

**CHARTER OF THE MANAGEMENT DEVELOPMENT AND COMPENSATION
COMMITTEE
OF THE BOARD OF DIRECTORS
OF THE TIMBERLAND COMPANY**

The primary purpose of the Management Development and Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of The Timberland Company (the “Company”) is to assist the Board in fulfilling its responsibilities to oversee the Company’s compensation, stock based compensation and other benefit plans, and development of its management personnel. This oversight includes evaluation of the performance of the Chairman and the President and Chief Executive Officer, as well as succession planning related to these and other officers. The primary activities of the Committee are set forth below. The Committee may engage in such other activities consistent with the Company’s By-Laws, governing law and regulations as the Committee deems necessary or appropriate or as the Board requests.

Structure, Process and Membership:

The Committee shall consist of at least three (3) outside (non-employee) members of the Board. Committee members are appointed by the Board, which also designates the Committee Chair, who presides over Committee meetings.

The Committee shall meet at least three (3) times annually, or more frequently, as circumstances dictate. Other meetings may be called by the Committee Chair, the Company’s President, or the officer directly responsible for the Human Resources department.

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; 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.

Key Responsibilities and Activities:

In carrying out its responsibilities with respect to each of the described topics, the Committee’s focus will vary based upon management level. The Committee will act on an individual basis with respect to the positions of Chairman and President and Chief Executive Officer, the Chief Financial Officer and the management personnel in Salary Grades 12 and above. With respect to the entire company, the Committee will review the general principles on which the Company bases its compensation, benefits and management development policies and practices. The Committee will also review the application of these policies and practices to management personnel.

The Committee will evaluate its performance annually.

The Committee will review and discuss with the Company's management the Compensation Discussion and Analysis (CD&A) and related disclosures required by the rules of the Securities and Exchange Commission (SEC) to be included in the Company's annual report and proxy statement. The Committee will determine whether to recommend to the Board that the CD&A be included in such annual report and proxy statement, and it will further produce a compensation committee report for the proxy statement as required by the SEC.

The Committee may retain, at the Company's expense, its own consultants and advisors.

Compensation:

1. Review the compensation strategies of the Company, including base pay, incentive and stock based programs.
2. Evaluate the performance of the President/Chief Executive Officer, in light of agreed upon annual goals and objectives, and based on this evaluation, determine his annual base salaries and annual target bonus (incentive) percentage. Determine the base salary and target bonus (if any) for the Chairman and present the Chairman's and the President/Chief Executive Officer's compensation to the Board for approval.
3. Determine the annual bonus payments pursuant to the Company's applicable incentive plan for the Chairman and President/Chief Executive Officer, and present these to the Board for approval.
4. Determine the annual bonus payments, pursuant to the Company's applicable incentive plan, for the Chief Financial Officer and the management personnel in Salary Grades 12 and above ("Executive Officers"), based on achievement of performance goals, as applicable, and the Company's management's evaluation of their performance.
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Determine the annual base salaries and annual target bonus (incentive) percentage for the Executive Officers.

6. Determine the parameters of initial compensation packages to be offered when hiring Executive Officers, and approve any offers which vary from these parameters. Review and approve contractual arrangements, if any, with Executive Officers, such as employment agreements, change of control, and severance arrangements.
7. Review the compensation (annual base salary, annual target bonus (incentive) and annual bonus payments) determined by the Company's management for all other management personnel of the Company.

8. Establish annually the specific criteria on which payment of annual bonuses for that year will be based in accordance with the Company's incentive plan(s) and applicable law.
9. Review, discuss, and adopt (or recommend to the Board for approval as necessary) any other incentive compensation plans or programs applicable to the Company's management personnel and Executive Officers.

Stock based (Equity) Plans:

1. Determine stock based short and long term incentive plans and grants thereunder for the President/Chief Executive Officer and present these to the Board for approval.
2. Determine stock based short and long term incentive plans and grants thereunder for Executive Officers.
3. Review the administration of the Company's stock based compensation plans, including the basis for grants to newly hired employees, promoted employees, and annual stock grants.
4. Take such other actions as the Committee determines in connection with the Company's stock based compensation plans, including recommending to the Board the issuance or allocation of additional shares for such programs and the adoption of new or revised plans.

Board Compensation:

1. Consult and collaborate with the Governance and Nominating Committee as requested by that Committee regarding compensation for members of the Board.
2. Review, and recommend to the Board, approval of and/or changes to the Non-Employee Directors Stock Plan.

Other Benefit Plans:

1. Review and examine on a periodic basis the other benefit plans of the Company, including the Company's 401(k) Plan.
2. Adopt or recommend, as appropriate, for approval by the Board, amendments to or new or revised plans.

Succession Planning and Management Development:

1. Discuss, review, adopt (or recommend to the Board for adoption) and revise on a periodic basis, plans for orderly succession to the positions of Chairman, President and Chief Executive Officer, and other key executive positions.

2. Review at least annually the Company's overall management development and succession programs, including such topics as career paths and attracting and retaining high quality employees.

Adopted by the Compensation Committee on July 31, 2002

Amended and Restated: February 12, 2004

Adopted by the Board of Directors: March 3, 2004

Amended and Restated: March 2, 2005

Adopted by the Board of Directors: March 3, 2005

Amended and Restated: February 22, 2008

Adopted by the Board of Directors: March 5, 2008