

**LOUISIANA-PACIFIC CORPORATION
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**

CHARTER

I. Composition of the Committee

A. Number of Members. The Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Louisiana-Pacific Corporation ("LP") shall consist of three or more directors of LP appointed by the Board. The Board may appoint and remove members of the Committee at any time, including alternate members to act in the place of any absent or disqualified members. A director must meet the qualification and independence requirements of 1.B below in order to be appointed as a regular or alternate member of the Committee, and any such member who ceases to meet such requirements shall then cease to be a member of the Committee. The Committee must have at least three members in order to act. The Board shall appoint a Chairman of the Committee.

B. Qualification; Independence.

1. No director is or was an officer or employee of LP or any of its subsidiaries and affiliates (collectively, the "Company") may be a member of the Committee until at least five years after that employment relationship has ended.

2. Each member of the Committee must be independent of management and the Company and be free from any relationship that may interfere with the exercise of independent judgment as a Committee member.

3. Each member of the Committee must qualify as an "independent director" under the requirements of Section 303A.02 of the New York Stock Exchange Listed Company Manual (the "Manual"). No Committee member shall qualify as "independent" unless the Board has affirmatively determined that he or she has no material relationship with the Company, either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company and is not disqualified from being independent under the standards set forth in Section 303A.02(b) of the Manual.

II. Meetings of the Committee

A. Regular Meetings. The Committee shall hold at least two face-to-face meetings each year. The Chairman of the Committee will, in consultation with the other members of the Committee, be responsible for calling such meetings, establishing the agenda therefor and supervising the conduct thereof.

B. Special Meetings. Special face-to-face or telephonic meetings may be called at any time by the Chairman of the Committee or any two members of the Committee. The person or persons calling any such meeting shall establish the agenda therefor, and the Chairman of the Committee shall supervise the conduct thereof.

C. Minutes. The Committee shall keep minutes of all of its meetings showing all matters considered by it and the actions taken thereon, and shall provide to the Board a report of each meeting at the next regular meeting of the Board.

D. Quorum and Manner of Acting. A majority of the members of the Committee shall be present in person at any meeting of the Committee in order to constitute a quorum for the transaction of business at such meeting. The affirmative vote of a majority of the members of the Committee present at a meeting at which a quorum is present, or the written consent of all of the members of the Committee without a meeting, shall be the act of the Committee.

III. Purpose of the Committee

A. Board Member Selection. The Committee shall assist the Board in fulfilling its responsibility to the stockholders of LP to identify and select qualified individuals as candidates for election to the Board and appointment to Board committees.

B. Corporate Governance. The Committee shall assist the Board in developing and maintaining a set of appropriate corporate governance principles and guidelines applicable to LP and shall assist the Board in addressing corporate governance issues that may arise from time to time relating to the roles of the Board, management and the stockholders in governing LP.

IV. Responsibilities and Duties of the Committee

A. Election of Directors. Each year the Committee shall recommend to the Board for its approval the individual nominees for election as directors at the next annual meeting of the LP stockholders. In the event there shall be a vacancy on the Board resulting from the resignation or retirement of a director or an increase in the authorized number of directors, the Committee shall make a recommendation to the Board as to the individual to be elected by the Board to fill such vacancy.

B. Director Qualifications. The Committee shall formalize and continually update a set of recommended qualifications for new directors, for approval by the Board, which may include categorical standards of “independence” for outside directors. In this regard, the Committee shall monitor on an on-going basis all outside legal and regulatory requirements of “independence” for various Board purposes, including Board committee assignments.

C. Candidate Selection. The Committee shall develop and implement a process for the recruitment, identification, evaluation, screening and selection of candidates for election to the Board. In so doing, the Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm’s fees and other retention terms. The Committee shall also assist the Board in developing and implementing such a process for filling any vacancy in the office of CEO.

D. Board Structure, Composition, Term of Service and Operations. The Committee shall consider and make recommendations to the Board as to the size of the Board, the mix of inside, outside and independent directors, diversity goals, staggered terms, term limits, mandatory retirement age, and frequency of meetings and other Board operational matters.

E. Committee Structure, Composition and Operations. The Committee shall consider and make recommendations to the Board as to the number and size of Board committees, qualifications for the members of each committee, the process for appointing and removing committee members, rotation of committee members, committee structure and operations, including frequency of meetings and authority to delegate to subcommittees, and the content of committee charters.

F. Board Compensation. The Committee shall make recommendations to the Board regarding all elements of Board compensation including, without limitation, annual retainers, Board and committee meeting fees, deferred compensation, stock grants and options, and pension or retirement plans.

G. Corporate Governance Principles. The Committee shall develop and recommend to the Board for its approval a set of corporate governance principles and guidelines applicable to LP and the operations of the Board. The Committee shall periodically review and update its recommendations to the Board regarding the content thereof.

H. Corporate Governance Issues. The Committee shall consider and make recommendations to the Board as it deems appropriate regarding the provisions of LP’s Bylaws, shareholder proposals received by the Board or management relating to corporate governance issues, and other issues that may arise from time to time in the corporate governance area.

I. Code of Business Conduct and Ethics. The Committee shall review and make recommendations to the Board and management as it deems appropriate regarding the content of the LP Code of Business Conduct and Ethics covering LP's directors, officers and employees.

J. Performance Evaluation of the Committee. The Committee shall annually conduct a self-evaluation of its effectiveness and its compliance with the Committee's Charter and applicable rules of regulatory bodies. The Committee shall report its findings and conclusions to the Board at the next regular Board meeting following the completion of each such evaluation.

K. Performance Evaluation of the Board and Management. The Committee shall annually initiate and oversee an evaluation of the effectiveness of the Board and Board committees in governing LP. The results of each such evaluation will be promptly communicated to the full Board. The results will also be used in evaluating the skills and attributes desired in new director candidates. The Committee shall also review and make recommendations to the Board as it deems appropriate regarding the process under which the outside directors annually evaluate the performance of LP's CEO and senior management.

L. Other Responsibilities and Duties. The Committee shall have such other responsibilities and perform such other duties as may be assigned to the Committee from time to time by the Board.

Dated: May 3, 2005