

LOUISIANA-PACIFIC CORP  
Form 10-Q  
May 08, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

Quarterly Report Under Section 13 or 15(d)  
of the Securities Exchange Act of 1934  
For Quarterly Period Ended March 31, 2014  
Commission File Number 1-7107

LOUISIANA-PACIFIC CORPORATION  
(Exact name of registrant as specified in its charter)

DELAWARE (State or other jurisdiction of incorporation or organization) 414 Union Street, Nashville, TN 37219 (Address of principal executive offices) (Zip Code) Registrant's telephone number, including area code: (615) 986-5600	93-0609074 (IRS Employer Identification No.)
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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definition of "large accelerated filer," "accelerated filers" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer <input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer <input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 141,130,878 shares of Common Stock, \$1 par value, outstanding as of May 8, 2014.

Except as otherwise specified and unless the context otherwise requires, references to "LP", the "Company", "we", "us", and "our" refer to Louisiana-Pacific Corporation and its subsidiaries.

## ABOUT FORWARD-LOOKING STATEMENTS

Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 provide a “safe harbor” for forward-looking statements to encourage companies to provide prospective information about their businesses and other matters as long as those statements are identified as forward-looking and are accompanied by meaningful cautionary statements identifying important factors that could cause actual results to differ materially from those discussed in the statements. This report contains, and other reports and documents filed by us with the Securities and Exchange Commission may contain, forward-looking statements. These statements are or will be based upon the beliefs and assumptions of, and on information available to, our management.

The following statements are or may constitute forward-looking statements: (1) statements preceded by, followed by or that include words like “may,” “will,” “could,” “should,” “believe,” “expect,” “anticipate,” “intend,” “plan,” “estimate,” “po,” “continue” or “future” or the negative or other variations thereof and (2) other statements regarding matters that are not historical facts, including without limitation, plans for product development, forecasts of future costs and expenditures, possible outcomes of legal proceedings, capacity expansion and other growth initiatives and the adequacy of reserves for loss contingencies.

Factors that could cause actual results to differ materially from those expressed or implied by the forward-looking statements include, but are not limited to the following:

- changes in governmental fiscal and monetary policies and levels of employment;
- changes in general economic conditions;
- changes in the cost and availability of capital;
- changes in the level of home construction activity;
- changes in competitive conditions and prices for our products;
- changes in the relationship between supply of and demand for building products;
- changes in the relationship between supply of and demand for raw materials, including wood fiber and resins, used in manufacturing our products;
- changes in the cost of and availability of energy, primarily natural gas, electricity and diesel fuel;
- changes in other significant operating expenses;
- changes in exchange rates between the U.S. dollar and other currencies, particularly the Canadian dollar, Australian dollar, Brazilian real and the Chilean peso;
- changes in general and industry specific environmental laws and regulations;
- changes in tax laws, and interpretations thereof;
- changes in circumstances giving rise to environmental liabilities or expenditures;
- the resolution of existing and future product related litigation and other legal proceedings;
- governmental gridlock and curtailment of government services and spending; and
- acts of public authorities, war, civil unrest, natural disasters, fire, floods, earthquakes, inclement weather and other matters beyond our control.

In addition to the foregoing and any risks and uncertainties specifically identified in the text surrounding forward-looking statements, any statements in the reports and other documents filed by us with the Commission that warn of risks or uncertainties associated with future results, events or circumstances identify important factors that could cause actual results, events and circumstances to differ materially from those reflected in the forward-looking statements.

## ABOUT THIRD-PARTY INFORMATION

In this report, we rely on and refer to information regarding industry data obtained from market research, publicly available information, industry publications, U.S. government sources and other third parties. Although we believe the information is reliable, we cannot guarantee the accuracy or completeness of the information and have not independently verified it.

## Item 1. Financial Statements.

CONSOLIDATED STATEMENTS OF INCOME  
 LOUISIANA-PACIFIC CORPORATION AND SUBSIDIARIES  
 (AMOUNTS IN MILLIONS EXCEPT PER SHARE AMOUNTS)  
 (UNAUDITED)

	Three Months Ended March 31,	
	2014	2013
Net sales	\$444.7	\$531.1
Operating costs and expenses:		
Cost of sales	388.4	387.2
Depreciation and amortization	25.6	18.6
Selling and administrative	40.9	35.2
Other operating credits and charges, net	—	1.6
Total operating costs and expenses	454.9	442.6
Income (loss) from operations	(10.2 )	88.5
Non-operating income (expense):		
Interest expense, net of capitalized interest	(7.7 )	(10.6 )
Investment income	1.8	3.5
Other non-operating items	(4.3 )	(0.7 )
Total non-operating income (expense)	(10.2 )	(7.8 )
Income (loss) from continuing operations before taxes and equity in income of unconsolidated affiliates	(20.4 )	80.7
Provision (benefit) for income taxes	(5.6 )	22.9
Equity in income of unconsolidated affiliates	(0.6 )	(7.2 )
Income (loss) from continuing operations	(14.2 )	65.0
Income from discontinued operations before taxes	—	0.3
Provision for income taxes	—	0.2
Income from discontinued operations	—	0.1
Net income (loss)	\$(14.2 )	\$65.1
Income (loss) per share of common stock (basic):		
Income (loss) from continuing operations	\$(0.10 )	\$0.47
Income from discontinued operations	—	—
Net income (loss) per share	\$(0.10 )	\$0.47
Net income (loss) per share of common stock (diluted):		
Income (loss) from continuing operations	\$(0.10 )	\$0.45
Income from discontinued operations	—	—
Net income (loss) per share	\$(0.10 )	\$0.45
Average shares of stock outstanding - basic	140.8	138.4
Average shares of stock outstanding - diluted	140.8	144.4

The accompanying notes are an integral part of these unaudited financial statements.



CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
 LOUISIANA-PACIFIC CORPORATION AND SUBSIDIARIES  
 (AMOUNTS IN MILLIONS) (UNAUDITED)

	Three Months Ended March 31,	
	2014	2013
Net income (loss)	(14.2	) \$65.1
Other comprehensive income (loss)		
Foreign currency translation adjustments	(1.8	) 1.9
Unrealized gain on marketable securities, net of reversals	0.1	0.3
Defined benefit pension plans	1.3	1.4
Other comprehensive income (loss), net of tax	(0.4	) 3.6
<b>Comprehensive income (loss)</b>	<b>\$(14.6</b>	<b>) \$68.7</b>

The accompanying notes are an integral part of these unaudited financial statements.

CONSOLIDATED BALANCE SHEETS  
 LOUISIANA-PACIFIC CORPORATION AND SUBSIDIARIES  
 (AMOUNTS IN MILLIONS) (UNAUDITED)

	March 31, 2014	December 31, 2013
<b>ASSETS</b>		
Cash and cash equivalents	\$551.7	\$656.8
Receivables, net of allowance for doubtful accounts of \$1.1 million at March 31, 2014 and December 31, 2013	143.0	78.1
Inventories	276.3	224.4
Other current assets	5.2	7.7
Deferred income taxes	47.3	50.9
Assets held for sale	16.3	16.3
Total current assets	1,039.8	1,034.2
Timber and timberlands	69.2	71.6
Property, plant and equipment, at cost	2,305.5	2,294.6
Accumulated depreciation	(1,422.5	) (1,407.8
Net property, plant and equipment	883.0	886.8
Goodwill	9.7	9.7
Notes receivable from asset sales	432.2	432.2
Long-term investments	3.8	3.7
Restricted cash	11.4	11.3
Investments in and advances to affiliates	3.8	3.2
Deferred debt costs	6.5	6.8
Other assets	34.7	33.8
Total assets	\$2,494.1	\$2,493.3
<b>LIABILITIES AND EQUITY</b>		
Current portion of long-term debt	\$2.3	\$2.3
Accounts payable and accrued liabilities	192.7	161.9
Current portion of contingency reserves	2.0	2.0
Total current liabilities	197.0	166.2
Long-term debt, excluding current portion	761.2	762.7
Contingency reserves, excluding current portion	12.8	13.3
Other long-term liabilities	133.8	136.1
Deferred income taxes	177.6	188.7
Stockholders' equity:		
Common stock	152.0	152.0
Additional paid-in capital	502.3	508.0
Retained earnings	873.5	887.7
Treasury stock	(226.5	) (232.2
Accumulated comprehensive loss	(89.6	) (89.2
Total stockholders' equity	1,211.7	1,226.3
Total liabilities and stockholders' equity	\$2,494.1	\$2,493.3

The accompanying notes are an integral part of these unaudited financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS  
LOUISIANA-PACIFIC CORPORATION AND SUBSIDIARIES  
(AMOUNTS IN MILLIONS) (UNAUDITED)

	Three Months Ended March 31,	
	2014	2013
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income (loss)	\$(14.2	) \$65.1
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	25.6	18.6
Income from unconsolidated affiliates	(0.6	) (7.2
Other operating credits and charges, net	—	1.6
Stock-based compensation related to stock plans	2.1	2.1
Exchange gain (loss) on remeasurement	5.2	(0.3
Cash settlement of contingencies	(0.5	) (0.1
Cash settlements of warranties, net of accruals	(2.7	) (2.0
Pension expense, net of cash payments	0.6	1.5
Non-cash interest expense, net	0.5	0.4
Other adjustments, net	(0.2	) 0.8
Increase in receivables	(64.4	) (52.4
Increase in inventories	(51.3	) (48.6
Decrease in other current assets	2.5	1.4
Increase in accounts payable and accrued liabilities	32.4	12.1
Increase (decrease) in deferred income taxes	(8.0	) 23.8
Net cash provided by (used in) operating activities	(73.0	) 16.8
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Property, plant and equipment additions	(24.0	) (13.2
Investments in and advances to joint ventures	—	6.8
Proceeds from sales of assets	0.1	—
(Increase) decrease in restricted cash under letters of credit/credit facility	(0.2	) 1.5
Net cash used in investing activities	(24.1	) (4.9
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Repayment of long-term debt	(1.1	) (1.0
Taxes paid related to net share settlement of equity awards	(1.4	) (11.8
Other, net	—	0.1
Net cash used in financing activities	(2.5	) (12.7
<b>EFFECT OF EXCHANGE RATE ON CASH AND CASH EQUIVALENTS</b>		
Net decrease in cash and cash equivalents	(105.1	) (0.4
Cash and cash equivalents at beginning of period	656.8	560.9
Cash and cash equivalents at end of period	\$551.7	\$560.5
The accompanying notes are an integral part of these unaudited financial statements.		

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY  
 LOUISIANA-PACIFIC CORPORATION AND SUBSIDIARIES  
 (AMOUNTS IN MILLIONS) (UNAUDITED)

	Common Stock		Treasury Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Comprehensive Loss	Total Stockholders' Equity
	Shares	Amount	Shares	Amount				
Balance, December 31, 2013	152.0	\$ 152.0	(10.9 )	\$(232.2 )	\$ 508.0	\$ 887.7	\$ (89.2 )	\$ 1,226.3
Net income	—	—	—	—	—	(14.2 )	—	(14.2 )
Issuance of shares for employee stock plans and stock-based compensation	—	—	0.3	7.1	(7.8 )	—	—	(0.7 )
Taxes paid related to net share settlement of equity awards	—	—	(0.1 )	(1.4 )	—	—	—	(1.4 )
Compensation expense associated with stock awards	—	—	—	—	2.1	—	—	2.1
Other comprehensive loss	—	—	—	—	—	—	(0.4 )	(0.4 )
Balance, March 31, 2014	152.0	\$ 152.0	(10.7 )	\$(226.5 )	\$ 502.3	\$ 873.5	\$ (89.6 )	\$ 1,211.7

The accompanying notes are an integral part of these unaudited financial statements.



## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 1 – BASIS FOR PRESENTATION

The accompanying unaudited consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and, in the opinion of management, include all adjustments (consisting of normal recurring adjustments, except for other operating credits and charges, net referred to in Note 9) necessary to present fairly, in all material respects, the consolidated financial position, results of operations and cash flows of LP and its subsidiaries for the interim periods presented. Results of operations for interim periods are not necessarily indicative of results to be expected for an entire year. These consolidated financial statements should be read in conjunction with the consolidated financial statements and the notes thereto included in LP's Annual Report on Form 10-K for the year ended December 31, 2013.

## NOTE 2 – STOCK-BASED COMPENSATION

At March 31, 2014, LP had stock-based employee compensation plans as described below. The total compensation expense related to all of LP's stock-based compensation plans was \$2.1 million for the three months ended March 31, 2014 and \$2.1 million for the three months ended March 31, 2013.

## Stock Compensation Plans

LP grants options to purchase LP common stock and stock settled stock appreciation rights (SSARs) to key employees and directors. On exercise, LP generally issues shares from treasury to settle these awards. The options and SSARs are granted at market price at the date of grant. For employees, SSARs become exercisable ratably over a three year period and expire ten years after the date of grant. For directors, these options historically have become exercisable in 10% increments every three months, starting three months after the date of grant, and expire ten years after the date of grant. At March 31, 2014, 5.2 million shares were available under the current stock award plans for stock-based awards.

The following table sets out the weighted average assumptions used to estimate the fair value of the options and SSARs granted using the Black-Scholes option-pricing model in the first three months of the respective years noted:

	2014	2013
Expected stock price volatility	57.5%	69.2%
Expected dividend yield	—%	—%
Risk-free interest rate	1.5%	0.9%
Expected life of options (in years)	5 years	5 years
Weighted average fair value of options and SSARs granted	\$9.03	\$11.68

The following table summarizes stock options and SSARs outstanding as of March 31, 2014, as well as activity during the three month period then ended.

Share amounts in thousands	Options and SSARs	Weighted Average Exercise Price	Weighted Average Contractual Term (in years)	Aggregate Intrinsic Value (in millions)
Options outstanding at January 1, 2014	6,937	\$ 14.26		
Options granted	490	18.09		
Options exercised	(3 )	15.27		
Options canceled	(345 )	21.31		
Options outstanding at March 31, 2014	7,079	\$ 14.18	5.3	\$34.4
Vested and expected to vest at March 31, 2014 <sup>(1)</sup>	6,725	—	—	\$32.6
Options exercisable at March 31, 2014	6,022	\$ 13.96	—	\$31.5

<sup>(1)</sup> Options or SSARS expected to vest based upon historical forfeiture rate

The aggregate intrinsic value in the table above represents the total pre-tax intrinsic value (the difference between LP's closing stock price on the last trading day of the first quarter of 2014 and the exercise price, multiplied by the number of in-the-money options and SSARs) that would have been received by the holders had all holders exercised their awards on March 31, 2014. This amount changes based on the market value of LP's stock as reported by the New York Stock Exchange.

As of March 31, 2014, there was \$3.4 million of total unrecognized compensation costs related to stock options and SSARs. These costs are expected to be recognized over a weighted-average period of 2.0 years. LP recorded compensation expense related to these awards in the first three months of 2014 of \$0.7 million.

#### Incentive Share Awards

LP has granted incentive share stock awards (restricted stock units) to certain key employees and directors. The employee awards vest three years from date of grant and awards to directors vest one year from date of grant. The awards entitle the participant to receive a specified number of shares of LP common stock at no cost to the participant. The market value at the time of grant approximates the fair value. LP recorded compensation expense related to these awards in the first three months of 2014 of \$0.8 million. As of March 31, 2014, there was \$4.9 million of total unrecognized compensation cost related to unvested incentive share awards. This expense will be recognized over a weighted-average period of 1.5 years.

The following table summarizes incentive share awards outstanding as of March 31, 2014 as well as activity during the three months then ended.

	Shares	Weighted Average Contractual Term (in years)	Aggregate Intrinsic Value (in millions)
Incentive share awards outstanding at January 1, 2014	752,595		
Incentive share awards granted	145,345		
Incentive share awards vested	(248,724 )		
Incentive share awards canceled	(2,974 )		
Incentive shares outstanding at March 31, 2014	646,242	1.5	\$ 10.9
Vested and expected to vest at March 31, 2014 <sup>(1)</sup>	613,930	—	\$ 10.4

<sup>(1)</sup> Incentive shares expected to vest based upon historical forfeiture rate

### Restricted Stock

LP grants restricted stock to certain senior employees. The shares for employees vest three years from the date of grant and for directors vest five years from date of grant. During the vesting period, the participants have voting rights and receive dividends, but the shares may not be sold, assigned, transferred, pledged or otherwise encumbered. Additionally, granted but unvested shares are forfeited upon termination of employment. The fair value of the restricted shares on the date of the grant is amortized ratably over the vesting period. As of March 31, 2014, there was \$4.0 million of total unrecognized compensation costs related to restricted stock. This expense will be recognized over the next 1.5 years.

The following table summarizes the restricted stock outstanding as of March 31, 2014 as well as activity during the three months then ended.

	Number of Shares	Weighted Average Grant Date Fair Value
Restricted stock awards outstanding at January 1, 2014	512,085	\$ 11.48
Restricted stock awards granted	117,412	18.09
Restrictions lapsed	(139,239	) 10.30
Restricted stock awards at March 31, 2014	490,258	\$ 13.40

Compensation expense related to these awards recognized in the first three months of 2014 was \$0.5 million.

### Performance share awards

In connection with Mr. Stevens' appointment to Chief Executive Officer on May 4, 2012, he was awarded 300,000 performance shares. LP recorded compensation expense related to these awards of \$0.1 million in the first three months of 2014. As of March 31, 2014, there was \$0.7 million of total unrecognized compensation costs related to this award. This expense will be recognized over the next 2.1 years.

### Phantom stock

During 2011 and 2012, LP made annual grants of phantom stock units to its directors. Subsequent to the approval of the 2013 Omnibus Plan, phantom stock units are no longer granted to directors. The director does not receive rights of a shareholder, nor is any stock transferred. The units will be paid out in cash at the end of the five year vesting period. The value of one unit is based on the market value of one share of common stock on the vesting date. The cost of the grants are recognized over the vesting period and is included in stock-based compensation expense. Since these awards are settled in cash, such awards are required to be remeasured based upon the changes in LP's stock price. As of March 31, 2014, LP had 75,816 shares outstanding under this program.

### NOTE 3 – FAIR VALUE MEASUREMENTS

LP's investments that are measured at fair value on a recurring basis are categorized below using the fair value hierarchy. LP also measures the contingent consideration associated with the business combination using the fair value hierarchy. The fair value hierarchy has three levels based on the reliability of the inputs used to determine fair value. Level 1 refers to fair values determined based on quoted prices in active markets for identical assets. Level 2 refers to fair values estimated using significant other observable inputs and Level 3 includes fair values estimated using significant non-observable inputs.

The following table summarizes assets and liabilities measured on a recurring basis for each of the three hierarchy levels presented below.

Dollar amounts in millions	March 31, 2014	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Available for sale securities	\$3.8	\$—	\$—	\$3.8
Trading securities	2.1	2.1	—	—
Contingent consideration	3.6	—	—	3.6

Dollar amounts in millions	December 31, 2013	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Available for sale securities	\$3.7	\$—	\$—	\$3.7
Trading securities	2.0	2.0	—	—
Contingent consideration	3.8	—	—	3.8

Due to the lack of observable market quotations on a portion of LP's auction rate securities (ARS) portfolio, LP evaluates the structure of its ARS holdings and current market estimates of fair value, including fair value estimates from issuing banks that rely exclusively on Level 3 inputs. These inputs include those that are based on expected cash flow streams and collateral values, including assessments of counterparty credit quality, default risk underlying the security, discount rates and overall capital market liquidity. The valuation of LP's ARS investment portfolio is subject to uncertainties that are difficult to predict. Factors that may impact LP's valuation include changes to credit ratings of the securities as well as to the underlying assets supporting those securities, rates of default of the underlying assets, underlying collateral value, discount rates, counterparty risk and ongoing strength and quality of market credit and liquidity.

The following table summarizes changes in assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the three months ended March 31, 2014 and 2013.

Dollar amounts in millions	Available for sale securities	Contingent consideration
Balance at December 31, 2012	\$2.0	\$—
Total unrealized gains included in other comprehensive income	0.5	—
Balance at March 31, 2013	\$2.5	\$—
Balance at December 31, 2013	\$3.7	\$3.8
Total unrealized gains included in other comprehensive income	0.1	—
Foreign currency loss	—	(0.2 )
Balance at September March 31, 2014	\$3.8	\$3.6

LP estimated the Senior Notes maturing in 2020 to have a fair value of \$386.8 million at March 31, 2014 and \$390.3 million at December 31, 2013 based upon market quotations.

Carrying amounts reported on the balance sheet for cash, cash equivalents, receivables and accounts payable approximate fair value due to the short-term maturity of these items.



## NOTE 4 – EARNINGS PER SHARE

Basic earnings per share are based on the weighted-average number of shares of common stock outstanding. Diluted earnings per share are based upon the weighted-average number of shares of common stock outstanding plus all potentially dilutive securities that were assumed to be converted into common shares at the beginning of the period under the treasury stock method. This method requires that the effect of potentially dilutive common stock equivalents (stock options, stock settled stock appreciation rights, incentive shares and warrants) be excluded from the calculation of diluted earnings per share for the periods in which LP recognizes losses from continuing operations or at such time that the exercise prices of such awards are in excess of the weighted average market price of LP's common stock during these periods because the effect is anti-dilutive. Performance share awards are included in the calculation of earnings per share using the contingently issuable method. The following table sets forth the computation of basic and diluted earnings per share:

Dollar and share amounts in millions, except per share amounts	Three Months Ended March 31,	
	2014	2013
Numerator:		
Income (loss) attributed to LP common shares:		
Income (loss) from continuing operations	\$(14.2	) \$65.0
Income from discontinued operations	—	0.1
Net income (loss)	\$(14.2	) \$65.1
Denominator:		
Basic - weighted average common shares outstanding	140.8	138.4
Dilutive effect of stock warrants	—	3.0
Dilutive effect of stock plans	—	3.0
Diluted shares outstanding	140.8	144.4
Basic earnings per share:		
Income (loss) from continuing operations	\$(0.10	) \$0.47
Income from discontinued operations	—	—
Net income (loss) per share	\$(0.10	) \$0.47
Diluted earnings per share:		
Income (loss) from continuing operations	\$(0.10	) \$0.45
Income from discontinued operations	—	—
Net income (loss) per share	\$(0.10	) \$0.45

For the three months ended March 31, 2014, stock options, warrants and SSARs relating to approximately 3.6 million shares of LP common stock were considered anti-dilutive for purposes of LP's earnings per share calculation due to LP's loss position from continuing operations. For the three months ended March 31, 2013, stock options and SSARs related to approximately 2.2 million shares of LP common stock were considered not in-the-money for purposes of LP's earnings per share calculation.

At March 31, 2014, outstanding warrants were exercisable to purchase approximately 1,462,119 shares.

## NOTE 5 – RECEIVABLES

Receivables consist of the following:

Dollar amounts in millions	March 31, 2014	December 31, 2013
Trade receivables	\$135.9	\$69.2
Interest receivables	0.7	0.2
Income tax receivable	0.5	1.2
Other receivables	7.0	8.6
Allowance for doubtful accounts	(1.1	) (1.1
Total	\$143.0	\$78.1

Other receivables at March 31, 2014 and December 31, 2013 primarily consist of sales tax receivables, receivables from our joint venture, miscellaneous receivables and other items.

## NOTE 6 – INVENTORIES

Inventories are valued at the lower of cost or market. Inventory cost includes materials, labor and operating overhead. The major types of inventories are as follows (work in process is not material):

Dollar amounts in millions	March 31, 2014	December 31, 2013
Logs	\$66.4	\$46.9
Other raw materials	20.4	27.8
Semi finished inventory	19.0	11.1
Finished products	170.5	138.6
Total	\$276.3	\$224.4

## NOTE 7 – ASSETS HELD FOR SALE

Over the last several years, LP has adopted and implemented plans to sell selected assets in order to improve its operating results. LP is required to classify assets held for sale which are not part of a discontinued business separately on the face of the financial statements outside of “Property, plant and equipment.” As of March 31, 2014 and December 31, 2013, LP included two OSB mills and various non-operating sites in its held for sale category. The current book values of assets held for sale by category is as follows:

Dollars in millions	March 31, 2014	December 31, 2013
Property, plant and equipment, at cost:		
Land, land improvements and logging roads, net of road amortization	\$6.9	\$6.9
Buildings	6.2	6.2
Machinery and equipment	99.1	99.1
	112.2	112.2
Accumulated depreciation	(95.9	) (95.9
Net property, plant and equipment	\$16.3	\$16.3

## NOTE 8 – INCOME TAXES

Accounting standards state that companies account for income taxes using the asset and liability approach, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities. This method also requires the recognition of future tax benefits, such as net operating loss carryforwards and other tax credits. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to reverse. Valuation allowances are recorded as necessary to reduce deferred tax assets to the amount thereof that is more likely than not to be realized. The likelihood of realizing deferred tax assets is evaluated by, among other things, estimating future taxable income, considering the future reversal of existing deferred tax liabilities to which the deferred tax assets may be applied and assessing the impact of tax planning strategies.

For interim periods, accounting standards require that income tax expense be determined by applying the estimated annual effective income tax rate to year-to-date results unless this method does not result in a reliable estimate of year-to-date income tax expense. Each quarter the income tax accrual is adjusted to the latest estimate and the difference from the previously accrued year-to-date balance is adjusted to the current quarter.

The income tax components and associated effective income tax rates for the three months ended March 31, 2014 and 2013 are as follows:

	Three Months Ended March 31,					
	2014		2013			
	Tax Benefit	Tax Rate	Tax Provision	Tax Rate		
Continuing operations	\$(5.6)	(28)%	\$22.9	26		%
Discontinued operations	—	35	% 0.2	35		%
	\$(5.6)	(28)%	\$23.1	26		%

For the first three months of 2014, the primary differences between the U.S. statutory rate of 35% and the effective rate applicable to LP's continuing operations relate to the effect of foreign tax rates and adjustments to reserves for uncertain tax positions. For the first three months of 2013, the primary differences between the U.S. statutory rate of 35% and the effective rate applicable to LP's continuing operations relate to the effect of foreign tax rates and decreases in valuation allowances attributed to net operating loss carryforwards in various jurisdictions.

LP periodically reviews the need for valuation allowances against deferred tax assets and recognizes these deferred tax assets to the extent that the realization is more likely than not. Based upon its review of available positive and negative evidence, LP believes that the valuation allowances provided are appropriate. If LP were to determine that it would not be able to realize a portion of an existing net deferred tax asset in excess of an existing valuation allowance, an adjustment to the net deferred tax asset would be charged to earnings in the period in which such determination was made. Conversely, if it were to make a determination that it is more likely than not that an existing deferred tax asset for which there is currently a valuation allowance would be realized, the related valuation allowance would be reduced and a benefit to earnings would be recorded in the period in which such determination was made.

As a result of certain recognition requirements of ASC 718 Compensation -- Stock Compensation, certain deferred tax assets as of March 31, 2014 are not recognized in relation to amounts of tax deductions for equity compensation that are greater than the compensation recognized for financial reporting. Equity will be increased by \$13.2 million if and when such deferred tax assets are ultimately realized. LP uses the "with and without" method for determining when excess tax benefits have been realized.

LP and its domestic subsidiaries are subject to U.S. federal income tax as well as income taxes of multiple state jurisdictions. Its foreign subsidiaries are subject to income tax in Canada, Chile, Peru and Brazil. During 2011, the U.S. Internal Revenue Service (IRS) initiated an audit of tax years 2007 - 2009 for which field work has been completed. LP has protested certain proposed adjustments and requested review by the IRS Appeals Office. During the third quarter of 2013, LP deposited \$17.1 million with the IRS to suspend the accrual of interest pending the



resolution of this matter. The deposit is included within other assets on the Condensed Consolidated Balance Sheet. All U.S. federal audits of prior years have been completed. LP remains subject to state and local tax examinations for the tax years 2007 through 2012. Canadian federal income tax returns have been audited and effectively settled through 2008, and no examinations are currently in progress. Quebec provincial audits have been effectively settled through 2011 and 2012 is currently under review. As of March 31, 2014, the Chilean Tax Office was in the process of auditing tax year 2011.

#### NOTE 9 – OTHER OPERATING CREDITS AND CHARGES, NET

The major components of “Other operating credits and charges, net” in the Consolidated Statements of Income for the three months ended March 31, 2013 is reflected in the table below and is described in the paragraphs following the table:

Dollar amounts in millions	Three Months Ended March	
	2014	2013
Other operating charges and credits net:		
Adjustment related to prior year inventory	\$—	\$(1.6 )
	\$—	\$(1.6 )

During the first quarter of 2013, LP recorded a loss of \$1.6 million related to a prior year inventory adjustment.

#### NOTE 10 – TRANSACTIONS WITH AFFILIATES

LP has an equity investment in Abitibi-LP, a manufacturer of I-joists with Resolute Forest Products. LP sells products and raw materials to Abitibi-LP and purchases products for resale from Abitibi-LP. LP eliminates profits on these sales and purchases, to the extent the inventory has not been sold through to third parties, on the basis of its 50% interest. For the three months ended March 31, 2014 and 2013, LP sold \$2.5 million and \$3.5 million of products to Resolute-LP and purchased \$12.2 million and \$11.0 million of I-joists from Resolute-LP. Included in LP’s Consolidated Balance Sheets at March 31, 2014 and December 31, 2013 are \$1.4 million and \$0.8 million in accounts receivable from this affiliate.

LP purchased \$60.2 million of OSB from Canfor-LP during the quarter ended March 31, 2013 associated with our previous joint venture which was subsequently purchased.

#### NOTE 11 – LEGAL AND ENVIRONMENTAL MATTERS

Certain environmental matters and legal proceedings are discussed below.

##### Environmental Matters

LP maintains a reserve for undiscounted estimated environmental loss contingencies. This reserve is primarily for estimated future costs of remediation of hazardous or toxic substances at numerous sites currently or previously owned by the Company. LP’s estimates of its environmental loss contingencies are based on various assumptions and judgments, the specific nature of which varies in light of the particular facts and circumstances surrounding each environmental loss contingency. These estimates typically reflect assumptions and judgments as to the probable nature, magnitude and timing of required investigation, remediation and/or monitoring activities and the probable cost of these activities, and in some cases reflect assumptions and judgments as to the obligation or willingness and ability of third parties to bear a proportionate or allocated share of the cost of these activities. Due to the numerous uncertainties and variables associated with these assumptions and judgments, and the effects of changes in governmental regulation and environmental technologies, both the precision and reliability of the resulting estimates of the related contingencies are subject to substantial uncertainties. LP regularly monitors its estimated exposure to environmental loss contingencies and, as additional information becomes known, may change its estimates significantly.

## Other Proceedings

LP and its subsidiaries are parties to other legal proceedings. Based on the information currently available, management believes that the resolution of such proceedings will not have a material adverse effect on the financial position, results of operations, cash flows or liquidity of LP.

## NOTE 12 – SELECTED SEGMENT DATA

LP operates in four segments: Oriented Strand Board (OSB), Siding, Engineered Wood Products (EWP) and South America. LP's business units have been aggregated into these four segments based upon the similarity of economic characteristics, customers and distribution methods. LP's results of operations are summarized below for each of these segments separately as well as for the "other" category which comprises other products that are not individually significant. Segment information was prepared in accordance with the same accounting principles as those described in Note 1 of the Notes to the financial statements included in LP's Annual Report on Form 10-K for the year ended December 31, 2013.

Dollar amounts in millions	Three Months Ended March		
	31, 2014	2013	
Net sales:			
OSB	\$194.9	\$286.7	
Siding	143.5	133.8	
Engineered Wood Products	66.4	63.4	
South America	36.6	45.1	
Other	3.7	2.7	
Intersegment Sales	(0.4	) (0.6	)
	\$444.7	\$531.1	
Operating profit (loss):			
OSB	\$(1.9	) \$98.1	
Siding	19.2	20.7	
Engineered Wood Products	(3.1	) (3.5	)
South America	4.2	6.3	
Other	(0.7	) (1.8	)
Other operating credits and charges, net	—	(1.6	)
General corporate and other expenses, net	(27.3	) (22.5	)
Foreign currency losses	(4.3	) (0.7	)
Investment income	1.8	3.5	
Interest expense, net of capitalized interest	(7.7	) (10.6	)
Income (loss) from continuing operations before taxes	(19.8	) 87.9	
Provision (benefit) for income taxes	(5.6	) 22.9	
Income (loss) from continuing operations	\$(14.2	) \$65.0	

**NOTE 13 – POTENTIAL IMPAIRMENTS**

LP continues to review certain operations and investments for potential impairments. LP's management currently believes it has adequate support for the carrying value of each of these operations and investments based upon the anticipated cash flows that result from estimates of future demand, pricing and production costs assuming certain levels of planned capital expenditures. As of March 31, 2014, there were no indications of impairment for the asset grouping that includes the company's indefinitely curtailed facilities. As of March 31, 2014, the fair value of facilities that have not been indefinitely curtailed are substantially in excess of its carrying value and supports the conclusion that no impairment is necessary for those facilities.

LP also reviews from time to time possible dispositions of various assets in light of current and anticipated economic and industry conditions, its strategic plan and other relevant circumstances. Because a determination to dispose of particular assets can require management to make assumptions regarding the transaction structure of the disposition and to estimate the net sales proceeds, which may be less than previous estimates of undiscounted future net cash flows, LP may be required to record impairment charges in connection with decisions to dispose of assets.

**NOTE 14 – CONTINGENCY RESERVES**

LP maintains reserves for various contingent liabilities as follows:

Dollar amounts in millions	March 31, 2014	December 31, 2013
Environmental reserves	\$ 14.5	\$ 14.9
Other reserves	0.3	0.4
Total contingency reserves	14.8	15.3
Current portion of contingency reserves	(2.0	) (2.0
Long-term portion of contingency reserves	\$ 12.8	\$ 13.3

See Note 11 for discussion of environmental matters.

**NOTE 15 – DEFINED BENEFIT PENSION PLANS**

The following table sets forth the net periodic pension cost for LP's defined benefit pension plans during the quarter ended March 31, 2014 and 2013. The net periodic pension cost included the following components:

Dollar amounts in millions	Three Months Ended March 31,	
	2014	2013
Service cost	\$0.9	\$0.8
Interest cost	3.7	3.2
Expected return on plan assets	(4.2	) (4.1
Amortization of prior service cost	—	0.1
Amortization of net loss	1.4	1.8
Net periodic pension cost	\$ 1.8	\$ 1.8

During the three months ended March 31, 2014 and 2013, LP recognized \$1.8 million of pension expense for all of LP's defined benefit pension plans.

During the three months ended March 31, 2014, LP made \$1.2 million in pension contributions for LP's Canadian benefit plans. LP expects to contribute \$5.0 million to \$7.0 million to its pension plans in 2014.

**NOTE 16 – GUARANTEES AND INDEMNIFICATIONS**

LP is a party to contracts in which LP agrees to indemnify third parties for certain liabilities that arise out of or relate to the subject matter of the contract. In some cases, this indemnity extends to liabilities arising out of the negligence of the indemnified parties, but usually excludes any liabilities caused by gross negligence or willful misconduct of the indemnified parties. LP cannot estimate the potential amount of future payments under these agreements until

events arise that would trigger the liability. See Note 21 of the Notes to the financial statements included in LP's Annual Report on Form 10-K for the year ended December 31, 2013 for further discussion of LP's guarantees and indemnifications.

LP provides warranties on the sale of most of its products and records an accrual for estimated future claims. Such accruals are based upon historical experience and management's estimate of the level of future claims. The activity in warranty reserves for the first three months of 2014 and 2013 are summarized in the following table:

Dollar amounts in millions	Three Months Ended March 31,	
	2014	2013
Beginning balance	\$29.3	\$21.4
Accrued to expense	0.2	0.3
Foreign currency translation	(0.4	) —
Payments made	(2.9	) (2.3
Total warranty reserves	26.2	19.4
Current portion of warranty reserves	(12.0	) (12.0
Long-term portion of warranty reserves	\$14.2	\$7.4

The current portion of the warranty reserve is included in the caption "Accounts payable and accrued liabilities" and the long-term portion is included in the caption "Other long-term liabilities" on LP's Condensed Consolidated Balance Sheets.

#### NOTE 17 - OTHER COMPREHENSIVE INCOME

Other comprehensive income activity, net of tax, is provided in the following table for the three months ended March 31, 2014:

Dollar amounts in millions	Foreign currency translation adjustments	Pension adjustments	Unrealized gain (loss) on investments	Other	Total
Balance at December 31, 2013	\$(19.2	) \$(70.3	) \$2.0	\$(1.7	) \$(89.2
Other comprehensive income before reclassifications	(1.8	) 2.6	0.1	—	\$0.9
Amounts reclassified from accumulated comprehensive income	—	(1.3	) —	—	\$(1.3
Net current-period other comprehensive income	(1.8	) 1.3	0.1	—	(0.4
Balance at March 31, 2014	\$(21.0	) \$(69.0	) \$2.1	\$(1.7	) \$(89.6

Other comprehensive income activity, net of tax, is provided in the following table for the three months ended March 31, 2013:

Dollar amounts in millions	Foreign currency translation adjustments	Pension adjustments	Unrealized gain (loss) on derivative instruments	Unrealized gain (loss) on investments	Other	Total
Balance at December 31, 2012	\$(7.6 )	\$(99.0 )	\$(0.3 )	\$ 1.0	\$(2.0 )	\$(107.9 )
Other comprehensive income before reclassifications	1.9	2.7	—	0.3	—	4.9
Amounts reclassified from accumulated comprehensive income	—	(1.3 )	—	—	—	(1.3 )
Net current-period other comprehensive income	1.9	1.4	—	0.3	—	3.6
Balance at March 31, 2013	\$(5.7 )	\$(97.6 )	\$(0.3 )	\$ 1.3	\$(2.0 )	\$(104.3 )

Reclassifications from accumulated other comprehensive loss for the three months ended March 31, 2014 and March 31, 2013 are summarized, in millions of dollars, in the following table:

Details about accumulated other comprehensive income components	Amount reclassified from accumulated comprehensive income Three Months Ended March 31,		Affected line item in the statement where net income (loss) is presented
	2014	2013	
Amortization of defined benefit pension plans			
Prior service cost	\$—	\$0.1	(a)
Actuarial loss	1.4	1.8	(a)
Transition obligation	0.4	(0.1 )	(a)
	1.8	1.8	Total before tax
	0.5	0.5	Tax (provision) benefit
Total reclassifications	\$1.3	\$1.3	Net of tax

(a) These accumulated other comprehensive income components are included in the computation of net periodic pension cost, see Note 15 for additional details. The net periodic pension cost is included in Cost of sales and Selling and administrative line items in the Consolidated Statements of Income.

#### NOTE 18 - PROPOSED ACQUISITION OF AINSWORTH LUMBER CO. LTD.

In September of 2013, LP entered into an Arrangement Agreement (the “Arrangement”) with Ainsworth Lumber Co. Ltd., a British Columbia corporation (“Ainsworth”), providing an arrangement under British Columbia law whereby a wholly owned subsidiary of the Company will acquire all of the outstanding shares of Ainsworth capital stock in exchange for 0.114 shares of LP common stock (“LP Shares”) and C\$1.94 in cash per Ainsworth common share (“Ainsworth Shares”) subject to certain terms and conditions. Although the Arrangement provides for Ainsworth shareholders to elect among cash consideration, share consideration and mixed consideration, proration provisions will ensure that the aggregate amounts of cash and LP Shares issued in

the Transaction are fixed at approximately C\$467.0 million and 27.5 million LP Shares, respectively. The requisite approvals of the Transaction by Ainsworth shareholders and the Supreme Court of British Columbia were obtained on October 29, 2013 and October 31, 2013, respectively. As of the date of this report, the

consummation of the Transaction remains subject to other closing conditions, including the receipt of certain regulatory approvals and clearances.

LP and Ainsworth have entered into timing agreements with each of the Canadian Competition Bureau (the “CCB”) and the Antitrust Division of the U.S. Department of Justice (the “DOJ”) pursuant to which LP and Ainsworth agreed, subject to certain conditions, that they will not consummate the Transaction before giving the CCB and DOJ at least 14 days' prior written notice. LP and Ainsworth have also amended the Arrangement Agreement to extend the outside date for completion of the Transaction from April 18, 2014 to June 2, 2014. The Arrangement Agreement permits either party to extend the outside date if required to obtain certain regulatory approvals.

As of the date of this report, the CCB and DOJ have indicated that they are unwilling to permit the Transaction to be completed in the absence of divestitures that would go beyond those contemplated in the Arrangement Agreement. Although LP and Ainsworth continue to explore possible solutions and alternatives, LP is currently unable to conclude as to whether, when or the terms upon which a transaction may be completed. Because of their indicated positions, it may require LP and Ainsworth prevailing in litigation to complete the transaction under the current terms of the Arrangement Agreement. To complete a transaction, it may be necessary to make one or more divestitures of existing operations of LP and/or Ainsworth, to make changes to the Arrangement Agreement, including possible changes to the purchase price payable by LP and / or to engage in litigation with the CCB and / or DOJ.

The Arrangement Agreement contains certain termination rights for each of LP and Ainsworth. Either party may terminate the Arrangement Agreement if: (i) the parties mutually agree; (ii) the Transaction has not been consummated by the outside date; (iii) a governmental authority issues a law or order prohibiting the Transaction; (iv) the other party materially breaches its representations, warranties or covenants such that the applicable closing condition would not be satisfied; or (v) the other party has incurred a Material Adverse Effect (as defined in the Arrangement Agreement).

LP expects to fund the cash portion of the purchase price contemplated by the Arrangement agreement (as the same be modified) and related fees and expenses through a combination of cash on hand at LP and Ainsworth and borrowings under our revolving credit facility.

On October 17, 2013, Ainsworth issued a press release announcing that it had received the requisite consents in connection with its consent solicitation (the “Consent Solicitation”) from holders of Ainsworth’s 7.5% Senior Secured Notes due 2017 (the “Notes”) . The press release also announced that Ainsworth has entered into a supplemental indenture relating to the Notes, which modified certain definitions in the indenture relating to the Notes (the “Indenture”) so that the consummation of the Transaction pursuant to the Arrangement Agreement, and the designation by LP of members of Ainsworth’s board of directors upon and after the consummation of the Transaction, will not constitute a “Change of Control” under the Indenture and Ainsworth will not be required to make a “Change of Control Offer” under the Indenture in connection with the Transaction. Subject to the satisfaction or waiver of the conditions set forth in the solicitation statement distributed by Ainsworth to holders of the Notes, LP will make the consent payments contemplated thereby as and when they become due. Promptly following the consummation of the Transaction, LP will unconditionally guarantee the prompt payment and performance of the obligations of Ainsworth under the Indenture and the Notes.

The transaction contemplated by the Arrangement Agreement is expected to have a material effect on LP’s consolidated financial position, results of operations and cash flows.

## NOTE 19 - GOODWILL AND OTHER INTANGIBLE ASSETS

Changes in goodwill for the three months ended March 31, 2014 and March 31, 2013 are provided in the following table:

Dollar amounts in millions	2014	2013
Beginning balance, December 31,	\$9.7	\$—
Additions	—	—
Total goodwill	\$9.7	\$—

LP has recorded other intangible assets in its Consolidated Balance Sheets, as follows:

Dollar amounts in millions	March 31, 2014	December 31, 2013
Timber licenses (recorded as part of Timber and timberlands)	\$67.3	\$68.2
Other	0.1	0.1
Total	\$67.4	\$68.3

Customer relationships and other intangibles are included in Other assets in the Consolidated Balance Sheet.

Amortization of the above intangible assets over the next five years is as follows:

Dollar amounts in millions	
2014	\$ 3.5
2015	3.5
2016	4.2
2017	4.2
2018	4.2

During the second quarter of 2013, LP completed the acquisition of the Peace Valley OSB joint venture. The acquisition resulted in the recognition of \$9.7 million of goodwill and included timber licenses of \$34.1 million.

## NOTE 20 - DISCONTINUED OPERATIONS

Over the last several years, LP has adopted and implemented plans to sell selected businesses and assets in order to improve its operating results. For all periods presented, these operations include residual losses of mills divested in past years and associated warranty and other liabilities associated with these operations.

Sales and operating profit included in discontinued operations are as follows:

Dollars amounts in millions	Three Months Ended March 31,	
	2014	2013
Sales	\$—	\$6.3
Operating profit	—	0.3

## NOTE 21 - RECENT AND PROSPECTIVE ACCOUNTING PRONOUNCEMENTS

In July 2013, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2013-11 "Presentation of an Unrecognized Tax Benefit When a Net Operating Loss ("NOL") Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists." The amendment requires an entity to present an unrecognized tax benefit as a reduction of a deferred tax asset for an NOL or tax credit carryforward whenever the





NOL or tax credit carryforward would be available to reduce the additional taxable income or tax due if the tax position is disallowed. The new disclosure requirements were effective for all periods beginning after December 15, 2013. The adoption of the amendment impacts presentation only and did not have an effect on LP's financial condition, results of operations or cash flows.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

GENERAL

Our products are used primarily in new home construction, repair and remodeling, and manufactured housing. We also market and sell our products in light industrial and commercial construction and we have a modest export business. Our manufacturing facilities are primarily located in the U.S. and Canada, but we also operate two facilities in Chile and one facility in Brazil.

To serve our markets, we operate in four segments: Oriented Strand Board (OSB), Siding, Engineered Wood Products (EWP) and South America.

Demand for our products correlates to a significant degree to the level of residential construction activity in North America, which historically has been characterized by significant cyclicity. For the first three months of 2014, the U.S. Department of Census reported that actual U.S. single and multi-family housing starts were 2% lower than for the first quarter of 2013. OSB is sold as a commodity for which sales prices fluctuate daily based on market factors over which we have little or no control. We cannot predict whether the prices of our OSB products will remain at current levels or increase or decrease in the future. OSB prices (NC 7/16"), as reported by Random Lengths, were 47% lower for the first quarter of 2014 than for the same period in 2013.

For additional factors affecting our results, refer to the Management Discussion and Analysis overview contained in our Annual Report on Form 10-K for the year ended December 31, 2013 and to "About Forward-Looking Statements" and "Risk Factors" in this report.

PLANNED ACQUISITION OF AINSWORTH LUMBER CO. LTD.

On September 4, 2013, LP entered into an Arrangement Agreement (the "Arrangement Agreement") with Ainsworth Lumber Co. Ltd., a British Columbia corporation ("Ainsworth"), providing an arrangement under British Columbia law whereby a wholly owned subsidiary of the Company would acquire all of the outstanding shares of Ainsworth capital stock in exchange for 0.114 shares of LP common stock ("LP Shares") and C\$1.94 in cash per Ainsworth common share ("Ainsworth Shares") on the terms and subject to the conditions set forth therein (the "Transaction"). Although the Arrangement Agreement provides for Ainsworth shareholders to elect among cash consideration, share consideration and mixed consideration, proration provisions would ensure that the aggregate amounts of cash and LP Shares issued in the Transaction are fixed at approximately C\$467 million and 27.5 million LP Shares, respectively.

The requisite approvals of the Transaction by Ainsworth shareholders and the Supreme Court of British Columbia were obtained on October 29, 2013 and October 31, 2013, respectively. As of the date of this report, the consummation of the Transaction remains subject to other closing conditions, including the receipt of certain regulatory approvals and clearances,

LP and Ainsworth have entered into timing agreements with each of the Canadian Competition Bureau (the "CCB") and the Antitrust Division of the U.S. Department of Justice (the "DOJ") pursuant to which LP and Ainsworth agreed, subject to certain conditions, that they will not consummate the Transaction before giving the CCB and DOJ at least 14 days' prior written notice. LP and Ainsworth have also amended the Arrangement Agreement to extend the outside date for completion of the Transaction from April 18, 2014 to June 2, 2014. The Arrangement Agreement permits either party to extend the outside date for an additional 45 days if required to obtain certain regulatory approvals.

Since entering into the Arrangement Agreement, LP and Ainsworth have been in regular contact with the DOJ and the CCB with respect to antitrust matters and, in an effort to persuade them that the Transaction should be permitted to proceed, LP and Ainsworth have provided the CCB and DOJ with significant amounts of information and analysis and met with them on multiple occasions. As of the date of this report, the CCB and DOJ have indicated that they are unwilling to permit the Transaction to be completed in the absence of divestitures that would go beyond those contemplated in the Arrangement Agreement. Because of their indicated positions, it may require LP and Ainsworth prevailing in litigation to complete the transaction under the current terms of the Arrangement Agreement. Although LP and Ainsworth continue to explore possible solutions and alternatives, LP is currently unable to assu



re you as to whether, when or the terms upon which a transaction may be completed. To complete a transaction, it may be necessary to make one or more divestitures of existing operations of LP and/or Ainsworth, to make changes to the Arrangement Agreement, including possible changes to the purchase price payable by LP and / or to engage in litigation with the CCB and / or DOJ.

The Arrangement Agreement contains certain termination rights for each of LP and Ainsworth. Either party may terminate the Arrangement Agreement if: (i) the parties mutually agree; (ii) the Transaction has not been consummated by the outside date; (iii) a governmental authority issues a law or order prohibiting the Transaction; (iv) the other party materially breaches its representations, warranties or covenants such that the applicable closing condition would not to be satisfied; or (v) the other party has incurred a Material Adverse Effect (as defined in the Arrangement Agreement).

We expect to fund the cash portion of the purchase price contemplated by the Arrangement agreement (as the same be modified) and related fees and expenses through a combination of cash on hand at LP and Ainsworth and borrowings under our revolving credit facility.

On October 17, 2013, Ainsworth issued a press release announcing that it had received the requisite consents in connection with its consent solicitation (the "Consent Solicitation") from holders of Ainsworth's 7.5% Senior Secured Notes due 2017 (the "Notes"). The press release also announced that Ainsworth has entered into a supplemental indenture relating to the Notes, which modified certain definitions in the indenture relating to the Notes (the "Indenture") so that the consummation of the Transaction pursuant to the Arrangement Agreement, and the designation by LP of members of Ainsworth's board of directors upon and after the consummation of the Transaction, will not constitute a "Change of Control" under the Indenture and Ainsworth will not be required to make a "Change of Control Offer" under the Indenture in connection with the Transaction. Subject to the satisfaction or waiver of the conditions set forth in the solicitation statement distributed by Ainsworth to holders of the Notes, LP will make the consent payments contemplated thereby as and when they become due. Promptly following the consummation of the Transaction, LP will unconditionally guarantee the prompt payment and performance of the obligations of Ainsworth under the Indenture and the Notes.

The transaction contemplated by the Arrangement Agreement (as the same may be modified) is expected to have a material effect on LP's consolidated financial position, results of operations and cash flows.

#### CRITICAL ACCOUNTING POLICIES AND SIGNIFICANT ESTIMATES

Presented in Note 1 of the Notes to the financial statements included in LP's Annual Report on Form 10-K for the year ended December 31, 2013 is a discussion of our significant accounting policies and significant accounting estimates and judgments. Throughout the preparation of the financial statements, we employ significant judgments in the application of accounting principles and methods. These judgments are primarily related to the assumptions used to arrive at various estimates. For the first quarter of 2014, these significant accounting estimates and judgments include: Legal Contingencies. Our estimates of loss contingencies for legal proceedings are based on various judgments and assumptions regarding the potential resolution or disposition of the underlying claims and associated costs. In making judgments and assumptions regarding legal contingencies for ongoing class action settlements, we consider, among other things, discernible trends in the rate of claims asserted and related damage estimates and information obtained through consultation with statisticians and economists, including statistical analysis of potential outcomes based on experience to date and the experience of third parties who have been subject to product-related claims judged to be comparable. Due to the numerous variables associated with these judgments and assumptions, both the precision and reliability of the resulting estimates of the related loss contingencies are subject to substantial uncertainties. We regularly monitor our estimated exposure to these contingencies and, as additional information becomes known, may change our estimates significantly.

Environmental Contingencies. Our estimates of loss contingencies for environmental matters are based on various judgments and assumptions. These estimates typically reflect judgments and assumptions relating to the probable

nature, magnitude and timing of required investigation, remediation and/or monitoring activities and the probable cost of these activities, and in some cases reflect judgments and assumptions relating to the obligation or willingness

and ability of third parties to bear a proportionate or allocated share of the cost of these activities, including third parties who purchased assets from us subject to environmental liabilities. We consider the ability of third parties to pay their apportioned cost when developing our estimates. In making these judgments and assumptions related to the development of our loss contingencies, we consider, among other things, the activity to date at particular sites, information obtained through consultation with applicable regulatory authorities and third-party consultants and contractors and our historical experience at other sites that are judged to be comparable. Due to the numerous variables associated with these judgments and assumptions, and the effects of changes in governmental regulation and environmental technologies, both the precision and reliability of the resulting estimates of the related contingencies are subject to substantial uncertainties. We regularly monitor our estimated exposure to environmental loss contingencies and, as additional information becomes known, may change our estimates significantly. At March 31, 2014, we excluded from our estimates approximately \$2.1 million of potential environmental liabilities that we estimate will be allocated to third parties pursuant to existing and anticipated future cost sharing arrangements.

**Impairment of Long-Lived Assets.** We review the long-lived assets held and used by us (primarily property, plant and equipment and timber and timberlands) for impairment when events or changes in circumstances indicate that the carrying amount of assets may not be recoverable. We consider the necessity of undertaking such a review at least quarterly, and also when certain events or changes in circumstances occur. Events and changes in circumstances that may necessitate such a review include, but are not limited to: a significant decrease in the market price of a long-lived asset or group of long-lived assets; a significant adverse change in the extent or manner in which a long-lived asset or group of long-lived assets is being used or in its physical condition; a significant adverse change in legal factors or in the business climate that could affect the value of a long-lived asset or group of long-lived assets, including an adverse action or assessment by a regulator; an accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of a long-lived asset or group of long-lived assets; current-period operating or cash flow loss combined with a history of operating or cash flow losses or a projection or forecast that demonstrates continuing losses associated with the use of a long-lived asset or group of long-lived assets; and current expectation that, more likely than not, a long-lived asset or group of long-lived assets will be sold or otherwise disposed of significantly before the end of its previously estimated useful life. Identifying these events and changes in circumstances, and assessing their impact on the appropriate valuation of the affected assets under accounting principles generally accepted in the U.S., requires us to make judgments, assumptions and estimates.

In general, for assets held and used in our operations, impairments are recognized when the carrying amount of the long-lived asset or groups of long-lived assets is not recoverable and exceeds the fair value of the asset or group of assets. The carrying amount of a long-lived asset or groups of long-lived assets is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the assets or group of assets. The key assumptions in estimating these cash flows relate to future production volumes, pricing of commodity or specialty products and future estimates of expenses to be incurred as reflected in our long-range internal planning models. Our assumptions regarding pricing are based upon the average pricing over the commodity cycle (generally five years) due to the inherent volatility of commodity product pricing, and reflect our assessment of information gathered from industry research firms, research reports published by investment analysts and other published forecasts. Our assumptions regarding expenses reflect our expectation that we will continue to reduce production costs to offset inflationary impacts.

When impairment is indicated for assets held and used in our operations, the book values of the affected assets are written down to their estimated fair value, which is generally based upon discounted future cash flows associated with the affected assets. When impairment is indicated for assets to be disposed of, the book values of the affected assets are written down to their estimated fair value, less estimated selling costs. Consequently, a determination to dispose of particular assets can require us to estimate the net sales proceeds expected to be realized upon such disposition, which may be less than the estimated undiscounted future net cash flows associated with such assets prior to such determination, and thus require an impairment charge. In situations where we have experience in selling assets of a similar nature, we may estimate net sales proceeds on the basis of that experience. In other situations, we hire independent appraisers to estimate net sales proceeds.

Due to the numerous variables associated with our judgments and assumptions relating to the valuation of assets in these circumstances, and the effects of changes in circumstances affecting these valuations, both the precision and

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reliability of the resulting estimates of the related impairment charges are subject to substantial uncertainties and, as additional information becomes known, we may change our estimates significantly.

**Income Taxes.** The determination of the provision for income taxes, and the resulting current and deferred tax assets and liabilities, involves significant management judgment, and is based upon information and estimates available to management at the time of such determination. The final income tax liability to any taxing jurisdiction with respect to any calendar year will ultimately be determined long after our financial statements have been published for that year.

We maintain reserves for known estimated tax exposures in federal, state and international jurisdictions; however, actual results may differ materially from our estimates.

Judgment is also applied in determining whether deferred tax assets will be realized in full or in part. When we consider it to be more likely than not that all or some portion of a deferred tax asset will not be realized, a valuation allowance is established for the amount of the deferred tax asset that is estimated not to be realizable. As of March 31, 2014, we had established valuation allowances against certain deferred tax assets, primarily related to state carryovers of net operating losses and credits and capital losses in state and foreign jurisdictions. We have not established valuation allowances against other deferred tax assets based upon our review of the evidence supporting their realization. Accordingly, changes in facts or circumstances affecting the likelihood of realizing a deferred tax asset could result in the need to record additional valuation allowances.

**Pension Plans.** Most of our U.S. employees and many of our Canadian employees participate in defined benefit pension plans sponsored by LP. We account for the consequences of our sponsorship of these plans in accordance with accounting principles generally accepted in the U.S., which require us to make actuarial assumptions that are used to calculate the related assets, liabilities and expenses recorded in our financial statements. While we believe we have a reasonable basis for these assumptions, which include assumptions regarding long-term rates of return on plan assets, life expectancies, rates of increase in salary levels, rates at which future values should be discounted to determine present values and other matters, the amounts of our pension related assets, liabilities and expenses recorded in our financial statements would differ if we used other assumptions.

**Workers' Compensation.** We are self insured for most of our U.S. employees' workers compensation claims. We account for these plans in accordance with accounting principles generally accepted in the U.S., which require us to make actuarial assumptions that are used to calculate the related assets, liabilities and expenses recorded in our financial statements. While we believe we have a reasonable basis for these assumptions, which include assumptions regarding rates at which future values should be discounted to determine present values, expected future health care costs and other matters, the amounts of our liabilities and related expenses recorded in our financial statements would differ if we used other assumptions.

**Warranty Obligations.** Customers are provided with a limited warranty against certain defects associated with our products for periods of up to fifty years. We estimate the costs to be incurred under these warranties and record a liability in the amount of such costs at the time product revenue is recognized. Factors that affect our warranty liability include the historical and anticipated rates of warranty claims and the cost of resolving such. We periodically assess the adequacy of our recorded warranty liability for each product and adjust the amounts as necessary. While we believe we have a reasonable basis for these assumptions, actual warranty costs in the future could differ from our estimates.

#### NON-GAAP FINANCIAL MEASURES

In evaluating our business, we utilize several non-GAAP financial measures. A non-GAAP financial measure is generally defined by the SEC as one that purports to measure historical or future financial performance, financial position or cash flows, but excludes or includes amounts that would not be so excluded or included under applicable GAAP guidance. In this report on Form 10-Q, we disclose earnings (loss) from continuing operations before interest expense, taxes, depreciation and amortization ("EBITDA from continuing operations") which is a non-GAAP financial measure. Additionally, we disclose "Adjusted EBITDA from continuing operations" which further adjusts EBITDA from continuing operations to exclude stock based compensation expense, (gain) loss on sales or impairment of long lived assets, other operating charges and credits, net, cost of acquisitions, depreciation included in equity in (income) loss of unconsolidated affiliates and investment income. Neither EBITDA from continuing operations nor Adjusted EBITDA from continuing operations is a substitute for the GAAP measures of net income or operating cash flows or

for any other GAAP measures of operating performance or liquidity.

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We have included EBITDA from continuing operations and Adjusted EBITDA from continuing operations in this report on Form 10-Q because we use them as important supplemental measures of our performance and believe that they are frequently used by securities analysts, investors and other interested persons in the evaluation of companies in our industry, some of which present EBITDA when reporting their results. We use EBITDA from continuing operations and Adjusted EBITDA from continuing operations to evaluate our performance as compared to other companies in our industry that have different financing and capital structures and/or tax rates. It should be noted that companies calculate EBITDA and Adjusted EBITDA differently and, therefore, our EBITDA and Adjusted EBITDA measures may not be comparable to EBITDA and Adjusted EBITDA reported by other companies. Our EBITDA and Adjusted EBITDA measures have material limitations as performance measures because they exclude interest expense, income tax (benefit) expense, depreciation and amortization and other costs and expenses, which are necessary to operate our business or which we otherwise incurred or experienced in connection with the operation of our business.

The following table represents significant items by operating segment and reconciles income (loss) from continuing operations to Adjusted EBITDA from continuing operations:

Three Months Ended March 31, 2014 (Dollar amounts in millions)	OSB	Siding	EWP	South America	Other	Corporate	Total
Sales	\$194.9	\$143.5	\$66.4	\$36.6	\$3.7	\$(0.4)	\$444.7
Depreciation and amortization	13.6	4.2	4.6	2.3	—	0.9	25.6
Cost of sales and selling and administrative	183.2	120.1	65.5	30.1	4.4	26.0	429.3
Total operating costs	196.8	124.3	70.1	32.4	4.4	26.9	454.9
Income (loss) from operations	(1.9)	19.2	(3.7)	4.2	(0.7)	(27.3)	(10.2)
Total non-operating expense	—	—	—	—	—	(10.2)	(10.2)
Income (loss) before income taxes and equity in income of unconsolidated affiliates	(1.9)	19.2	(3.7)	4.2	(0.7)	(37.5)	(20.4)
Income tax benefit	—	—	—	—	—	(5.6)	(5.6)
Equity in income of unconsolidated affiliates	—	—	(0.6)	—	—	—	(0.6)
Income (loss) from continuing operations	\$(1.9)	\$19.2	\$(3.1)	\$4.2	\$(0.7)	\$(31.9)	\$(14.2)
Reconciliation of income (loss) from continuing operations to Adjusted EBITDA from continuing operations							
Income (loss) from continuing operations	\$(1.9)	\$19.2	\$(3.1)	\$4.2	\$(0.7)	\$(31.9)	\$(14.2)
Income tax benefit	—	—	—	—	—	(5.6)	(5.6)
Interest expense, net of capitalized interest	—	—	—	—	—	7.7	7.7
Depreciation and amortization	13.6	4.2	4.6	2.3	—	0.9	25.6
EBITDA from continuing operations	11.7	23.4	1.5	6.5	(0.7)	(28.9)	13.5
Stock based compensation expense	0.2	0.2	0.1	—	—	1.6	2.1
Investment income	—	—	—	—	—	(1.8)	(1.8)
Expenses associated with proposed acquisition of Ainsworth Lumber Co. Ltd.	—	—	—	—	—	9.1	9.1
Adjusted EBITDA from continuing operations	\$11.9	\$23.6	\$1.6	\$6.5	\$(0.7)	\$(20.0)	\$22.9

Three Months Ended March 31, 2013 (Dollar amounts in millions)	OSB	Siding	EWP	South America	Other	Corporate	Total
Sales	\$286.7	\$133.8	\$63.4	\$45.1	\$2.7	\$(0.6)	\$531.1
Depreciation and amortization	8.4	3.9	3.3	2.6	—	0.4	18.6
Cost of sales and selling and administrative	188.2	109.2	63.4	36.2	3.9	21.5	422.4
Other operating credits and charges, net	—	—	—	—	—	1.6	1.6
Total operating costs	196.6	113.1	66.7	38.8	3.9	23.5	442.6
Income (loss) from operations	90.1	20.7	(3.3)	6.3	(1.2)	(24.1)	88.5
Total non-operating expense	—	—	—	—	—	(7.8)	(7.8)
Income (loss) before income taxes and equity in (income) loss of unconsolidated affiliates	90.1	20.7	(3.3)	6.3	(1.2)	(31.9)	80.7
Provision for income taxes	—	—	—	—	—	22.9	22.9
Equity in (income) loss of unconsolidated affiliates	(8.0)	—	0.2	—	0.6	—	(7.2)
Income (loss) from continuing operations	\$98.1	\$20.7	\$(3.5)	\$6.3	\$(1.8)	\$(54.8)	\$65.0
Reconciliation of income (loss) from continuing operations to Adjusted EBITDA from continuing operations							
Income (loss) from continuing operations	\$98.1	\$20.7	\$(3.5)	\$6.3	\$(1.8)	\$(54.8)	\$65.0
Provision for income taxes	—	—	—	—	—	22.9	22.9
Interest expense, net of capitalized interest	—	—	—	—	—	10.6	10.6
Depreciation and amortization	8.4	3.9	3.3	2.6	—	0.4	18.6
EBITDA from continuing operations	106.5	24.6	(0.2)	8.9	(1.8)	(20.9)	117.1
Stock based compensation expense	0.2	0.1	0.1	—	—	1.7	2.1
Investment income	—	—	—	—	—	(3.5)	(3.5)
Other operating credits and charges, net	—	—	—	—	—	1.6	1.6
Depreciation included in equity in income (loss) of unconsolidated affiliates	2.0	—	—	—	0.8	—	2.8
Adjusted EBITDA from continuing operations	\$108.7	\$24.7	\$(0.1)	\$8.9	\$(1.0)	\$(21.1)	\$120.1

**RESULTS OF OPERATIONS**

(Dollar amounts in millions, except per share amounts)

Our net loss for the first three months of 2014 was \$14.2 million, or \$0.10 per diluted share, on sales of \$444.7 million, compared to net income for the first three months of 2013 of \$65.1 million, or \$0.45 per diluted share, on sales of \$531.1 million. For the first three months of 2014, loss from continuing operations was \$14.2 million, or \$0.10 per diluted share, compared to income of \$65.0 million, or \$0.45 per diluted share.

Our results of operations for each of our segments are discussed below as well as for the “other” category, which comprises products that are not individually significant.

**OSB**

Our OSB segment manufactures and distributes commodity and value-added OSB structural panels.

Segment sales, operating income, and Adjusted EBITDA from continuing operations for this segment are as follows:

	Three Months Ended March 31,		
	2014	2013	Change
Net sales	\$194.9	\$286.7	(32)%
Operating income (loss)	(1.9)	98.1	(102)%
Adjusted EBITDA from continuing operations	11.9	108.7	(89)%



Percent changes in average sales prices and unit shipments for the three months ended March 31, 2014 compared to the three months ended March 31, 2013 are as follows:

	Three Months Ended March 31, 2014 versus 2013		
	Average Net Selling Price	Unit Shipments	
OSB	(38	)% 6	%

For the three months ended March 31, 2014, OSB prices decreased as compared to the corresponding period in 2013. The decline in OSB prices, for the three month period, was likely due to more available capacity and the housing market being hampered by poor weather across North America. The decrease in selling price unfavorably impacted operating results and Adjusted EBITDA from continuing operations by approximately \$113 million for the three months ended March 31, 2014 as compared to the comparable period in 2013. Sales volumes for the three month period showed an increase over the comparable period of 2013.

#### SIDING

Our siding segment produces and markets wood-based siding and related accessories, together with commodity OSB products from one mill.

Segment sales, operating income and Adjusted EBITDA from continuing operations for this segment are as follows:

	Three Months Ended March 31,			
	2014	2013	Change	
Net sales	\$143.5	\$133.8	7	%
Operating income	19.2	20.7	(7	)%
Adjusted EBITDA from continuing operations	23.6	24.7	(4	)%

Sales in this segment by product line are as follows:

	Three Months Ended March 31,			
	2014	2013	Change	
SmartSide Siding	\$124.8	\$106.3	17	%
Commodity OSB	5.2	13.1	(60	)%
CanExel siding	13.5	14.4	(6	)%
Total	\$143.5	\$133.8	7	%

Percent changes in average sales prices and unit shipments for the three months ended March 31, 2014 compared to the three months ended March 31, 2013 are as follows:

	Three Months Ended March 31, 2014 versus 2013		
	Average Net Selling Price	Unit Shipments	
SmartSide Siding	6	% 12	%
Commodity OSB	(38	)% (31	)%
CanExel siding	(8	)% 13	%

For the three months ended March 31, 2014 compared to the corresponding period in 2013, sales volumes increased in our SmartSide siding line due to continued penetration in several key focus markets including retail, repair and remodel markets and sheds. Sales prices in our SmartSide siding product line for the three month period ended March 31, 2014 as compared to the corresponding period in 2013 were higher due to a price increase as well as changes in product mix.

For CanExel, the sales volumes increased in the first three months of 2014 as compared to the corresponding period in 2013 was due to customers increasing the volumes purchased through our annual winter promotional program which encourages customers to buy products in advance of the building season at a discounted price. Sales prices were lower for the three month period of 2014 as compared to the corresponding period in 2013 due to the impact of the promotional program as well as product mix. Sales prices were also lower due to the impact of the Canadian dollar weakening as a majority of these sales are made in Canada.

For the first three months of 2014, sales prices decreased as compared to the same period in the prior year, for our commodity OSB products as discussed in the OSB segment above. The decrease in selling price unfavorably impacted operating results and Adjusted EBITDA from continuing operations by approximately \$3 million for the three months ended March 31, 2014 as compared to the corresponding period of 2013. Volumes of commodity OSB were lower for the three months ended March 31, 2014 as compared to the comparable period of 2013 due to increases in siding volume which reduced the production capacity available for OSB.

Overall, the reduction in operating results for our siding segment for the three month period ended March 31, 2014, compared to the same period in 2013, was primarily due to decreased OSB pricing which was offset by higher siding sales.

#### ENGINEERED WOOD PRODUCTS

Our engineered wood products (EWP) segment manufactures and distributes laminated veneer lumber (LVL), I-Joists, laminated strand lumber (LSL) and other related products. This segment also includes the sale of I-Joist and LVL products produced by AbitibiBowater-LP or under a sales arrangement with a third party producer.

Segment sales, operating losses and Adjusted EBITDA from continuing operations for this segment are as follows:

	Three Months Ended March 31,			
	2014	2013	Change	
Net sales	\$66.4	\$63.4	5	%
Operating losses	(3.1)	(3.5)	11	%
Adjusted EBITDA from continuing operations	1.6	(0.1)		NM

Sales in this segment by product line are as follows:

	Three Months Ended March 31,			
	2014	2013	Change	
LVL/LSL	\$31.5	28.6	10	%
I-Joist	22.2	19.8	12	%
Related products	12.7	15.0	(15)	)%
Total	\$66.4	\$63.4	5	%

Percent changes in average sales prices and unit shipments for the three months ended March 31, 2014 compared to the three months ended March 31, 2013 are as follows:

	Three Months Ended March 31, 2014 versus 2013			
	Average Net Selling Price	Unit Shipments		
LVL/LSL	8	% 2		%
I-Joist	11	% 3		%

For the three months ended March 31, 2014, sales volumes of LVL/LSL and I-joists increased over the prior year due to improved market demand. Sales prices for LVL/LSL and I-joists for the three months ended March 31, 2014 increased due to price increases implemented to offset higher raw material costs.

Our focus in the EWP segment continues to be on reductions in conversion costs, better geographic manufacturing and distribution, and maintaining key customer relationships. Included in this segment is a plywood operation, which primarily produces plywood as a by-product from the LVL production process.

For the three months ended March 31, 2014, compared to the same period in 2013, the results of operations were flat with the prior period due to increases in depreciation expense of approximately \$1.2 million associated with our Houlton mill due to higher production.

#### SOUTH AMERICA

Our South America segment manufactures and distributes OSB panels and siding products in South America and selected export markets. This segment operates in two countries, Chile and Brazil.

Segment sales, operating income and Adjusted EBITDA from continuing operations for this segment are as follows:

	Three Months Ended March 31,		
	2014	2013	Change
Net sales	\$36.6	\$45.1	(19)%
Operating income	4.2	6.3	(33)%
Adjusted EBITDA from continuing operations	6.5	8.9	(27)%

Sales in this segment by production location were as follows:

	Three Months Ended March 31,		
	2014	2013	Change
Chile	\$21.5	\$30.3	(29)%
Brazil	15.1	14.8	2%
Total	\$36.6	\$45.1	(19)%

Percent changes in average sales prices and unit shipments for the three months ended March 31, 2014 compared to the three months ended March 31, 2013 are as follows:

	Three Months Ended March 31, 2014 versus 2013	
	Average Net Selling Price	Unit Shipments
Chile	(13)%	(18)%
Brazil	(5)%	7%

For the three month periods ended March 31, 2014, compared to the same period in 2013, sales volumes in Chile were lower due to reduced production related to maintenance work completed. For the same period, sales volumes in Brazil are higher due to increased export sales.

Sales prices in Chile and Brazil declined for the three month period ended March 31, 2014 as compared to the corresponding period in 2013 due to the impact of the fluctuations in the Chilean Peso and Brazilian Real relative to the U.S. dollar as a majority of these sales are in local markets. Local currency selling prices in Chile increased for the quarter by 2% and local currency selling prices in Brazil increased by 11% for the three month period as compared to the corresponding period in 2013.

#### OTHER PRODUCTS

Our other products segment includes our remaining timber and timberlands, trucking operations and other minor products, services and closed operations which are not classified as discontinued operations. Additionally, our other products category included our U.S. Greenfiber joint venture interest which was sold during the fourth quarter of 2013.



Segment sales, operating losses and Adjusted EBITDA from continuing operations for this category are as follows:

	Three Months Ended March 31,			
	2014	2013	Change	%
Net sales	\$3.7	\$2.7	37	%
Operating losses	(0.7 )	(1.8 )	61	%
Adjusted EBITDA from continuing operations	(0.7 )	(1.0 )	30	%

For the three months ended March 31, 2014, compared to the same period in 2013, operating results in our other products businesses were lower due to reduced costs associated with non-operating sites and elimination of the losses associated with U.S. Greenfiber due to the sale of this joint venture.

#### GENERAL CORPORATE AND OTHER EXPENSE, NET

For the three months ended March 31, 2014, compared to the same period in 2013, general corporate expenses increased by 21% and overall selling and administrative expenses increased by 16%. General corporate and other expenses primarily consist of corporate overhead such as wages and benefits for corporate and sales personnel, professional fees, insurance and other expenses. The increase in general corporate expenses as well as overall selling and administrative costs is primarily due to the cost of an information technology system upgrade, marketing expenses in our siding business and expenses associated with the planned acquisition of Ainsworth.

#### INTEREST EXPENSE AND INVESTMENT INCOME

Components of interest expense, net of investment income, are as follows:

	Three Months Ended March 31,		
Dollar amounts in millions	2014	2013	
Investment income	\$1.7	\$3.2	
SERP market adjustments	0.1	0.3	
Investment income	1.8	3.5	
Interest expense	(8.0 )	(10.2 )	
Amortization of debt charges	(0.3 )	(0.4 )	
Capitalized interest	0.6	—	
Interest expense, net of capitalized interest	(7.7 )	(10.6 )	
Foreign currency gain (loss)	(4.3 )	(0.7 )	
Total non-operating income (expense)	\$(10.2 )	\$(7.8 )	

#### INCOME TAXES

For the first three months of 2014, we recorded an income tax benefit on continuing operations of 28% as compared to an income tax provision of 26% in the comparable period of 2013. The primary difference between the U.S. statutory rate of 35% and the effective rate applied to continuing operations for the first three months of 2014 relates to the effect of foreign tax rates and adjustments to reserves for uncertain tax positions. For the first three months of 2013, the primary differences between the U.S. statutory rate of 35% and the effective rate applicable to our continuing operations relate to the effect of foreign tax rates and decreases in valuation allowances associated with net operating loss carryforwards in various jurisdictions. For interim periods, accounting standards require that income tax expense be determined by applying the estimated annual effective income tax rate to year-to-date results unless this method does not result in a reliable estimate of year-to-date income tax expense. Each quarter the income tax accrual is adjusted to the latest estimate and the difference from the previously accrued year-to-date balance is recorded in the current quarter.

## DEFINED BENEFIT PENSION PLANS

We maintain several qualified and non-qualified defined benefit pension plans in the U.S. and Canada that cover a substantial portion of our employees. See Note 13 of the Notes to financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2013 for further information on our plans. We estimate that our net periodic pension cost for 2014 will be approximately \$5.6 million. If a curtailment or settlement occurs in 2014, this estimate may change significantly. We estimate that we will contribute approximately \$5 to \$7 million to our defined benefit pension plans in 2014.

## LEGAL AND ENVIRONMENTAL MATTERS

For a discussion of legal and environmental matters involving us and the potential impact thereof on our financial position, results of operations and cash flows, see Items 3, 7 and 8 in our Annual Report on Form 10-K for the year ended December 31, 2013 and Note 11 to the Notes to the financial statements contained herein.

## LIQUIDITY AND CAPITAL RESOURCES

### OVERVIEW

Our principal sources of liquidity are existing cash and investment balances, cash generated by our operations and our ability to borrow under credit facilities. We may also from time to time issue and sell equity, debt or hybrid securities or engage in other capital market transactions.

Our principal uses of liquidity are paying the costs and expenses associated with our operations, servicing outstanding indebtedness and making capital expenditures. We may also from time to time prepay or repurchase outstanding indebtedness, repurchase shares of our common stock and acquire assets or businesses that are complementary to our operations. Any such repurchases may be commenced, suspended, discontinued or resumed, and the method or methods of effecting any such repurchases may be changed, at any time or from time to time without prior notice.

We expect to be able to meet the future cash requirements of our existing businesses through cash expected to be generated from operations, existing cash and investment balances, existing credit facilities and other capital resources. The following discussion provides further details of our liquidity and capital resources.

### OPERATING ACTIVITIES

During the first three months of 2014, we used \$73.0 million of cash from operating activities compared to providing \$16.8 million during the first three months of 2013. The decrease in cash provided by operating activities in the first three months of 2014 was primarily related to declines in operating results.

During the first three months of 2014, our accounts receivable balance increased due the implementation of an enterprise resource planning (ERP) system as of January 1, 2014. Although no substantial change occurred associated with credit terms, we have experienced numerous delays in invoice processing and collections resulting in an increase in the number of days outstanding. Inventory increased based on logistical issues in the quarter associated primarily with finished goods and seasonality in demand for logs.

### INVESTING ACTIVITIES

During the first three months of 2014, cash used in investing activities was approximately \$24.1 million. Capital expenditures in the first three months of 2014 were \$24.0 million. Included in "Accounts payable" is \$4.3 million related to capital expenditures that had not yet been paid as of March 31, 2014.

During the first three months of 2013, cash used from investing activities was approximately \$4.9 million. Capital expenditures in the first three months of 2013 were \$13.2 million. Additionally, we received \$6.8 million from our joint ventures. Included in "Accounts payable" was \$2.0 million related to capital expenditures that had not yet been paid as of March 31, 2013.

Capital expenditures for 2014 are expected to be approximately \$100 million related to projects for productivity improvements and maintenance projects.

#### FINANCING ACTIVITIES

During the first three months of 2014 cash used by financing activities was \$2.5 million. We used \$1.1 million to repay outstanding debt in the first three months of 2014 and \$1.4 million to repurchase stock from employees in connection with income tax withholding requirements associated with our employee equity plans.

During the first three months of 2013, cash used by financing activities was \$12.7 million. We made a \$1.0 million payment on the Brazilian export loan during the first quarter of 2013. We used \$11.8 million to repurchase stock in connection with income tax withholding requirements associated with our employee equity plans.

#### POTENTIAL IMPAIRMENTS

We continue to review several mills and investments for potential impairments. Management currently believes we have adequate support for the carrying value of each of these assets based upon the anticipated cash flows that result from our estimates of future demand, pricing and production costs assuming certain levels of planned capital expenditures. As of March 31, 2014, there were no indications of impairment for the asset grouping that included the company's indefinitely curtailed facilities. As of March 31, 2014, the fair value of facilities that have not been indefinitely curtailed was substantially in excess of its carrying value and supports the conclusion that no impairment is necessary for those facilities.

We also review from time to time possible dispositions of various assets in light of current and anticipated economic and industry conditions, our strategic plan and other relevant factors. Because a determination to dispose of particular assets can require management to make assumptions regarding the transaction structure of the disposition and to estimate the net sales proceeds, which may be less than previous estimates of undiscounted future net cash flows, we may be required to record impairment charges in connection with decisions to dispose of assets.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

A portion of our outstanding debt bears interest at variable rates and accordingly is sensitive to changes in interest rates. Interest rate changes would result in gains or losses in the market value of our debt portfolio due to differences in market interest rates and the rates at the inception of the debt agreements. Offsetting the variable rate debt are variable rate notes receivable from asset sales. Based upon the balances of the variable rate notes receivable from asset sales and the variable rate debt at March 31, 2014, a 100 basis point interest rate change would impact pre-tax net income and cash flows by \$0.4 million annually.

Our international operations have exposure to foreign currency rate risks, primarily due to fluctuations in the Canadian dollar, Brazilian real and the Chilean peso. Although we have in the past entered into foreign exchange contracts associated with certain of our indebtedness and may continue to enter into foreign exchange contracts associated with major equipment purchases to manage a portion of the foreign currency rate risk, we historically have not entered into material currency rate hedges with respect to our exposure from operations, although we may do so in the future.

Some of our products are sold as commodities and therefore sales prices fluctuate daily based on market factors over which we have little or no control. The most significant commodity product we sell is OSB. Based upon an assumed annual production capacity of 5.8 billion square feet ( 3/8" basis) or 5.0 billion square feet ( 7/16" basis), a \$1 change in the annual average price per square foot on 7/16" basis would change annual pre-tax profits by approximately \$5.0 million. Until the housing market more fully recovers, we expect that our near term volumes will be below our capacity.

We historically have not entered into material commodity futures and swaps, although we may do so in the future.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our Chief Executive Officer and Chief Financial Officer have carried out, as of March 31, 2014, with the participation of LP's management, an evaluation of the effectiveness of our disclosure controls and procedures, as defined in Rule 13a-15(e) under the Securities Exchange Act (the "Act"). Based upon this evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that LP's disclosure controls and procedures are effective to provide reasonable assurance that material information required to be disclosed by us in reports we file under the Act is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms and that information required to be disclosed by us in the reports we file or submit under the Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

During 2013, we began implementation of a new Enterprise Resource Planning (ERP), system for financial reporting and logistics and as of January 1, 2014, we began to fully utilize this system. As a result, our financial and operating transactions utilize the functionality provided by the new ERP system. This new system is not in response to any identified deficiency or weakness in our internal control over financial reporting. The system implementation was designed, in part, to enhance the overall system of internal control over financial reporting through further automation of various business processes.

LOUISIANA-PACIFIC CORPORATION AND SUBSIDIARIES  
SUMMARY OF PRODUCTION VOLUMES <sup>(1)</sup>

The following table sets forth production volumes for the three months ended March 31, 2014 and 2013.

	Three Months Ended March 31,	
	2014	2013
Oriented strand board, million square feet 3/8" basis(1)	965	891
Oriented strand board, million square feet 3/8" basis (produced by wood-based siding mills)	29	38
Wood-based siding, million square feet 3/8" basis	273	251
Engineered I-Joist, million lineal feet(1)	21	19
Laminated veneer lumber (LVL), thousand cubic feet(1) and laminated strand lumber (LSL), thousand cubic feet	2,203	1,901

(1) Includes volumes produced by joint venture operations and sold to LP or through sales arrangements.

INDUSTRY PRODUCT TRENDS

The following table sets forth the average wholesale price of OSB in the United States for the periods specified in dollars per 1,000 square feet.

	OSB Western Canada 7/16" Basis	OSB Southwest 7/16" Basis	OSB N. Central 7/16" Basis
Annual Average			
2010	\$214	\$210	\$220
2011	\$154	\$172	\$186
2012	\$269	\$260	\$271
2013 1st Qtr. Avg.	\$419	\$420	\$417
2014 1st Qtr. Avg.	\$219	\$228	\$219

Source: Random Lengths

## PART II -OTHER INFORMATION

### Item 1. Legal Proceedings.

The description of certain legal and environmental matters involving LP set forth in Part I of this report under “Note 14 – Contingency Reserves” is incorporated herein by reference.

### Item 1A. Risk Factors.

You should be aware that the occurrence of any of the events described in this Risk Factors section and elsewhere in this report or in any other of our filings with the SEC could have a material adverse effect on our business, financial position, results of operations and cash flows. In evaluating us, you should consider carefully, among other things, the risks described below and the matters described in “About Forward-Looking Statements.”

Cyclical industry conditions and commodity pricing have and may continue to adversely affect our financial condition and results of operations. Our operating results reflect the general cyclical pattern of the building products industry. Demand for our products correlates to a significant degree to the level of residential construction activity in North America, which historically has been characterized by significant cyclicity. This cyclicity is influenced by a number of factors, including the supply of new and existing homes on the market, the level of unemployment, longer-term interest rates, and mortgage foreclosure rates. The cyclicity is also influenced by the availability of mortgage financing, which is currently more restrictive than normal and which could be adversely affected by the implementation of one or more proposals to eliminate or reduce the mortgage market roles of or levels of support for government-sponsored enterprises such as Federal National Mortgage Association and the Federal Home Loan Mortgage Corporation. A significant increase in longer-term interest rates, a prolonged decline in the availability of mortgage financing, or the occurrence of other events that reduce levels of residential construction activity could have a material adverse effect on our financial condition, results of operations and cash flows. Our primary product, OSB, and a significant portion of our raw materials are globally traded commodity products. In addition, our products are subject to competition from manufacturers worldwide. Historical prices for our products have been volatile, and we, like other participants in the building products industry, have limited influence over the timing and extent of price changes for our products. Product pricing is significantly affected by the relationship between supply and demand in the building products industry. Product supply is influenced primarily by fluctuations in available manufacturing capacity. Demand is affected by the state of the economy in general and a variety of other factors. The level of new residential construction activity and home repair and remodeling activity primarily affects the demand for our building products. Demand is also subject to fluctuations due to changes in economic conditions, interest rates, population growth, weather conditions and other factors. We are not able to predict with certainty market conditions and selling prices for our products. In this competitive environment with so many variables for which we do not control, we cannot assure you that prices for our products will not decline from current levels. A prolonged and severe weakness in the markets for one or more of our principal products, particularly OSB, could seriously harm our financial condition and results of operations and our ability to satisfy our cash requirements, including the payment of interest and principal on our debt.

We have a high degree of product concentration. OSB accounted for about 48% of our North American sales in the first three months of 2014 compared to 59% in the comparable period of 2013, and 57% and 48% of our North American sales in 2012 and 2011 and we expect OSB sales to continue to account for a substantial portion of our revenues and profits in the future. Concentration of our business in the OSB market further increases our sensitivity to commodity pricing and price volatility. In this competitive environment with so many variables for which we do not control, we cannot assure you that pricing for OSB or our other products will not decline from current levels.

Intense competition in the building products industry could prevent us from increasing or sustaining our net sales and profitability. The markets for our products are highly competitive. Our competitors range from very large, fully integrated forest and building products firms to smaller firms that may manufacture only one or a few types of products. We also compete less directly with firms that manufacture substitutes for wood building products. Many of





our competitors have greater financial and other resources than we do, and certain of the mills operated by our competitors may be lower-cost producers than the mills operated by us.

Our results of operations may be harmed by potential shortages of raw materials and increases in raw material costs. The most significant raw material used in our operations is wood fiber. We currently obtain about 71% (as of December 31, 2013) of our wood fiber requirements in the open market. Wood fiber is subject to commodity pricing, which fluctuates on the basis of market factors over which we have no control. In addition, the cost of various types of wood fiber that we purchase in the market has at times fluctuated greatly because of governmental, economic or industry conditions, and may be affected by increased demand resulting from initiatives to increase the use of biomass materials in the production of heat, power, biobased products and biofuels. In addition to wood fiber, we also use a significant quantity of various resins in our manufacturing processes. Resin product costs are influenced by changes in the prices or availability of raw materials used to produce resins, primarily petroleum products, as well as demand for and availability of resin products. Selling prices of our products have not always increased in response to raw material cost increases. We are unable to determine to what extent, if any, we will be able to pass any future raw material cost increases through to our customers through product price increases. Our inability to pass increased costs through to our customers could have a material adverse effect on our financial condition, results of operations and cash flows.

Many of the Canadian forestlands from which we obtain wood fiber also are subject to the constitutionally protected treaty or common-law rights of the aboriginal peoples of Canada. Most of British Columbia is not covered by treaties and, as a result, the claims of British Columbia's aboriginal peoples relating to forest resources are largely unresolved, although many aboriginal groups are actively engaged in treaty discussions with the governments of British Columbia and Canada. Final or interim resolution of claims brought by aboriginal groups are expected to result in additional restrictions on the sale or harvest of timber and may increase operating costs and affect timber supply and prices in Canada.

We depend on our senior management team and other key employees, and significant attrition within our management team could adversely affect our business. Our success depends in part on our ability to attract, retain and motivate senior management and other key employees. Achieving this objective may be difficult due to many factors, including fluctuations in global economic and industry conditions, competitors' hiring practices, cost reduction activities, and the effectiveness of our compensation programs. Competition for qualified personnel can be very intense. We must continue to recruit, retain and motivate senior management and other key employees sufficient to maintain our current business and support our future projects. A loss of any such personnel, or the inability to recruit and retain qualified personnel in the future, could have an adverse effect on our business, financial condition and results of operations.

Our operations require substantial capital. Capital expenditures for expansion or replacement of existing facilities or equipment or to comply with future changes in environmental laws and regulations may be substantial. Although we maintain our production equipment with regular periodic and scheduled maintenance, we cannot assure you that key pieces of equipment in our various production processes will not need to be repaired or replaced or that we will not incur significant additional costs associated with environmental compliance. The costs of repairing or replacing such equipment and the associated downtime of the affected production line could have a material adverse effect on our financial condition, results of operations and cash flow. If for any reason we are unable to provide for our operating needs, capital expenditures and other cash requirements on economic terms, we could experience a material adverse effect on our business, financial condition, results of operations and cash flows.

Our pension and health care costs are subject to numerous factors which could cause these costs to change. We have defined benefit pension plans covering substantially all U.S. and Canadian employees. We provide retiree health care benefits to certain of our U.S. salaried and certain hourly employees. Our pension costs are dependent upon numerous pension plan provisions that are subject to interpretations and factors resulting from actual plan experience and assumptions of future experience. Pension plan assets are primarily made up of equity and fixed income investments.

Fluctuations in actual equity market returns; changes in general interest rates and changes in the number of retirees may result in increased pension costs in future periods. Likewise, changes in assumptions regarding current discount rates and expected rates of return on plan assets could also increase pension and health

care costs. We are subject to market risk on pension plan assets as well as discount rates on long-term obligations. Significant adverse changes in the factors affecting our pension and health care costs could adversely affect our cash flows, financial condition and results of operations.

Our pension plans are currently underfunded, and over time we will be required to make cash payments to the plans, reducing the cash available for our business. We record a liability associated with our pension plans equal to the excess of the benefit obligation over the fair value of plan assets. The benefit liability recorded under the provisions of Accounting Standards Codification (ASC) 715, "Compensation—Retirement Benefits," at December 31, 2013 was \$51.8 million. Although we expect to contribute \$5.0 million to \$7.0 million to our plans in 2014, we continually reassess the amount and timing of any discretionary contributions. Over the next several years we may make significant contributions to the plans. The amount of such contributions will depend upon a number of factors, principally the actual earnings and changes in values of plan assets and changes in interest rates.

We depend on third parties for transportation services and increases in costs and the availability of transportation could materially and adversely affect our business and operations. Our business depends on the transportation of a large number of products, both domestically and internationally. We rely primarily on third parties for transportation of the products we manufacture and/or distribute as well as for delivery of our raw materials. In particular, a significant portion of the goods we manufacture and raw materials we use are transported by railroad or trucks, which are highly regulated. If any of our third-party transportation providers were to fail to deliver the goods we manufacture or distribute in a timely manner, we may be unable to sell those products at full value or at all. Similarly, if any of these providers were to fail to deliver raw materials to us in a timely manner, we may be unable to manufacture our products in response to customer demand. In addition, if any of these third parties were to cease operations or cease doing business with us, we may be unable to replace them at reasonable cost. Any failure of a third-party transportation provider to deliver raw materials or finished products in a timely manner could harm our reputation, negatively affect our customer relationships and have a material adverse effect on our financial condition and results of operation. In addition, an increase in transportation rates or fuel surcharges could materially and adversely affect our sales and profitability.

We are subject to significant environmental regulation and environmental compliance expenditures and liabilities. Our businesses are subject to many environmental laws and regulations, particularly with respect to discharges of pollutants and other emissions on or into land, water and air, and the disposal and remediation of hazardous substances or other contaminants and the restoration and reforestation of timberlands. Compliance with these laws and regulations is a significant factor in our business. We have incurred and expect to continue to incur significant expenditures to comply with applicable environmental laws and regulations. Moreover, some or all of the environmental laws and regulations to which we are subject could become more stringent in the future. Our failure to comply with applicable environmental laws and regulations and permit requirements could result in civil or criminal fines or penalties or enforcement actions, including regulatory or judicial orders enjoining or curtailing operations or requiring corrective measures, installation of pollution control equipment or remedial actions.

Some environmental laws and regulations impose liability and responsibility on present and former owners, operators or users of facilities and sites for contamination at such facilities and sites without regard to causation or knowledge of contamination. In addition, we occasionally evaluate various alternatives with respect to our facilities, including possible dispositions or closures. Investigations undertaken in connection with these activities may lead to discoveries of contamination that must be remediated, and closures of facilities may trigger compliance requirements that are not applicable to operating facilities. Consequently, we cannot assure you that existing or future circumstances or developments with respect to contamination will not require significant expenditures by us.

We are involved in various environmental matters, product liability and other legal proceedings. The outcome of these matters and proceedings and the magnitude of related costs and liabilities are subject to uncertainties. The conduct of

our business involves the use of hazardous substances and the generation of contaminants and pollutants. In addition, the end-users of many of our products are members of the general public. We currently are and from time to time in the future may be involved in a number of environmental matters and legal proceedings, including legal proceedings involving anti-trust, warranty or non-warranty product liability claims, negligence and other claims, including claims for wrongful death, personal injury and property damage alleged to have arisen out of the

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use by others of our or our predecessors' products or the release by us or our predecessors of hazardous substances. Environmental matters and legal matters and proceedings, including class action settlements relating to certain of our products, have in the past caused and in the future may cause us to incur substantial costs. We have established contingency reserves in our consolidated financial statements with respect to the estimated costs of existing environmental matters and legal proceedings to the extent that our management has determined that such costs are both probable and reasonably estimable as to amount. However, such reserves are based upon various estimates and assumptions relating to future events and circumstances, all of which are subject to inherent uncertainties. We regularly monitor our estimated exposure to environmental and litigation loss contingencies and, as additional information becomes known, may change our estimates significantly. However, no estimate of the range of any such change can be made at this time. We may incur costs in respect of existing and future environmental matters and legal proceedings as to which no contingency reserves have been established. We cannot assure you that we will have sufficient resources available to satisfy the related costs and expenses associated with these matters and proceedings.

Settlements of tax exposures may exceed the amounts we have established for known estimated tax exposures. We maintain reserves for known estimated tax exposures in federal, state and international jurisdictions and uncertain tax positions. Significant income tax exposures may include potential challenges to intercompany pricing and loans, the treatment of financing, acquisition and disposition transactions, the use of hybrid entities and other matters. These exposures are settled primarily through the closure of audits with the taxing jurisdictions and, on occasion, through the judicial process, either of which may produce a result inconsistent with past estimates. We believe that we have established appropriate reserves for estimated exposures; however, if actual results differ materially from our estimates we could experience a material adverse effect on our financial condition, results of operations and cash flows. In addition, our deferred tax liabilities include substantial amounts related to installment sales of timber lands in 1998 and 2003 for which we have previously monetized most of the installment receivable. As a result of these monetizations, we will be required to fund these liabilities from sources other than such installments, potentially including such tax loss and credit carryovers as may then be available.

Fluctuations in foreign currency exchange rates could result in currency exchange losses and reductions in stockholder's equity. A significant portion of our operations are conducted through foreign subsidiaries. The functional currency for our Canadian subsidiary is the U.S. dollar. The financial statements of this foreign subsidiary are remeasured into U.S. dollars using the historical exchange rate for property, plant and equipment, timber and timberlands, equity and certain other non-monetary assets and liabilities and related depreciation and amortization on these assets and liabilities. These transaction and translation gains or losses are recorded in foreign exchange gains (losses) in the income statement. The functional currency of our Chilean subsidiary is the Chilean peso and the functional currency in our Brazil subsidiary is the Brazilian real. Translation adjustments, which are based upon the exchange rate at the balance sheet date for assets and liabilities and the weighted average rate for the income statement, are recorded in the Accumulated Comprehensive Income (Loss) section of Stockholders' Equity. Therefore, changes in the Canadian dollar, the Chilean peso or the Brazilian real relative to the U.S. dollar may have a material adverse effect on our financial condition and results of operations.

Our ability to service our indebtedness, to refinance our indebtedness or to fund our other liquidity needs is subject to various risks. Our ability to make scheduled payments on and to refinance our indebtedness depends on and is subject to our financial and operating performance, which in turn is affected by general and regional economic, financial, competitive, business and other factors, including the availability of financing in the banking and capital markets as well as the other risks described herein. In particular, demand for our products correlates to a significant degree to the level of residential construction activity in North America, which historically has been characterized by significant cyclicality. Over the last several years, housing starts remained below "normal" levels. This reduced level of building was caused, in part, by an increase in the inventory of homes for sale, a more restrictive mortgage market and a slowed economy. There can be no assurance as to when, or if the housing market, will rebound to "normal" levels. We have experienced significant losses from operations and significant net cash used in operating activities in recent

periods. Accordingly, we cannot assure you that our business will generate sufficient cash flows from operations or that future borrowings will be available to us in an amount sufficient to enable us to service our debt, to refinance our debt or to fund our other liquidity needs. If we are unable to service our debt obligations or to fund our other liquidity needs, we could be forced to curtail our operations, reorganize our

capital structure or liquidate some or all of our assets in a manner that could cause the holders of our securities to experience a partial or total loss of their investment in us.

We have not independently verified the results of third-party research or confirmed assumptions or judgments upon which it may be based, and the forecasted and other forward-looking information contained therein is subject to inherent uncertainties. We refer in this report and other documents that we file with the SEC to historical, forecasted and other forward-looking information published by sources such as RISI, FEA, Random Lengths and the U.S. Census Bureau that we believe to be reliable. However, we have not independently verified this information and, with respect to the forecasted and forward-looking information, have not independently confirmed the assumptions and judgments upon which it is based. Forecasted and other forward looking information is necessarily based on assumptions regarding future occurrences, events, conditions and circumstances and subjective judgments relating to various matters, and is subject to inherent uncertainties. Actual results may differ materially from the results expressed or implied by, or based upon, such forecasted and forward-looking information.

Initiatives to upgrade our information technology infrastructure involve many risks. We regularly implement business process improvement initiatives to optimize our performance. Our current initiatives include plans to further standardize the business processes and technology that support our strategies through implementation of a new software solution over the next few years. We may experience difficulties as we transition to these new or upgraded systems and processes, including loss of data and decreases in productivity as our personnel become familiar with new systems. In addition, transitioning to these new or upgraded systems requires significant capital investments and personnel resources. Difficulties in implementing new or upgraded information systems or significant system failures could disrupt our operations and have a material adverse effect on our business, financial condition, results of operations or cash flows. In addition, we will experience significant changes in our internal controls over financial reporting as our implementation progresses. If we are unable to manage these changes successfully, our ability to timely and accurately process transactions and report our results of operations could be adversely affected.

Our proposed acquisition of Ainsworth may intensify our exposure to existing risks and expose us to new risks. Ainsworth is exposed to substantially all of the risks to which we are currently exposed, as well as additional risks that arise from its specific circumstances. As a result, the completion of our proposed acquisition of Ainsworth will both intensify our exposure to existing risks (including those associated with our high degree of product concentration in OSB, demands on our senior management team and other key employees, capital needs and fluctuations in the exchange rate between the Canadian dollar and the U.S. dollar) and expose us to new risks. In addition, because the purchase price that we are obligated to pay Ainsworth shareholders consists substantially of a fixed amount of cash denominated in Canadian dollars and a fixed number of shares of LP common stock, we are exposed to risks associated with a potential decline in Ainsworth's enterprise value as well as a potential strengthening of the Canadian dollar, and will pay greater value to the extent of any appreciation in the value of shares of LP common stock prior to the completion of the acquisition. The completion of the acquisition of Ainsworth is subject to specified conditions, including the receipt of certain regulatory approvals. The relevant governmental authorities may impose conditions on those approvals that could adversely affect the business, financial condition and results of operations of the combined enterprise. In addition, there can be no assurance that the combined enterprise will not experience a reduction in its allocated cutting rights under governmental tenures. The uncertainties regarding whether, when and the terms upon which the conditions to the acquisition will be satisfied may cause Ainsworth's customers, suppliers and other business partners to delay, defer or otherwise alter decisions and approaches regarding Ainsworth and, together with uncertainties regarding post-acquisition staffing requirements and roles, may adversely affect Ainsworth's ability to attract or retain key management personnel. In addition, the completion of the acquisition will involve the integration of companies that previously operated independently and will present a number of challenges (including the integration of operations, systems and personnel) and risks (including possible unanticipated costs and liabilities, diversion of management's attention and loss of key employees). Difficulties encountered in the transition and integration processes could have an adverse effect on the business, financial condition and results of operations of the combined enterprise and on the benefits sought to be realized from the acquisition.





## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

## Item 3. Defaults Upon Senior Securities

None.

## Item 4. Mine Safety Disclosures

N/A

## Item 5. Other Information

LP held its annual meeting on May 1, 2014, at which the stockholders of LP voted on the following:

The election of three directors, the ratification of the selection of LP's outside independent auditor, an advisory vote related to executive compensation and approval of the Annual Cash Incentive Plan (which is described in, and a copy of which is appended to, LP's proxy statement for such annual meeting).

The voting with respect to each of these matters was as follows:

## 1. Election of Directors

	For	Withheld
E. Gary Cook	110,906,150	3,492,694
Kurt M. Landgraf	112,632,345	1,766,372
John W. Weaver	111,845,219	2,553,859

## 2. Ratification of LP's outside independent auditor

For	Against	Abstain
124,902,951	981,647	249,138

## 3. Advisory vote on compensation

For	Against	Abstain
88,397,749	23,536,149	2,696,697

## 4. Approval of the Annual Cash Incentive Plan

For	Against	Abstain
112,459,374	1,841,985	329,236

## Item 6. Exhibits

10.1	First Amendment to Credit Agreement, dated February 25, 2014, among Louisiana-Pacific Corporation and certain of its subsidiaries, American AgCredit, PCA, as administrative agent, CoBank, ACB, as letter or credit issuer, and lenders party thereto. Incorporated herein by reference to Exhibit 10.1 to LP's Agreement Report on Form 8-K dated February 27, 2014.
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a).
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a).
32.1	Certifications pursuant to § 906 of the Sarbanes-Oxley Act of 2002.
100.INS	XBRL Instance Document
100.SCH	XBRL Taxonomy Extension Schema Document

100.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
100.DEF	XBRL Taxonomy Extension Definition Linkbase Document
100.LAB	XBRL Taxonomy Extension Label Linkbase Document
100.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

LP hereby agrees to furnish supplementally to the SEC upon its request any schedules and similar documents omitted pursuant to Item 601(b)(2) of Regulation S-K and any instruments omitted pursuant to Item 601 (b)(4)(iii) of Regulation S-K.

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**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**LOUISIANA-PACIFIC CORPORATION**

Date: May 8, 2014

**BY: /S/ CURTIS M. STEVENS**  
Curtis M. Stevens  
Chief Executive Officer

Date: May 8, 2014

**BY: /S/ SALLIE B. BAILEY**  
Sallie B. Bailey  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)