

TEMPLE-INLAND INC.
Nominating and Governance Committee
CHARTER

The Board of Directors hereby establishes a committee of the Board to be known as the Nominating and Governance Committee (the “Committee”).

Purpose

The Committee shall (1) identify individuals qualified to become members of the Board, (2) recommend to the Board the director nominees in advance of each annual meeting of stockholders, (3) develop and recommend to the Board the corporate governance guidelines to be followed by the Company, and (4) oversee the evaluation of the Board and management.

Committee Membership and Procedure

The Board shall designate annually three (3) or more of its members to constitute the members of the Committee, each of whom shall satisfy the independence requirements of the New York Stock Exchange. The members of the Committee shall serve until their successors are appointed and qualify, and one of the members shall be designated to serve as the Chairman of the Committee. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it, subject to such new member(s) satisfying the independence requirements established by the New York Stock Exchange. Except as expressly provided in this Charter, the by-laws of the Company, or the Corporate Governance Guidelines of the Company, the Committee shall fix its own rules of procedure.

Primary Responsibilities

The Committee shall have the following primary responsibilities:

Responsibilities Regarding Composition of the Board

1. The Committee shall review, at least annually, the structure of the Board to assure that the proper skills and experience are represented on the Board. The composition of the Board shall include a majority of independent directors.

The Committee shall propose to the full Board nominees who meet the criteria for Board membership established by the Committee.

2. The Committee shall review potential conflicts of prospective Board members.

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3. The Committee shall (a) develop qualification criteria for Board membership, (b) seek, interview, and screen individuals qualified to become members of the Board, and (c) maintain a list of persons who may be potential directors.
4. The Committee shall periodically review and recommend to the full Board the size of the Board.
5. The Committee shall recommend to the board the membership of the committees of the Board.
6. The Committee shall review performance and qualifications of board members before they may be able to stand for reelection.

Responsibilities Regarding Executive Management

The Committee will review outside directorships in other publicly held companies by senior officers (Tier I) of the company. No such outside directorships shall be accepted without the prior approval of the Committee.

Responsibilities Regarding Corporate Governance

1. The Committee shall review at least annually the corporate governance issues relevant to the Company, the adequacy of the Company's corporate governance standards, and propose action on matters of corporate governance to the full Board.
2. The Committee shall review and consider shareholder proposals received by the Company and shall recommend to the full Board action to be taken regarding shareholder proposals.
3. The Committee shall consider and review from time to time the Company's policies and practices that address issues of social and public concern, including: (i) charitable and educational contributions; (ii) governmental and political affairs; (iii) community relations; (iv) environmental practices of the Company; (v) health and safety programs; and (vi) the Company's sustainable forestry principles and practices.
4. The Committee shall review significant legislative, regulatory and social trends and developments of importance to the Company and its shareholders, employees, customers and suppliers, including government regulation of financial institutions.

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5. The Committee shall oversee the periodic evaluation of the Board and its members.

Other Responsibilities

1. The Committee shall perform such other consultations and functions within the scope of the foregoing as the Committee deems appropriate or as the Board of Directors shall from time to time direct.
2. The Committee shall perform an annual performance evaluation of the Committee. In addition, the Committee shall review and reassess the adequacy of this Charter at least annually, submit the charter to the Board of Directors for approval, and have the document published as may be required by the rules of the New York Stock Exchange or the Securities and Exchange Commission.

Consultants

The Committee has the sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.

Meeting Times

The Committee shall hold meetings as necessary upon the request of the Chairman of the Committee and upon the notice provided for in the Company's By-Laws.