## WEYERHAEUSER <br> Earnings Results: 3rd Quarter 2013


10.25 .13


## FORWARD-LOOKING STATEMENT

This presentation contains statements concerning the company's 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 and may not be accurate because of risks and uncertainties surrounding these assumptions. Factors listed below, as well as other factors, may cause actual results to differ significantly from these forward-looking statements. There is no guarantee that any of the events anticipated by these forward-looking statements will occur. If any of the events occur, there is no guarantee what effect they will have on company operations or financial condition. The company will not update these forward-looking statements after the date of this news release.
Some forward-looking statements discuss the company's plans, strategies and intentions. They use words such as "expects," "may," "will," "believes," "should," "approximately," "anticipates," "estimates," and "plans." In addition, these words may use the positive or negative or other variations of those terms.
This presentation contains forward-looking statements regarding the company's expectations during the fourth quarter of 2013, including with respect to earnings, log prices, fee harvest volumes, silviculture costs, dispositions of non-strategic timberlands, average selling prices and sales volumes across the Wood Products product lines, average sales realizations and volumes for pulp, chemical and maintenance costs, productivity for liquid packaging operations, single-family closing volumes, average home closing prices and mix, and selling-related expenses. Major risks, uncertainties and assumptions that affect the company's businesses 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, housing starts, interest rate levels, availability of financing for home mortgages,
and strength of the U.S. dollar;
- market demand for the company's products, which is related to the strength of the various U.S. business segments and U.S. and international economic conditions;
- performance of the company's manufacturing operations, including maintenance requirements;
- the level of competition from domestic and foreign producers;
- the successful execution of internal performance plans, including restructurings and cost reduction initiatives;
- raw material and energy prices and transportation costs;
- the effect of weather and the risk of loss from fires, floods, windstorms, hurricanes, pest infestation and other natural disasters;
- 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 company stock on charges for stock-based compensation;
- changes in accounting principles; and
- other factors described under "Risk Factors" in the Company's annual report on Form 10-K and quarterly reports on Form 10-Q.

The company also is a large exporter and is affected by changes in economic activity in Europe and Asia, particularly Japan and China. It is affected by changes in 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. Restrictions on international trade or tariffs imposed on imports also may affect the company.

## NON-GAAP FINANCIAL MEASURES

- During the course of this presentation, certain non-U.S. GAAP financial information will be presented. A reconciliation of those numbers to U.S. GAAP financial measures is included in this presentation which is available on the company's website at www.weyerhaeuser.com


## 2013 Q3 CONSOLIDATED RESULTS

| \$ Millions | 2013 | 2013 |  |
| :--- | ---: | ---: | ---: |
| Contribution to <br> Earnings | Q2 | Q3 | Change |
| Timberlands | $\$ 114$ | $\$ 118$ | $\$ 4$ |
| Wood Products | 136 | 79 | $(57)$ |
| Cellulose Fibers | 57 | 47 | $(10)$ |
| Real Estate | 14 | 33 | 19 |
| Unallocated Items | -- | 21 | 21 |
| Total Contribution <br> to Earnings | $\$ 321$ | $\mathbf{\$ 2 9 8}$ | $\mathbf{( \$ 2 3 )}$ |
| Adjusted EBITDA ${ }^{1}$ | $\$ 445$ | $\$ 418$ | $(\$ 27)$ |


| \$ Millions EXCEPT EPS | 2013 | 2013 |
| :--- | ---: | ---: |
| Consolidated Statement of Operations | Q2 | Q3 |
| Net sales | $\mathbf{\$ 2 , 1 4 1}$ | $\mathbf{\$ 2 , 1 8 1}$ |
| Cost of products sold | 1,664 | 1,728 |
| Gross margin | 477 | 453 |
| SG\&A expenses | 162 | 168 |
| Other income, net ${ }^{2}$ | $(6)$ | $(13)$ |
| Total Contribution to Earnings | $\$ 321$ | $\$ 298$ |
| Interest expense, net ${ }^{3}$ | $(81)$ | $(95)$ |
| Income taxes | $(42)$ | $(36)$ |
| Dividends on preference shares | $(2)$ | $(10)$ |
| Net Earnings to Common Shareholders | $\$ 196$ | $\$ 157$ |
| Diluted EPS | $\$ 0.35$ | $\$ 0.27$ |

1. A reconciliation to GAAP is set forth on Chart 19 and at www.weyerhaeuser.com.
2. Other income, net includes: R\&D expense, charges for restructuring, closures and impairments; other operating income, net; interest income and other; and net loss attributable to non-controlling interests.
3. Interest expense is net of capitalized interest.

## 3rd Quarter Notes

- Longview Timber acquisition closed on July 23 and contributed $\$ 26$ million of EBITDA ${ }^{1}$ in the quarter
- This contribution largely offset a smaller than anticipated seasonal decline in earnings from legacy timberlands
- Earnings from disposition of non-strategic timberlands increased
- Lower selling prices for Western logs, and seasonally lower fee harvest from legacy Western lands
- Comparable Southern log realizations, and seasonally higher fee harvest volumes
- Higher road and silviculture expenses

| TIMBERLANDS (\$ Millions) | 2013 | 2013 |
| :--- | ---: | ---: |
| Segment Statement of Operations | Q2 | Q3 |
| Third party sales $^{2}$ | $\$ 332$ | $\$ 348$ |
| Intersegment sales $^{2}$ | 123 | 131 |
| Total sales | $\mathbf{4 5 5}$ | $\mathbf{4 7 9}$ |
| Cost of products sold |  |  |
| Gross margin | 319 | 337 |
| SG\&A expenses | $\mathbf{1 3 6}$ | $\mathbf{1 4 2}$ |
| Other income, net²,3 | 27 | 30 |
| Contribution to Earnings | $\mathbf{( 5 )}$ | $(6)$ |
| Adjusted EBITDA ${ }^{1}$ | $\mathbf{\$ 1 1 4}$ | $\mathbf{\$ 1 1 8}$ |
| Gross Margin Percentage ${ }^{\mathbf{4}}$ | $\mathbf{3 0 \%}$ | $\mathbf{\$ 1 6 2}$ |
| Operating Margin Percentage $^{\mathbf{5}}$ | $\mathbf{2 5 \%}$ | $\mathbf{3 0 \%}$ |

1. A reconciliation to GAAP is set forth on Chart 20, and at www.weyerhaeuser.com.
2. 2013 Q3 excludes $\$ 5$ million of third party sales, $\$ 63$ million of intersegment sales, $\$ 70$ million in cost of products sold, and $\$ 2$ million of other income for Canadian Forestland operations, compared with $\$ 1$ million of third party sales, $\$ 43$ million of intersegment sales, $\$ 46$ million in cost of products sold, and $\$ 2$ million of other income in 2013 Q2.
3. Other income, net includes: R\&D expense, charges for restructuring, closures and impairments; other operating income, net; interest income and other; and net loss attributable to non-controlling interests.
4. Gross margin divided by total sales excluding Canadian Forestlands operations. Timberlands makes no margin on Canadian Forestlands operations, which are operated as a cost center for the purpose of supplying Weyerhaeuser's Canadian manufacturing facilities.
5. Contribution to earnings divided by total sales excluding Canadian Forestlands operations.

## SALES VOLUMES AND REALIZATIONS



Export Log Revenue ${ }^{1,2}$

$3^{\text {rd }}$-Party Log Sales and Realizations - South


Export Log Revenue by Country ${ }^{1,2}$


1. Beginning in 2013 Q3, Western log volumes and realizations include results from the Longview Timber acquisition.
2. Export log revenues are net of freight expense, rebates and claims.

## WESTERN/SOUTHERN TIMBERLANDS



Fee Harvest Volume ${ }^{1,2}$


Earnings from Timberland Dispositions


1. Beginning 2013 Q3, Western log volumes include results from the Longview Timber acquisition.
2. 2013 Q3 Western fee harvest includes 588 thousand $m 3$ from the Longview Timber acquisition.

## WOOD PRODUCTS SEGMENT

| WOOD PRODUCTS (\$ Millions) | 2013 | 2013 |
| :--- | ---: | ---: |
| EBITDA by Business | Q2 | Q3 |
| Lumber | $\$ 92$ | $\$ 66$ |
| OSB | 81 | 39 |
| Engineered Wood Products | 7 | 16 |
| Distribution | $(13)$ | $(11)$ |
| Other | -- | -- |
| Total Adjusted EBITDA $\mathbf{~}$ | $\mathbf{\$ 1 6 7}$ | $\mathbf{\$ 1 1 0}$ |


| WOOD PRODUCTS (\$ Millions) | 2013 | 2013 |
| :--- | ---: | ---: |
| Segment Statement of Operations | Q2 | Q3 |
| Third party sales | $\$ 1,065$ | $\$ 1,030$ |
| Intersegment sales | 18 | 19 |
| Total sales | 1,083 | $\mathbf{1 , 0 4 9}$ |
| Cost of products sold | 884 | 905 |
| Gross margin | 199 | 144 |
| SG\&A expenses | 60 | 61 |
| Other expenses, net ${ }^{2}$ | 3 | 4 |
| Contribution to Earnings | $\mathbf{\$ 1 3 6}$ | $\mathbf{\$ 7 9}$ |
| Total Adjusted EBITDA ${ }^{1}$ | $\mathbf{\$ 1 6 7}$ | $\mathbf{\$ 1 1 0}$ |
| Gross Margin Percentage ${ }^{\mathbf{3}}$ | $\mathbf{1 8 \%}$ | $\mathbf{1 4 \%}$ |
| Operating Margin Percentage ${ }^{\mathbf{4}}$ | $\mathbf{1 3 \%}$ | $\mathbf{8 \%}$ |

- Higher sales volumes across all products
- Lower Western log costs

1. A reconciliation to GAAP is set forth on Chart 21, and at www.weyerhaeuser.com. Adjusted EBITDAs for Wood Products businesses include earnings on internal sales, primarily from the manufacturing businesses to Distribution. These sales occur at market price.
2. Other (income) expenses, net includes: R\&D expense, charges for restructuring, closures and impairments; other operating income, net; interest income and other; and net loss attributable to non-controlling interests.
3. Gross margin divided by total sales.
4. Contribution to earnings divided by total sales.

## 3rd Quarter Notes

- Average selling prices for OSB declined 26 percent, and lumber declined 7 percent
- Improved average selling prices for engineered wood products


## 3RD_PARTY SALES VOLUMES AND REALIZATIONS¹




OSB


Engineered Wood - TJI's


9 | 10/25/2013 1. Third party sales include sales of internally produced products and products purchased for resale, primarily through the Distribution business.

## CELLULOSE FIBERS SEGMENT

## 3rd Quarter Notes

- Higher than anticipated costs associated with scheduled annual maintenance outage for liquid packaging operations
- Increased fiber costs due to wet weather
- Higher chemical costs
- Improved average pulp price realizations due to mix

| CELLULOSE FIBERS (\$ Millions) | 2013 | 2013 |
| :--- | ---: | ---: |
| Segment Statement of Operations | Q2 | Q3 |
| Total sales | $\$ 476$ | $\$ 474$ |
| Cost of products sold | 394 | 406 |
| Gross margin | 82 | 68 |
| SG\&A expenses | 26 | 26 |
| Other income, net ${ }^{1}$ | $(1)$ | $(5)$ |
| Contribution to Earnings | $\$ 57$ | $\$ 47$ |
| Adjusted EBITDA ${ }^{2}$ | $\$ 98$ | $\$ 84$ |
| Gross Margin Percentage ${ }^{3}$ | $\mathbf{1 7 \%}$ | $\mathbf{1 4 \%}$ |
| Operating Margin Percentage ${ }^{4}$ | $\mathbf{1 2 \%}$ | $\mathbf{1 0 \%}$ |

1. Other income, net includes: R\&D expense, charges for restructuring, closures and impairments; other operating income, net; interest income and other; and net loss attributable to non-controlling interests.
2. A reconciliation to GAAP is set forth on Chart 19, and at www.weyerhaeuser.com.
3. Gross margin divided by total sales.
4. Contribution to earnings divided by total sales.

## CELLULOSE FIBERS SEGMENT



## 3rd Quarter Notes

- Seasonally higher closing volumes
- Improved average margins due to mix
- Earnings from land and lot sales increased $\$ 7$ million compared with 2nd quarter

| REAL ESTATE (\$ Millions) | 2013 | 2013 |
| :--- | ---: | ---: |
| Segment Statement of Operations | Q2 | Q3 |
| Total sales | $\$ 267$ | $\$ 324$ |
| Cost of products sold | 210 | 248 |
| Gross margin | 57 | 76 |
| SG\&A expenses | 42 | 44 |
| Other (income) expenses, net ${ }^{1}$ | 1 | $(1)$ |
| Contribution to Earnings | $\$ 14$ | $\$ 33$ |
| Adjusted EBITDA ${ }^{2}$ | $\$ 28$ | $\$ 45$ |
| Gross Margin Percentage ${ }^{3}$ | $\mathbf{2 1 \%}$ | $\mathbf{2 3 \%}$ |
| Operating Margin Percentage $^{4}$ | $5 \%$ | $\mathbf{1 0 \%}$ |

1. Other (income) expenses, net includes: R\&D expense, charges for restructuring, closures and impairments; other operating income, net; interest income and other; and net loss attributable to non-controlling interests.
2. A reconciliation to GAAP is set forth on Chart 19, and at www.weyerhaeuser.com.
3. Gross margin divided by total sales.
4. Contribution to earnings divided by total sales.

## SINGLE FAMILY HOMEBUILDING




Average Closing Price and Single-Family Gross Margin


Backlog and Average Sale Price of Homes in Backlog


## LAND AND LOTS



Controlled Lots as of September 30, $2013{ }^{1}$


1. Lots are controlled through both ownership and the use of options and are in various stages of development. The business also controls approximately 67,000 lots, mostly under option, in a large master planned community in Nevada. Development and construction of these lots is on hold, pending improvements in the local market.

| UNALLOCATED ITEMS (\$ Millions) | 2013 | Q2 |
| :--- | ---: | ---: |
| Q3 |  |  |$|$| Unallocated Corporate Function <br> Expenses | $(\$ 3)$ | $(\$ 2)$ |
| :--- | ---: | ---: |
| Unallocated Share-Based <br> Compensation | 5 | $(1)$ |
| Unallocated Pension \& Postretirement <br> Costs | $(10)$ | $(11)$ |
| Foreign Exchange Gains (Losses) | $(4)$ | 2 |
| Elimination of Intersegment Profit in <br> Inventory and LIFO | 8 | 25 |
| Other, Including Interest Income | 4 | 8 |
| Contribution to Earnings | $\$--$ | $\$ 21$ |
| Adjusted EBITDA ${ }^{2}$ | $\$ 5$ | $\$ 17$ |


| UNALLOCATED ITEMS (\$ Millions) | 2013 | 2013 |
| :--- | ---: | ---: |
| By Natural Expense | Q2 | Q3 |
| Cost of (credit to) products sold ${ }^{3}$ | $(\$ 5)$ | $(\$ 22)$ |
| G\&A expenses | 7 | 10 |
| Other income, net | $(2)$ | $(9)$ |
| Contribution to Earnings | $\mathbf{\$ - -}$ | $\$ 21$ |

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.
2. A reconciliation to GAAP is set forth on Chart 19, and at www.weyerhaeuser.com.
3. Cost of products sold is comprised primarily of elimination of intersegment profit in inventory and LIFO.
$\left.\begin{array}{l|l}\hline \text { SEGMENT } & \text { COMMENTS } \\ \hline \text { TIMBERLANDS } & \begin{array}{l}\text { - Improved domestic prices for Western logs } \\ \text { - Increased Western fee harvest volumes due to a full quarter of harvest from the Longview Timber } \\ \text { acquisition }\end{array} \\ \text { - Slightly lower Southern log realizations due to mix, and slightly higher fee harvest volumes } \\ \text { - Increased Southern logging and silviculture costs } \\ \text { - Slightly lower earnings from disposition of non-strategic timberlands } \\ \text { - Expect 2013 Q4 earnings to be comparable to 2013 Q3 }\end{array}\right]$

## FINANCIAL ITEMS

| KEY FINANCIAL METRICS <br> (\$ Millions) | 2013 | 2013 |
| :--- | ---: | ---: |
| Q2 |  |  | | Q3 |
| :--- | ---: |

## Scheduled Debt Maturities as of September 30, 2013

| (\$ Millions) | 2013 | 2014 | 2015 | 2016 | 2017 |
| :--- | ---: | ---: | ---: | ---: | ---: |
| Debt Maturities | $\$ 69$ | $\$ 15$ | $\$ 0$ | $\$ 0$ | $\$ 281$ |



Capital Expenditures


1. During 2013 Q2 and 2013 Q3, Weyerhaeuser received $\$ 2,060$ million from the issuance of debt and common and mandatory convertible preference shares related to the acquisition of Longview Timber LLC. These funds are recorded as "Cash and cash equivalents designated for purchase of Longview Timber LLC and repayment of their acquired debt" on the Consolidated Balance Sheet. During 2013 Q3, the company used a portion of these funds to complete the acquisition of Longview Timber LLC. Subsequent to the end of 2013 Q3, Weyerhaeuser used the remaining funds for repayment of Longview Timber indebtedness assumed in the acquisition.
2. 2013 Q3 includes approximately $\$ 1.1$ billion of Longview Timber indebtedness assumed in the acquisition and $\$ 500$ million of debt issued in anticipation of repaying the assumed indebtedness. Subsequent to the end of 2013 Q3, Weyerhaeuser issued $\$ 550$ million of debt and used those proceeds, along with notes issued in 2013 Q3, to repay the assumed indebtedness.
3. $\operatorname{LTM}=$ last twelve months. A reconciliation to GAAP is set forth on Chart 22.
4. Long-term debt, net of cash and equivalents, divided by enterprise value. Enterprise value is defined as long term debt, net of cash and equivalents, plus market capitalization. Net debt and enterprise value for 2013 Q3 exclude $\$ 494$ million of cash and cash equivalents designated for purchase of Longview Timber LLC and repayment of their acquired debt.

## APPENDIX

## EXPLANATION OF CHANGES IN SHARE COUNT

- During 2013 Q2, Weyerhaeuser issued 29 million common shares in conjunction with the acquisition of Longview Timber LLC.
- Subsequent to the end of 2013 Q2, the company issued an additional 4.35 million common shares in connection with the exercise of an overallotment option.
- Weyerhaeuser also issued 13.8 million mandatory convertible preference shares with a conversion date of July 1, 2016. These shares are currently antidilutive and are not included in the calculation of diluted shares outstanding.

| Millions | 2013 |  |  |
| :--- | ---: | ---: | ---: |
| Common shares outstanding | Q1 | Q2 | Q3 |
| Beginning of period | 542 | 547 | 578 |
| Shares issued in connection with option exercises and <br> vesting of share-based compensation | 5 | 2 | 1 |
| Common share issuance | -- | 29 | 4 |
| End of period | 547 | 578 | 583 |
| Weighted average shares outstanding ${ }^{1}$ |  |  |  |
| Basic | 545 | 553 | 583 |
| Diluted $^{2}$ | 551 | 558 | 587 |

1. Weighted average shares outstanding for 2013 Q2 reflect 29 million common shares issued on June 24,2013 . Weighted average shares outstanding for 2013 Q3 reflect 4.35 million common shares issued on July 8, 2013.
2. Weyerhaeuser's 13.8 million mandatory convertible preference shares are currently antidilutive and are not included in the computation of diluted shares outstanding.

| \$ Millions | 2012 |  |  |  | 2013 |  |  |
| :--- | ---: | ---: | ---: | ---: | ---: | ---: | ---: |
| Net Pension and Postretirement Costs ${ }^{1}$ | Q1 | Q2 | Q3 | Q4 | Q1 | Q2 | Q3 |
| Timberlands | $\$ 1$ | $\$ 3$ | $\$ 2$ | $\$ 2$ | $\$ 2$ | $\$ 3$ | $\$ 2$ |
| Wood Products | 8 | 5 | 6 | 6 | 7 | 6 | 8 |
| Cellulose Fibers | 3 | 4 | 3 | 4 | 4 | 5 | 5 |
| Real Estate | 1 | 2 | 1 | -- | 1 | 2 | 1 |
| $\quad$ Unallocated Items | 7 | 7 | 7 | 8 | 10 | 10 | 11 |
| Total Company Pension and Postretirement <br> Costs | $\$ 20$ | $\$ 21$ | $\mathbf{\$ 1 9}$ | $\mathbf{\$ 2 0}$ | $\mathbf{\$ 2 4}$ | $\mathbf{\$ 2 6}$ | $\mathbf{\$ 2 7}$ |

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.

## EARNINGS SUMMARY

Weyerhaeuser began holding elimination of intersegment profit on inventory and the LIFO reserve as part of Unallocated Items during 2012 Q2.
Contributions to earnings for 2012 Q1 have been adjusted to reflect this change.

| \$ Millions EXCEPT EPS | 2012 |  |  |  | 2013 |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Contribution to Earnings Before Special liems | Q1 | Q2 | Q3 | Q4 | Q1 | Q2 | Q3 |
| Timberlands | \$70 | \$77 | \$80 | \$95 | \$104 | \$114 | \$118 |
| Wood Products | (13) | 30 | 59 | 38 | 178 | 136 | 79 |
| Cellulose Fibers | 48 | 36 | 78 | 61 | 31 | 57 | 47 |
| Real Estate | (8) | 15 | 17 | 81 | -- | 14 | 33 |
| Unallocated Items | (22) | (28) | (17) | (4) | (46) | -- | 21 |
| Total Contribution to Earnings before Special Items | \$75 | \$130 | \$217 | \$271 | \$267 | \$321 | \$298 |
| Special Items | 38 | 57 | -- | -- | -- | -- | -- |
| Total Contribution to Earnings | \$113 | \$187 | \$217 | \$271 | \$267 | \$321 | \$298 |
| Interest Expense, net ${ }^{1}$ | (87) | (86) | (87) | (88) | (82) | (81) | (95) |
| Income Taxes ${ }^{2}$ | 15 | (17) | (13) | (40) | (41) | (42) | (36) |
| Dividends on Preference Shares ${ }^{3}$ | -- | -- | -- | -- | -- | (2) | (10) |
| Net Earnings to Common Shareholders | \$41 | \$84 | \$117 | \$143 | \$144 | \$196 | \$157 |
| Net Earnings before Special Items ${ }^{4}$ | \$9 | \$47 | \$117 | \$143 | \$144 | \$196 | \$157 |
| Diluted EPS ${ }^{3}$ | \$0.08 | \$0.16 | \$0.22 | \$0.26 | \$0.26 | \$0.35 | \$0.27 |
| Diluted EPS before Special Items ${ }^{3,4}$ | \$0.02 | \$0.09 | \$0.22 | \$0.26 | \$0.26 | \$0.35 | \$0.27 |

1. Interest expense is net of capitalized interest.
2. Income taxes include a net benefit of $\$ 5$ million from income tax adjustments in 2012 Q4 and benefits from income tax settlements of $\$ 7$ million in 2012 Q3 and $\$ 8$ million in 2012 Q1.
3. During 2013 Q2, Weyerhaeuser issued 13.8 million mandatory convertible preference shares with a conversion date of July 1 , 2016. These shares are currently antidilutive and are not included in the calculation of diluted EPS.
4. A reconciliation to GAAP Net Income is set forth at www.weyerhaeuser.com. A reconciliation to GAAP EPS is set forth on Chart 18, and at www.weyerhaeuser.com.

## EARNINGS PER SHARE RECONCILIATION

| Millions EXCEPT EPS | 2012 |  |  |  | 2013 |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | Q1 | Q2 | Q3 | Q4 | Q1 | Q2 | Q3 |
| Weighted Average Shares Outstanding, Diluted ${ }^{1}$ | 540 | 540 | 542 | 547 | 551 | 558 | 587 |
| Diluted EPS Before Special Items | \$0.02 | \$0.09 | \$0.22 | \$0.26 | \$0.26 | \$0.35 | \$0.27 |
| Special Items: |  |  |  |  |  |  |  |
| Net Gain on Sale of Assets, Operations and Property | -- | 0.01 | -- | -- | -- | -- | -- |
| Gain on Postretirement Plan Amendment | 0.06 | 0.06 | -- | -- | -- | -- | -- |
| Income Tax Adjustments and Credits | 0.02 | -- | -- | -- | -- | -- | -- |
| Closures, Restructuring, Impairments, and Related Charges | (0.02) | -- | -- | -- | -- | -- | -- |
| Diluted EPS (GAAP) | \$0.08 | \$0.16 | \$0.22 | \$0.26 | \$0.26 | \$0.35 | \$0.27 |

1. During 2013 Q2, Weyerhaeuser issued 29 million common shares in conjunction with the acquisition of Longview Timber LLC. The company also issued 13.8 million mandatory convertible preference shares with a conversion date of July 1, 2016. During 2013 Q3, the company issued an additional 4.35 million common shares in connection with the exercise of an overallotment option. The mandatory convertible preference shares are currently antidilutive and are not included in the calculation of diluted EPS. An explanation of the change in share count is set forth on Chart 15.

## EBITDA RECONCILIATION BY SEGMENT

| \$ Millions | 2013 Q2 |  |  |  |  |  | 2013 Q3 |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | Timberlands | $\begin{array}{r} \text { Wood } \\ \text { Products } \end{array}$ | Cellulose Fibers | $\begin{array}{r} \text { Real } \\ \text { Estate } \end{array}$ | Unallocated Items | Total | Timberlands | $\begin{aligned} & \text { Wood } \\ & \text { Products } \end{aligned}$ | Cellulose Fibers | $\begin{array}{r} \text { Real } \\ \text { Estate } \end{array}$ | Unallocated Items | Total |
| Adjusted EBITDA Excluding Special Items ${ }^{1}$ | \$147 | \$167 | \$98 | \$28 | \$5 | \$445 | \$162 | \$110 | \$84 | \$45 | \$17 | \$418 |
| Depletion, Depreciation \& Amortization | (34) | (31) | (39) | (3) | (4) | (111) | (45) | (31) | (38) | (4) | (2) | (120) |
| Non-Operating Pension \& Postretirement Costs | -- | -- | -- | -- | (10) | (10) | -- | -- | -- | -- | (11) | (11) |
| Special Items | -- | -- | -- | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Capitalized Interest Included in Cost of Products Sold | -- | -- | -- | (12) | (1) | (13) | -- | -- | -- | (9) | (1) | (10) |
| Operating Income (GAAP) | \$113 | \$136 | \$59 | \$13 | (\$10) | \$311 | \$117 | \$79 | \$46 | \$32 | \$3 | \$277 |
| Interest Income and Other | 1 | -- | (2) | 1 | 10 | 10 | 1 | - | 1 | 1 | 18 | 21 |
| Net Contribution to Earnings | \$114 | \$136 | \$57 | \$14 | \$-- | \$321 | \$118 | \$79 | \$47 | \$33 | \$21 | \$298 |
| Interest Expense, Net |  |  |  |  |  | (81) |  |  |  |  |  | (95) |
| Income Taxes |  |  |  |  |  | (42) |  |  |  |  |  | (36) |
| Net Earnings (GAAP) |  |  |  |  |  | \$198 |  |  |  |  |  | \$167 |
| Dividends on preference shares |  |  |  |  |  | (2) |  |  |  |  |  | (10) |
| Net Earnings to Common Shareholders (GAAP) |  |  |  |  |  | \$196 |  |  |  |  |  | \$157 |

1. Adjusted EBITDA excluding special items is a non-GAAP measure that management uses to evaluate the performance of the company. Adjusted EBITDA, as we define it, is operating income adjusted for depreciation, depletion, amortization, pension and postretirement costs not allocated to business segments (primarily interest cost, expected return on plan assets, amortization of actuarial loss and amortization of prior service cost / credit), special items and interest included in cost of products sold. Adjusted EBITDA should not be considered in isolation from and is not intended to represent an alternative to our GAAP results.

## EBITDA RECONCILIATION - TIMBERLANDS

| \$ Millions | 2013 Q2 |  |  | 2013 Q3 |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | Legacy <br> Timberlands | Longview Timber acquisition | Total | Legacy <br> Timberlands | Longview Timber acquisition | Total |
| Adjusted EBITDA Excluding Special Items ${ }^{1}$ | \$147 | -- | \$147 | \$136 | \$26 | \$162 |
| Depletion, Depreciation \& Amortization | (34) | -- | (34) | (35) | (10) | (45) |
| Special Items | -- | -- | -- | - | -- | -- |
| Operating Income (GAAP) | \$113 | - | \$113 | \$101 | \$16 | \$117 |
| Interest Income and Other | 1 | -- | 1 | 1 | -- | 1 |
| Net Contribution to Earnings (GAAP) | \$114 | -- | \$114 | \$102 | \$16 | \$118 |

1. Adjusted EBITDA excluding special items is a non-GAAP measure that management uses to evaluate the performance of the company. Adjusted EBITDA, as we define it, is operating income adjusted for depreciation, depletion, amortization, pension and postretirement costs not allocated to business segments (primarily interest cost, expected return on plan assets, amortization of actuarial loss and amortization of prior service cost / credit), special items and interest included in cost of products sold. Adjusted EBITDA should not be considered in isolation from and is not intended to represent an alternative to our GAAP results.

#  

| \$ Millions | 2013 Q2 |  |  |  |  |  | 2013 Q3 |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | Lumber | OSB | EWP | Distribution | Other | Total | Lumber | OSB | EWP | Distribution | Other | Total |
| Adjusted EBITDA Excluding Special Items ${ }^{1}$ | \$92 | \$81 | \$7 | (\$13) | -- | \$167 | \$66 | \$39 | \$16 | (\$11) | -- | \$110 |
| Depletion, Depreciation \& Amortization | (11) | (7) | (11) | (1) | (1) | (31) | (9) | (8) | (12) | (2) | -- | (31) |
| Special Items | -- | -- | -- | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Operating Income (GAAP) | \$81 | \$74 | (\$4) | (\$14) | (\$1) | \$136 | \$57 | \$31 | \$4 | (\$13) | -- | \$79 |
| Interest Income and Other | -- | -- | -- | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Net Contribution to Earnings (GAAP) | \$81 | \$74 | (\$4) | (\$14) | (\$1) | \$136 | \$57 | \$31 | \$4 | (\$13) | -- | \$79 |

1. Adjusted EBITDA excluding special items is a non-GAAP measure that management uses to evaluate the performance of the company. Adjusted EBITDA, as we define it, is operating income adjusted for depreciation, depletion, amortization, pension and postretirement costs not allocated to business segments (primarily interest cost, expected return on plan assets, amortization of actuarial loss and amortization of prior service cost / credit), special items and interest included in cost of products sold. Adjusted EBITDA should not be considered in isolation from and is not intended to represent an alternative to our GAAP results.

## GROSS DEBT TO EBITDA RECONCILIATION

| \$ Millions | 2013 | 2013 |
| :--- | ---: | ---: |
| Gross Debt to Adjusted EBITDA (LTM) ${ }^{1,2}$ | Q2 | Q3 |
| Long-Term Debt $^{3}$ | 2.7 | 3.4 |
| Adjusted EBITDA Excluding Special Items (LTM) |  |  |
| Depletion, Depreciation \& Amortization | $\$ 4,114$ | $\$ 5,568$ |
| Non-Operating Pension \& Postretirement Costs | $\$ 1,550$ | $\mathbf{( 4 5 3 )}$ |
| Special Items | $(35)$ | $(461)$ |
| Capitalized Interest Included in Cost of Products Sold | -- | $(39)$ |
| Operating Income (GAAP) | $(37)$ | -- |
| Interest Income and Other | $\$ 1,025$ | $(41)$ |
| Loss Attributable to Non-Controlling Interest | 50 | $\$ 1,100$ |
| Net Contribution to Earnings | 1 | 56 |
| Interest Expense, Net of Capitalized Interest | $\$ 1,076$ | 1 |
| Income Taxes | $(338)$ | $\$ 1,157$ |
| Net Earnings (GAAP) | $(136)$ | $(346)$ |
| Dividends on preference shares | $\$ 602$ | $(159)$ |
| Net Earnings to Common Shareholders (GAAP) | $(2)$ | $\$ 652$ |

LTM = last twelve months.
2. Gross debt to adjusted EBITDA is a non-GAAP measure that management uses to evaluate the performance of the company. Gross debt to adjusted EBITDA, as we define it, is long-term debt divided by the last twelve months of adjusted EBITDA excluding special items. Adjusted EBITDA excluding special items is a non-GAAP measure that management uses to evaluate the performance of the company. Adjusted EBITDA, as we define it, is operating income adjusted for depreciation, depletion, amortization, pension and postretirement costs not allocated to business segments (primarily interest cost, expected return on plan assets, amortization of actuarial loss and amortization of prior service cost / credit), special items and interest included in cost of products sold. Gross debt to adjusted EBITDA should not be considered in isolation from and is not intended to represent an alternative to our GAAP results.
3. 2013 Q3 includes approximately $\$ 1.1$ billion of Longview Timber indebtedness assumed in the acquisition and $\$ 500$ million of debt issued in anticipation of repaying the assumed indebtedness. Subsequent to the end of 2013 Q3, Weyerhaeuser issued $\$ 550$ million of debt and used those proceeds, along with notes issued in 2013 Q3, to repay the assumed indebtedness.

