SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

[x] Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 1994	Commission File Number 1-7107

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

DELAWARE (State of Incorporation)	93-0609074 (I.R.S. Employer Identification No.)
111 S.W. Fifth Avenue Portland, Oregon 97204 (Address of principal executive offices)	Registrant's telephone number (including area code) 503-221-0800

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, $1 par value	New York Stock Exchange
Preferred Stock Purchase Rights	New York Stock Exchange

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 X No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

State the aggregate market value of the voting stock held by nonaffiliates of the registrant: $2,741,816,604 as of March 14, 1995.

Indicate the number of shares outstanding of each of the registrant's classes of common stock: 109,459,809 shares of Common Stock, $1 par value, outstanding as of March 14, 1995.

Documents Incorporated by Reference

Definitive Proxy Statement for 1995 Annual Meeting: Part III

PART I

ITEM 1. Business

General

Louisiana-Pacific Corporation, a Delaware corporation, is a major forest products firm headquartered in Portland, Oregon. It manufactures lumber, pulp, structural and other panel products, hardwood veneers, windows and doors, and cellulose insulation. It operates 131 facilities throughout the United States, Mexico, Canada, and Ireland. It has approximately 13,000 employees. It distributes its products primarily through distributors and home centers, and to a minor extent through its own distribution centers.

The business of Louisiana-Pacific Corporation and its wholly owned subsidiaries (except when the context otherwise requires, hereinafter referred to collectively as "the registrant" or "L-P") is generally divided into two industry segments: building products and pulp. For 1994, building products accounted for approximately 93 percent of the registrant's gross sales revenues, compared to approximately 7 percent for pulp. With respect to operating profit in 1994, building products contributed approximately 101 percent, offset by a 1 percent loss for pulp.

Building Products

Panel Products. The registrant manufactures plywood and a variety of reconstituted panel products, including Inner-Seal(R) oriented strand board ("OSB") and such other panel products as industrial particleboard, medium density fiberboard, and hardboard. In recent years, the registrant has emphasized development and expansion of its reconstituted panel product lines. While such products accounted for 6 percent of the registrant's sales in 1980, they comprised 34 percent of its sales in 1994.

The largest consumption of panel products is for structural uses in building and remodeling such as subfloors, walls, and roofs. The total structural panel market in the United States (plywood, OSB and other waferboards) is approximately 27 billion square feet annually, of which plywood currently constitutes about 18 billion square feet. In recent years, environmental pressure on timber harvesting, especially in the West, has resulted in reduced supplies and higher costs, causing many plywood mills to close permanently. The lost volume from those closed mills has been replaced by reconstituted structural panel products.

The registrant is the largest North American producer of OSB through 17 Inner-Seal(R) OSB plants with an aggregate annual capacity of approximately 3.7 billion square feet. The registrant plans to open 2 domestic and 2 overseas OSB plants in 1995. Approximately 50 percent of the registrant's 1994 sales volume in this category came from higher margin specialty products such as tongue and groove subflooring, siding, and soffit. The registrant operates seven plywood plants in the South with a combined annual capacity of 1.6 billion square feet.

The registrant's other reconstituted panel products--industrial particleboard, medium density fiberboard, and hardboard--produced at a total of seven plants, are used primarily in the manufacture of furniture and cabinets.

Lumber. The registrant is among the three largest producers of lumber in the United States. The registrant has 19 Western (whitewood and redwood) sawmills (plus one additional mill to open in 1995) with an annual production capacity of 1.2 billion board feet ("BBF"), while its 27 Southern sawmills have an annual production capacity of 1.1 BBF. Lumber represented 28 percent of the registrant's sales revenue in 1994, down from 53 percent in 1980. The registrant's sawmills produce a variety of standard U.S. dimension lumber as well as specialty grades and sizes, primarily for the North American home building market. A sawmill in Ketchikan, Alaska, produces lumber for export in the traditional sizes used in the Japanese building industry, but has the capability of switching to standard U.S. dimensions. The registrant also operates three fingerjoint plants which produce dimension lumber from low grade and short pieces of lumber.

Other Building Products. The registrant's fiber gypsum wallboard, known as FiberBondTM, is made from gypsum and waste paper and has improved capabilities over standard gypsum wallboard. Other FiberBondTM products include fire retardant sheathing and underlayment. The registrant's two fiber gypsum plants have a production capacity of 100 million square feet.

Six plants in Ohio and one in California manufacture windows and doors.

The registrant produces various hardwood veneers at a plant in Wisconsin with both rotary and sliced manufacturing processes. These veneers are sold to customers who overlay the veneers on other materials for use in paneling, furniture and cabinets. The registrant also operates a softwood veneer plant in Canada.

The registrant has three engineered I-joist plants located in California, Nevada, and North Carolina. Inner-Seal(R) OSB is cut into sections and used as the web for the I-joists.

The registrant also produces laminated veneer lumber ("LVL") in North Carolina and Nevada. LVL is a high-grade structural product used where extra strength is required. It is also used as the flange material in I-joists.

Three plants produce cellulose residential insulation from recycled newspaper under the name Nature GuardTM. This insulation has a higher R-value than comparable thicknesses of conventional fiberglass insulation.

Pulp

The registrant has three pulp mills located in Ketchikan, Alaska, Samoa, California, and Chetwynd, British Columbia, Canada, with a total annual capacity of approximately 600 million short tons. The Chetwynd mill utilizes a state-of-the-art mechanical pulping process and a zero effluent discharge system to produce 100 percent aspen pulp. The Samoa mill produces bleached and unbleached kraft pulp by a chlorine-free process, thereby eliminating dioxins.

Competition

The registrant competes internationally with several thousand forest products firms, ranging from very large, fully integrated firms to smaller firms that may manufacture only one or a few items. The registrant estimates that approximately 25 forest products firms comprise its major competition. The registrant also competes less directly with firms that manufacture substitutes for wood building products. A majority of the products manufactured by the registrant, including lumber, structural panels, and pulp, are commodity products sold primarily on the basis of price in competition with numerous other forest products companies.

In recent years, the registrant has introduced a number of new value-enhanced products to complement its traditional lumber and panel products, such as Inner-Seal(R) OSB panels, siding, soffit, and flooring. These innovative products are made from abundant smaller-diameter and affordably priced tree species, as well as treetops and mill shavings. Such trees have generally not been the target of environmentalist pressure, which has seriously restricted wood supplies for much of the industry, especially in the West. Similarly, the registrant's new fiber gypsum and cellulose insulation products utilize wood fiber from waste paper. The registrant believes development of these new products gives it a competitive advantage through lower and more predictable supply costs, resulting in higher profit margins.

Environmental Compliance

The registrant is subject to federal, state and local pollution control laws and regulations in all areas in which it has operating facilities. The registrant maintains an accounting reserve for environmental fines and certain other environmental costs. At December 31, 1994, $13.2 million remained in the reserve. Additional amounts that may be required will depend largely on legislation, regulatory developments, and enforcement activities by Congress, the states, localities, and enforcement agencies. From time to time, the registrant undertakes construction projects for environmental control facilities or incurs other environmental costs that extend an asset's useful life, improve efficiency, or improve the marketability of certain properties.

The registrant's policy is to comply fully with all applicable environmental laws and regulations. In recent years, the registrant has devoted increasing financial and management resources to achieving this goal. As part of its efforts to ensure environmental compliance, the registrant conducts regular internal environmental assessments. From time to time, the registrant becomes aware of violations of applicable laws or regulations. In those instances, the registrant's policy is to bring its operations promptly into full compliance with applicable environmental laws and regulations. The registrant is not aware of any instances in which its current operations are not in compliance with applicable environmental laws and regulations that would be expected to have a material adverse effect on the registrant.

Additional information concerning environmental compliance is set forth under Item 3, Legal Proceedings, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations--Environmental Update, and Item 8, Notes to Financial Statements.

Additional Statistical Information

Additional information regarding the business of the registrant, including segment information, production volumes, and industry product price trends, is presented in the following tables labeled "Sales and Operating Profit by Major Product Group," "Summary of Production Volumes," "Industry Product Price Trends," and "Logs by Source." Additional financial information about industry segments is presented in the table labeled "Industry Segment Information" located within Part II, Item 8, Notes to Financial Statements.

Reference is made to Item 2 for additional information as to sources and availability of raw materials and the locations of the registrant's manufacturing facilities.

Louisiana-Pacific Corporation and Subsidiaries

PRODUCT INFORMATION SUMMARY
SEE ADDITIONAL INFORMATION REGARDING INDUSTRY SEGMENTS IN NOTES TO FINANCIAL STATEMENTS.
YEAR ENDED DECEMBER 31 (DOLLAR AMOUNTS IN MILLIONS)

	1994		1993		1992		1991		1990	
SALES AND OPERATING PROFIT BY MAJOR PRODUCT GROUP										
Sales: Structural panel products	$1,208	40%	$1,005	40%	$ 888	41%	$ 600	35%	$ 607	34%
Lumber	867	28%	816	33%	653	30%	526	31%	578	32%
Other panel products	240	8%	194	8%	150	7%	146	9%	139	8%
Other building products	505	17%	411	16%	309	14%	260	15%	264	15%
Building products	2,820	93%	2,426	97%	2,000	92%	1,532	90%	1,588	89%
Pulp	220	7%	85	3%	185	8%	170	10%	205	11%
Total sales	$3,040	100%	$2,511	100%	$2,185	100%	$1,702	100%	$1,793	100%
Export sales (included above)	$ 371	12%	$ 252	10%	$ 339	16%	$ 315	19%	$ 381	21%
Operating profit: Building products	$ 636	101%	$ 562	111%	$ 364	106%	$ 139	102%	$ 139	82%
Pulp	(5)	(1%)	(59)	(11%)	(20)	(6%)	(3)	(2%)	31	18%
Total operating profit	631	100%	503	100%	344	100%	136	100%	170	100%
Unallocated expense, net	(72)		(70)		(47)		(30)		(25)	
Interest, net	1		(5)		(14)		(19)		(8)	
Income before taxes(1), minority interest and accounting changes	$ 560		$ 428		$ 283		$ 87		$ 137	

(1) Does not include cumulative effects of accounting changes in 1993.

SUMMARY OF PRODUCTION VOLUMES
VOLUME AMOUNTS STATED IN MILLIONS (EXCEPT PULP)
AND AS A PERCENT OF NORMAL CAPACITY

	1994		1993		1992		1991		1990	
Inner-Seal/OSB, square feet 3/8" basis	$3,404	97%	$3,100	100%	$2,850	101%	$2,418	81%	$2,507	94%
Softwood plywood, square feet 3/8" basis	1,604	106%	1,507	105%	1,405	80%	1,318	75%	1,541	88%
Lumber	1,986	86%	1,796	87%	1,850	71%	1,838	69%	2,189	79%
Particleboard, square feet 3/4" basis	371	106%	359	106%	335	93%	324	91%	269	100%
Medium density fiberboard, square feet 3/4" basis	234	106%	206	93%	160	97%	164	99%	165	100%
Hardboard, square feet 1/8" basis	216	103%	191	91%	201	93	201	100%	194	97%
Hardwood veneer, square feet surface measure	281	110%	260	108%	252	89%	229	80%	272	109%
Pulp, short tons (thousands)	441	72%	224	37%	459	72%	365	80%	400	95%

INDUSTRY PRODUCT PRICE TRENDS
PRICES REPRESENT YEARLY AVERAGES STATED IN DOLLARS PER THOUSAND BOARD FEET (MBF), THOUSAND SQUARE FEET (MSF), OR SHORT TON.

	1994	1993	1992	1991	1990
OSB, MSF, 7/16" -- 24/16 span rating (North Central price)	$ 265	$ 236	$ 217	$ 148	$ 131
Southern pine plywood, MSF, 1/2" CDX (3-ply)	302	282	248	191	182
Framing lumber, composite prices, MBF	405	394	287	236	230
Industrial particleboard, 3/4" basis, MSF	295	258	200	198	199
Bleached softwood sulfate pulp, short ton(1)	515	418	509	519	723

(1) Discounting sometimes occurs from the published price.

LOGS BY SOURCE
STATED AS A PERCENT OF TOTAL LOG VOLUME

Fee owned lands	11%	12%	14%	15%	20%
Private cutting contracts	14%	15%	15%	15%	15%
Government contracts	8%	10%	12%	17%	14%
Purchased logs	67%	63%	59%	53%	51%
Total log volume -- million board feet	3,138	2,940	2,856	2,641	2,987

ITEM 2. Properties

The following tables list the principal facilities of the registrant and its subsidiaries. Information on production capacities reflects normal operating rates and normal production mixes under current market conditions, taking into account known constraints such as log supply. Unless otherwise noted, capacities are in millions of units.

PLANT FACILITIES AT DECEMBER 31, 1994

SAWMILLS (Board feet, 2 shifts, 5 days; *1 shift, 5 days) Capacities	Normal
REDWOOD/WHITEWOOD (3 plants)	
Big Lagoon, CA (E)	*20
Samoa, CA (E)	100
Ukiah, CA (E) (4th Qtr. 95 startup)	120
OTHER WESTERN LUMBER (9 plants)	
Annette, AK (A)	70
Chilco, ID (B)	75
Ketchikan, AK (A)	60
Pilot Rock, OR (B) (3 shifts)	75
Post Falls, ID (B)	25
Priest River, ID (B)	*40
Sandpoint, ID (remanufacturing) (B)	--
Sundre, Alberta, Canada (B)	65
Walla Walla, WA (B) (3 shifts)	100
WESTERN STUD MILLS (8 plants)	
Belgrade, MT (B)	90
Deer Lodge, MT (B) (3 shifts)	80
Fort Bragg, CA (also redwood) (E)	70
Libby, MT (B)	*25
Moyie Springs, ID (B)	90
Saratoga, WY (B)	90
Tacoma, WA (B)	60
Willits, CA (also redwood) (E)	55
SOUTHERN LUMBER (27 plants)	
Bernice, LA (C)	*50
Bon Weir, TX (C)	*25
Braggs, AL (C)	*25
Carthage, TX (C)	*60
Cleveland, TX (C) (2 plants)	*90
Crestview, FL (C)	*50
Eatonton, GA (C)	*40
Evergreen, AL (C)	*45
Grenada, MS (C)	*50
Hattiesburg, MS (C)	*50
Hazelhurst, GA (C)	*25
Henderson, NC (C)	*50
Jasper, TX (C) (2 plants)	*95
Kountze, TX (C)	*15
Lockhart, AL (C)	*30
Marianna, FL (C)	*35
Nashville, NC (C)	*25
New Waverly, TX (C)	*100
Philadelphia, MS (C)	*50
Pittsboro, NC (C)	*10
Statesboro, GA (C)	*25
Trinity, TX (C)	*20
Waynesboro, GA (C)	*60
Westbay, FL (C)	*50
Winnfield, LA (C)	*50
Total Lumber Capacity (47 plants)	2,435

PLANT FACILITIES AT DECEMBER 31, 1994

PANEL PRODUCTS PLANTS	Normal
Capacities	
SOFTWOOD PLYWOOD PLANTS	
(3/8-inch basis, square feet, 2 shifts, 5 days)	
Bon Weir, TX (C)	275
Cleveland, TX (C)	275
Jasper, TX (C)	150
Logansport, LA (C)	225
Lufkin, TX (C)	175
New Waverly, TX (C)	280
Urania, LA (C)	250
Total Softwood Plywood Capacity (7 plants)	1,630
INNER-SEAL OSB PLANTS	
(3/8-inch basis, square feet, 3 shifts, 7 days; *2 shifts, 7 days)	
Chilco, ID (B)	150
Corrigan, TX (C)	*135
Dawson Creek, B.C. Canada (B)	400
Dungannon, VA (B)	140
Hanceville, AL (C)	320
Hayward, WI (2 plants) (B)	500
Houlton, ME (B)	260
Jackson County, GA (C)	320
Jasper, TX (C) (4th Qtr. 95 startup)	350
Montrose, CO (B)	145
Newberry, MI (B)	125
New Waverly, TX (C)	*45
Roxboro, NC (C) (4th Qtr. 95 startup)	350
Sagola, MI (B)	400
Silsbee, TX (C)	320
Swan River, Manitoba Canada (B) (4 Qtr. 95 startup)	500
Tomahawk, WI (B)	150
Two Harbors, MN (B)	135
Urania, LA (C)	*115
Waterford, Ireland (B) (4th Qtr. 95 startup)	400
Total OSB Capacity (21 plants)	5,260
MEDIUM DENSITY FIBERBOARD PLANTS	
(3/4-inch basis, square feet, 3 shifts, 7 days)	
Eufaula, AL (C)	125
Oroville, CA (E)	50
Urania, LA (C)	50
Total Medium Density Fiberboard Capacity (3 plants)	225
PARTICLEBOARD PLANTS	
(3/4-inch basis, square feet, 3 shifts, 7 days)	
Arcata, CA (E)	125
Missoula, MT (B)	155
Silsbee, TX (C)	80
Total Particleboard Capacity (3 plants)	360
HARDBOARD PLANT	
(1/8-inch basis, square feet, 3 shifts, 7 days)	
Oroville, CA (E)	220

	Normal
Capacities	
OTHER BUILDING PRODUCTS	
HARDWOOD VENEER PLANT	
(Surface measure, square feet, 2 shifts, 5 days)	
Mellen, WI (2 plants) (B)	250
	=========
SOFTWOOD VENEER PLANT	
(Surface measure, square feet, 2 shifts, 5 days)	
Strachan, Alberta, Canada (B)	90
	=========
WINDOW AND DOOR PLANTS (7 plants)	
Norton, OH (2 plants)	
(aluminum extrusions in lbs.) (D)	7,200,000
Orrville, OH (windows) (D)	125,000
Ottawa, OH (windows and doors) (D)	350,000
Sacramento, CA (windows) (D)	25,000
Winesburg, OH (windows and doors) (D)	125,000
Youngstown, OH (aluminum extrusions in lbs.) (D)	6,000,000
I-JOIST PLANTS	
(Linear feet; 1 shift, 5 days)	
Fernley, NV (B)	15
Wilmington, NC (B)	20
Red Bluff, CA (E)	20

Total I-Joist Capacity (3 plants)	55
	=========
LAMINATED VENEER LUMBER PLANTS	
(Thousand cubic feet; 2 shifts, 7 days)	
Fernley, NV (B)	2,200
Wilmington, NC (B)	3,000

Total LVL Capacity (2 plants)	5,200
	=========
FIBER GYPSUM PLANT	
(1/2-inch basis, million square feet; 1 shift, 5 days)	
East Providence, RI (B)	20
Point Tupper, Nova Scotia, Canada (B)	80

Total Fiber Gypsum Capacity (2 plants)	100
	=========
ENGINEERED WOOD PRODUCTS - FINGERJOINT	
(Board feet; 2 shifts, 5 days; *1 shift, 5 days)	
Deer Lodge, MT (B)	50
El Sauzal, Mexico (E)	21
Priest River, ID (B)	30

Total Fingerjoint Capacity (3 plants)	101
	=========
PULP MILLS	
(Thousand Short Tons, 3 shifts, 7 days)	
Ketchikan, AK (A)	200
Samoa, CA (E)	230
Chetwynd, B.C. Canada (B)	167

Total Pulp Capacity (3 plants)	597
	=========

OTHER MANUFACTURING FACILITIES
(19 PLANTS)

Brick plant:	El Sauzal, Mexico (E)
Cellulose insulation plants:	Bucyrus, Ohio (E)
	Baltimore, Maryland (E)
	San Diego, California (E)
Cement fiber shake:	Red Bluff, CA (E)
Chip mills:	Cleveland and Moscow, TX (C)
Insulated glass plant:	Orrville, OH (D)
Vinyl extrusion plant:	Barberton, OH (D)
Wood treating plants:	Evergreen and Lockhart, AL (C)
	Marianna, FL (C)
	Waynesboro and Statesboro, GA (C)
	Grenada, MI (C)
	New Waverly and Silbee, TX (C)
	Ukiah, CA (E)
	Sundre, Alberta, Canada (B)

DISTRIBUTION CENTERS (7 LOCATIONS)

Chino, CA (B)	Rocklin, CA (B)
Conroe, TX (C)	Salina, KS (C)
Dallas, TX (C)	Tulsa, OK (C)
Dodge City, KS (C)	
Total Facilities:	131

DIVISION LEGEND:
A. Ketchikan
B. Northern
C. Southern
D. Weather-Seal
E. Western

TIMBERLAND HOLDINGS	(Acres)
California: Whitewoods, Fir, Pine, Redwood	485,700
Idaho: Fir, Pine	39,900
Louisiana: Pine, Hardwoods	210,000
Minnesota: Hardwoods	30,100
North Carolina: Pine, Hardwoods	1,700
Oregon: Pine, Fir, Whitewoods	137,100
Texas: Pine, Hardwoods	695,100
Washington: Fir, Pine	1,700
Wisconsin: Hardwoods	2,100
Wyoming: Whitewoods	4,300
Total Fee Timberland	1,607,700

In addition to its fee-owned timberlands, the registrant has timber cutting rights, under long-term contracts (five years and over) on approximately 110,000 acres and under contracts for shorter periods on approximately 278,000 acres, on government and privately owned timberlands in the vicinities of certain of its manufacturing facilities. Information regarding the sources of the registrant's log requirements is located under the table labeled "Logs by Source" in Item 1.

ITEM 3. Legal Proceedings

The following sets forth the current status of certain legal proceedings:

The registrant has received a Notice of Violation issued by the U.S. Environmental Protection Agency, alleging air emissions violations at the registrant's Dungannon, Virginia, OSB plant. The registrant has also received a Notice of Violation issued by the state of Michigan, alleging air emissions violations at the registrant's Newberry, Michigan, OSB plant. The potential costs to the registrant cannot be estimated this time because the registrant's past experiences with notices of violation indicated wide variation in possible outcomes, but are not expected to have a material adverse effect on the registrant because past notices of violation have not had such an effect.

On September 9, 1992, the U.S. Department of Justice filed suit in the U.S. District Court in Anchorage, Alaska, against the registrant's wholly owned subsidiary Ketchikan Pulp Company ("KPC"), alleging that the pulp mill in Ketchikan, Alaska, operated by KPC violated the Clean Air Act and the terms of KPC's wastewater discharge permit. A federal grand jury investigation concerning wastewater discharges at KPC's pulp mill was also convened. In March 1995, KPC entered into agreements with the federal government to resolve the issues related to the lawsuit and grand jury investigation. Under the agreements, which are subject to court approval, KPC will plead guilty to one felony and 13 misdemeanor violations of the Clean Water Act. KPC will pay civil and criminal penalties totaling approximately $6 million, of which $1.75 million will be suspended. KPC will agree to undertake certain remedial and pollution control related measures with an estimated cost of up to approximately $20 million. KPC has agreed to undertake a study of whether a clean-up of Ward Cove, the body of water adjacent to the pulp mill, is needed. If the study determines that such clean-up is needed, KPC may be required to spend up to $6 million on the clean-up as part of the overall $20 million of expenditure. KPC cannot estimate what portion, if any, of the cleanup amount will be required to be spent.

On September 13, 1994, the U.S. Environmental Protection Agency filed an administrative action, alleging that KPC and two other parties violated provisions of the Clean Air Act related to asbestos. The action seeks to recover a penalty of $122,800.

The registrant understands that a federal grand jury is investigating possible violations in connection with the disposal by a contractor of a transformer containing polychlorinated biphenyls ("PCBs") previously located at the registrant's former sawmill at Pendleton, Oregon. The registrant does not know whether it or any of its employees are targets of the investigation.

In March 1995, the registrant was informed that the U.S. Environmental Protection Agency has referred a matter involving KPC to the U.S. Department of Justice for possible civil enforcement. The matter involves allegations that KPC's Annette Island, Alaska, cant mill violated provisions of the Clean Air Act relating to the prevention of significant deterioration of air quality.

Management of the registrant believes that the outcome of the above matters will not have a materially adverse effect on the consolidated business, financial condition, liquidity, or results of operations of the registrant.

In October 1994, an action was filed against the registrant and other defendants in the Circuit Court for Lake County, Florida, on behalf of a purported class of all homeowners in that state whose homes were constructed using the registrant's OSB siding. The complaint alleges that the siding is deteriorating prematurely due to latent defects in the material and seeks damages for alleged breaches of express or implied warranties and for alleged failure to disclose material defects. The complaint also seeks an injunction barring the registrant from selling the registrant's OSB siding as an exterior siding material in the state of Florida. The attorney for the plaintiffs claims the class may number in excess of 30,000 homeowners and that the claim for damages may exceed $5,000 per home, resulting in aggregated claimed damages in excess of $150 million. The registrant believes it has factual and legal defenses to the complaint.

The registrant believes that it is probable that additional OSB siding products claims will be made against it. Some of these claims will likely be made in the form of warranty claims, while others will likely be made as litigation claims. The registrant maintains a reserve for siding claims. As with all accounting estimates, due to many factors involved in estimating future claims, significant uncertainty exists in the reliability and precision of such estimates. There can be no assurance that management's estimates will not significantly increase or decrease in the future as additional factors and circumstances become known, and actual claims are made. The registrant monitors its estimated exposure to future siding claims and adjusts its accrual accordingly. Management believes that the ultimate outcome of all the siding related matters will not have a material adverse effect on the business, financial position, or results of operations of the registrant.

The registrant has been informed that it and one or more employees at its Montrose (Olathe), Colorado, OSB plant are the targets of a federal grand jury investigation concerning alleged tampering with emissions monitoring equipment, alteration of plant records, and submission of unrepresentative samples to a certification agency. The registrant does not know when the investigation will be completed, but has been informed that indictment of the registrant is likely. The registrant began an internal investigation in the summer of 1992 and reported its initial findings of irregularities to governmental authorities in September, 1992. In March 1995, additional subpoenas were issued requiring the production of evidence and testimony relating to alleged fraud in connection with the submission of unrepresentative OSB product samples to the American Plywood Association, an independent industry product certification agency, by the registrant's Montrose plant and other OSB plants. The registrant has commenced an independent investigation concerning the allegations.

ITEM 4. Submission of Matters to a Vote of Security Holders

No matter was submitted to a vote of the registrant's security holders during the fourth quarter of 1994.

Executive Officers of the Registrant

The following table sets forth the name of each executive officer of the registrant (including certain executives whose duties may cause them to be classified as executive officers under applicable SEC rules), the age of the officer, and all positions and offices held with the registrant as of March 14, 1995:

Name	Age	Positions and Offices Held With the Registrant
Harry A. Merlo	70	Chairman and President
James Eisses	58	Executive Vice President and General Manager, Northern Division
Ronald L. Paul	51	Vice President, Operations, and General Manager, Southern Division
J. Keith Matheney	46	General Manager, Weather-Seal Division
Ralph D. Lewis	53	President and General Manager, Ketchikan Pulp Company
Robert M. Simpson	36	General Manager, Western Division
William L. Hebert	44	Treasurer and Chief Financial Officer
James F. Ellisor	46	Controller, Operations

Messrs. Merlo, Eisses, and Paul are also directors of the registrant.

All executive officers serve at the pleasure of the board of directors. The terms of office for which they are elected run until the next annual meeting of the board of directors, unless earlier removed.

Except as set forth below, all the executive officers have served in their present capacities for more than five years. In January 1994, Mr. Eisses became executive vice president; from June 1992 to January 1994, he was vice president, operations; previously he was general manager of L-P's Northern Division, a position he still holds. Mr. Paul became vice president, operations, in January 1994; previously he was general manager of L-P's Southern Division, a position he continues to hold. Prior to assuming his present position in March 1992, Mr. Simpson was president of Tricon Forest Products, Inc., a forest products broker. Mr. Hebert became treasurer and chief financial officer in January 1994; previously he was L-P's controller, finance. Mr. Matheney became general manager of the Weather-Seal Division in June, 1994; previously he was Sales and Marketing Manager of the registrant's Northern Division. Mr. Lewis became president and general manager of Ketchikan Pulp Company in June, 1994; previously he was Controller of Ketchikan Pulp Company. Before assuming his present position in January 1994, Mr. Ellisor was Controller of the registrant's Northern Division.

PART II

ITEM 5. Market for Registrant's Common Equity and Related Stockholder Matters

The common stock is listed on the New York Stock Exchange, the Dow-Jones newspaper quotations symbol is "LaPac," and the ticker symbol is "LPX." Information regarding market prices for the registrant's common stock is included in the following table labeled "High and Low Stock Prices." Holders of the registrant's common stock may automatically reinvest dividends toward purchase of additional shares of the company's common stock. At March 14, 1995, L-P had approximately 25,578 stockholders of record.

LOUISIANA-PACIFIC CORPORATION AND SUBSIDIARIES HIGH AND LOW STOCK PRICES

		1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
1994	High	$48.00	$36.13	$35.88	$33.63
	Low	35.38	30.00	29.25	25.75
1993	High	$39.38	$38.07	$36.38	$42.13
	Low	29.63	28.75	29.75	30.88

Information regarding dividends on its common stock declared by the registrant during the past two years is located in the following table.

LOUISIANA-PACIFIC CORPORATION AND SUBSIDIARIES QUARTERLY DATA
(Dollar amounts in millions except per share)

1994	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
Net sales	$698.0	$774.7	$818.4	$748.4
Gross profit(1)	140.5	132.8	155.1	130.2
Income before taxes and minority interest	139.8	132.2	155.4	132.2
Net income	85.2	81.9	95.1	84.7
Net income per share	.77	.75	.86	.77
Cash dividends per share	.11	.125	.125	.125

1993(2)	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
Net sales	$649.2	$596.6	$629.4	$636.1
Gross profit(1)	142.2	105.8	85.4	99.2
Income before taxes	140.3	104.7	84.3	98.3
Income	87.7	65.7	41.5	59.5
Income per share	.80	.60	.38	.54
Cash dividends per share	.10	.11	.11	.11

(1) Gross profit is income before taxes, minority interest, and interest.

(2) Does not include cumulative effects of accounting changes in 1993.

ITEM 6. Selected Financial Data

YEAR ENDED DECEMBER 31 (DOLLAR AMOUNTS IN MILLIONS EXCEPT PER SHARE)

SUMMARY INCOME STATEMENT DATA	1994	1993	1992	1991	1990
Net sales	$ 3,039.5	$ 2,511.3	$ 2,184.7	$ 1,702.1	$ 1,793.3
Gross profit(1)	558.6	423.6	297.5	106.3	144.6
Interest, net	(1.0)	5.0	14.4	18.9	7.6
Provision for income taxes	209.8	173.2	106.2	31.5	45.9
Income(2)	346.9	254.4	176.9	55.9	91.1
Income per share(2)	3.15	2.32	1.63	.52	.82
Cash dividends per share	.485	.43	.39	.36	.35
Stock dividend	-	-	-	-	-
Average shares of common stock outstanding (thousands)	110,140	109,670	108,500	107,980	111,060

SUMMARY BALANCE SHEETS					
Current assets	$ 694.4	$ 614.1	$ 539.1	$ 461.4	$ 509.1
Timber and timberlands, at cost less cost of timber harvested	693.5	673.5	531.2	532.7	518.3
Receivable from U.S. Government	-	-	-	-	-
Property, plant and equipment, net	1,273.2	1,145.9	1,070.3	1,066.1	1,036.8
Investments and other assets	55.1	32.8	65.4	46.9	39.9
Net assets of discontinued operations	-	-	-	-	-
Total assets	$ 2,716.2	$ 2,466.3	$ 2,206.0	$ 2,107.1	$ 2,104.1
Current liabilities	$ 344.8	$ 317.2	$ 295.5	$ 259.5	$ 195.5
Long-term debt, excluding current portion	209.8	288.6	386.3	492.7	588.7
Deferred income taxes and other	312.2	289.1	163.2	151.3	153.2
Stockholders' equity	1,849.4	1,571.4	1,361.0	1,203.6	1,166.7
Total liabilities and stockholders' equity	$ 2,716.2	$ 2,466.3	$ 2,206.0	$ 2,107.1	$ 2,104.1

KEY FINANCIAL TRENDS	1994	1993	1992	1991	1990
Working capital	$ 349.6	$ 296.9	$ 243.6	$ 201.9	$ 313.6
Plant and logging road additions	$ 286.0	$ 208.4	$ 161.4	$ 152.3	$ 330.4
Timber additions, net	66.0	81.5	40.1	49.6	44.4
Total capital additions	$ 352.0	$ 289.9	$ 201.5	$ 201.9	$ 374.8
Long-term debt as a percent of total capitalization	10%	16%	22%	29%	34%
Income as a percent of average equity(2)	20%	17%	14%	5%	8%

(1) Gross profit is income before income taxes, minority interest, and interest.

(2) Does not include cumulative effects of accounting changes in 1993.

ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

General

Strong demand for L-P's building products, largely due to strong housing starts of 1.45 million, affordable interest rates, and recovering export markets for L-P's building products and pulp products pushed sales and earnings to record levels in 1994. The previous records for sales and earnings were set in 1993 on strong results for building products, with demand fueled by low interest rates and an improved economy. These results were partially offset by an extremely weak pulp market in 1993 that continued into early 1994.

Sales in 1994 were $3.04 billion, a 21 percent increase over 1993 sales of $2.51 billion. The 1993 sales figure was a 15 percent increase over 1992 sales of $2.19 billion. Net income for 1994 was $346.9 million, a 36 percent increase over 1993 income before accounting changes of $254.4 million. The 1993 income figure was a 44 percent increase over 1992 net income of $176.9 million.

L-P operates in two segments: building products and pulp. Building products is the most significant segment, accounting for more than 90 percent of net sales and more than 100 percent of operating profit in each of the last three years. The results of operations are discussed below for each of these segments separately. Additional information about the factors affecting L-P's segments is presented in the "Notes to Financial Statements" and the "Product Information Summary" in Item 1.

Building Products

L-P's building products segment posted a record year for both sales and profits in 1994. The previous record year for sales and profits was 1993. Building products sales in 1994 were $2.8 billion, a 16 percent increase over 1993 sales of $2.4 billion. The 1993 sales figure was a 21 percent increase over 1992 sales of $2.0 billion. Sales increases in both years resulted from both higher volumes and higher prices.

Building products operating profits have increased significantly in each of the last two years. Operating profit was $636 million in 1994, a 13 percent increase over 1993 operating profit of $562 million, which was a 54 percent increase over 1992 operating profit of $364 million. These increases reflected the higher sales volumes and prices discussed below. However, the higher sales were partially offset by higher cost of sales as the cost of raw materials increased significantly in each year. The volume of products sold also caused increases in cost of sales. There can be no assurance that L-P will be able to pass any future material increases in the price of raw materials on to customers through product price increases.

Structural panel products (Inner-Seal(R) OSB products and plywood) sales have shown the largest increases in both of the past two years. Sales of structural panel products were $1.2 billion in 1994, $1.0 billion in 1993, and $0.9 billion in 1992. That represents a 20 percent increase in 1994 and a 13 percent increase in 1993. Sales volumes rose approximately 10 percent in 1994 and 5 percent in 1993 while average sales prices rose approximately 10 percent in 1994 and 11 percent in 1993. Sales volume increases were due to stronger demand in each year as well as additional sales from new L-P plants. Price increases are attributable to strong demand coupled with shrinking supplies as numerous plywood mills in the Northwest region of the country shut down due to log shortages and high costs. Operating profits were impacted by higher plywood log costs, which increased 5-7 percent, and higher OSB wood costs, which increased about 10 percent.

Lumber sales have also increased in each of the past two years, growing to $867 million in 1994 from $816 million in 1993 and $653 million in 1992. The 6 percent sales increase in 1994 was due to a 4 percent volume increase and a 2 percent increase in average selling prices. The 25 percent sales increase in 1993 was solely due to price increases of approximately 27 percent while volume actually declined by 2 percent. Lumber prices have also benefited over the last two years from shrinking supply as mills in the Northwest shut down due to log shortages and high costs. The volume increase in 1994 was primarily due to L-P's adding shifts at its sawmills and taking less downtime. The volume decrease in 1993 was due to shutting mills down in California. Log costs, where L-P buys on the open market, increased 20-25 percent during 1994.

Other panel products sales (primarily industrial panel products such as particleboard, hardboard, and medium density fiberboard) have increased significantly in each of the last two years. The 24 percent increase in 1994 was due primarily to higher prices on slightly higher volume. The 29 percent increase in 1993 was due to an 18 percent increase in average selling prices and a 10 percent increase in volume as L-P added capacity through new mills. Operating profits in 1994 were impacted somewhat by higher resin costs.

Other building products sales increased in 1994 and 1993 due primarily to additional production of engineered wood products (I-beams and laminated veneer lumber) at new plants, increased sales of logs from L-P's California timberlands, and increased chip sales due to increasing prices and higher volumes, including the purchase of a chip export facility in Northern California.

Pulp

The pulp segment sustained an operating loss of $5 million in 1994 compared to losses of $59 million in 1993 and $20 million in 1992. The reduced losses in 1994 over 1993 and increased losses in 1993 over 1992 were primarily attributable to varying sales levels discussed below. Cost of sales per ton of pulp sold was significantly higher in 1993 than 1994 or 1992 as market-related downtime caused fixed costs to be spread over a lower volume base. There can be no assurance that L-P will be able to pass any future material increases in the price of raw materials on to customers through product price increases.

Pulp sales increased 159 percent in 1994 to $220 million from $85 million in 1993 as worldwide pulp markets recovered during the second half of 1994. Volume increased 112 percent as increased demand allowed the Company to take less downtime and average prices during the year at L-P's three pulp mills increased 21 percent. Problems with the water treatment system at L-P's pulp mill in Chetwynd, B.C., also contributed to that mill's producing far below its capacity in 1993. Overall, pulp sales for L-P in 1993 were 54 percent below 1992 sales of $185 million. Average sales prices in 1993 were about 10 percent lower than in 1992 and volume was 50 percent lower due to poor worldwide pulp markets and the water treatment problem discussed above.

L-P pulp products are sold primarily to export customers. Because pulp prices and volumes were at very low levels in 1993, the percentage of pulp sales to total net sales was only 3 percent in 1993 compared to 7 percent in 1994 and 8 percent in 1992. This was also the primary factor in 1993 export sales as a percent of total net sales being only 10 percent compared to 12 percent in 1994 and 16 percent in 1992. Information regarding L-P's geographic segments and export sales are provided in the notes to financial statements under the caption "Segment Information."

Legal and Environmental Matters

One of L-P's greatest challenges continues to be the ever-changing rules and regulations concerning the environment. L-P has dedicated substantial human and financial resources to ensure that it not only complies with current environmental laws and regulations, but is also an environmental leader in the forest products industry. L-P is pioneering technology in reducing and eliminating pulp mill wastewater, including dioxin, and in reducing air pollutants emitted from its wood panel plants. L-P has also voluntarily eliminated the practice of clearcutting on its own timberlands. However, L-P continues to face challenges from preservationist groups trying to lock up the nation's timber supply and from increasingly stringent and complex standards for air emissions, water effluent, and handling of hazardous wastes. L-P must continually balance the costs of environmental projects with the benefits to the company, its employees, and the communities surrounding its facilities.

Although L-P's policy is to comply with all applicable environmental laws and regulations, the company has in the past been required to pay fines for noncompliance and sometimes litigation has resulted from contested environmental actions. Where environmental infractions have been caused by other parties, L-P vigorously pursues recovery through legal channels. A description of certain environmental actions currently pending against L-P or recently resolved are listed below.

Subsequent to December 31, 1994, KPC reached a plea agreement and consent decree with the U.S. government regarding water and air compliance problems experienced at KPC's pulp mill during the late 1980s and early 1990s. Under the agreements, which are subject to court approval, KPC will enter into a civil consent decree and will plead guilty to one felony and thirteen misdemeanor violations of the Clean Water Act. The settlement also calls for KPC to pay civil and criminal monetary penalties of approximately $6 million, of which $1.75 million will be suspended in consideration of KPC's expenditures and ongoing efforts to improve its operations. The penalties were substantially reserved for at December 31, 1994. Future expenditures required by the agreements, which are primarily capital in nature, are estimated to be up to approximately $20 million. KPC has agreed to undertake a study of whether a clean-up of Ward Cove, the body of water adjacent to the pulp mill, is needed. If the study determines that such clean-up is needed, KPC may be required to spend up to $6 million on the clean-up as part of the overall $20 million of expenditure. KPC cannot estimate what portion, if any, of the cleanup amount will be required to be spent.

L-P has been informed that it and one or more of its employees at its Montrose, Colorado, plant are the subjects of a federal grand jury investigation concerning alleged tampering with air emissions monitoring equipment, alteration of plant records, and submission of unrepresentative product samples to a certification agency. The investigation has not been completed and no charges against the company or any of its employees have been made.

Certain of L-P's plant sites are suspected of having substances in the ground or in the groundwater that are considered pollutants. Appropriate corrective action or plans for corrective action are underway. Where the pollutants were caused by previous owners of the property, L-P is vigorously pursuing those parties through legal channels.

In 1992, as part of an overall industry inquiry, L-P received notices of violation from the U.S. Environmental Protection Agency ("EPA") against 15 of its manufacturing facilities. During 1993, L-P reached a precedent-setting environmental settlement with the EPA, which called for L-P to pioneer new pollution control technology. The agreement also required L-P to pay an $11.1 million civil penalty to the federal government. The payment was made in November 1993, but had been substantially accrued for in 1992.

L-P maintains a reserve for estimated environmental contingent liabilities. As of December 31, 1994 and 1993, the balance of the reserve was $13 million and $8 million. The reserve increased during 1994 due to increases in estimates of potential exposure to liabilities. As with all accounting estimates, significant uncertainty exists in the reliability and precision of the estimates because the facts and circumstances surrounding each contingency vary from case to case. Certain facts and circumstances surrounding each contingency become known as the process evolves that may significantly increase or decrease the original estimate. L-P cannot estimate the time frame over which these accrued amounts are likely to be paid out. The company monitors its estimated exposure for environmental liabilities and adjusts its accrual accordingly. A portion of L-P's environmental reserve is related to liabilities for cleanup of properties that are currently owned or have been owned in the past. Certain of these sites are subject to cost-sharing arrangements with other parties who were also involved with the site. L-P does not believe that any of these cost-sharing arrangements will likely result in an additional material liability to L-P due to non-performance by the other party.

Management believes the costs of complying with the above actions will not have a material adverse effect on the business, financial condition, or results of operations of the company.

See Item 3, Legal Proceedings.

Inner-Seal(R) Siding Products Update

L-P manufactures a complete line of Inner-Seal(R) OSB products for the building and construction industry. Such products include sheathing, roof decking, flooring, siding, soffit, and engineered I-joists using OSB as the web material.

In 1985, L-P began producing and selling OSB-based exterior siding products in both a lap and panel style. The siding uses OSB as the substrate and is overlaid with a resin-impregnated paper. The siding products are used primarily in residential home construction, both single-family and multifamily, and also to a lesser extent in commercial construction. L-P offers a warranty on both the OSB substrate and the siding surface, if certain standards are adhered to, such as proper installation and proper care and maintenance of the product.

Since 1985, the registrant has sold approximately 2.5 billion square feet of these Inner-Seal(R) siding products throughout the United States. During this period, warranty claims related to these siding products have been made against L-P. Where such claims resulted from improper installation or improper care and maintenance, L-P has sought to hold the installer or homeowner responsible for a portion of the claim. Where claims were based on a problem with the product, L-P has honored its warranty and settled the claims in a timely manner.

Since 1985, L-P has paid approximately $37 million to settle claims relating to siding warranties on approximately 15,000 dwelling units at an average cost of about $2,500 per unit. This amount includes claims paid of approximately $10 million in 1994, $5 million in 1993, and $5 million in 1992.

In October 1994, an action was filed against L-P and other defendants in the state of Florida on behalf of a purported class of all homeowners in that state whose homes were constructed using Inner-Seal(R) siding. The complaint alleges that the siding is deteriorating prematurely due to latent defects in the material and seeks damages for alleged breaches of express or implied warranties and for alleged failure to disclose material defects. The complaint also seeks an injunction barring L-P from selling Inner-Seal(R) siding as an exterior siding material in the state of Florida. The attorney for the plaintiffs claims that the class may number in excess of 30,000 homeowners and that the claim for damages may exceed $5,000 per home, resulting in aggregated claimed damages in excess of $150 million. L-P believes it has factual and legal defenses to the complaint.

L-P believes that it is probable that additional Inner-Seal(R) siding products claims will be made against the company. Some of these claims will probably be made in the form of warranty claims, while others will probably be made as litigation claims. L-P maintains a reserve for siding claims. As with all accounting estimates, due to many factors involved in estimating future claims, significant uncertainty exists in the reliability and precision of such estimates. There can be no assurance that management's estimates will not significantly increase or decrease in the future as additional facts and circumstances become known and actual claims are made. L-P monitors its estimated exposure to future siding claims and adjusts its accrual accordingly. Management believes that the ultimate outcome of all the siding-related matters will not have a material adverse effect on the business, financial position, or results of operations of L-P.

See Item 3, legal Proceedings.

Financial Position and Liquidity

L-P's financial position and liquidity continue to be among the strongest in the industry. Long-term debt as a percent of total capitalization was only 10.1 percent at December 31, 1994, down from 15.5 percent at December 31, 1993. Total debt as a percent of total capitalization was 15.5 percent versus 21.6 percent in the prior year. The company's ratio of current assets to current liabilities was 2.01 at December 31, 1994 versus 1.94 at December 31, 1993. Cash and cash equivalents totaled $315.9 million at the end of 1994, up from $261.6 million at the end of 1993.

Record profits in 1994 resulted in record cash from operating activities of $596 million, which eclipsed the previous record of $439 million set in 1993. Liquidation of inventories and increases in payables and accruals also contributed to the increase in operating cash flow. The company's cash used in investing activities increased to $350 million in 1994 from $254 million in 1993 and $207 million in 1992, as L-P invested significantly in new plants for added production capacity, environmental-related projects, and timber to supply its plants. Cash used for financing activities also increased in 1994 to $191 million from $150 million in 1993 and $117 million in 1992. In each of the three years, the primary expenditures in this area were to repay debt and pay cash dividends. In 1994, L-P also increased its purchases of treasury stock to $54 million in 1994 from $14 million in 1993 and none in 1992.

During 1994, L-P loaned an additional $56 million to the Employee Stock Ownership Trusts which used the funds to purchase 1.85 million shares of L-P's treasury stock. These shares will be used to cover contributions for 1995 and beyond, which will be higher, primarily due to an increase in L-P contributions for most hourly employees from 5 percent to 10 percent of eligible wages. Defined benefit pension plans were frozen for those employees receiving increased ESOT contributions.

L-P's $100 million credit line expired late in 1994 and was renewed in January 1995. The new agreement is a five-year credit line available for general corporate purposes. L-P's short-term credit ratings are A-1 with Standard & Poors and D-1 Plus with Duff & Phelps.

L-P's board of directors authorized a program in mid-1994 to repurchase up to 5 million shares at management's discretion. The company purchased 667,600 shares under this program during 1994 (out of total share repurchases in 1994 of 1,730,000), leaving 4,332,400 shares available to be repurchased at December 31, 1994.

The company plans capital expenditures in 1995 of $350 million to $400 million. These expenditures will be for new plants, environmental-related capital projects, upgrading of existing facilities, and purchases of timber to supply operations. L-P expects to finance these capital expenditures from operating cash flows and existing cash and cash equivalents. Mandatory debt repayments for 1995 are $82 million.

ITEM 8. Financial Statements and Supplementary Data

The consolidated financial statements and accompanying notes to financial statements together with the report of independent public accountants are located on the following pages. Quarterly data for the registrant's latest two fiscal years is located in the table labeled "Quarterly Data" in Item 5.

CONSOLIDATED BALANCE SHEETS

DECEMBER 31 (DOLLAR AMOUNTS IN MILLIONS)	1994	1993
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 315.9	$ 261.6
Accounts receivable, less reserves of $1.4 and $1.0	157.4	110.9
Inventories	213.8	234.7
Prepaid expenses	7.3	6.9
Total current assets	694.4	614.1
Timber and Timberlands, at cost less cost of timber harvested	693.5	673.5
Property, Plant and Equipment, at cost:		
Land, land improvements and logging roads, net of road amortization	162.9	143.8
Buildings	221.3	211.1
Machinery and equipment	1,777.3	1,631.6
Construction in progress	196.7	126.3
	2,358.2	2,112.8
Less reserves for depreciation	(1,085.0)	(966.9)
Net property, plant and equipment	1,273.2	1,145.9
Investments and Other Assets	55.1	32.8
Total Assets	$2,716.2	$2,466.3

See notes to financial statements.

CONSOLIDATED BALANCE SHEETS
DECEMBER 31

(DOLLAR AMOUNTS IN MILLIONS EXCEPT PER SHARE)	1994	1993
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Current portion of long-term debt	$ 81.9	$ 105.5
Short-term notes payable	50.5	41.7
Accounts payable and accrued liabilities	193.5	149.2
Income taxes payable	18.9	20.8
Total current liabilities	344.8	317.2
Long-term Debt, excluding current portion	209.8	288.6
Deferred Income Taxes	269.8	264.8
Other Long-term Liabilities and Minority Interest	42.4	24.3
Stockholders' Equity:		
Common stock, $1 par value, 200,000,000 shares authorized, 116,937,022 shares issued	117.0	117.0
Preferred stock, $1 par value, 15,000,000 shares authorized, no shares issued	-	-
Additional paid-in capital	478.4	431.5
Retained earnings	1,510.7	1,217.2
Less treasury stock, 4,944,804 shares, at cost	(86.3)	(85.6)
Loans to Employee Stock Ownership Trusts	(114.0)	(72.5)
Other equity adjustments	(56.4)	(36.2)
Total stockholders' equity	1,849.4	1,571.4
Total Liabilities and Stockholders' Equity	$2,716.2	$2,466.3

See notes to financial statements.

CONSOLIDATED STATEMENTS OF INCOME

YEAR ENDED DECEMBER 31 (DOLLAR AMOUNTS IN MILLIONS EXCEPT PER SHARE)

	1994	1993	1992
Net Sales	$3,039.5	$2,511.3	$2,184.7
COSTS AND EXPENSES:			
Cost of sales	2,158.4	1,779.9	1,620.5
Depreciation and amortization	143.8	133.0	121.4
Cost of timber harvested	53.5	50.2	41.6
Selling and administrative	125.2	115.6	103.7
Interest income	(10.0)	(7.8)	(7.3)
Interest expense, net of capitalized interest of $5.5, $3.5 and $4.9	9.0	12.8	21.7
Total costs and expenses	2,479.9	2,083.7	1,901.6
Income before taxes, minority interest and cumulative effects of accounting changes	559.6	427.6	283.1
Provision for income taxes	(209.8)	(173.2)	(106.2)
Minority interest in net income of consolidated subsidiaries	(2.9)	-	-
Income before cumulative effects of accounting changes	346.9	254.4	176.9
Cumulative effects of accounting changes, net of income taxes of $1.9	-	(10.4)	-
Net Income	$ 346.9	$ 244.0	$ 176.9
EARNINGS PER SHARE:			
Income before cumulative effects of accounting changes	$ 3.15	$ 2.32	$ 1.63
Cumulative effects of accounting changes	-	(.09)	-
Net Income	$ 3.15	$ 2.23	$ 1.63
Cash Dividends Per Share of Common Stock	$ .485	$ .43	$ .39
Average Shares of Common Stock (thousands)	110,140	109,670	108,500

See notes to financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

YEAR ENDED DECEMBER 31 (DOLLAR AMOUNTS IN MILLIONS)

	1994	1993	1992
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income	$ 346.9	$ 244.0	$ 176.9
Adjustments to reconcile income to net cash provided by operating activities:			
Cumulative effects of accounting changes	-	10.4	-
Depreciation, amortization and cost of timber harvested	197.3	183.2	163.0
Other non-cash charges	23.6	29.1	29.6
Decrease (increase) in receivables	(41.6)	3.6	(33.3)
Decrease (increase) in inventories	25.1	(39.7)	(8.0)
Decrease (increase) in prepaid expenses	(.2)	(1.1)	.9
Increase (decrease) in accounts payable and accrued liabilities	39.4	1.5	22.5
Increase (decrease) in income taxes payable	.4	9.1	(4.8)
Increase (decrease) in deferred income taxes	5.0	(1.6)	13.5
Net cash provided by operating activities	595.9	438.5	360.3
CASH FLOWS FROM INVESTING ACTIVITIES:			
Plant, equipment and logging road additions	(286.0)	(208.4)	(161.4)
Timber and timberland additions, net	(66.0)	(81.5)	(40.1)
Net book value of plant and equipment sold	4.2	4.1	11.4
Other investing activities, net	(2.5)	32.1	(16.4)
Net cash used in investing activities	(350.3)	(253.7)	(206.5)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Increase in short-term notes payable	5.8	.6	9.6
Repayment of long-term debt	(106.6)	(105.3)	(97.7)
Cash dividends	(53.4)	(47.3)	(42.5)
Purchase of treasury stock	(54.3)	(13.8)	-
Loans to ESOTs	(56.0)	-	-
Treasury stock sold to ESOTs	56.0	-	-
Cash received from minority investors	6.5	-	-
Other financing activities, net	10.7	14.5	14.1
Net cash used for financing activities	(191.3)	(151.3)	(116.5)
Net increase in cash and cash equivalents	54.3	33.5	37.3
Cash and cash equivalents at beginning of year	261.6	228.1	190.8
Cash and cash equivalents at end of year	$ 315.9	$ 261.6	$ 228.1

See notes to financial statements.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

DOLLAR AMOUNTS IN MILLIONS EXCEPT PER SHARE	COMMON STOCK SHARES	COMMON STOCK AMOUNT	TREASURY STOCK SHARES	TREASURY STOCK AMOUNT	ADD'L PAID-IN CAPITAL	RETAINED EARNINGS	LOANS TO ESOTs	OTHER EQUITY ADJUST-MENTS	TOTAL STOCK-HOLDERS' EQUITY
BALANCE, DECEMBER 31, 1991	38,959,366	$ 39.0	2,967,831	$(102.3)	$404.5	$ 964.4	$(101.5)	$ (0.5)	$1,203.6
Net income	-	-	-	-	-	176.9	-	-	176.9
Cash dividends, $.39 per share	-	-	-	-	-	(42.5)	-	-	(42.5)
Issuance of shares for employee stock plans & for other purposes	20,010	-	(560,947)	13.8	18.0	-	-	-	31.8
Employee stock ownership trust contribution	-	-	-	-	-	-	14.5	-	14.5
Currency translation adjustment & marketable securities adjustment	-	-	-	-	-	-	-	(23.3)	(23.3)
Shares issued under 3-for-2 stock split	19,478,373	19.5	1,441,916	-	-	(19.5)	-	-	-
BALANCE, DECEMBER 31, 1992	58,457,749	58.5	3,848,800	(88.5)	422.5	1,079.3	(87.0)	(23.8)	1,361.0
Net income	-	-	-	-	-	244.0	-	-	244.0
Cash dividends, $.43 per share	-	-	-	-	-	(47.3)	-	-	(47.3)
Issuance of shares for employee stock plans & for other purposes	10,762	-	(916,937)	16.7	9.0	-	-	-	25.7
Purchase of treasury stock	-	-	200,000	(13.8)	-	-	-	-	(13.8)
Employee stock ownership trust contribution	-	-	-	-	-	-	14.5	-	14.5
Currency translation adjustment & marketable securities adjustment	-	-	-	-	-	-	-	(12.4)	(12.4)
Shares issued under 2-for-1 stock split	58,468,511	58.5	3,624,075	-	-	(58.8)	-	-	(0.3)
BALANCE, DECEMBER 31, 1993	116,937,022	117.0	6,755,938	(85.6)	431.5	1,217.2	(72.5)	(36.2)	1,571.4
Net income	-	-	-	-	-	346.9	-	-	346.9
Cash dividends, $.485 per share	-	-	-	-	-	(53.4)	-	-	(53.4)
Issuance of shares for employee stock plans & for other purposes	-	-	(1,697,713)	26.5	18.0	-	-	-	44.5
Additional loans to ESOTs & sale of treasury stock to ESOTs	-	-	(1,843,621)	27.1	28.9	-	(56.0)	-	-
Purchase of treasury stock	-	-	1,730,200	(54.3)	-	-	-	-	(54.3)
Employee stock ownership trust contribution	-	-	-	-	-	-	14.5	-	14.5
Currency translation adjustment & marketable securities adjustment	-	-	-	-	-	-	-	(20.2)	(20.2)
BALANCE, DECEMBER 31, 1994	116,937,022	$117.0	4,944,804	$ (86.3)	$478.4	$1,510.7	$(114.0)	$(56.4)	$1,849.4

See Notes to Financial Statements.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Presentation

The consolidated financial statements include the accounts of Louisiana-Pacific Corporation and all of its subsidiaries ("L-P"), after elimination of intercompany balances and transactions.

Earnings Per Share

Earnings per share have been computed based on the weighted average number of shares of common stock outstanding during the periods. The effect of common stock equivalents is not material.

American Institute of Certified Public Accountants Statement of Position No. 93-6, "Employers' Accounting for Employee Stock Ownership Plans" (SOP 93-6) requires that shares held by L-P's Employee Stock Ownership Trusts ("ESOTs") which were acquired by the ESOTs on or after January 1, 1994 and are not allocated to participants' accounts, are not considered outstanding for purposes of computing earnings per share. Unallocated shares held by the ESOTs which were acquired by the ESOTs prior to January 1, 1994, and all allocated ESOT shares continue to be considered outstanding for purposes of computing earnings per share.

Cash and Cash Equivalents

L-P considers all highly liquid securities with a maturity of three months or less to be cash equivalents. Cash paid during 1994, 1993 and 1992 for interest (net of capitalized interest) was $9.0 million, $13.2 million and $21.9 million. Cash paid during 1994, 1993 and 1992 for income taxes (net of refunds received) was $204.0 million, $161.1 million and $93.5 million.

At December 31, 1994, Louisiana-Pacific Canada Ltd., a wholly owned subsidiary of L-P, had restricted cash balances of USD $20.8 million related to loan agreements which require such balances based on changes in the Canadian dollar relative to the U.S. dollar. These balances are interest-bearing to Louisiana-Pacific Canada Ltd. at short-term interest rates.

L-P invests its excess cash with high quality financial institutions and, by policy, limits the amount of credit exposure at any one financial institution. In addition, L-P holds its cash investments until maturity and is therefore not subject to significant market risk.

Inventory Valuation

Inventories are valued at the lower of cost or market. Inventory costs include material, labor and operating overhead. The LIFO method is used for most log and lumber inventories. Inventory quantities are determined on the basis of physical inventories, adjusted where necessary for intervening transactions from the date of the physical inventory to the end of the year. The major types of inventories are as follows:

DECEMBER 31 (IN MILLIONS)	1994	1993
Logs	$ 96.9	$124.7
Lumber	93.1	67.1
Panel Products	24.7	31.3
Other Building Products	42.6	30.3
Pulp	15.8	26.1
Other Raw Materials	23.3	27.9
Supplies	21.2	16.8
LIFO Reserve	(103.8)	(89.5)
Total	$213.8	$234.7

Timber

L-P follows an overall policy on fee timber that amortizes timber costs over the total fiber available during the estimated growth cycle. Timber carrying costs, such as reforestation and forest management, are expensed as incurred. Cost of timber harvested includes not only the cost of fee timber but also the amortization of the cost of long-term timber deeds.

Property, Plant and Equipment

L-P uses the units of production method of depreciation for most machinery and equipment which amortizes the cost of equipment over the estimated units that will be produced during its useful life.

Provisions for depreciation of buildings and the remaining machinery and equipment have been computed using straight-line rates based on the estimated service lives. The effective straight-line rates for the principal classes of property range from approximately 5 percent to 20 percent.

Logging road construction costs are capitalized and included in land and land improvements. These costs are amortized as the timber volume adjacent to the road system is harvested.

L-P capitalizes interest on borrowed funds during construction periods. Capitalized interest is charged to machinery and equipment accounts and amortized over the lives of the related assets. Interest capitalized during 1994, 1993 and 1992 was $5.5 million, $3.5 million and $4.9 million.

L-P defers start-up costs on major construction projects during the start-up phase and amortizes the deferral over seven years. Start-up costs deferred during 1992 were $23.8 million. No start-up costs were deferred during 1994 or 1993.

Income Tax Policies

During the first quarter of 1993, L-P adopted the provisions of Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes" (SFAS No. 109), which utilizes the liability method whereby deferred income taxes are determined based on the estimated future tax effects of differences between the financial statement and tax basis of assets and liabilities using the tax rates applicable at the balance sheet date. Adoption of this standard resulted in a one-time, after tax charge of $7.2 million or six cents per share. In addition L-P was required to adjust certain assets of its Kirby Forest Industries ("Kirby") subsidiary. This adjustment was required since the acquisition of Kirby was originally recorded in 1986 "net of tax." The result was an increase in timber of $97.7 million, an increase in property, plant and equipment of $5.9 million, a decrease in inventories of $.7 million, an increase in current taxes payable of $5.9 million and an increase in deferred taxes payable of $104.1 million. The effect of adopting this standard did not have a material impact on pretax income or income tax expense.

Income before taxes and cumulative effects of accounting changes for the years ended December 31, was taxed under the following jurisdictions:

YEAR ENDED DECEMBER 31 (IN MILLIONS)	1994	1993	1992
Domestic	$524.1	$416.2	$270.6
Foreign	35.5	11.4	12.5
	$559.6	$427.6	$283.1

Provision (benefit) for income taxes includes the following:

YEAR ENDED DECEMBER 31 (IN MILLIONS)	1994	1993	1992
Current tax provision:			
U.S. federal	$171.8	$149.5	$81.9
State and local	24.9	22.6	9.0
Foreign	8.1	2.7	1.8
Total current tax provision	$204.8	$174.8	$92.7
Deferred tax provision (benefit):			
U.S. federal	$ 3.3	$ (.2)	$12.2
State and local	.4	.1	1.3
Foreign	1.3	(1.5)	-
Total deferred tax provision (benefit)	$ 5.0	$ (1.6)	$13.5

L-P increased its U.S. deferred tax liability in 1993 as a result of legislation enacted during 1993 increasing the corporate tax rate from 34 percent to 35 percent effective January 1, 1993. Included in the deferred tax provision is the effect of the 1 percent increase and other tax law changes related to L-P's deferred income tax liability which resulted in a net charge of $4.4 million, or $.04 per share.

The tax effects of significant temporary differences creating deferred tax (assets) and liabilities at December 31, 1994 and 1993 were as follows:

YEAR ENDED DECEMBER 31 (IN MILLIONS)	1994	1993
Property, plant and equipment	$155.8	$155.8
Timber and timberlands	146.7	148.6
Inventories	(1.9)	(4.0)
Accrued liabilities	(9.2)	(16.1)
Benefit of foreign capital loss and NOL carryover	(8.4)	(10.3)
Benefit of foreign ITC carryover	(64.3)	(65.7)
Other	(1.5)	1.1
Valuation allowance	52.6	55.4
Total deferred taxes	$269.8	$264.8

L-P's subsidiary, Louisiana-Pacific Canada Ltd. ("LPC"), has unrealized foreign investment tax credits ("ITC") of approximately C$90 million. These credits can be carried forward to offset future tax of LPC. However, these credits expire C$4 million in 1996, C$5 million in 1997, C$20 million in 1999, C$6 million in 2000, C$46 million in 2001, C$4 million in 2003 and C$5 million in 2004. In addition, LPC has capital loss carryovers of C$31 million available to offset capital gains in future years. These capital loss carryovers will not expire.

The following table summarizes the differences between the statutory federal and effective tax rate:

YEAR ENDED DECEMBER 31	1994	1993	1992
Federal tax rate	35%	35%	34%
Tax-exempt investment income	-	(1)	(1)
State and local income taxes	4	4	4
Fines	-	1	1
Other	(1)	1	-
	38%	40%	38%

Marketable Securities and Securities Transactions

The balance sheet caption "Investments and Other Assets" includes, among other items, investments in certain marketable equity securities. Realized gains or losses are computed based on actual transaction prices of the securities sold and are reflected in income in the period in which the transaction occurred. At December 31, 1994 and 1993, the carrying value of these securities approximates the market value and therefore Financial Accounting Standards Board Statement No. 115 "Accounting for Certain Investments in Debt and Equity Securities," which requires unrealized gains and losses on these securities to be recognized as an adjustment to stockholders' equity, did not have a material impact on L-P's consolidated financial statements.

L-P has only limited involvement with derivative financial instruments and at December 31, 1994 had no material derivative financial instruments outstanding.

Foreign Currency Translation

Assets and liabilities denominated in foreign currencies are translated to U.S. dollars at the exchange rate on the balance sheet date. Revenues, costs, and expenses are translated at average rates of exchange prevailing during the year. Translation adjustments resulting from this process are shown separately in stockholders' equity.

OTHER NOTES TO FINANCIAL STATEMENTS

Accounts Payable and Accrued Liabilities

DECEMBER 31 (IN MILLIONS)	1994	1993
Accounts payable	$105.5	$ 78.6
Salaries and wages payable	20.4	19.4
Taxes other than income taxes	13.3	13.3
Workers' compensation	11.4	11.5
Other accrued liabilities	42.9	26.4
	$193.5	$149.2

LONG-TERM DEBT

(IN MILLIONS)	INTEREST RATE AT 12/31/94	DECEMBER 31, 1994	1993
Project Bank financings -			
Chetwynd, B.C. pulpmill, balance due in 1996, interest rate variable	6.3%	$ 80.0	$ 98.0
Nova Scotia fiber gypsum plant, payable in 1997 and 1998, interest rate variable	2.7	34.7	34.7
Sunpine Forest Products, payable 1995-2002, Sundre, Alberta, interest rate variable	6.6	5.7	7.8
Project Revenue Bond Financings -			
Ketchikan, AK, payable in 1995, interest rate variable	-	-	10.7
Newberry, MI, payable in 2009, interest rate variable	4.0	7.6	7.6
Two Harbors, MN, payable in 2004, interest rate variable	4.4	8.0	8.0
Wilmington, NC, payable in 1999, interest rate variable	4.9	10.0	10.0
Other, payable in varying amounts 1995-2000, interest rates fixed	7.0	.7	.7
Employee Stock Ownership Trust (ESOT) Loans -			
Hourly ESOT, payable annually 1995-1999, interest rate fixed	8.3	34.0	42.5
Salaried ESOT, payable annually 1995-1999, interest rate variable	4.8	24.0	30.0
Santa Fe Industries, Inc.	-	-	36.3
Other installment notes and contracts, payable in varying amounts 1995-2000, interest rates vary	0.0-9.0	5.1	2.3
		$209.8	$288.6

The carrying amounts of L-P's long-term debt approximates fair market value since the debt is primarily variable rate debt.

Debt is generally unsecured except for the Sunpine Forest Products debt which is secured by the assets of Sunpine and also guaranteed by L-P. The debt represents 100 percent of Sunpine's obligations, however, L-P Canada Ltd. is a 50 percent joint venture partner. Other installment notes and contracts were incurred primarily through acquisitions of plants and timber.

Many of L-P's loan agreements contain lender's standard covenants and restrictions. L-P was in compliance with all of the covenants and restrictions of these agreements during 1994 and 1993.

L-P has a $100 million revolving credit facility with a group of banks which expires in 2000. Interest on borrowings under the credit line is computed on one of numerous variable interest rate formulas at L-P's option. L-P pays a commitment fee on the unused credit line. There were no borrowings in 1994 or 1993.

The weighted average interest rate for all debt at December 31, 1994 and 1993 was 5.7 percent and 4.3 percent. Required repayment of principal for long-term debt is as follows:

YEAR ENDED DECEMBER 31 (IN MILLIONS)	
1995	$ 81.9
1996	97.4
1997	23.2
1998	45.3
1999	25.8
2000 and after	18.1
	$291.7

Retirement Plans

L-P maintains tax-qualified Employee Stock Ownership Trusts ("ESOTs"), for salaried and certain hourly employees under which 10 percent and 5 percent, respectively, of the eligible employees' annual earnings is contributed to the plans. Beginning in 1995, L-P will contribute 10 percent of the eligible employees' annual earnings for certain hourly employees and freeze the benefits in their defined benefit plans. Approximately 11,000 L-P employees participate in the ESOTs. Fully funded defined benefit plans also supplement the hourly employees' retirement package.

Compensation expense for ESOT shares allocated to employees each year is generally based on the ESOTs' cost of the shares. However, as required by SOP 93-6, compensation expense for the 1,843,621 shares sold to the ESOTs in 1994 (of which 368,724 shares per year will be allocated to participants' accounts in 1995 through 1999) will be based on the market value of the shares at the time of allocation. L-P's ESOTs held a total of 14,571,288 shares at December 31, 1994 of which 7,246,051 were allocated to participants' accounts.

ESOT contributions were as follows:

YEAR ENDED DECEMBER 31 (IN MILLIONS)	1994	1993	1992
Compensation expense	$18.1	$18.0	$16.8
Interest incurred on ESOT debt	4.8	5.6	7.2
Less dividends paid on unallocated ESOT shares	(3.1)	(3.5)	(3.7)
Total contribution	$19.8	$20.1	$20.3

L-P also maintains other defined contribution pension plans covering various groups of hourly and salaried employees in the U.S. and other countries. Contributions to the plans are generally computed by one of three methods: 1) L-P contribution required based upon a defined formula with no employee contributions allowed; 2) L-P contribution required based upon a defined formula with elective employee contributions; and 3) elective employee contributions only with no L-P contribution allowed.

L-P also has a number of defined benefit pension plans covering its hourly employees. Contributions to these plans are based on actuarial calculations of amounts to cover current pension and amortization of prior service cost over periods ranging from 10 to 20 years. Contributions to multi-employer defined benefit plans are specified in applicable collective bargaining agreements.

The status of L-P administered defined benefit pension plans is as follows:

DECEMBER 31 (IN MILLIONS)	1994	1993
Accumulated benefit obligation		
Vested portion	$ 91.7	$ 96.4
Nonvested portion	3.4	3.7
Total	95.1	100.1
Effect of future compensation	-	10.4
Projected benefit obligation	95.1	110.5
Plan assets	114.3	121.7
Net funded status	19.2	11.2
Unrecognized asset at transition	(16.3)	(19.2)
Unrecognized prior service	-	.5
Unrecognized net loss	10.1	16.3
Net prepaid pension expense	$ 13.0	$ 8.8

The actuarial assumptions used to determine pension expense and the funded status of the plans for 1994 and 1993 were: a discount rate on benefit obligations of 8.5 percent in 1994 and 7.5 percent in 1993, and an 8.75 percent expected long-term rate of return on plan assets in 1994 and 1993.

The assets of the plans at December 31, 1994 and 1993 consist mostly of government obligations, and minor amounts in equity securities and cash and cash equivalents.

Pension expense included the following components:

YEAR ENDED DECEMBER 31 (IN MILLIONS)	1994	1993	1992

Benefits earned by employees	$ 4.8	$ 3.9	$ 3.5
Interest cost on projected benefit obligation	8.2	7.4	6.7
Return on plan assets	(10.1)	(9.4)	(9.6)
Net amortization and deferral	(1.3)	(2.4)	(2.4)
Net periodic pension expense (income)	1.6	(.5)	(1.8)
Contributions to multi-employer and defined contribution pension plans	1.8	1.5	1.6
Gain from curtailment of pension plan	(5.2)	-	-
Net pension expense (income)	$(1.8)	$ 1.0	$ (.2)

During the first quarter of 1993, the Company adopted the Financial Accounting Standards Board ("FASB") Statement No. 106, "Employers' Accounting for Post-retirement Benefits Other Than Pensions." The standard requires employers to record the cost of non-pension retirement benefits during the working years of the employee. Adoption of this standard resulted in a one-time charge of $3.2 million or three cents per share, net of $1.9 million in income taxes, to first quarter 1993 earnings. Net expense in 1994 and 1993 was $.8 million. L-P does not generally provide post-employment benefits (as defined in FASB Statement No. 112), and therefore adoption of this statement did not have a material effect on the financial statements.

Stock Options and Plans

L-P grants options to key employees to purchase L-P common stock. Options are granted at 85 to 100 percent of market price. The options become exercisable 20 percent or 33 percent per year beginning one year after the grant date and expire 5 or 10 years after the date of grant. Compensation expense (income) recognized for stock options was $(.3) million in 1994, $3.0 million in 1993 and $3.4 million in 1992. Shares available for grant at December 31, 1994 were 573,100.

Changes in options outstanding and exercisable were as follows:

	NUMBER OF SHARES		
	1994	1993	1992
Options outstanding at January 1	2,800,662	1,345,671	1,039,614
Adjustment for stock splits	-	1,539,881	519,807
Options granted	193,350	254,200	154,125
Options exercised	(209,809)	(289,760)	(297,670)
Options canceled	(173,080)	(49,330)	(70,205)
Options outstanding at December 31	2,611,123	2,800,662	1,345,671
Options exercisable at December 31	1,137,453	727,082	188,766

	PRICE RANGE PER SHARE		
	1994	1993	1992
Options granted	$28	$30	$20
Options exercised	$7-$30	$9-$19	$13-$23
Options outstanding	$7-$30	$7-$30	$13-$20

L-P also grants awards under the Louisiana-Pacific Corporation Key Employee Restricted Stock Plan. Shares are issued, at no cost to the employee, only after certain annual performance criteria are met. The shares may be issued either in the year concurrent with or subsequent to the performance criteria being met, depending on several factors. However, the expense is recorded in the year to which the performance criteria relates regardless of the year in which the shares are actually issued. The performance criteria were met in 1994, 1993 and 1992. Total compensation expense recognized for restricted stock awards was $10.6 million in 1994, $20.3 million in 1993 and $14.7 million in 1992. Shares available for grant at December 31, 1994 were 2,374,500.

Changes in the Restricted Stock Awards outstanding were as follows:

	NUMBER OF SHARES		
	1994	1993	1992
Restricted awards outstanding at January 1	960,000	724,500	262,500
Adjustments for stock splits	-	500,250	131,250
Restricted awards granted	256,000	360,000	630,000
Restricted awards exercised	(412,500)	(564,750)	(58,500)
Restricted awards canceled	(139,000)	(60,000)	(240,750)
Restricted awards outstanding at December 31	664,500	960,000	724,500

L-P offers employee stock purchase plans to all employees. Under each plan, employees may subscribe to purchase shares of L-P stock over 24 months at 85 percent of the market price. At December 31, 1994, 683,855 shares and 406,569 shares were subscribed at $30.02 and $29.91 per share under the 1994 and 1993 Employee Stock Purchase Plans. During 1994, L-P issued 506, 043 shares to employees at an average price of $19.46 under all Employee Stock Purchase Plans, including the completion of the purchase period for the 1992 Plan.

Contingencies

Subsequent to December 31, 1994, L-P's Ketchikan Pulp Company ("KPC") subsidiary reached a plea agreement and consent decree with the U.S. government regarding water and air compliance problems experienced at KPC's pulp mill during the late 1980's and early 1990's. Under the agreements, which are subject to court approval, KPC will enter into a civil consent decree and will plead guilty to one felony and thirteen misdemeanor violations of the Clean Water Act. The settlement also calls for KPC to pay civil and criminal monetary penalties of $6.0 million, of which $1.75 million will be suspended in consideration of KPC's expenditures and ongoing efforts to improve its operations. The penalties were substantially reserved for at December 31, 1994. Future expenditures, which are primarily capital in nature, to comply with the agreements are estimated to be approximately $20 million.

L-P has been informed that it and one or more of its employees at its Montrose, Colorado plant are the subject of a federal grand jury investigation concerning alleged tampering with air emissions monitoring equipment, alteration of plant records and submission of unrepresentative product samples to a certification agency. The investigation has not been completed and no charges against the company or any of its employees have been made.

Certain of L-P's plant sites are suspected of having substances in the ground or in the groundwater that are considered pollutants. Appropriate corrective action or plans for corrective action are underway. Where the pollutants were caused by previous owners of the property, L-P is vigorously pursuing those parties through legal channels.

In 1992, as part of an overall industry inquiry, L-P received notices of violation from the U.S. Environmental Protection Agency ("EPA") against fifteen of its manufacturing facilities. During 1993, L-P reached a precedent-setting environmental settlement with the EPA, which called for L-P to pioneer new pollution control technology. The agreement also required L-P to pay an $11.1 million civil penalty to the Federal government. The payment was made in November 1993, but had been substantially accrued for in 1992.

L-P maintains a reserve for estimated environmental contingent liabilities. The balance of the reserve was $13.2 million at December 31, 1994 and $8.2 million at December 31, 1993. The reserve increased during 1994 due to increases in estimates of potential exposure to liabilities. As with all accounting estimates, significant uncertainty exists in the reliability and precision of the estimates because the facts and circumstances surrounding each contingency vary from case to case. Certain facts and circumstances surrounding each contingency become known as the process evolves which may significantly increase or decrease the original estimate. L-P cannot estimate the time frame over which these accrued amounts are likely to be paid out. L-P monitors its estimated exposure for environmental liabilities and adjusts its accrual accordingly. A portion of L-P's environmental reserve is related to liabilities for cleanup of properties which are currently owned or have been owned in the past by L-P. Certain of these sites are subject to cost-sharing arrangements with other parties who were also involved with the site. L-P does not believe that any of these cost-sharing arrangements will likely result in an additional material liability to L-P due to non-performance by the other party.

Although L-P's policy is to comply with all applicable environmental laws and regulations, the company has in the past been required to pay fines for noncompliance and sometimes litigation has resulted from contested environmental actions. Also, the items discussed above could result in fines or penalties against the company. Management believes that any fines, penalties or other costs resulting from the matters discussed above in excess of the reserve for environmental contingencies will not have a material adverse effect on the business, financial position or results of operations of L-P.

Since 1985, the registrant has sold approximately 2.5 billion square feet of these Inner-Seal(R) oriented strand board siding products throughout the United States. During this period, warranty claims related to these siding products have been made against L-P. Where such claims resulted from improper installation or improper care and maintenance, L-P has sought to hold the installer or homeowner responsible for a portion of the claim. Where claims were based on a problem with the product, L-P has honored its warranty and settled the claims in a timely manner.

Since 1985, L-P has paid approximately $37 million to settle siding warranty related claims on approximately 15,000 dwelling units at an average cost of about $2,500 per unit. This amount includes claims paid of approximately $10 million in 1994, $5 million in 1993 and $5 million in 1992.

In October 1994, an action was filed against L-P and other defendants in the state of Florida on behalf of a purported class of all homeowners in that state whose homes were constructed using Inner-Seal(R) siding. The complaint alleges that the siding is deteriorating prematurely due to latent defects in the material and seeks damages for alleged breaches of express or implied warranties and for alleged failure to disclose material defects. The complaint also seeks an injunction barring L-P from selling Inner-Seal(R) siding as an exterior siding material in the state of Florida. The attorney for the plaintiffs claims the class may number in excess of 30,000 homeowners and that the claim for damages may exceed $5,000 per home, resulting in aggregated claimed damages in excess of $150 million. L-P believes it has factual and legal defenses to the complaint.
L-P believes that it is probable that additional Inner-Seal(R) siding products claims will be made against the company. Some of these claims will likely be made in the form of warranty claims, while others will likely be made as litigation claims. L-P maintains a reserve for siding claims. As with all accounting estimates, due to many factors involved in estimating future claims, significant uncertainty exists in the reliability and precision of such estimates. There can be no assurance that management's estimates will not significantly increase or decrease in the future as additional facts and circumstances become known, and actual claims are made. L-P monitors its estimated exposure to future siding claims and adjusts its accrual accordingly. Management believes that the ultimate outcome of all the siding related matters will not have a material adverse effect on the business, financial position or results of operations of L-P.

L-P and its subsidiaries are parties to other legal proceedings. Management believes that the outcome of such proceedings will not have a material adverse effect on the business, financial position or results of operations of L-P.

Acquisition

During 1994, L-P acquired Creative Point, Inc. ("CPI"), a California-based producer of consumer electronics storage products, by exchanging shares of L-P treasury stock for all of the outstanding stock of CPI. The transaction resulted in approximately $20.8 million of goodwill which has been recorded in the balance sheet caption "Investments and other assets." The goodwill is being amortized on a straight-line basis over 10 years. The transaction has been excluded from the statement of cash flows as it was a non-cash purchase. The operations of CPI are not material to L-P.

Commitments

Timber Cutting Contracts

L-P is obligated to purchase timber under cutting contracts, primarily with the U.S. Forest Service, which extend to 2004. L-P's best estimate of its commitment at current contract rates under these contracts is approximately $217.8 million for 2.2 billion board feet of timber, the majority of which expire in 2004.

Leases

Payments under all operating leases that were charged to rental expense during 1994, 1993, and 1992 were $7.6 million, $7.1 million and $8.7 million. L-P's future minimum rental payments under non-cancelable operating leases total approximately $12.0 million.

Other

During 1995, L-P plans expenditures of $350-$400 million for plant additions and improvements, timber and logging roads.

Segment Information

L-P operates in two major industry segments. The major products included in each segment are detailed further in the Product Information Summary in Item 1. Intersegment sales are chips transferred from company-owned building products plants to company-owned pulp mills. All transfers are made at prevailing market prices. Timber and related assets and capital expenditures for such assets have not been allocated to the industry segments as these are a prime source of raw materials for both segments. The cost of logs delivered to the plants and residual fibers are included in the operating results of the segments.

Export sales were primarily to customers in the Far East, Europe and Canada.

Information about L-P's geographic segments is as follows:

YEAR ENDED DECEMBER 31 (IN MILLIONS)	1994	1993	1992
Total sales -- point of origin			
U.S.	$2,937	$2,482	$2,153
Canada and other	158	83	71
Intersegment sales to U.S.	(55)	(54)	(39)
Total sales	$3,040	$2,511	$2,185
Export sales (included above)	$ 371	$ 252	$ 339
Operating profit (loss)			
U.S.	$ 585	$ 479	$ 324
Canada and other	46	24	20
Total operating profit	$ 631	$ 503	$ 344
Identifiable assets			
U.S.	$2,325	$2,116	$1,911
Canada	363	341	295
All other	28	9	-
Total assets	$2,716	$2,466	$2,206

Information about L-P's industry segments is as follows:

YEAR ENDED DECEMBER 31 (IN MILLIONS)	1994	1993	1992
Total sales			
Building products	$2,831	$2,434	$2,013
Pulp	220	85	185
Intersegment sales to pulp	(11)	(8)	(13)
Total sales	$3,040	$2,511	$2,185
Operating profit (loss)			
Building products	$ 636	$ 562	$ 364
Pulp	(5)	(59)	(20)
Total operating profit	631	503	344
Unallocated expense, net	(72)	(70)	(47)
Interest, net	1	(5)	(14)
Income before taxes, minority interest, and accounting changes	$ 560	$ 428	$ 283
Identifiable assets			
Building products	$1,146	$1,040	$ 934
Pulp	440	423	403
Timber, timberlands, logging equipment, and roads	733	710	568
Unallocated assets	397	293	301
Total assets	$2,716	$2,466	$2,206

	======	======	======
Depreciation, amortization, and cost of timber harvested			
Building products	$ 162	$ 157	$ 137
Pulp	29	21	22
Capital expenditures			
Building products	228	144	90
Pulp	30	46	33
Timber, timberlands, logging equipment, and roads	92	118	62

REPORTS OF INDEPENDENT PUBLIC ACCOUNTANTS AND MANAGEMENT

Report of Independent Public Accountants

To the Stockholders and Board of Directors of Louisiana-Pacific Corporation:

We have audited the accompanying consolidated balance sheets of Louisiana-Pacific Corporation (a Delaware corporation) and subsidiaries as of December 31, 1994 and 1993, and the related consolidated statements of income, stockholders' equity and cash flows for each of the three years in the period ended December 31, 1994. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Louisiana-Pacific Corporation and subsidiaries as of December 31, 1994 and 1993, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 1994 in conformity with generally accepted accounting principles.

As discussed in the notes to the consolidated financial statements, effective January 1, 1993, the Company changed its methods of accounting for income taxes and post-retirement benefits other than pensions.

Arthur Andersen LLP
Portland, Oregon,
March 1, 1995

Report of Management

The management of Louisiana-Pacific Corporation has prepared the consolidated financial statements and related financial data contained in this Annual Financial Report. The financial statements were prepared in accordance with generally accepted accounting principles appropriate in the circumstances and by necessity include some amounts determined using management's best judgments and estimates with appropriate consideration to materiality. Management is responsible for the integrity and objectivity of the financial statements and other financial data included in the report. To meet this responsibility management maintains a system of internal accounting controls to provide reasonable assurance that assets are safeguarded and that accounting records are reliable. Management supports a program of internal audits and internal accounting control reviews to provide assurance that the system is operating effectively.

The Board of Directors pursues its responsibility for reported financial information through its Audit Committee, composed of five outside directors. The Audit Committee meets periodically with management, the internal auditors and the independent public accountants to review the activities of each.

Harry A. Merlo	William L. Hebert
Chairman and President	Treasurer and Chief Financial Officer

March 1, 1995

ITEM 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

PART III

ITEM 10. Directors and Executive Officers of the Registrant

Information regarding the directors of the registrant is incorporated herein by reference to the material included under the caption "Item 1--Election of Directors" and "General" in the definitive proxy statement filed by the registrant for its 1995 annual meeting of stockholders (the "1995 Proxy Statement"). Information regarding the executive officers of the registrant is located in Part I of this report under the caption "Executive Officers of the Registrant."

ITEM 11. Executive Compensation

Information regarding executive compensation is incorporated herein by reference to the material under the captions "Compensation Committee--Interlocks and Insider Participation," "Summary Compensation Table," "Aggregated Option/SAR Exercises in Last Fiscal Year and Fiscal Year-End Options/SAR Values," and "Director's Compensation," in the 1995 Proxy Statement.

ITEM 12. Security Ownership of Certain Beneficial Owners and Management

Information regarding security ownership of certain beneficial owners and management is incorporated herein by reference to the material under the caption "Holders of Common Stock" in the 1995 Proxy Statement.

ITEM 13. Certain Relationships and Related Transactions

Information regarding management transactions is incorporated herein by reference to the material under the captions "Compensation Committee--Interlocks and Insider Participation" and "Management Transactions" in the 1995 Proxy Statement.

PART IV

ITEM 14. Exhibits, Financial Statement Schedules, and Reports on Form 8-K

A. Financial Statements and Financial Statement Schedules

The following financial statements are included in this report:

Consolidated Balance Sheets--December 31, 1994, and 1993.

Consolidated Statements of Income--years ended December 31, 1994, 1993, and 1992.

Consolidated Statements of Cash Flows--years ended December 31, 1994, 1993, and 1992.

Consolidated Statements of Stockholders' Equity--years ended December 31, 1994, 1993, and 1992.

Notes to Financial Statements.

Report of Independent Public Accountants.

No financial statement schedules are required to be filed.

B. Reports on Form 8-K

During the quarter ended December 31, 1994, the registrant filed a report on Form 8-K dated October 17, 1994, for the purpose of reporting its earnings for the third quarter of 1994; the press release announcing the third quarter earnings was filed as an exhibit to the Form 8-K.

C. Exhibits

The exhibits filed as part of this report or incorporated by reference herein are listed in the accompanying exhibit index. Each management contract or compensatory plan or arrangement is identified in the index.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Louisiana-Pacific Corporation, a Delaware corporation (the "registrant"), has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: March 30, 1995

LOUISIANA-PACIFIC CORPORATION
(Registrant)

/s/ WILLIAM L. HEBERT
William L. Hebert
Treasurer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date	Signature and Title
March 30, 1995	/s/ HARRY A. MERLO Harry A. Merlo Chairman, President and Director (Principal Executive Officer)
March 30, 1995	/s/ WILLIAM L. HEBERT William L. Hebert Treasurer (Principal Financial Officer)
March 30, 1995	/s/ JAMES F. ELLISOR James F. Ellisor Controller, Operations (Principal Accounting Officer)

Date	Signature and Title
March 30, 1995	/s/ PIERRE S. DU PONT IV Pierre S. du Pont IV Director
March 30, 1995	/s/ JAMES EISSES James Eisses Director
March 30, 1995	/s/ BONNIE GUITON HILL Bonnie Guiton Hill Director
March 30, 1995	/s/ DONALD R. KAYSER Donald R. Kayser Director
March 30, 1995	/s/ FRANCINE I. NEFF Francine I. Neff Director
March 30, 1995	/s/ RONALD L. PAUL Ronald L. Paul Director
March 30, 1995	/s/ CHARLES E. YEAGER Charles E. Yeager Director

EXHIBIT INDEX

On written request, the registrant will furnish to any record holder or beneficial holder of the registrant's common stock any exhibit to this report upon the payment of a fee equal to the registrant's costs of copying such exhibit plus postage. Any such request should be sent to: Pamela A. Selis, Director of Corporate Communications, Louisiana-Pacific Corporation, 111 S.W. Fifth Avenue, Portland, Oregon 97204.

Items identified with an asterisk (*) are management contracts or compensatory plans or arrangements.

Exhibit	Description of Exhibit	Sequential Page Number
3.A	Restated Certificate of Incorporation of the registrant as amended to date. Incorporated by reference to Exhibit 3(a) to the registrant's Form 10-Q report for the quarter ended June 30, 1993.	
3.B	Bylaws of the registrant as amended to date.	
4.A	Rights Agreement as Restated as of February 3, 1991, between the registrant and First Chicago Trust Company of New York as Rights Agent. Incorporated by reference to Exhibit 4 to the registrant's Form 8-K report dated as of March 18, 1991. Pursuant to Item 601 (b)(4)(iii) of Regulation S-K, the registrant is not filing certain instruments with respect to its long-term debt because the amount authorized under any such instrument does not exceed 10 percent of the total consolidated assets of the registrant at December 31, 1993. The registrant agrees to furnish a copy of any such instrument to the Securities and Exchange Commission upon request.	
10.A	The registrant's 1984 Employee Stock Option Plan as amended to date. Incorporated by reference to Exhibit 10.B to the registrant's Form 10-K report for 1989.*	
10.B	The registrant's 1991 Employee Stock Option Plan. Incorporated by reference to Exhibit 10.B to the registrant's Form 10-K report for 1990.*	
10.C	1992 Non-Employee Director Stock Option Plan and Related Form of Option Agreement. Incorporated by reference to Exhibit 10.C to the registrant's Form 10-K report for 1992.*	

10.D	Deferred cash bonus agreement dated May 5, 1986, between the registrant and Harry A. Merlo; and deferred cash bonus agreement dated February 2, 1987, between the registrant and Harry A. Merlo. Incorporated by reference to Exhibit 10.D to the registrant's Form 10-K report for 1986 (File No. 1-7107).*
10.E	Louisiana-Pacific Corporation Directors' Deferred Compensation Plan. Incorporated by reference to Exhibit 10.F to the registrant's Form 10-K report for 1986 (File No. 1-7107).*
10.H(1)	The registrant's Key Employee Restricted Stock Plan as amended. Incorporated by reference to Exhibit 10.H(1) to the registrant's Form 10-K report for 1990.*
10.H(2)	Form of Restricted Stock Award Agreement under Exhibit 10.H(1). Incorporated by reference to Exhibit 10.H(2) to the registrant's Form 10-K report for 1992.*
10.I	Lease and Option to Purchase between the registrant as Lessor and Harry A. Merlo as Lessee, as amended. Incorporated by reference to Exhibit 10.I to the registrant's Form 10-K report for 1988.
10.K	The registrant's Supplemental Benefits Plan. Incorporated by reference to Exhibit 10.K to the registrant's Form 10-K report for 1989.*
11	Louisiana-Pacific Corporation and Subsidiaries: Calculation of Net Income Per Share for the Year Ended December 31, 1994.
21	List of subsidiaries of the registrant.
23	Consent of Independent Public Accountants.
27	Financial data schedule.

EXHIBIT 3.B

LOUISIANA-PACIFIC CORPORATION

Index to Bylaws

BYLAWS OF
LOUISIANA-PACIFIC CORPORATION

ARTICLE I. STOCKHOLDERS' MEETINGS

Section 1. Annual Meeting. The annual meeting of the stockholders shall be held on the first Friday in the month of May in each year at 10:30 a.m. or at such other time or date in April or May of each year as shall be fixed by the Board of Directors, for the election of directors and the transaction of such other business as may properly come before the meeting. If the date fixed for the annual meeting shall be a legal holiday in the place of the meeting, the meeting shall be held on the next succeeding business day.

Section 2. Special Meetings. Special meetings of the stockholders for any proper purposes, unless otherwise provided by the law of Delaware, may be called by the Chairman or pursuant to resolution of the Board of Directors and shall be called by the Chairman at the request in writing of a majority of the directors. Business transacted at a special meeting of stockholders shall be confined to the purpose or purposes of the meeting as stated in the notice of the meeting.

Section 3. Place of Meetings. Meetings of the stockholders may be held at such places, within or without the State of Delaware, as the Board of Directors or the officer calling the same shall specify in the notice of such meeting.

Section 4. Notice of Meeting. Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall, unless otherwise prescribed by statute, be given not less than ten nor more than sixty days before the date of the meeting, either personally or by mail, by or at the direction of the Chairman, the President, the Secretary, or other persons calling the meeting, to each stockholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail, postage prepaid, directed to the stockholder at his address as it appears on the records of the Corporation. When a meeting is adjourned to another time or place, notice of the adjourned meeting need not be given provided that the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, the adjournment is for no more than thirty days, and after the adjournment no new record date is fixed for the adjourned meeting. Notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting if all the conditions of the proviso in the preceding sentence are not met. At an adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting.

Section 5. Quorum. A majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of stockholders except as otherwise provided by statute or in the Certificate of Incorporation. If less than a majority of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The stockholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

Section 6. Organization. At each meeting of the stockholders the Chairman, or in his absence or inability to act, the President, or in the absence or inability to act of the Chairman and the President, a Vice-President, or in the absence of all the foregoing, any person chosen by a majority of those stockholders present shall act as chairman of the meeting. The Secretary, or, in his absence or inability to act, the Assistant Secretary or any person appointed by the chairman of the meeting, shall act as secretary of the meeting and keep the minutes thereof.

Section 7. Conduct of Business. The Board of Directors shall have authority to determine from time to time the procedures governing, and the rules of conduct applicable to, annual and special meetings of the stockholders. Except as otherwise determined by the Board of Directors prior to the meeting, the chairman of any stockholders meeting shall determine the order of business and shall have authority in his discretion to adjourn such meeting and to determine the procedures governing such meeting and to regulate the conduct thereat, including, without limitation, imposing restrictions on the persons (other than stockholders of the corporaton or their duly appointed proxies) who may attend any such stockholders meeting, determining whether any stockholder or any proxy may be excluded from any stockholders meeting based upon any determination by the chairman in his sole discretion that any such person has unduly disrupted or is likely to disrupt the proceedings thereat and specifying the circumstances in which any person may make a statement or ask questions at any stockholders meetings.

Section 8. Voting. Except as otherwise provided by statute, the Certificate of Incorporation, or any certificate duly filed pursuant to Section 151 of the Delaware General Corporation Law, each stockholder shall be entitled to one vote on each matter submitted to a vote at a meeting of stockholders for each share of capital stock held of record by him on the date fixed by the Board of Directors as the record date for the determination of the stockholders who shall be entitled to notice of and to vote at such meeting; or if such record date shall not have been so fixed, then at the close of business on the day next preceding the day on which notice thereof shall be given. Except as otherwise provided by statute, these Bylaws, or the Certificate of Incorporation, any corporate action to be taken by vote of the stockholders shall be authorized by a majority of the total votes, or when stockholders are required to vote by class by a majority of the votes of the appropriate class, cast at a meeting of stockholders by the holders of shares present in person or represented by proxy and entitled to vote on such action. Unless required by statute, or determined by the chairman of the meeting to be advisable, the vote on any question need not be by written ballot and may be by such other means as the chairman deems advisable under the circumstances. On a vote by written ballot, each ballot shall be signed by the stockholder voting, or by his proxy, if there be such proxy, and shall state the number of shares voted.

Section 9. Proxies. Each stockholder entitled to vote at a meeting of stockholders may authorize another person or persons to act for him by a proxy signed by such stockholder or his attorney-in-fact. No proxy shall be valid after the expiration of three years from the date thereof, unless otherwise provided in the proxy.

Section 10. List of Stockholders. The officer who has charge of the stock ledger of the Corporation shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

Section 11. Inspectors. The Board of Directors may, in advance of any meeting of stockholders, appoint one or more inspectors to act at such meeting or any adjournment thereof. If the inspectors shall not be so appointed or if any of them shall fail to appear or act, the chairman of the meeting may appoint inspectors. The inspectors shall determine the number of shares outstanding and the voting power of each, the number of shares represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes or ballots, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes or ballots, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all stockholders. On request of the chairman of the meeting or any stockholder entitled to vote thereat, the inspectors shall make a report in writing of any challenge, request or matter determined by them and shall execute a certificate of any fact found by them. No director or candidate for the office of director shall act as inspector of an election of directors. Inspectors need not be stockholders.

Section 12. Denial of Action by Consent of Stockholders. No action required to be taken or which may be taken at any annual or special meeting of the stockholders of the Corporation may be taken without a meeting, and the power of stockholders to consent in writing, without a meeting, to the taking of any action is specifically denied.

Section 13. Nominations for Director. Nominations for election to the Board of Directors may be made by the Board of Directors or by any stockholder of record entitled to vote for the election of directors. Any stockholder entitled to vote for the election of directors may nominate at a meeting persons for election as directors only if written notice of such stockholder's intent to make such nomination is given, either by personal delivery or by certified mail, postage prepaid, addressed to the Chairman at the Corporation's executive offices not later than (i) with respect to an election to be held at an annual meeting of stockholders, 60 days prior to the date of such meeting (provided that if such annual meeting of stockholders is held on a date other than the first Friday in May, such written notice must be given within 10 days after the first public disclosure of the date of the annual meeting, including, without limitation, disclosure of the meeting date set forth in any document or exhibit thereto filed by the Corporation with the Securities and Exchange Commission), and (ii) with respect to an election to be held at a special meeting of stockholders for the election of directors, the close of business on the seventh day following the date on which notice of such meeting is first given to stockholders. Each such notice shall set forth: (a) the name and address, as they appear on the Corporation's stock ledger, of the stockholder who intends to make the nomination and the name and address of each person to be nominated; (b) a representation that such stockholder is a holder of record of stock of the Corporation entitled to vote at such meeting and intends to appear at the meeting in person or by proxy to nominate the person or persons specified in the notice as directors; (c) a description of all arrangements or understandings between such stockholder and each proposed nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by such stockholder; (d) such other information regarding each nominee proposed by such stockholder as would be required to be included in a proxy statement filed pursuant to the proxy rules of the Securities and Exchange Commission were such nominee to be nominated by the Board of Directors; and (e) the consent of each proposed nominee to serve as a director of the Corporation if so elected. The chairman of any meeting of stockholders to elect directors may refuse to permit the nomination of any person to be made without compliance with the foregoing procedure.

Section 14. Notice of Stockholder Business. At any annual meeting of the stockholders held after May 6, 1988, only such business shall be conducted as shall have been brought before the meeting (a) by or at the direction of the Board of Directors or (b) by any stockholder of record of the Corporation who complies with the notice procedures set forth in this Section 14. For business to be properly brought before an annual meeting by any such stockholder, the stockholder must give written notice thereof to the Chairman, either by personal delivery or by certified mail, postage prepaid, addressed to the Chairman at the Corporation's executive offices not less than 60 nor more than 90 days in advance of such meeting (provided that if such annual meeting of stockholders is held on a date other than the first Friday in May, such written notice must be given within 10 days after the first public disclosure of the date of the annual meeting, including, without limitation, disclosure of the meeting date set forth in any document or exhibit thereto filed by the Corporation with the Securities and Exchange Commission). Each such notice shall set forth as to each matter the stockholder proposes to bring before the annual meeting (a) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (b) the name and address, as they appear on the Corporation's stock ledger, of the stockholder proposing such business, (c) a representation that such stockholder is a holder of record of stock of the Corporation entitled to vote at such meeting and intends to appear at the meeting in person or by proxy to propose such business, and (d) any material interest of such stockholder in the proposed business. The chairman of an annual meeting shall, if the facts warrant, determine and declare to the meeting that any such business was not properly brought before the meeting and in accordance with the provisions of this Section 14, and if he should so determine, he shall so declare to the meeting and such business not properly brought before the meeting shall not be transacted.

ARTICLE II. BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed under the direction of the Board of Directors.

Section 2. Number, Classification, Election and Qualification. The number of directors of the Corporation shall be eight, but, by vote of a majority of the entire Board of Directors or amendment of these Bylaws, the number thereof may be increased or decreased to such greater or lesser number (not less than three) as may be so provided. At the first election of directors by the stockholders, the directors shall be divided into three classes; the term of office of those of the first class to expire at the first annual meeting thereafter; of the second class at the second annual meeting thereafter; and of the third class at the third annual meeting thereafter. At each annual election held after such classification and election, directors shall be elected to succeed those whose terms expire, each such newly elected director to hold office for a term of three years and until his successor is elected or until his death, resignation, retirement or removal. Except as otherwise provided by statute or these Bylaws, directors shall be elected at the annual meeting of the stockholders, and the persons receiving a plurality of the votes cast at such election shall be elected, provided that a quorum is present at the meeting. Directors need not be stockholders.

Section 3. Place of Meetings. Meetings of the Board of Directors may be held at such place, within or without the State of Delaware, as the Board of Directors may from time to time determine or as shall be specified in the notice or waiver of notice of such meeting.

Section 4. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after, and at the same place as, the annual meeting of stockholders for the purpose of electing officers and the transaction of other business. The Board of Directors may provide by resolution the time and place, either within or without the State of Delaware, for holding of additional regular meetings without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman, President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Delaware, as the place for holding any special meeting of the Board of Directors called by them.

Section 6. Notice. Notice of any special meeting shall be given personally or by telephone to each director at least twenty-four hours before the time at which the meeting is to be held or shall be mailed to each director, postage prepaid, at his residence or business address at least three days before the day on which the meeting is to be held; provided that, in the case of any special meeting to be held by conference telephone or similar communications equipment, notice of such meeting may be given personally or by telephone to each director not less than six hours before the time at which the meeting is to be held. Except as otherwise specifically provided in these Bylaws, neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice of the meeting.

Section 7. Quorum and Manner of Acting. A majority of the entire Board of Directors shall be present in person at any meeting of the Board of Directors in order to constitute a quorum for the transaction of business at such meeting, except that one-third of the entire Board of Directors present in person at a meeting shall constitute a quorum if the Chairman is present at the meeting. Except as otherwise specifically required by statute or the Certificate of Incorporation, the vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum at any meeting of the Board of Directors, a majority of the directors present or, if no director be present, the Secretary, may adjourn such meeting to another time and place. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called. Except as provided in Article III of these Bylaws, the directors shall act only as a board of directors and the individual directors shall have no power as such.

Section 8. Organization. At each meeting of the Board of Directors, the Chairman (or, in his absence or inability to act, the President, or in his absence or inability to act, another director chosen by a majority of the directors present) shall act as chairman of the meeting. The Secretary (or, in his absence or inability to act, any person appointed by the chairman) shall act as secretary of the meeting and keep the minutes thereof.

Section 9. Resignations. Any director of the Corporation may resign at any time by giving written notice of his resignation to the Board of Directors or Chairman or the President or the Secretary. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 10. Vacancies and Newly Created Directorships. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and any director so chosen shall hold office until the next election of the class for which such director has been chosen and until his successor is elected and qualified, or until his earlier resignation or removal. When one or more directors shall resign from the Board of Directors, effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective, and each director so chosen shall hold office as provided in this section in the filling of other vacancies.

Section 11. Removal of Directors. All or any number of the directors may be removed at any time, but only for cause and only by the affirmative vote of the holders of at least 75 percent of the outstanding Common Stock of the Corporation at a meeting of the stockholders expressly called for that purpose. A vacancy in the Board of Directors caused by any such removal may be filled by such stockholders at such meeting, or if the stockholders shall fail to fill such vacancy, as in these Bylaws provided.

Section 12. Compensation. The Board of Directors shall have authority to fix the compensation, including fees and reimbursement of expenses, of directors for services to the Corporation in any capacity, provided, no such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 13. Board and Committee Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board of Directors or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or committee.

Section 14. Board and Committee Telephonic Meetings. A director or a member of a committee designated by the Board of Directors may participate in a meeting of the Board of Directors or such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at the meeting.

ARTICLE III. EXECUTIVE AND OTHER COMMITTEES

Section 1. Executive and Other Committees. The Board of Directors may, by resolution passed by a majority of the whole Board of Directors, designate one or more committees, each committee to consist of two or more of the directors of the Corporation. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In addition, in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the Certificate of

Incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending to the stockholders a dissolution of the Corporation or a revocation of a dissolution, or amending, these Bylaws; and, unless the resolution expressly so provides, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock. Each committee shall keep written minutes of its proceedings and shall report such minutes to the Board of Directors when required. All such proceedings shall be subject to revision or alteration by the Board of Directors, provided, however, that third parties shall not be prejudiced by such revision or alteration.

Section 2. General. A majority of any committee may determine its action and establish the time, place and procedure for its meetings, unless the Board of Directors shall otherwise provide. Notice of such meetings shall be given to each member of the committee in the manner provided for in Article II, Section 6 or as the Board of Directors may otherwise provide. The Board of Directors shall have power at any time to fill vacancies in, to change the membership of, or to dissolve any such committee. Nothing herein shall be deemed to prevent the Board of Directors from appointing one or more committees consisting in whole or in part of persons who are not directors of the Corporation; provided, however, that no such committee shall have or may exercise any authority of the Board of Directors.

ARTICLE IV. EXCEPTIONS TO NOTICE REQUIREMENTS

Section 1. Waiver of Notice. Whenever notice is required to be given under these Bylaws, a written waiver thereof, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders, directors, or members of a committee of directors need be specified in any written waiver of notice.

Section 2. Unlawful Notice. Whenever notice is required to be given under these Bylaws to any person with whom communication is unlawful, the giving of such notice to such person shall not be required and there shall be no duty to apply to any governmental authority or agency for a license or permit to give such notice to such person. Any action or meeting which shall be taken or held without notice to any such person with whom communication is unlawful shall have the same force and effect as if such notice has been duly given.

ARTICLE V. OFFICERS

Section 1. Number, Election and Qualification. The elected officers of the Corporation shall be a Chairman, a President, one or more Vice-Presidents (one or more of whom may be designated Executive Vice President or Senior Vice President), a Secretary, and a Treasurer. Such officers shall be elected from time to time by the Board of Directors, each to hold office until the meeting of the Board of Directors following the next annual meeting of the stockholders and until his successor is elected and qualified, or until his earlier resignation or removal. The Board of Directors may from time to time appoint such other officers (including a Chairman of the Executive Committee, a Controller and one or more Assistant Vice Presidents, Assistant Secretaries, Assistant Treasurers and Assistant Controllers), and such agents, as may be necessary or desirable for the business of the Corporation. Such other officers and agents shall have such duties as may be prescribed by the Board of Directors and shall hold office during the pleasure of the Board of Directors. Any two or more offices may be held by the same person. From and after the distribution by G-P of the stock it presently holds in the Corporation, no person who is serving as an officer or director of G-P shall concurrently serve as an officer of the Corporation.

Section 2. Resignations. Any officer of the Corporation may resign at any time by giving written notice of his resignation to the Board of Directors, the Chairman, the President or the Secretary. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3. Removal. Any officer or agent of the Corporation may be removed either with or without cause, at any time, by the Board of Directors, except that a vote of a majority of the entire Board of Directors shall be necessary for the removal of an elected officer. Such removal shall be without prejudice to the contractual rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office may be filled for the unexpired portion of the term of the office which shall be vacant, in the manner prescribed in these Bylaws for the regular election or appointment of such office.

Section 5. Chairman. The Chairman shall preside, when present, at all meetings of the stockholders and of the Board of Directors and, in the absence of the Chairman of the Executive Committee, at all meetings of the Executive Committee. He shall have general power to execute bonds, deeds and contracts in the name of the Corporation and to affix the corporate seal; and to sign stock certificates. In the absence or disability of the Chairman, his duties shall be performed and his powers shall be exercised by the President.

Section 6. President. The President shall be the chief executive and chief operating officer of the Corporation and, subject to the direction of the Board of Directors, shall have general direction and management of its business, properties and affairs. He shall have general power to execute bonds, deeds and contracts in the name of the Corporation and to affix the corporate seal; to sign stock certificates; and to remove or suspend such employees or agents as shall not have been elected or appointed by the Board of Directors.

Section 7. Vice Presidents. The several Vice Presidents shall perform all such duties and services as shall be assigned to or required of them from time to time, by the Board of Directors or the President, respectively, and unless their authority be expressly limited shall act in the order of their election in the place of the President, exercising all his powers and performing his duties, during his absence or disability. The Board of Directors however, may from time to time designate the relative positions of the Vice Presidents of the Corporation and assign to any one or more of them such particular duties as the Board of Directors may think proper.

Section 8. Secretary. The Secretary shall attend to the giving of notice of all meetings of stockholders and of the Board of Directors and shall record all of the proceedings of such meetings in a book to be kept for that purpose. He shall have charge of the corporate seal and have authority to attest any and all instruments or writings to which the same may be affixed. He shall keep and account for all books, documents, papers and records of the Corporation, except those which are hereinafter directed to be in charge of the Treasurer. He shall have authority to sign stock certificates and shall generally perform all the duties usually appertaining to the office of secretary of a corporation. In the absence of the Secretary, an Assistant Secretary or Secretary pro tempore shall perform his duties.

Section 9. Treasurer. The Treasurer shall have the care and custody of all moneys, funds and securities of the Corporation, and shall deposit or cause to be deposited all funds of the Corporation in and with such depositaries as shall, from time to time, be designated by the Board of Directors or by such officers of the Corporation as may be authorized by the Board of Directors to make such designation. He shall have power to sign stock certificates; to indorse for deposit or collection, or otherwise, all checks, drafts, notes, bills of exchange or other commercial paper payable to the Corporation, and to give proper receipts or discharges therefor. He shall keep all books of account relating to the business of the Corporation, and shall render a statement of the Corporation's financial condition whenever required so to do by the Board of Directors, the Chairman or the President. In the absence of the Treasurer, the Board of Directors shall appoint an Assistant Treasurer to perform his duties.

Section 10. Additional Powers and Duties. In addition to the foregoing enumerated duties and powers, the several officers of the Corporation shall perform such other duties and exercise such further powers as may be provided by these Bylaws or as the Board of Directors may from time to time determine or as may be assigned to them by any competent superior officer.

Section 11. Compensation. The compensation of the officers of the Corporation for their services as such officers shall be fixed from time to time by the Board of Directors. An officer of the Corporation shall not be prevented from receiving compensation by reason of the fact that he is also a director of the Corporation, but any such officer who shall also be a director shall not have any vote in the determination of the amount of compensation paid to him.

ARTICLE VI. INDEMNIFICATION

Section 1. General. The Corporation shall, to the full extent permitted by Section 145 of the Delaware General Corporation Law, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto against all expenses (including, without limitation, attorney's fees), judgments, fines (including excise taxes) and amounts paid in settlement (collectively, "Losses") incurred in connection with any action, suit, or proceeding, whether threatened, pending, or completed (collectively, "Proceedings") to which such person was or is a party or is threatened to be made a party by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise; provided, however, that the Corporation shall indemnify any such person seeking indemnification in connection with a Proceeding initiated by such person only if such Proceeding was authorized by the Board of Directors of the Corporation.

Section 2. Employee Benefit or Welfare Plan Fiduciary Liability. In addition to any indemnification pursuant to Section 1 of this Article, but subject to the express exclusions set forth in Section 3 of this Article, the Corporation shall indemnify any natural person who is or was serving at the direction or request of the Corporation in a fiduciary capacity with respect to an employee benefit or welfare plan covering one or more employees of the Corporation or of an affiliate of the Corporation, or who is or was performing any service or duty on behalf of the Corporation with respect to such a plan, its participants or beneficiaries, against all Losses incurred by such person in connection with any Proceeding arising out of or in any way connected with such service or performance, to the extent such Losses are insurable under applicable law but are not covered by collectible insurance or indemnified pursuant to Section 1 of this Article. This Section is intended to provide a right to indemnification as permitted by Section 145(f) of the Delaware General Corporation Law.

Section 3. Persons Not to be Indemnified Under Section 2. No indemnification shall be made under Section 2 of this Article to any person (other than an employee of the Corporation or of an affiliate of the Corporation) who was or is acting as a lawyer, accountant, actuary, investment adviser or arbitrator with respect to an employee benefit or welfare plan against any expense, judgment, fine or amount paid in settlement incurred by such person in connection with any action, suit or proceeding arising out of or in any way connected with his actions in such capacity. No indemnification shall be made under Section 2 of this Article to any person determined (in the manner prescribed by Section 145(d) of the Delaware General Corporation Law) to have participated in, or to have had actual knowledge of and have failed to take appropriate action with respect to, any violation of any of the responsibilities, obligations or duties imposed upon fiduciaries by the Employee Retirement Income Security Act of 1974 or amendments thereto or by the common or statutory law of the United States of America or any state or jurisdiction therein, knowing such in either case to have been a violation of such responsibilities, obligations or duties.

Section 4. Advances of Expenses. Except as limited by the other provisions of this Section, the Corporation shall pay promptly (and in any event within 60 days of receipt of the written request of the person who may be entitled to such payment) all expenses (including but not limited to attorneys' fees) incurred in connection with any Proceeding by any person who may be entitled to indemnification under Sections 1 or 2 of this Article in advance of the final disposition of such Proceeding. Notwithstanding the foregoing, any advance payment of expenses on behalf of a director or officer of the Corporation shall be, and if the Board of Directors so elects, any advance payment of expenses on behalf of any other person who may be entitled to indemnification under Sections 1 or 2 of this Article may be, conditioned upon the receipt by the Corporation of an undertaking by or on behalf of such director, officer, or other person to repay the amount advanced in the event that it is ultimately determined that such director, officer, or person is not entitled to indemnification; provided that such advance payment of expenses shall be made without regard to the ability to repay the amounts advanced. Notwithstanding the foregoing, no advance payment of expenses shall be made by the Corporation if a determination is reasonably and promptly made by a majority vote of directors who are not parties to such Proceeding, even though less than a quorum, or if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion, that, based upon the facts known to such directors or counsel at the time such determination is made following due inquiry, (a) in the case of a person who may be entitled to indemnification under Section 1, such person did not act in good faith and in a manner that such person reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal proceeding, such person had reasonable cause to believe his conduct was unlawful, or (b) in the case of a person who may be entitled to indemnification under Section 2, such person is not entitled to indemnification under the standard set forth in the second sentence of Section 3. Nothing in this Article VI shall require any such determination to be made as a condition to making any advance payment of expenses, unless the Board of Directors so elects.

Section 5. Mandatory Indemnification in Certain Circumstances. To the extent that a director, officer, employee, or agent has been successful on the merits or otherwise in the defense of any Proceeding referred to Section 1 or Section 2 of this Article, or in the defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 6. Right to Indemnification upon Application; Procedure upon Application. Any indemnification under Sections 1 or 2 shall be made promptly, and in any event within 60 days of receipt of the written request of the person who may be entitled thereto following the conclusion of such person's participation in any Proceeding for which indemnity is sought, unless with respect to such written request, a determination is reasonably and promptly made by a majority vote of directors who are not parties to the Proceeding, even though less than a quorum, or if there are no such directors, or if such directors so direct, by independent legal counsel that, based upon the facts known to such directors or counsel at the time such determination is made following due inquiry, (a) in the case of a person who may be entitled to indemnification under Section 1, such person did not act in good faith and in a manner that such person reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal proceeding, such person had reasonable cause to believe his conduct was unlawful, or (b) in the case of a person who may be entitled to indemnification under Section 2, such person is not entitled to indemnification under the standard set forth in the second sentence of Section 3.

Section 7. Enforcement of Rights. The right to indemnification or to an advance of expenses as granted by this Article shall be enforceable by any person entitled thereto in any court of competent jurisdiction, if the

Board of Directors or independent legal counsel denies the claim, in whole or in part, or if no disposition of such claim is made within 100 days of receipt by the Board of Directors of such person's written request for indemnification or an advance of expenses. Such person's expenses (including but not limited to attorneys' fees) incurred in connection with successfully establishing his right to indemnification or an advance of expenses, in whole or in part, in any such proceedings shall also be indemnified by the Corporation.

Section 8. Bylaws as Contract; Non-Exclusivity. All rights to indemnification and advances of expenses under this Article shall be deemed to be provided by a contract between the Corporation and each person entitled thereto. Any repeal or modification of these bylaws shall not impair or diminish any rights or obligations existing at the time of such repeal or modification. The rights granted by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or an advance of expenses may be entitled under any bylaws, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. The rights granted by this Article VI shall extend to the estate, heirs or legal representatives of any person entitled to indemnification or an advance of expenses hereunder who is deceased or incompetent.

ARTICLE VII. STOCK AND TRANSFER OF STOCK

Section 1. Stock Certificates. Every holder of stock in this corporation shall be entitled to have a certificate, in such form as shall be approved by the Board of Directors, certifying the number of shares of stock of this corporation owned by him signed by or in the name of this corporation by the Chairman, or the President or a Vice President, and by the Secretary or an Assistant Secretary, or the Treasurer or an Assistant Treasurer. Any of or all the signatures on the certificate may be facsimiles. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may nevertheless be issued by the Corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue.

Section 2. Transfers of Shares. Transfers of Shares of stock of the Corporation shall be made on the stock records of the Corporation only upon authorization by the registered holder thereof, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary or with a transfer agent, and on surrender of the certificate or certificates for such shares properly indorsed or accompanied by a duly executed stock transfer power and the payment of all taxes thereon. Except as otherwise provided by law, the Corporation shall be entitled to recognize the exclusive right of a person in whose name any share or shares stand on the record of stockholders as the owner of such share or shares for all purposes, including, without limitation, the rights to receive dividends or other distributions, and to vote as such owner, and the Corporation may hold any such stockholder of record liable for calls and assessments and the Corporation shall not be bound to recognize any equitable or legal claim to or interest in any such share or shares on the part of any other person whether or not it shall have express or other notice thereof. Whenever any transfer of shares shall be made for collateral security, and not absolutely, such fact shall be stated in the entry of the transfer if, when the certificates are presented for transfer, both the transferor and transferee request the Corporation to do so.

Section 3. Regulations, Transfer Agents and Registrars. The Board of Directors may make such additional rules and regulations, not inconsistent with these Bylaws, as it may deem expedient concerning the issue, transfer and registration of certificates for shares of stock of the Corporation. It may appoint and change from time to time one or more transfer agents and one or more registrars and may require all certificates for shares of stock to bear the signature or signatures of any of them.

Section 4. Replacement of Certificates. In the event of the loss, theft, mutilation or destruction of any certificate for shares of stock of the Corporation, a duplicate thereof may be issued and delivered to the owner thereof, provided he makes a sufficient affidavit setting forth the material facts surrounding the loss, theft, mutilation or destruction of the original certificates and gives a bond to the Corporation, in such sum limited or unlimited, and in such form and with such surety as the Board of Directors may authorize indemnifying the Corporation, its officers and, if applicable, its transfer agents and registrars, against any losses, costs and damages suffered or incurred by reason of such loss, theft, mutilation or destruction of the original certificate and replacement thereof.

Section 5. Fixing of Record Date. In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

ARTICLE VIII. FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

ARTICLE IX. SEAL

The Board of Directors shall provide a corporate seal, which shall be in such form as the Board of Directors shall determine.

ARTICLE X. AMENDMENTS

These Bylaws may be amended or repealed, or new Bylaws may be adopted, at any annual or special meeting of the stockholders, by the affirmative vote of the holders of at least 75 percent of the outstanding Common Stock of the Corporation; provided, however, that the notice of such meeting shall have been given as provided in these Bylaws, which notice shall mention that amendment or repeal of these Bylaws, or the adoption of new Bylaws, is one of the purposes of such meeting. These Bylaws may also be amended or repealed or new Bylaws may be adopted, by the Board of Directors by the vote of two-thirds of the entire Board of Directors.

EXHIBIT 11

LOUISIANA-PACIFIC CORPORATION AND SUBSIDIARIES
CALCULATION OF NET INCOME PER SHARE
FOR THE YEAR ENDED DECEMBER 31, 1994

	Number of Shares	
	Including Common Stock Equivalents	Excluding Common Stock Equivalents (1)
Weighted average number of shares of common stock outstanding	116,937,022	116,937,022
Weighted average number of shares sold to ESOTs subsequent to January 1, 1994, not allocated to participate accounts (2)	(850,902)	(850,902)
Weighted average number of shares of treasury stock held during the period	(5,946,605)	(5,946,605)
Common stock equivalents: Application of the "treasury stock" method to stock option and purchase plans	662,044	----
Weighted average number of shares of common stock and common stock equivalents	110,801,559	110,139,515
Rounded to	110,800,000	110,140,000
Net income	$346,900,000	$346,900,000
Net income per share	$3.13	$3.15

(1) Accounting Principles Board Opinion No. 15, "Earnings Per Share," allows companies to disregard dilution of less than 3 percent in the computation of earnings per share. Therefore, shares used in computing earnings per share for financial reporting purposes is 110,140,000 shares.

(2) American Institute of Certified Public Accountants Statement of Position No. 93-6, "Employers' Accounting for Employee Stock Ownership Plans" requires that shares held by registrant's ESOTs which were acquired by the ESOTs on or after January 1, 1994, which are not allocated to participant's accounts, are not considered outstanding for purposes of computing earnings per share. Shares held by the ESOTs which were acquired by the ESOTs prior to January 1, 1994, continue to be considered outstanding (whether or not allocated to participant's accounts) for purposes of computing earnings per share.

EXHIBIT 21

SUBSIDIARIES OF THE REGISTRANT

The following table lists the registrant and each of its subsidiaries and the jurisdiction under the laws of which the registrant and each subsidiary is incorporated. Each subsidiary is identified underneath its immediate parent. Except as indicated, each subsidiary is 100 percent owned by its parent.

Name	Jurisdiction
Louisiana-Pacific Corporation	Delaware
Domestic Subsidiaries	
Blue Skies Aviation, Inc.	Oregon
Creative Point, Inc.	California
Ketchikan Pulp Company	Washington
Louisiana-Pacific Corporation (W. Va.)	West Virginia
Louisiana-Pacific Foundation	Oregon
Louisiana-Pacific Trucking Company	Oregon
L-P Foreign Sales Corporation	Guam
New Waverly Transportation, Inc.	Texas
Foreign Subsidiaries	
Louisiana-Pacific Canada Ltd.	British Columbia, Canada
Sunpine Forest Products Ltd. (50%)	Alberta, Canada
Suneco Ltd.	Alberta, Canada
Lodgepole Logging Co. Ltd.	Alberta, Canada
Pinetree Construction Co. Ltd.	Alberta, Canada
Louisiana-Pacific de Mexico, S.A. de C.V.	Mexico
Louisiana-Pacific, S.A. de C.V.	Mexico
Louisiana-Pacific de Venezuela, C. A.	Venezuela
Louisiana-Pacific Coillte Ireland Limited	Ireland

EXHIBIT 23

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation of our report included in this Form 10-K into the registrant's previously filed Registration Statement Nos. 2-97014, 33-42276, 33-50958, 33-60264, 33-62944, 33-54859, and 33-55105.

ARTHUR ANDERSEN LLP

Portland, Oregon
March 30, 1995

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This schedule contains summary financial information extracted from Consolidated Financial Statements and Notes included in this Form 10-K and is qualified in its entirety by reference to such financial statements.
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DEC-31-1994
DEC-31-1994
12-MOS

315,900
0
157,400
(1,400)
213,800
694,400
2,358,200
(1,085,000)
2,716,200
344,800
209,800
0
0
117,000
1,732,400
2,716,200
3,039,500
3,039,500
2,158,400
2,355,700
0
0
9,000
559,600
209,800
346,900
0
0
0
346,900
3.15
0