

WEYERHAEUSER CO  
Form 10-K  
February 13, 2015  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2014

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM TO

COMMISSION FILE NUMBER 1-4825

WEYERHAEUSER COMPANY

A WASHINGTON CORPORATION

91-0470860

(IRS EMPLOYER IDENTIFICATION NO.)

33663 WEYERHAEUSER WAY SOUTH, FEDERAL WAY, WASHINGTON 98063-9777 TELEPHONE

(253) 924-2345

SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:

| TITLE OF EACH CLASS   | NAME OF EACH EXCHANGE ON WHICH REGISTERED:        |
|---|---|
| Common Shares (\$1.25 par value)  | Chicago Stock Exchange<br>New York Stock Exchange |
| 6.375% Mandatory Convertible Preference Shares, Series A (\$1.00 par value) | New York Stock Exchange                           |

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).  Yes  No

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As of June 30, 2014, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was \$19.1 billion based on the closing sale price as reported on the New York Stock Exchange Composite Price Transactions.

As of January 30, 2015, 524,997,504 shares of the registrant's common stock (\$1.25 par value) were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Notice of 2015 Annual Meeting of Shareholders and Proxy Statement for the company's Annual Meeting of Shareholders to be held May 22, 2015, are incorporated by reference into Part II and III.

WEYERHAEUSER COMPANY > 2014 ANNUAL REPORT AND FORM 10-K

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### OUR BUSINESS

We are one of the world's largest private owners of timberlands. We own or control nearly 7 million acres of timberlands, primarily in the U.S., and manage additional timberlands under long-term licenses in Canada. We manage these timberlands on a sustainable basis in compliance with internationally recognized forestry standards. We are also one of the largest manufacturers of wood and specialty cellulose fibers products. Our company is a real estate investment trust (REIT).

We are committed to operate as a sustainable company and are listed on the Dow Jones World Sustainability Index. We focus on increasing energy and resource efficiency, reducing greenhouse gas emissions, reducing water consumption, conserving natural resources, and offering products that meet human needs with superior sustainability attributes. We operate with world class safety results, understand and address the needs of the communities in which we operate, and present ourselves transparently.

In 2014, we generated \$7.4 billion in net sales and employed approximately 12,800 people who serve customers worldwide.

This portion of our Annual Report and Form 10-K provides detailed information about who we are, what we do and where we are headed. Unless otherwise specified, current information reported in this Form 10-K is as of the fiscal year ended December 31, 2014.

We break out financial information such as revenues, earnings and assets by the business segments that form our company. We also discuss the development of our company and the geographic areas where we do business.

Throughout this Form 10-K, unless specified otherwise, references to “we,” “our,” “us” and “the company” refer to the consolidated company.

### WE CAN TELL YOU MORE AVAILABLE INFORMATION

We meet the information-reporting requirements of the Securities Exchange Act of 1934 by filing periodic reports, proxy statements and other information with the Securities and Exchange Commission (SEC). These reports and statements — information about our company’s business, financial results and other matters — are available at:

• the SEC website — [www.sec.gov](http://www.sec.gov);

• the SEC’s Public Conference Room, 100 F St. N.E., Washington, D.C., 20549, (800) SEC-0330; and

• our website — [www.weyerhaeuser.com](http://www.weyerhaeuser.com).

When we file the information electronically with the SEC, it also is added to our website.

### WHO WE ARE

We started out as Weyerhaeuser Timber Company, incorporated in the state of Washington in January 1900, when Frederick Weyerhaeuser and 15 partners bought 900,000 acres of timberland. Today, we are working to grow a truly great company for our shareholders, customers and employees. We grow and harvest trees and manufacture and sell products made from trees.

### REAL ESTATE INVESTMENT TRUST (REIT) ELECTION

Starting with our 2010 fiscal year, we elected to be taxed as a REIT. We expect to derive most of our REIT income from investments in timberlands, including the sale of standing timber through pay-as-cut sales contracts. REIT income can be distributed to shareholders without first paying corporate level tax, substantially eliminating the double taxation on income. A significant portion of our timberland segment earnings receives this favorable tax treatment. We are, however, subject to corporate taxes on built-in-gains (the excess of fair market value over tax basis at January 1, 2010) on sales of real property (other than standing timber) held by the REIT during the first 10 years following the REIT conversion. We continue to be required to pay federal corporate income taxes on earnings of our Taxable REIT Subsidiary (TRS), which includes our manufacturing businesses and the portion of our Timberlands segment income included in the TRS.

### OUR BUSINESS SEGMENTS

In the Consolidated Results section of Management's Discussion and Analysis of Financial Condition and Results of Operations, you will find our overall performance results for our business segments:

• Timberlands,

• Wood Products and

• Cellulose Fibers.

Detailed financial information about our business segments and our geographic locations is in Note 2: Business Segments and Note 21: Geographic Areas in the Notes to Consolidated Financial Statements, as well as in this section and in the Management's Discussion and Analysis of Financial Condition and Results of Operations.

#### EFFECT OF MARKET CONDITIONS

The health of the U.S. housing market strongly affects our Wood Products and Timberlands segments. Wood Products primarily sells into the new residential building and repair and remodel markets. Demand for logs from our Timberlands segment is affected by the production of wood-based building products as well as export demand. Cellulose Fibers is primarily affected by global demand and the relative strength of the U.S. dollar.

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## COMPETITION IN OUR MARKETS

We operate in highly competitive domestic and foreign markets, with numerous companies selling similar products. Many of our products also face competition from substitutes for wood and wood-fiber products. We compete in our markets primarily through price, product quality and service levels. We are relentlessly focused on improving operational excellence to ensure a competitive cost structure and producing quality products customers want and are willing to pay for.

Our business segments' competitive strategies are as follows:

• **Timberlands** — Extract maximum value from each acre we own or manage.

• **Wood Products** — Deliver high-quality lumber, structural panels, engineered wood products and complementary building products for residential, multi-family, industrial and light commercial applications at competitive costs.

• **Cellulose Fibers** — Concentrate on value-added pulp products and low cost manufacturing assets.

## SALES OUTSIDE THE U.S.

In 2014, \$2.5 billion — 34 percent — of our total consolidated sales from continuing operations were to customers outside the U.S. The table below shows sales outside the U.S. for the last three years.

## SALES OUTSIDE THE U.S. IN MILLIONS OF DOLLARS

|                                    | 2014    | 2013    | 2012    |   |
|------------------------------------|---------|---------|---------|---|
| Exports from the U.S.              | \$1,892 | \$1,891 | \$1,682 |   |
| Canadian export and domestic sales | 472     | 488     | 348     |   |
| Other foreign sales                | 150     | 114     | 92      |   |
| Total                              | \$2,514 | \$2,493 | \$2,122 |   |
| Percent of total sales             | 34      | % 29    | % 30    | % |

## OUR EMPLOYEES

We have approximately 12,800 employees. This number includes:

• 11,930 employed in North America and

• 870 employed by our operations outside of North America.

Of these employees, approximately 3,550 are members of unions covered by multi-year collective-bargaining agreements. More information about these agreements is in [Note 9: Pension and Other Postretirement Benefit Plans](#) in the [Notes to Consolidated Financial Statements](#).

## WHAT WE DO

This section provides information about how we:

- grow and harvest trees
- and

• manufacture and sell products made from them.

For each of our business segments, we provide details about what we do, where we do it, how much we sell and where we are headed.

## TIMBERLANDS

Our Timberlands segment manages 6.9 million acres of private commercial timberlands worldwide. We own 6.2 million of those acres and have long-term leases on the other 0.7 million acres. In addition, we have renewable, long-term licenses on Canadian timberlands. The tables presented in this section include data from this segment's business units as of the end of 2014.

## WHAT WE DO

Forestry Management

Our Timberlands segment:

• grows and harvests trees to be converted into lumber, other wood and building products and pulp and paper;

• exports logs to other countries where they are made into products;



plants seedlings to reforest harvested areas using the most effective regeneration method for the site and species (in parts of Canada natural regeneration is employed); monitors and cares for the planted trees as they grow to maturity; and strives to sustain and maximize the timber supply from our timberlands while keeping the health of our environment a key priority.

Our goal is to maximize returns by selling logs and stumpage to internal and external customers. We focus on solid wood and use intensive silviculture to improve forest productivity and returns while managing our forests on a sustainable basis to meet customer and public expectations.

#### Sustainable Forestry Practices

We are committed to responsible environmental stewardship wherever we operate, managing forests to produce financially mature timber while protecting the ecosystem services they provide. Our working forests include places with unique environmental, cultural, historical or recreational value. To protect their unique qualities, we follow regulatory requirements, voluntary standards and implement the Sustainable Forestry Initiative® (SFI) standard. Independent auditing of all of the forests we own or manage in the United States and Canada certifies that we meet the SFI standard. Our timberlands in Uruguay are certified under the Forest Stewardship Council (FSC) standard or the Uruguayan national forestry management standard which is endorsed by the Program for the Endorsement of Forest Certification (PEFC).

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Canadian Forestry Operations

In Canada, we manage timberlands under long-term licenses that provide raw material for our manufacturing facilities in various provinces. When we harvest trees, we pay the provinces at stumpage rates set by the government, which generally are based on prevailing market prices. We transfer logs to our manufacturing facilities at cost, and do not generate any profit in the Timberlands segment from the harvest of timber from the licensed acres in Canada.

Other Values From Our Timberlands

In the United States, we actively manage mineral, oil and gas leases on our land and use geologic databases to identify and market opportunities for commercial mineral and geothermal development. We recognize leasing revenue over the terms of agreements with customers. Revenue primarily comes from:

- royalty payments on oil and gas production;
- upfront bonus payments from oil and gas leasing and exploration activity;
- royalty payments on hard minerals (rock, sand and gravel);
- geothermal lease and option revenues; and
- the sale of mineral assets.

In managing mineral resources, we generate revenue related to our ownership of the minerals and, separately, related to our ownership of the surface. The ownership of mineral rights and surface acres may be held by two separate parties. Materials that can be mined from the surface, and whose value comes from factors other than their chemical composition, typically belong to the surface owner. Examples of surface materials include rock, sand, gravel, dirt and topsoil. The mineral owner holds the title to commodities that derive value from their unique chemical composition. Examples of mineral rights include oil, gas, coal (even if mined at the surface) and precious metals. If the two types of rights conflict, then mineral rights generally are superior to surface rights. A third type of land right is geothermal, which can belong to either the surface or mineral owner. We routinely reserve mineral and geothermal rights when selling surface timberlands acreage.

Timberlands Products

| PRODUCTS              | HOW THEY'RE USED   |
|-----------------------|--|
| Logs                  | Logs are made into lumber, other wood and building products and pulp and paper products.   |
| Timberlands           | Timberland tracts are sold or exchanged to improve our timberland portfolio.   |
| Timber                | Standing timber is sold to third parties.  |
| Minerals, oil and gas | Minerals, oil and gas are sold into construction and energy markets.   |
| Other products        | Other products includes seed and seedlings, recreational leases, as well as plywood produced by our international operations in Uruguay. |

HOW WE MEASURE OUR PRODUCT

We report Timberlands data in cubic meters. Cubic meters measure the total volume of wood fiber in a tree or log that we can sell. Cubic meter volume is determined from the large and small-end diameters and length and provides a more consistent and comparative measure of timber and log volume among operating regions, species, size and seasons of the year than other units of measure.

We also use multiple units of measure when transacting business including:

•Thousand board feet (MBF) — used in the West to measure the expected lumber recovery from a tree or log. This measure does not include taper or recovery of non-lumber residual products.

•Hundred cubic feet (CCF) — used in the West to measure the volume of a log. The measure does not include any calculation for expected lumber recovery.

•Green tons (GT) — used in the South to measure weight, but factors used for conversion to product volume can vary by species, size, location and season.

WHERE WE DO IT

Our timberlands assets are located primarily in North America. In the U.S. we own and manage sustainable timberlands in nine states for use in wood products and pulp and paper manufacturing. We own or lease:

•4.0 million acres in the southern U.S. (Alabama, Arkansas, Louisiana, Mississippi, North Carolina, Oklahoma and Texas); and

•2.6 million acres in the Pacific Northwest (Oregon and Washington).

We also own and operate nurseries and seed orchards in Washington, Oregon, South Carolina and Georgia. Our international operations are located in Uruguay, where we own 298,000 acres and have long-term leases on 25,000 acres. In Canada, we manage timberlands under long-term licenses that provide raw material for our manufacturing facilities. These licenses are in Alberta, British Columbia, Ontario (license is managed by partnership) and Saskatchewan.

Our total timber inventory — including timber on owned and leased land in our U.S. and international operations — is approximately 345 million cubic meters. The amount of timber inventory does not translate into an amount of lumber or panel products because the quantity of end products:

- varies according to the species, size and quality of the timber; and
- will change through time as the mix of these variables adjust.

The species, size and grade of the trees affects the relative value of our timberlands.

We maintain our timber inventory in an integrated resource inventory and geographic information system (“GIS”). The resource inventory component of the system is proprietary and is largely based on internally developed technologies, including growth and yield models developed by our research and development organization. The GIS component is based on GIS software that is viewed as the standard in our industry.

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Timber inventory data collection and verification techniques include the use of industry standard field sampling procedures as well as proprietary remote sensing technologies in some geographies where they generate improved estimates. The data is collected and maintained at the timber stand level.

## DISCUSSION OF OPERATIONS BY GEOGRAPHY

## Summary of 2014 United States Standing Timber Inventory

| GEOGRAPHIC AREA      | MILLIONS OF<br>CUBIC METERS<br>AT<br>DECEMBER 31,<br>2014<br>TOTAL<br>INVENTORY <sup>(1)</sup> |
|----------------------|--|
| West:                |  |
| Douglas fir/Cedar    | 153  |
| Whitewood            | 31   |
| Other conifer        | 1  |
| Hardwood             | 11   |
|                      | 196  |
| South:               |  |
| Southern yellow pine | 110  |
| Hardwood             | 29   |
|                      | 139  |
| Total U.S.           | 335  |

(1) Inventory includes all conservation and set aside areas.

## Summary of 2014 United States Timberland Locations

| GEOGRAPHIC AREA | THOUSANDS OF ACRES AT<br>DECEMBER 31, 2014 |                         |                               |
|-----------------|--|-------------------------|-------------------------------|
|                 | FEE<br>OWNERSHIP                           | LONG-<br>TERM<br>LEASES | TOTAL<br>ACRES <sup>(1)</sup> |
| U.S.:           |  |                         |                               |
| West            | 2,594                                      | —                       | 2,594                         |
| South           | 3,398                                      | 642                     | 4,040                         |
| Total U.S.      | 5,992                                      | 642                     | 6,634                         |

(1) Acres include all conservation and set aside areas.

We provide a constant year round flow of logs to internal and third-party customers. We sell grade logs to mills that manufacture a diverse range of products including lumber, plywood and veneer. We also sell chips and fiber logs to pulp, paper and oriented strand board mills. Our timberlands are well located to take advantage of road, logging and transportation systems for efficient delivery of logs to these customers.

## Western United States

Our Western acres are well situated to serve the wood product markets in Oregon and Washington. In addition, our location on the West Coast provides access to higher-value export markets for Douglas fir and whitewood logs in Japan, China and Korea. The size and quality of our Western timberlands, coupled with their proximity to several deep-water port facilities, positions us to meet the needs of Pacific Rim log markets.

Our lands are composed primarily of Douglas fir, a species highly valued for its structural strength. Our coastal lands also contain whitewood and have a higher proportion of whitewood than our interior holdings. Our management systems range from research and forestry, to technical planning models, mechanized harvesting, and marketing and logistics. They provide us a competitive operating advantage.

On July 23, 2013, we purchased 100 percent of the equity interests in Longview Timber LLC (Longview Timber) for \$1.58 billion cash and assumed debt of \$1.07 billion, for an aggregate purchase price of \$2.65 billion. Longview Timber was a privately-held Delaware limited liability company engaged in the ownership and management of approximately 645,000 acres of timberlands in Oregon and Washington. More information on this transaction can be found in Note 4: Longview Timber Purchase in the Notes to Consolidated Financial Statements.

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2014 Western U.S. Inventory by Species

2014 Western U.S. Inventory by Age / Species

The average age of timber harvested in 2014 was 52 years. Most of our U.S. timberland is intensively managed for timber production, but some areas are conserved for environmental, historical, recreational or cultural reasons. Some of our older trees are protected in acreage set aside for conservation, and some are not yet logged due to harvest rate regulations. While over the long term our average harvest age will decrease in accordance with our sustainable forestry practices, we harvest generally 2 percent of our Western acreage each year.

Southern United States

Our Southern acres predominantly contain southern yellow pine and encompass timberlands in seven states.

We intensively manage our timber plantations using forestry research and planning systems to optimize grade log production. We also actively manage our land to capture revenues from our oil, gas and hard minerals resources. We do this while providing quality habitat for a range of animals and birds. We lease more than 93 percent of our acres to the public and state wildlife agencies for recreational purposes.

2014 Southern U.S. Inventory by Species

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2014 Southern U.S. Inventory by Age / Species

The average age of timber harvested in 2014 was 31 years for southern yellow pine. In accordance with our sustainable forestry practices, we harvest generally 3 percent of our acreage each year in the South.

International

Summary of 2014 International Standing Timber Inventory

| GEOGRAPHIC AREA     | MILLIONS OF<br>CUBIC METERS<br>AT<br>DECEMBER 31,<br>2014<br>TOTAL<br>INVENTORY |
|---------------------|---|
| Uruguay:            |   |
| Pine                | 7   |
| Eucalyptus          | 3   |
| Total International | 10  |

Summary of 2014 International Timberland Locations

| GEOGRAPHIC AREA | THOUSANDS OF ACRES AT<br>DECEMBER 31, 2014 |                     |                |
|-----------------|--|---------------------|----------------|
|                 | FEE<br>OWNERSHIP                           | LONG-TERM<br>LEASES | TOTAL<br>ACRES |
| Uruguay         | 298  | 25                  | 323            |

Our timberland acres in Uruguay are split approximately 50 percent loblolly pine and 50 percent eucalyptus. Loblolly pine comprises more of our timber inventory due to its older age. On average, the timber in Uruguay is in the second third of its rotation age. It is entering into that part of the growth rotation when we will see increased volume accretion. About 96 percent of the area to be planted has been afforested to date.

2014 International Inventory by Species (Uruguay)

In Uruguay, the target rotation ages are 21 to 22 years for pine and 14 to 17 years for eucalyptus. We manage both species to a grade (appearance) regime.

We also operate a plywood mill in Uruguay with a production capacity of 250,000 cubic meters. Production volume reached 216,000 cubic meters in 2014.

In Brazil, we were a managing partner in a joint venture that operated a hardwood sawmill. We sold our interest in this joint venture during 2014.

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## Canada — Licensed Timberlands

We manage timberlands under long-term licenses in Canada from the provincial government to secure the volume for our manufacturing facilities in various provinces. The provincial governments regulate the volume of timber that may be harvested each year through the Annual Allowable Cut (AAC) allotment, which is updated every 10 years. As of December 31, 2014, our AAC allotment was:

- ▲ Alberta — 3,917 thousand cubic meters,
- British Columbia — 682 thousand cubic meters,
- Ontario — 146 thousand cubic meters and
- § Saskatchewan — 755 thousand cubic meters.

When the volume is harvested, we pay the province at stumpage rates set by the government and generally based on prevailing market prices. The harvested logs are transferred to our manufacturing facilities at cost (stumpage plus harvest, haul and overhead costs less any margin on selling logs to third parties). Any profit from harvesting the log through to converting it to a finished product is recognized at the respective mill in either the Cellulose Fibers or Wood Products segment.

| GEOGRAPHIC AREA        | THOUSANDS OF<br>ACRES AT<br>DECEMBER 31,<br>2014<br>TOTAL<br>LICENSE<br>ARRANGEMENTS |
|------------------------|--|
| Canada:                |  |
| Alberta                | 5,306  |
| British Columbia       | 1,012  |
| Ontario <sup>(1)</sup> | 2,573  |
| Saskatchewan           | 4,970  |
| Total Canada           | 13,861   |

(1) License is managed by partnership.

## Five-Year Summary of Timberlands Fee Harvest Volumes

## FEE HARVEST VOLUMES IN THOUSANDS

|                                    | 2014   | 2013   | 2012   | 2011   | 2010   |
|------------------------------------|--------|--------|--------|--------|--------|
| Fee harvest volume – cubic meters: |        |        |        |        |        |
| West                               | 11,173 | 8,907  | 7,170  | 6,595  | 5,569  |
| South                              | 11,676 | 11,596 | 11,488 | 9,738  | 8,197  |
| International                      | 990    | 818    | 763    | 854    | 349    |
| Total                              | 23,839 | 21,321 | 19,421 | 17,187 | 14,115 |

Our Timberlands annual fee harvest volumes represents the depletion of the timber assets we own. Depletion is a method of expensing the cost of establishing the fee timber asset base over the harvest or timber sales volume. The increase in fee harvest volumes from 2010 through 2014 reflects improving market conditions. The increase in fee harvest volumes in the West in 2013 and 2014 also reflects the purchase of Longview Timber.

Our fee harvest volumes are managed sustainably across all regions to ensure the preservation of long-term economic value of the timber and to capture maximum value from the markets. This is accomplished by ensuring annual harvest schedules target financially mature timber and reforestation activities align with the growing of timber through its life cycle to financial maturity.

## Five-Year Summary of Timberlands Fee Harvest Volumes - Percentage of Grade and Fiber

## PERCENTAGE OF GRADE AND FIBER

|      |       | 2014 | 2013 | 2012 | 2011 | 2010 |   |
|------|-------|------|------|------|------|------|---|
| West | Grade | 89   | %90  | %90  | %90  | %92  | % |



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|               |       |    |      |      |      |      |   |
|---------------|-------|----|------|------|------|------|---|
|               | Fiber | 11 | % 10 | % 10 | % 10 | % 8  | % |
| South         | Grade | 59 | % 57 | % 59 | % 58 | % 55 | % |
|               | Fiber | 41 | % 43 | % 41 | % 42 | % 45 | % |
| International | Grade | 63 | % 60 | % 67 | % 55 | % 65 | % |
|               | Fiber | 37 | % 40 | % 33 | % 45 | % 35 | % |
| Total         | Grade | 73 | % 69 | % 71 | % 70 | % 70 | % |
|               | Fiber | 27 | % 31 | % 29 | % 30 | % 30 | % |

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## HOW MUCH WE SELL

Our net sales to unaffiliated customers over the last two years were:

\$1.5 billion in 2014 — up 11 percent from 2013; and

\$1.3 billion in 2013.

Our intersegment sales over the last two years were:

\$867 million in 2014 — up 9 percent from 2013; and

\$799 million in 2013.

Five-Year Summary of Net Sales for Timberlands

## NET SALES IN MILLIONS OF DOLLARS

|   | 2014    | 2013    | 2012    | 2011    | 2010    |
|---|---------|---------|---------|---------|---------|
| To unaffiliated customers:                            |         |         |         |         |         |
| Logs:   |         |         |         |         |         |
| West  | \$972   | \$828   | \$559   | \$545   | \$414   |
| South   | 257     | 256     | 233     | 196     | 145     |
| Canada  | 22      | 19      | 19      | 17      | 17      |
| Total   | 1,251   | 1,103   | 811     | 758     | 576     |
| Chip sales  | 12      | 9       | 18      | 19      | 16      |
| Timberlands sales and exchanges <sup>(1)</sup>        | 52      | 65      | 59      | 77      | 109     |
| Higher and better use land sales <sup>(1)</sup>       | 19      | 19      | 22      | 25      | 22      |
| Minerals, oil and gas                                 | 32      | 32      | 31      | 53      | 60      |
| Products from international operations <sup>(2)</sup> | 96      | 90      | 106     | 86      | 65      |
| Other products  | 35      | 25      | 30      | 26      | 26      |
| Subtotal sales to unaffiliated customers              | 1,497   | 1,343   | 1,077   | 1,044   | 874     |
| Intersegment sales:                                   |         |         |         |         |         |
| United States   | 576     | 518     | 447     | 424     | 409     |
| Other   | 291     | 281     | 236     | 222     | 194     |
| Subtotal intersegment sales                           | 867     | 799     | 683     | 646     | 603     |
| Total   | \$2,364 | \$2,142 | \$1,760 | \$1,690 | \$1,477 |

(1) Significant dispositions of higher and better use timberland and some non-strategic timberlands are made through subsidiaries.

(2) Products include logs, plywood and hardwood lumber harvested or produced by our international operations.

Includes sales of our operations in Uruguay, Brazil (sold in 2014) and China (sold in 2012).

Five-Year Trend for Total Net Sales in Timberlands

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## Percentage of 2014 Sales Dollars to Unaffiliated Customers

## Log Sales Volumes

Logs sold to unaffiliated customers in 2014 increased 1.4 million cubic meters — 10 percent — from 2013.

Sales volumes in the West increased 1.3 million cubic meters — 17 percent — primarily due to strong export and domestic demand and the purchase of Longview Timber. Our western sales to unaffiliated customers generally are higher-grade logs sold into the export market and domestic-grade logs sold to West Coast sawmills.

Sales to unaffiliated customers in the South decreased 210 thousand cubic meters — 4 percent — primarily due to a shift to stumpage sales.

Sales volumes from Canada increased 81 thousand cubic meters — 16 percent — in 2014. The increase in volume to unaffiliated customers primarily was due to increased internal mill demand.

Sales volumes from our international operations increased 247 thousand cubic meters — 69 percent — in 2014. The increase in volume was primarily due to increased fiber log sales in Uruguay.

We sell three grades of logs — domestic grade, domestic fiber and export. Factors that may affect log sales in each of these categories include:

- domestic grade log sales — lumber usage, primarily for housing starts and repair and remodel activity, the needs of our own mills and the availability of logs from both outside markets and our own timberlands;
- domestic fiber log sales — demand for chips by pulp, containerboard mills, and OSB mills; and
- export log sales — the level of housing starts in Japan and construction in China.

Our sales volumes include logs purchased in the open market and all our domestic and export logs that are sold to unaffiliated customers or transferred at market prices to our internal mills by the sales and marketing staff within our Timberlands business units.

## Five-Year Summary of Log Sales Volumes to Unaffiliated Customers for Timberlands

## SALES VOLUMES IN THOUSANDS

|                      | 2014   | 2013   | 2012   | 2011   | 2010  |
|----------------------|--------|--------|--------|--------|-------|
| Logs – cubic meters: |        |        |        |        |       |
| West                 | 8,980  | 7,708  | 5,898  | 5,267  | 4,476 |
| South                | 5,678  | 5,888  | 5,575  | 4,879  | 3,357 |
| Canada               | 592    | 511    | 531    | 479    | 507   |
| International        | 604    | 357    | 343    | 314    | 283   |
| Total                | 15,854 | 14,464 | 12,347 | 10,939 | 8,623 |

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Log Prices

The majority of our log sales to unaffiliated customers involve sales to domestic sawmills and the export market. Log prices in the following tables are on a delivered (mill) basis:

Five-Year Summary of Published Domestic Log Prices (#2 Sawlog Bark On — \$/MBF)

Five-Year Summary of Export Log Prices (#2 Sawlog Bark On — \$/MBF)

Our log prices are affected by the supply of and demand for grade and fiber logs and are influenced by the same factors that affect log sales. Export log prices are particularly affected by the Japanese housing market.

Our average 2014 log realizations in the West increased from 2013 — primarily due to stronger demand for logs in the domestic market. Our average 2014 log realizations in the South increased from 2013 — primarily due to strengthening market conditions in the South.

Minerals and Energy Products

Mineral revenue was down slightly in 2014 as royalty revenue from natural gas and construction aggregates declined.

WHERE WE'RE HEADED

Our competitive strategies include:

- continuing to capitalize on our scale operations, silviculture expertise and sustainability practices;
- maximizing cash flow through operational excellence initiatives such as merchandising for value, harvest and transportation efficiencies, and flexing harvest to seasonal and short term opportunities;
- sustaining our export and domestic market access, infrastructure and strong customer relationships; and
- increasing non-timber revenue streams.

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**WOOD PRODUCTS**

We are a large manufacturer and distributor of wood products primarily in North America and Asia.

**WHAT WE DO**

Our wood products segment:

• provides a family of high-quality softwood lumber, engineered wood products, structural panels and other specialty products to the residential, multi-family, industrial, light commercial and repair and remodel markets;

• distributes our products as well as complementary building products that we purchase from other manufacturers; and

• exports our softwood lumber, oriented strand board (OSB) and engineered wood products primarily to Asia.

Wood Products

**PRODUCTS**

**HOW THEY'RE USED**

Structural lumber

Structural framing for new residential, repair and remodel, treated applications, industrial and commercial structures

Engineered wood products

- Solid section
- I-joists

Floor and roof joists, and headers and beams for residential, multi-family and commercial structures

Structural panels

- OSB
- Softwood plywood

Structural sheathing, subflooring and stair tread for residential, multi-family and commercial structures

Other products

Complementary building products such as cedar, decking, siding, insulation and rebar sold in our distribution facilities

**WHERE WE DO IT**

We operate manufacturing facilities in the United States and Canada. We distribute through a combination of Weyerhaeuser and third-party locations. Information about the locations, capacities and actual production of our manufacturing facilities is included below.

**Principal Manufacturing Locations**

Locations of our principal manufacturing facilities as of December 31, 2014, by major product group were:

**Structural lumber**

- U.S. — Alabama, Arkansas, Louisiana, Mississippi, North Carolina, Oklahoma, Oregon and Washington
- Canada — Alberta and British Columbia

**Engineered wood products**

- U.S. — Alabama, Louisiana, Oregon and West Virginia
- Canada — British Columbia and Ontario

**Oriented strand board**

- U.S. — Louisiana, Michigan, North Carolina and West Virginia
- Canada — Alberta and Saskatchewan

**Softwood plywood**

- U.S. — Arkansas and Louisiana

We also own or lease 21 distribution centers in the U.S. where our major products and complementary building products are sold.

**Summary of Wood Products Capacities as of December 31, 2014**

**CAPACITIES IN MILLIONS**

|  | PRODUCTION CAPACITY | NUMBER OF FACILITIES |
|--|---------------------|----------------------|
| Structural lumber – board feet                       | 4,690               | 18                   |
| Engineered solid section – cubic feet <sup>(1)</sup> | 43                  | 6                    |
| Oriented strand board – square feet (3/8")           | 3,035               | 6                    |
| Softwood plywood – square feet (3/8")                | 460                 | 2                    |

(1) Three engineered wood products facilities also produce engineered I-Joists to meet market demand. 2014 production of I-Joists was 182 million lineal feet.

Production capacities listed represent annual production volume under normal operating conditions and producing a normal product mix for each individual facility. Production capacities do not include any capacity for facilities that were sold or permanently closed as of the end of 2014. We also operate a facility in Foster, Oregon that produces veneer, primarily for use in our engineered wood products facilities.

During 2013, we decided to permanently close our Colbert, Georgia engineered wood products facility. In 2014, we decided to reopen our Evergreen, Alabama engineered wood products facility. Both facilities were previously indefinitely closed.

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## Five-Year Summary of Wood Products Production

## PRODUCTION IN MILLIONS

|  | 2014  | 2013  | 2012  | 2011  | 2010  |
|--|-------|-------|-------|-------|-------|
| Structural lumber – board feet                       | 4,152 | 4,084 | 3,846 | 3,528 | 3,289 |
| Engineered solid section – cubic feet <sup>(1)</sup> | 20.4  | 18.0  | 15.4  | 13.4  | 14.5  |
| Engineered I-joists – lineal feet <sup>(1)</sup>     | 182   | 168   | 147   | 122   | 133   |
| Oriented strand board – square feet (3/8")           | 2,749 | 2,723 | 2,511 | 2,127 | 1,721 |
| Softwood plywood – square feet (3/8")                | 252   | 241   | 214   | 197   | 212   |

(1) Weyerhaeuser engineered I-joist facilities also may produce engineered solid section.

(2) All Weyerhaeuser plywood facilities also produce veneer.

## HOW MUCH WE SELL

Revenues of our Wood Products segment come from sales to wood products dealers, do-it-yourself retailers, builders and industrial users. Wood Products net sales were \$4.0 billion in 2014 and 2013.

## Five-Year Summary of Net Sales for Wood Products

## NET SALES IN MILLIONS OF DOLLARS

|                                 | 2014    | 2013    | 2012    | 2011    | 2010    |
|---------------------------------|---------|---------|---------|---------|---------|
| Structural lumber               | \$1,901 | \$1,873 | \$1,400 | \$1,087 | \$1,044 |
| Engineered solid section        | 402     | 353     | 279     | 235     | 246     |
| Engineered I-joists             | 277     | 247     | 190     | 161     | 171     |
| Oriented strand board           | 610     | 809     | 612     | 354     | 319     |
| Softwood plywood                | 143     | 144     | 115     | 66      | 65      |
| Other products produced         | 176     | 171     | 167     | 142     | 125     |
| Complementary building products | 461     | 412     | 295     | 231     | 254     |
| Total                           | \$3,970 | \$4,009 | \$3,058 | \$2,276 | \$2,224 |

## Five-Year Trend for Total Net Sales in Wood Products

## Percentage of 2014 Net Sales Dollars in Wood Products

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## Wood Products Volume

The volume of structural lumber, OSB, and engineered wood products sold in 2014 increased from 2013 due to increased demand.

## Five-Year Summary of Sales Volume for Wood Products

## SALES VOLUMES IN MILLIONS

|  | 2014  | 2013  | 2012  | 2011  | 2010  |
|--|-------|-------|-------|-------|-------|
| Structural lumber – board feet             | 4,463 | 4,436 | 4,031 | 3,586 | 3,356 |
| Engineered solid section – cubic feet      | 20.0  | 18.2  | 15.4  | 12.3  | 13.1  |
| Engineered I-joists – lineal feet          | 184   | 177   | 152   | 128   | 145   |
| Oriented strand board – square feet (3/8") | 2,788 | 2,772 | 2,508 | 1,977 | 1,547 |
| Softwood Plywood – square feet (3/8")      | 395   | 402   | 340   | 249   | 237   |

Sales volumes include sales of internally produced products and complementary building products primarily through our distribution business.

## Wood Products Prices

Prices for commodity wood products — Structural lumber and Plywood — increased in 2014 from 2013 while OSB decreased.

In general, the following factors influence prices for wood products:

Demand for wood products used in residential and multi-family construction and the repair and remodel of existing homes affects prices. Residential construction is influenced by factors such as population growth and other demographics, the level of employment, consumer confidence, consumer income, availability of financing and interest rate levels, and the supply and pricing of existing homes on the market. Repair and remodel activity is affected by the size and age of existing housing inventory and access to home equity financing and other credit. The availability of supply of commodity building products such as structural lumber, OSB and plywood affects prices. A number of factors can influence supply, including changes in production capacity and utilization rates, weather, raw material supply and availability of transportation.

The North American housing market continued to show sustained improvement in 2014. This improvement led to increased demand and resulted in improved pricing for commodity wood products, excluding OSB, in 2014. The following graphs reflect product price trends for the past five years.

Five-Year Summary of Published Lumber Prices — \$/MBF

Five-Year Summary of Published Oriented Strand Board Prices — \$/MSF

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**WHERE WE'RE HEADED**

Our competitive strategies include:

- reduce controllable manufacturing costs through operational excellence and capital execution;
- maintain a value-added product mix;
- leverage our brand and reputation as the preferred provider of quality building products; and
- pursue disciplined, profitable sales growth.

**CELLULOSE FIBERS**

Our cellulose fibers segment is one of the world's largest producers of absorbent fluff pulp used in products such as diapers. We also manufacture liquid packaging board and other pulp products. We have a 50 percent interest in North Pacific Paper Corporation (NORPAC) — a joint venture with Nippon Paper Industries that produces primarily high-brightness publication papers and newsprint.

**WHAT WE DO**

Our cellulose fibers segment:

- provides cellulose fibers for absorbent products in markets around the world;
- works closely with our customers to develop unique or specialized applications;
- manufactures liquid packaging board used primarily for the production of containers for liquid products; and
- is largely energy self sufficient, with over 80 percent of its energy derived from black liquor produced at the mills and biomass.

**Cellulose Fibers Products**

**PRODUCTS**

- Pulp
  - Fluff pulp (Southern softwood kraft fiber)
  - Softwood papergrade pulp
  - Specialty chemical cellulose pulp
- Liquid packaging board
- Other products

**HOW THEY'RE USED**

- Used in sanitary disposable products that require bulk, softness and absorbency
  - Used in products that include printing and writing papers and tissue
  - Used in textiles, absorbent products, specialty packaging, specialty applications and proprietary high-bulking fibers
- Converted into containers to hold liquids such as milk, juice and tea

- Slush pulp
- Wet lap pulp

Used in the manufacture of paper products

**WHERE WE DO IT**

Our cellulose fibers products are distributed globally through a direct sales network. Locations of our principal manufacturing facilities by major product group are:

**Pulp Manufacturing**

- U.S. — Georgia (2), Mississippi and North Carolina
- Canada — Alberta

**Pulp Converting**

- U.S. — Mississippi
- Poland

**Liquid packaging board**

- U.S. — Washington

Summary of Cellulose Fibers Capacities as of December 31, 2014

**CAPACITIES IN THOUSANDS**

|                               | PRODUCTION<br>CAPACITY | NUMBER OF<br>FACILITIES |
|-------------------------------|------------------------|-------------------------|
| Pulp – air-dry metric tons    | 1,870                  | 5                       |
| Liquid packaging board – tons | 350                    | 1                       |

Production capacities listed represent annual production volume under normal operating conditions and producing a normal product mix for each individual facility.

Five-Year Summary of Cellulose Fibers Production

PRODUCTION IN THOUSANDS

|                               | 2014  | 2013  | 2012  | 2011  | 2010  |
|-------------------------------|-------|-------|-------|-------|-------|
| Pulp – air-dry metric tons    | 1,859 | 1,815 | 1,773 | 1,769 | 1,774 |
| Liquid packaging board – tons | 292   | 307   | 292   | 307   | 316   |

Liquid packaging board production decreased in 2014 primarily due to a scheduled machine rebuild.

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## HOW MUCH WE SELL

Revenues of our Cellulose Fibers segment come from sales to customers who use the products for further manufacturing or distribution and for direct use. Our net sales were \$1.9 billion in 2014, comparable to \$1.9 billion in 2013.

## Five-Year Summary of Net Sales for Cellulose Fibers

## NET SALES IN MILLIONS OF DOLLARS

|                        | 2014    | 2013    | 2012    | 2011    | 2010    |
|------------------------|---------|---------|---------|---------|---------|
| Pulp                   | \$1,559 | \$1,501 | \$1,433 | \$1,617 | \$1,489 |
| Liquid packaging board | 310     | 326     | 332     | 346     | 337     |
| Other products         | 67      | 75      | 89      | 95      | 85      |
| Total                  | \$1,936 | \$1,902 | \$1,854 | \$2,058 | \$1,911 |

## Five-Year Trend for Total Net Sales in Cellulose Fibers

## Percentage of 2014 Net Sales Dollars in Cellulose Fibers

## Pulp Volumes

Our sales volumes of cellulose fiber products were 1.8 million tons in 2014 and 1.9 million tons in 2013.

Factors that affect sales volumes for cellulose fiber products include:

- growth of the world gross domestic product,
- demand for absorbent hygiene products and paper and
- relative strength of the U.S. dollar.

## Five-Year Summary of Sales Volume for Cellulose Fibers

## SALES VOLUMES IN THOUSANDS

|                               | 2014  | 2013  | 2012  | 2011  | 2010  |
|-------------------------------|-------|-------|-------|-------|-------|
| Pulp – air-dry metric tons    | 1,826 | 1,866 | 1,762 | 1,756 | 1,714 |
| Liquid packaging board – tons | 274   | 305   | 289   | 297   | 311   |

Liquid packaging board sales volume decreased in 2014 primarily due to lower production.

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Pulp Prices

Our average pulp prices in 2014 increased compared with 2013 due to improvement in the market demand and supply balance.

Five-Year Summary of Published NBSK Pulp Prices — \$/ADMT

WHERE WE'RE HEADED

Our competitive strategies include:

- continued execution of operational excellence initiatives such as manufacturing reliability, predictive, preventive maintenance practices, and liquid packaging board cost and quality improvement;
- profitably growing with long-term strategic customers; and
- focusing capital investments on cost reduction, green energy opportunities and product quality.

EXECUTIVE OFFICERS OF THE REGISTRANT

Patricia M. Bedient, 61, has been executive vice president and chief financial officer since 2007. She was senior vice president, Finance and Strategic Planning from February 2006 to 2007. She served as vice president, Strategic Planning from 2003, when she joined the company, to 2006. Prior to joining the company, she was a partner with Arthur Andersen LLP (Independent Accountant) from 1987 to 2002 and served as the managing partner for the Seattle office and as the partner in charge of the firm's forest products practice from 1999 to 2002. She is on the Board of Directors for Alaska Air Group and Oregon State University and also serves as Treasurer and a Board member of Overlake Hospital Medical Center. She is a CPA and member of the American Institute of CPAs.

Adrian M. Blocker, 58, was appointed senior vice president, Wood Products effective January 1, 2015. He has served as senior vice president, Lumber since August 2013. He joined the company in May 2013 as vice president, Lumber. Prior to joining the company, he served as CEO of the Wood Products Council and Chairman. He has held numerous leadership positions in the industry focused on forest management, fiber procurement, consumer packaging, strategic planning, business development and manufacturing, including at West Fraser, International Paper and Champion International.

Rhonda D. Hunter, 52, has been senior vice president, Timberlands, since January 2014. Previously, she was vice president, Southern Timberlands from 2010 to 2014. She held a number of leadership positions in the Southern Timberlands organization and has experience in inventory and planning, regional timberlands management, environmental and work systems, finance and land acquisition. She joined Weyerhaeuser in 1987 as an accountant.

Denise M. Merle, 51, has been senior vice president, Human Resources and Investor Relations since August 2014. She served as senior vice president, Human Resources beginning February 2014. Prior to that, she was director, Finance and Human Resources for the Lumber business from 2013, director, Compliance & Enterprise Planning from 2009 to 2013, and director of Internal Audit from 2004 to 2009. She has held various roles in the company's paper and packaging businesses, including finance, capital planning and analysis, and business development. She joined the company in 1981. She is a licensed CPA in the state of Washington.

Doyle R. Simons, 51, has been president and chief executive officer since August 2013 and a director of the company since June 2012. He was appointed chief executive officer-elect and an executive officer of the company on June 17, 2013. Prior to joining the company, he served as chairman and chief executive officer of Temple-Inland, Inc. (forest products) from 2008 until February 2012 when it was acquired by International Paper Company. He held various management positions with Temple-Inland, including executive vice president from 2005 through 2007 and chief administrative officer from 2003 to 2005. Prior to joining Temple-Inland in 1992, he practiced real estate and banking law with Hutcheson and Grundy, L.L.P. He also serves on the Board of Fiserv, Inc.

Catherine I. Slater, 51, was appointed senior vice president, Cellulose Fibers effective January 1, 2015. She has served as senior vice president, Engineered Products and Distribution since August 2013 and vice president, OSB from 2011 to 2013. Prior to that role, she held a number of other leadership positions in the company's Wood Products business, including vice president for both engineered wood products manufacturing and veneer technologies. Before joining the Wood Products team, she held positions in Cellulose Fibers business, including leadership roles at Flint River and Port Wentworth pulp mills, and leadership oversight for the company's operations in Alberta, Canada, which included pulp, timberlands, OSB, lumber, and engineered wood products. Prior to joining the company in 1992, she held

several leadership roles at Procter and Gamble.

Devin W. Stockfish, 41, was appointed senior vice president, general counsel and corporate secretary in July 2014. He leads the company's Law & Corporate Affairs department, with responsibility for global Legal, Compliance, Government Affairs, Real Estate Services, Land Title, and Environmental, Health and Safety functions. He joined the company in March 2013 as corporate secretary and assistant general counsel. Before joining the company, he was vice president & associate general counsel at Univar Inc. where he focused on mergers and acquisitions, corporate governance and securities law. Previously, he was an attorney in the law department at Starbucks Corporation and practiced corporate law at K&L Gates LLP. Before he began practicing law, Mr. Stockfish was an engineer with the Boeing Company.

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### NATURAL RESOURCE AND ENVIRONMENTAL MATTERS

We are subject to a multitude of laws and regulations in the operation of our businesses. We also participate in voluntary certification of our timberlands to assure that we sustain their values including the protection of wildlife and water quality. Changes in law and regulation, or certification standards, can significantly affect our business.

#### REGULATIONS AFFECTING FORESTRY PRACTICES

In the United States, regulations established by federal, state and local government agencies to protect water quality and wetlands could affect future harvests and forest management practices on some of our timberlands. Forest practice laws and regulations that affect present or future harvest and forest management activities in certain states include:

- limits on the size of clearcuts,
- requirements that some timber be left unharvested to protect water quality and fish and wildlife habitat,
- regulations regarding construction and maintenance of forest roads,
- rules requiring reforestation following timber harvest, and
- various related permit programs.

Each state in which we own timberlands has developed best management practices to reduce the effects of forest practices on water quality and aquatic habitats. Additional and more stringent regulations may be adopted by various state and local governments to achieve water-quality standards under the federal Clean Water Act, protect fish and wildlife habitats, or achieve other public policy objectives.

In Canada, our forest operations are carried out on public timberlands under forest licenses with the provinces. All forest operations are subject to:

- forest practices and environmental regulations, and
- license requirements established by contract between us and the relevant province designed to:
  - protect environmental values, and
  - encourage other stewardship values.

In Canada, 21 member companies of the Forest Products Association of Canada (FPAC), including Weyerhaeuser's Canadian subsidiary, announced in May 2010 the signing of a Canadian Boreal Forest Agreement (CBFA) with nine environmental organizations. The CBFA applies to approximately 72 million hectares of public forests licensed to FPAC members and, when fully implemented, is expected to lead to the conservation of significant areas of Canada's boreal forest and protection of boreal species at risk, in particular woodland caribou. CBFA signatories continue to work on management plans with provincial governments, and seek the participation of aboriginal and local communities in advancing the goals of the CBFA. Progress under the CBFA is measured and reported on by an independent auditor.

#### ENDANGERED SPECIES PROTECTIONS

In the United States, a number of fish and wildlife species that inhabit geographic areas near or within our timberlands have been listed as threatened or endangered under the federal Endangered Species Act (ESA) or similar state laws, such as:

- the northern spotted owl, the marbled murrelet, a number of salmon species, bull trout and steelhead trout in the Pacific Northwest,
  - several freshwater mussel and sturgeon species, and
  - the red-cockaded woodpecker, gopher tortoise, gopher frog and American burying beetle in the South or Southeast.
- Additional species or populations may be listed as threatened or endangered as a result of pending or future citizen petitions or petitions initiated by federal or state agencies. In addition, significant citizen litigation seeks to compel the federal agencies to designate "critical habitat" for ESA-listed species, and many cases have resulted in settlements under which designations will be implemented over time. Such designations may adversely affect some management activities and options. Restrictions on timber harvests can result from:
- federal and state requirements to protect habitat for threatened and endangered species,
  - regulatory actions by federal or state agencies to protect these species and their habitat, and
  - citizen suits under the ESA.

Such actions could increase our operating costs and affect timber supply and prices in general. To date, we do not believe that these measures have had, and we do not believe that in 2015 they will have, a significant effect on our harvesting operations. We anticipate that likely future actions will not disproportionately affect Weyerhaeuser as compared with comparable operations of U.S. competitors.

In Canada:

The federal Species at Risk Act (SARA) requires protective measures for species identified as being at risk and for critical habitat, pursuant to SARA, Environment Canada continues to identify and assess species deemed to be at risk and their critical habitat, and

in October 2012, the Canadian Minister of the Environment released a strategy for the recovery of the boreal population of woodland caribou under the SARA. The population and distribution objectives for boreal caribou across Canada are to (1) maintain the current status of existing, self-sustaining local caribou populations and (2) stabilize and achieve self-sustaining status for non-self-sustaining local caribou populations. Critical habitat for boreal caribou is identified for all boreal caribou ranges, except for northern Saskatchewan's Boreal Shield range (SK1) where additional information is required for that population. Species assessment and recovery plans are developed in consultation with aboriginal communities and stakeholders.

The identification and protection of habitat and the implementation of range plans and land use action plans may, over time, result in additional restrictions on timber harvests and other forest management practices that could increase operating costs for operators of timberlands in Canada. To date, we do not believe that these Canadian measures have had, and we do not believe that in 2015 they will have, a significant effect on our harvesting operations. We anticipate that likely future measures will not disproportionately affect Weyerhaeuser as compared with similar operations of Canadian competitors.

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### FOREST CERTIFICATION STANDARDS

We operate in North America under the Sustainable Forestry Initiative (SFI®). This is a certification standard designed to supplement government regulatory programs with voluntary landowner initiatives to further protect certain public resources and values. SFI® is an independent standard, overseen by a governing board consisting of:

- conservation organizations,
- academia,
- the forest industry, and
- large and small forest landowners.

Ongoing compliance with SFI® may result in some increases in our operating costs and curtailment of our timber harvests in some areas. There also is competition from other private certification systems, primarily the Forest Stewardship Council (FSC), coupled with efforts by supporters to further those systems by persuading customers of forest products to require products certified to their preferred system. Certain features of the FSC system could impose additional operating costs on timberland management. Because of the considerable variation in FSC standards, and variability in how those standards are interpreted and applied, if sufficient marketplace demand develops for products made from raw materials sourced from other than SFI-certified forests, we could incur substantial additional costs for operations and be required to reduce harvest levels.

### WHAT THESE REGULATIONS AND CERTIFICATION PROGRAMS MEAN TO US

The regulatory and nonregulatory forest management programs described above have:

- increased our operating costs,
- resulted in changes in the value of timber and logs from our timberlands,
- contributed to increases in the prices paid for wood products and wood chips during periods of high demand,
- sometimes made it more difficult for us to respond to rapid changes in markets, extreme weather or other unexpected circumstances, and
- potentially encouraged further reductions in the use of, or substitution of other products for, lumber, oriented strand board, and plywood.

We believe that these kinds of programs have not had, and in 2015 will not have, a significant effect on the total harvest of timber in the United States or Canada. However, these kinds of programs may have such an effect in the future. We expect we will not be disproportionately affected by these programs as compared with typical owners of comparable timberlands. We also expect that these programs will not significantly disrupt our planned operations over large areas or for extended periods.

### CANADIAN ABORIGINAL RIGHTS

Many of the Canadian timberlands are subject to the constitutionally protected treaty or common-law rights of aboriginal peoples of Canada. Most of British Columbia (B.C.) is not covered by treaties, and as a result the claims of B.C.'s aboriginal peoples relating to forest resources have been largely unresolved. On June 26, 2014 the Supreme Court of Canada ruled that the Tsilhqot'in Nation holds aboriginal title to approximately 1,900 square kilometers in B.C. This was the first time that the court has declared title to exist based on historical occupation by aboriginal peoples. Many aboriginal groups continue to be engaged in treaty discussions with the governments of B.C., other provinces and Canada.

Final or interim resolution of claims brought by aboriginal groups can be expected to result in:

- additional restrictions on the sale or harvest of timber,
- potential increase in operating costs, and
- impact to timber supply and prices in Canada.

We believe that such claims will not have a significant effect on our total harvest of timber or production of forest products in 2015, although they may have such an effect in the future. In 2008, FPAC, of which we are a member, signed a Memorandum of Understanding with the Assembly of First Nations, under which the parties agree to work together to strengthen Canada's forest sector through economic-development initiatives and business investments, strong environmental stewardship and the creation of skill-development opportunities particularly targeted to



aboriginal youth.

#### POLLUTION-CONTROL REGULATIONS

Our operations are subject to various laws and regulations, including:

federal,  
state,  
provincial, and  
local pollution controls.

These laws and regulations, as well as market demands, impose controls with regard to:

air, water and land,  
solid and hazardous waste management,  
waste disposal,  
remediation of contaminated sites, and  
the chemical content of some of our products.

Compliance with these laws, regulations and demands usually involves capital expenditures as well as additional operating costs. We cannot easily quantify the future amounts of capital expenditures we might have to make to comply with these laws, regulations and demands or the effects on our operating costs because in some instances compliance standards have not been developed or have not become final or definitive. In addition, it is difficult to isolate the environmental component of most manufacturing capital projects.

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Our capital projects typically are designed to:

- enhance safety,
- extend the life of a facility,
- increase capacity,
- increase efficiency,
- facilitate raw material changes and handling requirements,
- increase the economic value of assets or products, and
- comply with regulatory standards.

We had no material capital expenditures relating primarily to environmental compliance in 2014. Based on our understanding of current regulatory requirements in the U.S. and Canada, we expect approximately \$23 million of capital expenditures relating primarily to environmental compliance in 2015.

### ENVIRONMENTAL CLEANUP

We are involved in the environmental investigation or remediation of numerous sites. Of these sites:

- we may have the sole obligation to remediate,
- we may share that obligation with one or more parties,
- several parties may have joint and several obligations to remediate, or
- we may have been named as a potentially responsible party for sites designated as U.S. Superfund sites.

Our liability with respect to these various sites ranges from insignificant to substantial. The amount of liability depends on:

- the quantity, toxicity and nature of materials at the site, and
- the number and economic viability of the other responsible parties.

We spent approximately \$5 million in 2014 and expect to spend approximately \$7 million in 2015 on environmental remediation of these sites.

It is our policy to accrue for environmental-remediation costs when we:

- determine it is probable that such an obligation exists, and
- can reasonably estimate the amount of the obligation.

We currently believe it is reasonably possible that our costs to remediate all the identified sites may exceed our current accruals of \$29 million. The excess amounts required may be insignificant or could range, in the aggregate, up to \$138 million over several years. This estimate of the upper end of the range of reasonably possible additional costs is much less certain than the estimates we currently are using to determine how much to accrue. The estimate of the upper range also uses assumptions less favorable to us among the range of reasonably possible outcomes.

### REGULATION OF AIR EMISSIONS IN THE U.S.

The United States Environmental Protection Agency (EPA) has promulgated regulations for air emissions from:

- pulp and paper manufacturing facilities,
- wood products facilities, and
- industrial boilers.

These regulations cover:

- hazardous air pollutants that require use of maximum achievable control technology (MACT); and
- controls for pollutants that contribute to smog, haze and more recently, greenhouse gases.

In 2011 and 2013 EPA issued new MACT standards for industrial boilers and process heaters. In 2012 EPA completed a technology and residual risk review for MACT standards applicable to pulping and bleaching operations at pulp and paper manufacturing facilities. In 2014 EPA issued a revised New Source Performance Standard for kraft pulp mills. These latter two rules apply on a project specific basis when certain thresholds are exceeded; as a result, we cannot predict whether or when those rules may have a material impact on future projects. Regarding other recent final actions by the EPA, we expect to spend \$23 million in 2015 to comply with MACT standards.

The EPA must still promulgate:

- technology and residual risk review standards for additional operations at pulp and paper manufacturing facilities and

supplemental MACT standards for plywood, lumber and composite wood products facilities.

We cannot currently quantify the amount of capital we will need in the future to comply with new regulations being developed by the EPA because final rules have not been promulgated.

In 2010 EPA issued a final greenhouse gas rule limiting the growth of emissions from new projects meeting certain thresholds. On June 23, 2014, the US Supreme Court issued a decision that removed potential applicability of the underlying 2010 regulations based solely on greenhouse gas emissions and limited application of the rule's technology requirements to larger emission sources as a result of new emissions from non-greenhouse gas pollutants. As a result of this Supreme Court ruling, EPA is expected to issue new guidance to set thresholds for when the greenhouse gas technology requirements apply if the non-greenhouse gas emissions trigger the rule in the first instance. The impact of the Supreme Court ruling is to end the potential applicability of the technology requirements for our smaller manufacturing operations and limit the applicability for our other operations.

In June 2014 EPA proposed an extensive regulatory program for existing electric utility generating units to scale back emissions of greenhouse gas carbon dioxide (CO<sub>2</sub>) arising from fossil fuel use to generate electricity. This regulatory program potentially will have indirect impacts on our operations, such as from rising purchased electricity prices or from secondary regulation of cogeneration units that we operate. We are evaluating the proposal but are not able to predict whether the regulations, when final and implemented, will have a material impact on our operations.

We use significant biomass for energy production at our mills. EPA is currently working on rules regarding regulation of biomass emissions.

The impact of these greenhouse gas and biomass rules, as well as recent court decisions, on our operations remains uncertain.

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To address concerns about greenhouse gases as a pollutant, we:

- closely monitor legislative, regulatory and scientific developments pertaining to climate change;
- adopted in 2006, as part of the Company's sustainability program, a goal of reducing greenhouse gas emissions by 40 percent by 2020 compared with our emissions in 2000, assuming a comparable portfolio and regulations;
- determined to achieve this goal by increasing energy efficiency and using more greenhouse gas-neutral, biomass fuels instead of fossil fuels; and
- reduced greenhouse gas emissions by approximately 28 percent considering changes in the asset portfolio according to 2012 data, compared to our 2000 baseline.

Additional factors that could affect greenhouse gas emissions in the future include:

- policy proposals by state governments regarding regulation of greenhouse gas emissions,
  - Congressional legislation regulating greenhouse gas emissions within the next several years and
- establishment of a multistate or federal greenhouse gas emissions reduction trading systems with potentially significant implications for all U.S. businesses.

We believe these developments have not had, and in 2015 will not have, a significant effect on our operations.

Although these measures could have a material adverse effect on our operations in the future, we expect that we will not be disproportionately affected by these measures as compared with owners of comparable operations. We maintain an active forestry research program to track and understand any potential effect from actual climate change related parameters that could affect the forests we own and manage and do not anticipate any disruptions to our planned operations.

## REGULATION OF AIR EMISSIONS IN CANADA

In addition to existing provincial air quality regulations, the Canadian federal government has proposed an air quality management system (AQMS) as a comprehensive national approach for improving air quality in Canada. The federal proposed AQMS includes:

- ambient air quality standards for outdoor air quality management across the country,
- a framework for air zone air management within provinces and territories that targets specific sources of air emissions,
- regional airsheds that facilitate coordinated action across borders,
- industrial sector based emission requirements that set a national base level of performance for major industries in Canada, and
- improved intergovernmental collaboration to reduce emissions from the transportation sector.

Environment Canada is developing a "Greenhouse Gas Emission Framework" that is expected to be proposed in 2015 with implementation in 2020. The framework will put in place a national, sector-based greenhouse gas reduction program applicable to a number of industries, including pulp and paper manufacturing.

All Canadian provincial governments:

- have greenhouse gas reporting requirements,
- are working on reduction strategies, and
- together with the Canadian federal government, are considering new or revised emission standards.

In addition, British Columbia has adopted a carbon tax and Alberta has a mandatory GHG emission reduction regulation. Our Grande Prairie, Alberta cellulose fiber mill generates and sells carbon credits.

We believe these measures have not had, and in 2015 will not have, a significant effect on our operations. Although these measures could have a material adverse effect on our operations in the future, we expect that we will not be disproportionately affected by these measures as compared with owners of comparable operations. We also expect that these measures will not significantly disrupt our planned operations.

## REGULATION OF AIR EMISSIONS IN POLAND AND URUGUAY

The European Union's "Clean Air Programme" includes new air quality objectives that Poland and other European Union countries will implement through 2030. Some provinces in Uruguay have established air quality monitoring

networks and ambient air objectives have been proposed for the region where our Los Piques mill is located. We believe these measures have not had, and in 2015 will not have, a significant effect on our operations. Although these measures could have a material adverse effect on our operations in the future, we expect that we will not be disproportionately affected by these measures as compared with owners of comparable operations. We also expect that these measures will not significantly disrupt our planned operations.

#### REGULATION OF WATER

In the U.S., as a result of litigation under the federal Clean Water Act, additional federal or state permits are now required in some states for the application of pesticides, including herbicides, on timberlands. Those permits have entailed additional costs. In addition, there is continuing litigation in the federal courts that may result in permit requirements for pollution discharges from forest roads and other drainage features on timberland, which would entail additional costs for forest landowners including Weyerhaeuser. Finally, the federal regulatory agencies are considering expanding the definition of waters subject to federal Clean Water Act jurisdiction, which could increase the scope and number of permits required for forestry-related activities and entail additional costs for Weyerhaeuser and other forest landowners in the U.S.

In August 2014 EPA issued a final regulation on thermal cooling water intakes for the protection of aquatic resources. The final rule is not expected to have a material impact although the technology requirements to protect aquatic resources outlined in the rule may be applied on a case-by-case when water permits are renewed.

In 2015, Washington State Department of Ecology (WA DOE) is expected to propose rules to update the Human Health Water Quality Criteria for the protection of human health. It is unclear what effect, if any, the WA DOE regulations will have on our manufacturing operations in Washington State.

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In addition:

In 2013, amendments to the Canadian Federal Fisheries Act came into force. These amendments change the focus from habitat protection to fisheries protection and increase penalties.

Uruguay's national policy for water includes regulation of river basin planning, management and water use permits.

Wastewater discharge authorization is required for industry, including our Los Piques mill.

In response to an European Union Water Framework Directive, in 2015 Polish authorities announced their intention to develop a water management plan to reduce total nitrogen and phosphorous loads in municipal waste water by 75 percent. The plan could impact our Poland facility, although it is unclear what effect, if any, the water management plan may have on our operation in Poland until the plan is complete.

We believe the above developments have not had, and in 2015 will not have, a significant effect on our operations.

Although these measures could have a material adverse effect on our operations in the future, we expect that we will not be disproportionately affected by these measures as compared with owners of comparable operations. We also expect that these measures will not significantly disrupt our planned operations.

POTENTIAL CHANGES IN POLLUTION REGULATION

State governments continue to promulgate total maximum daily load (TMDL) requirements for pollutants in water bodies that do not meet state or EPA water quality standards. State TMDL requirements may:

- set limits on pollutants that may be discharged to a body of water; or
- set additional requirements, such as best management practices for nonpoint sources, including timberland operations, to reduce the amounts of pollutants.

It is not possible to estimate the capital expenditures that may be required for us to meet pollution allocations across the various proposed state TMDL programs until a specific TMDL is promulgated.

In Canada, various levels of government have been working to address water issues including use, quality and management. Recent areas of focus include water allocation, regional watershed protection, protection of drinking water, water pricing and a national water quality index.

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FORWARD-LOOKING STATEMENTS

This report contains statements concerning our future results and performance that are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements:

- are based on various assumptions we make, and
- may not be accurate because of risks and uncertainties surrounding the assumptions we make.

These statements reflect our current views with respect to future events. Factors listed in this section, factors discussed under "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this report, and other factors not included, may cause our actual results to differ significantly from our forward-looking statements. There is no guarantee that any of the events anticipated by our forward-looking statements will occur. Or if any of the events occur, there is no guarantee what effect it will have on our operations or financial condition.

We will not update our forward-looking statements after the date of this report.

FORWARD-LOOKING TERMINOLOGY

Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts. They often use words such as expects, may, should, will, believes, anticipates, estimates, projects, intends, plans, targets or approximately. They may use the positive or negative or variation of those and similar words.

STATEMENTS

In this report we make forward-looking statements concerning our plans, strategies, intentions and expectations, including with respect to estimated taxes and tax rates, future dividends, future restructuring charges, expected results of litigation and the sufficiency of litigation reserves, expected uses of cash, expected capital expenditures, expected economic conditions, markets for our products, laws and regulations relevant to our businesses and our expectations relating to pension contributions and benefit payments.

We base our forward-looking statements on the expected effect of:

- the economy,
- laws and regulations,
- adverse litigation outcomes and the adequacy of reserves,
- changes in accounting principles,
- contributions to pension plans,
- projected benefit payments,
- projected tax treatment, rates and credits, and
- other related matters.

RISKS, UNCERTAINTIES AND ASSUMPTIONS

Major risks and uncertainties, and assumptions that we make, that affect our business and may cause actual results to differ from these forward-looking statements include, but are not limited to:

- the effect of general economic conditions, including employment rates, interest rate levels, housing starts, availability of financing for home mortgages and strength of the U.S. dollar;
- market demand for our products, which is related to the strength of the various U.S. business segments and U.S. and international economic conditions;
- performance of our manufacturing operations, including maintenance requirements;
- potential disruptions in our manufacturing operations;
- level of competition from domestic and foreign producers;
- raw material availability and prices;
- the effect of weather;
- the risk of loss from fires, floods, windstorms, hurricanes, pest infestations and other natural disasters;
- energy prices;
- the successful execution of our internal plans and strategic initiatives;
- transportation and labor availability and costs;
- federal tax policies;
- the effect of forestry, land use, environmental and other governmental regulations;

- legal proceedings;
- performance of pension fund investments and related derivatives;
- the effect of timing of retirements and changes in the market price of our common stock on charges for share-based compensation;
- changes in accounting principles;
- our ability to successfully realize the expected benefits from the acquisition of Longview Timber; and
- other factors described under Risk Factors.

#### EXPORTING ISSUES

We are a large exporter. Our business is affected by:

- economic activity in Europe and Asia, especially Japan and China;
- currency exchange rates, particularly the relative value of the U.S. dollar to the euro and the Canadian dollar, and the relative value of the euro to the yen; and
- restrictions on international trade or tariffs imposed on imports.

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### RISK FACTORS

We are subject to various risks and events that could adversely affect our business, our financial condition, our results of operations and the price of our common stock.

You should consider the following risk factors, in addition to the information presented elsewhere in this report, particularly in "Forward-Looking Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" as well as in the filings we make from time to time with the SEC, in evaluating us, our business and an investment in our securities.

The risks discussed below are not the only risks we face. Additional risks not currently known to us or that we currently deem immaterial also may adversely affect our business.

### RISKS RELATED TO OUR INDUSTRIES AND BUSINESS

#### MACROECONOMIC CONDITIONS

The industries in which we operate are sensitive to macroeconomic conditions and consequently are highly cyclical. The overall levels of demand for the products we manufacture and distribute reflect fluctuations in levels of end-user demand, which consequently impact our sales and profitability. End-user demand depends in part on general macroeconomic conditions, both in the U.S. and globally, as well as on local economic conditions. Current economic conditions in the United States reflect growth at or below historical trends and general business uncertainty, but improving confidence. Global economic conditions reflect issues such as inflation and slowing growth in emerging countries. The construction and homebuilding industries continue to slowly recover from the severe downturn caused by the overall collapse of credit markets and recession of 2009. However, the recovery has been uneven and construction activity remains below pre-recession and trend levels. Our Wood Products segment is highly dependent on the strength of the homebuilding industry. Although recovering, the decline in home construction activity over the past several years resulted in depressed prices of and demand for wood products and building materials. This resulted in lower prices and demand for logs and several years of reduced harvests in our Timberlands segment. The length and magnitude of industry cycles vary over time and by product, but generally reflect changes in macroeconomic conditions and levels of industry capacity. Those conditions have improved recently for some sectors, but if macroeconomic conditions do not continue to improve we could experience lower sales volumes and smaller margins.

#### COMMODITY PRODUCTS

Many of our products are commodities that are widely available from other producers.

Because commodity products have few distinguishing properties from producer to producer, competition for these products is based primarily on price, which is determined by supply relative to demand and competition from substitute products. In addition, prices for our products are affected by many other factors outside of our control. As a result, we have little influence over the timing and extent of price changes, which often are volatile. Our profitability with respect to these products depends, in part, on managing our costs, particularly raw material and energy costs, which represent significant components of our operating costs and can fluctuate based upon factors beyond our control. Both sales and profitability of our products are subject to volatility due to market forces beyond our control.

#### INDUSTRY SUPPLY OF LOGS, WOOD PRODUCTS AND PULP

Excess supply of products may adversely affect prices and margins.

Oversupply of products may result from producers introducing new capacity for manufactured products or increasing harvest levels in response to favorable short-term pricing trends. Industry supplies of pulp are also influenced by global production capacity, which has grown in recent years and is expected to continue to grow. Continuation of these factors could adversely affect our sales volumes and margins.

#### HOMEBUILDING MARKET AND ECONOMIC RISKS

High unemployment, low demand and low levels of consumer confidence can adversely affect our business and results of operations.

Several of our businesses are dependent upon the health of the U.S. housing market. Demand for homes is sensitive to changes in economic conditions such as the level of employment, consumer confidence, consumer income, the availability of financing and interest rate levels. The legacy of the housing bubble, its collapse and ensuing credit crisis has been one of tightened credit requirements and a reduced number of mortgage loans available for financing home purchases. Credit conditions have begun to ease, but remain significantly more restrictive than prior to the housing bubble. Demand for new homes also has been adversely affected by factors such as unemployment and lower job participation, limited wage growth and weak consumer confidence. Additionally, rising student loan debt among younger adults is limiting access to mortgage financing and home ownership. Foreclosure rates and distress sales of houses, while still at elevated levels, have fallen significantly and are less of an impact compared to the years immediately following the housing collapse.

Homebuyers' ability to qualify for and obtain affordable mortgages could be affected by changes in government sponsored entities and private mortgage insurance companies supporting the mortgage market.

The federal government has historically had a significant role in supporting mortgage lending through its sponsorship of Fannie Mae and Freddie Mac. As a result of turbulence in credit markets and the mortgage finance industry in the last few years, the effect of the federal government's conservatorship of these government sponsored entities on the short-term and long-term demand for new housing remains unclear. The liquidity provided to the mortgage industry by Fannie Mae and Freddie Mac, both of which purchase home mortgages and mortgage-backed securities originated by mortgage lenders, is critical to the housing market. There have been significant concerns about the future purpose of Fannie Mae and Freddie Mac and a number of proposals to curtail their activities over time are under review. Limitations or restrictions on the availability of financing by these entities could adversely affect interest rates and the availability of mortgage financing, which could reduce demand for housing and adversely affect demand for our products.

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Changes in mortgage interest expense and real estate tax regulations could harm our future sales and earnings. Significant costs of homeownership include mortgage interest expense and real estate taxes, both of which are generally deductible for an individual's federal and, in some cases, state income taxes. Any changes to income tax laws by the federal government or a state government to eliminate or substantially reduce these income tax deductions, as has been considered from time to time, would increase the after-tax cost of owning a home. Increases in real estate taxes by local governmental authorities would also increase the cost of homeownership. Any such increases to the cost of homeownership could adversely affect the demand for our products.

### CAPITAL MARKETS

Deterioration in economic conditions and the credit markets could adversely affect our access to capital. Upset financial or credit market conditions can impair the company's ability to borrow money or otherwise access credit markets on terms acceptable to us, which may, among other impacts, reduce our ability to take advantage of growth and expansion opportunities. Similarly, our customers may be unable to borrow money to fund their operations. Similarly, deteriorating or volatile market conditions could have an adverse effect on our customers and suppliers and their ability to purchase our products or sell products to us.

### CHANGES IN CREDIT RATINGS

Changes in credit ratings issued by nationally recognized rating organizations could adversely affect our cost of financing and have an adverse effect on the market price of our securities. Credit rating agencies rate our debt securities on factors that include our operating results, actions that we take, their view of the general outlook for our industry and their view of the general outlook for the economy. Actions taken by the rating agencies can include maintaining, upgrading or downgrading the current rating or placing the company on a watch list for possible future downgrading. Downgrading the credit rating of our debt securities or placing us on a watch list for possible future downgrading could limit our access to the credit markets, increase our cost of financing, and have an adverse effect on the market price of our securities.

### SUBSTITUTION

Some of our products are vulnerable to declines in demand due to competing technologies or materials. Our products may compete with nonfiber-based alternatives or with alternative products in certain market segments. For example, plastic, wood/plastic or composite materials may be used by builders as alternatives to the products produced by our Wood Products businesses such as lumber, veneer, plywood and oriented strand board. Changes in prices for oil, chemicals and wood-based fiber can change the competitive position of our products relative to available alternatives and could increase substitution of those products for our products. If use of these alternative products grows, demand for and pricing of our products could be adversely affected.

### CHANGES IN PRODUCT MIX OR PRICING

Our results of operations and financial condition could be materially adversely affected by changes in product mix or pricing.

Our results may be adversely affected by a change in our product mix or pricing. If we are not successful in implementing previously announced or future price increases, or in our plans to increase sales of higher-priced, higher-value products, or if there are delays in acceptance of price increases or failure of customers to accept higher-priced products our results of operations and financial condition could be materially and adversely affected. Price discounting, if required to maintain our competitive position, could result in lower than anticipated price realizations.

### INTENSE COMPETITION

We face intense competition in our markets, and the failure to compete effectively could have a material adverse effect on our business, financial condition and results of operations.

We compete with North American and, for many of our product lines, global producers, some of which may have greater financial resources and lower production costs than we do. The principal basis for competition for many of our products is selling price. Our ability to maintain satisfactory margins depends in large part on our ability to control our costs. Our industries also are particularly sensitive to other factors including innovation, design, quality and service, with varying emphasis on these factors depending on the product line. To the extent that one or more of our competitors become more successful with respect to any key competitive factor, our ability to attract and retain customers could be materially adversely affected. If we are unable to compete effectively, such failure could have a material adverse effect on our business, financial condition and results of operations.

Another emerging form of competition is between brands of sustainably produced products; customer demand for certain brands could reduce competition among buyers for our products or cause other adverse effects.

In North America, our forests are third party-certified to the Sustainable Forestry Initiative (SFI®) standard. Some of our customers have expressed a preference in certain of our product lines for products made from raw materials sourced from forests certified to different standards, including standards of the Forest Stewardship Council (FSC). If and to the extent that preference for a standard other than SFI® becomes a customer requirement, there may be reduced demand and lower prices for our products relative to competitors who can supply products sourced from forests certified to competing certification standards. If we seek to comply with such other standards, we could incur materially increased costs for our operations or be required to reduce harvest levels. FSC, in particular, employs standards that are geographically variable and could cause a material reduction in the harvest levels of some of our timberlands, most notably in the Pacific Northwest.

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### MATERIAL DISRUPTION OF MANUFACTURING

A material disruption at one of our manufacturing facilities could prevent us from meeting customer demand, reduce our sales or negatively affect our results of operation and financial condition.

Any of our manufacturing facilities, or any of our machines within an otherwise operational facility, could cease operations unexpectedly due to a number of events, including:

- unscheduled maintenance outages,
- prolonged power failures,
- equipment failure,
  - a chemical spill or release,
- explosion of a boiler,
- fires, floods, windstorms, earthquakes, hurricanes or other severe weather conditions or catastrophes,
- the effect of drought or reduced rainfall on water supply,
- labor difficulties,
- disruptions in transportation infrastructure, including roads, bridges, rail, tunnels, shipping and port facilities,
- terrorism or threats of terrorism,
- governmental regulations, and
- other operational problems.

Any such downtime or facility damage could prevent us from meeting customer demand for our products or require us to make unplanned capital expenditures. If one of our facilities or machines were to incur significant downtime, our ability to meet our production targets and satisfy customer requirements could be impaired, resulting in lower sales and income. Although some risks are not insurable and some coverage is limited, we purchase insurance protecting our manufacturing facilities from fires, floods, windstorms, earthquakes, equipment failures and boiler explosions.

### STRATEGIC INITIATIVES

Our business and financial results may be adversely impacted if we are unable to successfully execute on important strategic initiatives.

There can be no assurance that we will be able to successfully implement important strategic initiatives in accordance with our expectations, which may result in an adverse impact on our business and financial results. These strategic initiatives are designed to improve our results of operations and drive long-term shareholder value, and include, among others: maximizing cash flow through operational excellence; reducing costs to achieve industry-leading cost structure; and innovating in higher-margin products.

### CAPITAL REQUIREMENTS

Our operations require substantial capital.

Our businesses require substantial capital for expansion and for repair or replacement of existing facilities or equipment. Although we maintain our production equipment with regular scheduled maintenance, key pieces of equipment may need to be repaired or replaced periodically. The costs of repairing or replacing such equipment and the associated downtime of the affected production line could have a material adverse effect on our financial condition, results of operations and cash flows.

While we believe our capital resources will be adequate to meet our current projected operating needs, capital expenditures and other cash requirements, if for any reason we are unable to provide for our operating needs, capital expenditures and other cash requirements on acceptable economic terms, we could experience a material adverse effect on our business, financial condition, results of operations and cash flows.

### ENVIRONMENTAL LAWS AND REGULATIONS

We could incur substantial costs as a result of compliance with, violations of, or liabilities under applicable environmental laws and other laws and regulations.

We are subject to a wide range of general and industry-specific laws and regulations relating to the protection of the environment, including those governing:

- air emissions,
- wastewater discharges,
- harvesting and other silvicultural activities,
- forestry operations and endangered species habitat protection,
- surface water management,
- the storage, management and disposal of hazardous substances and wastes,
- the cleanup of contaminated sites,
- landfill operation and closure obligations,
- building codes, and
- health and safety matters.

We have incurred, and we expect to continue to incur, significant capital, operating and other expenditures complying with applicable environmental laws and regulations and as a result of remedial obligations. We also could incur substantial costs, such as civil or criminal fines, sanctions and enforcement actions (including orders limiting our operations or requiring corrective measures, installation of pollution control equipment or other remedial actions), cleanup and closure costs, and third-party claims for property damage and personal injury as a result of violations of, or liabilities under, environmental laws and regulations.

As the owner and operator of real estate, we may be liable under environmental laws for cleanup, closure and other damages resulting from the presence and release of hazardous substances on or from our properties or operations. In addition, surface water management regulations may present liabilities and are subject to change. The amount and timing of environmental expenditures is difficult to predict, and in some cases, our liability may exceed forecasted amounts or the value of the property itself. The discovery of additional contamination or the imposition of

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additional cleanup obligations at our sites or third-party sites may result in significant additional costs. Any material liability we incur could adversely affect our financial condition or preclude us from making capital expenditures that otherwise would benefit our business.

We also anticipate public policy developments at the state, federal and international level regarding climate change and energy access, security and competitiveness. We expect these developments to address emission of carbon dioxide, renewable energy and fuel standards, and the monetization of carbon. Compliance with regulations that implement new public policy in these areas might require significant expenditures. These developments may also include mandated changes to energy use and building codes which could affect our homebuilding practices.

Enactment of new environmental laws or regulations or changes in existing laws or regulations, or the interpretation of these laws or regulations, might require significant expenditures. We also anticipate public policy developments at the state, federal and international level regarding taxes and a number of other areas that could require significant expenditures.

Changes in global or regional climate conditions and governmental response to such changes at the international, U.S. federal and state levels may affect our operations or our planned or future growth activities.

There continue to be numerous international, U.S. federal and state-level initiatives and proposals to address domestic and global climate issues. Within the U.S., some of these proposals would regulate and/or tax the production of carbon dioxide and other “greenhouse gases” to facilitate the reduction of carbon compound emissions into the atmosphere and provide tax and other incentives to produce and use “cleaner” energy. Climate change impacts, if they occur, and governmental initiatives, laws and regulations to address potential climate concerns, could increase our costs and have a long-term adverse impact on our businesses and results of operations. Future legislation or regulatory activity in this area remains uncertain, and its impact on our operations is unclear at this time. However, it is possible that legislation or government mandates, standards or regulations intended to mitigate or reduce carbon compound or greenhouse gas emissions or other climate change impacts could adversely affect our operations. For example, such activities could limit harvest levels or result in significantly higher costs for energy and other raw materials. Because our manufacturing operations depend upon significant amounts of energy and raw materials, these initiatives could have an adverse impact on our results of operations and profitability.

### CURRENCY EXCHANGE RATES

We will be affected by changes in currency exchange rates.

We have manufacturing operations in Canada, Poland and Uruguay. We are also a large exporter and compete with global producers of products very similar to ours. Therefore, we are affected by changes in the strength of the U.S. dollar, particularly relative to the Canadian dollar, euro and yen, and the strength of the euro relative to the yen.

Changes in exchange rates could materially and adversely affect our sales volumes, margins and results of operations.

### AVAILABILITY OF RAW MATERIALS AND ENERGY

Our business and operations could be materially adversely affected by changes in the cost or availability of raw materials and energy.

We rely heavily on certain raw materials (principally wood fiber and chemicals) and energy sources (principally natural gas, electricity, coal and fuel oil) in our manufacturing processes. Our ability to increase earnings has been, and will continue to be, affected by changes in the costs and availability of such raw materials and energy sources. We may not be able to fully offset the effects of higher raw material or energy costs through hedging arrangements, price increases, productivity improvements or cost-reduction programs.

### PEOPLE

Our business is dependent upon attracting, retaining and developing key personnel.

We believe that our success depends, to a significant extent, upon our ability to attract, retain and develop key senior management and operations management personnel. Our failure to recruit, retain, and develop key personnel could adversely affect our financial condition or results of operations.

## TRANSPORTATION

We depend on third parties for transportation services and increases in costs and disruptions in the availability of transportation could materially adversely affect our business and operations.

Our business depends on the transportation of a large number of products, both domestically and internationally. We rely primarily on third parties for transportation of the products we manufacture or distribute as well as delivery of our raw materials. A significant portion of the goods we manufacture and raw materials we use are transported by marine, rail and truck, each of which is highly regulated. In addition, each has historically been subject to periodic disruption due to labor issues.

If any of our third-party transportation providers were to fail to deliver the goods we manufacture or distribute in a timely manner, we may be unable to sell those products at full value, or at all. Similarly, if any of these providers were to fail to deliver raw materials to us in a timely manner, we may be unable to manufacture our products in response to customer demand. In addition, if any of these third parties were to cease operations or cease doing business with us, we may be unable to replace them at reasonable cost. Our third-party transportation providers are also subject to events outside of their control, such as disruption of transportation infrastructure due to labor issues or natural disasters.

Any failure of a third-party transportation provider to deliver raw materials or finished products in a timely manner could harm our reputation, negatively affect our customer relationships and have a material adverse effect on our financial condition and results of operation.

In addition, an increase in transportation rates or fuel surcharges could materially adversely affect our sales and profitability.



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REIT STATUS AND TAX IMPLICATIONS

If we fail to remain qualified as a REIT, our taxable income would be subject to tax at corporate rates and we would not be able to deduct dividends to shareholders.

In any taxable year in which we fail to qualify as a REIT, unless we are entitled to relief under the Internal Revenue Code:

• We would not be allowed to deduct dividends to shareholders in computing our taxable income.

• We would be subject to federal and state income tax on our taxable income at applicable corporate rates.

• We also would be disqualified from treatment as a REIT for the four taxable years following the year during which we lost qualification.

Qualification as a REIT involves the application of highly technical and complex provisions of the Internal Revenue Code to our operations and the determination of various factual matters and circumstances not entirely within our control. There are only limited judicial or administrative interpretations of these provisions. Although we operate in a manner consistent with the REIT qualification rules, we cannot assure you that we are or will remain so qualified. Certain of our business activities are subject to corporate-level income tax and potentially subject to prohibited transactions tax.

Under the Internal Revenue Code, REITs generally must engage in the ownership and management of income producing real estate. For the Company, this generally includes owning and managing a timberland portfolio for the production and sale of standing timber. Accordingly, the harvesting and sale of logs, the development or sale of certain timberlands and other real estate, the manufacture and sale of wood products and the manufacture and sale of pulp products are conducted through one or more of our wholly-owned taxable REIT subsidiaries (TRSs) because such activities could generate non-qualifying REIT income and could constitute “prohibited transactions.” Prohibited transactions are defined by the Internal Revenue Code generally to be sales or other dispositions of property to customers in the ordinary course of a trade or business. By conducting our business in this manner we believe that we satisfy the REIT requirements of the Internal Revenue Code and are not subject to the 100 percent tax that could be imposed if a REIT were to conduct a prohibited transaction. The net income of our TRSs is subject to corporate-level income tax.

The extent of our use of our TRS may affect the price of our common shares relative to the share price of other REITs. We conduct a significant portion of our business activities through one or more TRSs. Our use of our TRSs enables us to engage in non-REIT qualifying business activities such as the sale of logs, production and sale of wood products and pulp products, and sale of HBU property. Our TRSs are subject to corporate-level tax. Therefore, we pay income taxes on the income generated by our TRSs. Under the Code, no more than 25 percent of the value of the gross assets of a REIT may be represented by securities of one or more TRS. This limitation may affect our ability to increase the size of our TRSs’ operations. Furthermore, our use of TRSs may cause the market to value our common shares differently than the shares of other REITs, which may not use TRSs as extensively as we use them.

We may be limited in our ability to fund distributions using cash generated through our taxable REIT subsidiaries. The ability of the REIT to receive dividends from our TRS is limited by the rules with which we must comply to maintain our status as a REIT. In particular, at least 75 percent of gross income for each taxable year as a REIT must be derived from passive real estate sources including sales of our standing timber and other types of qualifying real estate income and no more than 25 percent of our gross income may consist of dividends from our TRS and other non-real estate income.

This limitation on our ability to receive dividends from our TRSs may affect our ability to fund cash distributions to our shareholders using cash flows from our TRSs. The net income of our TRSs is not required to be distributed, and income that is not distributed will not be subject to the REIT income distribution requirement.

Our cash dividends are not guaranteed and may fluctuate.

Generally, REITs are required to distribute 90 percent of their ordinary taxable income and 95 percent of their net capital gains income. Capital gains may be retained by the REIT, but would be subject to income taxes. If capital gains are retained rather than distributed, our shareholders would be notified and they would be deemed to have received a taxable distribution, with a refundable credit for any federal income tax paid by the REIT. Accordingly, we believe that we are not required to distribute material amounts of cash since substantially all of our taxable income is

treated as capital gains income. Our Board of Directors, in its sole discretion, determines the amount of quarterly dividends to be provided to our shareholders based on consideration of a number of factors. These factors include, but are not limited to, our results of operations, cash flow and capital requirements, economic conditions, tax considerations, borrowing capacity and other factors, including debt covenant restrictions that may impose limitations on cash payments, future acquisitions and divestitures, harvest levels, changes in the price and demand for our products and general market demand for timberlands including those timberland properties that have higher and better uses. Consequently, our dividend levels may fluctuate.

We may not be able to complete desired like-kind exchange transactions for timberlands and real estate we sell.

When we sell timberlands and real estate, we may seek to match these sales with the acquisition of suitable replacement timberlands. This allows us “like-kind exchange” treatment for these transactions under section 1031 and related regulations of the Code. This matching of sales and purchases may provide us with tax benefits, most importantly the deferral of built-in gains tax on the property sold. The inability to obtain like-kind exchange treatment may result in the payment of taxes with respect to the property sold, and a corresponding reduction in earnings and cash available for distribution to shareholders as dividends.

Changes in tax laws or their interpretation could adversely affect our shareholders and our results of operations. Federal and state tax laws are constantly under review by persons involved in the legislative process, the Internal Revenue Service, the United States Department of the Treasury, and state taxing authorities. Changes to tax laws could adversely affect our shareholders or increase our effective tax rates. We cannot predict with certainty whether, when, in what forms, or with what effective dates, the tax laws applicable to us or our shareholders may be changed.

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### LEGAL PROCEEDINGS

We are a party to a number of legal proceedings, and adverse judgments in certain legal proceedings could have a material adverse effect on our financial condition.

The costs and other effects of pending litigation against us and related insurance recoveries cannot be determined with certainty. Although the disclosure in Note 15: Legal Proceedings, Commitments and Contingencies of Notes to Consolidated Financial Statements contains management's current views of the effect such litigation will have on our financial results, there can be no assurance that the outcome of such proceedings will be as expected.

It is possible that there could be adverse judgments against us in some or all major litigation against us and that we could be required to take a charge and make cash payments for all or a portion of any damage award. Any such charge or cash payment could materially and adversely affect our results of operations or cash flows for the quarter or year in which we record or pay it.

### IMPORT/EXPORT TAXES AND DUTIES

We may be required to pay significant taxes on our exported products or countervailing and anti-dumping duties on our imported products.

International trade disputes occur frequently and can be taken to an International Trade Court for resolution of unfair trade practices between countries. As an example, there have been many disputes and subsequent trade agreements regarding sales of softwood lumber between Canada and the United States. The current Softwood Lumber Agreement (SLA) between Canada and the U.S., originally signed in October 2006, is scheduled to expire in October 2015. The SLA requires Canadian softwood lumber facilities, including our mills, to pay an export tax when the price of lumber is at or below a threshold price. The export tax could be as high as 22.5 percent if a province exceeds its total allotted export share. It is also possible that additional countervailing antidumping duties could be imposed in the future. We may experience reduced revenues and margins in any business that is subject to such tariffs or to the terms of the settlements of such international disputes. To the extent such tariffs increase prices, they could also reduce the demand for our products. These tariffs or settlement terms could have a material adverse effect on our business, financial results and financial condition, including facility closures or impairments of assets. We cannot predict whether there will be an extension of the SLA or a new agreement or, if an extension or new agreement is completed, its impact on our business.

### NATURAL DISASTERS ON TIMBERLANDS ASSETS

Our timberlands assets could be adversely affected by weather, fire, infestation or natural disasters.

Our timberlands assets may be damaged by adverse weather, severe wind and rainstorms, fires, pest infestation or other natural disasters. Because our manufacturing processes primarily use wood fiber, in many cases from our own timberlands, in the event of material damage to our timberlands, our operations could be disrupted or our production costs could be increased. As is typical in the forestry industry, we do not insure against losses of timber, including losses due to these causes.

### ACQUISITION OF LONGVIEW TIMBER LLC

We may fail to realize the full benefits anticipated as a result of the acquisition of Longview Timber LLC (Longview Timber).

In 2013 we acquired Longview Timber. There are a number of risks and uncertainties relating to the acquisition and the ultimate success of the acquisition will depend, in part, on our ability to realize the anticipated business opportunities and growth prospects from combining our businesses with those of Longview Timber. We may not fully realize our expected business opportunities and growth prospects. We may need to make unanticipated capital expenditures or investments in order to maintain, improve or sustain the operations or assets of Longview Timber. We may be required to take write-offs or impairment charges or recognize amortization expenses resulting from the acquisition and may be subject to unanticipated or unknown liabilities relating to Longview Timber and its business. If any of these factors occur, we may not fully realize our expected business opportunities and growth prospects.

#### TAX DISTRIBUTION OF WRECO

We could incur substantial U.S. federal tax liability if the WRECO transaction were found not to qualify as a tax-free "reorganization" or the distribution of WRECO shares to Weyerhaeuser shareholders were found not to qualify as a tax-free distribution.

In 2014 we closed the divestiture of our home building business, Weyerhaeuser Real Estate Company (WRECO), via a "Reverse Morris Trust" transaction pursuant to which a wholly-owned subsidiary of TRI Pointe Homes, Inc. (TRI Pointe) merged with and into WRECO, with WRECO surviving the merger and becoming a wholly-owned subsidiary of TRI Pointe. The Reverse Morris Trust transaction was structured to qualify as a tax-free reorganization and the associated distribution of WRECO shares to Weyerhaeuser shareholders as a tax-free distribution. If the transaction were determined not to qualify as a tax-free reorganization, or if the distribution does not qualify as a tax-free distribution, then Weyerhaeuser or its subsidiaries or Weyerhaeuser shareholders may be required to pay substantial U.S. federal income taxes.

If the transaction were determined not to qualify as a tax-free reorganization or the distribution not to qualify as a tax-free distribution, or if Weyerhaeuser were required to indemnify TRI Pointe and WRECO, such taxes and indemnification obligations could be substantial and could materially and adversely affect the company's liquidity, financial condition and results of operations.

#### CYBERSECURITY RISKS

We rely on information technology to support our operations and reporting environments. A security failure of that technology could impact our ability to operate our businesses effectively, adversely affect our reported financial results, impact our reputation and expose us to potential liability or litigation.

We use information systems to carry out our operational activities and maintain our business records. Some systems are internally managed and some are maintained by third-party service providers. We and our service providers employ what we believe are adequate security measures. Our ability to conduct business could be materially and adversely affected if these systems or resources are compromised, damaged or fail. This could be a result of a cyber incident, natural disaster, hardware or software corruption, failure or error, telecommunications system failure, service provider error or failure, intentional or unintentional personnel actions or other disruption.

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In the ordinary course of our business, we collect and store sensitive data, including intellectual property, other proprietary information and personally identifiable information. If this data is compromised, destroyed or inappropriately disclosed, it could have a material adverse effect, including damage to our reputation, loss of customers, significant expenses to address and resolve the issues, or litigation or other proceedings by affected individuals, business partners and/or regulators.

## RISKS RELATED TO OWNERSHIP OF OUR COMMON STOCK

### STOCK-PRICE VOLATILITY

The market price of our common stock may be influenced by many factors, some of which are beyond our control, including those described above under "Risks Related to our Industries and Business" and the following:

- actual or anticipated fluctuations in our operating results or our competitors' operating results,
- announcements by us or our competitors of new products, capacity changes, significant contracts, acquisitions or strategic investments,
- our growth rate and our competitors' growth rates,
- general economic conditions,
- conditions in the financial markets,
- changes in stock market analyst recommendations regarding us, our competitors or the forest products industry generally, or lack of analyst coverage of our common stock,
- sales of our common stock by our executive officers, directors and significant stockholders,
- sales or repurchases of substantial amounts of common stock,
- changes in accounting principles, and
- changes in tax laws and regulations.

In addition, there has been significant volatility in the market price and trading volume of securities of companies operating in the forest products industry that often has been unrelated to the operating performance of particular companies.

Some companies that have had volatile market prices for their securities have had securities litigation brought against them. If litigation of this type is brought against us, it could result in substantial costs and divert management's attention and resources.

### PREFERENCE SHARES

Our common shares will rank junior to our mandatory convertible preference shares with respect to dividends and amounts payable in the event of our liquidation.

Our common shares will rank junior to our mandatory convertible preference shares with respect to the payment of dividends and amounts payable in the event of our liquidation, dissolution or winding-up. This means that, unless full cumulative dividends have been paid or set aside for payment on all outstanding mandatory convertible preference shares for all past dividend periods and the then current dividend period, no dividends may be declared or paid on our common shares. Likewise, in the event of our voluntary or involuntary liquidation, dissolution or winding-up, no distribution of our assets may be made to holders of our common shares until we have paid to holders of the mandatory convertible preference shares a liquidation preference equal to \$50.00 per share plus accrued and unpaid dividends.

Certain provisions in the mandatory convertible preference shares could delay or prevent an otherwise beneficial takeover or takeover attempt of us and, therefore, the ability of holders to exercise their rights associated with a potential fundamental change.

Certain provisions in our mandatory convertible preference shares could make it more difficult or more expensive for a third party to acquire us. For example, if a fundamental change were to occur on or prior to July 1, 2016, holders of the mandatory convertible preference shares may have the right to convert their mandatory convertible preference shares, in whole or in part, at an increased conversion rate and be entitled to receive a fundamental change dividend make-whole amount equal to the present value of all remaining dividend payments on their mandatory convertible

preference shares. These features of the mandatory convertible preference shares could increase the cost of acquiring us or otherwise discourage a third party from acquiring us or removing incumbent management.

#### UNRESOLVED STAFF COMMENTS

There are no unresolved comments that were received from the SEC staff relating to our periodic or current reports under the Securities Exchange Act of 1934.

#### PROPERTIES

Details about our facilities, production capacities and locations are found in the Our Business — What We Do section of this report.

For details about our Timberlands properties, go to Our Business/What We Do/Timberlands/Where We Do It.

For details about our Wood Products properties, go to Our Business/What We Do/Wood Products/Where We Do It.

For details about our Cellulose Fibers properties, go to Our Business/What We Do/Cellulose Fibers/Where We Do It.

#### LEGAL PROCEEDINGS

See Note 15: Legal Proceedings, Commitments and Contingencies in the Notes to Consolidated Financial Statements for a summary of legal proceedings.

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## MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock trades on the following exchanges under the symbol WY:

New York Stock Exchange and

Chicago Stock Exchange

As of December 31, 2014, there were 8,248 holders of record of our common shares. Dividend-per-share data and the range of closing market prices for our common stock for each of the four quarters in 2014 and 2013 are included in Note 22: Selected Quarterly Financial Information (unaudited) in the Notes to Consolidated Financial Statements.

## INFORMATION ABOUT SECURITIES AUTHORIZED FOR ISSUANCE UNDER OUR EQUITY

## COMPENSATION PLAN

|   | NUMBER OF<br>SECURITIES TO BE<br>ISSUED UPON<br>EXERCISE OF<br>OUTSTANDING<br>OPTIONS,<br>WARRANTS AND<br>RIGHTS | WEIGHTED<br>AVERAGE EXERCISE<br>PRICE OF<br>OUTSTANDING<br>OPTIONS,<br>WARRANTS AND<br>RIGHTS | NUMBER OF<br>SECURITIES<br>REMAINING AVAILABLE<br>FOR FUTURE ISSUANCE<br>UNDER EQUITY<br>COMPENSATION PLANS<br>(EXCLUDING<br>SECURITIES TO BE<br>ISSUED UPON<br>EXERCISE) |
|---|--|---|---|
| Equity compensation plans approved by security holders <sup>(1)</sup> | 14,818,428   | \$ 20.70  | 19,466,670  |
| Equity compensation plans not approved by security holders            | N/A  | N/A   | N/A   |
| Total   | 14,818,428   | \$ 20.70  | 19,466,670  |

(1) Includes 1,227,170 restricted stock units and 890,094 performance share units. Because there is no exercise price associated with restricted stock units and performance share units, excluding these stock units the weighted average exercise price calculation would be \$24.15.

## INFORMATION ABOUT COMMON STOCK REPURCHASES DURING 2014

|   | TOTAL<br>NUMBER OF<br>SHARES (OR<br>UNITS)<br>PURCHASED | AVERAGE<br>PRICE PAID<br>PER SHARE<br>(OR UNIT) | TOTAL<br>NUMBER OF<br>SHARES (OR<br>UNITS)<br>PURCHASED<br>AS PART OF<br>PUBLICLY<br>ANNOUNCED<br>PLANS OF<br>PROGRAMS | MAXIMUM<br>NUMBER (OR<br>APPROXIMATE<br>DOLLAR<br>VALUE) OF<br>SHARES (OR<br>UNITS) THAT<br>MAY YET BE<br>PURCHASED<br>UNDER THE<br>PLANS OR<br>PROGRAMS |
|---|---|---|--|--|
| Common Stock Repurchases During Third Quarter:  |   |   |  |  |
| July  | —   | N/A   | —  | \$700,000,000  |
| August  | 1,473,721   | \$34.13   | 1,473,721  | \$649,708,324  |
| September                                       | 2,377,709   | \$33.33   | 2,377,709  | \$570,463,481  |
| Total repurchases during third quarter          | 3,851,430   | \$33.63   | 3,851,430  | \$570,463,481  |
| Common Stock Repurchases During Fourth Quarter: |   |   |  |  |

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|  |           |         |           |               |
|--|-----------|---------|-----------|---------------|
| October                                    | 1,221,751 | \$32.55 | 1,221,751 | \$530,693,879 |
| November                                   | 627,158   | \$34.02 | 627,158   | \$509,360,679 |
| December                                   | 362,654   | \$35.36 | 362,654   | \$496,538,566 |
| Total repurchases during fourth quarter    | 2,211,563 | \$33.43 | 2,211,563 | \$496,538,566 |
| Total common stock repurchases during 2014 | 6,062,993 | \$33.56 | 6,062,993 | \$496,538,566 |

(1) On August 13, 2014, our Board of Directors approved the 2014 stock repurchase program under which we are authorized to repurchase up to \$700 million of outstanding shares. The 2014 stock repurchase program replaced the prior 2011 stock repurchase program. During 2014, we repurchased \$203 million under the 2014 stock repurchase program. All common stock purchases under the stock repurchase program were made in open-market transactions.

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COMPARISON OF FIVE-YEAR CUMULATIVE TOTAL SHAREHOLDER RETURN

Weyerhaeuser Company, S&P 500 and S&P Global Timber & Forestry Index

PERFORMANCE GRAPH ASSUMPTIONS

Assumes \$100 invested on December 31, 2009 in Weyerhaeuser common stock, the S&P 500 Index and the S&P Global Timber & Forestry Index.

• Total return assumes dividends received are reinvested at month end.

• Measurement dates are the last trading day of the calendar year shown.

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## SELECTED FINANCIAL DATA

DOLLAR AMOUNTS IN MILLIONS, EXCEPT PER-SHARE FIGURES  
PER COMMON SHARE

|   | 2014      | 2013    | 2012    | 2011    | 2010      |   |
|---|-----------|---------|---------|---------|-----------|---|
| Diluted earnings from continuing operations attributable to Weyerhaeuser common shareholders                  | \$ 1.40   | 0.82    | 0.58    | 0.50    | 3.78      |   |
| Diluted earnings from discontinued operations attributable to Weyerhaeuser common shareholders <sup>(1)</sup> | 1.78      | 0.13    | 0.13    | 0.11    | 0.21      |   |
| Diluted net earnings attributable to Weyerhaeuser common shareholders   | \$ 3.18   | 0.95    | 0.71    | 0.61    | 3.99      |   |
| Dividends paid per common share   | \$ 1.02   | 0.81    | 0.62    | 0.60    | 26.61     |   |
| Weyerhaeuser shareholders' interest (end of year)   | \$ 10.11  | 11.64   | 7.50    | 7.95    | 8.60      |   |
| FINANCIAL POSITION  |           |         |         |         |           |   |
| Total assets  | \$ 13,457 | 14,577  | 12,592  | 12,634  | 13,464    |   |
| Total long-term debt  | \$ 4,891  | 4,891   | 4,291   | 4,478   | 5,060     |   |
| Weyerhaeuser shareholders' interest   | \$ 5,304  | 6,795   | 4,070   | 4,263   | 4,612     |   |
| Percent earned on average Weyerhaeuser shareholders' interest   | 29.5      | % 9.9   | % 9.2   | % 7.5   | % 29.6    | % |
| OPERATING RESULTS   |           |         |         |         |           |   |
| Net sales   | \$ 7,403  | 7,254   | 5,989   | 5,378   | 5,032     |   |
| Earnings from continuing operations   | \$ 828    | 491     | 312     | 270     | 1,214     |   |
| Discontinued operations, net of income taxes <sup>(1)</sup>   | 998       | 72      | 72      | 61      | 69        |   |
| Net earnings  | 1,826     | 563     | 384     | 331     | 1,283     |   |
| Net loss (earnings) attributable to noncontrolling interest   | —         | —       | 1       | —       | (2)       | ) |
| Net earnings attributable to Weyerhaeuser   | 1,826     | 563     | 385     | 331     | 1,281     |   |
| Dividends on preference shares  | (44)      | ) (23)  | ) —     | —       | —         |   |
| Net earnings attributable to Weyerhaeuser common shareholders   | \$ 1,782  | 540     | 385     | 331     | 1,281     |   |
| CASH FLOWS  |           |         |         |         |           |   |
| Net cash from operations  | \$ 1,088  | 1,004   | 581     | 291     | 689       |   |
| Cash from investing activities  | 361       | (1,829) | ) (192) | ) 122   | 164       |   |
| Cash from financing activities  | (704)     | ) 762   | (444)   | ) (927) | ) (1,255) | ) |
| Net change in cash and cash equivalents   | \$ 745    | (63)    | ) (55)  | ) (514) | ) (402)   | ) |
| STATISTICS (UNAUDITED)  |           |         |         |         |           |   |
| Number of employees   | 12,800    | 13,700  | 13,200  | 12,800  | 14,250    |   |
| Number of common shareholder accounts at year-end   | 8,248     | 8,859   | 9,227   | 9,724   | 10,050    |   |
| Number of common shares outstanding at year-end (thousands)   | 524,474   | 583,548 | 542,393 | 536,425 | 535,976   |   |
| Weighted average common shares outstanding – diluted (thousands)  | 560,899   | 571,239 | 542,310 | 539,879 | 321,096   |   |

(1) See Note 3: Discontinued Operations in the Notes to Consolidated Financial Statements.

To implement our decision to be taxed as a REIT, we distributed to our shareholders our accumulated earnings and profits, determined under federal income tax provisions, as a “Special Dividend.” On September 1, 2010, we paid a dividend of \$5.6 billion which included the Special Dividend and the regular quarterly dividend of approximately \$11 million. At the election of each shareholder, the Special Dividend was paid in cash or Weyerhaeuser common shares. The number of common shares issued was approximately 324 million. The stock portion of the Special Dividend was treated as the issuance of new shares for accounting purposes and affects our earnings per share only for periods after the distribution. Prior periods are not restated. The required treatment results in earnings per share that is less than would have been the case had the common shares not been issued.

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (MD&A)

WHAT YOU WILL FIND IN THIS MD&A

Our MD&A includes the following major sections:

• economic and market conditions affecting our operations;

• financial performance summary;

• results of our operations — consolidated and by segment;

• liquidity and capital resources — where we discuss our cash flows;

• off-balance sheet arrangements;

• environmental matters, legal proceedings and other contingencies; and

• accounting matters — where we discuss critical accounting policies and areas requiring judgments and estimates.

ECONOMIC AND MARKET CONDITIONS AFFECTING OUR OPERATIONS

The strength of the U.S. housing market strongly affects our Wood Products and Timberlands segments. As published by the U.S. Census Bureau, total U.S. housing starts for 2014 were slightly above 1,000,000 units, with single-family units accounting for 648,000 of the total. This represents a 5 percent increase in single-family starts from 2013, which was 618,000 units. Multi-family construction also increased in 2014 to 358,000 units compared with 305,000 in 2013. While a significant improvement, current housing demand remains well below 1,000,000 single-family starts, the lowest level during the 15-year period of 1992-2007.

Wood Products primarily sells into the new residential building and repair and remodel markets. Demand for wood products has continued to modestly improve in 2014 resulting in prices similar to those in 2013 for most lumber and plywood products. The significant exception was oriented strand board (OSB) where 2014 prices were 31 percent below 2013 as measured by Random Lengths North Central Price.

Demand for logs from our Timberlands segment is affected by the production of wood-based building products as well as export demand in our Western holdings. In the South, Southern pine log prices were slightly higher in 2014 due to the modest improvement in the housing market while Western log prices, helped by demand from China and Japan, increased more substantially in 2014.

Cellulose Fibers is primarily affected by global supply and demand factors and the relative strength of the U.S. dollar. The severe winter weather in the first half of 2014 caused an inventory decline which took most of the year to correct, consequently prices for cellulose fibers were higher in 2014 than 2013. The U.S. dollar gained strength in 2014 as the euro declined 12 percent relative to the U.S. dollar due to slowing growth in Eurozone economies.

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FINANCIAL PERFORMANCE SUMMARY

Net Sales by Segment

Contribution to Pretax Earnings by Segment

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## RESULTS OF OPERATIONS

In reviewing our results of operations, it is important to understand these terms:

• Sales realizations refer to net selling prices — this includes selling price plus freight minus normal sales deductions.

• Net contribution to earnings refers to earnings (loss) attributable to Weyerhaeuser shareholders before interest expense and income taxes.

## CONSOLIDATED RESULTS

## HOW WE DID IN 2014

## Summary of Financial Results

## DOLLAR AMOUNTS IN MILLIONS, EXCEPT PER-SHARE FIGURES

|   | 2014    | 2013    | 2012    | AMOUNT OF CHANGE    |                     |
|---|---------|---------|---------|---------------------|---------------------|
|   |         |         |         | 2014<br>vs.<br>2013 | 2013<br>vs.<br>2012 |
| Net sales   | \$7,403 | \$7,254 | \$5,989 | \$149               | \$1,265             |
| Operating income  | \$1,320 | \$634   | \$618   | \$686               | \$16                |
| Earnings from discontinued operations, net of tax                           | \$998   | \$72    | \$72    | \$926               | \$—                 |
| Net earnings attributable to Weyerhaeuser common shareholders               | \$1,782 | \$540   | \$385   | \$1,242             | \$155               |
| Basic earnings per share attributable to Weyerhaeuser common shareholders   | \$3.20  | \$0.95  | \$0.71  | \$2.25              | \$0.24              |
| Diluted earnings per share attributable to Weyerhaeuser common shareholders | \$3.18  | \$0.95  | \$0.71  | \$2.23              | \$0.24              |

## COMPARING 2014 WITH 2013

## Net Sales

Net sales increased \$149 million — 2 percent — primarily due to:

• Timberlands segment sales increased \$154 million, primarily due to higher log prices and increased sales volumes in the West, including our acquired Longview Timber holdings.

• Cellulose Fibers segment sales increased \$34 million, primarily due to higher sales realizations for pulp.

These increases were partially offset by a \$39 million decrease in our Wood Products segment sales, primarily due to lower sales realizations for OSB. This decrease in sales was partially offset by higher sales realizations and volumes for engineered wood products and lumber and increased sales from complementary building products.

## Net Earnings Attributable to Weyerhaeuser Common Shareholders

Our net earnings attributable to Weyerhaeuser common shareholders increased \$1,242 million primarily due to:

• a \$926 million increase in earnings from discontinued operations, primarily due to a \$972 million net gain on the Real Estate Divestiture recognized in 2014;

• a \$333 million decrease in charges for restructuring, closure and asset impairments primarily related to a noncash impairment charge relating to a large master-planned community in north of Las Vegas, Nevada which was retained by Weyerhaeuser in the divestiture of Weyerhaeuser Real Estate Company (WRECO);

• a \$206 million increase in gross margin in our Timberlands and Cellulose Fibers segments, primarily due to higher sales realizations and owning Longview Timber for a full year;

- a \$166 million increase in other operating income, primarily due to a \$151 million pretax gain recognized in 2014 related to a previously announced postretirement plan amendment; and
- a \$79 million decrease in our selling, general and administrative expenses.

These increases were partially offset by:

• a \$356 million change in income taxes from a benefit in 2013 to an expense in 2014 primarily related to a previously unrecognized tax benefit recorded in 2013 and higher earnings in our Taxable REIT Subsidiary (TRS) in 2014; and

a \$140 million decrease in gross margin in our Wood Products segment, primarily due to lower sales realizations in OSB.

COMPARING 2013 WITH 2012

Net Sales

Net sales increased \$1,265 million — 21 percent — primarily due to:

- Wood Products segment sales increased \$951 million, primarily due to higher sales realizations and higher sales volumes across all major product lines.

- Timberlands segment sales increased \$266 million, primarily due to higher export and domestic log prices, increased sales volumes and the purchase of Longview Timber.

- Cellulose Fibers segment sales increased \$48 million primarily due to increased sales volumes.

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## Net Earnings Attributable to Weyerhaeuser Common Shareholders

Our net earnings attributable to Weyerhaeuser common shareholders increased \$155 million — 40 percent — primarily due to:

- a \$509 million increase in gross margin in our Wood Products and Timberlands segments, primarily due to higher sales realizations and sales volumes; and
- a \$181 million change in income taxes from an expense in 2012 to a benefit in 2013 primarily related to a previously unrecognized tax benefit recorded in 2013.

These increases were partially offset by:

- a \$351 million increase in charges for restructuring, closure and asset impairments primarily related to a noncash impairment charge relating to a large master-planned community in north of Las Vegas, Nevada which was retained by Weyerhaeuser in the divestiture of WRECO;
- a \$143 million decrease in other operating income, primarily due to a \$103 million pretax gain recognized in 2012 related to a previously announced postretirement plan amendment; and
- a \$31 million increase in our selling, general and administrative expenses in 2013.

## TIMBERLANDS

## HOW WE DID IN 2014

We report sales volume and annual production data for our Timberlands segment in [Our Business/What We Do/Timberlands](#).

Here is a comparison of net sales to unaffiliated customers, intersegment sales, and net contribution to earnings for the last three years:

Net Sales and Net Contribution to Earnings for Timberlands

DOLLAR AMOUNTS IN MILLIONS

|   | 2014    | 2013    | 2012    | AMOUNT OF CHANGE |       |
|---|---------|---------|---------|------------------|-------|
|   |         |         |         | 2014             | 2013  |
|   |         |         |         | vs.              | vs.   |
|   |         |         |         | 2013             | 2012  |
| Net sales to unaffiliated customers:                  |         |         |         |                  |       |
| Logs:   |         |         |         |                  |       |
| West  | \$972   | \$828   | \$559   | \$144            | \$269 |
| South   | 257     | 256     | 233     | 1                | 23    |
| Canada  | 22      | 19      | 19      | 3                | —     |
| Total   | 1,251   | 1,103   | 811     | 148              | 292   |
| Chip sales  | 12      | 9       | 18      | 3                | (9)   |
| Timberlands exchanges <sup>(1)</sup>                  | 52      | 65      | 59      | (13)             | )6    |
| Higher and better-use land sales <sup>(1)</sup>       | 19      | 19      | 22      | —                | (3)   |
| Minerals, oil and gas                                 | 32      | 32      | 31      | —                | 1     |
| Products from international operations <sup>(2)</sup> | 96      | 90      | 106     | 6                | (16)  |
| Other products  | 35      | 25      | 30      | 10               | (5)   |
| Subtotal sales to unaffiliated customers              | 1,497   | 1,343   | 1,077   | 154              | 266   |
| Intersegment sales:                                   |         |         |         |                  |       |
| United States   | 576     | 518     | 447     | 58               | 71    |
| Other   | 291     | 281     | 236     | 10               | 45    |
| Subtotal intersegment sales                           | 867     | 799     | 683     | 68               | 116   |
| Total   | \$2,364 | \$2,142 | \$1,760 | \$222            | \$382 |
| Net contribution to earnings                          | \$613   | \$470   | \$322   | \$143            | \$148 |

(1) Significant disposition of higher and better use timberland and some non-strategic timberlands are made through subsidiaries.



(2) Includes logs, plywood and hardwood lumber harvested or produced by our international operations, primarily in South America.

On July 23, 2013, we purchased 100 percent of the equity interests in Longview Timber LLC (Longview Timber) for cash and assumed debt. The sales and net contribution to earnings of our acquired entity from the acquisition date forward are included in the West results of our Timberlands segment. Longview Timber was and continues to be a supplier to our Wood Products segment and those sales are shown in intersegment sales. More information on this transaction can be found in Note 4: Longview Timber Purchase in the Notes to Consolidated Financial Statements.

#### COMPARING 2014 WITH 2013

##### Net Sales — Unaffiliated Customers

Net sales to unaffiliated customers increased \$154 million — 11 percent — primarily due to a \$144 million increase in Western log sales due to higher log prices from our legacy Western timberlands and a 17 percent increase in sales volumes including the increase related to the acquired Longview Timber holdings.

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### Intersegment Sales

Intersegment sales increased \$68 million — 9 percent — primarily due to:

- a \$58 million increase in the United States primarily due to higher sales volumes including the increase related to acquired Longview Timber holdings and higher log prices in our legacy Western and Southern timberlands; and
- a \$10 million increase due to increased log and chip sales volumes in Canada.

### Net contribution to earnings

Net contribution to earnings increased \$143 million — 30 percent — primarily due to:

- an \$87 million increase as a result of owning Longview Timber for a full year;
- a \$59 million increase due to higher log prices in our legacy Western timberlands and the South;
- a \$20 million increase due to higher sales volumes in our legacy Western timberlands; and
- a \$12 million decrease in selling, general and administrative expenses, excluding Longview Timber.

These increases were partially offset by a \$40 million increase in operating costs in our legacy Western timberlands due to increased log purchases.

### COMPARING 2013 WITH 2012

#### Net Sales — Unaffiliated Customers

Net sales to unaffiliated customers increased \$266 million — 25 percent — primarily due to:

Western log sales increased \$269 million due to higher export and domestic log prices and a 31 percent increase in sales volume as a result of increased export and domestic demand and the increase related to acquired Longview Timber holdings; and

Southern log sales increased \$23 million due to higher log prices and a 6 percent increase in sales volume as the result of increased thinning activity.

These increases were partially offset by:

- a \$16 million decrease in sales from our International operations primarily due to a shift toward internal sales of manufactured products; and
- a \$9 million decrease in chip sales.

### Intersegment Sales

Intersegment sales increased \$116 million — 17 percent — primarily due to:

- a \$71 million increase in the United States, primarily due to higher log prices and increased sales volume including the increase related to acquired Longview Timber holdings; and
- a \$45 million increase due to higher log prices in Canada.

### Net contribution to earnings

Net contribution to earnings increased \$148 million — 46 percent — primarily due to:

- a \$104 million increase due to higher sales volumes and demand for export and domestic logs in our legacy Western timberlands. Harvest levels increased 5 percent in our legacy Western timberlands;
  - a \$49 million increase due to higher log prices in our legacy Western timberlands and the South;
  - and
- a \$36 million increase due to the purchase of Longview Timber.

These increases were partially offset by:

- a \$30 million increase in operating costs in our legacy Western timberlands primarily due to a higher mix of higher cost logs from internal and outside purchases and increased silviculture costs; and
- \$14 million increase in selling, general and administrative costs, excluding Longview Timber.

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## WOOD PRODUCTS

## HOW WE DID IN 2014

We report sales volume and annual production data for our Wood Products segment in Our Business/What We Do/Wood Products.

Net Sales and Net Contribution to Earnings for Wood Products

DOLLAR AMOUNTS IN MILLIONS

|                                      | 2014    | 2013    | 2012    | AMOUNT OF CHANGE |             |
|--------------------------------------|---------|---------|---------|------------------|-------------|
|                                      |         |         |         | 2014             | 2013        |
|                                      |         |         |         | vs.<br>2013      | vs.<br>2012 |
| Net sales:                           |         |         |         |                  |             |
| Structural lumber                    | \$1,901 | \$1,873 | \$1,400 | \$28             | \$473       |
| Engineered solid section             | 402     | 353     | 279     | 49               | 74          |
| Engineered I-joists                  | 277     | 247     | 190     | 30               | 57          |
| Oriented strand board                | 610     | 809     | 612     | (199)            | )197        |
| Softwood plywood                     | 143     | 144     | 115     | (1)              | )29         |
| Other products produced              | 176     | 171     | 167     | 5                | 4           |
| Complementary building products      | 461     | 412     | 295     | 49               | 117         |
| Net sales from continuing operations | \$3,970 | \$4,009 | \$3,058 | \$(39)           | )\$951      |
| Net contribution to earnings         | \$327   | \$441   | \$120   | \$(114)          | )\$321      |

## COMPARING 2014 WITH 2013

## Net Sales

Net sales decreased \$39 million — 1 percent — primarily due to a 25 percent decrease in OSB average sales realizations.

This decrease was partially offset by:

- an increase of 10 percent in shipment volumes and a 4 percent increase in average sales realizations in engineered solid section,
- an increase of 12 percent of complementary building products,
- an increase of 8 percent in average sales realizations and a 4 percent increase in shipment volumes in engineered I-joists and
- an increase of 1 percent in average sales realizations and a 1 percent increase in shipment volumes in structural lumber.

## Net Contribution to Earnings

Net contribution to earnings decreased \$114 million — 26 percent — primarily due to:

- a \$204 million decrease in sales realizations in OSB and
- a \$47 million increase in log costs.

These decreases were partially offset by:

- a \$40 million decrease in lumber manufacturing costs primarily due to aggressive cost control;
- a \$35 million increase in sales realizations in engineered wood products and lumber;
- a \$31 million increase in margins in our distribution business;
- a \$15 million decrease in selling, general and administrative expenses;
- a \$10 million increase in shipment volumes primarily in engineered wood products and our distribution business; and
- a \$9 million impairment in 2013 related to the decision to permanently close an engineered wood products facility.

## COMPARING 2013 WITH 2012

## Net Sales

Net sales and revenues increased \$951 million — 31 percent — primarily due to:

- Structural lumber shipment volumes increased 10 percent and average sales realizations increased 22 percent.
- OSB shipment volumes increased 11 percent and average sales realizations increased 20 percent.
- Engineered solid section shipment volumes increased 18 percent and average sales realizations increased 7 percent.
- Engineered I-joist shipment volumes increased 16 percent and average sales realizations increased 11 percent.

Softwood plywood shipment volumes increased 18 percent and average sales realizations increased 6 percent. Complementary building products increased 40 percent.

Net Contribution to Earnings

Net contribution to earnings increased \$321 million primarily due to:

- a \$454 million increase, primarily due to higher sales realizations across all major product lines;
  - a \$58 million increase in sales volumes across all major products;
  - and
- a \$14 million increase in other products improvements.

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These increases were partially offset by:

- an \$88 million increase in log cost due to continued strong lumber demand and increasing log prices;
- a \$51 million increase in freight expense due to higher shipment volumes;
- a \$38 million increase in manufacturing costs due to higher raw material, maintenance and labor costs; and
- a \$27 million increase in selling, general and administrative costs.

## CELLULOSE FIBERS

## HOW WE DID IN 2014

We report sales volume and annual production data for our Cellulose Fibers segment in Our Business/What We Do/Cellulose Fibers.

Here is a comparison of net sales and net contribution to earnings for the last three years:

## Net Sales and Net Contribution to Earnings for Cellulose Fibers

## DOLLAR AMOUNTS IN MILLIONS

|                              | 2014    | 2013    | 2012    | AMOUNT OF CHANGE    |                     |
|------------------------------|---------|---------|---------|---------------------|---------------------|
|                              |         |         |         | 2014<br>vs.<br>2013 | 2013<br>vs.<br>2012 |
| Net sales:                   |         |         |         |                     |                     |
| Pulp                         | \$1,559 | \$1,501 | \$1,433 | \$58                | \$68                |
| Liquid packaging board       | 310     | 326     | 332     | (16)                | (6)                 |
| Other products               | 67      | 75      | 89      | (8)                 | (14)                |
| Total                        | \$1,936 | \$1,902 | \$1,854 | \$34                | \$48                |
| Net contribution to earnings | \$291   | \$200   | \$223   | \$91                | \$(23)              |

## COMPARING 2014 WITH 2013

## Net Sales

Net sales increased \$34 million — 2 percent — primarily due to increased sales realizations for pulp of \$50 per ton — 6 percent and liquid packing board of \$61 per ton — 6 percent.

This was partially offset by decreased sales volumes for pulp of 2 percent and liquid packaging board of 10 percent.

## Net Contribution to Earnings

Net contribution to earnings increased \$91 million — 46 percent — primarily due to:

- a \$108 million increase in pulp and liquid packaging board sales realizations and
- a \$14 million decrease in Canadian operating costs due to the strengthening U.S. dollar.

These increases were partially offset by:

- a \$13 million increase in energy cost primarily due to reduced electricity sales and higher fuel prices and
- a \$13 million increase in maintenance costs due to a scheduled machine rebuild in our liquid packaging board facility and pulp planned maintenance outages.

## COMPARING 2013 WITH 2012

## Net Sales

Net sales increased \$48 million — 3 percent — primarily due to:

- Increased sales volumes of 6 percent for pulp, resulting from increased demand, which was partially offset by decreased pulp sales realizations of \$9 per ton — 1 percent.

• Liquid packaging board sales realizations decreased \$82 per ton — 7 percent — resulting primarily from mix of products.

## Net Contribution to Earnings

Net contribution to earnings decreased \$23 million — 10 percent — primarily due to:

- a \$25 million decrease in liquid packaging sales realizations and
- a \$17 million decrease in pulp sales realizations.

These decreases were partially offset by a \$16 million decrease in chemical and energy costs.

## UNALLOCATED ITEMS

Unallocated Items are gains or charges not related to or allocated to an individual operating segment. They include a portion of items such as: share-based compensation, pension and postretirement costs, foreign exchange transaction gains and losses associated with financing, and the elimination of intersegment profit in inventory and the LIFO reserve.

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## Net Contribution to Earnings for Unallocated Items

DOLLAR AMOUNTS IN MILLIONS

|  | 2014  | 2013    | 2012   | AMOUNT OF CHANGE    |                     |   |
|--|-------|---------|--------|---------------------|---------------------|---|
|  |       |         |        | 2014<br>vs.<br>2013 | 2013<br>vs.<br>2012 |   |
| Unallocated corporate function expenses                  | \$(24 | )\$(38  | )\$(44 | )\$14               | \$6                 |   |
| Unallocated share-based compensation                     | (9    | ) (8    | ) (16  | ) (1                | ) 8                 |   |
| Unallocated pension and postretirement credits (costs)   | 196   | (40     | ) (29  | ) 236               | (11                 | ) |
| Foreign exchange gains (losses)                          | (27   | ) (7    | ) 7    | (20                 | ) (14               | ) |
| Elimination of intersegment profit in inventory and LIFO | (10   | ) 15    | (16    | ) (25               | ) 31                |   |
| Other  | (38   | ) (392  | ) 60   | 354                 | (452                | ) |
| Operating income (loss)                                  | 88    | (470    | ) (38  | ) 558               | (432                | ) |
| Interest income and other                                | 38    | 48      | 39     | (10                 | ) 9                 |   |
| Net contribution to earnings                             | \$126 | \$ (422 | ) \$1  | \$548               | \$ (423             | ) |

## Unallocated Items in 2014 include:

\$151 million pretax gain related to a previously announced postretirement plan amendment which is recorded in "Unallocated pension and postretirement credits (costs)" above. See [Note 9: Pension and Other Postretirement Benefit Plans](#) in the [Notes to Consolidated Financial Statements](#) for more information.

\$39 million in charges related to our selling, general and administrative cost reduction initiative which is recorded in "Other" above.

\$22 million pretax gain on the sale of a landfill in Washington State, which is recorded in "Other" above and "Other operating income, net" in our [Consolidated Statement of Operations](#). See [Note 19: Other Operating Income, Net](#) in the [Notes to Consolidated Financial Statements](#) for more information.

## Unallocated Items in 2013 include:

\$356 million impairment of Coyote Springs, which is recorded in "Other" above and "Charges for restructuring, closures and impairments" in our [Consolidated Statement of Operations](#). See [Note 18: Charges for Restructuring, Closures and Asset Impairments](#) in the [Notes to Consolidated Financial Statements](#) for more information.

\$10 million pretax gain on the sale of part of our investment in Liaison Technologies Inc., which is recorded in "Interest income and other" above and in our [Consolidated Statement of Operations](#). See [Note 8: Equity Affiliates](#) in the [Notes to Consolidated Financial Statements](#) for more information.

Other Unallocated Items in 2012 included a gain of \$103 million related to a postretirement plan amendment which is recorded in "Unallocated pension and postretirement credits (costs)" above. See [Note 9: Pension and Other Postretirement Benefit Plans](#) in the [Notes to Consolidated Financial Statements](#) for more information.

## INTEREST EXPENSE

Our net interest expense incurred for the last three years was:

\$344 million in 2014,

\$369 million in 2013 and

\$344 million in 2012.

Increases (reductions) in our amount of outstanding debt were:

\$0 million in 2014,

\$600 million in 2013 and

\$(187) million in 2012.

In connection with repayments, included in our net interest expense, we recognized \$25 million in pretax losses on early extinguishment of debt in 2013.

Interest expense in 2013 includes \$11 million in fees related to a bridge loan we did not draw from in the acquisition of Longview Timber that was expensed. Excluding this item and loss on early extinguishment of debt, interest expense is higher due to debt issued in 2013.

#### INCOME TAXES

Our provision (benefit) for income taxes for our continuing operations over the last three years was:

\$185 million in 2014,  
\$(171) million in 2013 and  
\$10 million in 2012.

During 2013, we recorded the following tax benefits or charges:

- \$193 million tax benefit related to unrecognized tax benefits and
- \$21 million tax charge related to the repatriation of Canadian earnings.

During 2012, we recorded the following tax benefits or charges:

- \$36 million tax charge related to a previously announced postretirement plan amendment and
- \$12 million tax benefit related to income tax settlements.

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As a REIT, we generally are not subject to corporate level tax on income of the REIT that is distributed to shareholders. We will, however, be subject to corporate taxes on built-in-gains (the excess of fair market value over tax basis at January 1, 2010) on sales of real property (other than standing timber) held by the REIT during the first 10 years following the REIT conversion. We also will continue to be required to pay federal corporate income taxes on earnings of our TRS, which includes our manufacturing businesses and the portion of our timberlands segment income included in the TRS.

The table below summarizes the historical tax characteristics of distributions to shareholders for the years ended December 31:

## AMOUNTS PER SHARE

|  | 2014   | 2013   | 2012   |
|--|--------|--------|--------|
| Preference - capital gain distribution | \$3.19 | \$1.66 | \$—    |
| Common - capital gain distribution     | \$1.02 | \$0.81 | \$0.62 |

## LIQUIDITY AND CAPITAL RESOURCES

We are committed to maintaining a sound, conservative capital structure that enables us to:

- protect the interests of our shareholders and lenders and
- have access at all times to major financial markets.

## CASH FROM OPERATIONS

Cash from operations includes:

- cash received from customers;
- cash paid to employees and suppliers;
- cash paid for interest on our debt; and
- cash paid or received for taxes.

Consolidated net cash provided by our operations was:

- \$1,088 million in 2014,
- \$1,004 million in 2013 and
- \$581 million in 2012.

## COMPARING 2014 WITH 2013

Net cash provided by operations increased \$84 million in 2014 as compared with 2013, primarily due to:

- Cash received from customers increased \$180 million as sales increased in our Timberlands and Cellulose Fibers segments.

• Net cash inflows related to income taxes increased \$70 million. We received income tax refunds of \$52 million in 2014 and paid \$18 million in 2013.

• Cash paid for interest decreased \$43 million, primarily due to interest received related to tax refunds in 2014 and refinancing of debt in 2013.

These inflows were partially offset by a \$189 million increase in cash paid to employees and suppliers primarily due to increased production and the acquisition of Longview Timber.

## COMPARING 2013 WITH 2012

Net cash provided by operations increased \$423 million in 2013 as compared with 2012, primarily due to a \$1,228 million increase in cash received from customers. This inflow was partially offset by:

- cash paid to employees and suppliers increased \$715 million as sales and production increased in our Wood Products and Timberlands segments. Receivables, primarily in our Wood Products segment, increased significantly in 2013 compared to 2012 as sales increased; and
- net cash outflows related to discontinued operations increased \$75 million.

## Pension Contributions and Benefit Payments Made and Expected

During 2014, we:

- contributed \$43 million for our Canadian registered plan in accordance with minimum funding rules and respective provincial regulations;

• contributed to or made benefit payments for our Canadian nonregistered pension plans of \$3 million;  
• made benefit payments of \$24 million for our U.S. nonqualified pension plans; and  
• made benefit payments of \$31 million for our U.S. and Canadian other postretirement plans.

There was no minimum required contribution for our U.S. qualified plan for 2014, nor were any contributions made to this plan in 2014.

During 2015, based on estimated year-end assets and projections of plan liabilities, we expect to:

• be required to contribute approximately \$38 million for our Canadian registered plan;  
• be required to contribute or make benefit payments for our Canadian nonregistered plans of \$3 million;  
• make benefit payments of \$19 million for our U.S. nonqualified pension plans; and  
• make benefit payments of \$26 million for our U.S. and Canadian other postretirement plans.

We do not anticipate a contribution being required to our U.S. qualified pension plan for 2015.

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## INVESTING IN OUR BUSINESS

Cash from investing activities includes:

- acquisitions of property, equipment, timberlands and reforestation;
- investments in or distribution from equity affiliates;
- proceeds from sale of assets and operations; and
- purchases and redemptions of short-term investments.

Consolidated net cash provided by (used in) investing activities was:

- \$361 million in 2014,
- \$(1,829) million in 2013 and
- \$(192) million in 2012.

## COMPARING 2014 WITH 2013

Net cash from investing activities changed \$2,190 million to an inflow in 2014 as compared with an outflow in 2013, primarily due to:

- the acquisition of Longview Timber in 2013;
- net proceeds from the Real Estate Divestiture, net of cash divested in 2014; and
- higher capital spending in 2014.

## COMPARING 2013 WITH 2012

Net cash used in investing activities increased \$1,637 million in 2014 as compared with 2013, primarily due to the acquisition of Longview Timber in 2013.

## LONGVIEW TIMBER PURCHASE

On July 23, 2013, we purchased 100 percent of the equity interests in Longview Timber LLC (Longview Timber) for \$1.58 billion cash and assumed debt of \$1.07 billion, for an aggregate purchase price of \$2.65 billion. More information can be found in Note 4: Longview Timber Purchase in the Notes to Consolidated Financial Statements and the "Cash from financing activities" section below.

## REAL ESTATE DIVESTITURE

At the close of the Real Estate Divestiture in July 2014, WRECO used \$744 million of the debt proceeds to repay intercompany debt and interest to Weyerhaeuser Company. The newly issued debt, remaining proceeds and other WRECO assets and liabilities, including \$5 million cash on hand, were acquired by TRI Pointe Homes, Inc. (TRI Pointe) when WRECO became a wholly-owned subsidiary of TRI Pointe at the closing of the transaction. Additionally, \$32 million related to the adjustment amount payable pursuant to the terms of the transaction agreement was paid to TRI Pointe. Our net cash proceeds in connection with the Real Estate Divestiture totaled \$707 million. More information can be found in Note 3: Discontinued Operations and the "Cash from Financing Activities" section below.

## Three-Year Summary of Capital Spending by Business Segment

## DOLLAR AMOUNTS IN MILLIONS

|                         | 2014  | 2013  | 2012  |
|-------------------------|-------|-------|-------|
| Timberlands             | \$74  | \$73  | \$60  |
| Wood Products           | 190   | 113   | 56    |
| Cellulose Fibers        | 123   | 92    | 160   |
| Unallocated Items       | 4     | 5     | 5     |
| Discontinued operations | 4     | 10    | 4     |
| Total                   | \$395 | \$293 | \$285 |

We anticipate that our net capital expenditures for 2015 — excluding acquisitions — will be approximately \$480 million to \$500 million. However, that amount could change due to:

- future economic conditions,
- environmental regulations,
- weather and
- timing of equipment purchases.

## NOTE RECEIVABLE

In 2014, we received \$25 million in full payment of a note receivable and interest of \$7 million made in connection with the divestiture of our hardwoods operations in 2011, which is recorded in "Other" in the "Cash flows from investing activities" in our Consolidated Statement of Cash Flows.

**VARIABLE INTEREST ENTITIES**

In 2013, we repaid a \$162 million note and received \$184 million related to one of our timber monetization special-purpose entities (SPEs) undertaken in 2003. Net proceeds were \$22 million. More information about these entities, which were formed in connection with the sale of nonstrategic timberlands in 2003, can be found in Note 10: Variable Interest Entities in the Notes to Consolidated Financial Statements and our annual report on Form 10-K for 2003.

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EQUITY AFFILIATES

In 2013, we sold part of our investment in Liaison Technologies Inc. and received \$10 million in cash, which is recorded in "Other" in the "Cash flows from investing activities" in our Consolidated Statement of Cash Flows. See Note 8: Equity Affiliates in the Notes to Consolidated Financial Statements for more information.

PROCEEDS FROM THE SALE OF NONSTRATEGIC ASSETS

Proceeds received from the sale of various nonstrategic assets over the last three years were:

\$28 million in 2014,  
\$20 million in 2013 and  
\$80 million in 2012.

FINANCING

Cash from financing activities includes:

issuances and payments of long-term debt,  
borrowings and payments under revolving lines of credit,  
changes in book overdrafts,  
proceeds from stock offerings and option exercises and  
payments of cash dividends and repurchasing stock.

Consolidated net cash provided by (used in) financing activities was:

\$(704) million in 2014,  
\$762 million in 2013 and  
\$(444) million in 2012.

COMPARING 2014 WITH 2013

Net cash provided by financing activities changed \$1,466 million to an outflow in 2014 as compared with an inflow in 2013, primarily due to the issuance of common and preference shares and debt in 2013. This was partially offset by a decrease in payments on debt and share repurchases in 2014. We had no payments on debt in 2014 and \$1,567 million in 2013. We repurchased \$203 million of shares in 2014 and none in 2013.

COMPARING 2013 WITH 2012

Net cash provided by financing activities changed \$1,206 million to an inflow in 2013 as compared with an outflow in 2012, primarily due to the issuance of common and preference shares and debt in 2013. This was partially offset by an increase in payments on debt.

LONGVIEW TIMBER PURCHASE

In order to finance our purchase of Longview Timber, see Note 4: Longview Timber Purchase in the Notes to Consolidated Financial Statements for more information, we issued the following:

29 million common shares on June 24, 2013, at the price of \$27.75 per share for net proceeds of \$781 million;  
4.4 million common shares on July 8, 2013, at the price of \$27.75 per share for net proceeds of \$116 million, in connection with the exercise of an overallotment option; and

13.8 million of our 6.375 percent Mandatory Convertible Preference Shares, Series A, par value \$1.00 and liquidation preference of \$50.00 per share on June 24, 2013, for net proceeds of \$669 million.

We paid \$11 million in fees related to a bridge loan in 2013, which is recorded in "Other" in the "Cash flows from financing activities" in our Consolidated Statement of Cash Flows. As of the close of the Longview Timber purchase, we did not draw from the loan and these fees were expensed in 2013.

In order to repay the debt that we assumed in the acquisition of Longview Timber, in 2013 we issued \$500 million of 4.625 percent notes due September 15, 2023. The net proceeds after deducting the discount, underwriting fees and issuance costs were \$494 million. We also entered into a \$550 million 7-year senior unsecured term loan credit facility maturing in September 2020 and borrowed \$550 million. Borrowings are at LIBOR plus a spread or at other interest rates mutually agreed upon between the borrower and the lending banks.

On October 15, 2013, we repaid the \$1,118 million carrying value of the debt that we assumed in the acquisition of Longview Timber and related fees, expenses and premiums using the proceeds from the notes issued and the borrowings from our term loan credit facility borrowed in 2013. A pretax charge of \$25 million was included in our

net interest expense in 2013, for early retirement premiums, unamortized debt issuance costs and other miscellaneous charges in connection with the early extinguishment of debt. See Note 4: Longview Timber Purchase in the Notes to Consolidated Financial Statements for more information.

DEBT

Our consolidated long-term debt was:

\$4.9 billion as of December 31, 2014;

\$4.9 billion as of December 31, 2013; and

\$4.3 billion as of December 31, 2012.

Long-term debt proceeds were \$1,050 million in 2013.

During 2014, our wholly-owned subsidiary, WRECO, issued \$450 million of unsecured and unsubordinated senior debt obligations bearing an interest rate of 4.375 percent due June 15, 2019 and \$450 million of unsecured and unsubordinated senior debt obligations bearing an interest

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rate of 5.875 percent due June 15, 2024. The net proceeds were deposited into an escrow account. Upon closure of the transaction, the newly issued debt and remaining proceeds were acquired by TRI Pointe, along with other WRECO assets and liabilities.

There were no long-term debt proceeds in 2012.

Long-term debt we retired according to its scheduled maturity was:

\$409 million in 2013 and

\$187 million in 2012.

There were no long-term debt retirements in 2014.

We retired \$1,158 million of long-term debt in 2013 prior to its scheduled maturity. The loss recognized on early extinguishment of debt and included in our net interest expense was \$25 million.

There are no debt maturities in the next twelve months.

See Note 3: Discontinued Operations and Note 13: Long-Term Debt in the Notes to Consolidated Financial Statements for more information.

### REVOLVING CREDIT FACILITIES

During September 2013, Weyerhaeuser Company and WRECO entered into a new \$1 billion 5-year senior unsecured revolving credit facility that expires in September 2018. This replaced a \$1 billion revolving credit facility that was set to expire June 2015. As of June 16, 2014, WRECO terminated its participation as a borrower in the facility.

There were no net proceeds from the issuance of debt or from borrowings (repayments) under our available credit facility in 2014, 2013 or 2012.

Debt covenants:

As of December 31, 2014, Weyerhaeuser Company:

had no borrowings outstanding under our credit facility and

were in compliance with the credit facility covenants.

Weyerhaeuser Company Covenants:

Key covenants related to Weyerhaeuser Company include the requirement to maintain:

a minimum defined net worth of \$3.0 billion;

a defined debt-to-total-capital ratio of 65 percent or less; and

ownership of, or long-term leases on, no less than four million acres of timberlands.

Weyerhaeuser Company's defined net worth is comprised of:

total Weyerhaeuser shareholders' interest,

excluding accumulated comprehensive income (loss) related to pension and postretirement benefits,

minus Weyerhaeuser Company's investment in our unrestricted subsidiaries.

Total Weyerhaeuser Company capitalization is comprised of:

total Weyerhaeuser Company debt

plus total defined net worth.

As of December 31, 2014, Weyerhaeuser Company had:

a defined net worth of \$7.0 billion and

- a defined debt-to-total-capital ratio of 41.3 percent.

There are no other significant financial debt covenants related to our third party debt. See Note 12: Lines of Credit in the Notes to Consolidated Financial Statements for more information.

### CREDIT RATINGS

On January 21, 2015, Standard & Poor's upgraded our long-term issuer credit ratings from BBB- to BBB and short-term issuer credit ratings from A-3 to A-2.

On June 12, 2014, Moody's Investors Service changed their outlook on our senior unsecured notes to positive. On April 22, 2013, Moody's Investors Service upgraded our senior unsecured note rating to Baa3 from Ba1 and changed their outlook to stable.

### OPTION EXERCISES

Our cash proceeds from the exercise of stock options were:

\$119 million in 2014,  
\$162 million in 2013 and  
\$112 million in 2012.

Our average stock price was \$31.89, \$29.69 and \$23.14 in 2014, 2013 and 2012, respectively.

**PAYING DIVIDENDS AND REPURCHASING STOCK**

We paid cash dividends on commons shares of:

\$563 million in 2014,  
\$458 million in 2013 and  
\$334 million in 2012.

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Changes in the amount of dividends we paid were primarily due to:

- an increase in our quarterly dividend from 15 cents per share to 17 cents per share in November 2012;
- an increase in our quarterly dividend from 17 cents per share to 20 cents per share in April 2013;
- an increase in our quarterly dividend from 20 cents per share to 22 cents per share in August 2013; and
- an increase in our quarterly dividend from 22 cents per share to 29 cents per share in August 2014.

We paid cash dividends on preference shares of \$44 million in 2014.

Our dividends declared on preference shares were:

• \$5.88 cents per share in August 2013 and

• \$79.69 cents per share in October 2013 and February, April, August and October 2014.

On February 13, 2015, our Board of Directors declared a dividend of 29 cents per share, payable on March 13, 2015, to shareholders of record at the close of business February 27, 2015. Additionally, our Board of Directors declared a dividend of 79.69 cents per share on our 6.375 percent Mandatory Convertible Preference Shares, Series A, payable on April 1, 2015, to shareholders of record at the close of business March 15, 2015.

On August 13, 2014, our Board of Directors approved the 2014 stock repurchase program under which we are authorized to repurchase up to \$700 million of outstanding shares. The 2014 stock repurchase program replaced the prior 2011 stock repurchase program. During 2014, we repurchased 6,062,993 shares of common stock for \$203 million under the 2014 stock repurchase program. All common stock purchases under the stock repurchase program were made in open-market transactions. As of December 31, 2014, we had remaining authorization of \$497 million for future share repurchases.

**OUR CONTRACTUAL OBLIGATIONS AND COMMERCIAL COMMITMENTS**

More details about our contractual obligations and commercial commitments are in Note 9: Pension and Other Postretirement Benefit Plans, Note 13: Long-Term Debt, Note 15: Legal Proceedings, Commitments and Contingencies and Note 20: Income Taxes in the Notes to Consolidated Financial Statements.

Significant Contractual Obligations as of December 31, 2014

DOLLAR AMOUNTS IN MILLIONS

|   | TOTAL   | LESS<br>THAN 1<br>YEAR | PAYMENTS DUE BY PERIOD |              |                         |
|---|---------|------------------------|------------------------|--------------|-------------------------|
|   |         |                        | 1-3<br>YEARS           | 3-5<br>YEARS | MORE<br>THAN 5<br>YEARS |
| Long-term debt obligations                                      | \$4,896 | \$—                    | \$281                  | \$562        | \$4,053                 |
| Interest <sup>(1)</sup>   | 3,698   | 320                    | 640                    | 595          | 2,143                   |
| Operating lease obligations                                     | 204     | 28                     | 41                     | 28           | 107                     |
| Purchase obligations <sup>(2)</sup>                             | 72      | 35                     | 22                     | 8            | 7                       |
| Harvest commitments <sup>(3)</sup>                              | 13      | 12                     | —                      | —            | 1                       |
| Employee-related obligations <sup>(4)</sup>                     | 535     | 158                    | 57                     | 45           | 123                     |
| Liabilities related to unrecognized tax benefits <sup>(5)</sup> | 14      | —                      | —                      | —            | —                       |
| Total   | \$9,432 | \$553                  | \$1,041                | \$1,238      | \$6,434                 |

(1) Amounts presented for interest payments assume that all long-term debt obligations outstanding as of December 31, 2014 will remain outstanding until maturity, and interest rates on variable-rate debt in effect as of December 31, 2014 will remain in effect until maturity.

(2) Purchase obligations include agreements to purchase goods or services that are enforceable and legally binding on the company and that specify all significant terms, including: fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of the transaction. Purchase obligations exclude arrangements that the company can cancel without penalty.

(3) Harvest commitments are purchased at market value and can be resold at market value in the future.

(4) The timing of certain of these payments will be triggered by retirements or other events. These payments can include workers' compensation, deferred compensation and banked vacation, among other obligations. When the timing of payment is uncertain, the amounts are included in the total column only. Minimum pension funding is

required by established funding standards and estimates are not made beyond 2016. Estimated payments of contractually obligated postretirement benefits are not included due to the uncertainty of payment timing.

(5) We have recognized total liabilities related to unrecognized tax benefits of \$14 million as of December 31, 2014, including interest of \$3 million. The timing of payments related to these obligations is uncertain; however, none of this amount is expected to be paid within the next year.

#### OFF-BALANCE SHEET ARRANGEMENTS

Off-balance sheet arrangements have not had — and are not reasonably likely to have — a material effect on our current or future financial condition, results of operations or cash flows. Note 10: Variable Interest Entities and Note 12: Lines of Credit in the Notes to Consolidated Financial Statements contain our disclosures of:

- surety bonds,
- letters of credit and guarantees and
- information regarding variable interest entities.

#### ENVIRONMENTAL MATTERS, LEGAL PROCEEDINGS AND OTHER CONTINGENCIES

See Note 15: Legal Proceedings, Commitments and Contingencies in the Notes to Consolidated Financial Statements.

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ACCOUNTING MATTERS

CRITICAL ACCOUNTING POLICIES

Our critical accounting policies involve a higher degree of judgment and estimates. They also have a high degree of complexity.

In accounting, we base our judgments and estimates on:

- historical experience and
  - assumptions we believe are appropriate and reasonable under current circumstances.
- Actual results, however, may differ from the estimated amounts we have recorded.

Our most critical accounting policies relate to our:

- pension and postretirement benefit plans;
- potential impairments of long-lived assets; and
- legal, environmental and product liability reserves.

Details about our other significant accounting policies — what we use and how we estimate — are in Note 1: Summary of Significant Accounting Policies in the Notes to Consolidated Financial Statements.

PENSION AND POSTRETIREMENT BENEFIT PLANS

We sponsor several pension and postretirement benefit plans for our employees. Key assumptions we use in accounting for the plans include our:

- expected long-term rate of return on plan assets,
- discount rates,
- anticipated trends in health care costs,
- assumed increases in salaries and
- mortality rates.

At the end of every year, we review our assumptions with external advisers and make adjustments as appropriate.

Actual experience that differs from our assumptions or any changes in our assumptions could have a significant effect on our financial position, results of operations and cash flows.

Other factors that affect our accounting for the plans include:

- actual pension fund performance,
- level of lump sum distributions,
- plan changes and amendments,
- changes in plan participation or coverage and
- portfolio changes and restructuring.

This section provides more information about our:

- expected long-term rate of return and
- discount rates.

Expected Long-Term Rate of Return on Plan Assets

Plan assets are assets of the pension plan trusts that fund the benefits provided under the pension plans. The expected long-term rate of return is our estimate of the long-term rate of return that our plan assets will earn. Our expected long-term rate of return is important in determining the net income or expense we recognize for our plans.

Over the 30 years it has been in place, our U.S. pension trust investment strategy has achieved a 14.6 percent net compound annual return rate.

After considering available information at the end of 2014, we continue to assume an expected long-term rate of return of 9.0 percent. Factors we considered include:

- the net compounded annual return of 10.6 percent achieved by our U.S. pension trust investment strategy the past 5 years and
- current and expected valuation levels in the global equity and credit markets.

Our expected long-term rate of return is important in determining the net income or expense we recognize for our plans. Every 0.5 percent decrease in our expected long-term rate of return would increase expense or reduce a credit by approximately:

\$23 million for our U.S. qualified pension plans and  
\$4 million for our Canadian registered pension plans.

Likewise, every 0.5 percent increase in our expected long-term rate of return would decrease expense or increase a credit by those same amounts.

The actual return on plan assets in any given year may vary from our expected long-term rate of return. Actual returns on plan assets affect the funded status of the plans. Differences between actual returns on plan assets and the expected long-term rate of return are reflected as adjustments to cumulative other comprehensive income (loss), a component of total equity.

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### Discount Rates

Our discount rates as of December 31, 2014, are:

- 4.1 percent for our U.S. pension plans — compared with 4.9 percent at December 31, 2013;
- 3.6 percent for our U.S. postretirement plans — compared with 4.0 percent at December 31, 2013;
- 3.9 percent for our Canadian pension plans — compared with 4.7 percent at December 31, 2013; and
- 3.8 percent for our Canadian postretirement plans — compared with 4.6 percent at December 31, 2013.

We review our discount rates annually and revise them as needed. The discount rates are selected at the measurement date by matching current spot rates of high-quality corporate bonds with maturities similar to the timing of expected cash outflows for benefits.

Pension and postretirement benefit expenses for 2015 will be based on the 4.1 percent and 3.6 percent assumed discount rates for U.S. plans and 3.9 percent and 3.8 percent assumed discount rates for the Canadian plans.

Our discount rates are important in determining the cost of our plans. A 0.5 percent decrease in our discount rate would increase expense or reduce a credit by approximately:

- \$28 million for our U.S. qualified pension plans and
- \$5 million for our Canadian registered pension plans.

Likewise, every 0.5 percent increase in our expected long-term rate of return would decrease expense or increase a credit by those same amounts.

### LONG-LIVED ASSETS

We review the carrying value of our long-lived assets whenever events or changes in circumstances indicate that the carrying value of the assets may not be recoverable through future operations. The carrying value is the amount assigned to long-lived assets in our financial statements.

An impairment occurs when the carrying value of long-lived assets will not be recovered from future cash flows and is more than fair market value. Fair market value is the estimated amount we would receive if we were to sell the assets.

In determining fair market value and whether impairment has occurred, we are required to estimate:

- future cash flows,
- residual values and
- fair values of the assets.

Key assumptions we use in developing the estimates include:

- probability of alternative outcomes,
- product pricing,
- raw material costs,
- product sales and
- discount rate.

### CONTINGENT LIABILITIES

We are subject to lawsuits, investigations and other claims related to environmental, product and other matters, and are required to assess the likelihood of any adverse judgments or outcomes to these matters, as well as potential ranges of probable losses.

We record contingent liabilities when:

- it becomes probable that we will have to make payments and
- the amount of loss can be reasonably estimated.

Assessing probability of loss and estimating probable losses requires analysis of multiple factors, including:

- historical experience,
- judgments about the potential actions of third party claimants and courts and
- recommendations of legal counsel.

In addition to contingent liabilities recorded for probable losses, we disclose contingent liabilities when there is a reasonable possibility that an ultimate loss may occur.

While we do our best in developing our projections, recorded contingent liabilities are based on the best information available and actual losses in any future period are inherently uncertain. If estimated probable future losses or actual losses exceed our recorded liability for such claims, we would record additional charges in other (income) expense,

net. These exposures and proceedings can be significant and the ultimate negative outcomes could be material to our operating results or cash flow in any given quarter or year. See Note 15: Legal Proceedings, Commitments and Contingencies in the Notes to Consolidated Financial Statements for more information.

#### PROSPECTIVE ACCOUNTING PRONOUNCEMENTS

A summary of prospective accounting pronouncements is in Note 1: Summary of Significant Accounting Policies in the Notes to Consolidated Financial Statements.

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## QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

## LONG-TERM DEBT OBLIGATIONS

The following summary of our long-term debt obligations includes:

- scheduled principal repayments for the next five years and after,
- weighted average interest rates for debt maturing in each of the next five years and after and
- estimated fair values of outstanding obligations.

We estimate the fair value of long-term debt based on quoted market prices we received for the same types and issues of our debt or on the discounted value of the future cash flows using market yields for the same type and comparable issues of debt. Changes in market rates of interest affect the fair value of our fixed-rate debt.

## SUMMARY OF LONG-TERM DEBT OBLIGATIONS AS OF DECEMBER 31, 2014

## DOLLAR AMOUNTS IN MILLIONS

|                       | 2015 | 2016 | 2017  | 2018  | 2019  | THEREAFTER | TOTAL   | FAIR VALUE |
|-----------------------|------|------|-------|-------|-------|------------|---------|------------|
| Fixed-rate debt       | \$—  | \$—  | \$281 | \$62  | \$500 | \$ 3,503   | \$4,346 | \$ 5,382   |
| Average interest rate | —    | %—   | %6.95 | %7.00 | %7.38 | %7.09      | %7.12   | %N/A       |
| Variable-rate debt    | \$—  | \$—  | \$—   | \$—   | \$—   | \$ 550     | \$550   | \$ 540     |
| Average interest rate | —    | %—   | %—    | %—    | %—    | %1.98      | %1.98   | %N/A       |

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FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders

Weyerhaeuser Company:

We have audited the accompanying consolidated balance sheets of Weyerhaeuser Company and subsidiaries as of December 31, 2014 and 2013, and the related consolidated statements of operations, comprehensive income, cash flows, and changes in equity for each of the years in the three-year period ended December 31, 2014. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Weyerhaeuser Company and subsidiaries as of December 31, 2014 and 2013, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2014, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Weyerhaeuser Company's internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control — Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 13, 2015 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ KPMG LLP

Seattle, Washington

February 13, 2015

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## CONSOLIDATED STATEMENT OF OPERATIONS

FOR THE THREE-YEAR PERIOD ENDED DECEMBER 31, 2014

DOLLAR AMOUNTS IN MILLIONS, EXCEPT PER-SHARE FIGURES

|   | 2014    | 2013    | 2012    |
|---|---------|---------|---------|
| Net sales   | \$7,403 | \$7,254 | \$5,989 |
| Costs of products sold  | 5,763   | 5,716   | 4,993   |
| Gross margin  | 1,640   | 1,538   | 996     |
| Selling expenses  | 112     | 125     | 116     |
| General and administrative expenses   | 338     | 404     | 382     |
| Research and development expenses   | 27      | 33      | 32      |
| Charges for restructuring, closures and impairments <u>(Note 18)</u>                          | 44      | 377     | 26      |
| Other operating income, net <u>(Note 19)</u>  | (201)   | (35)    | (178)   |
| Operating income  | 1,320   | 634     | 618     |
| Interest income and other   | 37      | 55      | 48      |
| Interest expense, net of capitalized interest   | (344)   | (369)   | (344)   |
| Earnings from continuing operations before income taxes                                       | 1,013   | 320     | 322     |
| Income taxes <u>(Note 20)</u>   | (185)   | (171)   | (10)    |
| Earnings from continuing operations   | 828     | 491     | 312     |
| Earnings from discontinued operations, net of income taxes <u>(Note 3)</u>                    | 998     | 72      | 72      |
| Net earnings  | 1,826   | 563     | 384     |
| Net loss attributable to noncontrolling interests   | —       | —       | 1       |
| Net earnings attributable to Weyerhaeuser   | 1,826   | 563     | 385     |
| Dividends on preference shares  | (44)    | (23)    | —       |
| Net earnings attributable to Weyerhaeuser common shareholders                                 | \$1,782 | \$540   | \$385   |
| Basic earnings per share attributable to Weyerhaeuser common shareholders <u>(Note 5)</u> :   |         |         |         |
| Continuing operations   | \$1.41  | \$0.82  | \$0.58  |
| Discontinued operations   | 1.79    | 0.13    | 0.13    |
| Net earnings per share  | \$3.20  | \$0.95  | \$0.71  |
| Diluted earnings per share attributable to Weyerhaeuser common shareholders <u>(Note 5)</u> : |         |         |         |
| Continuing operations   | \$1.40  | \$0.82  | \$0.58  |
| Discontinued operations   | 1.78    | 0.13    | 0.13    |
| Net earnings per share  | \$3.18  | \$0.95  | \$0.71  |
| Dividends paid per common share   | \$1.02  | \$0.81  | \$0.62  |
| Weighted average shares outstanding (in thousands) <u>(Note 5)</u> :                          |         |         |         |
| Basic   | 556,705 | 566,329 | 539,140 |
| Diluted   | 560,899 | 571,239 | 542,310 |
| See accompanying <u>Notes to Consolidated Financial Statements</u> .                          |         |         |         |

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CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME  
 FOR THE THREE-YEAR PERIOD ENDED DECEMBER 31, 2014  
 DOLLAR AMOUNTS IN MILLIONS

|   | 2014    | 2013    | 2012   |
|---|---------|---------|--------|
| Comprehensive income:   |         |         |        |
| Consolidated net earnings   | \$1,826 | \$563   | \$384  |
| Other comprehensive income (loss):  |         |         |        |
| Foreign currency translation adjustments  | (50     | ) (59   | ) 2    |
| Changes in unamortized net pension and other postretirement benefit gain (loss), net of tax expense (benefit) of (\$323) in 2014, \$480 in 2013 and (\$191) in 2012 | (554    | ) 902   | (258 ) |
| Changes in unamortized prior service credit (cost), net of tax expense (benefit) of (\$64) in 2014, \$23 in 2013 and (\$51) in 2012                                 | (103    | ) 27    | (123 ) |
| Unrealized gains on available-for-sale securities   | —       | 2       | —      |
| Total comprehensive income  | 1,119   | 1,435   | 5      |
| Comprehensive loss attributable to noncontrolling interests   | —       | —       | 1      |
| Total comprehensive income attributable to Weyerhaeuser shareholders  | \$1,119 | \$1,435 | \$6    |
| See accompanying <u>Notes to Consolidated Financial Statements</u> .  |         |         |        |

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## CONSOLIDATED BALANCE SHEET

## ASSETS

DOLLAR AMOUNTS IN MILLIONS

|   | DECEMBER 31,<br>2014 | DECEMBER 31,<br>2013 |
|---|----------------------|----------------------|
| Current assets:   |                      |                      |
| Cash and cash equivalents   | \$1,580              | \$830                |
| Receivables, less discounts and allowances of \$3 and \$4   | 525                  | 518                  |
| Receivables for taxes   | 25                   | 101                  |
| Inventories <u>(Note 6)</u>   | 595                  | 542                  |
| Prepaid expenses  | 80                   | 117                  |
| Deferred tax assets <u>(Note 20)</u>  | 228                  | 130                  |
| Current assets of discontinued operations <u>(Note 3)</u>   | —                    | 88                   |
| Total current assets  | 3,033                | 2,326                |
| Property and equipment, less accumulated depreciation of \$6,324 and \$6,327 <u>(Note 7)</u>  | 2,623                | 2,689                |
| Construction in progress  | 131                  | 112                  |
| Timber and timberlands at cost, less depletion charged to disposals   | 6,530                | 6,580                |
| Investments in and advances to equity affiliates <u>(Note 8)</u>  | 188                  | 190                  |
| Goodwill  | 40                   | 42                   |
| Deferred tax assets <u>(Note 20)</u>  | 8                    | 5                    |
| Other assets  | 289                  | 324                  |
| Restricted financial investments held by variable interest entities <u>(Note 10)</u>  | 615                  | 615                  |
| Noncurrent assets of discontinued operations <u>(Note 3)</u>  | —                    | 1,694                |
| Total assets  | \$13,457             | \$14,577             |
| LIABILITIES AND EQUITY  |                      |                      |
| Current liabilities:  |                      |                      |
| Notes payable   | \$—                  | \$2                  |
| Accounts payable  | 331                  | 343                  |
| Accrued liabilities <u>(Note 11)</u>  | 587                  | 629                  |
| Current liabilities of discontinued operations <u>(Note 3)</u>  | —                    | 154                  |
| Total current liabilities   | 918                  | 1,128                |
| Long-term debt <u>(Notes 13 and 14)</u>   | 4,891                | 4,891                |
| Long-term debt (nonrecourse to the company) held by variable interest entities <u>(Note 10)</u>   | 511                  | 511                  |
| Deferred income taxes <u>(Note 20)</u>  | 206                  | 285                  |
| Deferred pension and other postretirement benefits <u>(Note 9)</u>  | 1,319                | 516                  |
| Other liabilities   | 308                  | 382                  |
| Noncurrent liabilities of discontinued operations <u>(Note 3)</u>   | —                    | 32                   |
| Commitments and contingencies <u>(Note 15)</u>  |                      |                      |
| Total liabilities   | 8,153                | 7,745                |
| Equity:   |                      |                      |
| Weyerhaeuser shareholders' interest <u>(Notes 16 and 17)</u> :  |                      |                      |
| Mandatory convertible preference shares, series A: \$1.00 par value; \$50.00 liquidation; authorized 40,000,000 shares; issued and outstanding: 13,800,000 shares | 14                   | 14                   |
| Common shares: \$1.25 par value; authorized 1,360,000,000 shares; issued and outstanding: 524,474,315 and 583,548,428 shares <u>(Notes 3)</u>                     | 656                  | 729                  |
| Other capital <u>(Notes 3)</u>  | 4,519                | 6,444                |

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|  |          |          |   |
|--|----------|----------|---|
| Retained earnings  | 1,508    | 294      |   |
| Cumulative other comprehensive loss                                  | (1,393)  | (686)    | ) |
| Total Weyerhaeuser shareholders' interest                            | 5,304    | 6,795    |   |
| Noncontrolling interests   | —        | 3        |   |
| Noncontrolling interests in discontinued operations <u>(Note 3)</u>  | —        | 34       |   |
| Total equity   | 5,304    | 6,832    |   |
| Total liabilities and equity   | \$13,457 | \$14,577 |   |
| See accompanying <u>Notes to Consolidated Financial Statements</u> . |          |          |   |

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CONSOLIDATED STATEMENT OF CASH FLOWS  
FOR THE THREE-YEAR PERIOD ENDED DECEMBER 31, 2014  
DOLLAR AMOUNTS IN MILLIONS

|   | 2014    | 2013   | 2012  |   |
|---|---------|--------|-------|---|
| Cash flows from operations:   |         |        |       |   |
| Net earnings  | \$1,826 | \$563  | \$384 |   |
| Noncash charges (credits) to income:  |         |        |       |   |
| Depreciation, depletion and amortization  | 500     | 472    | 456   |   |
| Deferred income taxes, net <u>(Note 20)</u>   | 205     | (29)   | )109  |   |
| Pension and other postretirement benefits <u>(Note 9)</u>                                   | (152)   | )101   | (19   | ) |
| Share-based compensation expense <u>(Note 17)</u>   | 40      | 42     | 37    |   |
| Charges for impairment of assets <u>(Note 18)</u>   | 2       | 372    | 24    |   |
| Net gains on dispositions of assets and operations <sup>(1)</sup> <u>(Note 3)</u>           | (1,050) | )58    | )69   | ) |
| Foreign exchange transaction (gains) losses <u>(Note 19)</u>                                | 27      | 7      | (6    | ) |
| Change in, net of acquisition:  |         |        |       |   |
| Receivables less allowances   | 29      | (27    | )33   | ) |
| Receivable for taxes  | 76      | (6     | )73   | ) |
| Inventories   | (66     | )13    | )54   | ) |
| Real estate and land  | (133    | )166   | )75   | ) |
| Prepaid expenses  | 17      | (26    | )16   | ) |
| Accounts payable and accrued liabilities  | (98     | )51    | )18   | ) |
| Deposits on land positions and other assets   | 15      | (18    | )4    | ) |
| Pension and postretirement contributions / benefit payments                                 | (101    | )137   | )145  | ) |
| Other   | (49     | )22    | )39   | ) |
| Net cash from operations  | 1,088   | 1,004  | 581   |   |
| Cash flows from investing activities:   |         |        |       |   |
| Property and equipment  | (354    | )261   | )256  | ) |
| Timberlands reforestation   | (41     | )32    | )29   | ) |
| Acquisition of Longview Timber LLC, net of cash acquired <u>(Note 4)</u>                    | —       | (1,581 | )—    | ) |
| Net proceeds from Real Estate Divestiture, net of cash divested <u>(Note 3)</u>             | 707     | —      | —     | ) |
| Proceeds from sale of assets and operations   | 28      | 20     | 80    | ) |
| Net proceeds of investments held by special purpose entities <u>(Note 10)</u>               | —       | 22     | 13    | ) |
| Other   | 21      | 3      | —     | ) |
| Cash from investing activities  | 361     | (1,829 | )192  | ) |
| Cash flows from financing activities:   |         |        |       |   |
| Net proceeds from issuance of common shares <u>(Note 4)</u>                                 | —       | 897    | —     | ) |
| Net proceeds from issuance of preference shares <u>(Note 4)</u>                             | —       | 669    | —     | ) |
| Net proceeds from issuance of debt <u>(Note 13)</u>   | —       | 1,044  | —     | ) |
| Net proceeds from issuance of Weyerhaeuser Real Estate Company (WRECO) debt <u>(Note 3)</u> | 887     | —      | —     | ) |
| Deposit of WRECO debt proceeds into escrow <u>(Note 3)</u>                                  | (887    | )—     | —     | ) |
| Cash dividends on common shares   | (563    | )458   | )334  | ) |
| Cash dividends on preference shares   | (44     | )23    | )—    | ) |
| Change in book overdrafts   | (17     | )7     | (32   | ) |
| Payments on debt <u>(Note 13)</u>   | —       | (1,567 | )187  | ) |
| Exercises of stock options  | 119     | 162    | 112   | ) |
| Repurchase of common stock <u>(Note 16)</u>   | (203    | )—     | —     | ) |
| Other   | 4       | 31     | (3    | ) |

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|   |         |         |       |   |
|---|---------|---------|-------|---|
| Cash from financing activities  | (704    | )762    | (444  | ) |
| Net change in cash and cash equivalents   | 745     | (63     | )55   | ) |
| Cash and cash equivalents at beginning of year                                      | 835     | 898     | 953   |   |
| Cash and cash equivalents at end of year  | \$1,580 | \$835   | \$898 |   |
| Cash paid (received) during the year for:   |         |         |       |   |
| Interest, net of amounts capitalized of \$13 in 2014, \$21 in 2013 and \$18 in 2012 | \$319   | \$366   | \$351 |   |
| Income taxes  | \$(37   | )\$8    | \$(13 | ) |
| Noncash investing and financing activity:   |         |         |       |   |
| Acquisition of Longview Timber LLC, debt assumed <u>(Note 4)</u>                    | \$—     | \$1,070 | \$—   |   |
| Common shares tendered in WRECO divestiture <u>(Note 3)</u>                         | \$1,954 | \$—     | \$—   |   |

(1) Includes gain on timberland exchanges.

See accompanying Notes to Consolidated Financial Statements.

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CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
 FOR THE THREE-YEAR PERIOD ENDED DECEMBER 31, 2014  
 DOLLAR AMOUNTS IN MILLIONS

|  | 2014      | 2013        | 2012        |
|--|-----------|-------------|-------------|
| Mandatory convertible preference shares, series A:                                       |           |             |             |
| Balance at beginning of year   | \$14      | \$—         | \$—         |
| New issuance   | —         | 14          | —           |
| Conversion to common shares  | —         | —           | —           |
| Balance at end of year   | \$14      | \$14        | \$—         |
| Common shares:   |           |             |             |
| Balance at beginning of year   | \$729     | \$678       | \$671       |
| New issuance   | —         | 42          | —           |
| Shares tendered <u>(Note 3)</u>  | (73)      | )—          | —           |
| Issued for exercise of stock options   | 7         | 9           | 7           |
| Share repurchases  | (7)       | )—          | —           |
| Balance at end of year   | \$656     | \$729       | \$678       |
| Other capital:   |           |             |             |
| Balance at beginning of year   | \$6,444   | \$4,731     | \$4,595     |
| New issuance   | —         | 1,509       | —           |
| Shares tendered <u>(Note 3)</u>  | (1,881)   | )—          | —           |
| Exercise of stock options  | 112       | 152         | 105         |
| Repurchase of common shares  | (196)     | )—          | —           |
| Share-based compensation   | 35        | 42          | 34          |
| Other transactions, net  | 5         | 10          | (3)         |
| Balance at end of year   | \$4,519   | \$6,444     | \$4,731     |
| Retained earnings:   |           |             |             |
| Balance at beginning of year   | \$294     | \$219       | \$176       |
| Net earnings attributable to Weyerhaeuser  | 1,826     | 563         | 385         |
| Dividends on common shares <u>(Note 16)</u>  | (568)     | ) (465)     | ) (342)     |
| Cash dividends on preference shares <u>(Note 16)</u>                                     | (44)      | ) (23)      | ) —         |
| Balance at end of year   | \$1,508   | \$294       | \$219       |
| Cumulative other comprehensive loss:   |           |             |             |
| Balance at beginning of year   | \$(686)   | ) \$(1,558) | ) \$(1,179) |
| Annual changes – net of tax:   |           |             |             |
| Foreign currency translation adjustments   | (50)      | ) (59)      | ) 2         |
| Changes in unamortized net pension and other postretirement benefit loss <u>(Note 9)</u> | (554)     | ) 902       | ) (258)     |
| Changes in unamortized prior service credit (cost) <u>(Note 9)</u>                       | (103)     | ) 27        | ) (123)     |
| Unrealized gains on available-for-sale securities  | —         | 2           | —           |
| Balance at end of year   | \$(1,393) | ) \$(686)   | ) \$(1,558) |
| Total Weyerhaeuser shareholders' interest:   |           |             |             |
| Balance at end of year   | \$5,304   | \$6,795     | \$4,070     |
| Noncontrolling interests:  |           |             |             |
| Balance at beginning of year   | \$37      | \$43        | \$4         |
| Net loss attributable to noncontrolling interests  | —         | —           | (1)         |
| New consolidations, de-consolidations and other transactions                             | (37)      | ) (6)       | ) 40        |
| Balance at end of year   | \$—       | \$37        | \$43        |
| Total equity:  |           |             |             |
| Balance at end of year   | \$5,304   | \$6,832     | \$4,113     |

See accompanying Notes to Consolidated Financial Statements.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE THREE-YEAR PERIOD ENDED DECEMBER 31, 2014

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Our significant accounting policies describe:

- our election to be taxed as a real estate investment trust,
- how we report our results,
- changes in how we report our results and
- how we account for various items.

OUR ELECTION TO BE TAXED AS A REAL ESTATE INVESTMENT TRUST (REIT)

Starting with our 2010 fiscal year, we elected to be taxed as a REIT. We expect to derive most of our REIT income from investments in timberlands, including the sale of standing timber through pay-as-cut sales contracts. REIT income can be distributed to shareholders without first paying corporate level tax, substantially eliminating the double taxation on income. A significant portion of our timberland segment earnings receives this favorable tax treatment. We are, however, subject to corporate taxes on built-in-gains (the excess of fair market value over tax basis at January 1, 2010) on sales of real property (other than standing timber) held by the REIT during the first 10 years following the REIT conversion. We continue to be required to pay federal corporate income taxes on earnings of our Taxable REIT Subsidiary (TRS), which includes our manufacturing businesses and the portion of our Timberlands segment income included in the TRS.

HOW WE REPORT OUR RESULTS

Our report includes:

- consolidated financial statements,
- our business segments,
- foreign currency translation,
- estimates, and
- fair value measurements.

CONSOLIDATED FINANCIAL STATEMENTS

Our consolidated financial statements provide an overall view of our results and financial condition. They include our accounts and the accounts of entities that we control, including:

- majority-owned domestic and foreign subsidiaries and
- variable interest entities in which we are the primary beneficiary.

They do not include our intercompany transactions and accounts, which are eliminated, and noncontrolling interests are presented as a separate component of equity.

We account for investments in and advances to unconsolidated equity affiliates using the equity method, with taxes provided on undistributed earnings. This means that we record earnings and accrue taxes in the period that the earnings are recorded by our unconsolidated equity affiliates.

Throughout these Notes to Consolidated Financial Statements, unless specified otherwise, references to “Weyerhaeuser,” “we” and “our” refer to the consolidated company.

OUR BUSINESS SEGMENTS

We are principally engaged in:

- growing and harvesting timber; and
- manufacturing, distributing and selling products made from trees.

Our business segments are organized based primarily on products and services.

Our Business Segments and Products

SEGMENT

Timberlands

Wood Products

Cellulose Fibers

PRODUCTS AND SERVICES

Logs, timber, minerals, oil and gas and international wood products

Softwood lumber, engineered wood products, structural panels and building materials distribution

Pulp, liquid packaging board and an equity interest in a newsprint joint venture

We also transfer raw materials, semifinished materials and end products among our business segments. Because of this intracompany activity, accounting for our business segments involves:

- pricing products transferred between our business segments at current market values and
- allocating joint conversion and common facility costs according to usage by our business segment product lines.

Gains or charges not related to or allocated to an individual operating segment are held in Unallocated Items. This includes a portion of items such as: share-based compensation; pension and postretirement costs; foreign exchange transaction gains and losses associated with financing; and the elimination of intersegment profit in inventory and the LIFO reserve.

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### FOREIGN CURRENCY TRANSLATION

Local currencies are the functional currencies for most of our operations outside the U.S. We translate foreign currencies into U.S. dollars in two ways:

- assets and liabilities — at the exchange rates in effect as of our balance sheet date; and
- revenues and expenses — at average monthly exchange rates throughout the year.

### ESTIMATES

We prepare our financial statements according to U.S. generally accepted accounting principles (U.S. GAAP). This requires us to make estimates and assumptions during our reporting periods and at the date of our financial statements.

The estimates and assumptions affect our:

- reported amounts of assets, liabilities and equity;
- disclosure of contingent assets and liabilities; and
- reported amounts of revenues and expenses.

While we do our best in preparing these estimates, actual results can and do differ from those estimates and assumptions.

### FAIR VALUE MEASUREMENTS

We use a fair value hierarchy in accounting for certain nonfinancial assets and liabilities including:

- long-lived assets (asset groups) measured at fair value for an impairment assessment,
- reporting units measured at fair value in the first step of a goodwill impairment test,
- nonfinancial assets and nonfinancial liabilities measured at fair value in the second step of a goodwill impairment assessment,
- assets acquired and liabilities assumed in a business acquisition and
- asset retirement obligations initially measured at fair value.

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable. Observable inputs reflect assumptions market participants would use in pricing an asset or liability based on market data obtained from independent sources while unobservable inputs reflect a reporting entity's pricing based upon its own market assumptions.

The fair value hierarchy consists of the following three levels:

• Level 1 — Inputs are quoted prices in active markets for identical assets or liabilities.

• Level 2 — Inputs are:

- quoted prices for similar assets or liabilities in an active market;
- quoted prices for identical or similar assets or liabilities in markets that are not active; or
- inputs other than quoted prices that are observable and market-corroborated inputs, which are derived principally from or corroborated by observable market data.

• Level 3 — Inputs are derived from valuation techniques in which one or more significant inputs or value drivers are unobservable.

### CHANGES IN HOW WE REPORT OUR RESULTS

Changes in how we report our results come from:

- accounting changes made upon our adoption of new accounting guidance and
- our reclassification of certain balances and results from prior years to make them consistent with our current reporting.

### RECLASSIFICATIONS

We have reclassified certain balances and results from the prior years to be consistent with our 2014 reporting. This makes year-to-year comparisons easier. Our reclassifications had no effect on net earnings or Weyerhaeuser shareholders' interest. Our reclassifications present the results of operations discontinued in 2014 separately on our Consolidated Statement of Operations, Consolidated Balance Sheet and in the related footnotes. Note 3: Discontinued Operations provides more information about our discontinued operations.

### NEW ACCOUNTING PRONOUNCEMENTS

In March 2013, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2013-05, which provides guidance on a parent's accounting for the cumulative translation adjustment upon

derecognition of a subsidiary or group of assets within a foreign entity. This new guidance requires that the parent release any related cumulative translation adjustment into net income only if the sale or transfer results in the complete or substantially complete liquidation of the foreign entity in which the subsidiary or group of assets had resided. Our prospective adoption of this guidance in first quarter 2014 did not have a material effect on our results of operations, financial position or cash flows.

In July 2013, FASB issued ASU 2013-11, which provides guidance on the presentation of unrecognized tax benefits, reflecting the manner in which an entity would settle at the reporting date any additional income taxes that would result from the disallowance of a tax position when net operating loss carryforwards, similar tax losses or tax credit carryforwards exist. Our prospective adoption of this guidance in first quarter 2014 did not have a material effect on our results of operations, financial position or cash flows.

In April 2014, FASB issued ASU 2014-08, an amendment to the current model of the classification and presentation of discontinued operations and asset disposals that changes the definition of a discontinued operation to include only disposals of components of an entity that represent a strategic shift that has (or will have) a material effect on an entity's financial results. The new standard is effective for all disposals or classifications as assets held for sale for fiscal periods starting after December 15, 2014 and early adoption is permitted. We expect to adopt ASU 2014-08 on January 1, 2015 and have determined that its adoption will not have a material impact on our consolidated financial statements and related disclosures at that time.

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In May 2014, FASB issued ASU 2014-09, a comprehensive new revenue recognition model that requires an entity to recognize revenue to depict the transfer of goods or services to customers at an amount that reflects the consideration it expects to receive in exchange for those goods or services. The new standard is effective for us on January 1, 2017 and early adoption is not permitted. We may use either the retrospective or cumulative effect transition method. We are evaluating the impact that ASU 2014-09 will have on our consolidated financial statements and related disclosures. We have not yet selected a transition method nor determined the effect of the standard on our ongoing financial reporting.

### HOW WE ACCOUNT FOR VARIOUS ITEMS

This section provides information about how we account for certain key items related to:

- capital investments,
- financing our business and
- operations.

### ITEMS RELATED TO CAPITAL INVESTMENTS

Key items related to accounting for capital investments pertain to property and equipment, timber and timberlands, impairment of long-lived assets and goodwill.

#### Property and Equipment

We maintain property accounts on an individual asset basis. Here is how we handle major items:

- Improvements to and replacements of major units of property are capitalized.
- Maintenance, repairs and minor replacements are expensed.
- Depreciation is calculated using a straight-line method at rates based on estimated service lives.
- Logging roads are generally amortized — as timber is harvested — at rates based on the volume of timber estimated to be removed.
- Cost and accumulated depreciation of property sold or retired are removed from the accounts and the gain or loss is included in earnings.

#### Timber and Timberlands

We carry timber and timberlands at cost less depletion charged to disposals. Depletion refers to the carrying value of timber that is harvested, lost as a result of casualty, or sold.

Key activities affecting how we account for timber and timberlands include:

- reforestation,
- depletion and
- forest management in Canada.

Reforestation. Generally, we capitalize initial site preparation and planting costs as reforestation. We transfer reforestation to a merchantable timber classification when the timber is considered harvestable. That generally occurs after:

- 15 years in the South and
- 30 years in the West.

Generally, we expense costs after the first planting as they are incurred or over the period of expected benefit. These costs include:

- fertilization,
- vegetation and insect control,
- pruning and precommercial thinning,
- property taxes and
- interest.

Accounting practices for these costs do not change when timber becomes merchantable and harvesting starts.

Depletion. To determine depletion rates, we divide the net carrying value of timber by the related volume of timber estimated to be available over the growth cycle. To determine the growth cycle volume of timber, we consider:

- regulatory and environmental constraints,
- our management strategies,
- inventory data improvements,

growth rate revisions and recalibrations and known dispositions and inoperable acres.

We include the cost of timber harvested in the carrying values of raw materials and product inventories. As these inventories are sold to third parties, we include them in the cost of products sold.

Forest management in Canada. We managed timberlands under long-term licenses in various Canadian provinces that are:

- granted by the provincial governments;

- granted for initial periods of 15 to 25 years; and

- renewable provided we meet reforestation, operating and management guidelines.

Calculation of the fees we pay on the timber we harvest:

- varies from province to province,

- is tied to product market pricing and

- depends upon the allocation of land management responsibilities in the license.

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### Impairment of Long-Lived Assets

We review long-lived assets — including certain identifiable intangibles — for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. Impaired assets held for use are written down to fair value. Impaired assets held for sale are written down to fair value less cost to sell. We determine fair value based on:

- appraisals,
- market pricing of comparable assets,
- discounted value of estimated cash flows from the asset and
- replacement values of comparable assets.

### Goodwill

Goodwill is the purchase price minus the fair value of net assets acquired when we buy another entity. We assess goodwill for impairment:

- using a fair-value-based approach and
- at least annually — at the beginning of the fourth quarter.

In 2014 the fair value of the reporting unit with goodwill substantially exceeded its carrying value.

### ITEMS RELATED TO FINANCING OUR BUSINESS

Key items related to financing our business include financial instruments, cash and cash equivalents, accounts payable and concentration of risk.

#### Financial Instruments

We estimate the fair value of financial instruments where appropriate. The assumptions we use — including the discount rate and estimates of cash flows — can significantly affect our fair-value amounts. Our fair values are estimates and may not match the amounts we would realize upon sale or settlement of our financial positions.

#### Cash and Cash Equivalents

Cash equivalents are investments with original maturities of 90 days or less. We state cash equivalents at cost, which approximates market.

#### Accounts Payable

Our banking system replenishes our major bank accounts daily as checks we have issued are presented for payment. As a result, we have negative book cash balances due to outstanding checks that have not yet been paid by the bank. These negative balances are included in accounts payable on our Consolidated Balance Sheet. Changes in these negative cash balances are reported as financing activities in our Consolidated Statement of Cash Flows. We had no negative book cash balances as of December 31, 2014 and December 31, 2013.

#### Concentration of Risk

We disclose customers that represent a concentration of credit risk. As of December 31, 2014, one customer accounted for approximately 13 percent of our accounts receivable balance.

### ITEMS RELATED TO OPERATIONS

Key items related to operations include revenue recognition, inventories, shipping and handling costs, income taxes, share-based compensation, pension and other postretirement plans, and environmental remediation.

#### Revenue Recognition

Operations generally recognize revenue upon shipment to customers. For certain export sales, revenue is recognized when title transfers at the foreign port.

For timberland sales, we recognize revenue when title and possession have been transferred to the buyer and all other criteria for sale and profit recognition have been satisfied.

#### Inventories

We state inventories at the lower of cost or market. Cost includes labor, materials and production overhead. LIFO — the last-in, first-out method — applies to major inventory products held at our U.S. domestic locations. We began to use the LIFO method for domestic products in the 1940s as required to conform with the tax method elected. Subsequent acquisitions of entities added new products under the FIFO — the first-in, first-out method — or moving average cost methods that have continued under those methods. The FIFO or moving average cost methods applies to the balance of our domestic raw material and product inventories as well as for all material and supply inventories and all foreign



inventories.

**Shipping and Handling Costs**

We classify shipping and handling costs in the costs of products sold in our Consolidated Statement of Operations.

**Income Taxes**

We account for income taxes under the asset and liability method. Unrecognized tax benefits represent potential future funding obligations to taxing authorities if uncertain tax positions the company has taken on previously filed tax returns are not sustained. In accordance with the company's accounting policy, accrued interest and penalties related to unrecognized tax benefits are recognized as a component of income tax expense.

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We recognize deferred tax assets and liabilities to reflect:

- future tax consequences due to differences between the carrying amounts for financial purposes and the tax bases of certain items and

- operating loss and tax credit carryforwards.

To measure deferred tax assets and liabilities, we:

- determine when the differences between the carrying amounts and tax bases of affected items are expected to be recovered or resolved and

- use enacted tax rates expected to apply to taxable income in those years.

### Share-Based Compensation

We generally measure the fair value of share-based awards on the dates they are granted or modified. These measurements establish the cost of the share-based awards for accounting purposes. We then recognize the cost of share-based awards in our Consolidated Statement of Operations over each employee's required service period.

Note 17: Share-Based Compensation provides more information about our share-based compensation.

### Pension and Other Postretirement Benefit Plans

We recognize the overfunded or underfunded status of our defined benefit pension and other postretirement plans on our Consolidated Balance Sheet and recognize changes in the funded status through comprehensive income (loss) in the year in which the changes occur.

Actuarial valuations determine the amount of the pension and other postretirement benefit obligations and the net periodic benefit cost we recognize. The net periodic benefit cost includes:

- cost of benefits provided in exchange for employees' services rendered during the year;

- interest cost of the obligations;

- expected long-term return on fund assets;

- gains or losses on plan settlements and curtailments;

- amortization of prior service costs and plan amendments over the average remaining service period of the active

- employee group covered by the plans or the average remaining life expectancy in situations where the plan participants affected by the plan amendment are inactive; and

- amortization of cumulative unrecognized net actuarial gains and losses — generally in excess of 10 percent of the greater of the benefit obligation or market-related value of plan assets at the beginning of the year — over the average remaining service period of the active employee group covered by the plans or the average remaining life expectancy in situations where the plan participants are inactive.

Pension plans. We have pension plans covering most of our employees. Determination of benefits differs for salaried, hourly and union employees:

- Salaried employee benefits are based on each employee's highest monthly earnings for five consecutive years during the final 10 years before retirement.

- Hourly and union employee benefits generally are stated amounts for each year of service.

- Union employee benefits are set through collective-bargaining agreements.

We contribute to our U.S. and Canadian pension plans according to established funding standards. The funding standards for the plans are:

- U.S. pension plans — according to the Employee Retirement Income Security Act of 1974; and

- Canadian pension plans — according to the applicable provincial pension act and the Income Tax Act.

Postretirement benefits other than pensions. We provide certain postretirement health care and life insurance benefits for some retired employees. In some cases, we pay a portion of the cost of the benefit. Note 9: Pension and Other Postretirement Benefit Plans provides additional information about changes made in our postretirement benefit plans during 2014 and 2013.

### Environmental Remediation

We accrue losses associated with environmental remediation obligations when such losses are probable and reasonably estimable. Future expenditures for environmental remediation obligations are not discounted to their present value. Recoveries of environmental remediation costs from other parties are recorded as assets when the recovery is deemed probable and does not exceed the amount of losses previously recorded.



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## NOTE 2: BUSINESS SEGMENTS

Our business segments and how we account for those segments are discussed in Note 1: Summary of Significant Accounting Policies. This note provides key financial data by business segment.

## DISCONTINUED OPERATIONS

We have disposed of Weyerhaeuser Real Estate Company (WRECO) that is excluded from the segment results below. See Note 3: Discontinued Operations for information regarding our discontinued operations and the segments affected.

## KEY FINANCIAL DATA BY BUSINESS SEGMENT

Sales and Contribution (Charge) to Earnings

DOLLAR AMOUNTS IN MILLIONS

|  | TIMBERLANDS | WOOD PRODUCTS | CELLULOSE FIBERS | UNALLOCATED ITEMS <sup>(1)</sup> AND INTERSEGMENT ELIMINATIONS | CONSOLIDATED |
|--|-------------|---------------|------------------|--|--------------|
| Sales to unaffiliated customers                              |             |               |                  |  |              |
| 2014   | \$ 1,497    | \$3,970       | \$ 1,936         | \$—  | \$ 7,403     |
| 2013   | \$ 1,343    | \$4,009       | \$ 1,902         | \$—  | \$ 7,254     |
| 2012   | \$ 1,077    | \$3,058       | \$ 1,854         | \$—  | \$ 5,989     |
| Intersegment sales   |             |               |                  |  |              |
| 2014   | \$ 867      | \$80          | \$ —             | \$(947)  | )\$ —        |
| 2013   | \$ 799      | \$71          | \$ —             | \$(870)  | )\$ —        |
| 2012   | \$ 683      | \$74          | \$ —             | \$(757)  | )\$ —        |
| Contribution (charge) to earnings from continuing operations |             |               |                  |  |              |
| 2014   | \$ 613      | \$327         | \$ 291           | \$126  | \$ 1,357     |
| 2013   | \$ 470      | \$441         | \$ 200           | \$(422)  | )\$ 689      |
| 2012   | \$ 322      | \$120         | \$ 223           | \$2  | \$ 667       |

(1) Unallocated Items are gains or charges not related to or allocated to an individual operating segment. They include a portion of items such as: share-based compensation, pension and postretirement costs, foreign exchange transaction gains and losses associated with financing, and the elimination of intersegment profit in inventory and the LIFO reserve.

Management evaluates segment performance based on the contributions to earnings of the respective segments. An analysis and reconciliation of our business segment information to the consolidated financial statements follows:

Reconciliation of Contribution to Earnings to Net Earnings Attributable to Weyerhaeuser

DOLLAR AMOUNTS IN MILLIONS

|  | 2014    | 2013   | 2012   |
|--|---------|--------|--------|
| Net contribution to earnings from continuing operations                                | \$1,357 | \$689  | \$667  |
| Net contribution to earnings from discontinued operations                              | 1,017   | 116    | 121    |
| Total contribution to earnings   | 2,374   | 805    | 788    |
| Interest expense, net of capitalized interest (continuing and discontinued operations) | (347)   | )(371) | )(348) |
| Income before income taxes (continuing and discontinued operations)                    | 2,027   | 434    | 440    |
| Income taxes (continuing and discontinued operations)                                  | (201)   | )(129) | (55)   |
| Net earnings attributable to Weyerhaeuser  | \$1,826 | \$563  | \$385  |

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## Additional Financial Information

DOLLAR AMOUNTS IN MILLIONS

|  | TIMBERLANDS | WOOD<br>PRODUCTS | CELLULOSE<br>FIBERS | UNALLOCATED<br>ITEMS | CONSOLIDATED |
|--|-------------|------------------|---------------------|----------------------|--------------|
| Depreciation, depletion and amortization                                     |             |                  |                     |                      |              |
| 2014   | \$ 207      | \$119            | \$ 155              | \$ 12                | \$ 493       |
| 2013   | \$ 166      | \$123            | \$ 156              | \$ 13                | \$ 458       |
| 2012   | \$ 142      | \$133            | \$ 150              | \$ 19                | \$ 444       |
| Net pension and postretirement cost (credit) <sup>(1)</sup>                  |             |                  |                     |                      |              |
| 2014   | \$ 10       | \$24             | \$ 11               | \$ (45)              | \$ —         |
| 2013   | \$ 10       | \$28             | \$ 18               | \$ 40                | \$ 96        |
| 2012   | \$ 8        | \$25             | \$ 14               | \$ 29                | \$ 76        |
| Charges for restructuring, closures and impairments <sup>(2)</sup>           |             |                  |                     |                      |              |
| 2014   | \$ 1        | \$2              | \$ —                | \$ 41                | \$ 44        |
| 2013   | \$ 2        | \$13             | \$ —                | \$ 362               | \$ 377       |
| 2012   | \$ 2        | \$6              | \$ —                | \$ 18                | \$ 26        |
| Equity in income (loss) of equity affiliates and unconsolidated entities     |             |                  |                     |                      |              |
| 2014   | \$ —        | \$—              | \$ (1)              | \$ (1)               | \$ (2)       |
| 2013   | \$ —        | \$—              | \$ 3                | \$ 8                 | \$ 11        |
| 2012   | \$ —        | \$—              | \$ 5                | \$ (3)               | \$ 2         |
| Capital expenditures   |             |                  |                     |                      |              |
| 2014   | \$ 74       | \$190            | \$ 123              | \$ 4                 | \$ 391       |
| 2013   | \$ 73       | \$113            | \$ 92               | \$ 5                 | \$ 283       |
| 2012   | \$ 60       | \$56             | \$ 160              | \$ 5                 | \$ 281       |
| Investments in and advances to equity affiliates and unconsolidated entities |             |                  |                     |                      |              |
| 2014   | \$ —        | \$—              | \$ 188              | \$ —                 | \$ 188       |
| 2013   | \$ —        | \$—              | \$ 190              | \$ —                 | \$ 190       |
| 2012   | \$ —        | \$—              | \$ 191              | \$ 1                 | \$ 192       |
| Total assets <sup>(3)(4)</sup>   |             |                  |                     |                      |              |
| 2014   | \$ 7,327    | \$1,430          | \$ 2,214            | \$ 2,486             | \$ 13,457    |
| 2013   | \$ 7,578    | \$1,326          | \$ 2,299            | \$ 3,374             | \$ 14,577    |
| 2012   | \$ 4,697    | \$1,319          | \$ 2,386            | \$ 4,190             | \$ 12,592    |

(1) Net pension and postretirement cost (credit) excludes special items, as well as the recognition of curtailments, settlements and special termination benefits due to closures, restructuring or divestitures. See [Note 9: Pension and Other Postretirement Benefit Plans](#) for more information.

(2) See [Note 18: Charges for Restructuring, Closures and Asset Impairments](#) for more information

(3) Timberlands total assets increased primarily due to the acquisition of Longview Timber. See [Note 4: Longview Timber Purchase](#) for more information.

(4) Unallocated Items total assets includes assets of discontinued operations in 2013 and 2012.

## NOTE 3: DISCONTINUED OPERATIONS

We have made certain reclassifications in our consolidated financial statements to reflect discontinued operations related to WRECO which was previously reported under the Real Estate segment and Unallocated Items.

## OPERATIONS INCLUDED IN DISCONTINUED OPERATIONS

## Divestiture of WRECO

On July 7, 2014, we completed the following set of transactions resulting in our homebuilding and real estate development business becoming wholly-owned by TRI Pointe Homes, Inc. (TRI Pointe):

• the distribution of shares of WRECO to our shareholders in exchange for 59 million shares of our common stock; and

•

the merger of WRECO into a special purpose subsidiary of TRI Pointe, with WRECO surviving the merger and becoming a wholly-owned subsidiary of TRI Pointe.

Collectively, these transactions are referred to as the “Real Estate Divestiture”.

During June 2014, our wholly-owned subsidiary, WRECO, issued \$900 million of unsecured and unsubordinated senior debt obligations. The net proceeds after deducting the discount, underwriting fees and issuance costs were \$870 million. At the close of the Real Estate Divestiture in July 2014, WRECO used \$744 million of the debt proceeds to repay intercompany debt and interest to Weyerhaeuser Company. The newly issued debt, remaining proceeds and other WRECO assets and liabilities, including \$5 million cash on hand, were acquired by TRI Pointe when WRECO became a wholly-owned subsidiary of TRI Pointe at the closing of the transaction. Additionally, \$32 million related to the adjustment amount payable pursuant to the terms of the transaction agreement was paid to TRI Pointe. Our net cash proceeds in connection with the Real Estate Divestiture totaled \$707 million.

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Prior to the distribution of WRECO shares to our shareholders, WRECO was a wholly-owned subsidiary. Concurrent with the distribution to shareholders, WRECO ceased being a subsidiary.

The following table presents the components of the net gain on divestiture:

DOLLAR AMOUNTS IN MILLIONS

|   |         |   |
|---|---------|---|
|   | 2014    |   |
| Proceeds:   |         |   |
| Common shares tendered (58,813,151 shares at \$33.22 per share) | \$1,954 |   |
| Cash  | 707     |   |
|   | 2,661   |   |
| Less:   |         |   |
| Net book value of contributed assets                            | (1,671  | ) |
| Transaction costs, net of reimbursement                         | (18     | ) |
|   | (1,689  | ) |
| Gain on WRECO divestiture                                       | \$972   |   |

The net gain on the Real Estate Divestiture of \$972 million is not taxable and was recognized in 2014 in discontinued operations.

**NET EARNINGS FROM DISCONTINUED OPERATIONS**

Sales and Net Earnings from Discontinued Operations

DOLLAR AMOUNTS IN MILLIONS

|   | 2014 <sup>(1)</sup> | 2013    | 2012    |
|---|---------------------|---------|---------|
| Net sales from discontinued operations    | \$573               | \$1,275 | \$1,070 |
| Income from discontinued operations       | 42                  | 114     | 117     |
| Income taxes                              | (16                 | )(42    | )(45    |
| Net income from operations                | 26                  | 72      | 72      |
| Net gain on divestiture                   | 972                 | —       | —       |
| Net earnings from discontinued operations | 998                 | \$72    | \$72    |

(1) Discontinued operations in 2014 covered only 188 days.

Results of discontinued operations exclude certain general corporate overhead costs that have been allocated to and are included in contribution to earnings for the operating segments.

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The following table shows carrying values for assets and liabilities classified as discontinued operations as of December 31, 2013.

## Carrying Value of Assets and Liabilities of Discontinued Operations

## DOLLAR AMOUNTS IN MILLIONS

|  | December 31,<br>2013 |
|--|----------------------|
| Assets   |                      |
| Cash and cash equivalents  | \$5                  |
| Receivables, less discounts and allowances                                     | 51                   |
| Prepaid expenses   | 11                   |
| Deferred tax assets  | 21                   |
| Total current assets   | 88                   |
| Property and equipment, net  | 15                   |
| Real estate in process of development and for sale                             | 851                  |
| Land being processed for development   | 596                  |
| Investments in and advances to equity affiliates                               | 21                   |
| Deferred tax assets  | 115                  |
| Other assets   | 96                   |
| Total noncurrent assets  | 1,694                |
| Total assets   | \$1,782              |
| Liabilities  |                      |
| Accounts payable   | \$41                 |
| Accrued liabilities  | 113                  |
| Total current liabilities  | 154                  |
| Long-term debt (nonrecourse to the company) held by variable interest entities | 5                    |
| Other liabilities  | 27                   |
| Total noncurrent liabilities   | 32                   |
| Total liabilities  | \$186                |
| Noncontrolling interests   | \$34                 |

**NOTE 4: LONGVIEW TIMBER PURCHASE**

On July 23, 2013, we purchased 100 percent of the equity interests in Longview Timber LLC (Longview Timber) for \$1.58 billion cash and assumed debt of \$1.07 billion, for an aggregate purchase price of \$2.65 billion. Longview Timber was a privately-held Delaware limited liability company engaged in the ownership and management of approximately 645,000 acres of timberlands in Oregon and Washington. We believe Longview Timber has productive lands with favorable age class distribution that will provide us with optionality for harvest. Earnings, assets and liabilities from this business are reported as part of the Timberlands segment beginning in third quarter 2013.

Summarized Unaudited Pro Forma Information that Presents Combined Amounts as if this Acquisition Occurred at the Beginning of 2012

## DOLLAR AMOUNTS IN MILLIONS, EXCEPT PER-SHARE FIGURES

|   | 2013    | 2012    |
|---|---------|---------|
| Net sales   | \$7,371 | \$6,166 |
| Net earnings from continuing operations attributable to Weyerhaeuser common shareholders                  | \$485   | \$276   |
| Net earnings from continuing operations per share attributable to Weyerhaeuser common shareholders, basic | \$0.84  | \$0.48  |
|   | \$0.83  | \$0.47  |



Net earnings from continuing operations per share attributable to Weyerhaeuser  
common shareholders, diluted

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Estimated Fair Values of Identifiable Assets Acquired and Liabilities Assumed as of the Acquisition Date  
DOLLAR AMOUNTS IN MILLIONS

|                           | July 23,<br>2013 | Measurement<br>Period<br>Adjustments | December 31,<br>2013 |
|---------------------------|------------------|--------------------------------------|----------------------|
| Current assets            | \$46             | \$—                                  | \$46                 |
| Property and equipment    | 39               | 1                                    | 40                   |
| Timber and timberlands    | 2,654            | 2                                    | 2,656                |
| Other assets              | 2                | —                                    | 2                    |
| Total assets acquired     | 2,741            | 3                                    | 2,744                |
| Current liabilities       | 10               | —                                    | 10                   |
| Long-term debt            | 1,122            | —                                    | 1,122                |
| Other liabilities         | 5                | 3                                    | 8                    |
| Total liabilities assumed | 1,137            | 3                                    | 1,140                |
| Net assets acquired       | \$1,604          | \$—                                  | \$1,604              |

The initial allocations of purchase price were recorded at the estimated fair value of assets acquired and liabilities assumed based upon the best information available to management. The purchase price allocation was finalized in the fourth quarter 2013. The measurement period adjustments reflect additional information obtained to record the fair value of certain assets acquired and liabilities assumed based on facts and circumstances existing as of the acquisition date.

In order to finance our purchase of Longview Timber, we issued the following:

29 million common shares on June 24, 2013, at the price of \$27.75 per share for net proceeds of \$781 million;

4.4 million common shares on July 8, 2013, at the price of \$27.75 per share for net proceeds of \$116 million, in connection with the exercise of an overallotment option; and

13.8 million of our 6.375 percent Mandatory Convertible Preference Shares, Series A, par value \$1.00 and liquidation preference of \$50.00 per share on June 24, 2013, for net proceeds of \$669 million. See Note 16: Shareholders' Interest for more information.

For issuances of shares, excess of par value is recorded in "Other capital" in our Consolidated Balance Sheet.

Proceeds were used to finance the acquisition and pay related fees and expenses. We paid \$11 million in fees related to a bridge loan in 2013. As of the close of the Longview Timber purchase, we did not draw from the loan and these fees were expensed in 2013, which is recorded in "Interest expense" in our Consolidated Statement of Operations.

We obtained additional debt financing in 2013 which was used to repay all of the assumed debt in 2013. See Note 13: Long-term Debt.

#### NOTE 5: NET EARNINGS PER SHARE

Our basic earnings per share attributable to Weyerhaeuser common shareholders for the last three years were:

\$3.20 in 2014,

\$0.95 in 2013 and

\$0.71 in 2012.

Our diluted earnings per share attributable to Weyerhaeuser common shareholders for the last three years were:

\$3.18 in 2014,

\$0.95 in 2013 and

\$0.71 in 2012.

This note discloses:

how we calculate basic and diluted net earnings per share and

shares excluded from dilutive effect.

#### HOW WE CALCULATE BASIC AND DILUTED NET EARNINGS PER SHARE

"Basic earnings" per share is net earnings available to common shareholders divided by the weighted average number of our outstanding common shares, including stock equivalent units where there is no circumstance under which those shares would not be issued.

"Diluted earnings" per share is net earnings available to common shareholders divided by the sum of the:  
• weighted average number of our outstanding common shares and  
• the effect of our outstanding dilutive potential common shares.

Dilutive potential common shares may include:

• outstanding stock options,  
• restricted stock units,  
• performance share units and  
• preference shares.

We use the treasury stock method to calculate the effect of our outstanding stock options, restricted stock units and performance share units. Share-based payment awards that are contingently issuable upon the achievement of specified performance or market conditions are included in our diluted earnings per share calculation in the period in which the conditions are satisfied.

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We use the if-converted method to calculate the effect of our outstanding preference shares. In applying the if-converted method, conversion is not assumed for purposes of computing diluted earnings per share if the effect would be antidilutive. Preference shares are antidilutive whenever the amount of the dividend declared in or accumulated for the current period per common share obtainable on conversion exceeds diluted earnings per share exclusive of the preference shares.

Preference shares are evaluated for participation on a quarterly basis to determine whether two-class presentation is required. Preference shares are considered to be participating as of the financial reporting period end to the extent they would participate in dividends paid to common shareholders. Preference shares are not considered participating for the years ended December 31, 2014 and 2013. Under the provisions of the two-class method, basic and diluted earnings per share would be presented for both preference and common shareholders.

**SHARES EXCLUDED FROM DILUTIVE EFFECT**

The following shares were not included in the computation of diluted earnings per share because they were either antidilutive or the required performance or market conditions were not met. Some or all of these shares may be dilutive potential common shares in future periods.

We issued 13.8 million 6.375 percent Mandatory Convertible Preference Shares, Series A on June 24, 2013. We do not include these shares in our calculation of diluted earnings per share because they are antidilutive. See Note 4:

Longview Timber Purchase.

## Potential Shares Not Included in the Computation of Diluted Earnings per Share

| Shares in thousands | 2014   | 2013   | 2012  |
|---------------------|--------|--------|-------|
| Stock options       | —      | 4,618  | 3,519 |
| Preference Shares   | 24,988 | 24,865 | —     |

**NOTE 6: INVENTORIES**

Inventories include raw materials, work-in-process and finished goods.

Inventories as of the End of Our Last Two Years

**DOLLAR AMOUNTS IN MILLIONS**

|  | DECEMBER 31,<br>2014 | DECEMBER 31,<br>2013 |
|--|----------------------|----------------------|
| LIFO inventories:                                    |                      |                      |
| Logs and chips                                       | \$9                  | \$15                 |
| Lumber, plywood and panels                           | 55                   | 46                   |
| Pulp and paperboard                                  | 122                  | 97                   |
| Other products                                       | 11                   | 11                   |
| FIFO or moving average cost inventories:             |                      |                      |
| Logs and chips                                       | 38                   | 33                   |
| Lumber, plywood, panels and engineered wood products | 80                   | 70                   |
| Pulp and paperboard                                  | 35                   | 30                   |
| Other products                                       | 96                   | 94                   |
| Materials and supplies                               | 149                  | 146                  |
| Total  | \$595                | \$542                |

If we used FIFO for all inventories, our stated inventories would have been \$120 million and \$112 million higher as of December 31, 2014 and December 31, 2013, respectively.

**HOW WE ACCOUNT FOR OUR INVENTORIES**

The Inventories section of Note 1: Summary of Significant Accounting Policies provides details about how we account for our inventories.



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## NOTE 7: PROPERTY AND EQUIPMENT

Property and equipment includes land, buildings and improvements, machinery and equipment, roads and other items. Carrying Value of Property and Equipment and Estimated Service Lives

DOLLAR AMOUNTS IN MILLIONS

|   | RANGE OF LIVES | DECEMBER 31,<br>2014 | DECEMBER 31,<br>2013 |
|---|----------------|----------------------|----------------------|
| Property and equipment, at cost:            |                |                      |                      |
| Land  | N/A            | \$ 127               | \$ 129               |
| Buildings and improvements                  | 10–40          | 1,220                | 1,262                |
| Machinery and equipment                     | 2–25           | 6,706                | 6,712                |
| Roads                                       | 10–20          | 609                  | 594                  |
| Other                                       | 3–10           | 285                  | 319                  |
| Total cost                                  |                | 8,947                | 9,016                |
| Allowance for depreciation and amortization |                | (6,324               | )(6,327              |
| Property and equipment, net                 |                | \$2,623              | \$2,689              |

## SERVICE LIVES AND DEPRECIATION

Buildings and improvements for property and equipment have estimated lives that are generally at either the high end or low end of the range from 10 years to 40 years, depending on the type and performance of construction.

The maximum service lives for machinery and equipment varies among our operations:

• Timberlands — 15 years;

• Wood products manufacturing facilities — 20 years; and

• Pulp mills — 25 years.

Depreciation expense, excluding discontinued operations, was:

\$332 million in 2014,

\$332 million in 2013 and

\$332 million in 2012.

## NOTE 8: EQUITY AFFILIATES

We have investments in unconsolidated equity affiliates over which we have significant influence that we account for using the equity method with taxes provided on undistributed earnings. We record earnings and accrue taxes in the period that the earnings are recorded by the affiliates.

## Details About Our Equity Affiliates

As of December 31, 2014, we hold a 50 percent ownership interest in North Pacific Paper Corporation (NORPAC).

NORPAC owns and operates a newsprint manufacturing facility in Longview, Washington.

During 2014, Catchlight Energy was dissolved. We received no proceeds from the dissolution.

During 2013, we sold part of our investment in Liaison Technologies Inc. and recognized an \$10 million pretax gain, which is recorded in "Interest income and other" in our Consolidated Statement of Operations. Our remaining investment is accounted for under the cost method.

## Unconsolidated Financial Information of Equity Affiliates

Aggregated assets, liabilities and operating results of the entities that we accounted for as equity affiliates are provided below.

## Assets and Liabilities of Equity Affiliates

DOLLAR AMOUNTS IN MILLIONS

|                        | DECEMBER 31,<br>2014 | DECEMBER 31,<br>2013 |
|------------------------|----------------------|----------------------|
| Current assets         | \$ 123               | \$ 119               |
| Noncurrent assets      | \$ 413               | \$ 468               |
| Current liabilities    | \$ 30                | \$ 44                |
| Noncurrent liabilities | \$ 109               | \$ 141               |

Operating Results of Equity Affiliates

DOLLAR AMOUNTS IN MILLIONS

|                         | 2014  | 2013  | 2012  |   |
|-------------------------|-------|-------|-------|---|
| Net sales               | \$501 | \$534 | \$553 |   |
| Operating income (loss) | \$(2  | )\$3  | \$3   |   |
| Net income (loss)       | \$—   | \$3   | \$(7  | ) |

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### Doing Business with Affiliates

We provide goods and services to NORPAC, including raw materials and support services. The amounts paid to Weyerhaeuser by NORPAC for goods and services were:

\$195 million in 2014,

\$203 million in 2013 and

\$221 million in 2012.

In addition, we manage cash for NORPAC under a services agreement. Weyerhaeuser holds the cash and records a payable balance to NORPAC, which is included in accounts payable in the accompanying Consolidated Balance Sheet. We had the following payable balances to NORPAC:

\$75 million at December 31, 2014; and

\$93 million at December 31, 2013.

### NOTE 9: PENSION AND OTHER POSTRETIREMENT BENEFIT PLANS

We sponsor several retirement programs for our employees.

This note provides details about:

• types of plans we sponsor,

• significant transactions and events affecting plans we sponsor,

• funded status of plans we sponsor,

• pension assets,

• activity of plans we sponsor and

• actuarial assumptions.

#### TYPES OF PLANS WE SPONSOR

The plans we sponsor in the U.S. and Canada differ according to each country's requirements.

In the U.S., our pension plans are:

• qualified — plans that qualify under the Internal Revenue Code; and

• nonqualified — plans for select employees that provide additional benefits not qualified under the Internal Revenue Code.

In Canada, our pension plans are:

• registered — plans that are registered under the Income Tax Act and applicable provincial pension acts; and

• nonregistered — plans for select employees that provide additional benefits that may not be registered under the Income Tax Act or provincial pension acts.

We also offer retiree medical and life insurance plans in the U.S. and Canada. These plans are referred to as other postretirement benefit plans in the following disclosures.

#### Employee Eligibility and Accounting

The Pension and Other Postretirement Benefit Plans section of Note 1: Summary of Significant Accounting Policies provides information about employee eligibility for pension plans and postretirement health care and life insurance benefits, as well as how we account for the plans and benefits. See "Effects of Significant Transactions and Events" below for changes to eligibility in the pension and other postretirement benefit plans.

#### Measurement Date

We measure the fair value of pension plan assets and pension and other postretirement benefit obligations as of the end of our fiscal year. The fair value of pension plan assets are estimated at the end of the year and are revised in the first half of the following year when the information needed to finalize fair values is received. Additionally, we receive updated census data that is used to estimate our projected benefit obligation. As a result of the Real Estate Divestiture as well as our selling, general and administrative cost reduction initiative, we remeasured our U.S. qualified pension plan during third quarter 2014. There were no significant events that triggered remeasurement in 2013.

### EFFECTS OF SIGNIFICANT TRANSACTIONS AND EVENTS

The information that is provided in this note is affected by the following transactions and events.

Amendments of Pension and Other Postretirement Benefit Plans for Salaried Employees



Pension Benefit Plan Amendments

During fourth quarter 2013, we ratified an amendment to the Weyerhaeuser Pension Plan that closes the plan to newly hired and rehired salaried or non union employees effective January 1, 2014. Certain union employee groups adopted similar amendments effective at other dates. Beginning at the effective date, new hires and rehires into groups affected by these amendments will receive a company contribution for retirement in their 401(k) plan. The change was announced in December 2013.

During fourth quarter 2013, we ratified amendments to the Weyerhaeuser Company Limited Retirement Plan for Non-Union Employees and the Retirement Plan for Non-Union Employees of Weyerhaeuser Company Limited at Grand Prairie, Alberta and Grande Cache, Alberta that (1) closes these plans to new hires and rehires effective January 1, 2014 and (2) changes the early retirement reduction for current employees enrolled in these plans, effective for future years of service beginning January 1, 2016. These changes were announced to participants in December 2013.

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## Postretirement Medical and Life Insurance Benefit Plan Amendments

During fourth quarter 2014, the decision was ratified to reinstate or modify available options for U.S. and Canadian postretirement benefits for certain retirees. As a result, our postretirement obligation increased by \$45 million. During fourth quarter 2013, the decision was ratified to eliminate Company funding of the Post-Medicare Health Reimbursement Account (HRA) for certain salaried retirees after 2014. This change was communicated to affected retirees during January 2014. As a result, we recognized a pretax gain of \$151 million in 2014 from this plan amendment.

## Midyear Remeasurement of Assets and Liabilities

Our pension plans are typically remeasured as of fiscal year-end unless a significant event occurs that requires remeasurement. As a result of the Real Estate Divestiture as well as our selling, general and administrative cost reduction initiative, we remeasured our U.S. qualified pension plan during third quarter 2014.

The net effect of the remeasurement was as follows:

We recognized a \$9 million charge in third quarter 2014 for curtailments and special termination benefits. Of this amount, \$6 million is included in the net gain on the Real Estate Divestiture and is presented in "Earnings from discontinued operations, net of income taxes" in our Consolidated Statement of Operations. The remaining \$3 million is included in "Charges for restructuring, closures and impairments" in our Consolidated Statement of Operations. The funded status of our U.S. qualified pension plan was reduced by \$291 million primarily as a result of a decline in the discount rate used to calculate the projected benefit obligation and also due to asset performance and curtailment and special terminations. The discount rate used to remeasure the pension plans' liabilities was changed from a rate of 4.9 percent at December 31, 2013 to rates reflective of current bond rates on the remeasurement date. A discount rate of 4.4 percent was used as of July 7, 2014. There was no change to the expected rate of return assumption.

Deferred tax liabilities decreased \$108 million.

Total equity decreased \$183 million for changes in "Cumulative other comprehensive loss", reflecting the net effect of the items discussed above. Amounts deferred in cumulative other comprehensive loss will be amortized into net periodic pension cost (credits) in future periods.

## FUNDED STATUS OF PLANS WE SPONSOR

The funded status of the plans we sponsor is determined by comparing the projected benefit obligation with the fair value of plan assets at the end of the year.

## Changes in Projected Benefit Obligations of Our Pension and Other Postretirement Benefit Plans

## DOLLAR AMOUNTS IN MILLIONS

|   | PENSION |         | OTHER<br>POSTRETIREMENT<br>BENEFITS |       |
|---|---------|---------|-------------------------------------|-------|
|   | 2014    | 2013    | 2014                                | 2013  |
| Reconciliation of projected benefit obligation: |         |         |                                     |       |
| Projected benefit obligation beginning of year  | \$5,834 | \$6,575 | \$321                               | \$433 |
| Service cost                                    | 53      | 64      | 1                                   | 1     |
| Interest cost                                   | 271     | 244     | 10                                  | 12    |
| Plan participants' contributions                | —       | —       | 13                                  | 16    |
| Actuarial (gains) losses                        | 1,006   | (666)   | 4                                   | (23)  |
| Foreign currency exchange rate changes          | (87)    | (66)    | (7)                                 | (5)   |
| Benefits paid (includes lump sum settlements)   | (391)   | (317)   | (44)                                | (50)  |
| Plan amendments and other                       | 1       | —       | 2                                   | (66)  |
| Special/contractual termination benefits        | 7       | —       | —                                   | —     |
| Plan transfer/Acquisitions                      | 4       | —       | 3                                   | 3     |
| Projected benefit obligation at end of year     | \$6,698 | \$5,834 | \$303                               | \$321 |



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DOLLAR AMOUNTS IN MILLIONS

|  | PENSION |         | OTHER<br>POSTRETIREMENT<br>BENEFITS |      |
|--|---------|---------|-------------------------------------|------|
|  | 2014    | 2013    | 2014                                | 2013 |
| Fair value of plan assets at beginning of year (estimated) | \$5,614 | \$5,022 | \$—                                 | \$—  |
| Adjustment for final fair value of plan assets             | 53      | 55      | —                                   | —    |
| Actual return on plan assets                               | 368     | 808     | —                                   | —    |
| Foreign currency exchange rate changes                     | (75     | )(57    | )—                                  | —    |
| Employer contributions and benefit payments                | 70      | 103     | 31                                  | 34   |
| Plan participants' contributions                           | —       | —       | 13                                  | 16   |
| Plan transfer/Acquisitions                                 | 4       | —       | —                                   | —    |
| Benefits paid (includes lump sum settlements)              | (391    | )(317   | )(44                                | )(50 |
| Fair value of plan assets at end of year (estimated)       | \$5,643 | \$5,614 | \$—                                 | \$—  |

## Funded Status of Our Pension and Other Postretirement Benefit Plans

## DOLLAR AMOUNTS IN MILLIONS

|                        | PENSION  |       | OTHER<br>POSTRETIREMENT<br>BENEFITS |       |
|------------------------|----------|-------|-------------------------------------|-------|
|                        | 2014     | 2013  | 2014                                | 2013  |
| Noncurrent assets      | \$8      | \$35  | \$—                                 | \$—   |
| Current liabilities    | (21      | )(22  | )(26                                | )(35  |
| Noncurrent liabilities | (1,042   | )(233 | )(277                               | )(283 |
| Funded status          | \$(1,055 | )(220 | )(303                               | )(318 |

Changes in actuarial assumptions had a negative effect on the funded status of the pension and postretirement plans as of the end of 2014. The primary actuarial assumption changes were driven by a change in the discount rates as well as adoption of the updated mortality tables for the U.S. pension and postretirement plans. The Company elected to implement the mortality assumption published by the Society of Actuaries in October 2014, effective December 31, 2014. The updated mortality tables accounted for \$387 million of the increase to the pension liabilities as well as \$11 million of the increase to the postretirement liabilities as of December 31, 2014. The discount rates decreased from 4.90 percent at the end of 2013 to 4.10 percent at the end of 2014 for the U.S. pension plans, and decreased from 4.0 percent at the end of 2013 to 3.60 percent at the end of 2014 for U.S. postretirement. The discount rates decreased from 4.70 percent at the end of 2013 to 3.90 percent at the end of 2014 for the Canadian pension plans, and decreased from 4.60 percent at the end of 2013 to 3.80 percent at the end of 2014 for Canadian postretirement.

Our qualified and registered pension plans and a portion of our nonregistered pension plans are funded. We contribute to these plans according to established funding standards. The nonqualified pension plan, a portion of the nonregistered pension plans, and the other postretirement benefit plans are unfunded. For the unfunded plans, we pay benefits to retirees from our general assets as they come due.

The values reported for our pension plan assets at the end of 2014 and 2013 were estimated. Additional information regarding the year-end values generally becomes available to us during the first half of the following year. We increased the fair value of plan assets by \$53 million to reflect final valuations as of December 31, 2013.

During 2014, we contributed \$43 million for our Canadian registered plans, we made contributions and benefit payments of \$3 million for our Canadian nonregistered pension plans and made benefit payments of \$24 million for our nonqualified pension plans.

The asset or liability on our Consolidated Balance Sheet representing the funded status of the plans is different from the cumulative income or expense that we have recorded related to these plans. These differences are actuarial gains and losses and prior service costs and credits that are deferred and will be amortized into our periodic benefit costs in

future periods. These unamortized amounts are recorded in "Cumulative Other Comprehensive Loss", which is a component of total equity on our Consolidated Balance Sheet. The Cumulative Other Comprehensive Income (Loss) section of Note 16: Shareholder's Interest details changes in the amounts included in cumulative other comprehensive income (loss) by component.

Accumulated Benefit Obligations Greater Than Plan Assets

As of December 31, 2014, pension plans with accumulated benefit obligations greater than plan assets had:

\$6.6 billion in projected benefit obligations,

\$6.5 billion in accumulated benefit obligations and  
assets with a fair value of \$5.6 billion.

As of December 31, 2013, pension plans with accumulated benefit obligations greater than plan assets had:

\$971 million in projected benefit obligations,

\$948 million in accumulated benefit obligations and  
assets with a fair value of \$726 million.

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The accumulated benefit obligation for all of our defined benefit pension plans was:

\$6.5 billion at December 31, 2014; and

\$5.7 billion at December 31, 2013.

**PENSION ASSETS**

**Our Investment Policies and Strategies**

Our investment policies and strategies guide and direct how we manage funds for the benefit plans we sponsor. These funds include our:

• U.S. Pension Trust — funds our U.S. qualified pension plans;

• Canadian Pension Trust — funds our Canadian registered pension plans; and

• Retirement Compensation Arrangements — fund a portion of our Canadian nonregistered pension plans.

**U.S. and Canadian Pension Trusts**

Our U.S. pension trust holds the funds for our U.S. qualified pension plans, while our Canadian pension trust holds the funds for our Canadian registered pension plans.

Our strategy within the trusts is to invest:

• directly in a diversified mix of nontraditional investments; and

• indirectly through derivatives to promote effective use of capital, increase returns and manage associated risk.

Consistent with past practice and in accordance with investment guidelines established by the company's investment committee, the investment managers of the company's pension plan asset portfolios utilize a diversified set of investment strategies.

Our direct investments include:

• cash and short-term investments,

• hedge funds,

• private equity,

• real estate fund investments and

• common and preferred stocks.

Our indirect investments include:

• equity index derivatives,

• fixed income derivatives and

• swaps and other derivative instruments.

The overall return for our pension trusts includes:

• returns earned on our direct investments and

• returns earned on the derivatives we use.

Cash and short-term investments generally consist of highly liquid money market and government securities and are primarily held to fund benefit payments, capital calls and margin requirements.

Hedge fund investments generally consist of privately-offered managed pools primarily structured as limited liability entities, with the general members or partners of such limited liability entities serving as portfolio manager and thus being responsible for the fund's underlying investment decisions. Generally, these funds have varying degrees of liquidity and redemption provisions. Underlying investments within these funds may include long and short public and private equities, corporate, mortgage and sovereign debt, options, swaps, forwards and other derivative positions. These funds may also use varying degrees of leverage.

Private equity investments consist of investments in private equity, mezzanine, distressed, co-investments and other structures. Private equity funds generally participate in buyouts and venture capital of limited liability entities through unlisted equity and debt instruments. These funds may also employ borrowing at the underlying entity level.

Mezzanine and distressed funds generally follow strategies of investing in the debt of public or private companies with additional participation through warrants or other equity type options.

Real estate fund investments in real property may be initiated through private transactions between principals or public market vehicles such as real estate investment trusts and are generally held in limited liability entities.

Common and preferred stocks are equity instruments that generally have resulted from transactions related to private equity investment holdings.

Swaps and other derivative instruments generally are comprised of swaps, futures, forwards or options. In accordance with our investment risk and return objectives, some of these instruments are utilized to achieve target equity and bond asset exposure or to reduce exposure to certain market risks or to help manage the liquidity of our investments. The resulting asset mix achieved is intended to allow the assets to perform comparably with established benchmarks. Others, mainly total return swaps with limited exchange of principal, are designed to gain exposure to the return characteristics of specific financial strategies.

All swap, forward and option contracts are executed in a diversified manner through a number of financial institutions and in accordance with our investment guidelines.

#### Retirement Compensation Arrangements

Retirement Compensation Arrangements fund a portion of our Canadian nonregistered pension plans.

Under Retirement Compensation Arrangements, our contributions are split:

50 percent to our investments in a portfolio of equities; and

50 percent to a noninterest-bearing refundable tax account held by the Canada Revenue Agency — as required by Canadian tax rules.

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The Canadian tax rules requirement means that — on average, over time — approximately 50 percent of our Canadian nonregistered pension plans' assets do not earn returns.

### Managing Risk

Investments and contracts, in general, are subject to risk, including market price, liquidity, currency, interest rate and credit risks. We have established governance practices to manage certain risks. The following provides an overview of these risks and describes actions we take to mitigate the potential adverse effects of these risks on the performance of our pension plan assets. Generally, we manage these risks through:

- selection and diversification of managers and strategies,
- use of limited-liability vehicles,
- diversification and
- constraining risk profiles to predefined limits on the percentage of pension trust assets that can be invested in certain categories.

Market price risk is the risk that the future value of a financial instrument will fluctuate as a result of changes in its market price, whether caused by factors specific to the individual investment, its issuer, or any other market factor that may affect its price. We attempt to mitigate market price risk on the company's pension plan asset portfolios by investing in a diversified set of assets whose returns exhibit low correlation to those of traditional asset classes and each other. In addition, we and our investment advisers monitor the investments on a regular basis to ensure the decision to invest in particular assets continues to be suitable, including performing ongoing qualitative and quantitative assessments and comprehensive investment and operational due diligence. Special attention is paid to organizational changes made by the underlying fund managers and to changes in policy relative to their investment objectives, valuation, hedging strategy, degree of diversification, leverage, alignment of fund principles and investors, risk governance and costs.

Liquidity risk is the risk that the pension trusts will encounter difficulty in meeting obligations associated with their financial liabilities. Our financial obligations as they relate to the pension plans may consist of distributions and redemptions payable to pension plan participants, payments to counterparties and fees to service providers. As established, pension plan assets primarily consist of investments in limited liability pools for which there is no active secondary market. As a result, the investments may be illiquid. Further, hedge funds are subject to potential restrictions that may affect the timing of the realization of pending redemptions. Private equity funds are subject to distribution and funding schedules that are set by the private equity funds' respective managers and market activity. To mitigate liquidity risk on the company's pension plan asset portfolios, the hedge fund portfolios have been diversified across manager's strategies and funds that possess varying liquidity provisions and the private equity portfolios have been diversified across different vintage years and strategies. In addition, the investment committee regularly reviews cash flows of the pension trusts and sets appropriate guidelines to address liquidity needs.

Currency risk arises from holding pension plan assets denominated in a currency other than the currency in which its liabilities are settled. Such risk is managed generally through notional contracts designed to hedge the net exposure to non-functional currencies.

Interest rate risk is the risk that a change in interest rates will adversely affect the fair value of fixed income securities. The pension trust's primary exposure to interest rate risk is indirect and through their investments in limited liability pools. Such indirect exposure is managed by the respective fund managers in conjunction with their investment level decisions and predefined investment mandates.

Credit risk relates to the extent to which failures by counterparties to discharge their obligations could reduce the amount of future cash flows on hand at the balance sheet date. The pension trusts' exposure to counterparty credit risk is reflected in settlement receivables from derivative contracts within the pension plan assets. In evaluating credit risk, we will often be dependent upon information provided by the counterparty or a rating agency, which may be inaccurate. We decrease exposure to credit risk by only dealing with highly-rated financial counterparties, and as of year-end, our counterparties each had a credit rating of at least A from Standard and Poor's.

We further manage this risk through:

- diversification of counterparties,
- predefined settlement and margining provisions and



documented agreements.

We expect that none of our counterparties will fail to meet its obligations. Also, no principal is at risk as a result of these types of investments. Only the amount of unsettled net receivables is at risk.

We are also exposed to credit risk indirectly through counterparty relationships struck by the underlying managers of investments in limited liability pools. This indirect exposure is mitigated through a due diligence process, which focuses on monitoring each investment fund to ensure the decision to invest in or maintain exposure to a fund continues to be suitable for the pension plans' asset portfolios.

While we do not target specific direct investment or derivative allocations, we have established guidelines on the percentage of pension trust assets that can be invested in certain categories to provide diversification by investment type fund and investment managers, as well as to manage overall liquidity.

Assets within our qualified and registered pension plans in our U.S. and Canadian pension trusts were invested as follows:

|   | DECEMBER 31,<br>2014 | DECEMBER 31,<br>2013 |   |
|---|----------------------|----------------------|---|
| Fixed income  | 12.2                 | % 11.4               | % |
| Hedge funds   | 60.6                 | 57.5                 |   |
| Private equity and related funds                        | 25.3                 | 28.6                 |   |
| Real estate and related funds                           | 1.4                  | 1.8                  |   |
| Common and preferred stock and equity index instruments | 0.7                  | 0.9                  |   |
| Accrued liabilities                                     | (0.2                 | ) (0.2               | ) |
| Total   | 100.0                | % 100.0              | % |

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Assets within our nonregistered plans that we are allowed to manage were invested as follows:

|                           | DECEMBER 31,<br>2014 | DECEMBER 31,<br>2013 |   |
|---------------------------|----------------------|----------------------|---|
| Equities                  | 52.8                 | % 55.5               | % |
| Cash and cash equivalents | 47.2                 | 44.5                 |   |
| Total                     | 100.0                | % 100.0              | % |

**Valuation of Our Plan Assets**

The pension assets are stated at fair value based upon the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the reporting date. We do not value pension investments based upon a forced or distressed sale scenario. Instead, we consider both observable and unobservable inputs that reflect assumptions applied by market participants when setting the exit price of an asset or liability in an orderly transaction within the principal market of that asset or liability.

We value the pension plan assets based upon the observability of exit pricing inputs and classify pension plan assets based upon the lowest level input that is significant to the fair value measurement of the pension plan assets in their entirety. The fair value hierarchy we follow is outlined below;

Level 1: Inputs are unadjusted quoted prices for identical assets and liabilities traded in an active market.

Level 2: Inputs are quoted prices in non-active markets for which pricing inputs are observable either directly or indirectly at the reporting date.

Level 3: Inputs are derived from valuation techniques in which one or more significant inputs or value drivers are unobservable.

The pension assets are comprised of cash and short-term investments, derivative contracts, common and preferred stock and fund units. The fund units are typically limited liability interests in hedge funds, private equity funds, real estate funds and cash funds. Each of these assets participates in its own unique principal market.

Cash and short-term investments, when held directly, are valued at cost.

Common and preferred stocks are valued at exit prices quoted in the public markets.

Derivative contracts held by our pension trusts are not publicly traded and each derivative contract is specifically negotiated with a unique financial counterparty and references either illiquid fund units or a unique number of synthetic units of a publicly reported market index. The derivative contracts are valued based upon valuation statements received from the financial counterparties.

Fund units are valued based upon the net asset values of the funds which we believe represent the per-unit prices at which new investors are permitted to invest and the prices at which existing investors are permitted to exit. To the degree net asset values as of the end of the year have not been received, we use the most recently reported net asset values and adjust for market events and cash flows that have occurred between the interim date and the end of the year to estimate the fair values as of the end of the year.

Assets that do not have readily available quoted prices in an active market require a higher degree of judgment to value and have a higher degree of risk that the value that could have been realized upon sale as of the valuation date could be different from the reported value than assets with observable pricing inputs. It is possible that the full extent of market price, liquidity, currency, interest rate, or credit risks may not be fully factored into the fair values of our pension plan assets that use significant unobservable inputs. Approximately \$4.8 billion, or 85.8 percent, of our pension plan assets were classified as Level 3 assets as of December 31, 2014.

We estimate the fair value of pension plan assets based upon the information available during the year-end reporting process. In some cases, primarily private equity funds, the information available consists of net asset values as of an interim date, cash flows between the interim date and the end of the year, and market events. When the difference is significant, we revise the year-end estimated fair value of pension plan assets to incorporate year-end net asset values received after we have filed our annual report on Form 10-K. We increased the fair value of pension assets in the second quarter of 2014 by \$53 million, or 1.0 percent.

The net pension plan assets, when categorized in accordance with this fair value hierarchy, are as follows:

**DOLLAR AMOUNTS IN MILLIONS**

| 2014 | Level 1 | Level 2 | Level 3 | Total |
|------|---------|---------|---------|-------|
|------|---------|---------|---------|-------|

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|   |       |      |         |         |
|---|-------|------|---------|---------|
| Pension trust investments:                              |       |      |         |         |
| Fixed income instruments                                | \$646 | \$36 | \$3     | \$685   |
| Hedge funds   | 103   | (22  | )3,333  | 3,414   |
| Private equity and related funds                        | —     | 3    | 1,422   | 1,425   |
| Real estate and related funds                           | —     | —    | 82      | 82      |
| Common and preferred stock and equity index instruments | 25    | 12   | —       | 37      |
| Total pension trust investments                         | \$774 | \$29 | \$4,840 | \$5,643 |
| Accrued liabilities, net                                |       |      |         | (13     |
| Pension trust net assets                                |       |      |         | \$5,630 |
| Canadian nonregistered plan assets:                     |       |      |         |         |
| Cash  | \$7   | \$—  | \$—     | \$7     |
| Investments   | 6     | —    | —       | 6       |
| Total Canadian nonregistered plan assets                | \$13  | \$—  | \$—     | \$13    |
| Total plan assets                                       |       |      |         | \$5,643 |

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## DOLLAR AMOUNTS IN MILLIONS

| 2013  | Level 1 | Level 2 | Level 3 | Total   |
|---|---------|---------|---------|---------|
| Pension trust investments:                              |         |         |         |         |
| Fixed income instruments                                | \$567   | \$68    | \$3     | \$638   |
| Hedge funds   | —       | (7      | )3,225  | 3,218   |
| Private equity and related funds                        | —       | (2      | )1,606  | 1,604   |
| Real estate and related funds                           | —       | —       | 101     | 101     |
| Common and preferred stock and equity index instruments | 23      | 29      | —       | 52      |
| Total pension trust investments                         | \$590   | \$88    | \$4,935 | \$5,613 |
| Accrued liabilities, net                                |         |         |         | (13     |
| Pension trust net investments                           |         |         |         | \$5,600 |
| Canadian nonregistered plan assets:                     |         |         |         |         |
| Cash  | \$8     | \$—     | \$—     | \$8     |
| Investments   | 6       | —       | —       | 6       |
| Total Canadian nonregistered plan assets                | \$14    | \$—     | \$—     | \$14    |
| Total plan assets                                       |         |         |         | \$5,614 |

A reconciliation of the beginning and ending balances of the pension plan assets measured at fair value using significant unobservable inputs (Level 3) is presented below:

## DOLLAR AMOUNTS IN MILLIONS

|  | INVESTMENTS |                                  |                               |              | Total   |
|--|-------------|----------------------------------|-------------------------------|--------------|---------|
|  | Hedge funds | Private equity and related funds | Real estate and related funds | Fixed Income |         |
| Balance as of December 31, 2012                      | \$2,767     | \$1,577                          | \$91                          | \$4          | \$4,439 |
| Net realized gains (losses)                          | 164         | 90                               | (19                           | )—           | 235     |
| Net change in unrealized appreciation (depreciation) | 275         | 138                              | 23                            | (1           | )435    |
| Purchases  | 743         | 188                              | 29                            | —            | 960     |
| Sales  | (645        | )(387                            | )(23                          | )—           | (1,055  |
| Settlements  | (79         | )—                               | —                             | —            | (79     |
| Balance as of December 31, 2013                      | 3,225       | 1,606                            | 101                           | 3            | 4,935   |
| Net realized gains (losses)                          | 186         | 128                              | 8                             | —            | 322     |
| Net change in unrealized appreciation (depreciation) | 76          | (130                             | )(4                           | )—           | (58     |
| Purchases  | 541         | 177                              | 5                             | —            | 723     |
| Sales  | (540        | )(359                            | )(28                          | )—           | (927    |
| Issuances  | 52          | —                                | —                             | —            | 52      |
| Settlements  | (132        | )—                               | —                             | —            | (132    |
| Transfers, Out <sup>(1)</sup>                        | \$(75       | )—                               | —                             | —            | (75     |
| Balance as of December 31, 2014                      | \$3,333     | \$1,422                          | \$82                          | \$3          | \$4,840 |

(1) One hedge fund completed an initial public offering during 2014; as such the security was transferred from Level 3 to Level 1 in 2014.

This table shows the fair value of the derivatives held by our pension trusts — which fund our qualified and registered plans — at the end of the last two years.

## DOLLAR AMOUNTS IN MILLIONS

|                          | DECEMBER 31,<br>2014 | DECEMBER 31,<br>2013 |
|--------------------------|----------------------|----------------------|
| Equity index instruments | \$13                 | \$29                 |

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|                   |       |       |   |
|-------------------|-------|-------|---|
| Forward contracts | (32   | )(9   | ) |
| Swaps             | 436   | 405   |   |
| Total             | \$417 | \$425 |   |

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This table shows the aggregate notional amount of the derivatives held by our pension trusts — which fund our qualified and registered plans — at the end of the last two years.

DOLLAR AMOUNTS IN MILLIONS

|                          | DECEMBER 31,<br>2014 | DECEMBER 31,<br>2013 |
|--------------------------|----------------------|----------------------|
| Equity index instruments | \$361                | \$399                |
| Forward contracts        | 535                  | 638                  |
| Swaps                    | 1,824                | 1,568                |
| Total                    | \$2,720              | \$2,605              |

## ACTIVITY OF PLANS WE SPONSOR

Net Periodic Benefit Cost (Credit)

DOLLAR AMOUNTS IN MILLIONS

|  | PENSION |       |       | OTHER POSTRETIREMENT<br>BENEFITS |      |       |
|--|---------|-------|-------|----------------------------------|------|-------|
|  | 2014    | 2013  | 2012  | 2014                             | 2013 | 2012  |
| Net periodic benefit cost (credit):  |         |       |       |                                  |      |       |
| Service cost <sup>(1)</sup>  | \$53    | \$64  | \$53  | \$1                              | \$1  | \$1   |
| Interest cost  | 271     | 244   | 262   | 10                               | 12   | 15    |
| Expected return on plan assets   | (467    | )(439 | )(422 | )—                               | —    | —     |
| Amortization of actuarial loss   | 125     | 221   | 175   | 12                               | 14   | 13    |
| Amortization of prior service cost<br>(credit) <sup>(2)(3)</sup>   | 5       | 7     | 7     | (161                             | )(23 | )(127 |
| Recognition of curtailments,<br>settlements and special termination<br>benefits due to closures, restructuring<br>or divestitures <sup>(1)</sup> | 9       | —     | —     | —                                | —    | —     |
| Other  | —       | —     | —     | (4                               | )—   | 4     |
| Net periodic benefit cost (credit)   | \$(4    | )\$97 | \$75  | \$(142                           | )\$4 | \$(94 |

(1) Service cost includes \$2 million in 2014, \$4 million in 2013 and \$3 million in 2012 for employees that were part of the Real Estate Divestiture. These charges are included in our results of discontinued operations. Curtailment and special termination benefits are related to involuntary terminations, due to restructuring activities, as well as the Real Estate Divestiture.

(2) During fourth quarter 2011, we ratified amendments to our postretirement medical and life insurance benefit plans for U.S. salaried employees that reduced or eliminated certain benefits that were available to both past and present employees. The company recognized a gain of \$103 million in 2012 due to these benefit changes. This gain is included in other operating income and reflected in the amortization of prior service credit in the table above. The benefit related to the fourth quarter 2011 amendments was fully recognized in first and second quarter 2012.

(3) During fourth quarter 2013, the decision was ratified to eliminate Company funding of the Post-Medicare Health Reimbursement Account (HRA) for certain salaried retirees after 2014. This change was communicated to affected retirees during January 2014. As a result, we recognized a pretax gain of \$151 million in 2014 from this plan amendment.

## Estimated Amortization from Cumulative Other Comprehensive Loss in 2015

Amortization of the net actuarial loss and prior service cost (credit) of our pension and postretirement benefit plans will affect our other comprehensive income in 2015. The net effect of the estimated amortization will be an increase in net periodic benefit costs or a decrease in net periodic benefit credits in 2015.

DOLLAR AMOUNTS IN MILLIONS

|  | PENSION | OTHER<br>POSTRETIREMENT<br>BENEFITS | TOTAL |
|--|---------|-------------------------------------|-------|
|--|---------|-------------------------------------|-------|

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|                             |       |       |       |   |
|-----------------------------|-------|-------|-------|---|
| Net actuarial loss          | \$178 | \$ 10 | \$188 |   |
| Prior service cost (credit) | 4     | (9    | ) (5  | ) |
| Net effect cost             | \$182 | \$ 1  | \$183 |   |

Expected Pension Funding

Established funding standards govern the funding requirements for our qualified and registered pension plans. We fund the benefit payments of our nonqualified and nonregistered plans as benefit payments come due.

During 2015, based on estimated year-end asset values and projections of plan liabilities, we expect to:

- be required to contribute approximately \$38 million for our Canadian registered plan;
- be required to contribute or make benefit payments for our Canadian nonregistered plans of \$3 million; and
- make benefit payments of approximately \$19 million for our U.S. nonqualified pension plans.

We do not anticipate a contribution being required for our U.S. qualified pension plan for 2015.

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## Expected Postretirement Benefit Funding

Our retiree medical and life insurance plans are unfunded. Benefits for these plans are paid from our general assets as they come due. We expect to make benefit payments of \$26 million for our U.S. and Canadian other postretirement benefit plans in 2015, including \$9 million expected to be required to cover benefit payments under collectively bargained contractual obligations.

## Estimated Projected Benefit Payments for the Next 10 Years

## DOLLAR AMOUNTS IN MILLIONS

|           | PENSION | OTHER<br>POSTRETIREMENT<br>BENEFITS |
|-----------|---------|-------------------------------------|
| 2015      | \$348   | \$26                                |
| 2016      | \$354   | \$25                                |
| 2017      | \$361   | \$24                                |
| 2018      | \$370   | \$23                                |
| 2019      | \$379   | \$22                                |
| 2020-2024 | \$1,979 | \$98                                |

## ACTUARIAL ASSUMPTIONS

We use actuarial assumptions to estimate our benefit obligations and our net periodic benefit costs.

## Rates We Use in Estimating Our Benefit Obligations

We use assumptions to estimate our benefit obligations that include:

• discount rates in the U.S. and Canada, including discount rates used to value lump sum distributions;

• rates of compensation increases for our salaried and hourly employees in the U.S. and Canada; and

• estimated percentages of eligible retirees who will elect lump sum payments of benefits.

## Discount Rates and Rates of Compensation Increase Used in Estimating Our Pension and Other Postretirement Benefit Obligation

|   | PENSION   |   | OTHER POSTRETIREMENT<br>BENEFITS |                      |   |
|---|---|---|----------------------------------|----------------------|---|
|   | DECEMBER 31,<br>2014                            | DECEMBER 31,<br>2013                            | DECEMBER 31,<br>2014             | DECEMBER 31,<br>2013 |   |
| Discount rates:   |   |   |                                  |                      |   |
| United States   | 4.10  | % 4.90  | % 3.60                           | % 4.00               | % |
| Canada  | 3.90  | % 4.70  | % 3.80                           | % 4.60               | % |
| Lump sum distributions (US salaried and nonqualified plans only) <sup>(1)</sup>             | PPA Table                                       | PPA Table                                       | N/A                              | N/A                  |   |
| Rate of compensation increase:  |   |   |                                  |                      |   |
| Salaried:   |   |   |                                  |                      |   |
| United States   | 2.50% for 2014,<br>2015<br>and 3.50% thereafter | 2.50% for 2013,<br>2014<br>and 3.50% thereafter | N/A                              | N/A                  |   |
| Canada  | 2.50% for 2014,<br>2015<br>and 3.50% thereafter | 2.50% for 2013,<br>2014<br>and 3.50% thereafter | N/A                              | N/A                  |   |
| Hourly:   |   |   |                                  |                      |   |
| United States   | 3.00  | % 3.00  | % 3.00                           | % 3.00               | % |
| Canada  | 3.25  | % 3.25  | % N/A                            | N/A                  |   |
| Election of lump sum or installment distributions (US salaried and nonqualified plans only) | 60.00   | % 60.00   | % N/A                            | N/A                  |   |



(1) The PPA Phased Table: Interest and mortality assumptions as mandated by Pension Protection Act of 2006 including the phase out of the prior interest rate basis in 2013.

Estimating Our Net Periodic Benefit Costs

The assumptions we use to estimate our net periodic benefit costs include:

- discount rates in the U.S. and Canada, including discount rates used to value lump sum distributions;
- expected returns on our plan assets;
- rates of compensation increases for our salaried and hourly employees in the U.S. and Canada; and
- estimated percentages of eligible retirees who will elect lump sum payments of benefits.

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This table shows the discount rates, expected returns on our plan assets and rates of compensation increases we used the last three years to estimate our net periodic benefit costs.

## Rates Used to Estimate Our Net Periodic Benefit Costs

|   | PENSION  |                                     |                                     | OTHER<br>POSTRETIREMENT<br>BENEFITS |       |       |
|---|--|-------------------------------------|-------------------------------------|-------------------------------------|-------|-------|
|   | 2014   | 2013                                | 2012                                | 2014                                | 2013  | 2012  |
| Discount rates:   |  |                                     |                                     |                                     |       |       |
| United States   | 4.90% for the first half of 2014 and 4.40% for the second half of 2014 | 3.70%                               | 4.50%                               | 4.00%                               | 3.00% | 4.10% |
| Salaried – lump sum distributions (U.S. salaried and nonqualified plan only) <sup>(1)</sup> | PPA Table  | PPA phased Table                    | PPA phased Table                    | N/A                                 | N/A   | N/A   |
| Canada  | 4.70%  | 4.10%                               | 4.90%                               | 4.60%                               | 4.00% | 4.80% |
| Expected return on plan assets:   |  |                                     |                                     |                                     |       |       |
| Qualified/registered plans  | 9.00%  | 9.00%                               | 9.00%                               |                                     |       |       |
| Nonregistered plans (Canada only)   | 3.50%  | 3.50%                               | 3.50%                               |                                     |       |       |
| Rate of compensation increase:  |  |                                     |                                     |                                     |       |       |
| Salaried:   |  |                                     |                                     |                                     |       |       |
| United States   | 2.50% for 2014 and 3.50% thereafter                                    | 2.50% for 2013 and 3.50% thereafter | 2.00% for 2012 and 3.50% thereafter | N/A                                 | N/A   | N/A   |
| Canada  | 2.50% for 2014 and 3.50% thereafter                                    | 2.50% for 2013 and 3.50% thereafter | 2.10% for 2012 and 3.50% thereafter | N/A                                 | N/A   | N/A   |
| Hourly:   |  |                                     |                                     |                                     |       |       |
| United States   | 3.00%  | 3.00%                               | 3.00%                               | 3.00%                               | 3.00% | 3.00% |
| Canada  | 3.25%  | 3.25%                               | 3.25%                               | N/A                                 | N/A   | N/A   |
| Election of lump sum distributions (U.S. salaried and nonqualified plans only)              | 60.00%   | 56.00%                              | 60.00%                              | N/A                                 | N/A   | N/A   |

(1) PPA Phased Table: Interest and mortality assumptions as mandated by Pension Protection Act of 2006 including the phase out of the prior interest rate basis in 2013.

## Expected Return on Plan Assets

We estimate the expected long-term return on assets for our:

qualified and registered pension plans and nonregistered plans.

Qualified and Registered Pension Plans. Our expected long-term rate of return for plan assets as of December 31, 2014, is comprised of:

a 7.3 percent assumed return from direct investments and

a 1.7 percent assumed return from derivatives.

Determining our expected return:

requires a high degree of judgment,  
uses our historical fund returns as a base and  
places added weight on more recent pension plan asset performance.

Over the 30 years it has been in place, our U.S. pension trust investment strategy has achieved a 14.6 percent net compound annual return rate. The past 5 years, our net compounded annual return was 10.6 percent.

Nonregistered plans. Canadian tax rules require that 50 percent of the assets for nonregistered plans go to a noninterest-bearing refundable tax account. As a result, the return we earn investing the other 50 percent is spread over 100 percent of the assets.

Our expected long-term annual rate of return on the equity portion of this portfolio — the portion we are allowed to invest and manage — is 7 percent. We base that expected rate of return on:

historical experience and  
future return expectations.

Our expected overall annual return on assets that fund our nonregistered plans is 3.5 percent.

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## Actual Returns on Assets Held by Our Pension Trusts

Based on valuations received as of year-end, our total actual return on assets held by our pension trusts was a gain of approximately \$368 million in 2014. These trusts fund our qualified, registered and a portion of our nonregistered pension plans.

## DOLLAR AMOUNTS IN MILLIONS

|                    | 2014  | 2013  | 2012  |
|--------------------|-------|-------|-------|
| Direct investments | \$258 | \$568 | \$324 |
| Derivatives        | 110   | 240   | 166   |
| Total              | \$368 | \$808 | \$490 |

## HEALTH CARE COSTS

Rising costs of health care affect the costs of our other postretirement plans.

## Health Care Cost Trend Rates

We use assumptions about health care cost trend rates to estimate the cost of benefits we provide. In 2014, the assumed weighted health care cost trend rate was:

6.4 percent in the U.S. and

5.7 percent in Canada.

This table shows the assumptions we use in estimating the annual cost increase for health care benefits we provide.

## Assumptions We Use in Estimating Health Care Benefit Costs

|   | 2014 |        | 2013  |        |   |
|---|------|--------|-------|--------|---|
|   | U.S. | CANADA | U.S.  | CANADA |   |
| Weighted health care cost trend rate assumed for next year                | 6.30 | %5.60  | %6.40 | %5.70  | % |
| Rate to which cost trend rate is assumed to decline (ultimate trend rate) | 4.50 | %4.30  | %4.50 | %4.30  | % |
| Year that the rate reaches the ultimate trend rate                        | 2029 | 2028   | 2029  | 2028   |   |

The assumed health care cost trend rate can significantly influence projected postretirement benefit plan payments.

Some of the benefits are defined dollar amounts and are unaffected by changes in health care costs. To determine the health care cost trend rate, we look at historical market experience, current environment and future expectations. The following table demonstrates the effect a 1 percent change in assumed health care cost trend rates would have with all other assumptions remaining constant.

## Effect of a 1 Percent Change in Health Care Costs

## AS OF DECEMBER 31, 2014 (DOLLAR AMOUNTS IN MILLIONS)

|   | 1% INCREASE   | 1% DECREASE     |
|---|---------------|-----------------|
| Effect on total service and interest cost components    | less than \$1 | less than \$(1) |
| Effect on accumulated postretirement benefit obligation | \$14          | \$(12)          |

## UNION-ADMINISTERED MULTIEMPLOYER BENEFIT PLANS

We contribute to multiemployer defined benefit plans under the terms of collective-bargaining agreements that cover some of our union-represented employees.

The U.S. plans are established to provide retirement income for eligible employees who meet certain age and service requirements at retirement. The benefits are generally based on:

a percentage of the employer contributions paid into the plan on the eligible employee's behalf or

a formula considering an eligible employee's service, the total contributions paid on their behalf plus a benefit based on the value of an eligible employee's account.

The Canadian plan is a negotiated cost defined benefit plan. The plan is established to provide retirement income for members based on their number of years of service in the industry, and the benefit rate that applied to that service.

The risks of participating in these multiemployer plans are different from single-employer plans in the following aspects:

•

Assets contributed to the multiemployer plan by one employer may be used to provide benefits to employees of other participating employers.

• If a participating employer stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers.

• If we choose to stop participating in some of the multiemployer plans, we may be required to pay those plans an amount based on the underfunded status of the plan, referred to as a withdrawal liability.

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As of December 31, 2014, these plans covered approximately 1,200 of our employees.

Our contributions were:

\$4 million in 2014,

\$4 million in 2013 and

\$4 million in 2012.

There have been no significant changes that affect the comparability of the 2014, 2013 and 2012 contributions. None of our contributions exceeded more than 5 percent of any plan's total contributions during 2014, 2013 or 2012.

### DEFINED CONTRIBUTION PLANS

We sponsor various defined contribution plans for our U.S. and Canadian salaried and hourly employees. Our contributions to these plans were:

\$20 million in 2014,

\$20 million in 2013 and

\$19 million in 2012.

### NOTE 10: VARIABLE INTEREST ENTITIES

This note provides details about special-purpose entities (SPEs).

#### SPECIAL-PURPOSE ENTITIES

From 2002 through 2004, we sold certain nonstrategic timberlands in five separate transactions. We are the primary beneficiary and consolidate the assets and liabilities of certain monetization and buyer-sponsored SPEs involved in these transactions. We have an equity interest in the monetization SPEs, but no ownership interest in the buyer-sponsored SPEs. The following disclosures refer to assets of buyer-sponsored SPEs and liabilities of monetization SPEs. However, because these SPEs are distinct legal entities:

• Assets of the SPEs are not available to satisfy our liabilities or obligations.

• Liabilities of the SPEs are not our liabilities or obligations.

In 2013, we repaid a \$162 million note and received \$184 million related to one of our timber monetization SPEs undertaken in 2003. Net proceeds were \$22 million. In 2012, we repaid a \$97 million note and received \$110 million related to one of our timber monetization SPEs undertaken in 2002. Net proceeds were \$13 million.

Our Consolidated Statement of Operations includes:

• Interest expense on SPE notes of:

– \$29 million in 2014,

– \$29 million in 2013 and

– \$32 million in 2012.

• Interest income on SPE investments of:

– \$34 million in 2014,

– \$34 million in 2013 and

– \$34 million in 2012.

Sales proceeds paid to buyer-sponsored SPEs were invested in restricted financial investments with a balance of \$615 million as of both December 31, 2014, and December 31, 2013. The weighted average interest rate was 5.5 percent during 2014 and 5.1 percent during 2013. Maturities of the financial investments at the end of 2014 were:

\$253 million in 2019 and

\$362 million in 2020.

The long-term notes of our monetization SPEs were \$511 million as of both December 31, 2014, and December 31, 2013. The weighted average interest rate was 5.6 percent during 2014 and 5.3 percent in 2013. Maturities of the notes at the end of 2014 were:

\$209 million in 2019 and

\$302 million in 2020.

Financial investments consist of bank guarantees backed by bank notes for three of the SPE transactions. Interest earned from each financial investment is used to pay interest accrued on the corresponding SPE's note. Any shortfall between interest earned and interest accrued reduces our equity in the monetization SPEs.

Upon dissolution of the SPEs and payment of all obligations of the entities, we would receive any net equity remaining in the monetization SPEs and would be required to report deferred tax gains on our income tax return. In the event that proceeds from the financial investments are insufficient to settle all of the liabilities of the SPEs, we are not obligated to contribute any funds to any of the SPEs. As of December 31, 2014, our net equity in the three SPEs was approximately \$105 million and the deferred tax liability was estimated to be approximately \$180 million.

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## NOTE 11: ACCRUED LIABILITIES

Accrued liabilities were comprised of the following:

DOLLAR AMOUNTS IN MILLIONS

|  | DECEMBER 31,<br>2014 | DECEMBER 31,<br>2013 |
|--|----------------------|----------------------|
| Wages, salaries and severance pay                      | \$161                | \$159                |
| Pension and postretirement                             | 47                   | 57                   |
| Vacation pay   | 47                   | 48                   |
| Income taxes   | 4                    | 4                    |
| Taxes – Social Security and real and personal property | 24                   | 32                   |
| Interest   | 105                  | 104                  |
| Customer rebates and volume discounts                  | 46                   | 50                   |
| Deferred income  | 75                   | 82                   |
| Other  | 78                   | 93                   |
| Total  | \$587                | \$629                |

## NOTE 12: LINES OF CREDIT

This note provides details about our:

Lines of credit and

Other letters of credit and surety bonds.

## OUR LINES OF CREDIT

During September 2013, we entered into a new \$1 billion 5-year senior unsecured revolving credit facility that expires in September 2018. This replaces a \$1 billion revolving credit facility that was set to expire June 2015. As of June 16, 2014, WRECO terminated its participation as a borrower in the facility.

Borrowings are at LIBOR plus a spread or at other interest rates mutually agreed upon between the borrower and the lending banks. As of December 31, 2014, there were no borrowings outstanding under the facility and we were in compliance with the credit facility covenants.

## OTHER LETTERS OF CREDIT AND SURETY BONDS

The amounts of other letters of credit and surety bonds we have entered into as of the end of our last two years are included in the following table:

DOLLAR AMOUNTS IN MILLIONS

|                   | DECEMBER 31,<br>2014 | DECEMBER 31,<br>2013 |
|-------------------|----------------------|----------------------|
| Letters of credit | \$44                 | \$39                 |
| Surety bonds      | \$231                | \$169                |

Our compensating balance requirements for our letters of credit were \$14 million as of December 31, 2014.



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## NOTE 13: LONG-TERM DEBT

This note provides details about:

Long-term debt and the portion due within one year and  
Long-term debt maturities.

Our long-term debt includes notes, debentures, revenue bonds and other borrowings. The following table lists our long-term debt, which includes Weyerhaeuser Company debt, by types and interest rates at the end of our last two years and includes the current portion.

Long-Term Debt by Types and Interest Rates (Includes Current Portion)

DOLLAR AMOUNTS IN MILLIONS

|   | DECEMBER 31,<br>2014 | DECEMBER 31,<br>2013 |
|---|----------------------|----------------------|
| 6.95% debentures due 2017                                   | \$281                | \$281                |
| 7.00% debentures due 2018                                   | 62                   | 62                   |
| 7.375% notes due 2019                                       | 500                  | 500                  |
| Variable rate term loan credit facility due 2020            | 550                  | 550                  |
| 9.00% debentures due 2021                                   | 150                  | 150                  |
| 7.125% debentures due 2023                                  | 191                  | 191                  |
| 4.625% notes due 2023                                       | 500                  | 500                  |
| 8.50% debentures due 2025                                   | 300                  | 300                  |
| 7.95% debentures due 2025                                   | 136                  | 136                  |
| 7.70% debentures due 2026                                   | 150                  | 150                  |
| 7.35% debentures due 2026                                   | 62                   | 62                   |
| 7.85% debentures due 2026                                   | 100                  | 100                  |
| 6.95% debentures due 2027                                   | 300                  | 300                  |
| 7.375% debentures due 2032                                  | 1,250                | 1,250                |
| 6.875% debentures due 2033                                  | 275                  | 275                  |
| Industrial revenue bonds, rates from 6.7% to 6.8%, due 2022 | 88                   | 88                   |
| Other   | 1                    | 1                    |
|   | 4,896                | 4,896                |
| Less unamortized discounts                                  | (5                   | )(5                  |
| Total   | \$4,891              | \$4,891              |
| Portion due within one year                                 | \$—                  | \$—                  |

In order to repay the debt that we assumed in the acquisition of Longview Timber, in 2013 we issued \$500 million of 4.625 percent notes due September 15, 2023. The net proceeds after deducting the discount, underwriting fees and issuance costs were \$495 million. We also entered into a \$550 million 7-year senior unsecured term loan credit facility maturing in September 2020 and borrowed \$550 million. Borrowings are at LIBOR plus a spread or at other interest rates mutually agreed upon between the borrower and the lending banks.

On October 15, 2013, we repaid the \$1,118 million carrying value of the debt that we assumed in the acquisition of Longview Timber and related fees, expenses and premiums using the proceeds from the notes issued and the borrowings from our term loan credit facility borrowed in 2013. A pretax charge of \$25 million was included in our net interest expense in 2013, for early retirement premiums, unamortized debt issuance costs and other miscellaneous charges in connection with the early extinguishment of debt. See Note 4: Longview Timber Purchase for more information.

In addition to the Longview Timber debt and repaying debt that was scheduled to mature, we repaid approximately \$40 million of long-term debt in 2013.

Amounts of Long-Term Debt Due Annually for the Next Five Years and the Total Amount Due After 2019

DOLLAR AMOUNTS IN MILLIONS

DECEMBER 31,  
2014

|                            |         |
|----------------------------|---------|
| Long-term debt maturities: |         |
| 2015                       | \$—     |
| 2016                       | \$—     |
| 2017                       | \$281   |
| 2018                       | \$62    |
| 2019                       | \$500   |
| Thereafter                 | \$4,053 |

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## NOTE 14: FAIR VALUE OF FINANCIAL INSTRUMENTS

This note provides information about the fair value of our:

- debt and
- other financial instruments.

## FAIR VALUE OF DEBT

The estimated fair values and carrying values of our long-term debt consisted of the following:

## DOLLAR AMOUNTS IN MILLIONS

|   | DECEMBER 31, 2014 |            | DECEMBER 31, 2013 |            |
|---|-------------------|------------|-------------------|------------|
|   | CARRYING          | FAIR VALUE | CARRYING          | FAIR VALUE |
|   | VALUE             | (LEVEL 2)  | VALUE             | (LEVEL 2)  |
| Long-term debt (including current maturities) | \$4,891           | \$5,922    | \$4,891           | \$5,683    |

To estimate the fair value of long-term debt, we used the following valuation approaches:

- market approach — based on quoted market prices we received for the same types and issues of our debt; or
- income approach — based on the discounted value of the future cash flows using market yields for the same type and comparable issues of debt.

The inputs to these valuations are based on market data obtained from independent sources or information derived principally from observable market data.

The difference between the fair value and the carrying value represents the theoretical net premium or discount we would pay or receive to retire all debt at the measurement date.

## FAIR VALUE OF OTHER FINANCIAL INSTRUMENTS

We believe that our other financial instruments, including cash and cash equivalents, short-term investments, receivables, and payables, have net carrying values that approximate their fair values with only insignificant differences. This is primarily due to:

- the short-term nature of these instruments,
- carrying short-term investments at expected net realizable value and
- the allowance for doubtful accounts.

## NOTE 15: LEGAL PROCEEDINGS, COMMITMENTS AND CONTINGENCIES

This note provides details about our:

- legal proceedings,
- environmental matters and
- commitments and other contingencies.

## LEGAL PROCEEDINGS

We are party to various legal proceedings arising in the ordinary course of business. We are not currently a party to any legal proceeding that management believes could have a material adverse effect on our long-term consolidated financial position, results of operations or cash flows.

## ENVIRONMENTAL MATTERS

Our environmental matters include:

- site remediation and
- asset retirement obligations.

## Site Remediation

Under the Comprehensive Environmental Response, Compensation and Liability Act — commonly known as the Superfund — and similar state laws, we:

- are a party to various proceedings related to the cleanup of hazardous waste sites and
- have been notified that we may be a potentially responsible party related to the cleanup of other hazardous waste sites for which proceedings have not yet been initiated.

Our established reserves. We have established reserves for estimated remediation costs on the active Superfund sites and other sites for which we are responsible. These reserves are recorded in "Accrued liabilities" and "Other liabilities" in our Consolidated Balance Sheet.

Changes in the Reserve for Environmental Remediation

DOLLAR AMOUNTS IN MILLIONS

|  |      |   |
|--|------|---|
| Reserve balance as of December 31, 2013    | \$30 |   |
| Reserve charges and adjustments, net       | 4    |   |
| Payments                                   | (5   | ) |
| Reserve balance as of December 31, 2014    | \$29 |   |
| Total active sites as of December 31, 2014 | 49   |   |

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We change our accrual to reflect:

- new information on any site concerning implementation of remediation alternatives,
- updates on prior cost estimates and new sites and
- costs incurred to remediate sites.

Estimates. We believe it is reasonably possible, based on currently available information and analysis, that remediation costs for all identified sites may exceed our existing reserves by up to \$108 million.

This estimate, in which those additional costs may be incurred over several years, is the upper end of the range of reasonably possible additional costs. The estimate:

- is much less certain than the estimates on which our accruals currently are based,
- and
- uses assumptions that are less favorable to us among the range of reasonably possible outcomes.

In estimating our current accruals and the possible range of additional future costs, we:

- assumed we will not bear the entire cost of remediation of every site,
- took into account the ability of other potentially responsible parties to participate, and
- considered each party's financial condition and probable contribution on a per-site basis.

We have not recorded any amounts for potential recoveries from insurance carriers.

**Asset Retirement Obligations**

We have obligations associated with the retirement of tangible long-lived assets consisting primarily of reforestation obligations related to forest management licenses in Canada and obligations to close and cap landfills. Some of our sites have asbestos containing materials. We have met our current legal obligation to identify and manage these materials. In situations where we cannot reasonably determine when asbestos containing materials might be removed from the sites, we have not recorded an accrual because the fair value of the obligation cannot be reasonably estimated. These obligations are recorded in "Accrued liabilities" and "Other liabilities" in our Consolidated Balance Sheet.

**Changes in the Reserve for Asset Retirement Obligations**

**DOLLAR AMOUNTS IN MILLIONS**

|   |      |   |
|---|------|---|
| Reserve balance as of December 31, 2013 | \$54 |   |
| Reserve charges and adjustments, net    | 10   |   |
| Payments                                | (10  | ) |
| Other adjustments <sup>(1)</sup>        | (14  | ) |
| Reserve balance as of December 31, 2014 | \$40 |   |

(1) Primarily related to the sale of a landfill in Washington State.

**COMMITMENTS AND OTHER CONTINGENCIES**

Our commitments and contingencies include:

- guarantees of debt and performance,
- purchase obligations for goods and services and
- operating leases.

**Guarantees**

We have guaranteed the performance of the buyer/lessee of a timberlands lease we sold in 2005. Future payments on the lease — which expires in 2023 — are \$16 million.

**Purchase Obligations**

Our purchase obligations as of December 31, 2014 were:

**DOLLAR AMOUNTS IN MILLIONS**

|      |              |
|------|--------------|
|      | DECEMBER 31, |
|      | 2014         |
| 2015 | \$35         |
| 2016 | \$16         |
| 2017 | \$6          |
| 2018 | \$6          |

|            |     |
|------------|-----|
| 2019       | \$2 |
| Thereafter | \$7 |

Purchase obligations for goods or services are agreements that:

- are enforceable and legally binding,
- specify all significant terms and
- cannot be canceled without penalty.

The terms include:

- fixed or minimum quantities to be purchased,
- fixed, minimum or variable price provisions, and
- an approximate timing for the transaction.

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Our purchase obligations include items such as:

- stumpage and log purchases,
- energy and
- other service and supply contracts.

## Operating Leases

Our rent expense was:

DOLLAR AMOUNTS IN MILLIONS

|              | 2014 | 2013 | 2012 |
|--------------|------|------|------|
| Rent expense | \$32 | \$38 | \$36 |

We have operating leases for:

- various equipment, including logging equipment, lift trucks, automobiles and office equipment; and
- office and wholesale space.

## Commitments

Our operating lease commitments as of December 31, 2014 were:

DOLLAR AMOUNTS IN MILLIONS

|            | DECEMBER 31, |
|------------|--------------|
|            | 2014         |
| 2015       | \$28         |
| 2016       | \$21         |
| 2017       | \$20         |
| 2018       | \$16         |
| 2019       | \$12         |
| Thereafter | \$107        |

## NOTE 16: SHAREHOLDERS' INTEREST

This note provides details about:

- preferred and preference shares,
- common shares,
- share-repurchase programs and
- cumulative other comprehensive income (loss).

## PREFERRED AND PREFERENCE SHARES

We had no preferred shares outstanding at the end of 2014 or 2013. However, we have authorization to issue 7 million preferred shares with a par value of \$1 per share.

As part of our purchase of Longview Timber, we issued 13.8 million of our 6.375 percent Mandatory Convertible Preference Shares, Series A, par value \$1.00 and liquidation preference of \$50.00 per share on June 24, 2013, for net proceeds of \$669 million, which remained outstanding at year-end 2014. Dividends will be payable on a cumulative basis when, as and if declared by our Board of Directors, at an annual rate of 6.375 percent on the liquidation preference. We may pay declared dividends in cash or, subject to certain limitations, in common shares or by delivery of any combination of cash and common shares on January 1, April 1, July 1 and October 1 of each year, commencing on October 1, 2013, through, and including, July 1, 2016. These shares will automatically convert on July 1, 2016 into between 1.5090 and 1.8107 of our common shares, subject to anti-dilution adjustments. At any time prior to that date, holders may elect to convert each share into common shares at the minimum conversion rate of 1.5090 common shares, subject to anti-dilution adjustments. See [Note 4: Longview Timber Purchase](#) for more information.

We may issue preferred or preference shares at one time or through a series of offerings. The shares may have varying rights and preferences that can include:

- dividend rates,
- redemption rights,
- conversion terms,
- sinking-fund provisions,

- values in liquidation and
- voting rights.

When issued, outstanding preferred and preference shares rank senior to outstanding common shares. That means preferred and preference shares would receive dividends and assets available on liquidation before any payments are made to common shares.

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## COMMON SHARES

The number of common shares we have outstanding changes when:

- new shares are issued,
- stock options are exercised,
- restricted stock units or performance share units vest,
- stock-equivalent units are paid out,
- shares are tendered,
- shares are repurchased or
- shares are canceled.

Reconciliation of Our Common Share Activity

## IN THOUSANDS

|  | 2014     | 2013    | 2012    |
|--|----------|---------|---------|
| Outstanding at beginning of year             | 583,548  | 542,393 | 536,425 |
| New issuance (Note 4)                        | —        | 33,350  | —       |
| Shares tendered (Note 3)                     | (58,813) | )—      | —       |
| Stock options exercised                      | 5,134    | 7,209   | 5,404   |
| Issued for restricted stock units            | 451      | 462     | 523     |
| Issued for performance shares                | 217      | 134     | —       |
| Issued for Directors' stock-equivalent units | —        | —       | 41      |
| Repurchased                                  | (6,063)  | )—      | —       |
| Outstanding at end of year                   | 524,474  | 583,548 | 542,393 |

## OUR SHARE REPURCHASE PROGRAMS

On August 13, 2014, our Board of Directors approved the 2014 stock repurchase program under which we are authorized to repurchase up to \$700 million of outstanding shares. The 2014 stock repurchase program replaced the prior 2011 stock repurchase program. During 2014, we repurchased 6,062,993 shares of common stock for \$203 million under the 2014 stock repurchase program. All common stock purchases under the stock repurchase program were made in open-market transactions. As of December 31, 2014, we had remaining authorization of \$497 million for future share repurchases.

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## CUMULATIVE OTHER COMPREHENSIVE INCOME (LOSS)

Changes in amounts included in our cumulative other comprehensive income (loss) by component are:  
DOLLAR AMOUNTS IN MILLIONS

|   | PENSION   |                     |                           | OTHER<br>POSTRETIREMENT<br>BENEFITS |                             |  | Total     |
|---|---|---------------------|---------------------------|-------------------------------------|-----------------------------|--|-----------|
|   | Foreign<br>currency<br>translation<br>adjustments | Actuarial<br>losses | Prior<br>service<br>costs | Actuarial<br>losses                 | Prior<br>service<br>credits | Unrealized<br>gains on<br>available-for-sale<br>securities |           |
| Beginning balance as of<br>December 31, 2012  | \$ 413  | \$(1,942)           | \$(23)                    | \$(137)                             | \$127                       | \$ 4   | \$(1,558) |
| Other comprehensive income<br>(loss) before reclassifications                               | (59)  | 1,123               | —                         | 24                                  | 66                          | 2  | 1,156     |
| Income taxes  | —   | (394)               | —                         | (7)                                 | (27)                        | —  | (428)     |
| Net other comprehensive<br>income (loss) before<br>reclassifications                        | (59)  | 729                 | —                         | 17                                  | 39                          | 2  | 728       |
| Amounts reclassified from<br>cumulative other comprehensive<br>income (loss) <sup>(1)</sup> | —   | 221                 | 7                         | 14                                  | (23)                        | —  | 219       |
| Income taxes  | —   | (74)                | (3)                       | (5)                                 | 7                           | —  | (75)      |
| Net amounts reclassified from<br>cumulative other comprehensive<br>income (loss)            | —   | 147                 | 4                         | 9                                   | (16)                        | —  | 144       |
| Total other comprehensive<br>income (loss)  | (59)  | 876                 | 4                         | 26                                  | 23                          | 2  | 872       |
| Beginning balance as of<br>December 31, 2013  | 354   | (1,066)             | (19)                      | (111)                               | 150                         | 6  | (686)     |
| Other comprehensive income<br>(loss) before reclassifications                               | (50)  | (1,008)             | 1                         | (6)                                 | (12)                        | —  | (1,075)   |
| Income taxes  | —   | 369                 | —                         | 1                                   | 7                           | —  | 377       |
| Net other comprehensive<br>income (loss) before<br>reclassifications                        | (50)  | (639)               | 1                         | (5)                                 | (5)                         | —  | (698)     |
| Amounts reclassified from<br>cumulative other comprehensive<br>income (loss) <sup>(1)</sup> | —   | 125                 | 5                         | 12                                  | (161)                       | —  | (19)      |
| Income taxes  | —   | (43)                | (2)                       | (4)                                 | 59                          | —  | 10        |
| Net amounts reclassified from<br>cumulative other comprehensive<br>income (loss)            | —   | 82                  | 3                         | 8                                   | (102)                       | —  | (9)       |
| Total other comprehensive<br>income (loss)  | (50)  | (557)               | 4                         | 3                                   | (107)                       | —  | (707)     |
| Ending balance as of December<br>31, 2014   | \$ 304  | \$(1,623)           | \$(15)                    | \$(108)                             | \$43                        | \$ 6   | \$(1,393) |

(1) Actuarial losses and prior service credits (costs) are included in the computation of net periodic benefit costs (credits). See Note: 9 Pension and Other Postretirement Benefit Plans.

NOTE 17: SHARE-BASED COMPENSATION

Share-based compensation expense was:

\$40 million in 2014,

\$42 million in 2013 and

\$37 million in 2012.

The amounts above contain awards to employees that were part of the Real Estate Divestiture and are included in our results of discontinued operations. These amounts are:

\$3 million in 2014,

\$5 million in 2013 and

\$4 million in 2012.

This note provides details about:

our Long-Term Incentive Compensation Plan (2013 Plan),

how we account for share-based awards,

tax benefits of share-based awards,

types of share-based compensation and

unrecognized share-based compensation.

OUR LONG-TERM INCENTIVE COMPENSATION PLAN

Our long-term incentive plans provide for share-based awards that include:

stock options,

stock appreciation rights,

restricted stock,

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restricted stock units,  
performance shares and  
performance share units.

We may issue future grants of up to 19,466,670 shares under the 2013 Plan. We also have the right to reissue forfeited and expired grants.

For stock options and stock appreciation rights:

An individual participant may receive a grant of up to 2 million shares in any one calendar year.

The exercise price is required to be the market price on the date of the grant.

For restricted stock, restricted stock units, performance shares, performance share units or other equity grants:

An individual participant may receive a grant of up to 1 million shares annually.

No participant may be granted awards that exceed \$10 million earned in a 12 month period.

The Compensation Committee of our Board of Directors (the Committee) annually establishes an overall pool of stock awards available for grants based on performance.

For stock-settled awards, we:

issue new stock into the marketplace and

generally do not repurchase shares in connection with issuing new awards.

Our common shares would increase by approximately 34 million shares if all share-based awards were exercised or vested. These include:

all options, restricted stock units, and performance share units outstanding at December 31, 2014 under the 2013 Plan and 2004 Plan; and

all remaining options, restricted stock units, and performance share units that could be granted under the 2013 Plan.

### HOW WE ACCOUNT FOR SHARE-BASED AWARDS

We:

use a fair-value-based measurement for share-based awards, and

recognize the cost of share-based awards in our consolidated financial statements.

We recognize the cost of share-based awards in our Consolidated Statement of Operations over the required service period — generally the period from the date of the grant to the date when it is vested. Special situations include:

Awards that vest upon retirement — the required service period ends on the date an employee is eligible for retirement, including early retirement.

Awards that continue to vest following job elimination or the sale of a business — the required service period ends on the date the employment from the company is terminated.

In these special situations, compensation expense from share-based awards is recognized over a period that is shorter than the stated vesting period.

### TAX BENEFITS OF SHARE-BASED AWARDS

Our total income tax benefit from share-based awards — as recognized in our Consolidated Statement of Operations — for the last three years was:

\$11 million in 2014,

\$10 million in 2013, and

\$9 million in 2012.

The amounts above contain income tax benefit from share-based awards to employees that were part of the Real Estate Divestiture and are included in our results of discontinued operations. These amounts are:

\$1 million in 2014,

\$2 million in 2013 and

\$1 million in 2012.

Tax benefits for share-based awards are accrued as stock compensation expense is recognized in the Consolidated Statement of Operations. Tax benefits on share-based awards are realized when:

restricted shares and restricted share units vest,

performance shares and performance share units vest,

stock options are exercised and

stock appreciation rights are exercised.

When actual tax benefits realized exceed the tax benefits accrued for share-based awards, we realize an excess tax benefit. We report the excess tax benefit as financing cash inflows rather than operating cash inflows. We had excess tax benefits of:

\$10 million in 2014,

\$13 million in 2013 and

\$5 million in 2012.

The amounts above contain excess tax benefits from share-based awards to employees that were part of the Real Estate Divestiture and are included in our results of discontinued operations. These amounts are:

\$2 million in 2014,

\$2 million in 2013 and

\$1 million in 2012.

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## TYPES OF SHARE-BASED COMPENSATION

Our share-based compensation is in the form of:

- stock options,
- restricted stock units,
- performance share units,
- stock appreciation rights and
- deferred compensation stock equivalent units.

## STOCK OPTIONS

Stock options entitle award recipients to purchase shares of our common stock at a fixed exercise price. We grant stock options with an exercise price equal to the market price of our stock on the date of the grant.

## The Details

Our stock options generally:

- vest over four years of continuous service and
- must be exercised within 10 years of the grant-date.

The vesting and post-termination vesting terms for stock options granted in 2014, 2013 and 2012 were as follows:

- vest ratably over four years;
- vest or continue to vest in the event of death while employed, disability or retirement at an age of at least 62;
- continue to vest upon retirement at an age of at least 62, but a portion of the grant is forfeited if retirement occurs before the one year anniversary of the grant;
- continue to vest for one year in the event of involuntary termination when the retirement criteria has not been met; and
- stop vesting for all other situations including early retirement prior to age 62.

## Our Accounting

We use a Black-Scholes option valuation model to estimate the fair value of every stock option award on its grant-date.

In our estimates, we use:

- historical data — for option exercise time and employee terminations;
- a Monte-Carlo simulation — for how long we expect granted options to be outstanding; and
- the U.S. Treasury yield curve — for the risk-free rate. We use a yield curve over a period matching the expected term of the grant.

The expected volatility in our valuation model is based on:

- implied volatilities from traded options on our stock,
- historical volatility of our stock and
- other factors.

## Weighted Average Assumptions Used in Estimating Value of Stock Options Granted

|  | 2014   | 2013   | 2012   |   |
|--|--------|--------|--------|---|
|  | GRANTS | GRANTS | GRANTS |   |
| Expected volatility                    | 31.71  | %38.00 | %40.41 | % |
| Expected dividends                     | 2.92   | %2.23  | %2.94  | % |
| Expected term (in years)               | 4.97   | 4.97   | 5.33   |   |
| Risk-free rate                         | 1.57   | %0.92  | %1.01  | % |
| Weighted average grant-date fair value | \$6.62 | \$8.40 | \$5.72 |   |

Share-based compensation expense for stock options is generally recognized over the vesting period. There are exceptions for stock options awarded to employees who:

- are eligible for retirement;
- will become eligible for retirement during the vesting period; or
- whose employment is terminated during the vesting period due to job elimination or the sale of a business.

In these cases, we record the share-based compensation expense over a required service period that is less than the stated vesting period.



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## Activity

The following table shows our option unit activity for 2014.

|   | OPTIONS<br>(IN<br>THOUSANDS) | WEIGHTED<br>AVERAGE<br>EXERCISE<br>PRICE | WEIGHTED<br>AVERAGE<br>REMAINING<br>CONTRACTUAL<br>TERM<br>(IN YEARS) | AGGREGATE<br>INTRINSIC<br>VALUE (IN<br>MILLIONS) |
|---|------------------------------|--|---|--|
| Outstanding at December 31, 2013                | 17,055                       | \$23.12                                  |   |  |
| Granted   | 2,463                        | \$30.14                                  |   |  |
| Exercised                                       | (5,294)                      | \$22.50                                  |   |  |
| Forfeited or expired <sup>(1)</sup>             | (1,939)                      | \$26.98                                  |   |  |
| Outstanding at December 31, 2014 <sup>(2)</sup> | 12,285                       | \$24.19                                  | 5.27  | \$144  |
| Exercisable at December 31, 2014                | 8,267                        | \$22.32                                  | 3.81  | \$112  |

(1) Approximately 1,601 thousand stock options were cancelled as a result of the Real Estate Divestiture. See [Note 3: Discontinued Operations](#) for more information.

(2) As of December 31, 2014, there were approximately 998 thousand stock options that had met the requisite service period and will be released as identified in the grant terms.

The total intrinsic value of stock options exercised was:

\$55 million in 2014,

\$61 million in 2013 and

\$28 million in 2012.

The total grant-date fair value of stock options vested was:

\$16 million in 2014,

\$14 million in 2013 and

\$15 million in 2012.

**RESTRICTED STOCK UNITS**

Through the Plan, we award restricted stock units — grants that entitle the holder to shares of our stock as the award vests.

## The Details

Our restricted stock units granted in 2014, 2013 and 2012 generally:

• vest ratably over four years;

• immediately vest in the event of death while employed or disability;

• continue to vest upon retirement at an age of at least 62, but a portion of the grant is forfeited if retirement occurs before the one year anniversary of the grant;

• continue vesting for one year in the event of involuntary termination when the retirement has not been met; and

• will be forfeited upon termination of employment in all other situations including early retirement prior to age 62.

## Our Accounting

The fair value of our restricted stock units is the market price of our stock on the grant-date of the awards.

We generally record share-based compensation expense for restricted stock units over the four-year vesting period.

Generally for restricted stock units that continue to vest following the termination of employment, we record the share-based compensation expense over a required service period that is less than the stated vesting period.

## Activity

The following table shows our restricted stock unit activity for 2014.

|                                | STOCK UNITS<br>(IN THOUSANDS) | WEIGHTED<br>AVERAGE<br>GRANT-DATE<br>FAIR VALUE |
|--------------------------------|-------------------------------|---|
| Nonvested at December 31, 2013 | 1,547                         | \$25.83   |



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|   |       |         |
|---|-------|---------|
| Granted                                       | 686   | \$30.14 |
| Vested  | (628) | \$24.94 |
| Forfeited <sup>(1)</sup>                      | (378) | \$27.90 |
| Nonvested at December 31, 2014 <sup>(2)</sup> | 1,227 | \$28.06 |

(1) Approximately 280 thousand restricted stock units were cancelled as a result of the Real Estate Divestiture. See Note 3: Discontinued Operations for more information.

(2) As of December 31, 2014, there were approximately 212 thousand restricted stock units that had met the requisite service period and will be released as identified in the grant terms.

The weighted average grant-date fair value for restricted stock units was:

\$30.54 in 2013 and

\$20.42 in 2012.

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The total grant-date fair value of restricted stock units vested was:

\$16 million in 2014,  
\$14 million in 2013 and  
\$19 million in 2012.

Nonvested restricted stock units accrue dividends that are paid out when restricted stock units vest. Any restricted stock units forfeited will not receive dividends.

As restricted stock units vest, a portion of the shares awarded is withheld to cover employee taxes. As a result, the number of stock units vested and the number of common shares issued will differ.

**PERFORMANCE SHARE UNITS**

As part of a new long-term incentive compensation strategy intended to tie executive compensation more closely to company performance, we granted a target number of performance share units to executives in 2014, 2013, 2012 and 2011. Performance share units will be paid in the form of shares of Weyerhaeuser stock – to the extent earned through company performance against financial goals – over a four-year vesting period.

**The Details**

The final number of shares awarded will range from 0 percent to 150 percent of each grant's target, depending upon actual company performance.

The ultimate number of performance share units earned is based on two measures:

- Weyerhaeuser's cash flow during the first year determined the initial number of units earned and
- Weyerhaeuser's relative total shareholder return (TSR) ranking in the S&P 500 during the first two years is used to adjust the initial number of units earned up or down by 20 percent.

At the end of the two-year performance period and over a further two-year vesting period, performance share units would be paid in shares of our stock. Performance share units granted and that are earned vest as follows:

- vest 50 percent, 25 percent and 25 percent on the second, third and fourth anniversaries of the grant-date, respectively, as long as the individual remains employed by the company;

- fully vest in the event the participant dies or becomes disabled while employed;

- continue to vest upon retirement at an age of at least 62, but a portion of the grant is forfeited if retirement occurs before the one year anniversary of the grant;

- continue vesting for one year in the event of involuntary termination when the retirement has not been met; and

- will be forfeited upon termination of employment in all other situations including early retirement prior to age 62.

**Our Accounting**

Since the award contains a market condition, the effect of the market condition is reflected in the grant-date fair value which is estimated using a Monte Carlo simulation model. This model estimates the TSR ranking of the company among the S&P 500 index over the two-year performance period. Compensation expense is based on the estimated probable number of earned awards and recognized over the four-year vesting period on an accelerated basis.

Generally, compensation expense would be reversed if the performance condition is not met unless the requisite service period has been achieved.

**Weighted Average Assumptions Used in Estimating the Value of Performance Share Units**

|  | 2014                  | 2013                  | 2012                  |
|--|-----------------------|-----------------------|-----------------------|
|  | GRANTS                | GRANTS                | GRANTS                |
| Performance period                     | 1/1/2014 – 12/31/2015 | 1/1/2013 – 12/31/2014 | 1/1/2012 – 12/31/2013 |
| Valuation date closing stock price     | \$ 30.16              | \$ 30.48              | \$ 20.56              |
| Expected dividends                     | 2.91                  | % 2.23                | % 2.92                |
| Risk-free rate                         | 0.03% - 0.79%         | 0.09% - 0.46%         | 0.08% - 0.32%         |
| Volatility                             | 20.74% - 23.53%       | 22.09% - 29.57%       | 34.66% - 34.86%       |
| Weighted average grant-date fair value | \$ 30.62              | \$ 31.59              | \$ 21.71              |

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## Activity

The following table shows our performance share unit activity for 2014.

|   | GRANTS (IN<br>THOUSANDS) | WEIGHTED<br>AVERAGE<br>GRANT-DATE<br>FAIR VALUE |
|---|--------------------------|---|
| Nonvested at December 31, 2013                | 1,102                    | \$26.83   |
| Granted at target                             | 321                      | \$30.62   |
| Vested  | (311)                    | )\$23.32  |
| Forfeited <sup>(1)</sup>                      | (206)                    | )\$26.07  |
| Performance adjustment                        | (16)                     | )\$31.15  |
| Nonvested at December 31, 2014 <sup>(2)</sup> | 890                      | \$29.46   |

(1) Approximately 44 thousand performance share units were cancelled as a result of the Real Estate Divestiture. See Note 3: Discontinued Operations for more information.

(2) As of December 31, 2014, there were approximately 393 thousand performance share units that had met the requisite service period and will be released as identified in the grant terms.

The total grant-date fair value of performance share units vested was:

\$7 million in 2014 and

\$5 million in 2013.

There were no performance share units vesting in 2012.

For 2014 grants, the company exceeded the cash flow target, resulting in an initial number of shares earned equal to 114 percent of target.

For 2013 grants, the company exceeded the cash flow target, resulting in an initial number of shares earned equal to 150 percent of target. Because the company's two-year TSR ranking was between the 25<sup>th</sup> and 50<sup>th</sup> percentile, the initial number of performance shares granted decreased 15 percent.

For 2012 grants, the company exceeded the cash flow target, resulting in an initial number of shares earned equal to 122 percent of target. Because the company's two-year TSR ranking was between the 50<sup>th</sup> and 75<sup>th</sup> percentile, the initial number of performance shares granted increased 17 percent.

As performance share units vest, a portion of the shares awarded is withheld to cover participant taxes. As a result, the number of stock units vested and the number of common shares issued will differ.

**STOCK APPRECIATION RIGHTS**

Through the Plan, we grant cash-settled stock appreciation rights as part of certain compensation awards.

**The Details**

Stock appreciation rights are similar to stock options. Employees benefit when the market price of our stock is higher on the exercise date than it was on the date the stock appreciation rights were granted. The differences are that the employee:

- receives the benefit as a cash award  
and

• does not purchase the underlying stock.

The vesting conditions and exceptions are the same as for 10-year stock options. Details are in the Stock Options section earlier in this note.

Stock appreciation rights are generally issued to employees outside of the U.S.

**Our Accounting**

We use a Black-Scholes option-valuation model to estimate the fair value of a stock appreciation right on its grant-date and every subsequent reporting date that the right is outstanding. Stock appreciation rights are liability-classified awards and the fair value is remeasured at every reporting date.

The process used to develop our valuation assumptions is the same as for the 10-year stock options we grant. Details are in the Stock Options section earlier in this note.

Weighted Average Assumptions Used to Re-measure Value of Stock Appreciation Rights at Year-End

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|                             | 2014<br>GRANTS | 2013<br>GRANTS | 2012<br>GRANTS |   |
|-----------------------------|----------------|----------------|----------------|---|
| Expected volatility         | 18.20          | %24.02         | %29.07         | % |
| Expected dividends          | 3.21           | %2.81          | %2.44          | % |
| Expected term (in years)    | 1.32           | 1.16           | 1.71           |   |
| Risk-free rate              | 0.45           | %0.19          | %0.27          | % |
| Weighted average fair value | \$12.70        | \$8.68         | \$7.25         |   |

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## Activity

The following table shows our stock appreciation rights activity for 2014.

|                                  | RIGHTS<br>(IN<br>THOUSANDS) | WEIGHTED<br>AVERAGE<br>EXERCISE<br>PRICE | AVERAGE<br>REMAINING<br>CONTRACTUAL<br>TERM<br>(IN YEARS) | AGGREGATE<br>INTRINSIC<br>VALUE (IN<br>MILLIONS) |
|----------------------------------|-----------------------------|--|---|--|
| Outstanding at December 31, 2013 | 695                         | \$22.96                                  |   |  |
| Granted                          | 74                          | \$30.16                                  |   |  |
| Exercised                        | (322)                       | )\$24.21                                 |   |  |
| Forfeited or expired             | (30)                        | )\$28.80                                 |   |  |
| Outstanding at December 31, 2014 | 417                         | \$22.85                                  | 4.44  | \$5  |
| Exercisable at December 31, 2014 | 327                         | \$21.70                                  | 3.39  | \$5  |

The total liabilities paid for stock appreciation rights was:

\$2 million in 2014,

\$4 million in 2013 and

\$1 million in 2012.

**UNRECOGNIZED SHARE-BASED COMPENSATION**

As of December 31, 2014, our unrecognized share-based compensation cost for all types of share-based awards included:

- \$39 million related to non-vested equity-classified share-based compensation arrangements — expected to be recognized over a weighted average period of approximately 2.3 years; and
- \$1 million related to non-vested liability-classified stock appreciation rights — expected to vest over a weighted average period of approximately 2.3 years.

**DEFERRED COMPENSATION STOCK EQUIVALENT UNITS**

Certain employees and our board of directors may defer compensation into stock-equivalent units.

**The Details**

The plan works differently for employees and directors.

**Eligible employees:**

- may choose to defer all or part of their bonus into stock-equivalent units;
- may choose to defer part of their salary, except for executive officers; and
- receive a 15 percent premium if the deferral is for at least five years.

**Our directors:**

- receive a portion of their annual retainer fee in the form of restricted stock units, which vest over one year and may be deferred into stock-equivalent units;
- may choose to defer some or all of the remainder of their annual retainer fee into stock-equivalent units; and
- do not receive a premium for their deferrals.

Employees and directors also choose when the deferrals will be paid out although no deferrals may be paid until after the separation from service of the employee or director.

**Our Accounting**

We settle all deferred compensation accounts in cash for our employees. Our directors receive shares of common stock as payment for stock-equivalent units. In addition, we credit all stock-equivalent accounts with dividend equivalents.

During 2012, the directors' deferred compensation plan was amended to allow the directors to elect to receive payments of amounts deferred into stock-equivalent units in cash or stock for elections made prior to December 31, 2011. Deferrals made beginning January 1, 2012, into stock-equivalent units will be paid in common shares. Elections

to receive these deferred amounts in stock resulted in the issuance of 71,056 in 2014, 52,720 in 2013 and 40,899 shares in 2012. The number of common shares to be issued in the future to directors who elected common share payments is 605,987.

Stock-equivalent units are:

Liability-classified awards and

are re-measured to fair value at every reporting date.

The fair value of a stock-equivalent unit is equal to the market price of our stock.

Activity

The number of stock-equivalent units outstanding in our deferred compensation accounts was:

944,966 as of December 31, 2014;

915,160 as of December 31, 2013; and

971,650 as of December 31, 2012.

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## NOTE 18: CHARGES FOR RESTRUCTURING, CLOSURES AND ASSET IMPAIRMENTS

Items Included in Our Restructuring, Closure and Asset Impairment Charges

DOLLAR AMOUNTS IN MILLIONS

|   | 2014 | 2013  | 2012 |
|---|------|-------|------|
| Restructuring and closure charges:                        |      |       |      |
| Termination benefits                                      | \$27 | \$1   | \$—  |
| Pension and postretirement charges                        | 3    | —     | —    |
| Other restructuring and closure costs                     | 12   | 4     | 6    |
| Charges for restructuring and closures                    | 42   | 5     | 6    |
| Impairment of long-lived assets                           | 2    | 372   | 20   |
| Total charges for restructuring, closures and impairments | \$44 | \$377 | \$26 |

## RESTRUCTURING AND CLOSURES

During 2014, our restructuring and closure charges were primarily related to our selling, general and administrative cost reduction initiative to support achieving our competitive performance goals. We do not expect additional material charges related to this initiative in 2015. During 2013 and 2012, our restructuring and closure charges were primarily related to various Wood Products operations we closed or curtailed and restructuring our corporate staff functions to support achieving our competitive performance goals.

Other restructuring and closure costs include lease termination charges, dismantling and demolition of plant and equipment, gain or loss on disposition of assets, environmental cleanup costs and incremental costs to wind down operating facilities.

## ACCRUED TERMINATION BENEFITS

Changes in accrued severance related to restructuring during 2014 were as follows:

DOLLAR AMOUNTS IN MILLIONS

|   |      |
|---|------|
| Accrued severance as of December 31, 2013 | \$2  |
| Charges                                   | 27   |
| Payments                                  | (19) |
| Accrued severance as of December 31, 2014 | \$10 |

## ASSET IMPAIRMENTS

The Impairment of Long-Lived Assets and Goodwill sections of [Note 1: Summary of Significant Accounting Policies](#) provide details about how we account for these impairments. Additional information can also be found in our [Critical Accounting Policies](#).

## Long-Lived Assets

Our long-lived asset impairments were primarily related to the following:

2013 — charges include:

– \$356 million impairment of the Coyote Springs Property. Under the terms of the TRI Pointe transaction, certain assets and liabilities of WRECO and its subsidiaries were excluded from the transaction and retained by Weyerhaeuser, including assets and liabilities relating to the Coyote Springs Property. During fourth quarter 2013, following the announcement of the TRI Pointe transaction, WRECO and Weyerhaeuser began exploring strategic alternatives for the Coyote Springs Property and determined that Weyerhaeuser's strategy for development of the Coyote Springs Property will likely differ from WRECO's current development plan. WRECO's development plan was long-term in nature with development and net cash flows covering at least 15-20 years. The undiscounted cash flows for the Coyote Springs Property under the WRECO development plan remained above the carrying value of the property. Weyerhaeuser Company's strategy is to cease holding the Coyote Springs Property for development and to initiate activities in the near-term to market the assets to potential third-party buyers. The undiscounted cash flows under the Weyerhaeuser Company asset sale strategy were below the carrying value of the property. Consequently, we recorded a noncash charge of \$356 million in fourth quarter 2013 for the impairment of the Coyote Springs Property in Unallocated Items. The fair value of the property was primarily based on an independent appraisal that was determined using both other observable inputs (Level 2) related to other market transactions and significant

unobservable inputs (Level 3) such as the timing and amounts of future cash flows related to the development of the property, timing and amounts of proceeds from acreage sales, access to water for use on the property and discount rates applicable to the future cash flows. The property is recorded in "Property and equipment, net" and "Other assets" in our Consolidated Balance Sheet.

– \$9 million related to the decision to permanently close our Colbert, Georgia engineered wood products facility in our Wood Products segment that was previously indefinitely closed. The fair value of the facility was determined using significant unobservable inputs (Level 3) based on liquidation values.

2012 — charges are primarily related to unutilized assets held in Unallocated Items that were sold or are currently held for sale. The fair values of the assets were determined using significant other observable inputs (Level 2) based on market quotes and significant unobservable inputs (Level 3) based on discounted cash flow models.

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## NOTE 19: OTHER OPERATING INCOME, NET

Other operating income, net:

includes both recurring and occasional income and expense items and can fluctuate from year to year.

Various Income and Expense Items Included in Other Operating Income, Net

DOLLAR AMOUNTS IN MILLIONS

|   | 2014   | 2013 | 2012   |   |
|---|--------|------|--------|---|
| Gain on postretirement plan amendment <u>(Note 9)</u> | \$(151 | )\$— | \$(103 | ) |
| Gain on disposition of non-strategic assets           | (27    | )(19 | )(28   | ) |
| Foreign exchange (gains) losses, net                  | 27     | 7    | (6     | ) |
| Land management income                                | (34    | )(28 | )(27   | ) |
| Litigation expense, net                               | 9      | 16   | 12     |   |
| Other, net  | (25    | )(11 | )(26   | ) |
| Total   | \$(201 | )(35 | )(178  | ) |

Gain on disposition of non-strategic assets in 2014 included a \$22 million pretax gain on the sale of a landfill in Washington State.

Foreign exchange (gains) losses result from changes in exchange rates primarily related to our U.S. dollar denominated debt that is held by our Canadian subsidiary.

Land management income includes income from recreational activities, land permits, grazing rights, firewood sales and other miscellaneous income related to land management activities.

## NOTE 20: INCOME TAXES

This note provides details about our income taxes applicable to continuing operations:

earnings before income taxes,

provision for income taxes,

effective income tax rate,

deferred tax assets and liabilities and

unrecognized tax benefits.

Income taxes related to discontinued operations are discussed in Note 3: Discontinued Operations.

## EARNINGS BEFORE INCOME TAXES

Domestic and Foreign Earnings (Loss) From Continuing Operations Before Income Taxes

DOLLAR AMOUNTS IN MILLIONS

|                         | 2014    | 2013  | 2012  |   |
|-------------------------|---------|-------|-------|---|
| Domestic earnings       | \$970   | \$198 | \$333 |   |
| Foreign earnings (loss) | 43      | 122   | (11   | ) |
| Total                   | \$1,013 | \$320 | \$322 |   |

## PROVISION FOR INCOME TAXES

Provision (Benefit) for Income Taxes From Continuing Operations

DOLLAR AMOUNTS IN MILLIONS

|           | 2014  | 2013  | 2012 |   |
|-----------|-------|-------|------|---|
| Current:  |       |       |      |   |
| Federal   | \$(26 | )(80  | )(78 | ) |
| State     | 12    | (18   | )(11 | ) |
| Foreign   | 3     | (21   | )26  | ) |
|           | (11   | )(119 | )(63 | ) |
| Deferred: |       |       |      |   |
| Federal   | 178   | (79   | )6   | ) |
| State     | 6     | 6     | 1    |   |
| Foreign   | 12    | 21    | 66   |   |

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|                                      |       |        |       |
|--------------------------------------|-------|--------|-------|
|                                      | 196   | (52    | )73   |
| Total income tax provision (benefit) | \$185 | \$(171 | )\$10 |

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Included in our income tax provision for 2012 are recomputations of prior year taxes, resulting in reclassifications between foreign and domestic for both current and deferred taxes as a result of final tax proceedings between countries.

**EFFECTIVE INCOME TAX RATE**

Effective Income Tax Rate Applicable to Continuing Operations

**DOLLAR AMOUNTS IN MILLIONS**

|  | 2014  | 2013   | 2012   |   |
|--|-------|--------|--------|---|
| U.S. federal statutory income tax              | \$354 | \$112  | \$113  |   |
| State income taxes, net of federal tax benefit | 14    | 7      | 3      |   |
| REIT income not subject to federal income tax  | (161  | ) (101 | ) (94  | ) |
| Foreign taxes                                  | (2    | ) (8   | ) 8    |   |
| Provision for unrecognized tax benefits        | (4    | ) (193 | ) (6   | ) |
| Repatriation of Canadian earnings              | —     | 21     | —      |   |
| State income tax settlement                    | —     | —      | (10    | ) |
| Domestic production activities deduction       | —     | (13    | ) —    |   |
| Other, net                                     | (16   | ) 4    | (4     | ) |
| Total income tax provision (benefit)           | \$185 | \$(171 | ) \$10 |   |
| Effective income tax rate                      | 18.3  | %(53.4 | )%3.1  | % |

**DEFERRED TAX ASSETS AND LIABILITIES**

Deferred tax assets and liabilities reflect temporary differences between pretax book income and taxable income. Deferred tax assets represent tax benefits that have already been recorded for book purposes but will be recorded for tax purposes in the future. Deferred tax liabilities represent income that has been recorded for book purposes but will be reported as taxable income in the future.

Balance Sheet Classification of Deferred Income Tax Assets (Liabilities) Related to Continuing Operations

**DOLLAR AMOUNTS IN MILLIONS**

|                                       | DECEMBER 31,<br>2014 | DECEMBER 31,<br>2013 |   |
|---------------------------------------|----------------------|----------------------|---|
| Net current deferred tax asset        | \$228                | \$130                |   |
| Net noncurrent deferred tax asset     | 8                    | 5                    |   |
| Net noncurrent deferred tax liability | (206                 | ) (285               | ) |
| Net deferred tax asset (liability)    | \$30                 | \$(150               | ) |

Items Included in Our Deferred Income Tax Assets (Liabilities)

**DOLLAR AMOUNTS IN MILLIONS**

|                                     | DECEMBER 31,<br>2014 | DECEMBER 31,<br>2013 |   |
|-------------------------------------|----------------------|----------------------|---|
| Postretirement benefits             | \$101                | \$102                |   |
| Pension                             | 369                  | 57                   |   |
| Real estate impairments             | —                    | 121                  |   |
| State tax credits                   | 56                   | 59                   |   |
| Net operating loss carryforwards    | 86                   | 110                  |   |
| Cellulosic biofuel producers credit | 100                  | 80                   |   |
| Other                               | 223                  | 260                  |   |
| Gross deferred tax assets           | 935                  | 789                  |   |
| Valuation allowance                 | (72                  | ) (89                | ) |
| Net deferred tax assets             | 863                  | 700                  |   |
| Property, plant and equipment       | (523                 | ) (540               | ) |
| Timber installment notes            | (180                 | ) (180               | ) |
| Other                               | (130                 | ) (130               | ) |
| Deferred tax liabilities            | (833                 | ) (850               | ) |

|                                    |      |        |   |
|------------------------------------|------|--------|---|
| Net deferred tax asset (liability) | \$30 | \$(150 | ) |
|------------------------------------|------|--------|---|

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## OTHER INFORMATION ABOUT OUR DEFERRED INCOME TAX ASSETS (LIABILITIES)

Other information about our deferred income tax assets (liabilities) include:

net operating loss and credit carryforwards,

valuation allowances and

reinvestment of undistributed earnings.

Net Operating Loss and Credit Carryforwards

Our state and foreign net operating loss carryforwards as of the end of 2014 are as follows:

\$586 million, which expire from 2015 through 2034; and

\$1 million, which do not expire.

Our federal, state and foreign credit carryforwards as of the end of 2014 are as follows:

\$148 million, which expire from 2015 through 2034; and

\$31 million, which do not expire.

Valuation Allowances

With the exception of the valuation allowance discussed below, we believe it is more likely than not that we will have sufficient future taxable income to realize our deferred tax assets.

Our valuation allowance on our deferred tax assets was \$72 million as of the end of 2014. This primarily related to foreign and state net operating losses and state and provincial credits.

The total changes in our valuation allowance over the last year was a net decrease of \$17 million. This net decrease resulted primarily from the disposition of foreign entities with net operating losses and the expiration of foreign and state net operating losses and credits.

Reinvestment of Undistributed Earnings

The balance of our foreign undistributed earnings was approximately \$27 million at the end of 2014 and is permanently reinvested; therefore, it is not subject to U.S. income tax. Generally, such earnings become subject to U.S. tax upon the remittance of dividends and under certain other circumstances. It is not practicable to estimate the amount of deferred tax liability related to investments in our foreign subsidiaries.

## HOW WE ACCOUNT FOR INCOME TAXES

The Income Taxes section of [Note 1: Summary of Significant Accounting Policies](#) provides details about how we account for our income taxes.

## UNRECOGNIZED TAX BENEFITS

Unrecognized tax benefits represent potential future obligations to taxing authorities if uncertain tax positions we have taken on previously filed tax returns are not sustained. The total amount of unrecognized tax benefits as of December 31, 2014 and 2013, are \$11 million and \$26 million, respectively, which does not include related interest of \$3 million and \$4 million, respectively. These amounts represent the gross amount of exposure in individual jurisdictions and do not reflect any additional benefits expected to be realized if such positions were not sustained, such as the federal deduction that could be realized if an unrecognized state deduction was not sustained.

Reconciliation of the Beginning and Ending Amount of Unrecognized Tax Benefits

## DOLLAR AMOUNTS IN MILLIONS

|   | DECEMBER 31,<br>2014 | DECEMBER 31,<br>2013 |
|---|----------------------|----------------------|
| Balance at beginning of year                | \$26                 | \$177                |
| Reductions for tax positions of prior years | —                    | (148)                |
| Lapse of statute                            | (15)                 | (3)                  |
| Balance at end of year                      | \$11                 | \$26                 |

The net liability recorded in our [Consolidated Balance Sheet](#) related to unrecognized tax benefits was \$4 million as of December 31, 2014, which includes interest of \$3 million and is net of \$6 million in payments made in advance of settlements and \$4 million in credits and loss carryovers available to offset the liability. The net liability as of December 31, 2013, was \$24 million, which includes interest of \$4 million and is net of \$6 million in payments made in advance of settlements.

The net liability recorded for tax positions across all jurisdictions that, if sustained, would affect our effective tax rate was \$12 million as of December 31, 2014, and \$16 million as of December 31, 2013, which includes interest of \$3 million and \$4 million, respectively.

During fourth quarter 2013, we received a final examination report from the IRS regarding our years under exam. As a result, we recognized a benefit for the reduction of our unrecognized tax benefits primarily relating to alternative fuel mixture credits. In addition, we recognized a benefit for a reduction of interest accrued primarily related to the U.S./Canada Competent Authority settlement.

In accordance with our accounting policy, we accrue interest and penalties related to unrecognized tax benefits as a component of income tax expense.

As of December 31, 2014, no U.S. federal income tax returns are under examination, with years 2011 forward subject to examination. No state jurisdictions are under examination, with years 2009 forward subject to examination. We are undergoing and are subject to examinations in various foreign jurisdictions for tax years 2005 forward. We expect that the outcome of any examination will not have a material effect on our consolidated financial statements; however, audit outcomes and the timing of audit settlements are subject to significant uncertainty.

In the next 12 months, we estimate a decrease of up to \$6 million in unrecognized tax benefits due to resolution of examinations.

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## NOTE 21: GEOGRAPHIC AREAS

This note provides selected key financial data according to the geographical locations of our customers. The selected key financial data includes:

- sales to unaffiliated customers,
- export sales from the U.S., and
- long-lived assets.

## SALES

Our sales to unaffiliated customers outside the U.S. are primarily to customers in Canada, China, Japan and Europe.

Our export sales include:

- pulp, liquid packaging board, logs, lumber and wood chips to Japan;
- pulp, logs and lumber to other Pacific Rim countries; and
- pulp and plywood to Europe.

Sales by Geographic Area

FOR THE THREE-YEAR PERIOD ENDED DECEMBER 31, 2014  
(DOLLAR AMOUNTS IN MILLIONS)

|                                  | 2014    | 2013    | 2012    |
|----------------------------------|---------|---------|---------|
| Sales to unaffiliated customers: |         |         |         |
| U.S.                             | \$4,889 | \$4,761 | \$3,867 |
| Japan                            | 682     | 758     | 639     |
| Europe                           | 328     | 298     | 300     |
| China                            | 477     | 453     | 360     |
| Canada                           | 424     | 418     | 302     |
| South America                    | 87      | 80      | 74      |
| Other foreign countries          | 516     | 486     | 447     |
| Total                            | \$7,403 | \$7,254 | \$5,989 |
| Export sales from the U.S.:      |         |         |         |
| Japan                            | \$620   | \$676   | \$583   |
| China                            | 416     | 411     | 329     |
| Other                            | 856     | 804     | 770     |
| Total                            | \$1,892 | \$1,891 | \$1,682 |

## LONG-LIVED ASSETS

Our long-lived assets — used in the generation of revenues in the different geographical areas — are nearly all in the U.S. and Canada. Our long-lived assets include:

- goodwill,
- timber and timberlands and
- property and equipment, including construction in progress.

Long-Lived Assets by Geographic Area

DOLLAR AMOUNTS IN MILLIONS

|                         | December 31,<br>2014 | December 31,<br>2013 | December 31,<br>2012 |
|-------------------------|----------------------|----------------------|----------------------|
| Long-lived assets:      |                      |                      |                      |
| U.S. <sup>(1)</sup>     | \$8,069              | \$8,116              | \$5,523              |
| Canada                  | 579                  | 652                  | 728                  |
| Other foreign countries | 676                  | 670                  | 672                  |
| Total                   | \$9,324              | \$9,438              | \$6,923              |

(1) Includes assets of discontinued operations in 2013 and 2012.

Long-lived assets in the U.S. increased primarily due to the acquisition of Longview Timber. See [Note 4: Longview Timber Purchase](#) for more information.





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## NOTE 22: SELECTED QUARTERLY FINANCIAL INFORMATION (unaudited)

Quarterly financial data provides a review of our results and performance throughout the year. Our earnings per share for the full year do not always equal the sum of the four quarterly earnings-per share amounts because of common share activity during the year.

## Key Quarterly Financial Data for the Last Two Years

## DOLLAR AMOUNTS IN MILLIONS EXCEPT PER-SHARE FIGURES

|   | First<br>Quarter     | Second<br>Quarter    | Third<br>Quarter <sup>(1)</sup> | Fourth<br>Quarter <sup>(2)</sup> | Full Year            |
|---|----------------------|----------------------|---------------------------------|----------------------------------|----------------------|
| 2014:   |                      |                      |                                 |                                  |                      |
| Net sales   | \$1,736              | \$1,964              | \$1,915                         | \$1,788                          | \$7,403              |
| Operating income  | \$308                | \$400                | \$318                           | \$294                            | \$1,320              |
| Earnings from continuing operations<br>before income taxes                            | \$234                | \$328                | \$237                           | \$214                            | \$1,013              |
| Net earnings  | \$194                | \$291                | \$1,164                         | \$177                            | \$1,826              |
| Net earnings attributable to<br>Weyerhaeuser common shareholders                      | \$183                | \$280                | \$1,153                         | \$166                            | \$1,782              |
| Basic net earnings per share attributable<br>to Weyerhaeuser common shareholders      | \$0.31               | \$0.48               | \$2.17                          | \$0.32                           | \$3.20               |
| Diluted net earnings per share<br>attributable to Weyerhaeuser common<br>shareholders | \$0.31               | \$0.47               | \$2.15                          | \$0.31                           | \$3.18               |
| Dividends paid per share  | \$0.22               | \$0.22               | \$0.29                          | \$0.29                           | \$1.02               |
| Market prices - high/low  | \$31.59 -<br>\$28.63 | \$33.26 -<br>\$27.48 | \$34.60 -<br>\$31.09            | \$36.88 -<br>\$31.61             | \$36.88 -<br>\$27.48 |
| 2013:   |                      |                      |                                 |                                  |                      |
| Net sales   | \$1,755              | \$1,874              | \$1,857                         | \$1,768                          | \$7,254              |
| Operating income (loss)   | \$253                | \$293                | \$243                           | \$(155)                          | \$634                |
| Earnings (loss) from continuing<br>operations before income taxes                     | \$181                | \$221                | \$170                           | \$(252)                          | \$320                |
| Net earnings  | \$144                | \$198                | \$167                           | \$54                             | \$563                |
| Net earnings attributable to<br>Weyerhaeuser common shareholders                      | \$144                | \$196                | \$157                           | \$43                             | \$540                |
| Basic net earnings per share attributable<br>to Weyerhaeuser common shareholders      | \$0.26               | \$0.35               | \$0.27                          | \$0.07                           | \$0.95               |
| Diluted net earnings per share<br>attributable to Weyerhaeuser common<br>shareholders | \$0.26               | \$0.35               | \$0.27                          | \$0.07                           | \$0.95               |
| Dividends paid per share  | \$0.17               | \$0.20               | \$0.22                          | \$0.22                           | \$0.81               |
| Market prices - high/low  | \$31.74 -<br>\$28.36 | \$33.24 -<br>\$26.38 | \$29.86 -<br>\$26.64            | \$32.00 -<br>\$28.01             | \$33.24 -<br>\$26.38 |

(1) Third Quarter 2014 includes a \$972 million net gain on the Real Estate Divestiture recognized in 2014. See [Note 3: Discontinued Operations](#) for more information.

(2) Fourth Quarter 2013 includes a \$356 million noncash impairment charge. See [Note 18: Charges for Restructuring, Closures and Asset Impairments](#) for more information.

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CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

The company's principal executive officer and principal financial officer have evaluated the effectiveness of the company's disclosure controls and procedures as of the end of the period covered by this annual report on Form 10-K. Disclosure controls are controls and other procedures that are designed to ensure that information required to be disclosed in the reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's (SEC) rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Act is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, to allow timely decisions regarding required disclosure.

Based on their evaluation, the company's principal executive officer and principal financial officer have concluded that the company's disclosure controls and procedures are effective to ensure that information required to be disclosed complies with the SEC's rules and forms.

CHANGES IN INTERNAL CONTROL

No changes occurred in the company's internal control over financial reporting during the period that have materially affected, or are reasonably likely to materially affect, the company's internal control over financial reporting.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for establishing and maintaining adequate internal control over financial reporting as is defined in the Securities and Exchange Act of 1934 rules. Management, under our supervision, conducted an evaluation of the effectiveness of the company's internal control over financial reporting based on the framework in Internal Control — Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on our evaluation under the framework in Internal Control — Integrated Framework (1992), management concluded that the company's internal control over financial reporting was effective as of December 31, 2014. The effectiveness of the company's internal control over financial reporting as of December 31, 2014, has been audited by KPMG LLP, an independent registered public accounting firm, as stated in their report, which is included herein.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders

Weyerhaeuser Company:

We have audited Weyerhaeuser Company's internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control — Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Weyerhaeuser Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Weyerhaeuser Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control — Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Weyerhaeuser Company and subsidiaries as of December 31, 2014 and 2013, and the related consolidated statements of operations, comprehensive income, cash flows, and changes in equity for each of the years in the three-year period ended December 31, 2014, and our report dated February 13, 2015 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

Seattle, Washington

February 13, 2015

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**DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

A list of our executive officers and biographical information are found in the Our Business — Executive Officers of the Registrant section of this report. Information with respect to directors of the company and other governance matters, as required by this item is included in the Notice of the 2015 Annual Meeting and Proxy Statement for the company's Annual Meeting of Shareholders to be held May 22, 2015 under the headings "Nominees for Election," "Board of Directors and Committee Information," "Section 16(a) Beneficial Ownership Reporting Compliance" and "Potential Payment upon Termination or Change in Control — Change in Control," and " — Severance," and is incorporated herein by reference.

**EXECUTIVE AND DIRECTOR COMPENSATION**

Information with respect to executive and director compensation contained in the Notice of the 2015 Annual Meeting and Proxy Statement for the company's Annual Meeting of Shareholders to be held May 22, 2015, under the headings "Board of Directors and Committee Information — Directors' Compensation," "Compensation Discussion and Analysis," "Compensation Committee Report," "Compensation Committee Interlocks and Insider Participation," "Summary Compensation Table," "Grants of Plan-Based Awards," "Outstanding Equity Awards at Fiscal Year-End," "Option Exercises and Stock Vested in Fiscal 2014," "Pension Benefits," "Nonqualified Deferred Compensation," and "Potential Payments Upon Termination or Change of Control" is incorporated herein by reference.

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

Information with respect to security ownership of certain beneficial owners and management contained in the Notice of the 2015 Annual Meeting and Proxy Statement for the company's Annual Meeting of Shareholders to be held May 22, 2015 under the heading "Beneficial Ownership of Common Shares" is incorporated herein by reference.

**CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

Information with regard to certain relationships and related transactions contained in the Notice of the 2015 Annual Meeting and Proxy Statement for the company's Annual Meeting of Shareholders to be held May 22, 2015 under the headings "Review, Approval or Ratification of Transactions with Related Persons" and "Board of Directors and Committee Information" is incorporated herein by reference.

**PRINCIPAL ACCOUNTING FEES AND SERVICES**

Information with respect to principal accounting fees and services in the Notice of the 2015 Annual Meeting and Proxy Statement for the company's Annual Meeting of Shareholders to be held May 22, 2015 under the heading "Ratification of Selection of Independent Registered Public Accounting Firm" is incorporated herein by reference.

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EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

All financial statement schedules have been omitted because they are not applicable or the required information is included in the consolidated financial statements, or the notes thereto, in Financial Statements and Supplementary Data above.

EXHIBITS

- 2 — Plan of Acquisition, Reorganization, Arrangement, Liquidation or Succession
  - Stock Purchase Agreement, dated as of June 14, 2013, by and among Longview Timber Holdings, Corp., the securityholders listed on the signature pages thereto, Weyerhaeuser Columbia Holding Co., LLC and Weyerhaeuser Company (incorporated by reference to Current Report on Form 8-K filed with the Securities and Exchange Commission June 17, 2013 — Commission File Number 1-4825)
  - (a) Transaction Agreement, dated as of November 3, 2013, among Weyerhaeuser Company, Weyerhaeuser Real Estate Company, TRI Pointe Homes, Inc. and Topaz Acquisition, Inc.
  - (b) (incorporated by reference to Current Report on Form 8-K filed with the Securities and Exchange Commission November 4, 2013 — Commission File Number 1-4825)
- 3 — Articles of Incorporation
  - Articles of Incorporation (incorporated by reference to Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission May 6, 2011 — Commission File Number 1-4825 and Current Report on Form 8-K filed with the Securities and Exchange Commission June 20, 2013 — Commission File Number 1-4825)
  - (a)
  - (b) Bylaws (incorporated by reference to Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission May 6, 2011 — Commission File Number 1-4825)
- 4 — Instruments Defining the Rights of Security Holders, Including Indentures
  - Indenture dated as of April 1, 1986 between Weyerhaeuser Company and The Bank of New York Mellon Trust Company, N.A. (as successor to JPMorgan Chase Bank, formerly known as The Chase Manhattan Bank and Chemical Bank), a national banking association, as Trustee (incorporated by reference from the Registration Statement on Form S 3, Registration No. 333-36753).
  - (a) First Supplemental Indenture dated as of February 15, 1991 between Weyerhaeuser Company and The Bank of New York Mellon Trust Company, N.A. (as successor to JPMorgan Chase Bank, formerly known as The Chase Manhattan Bank and Chemical Bank), a national banking association, as Trustee (incorporated by reference from the Registration Statement on Form S 3, Registration No. 33-52982).
  - (b) Second Supplemental Indenture dated as of February 1, 1993 between Weyerhaeuser Company and The Bank of New York Mellon Trust Company, N.A. (as successor to JPMorgan Chase Bank, formerly known as The Chase Manhattan Bank and Chemical Bank), a national banking association, as Trustee (incorporated by reference from the Registration Statement on Form S 3, Registration No. 33-59974).
  - (c) Third Supplemental Indenture dated as of October 22, 2001 between Weyerhaeuser Company and The Bank of New York Mellon Trust Company, N.A. (as successor to JPMorgan Chase Bank, formerly known as The Chase Manhattan Bank and Chemical Bank), a national banking association, as Trustee (incorporated by reference from the Registration Statement on Form S-3, Registration No. 333-72356).
  - (d) Fourth Supplemental Indenture dated as of March 12, 2002 between Weyerhaeuser Company and The Bank of New York Mellon Trust Company, N.A. (as successor to JPMorgan Chase Bank, formerly known as The Chase Manhattan Bank and Chemical Bank), a national banking association, as Trustee (incorporated by reference from the Registration Statement on Form S-4, Registration No. 333-82376).
  - (e)

- 10 — Material Contracts
- (a) Form of Executive Change of Control Agreement \*
  - (b) Form of Executive Severance Agreement \*  
Weyerhaeuser Company 2013 Long-Term Incentive Plan (incorporated by reference to Form 8-K filed with the Securities and Exchange Commission February 19, 2013 — Commission File Number 1-4825) \*
  - (c) Form of Weyerhaeuser Company 2013 Long-Term Incentive Plan Stock Option Award Terms and Conditions (incorporated by reference to Current Report on Form 8-K filed with the Securities and Exchange Commission April 16, 2013 — Commission File Number 1-4825) \*
  - (d) Form of Weyerhaeuser Company 2013 Long-Term Incentive Plan Performance Share Award Terms and Conditions (incorporated by reference to Current Report on Form 8-K filed with the Securities and Exchange Commission April 16, 2013 — Commission File Number 1-4825) \*
  - (e) Form of Weyerhaeuser Company 2013 Long-Term Incentive Plan Performance Share Award Terms and Conditions (incorporated by reference to Current Report on Form 8-K filed with the Securities and Exchange Commission December 22, 2014 — Commission File Number 1-4825) \*
  - (f) Form of Weyerhaeuser Company 2013 Long Term Incentive Plan Restricted Stock Unit Award Terms and Conditions (incorporated by reference to Current Report on Form 8-K filed with the Securities and Exchange Commission April 16, 2013 — Commission File Number 1-4825) \*
  - (g) Form of Weyerhaeuser Company 2004 Long-Term Incentive Plan Stock Option Award 2013 Terms and Conditions (incorporated by reference to Form 8-K filed with the Securities and Exchange Commission February 11, 2013 — Commission File Number 1-4825) \*
  - (h)

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|         | Form of Weyerhaeuser Company 2004 Long-Term Incentive Plan Performance Share Award 2013   |
| (i)     | Terms and Conditions (incorporated by reference to Form 8-K filed with the Securities and Exchange Commission February 11, 2013 — Commission File Number 1-4825) *  |
|         | Form of Weyerhaeuser Company 2004 Long-Term Incentive Plan Restricted Stock Award 2013  |
| (j)     | Terms and Conditions (incorporated by reference to Form 8-K filed with the Securities and Exchange Commission February 11, 2013 — Commission File Number 1-4825) *  |
|         | Weyerhaeuser Company Annual Incentive Plan for Salaried Employees (Amended and Restated Effective January 1, 2015) (incorporated by reference to Current Report on Form 8-K filed with the Securities and Exchange Commission December 22, 2014 — Commission File Number 1-4825) *  |
| (k)     | Weyerhaeuser Company 2015 Deferred Compensation Plan (incorporated by reference to Form 8-K filed with the Securities and Exchange Commission December 22, 2014 — Commission File Number 1-4825) *  |
| (l)     | Weyerhaeuser Company Salaried Employees Supplemental Retirement Plan (incorporated by reference to 2004 Form 10-K filed with the Securities and Exchange Commission January 27, 2009 — Commission File Number 1-4825) *   |
| (m)     | 2011 Fee Deferral Plan for Directors of Weyerhaeuser Company (Amended and Restated Effective January 1, 2012) (incorporated by reference to Current Report on Form 8-K filed with the Securities and Exchange Commission January 4, 2012 — Commission File Number 1-4825) *   |
| (n)     | Revolving Credit Facility Agreement among Weyerhaeuser Company, Weyerhaeuser Real Estate Company, JP Morgan Chase Bank, N.A. as administrative agent, Citibank, N.A., as syndication agent, CoBank, ACB, PNC Bank, National Association, The Bank of Tokyo-Mitsubishi UFJ, Ltd, and Wells Fargo Bank, N.A., as documentation agents, and the lenders, swing-line banks and initial fronting banks named therein (incorporated by reference to Current Report on Form 8-K filed with the Securities and Exchange Commission September 12, 2013 — Commission File Number 1-4825). |
| (o)     | Credit Agreement among Weyerhaeuser Company, CoBank, ACB as administrative agent, and the lenders party thereto (incorporated by reference to Current Report on Form 8-K filed with the Securities and Exchange Commission September 16, 2013 — Commission File Number 1-4825)  |
| (p)     | Form of Tax Sharing Agreement to be entered into by and among Weyerhaeuser Company, Weyerhaeuser Real Estate Company and TRI Pointe Homes, Inc. (incorporated by reference to Current Report on Form 8-K filed with the Securities and Exchange Commission November 4, 2013 — Commission File Number 1-4825)  |
| (q)     |   |
| 12      | — Statements regarding computation of ratios  |
| 14      | — Code of Business Conduct and Ethics (incorporated by reference to Form 8-K filed with the Securities and Exchange Commission April 20, 2010 — Commission File Number 1-4825)  |
| 21      | — Subsidiaries of the Registrant  |
| 23      | — Consent of Independent Registered Public Accounting Firm  |
| 31      | — Certification pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended  |
| 32      | — Certification pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934, as amended, and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350)   |
| 101.INS | — XBRL Instance Document  |
| 101.SCH | — XBRL Taxonomy Extension Schema Document   |
| 101.CAL | — XBRL Taxonomy Extension Calculation Linkbase Document   |
| 101.DEF | — XBRL Taxonomy Extension Definition Linkbase Document  |
| 101.LAB | — XBRL Taxonomy Extension Label Linkbase Document   |
| 101.PRE | — XBRL Taxonomy Extension Presentation Linkbase Document  |

\* Denotes a management contract or compensatory plan or arrangement.





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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized February 13, 2015.

WEYERHAEUSER COMPANY

/s/ DOYLE R. SIMONS

Doyle R. Simons

President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant in the capacities indicated February 13, 2015.

/s/ DOYLE R. SIMONS

Doyle R. Simons

Principal Executive Officer  
and Director

/s/ WAYNE W. MURDY

Wayne W. Murdy

Director

/s/ PATRICIA M. BEDIENT

Patricia M. Bedient

Principal Financial Officer

/s/ NICOLE W. PIASECKI

Nicole W. Piasecki

Director

/s/ JEANNE M. HILLMAN

Jeanne M. Hillman

Principal Accounting Officer

/s/ RICHARD H. SINKFIELD

Richard H. Sinkfield

Director

/s/ DAVID P. BOZEMAN

David P. Bozeman

Director

/s/ D. MICHAEL STEUERT

D. Michael Steuert

Director

/s/ DEBRA A. CAFARO

Debra A. Cafaro

Director

/s/ KIM WILLIAMS

Kim Williams

Director

/s/ MARK A. EMMERT

Mark A. Emmert

Director

/s/ CHARLES R. WILLIAMSON

Charles R. Williamson

Chairman of the Board and Director

/s/ JOHN I. KIECKHEFER

John I. Kieckhefer

Director