablar con un traductor. Los representantes se encuentran ahora disponibles de lunes a viernes, de 6:00 a.m. a 4:30 p.m., hora del Pacífico.

Securities and Exchange Commission (SEC) notice

This SPD constitutes part of a prospectus covering securities that have been registered under the Securities Act of 1933, as amended.

Updates

If Weyerhaeuser changes the 401(k) Plan, you will receive a summary of material modifications (SMM) document that describes the changes. SMMs and the Plan changes they describe become part of this SPD and, as such, should be kept with this SPD.
Need Help Planning Your Financial Future?
To help you and your family save for retirement, Vanguard offers many tools and resources including Financial Engines™, financial planning tools customized for Weyerhaeuser retirement plans:

Vanguard Financial Planning Services. Vanguard offers no cost financial planning services to participants who are age 45 and older with a balance in Weyerhaeuser’s 401(k) Plan. Services available from a Certified Financial Planner include retirement planning, estate planning, taxes, building a college savings fund, and general investment education. The CFP will prepare a personalized financial plan for employees who take advantage of the service. The plan will include:

- An asset allocation strategy.
- Specific investment choices for their entire portfolio.
- An analysis of whether their current savings will meet their retirement goals—and what to do if a shortfall is projected.
- An estimate of how much participants can safely spend each year in retirement.

Although eligible participants will receive home mailings that provide instructions, they may contact a CFP weekdays at 800-310-8952 from 8:30 a.m. to 8 p.m., Eastern time. While this free service is available only to employees age 45 and older, the planning services are also available to employees under 45 for a fee.

Personal Online Advisor. This web-based application is free of charge and is designed to help you estimate how much money you will need for retirement and what your retirement income will be based on your Plan benefit, 401(k) Plan savings, and other investments.

Vanguard Managed Account Program. This web-based application provides ongoing professional management for your 401(k) Plan investments. The service will select funds, invest money, and periodically make changes to your 401(k) Plan asset mix. The service will consider your benefit under this Plan and other investments when developing a personalized 401(k) Plan investment strategy. The annual fee for the program is based on a percentage of your 401(k) Plan assets, determined by your account balance.

Your retirement income may come from various sources such as the Weyerhaeuser 401(k) Plan, Social Security, personal savings, and other investments. Financial Engines™ projects what you can expect to receive at retirement from these plans in dollars. Based on your current investment strategy and other details you provide, this tool forecasts your chance of reaching your retirement goals as a percentage.

Financial Engines™ helps you assess how much risk you are taking with your current investment strategy and offers suggestions on how to improve your investment strategy for a better financial future. In a few easy steps, you can choose a new savings amount and obtain investment advice that may improve your estimated retirement income. Your new strategy will reflect any decisions/changes you make at each step. You can review your decisions before you implement your new strategy and receive an Advice Action Kit. Contact Vanguard for details.
PARTICIPATION

You are a participant if you have a balance in the Weyerhaeuser 401(k) Plan. You also may be a participant if you have a balance in the Plan as a result of a divorce decree, property settlement, or child-support order. This is called a Qualified Domestic Relations Order or QDRO. More information about QDROs is described in this booklet. You are no longer a participant in this 401(k) Plan if you were not a participant on record when your employment ended or were a participant when your employment ended but have subsequently taken a 401(k) Plan distribution.

How to Contact Vanguard

You may use Vanguard’s automated VOICE™ telephone system or online services to help you manage your account. You will need your confidential Vanguard personal identification number (PIN). If you do not already have a PIN, contact Vanguard at 800.523.1188 to request one be mailed to you. Your PIN allows you to use the Vanguard automated telephone system at 800.523.1188 or the Vanguard online services at www.vanguard.com. Vanguard Participant Services associates are available to talk with you from 5:30 a.m. to 6:00 p.m., Pacific time (8:30 a.m. to 9:00 p.m., Eastern time), Monday through Friday.

CHOOSING A BENEFICIARY

<table>
<thead>
<tr>
<th>Important</th>
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</thead>
<tbody>
<tr>
<td>It’s important to designate primary and secondary beneficiaries for your 401(k) Plan account and keep that designation current at all times. Your quarterly statement from Vanguard shows the names of your beneficiaries.</td>
</tr>
</tbody>
</table>

You may choose any beneficiary that you want. However, if you are married and want to name someone other than your legal spouse as a beneficiary, federal law requires that your spouse provide written consent in the presence of a notary public. The 401(k) Plan beneficiary designation form provides a section for spousal consent.

If you properly designate someone other than your legal spouse and you die, your vested 401(k) Plan account will be paid to the person or persons designated on your beneficiary designation form. If you have not named a beneficiary and are married when you die, your vested 401(k) Plan account will be paid to your spouse. If you have not named a beneficiary and are not married when you die (or if your spouse does not survive you), your vested 401(k) Plan account will be paid to your estate.

Designate your beneficiary(ies) online by accessing your account at www.vanguard.com or call Vanguard to obtain a 401(k) Plan beneficiary designation form.
CONTRIBUTIONS

Your Contributions
Because you are no longer employed by the Company, you may not make new contributions to your 401(k) Plan account. The pre-tax contributions you made while you were employed continue to remain tax-deferred. In certain situations, you may have made after-tax contributions in the 401(k) Plan. This may have occurred if you had an account in a plan that was merged into the 401(k) Plan due to an acquisition. The 401(k) Plan does not allow new after-tax contributions.

Rollover Contributions
You may roll over an eligible distribution from another qualified plan or a conduit individual retirement account (IRA) to the 401(k) Plan. (A conduit IRA holds only a distribution from a qualified retirement plan.) You may roll over your distribution either as a direct rollover or as an indirect rollover within 60 days after you receive the distribution.

Any amounts you roll over to your 401(k) Plan account are always fully vested. Contact Vanguard for additional information about rollover contributions.
VESTING

To be vested means you have earned the right to some or all of the company matching funds in your 401(k) Plan account. Generally, your vesting service began on your hire date and ended when your employment with Weyerhaeuser ended.

You earned a year of vesting service for each 12-month period you worked as an employee of Weyerhaeuser or most U.S. or Canadian subsidiaries. Service earned with another employer acquired by Weyerhaeuser may also have counted toward your years of vesting service. If you became a Weyerhaeuser employee as a result of an acquisition, you were provided with a summary of special vesting privileges applicable to you.

Although you are always 100% vested in any pre-tax and rollover contributions you made to the 401(k) Plan (plus investment earnings on those amounts), vesting for Company contributions generally depends on how long you worked for Weyerhaeuser.

If your Company employment ended before you were 100% vested, you forfeited some or all of any Company contributions made to your 401(k) Plan account. This forfeiture will occur on the earliest of the date you receive a distribution from the 401(k) Plan or five years after your employment ended. All forfeitures under the 401(k) Plan will be held in a special account and used to reduce Company contributions in succeeding years. The following chart outlines the years of vesting service and the percentage of Company contribution amounts vested at each vesting service level. Contact Vanguard if you have any questions about your vesting service under the Plan.

<table>
<thead>
<tr>
<th>Years of vesting service</th>
<th>Percentage of Company contributions you are entitled to receive*</th>
</tr>
</thead>
<tbody>
<tr>
<td>Less than 2</td>
<td>0%</td>
</tr>
<tr>
<td>2</td>
<td>20%</td>
</tr>
<tr>
<td>3</td>
<td>40%</td>
</tr>
<tr>
<td>4</td>
<td>60%</td>
</tr>
<tr>
<td>5</td>
<td>80%</td>
</tr>
<tr>
<td>6 or more</td>
<td>100%</td>
</tr>
</tbody>
</table>

* All dividends paid to the Weyerhaeuser Company Stock Fund after January 1, 2002, are 100% vested.

Automatic Vesting of Company Contributions

You became 100% vested in Company contributions, regardless of your years of vesting service, if any of the following special events occurred:

- You reached age 65 while employed by Weyerhaeuser.
- You qualified for early retirement or normal retirement under the terms of a Weyerhaeuser defined benefit pension plan.
You ended your employment with the Company at age 55 or older with 10 or more years of service.

You became totally and permanently disabled while employed by the Company.

You ended employment with Weyerhaeuser due to involuntary termination other than for a violation of the Company Employee Conduct Policy.

Weyerhaeuser terminates the 401(k) Plan.

Special Vesting Rules
In the following situations you may be 100% vested regardless of your years of vesting service under the 401(k) Plan:

- **Company matching contributions.** If you were a U.S. Weyerhaeuser employee on January 1, 2002, you are 100% vested in any Company matching contributions until your employment ended. If you became a U.S. Weyerhaeuser employee after January 1, 2002, you vested in Company matching contributions based on your years of vesting service through your last date of employment.

- **Performance Share contributions.** You are 100% vested in Performance Share contributions under the 401(k) Plan if, on December 31, 2005, one of the following applied:
  - You were eligible for contributions under the former Weyerhaeuser Company Performance Share Plan (PSP).
  - You were a former employee with a balance in the PSP.

If you became eligible for PSC on or after January 1, 2006 (or the 401(k) Plan on or after July 6, 2006), you became vested in Performance Share contributions based on your years of vesting service.
INVESTING YOUR ACCOUNT

Important

Before deciding how to invest your account, be aware that all investments involve a degree of risk. The value of an investment can go up or down. There is no assurance that a fund will reach its stated objective, and past performance is not a guarantee of future results. None of these funds are insured or guaranteed by the government or any other entity, including Weyerhaeuser.

The investment options have different objectives, strategies, levels of risk, and historical returns. In addition, all the funds have investment management fees that are deducted from the investment earnings of the fund. Weyerhaeuser pays the miscellaneous recordkeeping fees associated with administering the 401(k) Plan. However, Weyerhaeuser reserves the option to have the trust or participants pay some or all of these fees including fees for Qualified Domestic Relations Orders.

Prior to January 1, 2010, Company matching contributions were invested in the Weyerhaeuser Company Stock Fund. After January 1, 2010, Company matching contributions were invested in the same funds that you chose for your contributions. You may transfer matching contributions out of the funds as initially invested to any of the 401(k) Plan’s other investment fund offerings at any time.

Investment Options

Important

The following descriptions are for informational purposes only and are not a solicitation or prospectus. You should read other sections of this SPD for special rules and information about certain investment funds available under the 401(k) Plan.

You may obtain fund fact sheets for each investment option by calling Vanguard at 800.523.1188. These fact sheets provide general descriptions of the funds and fees or expenses associated with each fund. You should obtain and carefully read a copy of the fund prospectus before deciding to invest. Vanguard will automatically send you copies of the prospectuses for the 401(k) Plan funds in which you invest. You may also go to www.vanguard.com or call Vanguard for a prospectus and/or other fund information.

You have several investment options from which to invest. These include core funds and target retirement funds.
CORE FUNDS
Core funds are individual fund offerings from which you can select your investment portfolio.

The core investment funds under the 401(k) Plan allow you to select one or more individual funds in which to invest. This chart outlines available funds and gives a general description of each as of January 3, 2012. Because the holdings within each fund and indexes are subject to change, you are encouraged to contact Vanguard by phone or online for the latest fund information.

<table>
<thead>
<tr>
<th>Option (ticker symbol)</th>
<th>Investment type</th>
<th>Objective</th>
<th>Potential degree of market risk</th>
</tr>
</thead>
<tbody>
<tr>
<td>Vanguard® Prime Money Market Fund (VMMXX)</td>
<td>Money market fund</td>
<td>Invests in short-term, high-quality money market instruments issued by financial institutions, non-financial corporations, the U.S. government, and federal agencies.</td>
<td>Low</td>
</tr>
<tr>
<td>Weyerhaeuser Stable Value Fund (n/a)</td>
<td>Fixed interest rate contracts</td>
<td>Managed for Weyerhaeuser by Vanguard; invests in investment contracts issued and backed by financial institutions. It also invests in “alternative” investment contracts backed by high-quality bonds and bond funds owned by the Weyerhaeuser Stable Value Fund.</td>
<td>Low</td>
</tr>
<tr>
<td>Vanguard® Total Bond Market Index Fund (VBMFX)</td>
<td>Bond fund</td>
<td>Attempts to track the performance of the Barclays Capital U.S. Aggregate Float Adjusted Bond Index. The index measures a wide spectrum of public, investment-grade, taxable, fixed income securities in the United States-including government, corporate, and international dollar-denominated bonds, as well as mortgage-backed and asset-backed securities, all with maturities of more than 1 year.</td>
<td>Low to moderate</td>
</tr>
<tr>
<td>Vanguard® Wellesley® Income Fund (VWINX)</td>
<td>Balanced fund (bond income and stock income and growth)</td>
<td>Assets are divided between bonds and common stocks, with 60% to 65% of its assets in investment-grade corporate, U.S. Treasury, and government agency bonds, as well as mortgage-backed securities and the remainder in companies that have a history of above-average dividends or expectations of increasing dividends.</td>
<td>Moderate</td>
</tr>
<tr>
<td>Option (ticker symbol)</td>
<td>Investment type</td>
<td>Objective</td>
<td>Potential degree of market risk</td>
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</tr>
<tr>
<td>Vanguard® 500 Index Fund (VFINX)</td>
<td>Growth and income fund (large company stocks)</td>
<td>Holds all 500 stocks that make up the Standard &amp; Poor's 500 Index in proportion to their weighting in the index. The fund attempts to match the performance of the 500 Index, a widely recognized benchmark of U.S. stock market performance, by investing all, or substantially all, of its assets in stocks that make up the index.*</td>
<td>Moderate to high</td>
</tr>
<tr>
<td>Vanguard® Extended Market Index Fund (VEXMX)</td>
<td>Growth fund (medium and small company stocks)</td>
<td>Attempts to match the performance of the Standard &amp; Poor's Completion Index, an unmanaged, broadly diversified index mostly made up of small and mid-size capitalization companies.</td>
<td>High</td>
</tr>
<tr>
<td>Vanguard® Total International Stock Index Fund (VGTSX)</td>
<td>International growth fund (European, Pacific, and emerging markets stocks)</td>
<td>The fund seeks to track the performance of the MSCI EAFE + Emerging Markets Index, which is a weighted blend of the stocks in the MSCI Europe Index, MSCI Pacific Index, and the MSCI Emerging Markets Index. The fund holds a broadly diversified collection of securities that, in the aggregate, approximates the full index in terms of key characteristics. These key characteristics include industry weightings, country weightings, and market capitalization, as well as certain financial measures, such as price/earnings ratio and dividend yield.</td>
<td>High</td>
</tr>
<tr>
<td>Weyerhaeuser Company Stock Fund (WY)</td>
<td>Weyerhaeuser Company stock fund</td>
<td>Attempts to approximate performance of the stock of one company: Weyerhaeuser. This fund will rise or fall depending on the performance of Weyerhaeuser as well as industry and national economic trends affecting its businesses.</td>
<td>High</td>
</tr>
</tbody>
</table>

* Standard & Poor's®, S&P®, S&P 500®, Standard & Poor's 500 and 500 are trademarks of The McGraw-Hill Companies, Inc., and have been licensed for use by The Vanguard Group, Inc. Vanguard investment funds are not sponsored, endorsed, sold, or promoted by Standard & Poor’s, and Standard & Poor’s makes no representation about the advisability of investing in the funds.
TARGET RETIREMENT FUNDS

Target retirement funds are keyed to your estimated retirement date and provide a built-in investment plan over time. They are more aggressive investing during your younger years and gradually move to a more conservative investment strategy as you approach your target retirement age.

The target retirement funds under the 401(k) Plan allow you to select a single investment strategy for your accounts based on your projected retirement date. These funds invest in a combination of U.S. stocks, international stocks, bonds, and cash, all allocated according to a comprehensive asset allocation strategy based on a targeted retirement date.

Each fund matches the time horizon to retirement and automatically rebalances each year to a more conservative strategy by decreasing your stock allocation and increasing your bond allocation as your target retirement date gets closer. For example, if you invest in the 2050 Fund, your investment strategy will become more conservative as the year 2050 approaches.

<table>
<thead>
<tr>
<th>Option</th>
<th>Approximate allocation</th>
<th>For those planning to retire</th>
<th>Risk level</th>
</tr>
</thead>
<tbody>
<tr>
<td>Vanguard® Target Retirement Income Fund (VTINX)</td>
<td>30% stocks, 65% bonds, 5% short-term reserves</td>
<td>In the immediate future</td>
<td>Conservative to Moderate</td>
</tr>
<tr>
<td>Vanguard® Target Retirement 2010 Fund (VTENX)</td>
<td>51% stocks, 49% bonds</td>
<td>Near 2010</td>
<td>Moderate</td>
</tr>
<tr>
<td>Vanguard® Target Retirement 2015 Fund (VTXVX)</td>
<td>61% stocks, 39% bonds</td>
<td>Near 2015</td>
<td>Moderate</td>
</tr>
<tr>
<td>Vanguard® Target Retirement 2020 Fund (VTWNX)</td>
<td>68% stocks, 32% bonds</td>
<td>Near 2020</td>
<td>Moderate</td>
</tr>
<tr>
<td>Vanguard® Target Retirement 2025 Fund (VTTVX)</td>
<td>75% stocks, 25% bonds</td>
<td>Near 2025</td>
<td>Moderate</td>
</tr>
<tr>
<td>Vanguard® Target Retirement 2030 Fund (VTHRX)</td>
<td>83% stocks, 17% bonds</td>
<td>Near 2030</td>
<td>Moderate to aggressive</td>
</tr>
<tr>
<td>Vanguard® Target Retirement 2035 Fund (VTTHX)</td>
<td>90% stocks, 10% bonds</td>
<td>Near 2035</td>
<td>Moderate to aggressive</td>
</tr>
<tr>
<td>Vanguard® Target Retirement 2040 Fund (VFORX)</td>
<td>90% stocks, 10% bonds</td>
<td>Near 2040</td>
<td>Moderate to aggressive</td>
</tr>
<tr>
<td>Vanguard® Target Retirement 2045 Fund (VTIVX)</td>
<td>90% stocks, 10% bonds</td>
<td>Near 2045</td>
<td>Moderate to aggressive</td>
</tr>
<tr>
<td>Vanguard® Target Retirement 2050 Fund (VFIFX)</td>
<td>90% stocks, 10% bonds</td>
<td>Near 2050</td>
<td>Moderate to aggressive</td>
</tr>
<tr>
<td>Option</td>
<td>Approximate allocation</td>
<td>For those planning to retire</td>
<td>Risk level</td>
</tr>
<tr>
<td>--------------------------------------------</td>
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</tr>
<tr>
<td>Vanguard® Target Retirement 2055 Fund (VFFVX)</td>
<td>90% stocks, 10% bonds</td>
<td>Near 2055</td>
<td>Moderate to aggressive</td>
</tr>
<tr>
<td>Vanguard® Target Retirement 2060 Fund (VTTSX)</td>
<td>90% stocks, 10% bonds</td>
<td>Near 2060</td>
<td>Moderate to aggressive</td>
</tr>
</tbody>
</table>

**ABOUT THE WEYERHAEUSER COMPANY STOCK FUND**

**Important**

Investing heavily in the Weyerhaeuser Company Stock Fund does not represent a balanced approach to retirement investing. Its performance may be highly volatile and may be subject to loss of principal. To invest in this fund you should be willing to accept the higher risk of a non-diversified investment.

The goal of the Weyerhaeuser Company Stock Fund is to realize the approximate performance of the stock of one company: Weyerhaeuser Company. This fund rises or falls depending on the performance of Weyerhaeuser as well as industry and national economic trends affecting Weyerhaeuser’s businesses. Because this fund holds a small amount of cash, investment performance will not be exactly equal to the performance of actual shares of Weyerhaeuser Common Stock.

For recordkeeping purposes, the Weyerhaeuser Company Stock Fund is divided into fund units. Each “unit” allocated to your account represents a portion of your ownership in the fund. Your quarterly statement will show the approximate number of whole shares of Company stock these units represent. The fact that Weyerhaeuser offers the Weyerhaeuser Company Stock Fund should not be viewed as a recommendation. Your choice of investments should be driven by factors such as your personal financial goals, your ability to tolerate risk, and the time horizon during which you have to invest.

**Weyerhaeuser Company Stock Fund Prospectus**

This SPD incorporates by reference the prospectus for the Weyerhaeuser Company Stock Fund, which is invested primarily in shares of Weyerhaeuser Company Common Stock. A copy of the latest prospectus is available from Vanguard.

Weyerhaeuser is subject to the informational requirements of the Securities Exchange Act of 1934, as amended, and files reports, proxy statements, and other information with the Securities and Exchange Commission (SEC). The Company information filed with the SEC can be viewed electronically through the Electronic Data Gathering of the SEC, Analysis and Retrieval (EDGAR) system, available at [www.sec.gov](http://www.sec.gov). The website includes various reports and other information, including electronic filings with the SEC on Forms 10-K, 10-Q, and 8-K. You also may read and copy any document filed at the public reference room of the SEC in Washington, D.C. Call the SEC at
Weyerhaeuser has filed registration statements with the SEC (Registration nos. 333-182224-333-182810) on Form S-8 under the Securities Act of 1933, as amended, with respect to the shares of common stock within the Weyerhaeuser Company Stock Fund. This prospectus does not contain all the information set forth in the registration statement, some of which has been omitted in accordance with SEC rules and regulations.

In this prospectus, the SEC allows the Company to incorporate by reference information it files. This means the Company can disclose important information by referring you to another document that has been filed separately. Statements contained in this prospectus or in any document incorporated by reference are not necessarily complete. See the reports, proxy statements, and other information filed with the SEC for details. Information incorporated by reference is deemed to be a part of this prospectus.

Receiving Cash Dividends
A cash dividend is a cash payment to the shareholders of a corporation, distributed from current earnings or accumulated profits. Generally, dividends are paid on a quarterly basis.

Dividends on shares of Weyerhaeuser Company common stock held inside the Weyerhaeuser Company Stock Fund are paid if declared by Weyerhaeuser’s Board of Directors.

You have the choice of receiving dividends from the Weyerhaeuser Company Stock Fund in cash or having those dividends automatically reinvested in the fund. If you take your dividends in cash, they are taxed at ordinary tax rates. These dividends are not qualified dividends eligible for a lower tax rate. For more information, or to elect to receive cash dividends, contact Vanguard. If Vanguard does not receive a dividend election from you, your dividends will be automatically reinvested in your account.

Any time during the year, you may notify Vanguard if you wish to change your dividend election (whether the change is to begin receiving cash payments or to have the dividends reinvested in your account). Your notification must be received five days before the dividend payment date for your election to take effect on the next quarterly dividend payment. If you take a withdrawal or distribution from your account that includes money from the Company Stock Fund within 14 days of a dividend payment date, the dividend will be paid in cash. You must contact Vanguard after the dividend payment date if you want to change your dividend election. In the case of a QDRO, the plan is required to automatically reinvest all dividends.
Special Rights Under the Weyerhaeuser Company Stock Fund

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<th>Important</th>
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<td>Regardless of your vesting percentage, if any portion of your 401(k) Plan account is invested in the Weyerhaeuser Company Stock Fund, you may have special voting rights with respect to shares of Company stock held by the 401(k) Plan trustee. Periodically you will receive information about these voting rights and any other rights you may have based on investments in the Weyerhaeuser Company Stock Fund.</td>
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If you do not direct the trustee about how to vote in a certain matter, the trustee will vote on your behalf based on how other 401(k) Plan participants responded. For example, if 80% of the participants voted “yes,” then 80% of your equivalent units are voted “yes.”

In the case of a tender offer (or similar offer) that is extended to 401(k) Plan participants, shares of Weyerhaeuser stock associated with your investment in the Weyerhaeuser Company Stock Fund will not be tendered unless you provide explicit direction to do so. Information about your voting direction is kept confidential from the Company and all other persons, except to the extent that disclosure is required or unavoidable for compliance reasons.

Investment Earnings (and Losses)

Dividends, capital gains, and other investment earnings on your investments are automatically reinvested in the respective investment funds. Likewise, investment losses are applied to the respective investment funds. The only exception is the election of cash dividends from the Weyerhaeuser Company Stock Fund.
MANAGING YOUR ACCOUNT

As the amount in your 401(k) Plan account or your financial situation changes, the 401(k) Plan allows you to move funds from one investment fund to another on any business day. (There are certain restrictions for fund transfers between some of the funds.) by calling Vanguard or accessing your account at www.vanguard.com. Vanguard will send you a written confirmation of the changes you make. You must initiate your transaction before 1:00 p.m. Pacific time (4:00 p.m., Eastern time) on a day the stock market is open for business to receive the closing share price for that trading day. The only exception is when an extraordinary level of participant transaction activity in the Weyerhaeuser Company Stock Fund causes a significant trading impact. In this event, the share price received may vary from the closing price for that trading day.

You may request a change to the way your current balance is invested anytime. This type of investment change is referred to as a “fund transfer.” It allows you to move money that has already been invested in the 401(k) Plan from one fund to another in whole percentages or dollar amounts. You may request a fund transfer through www.vanguard.com or by calling Vanguard Participant Services.

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<th>Fund transfer restrictions</th>
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<td>Fund transfers between certain 401(k) Plan investment funds are subject to specific restrictions. You may not:</td>
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<td>• Transfer funds out of the Stable Value Fund directly to either the Company Stock Fund or the Prime Money Market Fund. You are allowed to transfer funds out of the Stable Value Fund directly to any other investment funds offered in the Plan. However, after a transfer out of the Stable Value Fund, you may not transfer funds into the Company Stock Fund or the Prime Money Market Fund until after a 90-day waiting period.</td>
</tr>
<tr>
<td>• Transfer funds out of the Weyerhaeuser Stable Value Fund and move them to the Vanguard Prime Money Market Fund or the Weyerhaeuser Company Stock Fund.</td>
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In addition to these restrictions, the Vanguard mutual funds offered in the 401(k) Plan also impose restrictions to discourage frequent trading. For example, if you elect to transfer out of a Vanguard investment fund you may be prohibited from transferring back into that fund for a certain period of time. Also, some investment funds may charge a fee if you transfer out of them before satisfying a minimum holding period. Please refer to the current prospectus of each investment fund for information about restrictions designed to deter excessive fund transfer activity. Prospectuses and other information for all 401(k) Plan investment funds are available from Vanguard.
Track Your Account
The value of your 401(k) Plan account is updated at the close of each day that the stock markets trade. You will receive a printed account statement from Vanguard shortly after the end of each calendar quarter to help you track your contributions, investment returns, and account balance. You can also receive your quarterly account statements electronically; contact Vanguard for details. Online statements will reach you sooner than mailed copies and will also save the Company money in mailing costs. You also may obtain up-to-date information about your 401(k) Plan account balance and initiate transactions by calling Vanguard or visiting www.vanguard.com.
You need to register online for a password at the Vanguard website by using your Vanguard PIN.

Diversification
A key element in protecting your retirement benefits is diversification, which means money is allocated among several different investments to reduce the potential for overall losses caused by a loss from any one investment. You should periodically review all of your investments, including the investments in your 401(k) Plan account to ensure appropriate diversification.

The 401(k) Plan offers a broad spectrum of investment options that are designed to help you diversify across stocks, bonds, and cash. So, as you implement your own investment strategy, you have the option to change how your account is invested.

If your review of the diversification and allocation of your contributions leaves you concerned about the amount you hold in the Weyerhaeuser Company Stock Fund or any other single core fund, you may want to consider transferring a portion of your Weyerhaeuser Company Stock Fund balance to other funds.

For assistance with evaluating your level of investment risk, Vanguard provides investment guides and tools at www.vanguard.com. You may also call Vanguard to request investment guides or review the information described in “Need Help Planning Your Financial Future?” for more information.
RECEIVING A DISTRIBUTION AFTER YOU LEAVE THE COMPANY

You may receive all your own contributions and the vested portion of your Company contributions from your 401(k) Plan account when you leave the company.

If you have not reached age 65 (normal retirement age under the 401(k) Plan) when you leave the company, you may leave the money in your account and take a distribution any time up to age 65 in the form of a lump-sum payment or rollover to a traditional IRA or Roth IRA or another qualified retirement plan.

If your employment ended because of retirement or total and permanent disability, you may choose to have the money paid to you as a lump-sum payment that is rolled over to a traditional IRA, Roth IRA or another qualified retirement plan that will accept a rollover or paid to you in annual installment payments over five years. (Installment payments must begin no later than 60 days after the end of the calendar year following your retirement or age 65, if later, and cannot extend over a period longer than your life expectancy.)

Important

Special distribution rules and forms of payment may apply if you were an employee of a company that was acquired by Weyerhaeuser and you participated in the retirement plan of that acquired company. Contact Vanguard for more information.

REQUESTING AND RECEIVING A DISTRIBUTION

When you want to initiate a distribution, call Vanguard or go online to www.vanguard.com. From there you will need to indicate how you would like to receive your distribution (i.e., payment to you or rollover to a traditional IRA or another qualified retirement plan). Vanguard will mail you a check within seven business days of receiving your completed forms or deposit your funds electronically as outlined when you complete the distribution request.

Distribution of your Weyerhaeuser Company Stock Fund balance

You may choose to have the portion of your account balance that is attributable to Weyerhaeuser Company common stock paid to you in cash or as shares of Weyerhaeuser stock. If you choose stock, fractional shares are paid in cash. The portion of your account invested in other investment funds will be paid in cash.
If You Left the Company After Age 65

If you left the Company on or after reaching age 65, generally you will receive the distribution of your 401(k) Plan account when you retire. To receive your distribution or roll it over to an individual retirement account (IRA) or another qualified retirement plan that will accept a rollover, you must provide your elections to Vanguard. If you do not make an election, Vanguard will treat your account balance as described above.

If You Die

If you die before receiving your entire 401(k) Plan account balance, your beneficiary will receive the balance in a single lump-sum payment.

If your beneficiary is your surviving spouse, he or she may have the distribution rolled over to an individual retirement account (IRA) or another qualified retirement plan that will accept a rollover. Non-spouse beneficiaries may have the distribution rolled over to an inherited IRA (i.e., an IRA that is established for the purpose of receiving the distribution on behalf of the non-spouse beneficiary). If you are single when you die and you have not named a beneficiary, your distribution will be paid to your estate.

Taxes

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<td>The taxes you pay on distributions from the 401(k) Plan will vary depending on your age, the tax rates in effect at the time of the distribution, and possibly other factors.</td>
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In general, you do not pay federal income taxes on your account balance while it is held in the 401(k) Plan. You do pay taxes when you receive a payment from the 401(k) Plan. The following guidelines apply:

- You will not pay taxes on any after-tax contributions you made to the 401(k) Plan as these funds have already been taxed. However, investment earnings on after-tax contributions are taxable. Also, you may be able to rollover your after-tax contributions (and earnings), but special limitations may apply and some IRAs and other qualified retirement plans do not accept after-tax rollovers. Consult a tax advisor for guidance.

- Federal income tax withholding of 20% will be applied to most distributions paid to you, unless you make a direct rollover. This withholding is mandatory even if you deposit the distribution in an individual retirement account (IRA) or another qualified retirement plan that will accept a rollover within 60 days. State income tax withholding may also be required.

- There is no tax withholding on amounts paid directly to an IRA or another qualified retirement plan that will accept a rollover (“direct rollover”) because you do not personally receive the money. The payment will be sent to you in the name of your IRA or another qualified retirement plan for deposit.
• Most distributions you take from the 401(k) Plan before age 59½ are subject to a 10% early-withdrawal tax penalty if you do not roll them over to a traditional IRA or another qualified retirement plan that will accept a rollover. (This penalty tax is in addition to applicable federal or state income taxes.) Exceptions include:
  – Distributions that are made after your employment ends if you are at least age 55 during that year.
  – Distributions resulting from your total and permanent disability or death.
  – In some cases, distributions for taxable medical expenses.
  – Distributions due to a Qualified Domestic Relations Order (QDRO).
  – Distributions due to an Internal Revenue Service (IRS) tax levy.

• You may be able to take advantage of a special tax treatment on the distribution of your investment in the Weyerhaeuser Company Stock Fund if you receive the stock as part of a lump-sum distribution from the 401(k) Plan. Consult a tax advisor before requesting a distribution from the 401(k) Plan or electing to diversify out of the Weyerhaeuser Company Stock Fund.

• If you were born before January 1, 1936, and you receive a lump-sum distribution from the 401(k) Plan after you leave Weyerhaeuser or die, you (or your surviving spouse) may be eligible for favorable income-averaging tax treatment.

This tax information is only a general guide. You will receive a complete summary of current IRS tax rules when you request a withdrawal or distribution from the 401(k) Plan. You may also obtain these rules anytime by going to www.vanguard.com or calling Vanguard.

Regardless, you are encouraged to consult a tax advisor for specific information on how federal and state tax laws affect 401(k) Plan distributions in your situation. Federal income tax laws and regulations are complex and change frequently.
HOW VESTING WORKS IF YOU ARE REHIRED

If you are rehired by the Company after your employment ended, your vesting status in the 401(k) Plan after being rehired will depend on what your vested percentage was when you left Weyerhaeuser:

- If you were 100% vested, you will be 100% vested in your accounts upon your return.

- If you were previously 100% vested because of an involuntary termination, your account balance will continue to be 100% vested upon your return. Future contributions will be vested according to your years of service with Weyerhaeuser and the current vesting schedule.

- If you were not 100% vested, your prior years of vesting service will count toward vesting upon your return.

- If you were gone less than one year, your vesting service will be treated as if you never left.

If you are rehired within five years of the date your employment ended, any Company matching contributions you forfeited will automatically be returned to your account.
RULES AND REGULATIONS

This section describes certain rules and regulations that affect you as a 401(k) Plan participant.

Your Rights Under ERISA

As a 401(k) Plan participant, you are entitled to certain rights and protections under the Employee Retirement Income Security Act of 1974, as amended (ERISA) that entitle you to:

- Examine, at the 401(k) Plan administrator’s office and other specified locations, including work sites and union halls, if applicable, without charge, all 401(k) Plan documents governing the 401(k) Plan. These documents may include insurance contracts and certificates, collective bargaining agreements, if any, and the latest annual report (Form 5500 Series) filed by the Plan with the U.S. Department of Labor and available at the Public Disclosure Room of the Employee Benefits Security Administration.

- Obtain, after sending a written request to the 401(k) Plan administrator, copies of documents governing the operation of the 401(k) Plan, including insurance contracts and certificates, collective bargaining agreements, if any, and copies of the latest annual report (Form 5500 Series) and updated SPD. You may be asked to pay a fee for the copies.

- Receive a written summary of the 401(k) Plan’s latest annual report (Form 5500 Series). The 401(k) Plan administrator is required by law to provide each participant with a copy of this summary annual report.

- Obtain a statement that indicates whether you have a right to receive benefits at normal retirement age and, if so, what your benefits would be at normal retirement age if you stop working under the 401(k) Plan now. If you are not fully vested, the statement will indicate how many years you have to work to be fully vested. This statement must be requested in writing and is not required to be given more than once every 12 months. The 401(k) Plan must provide the statement free of charge.

In addition to creating rights for 401(k) Plan participants, ERISA imposes certain duties on the people responsible for the operation of the 401(k) Plan. The people who operate the 401(k) Plan, called “fiduciaries,” have a duty to do so prudently and in the best interest of you and other 401(k) Plan participants and beneficiaries. No one, including your employer, your union, if applicable, or any other person, may fire you or otherwise discriminate against you in any way to prevent you from obtaining a benefit or exercising your rights under ERISA.

If your claim for a benefit is denied or ignored, in whole or in part, you have a right to know why this was done, to obtain copies of documents relating to the decision without charge, and to appeal any denial, all within certain time schedules.
Under ERISA, there are several steps you can take to enforce your rights. For instance, if you request a copy of 401(k) Plan documents or the latest annual report (Form 5500 Series) from the 401(k) Plan and do not receive it within 30 days, you may file suit in a federal court. In such a case, the court may require the 401(k) Plan administrator to provide the materials and pay you up to $110 a day until you receive the materials, unless the materials were not sent because of reasons beyond the 401(k) Plan administrator’s control.

If you have a claim for benefits that is denied or ignored, in whole or in part, you may file suit in a state or federal court. If 401(k) Plan fiduciaries misuse the 401(k) Plan’s money, or if you are discriminated against for asserting your rights, you may seek assistance from the U.S. Department of Labor, or you may file suit in a federal court. The court will decide who should pay court costs and legal fees. If you are successful, the court may order the person you sued to pay these costs and fees. If you lose, the court may order you to pay these costs and fees if, for example, it finds your claim is frivolous.

If you have questions about the 401(k) Plan, contact the 401(k) Plan administrator. If you have questions about this statement or your rights under ERISA, or if you need assistance in obtaining documents from the 401(k) Plan administrator, contact the nearest office of the Employee Benefits Security Administration, U.S. Department of Labor, listed in your telephone directory. You may also contact:

Division of Technical Assistance and Inquiries
Employee Benefits Security Administration
U.S. Department of Labor
200 Constitution Ave. NW
Washington, DC 20210

You may also obtain certain publications about your rights and responsibilities under ERISA by calling the publications hotline of the Employee Benefits Security Administration.

Your Investment Decisions
The Company intends for the 401(k) Plan to meet the requirements of Section 404(c) of the Employee Retirement Income Security Act of 1974, as amended (ERISA), and allows you to direct the investment of your account in a manner that complies with those rules. Because you supervise and direct how your account is invested, the 401(k) Plan fiduciaries may be relieved of liability for losses, if any, that occur as a direct result of your investment instructions.

Section 404(c) generally requires that the 401(k) Plan fiduciaries select appropriate investment funds as alternatives and to make available certain information about the 401(k) Plan. You have the right to obtain the following upon request:

- A description of the annual operating expenses for each investment fund that reduces the rate of return to participants and beneficiaries, as well as the total amount of those expenses expressed as a percentage of average net assets of the investment fund.
Copies of prospectuses, financial statements, reports, and other materials relating to the investment funds, to the extent that Internal Revenue Code (IRC) information is provided to the 401(k) Plan.

A list of assets comprising the portfolio of each investment fund and the value of each asset.

Information about the value of shares in each investment fund as well as the past and current investment performance of such funds – determined net of expenses.

Information about the value of shares in the investment funds held in the account of a participant.

Qualified Domestic Relations Orders (QDROs)
Federal law protects your 401(k) Plan benefit from assignment and transfer to others. However, the Retirement Equity Act of 1984, as amended, specifically provides that this protection not apply to Qualified Domestic Relations Orders (QDROs). A QDRO is a court order, such as certain divorce decrees, property settlements, and child-support orders that satisfies requirements of the Internal Revenue Code (IRC). If a court order of this type is received, you will be advised in writing. The Plan currently charges a fee of $525 for reviewing and qualifying an order and subsequently splitting an account. A reduced fee of $500 is charged if the review is being performed for both this account and your pension account benefit. The fee is charged to your 401(k) account.

If the 401(k) Plan receives notice that a QDRO is being sought and your 401(k) Plan benefit may be affected, a hold may be placed on 401(k) Plan benefit payments, as applicable, for a period described in the 401(k) Plan QDRO procedures. You will be notified if Weyerhaeuser places a hold on your 401(k) Plan benefit payments. For a free copy of the 401(k) Plan QDRO procedures, call Vanguard.

Loss or Denial of Benefits
You and/or your beneficiary may lose some or all of your 401(k) Plan benefit if:

- You do not qualify for benefits under the terms of the 401(k) Plan.
- Your employment with Weyerhaeuser ended before you were 100% vested.
- You had compensation or contributions limited under maximums established by law or under the terms of the 401(k) Plan.
- You do not request distributions from the 401(k) Plan, or you do not complete the required paperwork, including any necessary spousal consent, you will not receive payments (unless required by law or the terms of the 401(k) Plan) or you may have those payments delayed.
- The address shown for you or your beneficiary in the 401(k) Plan’s records is incorrect. In such cases, 401(k) Plan benefit payments may be delayed. It is your responsibility (and your beneficiary’s in the case of your death) to provide Vanguard with a current address after your employment with Weyerhaeuser has ended.
- Your 401(k) Plan benefit is subject to a Qualified Domestic Relations Order (QDRO). (See “Qualified Domestic Relations Orders” for details.)

- An error occurs in determining 401(k) Plan benefits. This may be due to incorrect or incomplete data or other reasons. If an error is discovered, it will be corrected. Overpayments resulting from an error may be deducted from future payments, if any. If you receive an overpayment, you will be required to repay the 401(k) Plan.

Your Duty to Review Information
You will receive periodic information about your 401(k) Plan benefits (e.g., benefit statements and confirmation letters).

You are responsible for promptly reviewing information you receive about the 401(k) Plan. If you have questions or believe the information is incorrect in any way, you must notify Weyerhaeuser or Vanguard within 60 days after you receive the information.

Weyerhaeuser or Vanguard will not be responsible for any mistakes or losses unless you bring them to the attention of the Plan Administrator within the 60-day time period. Most inquiries will be resolved informally, and your initial inquiry is not considered to be a formal claim under the terms of the 401(k) Plan. If the response to your inquiry does not resolve the matter to your satisfaction, you must file a formal, written claim for benefits within 60 days after the decision on your inquiry in accordance with the claim procedures.

CLAIMS REVIEW AND APPEALS PROCEDURE
- The 401(k) Plan uses the following procedures when making decisions on claims and appeals. The procedures also include rules that you must follow to properly report a claim and appeal the denial of a claim under the Plan. Any reduction, denial, or termination of benefits will be treated as a claim denial and will be subject to the rules in the claim and appeals procedures. If you are denied eligibility to participate in the Plan, you can appeal that decision using the procedures. You may not sue in court for Plan benefits until you complete all the claim and appeal procedures.

- Claims and appeals for eligibility and participation in the Plan are administered by the Weyerhaeuser Employee Benefit Appeals Committee. Claims and appeals for payment of benefits under the Plan are administered by Vanguard and Weyerhaeuser Employee Benefit Appeals Committee.

FILING A CLAIM
If you believe there is an error in your account or in a distribution of your 401(k) Plan benefits, that you are entitled to a different 401(k) Plan benefit, disagree with any determination that has been made reflecting your 401(k) Plan benefit, or have a complaint about the 401(k) Plan, you (or your authorized representative) may submit a claim in writing for a review by Vanguard. Your written claim must be filed within 60 days after you first receive the information on which the claim is based. Your claim should explain, as best you can, what you want and why you believe you are entitled to it, and should include copies of any relevant documents. Formal claim submissions should be sent to:
The Vanguard Group  
PO Box 1101  
Valley Forge, PA 19482

You will be notified in writing within 90 days after the claim is received. Some claims may require an additional 90 days to review because of special circumstances. You will be notified if additional time is required to review your claim. If Vanguard fails to respond to the claim in a timely manner, you may treat the claim as having been denied.

If your claim is denied, the written notice sent to you will include:

- The specific reason for the denial of your claim.
- Specific reference to the appropriate 401(k) Plan provisions on which the denial is based.
- A description of additional material or information necessary for you to substantiate the claim and an explanation about why such material or information is necessary.
- A statement that you will be provided, upon request and free of charge, reasonable access to, and copies of, all documents, records, and other information relevant to your claim.
- An explanation of the appeal procedure.

**CLAIMS APPEAL PROCESS**

Within 60 days after receiving a denial of your claims from Vanguard, you or your representative has a right to review the 401(k) Plan documents and appeal the decision by submitting a written appeal to the Weyerhaeuser Employee Benefit Appeals Committee. To do this, you must:

- State in writing why you believe your request should not have been denied or why the payment should be different.
- Submit written comments, documents, records, and other information necessary to support your appeal.
- Send the appeal and copies of any supporting documentation to:
  
  Weyerhaeuser  
  Employee Benefit Appeals Committee Chairperson  
  CH 3K33  
  PO Box 9777  
  Federal Way, WA 98063-9777

Your appeal will be decided based on information you provide in your submission to the Weyerhaeuser Employee Benefit Appeals Committee, so you should ensure that your submission is complete. You may request copies of (or reasonable access to) all pertinent 401(k) Plan documents and other information relevant to your claim for benefits free of charge.
The Weyerhaeuser Employee Benefit Appeals Committee will:

- Review your appeal and supporting documentation.
- Notify you of its decision, normally within 60 days after receiving your appeal. If special circumstances warrant an extension, you will be notified of this in writing, and the decision will be made not later than 120 days after your appeal is received. If you do not receive a decision within the specified time, you should assume that your claim or appeal was denied on the date the specified time expired.

If your claim for benefits is denied, the Weyerhaeuser Employee Benefit Appeals Committee will give you in writing:

- The specific reason for the denial of your claim.
- Specific reference to the appropriate 401(k) Plan provisions on which the denial is based.
- A statement that you will be provided, upon request and free of charge, reasonable access to, and copies of, all documents, records, and other information relevant to your claim.
- A statement about your right to bring a civil action under Section 502(a) of ERISA following an adverse decision on your appeal.

The Weyerhaeuser Employee Benefit Appeals Committee has the absolute power to construe disputed or doubtful 401(k) Plan terms, resolve all claims, and make all decisions about eligibility and/or benefits coverage. Any decision by the Weyerhaeuser Employee Benefit Appeals Committee will be final and binding on Weyerhaeuser, any fiduciary, employee, participant, dependent, or other beneficiary. Unless the decision is arbitrary and capricious, it must be upheld by a court of law.

CLAIM APPEALS BASED ON DISABILITY

In general, the foregoing rules that apply to claims for benefits and appeals of claims also apply to benefits based on disability. (See “Claim Appeal Process” for details.) There are, however, certain differences that apply to claims for benefits based on disability:

- The time period for responding to your claim is shortened from 90 days to 45 days. The time to respond may be extended by 30 days and then an additional 30 days.
- You must file your request for review within 180 days after the date you receive notice that your claim has been denied. The time period for responding to your claim is shortened from 60 to 45 days. The time to respond may be extended by 45 days.
- If a claim decision involving disability is based on medical judgment when an appeal is filed, the 401(k) Plan will consult with a health care professional who was not involved in the original decision and is not subordinate to the original decision maker.
LEGAL ACTION TIME LIMIT
You may not take legal action against the 401(k) Plan more than 365 days after the date that the Weyerhaeuser Employee Benefit Appeals Committee notifies you about its decision on your appeal. Furthermore, you must first exhaust all administrative remedies as set forth in the 401(k) Plan’s claim procedures before you may bring suit in court for the denial of any claim. If you do not do so in a timely manner, you will forfeit your right to sue.
PLAN TERMINATION

Weyerhaeuser may end the 401(k) Plan at any time. If the 401(k) Plan is terminated, no trust assets may be returned to Weyerhaeuser or used for purposes other than for the exclusive benefit of 401(k) Plan participants, former participants, or beneficiaries until all 401(k) Plan benefit liabilities and obligations are satisfied.

If the 401(k) Plan terminates or is partially terminated, the rights of each participant to his or her Plan account balance is non-forfeitable. If the Plan terminates, all Company contributions will cease. Upon termination, the account balance of each participant will be distributed to the participant or his or her beneficiaries in accordance with the Plan and IRS rules.
ADMINISTRATIVE INFORMATION

The information in this SPD is intended to comply with the disclosure requirements of the regulations issued by the U.S. Department of Labor under the Employee Retirement Income Security Act of 1974, as amended (ERISA).

| **Agent for service of legal process** | Weyerhaeuser Company  
  Corporate Secretary  
  Law Department  
  33663 Weyerhaeuser Way South  
  Federal Way, WA 98003  
  253.924.2345  
  Service of legal process may also be made on the Plan administrator. |
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<tr>
<td><strong>Employer identification number</strong></td>
<td>91-0470860</td>
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</table>
| **Employer name and address** | Weyerhaeuser Company  
  P0 Box 9777  
  Federal Way, WA 98063-9777 |
| **IRS plan number** | 035: Weyerhaeuser Salaried and Norpac 401(k) Plan  
  107: Weyerhaeuser Hourly 401(k) Plan |
| **Plan administrator** | The Plan administrator has the authority to control and manage the operations and administration of the 401(k) Plan. In exercising its discretionary powers under the 401(k) Plan, the Plan administrator, and any designee (including The Vanguard Group) will have the broadest discretion permissible under ERISA and any other applicable laws, and its decisions will constitute final review of your claim by the Plan. Benefits will be paid only if the Plan administrator or its designee decides in its discretion that the applicant is entitled to them.  
  You can reach the Plan administrator at:  
  Weyerhaeuser Company Administrative Committee  
  Benefits & Compensation  
  CH 3K33  
  P0 Box 9777  
  Federal Way, WA 98063-9777  
  800.833.0030 |
| Plan name                      | Weyerhaeuser Salaried and Norpac 401(k) Plan  
|                               | Weyerhaeuser Hourly 401(k) Plan  
| Plan sponsor                  | Weyerhaeuser Company  
|                               | Benefits & Compensation  
|                               | CH 3K33  
|                               | PO Box 9777  
|                               | Federal Way, WA 98063-9777  
|                               | 800.833.0030  
| Plan year                     | January 1 through December 31  
| Source of benefits funding    | Investment fees are charged to participant accounts based on the specific investment funds selected.  
| Type of administration        | Weyerhaeuser Company has contracted with The Vanguard Group to assist with the administration of the 401(k) Plan.  
|                               | The Vanguard Group  
|                               | PO Box 1101  
|                               | Valley Forge, PA 19482  
|                               | 800.523.1188  
|                               | www.vanguard.com  

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### Type of Plan

The 401(k) Plan is a defined contribution plan sponsored by Weyerhaeuser Company. The Plan designates the Weyerhaeuser Administrative Committee as the fiduciary charged with the responsibility to manage and oversee its operation. The Weyerhaeuser Administrative Committee delegates certain duties and functions to effectively carry out this responsibility. For example, the day-to-day Plan administration is delegated to The Vanguard Group.

Contributions to the Plan are held by the trustee, Vanguard Fiduciary Trust Company of Pennsylvania. All Plan assets are held in a trust fund. Administrative costs are paid by Weyerhaeuser, although Weyerhaeuser reserves the right to have the Plan trust pay certain administrative costs in the future. You will be notified if this happens.

The 401(k) Plan is intended to satisfy the requirements under IRC, Section 401(a). It is also intended to constitute a plan as described in Section 404(c) of ERISA and Title 29 of the Code of Federal Regulations, Section 2550.404(c)-1, to the extent that participants are eligible to direct how their account balance is invested. This means the fiduciaries of the 401(k) Plan may be relieved of liability for any losses that are the direct and necessary result of investment instructions given by you with regard to your Plan account.

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## CONTACTS

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<td>Ask questions about participation</td>
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<th>Plan information, participation, benefits, and claims</th>
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<td>800.523.1188</td>
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<td><a href="http://www.vanguard.com">www.vanguard.com</a></td>
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</tbody>
</table>

| Appeal a claim denial | Weyerhaeuser Company  |
|                       | Employee Benefit Appeals Committee Chairperson  |
|                       | CH 3K33  |
|                       | PO Box 9777  |
|                       | Federal Way, WA 98063-9777  |
|                       | Employee Service Center  |
|                       | 800.833.0030  |

## Cómo comunicarse con

Acceso a su cuenta por Internet en [www.vanguard.com](http://www.vanguard.com). Acceso directo Vanguard en línea a su cuenta y a un caudal de información sobre fondos, inversiones y planificación financiera, a toda hora.

Sistema automatizado de la Red VOICE® en el 800.828.4487. Acceso directo a su cuenta e información sobre opciones de inversión, a toda hora.

Asociados de Servicios de Vanguard® para Participantes a través del 800.828.4487. Obtenga ayuda para efectuar transacciones en su cuenta y respuestas a sus preguntas sobre el Plan de lunes a viernes, entre 5:30 a.m. y 6:00 p.m., hora del Pacífico (8:30 a.m. a 9:00 p.m., hora del Este).
GLOSSARY

Bond
A debt security issued by a corporation, the U.S. government or a government agency, representing a loan to the issuer. The issuer agrees to repay the loan by a specific date and pay the bondholder interest.

Capital gains
Profits from the sale of investments.

Company
Weyerhaeuser Company and its participating U.S. subsidiaries.

Direct rollover
Transferring an eligible distribution of funds directly to a retirement account (IRA) or another qualified retirement plan that will accept a rollover without receiving the funds in your own name. A direct rollover differs from a 60-day (indirect) rollover, where funds are paid to you before you roll them over within 60 days.

ERISA
The Employee Retirement Income Security Act of 1974, as amended, (ERISA), which provides certain rights to benefit plan participants.

Indirect rollover
Transferring an eligible distribution of funds to a traditional IRA or another qualified retirement plan within 60 days after the funds are paid directly to you. An indirect rollover differs from a direct rollover, in which the funds are paid directly to your IRA or another qualified retirement plan for your benefit.

Inflation
Increase in the prices of goods and services.

Investment earnings
Dividends, capital gains distributions, and other investment earnings credited to your 401(k) Plan account investments. Likewise, investment losses will be applied to this account.

Qualified default investment alternative
An investment fund, product, or model portfolio that applies generally accepted investment theories, is diversified so as to minimize the risk of large losses, and that is designed to provide varying degrees of long-term appreciation and capital preservation through a mix of equity and fixed income exposures. Under the 401(k) Plan, the Target Retirement Fund with the target date closest to the year in which you reach age 65 will be your qualified default investment alternative.

Qualified plan
A retirement plan with tax advantages that satisfies the requirements of Internal Revenue Code 401(a) and the Employee Retirement Income Security Act of 1974, as amended, (ERISA).

Rate of return
Investment earnings (or losses) on an investment, expressed as a percentage.
Securities
Stocks and bonds.

Share price
The value of a single share or unit of an investment on a particular trading day.

Stock
Shares of ownership in a company or corporation. (For recordkeeping purposes, the Weyerhaeuser Company Stock Fund is measured in units instead of shares.)

Summary plan description
This document and Plan updates constitute a summary plan description in accordance with ERISA.

Target Retirement Fund
A “fund of funds” comprising of several broadly-diversified Vanguard funds. The mix of investments gradually and automatically shifts to more conservative investments over time, as you get closer to the fund’s target date (see “Target Retirement Funds” for details). Each Target Retirement Fund is a complete investment package, so any one Target Retirement Fund can serve as your primary investment election under the 401(k) Plan.

Trading day
A day when the New York Stock Exchange (NYSE) is open. If you initiate a transaction on a nontrading day (e.g., a holiday or weekend day, or as declared by the NYSE), your transaction is valued using the share price on the next regular trading day.

Traditional IRA
A tax-advantaged retirement savings plan, an individual retirement arrangement (account or annuity), as defined by the Internal Revenue Code, as amended. Contributions to IRAs are limited by Internal Revenue Service (IRS) rules. However, some distributions from qualified retirement plans (e.g., the 401(k) Plan or a Weyerhaeuser defined benefit pension plan) may be rolled over to an IRA to defer taxes until the money is withdrawn. Effective January 1, 2008, you also may roll over a distribution to a Roth IRA.

Unit price
The value of a single unit of the Weyerhaeuser Company Stock Fund on a particular trading day.