

Compensation Committee

of the Board of Directors

of Weyerhaeuser Company

Membership

The Committee will consist of no fewer than three directors.

Qualifications of members: The Committee will be comprised entirely of independent directors.

Appointment and removal of members: By the Board of Directors, considering the recommendation of the Corporate Governance Committee.

Purpose of the Committee

The Committee (1) reviews and approves the strategy and design of the Company's compensation systems, (2) makes recommendations to the Board of Directors with respect to incentive compensation and equity-based plans, (3) approves awards of base and incentive compensation and grants under the Company's equity-based plans to ensure alignment with the Company's objectives and (4) monitors the financial effect on the Company.

The Compensation Committee discharges the Board's responsibilities relating to compensation of the Company's executive officers and evaluates and recommends to the Board appropriate compensation for Company non-employee Directors.

Goals and Responsibilities

To carry out its responsibilities, the Committee will:

1. Regularly review and approve the compensation philosophy, strategy and programs of the Company to ensure they are aligned with both Company objectives and market forces and are effective to allow the Company to attract and retain the talent necessary for the Company to fulfill its goals.
2. Recommend, for the Board of Directors approval, incentive compensation and equity-based plans. As necessary, recommend plans for shareholder approval.
3. Annually, review and approve levels of base pay, incentive compensation, benefits, and perquisites for officer positions.
4. Act as the Administrator of the Company's incentive and equity plans and approve or recommend to the Board of Directors, as appropriate, amendments to, and interpretations of, plans or provisions.

5. Review and approve recommendations made by the CEO to amend or terminate the Company's benefit plans governed by ERISA.
6. Review and monitor the financial effect on the Company of its compensation plans.
7. Review and recommend to the Board the corporate goals and objectives relevant to CEO compensation, evaluate the CEO's compensation in light of performance against approved goals and objectives, and recommend to the Board the CEO's compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee will consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years and such other factors as the Committee deems in the best interest of the shareholders.
8. Approve changes in base pay and bonus amounts for officers who report to the CEO.
9. Approve compensation for individuals whose salaries exceed the range for that position established by the Committee. Approve the compensation of persons to be appointed as officers by the Board of Directors.
10. Annually, determine the formula and the amount of the bonus pool for the Management Incentive Plan. Review and approve aggregate bonus payments under the Management Incentive Plan to officers as a group.
11. Approve all awards of stock or stock options.
12. Review and approve the design of and aggregate awards under Company profit-sharing plans.
13. Review and approve the Company's health care strategy and significant changes to plan design.
14. Establish stock ownership requirements for officers and monitor compliance.
15. Prepare the Compensation Committee report on executive compensation required by the rules of the SEC to be included in the Company's annual proxy statement.
16. As appropriate and in the sole discretion of the Committee, retain a consulting firm to assist in the evaluation of director, CEO or senior executive compensation and approve the firm's fees and other retention terms, which authority may be delegated to the representative of management who is acting as liaison to the Committee.
17. Recommend to the Board of Directors the compensation philosophy, strategy, programs and plans regarding the Company's compensation of non-employee Directors in accordance with principles regarding Director compensation established by the Board of Directors and the Company's corporate governance guidelines.
18. Provide the Board of Directors an annual performance evaluation of the Committee, including a review of the adequacy of the Committee's charter and recommend any proposed changes to the Board of Directors for approval.

Structure and Operations

The Board of Directors will appoint the chair of the Committee.

The Committee will meet at such times as it determines to be necessary or appropriate, but no fewer than three times per year.

The Committee will report to the Board of Directors with regard to any actions taken.

A representative of management will function as Committee support and be a liaison with management. The role of the management liaison will be to:

1. Work with Committee Chair and the CEO to establish an agenda for each meeting.
2. Prepare briefing and pre-meeting reading materials for Committee members.
3. Arrange for appropriate persons to present agenda items at Committee meetings or to be present for discussions with the Committee.
4. Contract with an external consulting firm for assistance in the evaluation of executive compensation and benefits, in accordance with the direction from Committee and within parameters set by the Committee.