

Louisiana-Pacific Corporation

375,000 Units Consisting of \$375 Million Senior Secured Notes due 2017 and 375,000 Common Stock Purchase Warrants

Investor Presentation

March 12, 2009



Forward Looking Statements

This presentation contains statements concerning Louisiana Pacific Corporation's (LP) future results and performance that are forwardlooking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The accuracy of such statements is subject to a number of risks, uncertainties and assumptions that may cause actual results to differ materially from those projected, including, but not limited to, the effect of general economic conditions, including the level of interest rates and housing starts, market demand for the company's products, and prices for structural products; the effect of forestry, land use, environmental and other governmental regulations; the ability to obtain regulatory approvals; and the risk of losses from fires, floods and other natural disasters. These and other factors that could cause or contribute to actual results differing materially from such forward-looking statements are discussed in greater detail in the company's Securities and **Exchange Commission filings.**



Transaction Summary

- LP issued \$375 million of Senior Secured Notes along with a new \$100 million ABL Revolving Credit Facility
 - Proceeds from the transactions will be used for general corporate purposes, including retirement of outstanding indebtedness and maintaining cash on the balance sheet
- The transactions enhance the Company's capital structure by extending its debt maturities and improving liquidity
- As part of the transaction, LP simultaneously launched a consent to eliminate restrictive covenants, including the limitation on liens and limitation on sale and leaseback transactions provisions, from its existing 2010 Notes
- LP also engaged existing holders in privately negotiated transactions to roll their 2010 Notes into the new Units
 - LP repurchased \$126.6 million principal amount of its 2010 Notes enhancing long-term liquidity by extending maturities
- Pro forma unrestricted cash and investments of approximately \$290 million at year end, with additional availability under the new ABL revolver

Issuer: Louisiana-Pacific Corporation ("LP" or the "Issuer")

Issue: 375,000 units consisting of 13% Senior Secured Notes and Warrants to purchase 18.4 million shares of LPX

common stock

Cash Interest: 13.00%

Price: \$750 per Unit

Yield on Secured Notes: 19.24%

Ratings: Ba3 / BBB-

Maturity: March 15, 2017

Security: First priority security interest in most material domestic property, plant and equipment, stock of subsidiaries

(limited to 65% of foreign subsidiaries), intellectual property and income tax receivables; second priority interest

in all ABL Facility security

Guarantors: All material existing and future domestic subsidiaries of the Issuer, excluding special purpose finance subsidiaries

Optional Redemption: Non-callable for the first four years, then callable at par plus half the coupon multiplied by the accreted value of

the Notes, declining ratably to par at the end of year six

Equity Clawback: For the first three years, up to 35% of the Notes may be redeemed with the proceeds of an equity issuance at a

redemption price equal to 113% of the accreted value plus accrued and unpaid interest

Change of Control: Putable at 101% of the accreted value plus accrued and unpaid interest

Ranking: Except with respect to the value of the collateral, the Notes will rank *pari passu* with all senior indebtedness of

the company and senior to all subordinated indebtedness of the company

Covenants: Usual and customary incurrence-based covenants

Distribution Method: 144A with Registration Rights

Provisions:

Equity Warrants: 375,000 warrants which will entitle the purchase of approximately 15% of the fully diluted common stock of LPX

Warrant Exercise Each warrant will entitle holder to purchase 49.0559 shares of LPX at an exercise price of \$1.39 per share, subject

to mandatory cashless exercise provisions



BUILDING PRODUCTSSource and Uses

(\$ in millions)

Estimated as of December 31, 2008			
Sources of Funds	Amount	Uses of Funds	Amount
New Credit Facility due 2012	\$0.0	Cash Balance	\$137.7
New Senior Secured Notes due 2017	375.0	Estimated Senior Secured Notes OID	93.7
		Repurchase of 2010 Notes	126.6
		Fees & Expenses	17.0
Total Sources	\$375.0	Total Uses	\$375.0



ABL Facility Term Sheet

Borrowers: Louisiana-Pacific Corporation ("LPX" or the "Company") and certain domestic and

Canadian subsidiaries to-be-determined (collectively, the "Borrowers")

Guarantors: All material non-Borrower domestic subsidiaries. All material non-Borrower Canadian

subsidiaries will act as guarantors with respect to any CAD borrowings

Facility: \$100 million Senior Secured Revolving Credit Facility (the "Revolver")

Maturity: 3.5 years – springing maturity of 02/15/10 if 2010 Notes are not reserved for, refinanced

or defeased

Pricing: LIBOR + 350 bps, tied to a performance based pricing grid

Unused Fee: 100 bps, tied to a usage based pricing grid

Security: First priority security interest in all U.S. and Canadian trade accounts receivable,

inventory, related intangibles and proceeds thereof; second priority interest in Senior

Secured Notes security

Borrowing Base: Advances under the Revolver would be governed by a borrowing base equal to:

• Up to 85% of eligible accounts receivable, plus

• Up to the lesser of (A) the sum of (i) up to 55% of eligible WIP and raw materials and (ii) up to 65% of eligible finished goods inventory or (B) 85% of appraised NOLV of

eligible inventory; minus

• Reserves established by the Agent in its reasonable credit judgment

Financial Covenant: Fixed Charge Coverage Ratio of 1.1x, tested only when excess availability is less than \$50

million of which up to \$20 million may come from suppressed availability



Pro forma Capitalization

- Pro forma unrestricted cash and investments of approximately \$290 million at year end, with additional availability under the new ABL revolver
 - Long-term liquidity enhanced by repurchase of \$126.6 million principal amount of 2010 Notes

(\$ in millions)		12/31/08		Adjustments		Pro Forma	
Cash and Cash Equivalents (1)	\$	97.7	\$	162.4	\$	260.1	
Short-term Investments		21.4		-		21.4	
Long-term Investments		19.3		-		19.3	
Restricted Cash		76.7		(24.7)		52.0	
Total Cash & Investments	\$	215.1	\$	137.7	\$	352.8	
13% Senior Secured Notes due 2017 (2)(4)		_		281.3		281.3	
New Credit Facility due 2012		-		-		0.0	
Canadian Revolving Credit Facility		0.0		-		-	
U.S. Revolving Credit Facility		0.0		-		-	
8.875% Senior Notes due 2010		199.8		(126.6)		73.3	
Limited Recourse Notes		253.3		-		253.3	
Other Debt ⁽³⁾		49.2		-		49.2	
Total Debt	8	502.3	\$	154.7	\$	657.1	
Total Debt, Excluding Non-Recourse Portion		299.4				454.2	
Total Shareholders' Equity ⁽⁴⁾		1,182.3				1,182.3	
Total Capitalization		1,684.6				1,839.4	
Total Capitalization, Excluding Non-Recourse Debt		1,481.7				1,636.5	
Total Debt / Total Capitalization (5)		20.2%				27.8%	

Assumes \$23.5 million of oustanding letters of credit that are cash collaterialized will have been replaced with letters
of credit under new credit facility and therefore \$24.7 will no longer be restricted

⁽²⁾ Balance accretes to \$375.0 million at maturity

⁽³⁾ Other debt includes \$39.0 million of Chilean credit facility indebtedness, \$7.7 million of project revenue bond financing, \$2.0 million of short-term notes payable and \$0.5 million of capital lease obligations

⁽⁴⁾ Based upon the assumed proceeds of the offering are solely attributable to the notes offered and not to the warrants. Actual allocation of proceeds to the notes and warrants will be made subsequent to the offering.

⁽⁵⁾ Excludes non-recourse debt