

Edgar Filing: FOREST OIL CORP - Form 425

FOREST OIL CORP  
Form 425  
October 07, 2005

Filed by Forest Oil Corporation

Pursuant to Rule 425 under the Securities Act of 1933

Subject Company: Forest Oil Corporation

File No. 1-13515

These materials are not a substitute for the registration statement that will be filed with the Securities and Exchange Commission in connection with the transaction, or the proxy statement/prospectus-information statement to be mailed to stockholders. Investors are urged to read the proxy statement/prospectus-information statement which will contain important information, including detailed risk factors, when it becomes available. The proxy statement/prospectus-information statement and other documents that will be filed by Forest and Mariner with the Securities and Exchange Commission will be available free of charge at the SEC's website, [www.sec.gov](http://www.sec.gov), or by directing a request when such a filing is made to Forest Oil Corporation, 707 17<sup>th</sup> Street, Suite 3600, Denver, CO 80202, Attention: Investor Relations; or by directing a request when such a filing is made to Mariner Energy, Inc., 2101 CityWest Blvd., Bldg. 4, Ste. 900, Houston, TX 77042-2831, Attention: Investor Relations.

Mariner, Forest and their respective directors, and executive officers may be considered participants in the solicitation of proxies in connection with the proposed transaction. Information about the participants in the solicitation will be set forth in the proxy statement/prospectus-information statement when it becomes available.

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*



*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*



*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*



*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

**Searchable text section of graphics shown above**

---



[GRAPHIC]

**THE NEW FST**

*Same Leadership. Same Strategies. Same Discipline. **Improved Focus.***

[LOGO]

**GROWTH**

**PROGRESS**

**MOMENTUM**

**October 2005**

---

**THE NEW FST Operations Spin-Off Drives Value**

Innovative transaction provides new optionality and returns value directly to Forest's shareholders

Opportunistic tax-free spin / merge of offshore Gulf operations creates two highly focused and valuable enterprises

Investment in Mariner Energy creates high quality, well positioned GOM independent with excellent track record and growth outlook

Remaining Forest creates highly-focused onshore resource company to execute a more focused acquire and exploit strategy

Forest's portfolio of long-life, concentrated assets in high quality basins provides a foundation for sustainable organic growth

***STREAMLINED ASSET BASE, IMPROVED FOCUS AND  
BETTER POSITIONED FOR GROWTH***

[LOGO]

**KEY TRANSACTION TERMS**

|  |  |
|--|--|
| <b>Asset Contribution</b>                  | 344 Bcfe of Forest offshore proved reserves (12/31/04)   |
| <b>Liability Contribution</b>              | \$200 Million of debt<br>\$50 Million of derivatives at 6/30/2005<br>\$157 Million of ARO  |
| <b>Structure</b>                           | Tax-free Reverse Morris Trust transaction<br>Spin-off of offshore Gulf of Mexico operations<br>Stock-for-stock merger of SpinCo and Mariner                            |
| <b>Mariner Equity Ownership</b>            | 58.2% Forest shareholders<br>41.8% Mariner shareholders  |
| <b>Mariner Management &amp; Governance</b> | Scott D. Josey, Chairman & CEO<br>7 member board<br>2 members to be mutually agreed by Forest and Mariner  |
| <b>Expected Close</b>                      | Q4 2005 / Q1 2006 (economic effective date of July 1, 2005)*<br>Forest and Mariner shareholders will each own freely tradable registered stock in Mariner upon closing |

---

\* Subject to Mariner shareholder vote and SEC registration requirements and Forest bondholder consent

[LOGO]

**Combination**

Mariner [LOGO]  
Contribution

Management

Deepwater, shelf, West Texas assets

Exploration track record

Prospect inventory

Forest [LOGO]  
Contribution

Development expertise/personnel

Underexploited shelf assets

Identified exploitation opportunities

Cash flow

**42% Equity ownership**

[LOGO]

**58% Equity ownership**

Dynamic GOM player with scale and expertise to effectively compete in the shelf, deep shelf, and deepwater

Strong cash flow

Modest debt level

Shareholders benefit from the diversity and upside potential intrinsic in these complementary asset bases

Blend of exploration and exploitation opportunities

**Mariner SpinCo Trend Map**

[GRAPHIC]

**Shelf and Deepwater (470,000+ net undeveloped acres)**

Creates a leading Gulf of Mexico focused independent

Balances deepwater exploration with low risk shelf production

Adds high impact deep shelf and ultra-deep shelf opportunities

Extensive prospects in inventory

Synergies achieved through property overlap and operating efficiencies

**Combined Reserves  
as of 12/31/04  
615 Bcfe\***

[CHART]

---

\*Reserves are pro-forma acquisition of Bass Lite

---

**GOM Lease Expirations 2004-2005: 563 Leases**

[GRAPHIC]

---

**GOM Lease Expirations 2006-07: 2,411 Leases**

[GRAPHIC]

---

**GOM Lease Expirations**

[GRAPHIC]

---



**Exploration Track Record**

[GRAPHIC]

**Significant Discoveries .over 80% Internally Generated!**

---

**Deepwater Operations Expertise**

[GRAPHIC]

---

**Mariner Organization**

[CHART]

---

**Historical Performance**

**Proved Reserves**

[CHART]

---

\*Reserves are pro-forma acquisition of Bass Lite

**Daily Production**

[CHART]

**EBITDA**

[CHART]

---

\*Includes \$10MM for non-cash stock compensation

**Reserves Replacement Rate**

[CHART]

**Rolling 3-Year F&D Costs**

[CHART]

---

\*Excludes future development capital of \$255MM

**CAPEX**

[CHART]

---

**Strong Competitive Positioning and Value**

**2004 Proved Reserves**

[CHART]

**2005 Production**

[CHART]

**2005 EV/Proved Reserves**

[CHART]

**2005 EV/Production**

[CHART]

---

\*Reserves are pro-forma for acquisition of Bass Lite

Note: Enterprise values as of October 3, 2005

**FOREST OIL'S REMAINING ASSETS**

[GRAPHIC]

|                               |       |
|-------------------------------|-------|
| <b>Alaska</b>                 |       |
| 12/31/04 Reserves (Bcfe)      | 117   |
| YTD 2005 Production (MMcfe/d) | 41    |
| 12/31/04 Net Acreage (M)      | 1,182 |
| Reserve Life                  | 7.8   |
| <b>Canada</b>                 |       |
| 12/31/04 Reserves (Bcfe)      | 152   |
| YTD 2005 Production (MMcfe/d) | 70    |
| 12/31/04 Net Acreage (M)      | 930   |
| Reserve Life                  | 5.9   |
| <b>Western</b>                |       |
| 12/31/04 Reserves (Bcfe)*     | 643   |
| YTD 2005 Production (MMcfe/d) | 110   |
| 12/31/04 Net Acreage (M)*     | 254   |
| Reserve Life*                 | 16.1  |
| <b>Southern</b>               |       |
| 12/31/04 Reserves (Bcfe)*     | 198   |
| YTD 2005 Production (MMcfe/d) | 46    |
| 12/31/04 Net Acreage (M)*     | 147   |
| Reserve Life                  | 11.8  |
| <b>Consolidated</b>           |       |
| 12/31/04 Reserves (Bcfe)*     | 1,110 |
| YTD 2005 Production (MMcfe/d) | 267   |
| 12/31/04 Net Acreage (M)*     | 7,698 |
| Reserve Life                  | 11.4  |

---

\* Pro Forma for the Buffalo Wallow Acquisition and offshore spin-off

[LOGO]

**REALIGNING ASSET BASE    The Perfect Pie**

**Old Forest Oil**

[CHART]

**2004 Reserves: 1,454 Bcfe \***  
**61% Gas**  
**75% PD**

[CHART]

**YTD 2005 Production: 495 MMcfe/d**  
**2005 R/P: 8.0**

**New Forest Oil**

[CHART]

**2004 Reserves: 1,110 Bcfe \***  
**55% Gas**  
**74% PD**

[CHART]

**YTD 2005 Production: 267 MMcfe/d**  
**2005 R/P: 11.4**

---

\* Pro-Forma for the Buffalo Wallow acquisition and offshore spin-off



**FOCUSED STRATEGY**

| <b>4 Point Philosophy</b> |  | <b>Revised 4 Point Strategy</b> |   |
|---------------------------|--|---------------------------------|---|
| 1.                        | <p><b>Leadership</b><br/>                     Superb technical talent pool</p> <p>Deep managerial bench</p> <p>Proven acquiror</p> | 1.                              | <p><b>Grow organically</b><br/>                     12% prod. growth in 2006 (10% organic)<br/>                     Exploit new portfolio and resource plays</p>  |
| 2.                        | <p><b>Strategies</b><br/>                     Sustainable growth at high returns</p> <p>Intense focus on costs</p>                 | 2.                              | <p><b>Identify attractive acquisition opportunities</b><br/>                     Strong track record and momentum<br/>                     Target prospect rich opportunities supported by land<br/>                     Tax-efficient acquiror (\$706 MM NOLs)</p> |
| 3.                        | <p><b>Discipline</b><br/>                     Rigorous evaluation criteria<br/>                     Capital budget adherence</p>   | 3.                              | <p><b>Reduce costs</b><br/>                     Cost control in all areas</p>   |
| 4.                        | <p><b>Focus</b><br/>                     Focused onshore portfolio</p> <p>Critical mass in core areas</p>                          | 4.                              | <p><b>Preserve financial flexibility</b><br/>                     Strong free cash flow profile<br/>                     Remain in targeted Net Debt / Book Cap range of 30% - 40%</p>  |

**AND COMPELLING INVESTOR APPEAL**

**Uniquely positioned mid-cap with critical mass in multiple high quality basins**

Extensive drilling inventory in Texas Panhandle / Mid-Continent area

Large scale Permian footprint and Haley Atoka exposure

High quality Alberta Plains and Canadian Foothills inventory

Significant Rockies acreage position

High impact Onshore Louisiana and Texas exploration

Significant acreage in developing Alaska gas

**Well-balanced resource play with visible organic growth profile**

Extensive exploitation inventory; over 2,350 projects

Attractive exploration upside; 7.1 million net undeveloped acres

**Successful acquisition and exploitation track record fueling steady replenishment of drilling opportunities**

In excess of \$1 billion in strategic acquisitions over last 2 years adding 681 Bcfe at an all-in cost of \$1.51 / Mcfe

**Demonstrated ability to be disciplined with capital spending**

**Excellent tax loss carryforward position (US \$466 MM and Canada \$240 MM)**

**SUSTAINABLE GROWTH PROFILE**

[CHART]

**EXTENSIVE PROSPECT INVENTORY**

| <b>Key Growth Platforms</b>                                    | <b>Project Inventory</b> | <b>Net Reserve Potential (Bcfe)</b> |
|--|--------------------------|-------------------------------------|
| Buffalo Wallow (Texas Panhandle)<br>From 40 to 20-acre spacing | 362                      | 396                                 |
| Permian Basin<br>27,000 gross acres in Haley Atoka             | 679                      | 565                                 |
| Wild River<br>From 640 to 160 acre spacing                     | 120                      | 54                                  |
| Southern<br>Frio, Yegua, Wilcox, Vicksburg trend               | 419                      | 513                                 |
| Rockies (Tight gas & Williston oil)                            | 371                      | 243                                 |
| Onshore Cook Inlet Gas   | 32                       | 1,875                               |
| <b>Total</b>   | <b>1,983</b>             | <b>3,646</b>                        |

**WESTERN BUSINESS UNIT - *Buffalo Wallow***

[GRAPHIC]

120 Bcfe of estimated proved reserves and production of 29 MMcfe/d

370 drillsites identified (40 identified as PUD)

Field approved for 20 acre downspacing

Production increased 45% since acquisition (100% success rate)

Production expected to increase to 40 to 45 MMcfe/d in 2006

33,000+ gross acres in trend

Deep pay found in the Atoka

**WESTERN BUSINESS UNIT** *Delaware Basin Deep Gas Play*

[GRAPHIC]

**Haley Atoka Morrow Play**

Rejuvenated in 2003

Area currently producing in excess of 100 MMcfe/d

FST has 27,000 gross acres

**Vermejo Field** Two deep tests currently drilling and one completing

**CANADIAN BUSINESS UNIT**    *Wild River*

[GRAPHIC]

Very active area for shallow and deep gas exploration on 21,000 acres

Gross production increased from 17 to 36 MMcfe/d

Well costs reduced

Seven wells awaiting pipeline connection

Two drilling rigs in the field

160 acre down-spacing and commingling recently approved

Over 100 down-spacing locations identified

**SOUTHERN BUSINESS UNIT - *Sabine***

[GRAPHIC]

Approximately 157,000 acres leased or optioned in this prolific Yegua and Wilcox trend (45% WI)

260 square miles of 3-D and 2,000 linear miles of 2-D data available to map

Four wells in the field completed at an average of 4.4 MMcfe/d

Two wells in progress



**ALASKA BUSINESS UNIT - *Onshore Alaska Gas***

[GRAPHIC]

Undeveloped onshore net acreage in excess of 1,100,000 acres

West Foreland #2 (100% WI) tested 15 MMcfe/d

Three Mile Creek Unit #1 (30% WI) tested 5 MMcfe/d from shallow zone

Net undeveloped acreage of 96,000 surrounding the two discoveries

New supply contract commences in Q4 2005

4 additional tests planned in 2005

**ACQUISITION LOOKBACK SUMMARY 6/30/2005**

**Unocal, New Permian, Wisser, S. Bonus, Minihan, McAllen & Oxy**

|                        | Investment<br>(\$MM) | Reserves<br>(Bcfe) | \$/ Mcfe |
|------------------------|----------------------|--------------------|----------|
| Original Acquisition   | 775                  | 517                | 1.50     |
| Cash Flow / Production | (346)                | (91)               | 3.80     |
| Subtotal               | 429                  | 426                | 1.01     |
| Capital Projects       | 188                  | 133                | 1.41     |
| Total Investment       | 617                  | 559                | 1.10     |

45% of original investment paid out with 82% of reserves remaining

36% of total investment paid out with 108% of reserves remaining

**ADDITIONAL REMAINING VALUE**

**Unbooked discoveries**

S. Africa (tested 220 MMcfe/d)

Mackenzie Delta (approximately 200 Bcfe of unbooked reserves)

**Carried interest on frontier acreage**

Gabon (100% carry on seismic and well to be spud in Q1 2006)

S. Africa deepwater

**Cook Inlet Pipeline Company**

**Lantern Drilling Company**

8 company-owned drilling rigs operating in the Permian Basin

**Tax attributes**

\$706 Million NOL (including Canadian tax pools of \$240 MM)

**Extensive undeveloped acreage and seismic database worldwide**

**VALUE PROPOSITION Peer Group Comparison**

**2004 Proved Reserves**

[CHART]

**2005 Production**

[CHART]

**2005 EV/Proved Reserves**

[CHART]

**2005 EV/Production**

[CHART]

---

Note: Enterprise values as of October 3, 2005.

\* Pro forma for Buffalo Wallow acquisition

**THE NEW FST Summary of Opportunity**

Unlocks intrinsic shareholder value in a tax efficient manner and clarifies the value proposition

Intensifies focus on two discreet asset bases, each with critical mass and competitive advantage

Integrates offshore portfolio into high growth vehicle with deepwater exploration potential

Unleashes Forest's management to aggressively execute the onshore resource-focused growth strategy

**Value Proposition**

**Public valuations and M&A transactions support values of \$3.25 per proved reserve and \$14,970 per flowing Mcfe/d for remaining Forest**

**Public valuations and M&A transactions support values of \$3.84 per proved reserve and \$11,138 per flowing Mcfe/d for Mariner/Spinco**

**EBITDA Reconciliation**

|   | <b>1H05</b> |
|---|-------------|
| EBITDA                                    | 77.5        |
| Changes in working capital                | (14.9)      |
| Non-cash hedge gain                       | (2.5)       |
| Amortization/other                        | 0.6         |
| Stock compensation exp.                   | 9.5         |
| Net interest expense                      | (3.0)       |
| Income tax benefit                        | 5.5         |
| Net cash provided by operating activities | 72.7        |

## CAUTIONARY STATEMENTS

The United States Securities and Exchange Commission permits oil and gas companies, in their filings with the SEC, to disclose only proved reserves that a company has demonstrated by actual production or conclusive formation tests to be economically and legally producible under existing economic and operating conditions. We use the terms probable and possible reserves, reserve potential or upside or other descriptions of volumes of reserves potentially recoverable through additional drilling or recovery techniques that the SEC's guidelines strictly prohibit Forest from including in filings with the SEC. These estimates are by their nature more speculative than estimates of proved reserves and accordingly are subject to substantially greater risk of being actually realized by us. Investors are urged to consider closely the disclosure in Forest's Form 10-K for fiscal year ended December 31, 2004, available from Forest at 707 17th Street, Suite 3600, Denver, CO 80202, Attention: Investor Relations. You can also obtain this form from the SEC by calling 1-800-SEC-0330.

This presentation includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of historical facts, that address activities that Forest and Mariner assumes, plans, expects, believes, projects, estimates or anticipates (and other similar expressions) will, should or may occur in the future are forward-looking statements. The forward-looking statements provided in this presentation are based on management's current belief, based on currently available information, as to the outcome and timing of future events. Forest and Mariner cautions that their future natural gas and liquids production, revenues and expenses and other forward-looking statements are subject to all of the risks and uncertainties normally incident to the exploration for and development and production and sale of oil and gas. These risks include, but are not limited to, price volatility, inflation or lack of availability of goods and services, environmental risks, drilling and other operating risks, regulatory changes, the uncertainty inherent in estimating future oil and gas production or reserves, and other risks as described in Forest's 2004 Annual Report on Form 10-K as filed with the Securities and Exchange Commission. Also, the financial results of Forest's foreign operations are subject to currency exchange rate risks. Any of these factors could cause Forest's or Mariner's actual results and plans to differ materially from those in the forward-looking statements.

This material is not a substitute for the registration statement on Form S-4 that Mariner will file with the Securities and Exchange Commission in connection with the transaction, or the proxy statement/prospectus-information statement to be mailed to stockholders. Investors are urged to read the proxy statement/prospectus-information statement which will contain important information, including detailed risk factors, when it becomes available. The proxy statement/prospectus-information statement and other documents that will be filed by Forest and Mariner with the Securities and Exchange Commission will be available free of charge at the SEC's website or by directing a request when such a filing is made to Forest Oil Corporation, 707 17th Street, Suite 3600, Denver, CO 80202, Attention: Investor Relations; or by directing a request when such a filing is made to Mariner Energy, Inc., 2101 CityWest Blvd., Bldg. 4, Ste. 900, Houston, TX 77042-2831, Attention: Investor Relations.

Mariner, Forest and their respective directors, and executive officers may be considered participants in the solicitation of proxies in connection with the proposed transaction. Information about the participants in the solicitation will be set forth in the proxy statement/prospectus-information statement when it becomes available.