

**CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS
OF THE TIMBERLAND COMPANY**

Purpose

The primary purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of The Timberland Company (the “Company”) is to assist the Board in its oversight of the Company’s financial reporting process, including oversight of (1) the integrity of the Company’s financial statements; (2) the Company’s compliance with legal and regulatory requirements; (3) the qualifications, independence and performance of Company’s independent outside auditor (the “Auditor”); (4) the Company’s internal audit function; and (5) the Company’s systems of internal accounting and financial controls.

The Company’s management is responsible for preparing the Company’s financial statements, and the Auditor is responsible for auditing those statements. In carrying out its responsibilities, the Committee should not be seen as providing expert or special assurances as to the Company’s financial statements, the Company’s compliance with laws or regulations, or any professional certification as to the Auditor’s work.

Structure, Processes and Membership

The Committee shall consist of at least three (3) outside members of the Board who, in the Board’s judgment, meet the independence and other membership requirements of the New York Stock Exchange (“NYSE”), the Securities and Exchange Commission (“SEC”), and other applicable regulations.

Committee members are appointed by the Board, which designates the Committee Chair, who presides over Committee meetings.

The Committee shall meet at least three (3) times annually. Meetings, in addition to regularly scheduled meetings, may be called by the Committee Chair, the Company’s Chief Financial Officer or Chief Executive Officer, or by the Auditor. The Committee shall meet regularly with the Auditor and with the Company’s Director of Internal Audit in separate executive sessions.

Two (2) Committee members shall constitute a quorum for doing business. Committee actions shall be taken by unanimous vote if only a quorum is present at a meeting; or by majority vote of the Committee members present at a meeting where at least three (3) members are present; or by unanimous written consent in place of a meeting. If at any time Committee members at a meeting are evenly split on a particular action, the matter may be taken to the full Board for action or deferred for further Committee action, as appropriate.

In fulfilling its purpose and responsibilities, the Committee believes its policies and procedures should remain flexible, in order best to react to changing conditions in light of its responsibilities. The Committee may, in its discretion, conduct or authorize investigations into matters it considers to be within its scope of responsibility, with full access to the Company's books, records, facilities and personnel, and with the power to retain independent counsel, accountants or other experts.

Key Responsibilities and Activities

Independent Auditor:

- The Committee shall have the sole authority to select, retain, compensate, evaluate, and, when it judges appropriate, replace the Auditor. The Auditor is accountable to, and shall report directly to, the Committee.
- The Committee will review and approve the arrangements, scope, and fees for the outside audit of the Company's annual financial statements and for the review of the Company's quarterly financial statements. Additionally, the Committee will approve the scope and fees for consulting or other non-audit services provided by the Auditor (if such services are permitted by applicable law) in advance of any such services being performed.
- The Committee will, at least annually, request that the Auditor furnish the Committee a formal written statement delineating all relationships between the Auditor and the Company. The Committee will also (a) actively engage in a dialogue with the Auditor with respect to any such disclosed relationships or services and their impact on the Auditor's objectivity and independence; and (b) recommend to the Board that it take appropriate action in response to the Auditor's report to satisfy itself of the Auditor's independence.
- At least annually, the Committee will obtain and review any and all reports required by the SEC or the NYSE relating to the Auditor's internal quality control procedures (including any material issues raised by internal or peer reviews or governmental authorities and any steps taken to address any such issues).
- The Committee will set clear hiring policies for employees or former employees of the Auditor.

Review of Documents and Reports:

The Committee will:

- review and assess the adequacy of this Charter at least annually, and recommend any proposed changes to the Board for approval.

- review and discuss with the Company's management and the Auditor the annual financial statements and related footnotes to be filed with the SEC. Such review shall be in accordance with the applicable rules and regulations of the SEC and the Statement of Auditing Standards No. 61, and shall include:
 - the Auditor's report on the financial statements
 - the Auditor's qualitative judgments about the appropriateness and acceptability of accounting principles, financial disclosures, and underlying estimates
 - any significant difficulties or disputes with management encountered during the course of the audit
 - any other matters required to be discussed with the Committee.
- review and discuss with Company's management and the Auditor the Company's quarterly financial statements and earnings press releases, as well as generally any other financial information; including earnings guidance, if any, provided to analysts and rating agencies.

Other activities:

The Committee will:

- discuss with the Company's management and the Auditor the quality and adequacy of the Company's internal controls.
- establish procedures (a) for receiving, retaining and handling complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (b) for confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.
- review with management and the Auditor, the activities, organizational structure, and qualifications of the Company's internal audit department, including (a) the Company's internal audit plan; (b) any difficulties the internal auditors encountered while conducting audits; and (c) significant findings and recommendations made by the internal auditors.
- ask the Company's management, the Director of Internal Audit, and the Auditor about significant risks or exposures to the Company, and review the steps management has taken to manage such risks or exposures.
- review with the General Counsel, as well as other appropriate members of the Company's management, any legal and regulatory matters, including tax matters, that may have a material effect on the Company's financial statements, operations, compliance policies and programs.

- review with management the Company's monitoring of its compliance with its policies regarding business ethics and conflicts of interest, and its codes of conduct.
- report Committee actions to the Board on a regular basis with such recommendations as the Committee deems appropriate, and prepare the Committee report required by the SEC to be included in the Company's annual proxy statement.
- encourage open communication among internal auditors, the Auditor, management, and the Board.
- annually evaluate the Committee's performance.
- obtain advice and assistance from outside legal, accounting or other advisors as the Committee deems necessary to carry out its duties, and receive appropriate funding, as it determines, from the Company for payment of compensation for such advice and assistance.
- engage in such other activities consistent with this Charter, the Company's By-Laws, and governing law and regulations as the Committee deems necessary or appropriate or as the Board requests.