



POPE & TALBOT, INC.
CORPORATE GOVERNANCE COMMITTEE CHARTER

I. DESIGNATION AND MEMBERSHIP

The Board of Directors (the “Board”) of Pope & Talbot, Inc. (including its subsidiaries, the “Company”) will appoint from among its members a Corporate Governance Committee (the “Committee”) and designate one such member to serve as the Chairman of the Committee. The Board will designate the membership of the Committee after considering the recommendation of this Committee. The Committee will consist of at least three members of the Board, with each member meeting the standards established by the New York Stock Exchange with respect to independence. Members may be removed by the Board at any time.

II. PURPOSES

The primary purposes of the Committee are to (a) develop and recommend to the Board a set of corporate governance principles applicable to the Company in accordance with applicable law, rule or regulation (the “Corporate Governance Guidelines”), (b) identify individuals qualified to become Board members and recommend to the Board that the Board nominate the identified director nominees for election, and (c) review the qualifications of directors eligible to become members of the different committees of the Board and recommend to the Board the appointment of members to the different committees of the Board.

III. DUTIES AND RESPONSIBILITIES

1. The Committee will meet periodically as necessary, but not less than annually, to fulfill its duties. The Committee will provide copies of the minutes of each of its meetings to the Board and will additionally make regular reports to the Board.
2. The Committee will develop and recommend to the Board a set of Corporate Governance Guidelines. The Committee will annually review the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
3. In fulfilling its nominating function, the Committee will seek individuals qualified to become Board members in accordance with the basic criteria and minimum qualifications set forth in the Corporate Governance Guidelines. The Committee will adopt a process for considering director candidates consistent with the Corporate Governance Guidelines.
4. In recommending committee appointments, the Committee will review the qualifications of the eligible directors, and determine which directors are qualified to become members of the different committees of the Board, in accordance with the basic criteria regarding committee member qualifications set forth in the Corporate Governance Guidelines.

5. The Committee will periodically solicit and consider comments from the Board with respect to the performance of the Board, including without limitation with respect to the Corporate Governance Guidelines and compliance therewith. The Committee will provide the Board an annual report of the performance of the Board and will additionally discuss this report with the Board following the end of each fiscal year.
6. The Committee will (a) review the Company's Code of Business Conduct and Ethics for Directors, Officers and Employees periodically as necessary, but not less than annually, and recommend to the Board any proposed changes to such code, and (b) monitor the reporting procedures described in such code.
7. The Committee will review corporate governance matters required by applicable law, rule or regulation to be included in the Company's annual proxy statement.
8. The Committee will annually review its own performance and this Charter and recommend to the Board any proposed changes to this Charter.

IV. OTHER PROVISIONS

1. The Committee has sole authority to retain and to terminate any search firm used to identify director candidates or to assist the Committee and has sole authority to approve the firm's fees and other retention terms.
2. The Committee has authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
3. The Committee may form and delegate authority to subcommittees as appropriate.
4. The Committee may designate a non-member to serve as secretary at committee meetings to keep meeting minutes.