

MERCER INTERNATIONAL INC.

Form 10-Q

August 05, 2010

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q**

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2010

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

**Commission File No.: 000-51826
MERCER INTERNATIONAL INC.**

(Exact name of Registrant as specified in its charter)

Washington
*(State or other jurisdiction
of incorporation or organization)*

47-0956945
*(I.R.S. Employer
Identification No.)*

Suite 2840, 650 West Georgia Street, Vancouver, British Columbia, Canada, V6B 4N8

(Address of office)

(604) 684-1099

(Registrant's telephone number, including area code)

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 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 during the preceding 12 months or for such shorter period that the registrant was required to submit and post such files). YES NO

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer Accelerated Filer Non-Accelerated Filer Smaller Reporting Company
(Do not check if a 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

The Registrant had 36,551,325 shares of common stock outstanding as at August 4, 2010.

TABLE OF CONTENTS

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

ITEM 4. CONTROLS AND PROCEDURES

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

ITEM 1A. RISK FACTORS

ITEM 2. UNREGISTERED SALE OF EQUITY SECURITIES AND USE OF PROCEEDS

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

ITEM 5. OTHER INFORMATION

ITEM 6. EXHIBITS

SIGNATURES

Exhibit 31.1

Exhibit 31.2

Exhibit 32.1

Exhibit 32.2

Table of Contents

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

**MERCER INTERNATIONAL INC.
INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2010
(Unaudited)**

FORM 10-Q

QUARTERLY REPORT PAGE 2

Table of Contents

MERCER INTERNATIONAL INC.
INTERIM CONSOLIDATED BALANCE SHEETS
(Unaudited)
(In thousands of Euros)

	June 30, 2010	December 31, 2009
ASSETS		
Current assets		
Cash and cash equivalents	62,145	51,291
Receivables	125,105	71,143
Inventories (Note 4)	89,582	72,629
Prepaid expenses and other	7,448	5,871
Total current assets	284,280	200,934
Long-term assets		
Property, plant and equipment	872,843	868,558
Deferred note issuance and other	7,627	8,186
Deferred income tax	3,860	3,426
Note receivable	2,202	2,727
	886,532	882,897
Total assets	1,170,812	1,083,831
LIABILITIES		
Current liabilities		
Accounts payable and accrued expenses	105,050	85,185
Pension and other post-retirement benefit obligations (Note 7)	653	567
Debt (Note 5)	23,189	16,032
Total current liabilities	128,892	101,784
Long-term liabilities		
Debt (Note 5)	845,992	813,142
Unrealized interest rate derivative losses (Notes 6 and 9)	63,880	52,873
Pension and other post-retirement benefit obligations (Note 7)	20,932	17,902
Capital leases and other	10,971	12,157
	941,775	896,074
Total liabilities	1,070,667	997,858
EQUITY		
Shareholders' equity		
Share capital (Note 8)	202,973	202,844

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Paid-in capital	(5,417)	(6,082)
Retained earnings (deficit)	(92,380)	(97,235)
Accumulated other comprehensive income (loss)	26,057	23,695
Total shareholders' equity	131,233	123,222
Noncontrolling interest (deficit) (Note 10)	(31,088)	(37,249)
Total equity	100,145	85,973
Total liabilities and equity	1,170,812	1,083,831

Commitments and contingencies (Note 11)

The accompanying notes are an integral part of these interim consolidated financial statements.

FORM 10-Q

QUARTERLY REPORT PAGE 3

Table of Contents

MERCER INTERNATIONAL INC.
INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(In thousands of Euros, except per share data)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2010	2009	2010	2009
Revenues				
Pulp	228,293	147,522	399,414	276,555
Energy	11,931	11,362	21,062	21,901
	240,224	158,884	420,476	298,456
Costs and expenses				
Operating costs	168,275	149,033	308,684	281,030
Operating depreciation and amortization	14,106	13,539	27,830	26,940
	57,843	(3,688)	83,962	(9,514)
Selling, general and administrative expenses	9,955	6,032	18,050	13,177
Purchase (sale) of emission allowances		16		(542)
Operating income (loss)	47,888	(9,736)	65,912	(22,149)
Other income (expense)				
Interest expense	(16,898)	(16,319)	(33,321)	(32,868)
Investment income (loss)	117	138	211	(3,064)
Foreign exchange gain (loss) on debt	(9,371)	5,170	(14,602)	754
Gain (loss) on extinguishment of convertible notes (Note 5)			(929)	
Gain (loss) on derivative instruments (Note 6)	(4,462)	7,451	(11,008)	(7,562)
Total other income (expense)	(30,614)	(3,560)	(59,649)	(42,740)
Income (loss) before income taxes	17,274	(13,296)	6,263	(64,889)
Income tax benefit (provision) current	(1,319)	(65)	(1,523)	(114)
deferred		1,888		4,919
Net income (loss)	15,955	(11,473)	4,740	(60,084)
Less: net loss (income) attributable to noncontrolling interest	(3,554)	(3)	115	9,258
Net income (loss) attributable to common shareholders	12,401	(11,476)	4,855	(50,826)

Net income (loss) per share attributable to common
shareholders (Note 3)

Basic	0.34	(0.32)	0.13	(1.40)
Diluted	0.23	(0.32)	0.11	(1.40)

The accompanying notes are an integral part of these interim consolidated financial statements.

FORM 10-Q

QUARTERLY REPORT PAGE 4

Table of Contents

MERCER INTERNATIONAL INC.
INTERIM CONSOLIDATED STATEMENTS OF RETAINED EARNINGS (DEFICIT)
(Unaudited)
(In thousands of Euros)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2010	2009	2010	2009
Net income (loss) attributable to common shareholders	12,401	(11,476)	4,855	(50,826)
Retained earnings (deficit), beginning of period	(104,781)	(74,396)	(97,235)	(35,046)
Retained earnings (deficit), end of period	(92,380)	(85,872)	(92,380)	(85,872)

INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(Unaudited)
(In thousands of Euros)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2010	2009	2010	2009
Net income (loss)	15,955	(11,473)	4,740	(60,084)
Other comprehensive income (loss)				
Foreign currency translation adjustment	(4,688)	14,603	2,944	9,234
Pension income (expense)	(234)	(22)	(600)	(39)
Unrealized gains (losses) on securities arising during the period	12	21	18	335
Other comprehensive income (loss)	(4,910)	14,602	2,362	9,530
Total comprehensive income (loss)	11,045	3,129	7,102	(50,554)
Comprehensive loss (income) attributable to noncontrolling interest	(3,554)	(3)	115	9,258
Comprehensive income (loss) attributable to common shareholders	7,491	3,126	7,217	(41,296)

The accompanying notes are an integral part of these interim consolidated financial statements.

Table of Contents**MERCER INTERNATIONAL INC.**

INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(In thousands of Euros)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2010	2009	2010	2009
Cash flows from (used in) operating activities				
Net income (loss) attributable to common shareholders	12,401	(11,476)	4,855	(50,826)
Adjustments to reconcile net income (loss) attributable to common shareholders to cash flows from operating activities				
Loss (gain) on derivative instruments	4,462	(7,451)	11,008	7,562
Foreign exchange (gain) loss on debt	9,371	(5,170)	14,602	(754)
Loss (gain) on extinguishment of convertible notes			929	
Depreciation and amortization	14,176	13,604	27,997	27,071
Accretion (income) expense	514		945	
Noncontrolling interest	3,554	3	(115)	(9,258)
Deferred income taxes		(1,888)		(4,919)
Stock compensation expense	227	26	733	(8)
Pension and other post-retirement expense, net of funding	138	(7)	332	(23)
Inventory provisions				4,587
Other	844	925	1,847	(1,974)
Changes in current assets and liabilities				
Receivables	(28,798)	4,727	(45,942)	24,708
Inventories	(5,724)	21,406	(10,983)	27,525
Accounts payable and accrued expenses	5,377	15,161	13,332	7,940
Other	687	(366)	(594)	634
Net cash from (used in) operating activities	17,229	29,494	18,946	32,265
Cash flows from (used in) investing activities				
Purchase of property, plant and equipment	(14,542)	(7,835)	(20,392)	(15,541)
Proceeds on sale of property, plant and equipment	162	103	549	232
Cash, restricted				9,469
Notes receivable	579	120	495	241
Net cash from (used in) investing activities	(13,801)	(7,612)	(19,348)	(5,599)
Cash flows from (used in) financing activities				
Repayment of notes payable and debt			(8,250)	(13,800)
Repayment of capital lease obligations	(603)	(536)	(1,607)	(1,218)
	6,390		6,390	10,000

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Proceeds from borrowings of notes payable and debt				
Proceeds from government grants	1,144		10,559	
Payment of deferred note issuance costs				(1,969)
Net cash from (used in) financing activities	6,931	(536)	7,092	(6,987)
Effect of exchange rate changes on cash and cash equivalents	3,094	(482)	4,164	(31)
Net increase (decrease) in cash and cash equivalents	13,453	20,864	10,854	19,648
Cash and cash equivalents, beginning of period	48,692	41,236	51,291	42,452
Cash and cash equivalents, end of period	62,145	62,100	62,145	62,100

The accompanying notes are an integral part of these interim consolidated financial statements.

FORM 10-Q

QUARTERLY REPORT PAGE 6

Table of Contents

MERCER INTERNATIONAL INC.
INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS (continued)
(Unaudited)
(In thousands of Euros)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2010	2009	2010	2009
Supplemental disclosure of cash flow information				
Cash paid (received) during the period for				
Interest	14,604	2,952	29,033	31,210
Income taxes	(37)	43	29	72
Supplemental schedule of non-cash investing and financing activities				
Acquisition of production and other equipment under capital lease obligations	318	80	530	116
Decrease in accounts payable relating to investing activities	(12,843)	(1,602)	(13,826)	(1,141)

The accompanying notes are an integral part of these interim consolidated financial statements.

FORM 10-Q

QUARTERLY REPORT PAGE 7

Table of Contents

MERCER INTERNATIONAL INC.

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(In thousands of Euros, except per share data)

Note 1. The Company and Summary of Significant Accounting Policies

Basis of Presentation

The interim consolidated financial statements contained herein include the accounts of Mercer International Inc. (Mercer Inc.) and its wholly-owned and majority-owned subsidiaries collectively (the Company). The Company's shares of common stock are quoted and listed for trading on both the NASDAQ Global Market and the Toronto Stock Exchange.

The interim consolidated financial statements have been prepared by the Company pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (the SEC). The year-end consolidated balance sheet data was derived from audited financial statements. The footnote disclosure included herein has been prepared in accordance with accounting principles generally accepted for interim financial statements in the United States (GAAP). The interim consolidated financial statements should be read together with the audited consolidated financial statements and accompanying notes included in the Company's latest annual report on Form 10-K for the fiscal year ended December 31, 2009. In the opinion of the Company, the unaudited interim consolidated financial statements contained herein contain all adjustments necessary to fairly present the results of the interim periods included. The results for the periods included herein may not be indicative of the results for the entire year.

The Company has three pulp mills that are aggregated into one reportable business segment, market pulp. Accordingly, the results presented are those of the reportable business segment.

Certain prior year amounts in the interim consolidated financial statements have been reclassified to conform to the current year presentation.

In these interim consolidated financial statements, unless otherwise indicated, all amounts are expressed in Euros (€). The term U.S. dollars and the symbol \$ refer to United States dollars. The symbol C\$ refers to Canadian dollars.

Use of Estimates

Preparation of financial statements and related disclosures in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Significant management judgment is required in determining the accounting for, among other things, doubtful accounts and reserves, depreciation and amortization, future cash flows associated with impairment testing for long-lived assets, derivative financial instruments, environmental conservation and legal liabilities, asset retirement obligations, pensions and post-retirement benefit obligations, income taxes, contingencies, and inventory obsolescence and provisions. Actual results could differ from these estimates, and changes in these estimates are recorded when known.

FORM 10-Q

QUARTERLY REPORT PAGE 8

Table of Contents

MERCER INTERNATIONAL INC.

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(In thousands of Euros, except per share data)

Note 1. The Company and Summary of Significant Accounting Policies (continued)

Recently Implemented Accounting Standards

This section highlights recently implemented accounting standards that had an impact on the Company's financial statements.

In January 2010, the Company adopted Accounting Standards Update (ASU) 2010-06, which amends Accounting Standards Codification 820 (ASC 820), *Fair Value Measurements and Disclosures*. This new accounting guidance requires expanded fair value measurement disclosures in quarterly and annual financial statements. The new guidance clarifies existing disclosure requirements for the Level 2 and 3 fair value measurement. Additionally, the new guidance also requires details of significant transfers of assets between Level 1 and Level 2 fair value measurement categories, including the reasons for such transfers, as well as gross presentation of activity within the Level 3 fair value measurement category. This guidance is effective for the Company on January 1, 2010, except for the gross presentation of Level 3 activity, which is effective January 1, 2011. The adoption of this new accounting guidance did not impact the results of operations or the financial position of the Company.

Note 2. Stock-Based Compensation

In June 2010, the Company adopted a new stock incentive plan (the 2010 Plan) which provides for options, restricted stock rights, restricted stock, performance shares, performance share units and stock appreciation rights to be awarded to employees, consultants and non-employee directors. The 2010 Plan replaced the Company's 2004 stock incentive plan (the 2004 Plan). However, the terms of the 2004 Plan will govern prior awards until all awards granted under the 2004 Plan have been exercised, forfeited, cancelled, expired, or otherwise terminated in accordance with the terms thereof. The Company may grant up to a maximum of 2,000,000 common shares plus the number of common shares remaining available for grant pursuant to the 2004 Plan.

Performance Stock

Grants of performance stock comprise rights to receive stock at a future date that are contingent on the Company and the grantee achieving certain performance objectives.

During the three and six months ended June 30, 2010, potential stock based performance awards totaled 578,165, which potentially vest on December 31, 2010 (2009 530,623). Expense (income) recognized for the three and six month periods ended June 30, 2010 was 194 and 709, respectively (2009 5 and (55)).

The fair value of performance stock is determined based upon the number of shares awarded and the quoted price of the Company's stock at the reporting date. Performance stock generally cliff vest three years from the award date.

FORM 10-Q

QUARTERLY REPORT PAGE 9

Table of Contents

MERCER INTERNATIONAL INC.

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(In thousands of Euros, except per share data)

Note 2. Stock-Based Compensation (continued)

On February 11, 2010, the Company awarded a total of 13,000 performance stock to two employees. As of June 30, 2010, no performance stock had vested (2009 nil). During the three and six month period ended June 30, 2010, no performance stock were cancelled (2009 nil and nil).

Restricted Stock

The fair value of restricted stock is determined based upon the number of shares granted and the quoted price of the Company's stock on the date of grant. Restricted stock generally vests over one year. Expense is recognized on a straight-line basis over the vesting period. Expense recognized for the three and six month periods ended June 30, 2010 was 22 and 24, respectively (2009 21 and 47).

In the second quarter, 56,000 restricted stock awards were granted to directors of the Company (2009 nil). No restricted stock awards were granted in the first quarter of 2010 or 2009 and there were no restricted stock awards cancelled during the three and six month periods ended June 30, 2010 (2009 nil and nil). As at June 30, 2010, 77,000 restricted stock awards remain unvested.

As at June 30, 2010, the total remaining unrecognized compensation cost related to restricted stock amounted to approximately 226 (2009 nil), which will be amortized over their remaining vesting periods.

Stock Options

During the three and six month periods ended June 30, 2010 and 2009, no options were exercised, cancelled or granted and 738,334 options expired during the first quarter of 2010 (2009 nil).

FORM 10-Q

QUARTERLY REPORT PAGE 10

Table of Contents**MERCER INTERNATIONAL INC.****NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS****(Unaudited)****(In thousands of Euros, except per share data)****Note 3. Net Income (Loss) Per Share Attributable to Common Shareholders**

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2010	2009	2010	2009
Net income (loss) attributable to common shareholders basic	12,401	(11,476)	4,855	(50,826)
Interest on convertible notes, net of tax	747		1,437	
Net income (loss) attributable to common shareholders diluted	13,148	(11,476)	6,292	(50,826)
Net income (loss) per share attributable to common shareholders				
Basic	0.34	(0.32)	0.13	(1.40)
Diluted	0.23	(0.32)	0.11	(1.40)
Weighted average number of common shares outstanding				
Basic ⁽¹⁾	36,349,340	36,289,181	36,334,846	36,287,115
Effect of dilutive instruments				
Performance rights	425,668		429,865	
Restricted stock	22,067		16,498	
Stock options and awards				
Convertible notes	20,197,563		20,212,058	
Diluted	56,994,638	36,289,181	56,993,267	36,287,115

(1) The basic weighted average number of shares excludes performance and restricted stock which have been issued, but have not vested as at June 30, 2010 and 2009.

The calculation of diluted net income (loss) per share attributable to common shareholders does not assume the exercise of any instruments that would have an anti-dilutive effect on earnings per share.

Stock options and awards excluded from the calculation of diluted income (loss) per share attributable to common shareholders because they are anti-dilutive represented 190,000 shares for the three and six month periods ended June 30, 2010 (2009 928,334).

Shares associated with the convertible notes excluded from the calculation of diluted income (loss) per share attributable to common shareholders because they are anti-dilutive represented 8,678,065 shares for the three and six month periods ended June 30, 2009.

Performance stock excluded from the calculation of diluted income (loss) per share attributable to common shareholders because they are anti-dilutive represented 369,924 shares for the three and six month periods ended June 30, 2009.

Note 4. Inventories

	June 30, 2010	December 31, 2009
Raw materials	39,255	24,888
Finished goods	24,081	24,198
Work in process and other	26,246	23,543
	89,582	72,629

FORM 10-Q
QUARTERLY REPORT PAGE 11

Table of Contents**MERCER INTERNATIONAL INC.****NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS****(Unaudited)****(In thousands of Euros, except per share data)****Note 5. Debt**

Debt consists of the following:

	June 30, 2010	December 31, 2009
Note payable to bank, included in a total loan credit facility of 827,950 to finance the construction related to the Stendal mill (a)	506,323	514,574
Senior notes due February 2013, interest at 9.25% accrued and payable semi-annually, unsecured (b)	252,238	216,299
Subordinated convertible notes due October 2010, interest at 8.5% accrued and payable semi-annually (c)	1,851	16,749
Subordinated convertible notes due January 2012, interest at 8.5% accrued and payable semi-annually (d)	50,151	26,160
Credit agreement with a lender with respect to a revolving credit facility of C\$40 million (e)	23,782	16,000
Loan payable to the noncontrolling shareholder of the Stendal mill (f)	30,485	35,881
Credit agreement with a bank with respect to a revolving credit facility of 25,000 (g)		
Investment loan agreement with a lender with respect to the wash press project at the Rosenthal mill of 4,351 (h)	4,351	3,511
Credit agreement with a bank with respect to a revolving credit facility of 3,500 (i)		
	869,181	829,174
Less: current portion	(23,189)	(16,032)
Debt, less current portion	845,992	813,142

The Company made scheduled principal repayments under these facilities of 8,250 during the six months ended June 30, 2010 (2009 13,800). As of June 30, 2010, the principal maturities of debt are as follows:

Matures	Amount
2010	8,062
2011	24,255
2012	75,822
2013 ⁽¹⁾	317,108
2014	40,543
Thereafter	403,391
	869,181

(1)

Includes
revolving credit
facility principal
amounts
totalling 23,782.

FORM 10-Q
QUARTERLY REPORT PAGE 12

Table of Contents

MERCER INTERNATIONAL INC.

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(In thousands of Euros, except per share data)

Note 5. Debt (continued)

Certain of the Company's debt agreements were issued under an indenture which, among other things, restricts its ability and the ability of its restricted subsidiaries to make certain payments. These limitations are subject to other important qualifications and exceptions. As at June 30, 2010, the Company was in compliance with the terms of the indenture.

- (a) Note payable to bank, included in a total loan facility of 827,950 to finance the construction related to the Stendal mill (Stendal Loan Facility), interest at rates varying from Euribor plus 0.90% to Euribor plus 1.50% (rates on amounts of borrowing at June 30, 2010 range from 1.85% to 2.44%), principal due in required installments beginning September 30, 2006 until September 30, 2017, collateralized by the assets of the Stendal mill, with 48% and 32% guaranteed by the Federal Republic of Germany and the State of Saxony-Anhalt, respectively, of up to 468,823 of outstanding principal, subject to a debt service reserve account required to pay amounts due in the following twelve months under the terms of the Stendal Loan Facility; payment of dividends is only permitted if certain cash flow requirements are met.

On March 13, 2009, the Company finalized an agreement with its lenders to amend its Stendal Loan Facility. The amendment deferred approximately 164,000 of scheduled principal payments until the maturity date, September 30, 2017, including approximately 20,000, 26,000, 21,000 of scheduled principal payments that were originally due in 2009, 2010, and 2011, respectively. The amendment also provided for a 100% cash sweep, referred to as the Cash Sweep , of any cash, in excess of a 15,000 working capital reserve, held by Stendal which will be used first to fund the debt service reserve account to a level sufficient to service the amounts due and payable under the Stendal Loan Facility during the then following 12 months, or Fully Funded , and second to prepay the deferred principal amounts.

- (b) In February 2005, the Company issued \$310 million of senior notes due February 2013, which bear interest at 9.25% accrued and payable semi-annually, and are unsecured. The Company may redeem all or a part of the notes at redemption prices (expressed as a percentage of principal amount) equal to 102.31% for the twelve month period beginning on February 15, 2010, and 100.00% beginning on February 15, 2011 and at any time thereafter, plus accrued and unpaid interest.

FORM 10-Q

QUARTERLY REPORT PAGE 13

Table of Contents

MERCER INTERNATIONAL INC.

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(In thousands of Euros, except per share data)

Note 5. Debt (continued)

- (c) As at June 30, 2010, the Subordinated Convertible Notes due October 2010 had approximately \$2.3 million of principal outstanding. The Subordinated Convertible Notes due October 2010, bear interest at 8.5% accrued and payable semi-annually, are convertible at any time by the holder into common shares of the Company at \$7.75 per share and are unsecured. The Company may redeem for cash all or a portion of these notes at any time at 100% of the principal amount of the notes plus accrued and unpaid interest up to the redemption date. See Note 5(d).
- (d) On December 10, 2009, the Company exchanged approximately \$43.3 million of Subordinated Convertible Notes due October 2010 through private exchange agreements with the holders thereof for approximately \$43.8 million of Subordinated Convertible Notes due January 2012. On January 22, 2010, through an exchange offer, the Company exchanged a further \$21.7 million of Subordinated Convertible Notes due October 2010 for approximately \$22.0 million of the Company's Subordinated Convertible Notes due January 2012. The Company recognized both exchange transactions of the Subordinated Convertible Notes as extinguishments of debt in accordance with ASC Topic 470, *Debt*, because the fair value of the embedded conversion option changed by more than 10% in both transactions. As a result, for the year ended December 31, 2009, the Company accounted for the December 10, 2009 exchange as a debt extinguishment and recognized a gain of 4,447 in the Consolidated Statement of Operations. For the six months ended June 30, 2010, the Company recognized a loss of 929 as a result of the January 22, 2010 exchange. The gain and loss, which were determined using fair market values prevailing at the time of the transactions, will both be accreted to income through to January 2012 through interest expense yielding an effective interest rate of approximately 13% on the December 10, 2009 exchange and 3% on the January 22, 2010 exchange.

The Subordinated Convertible Notes due January 2012 bear interest at 8.5%, accrued and payable semi-annually, are convertible at anytime by the holder into common shares of the Company at \$3.30 per share and are unsecured. The Company may redeem for cash all or a portion of the notes on or after July 15, 2011 at 100% of the principal amount of the notes plus accrued interest up to the redemption date. During the six months ended June 30, 2010, \$169,027 of Subordinated Convertible Notes due January 2012 were converted into 51,218 shares.

FORM 10-Q

QUARTERLY REPORT PAGE 14

Table of Contents

MERCER INTERNATIONAL INC.

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(In thousands of Euros, except per share data)

Note 5. Debt (continued)

- (e) Credit agreement with respect to a revolving credit facility of C\$40.0 million for the Celgar mill. The credit agreement matures May 2013. Borrowings under the credit agreement are collateralized by the mill's inventory and receivables and are restricted by a borrowing base calculated on the mill's inventory and receivables. Canadian dollar denominated amounts bear interest at bankers acceptance plus 3.75% or Canadian prime plus 2.00%. U.S. dollar denominated amounts bear interest at LIBOR plus 3.75% or U.S. base plus 2.00%. As at June 30, 2010, this facility was accruing interest at a rate of approximately 4.42% and the undrawn amount was approximately C\$8.0 million.
- (f) Loans payable to the noncontrolling shareholder of the Stendal mill bear interest at 7%, which is accrued semi-annually. The loan payable is unsecured, subordinated to all liabilities of the Stendal mill, and is due in 2017. The balance includes principal and accrued interest. See Note 10 Noncontrolling Interest.
- (g) A 25,000 working capital facility at the Rosenthal mill that matures in December 2012. Borrowings under the facility are collateralized by the mill's inventory and receivables and bear interest at approximately Euribor plus 3.50%. As at June 30, 2010, approximately 2,100 of this facility was supporting bank guarantees leaving approximately 22,900 undrawn.
- (h) On August 19, 2009 the Company finalized an investment loan agreement with a lender relating to the new wash press at the Rosenthal mill. The four-year amortizing investment loan was completed with a total facility of 4,351 bearing interest at the rate of Euribor plus 2.75%. Borrowings under this agreement are secured by the new wash press equipment. As at June 30, 2010, this facility was drawn by 4,351 and was accruing interest at a rate of 3.20%.
- (i) On February 8, 2010 the Rosenthal mill finalized a credit agreement with a lender for a 3,500 facility maturing in December 2012. Borrowings under the facility will bear interest at the rate of the 3-month Euribor plus 3.5% and are secured by certain land at our Rosenthal mill. As at June 30, 2010, this facility was undrawn.

Note 6. Derivative Transactions

The Company is exposed to certain market risks relating to its ongoing business. The Company seeks to manage these risks through internal risk management policies as well as, from time to time, the use of derivatives. Currently, the primary risk managed using derivative instruments is interest rate risk.

FORM 10-Q

QUARTERLY REPORT PAGE 15

Table of Contents

MERCER INTERNATIONAL INC.

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(In thousands of Euros, except per share data)

Note 6. Derivative Transactions (continued)

During 2004, the Company entered into certain variable-to-fixed interest rate swaps in connection with the Stendal Loan Facility with respect to an aggregate maximum principal amount of approximately 612,600 of the total indebtedness under the Stendal Loan Facility. Under the interest rate swaps, the Company pays a fixed rate and receives a floating rate with the interest payments being calculated on a notional amount. Currently, the contracts have an aggregate notional amount of 467,926 at a fixed interest rate of 5.28% and they mature October 2017 (generally matching the maturity of the Stendal Loan Facility). The Company substantially converted the Stendal Loan Facility from a variable interest rate loan into a fixed interest rate loan, thereby reducing interest rate uncertainty.

The Company recognized an unrealized loss of 4,462 and 11,008, respectively, with respect to these interest rate swaps for the three and six months ended June 30, 2010 (2009 gain of 7,451 and loss of 7,562), in the Gain (loss) on derivative instruments line in the Interim Consolidated Statement of Operations and Interim Consolidated Statement of Cash Flows. Derivative instruments are required to be measured at their fair value. Accordingly, the fair value of the interest rate swap is presented in Unrealized interest rate derivative losses within the long-term liabilities section in the Interim Consolidated Balance Sheets, which currently amounts to a cumulative unrealized loss of 63,880 (2009 52,873).

The interest rate derivative contracts are with the same banks that hold the Stendal Loan Facility and the Company does not anticipate non-performance by the banks.

Note 7. Pension and Other Post-Retirement Benefit Obligations

Included in pension and other post-retirement benefit obligations are amounts related to the Company's Celgar and German mills. The largest component of this obligation is with respect to the Celgar mill which maintains defined benefit pension and post-retirement benefit plans for certain employees (Celgar Plans).

Pension benefits are based on employees' earnings and years of service. The Celgar Plans are funded by contributions from the Company based on actuarial estimates and statutory requirements. Pension contributions for the three and six month periods ended June 30, 2010 totaled 247 and 399, respectively (2009 235 and 583).

The Company anticipates based on actuarial estimates that it will make contributions to the defined benefit pension plan of approximately 319 in 2010.

FORM 10-Q

QUARTERLY REPORT PAGE 16

Table of Contents**MERCER INTERNATIONAL INC.****NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS****(Unaudited)****(In thousands of Euros, except per share data)****Note 7. Pension and Other Post-Retirement Benefit Obligations (continued)**

Effective December 31, 2008, the defined benefit plan was closed to new members. In addition, the defined benefit service accrual ceased on December 31, 2008, and members began to receive pension benefits, at a fixed contractual rate, under a new defined contribution plan effective January 1, 2009.

	Three Months Ended June 30,		2009	
	2010	Post-Retirement Benefits	Pension Benefits	Post-Retirement Benefits
Service cost	21	102	14	84
Interest cost	437	202	377	203
Expected return on plan assets	(409)		(317)	
Recognized net loss (gain)	115	(81)	35	(59)
Net periodic benefit cost	164	223	109	228

	Six Months Ended June 30,		2009	
	2010	Post-Retirement Benefits	Pension Benefits	Post-Retirement Benefits
Service cost	40	195	28	167
Interest cost	832	384	747	401
Expected return on plan assets	(778)		(628)	
Recognized net loss (gain)	218	(154)	69	(116)
Net periodic benefit cost	312	425	216	452

Note 8. Share Capital*Common shares*

The Company has authorized 200,000,000 common shares (2009 200,000,000) with a par value of \$1 per share. During the six months ended June 30, 2010, 51,218 shares were issued as a result of certain holders of the Company's Subordinated Convertible Notes due January 2012 exercising their conversion option. See Note 5(d) Debt. As at June 30, 2010 and December 31, 2009, the Company had 36,551,325 and 36,443,487 common shares issued and outstanding, respectively.

FORM 10-Q

QUARTERLY REPORT PAGE 17

Table of Contents**MERCER INTERNATIONAL INC.****NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS****(Unaudited)****(In thousands of Euros, except per share data)****Note 8. Share Capital (continued)***Preferred shares*

The Company has authorized 50,000,000 preferred shares (2009 50,000,000) with \$1 par value issuable in series, of which 2,000,000 shares have been designated as Series A. The preferred shares may be issued in one or more series and with such designations and preferences for each series as shall be stated in the resolutions providing for the designation and issue of each such series adopted by the Board of Directors of the Company. The Board of Directors is authorized by the Company's articles of incorporation to determine the voting, dividend, redemption and liquidation preferences pertaining to each such series. As at June 30, 2010, no preferred shares had been issued by the Company.

Note 9. Financial Instruments

The fair value of financial instruments at June 30, 2010 and December 31, 2009 is summarized as follows:

	June 30, 2010		December 31, 2009	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Cash and cash equivalents	62,145	62,145	51,291	51,291
Investments	155	155	135	135
Receivables	125,105	125,105	71,143	71,143
Notes receivable	3,897	3,897	3,819	3,819
Accounts payable and accrued expenses	105,050	105,050	85,185	85,185
Debt	869,181	865,684	829,174	769,207
Interest rate derivative contracts liability	63,880	63,880	52,873	52,873

The carrying value of cash and cash equivalents and accounts payable and accrued expenses approximates the fair value due to the immediate or short-term maturity of these financial instruments. The carrying value of receivables approximates the fair value due to their short-term nature and historical collectability. The fair value of notes receivable was estimated using discounted cash flows at prevailing market rates. The fair value of debt reflects recent market transactions and discounted cash flow estimates. The fair value of the interest rate derivatives is based on observable inputs including applicable yield curves.

FORM 10-Q

QUARTERLY REPORT PAGE 18

Table of Contents

MERCER INTERNATIONAL INC.
NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

(In thousands of Euros, except per share data)

Note 9. Financial Instruments (continued)

The fair value methodologies and, as a result, the fair value of the Company's investments and derivative instruments are determined based on the fair value hierarchy provided in ASC 820. The fair value hierarchy per ASC 820 is as follows:

Level 1 Valuations based on quoted prices in active markets for *identical* assets and liabilities.

Level 2 Valuations based on observable inputs in active markets for *similar* assets and liabilities, other than Level 1 prices, such as quoted interest or currency exchange rates.

Level 3 Valuations based on significant unobservable inputs that are supported by little or no market activity, such as discounted cash flow methodologies based on internal cash flow forecasts.

The Company classified its investments within Level 1 of the valuation hierarchy where quoted prices are available in an active market. Level 1 investments include exchange-traded equities.

The Company's derivatives are classified within Level 2 of the valuation hierarchy, as they are traded on the over-the-counter market and are valued using internal models that use as their basis readily observable market inputs, such as forward interest rates.

The valuation techniques used by the Company are based upon observable inputs. Observable inputs reflect market data obtained from independent sources. In addition, the Company considered the risk of non-performance of the obligor, which in some cases reflects the Company's own credit risk, in determining the fair value of the derivative instruments. The counterparty to our interest rate swap derivative is a multi-national financial institution.

The following table presents a summary of the Company's outstanding financial instruments and their estimated fair values under the hierarchy defined in ASC 820:

Fair value measurements at June 30, 2010 using:

Description	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Assets				
Investments (a)	155			155
Liabilities				
Derivatives (b) Interest rate swaps		63,880		63,880

(a) Based on observable market data.

(b) Based on observable

inputs for the
liability (yield
curves
observable at
specific
intervals).

FORM 10-Q
QUARTERLY REPORT PAGE 19

Table of Contents

**MERCER INTERNATIONAL INC.
NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)**

(In thousands of Euros, except per share data)

Note 10. Noncontrolling Interest

During the first quarter of 2010, the noncontrolling interest holder agreed to convert certain interest claims totaling 6,275 borne from shareholder loans into a capital contribution. As a result of this conversion, the Company reduced the amount owing to the noncontrolling shareholder and decreased the noncontrolling shareholder's share of losses.

Note 11. Commitments and Contingencies

As part of the Company's Green Energy project (the Green Energy Project) for the Celgar mill, during 2009 and 2010 the Company entered into a number of contracts for the purchase of a new 48 megawatt condensing turbine-generator set, as well as other related equipment commitments. As at June 30, 2010, the value of the project remaining to be completed is approximately 9,700 (C\$12.6 million), a majority of which is due to be paid within the next year and is being funded by the Canadian Federal Government's Pulp and Paper Green Transformation Program (the Program). Pursuant to a contribution agreement finalized in November 2009, the Program will provide approximately C\$40.0 million to complete the Green Energy Project. The Company is also eligible for an additional C\$17.7 million under the Program for future qualifying projects.

The Company is involved in a property transfer tax dispute with respect to the Celgar mill and certain other legal actions and claims arising in the ordinary course of business. While the outcome of these legal actions and claims cannot be predicted with certainty, it is the opinion of management that the outcome of any such claim which is pending or threatened, either individually or on a combined basis, will not have a material adverse effect on the consolidated financial condition, results of operations or liquidity of the Company.

FORM 10-Q

QUARTERLY REPORT PAGE 20

Table of Contents

MERCER INTERNATIONAL INC.
NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

(In thousands of Euros, except per share data)

Note 12. Restricted Group Supplemental Disclosure

The terms of the indenture governing our 9.25% senior unsecured notes require that we provide the results of operations and financial condition of Mercer International Inc. and our restricted subsidiaries under the indenture, collectively referred to as the Restricted Group. As at and during the three and six months ended June 30, 2010 and 2009, the Restricted Group was comprised of Mercer International Inc., certain holding subsidiaries and our Rosenthal and Celgar mills. The Restricted Group excludes the Stendal mill.

Combined Condensed Balance Sheet

	June 30, 2010			
	Restricted Group	Unrestricted Subsidiaries	Eliminations	Consolidated Group
ASSETS				
Current assets				
Cash and cash equivalents	39,485	22,660		62,145
Receivables	69,176	55,929		125,105
Inventories	58,250	31,332		89,582
Prepaid expenses and other	4,752	2,696		7,448
Total current assets	171,663	112,617		284,280
Property, plant and equipment	378,462	494,381		872,843
Deferred note issuance and other	3,139	4,488		7,627
Deferred income tax	3,860			3,860
Due from unrestricted group	76,008		(76,008)	
Note receivable	2,202			2,202
Total assets	635,334	611,486	(76,008)	1,170,812
LIABILITIES				
Current liabilities				
Accounts payable and accrued expenses	65,421	39,629		105,050
Pension and other post-retirement benefit obligations	653			653
Debt	2,939	20,250		23,189
Total current liabilities	69,013	59,879		128,892
Debt	329,434	516,558		845,992
Due to restricted group		76,008	(76,008)	
Unrealized interest rate derivative losses		63,880		63,880
Pension and other post-retirement benefit obligations	20,932			20,932
Capital leases and other	6,806	4,165		10,971

Total liabilities	426,185	720,490	(76,008)	1,070,667
EQUITY				
Total shareholders' equity (deficit)	209,149	(77,916)		131,233
Noncontrolling interest (deficit)		(31,088)		(31,088)
Total liabilities and equity	635,334	611,486	(76,008)	1,170,812

FORM 10-Q
QUARTERLY REPORT PAGE 21

Table of Contents

MERCER INTERNATIONAL INC.
NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

(In thousands of Euros, except per share data)

Note 12. Restricted Group Supplemental Disclosure (continued)
Combined Condensed Balance Sheet

	December 31, 2009			
	Restricted Group	Unrestricted Subsidiaries	Eliminations	Consolidated Group
ASSETS				
Current assets				
Cash and cash equivalents	20,635	30,656		51,291
Receivables	34,588	36,555		71,143
Inventories	52,897	19,732		72,629
Prepaid expenses and other	3,452	2,419		5,871
Total current assets	111,572	89,362		200,934
Property, plant and equipment	362,311	506,247		868,558
Deferred note issuance and other	3,388	4,798		8,186
Deferred income tax	3,426			3,426
Due from unrestricted group	72,553		(72,553)	
Note receivable	2,727			2,727
Total assets	555,977	600,407	(72,553)	1,083,831
LIABILITIES				
Current liabilities				
Accounts payable and accrued expenses	51,875	33,310		85,185
Pension and other post-retirement benefit obligations	567			567
Debt	2,115	13,917		16,032
Total current liabilities	54,557	47,227		101,784
Debt	276,604	536,538		813,142
Due to restricted group		72,553	(72,553)	
Unrealized interest rate derivative losses		52,873		52,873
Pension and other post-retirement benefit obligations	17,902			17,902
Capital leases and other	6,667	5,490		12,157
Total liabilities	355,730	714,681	(72,553)	997,858
EQUITY				
Total shareholders' equity (deficit)	200,247	(77,025)		123,222

Noncontrolling interest (deficit)		(37,249)		(37,249)
Total liabilities and equity	555,977	600,407	(72,553)	1,083,831

FORM 10-Q
QUARTERLY REPORT PAGE 22

Table of Contents

MERCER INTERNATIONAL INC.
NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

(In thousands of Euros, except per share data)

Note 12. Restricted Group Supplemental Disclosure (continued)**Combined Condensed Statements of Operations**

	Three Months Ended June 30, 2010			Consolidated Group
	Restricted Group	Unrestricted Subsidiaries	Eliminations	
Revenues				
Pulp	124,840	103,453		228,293
Energy	3,840	8,091		11,931
	128,680	111,544		240,224
Operating costs	95,870	72,405		168,275
Operating depreciation and amortization	7,628	6,478		14,106
Selling, general and administrative expenses and other	6,730	3,225		9,955
	110,228	82,108		192,336
Operating income (loss)	18,452	29,436		47,888
Other income (expense)				
Interest expense	(7,957)	(10,116)	1,175	(16,898)
Investment income (loss)	1,285	7	(1,175)	117
Foreign exchange gain (loss) on debt	(9,371)			(9,371)
Gain (loss) on derivative instruments		(4,462)		(4,462)
Total other income (expense)	(16,043)	(14,571)		(30,614)
Income (loss) before income taxes	2,409	14,865		17,274
Income tax benefit (provision)	(334)	(985)		(1,319)
Net income (loss)	2,075	13,880		15,955
Less: net (income) loss attributable to noncontrolling interest		(3,554)		(3,554)
Net income (loss) attributable to common shareholders	2,075	10,326		12,401

	Three Months Ended June 30, 2009			Consolidated Group
	Restricted Group	Unrestricted Subsidiaries	Eliminations	

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Revenues				
Pulp	76,443	71,079		147,522
Energy	3,945	7,417		11,362
	80,388	78,496		158,884
Operating costs	79,793	69,240		149,033
Operating depreciation and amortization	6,888	6,651		13,539
Selling, general and administrative expenses and other	3,314	2,734		6,048
	89,995	78,625		168,620
Operating income (loss)	(9,607)	(129)		(9,736)
Other income (expense)				
Interest expense	(6,927)	(10,513)	1,121	(16,319)
Investment income (loss)	1,234	25	(1,121)	138
Foreign exchange gain (loss) on debt	5,170			5,170
Gain (loss) on derivative instruments		7,451		7,451
Total other income (expense)	(523)	(3,037)		(3,560)
Income (loss) before income taxes	(10,130)	(3,166)		(13,296)
Income tax benefit (provision)	(1,149)	2,972		1,823
Net income (loss)	(11,279)	(194)		(11,473)
Less: net (income) loss attributable to noncontrolling interest		(3)		(3)
Net income (loss) attributable to common shareholders	(11,279)	(197)		(11,476)

FORM 10-Q
 QUARTERLY REPORT PAGE 23

Table of Contents

MERCER INTERNATIONAL INC.
NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

(In thousands of Euros, except per share data)

Note 12. Restricted Group Supplemental Disclosure (continued)**Combined Condensed Statements of Operations**

	Six Months Ended June 30, 2010			
	Restricted Group	Unrestricted Subsidiaries	Eliminations	Consolidated Group
Revenues				
Pulp	231,257	168,157		399,414
Energy	7,215	13,847		21,062
	238,472	182,004		420,476
Operating costs	177,535	131,149		308,684
Operating depreciation and amortization	14,841	12,989		27,830
Selling, general and administrative expenses and other	11,571	6,479		18,050
	203,947	150,617		354,564
Operating income (loss)	34,525	31,387		65,912
Other income (expense)				
Interest expense	(15,277)	(20,380)	2,336	(33,321)
Investment income (loss)	2,524	23	(2,336)	211
Foreign exchange gain (loss) on debt	(14,602)			(14,602)
Gain (loss) on extinguishment of convertible notes	(929)			(929)
Gain (loss) on derivative instruments		(11,008)		(11,008)
Total other income (expense)	(28,284)	(31,365)		(59,649)
Income (loss) before income taxes	6,241	22		6,263
Income tax benefit (provision)	(495)	(1,028)		(1,523)
Net income (loss)	5,746	(1,006)		4,740
Less: net (income) loss attributable to noncontrolling interest		115		115
Net income (loss) attributable to common shareholders	5,746	(891)		4,855

	Six Months Ended June 30, 2009			
	Restricted Group	Unrestricted Subsidiaries	Eliminations	Consolidated Group
Revenues				
Pulp	151,459	125,096		276,555
Energy	7,961	13,940		21,901
	159,420	139,036		298,456
Operating costs	154,228	126,802		281,030
Operating depreciation and amortization	13,592	13,348		26,940
Selling, general and administrative expenses and other	6,617	6,018		12,635
	174,437	146,168		320,605
Operating income (loss)	(15,017)	(7,132)		(22,149)
Other income (expense)				
Interest expense	(14,229)	(20,869)	2,230	(32,868)
Investment income (loss)	2,150	(2,984)	(2,230)	(3,064)
Foreign exchange gain (loss) on debt	754			754
Gain (loss) on derivative instruments		(7,562)		(7,562)
Total other income (expense)	(11,325)	(31,415)		(42,740)
Income (loss) before income taxes	(26,342)	(38,547)		(64,889)
Income tax benefit (provision)	(941)	5,746		4,805
Net income (loss)	(27,283)	(32,801)		(60,084)
Less: net (income) loss attributable to noncontrolling interest		9,258		9,258
Net income (loss) attributable to common shareholders	(27,283)	(23,543)		(50,826)

FORM 10-Q
 QUARTERLY REPORT PAGE 24

Table of Contents

MERCER INTERNATIONAL INC.
NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

(In thousands of Euros, except per share data)

Note 12. Restricted Group Supplemental Disclosure (continued)**Combined Condensed Statement of Cash Flows**

	Three Months Ended June 30, 2010		
	Restricted Group	Unrestricted Group	Consolidated Group
Cash flows from (used in) operating activities			
Net income (loss) attributable to common shareholders	2,075	10,326	12,401
Adjustments to reconcile net income (loss) attributable to common shareholders to cash flows from operating activities			
Loss (gain) on derivative instruments		4,462	4,462
Foreign exchange loss (gain) on debt	9,371		9,371
Depreciation and amortization	7,698	6,478	14,176
Accretion (income) expense	514		514
Noncontrolling interest		3,554	3,554
Stock compensation expense	227		227
Pension and other post-retirement expense, net of funding	138		138
Other	182	662	844
Changes in current assets and liabilities			
Receivables	(10,186)	(18,612)	(28,798)
Inventories	810	(6,534)	(5,724)
Accounts payable and accrued expenses	10,567	(5,190)	5,377
Other ⁽¹⁾	(4,860)	5,547	687
Net cash from (used in) operating activities	16,536	693	17,229
Cash flows from (used in) investing activities			
Purchase of property, plant and equipment	(14,148)	(394)	(14,542)
Proceeds on sale of property, plant and equipment	9	153	162
Note receivable	579		579
Net cash from (used in) investing activities	(13,560)	(241)	(13,801)
Cash flows from (used in) financing activities			
Repayment of capital lease obligations	(202)	(401)	(603)
Proceeds from borrowings of notes payable and debt	6,390		6,390
Proceeds from government grants	1,144		1,144
Net cash from (used in) financing activities	7,332	(401)	6,931
Effect of exchange rate changes on cash and cash equivalents	3,094		3,094

Net increase (decrease) in cash and cash equivalents	13,402	51	13,453
Cash and cash equivalents, beginning of period	26,083	22,609	48,692
Cash and cash equivalents, end of period	39,485	22,660	62,145

(1) Includes
intercompany
working capital
related
transactions.

FORM 10-Q
QUARTERLY REPORT PAGE 25

Table of Contents

MERCER INTERNATIONAL INC.
NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

(In thousands of Euros, except per share data)

Note 12. Restricted Group Supplemental Disclosure (continued)**Combined Condensed Statement of Cash Flows**

	Three Months Ended June 30, 2009		
	Restricted Group	Unrestricted Group	Consolidated Group
Cash flows from (used in) operating activities			
Net income (loss) attributable to common shareholders	(11,279)	(197)	(11,476)
Adjustments to reconcile net income (loss) attributable to common shareholders to cash flows from operating activities			
Loss (gain) on derivative instruments		(7,451)	(7,451)
Foreign exchange loss (gain) on debt	(5,170)		(5,170)
Depreciation and amortization	6,953	6,651	13,604
Noncontrolling interest		3	3
Deferred income taxes	1,135	(3,023)	(1,888)
Stock compensation expense	26		26
Pension and other post-retirement expense, net of funding	(7)		(7)
Other	370	555	925
Changes in current assets and liabilities			
Receivables	6,462	(1,735)	4,727
Inventories	9,715	11,691	21,406
Accounts payable and accrued expenses	6,129	9,032	15,161
Other ⁽¹⁾	(1,348)	982	(366)
Net cash from (used in) operating activities	12,986	16,508	29,494
Cash flows from (used in) investing activities			
Purchase of property, plant and equipment	(7,352)	(483)	(7,835)
Proceeds on sale of property, plant and equipment	46	57	103
Note receivable	120		120
Net cash from (used in) investing activities	(7,186)	(426)	(7,612)
Cash flows from (used in) financing activities			
Repayment of capital lease obligations	(158)	(378)	(536)
Net cash from (used in) financing activities	(158)	(378)	(536)
Effect of exchange rate changes on cash and cash equivalents	(482)		(482)
Net increase (decrease) in cash and cash equivalents	5,160	15,704	20,864

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Cash and cash equivalents, beginning of period	28,682	12,554	41,236
Cash and cash equivalents, end of period	33,842	28,258	62,100

(1) Includes
intercompany
working capital
related
transactions.

FORM 10-Q
QUARTERLY REPORT PAGE 26

Table of Contents

MERCER INTERNATIONAL INC.
NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

(In thousands of Euros, except per share data)

Note 12. Restricted Group Supplemental Disclosure (continued)**Combined Condensed Statement of Cash Flows**

	Six Months Ended June 30, 2010		
	Restricted Group	Unrestricted Group	Consolidated Group
Cash flows from (used in) operating activities			
Net income (loss) attributable to common shareholders	5,746	(891)	4,855
Adjustments to reconcile net income (loss) attributable to common shareholders to cash flows from operating activities			
Loss (gain) on derivative instruments		11,008	11,008
Foreign exchange loss (gain) on debt	14,602		14,602
Loss (gain) on extinguishment of convertible notes	929		929
Depreciation and amortization	15,008	12,989	27,997
Accretion (income) expense	945		945
Noncontrolling interest		(115)	(115)
Stock compensation expense	733		733
Pension and other post-retirement expense, net of funding	332		332
Other	570	1,277	1,847
Changes in current assets and liabilities			
Receivables	(26,568)	(19,374)	(45,942)
Inventories	617	(11,600)	(10,983)
Accounts payable and accrued expenses	7,722	5,610	13,332
Other ⁽¹⁾	(3,798)	3,204	(594)
Net cash from (used in) operating activities	16,838	2,108	18,946
Cash flows from (used in) investing activities			
Purchase of property, plant and equipment	(19,075)	(1,317)	(20,392)
Proceeds on sale of property, plant and equipment	63	486	549
Note receivable	495		495
Net cash from (used in) investing activities	(18,517)	(831)	(19,348)
Cash flows from (used in) financing activities			
Repayment of notes payable and debt		(8,250)	(8,250)
Repayment of capital lease obligations	(584)	(1,023)	(1,607)
Proceeds from borrowings of notes payable and debt	6,390		6,390
Proceeds from government grants	10,559		10,559
Net cash from (used in) financing activities	16,365	(9,273)	7,092
Effect of exchange rate changes on cash and cash equivalents	4,164		4,164

Net increase (decrease) in cash and cash equivalents	18,850	(7,996)	10,854
Cash and cash equivalents, beginning of period	20,635	30,656	51,291
Cash and cash equivalents, end of period	39,485	22,660	62,145

(1) Includes
intercompany
working capital
related
transactions.

FORM 10-Q
QUARTERLY REPORT PAGE 27

Table of Contents

MERCER INTERNATIONAL INC.
NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

(In thousands of Euros, except per share data)

Note 12. Restricted Group Supplemental Disclosure (continued)**Combined Condensed Statement of Cash Flows**

	Six Months Ended June 30, 2009		
	Restricted Group	Unrestricted Group	Consolidated Group
Cash flows from (used in) operating activities			
Net income (loss) attributable to common shareholders	(27,283)	(23,543)	(50,826)
Adjustments to reconcile net income (loss) attributable to common shareholders to cash flows from operating activities			
Loss (gain) on derivative instruments		7,562	7,562
Foreign exchange loss (gain) on debt	(754)		(754)
Depreciation and amortization	13,723	13,348	27,071
Noncontrolling interest		(9,258)	(9,258)
Deferred income taxes	909	(5,828)	(4,919)
Stock compensation expense	(8)		(8)
Pension and other post-retirement expense, net of funding	(23)		(23)
Inventory provisions	3,233	1,354	4,587
Other	350	(2,324)	(1,974)
Changes in current assets and liabilities			
Receivables	22,215	2,493	24,708
Inventories	11,314	16,211	27,525
Accounts payable and accrued expenses	6,523	1,417	7,940
Other ⁽¹⁾	(12,463)	13,097	634
Net cash from (used in) operating activities	17,736	14,529	32,265
Cash flows from (used in) investing activities			
Purchase of property, plant and equipment	(14,527)	(1,014)	(15,541)
Proceeds on sale of property, plant and equipment	98	134	232
Cash, restricted		9,469	9,469
Note receivable	241		241
Net cash from (used in) investing activities	(14,188)	8,589	(5,599)
Cash flows from (used in) financing activities			
Repayment of notes payable and debt	(5,550)	(8,250)	(13,800)
Repayment of capital lease obligations	(301)	(917)	(1,218)
Proceeds from borrowings of notes payables and debt	10,000		10,000
Payment of deferred note issuance costs		(1,969)	(1,969)
Net cash from (used in) financing activities	4,149	(11,136)	(6,987)

Effect of exchange rate changes on cash and cash equivalents	(31)		(31)
Net increase (decrease) in cash and cash equivalents	7,666	11,982	19,648
Cash and cash equivalents, beginning of period	26,176	16,276	42,452
Cash and cash equivalents, end of period	33,842	28,258	62,100

(1) Includes
intercompany
working capital
related
transactions.

FORM 10-Q
QUARTERLY REPORT PAGE 28

Table of Contents

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

In this document: (i) unless the context otherwise requires, references to we, our, us, the Company or Mercer International Inc. and its subsidiaries; (ii) references to Mercer Inc. mean the Company excluding its subsidiaries; (iii) information is provided as of June 30, 2010, unless otherwise stated; (iv) all references to monetary amounts are to Euros, the lawful currency adopted by most members of the European Union, unless otherwise stated; (v) € refers to Euros, \$ refers to U.S. dollars and C\$ refers to Canadian dollars; and (vi) ADMTs refers to air-metric tonnes.

Results of Operations

General

We operate three northern bleached softwood kraft (NBSK) pulp mills through our wholly owned subsidiaries, Rosenthal and Celgar, and our 74.9% owned subsidiary, Stendal, which have a consolidated annual production capacity of approximately 1.5 million ADMTs.

The following discussion and analysis of our results of operations and financial condition for the three and six months ended June 30, 2010 should be read in conjunction with our interim consolidated financial statements and related notes included in this quarterly report, as well as our most recent annual report on Form 10-K for the fiscal year ended December 31, 2009 filed with the Securities and Exchange Commission (the SEC).

Market Environment

Global pulp markets continued to strengthen as global economies have shown signs of recovery in the first half of 2010. Pulp prices have also increased significantly as worldwide demand has outstripped supply in many regions, including Europe. In addition, the strengthening of the U.S. dollar relative to the Euro in 2010 has improved the operating margins of our German mills.

Although we experienced low pulp inventories in the first half of 2010, which historically have signaled price increases, and global softwood pulp stocks are still tight at approximately 21 days, we are seeing signs of reduced demand out of the Chinese market, which, along with the traditional summer slowdown, has resulted in downward pulp pricing in July which may continue into the third quarter.

In the third quarter, we have 12 days of scheduled maintenance downtime at our Rosenthal mill. In addition, the turbine at the Rosenthal mill will be down for maintenance for approximately an additional 51 days, which was extended from 38 days to accommodate some preventative maintenance on the generator unit. During the turbine downtime, the Rosenthal mill will produce pulp at full capacity but will purchase energy instead of selling surplus energy. We have no scheduled maintenance downtime for the fourth quarter of 2010.

FORM 10-Q

QUARTERLY REPORT PAGE 29

Table of Contents**Second Quarter and Six Months Operational Snapshot**

Selected production, sales and exchange rate data for the three and six months ended June 30, 2010 and 2009 is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Pulp Production (000 ADMTs)	359.7	349.1	689.1	694.7
Scheduled Production Downtime (000 ADMTs)	17.0	2.7	35.2	2.7
Pulp Sales (000 ADMTs)	365.0	395.4	697.9	732.0
Pulp Revenues (in millions)	228.3	147.5	399.4	276.6
NBSK pulp list prices in Europe (\$/ADMT)	\$ 957	\$ 602	\$ 908	\$ 593
NBSK pulp list prices in Europe (/ADMT)	752	442	684	445
Average pulp sales realizations (/ADMT)	618	367	565	372
Energy Production (000 MWh)	382.5	376.0	720.3	732.3
Energy Sales (000 MWh)	144.2	128.5	251.3	240.8
Energy Revenue (in millions)	11.9	11.4	21.1	21.9
Average energy sales realizations (/MWh)	83	88	84	91
Average Spot Currency Exchange Rates				
/(\$)	0.7865	0.7347	0.7547	0.7511
C\$ / \$(²)	1.0277	1.1678	1.0345	1.2063
C\$ / (³)	1.3073	1.5890	1.3739	1.6054

- (1) Sales realizations after discounts. Incorporates the effect of pulp price variations occurring between the order and shipment dates.
- (2) Average Federal Reserve Bank of New York noon spot rate over the reporting period.
- (3) Average Bank of Canada noon spot rates over the reporting period.

Three Months Ended June 30, 2010 Compared to Three Months Ended June 30, 2009

Pulp revenues for the three months ended June 30, 2010 increased by approximately 54.8% to 228.3 million from 147.5 million in the comparative quarter of 2009, primarily due to significantly higher pulp prices and a stronger U.S. dollar relative to the Euro. Revenues from the sale of excess energy increased slightly by approximately 4.4% in the second quarter to 11.9 million from 11.4 million in the same quarter last year, primarily due to our German mills reaching record levels of production.

Pulp prices in the second quarter of 2010 were significantly higher than in the same period last year due to a strengthening in global pulp markets. List prices for NBSK pulp in Europe were approximately \$957 (752) per ADMT in the current quarter compared to approximately \$602 (442) per ADMT in the second quarter of 2009 and \$800 (558) at the end of 2009. In the second quarter of 2010, average pulp sales realizations increased by approximately 68.4% to 618 per ADMT from 367 per ADMT in the same period last year, primarily due to significantly higher pulp prices. Pulp sales volume decreased to 365,002 ADMTs in the current quarter from 395,378 ADMTs in the comparative period of 2009, due to unusually high sales to China in the second quarter of 2009.

FORM 10-Q

QUARTERLY REPORT PAGE 30

Table of Contents

Pulp production increased to 359,694 ADMTs in the current quarter from 349,129 ADMTs in the same quarter of 2009, primarily due to record levels of production at our German mills, being partially offset by the 12 days (approximately 17,000 ADMTs) of scheduled maintenance downtime at our Celgar mill. In the comparative quarter of 2009, we had three days of scheduled maintenance downtime.

Costs and expenses in the second quarter of 2010 increased to 192.3 million from 168.6 million in the comparative period of 2009, primarily due to increased fiber costs and the costs associated with annual maintenance at the Celgar mill.

In the second quarter of 2010, operating depreciation and amortization increased slightly to 14.1 million from 13.5 million in the same quarter last year. Selling, general and administrative expenses increased to 10.0 million from 6.0 million in the second quarter of 2009, primarily as a result of foreign exchange effects on certain foreign currency denominated balances.

Transportation costs increased by approximately 12.6% to 17.0 million in the second quarter of 2010 from 15.1 million in the second quarter of the same period in 2009, primarily due to higher container rates.

Overall, our fiber costs increased by approximately 31.3% in the second quarter of 2010 from the same period in 2009, primarily due to higher fiber costs at our German mills, resulting mainly from low harvesting rates and sawmill activity leading to lower fiber availability and increased demand from the European board industry.

For the second quarter of 2010, we recorded operating income of 47.9 million compared to an operating loss of 9.7 million in the comparative quarter of 2009, primarily due to significantly improved pulp prices and a stronger U.S. dollar relative to the Euro.

Interest expense in the second quarter of 2010 increased marginally to 16.9 million from 16.3 million in the comparative quarter of 2009, due to the accretion expense related to the exchange of our convertible notes in January 2010 and our interest payments on our U.S. dollar denominated debt being slightly higher when expressed in Euros, as a result of the strengthening of the U.S. dollar relative to the Euro.

Our Stendal mill recorded an unrealized loss of 4.5 million on the mark to market of its interest rate derivatives at the end of the current quarter, compared to an unrealized gain of 7.5 million in the same period last year.

In the second quarter of 2010, we recorded a foreign exchange loss of 9.4 million on our foreign currency denominated debt compared to a gain of 5.2 million in the same period of 2009.

In the second quarter of 2010, the noncontrolling shareholder's interest in the Stendal mill's income was 3.6 million, compared to a negligible amount of income in the same quarter last year.

We reported net income attributable to common shareholders for the second quarter of 2010 of 12.4 million, or 0.34 per basic and 0.23 per diluted share, which included aggregate non-cash, unrealized losses of 13.8 million, or 0.38 per basic share, on the Stendal interest derivatives and foreign exchange loss on our debt. In the second quarter of 2009, net loss attributable to common shareholders was 11.5 million, or 0.32 per basic and diluted share, which included an aggregate non-cash, unrealized gain of 12.6 million, or 0.35 per basic share, on the Stendal interest rate derivatives and foreign exchange gains on our debt.

FORM 10-Q

QUARTERLY REPORT PAGE 31

Table of Contents

Operating EBITDA in the second quarter of 2010 increased to 62.1 million from 31.8 million in the prior quarter and 3.9 million in the second quarter of 2009. Operating EBITDA is defined as operating income (loss) plus depreciation and amortization and non-recurring capital asset impairment charges. Management uses Operating EBITDA as a benchmark measurement of its own operating results, and as a benchmark relative to its competitors. Management considers it to be a meaningful supplement to operating income as a performance measure primarily because depreciation expense and non-recurring capital asset impairment charges are not an actual cash cost, and depreciation expense varies widely from company to company in a manner that management considers largely independent of the underlying cost efficiency of their operating facilities. In addition, we believe Operating EBITDA is commonly used by securities analysts, investors and other interested parties to evaluate our financial performance.

Operating EBITDA does not reflect the impact of a number of items that affect our net income (loss) attributable to common shareholders, including financing costs and the effect of derivative instruments. Operating EBITDA is not a measure of financial performance under the accounting principles generally accepted in the United States of America (GAAP), and should not be considered as an alternative to net income (loss) or income (loss) from operations as a measure of performance, nor as an alternative to net cash from operating activities as a measure of liquidity.

Operating EBITDA has significant limitations as an analytical tool, and should not be considered in isolation, or as a substitute for analysis of our results as reported under GAAP. Some of these limitations are that Operating EBITDA does not reflect: (i) our cash expenditures, or future requirements, for capital expenditures or contractual commitments; (ii) changes in, or cash requirements for, working capital needs; (iii) the significant interest expense, or the cash requirements necessary to service interest or principal payments, on our outstanding debt; (iv) noncontrolling interests on our Stendal mill operations; (v) the impact of realized or marked to market changes in our derivative positions, which can be substantial; and (vi) the impact of impairment charges against our investments or assets. Because of these limitations, Operating EBITDA should only be considered as a supplemental operational performance measure and should not be considered as a measure of liquidity or cash available to us to invest in the growth of our business. See the Statement of Cash Flows set out in our interim consolidated financial statements included herein. Because all companies do not calculate Operating EBITDA in the same manner, Operating EBITDA as calculated by us may differ from Operating EBITDA or EBITDA as calculated by other companies. We compensate for these limitations by using Operating EBITDA as a supplemental measure of our operational performance and relying primarily on our GAAP financial statements.

FORM 10-Q

QUARTERLY REPORT PAGE 32

Table of Contents

The following table provides a reconciliation of net income (loss) attributable to common shareholders to operating income (loss) and Operating EBITDA for the periods indicated:

	Three Months Ended	
	June 30,	
	2010	2009
	(in thousands)	
Net income (loss) attributable to common shareholders	12,401	(11,476)
Net income (loss) attributable to noncontrolling interest	3,554	3
Income taxes (benefits)	1,319	(1,823)
Interest expense	16,898	16,319
Investment (income) loss	(117)	(138)
Foreign exchange loss (gain) on debt	9,371	(5,170)
Loss (gain) on derivative instruments	4,462	(7,451)
Operating income (loss)	47,888	(9,736)
Add: Depreciation and amortization	14,176	13,604
Operating EBITDA	62,064	3,868

Six Months Ended June 30, 2010 Compared to Six Months Ended June 30, 2009

Pulp revenues for the six months ended June 30, 2010 increased by approximately 44.4% to 399.4 million from 276.6 million in the comparative period of 2009, primarily due to significantly higher pulp prices and a stronger U.S. dollar relative to the Euro. Revenues from the sale of excess energy marginally decreased by approximately 3.7% in the first half of 2010 to 21.1 million from 21.9 million in the comparative period last year, primarily due to the absence of a one-time grid access fee rebate received in 2009.

Pulp prices in the first half of 2010 were higher than in the same period last year due to a strengthening in global pulp markets. List prices for NBSK pulp in Europe were approximately \$908 (684) per ADMT in the first half of 2010 compared to approximately \$593 (445) per ADMT in the first half of 2009. In the first six months of 2010, average pulp sales realizations increased by approximately 51.9% to 565 per ADMT from 372 per ADMT in the same period last year, primarily due to significantly higher pulp prices.

Pulp sales volume decreased to 697,871 ADMTs in the first half of 2010 from 732,037 ADMTs in the comparative period of 2009.

Pulp production decreased slightly to 689,149 ADMTs in the first six months of 2010 from 694,749 ADMTs in the comparative period of 2009, primarily due to scheduled maintenance downtime at our Stendal and Celgar mills. After adjusting for scheduled maintenance, production was approximately 30,000 ADMTs higher during the first six months of 2010 from the comparable period of 2009. We experienced 10 days of scheduled maintenance downtime and resulting production curtailments of approximately 18,170 tonnes at our Stendal mill in the first quarter of 2010 and 12 days of scheduled maintenance downtime and resulting production curtailments of approximately 17,000 tonnes at our Celgar mill in the second quarter of 2010, compared to an aggregate of three days of maintenance downtime and resulting production curtailments of approximately 2,700 tonnes at all of our mills in the first half of 2009.

Costs and expenses in the first half of 2010 increased to 354.6 million from 320.6 million in the comparative period of 2009, primarily due to higher fiber costs in Germany, and the costs associated with annual maintenance at the Stendal and Celgar mills.

FORM 10-Q

QUARTERLY REPORT PAGE 33

Table of Contents

In the six months ended June 30, 2010, operating depreciation and amortization increased slightly to 27.8 million from 26.9 million in the same period last year. Selling, general and administrative expenses increased in the first half of 2010 to 18.1 million from 13.2 million in the comparative period of 2009, primarily as a result of foreign exchange effects on certain foreign currency denominated balances.

Transportation costs increased by approximately 8.3% to 31.3 million in the first half of 2010 from 28.9 million in the first half of 2009, primarily due to higher container rates.

Overall, our fiber costs increased by approximately 18.8% in the first half of 2010 from the same period in 2009, primarily due to higher fiber costs at our German mills resulting from increased demand from the European board industry. At our Celgar mill, an increase in the supply of lower cost residual fiber and a corresponding decrease in fiber from third party chippers was more than offset by the stronger Canadian dollar relative to the Euro.

For the first half of 2010, we recorded operating income of 65.9 million compared to an operating loss of 22.1 million in the comparative period of 2009, primarily due to significantly higher pulp price realizations.

Interest expense in the first half of 2010 increased marginally to 33.3 million from 32.9 million in the comparative period of 2009, due to accretion expense related to the exchange of our convertible notes in January 2010, being partially offset by lower debt levels at our Stendal mill.

Our Stendal mill recorded an unrealized loss of 11.0 million on the mark to market of its interest rate derivatives at the period ended June 30, 2010, compared to an unrealized loss of 7.6 million in the same period last year.

In the first half of 2010, we recorded a foreign exchange loss of 14.6 million on our foreign currency denominated debt compared to a gain of 0.8 million in the same period of 2009.

In the first half of 2010, we completed an exchange (the Exchange) of approximately 15.4 million (\$21.7 million) in aggregate principal amount of our 8.5% Convertible Senior Subordinated Notes due 2010 (the 2010 Convertible Notes) for new 8.5% Convertible Senior Subordinated Notes due 2012 (the 2012 Convertible Notes). We recorded a loss of approximately 0.9 million on the extinguishment of the 2010 Convertible Notes.

In the first six months of 2010, the noncontrolling shareholder's interest in the Stendal mill's loss was 0.1 million, compared to a loss of 9.3 million in the same period last year.

We reported net income attributable to common shareholders for the first six months of 2010 of 4.9 million, or 0.13 per basic and 0.11 per diluted share, which included aggregate non-cash, unrealized losses of 25.6 million on the Stendal interest derivatives and foreign exchange loss on our debt. In the first six months of 2009, the net loss attributable to common shareholders was 50.8 million, or 1.40 per basic and diluted share, which included net unrealized losses on the Stendal interest rate derivatives and the foreign exchange translation on our debt of 6.8 million.

FORM 10-Q

QUARTERLY REPORT PAGE 34

Table of Contents

Operating EBITDA increased to \$93.9 million in the first half of 2010 compared to Operating EBITDA of \$4.9 million in the six months ended June 30, 2009. Operating EBITDA is defined as operating income (loss) plus depreciation and amortization and non-recurring capital asset impairment charges. Operating EBITDA has significant limitations as an analytical tool, and should not be considered in isolation, or as a substitute for analysis of our results as reported under GAAP. See the discussion of our results for the three months ended June 30, 2010 for additional information relating to such limitations and Operating EBITDA.

The following table provides a reconciliation of net income (loss) attributable to common shareholders to operating income (loss) and Operating EBITDA for the periods indicated:

	Six Months Ended	
	June 30,	
	2010	2009
	(in thousands)	
Net income (loss) attributable to common shareholders	4,855	(50,826)
Net income (loss) attributable to noncontrolling interest	(115)	(9,258)
Income taxes (benefits)	1,523	(4,805)
Interest expense	33,321	32,868
Investment (income) loss	(211)	3,064
Foreign exchange loss (gain) on debt	14,602	(754)
Loss on extinguishment of convertible notes	929	
Loss (gain) on derivative instruments	11,008	7,562
Operating income (loss)	65,912	(22,149)
Add: Depreciation and amortization	27,997	27,071
Operating EBITDA	93,909	4,922

Liquidity and Capital Resources

The following table is a summary of selected financial information for the periods indicated:

	As at	As at
	June 30,	December 31,
	2010	2009
	(in thousands)	
Financial Position		
Cash and cash equivalents	62,145	51,291
Working capital	155,388	99,150
Property, plant and equipment	872,843	868,558
Total assets	1,170,812	1,083,831
Long-term liabilities	941,775	896,074
Total equity	100,145	85,973

Sources and Uses of Funds

Our principal sources of funds are cash flows from operations, cash on hand and the revolving working capital loan facilities for our Celgar and Rosenthal mills. Our principal uses of funds consist of operating expenditures, payments of principal and interest on the project loan facility relating to our Stendal mill (Stendal Loan Facility), capital expenditures and interest payments on our outstanding 9.25% senior notes (Senior Notes) and the 2012 Convertible Notes.

In the last quarter of 2009 our Celgar mill was allocated approximately C\$57.7 million in credits under the Canadian government's Pulp and Paper Green Transformation Program (the GTP). The GTP's objective is to improve the

environmental performance of Canada's pulp and paper industry by funding, by way of government grants, approved capital projects with environmental benefits, such as investments in energy efficiency. Subsequently, in November 2009, we entered into a non-repayable contribution agreement with the Department of Natural Resources Canada (NRCan) whereby NRCan agreed to provide approximately C\$40.0 million (30.7 million) in grants towards certain costs associated with our green energy project at our Celgar mill (the Celgar Energy Project).

FORM 10-Q

QUARTERLY REPORT PAGE 35

Table of Contents

In the first six months of 2010, capital expenditures related to the Celgar Energy Project totaled approximately 15.7 million (C\$21.6 million) and we expect the remaining costs for the project to be approximately 9.7 million (C\$12.6 million), substantially all of which will be financed through the C\$40.0 million grant from the Canadian federal government under the GTP.

As at June 30, 2010, our cash and cash equivalents were approximately 62.1 million, compared to approximately 51.3 million at the end of 2009 and we had working capital of approximately 155.4 million compared to approximately 99.2 million at the end of 2009.

Debt Covenants

Our long-term obligations contain various financial tests and covenants customary to these types of arrangements.

As at June 30, 2010, we were in full compliance with all of the covenants of our indebtedness.

Cash Flow Analysis

Cash Flows from Operating Activities. We operate in a cyclical industry and our operating cash flows vary accordingly. Our principal operating cash expenditures are for labor, fiber, chemicals and debt service.

Working capital levels fluctuate throughout the year and are affected by maintenance downtime, changing sales patterns, seasonality and the timing of receivables and the payment of payables and expenses.

Operating activities provided cash of 18.9 million and 32.3 million in the six months ended June 30, 2010 and 2009, respectively, primarily due to the impact of operating results and working capital movements. An increase in receivables used cash of 45.9 million in the first six months of 2010, compared to a decrease in receivables providing cash of 24.7 million in the first six months of 2009. An increase in inventories used cash of 11.0 million in the first six months of 2010, compared to a decrease in inventories before non-cash provisions providing cash of 27.5 million in the first six months of 2009. An increase in accounts payable and accrued expenses provided cash of 13.3 million in the first six months of 2010, compared to an increase in accounts payable and accrued expenses providing cash of 7.9 million in the first six months of 2009.

Cash Flows from Investing Activities. Investing activities in the first six months of 2010 used cash of 19.3 million, compared to using cash of 5.6 million in the same period of 2009. Capital expenditures in the first six months of 2010 used cash of 20.4 million primarily for the Celgar Energy Project, compared to 15.5 million in the same period of 2009.

Cash Flows from Financing Activities. In the first half of 2010, financing activities provided cash of 7.1 million, compared to using cash of 7.0 million in the same period last year. Repayment of indebtedness and leases used cash of 9.9 million and 15.0 million in the six months ended June 30, 2010 and 2009, respectively. The six months ended June 30, 2010 also included government grants primarily for our Celgar Energy Project, which provided cash of 10.6 million.

FORM 10-Q

QUARTERLY REPORT PAGE 36

Table of Contents

Capital Resources

Other than commitments totaling approximately 9.7million relating to the Celgar Energy Project to be completed in the fourth quarter of 2010, we have no material commitments to acquire assets or operating businesses. We expect the remaining costs to complete the Celgar Energy Project to be funded from government funding credits under the GTP.

Future Liquidity

Based upon the current level of operations and our current expectations for future periods in light of the current economic environment, and in particular, current and expected pulp pricing and foreign exchange rates, we believe that cash flow from operations and available cash, together with available borrowings will be adequate to meet our liquidity needs in the next 12 months.

Contractual Obligations and Commitments

There were no material changes outside the ordinary course to any of our contractual obligations during the first half of 2010.

Foreign Currency

Our reporting currency is the Euro as the majority of our business transactions are denominated in Euros. However, we hold certain assets and liabilities in U.S. dollars and Canadian dollars. Accordingly, our consolidated financial results are subject to foreign currency exchange rate fluctuations.

We translate foreign denominated assets and liabilities into Euros at the rate of exchange on the balance sheet date. Unrealized gains or losses from these translations are recorded in our consolidated statement of comprehensive income and impact on shareholders' equity on the balance sheet but do not affect our net earnings.

In the six months ended June 30, 2010, accumulated other comprehensive income increased by 2.4 million to 26.1 million, primarily due to the foreign exchange translation.

Based upon the exchange rate at June 30, 2010, the U.S. dollar strengthened by approximately 14.1% in value against the Euro since June 30, 2009. See Quantitative and Qualitative Disclosures about Market Risk .

Results of Operations of the Restricted Group under our Senior Note Indenture

The indenture governing our Senior Notes requires that we also provide a discussion in annual and quarterly reports we file with the SEC under Management's Discussion and Analysis of Financial Condition and Results of Operations of the results of operations and financial condition of Mercer Inc. and our restricted subsidiaries under the indenture, referred to as the Restricted Group . The Restricted Group is comprised of Mercer Inc., our Rosenthal and Celgar mills and certain holding subsidiaries. The Restricted Group excludes our Stendal mill.

FORM 10-Q

QUARTERLY REPORT PAGE 37

Table of Contents

The following is a discussion of the results of operations and financial condition of the Restricted Group. For further information regarding the Restricted Group including, without limitation, a reconciliation to our consolidated results of operations, see Note 12 of our interim consolidated financial statements included herein.

Restricted Group Results Three Months Ended June 30, 2010 Compared to Three Months Ended June 30, 2009

Pulp revenues for the Restricted Group for the three months ended June 30, 2010 increased by approximately 63.4% to 124.8 million from 76.4 million in the comparative period of 2009, primarily due to significantly higher pulp prices and a stronger U.S. dollar relative to the Euro. Revenues from the sale of excess energy marginally decreased by approximately 2.6% in the current quarter to 3.8 million from 3.9 million in the same period last year, primarily due to the absence of a one-time grid access fee rebate received in 2009.

Pulp prices were significantly higher in the second quarter of 2010 than in the same period last year due to continued strengthening in global pulp markets. List prices for NBSK pulp in Europe were approximately \$957 (752) per ADMT in the current quarter compared to approximately \$602 (442) per ADMT in the second quarter of 2009. In the second quarter of 2010, average pulp sales realizations for the Restricted Group increased by approximately 66.0% to 621 per ADMT from 374 per ADMT in the same period last year.

Pulp sales volume of the Restricted Group marginally decreased to 200,680 ADMTs in the second quarter of 2010 from 203,989 ADMTs in the comparative period of 2009.

Pulp production for the Restricted Group increased slightly to 193,697 ADMTs in the second quarter of 2010 from 188,183 ADMTs in the same period of 2009, primarily as a result of near record production levels at our Rosenthal mill, partially offset by 12 days (approximately 17,000 tonnes) of scheduled maintenance downtime at our Celgar mill.

Costs and expenses for the Restricted Group in the second quarter of 2010 increased to 110.2 million from 90.0 million in the comparative period of 2009, primarily due to increased fiber costs and the costs associated with annual maintenance at our Celgar mill.

In the second quarter of 2010 operating depreciation and amortization for the Restricted Group increased to 7.6 million from 6.9 million in the same period last year. Selling, general and administrative expenses for the Restricted Group increased to 6.7 million from 3.3 million in the comparative period of 2009, primarily as a result of foreign exchange effects on certain foreign currency denominated balances.

Transportation costs for the Restricted Group increased by approximately 27.9% to 12.6 million in the second quarter of 2010 from 9.8 million in the same period of 2009, primarily due to higher container rates.

Overall, fiber costs of the Restricted Group in the second quarter of 2010 increased by approximately 22.2% compared to the same period of 2009, primarily due to increased German fiber prices.

In the second quarter of 2010, the Restricted Group reported operating income of 18.5 million compared to an operating loss of 9.6 million in the second quarter of 2009, primarily due to significantly higher pulp realizations.

FORM 10-Q

QUARTERLY REPORT PAGE 38

Table of Contents

Interest expense for the Restricted Group increased to 8.0 million in the second quarter from 6.9 million in the same quarter last year, primarily due to the accretion expense related to the Exchange.

In the second quarter of 2010, the Restricted Group recorded a loss on foreign currency denominated debt of 9.4 million, compared to a gain of 5.2 million in the comparative quarter of 2009.

The Restricted Group reported net income for the second quarter of 2010 of 2.1 million compared to a net loss of 11.3 million in the same period last year.

In the second quarter of 2010, the Restricted Group reported Operating EBITDA of 26.2 million compared to an Operating EBITDA loss of 2.7 million in the comparative quarter of 2009 and Operating EBITDA of 23.4 million in the first quarter of 2010. Operating EBITDA is defined as operating income (loss) plus depreciation and amortization and non-recurring capital asset impairment charges. Operating EBITDA has significant limitations as an analytical tool, and should not be considered in isolation, or as a substitute for analysis of our results as reported under GAAP. See the discussion of our results for the three months ended June 30, 2010 for additional information relating to such limitations and Operating EBITDA.

The following table provides a reconciliation of net income (loss) to operating income (loss) and Operating EBITDA for the Restricted Group for the periods indicated:

	Three Months Ended June 30,	
	2010	2009
	(in thousands)	
Restricted Group⁽¹⁾		
Net income (loss)	2,075	(11,279)
Income taxes (benefits)	334	1,149
Interest expense	7,957	6,927
Investment (income) loss	(1,285)	(1,234)
Foreign exchange (gain) loss on debt	9,371	(5,170)
Operating income (loss)	18,452	(9,607)
Add: Depreciation and amortization	7,698	6,953
Operating EBITDA	26,150	(2,654)

(1) See Note 12 of the interim consolidated financial statements included elsewhere herein for a reconciliation to our consolidated results.

Restricted Group Results Six Months Ended June 30, 2010 Compared to Six Months Ended June 30, 2009

Pulp revenues for the Restricted Group for the six months ended June 30, 2010 increased by approximately 52.7% to 231.3 million from 151.5 million in the comparative period of 2009, primarily due to significantly higher pulp prices. Revenues from the sale of excess energy decreased slightly by approximately 10.0% in the first half of 2010 to

7.2 million from 8.0 million in the same period last year, primarily due to the absence of a one-time grid access fee rebate received in 2009.

Pulp prices were higher in the first half of 2010 than in the same period last year due to continued strengthening in global pulp markets. List prices for NBSK pulp in Europe were approximately \$908 (684) per ADMT in the first six months of 2010 compared to approximately \$593 (445) per ADMT in the first half of 2009. In the first half of 2010, average pulp sales realizations for the Restricted Group increased by approximately 48.9% to 566 per ADMT from 380 per ADMT in the same period last year.

FORM 10-Q

QUARTERLY REPORT PAGE 39

Table of Contents

Pulp sales volume of the Restricted Group increased to 408,111 ADMTs in the first half of 2010 from 397,780 ADMTs in the comparative period of 2009.

Pulp production for the Restricted Group increased to 404,033 ADMTs in the first six months of 2010 from 387,612 ADMTs in the same period of 2009, primarily as a result of improved mill reliability. In the first half of 2010, our Celgar mill had 12 days (approximately 17,000 ADMTs) of scheduled maintenance downtime, compared to only three days (approximately 2,700 ADMTs) of maintenance downtime in the first half of 2009.

Costs and expenses for the Restricted Group in the first six months of 2010 increased to 203.9 million from 174.4 million in the comparative period of 2009, primarily due to higher fiber costs in Germany and the costs associated with annual maintenance at our Celgar mill.

In the first half of 2010 operating depreciation and amortization for the Restricted Group increased to 14.8 million from 13.6 million in the same period last year. Selling, general and administrative expenses increased to 11.6 million from 7.2 million in the comparative period of 2009, primarily as a result of foreign exchange effects on certain foreign currency denominated balances.

Transportation costs for the Restricted Group increased by 18.7% to 23.8 million in the first half of 2010 from 20.1 million in the first half of 2009, primarily due to higher container rates.

Overall, fiber costs of the Restricted Group increased by 13.2% in the first half of 2010 compared to the same period of 2009, primarily due to increased German fiber prices.

In the first six months of 2010, the Restricted Group reported operating income of 34.5 million compared to an operating loss of 15.0 million in the first six months of 2009, primarily due to significantly higher pulp realizations.

Interest expense of 15.3 million for the Restricted Group increased in the first half of 2010 from 14.2 million in the first half of 2009, primarily due to the accretion expense related to the Exchange.

In the first six months of 2010, the Restricted Group recorded a loss on foreign currency denominated debt of 14.6 million, compared to a gain of 0.8 million in the comparative period of 2009.

During the first six months of 2010, in connection with the Exchange, the Restricted Group recorded a loss of approximately 0.9 million on the extinguishment of the 2010 Convertible Notes.

The Restricted Group reported net income for the first six months of 2010 of 5.7 million compared to a net loss of 27.3 million in the first six months of 2009.

FORM 10-Q

QUARTERLY REPORT PAGE 40

Table of Contents

In the first half of 2010, the Restricted Group reported Operating EBITDA of \$49.5 million compared to an Operating EBITDA loss of \$1.3 million in the comparative period of 2009. Operating EBITDA is defined as operating income (loss) plus depreciation and amortization and non-recurring capital asset impairment charges. Operating EBITDA has significant limitations as an analytical tool, and should not be considered in isolation, or as a substitute for analysis of our results as reported under GAAP. See the discussion of our results for the three months ended June 30, 2010 for additional information relating to such limitations and Operating EBITDA.

The following table provides a reconciliation of net income (loss) to operating income (loss) and Operating EBITDA for the Restricted Group for the periods indicated:

	Six Months Ended	
	June 30,	
	2010	2009
	(in thousands)	
Restricted Group⁽¹⁾		
Net income (loss)	5,746	(27,283)
Income taxes (benefits)	495	941
Interest expense	15,277	14,229
Investment (income) loss	(2,524)	(2,150)
Foreign exchange (gain) loss on debt	14,602	(754)
Loss on extinguishment of convertible notes	929	
Operating income (loss)	34,525	(15,017)
Add: Depreciation and amortization	15,008	13,723
Operating EBITDA	49,533	(1,294)

(1) See Note 12 of the interim consolidated financial statements included elsewhere herein for a reconciliation to our consolidated results.

Liquidity and Capital Resources of the Restricted Group

The following table is a summary of selected financial information for the Restricted Group for the periods indicated:

	As at	As at
	June 30,	December 31,
	2010	2009
	(in thousands)	
Restricted Group Financial Position⁽¹⁾		
Cash and cash equivalents	39,485	20,635
Working capital	102,650	57,015

Property, plant and equipment	378,462	362,311
Total assets	635,334	555,977
Long-term liabilities	357,172	301,173
Total equity	209,149	200,247

(1) See Note 12 of the interim consolidated financial statements included elsewhere herein for a reconciliation to our consolidated results.

At June 30, 2010, the Restricted Group had cash and cash equivalents of approximately 39.5 million, compared to approximately 20.6 million at the end of 2009 and had working capital of approximately 102.7 million compared to working capital of approximately 57.0 million at the end of 2009. The increase in working capital was primarily due to the impact of higher sales realizations on accounts receivable in 2010.

We currently expect the Restricted Group to meet its interest and debt service obligations and meet the working and maintenance capital requirements for its operations for the next 12 months with cash flow from operations, cash on hand and available borrowings.

FORM 10-Q

QUARTERLY REPORT PAGE 41

Table of Contents

Credit Ratings

Standard & Poor's Rating Services (S&P) and Moody's Investors Service, Inc. (Moody's) base their assessment of our credit risk on the business and financial profile of the Restricted Group only. Factors that may affect our credit rating include changes in our operating performance and liquidity. Credit rating downgrades can adversely impact, among other things, future borrowing costs and access to capital markets.

During the second quarter of 2010, we were subject to improved rating actions by Moody's and S&P. In May 2010, S&P raised its target credit rating from B- to B with a stable ratings outlook to reflect temporary pulp supply shortages and the strengthening of pulp markets. S&P believes that we should be able to maintain sufficient liquidity to support this new credit rating. The B rating also reflects the expectation that we will continue to benefit from favorable foreign exchange rates resulting from the strength of the U.S. dollar relative to the Euro.

In June 2010, Moody's upgraded our Corporate Family Rating (CFR) to B3 from Caa1, and upgraded its ratings outlook to positive, citing the positive impact of recent pulp price increases on our liquidity, financial structure, and operating results.

Critical Accounting Policies

The preparation of financial statements and related disclosures in conformity with GAAP requires management to make estimates and assumptions that affect both the amount and the timing of the recording of assets, liabilities, revenues, and expenses in the consolidated financial statements and accompanying note disclosure. Our management routinely makes judgments and estimates about the effects of matters that are inherently uncertain. As the number of variables and assumptions affecting the probable future resolution of the uncertainties increase, these judgments become even more subjective and complex.

Our significant accounting policies are disclosed in Note 1 to our annual report on Form 10-K for the fiscal year ended December 31, 2009. While all of the significant accounting policies are important to the consolidated financial statements, some of these policies may be viewed as having a high degree of judgment. On an ongoing basis, using currently available information, management reviews its estimates, including those related to the accounting for pensions and post-retirement benefits, provisions for bad debt and doubtful accounts, derivative instruments, impairment of long-lived assets, deferred taxes, inventory provisions and environmental conservation and legal liabilities. Actual results could differ from these estimates.

We have identified certain accounting policies that are the most important to the portrayal of our current financial condition and results of operations.

For information about both our significant and critical accounting policies, see our annual report on Form 10-K for the fiscal year ended December 31, 2009.

New Accounting Standards

See Note 1 to the Company's interim consolidated financial statements included in Item 1.

FORM 10-Q

QUARTERLY REPORT PAGE 42

Table of Contents

Cautionary Statement Regarding Forward-Looking Information

The statements in this report that are not reported financial results or other historical information are forward-looking statements within the meaning of the *Private Securities Litigation Reform Act of 1995*, as amended. These statements appear in a number of different places in this report and can be identified by words such as estimates, projects, expects, intends, believes, plans, or their negatives or other comparable words. Also look for discussions of strategies that involve risks and uncertainties. Forward-looking statements include statements regarding:

our markets;

demand and prices for our products;

our level of indebtedness;

raw material costs and supply;

energy prices, sales and our initiatives to enhance sales of surplus energy;

capital expenditures;

the economy;

foreign exchange rates particularly the U.S. dollar and Canadian dollar; and

derivatives.

You are cautioned that any such forward-looking statements are not guarantees and may involve risks and uncertainties. Our actual results may differ materially from those in the forward-looking statements due to risks facing us or due to actual facts differing from the assumptions underlying our estimates. Some of these risks and assumptions include those set forth in reports and other documents we have filed with or furnished to the SEC, including in our annual report on Form 10-K for the fiscal year ended December 31, 2009. We advise you that these cautionary remarks expressly qualify in their entirety all forward-looking statements attributable to us or persons acting on our behalf. Unless required by law, we do not assume any obligation to update forward-looking statements based on unanticipated events or changed expectations. However, you should carefully review the reports and other documents we file from time to time with the SEC.

Cyclical Nature of Business

Revenues

The pulp business is highly cyclical in nature and markets for our principal products are characterized by periods of supply and demand imbalance, which in turn affects product prices. Pulp markets are highly competitive and are sensitive to cyclical changes in the global economy, industry capacity and foreign exchange rates, all of which can have a significant influence on selling prices and our operating results. The length and magnitude of industry cycles have varied over time but generally reflect changes in macro economic conditions and levels of industry capacity.

Industry capacity can fluctuate as changing industry conditions can influence producers to idle production or permanently close machines or entire mills. In addition, to avoid substantial cash costs in idling or closing a mill, some producers will choose to operate at a loss, sometimes even a cash loss, which can prolong weak pricing environments due to oversupply. Oversupply of our products can also result from producers introducing new capacity in response to favorable pricing trends.

FORM 10-Q

QUARTERLY REPORT PAGE 43

Table of Contents

Demand for pulp has historically been determined by the level of economic growth and has been closely tied to overall business activity. From 2006 to mid-2008, pulp prices in Europe steadily improved. However, in the latter half of 2008, a global economic crisis resulted in a sharp decline of European pulp prices from a high of \$900 per ADMT to \$635 per ADMT at the end of 2008. Beginning in the second quarter of 2009 prices began to improve, rising from a low of \$575 per ADMT in March 2009 to \$980 per ADMT at the end of the second quarter of 2010. In the third quarter of 2010 to date, pulp prices have faced downward pressure due to reduced demand in China and traditionally slower summer months. Additionally, although global softwood pulp stocks currently remain generally tight at approximately 21 days, a further deterioration in prices may occur in the future.

Prices for pulp are driven by many factors outside our control, and we have little influence over the timing and extent of price changes, which are often volatile. Because market conditions beyond our control determine the price for pulp, such pulp may fall below our cash production costs, requiring us to either incur short-term losses on product sales or cease production at one or more of our mills. Therefore, our profitability depends on managing our cost structure, particularly raw materials which represent a significant component of our operating costs and can fluctuate based upon factors beyond our control. If the prices of our products decline, or if prices for our raw materials increase, or both, our results of operations could be materially adversely affected.

Costs

Our production costs are influenced by the availability and cost of raw materials, energy and labor, and our plant efficiencies and productivity. Our main raw material is fiber in the form of wood chips and pulp logs. Fiber costs are primarily affected by the supply of, and demand for, lumber which is highly cyclical in nature and can vary significantly by location. Production costs also depend on the total volume of production. Lower operating rates and production efficiencies during periods of cyclically low demand result in higher average production costs and lower margins.

Currency

The majority of our sales are in products quoted in U.S. dollars while most of our operating costs and expenses, other than those of the Celgar mill, are incurred in Euros. In addition, all of the products sold by the Celgar mill are quoted in U.S. dollars and the Celgar mill costs are primarily incurred in Canadian dollars. Our results of operations and financial condition are reported in Euros. As a result, our revenues are adversely affected by a decrease in the value of the U.S. dollar relative to the Euro and to the Canadian dollar. Such shifts in currencies relative to the Euro and the Canadian dollar reduce our operating margins and the cash flow available to fund our operations and to service our debt. Conversely, an increase in the U.S. dollar versus the Euro and the Canadian dollar positively impacts our revenues by increasing our operating margins and cash flow.

FORM 10-Q

QUARTERLY REPORT PAGE 44

Table of Contents

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risks from changes in interest rates and foreign currency exchange rates, particularly the exchange rate between the Euro and the U.S. dollar and the Canadian dollar versus the U.S. dollar and the Euro. Changes in these rates may affect our results of operations and financial condition and, consequently, our fair value. We seek to manage these risks through internal risk management policies, as well as the use of derivatives. We use derivatives to reduce or limit our exposure to interest rate and, from time to time, currency risks. We may in the future use derivatives to reduce or limit our exposure to fluctuations in pulp prices. We also use derivatives to reduce our potential losses or to augment our potential gains, depending on our management's perception of future economic events and developments. These types of derivatives are generally highly speculative in nature. They are also very volatile as they are highly leveraged given that margin requirements are relatively low in proportion to notional amounts.

Many of our strategies, including the use of derivatives, and the types of derivatives selected by us, are based on historical trading patterns and correlations and our management's expectations of future events. However, these strategies may not be effective in all market environments or against all types of risks. Unexpected market developments may affect our risk management strategies during this time, and unanticipated developments could impact our risk management strategies in the future. If any of the variety of instruments and strategies we utilize are not effective, we may incur significant losses.

All of our derivatives are marked to market at the end of each reporting period, and all unrealized gains and losses are recognized in earnings for a reporting period. We determine market valuations based primarily upon observable inputs including applicable yield curves.

During the first six months of 2010, we recorded an unrealized loss of \$11.0 million on our outstanding interest rate derivatives compared to an unrealized loss of \$7.6 million in the comparative period of 2009.

We are also subject to some energy price risk, primarily for the electricity that our operations purchase.

FORM 10-Q

QUARTERLY REPORT PAGE 45

Table of Contents

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures. Our management, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the *Securities Exchange Act of 1934*, as amended (the Exchange Act)), as of the end of the period covered by this report. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. Based on such evaluation, our principal executive officer and principal financial officer have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures are effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by us in the reports that we file or submit under the Exchange Act.

It should be noted that any system of controls is based in part upon certain assumptions designed to obtain reasonable (and not absolute) assurance as to its effectiveness, and there can be no assurance that any design will succeed in achieving its stated goals.

Changes in Internal Controls. There have been no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

FORM 10-Q

QUARTERLY REPORT PAGE 46

Table of Contents

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are subject to routine litigation incidental to our business, including those described in our latest annual report on Form 10-K for the fiscal year ended December 31, 2009. We do not believe that the outcome of such litigation will have a material adverse effect on our business or financial condition.

ITEM 1A. RISK FACTORS

There have been no material changes to the factors disclosed in Item 1A. Risk Factors in our latest annual report on Form 10-K for the fiscal year ended December 31, 2009.

ITEM 2. UNREGISTERED SALE OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit No. Description

31.1	Section 302 Certification of Chief Executive Officer
31.2	Section 302 Certification of Chief Financial Officer
32.1*	Section 906 Certification of Chief Executive Officer
32.2*	Section 906 Certification of Chief Financial Officer

* In accordance with Release 33-8212 of the Commission, these Certifications: (i) are furnished to the Commission and are not filed for the purposes of liability under the Securities Exchange Act of 1934, as amended; and (ii) are not to be subject to automatic incorporation by reference into

any of the
Company's
registration
statements filed
under the
Securities Act
of 1933, as
amended for the
purposes of
liability
thereunder or
any offering
memorandum,
unless the
Company
specifically
incorporates
them by
reference
therein.

FORM 10-Q
QUARTERLY REPORT PAGE 47

Table of Contents

SIGNATURES

Pursuant to the requirements of the *Securities Exchange Act of 1934*, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MERCER INTERNATIONAL INC.

By: /s/ David M. Gandossi
David M. Gandossi
Secretary and Chief Financial Officer

Date: August 5, 2010
FORM 10-Q
QUARTERLY REPORT PAGE 48