

LOUISIANA-PACIFIC CORPORATION CORPORATE GOVERNANCE PRINCIPLES

Role of Board of Directors and Management

1. **Board of Directors.** The Board of Directors (Board) of Louisiana-Pacific Corporation (LP) is elected by the stockholders of LP to oversee the business of LP and monitor the performance of LP's management on behalf of the stockholders. A primary duty of the Board is to select and oversee a well-qualified and ethical chief executive officer (CEO) who, with senior management, operates and manages the business of LP on a daily basis. The Board also appoints or approves the other members of the senior management team. Important functions of the Board include oversight and approval of LP's strategic plans, operating plans and budgets, executive compensation, and planning for CEO and senior management succession.
2. **CEO and Management.** It is the responsibility of the CEO, and of senior management under the CEO's direction, to operate the business of LP on a daily basis in a competent and ethical manner to produce value for the stockholders and to regularly inform the Board of the status of LP's business operations. Management's responsibilities include strategic planning, preparation of annual operating plans and budgets, risk management and financial reporting.

Board Size and Organization

3. **Size.** The Board shall consist of at least three (3) and not more than twelve (12) directors whose terms of office shall be as set forth in the Bylaws of LP.
4. **Chairman.** The Board shall select the director who shall serve as Chairman of the Board, who may be the CEO or any other director.
5. **Committees.** The Board shall always maintain the following four committees of the Board:

Finance and Audit Committee
Nominating and Corporate Governance Committee
Compensation Committee
Environmental and Compliance Committee

The composition, structure, purpose, and responsibilities and duties of each such Board Committee shall be set forth in a written charter, approved from time to time by the Board, that shall be attached to these Corporate Governance Principles.

The Board may establish and maintain other committees, including an executive committee to act on behalf of the Board, in accordance with the Bylaws of LP.

Board Composition and Director Qualifications

6. **Membership Criteria.** Directors shall be persons of integrity, with significant accomplishments and recognized business stature, who will bring a diversity of perspectives to the Board. One or more directors should have significant experience in the type of industry and business in which LP operates. Directors selected should be able to commit the requisite time to prepare for and attend all regularly scheduled Board meetings and meetings of the Board committees on which they serve. The CEO is normally a member of the Board, and the Board may nominate for election (or elect, in the case of a vacancy) other senior officers of LP to the Board in appropriate situations, provided that the Board independence requirements set forth in Principle 7 below are met.
7. **Independence.** A majority of the members of the Board and all members of each Board committee identified in Principle 5 above, except for the Environmental and Compliance Committee, shall be independent directors. In order to be considered "independent," a director must:
 - Not have been an officer or employee of LP (including LP's subsidiaries and affiliates) at any time during the preceding five years
 - Be independent of management and LP and be free from any relationship that may interfere with the exercise of independent judgment as a director
 - Qualify as an "independent director" under the requirements of the New York Stock Exchange (NYSE) Listed Company Manual
 - Have no material relationship with LP (either directly or as a partner, shareholder or officer of an organization that has a relationship with LP), as determined affirmatively by action of the Board

A majority of the Board and the members of each such Board committee shall also meet such other independence and qualification requirements of the NYSE, Securities and Exchange Commission and other federal laws as may from time to time be made applicable to the Board.

8. **Change in Director's Position.** If the CEO or any other officer of LP serving on the Board resigns from LP, or if a non-employee director has a material change in

his or her principal occupation or business association, including retirement from any such other occupation or association, the director should immediately tender a resignation from the Board so that the Board at its next meeting may have the opportunity to review the appropriateness of the director's continued membership on the Board and to make a determination of whether or not to accept the resignation.

9. **Term Limits; Retirement Age.** In the belief that long term, experienced directors provide continuity of leadership, perspective and understanding of the businesses of LP, no term limits on directors have been established. However, the Board has determined, and the LP Bylaws provide, that directors shall retire on the date of the next annual meeting of the stockholders following the date the director attains age 75.
10. **Director Orientation and Education.** The Board and LP's senior management will maintain a director orientation program that will provide new directors with materials and briefings necessary to permit them to become familiar with LP's business and industry and LP's strategic plans, significant financial, accounting and risk management issues, internal control and compliance programs and corporate governance practices. LP shall provide additional educational opportunities for its directors on an ongoing basis as necessary to enable each director to perform his or her duties as a director and Board committee member.

Board Operation

11. **Frequency of Meetings.** In-person, regular Board meetings shall be held approximately every three (3) months and will be scheduled sufficiently in advance to accommodate directors' calendars and other commitments. Telephonic and special meetings shall be held as necessary. Sufficient time will be scheduled for each regular meeting to ensure that all matters to be brought before the Board may be adequately considered and that all necessary Board deliberations may take place. Directors are expected to attend all Board meetings, in person or by conference telephone, except where there are unavoidable business or personal conflicts.
12. **Executive Sessions of Outside Directors.** The outside (non-management) directors shall meet in executive session without management at the time of each regular meeting of the Board. The director presiding at the meetings of the outside directors shall be the outside director designated from time to time by a majority of the independent directors or pursuant to a selection procedure approved by a majority of the independent directors. In the event that not all outside directors are independent as described in Principle 7 above, there shall be at least one executive session each calendar year that includes only the independent directors.

13. **Communications with Directors.** The Board shall establish, and LP shall publicly disclose in its annual proxy statement, a process by which shareholders, employees and other interested parties may communicate with the Board, the presiding director or the outside directors as a group.
14. **Board Agenda and Materials.** The Chairman of the Board establishes the agenda for all Board meetings. Agenda items include those required for operational oversight, such as strategic plans and budgets, and those required for necessary corporate governance. Information and materials that are necessary or important for proper consideration of the agenda items will be distributed sufficiently in advance of the meeting to permit adequate prior review, and directors are expected to review all such materials prior to each meeting. Any director may propose an item for inclusion on the agenda of any Board meeting by submitting it to the Chairman sufficiently in advance of the meeting to permit the scheduling of the agenda item and the distribution of information relating thereto.
15. **Management Attendees and Presentations.** Participation and presentations by management personnel at Board meetings are encouraged to assist the Board with its oversight responsibility and its evaluation of management performance. Management representatives will also function as liaisons for each Board committee for which they have subject matter expertise.
16. **Access to Management and Independent Advisors.** Directors shall have full access to LP management personnel to review or discuss matters relating to the business of LP. The Chairman of the Board and the CEO should be advised of all significant communications between directors and LP management. The Board and each Board committee may engage outside advisors who are independent of management to provide expert advice with respect to specific matters within their scope of responsibility.
17. **Board Compensation Review.** The Nominating and Corporate Governance Committee, with input from senior management as appropriate, will periodically review the level and elements of LP director compensation in relation to director compensation of companies of comparable size, industry and complexity. Changes to director compensation shall be subject to the approval of the full Board. In the belief that outside directors should own a reasonable number of shares of LP stock, a certain portion of the compensation of LP directors is represented by stock option and restricted stock awards under plans established for the outside directors.
18. **Performance Evaluation of the Board.** In order to enhance and continually improve the performance of the Board, the Nominating and Corporate Governance Committee of the Board will annually initiate and oversee an evaluation of the effectiveness of the Board and Board committees in governing LP. The results of each such evaluation will be promptly communicated to the full Board. The results

will also be used in evaluating the skills and attributes desired in new director candidates.

19. **Performance Evaluation of Management.** The Board will maintain a process under which the outside directors will annually evaluate the performance of the CEO and participate with the CEO in the performance evaluation of members of senior management. These evaluations shall be based on objective performance criteria including the performance of LP's businesses and accomplishment of long-term strategic objectives. The results of the CEO evaluation will be promptly communicated to the CEO by the outside directors.
20. **Succession Planning.** The Board will identify and periodically update the desired skills, qualities and characteristics necessary for an effective CEO of LP. With these in mind, the Board will periodically monitor and review the development and progression of potential internal CEO candidates. The CEO is responsible for developing and maintaining a succession planning process with respect to the CEO position and senior management positions. The CEO will annually make a succession planning report to the full Board that will include specific assessments and recommendations and a description of the management and leadership development programs that are in place. The Board and the CEO will have an emergency succession plan in place for interim and transition leadership in the event of unforeseen or untimely vacancies in critical senior management positions.

Code of Business Conduct and Ethics

LP shall at all times maintain a Code of Business Conduct and Ethics for its directors, officers and employees. The Code is attached to these Corporate Governance Principles and is available to the public. Any waiver of the Code for a director or an executive officer of LP may be made only by the Board, or a Board committee to which this responsibility is delegated, and will be promptly disclosed to LP stockholders.

Stock Ownership Guidelines

The Board shall adopt, implement and disclose LP stock ownership guidelines applicable to executive officers and outside directors of LP for the purposes of aligning the interests of LP management, directors and shareholders, focusing executive officers and directors on long-term shareholder value and ensuring that executive officers and directors bear the same types of investment risks as are incurred by LP's shareholders.

Dated: November 5, 2010