

401(k) PLAN

Eligible U.S. Participants



401(k) Plan Changes due to CARES Act

Applies to U.S. Employees

This summary of material modifications notifies you about changes to your Weyerhaeuser employee benefit plans in accordance with the Employee Retirement Income Security Act of 1974, as amended, (ERISA). This SMM and other applicable SMMs become part of your summary plan descriptions; together they provide a complete description of provisions of your benefit plans. Please read this SMM carefully and keep it with your benefits information for future reference. The effective date of each change is noted in the description.

COVID Withdrawal – Effective January 1, 2020

The Coronavirus Aid, Relief, and Economic Security (CARES) Act was enacted into law on March 27, 2020. The CARES Act permits Weyerhaeuser to allow qualified COVID-19 coronavirus related withdrawals from the 401(k) Plan.

You may take a COVID-19 coronavirus related withdrawal (COVID withdrawal) provided you meet one of the following conditions:

- A person diagnosed with COVID-19 using a test approved by the Centers of Disease Control (CDC),
- A person whose spouse or dependent is diagnosed with COVID-19 using a test approved by the CDC, or
- A person who experiences adverse financial consequences as a result of:
 1. Being quarantined.
 2. Being furloughed, laid off, having work hours reduced as a result of COVID-19.
 3. Being unable to work due to lack of childcare due to COVID-19.
 4. Closing or reducing hours of business owned or operated by the individual due to COVID-19.
 5. Other factors as determined by the Secretary of Treasury

The COVID withdrawals are different from regular 401(k) Plan in-service or hardship withdrawals. Under the CARES Act, the following rules apply to COVID withdrawals:

- Withdrawals allowed up to \$100,000 of your fully vested 401(k) account balance
- The 10% early withdrawal penalty is waived
- Elect to pay the federal income tax due on the COVID withdrawal over three (3) calendar years or repay the COVID withdrawal within a 3-year period.
- Unless you elect otherwise, there will be a 10% automatic tax withholding.

COVID withdrawals are available from Jan. 1, 2020 through Dec. 31, 2020. If you already took a regular plan withdrawal after January 1, 2020 but that withdrawal qualified as a COVID withdrawal when you took the distribution, you will be able to take advantage of the CARES Act relief when you file your 2020 tax return.

Effective April 20, 2020, Vanguard will be ready to process COVID withdrawals by phone only.

Other CARES Act Relief Available

Required minimum distributions (RMDs) which would normally be required in 2020 are suspended to help retirement accounts try to recover from stock market losses. Also, existing loan repayments for affected

participants may be delayed for one year (applies to former Plum Creek plan members with current loans only). These changes will be in effect through calendar year 2020.

For More Information

Plan participants interested in taking advantage of any of these rule changes can contact Vanguard Participant Services at **800-523-1188**. Associates are available to take calls Monday through Friday from 8:30 a.m. to 9 p.m., Eastern time. Remember, though, that wait times may be longer because of high call volumes.

This document is only a summary and does not provide a complete description of the available benefits. Weyerhaeuser continues to reserve the right to amend, modify, suspend, or terminate any benefits in whole or in part, at any time and for any reason. Any amendments, modifications, suspensions, or termination of benefits for individuals covered by a collective bargaining agreement will be made in conjunction with the collective bargaining process. Nothing in this document creates a guarantee of current or future benefits or financial contributions/subsidies. Refer to your summary plan description or official plan document for a complete description of plan benefits.

Summary of 2019 401(k) Plan Changes

Applies to terminated U.S. Employees

This summary of material modifications notifies you about changes to your Weyerhaeuser employee benefit plans in accordance with the Employee Retirement Income Security Act of 1974, as amended, (ERISA). This SMM and other applicable SMMs become part of your summary plan descriptions; together they provide a complete description of provisions of your benefit plans. Please read this SMM carefully and keep it with your benefits information for future reference. The effective date of each change is noted in the description.

Rollover Contributions Permitted for Terminated Employees – Effective November 1, 2018

Effective November 1, 2018, if you terminate employment with Weyerhaeuser, but choose to leave your funds in the Plan, you will remain eligible to roll funds from tax-qualified retirement plans into the Weyerhaeuser Plan. You must have an account balance in the Weyerhaeuser 401(k) Plan in order to roll funds into the Plan.

Claims Review and Appeals Procedures – Effective January 1, 2019

Effective January 1, 2019, the Claims Review and Appeals Process has been updated as follows:

CLAIMS REVIEW AND APPEALS PROCEDURE:

- The 401(k) Plan uses the following procedures when making decisions on claims and appeals. The procedures also include rules that you must follow to properly report a claim and appeal the denial of a claim under the Plan. Any reduction, denial, or termination of benefits will be treated as a claim denial and will be subject to the rules in the claim and appeals procedures. If you are denied eligibility to participate in the Plan, you can appeal that decision using the procedures. You may not sue in court for Plan benefits until you complete all the claim and appeal procedures.
- Claims and appeals for eligibility and participation in the Plan are administered by the Weyerhaeuser Company Employee Benefits Appeals Committee (the "Appeals Committee"). Claims and appeals for payment of benefits under the Plan are administered by Vanguard and the Appeals Committee.
- The procedures set forth below are effective for claims filed on and after January 1, 2019, and will be interpreted in accordance with the applicable provisions of 29 C.F.R. 2560.503-1, including with respect to a plan providing disability benefits.

FILING A CLAIM:

If you believe there is an error in your account or in a distribution of your 401(k) Plan benefits, that you are entitled to a different 401(k) Plan benefit, disagree with any determination that has been made reflecting your 401(k) Plan benefit, or have a complaint about the 401(k) Plan, you (or your authorized representative) may submit a claim in writing for review by Vanguard. Your written claim must be filed within 60 days after you first receive the information on which the claim is based. Your claim should explain, as best you can, what you want and why you believe you are entitled to it, and it should include copies of any relevant documents. Formal claim submissions should be sent to:

The Vanguard Group
P.O. Box 1101
Valley Forge, PA 19482

You will be notified in writing within 90 days (45 days in the case of a claim related to the participant's total and permanent disability (a "Disability Claim")) after the claim is received. Some claims may require an additional 90 days (30 days in the case of a Disability Claim) to review because of special circumstances (or matters beyond the

control of the Plan in the case of a Disability Claim). In the case of a Disability Claim, the review period may be extended for a second 30-day period due to matters beyond the control of the Plan. You will be notified prior to the expiration of the applicable review period if additional time is required to review your claim. Any extension notice will indicate the special circumstances or matters requiring the extension and the date by which Vanguard expects to render its decision. In the case of a Disability Claim, the extension notice will also explain the standards on which entitlement to a benefit is based, the unresolved issues that prevent a decision on the claim, and the additional information needed to resolve those issues. You will be afforded at least 45 days within which to provide the specified information. If Vanguard fails to respond to the claim in a timely manner, you may treat the claim as having been denied.

If your claim is denied, the written notice sent to you will include:

- The specific reason for the denial of your claim.
- Specific reference to the appropriate 401(k) Plan provisions on which the denial is based.
- A description of additional material or information necessary for you to substantiate the claim and an explanation about why such material or information is necessary.
- A description of the appeal procedure (as set under "Claims Appeal Process" below), including a statement of your right to bring a civil action under Section 502(a) of ERISA following a denial on appeal.

In the case of a Disability Claim, the written notice will also include:

- A discussion of the decision, including an explanation of the basis for disagreeing with (1) the views presented by you to the Plan of health care professionals treating the participant and vocational professionals who evaluated the participant, (2) the views of medical or vocational experts whose advice was obtained on behalf of the Plan in connection with the denial, and (3) the participant's disability determination presented by you to the Plan made by the Social Security Administration.
- If the denial is based on a medical necessity or experimental treatment or similar exclusion or limit, either an explanation of the scientific or clinical judgment for the determination, applying the terms of the Plan to the participant's medical circumstances, or a statement that such explanation will be provided free of charge upon request.
- Either the specific internal rules, guidelines, protocols, standards or other similar criteria of the Plan relied upon in making the denial or, alternatively, a statement that such rules, guidelines, protocols, standards or other similar criteria of the Plan do not exist.
- A statement that you will be provided, upon request and free of charge, reasonable access to, and copies of, all documents, records, and other information relevant to your claim.

CLAIMS APPEAL PROCESS:

Within 60 days (180 days in the case of a Disability Claim) after receiving a denial of your claims from Vanguard, you or your representative has a right to review the 401(k) Plan documents and appeal the decision by submitting a written appeal to the Appeals Committee. To do this, you must:

- State in writing why you believe your request should not have been denied or why the payment should be different, including reference to the specific 401(k) Plan provisions that support your claim.
- Submit written comments, documents, records, and other information necessary to support your appeal.
- Send the appeal and copies of any supporting documentation to:

Weyerhaeuser Employee Benefits Appeals Committee Chairperson
220 Occidental Ave S.
Seattle, WA 98104

Your appeal will be decided based on information you provide in your submission to the Appeals Committee, so you should ensure that your submission is complete. You may request copies of (or reasonable access to) all pertinent 401(k) Plan documents and other information relevant to your claim for benefits free of charge.

The Appeals Committee will:

- Review your appeal and supporting documentation.

- Notify you of its decision, normally within 60 days (45 days in the case of a Disability Claim) after receiving your appeal. If special circumstances warrant an extension, you will be notified of this in writing prior to the expiration of the review period, and the decision will be made not later than 120 days (90 days in the case of a Disability Claim) after your appeal is received. If you do not receive a decision within the specified time, you should assume that your claim or appeal was denied on the date the specified time expired.

In deciding an appeal of a Disability Claim that is based on a medical judgment, the Appeals Committee will consult with a health care professional who was neither consulted by Vanguard with respect to the Disability Claim nor a subordinate of such health care professional and provide for the identification of the medical or vocational experts whose advice was obtained on behalf of the Plan in connection with Vanguard's determination. Before the Appeals Committee can issue a denial on appeal of a Disability Claim, the Appeals Committee will provide you, free of charge, with any new or additional evidence considered, relied upon, or generated by the Appeals Committee in connection with the Disability Claim or any new or additional rationale on which a denial on appeal will be based. Such evidence or rationale will be provided to you sufficiently in advance of the date on which the notice of denial on appeal of a Disability Claim is required to be provided to give you a reasonable opportunity to respond.

If your claim for benefits is denied, the Appeals Committee will give you in writing:

- The specific reason for the denial of your claim.
- Specific reference to the appropriate 401(k) Plan provisions on which the denial is based.
- A statement that you will be provided, upon request and free of charge, reasonable access to, and copies of, all documents, records, and other information relevant to your claim.
- A statement of your right to bring a civil action under Section 502(a) of ERISA following an adverse decision denial on your appeal.

In the case of a denial related to a Disability Claim on appeal, the written notice will also include:

- The applicable contractual limitations period that applies to your right to bring a civil action under Section 502(a) of ERISA (including the calendar date on which the contractual limitations period expires).
- A discussion of the decision, including an explanation of the basis for disagreeing with (1) the views presented by you to the Plan of health care professionals treating the participant and vocational professionals who evaluated the participant, (2) the views of medical or vocational experts whose advice was obtained on behalf of the Plan in connection with the denial, and (3) the participant's disability determination presented by you to the Plan made by the Social Security Administration.
- If the denial is based on a medical necessity or experimental treatment or similar exclusion or limit, either an explanation of the scientific or clinical judgment for the determination, applying the terms of the Plan to the participant's medical circumstances, or a statement that such explanation will be provided free of charge upon request.
- Either the specific internal rules, guidelines, protocols, standards or other similar criteria of the Plan relied upon in making the adverse determination or, alternatively, a statement that such rules, guidelines, protocols, standards or other similar criteria of the Plan do not exist.

The Appeals Committee has the absolute power to construe disputed or doubtful 401(k) Plan terms, resolve all claims, and make all decisions about eligibility and/or benefits coverage. Any decision by the Appeals Committee will be final and binding on Weyerhaeuser, any fiduciary, employee, participant, dependent, or other beneficiary. Unless the decision is arbitrary and capricious, it must be upheld by a court of law.

LEGAL ACTION TIME LIMIT:

You may not take legal action against the Plan with respect to a denial unless you exhaust the above procedures and file action by the earliest of the following dates:

- One year following the date on which eligibility for benefits are denied or you should have reasonably known that eligibility or benefits are denied.
- One year following the date of the Appeals Committee's final determination.

- One year following the date the appeal is deemed denied due to the expiration of the applicable review period.

Where to get more information

If you have questions, please call the Employee Service Center at 800-833-0030. Representatives are available Monday through Friday from 6 a.m. to 3:00 p.m., Pacific time.

Your benefit booklets (also known as summary plan descriptions) are available by request. You may contact the Weyerhaeuser Employee Service Center to request a copy of your booklet.

This document is only a summary and does not provide a complete description of the available benefits. Weyerhaeuser continues to reserve the right to amend, modify, suspend, or terminate any benefits in whole or in part, at any time and for any reason. Any amendments, modifications, suspensions, or termination of benefits for individuals covered by a collective bargaining agreement will be made in conjunction with the collective bargaining process. Nothing in this document creates a guarantee of current or future benefits or financial contributions/subsidies. Refer to your summary plan description or official plan document for a complete description of plan benefits.

CONTENTS	PAGE
About This Summary Plan Description	2
Updates	2
Need Help Planning Your Financial Future?	3
Participation	4
How to Contact Vanguard.....	4
Contributions	5
Your Contributions	5
Rollover Contributions	5
Vesting	6
Automatic Vesting of Company Contributions.....	6
Special Vesting Rules	7
Investing Your Account	8
Investment Options.....	8
Investment Earnings (and Losses)	14
Managing Your Account	15
Track Your Account	15
Diversification	16
Receiving A Distribution After You Leave The Company	17
If You Left the Company After Age 65.....	17
If You Die	17
Taxes.....	18
How Vesting Works If You Are Rehired	20
Rules and Regulations	21
Your Rights Under ERISA	21
Your Investment Decisions.....	22
Qualified Domestic Relations Orders (QDROs)	23
Loss or Denial of Benefits	23
Plan Termination	28
Administrative Information	29
Contacts	32
Glossary	33

ABOUT THIS SUMMARY PLAN DESCRIPTION

This summary plan description (SPD) provides a concise description of the Weyerhaeuser 401(k) Plan (“401(k) Plan” or the “Plan”) available to you effective January 1, 2018. This SPD contains detailed and important information about the 401(k) Plan. Every attempt has been made to communicate this information clearly and in easily understandable terms. Certain terms used to describe the 401(k) Plan are defined in the “Glossary.”

If there is any conflict between the information in this SPD and the legal Plan document, the legal Plan document will govern. Weyerhaeuser Company (“Weyerhaeuser” or the “Company”) or its applicable delegate has sole and absolute discretion and authority to interpret the terms of Weyerhaeuser employee benefit plans, resolve any ambiguities and inconsistencies in the 401(k) Plan, and make all decisions about eligibility for and entitlement to benefits.

Weyerhaeuser is the 401(k) Plan sponsor. Weyerhaeuser contracts with The Vanguard Group (“Vanguard”) to serve as recordkeeper, trustee, and investment fund manager for the 401(k) Plan. For more information about the 401(k) Plan and your account, call Vanguard at 800.523.1188 or go to the Vanguard website at www.vanguard.com. To use the website, you must register online for a password.

Weyerhaeuser intends to continue the 401(k) Plan described in this SPD indefinitely. It does, however, reserve the right to amend, modify, suspend, or terminate the 401(k) Plan, in whole or in part, at any time and for any reason. However, the 401(k) Plan cannot be changed in a way that would reduce benefits you have accrued before any change.

Esta Descripción de Resumen del Plan describe los beneficios bajo el plan y sus derechos, en el idioma inglés. Si tiene dificultades para entender alguna parte de esta Descripción de Resumen del Plan, por favor llame al Centro de Servicio para Empleados de Weyerhaeuser (Weyerhaeuser Employee Service Center) al 800-833-0030 y solicite hablar con un traductor. Los representantes se encuentran ahora disponibles de lunes a viernes, de 6:00 a.m. a 3:00 p.m., hora del Pacífico.

Securities and Exchange Commission (SEC) notice

This SPD constitutes part of a prospectus covering securities that have been registered under the Securities Act of 1933, as amended.

Updates

If Weyerhaeuser changes the 401(k) Plan, you will receive a summary of material modifications (SMM) document that describes the changes. SMMs and the Plan changes they describe become part of this SPD and, as such, should be kept with this SPD.

Need Help Planning Your Financial Future?

Weyerhaeuser and Vanguard understand that choosing investments for the money you save can be a challenge. That's why Weyerhaeuser offers you access to Vanguard advice services through the 401(k) Plan. Contact Vanguard for more information.

Vanguard Financial Planning Services. This service offers you the opportunity to get expert advice from an investment advisor representative. Whether you need a simple fund recommendation or complete financial plan, Vanguard Financial Planning Services provides advice appropriate to your individual situation. Services are available to participants age 45 and older at no charge (fees are charged if you are not yet age 45).

Personal Online Advisor. This web-based application is free of charge and is designed to help you estimate how much money you will need for retirement and what your retirement income will be based on your Plan benefit, 401(k) Plan savings, and other investments.

Vanguard Managed Account Program. This web-based application provides ongoing professional management for your 401(k) Plan investments. The service will select funds, invest money, and periodically make changes to your 401(k) Plan asset mix. The service will consider your benefit under this Plan and other investments when developing a personalized 401(k) Plan investment strategy. It provides professional, personalized, objective investment management and periodic progress reports from Financial Engines for a fee that will not exceed 0.40% of your balance.

PARTICIPATION

You are a participant if you have a balance in the Weyerhaeuser 401(k) Plan. You also may be a participant if you have a balance in the Plan as a result of a divorce decree, property settlement, or child-support order. This is called a Qualified Domestic Relations Order or QDRO. More information about QDROs is described in this booklet. You are no longer a participant in this 401(k) Plan if you were not a participant on record when your employment ended or were a participant when your employment ended but have subsequently taken a 401(k) Plan distribution.

How to Contact Vanguard

You may contact Vanguard at 800.523.1188 or go to the Vanguard website at www.vanguard.com. To use the website, you must register online for a password. Vanguard Participant Services associates are available to talk with you from 5:30 a.m. to 6:00 p.m., Pacific time (8:30 a.m. to 9:00 p.m., Eastern time), Monday through Friday.

CHOOSING A BENEFICIARY

Important
Designate a primary and secondary beneficiary for your 401(k) Plan account and keep that designation current at all times. Your quarterly statement from Vanguard shows the names of your beneficiaries.

You may choose any beneficiary that you want. However, if you are married and want to name someone other than your legal spouse as a beneficiary, federal law requires that your spouse provide written consent in the presence of a notary public.

If you properly designate someone other than your legal spouse and you die, your vested 401(k) Plan account will be paid to the person or persons you designated. If you have not named a beneficiary and are married when you die, your vested 401(k) Plan account will be paid to your spouse. If you have not named a beneficiary and are not married when you die (or if your spouse does not survive you), your vested 401(k) Plan account will be paid to your estate.

If your beneficiary is your spouse and you get divorced, your beneficiary election will be revoked once confirmation of the divorce is provided to Vanguard. Any requests for a Qualified Domestic Relations Order will be considered notification of a divorce and will result in a revoked beneficiary election of your spouse unless you specifically notify Vanguard that you intend to keep your ex-spouse as your beneficiary.

To designate a beneficiary, call Vanguard or access your account at www.vanguard.com.

CONTRIBUTIONS

Your Contributions

Because you are no longer employed by the Company, you may not make new contributions to your 401(k) Plan account. The pre-tax contributions you made while you were employed continue to remain tax-deferred. In certain situations, you may have made after-tax or ROTH contributions in the 401(k) Plan.

Rollover Contributions

You may roll over an eligible distribution from another qualified plan or a conduit individual retirement account (IRA) to the 401(k) Plan if you have a current account balance. (A conduit IRA holds only a distribution from a qualified retirement plan.) You may roll over your distribution either as a direct rollover or as an indirect rollover within 60 days after you receive the distribution.

VESTING

To be vested means you have earned the right to some or all of the company matching funds in your 401(k) Plan account. Generally, your vesting service began on your hire date and ended when your employment with Weyerhaeuser ended.

You earned a year of vesting service for each 12-month period you worked as an employee of Weyerhaeuser or most U.S. or Canadian subsidiaries. Service earned with another employer acquired by Weyerhaeuser may also have counted toward your years of vesting service. If you became a Weyerhaeuser employee as a result of an acquisition, you were provided with a summary of special vesting privileges applicable to you.

Although you are always 100% vested in any pre-tax, ROTH and rollover contributions you made to the 401(k) Plan (plus investment earnings on those amounts), vesting for Company contributions generally depends on how long you worked for Weyerhaeuser.

If your Company employment ended before you were 100% vested, you forfeited some or all of any Company contributions made to your 401(k) Plan account. This forfeiture will occur on the earliest of the date you receive a distribution from the 401(k) Plan or five years after your employment ended. All forfeitures under the 401(k) Plan will be held in a special account and used to reduce Company contributions in succeeding years. The following chart outlines the years of vesting service and the percentage of Company contribution amounts vested at each vesting service level. Contact Vanguard if you have any questions about your vesting service under the Plan.

Years of vesting service	Percentage of Company contributions you are entitled to receive*
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

* All dividends paid to the Weyerhaeuser Company Stock Fund after January 1, 2002, are 100% vested.

Automatic Vesting of Company Contributions

You became 100% vested in Company contributions, regardless of your years of vesting service, if any of the following special events occurred:

- You reached age 65 while employed by Weyerhaeuser.
- You qualified for early retirement or normal retirement under the terms of the Weyerhaeuser Pension Plan.
- You became totally and permanently disabled while employed by the Company.

- You ended employment with Weyerhaeuser due to involuntary termination other than for a violation of the Company Employee Conduct Policy.
- Weyerhaeuser terminates the 401(k) Plan.

Special Vesting Rules

In the following situations you may be 100% vested regardless of your years of vesting service under the 401(k) Plan:

- **Company matching contributions.** If you were a U.S. Weyerhaeuser employee on January 1, 2002, you are 100% vested in any Company matching contributions until your employment ended. If you became a U.S. Weyerhaeuser employee after January 1, 2002, you vested in Company matching contributions based on your years of vesting service through your last date of employment.
- **Performance Share contributions.** You are 100% vested in Performance Share contributions under the 401(k) Plan if, on December 31, 2005, one of the following applied:
 - You were eligible for contributions under the former Weyerhaeuser Company Performance Share Plan (PSP).
 - You were a former employee with a balance in the PSP.

If you became eligible for PSP on or after January 1, 2006 (or the 401(k) Plan on or after July 6, 2006), you became vested in Performance Share contributions based on your years of vesting service.

INVESTING YOUR ACCOUNT

Important

Before you make changes to your investment elections, be aware that all investments involve a degree of risk. The value of an investment can go up or down. There is no assurance that a fund will reach its stated objective, and past performance is not a guarantee of future results. None of these funds are insured or guaranteed by the government or any other entity, including Weyerhaeuser.

The investment options have different objectives, strategies, levels of risk, and historical returns. In addition, all the funds have investment management fees that are deducted from the investment earnings of the fund. A quarterly fee for recordkeeping fees associated with administering the 401(k) Plan is deducted from your account. (See the Plan Fees section for more information). Weyerhaeuser reserves the option to have the trust or participants pay Plan fees.

Investment Options

Important

The following descriptions are for informational purposes only and are not a solicitation or prospectus. You should read other sections of this SPD for special rules and information about certain investment funds available under the 401(k) Plan. You may obtain fund fact sheets for each investment option by calling Vanguard at 800-523-1188. These fact sheets provide general descriptions of the funds and fees or expenses associated with each fund. You should obtain and carefully read a copy of the fund prospectus before deciding to invest. Vanguard will automatically send you copies of the prospectuses for the 401(k) Plan funds in which you invest. You may also go to www.vanguard.com or call Vanguard for a prospectus and/or other fund information.

You have several investment options from which to invest your 401(k) assets.

CORE FUNDS

Core funds are individual fund offerings from which you can select your investment portfolio.

The core investment funds under the 401(k) Plan allow you to select one or more individual funds in which to invest. This chart outlines available funds and gives a general description of each as of January 1, 2018. Because the holdings within each fund and indexes are subject to change, you are encouraged to contact Vanguard by phone or online for the latest fund information.

Option (ticker symbol)	Investment type	Objective	Potential degree of market risk
Vanguard® Federal Money Market Fund (VMFXX)	Money market fund	Invests primarily in U.S. Treasury obligations and other financial instruments guaranteed by the U.S. government, its agencies, or instrumentalities.	Low
Weyerhaeuser Stable Value Fund (n/a)	Fixed interest rate contracts	Managed for Weyerhaeuser by Invesco; invests in investment contracts issued and backed by financial institutions. It also invests in “alternative” investment contracts backed by high-quality bonds and bond funds owned by the Weyerhaeuser Stable Value Fund.	Low
Vanguard® Total Bond Market Index Institutional Plus Shares (VBMPX)	Bond fund	Attempts to track the performance of the Barclays Capital U.S. Aggregate Float Adjusted Bond Index. The index measures a wide spectrum of public, investment-grade, taxable, fixed income securities in the United States-including government, corporate, and international dollar-denominated bonds, as well as mortgage-backed and asset-backed securities, all with maturities of more than 1 year.	Low to moderate
Vanguard® Wellesley® Income Fund Admiral Shares (VWIAX)	Balanced fund (bond income and stock income and growth)	Assets are divided between bonds and common stocks, with 60% to 65% of its assets in investment-grade corporate, U.S. Treasury, and government agency bonds, as well as mortgage-backed securities and the remainder in companies that have a history of above-average dividends or expectations of increasing dividends.	Moderate
Vanguard® Institutional 500 Index Trust	Growth and income fund (large company stocks)	Holds all 500 stocks that make up the Standard & Poor's 500 Index in proportion to their weighting in the index. The fund attempts to match the performance of the 500 Index, a widely recognized benchmark of U.S. stock market performance, by investing all, or substantially all, of its assets in stocks that make up the index. ¹	Moderate to high

Option (ticker symbol)	Investment type	Objective	Potential degree of market risk
Vanguard® Institutional Extended Market Index Trust (V)	Growth fund (medium and small company stocks)	Attempts to match the performance of the Standard & Poor's Completion Index, an unmanaged, broadly diversified index mostly made up of small and mid-size capitalization companies.	High
Vanguard® Total International Stock Index Fund Institutional Plus Shares (VTPSX)	International growth fund (European, Pacific, and emerging markets stocks)	The fund seeks to track the performance of the MSCI EAFE + Emerging Markets Index, which is a weighted blend of the stocks in the MSCI Europe Index, MSCI Pacific Index, and the MSCI Emerging Markets Index. The fund holds a broadly diversified collection of securities that, in the aggregate, approximates the full index in terms of key characteristics. These key characteristics include industry weightings, country weightings, and market capitalization, as well as certain financial measures, such as price/earnings ratio and dividend yield.	High

* Standard & Poor's®, S&P®, S&P 500®, Standard & Poor's 500 and 500 are trademarks of The McGraw-Hill Companies, Inc., and have been licensed for use by The Vanguard Group, Inc. Vanguard investment funds are not sponsored, endorsed, sold, or promoted by Standard & Poor's, and Standard & Poor's makes no representation about the advisability of investing in the funds.

TARGET RETIREMENT TRUST

These Target Retirement Trust options are keyed to your estimated retirement date and provide a built-in investment plan over time; more aggressive investing during your younger years, gradually moving to a more conservative investment strategy as you approach age 65.

They allow you to select a single investment strategy for your accounts based on your projected retirement date and invest in a combination of U.S. stocks, international stocks, bonds, and cash, all allocated according to a comprehensive asset allocation strategy based on a targeted retirement date.

Each Target Retirement Trust option matches the time horizon to retirement and automatically rebalances each year to a more conservative strategy by decreasing your stock allocation and increasing your bond allocation as your target retirement date gets closer. For example, if you invest in the 2050 Trust, your investment strategy will become more conservative as the year 2050 approaches.

Option	Approximate allocation	For those planning to retire	Risk level
Vanguard® Target Retirement Income Trust I	30% stocks, 70% bonds,	In the immediate future	Conservative to Moderate
Vanguard® Target Retirement 2015 Trust I	47% stocks, 53% bonds	Near 2015	Moderate
Vanguard® Target Retirement 2020 Trust I	58% stocks, 42% bonds	Near 2020	Moderate
Vanguard® Target Retirement 2025 Trust I	66% stocks, 34% bonds	Near 2025	Moderate
Vanguard® Target Retirement 2030 Trust I	73% stocks, 27% bonds	Near 2030	Moderate to aggressive
Vanguard® Target Retirement 2035 Trust I	80% stocks, 20% bonds	Near 2035	Moderate to aggressive
Vanguard® Target Retirement 2040 Trust I	88% stocks, 12% bonds	Near 2040	Moderate to aggressive
Vanguard® Target Retirement 2045 Trust I	90% stocks, 10% bonds	Near 2045	Moderate to aggressive
Vanguard® Target Retirement 2050 Trust I	90% stocks, 10% bonds	Near 2050	Moderate to aggressive
Vanguard® Target Retirement 2055 Trust I	90% stocks, 10% bonds	Near 2055	Moderate to aggressive
Vanguard® Target Retirement 2060 Trust I	90% stocks, 10% bonds	Near 2060	Moderate to aggressive
Vanguard® Target Retirement 2065 Trust I	90% stocks, 10% bonds	Near 2060	Moderate to aggressive

ABOUT THE WEYERHAEUSER COMPANY STOCK FUND

Important
Investing a large percentage of your account in the Weyerhaeuser Company Stock Fund does not represent a balanced approach to retirement investing. Its performance may be highly volatile and may be subject to loss of principal. To invest in this fund, you should be willing to accept the higher risk of a non-diversified investment.

The goal of the Weyerhaeuser Company Stock Fund is to realize the approximate performance of the stock of one company: Weyerhaeuser Company.

Option (ticker symbol)	Investment type	Objective	Potential degree of market risk
Weyerhaeuser Company Stock Fund (WY)	Weyerhaeuser Company stock fund	Attempts to approximate performance of the stock of one company: Weyerhaeuser. This fund will rise or fall depending on the performance of Weyerhaeuser as well as industry and national economic trends affecting its businesses.	High

This fund rises or falls depending on the performance of Weyerhaeuser as well as industry and national economic trends affecting Weyerhaeuser’s businesses. Because this fund is unitized and holds a small amount of cash to facilitate participant transactions, investment performance of this fund will not be exactly equal to the performance of actual shares of Weyerhaeuser Common Stock.

For recordkeeping purposes, the Weyerhaeuser Company Stock Fund is divided into fund units. Each “unit” allocated to your account represents a portion of your ownership in the fund. Your quarterly statement will show the approximate number of whole shares of Company stock these units represent. The fact that Weyerhaeuser offers the Weyerhaeuser Company Stock Fund should not be viewed as a recommendation to invest in the Weyerhaeuser Company Stock Fund. Your choice of investments should be driven by factors such as your personal financial goals, your ability to tolerate risk, and the time horizon during which you have to invest.

Independent Fiduciary

The Weyerhaeuser Company Administrative Committee has appointed Newport Trust Company (“NTC”) to serve as independent fiduciary for the Weyerhaeuser Company Stock Fund, in order to provide oversight from an independent third party.

In its role, NTC will assess the prudence of the fund on an ongoing basis and take action only if and to the extent it deems appropriate. They will have sole authority to impose changes to the Weyerhaeuser Stock Fund in the best interest of all 401(k) participants. For example, they may limit or restrict future investments in the fund, or even liquidate the fund.

Weyerhaeuser Company Stock Fund Prospectus

This SPD incorporates by reference the prospectus for the Weyerhaeuser Company Stock Fund, which is invested primarily in shares of Weyerhaeuser Company Common Stock. A copy of the latest prospectus is available from Vanguard.

Weyerhaeuser is subject to the informational requirements of the Securities Exchange Act of 1934, as amended, and files reports, proxy statements, and other information with the Securities and Exchange Commission (SEC). The Company information filed with the SEC can be viewed electronically through the Electronic Data Gathering of the

SEC, Analysis and Retrieval (EDGAR) system, available at www.sec.gov. The website includes various reports and other information, including electronic filings with the SEC on Forms 10-K, 10-Q, and 8-K. You also may read and copy any document filed at the public reference room of the SEC in Washington, D.C. Call the SEC at 800-SEC-0330 for further information on its public reference room. (You may also read and print these documents by visiting www.investor.weyerhaeuser.com.)

Weyerhaeuser's common stock also is listed on the New York Stock Exchange under the ticker symbol "WY."

Note

Weyerhaeuser has filed registration statements with the SEC (Registration nos. 333-182224-333-182810) on Form S-8 under the Securities Act of 1933, as amended, with respect to the shares of common stock within the Weyerhaeuser Company Stock Fund. This prospectus does not contain all the information set forth in the registration statement, some of which has been omitted in accordance with SEC rules and regulations.

In this prospectus, the SEC allows the Company to incorporate by reference information it files. This means the Company can disclose important information by referring you to another document that has been filed separately. Statements contained in this prospectus or in any document incorporated by reference are not necessarily complete. See the reports, proxy statements, and other information filed with the SEC for details. Information incorporated by reference is deemed to be a part of this prospectus.

Receiving Cash Dividends

A cash dividend is a cash payment to the shareholders of a corporation, distributed from current earnings or accumulated profits. Generally, dividends are paid on a quarterly basis.

Dividends on shares of Weyerhaeuser Company common stock held inside the Weyerhaeuser Company Stock Fund are paid if declared by Weyerhaeuser's Board of Directors.

You have the choice of receiving dividends from the Weyerhaeuser Company Stock Fund in cash or having those dividends automatically reinvested in the fund. If you take your dividends in cash, they are taxed at ordinary tax rates. These dividends are not qualified dividends eligible for a lower tax rate. For more information, or to elect to receive cash dividends, contact Vanguard. If Vanguard does not receive a dividend election from you, your dividends will be automatically reinvested in your account.

Any time during the year, you may notify Vanguard if you wish to change your dividend election (whether the change is to begin receiving cash payments or to have the dividends reinvested in your account). Your notification must be received five days before the dividend payment date for your election to take effect on the next quarterly dividend payment. If you take a withdrawal or distribution from your account that

includes money from the Company Stock Fund within 14 days of a dividend payment date, the dividend will be paid in cash. You must contact Vanguard after the dividend payment date if you want to change your dividend election. In the case of a QDRO, the plan is required to automatically reinvest all dividends.

Special Rights Under the Weyerhaeuser Company Stock Fund

Important

Regardless of your vesting percentage, if any portion of your 401(k) Plan account is invested in the Weyerhaeuser Company Stock Fund, you may have special voting rights with respect to shares of Company stock held by the 401(k) Plan trustee. Periodically you will receive information about these voting rights and any other rights you may have based on investments in the Weyerhaeuser Company Stock Fund.

If you do not direct the trustee about how to vote in a certain matter, the trustee will vote on your behalf based on how other 401(k) Plan participants responded. For example, if 80% of the participants voted “yes,” then 80% of your equivalent units are voted “yes.”

In the case of a tender offer (or similar offer) that is extended to 401(k) Plan participants, shares of Weyerhaeuser stock associated with your investment in the Weyerhaeuser Company Stock Fund will not be tendered unless you provide explicit direction to do so. Information about your voting direction is kept confidential from the Company and all other persons, except to the extent that disclosure is required or unavoidable for compliance reasons.

Investment Earnings (and Losses)

Dividends, capital gains, and other investment earnings on your investments are automatically reinvested in the respective investment funds. Likewise, investment losses are applied to the respective investment funds. The only exception is the election of cash dividends from the Weyerhaeuser Company Stock Fund.

Plan Fees

Plan fees for recordkeeping are charged separately from the Plan’s investment funds expense ratio. Each quarter, you will see a flat recordkeeping fee charged to your account in the amount of \$8.25.

MANAGING YOUR ACCOUNT

As the amount in your 401(k) Plan account or your financial situation changes, the 401(k) Plan allows you to change your account in the following ways. You can make any of these changes by calling Vanguard or accessing your account at www.vanguard.com. Vanguard will send you a written confirmation of the changes you make.

Important

You must initiate your transaction before 1 p.m. Pacific time (4 p.m., Eastern time) on a day the stock market is open for business to receive the closing share price for that trading day. The only exception is when an extraordinary level of participant transaction activity in the Weyerhaeuser Company Stock Fund causes a significant trading impact. In this event, the share price received may vary from the closing price for that trading day.

You may request a change to the way your current balance is invested at any time. This type of investment change is referred to as a “fund transfer;” it allows you to move money that has already been invested in the 401(k) Plan from one fund to another in whole percentages or dollar amounts. This investment change does not change how your future contributions are invested. You may request a fund transfer through www.vanguard.com or by calling Vanguard.

Fund transfer restrictions

Fund transfers between certain 401(k) Plan investment funds are subject to specific restrictions. You may not:

- Transfer funds out of the Stable Value Fund directly to either the Company Stock Fund or the Federal Money Market Fund. You are allowed to transfer funds out of the Stable Value Fund directly to any other investment funds offered in the Plan. However, after a transfer out of the Stable Value Fund, you may not transfer funds into the Company Stock Fund or the Federal Money Market Fund until after a 30-day waiting period.

In addition to these restrictions, the Vanguard mutual funds offered in the 401(k) Plan also impose restrictions to discourage frequent trading. For example, if you elect to transfer out of a Vanguard investment fund you may be prohibited from transferring back into that fund for a certain period of time. Also, some investment funds may charge a fee if you transfer out of them before satisfying a minimum holding period. Please refer to the annual participant fee disclosure notice or the current prospectus of each investment fund for information about restrictions designed to deter excessive fund transfer activity. Prospectuses and other information for all 401(k) Plan investment funds are available from Vanguard.

Track Your Account

The value of your 401(k) Plan account is updated at the close of each day that the stock markets trade. You will receive an account statement from Vanguard shortly after the end of each calendar quarter to help you track your contributions, investment returns, and account balance. (See How E-Delivery works for more information.)

You may obtain up-to-date information about your 401(k) Plan account balance and initiate transactions by calling Vanguard or visiting www.vanguard.com. You need to register online for a password at the Vanguard website by using your Vanguard PIN.

Diversification

Important

You should periodically review all of your investments, including the investments in your 401(k) Plan account to ensure appropriate diversification.

For assistance with evaluating your level of investment risk, Vanguard provides investment guides and tools at www.vanguard.com. You may also call Vanguard to request investment guides.

A key element in protecting your retirement benefits is diversification, which means money is allocated among several different investments to reduce the potential for overall losses caused by a loss from any one investment.

The 401(k) Plan offers a broad spectrum of investment options that are designed to help you diversify across stocks, bonds, and cash. So, as you implement your own investment strategy, you have the option to change, at any time, how your contributions are invested by either exchanging money from one fund to another or changing how new money from your paycheck is invested.

If your review of the diversification and allocation of your contributions leaves you concerned about the amount you hold in the Weyerhaeuser Company Stock Fund, you may want to consider transferring a portion of your Weyerhaeuser Company Stock Fund balance to other funds.

RECEIVING A FINAL DISTRIBUTION

You may receive all your own contributions and the vested portion of your Company contributions from your 401(k) Plan account when you leave the company.

Important

Special distribution rules and forms of payment may apply if you were an employee of a company that was acquired by Weyerhaeuser and you participated in the retirement plan of that acquired company. Contact Vanguard for more information.

REQUESTING AND RECEIVING A DISTRIBUTION

When you are ready to receive a distribution, you must contact Vanguard to indicate how you would like to receive your distribution (i.e., payment to you or rollover to a traditional IRA or another qualified retirement plan). Vanguard will then review your information and determine whether you are eligible for a distribution. If you are eligible, Vanguard will mail you a check or process the electronic bank transfer within seven business days of receiving your completed forms. You may also call Vanguard to initiate your distribution.

Distribution of your Weyerhaeuser Company Stock Fund balance

You may choose to have the portion of your account balance that is attributable to Weyerhaeuser Company common stock paid to you in cash or as shares of Weyerhaeuser stock. If you choose stock, fractional shares are paid in cash. The portion of your account invested in other investment funds will be paid in cash.

If You Left the Company After Age 70 ½

If you left the Company past age 70 ½, you will receive a distribution in accordance with the terms of the 401(k) Plan.

If You Die

If you die before receiving your entire 401(k) Plan account balance, your beneficiary will receive the balance in a single lump-sum payment.

If your beneficiary is your surviving spouse, he or she may have the distribution rolled over to an individual retirement account (IRA) or another qualified retirement plan that will accept a rollover. Non-spouse beneficiaries may have the distribution rolled over to an inherited IRA (i.e., an IRA that is established for the purpose of receiving the distribution on behalf of the non-spouse beneficiary). If you are single when you die, and you have not named a beneficiary, your distribution will be paid to your estate.

Taxes

Note
The taxes you pay on withdrawals and distributions from the 401(k) Plan will vary depending on your age, tax rates in effect at the time of the withdrawal or distribution, and possibly other factors including whether or not your employee contributions were pre-tax or Roth.

In general, you do not pay federal income taxes on your account balance while it is held in the 401(k) Plan. You do pay taxes when you receive a payment from the 401(k) Plan. The following guidelines apply:

- You will not pay taxes on any after-tax contributions you made to the 401(k) Plan as these funds have already been taxed. However, investment earnings on after-tax contributions are taxable. Also, you may be able to rollover your after-tax contributions (and earnings), but special limitations may apply, and some IRAs and other qualified retirement plans do not accept after-tax rollovers. Consult a tax advisor for guidance.
- Federal income tax withholding of 20% will be applied to most distributions paid to you from your pre-tax contributions and employer contributions, unless you make a direct rollover. This withholding is mandatory even if you deposit the distribution in an individual retirement account (IRA) or another qualified retirement plan that will accept a rollover within 60 days. State income tax withholding may also be required.
- There is no tax withholding on amounts paid directly to an IRA or another qualified retirement plan that will accept a rollover (“direct rollover”) because you do not personally receive the money. The payment will be sent to you in the name of your IRA or another qualified retirement plan for deposit.
- Most distributions you take from the 401(k) Plan before age 59½ are subject to a 10% early-withdrawal tax penalty if you do not roll them over to a traditional IRA or another qualified retirement plan that will accept a rollover. (This penalty tax is in addition to applicable federal or state income taxes.) Exceptions include:
 - Distributions that are made after your employment ends if you are at least age 55 during that year.
 - Distributions resulting from your total and permanent disability or death.
 - In some cases, distributions for taxable medical expenses.
 - Distributions due to a Qualified Domestic Relations Order (QDRO).
 - Distributions due to an Internal Revenue Service (IRS) tax levy.
- You may be able to take advantage of a special tax treatment on the distribution of your investment in the Weyerhaeuser Company Stock Fund if you receive the stock as part of a lump-sum distribution from the 401(k) Plan. Consult a tax

advisor before requesting a distribution from the 401(k) Plan or electing to diversify out of the Weyerhaeuser Company Stock Fund.

- If you were born before January 1, 1936, and you receive a lump-sum distribution from the 401(k) Plan after you leave Weyerhaeuser or die, you (or your surviving spouse) may be eligible for favorable income-averaging tax treatment.

This tax information is only a general guide. You will receive a complete summary of current IRS tax rules when you request a withdrawal or distribution from the 401(k) Plan. You may also obtain these rules anytime by going to www.vanguard.com or calling Vanguard.

Regardless, you are encouraged to consult a tax advisor for specific information on how federal and state tax laws affect 401(k) Plan distributions in your situation. Federal income tax laws and regulations are complex and change frequently.

HOW VESTING WORKS IF YOU ARE REHIRED

If you are rehired by the Company after your employment ended, your vesting status in the 401(k) Plan after being rehired will depend on what your vested percentage was when you left Weyerhaeuser:

- If you were 100% vested, you will be 100% vested in your accounts upon your return.
- If you were previously 100% vested because of an involuntary termination, your account balance will continue to be 100% vested upon your return. Future contributions will be vested according to your years of service with Weyerhaeuser and the current vesting schedule.
- If you were not 100% vested, your prior years of vesting service will count toward vesting upon your return.
- If you were gone less than one year, your vesting service will be treated as if you never left.

If you are rehired within five years of the date your employment ended, any Company matching contributions and retirement savings contributions you forfeited will automatically be returned to your account.

RULES AND REGULATIONS

This section describes certain rules and regulations that affect you as a 401(k) Plan participant.

Your Rights Under ERISA

As a 401(k) Plan participant, you are entitled to certain rights and protections under the Employee Retirement Income Security Act of 1974, as amended (ERISA) that entitle you to:

- Examine, at the 401(k) Plan administrator's office and other specified locations, including work sites and union halls, if applicable, without charge, all 401(k) Plan documents governing the 401(k) Plan. These documents may include insurance contracts and certificates, collective bargaining agreements, if any, and the latest annual report (Form 5500 Series) filed by the Plan with the U.S. Department of Labor and available at the Public Disclosure Room of the Employee Benefits Security Administration.
- Obtain, after sending a written request to the 401(k) Plan administrator, copies of documents governing the operation of the 401(k) Plan, including insurance contracts and certificates, collective bargaining agreements, if any, and copies of the latest annual report (Form 5500 Series) and updated SPD. You may be asked to pay a fee for the copies.
- Receive a written summary of the 401(k) Plan's latest annual report (Form 5500 Series). The 401(k) Plan administrator is required by law to provide each participant with a copy of this summary annual report.
- Obtain a statement that indicates whether you have a right to receive benefits at normal retirement age and, if so, what your benefits would be at normal retirement age if you stop working under the 401(k) Plan now. If you are not fully vested, the statement will indicate how many years you have to work to be fully vested. This statement must be requested in writing and is not required to be given more than once every 12 months. The 401(k) Plan must provide the statement free of charge.

In addition to creating rights for 401(k) Plan participants, ERISA imposes certain duties on the people responsible for the operation of the 401(k) Plan. The people who operate the 401(k) Plan, called "fiduciaries," have a duty to do so prudently and in the best interest of you and other 401(k) Plan participants and beneficiaries. No one, including your employer, your union, if applicable, or any other person, may fire you or otherwise discriminate against you in any way to prevent you from obtaining a benefit or exercising your rights under ERISA.

If your claim for a benefit is denied or ignored, in whole or in part, you have a right to know why this was done, to obtain copies of documents relating to the decision without charge, and to appeal any denial, all within certain time schedules.

Under ERISA, there are several steps you can take to enforce your rights. For instance, if you request a copy of 401(k) Plan documents or the latest annual report (Form 5500 Series) from the 401(k) Plan and do not receive it within 30 days, you may file suit in a federal court. In such a case, the court may require the 401(k) Plan administrator to provide the materials and pay you up to \$110 a day until you receive the materials, unless the materials were not sent because of reasons beyond the 401(k) Plan administrator's control.

If you have a claim for benefits that is denied or ignored, in whole or in part, you may file suit in a state or federal court. If 401(k) Plan fiduciaries misuse the 401(k) Plan's money, or if you are discriminated against for asserting your rights, you may seek assistance from the U.S. Department of Labor, or you may file suit in a federal court. The court will decide who should pay court costs and legal fees. If you are successful, the court may order the person you sued to pay these costs and fees. If you lose, the court may order you to pay these costs and fees if, for example, it finds your claim is frivolous.

If you have questions about the 401(k) Plan, contact the 401(k) Plan administrator. If you have questions about this statement or your rights under ERISA, or if you need assistance in obtaining documents from the 401(k) Plan administrator, contact the nearest office of the Employee Benefits Security Administration, U.S. Department of Labor, listed in your telephone directory. You may also contact:

Division of Technical Assistance and Inquiries
Employee Benefits Security Administration
U.S. Department of Labor
200 Constitution Ave. NW
Washington, DC 20210

You may also obtain certain publications about your rights and responsibilities under ERISA by calling the publications hotline of the Employee Benefits Security Administration.

Your Investment Decisions

The Company intends for the 401(k) Plan to meet the requirements of Section 404(c) of the Employee Retirement Income Security Act of 1974, as amended (ERISA), and allows you to direct the investment of your account in a manner that complies with those rules. Because you supervise and direct how your account is invested, the 401(k) Plan fiduciaries may be relieved of liability for losses, if any, that occur as a direct result of your investment instructions.

Section 404(c) generally requires that the 401(k) Plan fiduciaries select appropriate investment funds as alternatives and to make available certain information about the 401(k) Plan. You have the right to obtain the following upon request:

- A description of the annual operating expenses for each investment fund that reduces the rate of return to participants and beneficiaries, as well as the total amount of those expenses expressed as a percentage of average net assets of the investment fund.

- Copies of prospectuses, financial statements, reports, and other materials relating to the investment funds, to the extent that Internal Revenue Code (IRC) information is provided to the 401(k) Plan.
- A list of assets comprising the portfolio of each investment fund and the value of each asset.
- Information about the value of shares in each investment fund as well as the past and current investment performance of such funds – determined net of expenses.
- Information about the value of shares in the investment funds held in the account of a participant.

Qualified Domestic Relations Orders (QDROs)

Federal law protects your 401(k) Plan benefit from assignment and transfer to others. However, the Retirement Equity Act of 1984, as amended, specifically provides that this protection not apply to Qualified Domestic Relations Orders (QDROs). A QDRO is a court order, such as certain divorce decrees, property settlements, and child-support orders that satisfies requirements of the Internal Revenue Code (IRC). If a court order of this type is received, you will be advised in writing. The Plan currently charges a fee of \$525 for reviewing and qualifying an order and subsequently splitting an account. A reduced fee of \$500 is charged if the review is being performed for both this account and your pension account benefit. The fee is charged to your 401(k) account.

If the 401(k) Plan receives notice that a QDRO is being sought and your 401(k) Plan benefit may be affected, a hold may be placed on 401(k) Plan benefit payments, as applicable, for a period described in the 401(k) Plan QDRO procedures. You will be notified if Weyerhaeuser places a hold on your 401(k) Plan benefit payments. For a free copy of the 401(k) Plan QDRO procedures, call Vanguard.

Loss or Denial of Benefits

You and/or your beneficiary may lose some or all of your 401(k) Plan benefit if:

- You do not qualify for benefits under the terms of the 401(k) Plan.
- Your employment with Weyerhaeuser ended before you were 100% vested.
- You had compensation or contributions limited under maximums established by law or under the terms of the 401(k) Plan.
- You do not request distributions from the 401(k) Plan, or you do not complete the required paperwork, including any necessary spousal consent, you will not receive payments (unless required by law or the terms of the 401(k) Plan) or you may have those payments delayed.
- The address shown for you or your beneficiary in the 401(k) Plan's records is incorrect. In such cases, 401(k) Plan benefit payments may be delayed. It is your responsibility (and your beneficiary's in the case of your death) to provide Vanguard with a current address after your employment with Weyerhaeuser has ended.

- Your 401(k) Plan benefit is subject to a Qualified Domestic Relations Order (QDRO). (See “Qualified Domestic Relations Orders” for details.)
- An error occurs in determining 401(k) Plan benefits. This may be due to incorrect or incomplete data or other reasons. If an error is discovered, it will be corrected. Overpayments resulting from an error may be deducted from future payments, if any. If you receive an overpayment, you will be required to repay the 401(k) Plan.

Your Duty to Review Information

You will receive periodic information about your 401(k) Plan benefits (e.g., benefit statements and confirmation letters).

You are responsible for promptly reviewing information you receive about the 401(k) Plan. If you have questions or believe the information is incorrect in any way, you must notify Weyerhaeuser or Vanguard within 60 days after you receive the information.

Weyerhaeuser or Vanguard will not be responsible for any mistakes or losses unless you bring them to the attention of the Plan Administrator within the 60-day time period. Most inquiries will be resolved informally, and your initial inquiry is not considered to be a formal claim under the terms of the 401(k) Plan. If the response to your inquiry does not resolve the matter to your satisfaction, you must file a formal, written claim for benefits within 60 days after the decision on your inquiry in accordance with the claim procedures.

CLAIMS REVIEW AND APPEALS PROCEDURE

- The 401(k) Plan uses the following procedures when making decisions on claims and appeals. The procedures also include rules that you must follow to properly report a claim and appeal the denial of a claim under the Plan. Any reduction, denial, or termination of benefits will be treated as a claim denial and will be subject to the rules in the claim and appeals procedures. If you are denied eligibility to participate in the Plan, you can appeal that decision using the procedures. You may not sue in court for Plan benefits until you complete all the claim and appeal procedures.
- Claims and appeals for eligibility and participation in the Plan are administered by the Weyerhaeuser Employee Benefit Appeals Committee. Claims and appeals for payment of benefits under the Plan are administered by Vanguard and Weyerhaeuser Employee Benefits Appeals Committee.

FILING A CLAIM

If you believe there is an error in your account or in a distribution of your 401(k) Plan benefits, that you are entitled to a different 401(k) Plan benefit, disagree with any determination that has been made reflecting your 401(k) Plan benefit, or have a complaint about the 401(k) Plan, you (or your authorized representative) may submit a claim in writing for a review by Vanguard. Your written claim must be filed within 60 days after you first receive the information on which the claim is based. Your claim should explain, as best you can, what you want and why you believe you are entitled to it, and should include copies of any relevant documents. Formal claim submissions should be sent to:

The Vanguard Group
PO Box 1101
Valley Forge, PA 19482

You will be notified in writing within 90 days after the claim is received. Some claims may require an additional 90 days to review because of special circumstances. You will be notified if additional time is required to review your claim. If Vanguard fails to respond to the claim in a timely manner, you may treat the claim as having been denied.

If your claim is denied, the written notice sent to you will include:

- The specific reason for the denial of your claim.
- Specific reference to the appropriate 401(k) Plan provisions on which the denial is based.
- A description of additional material or information necessary for you to substantiate the claim and an explanation about why such material or information is necessary.
- A statement that you will be provided, upon request and free of charge, reasonable access to, and copies of, all documents, records, and other information relevant to your claim.
- An explanation of the appeal procedure.

CLAIMS APPEAL PROCESS

Within 60 days after receiving a denial of your claims from Vanguard, you or your representative has a right to review the 401(k) Plan documents and appeal the decision by submitting a written appeal to the Weyerhaeuser Employee Benefit Appeals Committee. To do this, you must:

- State in writing why you believe your request should not have been denied or why the payment should be different.
- Submit written comments, documents, records, and other information necessary to support your appeal.
- Send the appeal and copies of any supporting documentation to:

Weyerhaeuser Employee Benefits Appeals Committee Chairperson
220 Occidental Ave S.
Seattle, WA 98104

Your appeal will be decided based on information you provide in your submission to the Weyerhaeuser Employee Benefit Appeals Committee, so you should ensure that your submission is complete. You may request copies of (or reasonable access to) all pertinent 401(k) Plan documents and other information relevant to your claim for benefits free of charge.

The Weyerhaeuser Employee Benefit Appeals Committee will:

- Review your appeal and supporting documentation.

- Notify you of its decision, normally within 60 days after receiving your appeal. If special circumstances warrant an extension, you will be notified of this in writing, and the decision will be made not later than 120 days after your appeal is received. If you do not receive a decision within the specified time, you should assume that your claim or appeal was denied on the date the specified time expired.

If your claim for benefits is denied, the Weyerhaeuser Employee Benefit Appeals Committee will give you in writing:

- The specific reason for the denial of your claim.
- Specific reference to the appropriate 401(k) Plan provisions on which the denial is based.
- A statement that you will be provided, upon request and free of charge, reasonable access to, and copies of, all documents, records, and other information relevant to your claim.
- A statement about your right to bring a civil action under Section 502(a) of ERISA following an adverse decision on your appeal.

The Weyerhaeuser Employee Benefit Appeals Committee has the absolute power to construe disputed or doubtful 401(k) Plan terms, resolve all claims, and make all decisions about eligibility and/or benefits coverage. Any decision by the Weyerhaeuser Employee Benefit Appeals Committee will be final and binding on Weyerhaeuser, any fiduciary, employee, participant, dependent, or other beneficiary. Unless the decision is arbitrary and capricious, it must be upheld by a court of law.

CLAIM APPEALS BASED ON DISABILITY

In general, the foregoing rules that apply to claims for benefits and appeals of claims also apply to benefits based on disability. (See “Claim Appeal Process” for details.) There are, however, certain differences that apply to claims for benefits based on disability:

- The time period for responding to your claim is shortened from 90 days to 45 days. The time to respond may be extended by 30 days and then an additional 30 days.
- You must file your request for review within 180 days after the date you receive notice that your claim has been denied. The time period for responding to your claim is shortened from 60 to 45 days. The time to respond may be extended by 45 days.
- If a claim decision involving disability is based on medical judgment when an appeal is filed, the 401(k) Plan will consult with a health care professional who was not involved in the original decision and is not subordinate to the original decision maker.

LEGAL ACTION TIME LIMIT

You may not take legal action against the Plan with respect to a denial unless you file action the earlier of the following dates:

- Three years following the date on which eligibility for benefits is denied or you would reasonably know that benefits should be denied.
- One year following the date of the Appeals Committee's final determination.
- One year following the date the appeal is deemed denied due to the expiration of the applicable review period.

PLAN TERMINATION

Weyerhaeuser may end the 401(k) Plan at any time. If the 401(k) Plan is terminated, no trust assets may be returned to Weyerhaeuser or used for purposes other than for the exclusive benefit of 401(k) Plan participants, former participants, or beneficiaries until all 401(k) Plan benefit liabilities and obligations are satisfied.

If the 401(k) Plan terminates or is partially terminated, the rights of each participant to his or her Plan account balance is non-forfeitable. If the Plan terminates, all Company contributions will cease. Upon termination, the account balance of each participant will be distributed to the participant or his or her beneficiaries in accordance with the Plan and IRS rules.

ADMINISTRATIVE INFORMATION

The information in this SPD is intended to comply with the disclosure requirements of the regulations issued by the U.S. Department of Labor under the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Agent for service of legal process	Weyerhaeuser Company Corporate Secretary Law Department 220 Occidental Ave. S Seattle, WA 98104 206-539-3000 Service of legal process may also be made on the Plan administrator.
Employer identification number	91-0470860
Employer name and address	Weyerhaeuser Company 220 Occidental Ave. S Seattle, WA 98104
IRS plan number	035
Plan administrator	The Plan administrator has the authority to control and manage the operations and administration of the 401(k) Plan. In exercising its discretionary powers under the 401(k) Plan, the Plan administrator, and any designee (including The Vanguard Group) will have the broadest discretion permissible under ERISA and any other applicable laws, and its decisions will constitute final review of your claim by the Plan. Benefits will be paid only if the Plan administrator or its designee decides in its discretion that the applicant is entitled to them. You can reach the Plan administrator at: Weyerhaeuser Company Administrative Committee Weyerhaeuser Compensation, Benefits & Shared Services 220 Occidental Ave. S Seattle, WA 98104 800-833-0030
Plan name	Weyerhaeuser 401(k) Plan

Plan sponsor	Weyerhaeuser Company Weyerhaeuser Compensation, Benefits & Shared Services 220 Occidental Ave. S Seattle, WA 98104 800-833-0030
Plan year	January 1 through December 31
Source of benefits funding	Investment fees are charged to participant accounts based on the specific investment funds selected.
Type of administration	Weyerhaeuser Company has contracted with The Vanguard Group to assist with the administration of the 401(k) Plan. The Vanguard Group PO Box 1101 Valley Forge, PA 19482 800-523-1188 www.vanguard.com

Type of Plan	<p>The 401(k) Plan is a defined contribution plan sponsored by Weyerhaeuser Company. The Plan designates the Weyerhaeuser Administrative Committee as the fiduciary charged with the responsibility to manage and oversee its operation. The Weyerhaeuser Administrative Committee delegates certain duties and functions to effectively carry out this responsibility. For example, the day-to-day Plan administration is delegated to The Vanguard Group.</p> <p>Contributions to the Plan are held by the trustee, Vanguard Fiduciary Trust Company of Pennsylvania. All Plan assets are held in a trust fund. Administrative costs are paid by Weyerhaeuser, although Weyerhaeuser reserves the right to have the Plan trust pay certain administrative costs in the future. You will be notified if this happens.</p> <p>The 401(k) Plan is intended to satisfy the requirements under IRC, Section 401(a). It is also intended to constitute a plan as described in Section 404(c) of ERISA and Title 29 of the Code of Federal Regulations, Section 2550.404(c)-1, to the extent that participants are eligible to direct how their account balance is invested. This means the fiduciaries of the 401(k) Plan may be relieved of liability for any losses that are the direct and necessary result of investment instructions given by you with regard to your Plan account.</p>
Vanguard plan number	091289

CONTACTS

Eligibility	
Ask questions about participation	Weyerhaeuser Company Employee Service Center 220 Occidental Ave. S Seattle, WA 98104 800-833-0030
Plan information, participation, benefits, and claims	
Ask questions about Plan information, participation, benefits, and claims	The Vanguard Group PO Box 1101 Valley Forge, PA 19482 800-523-1188
Appeals	
File a claim	The Vanguard Group PO Box 1101 Valley Forge, PA 19482 800-523-1188 www.vanguard.com
Appeal a claim denial	Weyerhaeuser Employee Benefits Appeals Committee Weyerhaeuser Compensation, Benefits & Shared Services 220 Occidental Ave. S Seattle, WA 98104 Employee Service Center 800-833-0030
Cómo comunicarse con	
<p>Acceso a su cuenta por Internet en www.vanguard.com. Acceso directo Vanguard en línea a su cuenta y a un caudal de información sobre fondos, inversiones y planificación financiera, a toda hora.</p> <p>Sistema automatizado de la Red VOICE® en el 800-828-4487. Acceso directo a su cuenta e información sobre opciones de inversión, a toda hora.</p> <p>Asociados de Servicios de Vanguard® para Participantes a través del 800-828-4487. Obtenga ayuda para efectuar transacciones en su cuenta y respuestas a sus preguntas sobre el Plan de lunes a viernes, entre 5:30 a.m. y 6:00 p.m., hora del Pacífico (8:30 a.m. a 9:00 p.m., hora del Este).</p>	

GLOSSARY

Bond

A debt security issued by a corporation, the U.S. government or a government agency, representing a loan to the issuer. The issuer agrees to repay the loan by a specific date and pay the bondholder interest.

Capital gains

Profits from the sale of investments.

Company

Weyerhaeuser Company and its participating U.S. subsidiaries.

Direct rollover

Transferring an eligible distribution of funds directly to a retirement account (IRA) or another qualified retirement plan that will accept a rollover without receiving the funds in your own name. A direct rollover differs from a 60-day (indirect) rollover, where funds are paid to you before you roll them over within 60 days.

ERISA

The Employee Retirement Income Security Act of 1974, as amended, (ERISA), which provides certain rights to benefit plan participants.

Indirect rollover

Transferring an eligible distribution of funds to a traditional IRA or another qualified retirement plan within 60 days after the funds are paid directly to you. An indirect rollover differs from a direct rollover, in which the funds are paid directly to your IRA or another qualified retirement plan for your benefit.

Inflation

Increase in the prices of goods and services.

Investment earnings

Dividends, capital gains distributions, and other investment earnings credited to your 401(k) Plan account investments. Likewise, investment losses will be applied to this account.

Qualified default investment alternative

An investment fund, product, or model portfolio that applies generally accepted investment theories, is diversified so as to minimize the risk of large losses, and that is designed to provide varying degrees of long-term appreciation and capital preservation through a mix of equity and fixed income exposures. Under the 401(k) Plan, the Target Retirement Fund with the target date closest to the year in which you reach age 65 will be your qualified default investment alternative.

Qualified plan

A retirement plan with tax advantages that satisfies the requirements of Internal Revenue Code 401(a) and the Employee Retirement Income Security Act of 1974, as amended, (ERISA).

Rate of return

Investment earnings (or losses) on an investment, expressed as a percentage.

Securities

Stocks and bonds.

Share price

The value of a single share or unit of an investment on a particular trading day.

Stock

Shares of ownership in a company or corporation. (For recordkeeping purposes, the Weyerhaeuser Company Stock Fund is measured in units instead of shares.)

Summary plan description

This document and Plan updates constitute a summary plan description in accordance with ERISA.

Target Retirement Trust

A “fund of funds” comprising of several broadly-diversified Vanguard funds. The mix of investments gradually and automatically shifts to more conservative investments over time, as you get closer to the fund’s target date (see “Target Retirement Funds” for details). Each Target Retirement Fund is a complete investment package, so any one Target Retirement Fund can serve as your primary investment election under the 401(k) Plan.

Totally and permanently disabled or total and permanent disability

A condition that prevents a person from performing any and every duty pertaining to his or her employment and for which it is reasonably certain that such incapacity will exist during the remainder of his or her life. The 401(k) Plan administrator, in consultation with experts it selects as necessary, determines whether someone has a total and permanent disability.

Trading day

A day when the New York Stock Exchange (NYSE) is open. If you initiate a transaction on a nontrading day (e.g., a holiday or weekend day, or as declared by the NYSE), your transaction is valued using the share price on the next regular trading day.

Traditional IRA

A tax-advantaged retirement savings plan, an individual retirement arrangement (account or annuity), as defined by the Internal Revenue Code, as amended. Contributions to IRAs are limited by Internal Revenue Service (IRS) rules. However, some distributions from qualified retirement plans (e.g., the 401(k) Plan or a Weyerhaeuser defined benefit pension plan) may be rolled over to an IRA to defer taxes until the money is withdrawn. Effective January 1, 2008, you also may roll over a distribution to a Roth IRA.

Unit price

The value of a single unit of the Weyerhaeuser Company Stock Fund on a particular trading day.