LOUISIANA-PACIFIC CORP
Form 10-K
February 27, 2014

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

FORM 10-K
Annual Report Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2013	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.)
414 Union Street, Suite 2000 Nashville, TN 37219 (Address of principal executive offices)	615-986-5600 Registrant's telephone number (including area code)

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

Securities registered pursuant to Section 12(g) of the Act: None

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Indicate by check mark if the registrant is a well-known seasoned issuer as defined in Rule 405 of the Securities Act. Yes ý No ¨
Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ¨ No ý
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 ý No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ý 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. ¨
Indicate by check mark if the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "accelerated filer," "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer ý Accelerated filer ¨ Non-accelerated filer ¨ Smaller reporting company ¨

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

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was sold, or the average bid and asked price of such common equity, as of the last business day of the registrant’s most recently completed second fiscal quarter: $2,003,677,256

Indicate the number of shares outstanding of each of the registrant’s classes of common stock as of the latest practicable date: 141,260,223 shares of Common Stock, $1 par value, outstanding as of February 27, 2014.

Documents Incorporated by Reference

Definitive Proxy Statement for 2013 Annual Meeting: Part III

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

ABOUT FORWARD-LOOKING STATEMENTS

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

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

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

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

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

ABOUT THIRD-PARTY INFORMATION

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

PART I

ITEM 1. Business

General

Our company, founded in 1973 and headquartered in Nashville, Tennessee, is a leading manufacturer of building products. As of December 31, 2013, we had approximately 4,200 employees. We currently own 21 modern, strategically located facilities in the U.S. and Canada, two facilities in Chile and one facility in Brazil. We also operate facilities through a joint venture, for which we are the exclusive provider of product distribution for North America. Our focus is on delivering innovative, high-quality commodity and specialty building products to retail, wholesale, home building and industrial customers. Our products are used primarily in new home construction, repair and remodeling, and manufactured housing.

In May 2013, we increased our ownership of an OSB facility in British Columbia, Canada with an annual production capacity of 820 million square feet to 100% by purchasing Canfor Corporation’s 50% interest in our former joint venture. In August 2013, we sold our moulding operations and, in December 2013, we sold our 50% interest in U.S. GreenFiber, LLC, a former joint venture with Casella Waste Management Systems, Inc. that produced cellulose insulation.

Business Segments

We operate in four segments: North America Oriented Strand Board (OSB); Siding; Engineered Wood Products (EWP); and South America. In general, our businesses are affected by the level of housing starts; the level of home repairs; changes in industry capacity; changes in the prices we pay for raw materials and energy; changes in foreign exchange rates (primarily the Canadian dollar, Chilean Peso and Brazilian Real); and the availability and cost of financing and changes in other operating costs.

OSB

Our OSB segment manufactures and distributes OSB structural panel products.

OSB is an innovative, affordable and environmentally smart product made from wood strands arranged in layers and bonded with resin. OSB serves many of the same uses as plywood, including roof decking, sidewall sheathing and floor underlayment, but can be produced at a significantly lower cost. It is estimated for 2013 that OSB accounted for approximately 61% of the structural panel consumption in North America with plywood accounting for the remainder. We estimate that the overall North American structural panel market (based upon 2013 housing starts) was 28.3 billion square feet with the OSB market comprising an estimated 17.3 billion square feet of this market. Based upon our production in 2013 of 4.1 billion square feet (including OSB produced in our siding segment), we estimate that we account for 24% of the North American OSB market and 14% of the overall North American structural panel market. We believe we have the largest installed capacity and are one of the most efficient producers of OSB in North America.

Siding

Our siding offerings fall into two categories: SmartSide® siding products and related accessories; and CanExel siding and accessory products. Our SmartSide® products consist of a full line of wood-based sidings, trim, soffit and fascia. These products have quality and performance characteristics similar to solid wood at more attractive prices due to lower raw material and production costs. Our CanExel siding and accessory product offerings include a number of pre-finished lap and trim products in a variety of patterns and textures.

Additionally, minor amounts of commodity OSB are produced and sold in this segment.

Engineered Wood Products

Our Engineered Wood Products (EWP) segment manufactures and distributes laminated veneer lumber (LVL), I-Joists, laminated strand lumber (LSL) and other related products. This segment also includes the sale of I-Joist produced by our joint venture with Resolute Forest Products (formerly AbitibiBowater) and LVL sold under a contract manufacturing arrangement. We believe that in North America we are one of the top three producers (including our joint venture production) of I-Joists, LVL and LSL. A plywood mill associated with our LVL operations in British Columbia is also included in this segment.

We believe that our engineered I-joists, which are used primarily in residential and commercial flooring and roofing systems and other structural applications, are stronger, lighter and straighter than conventional lumber joists. Our LVL and LSL are high-grade, value-added structural products used in applications where extra strength and quality is required, such as headers and beams.

South America

Our South American segment manufactures and distributes OSB and siding products in South America and certain export markets. This segment also distributes and sells related products to augment the transition to wood frame construction. We believe we are the only producer of OSB in South America.

Other Products

Our other products category includes our remaining timber and timberlands, and other minor products, services and closed operations. Prior to their disposition during 2013, this category also included our interest in a joint venture that produced cellulose insulation and our former moulding operations.

Sales, Marketing and Distribution

Our sales and marketing efforts are primarily focused on traditional two-step distribution, professional building products dealers, home centers, third-party wholesale buying groups and other retailers. The wholesale distribution channel includes a variety of specialized and broad-line wholesale distributors and dealers focused primarily on the supply of products for use by professional builders and contractors. The retail distribution channel includes large retail chains catering to the do-it-yourself (DIY) and repair and remodeling markets as well as smaller independent retailers.

Customers

We seek to maintain a broad customer base and a balanced approach to national distribution through both wholesale and retail channels. In 2013, our top ten customers accounted for approximately 44% of our sales. Because a significant portion of our sales are from OSB, a commodity product sold primarily on the basis of price and availability, we are not dependent on any one customer. Our principal customers include the following:

- Wholesale distribution companies, which supply building materials to retailers on a regional, state or local basis;
- Two-step distributors, who provide building materials to smaller retailers, contractors and others;
- Building materials professional dealers, that specialize in sales to professional builders, remodeling firms and trade contractors that are involved in residential home construction and light commercial building;
- Retail home centers, that provide access to consumer markets with a broad selection of home improvement materials and increasingly serve professional builders, remodelers and trade contractors; and
- Manufactured housing and shed producers, who design, construct and distribute prefabricated residential and light commercial structures, including fully manufactured, modular and panelized structures, for consumer and professional markets.

Seasonality

Our business is subject to seasonal variances, with demand for many of our products tending to be greater during the building season, which generally occurs in the second and third quarters in North America and the fourth and first quarters in South America. From time to time, we engage in promotional activities designed to stimulate demand for our products, such as reducing our selling prices and providing extended payment terms, particularly at times when demand is otherwise relatively soft. We do this in an effort to better balance our inventory levels with demand, manage the logistics of our product shipments, allow our production facilities to run efficiently, be competitive, and/or obtain initial orders from customers.

Competitors / Competition

The building products industry is highly competitive. We compete internationally with several thousand forest and building products firms, ranging from very large, fully integrated firms to smaller enterprises that may manufacture only one or a few items. We also compete less directly with firms that manufacture substitutes for wood building products. Some competitors have substantially greater financial and other resources than we do that could, in some instances, give them a competitive advantage over us.

In terms of our commodity OSB, we compete based upon price, quality and availability of products. In terms of our specialty products, including EWP, siding and various value added OSB products, we compete based upon price, quality, and availability of products as well as performance features offered.

Raw Materials

Wood fiber is the primary raw material used in most of our operations, and the primary source of wood fiber is timber. The primary end-markets for timber harvested in the U.S. are manufacturers who supply: (1) the housing market, where it is used in the construction of new housing and the repair and remodeling of existing housing; (2) the pulp and paper market; (3) commercial and industrial markets; (4) export markets; and (5) emerging biomass energy production markets. The supply of timber is limited by access to timber and by the availability of timberlands. The availability of timberlands, in turn, is limited by several factors, including forest management policies, alternate uses of land, and loss to urban or suburban real estate development.

In Canada, we harvest enough timber annually under long-term harvest rights with various Canadian governments and other third parties to support our Canadian production facilities.

We purchase approximately 71% of our wood fiber requirements on the open market, through either private cutting contracts or purchased wood arrangements. Our remaining wood fiber requirements (29%) are fulfilled through government contracts, principally in Canada. Because wood fiber is subject to commodity pricing, the cost of various types of timber that we purchase in the market has at times fluctuated greatly due to weather, governmental, economic or other industry conditions. However, our mills are generally located in areas that are in close proximity to large and diverse supplies of timber. Our mills generally have the ability to procure wood fiber at competitive prices from third-party sources.

In addition to wood fiber, we use a significant quantity of various resins in our manufacturing processes. Resin product costs are influenced by changes in the prices of raw materials used to produce resin, primarily petroleum products, as well as competing demand for resin products. Currently, we purchase the majority of our resin from three major suppliers and believe our relationships with those suppliers to be good. However there can be no assurance that pricing or availability of resins will not be impacted based upon competing demand.

While a portion of our energy requirements are generated at our plants through the conversion of wood waste, we also purchase substantial amounts of energy in our operations, primarily electricity and natural gas. Energy prices have experienced significant volatility in recent years, particularly in deregulated markets. We attempt to mitigate our exposure to energy price changes through the selective use of long-term supply agreements.

Environmental Compliance

Our operations are subject to many environmental laws and regulations governing, among other things, discharges of pollutants and other emissions on or into land, water and air, the disposal of hazardous substances or other contaminants, the remediation of contamination and the restoration and reforestation of timberlands. In addition, certain environmental laws and regulations impose liability and responsibility on present and former owners, operators or users of facilities and sites for contamination at such facilities and sites without regard to

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causation or knowledge of contamination. Compliance with environmental laws and regulations can significantly increase the costs of our operations and otherwise result in significant costs and expenses. In some cases, plant closures can result in more onerous compliance requirements becoming applicable to a facility or a site. Violations of environmental laws and regulations can subject us to additional costs and expenses, including defense costs and expenses and civil and criminal penalties. We cannot assure you that the environmental laws and regulations to which we are subject will not become more stringent, or be more stringently implemented or enforced, in the future.

During 2012, the U.S. Environmental Protection Agency (EPA) finalized the Clean Air Act pollution standards. We estimate that we will be required to make capital expenditures in the range of $3 million to $13 million over the next six years to comply with such standards.

Our policy is to comply fully with all applicable environmental laws and regulations. We devote significant management attention to achieving full compliance. In addition, from time to time, we undertake construction projects for environmental control equipment or incur other environmental costs that extend an asset’s useful life, improve its efficiency or improve the marketability of certain properties.

Additional information concerning environmental matters is set forth under item 3, Legal Proceedings, and in Note 18 of the Notes to the consolidated financial statements included in item 8 of this report.

Employees

We employ approximately 4,200 people, about 575 of whom are members of unions, primarily in Canada, Chile and Brazil. We consider our relationship with our employees generally to be good. While we do not currently anticipate any work stoppage, there can be no assurance that work stoppages will not occur.

Available Information

We file annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements and other information with the Securities and Exchange Commission (“SEC”). Our SEC filings are available to the public over the Internet at the SEC’s website at http://www.sec.gov. You may also read and copy any document we file at the SEC’s public reference room at 100 F Street, NE., Washington, D.C. 20549. You may obtain information on the operation of the SEC’s public reference room in Washington, D.C. by calling the SEC at 1-800-SEC-0330.

In addition, we will make available our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act through our internet website at http://www.lpcorp.com as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC.

Segment and Price Trend Data

The following table sets forth, for each of the last three years: (1) our production volumes; (2) the estimated average wholesale price of OSB sold in the United States; and (3) our logs procured by source. In addition, information concerning our: (1) consolidated net sales by business segment; (2) consolidated profit (loss) by business segment; (3) identifiable assets by segment; (4) depreciation, amortization and cost of timber harvested; (5) capital expenditures; and (6) geographic segment information is included at Note 26 of the Notes to the consolidated financial statements included in item 8 of this report and information concerning our sales by product line is included in item 7 of this report.

Product Information Summary

For Years Ended December 31

(Dollar amounts in millions, except per unit)

	2013		2012		2011	
PRODUCTION VOLUMES[1]						
OSB, 3/8" basis, million square feet[2]	4,096		3,660		3,311	
South America OSB, million cubic meters	458		458		379	
Wood-based siding, 3/8" basis, million square feet	1,011		923		774	
Engineered I-joists, million lineal feet	74		63		56	
Laminated veneer lumber and laminated strand lumber, thousand cubic feet	7,783		6,633		6,339	
COMMODITY PRODUCT PRICE TRENDS[3]						
OSB, MSF, 7/16" span rating (North Central price)	$315		$271		$186	
OSB, MSF, 7/16" span rating (Western Canada price)	$300		$269		$154	
OSB, MSF, 7/16" span rating (Southwest price)	$293		$260		$172	
% LOGS BY SOURCES[4]						
Private cutting contracts	6	%	8	%	8	%
Government contracts	29	%	26	%	24	%
Purchased logs	65	%	67	%	68	%
Total volumes—million board feet	1,573		1,467		1,342	

(1) Includes purchases of products from joint ventures or purchased under contract manufacturing arrangements.

(2) Includes production at both our commodity and specialty mills in North America.

(3) Prices represent yearly averages stated in dollars per thousand square feet (MSF). Source: Random Lengths.

(4) Stated as a percentage of total log volume.

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ITEM 1A. Risk Factors

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

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

We have a high degree of product concentration. OSB accounted for about 58%, 57% and 48% of our North American sales in 2013, 2012 and 2011 and we expect OSB sales to continue to account for a substantial portion of our revenues and profits in the future. Concentration of our business in the OSB market further increases our sensitivity to commodity pricing and price volatility. In this competitive environment with so many variables for which we do not control, we cannot assure you that pricing for OSB or our other products will not decline from current levels.

Intense competition in the building products industry could prevent us from increasing or sustaining our net sales and profitability. The markets for our products are highly competitive. Our competitors range from very large, fully integrated forest and building products firms to smaller firms that may manufacture only one or a few types of products. We also compete less directly with firms that manufacture substitutes for wood building products. Many of our competitors have greater financial and other resources than we do, and certain of the mills operated by our competitors may be lower-cost producers than the mills operated by us.

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

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

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

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

Our pension and health care costs are subject to numerous factors which could cause these costs to change. We have defined benefit pension plans covering substantially all U.S. and Canadian employees. We provide retiree health care benefits to certain of our U.S. salaried and certain hourly employees. Our pension costs are dependent upon numerous pension plan provisions that are subject to interpretations and factors resulting from actual plan experience and assumptions of future experience. Pension plan assets are primarily made up of equity and fixed income investments. Fluctuations in actual equity market returns; changes in general interest rates and changes in the number of retirees may result in increased pension costs in future periods. Likewise, changes in assumptions regarding current discount rates and expected rates of return on plan assets could also change pension and health care costs. We are subject to market risk on pension plan assets as well as discount rates on long-term obligations. Significant adverse changes in the factors affecting our pension and health care costs could adversely affect our cash flows, financial condition and results of operations.

Our pension plans are currently underfunded, and over time we may be required to make cash payments to the plans, reducing the cash available for our business. We record a liability associated with our pension plans equal to the excess of the benefit obligation over the fair value of plan assets. The benefit liability recorded under the provisions of Accounting Standards Codification (ASC) 715, “Compensation—Retirement Benefits,” at December 31, 2013 was $51.8 million. Although we expect to contribute $2.0 million to $5.0 million to our plans in

2014, we continually reassess the amount and timing of any discretionary contributions. Over the next several years we may make significant contributions to the plans. The amount of such contributions will depend upon a number of factors, principally the actual earnings and changes in values of plan assets and changes in interest rates.

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

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

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

We are involved in various environmental matters, product liability and other legal proceedings. The outcome of these matters and proceedings and the magnitude of related costs and liabilities are subject to uncertainties. The conduct of our business involves the use of hazardous substances and the generation of contaminants and pollutants. In addition, the end-users of many of our products are members of the general public. We currently are or from time to time in the future may be involved in a number of environmental matters and legal proceedings, including legal proceedings involving anti-trust, warranty or non-warranty product liability claims, negligence and other claims, including claims for wrongful death, personal injury and property damage alleged to have arisen out of the use by others of our or our predecessors' products or the release by us or our predecessors of hazardous substances. Environmental matters and legal matters and proceedings, including class action settlements relating to certain of our products, have in the past caused and in the future may cause us to incur substantial costs. We have established contingency reserves in our consolidated financial statements with respect to the estimated costs of existing environmental matters and legal proceedings to the extent that our management has determined that such costs are both probable and reasonably estimable as to amount. However, such reserves are based upon various estimates and assumptions relating to future events and circumstances, all of which are subject to inherent uncertainties. We regularly monitor our estimated exposure to environmental and litigation loss contingencies and, as additional information becomes known, may change our estimates significantly. However, no estimate of the range of any such change can be made at this time. We may incur costs in respect of existing and future environmental matters and legal proceedings as to which no contingency reserves have been established. We cannot assure you that we will have sufficient resources available to satisfy the related costs and expenses associated with these matters and proceedings.

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

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

Our ability to service our indebtedness, to refinance our indebtedness or to fund our other liquidity needs is subject to various risks. Our ability to make scheduled payments on and to refinance our indebtedness depends on and is subject to our financial and operating performance, which in turn is affected by general and regional economic, financial, competitive, business and other factors, including the availability of financing in the banking and capital markets as well as the other risks described herein. In particular, demand for our products correlates to a significant degree to the level of residential construction activity in North America, which historically has been characterized by significant cyclicality. Over the last several years, housing starts remained below "normal" levels. There can be no assurance as to when, or if the housing market, will rebound to "normal levels". Accordingly, we cannot assure you that our business will generate sufficient cash flows from operations or that future borrowings will be available to us in an amount sufficient to enable us to service our debt, to refinance our debt or to fund our other liquidity needs. If we are unable to service our debt obligations or to fund our other liquidity needs, we could be forced to curtail our operations, reorganize our capital structure or liquidate some or all of our assets in a manner that could cause the holders of our securities to experience a partial or total loss of their investment in us.

We have not independently verified the results of third-party research or confirmed assumptions or judgments upon which it may be based, and the forecasted and other forward-looking information contained therein is subject to inherent uncertainties. We refer in this report and other documents that we file with the SEC to historical, forecasted and other forward-looking information published by sources such as RISI (Resource Information Systems, Inc.), FEA (Forest Economic Advisors, LLC), Random Lengths and the U.S. Census Bureau that we believe to be reliable.

However, we have not independently verified this information and, with respect to the forecasted and forward-looking information, have not independently confirmed the assumptions and judgments upon which it is based. Forecasted and other forward looking information is necessarily based on assumptions regarding future occurrences, events, conditions and circumstances and subjective judgments relating to various matters, and is subject to inherent uncertainties. Actual results may differ materially from the results expressed or implied by, or based upon, such forecasted and forward-looking information.

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

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

ITEM 1B. Unresolved Staff Comments

None.

ITEM 2. Properties

Information regarding our principal properties and facilities is set forth in the following tables. Information regarding production capacities is based on normal operating rates and normal production mixes under current market conditions, taking into account known constraints such as log supply. Market conditions, fluctuations in log supply, and the nature of current orders may cause actual production rates and mixes to vary significantly from the production rates and mixes shown.

ORIENTED STRAND BOARD

Oriented Strand Board Panel Plants

11 plants—5,775 million square feet annual capacity 3/8” basis

	Square feet in millions
Carthage, TX	500
Chambord, Quebec, Canada[1]	470
Dawson Creek, BC, Canada	380
Ft. St. John, British Columbia, Canada	820
Hanceville, AL	410
Jasper, TX	475
Maniwaki, Quebec, Canada	650
Roxboro, NC	500
Sagola, MI	410
Swan Valley, Manitoba, Canada	410
Thomasville, AL	750

SIDING

Siding and Specialty Plants

6 plants—1,320 million square feet annual capacity 3/8” basis

	Square feet in millions
Newberry, MI	150
Hayward, WI[2]	475
Tomahawk, WI	140
Two Harbors, MN	155
Roaring River, NC	300
East River, Nova Scotia, Canada	100

ENGINEERED WOOD PRODUCTS

I-joist Plants[3]

1 plant—80 million lineal feet annual capacity

	Lineal feet in millions
Red Bluff, CA	80

LVL Plants
2 plants—9,400 thousand cubic feet annual capacity

	Cubic feet in thousands
Golden, BC, Canada	4,800
Wilmington, NC	4,600

LSL Plant
1 plant—7,000 thousand cubic feet annual capacity

	Cubic feet in thousands
Houlton, ME	7,000

SOUTH AMERICAN OPERATIONS
3 plants—680 million square feet annual capacity 3/8” basis

	Square feet in millions
Panguipulli, Chile	130
Lautaro, Chile	160
Ponta Grossa, Brazil	390

1 Facility indefinitely curtailed as of December 31, 2013.
2 The Hayward, WI siding facility produces both commodity OSB and SmartSide siding.
3 In addition to the plants described, our 50/50 joint venture with Resolute Forest Products owns and operates a plant in St. Prime, Quebec, Canada and a plant in La Rouche, Quebec, Canada. The combined annual production capacity of these facilities is 140 million lineal feet.

CANADIAN TIMBERLAND LICENSE AGREEMENTS

Location	Acres
British Columbia	20,700,000
Manitoba	8,900,000
Nova Scotia	600,000
Quebec	27,700,000
Total timberlands under license agreements in Canada	57,900,000

We also have timber-cutting rights on 12,621 acres on government and privately owned timberlands in the U.S.
Our Canadian subsidiary has arrangements with four Canadian provincial governments which give our subsidiary the right to harvest a volume of wood off public land from defined forest areas under supply and forest management agreements, long-term pulpwood agreements, and various other timber licenses. The acreage noted above is the gross amount of the licenses and is not reflective of the amount of timber acreage that we currently manage. We also obtain wood from private parties in certain cases where the provincial governments require us to obtain logs from private parties prior to harvesting from the licenses to meet our raw materials needs.

ITEM 3. Legal Proceedings
Certain environmental matters and legal proceedings are discussed below.
ENVIRONMENTAL MATTERS
We are involved in a number of environmental proceedings and activities, and may be wholly or partially responsible for known or unknown contamination existing at a number of other sites at which we have conducted operations or disposed of wastes. Based on the information currently available, management believes that any fines, penalties or other costs or losses resulting from these matters will not have a material adverse effect on our financial position, results of operations, cash flows or liquidity.
ARS LITIGATION
On July 31, 2009, LP filed suit in the United States District Court for the Northern District of California captioned, Louisiana Pacific Corporation v. Money Market 1 Institutional Investment Dealer; Merrill Lynch & Co., Inc.; Merrill Lynch, Pierce, Fenner & Smith Incorporated; and Deutsche Bank Securities Inc. (Civil Action No.09cv3529). Merrill Lynch caused this case to be transferred to the United States District Court for the Southern District of New York (Civil Action No. 09 MD 2030) where Merrill Lynch had multiple similar cases pending as a result of a Multi-District Litigation Panel ruling. This matter arose out of LP's acquisition of certain ARS structured and underwritten by Merrill Lynch and Deutsche Bank with an approximate par value of $145.9 million. In the lawsuit, LP alleges that the defendants made misrepresentations and omissions of material facts in connection with the issuance of and the auctions for the ARS which constitute a violation of both state and federal securities laws, as well as common law fraud. LP seeks recovery of compensatory damages, rescission of the purchase of the securities at par value, consequential damages, punitive damages, attorneys' fees and any other damages the court deems appropriate under the circumstances.

On February 15, 2012, the Court granted Merrill Lynch's motion to dismiss the case against Merrill Lynch. LP is currently appealing this decision. Cases against MM1 remain pending in the Northern District of California and the Southern District of New York. LP is seeking default judgement against MM1 in both cases.

On November 30, 2012, we entered into a settlement agreement and mutual release with Deutsche Bank Securities Inc, (DBSI) relating to the case against DBSI. Pursuant to the agreement, DBSI, without admitting any liability or wrong-doing, paid to us the sum of $20 million, we dismissed the legal proceedings against DBSI with prejudice, and we and DBSI released the other from all claims and liabilities arising out of the sale and purchase of the auction rate securities and the related legal proceedings.

HARDBOARD TRIM LITIGATION
We were named in four putative class action lawsuits filed against us in United States District Courts during the first quarter of 2012 related to non-treated hardboard trim product formerly manufactured at our Roaring River, North Carolina hardboard plant: Brown v. Louisiana-Pacific Corporation., Case No. 4:12-CV-00102-RP-TJS (S.D. Iowa) (filed March 8, 2012, as a state-wide putative class); Holbrook v. Louisiana-Pacific Corporation, et al., Case No. 3:12-CV-00484-JGC (N.D. Ohio) (filed February 28, 2012, as a state-wide putative class); Bristol Village Inc. v. Louisiana-Pacific Corporation, et al., Case No. 1:12-CV-00263 (W.D.N.Y.) (filed March 30, 2012, as a state-wide putative class or, alternatively, as a nation-wide putative class) and Prevett v. Louisiana-Pacific, Case No. 6:12-CV-348-ORL-18-KRS (M.D. Fla) (filed March 5, 2012, as a state-wide putative class). A fifth lawsuit, Eugene Lipov v. Louisiana-Pacific, Case 1:12-CV-00439- JTN (W.D. Mich) (filed May 3, 2012) was filed as a statewide putative class action in the second quarter of 2012. These lawsuits follow two state-wide putative class action lawsuits previously filed against LP in United States District Courts:; Hart, et al. v. Louisiana-Pacific Corp., Case No. 2:08-CV-00047 (E.D.N.C.). and Ellis, et al. v. Louisiana-Pacific Corp., Case No. 3:11-CV-191 (W.D.N.C.) The Hart case was certified by the District Court as a class action on July 15, 2011.

Plaintiffs moved to combine pretrial matters through a Multidistrict Litigation (MDL) motion, filed as In Re: Louisiana-Pacific Corporation Trimboard Siding Marketing, Sales Practice and Products Liability Litigation MDL No. 2366 (U.S. Judicial Panel on Multidistrict Litigation) seeking to transfer all cases to the Eastern District of North Carolina. Louisiana-Pacific objected to the MDL motion and on June 11, 2012, the MDL Panel denied plaintiffs Motion to Transfer.

Subsequently, the Holbrook case was dismissed by the District Court on August 29, 2012 and has been appealed by the plaintiffs to the United States Court of Appeals for the Sixth Circuit. The Court of Appeals upheld the dismissal on all counts except the express warranty. The Ellis case was dismissed in its entirity by the District Court, and affirmed by the United States Court of Appeals for the Fourth Circuit on November 2, 2012. The Prevett v. Louisiana Pacific lawsuit was voluntarily dismissed by the plaintiffs on May 31, 2012. This lawsuit was replaced by Riley v. Louisiana-Pacific, Case No. 6:12-CV-00837-18 (M.D. Fla) (filed June 4, 2012 as a state-wide putative class). The Riley matter was voluntarily dismiss by the plaintiffs on December 17, 2013. The Lipov case was voluntarily dismissed by the plaintiffs on November 27, 2013. On August 30, 2013, the District Court in the Hart case decertified the class and granted summary judgment on the claims brought by the individual plantiffs dismissing the entire case. The plaintiff's have appealed the dismissal and decertification to the United States Court of Appeals for the Fourth Circuit. Hart was the only case out of the eight lawsuits filed that was at one time certified as a class action.

The plaintiffs in these lawsuits were seeking to certify classes consisting of all persons that own structures within the respective states in which the lawsuit were filed (or, in some cases, within the United States) on which the hardboard trim in question is installed. The plaintiffs seek unspecified damages and injunctive and other relief under various state law theories, including negligence, violations of consumer protection laws, and breaches of implied and express warranties, fraud, and unjust enrichment. While some individual owners of structures within the putative classes may have valid warranty claims, we believe that the claims asserted on a class basis are without merit and we intend to defend these matters vigorously. We have established warranty reserves for the hardboard trim in question pursuant to our normal business practices, and we do not believe that the resolution of these lawsuits will have a material effect on our financial condition, results of operations, cash flows or liquidity.

OTHER PROCEEDINGS

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

CONTINGENCY RESERVES

We maintain reserves for the estimated cost of the legal and environmental matters referred to above. However, as with any estimate, there is uncertainty of predicting the outcomes of claims and litigation and environmental investigations and remediation efforts that could cause actual costs to vary materially from current estimates. Due to various uncertainties, we cannot predict to what degree actual payments will exceed the recorded liabilities related to these matters. However, it is possible that, in either the near term or the longer term, revised estimates or actual payments will significantly exceed the recorded liabilities.

For information regarding our financial statement reserves for the estimated costs of the environmental and legal matters referred to above, see Note 18 of the Notes to financial statements included in item 8 in this report.

ITEM 4. Mine Safety Disclosures

N/A

PART II

ITEM 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

The common stock of LP is listed on the New York Stock Exchange with the ticker symbol "LPX." The Dow-Jones newspaper quotations symbol for the common stock is "LaPac." Information regarding the high and low sales prices for the common stock for each quarter of the last two years is as follows:

	1ST QTR	2ND QTR	3RD QTR	4TH QTR
HIGH AND LOW STOCK PRICES				
2013 High	$22.55	$21.70	$18.50	$18.96
Low	$18.93	$14.51	$14.73	$15.40
2012 High	$10.18	$11.00	$15.50	$19.34
Low	$7.66	$7.81	$9.87	$12.50

As of February 27, 2014, there were approximately 7,242 holders of record of our common stock. No dividends were paid in 2013 or 2012. Our ability to pay dividends in the future is subject to limitations set forth in the agreement governing our bank credit facility and the indenture governing our Senior Notes due in 2020.

ISSUER PURCHASES OF EQUITY SECURITIES

None.

PERFORMANCE GRAPH

The following graph compares the total cumulative return to investors, including dividends paid (assuming reinvestment of dividends) and appreciation or depreciation in stock price, from an investment in LP Common Stock for the period December 31, 2008 through December 31, 2013, to the total cumulative return to investors from the Standard & Poor's 500 Stock Index and the Standard & Poor's Paper and Forest Products Index for the same period. Stockholders are cautioned that the graph shows the returns to investors only as of the dates noted and may not be representative of the returns for any other past or future period.

	Dec-08	Dec-09	Dec-10	Dec-11	Dec-12	Dec-13
LOUISIANA-PACIFIC CORPORATION	$100	$447	$606	$517	$1,238	$1,187
S&P 500 INDEX	$100	$126	$146	$149	$172	$228
PAPER & FOREST PRODUCTS	$100	$196	$206	$235	$317	$399

ITEM 6. Selected Financial Data

Dollar amounts in millions, except per share Year ended December 31	2013	2012	2011	2010[1]	2009
SUMMARY INCOME STATEMENT DATA					
Net sales	$2,085.2	$1,691.2	$1,328.7	$1,351.4	$1,031.7
Income (loss) from continuing operations	177.4	29.5	(175.5)	(37.4)	(120.4)
Loss from discontinued operations	(0.3)	(0.7)	(5.6)	(1.2)	(1.4)
Net income (loss)	177.1	28.8	(181.1)	(38.6)	(121.8)
Net income (loss) attributed to Louisiana-Pacific Corporation	177.1	28.8	(181.3)	(39.0)	(120.9)
Income (loss) from continuing operations per share—basic	$1.27	$0.22	$(1.32)	$(0.29)	$(1.10)
Net income (loss) per share—basic	$1.27	$0.21	$(1.36)	$(0.30)	$(1.11)
Income (loss) from continuing operations per share—diluted	$1.23	$0.20	$(1.32)	$(0.29)	$(1.10)
Net income (loss) per share—diluted	$1.23	$0.20	$(1.36)	$(0.30)	$(1.11)
Average shares of common stock outstanding (millions)					
Basic	139.6	137.1	133.2	129.1	108.5
Diluted	144.3	142.6	133.2	129.1	108.5
Cash dividends declared per common share	$—	$—	$—	$—	$—
SUMMARY BALANCE SHEET INFORMATION					
Total assets	$2,493.3	$2,331.0	$2,139.9	$2,410.6	$2,620.3
Long-term debt, excluding current portion	$762.7	$782.7	$715.9	$714.5	$706.3
Contingency reserves, excluding current portion	$13.3	$12.8	$17.2	$25.9	$30.8
Stockholders’ equity	$1,226.3	$1,033.8	$1,000.9	$1,217.8	$1,253.5

1 As of January 1, 2010, LP adopted guidance codified under ASC Topic 860, “Transfers and Servicing” (ASC 860) which eliminated the concept of a qualifying special-purpose entity (QSPE) for accounting purposes.

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

OVERVIEW

General

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

To serve these markets, we operate in four segments: North America Oriented Strand Board (OSB); Siding; Engineered Wood Products (EWP); and South America. OSB is the most significant segment, accounting for 51% of continuing sales in 2013, 48% in 2012 and 41% in 2011.

OSB is sold as a commodity for which sales prices fluctuate daily based on market factors over which we have little or no control. We cannot predict whether the prices of our products will remain at current levels, increase or decrease in the future.

Planned Acquisition of Ainsworth Lumber Co. Ltd.

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

The requisite approvals of the Transaction by Ainsworth shareholders and the Supreme Court of British Columbia were obtained on October 29, 2013 and October 31, 2013, respectively. As of the date of this report, the consummation of the Transaction remains subject to other closing conditions, including the expiration or termination of the waiting period under the HSR Act and the receipt of other regulatory approvals and clearances, including under the Canadian Competition Act and the Investment Act of Canada. LP and Ainsworth have agreed to endeavor to cause all closing conditions (including the receipt of regulatory approvals) to be satisfied, which under certain circumstances could require the taking of actions that could adversely affect the value of the Transaction to us.

On February 12, 2014, LP and Ainsworth entered into timing agreements with each of the Canadian Competition Bureau (the "CCB") and the Antitrust Division of the U.S. Department of Justice (the "DOJ") pursuant to which LP and Ainsworth agreed, subject to certain conditions, that they will not consummate the Transaction before March 13, 2014 without the consent of the CCB and the DOJ. This action followed the receipt by each of LP and Ainsworth of (a) a "supplementary information request" for additional information and documents from the CCB and (b) a "second request" for additional information from the DOJ in connection with the Transaction.

In connection with the entry into the timing agreements, LP and Ainsworth also amended the Arrangement Agreement to extend the outside date for completion of the Transaction from March 4 to April 18, 2014. The Arrangement Agreement permits either party to extend the outside date if required to obtain certain regulatory approvals.

The Arrangement Agreement contains certain termination rights for each of LP and Ainsworth. Either party may terminate the Arrangement Agreement if: (i) the parties mutually agree; (ii) the Transaction has not been consummated by April 18, 2014 (subject to extension in certain circumstances); (iii) a governmental authority issues a law or order prohibiting the Transaction; (iv) the other party materially breaches its representations, warranties or

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covenants such that the applicable closing condition would not to be satisfied; or (v) the other party has incurred a Material Adverse Effect (as defined in the Arrangement Agreement).

We expect to fund the purchase price payable in the Transaction and related fees and expenses through a combination of cash on hand at LP and Ainsworth and borrowings under our revolving credit facility.

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

The Transaction is expected to have a material effect on LP’s consolidated financial position, results of operations and cash flows. For additional information, see the Ainsworth Lumber Co. Ltd. Notice of Special Meeting and Management Proxy Circular furnished as Exhibit 99.1 to LP's Current Report on Form 8-K dated September 30, 2013.

Factors Affecting Our Results

Revenues and Operating Costs.

We derive our revenues from sales of our products. The unit volumes of products sold and the prices at which sales are made determine the amount of our revenues. These volumes and prices are affected by the overall level of demand for, and supply of, products of the type we sell and comparable or substitute products, and by competitive conditions. Our operating results reflect the relationship between the amount of our revenues and our costs of production and other operating costs and expenses. Our costs of production are affected by, among other factors, costs of raw materials (primarily wood fiber and various petroleum-based resins) and energy costs, which in turn are affected by the overall market supply of and demand for these manufacturing inputs.

Demand for Building Products

Demand for our products correlates to a significant degree to the level of residential construction activity in North America, which historically has been characterized by significant cyclicality. This activity can be further delineated into three areas: (1) new home construction; (2) repair and remodeling; and (3) manufactured housing.

New Home Construction. Demand for our products correlates to a significant degree to the level of new home construction activity in North America, which historically has been characterized by significant cyclicality. The U.S. Census Bureau reported that actual single and multi-family housing starts in 2013 were about 18% higher than 2012, which were about 29% higher than such housing starts in 2011. However when comparing 2013 housing starts to the average of the last ten years as reported by the U.S. Census Bureau, 2013 housing starts were about 20% lower than that average. We believe that the reduced level of building is due to the continued high levels of unemployment, delayed household formations due to the sluggish economy, foreclosure activity and a more restrictive mortgage market.

While near term residential construction is constrained in the U.S., positive long-term fundamentals exist. Increased immigration, the changing age distribution of the population, the high number of adults living with their parents and historically low interest rates are expected to lead to more household formations. The chart below, which is based on data published by U.S. Census Bureau, provides a graphical summary of new housing starts for single and multi-family in the U.S. showing actual and rolling five and ten year averages for housing starts in thousands.

Repair and Remodeling. Demand for building materials to support home improvement projects is largely tied to the size and age of the existing housing stock in North America and consumer confidence. In this regard, the 1970s and 1980s had some of the highest levels of building activity. This puts these homes at an age of approximately 30-40 years, which has been shown to be consistent with the highest per home expenditure rate on repair and remodeling. With the rise in the number and scale of home improvement stores in North America, individuals now have ready and convenient access to obtain the building materials needed for repair and remodeling, as well as increased access to installation services.

Manufactured Housing. Over the last several years, manufactured housing has suffered. There are several factors that have led to the decline in the number of manufactured housing units produced, including a lack of available financing, increased ability of potential customers to purchase site-built starter homes and financial difficulties at some of the larger manufactured housing producers.

Supply of Building Products

OSB is a commodity product, and it is, along with all of our products, subject to competition from manufacturers worldwide. Product supply is influenced primarily by fluctuations in available manufacturing capacity and imports. According to FEA (Forest Economic Advisors, LLC), total North American OSB annual production capacity is projected to increase by approximately 2.6 billion square feet in the period from 2014 to 2018 while plywood production capacity is projected to increase by 0.2 billion square feet for the same period. According to FEA, OSB accounted for approximately 65% of North American structural panel production capacity in 2013, with plywood accounting for the remainder. Going forward, it is expected that OSB will continue to capture market share from plywood. FEA forecasts, as of December 2013, that OSB will comprise approximately 67% of the structural panel market by 2018. The chart below, which is based on data and forecasts published by FEA, depicts past and forecasted North America structural wood production capacities in billions of square feet.

Putting Demand and Supply Together

As noted above, demand for building products is influenced by the general economy, demographics and need for housing. In the case of OSB, generally, lower demand coupled with higher production capacity will result in lower pricing. The chart below, as calculated by FEA (as of December 2013), shows the demand capacity ratio (demand divided by supply) for OSB in 2010 through 2013 as well as FEA’s forecast through 2018 based upon estimated future demand and supply.

Product Pricing.
Historical prices for our products have been volatile, and we, like other participants in the building products industry, have limited influence over the timing and extent of price changes for our products. The estimated average North Central wholesale price for OSB (per thousand square feet 7/16” basis) from 2007 through 2013, as published by Random Lengths, an industry publication, is presented below. FEA’s forecast (as of December 2013) for average North Central wholesale pricing for OSB (per thousand square feet 7/16” basis) through 2018 is also shown.

Implementation of System Upgrade
During 2012, we conducted a thorough review of our business to assess our current information systems. After extensive study and analysis, we determined that a system upgrade was required. We do anticipate that this initial system upgrade will provide us benefits in terms of reporting and data analysis in addition to upgrading our aging systems. We anticipate the cost of implementation, both capital and expense, to be approximately $30 million which will consist primarily of software and hardware costs, system integration costs, labor costs, and data migration. We anticipate completing the first stage of the systems upgrade in early 2014 and will then embark on further enhancements.

CRITICAL ACCOUNTING POLICIES AND SIGNIFICANT ESTIMATES

A discussion of our significant accounting policies and significant accounting estimates and judgments is presented in Note 1 of the Notes to the financial statements in item 8 of this report. Throughout the preparation of the financial statements, we employ significant judgments in the application of accounting principles and methods. These judgments are primarily related to the assumptions used to arrive at various estimates. For 2013, these significant accounting estimates and judgments include:

Legal Contingencies. Our estimates of loss contingencies for legal proceedings are based on various judgments and assumptions regarding the potential resolution or disposition of the underlying claims and associated costs. In making judgments and assumptions regarding legal contingencies for ongoing class action settlements, we consider, among other things, discernible trends in the rate of claims asserted and related damage estimates and information obtained through consultation with statisticians and economists, including statistical analysis of potential outcomes based on experience to date and the experience of third parties who have been subject to product-related claims judged to be comparable. Due to the numerous variables associated with these judgments and assumptions, both the precision and reliability of the resulting estimates of the related loss contingencies are subject to substantial uncertainties. We regularly monitor our estimated exposure to these contingencies and, as additional information becomes known, may change our estimates significantly.

Environmental Contingencies. Our estimates of loss contingencies for environmental matters are based on various judgments and assumptions. These estimates typically reflect judgments and assumptions relating to the probable nature, magnitude and timing of required investigation, remediation and/or monitoring activities and the probable cost of these activities, and in some cases reflect judgments and assumptions relating to the obligation or willingness and ability of third parties to bear a proportionate or allocated share of the cost of these activities, including third parties who purchased assets from us subject to environmental liabilities. We consider the ability of third parties to pay their apportioned cost when developing our estimates. In making these judgments and assumptions related to the development of our loss contingencies, we consider, among other things, the activity to date at particular sites, information obtained through consultation with applicable regulatory authorities and third-party consultants and contractors and our historical experience at other sites that are judged to be comparable. Due to the numerous variables associated with these judgments and assumptions, and the effects of changes in governmental regulation and environmental technologies, both the precision and reliability of the resulting estimates of the related contingencies are subject to substantial uncertainties. We regularly monitor our estimated exposure to environmental loss contingencies and, as additional information becomes known, may change our estimates significantly. At December 31, 2013, we excluded from our estimates approximately $2.1 million of potential environmental liabilities that we estimate will be allocated to third parties pursuant to existing and anticipated future cost sharing arrangements.

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

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

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

Due to the numerous variables associated with our judgments and assumptions relating to the valuation of assets in these circumstances, and the effects of changes in circumstances affecting these valuations, both the precision and reliability of the resulting estimates of the related impairment charges are subject to substantial uncertainties and, as additional information becomes known, we may change our estimates significantly.

Income Taxes. The determination of the provision for income taxes, and the resulting current and deferred tax assets and liabilities, involves significant management judgment, and is based upon information and estimates available to management at the time of such determination. The final income tax liability to any taxing jurisdiction with respect to any calendar year will ultimately be determined long after our financial statements have been published for that year. We maintain reserves for known estimated tax exposures in federal, state and international jurisdictions; however, actual results may differ materially from our estimates.

Judgment is also applied in determining whether deferred tax assets will be realized in full or in part. When we consider it to be more likely than not that all or some portion of a deferred tax asset will not be realized, a valuation allowance is established for the amount of the deferred tax asset that is estimated not to be realizable. As of December 31, 2013, we had established valuation allowances against certain deferred tax assets, primarily related to state and foreign carryovers of net operating losses, credits and capital losses. We have not established valuation allowances against other deferred tax assets based upon positive evidence such as recent earnings history, generally improving economic conditions and deferred tax liabilities which we anticipate to reverse within the carry forward period. Accordingly, changes in facts or circumstances affecting the likelihood of realizing a deferred tax asset could result in the need to record additional valuation allowances.

Pension Plans. Most of our U.S. employees and many of our Canadian employees participate in defined benefit pension plans sponsored by LP. We account for the consequences of our sponsorship of these plans in accordance with accounting principles generally accepted in the U.S., which require us to make actuarial assumptions that are used to calculate the related assets, liabilities and expenses recorded in our financial statements. While we believe we have a reasonable basis for these assumptions, which include assumptions regarding long-term rates of return on plan assets, life expectancies, rates of increase in salary levels, rates at which future values should be discounted to determine present values and other matters, the amounts of our pension related assets, liabilities and expenses recorded in our financial statements would differ if we used other assumptions. See further discussion related to pension plans below under the heading “Defined Benefit Pension Plans” and in Note 13 of the Notes to the consolidated financial statements included in item 8 of this report.

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

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

NON-GAAP FINANCIAL MEASURES

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

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

The following table presents significant items by operating segment and reconciles results from continuing operations to EBITDA from continuing operations and Adjusted EBITDA from continuing operations:

Year Ended December 31, 2013 (Dollar amounts in millions)	OSB	Siding	EWP	South America	Other	Corporate	Total
Sales	$1,068.1	$573.8	$267.6	$171.5	$13.4	$(9.2)	$2,085.2
Depreciation and amortization	49.9	16.4	12.6	10.5	0.1	1.8	91.3
Cost of sales and selling and administrative	803.3	471.6	268.3	141.0	17.2	85.7	1,787.1
Loss on sales of and impairments of long-lived assets	—	—	—	—	—	0.2	0.2
Other operating credits and charges, net	—	—	—	—	—	3.8	3.8
Total operating costs	853.2	488.0	280.9	151.5	17.3	91.5	1,882.4
Income (loss) from operations	214.9	85.8	(13.3)	20.0	(3.9)	(100.7)	202.8
Total non-operating expense	—	—	—	—	—	3.8	3.8
Income (loss) before income taxes and equity in (income) loss of unconsolidated affiliates	214.9	85.8	(13.3)	20.0	(3.9)	(96.9)	206.6
Provision for income taxes	—	—	—	—	—	41.1	41.1
Equity in (income) loss of unconsolidated affiliates	(15.4)	—	1.0	—	2.5	—	(11.9)
Income (loss) from continuing operations	$230.3	$85.8	$(14.3)	$20.0	$(6.4)	$(138.0)	$177.4
Reconciliation of income (loss) from continuing operations to EBITDA from continuing operations							
Income (loss) from continuing operations	$230.3	$85.8	$(14.3)	$20.0	$(6.4)	$(138.0)	$177.4
Provision for income taxes	—	—	—	—	—	41.1	41.1
Interest expense, net of capitalized interest	—	—	—	—	—	36.0	36.0
Depreciation and amortization	49.9	16.4	12.6	10.5	0.1	1.8	91.3
EBITDA from continuing operations	280.2	102.2	(1.7)	30.5	(6.3)	(59.1)	345.8
Stock based compensation expense	1.0	0.6	0.6	—	—	6.6	8.8
Loss on sales of and impairments of long-lived assets	—	—	—	—	—	0.2	0.2
Other operating credits and charges, net	—	—	—	—	—	3.8	3.8
Early debt extinguishment	—	—	—	—	—	2.3	2.3
Other operating credits and charges, associated with JV's	—	—	—	—	—	2.7	2.7
Gain on acquisition	—	—	—	—	—	(35.9)	(35.9)
Gain on sale of joint venture	—	—	—	—	—	(1.2)	(1.2)
Expenses associated with proposed acquisition of Ainsworth Lumber Co. Ltd.	—	—	—	—	—	7.6	7.6

Investment income	—	—	—	—	—	(10.3)	(10.3)
Depreciation included in equity in (income) loss of unconsolidated affiliates	3.4	—	0.2	—	2.8	—	6.4
Adjusted EBITDA from continuing operations	$284.6	$102.8	$(0.9)	$30.5	$(3.5)	$(83.3)	$330.2

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Year Ended December 31, 2012 (Dollar amounts in millions)	OSB	Siding	EWP	South America	Other	Corporate	Total
Sales	$814.1	$500.9	$213.4	$168.8	$12.8	$(18.8)	$1,691.2
Depreciation and amortization	33.1	15.5	11.0	12.0	0.1	1.7	73.4
Cost of sales and selling and administrative	663.1	418.0	215.8	138.8	17.7	58.2	1,511.6
Loss on sales of and impairments of long-lived assets	—	—	—	—	—	4.9	4.9
Other operating credits and charges, net	—	—	—	—	—	(2.9)	(2.9)
Total operating costs	696.2	433.5	226.8	150.8	17.8	61.9	1,587.0
Income (loss) from operations	117.9	67.4	(13.4)	18.0	(5.0)	(80.7)	104.2
Total non-operating expense	—	—	—	—	—	(69.4)	(69.4)
Income (loss) before income taxes and equity in (income) loss of unconsolidated affiliates	117.9	67.4	(13.4)	18.0	(5.0)	(150.1)	34.8
Provision for income taxes	—	—	—	—	—	7.0	7.0
Equity in (income) loss of unconsolidated affiliates	(6.1)	—	0.5	—	3.9	—	(1.7)
Income (loss) from continuing operations	$124.0	$67.4	$(13.9)	$18.0	$(8.9)	$(157.1)	$29.5
Reconciliation of income (loss) from continuing operations to adjusted EBITDA from continuing operations							
Income (loss) from continuing operations	$124.0	$67.4	$(13.9)	$18.0	$(8.9)	$(157.1)	$29.5
Provision for income taxes	—	—	—	—	—	7.0	7.0
Interest expense, net of capitalized interest	—	—	—	—	—	49.3	49.3
Depreciation and amortization	33.1	15.5	11.0	12.0	0.1	1.7	73.4
EBITDA from continuing operations	157.1	82.9	(2.9)	30.0	(8.8)	(99.1)	159.2
Stock based compensation expense	0.9	0.5	0.5	—	—	6.5	8.4
Loss on sales of and impairments of long-lived assets	—	—	—	—	—	4.9	4.9
Other operating credits and charges, net	—	—	—	—	—	(2.9)	(2.9)
Early debt extinguishment	—	—	—	—	—	52.2	52.2
Gain on settlement of litigation related to ARS	—	—	—	—	—	(20.0)	(20.0)
Investment income	—	—	—	—	—	(14.8)	(14.8)
Depreciation included in equity in loss of unconsolidated affiliates	8.3	—	0.5	—	3.8	—	12.6
Adjusted EBITDA from continuing operations	$166.3	$83.4	$(1.9)	$30.0	$(5.0)	$(73.2)	$199.6

Year Ended December 31, 2011 (Dollar amounts in millions)	OSB	Siding	EWP	South America	Other	Corporate	Total
Sales	$542.0	$429.8	$203.3	$144.9	$11.2	$(2.5)	$1,328.7
Depreciation and amortization	36.3	15.5	12.6	11.6	0.2	2.1	78.3
Cost of sales and selling and administrative	554.7	372.3	206.2	121.7	16.7	61.8	1,333.4
Loss on sales of and impairments of long-lived assets	—	—	—	—	—	73.9	73.9
Other operating credits and charges, net	—	—	—	—	—	(11.2)	(11.2)
Total operating costs	591.0	387.8	218.8	133.3	16.9	126.6	1,474.4
Income (loss) from operations	(49.0)	42.0	(15.5)	11.6	(5.7)	(129.1)	(145.7)
Total non-operating expense	—	—	—	—	—	(44.0)	(44.0)
Income (loss) before income taxes and equity in loss of unconsolidated affiliates	(49.0)	42.0	(15.5)	11.6	(5.7)	(173.1)	(189.7)
Benefit for income taxes	—	—	—	—	—	(41.1)	(41.1)
Equity in loss of unconsolidated affiliates	14.5	—	—	—	12.4	—	26.9
Income (loss) from continuing operations	$(63.5)	$42.0	$(15.5)	$11.6	$(18.1)	$(132.0)	$(175.5)
Reconciliation of income (loss) from continuing operations to adjusted EBITDA from continuing operations							
Income (loss) from continuing operations	$(63.5)	$42.0	$(15.5)	$11.6	$(18.1)	$(132.0)	$(175.5)
Benefit for income taxes	—	—	—	—	—	(41.1)	(41.1)
Interest expense, net of capitalized interest	—	—	—	—	—	56.9	56.9
Depreciation and amortization	36.3	15.5	12.6	11.6	0.2	2.1	78.3
EBITDA from continuing operations	$(27.2)	$57.5	$(2.9)	$23.2	$(17.9)	$(114.1)	$(81.4)
Stock based compensation expense	0.8	0.5	0.5	—	—	6.0	7.8
Loss on sales of and impairments of long-lived assets	—	—	—	—	—	73.9	73.9
Other operating credits and charges, net	—	—	—	—	—	(11.2)	(11.2)
Other than temporary asset impairment	—	—	—	—	—	14.8	14.8
Investment income	—	—	—	—	—	(28.7)	(28.7)
Depreciation included in equity in loss of unconsolidated affiliates	8.3	—	0.5	—	4.6	—	13.4
Adjusted EBITDA from continuing operations	$(18.1)	$58.0	$(1.9)	$23.2	$(13.3)	$(59.3)	$(11.4)

RESULTS OF OPERATIONS

We reported net income of $177.1 million ($1.23 per diluted share) in 2013, which was comprised of income from continuing operations of $177.4 million ($1.23 per diluted share) and a loss from discontinued operations of $0.3 million ($0.00 per diluted share). This compares to net income of $28.8 million ($0.20 per diluted share) in 2012, which was comprised of income from continuing operations of $29.5 million ($0.20 per diluted share) and a loss from discontinued operations of $0.7 million ($0.00 per diluted share). We reported a net loss attributable to LP of $181.3 million ($1.36 per diluted share) in 2011, which was comprised of loss from continuing operations attributed to LP of $175.7 million ($1.32 per diluted share) and a loss from discontinued operations of $5.6 million ($0.04 per diluted share).

Net sales in 2013 were $2.1 billion, an increase of 23% from 2012 net sales of $1.7 billion. Net sales in 2012 as compared to 2011 were higher by 27%. Sales in 2013 were positively impacted by increases in OSB selling prices relative to 2012 and 2011.

Our results of operations for each of our segments are discussed below, as are results of operations for the “other” category which comprises other products that are not individually significant. See Note 26 of the Notes to the consolidated financial statements included in item 8 of this report for further information regarding our segments.

OSB

Our OSB segment manufactures and distributes OSB structural panel products in North America and certain export markets. OSB is an innovative, affordable and environmentally smart product made from wood strands arranged in layers and bonded with resin. We believe we are the largest and one of the most efficient producers of OSB in North and South America.

According to FEA, it is estimated for 2013 that OSB accounted for approximately 61% of the structural panel consumption in North America with plywood accounting for the remainder. We estimate that the overall North American structural panel market (based upon 2013 housing starts) was 28.3 billion square feet with the OSB market comprising an estimated 17.3 billion square feet of this market. Based upon our production in 2013 of 4.1 billion square feet, we estimate that we account for 24% of the North American OSB market and 14% of the overall North American structural panel market.

To enhance our industry leading position in the OSB business, we plan to: (1) leverage our expertise in OSB to capitalize on new opportunities for revenue growth through new product lines; (2) improve net realizations relative to weighted-average OSB regional pricing; (3) reduce costs and improve throughput and recovery by continuing to focus on efficiency, raw materials cost reductions and logistics; and (4) manage our capacity to meet our customers' expected needs for OSB demand.

OSB is manufactured through the use of wood strands arranged in layers and bonded with resins and wax. Significant cost inputs to produce OSB and approximate breakdown percentages for the year ended December 31, 2013 include wood (33%), resin and wax (24%), labor and burden (15%), utilities (6%) and manufacturing and other (22%).

Segment sales, operating profits (losses) and Adjusted EBITDA from continuing operations for this segment were as follows:

Dollar amounts in millions				Increase (decrease)	
Year ended December 31,	2013	2012	2011	2013 - 2012	2012 - 2011
Sales	$1,068.1	$814.1	$542.0	31 %	50 %
Operating profits (losses)	$230.3	$124.0	$(63.5)	86 %	295 %
Adjusted EBITDA from continuing operations	$284.6	$166.3	$(18.1)	71 %	1,019 %

Percent changes in average sales prices and unit shipments for the year ended 2013 compared to 2012 and 2012 compared to 2011 were as follows:

	2013 versus 2012		2012 versus 2011	
	Average Net Selling Price	Unit Shipments	Average Net Selling Price	Unit Shipments
OSB	20 %	11 %	36 %	12 %

2013 compared to 2012
OSB prices increased compared to 2012. The increase in OSB prices was likely due to strengthening of the relationship between regional supply and demand based upon currently operating facilities across the industry. The increase in selling prices favorably impacted operating results and Adjusted EBITDA from continuing operations by approximately $170 million for 2013 as compared to 2012. Sales volumes increased due to the improved housing market as well as continued movement into industrial applications and increased exports. As of December 31, 2013, one of our OSB mills was indefinitely curtailed. Two mills were restarted during 2013.
2012 compared to 2011
OSB prices increased compared to 2011. The increase in OSB prices was likely due to strengthening of the relationship between regional supply and demand based upon currently operating facilities across the industry. The increase in selling price favorably impacted operating results and Adjusted EBITDA from continuing operations by approximately $201 million for 2012 as compared to 2011. Sales volumes increased due to the improved housing market as well as continued movement into industrial applications and increased exports. As of December 31, 2012, three of our OSB mills were indefinitely curtailed.
Siding
Our siding segment produces and markets wood-based siding and related accessories and commodity OSB products. We believe that we are a leading wood composite exterior siding producer in North America. We manufacture exterior siding and other cladding products for the residential and commercial building markets, retain and non-residential structures. Additionally, we are seeking to optimize our current capacity by extending the hardboard lifecycle through innovative new products and features.
Our strategy is to drive product innovation by utilizing our technological expertise in wood and wood composites to better address the needs of our customers. We intend to increase our product offerings and production capacity of higher margin, value-added products through the addition of lower cost plants or the conversion of OSB plants from commodity structural panel production to OSB-based exterior siding products.
Segment sales, operating profits and Adjusted EBITDA from continuing operations for this segment were as follows:

Dollar amounts in millions				Increase (decrease)	
Year ended December 31,	2013	2012	2011	2013 – 2012	2012 – 2011
Sales	$573.8	$500.9	$429.8	15 %	17 %
Operating profits	$85.8	$67.4	$42.0	27 %	60 %
Adjusted EBITDA from continuing operations	$102.8	$83.4	$58.0	23 %	44 %

Sales in this segment by product line were as follows:

Dollar amount in millions				Increase (decrease)	
Year ended December 31,	2013	2012	2011	2013 – 2012	2012 – 2011
SmartSide® siding	$468.2	$398.0	$341.5	18 %	17 %
Commodity OSB	52.8	46.1	31.5	15 %	46 %
CanExel siding and other hardboard related products	52.8	56.8	56.8	(7)%	— %
Total	$573.8	$500.9	$429.8		

Percent changes in average sales prices and unit shipments for the year ended 2013 compared to 2012 and 2012 compared to 2011 are as follows:

	2013 versus 2012		2012 versus 2011	
	Average Net Selling Price	Unit Shipments	Average Net Selling Price	Unit Shipments
SmartSide® siding	3 %	15 %	2 %	15 %
Commodity OSB	23 %	(10)%	37 %	— %
CanExel siding	(1)%	(9)%	1 %	(2)%

2013 compared to 2012

Siding sales volumes increased in our SmartSide® siding line due to continued penetration in several key focus markets including retail, repair and remodel markets, sheds and increased housing demand. Sales prices in our SmartSide siding product as compared to the prior year increased due primarily to changes in product mix as well as price increases implemented to offset increases in raw material costs.

Sales volumes declined slightly in our Canexel siding lines due to lower demand in Canada and international sales, primarily Europe. Sales prices were down slightly between years due to the impact of the fluctuations in the Canadian dollar related to the U.S dollar. Sales prices in the Canadian dollar increased by 3% between years.

Sales prices increased for our commodity OSB products as described in the discussion of our OSB segment above. The increase in selling price favorably impacted operating results and Adjusted EBITDA from continuing operations by approximately $8 million for 2013 as compared to 2012.

Overall, the increases in operating results for our siding segment for 2013 as compared to 2012 were due to increased OSB pricing and higher sales volumes in our SmartSide® siding line.

2012 compared to 2011

Siding sales volumes increased in our SmartSide® siding line due to continued penetration in several key focus markets, including retail, repair and remodel markets and sheds. Sales prices in our SmartSide® siding product as compared to the prior year increased due primarily to changes in product mix as well as a price increase implemented at the beginning of the second quarter of 2012. The price increase was implemented to offset increases in raw material costs.

Sales volumes declined slightly in our CanExel siding lines due to our distributors balancing supply and demand and lower shipments to Europe. Sales prices were flat between years.

Sales prices increased for our commodity OSB products as described in the discussion of our OSB segment above. The increase in selling price favorably impacted operating results and Adjusted EBITDA from continuing operations by approximately $11 million for 2012 as compared to 2011.

Overall, the increases in operating results for our siding segment for 2012 as compared to 2011 was primarily due to increased OSB pricing and higher sales volumes in our SmartSide® siding line.

Engineered Wood Products

Our EWP segment manufactures and distributes LVL, I-Joists, LSL and other related products. This segment also includes the sale of I-Joist and LVL products produced by our joint venture with Resolute Forest Products (formerly AbitibiBowater) and under a sales and marketing arrangement with Murphy Plywood. Included in this segment is a plywood mill, which primarily produces plywood as a by-product from the LVL production process.

Our strategy is to strengthen our brand name recognition in the EWP market by enhancing our product mix and quality, providing superior technical support to our customers and leveraging our sales and marketing relationships to cross-sell our EWP products. Additionally, we are seeking to drive costs down by rationalizing our production capacity across geographic areas and improving operating efficiencies in our manufacturing facilities.

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

Dollar amount in millions				Increase (decrease)	
Year ended December 31,	2013	2012	2011	2013 – 2012	2012 – 2011
Sales	$267.6	$213.4	$203.3	25 %	5 %
Operating losses	$(14.3)	$(13.9)	$(15.5)	(3)%	10 %
Adjusted EBITDA from continuing operations	$(0.9)	$(1.9)	$(1.9)	53 %	— %

Sales in this segment by product line were as follows:

Dollar amount in millions				Increase (decrease)	
Year ended December 31,	2013	2012	2011	2013 – 2012	2012 – 2011
LVL / LSL	$126.2	$104.7	$103.3	21 %	1 %
I-joist	89.7	69.8	62.6	29 %	12 %
Related products	51.7	38.9	37.4	33 %	4 %
Total	$267.6	$213.4	$203.3		

Percent changes in average sales prices and unit shipments for the year ended 2013 compared to 2012 and 2012 compared to 2011 are as follows:

	2013 versus 2012		2012 versus 2011	
	Average Net Selling Price	Unit Shipments	Average Net Selling Price	Unit Shipments
LVL/LSL	3 %	17 %	(1)%	4 %
I-joist	10 %	17 %	1 %	11 %

2013 compared to 2012

Sales volumes increased in LVL/LSL and I-joist due to increased demand in the U.S. housing market with offsetting reductions in exports. Net average selling prices increased due to price increases implemented to offset higher raw material costs.

The results of operations were lower for 2013 as compared to 2012 due to increases in raw material costs, primarily OSB and lumber, which were partially offset by increases in sales prices.

2012 compared to 2011

Sales volumes increased in LVL/LSL and I-joist due to increased demand in the U.S. housing market with offsetting reductions in exports. Net average selling prices remained relatively flat in both product lines.

Improvements in our results of operations for 2012 as compared to the prior year are primarily related to reduced depreciation at our LSL facility due to an impairment recorded in the third quarter of 2011.

South America

Our South America segment manufactures and distributes OSB structural panel and siding products in South America. We operate in two geographic areas of South America, Chile and Brazil.

Dollar amount in millions				Increase (decrease)	
Year ended December 31,	2013	2012	2011	2013 – 2012	2012 – 2011
Sales	$171.5	$168.8	$144.9	2 %	16 %
Operating profits	$20.0	$18.0	$11.6	11 %	55 %
Adjusted EBITDA from continuing operations	$30.5	$30.0	$23.2	2 %	29 %

Sales in this segment by production location were as follows:

Dollar amount in millions				Increase (decrease)	
Year ended December 31,	2013	2012	2011	2013 – 2012	2012 – 2011
Chile	$111.9	$112.6	$89.3	(1)%	26 %
Brazil	59.6	56.2	55.6	6 %	1 %
Total	$171.5	$168.8	$144.9		

Percent changes in average sales prices and unit shipments for the year ended 2013 compared to 2012 and 2012 compared to 2011 are as follows:

	2013 versus 2012		2012 versus 2011	
	Average Net Selling Price	Unit Shipments	Average Net Selling Price	Unit Shipments
Chile	4 %	(3)%	8 %	19 %
Brazil	1 %	(4)%	(7)%	12 %

2013 compared to 2012

In our Chilean operations, sales volumes decreased due to increased imports from North America. Sales volumes in Brazil decreased due to reduced production related to maintenance work completed on its press during the year. Sales prices in Chile increased in 2013, compared to 2012 due to price increases implemented. Sales prices in Brazil increased slightly due to the impact of the fluctuations in the Brazilian real related to the U.S. dollar as a majority of these sales are in local markets. Local currency selling prices in Chile increased by 5% and local currency selling prices in Brazil increased by 12% in 2013 as compared to 2012.

2012 compared to 2011

In our Chilean operations, sales volumes increased due to continued penetration in local markets. Sales volumes in Brazil increased due to increased penetration in local markets as well as continued increases in exports to China. Changes in price are due to the impact of the fluctuations in the Chilean peso and Brazil real relative to the U.S. dollar as a majority of these sales are in local markets. In terms of changes in sales price based upon local relative currencies, we realized increases in average net selling prices in Chile and Brazil of 10% and 9%, respectively in 2012 as compared to 2011.

Other

Our other products category includes our remaining timber and timberlands and other minor products, services and closed operations which are not classified as discontinued operations. Additionally, our other products category included our U.S. Greenfiber joint venture interest and our moulding operations, both of which were sold during 2013. Sales, operating losses and adjusted EBITDA from continuing operations for this category were as follows:

Dollar amount in millions				Increase (decrease)	
Year ended December 31,	2013	2012	2011	2013 – 2012	2012 – 2011
Sales	$13.4	$12.8	$11.2	5 %	14 %
Operating losses	$(6.4)	$(8.9)	$(18.1)	28 %	51 %
Adjusted EBITDA from continuing operations	$(3.5)	$(5.0)	$(13.3)	30 %	62 %

2013 compared to 2012

Overall, operating results in our other products businesses were higher due to slightly improved operation in our U.S. Greenfiber joint venture (prior to the sale of this entity) and reduced costs associated with non-operating sites.

2012 compared to 2011

Overall, operating results associated with these activities were positively impacted by the performance of our U.S. Greenfiber joint venture.

GENERAL CORPORATE AND OTHER EXPENSE, NET

Net general corporate expense was $96.7 million in 2013 as compared to $78.7 million in 2012 and $66.4 million in 2011. General corporate and other expenses primarily consist of corporate overhead such as wages and benefits for corporate personnel, professional fees, insurance, travel costs, non-product specific marketing and other expenses. The increase in 2013 as compared to 2012 was due to costs associated with our system upgrade as well as increased costs associated with the proposed acquisition of Ainsworth Lumber Co. Ltd. The increase in 2012 as compared to 2011 was due to higher accruals under the management incentive program as well as increased legal costs. During 2011, we did not pay any management incentives.

OTHER OPERATING CREDITS AND CHARGES, NET

For a discussion of other operating credits and charges, net, see Notes 1 and 16 of the Notes to the consolidated financial statements included in item 8 of this report.

GAIN (LOSS) ON SALES OF AND IMPAIRMENTS OF LONG-LIVED ASSETS

For a discussion of gain (loss) on sales of and impairments of long-lived assets, see Notes 1 and 17 of the Notes to the consolidated financial statements included in item 8 of this report.

NON-OPERATING INCOME (EXPENSE)

In 2013, net non-operating income was $3.8 million compared to expense of $69.4 million in 2012 and $44.0 million in 2012. Components of non-operating income (expense) were as follows:

	Year ended December 31,		
Dollar amounts in millions	2013	2012	2011
Interest expense	$(36.2)	$(48.0)	$(54.4)
Amortization of debt charges	(1.4)	(1.5)	(2.6)
Capitalized interest	1.6	0.2	0.1
Interest expense, net of capitalized interest	(36.0)	(49.3)	(56.9)
Investment income	9.4	13.0	13.3
Realized gains from the sales of investments	—	—	15.2
SERP market adjustments	0.9	1.8	0.2
Investment income	10.3	14.8	28.7
Other than temporary impairment	—	—	(14.8)
Foreign currency gains (losses)	(5.3)	(2.7)	(1.0)
Gain on settlement of litigation related to ARS	—	20.0	—
Gain on acquisition	35.9	—	—
Gain on sale of joint venture	1.2	—	—
Early debt extinguishment	(2.3)	(52.2)	—
Other non-operating expense	29.5	(34.9)	(1.0)
Total non-operating income (expense)	$3.8	$(69.4)	$(44.0)

EQUITY IN EARNINGS OF UNCONSOLIDATED AFFILIATES

We have participated in several joint venture arrangements. These include: (1) a joint venture with Casella Waste Management Systems, Inc. to produce cellulose insulation; (2) a joint venture with Canfor Corporation to construct and operate an OSB mill in British Columbia; and (3) a joint venture with Resolute Forest Products to construct and operate two I-joist facilities in Quebec.

In 2000, we and Casella Waste Management Systems, Inc., each contributed most of the assets of our respective cellulose insulation operations to a joint venture, U.S. GreenFiber, LLC (GreenFiber). Pursuant to the joint venture agreement, each company owned 50% of GreenFiber. GreenFiber elected to be treated as a partnership for income tax purposes and therefore the entity is not taxed directly. The results of this operation are included within Other Products. In December of 2013, we sold our 50% interest in GreenFiber and recognized a gain of $1.2 million.

In 2003, we and Canfor Corporation, entered into a joint venture to construct and operate an 820 million square foot OSB facility in British Columbia, Canada. Pursuant to the joint venture agreement, each company owns 50% of the venture, with LP being responsible for all North American sales from this facility. The results of this operation is included in our OSB segment. In 2013, we acquired the remaining 50% interest owned by Canfor Corporation.

In 2002, we entered into a joint venture with Resolute Forest Products to construct and operate an I-joist facility in Eastern Canada. Pursuant to the joint venture agreement, each company owns 50% of the venture.

Subsequently, the joint venture constructed and commenced operating a second I-joist facility in Eastern Canada. The results of these operations are included in the EWP segment.

DISCONTINUED OPERATIONS

Included in discontinued operations for 2013, 2012 and 2011 are the carrying costs of mills that have been closed and divested and related warranty costs associated with such facilities. These operations include residual losses of mills divested in past years and associated warranty and other liabilities associated with these operations.

2013 compared to 2012

Included in discontinued operations for 2013 is a gain of $1.7 million on the sale of the moulding operations that was recognized in the third quarter of 2013 as well as a $2 million increase in our warranty reserves associated with discontinued products.

2012 compared to 2011

Included in the loss on discontinued operations for 2012 is an increase in our warranty reserves associated with discontinued products of $3.6 million as well as residual costs associated with mills that have been previously discontinued and sold.

INCOME TAXES

We recorded a tax provision in continuing operations of $41.1 million in 2013 and $7.0 million in 2012, and income tax benefit in continuing operations of $41.1 million in 2011. For 2013, the primary difference between the U.S. statutory rate of 35% and the effective rate on our continuing operations relates to state income taxes, the effect of foreign tax rates and exchange rates and reductions in valuation allowances previously established on certain deferred tax assets for foreign and state net operating loss carryovers.

For 2012, the primary difference between the U.S. statutory rate of 35% and the effective rate on our continuing operations relates to state income taxes, the effect of foreign tax rates and adjustments to previously recorded deferred tax liabilities.

We paid $6.8 million of cash taxes and received $0.9 million in cash tax refunds in 2013 and expect to receive $2.3 million in related refunds from prior years in 2014.

DEFINED BENEFIT PENSION PLANS

We maintain several qualified and non-qualified defined benefit pension plans in the U.S. and Canada that cover a substantial portion of our employees. The measurement of liabilities related to these plans is based on management’s interpretation of the applicable plan provisions and assumptions related to future events, including expected return on plan assets and rate of compensation increases. The discount rate reflects the rate at which benefits could be effectively settled on the measurement date. The projected payment for each year is discounted using the rates specified by the yield curve. The sum of these discounted payments is the benefit obligation. The discount rate disclosed is the single rate applied to all projected payments that creates an equivalent obligation. Actual pension plan asset investment performance will either reduce or increase unamortized pension losses at the end of any fiscal year, which ultimately affects future pension costs. See Note 13 of the Notes to the consolidated financial statements included in item 8 of this report for further information on these plans.

The table below quantifies the approximate impact on our plans, as of December 31, 2013, of a one-half percentage point decrease in our assumptions for discount rate and expected return on assets, holding other assumptions constant:

Dollars in millions	
Increase in annual costs for 2014:	
Discount rate	$0.7
Expected long-term rate of return	$1.3
Increase in projected benefit obligation:	
Discount rate	$17.8

For our U.S. plans, we used a long term rate of return assumption of 7.25% for 2013 and 2012 to calculate the net periodic pension costs. For our Canadian plans, we used a long-term rate of return assumption of 3.75% to 4.5% to calculate 2013 and 2012 net periodic pension costs. For 2013, our net periodic pension cost was $7.2 million and we estimate for 2014, our net periodic pension cost will be $5.6 million. This estimate assumes that we will have no curtailment or settlement expenses in 2014. If a settlement or curtailment does occur in 2014, this estimate may change significantly. We estimate in 2014, we will contribute approximately $2.0 million to $5.0 million to our Canadian defined benefit pension plans.

LEGAL AND ENVIRONMENTAL MATTERS

For a discussion of legal and environmental matters involving us and the potential impact thereof on our financial position, results of operations and cash flows, see Item 3 in this report as well as Note 18 in the Notes to the consolidated financial statements included in item 8 of this report.

LIQUIDITY AND CAPITAL RESOURCES

Overview

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

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

Operating Activities

During 2013, we generated $242.5 million of cash from operations as compared to generating $111.8 million of cash from operations in 2012. This change reflects improved results of operations for 2013. As of December 31, 2013, our trade receivables decreased $6.8 million from December 31, 2102 and the balance was 99% current. Our trade accounts payable increased by $12.0 million from the prior year primarily due to the increases in inventory and our salary and wages payable increasing by $10.4 million due to timing of payroll disbursements. During 2013, we made $0.5 million in contingency payments and $12.5 million in warranty payments.

During 2012, we generated $111.8 million of cash from operations as compared to using $40.2 million of cash for operations in 2011. This change reflects improved results of operations for 2012. During 2012, we received tax refunds of $0.3 million (net of payments). As of December 31, 2012, our trade receivables increased about $15 million during 2012 and the balance was 99% current, which is comparable to prior years with no substantial changes in terms of sales. Our trade accounts payable increased by $12.5 million from the prior year primarily due to increases in inventory and our salary and wages payable increasing by $11.0 million due to expected management incentive payouts as well as timing on payroll. During 2012, we made $1.4 million in contingency payments and $11.6 million in warranty payments.

During 2011, we used $40.2 million of cash in operations as compared to generating $47.8 million in 2010. This change was related to increased operating losses, higher inventories and lower tax refunds. During 2011, we received tax refunds of $25.0 million (net of payments). Trade receivables were relatively flat between 2011 and 2010. As of December 31, 2011, our trade receivables balance was 99% current, which is comparable to prior years with no substantial changes in terms of sales. Non-trade receivables decreased by $1.6 million due to lower interest receivables resulting from principal payments received during 2011. Our trade accounts payable increased by $4.8 million from the prior year primarily due to the increases in inventory and our salary and wages payable declining by $7.4 million due to reduction in expected management incentive payouts. During 2011, we made $2.3 million in contingency payments and $12.9 million in warranty payments.

Investing Activities

During 2013, we used $17.4 million in cash from investing activities. Capital expenditures for 2013 were $75.6 million, primarily related to growth and maintenance capital, initial costs associated with our software upgrade and minor capital related to our announced expansion in South America. We received distributions from our joint ventures of $13.9 million, $16.7 million from the sale of assets and $0.7 million in cash no longer required to collaterize certain long-term obligations, $91.4 million of payments on notes receivable from asset sales and $2.9 million from the sale of our U.S. GreenFiber joint venture. We also used $67.4 million in the acquisition of our Peace Valley joint venture. Additionally, included in accounts payable is $6.4 million related to capital expenditures that had not yet been paid as of December 31, 2013.

During 2012, we generated $21.5 million in cash from investing activities. Capital expenditures for 2012 were $31.2 million, primarily related to maintenance capital, initial costs associated with our software upgrade and minor capital related to our announced expansion in South America. We received distributions from our joint ventures of $12.7 million, $9.2 million from the sale of assets and $0.8 million in cash no longer required to collaterize certain long-term obligations. We also received $20.0 million from the settlement of litigation related to ARS and $10.0 million of payments on notes receivable from asset sales. Additionally, included in accounts payable is $4.1 million related to capital expenditures that had not yet been paid as of December 31, 2012.

During 2011, we generated $7.7 million in cash from investing activities. Capital expenditures for 2011 were $21.4 million, primarily related to maintenance capital. Additionally, we funded our joint ventures $9.6 million. We received $19.1 million on the sale of investments with maturities in excess of 90 days, $1.3 million on the sale of assets and $18.3 million in cash no longer required to collaterize certain long-term obligations. Additionally, included in accounts payable is $0.8 million related to capital expenditures that had not yet been paid as of December 31, 2011.

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

Financing Activities

In 2013, net cash used in financing activities was $126.4 million. During 2013, we used $113.2 million to repay outstanding debt, $12.1 million for taxes related to net share settlement of equity awards and $1.2 million for debt issuance fees. We received $0.1 million from the sale of common stock under equity plans.

In 2012, net cash provided from financing activities was $92.1 million. During 2013, we issued $350.0 million of 7.5% Senior Notes due 2020, and used approximately $248.6 million of the proceeds of this issuance to fully retire our Senior Secured Notes due in 2017 and pay related transaction costs and expenses. We also received $1.3 million from the sale of common stock under equity plans.

In 2011, net cash used in financing activities was $15.7 million. During 2011, we redeemed the 25% non-controlling interest in our Brazilian OSB operation for $24.0 million. In connection with this redemption, we borrowed $10.0 million under a Brazilian export financing facility established to facilitate the redemption. As part of our ongoing cost reduction activities, we renegotiated our Chilean loan which required us to pay a financing fee of

$1.0 million and allowed us to release our restricted cash associated with letters of credit supporting Chilean borrowings and lower the interest rate on this loan. We also paid $0.5 million of financing fees in connection with amendments to our asset-based revolving credit facility.

CREDIT AGREEMENTS

In December 2013, we entered into a credit agreement with various lenders and American AgCredit, PCA, as administrative agent and CoBank, ACB, as letter of credit issuer. The credit agreement provides for a $200 million revolving credit facility, with a $60 million sublimit for letters of credit. The credit facility terminates and all loans made under the credit agreement become due in December 2018. As of December 31, 2013, no revolving borrowings had been made under the credit facility.

Certain of our existing and future wholly owned domestic subsidiaries guaranty our obligations under the credit facility. Subject to certain limited exceptions, obligations under the credit facility are secured by a lien on substantially all of our personal property and the personal property of the our subsidiaries that are guarantors under the credit facility.

The credit agreement contains customary covenants applicable to us and certain of our subsidiaries, including restrictions on, among other things, our ability to: incur debt; incur liens; declare or make distributions to our stockholders; make loans and investments; repay debt; enter into mergers, acquisitions and other business combinations; form or acquire subsidiaries; amend or modify our governing documents; enter into hedging arrangements; engage in other businesses other than our business as currently conducted; and enter into transactions with affiliates. The credit agreement also contains financial covenants that require us and our consolidated subsidiaries to have, as of the end of each quarter, (i) a capitalization ratio (i.e., funded debt to total capitalization) of no more than 40% and (ii) unrestricted cash and cash equivalents of at least (a) $350,000,000 until closing of our acquisition of Ainsworth Lumber Co. Ltd. and (b) $250,000,000 thereafter, in each case calculated in the manner specified in the credit agreement. As of December 31, 2013, we were in compliance with all financial covenants under the credit agreement. The credit agreement contains customary events of default, the occurrence of which could result in the acceleration of our obligation to repay the indebtedness outstanding thereunder.

Obligations under the indenture governing our Senior Notes due 2020 are unsecured and not presently guaranteed by any of our subsidiaries. The indenture contains customary covenants applicable to us and our subsidiaries, other than certain unrestricted subsidiaries, including restrictions on actions and activities that are restricted under the credit facility. The indenture also contains customary events of default, the occurrence of which could result in acceleration of our obligations to repay the indebtedness outstanding thereunder.

LP Chile is a party to a term loan agreement with Banco de Credito e Inversiones for UF 943,543.7391 (equivalent to $39 million at the time of inception). The loan agreement has a term of 10 years with semi-annual principal payments beginning in June of 2012. The loan bears interest at UF plus 3.9% per annum, and is secured by a first priority security interest in substantially all of the real property owned by LP Chile. The loan contains various restrictive covenants and requires the maintenance by LP Chile of a debt to equity ratio of less than or equal to 1. If LP Chile is late in making payments, LP Chile will also be required to maintain a ratio of net debt to earnings before interest, taxes, depreciation and amortization (EBITDA) of less than or equal to 2.5 and a ratio of EBITDA to financial costs of at least 3. The loan agreement also contains customary events of default, the occurrence of which could result in acceleration of our obligations to repay the indebtedness outstanding thereunder. Since this loan is denominated in other than U.S. dollars, the balance fluctuates based upon changes in the underlying currency rates. LP made payments of $21.0 million during the year which included a scheduled payment of $2.6 million and an optional prepayment of $18.4 million. The impact of foreign currency exchange rates in 2013 was $2.8 million which was partially offset by a UF change of $0.3 million. LP made principal payments of $5.5 million during 2012 which was partially offset by a UF change of $1.0 million plus the impact of foreign currency exchange rates of $3.2 million.

OTHER LIQUIDITY MATTERS

As of December 31, 2013, we had $3.7 million ($23.4 million, par value) of principal invested in auction rate securities (ARS). The ARS held by us are securities with long-term nominal maturities for which the interest rates were historically reset through a Dutch auction each month.

We review our marketable securities routinely for other-than-temporary impairment. The primary factors LP uses to determine if an impairment charge must be recorded because a decline in value of the security is other-than-temporary include (i) whether the fair value of the investment is significantly below its cost basis, (ii) the financial condition of the issuer of the security (including its credit rating), (iii) the length of time that the cost of the security has exceeded its fair value and (iv) LP's intent and ability to retain the investment for a period of time sufficient to allow for any anticipated recovery in market value.

During 2011, we sold $38.1 million (par value) of our ARS for $19.1 million plus accrued interest. In connection with this transaction, we recorded a gain on sale of securities of $15.2 million, which represents a recovery of losses previously recorded as an Other-than-temporary impairment.

The estimated market value of our ARS holdings at December 31, 2013 was $3.7 million, which reflects a $19.7 million adjustment to the par value of $23.4 million. We intend to continue to offer our ARS at auction and to consider other options, including alternative buyers and other potential transactions. We do not currently require our ARS to be liquidated in order to fund our day-to-day operations and we are prepared to hold them until maturity, if necessary.

If uncertainties in the credit and capital markets continue, these markets deteriorate further or we experience any ratings downgrades on any investments in our portfolio (including on ARS), we may incur additional impairments to our investment portfolio, which could negatively affect our financial condition, results of operations and cash flow.

Contingency Reserves

Contingency reserves, which represent an estimate of future cash needs for various contingencies (principally, payments for environmental reserves), totaled $15.3 million at December 31, 2013, of which $2.0 million is estimated to be payable within one year. As with all accounting estimates, there is inherent uncertainty concerning the reliability and precision of such estimates. As described above and in Note 18 of the Notes to the consolidated financial statements included in item 8 of this report, the amounts ultimately paid in resolving these contingencies could exceed the current reserves by a material amount.

Contractual Obligations

The table below summarizes our contractual obligations as of December 31, 2013 over the next several years. See discussion above concerning provisions that could accelerate the due dates on our long-term debt.

Dollars amounts in millions	Payments due by period				
Contractual obligations	2014	2015	2016	2017	2018
Long-term debt[1]	$32.2	$31.9	$31.5	$36.5	$423.4
Operating leases	4.8	4.3	2.9	1.9	1.7
Purchase obligations[2]	—	—	—	—	—
Other long-term obligations[3]	5.0	—	—	—	—
Total contractual cash obligations	$42.0	$36.2	$34.4	$38.4	$425.1

[1] Includes expected interest payments as well as debt maturities.

[2] The majority of our purchase obligations are take-or-pay contracts made in the ordinary course of business related to raw materials and utility contracts. Other significant items included in the above table reflect purchase

obligations related to legally binding commitments for capital projects. Purchase orders made in the ordinary course of business are excluded from the above table and are cancelable without significant penalty.

[3] Represents other long-term liability amounts reflected in our consolidated balance sheet that have known payment streams including items such as pension contributions. Current pension funding regulations required LP to contribute $2 - $5 million in 2014 to its defined benefit pension plans, and we have included $5 million in the table above. Future years are not estimable due to the large number of factors involved in determining minimum pension funding.

[4] Uncertain tax positions have been excluded from the above table as it is not reasonably possible to estimate when these may need to be paid. As of December 31, 2013, the amount of uncertain tax positions excluded from the above table is $48.9 million.

[5] As of December 31, 2013, LP estimates that capital expenditures of $3 million to $13 million will be required over the next six years to comply with the EPS's Clean Air Act. These have been excluded from the above table as it is not reasonably possible to determine when these may need to be paid.

[6] As of December 31, 2013, the fair value of the continent consideration payable in connection with a business combination was $3.8 million. The fair value of this liability is remeasured at the end of each reporting period and has been excluded from the above table as it is not reasonably possible to determine the final liability.

[7] As of December 31, 2013, LP had warranty reserves of $29.3 million. These have been excluded from the above table as it is not reasonably possible to determine when these may need to be paid.

Other Financing Arrangements

In connection with the sale of southern timber and timberlands in 2003, we received $26 million in cash and $410 million in notes receivable from the purchasers of such timber and timberlands. In order to borrow funds in a cost-effective manner, LP issued $368.7 million of senior debt in 2003 in a private placement to unrelated third parties. Both the notes receivable and notes payable mature in 2018. The notes payable are supported by a bank letter of credit. LP’s reimbursement obligations under the letter of credit are secured by the notes receivable. In general, the creditors under this arrangement have no recourse to LP’s assets, other than the notes receivable. However, under certain circumstances, LP may be liable for certain liabilities (including liabilities associated with the marketing or remarketing of the notes payable and reimbursement obligations, which are fully cash collateralized under the letter of credit supporting the notes payable) in an amount not to exceed 10% of the aggregate principal amount of the notes receivable. LP’s maximum exposure in this regard was approximately $41 million as of December 31, 2013 and December 31, 2012. The notes receivable are classified as long-term “Notes receivable from asset sales” and the notes payable are classified as long-term debt on the financial statements included in item 8 of this report.

In connection with the sales of timberlands in California in 1997 and 1998, we received notes from the purchasers totaling $403.8 million. The notes receivable were monetized through the issuance of notes payable in a private placement secured by the notes. Proceeds from the notes receivable from the purchasers are used to fund payments required for the notes payable. To date, all installments under these notes have been received when due and the corresponding installments under the notes payable have been paid when due. The next installment is due in 2018. The notes receivable are classified as "Current portion of Notes receivable from asset sales" and "Long-term notes receivable from asset sales” and the notes payable are classified as the "Current portion of limited recourse notes payable" and long-term debt on the financial statements included in item 8 of this report.

POTENTIAL IMPAIRMENTS

We continue to review several mills and investments for potential impairments. Management currently believes we have adequate support for the carrying value of each of these assets based upon the anticipated cash flows that result from our estimates of future demand, pricing and production costs assuming certain levels of planned capital expenditures. As of December 31, 2013, there were no indications of impairment for the asset grouping that included the company's indefinitely curtailed facilities. As of December 31, 2013, the fair values of LP's facilities that have not been indefinitely curtailed were substantially in excess of their carrying value, which supported the conclusion that no impairment is necessary for those facilities. However, if demand and pricing for the relevant products continues at levels significantly below cycle average demand and pricing, or should LP decide to

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invest capital in alternative projects, it is possible that impairment charges will be required. See Note 3 of the Notes to the financial statements included in item 8 of this report for impairment charges recorded in the periods presented.
We also review from time to time possible dispositions of various assets in light of current and anticipated economic and industry conditions, our strategic plan and other relevant factors. Because a determination to dispose of particular assets can require management to make assumptions regarding the transaction structure of the disposition and to estimate the net sales proceeds, which may be less than previous estimates of undiscounted future net cash flows, we may be required to record impairment charges in connection with decisions to dispose of assets.

PROSPECTIVE ACCOUNTING PRONOUNCEMENTS

See Note 1 for discussion of prospective accounting pronouncements in the Notes to the consolidated financial statements included in item 8 of this report.

ITEM 7A. Quantitative and Qualitative Disclosures about Market Risk

A portion of our outstanding debt bears interest at variable rates and accordingly is sensitive to changes in interest rates. Interest rate changes would result in gains or losses in the market value of our debt portfolio due to differences in market interest rates and the rates at the inception of the debt agreements. Offsetting the variable rate debt are variable rate notes receivable from asset sales. Based upon the balances of the variable rate notes receivable from asset sales and the variable rate debt at December 31, 2013, a 100 basis point interest change would impact pre-tax net income and cash flows by $0.4 million annually.

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

Some of our products are sold as commodities and therefore sales prices fluctuate daily based on market factors over which we have little or no control. The most significant commodity product we sell is OSB. Based upon an assumed North America annual production capacity in the OSB segment of 5.8 billion square feet (3/8” basis) or 4.2 billion square feet (7/16” basis), a $1 change in the annual average price per thousand square feet on 7/16” basis would change annual pre-tax profits by approximately $4.2 million.

The fair value of the contingent consideration related to the Peace Valley OSB acquisition is remeasured at the end of each reporting period. During 2013, the fair value of the contingent consideration payable was remeasured and reduced by $20.5 million due to the decline in projected OSB prices in the near term as compared to the data of acquisition.

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

ITEM 8. Financial Statements and Supplementary Data

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM
To the Board of Directors and Stockholders of
Louisiana-Pacific Corporation

We have audited the accompanying consolidated balance sheets of Louisiana-Pacific Corporation and subsidiaries (the "Company") as of December 31, 2013 and 2012, and the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2013. 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 the standards of the Public Company Accounting Oversight Board (United States). 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, such consolidated financial statements present fairly, in all material respects, the financial position of Louisiana-Pacific Corporation and subsidiaries as of December 31, 2013 and 2012, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2013, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2013, based on the criteria established in Internal Control - Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 27, 2014 expressed an unqualified opinion on the Company's internal control over financial reporting.

/s/ DELOITTE & TOUCHE LLP

Nashville, Tennessee
February 27, 2014

Consolidated Balance Sheets
Dollar amounts in millions

	December 31, 2013	2012
ASSETS		
Current assets:		
Cash and cash equivalents	$656.8	$560.9
Receivables, net of allowance for doubtful accounts of $1.1 million at December 31, 2013 and 2012	78.1	82.7
Inventories	224.4	209.8
Prepaid expenses and other current assets	7.7	6.0
Deferred income taxes	50.9	12.3
Current portion of notes receivable from asset sales	—	91.4
Assets held for sale	16.3	17.6
Total current assets	1,034.2	980.7
Timber and timberlands	71.6	40.1
Property, plant and equipment, at cost:		
Land, land improvements and logging roads, net of road amortization	123.1	119.7
Buildings	330.9	289.8
Machinery and equipment	1,794.5	1,683.2
Construction in progress	46.1	22.2
	2,294.6	2,114.9
Accumulated depreciation	(1,407.8)	(1,349.2)
Net property, plant and equipment	886.8	765.7
Goodwill	9.7	—
Notes receivable from asset sales	432.2	432.2
Investments in and advances to affiliates	3.2	68.6
Deferred debt costs	6.8	9.2
Long-term investments	3.7	2.0
Restricted cash	11.3	12.0
Other assets	33.8	15.5
Long-term deferred tax asset	—	5.0
Total assets	$2,493.3	$2,331.0

See Notes to the Consolidated Financial Statements.

Consolidated Balance Sheets (Continued)
Dollar amounts in millions, except per share

	December 31, 2013	2012
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current portion of long-term debt	$2.3	$7.8
Current portion of limited recourse notes payable	—	90.0
Accounts payable and accrued liabilities	161.9	139.5
Current portion of contingency reserves	2.0	2.0
Total current liabilities	166.2	239.3
Long-term debt, excluding current portion	762.7	782.7
Deferred income taxes	188.7	93.6
Contingency reserves, excluding current portion	13.3	12.8
Other long-term liabilities	136.1	168.8
Stockholders' equity:		
Preferred stock, $1 par value, 15,000,000 shares authorized, no shares issued	—	—
Common stock, $1 par value, 200,000,000 shares authorized, 152,045,461 and 150,423,999 shares issued	152.0	150.4
Additional paid-in capital	508.0	533.6
Retained earnings	887.7	710.6
Treasury stock, 10,920,546 shares and 11,889,468 shares, at cost	(232.2)	(252.9)
Accumulated comprehensive loss	(89.2)	(107.9)
Total stockholders' equity	1,226.3	1,033.8
Total liabilities and stockholders' equity	$2,493.3	$2,331.0

See Notes to the Consolidated Financial Statements.

Consolidated Statements of Income
Dollar amounts in millions, except per share

	Year ended December 31,		
	2013	2012	2011
Net sales	$2,085.2	$1,691.2	$1,328.7
Operating costs and expenses:			
Cost of sales	1,636.9	1,383.2	1,222.6
Depreciation and amortization	91.3	73.4	78.3
Selling and administrative	150.2	128.4	110.8
Loss on sale or impairment of long lived assets	0.2	4.9	73.9
Other operating credits and charges, net	3.8	(2.9)	(11.2)
Total operating costs and expenses	1,882.4	1,587.0	1,474.4
Income (loss) from operations	202.8	104.2	(145.7)
Non-operating income (expense):			
Interest expense, net of capitalized interest	(36.0)	(49.3)	(56.9)
Investment income	10.3	14.8	28.7
Other-than-temporary investment impairment	—	—	(14.8)
Other non-operating income (expense)	29.5	(34.9)	(1.0)
Total non-operating income (expense)	3.8	(69.4)	(44.0)
Income (loss) before income taxes and equity in (income) loss of unconsolidated affiliates	206.6	34.8	(189.7)
Provision (benefit) for income taxes	41.1	7.0	(41.1)
Equity in (income) loss of unconsolidated affiliates	(11.9)	(1.7)	26.9
Income (loss) from continuing operations	177.4	29.5	(175.5)
Loss from discontinued operations before tax	(0.4)	(1.1)	(8.6)
Benefit for income taxes	(0.1)	(0.4)	(3.0)
Loss from discontinued operations	(0.3)	(0.7)	(5.6)
Net income (loss)	177.1	28.8	(181.1)
Less: Net income attributed to non-controlling interest	—	—	0.2
Net income (loss) attributed to Louisiana-Pacific Corporation	$177.1	$28.8	$(181.3)
Amounts attributed to LP Corporation common shareholders:			
Income (loss) from continuing operations, net of tax	$177.4	$29.5	$(175.7)
Loss from discontinued operations, net of tax	(0.3)	(0.7)	(5.6)
	$177.1	$28.8	$(181.3)
Basic net income (loss) per share:			
Income (loss) per share from continuing operations	$1.27	$0.22	$(1.32)
Loss per share from discontinued operations	—	(0.01)	(0.04)
Net income (loss) per share	$1.27	$0.21	$(1.36)
Diluted net earnings (loss) per share:			
Income (loss) per share from continuing operations	$1.23	$0.20	$(1.32)
Loss per share from discontinued operations	—	—	(0.04)
Net income (loss) per share	$1.23	$0.20	$(1.36)
Average shares of common stock used to compute net loss per share:			
Basic	139.6	137.1	133.2
Diluted	144.3	142.6	133.2

See Notes to the Consolidated Financial Statements.

Consolidated Statements of Comprehensive Income
Dollar amounts in millions

	Year ended December 31,		
	2013	2012	2011
Net income (loss)	$177.1	$28.8	$(181.1)
Other comprehensive income (loss), net of tax			
Foreign currency translation adjustments	(11.6)	0.6	(12.4)
Unrealized gains (losses) on derivative financial instruments	0.3	(0.7)	0.7
Unrealized gains (losses) on securities, net of reversals	1.0	0.8	(6.3)
Defined benefit pension and post retirement plans:			
Amortization of prior service cost	0.2	0.2	0.2
Net gain (loss)	23.0	(8.1)	(26.8)
Amortization of net loss	4.7	4.2	3.1
Pension settlement	—	1.3	—
Exchange gain (loss) on remeasurement	1.1	—	0.3
Other comprehensive income (loss), net of tax	18.7	(1.7)	(41.2)
Net income attributable to non-controlling interest	—	—	(0.2)
Foreign currency translation adjustments attributed to non-controlling interest	—	—	(1.0)
Comprehensive income (loss)	$195.8	$27.1	$(223.5)

See Notes to the Consolidated Financial Statements.

Consolidated Statements of Cash Flows
Dollar amounts in millions

	Year ended December 31,		
	2013	2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income (loss)	$177.1	$28.8	$(181.1)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Depreciation and amortization	91.3	73.4	78.3
(Income) loss from unconsolidated affiliates	(11.9)	(1.7)	26.9
Other operating credits and charges, net	3.8	(2.9)	(11.2)
Loss on sale or impairment of long-lived assets	0.2	4.9	73.9
Gain from acquisition	(35.9)	—	—
Gain on sale of discontinued operations	(1.7)	—	—
Gain on sale of joint venture	(1.2)	—	—
Gain on settlement of litigation related to ARS	—	(20.0)	—
Loss on early debt extinguishment	2.3	52.2	—
Payment of long-term deposit	(17.1)	—	—
Realized gain on sale of long term investments	—	—	(15.2)
Other-than-temporary impairment of investments	—	—	14.8
Stock-based compensation related to stock plans	8.8	8.4	7.8
Exchange loss on remeasurement	(2.9)	3.4	0.1
Cash settlements of contingencies	(0.4)	(1.4)	(2.3)
Cash settlements of warranties, net of accruals	(9.6)	(5.1)	0.4
Pension (payments) expense, net	6.3	8.4	(6.3)
Non-cash interest expense, net	0.8	4.8	8.4
Other adjustments, net	(0.4)	0.7	4.0
Changes in assets and liabilities, net of acquisition:			
(Increase) decrease in receivables	4.5	(13.3)	14.5
Increase in inventories	(17.7)	(44.5)	(15.1)
(Increase) decrease in prepaid expenses	(1.9)	0.3	(0.2)
Increase (decrease) in accounts payable and accrued liabilities	12.4	11.7	(5.4)
Increase (decrease) in deferred income taxes	35.7	3.7	(32.5)
Net cash provided by (used in) operating activities	242.5	111.8	(40.2)
CASH FLOWS FROM INVESTING ACTIVITIES			
Property, plant, and equipment additions	(75.6)	(31.2)	(21.4)
Proceeds from asset sales	16.7	9.2	1.3
Acquisitions, net of cash	(67.4)	—	—
Investment in and advances to joint ventures	13.9	12.7	(9.6)
Proceeds from sale of joint venture	2.9	—	—
Proceeds from settlement of litigation related to ARS	—	20.0	—
Receipt of proceeds from notes receivable	91.4	10.0	—
Proceeds from sale of investments	—	—	19.1
Decrease in restricted cash under letters of credit/credit facility	0.7	0.8	18.3
Net cash provided by (used in) investing activities	(17.4)	21.5	7.7
CASH FLOWS FROM FINANCING ACTIVITIES			
Borrowings of long-term debt	—	350.2	10.0
Repayment of long-term debt	(113.2)	(253.1)	(0.2)
Redemption of redeemable non-controlling interest	—	—	(24.0)

Payment of debt issuance fees	(1.2)	(6.3)	(1.5)
Taxes paid related to net share settlement of equity awards	(12.1)	—	—
Other financing activities, net	0.1	1.3	—
Net cash provided by (used in) financing activities	(126.4)	92.1	(15.7)
Effect of exchange rate on cash and cash equivalents	(2.8)	(4.5)	(1.1)
Net increase (decrease) in cash and cash equivalents	95.9	220.9	(49.3)
Cash and cash equivalents at beginning of year	560.9	340.0	389.3
Cash and cash equivalents at end of year	$656.8	$560.9	$340.0

See Notes to the Consolidated Financial Statements.

Consolidated Statements of Stockholders' Equity
Dollar and share amounts in millions, except per share amounts