



# ***Temple-Inland***

## ***Standards of Business Conduct and Ethics***



*A Letter from  
the Chairman*

## Dear fellow employees,

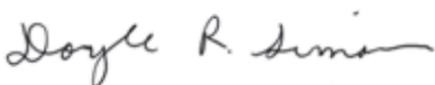
*At Temple-Inland, our Vision is to work together to create superior and sustainable value for shareholders, customers, and employees. This Vision can only be achieved if each of us follows our core values of complying with applicable laws, rules, and regulations, and conducting ourselves ethically and with integrity in all we do. By conducting ourselves in this manner, we will preserve Temple-Inland's reputation and avoid costly civil and criminal penalties.*

*As a guide to these values, our management and board of directors has adopted our Standards of Business Conduct and Ethics. These Standards are meant to provide both an outline for compliance with legal requirements and company policies and a guide for doing the right thing when there is no applicable law or policy. Every employee of Temple-Inland is responsible for maintaining these Standards. I encourage you to read, discuss, and understand these Standards and, most importantly, live and work by them.*

*No set of standards can cover every situation that you may face. When you have questions or need help in a situation, please ask for help. We also want to know if any Temple-Inland employee is acting illegally or unethically or violating our Standards of Business Conduct and Ethics. You should feel free to ask for help or report violations by talking with your supervisor, your local Human Resources Representative, Temple-Inland's General Counsel, the Compliance & Ethics Department, or the Compliance & Ethics Helpline at **1.866.4.ASK.TIN** (1.866.427.5846). Our Helpline is available 24 hours a day, 7 days a week and, because it is operated by an independent third party, calls to the Helpline can be made anonymously.*

*You, the employees of Temple-Inland are our company's greatest strength, and it is through your efforts that we are working together to make Temple-Inland the best. And while we are passionate about winning, we will win the right way. We will not cut corners – morally, legally, or ethically. Integrity matters – to everyone at Temple-Inland.*

Sincerely,



Doyle R. Simons,  
Chairman and Chief Executive Officer

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# ***Standards of Business Conduct & Ethics***

## ***I. Temple-Inland's Commitment to Legal and Ethical Behavior***

The commitment to be the best is fundamental to the philosophy of Temple-Inland. This commitment to be the best means that directors, officers and employees share a common set of values and benefit from up-holding those values. Our core values include the commitment to operate ethically and with integrity, and in compliance with all applicable laws, rules and regulations. Acting with integrity and honesty benefits Temple-Inland, you, our customers and our shareholders.

## ***II. Temple-Inland's Standards of Business Conduct and Ethics***

### **A What They Are**

These Standards of Business Conduct and Ethics apply to all Temple-Inland activities in every market and affect every constituent we serve. They provide guidance to help us recognize and deal with some common ethical issues, provide mechanisms to report conduct that may not comply with these Standards, and help foster a culture of honesty and accountability.

### **B Who Must Comply**

Every Temple-Inland director, officer and employee must perform his or her work with honesty, truthfulness and integrity in full compliance with these Standards.

### **C Why They Are Important**

To create superior and sustainable value for our shareholders, customers and employees, we must operate ethically and with integrity, and in compliance with all applicable laws, rules and regulations. Failure to act in accordance with these Standards can result in the loss of trust of customers and employees, the loss of shareholder value and, sometimes, civil or criminal penalties against Temple-Inland, the individuals involved or both. Violations of these Standards will also result in appropriate disciplinary action up to and including termination of employment.

### ***III. We Will Avoid Conflicts of Interest***

As directors, officers and employees of Temple-Inland, we should always remember that we are working for the best interests of Temple-Inland and our shareholders. Our actions should avoid situations where our personal interests may conflict, or appear to conflict, with that goal.

A conflict of interest arises when an individual's actions are, or may even appear to be, incompatible with the interests of Temple-Inland. You should not knowingly place yourself in a position that would conflict with or have the appearance of being in conflict with the interests of Temple-Inland. In the event you become aware of a potential conflict of interest, you must immediately report the circumstances to your supervisor for a determination of whether the conflict must be eliminated or may be waived. A director or executive officer must disclose any potential conflict to the Board of Directors and to the Audit Committee.

*Our core values include the commitment to operate ethically and with integrity, and in compliance with all applicable laws, rules and regulations.*

Some examples of potential conflicts and our related guidelines are:

#### **A Accepting Gifts and Entertainment**

Our shareholders expect us to make business decisions for business reasons and not because we have somehow received a personal benefit. You should not accept any gifts, personal services or favors from any person or business doing business with Temple-Inland if your acceptance could create the appearance of impropriety. Accepting any gift of more than nominal value or entertainment unconnected with a business purpose or having excessive value can appear to be an attempt to influence the recipient into improperly favoring a particular person, entity or business relationship and should be avoided.

Generally, "nominal" value is any merchandise, product, personal service or favor having a value of less than \$75. This dollar limit is intended to serve as a guideline, and you should consult with your supervisor before accepting any gifts of more than nominal value. You should never solicit any gift or favor from any party. Gifts of cash or securities may never be accepted.

Normal business entertainment, such as meals, sporting or media events, is appropriate if of a reasonable nature and value and in the course of a meeting or another occasion, the purpose of which is to hold bona fide business discussions or to foster better business relations.

All gifts, favors or services worth more than \$75 must be reported in accordance with applicable Temple-Inland procedures.

**B Outside Jobs and Business Activities**

You may not have an outside employment or business activity that will materially detract from the time or attention you should devote to your duties, adversely affect the quality of work performed, compete with Temple-Inland's activities, imply sponsorship or support by Temple-Inland of the outside employment or organization, or adversely affect Temple-Inland's good name. You must report any outside employment in which you participate to your supervisor, Human Resources Representative or the Compliance & Ethics Department for a determination regarding potential conflicts of interest.

**C Outside Financial Interests and Investments**

Unless approved in advance by your supervisor, you may not have a direct or indirect financial interest (excluding modest investments in securities listed on national security exchanges) in a competitor, customer or supplier, if you or your subordinates deal directly or indirectly with that competitor, customer or supplier in the course of your job. Prohibited financial interests may include receiving loans or guarantees of other obligations other than third-party, arm's-length transactions in the ordinary course of business, from a competitor, customer or supplier.

**D Corporate Opportunities**

You may not take for yourself personally opportunities that are discovered through the use of or access to our property, information or position. You have a duty always to advance the interests of Temple-Inland and to act on its behalf with regard to such property, information or position when the opportunity arises.

**E Family and Friends**

The rules against conflicts of interest apply not only to the activities of the directors, officers and employees of

Temple-Inland, but also to their families and friends. For instance, a gift received by your spouse, significant other or other family member from a supplier or customer can create the same conflict of interest as if you personally received the gift. You must ensure that no such conflicts arise and, if they do, you must report them to your supervisor, Human Resources Representative or the Compliance & Ethics Department immediately.

*All gifts, favors or services worth more than \$75 must be reported in accordance with applicable Temple-Inland procedures.*

#### ***IV. We Will Protect Temple-Inland's Assets and Information***

You are responsible for the proper use of Temple-Inland's physical resources and property, as well as its proprietary and other confidential information.

##### **A Temple-Inland's Assets and Facilities**

You should always be a good steward of Temple-Inland's assets, equipment, resources and facilities and treat them with the utmost care. Temple-Inland's assets should be used only for legitimate and legal business purposes. You should report any misappropriation, waste or misuse of Temple-Inland's property to your supervisor, Human Resources Representative or the Compliance & Ethics Department.

##### **B Confidential Information**

You may have access to confidential and sensitive information about Temple-Inland, our employees, operations, suppliers or customers, including information concerning pricing, products and services that are being developed, and other trade secrets. You must not disclose this information to anyone other than persons or entities who have a valid business reason to access it. Do not use this information in any way other than as required in performing your duties. All files, records and reports you acquire or create in the course of your employment are the property of Temple-Inland.

### **C Information Technology**

Every employee should be familiar with our policies regarding the use of electronic mail, the Internet and other forms of electronic information technology and communications. You must use these technologies properly, in accordance with our policies and for appropriate purposes only. Any questions about these policies should be addressed to your supervisor, Human Resources Representative or the Compliance & Ethics Department.

Our Statement of Technology Standards requires that you must use passwords, encryption and other information security methods to protect your computers, handheld devices and other computing equipment. You must use all reasonable methods to prevent unauthorized access to Temple-Inland's information databases. Do not use unauthorized equipment to do Temple-Inland business.

*All files, records and reports you acquire or create in the course of your employment are the property of Temple-Inland.*

### **D Document Retention and Preservation**

All documents should be prepared accurately and, to the best of your knowledge and ability, without containing any false or misleading statements. You must retain, protect, maintain and dispose of documents, regardless of the format or media, strictly in accordance with Temple-Inland's policies. You should not make electronic or paper copies of any Temple-Inland document for personal use. You should not use electronic copying devices (e.g., CD or DVD burners, disks or external drives) unless you have been authorized to do so. Never destroy or dispose of any documents required in connection with a lawsuit or government investigation or internal inquiry. You should consult with your supervisor, the Compliance & Ethics Department or the Legal Department if you are unsure about the need to keep or discard particular documents.

### **E Intellectual Property**

Intellectual properties, such as patented or unpatented inventions of methods or processes, trademarks and service marks, are important business tools and valuable assets. You must preserve their value by protecting their confidential aspects and by using them only in appropriate circumstances with proper approval, whether during or after your

employment with Temple-Inland. We also respect the copy-right, patent and trademark rights of others, and you are not permitted to use any intellectual property protected by such rights without prior approval of the Legal Department.

## ***V. We Will Obey Applicable Laws and Regulations***

Temple-Inland is committed to operating in compliance with applicable laws, rules and regulations. No director, officer or employee may violate, or direct another employee or any other person to violate, any law or regulation on behalf of Temple-Inland.

### **A Insider Trading**

In the course of your employment, you may become aware of information about Temple-Inland or other companies that has not been made public. The use of such nonpublic or “inside” information about Temple-Inland or another company for your financial or other benefit not only is unethical, but also may be a violation of law. United States law makes it unlawful for any person who has “material” nonpublic information about a company to trade the stock or other securities of the company or to disclose such information to others who may trade (often referred to as “tipping”). Violation of “insider trading” and “tipping” laws may result in civil and criminal penalties, including fines and jail sentences. We will not tolerate the improper use of inside information.

Material inside information is information that is not available to the general public and that could influence a reasonable investor to buy, sell or hold stock or securities. While it is not possible to identify in advance all information that could be viewed as material inside information, some examples might include nonpublic information about: Temple-Inland’s financial performance, including earnings and dividend actions; acquisitions or other business combinations; divestitures; major new product announcements; significant advances in research; and other significant activities affecting Temple-Inland.

You cannot evade these guidelines by acting through anyone else or by giving inside information to others for their use even if you will not financially benefit from it. If you have any doubt about what you can or cannot do in this area, you should consult with the Legal Department.

## **B** Financial Disclosure

As a public company, it is of critical importance that Temple-Inland comply with all securities laws and regulations and communicate with its investors through full, fair, accurate, timely and understandable disclosure in reports and documents. Depending on your position, you may be called upon to provide information to assure that Temple-Inland's financial reports are accurate and meet all legal, regulatory and accounting requirements.

We expect all of our personnel to take these responsibilities very seriously and to provide prompt and accurate information related to disclosure requirements. All employees with supervisory duties should establish and implement appropriate internal accounting controls over all areas of their responsibility to safeguard Temple-Inland's assets and the accuracy of its financial records and reports. We expect all employees to adhere to Temple-Inland's procedures and practices for maintaining controls over financial matters in accordance with internal needs and the requirements of applicable laws and regulations. Certain officers of Temple-Inland are also bound by our Code of Ethics for Senior Financial Officers.

No director, officer or employee shall take any action, directly or indirectly, to fraudulently influence, coerce, manipulate or mislead Temple-Inland's independent, external auditors or internal auditors for the purpose of rendering misleading the financial statements or evaluations of the internal controls over financial reporting. Violation of these provisions may subject the violator to substantial civil and criminal liability.

## **C** Antitrust

We are committed to compliance with all aspects of federal and state antitrust laws and with the antitrust laws of any foreign country in which we do business. Every Temple-Inland director, officer and employee is expected to be familiar with the antitrust laws and regulations applicable to his or her duties, and to adhere strictly to their provisions. Compliance requires that you avoid any practices that would restrict competition including, for example, any agreement to restrain or fix prices; to boycott customers or suppliers; to allocate products, territories or markets; or to limit or reduce production.

*As a public company, it is of critical importance that Temple-Inland comply with all securities laws and regulations and communicate with its investors through full, fair, accurate, timely and understandable disclosure in reports and documents.*

Violations of the antitrust laws can be criminal violations that result in felony convictions of both corporations and individuals. Strict compliance with antitrust and competition laws around the world is essential, and these laws are very complex. Employees who have questions regarding the application of antitrust laws or who are involved in or observe an activity that could raise an antitrust issue should consult with the Legal Department.

#### **D Environmental**

We are committed to full compliance with federal, state and local environmental laws and regulations. Our environmental obligations include obtaining and maintaining all environmental permits and approvals required for the conduct of our operations; the proper handling, storage and disposal of regulated materials, including hazardous waste; and timely and accurate submission of required reports concerning environmental monitoring or possible violations to the proper government agencies. You are expected to understand and act in accordance with your obligations under air, water, hazardous waste and other environmental laws and, in this regard, to report suspected violations of those laws to your supervisor. It is the obligation of responsible managers to ensure that a timely and effective remedial response is taken with regard to every confirmed report of an environmental violation.

#### **E Health and Safety**

We are committed to providing a safe workplace for all employees and to complying with applicable laws and regulations designed to minimize safety and health hazards. For that reason, and to protect the safety of themselves and others, employees and other persons who are present at Temple-Inland facilities are required to follow carefully all adopted safety instructions and procedures, including participating in required training and educational programs.

## **F Political Involvement and Contributions**

We follow all laws and regulations regarding in-kind contributions, use of corporate facilities and resources, independent expenditures, and gifts and ethics laws involving the political process. Political contributions are subject to complex rules and regulations. Only employees of Temple-Inland who are specifically authorized to do so may make political contributions on our behalf, and then only through our political action committee and with the approval of the Vice President – Governmental Affairs. We make no contributions with the expectation of influencing governmental duties. You are free to exercise the right to make personal political contributions within legal limits, but reimbursement of your personal political contributions is prohibited. Any questions about compliance should be directed to the Legal Department or Vice President – Governmental Affairs.

## **VI. We Deal Fairly and Honestly with Our Customers, Our Neighbors and Our Employees**

### **A Open and Honest Communications**

We require our directors, officers and employees to deal fairly with our customers, suppliers, competitors and employees. Dealing fairly means not taking unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair practice. Temple-Inland strongly encourages dialogue with its employees, customers and suppliers to uncover situations that give rise to ethical questions and to articulate acceptable ways of handling those situations.

### **B Relationships with Public Officials and Governmental Agencies**

Some employees may represent Temple-Inland in business with federal, state or local government agencies.

*When conducting business in other countries, it is imperative that you are sensitive to foreign legal requirements and to United States laws that apply to foreign operations, especially the Foreign Corrupt Practices Act.*

All employees engaged in business with a governmental body or agency must know and abide by the specific rules and regulations covering relations with public agencies. Such employees must also conduct themselves in a manner that avoids any dealings that might be perceived as attempts to influence public officials in the performance of their official duties.

#### **C Bribery, Kickback and Fraud**

You may not pay, loan or otherwise disburse funds or assets as bribes, “kickbacks” or other payments designed to influence or compromise the conduct of the recipient; and you may not accept any services, funds or other assets (including those provided as preferential treatment for fulfilling your responsibilities) for assisting in obtaining business or for securing special concessions from Temple-Inland. You should conduct your business affairs so that Temple-Inland’s reputation will not be tarnished if the details of the dealings should become a matter of public record.

#### **D International Operations**

Laws and customs vary throughout the world. You must uphold the integrity of Temple-Inland in other nations as diligently as you would do so in the United States. When conducting business in other countries, it is imperative that you are sensitive to foreign legal requirements and to United States laws that apply to foreign operations, especially the Foreign Corrupt Practices Act. The Foreign Corrupt Practices Act generally makes it unlawful to give anything of value to foreign government officials, foreign political parties, party officials, or candidates for public office for the purpose of obtaining or retaining business for Temple-Inland. You should contact the Legal Department if you have any questions concerning a specific situation.

The United States government uses economic sanctions and trade embargoes to further various foreign policy and national security objectives. Employees must abide by all economic sanctions or trade embargoes that the United States has adopted, whether they apply to foreign countries, political organizations or particular foreign individuals and entities. Inquiries regarding whether a transaction on behalf of Temple-Inland complies with applicable sanction and trade embargo programs should be referred to the Legal Department.

## **E Employment Policies and Practices**

We are committed to fostering a work environment in which all individuals are treated with respect and dignity. Each individual should be permitted to work in a business-like atmosphere that promotes equal employment opportunities and prohibits discriminatory practices, including harassment. Therefore, we expect that all relationships among persons in the workplace will be business-like and free of unlawful bias, discrimination, prejudice and harassment.

No employee may interfere with or retaliate against another employee who seeks to invoke his or her rights under the laws governing labor and employee relations. If you have any questions about employee relations matters, you should talk to your supervisor, Human Resources Representative, the Compliance & Ethics Department or the Legal Department.

## **VII. We Want to Know about Violations of These Standards of Business Conduct and Ethics**

### **A Each of Us Is Expected to Act Legally and Ethically**

All directors, officers and employees have a responsibility to understand and follow these Standards. In addition, all directors, officers and employees are expected to perform their work with honesty and integrity in all areas even if not specifically addressed by these Standards. Because failure to report criminal activity can itself be understood to condone the crime, we emphasize the importance of asking questions and reporting suspicious behavior. Failure to report knowledge of suspected wrongdoing may result in disciplinary action against those who fail to report.

### **B Procedures for Reporting Violations**

☛ *Tell someone if you suspect a violation* — As part of our commitment to legal and ethical conduct, we expect you to tell someone about suspected violations of these Standards or of law or regulation by any director, officer or employee. If you have information about suspected violations, including improper accounting or auditing matters, you should bring it to the attention of your supervisor, our General Counsel, your Human Resources Representative or the Compliance & Ethics Department.

You can also anonymously call the third-party-operated Compliance & Ethics Helpline toll-free at **1.866.4.ASK.TIN** (1.866.427.5846). Calls to the Helpline involving allegations of illegal or unethical behavior are investigated at the direction of the Compliance & Ethics Department. You must come forward with any such information without regard to the identity or position of the suspected offender.

*The General Counsel and the Audit Committee will, to the extent practical and appropriate under the circumstances, keep the identity of anyone who reports a suspected violation or who participates in the investigation confidential.*

☛ **Investigation** — Reports of violations will be investigated under the supervision of Temple-Inland's General Counsel, the Compliance & Ethics Department or the Temple-Inland Audit Committee, as appropriate. You are expected to cooperate in the investigation of reported violations.

☛ **Confidentiality** — The General Counsel, the Compliance & Ethics Department and the Audit Committee will, to the extent practical and appropriate under the circumstances, keep confidential the identity of anyone who reports a suspected violation or who participates in the investigation. You should be aware that the General Counsel, the Compliance & Ethics Department and the Audit Committee, and those acting at their direction, are obligated to act in the best interests of Temple-Inland and do not act as your personal representatives or lawyers.

### **C Protection against Retaliation**

Retaliation in any form against an individual because he or she made a good faith report of a violation of these Standards or of law, even if the report is mistaken, or because he or she assists in the investigation of a reported violation, is itself a serious violation of these Standards and is strictly prohibited. Acts of retaliation should be reported immediately to the General Counsel or the Compliance & Ethics Department for investigation.

#### **D Waiver**

Only Temple-Inland's Board of Directors or the Audit Committee may waive these Standards for executive officers or directors, and then only with appropriate disclosure to shareholders.

#### **E Other Situations**

These Standards reflect general principles to guide employees in making ethical decisions and are not intended to address every specific situation. As such, nothing in these Standards prohibits or restricts Temple-Inland from taking any disciplinary action on any matters pertaining to employee conduct, whether or not they are expressly discussed in these Standards. If you have any questions about these Standards or the appropriate behavior of yourself or others, please contact your local Human Resources Representative, the Compliance and Ethics Department or the Legal Department.

If you have questions or need to report violations of the SOBCE, talk with your supervisor, your local Human Resources Representative, Temple-Inland's General Counsel, the Compliance & Ethics Department, or the Compliance & Ethics Helpline at **1.866.4.ASK.TIN** (1.866.427.5846).



Our Helpline is available 24 hours a day, 7 days a week and, because it is operated by an independent third party, calls to the Helpline can be made anonymously. Retaliation in any form against an individual because he or she made a good faith report of a violation of this policy or of law, even if the report is mistaken, is itself a serious violation of the Temple-Inland Standards of Business Conduct and Ethics, and is strictly prohibited.

**Temple-Inland**

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*Available in Spanish*  
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