

## Potlatch Corporation

### **Audit Committee Procedures for compliance with the requirements of Section 301(4) of the Sarbanes-Oxley Act of 2002.**

The following procedures have been established by the Audit Committee of the Board of Directors for:

- (i) the receipt, retention, and treatment of complaints received by the company regarding accounting, internal accounting controls, or auditing matters; and
- (ii) the confidential, anonymous submission by Potlatch employees of concerns regarding questionable accounting or auditing matters.
  - a) Potlatch will establish and publish on its internet and intranet websites a special toll-free telephone number for receiving complaints regarding accounting, internal accounting controls, or auditing matters.
  - b) The toll-free telephone number shall be answered by a third party unrelated to Potlatch, which party will receive the information and deliver it in written form to the Chair of the Audit Committee.
  - c) If the caller is a Potlatch employee who wishes to make a confidential, anonymous submission of concerns regarding questionable accounting or auditing matters, the third party receiving the call shall not reveal the identity of the caller to the Chair of the Audit Committee.
  - d) If the caller is not a Potlatch employee, the third party receiving the call shall request that the caller identify himself or herself and shall include the identity of the caller in the written report to the Chair of the Audit Committee.
  - e) All complaints will be investigated. The Chair of the Audit Committee shall decide whether a complaint shall be investigated by the Audit Committee or referred to the Chief Financial Officer or General Counsel of the company for investigation.
  - f) Upon the completion of an investigation, the Chair of the Audit Committee will, if appropriate, make recommendations for any changes in accounting practices, procedures and controls.
  - g) The status of all investigations shall be reported to the Audit Committee on a quarterly basis and, if the Audit Committee so directs, to the Board of Directors.

- h) The Audit Committee may retain outside counsel or other advisors to assist in the investigation of any complaint addressed to the Audit Committee.

No employee of Potlatch shall retaliate or take any adverse action against anyone for raising or helping to resolve an investigation of any complaint received by the Audit Committee or any fraud investigation conducted by a governmental agency.